

# 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



### ANNUAL REPORT 2021 年報



# ABOUT US

## 關於我們



Redsun Properties is a comprehensive property enterprise with established presence in the Yangtze River Delta region and dual-driven synergic development in property development and commercial real estate. We focus on residential property development, commercial property investment and operations as well as hotel operating management. Adhering to the core values of “professionalism and building credibility for the long term”, we strictly implement the investment strategy of “penetrating the Greater Jiangsu Region, strengthening foothold in major metropolitan areas and expanding into core cities” and operate steadily to achieve sustainable development.

弘陽地產為深耕長三角，地產、商業雙輪驅動，協同發展的綜合性房企，專注於住宅物業開發、商業物業投資與運營和酒店運營管理。恪守「在商言人，誠者致遠」的核心價值觀，嚴格執行「做透大江蘇、深耕都市圈，做強中心城」的投資戰略，穩健經營，實現可持續發展。



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**BOARD OF DIRECTORS****Executive Directors**

Mr. Zeng Huansha (曾煥沙) (Chairman)  
 Mr. Yuan Chun (袁春) (Chief Executive Officer)  
 (appointed on 29 January 2021)  
 Mr. Zeng Junkai (曾俊凱)  
 (appointed on 26 February 2021)  
 Mr. Lui Wai Pang (雷偉彬)

**Independent Non-executive Directors**

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

**AUDIT COMMITTEE**

Mr. Leung Yau Wan John (梁又穩) (Chairman)  
 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. Yuan Chun (袁春)  
 Mr. Zeng Junkai (曾俊凱)  
 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. Lui Wai Pang (雷偉彬)  
 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)  
 袁春先生 (行政總裁)  
 (於2021年1月29日獲委任)  
 曾俊凱先生  
 (於2021年2月26日獲委任)  
 雷偉彬先生

**獨立非執行董事**

李國棟先生  
 梁又穩先生  
 歐陽寶豐先生

**審核委員會**

梁又穩先生 (主席)  
 李國棟先生  
 歐陽寶豐先生

**薪酬委員會**

李國棟先生 (主席)  
 袁春先生  
 曾俊凱先生  
 梁又穩先生  
 歐陽寶豐先生

**提名委員會**

曾煥沙先生 (主席)  
 雷偉彬先生  
 梁又穩先生  
 李國棟先生  
 歐陽寶豐先生

## AUDITOR

Ernst & Young  
Certified Public Accountants  
Registered Public Interest Entity Auditor  
27/F, One Taikoo Place  
979 King's Road  
Quarry Bay  
Hong Kong

## LEGAL ADVISERS

As to Hong Kong law:

Paul Hastings

As to Cayman Islands law:

Walkers

## CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Walkers Corporate Limited  
Cayman Corporate Centre  
190 Elgin Avenue  
George Town  
Grand Cayman KY1-9008  
Cayman Islands

## HONG KONG SHARE REGISTRAR

Link Market Services (Hong Kong) Pty Limited  
Suite 1601, 16/F, Central Tower  
28 Queen's Road Central  
Hong Kong

## 核數師

安永會計師事務所  
執業會計師  
註冊公眾利益實體核數師  
香港  
鰂魚涌  
英皇道979號  
太古坊一座27樓

## 法律顧問

有關香港法律：

普衡律師事務所

有關開曼群島法律：

Walkers

## 開曼群島主要證券登記處

Walkers Corporate Limited  
Cayman Corporate Centre  
190 Elgin Avenue  
George Town  
Grand Cayman KY1-9008  
Cayman Islands

## 香港證券登記處

Link Market Services (Hong Kong) Pty Limited  
香港  
中環皇后大道中28號  
中滙大廈16樓1601室

**REGISTERED OFFICE**

Cayman Corporate Centre  
190 Elgin Avenue  
George Town  
Grand Cayman KY1-9008  
Cayman Islands

**HEAD OFFICES 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, Pukou District, Nanjing,  
Jiangsu Province

**PRINCIPAL PLACE OF BUSINESS IN HONG KONG**

Unit 6111-12, 61/F,  
The Center,  
No. 99 Queen's Road Central,  
Central  
Hong Kong

**JOINT COMPANY SECRETARIES**

Mr. Li Yonggang (李永剛)  
Mr. Yim Lok Kwan (嚴洛鈞)

**AUTHORIZED REPRESENTATIVES**

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

**註冊辦事處**

Cayman Corporate Centre  
190 Elgin Avenue  
George Town  
Grand Cayman KY1-9008  
Cayman Islands

**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  
61樓6111-12室

**聯席公司秘書**

李永剛先生  
嚴洛鈞先生

**授權代表**

曾煥沙先生  
嚴洛鈞先生



## PRINCIPAL BANKS

Agricultural Bank of China  
(Pukou Sub-branch)

China Minsheng Bank  
(Hongyang Sub-branch)

Industrial and Commercial Bank of China  
(Xiaguan Sub-branch)

Bank of Communications  
(Nanjing City Chengzhong Sub-branch)

## WEBSITE

[www.rsunproperty.hk](http://www.rsunproperty.hk)

## STOCK CODE

HKEx: 1996

## 主要往來銀行

中國農業銀行  
浦口支行

民生銀行  
弘陽支行

中國工商銀行  
下關支行

交通銀行  
南京市城中支行

## 網站

[www.rsunproperty.hk](http://www.rsunproperty.hk)

## 股份代號

港交所：1996



# CHAIRMAN'S STATEMENT

主席報告



弘陽地產 — 打造四大產品線

Redsun Properties Group Limited - Four major project series

**時光系**



# CHAIRMAN'S STATEMENT

## 主席報告



**ZENG HUANSHA 曾煥沙**  
Chairman 主席

### Dear shareholders,

On behalf of the Board, I hereby present to all shareholders the annual results of the Group as of 31 December 2021.

In 2021, China's real estate market has experienced a transition from robust in the first half of the year to deep adjustment in the second half of the year. Market trading volume was high at first and became lower later as the market activity plunged sharply in the second half of the year. The tightening of financing policy of property enterprises, together with the general industry trend of "houses are for living, not for speculation" and constant regulations and controls by policies had a profound impact on the development of both the industry and the Company.

Despite the tremendous pressure, the Company had adapted to the changes in the industry through the concerted efforts of all employees. The Company has been attaching importance to steady operation and sustainable development, resulting in an overall stable and orderly operation.

### 尊敬的各位股東：

本人謹代表董事會，向各位股東提呈本集團截至2021年12月31日止之年度業績。

2021年，我國房地產市場經歷了從上半年高熱到下半年深度調整的轉變，市場交易量前高後低，下半年市場活躍度驟降，房企融資持續收緊，房住不炒的行業大背景和政策持續的調控，均對行業及公司的發展產生了深遠的影響。

雖然壓力巨大，但通過全體員工上下一心、共同努力，適應行業變化，公司重視穩健經營和可持續發展，經營整體平穩有序。

During the Reporting Period, with steady development and strengthened foothold, the Group gave full play to the advantage of dual-driven synergic development and achieved contracted sales of RMB87.22 billion, representing a slight increase as compared to last year. Average unit price for contracted sales amounted to approximately RMB16,887 per sq.m., representing a year-on-year increase of 15.5%. Recognized sales revenue was RMB26.67 billion, representing a year-on-year increase of 32.3%.

During the Reporting Period, with a solid financial position, the Group remained stable in earnings. The net profit for the year was RMB1.87 billion, with a core net profit of RMB1.47 billion, a gross profit margin of 19.1% and a net profit margin reaching 7%, which maintained at the average level in the industry. With a stable growth in asset scale and continuous optimization in debt structures, the Group continued to maintain at the green tier in the "Three Red Lines" assessment.

報告期內，本集團聚焦深耕，充分發揮雙輪驅動、協同發展的優勢，穩健發展。實現合約銷售額人民幣872.2億元，較上年略增，平均合約銷售單價約人民幣16,887元/平方米，同比增長15.5%，確認銷售收入人民幣266.7億元，同比增長32.3%。

報告期內，本集團財務穩健，盈利保持穩定。實現年度淨利潤人民幣18.7億元，核心淨利潤人民幣14.7億元，毛利率為19.1%，淨利率達7%，保持行業平均水平。「三道紅線」持續維持綠檔達標，資產規模平穩增長，債務結構持續得到優化。



As a comprehensive property enterprise with the dual-driven synergic development in property development and commercial real estate, the Group is dedicated to becoming a respected creator of a better life. In 2021, the Group continued to put into practice the investment strategy of “penetrating the Greater Jiangsu Region, strengthening foothold in major metropolitan areas and expanding into core cities”. Through the synergic development in property development and commercial real estate, the Group realized quality layout and diversified its land reserves. In respect of regional layout, the Group strengthened its foothold in the leading cities within developed metropolitan areas in China. In respect of investment structure, the layout focus was located in first-tier and premium second-tier cities. With extensive and diversified channels, sufficient and reasonable land banks, premium and healthy structure, and active and effective strategies, a solid foundation was laid for the Group to sustain steady and quality development in the future.

During the Reporting Period, the position of Nanjing Hong Yang Plaza as a commercial benchmark property has been consolidating and the Weifang Project in Shandong under the commercial/property linkage was launched. New plazas and expansion of commercial light assets also made certain progresses. At the same time, the Company fully exploited advantages of resources from other excellent commercial projects to create Redsun's representative and benchmark properties. Meanwhile, we constantly paid attention to customer experience and tenant satisfaction and promoted the brand of “Hong Yang Plaza”, which enhanced our influence in the industry.

In order to adapt to the industry development trend, the Company further carried out regional integration in 2021. By concentrating on core cities, we constantly promoted the upgrade of our organizational efficiency where we further specified the organizational positioning at each level and focused on the direction of strategic operation. We continuously improved the recruitment and evaluation criteria of talents and made efforts to energize our team. We used incentive means to strengthen operation results, put into practice the concept of realizing value for customers and maximizing the shareholders' value, so as to create a cohesive atmosphere with the same desires from top to bottom.

本集團為地產商業雙輪驅動，協同發展的綜合性房企，致力於成為受人尊敬的美好生活創造者。2021年，本集團持續踐行「做透大江蘇、深耕都市圈、做強中心城」的投資戰略，並通過地產商業協同發展，實現了優質佈局與多元拓儲。在區域佈局方面，圍繞國內成熟都市圈的龍頭城市進行深耕，在投資結構方面，重點佈局一線二線優質城市。通過豐富多元的渠道，充足合理的土儲，優質健康的結構和積極有效的策略，為集團未來實現持續穩健有質量的發展，提供了堅實的基礎。

報告期內，南京弘陽廣場的商業標桿地位得到不斷鞏固，商地聯動山東濰坊項目成功落地，新開商場和商業輕資產拓展方面也取得了一定的進展，同時公司充分挖掘其他優秀商業項目的資源優勢，打造弘陽的代表作和標桿。與此同時，我們持續關注客戶體驗和商戶滿意度，「弘陽廣場」品牌持續推廣，行業影響力得到了持續的提升。

為了適應行業發展趨勢，公司在2021年度進一步進行了區域整合，聚焦核心城市，持續推動了組織效能提升，進一步明確了各級組織定位，圍繞戰略經營方向，持續提升人才招聘和評價標準，激發團隊活力。在激勵維度和強化經營結果方面，實施為客戶實現價值的理念，以股東價值最大化為導向，打造上下同欲的組織氛圍。

In 2021, the Company continued to fulfill its corporate social responsibilities from targeted poverty alleviation to support for rural revitalization. The Company announced the Charity 3.0 Strategic Plan and took up the charity mission of "Bringing children out from the mountains and changing their fates with education". We focused on the "Dream Transforming +" Caring Plan and organized the Yan'an charitable walk, with a view to facilitating the improvement of learning and growth environment of the underprivileged teenagers.

In the face of sporadic outbreak of novel coronavirus in multiple places, the Company proactively responded to government calls by strictly implementing the anti-pandemic requirements and actively assuming social responsibilities to protect the safety of property owners and tenants in the community and show support for the frontline epidemic prevention personnel. At the same time, we set up "Hongyang Charity Day" to promote the development of public welfare towards professionalization, branding and institutionalization, leveraging Jiangsu Hongyang Charity Foundation (江蘇弘陽濟困基金會) and under the guidance of party building.

After reshuffling, the industry will develop in a more healthy and reasonable manner. In the future, the Company will compete for product and service quality, operation capabilities, strategic selection and risk control capabilities. The industry has changed from upholding the principle of "land is king" to that of "cash is king"; from the pursuit of scale to the pursuit of stability; and from nationwide expansion to regional cultivation. What we need in the future are quality development as well as sustainable growth that will bring profits and cash flows. "Quality and Efficacy Enhancement" is always on the move.

Looking ahead, we will continue to uphold the core values of "professionalism and building credibility for the long term", the corporate spirit of "Health, Hard work and Benevolence", and the "talent-, fighter- and contributor-oriented" talent concept, so that the team culture of "practicality, vitality and affinity" can be strengthened constantly.

2021年度，公司持續踐行企業社會責任，從精準扶貧到助力鄉村振興，發佈公益3.0戰略規劃，以「讓孩子走出大山，讓知識改變命運」為公益使命，聚焦「夢想改造+」關愛計劃，實施延安極客遠征公益行，助力於改善困境青少年的學習和成長環境。

面對新冠疫情的多點散發，公司積極響應政府號召，嚴格落實防疫要求，勇擔社會責任，保障社區業主和商戶安全，支持一線防疫工作者。同時設立「弘陽公益日」，依託江蘇弘陽濟困基金會，以党建引领公益發展，將公益事業向專業化、品牌化和機制化推進。

大浪淘沙之後，行業會更加健康和理性發展。未來公司比拼的是產品及服務品質、經營能力、戰略選擇和風險控制能力。行業從土地為王到現金為王，從追求規模到追求穩健，從全國擴張到區域深耕，未來是要有質量的發展、有利潤有現金流的可持續增長，提質增效永遠在路上。

展望未來，我們持續秉承「在商言人，誠者致遠」的核心價值觀、「健康、拼搏、大愛」的公司精神和「以人才為本，以拼搏者和貢獻者為本」的人才理念，「務實簡單、活力陽光、人文關懷」的團隊文化會不斷得到強化。

The Company will enshrine upon the “Yan’an Spirit” in the new era which emphasizes hard work. We are perseverant and persistent in generating income and saving expenditure externally while reducing costs and increasing efficiency internally. Under the annual theme of “Customer Value Year”, we will improve the Company’s product and service quality with steady development, in order to be a good enterprise that constantly creates value for customers.

Finally, on behalf of the Board again, I would like to extend my wholehearted gratitude to all shareholders, bondholders, customers and partners for their support and to all employees for their contribution and hard work in year 2021.

**Redsun Properties Group Limited**

**Zeng Huansha**

Chairman

Hong Kong

30 March 2022

公司會發揚艱苦奮鬥的新時代「延安精神」，不屈不撓，再接再厲，對外開源節流，對內降本增效，以「客戶價值年」為年度主題，提升公司的產品和服務品質，穩健發展，做持續為客戶創造價值的好企業。

最後，本人再次代表董事會向所有股東、債券持有人、客戶、各方合作伙伴在2021年度的支持，向全體員工的貢獻及辛勤努力，致以最真誠的謝意！

**弘陽地產集團有限公司**

**曾煥沙**

主席

香港

二零二二年三月三十日



Name of Project	Project Status	Completed Total Gross Floor Area for Sale (sq.m.) 已竣工供出售 總建築面積 (平方米)	Rentable Area Held for Investment (sq.m.) 持作投資的 可租用面積 (平方米)	Total Gross Floor Area Under Development (sq.m.) 開發中 總建築面積 (平方米)	The Group's Interests 本集團權益
項目名稱	項目狀態	(平方米)	(平方米)	(平方米)	

## NANJING

## 南京

Nanjing Hong Yang Plaza 南京弘陽廣場	completed 竣工	0	504,424	0	100%
Nanjing Jiangbei New District Chengnanhe Road Project 南京江北新區城南河路項目	under construction 在建	0	0	179,419	25%
Nanjing Zhuangyuanfang Xiyue Garden (formerly: Lishui Zhuangyuanfang Project) 南京狀元坊熹樾花園 (原名稱：溧水狀元坊項目)	under construction 在建	0	0	162,507	31%
Nanjing Kangjian Road Glance River Joy Residence 南京康健路望江悅府	under construction 在建	0	0	145,258	47%
Nanjing Jiangning Tangshan Tianrun Road Project 南京江寧湯山天潤路項目	under construction 在建	0	0	141,810	33%
Lishui Sunrise Joy Shangchen 溧水昕悅尚宸	under construction 在建	0	0	98,681	48%
Qilin Garden in the East 麒麟領東苑	under construction 在建	54,932	0	14,110	33%

Name of Project	Project Status	Completed Total Gross Floor Area for Sale (sq.m.) 已竣工供出售 總建築面積 (平方米)	Rentable Area Held for Investment (sq.m.) 持作投資的 可租用面積 (平方米)	Total Gross Floor Area Under Development (sq.m.) 開發中 總建築面積 (平方米)	The Group's Interests 本集團權益
項目名稱	項目狀態	(平方米)	(平方米)	(平方米)	
<b>SUZHOU</b>					
<b>蘇州</b>					
Xiangcheng Shangchen View Mansion (formerly: Fuyuan Road Project)	under construction	0	0	424,786	76%
相城天境上辰 (原名稱：富元路項目)	在建				
<b>ZHANGJIAGANG</b>					
<b>張家港</b>					
Zhangjiagang Chengdong Tangyue Royalty (formerly: Zhangjiagang Jiangcheng Road)	under construction	0	0	102,095	43%
張家港城東棠樾世家 (原名稱：張家港蔣乘路)	在建				
<b>HANGZHOU</b>					
<b>杭州</b>					
Fuchun Bay Jichen Residence	under construction	0	0	111,939	33%
富春灣濟宸府	在建				
Hangzhou Binyao Mansion (formerly: Binjiang Pule Project)	under construction	0	0	101,545	26%
杭州濱耀學府 (原名稱：濱江浦樂項目)	在建				

Name of Project	Project Status	Completed Total Gross Floor Area for Sale (sq.m.) 已竣工供出售總建築面積 (平方米)	Rentable Area Held for Investment (sq.m.) 持作投資的可租用面積 (平方米)	Total Gross Floor Area Under Development (sq.m.) 開發中總建築面積 (平方米)	The Group's Interests 本集團權益
項目名稱	項目狀態	(平方米)	(平方米)	(平方米)	
<b>FOSHAN</b>					
<b>佛山</b>					
Nanyou Park No. 1 南油公園一號	under construction 在建	0	0	176,419	31%
Foshan Lakeside Mansion (formerly: Lv Dao Hu) 佛山綠島湖公館(原名稱: 綠島湖)	under construction 在建	0	0	165,077	31%
Foshan Jihua North Joy River No. 1 佛山季華北悅江一號	under construction 在建	0	0	89,035	47%
<b>GUANGZHOU</b>					
<b>廣州</b>					
Guangzhou Zengcheng Times 廣州增城時光薈	under construction 在建	0	0	186,536	34%
Guangzhou Jiaoxin Project 廣州濬心項目	under construction 在建	0	0	148,882	34%
<b>CHENGDU</b>					
<b>成都</b>					
Central Road Fanjin 108 (formerly: Central Road Project) 中環路梵錦108 (原名稱: 中環路項目)	under construction 在建	32,263	41,650	64,014	47%
Chengdu Xinglonghu Lakeside Yun Jing Garden (formerly: Tianfu Xinqu 42 mou) 成都興隆湖湖畔雲璟花園 (原名稱: 天府新區42畝)	under construction 在建	0	0	79,751	32%

Name of Project	Project Status	Completed Total Gross Floor Area for Sale (sq.m.) 已竣工供出售總建築面積 (平方米)	Rentable Area Held for Investment (sq.m.) 持作投資的可租用面積 (平方米)	Total Gross Floor Area Under Development (sq.m.) 開發中總建築面積 (平方米)	The Group's Interests 本集團權益
<b>HEFEI</b>					
<b>合肥</b>					
Lujiang Lakeside Shade Mountain 廬江湖畔樾山	under construction 在建	0	0	343,680	48%
Longzi Lake Times 龍子湖湖語時光	under construction 在建	0	0	138,007	28%
<b>PENGZHOU</b>					
<b>彭州</b>					
Chinoiserie Mansion (formerly: Pengzhou 50+55 mou Project) 彭州玖峯 (原名稱：彭州50+55畝項目)	under construction 在建	0	0	155,287	66%
<b>QINGDAO</b>					
<b>青島</b>					
Jimo Yunhai Road Beauty Collection In Times 即墨雲海路集美時光	under construction 在建	0	0	190,754	35%
Jinshatan Beyond the Sea 金沙灘天賦雲海	under construction 在建	0	0	106,592	28%
<b>WUHAN</b>					
<b>武漢</b>					
Wuhan Xiao Jun Shan Aesthetics of Life (formerly: Xiao Jun Shan) 武漢小軍山天璽尚院 (原名稱：小軍山)	under construction 在建	0	0	370,338	45%

Name of Project	Project Status	Completed Total Gross Floor Area for Sale (sq.m.) 已竣工供出售總建築面積 (平方米)	Rentable Area Held for Investment (sq.m.) 持作投資的可租用面積 (平方米)	Total Gross Floor Area Under Development (sq.m.) 開發中總建築面積 (平方米)	The Group's Interests
項目名稱	項目狀態				本集團權益
Yin Yue Residence 印月府	under construction 在建	63,363	0	108,772	95%
<b>XI'AN</b> 西安					
Xi'an Jinghe New Town The Polaris Mansion 西安涇河新城北宸天樾	under construction 在建	0	0	271,699	32%
<b>ZHENGZHOU</b> 鄭州					
Zhongmou Hong Yang Residence 中牟弘陽府	under construction 在建	0	0	318,326	90%
<b>CHONGQING</b> 重慶					
Chongqing Jieshi Xiao Feng Jiang Nan 141 mou Project 重慶界石曉風江南141畝項目	under construction 在建	0	0	206,447	30%
Beibei Utopia (formerly: Beibei Project) 北碚樾景台(原名稱:北碚項目)	under construction 在建	0	0	188,186	47%
Bishan Sunrise Joy Residence (formerly: Bishan 295) 璧山昕悅府(原名稱:璧山295)	under construction 在建	48,174	0	133,594	45%
Chongqing Babin Road Glistening River (formerly: Babin Road Project) 重慶巴濱路一曲晴江(原名稱:巴濱路項目)	under construction 在建	0	0	148,658	48%

Name of Project	Project Status	Completed Total Gross Floor Area for Sale (sq.m.) 已竣工供出售總建築面積 (平方米)	Rentable Area Held for Investment (sq.m.) 持作投資的可租用面積 (平方米)	Total Gross Floor Area Under Development (sq.m.) 開發中總建築面積 (平方米)	The Group's Interests 本集團權益
<b>CHANGZHOU</b>					
<b>常州</b>					
Phoenix East Phoenix One (formerly: Phoenix East Project)	under construction	0	30,863	228,373	49%
鳳凰東錦鳳合鳴 (原名稱：鳳凰東項目)	在建				
Changzhou Hong Yang 1936 (formerly: Sang Ma Land Lot CD)	under construction	22,208	120,580	68,735	70%
常州弘陽1936 (原名稱：桑麻CD地塊)	在建				
Changzhou Yaoguan Yuhushangguan Garden	under construction	0	0	111,451	60%
常州遙觀昱湖上觀花苑	在建				
Changzhou Hong Yang Plaza	under construction	0	85,030	4,835	100%
常州弘陽廣場	在建				
Sanmao Longyun Tiancheng (formerly: Sanmao Land Lot)	under construction	72,702	0	16,086	31%
三毛龍運天城(原名稱：三毛地塊)	在建				
Xi Xia Shu Yun Xi	under construction	0	0	78,631	35%
西夏墅雲禧	在建				
<b>JIANGYIN</b>					
<b>江陰</b>					
Xinqiao Leiden Town (formerly: Jing Garden of Superior Class)	under construction	97,914	0	13,723	20%
新橋萊頓小鎮(原名稱：上品璟苑)	在建				

Name of Project	Project Status	Completed Total Gross Floor Area for Sale (sq.m.) 已竣工供出售總建築面積 (平方米)	Rentable Area Held for Investment (sq.m.) 持作投資的可租用面積 (平方米)	Total Gross Floor Area Under Development (sq.m.) 開發中總建築面積 (平方米)	The Group's Interests 本集團權益
項目名稱	項目狀態	(平方米)	(平方米)	(平方米)	
<b>NANTONG</b>					
<b>南通</b>					
Nantong Gaotie Xincheng Honored Palace (formerly: Pingchao Gaotie Xincheng)	under construction	0	0	184,218	56%
南通高鐵新城時光峯匯 (原名稱：平潮高鐵新城)	在建				
Nantong Antai Road Project	under construction	0	0	116,056	28%
南通安泰路項目	在建				
<b>JINAN</b>					
<b>濟南</b>					
Jiqi Road Leisure's Mansion (formerly: Jiqi Road Project)	under construction	0	0	91,722	43%
濟齊路君逸府 (原名稱：濟齊路項目)	在建				
<b>NANCHANG</b>					
<b>南昌</b>					
Yao Lake Times Sky Shade	under construction	0	0	223,314	61%
瑤湖時光天樾	在建				
Nanchang Qingshan Lake Avenue Times Garden	under construction	0	0	65,514	47%
南昌青山湖大道時光玖悅	在建				

Name of Project	Project Status	Completed Total Gross Floor Area for Sale (sq.m.) 已竣工供出售 總建築面積 (平方米)	Rentable Area Held for Investment (sq.m.) 持作投資的 可租用面積 (平方米)	Total Gross Floor Area Under Development (sq.m.) 開發中 總建築面積 (平方米)	The Group's Interests 本集團權益
<b>HUAI'AN</b>					
<b>淮安</b>					
Huai'an Eco-City Grand One 淮安生態新城泓著大觀	under construction 在建	0	0	181,820	51%
Heyi Road Yunhe Fenghua 合意路運河風華	under construction 在建	0	0	167,564	46%
Huai'an Fengdeng Road Jinyuefu (formerly: Huai'an Fengdeng Road) 淮安豐登路金樾府 (原名稱：淮安豐登路)	under construction 在建	0	0	129,626	32%
<b>ANQING</b>					
<b>安慶</b>					
Anqing Hong Yang Upper City 安慶弘陽上城	under construction 在建	0	80,000	244,279	95%
<b>HUZHOU</b>					
<b>湖州</b>					
Huzhou Southwest Development Zone Qinlan Residence (formerly: Huzhou South Taihu New District Project) 湖州西南開發區沁瀾府 (原名稱：湖州南太湖新區項目)	under construction 在建	0	0	78,204	36%




Name of Project	Project Status	Completed Total Gross Floor Area for Sale (sq.m.) 已竣工供出售 總建築面積 (平方米)	Rentable Area Held for Investment (sq.m.) 持作投資的 可租用面積 (平方米)	Total Gross Floor Area Under Development (sq.m.) 開發中 總建築面積 (平方米)	The Group's Interests 本集團權益
<b>HENGYANG</b>					
衡陽					
Yangliu Road Sunrise Joy Residence 楊柳路昕悅府	under construction 在建	0	0	120,919	95%
<b>MEISHAN</b>					
眉山					
Renshou In Times 仁壽時光里	under construction 在建	22,589	0	95,368	94%

# MANAGEMENT DISCUSSION AND ANALYSIS

管理層之討論及分析





弘陽地產 — 打造四大產品線

Redsun Properties Group Limited - Four major project series

**昕悅系**



## REVIEW FOR 2021

According to the National Bureau of Statistics, in 2021, the GDP of China increased by 8.1% year-on-year with an average growth rate of 5.1% over the past two years, achieving one of the best economic performance among major economies around the globe, and marking a good start for the “14th Five-year Plan” period of China against the backdrop of the COVID-19 pandemic and an era of rapid changes. Under the policy keynote of “growth stability”, in the second half of 2021, the trend of economic development continued, albeit shrinking demand, excessive supply and weakened expectations pressing against the economic development of China, coupled with the complexity, severity and uncertainty of the external economic environment. Robust monetary policy remained moderately flexible with stepped-up cross-cyclical adjustments.

## 2021年回顧

根據國家統計局公佈數據，2021年我國國內生產總值增幅8.1%，兩年平均增長5.1%，在全球主要經濟體中名列前茅，在世紀新冠疫情衝擊和百年變局加速的時代背景下，實現了「十四五」良好開局。在「穩增長」政策基調下，2021年下半年經濟延續了發展趨勢，但我國經濟發展面臨需求緊縮、供給衝擊和預期轉弱三重壓力，外部環境更趨複雜嚴峻和不確定。穩健的貨幣政策保持一定的靈活適度，跨週期調節力度加大。



In the real estate sector of China, in 2021, the aggregate sales area of nationwide commodity housing totaled 1,794.33 million square meters, representing an increase of 1.9% from year 2020 and an increase of 4.6% from year 2019, or an average growth rate of 2.3% over the two years. Sales amount of commodity housing totaled RMB18,193 billion, representing an increase of 4.8% from year 2020 and an increase of 13.9% from year 2019, or an average growth rate of 6.7% over two years. In 2021, real estate policies were generally tightened at the beginning and loosened subsequently. Lending to property developers, home mortgages and grant of land were all tightened in the first three quarters of the year to curb the excessive expansion of real estate, and thus lowering credit risk exposure in relation to property developers. After September, the regulatory authorities' frequent releases of signals of maintaining stability brought the real estate sector to a period of moderation in regulatory restrictions, whilst alleviation of risks associated with highly leveraged property developers is still in progress in the short run.

房地產方面，2021年全國商品房銷售面積179,433萬平方米，比2020年增長1.9%，比2019年增長4.6%，兩年平均增長2.3%。商品房銷售額為人民幣18,193億元，比2020年增長4.8%，比2019年增長13.9%，兩年平均增長6.7%。2021年房地產政策總體表現為前緊後松，前三季度從房企融資、住房貸款和土地出讓等多方發力限制房地產過度擴張，房企信用風險出現集中釋放。9月後監管層密集釋放維穩信號，房地產行業迎來監管政策緩和期，但短期內高槓桿房企風險出清仍在繼續。



Under the new situation, albeit immense pressure, the Company upheld its core values of “professionalism and building credibility for the long term”, and adhered to the dual-driven synergic development in property development and commercial real estate. With concerted efforts and devotions of the team, the Group adapted to industry changes, emphasized steady operation and sustainable development, and secured an orderly and stable operation on the whole.

Contracted sales maintained steady growth and the sales structure continued to be optimized. During the Reporting Period, the Company achieved contracted sales of RMB87.22 billion, representing a slight increase over that of the previous year. The average contracted sales unit price was approximately RMB16,887 per sq.m, representing a year-on-year increase of 15.5%. The sales of the first-tier and new first-tier cities accounted for more than 40% of the overall sales. The Yangtze River Delta and Jiangsu maintained a leading position. The average price in the Great Bay Area and Chengdu Chongqing metropolitan area increased significantly, and the efficiency and quality of our return on investment emerged from the industry.

Our revenue grew steadily and profits remained sustainable. During the Reporting Period, the sales revenue recognized by the Company was RMB26.67 billion, representing a year-on-year increase of 32.3% compared with that of 2020, which realized a steady growth; the gross profit was RMB5.08 billion, with a year-on-year increase of 12.7%. The net profit was RMB1.87 billion, and the core net profit was RMB1.47 billion, which remained at the industry average level.

Maintaining the dual-driven synergic development in property development and commercial real estate, our business competitiveness continued to increase. In 2021, real estate and commerce were synergistically empowered, and our commercial competitiveness and industrial competitiveness continued to improve. The commercial benchmark position of Nanjing Hong Yang Plaza has been continuously consolidated, the diversified land acquisition mode of commercial and residential linkage has been further consolidated, and some new high-quality commercial and residential plots in the center of Weifang, Shandong Province have been obtained. In terms of expansion, light and heavy assets have advanced in line in a stable fashion.

面對新的形勢，雖然壓力巨大，公司秉持「在商言人，誠者致遠」的核心價值觀，堅持地產和商業雙輪驅動，協同發展，通過全體員工上下一心、共同努力，適應行業變化，重視穩健經營和可持續發展，公司經營整體平穩有序。

合約銷售保持穩定增長，銷售結構持續優化。報告期內，公司共實現合約銷售人民幣872.2億元，較上年略增；平均合約銷售單價約人民幣16,887元/平方米，同比增長15.5%；一線及新一線城市佔比超4成，長三角及江蘇保持領先優勢，大灣區、成渝都市圈均價增幅明顯，回款效率和質量維持行業高質水平。

收入穩定增長，盈利保持可持續發展。報告期內，公司確認銷售收入為人民幣26.7億元，較2020年同比增長32.3%，實現穩定增長；毛利潤為人民幣50.8億元，同比增長12.7%；淨利潤為人民幣18.7億元，核心淨利潤為人民幣14.7億元，保持行業平均水平。

地產商業雙輪驅動，協同發展，商業競爭力持續提升。2021年度，地產與商業協同賦能，商業競爭力和行業競爭力不斷提升。南京弘陽廣場的商業標桿地位得到不斷鞏固，商住聯動多元化取地模式進一步夯實，新獲取山東濰坊市中心優質商住地塊，在拓展方面，輕重資產並駕齊驅，穩健發展。



We invested in a more effective and efficient way to achieve high-quality development. We will continue to implement the investment strategy of “penetrating the Greater Jiangsu Region, strengthening foothold in major metropolitan areas and expanding into core cities” and focus on expanding into the first- and second-tier cities. As of the end of 2021, the Company had a total land reserve of 18.78 million sq.m. With a stable land reserve, the sustainable development of the Company can be supported. The core is to penetrate the Greater Jiangsu Region. For three consecutive years, our land reserve in Jiangsu has been maintained at more than 50% of our overall land reserve, and our land reserve in the Yangtze River Delta has been maintained at more than 67% of our overall land reserve.

投資持續聚焦深耕，實現優質佈局。持續踐行「做透大江蘇、深耕都市圈、做強中心城」的投資戰略，重點佈局一、二線城市。截至2021年底，公司總土地儲備為1,878萬平方米，擁有穩定的土地儲備，可以支持公司持續發展。核心是做透大江蘇，連續三年江蘇土地儲備維持在50%以上，長三角土地儲備維持在67%以上。

We integrated our operation for the upgrade of power strengths. Creating a cross cycle resource and capital operation and scheduling ability, we strengthened our foothold in the cities to achieve a leading initial sell-through rate of projects, thereby facilitating the formation of advantage in sales scale in regional sectors; we improved our service quality by creating the competitive “six-integration” system. The New Hongqiao Purchase Alliance led by the Company constantly realized cost optimization through scale effect; the level of delivery was improved through strict product control, and thus our customer satisfaction and industry ranking reached a record high, and the total annual delivery and delivery rate also maintained a high-level of steady growth. We upgraded the product system of “Redsun Community 2.0”, created the “I-hawk system” IP and built green and healthy houses.

We adhere to a sound financial structure and healthy financial management. During the Reporting Period, the Group continued to achieve the green tier in the “Three Red Lines” assessment, which consistently met the regulatory requirements. With steady increase in the scale of assets, our debt structure was continuously optimized and the credit rating of the Company remained stable.

## BUSINESS REVIEW

### 1. Sales of Properties

As of 31 December 2021, the Group achieved contracted sales of approximately RMB87.22 billion, representing a slight increase as compared to last year. The contracted sales in gross floor area of the Group was approximately 5.165 million sq.m., representing a decrease of 12.7% as compared to 5.916 million sq.m. in the corresponding period last year.

運營一體化，產品力升級。打造跨週期的資源和資金經營調度能力，聚焦深耕城市項目首開去化率領先，促進區域板塊形成銷售規模優勢；打造有競爭力的「六個一體化」體系，提升服務質量；公司主導的新虹橋採購聯盟通過規模效應，持續實現成本優化；嚴格產品控制，提升交付水平，客戶滿意度行業排名再創新高，全年交付總量和交付率也保持了高水準穩步增長；開拓極「社區2.0」產品體系升級，打造「弘鵠系統」IP，構建綠色及健康住宅。

堅持穩健的財務結構和健康的財務管理。報告期內，本集團實現「三道紅線」持續保持綠檔，持續滿足監管要求，資產規模平穩增長，債務結構持續優化，公司信用維持穩定。

## 業務回顧

### 1、房地產銷售

截至2021年12月31日，本集團實現合約銷售金額約人民幣872.2億元，較上年略有增長。本集團合約銷售建築面積約為516.5萬平方米，較去年同期591.6萬平方米下降12.7%。



Details of the contracted sales of the Group as at 31 December 2021 are set out as below:

本集團於2021年12月31日的合約銷售明細：

Region	區域	Contracted Sales		Average
		Area in Total Gross Floor Area 合約銷售 總建築面積 (sq.m.) (平方米)	Contracted Sales Amount 合約銷售 金額 (RMB'000) (人民幣千元)	Contracted Selling Price 平均合約 銷售價格 (RMB/sq.m.) (人民幣/平方米)
Nanjing	南京	522,041	12,068,693	23,118
Wuxi	無錫	431,433	7,738,967	17,938
Yancheng	鹽城	310,239	4,390,482	14,152
Chongqing	重慶	294,942	3,523,183	11,945
Suzhou	蘇州	277,217	5,995,613	21,628
Chengdu	成都	257,516	4,767,073	18,512
Xuzhou	徐州	232,970	2,628,644	11,283
Foshan	佛山	224,535	4,280,747	19,065
Changzhou	常州	224,479	3,174,438	14,141
Hefei	合肥	201,421	2,674,378	13,278
Nantong	南通	195,774	3,199,213	16,341
Suqian	宿遷	179,391	1,690,426	9,423
Ningbo	寧波	170,651	5,671,599	33,235
Wuhan	武漢	130,118	2,157,037	16,578
Anqing	安慶	111,887	920,537	8,227
Jiaxing	嘉興	106,881	1,623,094	15,186
Nanchang	南昌	92,618	1,109,382	11,978
Hangzhou	杭州	89,287	3,558,793	39,858
Guangzhou	廣州	86,845	1,972,954	22,718
Changsha	長沙	84,795	1,065,260	12,563
Xiangyang	襄陽	70,930	612,175	8,631
Yangzhou	揚州	63,626	567,102	8,913
Jinan	濟南	61,976	739,197	11,927
Huai'an	淮安	61,327	931,474	15,189
Zhenjiang	鎮江	59,332	640,945	10,803
Huzhou	湖州	56,937	1,100,948	19,336
Chuzhou	滁州	54,180	579,339	10,693
Wenzhou	溫州	50,172	1,240,815	24,731
Xianyang	咸陽	49,882	438,460	8,790
Xi'an	西安	47,761	496,863	10,403
Zhengzhou	鄭州	42,542	362,366	8,518
Wuhu	蕪湖	42,509	480,670	11,307

Region	區域	Contracted Sales		Average Contracted Selling Price (RMB/sq.m.) (人民幣/平方米)
		Area in Total Gross Floor Area 合約銷售 總建築面積 (sq.m.) (平方米)	Contracted Sales Amount 合約銷售 金額 (RMB'000) (人民幣千元)	
Qingdao	青島	28,588	462,440	16,176
Jiangmen	江門	15,978	172,537	10,798
Kaifeng	開封	13,225	135,136	10,218
Fuyang	阜陽	7,313	73,590	10,063
Shaoxing	紹興	7,207	139,783	19,395
Bozhou	亳州	3,970	41,268	10,396
Taizhou	台州	807	19,448	24,108
Others	其他	201,632	3,774,671	18,720
Total	合計	5,164,934	87,219,740	16,887

## 2. Land Bank

As at 31 December 2021, the Group had a land bank with an aggregate gross floor area of approximately 18,782,301 sq.m., including completed properties totaled 1,906,232 sq.m., rentable area held for investment totaled 1,003,361 sq.m., and properties under development totaled 15,872,708 sq.m.

Details of the land bank of the Group as at 31 December 2021 are set out as below:

## 2、土地儲備

截至2021年12月31日，本集團土地儲備總建築面積約為18,782,301平方米，其中已竣工物業1,906,232平方米，持做投資的可租用面積1,003,361平方米，開發中物業15,872,708平方米。

本集團截至2021年12月31日的土地儲備明細載列如下：

Region	Name of Project	Area of Land (sq.m.) (平方米)	Completed Total	Rentable Area	Total Gross Floor	Total Area of Land Bank (sq.m.) (平方米)	The Group's Interests
			Gross Floor Area for Sale 已竣工供出售 總建築面積 (sq.m.) (平方米)	Held for Investment 持作投資的 可租用面積 (sq.m.) (平方米)	Area under Development 開發中 總建築面積 (sq.m.) (平方米)		
Nanjing 南京	Nanjing Hong Yang Plaza (南京弘陽廣場) 南京弘陽廣場	230,871	—	504,424	—	504,424	100%
Nanjing 南京	Nanjing Jiangbei New District Chengnanhe Road Project (南京江北新區城南河路項目) 南京江北新區城南河路項目	66,057	—	—	179,419	179,419	25%

Region	Name of Project	Area of Land	Completed Total Gross Floor Area for Sale	Rentable Area Held for Investment	Total Gross Floor Area under Development	Total Area of Land Bank	The Group's Interests
地區	項目名稱	土地面積 (sq.m.) (平方米)	已竣工供出售 總建築面積 (sq.m.) (平方米)	持作投資的 可租用面積 (sq.m.) (平方米)	開發中 總建築面積 (sq.m.) (平方米)	土地儲備 面積合計 (sq.m.) (平方米)	本集團權益
Nanjing 南京	Lishui Times Joy Residence (formerly: Shiqiu Project) (溧水時光悅府(原名稱:石湫項目)) 溧水時光悅府(原名稱:石湫項目)	131,964	163,856	—	7,805	171,661	48%
Nanjing 南京	Nanjing Zhuangyuanfang Xiyue Garden (formerly: Lishui Zhuangyuanfang Project) (南京狀元坊熹樾花園(原名稱:溧水狀元坊項目)) 南京狀元坊熹樾花園(原名稱:溧水狀元坊項目)	67,192	—	—	162,507	162,507	31%
Nanjing 南京	Nanjing Kangjian Road Glance River Joy Residence (南京康健路望江悅府) 南京康健路望江悅府	65,227	—	—	145,258	145,258	47%
Nanjing 南京	Nanjing Jiangning Tangshan Tianrun Road Project (南京江寧湯山天潤路項目) 南京江寧湯山天潤路項目	68,029	—	—	141,810	141,810	33%
Nanjing 南京	Lukou Lakeside Mansion (formerly: Lukou Project) (祿口雲溪璟園(原名稱:祿口項目)) 祿口雲溪璟園(原名稱:祿口項目)	73,686	—	—	111,849	111,849	47%
Nanjing 南京	Lishui Sunrise Joy Shangchen (溧水昕悅尚宸) 溧水昕悅尚宸	41,931	—	—	98,681	98,681	48%
Nanjing 南京	Qilin Garden in the East (麒麟領東苑) 麒麟領東苑	67,810	54,932	—	14,110	69,042	33%
Nanjing 南京	Nanjing Qinhuai Laochengdong Project (南京秦淮老城東項目) 南京秦淮老城東項目	31,813	—	—	66,126	66,126	33%
Nanjing 南京	Nanjing Jiangbei New District Xinhua Road Project (南京江北新區新華路項目) 南京江北新區新華路項目	18,130	—	—	50,807	50,807	51%
Nanjing 南京	Nanjing Yaohuamen Qiyao Meizhu (南京堯化門樓堯美著) 南京堯化門樓堯美著	14,670	—	—	42,727	42,727	82%
Nanjing 南京	Xiaolongwan Garden of Joy and Happiness (formerly: Land Lot No. 2017G57)(小龍灣悅禧苑(原名稱:2017G57地塊)) 小龍灣悅禧苑(原名稱:2017G57地塊)	58,024	21,041	—	12,831	33,872	100%
Nanjing 南京	Nanjing Land Lot No. 2017G27 (南京·2017G27地塊) 南京·2017G27地塊	68,644	16,759	—	4,626	21,385	20%
Nanjing 南京	Qiaolin Shiguang Boyueyuan (橋林時光泊月園) 橋林時光泊月園	28,188	10,993	—	4,204	15,197	48%

Region	Name of Project	Area of Land	Completed Total Gross Floor Area for Sale	Rentable Area Held for Investment	Total Gross Floor Area under Development	Total Area of Land Bank	The Group's Interests
地區	項目名稱	土地面積 (sq.m.) (平方米)	已竣工供出售 總建築面積 (sq.m.) (平方米)	持作投資的 可租用面積 (sq.m.) (平方米)	開發中 總建築面積 (sq.m.) (平方米)	土地儲備 面積合計 (sq.m.) (平方米)	本集團權益
Nanjing 南京	Nanjing No. 2018G01 (南京2018G01) 南京2018G01	7,025	429	—	14,341	14,770	48%
Nanjing 南京	Wave of Swallow New Garden (燕瀾新苑) 燕瀾新苑	61,145	9,016	—	2,808	11,824	47%
Nanjing 南京	Solaris Loving City Section 6 Store (旭日愛上城六區商舖) 旭日愛上城六區商舖	989	—	7,301	—	7,301	100%
Nanjing 南京	Puzhu North Road Project (浦珠北路項目) 浦珠北路項目	7,232	6,232	—	—	6,232	69%
Nanjing 南京	Solaris Loving City Section 8 (旭日愛上城八區) 旭日愛上城八區	40,552	5,986	—	—	5,986	100%
Nanjing 南京	Residence of Bamboo and Water (竹水居) 竹水居	52,763	5,426	—	—	5,426	50%
Nanjing 南京	3rd-4th Floor of Redsun Tower (弘陽大廈3-4層) 弘陽大廈3-4層	277	—	4,964	—	4,964	100%
Nanjing 南京	Solaris Jingcheng Store (旭日景城商舖) 旭日景城商舖	1,371	—	4,450	—	4,450	100%
Nanjing 南京	Sea Joy Garden (海悅花園) 海悅花園	57,503	3,761	—	—	3,761	49%
Nanjing 南京	Mountain and Lake View Garden in Times (時光山湖花園) 時光山湖花園	14,338	3,290	—	282	3,572	25%
Nanjing 南京	Garden of Joy and Elegance (昕悅雅苑) 昕悅雅苑	32,246	3,137	—	—	3,137	49%
Nanjing 南京	Loving Garden (愛上花園) 愛上花園	77,367	3,115	—	—	3,115	99%
Suzhou 蘇州	Xiangcheng Shangchen View Mansion (formerly: Fuyuan Road Project)(相城天境上辰(原名稱:富元路項目)) 相城天境上辰(原名稱:富元路項目)	154,101	—	—	424,786	424,786	76%
Suzhou 蘇州	Suzhou Lumu Heaven Billow (蘇州陸慕天境瀾庭) 蘇州陸慕天境瀾庭	37,963	—	—	81,149	81,149	60%
Suzhou 蘇州	Upper Sunny Masterpiece Garden (上熙名苑) 上熙名苑	44,701	29,426	—	16,647	46,073	50%

Region	Name of Project	Area of Land	Completed Total Gross Floor Area for Sale	Rentable Area Held for Investment	Total Gross Floor Area under Development	Total Area of Land Bank	The Group's Interests
地區	項目名稱	土地面積 (sq.m.) (平方米)	已竣工供出售 總建築面積 (sq.m.) (平方米)	持作投資的 可租用面積 (sq.m.) (平方米)	開發中 總建築面積 (sq.m.) (平方米)	土地儲備 面積合計 (sq.m.) (平方米)	本集團權益
Suzhou 蘇州	Luyuan Architecture (甬源名築) 甬源名築	60,961	321	—	8,957	9,278	99%
Suzhou 蘇州	Shangshui Garden of Elegance (上水雅苑) 上水雅苑	69,325	3,092	—	—	3,092	99%
Changshu 常熟	Changshu Guli Tieqin Road Project (常熟古里鐵琴路項目) 常熟古里鐵琴路項目	40,805	—	—	87,356	87,356	34%
Changshu 常熟	Hefeng Architecture in Xinhua Road (新華路和風名築) 新華路和風名築	45,742	58,682	—	—	58,682	40%
Changshu 常熟	Shang Jun Hua Court (尚雋華庭) 尚雋華庭	39,410	12,798	—	—	12,798	47%
Changshu 常熟	Changshu No. 005 (常熟005) 常熟005	17,361	4,023	—	—	4,023	31%
Taicang 太倉	Taicang Wutang River Luminaries (formerly: Wutang River Project) (太倉吳塘河明月辰光(原名稱:吳塘河項目)) 太倉吳塘河明月辰光(原名稱:吳塘河項目)	33,325	—	—	55,183	55,183	32%
Zhangjiagang 張家港	Zhangjiagang Chengdong Tangyue Royalty (formerly: Zhangjiagang Jiangcheng Road) (張家港城東棠樾世家 (原名稱:張家港蔣乘路)) 張家港城東棠樾世家(原名稱:張家港蔣乘路)	44,590	—	—	102,095	102,095	43%
Zhangjiagang 張家港	Tang Qiao Cloud Mansion (formerly: Tang Qiao Fumin Road Project) (塘橋雲築(原名稱:塘橋富民路項目)) 塘橋雲築(原名稱:塘橋富民路項目)	40,317	—	—	70,271	70,271	47%
Zhangjiagang 張家港	Beautiful in Ten (十里錦繡) 十里錦繡	98,783	21,647	—	—	21,647	16%
Zhangjiagang 張家港	Sunrise Joy Masterpiece Residence (昕悅名邸) 昕悅名邸	47,706	4,957	—	—	4,957	69%
Zhangjiagang 張家港	Star Great Tang Masterpiece Residence (星盛唐名邸) 星盛唐名邸	36,829	4,691	—	—	4,691	50%
Hangzhou 杭州	Fuchun Bay Jichen Residence (富春灣濟宸府) 富春灣濟宸府	39,313	—	—	111,939	111,939	33%
Hangzhou 杭州	Hangzhou Binyao Mansion (formerly: Binjiang Pule Project) (杭州 濱耀學府(原名稱:濱江浦樂項目)) 杭州濱耀學府(原名稱:濱江浦樂項目)	44,633	—	—	101,545	101,545	26%

Region	Name of Project	Area of Land	Completed Total Gross Floor Area for Sale	Rentable Area Held for Investment	Total Gross Floor Area under Development	Total Area of Land Bank	The Group's Interests
地區	項目名稱	土地面積 (sq.m.) (平方米)	已竣工供出售 總建築面積 (sq.m.) (平方米)	持作投資的 可租用面積 (sq.m.) (平方米)	開發中 總建築面積 (sq.m.) (平方米)	土地儲備 面積合計 (sq.m.) (平方米)	本集團權益
Hangzhou 杭州	Hangxing Road Project (杭行路項目) 杭行路項目	18,703	2,280	—	—	2,280	30%
Wenzhou 溫州	Yueqing Central District Junlan Hezhu (樂清中心區君蘭和著) 樂清中心區君蘭和著	41,342	—	—	80,682	80,682	34%
Wenzhou 溫州	Huichang River Prosperous Seasons (formerly: Huichang River B03 Project) (會昌河潮啟四季(原名稱: 會昌河B03項目)) 會昌河潮啟四季(原名稱: 會昌河B03項目)	25,721	—	—	65,203	65,203	48%
Wenzhou 溫州	Huichang River West Lakeside Seasons (formerly: Huichang River B07 Project) (會昌河西湖四季(原名稱: 會昌河B07項目)) 會昌河西湖四季(原名稱: 會昌河B07項目)	19,967	—	—	52,565	52,565	48%
Wenzhou 溫州	Guanghuaqiao Jiangbin ONE (廣化橋江濱ONE) 廣化橋江濱ONE	21,191	—	—	41,022	41,022	47%
Foshan 佛山	Nanyou Park No. 1 (南油公園一號) 南油公園一號	67,582	—	—	176,419	176,419	31%
Foshan 佛山	Foshan Lakeside Mansion (formerly: Lv Dao Hu) (佛山綠島湖公館(原名稱: 綠島湖)) 佛山綠島湖公館(原名稱: 綠島湖)	51,240	—	—	165,077	165,077	31%
Foshan 佛山	Foshan Jihua North Joy River No. 1 (佛山季華北悅江一號) 佛山季華北悅江一號	33,220	—	—	89,035	89,035	47%
Foshan 佛山	Foshan Zhangcha Sunrise Joy Residence Project (佛山張槎昕悅府項目) 佛山張槎昕悅府項目	17,059	—	—	46,901	46,901	48%
Foshan 佛山	Hongyang Shan Xin Garden (弘陽山馨花園) 弘陽山馨花園	63,132	11,648	—	—	11,648	95%
Foshan 佛山	Benevolence Lake Project (博愛湖項目) 博愛湖項目	44,156	3,001	8,011	—	11,012	95%
Guangzhou 廣州	Guangzhou Zengcheng Times (廣州增城時光薈) 廣州增城時光薈	53,392	—	—	186,536	186,536	34%
Guangzhou 廣州	Guangzhou Jiaoxin Project (廣州濠心項目) 廣州濠心項目	88,941	—	—	148,882	148,882	34%
Chengdu 成都	Central Road Fanjin 108 (formerly: Central Road Project) (中環路梵錦108(原名稱: 中環路項目)) 中環路梵錦108(原名稱: 中環路項目)	72,114	32,263	41,650	64,014	137,927	47%

Region	Name of Project	Area of Land	Completed Total Gross Floor Area for Sale	Rentable Area Held for Investment	Total Gross Floor Area under Development	Total Area of Land Bank	The Group's Interests
地區	項目名稱	土地面積 (sq.m.) (平方米)	已竣工供出售 總建築面積 (sq.m.) (平方米)	持作投資的 可租用面積 (sq.m.) (平方米)	開發中 總建築面積 (sq.m.) (平方米)	土地儲備 面積合計 (sq.m.) (平方米)	本集團權益
Chengdu 成都	Chengdu Xinglonghu Lakeside Yun Jing Garden (formerly: Tianfu Xinqu 42 mou) (成都興隆湖湖畔雲璟花園(原名稱：天府新區42畝)) 成都興隆湖湖畔雲璟花園(原名稱：天府新區42畝)	28,432	—	—	79,751	79,751	32%
Chengdu 成都	Qionglai Chang'an Avenue Project (邛崃長安大道項目) 邛崃長安大道項目	39,809	32,367	—	4,208	36,575	94%
Chengdu 成都	Shuangliu Heyuan Project (雙流合園項目) 雙流合園項目	19,794	—	—	35,187	35,187	48%
Chengdu 成都	Dujiangyan DJY2017-10 (都江堰DJY2017-10) 都江堰DJY2017-10	39,064	5,461	—	—	5,461	95%
Chengdu 成都	Dujiangyan DJY2017-09 (都江堰DJY2017-09) 都江堰DJY2017-09	26,393	3,156	—	—	3,156	95%
Hefei 合肥	Lujiang Lakeside Shade Mountain (廬江湖畔樾山) 廬江湖畔樾山	161,263	—	—	343,680	343,680	48%
Hefei 合肥	Longzi Lake Times (龍子湖湖語時光) 龍子湖湖語時光	68,461	—	—	138,007	138,007	28%
Hefei 合肥	Fengle Oriental Jade (formerly: Yaohai Prosper and Joy) (豐樂翡麗東方(原名稱：瑤海豐樂)) 豐樂翡麗東方(原名稱：瑤海豐樂)	59,233	29,481	—	53,762	83,243	32%
Hefei 合肥	Mountain View Yard (望麓別院) 望麓別院	139,536	28,558	—	—	28,558	25%
Hefei 合肥	In Times (時光里) 時光里	42,621	8,561	—	—	8,561	98%
Hefei 合肥	Purple Breeze (紫氣東來) 紫氣東來	28,081	6,674	—	—	6,674	50%
Hefei 合肥	Moon Bay Joy and Magnificence (月亮灣和悅風華) 月亮灣和悅風華	26,380	4,491	—	—	4,491	37%
Hefei 合肥	Sunrise Joy Garden (昕悅花園) 昕悅花園	37,254	3,634	—	—	3,634	80%
Pengzhou 彭州	Chinoiserie Mansion (formerly: Pengzhou 50+55 mou Project) (彭州玖峯(原名稱：彭州50+55畝項目)) 彭州玖峯(原名稱：彭州50+55畝項目)	70,603	—	—	155,287	155,287	66%

Region	Name of Project	Area of Land	Completed Total Gross Floor Area for Sale	Rentable Area Held for Investment	Total Gross Floor Area under Development	Total Area of Land Bank	The Group's Interests
地區	項目名稱	土地面積 (sq.m.) (平方米)	已竣工供出售 總建築面積 (sq.m.) (平方米)	持作投資的 可租用面積 (sq.m.) (平方米)	開發中 總建築面積 (sq.m.) (平方米)	土地儲備 面積合計 (sq.m.) (平方米)	本集團權益
Qingdao 青島	Jimo Yunhai Road Beauty Collection In Times (即墨雲海路集美時光) 即墨雲海路集美時光	116,220	—	—	190,754	190,754	35%
Qingdao 青島	Jinshatan Beyond the Sea (金沙灘天賦雲海) 金沙灘天賦雲海	14,077	—	—	106,592	106,592	28%
Wuhan 武漢	Wuhan Xiao Jun Shan Aesthetics of Life (formerly: Xiao Jun Shan) (武漢小軍山天璽尚院(原名稱:小軍山)) 武漢小軍山天璽尚院(原名稱:小軍山)	128,129	—	—	370,338	370,338	45%
Wuhan 武漢	Yin Yue Residence (印月府) 印月府	106,207	63,363	—	108,772	172,135	95%
Wuhan 武漢	Wuhan Jiangxia Huangjia Hunan Road Project (武漢江夏黃家湖南路項目) 武漢江夏黃家湖南路項目	25,290	—	—	60,303	60,303	95%
Xi'an 西安	Xi'an Jinghe New Town The Polaris Mansion (西安涇河新城北辰天樾) 西安涇河新城北辰天樾	95,017	—	—	271,699	271,699	32%
Xi'an 西安	Yan Liang Sunrise Joy Residence (閻良昕悅府) 閻良昕悅府	24,649	—	—	70,299	70,299	48%
Changsha 長沙	Black Stone Sunrise Joy Residence (formerly: Black Stone Project) (黑石昕悅府(原名稱:黑石項目)) 黑石昕悅府(原名稱:黑石項目)	32,684	—	—	119,978	119,978	95%
Changsha 長沙	Changsha Xinglian Road Natural Bustling (formerly: Xinglian Road) (長沙興聯路雲瀾賦(原名稱:興聯路)) 長沙興聯路雲瀾賦(原名稱:興聯路)	16,111	—	—	52,124	52,124	48%
Changsha 長沙	Changsha Wayao Road Sunrise Joy Court (formerly: Wayao Road) (長沙瓦窯路昕悅棠(原名稱:瓦窯路)) 長沙瓦窯路昕悅棠(原名稱:瓦窯路)	34,269	—	—	44,336	44,336	48%
Changsha 長沙	Deyi In Times (德一時光里) 德一時光里	12,956	17,951	—	—	17,951	67%
Changsha 長沙	Wanhou Road Project (formerly: Wanhou Road) (萬侯路項目(原名稱:萬侯路)) 萬侯路項目(原名稱:萬侯路)	21,967	1,206	—	14,978	16,184	95%
Zhengzhou 鄭州	Zhongmou Hong Yang Residence (中牟弘陽府) 中牟弘陽府	119,924	—	—	318,326	318,326	90%



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地區	項目名稱	土地面積 (sq.m.) (平方米)	已竣工供出售 總建築面積 (sq.m.) (平方米)	持作投資的 可租用面積 (sq.m.) (平方米)	開發中 總建築面積 (sq.m.) (平方米)	土地儲備 面積合計 (sq.m.) (平方米)	本集團權益
Chongqing 重慶	Chongqing Jieshi Xiao Feng Jiang Nan 141 mou Project (重慶界石曉風江南141畝項目) 重慶界石曉風江南141畝項目	94,061	—	—	206,447	206,447	30%
Chongqing 重慶	Beibei Utopia (formerly: Beibei Project) (北碚樾景臺(原名稱:北碚項目)) 北碚樾景臺(原名稱:北碚項目)	109,540	—	—	188,186	188,186	47%
Chongqing 重慶	Bishan Sunrise Joy Residence (formerly: Bishan 295) (璧山昕悅府(原名稱:璧山295)) 璧山昕悅府(原名稱:璧山295)	106,259	48,174	—	133,594	181,768	45%
Chongqing 重慶	Chongqing Babin Road Glistening River (formerly: Babin Road Project) (重慶巴濱路一曲晴江(原名稱:巴濱路項目)) 重慶巴濱路一曲晴江(原名稱:巴濱路項目)	66,926	—	—	148,658	148,658	48%
Chongqing 重慶	Taojia Times Billow(formerly: Cypress View • Seattle) (陶家時光瀾庭(原名稱:柏景•西雅圖)) 陶家時光瀾庭(原名稱:柏景•西雅圖)	89,273	40,034	—	49,975	90,009	100%
Chongqing 重慶	Chongqing Jieshi Xiao Feng Jiang Nan 71 mou Project (重慶界石曉風江南71畝項目) 重慶界石曉風江南71畝項目	47,039	—	—	81,228	81,228	30%
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) 沙坪壩區大楊石組團C分區C11-1/03號	8,749	13,502	—	—	13,502	46%
Chongqing 重慶	Chongqing Central Park Sunrise Joy Court (formerly: Central Park) (重慶中央公園昕悅棠(原名稱:中央公園)) 重慶中央公園昕悅棠(原名稱:中央公園)	39,636	902	—	10,272	11,174	95%
Chongqing 重慶	Guan Yin Tang (觀音塘) 觀音塘	14,785	6,249	—	—	6,249	47%
Changzhou 常州	Phoenix East Phoenix One (formerly: Phoenix East Project) (鳳凰東錦鳳合鳴(原名稱:鳳凰東項目)) 鳳凰東錦鳳合鳴(原名稱:鳳凰東項目)	115,615	—	30,863	228,373	259,236	49%
Changzhou 常州	Changzhou Jintan Huaxi Yuanzhu Garden (常州金壇花溪源著花園) 常州金壇花溪源著花園	129,243	—	—	218,468	218,468	35%
Changzhou 常州	Changzhou Hong Yang 1936 (formerly: Sang Ma Land Lot CD) (常州弘陽1936(原名稱:桑麻CD地塊)) 常州弘陽1936(原名稱:桑麻CD地塊)	156,115	22,208	120,580	68,735	211,523	70%

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Changzhou 常州	Changzhou Yaoguan Yuhushanguan Garden (常州遙觀豆湖上觀花苑) 常州遙觀豆湖上觀花苑	58,093	—	—	111,451	111,451	60%
Changzhou 常州	Changzhou Hong Yang Plaza (常州弘陽廣場) 常州弘陽廣場	43,590	—	85,030	4,835	89,865	100%
Changzhou 常州	Sanmao Longyun Tiancheng (formerly: Sanmao Land Lot) (三毛龍運天城(原名稱:三毛地塊)) 三毛龍運天城(原名稱:三毛地塊)	108,486	72,702	—	16,086	88,788	31%
Changzhou 常州	Xi Xia Shu Yun Xi (西夏墅雲禧) 西夏墅雲禧	36,712	—	—	78,631	78,631	35%
Changzhou 常州	Shang Mao Yun Feng (商貿雲峯) 商貿雲峯	50,921	39,620	—	28,576	68,196	57%
Changzhou 常州	The Bund No.1 Garden (外灘一號花園) 外灘一號花園	126,695	32,493	—	—	32,493	85%
Changzhou 常州	Golden Seal and Heaven Shire (金璽天郡) 金璽天郡	88,719	32,421	—	—	32,421	50%
Changzhou 常州	Emperor Looks at the First Court (君望甲第) 君望甲第	67,225	2,394	—	16,312	18,706	40%
Changzhou 常州	Sang Ma Land Lot A (桑麻A地塊) 桑麻A地塊	44,524	—	11,690	—	11,690	70%
Changzhou 常州	Hong Yang Upper City Phase I — III (弘陽上城一 — 三期) 弘陽上城一 — 三期	111,700	6,831	—	—	6,831	100%
Haimen 海門	Jianghai Road The One World (formerly: Jianghai Road Zuo An Gong Yuan) (江海路水岸觀瀾苑(原名稱:江海路左岸公元)) 江海路水岸觀瀾苑(原名稱:江海路左岸公元)	75,028	—	—	27,984	27,984	66%
Jiangyin 江陰	Xinqiao Leiden Town (formerly: Jing Garden of Superior Class) (新橋萊頓小鎮(原名稱:上品環苑)) 新橋萊頓小鎮(原名稱:上品環苑)	203,609	97,914	—	13,723	111,637	20%
Jiangyin 江陰	Yunting Tangyue Jinyuan (formerly: Yunting Primary School Project) (雲亭棠樾錦園(原名稱:雲亭小學項目)) 雲亭棠樾錦園(原名稱:雲亭小學項目)	92,953	71,964	—	—	71,964	48%
Jiangyin 江陰	Sunrise Joy Residence (昕悅府) 昕悅府	138,902	37,230	—	—	37,230	100%

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Nantong 南通	Nantong Gaotie Xincheng Honored Palace (formerly: Pingchao Gaotie Xincheng) (南通高鐵新城時光峯匯(原名稱:平潮高鐵新城)) 南通高鐵新城時光峯匯(原名稱:平潮高鐵新城)	84,022	—	—	184,218	184,218	56%
Nantong 南通	Nantong Antai Road Project (南通安泰路項目) 南通安泰路項目	53,761	—	—	116,056	116,056	28%
Nantong 南通	Upper Joy Garden (上悅花園) 上悅花園	82,741	45,741	—	—	45,741	25%
Nantong 南通	Oriental Cloud Garden (東方雲苑) 東方雲苑	86,652	8,653	1,163	—	9,816	17%
Nantong 南通	Sutong (蘇通) 蘇通	47,405	7,341	—	—	7,341	36%
Nantong 南通	Zisheng Road Junlan Tianyue (資生路君蘭天悅) 資生路君蘭天悅	40,689	5,372	—	—	5,372	42%
Nantong 南通	Xitong Times Billow (錫通時光樾瀾庭) 錫通時光樾瀾庭	38,920	5,251	—	—	5,251	48%
Nantong 南通	Center Creation Metropolis Garden (中創都市花苑) 中創都市花苑	47,963	2,040	1,035	—	3,075	23%
Rugao 如皋	Wanshou Road Zi Yun Ji (formerly: Wanshou Road Project) (萬壽路紫雲集(原名稱:萬壽路項目)) 萬壽路紫雲集(原名稱:萬壽路項目)	89,669	2,770	—	119,173	121,943	28%
Wuxi 無錫	Wuxi Qingyuan Avenue Time's Lakeside (formerly: Wuxi Qingyuan Avenue) (無錫慶源大道時光汎樾(原名稱:無錫慶源大道)) 無錫慶源大道時光汎樾(原名稱:無錫慶源大道)	57,962	—	—	112,537	112,537	48%
Wuxi 無錫	Yangjian Platinum Residence (formerly: Yangjian Project) (羊尖鉞悅名邸(原名稱:羊尖項目)) 羊尖鉞悅名邸(原名稱:羊尖項目)	63,050	—	—	109,523	109,523	38%
Wuxi 無錫	Liyuan The Art of Shine (formerly: Liyuan Project) (利源長江映(原名稱:利源項目)) 利源長江映(原名稱:利源項目)	39,021	—	—	84,872	84,872	28%
Wuxi 無錫	Jade Seal (formerly: Wuxi Yangshan) (無錫陽山悅陽九壘(原名稱:無錫陽山)) 無錫陽山悅陽九壘(原名稱:無錫陽山)	28,166	—	—	44,427	44,427	29%

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Wuxi 無錫	Huishan Chengtie Zhan Time's Garden (formerly: Huishan Chengtie Zhan) (惠山城鐵站時光玖境(原名稱:惠山城鐵站))	15,017	—	—	41,717	41,717	25%
Wuxi 無錫	Sunrise Joy Court (昕悅棠) 昕悅棠	85,122	10,876	—	—	10,876	100%
Wuxi 無錫	Wuxi Sanwan Qing (無錫三萬頃) 無錫三萬頃	800,000	9,122	—	—	9,122	100%
Xuzhou 徐州	Dawu Park Avenue (大吳公園大道) 大吳公園大道	213,207	16,880	—	466,434	483,314	51%
Xuzhou 徐州	Xuzhou Songshan Road One Sino Long (formerly: Songshan Road Project) (徐州嵩山路山河龍胤(原名稱:嵩山路項目))	142,721	—	—	361,626	361,626	25%
Xuzhou 徐州	Suqian Shinsun Mansion Huayuan (formerly: Suyu Project) (宿遷祥生府花苑(原名稱:宿豫項目))	90,007	—	—	244,275	244,275	30%
Xuzhou 徐州	Metropolitan City in Xinyuan Avenue (新元大道大都會) 新元大道大都會	90,236	—	—	229,089	229,089	85%
Xuzhou 徐州	Dawu Shugang Road Project (大吳疏港大道項目) 大吳疏港大道項目	65,828	—	—	182,340	182,340	48%
Xuzhou 徐州	East Lake Joy Residence in Pengzu Avenue (彭祖大道東湖悅府) 彭祖大道東湖悅府	70,905	—	—	182,063	182,063	19%
Xuzhou 徐州	Xuzhou Damiao Heping Gongguan (formerly: Zhongtian Shiming Road Project) (徐州大廟和平公館(原名稱:中天仕名路項目))	55,614	—	—	154,856	154,856	48%
Xuzhou 徐州	Xuzhou Chengdong Guipingshan Tianqing (徐州城東翠屏山天卿) 徐州城東翠屏山天卿	28,525	—	—	69,079	69,079	32%
Xuzhou 徐州	Taoloushan Land Lot Project C (陶樓山C地塊項目) 陶樓山C地塊項目	24,514	—	—	67,973	67,973	50%
Xuzhou 徐州	Taoloushan Land Lot Project A (陶樓山A地塊項目) 陶樓山A地塊項目	26,358	—	—	67,546	67,546	50%

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Xuzhou 徐州	Taoloushan Land Lot Project B (陶樓山B地塊項目) 陶樓山B地塊項目	25,157	—	—	63,517	63,517	50%
Xuzhou 徐州	Phoenix Hill Puyue Residence (鳳凰山璞樾門第) 鳳凰山璞樾門第	59,770	—	—	24,328	24,328	82%
Xuzhou 徐州	Xuzhou Landscape of the Peach Garden (徐州山水桃花源) 徐州山水桃花源	104,284	11,439	—	—	11,439	75%
Xuzhou 徐州	Nine Pleasures Splendid Residence (九悅華府) 九悅華府	181,244	10,212	—	—	10,212	33%
Xuzhou 徐州	Joyful Beautiful Scenery Harmonious Residence (欣欣麗景和府) 欣欣麗景和府	26,646	1,424	—	2,338	3,762	33%
Xuzhou 徐州	Jiawang District Commercial Building (徐州賈汪區商辦樓) 徐州賈汪區商辦樓	2,474	—	—	2,134	2,134	79%
Haining 海寧	Longxing Road Beichen Yipin (formerly: Longxing Road Project) (隆興路北辰一品(原名稱:隆興路項目)) 隆興路北辰一品(原名稱:隆興路項目)	42,030	12,219	—	—	12,219	32%
Ningbo 寧波	Cixi Chengdong Shangdongchen Residence (慈溪城東上東辰府) 慈溪城東上東辰府	84,775	—	—	186,366	186,366	30%
Ningbo 寧波	Ningbo Yaojiang Qingyu (formerly: Yaojiang New City Project) (寧波姚江晴雨(原名稱:姚江新城項目)) 寧波姚江晴雨(原名稱:姚江新城項目)	88,930	—	—	151,617	151,617	17%
Ningbo 寧波	Chen Po Du Yong Chao Yin Residence (formerly: Chen Po Du) (陳婆渡涌潮印府(原名稱:陳婆渡)) 陳婆渡涌潮印府(原名稱:陳婆渡)	40,148	—	—	78,863	78,863	31%
Taizhou (台州) 台州	Wenling Jiuzhu in Times (溫嶺時代玖著) 溫嶺時代玖著	14,338	7,062	—	—	7,062	48%
Tongxiang 桐鄉	Wuzhen Joy Court (formerly: Wuzhen Longxiang Avenue Project) (烏鎮昕悅棠(原名稱:烏鎮龍翔大道項目)) 烏鎮昕悅棠(原名稱:烏鎮龍翔大道項目)	42,811	3,262	—	—	3,262	95%
Jinan 濟南	Jiqi Road Leisure's Mansion (formerly: Jiqi Road Project) (濟齊路君逸府(原名稱:濟齊路項目)) 濟齊路君逸府(原名稱:濟齊路項目)	34,290	—	—	91,722	91,722	43%

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Nanchang 南昌	Yao Lake Times Sky Shade (瑤湖時光天樑) 瑤湖時光天樑	102,269	—	—	223,314	223,314	61%
Nanchang 南昌	Nanchang Qingshan Lake Avenue Times Garden (南昌青山湖大道時光玖悅) 南昌青山湖大道時光玖悅	20,182	—	—	65,514	65,514	47%
Nanchang 南昌	New Power Hong Yang Residence (新力弘陽府) 新力弘陽府	43,410	7,112	—	41,996	49,108	37%
Nanchang 南昌	Zhong Da Hong Yang (formerly: Qing Yun Pu) (中大弘陽(原名稱:青雲譜)) 中大弘陽(原名稱:青雲譜)	29,452	27,771	—	—	27,771	46%
Nanchang 南昌	Wanli (灣里) 灣里	13,717	10,538	—	—	10,538	93%
Danyang 丹陽	Phoenix Terrace (鳳熹臺) 鳳熹臺	88,498	15,751	—	—	15,751	20%
Huai'an 淮安	Huai'an Eco-City Grand One (淮安生態新城泓著大觀) 淮安生態新城泓著大觀	82,734	—	—	181,820	181,820	51%
Huai'an 淮安	Heyi Road Yunhe Fenghua (合意路運河風華) 合意路運河風華	68,362	—	—	167,564	167,564	46%
Huai'an 淮安	Huai'an Fengdeng Road Jinyuefu (formerly: Huai'an Fengdeng Road) (淮安豐登路金樾府(原名稱:淮安豐登路)) 淮安豐登路金樾府(原名稱:淮安豐登路)	41,476	—	—	129,626	129,626	32%
Jurong 句容	Jurong B Project (formerly: Jurong Land Lot No. B) (句容B項目(原名稱:句容B地塊)) 句容B項目(原名稱:句容B地塊)	38,731	—	—	74,274	74,274	18%
Jurong 句容	Jurong C Ziyue Residence (formerly: Land Lot No. 2018-J1-06) (句容C紫悅府(原名稱:2018-J1-06號地塊)) 句容C紫悅府(原名稱:2018-J1-06號地塊)	72,609	69,013	—	—	69,013	31%
Suqian 宿遷	Wutaishan Heyue Garden (五臺山和樾花園) 五臺山和樾花園	139,947	—	—	371,486	371,486	19%
Taizhou (泰州) 泰州	Wave of Swallow Garden (燕瀾花園) 燕瀾花園	56,230	10,637	—	—	10,637	99%
Yancheng 鹽城	Yancheng Haikuo Road Project (鹽城海闊路項目) 鹽城海闊路項目	100,491	—	—	267,326	267,326	33%

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地區	項目名稱	土地面積 (sq.m.) (平方米)	已竣工供出售 總建築面積 (sq.m.) (平方米)	持作投資的 可租用面積 (sq.m.) (平方米)	開發中 總建築面積 (sq.m.) (平方米)	土地儲備 面積合計 (sq.m.) (平方米)	本集團權益
Yancheng 鹽城	Dongjin Road Sunrise Joy Residence (東進路昕悅府) 東進路昕悅府	103,847	—	—	241,025	241,025	32%
Yancheng 鹽城	Yancheng Wengang Road Jingyao Shangdong (formerly: Yancheng Wengang Road Project) (鹽城文港路晶耀上東(原名稱:鹽城文港路項目)) 鹽城文港路晶耀上東(原名稱:鹽城文港路項目)	60,421	—	—	156,933	156,933	31%
Yancheng 鹽城	Begonia View Residence in Yanzen Road (鹽枕路觀棠府) 鹽枕路觀棠府	69,049	10,096	—	—	10,096	31%
Yangzhou 揚州	Yangzhou City Two Central Mansion (揚州二城和光昕悅) 揚州二城和光昕悅	23,234	—	—	42,233	42,233	67%
Yizheng 儀征	Yizheng 39 Yuejiang Bay (formerly: Yizheng 39) (儀征39悅江灣(原名稱:儀征39)) 儀征39悅江灣(原名稱:儀征39)	66,358	37,388	—	—	37,388	48%
Yizheng 儀征	Yizheng 38 Yuedi Bay (儀征38悅堤灣) 儀征38悅堤灣	69,788	27,801	—	—	27,801	50%
Yizheng 儀征	Yizheng Yuelong Bay (儀征悅瓏灣) 儀征悅瓏灣	27,589	5,893	—	8,012	13,905	47%
Zhenjiang 鎮江	Xiaoniu Hill No. 2 Four Seasons Magnificence (小牛山二號四季風華) 小牛山二號四季風華	20,536	—	—	78,525	78,525	33%
Zhenjiang 鎮江	Zhoujiazhuang Project (周家莊項目) 周家莊項目	16,168	—	—	42,463	42,463	48%
Zhenjiang 鎮江	Xiaoniu Hill No. 1 Four Seasons Magnificence (小牛山一號四季風華) 小牛山一號四季風華	28,920	—	—	31,250	31,250	31%
Anqing 安慶	Anqing Hong Yang Upper City (安慶弘陽上城) 安慶弘陽上城	147,547	—	80,000	244,279	324,279	95%
Bengbu 蚌埠	Bengbu Xin Hong (蚌埠新弘) 蚌埠新弘	32,646	6,233	—	—	6,233	47%
Chuzhou 滁州	Jingzi Road Times Magnificence (敬梓路時光風華) 敬梓路時光風華	55,719	—	—	123,684	123,684	47%
Chuzhou 滁州	Times Billow (Garden In Times (Chuzhou Times Billow) (時光里花園(滁州時光瀾庭)) 時光里花園(滁州時光瀾庭)	89,886	21,364	—	—	21,364	39%

Region	Name of Project	Area of Land	Completed Total Gross Floor Area for Sale	Rentable Area Held for Investment	Total Gross Floor Area under Development	Total Area of Land Bank	The Group's Interests
地區	項目名稱	土地面積 (sq.m.) (平方米)	已竣工供出售 總建築面積 (sq.m.) (平方米)	持作投資的 可租用面積 (sq.m.) (平方米)	開發中 總建築面積 (sq.m.) (平方米)	土地儲備 面積合計 (sq.m.) (平方米)	本集團權益
Chuzhou 滁州	Garden with Art Atmosphere (藝境花園) 藝境花園	60,189	15,149	—	—	15,149	33%
Chuzhou 滁州	Glory Residence (正榮府) 正榮府	80,867	7,920	—	—	7,920	30%
Chuzhou 滁州	New City Hong Yang Garden at Mingfa North (明發北站新城弘陽苑) 明發北站新城弘陽苑	8,782	2,515	—	—	2,515	99%
Fuyang 阜陽	Yingzhou Hong Yang Residence (穎州弘陽府) 穎州弘陽府	38,297	39,412	—	5,522	44,934	44%
Huzhou 湖州	Huzhou Southwest Development Zone Qinlan Residence (formerly: Huzhou South Taihu New District Project) (湖州西南開發區沁瀾府(原名稱:湖州南太湖新區項目)) 湖州西南開發區沁瀾府(原名稱:湖州南太湖新區項目)	30,200	—	—	78,204	78,204	36%
Huzhou 湖州	Ren Huang 58 Yan Lan Residence (formerly: Huzhou Ren Huang No. 58#)(仁皇58燕瀾府(原名稱:湖州仁皇58#)) 仁皇58燕瀾府(原名稱:湖州仁皇58#)	102,218	10,795	—	—	10,795	96%
Huzhou 湖州	Huzhou 2018-43 (湖州2018-43) 湖州2018-43	48,652	6,627	—	—	6,627	96%
Ma'anshan 馬鞍山	Sunny Side of the Yangtze River Peacock City (長江熙岸孔雀城) 長江熙岸孔雀城	97,340	2,146	—	27,612	29,758	20%
Weifang 濰坊	Weifang Kuiwen North District Project (濰坊奎文北項目) 濰坊奎文北項目	202,107	—	102,200	624,388	726,588	100%
Wuhu 蕪湖	Mengxi Road Shiguang Lane (夢溪路時光里) 夢溪路時光里	74,135	—	—	136,371	136,371	37%
Jiangmen 江門	Liyue Guoyue Residence (formerly: Liyue Project) (禮樂國樾府(原名稱:禮樂項目)) 禮樂國樾府(原名稱:禮樂項目)	30,231	54,255	—	4,285	58,540	31%
Hengyang 衡陽	Yangliu Road Sunrise Joy Residence (楊柳路昕悅府) 楊柳路昕悅府	36,912	—	—	120,919	120,919	95%
Xianyang 咸陽	Zhonghua West Road Yulong Fu (中華西路鈺瓏府) 中華西路鈺瓏府	39,136	—	—	147,049	147,049	45%
Xiangyang 襄陽	Xiangzhou Park 1873 (襄州公園1873) 襄州公園1873	93,846	—	—	260,002	260,002	48%



Region	Name of Project	Area of Land	Completed Total Gross Floor Area for Sale	Rentable Area Held for Investment	Total Gross Floor Area under Development	Total Area of Land Bank	The Group's Interests
地區	項目名稱	土地面積 (sq.m.) (平方米)	已竣工供出售 總建築面積 (sq.m.) (平方米)	持作投資的 可租用面積 (sq.m.) (平方米)	開發中 總建築面積 (sq.m.) (平方米)	土地儲備 面積合計 (sq.m.) (平方米)	本集團權益
Xiangyang 襄陽	Taiziwan Lu Yun Ting (檀子灣路雲庭) 檀子灣路雲庭	29,569	—	—	64,209	64,209	76%
Xiangyang 襄陽	Prime Watery Court (襄御瀾庭) 襄御瀾庭	45,761	16,069	—	—	16,069	94%
Bozhou 亳州	Verse of River and Mountain (formerly: Bozhou Land Lot No. 2017-217 (江山賦(原名稱:亳州2017-217號地塊)) 江山賦(原名稱:亳州2017-217號地塊))	201,216	117	—	180,374	180,491	39%
Kaifeng 開封	Zhong Yi Hu Yan Lan Residence (formerly: Kaifeng Yan Lan Residence) (中意湖燕瀾府(原名稱:開封燕瀾府)) 中意湖燕瀾府(原名稱:開封燕瀾府)	63,533	50,272	—	—	50,272	44%
Meishan 眉山	Renshou In Times (仁壽時光里) 仁壽時光里	68,107	22,589	—	95,368	117,957	94%
	Other Projects 其他項目	599,696	42,762	—	792,022	834,784	
Total	合計	13,533,073	1,906,232	1,003,361	15,872,708	18,782,301	

### 3. Commercial Operations

For the year ended 31 December 2021, the Group achieved rental income of approximately RMB583.5 million, representing an increase of 15.5% as compared to the corresponding period last year.

The increase was mainly due to the increase in rental income from Nanjing Hong Yang Plaza, as well as the increase in rental income from Hefei Hong Yang Plaza grandly opened during the period and Yanjiao Hong Yang Plaza and Hengyang Hong Yang Plaza grandly opened in the second half of 2020.

### 4. Hotel Operations

For the year ended 31 December 2021, the Group achieved sales revenue of approximately RMB42.1 million from its hotel operations, representing an increase of 12.0% as compared to the corresponding period last year.

### 3、商業經營

截至2021年12月31日止年度，本集團實現租金收入約人民幣583.5百萬元，相比上年同期增加15.5%。

增加乃主要由於南京弘陽廣場租金收入增加，以及本期新開業的合肥弘陽廣場和2020年下半年新開業的燕郊及衡陽弘陽廣場的租金收入增加所致。

### 4、酒店經營

截至2021年12月31日止年度，本集團實現酒店運營業務銷售收入約人民幣42.1百萬元，相比上年同期增加12.0%。

The increase was mainly due to the increase in occupancy rate as the hotel industry was gradually recovering from the effects of the novel coronavirus epidemic during the period.

增加乃主要由於本期內酒店行業在新冠肺炎疫情中逐漸恢復，入住率有所提升。

## FINANCIAL REVIEW

### 1. Revenue

For the year ended 31 December 2021, the Group's revenue amounted to approximately RMB26,667.0 million, representing an increase of 32.3% from approximately RMB20,158.7 million for the same period last year. The revenue mainly included income generated from property sales, commercial operations and hotel operations, of which income generated from: (i) property sales increased by 32.8% to approximately RMB26,041.3 million as compared to the same period last year, accounting for 97.6% of the total recognized revenue; (ii) commercial operations increased by 15.5% to approximately RMB583.5 million as compared to the same period last year; and (iii) hotel operations increased by 12.0% to approximately RMB42.1 million as compared to the same period last year.

Details of recognized revenue are set out as follows:

## 財務回顧

### 1、收入

截至2021年12月31日止年度，本集團收入約人民幣26,667.0百萬元，較去年同期約為人民幣20,158.7百萬元增加32.3%。收入來源主要包括物業銷售、商業經營及酒店經營收入。其中，(i)物業銷售所得收入較去年同期增加32.8%至約人民幣26,041.3百萬元，佔已確認收入總額的97.6%；(ii)商業經營所得收入較去年同期增加15.5%至約為人民幣583.5百萬元；及(iii)酒店經營所得收入較去年同期增加12.0%至約為人民幣42.1百萬元。

以下為已確認收入明細：

		2021 2021年		2020 2020年		
		Percentage of Total Recognized Revenue	Recognized Revenue	Percentage of Total Recognized Revenue	Recognized Revenue	Year-on-year change
		佔已確認 收入總額的 百分比	已確認收入 (RMB'000) (人民幣 千元)	佔已確認 收入總額 的百分比	已確認收入 (RMB'000) (人民幣 千元)	按年變動 (%)
Property sales	物業銷售	<b>97.6</b>	<b>26,041,292</b>	97.3	19,615,845	32.8
Commercial operations	商業經營	<b>2.2</b>	<b>583,545</b>	2.5	505,224	15.5
Hotel operations	酒店經營	<b>0.2</b>	<b>42,142</b>	0.2	37,632	12.0
Total	總計	<b>100.0</b>	<b>26,666,979</b>	100.0	20,158,701	32.3

## 2. Cost of Sales

For the year ended 31 December 2021, the cost of sales of the Group was approximately RMB21,585.7 million, representing an increase of 37.9% as compared to that of approximately RMB15,651.0 million for the same period last year. The increase was primarily due to the increased number of projects delivered during the year. Several projects delivered during the year included Wuhan Yin Yue Residence (印月府) project, Ren Huang 58 Yan Lan Residence (仁皇58燕瀾府) project in Huzhou, Central Road Fanjin 108 (中環路梵錦108) project in Chengdu, Xiaolongwan Garden of Joy and Happiness (小龍灣悅禧苑) project in Nanjing, and Foshan Benevolence Lake (博愛湖) project.

## 3. Gross Profit and Gross Profit Margin

For the year ended 31 December 2021, the Group's gross profit was approximately RMB5,081.3 million, representing an increase of 12.7% from approximately RMB4,507.7 million for the corresponding period last year. Such increase was primarily attributable to the increased number of projects delivered during the year. For the year ended 31 December 2021, the gross profit margin was 19.1%, as compared to 22.4% for the corresponding period last year. The decrease in gross profit margin was mainly due to the decrease in the percentage of revenue recognized for products with higher gross profit margin as compared with the corresponding period last year.

## 4. Changes in Fair Value of Investment Properties

For the year ended 31 December 2021, the Group recognized fair value gains on investment properties of approximately RMB276.4 million. The fair value gains on investment properties recorded were primarily due to an appreciation of the overall capital value.

## 5. Selling and Distribution Expenses

For the year ended 31 December 2021, the Group's selling and distribution expenses amounted to approximately RMB956.6 million, representing an increase of 3.1% from approximately RMB927.6 million for the corresponding period last year. Such increase was due to the launch of new property projects of the Group for presale in 2021.

## 2、銷售成本

本集團於截至2021年12月31日止年度的銷售成本約為人民幣21,585.7百萬元，較去年同期約為人民幣15,651.0百萬元增加37.9%。增加原因主要為年內交付項目增多所致，年內交付的項目包括武漢印月府項目，湖州仁皇58燕瀾府項目，成都中環路梵錦108項目，南京小龍灣悅禧苑項目和佛山博愛湖項目等多個項目。

## 3、毛利及毛利率

本集團於截至2021年12月31日止年度的毛利約為人民幣5,081.3百萬元，相對去年同期約為人民幣4,507.7百萬元增加12.7%，增加原因主要為年內交付項目增多所致。截至2021年12月31日止年度的毛利率為19.1%，去年同期則為22.4%，毛利率有所下降，主要是由於毛利率較高的產品收入確認比例較去年同期有所下降。

## 4、投資物業公允價值變動

截至2021年12月31日止年度，本集團確認投資物業公允價值收益約為人民幣276.4百萬元，投資物業錄得公允價值收益主要由於整體資本價值增值所致。

## 5、銷售及分銷開支

截至2021年12月31日止年度，本集團銷售及分銷開支約為人民幣956.6百萬元，較去年同期約為人民幣927.6百萬元增加3.1%，此增長是由於本集團於2021年推出新物業項目以供預售所導致。

## 6. Administrative Expenses

For the year ended 31 December 2021, the Group's administrative expenses amounted to approximately RMB944.4 million, representing a decrease of 4.7% from approximately RMB990.7 million for the corresponding period last year. Such decrease was mainly due to the Group's further development in major metropolitan areas and core cities, and the strengthened control in administrative expenses and costs.

## 7. Share of Profits and Losses of Joint Ventures and Associates

For the year ended 31 December 2021, the Group's share of profits and losses of joint ventures and associates amounted to approximately RMB319.8 million, representing a decrease of 27.8% from approximately RMB443.1 million for the corresponding period last year, mainly due to the increase in share of relevant expenses as a result from the increased number of joint ventures and associates newly held by the Group. There were still profit carried forward from several cooperation projects such as Sanmao Longyun Tiancheng (三毛龍運天城) project in Changzhou, Begonia View Residence in Yanzhen Road (鹽枕路觀棠府) project in Yancheng, Xinqiao Leiden Town (新橋萊頓小鎮) project in Jiangyin and Nine Pleasures Splendid Residence (九悅華府) project in Xuzhou.

## 8. Finance Costs

For the year ended 31 December 2021, the Group's finance costs expended amounted to approximately RMB961.6 million, representing an increase of 32.6% from approximately RMB725.4 million for the corresponding period last year. Such change in finance costs was mainly due to the increase in borrowings resulted from the Group's land acquisitions and expansion of property development during the Reporting Period.

## 9. Income Tax Expense

For the year ended 31 December 2021, the Group's income tax expense amounted to approximately RMB1,259.2 million, representing a decrease of 3.5% from approximately RMB1,304.4 million for the corresponding period last year. The Group's income tax expense included provisions for the corporate income tax and land appreciation tax net of deferred tax during the year.

## 6、行政開支

截至2021年12月31日止年度，本集團行政開支約為人民幣944.4百萬元，較去年同期約為人民幣990.7百萬元下降4.7%，該下降主要由於本集團深耕聚焦都市圈及中心城，加強控制行政類費用及成本所致。

## 7、應佔合營企業及聯營公司利潤及虧損

截至2021年12月31日止年度，本集團應佔合營企業及聯營公司利潤及虧損約為人民幣319.8百萬元，較去年同期約為人民幣443.1百萬元下降27.8%，主要由於本集團新持有的合營企業及聯營公司增加導致應佔相關開支上升所致。期內仍有多個合作項目結轉利潤：常州三毛龍運天城項目、鹽城鹽枕路觀棠府項目、江陰新橋萊頓小鎮項目和徐州九悅華府項目等。

## 8、融資成本

截至2021年12月31日止年度，本集團支銷的融資成本約為人民幣961.6百萬元，較去年同期約為人民幣725.4百萬元增加32.6%。融資成本的變動主要由於報告期間內本集團土地獲取及物業開發導致借貸增加所致。

## 9、所得稅開支

本集團所得稅開支由去年同期約人民幣1,304.4百萬元減少3.5%至截至2021年12月31日止年度約為人民幣1,259.2百萬元。本集團所得稅開支包括年內的企業所得稅及土地增值稅遞延稅項所作出的撥備。

During the year ended 31 December 2021, the provision made for land appreciation tax by the Group was approximately RMB189.9 million, as compared with approximately RMB651.6 million for the corresponding period last year.

## 10. Profit for the Reporting Period

As a result of the aforementioned factors, the Group's profit before tax decreased by 1.1% to approximately RMB3,124.8 million for the year ended 31 December 2021 from approximately RMB3,159.3 million for the corresponding period last year. For the year ended 31 December 2021, net profit amounted to RMB1,865.7 million, representing an increase of 0.6% as compared with the corresponding period last year.

For the year ended 31 December 2021, core net profit increased by 3.5% to RMB1,472.7 million as compared with the same period last year (2020: RMB1,422.8 million). Core net profit attributable to owners of the parent decreased by 30.8% to RMB854.8 million as compared with the same period last year (2020: RMB1,235.9 million).

Note 1: Core net profit excluded non-recurring profits or loss items and their related tax effects, comprising fair value gain on investment properties, fair value gain on financial assets and foreign exchange differences, net, etc.

截至2021年12月31日止年度，本集團作出土地增值稅撥備約人民幣189.9百萬元，相應於去年同期則約為人民幣651.6百萬元。

## 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3,159.3百萬元下降1.1%至截至2021年12月31日止年度約人民幣3,124.8百萬元。截至2021年12月31日止年度，淨利潤為人民幣1,865.7百萬元，較去年同期增加0.6%。

截至2021年12月31日止年度，核心淨利潤較去年同期增加3.5%至人民幣1,472.7百萬元（2020年：人民幣1,422.8百萬元）。母公司擁有人應佔核心淨利潤較去年同期下降30.8%至人民幣854.8百萬元（2020年：人民幣1,235.9百萬元）。

註1：核心淨利潤不包括投資性物業公允價值收益、金融資產公允價值收益、外匯淨差額等非經常性損益項目及彼等的相關稅項影響。

## LIQUIDITY, FINANCE AND CAPITAL

### 1. Cash Position

As at 31 December 2021, the Group's cash and bank balances were approximately RMB16.04 billion (as at 31 December 2020: approximately RMB18.53 billion), of which, restricted cash amounted to approximately RMB1.10 billion (as at 31 December 2020: RMB2.86 billion), and pledged deposits amounted to approximately RMB1.05 billion (as at 31 December 2020: RMB3.25 billion).

## 流動資金、財務及資本

### 1、現金狀況

於2021年12月31日，本集團擁有現金及銀行結餘約為人民幣160.4億元（於2020年12月31日：約為人民幣185.3億元），其中受限制現金人民幣11.0億元（於2020年12月31日：人民幣28.6億元），及已質押存款約人民幣10.5億元（於2020年12月31日：人民幣32.5億元）。

## 2. Borrowings and Pledged Assets

As at 31 December 2021, the Group's total borrowings (including interest-bearing bank and other borrowings and senior notes) amounted to approximately RMB34.13 billion (as at 31 December 2020: approximately RMB32.31 billion), of which, interest-bearing bank and other borrowings were approximately RMB21.74 billion (as at 31 December 2020: approximately RMB22.05 billion) and senior notes were approximately RMB12.39 billion (as at 31 December 2020: approximately RMB10.26 billion).

The Group's total borrowings were repayable as follows:

## 2、借貸及抵押資產

本集團於2021年12月31日的總借貸(包括計息銀行貸款及其他借款及優先票據)約為人民幣341.3億元(於2020年12月31日:約為人民幣323.1億元),其中計息銀行貸款及其他借款約為人民幣217.4億元(於2020年12月31日:約人民幣220.5億元),及優先票據約為人民幣123.9億元(於2020年12月31日:約人民幣102.6億元)。

本集團總借貸償還情況如下:

		31 December 2021 2021年 12月31日 RMB'000 人民幣千元	31 December 2020 2020年 12月31日 RMB'000 人民幣千元
Interest-bearing bank loans and other borrowings:	計息銀行貸款及其他借款:		
Repayable within one year	須於一年內償還	6,865,131	8,766,941
Repayable in the second year	須於第二年償還	6,317,484	7,171,834
Repayable within two to five years	須於二至五年內償還	7,584,458	4,989,532
Repayable beyond five years	須於五年後償還	977,840	1,123,867
Sub-total	小計	<b>21,744,913</b>	22,052,174
Senior notes:	優先票據:		
Repayable within one year	須於一年內償還	4,521,504	2,671,726
Repayable in the second year	須於第二年償還	4,266,964	4,512,641
Repayable within two to five years	須於二至五年內償還	3,601,734	3,068,527
		<b>12,390,202</b>	10,252,894
Total borrowings	總借貸	<b>34,135,115</b>	32,305,068

As at 31 December 2021, except for the borrowings in the amount of RMB13,117.2 million (as at 31 December 2020: RMB10,757.1 million) denominated in US\$ and the borrowings in the amount of RMB15.1 million (as at 31 December 2020: RMB69.3 million) denominated in HK\$, the remaining borrowings of the Group were denominated in RMB.

As at 31 December 2021, except for certain bank and other borrowings of RMB5,451,461,000 (as at 31 December 2020: RMB9,193,579,000) with fixed interest rates, all of the Group's bank and other borrowings bear interest at floating interest rates.

As at 31 December 2021, assets with an aggregate value of approximately RMB39,283.8 million (as at 31 December 2020: approximately RMB33,984.5 million) have been pledged to banks and other financial institutions to secure the credit facilities granted to the Group and its joint ventures and associates.

### 3. Financing Activities

On 13 January 2021, the Group issued US\$350 million 7.3% 4-year senior notes. Please refer to the Company's announcement dated 7 January 2021 for further details.

On 21 May 2021, the Group issued US\$210 million 7.3% 3-year senior green notes. Please refer to the Company's announcement dated 18 May 2021 for further details.

On 20 September 2021, the Group issued US\$200 million 9.5% 2-year senior green notes. Please refer to the Company's announcement dated 14 September 2021 for further details.

於2021年12月31日，除金額為人民幣13,117.2百萬元（於2020年12月31日：人民幣10,757.1百萬元）的借貸以美元計值以及金額為人民幣15.1百萬元（於2020年12月31日：人民幣69.3百萬元）的借貸以港幣計值外，本集團餘下的借貸均以人民幣計值。

於2021年12月31日，除若干銀行及其他借貸人民幣5,451,461,000元（於2020年12月31日：人民幣9,193,579,000元）為按固定利率計息外，本集團所有銀行及其他借貸均按浮動利率計息。

於2021年12月31日，總值約為人民幣39,283.8百萬元（於2020年12月31日：約為人民幣33,984.5百萬元）之資產已抵押予銀行及其他金融機構，作為本集團及其合營企業和聯營公司獲授信貸融資之抵押。

### 3、融資活動

本集團於2021年1月13日發行4年期利率為7.3%的3.5億美元優先票據。有關進一步詳情請參閱本公司日期為2021年1月7日的公告。

本集團於2021年5月21日發行3年期利率為7.3%的2.1億美元優先綠色票據。有關進一步詳情請參閱本公司日期為2021年5月18日的公告。

本集團於2021年9月20日發行2年期利率為9.5%的2億美元優先綠色票據。有關進一步詳情請參閱本公司日期為2021年9月14日的公告。

#### 4. Gearing Ratio

As at 31 December 2021, the Group's net gearing ratio (total borrowings less cash and bank balances divided by total equity) was approximately 57.0%, as compared with approximately 50.3% as at 31 December 2020. As at 31 December 2021, the Group's debt to asset ratio (total debts divided by total assets) was approximately 76.1%, as compared with approximately 77.0% as at 31 December 2020. As at 31 December 2021, the Group's current ratio (current assets divided by current liabilities) was approximately 1.38 times, as compared with approximately 1.39 times as at 31 December 2020.

As of 31 December 2021, cash to short-term debt ratio (cash and bank balances divided by short-term borrowings) was approximately 1.41 times, as compared with approximately 1.62 times as at 31 December 2020.

#### 5. Capital and Property Development Expenditure Commitments

As at 31 December 2021, the Group had capital and property development expenditure commitments contracted but not provided for of approximately RMB10.13 billion (as at 31 December 2020: approximately RMB10.09 billion).

#### 6. Contingent Liabilities

Pursuant to the mortgage contracts, the banks require the Group to provide guarantees to the purchasers in respect of their mortgage loans. Such mortgage guarantees provided to the purchasers are usually 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 delivery of relevant properties to the purchasers. If the purchasers are in default on their mortgage loans, the Group shall be liable to the repayment of the outstanding mortgage principal amount together with the accrued interest and penalties owed by the defaulting purchasers to the banks and the Group shall be entitled to take over the legal title and possession of the related properties.

#### 4、負債比率

本集團的淨負債率(總借貸減現金及銀行結餘除以股本權益總額)於2021年12月31日約為57.0%，於2020年12月31日則約為50.3%。本集團負債資產比率(債務總額除以總資產)於2021年12月31日約為76.1%，於2020年12月31日則約為77.0%。本集團的流動比率(流動資產除以流動負債)於2021年12月31日約為1.38倍，於2020年12月31日則約為1.39倍。

於2021年12月31日，現金短債比(現金及銀行結餘除以短期借貸)約為1.41倍，於2020年12月31日則約為1.62倍。

#### 5、資本及物業開發開支承擔

於2021年12月31日，本集團就資本及物業開發開支之已訂約但未撥備之承擔付款約為人民幣101.3億元(於2020年12月31日：約人民幣100.9億元)。

#### 6、或然負債

根據按揭合同，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。



As at 31 December 2021, the Group provided guarantees of approximately RMB11.44 billion to certain banks in respect of the mortgage loans granted to certain purchasers of the Group's properties (as at 31 December 2020: approximately RMB12.52 billion).

As at 31 December 2021, the Group provided guarantees of approximately RMB6.61 billion to certain joint ventures, associates and etc. (as at 31 December 2020: approximately RMB3.94 billion). Save as disclosed in this results announcement, the Group had no other material contingent liabilities as at 31 December 2021.

於2021年12月31日，本集團已向若干銀行作出金額約人民幣114.4億元的擔保，作為授予部分買家購買本集團物業之按揭貸款的擔保（於2020年12月31日，約人民幣125.2億元）。

於2021年12月31日，本集團向若干合營企業、聯營公司等提供約為人民幣66.1億元之擔保（於2020年12月31日：約人民幣39.4億元）。除本業績公告所披露者外，本集團於2021年12月31日並無其他重大或然負債。

## CORPORATE GOVERNANCE AND OTHER INFORMATION

### 1. Material Investments, Acquisitions and Disposals

On 10 June 2021, Guangzhou Hongyu Real Estate Development Co., Ltd\* (廣州市弘裕房地產開發有限公司) ("Guangzhou Hongyu"), an indirect wholly-owned subsidiary of the Company, entered into a cooperation development agreement (the "**Cooperation Development Agreement**") with Guangzhou Merchants Property Development Limited\* (廣州招商房地產有限公司) ("**Guangzhou Merchants**"), Wuhan Dabenyng Commercial Management Co., Ltd.\* (武漢大本營商業管理有限公司) ("**Wuhan Dabenyng**") and Guangzhou Zhaoying Real Estate Co., Ltd.\* (廣州招贏房地產有限責任公司) (the "**Project Company**"), pursuant to which Wuhan Dabenyng agreed to acquire an aggregate of 33% of the equity interest in the Project Company by way of transfer and contribution to the registered capital and the capital reserve of the Project Company.

As at 10 June 2021, the registered capital of the Project Company was RMB10,000,000 which was held as to 60% by Guangzhou Merchants and 40% by Guangzhou Hongyu. Upon completion of the transfer of 6% of the equity interest in the Project Company by Guangzhou Hongyu to Wuhan Dabenyng, without premium, for the consideration of RMB1.00, the Project Company would be held by Guangzhou Merchants, Guangzhou Hongyu and Wuhan Dabenyng as to 60%, 34% and 6%, respectively.

## 企業管治及其他資料

### 1、重大投資、收購及出售事項

於2021年6月10日，廣州市弘裕房地產開發有限公司（「廣州弘裕」，本公司間接全資附屬公司）與廣州招商房地產有限公司（「廣州招商」）、武漢大本營商業管理有限公司（「武漢大本營」）及廣州招贏房地產有限責任公司（「項目公司」）訂立合作開發協議（「合作開發協議」），據此，武漢大本營同意透過轉讓以及向項目公司注入註冊資本及資本儲備的方式，收購項目公司合共33%股權。

於2021年6月10日，項目公司之註冊資本為人民幣10,000,000元，並由廣州招商及廣州弘裕分別持有60%及40%權益。於廣州弘裕完成以代價人民幣1.00元不計溢價向武漢大本營轉讓項目公司的6%股權後，項目公司將由廣州招商、廣州弘裕及武漢大本營分別持有60%、34%及6%權益。

Pursuant to the Cooperation Development Agreement, each of Guangzhou Merchants, Guangzhou Hongyu and Wuhan Dabenying will contribute to the registered capital and the capital reserve of the Project Company in the amount of not less than RMB594,000,000, RMB612,000,000 and RMB594,000,000, respectively. Upon completion of the capital increase, (i) the registered capital of the Project Company will be increased from RMB10,000,000 to not less than RMB100,000,000, which will be held by Guangzhou Merchants, Guangzhou Hongyu and Wuhan Dabenying as to 33%, 34% and 33%, respectively; and (ii) the Project Company will become a subsidiary (instead of an associate) of the Company as Guangzhou Hongyu will control the composition of the majority of the board of directors of the Project Company.

The transaction constitutes an acquisition of the Project Company as a subsidiary of the Company, and the financial results of the Project Company will be consolidated to the consolidated financial statements of the Group.

Please refer to the announcement of the Company dated 10 June 2021 for further details.

Save as the aforesaid, there was no other material acquisition and disposal of subsidiaries, associated companies or joint ventures by the Group during the Reporting Period.

## 2. Employment and Remuneration Policies

As at 31 December 2021, the Group had a total of 3,097 employees, of which 2,462 employees were engaged in the real estate development business, 504 employees were engaged in the commercial property operation business and 131 employees were engaged in the hotel operation business.

根據合作開發協議，廣州招商、廣州弘裕及武漢大本營將各自向項目公司之註冊資本及資本儲備分別注入金額不少於人民幣594,000,000元、人民幣612,000,000元及人民幣594,000,000元。於增資完成後，(i)項目公司之註冊資本將由人民幣10,000,000元增加至不少於人民幣100,000,000元，並將由廣州招商、廣州弘裕及武漢大本營分別持有33%、34%及33%權益；及(ii)項目公司將成為本公司之附屬公司（而非聯營公司），乃由於廣州弘裕將控制項目公司董事會大多數成員之組成。

該交易構成收購項目公司為本公司的附屬公司，而項目公司的財務業績將於本集團的綜合財務報表內綜合入賬。

有關進一步詳情請參閱本公司日期為2021年6月10日的公告。

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、聯營公司或合營企業。

## 2、僱員及薪酬政策

截至2021年12月31日，本集團共有3,097名僱員，其中2,462名僱員從事房地產開發業務，504名僱員從事商業物業經營業務，131名僱員從事酒店經營業務。

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. Events after the Reporting Period

In January 2022 and up to 25 January 2022, the Group has repurchased the April 2022 Notes (as defined below) in an aggregate principal amount of US\$48.2 million, in the open market, representing approximately 10.71% of the aggregate principal amount of the April 2022 Notes originally issued. As at 1 April 2022, the Group has made further repurchase of the April 2022 Notes in an aggregate principal amount of US\$142.202 million in the open market, representing approximately 31.6% of the aggregate principal amount of the April 2022 Notes originally issued. For further details, please refer to the announcements of the Company dated (i) 8 April 2019 in relation to the issue of US\$300,000,000 9.95% senior notes due 2022 (the “**Original Notes**”); (ii) 8 November 2019 in relation to the issue of US\$150,000,000 9.95% senior notes due 2022 to be consolidated and form a single class with the Original Notes (the “**Additional Notes**”, together with the Original Notes, the “**April 2022 Notes**”); and (iii) dated 25 January 2022 and 1 April 2022 respectively in relation to the partial repurchase of the April 2022 Notes.

The April 2022 Notes matured on 11 April 2022 (the “**Maturity Date**”). The Group has redeemed the April 2022 Notes in full in accordance with the terms and conditions of the April 2022 Notes at their outstanding principal amount together with interest accrued to the Maturity Date. The April 2022 Notes have been cancelled and delisted from The Stock Exchange of Hong Kong Limited. For further details, please refer to the announcement of the Company dated 11 April 2022.

Save as disclosed above, the Group had no significant event 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、報告期間後事項

於2022年1月及直至2022年1月25日，本集團於公開市場購回本金總額達48.2百萬美元的2022年4月票據（定義見下文），佔2022年4月票據初始發行本金總額約10.71%。於2022年4月1日，本集團已於公開市場進一步購回本金總額達142.202百萬美元的2022年4月票據，佔2022年4月票據初始發行本金總額約31.6%。有關進一步詳情請參閱本公司日期為(i) 2019年4月8日就發行於2022年到期金額為300,000,000美元的9.95%優先票據（「**原票據**」）；(ii) 2019年11月8日就發行將與原票據合併及構成單一類別的於2022年到期金額為150,000,000美元的9.95%優先票據（「**額外票據**」，連同原票據統稱「**2022年4月票據**」）；及(iii)日期分別為2022年1月25日及2022年4月1日就部份購回2022年4月票據的公告。

2022年4月票據已於2022年4月11日（「**到期日**」）到期。本集團已按2022年4月票據的條款及條件按其未償還本金額連同累計至到期日的利息悉數贖回2022年4月票據。2022年4月票據已被註銷並於香港聯合交易所有限公司撤銷上市。進一步詳情請參閱本公司日期為2022年4月11日的公告。

除上文披露者外，本集團於報告期間後並無重大事項。

#### 4. Payment of Dividends

The Board did not recommend payment of any dividend in respect of the year ended 31 December 2021 (2020: HK14.5 cents per ordinary share).

#### 5. Purchase, Sale or Redemption of Any of the Company's Listed Securities

On 6 October 2021, the Group repurchased the 13% senior notes due 2021 in the aggregate principal amount of US\$100 million (the "October 2019 Notes") in an aggregate principal amount of US\$3 million in the open market, representing approximately 3% of the aggregate principal amount of the October 2019 Notes originally issued. Please refer to the Company's announcement dated 7 October 2021 for further details.

On 11 October 2021, the Group further repurchased the October 2019 Notes in an aggregate principal amount of US\$5 million in the open market, representing approximately 5% of the aggregate principal amount of the October 2019 Notes originally issued. Please refer to the Company's announcement dated 11 October 2021 for further details.

On 12 October 2021 and 13 October 2021, the Group further repurchased the October 2019 Notes in an aggregate principal amount of US\$5 million and US\$2 million, respectively, in the open market, representing approximately 5% and 2% of the aggregate principal amount of the October 2019 Notes originally issued. Please refer to the Company's announcement dated 13 October 2021 for further details.

On 15 October 2021 and 18 October 2021, the Group further repurchased the October 2019 Notes in an aggregate principal amount of US\$1 million and US\$1 million, respectively, in the open market, representing approximately 1% and 1% of the aggregate principal amount of the October 2019 Notes originally issued. As at 18 October 2021, the Group had cumulatively repurchased the October 2019 Notes in an aggregate principal amount of US\$17 million in the open market, representing approximately 17% of the aggregate principal amount of the October 2019 Notes originally issued. Please refer to the Company's announcement dated 18 October 2021 for further details.

#### 4、股息派發

董事會不建議就截至2021年12月31日止年度派付任何股息(2020年：每股普通股14.5港仙)。

#### 5、購買、出售或贖回本公司之任何上市證券

於2021年10月6日，本集團於公開市場購回於2021年到期本金總額為100百萬美元的13%優先票據(「2019年10月票據」)，本金總額為3百萬美元，佔2019年10月票據初始發行本金總額約3%。有關進一步詳情請參閱本公司日期為2021年10月7日的公告。

於2021年10月11日，本集團於公開市場進一步購回本金總額達5百萬美元的2019年10月票據，佔2019年10月票據初始發行本金總額約5%。有關進一步詳情請參閱本公司日期為2021年10月11日的公告。

於2021年10月12日及2021年10月13日，本集團於公開市場進一步購回本金總額分別達5百萬美元及2百萬美元的2019年10月票據，佔2019年10月票據初始發行本金總額約5%及2%。有關進一步詳情請參閱本公司日期為2021年10月13日的公告。

於2021年10月15日及2021年10月18日，本集團於公開市場進一步購回本金總額分別達1百萬美元及1百萬美元的2019年10月票據，佔2019年10月票據初始發行本金總額約1%及1%。於2021年10月18日，本集團已於公開市場累計購回本金總額達17百萬美元的2019年10月票據，佔2019年10月票據初始發行本金總額約17%。有關進一步詳情請參閱本公司日期為2021年10月18日的公告。

All the October 2019 Notes repurchased have been cancelled in accordance with its terms and indenture.

The October 2019 Notes matured on 30 October 2021 (the “**Maturity Date**”). The Group has redeemed the notes in full in accordance with the terms and conditions of the October 2019 Notes at their outstanding principal amount together with interest accrued to the Maturity Date. Please refer to the Company’s announcement dated 31 October 2021 for further details.

## 6. Currency Risk

The Group primarily operates in the PRC and majority of the Group’s transactions were denominated and settled in RMB.

## 7. 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 of Hong Kong Limited (the “**Listing Rules**”) as its own code of corporate governance.

Saved as disclosed below, to the knowledge of the Director, the Group has complied with all applicable code provisions of the CG Code during the Reporting Period. The Directors will use their best endeavors to procure the Company to continue to comply with the CG Code.

The Board of the Company comprised only one single gender which does not comply with the requirement under the Listing Rule 13.92.

The Company will propose to appoint an additional director of a different gender to the Board who genuinely possesses the necessary skills, experience and caliber appropriate to the Company’s business for the forthcoming year for purpose to fulfil and comply the requirement under the Listing Rule 13.92.

所有已購回的2019年10月票據已經根據其條款及契約予以註銷。

2019年10月票據已於2021年10月30日（「**到期日**」）到期。本集團已按2019年10月票據的條款及條件按其未償還本金額連同累計至到期日的利息悉數贖回票據，有關進一步詳情請參閱本公司日期為2021年10月31日的公告。

## 6、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。

## 7、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。

除下文所披露外，據董事所知，於報告期間，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。

本公司董事會僅由單一性別董事會組成，不符合上市規則第13.92條的規定。

本公司將建議額外委任一名不同性別的董事加入董事會，該董事須真正具備適合本公司未來一年業務所需的技能、經驗及才幹，以符合及遵守上市規則第13.92條的規定。

#### 8. Annual General Meeting

The forthcoming annual general meeting (“AGM”) will be held on Tuesday, 28 June 2022 and its notice and all other relevant documents will be published and despatched to the Shareholders in April 2022.

#### 9. Closure of Register of Members

For the purpose of determining the rights to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 23 June 2022 to Tuesday, 28 June 2022, 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, Link Market Services (Hong Kong) Pty Limited at Suite 1601, 16/F Central Tower, 28 Queen’s Road Central, Central, Hong Kong, for registration no later than 4:30 p.m. on Wednesday, 22 June 2022.

#### 10. 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 of the Company by the Directors.

After specific enquiries made to all Directors, Directors have confirmed their compliance with the required standards set out in the Model Code for the Reporting Period.

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

The Board has established its audit committee with written terms of reference in compliance with Rules 3.21 and 3.22 of the Listing Rules and code provision D.3 of the CG Code.

#### 8、股東週年大會

即將召開的股東週年大會（「股東週年大會」）將於2022年6月28日（星期二）舉行，其通告及所有其他相關文件將於2022年4月發佈並寄發予股東。

#### 9、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2022年6月23日（星期四）至2022年6月28日（星期二）（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2022年6月22日（星期三）下午四時三十分送交本公司位於香港證券登記分處Link Market Services (Hong Kong) Pty Limited，地址為香港中環皇后大道中28號中匯大廈16樓1601室，以作登記。

#### 10、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。

經向各董事作出具體查詢後，董事確認，彼等於報告期間一直遵守標準守則所載規定準則。

#### 11、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D.3條成立審核委員會，並設定書面職權範圍。

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 recommendation and advice to the Board, and to perform other duties and responsibilities as may be assigned by the Board. Our audit committee consists of three members, including Mr. Leung Yau Wan John, Mr. Lee Kwok Tung Louis and Mr. Au Yeung Po Fung. Our audit committee is chaired by Mr. Leung Yau Wan John, who has appropriate professional qualifications.

Our audit committee has reviewed the Company's audited consolidated financial statements for the year ended 31 December 2021 and confirmed that it has complied with all applicable accounting principles, standards and requirements, and made sufficient disclosures. Our audit committee has also discussed the matters of audit and financial reporting.

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss, consolidated statement of comprehensive income and the related notes thereto for the year ended 31 December 2021 as set out in this announcement have been agreed by the Company's auditor, Ernst & Young, to the amounts set out in the Group's consolidated financial statements for the year. The work performed by Ernst & Young in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants and consequently, no assurance has been expressed by Ernst & Young on this preliminary announcement.

#### 12. Publication of Annual Results and Annual Report on the Websites of the Stock Exchange and the Company

This annual results announcement is published on the website of the Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.rsunproperty.hk>). The annual report will be despatched to the shareholders of the Company in due course, and available for viewing on the websites of the Stock Exchange and the Company.

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。審核委員會包括三名成員，即梁又穩先生、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2021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。

本集團核數師安永會計師事務所同意，本公告所載本集團截至2021年12月31日止年度的綜合財務狀況表、綜合損益表、綜合全面收益表及相關附註的數字與本集團本年度綜合財務報表所載金額一致。安永會計師事務所就此進行的工作並不構成根據香港會計師公會頒佈的香港審計準則、香港審閱準則或香港核證工作準則而進行的核證工作，因此安永會計師事務所並無就本初步公告作出任何保證。

#### 12、於聯交所及本公司網站刊載年度業績及年度報告

年度業績公告登載於聯交所網站 (<http://www.hkexnews.hk>) 及本公司網站 (<http://www.rsunproperty.hk>)。年度報告將適時寄發予本公司股東，並將於聯交所及本公司網站上可供查閱。

## OUTLOOK FOR 2022

Into 2022, under the adversity of a slowdown in economic growth, dampened property sales and investment activities, slackened consumption growth, as well as the widespread and frequent onset of COVID-19 pandemic, and in view of the upcoming convention of the Twentieth National Congress of China in 2022, “upholding stability and seeking progress while maintaining stability” will become the general keynote in the economy-related efforts of the central government and local governments in China in 2022. Proactive monetary policies and fiscal policies and various pro-growth policies will be rolled out successively.

“Houses are for living, not for speculation” remains the long-lasting general keynote in government policy, while the target of “Three Stabilities” (stable land prices, house prices and expectations) in the real estate market further solidifies through long-term mechanism. In the process of continual deepening of the adjustment trend of the real estate market, the expectations on credit improvements become more prominent, whilst the possibility of substantial credit loosening is remote under banks’ imposition of the “Two Red Lines” supervision. It is expected that relevant measures safeguarding the healthy development of the real estate market and those safeguarding the legitimate interests of house consumers will be put into thorough practice. Policies guaranteeing delivery of property projects may be further improved, rejuvenating market confidence.

Going forward, it is expected that the macroeconomic policies of China will remain consistent, stable, more precise and more coordinated. At high times of debt maturities when property enterprises face the pressure of liquidity and the risk of delayed delivery of property projects, the state will adopt prudent management of real estate financing, which reiterates the property enterprises’ own duty and liability and enforce the duty of management of the government. Whilst the industry’s scale remains, the overall performance of the real estate market will tend to becoming stable amidst changes. The industry will return to the essence of residence, the market will return to the essence of supply and demand, and the property enterprises will return to the essence of operation.

## 2022年展望

展望2022年，在經濟增速回落，房地產銷售與投資活動下滑，消費增長乏力和2019新型冠狀病毒疫情多點局部頻發等嚴峻形勢下，以及2022年即將召開「二十大」的背景下，「穩字當頭、穩中求進」將成為2022年全年貫穿中央政府和各級地方政府經濟工作的總體基調。積極的貨幣政策和財政政策，以及諸多穩增長政策將會陸續出台。

「房住不炒」總基調長期不變，房地產市場「三穩」（穩地價、穩房價、穩預期）目標進一步通過長效機制進行夯實。在房地產市場調整態勢繼續深化的過程中，信貸環境改善預期較為明顯，但在銀行端「兩道紅線」監督下，信貸端大幅放鬆的可能性較小。預計維護房地產市場健康發展，維護住房消費者合法權益的相關措施將得到更好的貫徹落實，各地保交付政策或將進一步完善，有利於市場恢復信心。

展望未來，預計國家調控政策保持連續性、穩定性，加強精準性、協調性，同時償債高峰引起房企流動性壓力和逾期交付風險，國家實施房地產金融審慎管理，壓實企業主體責任，落實政府管理責任。但行業規模仍在，房地產市場總體表現將變中趨穩，行業回歸居住本源，市場回歸供需本源，房企回歸經營本源。



In terms of product strategies, the Group will conduct precise and thorough research on cities and customers and realize product research and innovation based on “scenario iteration” and “health/aesthetics/wisdom”. We will realize continuous upgrade through “Hongzhu construction craftsmanship” and “Hongxin service quality” to ensure the long-lasting competitiveness of our products.

In terms of operation strategies, the Group will be operation- and customer-oriented to forge the competitive “six integrations”, thereby enhancing the systemic institutional capabilities.

In terms of investment strategies, the Group will adhere to expanding its investment channels in a diversified manner. We will invest in the new first- and second-tier cities with strong foothold and make prudent investment decisions based on the principle of cash flow safety. By deepening our intensive and meticulous development in premium core cities, we aim to achieve a high realization rate for project investments. At the same time, through the implementation of the dual-driven synergic development in property development and commercial real estate, the efficiency of residential investment and the commercial operating profit will be improved, and mutual empowerment and linkage development can be achieved.

In terms of financial strategies, the Group will adhere to complying with the financial strategies and credit metrics management as required by the national policies as well as the green tier requirements under the “Three Red Lines” assessment. By sustaining our healthy financial strategies, we will improve the credibility level of the Company and expand our accessibility to capital markets with an aim to constantly reducing our finance costs and supporting the healthy and sustainable growth of the Company.

在產品策略上，本集團進行精準細緻的城市和客戶研究，基於「場景迭代」和「健康／美學／智慧」進行產品研發創新，「弘築建造工藝」和「弘心服務品質」持續升級，保障產品力的持久呈現。

在運營策略上，本集團將以經營為中心，以客戶為中心，打造有競爭力的「六個一體化」，提升系統性的體系能力。

在投資策略上，本集團會堅持多元化拓展投資渠道，投資已深耕聚焦的新一二線城市，以現金流安全為原則審慎投資，圍繞優質中心城市精耕細作，實現項目投資的高兌現度。同時通過地產商業雙輪驅動，提升住宅投資效益，提高商業運營利潤，相互賦能，聯動發展。

在財務策略上，本集團堅持符合國家政策要求的財務策略和信用指標管理，符合「三道紅線」的綠檔要求，保持穩健的財務戰略，提升公司信用水平，拓展資本市場渠道，持續降低融資成本，支持公司穩健可持續增長。

Going forward, the Group will enshrine upon the “Yan’an Spirit” in the new era which emphasizes hard work fostered by communists of the older generation, with an unyielding mindset ready for persistent efforts. The Group will constantly uphold the core values of “professionalism and building credibility for the long term”, the corporate spirit of “Health, Hard work and Benevolence”, the “talent-, fighter- and contributor- oriented” talent concept as well as the team culture of “practicality, vitality and affinity”. Persisting in strengthening foothold and establishing deep presence, having dual-driven development in property development and commercial real estate, adopting sustainable and stable development strategies which are profit-oriented and of high quality, and enhancing operating earnings level of assets held to control liabilities and increase interests, the Group seeks to continually create value for customers, obtain recognitions from customers, strengthen its brand influence, provide products and services of premium quality, put customers in the first place and reshape values.

展望未來，本集團會發揚艱苦奮鬥的新時代「延安精神」，不屈不撓，再接再厲，持續秉承「在商言人，誠者致遠」的核心價值觀，「健康、拚搏、大愛」的公司精神，「以人才為本，以拚搏者和貢獻者為本」的人才理念和「務實簡單、活力陽光、人文關懷」的團隊文化。堅持聚焦深耕、雙輪驅動，實施利潤導向有質量可持續穩健發展戰略，提升持有資產運營盈利水平，控負債，提權益。持續為客戶創造價值，贏得客戶認同，強化品牌影響力，提供優質產品和服務，客戶至上，價值重塑。

## EXECUTIVE DIRECTORS

**Mr. ZENG Huansha (曾煥沙)**, aged 54, 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 Redsun Properties, 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 Redsun Properties.

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 Redsun Properties 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 executive vice president of the China Overseas Chinese Entrepreneurs Investment Enterprise Association (中國僑商會常務副會長) since January 2008; 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，54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。其為弘陽置地、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)、弘陽地產投資及弘陽置地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，曾先生成立弘陽置地，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月起擔任中國僑商會常務副會長；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。

**Mr. Yuan Chun (袁春)**, aged 48, has been appointed as an executive Director, the Chief Executive Officer and a member of the remuneration committee of the Board with effect from 29 January 2021. He was appointed as an associate president of the Group from October 2019 to January 2021. He was the president of Hongkun Group Co., Ltd.\* (鴻坤集團有限公司) from October 2017 to October 2019. He served as the general manager of Hangzhou Longfor Real Estate Development Co., Ltd.\* (杭州龍湖房地產開發有限公司) from March 2010 to January 2014, and was re-designated as the vice president of Longfor Group Holdings Limited (龍湖集團控股有限公司) together with its subsidiaries, a company listed on The Stock Exchange of Hong Kong Limited (stock code: 00960), from January 2014 to October 2017. Prior to joining Hangzhou Longfor Real Estate Development Co., Ltd.\*, he worked for China Overseas Land & Investment Ltd. (中國海外發展有限公司) from July 1996 to March 2010.

He graduated from Tongji University (同濟大學) in the People's Republic of China and obtained a bachelor degree in Heating and Ventilating in 1996.

**Mr. Zeng Junkai (曾俊凱)**, aged 28, has been appointed as an executive Director, a member of the remuneration committee of the Board and a vice president of the Company with effect from 26 February 2021. He has served as the chairman of the board and a non-executive director of Redsun Services Group Limited ("Redsun Services"), a company listed on The Stock Exchange of Hong Kong Limited (stock code: 1971), since 23 December 2021. He has been the general manager of the Nanjing regional companies (南京區域公司總經理) of the Group since January 2021. He served as the general manager of the Chengdu regional companies (成都區域公司總經理) of the Group from October 2018 to January 2021 and the assistant president of Hong Yang Group Company, the controlling shareholder of the Company, from May 2016 to October 2018.

Mr. Zeng Junkai graduated from Wharton School of Business, University of Pennsylvania in the United States of America and obtained a bachelor degree in Economics (majoring in Finance) in May 2016. Mr. Zeng Junkai is a youth committee member of China Overseas Chinese Entrepreneurs Association, an executive committee member of Federation of Industry and Commerce of Jiangsu Province and the executive vice president of Jiangsu Young Entrepreneurs Federation. Mr. Zeng Junkai is the son of Mr. Zeng Huansha, the chairman of the Company, an executive Director and a controlling shareholder of the Company.

**袁春先生**，現年48歲，自2021年1月29日起，袁春先生已獲委任為執行董事、行政總裁及董事會薪酬委員會成員。於2019年10月至2021年1月獲委任為本集團聯席總裁。彼於2017年10月至2019年10月曾擔任鴻坤集團有限公司總裁。彼於2010年3月至2014年1月擔任杭州龍湖房地產開發有限公司總經理，並於2014年1月至2017年10月獲調任為龍湖集團控股有限公司（連同其附屬公司）副總裁，該公司為於香港聯合交易所有限公司上市的公司（股份代號：00960）。於加入杭州龍湖房地產開發有限公司前，彼於1996年7月至2010年3月曾任職於中國海外發展有限公司。

彼於1996年畢業於中華人民共和國同濟大學，取得暖通專業學士學位。

**曾俊凱先生**，現年28歲，自2021年2月26日起獲委任為執行董事、董事會薪酬委員會成員及本公司副總裁。自2021年12月23日起擔任弘陽服務集團有限公司「弘陽服務」，一家於香港聯合交易所有限公司上市的公司（股份代號：1971）董事會主席、非執行董事。自2021年1月起擔任本集團南京區域公司總經理。彼於2018年10月至2021年1月擔任本集團成都區域公司總經理，並於2016年5月至2018年10月擔任本公司控股股東弘陽集團的助理總裁。

曾俊凱先生於2016年5月畢業於美國賓夕法尼亞大學沃頓商學院，取得經濟學學士學位（主修金融）。曾俊凱先生為中國僑商投資企業協會青年委員、江蘇省工商聯執委及江蘇省青年企業家聯合會常務副會長。曾俊凱先生為本公司主席、執行董事兼控股股東曾煥沙先生的兒子。

**Mr. Lui Wai Pang (雷偉彬)**, aged 49, has been our executive Director and vice president since July 5, 2019. Prior to joining our Group, Mr. Lui was the chief financial officer, the joint company secretary and the authorised representative of Times China Holdings Limited (stock code: 1233), since March 2015 and was re-designated as the chief financial officer, the company secretary and the authorized representative from August 2018 to June 2019. From September 2006 to March 2015, Mr. Lui worked with Agile Group Holdings Limited (stock code: 3383), with his last position as a financial controller. Mr. Lui also worked in several listed companies in Hong Kong, during which he participated in initial public offering projects and was responsible for matters relating to corporate finance and financial reporting.

Mr. Lui has over 20 years of working experience in accounting, corporate finance and investor relations. Mr. Lui is a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants. He holds a bachelor degree of Business Administration in Accounting from the Hong Kong University of Science and Technology.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. LEUNG Yau Wan John (梁又穩)**, aged 62, 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 Investment & Development Group, where he is responsible for managing project developments and project finance. Additionally, Mr. Leung has been the managing director at JR Plus Capital Limited, since November 2015. Mr. Leung has over 15 years of experience in the PRC real estate industry. Before joining our Group, Mr. Leung served as the chief financial officer of listed real estate and commercial property development companies, including China Aoyuan Group Limited (Stock Exchange stock code: 3883) and South China Land Limited (currently known as South China Assets Holdings Limited) (Stock Exchange stock code: 8155) between May 2010 and October 2013.

**雷偉彬先生**，49歲，自2019年7月5日起擔任執行董事及副總裁。加入本集團前，雷先生自2015年3月起擔任時代中國控股有限公司(股份代號：1233)的首席財務官、聯席公司秘書兼授權代表，並於2018年8月至2019年6月調任為首席財務官、公司秘書兼授權代表。自2006年9月至2015年3月，雷先生任職於雅居樂集團控股有限公司(股份代號：3383)，最後擔任的職位為財務總監。雷先生亦曾於香港多家上市公司任職，參與首次公開發售項目並負責企業融資及財務報告有關的事宜。

雷先生在會計、企業融資及投資者關係方面擁有逾20年工作經驗。雷先生為英國特許公認會計師公會資深會員及香港會計師公會會員。其於香港科技大學取得工商管理(會計學)學士學位。

## 獨立非執行董事

**梁又穩先生**，62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，梁先生擔任東彥投資發展集團的執行董事，其於該公司負責管理項目開發及項目融資；此外，自2015年11月起，梁先生亦為卓穩資本有限公司的董事總經理。梁先生於中國房地產業擁有逾十五年經驗。加入本集團之前，梁先生於2010年5月至2013年10月曾擔任上市房地產及商業物業開發公司的首席財務官，其中包括中國奧園集團股份有限公司(聯交所股份代號：3883)；南華置地有限公司(現為南華資產控股有限公司)(聯交所股份代號：8155)。

In addition, Mr. Leung served as the general manager of finance department (Eastern China) of K Wah Construction Materials (China) Limited and the group financial controller of SPG Land (Holdings) Limited (currently known as Greenland Hong Kong Holdings Limited (Stock Exchange stock code: 0337)) between June 2006 and May 2010 respectively. Previously, Mr. Leung had also served as the chief financial officer and company secretary of China Aoyuan Group 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, delisted in December 2020 (Stock Exchange stock code: 198)), 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. 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.

Since November 2019, Mr. Leung has been an independent non-executive director of Beng Soon Machinery Holdings Limited (Stock Exchange stock code: 1987). Since February 2020, Mr. Leung has been an independent non-executive director of Siberian Mining Group Company Limited (Stock Exchange stock code: 1142). 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. He obtained a Graduate Diploma in Law from Oxford Brookes University in the United Kingdom in September 2021. In November 1995, Mr. Leung was admitted as a Certified Practising Accountant 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.

此外，於2006年6月至2010年5月，梁先生亦曾分別先後擔任嘉華建材(中國)有限公司的(華東)財務部總經理及擔任盛高置地(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。梁先生在中國奧園集團股份有限公司任職期間任首席財務官及公司秘書，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月擔任星美國際集團有限公司(現稱星美控股集團有限公司，於2020年12月取消上市，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的財務部副總經理，兼任粵海資產管理有限公司的董事及首席財務官。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首席財務官。

自2019年11月起，梁先生為Beng Soon Machinery Holdings Limited(聯交所股份代號：1987)之獨立非執行董事；自2020年2月起，梁先生為西伯利亞礦業集團有限公司(聯交所股份代號：1142)之獨立非執行董事。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。於2021年9月獲得英國牛津布魯克斯大學的法律文憑，1995年11月，梁先生成為澳大利亞註冊會計師公會(現稱澳大利亞會計師公會)註冊會計師，後於1996年2月註冊為香港會計師公會註冊會計師。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會會員及香港獨立非執行董事協會創會會員。

**Mr. Lee Kwok Tung Louis (李國棟)**, aged 54, 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 accumulated and possessed extensive experience with large groups, listed groups and professional firms in financial management, accounting and auditing since 1993.

In addition, Mr. Lee currently holds directorships in other listed companies asset out below:

**李國棟先生**，54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，通過擔任大型集團、上市集團及專業事務所等職務累積了大量有關財務管理、會計及審計之經驗。

此外，李先生目前於下列其他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
Zonbong Landscape Environmental Limited (中邦園林環境股份有限公司)	Landscape and ecological restoration project service provider 園林及生態修復項目服務 提供商	Main Board of the Stock Exchange (Stock code: 1855) 聯交所主板 (股份代號：1855)	Independent non-executive director from January 2021 to present 2021年1月至今， 擔任獨立非執行董事
TitanInvo Technology Limited (泰坦智華科技有限公司)	Automotive driving assistance system (ADAS) and other automotive components supplier 智能輔助駕駛系統(ADAS)及 其他汽車組件提供商	Main Board of the Stock Exchange (Stock code: 872) 聯交所主板 (股份代號：872)	Independent non-executive director from August 2020 to present 2020年8月至今， 擔任獨立非執行董事
CGN Mining Company Limited (中廣核礦業有限公司)	Investment holding company principally engaged in the investment and trading of natural uranium 主要從事天然鈾投資及 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
Fusen Pharmaceutical Co. Ltd. (福森藥業有限公司)	Manufacturing and sale of pharmaceutical products 主要從事製造及銷售藥品	Main Board of the Stock Exchange (Stock code: 1652) 聯交所主板 (股份代號：1652)	Independent non-executive director from April 2019 to present 2019年4月至今， 擔任獨立非執行董事

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 54, has been our independent non-executive Director since June 25, 2018. He is responsible for supervising and providing independent judgment to our Board. 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:

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**，54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。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
Zhenro Services Group Limited (正榮服務集團有限公司)	Property Services and management 物業服務及管理	Main Board of the Stock Exchange (stock code: 6958) 聯交所主板 (股份代號：6958)	Independent non-executive director, since July 2020 2020年7月起， 擔任獨立非執行董事
Sunkwan Properties Group Limited (上坤地產集團有限公司)	Property development and investment 物業開發及投資	Main Board of the Stock Exchange (stock code: 6900) 聯交所主板 (股份代號：6900)	Independent non-executive director, since October 2020 2020年10月起， 擔任獨立非執行董事
Sinic Holdings (Group) Company Limited (新力控股(集團)有限公司)	Property development and investment 物業開發及投資	Main Board of the Stock Exchange (stock code: 2103) 聯交所主板 (股份代號：2103)	Independent non-executive director, chairman of the remuneration committee and member of the audit committee and nomination committee since August 2019 2019年8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



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
Zhongliang Holdings Group Company Limited  (中梁控股集團有限公司)	Property development and investment  物業開發及投資	Main Board of the Stock Exchange (stock code: 2772)  聯交所主板 (股份代號：2772)	Independent non-executive director, chairman of the audit committee and member of the remuneration committee since June 2019 2019年6月起，擔任獨立 非執行董事、審核委員會 主席及薪酬委員會成員
GR Properties Limited  (國銳地產有限公司)	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 from July 2017 to February 2020 2017年7月至2020年2月， 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) Co. Ltd.  (三盛控股(集團)有限公司)	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) Co. Ltd. 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)有限公司財務 總監

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
Sun Hung Kai Properties Limited (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

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。

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 (中國天然氣集團有限公司)	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 from July 2016 to September 2019 2016年7月至2019年9月，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 (南華集團控股有限公司)	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 Co., Ltd. (杉杉品牌運營股份有限公司)	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 to June 2021 2018年5月至2021年6月，擔任獨立非執行董事
eBroker Group Limited (電子交易集團有限公司)	Financial technology solution provider 金融科技解決方案供貨商	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

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. Yuan Chun (袁春)**, please refer to the above disclosure.

**Mr. Zeng Junkai (曾俊凱)**, please refer to the above disclosure.

**Mr. Lui Wai Pang (雷偉彬)**, please refer to the above disclosure.

**Mr. CHEN Bin (陳彬)**, aged 53, 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.

歐陽先生預計，任職於上述現任職位（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會議，並擔任審核委員會、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

**袁春先生**，請參考上文披露。

**曾俊凱先生**，請參考上文披露。

**雷偉彬先生**，請參考上文披露。

**陳彬先生**，53歲，天津商學院製冷工程學士學位，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。

**Mr. SHEN Guangping (申廣平)**, aged 38, obtained a bachelor's degree in Accounting from Tongji University, a master's degree in Accounting from Shanghai Jiao Tong University and 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.

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. From 28 November 2018 to 31 July 2020, he served as the Company's financial controller. He has been serving as the Company's chief financial officer with effect from 1 August 2020.

## COMPANY SECRETARY

**Mr. Li Yonggang (李永剛)**, aged 45, has been appointed as a joint company secretary of the Company since 23 April 2019. Mr. Lee has also been appointed as a joint secretary of Redsun Services Group Limited (Stock Code: 1971.HK) on 25 March 2021. He has been the head of listing office of Hong Yang Group Company Limited since September 2016. He is primarily responsible for the listing and compliance matters of the Group. Mr. Li has over 10 years of experience in the corporate governance and company secretarial field.

**申廣平先生**，38歲，同濟大學會計學學士，上海交通大學會計專業碩士，中歐國際工商學院EMBA，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。

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28日-2020年7月31日擔任公司財務總監。2020年8月1日擔任公司首席財務官。

## 公司秘書

**李永剛先生**，45歲，自2019年4月23日起獲委任為本公司的聯席公司秘書，李先生於2021年3月25日兼任弘陽服務集團有限公司(股票代號：1971.HK)聯席秘書。自2016年9月起為弘陽集團有限公司上市辦公室主任。彼主要負責本集團的上市及合規事宜。李先生於企業管治及公司秘書方面擁有超過10年經驗。

Before joining the Company, from 2000 to 2008, he served as a financial staff of Anhui BBCA Biochemical Co., Ltd., LTD (now renamed as COFCO Biotechnology Co., Ltd., stock code: SZ000930) and Anhui Fengyuan Pharmaceutical Co., Ltd. (Stock Code: SZ000153), and served as a chief financial officer of BBCA France SAS and BBCA Belgium NV, the deputy head of financial department and investment development department of Anhui Fengyuan Group Co., Limited. From 2008 to 2011, he served as secretary to the board and chief financial officer of Anhui Tiger Biotechnology Co., Ltd. From 2011 to 2016, he served as the deputy general manager and secretary to the board of Taifu Industrial Co., Ltd. (now renamed as Yunding Technology Co., Ltd., stock code: SZ000409).

Mr. Li obtained a bachelor degree of economics from Zhengzhou Grain College (now known as Henan University of Technology) in June 2000, a master degree of management from Anhui University of Finance and Economics in June 2013 and an undergraduate diploma in law from Nanjing University in July 2020. Mr. Li was awarded the qualification of Middle Grade Accountant by the Personnel Department in Anhui Province in May 2009, and he was awarded the qualification of Middle Grade Economist by the Human Resources and Social Security Department in Shandong Province in November 2014. With extensive working experience, Mr. Li is familiar with the PRC laws, company secretarial and compliance matters of the Company. Mr. Li was a core team member participating in the whole process of the preparation for the listing of the Company on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

**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 Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators).

加入本公司前，於2000年至2008年，彼擔任安徽豐原生物化學股份有限公司(現稱為中糧生物科技股份有限公司(股票代號：SZ000930)及安徽豐原藥業股份有限公司(股票代號：SZ000153)的財務人員，以及擔任豐原法國公司及豐原比利時公司的財務負責人，以及安徽豐原集團有限公司的財務部及投資發展部副部長。於2008年至2011年，彼擔任安徽泰格生物技術股份有限公司的董事會秘書及財務總監。於2011年至2016年，彼擔任泰復實業股份有限公司(現稱為雲鼎科技股份有限公司，股票代號：SZ000409)的副總經理及董事會秘書。

李先生於2000年6月取得鄭州糧食學院(現稱為河南工業大學)的經濟學學士學位，及於2013年6月取得安徽財經大學的管理學碩士學位，並於2020年7月取得南京大學法學專業本科畢業證書。李先生於2009年5月獲安徽省人事廳授予中級會計師職稱，並於2014年11月獲山東省人力資源和社會保障廳授予中級經濟師職稱。李先生擁有豐富的工作經驗，熟悉中國法律以及本公司公司秘書及合規事宜。李先生為核心小組成員，參與本公司於香港聯合交易所有限公司(「聯交所」)主板上市的整個籌備過程。

**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貨商)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特許公司治理公會(前稱為特許秘書及行政人員公會)的會士。

The Board presents the directors' report for the financial year ended 31 December 2021.

## CORPORATE INFORMATION

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

## PRINCIPAL OPERATIONS

The Group is a comprehensive property developer with a strong foothold in the Yangtze River Delta Region and a dual-driven synergic development in property development and commercial real estate, focusing on the development of residential properties, commercial property investment and operations as well as hotel operating management. Through implementing the investment strategy of "penetrating the Greater Jiangsu Region, strengthening foothold in major metropolitan areas and expanding into core cities" (做透大江蘇、深耕都市圈、做強中心城), the Group has been operating steadily to achieve sustainable 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 31 December 2021. 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 31 December 2021 are set out in the consolidated statement of comprehensive income of the Group in this annual report.

董事會提呈截至2021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，地產、商業雙輪驅動，協同發展的綜合性房企，專注於住宅物業開發、商業物業投資與運營和酒店運營管理。通過「做透大江蘇、深耕都市圈、做強中心城」的投資戰略，穩健經營，實現可持續發展。

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2021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2021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入表。

## 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 2022". 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 "Directors' 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 31 December 2021 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 31 December 2021 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 31 December 2021 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 31 December 2021 are set out in notes 29 and 30 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 31 December 2021 are set out in the consolidated statement of changes in equity in this annual report. As at 31 December 2021, the distributable reserve of the Company amounted to approximately RMB10,223.2 million.

## DIVIDEND

The Board does not recommends the payment of any dividend in respect of the year ended 31 December 2021.

## 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 — 2022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2021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2021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2021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2021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29及30。

## 儲備

本集團截至2021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2021年12月31日，本公司的可分派儲備約為人民幣10,223.2百萬元。

## 股息

董事會並不建議就截至2021年12月31日止年度派發任何股息。



## 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 31 December 2021, the five largest customers of the Group accounted for less than 30% of the revenue of the Group.

### Major Suppliers

The major suppliers of the Group are construction material suppliers and construction contractors. For the year ended 31 December 2021, 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

As of 31 December 2021, the Company has 3,338,635,000 Shares in issue.

## 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2021年12月31日止年度，五大客戶佔本集團收入30%以下。

### 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2021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

截至2021年12月31日，本公司已發行股份為3,338,635,000股。

## DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

The Directors during the year ended 31 December 2021 and up to the date of this annual report are:

### Executive Directors

Mr. Zeng Huansha (Chairman)  
Mr. He Jie (resigned on 29 January 2021)  
Mr. Yuan Chun (appointed on 29 January 2021)  
Mr. Zeng Junkai (appointed on 26 February 2021)  
Mr. Lui Wai Pang

### Non-Executive Director

Mr. Jiang Daqiang (resigned on 26 February 2021)

### Independent Non-executive Directors

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

### Directors' Service Contracts

Each of Mr. Zeng Huansha and Mr. He Jie, as executive Directors, has entered into a service contract with the Company for an initial term of three years commencing from the Listing Date respectively. Each of Mr. Lui Wai Pang, Mr. Yuan Chun and Mr. Zeng Junkai, as executive Directors, has entered into a service contract with the Company for an initial term of three years commencing from 5 July 2019, 29 January 2021 and 26 February 2021, respectively.

The non-executive Director 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 25 June 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).

## 董事及董事服務合同

於截至2021年12月31日止年度及直至本年報日期止之董事為：

### 執行董事

曾煥沙先生(主席)  
何捷先生(於2021年1月29日辭任)  
袁春先生(於2021年1月29日獲委任)  
曾俊凱先生(於2021年2月26日獲委任)  
雷偉彬先生

### 非執行董事

蔣達強先生(於2021年2月26日辭任)

### 獨立非執行董事

李國棟先生  
梁又穩先生  
歐陽寶豐先生

### 董事服務合同

執行董事曾煥沙先生及何捷先生已各自分別與本公司訂立服務合同，初始期限為自上市日期起計為期三年。執行董事雷偉彬先生、袁春先生及曾俊凱先生已各自與本公司訂立服務合同，初始期限為分別自2019年7月5日、2021年1月29日及2021年2月26日起計為期三年。

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同。

## 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 31 December 2021, 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 25 June 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2021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 31 December 2021.

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 31 December 2021.

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2021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2021年12月31日止年度已遵守其於不競爭契據下的承諾。

## CONTINUING CONNECTED TRANSACTIONS

## 持續關連交易

Pursuant to Chapter 14A of the Listing Rules, details of the Company's continuing connected transactions for the year ended 31 December 2021 are as follows:

根據上市規則第14A章，本公司截至2021年12月31日止年度的持續關連交易詳情如下：

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

### 1. 出租物業予南京弘陽家居有限公司

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

作為業主，本集團已訂立以下租約（「租約」）：

Date of the lease agreement:	1 October 2017, as amended by a supplemental agreement dated December 30, 2017
租賃協議日期：	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:	10 years from 1 October 2017
租約期限：	由2017年10月1日起10年
Landlord:	Nanjing Redsun Real Estate Development Co., Ltd., a subsidiary of the Company
業主：	本公司附屬公司南京紅太陽房地產開發有限公司
Tenant:	Nanjing Hong Yang Home Furnishing Co. Ltd. ("Nanjing Home Furnishing")
租戶：	南京弘陽家居有限公司（「南京弘陽家居」）
Use of property:	Home furnishing mall
物業用途：	家居商場
Location and size of property:	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")
物業位置及面積：	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:	RMB31.5 during the period from 1 October 2017 to 31 December 2017; RMB108 for the period from 1 January 2018 to 30 September 2020; RMB124.2 for the period from 1 October 2020 to 30 September 2023; RMB142.83 for the period from 1 October 2023 to 30 September 2026; and RMB157.11 for the period from 1 October 2026 to 30 September 2027.
月租金每平方米：	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。

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

On 9 November 2020, Hong Yang Land entered into a supplemental leasing agreement (the “**Supplemental Leasing Agreement**”) with Nanjing Home Furnishing, pursuant to which, the monthly rent per square meter of the Premise has been revised as follows:

- (i) RMB124.2 for the period from 1 October 2020 to 31 October 2020;
- (ii) RMB237.9 for the period from 1 November 2020 to 31 December 2020;
- (iii) RMB137.55 for the period from 1 January 2021 to 31 December 2021;
- (iv) RMB144.43 for the period from 1 January 2022 to 31 December 2022; and
- (v) RMB151.65 for the period from 1 January 2023 to 31 December 2023.

截至2020年12月31日止三個年度各年南京弘陽家居根據租約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。

於2020年11月9日，弘陽置地與南京弘陽家居訂立補充租賃協議（「**補充租賃協議**」），據此，該物業的每平方米月租金已修訂如下：

- (i) 2020年10月1日至2020年10月31日期間為人民幣124.2元；
- (ii) 2020年11月1日至2020年12月31日期間為人民幣237.9元；
- (iii) 2021年1月1日至2021年12月31日期間為人民幣137.55元；
- (iv) 2022年1月1日至2022年12月31日期間為人民幣144.43元；及
- (v) 2023年1月1日至2023年12月31日期間為人民幣151.65元。

Accordingly, the annual caps of the rental fees payable by Nanjing Home Furnishing for the year ended 31 December 2020 have been revised to from RMB213,456,070 to RMB249,556,000, and the annual caps for each of the year ending 31 December 2021, 31 December 2022 and 31 December 2023 have been renewed as RMB262,033,800, RMB275,140,200 and RMB288,894,400, respectively. The rent for the first six months of each year shall be paid on or before 31 August of the same year, and the rent for the second half of each year shall be paid on or before 30 April of the following year to the designated bank account of Hong Yang Land. Hong Yang Land shall issue special value-added tax invoice(s) to Nanjing Home Furnishing pursuant to the terms of the Supplemental Leasing Agreement.

Saved as disclosed above, all the terms and conditions of the Lease shall remain unchanged and in full force and effect and binding on the parties. In case of any conflict or inconsistency between the terms of the Lease and the Supplemental Leasing Agreement, the terms of the Supplemental Leasing Agreement shall prevail.

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.

因此，南京弘陽家居於截至2020年12月31日止年度應付的租金費用年度上限已由人民幣213,456,070元修訂為人民幣249,556,000元，於截至2021年12月31日、2022年12月31日及2023年12月31日止年度各年的年度上限已分別續訂為人民幣262,033,800元、人民幣275,140,200元及人民幣288,894,400元。各年度首六個月的租金須於同年8月31日或之前支付，而各年度下半年的租金則須於翌年4月30日或之前支付，該等租金須支付予弘陽置地指定的銀行賬戶。弘陽置地須根據補充租賃協議條款向南京弘陽家居發出增值稅專用發票。

除上文披露者外，租約的所有條款及條件將維持不變，且具有十足效力及生效，並對訂約方具有約束力。倘租約條款與補充租賃協議條款之間存有任何衝突或歧義，概以補充租賃協議條款為準。

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: 協議日期：	25 June 2018 2018年6月25日
Effective period: 有效期：	From the Listing Date and up to and including 31 December 2020 自上市日期起至2020年12月31日(包括當日)
Parties: 訂約方：	Nanjing Hong Yang Property Management Co. Ltd. (as service provider); and 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:  物業管理費：	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.  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。

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 31 December 2018, 2019 and 2020 is RMB8.5 million, RMB9.1 million and RMB10.5 million, respectively.

## 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：

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。



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.

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"**):

(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**」）：

Date of agreement: 協議日期：	25 June 2018 2018年6月25日
Effective period: 有效期：	From the Listing Date and up to and including 31 December 2020 自上市日期起至2020年12月31日（包括當日）
Parties: 訂約方：	Nanjing Hong Yang Property Management Co. Ltd. (as service provider); and 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: 物業管理費：	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. 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 ended December 31, 2018, 2019 and 2020 is RMB28.0 million, RMB62.6 million and RMB68.0 million, respectively.

*(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: 協議日期：	25 June 2018 2018年6月25日
Effective period: 有效期：	From the Listing Date and up to and including 31 December 2020 自上市日期起至2020年12月31日(包括當日)
Parties: 訂約方：	Nanjing Hong Yang Property Management Co. Ltd. (as service provider); and 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: 物業管理費：	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. 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 ended 31 December 2020 is RMB43,618,000, RMB47,470,000 and RMB48,143,000, respectively.

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) 向辦公區、酒店及購物商場提供管理服務*

本公司已就辦公區、酒店及購物商場的管理及相關服務訂立以下框架管理服務協議(「商業物業管理服務協議」)：

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。

On 11 March 2020, the Company and Nanjing Hongyang Property Management Co. Ltd. entered into the property management services master framework agreement (the “**Property Management Services Master Framework Agreement**”) for a term from 11 March 2020 to 31 December 2022, to combine the then existing management services framework agreements with Nanjing Hongyang Property Management Co. Ltd:

於2020年3月11日，本公司與南京弘陽物業管理訂立物業管理服務框架協議（「**物業管理服務框架協議**」），年期由2020年3月11日至2022年12月31日，以匯併當時與南京弘陽物業管理有限公司的現有管理服務框架與協議：

Date: 日期：	11 March 2020 2020年3月11日
Parties: 訂約方：	(a) Nanjing Hongyang Property Management (as services provider) (a) 南京弘陽物業管理（作為服務提供者） (b) the Company (as services recipient) (b) 本公司（作為服務接受者）
Term: 年期：	from 11 March 2020 to 31 December 2022, subject to renewal by mutual agreement of the parties thereto and compliance with the requirements under Chapter 14A of the Listing Rules and all other applicable laws and regulations. 2020年3月11日至2022年12月31日，可由協議訂約方於符合上市規則第14A章項下規定以及所有其他適用法律及法規的情況下經互相協定予以重續。

Scope of services:  
服務範圍：

(i) **Pre-delivery property management and related services**  
(i) **交付前物業管理及相關服務**

Members of the Nanjing Hongyang Property Management Group shall provide pre-delivery property management and related services to members of the Group, including but not limited to planning and design, equipment selection, inspection for each unit, cleaning, gardening, maintenance of public order and security in the phases of property preparation, general layout as well as construction drawings, execution, completion and delivery period in respect of the property projects of the Group.

南京弘陽物業管理集團成員公司應就本集團物業項目於項目準備階段、整體佈局階段、施工圖設計階段、施工建設階段、竣工階段及交付期間向本集團成員公司提供交付前物業管理及相關服務，包括但不限於規劃設計、設備選型、一戶一驗、清潔、園藝、維護公共秩序與安保等服務。

(ii) **Display units and property sales venues management services**  
(ii) **專櫃及物業銷售處管理服務**

Members of the Nanjing Hongyang Property Management Group shall provide management and related services to the display units and property sales venues of the property projects during the sales period of the property projects of the Group, including but not limited to cleaning, gardening, maintenance of public order and security services to the aforesaid venue.

南京弘陽物業管理集團成員公司應於本集團物業項目銷售期內，就物業項目的專櫃及物業銷售處提供管理及相關服務，包括但不限於為上述場所提供清潔、園藝、維護公共秩序與安保服務。

(iii) **Pre-delivery property management services for unsold properties**

(iii) **就尚未出售物業的交付前物業管理服務**

Members of the Nanjing Hongyang Property Management Group shall provide pre-delivery property management services to members of the Group for unsold properties (including car parking spaces), including but not limited to security, cleaning, gardening, repair and maintenance.

南京弘陽物業管理集團成員公司應就尚未出售的物業（包括車位）向本集團成員公司提供交付前物業管理服務，包括但不限於安保、清潔、園藝、維修和保養服務。

(iv) Commercial properties management services

(iv) 商業物業管理服務

Members of the Nanjing Hongyang Property Management Group shall provide management and related services to the commercial properties including office areas, hotels and shopping malls owned or operated by the Group and relevant common areas, including but not limited to cleaning, gardening, maintenance of public order and security services to the aforesaid venues.

南京弘陽物業管理集團成員公司應就本集團自有或運營的辦公區、酒店及購物商場等商業物業以及有關公共區域提供管理及相關服務，包括但不限於為上述場所提供清潔、園藝、維護公共秩序與安保服務。

Definitive service agreements will be entered into between the relevant members of the Group and the relevant members of the Nanjing Hongyang Property Management Group for the provision of the Services. Each definitive agreement will set out the relevant Services to be provided by the relevant members of the Nanjing Hongyang Property Management Group to the relevant members of the Group and the service fees. The definitive service agreements may only contain provisions which are in all material respects consistent with the binding principles, guidelines, terms and conditions set out in the Property Management Services Master Framework Agreement.

本集團有關成員公司將與南京弘陽物業管理集團有關成員公司就提供服務訂立最終服務協議。各份最終協議將載列南京弘陽物業管理集團有關成員公司將向本集團有關成員公司提供的有關服務及服務費。最終服務協議或僅載有在所有重大方面與物業管理服務框架協議所載具有約束力的原則、指引、條款及條件一致的條文。

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Pricing policy:

The relevant members of the Nanjing Hongyang Property Management Group shall, where they are selected following the relevant tender processes and other quotation procedures for selection of services providers, provide management and related services to the Group according to the tender and quotation documents and definitive management services agreements to be entered into between relevant members of the Nanjing Hongyang Property Management Group and the Group from time to time.

定價政策：

南京弘陽物業管理集團有關成員公司應在通過有關招標及其他報價程序等選擇服務供應商的程序後獲選的情況下，根據標書及報價文件和將由南京弘陽物業管理集團有關成員公司與本集團不時訂立的最終管理服務協議向本集團提供管理及相關服務。

The management fees payable by the Group shall be determined based on arm's length negotiation between the members of the Group and members of the Nanjing Hongyang Property Management Group, with reference to a wide range of factors including but not limited to (i) nature, age, infrastructure features, geographical location and neighborhood profile of the relevant properties; (ii) prevailing market price charged by other independent third party services providers to the Group in respect of comparable services; and (iii) any applicable rates recommended by the relevant government authorities.

本集團應付管理費將由本集團成員公司與南京弘陽物業管理集團成員公司經公平磋商釐定，當中經參照各項不同因素，包括但不限於(i)相關物業的性質、樓齡、基礎設施、地理位置和鄰里情況；(ii)其他獨立第三方服務提供者就相若服務向本集團收取的現行市價；及(iii)相關政府部門設定的任何適用指導價。

The transactions contemplated under the Property Management Services Master Framework Agreement shall be on normal commercial terms, on terms no less favorable to the Company than those offered by independent third party services providers in respect of comparable services and on terms that are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

物業管理服務框架協議項下擬進行交易應建基於一般商務條款，且條款對本公司而言不遜於獨立第三方服務提供者就相若服務提供者，屬公平合理，並符合本公司及股東整體利益。

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The proposed annual caps for the transactions contemplated under the Property Management Services Master Framework Agreement for the three years ending 31 December 2022 and the basis of determination for such annual caps are set out as follows:

物業管理服務框架協議項下擬進行交易截至2022年12月31日止三個年度的建議年度上限及釐定有關年度上限的基準載列如下：

	For the year ended 31 December 2020 截至2020年 12月31日 止年度 (RMB'000) (人民幣千元)	For the year ended 31 December 2021 截至2021年 12月31日 止年度 (RMB'000) (人民幣千元)	For the year ending 31 December 2022 截至2022年 12月31日 止年度 (RMB'000) (人民幣千元)
Expected maximum amount for the Services to be charged to the Group by the Nanjing Hongyang Property Management Group	226,933	284,171	325,973

Nanjing Hongyang Property Management is indirectly wholly-owned by Mr. Zeng Huansha, a controlling Shareholder and an executive Director. Accordingly, Nanjing Hongyang Property Management is an associate of Mr. Zeng Huansha and therefore a connected person of the Company.

南京弘陽物業管理由控股股東兼執行董事曾煥沙先生間接全資擁有。因此，南京弘陽物業管理乃曾煥沙先生的聯繫人，故為本公司的關連人士。

### 3. Provision of parking space sales and leasing agency services by connected persons

The Company and Nanjing Hongyang Property Management Co. Ltd has entered into a parking space sales and leasing agency services framework agreement (the "**Parking Space Sales and Leasing Agency Services Framework Agreement**"), pursuant to which the Nanjing Hongyang Property Management Group agreed to provide sales and leasing agency services to the Group in respect of the unsold parking spaces of the Group:

Date of Agreement: 協議日期：	11 March 2020 2020年3月11日
Parties: 訂約方：	(a) Nanjing Hongyang Property Management Co. Ltd (as services provider) (a) 南京弘陽物業管理有限公司(作為服務提供者)  (b) the Company (as services recipient) (b) 本公司(作為服務接受者)
Term: 年期：	from 11 March 2020 to 31 December 2022, subject to renewal by mutual agreement of the parties thereto and compliance with the requirements under Chapter 14A of the Listing Rules and all other applicable laws and regulations. 2020年3月11日至2022年12月31日，可由協議訂約方於符合上市規則第14A章項下規定以及所有其他適用法律及法規的情況下經互相協定予以重續。
Scope of services: 服務範圍：	Members of Nanjing Hongyang Property Management Co. Ltd and its subsidiaries (the "Nanjing Hongyang Property Management Group") shall provide sales and leasing agency services to Group in respect of the unsold parking spaces owned by the Group. 南京弘陽物業管理有限公司及其附屬公司(統稱「南京弘陽物業管理集團」)成員公司應就本集團所擁有尚未出售的車位向本集團提供銷售及租賃代理服務。

Definitive service agreements will be entered into between the relevant members of the Group and the relevant members of the Nanjing Hongyang Property Management Group for the provision of the sales and leasing agency services in respect of the unsold parking spaces owned by the Group. Each definitive agreement will set out the relevant services to be provided by the relevant members of the Nanjing Hongyang Property Management Group to the relevant members of Group and the service fees. The definitive service agreements may only contain provisions which are in all material respects consistent with the binding principles, guidelines, terms and conditions set out in the Parking Space Sales and Leasing Agency Services Framework Agreement.

本集團有關成員公司將與南京弘陽物業管理集團有關成員公司就本集團所擁有尚未出售車位提供銷售及租賃代理服務訂立最終服務協議。各份最終協議將載列南京弘陽物業管理集團有關成員公司將向本集團有關成員公司提供的有關服務及服務費。最終服務協議或僅載有在所有重大方面與車位銷售及租賃代理服務框架協議所載具有約束力的原則、指引、條款及條件一致的條文。

### 3. 關連人士提供車位銷售及租賃代理服務

本公司與南京弘陽物業管理有限公司訂立車位銷售及租賃代理服務框架協議(「**車位銷售及租賃代理服務框架協議**」)，據此，南京弘陽物業管理集團同意就本集團尚未出售的車位向本集團提供銷售及租賃代理服務：



Pricing policy: The agency fees for the provision of sales and leasing agency services in respect of unsold parking spaces shall be calculated based on the following:  
定價政策：就尚未出售的車位提供銷售及租賃代理服務所需代理費應計算如下：

$$\text{Sales/leasing agency fee} = \text{contract prices of the sales/leasing of the subject parking spaces} \times \text{agreed rate of agency fee}$$

銷售／租賃代理費 = 銷售／租賃標的車位的合同價 × 協定代理費率

The contract prices of the sales/leasing of the subject parking spaces shall be determined with reference to the prevailing market price charged by other independent third party services providers to the Group in respect of comparable locations. The rate of the sales/leasing agency fee in respect of the parking spaces of each specific project is subject to the relevant definitive agreements to be entered into between the relevant members of the Group and the Nanjing Hongyang Property Management Group, and shall be determined after arm's length negotiations between the relevant parties with reference to prevailing market price taking into account of prices charged by independent third parties services providers in respect of comparable services and locations.

銷售／租賃標的車位的合同價應參照其他獨立第三方服務提供者就相若區域向本集團收取的現行市價釐定。有關各特定項目車位的銷售／租賃代理費率須視乎將由本集團有關成員公司與南京弘陽物業管理集團訂立的有關最終協議而定，並將由有關訂約方經參照現行市價公平磋商後釐定，當中經考慮獨立第三方服務提供者就相若服務及區域收取的價格。

The transaction contemplated under the Parking Space Sales and Leasing Agency Services Framework Agreement shall be on normal commercial terms, on terms no less favorable to the Company than those offered by independent third party services providers in respect of comparable services and on terms that are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

車位銷售及租賃代理服務框架協議項下擬進行交易應建基於一般商務條款，且條款對本公司而言不遜於獨立第三方服務提供者就相若服務提供者，屬公平合理，並符合本公司及股東整體利益。

The proposed annual caps for the transactions contemplated under the Parking Space Sales and Leasing Agency Services Framework Agreement for the three years ending 31 December 2022 are set out as follows:

車位銷售及租賃代理服務框架協議項下擬進行交易截至2022年12月31日止三個年度的建議年度上限載列如下：

	For the year ended 31 December 2020 截至2020年 12月31日 止年度 (RMB'000) (人民幣千元)	For the year ended 31 December 2021 截至2021年 12月31日 止年度 (RMB'000) (人民幣千元)	For the year ending 31 December 2022 截至2022年 12月31日 止年度 (RMB'000) (人民幣千元)
Expected maximum amount of agency fees to be charged to the Group by the Nanjing Hongyang Property Management Group under the Parking Space Sales and Leasing Agency Services Framework Agreement	10,747	12,892	15,142
根據車位銷售及租賃代理服務框架協議南京弘陽物業管理集團將向本集團收取的代理費估計最高金額			

4. Provision of raw materials and services by connected persons

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

On 9 November 2020, the Company entered into a framework purchase agreement with Nanjing Guangde to govern the terms and conditions of the transactions between the Group and Nanjing Guangde Construction Co., Ltd. ("**Nanjing Guangde**") in connection with its provision of construction services to the Group (the "**Zeng Suqing Framework Purchase Agreement**"):

Date of agreement: 協議日期：	9 November 2020 2020年11月9日
Effective period: 有效期：	from 1 January 2021 to 31 December 2023, subject to renewal by mutual agreement of the parties thereto 2021年1月1日至2023年12月31日，可由協議訂約方經互相協定後續訂
Parties: 訂約方：	Nanjing Guangde; and 南京廣德；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）
Scope of Service: 服務範圍：	Nanjing Guangde shall, where it shall be selected following the relevant selection process, provide construction services to the Group according to the definitive purchase agreements to be signed by the Group with Nanjing Guangde from time to time. 南京廣德應在通過相關遴選程序後獲選的情況下，根據將由本集團與南京廣德不時簽訂的最終採購協議向本集團提供建築服務。
Pricing Policy: 定價政策：	The terms of the services under the Zeng Suqing Framework Purchase Agreement shall be on normal commercial terms, and fair and reasonable and shall not be less favorable as compared to those offered by Independent Third Party services providers for the same type of services. 曾素清框架採購協議項下服務的條款應為正常商業條款及屬公平合理，且不得遜於獨立第三方服務供應商就同類型服務所提供者。

For details of the tender process to ensure the prices and terms of the services offered by Nanjing Guangde are fair and reasonable and no less favourable than those offered by Independent Third Party services providers, please refer to the sub-section headed "Tender Process for Connected Family Suppliers" below.  
有關為確保南京廣德所提供服務的價格及條款屬公平合理且不遜於獨立第三方服務供應商所提供者而設的招標程序的詳情，請參閱下文「關連家族供應商的招標程序」分節。

4. 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*

於2020年11月9日，本公司與南京廣德訂立新新框架採購協議，以規範本集團與南京廣德建築工程有限公司（「**南京廣德**」）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 for the transactions contemplated under the Zeng Suqing Framework Purchase Agreement for the three years ending 31 December 2023 are set out as follows:

曾素清框架採購協議項下擬進行交易截至2023年12月31日止三個年度的年度上限載列如下：

	<b>For the year ended 31 December 2021 截至2021年 12月31日 止年度 (RMB'000) (人民幣千元)</b>	<b>For the year ending 31 December 2022 截至2022年 12月31日 止年度 (RMB'000) (人民幣千元)</b>	<b>For the year ending 31 December 2023 截至2023年 12月31日 止年度 (RMB'000) (人民幣千元)</b>
Annual caps	80,000	80,000	80,000

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

南京廣德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.*

On 9 November 2020, the Company entered into a framework purchase agreement with Nanjing Houning Construction Materials Co., Ltd. ("**Nanjing Houning**") and Nanjing Randong Trading Co., Ltd. ("**Nanjing Randong**") to govern the terms and conditions of the transactions between the Group and with Nanjing Houning and Nanjing Randong in connection with its provision of raw materials and construction services to the Group (the "**Zeng Huandong Framework Purchase Agreement**"):

(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*

於2020年11月9日，本公司與南京厚寧及南京冉東訂立新新框架採購協議，以規範本集團與南京厚寧建築材料有限公司（「南京厚寧」）及南京冉東貿易有限公司（「南京冉東」）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」）：

Date of agreement: 協議日期：	9 November 2020 2020年11月9日
Effective period: 有效期：	from 1 January 2021 to 31 December 2023, subject to renewal by mutual agreement of the parties thereto 2021年1月1日至2023年12月31日，可由協議訂約方經互相協定後續訂
Parties: 訂約方：	Nanjing Houning; 南京厚寧；  Nanjing Randong; and 南京冉東；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）
Scope of Service: 服務範圍：	Each of Nanjing Houning and Nanjing Randong shall, where it shall be selected following the relevant selection process, provide raw materials including building stones, sanitary wares and bricks and/or the related supplementary installation services to the Group according to the definitive purchase agreements to be signed by the Group with each of Nanjing Houning and Nanjing Randong from time to time. 南京厚寧及南京冉東各自應在通過相關遴選程序後獲選的情況下，根據將由本集團分別與南京厚寧及南京冉東不時簽訂的最終採購協議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。

Pricing Policy:	The terms of the services under the Zeng Huandong Framework Purchase Agreement shall be on normal commercial terms, and fair and reasonable and shall not be less favorable as compared to those offered by Independent Third Party services providers for the same type of services
定價政策：	曾煥東框架採購協議項下服務的條款應為正常商業條款及屬公平合理，且不得遜於獨立第三方服務供應商就同類型服務所提供者。 For details of the tender process to ensure the prices and terms of the services offered by each of Nanjing Houning and Nanjing Randong are fair and reasonable and no less favourable than those offered by Independent Third Party services providers, please refer to the sub-section headed "Tender Process for Connected Family Suppliers" below. 有關為確保南京厚寧及南京冉東各自所提供服務的價格及條款屬公平合理且不遜於獨立第三方服務供應商所提供者而設的招標程序的詳情，請參閱下文「關連家族供應商的招標程序」分節。

The annual caps for the transactions contemplated under the Zeng Huandong Framework Purchase Agreement for the three years ending 31 December 2023 are set out as follows:

曾煥東框架採購協議項下擬進行交易截至2023年12月31日止三個年度的年度上限載列如下：

		For the year ended 31 December 2021 截至2021年 12月31日 止年度 (RMB'000) (人民幣千元)	For the year ending 31 December 2022 截至2022年 12月31日 止年度 (RMB'000) (人民幣千元)	For the year ending 31 December 2023 截至2023年 12月31日 止年度 (RMB'000) (人民幣千元)
<b>Nanjing Houning</b>	<b>南京厚寧</b>			
Annual caps	年度上限	30,000	30,000	30,000
<b>Nanjing Randong</b>	<b>南京冉東</b>			
Annual caps	年度上限	2,000	2,000	2,000
<b>Total</b>	<b>總計</b>			
Annual caps	年度上限	32,000	32,000	32,000

Nanjing Houning is owned as to 90% by Ms. Zeng Jiahui, a niece of Mr. Zeng, and Nanjing Randong is owned as to 90% by Mr. Zeng Huandong, a brother of Mr. Zeng. Thus, Nanjing Houning and Nanjing Randong are associates of Mr. Zeng Huansha and therefore connected persons of the Company.

南京厚寧由曾先生的侄女曾佳慧女士擁有90%股權，南京冉東由曾先生的兄弟曾煥東先生擁有90%權益。因此，南京厚寧及南京冉東為曾煥沙先生的聯繫人，並為本公司關連人士。

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

On 9 November 2020, the Company entered into a framework purchase agreement with Nanjing Baohong Construction Co., Ltd. ("**Nanjing Baohong**") to govern the terms and conditions of the transactions between the Group and Nanjing Baohong in connection with its provision of raw materials including building stones, sanitary wares and bricks and/or the related supplementary installation services (the "**Chen Baoshan Framework Purchase Agreement**"):

(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*

於2020年11月9日，本公司與南京寶弘訂立新新框架採購協議，以規範本集團與南京寶弘建材有限公司（「**南京寶弘**」）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所訂立交易的條款及條件（「**陳寶山框架採購協議**」）：

Date of agreement: 協議日期：	9 November 2020 2020年11月9日
Effective period: 有效期：	from 1 January 2021 to 31 December 2023, subject to renewal by mutual agreement of the parties thereto 2021年1月1日至2023年12月31日，可由協議訂約方經互相協定後續訂
Parties: 訂約方：	Nanjing Baohong; and 南京寶弘；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）
Scope of Service: 服務範圍：	Nanjing Baohong shall, where it shall be selected following the relevant selection process, provide raw materials including building stones, sanitary wares and bricks and/or the related supplementary installation services to the Group according to the definitive purchase agreements to be signed by the Group with Nanjing Baohong from time to time. 南京寶弘應在通過相關遴選程序後獲選的情況下，根據將由本集團與南京寶弘不時簽訂的最終採購協議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。
Pricing Policy: 定價政策：	The terms of the services under the Chen Baoshan Framework Purchase Agreement shall be on normal commercial terms, and fair and reasonable and shall not be less favorable as compared to those offered by Independent Third Party services providers for the same type of services. 陳寶山框架採購協議項下服務的條款應為正常商業條款及屬公平合理，且不得遜於獨立第三方服務供應商就同類型服務所提供者。  For details of the tender process to ensure the prices and terms of the services offered by Nanjing Baohong are fair and reasonable and no less favourable than those offered by Independent Third Party services providers, please refer to the sub-section headed "Tender Process for Connected Family Suppliers" below. 有關為確保南京寶弘所提供服務的價格及條款屬公平合理且不遜於獨立第三方服務供應商所提供者而設的招標程序的詳情，請參閱下文「關連家族供應商的招標程序」分節。

The annual caps for the transactions contemplated under the Chen Baoshan Framework Purchase Agreement for the three years ending 31 December 2023 are set out as follows:

陳寶山框架採購協議項下擬進行交易截至2023年12月31日止三個年度的年度上限載列如下：

	For the year ended 31 December 2021 截至2021年 12月31日 止年度 (RMB'000) (人民幣千元)	For the year ending 31 December 2022 截至2022年 12月31日 止年度 (RMB'000) (人民幣千元)	For the year ending 31 December 2023 截至2023年 12月31日 止年度 (RMB'000) (人民幣千元)
Annual caps	20,000	20,000	20,000

Annual caps

年度上限

20,000

20,000

20,000

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

南京寶弘由曾煥沙先生的外甥陳寶山先生全資擁有。因此，南京寶弘為曾煥沙先生的聯繫人，並為本公司關連人士。

#### *Tender Process for Connected Family Suppliers*

To ensure that the prices and terms of services offered by the connected family suppliers (collectively, Nanjing Baohong, Nanjing Guangde, Nanjing Houning and Nanjing Randong, the “**Connected Family Suppliers**”) are fair and reasonable and no less favorable than those offered by independent third parties, the Company has formed an evaluation committee to oversee the selection of suppliers in the Group’s purchases of raw materials and services.

#### *關連家族供應商的招標程序*

為確保關連家族供應商（「**關連家族供應商**」，南京寶弘、南京廣德、南京厚寧及南京冉東的統稱）所提供服務的價格及條款屬公平合理且不遜於獨立第三方所提供者，本公司已成立評估委員會，於本集團採購原材料及服務時監督供應商遴選。

The evaluation committee comprises three to five members, including the supervisor of the Company’s cost management department, the supervisor of the Company’s engineering management department, the supervisor of the Company’s design management department and the supervisor of the Company’s tender and procurement department.

評估委員會由三至五名成員組成，包括本公司成本管理部門主管、本公司工程管理部主管、本公司設計管理部主管及本公司招標採購部主管。



The fee quotes submitted by the Connected Family Suppliers will be subject to the tender process set out below. The Group has adopted an independent mechanism with the following features to govern and monitor the tender process and selection mechanism for the Group's potential bidders:

- depending on the actual situations (such as the amount and size of the transaction), before purchasing raw materials or services, the Company shall publish a tender announcement on the Company's public tender and procurement platform on its information network to invite unspecified potential bidders or issue tender invitation to potential bidders. A minimum of three potential suppliers shall participate in the bidding activities, at least two of whom should be independent third parties;
  - potential suppliers shall meet the requirements of pre-qualification before bidding. The Company's tender and procurement department will review information on potential suppliers regarding their enterprise qualifications, products certificates, projects performance and management team while the tender group will conduct an inspection of the companies, products and projects of potential suppliers, who will only be selected to participate in bidding upon passing the inspection;
  - where the Connected Family Suppliers are selected to participate in bidding, the Company's design management department, engineering management department and cost management department will conduct a business and technical evaluation using a scoring system on all selected suppliers (including suppliers who are independent third parties) who will each be assessed on areas including product prices, organization structure, product quality, quality control system, maintenance and after-sales services, ability to meet delivery deadlines, cost control and technical knowledge of relevant personnel;
- 關連家族供應商提交的費用報價須符合下文所載招標程序。本集團已採納具有下列特點的獨立機制，以規範並監控本集團潛在競標者的招標程序及遴選機制：
  - 視乎實際情況（如交易金額及規模）而定，採購原材料或服務之前，本公司將在本公司公開的招採平台信息網絡上發佈招標公告邀請非指定潛在競標者，或向潛在競標者發出投標邀請，至少三名潛在供應商須參與競標活動，供應商中至少有兩名應為獨立第三方；
  - 潛在供應商須滿足投標前資格預審要求。本公司招標採購部將就潛在供應商的企業資質、產品證書、項目業績及管理團隊等資料進行審核，同時招標小組將對潛在供應商公司、產品及項目進行考察，考察合格後方可入圍參與投標；
  - 當關連家族供應商入圍參與投標時，本公司設計管理部、工程管理部及成本管理部門將使用評分系統對所有入圍供應商（包括獨立第三方供應商）進行商務及技術評估，在產品價格、組織結構、產品質量、質量控制系統、維護及售後服務、按時交付的能力、成本控制及相關人員的技術知識等方面對各供應商進行評估；

- the evaluation assessment report will then be submitted to the evaluation committee for review. Suppliers must receive scores beyond certain minimum thresholds to be eligible for selection and the supplier(s) with the highest score(s) will be selected. As such, the Connected Family Suppliers will only be selected if they are considered to have competitive advantages in the provision of the relevant raw materials and services.

### Internal Control

The Company has implemented the following internal control measures for monitoring the pricing and other terms of the continuing connected transactions, including the transactions contemplated under the New Framework Purchase Agreements and the Lease (as supplemented by the Supplemental Leasing Agreement) and for ensuring that the transactions conducted under such agreements will be entered into based on normal commercial terms:

- Before entering into the continuing connected transactions of the Company, the procurement department of the Group will review and verify whether the price is fair and reasonable. In addition, if the pricing terms in respect of the relevant agreement are applied for the first time or the pricing terms are different from those applied previously, the cost management department of the Group also reviews the above works conducted by the procurement department when settling the agreements.
- The financial management department of the Company is mainly responsible for reviewing and monitoring the continuing connected transactions to ensure that the annual caps of the relevant continuing connected transactions would not be exceeded and are implemented pursuant to the pricing policy or mechanism under the respective framework agreements. The financial management department of the Company will consult the internal control units of the Group, external lawyers and compliance adviser regarding compliance issues of the continuing connected transactions.

- 隨後，評估報告將呈交評估委員會審閱。供應商的分數必須超過若干下限方可有資格參加遴選，得分最高者將獲選取。因此，僅被視為於提供相關原材料及服務方面具有競爭優勢的關連家族供應商方會獲選取。

### 內部控制

本公司已制定下列內部控制措施以監察持續關連交易（包括新框架採購協議及租約（經補充租賃協議補充）項下擬進行的交易）的定價及其他條款，並確保該等協議項下進行的交易將按照正常商業條款訂立：

- 在訂立本公司持續關連交易前，本集團採購部會審閱及核對定價是否公平合理。此外，倘相關協議的定價條款乃首次應用或定價條款有別於過往所應用者，則本集團成本管理部門亦會在協議結算時審閱採購部進行的上述工作。
- 本公司財務管理部主要負責審閱和監察持續關連交易，以確保不會超出相關持續關連交易的年度上限及均按相關框架協議項下的定價政策或機制進行。本公司財務管理部將向本集團內控職能、外聘律師及合規顧問諮詢有關持續關連交易的合規事宜。

- (3) The financial management department of the Company will prepare an annual report to the supervisor of the financial management department of the Company. The supervisor of the financial management department will report to the audit committee of the Company and submit a confirmation letter to the audit committee, confirming the continuing connected transactions of the Group (which are subject to the annual review and disclosure requirements under the Listing Rules) are all (a) entered into in the ordinary and usual course of business of the Group; (b) entered into on normal commercial terms or better; and (c) pursuant to the relevant agreements governing such transactions, entered into on the basis that the terms are fair and reasonable and are in the interests of the Shareholders as a whole; and the internal monitoring procedures of the Group regarding continuing connected transactions are adequate and effective in ensuring such transactions are conducted in such manner stated above. The audit committee will consider on such basis.

#### 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 (Revised) "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The Board of Directors has received an unqualified letter from the auditor of the Company in accordance with Rule 14A.56 of the Listing Rules, stating that the auditor has not noticed that any of the above continuing connected transactions:

- (3) 本公司財務管理部將編製年度報告以呈交本公司財務管理部主管。財務管理部主管將向本公司審核委員會彙報，並向審核委員會提交確認書，確認本集團的持續關連交易(其須遵守上市規則項下的年度審閱及披露規定)均(a)在本集團日常及一般業務過程中訂立；(b)按正常或更佳商業條款訂立；及(c)根據規範該等交易的相關協議，按公平合理且符合股東整體利益的條款訂立；且關於持續關連交易的本集團內部監控程序充分及有效地確保該等交易按上述方式進行。審核委員會將據此考慮。

#### 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(修訂)[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。董事會已收到本公司核數師根據上市規則第14A.56條發出的無保留函件，指出核數師並未獲悉上述任何持續關連交易：

- have not been approved by the Board of Directors of the Company;
- for the connected transactions involving the provision of goods or services by the Group have not been entered into in accordance with the pricing policies of the Group, in all material aspects;
- have not been entered into in accordance with the terms of the relevant agreements governing such continuing connected transactions in all material aspects; and
- have exceeded the relevant caps for the year ended 31 December 2021.
- 並未獲本公司董事會批准；
- 就有關本集團提供貨品或服務之關連交易而言，本集團在各重大方面並未根據本集團之定價政策訂立；
- 在各重大方面並未根據規管該等持續關連交易之相關協議之條款訂立；及
- 已超過截至2021年12月31日止年度之有關上限。

## RELATED PARTY TRANSACTIONS

A summary of the related party transactions entered into by the Group during the year ended 31 December 2021 is contained in note 42 to the consolidated financial statements of the Group in this annual report.

Save as disclosed in item (a) of note 42 headed "Related Party Transactions" to the consolidated financial statements contained in the Annual Report, none of the related party transactions as disclosed under Note 42, constitute connected transaction or continuing connected transaction that is subject to, among other things, reporting, announcement, annual review and/or independent shareholders' approval requirements under Chapter 14A of the Listing Rules. The Company has complied with the disclosure requirements for connected transactions and continuing connected transactions in accordance with Chapter 14A of the Listing Rules during the year under review.

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

Other than those transactions disclosed in note 42 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 31 December 2021.

## 關聯方交易

本集團截至2021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42。

除年報所載綜合財務報表中的「關聯方交易」附註42(a)項所披露的內容外，附註42所披露的關聯方交易均不構成需要遵守(其中包括)上市規則第14A章的報告、公告、年度審核及／或獨立股東批准規定的關連交易或持續關連交易。本公司於回顧年內已遵守上市規則第14A章的關連交易及持續關連交易披露規定。

## 董事及控股股東於交易、安排或合同的權益

除本年報內的本集團綜合財務報表附註42及本節「董事於競爭性業務的權益」以及「持續關連交易」各段所披露者外，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2021年12月31日止年度任何時間仍然存續的交易、安排或合同中直接或間接擁有任何重大權益。

## PRINCIPAL RISKS AND UNCERTAINTIES

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

- (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.
- (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 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.

## 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。
- (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 June 14, 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	歸屬日期	Maximum percentage of underlying Shares in respect of the options which may be exercised 可能獲行使之有關購股權的相關股份的最高百分比
July 1, 2019	2019年7月1日	25%
July 1, 2020	2020年7月1日	25%
July 1, 2021	2021年7月1日	25%
July 1, 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。



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

The table below sets out the movement during the year ended 31 December 2021 of the share options granted under the Pre-IPO Share Option Scheme:

### 已授出的首次公開發售前購股權詳情

下表列示截至2021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：

Name of Grantee 承授人姓名	Date of grant 授出日期	Number of underlying shares comprised in share options 購股權涉及之相關股份數目					Balance as at 31/12/2021 於2021年 12月31日的結餘	Exercise price per share 每股行使價 HK\$ 港元	Option period 購股權期間
		Balance as at 01/01/2021 於2021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 蔣達強	14/06/2018 2018年6月14日	11,814,000	—	5,908,000	—	5,906,000	—	1.824	From the respective vesting date to June 30, 2024 自相應歸屬日期至2024年6月30日
Zeng Junkai 曾俊凱	14/06/2018 2018年6月14日	37,801,000	—	—	—	18,900,500	18,900,500	1.824	From the respective vesting date to June 30, 2024 自相應歸屬日期至2024年6月30日
He Jie 何捷	14/06/2018 2018年6月14日	7,357,000	—	—	—	3,679,000	3,678,000	1.824	From the respective vesting date to June 30, 2024 自相應歸屬日期至2024年6月30日
Total 合計		56,972,000	—	5,908,000	—	28,485,500	22,578,500		
<b>Other employees (in aggregate)</b> <b>其他僱員(合共)</b>									
		52,597,000	—	10,296,000	—	29,949,500	12,351,500	1.824	From the respective vesting date to June 30, 2024 自相應歸屬日期至2024年6月30日
Total 合計		109,569,000	—	16,204,000	—	58,435,000	34,930,000	—	

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.

### (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 shares, 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.

## 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) 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。

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, canceled 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.

(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.

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) *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) 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.

**(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 31 December 2021, no option had been granted under the Post-IPO Share Option Scheme.

**(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) 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2021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。

## SHARE AWARD SCHEME

On 2 April 2020, the Board has adopted a share award scheme (the “Share Award Scheme”) for the purpose of, among other things, recognise the contributions made by, and to attract, motivate and retain, selected participants (the “Selected Participants”), being any eligible Director and employee who, in the sole and absolute discretion of the Board or its delegates, have contributed or will contribute to the Group and any member of Hong Yang Group Company.

The Scheme shall be effective from the date of adoption and remain in force unless and until terminated on the earlier of: (i) the date falling on the tenth (10) anniversary of the adoption date of the Scheme; and (ii) the date of early termination as determined by the Board, provided that such termination shall not affect any subsisting right of any Selected Participant. Details of the Share Award Scheme were set out in the announcement of the Company dated 2 April 2020.

The Scheme does not constitute a share option scheme under Chapter 17 of the Listing Rules and is a discretionary scheme of the Company. No shareholders' approval is required for the adoption of the Scheme.

During the year ended 31 December 2021, no awarded shares had been granted or agreed to be granted under the Share Award Scheme.

## 股份獎勵計劃

於2020年4月2日，董事會已採納一項股份獎勵計劃（「股份獎勵計劃」），以（其中包括）表彰獲選參與者（「獲選參與者」）（即董事會或其代表以其絕對酌情權認為已或將為本集團及弘陽集團任何成員公司作出貢獻的任何合資格董事及僱員（不包括任何除外人士））所作的貢獻，並吸引、激勵及挽留獲選參與者。

該計劃由採納日期起生效並持續有效，除非直至於以下較早出現的日期當日而終止：(i)該計劃採納日期的第十(10)週年；及(ii)董事會決定的提早終止日期，惟有關終止不會影響任何獲選參與者的任何存續的權利。股份獎勵計劃的詳情載列於本公司日期為2020年4月2日的公告。

該計劃並不構成上市規則第十七章項下的購股權計劃，而屬於本公司的一項酌情計劃。採納該計劃毋須股東批准。

截至2021年12月31日止年度，概無根據股份獎勵計劃授出或同意授出獎勵股份。

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

As of 31 December 2021, 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:

### Long position in the Shares of the Company

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	71.89%

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.

## 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2021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：

### 於本公司股份之好倉

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。

Long positions in Underlying Shares

於相關股份之好倉

Name of Director 董事姓名	Nature of interest 權益性質	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 股權概約百分比
Zeng Junkai <sup>(Note 1)</sup> 曾俊凱 <sup>(附註1)</sup>	Beneficial owner 實益擁有人	18,900,500	0.57%

Note:

(1) As at 31 December 2021, Mr. Zeng Junkai was interested in 18,900,500 underlying shares in respect of share options granted by the Company pursuant to the Pre-IPO Share Option Scheme, details of which are set out in the section headed "Share Option Schemes".

附註：

(1) 於2021年12月31日，曾俊凱先生持有本公司根據首次公開發售前購股權計劃所授出的購股權所涉及的18,900,500股股份，有關詳情載於「購股權計劃」一節。

Long positions in the shares of Associated Corporations

相聯法團股份之好倉

Name of Director 董事名稱	Nature of interest 權益性質	Name of associated corporation 相聯法團名稱	Approximate percentage of shareholding <sup>(1)</sup> 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 Group Company Limited 弘陽集團有限公司	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 <sup>(1)</sup> 弘昇有限公司 <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	Jiangsu Hong Yang Commercial (Group) Co., Ltd. <sup>(1)</sup> 江蘇弘陽商業(集團)有限公司 <sup>(1)</sup>	100%

Name of Director 董事名稱	Nature of interest 權益性質	Name of associated corporation 相聯法團名稱	Approximate percentage of shareholding <sup>(1)</sup> 股權概約百分比 <sup>(1)</sup>
	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>	72.77%
	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	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>	72.77%
	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>	72.77%
	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>	72.77%
	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>	72.77%
	Interest in controlled corporation 受控法團權益	Bengbu Hong Bao Commercial Management Co., Ltd. <sup>(1)</sup> 蚌埠弘寶商業管理有限公司 <sup>(1)</sup>	100%
	Interest in controlled corporation 受控法團權益	Wuhu Hong Yang Commercial Management Co., Ltd. <sup>(1)</sup> 蕪湖弘陽商業管理有限公司 <sup>(1)</sup>	100%



Name of Director 董事名稱	Nature of interest 權益性質	Name of associated corporation 相聯法團名稱	Approximate percentage of shareholding <sup>(1)</sup> 股權概約百分比 <sup>(1)</sup>
	Interest in controlled corporation 受控法團權益	Tianjin Hong Yang Furniture Market Management Co., Ltd. <sup>(1)</sup> 天津弘陽家居市場管理有限公司 <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 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>	72.77%
	Interest in controlled corporation 受控法團權益	Zhejiang Hong Han Marketing Services Co., Ltd. <sup>(1)</sup> 浙江弘瀚營銷服務有限公司 <sup>(1)</sup>	100%
	Interest in controlled corporation 受控法團權益	Jiangsu Hong Yang Small Town Operation and Development Co., Ltd. <sup>(1)</sup> 江蘇弘陽小鎮運營發展有限公司 <sup>(1)</sup>	72.77%
	Interest in controlled corporation 受控法團權益	Nanjing Hong Yang E-Commerce Co., Ltd. <sup>(1)</sup> 南京弘陽電子商務有限公司 <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>	72.77%

Name of Director 董事名稱	Nature of interest 權益性質	Name of associated corporation 相聯法團名稱	Approximate percentage of shareholding <sup>(1)</sup> 股權概約百分比 <sup>(1)</sup>
	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	Nanjing Hong Yang Property Management Co., Ltd. <sup>(1)</sup> 南京弘陽物業管理有限公司 <sup>(1)</sup>	72.77%
	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	Shanghai Hong Yang Hui Commercial Management Co., Ltd. <sup>(1)</sup> 上海弘陽匯商業管理有限公司 <sup>(1)</sup>	100%
	Interest in controlled corporation 受控法團權益	Nanjing Hong Yang Hui Xi Commercial Management Co., Ltd. <sup>(1)</sup> 南京弘陽匯熙商業管理有限公司 <sup>(1)</sup>	100%
	Interest in controlled corporation 受控法團權益	Jiaozuo Hong Yang Furniture Co., Ltd. <sup>(1)</sup> 焦作弘陽家居有限公司 <sup>(1)</sup>	100%

Note:

附註：

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

(1) 該等公司為弘陽集團的附屬公司。

Save as disclosed above, as of 31 December 2021, 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.

除上文披露者外，截至2021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。

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

### Long positions in the Shares of the Company

So far as is known to the Company, as at 31 December 2021, 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

### 於本公司股份之好倉

就本公司所知，截至2021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) <sup>(1)</sup> 弘陽地產集團(控股) <sup>(1)</sup>	Beneficial owner 實益擁有人	2,400,000,000	71.89%
Hong Yang Group Company <sup>(1)</sup> 弘陽集團 <sup>(1)</sup>	Interest in controlled corporation 受控法團權益	2,400,000,000	71.89%
Hong Yang International <sup>(1)</sup> 弘陽國際 <sup>(1)</sup>	Interest in controlled corporation 受控法團權益	2,400,000,000	71.89%
Hong Yang Group (Holdings) <sup>(1)</sup> 弘陽集團(控股) <sup>(1)</sup>	Interest in controlled corporation 受控法團權益	2,400,000,000	71.89%
Ms. Chen Sihong <sup>(2)</sup> 陳思紅女士 <sup>(2)</sup>	Interest of spouse 配偶權益	2,400,000,000	71.89%

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.

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。

Save as disclosed above, as at 31 December 2021, 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 31 December 2021.

### ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

During the year ended 31 December 2021, 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.

除上文所披露者外，截至2021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。

### 管理合同

截至2021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同，亦不存續有關合同。

### 購買股份或債權證的安排

截至2021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

On 6 October 2021, the Group repurchased the 13% senior notes due 2021 in the aggregate principal amount of US\$100 million (the "October 2019 Notes") in an aggregate principal amount of US\$3 million in the open market, representing approximately 3% of the aggregate principal amount of the October 2019 Notes originally issued. Please refer to the Company's announcement dated 7 October 2021 for further details.

On 11 October 2021, the Group further repurchased the October 2019 Notes in an aggregate principal amount of US\$5 million in the open market, representing approximately 5% of the aggregate principal amount of the October 2019 Notes originally issued. Please refer to the Company's announcement dated 11 October 2021 for further details.

On 12 October 2021 and 13 October 2021, the Group further repurchased the October 2019 Notes in an aggregate principal amount of US\$5 million and US\$2 million, respectively, in the open market, representing approximately 5% and 2% of the aggregate principal amount of the October 2019 Notes originally issued. Please refer to the Company's announcement dated 13 October 2021 for further details.

On 15 October 2021 and 18 October 2021, the Group further repurchased the October 2019 Notes in an aggregate principal amount of US\$1 million and US\$1 million, respectively, in the open market, representing approximately 1% and 1% of the aggregate principal amount of the October 2019 Notes originally issued. As at 18 October 2021, the Group had cumulatively repurchased the October 2019 Notes in an aggregate principal amount of US\$17 million in the open market, representing approximately 17% of the aggregate principal amount of the October 2019 Notes originally issued. Please refer to the Company's announcement dated 18 October 2021 for further details.

All the October 2019 Notes repurchased have been cancelled in accordance with its terms and indenture.

The October 2019 Notes matured on 30 October 2021 (the "Maturity Date"). The Group has redeemed the notes in full in accordance with the terms and conditions of the October 2019 Notes at their outstanding principal amount together with interest accrued to the Maturity Date. Please refer to the Company's announcement dated 31 October 2021 for further details.

## 購買、出售或贖回本公司之上市證券

於2021年10月6日，本集團於公開市場購回於2021年到期本金總額為100百萬美元的13%優先票據（「2019年10月票據」），本金總額為3百萬美元，佔2019年10月票據初始發行本金總額約3%。有關進一步詳情請參閱本公司日期為2021年10月7日的公告。

於2021年10月11日，本集團於公開市場進一步購回本金總額達5百萬美元的2019年10月票據，佔2019年10月票據初始發行本金總額約5%。有關進一步詳情請參閱本公司日期為2021年10月11日的公告。

於2021年10月12日及2021年10月13日，本集團於公開市場進一步購回本金總額分別達5百萬美元及2百萬美元的2019年10月票據，佔2019年10月票據初始發行本金總額約5%及2%。有關進一步詳情請參閱本公司日期為2021年10月13日的公告。

於2021年10月15日及2021年10月18日，本集團於公開市場進一步購回本金總額分別達1百萬美元及1百萬美元的2019年10月票據，佔2019年10月票據初始發行本金總額約1%及1%。於2021年10月18日，本集團已於公開市場累計購回本金總額達17百萬美元的2019年10月票據，佔2019年10月票據初始發行本金總額約17%。有關進一步詳情請參閱本公司日期為2021年10月18日的公告。

所有已購回的2019年10月票據已經根據其條款及契約予以註銷。

2019年10月票據已於2021年10月30日（「到期日」）到期。本集團已按2019年10月票據的條款及條件按其未償還本金額連同累計至到期日的利息悉數贖回票據，有關進一步詳情請參閱本公司日期為2021年10月31日的公告。

## 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 31 December 2021, the Group had 3,097 employees in total, in which 2,462 employees were engaged in the real estate development business, 504 employees were engaged in the commercial property operation business, and 131 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.

## 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》).

## 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2021年12月31日，本集團共有3,097名僱員，其中2,462名僱員從事房地產開發業務，504名僱員從事商業物業運營業務，131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。

## 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》。

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 31 December 2021, 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 31 December 2021 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.

### 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.

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2021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。於截至2021年12月31日止年度及直至本年報日期止，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）。

### 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。

### 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 engineering management department 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 31 December 2021 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.

### 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

On 13 January 2021, the Group issued US\$350 million 7.3% 4-year senior notes.

On 21 May 2021, the Group issued US\$210 million 7.3% 3-year senior green notes.

On 20 September 2021, the Group issued US\$200 million 9.5% 2-year senior green notes.

### 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。

本集團的工程管理部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。

於截至2021年12月31日止年度及直至本年報日期止，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。

### 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

本集團於2021年1月13日發行4年期利率為7.3%的3.5億美元優先票據。

本集團於2021年5月21日發行3年期利率為7.3%的2.1億美元優先綠色票據。

本集團於2021年9月20日發行2年期利率為9.5%的2億美元優先綠色票據。



The issuance of the abovementioned senior notes 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 30 to the consolidated financial statements.

## EQUITY-LINKED AGREEMENTS

Save for the Pre-IPO Share Option Scheme, the Post-IPO Share Option Scheme and the Share Award Scheme as set out in this annual report, no equity-linked agreements were entered into by the Group, or subsisted during the year ended 31 December 2021.

## SUBSEQUENT EVENTS AFTER THE REPORTING PERIOD

In January 2022 and up to 25 January 2022, the Group has repurchased the April 2022 Notes (as defined below) in an aggregate principal amount of US\$48.2 million, in the open market, representing approximately 10.71% of the aggregate principal amount of the April 2022 Notes originally issued. As at 1 April 2022, the Group has made further repurchase of the April 2022 Notes in an aggregate principal amount of US\$142.202 million in the open market, representing approximately 31.6% of the aggregate principal amount of the April 2022 Notes originally issued. For further details, please refer to the announcements of the Company dated (i) 8 April 2019 in relation to the issue of US\$300,000,000 9.95% senior notes due 2022 (the **"Original Notes"**); (ii) 8 November 2019 in relation to the issue of US\$150,000,000 9.95% senior notes due 2022 to be consolidated and form a single class with the Original Notes (the **"Additional Notes"**, together with the Original Notes, the **"April 2022 Notes"**); and (iii) dated 25 January 2022 and 1 April 2022 respectively in relation to the partial repurchase of the April 2022 Notes.

The April 2022 Notes matured on 11 April 2022 (the **"Maturity Date"**). The Group has redeemed the April 2022 Notes in full in accordance with the terms and conditions of the April 2022 Notes at their outstanding principal amount together with interest accrued to the Maturity Date. The April 2022 Notes have been cancelled and delisted from The Stock Exchange of Hong Kong Limited. For further details, please refer to the announcement of the Company dated 11 April 2022.

Save as disclosed above, the Group had no other significant event after the Reporting Period.

發行上述優先票據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30。

## 股票掛鈎協議

除本年報所載首次公開發售前購股權計劃、首次公開發售後購股權計劃及股份獎勵計劃外，截至2021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。

## 報告期後的後續事件

於2022年1月及直至2022年1月25日，本集團於公開市場購回本金總額達48.2百萬美元的2022年4月票據（定義見下文），佔2022年4月票據初始發行本金總額約10.71%。於2022年4月1日，本集團已於公開市場進一步購回本金總額達142.202百萬美元的2022年4月票據，佔2022年4月票據初始發行本金總額約31.6%。有關進一步詳情請參閱本公司日期為(i) 2019年4月8日就發行於2022年到期金額為300,000,000美元的9.95%優先票據（**"原票據"**）；(ii) 2019年11月8日就發行將與原票據合併及構成單一類別的於2022年到期金額為150,000,000美元的9.95%優先票據（**"額外票據"**，連同原票據統稱**"2022年4月票據"**）；及(iii)日期分別為2022年1月25日及2022年4月1日就部份購回2022年4月票據的公告。

2022年4月票據已於2022年4月11日（**"到期日"**）到期。本集團已按2022年4月票據的條款及條件按其未償還本金額連同累計至到期日的利息悉數贖回2022年4月票據。2022年4月票據已被註銷並於香港聯合交易所有限公司撤銷上市。進一步詳情請參閱本公司日期為2022年4月11日的公告。

除上文披露者外，本集團於報告期間後並無重大事項。

## 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.

## CHARITABLE DONATIONS

During the year ended 31 December 2021, the Group made charitable and other donations in a total amount of RMB11.80 million.

## AUDITOR

The consolidated financial statements for the year ended 31 December 2021 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, 30 March 2022

## 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。

## 慈善捐款

截至2021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11.80百萬元。

## 核數師

安永會計師事務所已審核截至2021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。

代表董事會  
**弘陽地產集團有限公司**  
**曾煥沙**  
主席

香港，2022年3月30日

## CORPORATE GOVERNANCE AND OTHER INFORMATION

### 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.

To the best knowledge of the Directors, except below, the Company has complied with all applicable code provisions set out in the CG Code during the year ended 31 December 2021 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.

The Board of the Company comprised only one single gender which does not comply with the requirement under the Listing Rule 13.92.

The Company will propose to appoint an additional director of a different gender to the Board who genuinely possesses the necessary skills, experience and caliber appropriate to the Company's business for the forthcoming year for purpose to fulfill and comply the requirement under the Listing Rule 13.92.

### 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.

### 企業管治及其他資料

#### 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。

據董事所深知，除下文所披露外，於截至2021年12月31日止年度及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。

本公司董事會僅由單一性別董事會組成，不符合上市規則第13.92條的規定。

本公司將建議額外委任一名不同性別的董事加入董事會，該董事須真正具備適合本公司未來一年業務所需的技能、經驗及才幹，以符合及遵守上市規則第13.92條的規定。

#### 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。

During the year ended 31 December 2021, the Company provided training materials to the Directors and the management of the Company regarding the Listing Rules and other applicable regulatory requirements.

於截至2021年12月31日止年度，本公司向董事及本公司管理層提供有關上市規則及其他適用監管規定的培訓資料。

Name of Director	董事名稱	Types of Continuous Professional Development Training	
		持續專業發展培訓類型	閱讀材料
<b>Executive Directors</b>		<b>執行董事</b>	
Mr. Zeng Huansha	曾煥沙先生		✓
Mr. He Jie <sup>(1)</sup>	何捷先生 <sup>(1)</sup>	N/A 不適用	
Mr. Yuan Chun <sup>(2)</sup>	袁春先生 <sup>(2)</sup>		✓
Mr. Lui Wai Pang	雷偉彬先生		✓
Mr. Zeng Junkai <sup>(3)</sup>	曾俊凱先生 <sup>(3)</sup>		✓
<b>Non-Executive Director</b>		<b>非執行董事</b>	
Mr. Jiang Daqiang <sup>(4)</sup>	蔣達強先生 <sup>(4)</sup>	N/A 不適用	
<b>Independent Non-Executive Directors</b>		<b>獨立非執行董事</b>	
Mr. Lee Kwok Tung Louis	李國棟先生		✓
Mr. Leung Yau Wan John	梁又穩先生		✓
Mr. Au Yeung Po Fung	歐陽寶豐先生		✓

Notes:

附註：

- |   |  |
|---|--|
| (1) Mr. He Jie had resigned as an executive Director, the chief executive officer of the Company and a member of the remuneration committee of the Board with effect from 29 January 2021.  | (1) 何捷先生已辭任本公司執行董事、行政總裁及董事會薪酬委員會成員，自2021年1月29日起生效。   |
| (2) Mr. Yuan Chun had been appointed as an executive Director, the Chief Executive Officer and a member of the remuneration committee of the Board with effect from 29 January 2021.        | (2) 袁春先生已獲委任為執行董事、行政總裁及董事會薪酬委員會成員，自2021年1月29日起生效。    |
| (3) Mr. Zeng Junkai had been appointed as an executive Director, a member of the remuneration committee of the Board and a vice president of the Company with effect from 26 February 2021. | (3) 曾俊凱先生已獲委任為執行董事、董事會薪酬委員會成員及本公司副總裁，自2021年2月26日起生效。 |
| (4) Mr. Jiang Daqiang had resigned as a non-executive Director and a member of the audit committee of the Board with effect from 26 February 2021.  | (4) 蔣達強先生已辭任非執行董事及董事會審核委員會成員，自2021年2月26日起生效。         |

## 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, namely, the audit committee, the remuneration committee and the nomination committee of the Board (collectively, the "**Board Committees**"), and has delegated to 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.

### 2. Board Composition

#### Executive Directors

Mr. Zeng Huansha (Chairman)  
Mr. He Jie<sup>(1)</sup> (Chief Executive Officer)  
Mr. Yuan Chun<sup>(2)</sup>  
Mr. Zeng Junkai<sup>(3)</sup> (Vice President)  
Mr. Lui Wai Pang (Vice President)

#### Non-Executive Director

Mr. Jiang Daqiang<sup>(4)</sup>

#### Independent Non-Executive Directors

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

## 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，即董事會轄下審核委員會、薪酬委員會及提名委員會（統稱為「**董事委員會**」），並向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. 董事會組成

#### 執行董事

曾煥沙先生(主席)  
何捷先生<sup>(1)</sup>(行政總裁)  
袁春先生<sup>(2)</sup>  
曾俊凱先生<sup>(3)</sup>(副總裁)  
雷偉彬先生(副總裁)

#### 非執行董事

蔣達強先生<sup>(4)</sup>

#### 獨立非執行董事

李國棟先生  
梁又穩先生  
歐陽寶豐先生

## Notes:

- (1) Mr. He Jie had resigned as an executive Director, the chief executive officer of the Company and a member of the remuneration committee of the Board with effect from 29 January 2021.
- (2) Mr. Yuan Chun had been appointed as an executive Director, the Chief Executive Officer and a member of the remuneration committee of the Board with effect from 29 January 2021.
- (3) Mr. Zeng Junkai had been appointed as an executive Director, a member of the remuneration committee of the Board and a vice president of the Company with effect from 26 February 2021.
- (4) Mr. Jiang Daqiang had resigned as a non-executive Director and a member of the audit committee of the Board with effect from 26 February 2021.

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.

## 附註：

- (1) 何捷先生已辭任本公司執行董事、行政總裁及董事會薪酬委員會成員，自2021年1月29日起生效。
- (2) 袁春先生已獲委任為執行董事、行政總裁及董事會薪酬委員會成員，自2021年1月29日起生效。
- (3) 曾俊凱先生已獲委任為執行董事、董事會薪酬委員會成員及本公司副總裁，自2021年2月26日起生效。
- (4) 蔣達強先生已辭任非執行董事及董事會審核委員會成員，自2021年2月26日起生效。

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 C.2.1 of the CG Code. For the year ended 31 December 2021, Mr. Zeng Huansha served as the Chairman of Company and Mr. He Jie served as the chief executive officer of the Company (the "**Chief Executive Officer**") (Mr. Yuan Chun served as the Chief Executive Officer of the Company with effect from 29 January 2021).

### 4. Board Meetings

Code Provision C.5.1 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.

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. 主席與行政總裁

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C.2.1條規定予以區分。截至2021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**」）（2021年1月29日起，袁春先生為本公司的行政總裁）。

### 4. 董事會會議

企業管治守則的守則條文第C.5.1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）。

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.

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.

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。

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。



The Company convened an annual general meeting and 12 Board meetings during the year ended 31 December 2021 and up to the date of this annual report. The table below sets forth the details of the attendance at these Board meetings:

於截至2021年12月31日止年度及直至本年報日期止，本公司召開一次股東週年大會及12次董事會會議。下表載列該等董事會會議的出席詳情：

Name of Director 董事名稱	Number of meetings attended/held during the Director's term of office 董事於任期內出席／舉行會議次數		
	Board meetings 董事會會議	Annual general meeting 股東週年大會	
<b>Executive Directors</b> 執行董事			
Mr. Zeng Huansha 曾煥沙先生	12/12	1/1	
Mr. He Jie <sup>(1)</sup> 何捷先生 <sup>(1)</sup>	N/A 不適用	N/A 不適用	
Mr. Lui Wai Pang 雷偉彬先生	12/12	1/1	
Mr. Yuan Chun <sup>(2)</sup> 袁春先生 <sup>(2)</sup>	9/12	1/1	
Mr. Zeng Junkai <sup>(3)</sup> 曾俊凱先生 <sup>(3)</sup>	7/12	1/1	
<b>Non-executive Director</b> 非執行董事			
Mr. Jiang Daqiang <sup>(4)</sup> 蔣達強先生 <sup>(4)</sup>	N/A 不適用	N/A 不適用	
<b>Independent Non-Executive Directors</b> 獨立非執行董事			
Mr. Lee Kwok Tung Louis 李國棟先生	12/12	1/1	
Mr. Leung Yau Wan John 梁又穩先生	12/12	1/1	
Mr. Au Yeung Po Fung 歐陽寶豐先生	12/12	1/1	

Notes:

- (1) Mr. He Jie had resigned as an executive Director, the chief executive officer of the Company and a member of the remuneration committee of the Board with effect from 29 January 2021.
- (2) Mr. Yuan Chun had been appointed as an executive Director, the Chief Executive Officer and a member of the remuneration committee of the Board with effect from 29 January 2021.
- (3) Mr. Zeng Junkai had been appointed as an executive Director, a member of the remuneration committee of the Board and a vice president of the Company with effect from 26 February 2021.
- (4) Mr. Jiang Daqiang had resigned as a non-executive Director and a member of the audit committee of the Board with effect from 26 February 2021.

附註：

- (1) 何捷先生已辭任本公司執行董事、行政總裁及董事會薪酬委員會成員，自2021年1月29日起生效。
- (2) 袁春先生已獲委任為執行董事、行政總裁及董事會薪酬委員會成員，自2021年1月29日起生效。
- (3) 曾俊凱先生已獲委任為執行董事、董事會薪酬委員會成員及本公司副總裁，自2021年2月26日起生效。
- (4) 蔣達強先生已辭任非執行董事及董事會審核委員會成員，自2021年2月26日起生效。

## 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 D.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 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.

## 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建議。

### 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D.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。

Our audit committee convened 3 meetings during the Relevant Period. The table below sets forth the details of the attendance at these meetings:

於相關期間，審核委員會召開3次會議。下表載列該等會議的出席詳情：

Name of committee member	委員會成員名稱	Number of meetings attended/held during the Director's term of office 董事於任期內出席／舉行會議次數
Mr. Leung Yau Wan John (Chairman)	梁又穩先生(主席)	3/3
Mr. Jiang Daqiang <sup>(1)</sup>	蔣達強先生 <sup>(1)</sup>	N/A 不適用
Mr. Lee Kwok Tung Louis	李國棟先生	3/3
Mr. Au Yeung Po Fung	歐陽寶豐先生	3/3

Note:

- (1) Mr. Jiang Daqiang had resigned as a non-executive Director and a member of the audit committee of the Board with effect from 26 February 2021.

附註：

- (1) 蔣達強先生已辭任非執行董事及董事會審核委員會成員，自2021年2月26日起生效。

Our audit committee has reviewed the Company's audited consolidated financial statements for the year ended 31 December 2021 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.

審核委員會已審閱本公司截至2021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。

Our audit committee has reviewed the remuneration of the auditor for the year ended 31 December 2021 and has recommended the Board to re-appoint Ernst & Young as the auditor of the Company for the year ending 31 December 2022, subject to approval by the Shareholders at the AGM.

審核委員會已審閱截至2021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2022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後，方可作實。

The work 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 2021;
- 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 2021;
- made recommendations to the Board on the re-appointment of auditor for the year 2022;
- 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;
- 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.

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2021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2021年12月31日止財政年度的經審核綜合財務報表；
- 就於2022年重新委任核數師向董事會提供推薦建議；
- 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供推薦建議；
- 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建議；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. Remuneration Committee

Our Board has established a remuneration committee in compliance with Rules 3.25 and 3.26 of the Listing Rules and Code E.1.1 to E.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 two executive Directors, being Mr. Yuan Chun and Mr. Zeng Junkai, 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.

Our remuneration committee convened 4 meetings during the Relevant Period. The table below sets forth the details of the attendance at the meeting:

## 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E.1.1條至第E.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，並就此向董事會提供推薦建議、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。薪酬委員會現時由兩名執行董事（即袁春先生及曾俊凱先生）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。

於相關期間，薪酬委員會召開4次會議。下表載列該等會議的出席詳情：

Name of committee member	委員會成員名稱	Number of meetings attended/held during the Director's term of office 董事於任期內出席／ 舉行會議次數
Mr. Lee Kwok Tung Louis (Chairman)	李國棟先生(主席)	4/4
Mr. He Jie <sup>(1)</sup>	何捷先生 <sup>(1)</sup>	3/4
Mr. Yuan Chun <sup>(2)</sup>	袁春先生 <sup>(2)</sup>	2/4
Mr. Zeng Junkai <sup>(3)</sup>	曾俊凱先生 <sup>(3)</sup>	4/4
Mr. Leung Yau Wan John	梁又穩先生	4/4
Mr. Au Yeung Po Fung	歐陽寶豐先生	4/4

## Notes:

- (1) Mr. He Jie had resigned as an executive Director, the chief executive officer of the Company and a member of the remuneration committee of the Board with effect from 29 January 2021.
- (2) Mr. Yuan Chun had been appointed as an executive Director, the Chief Executive Officer and a member of the remuneration committee of the Board with effect from 29 January 2021.
- (3) Mr. Zeng Junkai had been appointed as an executive Director, a member of the remuneration committee of the Board and a vice president of the Company with effect from 26 February 2021.

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

- 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 about the remuneration package of appointment of Mr. Yuan Chuan as an executive Director, the Chief Executive Officer of the Company; and the appointment of Mr. Zeng Junkai as an executive Director and vice president of the Company; respectively;
- 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.

## 附註：

- (1) 何捷先生已辭任本公司執行董事、行政總裁及董事會薪酬委員會成員，自2021年1月29日起生效。
- (2) 袁春先生已獲委任為執行董事、行政總裁及董事會薪酬委員會成員，自2021年1月29日起生效。
- (3) 曾俊凱先生已獲委任為執行董事、董事會薪酬委員會成員及本公司副總裁，自2021年2月26日起生效。

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：

- 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建議；
- 就分別委任袁春先生為本公司執行董事兼行政總裁及委任曾俊凱先生為本公司執行董事兼副總裁等的薪酬待遇向董事會提供建議；
- 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同或其任何更改、重續或修訂向董事會提供推薦建議；
- 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同的條款；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提供推薦建議。

### *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 31 December 2021 was approximately RMB824,000.

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 31 December 2021 was approximately RMB14,415,000.

None of the Directors had waived or agreed to waive any remuneration for the year ended 31 December 2021.

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 31 December 2021 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2021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824,000元。

截至2021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14,415,000元。

截至2021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建議。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2021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 E.1.5 of the CG Code, the annual remuneration of members of the senior management by band for the year ended 31 December 2021 is set out below:

此外，根據企業管治守則守則條文第E.1.5條，高級管理層成員於截至2021年12月31日止年度的年度薪酬範圍如下：

Remuneration band	薪酬範圍	Number of persons 人數
HK\$2 million above	200萬港元以上	3
HK\$1 million to HK\$2 million	100萬港元至200萬港元	1
HK\$500,000 to HK\$1 million	50萬港元至100萬港元	2
HK\$500,000 below	50萬港元以下	2

### 3. Nomination Committee

Our Board has established a nomination committee in compliance with Code B.3 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 two executive Directors, being Mr. Zeng Huansha and Mr. Lui Wai Pang, 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B.3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建議，物色、挑選或就提名董事人選向董事會提供推薦建議，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提供推薦建議。提名委員會目前由兩名執行董事（即曾煥沙先生及雷偉彬先生）以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 4 meetings 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4次會議。下表載列該會議的出席詳情：

Name of committee member	委員會成員名稱	Number of meetings attended/held during the Director's term of office 董事於任期內出席／舉行會議次數
Mr. Zeng Huansha (Chairman)	曾煥沙先生(主席)	4/4
Mr. Lui Wai Pang	雷偉彬先生	4/4
Mr. Lee Kwok Tung Louis	李國棟先生	4/4
Mr. Leung Yau Wan John	梁又穩先生	4/4
Mr. Au Yeung Po Fung	歐陽寶豐先生	4/4

The work 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, composition and diversity of the Board;
  - assessed the independence of the independent non-executive Directors;
  - made recommendations to the Board to appointment of Mr. Yuan Chuan as an executive Director, the Chief Executive Office of the Company; and to appoint of Mr. Zeng Junkai as an executive Director and vice president of the Company; respectively;
  - made recommendations to the Board on the appointment and 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、組成及多元性；
  - 評估獨立非執行董事的獨立性；
  - 就分別委任袁春先生為本公司執行董事兼行政總裁及委任曾俊凱先生為本公司執行董事兼副總裁等事宜向董事會提出推薦建議；
  - 就委任及重新委任董事向董事會提供推薦建議；及
  - 檢討提名政策並就此向董事會提供推薦建議。

### Nomination Policy

#### (i) Objective

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.

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.

### 提名政策

#### (i) 目的

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。

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) 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.

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.

*(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推薦建議：

- (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。

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) *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.

(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提供推薦建議，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 44 years old to 61 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.

### *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44至61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。

The Board currently has no female Director in the Board but we will continue to strive to enhance female representation and achieve an appropriate balance of gender diversity with reference to shareholders' expectation and international and local recommended best practices. The Nomination Committee will use its best endeavors and on suitable basis, identify and recommend female candidates to our Board for its consideration on appointment of a Director as and when appropriate with the goal to maintain at least one female Director in our Board, subject to the Directors (i) being satisfied with the competence and experience of the relevant candidate based on reasonable criteria; and (ii) fulfilling their fiduciary duties to act in the best interests of the Company and its Shareholders as a whole when considering the appointment.

We will also ensure that there is gender diversity when recruiting staff at mid to senior level and we are committed to provide career development opportunities for female staff so that we will have a pipeline of female senior management and potential successors to our Board in near future.

The Company plans to offer all-rounded trainings to female employees whom we consider to have the suitable experience, skills and knowledge of our operation and business, including but not limited to, business operation, management, accounting and finance, legal and compliance and research and development.

董事會目前未有一名女性為董事。我們將參考利益相關者的期望以及國際及本地的最佳實踐建議，致力提升女性比例並實現性別多元化的適當平衡。提名委員會亦將盡最大努力及在適當情況下物色並向董事會推薦女性候選人，供董事會於適當時候在任命董事時考慮，以使董事會維持至少一名女性董事，惟須經董事(i)根據合理標準信納相關候選人的能力及經驗；及(ii)於作出有關委任時，履行受信責任，按符合本公司及股東整體最佳利益的方式行事。本公司相信，根據董事會多元化政策及業務性質的擇優遴選過程符合本公司及股東整體最佳利益。

我們亦將確保於中高級員工招聘中促進性別多元化，並致力為女性員工提供職業發展機會，從而於不久將來提供女性高級管理層渠道並擁有董事會潛在繼任者。

本公司計劃為我們認為具備我們營運及業務所需經驗、技能和知識的女性員工提供全面的培訓，包括但不限於業務營運、管理、會計及財務、法律及合規以及研發。

#### 4. Corporate Governance Functions

The Board is responsible for performing the functions set out in the Code Provision A.2.1 of the CG Code.

During the year ended 31 December 2021, the Board met 2 times 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".

#### 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. 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.

#### 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.

#### 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A.2.1條所載的職能。

於截至2021年12月31日止年度，董事會舉行2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本節的披露資料。

#### 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止已遵守標準守則所載規定準則。

#### 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。

## 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 31 December 2021, 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:

## 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2021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：

	<b>Year ended</b> <b>31 December 2021</b> <b>截至2021年</b> <b>12月31日止年度</b> RMB million 人民幣百萬元
Audit and related service:	審核及相關服務： 6.7
Non-audit service:	非審核服務： 1.6

## 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 31 December 2021 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 31 December 2021 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.

## 問責制及審核

董事知悉彼等有責任編製本公司截至2021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2021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。

## 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 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.

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.

## 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。

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。

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。



- 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 risk control 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.
- 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.
- 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。
- 本公司的風控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。
- 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.

## 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。

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.

## ANTI-CORRUPTION AND WHISTLE-BLOWING POLICY

### Business Ethics

The Company is committed to combating corruptions and creating a corruption-free and transparent working atmosphere. The Group strictly complies with 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》), the Criminal Law of the People's Republic of China (《中華人民共和國刑法》) and the Anti-Unfair Competition Law of the People's Republic of China (《中華人民共和國反不正當競爭法》), and internal code of conduct such as Management System against Malpractice (《反舞弊管理制度》) and Implementation Rules on Managing Whistle-blowing (《舉報管理實施細則》) to firmly implement fair and just business practices and zero tolerance for malpractice.

The Audit Committee under the Board of Directors of Redsun Properties actively monitors and manages issues related to the Company's internal control. The Group has established a sound internal control system, and stipulated the management mechanism related to commercial behavior and anti-bribery, anti-corruption and anti-fraud. The Group has also set up policies related to business ethics such as Integrity Undertaking (《廉潔承諾書》), Staff Conduct Management Standards (《員工職務行為管理準則》) and Management Measures for Suppliers of Redsun Properties Group (《弘陽地產集團供應商管理辦法》) at different levels. The Group has established a comprehensive Redsun Properties Integrity System to regulate the professional behavior of all employees of Redsun Properties, establish a good atmosphere of integrity, diligence and professionalism, and prevent acts that harm the interests of the Company and shareholders. During the Reporting Period, there were no corruption lawsuits against Redsun Properties. The Group has also organized various activities including seminars on anti-corruption laws to promote and raise staff awareness regarding anti-corruption.

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。

## 反貪污及舉報政策

### 商業道德

本公司致力於打擊貪污並打造廉潔、透明的工作氛圍。本集團嚴格遵守《中華人民共和國公司法》《中華人民共和國刑法》《中華人民共和國反不正當競爭法》等法律法規，以及《反舞弊管理制度》《舉報管理實施細則》等內部行為準則，堅決貫徹公平、公正的商業行為，及營私舞弊零容忍的強硬態度。

弘陽地產董事會下審計委員積極監督並管理公司內部控制相關問題。本集團建立了健全的內控體系，規定了商業行為與反賄賂、反貪腐及反舞弊相關管理機制。本集團亦已針對不同層級設立《廉潔承諾書》《員工職務行為管理準則》《弘陽地產集團供應商管理辦法》等商業道德相關政策。本集團全面搭建弘陽地產廉政體系，以規範弘陽地產所有員工的職業行為，樹立廉政、勤勉、敬業的良好風氣，防止損害公司及股東利益的行為發生。報告期內，弘陽地產並未發生貪污訴訟案件。本集團亦已舉行多個活動就反貪污進行宣傳並提高員工意識，包括有關反貪污法律的研討會。

The Group conducts internal audit covering all areas every year, and integrates the contents of business ethics, code of conduct and anti-fraud into the existing audit scope.

### Whistle-blowing Mechanism and Whistleblower Protection

While implementing and continuously improving the anti-fraud management mechanism, The Group has also established a corresponding whistle-blowing and complaint mechanism. The Group encourages all parties in the community to provide feedback on the violation of occupational ethics by the Group and its employees through communication methods such as hotlines and email. The Audit and Inspection Center of Redsun Properties will investigate the persons involved in the case according to the specific contents of the report, file the case for filing in a timely manner and give corresponding feedback to the informants.

In the process of accepting and investigating the reported incidents, we will strictly comply with the relevant provisions in the Implementation Rules on Managing Whistle-blowing (《舉報管理實施細則》) and strictly protect the identity information and safety of the whistleblowers.

## 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.

本集團每年開展覆蓋所有區域的內部審計，並將商業道德、員工規範行為、反舞弊等內容融合到現有的審計範圍內。

### 舉報機制與舉報人保護

在推行並不斷完善反舞弊管理機制的同時，本集團亦設立了相應的舉報投訴機制。本集團鼓勵社會各方通過舉報熱線號碼、電子郵箱地址等溝通方式，反饋集團及其員工違反職業道德問題的情況。弘陽地產審計檢查中心將針對具體舉報內容，對涉案人員進行調查，及時立案歸檔，並予以舉報人相應反饋。

在受理和查處舉報事件的過程中，我們將嚴格遵守《舉報管理實施細則》中相關規定，嚴密保護舉報人身份信息及生命安全。

### 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。

## 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 ("SWCS"), external service provider, and Mr. Yim Lok Kwan has been appointed as a company secretary. The Company has further appointed Mr. Li Yonggang as a joint company secretary with effect from 23 April 2019. Mr. Li Yonggang is the primary contact person at the Company for SWCS.

Each of the joint company secretary attended sufficient professional training as required under the Listing Rules for the year ended 31 December 2021 to update their skills and knowledge.

## 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.

## 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(「方圓」)為外部服務供應商，而嚴洛鈞先生已獲委任為公司秘書。本公司另委任李永剛先生為聯席公司秘書，自2019年4月23日起生效。李永剛先生為方圓於本公司的主要聯絡人。

截至2021年12月31日止年度，各聯席公司秘書已接受上市規則所規定的充足專業培訓，以增進其技能及知識。

## 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。

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.

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 requisitioner(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to the requisitioner(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.

Shareholders may at any time lodge the aforesaid requisition to the Board in writing at the Company's principal place of business in Hong Kong at Unit 6111-12, 61/F, The Center, No. 99 Queen's Road Central, Hong Kong.

### 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。

股東可隨時以書面形式將上述要求發送至本公司香港主要營業地點（地址為香港皇后大道中99號中環中心61樓6111-12室），以提交董事會。

### 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 6111-12, 61/F, The Center,  
No. 99 Queen's Road Central, Hong Kong

Email: touzizhe@rsun.com

### AMENDMENT TO THE MEMORANDUM AND ARTICLES OF ASSOCIATIONS

During the Relevant Period, 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, 30 March 2022

### 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：香港皇后大道中99號  
中環中心61樓6111-12室

電子郵件：touzizhe@rsun.com

### 組織章程大綱及細則的修訂

於相關期間，本公司的組織章程大綱及細則概無任何變動。

代表董事會  
弘陽地產集團有限公司  
曾煥沙  
主席

香港，2022年3月30日





# FINANCIAL STATEMENTS

## 財務報表



弘陽地產 — 打造四大產品線

Redsun Properties Group Limited - Four major project series

**弘著系**





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**To the shareholders of Redsun Properties Group Limited**  
(Incorporated in the Cayman Islands with limited liability)

**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)

## OPINION

We have audited the consolidated financial statements of Redsun Properties Group Limited (the "Company") and its subsidiaries (the "Group") set out on pages 167 to 359, which comprise the consolidated statement of financial position as at 31 December 2021, 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 2021, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board (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 ("HKSA") 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.

## 意見

我們已審核列載於第167頁至第359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2021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、綜合全面收入表、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2021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須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。

## MATERIAL UNCERTAINTY RELATING TO GOING CONCERN

We draw attention to Note 2.1 to the consolidated financial statements, which states that the Group reported the current portion of interest-bearing bank loans, other borrowings and senior notes of RMB11,386,635,000 in aggregate at 31 December 2021. The consolidated financial statements have been prepared on a going concern basis with the validity depending on the accomplishment of future financing activities with certain financial institutions and the Group's ability to generate sufficient cash flows from future operations to cover the Group's operating costs and to meet its financial commitments. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

## 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. In addition to the matter described in the *Material uncertainty relating to going concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report. 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.

## 與持續經營相關的重大不明朗因素

謹請垂注綜合財務報表附註2.1，其指出貴集團於2021年12月31日錄得計息銀行貸款、其他借款及優先票據的即期部分合共人民幣11,386,635,000元。綜合財務報表按持續經營基準編製，有效性取決於完成與若干金融機構的未來融資活動以及貴集團能否自未來經營產生充足現金流量以支付貴集團經營成本及滿足其財務承擔。該等條件顯示存在重大不確定因素，可能會對貴集團持續經營的能力產生重大疑問。我們的意見不會就該事宜予以修改。

## 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。除「與持續經營相關的重大不明朗因素」一節所述事項外，我們已釐定下文所述事項為將於我們的報告內溝通的關鍵審核事項。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須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。

**KEY AUDIT MATTERS (Continued)****Key audit matter**  
**關鍵審核事項***Valuation of investment properties*  
*投資物業之估值*

The Group owns investment properties in Mainland China which are measured at fair value and their aggregate carrying amount was approximately RMB14,114,116,000 as at 31 December 2021, which represented approximately 11% of the Group's total assets. The Group engaged an external valuer to perform valuation of these properties as at 31 December 2021.

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2021年12月31日的賬面總值約為人民幣14,114,116,000元，分別佔貴集團總資產約11%。貴集團已聘請外部估值師對該等物業於2021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.

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的估計出現重大差異。

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。

*Provision for land appreciation tax*  
*土地增值稅撥備*

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（包括預付土地租賃款項、物業開發成本及借款成本）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。

**關鍵審核事項（續）****How our audit addressed the key audit matter**  
**我們審核時如何處理關鍵審核事項**

We evaluated the competency, independence and objectivity of the external valuer. We obtained an understanding of 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 property-related data used as inputs for the valuation 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，並責成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 of 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。

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, by applying our local knowledge and experience. We also recalculated the tax provision and compared our results to the amounts recorded by the Group.

透過應用本地知識及經驗評估稅務風險，吾等已責成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。吾等亦已重新計算稅項撥備，並將吾等的計算結果與貴集團錄得的金額進行比較。

## 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.

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.

## 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。

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。

## 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。

## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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, actions taken to eliminate threats or safeguards applied.

## 核數師就審核綜合財務報表須承擔的責任 (續)

- 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中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。

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，以及為消除威脅所採取的行動或防範措施(如適用)。

**AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF  
THE CONSOLIDATED FINANCIAL STATEMENTS**  
(Continued)

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.

**Ernst & Young**

Certified Public Accountants  
Hong Kong  
30 March 2022

**核數師就審核綜合財務報表須承擔的責任  
(續)**

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)。

**安永會計師事務所**

執業會計師  
香港  
2022年3月30日



# CONSOLIDATED STATEMENT OF PROFIT OR LOSS

## 綜合損益表

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Year ended 31 December 2021  
截至2021年12月31日止年度

		Notes 附註	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
<b>REVENUE</b>	收入	5	<b>26,666,979</b>	20,158,701
Cost of sales	銷售成本		<b>(21,585,691)</b>	(15,650,959)
<b>Gross profit</b>	毛利		<b>5,081,288</b>	4,507,742
Other income and gains	其他收入及收益	5	<b>339,106</b>	632,630
Selling and distribution expenses	銷售及分銷開支		<b>(956,619)</b>	(927,623)
Administrative expenses	行政開支		<b>(944,380)</b>	(990,669)
Fair value gains on investment properties	投資物業的公允價值收益		<b>276,442</b>	258,949
Other expenses	其他開支		<b>(29,221)</b>	(39,356)
Finance costs	融資成本	7	<b>(961,636)</b>	(725,412)
Share of profits and losses of:	應佔以下單位利潤及虧損：			
Joint ventures	合營企業		<b>(52,304)</b>	(85,034)
Associates	聯營公司		<b>372,136</b>	528,110
<b>PROFIT BEFORE TAX</b>	稅前利潤	6	<b>3,124,812</b>	3,159,337
Income tax expense	所得稅開支	10	<b>(1,259,161)</b>	(1,304,397)
<b>PROFIT FOR THE YEAR</b>	年度利潤		<b>1,865,651</b>	1,854,940
Attributable to:	以下各方應佔：			
Owners of the parent	母公司擁有人		<b>1,245,840</b>	1,660,967
Non-controlling interests	非控股權益		<b>619,811</b>	193,973
			<b>1,865,651</b>	1,854,940
<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	12		
Basic	基本			
— For profit for the year	— 就年度利潤而言		<b>RMB0.37</b> <b>人民幣0.37元</b>	RMB0.50 人民幣0.50元
Diluted	攤薄			
— For profit for the year	— 就年度利潤而言		<b>RMB0.37</b> <b>人民幣0.37元</b>	RMB0.50 人民幣0.50元

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 綜合全面收入表

Year ended 31 December 2021  
截至2021年12月31日止年度

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
<b>PROFIT FOR THE YEAR</b>	年內利潤	<b>1,865,651</b>	1,854,940
<b>OTHER COMPREHENSIVE INCOME</b>	其他全面收入		
<b>OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX</b>	年內其他全面收入，扣除稅項	—	—
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>	年內全面收入總額	<b>1,865,651</b>	1,854,940
Attributable to:	以下各方應佔：		
Owners of the parent	母公司擁有人	<b>1,245,840</b>	1,660,967
Non-controlling interests	非控股權益	<b>619,811</b>	193,973
		<b>1,865,651</b>	1,854,940

31 December 2021  
2021年12月31日

		Notes 附註	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	13	768,749	820,826
Investment properties	投資物業	14	14,114,116	12,973,827
Right-of-use assets	使用權資產	15(a)	79,925	99,437
Other intangible assets	其他無形資產	16	11,068	11,180
Investments in joint ventures	於合營企業的投資	18	2,452,470	1,977,217
Investments in associates	於聯營公司的投資	19	11,739,053	9,572,816
Loan receivables	應收貸款	17	—	211,721
Deferred tax assets	遞延稅項資產	31	1,418,552	1,045,864
Total non-current assets	非流動資產總值		30,583,933	26,712,888
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Inventories	存貨		84,768	42,046
Properties under development	開發中物業	20	49,232,765	48,499,979
Completed properties held for sale	持作出售的已完工物業	21	6,099,195	3,795,722
Trade receivables	貿易應收款項	22	4,615	7,067
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	23	15,374,105	11,601,756
Due from related companies	應收關聯公司款項	42	13,678,744	8,801,141
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產	24	516,908	428,521
Tax recoverable	可收回稅項		1,134,543	630,969
Cash and bank balances	現金及銀行結餘	25	16,039,258	18,525,081
Total current assets	流動資產總值		102,164,901	92,332,282
<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	26	6,706,397	6,244,841
Other payables and accruals	其他應付款項及應計費用	27	8,905,585	8,376,013
Contract liabilities	合同負債	28	33,192,419	29,383,224
Interest-bearing bank and other borrowings	計息銀行及其他借款	29	6,865,131	8,766,941
Senior notes	優先票據	30	4,521,504	2,671,726
Lease liabilities	租賃負債	15(b)	51,200	35,509
Due to related companies	應付關聯公司款項	42	10,342,353	8,068,242
Tax payable	應繳稅項	10	3,632,094	2,904,848
Total current liabilities	流動負債總額		74,216,683	66,451,344

CONSOLIDATED STATEMENT OF FINANCIAL POSITION  
綜合財務狀況表

31 December 2021  
2021年12月31日

		Notes 附註	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>		<b>27,948,218</b>	25,880,938
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>資產總值減流動負債</b>		<b>58,532,151</b>	52,593,826
<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	29	<b>14,879,782</b>	13,285,233
Other payables and accruals	其他應付款項及應計費用	27	—	200,345
Senior notes	優先票據	30	<b>7,868,698</b>	7,581,168
Lease liabilities	租賃負債	15(b)	<b>1,664,779</b>	1,745,635
Deferred tax liabilities	遞延稅項負債	31	<b>2,373,037</b>	2,377,861
Total non-current liabilities	非流動負債總額		<b>26,786,296</b>	25,190,242
Net assets	資產淨值		<b>31,745,855</b>	27,403,584
<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	32	<b>28,409</b>	28,275
Share premium	股份溢價	32	<b>1,887,875</b>	2,257,437
Other reserves	其他儲備	34	<b>13,850,176</b>	12,894,625
Non-controlling interests	非控股權益		<b>15,766,460</b>	15,180,337
			<b>15,979,395</b>	12,223,247
<b>Total equity</b>	<b>權益總額</b>		<b>31,745,855</b>	27,403,584

Mr. Zeng Huansha

曾煥沙先生

Director

董事

Mr. Yuan Chun

袁春先生

Director

董事

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

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Year ended 31 December 2021  
截至2021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 and other reserves	Asset revaluation reserve	Statutory surplus reserves	Share option reserve	Share award scheme	Retained profits	Total	Non-controlling interests	Total equity
		股本	股份溢價	其他儲備	儲備	儲備	儲備	計劃	保留利潤	總計	權益	權益總額
		RMB'000	RMB'000	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	人民幣千元	人民幣千元
		Note 32	Note 32	Note 34		Note 34	Note 33	Note 33				
		附註32	附註32	附註34		附註34	附註33	附註33				
At 1 January 2020	於2020年1月1日	28,254	2,628,301	2,083,502*	20,922*	1,093,951*	55,655*	—*	7,977,160*	13,887,745	4,158,704	18,046,449
Profit for the year	年度利潤	—	—	—	—	—	—	—	1,660,967	1,660,967	193,973	1,854,940
Total comprehensive income for the year	年內全面收入總額	—	—	—	—	—	—	—	1,660,967	1,660,967	193,973	1,854,940
Exercise of share options	行使購股權	21	5,807	—	—	—	(1,910)	—	—	3,918	—	3,918
Purchase of shares under the share award scheme	根據股份獎勵計劃購買股份	—	—	—	—	—	—	(54,400)	—	(54,400)	—	(54,400)
Recognition of equity-settled share-based payments (note 33)	確認為以股權結算以股份為基礎的付款(附註33)	—	—	—	—	—	17,276	53,755	—	71,031	—	71,031
Capital injection from non-controlling shareholders	非控股股東注資	—	—	—	—	—	—	—	—	—	7,559,210	7,559,210
Acquisition of subsidiaries (note 36)	收購附屬公司(附註36)	—	—	—	—	—	—	—	—	—	398,876	398,876
Acquisition of non-controlling interests	收購非控股權益	—	—	(26,371)	—	—	—	—	—	(26,371)	(114,236)	(140,607)
Disposal of subsidiaries (note 37)	出售附屬公司(附註37)	—	—	—	—	—	—	—	—	—	(39,162)	(39,162)
Disposal of partial interests in subsidiaries to non-controlling interests	向非控股權益出售附屬公司的部分權益	—	—	14,118	—	—	—	—	—	14,118	65,882	80,000
Appropriations to statutory surplus reserve	轉撥至法定盈餘儲備	—	—	—	—	237,218	—	—	(237,218)	—	—	—
Final 2019 dividend declared	已宣派2019年末期股息	—	(376,671)	—	—	—	—	—	—	(376,671)	—	(376,671)
At 31 December 2020	於2020年12月31日	28,275	2,257,437	2,071,249*	20,922*	1,331,169*	71,021*	(645)*	9,400,909*	15,180,337	12,223,247	27,403,584

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

Year ended 31 December 2021  
截至2021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 and other reserves	Asset revaluation reserve	Statutory surplus reserves	Share option reserve	Share award scheme	Retained profits	Total	Non-controlling interests	Total equity
		股本	股份溢價	其他儲備	資產重估儲備	法定盈餘儲備	購股權儲備	股份獎勵計劃	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	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	人民幣千元	人民幣千元
		Note 32	Note 32	Note 34		Note 34	Note 33	Note 33				
		附註32	附註32	附註34		附註34	附註33	附註33				
At 1 January 2021	於2021年1月1日	28,275	2,257,437	2,071,249*	20,922*	1,331,169*	71,021*	(645)*	9,400,909*	15,180,337	12,223,247	27,403,584
Profit for the year	年度利潤	—	—	—	—	—	—	—	1,245,840	1,245,840	619,811	1,865,651
Total comprehensive income for the year	年內全面收入總額	—	—	—	—	—	—	—	1,245,840	1,245,840	619,811	1,865,651
Exercise of share options	行使購股權	134	33,422	—	—	—	(12,730)	—	—	20,826	—	20,826
Recognition of equity-settled share-based payments (note 33)	確認為以股權結算以股份為基礎的付款(附註33)	—	—	—	—	—	(30,852)	—	—	(30,852)	—	(30,852)
Capital injection from non-controlling shareholders	非控股股東注資	—	—	—	—	—	—	—	—	—	4,857,283	4,857,283
Acquisition of subsidiaries (note 36)	收購附屬公司(附註36)	—	—	—	—	—	—	—	—	—	579,757	579,757
Acquisition of non-controlling interests	收購非控股權益	—	—	(246,707)	—	—	—	—	—	(246,707)	(1,963,791)	(2,210,498)
Disposal of subsidiaries (note 37)	出售附屬公司(附註37)	—	—	—	—	—	—	—	—	—	(336,912)	(336,912)
Appropriations to statutory surplus reserve	轉撥至法定盈餘儲備	—	—	—	—	423,591	—	—	(423,591)	—	—	—
Final 2020 dividend declared	已宣派2020年末期股息	—	(402,984)	—	—	—	—	—	—	(402,984)	—	(402,984)
At 31 December 2021	於2021年12月31日	28,409	1,887,875	1,824,542*	20,922*	1,754,760*	27,439*	(645)*	10,223,158*	15,766,460	15,979,395	31,745,855

\* These reserve accounts comprise the consolidated other reserves of RMB13,850,176,000 (2020: RMB12,894,625,000) 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人民幣13,850,176,000元(2020年: 人民幣12,894,625,000元)。

# CONSOLIDATED STATEMENT OF CASH FLOWS

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## 綜合現金流量表

Year ended 31 December 2021  
截至2021年12月31日止年度

	Notes 附註	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元 (Restated*) (經重列*)
<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>3,124,812</b>	3,159,337
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	<b>72,456</b>	67,798
Depreciation of right-of-use assets	使用權資產折舊	6,15	37,503
Amortisation of other intangible assets	其他無形資產攤銷	6,16	5,125
Losses on disposal of items of property, plant and equipment	出售物業、廠房及設備項目的虧損	6	5,319
Share of profits and losses of:	應佔以下單位利潤及虧損：		
Joint ventures	合營企業	<b>52,304</b>	85,034
Associates	聯營公司	<b>(372,136)</b>	(528,110)
Recognition of equity-settled share-based payments	確認為以股權結算以股份為基礎的付款	6	71,031
Fair value gain on investment properties	投資物業公允價值收益	6,14	(258,949)
Gain on disposal of subsidiaries	出售附屬公司的收益	6,37	(251,984)
Gain on disposal of associates and joint ventures	出售聯營公司及合營企業的收益	5,6	(22,845)
Gain on remeasurement of pre-existing interests in joint ventures	重新計量於合營企業的既有權益所得收益	6,36	(31,221)
Impairment of financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產減值	6	3,429
Impairment losses recognised	確認減值虧損	6,21	19,265
Impairment losses written off	撤銷減值虧損	6,21	(32,010)
Finance costs	融資成本	7	725,412
Interest income	利息收入	5	(154,672)
Investment income	投資收入	5	(90,882)
Fair value loss/(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公允價值虧損/(收益)		(28,434)
		<b>1,511</b>	
		<b>3,934,330</b>	2,780,146
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>(4,367,040)</b>	(9,148,944)
Increase in inventories	存貨增加	<b>(42,722)</b>	(29,433)
Decrease/(increase) in restricted cash	受限制現金減少/(增加)	<b>1,903,230</b>	(57,702)
Increase in pledged deposits	已質押存款增加	<b>(273,208)</b>	(73,415)
Decrease/(increase) in trade receivables	貿易應收款項減少/(增加)	<b>2,452</b>	(300)
Increase in prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產增加	<b>(2,515,026)</b>	(484,883)
Increase in trade and bills payables	貿易應付款項及應付票據增加	<b>1,027,393</b>	1,352,477
(Decrease)/increase in other payables and accruals	其他應付款項及應計費用(減少)/增加	<b>(465,126)</b>	1,753,477
Increase in contract liabilities	合同負債增加	<b>2,691,393</b>	2,165,022
(Increase)/decrease in amounts due from related companies	應收關聯公司款項(增加)/減少	<b>(309,822)</b>	91,902
(Decrease)/increase in amounts due to related companies	應付關聯公司款項(減少)/增加	<b>(26,321)</b>	18,788

\* Please refer to note 2.2 and note 47 for details of restatement.

\* 有關重列詳情請參閱附註2.2及附註47。

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

Year ended 31 December 2021  
截至2021年12月31日止年度

	Notes 附註	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元 (Restated*) (經重列*)
Cash generated from/(used in) operations	經營所得/(所用)現金	<b>1,559,533</b>	(1,632,865)
Interest received	已收利息	<b>206,363</b>	153,980
Tax paid	已繳稅項	<b>(1,399,619)</b>	(1,014,393)
Net cash flows from/(used in) operating activities	經營活動所得/(所用)現金 流量淨額	<b>366,277</b>	(2,493,278)
<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	<b>7</b>	9,708
Purchase of items of property, plant and equipment	購買物業、廠房及設備項目	<b>(21,638)</b>	(98,011)
Purchase of other intangible assets	購置其他無形資產	<b>(3,691)</b>	(3,879)
Additions in investment properties	添置投資物業	<b>(788,589)</b>	(334,614)
Acquisition of subsidiaries	收購附屬公司	<b>36</b>	67,119
Acquisition of joint ventures and associates	收購合營企業及聯營公司	<b>(3,037,049)</b>	(4,310,706)
Disposal of subsidiaries	出售附屬公司	<b>37</b>	319,878
Disposal of investments in associates and joint ventures	出售於聯營公司及合營企業的 投資	—	94,818
Purchase of financial assets at fair value through profit or loss	購買按公允價值計入損益的 金融資產	<b>(868,490)</b>	(2,450,077)
Disposal of financial assets at fair value through profit or loss	出售按公允價值計入損益的 金融資產	<b>793,804</b>	3,226,995
Purchase of a private placement bond	購買私募債券	—	(189,222)
Dividends received from financial assets at fair value through profit or loss	已收按公允價值計入損益的 金融資產的股息	<b>11,846</b>	39,768
Decrease in loans to joint ventures and associates	向合營企業及聯營公司貸款 減少	<b>35,507</b>	2,519,836
Increase in non-pledged time deposits	無質押定期存款增加	—	(500,000)
Dividend received from joint ventures and associates	已收合營企業及聯營公司的 股息	<b>460,210</b>	789,400
Net cash flows used in investing activities	投資活動所用現金流量淨額	<b>(2,586,795)</b>	(818,987)

\* Please refer to note 2.2 and note 47 for details of restatement.

\* 有關重列詳情請參閱附註2.2及附註47。



CONSOLIDATED STATEMENT OF CASH FLOWS  
綜合現金流量表

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Year ended 31 December 2021  
截至2021年12月31日止年度

	Notes 附註	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元 (Restated*) (經重列*)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Acquisition of non-controlling interests		(1,230,498)	(140,607)
Transactions with non-controlling shareholders		4,338,227	5,401,139
Proceeds from disposal of partial interests in subsidiaries to non-controlling interests		—	80,000
Principal portion of lease payments	15	(60,283)	(52,584)
Dividends paid		(402,984)	(376,671)
Decrease in pledged deposits		2,520,255	2,394,863
Proceeds from the issuance of senior notes		4,863,417	3,233,153
Repayment of senior notes		(2,486,050)	(1,632,121)
Repurchase of senior notes		(108,021)	—
Proceeds from interest-bearing bank and other borrowings		16,101,329	18,393,851
Repayments of interest-bearing bank and other borrowings		(17,076,653)	(17,012,359)
Purchase of shares under the share award scheme		—	(54,400)
Proceeds from exercise of share options		20,826	3,918
Interest paid		(2,744,381)	(3,073,515)
Net cash flows from financing activities		3,735,184	7,164,667
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>			
Cash and cash equivalents at beginning of year		1,514,666	3,852,402
Effect of foreign exchange rate changes, net		12,409,052	8,691,522
		(35,920)	(134,872)
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>			
		13,887,798	12,409,052
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>			
Cash and bank balances	25	16,039,258	18,525,081
Less: Restricted cash	25	1,103,511	2,862,288
Pledged deposits	25	1,047,949	3,253,741
Cash and cash equivalents as stated in the statement of cash flows		13,887,798	12,409,052

\* Please refer to note 2.2 and note 47 for details of restatement.

\* 有關重列詳情請參閱附註2.2及附註47。

31 December 2021  
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## 1. CORPORATE AND GROUP INFORMATION

Redsun Properties Group Limited was incorporated as an exempted company with limited liability in the Cayman Islands. The registered office of the Company is located at Walkers Corporate Limited, 190 Elgin Avenue, George Town, Grand Cayman, KY1-9008, Cayman Islands.

During the year, the Group was involved in the following principal activities:

- Property development
- Commercial property investment and operations
- Hotel operations

In the opinion of the directors, the holding company of the Company is Redsun Properties Group (Holdings) Limited, which is incorporated in the British Virgin Islands.

## 1. 公司及集團資料

弘陽地產集團有限公司在開曼群島註冊成立為獲豁免有限公司。本公司註冊辦事處地址為 Walkers Corporate Limited，位於190 Elgin Avenue, George Town, Grand Cayman, KY1-9008, Cayman Islands。

年內，本集團涉足以下主要活動：

- 物業開發
- 商業物業投資與經營
- 酒店經營

董事認為，本公司的控股公司為於英屬維爾京群島註冊成立的弘陽地產集團(控股)有限公司。

31 December 2021  
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## 1. CORPORATE AND GROUP INFORMATION (Continued)

### Information about subsidiaries

Particulars of the Company's principal subsidiaries are as follows:

## 1. 公司及集團資料(續)

### 有關附屬公司的資料

本公司主要附屬公司的詳情如下：

Name 名稱	Place of incorporation/ registration and business 註冊成立/註冊以及 營業地點	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity attributable to the		Principal activities 主營業務
			Company 本公司應佔 股權百分比		
			Direct 直接	Indirect 間接	
Redsun Properties Investment (Holdings) Limited** 弘陽地產投資(控股)有限公司**	British Virgin Islands 英屬維爾京群島	US\$1 1美元	100	—	Investment holding 投資控股
Hong Yang Properties Investment Limited** 弘陽地產投資有限公司**	Hong Kong 香港	HK\$1, RMB1,990,446,210 1港元、 人民幣1,990,446,210元	—	100	Investment holding 投資控股
Hopeful Huge Limited** 慶合有限公司**	British Virgin Islands 英屬維爾京群島	US\$50,000 50,000美元	—	100	Investment holding 投資控股
Profit Icon Development Limited** 溢同發展有限公司**	British Virgin Islands 英屬維爾京群島	US\$50,000 50,000美元	—	54	Investment holding 投資控股
W Ocean Company Limited** 傲瞬有限公司**	Hong Kong 香港	HK\$100 100港元	—	100	Investment holding 投資控股
Huge Winning Limited** 浩聚有限公司**	British Virgin Islands 英屬維爾京群島	US\$50,000 50,000美元	—	100	Investment holding 投資控股
Sunny Honesty Limited** 聖信有限公司**	British Virgin Islands 英屬維爾京群島	US\$50,000 50,000美元	—	100	Investment holding 投資控股
Skillful Point Resources Limited** 信同資源有限公司**	British Virgin Islands 英屬維爾京群島	US\$60,000 60,000美元	—	60	Investment holding 投資控股
Winning Leap Worldwide Limited** 謙利環球有限公司**	British Virgin Islands 英屬維爾京群島	US\$50,000 50,000美元	—	100	Investment holding 投資控股

31 December 2021  
2021年12月31日1. CORPORATE AND GROUP INFORMATION  
(Continued)

## Information about subsidiaries (Continued)

Name 名稱	Place of incorporation/ registration and business 註冊成立/註冊以及 營業地點	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity attributable to the		Principal activities 主營業務
			Company 本公司應佔 股權百分比		
			Direct 直接	Indirect 間接	
Cheer Fantasy International Limited** 喜有國際有限公司**	Hong Kong 香港	US\$15,000,000 HK\$51 15,000,000美元 51港元	—	51	Investment holding 投資控股
Leading Talent International Limited** 首先國際有限公司**	Hong Kong 香港	HK\$1 1港元	—	100	Investment holding 投資控股
Million Triple International Limited** 萬有國際有限公司**	Hong Kong 香港	HK\$1 1港元	—	60	Investment holding 投資控股
Redsun Properties (Group) Co., Ltd.* 弘陽置地(集團)有限公司*	PRC/Mainland China 中國/內地	RMB2,190,446,211 人民幣2,190,446,211元	—	100	Property development and property leasing 物業開發及物業租賃
Nanjing Hong Yang Business Management Co., Ltd.* 南京弘陽商業管理有限公司*	PRC/Mainland China 中國/內地	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.* 南京弘陽酒店有限公司*	PRC/Mainland China 中國/內地	RMB10,000,000 人民幣10,000,000元	—	100	Hotel operation 酒店經營
Nanjing Guo Gang Properties Development Co., Ltd.* 南京國港置業發展有限公司*	PRC/Mainland China 中國/內地	RMB66,214,329 人民幣66,214,329元	—	99	Property development and property leasing 物業開發及物業租賃
Xuzhou Xincheng Yihui Real Estate Development Co. Ltd.* 徐州新城億輝房地產開發有限公司*	PRC/Mainland China 中國/內地	RMB202,050,000 人民幣202,050,000元	—	82	Property development 物業開發
Changzhou Hong Yang Plaza Properties Co., Ltd.* 常州弘陽廣場置業有限公司*	PRC/Mainland China 中國/內地	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

## 1. 公司及集團資料(續)

## 有關附屬公司的資料(續)

31 December 2021  
2021年12月31日

1. CORPORATE AND GROUP INFORMATION  
(Continued)

1. 公司及集團資料(續)

Information about subsidiaries (Continued)

有關附屬公司的資料(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/註冊以及 營業地點	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity attributable to the		Principal activities 主營業務
			Company 本公司應佔 股權百分比		
			Direct 直接	Indirect 間接	
Nantong Jin Li Properties Co., Ltd.* 南通錦力置業有限公司*	PRC/Mainland China 中國/內地	RMB8,000,000 人民幣8,000,000元	—	33	Property development 物業開發
Nanjing Rui Sheng Real Estate Development Co., Ltd.* 南京銳晟房地產開發有限公司*	PRC/Mainland China 中國/內地	RMB100,000,000 人民幣100,000,000元	—	100	Property development 物業開發
Changzhou Sang Ma Properties Co., Ltd.* 常州桑麻置業有限公司*	PRC/Mainland China 中國/內地	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
Jiangyin Jia Hong Real Estate Development Co., Ltd.* 江陰嘉鴻房地產開發有限公司*	PRC/Mainland China 中國/內地	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.* 無錫煦陽房地產開發有限公司*	PRC/Mainland China 中國/內地	RMB300,000,000 人民幣300,000,000元	—	100	Property development 物業開發
Hefei Hong Yang Business Management Co., Ltd.* 合肥弘陽商業管理有限公司*	PRC/Mainland China 中國/內地	RMB30,010,000 人民幣30,010,000元	—	100	Commercial property management 商業物業管理
Chongqing Bo Jing Ming Xia Properties Co., Ltd.* 重慶柏景銘廈置業有限公司*	PRC/Mainland China 中國/內地	RMB200,000,000 人民幣200,000,000元	—	100	Property development 物業開發
Changzhou Sang Ma Culture Expo Park Co., Ltd. (Changzhou Sang Ma Culture)* 常州桑麻文化博覽園有限公司(常州桑麻文化)*	PRC/Mainland China 中國/內地	RMB400,000,000 人民幣400,000,000元	—	70	Property leasing 物業租賃
Xuzhou Xiangyun Resort Management Co., Ltd.* 徐州祥雲景區管理有限公司*	PRC/Mainland China 中國/內地	RMB80,000,000 人民幣80,000,000元	—	75	Property development 物業開發
Jiangyin Tong Yang Real Estate Development Co., Ltd. (Jiangyin Tong Yang)* <sup>a</sup> 江陰通陽房地產開發有限公司(江陰通陽)* <sup>a</sup>	PRC/Mainland China 中國/內地	RMB538,020,500 人民幣538,020,500元	—	48	Property development 物業開發

31 December 2021  
2021年12月31日1. CORPORATE AND GROUP INFORMATION  
(Continued)

## Information about subsidiaries (Continued)

## 1. 公司及集團資料(續)

## 有關附屬公司的資料(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/註冊以及 營業地點	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity attributable to the		Principal activities 主營業務
			Company 本公司應佔 股權百分比		
			Direct 直接	Indirect 間接	
Huzhou Hong Rui Real Estate Development Co., Ltd.* 湖州弘瑞房地產開發有限公司*	PRC/Mainland China 中國/內地	RMB170,000,000 人民幣170,000,000元	—	96	Property development 物業開發
Huzhou Hong Yuan Real Estate Development Co., Ltd.** 湖州弘源房地產開發有限公司**	PRC/Mainland China 中國/內地	RMB50,000,000 人民幣50,000,000元	—	96	Property development 物業開發
Foshan Hong Sheng Real Estate Development Co., Ltd.* 佛山市弘升房地產開發有限公司*	PRC/Mainland China 中國/內地	RMB10,000,000 人民幣10,000,000元	—	95	Property development 物業開發
Sichuan Ren Shou San Yu Properties Co., Ltd.* 四川仁壽三宇置業有限公司*	PRC/Mainland China 中國/內地	RMB26,670,000 人民幣26,670,000元	—	94	Property development 物業開發
Xuzhou Hong Ran Real Estate Development Co., Ltd. (Xuzhou Hong Ran)* 徐州弘冉房地產開發有限公司(徐州弘冉)*	PRC/Mainland China 中國/內地	RMB500,000,000 人民幣500,000,000元	—	51	Property development 物業開發
Jiangxi Zhong Da Hong Yun Real Estate Co., Ltd.* <sup>®</sup> 江西中大弘云地產有限公司* <sup>®</sup>	PRC/Mainland China 中國/內地	RMB19,607,843 人民幣19,607,843元	—	49	Property development 物業開發
Mingliu Properties Wuhan Co., Ltd. (Mingliu Properties)* <sup>^</sup> 名流置業武漢有限公司(名流置業)* <sup>^</sup>	PRC/Mainland China 中國/內地	RMB1,205,000,000 人民幣1,205,000,000元	—	95	Property development 物業開發
Bengbu Xin Hong Real Estate Co., Ltd.* <sup>®</sup> 蚌埠新弘房地產有限公司* <sup>®</sup>	PRC/Mainland China 中國/內地	RMB86,000,000 人民幣86,000,000元	—	48	Property development 物業開發
Xiangyang Hong Zhan Real Estate Development Co., Ltd. (Xiangyang Hong Zhan)* 襄陽弘展房地產開發有限公司(襄陽弘展)*	PRC/Mainland China 中國/內地	RMB50,000,000 人民幣50,000,000元	—	94	Property development 物業開發
Hunan De Yi Real Estate Development Co., Ltd.* 湖南德一房地產開發有限公司*	PRC/Mainland China 中國/內地	RMB100,000,000 人民幣100,000,000元	—	67	Property development 物業開發

31 December 2021  
2021年12月31日

1. CORPORATE AND GROUP INFORMATION  
(Continued)

1. 公司及集團資料(續)

Information about subsidiaries (Continued)

有關附屬公司的資料(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/註冊以及 營業地點	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity attributable to the		Principal activities 主營業務
			Company 本公司應佔		
			Direct 直接	Indirect 間接	
Chengdu Jin Xin Yao Real Estate Development Co., Ltd. (Chengdu Jin Xin Yao)* <sup>a</sup> 成都金鑫堯房地產開發有限公司(成都金鑫堯)* <sup>a</sup>	PRC/Mainland China 中國/內地	RMB600,000,000 人民幣600,000,000元	—	47	Property development 物業開發
Chongqing Hong Lan Real Estate Development Co., Ltd.* 重慶弘瀾房地產開發有限公司*	PRC/Mainland China 中國/內地	RMB400,000,000 人民幣400,000,000元	—	95	Property development 物業開發
Jinan Hong Yang Business Management Co., Ltd.* 濟南弘陽商業管理有限公司*	PRC/Mainland China 中國/內地	RMB1,000,000 人民幣1,000,000元	—	100	Commercial property management 商業物業管理
Qionglai Hongyang Jingcui Real Estate Development Co., Ltd. (Qionglai Jingcui)* 邛崃市弘陽璟粹房地產開發有限公司(邛崃璟粹)*	PRC/Mainland China 中國/內地	RMB20,000,000 人民幣20,000,000元	—	94	Property development 物業開發
Nanjing Hong Run Real Estate Development Co., Ltd.* <sup>a</sup> 南京弘潤房地產開發有限公司* <sup>a</sup>	PRC/Mainland China 中國/內地	RMB750,000,000 人民幣750,000,000元	—	48	Property development 物業開發
Changzhou Hong Yang Business Management Co., Ltd.* 常州弘陽商業管理有限公司*	PRC/Mainland China 中國/內地	RMB20,000,000 人民幣20,000,000元	—	100	Commercial property management 商業物業管理
Hengyang Hong Chang Business Management Co., Ltd.* 衡陽弘昶商業管理有限公司*	PRC/Mainland China 中國/內地	RMB5,000,000 人民幣5,000,000元	—	100	Commercial property management 商業物業管理

31 December 2021  
2021年12月31日**1. CORPORATE AND GROUP INFORMATION**  
**(Continued)**

## Information about subsidiaries (Continued)

**1. 公司及集團資料(續)**

## 有關附屬公司的資料(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/註冊以及 營業地點	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity attributable to the		Principal activities 主營業務
			Company 本公司應佔 股權百分比		
			Direct 直接	Indirect 間接	
Jiangsu Tong Zheng Hong Properties Co., Ltd.* <sup>®</sup> 江蘇通正弘置業有限公司* <sup>®</sup>	PRC/Mainland China 中國/內地	RMB400,000,000 人民幣400,000,000元	—	32	Property development 物業開發
Changsha Hong Teng Real Estate Development Co., Ltd.* <sup>^</sup> 長沙弘騰房地產開發有限公司* <sup>^</sup>	PRC/Mainland China 中國/內地	RMB20,000,000 人民幣20,000,000元	—	95	Property development 物業開發
Wenling Jia Chen Properties Co., Ltd.* <sup>^</sup> 溫嶺嘉辰置業有限公司* <sup>^</sup>	PRC/Mainland China 中國/內地	RMB181,000,000 人民幣181,000,000元	—	48	Property development 物業開發
Anqing Hong Yang Properties Co., Ltd.* 安慶弘陽置業有限公司*	PRC/Mainland China 中國/內地	RMB100,000,000 人民幣100,000,000元	—	95	Property development 物業開發
Sanhe Hong Yang Plaza Business Management Co., Ltd.* 三河弘陽商業廣場管理有限公司*	PRC/Mainland China 中國/內地	RMB10,000,000 人民幣10,000,000元	—	100	Commercial property management 商業物業管理
Huaian Rui Yue Real Estate Development Co., Ltd. (Huaian Rui Yue)* <sup>®</sup> 淮安瑞悅房地產開發有限公司(淮安瑞悅)* <sup>®</sup>	PRC/Mainland China 中國/內地	RMB552,626,800 人民幣552,626,800元	—	32	Property development 物業開發
Yangzhou Yang Rui Real Estate Development Co., Ltd. (Yangzhou Yang Rui)* <sup>^</sup> 揚州陽瑞房地產開發有限公司(揚州陽瑞)* <sup>^</sup>	PRC/Mainland China 中國/內地	RMB560,000,000 人民幣560,000,000元	—	64	Property development 物業開發
Jiangsu Tong Yuan Hong Properties Co., Ltd. (Jiangsu Tong Yuan Hong)* <sup>®</sup> 江蘇通圓弘置業有限公司(江蘇通圓弘)* <sup>®</sup>	PRC/Mainland China 中國/內地	RMB100,000,000 人民幣100,000,000元	—	33	Property development 物業開發
Shandong Quan Hui Properties Co., Ltd.* 山東泉輝置業有限公司*	PRC/Mainland China 中國/內地	US\$200,000,000 200,000,000美元	—	100	Property development 物業開發



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1. CORPORATE AND GROUP INFORMATION  
(Continued)

1. 公司及集團資料(續)

Information about subsidiaries (Continued)

有關附屬公司的資料(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/註冊以及 營業地點	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity attributable to the		Principal activities 主營業務
			Company 本公司應佔 股權百分比		
			Direct 直接	Indirect 間接	
Tongxiang Hong Xin Real Estate Development Co., Ltd.* 桐鄉弘鑫房地產開發有限公司*	PRC/Mainland China 中國/內地	RMB5,000,000 人民幣5,000,000元	—	95	Property development 物業開發
Haining Hong Zhou Real Estate Co., Ltd. (Haining Hong Zhou)* <sup>②</sup> 海寧鴻周房地產有限公司(海寧鴻周)* <sup>②</sup>	PRC/Mainland China 中國/內地	RMB250,000,000 人民幣250,000,000元	—	33	Property development 物業開發
Nantong Hong Du Real Estate Co., Ltd.* <sup>②</sup> 南通弘都房地產有限公司* <sup>②</sup>	PRC/Mainland China 中國/內地	RMB120,000,000 人民幣120,000,000元	—	48	Property development 物業開發
Xian Hong Yang Jin Ye Properties Co., Ltd.* <sup>②</sup> 西安弘陽錦業置業有限公司* <sup>②</sup>	PRC/Mainland China 中國/內地	RMB50,000,000 人民幣50,000,000元	—	48	Property development 物業開發
Changsha Hong Shi Real Estate Development Co., Ltd.* <sup>①</sup> 長沙弘石房地產開發有限公司* <sup>①</sup>	PRC/Mainland China 中國/內地	RMB10,000,000 人民幣10,000,000元	—	95	Property development 物業開發
Hengyang Hong Tao Real Estate Development Co., Ltd.* 衡陽弘濤房地產開發有限公司*	PRC/Mainland China 中國/內地	RMB10,000,000 人民幣10,000,000元	—	95	Property development 物業開發
Wuxi Xin Yang Real Estate Development Co., Ltd.* <sup>②</sup> 無錫市新洋房地產開發有限公司* <sup>②</sup>	PRC/Mainland China 中國/內地	RMB200,000,000 人民幣200,000,000元	—	38	Property development 物業開發
Xiangyang Hong Ren Real Estate Development Co., Ltd.* 襄陽弘仁房地產開發有限公司*	PRC/Mainland China 中國/內地	RMB200,000,000 人民幣200,000,000元	—	76	Property development 物業開發
Zhengzhou Wan Bang Hong Yang Properties Co., Ltd.* <sup>①</sup> 鄭州萬邦弘陽置業有限公司* <sup>①</sup>	PRC/Mainland China 中國/內地	RMB50,000,000 人民幣50,000,000元	—	95	Property development 物業開發

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(Continued)

## Information about subsidiaries (Continued)

## 1. 公司及集團資料(續)

## 有關附屬公司的資料(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/註冊以及 營業地點	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity attributable to the Company		Principal activities 主營業務
			本公司應佔 股權百分比		
			Direct 直接	Indirect 間接	
Chongqing Hong Yu Zhi Yuan Real Estate Development Co., Ltd.* <sup>a</sup> 重慶弘譽致遠房地產開發有限公司* <sup>a</sup>	PRC/Mainland China 中國/內地	RMB500,000,000 人民幣500,000,000元	—	48	Property development 物業開發
Nanjing Hong Yu Real Estate Development Co., Ltd.* 南京弘或房地產開發有限公司*	PRC/Mainland China 中國/內地	RMB200,000,000 人民幣200,000,000元	—	82	Property development 物業開發
Changzhou Yang Ren Real Estate Development Co., Ltd.* 常州陽仁房地產開發有限公司*	PRC/Mainland China 中國/內地	US\$61,224,500 61,224,500美元	—	57	Property development 物業開發
Nantong Da Hong Real Estate Development Co., Ltd.* 南通大弘房地產開發有限公司*	PRC/Mainland China 中國/內地	RMB800,000,000 人民幣800,000,000元	—	56	Property development 物業開發
Changzhou Hong Ye Real Estate Development Co., Ltd.* <sup>o</sup> 常州弘業房地產開發有限公司* <sup>o</sup>	PRC/Mainland China 中國/內地	RMB150,000,000 人民幣150,000,000元	—	35	Property development 物業開發
Chengdu De Xin Hang Xing Properties Co., Ltd.* <sup>o</sup> 成都德信杭興置業有限公司* <sup>o</sup>	PRC/Mainland China 中國/內地	RMB650,000,000 人民幣650,000,000元	—	32	Property development 物業開發
Yixing Yang Heng Real Estate Development Co., Ltd.* <sup>o</sup> 宜興市陽恒房地產開發有限公司* <sup>o</sup>	PRC/Mainland China 中國/內地	US\$81,632,660 81,632,660美元	—	48	Property development 物業開發
Hangzhou Xing Yun Properties Co., Ltd.* <sup>o</sup> 杭州星昀置業有限公司* <sup>o</sup>	PRC/Mainland China 中國/內地	RMB710,000,000 人民幣710,000,000元	—	26	Property development 物業開發
Foshan Hong Hai Real Estate Development Co., Ltd.* <sup>a</sup> 佛山市弘海房地產開發有限公司* <sup>a</sup>	PRC/Mainland China 中國/內地	RMB270,000,000 人民幣270,000,000元	—	48	Property development 物業開發

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1. CORPORATE AND GROUP INFORMATION  
(Continued)

1. 公司及集團資料(續)

Information about subsidiaries (Continued)

有關附屬公司的資料(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/註冊以及 營業地點	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity attributable to the		Principal activities 主營業務
			Company 本公司應佔 股權百分比		
			Direct 直接	Indirect 間接	
Xuzhou Hong Xin Real Estate Development Co., Ltd.* <sup>⑥</sup> 徐州弘鑫房地產開發有限公司* <sup>⑥</sup>	PRC/Mainland China 中國/內地	RMB150,000,000 人民幣150,000,000元	—	48	Property development 物業開發
Changsha Hong Che Real Estate Development Co., Ltd.* <sup>⑥</sup> 長沙弘澈房地產開發有限公司* <sup>⑥</sup>	PRC/Mainland China 中國/內地	RMB123,500,000 人民幣123,500,000元	—	48	Property development 物業開發
Xuzhou De Meng Properties Co., Ltd.* <sup>⑥</sup> 徐州德盟置業有限公司* <sup>⑥</sup>	PRC/Mainland China 中國/內地	RMB280,000,000 人民幣280,000,000元	—	48	Property development 物業開發
Taicang Jing Yuan Properties Co., Ltd.* <sup>⑥A</sup> 太倉璟源置業有限公司* <sup>⑥A</sup>	PRC/Mainland China 中國/內地	RMB390,000,000 人民幣390,000,000元	—	32	Property development 物業開發
Chengdu Hong Sheng He Ding Real Estate Development Co., Ltd.* 成都弘勝和鼎房地產開發有限公司*	PRC/Mainland China 中國/內地	RMB210,000,000 人民幣210,000,000元	—	66	Property development 物業開發
Xuzhou Xincheng Hong Yang Real Estate Development Co., Ltd. (Xuzhou Xincheng Hong Yang)* 徐州新城弘陽房地產開發有限公司(徐州新城弘陽)*	PRC/Mainland China 中國/內地	RMB913,000,000 人民幣913,000,000元	—	85	Property development 物業開發
Suzhoushi Hong Cheng Real Estate Development Co., Ltd.* <sup>⑥</sup> 蘇州市宏程房地產開發有限公司* <sup>⑥</sup>	PRC/Mainland China 中國/內地	RMB850,000,000 人民幣850,000,000元	—	48	Property development 物業開發
Xuzhou Yang Hui Real Estate Development Co., Ltd.* <sup>⑥</sup> 徐州陽輝房地產開發有限公司* <sup>⑥</sup>	PRC/Mainland China 中國/內地	RMB353,150,000 人民幣353,150,000元	—	48	Property development 物業開發
Xuzhou Hong Zhou Real Estate Development Co., Ltd.* <sup>⑥</sup> 徐州弘舟房地產開發有限公司* <sup>⑥</sup>	PRC/Mainland China 中國/內地	RMB363,090,000 人民幣363,090,000元	—	48	Property development 物業開發

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2021年12月31日**1. CORPORATE AND GROUP INFORMATION**  
**(Continued)**

## Information about subsidiaries (Continued)

**1. 公司及集團資料(續)**

## 有關附屬公司的資料(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/註冊以及 營業地點	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity attributable to the Company 本公司應佔 股權百分比		Principal activities 主營業務
			Direct 直接	Indirect 間接	
Ningbo Zhuo Long Properties Co., Ltd.* <sup>®</sup> 寧波卓隆置業有限公司* <sup>®</sup>	PRC/Mainland China 中國/內地	RMB5,000,000 人民幣5,000,000元	—	30	Property development 物業開發
Zhangjiagang Hong Hui Real Estate Development Co., Ltd.* <sup>®^</sup> 張家港弘暉房地產開發有限公司* <sup>®^</sup>	PRC/Mainland China 中國/內地	RMB555,000,000 人民幣555,000,000元	—	43	Property development 物業開發
Wuhan Ming Wei An Properties Co., Ltd.* <sup>^</sup> 武漢市名維安置業有限公司* <sup>^</sup>	PRC/Mainland China 中國/內地	RMB10,000,000 人民幣10,000,000元	—	90	Property development 物業開發
Guangzhou Zhaoying Real Estate Co., Ltd.* <sup>®</sup> 廣州招贏房地產有限責任公司* <sup>®</sup>	PRC/Mainland China 中國/內地	RMB10,000,000 人民幣10,000,000元	—	32	Property development 物業開發
Nanjing Tong Hong Real Estate Development Co., Ltd.* <sup>®</sup> 南京通弘房地產開發有限公司* <sup>®</sup>	PRC/Mainland China 中國/內地	RMB339,500,000 人民幣339,500,000元	—	48	Property development 物業開發
Wenzhou Zhao Sheng Real Estate Co., Ltd.* <sup>®</sup> 溫州兆盛房地產有限公司* <sup>®</sup>	PRC/Mainland China 中國/內地	RMB630,000,000 人民幣630,000,000元	—	32	Property development 物業開發
Changshu Feng Da Real Estate Development Co., Ltd.* <sup>®</sup> 常熟峰達房地產開發有限公司* <sup>®</sup>	PRC/Mainland China 中國/內地	RMB300,000,000 人民幣300,000,000元	—	32	Property development 物業開發

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## 1. CORPORATE AND GROUP INFORMATION (Continued)

### Information about subsidiaries (Continued)

- \* Registered as limited liability companies under PRC law.
- \*\* Registered as wholly-foreign-owned enterprises under PRC law.
- ⊙ 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.
- ^ As 31 December 2021, the equity interests in these companies were pledged to secure certain bank and other borrowings of RMB6,380,498,000 (2020: RMB6,632,830,000) granted to the Group (note 29(d)).

Note:

The English translation of the names is for reference only. The official names of these enterprises are in Chinese.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

## 1. 公司及集團資料(續)

### 有關附屬公司的資料(續)

- \* 根據中國法律註冊為有限責任公司。
- \*\* 根據中國法律註冊為外商獨資企業。
- ⊙ 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。
- ^ 於2021年12月31日，該等公司的股權權益已質押以作授予本集團的若干銀行及其他借款人民幣6,380,498,000元(2020年：人民幣6,632,830,000元)的抵押(附註29(d))。

附註：

該等名稱的英文翻譯僅供參考。該等企業的官方名稱以中文為準。

上表列出董事認為主要影響本年度業績或構成本集團資產淨值主要部分的本公司附屬公司。董事認為，提供其他附屬公司的詳情會導致篇幅冗長。

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## 2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRSs”) (which include all International Financial Reporting Standards, International Accounting Standards (“IASs”) and Interpretations) issued by the International Accounting Standards Board (“IASB”) 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.

### Going concern basis

As at 31 December 2021, the Group reported a current portion of interest-bearing bank loans, other borrowings and senior notes of RMB11,386,635,000 in aggregate. The consolidated financial statements have been prepared on a going concern basis with the validity depending upon the accomplishment of future financing activities with certain financial institutions and the Group’s ability to generate sufficient cash flows from future operations to cover the Group’s operating costs and to meet its financial commitments. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group’s ability to continue as a going concern.

## 2.1 編製基準

該等財務報表乃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」，包括所有國際財務報告準則、國際會計準則（「國際會計準則」）及詮釋）以及香港公司條例的披露規定編製。該等財務報表乃根據歷史成本慣例編製，惟已按公允價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。

### 持續經營基準

於2021年12月31日，本集團錄得計息銀行貸款、其他借款及優先票據的即期部分合共人民幣11,386,635,000元。綜合財務報表按持續經營基準編製，有效性取決於完成與若干金融機構的未來融資活動以及本集團能否自未來經營產生充足現金流量以支付本集團經營成本及滿足其財務承擔。該等條件顯示存在重大不確定因素，可能會對本集團持續經營的能力產生重大疑問。

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## 2.1 BASIS OF PREPARATION (Continued)

### Going concern basis (Continued)

The directors have given careful consideration to the future liquidity and performance of the Group and its available sources of financing in assessing the Group's ability to continue as a going concern for at least the next twelve months from the end of the reporting period and to meet its repayment obligations, as and when they fall due. Certain measures have been and are being taken to manage its liquidity needs and to improve its financial position which include the following:

- a) the Group expects to continue to generate positive operating cash flows for the next twelve months by implementing various strategies to improve the Group's income from sales of properties and rentals from investment properties to generate additional operating cash inflows and putting extra efforts on the collection of trade debtors to improve the debtor turnover days;
- b) The Group is actively negotiating with several financial institutions to obtain new loans and borrowings at a reasonable cost. Certain financial institutions have indicated their intention to grant new or renew loans and borrowings to the Group.
- c) The Group continues to monitor capital expenditure to balance and relieve cash resource to support operations;
- d) The Group continues to take actions to tighten cost controls over various operating expenses.

## 2.1 編製基準(續)

### 持續經營基準(續)

於評估自報告期末起至少未來十二個月本集團的持續經營能力和於債務到期時履行還款責任的能力時，董事已審慎考慮本集團未來流動資金和業績表現以及可使用的融資來源。本集團已採取若干措施管理其流動資金需要及改善其財務狀況，包括以下各項：

- a) 通過實施多種策略改善本集團的物業銷售收入及投資物業租金收入以產生額外經營現金流入，加大對貿易應收賬款的催收，並改善周轉天數，本集團預期未來十二個月將會產生經營現金淨流入；
- b) 本集團正積極與數間金融機構磋商以合理成本取得新貸款及借款。若干金融機構已表明有意向本集團授出新貸款及借款或重續貸款及借款。
- c) 本集團繼續監察資本開支，務求現金資源取得平衡及紓解，以支持營運；
- d) 本集團繼續採取行動收緊針對多項營運開支的成本控制。

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## 2.1 BASIS OF PREPARATION (Continued)

### Going concern basis (Continued)

The directors of the Company have reviewed the Group's cash flow forecast covering a period of twelve months from the end of the reporting period. They are of the opinion that, taking into account the above-mentioned plans and measures, the Group will have sufficient working capital to finance its operations and meet its financial obligations as and when they fall due in the foreseeable future. The Company has met all three red lines requirements and has been greenlighted by the end of 2021. Accordingly, the directors believe it is appropriate to prepare the consolidated financial statements of the Group for the year ended 31 December 2021 on a going concern basis.

Notwithstanding the above, given the volatility of the property sector in China and the uncertainties to obtain continuous support by the banks and the Group's creditors, material uncertainties exist as to whether management of the Company will be able to achieve its plans and measures as described above.

Should the going concern assumption be inappropriate, adjustments may have to be made to write down the values of assets to their recoverable amounts, to provide for any further liabilities that might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in the consolidated financial statements.

### 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 2021. 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(續)

### 持續經營基準(續)

本公司董事已審閱本集團涵蓋報告期末起十二個月期間的現金流量預測。彼等認為，考慮到上述計劃及措施後，本集團將具備足夠的營運資金，於可見將來撥付其營運及應付其到期的財務責任。於2021年底，本公司已滿足三道紅線所有要求並達綠檔。因此，董事相信，按持續經營基準編製本集團截至2021年12月31日止年度的綜合財務報表屬恰當。

儘管已採取上述措施，惟鑒於中國房地產市場的波動，且未能確定可取得銀行及本集團債權人的持續支持，對於本公司管理層將來是否能實現其上述的計劃及措施，仍存在重大不確定因素。

倘持續經營的假設變得不恰當，則可能需作出調整，將資產的價值撇減至其可收回金額、就任何可能進一步產生的負債計提撥備，以及分別將非流動資產及非流動負債重新分類為流動資產及流動負債。該等調整的影響並未於綜合財務報表內反映。

### 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「本集團」)截至2021年12月31日止年度的財務報表。附屬公司為受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。



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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.

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.

## 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表決權或類似權利，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) 與投資對象其他表決權持有人的合同安排；
- (b) 其他合同安排所產生權利；及
- (c) 本集團的表決權及潛在表決權。

附屬公司的財務報表乃就本公司的相同報告期間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，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虧絀結餘，損益及其他全面收入各組成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。

倘有事實及情況顯示上述三項控制因素其中一項或以上出現變動，則本集團會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。

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2021年12月31日**2.1 BASIS OF PREPARATION (Continued)****Basis of consolidation (Continued)**

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.

**2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES**

The Group has adopted the following revised IFRSs for the first time for the current year's financial statements.

Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16	<i>Interest Rate Benchmark Reform — Phase 2</i>
Amendment to IFRS 16	<i>Covid-19-Related Rent Concessions beyond 30 June 2021 (early adopted)</i>

**2.1 編製基準(續)****綜合入賬基準(續)**

倘本集團失去對附屬公司的控制權，則會終止確認(i)該附屬公司的資產(包括商譽)及負債；(ii)任何非控股權益的賬面值；及(iii)計入權益的累計匯兌差額；並確認(i)已收取代價的公允價值；(ii)任何保留投資的公允價值；及(iii)所產生任何計入損益的盈餘或虧絀。先前已於其他全面收入確認的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依據的基準相同。

**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經修訂國際財務報告準則。

國際財務報告準則第9號、國際會計準則第39號、國際財務報告準則第7號、國際財務報告準則第4號及國際財務報告準則第16號的修訂	<i>利率指標改革 — 第二階段</i>
國際財務報告準則第16號的修訂	<i>2021年6月30日後與2019新型冠狀病毒病有關的租金優惠(提前採納)</i>

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## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

The nature and the impact of the revised IFRSs are described below:

- (a) Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 address issues not dealt with in the previous amendments which affect financial reporting when an existing interest rate benchmark is replaced with an alternative risk-free rate ("RFR"). The amendments provide a practical expedient to allow the effective interest rate to be updated without adjusting the carrying amount of financial assets and liabilities when accounting for changes in the basis for determining the contractual cash flows of financial assets and liabilities, if the change is a direct consequence of the interest rate benchmark reform and the new basis for determining the contractual cash flows is economically equivalent to the previous basis immediately preceding the change. In addition, the amendments permit changes required by the interest rate benchmark reform to be made to hedge designations and hedge documentation without the hedging relationship being discontinued. Any gains or losses that could arise on transition are dealt with through the normal requirements of IFRS 9 to measure and recognise hedge ineffectiveness. The amendments also provide a temporary relief to entities from having to meet the separately identifiable requirement when an RFR is designated as a risk component. The relief allows an entity, upon designation of the hedge, to assume that the separately identifiable requirement is met, provided the entity reasonably expects the RFR risk component to become separately identifiable within the next 24 months. Furthermore, the amendments require an entity to disclose additional information to enable users of financial statements to understand the effect of interest rate benchmark reform on an entity's financial instruments and risk management strategy.

## 2.2 會計政策及披露變動(續)

經修訂國際財務報告準則的性質及影響闡述如下：

- (a) 當現有利率指標被其他無風險利率(「無風險利率」)取代時，國際財務報告準則第9號、國際會計準則第39號、國際財務報告準則第7號、國際財務報告準則第4號及國際財務報告準則第16號的修訂解決於先前影響財務報告的修訂中未處理的事宜。該等修訂提供可行權宜方法，允許倘變動因利率指標改革直接引致且釐定合同現金流量的新基準於經濟上等同於緊接變動前的先前基準，則於入賬釐定金融資產及負債合同現金流量的基準變動時在不調整金融資產及負債賬面值的情況下更新實際利率。此外，該等修訂允許在不中斷對沖關係的情況下按照利率指標改革要求就對沖指定及對沖文件作出變動。過渡可能產生的任何損益均透過國際財務報告準則第9號的正常要求進行處理，以衡量及確認對沖無效性。當無風險利率被指定為風險組成部分時，該等修訂亦為符合可單獨識別規定的實體提供暫時寬免。倘實體合理預期無風險利率風險組成部分於未來24個月內將可單獨識別，則該寬免允許實體於指定對沖時假設符合可單獨識別規定。此外，該等修訂要求實體披露額外資料，以使財務報表使用者能夠瞭解利率指標改革對實體金融工具及風險管理策略的影響。

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## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

(a) (Continued)

The Group had certain interest-bearing bank borrowings denominated in United States dollars based on the London Interbank Offered Rate ("LIBOR") as at 31 December 2021. For the LIBOR-based borrowings, since the interest rates of these instruments were not replaced by RFRs during the year, the amendments did not have any impact on the financial position and performance of the Group. If the interest rates of these borrowings are replaced by RFRs in a future period, the Group will apply this the above-mentioned practical expedient upon the modification of these instruments provided that the "economically equivalent" criterion is met. Additional information about the transition and the associated risks is disclosed in note 45 to the financial statements.

- (b) Amendment to IFRS 16 issued in March 2021 extends the availability of the practical expedient for lessees to elect not to apply lease modification accounting for rent concessions arising as a direct consequence of the Covid-19 pandemic by 12 months. Accordingly, the practical expedient applies to rent concessions for which any reduction in lease payments affects only payments originally due on or before 30 June 2022, provided the other conditions for applying the practical expedient are met. The amendment is effective retrospectively for annual periods beginning on or after 1 April 2021 with any cumulative effect of initially applying the amendment recognised as an adjustment to the opening balance of retained profits at the beginning of the current accounting period. Earlier application is permitted. The amendment did not have any impact on the financial position and performance of the Group as the Group does not have any rent concessions arising as a direct consequence of the Covid-19 pandemic as at 31 December 2021.

## 2.2 會計政策及披露變動(續)

(a) (續)

本集團於2021年12月31日持有根據倫敦銀行同業拆息(「倫敦銀行同業拆息」)以美元計值的若干計息銀行借貸。就按倫敦銀行同業拆息為基準的借貸而言，由於該等工具的利率於年內並無由無風險利率代替，該等修訂並無對本集團的財務狀況及表現造成任何影響。倘該等借貸的利率於未來期間由無風險利率代替，本集團將於滿足「經濟上等同」標準修改有關工具時採用上述可行權宜方法。有關過渡及相關風險的額外資料披露於財務報表附註45。

- (b) 於2021年3月頒佈的國際財務報告準則第16號的修訂，將承租人可選擇可行權宜方法不致因大流行的2019新型冠狀病毒病疫情而直接導致的租金減免應用租賃修訂會計處理延長了12個月。因此，在滿足應用可行權宜方法的其他條件下，可行權宜方法適用於租金的減免為原定於2022年6月30日或之前到期的租賃付款額。該修訂適用於2021年4月1日或之後開始的年度，且應追溯應用，並將首日執行該修訂與現行準則的差異追溯調整本期期初保留溢利。該修訂允許提前適用。該修訂並無對本集團財務狀況及表現產生任何影響，原因是本集團於2021年12月31日並無任何2019新型冠狀病毒病疫情直接引致的租金優惠。

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## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

The Group has changed its accounting policy of the classification of the interest paid in the consolidated statement of cash flows from operating activities to financing activities during the year (the "Policy Change") so as to provide more reliable and relevant information of cash flows generated from financial liabilities. In the opinion of the directors of the Company, it is more appropriate to reflect all cash flows of the Group's borrowings as financing activities in the consolidated statement of cash flows and the Policy Change can result in a consistent presentation which enables users of the financial statements to understand all the related cash flows of the same financial liabilities and provides more comparable information with industry peers. The comparative amounts have been restated accordingly.

Set out below are the amounts by which each financial statement line item was affected for the years ended 31 December 2021 and 2020 as a result of the Policy Change:

## 2.2 會計政策及披露變動(續)

本集團已於年內變更其會計政策，此將於綜合現金流量表內已付利息之分類由經營活動變更為融資活動(「政策變動」)，以提供有關自金融負債產生之現金流量更可靠且具相關性之資料。本公司董事認為，於綜合現金流量表內將由本集團借貸產生之所有現金流量反映為融資活動更為妥當且政策變動可產生一致性呈列，而此有助於財務報表使用者理解由相同金融負債所產生之所有相關現金流量並為同行提供更具有可比性之資料。比較金額已相應予以重列。

下表載列各財務報表項目於截至2021年及2020年12月31日止年度由於政策變動而受影響的金額：

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>經營活動所得現金流量</b>		
Interest paid	已付利息	2,744,381	3,073,515
Increase in cash flows related to operating activities	與經營活動有關的現金流量增加	2,744,381	3,073,515
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>融資活動所得現金流量</b>		
Interest paid	已付利息	(2,744,381)	(3,073,515)
Decrease in cash flows related to financing activities	與融資活動有關的現金流量減少	(2,744,381)	(3,073,515)
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物增加淨額</b>	—	—

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The adoption of the Policy Change has had no impact on the consolidated statements of profit or loss, comprehensive income, financial position and changes in equity.

**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.

Amendments to IFRS 3	<i>Reference to the Conceptual Framework</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>3</sup>
IFRS 17	<i>Insurance Contracts</i> <sup>2</sup>
Amendments to IFRS 17	<i>Insurance Contracts</i> <sup>2,4</sup>
Amendment to IFRS 17	<i>Initial Application of IFRS 17 and IFRS 9 — Comparative Information</i> <sup>2</sup>
Amendments to IAS 1	<i>Classification of Liabilities as Current or Non-current</i> <sup>2,4</sup>
Amendments to IAS 1 and IFRS Practice Statement 2	<i>Disclosure of Accounting Policies</i> <sup>2</sup>
Amendments to IAS 8	<i>Definition of Accounting Estimates</i> <sup>2</sup>
Amendments to IAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i> <sup>2</sup>
Amendments to IAS 16	<i>Property, Plant and Equipment: Proceeds before Intended Use</i> <sup>1</sup>
Amendments to IAS 37	<i>Onerous Contracts — Cost of Fulfilling a Contract</i> <sup>1</sup>
Annual Improvements to IFRS Standards 2018–2020	Amendments to IFRS 1, IFRS 9, Illustrative Examples accompanying IFRS 16, and IAS 41 <sup>1</sup>

**2.2 會計政策及披露變動(續)**

採納政策變動對綜合損益表、全面收入表、財務狀況表及權益變動表概無影響。

**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。

國際財務報告準則第3號的修訂	參考概念框架 <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營企業之間的資產出售或注資 <sup>3</sup>
國際財務報告準則第17號	保險合同 <sup>2</sup>
國際財務報告準則第17號的修訂	保險合同 <sup>2,4</sup>
國際財務報告準則第17號的修訂	首次應用國際財務報告準則第17號及國際財務報告準則第9號 — 比較資料 <sup>2</sup>
國際會計準則第1號的修訂	將負債分類為流動或非流動 <sup>2,4</sup>
國際會計準則第1號及國際財務報告準則實務報告第2號的修訂	會計政策披露 <sup>2</sup>
國際會計準則第8號的修訂	會計估計的定義 <sup>2</sup>
國際會計準則第12號的修訂	與單一交易產生的資產及負債有關的遞延稅項 <sup>2</sup>
國際會計準則第16號的修訂	物業、廠房及設備：作擬定用途前的所得款項 <sup>1</sup>
國際會計準則第37號的修訂	有償合同 — 履行合同的成本 <sup>1</sup>
國際財務報告準則2018年至2020年的年度改進	國際財務報告準則第1號、國際財務報告準則第9號、國際財務報告準則第16號隨附範例及國際會計準則第41號的修訂 <sup>1</sup>

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### 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 2022
- <sup>2</sup> Effective for annual periods beginning on or after 1 January 2023
- <sup>3</sup> No mandatory effective date yet determined but available for adoption
- <sup>4</sup> As a consequence of the amendments to IFRS 17 issued in June 2020, IFRS 4 was amended to extend the temporary exemption that permits insurers to apply IAS 39 rather than IFRS 9 for annual periods beginning before 1 January 2023.

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

Amendments to IFRS 3 are intended to replace a reference to the previous *Framework for the Preparation and Presentation of Financial Statements* with a reference to *the Conceptual Framework for Financial Reporting* issued in March 2018 without significantly changing its requirements. The amendments also add to IFRS 3 an exception to its recognition principle for an entity to refer to the Conceptual Framework to determine what constitutes an asset or a liability. The exception specifies that, for liabilities and contingent liabilities that would be within the scope of IAS 37 or IFRIC 21 if they were incurred separately rather than assumed in a business combination, an entity applying IFRS 3 should refer to IAS 37 or IFRIC 21 respectively instead of the Conceptual Framework. Furthermore, the amendments clarify that contingent assets do not qualify for recognition at the acquisition date. The Group expects to adopt the amendments prospectively from 1 January 2022. Since the amendments apply prospectively to business combinations for which the acquisition date is on or after the date of first application, the Group will not be affected by these amendments on the date of transition.

### 2.3 已頒佈但未生效的國際財務報告準則 (續)

- <sup>1</sup> 於2022年1月1日或之後開始的年度期間生效
- <sup>2</sup> 於2023年1月1日或之後開始的年度期間生效
- <sup>3</sup> 尚未釐定強制生效日期但可供採納
- <sup>4</sup> 因應於2020年6月頒佈的國際財務報告準則第17號的修訂，國際財務報告準則第4號已作出修訂，以擴大暫時豁免，允許保險公司於2023年1月1日之前開始的年度期間應用國際會計準則第39號而非國際財務報告準則第9號。

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號的修訂旨在以對於2018年3月頒佈的財務報告概念框架的提述取代對先前編製及呈列財務報表框架的提述，而毋須大幅改變其規定。該等修訂亦為國際財務報告準則第3號就實體提述概念框架以釐定資產或負債構成要素的確認原則增設例外情況。該例外情況規定，就於國際會計準則第37號或國際財務報告詮釋委員會第21號詮釋範圍內的負債及或然負債而言，倘該等負債屬單獨產生而非於業務合併中承擔，則應用國際財務報告準則第3號的實體應分別提述國際會計準則第37號或國際財務報告詮釋委員會第21號詮釋，而非概念框架。再者，該等修訂澄清或然資產於收購日期起並不符合確認資格。本集團預期將自2022年1月1日起通過未來適用法採納該等修訂。由於該等修訂通過未來適用法應用於收購日期為首次應用日期或之後進行的業務合併，故本集團於過渡日期將不受該等修訂影響。

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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 resulting from a downstream transaction when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss 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.

Amendments to IAS 1 *Classification of Liabilities as Current or Non-current* clarify the requirements for classifying liabilities as current or non-current. The amendments specify that if an entity's right to defer settlement of a liability is subject to the entity complying with specified conditions, the entity has a right to defer settlement of the liability at the end of the reporting period if it complies with those conditions at that date. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement of the liability. The amendments also clarify the situations that are considered a settlement of a liability. The amendments are effective for annual periods beginning on or after 1 January 2023 and shall be applied retrospectively. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

### 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號的修訂解決了國際財務報告準則第10號與國際會計準則第28號在處理投資者與其聯營公司或合資企業之間資產出售或投入的要求之間的不一致之處。當投資者與其聯營公司或合資企業之間的資產出售或投入構成一項業務時，該等修訂要求全面確認下游資產交易產生的損益。對於涉及不構成業務資產的交易，交易產生的損益僅以無關聯投資者對該聯營公司或合資企業的權益為限在投資者的損益中確認。該等修訂已使用未來適用法予以應用。國際會計準則理事會於2015年12月取消國際財務報告準則第10號及國際會計準則第28號的修訂的過往強制生效日期，而新的強制生效日期將於完成對聯營公司及合資企業的會計處理更廣泛的檢討後釐定。然而，該等修訂現時可供採納。

國際會計準則第1號的修訂將負債分類為流動或非流動澄清將負債分類為流動或非流動的規定。該等修訂訂明，倘實體延遲清償負債的權利受限於該實體須符合特定條件，則該實體於其符合當日的條件的情況下有權於報告期末延遲清償負債。負債分類不受實體行使其延遲清償負債權利的可能性的影響。該等修訂亦澄清被視為清償負債的情況。該等修訂自2023年1月1日或之後開始的年度期間生效，並應追溯應用，且允許提早應用。預期該等修訂將不會對本集團財務報表造成任何重大影響。



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### 2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

Amendments to IAS 1 *Disclosure of Accounting Policies* require entities to disclose their material accounting policy information rather than their significant accounting policies. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. Amendments to IFRS Practice Statement 2 provide non-mandatory guidance on how to apply the concept of materiality to accounting policy disclosures. Amendments to IAS 1 are effective for annual periods beginning on or after 1 January 2023 and earlier application is permitted. Since the guidance provided in the amendments to IFRS Practice Statement 2 is non-mandatory, an effective date for these amendments is not necessary. The Group is currently assessing the impact of the amendments on the Group's accounting policy disclosures.

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

### 2.3 已頒佈但未生效的國際財務報告準則 (續)

國際會計準則第1號的修訂披露會計政策要求企業披露重要會計政策信息，而非重大會計政策。倘會計政策資料與實體財務報表所載其他資料一併考慮時，可能合理預期影響一般用途財務報表的主要使用者基於該等財務報表作出的決定，則該等資料屬重大。國際財務報告準則實務報告第2號的修訂就如何將重要性概念應用於會計政策披露提供非強制指引。國際會計準則第1號的修訂自2023年1月1日或之後開始的年度期間生效並允許提早應用。由於國際財務報告準則實務報告第2號的修訂提供的指引並非強制性，故該等修訂的生效日期並非必要。本集團正在評估該等修訂對本集團會計政策披露的影響。

國際會計準則第8號的修訂澄清會計估計變動與會計政策變動之間的分別。會計估計被界定為「財務報表中存在計量不確定性的貨幣性金額」。該等修訂亦澄清實體使用計量技巧及輸入數據以計算會計估計的方式。該等修訂自2023年1月1日或之後開始的年度報告期間生效，並適用於該期間開始時或之後發生的會計政策變動及會計估計變動，且允許提早應用。預期該等修訂將不會對本集團財務報表造成任何重大影響。

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### 2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

Amendments to IAS 12 narrow the scope of the initial recognition exception so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences, such as leases and decommissioning obligations. Therefore, entities are required to recognise a deferred tax asset and a deferred tax liability for temporary differences arising from these transactions. The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and shall be applied to transactions related to leases and decommissioning obligations at the beginning of the earliest comparative period presented, with any cumulative effect recognised as an adjustment to the opening balance of retained profits or other component of equity as appropriate at that date. In addition, the amendments shall be applied prospectively to transactions other than leases and decommissioning obligations. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to IAS 16 prohibit an entity from deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling any such items, and the cost of those items, in profit or loss. The amendments are effective for annual periods beginning on or after 1 January 2022 and shall be applied retrospectively only to items of property, plant and equipment made available for use on or after the beginning of the earliest period presented in the financial statements in which the entity first applies the amendments. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

### 2.3 已頒佈但未生效的國際財務報告準則 (續)

國際會計準則第12號的修訂縮小首次確認例外情況的範圍，使其不再適用於產生相同的應課稅及可扣減暫時差額的交易，例如租賃及退役責任。因此，實體需要就該等交易產生的暫時差額確認遞延稅項資產及遞延稅項負債。該等修訂自2023年1月1日或之後開始的年度報告期間生效，並應用於在所呈列最早比較期間有關租賃及廢除責任的交易，連同確認為就於該日保留溢利或權益其他部分（倘適用）期初結餘的調整的任何累計影響，且允許提早應用。此外，該修訂應追溯應用於租賃及廢除責任以外的交易。預期該等修訂將不會對本集團財務報表造成任何重大影響。

國際會計準則第16號的修訂禁止實體從物業、廠房及設備的成本中扣除於該資產達到管理層預定可進行營運狀態所需的位置及條件時所產生來自出售項目的任何所得款項。相反，實體於損益中確認出售任何有關項目的所得款項及該等項目的成本。該等修訂自2022年1月1日或之後開始的年度期間生效，並僅對實體首次應用該等修訂的財務報表所呈列的最早期開始時或之後可供使用的物業、廠房及設備項目追溯應用，且允許提早應用。預期該等修訂將不會對本集團財務報表造成任何重大影響。

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### 2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

Amendments to IAS 37 clarify that for the purpose of assessing whether a contract is onerous under IAS 37, the cost of fulfilling the contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract include both the incremental costs of fulfilling that contract (e.g., direct labour and materials) and an allocation of other costs that relate directly to fulfilling that contract (e.g., an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract as well as contract management and supervision costs). General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract. The amendments are effective for annual periods beginning on or after 1 January 2022 and shall be applied to contracts for which an entity has not yet fulfilled all its obligations at the beginning of the annual reporting period in which it first applies the amendments. Earlier application is permitted. Any cumulative effect of initially applying the amendments shall be recognised as an adjustment to the opening equity at the date of initial application without restating the comparative information. The amendments are not expected to have any significant impact on the Group's financial statements.

### 2.3 已頒佈但未生效的國際財務報告準則 (續)

國際會計準則第37號的修訂澄清，就根據國際會計準則第37號評估合同是否屬虧損性而言，履行合同的成本包括與合同直接相關的成本。與合同直接相關的成本包括履行該合同的增量成本（例如直接勞工及材料）及與履行合同直接相關的其他成本分配（例如分配履行合同所用物業、廠房及設備項目的折舊費用以及合同管理及監督成本）。一般及行政成本與合同並無直接關係，除非合同明確向對手方收費，否則將其排除在外。該等修訂自2022年1月1日或之後開始的年度期間生效，並應用於實體首次應用該等修訂的年度報告期間開始時其尚未履行其全部責任的合同，且允許提早應用。首次應用該等修訂的任何累計影響應於首次應用日期確認為期初權益的調整，且毋須重列比較資料。預期該等修訂將不會對本集團財務報表造成任何重大影響。

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### 2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

*Annual Improvements to IFRS Standards 2018–2020* sets out amendments to IFRS 1, IFRS 9, Illustrative Examples accompanying IFRS 16, and IAS 41. Details of the amendments that are expected to be applicable to the Group are as follows:

- IFRS 9 *Financial Instruments*: clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. An entity applies the amendment to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment. The amendment is effective for annual periods beginning on or after 1 January 2022. Earlier application is permitted. The amendment is not expected to have a significant impact on the Group's financial statements.
- IFRS 16 *Leases*: removes the illustration of payments from the lessor relating to leasehold improvements in Illustrative Example 13 accompanying IFRS 16. This removes potential confusion regarding the treatment of lease incentives when applying IFRS 16.

### 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.

### 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2018年至2020年的年度改進* 載列國際財務報告準則第1號、國際財務報告準則第9號、國際財務報告準則第16號隨附範例及國際會計準則第41號的修訂。預期適用於本集團的該等修訂詳情如下：

- 國際財務報告準則第9號 *金融工具*：澄清於實體評估新訂或經修改金融負債的條款是否與原金融負債的條款存在實質差異時所包含的費用。該等費用僅包括借款人與貸款人之間已支付或已收取的費用，包括借款人或貸款人代表其他方支付或收取的費用。實體將該修訂應用於實體首次應用該修訂的年度報告期間開始或之後修改或交換的金融負債。該修訂自2022年1月1日或之後開始的年度期間生效，且允許提早應用。預期該修訂將不會對本集團財務報表造成任何重大影響。
- 國際財務報告準則第16號 *租賃*：刪除國際財務報告準則第16號隨附範例13中有關租賃裝修的出租人付款說明。此舉消除於應用國際財務報告準則第16號時有關租賃優惠處理方面的潛在混淆。

### 2.4 主要會計政策概要

#### 於聯營公司及合營企業的投資

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。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Investments in associates and joint ventures (Continued)

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 and joint ventures 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. Adjustments are made to bring into line any dissimilar accounting policies that may exist. The Group's share of the post-acquisition results and other comprehensive income of associates and joint ventures is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. 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.

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.

## 2.4 主要會計政策概要(續)

### 於聯營公司及合營企業的投資(續)

合營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營企業之資產淨值擁有權利。共同控制指按照合同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營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。本集團已作出調整以使任何可能存在的不同會計政策貫徹一致。本集團應佔聯營公司及合營企業之收購後業績及其他全面收入分別計入綜合損益表及綜合全面收入表。此外，倘於聯營公司或合營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營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營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。收購聯營公司或合營企業產生之商譽計入為本集團於聯營公司或合營企業投資之一部分。

倘於聯營公司之投資成為與合營企業之投資(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營企業之共同控制權時，本集團按其公允價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營企業賬面值與保留投資公允價值及出售事項所得款項之任何差異，於損益賬中確認。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 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.

The Group determines that it has acquired a business when the acquired set of activities and assets includes an input and a substantive process that together significantly contribute to the ability to create outputs.

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.

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.

## 2.4 主要會計政策概要(續)

### 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。

當收購的一系列活動和資產包括一項對共同創造輸出能力有顯著貢獻的輸入及實質程序，則本集團釐定其已收購一項業務。

當本集團收購業務時，其評估金融資產及所承擔負債，以按照合同條款、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同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。

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。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Business combinations and goodwill (Continued)

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 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.

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.

## 2.4 主要會計政策概要(續)

### 業務合併及商譽(續)

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。

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。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Fair value measurement

The Group measures its investment properties 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)

### 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及權益投資。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利市場進行。主要或最有利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。



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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。

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## 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, properties under development, completed properties held for sale, deferred tax assets, financial assets, and investment properties), 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. In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset (e.g., a headquarters building) is allocated to an individual cash-generating unit if it can be allocated on a reasonable and consistent basis or, otherwise, to the smallest group of cash-generating units.

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 the statement of 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 the statement of profit or loss in the period in which it arises.

## 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、開發中物業、持作出售的已完工物業、遞延稅項資產、金融資產及投資物業)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。就減值對現金產生單位進行測試時，公司資產賬面值的一部分(例如總部大樓)於可按合理一致基準分配時分配至個別現金產生單位，否則會分配至現金產生單位最小組別。

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表中支銷，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，會就是否有任何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表內。

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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;
  - (vi) the entity is controlled or jointly controlled by a person identified in (a);

## 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)之聯營公司或合營企業；
  - (iii) 該實體與本集團為同一第三方之合營企業；
  - (iv) 一實體為第三方實體之合營企業，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；
  - (vi) 該實體受(a)所識別人士控制或共同控制；

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Related parties (Continued)

(b) (Continued)

- (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 the statement of 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)

- (vii) 於(a)(i)所識別人土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表中扣除。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 annual rates used for this purpose are as follows:

Buildings	2% to 5%
Hotel properties	5%
Plant and machinery	10%–19%
Motor vehicles	24%
Furniture and fixtures	19%–32%
Leasehold improvements	Over the shorter of the lease terms and 20%

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 the statement of 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。就此目的之比率如下：

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	租賃年期及20% (以較短者為準)

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表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。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Investment properties

Investment properties are interests in land and buildings (including the leasehold property held as a right-of-use asset 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 the statement of 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 the statement of 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" for owned property and/or accounts for such property in accordance with the policy stated under "Right-of-use assets" for property held as a right-of-use asset 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 the statement of 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持作使用權資產的租賃物業)，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。

對於從投資物業到自置物業或存貨的轉移，其後續會計處理的視同成本是其使用改變之日的公允價值。如果本集團作為自置物業所有者佔有的物業成為投資物業，則本集團按照「物業，廠房及設備及折舊」中規定的政策對擁有的物業和／或該物業根據「使用權資產」中規定的政策進行會計處理，持有至使用變更之日為止作為使用權資產的物業，以及該日物業賬面價值與公允價值之間的差額根據上述「物業，廠房及設備及折舊」中所述的政策，將該物業記為重估。對於從存貨到投資物業的轉移，在該日期的物業公允價值與其先前的賬面價值之間的任何差額均在損益表中確認。

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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.

### 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.

## 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。

### 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。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Software

Purchased computer software is stated at cost less any impairment losses and is amortised on the straight-line basis over its estimated useful life of 5 to 10 years.

### Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

### *Group as a lessee*

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

At inception or on reassessment of a contract that contains a lease component and non-lease component(s), the Group adopts the practical expedient not to separate non-lease component(s) and to account for the lease component and the associated non-lease component(s) (e.g., property management services for leases of properties) as a single lease component.

## 2.4 主要會計政策概要(續)

### 軟件

採購的電腦軟件按成本減任何減值虧損列賬，並於5至10年的估計使用年期內按直線法攤銷。

### 租賃

本集團在合同開始時評估合同是否為租賃或包含租賃。若合同表明在一段時間內為換取代價而擁有控制一項已識別資產的使用權，則該合同為租賃或包含租賃。

### *本集團作為承租人*

本集團對所有租賃採用單一確認及計量方法(短期租賃及低價值資產租賃除外)。本集團確認租賃負債以作出租賃付款及使用權資產(代表使用相關資產的權利)。

於訂立或重新評估包含租賃組成部分及非租賃組成部分的合同時，本集團採用實際權宜之計，不對非租賃組成部分進行分離，並考慮租賃組成部分及相關的非租賃組成部分(例如，用於物業租賃的物業管理服務)作為單個租賃組成部分。



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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Leases (Continued)

#### Group as a lessee (Continued)

##### (a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Where applicable, the cost of a right-of-use asset also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Leasehold land	40 years
Office buildings	2 to 5 years

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

When the right-of-use assets relate to interests in leasehold land held as inventories, they are subsequently measured at the lower of cost and net realisable value in accordance with the Group's policy for "properties under development" or "completed properties held for sale". When a right-of-use asset meets the definition of investment property, it is included in investment properties. The corresponding right-of-use asset is initially measured at cost, and subsequently measured at fair value, in accordance with the Group's policy for "investment properties".

## 2.4 主要會計政策概要(續)

### 租賃(續)

#### 本集團作為承租人(續)

##### (a) 使用權資產

使用權資產在租賃開始日(即相關資產可供使用之日)確認。使用權資產按成本減去任何累計折舊和任何減值損失後的金額進行計量,並根據租賃負債的重新計量進行調整。使用權資產的成本包括已確認的租賃負債金額,已發生的初始直接成本以及在開始日期或之前支付的租賃付款額減已收到的任何租賃激勵措施。在適用的情況下,使用權資產的成本還包括拆除和移除相關資產或恢復相關資產或資產所在地點的成本估算。使用權資產按租賃期和資產的估計使用壽命中的較短者按直線法計提折舊:

租賃土地	40年
寫字樓	2至5年

如果租賃資產的所有權在租賃期結束時轉移至本集團或成本反映了購買期權的行使,則使用資產的估計使用壽命計算折舊。

當使用權資產與作為存貨持有的租賃土地的權益相關時,彼等其後根據本集團的「開發中物業」或「持作出售的已完工物業」政策按成本與可變現淨值的較低者計量。當使用權資產符合投資物業的定義時,則計入投資物業中。相應的使用權資產初始按成本計量,其後根據本集團的「投資物業」政策按公允價值計量。

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POLICIES (Continued)****Leases (Continued)****Group as a lessee (Continued)****(b) Lease liabilities**

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

**2.4 主要會計政策概要(續)****租賃(續)****本集團作為承租人(續)****(b) 租賃負債**

於租賃開始日期按租賃期內將作出的租賃付款現值確認租賃負債。租賃付款包括固定付款(包括實質固定付款)減任何租賃優惠應收款項、取決於指數或利率的可變租賃款項以及預期根據剩餘價值擔保支付的金額。租賃付款亦包括本集團合理確定行使的購買選擇權的行使價及支付終止租賃的罰款(倘租賃條款反映本集團行使選擇權終止租賃)。並非取決於指數或利率的可變租賃付款在出現導致付款的事件或條件所發生期間內確認為開支。

於計算租賃付款的現值時，倘租賃中所隱含的利率不易確定，則本集團於租賃開始日期使用增量借貸利率。於開始日期後，租賃負債金額的增加反映了利息的增長及減少租賃付款。此外，倘存租賃期的修改、租賃付款變動(例如：由指數或利率變動引致的未來租賃付款變動)或購買相關資產期權的評估變動，則重新計量租賃負債的賬面值。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Leases (Continued)

#### Group as a lessee (Continued)

##### (c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of office equipment and laptop computers that are considered to be of low value.

Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

#### Group as a lessor

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases that transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee are accounted for as finance leases.

## 2.4 主要會計政策概要(續)

### 租賃(續)

#### 本集團作為承租人(續)

##### (c) 短期租賃和低價值資產租賃

本集團對其機械設備的短期租賃(即自開始之日起租賃期為12個月或更短且不包含購買期權的租賃)採用短期租賃確認豁免。它還將低價值資產租賃的確認豁免應用於被認為具有低價值的辦公設備和手提電腦的租賃。

短期租賃和低價值資產租賃的租賃付款在租賃期內按直線法確認為費用。

#### 本集團作為出租人

當本集團作為出租人時，在租賃開始時(或發生租賃變更時)將其每個租賃分類為經營租賃或融資租賃。

本集團實質上不轉移與資產所有權有關的全部風險和報酬的租賃分類為經營租賃。當合同包含租賃和非租賃組成部分時，本集團以相對獨立的銷售價格為基礎將合同中的對價分配給每個組成部分。租金收入在租賃期內按直線法入賬，由於其經營性質，計入當期損益表收益。協商和安排經營租賃所發生的初始直接費用被加到租賃資產的賬面價值中，並在租賃期內以與租金收入相同的基礎確認。或然租金在賺取期間確認為收益。

實質上將與相關資產所有權有關的所有風險和報酬轉移給承租人的租賃，作為融資租賃入賬。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Leases (Continued)

#### *Group as a lessor (Continued)*

When the Group is an intermediate lessor, a sublease is classified as a finance lease or operating lease with reference to the right-of-use asset arising from the head lease. If the head lease is a short-term lease to which the Group applies the on-balance sheet recognition exemption, the Group classifies the sublease as an operating lease.

### Investments and other financial assets

#### *Initial recognition and measurement*

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and 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 of not adjusting the effect of a significant financing component, 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. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15 in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

## 2.4 主要會計政策概要(續)

### 租賃(續)

#### *本集團作為出租人(續)*

當本集團為中介出租人時，轉租參照主要租賃產生的使用權資產分類為融資租賃或經營租賃。如果總租約是本集團對其資產負債表內確認豁免適用的短期租約，則本集團將轉租分類為經營租約。

### 投資及其他金融資產

#### *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，並按公允價值計入其他全面收入及公允價值計入損益。

初步確認時的金融資產分類取決於金融資產的合同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而非調整重大融資組成部分影響，本集團初始按公允價值加上(倘金融資產並非按公允價值計入損益)交易成本計量金融資產。不含重大融資組成部分或本集團已採用實際權宜之方法的貿易應收款項，根據下文「收益確認」所載之政策，根據國際財務報告準則第15號釐定之交易價格計量。

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。現金流量不是純粹支付本金及利息的金融資產被分類並按公允價值計入損益，而與業務模型無關。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Investments and other financial assets (Continued)

#### *Initial recognition and measurement (Continued)*

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. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

#### *Subsequent measurement*

The subsequent measurement of financial assets depends on their classification as follows:

#### *Financial assets at amortised cost (debt instruments)*

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the statement of profit or loss when the asset is derecognised, modified or impaired.

#### *Financial assets at fair value through profit or loss*

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 statement of profit or loss.

## 2.4 主要會計政策概要(續)

### 投資及其他金融資產(續)

#### *初始確認及計量(續)*

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合同現金流量、出售金融資產，或兩者兼有。以攤銷成本分類和計量的金融資產被保存在一種商業模型中，其目的是持有金融資產以收合同現金流量，而按公允價值計入其他全面收入的金融資產則被保存在一種商業模型中，既收合同現金流量並且出售作為目的。不屬於上述業務模式的金融資產，按照公允價值計入損益。

所有一般買賣之金融資產於交易日確認，即本集團承諾購買或出售該資產之日。一般買賣指須按照市場一般設立之規定或慣例在一定期間內交付資產之金融資產買賣。

#### *後續計量*

金融資產的後續計量取決於其分類，如下所示：

#### *按攤銷成本列賬的金融資產(債務工具)*

以攤銷成本後續計量使用實際利率法的金融資產受減值影響。當資產終止確認、修改或減值時，收益及虧損在損益表中確認。

#### *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乃於財務狀況表按公允價值列賬，而公允價值變動淨額則於損益表確認。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Investments and other financial assets (Continued)

#### Subsequent measurement (Continued)

#### Financial assets at fair value through profit or loss (Continued)

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on equity investments classified as financial assets at fair value through profit or loss are also recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

#### Derecognition of financial assets

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 consolidated statement 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)

### 投資及其他金融資產(續)

#### 後續計量(續)

#### 按公允價值計入損益的金融資產(續)

該類別包括本集團不可撤回地選擇按公允價值計入其他全面收入進行分類的衍生工具及權益投資。分類為按公允價值計入損益的金融資產的權益投資的股息亦在支付權確立時於損益確認為其他收入，與股息有關的經濟利益很大機會流入本集團，且能夠可靠計量股息金額。

#### 終止確認金融資產

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，但已轉讓該產的控制權。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Derecognition of financial assets (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

The Group recognises an allowance for expected credit losses ("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.

## 2.4 主要會計政策概要(續)

### 終止確認金融資產(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滲入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。

持續滲入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

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(「預期信貸虧損」)的撥備。預期信貸虧損乃基於根據合同到期的合同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同條款的其他信貸提升措施。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Impairment of financial assets (Continued)

#### 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.

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.

## 2.4 主要會計政策概要(續)

### 金融資產減值(續)

#### 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(存續期預期信貸虧損)。

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。

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同金額，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同現金流量，則撇銷金融資產。



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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Impairment of financial assets (Continued)

#### General approach (Continued)

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

#### Simplified approach

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

## 2.4 主要會計政策概要(續)

### 金融資產減值(續)

#### 一般方法(續)

以攤銷成本計量的金融資產在一般方法下會發生減值，並且在以下階段進行預期信貸損失的計量時分類，而貿易應收款項採用簡化方法的情況則除外，詳情如下：

- 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存續期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存續期預期信貸虧損的金額計量

#### 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存續期預期信貸虧損確認虧損撥備。本集團已建立撥備矩陣，乃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。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Impairment of financial assets (Continued)

#### *Simplified approach (Continued)*

For trade receivables 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.

### Financial liabilities

#### *Initial recognition and measurement*

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include interest-bearing bank and other borrowings, senior notes, lease liabilities, trade and bills payables, other payables and accruals, and amounts due to related parties.

#### *Subsequent measurement*

The subsequent measurement of financial liabilities depends on their classification as follows:

#### *Financial liabilities at amortised cost (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 statement of 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 the statement of profit or loss.

## 2.4 主要會計政策概要(續)

### 金融資產減值(續)

#### *簡化方法(續)*

就包括重大融資成分及應收租賃款項的貿易應收款項而言，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。

### 金融負債

#### *初始確認及計量*

金融負債在初始確認時分類為：按公允價值計入損益的金融負債、貸款及借款、應付款項，或在有效對沖中指定為對沖工具的衍生工具。

初步確認所有金融負債時，乃以公允價值及(倘屬貸款、借款及應付款項)扣除直接應佔交易成本計量。

本集團的金融負債包括計息銀行及其他借款、優先票據、租賃負債、貿易應付款項及應付票據、其他應付款項及應計費用，以及應付關聯方款項。

#### *後續計量*

金融負債的後續計量取決於其分類，如下所示：

#### *按攤銷成本列賬的金融負債(貸款和借款)*

初始確認後，有息貸款和借款隨後採用實際利率法按攤銷成本進行計量，除非折現的影響不重大，在這種情況下以成本列示。終止確認負債時以及通過實際利率攤銷過程在損益表中確認損益。

攤銷成本的計算方法是考慮任何收購折價或溢價以及作為實際利率一部分的費用或成本。有效利率攤銷計入損益表中的融資成本。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Financial liabilities (Continued)

#### *Subsequent measurement (Continued)*

##### *Financial guarantee contracts*

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"; and (ii) the amount initially recognised less, when appropriate, the cumulative amount of income recognised.

### Derecognition of financial liabilities

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 the statement of profit or loss.

### 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.

## 2.4 主要會計政策概要(續)

### 金融負債(續)

#### *後續計量(續)*

##### *財務擔保合同*

本集團發行的財務擔保合同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同。財務擔保合同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同：(i)根據「金融資產減值」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。

### 終止確認金融負債

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表確認。

### 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。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

### 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)

### 存貨

存貨成本值及可變現淨值之較低者入賬。成本以先進先出的原則確定，就在製品和製成品而言，成本包括直接材料、直接人工和適當比例的間接費用。可變現淨值是基於估計的售價減去完成和處置所需的任何估計成本。

### 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。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 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.

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, associates and joint ventures, 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.

## 2.4 主要會計政策概要(續)

### 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，而在其他全面收入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。

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、聯營公司及合營企業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。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Income tax (Continued)

Deferred tax assets are recognised for all deductible temporary differences, and 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, and 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, associates and joint ventures, 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.

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.

## 2.4 主要會計政策概要(續)

### 所得稅(續)

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、聯營公司及合營企業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。

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。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Income tax (Continued)

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.

### 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, for 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 the statement of 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 the statement of profit or loss by way of a reduced depreciation charge.

### Revenue recognition

#### Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

## 2.4 主要會計政策概要(續)

### 所得稅(續)

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。

### 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表，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表。

### 收入確認

#### 客戶合同收入

客戶合同之收益應於商品或服務控制權轉讓至客戶時確認，其金額反映本集團預期就交換該等商品或服務而有權獲得之代價。

當合同中的對價包括可變金額時，本集團將有權獲得對價以交換將商品或服務轉讓給客戶的金額。可變對價在合同開始時進行估計，並受到約束，直到很可能在隨後解決與可變對價相關的不確定性時，在確認的累計收入金額中不會發生重大的收入沖銷。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Revenue recognition (Continued)

#### *Revenue from contracts with customers (Continued)*

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group with a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in IFRS 15.

#### (a) *Sale 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)

### 收入確認(續)

#### *客戶合同收入(續)*

當合同中包含為客戶提供向其轉移貨品或服務超過一年的重大融資利益的融資部分時，收益按應收金額的現值計量，並以本集團與客戶之間於合同開始時的獨立融資交易所反映的折現率折現。當合同中包含為本集團提供超過一年的重大財務利益的融資部分時，根據合同確認的收益包括按實際利率法計算的合同負債所產生的利息開支。對於客戶付款與轉移承諾商品或服務之間的期限為一年或以下的合同，交易價格不會根據國際財務報告準則第15號的實際權宜方法就重大融資部分的影響而調整。

#### (a) *銷售物業*

於資產控制權轉移至買方時確認收入。視乎合同條款及該合同的適用法例，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 (Continued)

#### Revenue from contracts with customers (Continued)

##### (a) Sale 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.

##### (b) Project management services

Revenue from the rendering of property management services is recognised over the scheduled period on a straight-line basis because the customer simultaneously receives and consumes the benefits provided by the Group.

##### (c) Hotel operations

Hotel and other service income is recognised in the period in which such services are rendered because the customer simultaneously receives and consumes the benefits provided by the Group.

#### Revenue from other sources

Rental income is recognised on a time proportion basis over the lease terms. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are incurred.

## 2.4 主要會計政策概要(續)

### 收入確認(續)

#### 客戶合同收入(續)

##### (a) 銷售物業(續)

倘資產控制權隨時間轉移，收入會於整個合同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同成本佔每份合同的估計總成本的百分比計量。

釐定交易價格時，當存在重大融資成分時，本集團將會調整代價的承諾金額。

##### (b) 項目管理服務

提供物業管理服務的收益在預定的期限內按直線法確認，因為客戶同時獲得和使用本集團提供的利益。

##### (c) 酒店經營

酒店及其他服務收入在提供該等服務的期間確認，因為客戶同時獲得和使用本集團提供的利益。

#### 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。並不依賴指數或利率的可變租賃付款在產生的會計期間確認為收入。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Revenue recognition (Continued)

#### *Other income*

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Dividend income is recognised when the shareholders' right to receive payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

#### Contract assets

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 assets are subject to impairment assessment, details of which are included in the accounting policies for impairment of financial assets.

#### Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

## 2.4 主要會計政策概要(續)

### 收入確認(續)

#### *其他收入*

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期內或更短時間內(倘合適)準確貼現至金融資產賬面值淨值的利率予以確認。

股息收入於確立股東收取股息的權利時確認。與股息有關的經濟利益很可能會流入本集團，而股息的金額能夠可靠地計量。

#### 合同資產

合同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同資產。合同資產需要進行減值評估，其詳情包括在金融資產減值的會計政策中。

#### 合同負債

當本集團轉移相關的商品或服務之前，收到客戶的款項或應付款(以較早者為準)時，確認合同負債。當本集團根據合同履行合同時(即將相關商品或服務的控制權轉讓給客戶)，合同負債確認為收入。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Contract costs

Other than the costs which are capitalised as inventories, property, plant and equipment and intangible assets, costs incurred to fulfil a contract with a customer are capitalised as an asset if all of the following criteria are met:

- (a) The costs relate directly to a contract or to an anticipated contract that the entity can specifically identify.
- (b) The costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future.
- (c) The costs are expected to be recovered.

The capitalised contract costs are amortised and charged to the statement of profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the asset relates. Other contract costs are expensed as incurred.

Incremental costs of obtaining a contract were those costs that the Group incurs to obtain a contract with a customer it would not have incurred if the contract had not been obtained e.g., commission to sales agents. Incremental costs of obtaining a contract are capitalised when incurred if the costs related to revenue which will be recognised in a future reporting period and the costs are expected to be recovered. Other costs of obtaining a contract are expense when incurred.

### Share-based payments

The Company operates a share option scheme 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").

## 2.4 主要會計政策概要(續)

### 合同成本

除滿足以下所有條件的資本化作為存貨、物業、廠房和設備以及無形資產的費用外，與客戶履行合同產生的成本也資本化為資產：

- (a) 有關成本與實體可特定地識別之合同或預期訂立之合同有直接關係。
- (b) 有關成本令實體將用於完成(或持續完成)日後履約責任之資源得以產生或有所增加。
- (c) 有關成本預期可收回。

資本化合同成本按系統化基準攤銷及計入損益表，與向客戶轉讓資產相關的商品或服務一致。其他合同成本於產生時列為開支。

取得合同的增加成本是本集團為獲得與客戶簽訂的合同而產生的成本，如果未取得合同，則該等成本不會產生(例如：給予銷售經紀的佣金)。如果與收入有關的成本在以後的報告期中確認，並且預期將收回這些成本，則在發生時將取得合同的增量成本資本化。獲得合同的其他成本在發生時為費用。

### 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」)。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Share-based payments (Continued)

The cost of equity-settled transactions with employees for grants is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial model.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised 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 recognised as at 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 recognised. 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)

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。外部估值師採用二項式模型釐訂公允價值。

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。

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

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

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

### Awarded shares granted to employees

Where the Group's shares are acquired by the trustee of the share award scheme from the open market, the total consideration of shares acquired from the open market (including any directly attributable incremental costs) is presented as shares held for the share award scheme and deducted from total equity.

The fair value of the awarded shares at the grant date is expensed on a straight-line basis over the projected vesting period being the period for which the services from the employees are rendered with a corresponding increase in equity.

## 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。

計算每股盈利時，尚未行使購股權之攤薄影響將列作額外股份攤薄效應。

### 授予僱員的獎勵股份

倘股份獎勵計劃的受託人於公開市場收購本集團股份，於公開市場收購股份的總代價(包括任何直接應佔的附加成本)呈列為就股份獎勵計劃持有的股份並自權益總額中扣除。

於授出日期的獎勵股份公允價值按直線基準於預計歸屬期內列作開支，有關歸屬期即僱員所提供服務伴隨相應的權益增長的期間。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Awarded shares granted to employees (Continued)

Upon vesting and transfer the shares to the grantees, the related costs of the shares are reversed from shares held for the share award scheme, and the related expenses of the shares are reversed from the share award reserve. The difference arising from such transfer is debited/credited to retained profits.

### Other employee benefits

#### Pension scheme

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for those Hong Kong employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to the statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group's subsidiary which operates in Mainland China are required to participate in a central pension scheme operated by the local municipal government (the "Central Pension Scheme", together with the MPF Scheme, the "Defined Contribution Schemes"). This subsidiary is required to contribute a certain portion of its payroll costs to the central pension scheme. The contributions are charged to the statement of 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)

### 授予僱員的獎勵股份(續)

於股份歸屬及轉予承授人時，股份的相關成本由就股份獎勵計劃持有的股份中撥回，而股份的相關開支由股份獎勵儲備中撥回。該轉撥產生的差額借記／貸記至保留利潤。

### 其他僱員福利

#### 退休金計劃

本集團根據《強制性公積金計劃條例》為有資格參加強積金計劃的香港僱員實施定額供款強制性公積金退休福利計劃(「強積金計劃」)。供款乃根據僱員基本薪金的一定百分比作出，並於根據強積金計劃的規定應付時自損益表扣除。強積金計劃的資產與本集團的資產分開持有，並由獨立管理基金持有。本集團的僱主供款在向強積金計劃供款時完全歸屬於僱員。

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(「中央退休金計劃」，連同強積金計劃，統稱「界定供款計劃」)。附屬公司必須將其工資成本的若干部分支付予中央退休金計劃。供款根據中央退休金計劃的規定於應付時自損益表扣除。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 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.

Borrowing costs include interest expense, finance charges and exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs. The exchange gains and losses that are adjustments to interest costs include the interest rate differences between borrowing costs that would be incurred if the entity had borrowed funds in its functional currency, and the borrowing costs actually incurred on foreign currency borrowings. Such amounts are estimated based on forward currency rates at the inception of the borrowings.

When the construction of the qualifying assets takes more than one accounting period, the amount of foreign exchange differences eligible for capitalisation is determined for each annual period and is limited to the difference between the hypothetical interest amount for the functional currency borrowings and the actual interest incurred for foreign currency borrowings. Foreign exchange differences that did not meet the criteria for capitalisation in previous years should not be capitalised in subsequent years.

## 2.4 主要會計政策概要(續)

### 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。

借款成本包括利息開支、融資費用以及作為利息成本調整而產生的外幣借貸的匯兌差額。調整利息成本的匯兌損益包括如實體以其功能貨幣借入資金而將產生的借貸成本與外幣借貸實際產生的借貸成本之間的息差。該金額乃根據獲得借貸時的遠期匯率估計。

當構建合資格的資產的時間超過一個會計期間時,可予資本化的匯兌差額乃於各年度期間釐定及限於功能貨幣借款的假定利息與外幣借款所產生的實際利息的差額。過往年度並不符合資本化標準的匯兌差額於其後期間不予資本化。

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## 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.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

### Foreign currencies

These financial statements are presented in RMB, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. 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 the statement of 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。

中期股息於建議同時宣派，乃因本公司之組織章程大綱及細則授權董事宣派中期股息。因此，中期股息於建議及宣派後隨即確認為負債。

### 外幣

該等財務報表以人民幣列示，為本公司的功能貨幣。本集團內各實體決定其自身的功能貨幣，列入各實體財務報表的項目使用該呈列貨幣計量。本集團內實體錄得的外幣交易初步使用交易日期的通行功能貨幣匯率入賬。以外幣計值的貨幣資產及負債按報告期末的通行外幣匯率換算。結算或換算貨幣項目時產生的差額於損益表確認。

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入或損益中確認的項目的匯兌差額亦分別於其他全面收入或損益中確認)。



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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.

## 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.

### Going concern consideration

In the process of applying the Group's accounting policies, apart from those involving estimations, management has prepared the consolidated financial statements on the assumption that the Group will be able to operate as a going concern in the coming year, which is a critical judgement that has the most significant effect on the amounts recognised in the consolidated financial statements. The assessment of the going concern assumption involves making a judgement by the directors, at a particular point of time, about the future outcome of events or conditions which are inherently uncertain. The directors consider that the Group has the capability to continue as a going concern and the major events or conditions, which may give rise to business risks, that may individually or collectively cast a significant doubt upon the going concern assumption are set out in note 2.1 to the financial statements.

## 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。

## 3. 重大會計判斷及估計

編製本集團的財務報表時，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。

### 持續經營考慮

於應用本集團會計政策時，除涉及估計外，管理層已假設本集團來年將能夠按持續經營基準編製綜合財務報表，該假設為一項重大判斷，其對綜合財務報表確認的金額具有極為重大的影響。對持續經營假設的評估，涉及董事於特定時間就本質上有不明朗因素的事件或狀況的未來結果作出判斷。董事認為，本集團有能力持續經營，而可能導致業務風險(可能個別或共同起來會引發對持續經營假設的重大疑慮)的主要事件或狀況載於財務報表附註2.1。

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### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

#### 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:

#### *Classification between investment properties and owner-occupied properties*

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.

### 3. 重大會計判斷及估計(續)

#### 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：

#### *投資物業及自置物業的分類*

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。

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### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

#### Judgements (Continued)

##### *Classification between investment properties and properties held for sale*

The Group develops properties held for sale and properties held to earn rentals and/or for capital appreciation. Judgement is made by management on determining whether a property is designated as an investment property or a property held for sale. The Group considers its intention for holding the properties at the early development stage of the related properties. During the course of construction, the related properties under construction are accounted for as properties under development for sale included in current assets if the properties are intended for sale after its completion, whereas, the properties are accounted for as investment properties under construction included in investment properties if the properties are intended to be held to earn rentals and/or for capital appreciation. Upon completion of the properties, the properties held for sale are transferred to completed properties for sale and are stated at cost, while the properties held to earn rentals and/or for capital appreciation are transferred to completed investment properties. Investment properties, both under construction and completed, are subject to revaluation at the end of each reporting period.

##### *Property lease classification — 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, such as the lease term not constituting a major part of the economic life of the commercial property and the present value of the minimum lease payments not amounting to substantially all the fair value of the commercial property, that it retains substantially all the significant risks and rewards incidental to ownership of these properties which are leased out and accounts for the contracts as operating leases.

### 3. 重大會計判斷及估計(續)

#### 判斷(續)

##### *投資物業及持作銷售物業的分類*

本集團開發持作銷售物業以及持作為賺取租金及／或資本增值的物業。管理層判斷以釐定是否將某物業指定為投資物業或持作銷售物業。本集團認為有意在相關物業的開發初期持有該物業。在建造過程中，如果擬在建造完成後將物業出售的，則在建相關物業記為流動資產中包括其中的待售開發中物業，而如果擬持有該物業以賺取租金及／或進行資本增值，則將這些物業計入投資物業中的在建投資物業。物業落成後，持作銷售物業轉為持作銷售已完工物業並以成本列示，而持作賺取租金及／或資本增值的物業則轉為已完工投資物業。在建和已完工的投資物業，將在每個報告期末進行重估。

##### *物業租賃分類 — 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。本集團根據對安排條款和條件的評估(例如租賃期不構成商業物業經濟壽命的主要部分，以及最低租賃付款額的現值大致不等於商業物業的所有公允價值)，已經釐定其保留與這些出租物業所有權有關的所有重大風險和回報，並將有關合同作為經營租賃入賬。

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### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

#### Judgements (Continued)

*Whether the presumption that investment properties stated at fair value are recovered through sale is rebutted in determining deferred tax*

The Group has investment properties located in the PRC which are measured at fair value. Investment property is property held to earn rentals or for capital appreciation or both. In considering whether the presumption in IAS 12 Income Taxes that an investment property measured at fair value will be recovered through sale is rebutted in determining deferred tax, the Group has developed certain criteria in making that judgement, such as whether an investment property is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time or through sale. The presumption is rebutted only in the circumstance that there is sufficient evidence such as a historical transaction, future development plans and management's intention to demonstrate that the investment property is held with the objective to consume substantially all of the economic benefits over time, rather than through sale. Continuous assessments on the presumption will be made by management at each reporting date.

#### 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)

*釐定遞延稅項時以公允價值列示的投資物業透過出售收回的假設是否被駁回*

本集團在中國擁有以公允價值計量的投資物業。投資物業是為賺取租金或資本增值或兩者兼有而持有的財產。在考慮是否應以國際會計準則第12號所得稅中假設以公允價值計量的投資物業將透過出售而收回的假設被駁回時，本集團在作出該判斷時制定了若干標準，例如是否在一個業務模型中持有該投資物業，而其目標是隨著時間的推移或通過銷售來消耗投資物業體現的幾乎所有經濟利益。只有在足夠的證據(例如歷史交易、未來發展計劃及管理層意圖證明持有投資物業的目的是隨著時間的推移而不是通過銷售長期消耗幾乎所有的經濟利益)方駁斥該假設。管理層將在每個報告日對假設進行連續評估。

#### 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。

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### 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 product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the property 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 a 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 22 and note 23 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(即按地理位置、產品類型、客戶類型及評級,以及信用證及其他形式的信貸保險的覆蓋範圍劃分)的逾期天數。

預期虧損率最初基於本集團歷史可觀察違約率。本集團將根據前瞻性資料調整矩陣以調整歷史信貸虧損經驗。例如,如預測經濟狀況(即國內生產總值)將在未來一年惡化,這可能導致房地產行業違約數量增加,則調整歷史違約率。於各報告日期,更新歷史可觀察違約率並分析前瞻性估計的變化。

對歷史可觀察違約率、預測經濟狀況與預期信貸虧損之間的相關性評估是一項重要估計。預期信貸虧損的數量對環境變化及預測經濟狀況敏感。本集團的歷史信貸虧損經驗及經濟狀況預測亦或無法代表客戶的未來實際違約情況。有關本集團貿易應收款項及預付款項、其他應收款項及其他資產的預期信貸虧損的資料分別於財務報表附註22及附註23中披露。

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### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

#### Estimation uncertainty (Continued)

##### *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.

##### *PRC corporate income tax ("CIT")*

The Group is subject to corporate income taxes in the PRC. As a result of the fact that certain matters relating to the income taxes have not been confirmed by the local tax bureau, objective estimate and judgement based on currently enacted tax laws, regulations and other related policies are required in determining the provision for income taxes to be made. Where the final tax outcome of these matters is different from the amounts originally recorded, the differences will impact on the income tax and tax provisions 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)

##### *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。

##### *中國企業所得稅(「企業所得稅」)*

本集團須繳納中國企業所得稅。由於地方稅務局尚未確認有關所得稅的若干事宜，故釐定所得稅撥備時須根據目前已頒佈的稅法、法規及其他相關政策作出客觀估計及判斷。倘該等事項的最終稅款數額有別於原已記錄的數額，則差額會影響差額變現期間的所得稅及稅項撥備。

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### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

#### Estimation uncertainty (Continued)

##### *Leases — Estimating the incremental borrowing rate*

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate (“IBR”) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group “would have to pay”, which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when it needs to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary’s functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary’s stand-alone credit rating).

##### *Estimation 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 dates of the transactions that occurred at those prices; and 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.

### 3. 重大會計判斷及估計(續)

#### 估計不明朗因素(續)

##### *租賃 — 評估增量借款率*

本集團無法輕易釐定租賃內含的利率，因此，使用增量借款率（「增量借款率」）來計量租賃負債。增量借款率是指本集團在類似期限內以類似擔保，為獲得與類似經濟環境條件下的使用權資產具有相似價值的資產而所需的資金所必須支付以借回的利率。因此，增量借款率反映本集團「需要支付的」事宜，當沒有可觀察的利率（例如：未進行融資交易的附屬公司）或需要進行調整以反映租賃的條款和條件時（例如：當租賃不以附屬公司功能貨幣計值）而需要進行估算。本集團使用可觀察到的數據（例如市場利率（如果可用））估算增量借款率，並且需要進行作出若干特定實體的估算（例如附屬公司的獨立信用評級）。

##### *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同之條款以及（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。

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### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

#### Estimation uncertainty (Continued)

#### *Estimation of fair value of investment properties (Continued)*

The carrying amount of investment properties at 31 December 2021 was RMB14,114,116,000 (2020: RMB12,973,827,000). Further details, including the key assumptions used for fair value measurement and a sensitivity analysis, are given in note 14 to the financial statements.

#### *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.

#### *Deferred tax assets*

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies.

### 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(續)*

於2021年12月31日，投資物業之賬面值為人民幣14,114,116,000元(2020年：人民幣12,973,827,000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。

#### *發展中物業及持作出售的已完工物業的撥備*

本集團的開發中物業及持作出售的已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。

#### *遞延稅項資產*

倘可能具有應課稅利潤抵銷虧損，則會就未動用稅項虧損確認遞延稅項資產。管理層在釐定可予以確認的遞延稅項資產金額時，須根據未來應課稅利潤可能出現的時間及水平連同未來稅務計劃策略作出重大判斷。



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#### 4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has three reportable operating segments as follows:

- (a) Property development;
- (b) Commercial property investment and operations; and
- (c) 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 the Group's profit before tax except that bank interest income, fair value gains on financial assets at fair value through profit or loss, equity-settled share-based payments, investment income, non-lease-related finance costs as well as head office and corporate expenses are excluded from such measurement.

Segment assets exclude unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

The Group's operations are mainly conducted in Mainland China. Management considered that there is one 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. 經營分部資料

就管理而言，本集團根據本身的產品及服務劃分業務單位，並設有三個可報告經營分部如下：

- (a) 物業開發；
- (b) 商業物業投資與經營；及
- (c) 酒店經營。

管理層獨立監察本集團經營分部業績，藉以作出有關資源分配及表現評核的決策。分部表現基於可報告分部利潤／虧損（為經調整稅前利潤／虧損的計量方式）評定。經調整稅前利潤／虧損的計量方式與本集團稅前利潤的計量方式一致，惟有關計量不包括銀行利息收入、按公允價值計入損益的金融資產公允價值收益、以股權結算以股份為基礎的付款、投資收入、非租賃相關融資成本以及總部及企業開支。

分部資產不包括未分配總部及企業資產，原因為該等資產按集團基準管理。

分部負債不包括未分配總部及企業負債，原因為該等負債按集團基準管理。

本集團的業務主要在中國內地進行。管理層認為有一個可報告地域分部，原因為來自外部客戶的所有收入均源自中國內地，且本集團的主要非流動資產位於中國內地。

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(Continued)

## 4. 經營分部資料(續)

Year ended 31 December 2021 截至2021年12月31日止年度		Commercial property investment and operations			Total
		Property development	Hotel operations	Commercial property investment and operations	
		物業開發	酒店經營	商業物業投資與經營	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>Segment revenue:</b>	<b>分部收入：</b>				
Sales to external customers	銷售予外部客戶	26,041,292	583,545	42,142	26,666,979
Revenue	收入				26,666,979
<b>Segment results</b>	<b>分部業績</b>	3,328,089	516,502	(5,668)	3,838,923
<i>Reconciliation:</i>	<i>對賬：</i>				
Bank interest income	銀行利息收入				142,683
Fair value loss on financial assets at fair value through profit or loss	按公允價值計入損益的金融資產公允價值損失				(1,511)
Equity-settled share-based payments	以股權結算以股份為基礎的付款				30,852
Investment income	投資收入				15,860
Finance costs (other than interest on lease liabilities)	融資成本(不包括租賃負債利息)				(881,387)
Corporate and other unallocated expenses	企業及其他未分配開支				(20,608)
Profit before tax	稅前利潤				3,124,812
<b>Segment assets</b>	<b>分部資產</b>	116,685,419	14,998,542	304,679	131,988,640
<i>Reconciliation:</i>	<i>對賬：</i>				
Corporate and other unallocated assets	企業及其他未分配資產				760,194
Total assets	總資產				132,748,834
<b>Segment liabilities</b>	<b>分部負債</b>	98,573,434	2,376,133	14,673	100,964,240
<i>Reconciliation:</i>	<i>對賬：</i>				
Corporate and other unallocated liabilities	企業及其他未分配負債				38,739
Total liabilities	總負債				101,002,979
<b>Other segment information</b>	<b>其他分部資料</b>				
Share of profits and losses of:	應佔以下單位利潤及虧損：				
Joint ventures	合營企業	(52,304)	—	—	(52,304)
Associates	聯營公司	372,136	—	—	372,136
Impairment losses recognised	確認減值虧損	658,838	—	—	658,838
Fair value gains on investment properties	投資物業的公允價值收益	—	276,442	—	276,442
Depreciation and amortisation	折舊及攤銷	83,538	12,535	13,589	109,662
Investments in associates	於聯營公司的投資	11,739,053	—	—	11,739,053
Investments in joint ventures	於合營企業的投資	2,452,470	—	—	2,452,470
Capital expenditure*	資本開支*	25,469	788,589	133	814,191

\* Capital expenditure consists of additions to property, plant and equipment, intangible assets and investment properties including assets from the acquisition of subsidiaries.

\* 資本開支包括物業、廠房及設備、無形資產及投資物業的添置(包括收購附屬公司中的資產)。

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4. OPERATING SEGMENT INFORMATION  
(Continued)

4. 經營分部資料(續)

Year ended 31 December 2020 截至2020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 operations 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	19,615,845	505,224	37,632	20,158,701
Revenue	收入			20,158,701
<b>Segment results</b>	3,250,552	466,000	(3,255)	3,713,297
<i>Reconciliation:</i>	<i>對賬：</i>			
Bank interest income	銀行利息收入			149,315
Fair value gains on financial assets at fair value through profit or loss	按公允價值計入損益的金融資產公允價值收益			28,434
Equity-settled share-based payments	以股權結算以股份為基礎的付款			(71,031)
Investment income	投資收入			90,882
Finance costs (other than interest on lease liabilities)	融資成本(不包括租賃負債利息)			(644,835)
Corporate and other unallocated expenses	企業及其他未分配開支			(106,725)
Profit before tax	稅前利潤			3,159,337
<b>Segment assets</b>	104,646,023	13,454,368	322,914	118,423,305
<i>Reconciliation:</i>	<i>對賬：</i>			
Corporate and other unallocated assets	企業及其他未分配資產			621,865
Total assets	總資產			119,045,170
<b>Segment liabilities</b>	89,558,825	2,025,905	23,441	91,608,171
<i>Reconciliation:</i>	<i>對賬：</i>			
Corporate and other unallocated liabilities	企業及其他未分配負債			33,415
Total liabilities	總負債			91,641,586
<b>Other segment information</b>	<b>其他分部資料</b>			
Share of profits and losses of:	應佔以下單位利潤及虧損：			
Joint ventures	(85,034)	—	—	(85,034)
Associates	528,110	—	—	528,110
Impairment losses recognised	19,265	—	—	19,265
Impairment losses written off	(32,010)	—	—	(32,010)
Fair value gains on investment properties	—	258,949	—	258,949
Depreciation and amortisation	82,073	15,152	13,201	110,426
Investments in associates	9,572,816	—	—	9,572,816
Investments in joint ventures	1,977,217	—	—	1,977,217
Capital expenditure*	79,796	346,908	10,026	436,730

\* Capital expenditure consists of additions to property, plant and equipment, intangible assets and investment properties including assets from the acquisition of subsidiaries.

\* 資本開支包括物業、廠房及設備、無形資產及投資物業的添置(包括收購附屬公司中的資產)。

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## 5. REVENUE, OTHER INCOME AND GAINS

An analysis of revenue is as follows:

## 5. 收入、其他收入及收益

收入的分析如下：

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Revenue from contracts with customers	客戶合同收入	<b>26,121,788</b>	19,710,126
<i>Revenue from other sources</i>	<i>來自其他來源的收入</i>		
Rental income from investment property operating leases	來自投資物業經營租賃的租金收入	<b>545,191</b>	448,575
		<b>26,666,979</b>	20,158,701

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5. REVENUE, OTHER INCOME AND GAINS  
(Continued)

Revenue from contracts with customers

(a) Disaggregated revenue information

For the year ended 31 December 2021

5. 收入、其他收入及收益(續)

客戶合同收入

(a) 收入資料明細

截至2021年12月31日止年度

Segments		Property development	Commercial property investment and operations 商業物業投資與經營	Hotel operations	Total
分部		物業開發	投資與經營	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>Types of goods or services</b>	<b>貨品或服務類型</b>				
Sale of properties	物業銷售	25,473,527	—	—	25,473,527
Hotel operations	酒店經營	—	—	42,142	42,142
Project management services	項目管理服務	567,240	—	—	567,240
Others	其他	525	38,354	—	38,879
Total revenue from contracts with customers	客戶合同收入總額	26,041,292	38,354	42,142	26,121,788
<b>Timing of revenue recognition</b>	<b>收入確認時間</b>				
Goods transferred at a point in time	於某一時間點轉移貨品	25,473,527	—	—	25,473,527
Services transferred over time	隨時間轉移服務	567,765	38,354	42,142	648,261
Total revenue from contracts with customers	客戶合同收入總額	26,041,292	38,354	42,142	26,121,788

31 December 2021  
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(Continued)

Revenue from contracts with customers (Continued)

(a) Disaggregated revenue information (Continued)

For the year ended 31 December 2020

**5. 收入、其他收入及收益(續)**

客戶合同收入(續)

(a) 收入資料明細(續)

截至2020年12月31日止年度

Segments	Property development	Commercial property investment and operations	Hotel operations	Total
分部	物業開發	投資與經營	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>Types of goods or services</b>	<b>貨品或服務類型</b>			
Sale of properties	19,057,718	—	—	19,057,718
Hotel operations	—	—	37,632	37,632
Project management services	530,733	30,285	—	561,018
Others	27,394	26,364	—	53,758
Total revenue from contracts with customers	19,615,845	56,649	37,632	19,710,126
<b>Timing of revenue recognition</b>	<b>收入確認時間</b>			
Goods transferred at a point in time	19,057,718	—	—	19,057,718
Services transferred over time	558,127	56,649	37,632	652,408
Total revenue from contracts with customers	19,615,845	56,649	37,632	19,710,126

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5. REVENUE, OTHER INCOME AND GAINS  
(Continued)

Revenue from contracts with customers (Continued)

(a) Disaggregated revenue information (Continued)

Set out below is the reconciliation of the revenue from contracts with customers to the amounts disclosed in the segment information:

For the year ended 31 December 2021

Segments	Property development	Commercial property investment and operations	Hotel operations	Total
	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 from contracts with customers	客戶合同收入			
External customers	外部客戶	26,041,292	38,354	42,142
				26,121,788

5. 收入、其他收入及收益(續)

客戶合同收入(續)

(a) 收入資料明細(續)

下文載列客戶合同收入與分部資料所披露金額的對賬：

截至2021年12月31日止年度

For the year ended 31 December 2020

Segments	Property development	Commercial property investment and operations	Hotel operations	Total
	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 from contracts with customers	客戶合同收入			
External customers	外部客戶	19,615,845	56,649	37,632
				19,710,126

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(Continued)

## Revenue from contracts with customers (Continued)

(a) *Disaggregated revenue information (Continued)*

The following table shows the amount of revenue recognised in the current reporting period that was included in the contract liabilities at the beginning of the reporting period:

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Revenue recognised that was included in contract liabilities at the beginning of the reporting period:	已確認收入(已計入報告期初的合同負債):		
Sale of properties	物業銷售	<b>17,860,962</b>	16,707,793

(b) *Performance obligations*

Information about the Group's performance obligations is summarised below:

*Sale of 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 advances are sometimes required before rendering the service.

**5. 收入、其他收入及收益(續)**

## 客戶合同收入(續)

(a) *收入資料明細(續)*

下表列示計入報告期初的合同負債於本報告期內確認的收入金額:

(b) *履約責任*

有關本集團履約責任的資料概述如下:

*物業銷售*

履約責任於交付已完工物業時完成。

*酒店經營*

履約責任乃於提供服務時達成。有時須於提供服務前作出短期墊款。



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## 5. REVENUE, OTHER INCOME AND GAINS (Continued)

### Revenue from contracts with customers (Continued)

#### (b) Performance obligations (Continued)

##### Project management services

For project management services, the Group recognises revenue in the amount that equals to the right to invoice which corresponds directly with the value to the customer of the Group's performance to date. The Group has elected the practical expedient not to disclose the remaining performance obligations for these types of contracts. The majority of the project management service contracts do not have a fixed term. The term of the contracts for pre-delivery and project management services is generally set to expire when the counterparties notify the Group that the services are no longer required.

The amounts of transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December are as follows:

## 5. 收入、其他收入及收益(續)

### 客戶合同收入(續)

#### (b) 履約責任(續)

##### 項目管理服務

就項目管理服務而言，本集團按其金額等於發票額之權利確認收益，而發票額之權利與本集團迄今為止給客戶所履行義務之價值直接對應。本集團已選擇可行簡化方案，並無披露該等類型合同之剩餘履約責任。大部分項目管理諮詢合同並無固定年期。交付前項目管理服務合同的年期一般設定為於合同對方通知本集團不再需要該等服務時屆滿。

於12月31日分配至剩餘履約責任(未達成或部分達成)的交易價格金額如下：

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Amounts expected to be recognised as revenue:	預期將確認為收入的金額：		
Within one year	一年內	<b>26,832,142</b>	23,429,240
After one year	一年後	<b>7,511,530</b>	8,389,238
		<b>34,343,672</b>	31,818,478

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(Continued)**

## Revenue from contracts with customers (Continued)

*(b) Performance obligations (Continued)**Project management services (Continued)*

The amounts of transaction prices allocated to the remaining performance obligations which are expected to be recognised as revenue after one year relate to the sale of completed properties with a significant financing component and are to be satisfied within three years.

**5. 收入、其他收入及收益 (續)**

## 客戶合同收入 (續)

*(b) 履約責任 (續)**項目管理服務 (續)*

預計將於一年後確認為收入的分配至剩餘履約責任的交易價格金額涉及出售具有重大融資部分的已完工物業，且將於三年內履行。

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
	Notes 附註		
<b>Other income and gains</b>	<b>其他收入及收益</b>		
Bank interest income	銀行利息收入	<b>142,683</b>	149,315
Interest income from associates and joint ventures	來自聯營公司及合營企業的利息收入	—	5,357
Investment income	投資收入	<b>15,860</b>	90,882
Forfeiture of deposits	沒收按金	<b>8,880</b>	12,509
Government grants	政府補助	<b>6,473</b>	4,490
Fair value gains on financial assets at fair value through profit or loss	按公允價值計入損益的金融資產公允價值收益	—	28,434
Gain on remeasurement of pre-existing interests in the Acquired Subsidiaries	重新計量於已收購附屬公司的既有權益所得收益	<b>65,541</b>	31,221
Gain on disposal of subsidiaries	出售附屬公司的收益	<b>61,620</b>	251,984
Gain on disposal of associates and joint ventures	出售聯營公司及合營企業的收益	<b>12,681</b>	22,845
Others	其他	<b>25,368</b>	35,593
		<b>339,106</b>	632,630

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## 6. PROFIT BEFORE TAX

The Group's profit before tax from continuing operations is arrived at after charging/(crediting):

## 6. 稅前利潤

本集團來自持續經營業務的稅前利潤已扣除／(計入)下列各項：

	Notes 附註	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Cost of inventories sold	21	20,626,744	15,435,983
Cost of services provided		263,928	191,767
Impairment of financial assets included in prepayments, other receivables and other assets		2,457	3,429
Impairment losses written off for properties completed held for sale	21	—	(32,010)
Impairment losses recognised for properties under development and completed properties held for sale	20,21	658,838	19,265
Depreciation of items of property, plant and equipment	13	72,456	67,798
Depreciation of right-of-use assets	15	33,357	37,503
Amortisation of other intangible assets	16	3,849	5,125
Fair value gains on investment properties		(276,442)	(258,949)
Losses on disposal of items of property, plant and equipment		925	5,319
Gains on disposal of subsidiaries	5,37	(61,620)	(251,984)
Gain on remeasurement of pre-existing interests in the Acquired Subsidiaries	5,36	(65,541)	(31,221)
Gains on disposal of associates and joint ventures	5	(12,681)	(22,845)
Share of losses/(gains) of:			
Joint ventures		52,304	85,034
Associates		(372,136)	(528,110)
Auditor's remuneration		6,680	5,580
Employee benefit expense (including directors' and chief executive's remuneration (note 8)):			
Wages and salaries		933,338	943,153
Equity-settled share-based payments		(30,852)	71,031
Pension scheme contributions and social welfare*		91,564	46,890
Less: Amount capitalised		(337,430)	(303,024)
		656,620	758,050

\* There was no forfeiture of contributions under the Defined Contribution Schemes, and there were no forfeited contributions available for the Group to reduce its existing level of contributions to the Defined Contribution Schemes as at 31 December 2021.

\* 於2021年12月31日，概無於界定供款計劃項下沒收任何供款及概無已沒收供款致使本集團得以減少其對界定供款計劃的現有供款水平。

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2021年12月31日**7. FINANCE COSTS**

An analysis of finance costs is as follows:

**7. 融資成本**

融資成本分析如下：

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Interest on bank loans, senior notes and other loans	銀行貸款、優先票據及其他貸款的利息	<b>2,829,591</b>	3,101,521
Interest expense arising from revenue contracts	合同收入的利息支出	<b>884,128</b>	988,930
Interest on lease liabilities	租賃負債的利息	<b>80,249</b>	80,577
Total interest expense on financial liabilities not at fair value through profit or loss	未按公允價值計入損益的金融負債利息開支總額	<b>3,793,968</b>	4,171,028
Less: Net foreign exchange gains on financing activities	減：融資活動外匯收益淨額	<b>(157,040)</b>	(280,495)
Interest capitalised	資本化利息	<b>(2,675,292)</b>	(3,165,121)
		<b>961,636</b>	725,412

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## 8. DIRECTORS' AND CHIEF EXECUTIVE'S 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:

## 8. 董事及最高行政人員薪酬

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：

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Fees	袍金	882	939
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	工資、津貼及實物福利	14,668	14,271
Performance-related bonuses*	表現掛鈎花紅*	1,286	2,445
Equity-settled share-based payment	以股權結算以股份為基礎的付款	(16,407)	26,922
Pension scheme contributions and social welfare	養老金計劃供款及社會福利	395	157
		(58)	43,795
		824	44,734

\* Certain executive directors of the Company are entitled to bonus payments which are determined with reference to the performance of the Group's operations.

\* 本公司若干執行董事有權獲得經參考本集團的營運表現釐定的花紅付款。

In prior years, certain directors were granted shares options, in respect of their services to the Group, under the share option scheme of the Company, further details of which are set out in note 33 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 above directors' and chief executive's remuneration disclosures.

於先前年度，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33。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以上董事及最高行政人員的薪酬披露內。

31 December 2021  
2021年12月31日**8. DIRECTORS' AND CHIEF EXECUTIVE'S  
REMUNERATION (Continued)****(a) Independent non-executive directors**

Mr. Lee Kwok Tung Louis, Mr. Leung Yau Wan John and 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:

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Mr. Lee Kwok Tung Louis	李國棟先生	294	313
Mr. Leung Yau Wan John	梁又穩先生	294	313
Mr. Au Yeung Po Fung	歐陽寶豐先生	294	313
		<b>882</b>	939

There were no other emoluments payable to the independent non-executive directors during the year (2020: Nil).

**(b) Executive directors, non-executive directors and the chief executive**

		Fees	Salaries, allowances and benefits in kind	Performance-related bonuses	Equity-settled share-based payment expenses	Pension scheme contributions and social welfare	Total remuneration
		袍金 RMB'000 人民幣千元	工資、津貼及實物福利 RMB'000 人民幣千元	表現掛鈎花紅 RMB'000 人民幣千元	以股權結算以股份為基礎的 付款開支 RMB'000 人民幣千元	養老金計劃供款及社會福利 RMB'000 人民幣千元	薪酬總計 RMB'000 人民幣千元
<b>2021</b>	<b>2021年</b>						
<i>Executive directors:</i>	<i>執行董事：</i>						
— Mr. Zeng Huansha*	— 曾煥沙先生*	—	1,114	—	—	15	1,129
— Mr. He Jie**	— 何捷先生**	—	2,513	—	(2,118)	130	525
— Mr. Yuan Chun***	— 袁春先生***	—	3,759	—	—	121	3,880
— Mr. Zeng Junkai****	— 曾俊凱先生****	—	1,804	—	(10,886)	95	(8,987)
— Mr. Lui Wai Pang	— 雷偉彬先生	—	4,906	1,286	—	15	6,207
		—	14,096	1,286	(13,004)	376	(2,754)
<i>Non-executive director:</i>	<i>非執行董事：</i>						
— Mr. Jiang Daqiang*****	— 蔣達強先生*****	—	572	—	(3,403)	19	(2,812)
		—	14,668	1,286	(16,407)	395	(58)

**8. 董事及最高行政人員薪酬(續)****(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(2020年：無)。

**(b) 執行董事、非執行董事及最高行政人員**

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8. DIRECTORS' AND CHIEF EXECUTIVE'S  
REMUNERATION (Continued)

(b) Executive directors, non-executive directors and  
the chief executive (Continued)

		Fees	Salaries, allowances and benefits in kind	Performance- related bonuses	Equity-settled share-based payment expenses 以股權結算 以股份為基礎的 付款開支	Pension scheme contributions and social welfare 養老金計劃供款 及社會福利	Total remuneration
		袍金 RMB'000 人民幣千元	工資、津貼及 實物福利 RMB'000 人民幣千元	表現掛鈎花紅 RMB'000 人民幣千元	以股份為基礎的 付款開支 RMB'000 人民幣千元	養老金計劃供款 及社會福利 RMB'000 人民幣千元	薪酬總計 RMB'000 人民幣千元
<b>2020</b>	<b>2020年</b>						
<i>Executive directors:</i>	<i>執行董事：</i>						
— Mr. Zeng Huansha*	— 曾煥沙先生*	—	1,182	—	—	18	1,200
— Mr. He Jie**	— 何捷先生**	—	2,965	1,644	6,295	64	10,968
— Mr. Lui Wai Pang	— 雷偉彬先生	—	5,770	801	—	26	6,597
		—	9,917	2,445	6,295	108	18,765
<i>Non-executive directors:</i>	<i>非執行董事：</i>						
— Mr. Zhang Liang*****	— 張良先生*****	—	2,068	—	9,170	—	11,238
— Mr. Jiang Daqiang*****	— 蔣達強先生*****	—	2,286	—	11,457	49	13,792
		—	4,354	—	20,627	49	25,030
		—	14,271	2,445	26,922	157	43,795

\* Mr. Zeng Huansha is the chairman and an executive director of the Company.

\*\* Mr. He Jie has resigned as an executive director, the chief executive officer and a member of the remuneration committee of the Company with effect from 29 January 2021.

\*\*\* Mr. Yuan Chun has been appointed as an executive director, the Chief Executive Officer and a member of the remuneration committee of the Company with effect from 29 January 2021.

\*\*\*\* Mr. Zeng Junkai has been appointed as an executive director, a member of the remuneration committee of the Board and a vice president of the Company with effect from 26 February 2021.

\*\*\*\*\* Mr. Jiang Daqiang has resigned as a non-executive director and a member of the audit committee of the Company with effect from 26 February 2021.

\*\*\*\*\* Mr. Zhang Liang has resigned as a non-executive director and a member of the remuneration committee of the Company with effect from 22 November 2020.

8. 董事及最高行政人員薪酬(續)

(b) 執行董事、非執行董事及最高行政人員(續)

\* 曾煥沙先生為本公司主席兼執行董事。

\*\* 何捷先生已辭任本公司執行董事、行政總裁及薪酬委員會成員，自2021年1月29日起生效。

\*\*\* 袁春先生已獲委任為本公司執行董事、行政總裁及薪酬委員會成員，自2021年1月29日起生效。

\*\*\*\* 曾俊凱先生已獲委任為執行董事、董事會薪酬委員會成員及本公司副總裁，自2021年2月26日起生效。

\*\*\*\*\* 蔣達強先生已辭任本公司非執行董事及審核委員會成員，自2021年2月26日起生效。

\*\*\*\*\* 張良先生已辭任本公司非執行董事及薪酬委員會成員，自2020年11月22日起生效。

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## 8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (Continued)

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.

## 9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included three directors (2020: four directors), details of whose remuneration are set out in note 8 above. Details of the remuneration for the year of the remaining two (2020: one) highest paid employees who are neither a director nor chief executive of the Company are as follows:

## 8. 董事及最高行政人員薪酬(續)

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。

## 9. 五名最高薪酬僱員

年內，五名最高薪酬僱員包括三名董事(2020年：四名董事)，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兩名(2020年：一名)最高薪酬僱員年內的薪酬詳情如下：

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Salaries, allowances and benefits in kind	工資、津貼及實物福利	3,835	3,810
Performance-related bonuses	表現掛鈎花紅	106	—
Pension and social welfare	養老金及社會福利	242	52
Equity-settled share-based payment	以股權結算以股份為基礎的付款	(984)	—
		<b>3,199</b>	<b>3,862</b>

The remuneration of the non-director and non-chief executive highest paid employee fell within the following band as follows:

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	
		2021 2021年	2020 2020年
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	1	—
HK\$2,500,001 to HK\$3,000,000	2,500,001港元至3,000,000港元	1	—
HK\$4,000,001 to HK\$4,500,000	4,000,001港元至4,500,000港元	—	1
		<b>2</b>	<b>1</b>



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## 9. FIVE HIGHEST PAID EMPLOYEES (Continued)

In prior years, share options were granted to two non-director and non-chief executive highest paid employees in respect of their services to the Group, further details of which are included in the disclosures in note 33 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 above non-director and non-chief executive highest paid employees' remuneration disclosures.

## 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 2021.

Subsidiaries of the Group operating in Mainland China were subject to PRC corporate income tax at a rate of 25% for the year.

## 9. 五名最高薪酬僱員(續)

於先前年度，兩名非董事及非最高行政人員最高薪酬僱員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33的披露內。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以上非董事及非最高行政人員最高薪酬僱員的薪酬披露內。

## 10. 所得稅

本集團須就產生自或源自本集團成員公司註冊及經營所在稅務司法管轄區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規例，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2021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。

年內，本集團於中國內地經營的附屬公司須按25%的稅率繳納中國企業所得稅。

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2021年12月31日**10. INCOME TAX (Continued)**

LAT is levied at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds from the 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(續)**

土地增值稅乃按照30%至60%的累進稅率對土地增值額徵收，土地增值額為銷售物業所得款項減可扣減開支(包括土地成本、借款成本及其他物業開發開支)。本集團根據有關中國內地稅務法律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地方稅務機關進行最終審核及批准。

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Current tax:	即期稅項：		
CIT	企業所得稅	<b>1,411,727</b>	1,001,774
LAT	土地增值稅	<b>189,887</b>	651,629
Deferred tax (note 31)	遞延稅項(附註31)	<b>(342,453)</b>	(349,006)
<b>Total tax charge for the year</b>	<b>年內稅項支出總額</b>	<b>1,259,161</b>	1,304,397

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## 10. INCOME TAX (Continued)

A reconciliation of income tax expense applicable to profit before tax at the statutory rate for the jurisdictions in which the Company and the majority of its subsidiaries are domiciled to the income tax expense at the effective income tax rate, and a reconciliation of the applicable rates (i.e., the statutory tax rates) to the effective tax rates, are as follows:

## 10. 所得稅(續)

本公司及其大多數附屬公司註冊所在司法管轄區按法定稅率計算的稅前利潤適用的所得稅開支與按實際所得稅率計算的所得稅開支對賬以及適用稅率(即法定稅率)與實際稅率的對賬如下:

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Profit before tax	稅前利潤	<b>3,124,812</b>	3,159,337
At the statutory income tax rate	按法定所得稅率計算	<b>781,203</b>	789,834
Profits and losses attributable to joint ventures and associates	合營企業及聯營公司應佔利潤及虧損	<b>(79,958)</b>	(110,769)
Income not subject to tax	毋須課稅收入	<b>(64,763)</b>	—
Expenses not deductible for tax	不可扣稅開支	<b>357,769</b>	105,845
Tax losses utilised from previous years	過往年度利用的稅務虧損	<b>(21,518)</b>	(54,439)
Tax losses not recognised	未確認的稅務虧損	<b>144,013</b>	85,204
Provision for LAT	土地增值稅撥備	<b>189,887</b>	651,629
Tax effect on LAT	土地增值稅的稅務影響	<b>(47,472)</b>	(162,907)
Tax charge at the Group's effective rate	按本集團實際稅率計算的稅項支出	<b>1,259,161</b>	1,304,397

The share of tax charge attributable to joint ventures and associates amounted to RMB331,838,000 for the year (2020: RMB331,337,000). The share of tax credit attributable to joint ventures and associates amounting to RMB225,227,000 for the year (2020: RMB183,645,000) is included in "Share of profits and losses of joint ventures and associates" in the consolidated statement of profit or loss.

本年度合營企業及聯營公司應佔稅項支出為人民幣331,838,000元(2020年: 人民幣331,337,000元)。本年度應佔合營企業及聯營公司稅項抵免人民幣225,227,000元(2020年: 人民幣183,645,000元)計入綜合損益表「應佔合營企業及聯營公司利潤及虧損」。

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Tax payable in the consolidated statement of financial position represents the following:

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
CIT payable	應付企業所得稅	2,263,434	1,602,522
LAT payable	應付土地增值稅	1,368,660	1,302,326
Total tax payable	應繳稅項總額	3,632,094	2,904,848

**10. 所得稅(續)**

綜合財務狀況表內的應繳稅項指以下項目：

**11. DIVIDENDS**

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Proposed final — Nil (2020: HK14.5 cents) per ordinary share	建議末期 — 每股普通股零 (2020年：14.5港仙)	—	405,428

**11. 股息**

The actual amount of the 2020 final dividend paid during the year ended 31 December 2021 was RMB402,984,000.

於截至2021年12月31日止年度派付的2020年末期股息實際金額為人民幣402,984,000元。

**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 3,331,131,422 (2020: 3,319,132,811) in issue during the year, as adjusted to reflect the rights issue during the year.

**12. 母公司普通權益持有人應佔每股盈利**

每股基本盈利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3,331,131,422股(2020年：3,319,132,811股)計算，並就反映年內的供股作出調整。

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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 basic and diluted earnings per share 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內利潤計算。計算時採用的普通股加權平均數為年內已發行普通股數目，即與計算每股基本盈利所採用者相同，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的計算基準為：

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
<b>Earnings</b>	<b>盈利</b>		
Profit attributable to ordinary equity holders of the parent, used in the basic earnings per share calculation	計算每股基本盈利所用母公司普通權益持有人應佔利潤	1,245,840	1,660,967
		<b>Number of shares 股份數目</b>	
		2021 2021年	2020 2020年
<b>Shares</b>	<b>股份</b>		
Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation	計算每股基本盈利所用年內已發行普通股加權平均數	3,331,131,422	3,319,132,811
Effect of dilution — weighted average number of ordinary shares: Share options	攤薄的影響 — 普通股加權平均數： 購股權	9,626,194	31,973,846
		<b>3,340,757,616</b>	3,351,106,657

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## 12. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT (Continued)

The weighted average number of ordinary shares shown above has been arrived at after deducting the shares held by the trustee under the Company's share award scheme.

## 12. 母公司普通權益持有人應佔每股盈利 (續)

以上所示的普通股加權平均數乃扣除本公司股份獎勵計劃項下受託人所持的股份後得出。

## 13. PROPERTY, PLANT AND EQUIPMENT

## 13. 物業、廠房及設備

		Buildings 樓宇 RMB'000 人民幣千元	Hotel properties 酒店物業 RMB'000 人民幣千元	Plant and machinery 廠房與機械 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Furniture and fixtures 傢俱及裝置 RMB'000 人民幣千元	Leasehold improvements 租賃裝修 RMB'000 人民幣千元	Construction in process 在建工程 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>31 December 2021</b>	<b>2021年12月31日</b>								
At 1 January 2021:	於2021年1月1日:								
Cost	成本	143,600	399,091	349,274	38,176	70,895	170,896	92,503	1,264,435
Accumulated depreciation	累計折舊	(90,063)	(115,712)	(59,792)	(32,853)	(51,773)	(93,416)	—	(443,609)
Net carrying amount	賬面淨值	53,537	283,379	289,482	5,323	19,122	77,480	92,503	820,826
At 1 January 2021, net of accumulated depreciation	於2021年1月1日，扣除累計折舊	53,537	283,379	289,482	5,323	19,122	77,480	92,503	820,826
Additions	添置	—	—	—	43	1,355	2,630	17,610	21,638
Transfers	轉撥	—	—	1,314	—	24	10,473	(11,811)	—
Acquisition of subsidiaries (note 36)	收購附屬公司(附註36)	—	—	—	—	227	—	—	227
Disposal of subsidiaries (note 37)	出售附屬公司(附註37)	—	—	—	—	(554)	—	—	(554)
Disposals	出售	—	—	(783)	(317)	168	—	—	(932)
Depreciation provided during the year (note 6)	年內折舊撥備(附註6)	(7,044)	(13,589)	(12,535)	(2,887)	(5,933)	(30,468)	—	(72,456)
At 31 December 2021, net of accumulated depreciation	於2021年12月31日，扣除累計折舊	46,493	269,790	277,478	2,162	14,409	60,115	98,302	768,749
At 31 December 2021:	於2021年12月31日:								
Cost	成本	143,600	399,091	349,805	36,718	68,717	183,999	98,302	1,280,232
Accumulated depreciation	累計折舊	(97,107)	(129,301)	(72,327)	(34,556)	(54,308)	(123,884)	—	(511,483)
Net carrying amount	賬面淨值	46,493	269,790	277,478	2,162	14,409	60,115	98,302	768,749

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13. PROPERTY, PLANT AND EQUIPMENT (Continued) 13. 物業、廠房及設備(續)

		Buildings 樓宇 RMB'000 人民幣千元	Hotel properties 酒店物業 RMB'000 人民幣千元	Plant and machinery 廠房與機械 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Furniture and fixtures 傢俱及裝置 RMB'000 人民幣千元	Leasehold improvements 租賃裝修 RMB'000 人民幣千元	Construction in process 在建工程 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>31 December 2020</b>	<b>2020年12月31日</b>								
At 1 January 2020:	於2020年1月1日:								
Cost	成本	143,600	399,091	353,643	40,232	74,103	154,021	30,182	1,194,872
Accumulated depreciation	累計折舊	(82,405)	(102,511)	(47,748)	(31,516)	(51,542)	(71,212)	—	(386,934)
Net carrying amount	賬面淨值	61,195	296,580	305,895	8,716	22,561	82,809	30,182	807,938
At 1 January 2020, net of accumulated depreciation	於2020年1月1日· 扣除累計折舊	61,195	296,580	305,895	8,716	22,561	82,809	30,182	807,938
Additions	添置	—	—	—	251	3,582	13,651	80,527	98,011
Transfers	轉撥	—	—	—	—	893	12,777	(13,670)	—
Acquisition of subsidiaries (note 36)	收購附屬公司(附註36)	—	—	—	—	94	132	—	226
Disposal of subsidiaries (note 37)	出售附屬公司(附註37)	—	—	—	(2)	(1,118)	—	(1,404)	(2,524)
Disposals	出售	—	—	(1,261)	(317)	(632)	(9,685)	(3,132)	(15,027)
Depreciation provide during the year (note 6)	年內折舊撥備(附註6)	(7,658)	(13,201)	(15,152)	(3,325)	(6,258)	(22,204)	—	(67,798)
At 31 December 2020, net of accumulated depreciation	於2020年12月31日· 扣除累計折舊	53,537	283,379	289,482	5,323	19,122	77,480	92,503	820,826
At 31 December 2020:	於2020年12月31日:								
Cost	成本	143,600	399,091	349,274	38,176	70,895	170,896	92,503	1,264,435
Accumulated depreciation	累計折舊	(90,063)	(115,712)	(59,792)	(32,853)	(51,773)	(93,416)	—	(443,609)
Net carrying amount	賬面淨值	53,537	283,379	289,482	5,323	19,122	77,480	92,503	820,826

As at 31 December 2021, certain of the Group's property, plant and equipment with an aggregate carrying amount of approximately RMB284,216,000 (2020: RMB295,581,000) have been pledged to secure bank and other borrowings granted to the Group (note 40).

於2021年12月31日，本集團已質押賬面總值約人民幣284,216,000元(2020年：人民幣295,581,000元)的若干物業、廠房及設備，以作為本集團獲授銀行及其他借款的抵押(附註40)。

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## 14. INVESTMENT PROPERTIES

## 14. 投資物業

		Under construction 在建 RMB'000 人民幣千元	Completed 已完工 RMB'000 人民幣千元	Right-of-use assets 使用權資產 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Carrying amount at 1 January 2020	於2020年1月1日的 賬面值	970,237	9,688,100	913,700	11,572,037
Additions	添置	234,157	—	1,022,012	1,256,169
Derecognition of subleases	終止確認轉租	—	—	(17,800)	(17,800)
Change of contract term	合同條款變動	—	—	(2,328)	(2,328)
Disposal of subsidiaries (note 37)	出售附屬公司 (附註37)	—	—	(93,200)	(93,200)
Changes in fair value of investment properties	投資物業公允價值 變動	20,033	253,300	(14,384)	258,949
Carrying amount at 31 December 2020	於2020年12月31日的 賬面值	1,224,427	9,941,400	1,808,000	12,973,827
Carrying amount at 1 January 2021	於2021年1月1日的 賬面值	1,224,427	9,941,400	1,808,000	12,973,827
Additions	添置	656,065	18,460	435,580	1,110,105
Transferred from properties under development	轉撥自開發中物業	172,717	—	—	172,717
Transfer	轉撥	(71,300)	71,300	—	—
Change of contract term	合同條款變動	—	—	(47,375)	(47,375)
Disposal of subsidiaries (note 37)	出售附屬公司 (附註37)	—	—	(371,600)	(371,600)
Changes in fair value of investment properties	投資物業公允價值 變動	(31,493)	219,240	88,695	276,442
Carrying amount at 31 December 2021	於2021年12月31日的 賬面值	1,950,416	10,250,400	1,913,300	14,114,116



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#### 14. INVESTMENT PROPERTIES (Continued)

The Group's investment properties are situated in Mainland China. The directors of the Company have determined that the investment properties consist of two classes of asset, i.e., owner-occupied investment properties and sub-leased investment properties, based on the ownership of each property. The Group's investment properties were revalued on 31 December 2021 based on valuations performed by Savills Corporate Appraisal & Advisory Limited and Beijing PG Advisory Co., Ltd., independent professionally qualified valuers, at RMB14,114,116,000 (31 December 2020: RMB12,973,827,000). Each year, the Group's management decides to appoint which external valuer to be responsible for the external valuations of the Group's properties. 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 valuers on the valuation assumptions and valuation results twice a year when the valuation is performed for interim and annual financial reporting.

The investment properties are leased to third parties under operating leases, further summary details of which are included in note 15 to the financial statements.

As at 31 December 2021, certain of the Group's investment properties with an aggregate carrying amount of approximately RMB8,984,437,000 (2020: RMB9,386,333,000) have been pledged to secure bank and other borrowings granted to the Group (note 40).

#### 14. 投資物業(續)

本集團的投資物業位於中國內地。本公司董事按照各項物業的所有權釐定投資物業包括兩類資產，即自用投資物業及轉租投資物業。本集團的投資物業根據獨立專業合資格估值師北京第一太平戴維斯資產評估有限公司及北京朴谷財務諮詢有限公司的估值於2021年12月31日重新估值為人民幣14,114,116,000元(2020年12月31日：人民幣12,973,827,000元)。本集團管理層每年決定委任負責對本集團物業進行外部估值的外部估值師。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每年與估值師就進行中期及年度財務報告估值的估值假設及估值結果進行兩次討論。

投資物業根據經營租賃出租予第三方，進一步詳情概要載於財務報表附註15。

於2021年12月31日，本集團已質押賬面總值約人民幣8,984,437,000元(2020年：人民幣9,386,333,000元)的若干投資物業，以作為本集團獲授銀行及其他借款的抵押(附註40)。

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## 14. INVESTMENT PROPERTIES (Continued)

## 14. 投資物業(續)

		Fair value measurement as at 31 December 2021 截至2021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 總計 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	—	—	10,250,400	10,250,400
Commercial properties under construction	在建商業物業	—	—	1,950,416	1,950,416
Right-of-use assets	使用權資產	—	—	1,913,300	1,913,300
		—	—	14,114,116	14,114,116

		Fair value measurement as at 31 December 2020 截至2020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 總計 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	—	—	9,941,400	9,941,400
Commercial properties under construction	在建商業物業	—	—	1,224,427	1,224,427
Right-of-use assets	使用權資產	—	—	1,808,000	1,808,000
		—	—	12,973,827	12,973,827

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 (2020: 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(2020年：無)。

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#### 14. INVESTMENT PROPERTIES (Continued)

#### 14. 投資物業(續)

Set out below is a summary of the valuation techniques used and the key inputs to the valuation of investment properties:

以下載列投資物業估值所用估值方法及估值主要輸入數據的概要：

	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	
			2021 2021年	2020 2020年
Right-of-use assets 使用權資產	Income capitalisation method 收入資本化法	Estimated rental value (RMB per sq.m. per month) 估計租值(每平方米及每月 人民幣)	<b>50-185</b>	44-186
		Capitalisation rate 資本化率	<b>4%-5.5%</b>	4%-5.5%
		Long term vacancy rate 長期空置率	<b>10%-50%</b>	15%-20%
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. per month) 估計租值(每平方米及每月 人民幣)	<b>30-263</b>	62-270
		Capitalisation rate 資本化率	<b>3%-6.5%</b>	3.5%-6.5%
		Long term vacancy rate 長期空置率	<b>5%-25%</b>	5%-25%
Commercial properties under construction 在建商業物業	Comparison method 比較法	Estimated land price 預期土地價格	<b>3,477-10,571</b>	917-9,225
	Residual method 剩餘法	Estimated rental value (RMB per sq.m. per month) 估計租值(每平方米及每月 人民幣)	<b>76-138</b>	29
		Capitalisation rate 資本化率	<b>4.5%-5.5%</b>	3.2%
		Long term vacancy rate 長期空置率	<b>10%</b>	25%
		Development profit 開發利潤	<b>11%</b>	16%

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#### 14. INVESTMENT PROPERTIES (Continued)

The fair values of commercial properties and right-of-use assets are 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.

The fair value of the commercial properties under construction is determined by using the comparison method or residual method.

Under the comparison method, the valuation takes into account sales transactions as available in the relevant market, comparable land in close proximity has been selected and adjustments have been made to account for the difference in factors such as location and property size.

#### 14. 投資物業(續)

商業物業及使用權資產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)。

在建商業物業的公允價值使用比較法或剩餘法釐定。

根據比較法，估值經考慮相關市場上可獲得的銷售交易，選用鄰近可資比較土地以進行比較，以及就地點及物業規模等因素的差異作出調整。

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#### 14. INVESTMENT PROPERTIES (Continued)

The residual method is based on the assumption that the property is newly completed in accordance with the latest development proposal in terms of property uses, respective saleable areas and construction schedules to establish the gross development value ("GDV"). The total development costs including construction costs, contingency costs, professional fees, infrastructure costs, management costs, financial costs and developer's profit are estimated and deducted from the established GDV. The resultant residual figure is then adjusted back to the valuation date to arrive at the market value of the property interest concerned. The income capitalisation method has been used in estimating the GDV, the basis of capitalisation of estimated net incomes derived from the property with consideration of the prevailing market yields.

A significant increase (decrease) in the estimated rental value would result in a significant increase (decrease) in the fair value of the investment properties. A significant increase (decrease) in the capitalisation rate and expected profit margin would result in a significant (decrease) increase in the fair value of the investment properties.

#### 15. LEASES

##### The Group as a lessee

The Group has lease contracts for various items of office buildings and office equipment used in its operations. Lump sum payments were made upfront to acquire the leased land from the owners with lease periods of 40 years, and no ongoing payments will be made under the terms of these land leases. Leases of office buildings generally have lease terms between 1 and 5 years. Office equipment generally has lease terms of 12 months or less and/or is individually of low value. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

#### 14. 投資物業(續)

剩餘法是假設物業已根據最新發展方案的物業用途、各物業用途對應的可出售面積及施工計劃剛竣工，以確立開發價總值(「開發價總值」)，在此基礎上扣除預計總開發成本包括建築成本、應急成本、專業費用、基礎設施成本、管理成本、財務成本及開發商利潤，將計算結果調整至評估日，從而計算出該物業之市場值。開發價總值乃採用收入資本化法作估計，乃考慮到當時市場收益的該物業產生的估計淨收入資本化的基準。

估計租值大幅增加(減少)將導致投資物業的公允價值大幅增加(減少)。資本化率及預期利潤率大幅增加(減少)將導致投資物業的公允價值大幅(減少)增加。

#### 15. 租賃

##### 本集團作為承租人

本集團就其營運所用不同寫字樓及辦公室設備項目訂有租賃合同，並已提前作出一次性付款以向業主收購租賃土地，租期為40年，而根據該等土地租賃的條款，將不會繼續支付任何款項。寫字樓租賃的租期一般介乎1至5年。辦公室設備之租賃期限一般為12個月或以下及/或個別為低價值。一般而言，本集團不得在本集團以外轉讓和轉租租賃資產。

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2021年12月31日**15. LEASES (Continued)****The Group as a lessee (Continued)****(a) Right-of-use assets**

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

		Leasehold land 租賃土地 RMB'000 人民幣千元	Office buildings 寫字樓 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at 1 January 2020	於2020年1月1日	27,444	130,277	157,721
Additions	添置	—	10,208	10,208
Change of contract term	合同條款變動	—	(30,989)	(30,989)
Depreciation charge	折舊支出	(1,126)	(36,377)	(37,503)
As at 31 December 2020	於2020年12月31日	26,318	73,119	99,437
As at 1 January 2021	於2021年1月1日	<b>26,318</b>	<b>73,119</b>	<b>99,437</b>
Additions	添置	—	<b>28,304</b>	<b>28,304</b>
Change of contract term	合同條款變動	—	<b>(14,459)</b>	<b>(14,459)</b>
Depreciation charge	折舊支出	<b>(1,126)</b>	<b>(32,231)</b>	<b>(33,357)</b>
As at 31 December 2021	於2021年12月31日	<b>25,192</b>	<b>54,733</b>	<b>79,925</b>

As at 31 December 2021, the Group's prepaid land lease payments with an aggregate carrying amount of approximately RMB9,508,000 (2020: RMB9,932,000) were pledged to secure bank and other borrowings granted to the Group (note 40).

**15. 租賃(續)****本集團作為承租人(續)****(a) 使用權資產**

本集團的使用權資產的賬面值以及於年內的變動如下：

	Leasehold land 租賃土地 RMB'000 人民幣千元	Office buildings 寫字樓 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
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於2021年12月31日，本集團已質押賬面總值約人民幣9,508,000元(2020年：人民幣9,932,000元)的預付土地租賃款項，以作為本集團獲授銀行及其他借款的抵押(附註40)。

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## 15. LEASES (Continued)

### The Group as a lessee (Continued)

#### (b) Lease liabilities

The carrying amount of lease liabilities and the movements during the year are as follows:

## 15. 租賃(續)

### 本集團作為承租人(續)

#### (b) 租賃負債

租賃負債的賬面值以及於年內的變動如下：

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Carrying amount at 1 January	於1月1日的賬面值	<b>1,781,144</b>	958,286
New leases	新增租賃	<b>349,822</b>	931,764
Disposal of subsidiaries	出售附屬公司	<b>(367,870)</b>	(88,879)
Change of contract term	合同條款變動	<b>(67,083)</b>	(48,020)
Accretion of interest recognised during the year	年內確認利息增長	<b>80,249</b>	80,577
Payments	付款	<b>(60,283)</b>	(52,584)
Carrying amount at 31 December	於12月31日的賬面值	<b>1,715,979</b>	1,781,144
Analysed into:	分析為：		
Current portion	即期部分	<b>51,200</b>	35,509
Non-current portion	非即期部分	<b>1,664,779</b>	1,745,635

The maturity analysis of lease liabilities is disclosed in note 45 to the financial statements.

租賃負債的到期日分析於財務報表附註45披露。

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(c) The amounts recognised in profit or loss in relation to leases are as follows:

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Interest on lease liabilities	租賃負債利息	<b>80,249</b>	80,577
Depreciation charge of right-of-use assets (note 6)	使用權資產折舊支出 (附註6)	<b>33,357</b>	37,503
Expense relating to short-term leases (included in administrative expenses)	與短期租賃相關的開支 (計入行政開支)	<b>2,392</b>	2,363
Expense relating to leases of low-value assets (included in administrative expenses)	與低價值資產租賃相關的開支 (計入行政開支)	<b>3,075</b>	1,926
Net (profit)/loss from a fair value adjustment	公允價值調整所得 (利潤)/虧損淨額	<b>(88,695)</b>	14,384
Total amount recognised in profit or loss	於損益確認的總金額	<b>30,378</b>	136,753

(d) The total cash outflow for leases is disclosed in note 38(c) to the financial statements, and there are no outflows relating to leases that have not yet commenced.

**15. 租賃(續)****本集團作為承租人(續)**

(c) 就租賃於損益確認的金額如下：

(d) 租賃現金流出總額於財務報表附註38(c)披露，且概無尚未開始與租賃有關的流出。



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## 15. LEASES (Continued)

### The Group as a lessor

The Group leases its investment properties (note 14) consisting of 15 commercial properties in Mainland China under operating lease arrangements. The terms of the leases generally require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions. Rental income recognised by the Group during the year was RMB545,191,000 (2020: RMB448,575,000), details of which are included in note 5 to the financial statements.

At 31 December 2021, the undiscounted lease payments receivable by the Group in future periods under non-cancellable operating leases with its tenants are as follows:

## 15. 租賃(續)

### 本集團作為出租人

本集團根據經營租賃安排租賃其投資物業(附註14)，包括15項位於中國內地的商業物業。租賃條款一般規定租戶須支付保證金並訂明定期根據當時現行市況調整租金。本集團於年內確認的租金收入為人民幣545,191,000元(2020年：人民幣448,575,000元)，詳情載於財務報表附註5。

於2021年12月31日，本集團於未來期間根據與其租戶訂立的不可撤銷經營租賃應收未貼現租賃付款如下：

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Within one year	一年內	<b>409,693</b>	547,287
In the second year	第二年	<b>321,687</b>	525,220
In the third year	第三年	<b>217,091</b>	488,361
In the fourth year	第四年	<b>185,171</b>	147,802
In the fifth year	第五年	<b>227,929</b>	113,925
After five years	五年後	<b>621,461</b>	469,022
		<b>1,983,032</b>	2,291,617

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## 16. OTHER INTANGIBLE ASSETS

## 16. 其他無形資產

		2021 2021年 RMB'000 人民幣千元	2020 2020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	<b>41,145</b>	37,266
Accumulated amortisation	累計攤銷	<b>(29,965)</b>	(24,840)
Net carrying amount	賬面淨值	<b>11,180</b>	12,426
Cost at 1 January, net of accumulated amortisation	於1月1日的成本，扣除累計攤銷	<b>11,180</b>	12,426
Additions	添置	<b>3,691</b>	3,879
Acquisition of subsidiaries (note 36)	收購附屬公司(附註36)	<b>46</b>	—
Amortisation provided during the year	年內已撥備攤銷	<b>(3,849)</b>	(5,125)
At 31 December	於12月31日	<b>11,068</b>	11,180
At 31 December:	於12月31日：		
Cost	成本	<b>44,868</b>	41,145
Accumulated amortisation	累計攤銷	<b>(33,800)</b>	(29,965)
Net carrying amount	賬面淨值	<b>11,068</b>	11,180

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## 17. LOAN RECEIVABLES

## 17. 應收貸款

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Loan receivables	應收貸款	—	211,721
Less: Current portion	減：即期部分	—	—
		—	211,721

The internal credit rating of loan receivables was performing. The Group has assessed that the credit risk of these loan receivables has not increased significantly since initial recognition. The Group has measured the impairment based on 12-month expected credit losses, and has assessed that the expected credit losses are immaterial.

應收貸款的內部信貸評級為表現良好。本集團評定，該等應收貸款自初始確認以來信貸風險並無顯著增加。本集團按12個月預期信貸虧損計量減值，亦評定預期信貸虧損並不重大。

## 18. INVESTMENTS IN JOINT VENTURES

## 18. 於合營企業的投資

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Share of net assets	分佔資產淨值	2,452,470	1,977,217

The Group's receivable and payable balances with joint ventures are disclosed in note 42 to the financial statements.

本集團與合營企業的應收款項及應付款項結餘於財務報表附註42披露。

Particulars of the material joint ventures are as follows:

重大合營企業詳情：

Name 名稱	Registered share capital 註冊股本	Place of registration and business 註冊及營業地點	Percentage of 佔比				Principal activity 主要活動
			Ownership interest 所有權權益	Voting power 投票權	Profit sharing 利潤分成		
Nantong Haimen Sheng Hong Xin Property Development Co., Ltd. ("Haimen Sheng Hong Xin")	RMB380,000,000	PRC/Mainland China	65	67	65	Property development	
南通海門盛弘新房地產 開發有限公司(「海門盛弘新」)	人民幣380,000,000元	中國/中國內地	65	67	65	物業開發	

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### 18. INVESTMENTS IN JOINT VENTURES (Continued)

Haimen Sheng Hong Xin, which is considered a material joint venture of the Group, co-develops a property development project with the other associate partner in Mainland China and is accounted for using the equity method.

The following table illustrates the summarised financial information in respect of Haimen Sheng Hong Xin adjusted for any differences in accounting policies and reconciled to the carrying amount in the financial statements:

### 18. 於合營企業的投資(續)

海門盛弘新(被視為本集團的重大合營企業)與其他中國內地聯營夥伴共同開發一個物業開發項目，且採用權益法入賬。

下表列示有關海門盛弘新的財務資料摘要，已就會計政策差異作出調整並與財務報表內的賬面值對賬：

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Cash and cash equivalents	現金及現金等價物	16,043	45,392
Other current assets	其他流動資產	968,595	2,390,666
Current assets	流動資產	984,638	2,436,058
Non-current assets	非流動資產	27	12,680
Financial liabilities, excluding trade and other payables and provisions	金融負債，不包括貿易及其他應付款項及撥備	(298,584)	(2,034,539)
Other current liabilities	其他流動負債	(220,438)	(72,079)
Current liabilities	流動負債	(519,022)	(2,106,618)
Net assets	資產淨值	465,643	342,120
Reconciliation to the Group's interest in the joint venture:	與本集團於合營企業的權益對賬：		
Proportion of the Group's ownership	本集團所佔擁有權比例	65%	32%
Group's share of net assets of the joint venture	本集團應佔合營企業資產淨值	304,065	110,504
Carrying amount of the investment	投資的賬面值	304,065	110,504
Revenue	收入	1,787,983	—
Interest income	利息收入	165	1,162
Depreciation and amortisation	折舊及攤銷	(24)	(24)
Tax	稅項	(41,175)	6,664
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	123,523	(24,170)

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### 18. INVESTMENTS IN JOINT VENTURES (Continued)

The following table illustrates the aggregate financial information of the Group's joint ventures that are not individually material:

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Share of the joint ventures' loss for the year	年內應佔合營企業虧損	(132,965)	(77,227)
Share of the joint ventures' total comprehensive loss	年內應佔合營企業全面虧損總額	(132,965)	(77,227)
Aggregate carrying amount of the Group's investments in the joint ventures	本集團於合營企業投資的賬面總值	2,148,405	1,866,713

### 18. 於合營企業的投資(續)

下表列示本集團個別非重大的合營企業的合計財務資料：

### 19. INVESTMENTS IN ASSOCIATES

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Share of net assets	應佔資產淨值	11,739,053	9,572,816

### 19. 於聯營公司的投資

The Group's receivable and payable balances with associates are disclosed in note 42 to the financial statements.

本集團與聯營公司的應收款項及應付款項結餘於財務報表附註42披露。

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## 19. INVESTMENTS IN ASSOCIATES (Continued)

Particulars of the material associates are as follows:

## 19. 於聯營公司的投資(續)

重大聯營公司詳情：

Name 名稱	Registered share capital 註冊股本	Place of incorporation/ registration and business 註冊成立/ 註冊及營業地點	Percentage of ownership interest attributable to the Group 本集團應佔 所有權權益百分比	Principal activity 主要活動
Changzhou Tian Chen Real Estate Development Co., Ltd. ("Changzhou Tian Chen") 常州天宸房地產開發有限公司(「常州天宸」)	RMB100,000,000 人民幣100,000,000元	PRC/Mainland China 中國/中國內地	31	Property development 物業開發
Jiangyin He Cheng Real Estate Development Co., Ltd. ("Jiangyin He Cheng") 江陰市合誠房地產開發有限公司(「江陰合誠」)	RMB66,666,600 人民幣66,666,600元	PRC/Mainland China 中國/中國內地	20	Property development 物業開發
Zhonghai Hong Yang Property (Xuzhou) Co., Ltd. ("Zhonghai Hong Yang") 中海宏洋置業(徐州)有限公司(「中海宏洋」)	RMB60,000,000 人民幣60,000,000元	PRC/Mainland China 中國/中國內地	33	Property development 物業開發
Jiangsu Tong Gang Hong Real Estate Co., Ltd. ("Jiangsu Tong Gang Hong") 江蘇通港弘置業有限公司(「江蘇通港弘」)	RMB100,000,000 人民幣100,000,000元	PRC/Mainland China 中國/中國內地	31	Property development 物業開發

Changzhou Tian Chen, which is considered a material associate of the Group, co-develops a property development project with other associate partners in Mainland China and the associate is accounted for using the equity method.

常州天宸(被視為本集團的重大聯營公司)與其他中國內地聯營夥伴共同開發一個物業開發項目，且該聯營公司採用權益法入賬。

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## 19. INVESTMENTS IN ASSOCIATES (Continued)

The following table illustrates the summarised financial information in respect of Changzhou Tian Chen adjusted for any differences in accounting policies and reconciled to the carrying amount in the consolidated financial statements:

## 19. 於聯營公司的投資(續)

下表列示有關常州天辰的財務資料摘要，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：

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Current assets	流動資產	<b>2,277,371</b>	3,807,492
Non-current assets	非流動資產	<b>23,950</b>	5,913
Current liabilities	流動負債	<b>(1,904,696)</b>	(3,809,518)
Non-current liabilities	非流動負債	<b>(547)</b>	—
Net assets	資產淨值	<b>396,078</b>	3,887
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>31%</b>	31%
Group's share of net assets of the associate	本集團應佔聯營公司資產淨值	<b>124,171</b>	1,218
Carrying amount of the investment	投資的賬面值	<b>124,171</b>	1,218
Revenue	收入	<b>2,554,854</b>	66
Profit/(loss) for the year	年內利潤／(虧損)	<b>392,191</b>	(10,974)
Total comprehensive income/(loss) for the year	年內全面收入／(虧損)總額	<b>392,191</b>	(10,974)

Jiangyin He Cheng, which is considered a material associate of the Group, co-develops a property development project with other associate partners in Mainland China and the associate is accounted for using the equity method.

江陰合誠(被視為本集團的重大聯營公司)與其他中國內地聯營夥伴共同開發一個物業開發項目，且該聯營公司採用權益法入賬。

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2021年12月31日**19. INVESTMENTS IN ASSOCIATES (Continued)**

The following table illustrates the summarised financial information in respect of Jiangyin He Cheng adjusted for any differences in accounting policies and reconciled to the carrying amount in the consolidated financial statements:

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Current assets	流動資產	<b>1,871,514</b>	2,529,956
Non-current assets	非流動資產	<b>14,564</b>	25,636
Current liabilities	流動負債	<b>(1,516,640)</b>	(2,589,382)
Net assets	資產淨值	<b>369,438</b>	(33,790)
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>20%</b>	20%
Group's share of net assets of the associate	本集團應佔聯營公司資產淨值	<b>73,888</b>	(6,758)
Carrying amount of the investment	投資的賬面值	<b>73,888</b>	(6,758)
Revenue	收入	<b>2,166,019</b>	—
Profit/(loss) for the year	年內利潤/(虧損)	<b>403,228</b>	(21,676)
Total comprehensive income/(loss) for the year	年內全面收入/(虧損)總額	<b>403,228</b>	(21,676)

Zhonghai Hong Yang, which is considered a material associate of the Group, co-develops a property development project with other associate partners in Mainland China and the associate is accounted for using the equity method.

**19. 於聯營公司的投資(續)**

下表列示有關江陰合誠的財務資料摘要，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：

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Current assets	流動資產	<b>1,871,514</b>	2,529,956
Non-current assets	非流動資產	<b>14,564</b>	25,636
Current liabilities	流動負債	<b>(1,516,640)</b>	(2,589,382)
Net assets	資產淨值	<b>369,438</b>	(33,790)
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>20%</b>	20%
Group's share of net assets of the associate	本集團應佔聯營公司資產淨值	<b>73,888</b>	(6,758)
Carrying amount of the investment	投資的賬面值	<b>73,888</b>	(6,758)
Revenue	收入	<b>2,166,019</b>	—
Profit/(loss) for the year	年內利潤/(虧損)	<b>403,228</b>	(21,676)
Total comprehensive income/(loss) for the year	年內全面收入/(虧損)總額	<b>403,228</b>	(21,676)

中海宏洋(被視為本集團的重大聯營公司)與其他中國內地聯營夥伴共同開發一個物業開發項目，且該聯營公司採用權益法入賬。



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## 19. INVESTMENTS IN ASSOCIATES (Continued)

The following table illustrates the summarised financial information in respect of Zhonghai Hong Yang adjusted for any differences in accounting policies and reconciled to the carrying amount in the consolidated financial statements:

## 19. 於聯營公司的投資(續)

下表列示有關中海宏洋的財務資料摘要，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：

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Current assets	流動資產	597,192	2,319,521
Non-current assets	非流動資產	21,018	17,942
Current liabilities	流動負債	(303,174)	(2,233,199)
Non-current liabilities	非流動負債	—	(11,425)
Net assets	資產淨值	315,036	92,839
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	103,962	30,637
Carrying amount of the investment	投資的賬面值	103,962	30,637
Revenue	收入	1,905,947	1,263,295
Profit for the year	年內利潤	222,197	103,966
Total comprehensive income for the year	年內全面收入總額	222,197	103,966

Jiangsu Tong Gang Hong, which is considered a material associate of the Group, co-develops a property development project with other associate partners in Mainland China and the associate is accounted for using the equity method.

江蘇通港弘(被視為本集團的重大聯營公司)與其他中國內地聯營夥伴共同開發一個物業開發項目，且該聯營公司採用權益法入賬。

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2021年12月31日**19. INVESTMENTS IN ASSOCIATES (Continued)**

The following table illustrates the summarised financial information in respect of Jiangsu Tong Gang Hong adjusted for any differences in accounting policies and reconciled to the carrying amount in the consolidated financial statements:

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Current assets	流動資產	<b>519,367</b>	1,996,482
Non-current assets	非流動資產	<b>84</b>	6,117
Current liabilities	流動負債	<b>(230,978)</b>	(1,587,831)
Non-current liabilities	非流動負債	<b>—</b>	(350,000)
Net assets	資產淨值	<b>288,473</b>	64,768
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>31%</b>	31%
Group's share of net assets of the associate	本集團應佔聯營公司資產淨值	<b>90,436</b>	20,305
Carrying amount of the investment	投資的賬面值	<b>90,436</b>	20,305
Revenue	收入	<b>1,601,174</b>	—
Profit/(loss) for the year	年內利潤／(虧損)	<b>223,705</b>	(5,073)
Total comprehensive income/(loss) for the year	年內全面收入／(虧損)總額	<b>223,705</b>	(5,073)

**19. 於聯營公司的投資(續)**

下表列示有關江蘇通港弘的財務資料摘要，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：

The following table illustrates the aggregate financial information of the Group's associates that are not individually material:

下表列示本集團個別非重大的聯營公司的合計財務資料：

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Share of the associates' profit for the year	年內應佔聯營公司利潤	<b>25,082</b>	503,167
Share of the associates' total comprehensive income	年內應佔聯營公司全面收入總額	<b>25,082</b>	503,167
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	<b>11,346,596</b>	9,527,414

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## 20. PROPERTIES UNDER DEVELOPMENT

## 20. 開發中物業

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Carrying amount at 1 January	於1月1日的賬面值	<b>48,499,979</b>	36,280,854
Additions	添置	<b>26,008,656</b>	26,592,750
Acquisition of subsidiaries (note 36)	收購附屬公司(附註36)	<b>4,962,326</b>	2,611,822
Disposals of subsidiaries (note 37)	出售附屬公司(附註37)	<b>(5,719,692)</b>	(1,326,990)
Transferred to completed properties held for sale (note 21)	轉撥至持作出售的已完工物業(附註21)	<b>(24,042,512)</b>	(15,658,457)
Transferred to investment properties (note 14)	轉撥至投資物業(附註14)	<b>(172,717)</b>	—
Impairment losses recognised (note 6)	確認減值虧損(附註6)	<b>(303,275)</b>	—
Carrying amount at 31 December	於12月31日的賬面值	<b>49,232,765</b>	48,499,979

The Group's properties under development are situated on leasehold land in Mainland China.

本集團的開發中物業位於在中國內地的租賃土地。

At 31 December 2021, the Group's properties under development with an aggregate carrying amount of approximately RMB27,525,454,000 (2020: RMB20,867,365,000) were pledged to secure bank and other borrowings granted to the Group (note 40).

於2021年12月31日，本集團賬面總值約人民幣27,525,454,000元(2020年：人民幣20,867,365,000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40)。

The movements in provision for impairment of properties under development are as follows:

開發中物業的減值撥備變動如下：

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Carrying amount at 1 January	於1月1日的賬面值	—	—
Impairment losses recognised (note 6)	確認的減值虧損(附註6)	<b>303,275</b>	—
Carrying amount at 31 December	於12月31日的賬面值	<b>303,275</b>	—

The value of properties under development is assessed at the end of the reporting period. An impairment exists when the carrying value exceeds their 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。

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## 21. COMPLETED PROPERTIES HELD FOR SALE

## 21. 持作出售的已完工物業

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Carrying amount at 1 January	於1月1日的賬面值	3,795,722	3,327,897
Acquisition of subsidiaries (note 36)	收購附屬公司(附註36)	—	232,606
Disposal of subsidiaries (note 37)	出售附屬公司(附註37)	(756,732)	—
Transferred from properties under development (note 20)	轉撥自開發中物業(附註20)	24,042,512	15,658,457
Transferred to cost of sales (note 6)	轉撥至銷售成本(附註6)	(20,626,744)	(15,435,983)
Impairment losses recognised (note 6)	確認減值虧損(附註6)	(355,563)	(19,265)
Impairment losses written off (note 6)	撇銷減值虧損(附註6)	—	32,010
Carrying amount at 31 December	於12月31日的賬面值	6,099,195	3,795,722

As at 31 December 2021, the Group's completed properties held for sale with an aggregate carrying amount of approximately RMB1,259,749,000 (2020: RMB143,365,000) have been pledged to secure bank and other borrowings granted to the Group (note 40).

於2021年12月31日，本集團賬面總值約人民幣1,259,749,000元(2020年：人民幣143,365,000元)的持作出售已完工物業已質押，以獲得授予本集團的銀行及其他貸款(附註40)。

The movements in provision for impairment of completed properties held for sale are as follows:

持作出售的已完工物業的減值撥備變動如下：

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Carrying amount at 1 January	於1月1日的賬面值	65,185	77,930
Impairment losses recognised (note 6)	確認減值虧損(附註6)	355,563	19,265
Impairment losses written off (note 6)	撇銷減值虧損(附註6)	—	(32,010)
Disposal of subsidiaries	出售附屬公司	(2,792)	—
Carrying amount at 31 December	於12月31日的賬面值	417,956	65,185

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 their realisable value.

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。

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## 22. TRADE RECEIVABLES

## 22. 貿易應收款項

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Trade receivables	貿易應收款項	4,615	7,067
Impairment	減值	—	—
		<b>4,615</b>	<b>7,067</b>

The Group's trade receivables arise from the leasing of investment properties. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by management.

本集團的貿易應收款項源自租賃投資物業。本集團力求嚴格控制其未清償的應收款項。逾期結餘由管理層定期審視。

Consideration in respect of properties is payable by the purchasers in accordance with the terms of the related sale and purchase agreements. The Group normally requires its customers to make payment of monthly/quarterly charges in advance in relation to the leasing of investment properties and provision of property management services. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

買家須按照相關買賣協議的條款支付物業的代價。本集團一般就租賃投資物業及提供物業管理服務規定其客戶按月／季預付費用。鑑於以上所述及由於本集團的貿易應收款項涉及多名不同客戶，故並無重大信貸集中風險。本集團並無就其貿易應收款項結餘持有任何抵押品或其他信貸增強措施。貿易應收款項均為免息。

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## 22. TRADE RECEIVABLES (Continued)

An ageing analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of loss allowance, is as follows:

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Within 1 month	1個月以內	2,195	2,397
1 to 3 months	1至3個月	1,817	1,857
3 to 6 months	3至6個月	—	1,800
6 to 12 months	6至12個月	590	1,000
Over 12 months	超過12個月	13	13
		<b>4,615</b>	<b>7,067</b>

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. Based on evaluation on the 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 to be immaterial, and therefore, there has not been a loss allowance provision.

## 22. 貿易應收款項(續)

於報告期末，按發票日期及經扣除虧損撥備的貿易應收款項賬齡分析如下：

本集團按國際財務報告準則第9號規定應用簡化方法為預期信貸虧損計提撥備，該方法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。根據對預期虧損率和賬面總值的評估，本公司董事認為，有關該等結餘的預期信貸虧損並不重大，因此並無就其計提虧損撥備。

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23. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

23. 預付款項、其他應收款項及其他資產

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Due from non-controlling shareholders of subsidiaries	應收附屬公司非控股股東款項	9,944,152	5,699,743
Other tax recoverable	其他可收回稅項	1,555,914	1,343,510
Other deposits	其他按金	755,627	1,023,693
Deposits related to pre-sale regulations	有關預售法規的按金	799,473	988,363
Prepayments for acquisition of land use rights	收購土地使用權的預付款項	164,093	742,963
Prepayments for construction cost	建築成本預付款項	696,018	656,312
Cost of obtaining contracts	取得合同的成本	306,691	265,191
Deposits related to land performance	有關土地表現的按金	47,269	179,695
Interest receivables	應收利息	82,281	145,960
Due from third parties	應收第三方款項	118,080	105,307
Loan receivables	應收貸款	200,523	—
Other receivables	其他應收款項	715,037	457,846
		<b>15,385,158</b>	11,608,583
Impairment allowance	減值撥備	<b>(11,053)</b>	(6,827)
		<b>15,374,105</b>	11,601,756

Other receivables are unsecured, non-interest-bearing 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, loans to counterparties for acquisition of land use rights, other receivables and interest receivables were regarded as the grade of 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 RMB11,053,000 as at 31 December 2021 (2020: RMB6,827,000).

其他應收款項為無抵押、不計息且無固定還款期限。

應收附屬公司非控股股東款項、應收第三方款項、就收購土地使用權而向對手方作出的貸款、其他應收款項及應收利息的內部信用評級被視為良好等級。本集團已評估該等應收款項的信貨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2021年12月31日的預期信貸虧損為人民幣11,053,000元（2020年：人民幣6,827,000元）。

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2021年12月31日**24. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS****24. 以公允價值計量且其變動計入損益的金融資產**

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Listed equity investments, at fair value	上市權益投資，按公允價值計量	<b>237,354</b>	250,964
Other unlisted investments, at fair value	其他非上市投資，按公允價值計量	<b>279,554</b>	177,557
		<b>516,908</b>	428,521

The above equity investments 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 a wealth management product issued by wealth management private fund in Hong Kong, and by banks in Mainland China. They were mandatorily classified as financial assets at fair value through profit or loss as their contractual cash flows are not solely payments of principal and interest. 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 2021, the Group's financial assets at fair value through profit or loss with an aggregate carrying amount of approximately RMB309,940,000 (2020: RMB185,582,000) were pledged to secure bank and other borrowings granted to the Group (note 40).

上述權益投資分類為以公允價值計量且其變動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，該等投資指香港的財富管理私人基金以及中國內地銀行發行的財富管理產品。該等產品被強制分類為按公允價值計入損益的金融資產，原因為彼等的合同現金流量並非僅支付本金及利息。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2021年12月31日，本集團賬面總額約人民幣309,940,000元（2020年：人民幣185,582,000元）的以公允價值計量且其變動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40）。



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## 25. CASH AND BANK BALANCES

## 25. 現金及銀行結餘

		Notes 附註	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Cash and bank balances	現金及銀行結餘		<b>16,039,258</b>	18,525,081
Less: Pledged deposits	減：已質押存款	(a)	<b>1,047,949</b>	3,253,741
Restricted cash	受限制現金	(b)	<b>1,103,511</b>	2,862,288
Cash and cash equivalents	現金及現金等價物		<b>13,887,798</b>	12,409,052

(a) As at 31 December 2021, bank deposits of RMB534,949,000 (2020: RMB3,055,204,000) were pledged as security for bank and other borrowings (note 40). As at 31 December 2021, bank deposits of RMB513,000,000 (2020: RMB198,537,000) were pledged as security for purchasers' mortgage loans or construction of projects, or pledged to banks as collateral for issuance of bank acceptance notes.

(b) 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, and these cash are restricted as to use. As at 31 December 2021, the restricted cash amounted to RMB1,103,511,000 (2020: RMB2,862,288,000).

(a) 截至2021年12月31日，為數人民幣534,949,000元（2020年：人民幣3,055,204,000元）的銀行存款已質押，作為銀行及其他借款（附註40）的抵押品。截至2021年12月31日，為數人民幣513,000,000元（2020年：人民幣198,537,000元）的銀行存款已質押，作為買家按揭貸款或項目建設的抵押品，或質押予銀行作為發行銀行承兌票據的抵押品。

(b) 根據有關中國法規，本集團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且該等現金的用途有限制。截至2021年12月31日，受限制現金為數人民幣1,103,511,000元（2020年：人民幣2,862,288,000元）。

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## 25. CASH AND BANK BALANCES (Continued)

## 25. 現金及銀行結餘(續)

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Cash and cash equivalents	現金及現金等價物		
Denominated in RMB	以人民幣計值	<b>13,221,140</b>	9,837,259
Denominated in HK\$	以港元計值	<b>1,153</b>	48,798
Denominated in US\$	以美元計值	<b>665,505</b>	2,522,995
		<b>13,887,798</b>	12,409,052

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. Short term time deposits are made for varying periods of within one year depending on the immediate cash requirements of the Group, and earn interest at the respective short term time 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 2021, the internal credit ratings 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 losses, and has assessed that the expected credit losses are immaterial.

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賺取利息。短期定期存款的期限介乎一年以內不等(視本集團的即時現金需求而定)，並按各自的短期定期存款利率賺取利息。銀行結餘乃存置於近期並無違約記錄的信譽良好銀行。現金及現金等價物的賬面值與其公允價值相若。

於2021年12月31日，受限制現金、已質押存款以及現金及現金等價物的內部信貸評級為表現良好。本集團評定，受限制現金、已質押存款以及現金及現金等價物自初始確認以來信貸風險並無顯著增加，並按12個月預期信貸虧損計量減值，亦評定預期信貸虧損並不重大。

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## 26. TRADE AND BILLS PAYABLES

An ageing analysis of the trade and bills payables as at the end of the reporting period, based on the invoice date, is as follows:

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Within 1 year	1年以內	<b>5,923,463</b>	5,663,672
Over 1 year	1年以上	<b>782,934</b>	581,169
		<b>6,706,397</b>	6,244,841

The trade payables are unsecured and interest-free and are normally settled based on the progress of construction.

## 26. 貿易應付款項及應付票據

於報告期末，按發票日期的貿易應付款項及應付票據賬齡分析如下：

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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## 27. OTHER PAYABLES AND ACCRUALS

## 27. 其他應付款項及應計費用

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
	Note 附註		
Advances from non-controlling shareholders of subsidiaries	附屬公司非控股股東墊款	<b>5,825,614</b>	5,713,934
Deposits related to cooperation intention	有關合作意向的按金	<b>1,576,020</b>	1,000,000
Advances from third parties related to land use right	土地使用權相關的第三方墊款	—	497,177
Consideration payable	應付代價	<b>2,596</b>	2,908
Other deposits	其他按金	<b>373,739</b>	376,094
Payroll and welfare payable	應付工資及福利	<b>188,712</b>	266,537
Maintenance fund	維修基金	<b>98,937</b>	166,719
Proceeds from asset-backed securities	資產支持證券所得款項	<b>215,524</b>	200,345
Others	其他	<b>624,443</b>	352,644
		<b>8,905,585</b>	8,576,358
Less: Current portion	減：即期部分	<b>8,905,585</b>	8,376,013
Non-current portion	非即期部分	—	200,345

(a) The balance represented proceeds received from a special purpose entity ("SPE") set up by a financial institution in the PRC for issuance of asset-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 sales proceeds from customers, the Group would remit any cash flows it collects on behalf of the SPE.

(a) 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。

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## 28. CONTRACT LIABILITIES

Details of contract liabilities are as follows:

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Contract liabilities	合同負債	<b>33,192,419</b>	29,383,224

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.

## 28. 合同負債

合同負債的細節如下：

本集團根據物業銷售或租賃合同所訂的繳費時間表收取客戶付款。根據合同，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。

## 29. INTEREST-BEARING BANK AND OTHER BORROWINGS

		2021 2021年			2020 2020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
<b>Current</b>	<b>即期</b>						
Bank loans — secured	銀行貸款 — 有抵押	1.10-3.75	2022	753,855	3.50-4.23	2021	3,006,752
Other loans — secured	其他貸款 — 有抵押	9.67-12.33	2022	1,516,584	8.00-14.20	2021	2,665,989
Bank loans — unsecured	銀行貸款 — 無抵押	5.50	2022	9,500	—	—	—
Current portion of long term bank loans — secured	長期銀行貸款的即期部分 — 有抵押	4.64-9.50	2022	3,702,499	4.75-11.70	2021	2,631,144
Current portion of long term bank loans — unsecured	長期銀行貸款的即期部分 — 無抵押	9.06	2022	89,260	9.89	2021	43,110
Current portion of long term other loans — secured	長期其他貸款的即期部分 — 有抵押	8.00-11.80	2022	793,433	9.00-12.50	2021	419,946
				<b>6,865,131</b>			8,766,941
<b>Non-current</b>	<b>非即期</b>						
Bank loans — secured	銀行貸款 — 有抵押	4.48-6.98	2023-32	13,675,900	4.75-9.50	2022-31	10,929,557
Bank loans — unsecured	銀行貸款 — 無抵押	9.06	2023	223,882	5.30-5.72	2022	778,338
Other loans — secured	其他貸款 — 有抵押	10.27-12.00	2023	980,000	10.30-13.90	2022	1,577,338
				<b>14,879,782</b>			13,285,233
				<b>21,744,913</b>			22,052,174

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BORROWINGS (Continued)****29. 計息銀行及其他借款(續)**

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Analysed into:	分析如下：		
Bank loans repayable:	須於以下期間償還的銀行貸款：		
Within one year or on demand	一年內或按要求	4,555,114	5,681,006
In the second year	於第二年	5,337,484	5,594,496
In the third to fifth years, inclusive	於第三年至第五年(包括首 尾兩年)	7,584,458	4,989,532
Beyond five years	超過五年	977,840	1,123,867
		<b>18,454,896</b>	17,388,901
Other borrowings repayable:	須於以下期間償還的其他借款：		
Within one year	一年內	2,310,017	3,085,935
In the second year	於第二年	980,000	1,577,338
		<b>3,290,017</b>	4,663,273
		<b>21,744,913</b>	22,052,174

Notes:

- (a) Certain of the Group's bank and other borrowings are secured by the Group's bank deposits, property, plant and equipment, investment properties, right-of-use assets, properties under development, completed properties held for sale, financial assets at fair value through profit or loss and interests in joint ventures and associates, details of which are disclosed in note 40 to the financial statements.
- (b) Certain of the Group's bank and other borrowings with an aggregate amount of RMB2,202,934,000 (2020: RMB3,500,112,000) are guaranteed by related parties, including Mr. Zeng Huansha (曾煥沙), Ms. Chen Sihong (陳思紅), Hong Yang Group Co., Ltd. (弘陽集團有限公司), Wuhan Hongfei Real Estate Development Co., Ltd. (武漢弘飛房地產開發有限公司), Nanjing Redsun Business World Co., Ltd. (南京紅太陽商業大世界有限公司), Jiangsu Red Sun Industrial Raw Materials City Co., Ltd. (江蘇紅太陽工業原料城有限公司) and Nanjing Redsun Household Co., Ltd. (南京弘陽家居有限公司) as at the end of the reporting period.

附註：

- (a) 本集團若干銀行及其他借款乃由本集團之銀行存款、物業、廠房及設備、投資物業、使用權資產、開發中物業、持作出售的已完工物業、按公允價值計入損益的金融資產及於合營企業及聯營公司的權益作抵押，有關詳情披露於財務報表附註40。
- (b) 本集團於報告期末總值人民幣2,202,934,000元(2020年：人民幣3,500,112,000元)的若干銀行及其他借款由關聯方，包括曾煥沙先生、陳思紅女士、弘陽集團有限公司、武漢弘飛房地產開發有限公司、南京紅太陽商業大世界有限公司、江蘇紅太陽工業原料城有限公司及南京弘陽家居有限公司擔保。

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## 29. INTEREST-BEARING BANK AND OTHER BORROWINGS (Continued)

Notes: (Continued)

- (c) Certain of the Group's bank and other borrowings with an aggregate amount of RMB7,033,054,000 (2020: RMB2,843,443,000) are guaranteed by non-controlling shareholders, including Jiangxi Wanhe Real Estate Development Co., Ltd. (江西萬和房地產開發有限公司), Rongchuang Real Estate Group Co., Ltd. (融創房地產集團有限公司), Xiamen Zhongjun Group Co., Ltd. (廈門中駿集團有限公司), Lianyungang Ronghui Properties Co., Ltd. (連雲港融輝置業有限公司), Jiangsu Zhongnan Construction Group Co., Ltd. (江蘇中南建設集團股份有限公司), Beijing Zhongrui Henderson Investment Development Group Co., Ltd. (北京中瑞恒基投資發展集團有限公司), Jiangsu Tongyin Industrial Group Co., Ltd. (江蘇通銀實業集團有限公司), Jiangsu Shenlin Investment Development Group Co., Ltd. (江蘇申林投資股份有限公司), Nantong Datang Real Estate Development Co., Ltd. (南通大唐房地產有限公司), Countrygarden Real Estate Group Co., Ltd. (碧桂園地產集團有限公司), Zhejiang Yuanlong Estate Development Co., Ltd. (浙江元壘地產集團有限公司), Hangzhou Xingyao Real Estate Development Co., Ltd. (杭州興耀房地產開發集團有限公司), Dothink Real Estate Group Co., Ltd. (德信地產集團有限公司), Yango Group Co., Ltd. (陽光城集團股份有限公司), Xiamen Datang Real Estate Development Co., Ltd. (廈門大唐房地產集團有限公司), Jiangsu Guotai International Group Huasheng Industrial Co., Ltd. (江蘇國泰國際集團華昇實業有限公司), Jingrui Real Estate Group Co., Ltd. (景瑞地產集團有限公司), Seazen Holdings Co., Ltd. (新城控股集團股份有限公司), Radiance Group Co., Ltd. (金輝集團股份有限公司) and Wuhan Jingxiayuan Real Estate Development Co., Ltd. (武漢市經夏源房地產開發有限公司) as at the end of the reporting period.
- (d) Certain of the Group's bank and other borrowings with an aggregate amount of RMB6,380,498,000 (2020: RMB6,632,830,000) were secured by share charges in respect of the equity interests in certain subsidiaries of the Group, details of which are set out in note 1 to the financial statements.
- (e) Except for certain borrowings amounting to RMB727,018,000 (2020: RMB504,181,000) denominated in US\$ and RMB15,119,000 denominated in HK\$ (2020: RMB69,251,000), all of the Group's interest-bearing bank and other borrowings were denominated in RMB as at the end of the reporting period.
- (f) At the end of the reporting period, except for certain bank and other borrowings of RMB5,451,461,000 (2020: RMB9,193,579,000) with fixed interest rates, all of the Group's bank and other borrowings bore interest at floating interest rates.

## 29. 計息銀行及其他借款(續)

附註：(續)

- (c) 本集團於報告期末總值人民幣7,033,054,000元(2020年：人民幣2,843,443,000元)的若干銀行及其他借款由非控股股東，包括江西萬和房地產開發有限公司、融創房地產集團有限公司、廈門中駿集團有限公司、連雲港融輝置業有限公司、江蘇中南建設集團股份有限公司、北京中瑞恒基投資發展集團有限公司、江蘇通銀實業集團有限公司、江蘇申林投資股份有限公司、南通大唐房地產有限公司、碧桂園地產集團有限公司、浙江元壘地產集團有限公司、杭州興耀房地產開發集團有限公司、德信地產集團有限公司、陽光城集團股份有限公司、廈門大唐房地產集團有限公司、江蘇國泰國際集團華昇實業有限公司、景瑞地產集團有限公司、新城控股集團股份有限公司、金輝集團股份有限公司及武漢市經夏源房地產開發有限公司擔保。
- (d) 本集團總值人民幣6,380,498,000元(2020年：人民幣6,632,830,000元)的若干銀行及其他借款乃由本集團若干附屬公司股權的股份作擔保，有關詳情載於財務報表附註1。
- (e) 除若干借款人民幣727,018,000元(2020年：人民幣504,181,000元)以美元計值及人民幣15,119,000元以港元計值(2020年：人民幣69,251,000元)外，本集團所有計息銀行及其他借款於報告期末均以人民幣計值。
- (f) 於報告期末，除若干銀行及其他借款人民幣5,451,461,000元(2020年：人民幣9,193,579,000元)為按固定利率計息外，本集團所有銀行及其他借款均按浮動利率計息。

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## 30. SENIOR NOTES

## 30. 優先票據

Notes	2021 2021年				2020 2020年					
	Principal at original currency US\$'000 以原貨幣的本金 千美元	Contractual interest rate (%) 合同利率(%)	Maturity 到期	RMB'000 人民幣千元	Principal at original currency US\$'000 以原貨幣的本金 千美元	Contractual interest rate (%) 合同利率(%)	Maturity 到期	RMB'000 人民幣千元		
附註										
Senior notes due 2021 I ("2021 Notes I")	2021年到期的優先票據I (「2021年票據I」)	(i)	—	—	—	—	300,000	11.50	2021	2,018,484
Senior notes due 2022 I ("2022 Notes I")	2022年到期的優先票據I (「2022年票據I」)	(ii)	300,000	9.95	2022	1,946,058	300,000	9.95	2022	1,962,780
Senior notes due 2022 II ("2022 Notes II")	2022年到期的優先票據II (「2022年票據II」)	(iii)	250,000	10.50	2022	1,613,437	250,000	10.50	2022	1,589,614
Senior notes due 2021 II ("2021 Notes II")	2021年到期的優先票據II (「2021年票據II」)	(iv)	—	—	—	—	100,000	13.00	2021	653,242
Senior notes due 2022 III ("2022 Notes III")	2022年到期的優先票據III (「2022年票據III」)	(v)	150,000	9.95	2022	962,009	150,000	9.95	2022	960,247
Senior notes due 2023 I ("2023 Notes I")	2023年到期的優先票據I (「2023年票據I」)	(vi)	300,000	9.70	2023	1,974,456	300,000	9.70	2023	2,024,464
Senior notes due 2023 II ("2023 Notes II")	2023年到期的優先票據II (「2023年票據II」)	(vii)	155,000	9.70	2023	1,020,434	155,000	9.70	2023	1,044,063
Senior notes due 2025 I ("2025 Notes I")	2025年到期的優先票據I (「2025年票據I」)	(viii)	350,000	7.30	2025	2,274,239	—	—	—	—
Senior notes due 2024 I ("2024 Notes I")	2024年到期的優先票據I (「2024年票據I」)	(ix)	210,000	7.30	2024	1,327,495	—	—	—	—
Senior notes due 2023 III ("2023 Notes III")	2023年到期的優先票據III (「2023年票據III」)	(x)	200,000	9.50	2023	1,272,074	—	—	—	—
						12,390,202				10,252,894
Less: Current portion	減：即期部分					4,521,504				2,671,726
Non-current portion	非即期部分					7,868,698				7,581,168



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30. SENIOR NOTES (Continued)

30. 優先票據(續)

		2021 2021年 RMB'000 人民幣千元	2020 2020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	須於一年以內償還	4,521,504	2,671,726
Repayable in the second year	須於第二年償還	4,266,964	4,512,641
Repayable within two to five years	須於二至五年內償還	3,601,734	3,068,527
Subtotal	小計	7,868,698	7,581,168
		12,390,202	10,252,894

Notes:

- (i) On 4 March 2019, the Company issued 2021 Notes I at a coupon rate of 11.5% due on 4 March 2021 with an aggregate principal amount of US\$300,000,000. The Company raised net proceeds of US\$290,600,225 (after deduction of the underwriting discount and commissions and other expenses). On 4 March 2021, the Company repaid 2021 Notes I at a coupon rate of 11.5% due on 4 March 2021 with an aggregate principal amount of US\$300,000,000.
- (ii) On 11 April 2019, the Company issued 2022 Notes I at a coupon rate of 9.95% due on 11 April 2022 with an aggregate principal amount of US\$300,000,000. The Company raised net proceeds of US\$287,342,755.
- (iii) On 3 July 2019, the Company issued 2022 Notes II at a coupon rate of 10.50% due on 3 October 2022 with an aggregate principal amount of US\$250,000,000. The Company raised net proceeds of US\$237,710,092 (after deduction of the underwriting discount and commissions and other expenses).
- (iv) On 30 October 2019, the Company issued 2021 Notes II at a coupon rate of 13.00% due on 31 October 2021 with an aggregate principal amount of US\$100,000,000. The Company raised net proceeds of US\$95,496,128 (after deduction of the underwriting discount and commissions and other expenses). In October 2021, the Company repurchased these 2021 Notes II with an aggregate principal amount of US\$17,000,000 from the open market. On 31 October 2021, the Company repaid 2021 Notes II at a coupon rate of 13.00% due on 31 October 2021 with an aggregate principal amount of US\$83,000,000.

附註：

- (i) 於2019年3月4日，本公司發行2021年3月4日到期、票面利率為11.5%、本金總額為300,000,000美元的2021年票據I。本公司籌得所得款項淨額290,600,225美元（經扣除包銷折扣及佣金及其他開支）。於2021年3月4日，本公司償還2021年3月4日到期、票面利率為11.5%、本金總額為300,000,000美元的2021年票據I。
- (ii) 於2019年4月11日，本公司發行2022年4月11日到期、票面利率為9.95%、本金總額為300,000,000美元的2022年票據I。本公司籌得所得款項淨額287,342,755美元。
- (iii) 於2019年7月3日，本公司發行2022年10月3日到期、票面利率為10.50%、本金總額為250,000,000美元的2022年票據II。本公司籌得所得款項淨額237,710,092美元（經扣除包銷折扣及佣金及其他開支）。
- (iv) 於2019年10月30日，本公司發行2021年10月31日到期、票面利率為13.00%、本金總額為100,000,000美元的2021年票據II。本公司籌得所得款項淨額95,496,128美元（經扣除包銷折扣及佣金及其他開支）。於2021年10月，本公司從公開市場購回該等本金總額為17,000,000美元的2021年票據II。於2021年10月31日，本公司償還2021年10月31日到期、票面利率為13.00%、本金總額為83,000,000美元的2021年票據II。

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### 30. SENIOR NOTES (Continued)

- (v) On 11 November 2019, the Company issued 2022 Notes III at a coupon rate of 9.95% due on 11 April 2022 with an aggregate principal amount of US\$150,000,000. The Company raised net proceeds of US\$140,961,958 (after deduction of the underwriting discount and commissions and other expenses).
- (vi) On 13 January 2020, the Company issued 2023 Notes I at a coupon rate of 9.70% due on 16 April 2023 with an aggregate principal amount of US\$300,000,000. The Company raised net proceeds of US\$294,709,315 (after deduction of the underwriting discount and commissions and other expenses).
- (vii) On 16 July 2020, the Company issued 2023 Notes II at a coupon rate of 9.70% due on 16 April 2023 with an aggregate principal amount of US\$155,000,000. The Company raised net proceeds of US\$153,388,419 (after deduction of the underwriting discount and commissions and other expenses).
- (viii) On 13 January 2021, the Company issued 2025 Notes I at a coupon rate of 7.3% due on 13 January 2025 with an aggregate principal amount of US\$350,000,000. The Company raised net proceeds of US\$343,497,612 (after deduction of the underwriting discount and commissions and other expenses).
- (ix) On 21 May 2021, the Company issued 2024 Notes I at a coupon rate of 7.3% due on 21 May 2024 with an aggregate principal amount of US\$210,000,000. The Company raised net proceeds of US\$205,687,496 (after deduction of the underwriting discount and commissions and other expenses).
- (x) On 20 September 2021, the Company issued 2023 Notes III at a coupon rate of 9.50% due on 20 September 2023 with an aggregate principal amount of US\$200,000,000. The Company raised net proceeds of US\$193,451,706 (after deduction of the underwriting discount and commissions and other expenses).

The above senior notes are guaranteed by Redsun Properties Investment (Holdings) Limited and Hong Yang Properties Investment Limited.

### 30. 優先票據(續)

- (v) 於2019年11月11日，本公司發行2022年4月11日到期、票面利率為9.95%、本金總額為150,000,000美元的2022年票據III。本公司籌得所得款項淨額140,961,958美元(經扣除包銷折扣及佣金及其他開支)。
- (vi) 於2020年1月13日，本公司發行2023年4月16日到期、票面利率為9.70%、本金總額為300,000,000美元的2023年票據I。本公司籌得所得款項淨額294,709,315美元(經扣除包銷折扣及佣金及其他開支)。
- (vii) 於2020年7月16日，本公司發行2023年4月16日到期、票面利率為9.70%、本金總額為155,000,000美元的2023年票據II。本公司籌得所得款項淨額153,388,419美元(經扣除包銷折扣及佣金及其他開支)。
- (viii) 於2021年1月13日，本公司發行2025年1月13日到期、票面利率為7.3%、本金總額為350,000,000美元的2025年票據I。本公司籌得所得款項淨額343,497,612美元(經扣除包銷折扣及佣金及其他開支)。
- (ix) 於2021年5月21日，本公司發行2024年5月21日到期、票面利率為7.3%、本金總額為210,000,000美元的2024年票據I。本公司籌得所得款項淨額205,687,496美元(經扣除包銷折扣及佣金及其他開支)。
- (x) 於2021年9月20日，本公司發行2023年9月20日到期、票面利率為9.50%、本金總額為200,000,000美元的2023年票據III。本公司籌得所得款項淨額193,451,706美元(經扣除包銷折扣及佣金及其他開支)。

上述優先票據由弘陽地產投資(控股)有限公司及弘陽地產投資有限公司擔保。

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### 31. DEFERRED TAX

The movements in deferred tax assets and liabilities during the year are as follows:

#### Deferred tax assets

		Unrealised revenue received in contract liabilities	Provision of LAT	Provision for construction cost	Impairment of assets	Tax losses	Lease liabilities	Unrealised Gains resulting from transactions between the Group and joint ventures and associates	Total
		未變現合同負債所收收入 RMB'000 人民幣千元	土地增值稅撥備 RMB'000 人民幣千元	建築成本撥備 RMB'000 人民幣千元	資產減值 RMB'000 人民幣千元	稅項虧損 RMB'000 人民幣千元	租賃負債 RMB'000 人民幣千元	本集團與合營企業及聯營公司交易所產生未變現收益 RMB'000 人民幣千元	合計 RMB'000 人民幣千元
At 1 January 2020	於2020年1月1日	502,821	289,006	36,016	15,391	92,065	—	57,379	992,678
Acquisition of subsidiaries	收購附屬公司	59,669	—	—	—	—	—	—	59,669
Disposal of subsidiaries	出售附屬公司	(13,299)	—	—	—	(4,422)	(22,220)	—	(39,941)
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	47,053	39,356	53,007	(5,128)	51,999	467,506	8,591	662,384
At 31 December 2020 and 1 January 2021	於2020年12月31日及2021年1月1日	<b>596,244</b>	<b>328,362</b>	<b>89,023</b>	<b>10,263</b>	<b>139,642</b>	<b>445,286</b>	<b>65,970</b>	<b>1,674,790</b>
Acquisition of subsidiaries (note 36)	收購附屬公司(附註36)	<b>88,471</b>	—	—	—	—	—	—	<b>88,471</b>
Disposal of subsidiaries (note 37)	出售附屬公司(附註37)	<b>(66,698)</b>	—	—	—	<b>(5,471)</b>	<b>(91,968)</b>	—	<b>(164,137)</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>141,291</b>	<b>15,603</b>	<b>(1,105)</b>	<b>43,146</b>	<b>73,229</b>	<b>75,677</b>	<b>53,177</b>	<b>401,018</b>
At 31 December 2021	於2021年12月31日	<b>759,308</b>	<b>343,965</b>	<b>87,918</b>	<b>53,409</b>	<b>207,400</b>	<b>428,995</b>	<b>119,147</b>	<b>2,000,142</b>

### 31. 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

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## 31. DEFERRED TAX (Continued)

## Deferred tax liabilities

## 31. 遞延稅項(續)

## 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	Right-of-use assets 使用權資產 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 1 January 2020	於2020年1月1日	1,891,504	630,476	170,000	—	1,429	2,693,409
Deferred tax charged/(credited) to profit or loss during the year	年內扣除自/(計入)損益的遞延稅項	503,042	(206,515)	—	18,280	(1,429)	313,378
At 31 December 2020 and 1 January 2021	於2020年12月31日及2021年1月1日	<b>2,394,546</b>	<b>423,961</b>	<b>170,000</b>	<b>18,280</b>	—	<b>3,006,787</b>
Disposal of subsidiaries (note 37)	出售附屬公司(附註37)	(78,174)	(32,551)	—	—	—	(110,725)
Deferred tax charged/(credited) to profit or loss during the year	年內扣除自/(計入)損益的遞延稅項	210,775	(148,315)	—	(4,597)	702	58,565
At 31 December 2021	於2021年12月31日	<b>2,527,147</b>	<b>243,095</b>	<b>170,000</b>	<b>13,683</b>	<b>702</b>	<b>2,954,627</b>

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:

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的遞延稅項結餘分析：

		2021 2021年 RMB'000 人民幣千元	2020 2020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	<b>1,418,552</b>	1,045,864
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	<b>(2,373,037)</b>	(2,377,861)
		<b>(954,485)</b>	(1,331,997)

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### 31. DEFERRED TAX (Continued)

#### Deferred tax liabilities (Continued)

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 5%. 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 2021, RMB170,000,000 has been recognised as 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 RMB14,436,435,000 (2020: RMB10,966,376,000).

Deferred tax assets have not been recognised in respect of the following items:

### 31. 遞延稅項(續)

#### 遞延稅項負債(續)

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5%。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2021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有關而尚未確認遞延稅項負債的暫時性差額總額約為人民幣14,436,435,000元（2020年：人民幣10,966,376,000元）。

並無就以下項目確認遞延稅項資產：

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Tax losses	稅項虧損	994,699	797,721
Deductible temporary differences	可扣減暫時差額	382,155	299,932
		<b>1,376,854</b>	1,097,653

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Deferred tax assets are recognised for tax losses carried forward to the extent that the realisation of the related tax benefits through future taxable profits is probable. As at 31 December 2021, the Group did not recognise deferred tax assets of approximately RMB248,675,000 (2020: RMB199,430,000) in respect of losses amounting to approximately RMB994,669,000 (2020: RMB797,721,000), that can be carried forward to offset against future taxable income. These tax losses will expire up to and including years 2022, 2023, 2024, 2025 and 2026.

**32. SHARE CAPITAL****Shares****31. 遞延稅項(續)****遞延稅項負債(續)**

若可通過未來應課稅利潤變現相關稅項優惠，則就稅項虧損結轉確認遞延稅項資產。於2021年12月31日，本集團並無就虧損約人民幣994,669,000元(2020年：人民幣797,721,000元)確認遞延稅項資產約人民幣248,675,000元(2020年：人民幣199,430,000元)，而該等虧損可以結轉以抵銷未來應課稅利潤。該等虧損將於2022年、2023年、2024年、2025年及2026年前到期。

**32. 股本****股份**

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Authorised:	法定：		
100,000,000,000 (2020: 100,000,000,000) ordinary shares HK\$0.01 each	100,000,000,000股(2020年： 100,000,000,000股)每股 面值0.01港元的普通股	<b>1,000,000,000</b>	1,000,000,000
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
3,338,635,000 (2020: 3,322,431,000) ordinary shares of HK\$0.01 each	3,338,635,000股(2020年： 3,322,431,000股)每股 面值0.01港元的普通股	<b>28,409</b>	28,275

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### 32. SHARE CAPITAL (Continued)

#### Shares (Continued)

A summary of movements in the Company's share capital is as follows:

### 32. 股本(續)

#### 股份(續)

本公司股本的變動概況如下：

		Number of shares 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 1 January 2020	於2020年1月1日	3,320,000,000	28,254	2,628,301	2,656,555
Exercise of share options	行使購股權	2,431,000	21	5,807	5,828
Final 2019 dividend	2019年末期股息	—	—	(376,671)	(376,671)
At 31 December 2020 and 1 January 2021	於2020年12月31日及 2021年1月1日	3,322,431,000	28,275	2,257,437	2,285,712
Exercise of share options	行使購股權	16,204,000	134	33,422	33,556
Final 2020 dividend	2020年末期股息	—	—	(402,984)	(402,984)
At 31 December 2021	於2021年12月31日	3,338,635,000	28,409	1,887,875	1,916,284

The subscription rights attaching to 16,204,000 share options were exercised at the subscription price of HK\$1.82 per share (note 33), resulting in the issue of 16,204,000 shares for a total cash consideration, before expenses, of HK\$25,012,000 (equivalent to RMB20,826,000). An amount of RMB134,000 was transferred from the share option reserve to share capital upon the exercise of the share options. Details of the Company's share option scheme and the share options issued under the scheme are included in note 33 to the financial statements.

On 2 April 2020, the board of directors adopted a share award scheme to motivate the employees of the Group. During the year ended 31 December 2020, the Company repurchased a total of 23,948,000 ordinary shares at a total consideration of RMB54,400,000 from the open market, and a total of 23,664,000 shares were granted to the grantees. As at 31 December 2021, a total of 284,000 ordinary shares of the Company were held by trustee of the share award scheme.

16,204,000份購股權所附的認購權已按每股1.82港元的認購價行使(附註33)，導致發行16,204,000股股份，總現金代價(扣除開支)為25,012,000港元(相當於人民幣20,826,000元)。於購股權獲行使後，人民幣134,000元由購股權儲備轉入股本。本公司購股權計劃及根據該計劃發行購股權的詳情載於財務報表附註33。

於2020年4月2日，董事會採納股份獎勵計劃以激勵本集團僱員。截至2020年12月31日止年度，本公司以總代價人民幣54,400,000元從公開市場購回合共23,948,000股普通股，而合共23,664,000股股份已授予承授人。於2021年12月31日，本公司合共284,000股普通股由股份獎勵計劃的受託人持有。

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### 33. SHARE-BASED PAYMENT TRANSACTIONS

#### (1) Share Option Scheme

As at 31 December 2021, the Company adopted the 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, incentivizing, 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.

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 2018. The exercise price of share options under the scheme is HK\$1.82 per share.

### 33. 以股份為基礎的付款的交易

#### (1) 購股權計劃

截至2021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。

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每股1.82港元。



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### 33. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

#### (1) Share Option Scheme (Continued)

##### *Pre-IPO Share Option Scheme ("Pre-IPO Scheme") (Continued)*

The share option vesting schedules 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%

The following share options were outstanding under the Pre-IPO Scheme during the year:

### 33. 以股份為基礎的付款的交易(續)

#### (1) 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)*

購股權的歸屬時間表為：

可能獲歸屬的購股權的歸屬日期	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%

年內根據首次公開發售前計劃尚未行使的購股權如下：

		2021 2021年		2020 2020年	
		Weighted average exercise price 加權平均行使價 HK\$ 每股港元	Number of options 購股權數目 '000 千股	Weighted average exercise price 加權平均行使價 HK\$ 每股港元	Number of options 購股權數目 '000 千股
At 1 January	於1月1日	1.82	104,699	1.82	107,130
Forfeited during the year	年內沒收	1.82	(53,565)	—	—
Exercised during the year	年內行使	1.82	(16,204)	1.82	(2,431)
At 31 December	於12月31日		34,930		104,699

The weighted average share price at the date of exercise for share options exercised during the year was HK\$2.69 per share (2020: HK\$2.78).

年內已行使購股權於行使日期的加權平均股價為每股2.69港元(2020年: 2.78港元)。

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### 33. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

#### (1) 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:

**2021**

Number of options 購股權數目	Exercise price 行使價 HK\$ per share 每股港元	Exercise period 行使期
'000 千股		
19,306	1.82	1 July 2019 to 1 July 2028 2019年7月1日至2028年7月1日
15,624	1.82	1 July 2020 to 1 July 2028 2020年7月1日至2028年7月1日
<b>34,930</b>		

**2020**

Number of options 購股權數目	Exercise price 行使價 HK\$ per share 每股港元	Exercise period 行使期
'000 千股		
26,488	1.82	1 July 2019 to 1 July 2028 2019年7月1日至2028年7月1日
24,647	1.82	1 July 2020 to 1 July 2028 2020年7月1日至2028年7月1日
26,782	1.82	1 July 2021 to 1 July 2028 2021年7月1日至2028年7月1日
26,782	1.82	1 July 2022 to 1 July 2028 2022年7月1日至2028年7月1日
<b>104,699</b>		

### 33. 以股份為基礎的付款的交易(續)

#### (1) 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：

**2021年**

Exercise price 行使價 HK\$ per share 每股港元	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

**2020年**

Exercise price 行使價 HK\$ per share 每股港元	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

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### 33. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

#### (1) Share Option Scheme (Continued)

##### *Pre-IPO Share Option Scheme ("Pre-IPO Scheme") (Continued)*

No share options were granted during the year ended 31 December 2021 (2020: Nil). The fair value of the share options granted during 2018 was RMB87,985,000 (HK\$0.95 each), of which the Group recognised a share option gain of RMB30,852,000 (2020: share option expense RMB17,276,000) during the year ended 31 December 2021.

At the end of the reporting period, the Company had 34,930,000 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 34,930,000 additional ordinary shares of the Company and additional share capital of RMB28,559,000 (before issue expenses).

At the date of approval of these financial statements, the Company had 34,930,000 share options outstanding under the Pre-IPO Scheme, which represented approximately 1.0% of the Company's shares.

##### *Post-IPO Share Option Scheme ("Post-IPO Scheme")*

The Company operates the 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.

### 33. 以股份為基礎的付款的交易(續)

#### (1) 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)*

截至2021年12月31日止年度，概無授出購股權(2020年：無)。於2018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)，其中本集團於截至2021年12月31日止年度確認購股權收益人民幣30,852,000元(2020年：購股權開支人民幣17,276,000元)。

於報告期末，本公司在首次公開發售前計劃下擁有34,930,000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34,930,000股額外普通股及人民幣28,559,000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有34,930,000份尚未行使的購股權，相等於本公司股份的約1.0%。

##### *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。

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### 33. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

#### (1) Share Option Scheme (Continued)

##### *Post-IPO Share Option Scheme ("Post-IPO Scheme") (Continued)*

The maximum number of shares that may be granted is 320,000,000 representing 10% of the shares in issue immediately upon completion of the Global Offering in July 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.

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 authorised 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.

### 33. 以股份為基礎的付款的交易(續)

#### (1) 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)*

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。

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。

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### 33. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

#### (1) Share Option Scheme (Continued)

##### *Post-IPO Share Option Scheme ("Post-IPO Scheme") (Continued)*

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 scheme will be specified in the respective option grant notice. Up to 31 December 2021, there were no options granted under the Post-IPO Scheme.

#### (2) Share Award Scheme

On 2 April 2020, the board of directors adopted a share award scheme to motivate the employees of the Group. During the year ended 31 December 2020, the Company repurchased a total of 23,948,000 ordinary shares at a total consideration of HK\$60,976,000 (equivalent to RMB54,400,000) from the open market.

The Company operates a share award scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the scheme include the Company's directors, including independent non-executive directors, and employees of any member of the Group. The scheme became effective on 2 April 2020. The scheme has a performance vesting condition and is subject to forfeiture if the participants cannot meet certain performance target set by the board of directors.

No awarded shares were granted during the year ended 31 December 2021.

### 33. 以股份為基礎的付款的交易(續)

#### (1) 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)*

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2021年12月31日，概無根據首次公開發售後計劃授出購股權。

#### (2) 股份獎勵計劃

於2020年4月2日，董事會採納股份獎勵計劃以激勵本集團僱員。截至2020年12月31日止年度，本公司以總代價60,976,000港元(相當於人民幣54,400,000元)從公開市場購回合共23,948,000股普通股。

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。該計劃的合資格參與者包括本公司董事(包括獨立非執行董事)及本集團任何成員公司的僱員。該計劃自2020年4月2日起生效。該計劃設有表現歸屬條件，倘參與者未能達到董事會設立的若干表現目標，則會沒收。

截至2021年12月31日止年度，概無授出獎勵股份。

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### 34. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on pages 171 to 172 of the financial statements.

#### (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.

#### (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.

### 34. 儲備

截至本年度及之前年度，本集團的儲備金額及其變動呈列於財務報表第171頁至第172頁的綜合權益變動表。

#### (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。

#### (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。

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### 35. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS

Details of the Group's subsidiaries that have material non-controlling interests are set out below:

### 35. 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：

		Percentage of equity interest held by non-controlling interests 通過非控股權益持有的股權百分比	Profit for the year allocated to non-controlling interests 分配至非控股權益的 年內利潤	Accumulated balances of non-controlling interests 非控股權益 累計結餘
		%	RMB'000 人民幣千元	RMB'000 人民幣千元
<b>31 December 2021</b>	<b>2021年12月31日</b>			
Chengdu Jin Xin Yao	成都金鑫垚	53%	213,501	491,358
Haining Hong Zhou	海寧鴻周	67%	102,127	259,087
Xuzhou Hong Ran	徐州弘冉	49%	71,304	308,840
Jiangyin Tong Yang	江陰通陽	53%	89,562	363,919
<b>31 December 2020</b>	<b>2020年12月31日</b>			
Chuzhou Hong Yang	滁州弘陽	61%	81,828	101,859
Changzhou Sang Ma Culture	常州桑麻文化	30%	75,336	192,195
Anhui Wei Lin	安徽威林	49%	47,568	53,746
Suzhou Quan Zhuo	蘇州全卓	50%	44,573	61,478
Mingliu Properties	名流置業	10%	36,286	241,170

31 December 2021  
2021年12月31日**35. 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 2021 and 2020. The amounts disclosed are before any inter-company eliminations:

**35. 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2021年及2020年12月31日止)。所披露的金額未計及任何公司間抵銷：

2021	2021年	Chengdu	Haining	Xuzhou	Jiangyin
		Jin Xin Yao 成都金鑫垚 RMB'000 人民幣千元	Hong Zhou 海寧鴻周 RMB'000 人民幣千元	Hong Ran 徐州弘冉 RMB'000 人民幣千元	Tong Yang 江陰通陽 RMB'000 人民幣千元
Revenue	收入	1,905,794	983,252	819,458	1,060,430
Total expenses	開支總額	(1,500,571)	(830,253)	(673,939)	(889,835)
Profit for the year	年內利潤	405,223	152,999	145,519	170,595
Total comprehensive profit for the year	年內全面利潤總額	405,223	152,999	145,519	170,595
Current assets	流動資產	2,434,189	577,346	1,895,720	1,186,765
Non-current assets	非流動資產	526,103	697	3,921	1,201
Current liabilities	流動負債	(1,086,513)	(181,950)	(798,472)	(493,323)
Non-current liabilities	非流動負債	(941,250)	(1,394)	(470,883)	(1,463)
Net cash flows from operating activities	經營活動所得現金流量淨額	1,143,306	448,114	44,868	233,288
Net cash flows used in investing activities	投資活動所用現金流量淨額	—	—	(137)	(5)
Net cash flows used in financing activities	融資活動所用現金流量淨額	(670,811)	(376,124)	(220,236)	(266,292)
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加/(減少)淨額	472,495	71,990	(175,505)	(33,009)



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35. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS (Continued) 35. 擁有重大非控股權益的非全資附屬公司 (續)

2020	2020年	Changzhou				
		Chuzhou Hong Yang 滁州弘陽 RMB'000 人民幣千元	Sang Ma Culture 常州 桑麻文化 RMB'000 人民幣千元	Anhui Wei Lin 安徽威林 RMB'000 人民幣千元	Suzhou Quan Zhuo 蘇州全卓 RMB'000 人民幣千元	Mingliu Properties 名流置業 RMB'000 人民幣千元
Revenue	收入	1,207,524	1,408,550	600,042	772,364	2,152,776
Total expenses	開支總額	(1,072,441)	(1,157,429)	(502,965)	(684,100)	(1,789,920)
Profit for the year	年內利潤	135,083	251,121	97,077	88,264	362,856
Total comprehensive profit for the year	年內全面利潤總額	135,083	251,121	97,077	88,264	362,856
Current assets	流動資產	360,025	1,255,001	204,584	253,906	5,933,525
Non-current assets	非流動資產	10,896	620,493	6,399	6,524	109,770
Current liabilities	流動負債	(202,295)	(1,227,677)	(97,433)	(138,197)	(3,414,195)
Non-current liabilities	非流動負債	—	(7,168)	—	—	(217,396)
Net cash flows from operating activities	經營活動所得現金流量淨額	42,022	114,713	34,644	139,440	611,559
Net cash flows used in investing activities	投資活動所用現金流量淨額	(2)	(53,675)	—	(16)	—
Net cash flows from/(used in) financing activities	融資活動所得/(所用)現金流量淨額	22,006	(142,173)	(77,188)	(86,894)	(670,855)
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加/(減少)淨額	64,026	(81,135)	(42,544)	52,530	(59,296)

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### 36. ACQUISITIONS OF SUBSIDIARIES

#### Year ended 31 December 2021

During the year ended 31 December 2021, the Group acquired certain assets through acquisition of subsidiaries (collectively, the "Acquired Subsidiaries"), among which Xiangyang Hong Zhan, Jiangxi Zhong Da Hong Yun, Nanjing Hongjie Property Development Co., Ltd (南京弘杰房地產開發有限公司), Xuzhou Honghuai Property Development Co., Ltd (徐州弘淮房地產開發有限公司), Jiangsu Tong Yuan Hong and Huaian Rui Yue were accounted for as investments of associates and joint ventures of the Group before the acquisitions. The directors of the Company consider that none of these subsidiaries acquired during the year was significant to the Group and thus the individual financial information of these subsidiaries on the acquisition date was not disclosed.

The Group remeasured the fair values of the equity interests previously accounted for as investments in joint ventures and associates at the date of acquisition, and fair value gains of RMB65,541,000 were recognised in other income and gains in the consolidated statement of profit or loss during the year ended 31 December 2021 (2020: RMB31,221,000).

### 36. 收購附屬公司

#### 截至2021年12月31日止年度

截至2021年12月31日止年度，本集團通過收購附屬公司（統稱「已收購附屬公司」）收購了若干資產，其中襄陽弘展、江西中大弘云、南京弘杰房地產開發有限公司、徐州弘淮房地產開發有限公司、江蘇通園弘及淮安瑞悅於收購前入賬列為本集團的聯營公司及合營企業投資。本公司董事認為，年內收購的該等附屬公司對本集團而言非屬重大，因此並無披露該等附屬公司於收購日期的個別財務資料。

本集團按收購日期重新計量先前入賬列為於合營企業及聯營公司的投資的股權的公允價值，並於截至2021年12月31日止年度的綜合損益表的其他收入及收益中確認公允價值收益人民幣65,541,000元（2020年：人民幣31,221,000元）。

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### 36. ACQUISITIONS OF SUBSIDIARIES (Continued)

Year ended 31 December 2021 (Continued)

The following table summarises the financial information in relation to the acquisition of subsidiaries.

### 36. 收購附屬公司(續)

截至2021年12月31日止年度(續)

下表總結有關收購附屬公司的財務資料。

		Notes 附註	Total 總計 RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	13	227
Other intangible assets	其他無形資產	16	46
Investment in an associate	於聯營公司的投資		105,385
Deferred tax assets	遞延稅項資產	31	88,471
Prepayments, other receivables and other assets	預付款項、其他應收款項及 其他資產		1,030,142
Properties under development	開發中物業	20	4,962,326
Due from related companies	應收關聯公司款項		2,529,311
Tax recoverable	可收回稅項		72,151
Pledged deposits	已質押存款		1,603
Restricted cash	受限制現金		144,453
Cash and cash equivalents	現金及現金等價物		1,014,455
Trade and bills payables	貿易應付款項及應付票據		(127,932)
Contract liabilities	合同負債		(4,857,636)
Other payables and accruals	其他應付款項及應計費用		(901,335)
Interest-bearing bank and other borrowings	計息銀行及其他借款		(1,053,379)
Due to related companies	應付關聯公司款項		(1,952,324)
Tax payable	應繳稅項		(9,247)
Total identifiable net assets at fair value	按公允價值計量的可識別資產淨值 總額		1,046,717
Non-controlling interests	非控股權益		(579,757)
			466,960
Satisfied by:	由以下支付：		
Cash	現金		162,366
Fair value of the Group's pre-existing interests in the Acquired Subsidiaries (previously accounted for as investments in joint ventures and associates, note (a))	本集團於已收購附屬公司的既有權益的公允價值(先前入賬列為於合營企業及聯營公司的投資，附註(a))		304,594
			466,960

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2021年12月31日**36. ACQUISITIONS OF SUBSIDIARIES (Continued)****Year ended 31 December 2021 (Continued)**

Note (a): the fair value of the Group's pre-existing interests in the Acquired Subsidiaries:

		Total 總計 RMB'000 人民幣千元
Carrying amount of the Group's pre-existing interests in the Acquired Subsidiaries	本集團於已收購附屬公司的既有權益的賬面值	239,053
Gain on remeasurement of pre-existing interests in the Acquired Subsidiaries	重新計量於已收購附屬公司的既有權益所得收益	65,541
		<b>304,594</b>

An analysis of the net inflow of cash and cash equivalents in respect of the above acquisitions is as follows:

		Total 總計 RMB'000 人民幣千元
Cash consideration	現金代價	(162,366)
Cash and cash equivalents acquired	所收購現金及現金等價物	1,014,455
Net inflow of cash and cash equivalents included in cash flows from investing activities	包括於投資活動現金流量的現金及現金等價物流入淨額	<b>852,089</b>

**Year ended 31 December 2020**

During the year ended 31 December 2020, the Group acquired certain assets through acquisition of subsidiaries (collectively, the "Acquired Subsidiaries"), among which Qionglai Jingcui and Xuzhou Xincheng Hong Yang were accounted for as investments of associates and joint ventures of the Group before the acquisitions. The directors of the Company consider that none of these subsidiaries acquired during the year was significant to the Group and thus the individual financial information of these subsidiaries on the acquisition date was not disclosed.

**36. 收購附屬公司(續)****截至2021年12月31日止年度(續)**

附註(a): 本集團於已收購附屬公司的既有權益的公允價值:

		Total 總計 RMB'000 人民幣千元
Carrying amount of the Group's pre-existing interests in the Acquired Subsidiaries	本集團於已收購附屬公司的既有權益的賬面值	239,053
Gain on remeasurement of pre-existing interests in the Acquired Subsidiaries	重新計量於已收購附屬公司的既有權益所得收益	65,541
		<b>304,594</b>

有關上述收購的現金及現金等價物流入淨額的分析如下:

		Total 總計 RMB'000 人民幣千元
Cash consideration	現金代價	(162,366)
Cash and cash equivalents acquired	所收購現金及現金等價物	1,014,455
Net inflow of cash and cash equivalents included in cash flows from investing activities	包括於投資活動現金流量的現金及現金等價物流入淨額	<b>852,089</b>

**截至2020年12月31日止年度**

截至2020年12月31日止年度，本集團通過收購附屬公司(統稱「已收購附屬公司」)收購了若干資產，其中邛崃璟粹及徐州新城弘陽於收購前入賬列為本集團的聯營公司及合營企業投資。本公司董事認為，年內收購的該等附屬公司對本集團而言非屬重大，因此並無披露該等附屬公司於收購日期的個別財務資料。

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### 36. ACQUISITIONS OF SUBSIDIARIES (Continued)

Year ended 31 December 2020 (Continued)

The following table summarises the financial information in relation to the acquisition of subsidiaries.

### 36. 收購附屬公司(續)

截至2020年12月31日止年度(續)

下表總結有關收購附屬公司的財務資料。

		Notes 附註	Total 總計 RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	13	226
Deferred tax assets	遞延稅項資產	31	59,669
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產		1,480,379
Properties under development	開發中物業	20	2,611,822
Completed properties held for sale	持作出售的已完工物業	21	232,606
Due from related companies	應收關聯公司款項		1,056,709
Tax recoverable	可收回稅項		50,967
Cash and cash equivalents	現金及現金等價物		91,519
Trade and bills payables	貿易應付款項及應付票據		(160,034)
Other payables and accruals	其他應付款項及應計費用		(3,232,658)
Interest-bearing bank and other borrowings	計息銀行及其他借款		(586,250)
Due to related companies	應付關聯公司款項		(636,719)
Tax payable	應繳稅項		(33,046)
Total identifiable net assets at fair value	按公允價值計量的可識別資產淨值總額		935,190
Non-controlling interests	非控股權益		(398,876)
Total consideration	總代價		536,314
Satisfied by:	由以下支付：		
Cash	現金		24,400
Fair value of the Group's pre-existing interests in the Acquired Subsidiaries (previously accounted for as investments in joint ventures and associates, note (a))	本集團於已收購附屬公司的既有權益的公允價值(先前入賬列為於合營企業及聯營公司的投資，附註(a))		511,914
			536,314

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2021年12月31日**36. ACQUISITIONS OF SUBSIDIARIES (Continued)****Year ended 31 December 2020 (Continued)**

Note (a): the fair value of the Group's pre-existing interests in the Acquired Subsidiaries:

		Total 總計 RMB'000 人民幣千元
Carrying amount of the Group's pre-existing interests in joint ventures	本集團於合營企業的既有權益的賬面值	480,693
Gain on remeasurement of pre-existing interests in joint ventures	重新計量於合營企業的既有權益所得收益	31,221
		511,914

An analysis of the net inflow of cash and cash equivalents in respect of the above acquisitions is as follows:

**36. 收購附屬公司(續)****截至2020年12月31日止年度(續)**

附註(a)：本集團於已收購附屬公司的既有權益的公允價值：

有關上述收購的現金及現金等價物流入淨額的分析如下：

		Total 總計 RMB'000 人民幣千元
Cash consideration	現金代價	(24,400)
Cash and cash equivalents acquired	所收購現金及現金等價物	91,519
Net inflow of cash and cash equivalents included in cash flows from investing activities	包括於投資活動現金流量的現金及現金等價物流入淨額	67,119

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### 37. DISPOSAL OF SUBSIDIARIES

The effect of such disposals on the Group's assets and liabilities is set out below:

### 37. 出售附屬公司

有關出售對本集團資產及負債的影響載列如下：

	Notes 附註	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元	
Net assets disposed of:	出售以下的資產淨值：			
Property, plant and equipment	物業、廠房及設備	13	554	2,524
Investment properties	投資物業	14	371,600	93,200
Deferred tax assets	遞延稅項資產	31	164,137	39,941
Properties under development	開發中物業	20	5,719,692	1,326,990
Completed properties held for sale	持作出售的已完工物業	21	756,732	—
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產		1,091,977	1,613,129
Due from related companies	應收關聯公司款項		3,863,888	481,092
Tax recoverable	可收回稅項		84,582	283
Cash and bank balances	現金及銀行結餘		419,865	162,991
Trade and bills payables	貿易應付款項及應付票據		(693,769)	(113,259)
Contract liabilities	合同負債		(3,789,823)	(604,633)
Other payables and accruals	其他應付款項及應計費用		(96,013)	(1,476,715)
Lease liabilities	租賃負債		(367,870)	(88,879)
Due to related companies	應付關聯公司款項		(5,545,355)	(376,318)
Tax payable	應繳稅項		(10,970)	(19,596)
Interest-bearing bank and other borrowings	計息銀行及其他借款		(370,500)	(264,900)
Deferred tax liabilities	遞延稅項負債	31	(110,725)	—
			1,488,002	775,850
Non-controlling interests	非控股權益		(336,912)	(39,162)
Net assets attributable to the Group disposed of:	出售以下本集團應佔資產淨值：		1,151,090	736,688
Gain on disposal of subsidiaries	出售附屬公司的收益	5	61,620	251,984
			1,212,710	988,672
Satisfied by:	由以下支付：			
Cash	現金		399,064	482,869
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產		8,410	2,090
Fair value of the retained equity interests in joint ventures and associates	於合營企業及聯營公司的保留股權權益的公允價值		805,236	503,713

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### 37. DISPOSAL OF SUBSIDIARIES (Continued)

An analysis of the net inflow of cash and cash equivalents in respect of the disposal of subsidiaries is as follows:

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Cash consideration	現金代價	<b>399,064</b>	482,869
Cash and bank balances disposed of	出售現金及銀行結餘	<b>(419,865)</b>	(162,991)
Net (outflow)/inflow of cash and cash equivalents in respect of the disposal of subsidiaries	有關出售附屬公司的現金及現金等價物(流出)/流入淨額	<b>(20,801)</b>	319,878

### 37. 出售附屬公司(續)

有關出售附屬公司的現金及現金等價物流入淨額的分析如下：

### 38. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

#### (a) Major non-cash transactions

During the year, the Group had non-cash additions to right-of-use assets (including investment properties) and lease liabilities of RMB349,822,000 and RMB349,822,000, respectively, in respect of lease arrangements for plant and equipment (2020: RMB931,764,000 and RMB931,764,000).

During the year ended 31 December 2021, the Group acquired non-controlling interests in a subsidiary, while the total consideration amounting to RMB980,000,000 was settled with the current account of other receivables from non-controlling shareholders (2020: Nil).

### 38. 綜合現金流量表附註

#### (a) 主要非現金交易

年內，本集團就廠房及設備租賃安排對使用權資產(包括投資物業)及租賃負債有非現金添置分別為人民幣349,822,000元及人民幣349,822,000元(2020年：人民幣931,764,000元及人民幣931,764,000元)。

截至2021年12月31日止年度，本集團收購一間附屬公司的非控股權益，而總代價人民幣980,000,000元已透過應收非控股股東其他款項的往來賬戶結清(2020年：無)。



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38. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued) 38. 綜合現金流量表附註(續)

(b) Changes in liabilities arising from financing activities

(b) 融資活動產生的負債變動

		Interest-bearing bank and other borrowings	Senior notes	Lease liabilities	Due to related companies	Total
		計息銀行及其他借款	優先票據	租賃負債	應付關聯公司款項	總計
		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
At 1 January 2021	於2021年1月1日	22,052,174	10,252,894	1,781,144	8,068,242	42,154,454
Cash flows from financing activities	融資活動所得現金流量	(975,324)	2,269,346	(60,283)	5,893,463	7,127,202
Acquisition of subsidiaries	收購附屬公司	1,053,379	—	—	1,952,324	3,005,703
Disposal of subsidiaries	出售附屬公司	(370,500)	—	(367,870)	(5,545,355)	(6,283,725)
Cash flows from non-financing activities	非融資活動現金流量	—	—	—	(26,321)	(26,321)
New leases	新增租賃	—	—	349,822	—	349,822
Change of contract term	合同條款變動	—	—	(67,083)	—	(67,083)
Interest expense	利息開支	—	—	80,249	—	80,249
Non-cash changes:	非現金變動：					
Accrual of interest	應計利息	(13,069)	127,488	—	—	114,419
Exchange difference	匯兌差額	(1,747)	(259,526)	—	—	(261,273)
At 31 December 2021	於2021年12月31日	21,744,913	12,390,202	1,715,979	10,342,353	46,193,447
At 1 January 2020	於2020年1月1日	20,271,746	9,274,642	958,286	5,387,256	35,891,930
Cash flows from financing activities	融資活動所得現金流量	1,381,492	1,601,032	(52,584)	2,401,797	5,331,737
Acquisition of subsidiaries	收購附屬公司	586,250	—	—	636,719	1,222,969
Disposal of subsidiaries	出售附屬公司	(264,900)	—	(88,879)	(376,318)	(730,097)
Cash flows from non-financing activities	非融資活動現金流量	—	—	—	18,788	18,788
New leases	新租賃	—	—	931,764	—	931,764
Change of contract term	合同條款變動	—	—	(48,020)	—	(48,020)
Interest expense	利息開支	—	—	80,577	—	80,577
Non-cash changes:	非現金變動：					
Accrual of interest	應計利息	127,285	59,259	—	—	186,544
Exchange difference	匯兌差額	(49,699)	(682,039)	—	—	(731,738)
At 31 December 2020	於2020年12月31日	22,052,174	10,252,894	1,781,144	8,068,242	42,154,454

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The total cash outflow for leases included in the statement of cash flows is as follows:

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
With financing activities	融資活動內	<b>60,283</b>	52,584

**38. 綜合現金流量表附註(續)****(c) 租賃現金流出總額**

包括在現金流量表的租賃現金流出總額如下：

**39. CONTINGENT LIABILITIES**

At the end of the reporting period, contingent liabilities not provided for in the financial statements were as follows:

**39. 或然負債**

於報告期末，並未於財務報表內撥備的或然負債如下：

		2021 2021年 RMB'000 人民幣千元	2020 2020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	<b>11,442,598</b>	12,516,254
Guarantees given to banks and other institutions in connection with facilities granted to related parties and other parties	就授予關聯方及其他人士的融資而向銀行及其他機構作出的擔保	<b>6,613,267</b>	3,943,300
		<b>18,055,865</b>	16,459,554

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### 39. CONTINGENT LIABILITIES (Continued)

- (i) 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 for repaying 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, and 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 fair value of the guarantees at initial recognition and the ECL allowance is not significant as the directors of the Company consider that in the event of default on payments, the net realisable value of the related properties can cover the repayment of the outstanding mortgage principal together with the accrued interest and penalties.

- (ii) As at 31 December 2021, the Group provided guarantees to the extent of RMB6,613,267,000 (2020: RMB3,943,300,000) in respect of credit facilities granted to related parties and other parties.

In the opinion of the directors, the fair values of the guarantees at initial recognition and the ECL allowance are not significant.

### 39. 或然負債(續)

- (i) 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。

初始確認時的擔保的公允價值和預期信貸虧損撥備並不重大，因為本公司董事認為，如果付款方面發生違約，相關物業的可變現淨值可涵蓋要償還的按揭本金，連同應計利息及罰款。

- (ii) 於2021年12月31日，本集團就授予關聯方及其他人士的信貸融資提供擔保人民幣6,613,267,000元(2020年：人民幣3,943,300,000元)。

董事認為，初步確認之擔保之公允價值及預期信貸虧損撥備並不重大。

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At the end of the reporting period, the following assets of the Group were pledged to secure certain bank and other borrowings granted to the Group and the related companies:

**40. 資產抵押**

於報告期末，本集團以下列資產作抵押，以抵押授予本集團及關連公司的若干銀行及其他借款：

			31 December 2021 2021年 12月31日 RMB'000 人民幣千元	31 December 2020 2020年 12月31日 RMB'000 人民幣千元
Investment properties	投資物業	14, (a)	<b>8,984,437</b>	9,386,333
Property, plant and equipment	物業、廠房及設備	13, (a)	<b>284,216</b>	295,581
Pledged deposits	已質押存款	25, (a)	<b>534,949</b>	3,055,204
Right-of-use assets	使用權資產	15, (a)	<b>9,508</b>	9,932
Properties under development	開發中物業	20, (a)	<b>27,525,454</b>	20,867,365
Completed properties held for sale	持作出售的已完工物業	21, (a)	<b>1,259,749</b>	143,365
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產	24, (a)	<b>309,940</b>	185,582
Interests in associates	於聯營公司的權益	(b)	<b>375,592</b>	41,162
			<b>39,283,845</b>	33,984,524

Notes:

- (a) These assets were pledged to secure certain bank and other borrowings granted to the Group.
- (b) Interests in associates were pledged to secure certain bank and other borrowings granted to the Group's associates.

附註：

- (a) 該等資產已抵押作為授予本集團的若干銀行及其他借款的抵押品。
- (b) 已抵押聯營公司的權益，作為授予本集團聯營公司的若干銀行及其他借款的抵押品。

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#### 41. COMMITMENTS

The Group had the following capital commitments at the end of the reporting period:

#### 41. 承擔

於報告期末，本集團有以下資本承擔：

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Contracted, but not provided for:	已訂約但尚未撥備：		
Property development activities	物業開發活動	<b>9,049,488</b>	8,995,736
Acquisition of land use rights	收購土地使用權	<b>376,412</b>	246,734
Property, plant and equipment	物業、廠房及設備	<b>30,783</b>	80,303
Investment properties	投資物業	<b>542,216</b>	66,142
Capital contributions payable to	向以下注資：		
Joint ventures	合營企業	<b>112,405</b>	292,400
Associates	聯營公司	<b>23,275</b>	412,475
		<b>10,134,579</b>	10,093,790

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## 42. RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions detailed elsewhere in these financial statements, the Group had the following transactions with related parties during the year:

## 42. 關聯方交易

- (a) 除本財務報表其他部分詳述的交易外，本集團本年度與關聯方的交易如下：

		Notes 附註	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Associates:	聯營公司：			
Project management service income	項目管理服務收入	(i)	<b>371,852</b>	285,591
Interest income	利息收入	(ii)	—	5,357
Decoration service income	裝飾服務收入	(vi)	—	27,394
Joint ventures:	合營企業：			
Project management service income	項目管理服務收入	(i)	<b>169,267</b>	198,264
Fellow subsidiaries	同系附屬公司			
Rental income*	租金收入*	(iii)	<b>260,385</b>	250,476
Property management service expense*	物業管理服務開支*	(iv)	<b>166,511</b>	146,308
Project management service income	項目管理服務收入	(i)	<b>3,989</b>	30,285
Income from sales of other materials	銷售其他材料的收入	(vi)	—	1,230
Other sales from related parties	來自關聯方的其他銷售	(vi)	<b>10,169</b>	—
Companies controlled by the family members of the controlling shareholder	控股股東家屬所控制公司			
Raw materials purchased*	所購原材料*	(v)	<b>23,278</b>	35,072

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## 42. RELATED PARTY TRANSACTIONS (Continued)

### (a) (Continued)

Notes:

- (i) The income was derived from management consulting services from joint ventures and associates and companies controlled by the family members of the controlling shareholders at rates similar to the terms and conditions set out in the contracts entered into with the other major customers of the Group.
- (ii) This represented the interest income from the associates and joint ventures, which is after the elimination of interest between the Group and the associates or joint ventures. The Group has provided funds to the associates and joint ventures.
- (iii) 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.
- (iv) Property management service fees charged from related parties at rates similar to terms and conditions were set out in the contracts entered into with other suppliers.
- (v) The Company purchased certain raw materials and services from related parties in the ordinary course of business.
- (vi) These transactions were carried out in accordance with the terms and conditions mutually agreed by the parties involved.
- \* These related party transactions also include continuing connected transactions as defined in Chapter 14A of the Listing Rules.

### (b) Other transactions with related parties:

As at 31 December 2021, the Group provided guarantees to the extent of RMB6,313,267,000 (2020: RMB3,943,300,000) in respect of credit facilities granted to the joint ventures and associates.

## 42. 關聯方交易(續)

### (a) (續)

附註：

- (i) 收入來自合營企業和聯營公司以及控股股東家屬所控制公司的管理諮詢服務，其利率與本集團其他主要客戶訂立的合同中規定的條款和條件相近。
- (ii) 此為聯營公司及合營企業的利息收入，乃本集團與聯營公司或合營企業之間沖銷利息後的收入。本集團已向聯營公司及合營企業提供資金。
- (iii) 收入來自本集團向控股股東控制的關聯公司以與本集團其他租戶訂立的租賃協議中規定的條款和條件相近的利率出租投資物業所產生的收入。
- (iv) 與其他供應商訂立的合同中載有向關聯方以與條款和條件相似的費率收取的物業管理服務費。
- (v) 本公司在日常業務過程中向關聯方購買了某些原材料和服務。
- (vi) 這些交易乃根據有關各方共同商定的條款和條件進行。
- \* 此等關聯方交易亦包括上市規則第14A章定義下的持續關連交易。

### (b) 與關聯方的其他交易：

於2021年12月31日，本集團就授予合營企業及聯營公司的信貸融資提供擔保人民幣6,313,267,000元（2020年：人民幣3,943,300,000元）。

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## 42. RELATED PARTY TRANSACTIONS (Continued)

## 42. 關聯方交易(續)

(c) Outstanding balances with related parties:

(c) 與關聯方的未付結餘：

		31 December 2021 2021年 12月31日 RMB'000 人民幣千元	31 December 2020 2020年 12月31日 RMB'000 人民幣千元
Due from related companies	應收關聯公司款項		
Non-trade related	非貿易相關		
Joint ventures and associates	合營企業及聯營公司	<b>13,226,741</b>	8,658,960
Trade related	與貿易相關		
Joint ventures and associates	合營企業及聯營公司	<b>437,878</b>	101,885
Fellow subsidiaries	同系附屬公司	<b>4,245</b>	31,426
Companies controlled by the family members of the controlling shareholder	控股股東家屬所控制公司	<b>9,880</b>	8,870
		<b>13,678,744</b>	8,801,141
Due to related companies	應付關聯公司款項		
Non-trade related	非貿易相關		
Joint ventures and associates	合營企業及聯營公司	<b>10,283,902</b>	7,983,470
Trade related	與貿易相關		
Fellow subsidiaries	同系附屬公司	<b>57,925</b>	45,777
Companies controlled by the family members of the controlling shareholder	控股股東家屬所控制公司	<b>526</b>	38,995
		<b>10,342,353</b>	8,068,242



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42. RELATED PARTY TRANSACTIONS (Continued)

42. 關聯方交易(續)

(d) Compensation of key management personnel of the Group:

(d) 本集團主要管理人員薪酬：

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Salaries, allowances and benefits in kind	工資、津貼及實物福利	18,437	16,066
Performance-related bonuses	績效獎金	1,408	1,846
Pension scheme contributions and social welfare	養老金計劃供款及社會福利	809	348
Equity-settled share-based payment	以股權結算以股份為基礎的付款	(15,064)	5,918
Total compensation paid to key management personnel	向主要管理人員支付的薪酬總額	5,590	24,178

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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#### 43. 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:

2021

##### Financial assets

#### 43. 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：

2021年

##### 金融資產

		Financial assets at fair value through profit or loss 按公允價值 計入損益的 金融資產	Financial assets at amortised cost 按攤銷 成本列賬的 金融資產	Total 總計
		Mandatorily designated as such 強制指定	RMB'000 人民幣千元	RMB'000 人民幣千元
Financial assets included in prepayments, other receivables and other assets (note 23)	計入預付款項、其他應收款項及其他資產的金融資產(附註23)	—	11,052,734	11,052,734
Trade receivables (note 22)	貿易應收款項(附註22)	—	4,615	4,615
Financial assets at fair value through profit or loss (note 24)	按公允價值計入損益的金融資產(附註24)	516,908	—	516,908
Due from related companies (note 42)	應收關聯公司款項(附註42)	—	13,678,744	13,678,744
Cash and bank balances (note 25)	現金及銀行結餘(附註25)	—	16,039,258	16,039,258
		516,908	40,775,351	41,292,259

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**43. FINANCIAL INSTRUMENTS BY CATEGORY**  
(Continued)

**2021** (Continued)  
Financial liabilities

**43. 按類別劃分的金融工具(續)**

**2021年(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 (note 26)	貿易應付款項及應付票據(附註26)	<b>6,706,397</b>
Financial liabilities included in other payables and accruals (note 27)	計入其他應付款項及應計費用的金融負債(附註27)	<b>7,994,624</b>
Interest-bearing bank and other borrowings (note 29)	計息銀行及其他借款(附註29)	<b>21,744,913</b>
Senior notes (note 30)	優先票據(附註30)	<b>12,390,202</b>
Lease liabilities (note 15)	租賃負債(附註15)	<b>1,715,979</b>
Due to related companies (note 42)	應付關聯公司款項(附註42)	<b>10,342,353</b>
		<b>60,894,468</b>

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(Continued)**2020**

Financial assets

**43. 按類別劃分的金融工具(續)****2020年**

金融資產

		Financial assets at fair value through profit or loss 按公允價值 計入損益的 金融資產	Financial assets at amortised cost 按攤銷 成本列賬的 金融資產	Total 總計
		Mandatorily designated as such 強制指定 RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Financial assets included in prepayments, other receivables and other assets (note 23)	計入預付款項、其他 應收款項及其他資產的 金融資產(附註23)	—	6,826,734	6,826,734
Trade receivables (note 22)	貿易應收款項(附註22)	—	7,067	7,067
Financial assets at fair value through profit or loss (note 24)	按公允價值計入損益的 金融資產(附註24)	428,521	—	428,521
Loan receivables (note 17)	應收貸款(附註17)	—	211,721	211,721
Due from related companies (note 42)	應收關聯公司款項 (附註42)	—	8,801,141	8,801,141
Cash and bank balances (note 25)	現金及銀行結餘(附註25)	—	18,525,081	18,525,081
		428,521	34,371,744	34,800,265

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**43. FINANCIAL INSTRUMENTS BY CATEGORY**  
**(Continued)**

**2020** (Continued)  
Financial liabilities

**43. 按類別劃分的金融工具(續)**

**2020年(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 (note 26)	貿易應付款項及應付票據(附註26)	6,244,841
Financial liabilities included in other payables and accruals (note 27)	計入其他應付款項及應計費用的金融負債(附註27)	7,759,870
Interest-bearing bank and other borrowings (note 29)	計息銀行及其他借款(附註29)	22,052,174
Senior notes (note 30)	優先票據(附註30)	10,252,894
Lease liabilities (note 15)	租賃負債(附註15)	1,781,144
Due to related companies (note 42)	應付關聯公司款項(附註42)	8,068,242
		56,159,165

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#### 44. 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:

#### 44. 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:

		Carrying amounts		Fair values	
		賬面值		公允價值	
		2021	2020	2021	2020
		2021年	2020年	2021年	2020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
<b>Financial assets</b>	<b>金融資產</b>				
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產	516,908	428,521	516,908	428,521
		516,908	428,521	516,908	428,521
<b>Financial liabilities</b>	<b>金融負債</b>				
Interest-bearing bank and other borrowings	計息銀行及其他借款	21,744,913	22,052,174	21,990,253	22,314,596
Senior notes	優先票據	12,390,202	10,252,894	5,736,050	10,640,291
		34,135,115	32,305,068	27,726,303	32,954,887

Management has assessed that the fair values of cash and bank balances, amounts due from related companies, trade receivables, loan receivables, trade and bills payables, amounts due to related companies, financial assets included in prepayments, other receivables and other assets, lease liabilities, and financial liabilities included in other payables and accruals approximate to their carrying amounts largely due to the short term maturities of these instruments.

管理層已評估現金及銀行結餘、應收關聯公司款項、貿易應收款項、應收貸款、貿易應付款項及應付票據、應付關聯公司款項、計入預付款項、其他應收款項及其他資產的金融資產、租賃負債以及計入其他應付款項及應計費用的金融負債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。

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#### 44. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

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 and the audit committee. 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 valuation process and results are discussed with the audit committee twice a year for interim and annual financial reporting.

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. The following methods and assumptions were used to estimate the fair values:

The fair values of the 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 changes in fair value as a result of the Group's own non-performance risk for interest-bearing bank and other borrowings as at 31 December 2021 were assessed to be insignificant.

The fair values of senior notes are based on quoted market prices.

The fair values of listed equity investments 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.

#### 44. 金融工具的公允價值及公允價值層級 (續)

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及審核委員會彙報。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。每年與審核委員會討論兩次評估過程和結果，以進行中期和年度財務報告。

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。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2021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引致的公允價值變動被評定為不重大。

優先票據的公允價值乃基於市場報價。

上市權益投資的公允價值基於市場報價。

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允價值。

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#### 44. 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 2021

		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
Financial assets at fair value through profit or loss	按公允價值計入損益的 金融資產	237,354	279,554	—	516,908
		237,354	279,554	—	516,908

#### 44. 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：

於2021年12月31日



31 December 2021  
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#### 44. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

Fair value hierarchy (Continued)

*Assets measured at fair value: (Continued)*

As at 31 December 2020

		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
Financial assets at fair value through profit or loss	按公允價值計入損益的 金融資產	250,964	177,557	—	428,521
		250,964	177,557	—	428,521

#### *Liabilities measured at fair value:*

The Group did not have any financial liabilities measured at fair value as at 31 December 2021(2020: Nil).

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 (2020: Nil).

#### 44. 金融工具的公允價值及公允價值層級 (續)

公允價值層級(續)

*以公允價值計量的資產：(續)*

於2020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
Financial assets at fair value through profit or loss	按公允價值計入損益的 金融資產	250,964	177,557	—	428,521
		250,964	177,557	—	428,521

#### *以公允價值計量的負債：*

截至2021年12月31日，本集團並無按公允價值計量任何金融負債(2020年：無)。

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(2020年：無)。

31 December 2021  
2021年12月31日**44. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)**

Fair value hierarchy (Continued)

*Liabilities for which fair values are disclosed:***As at 31 December 2021**

		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
Interest-bearing bank and other borrowings	計息銀行及其他借款	—	21,990,253	—	21,990,253
Senior notes	優先票據	5,736,050	—	—	5,736,050
		5,736,050	21,990,253	—	27,726,303

**As at 31 December 2020****於2020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
Interest-bearing bank and other borrowings	計息銀行及其他借款	—	22,314,596	—	22,314,596
Senior notes	優先票據	10,640,291	—	—	10,640,291
		10,640,291	22,314,596	—	32,954,887

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#### 45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise interest-bearing bank and other borrowings, senior notes, financial instruments at fair value through profit or loss, pledged deposits, amounts with related companies and other receivables. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as cash and cash equivalents, restricted cash, trade receivables, and trade and other payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

##### 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 a floating interest rate.

#### 45. 財務風險管理目標及政策

本集團的主要金融工具包括計息銀行及其他借款、優先票據、按公允價值計入損益的金融工具、已質押存款，與關聯公司的往來款項和其他應收款項。這些金融工具的主要目的是為集團的運營籌集資金。集團擁有各種自其營運所直接產生的其他金融資產和負債，例如現金及現金等價物、受限制現金、貿易應收款項以及貿易應付款項和其他應付款項。

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。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。

##### 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。

31 December 2021  
2021年12月31日**45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)****Interest rate risk (Continued)**

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).

		Increase/ (decrease) in basis points 基點 增加/(減少)	Increase/ (decrease) in profit before tax 稅前利潤 增加/(減少) RMB'000 人民幣千元
<b>31 December 2021</b>	<b>2021年12月31日</b>		
RMB	人民幣	25	(40,734)
RMB	人民幣	(25)	40,734
<b>31 December 2020</b>	<b>2020年12月31日</b>		
RMB	人民幣	25	(32,146)
RMB	人民幣	(25)	32,146

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.

**45. 財務風險管理目標及政策(續)****利率風險(續)**

下表載列在所有其他變數維持不變之情況下，本集團之稅前利潤(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。

		Increase/ (decrease) in basis points 基點 增加/(減少)	Increase/ (decrease) in profit before tax 稅前利潤 增加/(減少) RMB'000 人民幣千元
<b>31 December 2021</b>	<b>2021年12月31日</b>		
RMB	人民幣	25	(40,734)
RMB	人民幣	(25)	40,734
<b>31 December 2020</b>	<b>2020年12月31日</b>		
RMB	人民幣	25	(32,146)
RMB	人民幣	(25)	32,146

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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#### 45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

##### 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 (2020: Nil) were denominated in currencies other than the functional currencies of the operating units making the sale, whilst 100% (2020: 100%) of costs were denominated in the units' functional currencies.

In addition, the Group has currency exposures from its cash and bank balances, financial assets at fair value through profit or loss, loan receivables, amounts due from related companies, financial assets included in prepayments, other receivables and other assets, financial liabilities included in other payables and accruals, interest bearing bank and other borrowings and senior notes.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the US\$ and HK\$ exchange rates, 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).

#### 45. 財務風險管理目標及政策(續)

##### 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(2020年：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%(2020年：100%)的成本則以該等單位的功能貨幣計算。

此外，本集團因現金及銀行結餘、按公允價值計入損益的金融資產、應收貸款、應收關聯公司款項、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、計息銀行及其他借款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 US\$/RMB rate 美元/ 人民幣匯率 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>2021</b>	<b>2021年</b>		
If the RMB weakens against the US\$	如人民幣兌美元貶值	(5%)	(571,976)
If the RMB strengthens against the US\$	如人民幣兌美元升值	5%	571,976
<b>2020</b>	<b>2020年</b>		
If the RMB weakens against the US\$	如人民幣兌美元貶值	(5%)	(239,864)
If the RMB strengthens against the US\$	如人民幣兌美元升值	5%	239,864

31 December 2021  
2021年12月31日**45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)**

Foreign currency risk (Continued)

**45. 財務風險管理目標及政策(續)**

外匯風險(續)

		Increase/ (decrease) in HK\$/RMB rate 港元/ 人民幣匯率 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>2021</b>	<b>2021年</b>		
If the RMB weakens against the HK\$	如人民幣兌港元貶值	(5%)	(5,855)
If the RMB strengthens against the HK\$	如人民幣兌港元升值	5%	5,855
<b>2020</b>	<b>2020年</b>		
If the RMB weakens against the HK\$	如人民幣兌港元貶值	(5%)	(10,574)
If the RMB strengthens against the HK\$	如人民幣兌港元升值	5%	10,574

**Credit risk**

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant. For transactions that are not denominated in the functional currency of the relevant operating unit, the Group does not offer credit terms without the specific approval of the Head of Credit Control.

**Maximum exposure and year-end staging**

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification. The amounts presented are gross carrying amounts for financial assets.

**信貸風險**

本集團僅與獲認可及信譽良好的第三方交易。本集團之政策為所有有意按信貸條款進行交易的客戶均須接受信貸審核程序。此外，由於持續對應收款項結餘進行監控，故本集團面臨的壞賬風險並不重大。對於並非以有關營運單位使用的功能貨幣計值的交易，本集團在未經信貸監控主管特定批准的情況下不予提供信貸期。

**最高風險及年結階段**

下表載列基於本集團的信貸政策的信貸質素及最高信貸風險，主要基於逾期資料(除非其他資料可在無須付出不必要成本或努力的情況下獲得)及年結階段分析。所呈列的有關金額指金融資產總賬面值。

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45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk (Continued)

Maximum exposure and year-end staging (Continued)

As at 31 December 2021

45. 財務風險管理目標及政策(續)

信貸風險(續)

最高風險及年結階段(續)

於2021年12月31日

		12-month ECLs 12個月 預期信貸虧損		Lifetime ECLs 存續期預期信貸虧損		Total 總計 RMB'000 人民幣千元
		Stage 1 第1階段 RMB'000 人民幣千元	Stage 2 第2階段 RMB'000 人民幣千元	Stage 3 第3階段 RMB'000 人民幣千元	Simplified approach 簡化方法 RMB'000 人民幣千元	
Trade receivables*	貿易應收款項*	—	—	—	4,615	4,615
Financial assets included in prepayments, other receivables and other assets — Normal**	計入預付款項、其他 應收款項及其他 資產的金融資產 — 正常**	11,052,734	—	—	—	11,052,734
Financial assets at fair value through profit or loss	按公允價值計入損益的 金融資產	516,908	—	—	—	516,908
Due from related companies	應收關聯公司款項	13,678,744	—	—	—	13,678,744
Cash and bank balances	現金及銀行結餘	16,039,258	—	—	—	16,039,258
		41,287,644	—	—	4,615	41,292,259

31 December 2021  
2021年12月31日**45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)**

Credit risk (Continued)

*Maximum exposure and year-end staging (Continued)***As at 31 December 2020**

		12-month ECLs 12個月 預期信貸虧損		Lifetime ECLs 存續期預期信貸虧損		Total 總計 RMB'000 人民幣千元
		Stage 1 第1階段 RMB'000 人民幣千元	Stage 2 第2階段 RMB'000 人民幣千元	Stage 3 第3階段 RMB'000 人民幣千元	Simplified approach 簡化方法 RMB'000 人民幣千元	
Trade receivables*	貿易應收款項*	—	—	—	7,067	7,067
Financial assets included in prepayments, other receivables and other assets — Normal**	計入預付款項、其他應收款項及其他資產的金融資產 — 正常**	6,826,734	—	—	—	6,826,734
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產	428,521	—	—	—	428,521
Loan receivables	應收貸款	211,721	—	—	—	211,721
Due from related companies	應收關聯公司款項	8,801,141	—	—	—	8,801,141
Cash and bank balances	現金及銀行結餘	18,525,081	—	—	—	18,525,081
		34,793,198	—	—	7,067	34,800,265

\* For trade receivables to which the Group applies the simplified approach for impairment, there is no significant concentration of credit risk.

\*\* The credit quality of the financial assets included in prepayments, other receivables and other assets is considered to be “normal” when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition.

**45. 財務風險管理目標及政策(續)**

信貸風險(續)

*最高風險及年結階段(續)***於2020年12月31日**

\* 就本集團應用簡化減值方法的貿易應收款項，概無重大信貸集中風險。

\*\* 計入預付款項、其他應收款項及其他資產中的金融資產信貸質量在未逾期時被視為「正常」，並且沒有資料表明該等金融資產自初始確認以來信貸風險顯著增加。



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#### 45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

##### 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, trade and bills payables, lease liabilities, amounts due to related companies and other payables. 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:

#### 45. 財務風險管理目標及政策(續)

##### 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、貿易應付款項及應付票據、租賃負債、應付關聯公司款項及其他應付款項維持資金持續性及靈活性之間的平衡。現金流量的情況受持續密切監控。

本集團於報告期末按合同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 2021</b>	<b>2021年12月31日</b>					
Interest-bearing bank and other borrowings	計息銀行及其他借款	—	932,503	7,187,096	16,791,407	24,911,006
Senior notes	優先票據	—	318,147	5,195,340	8,575,356	14,088,843
Trade and bills payables	貿易應付款項及應付票據	6,706,397	—	—	—	6,706,397
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	7,779,100	215,524	—	—	7,994,624
Lease liabilities	租賃負債	—	16,353	97,638	2,438,113	2,552,104
Due to related companies	應付關聯公司款項	10,342,353	—	—	—	10,342,353
		<b>24,827,850</b>	<b>1,482,527</b>	<b>12,480,074</b>	<b>27,804,876</b>	<b>66,595,327</b>

31 December 2021  
2021年12月31日**45. FINANCIAL RISK MANAGEMENT OBJECTIVES  
AND POLICIES (Continued)**

## Liquidity risk (Continued)

		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 2020</b>	<b>2020年12月31日</b>					
Interest-bearing bank and other borrowings	計息銀行及其他借款	—	3,804,748	5,835,143	15,410,229	25,050,120
Senior notes	優先票據	—	2,918,994	618,925	8,171,945	11,709,864
Trade and bills payables	貿易應付款項及 應付票據	6,244,841	—	—	—	6,244,841
Financial liabilities included in other payables and accruals	計入其他應付款項及 應計費用的 金融負債	7,559,525	3,465	10,588	224,720	7,798,298
Lease liabilities	租賃負債	—	16,487	56,233	2,725,154	2,797,874
Due to related companies	應付關聯公司款項	8,068,242	—	—	—	8,068,242
		21,872,608	6,743,694	6,520,889	26,532,048	61,669,239

**Interest rate benchmark reform**

As at 31 December 2021, the Group had certain interest-bearing bank borrowings denominated in United States dollars. The interest rates of these instruments are based on the LIBOR with a tenor of six months or twelve months, which will cease to be published after 30 June 2023. Replacement of the benchmark rates of these instruments from LIBOR to an RFR has yet to commence but it is expected that there will be renegotiations of terms in the future. During the transition, the Group is exposed to the following risks:

- Parties to the contract may not reach agreement in a timely manner as any changes to the contractual terms require the agreement of all parties to the contract

**45. 財務風險管理目標及政策(續)**

## 流動資金風險(續)

		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 2020</b>	<b>2020年12月31日</b>					
Interest-bearing bank and other borrowings	計息銀行及其他借款	—	3,804,748	5,835,143	15,410,229	25,050,120
Senior notes	優先票據	—	2,918,994	618,925	8,171,945	11,709,864
Trade and bills payables	貿易應付款項及 應付票據	6,244,841	—	—	—	6,244,841
Financial liabilities included in other payables and accruals	計入其他應付款項及 應計費用的 金融負債	7,559,525	3,465	10,588	224,720	7,798,298
Lease liabilities	租賃負債	—	16,487	56,233	2,725,154	2,797,874
Due to related companies	應付關聯公司款項	8,068,242	—	—	—	8,068,242
		21,872,608	6,743,694	6,520,889	26,532,048	61,669,239

**利率基準改革**

於2021年12月31日，本集團擁有若干以美元計值的計息銀行借款。該等金融工具的利率基於倫敦銀行同業拆息，期限為六個月或十二個月，將在2023年6月30日之後停止公佈。尚未開始將該等工具的基準利率從倫敦銀行同業拆息替換為無風險利率，但預計未來將重新協商條款。於過渡期間，本集團面臨以下風險：

- 由於合同條款的任何變更均須經合同各方同意，故合同各方或許無法及時達成協議

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#### 45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

##### Interest rate benchmark reform (Continued)

- Additional time may be needed for the parties to the contract to reach agreement as they may renegotiate terms which are not part of the interest rate benchmark reform (e.g., changing the credit spread of the bank borrowings due to changes in credit risk of the Group)
- The existing fallback clause included in the instruments may not be adequate to facilitate a transition to a suitable RFR

The Group will continue to monitor the development of the reform and take proactive measures for a smooth transition.

The information about financial instruments based on an interbank offered rate that has yet to transition to an alternative benchmark rate is as follows:

As at 31 December 2021

#### 45. 財務風險管理目標及政策(續)

##### 利率基準改革(續)

- 由於合同各方或許會重新協商不屬於利率基準改革的條款(例如,因集團信貸風險的變化而改變銀行借款的信貸利差),故合同各方或許需要額外時間達成協議
- 工具中含有的現有備用條款或許不足以促進過渡到一個適當的無風險利率

本集團將繼續監控改革進展,並採取積極措施實現平穩過渡。

關於基於銀行同業拆息但尚未過渡到替代基準利率的金融工具的資料如下:

於2021年12月31日

		Non-derivative financial liabilities- carrying value 非衍生金融負 債 — 賬面值 RMB'000 人民幣千元
Interest-bearing bank borrowings	計息銀行借款	600,977
		600,977

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#### 45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

##### 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 and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2021 and 31 December 2020.

#### 45. 財務風險管理目標及政策(續)

##### 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變化及相關資產的風險特色管理及調整其資本架構。為維持或調整資本架構，本集團可調整派付予股東的股息、向股東歸還資本或發行新股。本集團不受限於任何外部施加的資本要求。截至2021年12月31日及2020年12月31日止年度，資本管理的目標、政策或流程未發生變化。

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#### 45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

##### Capital management (Continued)

The Group monitors capital using a gearing ratio, which is net debt divided by the adjusted capital plus net debt. Net debt includes interest-bearing bank and other borrowings, senior notes, trade and bills payables, other payables and accruals, lease liabilities and amounts due to related companies less cash and cash equivalents. Capital includes equity attributable to owners of the parent. The gearing ratios as at the end of the reporting periods were as follows:

		31 December 2021 2021年 12月31日 RMB'000 人民幣千元	31 December 2020 2020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	6,706,397	6,244,841
Other payables and accruals	其他應付款項及應計費用	7,994,624	7,759,870
Interest-bearing bank and other borrowings	計息銀行及其他借款	21,744,913	22,052,174
Senior notes	優先票據	12,390,202	10,252,894
Lease liabilities	租賃負債	1,715,979	1,781,144
Due to related companies	應付關聯公司款項	10,342,353	8,068,242
Less: Cash and cash equivalents	減：現金及現金等價物	13,887,798	(12,409,052)
Net debt	債務淨額	47,006,670	43,750,113
Equity attributable to owners of the parent	母公司擁有人應佔權益	15,766,460	15,180,337
Capital and net debt	資本及債務淨額	62,773,130	58,930,450
Gearing ratio	資本負債比率	75%	74%

#### 45. 財務風險管理目標及政策(續)

##### 資本管理(續)

本集團採用資本負債比率(即債務淨額除以經調整資本與債務淨額的和)來監控資本。債務淨額包括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、租賃負債及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：

#### 46. EVENTS AFTER THE REPORTING PERIOD

There was no significant subsequent event undertaken by the Company after 31 December 2021.

#### 46. 報告期間後事項

本公司於2021年12月31日後並無進行任何重大期後事項。

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As further explained in note 2.2 to the consolidated financial statements, due to the Policy Change during the current year, the presentation of certain items in the consolidated statement of cash flows has been revised to comply with the new accounting policy. Accordingly, certain comparative amounts have been reclassified and restated to conform with the current year's presentation.

**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:

**47. 比較金額**

誠如綜合財務報表附註2.2所進一步解釋，由於本年度的政策變動，綜合現金流量表中若干項目的呈列方式已經修訂，以符合新的會計政策。因此，若干比較金額已重新分類並重列，以符合本年度的呈列方式。

**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：

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>		
Loan receivables	應收貸款	—	211,721
Property, plant and equipment	物業、廠房及設備	37	47
Investment in a subsidiary	於一間附屬公司的投資	1,945,919	1,945,919
Total non-current assets	非流動資產總值	1,945,956	2,157,687
<b>CURRENT ASSETS</b>	<b>流動資產</b>		
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	237,364	117,444
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產	138,515	150,687
Due from subsidiaries	應收附屬公司款項	11,169,209	5,253,759
Cash and bank balances	現金及銀行結餘	1,279,837	6,106,479
Total current assets	流動資產總值	12,824,925	11,628,369
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>		
Other payables and accruals	其他應付款項及應計費用	17,109	19,641
Due to subsidiaries	應付附屬公司款項	873,276	664,540
Interest-bearing bank loans and other borrowings	計息銀行貸款及其他借款	535,603	43,110
Senior notes	優先票據	4,521,504	2,671,726
Total current liabilities	流動負債總額	5,947,492	3,399,017
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>	<b>6,877,433</b>	8,229,352
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>資產總值減流動負債</b>	<b>8,823,389</b>	10,387,039

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**48. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)**

Information about the statement of financial position of the Company at the end of the reporting period is as follows:  
(Continued)

**48. 本公司的財務狀況表(續)**

有關本公司於報告期末的財務狀況表的資料如下:(續)

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>		
Interest-bearing bank loans and other borrowings	計息銀行貸款及其他借款	<b>223,882</b>	461,072
Senior notes	優先票據	<b>7,868,698</b>	7,581,168
Total non-current liabilities	非流動負債總額	<b>8,092,580</b>	8,042,240
Net assets	資產淨值	<b>730,809</b>	2,344,799
<b>EQUITY</b>	<b>權益</b>		
Share capital	股本	<b>28,409</b>	28,275
Share premium	股份溢價	<b>1,887,875</b>	2,257,437
Other reserves	其他儲備	<b>(1,185,475)</b>	59,087
Total equity	權益總額	<b>730,809</b>	2,344,799

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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	Share premium	Other reserve	Share award scheme	Share option reserve	Accumulated losses	Total
		股本	股份溢價	其他儲備	股份獎勵計劃	購股權儲備	累計虧損	總計
		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
Balance at 1 January 2020	於2020年1月1日的結餘	28,254	2,628,301	1,945,919	—	55,655	(759,059)	3,899,070
Total comprehensive loss for the year	年內全面虧損總額	—	—	—	—	—	(1,198,149)	(1,198,149)
Exercise of share options	行使購股權	21	5,807	—	—	(1,910)	—	3,918
Recognition of equity-settled share-based payments	確認為以股權結算以股份為基礎的付款	—	—	—	53,755	17,276	—	71,031
Purchase of shares under the share award scheme	根據股份獎勵計劃購買股份	—	—	—	(54,400)	—	—	(54,400)
Final 2019 dividend declared	2019年已宣派末期股息	—	(376,671)	—	—	—	—	(376,671)
Balance at 31 December 2020	於2020年12月31日的結餘	28,275	2,257,437	1,945,919	(645)	71,021	(1,957,208)	2,344,799
Total comprehensive loss for the year	年內全面虧損總額	—	—	—	—	—	(1,200,980)	(1,200,980)
Exercise of share options	行使購股權	134	33,422	—	—	(12,730)	—	20,826
Recognition of equity-settled share-based payments	確認為以股權結算以股份為基礎的付款	—	—	—	—	(30,852)	—	(30,852)
Final 2020 dividend declared	2020年已宣派末期股息	—	(402,984)	—	—	—	—	(402,984)
Balance at 31 December 2021	於2021年12月31日的結餘	28,409	1,887,875	1,945,919	(645)	27,439	(3,158,188)	730,809



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#### 49. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 30 March 2022.

#### 49. 核准財務報表

財務報表已於2022年3月30日經董事會批准並授權刊發。

		2017	2018	2019	2020	2021
		2017年	2018年	2019年	2020年	2021年
		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
REVENUE	收入	6,139,672	9,238,741	15,169,506	20,158,701	<b>26,666,979</b>
Cost of sales	銷售成本	(3,648,023)	(6,351,656)	(11,356,243)	(15,650,959)	<b>(21,585,691)</b>
Gross profit	毛利	2,491,649	2,887,085	3,813,263	4,507,742	<b>5,081,288</b>
Other income and gains	其他收入及收益	282,946	235,973	331,217	632,630	<b>339,106</b>
Selling and distribution expenses	銷售及分銷開支	(240,256)	(341,771)	(651,982)	(927,623)	<b>(956,619)</b>
Administrative expenses	行政開支	(305,204)	(686,271)	(1,089,711)	(990,669)	<b>(944,380)</b>
Other expenses	其他開支	(17,478)	(48,159)	(36,560)	(39,356)	<b>(29,221)</b>
Fair value gains on investment properties	投資物業的公允價值 收益	(287,414)	260,803	310,456	258,949	<b>276,442</b>
Finance costs	融資成本	(441,537)	(499,297)	(634,309)	(725,412)	<b>(961,636)</b>
Share of profits and losses of:	應佔以下單位利潤及 虧損：					
Joint ventures	合營企業	486,563	387,008	97,724	(85,034)	<b>(52,304)</b>
Associates	聯營企業	(68,485)	(19,993)	595,285	528,110	<b>372,136</b>
PROFIT BEFORE TAX	稅前利潤	1,900,784	2,175,378	2,735,383	3,159,337	<b>3,124,812</b>
Income tax expense	所得稅開支	(705,301)	(852,253)	(1,099,523)	(1,304,397)	<b>(1,259,161)</b>
PROFIT FOR THE YEAR	年度利潤	1,195,483	1,323,125	1,635,860	1,854,940	<b>1,865,651</b>
Attributable to:	以下各方應佔：					
Owners of the parent	母公司擁有人	1,220,728	1,412,264	1,467,555	1,660,967	<b>1,245,840</b>
Non-controlling interests	非控股權益	(25,245)	(89,139)	168,305	193,973	<b>619,811</b>
		1,195,483	1,323,125	1,635,860	1,854,940	<b>1,865,651</b>
Total non-current assets	非流動資產總值	11,159,712	13,608,822	21,099,092	26,712,888	<b>30,583,933</b>
Total current assets	流動資產總值	30,165,631	54,313,242	74,297,992	92,332,282	<b>102,164,901</b>
Total assets	總資產	41,325,343	67,922,064	95,397,084	119,045,170	<b>132,748,834</b>
Total non-current liabilities	非流動負債總值	8,915,078	13,422,964	20,474,805	25,190,242	<b>26,786,296</b>
Total current liabilities	流動負債總值	23,953,399	40,649,355	56,875,830	66,451,344	<b>74,216,683</b>
Total liabilities	總負債	32,868,477	54,072,319	77,350,635	91,641,586	<b>101,002,979</b>
Equity attributable to owners of parent	母公司擁有人應佔 權益	8,298,147	12,694,905	13,887,745	15,180,337	<b>15,766,460</b>
Non-controlling interests	非控股權益	158,719	1,154,840	4,158,704	12,223,247	<b>15,979,395</b>
Total equity	總權益	8,456,866	13,849,745	18,046,449	27,403,584	<b>31,745,855</b>



**Rsun** 弘陽

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

