

# 綠城服務集團有限公司 Greentown Service Group Co. Ltd.

根據開曼群島法例註冊成立的有限公司  
 (a company incorporated under the laws of the Cayman Islands with limited liability)

Stock Code 股份代號: 2869

真誠

善意

精緻

完美

## 幸福生活服務商

### 物業服務



### 物業服務+增值服務



# 2016年報

ANNUAL REPORT

# 核心價值

CORE VALUES

完美

PERFECTION

真誠  
SINCERITY

善意  
WELL-  
INTENTIONED

精緻  
IMPECCABILITY

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### BOARD OF DIRECTORS

#### Executive Directors

Ms. Li Hairong (Chairman)  
Mr. Yang Zhangfa  
Mr. Wu Zhihua  
Mr. Chen Hao

#### Non-Executive Directors

Mr. Shou Bainian  
Ms. Xia Yibo

#### Independent Non-Executive Directors

Mr. Tian Zaiwei  
Mr. Poon Chiu Kwok  
Mr. Wong Ka Yi

### AUDIT COMMITTEE

Mr. Poon Chiu Kwok (Chairman)  
Mr. Tian Zaiwei  
Mr. Wong Ka Yi

### REMUNERATION COMMITTEE

Mr. Poon Chiu Kwok (Chairman)  
Mr. Tian Zaiwei  
Mr. Wong Ka Yi

### NOMINATION COMMITTEE

Mr. Wong Ka Yi (Chairman)  
Mr. Tian Zaiwei  
Mr. Poon Chiu Kwok

### JOINT COMPANY SECRETARIES

Mr. Ho, Kenneth Kai Chung  
Ms. Ng Sau Mei

### AUTHORISED REPRESENTATIVES

Mr. Wu Zhihua  
Mr. Ho, Kenneth Kai Chung

### REGISTERED OFFICE

Cricket Square, Hutchins Drive  
P.O. Box 2681, Grand Cayman KY1-1111  
Cayman Islands

### HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN CHINA

Block B  
Xixi International Business Center  
No.767 West Wenyi Road  
Hangzhou, Zhejiang Province  
The PRC

### PLACE OF BUSINESS IN HONG KONG

36/F, Tower Two, Times Square  
1 Matheson Street, Causeway Bay  
Hong Kong

### 董事會

#### 執行董事

李海榮女士(主席)  
楊掌法先生  
吳志華先生  
陳浩先生

#### 非執行董事

壽柏年先生  
夏一波女士

#### 獨立非執行董事

田在瑋先生  
潘昭國先生  
黃嘉宜先生

#### 審核委員會

潘昭國先生(主席)  
田在瑋先生  
黃嘉宜先生

#### 薪酬委員會

潘昭國先生(主席)  
田在瑋先生  
黃嘉宜先生

#### 提名委員會

黃嘉宜先生(主席)  
田在瑋先生  
潘昭國先生

#### 聯席公司秘書

何啟忠先生  
伍秀薇女士

#### 授權代表

吳志華先生  
何啟忠先生

#### 註冊辦事處

Cricket Square, Hutchins Drive  
P.O. Box 2681, Grand Cayman KY1-1111  
Cayman Islands

#### 總部及中國主要營業地點

中國  
浙江省杭州市  
文一西路767號  
西溪國際商務中心  
B幢

#### 香港主要營業地點

香港  
銅鑼灣勿地臣街1號  
時代廣場二座36樓

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Codan Trust Company (Cayman) Limited  
Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

### HONG KONG SHARE REGISTRAR

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

### AUDITORS

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

### LEGAL ADVISOR

Paul Hastings  
21-22/F, Bank of China Tower  
1 Garden Road  
Hong Kong

### COMPLIANCE ADVISOR

VBG Capital Limited  
18/F, Prosperity Tower,  
39 Queen's Road Central,  
Central, Hong Kong

### PRINCIPAL BANK

Agricultural Bank of China (Hangshan Road Branch)  
283 Wensanxi Road  
Xihu District, Hangzhou  
Zhejiang Province  
The PRC

Bank of China (Hong Kong) Limited  
1 Garden Road  
Hong Kong

### COMPANY WEBSITE

[www.lvchengfuwu.com](http://www.lvchengfuwu.com)

### STOCK CODE

2869

### LISTING DATE

12 July 2016

### 主要股份過戶登記處

Codan Trust Company (Cayman) Limited  
Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

### 香港股份過戶登記處

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

### 核數師

畢馬威會計師事務所  
執業會計師  
香港中環  
遮打道 10 號  
太子大廈 8 樓

### 法律顧問

普衡律師事務所  
香港  
花園道 1 號  
中銀大廈 21 至 22 樓

### 合規顧問

建泉融資有限公司  
香港中環  
皇后大道中 39 號  
豐盛創建大廈 18 樓

### 主要往來銀行

中國農業銀行杭三路支行  
中國  
浙江省  
杭州市西湖區  
文三西路 283 號

中國銀行(香港)有限公司  
香港  
花園道一號

### 公司網址

[www.lvchengfuwu.com](http://www.lvchengfuwu.com)

### 股份代號

2869

### 上市日期

2016 年 7 月 12 日



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Perfection

# Historical Financial Highlights

## 歷史財務摘要

For the year ended 31 December

截至 12 月 31 日止年度

		2013	2014	2015	2016
		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>PROFIT OR LOSS</b>	<b>損益</b>				
Revenue	收入	1,671,647	2,204,565	2,918,627	<b>3,721,993</b>
Gross profit	毛利	242,429	363,086	530,925	<b>716,027</b>
Operating profit	經營利潤	110,512	199,832	283,766	<b>416,799</b>
Profit before tax	除稅前利潤	108,390	198,618	278,126	<b>418,588</b>
<b>Net profit attributable to equity shareholders of the Company</b>	<b>公司權益股東應佔溢利</b>	<b>83,712</b>	<b>149,189</b>	<b>197,818</b>	<b>285,540</b>
Gross margin	毛利率	14.5%	16.5%	18.2%	<b>19.2%</b>
Operating margin	經營利潤率	6.6%	9.1%	9.7%	<b>11.2%</b>
Net margin	淨利率	5.0%	6.8%	6.8%	<b>7.7%</b>
<b>Financial ratios</b>	<b>財務比率</b>				
<b>Liquidity</b>	<b>流動資金</b>				
Current ratio	流動比率	1.03x	1.00x	0.94x	<b>1.84x</b>
Quick ratio	速動比率	1.01x	1.00x	0.93x	<b>1.83x</b>
<b>Capital adequacy</b>	<b>資本充足率</b>				
Net gearing ratio (1)	淨資產負債比率 (1)	Net cash 淨現金	Net cash 淨現金	Net cash 淨現金	<b>Net cash 淨現金</b>
Net cash per share (RMB) (2)	每股淨現金 (人民幣) (2)	–	–	–	<b>0.785</b>
Net cash ex-IPO proceeds per share (RMB) (3)	不包括上市募集資金，每股淨現金 (人民幣) (3)	–	–	–	<b>0.329</b>
<b>Rates of return</b>	<b>回報率</b>				
Dividend per share (HK\$) (4)	每股派息 (港元) (4)	–	–	–	<b>0.04</b>
Dividend payout ratio after listing (5)	上市後派息比率 (5)	–	–	–	<b>35.0%</b>
Return on net equity (6)	淨權益回報率 (6)	39.9%	68.5%	132.8%	<b>16.4%</b>
Return on total assets (7)	總資產回報率 (7)	8.7%	11.5%	12.0%	<b>8.6%</b>
<b>OPERATION EFFICIENCY</b>	<b>運營效率</b>				
Contract renewal rate	合同續約率	95.6%	98.9%	97.0%	–

# Historical Financial Highlights

## 歷史財務摘要

- |  |   |
|--|---|
| <p>(1) Net gearing ratio is calculated as cash and cash equivalents minus bank loans, and then divided by net assets</p> <p>(2) Net cash per share is calculated as cash and cash equivalents minus bank loans, then divided by total number of shares in issuance at the end of 2016</p> <p>(3) Net cash ex-IPO proceeds per share is calculated as cash and cash equivalents minus the net IPO proceeds raised (RMB1,265.8 million), minus bank loans, then divided by total number of shares in issuance at the end of 2016</p> <p>(4) This is based on total number of shares issued as at end 2016: 2,777,776,000 shares</p> <p>(5) Dividend payout ratio after listing is defined as the proposed percentage by the Board of after tax profit attributable to equity shareholders for the year, set for dividend distribution to equity shareholders</p> <p>(6) Return on net equity is calculated as net profit attributable to equity shareholders of the Company divided by net assets</p> <p>(7) Return on total assets is calculated as profit attributable to equity shareholders of the Company divided by total assets</p> | <p>(1) 淨資產負債比率計算方法是以現金及現金等價物減去銀行貸款，然後除以淨資產</p> <p>(2) 每股淨現金的計算方法是以現金及現金等價物減去銀行負債，然後除以2016年底已發行總股數</p> <p>(3) 不包括上市募集資金，每股淨現金的計算方法是以現金和現金等價物減去上市募集金額(人民幣1,265.8百萬)，再減去銀行負債，然後除以2016年底已發行總股數</p> <p>(4) 這是基於2016年底已發行的總股數：2,777,776,000股</p> <p>(5) 派息／分紅比率的定義是董事會按當年的稅後，公司權益股東應佔溢利同意撥出用作派息／分紅於股東的百分比</p> <p>(6) 淨資產回報率計算方法是以公司權益股東應佔溢利除以淨資產</p> <p>(7) 總資產回報率計算方法是以公司權益股東應佔溢利除以總資產</p> |
|--|---|

## FINANCIAL POSITION

## 財務狀況

For the year ended 31 December

於12月31日

		2013	2014	2015	2016
		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
Cash and cash equivalents	現金及現金等價物	299,441	437,419	835,897	2,181,692
Trade and other receivables	貿易和其他應收款	311,909	437,663	419,952	546,666
<b>Current assets</b>	<b>流動資產</b>	751,414	1,068,366	1,376,874	2,853,076
<b>Total assets</b>	<b>總資產</b>	959,575	1,302,315	1,641,885	3,322,719
Bank loans	銀行貸款	40,000	100,000	180,000	–
<b>Total liabilities</b>	<b>負債合計</b>	749,530	1,085,031	1,493,008	1,576,983
<b>Net assets</b>	<b>資產淨額</b>	210,045	217,284	148,877	1,745,736



### CONSOLIDATED CASHFLOW

### 綜合現金流量

For the year ended 31 December

截至12月31日止年度

		2013	2014	2015	2016
		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
Net cash generated from operating activities	經營活動所得現金淨額	173,593	332,802	510,822	<b>393,661</b>
Net cash (used in)/generated from investing activities	投資活動(所用)/所得現金淨額	(72,400)	(164,138)	131,660	<b>(146,864)</b>
Net cash (used in)/generated from financing activities	融資活動(所用)/所得現金淨額	(10,635)	(30,686)	(243,950)	<b>1,056,525</b>
Net increase in cash & cash Equivalents	現金及現金等價物增加淨額	90,558	137,978	398,532	<b>1,303,322</b>
Cash & cash equivalents at the beginning of the year	年初現金及現金等價物	208,883	299,441	437,419	<b>835,897</b>
Effect of foreign exchange rate changes	匯率變動影響	–	–	(54)	<b>42,473</b>
<b>Cash &amp; cash equivalents at the end of the year</b>	<b>年末現金及現金等價物</b>	<b>299,441</b>	<b>437,419</b>	<b>835,897</b>	<b>2,181,692</b>

# Awards and Honors

## 獎項及榮譽

<b>Awards</b> 獎項	<b>Name of the award/awarding organization</b> 獎項名稱／舉辦機構
 <p>中国幸福社区公信榜                      HAPPY COMMUNITY LIST OF PUBLIC TRUST IN CHINA                      (2016)                      最值得业主信赖的十大物业服务品牌                      绿城物业                      中国幸福社区公信榜组委会                      《住宅与房地产》杂志社                      二零一六年十二月二十八日</p>	<p><b>Ten Most Trustworthy Property Service Brands for Medal of Homeowners</b>                      Committee of Happy Community List of Public Trust in China                      “Housing and Real Estate” magazine                      最值得業主信賴的十大物業服務品牌的獎牌                      中國幸福社區公信榜組委會                      《住宅與房地產》雜誌社</p>
 <p>绿城物业服务集团有限公司  <b>浙江省服务业百强企业</b>                      浙江省企业联合会 浙江省企业家协会 浙江省工业经济联合会                      二〇一六年九月</p>	<p><b>Certificate of Top Hundred Companies in Zhejiang in the Service Industry</b>                      Enterprises Association of Zhejiang Province                      Entrepreneurs Association of Zhejiang Province                      Industrial Economic Federation of Zhejiang Province                      浙江省服務業百強企業的證書                      浙江省企業聯合會                      浙江省企業家協會                      浙江省工業經濟聯合會</p>



# Awards and Honors

## 獎項及榮譽

<b>Awards</b> <b>獎項</b>	<b>Name of the award/awarding organization</b> <b>獎項名稱／舉辦機構</b>
 <p><b>证书</b> CERTIFICATE</p> <p><b>绿城物业服务集团有限公司</b> 2016 中国物业服务特色企业——智慧园区服务体系</p> <p>中国物业管理行业 TOP100 研究, 由中国物业管理协会和中国指数研究院双方共同建立, 运用科学的评价方法和指标体系, 对中国优秀物业服务企业进行系统研究, 形成了 2016 中国物业服务百强企业成长性 TOP10。</p> <p>China Property Management TOP100, established by China Property Management Institute and China Index Academy, used scientific methodology and criterion to conclude with the outcome of 2016 China Specialized Property Service Company.</p>	<p><b>Certificate of 2016 China Specialized Property Service Company — Smart Community Service System</b> China Index Academy <b>2016 中國物業服務特色企業——智慧園區服務體系證書</b> 中國指數研究院</p>
 <p><b>证书</b> CERTIFICATE</p> <p><b>绿城物业服务集团有限公司</b> 荣获 2016 中国物业服务百强企业成长性 TOP10</p> <p>2016 China TOP10 Property Management Companies in terms of growth potential</p> <p>中国物业管理行业 TOP100 研究, 由中国物业管理协会和中国指数研究院双方共同建立, 运用科学的评价方法和指标体系, 对中国优秀物业服务企业进行系统研究, 形成了 2016 中国物业服务百强企业成长性 TOP10。</p> <p>China Property Management TOP100, established by China Property Management Institute and China Index Academy, used scientific methodology and criterion to conclude with the outcome of 2016 China Top 100 Property Management Companies.</p>	<p><b>Certificate of 2016 China Top10 Property Management Companies in terms of growth potential</b> China Index Academy <b>2016 中國物業服務百強企業成長性 TOP10 證書</b> 中國指數研究院</p>
 <p><b>证书</b> CERTIFICATE</p> <p><b>绿城物业服务集团有限公司</b> 荣获 2016 中国物业服务百强企业服务规模 TOP10</p> <p>2016 China TOP10 Property Management Companies in terms of business size</p> <p>中国物业管理行业 TOP100 研究, 由中国物业管理协会和中国指数研究院双方共同建立, 运用科学的评价方法和指标体系, 对中国优秀物业服务企业进行系统研究, 形成了 2016 中国物业服务百强企业服务规模 TOP10。</p> <p>China Property Management TOP100, established by China Property Management Institute and China Index Academy, used scientific methodology and criterion to conclude with the outcome of 2016 China Top 100 Property Management Companies.</p>	<p><b>Certificate of 2016 China Top10 Property Management Companies in terms of business size</b> China Index Academy <b>2016 中國物業服務百強企業服務規模 TOP10 證書</b> 中國指數研究院</p>



# Awards and Honors

## 獎項及榮譽

<b>Awards</b> <b>獎項</b>	<b>Name of the award/awarding organization</b> <b>獎項名稱／舉辦機構</b>
 <p> <b>证书</b>  <b>CERTIFICATE</b>  <b>绿城物业服务集团有限公司</b>  <b>荣获 2016 中国物业服务百强企业服务质量 TOP10</b>  <b>2016 China TOP10 Property Management Companies in terms of service quality</b>  <small>中国物业管理行业 TOP100 研究组，由中国物业管理协会和中国指数研究院双方共同成立，运用科学的评估方法和指标体系，对中国优秀物业服务企业进行系统研究，形成了 2016 中国物业服务百强企业研究成果。</small>  <small>China Property Management TOP100, established by China Property Management Institute and China Index Academy, used scientific methodology and criteria to conclude with the outcome of 2016 China Top 100 Property Management Companies.</small> </p>	<p> <b>Certificate of 2016 China Top10 Property Management Companies in terms of service quality</b>            China Index Academy  <b>2016 中國物業服務百強企業服務質量 TOP10 證書</b>            中國指數研究院         </p>
 <p> <b>证书</b>  <b>CERTIFICATE</b>  <b>绿城物业服务集团有限公司</b>  <b>荣获 2016 中国物业服务百强企业综合实力 TOP10</b>  <b>2016 China TOP10 Property Management Companies in terms of comprehensive strength</b>  <small>中国物业管理行业 TOP100 研究组，由中国物业管理协会和中国指数研究院双方共同成立，运用科学的评估方法和指标体系，对中国优秀物业服务企业进行系统研究，形成了 2016 中国物业服务百强企业研究成果。</small>  <small>China Property Management TOP100, established by China Property Management Institute and China Index Academy, used scientific methodology and criteria to conclude with the outcome of 2016 China Top 100 Property Management Companies.</small> </p>	<p> <b>Certificate of 2016 China Top10 Property Management Companies in terms of comprehensive strength</b>            China Index Academy  <b>2016 中國物業服務百強企業綜合實力 TOP10 證書</b>            中國指數研究院         </p>
 <p> <b>证书</b>  <b>CERTIFICATE</b>  <b>绿城物业服务集团有限公司</b>  <b>荣获 2016 中国物业服务百强满意度领先企业</b>  <b>2016 China leading property management companies in terms of customer satisfaction</b>  <small>中国物业管理行业 TOP100 研究组，由中国物业管理协会和中国指数研究院双方共同成立，运用科学的评估方法和指标体系，对中国优秀物业服务企业进行系统研究，形成了 2016 中国物业服务百强企业研究成果。</small>  <small>China Property Management TOP100, established by China Property Management Institute and China Index Academy, used scientific methodology and criteria to conclude with the outcome of 2016 China Top 100 Property Management Companies.</small> </p>	<p> <b>Certificate of 2016 China Leading Property Management Companies in terms of customer satisfaction</b>            China Index Academy  <b>2016 中國物業服務百強滿意度領先企業證書</b>            中國指數研究院         </p>

# Awards and Honors

## 獎項及榮譽

<b>Awards</b> <b>獎項</b>	<b>Name of the award/awarding organization</b> <b>獎項名稱／舉辦機構</b>
 <p>证书 CERTIFICATE</p> <p>绿城物业服务集团有限公司 荣获 2016 中国高端物业服务市场地位领军企业</p> <p>中国物业管理行业 TOP100 颁奖礼，由中国物业管理协会和中国指数研究院联合主办，是科学的评价方法最新标准体系，对中国优秀物业服务企业进行表彰。组织了 2016 中国物业服务品牌化运营成果鉴定。</p> <p>China Property Management TOP100, established by China Property Management Institute and China Index Academy, used scientific methodology and criterion to conclude with the outcome of 2016 China Specialized Property Service Company.</p>	<p><b>Certificate of 2016 Leading Enterprise in High-end Property Management Service Market in China</b> China Index Academy <b>2016 中國高端物業服務市場地位領軍企業證書</b> 中國指數研究院</p>
 <p>證書 CERTIFICATE</p> <p>中国物业服务品牌价值研究成果鉴定书 Certificate of China Property Management Brand Value</p> <p>绿城物业服务集团有限公司的品牌价值：人民币叁拾玖亿贰仟柒佰万元 (¥3,927,000,000.00)</p> <p>本着公正、客观、全面的原则，中国指数研究院运用科学方法 Brand Value Admix 品牌混成法，对中国物业服务品牌化运营成果进行科学鉴定，组织了 2016 中国物业服务品牌化运营成果鉴定。</p> <p>“绿城服务”是“2016 中国物业服务市场化运营领先品牌企业”</p> <p>绿城物业服务集团有限公司的品牌价值：人民币叁拾玖亿贰仟柒佰万元 (¥3,927,000,000.00)</p> <p>Adhering the fair, objective, and comprehensive principle, China Index Academy implements the scientific Brand Value Admix methodology to conduct the systematic brand value research of the influential and well-known property service companies in major cities of China, and establishes 2016 China Property Service Brand Value Research Output, certifying that</p> <p>GREENTOWN PROPERTY SERVICE (the 2016 Marketing/Operational Leading Brand of China Property Service Companies, GREENTOWN PROPERTY SERVICE GROUP CO.,LTD. has a brand value of ¥3,927,000,000.00.</p>	<p><b>Certificate of China Property Service Brand Value</b> China Index Academy <b>中國物業服務品牌價值研究證書</b> 中國指數研究院</p>
 <p>获奖证书</p> <p>绿城物业服务集团有限公司</p> <p>在《中国物业管理》杂志社联合全国 57 家地方行业协会主办的 2016 “工匠精神·物业筑梦”第五届中国物业管理行业摄影大赛活动中，贵单位推选作品荣获优秀奖，特颁此证！</p> <p>二零一六年七月</p>	<p><b>Certificate of 5th China Property Management Industry Photo Competition Excellence Certificate</b> “China Property Management” magazine <b>第五屆中國物業管理行業攝影大賽優秀獎證書</b> 《中國物業管理》雜誌社</p>
 <p>證書 CERTIFICATE</p> <p>中国物业服务品牌价值研究成果鉴定书 Certificate of China Property Management Brand Value</p> <p>绿城服务”是“2016 中国物业服务市场化运营领先品牌企业”</p> <p>绿城物业服务集团有限公司的品牌价值：人民币叁拾玖亿贰仟柒佰万元 (¥3,927,000,000.00)</p> <p>本着公正、客观、全面的原则，中国指数研究院运用科学方法 Brand Value Admix 品牌混成法，对中国物业服务品牌化运营成果进行科学鉴定，组织了 2016 中国物业服务品牌化运营成果鉴定。</p> <p>“绿城服务”是“2016 中国物业服务市场化运营领先品牌企业”</p> <p>绿城物业服务集团有限公司的品牌价值：人民币叁拾玖亿贰仟柒佰万元 (¥3,927,000,000.00)</p> <p>Adhering the fair, objective, and comprehensive principle, China Index Academy implements the scientific Brand Value Admix methodology to conduct the systematic brand value research of the influential and well-known property service companies in major cities of China, and establishes 2016 China Property Service Brand Value Research Output, certifying that</p> <p>GREENTOWN PROPERTY SERVICE (the 2016 Marketing/Operational Leading Brand of China Property Service Companies, GREENTOWN PROPERTY SERVICE GROUP CO.,LTD. has a brand value of ¥3,927,000,000.00.</p>	<p><b>Certificate of 2016 — China's Property Services Enterprise With Leading Brand In Market-oriented Operation</b> China Index Academy <b>2016 中國物業服務市場化運營領先品牌企業證書</b> 中國指數研究院</p>



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*Impeccability*

Dear Shareholders,

On behalf of the Board, I am pleased to report the full year results for the twelve months ended 31 December 2016.

2016 was the first year that we listed on the Hong Kong Stock Exchange. With support from our shareholders, in a market where demand has been continuously expanding, and through the hard work of our staff, our results for the year have come in tandem with our development and steadily growing.

Being China's leading high-end property management service provider, Greentown Service has evolved markedly from mere basic property service offering, at the forefront we have consulting services targeting property developers, whilst at the user end we make available a variety of products and services for better living. These three business service lines form our core business triangle, which in turn created synergy, and continued to power the Company forward.

Not too long ago, China announced its 2016 full year economic data, and its economic growth should put China back amongst the top of the major league of world's economic power. One of the notable trends is: China's service industries that already accounted for a high 51.6% of China's GDP, further increased by 1.4 percentage points, internet penetration reached 53.2%, whilst online retail sales rose by 26.2% y/y, express courier volume struck a staggering 31.3 billion units, and urbanisation continued its uptrend up by a 1.3 percentage points to 43.2%. Our interpretation of the above data, is that it bears resemblance to our business development last year. As a service operator covering 99 cities in China, providing property and related products to serve residents' living needs, we have longed for internet usage continued to rise, which would in turn solidify their online purchase habit. This would facilitate our property service efficiency improvement. At the same time, this also expands the scope of our community living service. In reality, through the rapid growth in our community living service, our expansion has succumbed to the national trend, and with the assistance of increased internet usage our business growth outpaced that of the nation's. We have already positioned our development in advance, expanding our investment in smart property management. This would boost our own technological capability, while becoming better adapted to the Internet+ led property management. Greentown Service is proud to achieve a 97% rate where residents acknowledge their courier collection online.

致各股東，

本人謹代表董事會欣然提呈本集團截至2016年12月31日的全年業績。

2016年，為綠城服務登錄港交所主板交易元年，承蒙股東支持，得益市場需求不斷增多，公司上下亦勤勉敬業，使其業績跟公司整體發展相輔相成，穩固向好。

作為中國高端物業服務供應商的代表，綠城服務從最初的基礎物業服務突破，前端針對開發商提供顧問諮詢服務，後端又直面生活內容，提供多元化的生活服務。如今，這三個被喻作「三駕馬車」的服務組合，產生動力學上的好模式，既可自驅向前，又做到了協同發力。

不久前，中國公布2016年經濟數據，其經濟增速重返世界主要經濟體之巔。其中，一個主要趨勢為服務業增加值已佔國內生產總產值51.6%，比上年提高1.4個百分點，互聯網普及率達到53.2%，網上零售額比去年增長26.2%，快遞業務量達到313億件。戶籍人口城鎮化率為43.2%，比去年提高1.3個百分點。之所以列舉這些數據，我深以為，它們與綠城服務在過去一年的發展息息相關。作為進駐全國99個城市、圍繞房產品的管理及居住人群的生活內容為業務方向的服務商，一直期待著人們的互聯網使用頻率提高，線上服務習慣形成，這樣更有利於提升物業服務效率，也會拓展園區服務的發展空間。實際上，從我們園區增值服務的增長率來看，我們順應了全國的趨勢，且互聯網輔助下的相關業務增長率遙遙領先於全國均值。我們提前預判布局，並持續加大在智慧管理方面的投入，為自身服務的科技能力養成，也更好地適應了互聯互通的服務潮流。綠城服務的快遞線上領取率已達到了97%。

As China's urbanisation continues to rise, the property industry remains a key driver for China's economy. In the year, many property developers whom our Company has long been collaborating with, and since received positive market recognition, have successfully purchased land in the economically well-off regions. This serves as a secured source of growth opportunities for the Group, servicing the high end property market. In spite of such, the Group has also been utilising our strong brandname exploring opportunities to partner with State owned enterprises. They have abundant landbank and strong development power. We have already established a strategic cooperation with Zhongchu Property Development Company, providing our full set of services from property management, to consulting services to their developed and developing property projects. Meanwhile, as part of our endeavour to develop in the Bohai Economic Rim thoroughly, we worked with the Jinan High-tech Development Zone Authority, successfully signed contracts in one of the important business and finance districts, "HanYuJinGu Commercial Centre", with a large GFAs of 2.9 million sq m. On community living services, we strive to understand better of mid-high end property owners on their evolving needs in daily living, through detailed servicing. With such knowledge, we then can adequately amass suppliers that could provide related products and services. And through our "Happy Greentown" online apps, we can effectively promote these offerings to our entire customers base. And since most of our customers are in urban areas, this suggests a target audience of greater consumption power. This has since attracted better known industry names such Red Star Macalline in home renovation, and Suning in home electrical appliances. We have since signed contracts and launched related services.

And what made us even more proud was the appointment by the Hangzhou municipal government to officially provide part of project management services to a global event, the G20 Hangzhou Summit 2016, held in Hangzhou. This is an unequivocal recognition of our service quality, on top of the economic benefit gained. We have since promoted our brandname further.

In the year, we focused on property management quality, introduced both online and offline evaluation system. And with the results so far, our service standards are recognised to be well maintained. Our management fee collection rate reached 97.4% in 2016, reflecting that our customers are willing to pay for quality service. And this safeguarding customer's trust, through maintaining service quality, is what Greentown Service set out to achieve, a foundation that our business relies on.

隨著中國城鎮化水平繼續提升，房地產依然為經濟發展重要支柱之一。這一年，綠城服務長期戰略合作，並形成良好市場口碑的地產商，均在中國較發達地區拍下土地，進一步鞏固了綠城服務高端地產服務的市場潛力。與此同時，綠城服務靠自身品牌優勢，繼續尋找市場後續開發能量強，土地儲備充足的國企地產商合作，強強聯手。我們已與國企中儲地產達成戰略合作，雙方就中儲地產正在或即將開發的項目涉及之諮詢服務、物業服務達成一致合作意向。同時，我們作為深耕環渤海區域的戰略支撐，與濟南高新技術管委會合作，簽下了濟南漢峪金穀商務中心，單項目服務面積達2.9百萬平方米，該項目為濟南重要的金融中央商務區。園區服務領域，通過周至服務，深入瞭解中高端業主的需求，整合圍繞生活需求設計的服務商家及產品，通過幸福綠城APP平台，進行線上消費或到家服務。由於服務定位於城市中高端收入人群，幸福綠城APP平台合作吸引力較強，包括國內家居類企業紅星美凱龍、家電類企業蘇寧易購等，均與園區服務展開業務合作。

更讓我們引以為豪的是，去年我們獲得杭州市政府正式委任集團負責於杭州舉行的全球盛事——杭州G20峰會核心區的服務工作，這個是對集團能力的認可，獲取了經濟效益及品牌價值的雙向提升。

這一年，我們服務於基礎物業的品質，介入了線上、線下評價體系，從數據來看，持續保持了有品質的服務水準。因此，過去一年的物業費收繳率達到97.4%。從收繳率直接反映出，客戶是願意為優質服務埋單的，而對服務品質保障的把控，客戶信賴之心的守護，也是綠城服務不忘初心，安身立命的底線。



In less than a year of Listing, we are honoured to receive many recognition from the capital markets, namely the inclusion into the MSCI China Small Cap Index, and two awards by "Golden Hong Kong Connect Stocks": "Listed company with the most investment value" and "Listed company with the highest growth potential".

Subsequent to the year end of 2016, effective from 6 March 2017, the Company became a member of the "Shenzhen-Hong Kong Stock Connect" trading program. This has since opened up a broader base of mainland China's individual and institutional investors for the Company.

We keep our corporate motto close to hearts: sincerity, well-intentioned, impeccability, and perfection. As we are still far from perfection, we ought to remain humble, using our wisdom to be a good service provider. And we generate growth to reward shareholders and investors.

### RESULTS REVIEW

For the twelve months ended 31 December 2016, the Group's revenue increased by 27.5% to RMB3,721,993,000. Property services revenue was RMB2,619,927,000, Consulting services revenue was RMB618,036,000, and Community living services revenue was RMB484,030,000.

### PROPOSED FINAL DIVIDEND

The Board is of the view that the Group's operating and financial performance in the year was remarkable, and the Board's always believes in sharing the positive return from the Group's growth through dividend distribution. As the Group does not foresee any major capital requirement on the operating front, hence the Board proposes a final dividend for equity shareholders at HK\$0.04 per share. The payout ratio is approximately 35% of after tax profit, being higher than that was disclosed in the prospectus dated 28 June 2016 in that the payout ratio will not be less than 25% of after tax profit.

### OUTLOOK

We have actively participated in tenders amongst cities like Shanghai, Hangzhou, and Suzhou for second-hand property management projects (in contrast to projects arise from brand new property). We have since made progress, signing contracts in Xujiahui, one of city centres in Shanghai, area close to the G20 venue in Hangzhou, and Suzhou Industry Development Park. Given that they are projects currently available, we provide service immediately hence start contributing to both revenue and managed GFA for the Group.

很榮幸，我們上市短短一年，已獲得了很多專業機構的認可，純粹靠著他們的研判，綠城服務獲得了「最具成長性上市公司」、「最具投資價值上市公司」兩個獎項，入圍MSCI中國小型股指數成份股。

於2016年底後，本公司被納入為「深港通」股票交易的其中一員，並於2017年3月6日生效。這為本公司開拓更廣闊管道，面對更多的境內個人或機構投資者。

我們永遠牢記綠城服務的企業訓言：真誠、善意、精緻、完美。而我們離「完美」還有很遠的路要走，必須戒驕戒躁，用智慧做好這份服務工作，以更具成長性的企業價值空間，回報投資者及股東在資本市場的價值訴求。

### 業績回顧

截至2016年12月31日十二個月止，綠城服務集團營業額增加27.5%至人民幣3,721,993,000元。其中，物業服務為人民幣2,619,927,000元、諮詢服務人民幣618,036,000元、園區服務為人民幣484,030,000元。

### 建議末期股息

董事局認為年內集團的運營和財務皆表現優越，而董事局的一貫理念是通過派息和股東一起分享成長的成果。由於在可見的將來集團在運營上沒有重大資金需求，所以董事局建議派發末期股息每普通股股息0.04港元。這個派息比例約為稅後利潤35%，超過2016年6月28日招股書刊登的承諾，即每年會把稅後利潤不少於25%用作分紅派息與股東。

### 展望

我們分別參與上海、杭州、蘇州等城市項目的存量競標(非增量的)，拿下了上海徐家匯核心區住宅，杭州G20峰會主會場附近區域、蘇州工業園區的公用停車場等多元服務項目，而這些都是無過渡期的優質項目，中標之後即可展開服務，面積納入可計費面積中來。

In 2017, property developers that we have strategic co-operation with, will continue to develop and pre-sale their property hence becoming a major source for the Group in getting new projects. And as usual, the Group will continue to provide services throughout their product life-cycle, from consulting services at the construction stage, to the provision of a variety of products in the community living service category, like turnkey furnishing service. The State has recently adjusted the policy stance on the property market, in that “apartment is for living but not for speculating”. As a property service provider, we will benefit from this new stance for speculation will often lead to many vacant flats, to which not only we could not market our products and services effectively, it would also make management fee collection time consuming. A high occupancy property project allows us to match our services to tenants needs.

The Group will continue to consolidate our competitive advantages in the existing markets, the Yangtze River Delta and Bohai Economic Rim. We will also make inroads into mid-western cities, such as Chongqing, Chengdu, Xi'an and Kunming. We believe these cities are the next in line to experience fast growth in China's interest, hence seizing the opportunity to build from our limited presence there and expanding further. In the Pearl River Delta region, we believe we could make progress with a few targets already in mind.

Throughout the 18 years of providing property services, we have accumulated a vast reserve of experience. Whilst we do not intend to be overly conservative, yet we would well use our industry position pushing for growth in accordance with our development plan. And when the opportunity arises, we would make use of the capital market to acquire or cooperate with targets that fit our criteria.

而我們的戰略合作開發商，2017年會繼續開發、銷售周期，綠城服務的諮詢服務，以及物業服務的接管，乃至園區服務中諸如「拎包入住」等，都會介入到整個服務環節中去。中國對於房地產的定調：房子是用來住的，而不是用來炒的。作為物業服務企業也將受惠於此政策方向，因為炒房極易導致空置，居住方才成為實體，我們一些服務無法抵達，包括收取物業費也相當耗時，有高的入住率、強的生活狀態，更有條件實現針對建築與人的全方位服務。

我們將繼續鞏固長三角、環渤海等區域的優勢，而且已有力量進駐重慶、成都、西安、昆明等中西部城市，這些城市為中國下一步快速發展的潛力城市，綠城服務當然不會錯過機遇，在已有少量項目基礎上，加大拓展力度。同時，在珠三角地區幾個城市，我們瞄準了目標項目，有望在這一年實現突破。

我們已在物業服務市場工作了18年，有豐富行業經驗，不激進，更不會保守，始終以穩健而有成長性的發展策略行事。除了以自身品牌為砒碼，保持計劃中的發展速度，向物業服務增量市場推進，也時刻準備運用資本手段，對市場中更契合綠城服務發展戰略的物業服務企業，進行股權合作或全資收購。



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**SINCERITY**



# Management Discussion and Analysis

## 管理層討論和分析

We are a leading high-end residential property management service provider in China. According to the study of an independent property research organization, China Index Academy, on China's top 100 property management service providers, we ranked No.2 in overall strength amongst the top 100 players for six consecutive years since 2010. And in 2015, we were ranked No.2 by the Academy for being China's property management company with the largest growth potential. We believe our industry leadership is most apparent in the scale of our managed high end residential properties, the wide penetration of our management across the nation, and our sustainable growth in our financial strength.

In this annual report and 2016's results announcement dated 23 March 2017, the Company has renamed its three major business service lines and a fee item from (i) "property management services"; (ii) "management consulting services"; (iii) "community value-added services", and (iv) "property management fee" to (i) "property services"; (ii) "consulting services"; (iii) "community living services", and (iv) "property service fee". Such changes were made after the Board's thorough and lengthy discussion within the Group and taking into consideration the recommendation from independent management consultant after extended study. Previous titles for the service lines reflected our derivation of income is through active management of properties, the very core to our business. Yet, as the needs of our owners and residents for better living have been evolving, the Group started to position the offering of a broader spectrum of services and products, in addition to our core management task, to better meet their needs. Hence the Group believes in renaming the three service lines, and the fee item, should provide more flexibility in our future offering of services and products. The scope of business under each of the business service lines remained the same in 2016, hence shareholders and investors can directly compare the financial performance under the renamed business segments for the year 2016 with that under the corresponding business service lines in the previous financial results. In case the Group engages in any addition business activities under any of the business service lines in future, the Group will disclose the same in 2017's interim results announcement to inform the shareholders and investors accordingly.

本集團是全國居領先地位的高端住宅物業服務供應商。根據中國指數研究院，一家專業獨立第三方中國房地產研究機構，中國物業服務百強企業中，我們的服務從2010年開始，連續六年位列中國物業服務百強企業綜合實力第二位。於2015年，中國指數研究院亦將我們評為中國物業管理公司增長潛力第二位。我們行業領先地位主要體現在優質高端物業的管理規模，廣泛而發達的地域分佈，和財務業績的持續增長。

集團於此2016年報和2017年3月23日刊發的業績公告內，將三個業務及一個收費項目重新命名：(i)由過去的「物業管理服務」改為「物業服務」；(ii)由過去的「顧問諮詢服務」改為「諮詢服務」；(iii)由過去的「園區增值服務」改為「園區服務」；及(iv)「物業管理費」改為「物業服務費」。這個改變是董事會經過長期而慎重的討論，加上獨立顧問通過研究而做出的建議。之前三個業務的命名反映了集團收入來源主要通過積極管理物業而收取。但隨著業主和住客為更好的生活而衍生的生活需要，集團相信在繼續積極管理的核心之上，我們需要部署提供種類更廣的服務和產品來滿足客戶要求。所以，集團認為通過新的命名將會更好的為我們業務定位，為將來提供的服務和產品增添靈活性。集團強調於2016年內業務跟過去並沒有改變，所以各位股東和投資者可以將2016年的財務數據跟往年三個業務和物業管理費直接比較。若集團未來有增加新業務的話，將會在2017年中期業績報告向各位股東和投資者陳述。

### RESULTS REVIEW

The Group's revenue arises from three service lines: (i) property services; (ii) consulting services; and (iii) community living services.

#### Property services — 70.4% of the Group's revenue

We operate our property management service on lump sum basis for the dominant majority of our projects. We charge, and are paid by our resident owners quarterly, or semi-annually, or annually of our property service fees. We believe our strength, amassed since inception 18 years ago, amongst others, lies in the execution and cost control in managing properties. This strength has since helped improve our financial returns and brought us steady income stream and consistent growth in profit. For 2016:

		2016		2015	
		% of property management revenue	% of managed GFA	% of property management revenue	% of managed GFA
		佔物業管理 收入%	佔在管 面積%	佔物業管理 收入%	佔在管 面積%
Contracted GFA	合約面積				
— Residential	— 住宅	72.3	76.2	74.8	83.2
— Non-residential	— 非住宅	27.7	23.8	25.2	16.8
Total	總計	100	100	100	100

- GFA under management for the year reached a high of 105.2 million sq m, increased by 27.1% y/y from 2015's 82.8 million sq m, or a net area increase of 22.4 million sq m. This is also 15.1% higher than 91.4 million sq m at 2016 interims. This net increase in GFA reached a record high (2015: 16.9 million sq m) for the Group. It's this very capability of getting new projects that constitutes a key part of our core competitiveness. This in turn drives our organic growth on a consistent basis.
- Reserved GFA of which we define as properties that we have signed service contracts with various property developers providing property management service and upon the delivery of these projects. Overtime, the reserve GFA would then become our contracted GFA contributing and expanding our revenue base in the future.

### 財務回顧

本集團收入來自三個主要業務：(i) 物業服務；(ii) 諮詢服務；及 (iii) 園區服務。

#### 物業服務 — 佔總收入 70.4%

本集團一直以來都是採取包幹制的服務收費方式，並於每季，半年度，年度向業主按合同收取物業服務費。基於我們過去 18 年積累的管理經驗和成本控制能力，帶來穩定的收入和不斷提升利潤。於 2016 全年：

- 在管面積為 105.2 百萬平方米，較 2015 年的 82.8 百萬平方米大幅增加了 27.1%，增加淨面積 22.4 百萬平方米，也比 2016 中期的 91.4 百萬平方米提高了 15.1%。當年面積淨增長為 22.4 百萬平方米，是集團的一個新高（2015 年為 16.9 百萬平方米）。不斷獲取新項目是我們的核心競爭力所在，進而成為集團的持續內生增長主要動力。
- 儲備面積，我們定義為已經和開發商簽訂提供物業服務的合同，待該物業交付以後開始提供服務。通過一定時間後，儲備面積將會成為我們未來的在管面積並擴大我們的收入基礎。

In the year, reserved GFA reached 119.4 million sq m, grew by 33.9% y/y compared to the 89.1 million sq m in 2015. This was 20.6% higher than the 99.0 million sq m at 2016 interims. This is the third year in a row that the reserved GFA again exceeded the managed GFA, suggesting that the magnitude of adding new projects does not only more than replenish the delivered ones in the year, it further expanded the entire reserve. Given the trend, and the number of projects on hand, the management is confident of this division's future growth for years to come.

- Of both managed and reserved GFAs, the split between residential and non-residentials, is 76%–74% and 24%–26% respectively. The non-residential percentage has risen considerably from 2015's 17% to 2016's 25%–24%. This is part of the Group's medium term strategy, proactively expanding more into higher management fee projects, and in turn improving our entire portfolio with average management fee lifted. This also raises our profile and brand awareness in the non-residential segment too.
- The number of projects under management in the year reached 809, covering 23 provinces, municipalities and autonomous regions, and 99 cities across the country. In 2015, and 2016 interims, we only had 637 and 686 projects respectively.
- Average property service fee, per sq m, per month, was RMB3.08, slightly above that of RMB3.06 at end 2015 and 2016 interims. This mild increase is mainly due to the fast expansion into cities that generally have average management fee lower than our overall average, despite the fact that those projects are already regarded as high end locally. This drags our overall average down. Hence year-on-year comparison of the Group's average management fee might not accurately reflect our strength in getting high management fee projects, as it may be affected by the seasonal factor in the year. Therefore, the management would advice shareholders and investors to not just focus on our average management fee, but more so on our ability to expand our gross margin in the year. This should reflect better of the management's execution capability.

年內，此面積達到119.4百萬平方米，比2015年的89.1百萬平方米，增長33.9%；也較2016年中期的99.0百萬平方米高出20.6%。這是集團連續第三年儲備面積高於在管面積，顯示我們每年新獲取項目面積總量不但填補了當年從儲備轉為交付的面積，更帶來淨增加擴大儲備。按手上的儲備面積和項目數，管理層對此版塊的未來增長充滿信心。

- 集團在管和儲備面積裏面的住宅和非住宅構成為76%–74%和24%–26%左右，非住宅的比例已經明顯從2015年的17%提升到2016年的25%–24%。這是公司的中期策略，通過主動調整，拓展較高管理費的項目，優化我們的項目組合進而提高平均物業服務費。同時，我們在非住宅領域的品牌知名度得以擴展。
- 在管項目達到809個，覆蓋了全國23個省、直轄市和自治區，以及99個城市。2015年集團的在管項目為637個，而2016中期為686個。
- 平均物業服務費為每月每平方米人民幣3.08元，比2015年和2016年中期的人民幣3.06元略高。這個溫和的增長主要是因為我們在相對於集團平均物業服務費低的地區發展迅速，儘管其物業服務費在當地已經處於平均之上，但還是對總體平均單價有下降的影響。所以管理層認為簡單把平均物業服務費作比較並不能反映我們獲得高管理費項目的能力，因為其中包含了季節性因素。管理層建議股東和投資者不但留意集團的平均單價，同時也應關注此業務板塊的毛利率和趨勢，因為這能更好地反映我們的執行能力。

# Management Discussion and Analysis

## 管理層討論和分析

- Our collection rate in the year reached another new high at 97.4%, compared to the already high level of 96.6% in 2015.
  - Greentown China Holdings Limited (3900.HK) is not only our shareholder (5% interest), it's also our largest customer and long term business partner. In the year, based on revenue, they accounted for 4.7% of our revenue. Since our inception, the Group has always been an independent operator, actively seeking projects from all kinds of potential customers across the country. Hence customers over concentration is not a concern for the Group.
  - Our mode of operation has always been, and remains to be predominately lump-sum basis, accounting for 97.6% of our total contract value. This is in line with the historical trend.
  - Geographical breakdown: The breakdown of our contracted GFA and revenue by geographical locations as at 31 December 2016 were as follows:
- 年內我們的收繳率再創新高，達97.4%，比2015年已經較高水平的96.6%更要高。
  - 綠城中國控股有限公司(3900.HK)除了是我們的股東(5%權益)，更是我們的最大客戶和重要合作夥伴。年內，綠城中國佔本集團的銷售金額，只佔4.7%。集團從成立以來一直獨立運作，面向全國市場而獲得項目，所以不會出現客戶過度集中的情況。
  - 集團仍然是以包幹制為主，期內佔到收入仍然高達97.6%，跟歷史趨勢一致。
  - 區域分佈：於2016年12月31日，我們的在管面積和收入按區域分佈如下：

		2016		2015	
		% of managed GFA 佔在管面積%	% of revenue 佔總收入%	% of managed GFA 佔在管面積%	% of revenue 佔總收入%
Hangzhou	杭州	19.9	26.6	18.6	28.4
— YuHang	— 余杭	6.6	6.5	8.3	5.7
Greater Hangzhou	大杭州	26.5	33.1	26.9	34.1
— Ningbo	— 寧波	8.3	7.2	8.7	7.9
— Yangtze River Delta	— 長江三角區	37.0	31.2	35.3	31.4
— Bohai Economic Rim	— 環渤海經濟區	10.6	13.6	11.5	13.1
— Pearl River Delta	— 珠江三角區	5.5	5.2	4.8	4.5
— Others	— 其他	12.1	9.7	12.8	9.0
		100	100	100	100

### Consulting services — 16.6% of the Group's revenue

This business service line is made up of two divisions: (i) Property under construction services, comprising display unit management services, and construction site security services; and (ii) Management consulting services, comprising property development consulting services providing, amongst others, project design at development stage, and various property management consulting services after the delivery of the property.

- Revenue was RMB618.0 million, an increase of 12.2% y/y from 2015's RMB550.8 million. The moderation in this division's growth rate from the past trend, is solely due to its largest revenue contributor, property under construction services (84.5% of segment's revenue) recorded only a revenue of RMB522.5 million, a mild growth of 9.8% y/y. Growth in the other contributor, management consulting services, however continued to grow as expected in line with the past trend, up 27.6% y/y to RMB95.5 million.
- Property under construction services revenue was RMB522.5 million, increased by only 9.8% y/y from 2015's RMB475.9 million. Reasons for the slowdown are: (i) China's property market was particularly strong in 2016, where property developers experienced fast sales. This led to the shortening of both development cycle and sales phase, in many cases ending the projects that we were servicing as flats were completely sold out much earlier than expected. In the first half of 2016, we had as many as 201 projects ended, and then into the 2H another 159 projects were also ended early. Therefore this slowed down our business growth in the 2H as well as for the whole year of 2016; (ii) the majority of land auction was won by China's top 100 developers in the property industry. And most of these top enterprises already have their own similar services division in house, hence taking on such services themselves. This exacerbated the reduction of new projects coming to the market. In general, of the land won through auction in the 1H of the year, we could start providing our services as early as in the 2H of the same year. Since most land was purchased by the top 100 enterprises in 2016, therefore the slowdown in our business volume into the 2H became even more marked; (iii) in spite of the above, the Group has proactively marketed our services and managed to bring in many more new projects, resulting in a 14% y/y increase in the number of new projects for the year. Yet, the decline in project value was quite deep to the extent that the increase in volume did not make up the decline in the 2H. Hence the growth in this division only registered 9.8% for the year.

### 諮詢服務 — 佔總收入 16.6%

本集團諮詢服務的經營範圍主要分兩大類：(i) 在建物業服務，主要包括示範單位管理服務，和建築工地保安服務；及(ii)管理諮詢服務：主要包括在項目設計及開發階段提供的物業開發諮詢服務和在物業交付後提供的各種物業諮詢服務。

- 諮詢服務收入為人民幣618.0百萬元，較2015年人民幣550.8百萬元高出12.2%。增長放慢，而且偏離了過去的趨勢，主要是因為當中最大貢獻業務 — 在建物業服務(佔版塊收入的84.5%)，年內收入只達人民幣522.5百萬元，較2015年增長只有9.8%。而另外的管理諮詢服務收入為人民幣95.5百萬元，較2015年持續增長27.6%，符合預期和過去的趨勢。
- 在建物業服務收入為人民幣522.5百萬元，較2015年人民幣475.9百萬元增加了9.8%。增長放慢主要原因為：(i) 2016年中國房地產市場異常熾熱，開發商銷售形勢非常迅猛，開發及銷售周期因此大為縮短。這導致大量我們在執行的合同因銷售提早完結而被結束。2016上半年我們有多達201個合同被結束，而下半年再有159個合同也被提早結束，所以拖低了這個業務的下半年以至全年的增長；(ii) 2016年全國土地拍賣成交以行業百強企業佔大多數，而百強企業一般都自行運營該項服務，這就加速了新項目來源的減少。一般而言，上半年投的地，我們下半年就可以提供此服務。由於2016年上半年行業百強企業大量拿地，所以我們下半年的增速放緩尤為顯著；(iii) 儘管我們已經加強力度去獲取新項目，年內新項目數也同比增加14%，證明了我們在市場還是被認可，但單價有明顯下降，未能完全補回下半年項目量下滑的幅度，所以此業務收入於年內增長只有同比9.8%。



# Management Discussion and Analysis

## 管理層討論和分析

- The Group realises that the state of the market has changed and its likely to be structural, a trend here to stay. In respond to this change, the Group has proceeded to an upgrade in this service. On one hand, we speedily expanded the variety of service categories on offer, without limiting to the traditional type of services in order to meet clients evolving demand. Meanwhile, we also expanded our target audience, focusing on non-property nature clients. We have already made progress on this front.
- On the other hand, the Group has already started a business transformation — Greentown Alliance, moving from the historical practice of consigning out our standard service package and staff management, towards the new direction where we provide diversified and varied assistance to other property management companies that joined our alliance. In 2016, we already achieved some success in this new initiative. We further prepare to roll out a series of new services including “Greentown Smart Community Construction” as well as other programmes. The management believes the results of all these initiatives would have noticeable results towards the 2H of 2017.
- 集團意識到這個市場格局的改變是結構性和長久的。針對這個改變，我們加速升級。一方面迅速調整這個版塊的服務內容增加可選的多種不同服務，不限於傳統的管理服務，以滿足客戶的需求變化。同時，我們主動開發新的目標客戶，着眼於非房地產客戶，目前我們也已經有成功的案例。
- 另一方面，我們早已經進行轉型「綠聯盟」，從過去的單純的體系輸出、人員代管，轉向為物業企業提供多樣性的聯盟服務。2016年底已經略有成果。同時我們也布局了輸出「綠城智慧園區建設」成果等一系列的新服務組合。我們預計這個轉型的成果，將會在2017年下半年有更好的呈現。

		2016			2015		
		Revenue RMB'000	% of total	Y/Y %	Revenue RMB'000	% of total	Y/Y %
		收入	佔總額	同比	收入	佔總額	同比
		人民幣千元	%	%	人民幣千元	%	%
Project under construction services	在建物業服務	522,533	84.5	9.8	475,957	86.4	25.9
Management consulting services	管理諮詢服務	95,503	15.5	27.6	74,820	13.6	21.5
Total	總計	618,036	100	12.2	550,777	100	25.3

		2016			2015		
		Nos. of projects yr end	Y/Y %	Average income/ project RMB'000	Nos. of projects yr end	Y/Y %	Average income/ project RMB'000
		項目個數 期末	同比 %	平均收入/ 項目 人民幣千元	項目個數 期末	同比 %	平均收入/ 項目 人民幣千元
Project under construction services	在建物業服務	242	14.2%	2,159	212	-1.9%	2,200
Management consulting services	管理諮詢服務	210	23.5%	572	170	30.0%	440

# Management Discussion and Analysis

## 管理層討論和分析

— In addition, management consulting services had a revenue of RMB95.5 million in 2016, an increase of 27.6% y/y compared to the same period of 2015. This growth is in line with the historical trend.

### Community living services — 13.0% of the Group's revenue

We first started providing value-added services in 2007 to selected communities we managed, aiming at providing convenience to our residents. We since expanded and offered our value added services to include home living services such as property repair and maintenance, as well as housekeeping services. The value-added service has lifted the loyalty level of our customers. In September 2014, on the back of "Internet+" launched our first version of "Happy Greentown" mobile application in selected communities under our management, residents can screen and pre-book various services in their communities. They may also purchase various products and value-added services on this platform.

This service line is made up of three sub-service lines: (i) community products and services; (ii) home living services and (iii) community space services.

— 另外，管理諮詢服務收入為人民幣95.5百萬元，較2015年持續增長27.6%，符合預期和過去的趨勢。

### 園區服務 — 佔總收入13.0%

本集團從2007年開始，於部分我們管理的園區率先提出園區生活服務體系理念，通過提供家居生活服務，例如物業維修保養以及家政服務，將更加周到、溫情的服務帶給住戶。這一服務理念，提升了客戶忠誠度。在2014年9月份，本集團引入「互聯網+」的概念，在選定的住宅園區推出幸福綠城APP。客戶可以通過手機平台查閱和預定小區內各項服務，同時也利用這一平台採購各項產品和增值服務。

園區服務由三個業務組成：(i) 園區產品及服務；(ii) 家居生活服務；及 (iii) 園區空間服務。

		2016			2015		
		Revenue	% of	Y/Y	Revenue	% of	Y/Y
		RMB'000	total	%	RMB'000	total	%
		收入	佔總額	同比	收入	佔總額	同比
		人民幣千元	%	%	人民幣千元	%	%
Community products & services	園區產品服務	308,561	63.7	193.8	105,023	37.9	157.0
Home living services	家居生活服務	134,442	27.8	-7.7	145,691	52.6	72.4
Community space services	園區空間服務	41,027	8.5	56.2	26,264	9.5	62.2
Total	總計	484,030	100	74.8	276,978	100	95.7

— Revenue was RMB484.0 million, a rapid growth of 74.8% y/y from 2015's RMB276.9 million. This growth rate was much faster than 2016 interim's 68.4%, due to: (i) community products and services, being the largest contributor in the segment, revenue reached RMB308.6 million, rose by almost two folds 193.8% from 2015's RMB105.0 million; (ii) home living services revenue was RMB134.4 million, a slight decline of 7.7% y/y from 2015's RMB145.7 million; (iii) community space services revenue was RMB41.1 million, another strong increase of 56.2% y/y from 2015's a mere of RMB26.3 million.

— 收入為人民幣484.0百萬元，較2015年人民幣276.9百萬元，繼續快速提升達74.8%，這比2016年中期的年比68.4%還要快。這主要是因為：(i) 園區產品及服務，板塊裏最大的業務，收入達人民幣308.6百萬元，同比2015年人民幣105.0百萬元大幅度增加了兩倍左右，達193.8%；(ii) 家居生活服務收入為人民幣134.4百萬元，同比2015年人民幣145.7百萬元，略為下降7.7%；(iii) 園區空間服務收入人民幣41.1百萬元，同比2015年人民幣26.3百萬元，躍升56.2%。



- Gross profit was RMB210.5 million, a fast increase of 60.1% from 2015's RMB131.4 million. Gross margin declined from 2015's 47.5% to 2016's 43.5%. Reasons for the decline were: (i) as this division has grown in scale, and that we covered more communities, we have increased the number of staff rapidly. This led to an increase in costs; and (ii) incentives were applied to encourage staff to promote and sell more of community products and services.
- The reason for the big jump in growth rate of 193.8% y/y was mainly due to our well-thought out planning and detailed execution. We enriched our supply with full variety of products and services, whilst at the other end the expansion in our customers facilitated our transformation from supplying low value products but at a high frequency, to the contrary of, where products, through our research, closely match our customers needs, and in some cases our exclusive products. This would enhance the stickiness between our customers and our products and services. There are over 3,000 products now, including many seasonal products. Another business division is Greentown property agency, of which handles sales and purchases, as well as rental of both brand new properties and second hand properties. Given the strong property market in most parts last year, this agency business had a record year where its revenue jumped 80% y/y.
- Home living services revenue declined in the year, mainly because we changed our operation strategy in one of the divisions. We gradually withdrew the operation of hotel accommodation situated in clubhouses under our management. This led to a decline in revenue for both hotel, and food and beverage income, and that in turn contributed to the decline in the overall revenue. Our focus in 2016 was housing leaseback activities, consolidating vacant apartments mostly in communities we manage. This would fuel the growth and expansion in one of our major development targets: short and long term leasing of owners apartment to third parties. We actively source these apartments, renovate them according to our standards, and then leasing them out.
- Community space services revenue is mainly advertising income in the public space, and to a smaller extent vehicle parking fee. The fast increase in this business is directly related to the rapid increase in the number of projects that we manage in the year, and that contributed to the gross margin as well.
- 毛利為人民幣210.5百萬元，較2015年人民幣131.4百萬元增加60.1%。毛利率由2015年的47.5%下調到2016年的43.5%。毛利的下調主要是因為：(i)隨著此業務規模壯大，覆蓋的小區增加，所以集團相應增加了更多員工，導致成本增加；及(ii)為更好推動園區產品和服務，期內集團加大員工推銷的激勵。
- 園區產品及服務大幅增長193.8%的原因主要通過深思熟慮的策略和精心部署。我們豐富了產品和服務的種類，同時服務客戶數量不斷增加，這使我們產品服務的轉型，由簡單的提供高頻低值產品，通過研究，逐步向客戶提供合適的多種商品及專屬的定制產品。這會提高客戶對我們的產品和服務的粘性。現已有3,000多種不同規格的商品，包括時令產品。另外，我們其中的一個業務，綠城置換，經營一、二手房屋買賣，租賃中介。因為去年房地產市場強勁，所以收入創了記錄，年比增長80%以上。
- 家居生活服務收入下降原因是我們改變了策略，不再純粹經營會所式酒店，和附帶的餐飲業務而且會逐步退出現有的合同，所以影響整體收入。2016年集團以收房整合為主，結合我們的重點發展方向——返租房。這是通過業主的參與，提供空置的公寓出租給第三方，而我們積極地收集管轄項目裡的公寓資源，統一裝修後進行長，短期租賃。
- 園區公共空間服務的收入主要為園區內的廣告收益，和停車費等。增長主要是因為我們接管項目快速增加，而且期內我們的毛利率也得以增加。



### Cost of sales

This amounted to RMB3,005.9 million, a rise of 25.9% y/y from 2015's RMB2,387.7 million. The increase was slower than the Group's revenue 27.5% y/y increase, and this directly contributed to the expansion in the Group's gross margin. Main factors for the increase in this item are: (i) the majority of the Group's security services was outsourced to third parties in 2H 2015, hence the expense was only recorded for half of the financial year. Yet it was recorded for the full year in 2016, therefore the rather large difference was for the purpose of booking the accounts. The Group experienced a similar large increase in outsourcing costs due to the timing difference in booking, when we outsourced our cleaning services in 2H 2014. It then normalised and we expect the same for the security services outsourcing expense; (ii) the tax reform in China that replaced business tax with value-added tax also brought cost savings to the Group, as our business tax expense was down by 60.7% y/y. This however is only one-off in nature. One of the major cost saving initiatives the Group implemented was power reduction, as we replaced most of the lighting in public area to energy-saving lights. This brought meaningful cost reduction to the Group, and lent support to one of the Group's philosophy: that we should adopt and apply readily available and inexpensive technology in our process of managing property through enhanced automation. This leads to cost savings and efficiency improvement.

### Administrative expenses

These expenses amounted to RMB274.9 million, an increase of 18.2% from 2015's RMB232.6 million. The magnitude of increase is still noticeably below that of the Group's revenue rate of increase. This is the result of our management's diligent execution of cost control initiatives. In addition, if we exclude the listing expenses for both years of 2015 and 2016, the increase was further reduced to 16.3% y/y. Amongst the total, salary and wages (mainly of the management staff) only increased by a mere 10.4% y/y, this is again way below that of the Group's revenue increase. There was also an increase of office expenses due to the delivery of the Group's headquarters in 2016. This is one-off in nature, hence the management is of the view the increase in expenses is both reasonable and within control.

### 銷售成本

期內，銷售成本為人民幣3,005.9百萬元，較2015年同期人民幣2,387.7百萬元，同比增加25.9%，低於集團收入增長的27.5%，這同時直接轉化到毛利率的提升。銷售成本的增加原因在：(i)保安服務是於2015下半年才分包於獨立第三方，所以當年只有半年費用入帳。但2016年分包費用就全年計算，所以年比會出現較大的增幅。這種因時間差入賬所導致成本大幅增加的情況，於2014下半年我們把保潔服務業外包時也出現過，導致2015全年費用比2014年大幅增長，但之後也就正常化；(ii)營業稅的改革也為集團帶來明顯的成本節省，年比下降了60.7%，但只屬一次性。年內集團主動全面更換在管園區的公共空間的普通電燈到節能燈，為此帶來明顯的能耗費下降。這印證了我們的經營理念，通過普及和便利的科技來推動自動化，智能化管理物業，從而達到高效低成本的目標。

### 行政開支

集團行政開支為人民幣274.9百萬元，較2015年的人民幣232.6百萬元增加18.2%。這增長仍然保持了低於集團收入增長的趨勢，印證了集團對成本控制方針的執行。假如把上市費用在同比基礎上剔除，行政開支只增長了年比16.3%。當中員工成本(主要是管理人員)只增長了年比10.4%，這遠比我們收入的年增長低。比較明顯的增長辦公室開支，這主要是因為我們新辦公樓已於2016年交付，所以增加了較多的辦公室費用。這個有很大部分是屬一次性的，所以我們認為這個增長是合理和可控的。

### Net finance costs

Finance income was RMB5.3 million, more than doubled (140.9% y/y) from that of 2015's RMB2.2 million. This is because our working capital for the year had a noticeable increase, and that the Company was listed on the Hong Kong Stock Exchange raising a sizeable amount of proceeds hence bank interest had sharply increased. Also, our finance costs declined by 24.7% y/y as the Group used the IPO proceeds to repay bank loans, in accordance with the stipulation in the prospectus of the Company dated 28 June 2016. This led to a noticeable decline in finance costs in the year.

### Income tax

Our income tax for the year was RMB123.8 million, an increase of 63.8% y/y from 2015's RMB75.6 million.

### 融資成本淨額

年內融資收入為人民幣5.3百萬元，同比2015年人民幣2.2百萬元增加140.9%。這是因為集團的運營資金增加，加上通過於香港聯交所上市募集了大量資金，所以銀行利息得到大幅提升。另一方面，融資成本也明顯下降，同比2015年下降24.7%，主要因為我們按日期為2016年6月28日之招股章程所述，利用募集資金償還負債，導致利息支出降低。

### 所得稅

年內所得稅為人民幣123.8百萬元，較2015年同期人民幣75.6百萬元增加63.8%。

		2016 RMB'000 人民幣千元	2015 RMB'000 人民幣千元
<b>Current tax</b>	<b>即期稅項</b>		
PRC corporate income tax	中國企業所得稅	108,199	81,605
Under-provision in respect of prior years	過往年度撥備不足	2,178	–
		<b>110,377</b>	81,605
<b>Deferred tax</b>	<b>遞延稅項</b>		
Origination and reversal of temporary differences	暫時差額的產生及撥回	5,122	(8,548)
Withholding tax on the profits of the Group's PRC subsidiaries	本集團中國附屬公司利潤預扣稅	8,302	2,502
		<b>13,424</b>	(6,046)
		<b>123,801</b>	75,559

Pursuant to the rules and regulations of the Cayman Islands and British Virgin Islands ("BVI"), the Group is not subject to any income tax in the Cayman Islands and the BVI.

The income tax rate applicable to group entities incorporated in Hong Kong for the income subject to Hong Kong Profits Tax during the periods is 16.5%. No provision for Hong Kong Profits Tax was made for the twelve months ended 31 December 2016 as the Group did not earn any income which is subject to Hong Kong Profits Tax.

Individual companies within the Group in the PRC are generally subject to Corporate Income Tax at 25% on taxable income determined according to the relevant income tax rules and regulations of the PRC unless otherwise specified.

根據開曼群島及英屬維京群島(「英屬維京群島」)的規則及規例，本集團毋須繳交任何開曼群島及英屬維京群島的所得稅。

於香港註冊成立的集團實體須就期內繳納香港利得稅的收入的適用所得稅稅率為16.5%。由於截至2016年12月31日止，本集團並無賺取任何須繳納香港利得稅的收入，故本集團並無就香港利得稅作出撥備。

本集團旗下的個別中國公司通常須按應課稅收入的25%繳納企業所得稅；除另有訂明，稅率乃根據中國相關所得稅規例及法規釐定。

Amongst the subsidiaries of the Group, the respective tax authorities in Hangzhou and Ningbo of the PRC have approved an income tax rate of 20% for Hangzhou Greentown Vocational Training School and Ningbo Greentown Advertisement Company Limited for the year ended 31 December 2016.

### Profit for the year

Profit for the year was RMB294.8 million, an increase of 45.5% y/y from RMB202.6 million in the same period of 2015. Profit attributable to equity shareholders of the Company was RMB285.5 million, a rise of 44.3% y/y from 2015's RMB197.8 million. Net margin, defined as profit attributable to equity shareholders of the Company divided by the Group's revenue, reached a record high of 7.7%, being 0.9 percentage points higher than 2015's 6.8%.

### Liquidity, reserves and capital structure

The Group achieved strong financial position in the year. Current assets were RMB2,853.1 million, a strong increase of 107.2% y/y from 2015's RMB1,376.9. The Group's cash and cash equivalents reached RMB2,181.7 million, a strong increase of 161% y/y from 2015's RMB835.9 million. This is mainly due to the Company's successful listing on the Stock Exchange of Hong Kong in 2016, excluding expenses, raising HK\$1,472 million, or equivalent to RMB1,265.8 million. Current ratio in the year was 1.83, higher than 2015's 0.94.

In 2016, the Group's cash and cash equivalents amounted to RMB2,181.7 million. This is the result of net cash generated from operating activities in the year amounting to RMB393.7 million, taking away the net cash used in investing activities of RMB146.9 million, and then replenished by the net cash generated from financing activities of RMB1,056.5 million. The resulting net increase in cash and cash equivalents for the year was RMB1,303.3 million, and together with the cash and cash equivalents at end 2015 of RMB835.9 million, this led to the total of cash and cash equivalents for 2016 at RMB2,181.7 million. Please refer to P.118–119 of this report "Consolidated Cash Flow Statement" for detailed breakdown of each item. Excluding the one-off IPO proceeds from listing equivalent to RMB1,265.8 million, and the application of the proceeds to repay borrowings of RMB230 million (not including the revolving debt of RMB80 million), the cash balance would be approximately RMB1,145.9 million. This is 37.1% y/y higher, than 2015's RMB835.9 million, or a net increase of RMB310 million.

截至2016年12月31日止，在本集團的附屬公司中，中國杭州及寧波的稅務機關各自向杭州市綠城職業培訓學校及寧波綠城廣告有限公司批出20%的所得稅稅率。

### 年內利潤

公司利潤為人民幣294.8百萬元，較2015年人民幣202.6百萬元增長45.5%。而本公司權益股東應佔利潤為人民幣285.5百萬元，較2015年同期人民幣197.8百萬元，增長44.3%。淨利率（公司權益股東應佔利潤除以收入）為7.7%，較去年同期6.8%高出0.9個百分點，這個同時為本集團的歷史新高。

### 流動資金，儲備及資本架構

本集團於年內維持優良財務狀況。年內流動資產為人民幣2,853.1百萬元，較2015年1,376.9百萬元增加107.2%。集團的現金及等價物達到人民幣2,181.7百萬元，同比2015年人民幣835.9百萬元大增161%。這主要是因為2016年公司成功於香港聯交所上市，募集資金，扣除費用後，達到1,472百萬港元，等同人民幣1,265.8百萬元。年內流動比率為1.83，遠比2015年的0.94為高。

2016年集團現金和現金等價物達到人民幣2,181.7百萬元。這是年內通過經營活動所得的淨現金，人民幣393.7百萬元，然後扣除投資活動所用的現金淨額人民幣146.9百萬元，再加上融資活動所得的人民幣1,056.5百萬元，達到全年現金及現金等價物淨額人民幣1,303.3百萬元。再加上2015年底的現金及現金等價物人民幣835.9百萬元，2016年底的現金及現金等價物淨額為人民幣2,181.7百萬元。各項目明細請參閱此報告第118–119頁綜合現金流量表。撇除一次性的上市募集資金等同人民幣1,265.8百萬元，和動用此資金償還人民幣230百萬元的貸款（不包括人民幣80百萬元滾動貸款）後，年底現金約為人民幣1,145.9百萬元。這相比2015年的人民幣835.9百萬元高出37.1%，或人民幣310百萬元。

In order to enhance our finance internal control, we brought in two independent consultants in 2016, one being a local industry consultant and the other one being an international finance reporting expert, to assist our upgrading of the internal finance reporting system. The goal is to increase the speed of collecting finance related data initially, but ultimately to reshape our internal finance reporting system that would allow various business centres to share and make use of both operating and finance data effectively and instantly. This would increase the accuracy of management decision whilst shortening the response time on any future adjustment at the operation front or even on our strategic direction. We believe this upgrade might take 2–3 years to complete, but noticeable progress will start emerge towards the 2H of 2017.

The Group's net assets was RMB1,745.7 million, an increase of 10.7 folds from 2015's RMB148.9 million. This is mainly due to the listing proceeds that expanded our reserves massively. The Group had no debt at the end of 2016, compared to 2015's debt-to-net asset ratio of 136%. This is mainly because the Group used IPO proceeds to repay bank loans as stipulated in the Prospectus.

Since our businesses are entirely within China, the Group's operating revenue and income is all denominated in RMB in the year. The Group's only source of foreign currency is the IPO proceeds successfully raised in 2016, all being in HK dollars. Hence interest income, in HK dollar terms, arising from this proceeds is the only foreign currency investment income. In the absence of any major acquisition that might require foreign currency, the Group does not intend to repatriate the HK dollars into RMB given the likelihood of RMB staying at low level in the near future. Therefore, the Group does not expect any major foreign currency risk, nor intent to engage or already engaged in any currency hedging financial instrument for the risks.

為了提升我們內部財務管控，2016年我們聘任了兩位獨立顧問，一個是境內的行業顧問，而另一位是國際的財務彙報系統專家，協助我們內部財務匯報系統升級。短期目的是加快財務有關數據的收集，但最終目標是把我們的內部財務匯報系統改造升級能讓其他業務中心能即時分享和運用各種運營和財務數據。這不但會提高我們管理層所做的決定準確度，同時縮短未來調整運營時，甚至是在策略調整方面的反應時間。整個升級過程可能需要兩至三年，但最快於2017下半年應該可以初見成效。

集團2016年的總權益為人民幣1,745.7百萬元，較2015年人民幣148.9百萬元增加10.7倍。這主要因為通過募集資金而壯大了儲備。集團於2016年底沒有負債，而同期2015年資產負債比率為136%。主要是因為公司按招股書用途說明，使用募集資金償還債務。

由於集團所有的業務均在境內，所以年內運營收入和利潤都是人民幣計算。集團唯一的外幣來源是因2016年在香港成功上市募集資金，全部為港元。所以年內的單一外幣投資收入為此上市募集資金的存款利息。在沒有因為收購而產生對外幣需求的情況下，由於集團認為人民幣於短期內仍然會處於低位，所以並不急於把港元結匯成人民幣匯回境內。因此，集團並不認為存在主要外幣匯兌風險，並不打算，或已經採取金融工具來對沖貨幣風險。

		2016	2015
Trade and other receivables days	貿易及其他應收款項周轉天數	35.3	32.0
Trade and other payables days	貿易及其他應付款項周轉天數	15.2	18.1
Current ratio	流動比率	1.8	0.9

### Property, plant and equipment

In the year, this amounted to RMB264.5 million, a sharp rise of 315.8% from 2015's RMB63.6 million. This is attributed to the fact that the Group used its internal cash to purchase a new office headquarter in 2014. And delivery was made in 2016. Hence there was also a corresponding increase in expense for office equipment for the headquarters. In addition, as the number of our projects under management increased by 172, or 27% y/y, the Group had to invest in equipment for managing the projects and office equipment. This is in the course of normal business environment.

### Trade and other receivables

The total amount of trade and other receivables during the year reached RMB546.7 million, a net increase of RMB126.7 million or a 30.2% y/y increase from 2015's RMB419.9 million. Though the magnitude of increase seems high, being above the growth rate of the Group's revenue, yet in terms of percentage of revenue, 2015 and 2016 both remain in a stable range of 14–15% (2015: 14.4%). Similarly, trade and bills receivables (mainly consists of management fee) still stay in the range of 8–9% of the Group's revenue. The management is of the view that both the stable percentage range to the Group's revenue, and the large increase in the receipts-in-advance suggests that our collection policy and execution capability is sound. The management does not see any need to make adjustment.

### Trade and other payables

In the year, this amounted to RMB942.9 million, rose by 11.3% y/y from 2015's RMB847.4 million. This is attributed to the rise in two deposit items: (i) deposits required when we put in new bids for property management contracts, and (ii) escrow funds held on behalf of property agency customers. This increase is directly in relation to the rising volume in our business hence it's normal and positive.

### 物業、廠房及設備

年內物業、廠房及設備達人民幣264.5百萬元，較2015年人民幣63.6百萬元增加315.8%。主要為集團在2014年末動用內部現金購買新的總部大樓，並於2016年已經交付。集團也因此需要配置相當辦公室設備。另外，隨著在管園區於年內增加了172個，或27%，所以在正常經營情況下，集團也添置了相應的園區設備和辦公室設備。

### 貿易及其他應收款項

年內，貿易及其他應收款項達人民幣546.7百萬元，較2015年人民幣419.9百萬元增加了人民幣126.7百萬元，或30.2%。儘管此百分比較高，超出了收入的增長百分比，但按總量佔收入算，2015和2016兩年都維持在14%–15%之內(2015：14.4%)，非常穩定。同理，貿易應收款(主要為物業服務費)佔收入百分比也維持在8–9%。管理層認為這個穩定的百分比顯示了集團款項回收政策和執行能力是健全的，不需要調整。

### 貿易及其他應付款項

年內，此款項達到人民幣942.9百萬元，較2015年人民幣847.4百萬元高出11.3%。主要是因為兩項押金：(i)新物業管理合同投標時出的押金，及(ii)房產代理服務押金的大幅上升。因為此增長是與集團業務量掛鉤，所以屬正常和正面的。



### IPO proceeds

The Company was successfully listed on the Main Board of The Stock Exchange of Hong Kong Limited on 12 July 2016, issued 777,776,000 new shares, and after deducting underwriting and related expenses, the net IPO proceeds amounted to HK\$1,472 million (equivalent to RMB1,265.8 million). At the time of this annual report, the unused IPO proceeds amounted to HK\$1,233 million. These unused proceeds will be applied in accordance with the prospectus of the Company dated on 28 June 2016, as follows:

- 49% for acquisitions of property management companies and companies providing value-added services
- 22% for developing and promoting our “smart community” project and our community products and services
- 19% for loan repayment (already used as specified)
- 10% for working capital and general corporate purpose

### Dividend distribution

At the Board meeting held on 23 March 2017, the Board recommended the payment of a final dividend of HK\$0.04 per ordinary share of the Company. The final dividend will be paid on 16 June, 2017.

The Board is of the view that the Group’s operating performance in the year was remarkable, and through such generated large cash reserve, and this is in spite of the outstanding bank loan that was already repaid. At the other end, the Group does not foresee any major capital requirement on the operating front. The Board always believes in sharing the positive return with our shareholders from the Group’s growth through dividend distribution, hence the resolution. The payout ratio is approximately 35% of after tax profit, being higher than that was disclosed in the prospectus dated 28 June 2016 in that the payout ratio will not be less than 25% of after tax profit.

### 上市所得款項

公司於2016年7月12日成功在香港聯交所主板上市，發行777,776,000股新股，扣除包銷費用及相關開支後，上市所得款項總額為1,472百萬港元（等同人民幣1,265.8百萬元）。於本年度報告日期，未被使用款項為1,233百萬港元。該等款項將按照本公司於2016年6月28日之招股章程所載之用途分配使用：

- 49%用於收購物業服務公司及提供增值服務的公司
- 22%用於開發及推廣「智慧園區」項目，及園區產品和服務
- 19%已用於償還貸款
- 10%做運營資金及一般企業用途

### 股息分派

於2017年3月23日召開的董事會中，董事會建議每股普通股派末期股息0.04港元。末期股息將於2017年6月16日派付。

董事局認為，集團於年內因運營表現優越而產生比較可觀的現金，而且在償還銀行債務後仍保留了大量現金。另一方面，短期內在運營上沒有重大資金需求，所以董事局執行集團一貫的理念，通過派息和股東一起分享成長的成果。這個派息比例約為稅後利潤35%，超過2016年6月28日招股書的承諾（每年會把稅後利潤不少於25%用作分紅派息與股東）。

### ACQUISITION AND FUTURE PROSPECTS

As detailed in the use of IPO proceeds in the Prospectus, 38% of the net proceeds (approximately HK\$535.4 million) is earmarked for acquisition of property management companies, whilst 11% (approximately HK\$155 million) is for value-added service companies. Since the listing last year, the Group has been actively and diligently examined and pursued potential opportunities in the market. There were many opportunities yet the very competitive state of the market for acquisition has led to, in our view too demanding a valuation. Monetary consideration aside, the Group's concern is more on the quality, the fit for our existing customer profile, and the likely stickiness of their customers. With the long industry experience, the Group turned to strategic co-operation, and joint-venture with both property management companies belonging to State owned enterprises, or those State owned public utility enterprises or outright with those private property management companies. All of our partners or their SoE parent companies possess a vast reserve of property, both being residential and no-residential in nature, up for management over time. We formed 10 joint-ventures, or through acquisition, or in the form of strategic co-operation in 2016. We are confident they would bring in a steady and large pipeline of property for our property service business. This is a proven strategy the Group has long carried out, hence its our intention to continue this into 2017 and beyond.

Into 2017, the Group finds the market has quieted down noticeably on the acquisition front and valuation for acquiring property management companies seems to be returning to senses. Undoubtedly this represents opportunity not to be missed for the Group, and we will continue our proactive search for the right target. Given the IPO proceeds earmarked for acquisition remains untapped, and the fact that our balance sheet is ungeared, we believe the coffes for acquisition is more than adequately funded to seize the right opportunity.

### 收購及未來展望

如招股書所陳述，通過上市募集的資金淨額裏面有38% (535.4百萬港元左右) 是用作收購物業管理公司，另外11% (155百萬港元左右) 是用作收購增值服務公司。去年公司上市以後，一直努力而謹慎地探討和追蹤市場裏的潛在機會。機會一直不缺，但由於市場裏的收購競爭激烈導致收購作價過分高昂。而且價格以外，我們更關注的是目標公司的客戶質量，跟我們現有客戶吻合度，和客戶留下來的可能性。憑著多年的行業經驗，我們轉向以戰略合作，合資方式，跟國有企業的物業管理公司，或公建類型的國有企業，或大型民營企業的物業管理公司合作。我們注重的是他們，或他們母公司擁有的龐大物業儲備，包括住宅或非住宅類別，假以時日可供我們管理。2016年我們完成了10個戰略合作，合資或收購。我們深信這將會為我們的物業服務業務帶來穩定而大量的待管理面積儲備。這個策略是我們過去一直所執行的而且行之有效，我們將會在2017年和未來繼續執行。

進入2017年，我們察覺市場的收購行為有所冷卻，而收購作價也回歸理性。這無疑對集團是一個不容錯過的機會。我們會繼續主動尋找合適的目標。由於募集資金裏面專門用作收購的資金未有動用，而且我們的資產負債表也未有借貸，所以我們用作收購的儲備資金非常充裕，能讓我們捕捉合適的機會。



### INTEREST IN ASSOCIATES, AND JOINT VENTURES

In the year, the Group incorporated three new associates.

- Zhejiang Communications Investment Greentown Property Service Company Limited, formerly known as Zheyuan Property Management Company Limited. This is an investment that we issued public announcement in August 2016, in which we owned 40% equity interest in the associates. The counterparty parent company is Zhejiang Communications Group, a provincial state owned enterprise.
- Zhejiang Lvbang Property Services Company Limited, the Group owns 15% equity interest in this property management associate focusing the eastern China area.
- Zhejiang Lansong Supply Chain Management Company Limited. The Group owns 24% equity interest in this associate, which has the network to source quality agricultural produces across whole China, effectively and economically. This in turn would be made available to our community living services platform, both on and offline, offering to our owners and residents to choose and consume.

The Group invested, and formed, 2 amongst many, new joint ventures.

- Sensegain King (Hong Kong) Limited. This is an investment vehicle, through such the Group indirectly invests in an advanced US big-data company at end 2016. The latter provides sophisticated data analysis service that if available to the Group, it would assist the Group in better capture our owners and residents daily needs in a systematic way. This could then take our community living service, both on and offline, to another level up, from positioning to planning the right products, and in execution. We would assists their expansion into China as the opportunity approaches.
- Xiangtan Chengfa Greentown Property Service Company Limited with 51% equity interest. This is a property management operation servicing local government related properties.

In the year, joint venture companies brought in a loss of RMB1 million, mainly due to the sub-scale operation or operation not yet started in two joint venture companies in the year.

### 聯營和合營企業

年內，集團成立了三家新的聯營企業。

- 浙江交投綠城物業服務集團(原名浙元物業管理有限公司)，集團持有40%股權並於2016年8月完成時發出公告。合作方的母公司為一省級的國有企業，浙江交通集團。
- 浙江綠邦物業管理公司，主要是在華東市場提供物業管理服務。集團持有15%股權。
- 浙江藍頌供應鏈管理有限公司，集團持有24%股權。此公司擁有全國網路，可以有效而便宜地採購農副產品，然後供應到集團的線上，線下園區平台讓我們的業主與住客挑選和享用。

集團另外投資和成立了2家主要的合營企業。

- 盛世金(香港)有限公司為一投資控股公司，集團是於2016年底通過這個控股公司來間接投資於美國的一家先進大資料公司。這個公司擁有高級的資料分析服務。如集團可以應用上這個科技，將會大力協助集團有系統地捕捉業主住客的生活需求。我們的園區服務平台，無論是線上或線下的，從部署到計畫，到執行都可以得到提升。隨著此公司未來在中國展開業務，我們將會把握機會協助其發展。
- 湘潭市城發綠城物業服務有限公司，集團持股51%。這個合營企業是專門服務當地政府的一些附屬物業。

年內，合營企業帶來人民幣1百萬元的虧損，這主要是因為其中兩家合營企業業務未有達到規模，或未展開業務所致。



### Contingent liabilities

As at the end of 2016, the Group had no contingent liabilities.

## BUSINESS RISKS

### Staff costs and sub-contracting costs increase

Staff costs and sub-contracting costs, where we outsource functions such as security and cleaning to sub-contractors, represent the single largest component in our cost of sales. Wage has been generally rising in most of the regions we operate. In addition, as we increase the number of communities we manage, our headcount and in turn wages would rise in tandem. To maintain and improve our profitability, it's paramount for us to control such costs.

We manage such costs through: (a) actively deploy automation equipment and machinery to efficiently and accurately replace some basic function of property service, such as common mailboxes for receiving owners courier delivery, IC card for community entrance; (b) we set labour productivity targets for the Group and in 2016 the Group's total number of employees increase, in percentage terms for both, came way below that of our managed GFAs. These measures proved to be effective in controlling our costs and we believe this is only at the beginning stage. There should be more room for costs control going forward.

### Risks in relation to work safety and occurrence of accidents

There are inherent risks of work injury or accidents occurring due to the nature of property services we perform, for example, when our employees or employees of our sub-contractors provide repair and maintenance services to elevators of residential communities we manage. During the reporting period, we did not experience any work injury incident or accident in the course of our operations that resulted in a material and adverse effect on our business, financial position and results of operations.

We typically require our sub-contractors to maintain accident personal injury insurance policies. And we also purchase liability insurance such as general liability, assets and machinery insurances, in the communities we manage, in order to protect from claims on our staff and staff employed by our sub-contractors due to their negligent or careless acts in the course of their duties. More importantly, we provide regular training on safety, and job related, so as to assist our staff to follow through the guidelines and standards set for their posts. This is pre-emptive in nature, and would reduce the risks of claims on injury or other job related, arising from our staff in performing their duties.

### 或然負債

於2016年底，本集團並未有任何或然負債。

### 業務風險

#### 員工和分包成本上漲

員工和分包成本(外包保安和保潔至分包商)是我們銷售成本中最大的一部分。而在我們服務的地區裡，總體工資也在上漲。加上我們每年新服務的小區數目增加，員工數目以致工資總額也就自然增加。為了維持，進而提升盈利能力，我們非常重視員工及分包成本控制。

我們成本控制措施包括：(a)主動配置自動化管理的器材，有效和準確地代替了一些基本的物業服務工種，例如存放業主快遞的共用郵箱，進入園區的電子門禁卡等；(b)集團更訂立了勞動生產力指標。於2016年集團的受聘員工總量增加百分比遠低於在管面積增加百分比。這些措施都證明能有效控制成本，而且集團相信這只是處於初步階段，以後還有很多成本控制的空間。

#### 有關工作安全及發生意外的風險

提供物業管理服務可能會導致工傷及意外，例如我們的僱員或分包商的僱員為我們所管理住宅園區的升降機提供維修及保養服務時，存在所提供服務的性質引致的發生工傷或意外有風險。於往績記錄期內，我們在運營過程中並無發生因任何工傷事件或意外導致業務、財務狀況及經營業績受到重大不利影響。

我們一般要求分包商投購意外人身傷害保險，同時對於我們所管理的住宅園區，我們也向保險公司購買責任保險(如公眾責任險、財產險、機器險)，以應對我們的僱員或分包商僱員的疏忽或魯莽行為而引起的索賠。更重要的是我們也安排了定期開展僱員安全培訓、崗位培訓等，指引僱員按標準流程開展工作，以防範及降低僱員在工作過程中可能發生的工傷或意外風險概率及其可能引起的索賠額度。

### FOREIGN EXCHANGE RISKS

The Group conducts substantially its business in China and in Renminbi. Therefore, the Group is exposed to minimal foreign currency exchange rate risk. Depreciation or appreciation of the Renminbi and Hong Kong dollar against foreign currencies can affect the Group's results. The Group currently does not hedge our foreign exchange risk, but continuous monitoring on the foreign exchange exposure is carried out and the management will consider hedging the foreign exchange exposure if it has material impact to the Group.

### EMPLOYEES AND REMUNERATION POLICIES

The Group has established its human resources policies and procedures with a view to deploying the incentives and rewards of the remuneration system which include a wide range of training and personal development programmes to its employees. The remuneration package offered to the staff was in line with the duties and the prevailing market terms. Discretionary bonuses based on individual performance will be paid to employees as recognition of and reward for their contributions. Staff benefits, including pension, medical coverage, provident funds are also provided to employees of the Group.

As at 31 December 2016, the Group had 16,691 employees, and the total staff costs were RMB1,260.9 million.

### 外匯風險

本集團主要集中於中國經營業務，大部分業務以人民幣進行。因此，本集團承受最低外匯風險。人民幣及港元兌外幣貶值或升值可影響本集團的業績。本集團目前並無對沖外匯風險，但會持續監察外匯風險，管理層將於本集團受到重大影響時考慮對沖外匯風險。

### 僱員及薪酬政策

年內，本集團已制定其人力資源政策及體制，務求於薪酬制度中加入獎勵及獎金，以及為員工提供多元化之員工培訓及個人發展計劃。向員工發放之酬金待遇乃按其職務及當時市場標準釐定。支付予僱員酌情花紅乃根據個別僱員表現，以表揚及回報其貢獻。本集團亦同時向僱員提供僱員福利，包括養老金、醫療保障及公積金。

於2016年12月31日，集團有16,691名員工，而總員工成本為人民幣1,260.9百萬元。

# Directors and Senior Management

## 董事及高級管理層

### DIRECTORS

#### Executive Directors

**Ms. Li Hairong (李海榮)**, aged 59, was our sole Director from the date of our incorporation until 26 November 2015 and was re-designated as our chairman and executive Director on 27 November 2015. From June 1997 to September 1998, Ms. Li held various positions at Greentown Property Group Co., Ltd. (綠城房地產集團有限公司) (being the wholly-owned subsidiary of Greentown China, incorporated in Cayman Islands and listed on the Stock Exchange of Hong Kong Limited (stock code: 3900) which engages in the business of property development), including being its vice general manager, executive vice general manager and executive general manager. She joined our Group in October 1998 and has been responsible for the development strategy and strategic planning of our Group as well as for making decisions for material operational matters. Ms. Li has been the Chairman of Greentown Property Management since October 1998, and was also its general manager from October 1998 to February 2011, where she was primarily responsible for its overall management and daily operation. She also served as the executive general manager of Greentown Holdings from January 2006 to October 2015. She has also been a Certified Property Manager authorized by the MOHURD since May 2013.

In addition, Ms. Li currently holds directorship in various other subsidiaries of our Company.

Ms. Li has been a vice president of China Property Management Association (中國物業管理協會) since June 2010. She has also been a vice president of the Zhejiang Province Real Estate Industry Association (浙江房地產協會) and the head of its Property Management Special Committee (物業管理專業委員會) since December 2011 and July 2012, respectively. She was awarded as Person of the Year in the 2009 Hangzhou Quality of Life and Comfortable Life Reviews Conference ("2009杭州生活品質•舒適生活") in April 2009. Ms. Li graduated from the Department of Basic Specialized Training for Party and Government Officials (黨政管理幹部基礎專修科) of Zhejiang Radio and Television University (浙江廣播電視大學) in Zhejiang Province, the PRC in July 1988.

### 董事

#### 執行董事

**李海榮女士**，59歲，自本公司註冊成立日期起至2015年11月26日止為我們的唯一董事，並於2015年11月27日調任為主席兼執行董事。於1997年6月至1998年9月期間，李女士在綠城房地產集團有限公司(綠城中國控股有限公司(於開曼群島註冊成立的房地產開發商並於聯交所上市(股份代號：3900))的全資附屬公司，從物業開發業務)擔任多個職位，包括副總經理、執行副總經理及執行總經理。彼於1998年10月加盟本集團。彼負責本集團的發展戰略及策略規劃，以及就重大運營事宜作出決策。李女士自1998年10月起擔任綠城物業服務集團有限公司(「綠城物業服務」)的主席，並由1998年10月至2011年2月擔任總經理，主要負責整體管理及日常運營。彼亦自2006年1月起至2015年10月期間擔任綠城控股的執行總經理。彼亦自2013年5月起成為由住房和城鄉建設部認可的合資格物業管理師。

此外，李女士現時於本公司其他多家附屬公司擔任董事

李女士自2010年6月起在中國物業管理協會擔任副會長。彼亦自2011年12月及2012年7月起分別在浙江房地產協會擔任副會長及物業管理專業委員會主任。彼於2009年4月在「2009杭州生活品質•舒適生活」點評發佈會中獲評為年度人物。李女士於1988年7月畢業於浙江廣播電視大學黨政管理幹部基礎專修科。

## Directors and Senior Management 董事及高級管理層

**Mr. Yang Zhangfa (楊掌法)**, aged 45, has been our executive Director and chief executive officer since 27 November 2015. He is responsible for the overall business operation and daily management of our Group, making decisions for material operational matters, participating in Board decisions and implementing the resolutions of the Board. Mr. Yang joined our Group in February 2002 and has served in various positions in Greentown Property Management, including the assistant to general manager from April 2002 to March 2003, the vice general manager from March 2003 to February 2008, the executive vice general manager from February 2008 to January 2009, the executive general manager from January 2009 to February 2011 and the general manager from February 2011 to present. He has also been the general manager of Shanghai Xinhua Greentown Property Services Co., Ltd. (上海新湖綠城物業服務有限公司) since March 2012 and is in charge of its overall management and daily operation.

In addition, Mr. Yang currently holds directorship in various subsidiaries of our Company.

Mr. Yang has also been a bidding expert for property management in Hangzhou (杭州市物業管理招投標專家) and an expert for assessment of excellent property management projects in Hangzhou (杭州市物業管理優秀項目考評專家庫成員) since March 2014 and July 2014, respectively. Mr. Yang has been a Certified Property Manager authorized by MOHURD since May 2013. He graduated from Zhejiang University (浙江大學) in Hangzhou, the PRC in July 1997 majoring in real estate development and management, and he graduated from Hunan University (湖南大學) in Changsha, the PRC in April 2005 through long distance learning majoring in business administration.

楊掌法先生，45歲，自2015年11月27日起為執行董事兼行政總裁。彼負責本集團的整體業務運營及日常管理、就重大運營事宜作出決策、參與董事會決策及執行董事會決議案。楊先生於2002年2月加入本集團，並在綠城物業服務出任多個職位，包括於2002年4月至2003年3月擔任總經理助理、於2003年3月至2008年2月擔任副總經理、於2008年2月至2009年1月擔任常務副總經理、於2009年1月至2011年2月擔任執行總經理，及自2011年2月起至今擔任總經理。彼亦自2012年3月起在上海新湖綠城物業服務有限公司擔任總經理，負責整體管理及日常運營。

此外，楊先生現時於本公司多家附屬公司擔任董事。

楊先生亦自2014年3月及2014年7月起分別擔任杭州市物業管理招投標專家及杭州市物業管理優秀項目考評專家庫成員。楊先生已自2013年5月起獲住房和城鄉建設部認為註冊物業管理師。彼於1997年7月在位於中國杭州的浙江大學畢業，主修房地產開發和管理，並於2005年4月在位於中國長沙的湖南大學修畢遠程課程，主修工商管理。

## Directors and Senior Management 董事及高級管理層

**Mr. Wu Zhihua (吳志華)**, aged 38, has been our executive Director and chief operating officer since 27 November 2015. He is responsible for management work relating to the overall operation of our Group as well as for management of administration and human resources. Before joining our Group, Mr. Wu worked in Zhejiang Guesthouse Co., Ltd. (浙江賓館有限公司) from July 2002 to June 2003. Mr. Wu joined our Group in June 2003 and was subsequently promoted as the executive vice general manager and the general manager of Zhejiang Lvsheng Property Management Company Limited (浙江綠升物業管理有限公司) from April 2008 to August 2008 and from August 2008 to December 2008, respectively. He also served as the assistant to general manager, the vice general manager and the vice executive general manager of Greentown Property Management from January 2009 to February 2011, from February 2011 to November 2014 and from December 2014 to present, respectively. Mr. Wu worked as the general manager of Zhejiang Greentown Hotel Management Company Limited (浙江綠城酒店管理有限公司) from January 2010 to March 2014, and the general manager of Zhejiang Greentown Property Community Service Company Limited (浙江綠城物業園區生活服務有限公司), one of our wholly-owned subsidiaries, from February 2013 to September 2013, respectively, and his primary responsibility in such entities was the management of daily operations.

In addition, Mr. Wu currently holds directorship in various subsidiaries of our Company.

Mr. Wu has been the president of the Property Management Association of Xihu District, Hangzhou (杭州市西湖區物業管理協會) since July 2014. He has been a Certified Property Manager authorized by MOHURD since May 2013. Mr. Wu graduated from Zhejiang University (浙江大學) in Hangzhou, the PRC in June 2002 with a bachelor's degree majoring in tourism management, and obtained his master's degree of science in quality management through an external program from The Hong Kong Polytechnic University (香港理工大學) in Hong Kong in December 2007.

吳志華先生，38歲，自2015年11月27日起為執行董事兼運營總監。彼負責本集團有關整體運營的管理工作以及行政及人力資源管理。加入本集團前，吳先生由2002年7月至2003年6月任職浙江賓館有限公司。吳先生於2003年6月加入本集團，其後分別於2008年4月至2008年8月及於2008年8月至2008年12月獲晉升為浙江綠升物業管理有限公司常務副總經理及總經理。彼亦於2009年1月至2011年2月、2011年2月至2014年11月及自2014年12月起至今在綠城物業服務分別擔任總經理助理、副總經理及常務副總經理。吳先生於2010年1月至2014年3月在浙江綠城酒店管理有限公司擔任總經理、於2013年2月至2013年9月在浙江綠城物業園區生活服務有限公司(為我們其中一間全資附屬公司)擔任總經理，在該等公司主要負責日常運營管理。

此外，吳先生現時於本公司多家附屬公司擔任董事。

吳先生自2014年7月起擔任杭州市西湖區物業管理協會會長。彼自2013年5月起獲住房和城鄉建設部認可為註冊物業管理師。吳先生於2002年6月在位於中國杭州的浙江大學畢業，並取得旅遊管理專業學士學位，並於2007年12月在位於香港的香港理工大學透過校外進修課程取得品質管理理學碩士學位。



# Directors and Senior Management

## 董事及高級管理層

**Mr. Chen Hao (陳浩)**, aged 47, has been our executive Director since 27 November 2015. He joined our Group in May 2015 as a vice general manager primarily responsible for the management of community products and services of the Group. He has been a director of Greentown Property Management since November 2015 and a director of Twin Cities Network since April 2015. Mr. Chen has served as a director of Hong Kong Hung Seun International Resources Limited (香港鴻巽國際資源有限公司), a company primarily engaged in trade of copper, market research and fund investment, since October 2009. He has also been the vice chairman of Daye Youse Greentown Property Development Co., Ltd. (大冶有色綠城房地產開發有限公司) (being held as to 30% by Greentown China and the remaining 70% by Independent Third Parties which engages in the business of property development) since January 2012. Mr. Chen studied in Jiangsu Xinhai Senior High School (江蘇新海高中) (formerly known as Jiangsu Xinhai Secondary School (江蘇新海中學)) from September 1985 to July 1988.

In addition, Mr. Chen currently holds directorship in various subsidiaries of our Company.

### Non-executive Directors

**Mr. Shou Bainian (壽柏年)**, aged 63, has been our non-executive Director since November 27, 2015, and is responsible for providing guidance and supervision regarding the business and operation of our Group. Mr. Shou became an indirect holder of equity interests in Greentown Property Management in September 2000. Mr. Shou has more than 15 years' experience in the property development industry. He worked as the executive vice chairman and the general manager of Greentown Property Group Co., Ltd. (綠城房地產集團有限公司) (being the wholly-owned subsidiary of Greentown China which engages in the business of property development) from April 1998 to March 2015 and was primarily responsible for its overall business operation and financial management. He has been the director of Greentown Holdings since January 2002. He has also served in various positions in Greentown China, including its executive vice chairman and chief executive officer from July 2006 to June 2015 and its executive director since July 2006, and is primarily responsible for its overall business operation and financial management. Mr. Shou was also qualified as a senior economist (高級經濟師) in enterprise operation and management by Zhejiang Province Human Resources and Social Security Department (浙江省人力資源和社會保障廳) since December 1996. Mr. Shou graduated from Hangzhou University (杭州大學) in Zhejiang Province, the PRC with a bachelor's degree majoring in history in April 1982.

**陳浩先生**，47歲，自2015年11月27日起為執行董事。彼於2015年5月加盟本集團擔任副總經理，主要負責管理本集團的園區產品及服務。彼自2015年11月起擔任綠城物業服務的董事，並自2015年4月起擔任浙江雙城網絡科技有限公司的董事。陳先生從2009年10月起擔任香港鴻巽國際資源有限公司的董事，該公司主要從事銅的買賣、市場研究及基金投資。彼亦從2012年1月起擔任大冶有色綠城房地產開發有限公司(由綠城中國持有30%，並由從事物業開發業務的獨立第三方持有餘下的70%)的副主席。陳先生於1985年9月起至1988年7月期間在江蘇新海高中(前稱江蘇新海中學)修業。

此外，陳先生現時於本公司多家附屬公司擔任董事。

### 非執行董事

**壽柏年先生**，63歲，自2015年11月27日起為非執行董事，並負責指導及監督本集團的業務經營。壽先生於2000年9月成為綠城物業服務的間接股權持有人。壽先生在物業開發行業擁有超過15年經驗。彼由1998年4月至2015年3月擔任綠城房地產集團有限公司(乃綠城中國的全資附屬公司，從物業開發業務)的常務副主席及總經理，主要負責整體業務經營及財務管理。彼從2002年1月起擔任綠城控股的董事。彼亦在綠城中國身兼多職，包括由2006年7月至2015年6月擔任常務副主席兼行政總裁以及從2006年7月起擔任執行董事，主要負責整體業務經營及財務管理。壽先生自1996年12月起亦為浙江省人力資源和社會保障廳認可的企業經營及管理高級經濟師。壽先生於1982年4月於中國浙江省杭州大學畢業，持歷史學士學位。



# Directors and Senior Management

## 董事及高級管理層

**Ms. Xia Yibo (夏一波)**, aged 54, has been our non-executive Director since 27 November 2015, and is responsible for providing guidance and supervision regarding the business and operation of our Group. Ms. Xia became an indirect holder of equity interests in Greentown Property Management in September 2002. Ms. Xia was the chairlady of Hangzhou Greentown Decorating and Design Co., Ltd. (杭州綠城裝潢設計有限公司) from September 1996 to August 2002. She has also been the chairlady of Shanghai Wanley Insurance Broker Co., Ltd. (上海萬利保險經紀有限公司) (being held as to 90% by Hangzhou Haotian Investment Co., Ltd.) since September 2002. Ms. Xia has been serving as the director of Greentown Holdings since September 2002 and is now the chairlady of this company. Ms. Xia graduated from the Department of Chinese of Zhejiang Radio and Television University (浙江廣播電視大學) in Zhejiang Province, the PRC in August 1985.

### Independent Non-executive Directors

**Mr. Tian Zaiwei (田在璋)**, aged 68, was appointed as our independent non-executive Director on June 13, 2016 which has been effective upon Listing. He is responsible for supervising and providing independent judgment to our Board. From March 1996 to December 2003, Mr. Tian worked as the vice administrator of Harbin City Construction and Comprehensive Development Office (哈爾濱市城市建設綜合開發辦公室), the commander of the Harbin New Residential Area Construction and Development General Headquarter (哈爾濱市住宅新區開發建設總指揮部) and the general manager of Harbin Comprehensive Construction and Development Co., Ltd. (哈爾濱市綜合開發建設總公司). Mr. Tian has been the general manager of Shuntiantong Real Estate Development Group Co., Ltd. (順天通房地產開發集團有限公司) and the general manager of Beijing Tianqi Real Estate Development Co., Ltd. (北京天啟房地產開發有限公司) since December 2003 and the general manager of Beijing Tianshi Real Estate Development Co., Ltd. (北京天時房地產開發有限公司) since May 2001, and his primary responsibility in such entities was the management of daily operations.

**夏一波女士**，54歲，自2015年11月27日起為非執行董事，並負責指導及監督本集團的業務經營。夏女士於2002年9月成為綠城物業服務的間接股權持有人。夏女士於1996年9月至2002年8月在杭州綠城裝潢設計有限公司擔任董事長，彼自2002年9月起亦在上海萬利保險經紀有限公司(由杭州昊天投資有限公司持有90%)擔任董事長。夏女士自2002年9月以來一直擔任綠城控股的董事，現任該公司主席。夏女士在1985年8月於中國浙江省的浙江廣播電視大學中文學院畢業。

### 獨立非執行董事

**田在璋先生**，68歲，於2016年6月13日獲委任為獨立非執行董事，自上市日期起生效。彼負責監督董事會並向其提供獨立意見。於1996年3月至2003年12月，田先生在哈爾濱市城市建設綜合開發辦公室擔任副主任、在哈爾濱市住宅新區開發建設總指揮部擔任指揮及在哈爾濱市綜合開發建設總公司擔任總經理。田先生自2003年12月起在順天通房地產開發集團有限公司擔任總經理、在北京天啟房地產開發有限公司擔任總經理，自2001年5月起在北京天時房地產開發有限公司擔任總經理，在該等公司主要負責日常运营管理。

## Directors and Senior Management 董事及高級管理層

Mr. Tian was elected as a member of the 12th session of the National Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議第十二屆全國委員會委員) in February 2013. He has also been a vice president of China Property Management Association (中國物業管理協會) since October 2014 and the president of Heilongjiang Chamber of Commerce in Beijing (北京黑龍江企業商會) since March 2007. He was awarded the National May 1 Labor Medal (全國五一勞動獎章) in May 2006. Mr. Tian has been a senior engineer in Construction Economics authorized by Heilongjiang Provincial Personnel Department (黑龍江省人事廳) since September 1998, a senior economist in Economics and Management authorized by Heilongjiang Provincial Personnel Department (黑龍江省人事廳) since September 1993 and a certified property manager jointly authorized by Ministry of Personnel of Beijing of the PRC (中華人民共和國北京市人事 部) and MOHURD since December 2007. Mr. Tian graduated from Harbin College of Civil Engineering and Architecture (哈爾濱建築工程學院, now known as Harbin Institute of Technology, 哈爾濱工業大學) in Harbin, the PRC, with a bachelor's degree majoring in industrial and civil architecture in December 1992, and with a master's degree of engineering in January 1997.

**Mr. Poon Chiu Kwok (潘昭國)**, aged 55, was appointed as our independent non-executive Director on June 13, 2016 which has been effective upon Listing. He holds a master's degree in international accounting, a post-graduate diploma in laws, a bachelor's degree in laws and a bachelor's degree in business studies. He has over 25 years of experience in regulatory affairs, corporate finance, listed companies governance and management. He is an executive director, vice president and company secretary of Huabao International Holdings Limited, whose shares are listed on the Stock Exchange. He currently serves as an independent non-executive director of the following companies listed on the Stock Exchange: AUX International Holdings Limited, Changan Minsheng APLL Logistics Co., Ltd., Sany Heavy Equipment International Holdings Company Limited, Sunac China Holdings Limited, Tonly Electronics Holdings Limited, TUS International Limited, Yuanda China Holdings Limited and Jinchuan Group International Resources Co. Ltd. He was also an independent non-executive director of CSSC Offshore & Marine Engineering (Group) Company Limited (shares of which are listed on the Stock Exchange and the Shanghai Stock Exchange) from 31 May 2011 to 8 May 2014 and Ningbo Port Company Limited (shares of which are listed on the Shanghai Stock Exchange) from 1 April 2008 to 26 May 2014.

田先生在2013年2月當選中國人民政治協商會議第十二屆全國委員會委員。彼亦自2014年10月起在中國物業管理協會擔任副會長，以及自2007年3月起在北京黑龍江企業商會擔任會長。彼於2006年5月獲發全國五一勞動獎章。田先生自1998年9月起獲黑龍江省人事廳認可為建築經濟高級工程師，自1993年9月起獲黑龍江省人事廳認可為經濟管理高級經濟師，自2007年12月起獲中華人民共和國北京市人事 部及住房和城鄉建設部聯合認可為註冊物業管理師。田先生於1992年12月在位於中國哈爾濱的哈爾濱建築工程學院(現稱哈爾濱工業大學)畢業，並取得工業與民用建築專業學士學位，並於1997年1月在該校取得工程學碩士學位。

潘昭國先生，55歲，於2016年6月13日獲委任為獨立非執行董事，自上市日期起生效。彼負責監督董事會並向其提供獨立意見。彼持有國際會計學碩士學位、法學深造文憑、法學學士學位和商業學學士學位。彼於規管事宜、企業融資、及上市公司管治及管理方面擁有逾25年經驗。彼為一間在聯交所上市的公司華寶國際控股有限公司的執行董事、副總裁及公司秘書。彼現時於以下聯交所上市公司擔任獨立非執行董事：奧克斯國際控股有限公司、重慶長安民生物流股份有限公司、三一重裝國際控股有限公司、融創中國控股有限公司、通力電子控股有限公司、啟迪國際有限公司、遠大中國控股有限公司及金川集團國際資源有限公司。彼亦曾於2011年5月31日至2014年5月8日在中船海洋與防務裝備股份有限公司(其股份於聯交所及上海證券交易所上市)及於2008年4月1日至2014年5月26日在寧波港股份有限公司(其股份於上海證券交易所上市)擔任獨立非執行董事。

## Directors and Senior Management 董事及高級管理層

Mr. Poon graduated from City Polytechnic of Hong Kong (now known as the City University of Hong Kong) with his a bachelor's degree majoring in arts in December 1994 and from the same university with his Master's degree of Arts in November 1997. He also obtained his bachelor's degree majoring in law from University of Wolverhampton in the United Kingdom in October 2004 and a postgraduate diploma in laws from University of London in December 2010 through long distance learning, respectively. Mr. Poon has been a fellow member of The Institute of Chartered Secretaries and Administrators since April 2012. He has been a fellow member of The Hong Kong Institute of Chartered Secretaries since April 2012 and is currently a member of its Technical Consultation Panel and Professional Development Committee. In addition, Mr. Poon has been a fellow of Hong Kong Securities and Investment Institute since November 2014.

**Mr. Wong Ka Yi (黃嘉宜)**, aged 42, was appointed as our independent non-executive Director on 13 June 2016 which will become effective upon Listing. He is responsible for supervising and providing independent judgment to our Board. Mr. Wong currently serves as a director and responsible officer in Fundatech Capital Limited and he is a licensed person to conduct type 9 (asset management) regulated activities under the SFO. He worked as a portfolio manager in HT Capital Management Limited from May 2004 to April 2013 and Munsun Asset Management (Asia) Limited from July 2014 to February 2015, respectively. He was also designated as a chartered financial analyst by the CFA Institute in September 2004. Mr. Wong graduated from the University of Hong Kong with a bachelor's degree majoring in economics in July 1997.

潘先生在1994年12月畢業於香港城市理工學院(現稱香港城市大學)，取得文學學士學位，及後於1997年11月在該校取得文學碩士學位。彼亦於2004年10月在英國伍爾弗漢普頓大學取得法學學士學位，及於2010年12月在倫敦大學透過遙距學習取得法學深造文憑。潘先生亦從2012年4月起成為英國特許秘書及行政人員公會資深會員。彼從2012年4月起成為香港特許秘書公會資深會員，現時為旗下技術諮詢小組及專業發展委員會會員。此外，潘先生從2014年11月起成為香港證券及投資學會資深會員。

**黃嘉宜先生**，42歲，於2016年6月13日獲委任為獨立非執行董事，自上市日期起生效。彼負責監督董事會並向其提供獨立意見。黃先生現時任職豐達資本有限公司董事及負責人員，並為可進行證券及期貨條例項下第9類(資產管理)受規管活動的持牌人。彼分別於2004年5月起至2013年4月止在HT Capital Management Limited及於2014年7月起至2015年2月止在麥盛資產管理(亞洲)有限公司擔任投資組合經理。彼亦於2004年9月獲特許財務分析師協會認可為特許財務分析師。黃先生在1997年7月畢業於香港大學，並取得經濟學學士學位。

# Directors and Senior Management

## 董事及高級管理層

### Senior Management

For details of **Mr. Yang Zhangfa** (楊掌法) and **Mr. Wu Zhihua** (吳志華), please refer to the sub-section headed “— Directors — Executive Directors” in this section.

**Ms. Fang Minqing** (方敏青), aged 46, has been our chief quality officer since 27 November 2015. She is responsible for management and control of the quality of our service as well as for management of our customer relationship. Ms. Fang joined our Group in August 2000, currently serves as vice general manager of Greentown Property Management since March 2012 and in charge of its operation management center. She also worked as the assistant to general manager of Greentown Property Management from July 2009 to March 2012 and has been the general manager of the Jiangsu Branch of Greentown Property Management from January 2013 to February 2015. Ms. Fang currently holds directorship in several subsidiaries of our Company, including Jiaying Greentown Property Service Company Limited (嘉興綠城物業服務有限公司) since April 2008, Ningbo Greentown Property Management Company Limited (寧波綠城物業管理有限公司) since November 2012, Ningbo Greentown Advertisement Company Limited (寧波綠城廣告有限公司) since December 2012 and Greentown Property Service Group Jiangsu Company Limited (綠城物業服務集團江蘇有限公司) since July 2015. Ms. Fang graduated from the Program of Property Management of Zhejiang University of Technology (浙江工業大學) in Zhejiang Province, the PRC in December 2003 through part-time learning.

**Mr. Yuan Weidong** (原衛東), aged 47, has been our chief technology officer since 27 November 2015. He is responsible for the coordination and operation of the “smart community” project of our Group. Prior to joining our Group in November 2014, Mr. Yuan worked in NEC Telecommunications Co., Ltd. (日電通訊有限公司) from July 1992 to May 2002 as the head of the engineering technology department and the general manager of eastern China region. He also worked as the executive vice general manager of Zhejiang Ronghui Communications Equipment Co., Ltd. (浙江融匯通信設備有限公司) from May 2002 to May 2014. Mr. Yuan has been a Senior Engineer in Electronic Information authorized by Tianjin Municipal Personnel Bureau (天津市人事局) since October 2001. He graduated from Jilin University (吉林大學) in Changchun, the PRC in July 1992 with a bachelor's degree majoring in electronics and information systems.

### 高級管理層

有關楊掌法先生及吳志華先生的詳情，請參閱本節「董事—執行董事」分節。

**方敏青女士**，46歲，自2015年11月27日起為質量總監。彼負責管控服務品質以及管理客戶關係。方女士於2000年8月加入本集團，自2012年3月起一直擔任綠城物業服務的副總經理，負責運營管理中心。彼亦曾於2009年7月至2012年3月擔任綠城物業服務的總經理助理，以及於2013年1月至2015年2月擔任綠城物業服務江蘇分公司的總經理，包括嘉興綠城物業服務有限公司(自2008年4月起)、寧波綠城物業管理有限公司(自2012年11月起)、寧波綠城廣告有限公司(自2012年12月起)及綠城物業服務集團江蘇有限公司(自2015年7月起)。方女士現時擔任本公司多家附屬公司的董事。方女士於2003年12月透過兼讀學習在中國浙江省的浙江工業大學畢業，修畢物業管理課程。

**原衛東先生**，47歲，自2015年11月27日起為技術總監。彼負責統籌及運營本集團「智慧園區」項目。於2014年11月加入本集團前，原先生於1992年7月至2002年5月在日電通訊有限公司擔任工程技術部部長及華東地區總經理。彼亦於2002年5月至2014年5月擔任浙江融匯通信設備有限公司常務副總經理。彼於2001年10月獲天津市人事局認可為電子信息高級工程師。彼於1992年7月在位於中國長春的吉林大學畢業，並取得電子與信息系統學士學位。

## Directors and Senior Management 董事及高級管理層

**Mr. Ho, Kenneth Kai Chung (何啟忠)**, aged 51, has been our chief financial officer since 4 August 2015 and one of our joint company secretaries since 27 November 2015. He is responsible for finance and accounting works as well as company secretarial matters of our Group. Before joining our Group in August 2015, Mr. Ho had worked in various financial institutions. He worked as a senior analyst of Credit Lyonnais Securities (Asia) Limited from September 1996 to February 1999 and served in various positions including the vice president of the Asia & Pacific area of JP Morgan Chase & Co. from February 1999 to October 2004. He also served in various positions within the HSBC group from November 2004 to January 2013, including the head of the China research department of HSBC Markets (Asia) Limited, the head of the research department of the Beijing representative office of The Hongkong and Shanghai Banking Corporation Limited, and the equity sales director of HSBC Markets (Asia) Limited. From January 2014 to March 2015, he served as the managing director of Munsun Asset Management (Asia) Limited and was responsible for overseeing its asset management business. He is a director of Guoqin Greentown (Beijing) Asset Management Co., Ltd. (國勤綠城(北京)資產管理有限公司擔任董事), one of our subsidiaries since September 2015.

**何啟忠先生**，51歲，自2015年8月4日起為財務總監，並自2015年11月27日起擔任聯席公司秘書之一。彼負責本集團的財務及會計工作，以及公司秘書事宜。在2015年8月加入本集團前，何先生曾於多家金融機構任職。彼由1996年9月至1999年2月在里昂證券(亞洲)有限公司擔任高級分析員，後於1999年2月至2004年10月在摩根大通公司擔任亞太區副總裁等多個職位。彼亦曾於2004年11月至2013年1月擔任滙豐集團多項職務，包括滙豐銀行資本市場(亞洲)有限公司的中國研究部主管、香港上海滙豐銀行有限公司北京代表處的研究部主管、及滙豐銀行資本市場(亞洲)有限公司的股票銷售總監。由2014年1月至2015年3月，彼在麥盛資產管理(亞洲)有限公司擔任董事總經理，負責監督其資產管理業務。彼自2015年9月起於我們的其中一間附屬公司國勤綠城(北京)資產管理有限公司擔任董事。



# Directors and Senior Management

## 董事及高級管理層

In addition, Mr. Ho currently holds or had held directorship in several listed companies, including those set out below:

此外，何先生現時或過往於多家上市公司擔任董事，包括下列所載者：

Name of entity 實體名稱	Principal Business 主要業務	Place of listing and stock code 上市地及股份代號	Position and period of time 職位及時期
TK Group (Holdings) Limited	design and fabrication of plastic injection molds and the mechanical design and manufacturing of plastic components	Main Board of the Stock Exchange (stock code: 2283)	an independent non-executive director since November 2013
東江集團(控股)有限公司	注塑模具的設計及製作以及塑料部件的機件設計及製造	聯交所主板(股份代號：2283)	自2013年11月起擔任獨立非執行董事
BBI Life Science Corporation	a provider with comprehensive portfolio coverage in the life sciences research product and service industry in China	Main Board of the Stock Exchange (stock code: 1035)	an independent non-executive director since October 2014
BBI生命科學有限公司	在中國生命科學研究行業提供全面產品及服務	聯交所主板(股份代號：1035)	自2014年10月起擔任獨立非執行董事
Tsaker Chemical Group Limited	a producer of a number of fine chemicals that function as critical dye an pigment intermediates	Main Board of the Stock Exchange (stock code: 1986)	an independent non-executive director since March 2015
彩客化學集團有限公司	生產用作染料及顏料中間體的精細化學品	聯交所主板(股份代號：1986)	自2015年3月起擔任獨立非執行董事
Evershine Group Holdings Limited	travel agency, advertising and marketing and mobile application business	Growth Enterprise Market of the Stock Exchange (stock code: 8022)	an independent non-executive director from November 2013 to March 2014
永耀集團控股有限公司	旅遊代理、廣告及市場推廣以及移動應用業務	聯交所創業板(股份代號：8022)	由2013年11月至2014年3月擔任獨立非執行董事
Fifth Element Resources Limited	a junior mineral exploration company	formerly listed on the Australian securities exchange (stock code: FTH)	an executive director from February 2015 to January 2017
Fifth Element Resources Limited	初級礦物勘探公司	曾於澳洲證券交易所上市(股份代號：FTH)	自2015年2月至2017年1月擔任執行董事

Mr. Ho is a Chartered Financial Analyst authorized by the CFA Institute. Mr. Ho graduated from University of Sydney in Australia with his bachelor's degree majoring in economics in May 1988 and from University of New South Wales in Australia with his Master's degree of commerce in April 1991.

何先生為特許財務分析師協會認可的特許財務分析師。何先生於1988年5月在澳大利亞的悉尼大學畢業，並取得經濟學士學位及於1991年4月在澳洲新南威爾士大學取得商學碩士學位。



## Directors and Senior Management 董事及高級管理層

**Ms. Fan Li (樊琍)**, aged 40, has been our chief marketing officer since 27 November 2015. She is responsible for the market development of our Group. Ms. Fan joined our Group in March 2002 and currently serves as the assistant to general manager of Greentown Property Management. She has served in various positions in our Group, including, among others, the vice general manager of Zhejiang Greentown Real Estate Consulting Company Limited (浙江綠城房地產諮詢有限公司, formerly known as Zhejiang Greentown Property Consulting Company Limited (浙江綠城物業諮詢有限公司)), from March 2006 to December 2014, and she was in charge of the management and development of real estate consulting projects. She has also served as a director of Zhejiang Greentown Real Estate Agency Company Limited (浙江綠城房屋置換有限公司) since January 2015. Prior to joining our Group, Ms. Fan was the manager of Spring Garden Property Service Centre (春天花園物業服務中心) from February 2001 to March 2002. Ms. Fan has been an Engineer in Construction Engineering authorized by Zhuji Municipal Personnel Bureau (諸暨市人事局) since July 2010 and a Certified Property Manager authorized by MOHURD since May 2013. She was elected as an executive director of Hangzhou Municipal Real Estate Industry Association (杭州市房地產業協會) in December 2013. Ms. Fan graduated from Hangzhou University (杭州大學) in Hangzhou, the PRC with a bachelor's degree majoring in science in July 1998.

**樊琍女士**，40歲，自2015年11月27日起為市場總監。彼負責拓展本集團的市場。樊女士於2002年3月加入本集團，現擔任綠城物業服務的總經理助理。彼先後擔任本集團多個職位，包括(其中包括)於2006年3月至2014年12月擔任浙江綠城房地產諮詢有限公司(前稱浙江綠城物業諮詢有限公司)副總經理，負責房地產諮詢項目的管理及發展工作。彼亦自2015年1月起擔任浙江綠城房屋置換有限公司的董事。在加入本集團前，樊女士由2001年2月至2002年3月擔任春天花園物業服務中心的經理。樊女士自2010年7月起為諸暨市人事局認可的建設工程工程師，自2013年5月起為住房和城鄉建設部認可的註冊物業管理師。彼於2013年12月獲選為杭州市房地產業協會常務理事。樊女士於1998年7月自位於中國杭州的杭州大學畢業，並取得理學學士學位。



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**SINCERITY** Well-intentioned

# Report of Directors

## 董事會報告

The Board is pleased to present its report together with the audited consolidated financial statements of the Company and its subsidiaries (the “Group”) for the year ended 31 December 2016 (the “Reporting Period”).

### GLOBAL OFFERING

The Company carried out the global offering on 28 June 2016, comprising of 777,776,000 Shares at HK\$1.99 per Share. For details of the relevant use of proceeds, please see the section headed “Use of Net Proceeds from Listing” below.

### PRINCIPAL ACTIVITIES

The Company is principally engaged in the provision of residential property management services in the PRC, which include three types of services: property services, consulting services and community living services. Analysis of the principal activities of the Group during the year ended 31 December 2016 is set out in the note 3 to the consolidated financial statements.

### RESULTS

The results of the Group for the year ended 31 December 2016 are set out in the consolidated statement of profit or loss and other comprehensive income on pages 123 to 124 of this annual report.

### FINAL DIVIDEND

The Board recommended the payment of a final dividend of HK\$0.04 per ordinary share of the Company for the year ended 31 December 2016. The final dividend is subject to the approval of shareholders of the Company (the “Shareholders”) at the forthcoming annual general meeting of the Company to be held on 26 May 2017 (the “AGM”) and will be paid on 16 June 2017 to the Shareholders whose names appear on the register of members of the Company on 6 June 2017.

### BUSINESS REVIEW

A review of the business of the Group during the year ended 31 December 2016, a description of the principal risks and uncertainties that the Group may be facing, a discussion on the Group’s future business development and an analysis of the Group’s performance during the Reporting Period using financial key performance indicators are contained in the Management Discussion and Analysis on pages 19 to 36 of this Annual Report.

### FINANCIAL SUMMARY

A summary of the Group’s results, assets and liabilities of the Group for the last four financial years are set out on page 6–8 of this annual report. This summary does not form part of the audited consolidated financial statements.

本公司董事會欣然提呈本公司及其附屬公司（「本集團」）截至2016年12月31日止年度（「報告期」）之報告及經審核綜合財務報表。

### 全球發售

本公司於2016年6月28日進行全球發售，包括777,776,000股每股面值1.99港元的股份。有關所得款項用途的詳情，請參閱下文「上市所得款項淨額用途」一節。

### 主要業務

本公司的主要業務為在中國提供住宅物業服務，提供的服務種類包括物業服務、諮詢服務及園區服務三類業務。有關本集團於截至2016年12月31日止年度的主要業務的分析載列於綜合財務報表附註3。

### 業績

本集團截至2016年12月31日止年度的業績載於本年報第123頁至第124頁之綜合損益及其他全面收益表。

### 末期股息

董事會建議就截至2016年12月31日止年度派發末期股息每股普通股0.04港元。此末期股息須經本公司的股東（「股東」）於2017年5月26日舉行之股東週年大會（「股東週年大會」）上批准方可作實，並將於2017年6月16日派付予於2017年6月6日名列本公司股東名冊的股東。

### 業務回顧

本集團截至2016年12月31日止年度之業務回顧、本集團可能面臨之主要風險及不確定性之描述、有關本集團未來業務發展之討論及採用主要財務表現指標對本集團於報告期內之表現之分析載於本年報第19頁至第36頁的管理層討論與分析。

### 財務概要

本集團過去四個財政年度之業績以及資產及負債概要載列於本年報第6至8頁。本概要並不構成經審核綜合財務報表的一部分。

### USE OF NET PROCEEDS FROM LISTING

The Company was successfully listed on the Main Board of the Stock Exchange on 12 July 2016 (the "Listing Date"), issuing 777,776,000 new shares, raising a total of HK\$1.472 billion (equivalent to RMB1.2658 billion) net of underwriting costs and related expenses. As at the date of this annual report, the unutilized proceeds amounted to HK\$1.233 billion. As disclosed in the prospectus dated 28 June 2016 of the Company (the "Prospectus"), the proceeds will be applied to the following use:

- 49% for acquisitions of property management companies and companies providing value-added services
- 22% for developing and promoting the "smart community" project and community products and services
- 19% for loan repayment (already used as specified)
- 10% for working capital and general corporate purpose

### MAJOR CUSTOMERS AND SUPPLIERS

#### Major Customers

For the year ended 31 December 2016, the Group's sales to its five largest customers accounted for 6.2% (31 December 2015: 9.6%) of the Group's total revenue and our single largest customer accounted for 4.7% (31 December 2015: 7.7%) of the Group's total revenue.

#### Major Suppliers

For the year ended 31 December 2016, the Group's five largest suppliers accounted for 25.2% (31 December 2015: 17.8%) of the Group's total purchases and our single largest supplier accounted for 12.0% (31 December 2015: 11.8%) of the Group's total purchases.

During the Reporting Period, none of the Directors or any of their close associates or any Shareholders (which, to the best knowledge of the Directors, own more than 5% of the number of issued shares of the Company) had any direct or indirect interest in the Group's five largest customers and suppliers. Nonetheless, Mr. Shou Bainian, our non-executive Director and ultimate controlling shareholder, and Mr. Song Weiping, our ultimate controlling shareholder, were interested in 18.6% equity interest of Greentown China in aggregate. For the year ended 31 December 2016, income from property management service provided to Greentown China and its consolidated subsidiaries amounted to RMB175.6 million, representing approximately 4.7% of our annual revenue.

### 上市所得款項淨額用途

本公司於2016年7月12日(「上市日期」)成功在聯交所主板上市，發行777,776,000股新股，扣除包銷費用及相關開支後，上市所得款項總額為1,472百萬港元(等同人民幣1,265.8百萬美元)。於本年度報告日期，未被使用款項為1,233百萬港元。該等款項將按照本公司於2016年6月28日之招股章程(「招股章程」)所載之用途分配使用：

- 49%用於收購物業服務公司及提供增值服務的公司
- 22%用於開發及推廣「智慧園區」項目，及園區產品和服務
- 19%已用於償還貸款(已按指定方式動用)
- 10%做運營資金及一般企業用途

### 主要客戶及供應商

#### 主要客戶

截至2016年12月31日止年度，本集團前五名客戶的交易額佔本集團總收入的6.2%(2015年12月31日：9.6%)，而本集團之單一最大客戶的交易額佔本集團總收入的4.7%(2015年12月31日：7.7%)。

#### 主要供應商

截至2016年12月31日止年度，本集團前五名供應商的交易額佔本集團截至2016年12月31日止年度總購貨額的25.2%(2015年12月31日：17.8%)，而本集團之單一最大供應商的交易額佔本集團總購貨額的12.0%(2015年12月31日：11.8%)。

於報告期內，概無董事、任何彼等的緊密聯繫人或任何股東(據董事所知擁有本公司的已發行股份數目的5%以上)於本集團五大客戶或供應商中直接或間接擁有權益。惟我們的非執行董事兼最終控股股東壽柏年先生及最終控股股東宋卫平先生合計擁有綠城中國的18.6%權益。向綠城中國及其已綜合入賬的附屬公司提供物業管理服務所產生的收入於截至2016年12月31日止年度為人民幣175.6百萬元佔我們年度收入約4.7%。

### PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Company and the Group during the year ended 31 December 2016 are set out in note 10 to the consolidated financial statements.

### SHARE CAPITAL

Details of movements in the share capital of the Company during the year are set out in note 24 to the consolidated financial statements.

### RESERVES

Details of movements in the reserves of the Company and the Group during the Reporting Period ended 31 December 2016 are set out on page 127 in the consolidated statement of changes in equity.

### DISTRIBUTABLE RESERVES

As at 31 December 2016, the Company's reserves available for distribution, amounted to approximately RMB363,069,000 (as at 31 December 2015: RMB97,576,000).

### BANK LOANS AND OTHER BORROWINGS

Particulars of bank loans and other borrowings of the Company and the Group as at 31 December 2016 are set out in note 19 to the consolidated financial statements.

### DIRECTORS

The Directors during the Reporting Period and up to the date of this annual report are:

#### Executive Directors:

Ms. Li Hairong (*Chairman*)  
Mr. Yang Zhangfa  
Mr. Wu Zhihua  
Mr. Chen Hao

#### Non-executive Directors:

Mr. Shou Bainian  
Ms. Xia Yibo

#### Independent non-executive Directors:

Mr. Tian Zaiwei (appointed as independent non-executive Director on 12 July 2016)  
Mr. Poon Chiu Kwok (appointed as independent non-executive Director on 12 July 2016)  
Mr. Wong Ka Yi (appointed as independent non-executive Director on 12 July 2016)

### 物業、廠房及設備

本公司及本集團於截至2016年12月31日止年度期間的物業、廠房及設備變動詳情載於綜合財務報表附註10。

### 股本

本公司之股本於報告期內的變動詳情載於綜合財務報表附註24。

### 儲備

本公司及本集團之儲備於截至2016年12月31日止年度期間的變動詳情載於第127頁的綜合權益變動表。

### 可供分派儲備

於2016年12月31日，本公司可供分派儲備為約人民幣363,069,000元(2015年12月31日：人民幣97,576,000元)。

### 銀行借款及其他借款

關於本公司及本集團於2016年12月31日之銀行借款及其他借款的詳情載於綜合財務報表附註19。

### 董事

於報告期內及直至本年報日期，董事如下：

#### 執行董事：

李海榮女士(主席)  
楊掌法先生  
吳志華先生  
陳浩先生

#### 非執行董事：

壽柏年先生  
夏一波女士

#### 獨立非執行董事：

田在璋先生(於2016年7月12日起獲委任為獨立非執行董事)  
潘昭國先生(於2016年7月12日起獲委任為獨立非執行董事)  
黃嘉宜先生(於2016年7月12日起獲委任為獨立非執行董事)

In accordance with article 84 of the articles of association of the Company (the "Articles of Association"), Ms. Li Hairong, Mr. Chen Hao and Mr. Shou Bainian shall retire by rotation, and being eligible, have offered themselves for re-election at the AGM.

Details of the Directors to be re-elected at the AGM are set out in the circular to the Shareholders dated 25 April 2017.

### DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the Directors and senior management of the Company are set out on pages 37 to 47 of this annual report.

### CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received an annual confirmation of independence pursuant to rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") from each of the independent non-executive Directors and the Company considers such Directors to be independent throughout the year ended 31 December 2016 and remain so as of the date of this annual report.

### DIRECTORS' SERVICE CONTRACT AND LETTERS OF APPOINTMENT

Each of the executive Directors has signed a service contract with the Company for a term of three years commencing on the Listing Date, which may be renewable subject to both parties' agreement.

Each of the non-executive Directors and independent non-executive Directors has signed an appointment letter with the Company for a term of three years commencing from the Listing Date, which may be renewable subject to both parties' agreement.

None of the Directors has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

### DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Saved as disclosed in this annual report, no Director had a material interest, either directly or indirectly, in any transaction, arrangement or contract of significance to the business of the Group to which the Company, or any of its subsidiaries or fellow subsidiaries was a party during the year ended 31 December 2016 and up to the date of this annual report.

根據本公司之組織章程細則(「組織章程細則」)第84條，李海榮女士、陳浩先生及壽柏年先生須於股東週年大會上輪值告退，並願意膺選連任。

將於股東週年大會上膺選連任之董事詳情載於日期為2017年4月25日之致股東之通函。

### 董事和高級管理層

董事和本公司的高級管理層的履歷詳情載於本年報第37頁至第47頁。

### 獨立非執行董事獨立性的確認

本公司已收到各獨立非執行董事根據聯交所證券上市規則(「上市規則」)第3.13條確認彼等的獨立性，而本公司認為自上市日期起至2016年12月31日止期間全體獨立非執行董事均為獨立人士。

### 董事之服務合約及委任書

各執行董事已與本公司簽立服務合約，自上市日期起計為期三年，可根據本公司章程細則以及適用法律、規則及規例續訂。

各非執行董事及獨立非執行董事已與本公司簽立任期自上市日期起計為期三年之委任書，可根據本公司章程細則以及適用法律、規則及規例續訂。

除上文所披露者外，概無董事與本集團訂立不可於一年內不付賠償(法定賠償除外)而終止的服務合約。

### 董事於重大交易、安排或合約的權益

除本年報所披露者外，於截至2016年12月31日止年度至本年報日期期間，概無董事於本公司、其任何附屬公司或同系附屬公司作為訂約方並對本集團業務而言屬重大交易、安排或合約中直接或間接擁有重大權益。



### MANAGEMENT CONTRACTS

Saved as disclosed in this annual report, no contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the Reporting Period.

### EMOLUMENT POLICY

A remuneration committee was set up for reviewing the Group's emolument policy and structure for all remuneration of the directors and senior management of the Group, having regard to the Group's operating results, individual performance of the directors and senior management and comparable market practices.

Details of the emoluments of the Directors and five highest paid individuals during the Reporting Period are set out in note 7 and 8 to the consolidated financial statements.

### RETIREMENT AND EMPLOYEE BENEFITS SCHEME

Details of the retirement and employee benefits scheme of the Company are set out in note 5(b) to the consolidated financial statements.

### CHANGE OF DIRECTOR'S INFORMATION

On 21 March 2017, Mr. Poon Chiu Kwok was appointed as the independent non-executive director of Jinchuan Group International Resources Co. Ltd (a company listed on the Stock Exchange, stock code: 2362).

Save as disclosed above, the Directors confirmed that no information is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

### 管理合約

除本年報所披露者外，於報告期，本公司並無就有關整體全部或任何重要部份業務的管理及行政工作簽訂或訂有任何合約。

### 薪酬政策

薪酬委員會之設立旨在根據本集團之經營業績、董事與高級管理層之個人表現及可資比較之市場慣例審查本集團有關董事及高級管理層之薪酬政策及薪酬架構。

有關於報告期內董事及五位最高薪酬人士的薪酬詳情載於綜合財務報表附註7和8。

### 退休及僱員福利計劃

本公司退休及僱員福利計劃詳情載於綜合財務報表附註5(b)。

### 有關董事的資料變動

潘昭國於2017年3月21日被聘為金川集團國際資源有限公司(一家於聯交所上市的公司，股份代號：2362)獨立非執行董事。

除上述披露外，董事確認概無資料須根據上市規則第13.51(B)(1)條作出披露。

### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITION IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2016, the interests and short positions of the Directors and the chief executive of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have taken under such provisions of the SFO), or which were recorded in the register required to be kept pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules were as follows:

#### (i) Interests in Shares of the Company:

### 董事及最高行政人員於股份、相關股份及債權證中擁有的權益及淡倉

於2016年12月31日，董事及本公司最高行政人員擁有根據《證券及期貨條例》(「《證券及期貨條例》」)第XV部第7及8分部已知會本公司及聯交所的本公司或其任何相聯法團(定義見《證券及期貨條例》第XV部)的股份、相關股份及債權證的權益及淡倉(包括根據《證券及期貨條例》的該等條文彼等被當作或視為擁有的權益及淡倉)，或根據《證券及期貨條例》第352條已登記於須予備存之登記冊，或根據上市規則附錄十所載的《上市發行人董事進行證券交易的標準守則》(「標準守則」)須知會本公司及聯交所的權益及淡倉如下：

#### (i) 於本公司股份的權益：

Name	Capacity/ Nature of Interest	Number of Shares	Approximate Percentage of Shareholding in the Company (%) 約佔本公司的 股份百分比(%)	Long/short position/ Lending pool 好倉/淡倉/ 可供借出的股份
姓名	身份/權益性質	股份數目		
Mr. Shou Bainian <sup>(Notes 1, 3)</sup> 壽柏年先生 <sup>(附註1、3)</sup>	Interest of a controlled corporation 受控制法團權益	1,020,000,000	36.72	Long position 好倉
Ms. Xia Yibo <sup>(Notes 2, 3)</sup> 夏一波女士 <sup>(附註2、3)</sup>	Interest of a controlled corporation 受控制法團權益	1,020,000,000	36.72	Long position 好倉
Ms. Li Hairong <sup>(Notes 4, 5)</sup> 李海榮女士 <sup>(附註4、5)</sup>	Interest of a controlled corporation 受控制法團權益	563,334,000	20.28	Long position 好倉
	Interest of spouse 配偶權益	28,000,000	1.01	Long position 好倉
Mr. Yang Zhangfa <sup>(Note 6)</sup> 楊掌法先生 <sup>(附註6)</sup>	Beneficial interest 實益權益	60,000,000	2.16	Long position 好倉
Mr. Wu Zhihua <sup>(Note 7)</sup> 吳志華先生 <sup>(附註7)</sup>	Beneficial interest 實益權益	30,000,000	1.08	Long position 好倉

### Notes:

- (1) Mr. Shou Bainian holds all issued shares in Lily International Investment Company Limited (“**Lily International Investment**”), which holds 39% of the issued shares in Orchid Garden Investment Company Limited (“**Orchid Garden Investment**”).
- (2) Ms. Xia Yibo holds all issued shares in ShenaLan International Investment Company Limited (“**ShenaLan International Investment**”), which holds 21% of the issued shares in Orchid Garden Investment. Ms. Xia Yibo is the spouse of Mr. Song Weiping.
- (3) Given Osmanthus Garden Investment Company Limited (“**Osmanthus Garden Investment**”), Lily International Investment and ShenaLan International Investment are indirectly interested in the Shares through Orchid Garden Investment, Osmanthus Garden Investment, Lily International Investment and ShenaLan International Investment are deemed to be parties acting in concert.

As such, Mr. Song Weiping, Mr. Shou Bainian and Ms. Xia Yibo, together with their respective holding companies (being Osmanthus Garden Investment, Lily International Investment and ShenaLan International Investment), are all deemed to be interested in the total Shares directly held by Orchid Garden Investment (being 1,020,000,000 Shares in total).

- (4) Ms. Li Hairong holds all issued shares in Lilac International Investment Company Limited (“**Lilac International Investment**”). Accordingly, Ms. Li Hairong is deemed to be interested in the total Shares directly held by Lilac International Investment (being 563,334,000 Shares in total).
- (5) Mr. Ju Jianhua is the spouse of Ms. Li Hairong. Therefore, Ms. Li Hairong is deemed to be interested in the Shares which Mr. Ju Jianhua is interested in. Mr. Ju Jianhua is one of the grantees under the Pre-IPO Share Award Scheme.
- (6) Mr. Yang Zhangfa is one of the grantees under the Pre-IPO Share Award Scheme.
- (7) Mr. Wu Zhihua is one of the grantees under the Pre-IPO Share Award Scheme.

### 附註：

- (1) 壽柏年先生持有Lily International Investment Company Limited(「**Lily International Investment**」)所有已發行股份，而Lily International Investment持有Orchid Garden Investment Company Limited(「**Orchid Garden Investment**」)的39%已發行股份。
- (2) 夏一波女士持有ShenaLan International Investment Company Limited(「**ShenaLan International Investment**」)所有已發行股份，而ShenaLan International Investment持有Orchid Garden Investment的21%已發行股份。夏一波女士為宋卫平先生的配偶。
- (3) Osmanthus Garden Investment Company Limited(「**Osmanthus Garden Investment**」)、Lily International Investment及ShenaLan International Investment透過Orchid Garden Investment間接擁有該等股份的權益，故此Osmanthus Garden Investment、Lily International Investment及ShenaLan International Investment被視為一致行動人士。

因此，宋卫平先生、壽柏年先生及夏一波女士連同彼等各自的控股公司(即Osmanthus Garden Investment、Lily International Investment及ShenaLan International Investment)被視為於Orchid Garden Investment直接持有的股份總數中擁有權益(即合共1,020,000,000股股份)。

- (4) 李海榮女士持有Lilac International Investment Company Limited(「**Lilac International Investment**」)所有已發行股份。因此，李海榮女士被視為擁有Lilac International Investment直接持有的全部股份權益(即合共563,334,000股股份)。
- (5) 鞠建華先生乃李海榮女士的配偶。因此，李海榮女士被視為擁有由鞠建華先生擁有權益的股份的權益。鞠建華先生為首次公開發售前股份獎勵計劃的其中一名承授人。
- (6) 楊掌法先生為首次公開發售前股份獎勵計劃的其中一名承授人。
- (7) 吳志華先生為首次公開發售前股份獎勵計劃的其中一名承授人。

### (ii) Interests in associated corporations:

### (ii) 於相聯法團的權益：

Name	Nature of interest	Name of associated corporation	Number of issued share capital interest 已發行股本權益數目	Approximate percentage of shareholding 概約持股百分比(%)
姓名	權益性質	相聯法團名稱		
Mr. Yang Zhangfa	Beneficial interest	Shenyang Greentown Property Services Company Limited	N/A	20.00
楊掌法先生	實益權益	瀋陽綠城物業服務有限公司	不適用	20.00

Save as disclosed above, as at 31 December 2016, none of the Directors or the chief executive of the Company had or was deemed to have any interest or short position in the Shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) that was required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have taken under such provisions of the SFO), or required to be recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於2016年12月31日，概無董事或本公司最高行政人員於本公司或其相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份或債權證中，擁有根據《證券及期貨條例》第XV部第7及8分部須知會本公司及聯交所的股份、相關股份及債權證的權益及淡倉（包括根據《證券及期貨條例》的該等條文彼等被當作或視為擁有的權益及淡倉），或須登記於根據《證券及期貨條例》第352條須予備存的登記冊內，或根據標準守則須知會本公司及聯交所的任何權益或淡倉。

### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as otherwise disclosed in this annual report, at no time during the Reporting Period was the Company or any of its subsidiaries a party to any arrangement that would enable the Directors to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the Directors or any of their spouses or children under the age of 18 were granted any right to subscribe for the equity or debt securities of the Company or any other body corporate or had exercised any such right.

### 董事購買股份或債權證的權利

除於本年報所披露者外，本公司或其附屬公司於報告期的任何時間概無訂立任何安排，致使董事可藉購買本公司或任何其他法人團體股份或債權證而獲益，且並無董事或彼等之配偶或18歲以下的子女獲授予任何權利以認購本公司或任何其他法人團體的股本或債務證券，或已行使任何該等權利。

### SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2016, to the best knowledge of the Directors, the following persons (not being a Director or chief executive of the Company) had interests or short positions in the Shares or underlying Shares which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO:

### 主要股東於股份及相關股份中的權益及淡倉

於2016年12月31日，就本公司董事所知，下列人士（並非董事及本公司最高行政人員）於本公司股份或相關股份中擁有根據《證券及期貨條例》第XV部第2及3分部須向本公司披露並已登記於本公司根據《證券及期貨條例》第336條須予備存之登記冊內之權益或淡倉：

Name 姓名	Capacity/Nature of Interest 身份／權益性質	Number of Shares 股份數目	Approximate Percentage of Shareholding in the Company (%) 約佔本公司的股份百分比 (%)	Long/short position/ Lending pool 好倉／淡倉／可供借出的股份
Orchid Garden Investment (Note 1)(附註1)	Beneficial interest 實益權益	1,020,000,000	36.72	Long position 好倉
Osmanthus Garden Investment (Notes 1, 2)(附註1、2)	Interest of a controlled corporation 受控制法團權益	1,020,000,000	36.72	Long position 好倉
Mr. Song Weiping (Notes 1, 2)(附註1、2)	Interest of a controlled corporation 受控制法團權益	1,020,000,000	36.72	Long position 好倉
Lily International Investment (Notes 1, 3)(附註1、3)	Interest of a controlled corporation 受控制法團權益	1,020,000,000	36.72	Long position 好倉
Ms. Yao Huanjing (Note 4) 姚浣菁女士(附註4)	Interest of spouse 配偶權益	1,020,000,000	36.72	Long position 好倉
ShenaLan International Investment (Notes 1, 5)(附註1、5)	Interest of a controlled corporation 受控制法團權益	1,020,000,000	36.72	Long position 好倉
Lilac International Investment (Note 6)(附註6)	Beneficial interest 實益權益	563,334,000	20.28	Long position 好倉
Mr. Ju Jianhua (Note 7) 鞠建華先生(附註7)	Interest of spouse 配偶權益	563,334,000	20.28	Long position 好倉
	Beneficial interest 實益權益	28,000,000	1.01	Long position 好倉

### Notes:

- (1) Orchid Garden Investment is owned as to 40.0%, 39.0% and 21.0% by Osmanthus Garden Investment, Lily International Investment and ShenaLan International Investment, respectively.

Given Osmanthus Garden Investment, Lily International Investment and ShenaLan International Investment are indirectly interested in the Shares through Orchid Garden Investment, Osmanthus Garden Investment, Lily International Investment and ShenaLan International Investment are deemed to be parties acting in concert.

As such, Mr. Song Weiping, Mr. Shou Bainian and Ms. Xia Yibo, together with their respective holding companies (being Osmanthus Garden Investment, Lily International Investment and ShenaLan International Investment), are all deemed to be interested in the total Shares directly held by Orchid Garden Investment (being 1,020,000,000 Shares in total).

- (2) Osmanthus Garden Investment is wholly-owned by Mr. Song Weiping. Mr. Song Weiping is deemed to be interested in the Shares held by Osmanthus Garden Investment for the purpose of Part XV of the SFO. Mr. Song Weiping is the spouse of Ms. Xia Yibo.
- (3) Lily International Investment is wholly-owned by Mr. Shou Bainian. Mr. Shou Bainian is deemed to be interested in the Shares held by Lily International Investment for the purpose of Part XV of the SFO.
- (4) Ms. Yao Huanjing is the spouse of Mr. Shou Bainian. Therefore, Ms. Yao Huanjing is deemed to be interested in the Shares which Mr. Shou Bainian is interested in.
- (5) ShenaLan International Investment is wholly-owned by Ms. Xia Yibo. Ms. Xia Yibo is deemed to be interested in the Shares held by ShenaLan International Investment. Ms. Xia Yibo is the spouse of Mr. Song Weiping.
- (6) Lilac International Investment is wholly-owned by Ms. Li Hairong. Ms. Li Hairong is deemed to be interested in the Shares held by Lilac International Investment for the purpose of Part XV of the SFO.
- (7) Mr. Ju Jianhua is the spouse of Ms. Li Hairong. Therefore, Mr. Ju Jianhua is deemed to be interested in the Shares which Ms. Li Hairong is interested in. Mr. Ju Jianhua is one of the grantees under the Pre-IPO Share Award Scheme.

Save as disclosed above, as at 31 December 2016, the Directors were not aware of any persons (who were not Directors or chief executive of the Company) who had an interest or short position in the Shares or underlying Shares of the Company which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or which would be required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein.

### 附註：

- (1) Orchid Garden Investment 由 Osmanthus Garden Investment、Lily International Investment 及 ShenaLan International Investment 分別擁有 40.0%、39.0% 及 21.0% 的權益。

由於 Osmanthus Garden Investment、Lily International Investment 及 ShenaLan International Investment 透過 Orchid Garden Investment 間接擁有股份權益，Osmanthus Garden Investment、Lily International Investment 及 ShenaLan International Investment 被視為一致行動人士。

因此，宋卫平先生、壽柏年先生及夏一波女士，連同彼等各自持有的公司（即 Osmanthus Garden Investment、Lily International Investment 及 ShenaLan International Investment），均被視為擁有 Orchid Garden Investment 直接持有的全部股份權益（即合共 1,020,000,000 股股份）。

- (2) Osmanthus Garden Investment 由宋卫平先生全資擁有。就證券及期貨條例第 XIV 部而言，宋卫平先生被視為擁有 Osmanthus Garden Investment 所持有的股份權益。宋卫平先生是夏一波女士的配偶。
- (3) Lily International Investment 由壽柏年先生全資擁有。就證券及期貨條例第 XIV 部而言，壽柏年先生被視為擁有 Lily International Investment 所持有的股份權益。
- (4) 姚浣菁女士乃壽柏年先生的配偶。因此，姚浣菁女士被視為擁有由壽柏年先生擁有權益的股份的權益。
- (5) ShenaLan International Investment 由夏一波女士全資擁有。夏一波女士被視為擁有 ShenaLan International Investment 所持有的股份權益。夏一波女士是宋卫平先生的配偶。
- (6) Lilac International Investment 由李海榮女士全資擁有。就證券及期貨條例第 XIV 部而言，李海榮女士被視為擁有 Lilac International Investment 所持有的股份權益。
- (7) 鞠建華先生乃李海榮女士的配偶。因此，鞠建華先生被視為擁有由李海榮女士擁有權益的股份的權益。鞠建華先生為首次公開發售前股份獎勵計劃的其中一名承授人。

除上文所披露者外，於 2016 年 12 月 31 日，就董事所知，概無任何其他人士（並非董事及本公司最高行政人員）於本公司股份或相關股份中擁有根據《證券及期貨條例》第 XIV 部第 2 及 3 分部須予披露，或須登記於《證券及期貨條例》第 336 條所述的登記冊內之權益或淡倉。



### EQUITY-LINKED AGREEMENTS

Save as the below Pre-IPO Share Award Scheme, the Company has no equity-linked agreements that were entered into or subsisted in 2016.

### PRE-IPO SHARE AWARD SCHEME

On 1 January 2016, the Company adopted a Pre-IPO share award scheme (the **"Pre-IPO Share Award Scheme"**) to grant certain senior management personnel of the Group (**"the Incentive Targets"**) to acquire certain shares of the Company (**"the Incentive Shares"**) from Ms. Li Hairong. The Company adopted the Pre-IPO Share Award Scheme in order to (i) implement our cultural concept that "workers shall be entitled to his/her own work achievements," (ii) optimize our modern enterprise management system, (iii) improve our incentive and control policies, and (iv) achieve joint development of both personnel and the Company. Incentive Targets under the Pre-IPO Share Award Scheme including 56 individuals decided at the discretion of the Board. Such Incentive Targets comprise directors of functional departments and management personnel of the Company's branches and subsidiaries (professional companies) bearing the rank of standing deputy general manager or above, including management personnel who retired after January 1, 2013 bearing such rank. The consideration for the acquisition is by reference to the valuation of Greentown Property Service as at 31 December 2015. Lilac International Investment Company Limited (**"Lilac"**), a company wholly-owned by Ms. Li Hairong, transferred an aggregate of 105,000,000 shares of the Company to the Mass Wisdom Group Limited (**"Mass Wisdom"**), a third party trust company, which was appointed as the trustee under the Pre-IPO Share Award Scheme. The shares would be held by Mass Wisdom on behalf of the Incentive Targets. The shares awarded under Pre-IPO Share Award Scheme would vest on the date of the Listing. The consideration would be payable by the Incentive Targets to Lilac upon the Listing. If the Listing does not take place on or before 31 December 2016, Mass Wisdom shall transfer these shares of the Company back to Lilac at nil consideration. During the reporting period, there was no movement in the Incentive Shares.

### 股票掛鈎協議

除下述首次公開發售前股份獎勵計劃外，本公司於2016年度並無訂立或存續任何股票掛鈎協議。

### 首次公開發售前股份獎勵計劃

本公司於2016年1月1日採用首次公開發售前股份獎勵計劃(**"首次公開發售前股份獎勵計劃"**)，以授權予若干本集團高級管理人員(**"激勵對象"**)向李海榮女士收購若干本公司股份(**"激勵股份"**)。本公司採納首次公開發售前股份獎勵計劃，旨在(i)實行「工作者應享有工作成果」的文化概念；(ii)優化我們的現代企業管理系統；(iii)改善我們的獎勵及控制政策；及(iv)達致人員及本公司的共同發展。首次公開發售前股份獎勵計劃的激勵對象包括由董事會酌情決定的56名人士。有關激勵對象包括職能部門的總監及本公司分公司及附屬公司(專業公司)中職銜為常務副總經理或以上級別的管理人員，包括擁有該等職銜而於2013年1月1日後退任的管理人員。收購代價乃參考綠城物業服務於2015年12月31日的估值。李海榮女士全資擁有的公司Lilac International Investment Company Limited(**"Lilac"**)將合共105,000,000股本公司股份轉讓予第三方信託公司Mass Wisdom Group Limited(**"Mass Wisdom"**)，Mass Wisdom獲委任為首次公開發售前股份獎勵計劃的受託人。Mass Wisdom代表激勵對象持有有關股份。根據首次公開發售前股份獎勵計劃授出的股份將於上市日期歸屬。上市後，激勵對象須向Lilac支付代價。倘上市並無於2016年12月31日或之前發生，Mass Wisdom則將該等本公司股份無償轉回予Lilac。在報告期內，激勵股份並沒有買賣或變動。

On 18 April 2016, written resolutions of the shareholders of the Company were passed to approve the amendments to the structure to the Pre-IPO Share Award Scheme. Pursuant to the shareholders' resolution, Begonia International Investment Company Limited ("**Begonia**", a company wholly-owned by Mr. Yang Zhangfa, executive director of the Company) and Blue-Bay International Investment Company Limited ("**Blue-Bay**", a company wholly-owned by Mr. Wu Zhihua, executive director of the Company), transferred their 30,000,000 and 15,000,000 shares of the Company back to Lilac. On 18 April 2016, Lilac transferred 45,000,000 shares of the Company to Mass Wisdom. The 45,000,000 shares became part of the Incentive Shares and were awarded to Mr. Yang Zhangfa and Mr. Wu Zhihua on 18 April 2016, through the Pre-IPO Share Award Scheme as a continuation of the original grant by Lilac to Begonia and Blue-Bay. After the transfer, the total number of Incentive Shares increased from 105,000,000 to 150,000,000.

The Incentive Shares further increased from 150,000,000 shares to 300,000,000 shares, representing 10.8% of the total issued share capital of the Company after the capitalisation issue completed on 12 July 2016, among which, Mr. Yang Zhangfa and Mr. Wu Zhihua owns 60,000,000 and 30,000,000 shares respectively.

The Shares under the Pre-IPO Share Award Scheme were fully vested to all 56 participants on 12 July 2016, which was the date of the listing of the Company, and the lock-up period was released on 11 January 2017.

### **PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES**

During the Reporting Period, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

### **PRE-EMPTIVE RIGHTS**

There is no provision for pre-emptive rights under the Articles of Association or the laws of the Cayman Islands that would oblige the Company to offer new Shares on a pro rata basis to existing Shareholders.

於2016年4月18日，本公司股東書面決議案獲通過，以批准首次公開發售前股份獎勵計劃的架構修訂。根據股東決議案，楊掌法先生全資擁有的公司Begonia International Investment Company Limited (「**Begonia**」)及本公司執行董事吳志華先生全資擁有的公司Blue-Bay International Investment Company Limited (「**Blue-Bay**」)分別將其30,000,000股及15,000,000股本公司股份轉回予Lilac。於2016年4月18日，Lilac將45,000,000股本公司股份轉讓予Mass Wisdom。該45,000,000股股份成為激勵股份的一部分，並於2016年4月18日透過首次公開發售前股份獎勵計劃授予楊掌法先生及吳志華先生，作為Lilac原本向Begonia及Blue-Bay授出股份的延續。轉讓後，激勵股份之總數由105,000,000股升至150,000,000股。

於資本化發行在2016年7月12日完成後，激勵股份由150,000,000股進一步增至300,000,000股，佔本公司已發行股本總數的10.8%。當中楊掌法先生及吳志華先生分別擁有60,000,000股及30,000,000股。

首次公開發售前股份獎勵計劃股份已於2016年7月12日本公司上市當日全部歸屬於激勵物件，並於2017年1月11日禁售期解除。

### **購買、贖回或出售上市證券**

於報告期內，本公司或其任何附屬公司概無購買、出售或贖回任何本公司上市證券。

### **優先購買權**

組織章程細則及開曼群島法律項下並無優先購買權條文，規定本公司須按比例基準向現有股東發售新股份。

### POTENTIAL COMPETING BUSINESSES

#### Greentown Telecommunications

On 15 November 2016, Ms. Li Hairong transferred her 49% interest in Hangzhou Greentown Information and Technology Company Limited (“**Greentown Telecommunications**”) to 浙江遠傳信息技術股份有限公司, an independent third party, such that as at 31 December 2016, is legally and beneficially owned as to 51% by Mr. Yang Zhangfa, an executive Director, and 49% by 浙江遠傳信息技術股份有限公司. Greentown Telecommunications is principally engaged in call center operations and related services, and is a holder of ICP Licenses. Mr. Yang Zhangfa interest in Greentown Telecommunications and the business operated by Greentown Telecommunications are subject to a non-competition undertaking executed by Greentown Telecommunications, Mr. Yang Zhangfa and Ms. Li Hairong in favour of our Company on April 29, 2016 (the “**Greentown Telecommunications Non-Competition Undertaking**”).

For further details of the potential competing interest of Greentown Telecommunications and the Greentown Telecommunications Non-Competition Undertaking, please refer to the Prospectus.

#### Zhejiang Greentown Century Plaza

As at 31 December 2016, Zhejiang Greentown Century Plaza Property Management Company Limited (“**Zhejiang Greentown Century Plaza**”) is indirectly owned by Greentown Holdings Group Co., Ltd. (“**Greentown Holdings**”) (which is indirectly owned by Mr. Song Weiping, Mr. Shou Bainian and Ms. Xia Yibo as to 40%, 39% and 21%, respectively) as to 98.75%. Zhejiang Greentown Century Plaza is engaged in the business of property management, housing and building facilities maintenance and repair, the provision of gardening services, cleaning services, home services, renovation services and parking services. The business operated by Zhejiang Greentown Century Plaza is subject to a non-competition undertaking executed by Zhejiang Greentown Century Plaza in favour of our Company on January 13, 2016 (as supplemented by a confirmation letter dated March 7, 2016) (the “**Century Plaza Non-Competition Undertaking**”).

For further details of Zhejiang Greentown Century Plaza and the Century Plaza Non-Competition Undertaking, please refer to the Prospectus.

### 潛在競爭業務

#### 綠城信息

李海榮女士於2016年11月25日將其擁有的杭州綠城信息技術有限公司(「綠城信息」)49%的股權，轉讓予獨立第三方浙江遠傳信息技術股份有限公司。因此，截至2016年12月31日，綠城信息由執行董事楊掌法先生及浙江遠傳信息技術股份有限公司分別合法及實益擁有51%及49%。綠城信息主要從事呼叫中心運作及相關服務，並為ICP許可證的持有人。楊掌法先生於綠城信息及綠城信息所經營業務的權益受限於綠城信息、楊掌法先生及李海榮女士以本公司為受益人於2016年4月29日簽立的不競爭承諾(「綠城信息不競爭承諾」)所限。

更多有關於綠城信息潛在競爭業務和綠城信息不競爭承諾的信息，請參見招股章程。

#### 浙江綠城世紀廣場

於2016年12月31日，浙江綠城世紀廣場物業管理有限公司(「浙江綠城世紀廣場」)乃由綠城控股集團有限公司(「綠城控股」)(其由宋卫平先生、壽柏年先生及夏一波女士分別間接擁有40%、39%及21%)間接擁有98.75%。浙江綠城世紀廣場從事物業管理服務、住房及樓宇設施保養及維修、園藝服務、保潔服務、家居服務、裝修服務以及停車服務。浙江綠城世紀廣場所經營業務的權益受限於根據浙江綠城世紀廣場以本公司為受益人作出日期為2016年1月13日(由日期為2016年3月7日的確認函件補充)的不競爭承諾(「世紀廣場不競爭承諾」)。

更多有關於浙江綠城世紀廣場和世紀廣場不競爭承諾的詳情，請參見招股書。

### Excluded Group

The below entities (together, the “**Excluded Group**”) have limited competition with the Group, details of which are set out as follows:

(i) **Hangzhou Greentown Air-conditioning Equipment Maintenance Services Company Limited (“Hangzhou Greentown Air-conditioning Equipment Maintenance”)**

As at 31 December 2016, Hangzhou Greentown Air-conditioning Equipment Maintenance is wholly-owned by Hangzhou Dangui Investment Company Limited (“**Hangzhou Dangui Investment**”) (which is owned as to 51% by Greentown Holdings and 49% by a limited partnership controlled by family members of Ms. Li Hairong). Hangzhou Greentown Air-conditioning Equipment Maintenance is engaged in the business of the provision of repair services for air-conditioning systems and equipment as well as regular maintenance services of air-conditioning systems and equipment.

(ii) **Zhejiang Greentown Greenery Engineering Company Limited (“Zhejiang Greentown Greenery Engineering”)**

As at 31 December 2016, Zhejiang Greentown Greenery Engineering is owned as to 45% by Zhejiang Greentown Landscaping Consulting Co., Ltd. (浙江綠城景觀諮詢有限公司), which is in turn wholly-owned by Greentown Property Group Co., Ltd. (綠城房地產集團有限公司) (which is currently a subsidiary of Greentown China), 20% by Xu Yaping, 15% by Ningbo Ronghua Investment LLP (寧波榮華投資合夥企業(有限合夥)), 10% by Mr. Zhang Qinghong, 5% by Mr. Chen Fuguo and 5% by Mr. Jin Yongsen. Zhejiang Greentown Greenery Engineering is engaged in the business of the provision of greening services including the provision of landscape planning services to property developers and municipal authorities in respect of large communal spaces, as well as carry out relevant landscaping construction works.

(iii) **Shenyang Yinji Greenery Engineering Company Limited (“Shenyang Yinji Greenery Engineering”)**

As at 31 December 2016, Shenyang Yinji Greenery Engineering is wholly-owned by Hangzhou Dangui Investment. Shenyang Yinji Greenery Engineering is engaged in the business of the provision of greening services including the provision of landscape planning services, as well as carrying out relevant landscaping construction works.

### 除外集團

下列成員公司(統稱為「**除外集團**»)與本集團的競爭有限，詳細信息所列如下：

(i) **杭州綠城空調設備維護服務有限公司 (“杭州綠城空調設備維護”)**

截止2016年12月31日，杭州綠城空調設備維護由杭州丹桂投資有限公司(「**杭州丹桂投資**」)(由綠城控股擁有51%及由李海榮女士家族成員控制的有限合夥擁有49%)全資擁有。杭州綠城空調設備維護從事提供空調系統及設備的維修服務，以及空調系統及設備的定期維護服務的業務。

(ii) **浙江綠城園林工程有限公司 (“浙江綠城園林工程”)**

截止2016年12月31日，浙江綠城園林工程由浙江綠城景觀諮詢有限公司(其由綠城房地產集團有限公司(現為綠城中國的附屬公司)全資擁有)擁有45%、徐亞萍擁有20%、寧波榮華投資合夥企業(有限合夥)擁有15%、張慶紅先生擁有10%、陳富國先生擁有5%及金永森先生擁有5%。浙江綠城園林工程從事提供綠化服務的業務，包括向物業開發商及市政機關就大型公共空間提供景觀規劃服務，以及進行有關景觀建設工程。

(iii) **瀋陽銀基園林工程有限公司 (“瀋陽銀基園林工程”)**

截止2016年12月31日，瀋陽銀基園林工程由杭州丹桂投資全資擁有。瀋陽銀基園林工程從事提供綠化服務業務，包括提供景觀規劃服務以及進行有關的景觀建設工程。



**(iv) Zhejiang Gelingtong Elevator Engineering Company Limited (“Zhejiang Gelingtong Elevator Engineering”)**

As at 31 December 2016, Zhejiang Gelingtong Elevator Engineering is a company established under the laws of the PRC in September 2005 and owned as to 50% by Hangzhou Dangui Investment and 50% by Hangzhou Guangri Elevator Engineering Co., Ltd., an independent third party. Zhejiang Gelingtong Elevator Engineering is engaged in the business of elevator repair and maintenance services as well as carrying out actual repair work. Our Group’s property management services relating to elevators are limited to regular inspection of the normal operation of elevators and supervision of maintenance and repair work relating to elevators.

**(v) Hangzhou Lvzhen Architectural Decoration Design and Engineering Company Limited (“Hangzhou Lvzhen Architectural”)**

As at 31 December 2016, Hangzhou Lvzhen Architectural is wholly-owned by Hangzhou Dangui Investment. Hangzhou Lvzhen Architectural is engaged in the business of the provision of all-inclusive and customized renovation services, including design and renovation work, and architectural design services.

**(vi) Zhejiang Greentown Housing Services System Company Limited (“Zhejiang Greentown Housing Services System”)**

As at 31 December 2016, Zhejiang Greentown Housing Services System is a company established under the laws of the PRC in October 2012 and owned as to 80% by Hangzhou Dangui Investment and 20% as to Ms. Xie Yanyan (謝燕燕). Zhejiang Greentown Housing Services System is engaged in the business of carrying out interior renovation works and the provision of interior repair services.

**(vii) Zhejiang Greentown Jiabo Decoration Engineering Management Company Limited (“Zhejiang Greentown Jiabo Decoration”)**

As at 31 December 2016, Zhejiang Greentown Jiabo Decoration is owned as to 40% by Mr. Xiang Jun (項軍), 30% by Mr. Shen Qiang (沈強) and 30% by Hangzhou Dangui Investment. Zhejiang Greentown Jiabo Decoration is engaged in the business of the provision of interior design services and carrying out such construction work and the provision of customized luxurious interior layout services.

**(iv) 浙江格靈通電梯工程有限公司 (「浙江格靈通電梯工程」)**

截止2016年12月31日，浙江格靈通電梯工程為於2005年9月根據中國法律成立的公司，由杭州丹桂投資擁有50%及杭州廣日電梯工程技術有限公司(為獨立第三方)擁有50%。浙江格靈通電梯工程從事電梯維修及維護服務，以及進行實際維修工作的業務。本集團與電梯有關的物業管理服務僅限於定期檢查電梯是否操作正常及監督與電梯有關的維護及維修工作。

**(v) 杭州綠臻建築裝飾設計工程有限公司 (「杭州綠臻建築」)**

截止2016年12月31日，杭州綠臻建築由杭州丹桂投資全資擁有。杭州綠臻建築從事提供全包及訂製裝修服務的業務，包括設計及裝修工程，及建築設計服務。

**(vi) 浙江綠城房屋服務系統有限公司 (「浙江綠城房屋服務系統」)**

截止2016年12月31日，浙江綠城房屋服務系統為於2012年10月根據中國法律成立的公司，並由杭州丹桂投資擁有80%及謝燕燕女士擁有20%。浙江綠城房屋服務系統從事進行室內裝修工程及提供室內維修服務的業務。

**(vii) 浙江綠城家博裝飾工程管理有限公司 (「浙江綠城家博裝飾」)**

截止2016年12月31日，浙江綠城家博裝飾由項軍先生擁有40%、沈強先生擁有30%及杭州丹桂投資擁有30%。浙江綠城家博裝飾從事提供室內設計服務及進行相關建築工程，以及提供訂製豪華室內規劃服務的業務。

On April 1, 2016, each of the members of the Excluded Group has executed a non-competition undertaking in favor of our Company (as subsequently amended on April 30, 2016).

For further details of the Excluded Group, please refer to the Prospectus.

Saved as disclosed, none of the Directors was engaged or had interest in any business, apart from the business of our Group, which competes or is likely to compete, directly or indirectly, with our business, which would require disclosure under Rule 8.10 of the Listing Rules.

### NON-COMPETITION UNDERTAKING

Pursuant to the deed of non-competition undertakings entered into amongst Mr. Song Weiping, Mr. Shou Bainian, Ms. Xia Yibo, Osmanthus Garden Investment, Lily International Investment, Shenalan International Investment and Orchid Garden Investment (the “Covenantors”) on 13 June 2016 (the “Deed of Non-competition”), each of the Covenantors has irrevocably and unconditionally undertaken, jointly and severally, with the Company that he/she/it shall not, and shall procure that its/his/her associates (other than members of the Group) shall not directly 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 or likely to be in competition with the business carried on or contemplated to be carried on by any member of the Group from time to time.

For details of the Non-competition Undertaking, please refer to the Prospectus.

The Company has received confirmations from the controlling Shareholders confirming their compliance with the Non-Competition Undertaking during the Reporting Period for disclosure in this annual report.

The independent non-executive Directors have reviewed the compliance with the Non-competition Undertaking during the Reporting Period based on the information and confirmation provided by or obtained from the controlling Shareholders, and were satisfied that the controlling Shareholders have duly complied with the Non-competition Undertaking.

於2016年4月1日，除外集團各成員公司已以本公司為受益人簽立不競爭承諾（其後於2016年4月30日經修訂）。

更多有關於除外集團的信息，請參見招股章程。

除所披露者外，概無董事直接或間接從事與本集團業務構成或可能構成競爭的業務（本集團業務除外）或擁有其中任何權益而須根據上市規則第8.10條作出披露。

### 不競爭承諾

根據宋卫平先生、壽柏年先生、夏一波女士、Osmanthus Garden Investment、Lily International Investment、Shenalan International Investment及Orchid Garden Investment（「契據承諾人」）於2016年6月13日訂立的不競爭承諾契據（「不競爭契據」），各契據承諾人共同及個別地向本公司作出不可撤回及無條件承諾，彼將不會及將促使其聯繫人（本集團成員公司除外）不會直接進行、從事、投資、參與、試圖參與、提供任何服務或提供任何財政支持或以其他方式參與（不論單獨或聯同另一人士，以及不論直接或間接或代表或協助任何其他人士或與其他人士一致行動）任何於中國及香港與任何本集團成員公司不時所進行或預期將進行的業務相同、類似或構成競爭或可能構成競爭的業務或投資活動或於當中擁有權益。

關於不競爭承諾的詳情，請參見本公司招股章程。

本公司已收到控股股東就彼等於報告期內已遵守不競爭承諾的確認書，以於本年報內披露。

獨立非執行董事已根據控股股東所提供或彼等給予的資料及確認，審閱不競爭承諾於報告期內之履行情況，並滿意控股股東已遵守不競爭承諾。



### DIRECTORS' INTEREST IN COMPETING BUSINESS

Save as disclosed in this annual report, as at 31 December 2016, none of the Directors or their respective associates had engaged in or had any interest in any business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group.

### CONTINUING CONNECTED TRANSACTIONS

The following parties are our connected persons.

#### 1. Shenyang Yinji Greenery Engineering Company Limited

Shenyang Yinji Greenery Engineering, a company established in the PRC with limited liability, is principally engaged in the provision of environmental maintenance, gardening services in the PRC. Shenyang Yinji Greenery Engineering is wholly-owned by Hangzhou Dangui Investment, a company established in the PRC with 51% of its equity interest being held by Greentown Holdings, and the remaining 49% equity interest being held by Ningbo Ronghua Investment LLP (寧波榮華投資合夥企業(有限合夥)), which is in turn held as to 80% and 20% by Ms. Ju Yao (鞠瑤) and Ms. Li Haizhi (李海芝) (both family members of Ms. Li Hairong). Therefore, Shenyang Yinji Greenery Engineering is an associate of Mr. Song Weiping and Ms. Li Hairong and hence a connected person of our Company.

#### 2. Zhejiang Gelingtong Elevator Engineering Company Limited

Zhejiang Gelingtong Elevator Engineering, a company established in the PRC with limited liability, is principally engaged in the provision of elevator maintenance services in the PRC which is held as to 50% by Hangzhou Dangui Investment, therefore, it is an associate of Mr. Song Weiping and Ms. Li Hairong and hence a connected person of our Company.

#### 3. Hangzhou Greentown Air-conditioning Equipment Maintenance Services Company Limited

Hangzhou Greentown Air-conditioning Equipment Maintenance, a company established in the PRC with limited liability, is principally engaged in the provision of air-conditioning equipment maintenance services in the PRC, which is wholly-owned by Hangzhou Dangui Investment, therefore, it is an associate of Mr. Song Weiping and Ms. Li Hairong and hence a connected person of our Company.

### 董事於競爭業務的權益

除本年報所披露者外，於2016年12月31日，概無董事或彼等的聯繫人於任何與本集團業務直接或間接構成競爭或可能構成競爭的業務中擁有任何權益。

### 持續關連交易

下列各方為我們的關連人士。

#### 1. 瀋陽銀基園林工程有限公司

瀋陽銀基園林工程為於中國成立的有限公司，主要業務為在中國提供環境維護、園藝服務。瀋陽銀基園林工程由杭州丹桂投資全資擁有，後者於中國成立，其51%股本權益由綠城控股持有，其餘49%股本權益由寧波榮華投資合夥企業(有限合夥)持有，該企業由鞠瑤女士及李海芝女士分別持有80%及20%，兩人均為李海榮女士的家族成員。故瀋陽銀基園林工程為宋卫平先生及李海榮女士之聯繫人，亦因此為本公司之關連人士。

#### 2. 浙江格靈通電梯工程有限公司

浙江格靈通電梯工程為於中國成立的有限公司，主要業務為在中國提供電梯維護服務，其50%的權益由杭州丹桂投資持有，故為宋卫平先生及李海榮女士之聯繫人，亦因此為本公司之關連人士。

#### 3. 杭州綠城空調設備維護服務有限公司

杭州綠城空調設備維護為於中國成立的有限公司，主要業務為在中國提供空調設備維護服務，其由杭州丹桂投資全資擁有，故為宋卫平先生及李海榮女士之聯繫人，亦因此為本公司之關連人士。

#### 4. Zhejiang Greentown Housing Services System Company Limited

Zhejiang Greentown Housing Services System, a company established in the PRC with limited liability, is principally engaged in the provision of renovation, interior design, home repair and maintenance and related services in the PRC, which is held as to 80% by Hangzhou Dangui Investment, therefore, it is an associate of Mr. Song Weiping and Ms. Li Hairong and hence a connected person of our Company.

The Group has entered into a number of continuing connected transactions with its connected persons in the ordinary and usual course of business, which are subject to the reporting, annual review and announcement requirements under Chapter 14A of the Listing Rules:

##### 1. Provision of Ancillary Services to the Group

The Group engages ancillary property management services from certain connected persons in the ordinary course of business.

##### (a) Provision of Elevator Maintenance Services by Zhejiang Gelingtong Elevator Engineering to our Group

We engage the elevator maintenance services of Zhejiang Gelingtong Elevator Engineering in the ordinary course of our business.

##### Description of the Transaction

On June 10, 2016, Zhejiang Gelingtong Elevator Engineering entered into an elevator maintenance services framework agreement (the “**Elevator Maintenance Services Framework Agreement**”) with our Company, pursuant to which Zhejiang Gelingtong Elevator Engineering agreed to provide elevator maintenance services, including but not limited to conducting annual inspections, safety maintenance, and providing repair services to our Group for the properties projects managed by our Group (“**Elevator Maintenance Services**”), for a term commencing from the Listing Date until December 31, 2018.

#### 4. 浙江綠城房屋服務系統有限公司

浙江綠城房屋服務系統為於中國成立的有限公司，主要業務為在中國提供裝修、室內設計、家居修理維護及相關服務，其80%權益由杭州丹桂投資持有，故為宋卫平先生及李海榮女士之聯繫人，亦因此為本公司之關連人士。

本集團已於日常及一般業務過程中與其關連人士訂立多項須遵守上市規則第14A章項下的申報、年度審閱、公告規定的持續關連交易：

##### 1. 向本集團提供配套服務

本集團在日常業務過程中聘用若干關連人士提供配套物業管理服務。

##### (a) 浙江格靈通電梯工程向本集團提供電梯維護服務

我們在日常業務過程中，聘用浙江格靈通電梯工程提供電梯維護服務。

##### 交易詳情

浙江格靈通電梯工程與本公司於2016年6月10日訂立電梯維護服務框架協議（「**電梯維護服務框架協議**」），據此浙江格靈通電梯工程同意向本集團提供電梯維護服務，包括但不限於在本集團管理的物業項目進行年度檢查及安全維護以及提供維修服務（「**電梯維護服務**」），年期自上市日期起至2018年12月31日止。

### Consideration

The fees charged for the Elevator Maintenance Services provided by Zhejiang Gelingtong Elevator Engineering to our Group was determined based on (i) cost of raw materials and wages needed for carrying out the Elevator Maintenance Services; and (ii) the comparison of the fee quote provided by Zhejiang Gelingtong Elevator Engineering to our Group with the fee quotes provided by other independent third party elevator maintenance companies engaged by our Group for its other property management projects. When comparing the fee quotes, our Group considered factors including the price, scope of services and the efficiency and ability of the service provider to perform such services in a timely manner. The Elevator Maintenance Services Framework Agreement was entered into on normal commercial terms.

### Annual Caps

Our Directors estimate that the maximum annual fee payable by our Group in relation to the Elevator Maintenance Services to be provided by Zhejiang Gelingtong Elevator Engineering under the Elevator Maintenance Services Framework Agreement for each of the three years ending December 31, 2018 will not exceed RMB12,600,000, RMB14,086,000 and RMB15,748,000, respectively.

For the year ended 31 December 2016, the fee paid by the Group for the elevator maintenance services provided by Zhejiang Gelingtong Elevator Engineering amounted to RMB12,554,000 and the annual cap for the same period was RMB12,600,000.

### 代價

浙江格靈通電梯工程就向本集團提供的電梯維護服務而收取的費用乃按(i)進行電梯維護服務所需的原材料及工資成本；及(ii)比較浙江格靈通電梯工程向本集團提供的費用報價與本集團就其他物業服務項目委聘的其他獨立第三方電梯維護公司所提供的費用報價。在比較費用報價時，本集團考慮的因素包括價格、服務範圍及服務供應商依時提供有關服務的效率及能力。電梯維護服務框架協議乃按一般商業條款訂立。

### 年度上限

董事估計，截至2018年12月31日止三個年度各年，本集團就浙江格靈通電梯工程按電梯維護服務框架協議將提供的電梯維護服務應付的年度最高費用分別將不會超過人民幣12,600,000元、人民幣14,086,000元及人民幣15,748,000元。

截至2016年12月31日止年度，本集團向浙江格靈通電梯工程支付電梯維保服務費用為人民幣12,554,000元，同期的年度上限為人民幣12,600,000元。

### (b) Provision of Gardening Services by Shenyang Yinji Greenery Engineering to our Group

We engage the gardening services of Shenyang Yinji Greenery Engineering in the ordinary course of our business.

#### Description of the Transaction

On June 10, 2016, Shenyang Yinji Greenery Engineering entered into a gardening services framework agreement (the “**Gardening Services Framework Agreement**”) with our Company, pursuant to which Shenyang Yinji Greenery Engineering agreed to provide to our Group gardening services, including but not limited to turfing, watering and trimming lawns, fertilization and pest removal for property projects managed by our Group (the “**Gardening Services**”), for a term commencing from the Listing Date until December 31, 2018.

#### Consideration

The fees charged for the Gardening Services provided by Shenyang Yinji Greenery Engineering to our Group were determined based on (i) the total area covered by the Gardening Services; and (ii) the comparison of the fee quotes provided by Shenyang Yinji Greenery Engineering to our Group with the fee quotes provided by other independent third party contractors providing similar services engaged by our Group for its other gardening projects. When comparing the fee quotes, our Group considered factors including the price, scope of services and the efficiency and ability of the service provider to perform such services in a timely manner. The Gardening Services Framework Agreement was entered into on normal commercial terms.

### (b) 瀋陽銀基園林工程向本集團提供園藝服務

我們在日常業務過程中，聘用瀋陽銀基園林工程提供園藝服務。

#### 交易詳情

瀋陽銀基園林工程與本公司於2016年6月10日訂立園藝服務框架協議（「園藝服務框架協議」），據此，瀋陽銀基園林工程同意向本集團提供園藝服務，包括但不限於在本集團管理的物業項目鋪草、澆草及剪草、施肥及除蟲（「園藝服務」），年期自上市日期起至2018年12月31日。

#### 代價

瀋陽銀基園林工程就向本集團提供的園藝服務而收取的費用乃按(i)園藝服務所覆蓋的總面積；及(ii)比較瀋陽銀基園林工程向本集團提供的費用報價與本集團就其他園藝項目委聘提供類似服務的其他獨立第三方承辦商所提供的費用報價。在比較費用報價時，本集團考慮的因素包括價格、服務範圍及服務供應商依時提供有關服務的效率和能力。園藝服務框架協議乃按一般商業條款訂立。

### Annual Caps

Our Directors estimate that the maximum annual fee payable by our Group in relation to the Gardening Services to be provided by Shenyang Yinji Greenery Engineering under the Gardening Services Framework Agreement for each of the three years ending December 31, 2018 will not exceed RMB3,295,000, RMB4,563,000 and RMB4,741,000, respectively.

For the year ended 31 December 2016, the fee paid by the Group for the gardening services provided by Shenyang Yinji Greenery Engineering amounted to RMB3,289,000 and the annual cap for the same period was RMB3,295,000.

### (c) Provision of Home Decoration Services by Zhejiang Greentown Housing Services System to our Group

We engage the renovation, home repair and decoration services of Zhejiang Greentown Housing Service Systems in the ordinary course of our business.

#### Description of the Transaction

On June 10, 2016, Zhejiang Greentown Housing Services System entered into a home decoration services framework agreement (the “**Home Decoration Services Framework Agreement**”) with our Company, pursuant to which Zhejiang Greentown Housing Services System agreed to provide renovation, home repair and decoration services, including but not limited to revamp of suspended ceilings, floor laying and wall coating works for the property projects managed by our Group (“**Home Decoration Services**”), for a term commencing on the Listing Date until December 31, 2018.

### 年度上限

董事估計，截至2018年12月31日止三個年度各年，本集團就瀋陽銀基園林工程按園藝服務框架協議將提供的園藝服務應付的年度最高費用分別將不會超過人民幣3,295,000元、人民幣4,563,000元及人民幣4,741,000元。

截至2016年12月31日止年度，本集團向瀋陽銀基園林工程支付園藝服務費用為人民幣3,289,000元，同期的年度上限為人民幣3,295,000元。

### (c) 浙江綠城房屋服務系統向本集團提供家居裝飾服務

我們在日常業務過程中，聘用浙江綠城房屋服務系統提供裝修、家居維修及裝飾服務。

#### 交易詳情

浙江綠城房屋服務系統與本公司於2016年6月10日訂立家居裝飾服務框架協議（「**家居裝飾服務框架協議**」），據此，浙江綠城房屋服務系統同意向本集團提供裝修、家居維修及裝飾服務，包括但不限於在本集團管理的物業項目翻新吊頂、鋪設地板及進行牆身油漆工程（「**家居裝飾服務**」），年期自上市日期起至2018年12月31日止。

### Consideration

The fees charged for the Home Decoration Services provided by Zhejiang Greentown Housing Services System to our Group were determined based on (i) the nature and scope of Home Decoration Services needed; and (ii) the comparison of fee quotes given by other Independent Third Party service providers through conducting online searches. Such online searches usually cover three or more Independent Third Party service providers for price comparisons. When comparing the fee quotes, our Group considered factors including the price, scope of services and the efficiency and ability of the service provider to perform such services in a timely manner. The Home Decoration Services Framework Agreement was entered into on normal commercial terms.

### Annual Caps

Our Directors estimate that the maximum annual fee payable by our Group in relation to the Home Decoration Services to be provided by Zhejiang Greentown Housing Services System to our Group under the Home Decoration Services Framework Agreement for each of the three years ending 31 December 2018 will not exceed RMB2,583,000, RMB3,412,000 and RMB3,182,000, respectively. Such fees mainly comprise (i) renovation fees of newly completed property projects; and (ii) inspection fees of property projects.

For the year ended 31 December 2016, the fee paid by the Group for the home decoration services provided by Zhejiang Greentown Housing Services System amounted to RMB217,000 and the annual cap for the same period was RMB2,583,000.

### 代價

浙江綠城房屋服務系統就向本集團提供的家居裝飾服務而收取的費用乃按(i)所需家居裝飾服務的性質及範圍；及(ii)透過網上搜索比較其他獨立第三方服務供應商給予的費用報價。有關網上搜索一般涵蓋三個或以上獨立第三方服務供應商作價格比較。比較費用報價時，本集團所考慮的因素包括價格、服務範圍和服務供應商及時進行有關服務的效率和能力釐定。家居裝飾服務框架協議乃按一般商業條款訂立。

### 年度上限

董事估計，截至2018年12月31日止三個年度各年，本集團就浙江綠城房屋服務系統按家居裝飾服務框架協議將提供的家居裝飾服務應付的年度最高費用分別將不會超過人民幣2,583,000元、人民幣3,412,000元及人民幣3,182,000元。該等費用主要由(i)新落成物業項目的裝修費；及(ii)物業項目的檢查費用所構成。

截至2016年12月31日止年度，本集團向浙江綠城房屋服務系統支付家居裝飾服務費用為人民幣217,000元，同期的年度上限為人民幣2,583,000元。



(d) **Provision of Air-conditioning Equipment Maintenance Services by Hangzhou Greentown Air-conditioning Equipment Maintenance to our Group**

We engage the air-conditioning equipment maintenance services of Hangzhou Greentown Air-conditioning Equipment Maintenance in the ordinary course of our business.

#### Transaction Detail

On June 10, 2016, Hangzhou Greentown Air-conditioning Equipment Maintenance entered into an air-conditioning equipment maintenance services framework agreement (the “**Air-conditioning Equipment Maintenance Services Framework Agreement**”) with our Company, pursuant to which Hangzhou Greentown Air-conditioning Equipment Maintenance agreed to provide air-conditioning equipment maintenance services, including but not limited to conducting regular inspections, providing cleaning, repair and maintenance services for the property projects managed by our Group (“**Air-conditioning Equipment Maintenance Services**”), for a term commencing from the Listing Date until 31 December 2018.

#### Consideration

The fees charged for the Air-conditioning Equipment Maintenance Services provided by Hangzhou Greentown Air-conditioning Equipment Maintenance to our Group were determined based on (i) the quantity and type of air-conditioning equipment covered; and (ii) the comparison of the fee quote provided by Hangzhou Greentown Air-conditioning Equipment Maintenance to our Group with the fee quotes provided by Hangzhou Greentown Air-conditioning Equipment Maintenance to other independent third party customers for the provision of similar services and also the fee quotes obtained from other third party suppliers of our Group which provide similar services. For the purpose of such fee quote comparison, apart from comparing the price quoted, our Group also considers other factors, including the supplier's efficiency and ability to provide such services in a timely manner. The Air-conditioning Equipment Maintenance Services Framework Agreement was entered into on normal commercial terms.

(d) **杭州綠城空調設備維護向本集團提供空調設備維護服務**

我們在日常業務過程中，聘用杭州綠城空調設備維護提供空調設備維護服務。

#### 交易詳情

杭州綠城空調設備維護與本公司於2016年6月10日訂立空調設備維護服務框架協議（「**空調設備維護服務框架協議**」），據此，杭州綠城空調設備維護同意提供空調設備維護服務，包括但不限於在本集團管理的物業項目進行定期檢查以及提供保潔、維修及維護服務（「**空調設備維護服務**」），年期自上市日期起至2018年12月31日止。

#### 代價

杭州綠城空調設備維護就向本集團提供的空調設備維護服務而收取的費用乃按(i)所提供的空調設備數量及種類；及(ii)比較杭州綠城空調設備維護向本集團提供的報價與杭州綠城空調設備維護向其他獨立第三方客戶就提供類似服務提供的報價以及從提供類似服務的本集團其他第三方供應商取得的報價而釐定。就該等費用報價比較而言，除比較所報價格外，本集團亦考慮其他因素，包括供應商及時提供有關服務的效率和能力。空調設備維護服務框架協議乃按一般商業條款訂立。

### Annual Caps

Our Directors estimate that the maximum annual fee payable by our Group in relation to the Air-conditioning Equipment Maintenance Services to be provided by Hangzhou Greentown Air-conditioning Equipment Maintenance to our Group under the Air-conditioning Equipment Maintenance Services Framework Agreement for each of the three years ending 31 December 2018 will not exceed RMB1,173,000, RMB1,548,000 and RMB2,043,000, respectively.

For the year ended 31 December 2016, the fee paid by the Group for the air-conditioning equipment maintenance services provided by Hangzhou Greentown Air-conditioning Equipment Maintenance amounted to RMB650,000 and the annual cap for the same period was RMB1,173,000.

### Listing Rules Implications

Since (i) Zhejiang Gelingtong Elevator Engineering; (ii) Shenyang Yinji Greenery Engineering; (iii) Zhejiang Greentown Housing Service Systems; and (iv) Hangzhou Greentown Air-conditioning Equipment Maintenance are all associates of Ms. Li Hairong and are connected persons, and the Elevator Maintenance Services, the Gardening Services, the Home Decoration Services and the Air-conditioning Equipment Maintenance Services (collectively, the **"Ancillary Services to our Group"**) are all ancillary property management services provided to the Group, the continuing connected transactions under the Elevator Maintenance Services Framework Agreement, the Gardening Services Framework Agreement, the Home Decoration Services Framework Agreement and the Air-conditioning Equipment Maintenance Services Framework Agreement have been aggregated pursuant to Rules 14A.81 and 14A.82 of the Listing Rules for the purpose of determining our Group's compliance obligations under Chapter 14A of the Listing Rules. The aggregated annual caps in relation to the Ancillary Services to our Group for each of the three years ending 31 December 2018 are RMB19,649,000, RMB23,608,000 and RMB25,713,000, respectively.

### 年度上限

董事估計，截至2018年12月31日止三個年度各年，本集團就杭州綠城空調設備維護按空調設備維護服務框架協議將提供予本集團的空調設備維護服務應付的年度最高費用分別將不會超過人民幣1,173,000元、人民幣1,548,000元及人民幣2,043,000元。

截至2016年12月31日止年度，本集團向杭州綠城空調設備維護支付空調設備維護服務費用為人民幣650,000元，同期的年度上限為人民幣1,173,000元。

### 上市規則之涵義

由於(i)浙江格靈通電梯工程；(ii)瀋陽銀基園林工程；(iii)浙江綠城房屋服務系統；及(iv)杭州綠城空調設備維護均為李海榮女士的聯繫人及關連人士，而電梯維護服務、園藝服務、家居裝飾服務及空調設備維護服務(統稱**"向本集團提供的配套服務"**)均為向本集團提供的物業服務配套服務，就釐定本集團根據上市規則第14A章的合規責任而言，電梯維護服務框架協議、園藝服務框架協議、家居裝飾服務框架協議及空調設備維護服務框架協議項下的持續關連交易已根據上市規則第14A.81條及第14A.82條合併計算。截至2018年12月31日止三個年度各年有關向本集團提供的配套服務的年度上限總額分別為人民幣19,649,000元、人民幣23,608,000元及人民幣25,713,000元。

Since at least one of the applicable percentage ratios (other than the profits ratio) under the Listing Rules in respect of the annual caps in relation to the Ancillary Services to the Group, as aggregated, is expected to be more than 0.1% but less than 5%, the transactions under each of the Elevator Maintenance Services Framework Agreement, the Gardening Services Framework Agreement, the Home Decoration Services Framework Agreement and the Air-conditioning Equipment Maintenance Services Framework Agreement will be subject to the reporting, annual review, and announcement requirements, but will be exempt from the circular and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

For details of the above continuing connected transactions, please refer to the section headed "Connected Transactions" in the prospectus of the Company.

The Company adjusts the scope and amount of continuing connected transactions and the annual caps exempted from disclosure (where necessary) in accordance with its internal control procedures. During the Reporting Period, the Company has followed the pricing policies and guidelines for each of the continuing connected transactions disclosed in this annual report when determining the price and terms of such transactions conducted. The Directors are of the view that the Company's internal control procedures are adequate and effective to ensure that transactions are so conducted.

During the Reporting Period, the independent non-executive Directors have reviewed the aforesaid continuing connected transactions and confirmed that the transactions have been entered into:

- (i) in the ordinary and usual course of business of the Group;
- (ii) on normal commercial terms; and
- (iii) in accordance with relevant agreements governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

由於上市規則項下至少一項有關向本集團提供的配套服務年度上限(經合併處理)的適用百分比率(盈利比率除外)預期將會超過0.1%但少於5%，電梯維護服務框架協議、園藝服務框架協議、家居裝飾服務框架協議及空調設備維護服務框架協議各自項下的交易將須遵守上市規則第14A章項下之申報、年度審閱及公告規定，但獲豁免遵守函函及獨立股東批准規定。

關於以上持續關連交易的詳情，請參見本公司的招股章程「關連交易」一節。

本公司根據其內部控制程序調整獲豁免披露(倘必要)之持續關連交易之範疇及金額以及年度上限。於報告期內，於釐定所進行之有關交易之價格及條款時，本公司已遵守本年報所披露之各持續關連交易之定價政策及指引。董事認為，本公司內部控制程序足以及可有效確保該等交易如是進行。

於報告期內，獨立非執行董事已審核上述持續關連交易，並確認該等交易已：

- (i) 在我們的日常及一般業務過程中訂立及進行；
- (ii) 按照一般商業條款訂立及進行；及
- (iii) 根據規管交易的各份協議按公平合理並符合股東的整體利益的條款訂立及進行。

The Company's auditors were engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditors have issued their letter containing the findings and conclusions in respect of the continuing connected transactions disclosed above by the Group in accordance with Rule 14A.56 of the Listing Rules:

1. nothing has come to their attention that causes the auditor to believe that the disclosed continuing connected transactions have not been approved by the Company's board of directors.
2. nothing has come to their attention that causes the auditor to believe that the disclosed continuing connected transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions.
3. with respect to the aggregate amount of each of the continuing connected transactions, nothing has come to their attention that causes the auditor to believe that the disclosed continuing connected transactions have exceeded the annual cap as set by the Company.

A copy of the auditor's letter on the continuing connected transactions of the Group for the year ended 31 December 2016 has been provided by the Company to the Hong Kong Stock Exchange.

The related party transactions as disclosed in Note 28 to the consolidated financial statements did not constitute as connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules and in compliance with the disclosure requirements under Chapter 14A of the Listing Rules.

本公司委聘核數師根據香港會計師公會頒佈的《香港鑑證業務準則第3000號(經修訂)》「歷史財務資料審核或審閱以外的鑑證工作」，並參考《實務說明第740號》「香港上市規則所述持續關連交易的核數師函件」，就本集團持續關連交易作出匯報。核數師已根據上市規則第14A.56條就本集團於上述持續關連交易發出載有其發現和結論的函件：

1. 概無發現事項致使核數師相信所披露持續關連交易未經本公司董事會批准。
2. 概無發現事項致使核數師相信所披露持續關連交易並非在各重大方面按照規管該等交易的相關協議訂立。
3. 就各持續關連交易總額而言，概無發現事項致使核數師相信所披露持續關連交易已超過本公司制定的年度上限。

本公司已向香港聯交所遞交有關本集團截至2016年12月31日止年度的持續關連交易的核數師函件副本。

綜合財務報表附註28所述關聯方交易，並不構成上市規則第十四A章所界定的關連交易或持續關連交易，並符合上市規則第十四A章的披露規定。

Save as disclosed in this annual report, during the Reporting Period, the Company had no connected transactions or continuing connected transactions which fell to be disclosed in accordance with the provisions under Chapter 14A of the Listing Rules in relation to the disclosure of connected transactions and continuing connected transactions.

除本年報所披露者外，於上市日期至2016年12月31日期間，本公司概無根據上市規則第十四A章項下有關關連交易披露的條文而須予披露的關連交易或持續關連交易。

### SIGNIFICANT LEGAL PROCEEDINGS

For the year ended 31 December 2016, the Company was not engaged in any litigation or arbitration of material importance and no litigation or claim of material importance is known to the Directors to be pending or threatening against the Company.

### 重大法律訴訟

截至2016年12月31日止年度，本公司不存在涉及任何重大法律訴訟或仲裁。就董事所知，也不存在任何尚未完結或對本公司存在威脅性的重大法律訴訟或索賠。

### PERMITTED INDEMNITY PROVISION

During the reporting period, the Company maintained liability insurance for Directors and senior management (being the liability insurance for Directors and senior management and prospectus liability insurance) to provide the appropriate coverage for the Directors and senior management of the Company.

### 獲准許的彌償條文

本公司在2016年度為董事及高級管理人員投資責任保險(董事及高級管理人員責任保險及招股書責任保險)，為本公司董事及高級管理人員提供適當保障。

### POST BALANCE SHEET EVENTS

The material post balance sheet events are disclosed in note 32 to the consolidated financial statements.

### 結算日後事項

有關於結算日後的重大事項詳情載於綜合財務報表附註32。

### AUDIT COMMITTEE

The audit committee of the Company (the "Audit Committee") had, together with the management and external auditor of the Company (the "Auditor"), reviewed the accounting principles and policies adopted by the Group and the consolidated financial statements for the year ended 31 December 2016.

### 審核委員會

本公司的審核委員會(「審核委員會」)已與管理層及本公司外聘審計師共同審閱本集團所採納的會計原則及慣例，以及截至2016年12月31日止年度經審核綜合財務報表。

### CORPORATE GOVERNANCE

The Company is committed to maintaining high standards of corporate governance practices. Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 77 to 93 of this annual report.

### 企業管治守則

本公司致力維持高水準之企業管治常規。有關本公司所採納之企業管治常規資料載於本年報第77頁至第93頁之企業管治報告。

### SUFFICIENCY OF PUBLIC FLOAT

Based on information publicly available to the Company and to the best knowledge of the Directors, at least 25% of the Company's total issued shares, the prescribed minimum percentage of public float approved by the Stock Exchange and permitted under the Listing Rules, was held by the public at all times during the Reporting Period and as of the date of this annual report.

### 公眾持有量

根據本公司可公開獲得的資料及就董事所深知，自上市日期起的任何時間及直至本年報日期，本公司已發行股份總額中至少有25%(即聯交所及上市規則規定的最低公眾持股比例)由公眾人士持有。

## AUDITOR

KPMG was appointed as the Auditor for the year ended 31 December 2016. The accompanying financial statements prepared in accordance with HKFRSs have been audited by KPMG.

KPMG shall retire at the forthcoming annual general meeting and, being eligible, will offer itself for re-appointment. A resolution for the re-appointment of KPMG as Auditor will be proposed at the AGM.

On behalf of the Board

**Li Hairong**  
Chairman

Hangzhou, 23 March 2017

## 核數師

畢馬威會計師事務所獲委任為截至2016年12月31日止年度的核數師。畢馬威會計師事務所已審核隨附的財務報表，該等報表按香港財務報告準則編制。

畢馬威會計師事務所須於即將舉行的股東週年大會上退任，並符合資格及願意膺選連任。有關續聘畢馬威會計師事務所為核數師的決議案將於股東週年大會上提呈。

承董事會命

主席  
**李海榮**

杭州，2017年3月23日



The Board is pleased to present the corporate governance report of the Company for the year ended 31 December 2016.

### CORPORATE GOVERNANCE PRACTICES

The Group is committed to maintaining high standards of corporate governance to safeguard the interests of the Shareholders and to enhance corporate value and accountability. The Company has adopted the Corporate Governance Code and Corporate Governance Report (the “CG Code”) as set out in Appendix 14 of the Listing Rules as its own code of corporate governance. Save as disclosed in this annual report, the Company has complied with all applicable code provisions under the CG Code throughout the Reporting Period. The Company will continue to review and monitor its corporate governance practices to ensure compliance with the CG Code.

### THE BOARD Responsibilities

The Board is responsible for the overall leadership of the Group, oversees the Group’s strategic decisions and monitors business and performance. The Board has delegated the authority and responsibility for day-to-day management and operation of the Group to the senior management of the Group. To oversee particular aspects of the Company’s affairs, the Board has established three Board committees including the Audit Committee, the remuneration committee (the “Remuneration Committee”) and the nomination committee (the “Nomination Committee”) (together, the “Board Committees”). The Board has delegated to the Board Committees responsibilities as set out in their respective terms of reference.

All Directors have carried out duties in good faith and in compliance with applicable laws and regulations, and have acted in the interests of the Company and the Shareholders at all times.

The Company has arranged appropriate liability insurance in respect of legal action against the Directors. The insurance coverage will be reviewed on an annual basis.

董事會欣然呈列本公司自上市日期起至2016年12月31日止期間之年報所載之企業管治報告。

### 企業管治常規

本集團致力維持高水準的企業管治，以保障股東權益並提升企業價值及問責性。本公司已採納上市規則附錄十四所載之《企業管治守則》及《企業管治報告》(「企業管治守則」)作為其本身之企業管治守則。除本年報所披露者外，自上市日期起直至本年度報告日期，本公司一直遵守企業管治守則項下之所有適用守則條文。本公司將繼續檢討並監察其企業管治常規，以確保遵守企業管治守則。

### 董事會 責任

董事會負責本集團的整體領導，並監察本集團的策略性決定以及監察業務及表現。董事會已向本集團的高級管理層授予本集團日常管理及營運的權力及責任。為監察本公司事務的特定範疇，董事會已成立三個董事會委員會，包括審核委員會、薪酬委員會(「薪酬委員會」)及提名委員會(「提名委員會」)(統稱「董事會委員會」)。董事會已向該等董事會委員會授與各職權範圍所載的責任。

全體董事須確保彼等本著真誠、遵守適用法律及法規，無論何時均以符合本公司及股東利益的方式履行職責。

本公司已就針對董事的法律訴訟安排適當責任保險，並將每年審視該保險之保障範圍。

### Board Composition

As at the date of this annual report, the Board comprises four executive Directors, two non-executive Directors and three independent non-executive Directors as follows:

#### Executive Directors:

Ms. Li Hairong (*Chairman*)  
Mr. Yang Zhangfa  
Mr. Wu Zhihua  
Mr. Chen Hao

#### Non-executive Directors:

Mr. Shou Bainian  
Ms. Xia Yibo

#### Independent Non-executive Directors:

Mr. Tian Zaiwei  
Mr. Poon Chiu Kwok  
Mr. Wong Ka Yi

The biographies of the Directors are set out under the section headed "Directors and Senior Management" of this annual report.

During the year ended 31 December 2016, the Board has met at all times the requirements under rules 3.10(1) and 3.10(2) of the Listing Rules relating to 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.

The Company has also complied with rule 3.10A of the Listing Rules relating to the appointment of independent non-executive Directors representing at least one-third of the Board.

The Company believes that the diversity of Board members will be immensely beneficial for the enhancement of the Company's performance. Therefore, the Company has adopted a Board diversity policy to ensure that the Company will, when determining the composition of the Board, consider Board diversity in terms of, amongst other things, age, cultural and educational background, professional experience, skills and knowledge. All Board appointments will be based on merits, and candidates will be considered against objective criteria, having due regard for the benefits of diversity of the Board. The Board diversity policy is summarized below:

### 董事會組成

於本年報日期，董事會由四名執行董事、兩名非執行董事及三名獨立非執行董事，詳情如下：

#### 執行董事：

李海榮女士(主席)  
楊掌法先生  
吳志華先生  
陳浩先生

#### 非執行董事：

壽柏年先生  
夏一波女士

#### 獨立非執行董事：

田在璋先生  
潘昭國先生  
黃嘉宜先生

董事履歷載於本年報之「董事及高級管理層」一節。

截至2016年12月31日止年度，董事會已遵守上市規則第3.10(1)及3.10(2)條有關委任至少三名獨立非執行董事(其中至少一名獨立非執行董事須擁有適當的專業資格或會計或相關財務管理專業知識)的規定。

本公司亦已遵守上市規則第3.10A條有關委任相當於董事會成員至少三分之一的獨立非執行董事的規定。

本公司相信董事會成員多元化將對提升本公司的表現益處良多，因此本公司已採納董事會成員多元化政策，確定在設定董事會成員組合時會從多個方面考慮董事會成員多元化，包括但不限於年齡、文化及教育背景、專業經驗、技能及知識。董事會所有委任均以用人唯才為原則，並在考慮人選時以客觀條件顧及董事會成員多元化的益處。董事會成員多元化政策的概要載列如下：

The Board attaches great importance to the gender mix: women now hold 22% of the total directorships, which is in line and higher than the ratio for most of the listed companies;

The Board includes Directors with diverse backgrounds: executive Directors have extensive management experience and are in charge of the principal businesses of the Company; non-executive Directors are highly experienced in corporate management, hence they are able to provide effective recommendations on the Company's operation and development; independent non-executive Directors have experience in property management industry, investment, finance, corporate governance and international market.

As each of the independent non-executive Directors has confirmed his/her independence pursuant to rule 3.13 of the Listing Rules, the Company considers all of them to be independent parties.

Save as disclosed in the Directors' biographies set out in the section headed "Directors and Senior Management" in this annual report, none of the Directors have any personal relationship (including financial, business, family or other material or relevant relationship) with any other Director and chief executive.

All Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. Independent non-executive Directors are invited to serve on the Audit Committee, the Remuneration Committee and the Nomination Committee.

As regards the CG Code provision requiring directors to disclose the number and nature of offices held in public companies or organisations and other significant commitments as well as the identity of the public companies or organisations and the time involved to the issuer, Directors have agreed to disclose their commitments and any subsequent change to the Company in a timely manner.

重視女性成員比率，達22%，符合並高於上市公司女性董事普遍佔比；

重視董事行業背景：執行董事均擁有豐富的行業管理經驗，並分別負責公司主營業務；非執行董事擁有豐富的企業管理經驗，能夠為公司的經營、發展提供有效建議；獨立非執行董事既含有物業管理行業背景，也包含了投資、財務、公司治理、國際市場背景。

由於各獨立非執行董事均已根據上市規則第3.13條確認其獨立性，故本公司認為彼等均為獨立人士。

除本年報之「董事及高級管理層」一節所載董事履歷中所披露者外，概無董事與任何其他董事或最高行政人員有任何個人關係（包括財務、業務、家族或其他重大／相關關係）。

全體董事（包括獨立非執行董事）均為董事會帶來各種不同的寶貴管理經驗、知識及專門技能，使其有效率及有效地運作。獨立非執行董事應邀於審核委員會、薪酬委員會及提名委員會任職。

鑑於企業管治守則條文要求董事披露於上市公司或機構所持職務的數量及性質及其他重大承擔，以及彼等的身份及於發行人任職的時間，故董事已同意適時向本公司披露彼等的承擔。

### Induction and Continuous Professional Development

Each newly appointed Director is provided with necessary induction and information to ensure that he/she has a proper understanding of the Company's operations and businesses as well as his/her responsibilities under relevant statutes, laws, rules and regulations. The Company also arranges regular seminars to provide Directors with updates on latest development 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 their duties.

Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The company secretary of the Company has from time to time updated and provided written training materials relating to the roles, functions and duties of a Director. During the year ended 31 December 2016, all Directors participated in appropriate continuous professional development and provided the Company with their records of training they received. Directors participated in the training which included reading regulatory updates, attending seminars or conducting training sessions and exchanging views.

### 入職及持續專業發展

所有新委任的董事均獲提供必要的入職培訓及資料，以確保其對本公司的營運及業務以及其於相關法規、法例、規則及條例下對彼等的責任有適當程度的瞭解。本公司亦定期為董事安排研討會，以不時為彼等提供上市規則及其他相關法律及監管規定最新發展及變動的更新資料。董事亦定期獲提供有關本公司表現、狀況及前景的更新資料，使董事會全體及各董事得以履行彼等的職責。

本公司鼓勵全體董事進行持續專業發展，借此發展及更新其知識及技能。本公司聯席公司秘書不時更新及提供有關董事角色、職能及職責的書面培訓材料。截至2016年12月31日止年度內，所有董事均已參與合適之持續專業發展，並已向公司提供所接受培訓之紀錄。董事參與的培訓，包括閱讀最新監管資料，以及出席專題研討會或作培訓交流。

		Continuous Professional Development Training 持續專業發展培訓 Reading or attending briefings and/or seminars and/or conferences relevant to regulatory and governance updates 閱讀或出席與監管及管治 最新數據相關的簡報會及／或 講座及／或會議
Name of Director 董事姓名		
<b>Executive Directors</b>		
Ms. Li Hairong	李海榮女士	Yes 有
Mr. Yang Zhangfa	楊掌法先生	Yes 有
Mr. Wu Zhihua	吳志華先生	Yes 有
Mr. Chen Hao	陳浩先生	Yes 有
<b>Non-Executive Directors</b>		
Mr. Shou Bainian	壽柏年先生	Yes 有
Ms. Xia Yibo	夏一波女士	Yes 有
<b>Independent Non-Executive Directors</b>		
Mr. Tian Zaiwei	田在璋先生	Yes 有
Mr. Poon Chiu Kwok	潘昭國先生	Yes 有
Mr. Wong Ka Yi	黃嘉宜先生	Yes 有

### Chairman and Chief Executive Officer

Under code provision A.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and performed by different individuals.

The Chairman of the Board and the chief executive officer of the Company (the “**Chief Executive Officer**”) are currently two separate positions held by Ms. Li Hairong and Mr. Yang Zhangfa, respectively, with clear distinction in responsibilities. The Chairman of the Board is responsible for providing strategic advice and guidance on the business development of the Group, while the Chief Executive Officer is responsible for the day-to-day operations of the Group.

### Appointment and Re-election of Directors

Each of the executive Directors has signed a service contract with the Company for a term of three years commencing from the Listing Date, which is renewable automatically for successive terms of three years subject to termination as provided in the service contract.

Each of the non-executive Directors and independent non-executive Directors has signed an appointment letter with the Company for a term of three years commencing from the Listing Date, which may be renewable subject to both parties’ agreement.

None of the Directors has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

The procedures and process of appointment, re-election and removal of Directors are set out in the Articles of Association. The Nomination Committee is responsible for reviewing the Board composition and making recommendations to the Board on the appointment or re-election of Directors and succession planning for Directors.

### Board meetings

The Company adopts the practice of holding Board meetings regularly, at least four times a year, and at approximately quarterly intervals. Notices of not less than fourteen days are given for all regular Board meetings to provide all Directors with an opportunity to attend and include matters in the agenda for a regular meeting.

### 主席及行政總裁

根據企業管治守則之守則條文第A.2.1條，董事會主席及行政總裁角色應予以區分及由不同人士擔任。

董事會主席及本公司行政總裁（「**行政總裁**」）現時分別由李海榮女士及楊掌法先生擔任，以職能來劃分明確這兩個不同職位。董事會主席負責就本集團的發展提供戰略建議及指引，而行政總裁則負責本集團的日常運營。

### 董事的委任及重選連任

各執行董事已與本公司訂立自上市日期起為期三年的服務合約，可根據本公司章程細則以及適用法律、規則及規例修訂。

各非執行董事及獨立非執行董事已與本公司訂立自上市日期起為期三年的委任書，可根據本公司章程細則以及適用法律、規則及規例修訂。

概無董事與本集團訂立本公司不可於一年內不付賠償（法定賠償除外）而終止的服務合約。

董事的委任、重選連任及罷免程序及過程載於組織章程細則。提名委員會負責檢討董事會的組成方式，並就董事的委任、重選連任及接任計劃向董事會提供推薦建議。

### 董事會會議

本公司將採納定期舉行董事會會議之慣例，每年召開至少四次董事會會議，大約每季一次。全體董事將獲發不少於十四天之通知以召開定期董事會會議，令全體董事均獲機會出席定期會議並討論議程事項。



For other Board and Board Committee meetings, reasonable notice is generally given. The agenda and accompanying board papers are dispatched to the Directors or Board Committee members at least three days before the meetings to ensure that they have sufficient time to review the papers and are adequately prepared for the meetings. When Directors or Board Committee members are unable to attend a meeting, they will be 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 meetings are kept by the joint company secretaries with copies circulated to all Directors for information and records.

Minutes of the Board meetings and Board Committee meetings are recorded in sufficient detail about the matters considered by the Board and the Board Committees and the decisions reached, including any concerns raised by the Directors. Draft minutes of each Board meeting and Board Committee meeting are sent to the Directors for comments within a reasonable time after the date on which the meeting is held. Minutes of the Board meetings are open for inspection by Directors.

During the Reporting Period, two board meetings and the attendance of each Director at these meetings is set out in the table below:

就其他董事會及董事會委員會會議而言，本公司會發出合理通知。會議通知中已包括會議議程及相關董事會文件，並至少在舉行董事會或董事會委員會會議日期的三天前送出，以確保董事有充足時間審閱有關文件及充分準備出席會議。倘董事或委員會成員未能出席會議，則彼等會獲悉將予討論的事宜及於會議召開前有機會知會主席有關彼等的意見。聯席公司秘書應備存會議紀錄，並提供該等會議紀錄副本予所有董事作其參閱及紀錄之用。

董事會會議及委員會會議的會議紀錄會詳盡記錄董事會及董事會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。各董事會會議及董事會委員會會議的會議紀錄草擬本會／將會於會議舉行後的合理時間內寄送至各董事，以供彼等考慮。董事會會議的會議紀錄公開供所有董事查閱。

於報告期內，董事會曾舉行2次董事會會議，個別董事出席董事會會議的情況載於下表：

Directors		Attended/Eligible to attend the Board meeting(s)
董事		已出席董事會次數／應出席董事會次數
<b>Executive Directors</b>	<b>執行董事</b>	
Ms. Li Hairong (Chairman)	李海榮女士(主席)	2/2
Mr. Yang Zhangfa	楊掌法先生	2/2
Mr. Wu Zhihua	吳志華先生	2/2
Mr. Chen Hao	陳浩先生	2/2
<b>Non-executive Directors</b>	<b>非執行董事</b>	
Mr. Shou Bainian	壽柏年先生	2/2
Ms. Xia Yibo	夏一波女士	2/2
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>	
Mr. Tian Zaiwei	田在瑋先生	2/2
Mr. Poon Chiu Kwok	潘昭國先生	2/2
Mr. Wong Ka Yi	黃嘉宜先生	2/2

No general meeting was held during the Reporting Period.

於報告期內並無召開任何股東大會。



### MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions by the Directors and employees (the “**Securities Dealing Code**”). The Company had made specific enquiry with all Directors whether they have complied with the required standard set out in the Model Code from the Listing Date until 31 December 2016 and all Directors confirmed that they have complied with the Model Code and the Securities Dealing Code from the Listing Date to 31 December 2016.

### Delegation by the Board

The Board reserves for its decision all major matters of the Company, including: approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant financial and operational matters. Directors could have recourse to seek independent professional advice in performing their duties at the Company’s expense and are encouraged to access and to consult with the Company’s senior management independently.

The daily management, administration and operation of the Group are delegated to the senior management. The delegated functions and responsibilities are periodically reviewed by the Board. Approval has to be obtained from the Board prior to any significant transactions entered into by the management.

### Corporate Governance Function

The Board recognizes that corporate governance should be the collective responsibility of the Directors which includes:

- (a) to review and monitor the Company’s policies and practices on compliance with legal and regulatory requirements;
- (b) to review and monitor the training and continuous professional development of Directors and senior management;
- (c) to develop, review and monitor the code of conduct and compliance manual applicable to employees and Directors;
- (d) to develop and review the Company’s policies and practices on corporate governance and make recommendations to the Board and report to the Board on matters; and
- (e) to review the Company’s compliance with the CG Code and disclosure in the corporate governance report.

### 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 10 所載的《上市發行人董事進行證券交易的標準守則》(「**標準守則**」)，作為其本身有關董事及僱員進行證券交易的操守守則(「**證券交易守則**」)。本公司已就董事有否遵守標準守則所載的規定標準向全體董事作出具體查詢，而全體董事已於截至 2016 年 12 月 31 日止年度確認彼等自上市日期直至 2016 年 12 月 31 日一直遵守標準守則及證券交易守則。

### 董事會授權

董事會對本公司所有重大事宜保留決策權，包括：批准及監督一切政策事宜、整體策略及預算、內部監控及風險管理系統、重大交易(特別是可能牽涉利益衝突者)、財務數據、委任董事及其他主要財務及營運事宜。董事於履行彼等職責時可尋求獨立專業意見，費用由本公司承擔。彼等亦被鼓勵向本公司高級管理層進行獨立諮詢。

本集團的日常管理、行政及營運交予高級管理層負責。董事會定期檢討所授權職能及職責。管理層訂立任何重大交易前須取得董事會批准。

### 企業管治職能

董事會確認，企業管治應屬董事的共同責任，彼等的企業管治職能包括：

- (a) 檢討及監察本公司在遵守法律及監管規定方面之政策及常規；
- (b) 檢討及監察董事及高級管理層之培訓及持續專業發展；
- (c) 制定、檢討及監察適用於僱員及董事之操守守則及合規手冊；
- (d) 制定及檢討本公司之企業管治政策及常規，並向董事會推薦其意見及匯報相關事宜；及
- (e) 檢討本公司對企業管治守則之遵守情況及在企業管治報告之披露。

### BOARD COMMITTEES

#### Audit Committee

The Audit Committee comprises three members, namely Mr. Poon Chiu Kwok (chairman), Mr. Tian Zaiwei and Mr. Wong Ka Yi, all of them are independent non-executive Directors.

The principal duties of the Audit Committee include the following:

1. To review the relationship with the Auditor by reference to the work performed by the Auditor, their fees and terms of engagement, and make recommendations to the Board on the appointment, re-appointment and removal of the Auditor;
2. To review the financial statements and reports and consider any significant or unusual items raised by the Company's staff responsible for the accounting and financial reporting function, compliance officer or the Auditor before submission to the Board;
3. To review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures, including the adequacy of the resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function.

The written terms of reference of the Audit Committee are available on the websites of the Stock Exchange and the Company.

For the period commenced from the Listing Date and ended on 31 December 2016, 2 meetings of the Audit Committee were held to discuss and consider the following matters:

- Review the interim results of the Company and its subsidiaries as of 30 June 2016;
- Review the auditor's report in relation to the audit plan and strategy of the Group;
- Review the financial reporting system, compliance procedure, internal control (including the Company's internal control of corruption risks and the handling and identification of business conflict of major shareholders in listed companies), risk management system and procedures and re-appointment of external auditor. The Board did not deviate from the recommendations of the Audit Committee on the selection, appointment, resignation or dismissal of external auditor.

### 董事委員會

#### 審核委員會

審核委員會由三名成員組成，即潘昭國先生（主席）、田在璋先生及黃嘉宜先生，全部為獨立非執行董事。

審核委員會的主要職責如下：

1. 主要負責就外聘核數師的委任、重新委任及罷免向董事會提供建議、批准外聘核數師的薪酬及聘用條款，以及處理任何有關該核數師辭職或辭退該核數師的問題；
2. 審閱財務報表及報告，並於該等報表及報告呈交至董事會前考慮當中任何由本公司屬下會計及財務匯報職員、監察主任或核數師提出任何重大或不尋常事項；
3. 檢討本公司的財務申報制度、內部監控及風險管理制度，以及相關程序，包括本公司在會計及財務匯報職能方面的資源、員工資歷及經驗，以及員工所接受的培訓課程以及預算是否足夠。

審核委員會的具体職權範圍於聯交所及本公司網站可供查閱。

自上市日期起至2016年12月31日期間，審核委員會曾舉行2次審核委員會會議以討論及考慮以下內容：

- 審閱本公司及其附屬公司截至2016年6月30日止之中期業績；
- 審閱核數師有關本集團審計計劃及策略的匯報書；
- 對財務申報系統、合規程式、內部監控（包括本公司對舞弊風險的內部控制；大股東于上市公司有關業務衝突的處理與確認等）、風險管理系統及程序以及續聘外聘核數師作出檢討。董事會並無偏離審核委員會就甄選、委任、退任或罷免外聘核數師作出的任何推薦建議。

Attendance of each Audit Committee member is set out in the table below:

各審核委員會成員出席該等會議的情況載於下表：

Directors 董事		Attended/Eligible to attend 已出席次數/ 應出席次數
Mr. Poon Chiu Kwok ( <i>chairman</i> )	潘昭國先生(主席)	2/2
Mr. Tian Zaiwei	田在瑋先生	2/2
Mr. Wong Ka Yi	黃嘉宜先生	2/2

### Nomination Committee

The Nomination Committee currently comprises three members, namely Mr. Wong Ka Yi (chairman), Mr. Tian Zaiwei and Mr. Poon Chiu Kwok, all of them are independent non-executive Directors.

### 提名委員會

提名委員會現時由三名成員組成，即黃嘉宜先生(主席)、田在瑋先生及潘昭國先生，全部為獨立非執行董事。

The principal duties of the Nomination Committee include the following:

本公司提名委員會的主要職責如下：

- |   |  |
|---|--|
| <ol style="list-style-type: none"> <li>1. to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;</li> <li>2. to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;</li> <li>3. to assess the independence of independent non-executive Directors;</li> <li>4. to make recommendations to the Board on the appointment or re-appointment of Directors and the succession planning for Directors, in particular the chairman and the chief executive officer; and</li> <li>5. to review the Board diversity policy.</li> </ol> | <ol style="list-style-type: none"> <li>1. 至少每年檢討董事會的架構、人數及組成(包括技能、知識及經驗方面)，並就任何為配合本公司的策略而擬對董事會作出的變動提出建議；</li> <li>2. 物色具備合適資格可擔任董事的人士，並挑選提名有關人士出任董事或就此向董事會提供意見；</li> <li>3. 評核獨立非執行董事的獨立性；</li> <li>4. 就董事委任或重新委任以及董事(尤其是主席及行政總裁)繼任計劃向董事會提出建議；及</li> <li>5. 審閱董事會成員多元化政策。</li> </ol> |
|---|--|

The Nomination Committee assesses the candidate or incumbent on criteria such as integrity, experience, skill and ability to commit time and effort to carry out the duties and responsibilities. The recommendations of the Nomination Committee will then be put to the Board for decision. The written terms of reference of the Nomination Committee are available on the websites of the Stock Exchange and the Company.

提名委員會按誠信、經驗、技能以及為履行職責所付出之時間及努力等標準評估候選人或在任人。提名委員會之建議將於其後提交董事會以作決定。提名委員會的具体職權範圍於聯交所及本公司網站可供查閱。

During the year ended 31 December 2016, no meeting was held by the Nomination Committee since the shares of the Company only became listed on the Stock Exchange on 12 July 2016.

A meeting of the Nomination Committee was held on 23 March 2017 to review the structure, composition, size and diversity of the Board and relevant recommendations were made to the Board, which included the re-election of retiring Directors.

### Remuneration Committee

The Remuneration Committee comprises three members, namely Mr. Poon Chiu Kwok (chairman), Mr. Tian Zaiwei and Mr. Wong Ka Yi, all of them are independent non-executive Directors.

The principal duties of the Remuneration Committee include the following:

1. to make recommendations to the Board on the Company's overall policy and structure for the remuneration of the Directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policy;
2. to review and approve the management's remuneration proposals with reference to the corporate goals and objectives determined by the Board;
3. to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management. These include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
4. to make recommendations to the Board on the remuneration of non-executive Directors;
5. to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;
6. to review and approve compensation payable to executive Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;

截至2016年12月31日止年度，提名委員會並無舉行會議，因為本公司的股份於2016年7月12日才於聯交所上市。

本公司於2017年3月23日召開提名委員會會議，審閱董事會的架構、組成、規模及多元化，並就此及董事退任及重選向董事會提出建議。

### 薪酬委員會

薪酬委員會由三名成員組成，即潘昭國先生（主席）、田在瑋先生及黃嘉宜先生，全部為獨立非執行董事。

薪酬委員會的主要職責如下：

1. 就董事及高級管理層的整體薪酬政策及架構，以及就設立正規而具透明度的程序制訂薪酬政策，向董事會提出建議；
2. 因應董事會所訂企業方針及目標而檢討及批准管理層的薪酬建議；
3. 向董事會建議個別執行董事及高級管理人員的薪酬待遇，包括但不限於基本薪金、非金錢利益、退休金權利及賠償金額，包括喪失或終止職務或委任的任何賠償；
4. 就非執行董事的薪酬向董事會提出建議；
5. 考慮同類公司支付的薪酬，須付出的時間及職責以及集團內其他職位的僱用條件；
6. 檢討及批准向執行董事及高級管理層就其喪失或終止職務或委任而須支付的賠償，以確保該等賠償與合約條款一致；若未能與合約條款一致，賠償亦須公平合理，不致過多；

7. to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate; and

8. to ensure that no Director or any of his/her associates (as defined in the Listing Rules) is involved in deciding his/her own remuneration.

The written terms of reference of the Remuneration Committee are available on the websites of the Stock Exchange and the Company.

For the period commenced from the Listing Date and ended on 31 December 2016, one meeting of the Remuneration Committee was held to discuss and consider the following matters:

- Review the remuneration policy of the Company and its subsidiaries
- Review the remuneration of Directors and propose adjustment to the Board

Attendance of each Remuneration Committee member is set out in the table below:

7. 檢討及批准因董事行為失當而解僱或罷免有關董事所涉及的賠償安排，以確保該等安排與合約條款一致；若未能與合約條款一致，有關賠償亦須合理適當；及

8. 確保任何董事或其任何聯繫人（根據上市規則的定義）不得參與釐定他自己的薪酬。

薪酬委員會的具体職權範圍於聯交所及本公司網站可供查閱。

自上市日期起至2016年12月31日期間，薪酬委員會曾舉行1次薪酬委員會會議以討論及考慮以下內容：

- 審閱本公司及其附屬公司薪酬政策
- 審閱董事薪酬，並向董事會提供調整建議

各薪酬委員會成員出席該等會議的情況載於下表：

Directors		Attended/Eligible to attend
董事		已出席次數／應出席次數
Mr. Poon Chiu Kwok (chairman)	潘昭國先生(主席)	1/1
Mr. Tian Zaiwei	田在瑋先生	1/1
Mr. Wong Ka Yi	黃嘉宜先生	1/1

### Remuneration of Directors and Senior Management

Details of the remuneration by band of the members of the Board and senior management of the Company, whose biographies are set out on pages 37 to 47 of this annual report, for the year ended 31 December 2016 are set out below:

### 董事及高級管理層的薪酬

截至2016年12月31日止年度，董事及本公司的高級管理層彼等之履歷載於本年報第37頁至第47頁的酬金等級載列如下：

Remuneration band (RMB)	Number of individual
酬金等級(人民幣)	人數
0-500,000	8
500,001-1,500,000	8



### DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING IN RESPECT OF FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements for the year ended 31 December 2016 which give a true and fair view of the affairs of the Company and the Group and of the Group's results and cash flows.

The management has provided to the Board such explanation and information as are necessary to enable the Board to carry out an informed assessment of the Company's financial statements, which are put to the Board for approval.

The Directors were not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Group's ability to continue as a going concern.

The statement by the Auditor regarding their reporting responsibilities on the consolidated financial statements of the Company is set out in the Independent Auditor's Report on page 119 to 122 of this annual report.

### RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges its responsibility to ensure that sound risk management and internal control system is established and maintained within the Group, as well as its responsibility to review its effectiveness. Such system aims at managing and reducing the business risks faced by the Group to an acceptable extent, but not eliminating the risks of failure to achieve business objectives. Moreover, it can only provide reasonable and not absolute assurance against material misstatement, loss or fraud.

The Board has authorized the Audit Committee to take charge of the on-going monitoring of the Group's risk management and internal control system as well as the annual review of its effectiveness. Such review covers all material control aspects, including financial control, operation control and compliance control.

Under the Company's risk management and internal control structure, the management is responsible for the design, implementation and maintenance of the risk management and internal control system, thereby ensuring, in particular, (i) appropriate policies and procedures are designed and established to safeguard the Group's assets from misappropriation or disposal; (ii) compliance with relevant laws, regulations or rules; and (iii) reliable financial and accounting record are kept properly in accordance with relevant auditing standards and regulatory reports.

### 董事有關財務報表的財務申報責任

董事明白彼等須編制本公司截至2016年12月31日止年度的財務報表的職責，以真實公平地反映本公司及本集團的狀況以及本集團的業績及現金流量。

管理層已向董事會提供必要的闡釋及資料，使董事會能對提呈予董事會批准的本公司財務報表進行知情的評估。

董事並不知悉與可能對本集團持續經營構成重大疑問的事件或狀況有關的任何重大不確定因素。

核數師就彼等有關本公司綜合財務報表的申報責任作出的聲明載於本年報第119頁至122頁的獨立核數師報告。

### 風險管理及內部控制

董事局確認其有責任確保公司建立和維持在本集團內有完善的風險管理及內部控制系統，且有責任審核其有效性。該等系統旨在可接受的程度內管理和降低本集團面臨的與其業務相關的風險，而非消除未能達成業務目標的風險，而且只能就不會有重大的失實陳述、損失或欺詐作出合理而非絕對的保證。

董事局已授權審核委員會，其有責任持續監督本集團的風險管理及內部控制系統，且對該系統的有效性進行年度檢討。該檢討涵蓋所有重要的監控方面，包括財務監控、運作監控及合規監控。

在本公司的風險管理及內部控制架構下，管理層負責設計、實施以及維護風險管理及內部控制系統，以確保，特別是(i)已經設計和建立適當的政策和程式保障本集團的資產，以避免其被不恰當利用或處置；(ii)遵守以及符合有關法例、規則或規定；以及(iii)根據相關審核標準以及監管報告要求保存可靠的財務和會計記錄。



The key features of the Company's risk management and internal control structure include: (i) designated departments are responsible for the implementation and execution of the Company's risk management and internal control system and heads of major operating units or departments are in charge of the management and mitigation of identified risks; (ii) the management ensures appropriate measures have been taken in relation to significant risks that may affect the Group's business and operation; and (iii) internal auditor provides independent confirmation to the Board, Audit Committee and the management on the effectiveness of risk management and internal control.

During the Reporting Period, the Company's main duties on risk management and internal control include:

- Each of the major operating units and departments carries out daily risk management activities, which include identification of significant risks that may affect the Group's results; assessment and evaluation of identified significant risks based on their impacts and possibilities; formulating plans for and implementation of measures, control and emergency response plans to manage and reduce such risks; and
- The management and finance department monitor and review the risk management and internal control system on an ongoing basis and report to the Audit Committee on its status;
- The management regularly follows up and reviews the measures, control and emergency response plans in place for the identified significant risks, so as to ensure sufficient attention, monitoring and response is given to such risks;
- The management regularly reviews the risk management and internal control system for the purpose of identifying the deficiencies in procedures and control function, and designs and implements rectification for such deficiencies;
- The management ensures the normal functioning of the appropriate procedures and measures, such as making sure there is no unauthorized use or disposition of assets, controlling capital expenditure, maintenance of proper accounting record and ensuring the reliability of financial information for business operation and public disclosure.

本公司的風險管理及內部控制架構的主要特點為：(i) 指定專門部門，負責本公司風險管理及內控制度的落實、執行情況，並由主要運營單位或部門的負責人管理及減輕已發現的風險，(ii) 針對影響本集團業務和運營的重大風險，管理層確保已採取適當的措施；以及(iii) 就風險管理及內部控制的有效性，內部核數師向董事局、審核委員會和管理層提供獨立的確認。

在報告期內，公司就風險管理及內部控制的主要工作包括：

- 每個重要運營單位或部門負責日常風險管理活動，包括識別可能影響本集團績效的重大風險；根據其影響及發生的可能性評定和評估已經識別的重大風險；規劃和實施某些措施、控制以及應急預案以管理和降低此類風險；
- 管理層以及財務部門持續對風險管理及內部控制系統進行監控和檢討，且向審核委員會就該系統的狀態進行報告；
- 管理層定期跟進和檢討對已識別的重大風險實施的措施、控制以及應急預案，以確保對已識別的重大風險有足夠的重視、監管和應對；
- 管理層定期檢討風險管理及內部控制系統以發現程式和控制的缺陷，且設計及實施糾正措施以處理此缺陷；及
- 管理層確保適當的程式和措施正常運行，例如保障資產不會未經授權被使用或處理，控制資本支出，維護適當的會計記錄和確保用於業務以及公佈的財務資訊的可靠性等。

The internal audit function monitors the Company's internal governance and provides independent confirmation on the adequacy and effectiveness of the risk management and internal control system. The chief executives in charge of the internal audit function report directly to the Audit Committee, submit the internal audit report to the Audit Committee based on the auditing plan as approved by the Board, and report the results of internal audit works to all Directors. During the Reporting Period, the internal audit function performed analysis and evaluation on the adequacy and effectiveness of the Company's risk management and internal control system, in particular, it inspected the documents in relation to risks prepared by operating units and the management, and interviewed staff members at all levels. The chief executives in charge of the internal audit function attended the meeting of the Audit Committee, explained the results of the internal audit and answered questions raised by the Audit Committee.

The Company has established the inside information policy for fair and timely dissemination of information to public based on applicable laws and regulations. The chief executives authorized by the Group to take charge of the investor relations, corporate matters and financial control functions are responsible for ensuring and monitoring compliance with the applicable disclosure procedures for inside information. The relevant chief executives may access inside information on "as needed" basis at any times. Personnel and professionals involved are reminded to keep inside information confidential until public disclosure. The Company has other procedures in place to prevent mishandling of inside information, including prior approval of trading of the Company's securities by Directors and the management, regular notice of lock-up period, restrictions on securities trading of Directors and staff and code for project identification.

The Company has established arrangements for employees and other stakeholders to raise concern on suspected misconduct in financial reporting, internal control or other aspects in confidence. The Audit Committee carries out regular reviews to ensure appropriate arrangements are in place for fair and independent investigation and proper actions for such matters.

本公司的內部審核功能監控本公司的內部管治，且對本公司的風險管理及內部控制系統的足夠性和有效性提供獨立的確認。主管內部審核功能的高級行政人員直接向審核委員會報告。根據董事局同意的審核計劃向審核委員會提交內部審核報告。向所有的董事報告內部審核工作的結果。在報告期內，內部審核功能對本公司的風險管理及內部控制系統的足夠性和有效性進行了分析和評估，特別是檢查了運營單位和管理層準備的和風險相關的文檔，以及對各層級員工進行了面談。主管內部審核功能的高級行政人員參與了審核委員會的會議，並向其解釋內部審核結果並回答審核委員會提出的問題。

本公司已根據適用的法例及法規，建立確保以平等及時的方式傳播予公眾的內幕消息的政策。獲本集團授予投資者關係、企業事務及財務控制職能的高級行政人員，有責任控制及監察披露內幕消息的適當程式獲得遵守。相關高級行政人員可隨時根據「按需要」基準接觸內幕消息。所涉及的相關人員及其他專業人員獲提醒須保密內幕消息，直到公開披露為止。本公司已經實施了其它程式以避免本集團內可能出現錯誤處理內幕消息的情形，例如董事和管理層成員對本公司證券交易的事先批准，定期禁售期的通知，董事和員工進行證券交易的限制，以及識別項目的代號。

本公司已接受相關安排以協助僱員以及其他利益相關人可暗中對財務彙報、內部控制或其他方面可能發生的不正當行為提出關注。審核委員會定期檢討該類安排且確保有適當安排可對此等事宜作出公平獨立的調查及採取適當行動。

During the Reporting Period, the Audit Committee reviewed the effectiveness of the Company's risk management and internal control system. The annual review included: (i) reviewing the report on implementation of internal control submitted by dedicated department; (ii) regular discussion with chief executives at the management level on the effectiveness of the risk management and internal control and the work of the internal audit function; (iii) evaluating the scope and quality of the management's on-going monitoring of the risk management and internal control system; (iv) evaluating the effectiveness of the internal audit function so as to ensure the coordination between the Group, internal and external auditors, the resources adequacy for the operation of the internal audit function and its appropriate standing within the Group; and (v) proposing recommendation to the Board on the scope and quality of the management's on-going monitoring of the risk management and internal control system; (vi) reviewing and discussing the internet security risks in the use of information technology and the corresponding safeguard measures.

Based on the above, the Audit Committee was not aware of any significant issues that would adversely affect the effectiveness and adequacy of the risk management and internal control system of the Company.

### AUDITOR'S REMUNERATION

The remuneration for the audit and non-audit services provided by the Auditor to the Group during the year ended 31 December 2016 was approximately as follows:

在報告期內，審核委員會檢討了本公司風險管理和內部控制系統的有效性。年度檢討包括以下工作：(i) 審閱由專門部門提交的有關實施內部控制情況報告；(ii) 和管理層級高級行政人員定期討論風險管理及內部控制的有效性以及內部審核功能的工作；(iii) 評估管理層持續監察風險管理及內部控制系統的工作範疇及素質；(iv) 檢討內部審核功能的有效性以確保在本集團內部、內部與外聘核數師之間的協調性，也須確保內部審核功能在本集團內部有足夠資源運作，並且有適當的地位；以及(v) 就管理層持續監察風險管理和內部控制系統的工作範疇及素質對董事局提出建議；(vi) 審閱及討論本公司資訊化運用過程中的網路安全風險，以及相應保障措施。

基於上述，審核委員會並未發現任何對本公司風險管理及內部控制系統的有效性和足夠性有不利影響的重大問題。

### 核數師酬金

就核數師於截至2016年12月31日止年度向本公司提供的核數及非核數服務之概約酬金載列如下：

Type of Services 服務類別		Amount (RMB) 金額(人民幣元)
Annual audit services	年度審計服務	
Professional audit services on 2016 interim financial report	2016年中期財務報告審閱專業服務	800,000.00
Professional audit services on 2016 annual financial statements	2016年度財務報表審計專業服務	2,800,000.00
Audit services relating to the listing	上市審計服務	
Professional audit services on 2016 listing report	2016年上市報告審計專業服務	800,000.00
Total	總計	4,400,000.00

### COMPANY SECRETARY

Mr. Ho, Kenneth Kai Chung (“Mr. Ho”), the joint company secretary of the Company, is responsible for advising the Board on corporate governance matters and ensuring that the Board policies and procedures, as well as the applicable laws, rules and regulations are followed.

In order to uphold good corporate governance and ensure compliance with the Listing Rules and applicable Hong Kong laws, the Company also engages Ms. Ng Sau Mei (“Ms. Ng”), senior manager of KCS Hong Kong Limited (a company secretarial service provider), as the other joint company secretary to assist Mr. Ho to discharge his duties as company secretary of the Company. The primary corporate contact person at the Company is Mr. Ho.

For the year ended 31 December 2016, Mr. Ho and Ms. Ng have undertaken not less than 15 hours of relevant professional training respectively in compliance with rule 3.29 of the Listing Rules.

### COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

The Company considers that effective communication with the Shareholders is essential for enhancing investor relations and understanding of the Group’s business, performance and strategies. The Company also recognizes the importance of timely and non-selective disclosure of information, which will enable Shareholders and investors to make the informed investment decisions.

The annual general meeting of the Company provides opportunity for the Shareholders to communicate directly with the Directors. The Chairman of the Company and the chairmen of the Board Committees of the Company will attend the AGMs to answer Shareholders’ questions. The Auditor will also attend the AGMs to answer questions about the conduct of the audit, the preparation and content of the auditor’s report, the accounting policies and auditor independence.

To promote effective communication, the Company adopts a shareholders’ communication policy which aims at establishing a two-way relationship and communication between the Company and the Shareholders and maintains a website of the Company at [www.lvchengfuwu.com](http://www.lvchengfuwu.com), where up-to-date information on the Company’s business operations and developments, financial information, corporate governance practices and other information are available for public access.

### 公司秘書

何啟忠先生(「何先生」)為本公司的聯席公司秘書，負責就企業管治事宜向董事會提出建議，並確保遵循董事會的政策及程序、適用法律、規則及法規。

為維持良好的企業管治並確保符合上市規則及適用香港法律，本公司亦委聘凱譽香港有限公司(公司秘書服務提供商)高級經理伍秀薇女士(「伍女士」)為本公司的另一位聯席公司秘書，協助何先生履行彼作為本公司的公司秘書的職責。何先生為本公司的主要聯絡人。

截至2016年12月31日止年度，何先生及伍女士已符合上市規則第3.29條進行不少於15小時的相關專業培訓。

### 與股東的溝通及投資者關係

本公司認為，與股東的有效溝通對加強投資者關係及使投資者瞭解本集團的業務、表現及策略非常重要。本公司亦深信及時與非選擇性地披露本公司資料以供股東及投資者作出知情投資決策的重要性。

本公司股東週年大會提供股東與董事直接溝通的機會。本公司主席及本公司各董事委員會主席將出席股東週年大會解答股東提問。核數師亦將出席股東週年大會，並解答有關審計行事、核數師報告的編製及內容、會計政策及核數師獨立性的提問。

為促進有效的溝通，本公司採納股東通訊政策，旨在建立本公司與股東的相互關係及溝通，並設有網站([www.lvchengfuwu.com](http://www.lvchengfuwu.com))，本公司會於網站刊登有關其業務營運及發展的最新資料、財務數據、企業管治常規及其他資料，以供公眾人士讀取。

### SHAREHOLDERS' RIGHTS

To safeguard Shareholders' interests and rights, a separate resolution will be proposed for each issue at general meetings, including the election of individual Directors.

All resolutions put forward at general meetings will be voted by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and the Stock Exchange in a timely manner after each general meeting.

#### Convening of extraordinary general meeting and putting forward proposals

Shareholders may put forward proposals for consideration at a general meeting of the Company according to the Articles of Association. Any one or more members holding as at 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 general meetings of the Company shall at all times have the right, by written requisition to the Board or any one of the joint company secretary of the Company, to require an extraordinary general meeting of the Company 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 proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

As regards proposing a person for election as a Director, the procedures are available on the website of the Company.

#### Enquiries to the Board

Shareholders who intend to put forward their enquiries about the Company to the Board could send their enquiries to The Investment & Management Center via email (email address: ir@zjlcwg.com).

### CHANGE IN CONSTITUTIONAL DOCUMENTS

The memorandum of the Company and Articles of Association has been amended and restated with effect from the Listing Date.

### 股東權利

為保障股東的利益及權利，本公司會於股東大會上就各事項(包括選舉個別董事)提呈獨立決議案。

於股東大會上提呈的所有決議案將根據上市規則以投票方式進行表決，投票結果將於各股東大會舉行後及時於本公司及聯交所網站刊登。

#### 召開股東特別大會及提呈建議

根據組織章程細則，股東可於本公司股東大會上提出建議以供考慮。任何一位或以上於遞呈要求當日持有本公司有權於本公司股東大會上投票並繳足股本不少於十分之一的股東，有權隨時透過向董事會或本公司任何一名聯席公司秘書發出書面要求召開本公司股東特別大會，以處理有關要求中指明的任何事項；上述會議應於相關要求遞呈後兩個月內舉行。倘遞呈後21日內董事會未有召開該大會，則遞呈要求人士可自行按正常程序召開大會，而遞呈要求人士因董事會未有召開股東大會而合理產生的所有開支應由本公司向要求人士作出償付。

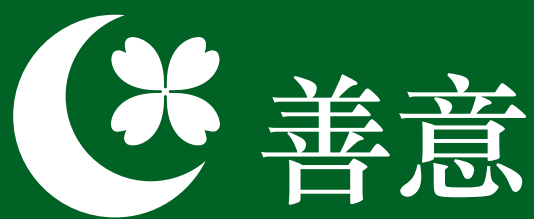
關於建議某人參選董事的事宜，可於本公司網站參閱有關程序。

#### 向董事會提出查詢

股東如欲向董事會作出有關本公司的查詢，可透過電郵向本公司總部之投資者關係部門查詢，電郵地址為ir@zjlcwg.com。

#### 章程文件更改

本公司的組織章程大綱及組織章程細則已作出修訂及重列，其於上市日期生效。



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Well-intentioned





## 1. SUSTAINABLE DEVELOPMENT MANAGEMENT POLICY OF GREENTOWN SERVICE

### 1.1 Environmental Policy of Greentown Service

Greentown Service actively promotes sustainable development and environmental conservation. Through a wide range of environmental activities, it works hand in hand with investors to build a green future. We are committed to enhancing the green performance of properties under our management and building an environmentally friendly city in the future.

#### 1.1.1 Create a green environment

Given that the business activities of Greentown Service create environmental impact, the Group is dedicated to minimizing the effect by incorporating green concepts in its daily operation. Meanwhile, we encourage stakeholders and the public to protect the environment and work towards the full integration of sustainability into the Group's core value.

##### *Create value for the environment protection*

Greentown Service has an environmental policy in place that comprises a set of rules and standards for its management procedures. The Group requires all properties under its management to integrate green concepts into their operation.

## 1. 綠城服務可持續發展的管理政策

### 1.1 綠城服務的環境政策

綠城服務積極推動可持續發展和環境保護，通過舉辦各類環保活動，與投資者一同建立綠色的未來。我們致力在未來提升旗下物業的環境績效，締造綠色城市。

#### 1.1.1 創建綠色環境

由於綠城服務的業務會對周邊的環境造成影響，所以集團致力於將環保概念融入日常運營，使集團對環境造成的影響降至最低。同時，我們亦加強了持份者和社會的環境保護意識，把可持續發展的概念融入集團的核心價值。

##### *為環境保護創造價值*

綠城服務的環保政策訂定了一套原則及規範其管理的程序，規定旗下所有物業在運營期間均需把環保的概念融入其中。



### 1.1.2 Understanding carbon emission in operation

Greentown Service is aware that its business operation leads to the use of various energy sources and waste emission. In order to enhance management of the office area, it strives to keep the environment clean and tidy, thereby establishing a distinguished corporate image.

#### *Power consumption*

Electricity accounts for most of the power consumption of Greentown Service in the course of its operation. We use electricity in the office area and public area of the properties under our management. Our operation results in significant power consumption, which indirectly causes emission of greenhouse gases, including carbon dioxide.

#### *Water consumption*

The business operation of Greentown Service involves appropriate use of water. We remind our staff to avoid wastage and encourage effective water consumption from time to time.

#### *Waste*

Greentown Service carries out operation in offices, hence its waste production is limited. We also educate our staff to make full use of office resources and avoid wastage due to excessive use.

#### *Waste gas and sewage emission*

In its business operation, the Group does not produce any waste gas and sewage emission that is harmful to the environment.

### 1.1.2 了解運營所產生的碳排放

綠城服務理解到業務運營過程中會產生各種能源使用與廢棄物的排放。為加強辦公區域的管理，綠城致力保持環境的整潔，從而樹立良好的企業形象。

#### *電力使用*

在運營過程中，綠城服務大部分使用的能源為電力。我們的電力使用範圍涵蓋辦公室區域，及綠城服務在管理的樓盤的公共區域。集團運營期間耗電量大，會間接排放包括二氧化碳在內的溫室氣體。

#### *水源使用*

綠城服務於運營過程中會適當地利用水資源。我們會時刻規範員工有效地用水，避免浪費。

#### *廢棄物*

綠城服務的運營範圍主要為辦公室，因此所製造的廢物相對較少。我們會教導員工善用辦公室資源，避免過度使用，造成浪費。

#### *廢氣物排放及污水排放*

集團於運營過程中並沒有產生對環境不利的廢氣及污水排放。





### 1.1.3 Commitments of Greentown Service:

- To maintain compliance with all environmental laws and regulations as a part of corporate social responsibilities;
- To require all business units to take various measures for the purpose of mitigating their environmental impact, which include reducing resources and energy consumption as well as cutting waste production and practicing recycle;
- To measure and monitor power and water consumption and amount of waste generated by the Group;
- To promote awareness of staff and relevant parties on environmental protection and enhancement of resources efficiency through different projects and programs

### 1.1.4 Effective use of resources

Greentown Service implements energy-saving renovation in the underground parking garage of the properties under its management. We require all of the regular T8 and T5 daylight tubes used in all projects to be replaced by LED lights. In the coming years, Greentown Service will pursue improvement of energy efficiency of the properties under its management and adopt new technology for optimization of energy efficiency in such properties, so as to enhance their environmental performance.

In this financial year, Greentown Service has complied with applicable environmental laws and regulations relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.

### 1.1.3 綠城服務承諾：

- 遵守企業社會責任的所有環境有關的法律及規範；
- 要求各個營業單位採取不同的措施，通過節省資源，節約能源，減少廢棄物產生和回收廢物等行動降低對環境的影響；
- 量化與監測集團的用電，用水，及廢棄物產生量；
- 致力通過不同的項目與計劃，提升員工及有關人士對環保和提升資源效益的意識

### 1.1.4 資源的有效利用

綠城服務於旗下物業地下車庫進行節能改造。我們要求各項目原使用的普通T8、T5日光燈管，全部更換為LED燈。綠城服務於來年會在旗下物業提高能源效益，致力於使用新技術優化建築物的能源效益，提升建築物的環境績效。

在本財政年度，綠城服務的營運遵行有關廢氣排放、向水及土地的排放、有害及無害廢棄物產生的相關法律法規。



## 2. CORPORATE SOCIAL RESPONSIBILITY OF GREENTOWN SERVICE

### 2.1 Employment Policy of Greentown Service

#### 2.1.1 Employees are an integral part

Greentown Service adopts a policy that emphasizes on diversity and anti-discrimination to build a professional team. It also offers competitive remuneration package, a wide range of training programs and opportunities for career development. Seeing employees as a part of the Group, we strive to fulfill their needs.

#### 2.1.2 We established the "Staff Caring System"

In order to cater employees' needs at home and workplace, Greentown Service established the "Staff Caring System". We aim at promoting all-rounded development of our staff by offering various forms of material or service support, which enables them to bring their potential into full play and improve quality of life.

The "Staff Caring System" of Greentown Service aims not only at strengthening staff belongingness and cohesion, but also effectively improving and enhancing employees' standards of living. Moreover, we will pay close attention to understanding the needs of different employees. Our staff is free to make suggestions on benefits and express their needs through the employee union.

We have two types of staff caring activities: (1) care at home and (2) care at workplace. Pursuant to the national and local laws and regulations, companies are required to take care of employees' needs at different stages of development. We offer a variety of benefits to enhance staff's quality of life, including social insurance, housing provident, single-child benefits, high temperature allowance, festival benefit, holiday benefit, lifestyle welfare, staff travel benefit, group activities benefit and birthday greetings. We believe the "Staff Caring System" is the most effective way to put corporate culture into practise and an integral part of our remuneration and incentive system as well.

## 2. 綠城服務企業社會責任

### 2.1 綠城服務的僱傭政策

#### 2.1.1 員工是我們的重要組成部分

綠城服務採用多元化及非歧視性政策建立專業團隊，並提供具競爭力的薪酬待遇、各類培訓項目，以及事業發展機會。員工是集團的一分子，我們會盡力滿足他們的需求。

#### 2.1.2 制定「員工關愛制度」

為滿足員工的生活與工作需求，綠城服務建立了「員工關愛制度」。我們通過向員工提供各種形式的物質待遇或服務，讓員工的才華得以施展、生活得以改善，最終獲得全方位的發展。

綠城服務建立「員工關愛制度」，不僅為了增強員工歸屬感和企業凝聚力，更為了有效改善與提高員工的生活品質。此外，我們會細心觀察及瞭解不同員工的需求。通過建立集團工會，我們讓員工提議不同的福利，及反映其需求。

我們將員工關愛分為兩大類別：(一)生活關愛及(二)工作關愛。我們根據國家和地方法律法規，規定公司會因應員工在不同時候發展而提供不同的需要。我們提供的福利，包括社會保險、住房公積金、獨生子女費、高溫補貼、節慶福利、假期福利、生活福利、員工旅遊福利、團隊活動福利、生日祝福福利等的措施，以提高員工生活品質。我們認為員工關愛是實踐企業文化最有效的途徑，同時也是集團薪酬激勵體系的重要組成部分。



### 2.1.3 Talent recruitment and retention

Apart from the above staff benefits, Greentown Service also provides opportunities for staff to pursue development. With an aim of attracting talent, we will offer training opportunities at different stages of development, which include staff education and training mechanism, staff interview mechanism, internal job competition and staff deployment.

### 2.1.4 Remuneration, compensation and dismissal policy

To secure income of employees, Greentown Service has set up a remuneration management system, under which it established a pay scale where staff's remuneration package is organized by bands.

In addition, the Group established a management mechanism for staff leaving, so as to promote reasonable mobility of human resources and optimize workforce structure for better staff quality. The Company adheres to the principle of "fairness, openness, justice", "survival of the fittest" and "rewarding the diligent and punishing the slothful" when implementing the management system for staff leaving. Staff resignation refers to the case where an employee voluntarily leaves the company and terminates the employment, whereas persuaded resignation refers to the case where an employee resigns as required by the company based on the performance evaluation (the company decides to terminate the employment early pursuant to the codes and relevant laws and regulations such as the "Labor Law of the People's Republic of China" and the "Labor Contract Law of the People's Republic of China").

### 2.1.3 人才吸納與留用

除了以上所提及的員工福利外，綠城服務更為員工提供各種幫助員工發展的機會。為了吸納人才，我們會在不同發展階段提供培訓機會，如員工教育培訓機制、員工面試機制、內部崗位競聘、調配員工工作地點等等。

### 2.1.4 薪酬、補償及解僱政策

綠城服務建立薪資管理制度，將各崗位薪資進行定級建立薪酬體系，保障員工的收入。

另外集團建立員工退出管理機制，目的為了促進人力資源的合理流動，優化人員結構，及有效提高人員的素質。公司遵循「公平公開公正、優勝劣汰、獎勤罰懶」的原則，實施員工退出管理制度。員工辭職為員工根據個人意願主動提出離開公司並解除勞動關係的行為；而勸退是指公司根據考核評估結果，要求員工主動辭職的行為（公司根據規章制度及《中華人民共和國勞動法》、《中華人民共和國勞動合同法》等相關法律法規，由公司決定提前解除勞動合同關係）。

### 2.1.5 Working hours and leaves

Greentown Service practices standard working hours, integrated working hours and flexible working hours systems. The exact working hours and leaves are arranged by the Company based on business needs. Pursuant to the relevant regulations, employees may have to work overtime when business needs arise or as required by the Company. Nonetheless, it is not mandatory for staff to work overtime.

Employees of Greentown Service are entitled to be paid for on national statutory holidays in accordance with the prevailing national regulations. In addition, our staff can take day offs for various purposes, such as annual leaves, marriage leaves, maternity leaves and family visitation.

### 2.1.6 Employee benefit

Greentown Service upholds the operating principle of “happy working, healthy life”, with an aim of creating a healthy workplace. We organize appropriate activities and make plans for the needs of different employees and their families, so that the employees, their families and the Company can be benefitted.

- *Activities and plans for employees*  
The Group organises “Warm Heart Action” and other campaigns for staff members with different hobbies and interests. We devote resources to promote employees’ physical and mental well-being. The Group also holds sports events and singing competitions regularly for workers to join freely.

### 2.1.5 工作時數與休假

綠城服務實行標準工時制、綜合工時制、及不定時工時制。員工的具體上下班時間和休息日由公司根據工作需要統一安排。員工根據工作需要或公司要求進行加班應按相關規定，公司並沒有強制性要求員工加班。

對於法定節日，綠城服務按照國家現行規定，將國家法定節日定為帶薪法定節日期。另外，我們亦安排不同的假期，滿足不同員工的需要，如提供年休假、婚假、產假、探親假等。

### 2.1.6 員工福利

綠城服務提倡「快樂工作、健康生活」的營運理念，力求提供一個健康的工作環境。綠城服務針對不同員工及其家人的需要，制定合適的活動和計劃，致力全方位地關注員工及其家庭，為公司創造價值。

- *對員工的活動及計劃*  
本集團針對員工的興趣愛好，制定計劃如「暖心行動」，投放資源支援員工，以達至其身心健康。本集團會定期舉行運動項目和歌唱比賽等活動，讓員工自由參與。





- *Activities and plans for senior family members of employees*  
The Group focuses on the needs of the elderly in employees' families and draw up plans such as "Springwide Action", where employees are tasked to organize celebration for their families during Chinese New Year, with a view of enhancing their belongingness.
- *Activities and plans for children of employees*  
The Group attaches great importance to the development of staff's children, hence it formulates plans including the "Learning Kids Program" and holds a wide range of activities, such as admission seminars to help employees with their kids' education.
- *對員工長輩的活動及計劃*  
本集團針對員工長輩的需求，制定計劃如「春輝行動」，於每年春節期間委派員工舉辦員工家屬答謝會，讓員工更有歸屬感。
- *對員工子女的活動及計劃*  
本集團針對員工子女的發展，制定計劃如「子衿計劃」，舉辦入學講座等活動協助解決員工子女入學問題。

During the Reporting Period, the Group complies with all policy in relation to remuneration and dismissal, recruitment and promotion, working hours, holidays, equal opportunity, diversity, anti-discrimination and other benefits and welfare.

在匯報期間，本集團符合所有有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的政策。

Photo 2. Various activities for employees

圖二. 豐富多彩的員工活動





## 2.2 Health and Safety

During the Reporting Period, Greentown Service complies with the policy, laws and regulations in relation to safe workplace and prevention of occupational hazards.

### 2.2.1 Employees' health

Greentown Service promotes the operating model of "healthy working, happy living". In order to create a healthy and safe workplace for its employees, it strives to comply with the requirements under the applicable laws. Social responsibility is always a priority to Greentown Service as it is dedicated to provide a safe, healthy and comfortable working environment that serves as an effective platform for the mutual development of the company and staff.

### 2.2.2 Staff safety management

Greentown Service has established the staff safety management protocol, where its staff is regarded as valuable assets as it upholds the core value of "sincerity, good faith, attention to detail and perfection". Greentown Service aims for the development of the employees, hence it sets its primary operational objective as nurturing high-calibre talents.

In fulfilling social responsibilities, Greentown Service ensures employees' safety and protects their legal rights, so as to enhance the social benefits to which they are entitled. We focus on matters of attention in their daily practices and, from the perspective of safety management, promote employees' awareness of self-protection and their capabilities to cope with unexpected incidents, so that they can protect themselves in the course of daily operation and business trips.

## 2.2 健康與安全

在匯報期間，綠城服務符合有關提供安全工作環境及保障僱員避免職業性危害的政策及遵守相關法律及法規。

### 2.2.1 員工健康

綠城服務倡導「健康工作、快樂生活」的運營模式，致力遵守適用法例之要求，為所有員工締造安全健康的工作環境。綠城服務一直積極秉承社會責任，努力為員工營造一個安全、健康及舒適的工作環境，從而構建與員工共同發展的良好平台。

### 2.2.2 員工安全管理

綠城服務建立員工安全管理公約，在「真誠、善意、精緻、完美」的核心價值觀的指引下，視員工為公司重要資產。綠城服務認為員工的成長是公司存在的理由，而培養優秀的員工，是公司運作的首要目標。

綠城服務不斷改善員工應享有的社會福利，在履行社會責任的同時，滿足員工的安全性並保障員工的合法權益。我們針對員工日常行為的注意事項，從安全管理角度出發，增強員工的自我保護意識、提高員工應對突發事件的能力，力求使員工能夠在日常工作及赴外工作時保障自身安全。



We have set up a management system for the prevention of all types of accidents and implemented the relevant management policy for different procedures on the following areas, with an aim of preventing avoidable occupational hazards.

我們設定管理制度以防止各類事故的發生，於不同程序上制定了有關管理政策，儘量避免不必要的職業性危害。

Photo 3. We host fire drills regularly for our staff.

圖三. 我們會為員工定期舉行消防演練。



## 2.3 Development and Trainings

### 2.3.1 Talent nurturing

Greentown Service recognizes the importance of continuous learning and development to sustainable growth. Our staff is crucial to our development, therefore it is our main focus to nurture high-calibre talents.

## 2.3 發展和培訓

### 2.3.1 培養我們的人才

綠城服務相信不斷學習和發展有利於持續進步。我們的員工是公司的發展的關鍵之一；培育優秀的員工，是企業運作的首要目標。



### 2.3.2 Training objective

Greentown Service believes its primary operational objective to be nurturing high-calibre talents. In organizing staff trainings, the Company aims at:

- Enhancing employees' professional quality, enriching and extending their knowledge and skills;
- Enhancing employees' competency and competitiveness, so as to promote their career development;
- Promoting mutual development of staff and the Company to enhance the core competitiveness of the Company

### 2.3.3 Training principles

- Systematic approach: Based on the corporate culture of Greentown and nurture of professional quality, the Company organizes standardized trainings for different levels on business knowledge, skills and management capability and aims for staff development and continuous development of the Company.
- Diversity: The Company designs training program specific to the ranks and types of positions, taking into account the diversity of training content and forms.
- Active participation: Employees should actively participate in the training events organized by the Company.

### 2.3.4 Training programs

The Group has a wide range of training programs in place for employees at different seniority levels, so as to provide systematic training for various stages of their career.

### 2.3.2 培訓目的

綠城服務認為培育優秀的員工是企業運作的首要目標。公司組織員工培訓的目的是：

- 提高員工職業素養，充實、完善員工知識和技能；
- 提高員工的崗位勝任力和競爭力，促進員工職業生涯發展；
- 保持員工與公司的共同進步，增強企業核心競爭力

### 2.3.3 培訓原則

- 系統性原則：以綠城企業文化理念和職業素養培育為基礎，以業務知識、業務技能和管理能力為主要內容，以員工成長和企業持續發展為目標，統一指導、分級管理。
- 多樣性原則：針對受訓者的層次、類型等特點，注重培訓內容與培訓形式的多樣化。
- 主動性原則：公司員工應主動參與公司組織的各項培訓活動。

### 2.3.4 培訓項目

本集團設立不同類型培訓計劃以針對各階級員工，為員工提供各個職業階段的系統培訓。





- Photo 4. Continual training — Project Green Lemon  
With a focus on new employees, the Group offers training program that lasts between five to eight years after recruitment, so that graduates are able to develop insights into our corporate culture and management model.

- 圖四. 長期培訓 — 青檸檬計劃  
本集團針對新員工，於招聘後提供5-8年的培訓計劃，讓應屆畢業生認識本集團的企業文化及管理模式。



- Photo 5. Core manager training program  
The Group provides trainings to project managers and management and offers different management courses on a regular basis to enhance their capabilities at work.

- 圖五. 骨幹人材培訓計劃 — 青幹班  
本集團為項目經理及管理層提供培訓，定期提供不同的管理訓練，加強公司管理層業務能力。





- Photo 6. Trainings for senior management  
Based on the strategic development of the Company, we take initiatives to build an internal talent pool of general managers of future subsidiaries. The Group organizes MBA courses in collaboration with Zhejiang Gongshang University to further strengthen the skills of candidates of general manager. Such move not only facilitates the Group's establishment of human resources management, but also helps maintain a talent pool for its future development.

- 圖六.高級管理層培訓  
本集團根據公司戰略發展，為未來分子公司總經理崗位做好內部人才儲備。本集團與浙江工商大學聯合開設MBA（工商管理碩士）總裁班，進一步提升總經理後備人才的能力水平，做好綠城服務集團的人力資源建設，為本集團今後的發展奠定人才基礎。



## 2.4 Labor Standards

### 2.4.1 Prohibiting use of child labor

Greentown Service strictly complies with the laws and rules relating to minimum working age and forbids the employment of persons under the age of 18 in any positions that involve any tasks.

### 2.4.2 Prohibiting use of forced labor

Greentown Service safeguards the human rights and labor rights of its staff and prohibits any form of forced labor.

During the Reporting Period, Greentown Service maintains compliance with the policy, laws and regulations in relation to prevention of child or forced labor.

## 2.4 聘用標準

### 2.4.1 禁止聘用童工

綠城服務嚴格遵從與最低工齡相關的法律和規例，禁止聘用十八歲以下人士擔任需要從事任何工作的崗位。

### 2.4.2 禁止強制性勞工

綠城服務禁止任何形式的強迫勞工，維護員工的人權和勞工權利。

在匯報期間，綠城服務符合有關防止童工或強制勞工的政策及相關法律法規。





## 2.5 Supply Chain Management

### 2.5.1 Cooperation with suppliers

Greentown Service continues to optimize the supply chain management for the purpose of reducing procurement costs and ensuring procurement quality. Meanwhile, it strives to promote the performance of the suppliers and contractors in sustainable development.

Greentown Service has established a procurement management procedure for centralized procurement. There are three major types of procedures, including tendering, online procurement and offline emergency procurement. We also developed standardized, centralized, systematic procurement so as to cut operating costs.

We have a procurement bidding procedure in place and put in efforts to optimizing the procurement supervision mechanism, based on which we standardize and strictly monitor the procurement process of Greentown Service and take all measures to protect the interest of the Group.

In selecting suppliers, we obtain quotations and perform comprehensive assessment on their reputation, information and previous customers to arrive at a conclusion on their technical capability, so as to engage the appropriate suppliers.

### 2.5.2 Anti-corruption

In order to prevent fraud in the procurement process, Greentown Service reports any conflict of interest with bidders and the directors. Meanwhile, we encourage the reporting of any misconduct concerns through the reporting mechanism. In addition, the Group has a set of strict guidelines for the appropriate disciplinary actions to prevent breach of rules by sub-contractors or suppliers. The anti-corruption policy of the Group states that it will not cooperate with any suppliers who contravene the requirements.

## 2.5 供應鏈管理

### 2.5.1 與供應商合作

綠城服務持續完善公司的供應鏈管理，以降低採購成本，保證採購質量，及提升供應商及承辦商在可持續發展方面之表現。

綠城服務建立了一套採購管理程序，實行集中採購，把採購程序分為招標採購，線上採購和線下緊急採購三大類別，並使之規範化、集中化、制度化，從而降低運作成本。

我們制定採購招標流程，並完善的採購招標監督機制，目的是為了規範及嚴格監控綠城服務的招標過程，以最大程度地保證集團的利益。

在選擇供應商時，我們通過詢議價及綜合評估調查其信譽，資訊及以往的服務對象，評估其技術服務能力，從而選出合適的供應商。

### 2.5.2 反貪污

綠城服務向投標公司及其董事申報任何利益衝突，目的為了防止採購過程出現欺詐行為，同時我們鼓勵使用舉報機制，揭發任何懷疑失當行為。另外，集團建立嚴格的指引，執行適當的紀律處分，防止任何次承包商或供應商違反規定。集團的反貪污政策聲明集團不會與任何違規的供應商合作。



### 2.5.3 Safeguarding human rights and labor rights in supply chain

Greentown Service complies with the relevant local laws and has a zero tolerance policy towards child and forced labor. We require our suppliers to observe the same rules.

## 2.6 Product Responsibility

The Group consistently focuses on property service and sees service quality as vital to property management service. Apart from the traditional property service, we develop an assurance system for quality control, environmental management and occupational health and safety management, while implement 8S management and “serving with heart” to create a safe, comfortable and convenient living environment for homeowners.

Greentown Service strives to become a leading property service provider that has innovative idea, supreme service quality, large business scale and rigorous system. It plans to develop into a lifestyle service provider with the highest value in China. Greentown Service adheres to the operating principle of “Serving with Heart” to provide warm and satisfactory service. The Group always provides tailor-made services with “heart”. It also aims to bring happiness to residents through people-oriented property services provided with “care”, so that customers are satisfied and impressed.

### 2.6.1 Improve quality of living through service provision

The Group has set up a quality management center for supervision of quality management in the course of operation, so as to uphold the highest service standards. Greentown Service provides order maintenance service and continuously optimizes the security service segment, so that it is able to maintain the quality of security teams and ensure order and safety in the park. The Group also offers environmental conservation service to keep the park clean and green. It also requires all business units to participate in regular professional trainings and keep the park clean and beautiful.

### 2.5.3 維護供應鏈裏的人權及勞工權利

綠城服務遵守相關的本地法例，絕不容忍僱用童工，以及強迫勞動，同時要求供應商同樣遵守相關法例。

## 2.6 產品責任

本集團貫徹以物業服務為本業，視服務品質為物業服務的生命線。於傳統物業服務基礎上，建立了質量管理、環境管理、職業健康安全管理的保障體系，並在全公司推行8S管理及親情服務，為業主創造安全、舒適、便捷的生活環境。

綠城服務著力於建設成為理念先進、服務優異規模領先、制度嚴謹的一流物業服務企業，成為中國最具完整價值的生活服務商。綠城服務貫徹「親情服務」的營運方針，為業主及顧客提供最貼心及滿意的服務。本集團用貫徹用「心」服務，向業主提供個性化服務；更用「情」服務，予服務過程中，以充滿親情及人性化的物業服務給業主的生活帶來快樂，滿足並感動客戶。

### 2.6.1 用服務改善生活

本集團設立品質管理中心，監管業務過程的品質管理，致力提供最優質的服務。綠城服務提供秩序維護服務，不斷完善安保服務模塊，堅持園區安保服務隊伍的素質，確保園區秩序安全。本集團亦提供環境維護服務，堅持園區環境整潔及綠化，要求各服務部門定期進行專業培訓，保證園區環境清潔和美觀。



### 2.6.2 Enhanced "8S" management system

Greentown Service strives to optimize its internal management. It is committed to delivering the highest quality service by establishing the 8S management system.

- *Sort (SEIRI)*: We separate necessary and unnecessary items at workplace and effectively save space by keeping an appropriate amount of necessary items and disposing of unnecessary items.
- *Set in Order (SETTON)*: We arrange all necessary items in the right position and way based on the frequency of use, and label them as appropriate so that they can be found within 30 seconds.
- *Sweep (SEISO)*: We maintain, inspect and repair the workplace, equipment, tools and facilities to keep them in good condition, thereby ensuring quality and efficiency.
- *Standardize (SETKETSU)*: We repeatedly practice the first three rules for establishing a set of systematic standards to sustain the achievements of 3S through persistent initiatives.
- *Self-discipline (SHITSUKE)*: Based on the above four rules, we encourage staff to develop good habits with an aim of changing their mindsets and strengthening their quality.
- *Safety*: We prevent accidents by safety hazards management.
- *Save*: We reduce wastage of human resources, costs, space, time, inventory and materials.
- *Service*: Standards, regulations and conformity are the foundation of service quality and efficiency enhancement.

### 2.6.2 強化「8S」管理制度

綠城服務致力整頓內部管理，力求為顧客提供最高品質的服務，制定8S管理。

- *整理 (SEIRI)*：將工作環境中必要與非必要的物品進行區分，對必要的物品進行適量保存，同時對非必要用的物品進行清除，節約有效空間的技術。
- *整頓 (SETTON)*：按照使用頻率合理安排必要物品的放置位置和方法，並進行必要的標識，確保在30秒內找到物品。
- *清掃 (SEISO)*：對環境、設備、工具、設施進行維護、點檢和保養，使之保持良好的狀態，保證品質和效率。
- *清潔 (SETKETSU)*：反復循環前三項，建立規劃化、制度化的標準，確保3S的成果，並持之以恆。
- *素養 (SHITSUKE)*：在前四項的基礎上，培養員工習慣，改變工作人員精神面貌，全面提高員工的素養。
- *安全 (Safety)*：從安全隱患著手，防止事故的發生。
- *節約 (Save)*：減少集團人力、成本、空間、時間、庫存、物料的浪費。
- *服務 (Service)*：標準化、正規化、規範化是提高服務質量和效率的根本保證。



Safety, save and service are the special “Ss” added on top of the 5S management based on the development needs of the Group.

安全(safety)、節約(save)和服務(service)是在「5S」管理的基礎上根據集團發展需要而增加特色「S」。

### 2.6.3 Serving with heart

The Group enhances the smooth relationship between the property service centre and homeowners through “serving with heart”, which not only motivates our staff, but also boosts customers satisfaction.

### 2.6.3 提供親情化服務

本集團通過提供「親情服務」，增進物業服務中心與業主間的融洽關係。本集團的貼心服務不僅能提高員工的工作激情，更能提升業主滿意度。

To create a sense of nobility for homeowners through hotel class services, we provide “reception service that makes customers feel like home” to demonstrate the etiquette and manners, exceptional professional quality of staff and the service standard of the Company. In addition, Greentown Service also offers “unique greetings” to increase interaction with homeowners and foster communication by showing more care to them.

為了讓業主享受到類似酒店式服務的尊貴感，綠城服務提供如「賓至如歸的迎送服務」，向業主展示服務人員的禮儀禮貌和良好的職業素養及體現公司的服務規範性。此外，綠城服務提供「知寒問暖的溫馨服務」，透過加強與業主之間的互動，建立良好的溝通橋樑，向業主傳達更多的關心。

### 2.6.4 Protection of customer privacy

We set up management standards for the information of owners’ profiles and optimize the content of such information so that it is categorized for easy access. We also ensure proper maintenance of material documents to protect customers’ information.

### 2.6.4 保護客戶資料隱私

我們規範業主檔案信息的管理，完善檔案信息的內容，使業主檔案信息分類明確、便於查找，同時確保重要文件的保存完好，從而保障客戶資料。

During the Reporting Period, the operation of Greentown Service complies with the requirements in relation to product responsibility, such as customer health and safety, marketing, labels and protection of privacy.

在匯報期間，本集團的運營符合有關產品責任的要求，如顧客的健康與安全、廣告推廣、標籤、保護私隱資料等。

### 2.7 Anti-corruption

#### Anti-corruption policy

Greentown Service conduct business in an honest and ethical manner. It has established the "Orders of the Board", "Accountability of Safe Management amongst others, and does not tolerate corruption at any level. In the event that any employee does not procure from the designated suppliers or report the types and amount of supplies in a truthful manner; does not initiate the bidding process as required; or commits any act that may harm the interest of the Company, he will be dismissed as penalty. In case economic loss is incurred, we will pursue those responsible in accordance with the law.

#### Reporting

The reporting mechanism of Greentown Service provides an effective platform for staff to report suspected misconduct or corruption directly to the relevant department head. The Company has established an audit centre and formulated the "Audit System" for direct handling and investigation of suspected cases of corruption. If the case stands, Greentown Service will issue verbal warning, written warning and final warning and terminate employment under the management system. In case of economic loss, the Group will seek legal recourse in accordance with the laws.

#### Bribery

Greentown Service prohibits its employees from take advantage of their positions to accept money or other benefits from customers, suppliers or any parties conducting business with the Company. In case of violation, the responsible employee will be dismissed as penalty.

#### Money laundering

Greentown Service fully complies with the supervision and reporting regulations of any money transactions in the course of operation. It forbids its staff from the unauthorised use of company seal, execution and approval of external contracts ultra vires, or unauthorised termination or change of contracts.

During the Reporting Period, the operation of Greentown Service complies with the policy, laws and regulations in relation to prevention of bribery, blackmailing, fraud and anti-money laundering.

### 2.7 反貪污

#### 反貪污政策

綠城服務的營商之道在於誠實和合乎道德標準。綠城服務已制定《董事長禁令》、《安全管理問責制度》，絕不容忍集團上下員工的貪污行為。任何員工在物品採購過程中，若未按指定供應商或不如實填報採購物品型號、數量；對必須進行招標的項目不進行招標；或在交易過程中有損公私的行為，集團一律給予當事人辭退處分，若造成經濟損失的，我們依法追究法律責任。

#### 舉報

綠城服務的舉報機制讓員工可以透過有效的渠道，直接向相關部門主管報告懷疑行為失當或舞弊的情況。公司已建立審計監察中心，並制定《審計監察制度》，直接受理調查涉及舞弊等類事件。綠城服務一經查實，依據相關管理制度對當事人給予口頭警告、書面警告、最後警告、解除勞動合同等紀律處分，若造成經濟損失的，本集團依法追究法律責任。

#### 賄賂

綠城服務禁止任何員工利用職務向或從客戶、供應商或任何與本公司有業務往來的人士取錢物或其他利益。我們若發現違例者，一律給予當事人辭退處分。

#### 洗錢

綠城服務的運營全面遵守任何金錢交易方面的監管匯報規定，絕對禁止任何員工擅自私用公章、越權簽署、批准簽署對外合同或擅自停止、及變更履行合同。

在匯報期間，綠城服務的運營符合有關防止賄賂、勒索、欺詐及洗黑錢的政策及遵守相關法律及規例。





### 2.8 Invest in community

As a good corporate citizen, Greentown Service invests in the community as it makes contribution to the economy and environment, thereby bringing long-term benefits for society. The Group provides a variety of services in the park so that homeowners can enjoy high living quality in their dream homes. The Group is dedicated to give back to society, hence it places great emphasis on caring the community and helping those in needs. Pooling all efforts from employees and their network, the Group actively participates and devotes resources to the community.

#### 2.8.1 Diverse community services

With the support of the staff, the Group organizes various activities to contribute to society.

- *Caring the elderly*  
Greentown Service consolidates the internal and external resources from other professional institutions in society to offer over 100 services for the elderly living in the park. Such events include home visits and interactive activities held from time to time. Our annual "Noodle Banquet" on Double Ninth Festival has become a tradition for our elderly friends, meanwhile, the academy for the elderly, Greentown Senior College, is being promoted in parks across the country. Currently, there are over 120 schools teaching more than 300 classes on over 40 subjects every year.

Photo 8. Greentown Service is dedicated to encouraging everyone to show care to the elderly



### 2.8 社區服務資源投放

綠城服務作為良好企業公民，於經濟及環境方面做出貢獻時亦投放資源於社區，目的能夠為社會帶來長遠利益。本集團於園區提供不同的服務，令業主享受品質生活，實現理想居住的夢想。本集團致力回饋社會，著重關懷社區及幫助有需要的社群。本集團集結每一位同事及其網絡的力量，積極參與並投放資源於社區。

#### 2.8.1 多樣化的園區服務

本集團在員工支持下組織各種活動回饋社會。

- *關懷長者*  
綠城服務整合了集團內部及社會其他專業機構的資源，為園區內居住的長者提供100餘項的長者服務，如不定期地開展上門拜訪、互動互助活動等。本集團每年重陽節舉辦的「一碗長壽麵」活動已成為長者心中的牽掛；綠城頤樂學院作為長者的學院式養老模式已在全國各個園區普及，目前已有120餘所學院每年開設300餘個班級，開設課程40餘門。

圖八. 綠城服務致力倡導全社會對長者的關愛





- *Better examination environment for candidates*

Greentown Service organizes “Charter to Help Students” in June and July every year to encourage homeowners not to make loud noises, honk the horn of cars and generate noises from construction so as to provide a “zero-disturbance” environment. The Group also forms a “Caring Car Fleet” for transportation of students and provides cars for emergency during the examination period. Moreover, we set up “Caring Supply Points” that provide water, fruits and snacks for students and stationery packs, bandages and medicines for heat-stroke for candidates and parents in needs.

- *Swimming course*

Greentown Service organizes the “Dolphin Program” in July and August every year to offer free swimming courses for children between 3 and 18 who cannot swim. The Group is going to hold the “Dolphin Program” for the eighth consecutive year. It is estimated that more than 93,000 participants joined the program.

Photo 9. “Dolphin Program” organized by Greentown Service



- *為考生營造更好的考試環境*

綠城服務於每年6、7月份的「愛心助考公約」活動，倡議業主在園區內不大聲喧嘩、車輛不鳴笛、裝修無噪音，服務承諾「零打擾服務」；本集團安排「愛心助考車隊」為考生在考試期間提供愛心送考及考試期間突發事件車輛緊急需求服務；本集團更設立「愛心驛站」，為考生提供飲用水、水果、點心等，並配備文具包、創可貼、防暑藥品等，解決考生和家長可能出現的突發情況。

- *游泳培訓*

綠城服務每年7-8月舉辦「海豚計劃」，為3-18歲不會游泳的小業主提供免費的游泳培訓。海豚計劃已持續展開將達8年，共計有93,000餘人次的小業主參與。

圖九.綠城服務舉辦的「海豚計劃」





### 2.8.2 Community engagement

Greentown Service fulfills its responsibility as a corporate citizen through different forms of community investment. It has outstanding achievements in property service and philanthropy and will step up its efforts to contribute to society in the coming year.

- “Send Green to Minqin”

In March, Greentown Service organizes the annual “Send Green to Minqin” charity event, where we raise fund for the desert in Minqin County, Gansu by appealing to homeowners, employees, their families and friends. In the Reporting Year, the donation totaled HK\$205,638.

Photo 10. “Send Green to Minqin” charity event organized by Greentown Service



### 2.8.2 社區公益活動

綠城服務實踐企業公民的責任，以不同方式投資社區。綠城服務憑藉在物業服務和慈善公益事業等方面的努力，致力於來年進一步投入更多資源與社區，回饋社會。

- 「一人一片綠，眾籌一片綠」

綠城服務於每年三月舉辦「一人一片綠，眾籌一片綠」的公益活動。該活動，組織業主、員工及親友的捐款，為甘肅民勤縣沙漠區籌款，在報告年度共捐款205,638港元。

圖十. 綠城服務舉辦的「一人一片綠，眾籌一片綠」公益活動





- *"Happy Rainbow Program"*  
Through crowdfunding, charity auction and donation, Greentown Service raises funds and materials for children in mountainous area of Guizhou. During the Reporting Year, the Group raised a total of HK\$18,540, as well as 742 pieces of clothing and 2,366 books.

- *「幸福彩虹計劃」*  
綠城服務通過眾籌、義賣、捐贈等方式為貴州山區的孩子們籌款及物資捐贈。本集團於本報告年度籌集物資如圖書及衣物等，共計捐款達18,540港元，衣物742件，及圖書2,366冊。

Photo 11. "Happy Rainbow Program" organized by Greentown Service

圖十一. 綠城服務舉辦的「幸福彩虹」計劃





**Independent auditor's report  
to the shareholders of Greentown Service Group Co. Ltd.**  
(Incorporated in the Cayman Islands with limited liability)

### OPINION

We have audited the consolidated financial statements of Greentown Service Group Co. Ltd. ("**the Company**") and its subsidiaries ("**the Group**") set out on pages 123 to 240, which comprise the consolidated statement of financial position as at 31 December 2016, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2016 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("**HKFRSs**") issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### BASIS FOR OPINION

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

### KEY AUDIT MATTERS

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

**獨立核數師報告**  
**致綠城服務集團有限公司股東**  
(於開曼群島註冊成立的有限公司)

### 意見

本核數師(以下簡稱「我們」)已審計列載於第123至240頁的綠城服務集團有限公司(以下簡稱「貴公司」)及其附屬公司(以上統稱「貴集團」)的綜合財務報表，此財務報表包括於2016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及其他全面收益表、綜合權益變動表和綜合現金流量表，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香港會計師公會頒布的《香港財務報告準則》真實而中肯地反映了貴集團於2016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》的披露要求妥為擬備。

### 意見基礎

我們已根據香港會計師公會頒布的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒布的《專業會計師道德守則》(以下簡稱「守則」)以及與我們對開曼群島綜合財務報表的審計相關的道德要求，我們獨立於貴集團，並已履行這些道德要求以及守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

### 關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

### KEY AUDIT MATTERS (CONTINUED)

### 關鍵審計事項(續)

#### Revenue recognition — property management services

#### 收入確認 — 物業管理服務

Refer to accounting policy note 1(t) and note 3 to the consolidated financial statements.

請參閱附註 1(t) 的會計政策及綜合財務報表附註 3。

#### The Key Audit Matter

#### 關鍵審計事項

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

#### 我們的審計如何處理該事項

For the year ended 31 December 2016, the Group generated total revenue of RMB3,722 million which comprised revenue from property services, consulting services and community living services of RMB2,620 million, RMB618 million and RMB484 million respectively.

截至2016年12月31日止年度，貴集團的總收入為人民幣3,722百萬元，當中包括物業服務收入人民幣2,620百萬元、諮詢服務收入人民幣618百萬元和園區生活服務收入人民幣484百萬元。

Property services, which generally comprise property management services, are rendered to a large number of residential property owners in community projects and significant uncertainty may exist as to whether cash will be collected from each of these individual residential property owners for the rendering of property management services by the Group.

物業服務主要包括物業管理服務，貴集團向園區項目的大量住宅物業業主提供物業管理服務，但是否能夠就有關服務從個別住宅物業業主收取現金則存在重大不確定性。

Management is required to exercise significant judgement to assess whether it is probable that the property owners will pay the property management fees due so that revenue from the provision of property management services may be recognised by the Group in accordance with the requirements of the prevailing accounting standards.

管理層須作出重大判斷，以評估業主是否很可能支付到期的物業管理費，以便貴集團根據現行會計準則的要求確認物業管理服務收入。

Our audit procedures to assess the recognition of revenue from the provision of property management services included the following:

我們為了評估貴集團就提供物業管理服務確認的收入而進行的審計程序包括：

- understanding and evaluating the design, implementation and operating effectiveness of key internal controls over the Group's revenue recognition processes for property management services;
- 瞭解和評估貴集團就物業管理服務收入確認流程制定的關鍵內部控制的設計、實施和操作有效性；
- obtaining the property information summary and (i) selecting a sample of community projects from the property information summary and comparing the details therein with the underlying property management agreements and invoices raised; and (ii) selecting a sample of property management agreements and comparing the relevant details therein with the property information summary and invoices raised;
- 獲取物業資料摘要，(i)從物業資料摘要中選取園區項目樣本，並將其詳情與相關物業管理協議和發票進行比對；及(ii)選取物業管理協議樣本，並將其相關詳情與物業資料摘要和發票進行比對；





### KEY AUDIT MATTERS (CONTINUED)

### 關鍵審計事項(續)

#### Revenue recognition — property management services (Continued)

#### 收入確認 — 物業管理服務(續)

Refer to accounting policy note 1(t) and note 3 to the consolidated financial statements.  
請參閱附註 1(t) 的會計政策及綜合財務報表附註 3。

#### The Key Audit Matter

#### 關鍵審計事項

This judgement is dependent on the property occupancy status (which includes whether the property is owner occupied, leased, under renovation, vacant or the owner cannot be contacted) which is set out in the property information summary prepared by the Group. Properties with different occupancy statuses have historically generated different average collection rates.

有關判斷視乎貴集團所編製物業資料摘要所載物業佔用狀態(包括物業是否為業主自用、租賃、裝修、空置或無法聯絡業主)。具有不同佔用狀態的物業在過去的平均收款率各自不同。

The property information summary includes details of the respective community project's management fee rate, contracted gross floor area ("GFA") and chargeable GFA.

物業資料摘要包含各園區項目的管理費率、在管面積和可收費在管面積的詳情。

We identified recognition of revenue from the provision of property management services as a key audit matter because revenue is one of the key performance indicators of the Group and therefore there is an inherent risk of manipulation of the timing and amount of revenue recognised by management to meet specific targets or expectations and because the determination as to whether revenue from property management services should be recognised or not may involve significant management judgement.

我們把物業管理服務收入的確認列為關鍵審計事項，因為收入是貴集團的關鍵績效指標之一，因此存在管理層為了達致特定目標或期望而操縱收入確認時間和金額的固有風險，此外，是否應該確認物業管理服務收入的決定可能涉及由管理層作出重大判斷。

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

#### 我們的審計如何處理該事項

- assessing the classification of residential property occupancy status, as asserted by management, by inspecting on a sample basis, utility bills, memorandum records for renovations and the leasing of the unit, handover status and other relevant documentation;
- 通過抽樣檢查水電費單、裝修備忘錄記錄、單位租賃、移交狀態和其他相關文件，評估管理層所聲稱的住宅物業佔用狀態分類；
- assessing the estimates and judgements applied by management relating to the collection rates associated with each class of property occupancy status by comparison with historical collection rates and investigating the reasons for any significant changes in collection rates in the current year; and
- 通過與過往收款率進行比較，評估管理層就各種物業佔用狀態的收款率所作出的估計和判斷，並調查本年度收款率出現重大變化的原因；及
- comparing details of journal entries raised throughout the year which affected revenue and which met specific risk-based criteria with relevant underlying documentation.
- 將本年度可影響收入，並符合特定風險為本標準的分錄記錄的詳細資料與相關文件進行比對。



# Independent Auditor's Report

## 獨立核數師報告

### INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

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

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

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

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

#### Responsibilities of the directors for the consolidated financial statements

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the 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 are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

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

### 綜合財務報表及其核數師報告以外的信息

董事需對其他信息負責。其他信息包括刊載於年報內的全部信息，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

#### 董事就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒布的《香港財務報告準則》及香港《公司條例》的披露要求擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報表時，董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

審計委員會協助董事履行監督貴集團的財務報告過程的責任。

# Independent Auditor's Report

## 獨立核數師報告

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This 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.

### 核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向整體股東報告。除此以外，我們的報告不可用作其他用途。我們概不就本報告的內容，對任何其他人士負責或承擔法律責任。

合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和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，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，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。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價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。

# Independent Auditor's Report

## 獨立核數師報告

### 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.

### 核數師就審計綜合財務報表承擔的責任 (續)

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，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。如果我們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。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

除其他事項外，我們與審計委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

# Independent Auditor's Report

## 獨立核數師報告

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

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

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 Lai Chun Man.

#### KPMG

Certified Public Accountants  
8th Floor, Prince's Building  
10 Chater Road  
Central, Hong Kong  
23 March 2017

### 核數師就審計綜合財務報表承擔的責任 (續)

我們還向審計委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

從與審計委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們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計項目合夥人是黎俊文。

#### 畢馬威會計師事務所

執業會計師  
香港中環  
遮打道十號  
太子大廈八樓  
2017年3月23日

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收入表

for the year ended 31 December 2016 截至2016年12月31日止年度  
(Expressed in Renminbi Yuan) (以人民幣元列示)

		Note	2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
<b>Revenue</b>	<b>收入</b>	3(a)	<b>3,721,993</b>	2,918,627
Cost of sales	銷售成本		<b>(3,005,966)</b>	(2,387,702)
<b>Gross profit</b>	<b>毛利</b>		<b>716,027</b>	530,925
Other revenue	其他收入	4	<b>16,228</b>	20,071
Other net income	其他淨收益	4	<b>3,952</b>	154
Selling and marketing expenses	銷售及營銷開支		<b>(9,700)</b>	(5,690)
Administrative expenses	行政開支		<b>(274,988)</b>	(232,578)
Other operating expenses	其他經營開支		<b>(34,720)</b>	(29,116)
<b>Profit from operations</b>	<b>經營利潤</b>		<b>416,799</b>	283,766
Finance income	融資收入		<b>5,297</b>	2,185
Finance costs	融資成本		<b>(6,964)</b>	(9,254)
<b>Net finance costs</b>	<b>融資成本淨額</b>	5(a)	<b>(1,667)</b>	(7,069)
Share of profits less (losses) of associates	分佔聯營公司利潤減(虧損)		<b>4,428</b>	1,784
Share of profits less (losses) of joint ventures	分佔合營公司利潤減(虧損)		<b>(1,018)</b>	(266)
Gain on acquisition of an associate	收購聯營公司獲利		<b>46</b>	–
Loss on disposal of other financial assets	出售其他金融資產虧損		<b>–</b>	(89)
<b>Profit before taxation</b>	<b>稅前利潤</b>	5	<b>418,588</b>	278,126
Income tax	所得稅	6	<b>(123,801)</b>	(75,559)
<b>Profit for the year</b>	<b>年內利潤</b>		<b>294,787</b>	202,567

The notes on pages 130 to 240 form part of these financial statements.

第130至240頁的附註構成該等財務報表的一部分。



# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收入表

for the year ended 31 December 2016 截至2016年12月31日止年度  
(Expressed in Renminbi Yuan) (以人民幣元列示)

	Note	2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
<b>Attributable to:</b>			
Equity shareholders of the Company		<b>285,540</b>	197,818
Non-controlling interests		<b>9,247</b>	4,749
<b>Profit for the year</b>		<b>294,787</b>	202,567
<b>Earnings per share</b>			
Basic and diluted (RMB)	9	<b>0.121</b>	0.099
<b>Profit for the year</b>		<b>294,787</b>	202,567
<b>Other comprehensive income for the year (after tax and reclassification adjustments)</b>			
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Exchange differences on translation of: — financial statements of overseas subsidiaries		<b>42,473</b>	(54)
<b>Other comprehensive income for the year</b>		<b>42,473</b>	(54)
<b>Total comprehensive income for the year</b>		<b>337,260</b>	202,513
<b>Attributable to:</b>			
Equity shareholders of the Company		<b>328,013</b>	197,764
Non-controlling interests		<b>9,247</b>	4,749
<b>Total comprehensive income for the year</b>		<b>337,260</b>	202,513

The notes on pages 130 to 240 form part of these financial statements.

第130至240頁的附註構成該等財務報表的一部分。

# Consolidated Statement of Financial Position

## 綜合財務狀況報表

at 31 December 2016 於2016年12月31日  
(Expressed in Renminbi Yuan) (以人民幣元列示)

		Note	2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
		附註		
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業·廠房及設備	10	264,471	63,610
Interest in associates	聯營公司權益	11	32,443	11,946
Interest in joint ventures	合營公司權益	12	94,266	3,104
Deferred tax assets	遞延稅項資產	22(b)	50,704	55,826
Prepayments	預付款項	13	27,759	130,525
			<b>469,643</b>	265,011
<b>Current assets</b>	<b>流動資產</b>			
Other financial assets	其他金融資產	14	–	28,200
Inventories	存貨	15	10,064	2,045
Trade and other receivables	貿易及其他應收款項	16	546,666	419,952
Restricted bank balances	受限制銀行結餘	17	114,654	90,780
Cash and cash equivalents	現金及現金等價物	18	2,181,692	835,897
			<b>2,853,076</b>	1,376,874
<b>Current liabilities</b>	<b>流動負債</b>			
Bank loans	銀行貸款	19	–	180,000
Receipts-in-advance	預收款項	20	473,220	338,246
Trade and other payables	貿易及其他應付款項	21	942,949	847,430
Current taxation	即期稅項	22(a)	118,461	88,495
Provisions	撥備	23	19,890	18,094
			<b>1,554,520</b>	1,472,265
<b>Net current assets/(liabilities)</b>	<b>流動資產/(負債)淨額</b>		<b>1,298,556</b>	(95,391)

The notes on pages 130 to 240 form part of these financial statements.

第130至240頁的附註構成該等財務報表的一部分。

# Consolidated Statement of Financial Position

## 綜合財務狀況報表

at 31 December 2016 於2016年12月31日  
(Expressed in Renminbi Yuan) (以人民幣元列示)

		Note	2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
		附註		
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>1,768,199</b>	169,620
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Deferred tax liabilities	遞延稅項負債	22(b)	10,804	2,502
Provisions	撥備	23	11,659	18,241
			<b>22,463</b>	20,743
<b>NET ASSETS</b>	<b>資產淨額</b>		<b>1,745,736</b>	148,877
<b>CAPITAL AND RESERVES</b>	<b>資本及儲備</b>			
Share capital	股本	24(c)	24	8
Reserves	儲備		1,718,974	132,062
<b>Total equity attributable to equity shareholders of the Company</b>	<b>本公司權益股東應佔總權益</b>		<b>1,718,998</b>	132,070
<b>Non-controlling interests</b>	<b>非控股權益</b>		<b>26,738</b>	16,807
<b>TOTAL EQUITY</b>	<b>總權益</b>		<b>1,745,736</b>	148,877

Approved and authorised for issue by the board of directors on 23 March 2017. 於2017年3月23日獲董事會批准及授權刊發。

**Li Hairong**  
李海榮  
Director  
董事

**Wu Zhihua**  
吳志華  
Director  
董事

The notes on pages 130 to 240 form part of these financial statements.

第130至240頁的附註構成該等財務報表的一部分。

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

for the year ended 31 December 2016 截至2016年12月31日止年度  
(Expressed in Renminbi Yuan) (以人民幣元列示)

		Attributable to equity shareholders of the Company 本公司權益股東應佔									
		The People's Republic of China (the "PRC") 中華人民共和國 (「中國」)							Non-controlling interests		Total equity
Note		Share capital	Share premium	statutory reserve	Other reserve	Special reserve	Exchange reserve	Retained profits	Total		
附註		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
	<b>Balance at 1 January 2015</b>										
	2015年1月1日之結餘	50,000	-	25,000	1,658	-	-	130,038	206,696	10,588	217,284
	<b>Changes in equity for 2015:</b>										
	2015年權益變動:										
	Profit for the year	-	-	-	-	-	-	197,818	197,818	4,749	202,567
	Other comprehensive income	-	-	-	-	-	(54)	-	(54)	-	(54)
	Total comprehensive income	-	-	-	-	-	(54)	197,818	197,764	4,749	202,513
	Capital contribution	-	-	-	-	-	-	-	-	50	50
	Issue of shares	24(c)(i)	8	-	-	-	-	-	8	-	8
	Partial disposal of equity interests in subsidiaries		-	-	-	-	-	-	-	675	675
	Dividends declared during the year	24(b)	-	-	-	-	-	(230,000)	(230,000)	-	(230,000)
	Acquisition of subsidiaries		-	-	-	-	-	-	-	745	745
	Contribution from shareholders of a subsidiary	24(c)(iv)	-	-	-	7,602	-	-	7,602	-	7,602
	Transfer to reserves		-	-	280	-	-	(280)	-	-	-
	Arising on reorganisation	24(c)(i)	(50,000)	-	-	-	-	-	(50,000)	-	(50,000)
	<b>Balance at 31 December 2015 and 1 January 2016</b>										
	於2015年12月31日及2016年1月1日之結餘	8	-	25,280	1,658	7,602	(54)	97,576	132,070	16,807	148,877
	<b>Changes in equity for 2016:</b>										
	2016年權益變動:										
	Profit for the year	-	-	-	-	-	-	285,540	285,540	9,247	294,787
	Other comprehensive income	-	-	-	-	-	42,473	-	42,473	-	42,473
	Total comprehensive income	-	-	-	-	-	42,473	285,540	328,013	9,247	337,260
	Issue of ordinary shares upon initial public offering, net of issuing cost	24(c)(iii)	7	1,265,833	-	-	-	-	1,265,840	-	1,265,840
	Capitalisation issue	24(c)(ii)	9	(9)	-	-	-	-	-	-	-
	Arising on share of reserve of an associate		-	-	95	-	-	-	95	-	95
	Partial disposal of equity interests in subsidiaries	25(b)	-	-	-	(484)	-	-	(484)	684	200
	Deemed distribution to equity shareholders of a subsidiary	25(a)	-	-	-	(6,536)	-	-	(6,536)	-	(6,536)
	Transfer to reserves	24(c)(ii)	-	-	20,047	-	-	(20,047)	-	-	-
	<b>Balance at 31 December 2016</b>										
	於2016年12月31日之結餘	24	1,265,824	45,327	1,269	1,066	42,419	363,069	1,718,998	26,738	1,745,736

The notes on pages 130 to 240 form part of these financial statements.

第130至240頁的附註構成該等財務報表的一部分。

# Consolidated Cash Flow Statement

## 綜合現金流量表

for the year ended 31 December 2016 截至2016年12月31日止年度  
(Expressed in Renminbi Yuan) (以人民幣元列示)

		Note	2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
<b>Operating activities</b>	<b>經營活動</b>			
Cash generated from operations	經營所得現金	18(b)	474,072	575,796
Income tax paid	已付所得稅		(80,411)	(64,974)
<b>Net cash generated from operating activities</b>	<b>經營活動所用現金淨額</b>		<b>393,661</b>	510,822
<b>Investing activities</b>	<b>投資活動</b>			
Payments for the purchase of property, plant and equipment	購買物業，廠房及設備付款		(84,112)	(57,752)
Proceeds from disposal of property, plant and equipment	處理物業，廠房及設備所得款項		2,684	436
Payments for purchase of other financial assets	購買其他金融資產付款		(5,000)	(33,500)
Proceeds from redemption of other financial assets	贖回其他金融資產所得款項		33,200	144,300
Investment income received from other financial assets	其他金融產品投資收益		334	429
Payments for purchase of available-for-sale financial instruments	購買可供出售金融工具付款		(24,300)	–
Acquisition of subsidiaries, net of cash acquired	收購附屬公司，不計所出售現金		–	817
Disposal of subsidiaries, net of cash disposed	出售附屬公司，不計所出售現金		–	80,000
Proceeds from disposal of interest in associates	出售聯營公司權益所得款項		38,805	–
Payment for investment in associates	投資聯營公司付款		(21,787)	(3,600)
Dividends received from associates	已收聯營公司股息		2,010	–
Payment for investment in joint ventures	投資合營公司付款		(92,180)	(1,655)
Interest received	已收利息		3,482	2,185

The notes on pages 130 to 240 form part of these financial statements.

第130至240頁的附註構成該等財務報表的一部分。



# Consolidated Cash Flow Statement

## 綜合現金流量表

for the year ended 31 December 2016 截至2016年12月31日止年度  
(Expressed in Renminbi Yuan) (以人民幣元列示)

	Note	2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
<b>Net cash (used in)/generated from investing activities</b>		<b>(146,864)</b>	131,660
<b>Financing activities</b>			
Capital contribution from non-controlling interests		–	50
Disposal of subsidiaries to non-controlling interests		–	675
Distribution to shareholders of a subsidiary		(454)	–
Payment arising on reorganisation		–	(50,000)
Proceeds from new bank loans		130,000	260,000
Repayment of bank loans		(310,000)	(180,000)
Net proceeds from issue of shares upon initial public offering, net of issuing costs		1,265,840	–
Interest paid		(6,964)	(9,254)
Dividend payment		(21,897)	(265,421)
<b>Net cash generated from/ (used in) financing activities</b>		<b>1,056,525</b>	(243,950)
<b>Net increase in cash and cash equivalents</b>		<b>1,303,322</b>	398,532
<b>Cash and cash equivalents at 1 January</b>	18(a)	<b>835,897</b>	437,419
<b>Effect of foreign exchange rate changes</b>		<b>42,473</b>	(54)
<b>Cash and cash equivalents at 31 December</b>	18(a)	<b>2,181,692</b>	835,897

The notes on pages 130 to 240 form part of these financial statements.

第130至240頁的附註構成該等財務報表的一部分。

### 1 SIGNIFICANT ACCOUNTING POLICIES

#### (a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (HKFRSs), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (HKASs) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (HKICPA), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Significant accounting policies adopted by the Group are disclosed below.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 1(c) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these financial statements.

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

The consolidated financial statements for the year ended 31 December 2016 comprise the Company and its subsidiaries (together referred to as the "Group") and the Group's interest in associates and joint ventures.

The Company was incorporated in the Cayman Islands on 24 November 2014 as an exempted company with limited liability under the Companies Law, Cap 22 (Law 3 of 1961 as consolidated and revised) of the Cayman Islands. The Company's shares were listed on the Main Board on the Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 12 July 2016 (the "Listing").

### 1 主要會計政策

#### (a) 合規聲明

該等財務報表乃根據所有適用香港財務報告準則(「香港財務報告準則」)(該統稱包括香港會計師公會(「香港會計師公會」)頒佈的所有適用個別香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)及香港普遍認可的會計原則以及香港公司條例的披露規定編製。該等財務報表亦遵守香港聯合交易所有限公司證券上市規則的適用披露條文。本集團採納的主要會計政策載於下文。

香港會計師公會已頒佈若干新訂及經修訂香港財務報告準則，該等修訂於本集團當前會計期間首次生效或提早採納。初次應用該等與本集團當前或過往會計期間相關的變動而導致會計政策的任何變動已於該等財務報表反映，有關資料載於附註1(c)。

#### (b) 財務報表編製基準

截至2016年12月31日止年度，該等綜合財務報表包括本公司及其附屬公司(統稱「本集團」)及本集團於聯營公司及合營公司的權益。

根據開曼群島法律第22章公司法(1961年第三號法例，經綜合及修訂)，本公司於2014年11月24日於開曼群島註冊成立為獲豁免有限公司。本公司的股份於2016年7月12日在香港聯合交易所有限公司(「聯交所」)主板上市(「上市」)。

# Notes to the Financial Statements

## 財務報表附註

for the year ended 31 December 2016 截至2016年12月31日止年度  
(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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

(Continued)

In order to rationalise the current structure of the Group in preparation for the Listing, the Company underwent a reorganisation (“**Reorganisation**”) of the business comprising the Group, which was completed on 10 October 2015. Pursuant to the Reorganisation, the Company became the holding company of the companies now comprising the Group on 7 August 2015. Prior to the Reorganisation, the Group’s businesses were conducted through Greentown Property Management Group Company Limited (“**Greentown PM**”) and its subsidiaries. Greentown PM was owned as to 51% by Greentown Holdings Group Company Limited (“**Greentown Holdings**”, a company controlled by Mr. Song Weiping, Mr. Shou Bainian and Ms. Xia Yibo), and 49% by Ms. Li Hairong. After the Reorganisation, Greentown PM was owned by the shareholders in the same proportionate share of ownerships as before. The Reorganisation only involved inserting certain non-operating companies as holding companies of Greentown PM and there was no change in business and operation of Greentown PM. Accordingly, no business combination has occurred. The Reorganisation has been accounted for using a principle similar to that for a reverse acquisition as set out in HKFRS 3, Business Combinations, with Greentown PM treated as the acquirer for accounting purposes.

The consolidated financial statements are presented in Renminbi (“**RMB**”), rounded to the nearest thousand, which is the presentation currency. It is prepared on the historical cost basis except for financial assets classified as fair value through profit or loss and available-for-sale (see note 1(g)) which are stated at their fair value.

RMB is the functional currency for the Company’s subsidiaries established in the mainland China. The functional currency of the Company and the Company’s subsidiaries outside the mainland China are Hong Kong dollars.

### 1 主要會計政策(續)

#### (b) 財務報表編製基準(續)

為理順本集團的當前架構以籌備上市，本公司進行本集團旗下業務重組(「**重組**」)，重組於2015年10月10日完成。根據重組，本公司於2015年8月7日成為本集團旗下公司的控股公司。重組前，本集團業務乃通過綠城物業服務集團有限公司(「**綠城物業服務**」)及其附屬公司進行。綠城物業服務由綠城控股集團有限公司(「**綠城控股**」，由宋卫平先生、壽柏年先生及夏一波女士控制的公司)擁有51%及由李海榮女士擁有49%。重組後，綠城物業服務由股東按照與先前分佔擁有權的相同比例擁有。重組僅涉及插入若干非運營公司為綠城物業服務的控股公司，綠城物業服務並無業務及經營的變動。因此，並無進行業務合併。重組以近似香港財務報告準則第3號「業務合併」載列的反收購的原則列賬，而就會計而言，綠城物業服務被視為收購方。

綜合財務報表乃以呈列貨幣人民幣(「**人民幣**」)呈列，均湊整至最接近的千位數。除被分類為按公平值計入損益及可供出售金融資產以公平值列賬(見附註1(g))外，所有資料均按歷史成本基準編製。

本公司於中國內地成立的附屬公司以人民幣為功能貨幣。本公司及本公司於中國內地以外的附屬公司的功能貨幣為港元。

# Notes to the Financial Statements

## 財務報表附註

for the year ended 31 December 2016 截至2016年12月31日止年度  
(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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

(Continued)

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

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

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 2.

#### (c) Changes in accounting policies

The HKICPA has issued a number of amendments to HKFRSs that are first effective for the current accounting period of the Group. None of these developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented.

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

### 1 主要會計政策(續)

#### (b) 財務報表編製基準(續)

編製符合香港財務報告準則規定之財務報表時，需要管理層作出會影響政策應用及有關資產、負債及收入與開支呈報金額的判斷、估計及假設。該等估計及相關假設乃根據歷史經驗及多項於該等情況下認為合理的其他因素而作出，所得結果構成未能從其他來源明顯得出資產及負債的賬面值作出判斷的基準。實際結果或有別於該等估計。

估計及相關假設予以不斷檢討。倘修訂會計估計只影響修訂估計期間，則會於該期間確認會計估計的修訂；倘有關修訂影響現時及未來期間，則會於修訂的期間及未來期間確認會計估計的修訂。

管理層在應用對財務資料有重大影響的香港財務報告準則時所作的判斷及估計的不確定因素的主要來源載於附註2。

#### (c) 會計政策變動

香港會計師公會已頒佈若干於本集團本會計期間首次生效的香港財務報告準則修訂本。該等變動對本集團編製或呈列當前或過往期間的業績及財務狀況並無重大影響。

本集團並無應用於本會計期間尚未生效的任何新訂準則或詮釋。

# Notes to the Financial Statements

## 財務報表附註

for the year ended 31 December 2016 截至2016年12月31日止年度  
(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (d) Subsidiaries and non-controlling interests

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

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

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

### 1 主要會計政策(續)

#### (d) 附屬公司及非控股權益

附屬公司為本集團控制的實體。當本集團參與該實體業務而可獲取或有權享有可變回報及能對該實體行使權力以影響該等回報時，則視為控制該實體。評估本集團是否擁有控制權時，只考慮實際之權利(由本集團及其他人士持有)。

於附屬公司的投資自開始控制之日起至失去控制權當日計入綜合財務報表內。集團內公司間的結餘、交易及現金流量，以及集團內公司間交易所產生的任何未實現利潤，會在編製綜合財務報表時全數抵銷。集團內公司間交易所引致未實現虧損之抵銷方法與未實現收益相同，但抵銷額只限於沒有證據顯示已出現減值之部份。

非控股權益指並非直接或間接歸屬於本公司於附屬公司的權益，而本集團並無就此與該等權益的持有人協定任何額外條款，致使本集團整體就該等權益擁有符合金融負債定義的合約義務。就各業務合併而言，本集團可選擇按公平值或非控股權益應佔附屬公司可識別淨資值的比例計量任何非控股權益。



# Notes to the Financial Statements

## 財務報表附註

for the year ended 31 December 2016 截至2016年12月31日止年度  
(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (d) Subsidiaries and non-controlling interests

(Continued)

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position in accordance with notes 1(n) or (o) depending on the nature of the liability.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see note 1(g)) or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture (see note 1(e)).

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

### 1 主要會計政策(續)

#### (d) 附屬公司及非控股權益(續)

非控股權益呈列於綜合財務狀況表的權益內，與本公司權益股東應佔權益分開列示。本集團業績中的非控股權益於綜合損益表及綜合損益及其他全面收入表呈列，作為本公司非控股權益與權益股東之間的年度損益總額及全面總收入分配。非控股權益持有人所提供貸款及對該等持有人之其他合約責任，視乎負債性質按照附註1(n)或(o)於綜合財務狀況表呈列為金融負債。

本集團於附屬公司的權益變動不會導致失去控制權的，則按權益交易方式入賬，當中調整在綜合權益內之控股及非控股權益的金額以反映相關權益的變動，但不調整商譽，亦不確認損益。

當本集團失去一附屬公司之控制權，將按出售該附屬公司之所有權益入賬，而所產生的盈虧確認為損益。任何在喪失控制權日仍保留該前附屬公司之權益按公平值確認，而此金額被視為初始確認為金融資產(見附註1(g))的公平值，或(如適用)初始確認於聯營公司或合營企業投資的成本(見附註1(e))。

在本公司財務狀況表內，於附屬公司的投資按成本扣除減值虧損列示(見附註1(k))，惟倘有關投資分類為持作出售(或計入分類為持作出售之出售組別)則除外。



# Notes to the Financial Statements

## 財務報表附註

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(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (e) Associates and joint ventures

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

A joint venture is an arrangement whereby the Group or Company and other parties contractually agree to share control of the arrangement, and have rights to the net assets of the arrangement.

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

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

### 1 主要會計政策(續)

#### (e) 聯營公司和合營企業

聯營公司指本集團或本公司擁有重大影響力，惟並無單獨或共同控制其管理事宜(包括參與財務及運營決策)之實體。

合營企業為本集團或本公司及其他人士按合約同意下分配控制權及資產淨值擁有權之安排。

於聯營公司或合營企業的投資按權益法入賬財務資料，惟倘有關投資分類為持作出售(或計入分類為持作出售之出售組別)則除外。根據權益法，投資初步按成本入賬，並就本集團應佔被投資公司收購當日可識別資產淨值之公平值超出投資成本的部分作出調整(如有)。此後，該投資因應本集團所佔被投資公司資產淨值份額於收購後的變動及與投資有關之任何減值虧損作出調整(見附註1(f)及(k))。收購當日出出成本的任何部分、本集團年度應佔被投資公司收購後的稅後業績以及任何減值虧損於綜合損益表確認，而本集團應佔被投資公司收購後的稅後其他全面收入項目於綜合損益及其他全面收入表內確認。

當本集團應佔聯營公司或合營企業的虧損超出應佔權益時，本集團的權益將調減至零，並且不再確認其他虧損，惟倘本集團須承擔法定或推定責任，或代表被投資公司付款則除外。就此而言，本集團的權益是按權益法計算的投資賬面值加上實質上屬於本集團對聯營公司或合營企業投資淨額一部分的本集團長期權益。

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### 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (e) Associates and joint ventures (Continued)

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

If an investment in an associate becomes an investment in a joint venture or vice versa, retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method.

In all other cases, when the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when significant influence or joint control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see note 1(g)).

In the Company's statement of financial position, investments in associates and joint ventures are stated at cost less impairment losses (see note 1(k)), unless classified as held for sale (or included in a disposal group that is classified as held for sale).

### 1 主要會計政策(續)

#### (e) 聯營公司和合營企業(續)

本集團與聯營公司及合營企業交易所產生的未實現損益，以本集團所佔被投資公司的權益為限抵銷，惟倘有證據顯示未實現虧損是由於所轉讓資產出現減值所致，則即時於損益確認。

倘於聯營公司的投資轉為於合營企業的投資，則保留權益不會重新計量，反之亦然，而該投資繼續按權益法列賬。

在所有其他情況下，本集團對聯營公司不再有重大影響時，或失去對合營企業的共同控制權時，列作出售被投資公司全部權益，因此產生的收益或虧損於損益確認。本集團於失去重大影響或共同控制權當日保留的前被投資公司權益按公平值確認，所確認金額視為初始確認的金融資產公平值(見附註1(g))。

在本公司財務狀況表內，於聯營公司及合營企業的投資按成本扣除減值虧損列示(見附註1(k))，惟倘有關投資分類為持作出售(或計入分類為持作出售之出售組別)則除外。

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### 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (f) Goodwill

Goodwill represents the excess of

- (i) the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the Group's previously held equity interest in the acquiree; over
- (ii) the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

When (ii) is greater than (i), then this excess is recognised immediately in profit or loss as a gain on a bargain purchase.

Goodwill is stated at cost less accumulated impairment losses. Goodwill arising on a business combination is allocated to each cash-generating unit, or groups of cash generating units, that is expected to benefit from the synergies of the combination and is tested annually for impairment (see note 1(k)).

On disposal of a cash generating unit during the year, any attributable amount of purchased goodwill is included in the calculation of the profit or loss on disposal.

#### (g) Other investments in debt and equity financial instruments

The Group's and the Company's policies for investments in debt and equity financial instruments, other than investments in subsidiaries, associates and joint ventures, are as follows:

### 1 主要會計政策(續)

#### (f) 商譽

商譽是指以下差額：

- (i) 已轉讓代價的公平值、於被收購公司的任何非控股權益款額及本集團先前持有該被收購公司股本權益的公平值的總額；超過
- (ii) 被收購公司於收購日期計量的可識別資產及負債的公平值淨額。

當(ii)大於(i)時，該差額會即時在損益確認為議價收購收益。

商譽按成本減累計減值虧損列賬。業務合併所產生的商譽被分配至預期可受惠於合併的協同效益的各現金產生單位或現金產生單位組別，並於每年測試有否減值(見附註1(k))。

倘於年度期間出售現金產生單位，則計算出售損益時，應將收購產生的商譽的金額亦計算在內。

#### (g) 其他債務及股本金融工具投資

除於附屬公司、聯營公司及合營企業的投資外，本集團及本公司的債務及股本金融工具投資的政策如下：

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### 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (g) Other investments in debt and equity financial instruments (Continued)

Investments in debt and equity financial instruments are initially stated at fair value, which is their transaction price unless it is determined that the fair value at initial recognition differs from the transaction price and that fair value is evidenced by a quoted price in an active market for an identical asset or liability or based on a valuation technique that uses only data from observable markets. Cost includes attributable transaction costs, except where indicated otherwise below. These investments are subsequently accounted for as follows, depending on their classification:

Investments in financial instruments held for trading or designated as at fair value through profit or loss are classified as current assets. Any attributable transaction costs are recognised in profit or loss as incurred. At the end of each reporting period the fair value is remeasured, with any resultant gain or loss being recognised in profit or loss. The net gain or loss recognised in profit or loss does not include any dividends or interest earned on these investments as these are recognised in accordance with the policies set out in notes 1(t)(iii) and (iv).

Dated debt financial instruments that the Group and/or the Company have the positive ability and intention to hold to maturity are classified as held-to-maturity financial instruments. Held-to-maturity financial instruments are stated at amortised cost less impairment losses (see note 1(k)).

### 1 主要會計政策(續)

#### (g) 其他債務及股本金融工具投資(續)

債務及股本金融工具投資初步按公平值列賬，公平值是交易價格，除非已確定初始確認時的公平值有別於交易價格及該公平值由相同資產或負債的活躍市場報價證明，或基於僅使用可觀察市場的數據的估值技術而計算。成本包括應佔交易成本，惟下文所述者除外。該等投資其後按其分類以下列項目入賬：

持作交易或指定為按公平值計入損益的金融工具投資分類為流動資產。任何應佔交易成本在產生時於損益確認。於各報告期末，公平值獲重新計量，任何重新計量導致的收益或虧損於損益確認。於損益確認的收益或虧損淨額並不包括該等投資所得任何股息或利息，乃由於該等股息或利息根據附註1(t)(iii)及(iv)所載的政策確認。

本集團及／或本公司有能力及計劃持有直至到期訂有日期的債務金融工具分類為持至到期金融工具。持至到期金融工具按攤銷成本減減值虧損列賬(見附註1(k))。

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### 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (g) Other investments in debt and equity financial instruments (Continued)

Investments in financial instruments which do not fall into any of the above categories are classified as available-for-sale financial instruments. At the end of each reporting period the fair value is remeasured, with any resultant gain or loss being recognised in other comprehensive income and accumulated separately in equity in the fair value reserve. As an exception to this, investments in equity financial instruments that do not have a quoted price in an active market for an identical instrument and whose fair value cannot otherwise be reliably measured are recognised in the statement of financial position at cost less impairment losses (see note 1(k)). Dividend income from equity financial instruments and interest income from debt financial instruments calculated using the effective interest method are recognised in profit or loss in accordance with the policies set out in notes 1(t)(iii) and (iv), respectively. Foreign exchange gains and losses resulting from changes in the amortised cost of debt financial instruments are also recognised in profit or loss.

When the investments are derecognised or impaired (see note 1(k)), the cumulative gain or loss recognised in equity is reclassified to profit or loss. Investments are recognised/derecognised on the date the Group commits to purchase/sell the investments or they expire.

#### (h) Investment property

Investment properties are land and/or buildings which are owned or held under a leasehold interest (see note 1(j)) to earn rental income and/or for capital appreciation. These include land held for a currently undetermined future use and property that is being constructed or developed for future use as investment property.

### 1 主要會計政策(續)

#### (g) 其他債務及股本金融工具投資(續)

並不屬於上述任何類別的金融工具投資分類為可供出售金融工具。於各報告期末，公平值獲重新計量，任何重新計量導致的收益或虧損於其他全面收入確認，並於公平值儲備的權益中個別累計。惟倘股本金融工具的投資並無相同工具的活躍市場報價，及其公平值不能可靠計量，則該投資按成本減減值虧損於財務狀況報表確認(見附註1(k))。股本金融工具的股息收入及債務金融工具的利息收入按實際利率法計算，並分別根據附註1(t)(iii)及(iv)所載的政策於損益確認。債務金融工具的攤銷成本變動導致的匯兌收益及虧損亦於損益確認。

倘投資被終止確認或減值(見附註1(k))，於權益確認的累計收益或虧損重新分類至損益。投資於本集團承諾購買/出售該等投資或該等投資屆滿當日獲確認/終止確認。

#### (h) 投資物業

投資物業指為賺取租金收入及/或為實現資本增值所擁有或根據租賃權益而持有(見附註1(j))的土地及/或樓宇，包括所持目前尚未確定未來用途的土地及在建或發展中以供日後用作投資物業的物業。

### 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (h) Investment property (Continued)

Investment properties are accounted for using the cost model and stated in the consolidated financial position at cost less accumulated depreciation, amortisation and impairment losses (see note 1(k)). The cost of investment property, less its estimated residual value and accumulated impairment losses, is depreciated or amortised using the straight-line method over its estimated useful life, unless the investment property is classified as held for sale, as follows:

— Buildings	20 years
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When the use of a property changes from investment property to owner-occupied property, the property is reclassified as property, plant and equipment. The transfer under cost model does not change the carrying amount of the property transferred as well as the cost of the property.

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

The following items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (see note 1(k)):

- buildings held for own use which are situated on leasehold land classified as held under operating leases (see note 1(j)); and other items of plant and equipment.

The cost of self-constructed items of property, plant and equipment includes the cost of materials, direct labour, the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located, and an appropriate proportion of production overheads and borrowing costs (see note 1(v)).

### 1 主要會計政策(續)

#### (h) 投資物業(續)

本集團採用成本模式入賬投資物業，並按成本減累計折舊、攤銷及減值虧損(見附註1(k))後在綜合財務狀況表內列示。本集團按如下方式對投資物業的成本在預計可使用年期內扣除預計剩餘價值後按直線法計提折舊或進行攤銷，除非該投資物業被分類為持作出售物業如下：

— 樓宇	20年
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當物業用途由投資物業轉為自有物業，則物業重新分類為物業、廠房及設備。成本模式下的轉讓不會改變被轉讓物業的賬面值及物業成本。

#### (i) 物業、廠房及設備

以下物業、廠房及設備項目按成本減去累計折舊及減值虧損列賬(見附註1(k))：

- 位於分類為按經營租賃持有的租賃土地上持有自用的樓宇(見附註1(j))；及其他廠房及設備項目。

自建物業、廠房及設備項目的成本包括材料成本、直接勞工成本、初步預計(如相關)拆卸和移送項目與修復項目所在工地所牽涉的成本，以及按適當比例計算的間接生產成本及借款成本(見附註1(v))。



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### 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (i) Property, plant and equipment (Continued)

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

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

- Buildings situated on leasehold land are depreciated over the shorter of the unexpired term of lease and their estimated useful lives, being no more than 20 years after the date of completion.
- Leasehold improvements 3–5 years
- Office equipment and furniture 3–5 years
- Motor vehicles 3–10 years
- Software 2–10 years

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

### 1 主要會計政策(續)

#### (i) 物業、廠房及設備(續)

物業、廠房及設備項目因報廢或出售所產生的損益，以出售該項目所得款項淨額與其賬面金額之間的差額釐定，並於報廢或出售當日於損益確認。

折舊即使用直線法在預計可使用年期內撇銷物業、廠房及設備項目的成本，減去預計剩餘價值(如有)如下：

- 位於租賃土地的樓宇按未滿期限及預計可使用年期兩者的較短者折舊，即竣工日期後不超過二十年
- 租賃物業裝修 3至5年
- 辦公室設備及傢俱 3至5年
- 汽車 3至10年
- 軟件 2至10年

倘物業、廠房及設備項目的部分有不同的可使用年期，則該項目的成本或估值按合理基準於各部分間分配，且各部分獨立折舊。資產的可使用年期及其剩餘價值(如有)於每年檢討。

# Notes to the Financial Statements

## 財務報表附註

for the year ended 31 December 2016 截至2016年12月31日止年度  
(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (j) Leased assets

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

#### (i) Classification of assets leased to the Group

Assets that are held by group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases.

#### (ii) Operating lease charges

Where the Group has the use of assets held under operating leases, payments made under the leases are charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals are charged to profit or loss in the accounting period in which they are incurred.

### 1 主要會計政策(續)

#### (j) 租賃資產

本集團釐定安排具有在協定期限內通過支付一筆或一系列款項而使用某一特定資產或多項資產之權利，則該安排(由一宗交易或一系列交易組成)為租賃或包括租賃。該釐定乃根據安排之內容評估而作出，而無論安排是否具備租賃之法律形式。

#### (i) 租予本集團之資產分類

對於本集團整體以租賃持有的資產，如租賃使所有權的絕大部分風險和回報轉移至本集團，有關的資產會分類為以融資租賃持有；如租賃不會使擁有權的絕大部分風險和回報轉移至本集團，則分類為經營租賃。

#### (ii) 經營租賃費用

倘本集團擁有根據經營租賃持有的資產的使用權，則根據租賃作出的付款會在租賃期所涵蓋的會計期間內，以等額方式於損益扣除，惟倘有其他基準更能代表使用租賃資產所得收益的模式則除外。已收取的租賃優惠於損益確認為淨租賃付款總額的組成部分。或然租金於其所產生的會計期間自損益扣除。

# Notes to the Financial Statements

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### 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (k) Impairment of assets

##### (i) Impairment of investments in debt and equity securities and other receivables

Investments in debt and equity securities and other current and non-current receivables that are stated at cost or amortised cost or are classified as available-for-sale securities are reviewed at the end of each reporting period to determine whether there is objective evidence of impairment. Objective evidence of impairment includes observable data that comes to the attention of the Group about one or more of the following loss events:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; and
- a significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

### 1 主要會計政策(續)

#### (k) 資產減值

##### (i) 債務及股本證券與其他應收款項減值

債務及股本證券以及按成本或攤銷成本列值或分類為可供出售證券之其他流動及非流動應收款項會於各報告期末檢討，以確定有否客觀減值證據。客觀減值證據包括本集團所悉有關以下一項或多項虧損事件的可觀察數據：

- 債務人陷入重大財政困難；
- 違約，如拖欠或延遲支付利息或本金；
- 債務人可能破產或進行其他財務重組；
- 技術、市場、經濟或法律環境發生對債務人有不利影響的重大變動；及
- 股本工具投資的公平值大幅或持續下跌至低於成本。

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## 財務報表附註

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### 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (k) Impairment of assets (Continued)

##### (i) Impairment of investments in debt and equity securities and other receivables (Continued)

If any such evidence exists, any impairment loss is determined and recognised as follows:

- For investments in associates and joint ventures accounted for under the equity method in the consolidated financial statements (see note 1(e)), the impairment loss is measured by comparing the recoverable amount of the investment with its carrying amount in accordance with note 1(k)(ii). The impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount in accordance with note 1(k)(ii).
- For unquoted equity financial instruments carried at cost, the impairment loss is measured as the difference between the carrying amount of the financial asset and the estimated future cash flows, discounted at the current market rate of return for a similar financial asset where the effect of discounting is material. Impairment losses for equity financial instruments carried at cost are not reversed.

### 1 主要會計政策(續)

#### (k) 資產減值(續)

##### (i) 債務及股本證券與其他應收款項減值(續)

倘存在任何該等證據，任何減值虧損按以下情況予以釐定及確認：

- 就按權益法列賬的於聯營公司及合營企業的投資而言(見附註1(e))，減值虧損乃根據附註1(k)(ii)比較投資的可收回金額與其賬面值計算。倘根據附註1(k)(ii)用作釐定可收回金額的估算出現有利變動，減值虧損予以撥回。
- 就按成本列賬之非上市股本金融工具而言，減值虧損按金融資產賬面值與估計未來現金流量之差額計算，如貼現影響重大，則按類似金融資產的現行市場回報率貼現。按公平值列賬的股本金融工具的減值虧損不予撥回。

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### 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (k) Impairment of assets (Continued)

##### (i) Impairment of investments in debt and equity securities and other receivables (Continued)

- For trade and other current receivables and other financial assets carried at amortised cost, the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition of these assets), where the effect of discounting is material. This assessment is made collectively where these financial assets share similar risk characteristics, such as similar past due status, and have not been individually assessed as impaired. Future cash flows for financial assets which are assessed for impairment collectively are based on historical loss experience for assets with credit risk characteristics similar to the collective group.

If in a subsequent period the amount of an impairment loss decreases and the decrease can be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss is reversed through profit or loss. A reversal of an impairment loss shall not result in the asset's carrying amount exceeding that which would have been determined had no impairment loss been recognised in prior years.

### 1 主要會計政策(續)

#### (k) 資產減值(續)

##### (i) 債務及股本證券與其他應收款項減值(續)

- 就按攤銷成本列賬的貿易及其他流動應收款項以及其他金融資產而言，減值虧損按資產賬面值與估計未來現金流量現值的差額計量，如貼現影響重大，則按金融資產原實際利率(即初步確認該等資產時計算的實際利率)貼現。倘該等金融資產具備類似風險特徵(如類似逾期情況)及並未單獨被評估為出現減值，則有關評估會同時進行。金融資產的未來現金流量會根據與該組具有類似信貸風險特徵的資產的過往虧損情況一同評估減值。

倘於後續期間減值虧損數額減少，而該減少客觀上與減值虧損確認後發生的事件有關，則減值虧損透過損益撥回。減值虧損之撥回不得導致資產賬面值超出過往年度在未確認減值虧損的情況下所釐定的賬面值。

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### 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (k) Impairment of assets (Continued)

##### (i) Impairment of investments in debt and equity securities and other receivables (Continued)

- For available-for-sale financial instruments, the cumulative loss that has been recognised in the fair value reserve is reclassified to profit or loss. The amount of the cumulative loss that is recognised in profit or loss is the difference between the acquisition cost (net of any principal repayment and amortisation) and current fair value, less any impairment loss on that asset previously recognised in profit or loss.

Impairment losses recognised in profit or loss in respect of available-for-sale equity financial instruments are not reversed through profit or loss. Any subsequent increase in the fair value of such assets is recognised in other comprehensive income.

Impairment losses in respect of available-for-sale debt financial instruments are reversed if the subsequent increase in fair value can be objectively related to an event occurring after the impairment loss was recognised. Reversals of impairment losses in such circumstances are recognised in profit or loss.

Impairment losses are written off against the corresponding assets directly, except for impairment losses recognised in respect of trade debtors and bills receivable included within trade and other receivables, whose recovery is considered doubtful but not remote. In this case, the impairment losses for doubtful debts are recorded using an allowance account. When the Group is satisfied that recovery is remote, the amount considered irrecoverable is written off against trade debtors and bills receivable directly and any amounts held in the allowance account relating to that debt are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

### 1 主要會計政策(續)

#### (k) 資產減值(續)

##### (i) 債務及股本證券與其他應收款項減值(續)

- 就可供出售金融工具而言，已於公平值儲備確認之累計虧損重新分類至損益。於損益賬確認的累計虧損數額乃收購成本(扣除任何本金還款及攤銷)與即期公平值之間的差額，減去該資產先前於損益賬確認之任何減值虧損。

於損益確認的可供出售股本金融工具減值虧損不會透過損益撥回。該等資產公平值其後的任何增加於其他全面收入確認。

倘可供出售債務金融工具公平值其後的任何增加客觀上與減值虧損確認後發生的事件有關，則會撥回減值虧損。在該等情況下，減值虧損撥回於損益確認。

減值虧損直接從相應資產撇銷，但若貿易應收款項及應收票據計入貿易及其他應收款項且有關款項的收回被視為難以預料但並非不可能，則就其確認之減值虧損不會從相應資產撇銷。在此情況下，貿易及其他應收款項減值虧損按撥備賬入賬。倘本集團認為收回相關款項不大可能，則被視為不可收回的金額直接從貿易應收款項及應收票據中撇銷，而在撥備賬中就該債務保留的任何金額將會撥回。倘先前自撥備賬扣除的款項在其後收回，則有關款項於撥備賬撥回。撥備賬的其他變動及其後收回先前直接撇銷的款項均於損益確認。



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### 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (k) Impairment of assets (Continued)

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

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- prepayments;
- goodwill; and
- investments in subsidiaries, associates and joint ventures in the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated. In addition, the recoverable amount of goodwill is estimated annually whether or not there is any indication of impairment.

- Calculation of recoverable amount  
The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

### 1 主要會計政策(續)

#### (k) 資產減值(續)

##### (ii) 其他資產減值

本集團於各報告期末審閱內部及外界資料，以確定下列資產是否存在減值跡象，或(商譽除外)先前確認的減值虧損是否不再存在或可能已經減少：

- 物業、廠房及設備；
- 預付款項；
- 商譽；及
- 本公司財務狀況表所列於附屬公司、聯營公司及合營企業的投資。

倘存在任何該等跡象，則估計資產的可收回金額。此外，不論是否出現減值跡象，均會每年估計商譽的可收回金額。

- 計算可收回金額  
資產的可收回金額為公平值減出售成本與使用價值兩者之間的較高者。評估使用價值時，會按反映當時市場對貨幣時間價值及資產特定風險之評估的稅前貼現率，將估計未來現金流量貼現至其現值。倘資產並無產生大致獨立於其他資產所產生的現金流入，則釐定獨立產生現金流入的最小資產組別(即現金產生單位)的可收回金額。

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### 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (k) Impairment of assets (Continued)

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

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

- Reversals of impairment losses  
In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

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

### 1 主要會計政策(續)

#### (k) 資產減值(續)

##### (ii) 其他資產減值(續)

- 確認減值虧損  
倘資產或其所屬現金產生單位的賬面值超過其可收回金額時，則於損益中確認減值虧損。就現金產生單位確認的減值虧損首先分配以減少有關現金產生單位(或單位組別)所獲分配的商譽的賬面值，其後按比例用以減少該單位(或單位組別)內其他資產的賬面值，惟資產的賬面值不會減至低於其個別公平值減出售成本(倘可計量)或使用價值(倘可釐定)。
- 撥回減值虧損  
對於商譽以外的資產，倘用以釐定可收回金額的估算出現有利變動，則撥回減值虧損。商譽的減值虧損不會撥回。

減值虧損之撥回限於資產在過往年度並未確認減值虧損時原應釐定的賬面值。減值虧損之撥回在確認撥回的年度計入損益。

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### 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (k) Impairment of assets (Continued)

##### (iii) Interim financial reporting and impairment

Under the Rules Governing the Listing of Financial Instruments on the Stock Exchange of Hong Kong Limited, the Group is required to prepare an interim financial report in compliance with HKAS 34, Interim financial reporting, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, and reversal criteria as it would at the end of the financial year (see notes 1(k)(i) and (ii)).

Impairment losses recognised in an interim period in respect of goodwill, available-for-sale equity financial instruments and unquoted equity financial instruments carried at cost are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates. Consequently, if the fair value of an available-for-sale equity financial instruments increases in the remainder of the annual period, or in any other period subsequently, the increase is recognised in other comprehensive income and not profit or loss.

#### (l) Inventories

##### Property development

Inventories in respect of property development activities are carried at the lower of cost and net realisable value. Cost and net realisable values are determined as follows:

- Completed property held for resale  
The cost of completed properties held for sale comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Net realisable value represents the estimated selling price less costs to be incurred in selling the property.

### 1 主要會計政策(續)

#### (k) 資產減值(續)

##### (iii) 中期財務報告及減值

根據香港聯合交易所有限公司金融工具上市規則，本集團須根據香港會計準則第34號「中期財務報告」編製有關財政年度首六個月之中期財務報告。於中期期末，本集團採用其於財政年度結束時將會採用之同一減值測試及撥回標準(見附註1(k)(i)及(ii))。

就商譽、可供出售股本金融工具及按成本列賬之非上市股本金融工具而於中期期間確認之減值虧損不會於其後期間撥回。即使僅在該中期期間有關之財政年度終結時才評估減值並確認無虧損或所確認之虧損較少，亦不會撥回減值虧損。因此，倘可供銷售股本金融工具之公平值於年度其餘期間或於其後任何其他期間增加，該增加將於其他全面收益確認而非於損益確認。

#### (l) 存貨

##### 物業發展

物業發展相關的存貨以成本與可實現淨值兩者中的較低者列賬。成本與可實現淨值根據下列各項釐定

- 持作出售之已落成物業  
持作出售之已落成物業的成本包括所有採購成本、轉換成本以及將存貨運抵當地點及達致當前狀況的其他成本。可實現淨值指估計售價減出售物業將產生的成本。

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### 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (m) Trade and other receivables

Trade and other receivables are initially recognised at fair value and thereafter stated at amortised cost using the effective interest method, less allowance for impairment of doubtful debts (see note 1(k)), except where the receivables are interest-free loans made to related parties without any fixed repayment terms or the effect of discounting would be immaterial. In such cases, the receivables are stated at cost less allowance for impairment of trade and other receivables.

#### (n) Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between the amount initially recognised and redemption value being recognised in profit or loss over the period of the borrowings, together with any interest and fees payable, using the effective interest method.

#### (o) Trade and other payables

Trade and other payables are initially recognised at fair value. Except for financial guarantee liabilities measured in accordance with note 1(s)(i), trade and other payables are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

#### (p) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated cash flow statement.

### 1 主要會計政策(續)

#### (m) 貿易及其他應收款項

貿易及其他應收款項初步按公平值確認，其後以實際利率法按攤銷成本扣除貿易及其他應收款項減值撥備列賬(見附註1(k))，惟倘應收款項為給予關連方的無固定還款期或貼現影響並不重大的免息貸款則除外。於該等情況下，有關應收款項按成本扣除貿易及其他應收款項減值撥備列賬。

#### (n) 計息借款

計息借款初步按公平值減應佔交易成本確認。於初步確認後，計息借款乃按攤銷成本及初步確認金額與按借款期於損益內確認的贖回價值之間的任何差額，連同任何應付利息及費用，使用實際利率法列賬。

#### (o) 貿易及其他應付款項

貿易及其他應付款項初步按公平值確認，除按附註1(s)(i)計量的財務擔保負債外，貿易及其他應付款項其後按攤銷成本列賬，除非貼現的影響屬並不重大，在該情況下則按成本列賬。

#### (p) 現金及現金等價物

現金及現金等價物包括銀行存款及手頭現金、存放於銀行及其他金融機構之活期存款，以及購入時於三個月內到期可隨時轉換為已知數額現金且並無重大價值變動風險之短期高流動性投資。在綜合現金流量表而言，須按要求償還並構成本集團現金管理方面一部分之銀行透支亦列入現金及現金等價物的一個組成部份。

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### 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (q) Employee benefits

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

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

Contributions to PRC local retirement schemes pursuant to the relevant labour rules and regulations in the PRC are recognised as an expense in profit or loss as incurred.

##### (ii) Share-based payments

For equity-settled share-based payment transactions, the fair value of the services received is recognised as an expense with a corresponding increase in equity over the vesting period during which the employees become unconditionally entitled to the equity instrument. The fair value of the services received is determined by reference to the fair value of the equity instrument granted at the date of the grant. At each reporting date, the number of equity instruments that are expected to be vested are estimated. The impact on the revision of original estimates is recognised as an expense and as a corresponding adjustment to equity over the remaining vesting period, unless the revision to original estimates is due to market conditions. No adjustment is made if the revision or actual outcome differs from the original estimate due to market conditions.

The proceeds received from the exercise of the equity instruments, net of any directly attributable transaction costs, are credited to share capital when the equity instruments are exercised.

### 1 主要會計政策(續)

#### (q) 僱員福利

##### (i) 短期僱員福利及界定供款退休計劃供款

薪金、年度花紅、有薪年假、界定供款退休計劃供款及非貨幣利益的成本乃於僱員提供相關服務的年度累計。倘延期付款或結付且其影響屬重大，則該等款項按其現值列賬。

根據中國相關勞工規則及法規向中國地方退休計劃作出的供款於產生時在損益確認為開支。

##### (ii) 以股份為基礎之付款

就以權益結算以股份為基礎之付款的交易而言，在僱員無條件享有股本工具的歸屬期內，獲取服務的公平值確認為開支，而權益會相應增加。所獲取服務的公平值乃參考授出之日授出股本工具的公平值而釐定。於各報告日期，對預期歸屬的股本工具數目進行估計。經修訂的原定估計影響確認為一項開支，並於餘下的歸屬期內對權益作出相應調整，除非原定估計的修訂乃因市場條件作出。倘修訂或實際結果因市場條件而與原定估計不同，則不會作出調整。

在股本工具行使時，來自行使股本工具的所得款項扣除任何直接應佔的交易成本後，撥入股本。



### 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (r) Income tax

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

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

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

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

### 1 主要會計政策(續)

#### (r) 所得稅

年度所得稅包括即期稅項及遞延稅項資產及負債的變動。即期稅項及遞延稅項資產及負債的變動均在損益確認，惟倘變動與其他全面收入或直接於權益中確認的項目有關，則有關稅項金額分別於其他全面收入或直接於權益中確認。

即期稅項為年度採用於報告期末已頒佈或實質已頒佈的稅率計算的應課稅收入的預期應付稅項，以及就過往年度應付稅項作出的任何調整。

遞延稅項資產及負債分別因資產及負債就財務報告的賬面值及計稅基準兩者間的可予扣減及應課稅的暫時差額所產生。遞延稅項資產亦會因未動用稅項虧損及未動用稅項抵免而產生。

除若干少數例外情況外，所有遞延稅項負債及所有遞延稅項資產均於未來可能有應課稅利潤用以抵銷可動用資產時確認。可支持確認源自可扣稅暫時差額的遞延稅項資產的未來應課稅利潤包括源自撥回現有應課稅暫時差額者，惟該等差額須與相同稅務機關及相同應課稅實體有關，並預期於撥回可扣稅暫時差額的同一期間或源自遞延稅項資產的稅項虧損可撥回或結轉的期間撥回。在釐定現有應課稅暫時差額是否支持確認因未動用稅項虧損及抵免產生的遞延稅項資產時，亦會採用相同的標準，即倘該等暫時差額與相同稅務機關及相同應課稅實體有關，且預期在可動用稅項虧損或抵免期間內撥回，則會計入該等暫時差額。



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### 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (r) Income tax (Continued)

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

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

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

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

### 1 主要會計政策(續)

#### (r) 所得稅(續)

確認遞延稅項資產及負債的少數例外情況為因不可扣稅商譽及不影響會計處理或應課稅利潤的資產或負債的初始確認(須並非為業務合併的一部分)產生的暫時差額，以及與於附屬公司的投資有關的暫時差額(如屬應課稅差額，只限於本集團可控制撥回的時間且在可預見將來不大可能轉回該等差額；或如屬可扣稅差額，則除非很可能在將來撥回的差額)。

確認遞延稅項的金額是根據該等資產及負債的賬面值之預期實現或結算的方式，按在報告日期末已頒佈或實質上已頒佈的稅率計算。遞延稅項資產及負債均不貼現計算。

遞延稅項資產的賬面值會於各報告期末檢討，並減至不再可能取得足夠應課稅利潤以動用有關稅務優惠時為止。任何減幅會於可能取得足夠應課稅利潤時撥回。

因派發股息而產生之額外所得稅在派付有關股息時確認。

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### 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (r) Income tax (Continued)

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

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

#### (s) Financial guarantees issued, provisions and contingent liabilities

##### (i) Financial guarantees issued

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the "holder") for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

### 1 主要會計政策(續)

#### (r) 所得稅(續)

即期稅項結餘及遞延稅項結餘及其變動分開列示，並不予互相抵銷。即期稅項資產與即期稅項負債以及遞延稅項資產與遞延稅項負債只會在本公司或本集團有法定執行權以即期稅項資產抵銷即期稅項負債，並在符合下列附帶條件的情況下，才可互相抵銷：

- 即期稅項資產及負債方面，本公司及本集團擬按淨額基準結算，或同時實現該資產及清償該負債；或
- 遞延稅項及負債方面，該資產及負債須與相同稅務機關就以下其中一項徵收的所得稅有關：
  - 相同應課稅實體；或
  - 不同應課稅實體，擬在預期有重大金額的遞延稅項負債或資產須予清償或收回的每個未來期間，按淨額基準實現即期稅項資產及清償即期稅項負債，或同時實現即期稅項資產及清償即期稅項負債。

#### (s) 已發出的財務擔保、撥備及或然負債

##### (i) 已發出的財務擔保

財務擔保指要求發行人(即擔保人)於特定債務人未能依照債務工具條款按期付款時，作出特定付款以賠償擔保受益人(「持有人」)損失的合同。

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### 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (s) Financial guarantees issued, provisions and contingent liabilities (Continued)

##### (i) Financial guarantees issued (Continued)

Where the Group issues a financial guarantee, the fair value of the guarantee is initially recognised as deferred income within trade and other payables. The fair value of financial guarantees issued at the time of issuance is determined by reference to fees charged in an arm's length transaction for similar services, when such information is obtainable, or is otherwise estimated by reference to interest rate differentials, by comparing the actual rates charged by lenders when the guarantee is made available with the estimated rates that lenders would have charged, had the guarantees not been available, where reliable estimates of such information can be made. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group's policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss on initial recognition of any deferred income.

The amount of the guarantee initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued. In addition, provisions are recognised in accordance with note 1(s)(ii) if and when (i) it becomes probable that the holder of the guarantee will call upon the Group under the guarantee, and (ii) the amount of that claim on the Group is expected to exceed the amount currently carried in trade and other payables in respect of that guarantee i.e. the amount initially recognised, less accumulated amortisation.

### 1 主要會計政策(續)

#### (s) 已發出的財務擔保、撥備及或然負債(續)

##### (i) 已發出的財務擔保(續)

本集團發出的財務擔保，按擔保的公平值初始確認為貿易及其他應付款項的遞延收入。已發出財務擔保的公平值在發出時參照類似服務在公平磋商交易的過程中所收取的費用(如可獲得該等資料)確定，或參照息差作出估計，方法是以貸款人可取得擔保的情況下實際收取的利率與不可取得擔保的情況下貸款人將會收取的估計利率作比較(如該等資料能可靠地估計)。如在發出擔保時有已收或應收代價，則該代價根據本集團適用於該類資產的會計政策確認。如果沒有已收或應收代價，則於初始確認任何遞延收入時，於損益內確認為即期開支。

初始確認為遞延收入的擔保金額在擔保期限內於損益攤銷為已發出財務擔保的收入。此外，出現以下情況時，應根據附註1(s)(ii)確認撥備：(i)擔保持有人很可能根據擔保向本集團發出催繳通知，及(ii)向本集團提出的申索款額預期超過現時計入貿易及其他應付款項的金額(即初始確認的金額減累計攤銷)。

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### 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (s) Financial guarantees issued, provisions and contingent liabilities (Continued)

##### (ii) Other provisions and contingent liabilities

Provisions are recognised for other liabilities of uncertain timing or amount when the Group or the Company has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. A provision for onerous contracts is measured at the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Group recognises any impairment loss on the assets associated with that contract. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

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

### 1 主要會計政策(續)

#### (s) 已發出的財務擔保、撥備及或然負債(續)

##### (ii) 其他撥備及或然負債

當本集團或本公司須就過往事件承擔法律或推定責任，而履行該責任很有可能導致經濟利益流出，且有關金額能夠可靠地計量時，則須就未確定時間或金額的其他負債確認撥備。虧損性合同之撥備乃按終止合同的預期成本與繼續合同的預期成本淨額兩者中之較低者計量。確立撥備前，本集團確認與合同相關的資產的任何減值虧損。對於貨幣時間價值影響重大的，撥備以預計履行該責任的開支現值列賬。

如果經濟利益不大可能流出，或無法對有關數額作出可靠估計，則會將該責任披露為或然負債，除非經濟利益流出的可能性極微。其存在僅能以一宗或以上未來事件的發生與否來確定的潛在責任，除非經濟利益流出的可能性極微，否則亦披露為或然負債。

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### 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (t) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in profit or loss as follows:

- (i) Property service fee, consulting service fee and community living service fee (formerly named as "property management service fee, property consulting service fee and community value-added service fee" respectively)

These fees are recognised when services are rendered.

For property service income arising from properties managed under lump sum basis, where the Group acts as principal, the Group entitles to revenue at the value of property service fee received by the properties. For property service income arising from properties managed under commission basis, where the Group acts as an agent of the property owner, the Group entitles revenue at a pre-determined percentage or fixed amount of the property service fees the property owners are obligated to pay.

For community living service income that involved sales of goods, the revenue of which is recognised when goods are delivered at the customers' premises which is taken to be the point in time when the customer has accepted the goods and the related risks and rewards of ownership.

### 1 主要會計政策(續)

#### (t) 收入確認

收入按已收或應收代價的公平值計量。倘經濟利益可能流向本集團且能夠可靠計量收入及成本(倘適用)，則收入在損益中確認如下：

- (i) 物業服務費、諮詢服務費及園區生活服務費(前稱分別為物業管理服務費、顧問諮詢服務費及園區增值服務費)

該等費用於提供服務時確認。

以來自包幹制管理物業的物業管理服務收入而言，本集團作為委託人，有權按自物業收取的物業服務費價值收取收入。就來自酬金制管理物業的物業服務收入而言，本集團作為物業業主代理，有權按預先訂明百分比或物業業主應支付的固定金額的物業管理費收取收入。

就銷售商品所涉的園區生活服務費而言，當貨品付運至客戶之物業，即客戶接納貨品以及擁有權之相關風險及回報時確認收益。

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### 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (t) Revenue recognition (Continued)

##### (ii) Rental income from operating leases

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Contingent rentals are recognised as income in the accounting period in which they are earned.

##### (iii) Dividends

Dividend income from unlisted investments is recognised when the shareholder's right to receive payment is established.

##### (iv) Interest income

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

##### (v) Government grants

Government grants are recognised in the statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Grants that compensate the Group for the cost of an asset are deducted from the carrying amount of the asset and consequently are effectively recognised in profit or loss over the useful life of the asset by way of reduced depreciation expense.

### 1 主要會計政策(續)

#### (t) 收入確認(續)

##### (ii) 經營租賃租金收入

經營租賃項下之應收租金收入乃於租賃期涵蓋之期間內以等額分期方式於損益確認，惟倘有其他基準更能代表使用租賃資產所得利益的模式則除外。授出之租賃優惠於損益確認為應收淨租賃付款總額的組成部分。或然租金於所賺取的會計期間確認為收入。

##### (iii) 股息

非上市投資的股息收入於股東收取股息的權利獲確定時確認。

##### (iv) 利息收入

利息收入於產生時按實際利率法確認。

##### (v) 政府補助

倘可合理保證將收取政府補助且本集團將符合其附帶條件，則政府補助會初步於綜合財務狀況表中確認。用於補償本集團已產生開支的補助在開支產生的相同期間有系統地在損益中確認為收入。用於補償本集團資產成本的補助自資產的賬面值扣除，其後則按該資產的可使用年期透過扣減折舊開支在損益內實際確認。



# Notes to the Financial Statements

## 財務報表附註

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### 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (u) Translation of foreign currencies

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

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was measured.

The results of foreign operations are translated into RMB at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items are translated into RMB at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

On disposal of a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

### 1 主要會計政策(續)

#### (u) 外幣換算

年內的外幣交易按交易日的匯率換算。以外幣為計值的貨幣資產及負債則按報告期末的匯率換算。匯兌盈虧於損益中確認。

以外幣按歷史成本計值的非貨幣性資產及負債，乃按交易日的匯率換算。以外幣計值及按公平值入賬的非貨幣性資產及負債乃按公平值計量之日的匯率換算。

海外業務之業績乃按交易日的相若匯率換算為人民幣。財務狀況表項目乃於報告期末的收市匯率換算為人民幣。匯兌差額乃於其他全面收入內確認，並於權益的匯兌儲備分開累計。

在出售海外業務時，與該海外業務相關的累計匯兌差額會在確認出售的損益時自權益重新分類至損益。

# Notes to the Financial Statements

## 財務報表附註

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### 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (v) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

#### (w) Related parties

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

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

### 1 主要會計政策(續)

#### (v) 借款成本

收購、建設或生產並需要長時間才可以投入擬定用途或銷售的資產直接應佔的借款成本會資本化為資產成本的一部分。其他借款成本乃於產生期間列為開支。

屬於合資格資產成本一部分的借款成本在資產產生開支、借款成本產生及使資產投入原定用途或出售所必須的準備工作進行期間開始資本化。在使合資格資產投入原定用途或出售所必須的絕大部分準備工作中斷或完成時，借款成本便會暫停或停止資本化。

#### (w) 關連方

(a) 在以下情況下，某人士或其近親家庭成員與本集團有關聯：

- (i) 可控制或共同控制本集團；
- (ii) 對本集團有重大影響力；或
- (iii) 是本集團或本集團母公司的主要管理人員的成員。

# Notes to the Financial Statements

## 財務報表附註

for the year ended 31 December 2016 截至2016年12月31日止年度  
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### 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (w) Related parties (Continued)

- (b) An entity is related to the Group if any of the following conditions applies:
- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
  - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
  - (iii) Both entities are joint ventures of the same third party.
  - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
  - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
  - (vi) The entity is controlled or jointly controlled by a person identified in (a).
  - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
  - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

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

### 1 主要會計政策(續)

#### (w) 關連方(續)

- (b) 在以下任何情況下，某實體與本集團有關聯：
- (i) 該實體及本集團均是同一集團的成員公司(即母公司、附屬公司及同系附屬公司各自有關聯)。
  - (ii) 某實體是另一實體的聯營公司或合營企業(或另一實體為成員公司的某集團的成員公司的聯營公司或合營企業)。
  - (iii) 兩家實體均是同一第三方的合營企業。
  - (iv) 某實體是第三方實體的合營企業而另一實體則是該第三方實體的聯營公司。
  - (v) 該實體是旨在提供福利予本集團或與本集團有關聯的實體的僱員的離職後福利計劃。
  - (vi) 該實體受(a)項中所識別的人士控制或共同控制。
  - (vii) 在(a)(i)項中所識別的人士對該實體有重大影響力，或該人士是該實體(或是該實體的母公司)的主要管理人員的成員。
  - (viii) 向本集團或向本集團之母公司提供主要管理人員服務之實體或其所屬集團之任何成員公司。

某人士的近親家庭成員為在與實體交易時預期會影響該名人士或受到該名人士影響的家庭成員。

# Notes to the Financial Statements

## 財務報表附註

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### 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (x) Segment reporting

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

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

### 2 ACCOUNTING JUDGEMENT AND ESTIMATES

The preparation of the financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in applying the Group's accounting policies, which are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The following critical accounting policies involve the most significant judgements and estimates used in the preparation of the financial statements.

### 1 主要會計政策(續)

#### (x) 分部呈報

經營分部及財務資料所呈列各分部的金額，乃從為向本集團各地理位置分配資源及評估其業績而定期向本集團最高行政管理層提供的財務資料中識別出來。

就財務申報而言，個別重大的經營分部不會合併計算，除非該等分部具有類似經濟特性，且在產品及服務性質、生產工序性質、客戶類型或階層、分銷產品或提供服務所使用的方法及監管環境的性質等方面相似。倘個別不重大的經營分部符合大部分該等標準，則可進行合併計算。

### 2 會計判斷及估計

編製符合香港財務報告準則規定之財務資料須使用若干關鍵會計估計，管理層亦須於應用本集團會計政策過程中行使其判斷，有關政策會予以持續評估及基於過往經驗及於有關情況下相信為合理的其他因素，包括對未來事件的預期。

下列關鍵會計政策涉及編製財務資料時所用的最主要判斷和估計。

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## 2 ACCOUNTING JUDGEMENT AND ESTIMATES (CONTINUED)

Note 26 contain information about the assumptions and their risk factors relating to financial instruments. Other key sources of estimation uncertainty are as follows:

### (i) Estimated collection rate of property service fee

Property services are rendered to a large number of residential property owners in community projects and significant uncertainty may exist as to whether cash will be collected from each of these individual residential property owners for the rendering of property services by the Group. Management is required to exercise significant judgement to assess whether it is probable that the property owners will pay the property service fees due. This judgement is dependent on the property occupancy status (which includes whether the property is owner occupied, leased, under renovation, vacant or the owner cannot be contacted). Properties with different occupancy statuses have historically generated different average collection rates.

### (ii) Impairment for trade and other receivables

The Group estimates impairment losses for trade and other receivables resulting from the inability of the customers to make the required payments. The Group bases the estimates on the ageing of the trade and other receivable balance, customer credit-worthiness, and historical write-off experience. If the financial condition of the customers were to deteriorate, actual write-offs would be higher than estimated.

## 2 會計判斷及估計(續)

附註26載有假設及與金融工具相關風險因素的資料。估計的不確定因素的其他主要來源如下：

### (i) 物業服務費的估計收繳率

本集團向園區項目的大量住宅物業業主提供物業服務，但是否能夠就有關服務從個別住宅物業業主收取現金則存在重大不確定性。管理層須作出重大判斷，以評估業主是否很可能支付到期的物業管理費。有關判斷視乎本集團所編製物業資料摘要所載物業佔用狀態(包括物業是否為業主自用、租賃、翻新、空置或無法聯絡業主)。具有不同佔用狀態的物業在過去的平均收款率各自不同。

### (ii) 貿易及其他應收款項減值

本集團會估計客戶無法作出所需付款而導致的貿易及其他應收款項減值虧損。本集團以貿易及其他應收款項餘額的賬齡、客戶信譽及過往撇銷經驗等資料作為估計基礎。倘客戶的財務狀況轉壞，則實際撇銷數額將會高於估計。

## 2 ACCOUNTING JUDGEMENT AND ESTIMATES (CONTINUED)

### (iii) Recognition of deferred tax assets

Deferred tax assets in respect of tax losses carried forward and deductible temporary differences are recognized and measured based on the expected manner of realisation or settlement of the carrying amount of the relevant assets and liabilities, using tax rates enacted or substantively enacted at the end of each reporting date. In determining the carrying amounts of deferred tax assets, expected taxable profits are estimated which involves a number of assumptions relating to the operating environment of the Group and require a significant level of judgement exercised by the directors. Any change in such assumptions and judgement would affect the carrying amounts of deferred tax assets to be recognized and hence the net profit in future years.

### (iv) Income tax

The Group is subject to income taxes in different jurisdictions. Significant judgement is required in determining the provisions for income taxes, as the calculations of which depend on the ultimate tax determinations and are subject to uncertainties. When the final tax outcomes of these matters are different from the amounts that were initially recorded, such differences will impact the income tax in the period in which such determinations are made.

### (v) Impairment of non-current assets

If circumstances indicate that the carrying amounts of property, plant and equipment, investment properties, interest in associates, interest in joint ventures and other financial assets may not be recoverable, the assets may be considered impaired and are tested for impairment. An impairment loss is recognised when the asset's recoverable amount has declined below its carrying amount. The recoverable amount is the greater of the fair value less costs to sell and value in use. In determining the recoverable amount which requires significant judgements, the Group estimates the future cash flows to be derived from continuing use and ultimate disposal of the asset and applies an appropriate discount rate to these future cash flows.

## 2 會計判斷及估計(續)

### (iii) 遞延所得稅的確認

有關已結轉稅項虧損及可抵扣暫時差額的遞延稅項資產，乃使用於結算日結束時已頒佈或實質頒佈的稅率，按照相關資產及負債賬面值的預期實現或結算方式確認及計量。在確定遞延稅項資產的賬面值時，會對預期應課稅利潤作出估計，當中涉及多項有關本集團經營環境的假設，並需要董事作出大量判斷。若該等假設及判斷出現任何變動，均會影響將予確認的遞延稅項資產的賬面值，繼而影響未來年度的純利。

### (iv) 所得稅

本集團須繳交不同司法權區的所得稅。在釐定所得稅撥備時，須作出重大判斷，所得稅撥備的計算視乎最終稅項決定及受不確定因素影響。如該等事項的最終稅項結果與初步入賬的金額不同，有關差額將影響作出有關釐定期間的所得稅。

### (v) 非流動資產減值

當情況顯示物業、廠房及設備、投資物業、於聯營公司的權益及於合營企業的權益的賬面值可能無法收回，則該等資產會被視為已減值及進行測試減值。當資產的可收回金額下跌至低於其賬面值時，則會確認減值虧損。可收回金額為公平值減銷售成本與使用價值兩者中的較高者。於釐定須作出重大判斷之可收回金額時，本集團會估計持續使用及最終出售資產所產生之未來現金流量及採用合適貼現率貼現此等未來現金流量。



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### 3 REVENUE AND SEGMENT REPORTING

#### (a) Revenue

The principal activities of the Group are provision of property services, consulting services and community living services (formerly named as “property management services, property consulting services and community value-added services” respectively).

The amount of each significant category of revenue are as follows:

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
<b>Property services</b>	<b>物業服務</b>		
Property management services	物業管理服務	2,619,927	2,090,872
		<b>2,619,927</b>	<b>2,090,872</b>
<b>Consulting services</b>	<b>諮詢服務</b>		
Property under construction services	在建物業服務	522,533	475,957
Management consulting services	管理諮詢服務	95,503	74,820
		<b>618,036</b>	<b>550,777</b>
<b>Community living services</b>	<b>園區生活服務</b>		
Community products and services	園區產品及服務	308,561	105,023
Home living services	家居生活服務	134,442	145,691
Community space services	園區空間服務	41,027	26,264
		<b>484,030</b>	<b>276,978</b>
		<b>3,721,993</b>	<b>2,918,627</b>

No revenue from transaction with single external customer is amounted around 10% or more of the Group's revenue for each of the periods presented.

Further details regarding the Group's principal activities are disclosed below:

### 3 收入及分部呈報

#### (a) 收入

本集團的主要業務為提供物業服務、諮詢服務及園區生活服務(前稱分別為物業管理服務、顧問諮詢服務及園區增值服務)。

各主要類別收入之金額如下：

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
<b>Property services</b>	<b>物業服務</b>		
Property management services	物業管理服務	2,619,927	2,090,872
		<b>2,619,927</b>	<b>2,090,872</b>
<b>Consulting services</b>	<b>諮詢服務</b>		
Property under construction services	在建物業服務	522,533	475,957
Management consulting services	管理諮詢服務	95,503	74,820
		<b>618,036</b>	<b>550,777</b>
<b>Community living services</b>	<b>園區生活服務</b>		
Community products and services	園區產品及服務	308,561	105,023
Home living services	家居生活服務	134,442	145,691
Community space services	園區空間服務	41,027	26,264
		<b>484,030</b>	<b>276,978</b>
		<b>3,721,993</b>	<b>2,918,627</b>

於相關期間，概無與單一外部客戶交易的收入佔本集團於各呈列期間的收入約10%或以上。

有關本集團主要業務的更多詳情於下文披露：

### 3 REVENUE AND SEGMENT REPORTING (CONTINUED)

#### (b) Segment reporting

The Group manages its businesses by geographical location. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has presented the following five reportable segments.

- Region 1: Hangzhou (include Yuhang)
- Region 2: Yangtze River Delta Region (include Ningbo)
- Region 3: Pearl River Delta Region
- Region 4: Bohai Economic Rim Region
- Region 5: Other Regions (including offshore locations)

Currently, the Group's activities are mainly carried out in the PRC.

#### (i) Segment results, assets and liabilities

For the purposes of assessing segment performance and allocating resources between segments, the Group's senior executive management monitors the results, assets and liabilities attributable to each reportable segment on the following bases:

Segment assets include all non-current assets and current assets with the exception of deferred tax assets. Segment liabilities include trade payables, accruals of the individual segments and bank borrowings managed directly by the segments with exceptions of current taxation and deferred tax liabilities.

### 3 收入及分部呈報(續)

#### (b) 分部呈報

本集團按地理位置管理其業務。在與內部呈報予本集團最高行政管理人員作出資源分配及表現評估的資料所用的方式一致的情況下，本集團現有下列五個可呈報分部。

- 地區一：杭州(包括餘杭)
- 地區二：長三角地區(包括寧波)
- 地區三：珠三角地區
- 地區四：環渤海經濟圈地區
- 地區五：其他地區(包括境外地區)

現時，本集團所有業務於中國進行。

#### (i) 分部業績、資產及負債

為就分部表現評核及分部間資源分配，本集團的高級管理人員按下列基準監督各可呈報分部的業績、資產及負債：

分部資產包括所有非流動資產及流動資產(遞延稅項資產除外)。分部負債包括貿易應付款項、個別分部的應計款項及由分部直接管理的銀行借款(即期稅項及遞延稅項負債除外)。

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## 財務報表附註

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### 3 REVENUE AND SEGMENT REPORTING (CONTINUED)

#### (b) Segment reporting (Continued)

- (i) **Segment results, assets and liabilities** (Continued)  
Revenue and expenses are allocated to the reportable segments with reference to revenue generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments.

The measure used for reporting segment profit is profit before taxation. In addition to receiving segment information concerning profit before taxation, management is provided with segment information concerning revenue (including inter segment sales), interest income and expense from cash balances and borrowings managed directly by segments, depreciation and amortisation, impairment losses and additions to non-current segment assets used by the segments in their operations. Inter-segment sales are priced with reference to prices charged to external parties for similar orders.

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the years ended 31 December 2016 and 2015 is set out below:

### 3 收入及分部呈報(續)

#### (b) 分部呈報(續)

- (i) **分部業績、資產及負債(續)**  
收入及開支乃經參考該等分部所產生的收入或該等分部產生或應佔折舊或攤銷產生的開支而分配至可呈報分部。

用於計量報告分部利潤的指標為除稅前利潤。除各分部的除稅前利潤外，管理層獲提供有關收入(包括分部間銷售)、由分部直接管理的現金結餘及借款產生的利息收入和開支、折舊、攤銷、減值虧損以及添置分部運營所用非流動分部資產的分部資料。分部間銷售是參照就類似訂單收取外部人士的價格而定的定價。

為就截至2016年及2015年12月31日止年度的資源分配及分部表現評核而向本集團最高行政管理人員提供的本集團可呈報分部資料載列如下：

# Notes to the Financial Statements

## 財務報表附註

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### 3 REVENUE AND SEGMENT REPORTING (CONTINUED)

#### (b) Segment reporting (Continued)

##### (i) Segment results, assets and liabilities (Continued)

### 3 收入及分部呈報(續)

#### (b) 分部呈報(續)

##### (i) 分部業績、資產及負債(續)

		Year ended 31 December 2016 截至2016年12月31日止年度							
		Hangzhou		Yangtze River Delta Region		Pearl River Delta Region	Bohai Economic Rim Region 環渤海 經濟圈地區	Other Regions 其他地區	Total
		杭州		長三角地區		珠三角地區	經濟圈地區	其他地區	總計
		Hangzhou (exclude Yuhang) 杭州 (不包括 餘杭)	Yuhang Region 餘杭地區	Yangtze River Region (exclude Ningbo) 長三角地區 (不包括 寧波)	Ningbo Region 寧波地區				
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Revenue from external customers	來自外部客戶收入	985,788	241,659	1,164,055	269,646	193,724	507,551	359,570	3,721,993
Inter-segment revenue	分部間收入	6,704	31	1,057	45	22	590	-	8,449
<b>Reportable segment revenue</b>	<b>可呈報分部收入</b>	<b>992,492</b>	<b>241,690</b>	<b>1,165,112</b>	<b>269,691</b>	<b>193,746</b>	<b>508,141</b>	<b>359,570</b>	<b>3,730,442</b>
<b>Reportable segment profit</b>	<b>可呈報分部利潤</b>	<b>69,372</b>	<b>33,751</b>	<b>143,271</b>	<b>42,563</b>	<b>21,544</b>	<b>83,890</b>	<b>49,851</b>	<b>444,242</b>
Interest income	利息收入	2,310	85	334	97	36	126	2,309	5,297
Interest expense	利息開支	(6,964)	-	-	-	-	-	-	(6,964)
Share of profits less losses of associates	分佔聯營公司利潤減虧損	4,428	-	-	-	-	-	-	4,428
Share of profits less losses of joint ventures	分佔合營企業利潤減虧損	(1,018)	-	-	-	-	-	-	(1,018)
Depreciation and amortisation for the year	年度折舊及攤銷	(9,912)	(468)	(2,211)	(457)	(331)	(662)	(752)	(14,793)
<b>Reportable segment assets</b>	<b>可呈報分部資產</b>	<b>903,228</b>	<b>159,843</b>	<b>875,235</b>	<b>202,820</b>	<b>153,102</b>	<b>261,812</b>	<b>1,576,264</b>	<b>4,132,304</b>
Including:	包括:								
Interest in joint ventures	於合營企業的投資	7,695	-	-	-	-	-	86,571	94,266
Interest in associates	於聯營公司的投資	32,443	-	-	-	-	-	-	32,443
Additions to property, plant and equipment segment assets during the year	年內添置物業、廠房及設備分部資產	205,160	1,494	6,443	1,712	1,552	1,658	1,437	219,456
<b>Reportable segment liabilities</b>	<b>可呈報分部負債</b>	<b>1,187,308</b>	<b>90,745</b>	<b>567,586</b>	<b>133,260</b>	<b>101,602</b>	<b>71,138</b>	<b>156,368</b>	<b>2,308,007</b>

# Notes to the Financial Statements

## 財務報表附註

for the year ended 31 December 2016 截至2016年12月31日止年度  
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### 3 REVENUE AND SEGMENT REPORTING (CONTINUED)

#### (b) Segment reporting (Continued)

##### (i) Segment results, assets and liabilities (Continued)

### 3 收入及分部呈報(續)

#### (b) 分部呈報(續)

##### (i) 分部業績、資產及負債(續)

		Year ended 31 December 2015 截至2015年12月31日止年度							
		Hangzhou		Yangtze River Delta Region		Pearl River Delta Region	Bohai Economic Rim Region	Other Regions	Total
		杭州		長三角地區		珠三角地區	經濟圈地區	其他地區	總計
		Hangzhou (exclude Yuhang) 杭州 (不包括 餘杭)	Yuhang Region	Yangtze River Region (exclude Ningbo) 長三角地區 (不包括 寧波地區)	Ningbo Region				
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Revenue from external customers	來自外部客戶收入	823,502	166,876	917,464	231,165	132,419	383,946	263,255	2,918,627
Inter-segment revenue	分部間收入	8,774	86	3,640	902	9	179	12	13,602
<b>Reportable segment revenue</b>	<b>可呈報分部收入</b>	<b>832,276</b>	<b>166,962</b>	<b>921,104</b>	<b>232,067</b>	<b>132,428</b>	<b>384,125</b>	<b>263,267</b>	<b>2,932,229</b>
<b>Reportable segment profit</b>	<b>可呈報分部利潤</b>	<b>39,771</b>	<b>21,517</b>	<b>117,049</b>	<b>10,269</b>	<b>21,034</b>	<b>53,000</b>	<b>33,662</b>	<b>296,302</b>
Interest income	利息收入	1,595	45	269	73	13	110	80	2,185
Interest expense	利息開支	(9,254)	-	-	-	-	-	-	(9,254)
Share of profits less (losses) of associates	分佔聯營公司利潤減(虧損)	1,784	-	-	-	-	-	-	1,784
Share of profits less (losses) of joint ventures	分佔合營企業利潤減(虧損)	(266)	-	-	-	-	-	-	(266)
Depreciation and amortisation for the year	年度折舊及攤銷	(8,711)	(354)	(1,980)	(467)	(163)	(398)	(568)	(12,641)
Impairment of goodwill	商譽減值	(649)	-	-	-	-	-	-	(649)
<b>Reportable segment assets</b>	<b>可呈報分部資產</b>	<b>694,790</b>	<b>94,137</b>	<b>741,951</b>	<b>160,621</b>	<b>80,504</b>	<b>179,314</b>	<b>148,382</b>	<b>2,099,699</b>
Including:	包括:								
Interest in joint ventures	於合營企業的投資	3,104	-	-	-	-	-	-	3,104
Interest in associates	於聯營公司的投資	11,946	-	-	-	-	-	-	11,946
Additions to property, plant and equipment segment assets during the year	年內添置物業、廠房及設備分部資產	13,998	602	2,005	622	193	437	1,340	19,197
<b>Reportable segment liabilities</b>	<b>可呈報分部負債</b>	<b>954,345</b>	<b>60,738</b>	<b>575,522</b>	<b>129,882</b>	<b>50,412</b>	<b>70,432</b>	<b>74,320</b>	<b>1,915,651</b>

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## 財務報表附註

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### 3 REVENUE AND SEGMENT REPORTING (CONTINUED)

#### (b) Segment reporting (Continued)

##### (ii) Reconciliations of reportable segment revenues, profit or loss, assets and liabilities

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
<b>Revenue</b>	<b>收入</b>		
Reportable segment revenue	可呈報分部收入	3,730,442	2,932,229
Elimination of inter-segment revenue	對銷分部間收入	(8,449)	(13,602)
Consolidated revenue (note 3(a))	綜合收入(附註3(a))	3,721,993	2,918,627
		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
<b>Profit</b>	<b>利潤</b>		
Reportable segment profit	可呈報分部利潤	444,242	296,302
Elimination of inter-segment profits	對銷分部間利潤	-	-
Reportable segment profit derived from Group's external customers	來自本集團外部客戶的可呈報分部利潤	444,242	296,302
Listing expenses	上市開支	(25,654)	(18,176)
Consolidated profit before taxation	除稅前綜合利潤	418,588	278,126

### 3 收入及分部呈報(續)

#### (b) 分部呈報(續)

##### (ii) 可呈報分部收入、損益、資產及負債的對賬



# Notes to the Financial Statements

## 財務報表附註

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### 3 REVENUE AND SEGMENT REPORTING (CONTINUED)

### 3 收入及分部呈報(續)

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
<b>Assets</b>	<b>資產</b>		
Reportable segment assets	可呈報分部資產	4,132,304	2,099,699
Elimination of inter-segment receivables	對銷分部間應付款項	(860,289)	(513,640)
Deferred tax assets	遞延稅項資產	50,704	55,826
Consolidated total assets	綜合總資產	3,322,719	1,641,885
		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
<b>Liabilities</b>	<b>負債</b>		
Reportable segment liabilities	可呈報分部負債	2,308,007	1,915,651
Elimination of inter-segment payables	對銷分部間應付款項	(860,289)	(513,640)
Current tax liabilities	即期稅項負債	118,461	88,495
Deferred tax liabilities	遞延稅項負債	10,804	2,502
Consolidated total liabilities	綜合總負債	1,576,983	1,493,008

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## 財務報表附註

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### 4 OTHER REVENUE AND OTHER NET INCOME 4 其他收入及其他淨收益

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
<b>Other revenue</b>	<b>其他收入</b>		
Government grants (note (i))	政府補助(附註(i))	10,511	16,147
Others	其他	5,717	3,924
		<b>16,228</b>	<b>20,071</b>

(i) Government grants mainly represent unconditional discretionary financial support from local municipal government authorities.

(i) 政府補助主要指地方市政府機關提供的無條件酌情財務支持。

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
<b>Other net income</b>	<b>其他淨收益</b>		
Net loss on sale of property, plant and equipment	出售物業、廠房及設備虧損淨額	(619)	(275)
Net realised gains on other financial assets	其他金融資產已實現收益淨額	334	429
Net foreign exchange gains	外匯兌換淨收益	4,237	-
		<b>3,952</b>	<b>154</b>

# Notes to the Financial Statements

## 財務報表附註

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### 5 PROFIT BEFORE TAXATION

Profit before taxation is arrived at after (crediting)/charging:

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
<b>(a) Finance costs</b>	<b>(a) 融資成本</b>		
Interest income on bank deposits	銀行存款利息收入	5,297	2,185
Interest expense on bank loans	銀行貸款利息支出	(6,964)	(9,254)
Net finance costs	融資成本淨額	(1,667)	(7,069)
<b>(b) Staff costs</b>	<b>(b) 員工成本</b>		
Salaries and other benefits	薪金及其他福利	1,097,631	1,136,164
Contributions to defined contribution scheme (note (i))	界定計劃供款 (附註(i))	163,227	150,451
		<b>1,260,858</b>	<b>1,286,615</b>
Included in:	計入：		
— Cost of sales	— 銷售成本	1,111,709	1,151,540
— Administrative expenses	— 行政開支	149,149	135,075
		<b>1,260,858</b>	<b>1,286,615</b>

- (i) Employees of the Group's PRC subsidiaries are required to participate in a defined contribution scheme administered and operated by the local municipal government. The Group's PRC subsidiaries contribute funds which are calculated on certain percentages of the employee salary as agreed by the local municipal government to the scheme to fund the retirement benefits of the employees.

The Group has no other material obligation for the payment of retirement benefits associated with these schemes beyond the annual contributions described above.

### 5 稅前利潤

年內利潤已(計入)/扣除下列各項後達至：

- (i) 本集團的中國附屬公司僱員須參加由地方市政府管理及運營的界定供款計劃。本集團的中國附屬公司乃按地方市政府同意的僱員薪金若干百分比向計劃供款，以撥支僱員退休福利。

除上述年度供款外，本集團概無其他與該等計劃相關的退休福利付款的重大責任。

# Notes to the Financial Statements

## 財務報表附註

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### 5 PROFIT BEFORE TAXATION (CONTINUED)

### 5 稅前利潤(續)

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
<b>(c) Other items</b>	<b>(c) 其他項目</b>		
Impairment losses	減值虧損		
— trade and other receivables (note 16(b))	— 貿易及其他應收款項 (附註16(b))	28,699	22,321
— goodwill	— 商譽	-	649
		<b>28,699</b>	<b>22,970</b>
Depreciation and amortisation	折舊及攤銷	14,793	12,641
Operating lease charges	經營租賃費用	42,357	28,804
Auditors' remuneration	核數師酬金		
— audit services	— 審核服務	4,400	4,327

### 6 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS

### 6 綜合損益表的所得稅

(a) Taxation in the consolidated statement of profit or loss represents:

(a) 於綜合損益表內的稅項代表：

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
<b>Current tax</b>	<b>即期稅項</b>		
PRC corporate income tax	中國企業所得稅	108,199	81,605
Under-provision in respect of prior years	過往年度撥備不足	2,178	-
		<b>110,377</b>	<b>81,605</b>
<b>Deferred tax</b>	<b>遞延稅項</b>		
Origination and reversal of temporary differences	暫時差額的產生及撥回	5,122	(8,548)
Withholding tax on the profits of the Group's PRC subsidiaries (note (b)(iii))	本集團中國附屬公司利潤預扣稅(附註(b)(iii))	8,302	2,502
		<b>13,424</b>	<b>(6,046)</b>
		<b>123,801</b>	<b>75,559</b>

# Notes to the Financial Statements

## 財務報表附註

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### 6 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (CONTINUED)

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

### 6 綜合損益表的所得稅(續)

#### (b) 稅項開支與按適用稅率計算的會計利潤之對賬：

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Profit before taxation	除稅前溢利	418,588	278,126
Notional tax on profit before taxation, calculated at the rates applicable to profits in the tax jurisdictions concerned (note (i) and (ii))	按相關稅務司法權區利潤適用之稅率計算除稅前利潤之名義稅項(附註(i)及(ii))	107,331	69,532
Tax effect of non-deductible expenses, net of non-taxable income	不可扣稅開支之稅務影響，扣除非應課稅收入	1,698	1,593
Tax effect of deductible temporary difference (utilised)/not recognised	(動用)/未確認可扣稅暫時差額之稅務影響	(2,683)	885
Tax effect of unused tax losses not recognised	未確認之未使用稅項虧損之稅務影響	9,563	1,793
Utilisation of tax loss previously not recognized	動用之前尚未確認之稅項虧損	(1,735)	(395)
Tax effect of share of results of associates and joint ventures	應佔聯營公司及合營企業業績之稅務影響	(853)	(351)
Withholding tax on the profits of the Group's PRC subsidiaries (note (iii))	本集團中國附屬公司利潤之預扣稅(附註(iii))	8,302	2,502
Under-provision in respect of prior years	過往年度撥備不足	2,178	-
Actual tax expense	實際稅項開支	123,801	75,559

### 6 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (CONTINUED)

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

(Continued)

- (i) Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands ("BVI"), the Group is not subject to any income tax in the Cayman Islands and BVI.

The income tax rate applicable to Group entities incorporated in Hong Kong for the income subject to Hong Kong Profits Tax during the reporting period is 16.5% (2015: 16.5%). No provision for Hong Kong Profits Tax has been made as the Group did not earn any income subject to Hong Kong Profits Tax during the above periods.

#### (ii) PRC Corporate Income Tax

The Group's PRC subsidiaries are subject to PRC income tax at 25% unless otherwise specified.

Among the subsidiaries of the Group, the respective tax authority in Hangzhou and Ningbo have approved an income tax rate of 20% for Hangzhou Greentown Vocational Training School and Ningbo Greentown Advertisement Company Limited for the years ended 31 December 2016 and 2015.

#### (iii) PRC dividend withholding tax

According to the Implementation Rules of the Corporate Income tax Law of the PRC, the Company's subsidiaries in the PRC are levied a 10% withholding tax on dividends declared to their foreign investment holding company arising from profit earned subsequent to 1 January 2008. In respect of dividends that are subject to the withholding tax, provision for withholding tax is recognised for the dividends that have been declared, and deferred tax liability is recognised for those to be declared in the foreseeable future. As at 31 December 2016, withholding tax of RMB10,804,000 has been provided for in respect of the tax that would be payable on the distribution of the retained profits of the Group's PRC subsidiaries.

### 6 綜合損益表的所得稅(續)

#### (b) 稅項開支與按適用稅率計算的會計利潤之對賬：(續)

- (i) 根據開曼群島及英屬維京群島(「英屬維京群島」)的規則及規例，本集團毋須繳交任何開曼群島及英屬維京群島的所得稅。

於香港註冊成立的集團實體須就報告期間繳納香港利得稅的收入的適用所得稅稅率為16.5%(2015年：16.5%)。由於本集團於上述期間並無賺取任何須繳納香港利得稅的收入，故本集團並無就香港利得稅作出撥備。

#### (ii) 中國企業所得稅

除另有指明外，本集團的中國附屬公司須按所得稅稅率25%繳稅。

截至2016年及2015年12月31日止年度，在本集團的附屬公司中，杭州及寧波的稅務機關各自向杭州市綠城職業培訓學校及寧波綠城廣告有限公司批出20%的所得稅稅率。

#### (iii) 中國股息預扣稅

根據《中華人民共和國企業所得稅法實施條例》，就2008年1月1日後賺取的利潤而言，貴公司中國附屬公司須就向外商投資控股公司宣派的股息繳付10%的預扣稅。就須繳付預扣稅的股息而言，本集團就已宣派股息確認預扣稅撥備，以及就於可見將來宣派的股息確認遞延稅項負債。於2016年12月31日，已就分派本集團中國附屬公司的保留利潤時應付的稅項確認人民幣10,804,000元的預扣稅。



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### 7 DIRECTORS' EMOLUMENTS

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

### 7 董事酬金

根據香港公司條例第383(1)條及公司(披露董事利益資料)規例第2部，董事酬金披露如下：

		Directors' fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	2016 Total
		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
		董事袍金	薪金、津貼及實物福利	酌情花紅	退休計劃供款	2016年總計
<b>Chairman</b>	<b>主席</b>					
Ms. Li Hairong	李海榮女士	-	311	600	-	911
<b>Executive directors</b>	<b>執行董事</b>					
Mr. Yang Zhangfa	楊掌法先生	-	250	432	70	752
Mr. Wu Zhihua	吳志華先生	-	250	285	70	605
Mr. Chen Hao	陳浩先生	-	191	312	-	503
<b>Non-executive directors</b>	<b>非執行董事</b>					
Mr. Shou Bainian	壽柏年先生	85	-	-	-	85
Ms. Xia Yibo	夏一波女士	85	-	-	-	85
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>					
Mr. Tian Zaiwei	田在璋先生	85	-	-	-	85
Mr. Poon Chiu Kwok	潘昭國先生	85	-	-	-	85
Mr. Wong Ka Yi	黃嘉宜先生	85	-	-	-	85
		425	1,002	1,629	140	3,196

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## 財務報表附註

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### 7 DIRECTORS' EMOLUMENTS (CONTINUED)

### 7 董事酬金(續)

		Directors' fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	2015 Total
		董事袍金	薪金、津貼及實物福利	酌情花紅	退休計劃供款	2015年總計
		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
<b>Chairman</b>	<b>主席</b>					
Ms. Li Hairong	李海榮女士	-	323	600	-	923
<b>Executive directors</b>	<b>執行董事</b>					
Mr. Yang Zhangfa	楊掌法先生	-	251	422	62	735
Mr. Wu Zhihua	吳志華先生	-	241	283	60	584
Mr. Chen Hao	陳浩先生	-	63	104	-	167
		-	878	1,409	122	2,409

(i) On 27 November 2015, Mr. Yang Zhangfa, Mr. Wu Zhihua and Mr. Chen Hao were appointed as executive directors, Mr. Shou Bainian and Ms. Xia Yibo were appointed as non-executive directors and Mr. Tian Zaiwei, Mr. Wong Ka Yi and Mr. Poon Chiu Kwok were appointed as independent non-executive directors.

(ii) There were no emoluments during the above periods paid by the Group to the directors or any of the five highest paid individuals set out in note 8 below as an inducement to join or upon joining the Group or as compensation for loss of office. In addition, no director has waived or agreed to waive any emoluments during the above periods.

(iii) Discretionary bonus is determined by reference to the performance of individuals and the Group.

(i) 於2015年11月27日，楊掌法先生、吳志華先生及陳浩先生獲委任為執行董事，壽柏年先生及夏一波女士獲委任為非執行董事，田在瑋先生、黃嘉宜先生及潘昭國先生獲委任為獨立非執行董事。

(ii) 於上述期間，本集團概無向董事或下文附註8所述的五位最高薪人士支付任何酬金，作為邀請彼等加入或加入本集團後的獎勵或離職補償。此外，於上述期間，概無董事放棄或同意放棄任何酬金。

(iii) 酌情花紅乃按個人及本集團表現而釐定。

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## 財務報表附註

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### 8 INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, three (2015: three) are directors whose emoluments are disclosed in note 7. The aggregate of the emoluments in respect of the other two (2015: two) individuals are as follows:

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Salaries, allowance, and benefits in kind	薪金、津貼及實物福利	336	324
Discretionary bonuses	酌情花紅	1,567	741
Retirement scheme contributions	退休計劃供款	70	124
		<b>1,973</b>	1,189

The emoluments of the above individuals with the highest emoluments are within the following bands:

		2016 2016年 Number of individuals 人數	2015 2015年 Number of individuals 人數
Nil — HKD1,000,000	零至1,000,000港元	1	2
HKD1,000,000 — HKD1,500,000	1,000,000港元至1,500,000港元	1	-

### 8 最高薪人士

五名最高薪人士中，三人(2015年：三人)為董事，彼等的酬金於附註7披露，其餘兩名(2015年：兩名)人士的酬金總額載列如下：

上述最高薪人士的酬金範圍如下：

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### 9 EARNINGS PER SHARE

The calculation of basic earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of RMB285,540,000 (2015: RMB197,818,000) and the weighted average of 2,367,637,290 ordinary shares (2015: 2,000,000,000 shares) in issue during the year, calculated as follows:

#### Weighted average number of ordinary shares

		2016 2016年	2015 2015年
Issued ordinary shares at 1 January (note 24 (c)(i))	於1月1日已發行普通股 (附註24(c)(i))	1,000,000,000	100,000
Effect of issue of shares upon Reorganisation on 7 August 2015 (note 24 (c)(ii))	於2015年8月7日重組後 發行股份之影響 (附註24(c)(ii))	-	999,900,000
Effect of capitalisation issue on 12 July 2016 (note 24 (c)(ii))	於2016年7月12日資本化發行之 影響(附註24(c)(ii))	1,000,000,000	1,000,000,000
Effect of issue of shares upon initial public offering on 12 July 2016 (note 24 (c)(iii))	於2016年7月12日首次公開 發售後發行股份之影響 (附註24(c)(iii))	367,637,290	-
Weighted average number of ordinary shares at 31 December	於12月31日之普通股加權平均數	<b>2,367,637,290</b>	2,000,000,000

The weighted average number of shares in issue during the year ended 31 December 2015 and 2016 is determined based on the assumption that 2,000,000,000 ordinary shares of the Company were in issue, comprising 1,000,000,000 shares in issue and 1,000,000,000 shares issued pursuant to a capitalisation issue, as if these shares were outstanding throughout the year of 2015 and the period from 1 January 2016 to the Listing Date.

There were no dilutive potential ordinary shares during the years ended 31 December 2016 and 2015 and, therefore, diluted earnings per share are the same as the basic earnings per share.

### 9 每股盈利

每股基本盈利乃根據年內本公司權益股東應佔利潤人民幣285,540,000元(2015年：人民幣197,818,000元)及已發行普通股加權平均數2,367,637,290股(2015年：2,000,000,000股)計算，有關計算方式如下：

#### 普通股加權平均數

截至2015年及2016年12月31日止年度，已發行股份加權平均數乃根據假設本公司已發行2,000,000,000股普通股(包括1,000,000,000股已發行股份及根據資本化發行的1,000,000,000股股份)釐定，猶如該等股份於2015年全年及自2016年1月1日起至上市日期期間已發行在外。

截至2016年及2015年12月31日止年度並無具攤薄潛力的普通股，因此，每股攤薄盈利與每股基本盈利相同。

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### 10 PROPERTY, PLANT AND EQUIPMENT

### 10 物業、廠房及設備

		Buildings	Leasehold improvements	Office equipment and furniture	Motor vehicles	Software	Construction-in-progress	Total
		樓宇	租賃物業裝修	辦公室設備及家具	汽車	軟件	在建工程	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
<b>Cost:</b>	<b>成本：</b>							
At 1 January 2015	於2015年1月1日	4,939	11,877	27,012	14,566	2,404	-	60,798
Additions	添置	-	6,320	5,541	1,948	4,942	-	18,751
Acquisition of subsidiaries	收購附屬公司	-	-	50	-	396	-	446
Transferred from investment properties	轉撥自投資物業	31,015	-	-	-	-	-	31,015
Disposals	出售	-	(697)	(1,089)	(306)	-	-	(2,092)
At 31 December 2015	於2015年12月31日	35,954	17,500	31,514	16,208	7,742	-	108,918
Additions	添置	171,330	6,786	15,953	1,575	6,054	17,758	219,456
Disposals	出售	(3,980)	-	(1,019)	(98)	-	-	(5,097)
Disposal of subsidiaries	出售附屬公司	-	-	(114)	-	(396)	-	(510)
At 31 December 2016	於2016年12月31日	203,304	24,286	46,334	17,685	13,400	17,758	322,767
<b>Accumulated depreciation:</b>	<b>累計折舊：</b>							
At 1 January 2015	於2015年1月1日	(994)	(5,215)	(14,562)	(5,010)	(1,392)	-	(27,173)
Charge for the year	年度開支	(1,577)	(4,691)	(4,390)	(1,562)	(298)	-	(12,518)
Transferred from investment properties	轉撥自投資物業	(6,998)	-	-	-	-	-	(6,998)
Written back on disposals	出售撥回	-	269	887	225	-	-	1,381
At 31 December 2015	於2015年12月31日	(9,569)	(9,637)	(18,065)	(6,347)	(1,690)	-	(45,308)
At 1 January 2016	於2016年1月1日	(9,569)	(9,637)	(18,065)	(6,347)	(1,690)	-	(45,308)
Charge for the year	年度支出	(1,656)	(4,421)	(5,400)	(1,528)	(1,788)	-	(14,793)
Written back on disposals	出售撥回	858	-	841	95	-	-	1,794
Disposal of subsidiaries	出售附屬公司	-	-	3	-	8	-	11
At 31 December 2016	於2016年12月31日	(10,367)	(14,058)	(22,621)	(7,780)	(3,470)	-	(58,296)
<b>Net book value:</b>	<b>賬面淨值：</b>							
At 31 December 2016	於2016年12月31日	192,937	10,228	23,713	9,905	9,930	17,758	264,471
At 31 December 2015	於2015年12月31日	26,385	7,863	13,449	9,861	6,052	-	63,610

Buildings of the Group are all located in the PRC. No property, plant and equipment of the Group was pledged as collateral for the Group's borrowings.

As at 31 December 2016, certain buildings with carrying value of RMB21,194,000 (2015: RMB22,667,000) had no property certificates due to the collectively-owner right, and buildings with carrying value of RMB146,016,000 (2015: nil) were in the process of application of property certificates.

本集團所有樓宇均位於中國。本集團概無物業、廠房及設備已抵押作為本集團借款的抵押品。

於2016年12月31日，若干賬面值為人民幣21,194,000元(2015年：人民幣22,667,000元)的樓宇因集體擁有而無房屋所有權證，及賬面值為人民幣146,016,000元(2015年：無)的樓宇正在申請房屋所有權證。

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### 11 INTEREST IN ASSOCIATES

### 11 於聯營公司的權益

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Costs of investment, unlisted	非上市投資成本	22,704	11,448
Share of post-acquisition results, net of dividends received	應佔收購後業績 (經扣除已收股息)	5,132	498
Share of reserve of associates	應佔聯營公司儲備	95	-
Goodwill	商譽	4,512	-
		<b>32,443</b>	<b>11,946</b>

The following list contains associates of the Group, all of which are unlisted corporate entities whose quoted market price is not available:

下表列出均為非上市企業實體且並無市場報價之本集團聯營公司之資料：

Name of associate 聯營公司名稱	Form of business structure 業務架構形式	Place of incorporation and business 註冊成立及營業地點	Registered capital 註冊資本	Effective interest held by the Group At 31 December 本集團持有的實際權益 於12月31日		Principal activity 主要業務
				2016 2016年	2015 2015年	
Yiwu State-owned Greentown Property Services Company Limited 義烏市國資綠城物業服務有限公司	Incorporated 註冊成立	the PRC 中國	RMB3,000,000 人民幣 3,000,000元	40%	40%	Property management 物業服務
Shanghai Xinhua Greentown Property Services Company Limited ("Shanghai Xinhua") 上海新湖綠城物業服務有限公司 ([上海新湖])	Incorporated 註冊成立	the PRC 中國	RMB5,000,000 人民幣 5,000,000元	40%	40%	Property management 物業服務
Shenyang Xinhua Greentown Property Services Company Limited 瀋陽新湖綠城物業服務有限公司	Incorporated 註冊成立	the PRC 中國	RMB5,000,000 人民幣 5,000,000元	40%	40%	Property management 物業服務
Jiaxing Xinhua Greentown Property Services Company Limited 嘉興新湖綠城物業服務有限公司	Incorporated 註冊成立	the PRC 中國	RMB500,000 人民幣 500,000元	40%	40%	Property management 物業服務



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### 11 INTEREST IN ASSOCIATES (CONTINUED)

### 11 於聯營公司的權益(續)

Name of associate 聯營公司名稱	Form of business structure 業務架構形式	Place of incorporation and business 註冊成立及營業地點	Registered capital 註冊資本	Effective interest held by the Group 本集團持有的實際權益		Principal activity 主要業務
				At 31 December 於12月31日	2015 2015年	
Quzhou Xinhua Greentown Services Company Limited 衢州新湖綠城物業服務有限公司	Incorporated 註冊成立	the PRC 中國	RMB500,000 人民幣 500,000元	40%	40%	Property management 物業服務
Jurong Xinhua Baohua Conference Center Company Limited 句容新湖寶華會議中心有限公司	Incorporated 註冊成立	the PRC 中國	RMB100,000 人民幣 100,000元	40%	40%	Meeting and banquet services 會議及宴會服務
Zhejiang Xinhua Greentown Property Services Company Limited ("Zhejiang Xinhua") 浙江新湖綠城物業服務有限公司 ("浙江新湖")	Incorporated 註冊成立	the PRC 中國	RMB3,000,000 人民幣 3,000,000元	40%	40%	Property management 物業服務
Hangzhou Xinhua Hotel Management Company Limited 杭州新湖酒店管理有限公司	Incorporated 註冊成立	the PRC 中國	RMB1,000,000 人民幣 1,000,000元	20%	20%	Hotel management 酒店管理
Hangzhou Lvman Technology Company Limited ("Lvman Technology") 杭州綠漫科技有限公司("綠漫科技")	Incorporated 註冊成立	the PRC 中國	RMB5,000,000 人民幣 5,000,000元	20%	20%	I.T. services, Technical consultation 信息技術服務技術諮詢
Zhejiang Greentown Uoko Asset Management Company Limited ("Greentown Uoko") (note(i)) 浙江綠城優客資產管理有限公司 ("綠城優客")(附註(i))	Incorporated 註冊成立	the PRC 中國	RMB30,000,000 人民幣 30,000,000元	40%	40%	Investment consultant service, asset management service 投資諮詢服務、資產管理服務
Zhejiang Twin Cities cultural creation Company Limited ("Twin Cities Culture")(note(ii)) 浙江雙城文化創意有限公司 ("雙城文化")(附註(ii))	Incorporated 註冊成立	the PRC 中國	RMB11,000,000 人民幣 11,000,000元	45%	-	Cultural exhibition, advertising 文化會展、廣告

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### 11 INTEREST IN ASSOCIATES (CONTINUED)

### 11 於聯營公司的權益(續)

Name of associate 聯營公司名稱	Form of business structure 業務架構形式	Place of incorporation and business 註冊成立及營業地點	Registered capital 註冊資本	Effective interest held by the Group 本集團持有的實際權益		Principal activity 主要業務
				At 31 December 於12月31日	2015 2015年	
Zhangjiang Communications Investment Greentown Property Service Company Limited (formerly known as "Zheyuan Property Management Company Limited") ("Communications Investment Greentown") (note (iii)) 浙江交投綠城物業服務有限公司 (原名"浙元物業管理有限公司") (「交投綠城」)(附註(iii))	Incorporated 註冊成立	the PRC 中國	RMB5,000,000 人民幣 5,000,000元	40%	2015 2015年	- Property management 物業服務
Zhejiang Lvbang Property Services Company Limited ("Lvbang PM") (note (iv)) 浙江綠邦物業管理有限公司 (「綠邦物業管理」)(附註(iv))	Incorporated 註冊成立	the PRC 中國	RMB5,000,000 人民幣 5,000,000元	15%	2015 2015年	- Property management 物業服務
Zhejiang Lansong Supply Chain Management Company Limited 浙江藍頌供應鏈管理有限公司	Incorporated 註冊成立	the PRC 中國	RMB10,010,000 人民幣 10,010,000元	24%	2015 2015年	- Supply Chain Management 供應鏈管理

\* All the PRC entities are limited liability companies. The English translation of the company name is for reference only. The official names of these companies are in Chinese.

\* 所有中國實體為有限責任公司。公司名稱的英文翻譯僅供參考。該等公司的法定名稱為中文。

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### 11 INTEREST IN ASSOCIATES (CONTINUED)

- (i) In September 2015, the Group entered into a binding cooperation framework agreement with Sichuan Uoko Investment Management Co., Ltd., a Chinese online apartment rental site headquartered in Chengdu, to set up Greentown Uoko, in which the Group holds 40% equity interests.
- (ii) In February 2016, the Group entered into an equity transfer agreement with Lancheng Property Construction Management Group Co., Ltd., of which Mr. Song Weiping is a major shareholder, to acquire its 45% equity interests in Twin Cities Culture for a cash consideration of RMB1. As of 31 December 2016, the paid up capital of Twin Cities Culture was RMB350,000. After the acquisition, Twin Cities Culture became an associate of the Group. The excess of Group's share of acquisition date fair value of the investee's identifiable net assets over the cost of investment of RMB46,000 was recognised in the consolidated statements of profit or loss of the Group for the year ended 31 December 2016.
- (iii) In June 2016, the Group entered into an equity transfer agreement with a third party to acquire 40% equity interests in Communications Investment Greentown for a cash consideration of RMB2,276,000. After the acquisition, Communications Investment Greentown became an associate of the Group.
- (iv) In November 2016, the Group entered into an equity transfer agreement with a third party to acquire 15% equity interests in Lvbang PM for a cash consideration of RMB5,250,000. As the Group has one fifth voting power in the board of director of Lvbang PM, the Group accounted for the investment as interest in associates.

All of the above associates are accounted for using the equity method in the consolidated financial statements.

### 11 於聯營公司的權益(續)

- (i) 於2015年9月，本集團與總部設於成都的中國網上租房網四川優客投資管理有限公司簽訂了有約束力的合作框架合同，以成立本集團持有40%股本權益的綠城優客。
- (ii) 於2016年2月，本集團與藍城房產建設管理集團有限公司(宋卫平先生為主要股東)訂立股權轉讓協議，以按代價人民幣1元購入雙城文化的45%股本權益。截至2016年12月31日，雙城文化的繳足股本為人民幣350,000元。於收購後，雙城文化成為本集團的聯營公司。本集團分佔收購日期被投資方可識別資產淨值超出投資成本的差額人民幣46,000元已於本集團截至2016年12月31日止年度的綜合損益表中確認。
- (iii) 於2016年6月，本集團與獨立第三方訂立股權轉讓協議，以現金代價人民幣2,276,000元收購交投綠城40%股權。於收購後，交投綠城成為本集團的聯營公司。
- (iv) 於2016年11月，本集團與第三方訂立股權轉讓協議，以現金代價人民幣5,250,000元收購綠邦物業管理15%股權。由於本集團擁有綠邦物業管理董事會五分之一投票權，本集團將該投資入賬列作聯營公司的權益。

所有上述聯營公司均採用權益法於綜合財務報表入賬。

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### 12 INTEREST IN JOINT VENTURES

### 12 於合營企業的權益

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Costs of investment, unlisted	非上市投資成本	96,313	4,133
Share of post-acquisition results, net of dividends received	應佔收購後業績 (經扣除已收股息)	(2,606)	(1,588)
Goodwill	商譽	559	559
		<b>94,266</b>	<b>3,104</b>

Details of the Group's interest in joint ventures, which is accounted for using the equity method in the consolidated financial statements, are as follows:

採用權益法於綜合財務資料入賬的本集團於合營企業的權益的詳情如下：

Name of joint venture 合營企業名稱	Form of business structure 業務架構形式	Place of incorporation and business 註冊成立及營業地點	Registered capital 註冊資本	Effective interest held by the Group At 31 December 本集團持有的實際權益 於12月31日		Principal activity 主要業務
				2016 2016年	2015 2015年	
Zhejiang Lvxi Property Management Company Limited ("Zhejiang Lvxi") 浙江綠西物業管理有限公司(「浙江綠西」)	Incorporated 註冊成立	the PRC 中國	RMB5,000,000 人民幣 5,000,000元	50%	50%	Property management 物業服務
Nantong Golden Butler Property Management Company Limited ("Nantong Golden") 南通金管家物業管理有限公司(「南通金」)	Incorporated 註冊成立	the PRC 中國	RMB500,000 人民幣 500,000元	50%	50%	Property management 物業服務
Shanghai Huamu Greentown Property Management Company Limited 上海花木綠城物業服務有限公司	Incorporated 註冊成立	the PRC 中國	RMB1,000,000 人民幣 1,000,000元	50%	50%	Property management 物業服務

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### 12 INTEREST IN JOINT VENTURES (CONTINUED) 12 於合營企業的權益(續)

Name of joint venture 合營企業名稱	Form of business structure 業務架構形式	Place of incorporation and business 註冊成立及營業地點	Registered capital 註冊資本	Effective interest held by the Group 本集團持有的實際權益		Principal activity 主要業務
				At 31 December 於12月31日	2015 2015年	
Anhui Yanye Greentown Property Management Company Limited ("Anhui Yanye") (note (i)) 安徽鹽業綠城物業服務有限公司 ([安徽鹽業])(附註(i))	Incorporated 註冊成立	the PRC 中國	RMB3,000,000 人民幣 3,000,000元	60%	60%	Property management 物業服務
Jinan High-tech Greentown Property Management Company Limited ("Jinan High-tech") (note (ii)) 濟南高新綠城物業管理有限公司 ([濟南高新])(附註(ii))	Incorporated 註冊成立	the PRC 中國	RMB10,000,000 人民幣 10,000,000元	51%	–	Property management 物業服務
Xiangtan Chengfa Greentown Property Service Company Limited ("Xiangtan Chengfa") (note (ii)) 湘潭市城發綠城物業服務有限公司 ([湘潭市城發])(附註(ii))	Incorporated 註冊成立	the PRC 中國	RMB5,000,000 人民幣 5,000,000元	51%	–	Property management 物業服務
Sensegain King (Hong Kong) Limited ("Sensegain King") (note (iii)) 盛世金(香港)有限公司 ([盛世金])(附註(iii))	Incorporated 註冊成立	Hong Kong 香港	HKD50 million ordinary share of HKD1 each 50百萬港元 每股1港元之普通股 USD26,280,000 preference shares of USD1 each 26,280,000美元 每股1美元之優先股	– 45.66%	–	Investment holding 投資控股

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\* 所有實體為中國有限責任公司。公司名稱的英文翻譯僅供參考。該等公司的法定名稱為中文。

### 12 INTEREST IN JOINT VENTURES (CONTINUED)

- (i) During the year ended 31 December 2015, the Group acquired 60% equity interests in Anhui Yanye. According to the articles of association of Anhui Yanye, a shareholder resolution shall be valid and effective only if it has been passed by all equity shareholders. The Group accounted for the investment as interest in joint ventures.
- (ii) Jinan High-tech and Xiangtan Chengfa were established by the Group in 2016 and according to the articles of associations of the entities, a shareholder resolution shall be valid and effective when being passed by two-thirds of equity shareholders. The Group accounted for the investments as interest in joint ventures.
- (iii) Sensegain King is a joint venture in which the Group has joint control through its acquisition of 45.66% interest in its preference shares on 20 December 2016. Sensegain King is an investment vehicle structured for the purpose of investing in common shares of an unlisted big-data company in the United States. As at 31 December 2016, the ordinary share capital of HKD50 million has not been paid up and the preference shares of USD26,280,000 has been fully paid up.

Furthermore, major operating decisions of Sensegain King and the eventual disposal of the common shares of the big-data company requires the unanimous approval of the ordinary and preference shareholders.

As at 31 December 2016, Sensegain King has not made any investment in the big-data company. According to a shareholders agreement, the Group is only responsible for the proportionate share of the profit and loss, assets and liabilities arising from its indirect investment in the common shares of the big-data company.

All of the above joint ventures in which the Group participates are unlisted corporate entities with no quoted market prices available.

### 12 於合營企業的權益(續)

- (i) 截至2015年12月31日止年度，本集團收購安徽鹽業60%股權。根據安徽鹽業組織章程細則，股東決議案僅在獲全體權益股東通過的情況下方為有效及具作用力。本集團將於安徽鹽業的投資入賬為於合營企業的權益。
- (ii) 濟南高新及湘潭市城發均由本集團於2016年成立，且根據該等實體之組織章程細則，股東決議案僅在獲三分之二權益股東通過的情況下方為有效及具作用力。本集團將該等投資入賬為於合營企業的權益。
- (iii) 盛世金為合營企業，本集團透過於2016年12月20日收購盛世金優先股45.66%權益而擁有共同控制權。盛世金為投資結構實體，以投資於美國非上市大數據公司的普通股。於2016年12月31日，之普通股股本50百萬港元尚未繳足，而優先股26,280,000美元已獲全額繳足。

此外，盛世金之主要營運決策及出售大數據公司之普通股須經普通股及優先股股東一致批准。

於2016年12月31日，盛世金並未向大數據公司作出任何投資。根據股東協議，本集團僅負責按比例分攤其間接投資於大數據公司普通股產生之損益、資產及負債。

所有上述本集團參與的合營企業均為非上市企業實體，且並無市場報價。



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### 12 INTEREST IN JOINT VENTURES (CONTINUED)

Summarised financial information of Sensegain King, adjusted for any differences in accounting policies, and a reconciliation to the carrying amount in the consolidated financial statements, are disclosed below:

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
<b>Gross amounts of the Joint venture's</b>	<b>合營企業有關項目之總額</b>		
Current assets	流動資產	189,600	-
Current liabilities	流動負債	18	-
Equity	股權	189,582	-
Included in the above current assets:	計入上述流動資產：		
Cash and cash equivalents	現金及現金等價物	189,600	-
<b>Reconciled to the Group's interest in the Joint venture</b>	<b>本集團於合營企業權益的對賬</b>		
Gross amount of net assets of the Joint venture	合營企業的資產淨值總額	189,582	-
Carrying amount in the consolidated financial information	綜合財務資料的賬面值	86,571	-

Aggregate information of joint ventures that are not individually material:

個別並不重大的合營企業的综合資料：

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Aggregate carrying amount of individually immaterial joint ventures in the consolidated financial statements	綜合財務報表內個別非重大合營企業的總賬面值	7,695	3,104
Aggregate amounts of the Group's share of those joint ventures' losses from operations	本集團應佔該等合營企業經營產生的虧損的總金額	(1,018)	(266)

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### 13 PREPAYMENTS

### 13 預付款項

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Prepayments for purchase of property, plant and equipment (note (i))	購買物業、廠房及設備的預付款項(附註(i))	–	130,525
Prepayments for acquisition of an associate (note (ii))	收購聯營公司預付款項(附註(ii))	3,459	–
Prepayments for purchase of unlisted available-for-sale equity financial instruments (note (iii))	購買非上市可供出售股本金融工具預付款項(附註(iii))	24,300	–
		<b>27,759</b>	130,525

(i) According to the contract payment terms, prepayments of RMB91,525,000 and RMB39,000,000 were made during 2014 and 2015 respectively in relation to the purchase of a new office building from an independent third party. The prepayment of the new office building was transferred to property, plant and equipment upon taking delivery of the property in 2016.

(ii) On 21 October 2016, the Group entered into an agreement for capital injection of RMB3,459,000 to acquire a 49% equity interests of Anhui Shengan Greentown Property Service Company Limited. The consideration was prepaid before 31 December 2016. The acquisition was completed on 17 February 2017.

(iii) In November 2016, the Group entered into a limited partnership agreement with third parties for a purchase of 50% equity interests in the limited partnership of Jiaxin Youfu Investment Partnership. A total amount of RMB24,300,000 was prepaid before 31 December 2016. The transaction has not been completed up to the date of this report.

(i) 根據合約付款條款，就向獨立第三方購買新辦公樓的預付款項人民幣91,525,000元及人民幣39,000,000元分別於2014年及2015年作出。於2016年交付該物業后，新辦公樓的預付款項轉撥至物業、廠房及設備。

(ii) 於2016年10月21日，本集團訂立協議，以現金注資人民幣3,459,000元收購安徽盛安綠城物業管理有限公司49%股權。代價已於2016年12月31日前預付。該項收購已於2017年2月17日完成。

(iii) 於2016年11月，本集團與第三方訂立有限合夥協議，以購買Jiaxin Youfu Investment Partnership 50%有限合夥股權。總金額人民幣24,300,000元已於2016年12月31日前預付。於本報告日期，該交易尚未完成。

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### 14 OTHER FINANCIAL ASSETS

### 14 其他金融資產

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Current	流動		
— Financial assets classified as fair value through profit or loss (“FVTPL”) (note (i) and 26(e))	— 分類為按公平值計入損益（「按公平值計入損益」）的金融資產（附註(i)及26(e)）	—	28,200

(i) These financial assets represent certain treasury products issued by certain financial institutions and were purchased at the end of each reporting period. Their fair values approximates to their carrying amounts as at respective year end dates. The financial assets were disposed of before the end of the year 2016 at that time.

(i) 該等金融資產指由若干金融機構發行並於各報告期末購買的若干資金產品。其公平值於各年度及日期與其賬面值相若。金融資產於2016年末前出售。

The Group's exposure to credit and market risks and fair value information relating to FVTPL are disclosed in note 26.

本集團的信貸及市場風險及與按公平值計入損益相關的公平值資料於附註26披露。

### 15 INVENTORIES

### 15 存貨

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Properties held for sale	持作出售物業	8,118	342
Consumables	消耗品	1,946	1,703
		<b>10,064</b>	<b>2,045</b>

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### 16 TRADE AND OTHER RECEIVABLES

### 16 貿易及其他應收款項

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Trade and bills receivable	貿易應收款項及應收票據	375,375	257,808
Less: Allowance for impairment of trade and bills receivables (note 16(b))	減：貿易應收款項及應收票據減值撥備(附註16(b))	(24,320)	(23,156)
		351,055	234,652
Other receivables	其他應收款項	102,026	60,473
Deposits and prepayments	押金及預付款	75,527	51,038
Amounts due from related parties (note 28(d))	應收關連方款項(附註28(d))	14,282	71,485
Amounts due from other staff	應收其他員工款項	3,776	2,304
		546,666	419,952

Trade and bills receivables are primarily related to revenue recognised from the provision of property services, consulting services and community living services.

貿易應收款項及應收票據主要與提供物業服務、諮詢服務及園區生活服務所確認的收入相關。

Amount due from related parties are unsecured and interest-free.

應收關連方款項屬無抵押及免息。

#### (a) Ageing analysis

As of the end of the reporting period, the ageing analysis of trade and bills receivable based on the date of revenue recognition and net of allowance for impairment of trade and bills receivable, is as follows:

#### (a) 賬齡分析

於各個報告期末，根據收入確認日期及扣除貿易應收款項及應收票據減值撥備的貿易應收款項及應收票據賬齡分析如下：

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Within 1 year	一年內	309,440	206,811
1 to 2 years	一至兩年	31,429	26,237
Over 2 years	兩年以上	10,186	1,604
		351,055	234,652

Trade and bills receivable are due when the receivables are recognised.

貿易應收款項及應收票據於應收款項獲確認後到期。

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### 16 TRADE AND OTHER RECEIVABLES (CONTINUED)

#### (b) Impairment of trade debtors and bills receivable

Impairment losses in respect of trade debtors and bills receivable are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against trade debtors and bills receivable directly (see note 1(k)(i)).

The movement in the allowance for impairment of trade and bills receivables during the year, including both specific and collective loss components, is as follows:

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
At 1 January	於1月1日	23,156	16,078
Impairment loss recognised	確認之減值虧損	28,699	22,321
Uncollectible amounts written off	撇銷不可收回金額	(27,535)	(15,243)
At 31 December	於12月31日	24,320	23,156

As of 31 December 2016, none of the trade debtors and bills receivable was individually determined to be impaired (2015: RMB1,257,000).

#### (c) Trade debtors and bills receivable that are not impaired

The ageing analysis of trade debtors and bills receivable that are neither individually nor collectively considered to be impaired are as follows:

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Neither past due nor impaired	未逾期亦未減值	-	-
Less than 1 year past due	逾期少於一年	309,440	206,811
1 to 2 years past due	逾期一年至兩年	7,109	3,081
Over 2 years past due	逾期超過兩年	10,186	1,604
		326,735	211,496

An amount of RMB10,186,000 (2015: RMB1,604,000) is past due over 2 years against which the Group held collaterals. On that basis, management consider that no impairment allowance is necessary.

### 16 貿易及其他應收款項(續)

#### (b) 貿易應收款項及應收票據減值

貿易應收款項及應收票據減值虧損乃採用撥備賬法入賬，除非本集團信納收回金額的可能性極低，在此情況下減值虧損將於貿易應收款項及應收票據中直接撇銷(參閱附註1(k)(i))。

年內貿易應收款項及應收票據減值撥備變動(包括個別及共同虧損部分)如下：

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
At 1 January	於1月1日	23,156	16,078
Impairment loss recognised	確認之減值虧損	28,699	22,321
Uncollectible amounts written off	撇銷不可收回金額	(27,535)	(15,243)
At 31 December	於12月31日	24,320	23,156

於2016年12月31日，概無貿易應收款項及應收票據個別釐定為減值(2015年：人民幣1,257,000元)。

#### (c) 並無減值的貿易應收款項及應收票據

並無個別或共同視作減值的貿易應收款項及應收票據賬齡分析如下：

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Neither past due nor impaired	未逾期亦未減值	-	-
Less than 1 year past due	逾期少於一年	309,440	206,811
1 to 2 years past due	逾期一年至兩年	7,109	3,081
Over 2 years past due	逾期超過兩年	10,186	1,604
		326,735	211,496

本集團就超過兩年的款項人民幣10,186,000元(2015年：人民幣1,604,000元)持有抵押品。因此，管理層認為毋須作出減值撥備。

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### 17 RESTRICTED BANK BALANCES

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Escrow funds held on behalf of customers (note 21)	代表客戶持有的託管資金(附註21)	61,516	43,155
Cash collected on behalf of the owners' associations (note 21)	代表業委會收取的現金(附註21)	45,813	43,290
Restricted deposits	受限制存款	6,816	4,171
Deposits for utilities	能耗費押金	509	164
		<b>114,654</b>	<b>90,780</b>

Escrow funds represents the advance cash deposits received from buyers as requested by sellers to secure the transactions during the provision of real estate agency services.

The Group has cash collection on behalf of the owners' associations in its property services business. Since the owners' associations are not allowed to open bank accounts, the Group opens and manages these bank accounts on behalf of the owners' associations.

As at 31 December 2016 and 2015, restricted deposits represent certain deposits in the designated banks as guarantees for the execution of cleaning services.

託管資金為於提供房地產代理服務期間按賣家要求自買家收取的現金押金墊款。

本集團在其物業服務業務中代表業委會收取現金。由於業委會不得開設銀行賬戶，本集團代表業委會開設及管理該等銀行賬戶。

於2016年及2015年12月31日，受限制存款為若干存於指定銀行作為執行保潔服務的擔保存款。

### 18 CASH AND CASH EQUIVALENTS

#### (a) Cash and cash equivalents comprise:

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Cash in hand	手頭現金	1,297	793
Fixed deposits held at the bank with original maturity within three months	原到期日少於三個月之 銀行定期存款	1,335,596	-
Cash at bank	銀行存款	959,453	925,884
		<b>2,296,346</b>	<b>926,677</b>
Less:	減：		
Restricted bank balances (note 17)	受限制銀行結餘(附註17)	(114,654)	(90,780)
		<b>2,181,692</b>	<b>835,897</b>

As of 31 December 2016, the Group's cash and cash equivalents in the amount of RMB1,077,359,000 (2015: RMB834,913,000) is denominated in RMB and is deposited in banks in the PRC. RMB is not freely convertible into other currencies and subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.

於2016年12月31日，本集團以人民幣計值及存置於中國銀行的現金及現金等價物為人民幣1,077,359,000元(2015年：人民幣834,913,000元)。人民幣不可自由兌換為其他貨幣，並須遵守中國外匯管理條例及結匯、售匯及付匯管理規定。

### 17 受限制銀行結餘

### 18 現金及現金等價物

#### (a) 現金及現金等價物包括：



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### 18 CASH AND CASH EQUIVALENTS (CONTINUED)

#### (b) Reconciliation of profit before taxation to cash generated from operations:

### 18 現金及現金等價物(續)

#### (b) 除稅前利潤與經營業務所得的 現金對賬：

		Note 附註	2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Profit before taxation	除稅前溢利		<b>418,588</b>	278,126
Adjustments for:	經調整：			
Depreciation of property, plant and equipment	物業、廠房及設備折舊	5(c)	<b>14,793</b>	12,518
Amortisation of investment properties	投資物業攤銷	5(c)	–	123
Impairment of trade and other receivables	貿易及其他應收款項減值	5(c)	<b>28,699</b>	22,321
Impairment of goodwill	商譽減值	5(c)	–	649
Finance costs	融資成本	5(a)	<b>6,964</b>	9,254
Investment income from other financial assets	其他金融資產的投資收入	4	<b>(334)</b>	(429)
Interest income	利息收入	5(a)	<b>(5,297)</b>	(2,185)
Share of profits less losses of associates	分佔聯營公司利潤減虧損		<b>(4,428)</b>	(1,784)
Share of profits less losses of joint ventures	分佔合營企業利潤減虧損		<b>1,018</b>	266
Net loss on sale of property, plant and equipment	出售物業、廠房及設備的 虧損淨額	4	<b>619</b>	275
Loss on disposal of other financial assets	出售其他金融資產虧損		–	89
Gain on acquisition of an associate	收購聯營公司收益		<b>(46)</b>	–
Changes in working capital:	運營資金變動：			
Increase in inventories	存貨增加		<b>(8,019)</b>	(285)
Increase in trade and other receivables	貿易及其他應收款項增加		<b>(199,816)</b>	(49,228)
Increase in restricted bank deposits	受限制銀行存款增加		<b>(23,874)</b>	(33,243)
Increase in receipts in advance and trade and other payables	預收款項及貿易及 其他應付款項增加		<b>245,205</b>	339,329
Cash generated from operations	經營所得現金		<b>474,072</b>	575,796

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### 19 BANK LOANS

At 31 December 2016, the bank loans were repayable as follows:

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Bank loans-unsecured	銀行貸款—無抵押		
— Within one year or on demand	— 一年內或按要求	—	180,000

The effective interest rates of bank loans of the Group at 31 December 2015 ranged from 4.57% to 4.83% per annum.

Unsecured bank loans with a carry value of RMB180,000,000 as at 31 December 2015 were granted by a bank under a short-term loan contract with a total facility of RMB200 million.

### 19 銀行貸款

於2016年12月31日，銀行貸款償還如下：

於2015年12月31日，本集團的銀行貸款實際利率為介乎每年4.57%至4.83%。

於2015年12月31日，賬面值為人民幣180,000,000元的無抵押銀行貸款乃由一家銀行根據短期貸款合同授出，總融資為人民幣200百萬元。

### 20 RECEIPTS-IN-ADVANCE

Receipts-in-advance represent prepaid property service fees received from property owners.

### 20 預收款項

預收款項為從業主收取的預付物業服務費。

### 21 TRADE AND OTHER PAYABLES

			2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Trade payables	貿易應付款項	(a)	118,964	119,602
— Billed trade payables	— 已結算貿易應付款項		59,045	12,654
— Accrued trade payables	— 應計貿易應付款項		59,919	106,948
Deposits	押金	(b)	128,093	80,384
Other taxes and charges payable	其他應付稅項及費用		49,871	38,154
Accrued payroll and other benefits	應計工資及其他福利		185,270	160,059
Escrow funds held on behalf of customers (note 17)	代表客戶持有的託管資金 (附註17)		61,516	43,155
Cash collected on behalf of the owners' associations (note 17)	代表業委會收取的現金 (附註17)		45,813	43,290
Other payables and accruals	其他應付款項及應計款項		60,450	39,313
Dividends payable	應付股息		—	21,897
Receipts on behalf of residents	代表住戶收取的款項	(c)	285,040	247,302
Amounts due to related parties (note 28(d))	應付關連方款項 (附註28(d))	(d)	7,932	4,274
Amount due to a third party	應付第三方款項	(e)	—	50,000
			942,949	847,430

### 21 貿易及其他應付款項

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### 21 TRADE AND OTHER PAYABLES (CONTINUED)

- (a) Trade payables mainly represent payables arising from sub-contracting services including cleaning, landscaping, maintenance and security services provided by suppliers.
- (b) Deposits represent miscellaneous decoration deposits received from property owners during the decoration period.
- (c) Receipts on behalf of residents represent utility charges received from residents on behalf of utility companies.
- (d) The amounts due to related parties are unsecured and interest-free. Details of the amounts due to related parties are set out in note 28.
- (e) As part of the Reorganisation, in December 2015, Hangzhou Osmathus Garden Investment Management Company Limited, a subsidiary of the Group, borrowed RMB50,000,000 from Shanghai Yitang Landscape Design Company Limited, an associate of the Group in 2012 and 2013, for the settlement of consideration due to the shareholders of Greentown PM. The amount is unsecured, interest-free and has no fixed terms of repayment. As at 31 December 2016, the amount has been repaid.

As of the end of each reporting period, the ageing analysis of billed trade payables, based on invoice date is as follows:

### 21 貿易及其他應付款項(續)

- (a) 貿易應付款項主要指分包服務產生的應付款項，包括供應商所提供的保潔、景觀、維護及保安服務。
- (b) 押金為於裝修期間從業主收取的雜項裝修押金。
- (c) 代表住戶收取的款項為代表公用事業公司從住戶收取的能耗費。
- (d) 應付關連方款項為無抵押及免息。有關該等款項的詳情載於附註28。
- (e) 作為重組的一部分，本集團附屬公司杭州桂花園投資管理有限公司於2015年12月向本集團於2012年及2013年的聯營公司上海易唐景觀設計有限公司借入人民幣50,000,000元，以結付應付綠城物業服務股東的代價。該款項為無抵押、免息及無固定還款期。於2016年12月31日，該款項已獲償還。

於各報告期末，根據發票日期的已結算貿易應付款項之賬齡分析如下：

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Within 1 month or on demand	一個月內或按要求	47,235	7,040
After 1 month but within 3 months	一個月後但三個月內	3,818	2,454
After 3 months	三個月後	7,992	3,160
		<b>59,045</b>	12,654

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### 22 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

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

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
At 1 January,	於1月1日	88,495	71,864
Provision for current taxation for the year	年度即期稅項撥備	110,377	81,605
Payments during the year	年度付款	(80,411)	(64,974)
At 31 December	於12月31日	118,461	88,495

(b) Deferred tax assets and liabilities recognised:

(i) Movement of each component of deferred tax assets and liabilities

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

		Accrued expenses 應計開支 RMB'000 人民幣千元	Provision for trade and other receivables 貿易及其他應收款項之撥備 RMB'000 人民幣千元	Provision for onerous contract 虧損性合同之撥備 RMB'000 人民幣千元	Withholding tax on undistributed earnings 未分派盈利之預扣稅 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Deferred tax arising from:	產生自以下各項的遞延稅項：					
At 1 January 2015	於2015年1月1日	35,972	4,020	7,286	-	47,278
Charged/(credited) to profit or loss	扣除/(計入)損益	5,352	4,257	(1,061)	(2,502)	6,046
At 31 December 2015	於2015年12月31日	41,324	8,277	6,225	(2,502)	53,324
At 1 January 2016	於2016年1月1日	41,324	8,277	6,225	(2,502)	53,324
(Credited)/charged to profit or loss	計入/(扣除)損益	(4,411)	(2,197)	1,486	(8,302)	(13,424)
At 31 December 2016	於2016年12月31日	36,913	6,080	7,711	(10,804)	39,900

### 22 綜合財務狀況表的所得稅

(a) 綜合財務狀況表內的即期稅項指：

(b) 已確認遞延稅項資產及負債

(i) 遞延稅項資產及負債各組成部分的變動

於年內綜合財務狀況表內確認的遞延稅項資產/(負債)的組成部分及相關變動如下：

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### 22 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

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

(Continued)

#### (ii) Reconciliation to the consolidated statement of financial position

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Net deferred tax asset recognised in the consolidated statement of financial position	綜合財務狀況表確認的遞延稅項淨資產	50,704	55,826
Net deferred tax liability recognised in the consolidated statement of financial position	綜合財務狀況表確認的遞延稅項淨負債	(10,804)	(2,502)
		<b>39,900</b>	53,324

#### (c) Deferred tax assets not recognised

Deferred tax assets have not been recognised in respect of the following items:

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Unused tax losses	未動用稅項虧損	63,718	26,087

In accordance with the accounting policy set out in note 1(r), the Group has not recognised deferred tax assets of RMB12,679,000 (2015: RMB6,522,000) in respect of unused tax losses of certain subsidiaries. The directors consider it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction and entity.

### 22 綜合財務狀況表的所得稅(續)

#### (b) 已確認遞延稅項資產及負債：

(續)

#### (ii) 綜合財務狀況表的對賬

#### (c) 未確認遞延稅項資產

未就以下項目確認遞延稅項資產：

根據附註1(r)載列的會計政策，本集團未就若干附屬公司未動用稅項虧損確認人民幣12,679,000元(2015年：人民幣6,522,000元)遞延稅項資產。董事認為不大可能在有關稅務司法權區及實體取得可動用的未來應課稅利潤以抵銷虧損。

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### 22 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

#### (c) Deferred tax assets not recognised (Continued)

Pursuant to the relevant laws and regulations in the PRC, the unrecognised tax losses at the end of the reporting period will expire in the following years:

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
2016	2016年	–	1,464
2017	2017年	927	5,320
2018	2018年	2,444	3,909
2019	2019年	6,780	8,222
2020	2020年	2,974	7,172
2021	2021年	12,355	–
		<b>25,480</b>	<b>26,087</b>

The tax losses for the Hong Kong subsidiaries do not expire under current Hong Kong tax legislation.

根據現行香港稅務法例，香港附屬公司稅項虧損不會屆滿。

#### (d) Deferred tax liabilities not recognised

Deferred tax liabilities of RMB30,368,000 (2015: RMB7,506,000) were not recognised in respect of the 10% PRC dividend withholding tax that would be payable on the distribution of retained profits of RMB303,680,000 as at 31 December 2016 (2015: RMB75,059,000) in respect of the Group's subsidiaries in the PRC as the Company controls the dividend policy of these subsidiaries and it was determined that it was probable that these profits would not be distributed in the foreseeable future.

#### (d) 未確認遞延稅項負債

於2016年12月31日，並無就本集團於中國的附屬公司的分派保留利潤人民幣303,680,000元(2015年：人民幣75,059,000元)而須支付的10%中國股息預扣稅確認人民幣30,368,000元(2015年：人民幣7,506,000元)的遞延稅項負債，原因是本公司控制該等附屬公司的股息政策，而且已釐定該等利潤有可能不會在可見將來分派。

### 23 PROVISIONS

		RMB'000 人民幣千元
At 1 January 2016	於2016年1月1日	36,335
Provisions made	已計提撥備	24,554
Provisions utilised	已動用撥備	(29,340)
At 31 December 2016	於2016年12月31日	31,549
Less: Amount included under "current liabilities"	減：列入「流動負債」的金額	(19,890)
		<b>11,659</b>

The Group were in contracts with certain communities that were operating at a loss. The obligation for the future payments of these communities, net of expected management income, has been provided for.

本集團曾與若干有經營虧損的園區訂立合同。已就該等園區的未來付款責任(扣除預期管理收入)作出撥備。



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### 24 CAPITAL, RESERVES AND DIVIDENDS

#### (a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

#### Company

			Share capital	Share premium	Exchange reserve	Retained earnings	Total
		Note	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		附註	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 2015	於2015年1月1日之結餘		-	-	-	-	-
Changes in equity for 2015:	2015年權益變動：						
Total comprehensive income for the year	年度全面總收入		-	-	-	-	-
Shares issued in connection with the Reorganisation	就重組而發行之股份	24(c)(i)	8	-	-	-	8
Balance at 31 December 2015 and 1 January 2016	於2015年12月31日及2016年1月1日之結餘		8	-	-	-	8
Changes in equity for 2016:	2016年權益變動：						
Total comprehensive income for the year	年度全面總收入		-	-	47,013	463	47,476
Capitalisation issue	資本化發行	24(c)(ii)	9	(9)	-	-	-
Issue of ordinary shares by initial public offering, net of issuance costs	於首次公開發售後發行普通股，扣除發行成本	24(c)(iii)	7	1,265,833	-	-	1,265,840
Balance at 31 December 2016	於2016年12月31日之結餘		24	1,265,824	47,013	463	1,313,324

### 24 資本、儲備及股息

#### (a) 權益部分變動

本集團綜合權益各部分的期初及期末結餘對賬載於綜合權益變動表。本公司各權益部分於年初及年末期間的變動詳情載列如下：

#### 本公司

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### 24 CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

#### (b) Dividends

- (i) Dividends payable to equity shareholders of the Company attributable to the year:

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Final dividend proposed after the statement of financial position date of RMB0.036 (2015: Nil) per ordinary share	於財務狀況表日期後擬派的末期股息每股普通股人民幣0.036元 (2015年：無)	99,939	-

The final dividend proposed for shareholders' approval after the end of the reporting period has not been recognised as a liability at the end of the reporting period.

- (ii) Dividends payable to equity shareholders of the Company attributable to the previous financial year, approved and paid during the year:

No dividend attributable to the previous financial year was approved and paid in 2016 (2015: RMB230,000,000).

### 24 資本、儲備及股息(續)

#### (b) 股息

- (i) 年內應付本公司權益股東之股息：

於報告期末後待股東批准之擬派發末期股息並未於報告期末確認為負債。

- (ii) 年內已批准及派付之上一財政年度應付本公司權益股東股息：

於2016年，概無已批准及派發上一財政年度股息(2015年：人民幣230,000,000元)。

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### 24 CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

#### (c) Share capital

##### Issued share capital

		2016 2016年		2015 2015年	
		No. of shares 股數	RMB'000 人民幣千元	No. of shares 股數	RMB'000 人民幣千元
		('000) (千股)		('000) (千股)	
<b>Ordinary shares, issued and fully paid:</b>	<b>已發行及繳足普通股：</b>				
At 1 January	於1月1日	1,000,000	8	100	–
Shares issued (note 24 (c)(i))	已發行股份 (附註24(c)(i))	–	–	999,900	8
Capitalisation issue (note 24 (c)(ii))	資本化發行 (附註24(c)(ii))	1,000,000	9	–	–
Issuance of ordinary shares upon initial public offering (note 24 (c)(iii))	首次公開發售後發行 普通股(附註24(c)(iii))	777,776	7	–	–
At 31 December	於12月31日	2,777,776	24	1,000,000	8

#### (i) Issuance of shares

On 24 November 2014, the Company was incorporated in the Cayman Islands as an exempted company with limited liability. The initial authorised share capital of the Company was HK\$380,000 divided into 38,000,000,000 shares of HK\$0.00001 each and issued 100,000 shares of HK\$0.00001 each.

The Company issued additional 96,078 shares and 999,803,922 shares of HK\$0.00001 each on 7 August 2015 and 20 August 2015 respectively. Consequently, HK\$10,000 (equivalent to RMB8,000) was credited to share capital.

On 7 August 2015, Hangzhou Osmanthus Garden Investment Management, a subsidiary of the Company, acquired 100% equity interests in Greentown PM from Greentown Holdings and Ms. Li Hairong, for a consideration of RMB50,000,000 which was recorded as a reduction from the Group's equity as a result of this Reorganisation. As a result of the acquisition, Greentown PM became a subsidiary of the Group.

### 24 資本、儲備及股息(續)

#### (c) 股本

##### 已發行股本

		2016 2016年		2015 2015年	
		No. of shares 股數	RMB'000 人民幣千元	No. of shares 股數	RMB'000 人民幣千元
		('000) (千股)		('000) (千股)	
<b>Ordinary shares, issued and fully paid:</b>	<b>已發行及繳足普通股：</b>				
At 1 January	於1月1日	1,000,000	8	100	–
Shares issued (note 24 (c)(i))	已發行股份 (附註24(c)(i))	–	–	999,900	8
Capitalisation issue (note 24 (c)(ii))	資本化發行 (附註24(c)(ii))	1,000,000	9	–	–
Issuance of ordinary shares upon initial public offering (note 24 (c)(iii))	首次公開發售後發行 普通股(附註24(c)(iii))	777,776	7	–	–
At 31 December	於12月31日	2,777,776	24	1,000,000	8

#### (i) 發行股份

於2014年11月24日，本公司根據開曼群島法例註冊成立為獲豁免有限公司。本公司初始法定股本為380,000港元，分為38,000,000,000股每股面值0.00001港元的股份及發行100,000股每股面值0.00001港元的股份。

本公司已分別於2015年8月7日及2015年8月20日發行96,078股及999,803,922股每股面值0.00001港元的股份。因此，10,000港元(相等於人民幣8,000元)已入賬列為股本。

於2015年8月7日，本公司的附屬公司杭州桂花園投資管理向綠城控股及李海榮女士收購綠城物業服務的100%股本權益，代價為人民幣50,000,000元，入賬作為因本次重組而自本集團權益扣減。該收購導致綠城物業服務成為本集團的附屬公司。

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### 24 CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

#### (c) Share capital (Continued)

##### Issued share capital (Continued)

##### (ii) Capitalisation of shares

Pursuant to the written resolutions of the Company's shareholders passed on 13 June 2016, the directors were authorised to allot and issue a total of 1,000,000,000 shares, by way of capitalisation of the sum of HK\$10,000 (equivalent to approximately RMB9,000) standing to the credit of the share premium account of the Company, credited as fully paid at par to the shareholders as appearing on the register of members of the Company at the close of business on the business day immediately preceding the Listing date in proportion to their respective shareholdings. The capitalisation issue was completed on 12 July 2016 in connection with the Listing.

##### (iii) Issuance of ordinary shares upon initial public offering

On 12 July 2016, the Company issued 777,776,000 shares with par value of HK\$0.00001, at a price of HK\$1.99 per share by initial public offering. Net proceeds from such issue amounted to RMB1,265,840,000 out of which RMB7,000 and RMB1,265,833,000 were recorded in share capital and share premium respectively.

### 24 資本、儲備及股息(續)

#### (c) 股本(續)

##### 已發行股本(續)

##### (ii) 股份資本化

根據本公司股東於2016年6月13日通過的書面決議案，董事獲授權透過將本公司股份溢價賬的進賬額10,000港元(相當於約人民幣9,000元)資本化，藉以向於緊隨於上市日期前的營業日營業時間結束時向名列本公司股東名冊的股份持有人按彼等各自的股權比例，按面值配發及發行合共1,000,000,000股入賬列作繳足的股份。就上市進行的資本化發行已於2016年7月12日完成。

##### (iii) 首次公開發售後發行普通股

於2016年7月12日，本公司透過首次公開發售發行777,776,000股每股1.99港元的股份(每股面值0.00001港元)。有關發行所得款項淨額為人民幣1,265,840,000元，其中人民幣7,000元及人民幣1,265,833,000元分別計入股本及股份溢價。

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## 24 CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

### (d) Nature and purpose of reserves

#### (i) Share premium

Share premium represents the difference between the total amount of the par value of shares issued and the amount of the net proceeds received from the public offering in July 2016. Under the Companies Law of the Cayman Islands, the share premium account of the Company is distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company would be in a position to pay off its debts as they fall due in the ordinary course of business.

#### (ii) PRC statutory reserve

According to the PRC Company Law, the PRC subsidiaries of the Group (excluding foreign investment enterprises) are required to transfer 10% of their profit after taxation, as determined under the PRC Accounting Regulations, to the statutory surplus reserve until the reserve balance reaches 50% of their registered capital.

The transfer to this reserve must be made before distribution of a dividend to shareholders.

Statutory reserve fund can be used to cover previous years' losses, if any, and may be converted into share capital by the issue of new shares to shareholders in proportion to their existing shareholdings or by increasing the par value of the shares currently held by them, provided that the balance after such issue is not less than 25% of the registered capital.

#### (iii) Other reserve

Other reserve represents the surplus/deficit between the consideration paid/received and the net assets of a subsidiary acquired/disposed regarding the transactions between the Group and the non-controlling interests that do not result in a loss of control.

## 24 資本、儲備及股息(續)

### (d) 儲備的性質及用途

#### (i) 股份溢價

股份溢價指已發行股份的面值總額與自2016年7月公開發售所籌集所得款項淨額之間的差額。根據開曼群島公司法，本公司股份溢價賬可供分派予本公司股東，惟緊隨建議分派股息之日後，本公司可於一般業務過程中償還到期債務。

#### (ii) 中國法定儲備

根據中國公司法，本集團中國附屬公司(不包括外商投資企業)須將依照中國會計準則釐定的10%除稅後溢利撥至法定盈餘儲備，直至儲備結餘達到其註冊資本的50%。

轉撥至該儲備須於向股東派發股息前進行。

法定儲備金可用於抵銷過往年度的虧損(如有)，並可藉向股東按其現有持股比例發行新股份，或藉增加股東現時持有之股份面值，轉換為股本，惟發行股份後之結餘不得少於註冊資本之25%。

#### (iii) 其他儲備

其他儲備指就本集團與非控股權益的相關交易(並無導致失去控制權)的已付/已收代價及收購/出售附屬公司資產淨值的盈餘/虧損。

## 24 CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

### (d) Nature and purpose of reserves (Continued)

#### (iv) Special reserve

Contribution from equity shareholders of a subsidiary represents the fair value of net assets of Hangzhou Greentown Information and Technology Company Limited ("Greentown Telecommunication") over which the Group obtained control in October 2015 through structured contracts.

On 5 April 2016, termination agreement on the structured contracts was entered into among Hangzhou Osmanthus Garden Investment Management, Greentown Telecommunication and its equity shareholders with nil consideration. Upon signing the termination agreement, the directors conclude that the Group no longer has power of control over Greentown Telecommunication. Accordingly, the Company has ceased to consolidate the results, assets and liabilities of Greentown Telecommunication since 5 April 2016. The net assets of Greentown Telecommunication of RMB6,536,000 as at the date of deconsolidation on 5 April 2016 were accounted for as a deemed distribution to the equity shareholders of Greentown Telecommunication.

#### (v) Exchange reserve

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

## 24 資本、儲備及股息(續)

### (d) 儲備的性質及用途(續)

#### (iv) 特別儲備

附屬公司權益股東注資指杭州綠城信息技術有限公司(「綠城信息」)的淨資產公平值，本集團於2015年10月透過架構合約取得該公司的控制權。

於2016年4月5日，杭州桂花園投資管理、綠城信息及其權益股東訂立無償終止架構合約的協議。簽署終止協議後，董事斷定本集團不再擁有綠城信息的控制權。因此，自2016年4月5日起，本公司不再綜合入賬綠城信息的業績、資產及負債。綠城信息於取消綜合入賬日期2016年4月5日的淨資產為人民幣6,536,000元，入賬為視作向綠城信息權益股東分派。

#### (v) 匯兌儲備

匯兌儲備包括中國內地換算海外業務之財務報表所產生之所有匯兌差額。該儲備根據附註1(u)載列之會計政策作處理。



## 24 CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

### (e) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The capital structure of the Group consists of bank loans less cash and cash equivalents, and equity of the Group, comprising issued share capital, retained profits and other reserves.

The directors of the Company review the capital structure periodically. Based on the operating budgets, the directors consider the cost of capital and the risks associated with each class of capital and balances its overall capital structure through the payment of dividends, new share issues as well as the issue of new debt or the redemption of existing debts.

A subsidiary of the Group is subject to externally imposed capital requirements in 2015. There was no non-compliance of such capital requirements as at 31 December 2016. There is no externally imposed capital requirements in 2016.

## 24 資本、儲備及股息(續)

### (e) 資本管理

本集團資本管理的主要目標為保障本集團持續經營的能力，以透過為服務作出風險水平相稱的定價及以合理成本取得融資，繼續為股東提供回報及為其他持份者提供利益。

本集團的資本架構包括銀行貸款減現金及現金等價物，而本集團的權益包括已發行股本、保留利潤及其他儲備。

本公司董事定期檢討資本架構。根據經營預算，董事考慮資本成本及與各類別資本有關的風險，透過派付股息、發行新股及發行新債務或贖回現有債務，平衡其整體資本架構。

本集團一家附屬公司於2015年受外部資本要求所規限。於2016年12月31日，概無有關資本要求的不合規事項。於2016年概無外部資本要求。

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### 25 DISPOSALS OF SUBSIDIARIES

#### (a) Disposal of Greentown Telecommunication

Greentown Telecommunication was consolidated by Hangzhou Osmanthus Garden Investment Management, a subsidiary of the Company on 10 October 2015 through the structured contracts entered into among Hangzhou Osmanthus Garden Investment Management, Greentown Telecommunication and its shareholders, Mr. Yang Zhangfa and Ms. Li Hairong. On 5 April 2016, termination agreement on the structured contracts was entered into among Hangzhou Osmanthus Garden Investment Management, Greentown Telecommunication and its shareholders with nil consideration. The structured contracts were no longer effective since then. Management of the Group concludes that the Group no longer has power of control over Greentown Telecommunication and the consolidated financial statements of the Group has ceased to consolidate the financial information of Greentown Telecommunication after 5 April 2016 accordingly.

The net assets of the subsidiary at the date of disposal were as follows:

### 25 出售附屬公司

#### (a) 出售綠城信息

於2015年10月10日，杭州桂花園投資管理、綠城信息及其股東(楊掌法先生及李海榮女士)透過訂立架構合約，綠城信息被併入本公司附屬公司杭州桂花園投資管理。於2016年4月5日，杭州桂花園投資管理、綠城信息及其股東訂立無償終止架構合約的合同。自此，有關架構合約經已失效。本集團管理層認為，本集團不再擁有綠城信息的控制權，因此，本集團的綜合財務報表於2016年4月5日後不再綜合入賬綠城信息的財務資料。

於出售日期，附屬公司的資產淨值如下：

		RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	499
Trade and other receivables	貿易及其他應收款項	5,603
Cash and cash equivalents	現金及現金等價物	454
Trade and other payables	貿易及其他應付款項	(20)
		6,536
Loss on disposal of a subsidiary	出售附屬公司虧損	
Consideration received	已收代價	-
Net assets disposed of	已出售的資產淨值	(6,536)
		(6,536)
Net cash outflow arising on disposal:	出售產生的現金流出淨額：	
Consideration received	已收代價	-
Less: Cash and cash equivalents disposed of	減：已出售的現金及現金等價物	(454)
		(454)

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### 25 DISPOSALS OF SUBSIDIARIES (CONTINUED)

- (b) Disposal of interests in Zhejiang Greentown Property Community Service Company Limited (“**Greentown Community Service**”) over which the Company still retain control after disposal

On 20 September 2016, the Group disposed of 10% of its equity interests in Greentown Community Service to Zhejiang Langdao Trade Company Limited at a cash consideration of RMB200,000 and after this transaction, the equity interests of Greentown Community Service held by the Group decreased to 90%. Disposal loss of RMB484,000 from this transaction is recorded in other reserve.

The net assets of the subsidiary at the date of partial disposal were as follows:

### 25 出售附屬公司(續)

- (b) 出售浙江綠城物業園區生活服務有限公司(「綠城園區服務」)權益，出售後本公司對其仍有控制權

於2016年9月20日，本集團向 Zhejiang Langdao Trade Company Limited 出售其於綠城園區服務 10% 股權，現金代價為人民幣 200,000 元，且於該交易後，本集團持有綠城園區服務股權降至 90%。該交易產生的出售虧損人民幣 484,000 元計入其他儲備。

於部分出售日期，附屬公司的資產淨值如下：

		RMB'000 人民幣千元
Interest in associates	於聯營公司的權益	3,210
Property, plant and equipment	物業、廠房及設備	392
Inventories	存貨	943
Trade and other receivables	貿易及其他應收款項	9,206
Cash and cash equivalents	現金及現金等價物	20,411
Trade and other payables	貿易及其他應付款項	(27,325)
		6,837
Loss on partial disposal of a subsidiary recognised in equity:	於權益確認的部分出售附屬公司虧損：	
Consideration receivable	應收代價	200
Carrying value of remained equity interests	餘下股本權益的賬面值	6,153
Net assets disposed of	已出售的資產淨值	(6,837)
		(484)
Net cash inflow arising on disposal:	出售產生的現金流入淨額：	
Consideration receivable	應收代價	200
Less: Consideration not received yet	減：未收代價	(200)
		-

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### 26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

Exposure to credit, liquidity, interest rate, currency risks and fair value risks arises in the normal course of the Group's business.

The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

#### (a) Credit risk

The Group's credit risk is primarily attributable to trade and other receivables. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis. Management reviews the recoverable amount of each debtor at the end of each reporting period to ensure that adequate impairment losses are recorded for irrecoverable amounts.

The Group has no concentrations of credit risk in view of its large number of customers. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the consolidated statement of financial position.

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from trade and other receivables are set out in note 16.

#### (b) Liquidity risk

The Group's management reviews the liquidity position of the Group on an ongoing basis, including review of the expected cash inflows and outflows and maturity of loans and borrowings in order to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions and/or from other Group companies to meet its liquidity requirements in the short and longer term.

The following tables show the remaining contractual maturities at the end of the reporting period of the Group's financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay:

### 26 財務風險管理及金融工具的公平值

本集團須承受日常業務過程中產生之信貸、流動資金、利率、貨幣風險及公平值風險。

下文載述本集團所面對的該等風險及本集團就管理此等風險所採用的財務風險管理政策及慣例。

#### (a) 信貸風險

本集團的信貸風險主要歸因於貿易及其他應收款項。管理層已推行信貸政策，並持續監察承擔的該等信貸風險。管理層審閱於各報告期末各債務人的可收回金額，以確保就不可收回金額計提充足減值虧損。

由於本集團的客戶數目眾多，故並無信貸風險集中的情況。最大信貸風險為綜合財務狀況表中各金融資產的賬面值。

有關本集團貿易及其他應收款項所產生的信貸風險之進一步量化披露載於附註16。

#### (b) 流動資金風險

本集團的管理層持續檢討本集團的流動資金狀況，包括檢討預期現金流入及流出，以及貸款及借款的到期日，以確保其維持充足現金儲備及自主主要金融機構及／或其他本集團公司獲得足夠承諾貸款額，以滿足其短期及長期流動資金需求。

下表顯示本集團於各報告期末金融負債的餘下合約期限，乃根據合約未折現現金流量(包括使用合約利率計算利息付款，如屬浮息，則按各報告期末的利率計算)及本集團可能需支付的最早日期計算：

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### 26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

#### (b) Liquidity risk (Continued)

### 26 財務風險管理及金融工具的公平值(續)

#### (b) 流動資金風險(續)

		2016 2016年					
		Contractual undiscounted cash outflow 合約未折現現金流出					
		Within 1 year or on demand 一年內 或按 要求	More than 1 year but less than 2 years 超過一年 但兩年內	More than 2 years but less than 5 years 超過兩年 但五年內	More than 5 years 超過五年	Total 總計	Carrying amount 賬面值
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Trade and other payables	貿易及其他應付款項	942,949	-	-	-	942,949	942,949

		2015 2015年					
		Contractual undiscounted cash outflow 合約未折現現金流出					
		Within 1 year or on demand 一年內 或按 要求	More than 1 year but less than 2 years 超過一年 但兩年內	More than 2 years but less than 5 years 超過兩年 但五年內	More than 5 years 超過五年	Total 總計	Carrying amount 賬面值
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Bank loans	銀行貸款	186,256	-	-	-	186,256	180,000
Trade and other payables	貿易及其他應付款項	825,533	-	-	-	825,533	825,533
		1,011,789	-	-	-	1,011,789	1,005,533

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### 26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

#### (c) Interest rate risk

The Group's interest rate risk arises primarily from cash and cash equivalents, restricted cash and interest-bearing loans. The Group manages its interest rate exposure by maintaining a prudent mix of fixed and variable rate borrowings.

The Group is not exposed to significant interest rate risk for cash and cash equivalents or restricted cash because the interest rates of cash at bank are not expected to change significantly.

The following table details the interest rate profile of the Group's total borrowings:

		2016 2016年		2015 2015年	
		Effective interest rate 實際利率		Effective interest rate 實際利率	
		%	RMB'000 人民幣千元	%	RMB'000 人民幣千元
<b>Fixed rate borrowings:</b>	<b>定息借款：</b>				
Bank loans	銀行貸款	4.57%~ 4.83%	180,000		
Total net borrowings	借款總淨額		180,000		
Net fixed rate borrowings as a percentage of total net borrowings	定息借款淨額佔借款 總淨額百分比				100%

#### (d) Currency risk

The Group is exposed to currency risk primarily through sales and purchases that are denominated in a currency other than the respective functional currencies of Group entities.

The Company, the BVI subsidiary and the Hong Kong subsidiaries' functional currency is Hong Kong Dollar (HKD). Their businesses are principally conducted in HKD. The Group's PRC subsidiaries' functional currency is RMB and their businesses are principally conducted in RMB. The Group considers the currency risk to be insignificant.

### 26 財務風險管理及金融工具的公平值(續)

#### (c) 利率風險

本集團的利率風險主要來自現金及現金等價物、受限制現金及計息貸款。本集團透過維持審慎的定息及浮息借款組合管理其利率風險。

本集團並無就現金及現金等價物或受限制現金而承受重大利率風險，此乃由於預期銀行現金利率不會有重大變動。

下表詳述本集團借款總額的利率概況：

#### (d) 貨幣風險

本集團面臨的貨幣風險主要來自以本集團實體各自功能貨幣以外的貨幣計值的銷售及採購。

本公司、英屬維京群島附屬公司及香港附屬公司的功能貨幣均為港元。彼等業務主要以港元進行。本集團附屬公司的功能貨幣為人民幣，且彼等業務主要以人民幣進行。本集團認為貨幣風險並不重大。



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## 26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### (e) Fair value measurement

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

##### *Fair value hierarchy*

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

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

## 26 財務風險管理及金融工具的公平值(續)

### (e) 公平值計量

#### (i) 按公平值計量之金融資產及負債

##### *公平值等級*

下表呈列本集團於報告期末按經常性基準以公平值計量的金融工具，並分類為香港財務報告準則第13號「公平值計量」所界定的三個公平值等級。將公平值計量分類的等級乃經參考以下估值技術所用輸入數據的可觀察性和重大性：

第一級估值：	只使用第一級輸入數據計量其公平值，即於計量日以相同資產及負債在活躍市場之未經調整報價
第二級估值：	使用第二級輸入數據計量其公平值，即未能符合第一級之可觀察輸入數據及不使用重大不可觀察輸入數據。不可觀察輸入數據乃市場數據未能提供之輸入數據
第三級估值：	使用重大不可觀察輸入數據計量公平值

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### 26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

#### (e) Fair value measurement (Continued)

##### (i) Financial assets and liabilities measured at fair value (Continued)

##### Fair value hierarchy (Continued)

The valuation is by reference to the discounted cash flows. Key unobservable inputs included expected yields of debt instruments and treasury notes invested by banks and a discount rate that reflects the credit risk of the banks.

### 26 財務風險管理及金融工具的公平值(續)

#### (e) 公平值計量(續)

##### (i) 按公平值計量之金融資產及負債(續)

##### 公平值等級(續)

估值乃參考貼現現金流量。主要不可觀察輸入數據包括銀行投資的債務工具及國庫票據的預期收益率及反映銀行信貸風險的貼現率。

		Fair value measurements as at 31 December 2016 using 於2016年12月31日使用之公平值計量方式			
		Fair value at 31 December 2016 於2016年 12月31日 之公平值	Level 1	Level 2	Level 3
			第一級	第二級	第三級
<b>Recurring fair value measurement</b>	<b>經常性公平值計量</b>				
Asset:	資產：				
FVTPL	按公平值計入損益	-	-	-	-
		Fair value measurements as at 31 December 2015 using 於2015年12月31日使用之公平值計量方式			
		Fair value at 31 December 2015 於2015年 12月31日 之公平值	Level 1	Level 2	Level 3
			第一級	第二級	第三級
<b>Recurring fair value measurement</b>	<b>經常性公平值計量</b>				
Asset:	資產：				
FVTPL	按公平值計入損益	28,200	-	-	28,200

The fair values of FVTPL are determined to be approximation to their carrying amount, as they were purchased at the end of each reporting period.

由於按公平值計入損益的公平值均於各個報告期末購入，因此被釐定為與其賬面值相若。

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### 26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

#### (e) Fair value measurement (Continued)

##### (i) Financial assets and liabilities measured at fair value (Continued)

##### Fair value hierarchy (Continued)

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

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
<b>FVTPL:</b>	<b>按公平值計入損益：</b>		
At 1 January	於1月1日	28,200	134,000
Payment for purchases	採購付款	5,000	38,500
Proceeds from sales	銷售所得款項	(33,200)	(144,300)
At 31 December	於12月31日	-	28,200

All financial assets and liabilities are carried at amounts not materially different from their fair values as at 31 December 2016 given the nature and short-term maturity of these financial instruments.

##### (ii) Fair value of financial assets and liabilities carried at other than fair value

The carrying amounts of the Group's financial instruments carried at cost or amortised cost were not materially different from their fair values as at 31 December 2016 and 2015.

### 26 財務風險管理及金融工具的公平值(續)

#### (e) 公平值計量(續)

##### (i) 按公平值計量之金融資產及負債(續)

##### 公平值等級(續)

此等第三級公平值計量於期內之變動如下：

鑒於該等金融工具之性質及期限較短，所有金融資產及負債的賬面值與2016年12月31日的公平值概無重大差異。

##### (ii) 按公平值以外列賬的金融資產及負債的公平值

本集團按成本或攤銷成本列賬的金融工具的賬面值與其於2016年及2015年12月31日的公平值概無重大差異。

# Notes to the Financial Statements

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### 27 COMMITMENTS

- (a) Capital commitments outstanding at 31 December 2016 not provided for in the financial statements were as follows:

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Contracted for	已訂約	14,816	-
Authorised but not contracted for	已授權但未訂約	-	-
		<b>14,816</b>	-

- (b) At 31 December 2016, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Within 1 year	一年內	26,880	16,965
After 1 year but within 5 years	一年後但五年內	30,150	17,715
		<b>57,030</b>	34,680

### 27 承擔

- (a) 尚未於2016年12月31日財務報表中撥備之未履行資本承擔載列如下：

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Contracted for	已訂約	14,816	-
Authorised but not contracted for	已授權但未訂約	-	-
		<b>14,816</b>	-

- (b) 於2016年12月31日，根據不可撤銷經營租賃的未來最低租賃付款總額如下：

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Within 1 year	一年內	26,880	16,965
After 1 year but within 5 years	一年後但五年內	30,150	17,715
		<b>57,030</b>	34,680

# Notes to the Financial Statements

## 財務報表附註

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### 28 MATERIAL RELATED PARTY TRANSACTIONS

In addition to the related party information disclosed elsewhere in the consolidated financial statements, the Group entered into the following significant related party transactions.

#### (a) Name of and relationship with related parties

During the reporting period, transactions with the following parties are considered as related party transactions:

### 28 重大關連方交易

除綜合財務報表其他地方披露的關連方資料外，本集團於相關期間訂立下列重大關連方交易。

#### (a) 關連方名稱及與關連方的關係

於報告期間，與下列各方的交易被視為關連方交易：

Name of party 關連方名稱	Relationship with the Group 與本集團關係
Mr. Song Weiping 宋卫平先生	Shareholder of the Company 本公司股東
Ms. Xia Yibo 夏一波女士	Shareholder of the Company 本公司股東
Mr. Shou Bainian 壽柏年先生	Shareholder of the Company 本公司股東
Ms. Li Hairong 李海榮女士	Shareholder of the Company 本公司股東
Greentown Holdings and its subsidiaries or associates  綠城控股及其附屬公司或聯營公司	Greentown Holdings is controlled by Mr. Song Weiping, Ms. Xia Yibo and Mr. Shou Bainian 綠城控股由宋卫平先生、夏一波女士及 壽柏年先生控制
Mr. Yang Zhangfa 楊掌法先生	Executive Director of the Company 本公司執行董事
Mr. Wu Zihua 吳志華先生	Executive Director of the Company 本公司執行董事
Mr. Chen Hao 陳浩先生	Executive Director of the Company 本公司執行董事
Mr. Ju Jianhua 鞠建華先生	The spouse of Ms. Li Hairong 李海榮女士的配偶
Mr. Dong Ke 董克先生	Key management personnel of the Company 本公司主要管理層人員

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### 28 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

#### (a) Name of and relationship with related parties (Continued)

Name of party 關連方名稱
Ms. Sun Caixia 孫彩霞女士
Hangzhou Dangui Investment Company Limited ("Hangzhou Dangui Investment") and its subsidiaries or joint ventures 杭州丹桂投資管理有限公司(「杭州丹桂投資」)及其子公司或合營公司
Greentown China Holdings Limited and its subsidiaries ("Greentown China") 綠城中國控股有限公司及其子公司(「綠城中國」)
Nantong Golden 南通金
Zhejiang Lvxi 浙江綠西
Zhejiang Xinhua and its subsidiaries 浙江新湖及其附屬公司
Shanghai Xinhua and its subsidiaries 上海新湖及其附屬公司
Zhejiang Greentown Hospital Investment Company Limited and its subsidiary 浙江綠城醫院投資有限公司及其子公司
Hangzhou Lvjing Cleaning Service Company Limited ("Hangzhou Lvjing") and its subsidiaries 杭州綠晶保潔有限公司(「杭州綠晶」)及其附屬公司
Lvman Technology 綠漫科技
Greentown Telecommunication 綠城信息

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

### 28 重大關連方交易(續)

#### (a) 關連方名稱及與關連方的關係(續)

Relationship with the Group 與本集團關係
Key management personnel of the Company 本公司的主要管理層人員
Entities jointly controlled by Greentown Holdings 由綠城控股共同控制的實體
Mr. Song Weiping is a substantial shareholder 宋卫平先生為主要股東
Joint venture of the Group 本集團之合營企業
Joint venture of the Group 本集團之合營企業
Associates of the Group 本集團之聯營公司
Associates of the Group 本集團之聯營公司
Mr. Song Weiping is a major shareholder 宋卫平先生為主要股東
Entities formerly jointly controlled by Mr. Ju Jianhua 先前由鞠建華先生共同控制之實體
Associate of the Group 本集團之聯營公司
Controlled by Mr. Yang Zhangfa and Ms. Li Hairong 由楊掌法先生及李海榮女士控制

公司名稱的英文翻譯僅供參考。該等公司的法定名稱為中文。



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### 28 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

#### (b) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 7 and certain of the highest paid employees as disclosed in note 8, is as follows:

	2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Salaries, allowances and benefits in kind 薪金、津貼及實物福利	2,488	1,775
Discretionary bonuses 酌情花紅	4,713	3,059
Retirement scheme contributions 退休計劃供款	376	309
	<b>7,577</b>	<b>5,143</b>

Total remuneration is included in "staff costs" (see note 5(b)).

### 28 重大關連方交易(續)

#### (b) 主要管理層人員酬金

本集團主要管理層人員酬金(包括已付本公司董事的款項(誠如附註7所披露)及若干最高薪酬員工(誠如附註8所披露))如下:

以上主要管理層人員酬金已計入「員工成本」(見附註5(b))。

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### 28 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

#### (c) Significant related party transactions

Particulars of significant transactions between the Group and the above related parties during the reporting period are as follows:

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Receiving property management support services from:	獲得的物業管理支援服務來自：		
— Hangzhou Lvjing and its subsidiaries	— 杭州綠晶及其附屬公司	—	185,106
Receiving property management support services from:	獲得的物業管理支援服務來自：		
— Subsidiary and associate of Greentown Holdings	— 綠城控股的附屬公司及聯營公司	16,710	15,293
Health inspection service fee to:	支付體檢服務費予：		
— Subsidiary of Zhejiang Greentown Hospital Investment Company Limited	— 浙江綠城醫院投資有限公司的附屬公司	434	734
Property service and consulting service income from:	物業服務及諮詢服務收入來自：		
— Greentown China	— 綠城中國	169,569	223,534
— Subsidiary and associate of Greentown Holdings	— 綠城控股的附屬公司及聯營公司	1,445	1,961
Telecommunication services from:	電訊服務來自：		
— Greentown Telecommunication	— 綠城信息	648	—
Purchasing software and receiving related services from:	採購軟件及獲得的相關服務來自：		
— Lvman Technology	— 綠漫科技	17,775	—

The directors consider that all related party transactions during the reporting period were conducted on normal commercial terms and in the ordinary and usual course of the Group's business.

### 28 重大關連方交易(續)

#### (c) 重大關連方交易

本集團與上述關連方於相關期間的重大交易詳情如下：

董事認為所有關連方交易均在本集團日常及一般業務過程中按正常商業條款進行。

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### 28 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

#### (d) Balances with related parties

### 28 重大關連方交易(續)

#### (d) 關連方的結餘

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Amounts due from Greentown China	應收綠城中國款項		
— Trade nature	— 貿易性質	13,683	24,848
— Non-trade nature	— 非貿易性質	—	4,002
		<b>13,683</b>	28,850
Amount due from Hangzhou Dangui Investment	應收杭州丹桂投資款項		
— Non-trade nature	— 非貿易性質	—	38,805
Amounts due from subsidiary and associate of Greentown Holdings	應收綠城控股附屬公司及聯營公司款項		
— Trade nature	— 貿易性質	588	144
— Non-trade nature	— 非貿易性質	—	3,661
		<b>588</b>	3,805
Amounts due from associates or joint ventures	應收聯營公司或合營企業款項		
— Trade nature	— 貿易性質	11	—
— Non-trade nature	— 非貿易性質	—	25
		<b>11</b>	25
Amounts due to Greentown China	應付綠城中國款項		
— Trade nature	— 貿易性質	5,368	3,191
Amounts due to Greentown Holdings	應付綠城控股款項		
— Non-trade nature	— 非貿易性質	—	483
Amounts due to subsidiary and associate of Greentown Holdings	應付綠城控股附屬公司及聯營公司款項		
— Trade nature	— 貿易性質	2,539	341
— Non-trade nature	— 非貿易性質	—	159
		<b>2,539</b>	500
Amounts due to associates/ joint ventures	應付聯營公司/合營企業款額		
— Trade nature	— 貿易性質	25	—
— Non-trade nature	— 非貿易性質	—	100

Amounts due from/to related parties are unsecured and interest-free.

應收/應付關連方款項為無抵押及免息。

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### 29 COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION

### 29 公司層面財務狀況表

		Note 附註	2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
<b>Non-current assets</b>	<b>非流動資產</b>			
Interest in joint ventures	於合營企業的權益		86,571	–
Interest in subsidiaries	於附屬公司的權益	(a)	1,152,040	1
			<b>1,238,611</b>	<b>1</b>
<b>Current assets</b>	<b>流動資產</b>			
Trade and other receivables	貿易及其他應收款項		48	8
Cash and cash equivalents	現金及現金等價物		79,521	172
			<b>79,569</b>	<b>180</b>
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付款項		4,856	173
			<b>4,856</b>	<b>173</b>
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>74,713</b>	<b>7</b>
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>1,313,324</b>	<b>8</b>
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>1,313,324</b>	<b>8</b>
<b>CAPITAL AND RESERVES</b>	<b>資本及儲備</b>	24(a)		
Share capital	股本		24	8
Reserves	儲備		1,313,300	–
<b>TOTAL EQUITY</b>	<b>總權益</b>		<b>1,313,324</b>	<b>8</b>

#### (a) Interest in subsidiaries

#### (a) 於附屬公司的權益

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Costs of investment, unlisted	非上市投資成本	1	1
Amounts due from subsidiaries	應收附屬公司款項	1,152,039	–
		<b>1,152,040</b>	<b>1</b>

A substantial portion of proceeds arising from the Listing of the Company's shares on the Stock Exchange of Hong Kong Limited was used as a loan to Greentown Service Group (Hong Kong) Co. Limited, an indirectly wholly-owned subsidiary. The loan is unsecured, interest free and has no fixed term of repayment.

本公司股份於香港聯合交易所有限公司上市產生的所得款項絕大部分用作向間接全資附屬公司綠城服務集團(香港)有限公司貸款。該貸款屬無抵押、免息且無固定償還期限。

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### 30 INVESTMENTS IN SUBSIDIARIES

The following list contains only the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group. The class of shares held is ordinary unless otherwise stated.

### 30 於附屬公司的投資

下表僅載列對本集團業績、資產及負債構成主要影響的附屬公司詳情。除另有說明外，所持股份類別為普通股。

Name of company 公司名稱	Place of incorporation and business 註冊成立及營業地點	Registered/issued and paid-in capital 註冊/已發行及實繳資本	Proportion of ownership interest 股權比例			Principal activity 主要業務
			Group's effective interest 本集團實際權益	Held by the Company 本公司持有	Held by a subsidiary 附屬公司持有	
Greentown Service Group Investment Co. Ltd.	BVI	USD100/USD100	100%	100%	-	Investment holding
Greentown Service Group Investment Co. Ltd.	英屬維京群島	100美元/100美元	100%	100%	-	投資控股
Greentown Service Group (Hong Kong) Co. Limited	Hong Kong	HKD100/HKD100	100%	-	100%	Investment holding
綠城服務集團(香港)有限公司	香港	100港元/100港元	100%	-	100%	投資控股
Hangzhou Zigui Technology Company Limited (formerly known as "Hangzhou Osmanthus Garden Investment Management Company Limited")	the PRC	USD50,000,000/ USD18,693,011.30	100%	-	100%	Investment holding
杭州紫桂科技有限公司 (原名「杭州桂花園投資管理有限公司」)	中國	50,000,000美元/ 18,693,011.30美元	100%	-	100%	投資控股
Greentown PM	the PRC	RMB200,000,000/ RMB50,000,000	100%	-	100%	Property management
綠城物業服務集團有限公司	中國	人民幣200,000,000元/ 人民幣50,000,000元	100%	-	100%	物業服務
Zhejiang Lvsheng Property Management Company Limited	the PRC	RMB60,000,000/ RMB5,000,000	100%	-	100%	Property management
浙江綠升物業服務有限公司	中國	人民幣60,000,000元/ 人民幣5,000,000元	100%	-	100%	物業服務
Hangzhou Xianggui Hotel Management Company Limited	the PRC	RMB30,000/ RMB30,000	100%	-	100%	Hotel management
杭州香瑰酒店管理有限公司	中國	人民幣30,000元/ 人民幣30,000元	100%	-	100%	酒店管理
Shanghai Lvsheng Property Management Company Limited	the PRC	RMB500,000/ RMB500,000	100%	-	100%	Property management
上海綠豐物業管理有限公司	中國	人民幣500,000元/ 人民幣500,000元	100%	-	100%	物業服務

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### 30 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

### 30 於附屬公司的投資(續)

Name of company 公司名稱	Place of incorporation and business 註冊成立及 營業地點	Registered/issued and paid-in capital 註冊/已發行及 實繳資本	Group's effective interest 本集團實際權益	Proportion of ownership interest 股權比例		Principal activity 主要業務
				Held by the Company 本公司持有	Held by a subsidiary 附屬公司持有	
Zhejiang Greentown Lvfa Property Management Company Limited 浙江綠城綠發物業服務有限公司	the PRC 中國	RMB10,000,000/ RMB10,000,000 人民幣10,000,000元/ 人民幣10,000,000元	51%	–	51%	Property management 物業服務
Hangzhou Yijia Property Management Company Limited 杭州怡嘉物業管理有限公司	the PRC 中國	RMB500,000/ RMB500,000 人民幣500,000元/ 人民幣500,000元	100%	–	100%	Property management 物業服務
Ningbo Lvheng Property Management Company Limited 寧波綠恒物業服務有限公司	the PRC 中國	RMB3,000,000/ RMB3,000,000 人民幣3,000,000元/ 人民幣3,000,000元	80%	–	80%	Property management 物業服務
Zhejiang Baoye Greentown Property Management Company Limited 浙江報業綠城物業服務有限公司	the PRC 中國	RMB5,000,000/ RMB5,000,000 人民幣5,000,000元/ 人民幣5,000,000元	51%	–	51%	Property management 物業服務
Ningbo Greentown Advertisement Company Limited 寧波綠城廣告有限公司	the PRC 中國	RMB1,000,000/ RMB1,000,000 人民幣1,000,000元/ 人民幣1,000,000元	100%	–	100%	Advertisement design, producing and releasing services 廣告設計、製作及 發佈服務
Ningbo Greentown Property Management Company Limited 寧波綠城物業管理有限公司	the PRC 中國	RMB5,000,000/ RMB5,000,000 人民幣5,000,000元/ 人民幣5,000,000元	100%	–	100%	Property management 物業服務
Jiaxing Greentown Property Service Company Limited 嘉興綠城物業服務有限公司	the PRC 中國	RMB3,000,000/ RMB3,000,000 人民幣3,000,000元/ 人民幣3,000,000元	100%	–	100%	Property management 物業服務



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### 30 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

### 30 於附屬公司的投資(續)

Name of company 公司名稱	Place of incorporation and business 註冊成立及 營業地點	Registered/issued and paid-in capital 註冊/已發行及 實繳資本	Group's effective interest 本集團實際權益	Proportion of ownership interest 股權比例		Principal activity 主要業務
				Held by the Company 本公司持有	Held by a subsidiary 附屬公司持有	
Shanghai Lvyu Property Management Company Limited 上海綠宇物業管理有限公司	the PRC 中國	RMB3,000,000/ RMB3,000,000 人民幣3,000,000元/ 人民幣3,000,000元	100%	–	100%	Property management 物業服務
Anhui Greentown Property Management Company Limited 安徽綠城物業管理有限公司	the PRC 中國	RMB5,000,000/ RMB5,000,000 人民幣5,000,000元/ 人民幣5,000,000元	100%	–	100%	Property management 物業服務
Beijing Greentown Property Management Company Limited 北京綠城物業管理有限公司	the PRC 中國	RMB5,000,000/ RMB3,000,000 人民幣5,000,000元/ 人民幣3,000,000元	100%	–	100%	Property management 物業服務
Zhejiang Greentown Real Estate Consulting Company Limited 浙江綠城房地產諮詢有限公司	the PRC 中國	RMB500,000/ RMB500,000 人民幣500,000元/ 人民幣500,000元	100%	–	100%	Community leasing, sales and other services 園區租賃、銷售及 其他服務
Zhejiang Greentown Culture Arts Consulting Company Limited 浙江綠城文化策劃有限公司	the PRC 中國	RMB2,000,000/ RMB2,000,000 人民幣2,000,000元/ 人民幣2,000,000元	100%	–	100%	Recreational activities, exhibitions and market promotion services 康樂活動、展覽及 市場推廣服務
Zhejiang Greentown Real Estate Agency Company Limited 浙江綠城房屋置換有限公司	the PRC 中國	RMB1,000,000/ RMB1,000,000 人民幣1,000,000元/ 人民幣1,000,000元	55%	–	55%	Community leasing, sales and other services 園區租賃、銷售及 其他服務
Greentown Community Service 浙江綠城物業園區生活服務有限公司	the PRC 中國	RMB2,000,000/ RMB2,000,000 人民幣2,000,000元/ 人民幣2,000,000元	90%	–	90%	Business consultant and housekeeping services 營業顧問及家政服務

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### 30 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

### 30 於附屬公司的投資(續)

Name of company 公司名稱	Place of incorporation and business 註冊成立及 營業地點	Registered/issued and paid-in capital 註冊/已發行及 實繳資本	Group's effective interest 本集團實際權益	Proportion of ownership interest 股權比例		Principal activity 主要業務
				Held by the Company 本公司持有	Held by a subsidiary 附屬公司持有	
Zhejiang Greentown Hotel Management Company Limited 浙江綠城酒店管理有限公司	the PRC 中國	RMB5,000,000/ RMB5,000,000 人民幣5,000,000元/ 人民幣5,000,000元	100%	–	100%	Hotel management 酒店管理
Hangzhou Xiaoshan Tulip Hotel Management Company Limited 杭州蕭山鬱金香岸酒店管理有限公司	the PRC 中國	RMB500,000/ RMB500,000 人民幣500,000元/ 人民幣500,000元	100%	–	100%	Hotel management 酒店管理
Hangzhou Liuzhuang Hotel Management Company Limited 杭州留莊酒店管理有限公司	the PRC 中國	RMB1,500,000/ RMB1,500,000 人民幣1,500,000元/ 人民幣1,500,000元	100%	–	100%	Hotel management 酒店管理
Hangzhou Greentown Vocational Training School 杭州綠城職業培訓學校	the PRC 中國	RMB600,000/ RMB600,000 人民幣600,000元/ 人民幣600,000元	100%	–	100%	Property management related training services 物業服務相關培訓服務
Xinjiang Greentown Property Management Company Limited 新疆綠城物業服務有限公司	the PRC 中國	RMB3,000,000/ RMB3,000,000 人民幣3,000,000元/ 人民幣3,000,000元	100%	–	100%	Property management, leasing and housekeeping services 物業服務、租賃及 家政服務
Shenyang Greentown Property Services Company Limited 沈陽綠城物業服務有限公司	the PRC 中國	RMB6,000,000/ RMB6,000,000 人民幣6,000,000元/ 人民幣6,000,000元	60%	–	60%	Property management 物業服務
Shenyang Bihe Real Estate Agency Company Limited 瀋陽必和房產置業有限公司	the PRC 中國	RMB100,000/ RMB100,000 人民幣100,000元/ 人民幣100,000元	60%	–	60%	Community leasing, sales and other services 園區租賃、銷售及 其他服務
Qian'an Greentown Services Company Limited 遷安綠城物業服務有限公司	The PRC 中國	RMB500,000/ RMB500,000 人民幣500,000元/ 人民幣500,000元	100%	–	100%	Property management 物業服務

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### 30 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

### 30 於附屬公司的投資(續)

Name of company 公司名稱	Place of incorporation and business 註冊成立及 營業地點	Registered/issued and paid-in capital 註冊/已發行及 實繳資本	Group's effective interest 本集團實際權益	Proportion of ownership interest 股權比例		Principal activity 主要業務
				Held by the Company 本公司持有	Held by a subsidiary 附屬公司持有	
Shandong Greentown Property Management Company Limited 山東綠城物業服務有限公司	the PRC 中國	RMB10,000,000/ RMB10,000,000 人民幣10,000,000元/ 人民幣10,000,000元	100%	–	100%	Property management 物業服務
Zhoushan Greentown Dongsha Hotel Management Company Limited 舟山綠城東沙度假酒店管理有限公司	the PRC 中國	RMB30,000/ RMB30,000 人民幣30,000元/ 人民幣30,000元	100%	–	100%	Undertake convention and exhibition, hotel management 承包會及展覽、酒店管理
Hangzhou Greentown Chengpin Property Management Company Limited 杭州綠城誠品物業管理有限公司	the PRC 中國	RMB2,000,000/ RMB2,000,000 人民幣2,000,000元/ 人民幣2,000,000元	100%	–	100%	Property management 物業服務
Xinyang Greentown Property Management Company Limited 信陽綠城物業服務有限公司	the PRC 中國	RMB500,000/ RMB500,000 人民幣500,000元/ 人民幣500,000元	100%	–	100%	Property management 物業服務
Hefei Greentown Real Estate Agency Company Limited 合肥綠城房屋置換有限公司	the PRC 中國	RMB300,000/ RMB300,000 人民幣300,000元/ 人民幣300,000元	100%	–	100%	Community leasing, sales and other services 園區租賃、銷售及 其他服務
Greentown Property Service Group Jiangsu Company Limited 綠城物業服務集團江蘇有限公司	the PRC 中國	RMB10,000,000/ RMB10,000,000 人民幣10,000,000元/ 人民幣10,000,000元	100%	–	100%	Property management 物業服務
Zhejiang Greentown Yuhua Education and Technology Company Limited 浙江綠城育華教育科技有限公司	the PRC 中國	RMB10,000,000/ RMB5,000,000 人民幣10,000,000元/ 人民幣5,000,000元	100%	–	100%	Education consultant service 教育諮詢服務

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### 30 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

### 30 於附屬公司的投資(續)

Name of company 公司名稱	Place of incorporation and business 註冊成立及 營業地點	Registered/issued and paid-in capital 註冊/已發行及 實繳資本	Group's effective interest 本集團實際權益	Proportion of ownership interest 股權比例		Principal activity 主要業務
				Held by the Company 本公司持有	Held by a subsidiary 附屬公司持有	
Guoqin Greentown (Beijing) Asset Management Company Limited	the PRC	RMB3,000,000/ RMB1,800,000	60%	–	60%	Investment consultant service, asset management service
國勤綠城(北京)資產管理有限公司	中國	人民幣3,000,000元/ 人民幣1,800,000元	60%	–	60%	投資顧問服務、資產管理服務
Zhejiang Twin Cities Network Company Limited	the PRC	RMB11,000,000/ RMB9,160,600	75%	–	75%	Computer networking technology, consultant service
浙江雙城網絡科技有限公司	中國	人民幣11,000,000元/ 人民幣9,160,600元	75%	–	75%	電腦網絡技術、諮詢服務
Greentown Property Service Group (Hong Kong) Co., Limited	Hong Kong	HKD40,000,000/ HKD40,000,000	100%	–	100%	Investment holding
綠城物業服務集團(香港)有限公司	香港	40,000,000港元/ 40,000,000港元	100%	–	100%	投資控股
Lingshui Greentown Tiantangniao Holiday House Management Company Limited	the PRC	RMB1,000,000/–	100%	–	100%	Hotel and resorts management
陵水綠城天堂鳥度假屋管理有限公司**	中國	人民幣1,000,000元/–	100%	–	100%	酒店及度假屋管理
Sanya Greentown Tiantangniao Holiday House Management Company Limited	the PRC	RMB1,000,000/–	100%	–	100%	Resorts management
三亞綠城天堂鳥度假屋管理有限公司**	中國	人民幣1,000,000元/–	100%	–	100%	度假屋管理
Haining Greentown Hongxiang Property Service Company Limited	the PRC	RMB3,000,000/ RMB600,000	60%	–	60%	Property management
海寧綠城鴻翔物業服務有限公司**	中國	人民幣3,000,000元/ 人民幣600,000元	60%	–	60%	物業服務
Hangzhou Shide Financial Service Outsourcing Company Limited	the PRC	RMB10,000,000/ RMB1,000,000	75%	–	75%	Financial service outsourcing
杭州世德金融服務外包有限公司**	中國	人民幣10,000,000元/ 人民幣1,000,000元	75%	–	75%	金融服務外包

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### 30 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

### 30 於附屬公司的投資(續)

Name of company 公司名稱	Place of incorporation and business 註冊成立及 營業地點	Registered/issued and paid-in capital 註冊/已發行及 實繳資本	Group's effective interest 本集團實際權益	Proportion of ownership interest 股權比例		Principal activity 主要業務
				Held by the Company 本公司持有	Held by a subsidiary 附屬公司持有	
Chongqing Liangjiang Greentown Property Service Company Limited 重慶兩江綠城物業服務有限公司**	the PRC 中國	RMB5,000,000/- 人民幣5,000,000/-	51%	-	51%	Property management 物業服務
Zhejiang Anji Greentown Yinrun Property Service Company Limited 浙江安吉綠城銀潤物業服務有限公司**	the PRC 中國	RMB3,000,000/- 人民幣3,000,000/-	60%	-	60%	Property management 物業服務
Jiangxi Gantie Greentown Property Service Company Limited 江西贛鐵綠城物業服務有限公司**	the PRC 中國	RMB3,000,000/- 人民幣3,000,000/-	51%	-	51%	Property management 物業服務

\* All the PRC entities are limited liability companies. The English translation of the company name is for reference only. The official names of these companies are in Chinese.

\*\* The subsidiaries were established by the Group during 2016.

\* 所有中國實體皆為有限責任公司。公司名稱的英文翻譯僅供參考。該等公司的法定名稱為中文。

\*\* 該等附屬公司由本集團於2016年成立。

As at 31 December 2016, no subsidiary of the Group had material non-controlling interests.

於2016年12月31日，概無本集團附屬公司擁有重大非控股權益。

### 31 PRE-IPO SHARE AWARD SCHEME

On 1 January 2016, the Company adopted a Pre-IPO share award scheme (the “**Pre-IPO Share Award Scheme**”) to grant certain senior management personnel of the Group (“**the Incentive Targets**”) to acquire certain shares of the Company (“**the Incentive Shares**”) from Ms. Li Hairong. The consideration for the acquisition is by reference to the valuation of Greentown PM as at 31 December 2015. Lilac International Investment Company Limited (“**Lilac**”), a company wholly-owned by Ms. Li Hairong, transferred an aggregate of 105,000,000 shares of the Company to Mass Wisdom Group Limited (“**Mass Wisdom**”), a third party trust company, which was appointed as the trustee under the Pre-IPO Share Award Scheme. The shares would be held by Mass Wisdom on behalf of the Incentive Targets. The shares awarded under the Pre-IPO Share Award Scheme would vest on the date of the Listing. The consideration would be payable by the Incentive Targets to Lilac upon the Listing. If the Listing does not take place on or before 31 December 2016, Mass Wisdom shall transfer these shares of the Company back to Lilac at nil consideration.

On 18 April 2016, written resolutions of the shareholders of the Company were passed to approve the amendments to the structure to the Pre-IPO Share Award Scheme. Pursuant to the shareholders’ resolution, Begonia International Investment Company Limited (“**Begonia**”, a company wholly-owned by Mr. Yang Zhangfa) and Blue-Bay International Investment Company Limited (“**Blue-Bay**”, a company wholly-owned by Mr. Wu Zhihua, executive director of the Company), transferred their 30,000,000 and 15,000,000 shares of the Company back to Lilac. On 18 April 2016, Lilac transferred 45,000,000 shares of the Company to Mass Wisdom. The 45,000,000 shares became part of the Incentive Shares and were awarded to Mr. Yang Zhangfa and Mr. Wu Zhihua on 18 April 2016, through the Pre-IPO Share Award Scheme as a continuation of the original grant by Lilac to Begonia and Blue-Bay. After the transfer, the total number of Incentive Shares increased from 105,000,000 to 150,000,000.

The Incentive Shares further increased from 150,000,000 shares to 300,000,000 shares after the capitalisation issue completed on 12 July 2016 (see Note 24(c)(iii)), among which, Mr. Yang Zhangfa and Mr. Wu Zhihua owns 60,000,000 and 30,000,000 shares respectively.

### 31 首次公開發售前股份獎勵計劃

本公司於2016年1月1日採用首次公開發售前股份獎勵計劃(「**首次公開發售前股份獎勵計劃**」)，以授權予若干本集團高級管理人員(「**激勵對象**」)向李海榮女士收購若干本公司股份(「**激勵股份**」)。收購代價乃參考綠城物業服務於2015年12月31日的估值。李海榮女士全資擁有的公司Lilac International Investment Company Limited(「**Lilac**」)將合共105,000,000股本公司股份轉讓予第三方信託公司Mass Wisdom Group Limited(「**Mass Wisdom**」)，Mass Wisdom獲委任為首次公開發售前股份獎勵計劃的受託人。Mass Wisdom代表激勵對象持有有關股份。根據首次公開發售前股份獎勵計劃授出的股份將於上市日期歸屬。上市後，激勵對象須向Lilac支付代價。倘上市並無於2016年12月31日或之前發生，Mass Wisdom則將該等本公司股份無償轉回予Lilac。

於2016年4月18日，本公司股東書面決議案獲通過，以批准首次公開發售前股份獎勵計劃的架構修訂。根據股東決議案，楊掌法先生全資擁有的公司Begonia International Investment Company Limited(「**Begonia**」)及本公司執行董事吳志華先生全資擁有的公司Blue-Bay International Investment Company Limited(「**Blue-Bay**」)分別將其30,000,000股及15,000,000股本公司股份轉回予Lilac。於2016年4月18日，Lilac將45,000,000股本公司股份轉讓予Mass Wisdom。該45,000,000股股份成為激勵股份的一部分，並於2016年4月18日透過首次公開發售前股份獎勵計劃授予楊掌法先生及吳志華先生，作為Lilac原本向Begonia及Blue-Bay授出股份的延續。轉讓後，激勵股份之總數由105,000,000股升至150,000,000股。

於資本化發行(見附註24(c)(ii))在2016年7月12日完成後，激勵股份由150,000,000股進一步增至300,000,000股，當中楊掌法先生及吳志華先生分別擁有60,000,000股及30,000,000股。



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### 31 PRE-IPO SHARE AWARD SCHEME (CONTINUED)

Discounted cash flow model was used to estimate the fair value of the shares of Greentown PM. As at 31 December 2015, the estimated fair value of the shares transferred is RMB637,800,000, which was carried out by an independent valuer. The variables and assumptions used in computing the fair value of the shares are based on management of the Company's best estimate. The value of a share varies with different variables of certain subjective assumptions. The inputs into the model are as follows:

Risk-Free Rate	4%
Weighted Average Cost of Capital	15%
Beta (Relevered)	1.46
Terminal capitalisation rate	12%

No expense was recognised for the year ended 31 December 2016 in relation to share-based payment transaction by the Company as the fair value of the shares granted was approximate to the consideration.

### 32 NON-ADJUSTING EVENTS AFTER THE REPORTING PERIOD

**(a) Acquisition of a subsidiary — Jilin Tianshun Property Service Company Limited (吉林天順物業服務有限公司) (“Tianshun Property Service”)**

On 19 December 2016, the Group entered into an equity transfer agreement and supplementary agreement with Jilin Tianshun Agency Company Limited to acquire its 70% equity interests in Tianshun Property Service for a cash consideration of RMB18,000,000. After the acquisition, Tianshun Property Service became a subsidiary of the Group, which provided property management service. The acquisition was completed on 13 March 2017.

**(b) Final dividend**

Subsequent to the end of the reporting period, the directors proposed a final dividend. Further details are disclosed in note 24(b).

### 31 首次公開發售前股份獎勵計劃 (續)

經貼現的現金流模型已用於估計綠城物業服務股份的公平值。於2015年12月31日，所轉讓股份的估計公平值為人民幣637,800,000元，乃由獨立估值師估算得出。計算股份公平值的變數及假設乃按照本公司管理層的最佳估計。股份價值隨著若干主觀假設的不同變數有所變化。模型的輸入數據如下：

無風險利率	4%
加權平均資本成本	15%
β 系數(再槓桿)	1.46
最終資本化率	12%

截至2016年12月31日止年度，並無就本公司以股份為基礎之付款交易確認開支，乃由於授出股份的公平值與代價相若。

### 32 報告期後的非調整事項

**(a) 收購附屬公司 — 吉林天順物業服務有限公司(「天順物業服務」)**

於2016年12月19日，本集團與吉林天順置業有限公司訂立股權轉讓協議及附屬協議，收購吉林天順物業服務有限公司70%股權，現金代價為人民幣18,000,000元。收購完成後，天順物業服務成為本集團附屬公司，提供物業服務。收購事項已於2017年3月13日完成。

**(b) 末期股息**

於報告期末後，董事建議派發末期股息。更多詳情載於附註24(b)披露。

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### 33 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2016

Up to the date of issue of these financial statements, the HKICPA has issued a number of amendments and new standards which are not yet effective for the year ended 31 December 2016 and which have not been adopted in these financial statements. These include the following which may be relevant to the Group.

### 33 截至2016年12月31日止年度已頒佈但尚未生效的修訂、新準則及詮釋可能產生的影響

截至刊發該等財務報表日期，香港會計師公會已頒佈截至2016年12月31日止年度尚未生效且並無於該等財務報表採納的多項修訂及新準則。以下修訂及新準則與本集團有關。

		Effective for accounting periods beginning on or after 於下列日期 或之後開始的 會計期間生效
Amendments to HKAS 12, <i>Income taxes: Recognition of deferred tax assets for unrealised losses</i>	香港會計準則第12號修訂， <i>所得稅：就未變現虧損確認遞延稅項資產</i>	1 January 2017 2017年1月1日
Amendments to HKAS 7, <i>Statement of cash flows: Disclosure initiative</i>	香港會計準則第7號修訂， <i>現金流量表：主動性披露</i>	1 January 2017 2017年1月1日
HKFRS 15, <i>Revenue from contracts with customers</i>	香港財務報告準則第15號， <i>來自客戶合約之收入</i>	1 January 2018 2018年1月1日
HKFRS 9, <i>Financial instruments</i>	香港財務報告準則第9號， <i>金融工具</i>	1 January 2018 2018年1月1日
Amendments to HKFRS 2, <i>Share-based payment</i>	香港財務報告準則第2號修訂， <i>以股份為基礎之交易</i>	1 January 2018 2018年1月1日
HKFRS 16, <i>Leases</i>	香港財務報告準則第16號， <i>租賃</i>	1 January 2019 2019年1月1日
Amendments to HKFRS 10, <i>Consolidate financial statements and HKAS 28, Investments in associates and joint ventures: Sale or contribution of assets between an investor and its associate or joint venture</i>	香港財務報告準則第10號， <i>綜合財務報表</i> 及香港會計準則第28號修訂， <i>於聯營公司及合營企業的投資：投資者與其聯營公司或合營企業之間的資產出售或注資</i>	To be determined 有待釐定

### 33 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2016 (CONTINUED)

The Group is in the process of making an assessment of what the impact of these amendments and new standards is expected to be in the period of initial application. So far the Group has identified some aspects of the new standards which may have a significant impact on the consolidated financial statements. Further details of the expected impacts are discussed below. As the Group has not completed its assessment, further impacts may be identified in due course and will be taken into consideration when determining whether to adopt any of these new requirements before their effective date and which transitional approach to take, where there are alternative approaches allowed under the new standards.

#### HKFRS 9 Financial Instruments

HKFRS 9 replaces the existing guidance in HKAS 39 *Financial instruments: Recognition and measurement*. HKFRS 9 includes revised guidance on the classification and measurement of financial instruments, a new expected credit loss model for calculating impairment on financial assets, and new general hedge accounting requirements. It also carries forward the guidance on recognition and derecognition of financial instruments from HKAS 39.

HKFRS 9 will replace the current standard on accounting for financial instruments, HKAS 39, *Financial instruments: Recognition and measurement*. HKFRS 9 introduces new requirements for classification and measurement of financial assets, calculation of impairment of financial assets and hedge accounting. On the other hand, HKFRS 9 incorporates without substantive changes the requirements of HKAS 39 for recognition and derecognition of financial instruments and the classification of financial liabilities. Expected impacts of the new requirements on the Group's financial statements are as follows:

### 33 截至2016年12月31日止年度已頒佈但尚未生效的修訂、新準則及詮釋可能產生的影響(續)

本集團正在評估該等準則及新準則於初次應用期間預期產生的影響。迄今本集團已識別新準則的若干方面可能對本集團綜合財務報表造成重大影響。預期影響的更多詳情於下文論述。由於本集團尚未完成評估，過程中可能發現其他影響，本集團在決定是否於生效日期前採納任何該等新規定及採取何種過渡方式(倘新訂準則允許不同方式)時將考慮該等影響。

#### 香港財務報告準則第9號金融工具

香港財務報告準則第9號取代了香港會計準則第39號，*金融工具：確認及計量*的現有指引。香港財務報告準則第9號包括入金融工具分類及計量的經修訂指引、計算金融資產減值的預期信貸虧損模式及新訂的一般對沖會計規定。該準則亦繼續採用香港會計準則第39號的金融工具確認及計量的指引。

香港財務報告準則第9號將取代金融工具會計處理之現行準則：香港會計準則第39號，*金融工具：確認及計量*。香港財務報告準則第9號引入金融資產劃分及計量、金融資產減值計算及套期會計法之新規定。另一方面，香港財務報告準則第9號收納香港會計準則第39號有關確認及終止確認金融工具以及劃分金融負債之規定，並無作出重要修改。新規定對本集團財務報表之預期影響如下：

### 33 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2016 (CONTINUED)

#### HKFRS 9 Financial Instruments (Continued)

##### (a) Classification and measurement

HKFRS 9 contains three principal classification categories for financial assets: measured at (1) amortised cost, (2) fair value through profit or loss (FVTPL) and (3) fair value through other comprehensive income (FVTOCI) as follows:

- The classification for debt instruments is determined based on the entity's business model for managing the financial assets and the contractual cash flow characteristics of the asset. If a debt instrument is classified as FVTOCI then effective interest, impairments and gains/losses on disposal will be recognised in profit or loss.
- For equity securities, the classification is FVTPL regardless of the entity's business model. The only exception is if the equity security is not held for trading and the entity irrevocably elects to designate that security as FVTOCI. If an equity security is designated as FVTOCI then only dividend income on that security will be recognised in profit or loss. Gains, losses and impairments on that security will be recognised in other comprehensive income without recycling.

Based on the preliminary assessment, the Group expects that its financial assets currently measured at amortised cost and FVTPL will continue with their respective classification and measurements upon the adoption of HKFRS 9.

### 33 截至2016年12月31日止年度已頒佈但尚未生效的修訂、新準則及詮釋可能產生的影響(續)

#### 香港財務報告準則第9號金融工具(續)

##### (a) 分類及計量

香港財務報告準則第9號載有有關金融資產的三個主要分類：(1)攤銷成本計量，(2)按公平值計入損益及按公平值計入其他全面收益(「按公平值計入其他全面收益」)計量如下：

- 債務工具的分類乃根據實體就有關管理金融資產及資產的合約現金流量特性所協定的業務模式而釐定。倘債務工具被分類為按公平值計入其他全面收益，則出售時之實際利息、減值及收益／虧損將於損益中確認。
- 就權益證券而言，不論實體的業務模式均被分類為按公平值計入損益。唯一例外情況為倘權益證券並非持作買賣，而實體不可撤回地選擇指定有關證券為按公平值計入其他全面收益。倘權益證券被指定為按公平值計入其他全面收益，則將僅於損益中確認證券之股息收入。該證券之收益、虧損及減值將在並無循環下於其他全面收益確認。

根據初步評估，於採納香港財務報告準則第9號後，本集團預期其目前按攤銷成本及按公平值計入損益計量之金融資產將繼續作其相關分類及計量。

### 33 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2016 (CONTINUED)

#### HKFRS 9 Financial Instruments (Continued)

##### (a) Classification and measurement (Continued)

With respect to the Group's financial assets currently classified as "available-for-sale", these are investments in equity financial instruments which the Group may classify as either FVTPL or irrevocably elect to designate as FVTOCI (without recycling) on transition to HKFRS 9. The Group has not yet decided whether it will irrevocably designate these investments as FVTOCI or classify them as FVTPL. Either classification would give rise to a change in accounting policy as the current accounting policy for available-for-sale equity investments is to recognise fair value changes in other comprehensive income until disposal or impairment, when gains or losses are recycled to profit or loss in accordance with the Group's policies set out in notes 1(g) and 1(k). This change in policy will have no impact on the Group's net assets and total comprehensive income but will impact on reported performance amounts such as profit and earnings per share.

The classification and measurement requirements for financial liabilities under HKFRS 9 are largely unchanged from HKAS 39, except that HKFRS 9 requires the fair value change of a financial liability designated at FVTPL that is attributable to changes of that financial liability's own credit risk to be recognised in other comprehensive income (without reclassification to profit or loss). The Group currently does not have any financial liabilities designated at FVTPL and therefore this new requirement may not have any impact on the Group on adoption of HKFRS 9.

### 33 截至2016年12月31日止年度已頒佈但尚未生效的修訂、新準則及詮釋可能產生的影響(續)

#### 香港財務報告準則第9號金融工具(續)

##### (a) 分類及計量(續)

就本集團現時分類為「可供出售」金融資產而言，在過渡至香港財務報告第9號期間，權益金融工具的投資為本集團可能分類為按公平值計入損益或不可撤回地選擇指定為按公平值計入其他全面收益(並無循環)的投資。本集團尚未決定將該等投資不可撤銷地指定為按公平值計入其他全面收益或將其分類為按公平值計入損益。任何一種分類都會導致會計政策有所變更，因為在現有的會計政策下，可供出售權益投資於出售或減值時確認其他全面收益的公平值變動，而收益或損失將根據附註1(g)及1(k)所載的本集團政策轉出至損益。此政策變動對本集團資產淨值及全面收益總額並無影響，惟影響呈報表現金額，如溢利及每股盈利。

香港財務報告準則第9號項下對金融負債的分類及計量規定與香港會計準則第39號並無重大變動，惟香港財務報告準則第9號規定指定為按公平值計入損益的金融負債自身信貸風險之變動所造成的該金融負債公平值變動須於其他全面收益確認(並無重新分類至損益)。本集團目前並無任何指定為按公平值計入損益之金融負債，故於採納香港財務報告準則第9號時，此項新規定未必會對本集團造成任何影響。



### 33 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2016 (CONTINUED)

#### HKFRS 9 Financial Instruments (Continued)

##### (b) Impairment

The new impairment model in HKFRS 9 replaces the “incurred loss” model in HKAS 39 with an “expected credit loss” model. Under the expected credit loss model, it will no longer be necessary for a loss event to occur before an impairment loss is recognised. Instead, an entity is required to recognise and measure expected credit losses as either 12-month expected credit losses or lifetime expected credit losses, depending on the asset and the facts and circumstances. This new impairment model may result in an earlier recognition of credit losses on the Group’s trade receivables and other financial assets. However, a more detailed analysis is required to determine the extent of the impact.

#### HKFRS 15 Revenue from contracts with customers

HKFRS 15 establishes a comprehensive framework for recognising revenue from contracts with customers. HKFRS 15 will replace the existing revenue standards, HKAS 18, *Revenue*, which covers revenue arising from sale of goods and rendering of services, and HKAS 11, *Construction contracts*, which specifies the accounting for revenue from construction contracts. The Group is currently assessing the impacts of adopting HKFRS 15 on its financial statements. Based on the preliminary assessment, the Group has identified the following areas which are likely to be affected:

##### (a) Timing of revenue recognition

The Group’s revenue recognition policies are disclosed in note 1(t). Currently, revenue arising from the provision of services is recognised over time, whereas revenue from the sale of goods is generally recognised when the risks and rewards of ownership have passed to the customers.

### 33 截至2016年12月31日止年度已頒佈但尚未生效的修訂、新準則及詮釋可能產生的影響(續)

#### 香港財務報告準則第9號金融工具(續)

##### (b) 減值

香港財務報告準則第9號的新減值模式「預期信貸虧損」模式取代香港會計準則第39號的「已產生虧損」模式。根據預期信貸虧損模式，在確認減值虧損前將不再需要發生虧損事件。反之，實體須按資產及事實以及情況確認及計量預期信貸虧損為12個月的預期信貸虧損或永久預期信貸虧損。此項新減值模式可能導致提前確認本集團於貿易應收款項及其他金融資產的信貸虧損。然而，釐定該影響程度須作出更詳細分析。

#### 香港財務報告準則第15號來自客戶合約之收入

香港財務報告準則第15號建立確認來自客戶合約收入的全面框架。香港財務報告準則第15號將取代現有收入準則，香港會計準則第18號，*收益*（包括銷售貨物及提供服務所產生的收益）及香港會計準則第11號，*工程合約*（訂明建造合約收益的會計處理方法）。本集團目前正在評估採用香港財務報告準則第15號對其財務報表的影響。根據初步評估，本集團已確定以下可能受影響的範圍：

##### (a) 收益確認時間

本集團的收益確認政策已於附註1(t)披露。目前，來自提供服務的收益已於期間內確認，而來自銷售貨物的收益一般於擁有權的風險及回報轉至客戶時確認。



# Notes to the Financial Statements

## 財務報表附註

for the year ended 31 December 2016 截至2016年12月31日止年度  
(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

### 33 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2016 (CONTINUED)

#### HKFRS 15 Revenue from contracts with customers

(Continued)

##### (a) Timing of revenue recognition (Continued)

Under HKFRS 15, revenue is recognised when the customer obtains control of the promised good or service in the contract. HKFRS 15 identifies 3 situations in which control of the promised good or service is regarded as being transferred over time:

- (i) When the customer simultaneously receives and consumes the benefits provided by the entity's performance, as the entity performs;
- (ii) When the entity's performance creates or enhances an asset (for example work in progress) that the customer controls as the asset is created or enhanced;
- (iii) When the entity's performance does not create an asset with an alternative use to the entity and the entity has an enforceable right to payment for performance completed to date.

If the contract terms and the entity's activities do not fall into any of these 3 situations, then under HKFRS 15 the entity recognises revenue for the sale of that good or service at a single point in time, being when control has passed. Transfer of risks and rewards of ownership is only one of the indicators that will be considered in determining when the transfer of control occurs.

As a result of this change from the risk-and-reward approach to the contract-by-contract transfer-of-control approach, it is possible that once the Group adopts IFRS 15, for some of the Group's contracts, the point in time when revenue is recognised may be earlier or later than under the current accounting policy. However, further analysis is required to determine whether this change in accounting policy may have a material impact on the amounts reported in any given financial reporting period.

### 33 截至2016年12月31日止年度已頒佈但尚未生效的修訂、新準則及詮釋可能產生的影響(續)

#### 香港財務報告準則第15號來自客戶合約之收入(續)

##### (a) 收益確認時間(續)

根據香港財務報告準則第15號，收益於客戶取得合約中已約定貨物或服務的控制權時確認。香港財務報告準則第15號確認三項情況，其中已約定貨物或服務的控制權被視為時間上轉移：

- (i) 當客戶同時接收及耗用由實體的表現(由實體進行)所提供的利益時；
- (ii) 當實體的表現創造或增加一項資產(例如在建工程)時，客戶的控制權作為所創造或增加的資產；
- (iii) 當實體的表現並無創造對實體而言可替代使用的一項資產，及該實體對於迄今完成的表現具有可強制執行的付款權。

倘合約條款及實體活動並不屬於該三項情況中任何一項，則根據香港財務報告準則第15號，實體於單一時間(即控制權轉移時)銷售該貨物或服務時確認收益。擁有權風險及回報的轉移僅於確定何時發生控制權轉移時將予考慮的指標之一。

由於從風險及回報方法更改為按合約轉移控制權方法，有可能當本集團採納香港財務報告準則第15號時，若干本集團合約確認收益的時間點可能較現時會計政策的提早或延遲。然而，本集團需要進一步分析，以確定該會計政策的更改是否有可能對任何財務報告期間所呈報的金額有重大影響。

### 33 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2016 (CONTINUED)

#### HKFRS 15 Revenue from contracts with customers

(Continued)

##### (b) Significant financing component

HKFRS 15 requires an entity to adjust the transaction price for the time value of money when a contract contains a significant financing component, regardless of whether the payments from customers are received significantly in advance or in arrears.

Currently, the Group would only apply such a policy when payments are significantly deferred, which is currently not common in the Group's arrangements with its customers. Currently, the Group does not apply such a policy when payments are received in advance.

The Group is in the process of assessing whether this component in the Group's advance payment schemes would be significant to the contract and therefore whether, once HKFRS 15 is adopted, the transaction price would need to be adjusted for the purposes of recognising revenue.

#### HKFRS 16 Leases

As disclosed in note 1(j), currently the Group classifies leases into finance leases and operating leases and accounts for the lease arrangements differently, depending on the classification of the lease. The Group enters into some leases as the lessor and others as the lessee.

### 33 截至2016年12月31日止年度已頒佈但尚未生效的修訂、新準則及詮釋可能產生的影響(續)

#### 香港財務報告準則第15號來自客戶合約之收入(續)

##### (b) 重大融資組成部分

香港財務報告準則第15號規定，當合同包括重大融資部分時，實體須就貨幣時間價值調整交易價格，無論客戶付款是否預先收到大部份款項或拖欠大部份款項。

目前，本集團僅於付款重大遞延時才應用有關政策，而此狀況於本集團與其客戶中並不常見。目前，本集團於預先收取付款時並無應用有關政策。

本集團正評估本集團的預付款項計劃中該部分對合約是否重要，並因此，一旦採用香港財務報告準則第15號，是否須就確認收益調整交易價格。

#### 香港財務報告準則第16號租賃

誠如附註1(j)所披露，目前本集團分類租賃至融資租賃及經營租賃，並計入不同的租賃安排(取決於租賃的分類)。本集團(作為出租人)及其他人(作為承租人)訂立若干租賃。

### 33 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2016 (CONTINUED)

#### HKFRS 16 Leases (Continued)

HKFRS 16 is not expected to impact significantly on the way that lessors account for their rights and obligations under a lease. However, once HKFRS 16 is adopted, lessees will no longer distinguish between finance leases and operating leases. Instead, subject to practical expedients, lessees will account for all leases in a similar way to current finance lease accounting, i.e. at the commencement date of the lease the lessee will recognise and measure a lease liability at the present value of the minimum future lease payments and will recognise a corresponding "right-of-use" asset. After initial recognition of this asset and liability, the lessee will recognise interest expense accrued on the outstanding balance of the lease liability, and the depreciation of the right-of-use asset, instead of the current policy of recognising rental expenses incurred under operating leases on a systematic basis over the lease term. As a practical expedient, the lessee can elect not to apply this accounting model to short-term leases (i.e. where the lease term is 12 months or less) and to leases of low-value assets, in which case the rental expenses would continue to be recognised on a systematic basis over the lease term.

HKFRS 16 will primarily affect the Group's accounting as a lessee of leases for properties, plant and equipment which are currently classified as operating leases. The application of the new accounting model is expected to lead to an increase in both assets and liabilities and to impact on the timing of the expense recognition in the statement of profit or loss over the period of the lease. As disclosed in note 27(b), at 31 December 2016 the Group's future minimum lease payments under non-cancellable operating leases amounted to RMB57,030,000 for properties and other assets, which is payable either within 1 year or between 1 and 5 years after the reporting date. Accordingly certain amounts may therefore need to be recognised as lease liabilities, with corresponding right-of-use assets, once HKFRS 16 is adopted. The Group will need to perform a more detailed analysis to determine the amounts of new assets and liabilities arising from operating lease commitments on adoption of HKFRS 16, after taking into account the applicability of the practical expedient and adjusting for any leases entered into or terminated between now and the adoption of HKFRS 16 and the effects of discounting.

### 33 截至2016年12月31日止年度已頒佈但尚未生效的修訂、新準則及詮釋可能產生的影響(續)

#### 香港財務報告準則第16號租賃(續)

預期香港財務報告準則第16號將不會對出租人根據租賃將彼等權利及義務入賬的方式造成重大影響。然而，一旦採納香港財務報告準則第16號，承租人將不再區分融資租賃及經營租賃。相反，受實際權益方法的規限，承租人將以類似方式將所有租約入賬列作現有融資租賃會計處理方法，即於該租賃開始日期，承租人將按最低日後租賃款項的現值確認及計量租賃負債，及將確認相應的「使用權」資產。於初步確認該資產及負債後，承租人將確認租賃負債結餘所產生的利息開支及使用權資產折舊，而非於租期內按系統基準確認根據經營租約所產生的租賃開支的現有政策。作為實際權益方法，承租人可選擇不將此會計模式應用於短期租賃(即租期為12個月或以下)及低價值資產的租賃，於該等情況下，租金開支將繼續於租期內按系統基準確認。

香港財務報告準則第16號將主要影響本集團作為租約承租人就物業、廠房及設備(現時分類為經營租賃)的會計處理方法。預期應用新會計模式將導致資產及負債均有所增加，及影響租賃期間於損益表確認開支的時間。誠如附註27(b)所披露，於2016年12月31日，本集團於不可撤銷經營租賃項下就物業及其他資產的未來最低租賃款項將達人民幣57,030,000元，且須於報告日期後一年內或一至五年內支付。因此，一旦採納香港財務報告準則第16號，若干該等款項可能須按照相應使用權資產確認為租賃負債。經考慮實際權益方法的適用性及調整現時與採納香港財務報告準則第16號之間已訂立或終止的任何租賃及折讓影響後，本集團將須進行更為詳細分析以釐定於採納香港財務報告準則第16號時經營租賃承擔所產生的新資產及負債的金額。

### 33 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2016 (CONTINUED)

#### HKFRS 16 Leases (Continued)

The Group is considering whether to adopt HKFRS 16 before its effective date of 1 January 2019. However, early adoption of HKFRS 16 is only permitted if this is no earlier than the adoption of HKFRS 15. It is therefore unlikely that HKFRS 16 will be adopted before the effective date of HKFRS 15, being 1 January 2018.

### 33 截至2016年12月31日止年度已頒佈但尚未生效的修訂、新準則及詮釋可能產生的影響(續)

#### 香港財務報告準則第16號租賃(續)

本集團正考慮是否於2019年1月1日之生效日期前採納香港財務報告準則第16號。然而，僅倘在不早於採納香港財務報告準則第15號下，方獲批准提早採納香港財務報告準則第16號。因此，在香港財務報告準則第15號生效日期(即2018年1月1日)之前不可能採納香港財務報告準則第16號。

