



# 中奧到家集團有限公司 Zhong Ao Home Group Limited

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號: 1538

## ANNUAL REPORT 2016 年報





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# CORPORATE INFORMATION

## 公司資料

### EXECUTIVE DIRECTORS

Mr. Liu Jian (*Chairman and chief executive officer*)  
Ms. Chen Zhuo  
Mr. Liang Bing  
Mr. Long Weimin

### 執行董事

劉建先生(主席兼行政總裁)  
陳卓女士  
梁兵先生  
龍為民先生

### NON-EXECUTIVE DIRECTORS

Mr. Wei Zhe  
Ms. Wu Qimin  
Mr. Lam Yiu Por<sup>(1)</sup>  
Mr. Zheng Dong

### 非執行董事

衛哲先生  
吳綺敏女士  
林曉波先生<sup>(1)</sup>  
鄭東先生

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Lee Kwok Tung Louis<sup>(2)</sup>  
Mr. Yuan Boyin  
Mr. Wu Haibing  
Mr. Zhang Weilun

### 獨立非執行董事

李國棟先生<sup>(2)</sup>  
袁伯銀先生  
吳海兵先生  
張維倫先生

### AUDIT COMMITTEE

Mr. Lee Kwok Tung Louis (*Chairman*)  
Mr. Zhang Weilun  
Mr. Yuan Boyin  
Mr. Wu Haibing

### 審核委員會

李國棟先生(主席)  
張維倫先生  
袁伯銀先生  
吳海兵先生

### REMUNERATION COMMITTEE

Mr. Zhang Weilun (*Chairman*)  
Mr. Lee Kwok Tung Louis  
Mr. Yuan Boyin  
Mr. Wu Haibing  
Ms. Chen Zhuo

### 薪酬委員會

張維倫先生(主席)  
李國棟先生  
袁伯銀先生  
吳海兵先生  
陳卓女士

### NOMINATION COMMITTEE

Mr. Liu Jian (*Chairman*)  
Mr. Lee Kwok Tung Louis  
Mr. Yuan Boyin  
Mr. Wu Haibing  
Mr. Zhang Weilun

### 提名委員會

劉建先生(主席)  
李國棟先生  
袁伯銀先生  
吳海兵先生  
張維倫先生

#### Notes:

- (1) Mr. Lam has tendered his resignation with effect from 4 May 2017.  
(2) Mr. Lee has tendered his resignation with effect from 5 July 2017.

#### 附註:

- (1) 林先生已提出請辭，自2017年5月4日起生效。  
(2) 李先生已提出請辭，自2017年7月5日起生效。

**COMPANY SECRETARY**

Mr. Yu Ho Ming, CPA, FCCA

**公司秘書**

余浩銘先生CPA, FCCA

**AUTHORISED REPRESENTATIVES**

Ms. Chen Zhuo  
Mr. Yu Ho Ming

**授權代表**

陳卓女士  
余浩銘先生

**REGISTERED OFFICE**

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

**註冊辦事處**

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

**PRINCIPAL PLACE OF BUSINESS IN HONG KONG**

Suite Nos. 5 and 6  
9th Floor, Tower 2  
China Hong Kong City  
33 Canton Road, Tsimshatsui  
Hong Kong

**香港主要營業地點**

香港  
尖沙咀廣東道33號  
中港城第2座  
9樓5及6號室

**HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN THE PEOPLE'S REPUBLIC OF CHINA**

1-2/F, Block 5  
Southern Olympic Garden, Han Xi Avenue  
Zhong Cun, Panyu, Guangzhou, Guangdong, China

**中華人民共和國總部及  
主要營業地點**

中國廣東省廣州市番禺區鍾村鎮  
漢溪大道南國奧林匹克花園  
5座1-2層

**COMPANY WEBSITE**

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

**公司網址**

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

**HKEX STOCK CODE**

1538

**香港聯交所股份代號**

1538

## CORPORATE INFORMATION

### 公司資料

#### INVESTOR RELATIONS

Email: ir@zahomegroup.com

#### 投資者關係

電郵: ir@zahomegroup.com

#### AUDITOR

Deloitte Touche Tohmatsu  
Certified Public Accountants

#### 核數師

德勤•關黃陳方會計師行  
執業會計師

#### COMPLIANCE ADVISER

Dakin Capital Limited

#### 合規顧問

德健融資有限公司

#### PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited  
China Merchants Bank Co., Ltd.  
China Construction Bank (Asia) Corporation Limited  
Bank of Communication Co., Ltd. Hong Kong Branch  
Industrial and Commercial Bank of China Limited

#### 主要往來銀行

中國銀行(香港)有限公司  
招商銀行股份有限公司  
中國建設銀行(亞洲)股份有限公司  
交通銀行股份有限公司香港分行  
中國工商銀行股份有限公司

#### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN CAYMAN ISLANDS

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

#### 開曼群島證券登記總處

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

#### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

#### 香港股份過戶及登記分處

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



### DEAR SHAREHOLDER:

Zhong Ao Home Group Limited (the "Company"), together with its subsidiaries, (the "Group") was successfully listed (the "Listing") on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 25 November 2015 and its astounding development momentum has left the industry in awe.

In 2016, the Group successfully acquired 70% of equity interest in Eastern Harbour Engineering Management Limited and 70% of equity interest in Zhejiang Yongcheng Property Management Company Limited in the capital market, thereby expanding its business presence in China from 28 cities in 2015 to 39 cities this year. It was contracted to manage a total of 455 residential properties and non-residential premises such as commercial or government buildings with a total contracted gross floor area ("GFA") of 60.0 million square meters ("sq.m."). This represented an increase of 77.5% compared to the total contracted GFA of 33.8 million sq.m. as of 31 December 2015. In relation to the delivered GFA of 44.6 million sq.m. in 2016, the increase represented a growth of 100.9% compared to the delivered GFA of 22.2 million sq.m. as of 31 December 2015.

Furthermore, in 2016, the Group was ranked eighth in terms of overall strength among property management enterprises in China, and was a top 10 property management enterprises in terms of brand value in China. Such accolade reflects the recognition and acknowledge of the Group's overall strength by the industry and society.

In 2016, the Group achieved outstanding results in the field of property management.

### 致尊敬的股東：

中奧到家集團有限公司(「本公司」)連同其附屬公司(「本集團」)於2015年11月25日成功於香港聯合交易所有限公司主板上市(「上市」)，其迅速發展的勢頭令業界刮目相看。

2016年內，本集團成功透過資本市場，分別收購東方海港工程管理有限公司70%之股權及浙江永成物業管理有限公司70%之股權。使本集團的業務由2015年覆蓋中國28個城市拓展至本年的39個城市，訂約管理合共455項住宅物業及非住宅物業(如商用或政府樓宇)，總合約管理建築面積(「建築面積」)為60.0百萬平方米(「平方米」)，較2015年12月31日的總合約管理建築面積33.8百萬平方米增加77.5%。有關2016年已交付建築面積44.6百萬平方米，較2015年12月31日的已交付建築面積22.2百萬平方米，增加100.9%。

此外，本集團榮居2016年中國物業管理企業綜合實力10強第8名，及2016年中國物業管理企業品牌價值10強，充份代表業內及社會各界對本集團綜合實力的認同和肯定。

於2016年，本集團在物業管理的領域取得驕人的成績。

#### **BOOSTING BUSINESS GROWTH WITH QUALITY SERVICES AND ACQUISITIONS OF PROPERTY MANAGEMENT COMPANIES**

Property management in China traditionally focuses on care and maintenance of residence, complementary facilities and surroundings as well as the upkeep of environment and order in the community. The Group has been adamant in its commitment of service quality and catered for customers' needs since its establishment in 2005. Adopting the service approach of "prioritizing services, mobile management, movable services", the Group divides service communities into a region by unit of residence and moves the customer service center to the frontline with a dedicated butler. Instead of reacting passively at our office, the Group actively engages with property owners and understand their needs to allocate resources to meet their requirements swiftly.

Looking forward, other than identifying potential acquisition targets and boosting business growth with acquisitions of property management companies, the Group will rely on word-of-mouth and recognition of the Group's service quality in the industry and society to actively acquire new property management contracts through sale assistance services. Business expansion will also be achieved by liaising with owners' associations of the communities.

In attracting new customers, the Group will selectively assess opportunities in economically developed regions with high population, such as provincial capital, second-tier and third-tier cities and other regions surrounding the locations of properties currently under the management of the Group, to maximize the economies of scale.

#### **透過服務質素及收購物業管理公司以加快業務增長**

長期以來，我國的物業管理重心放在房屋、配套設施和場地的養護及維修，以及對小區環境和秩序的維護等。而本集團從2005年成立以來，一直堅持服務品質、滿足客戶真正所需要的服務。本集團採取「服務前置、移動管理、走動服務」，將服務的社區按照一定戶數劃為一個區域，將客服中心前移到區域，設置一名專屬管家，不再被動地局限在辦公室等待，而是直接面向業主，主動了解業主需求，然後調動資源快速實現業主的的要求。

未來，本集團除了物色潛在的收購目標，計劃透過收購物業管理公司以加快業務增長外，還會利用業內及社會對本集團的口碑及服務質量，積極地以協銷服務作為取得新物業管理服務合約的切入點，以及透過接觸小區之業主委員會務求擴展其業務。

吸納新客戶時，本集團會選擇性評估於經濟發達區域中人口較多城市的商機，例如省會、第二及第三線城市及圍繞本集團現有所管理物業地點的其他地區，藉以將規模經濟最大化。



## O2O PLATFORM BUSINESS

In 2016, the Group allocated enormous resources to the development of O2O business and incurred significant costs and expenses, such as selling, marketing, promotion and distribution expense, in its promotion to expand the customer base of the Group. In order to mitigate the loss attributable to the development of the O2O business, the Group enters into a technical services agreement and outsources the maintenance and operation services of the Group's O2O platform to Hangzhou Chuangnian Network Technology Company Limited. The Group believes that it is an appropriate measure for the Group in achieving this objective. The Group strives for the benefits of all stakeholder and strike a balance among profitability, growth and building customer base for the O2O platform.

## ACKNOWLEDGEMENTS

On behalf of the Board, I would like to extend my sincere thanks to every shareholder and business partner for their constant support and trust of the Group, and also to every employee for their hard work and contribution to the Group over last year. In the coming year, the Group will continue its active expansion of business and enhance its property management service quality, so as to bring a better, more enjoyable and more satisfying experience for home life to residents. With the continuous efforts of the Group, I believe that the Group will bring good returns to its shareholders in the long term.

**Liu Jian**  
*Chairman*

Hong Kong, 28 March 2017

## O2O平台業務

於2016年，本集團投入龐大資源發展O2O業務，在開發及推廣該業務方面產生重大成本及開支（如銷售、營銷、推廣及分銷開支），以擴大本集團的客戶基礎。為減輕發展O2O業務的應佔虧損，本集團訂立技術服務協議，並將本集團的O2O平台的維修及營運服務外判予杭州創年網路科技有限公司。本集團相信這對其達致此目標而言屬合適之舉，並為各持份者的利益努力，在盈利能力、增長及建立O2O平台的客戶基礎各方面達致平衡。

## 致謝

本人謹此代表董事會衷心感謝上市以來一直支持及信任本集團的每一位股東及業務合作夥伴，同時亦感謝每一位員工過去一年為本集團付出的辛勞及貢獻。在新的一年，本集團將一如既往積極推動業務拓展，提升物業服務品質，為住戶營造更美、更好、更滿意的居家生活體驗。相信在本集團不斷的努力下，將會為廣大股東帶來長遠的回報。

**劉建**  
*主席*

香港，2017年3月28日

# FINANCIAL HIGHLIGHTS

## 財務摘要

Results performance for the year ended 31 December	截至12月31日止年度之業績表現	2016	2015
Revenue (RMB'000)	收益(人民幣千元)	635,146	420,155
Gross profit (RMB'000)	毛利(人民幣千元)	156,738	140,088
(Loss)profit for the year attributable to owners of the Company (RMB'000)	本公司擁有人應佔年度(虧損)利潤(人民幣千元)	(6,383)	10,911
Adjusted net profit for the year <sup>(1) &amp; (2)</sup> (RMB'000)	經調整年內純利 <sup>(1)及(2)</sup> (人民幣千元)	72,779	80,744
Gross profit margin (%)	毛利率(%)	24.7%	33.3%
Net (loss)profit margin (%)	(純損)純利率(%)	(0.5)%	2.5%
Adjusted net profit margin (%)	經調整純利率(%)	11.5%	19.2%
Basic (loss)earnings per share (RMB)	每股基本(虧損)盈利(人民幣元)	(0.008)	0.019
Final dividend per share (HK\$)	每股末期股息(港元)	-	0.025
Special dividend per share (HK\$)	每股特別股息(港元)	-	0.020

Note:

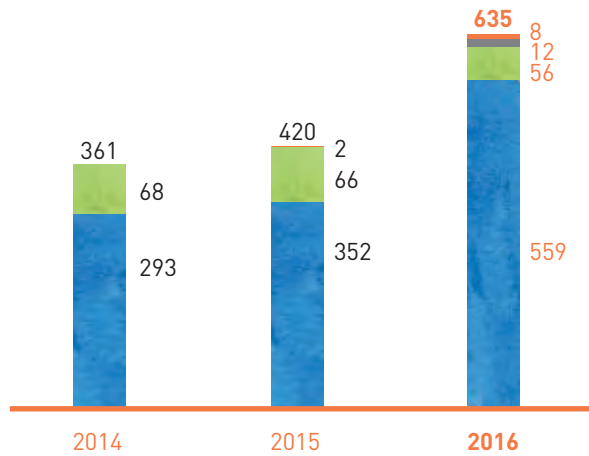
附註：

- (1) Adjusted net profit for the year is derived by adding share-based payment expenses of RMB16.0 million (2015: RMB19.9 million), legal and professional fees for acquisition of property management companies of RMB9.8 million (2015: nil), listing expenses of nil (2015: RMB35.9 million), change in fair value of financial liabilities designated as at fair value through profit or loss of nil (2015: RMB6.3 million) and excluding the net loss of RMB50.3 million (2015: RMB8.0 million) incurred for the community O2O platform during the year.
- (2) This non-GAAP financial data is a supplemental financial measure that is not required by, or presented in accordance with, HKFRSs and is therefore referred to as a "non-GAAP" financial measure. It is not a measurement of the Group's financial performance under HKFRSs and should not be considered as an alternative to profit from operations or any other performance measures derived in accordance with HKFRSs or as an alternative to cash flows from operating activities or as a measure of the Group's liquidity.
- (1) 達致本年度經調整純利時已加入股份付款開支人民幣16.0百萬元(2015年：人民幣19.9百萬元)、收購物業管理公司之法律及專業費用人民幣9.8百萬元(2015年：無)、上市開支零(2015年：人民幣35.9百萬元)、指定按公平值計入損益的金融負債公平值變動零(2015年：人民幣6.3百萬元)及不計及年內就社區O2O平台產生之虧損淨額人民幣50.3百萬元(2015年：人民幣8.0百萬元)。
- (2) 此為非公認會計原則財務數據，屬香港財務報告準則未有規定的補充財務計量，亦非按香港財務報告準則呈列，故稱為「非公認會計原則」財務措施。此並非根據香港財務報告準則對本集團財務業績的計量，不應視為按香港財務報告準則得出的營運所得利潤或任何其他業績計量的替代，或視為經營活動所得現金流量的替代，或視為本集團流動資金的計量。

Revenue

收益

(RMB million)  
(人民幣百萬元)

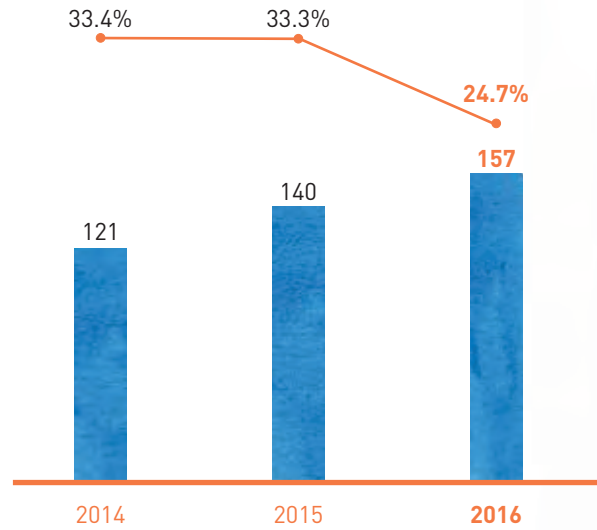


- Property management services  
物業管理服務
- Sale assistance services  
協銷業務
- O2O business income  
O2O業務收入
- Other services and sales of goods  
其他服務及銷售貨品

Gross profit and gross profit margin

毛利及毛利率

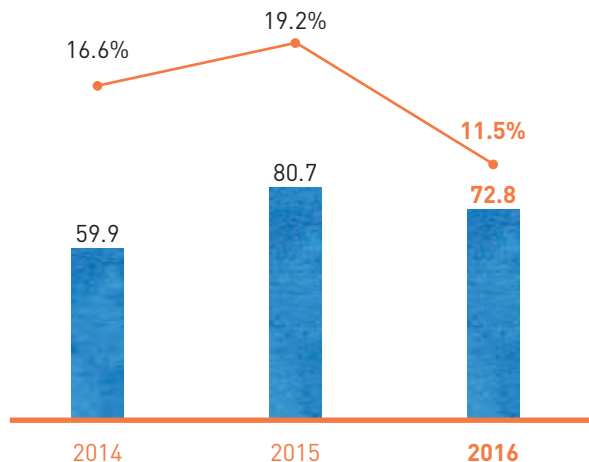
(RMB million/%)  
(人民幣百萬元/%)



Adjusted net profit for the year and adjusted net profit margin

經調整年內純利及經調整純利率

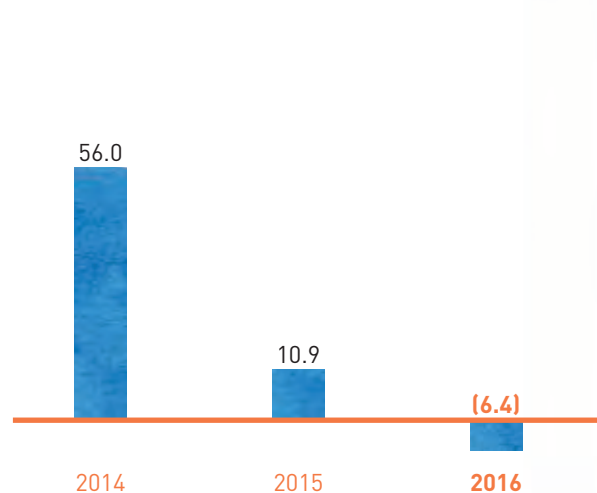
(RMB million/%)  
(人民幣百萬元/%)



Profit (loss) attributable to owners of the company

本公司擁有人應佔利潤（虧損）

(RMB million)  
(人民幣百萬元)



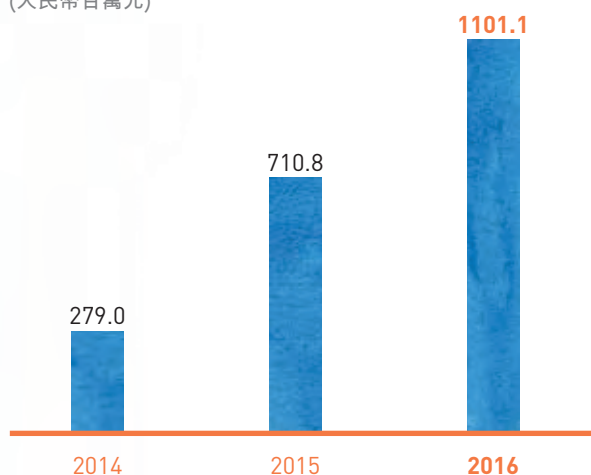
## FINANCIAL HIGHLIGHTS

### 財務摘要

#### Total assets

##### 資產總值

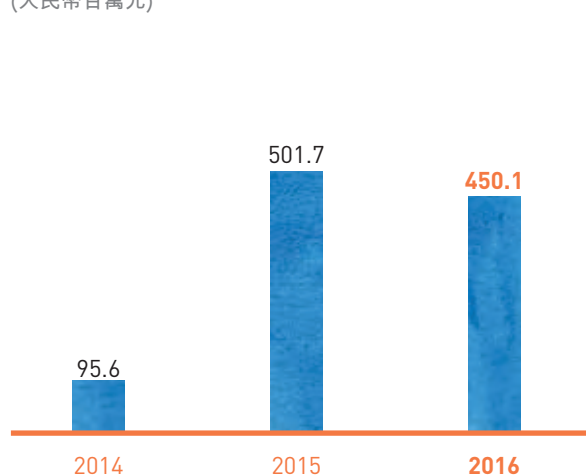
(RMB million)  
(人民幣百萬元)



#### Total equity

##### 權益總額

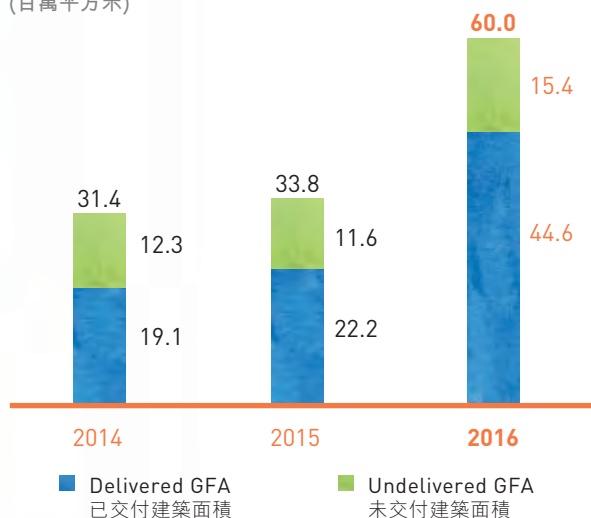
(RMB million)  
(人民幣百萬元)



#### Total Contracted GFA

##### 總合約管理建築面積

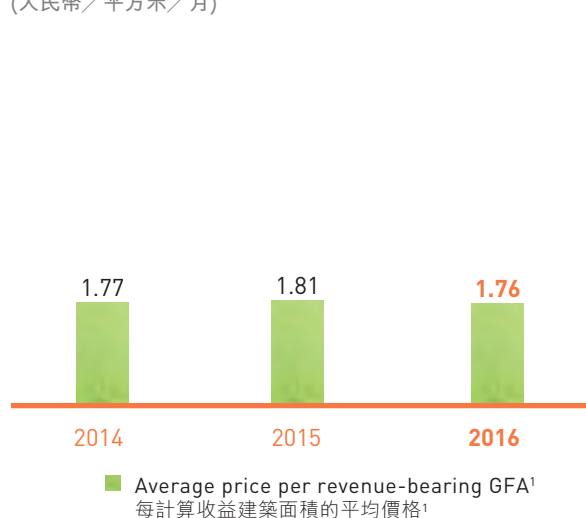
(million sq. m.)  
(百萬平方米)



#### Average price of property management service

##### 物業管理服務平均價格

(RMB/sq.m./month)  
(人民幣/平方米/月)



Note:

- It is calculated as a weighted average of all the prices and fees specified on the contracts that are generating revenue as of the end of each relevant year, excludes management fees for parking lots.

附註：

- 按於各相關年度末仍產生收益的合約訂明的所有價格及費用的加權平均值計算，但不包括停車場的管理費。



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會  
及管治報告



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

In 2016, the Group was ranked eighth in terms of overall strength among property management enterprise in China, and was a top 10 property management enterprise in terms of brand value in China. Zhong Ao Home Group Limited (“Zhong Ao Home”) is one of the leading independent property management companies in China. Our excellent service quality forms the foundation of our success. One of the keys to our business success is to incorporate sustainable social and environmental development into our business strategies throughout our daily operations.

We care about the environment and society because we believe in the idea of “home”. Home, to some, provides warmth and comfort; to others, it represents a sense of security and protection. At the very least, home is a place that we treasure and care about, as well as a sanctuary that we always strive to maintain. At Zhong Ao Home, we see “home” not only as an apartment or house that we stay at, but also as a place where we work, the community that we interact with and the environment that we all live in. This is why we strive to extend the idea of “home” within and outside the Group, through our operation and business, to maintain and to protect the “home” that we all live in.

Apart from complying with all relevant laws and regulations, we strive to minimize and manage risks identified for continuous improvement. To do this efficiently and effectively, integrated management system for quality, environment protection and occupational health and safety is adopted across our properties and is certified externally. We are committed to providing a better home for our employees, customers and community.

This is the first Environmental, Social & Governance (“ESG”) Report detailing the material ESG issues faced and tackled by the Company and its subsidiaries in various locations, including Hong Kong, Guangdong, Shanghai and Hangzhou, during the reporting year from 1 January 2016 to 31 December 2016. The ESG Report was prepared according to Appendix 27 of the Rules Governing the Listing of Securities set out by the Stock Exchange of Hong Kong Limited (“Stock Exchange”), with reference to the General Disclosures only. The Group may consider disclosing information regarding Key Performance Indicators in future.

本集團榮居2016年中國物業管理企業綜合實力10強第8名，及2016年中國物業管理企業品牌價值10強。中奧到家集團有限公司(「中奧到家」)，是中國頂尖獨立物業管理公司之一。卓越服務質素是我們賴以成功的基礎。業務成功的關鍵之一是在日常經營過程將可持續社區及環境發展納入至業務策略。

我們關注環境及社會，因為我們堅信「家」的意念。有人認為家是溫暖和舒適的，也代表安全及保護。無論如何，家是我們珍惜及重視的地方，也是我們竭力維護的避風港。對中奧到家而言，「家」不僅是我們容身的寓所或樓房，也是我們工作的地方、我們與之互動的社區和我們同住的環境。正因如此，我們努力在本集團內外透過營運及業務宣揚「家」的意念，以維繫及保護我們同住的「家」。

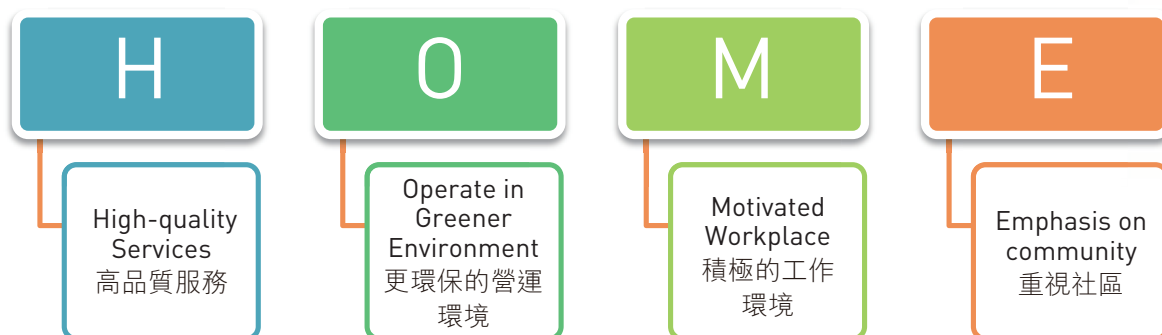
除符合所有相關法律及法規外，我們致力減低及管理所識別風險，力臻完善。為快速及有效地達到此目標，我們為各項物業採用品質、環保及職業健康和安安全綜合管理系統，並且獲外部認證。我們致力為僱員、客戶及社區提供更理想的家。

本報告為首份環境、社會及管治(「環境、社會及管治」)報告，詳列於2016年1月1日至2016年12月31日報告年度中，本公司及其附屬公司在各個地方(包括香港、廣東、上海及杭州)面對及處理的重大環境、社會及管治事宜。環境、社會及管治報告乃根據香港聯合交易所有限公司(「聯交所」)頒佈的證券上市規則附錄27編製，並僅參考一般披露。本集團日後可考慮披露關於關鍵績效指標的資料。

## Contact

For any comments on this ESG Report, please feel free to contact us through email at [ir@zahomegroup.com](mailto:ir@zahomegroup.com).

Our approach to spreading the idea of "HOME" can be summarized in 4 core areas:



## H – HIGH QUALITY SERVICES

With the goal to ensure every family feels better, happier and more satisfying, we strive to provide excellent services through our property management services, butler services and O2O platform. The Group is committed to upholding excellence in its service quality in each and every part of the services – not only because we care about customers' home experience, but also because we recognize the responsibility to our customers, to offer reliable and outstanding services.

Our properties have implemented a quality management system which is certified with the international ISO9001 standard. To maintain our service standard, quality control is integrated into our daily activities, such as safety management, greening, equipment operation and maintenance, within each of our properties. Regular inspection and internal audit is also conducted.

## 聯絡資料

對於本環境、社會及管治報告的任何意見，請發電郵至 [ir@zahomegroup.com](mailto:ir@zahomegroup.com) 聯絡我們。

宣揚「HOME」意念的方針可概述為四個核心範疇：

## H – 高品質服務

為達到確保每家每戶感到更舒暢、幸福及滿意的目標，我們致力透過物業管理服務、管家服務及O2O平台提供優質服務。本集團竭力維持服務每一部分的優良服務質素，因為我們既重視客戶的家居體驗，且深明我們有責任向客戶提供可靠及出色的服務。

我們的物業實行獲國際ISO9001標準認證的品質管理系統。為維持服務水平，在每項物業，品質監控已融入日常營運，例如安全管理、綠化、設備運作及維護，同時進行定期檢查及內部審核。

### Safeguarding Our Customers

Home symbolizes security and privacy. At Zhong Ao Home, we build trust with our customers through protecting their lives and properties, and strike to provide them with a feel at home experience.

We protect our customers' safety by providing comprehensive security and fire measures at all our properties. Our security guards are well assessed and trained to ensure they have the awareness, skills and knowledge to deal with dangerous and emergency situations. In addition, guidelines are set on managing and restricting visitors, as well as objects going in and out of properties; for example, checking the identity and keeping records of visitors, as well as prohibiting any explosive or toxic objects from entering the properties. We have a team to manage the fire safety and adequate fire safety equipment which is checked regularly to make sure that they are functioning and complying with standards. For other risks such as objects being thrown from height, traffic accidents, water and electricity suspension, and gas leakage, emergency plans were developed to ensure residents' safety and avoid causing inconvenience.

Apart from our residents, we recognize the importance of privacy of our customers who use the online Aidaojia mobile application platform. We are committed to protecting the personal data of our clients through establishing a secure data and information system. Confidentiality agreement is included in the employment contract of our staff, stating employees' responsibility in protecting the intellectual property, including customers' information. Employees are not allowed to disclose any business information to external parties or the media and must abide by the Company's Information Security System.

### Providing Quality Products

Our O2O platform provides a convenient shopping experience for our customers and residents. Since the Group engages in services provision, we do not produce products ourselves. In other words, a bulk of the products are purchased from external suppliers, thus managing the product quality is crucial to our operation.

### 保障客戶

家代表安全和私隱。我們中奧到家透過保護其安全及財產與客戶建立信賴，並盡力為其營造家的感覺。

我們在所有物業提供全面保安及防火措施，以保護客戶的安全。警衛經嚴格評估及培訓，確保其意識、技術及知識足以處理危險及緊急狀況。另外，已制定管理及限制進出物業的訪客和物品的指引，例如檢查及記錄訪客的身份和禁止任何爆炸性或有毒物品進入物業。我們設有管理防火安全的團隊及充足防火設備，並且定期巡查，確保其運作正常及符合標準。其他風險方面，例如高空擲物、交通意外、水電停供和煤氣洩漏，已制定緊急計劃，確保住戶安全及避免造成不便。

除住戶外，我們重視愛到家流動應用平台用戶的私隱。我們建立安全的數據及資訊系統，致力保護客戶的個人資料。員工的僱用合約載有保密協議，列明僱員對保護知識產權的責任，包括客戶資料。僱員不得向外部人士或媒體披露任何業務資料，且須遵從本公司的資訊保安系統。

### 提供優質產品

我們的O2O為客戶及住戶提供方便的購物體驗。由於本集團從事服務提供，我們不會自行生產產品。換言之，我們向外部供應商採購大量產品，因此，管理產品質素對營運而言十分重要。



In all of the procurement process, we have set up detailed procedures for staff to follow when selecting and assessing suppliers for our services. Starting from the first stage of choosing suppliers, we always pay extra attention to make sure our suppliers comply with local laws and regulations and abide by our quality standards. Suppliers have to provide legal permits for operation and certifications on their product quality and safety – for example, ISO9001, HACCP Food Safety and Quality Management System for food providers.

We also set up corresponding policies to prevent any acts of bribery and corruption between our employees and our suppliers, so as to ensure a fair and just procurement process, as well as to maintain the quality of our services.

#### Approach to perishable goods

Through our O2O platform, customers can order a broad range of products, including fruits and other perishable goods. Any defects or problems in these products can possibly lead to health and safety issues for our customers. As a responsible service provider, Hangzhou Yidao Information Technology Company Limited (“Hangzhou Yidao”) always put customers’ health and safety at top priority. To avoid such risks from materializing, it has implemented an extensive quality assurance process for such products.

在一切採購程序中，我們已制定詳細的程序以供員工遵從，藉此挑選及評估服務供應商。從挑選供應商的首個階段起，我們一直格外留神，確保供應商符合地區法律及法規，且符合我們的品質標準。供應商就營運提供法定許可證及就產品質素及安全提供證書，例如食品供應商須符合ISO9001、HACCP食品安全及品質管理系統。

我們亦已制定相應政策，防止僱員及供應商之間有任何賄賂及貪污行為，以確保採購程序公平及公正，以及維持服務質素。

#### 處理易腐壞貨品

客戶可透過我們的O2O平台訂購多種產品，包括水果及其他易腐壞貨品。該等產品如有任何缺陷或問題，有可能導致客戶遇到健康及安全問題。杭州壹到信息科技有限公司(「杭州壹到」)乃負責任的服務供應商，永遠以客戶健康及安全為先。為避免形成有關風險，已為有關產品實行嚴格的品質核證程序。

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

### 環境、社會及管治報告

Through the 3 layers of quality assurance, Hangzhou Yidao makes sure its products comply with all local health and safety regulations, so as to strengthen consumers and clients' confidence in its services.

杭州壹道以三層品質核證確保其產品符合所有地區健康及安全法規，令消費者及客戶對其服務更有信心。

Assess quality of reference sample  
評估參考樣本的品質

Quality checking at source of supply  
供應源頭品質檢查

Quality control of products received at storage  
倉庫所收產品的品質監控

### Outstanding Living Environment

We care about the living environment of our residents and believe greening can provide a healthy and comfortable environment for our residents, tenants and the community. We have greening across our properties with regular maintenance and improvement.

We are also aware that renovation at our properties may affect our residents, to minimize the impact and maintaining the living quality of our residents' daily life. Guidelines are set up to control dust generation and transporting construction waste. Noise is mitigated through regular inspection and restricting renovating hours.

### Listening to Our Customers

Customer satisfaction is the key to success. While we take necessary precautions and conduct internal inspection to maintain our service quality, we recognize unexpected issues may occur. We make every effort to understand our customers. A comprehensive communication system is in place to ensure that information is effectively received, transferred and processed. Various communication channels, including service hotline, email, Wechat and opinion boxes throughout the property areas, are set up.

### 優越居住環境

我們重視住戶的居住環境及認為綠化可提供健康及舒適的環境予住戶、租戶及社區。我們綠化所有物業，且定期維護及改良。

我們亦明白物業裝修可能影響住戶，為減低影響及保持住戶日常生活的起居質素，已訂立控制塵土產生及運輸建築廢料的指引。噪音透過定期巡查及限制裝修時段減少。

### 聆聽客戶意見

客戶滿意程度是成功的關鍵。雖然我們採取所需預防措施及進行內部檢查以維持服務質素，惟亦明白預料之外的事情可能發生。我們盡力了解客戶，並確立全面的溝通制度，確保能有效收集、傳達及處理資訊。各項溝通渠道包括服務熱線、電郵、微信，並於物業全域設置意見箱。



We also conduct regular surveys, telephone interviews and visits to understand customers' level of satisfaction with our services and products. To identify gaps and seek opportunities for improvement, we have set up procedures to deal with and prevent products and services that do not meet the specified standards, as well as mechanisms for dealing with opinions and complaints from customers.

我們亦進行定期調查、電話訪問及探訪，以了解客戶對服務及產品的滿意程度。為查找漏洞及尋求改善機會，我們已制定程序以處理及防止產品及服務未達到指定標準的情況，亦有處理客戶意見及投訴的機制。

## 0 – OPERATE IN A GREEN ENVIRONMENT

There is a saying that goes, "We do not inherit the earth from our ancestors, we have borrowed it from our children". Be it our ancestors or children, this quote highlights the importance of environmental sustainability, as it represents our responsibility to our future generation in maintaining a clean and safe environment. In fact, if we take a broader look, in a sense, we are all essentially living in the same environment and the earth is a common home for all. It is our duty to protect this common home from pollution and exhaustion, so that our children can live in a sustainable environment.

## 0 – 更環保的營運環境

常言道：「我們不是從前人繼承地球，而是從後代借來的」。不論前人或是後代，這句說話凸顯了環境可持續性非常重要，代表我們有責任為後代保持環境清潔及安全。誠然，從宏觀角度看，我們在某種意義上確實住在同一環境裡，而地球是全人類共同的家園。我們有責任保護這個共同的家園不受污染及耗竭，讓後代可在可持續的環境中生活。

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

### 環境、社會及管治報告

We are committed to reducing emissions and minimizing negative environmental impacts through the implementation of the environmental management system (“EMS”) across our properties. Our EMS is certified with the international standard ISO14001.

- Conduct compliance assessment to ensure relevant international and local regulations are met;
- Identify potential environmental risks in our business operation and set up action plants to mitigate the risk;
- Monitor regularly to ensure continuous improvement.

#### Optimized Use of Resources

To reduce electricity and water use across our properties, operational management manual is developed. The metering system across our properties enables us to monitor the energy and water consumption regularly for analysis, and identify any abnormal usage for prompt action. Training on measurement and statistics, saving approach and technological transformation measures are provided to employees regularly. Various energy-saving measures, including installation of LED lighting and energy efficient water pumps, have been gradually adopted across our properties. This not only saves on energy costs, but also reduces our carbon emissions.

In our offices, we encourage employees to take the responsibility of conserving energy and water by constantly inculcate their awareness, for example, reminders are posted in various areas:

- Switch off lighting and air conditioning when leaving office
- Turn off computers and monitors when not in use
- Recycle paper and use double sided-printing/ photocopying

我們在所有物業實施環境管理系統(「環境管理系統」)，致力減排及降低負面環境影響。我們的環境管理系統獲國際標準ISO14001認證。

- 進行合規評估，確保符合相關國際及地區法規；
- 識別業務營運的潛在環境風險，制定行動計劃以減低風險；
- 定期監察，保證不斷完善。

#### 改良資源運用

為減少物業的水電用量，已制定營運管理手冊。物業的儀表系統讓我們常時監察能源和水用量以作分析，並發現及立即處理任何異常用途。僱員定期獲提供量度及統計、節省方法及技術轉化措施的培訓。各項節能措施已在物業組合中逐步應用，包括安裝LED照明及符合能源效益的水泵。此舉不單節省能源成本，亦減低碳排放。

我們不斷提高僱員的意識，鼓勵彼等在辦公室負起節約能源和水的責任，例如在不同區域張貼提示：

- 離開辦公室時關燈及關上空調
- 關掉不使用的電腦及螢幕
- 回收紙張及採用雙面打印／複印

We also purchased office equipment and appliances such as air-conditioners with energy efficient label.

我們亦購買附有能源效益標籤的辦公室設備及電器(如空調)。



### Waste Management

We take the issue of waste seriously, not only to lessen the burden to the environmental, but to bring a better living environment for our residents.

Hazardous waste such as paints and pesticides must be stored at specified points for collection and handled by qualified waste handlers. Resident waste is collected regularly by our staff at dedicated collection points. We have also placed recycle bins across our properties and post signs to encourage sorting and recycling practices.

### 廢物處理

我們重視廢物問題，既可減低環境的負擔，又可為住戶締造更佳的生活環境。

有害廢物(如油漆及殺蟲劑)必須置於指定地點以待收集及由合資格廢物處理商處理。家居廢物由員工定時於特設收集點收集。我們亦在物業置放垃圾箱及張貼鼓勵分類及回收習慣的標記。



#### M – MOTIVATED WORKPLACE

Home is a place where you feel safe in, where you are able to grow personally. At Zhong Ao Home, we hope to extend the idea of “home” to our workplace by providing employee a safe and healthy working environment, as well as a fair workplace with a prospective career. We also understand that motivation comes from job satisfaction – the two are closely linked, one influencing the other. Thus, we aspire to maintain a working environment, where values are continuously created for our employees and where employees’ efforts and achievements are recognized and appreciated, through putting emphasis on our employees’ development and work-life balance.

Ultimately, we hope to build a close-knit work family at Zhong Ao Home, making Zhong Ao Home a second home for our employees.

#### Occupational Health and Safety

As a responsible employer, we understand the importance of ensuring the safety at our workplace, and protecting the health and well-being of our employees. Therefore, like other parts of our operation, we have established an Occupational Health and Safety (“OHS”) management system which is certified with OHSAS18001.

#### M – 積極的工作環境

人在家裡，既感寬心適意，又能夠追求個人成長。中奧到家期望把「HOME」的元素注入工作場所，為員工提供安全、健康、公平而且事業發展前景良好的工作環境。我們亦深明，員工勤懇投入工作，源於工作給予員工滿足感－兩者緊密扣連，互相影響。故我們特別注重員工的發展和工作生活之間的平衡，銳意建立一個工作環境，既能為員工持續創造價值，亦對個人所作努力與成就予以肯定和欣賞。

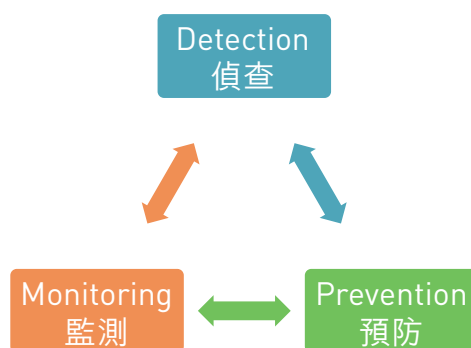
我們的終極目標是在中奧到家建構一個彼此緊靠的工作大家庭，令中奧到家成為員工的第二個家。

#### 職業健康及安全

作為負責任的僱主，我們明白，確保員工有一個安全的工作場所及保障員工的健康和福祉是首要工作。因此，一如我們業務經營的其他部分，集團已建立一套獲OHSAS18001認證的職業安全與健康（「職安健」）管理系統。

Our management system has a clear and detailed procedure on conducting health and safety assessment at our workplace: to identify potential risks and in turn to implement corresponding control measures, and to prevent such accidents from happening. Safety checks are conducted regularly to ensure safety measures are properly implemented and to detect additional risks or hazards for rectification and continuous improvement.

我們的管理系統清楚詳細定出有關進行工作場所健康與安全評核的步驟，以識別潛在風險並繼而實施相應的管控措施，防備意外事故的發生。集團定期進行安全巡查，確保安全措施得到妥善實施，並查探有否其他風險或危害須加以修正及持續作出改善。



We believe that “hardware” and “software” are equally important in creating a healthy and safe working environment. In terms of “hardware”, we always make sure safety equipment provided is sufficient for our employees, especially those involved in maintenance and other relatively high-risk positions. To ensure our employees have the “software”, all new employees must complete safety training and assessment before on-board. Additional OHS training and fire drills are also conducted regularly.

我們相信，要創造健康、安全的工作環境，「硬件」和「軟件」的配套同樣重要。「硬件」方面，我們確保時常為員工提供充足的安全設備，尤其涉及維護工作及其他較高風險崗位的員工。為確保員工配備有關「軟件」，所有新入職的員工被派到崗位前必須先完成安全培訓及評核。亦會定期進行其他職安健培訓及走火警演習。

#### Employment and Human Rights

Upholding our responsibilities as an employer, we comply with all local laws and regulations on employment, including working hours, rest periods and salary. We do not tolerate any human rights violation at our workplace, and no child labor can be hired in our companies. We also recognize the values of integrity and equality, and put stress on equal opportunity in our employment process, where recruitment is based on personal merits and performance of the applicants.

#### Training and Development Opportunities

Each and every one of our employees is vital to our Company's operation. Not only do we appreciate the efforts and hard work our staff constantly put into our business, but we also want to create values for our employees through regular training and development opportunities, so that they can grow with the Company, as well as gaining extra knowledge about their fields.

We have a standardized procedure to develop, implement and continual improve our employee training plan. Internally, we organize training for different categories of employees, covering various topics such as financial management, legal issues and technical knowledge. We also encourage employees to attend externally training for professional skills development.

#### 僱傭及人權

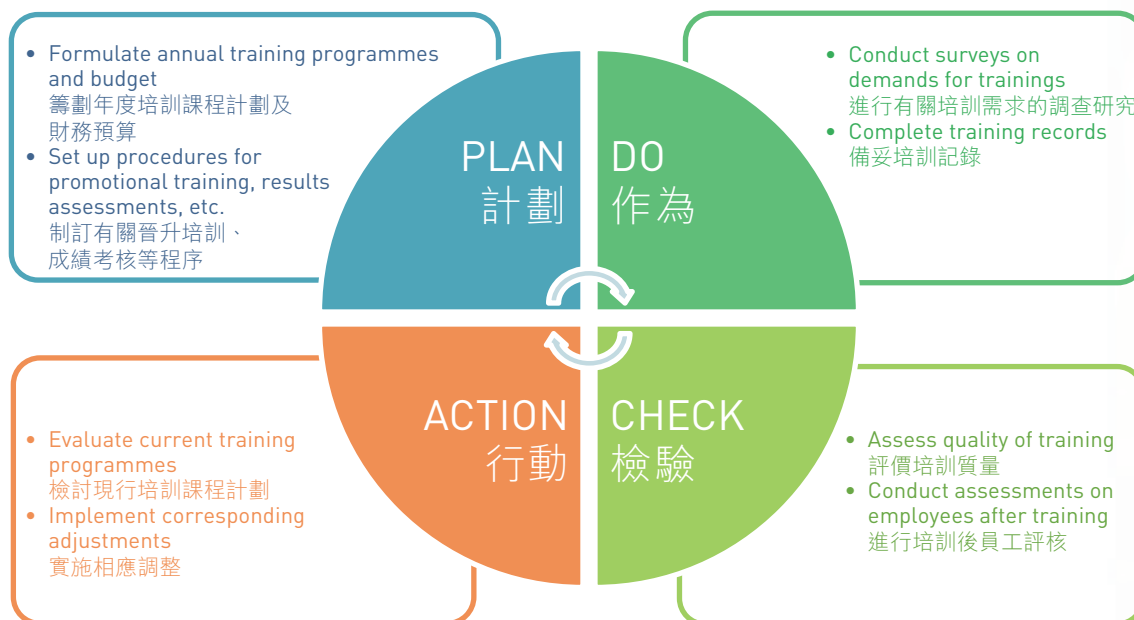
我們克盡僱主責任，遵從當地一切有關僱傭的法律及法規，包括工時、休息時段及薪金方面。我們絕不容忍工作場所任何違反人權的情況，嚴禁屬下公司聘用童工。我們高度重視誠信，擁護平等法則，僱傭程序強調機會平等，根據任人唯才的原則和申請人的表現進行招聘。

#### 培訓及發展機會

我們每位員工對本公司的營運均十分重要。我們除了感激彼等為本集團業務恆久付出的努力及辛勞，亦希望透過定期培訓和提供發展機會，為員工創造價值，讓員工與本公司一同成長，並增進他們專業範疇的知識。

我們設有一套標準化程序去制訂、實行及持續改良我們的員工培訓計劃。對內，我們為不同類別的員工舉行多種不同題材的培訓，例如財務管理、法律事務及技術知識。我們亦鼓勵員工參加外間培訓課程，提升專業技能。





### Work-life Balance

We understand that works can be stressful and demanding at times. While we provide competitive remuneration and benefits to our staff, we recognize it is important to maintain a healthy and balanced working environment for our employees by promoting work-life balance. Throughout the year, we have organized birthday parties, as well as trips and travels for our staff to get to know each other better and foster a close relationship between employees.

### 工作與生活平衡

我們了解工作有時會令人感到壓力沉重或不勝負荷。我們一方面向員工提供具競爭力的薪酬福利，亦明白透過推廣工作與生活平衡，保持健康均衡的工作環境對員工相當重要。我們於整年裡多次舉辦生日會、外訪團及旅遊活動，讓員工加深彼此認識，讓同事之間的關係變得更緊密。

### E – EMPHASIS ON COMMUNITY

We believe that “home” is not confined by space; rather, it extends to the community that we live in and the people that we interact with every day. Home is not only the space that we stay at, but it is also the community that we engage with. At Zhong Ao Home, we understand this concept particularly well, as we strive to provide our customers with home services, and a community experience. With our emphasis on community values, we do want to be a responsible citizen in the community, and more importantly, give back to the society through community engagement and investment.

With our emphasis on community experience, we are committed to contributing to the communities we operate in. While managing a single building or property is straight-forward, offering a community experience is a lot more complex, as it involves different participants with various interests. Therefore, we see it as a two-way process. On one hand, by organizing regular social and community-level activities for our residents, we hope to engage the community and to know their needs. On the other hand, we also contribute to the society through donations and other community services.

### E – 重視社區

我們相信「家」不受空間所限，而是可以延伸至我們居住的社區以至我們每日互動的人。家不單是我們所居住的空間，也是我們所投身的社區。於中奧到家，我們尤其明白這個理念，因為我們致力為客戶提供家居服務以至社區體驗。我們重視社區價值，不但要成為社區負責任的一員，更重要的是透過社區參與及投資回饋社會。

我們重視社區體驗，致力為我們經營所在的社區作出貢獻。雖然管理單一樓宇或物業簡單直接，但提供社區體驗卻十分複雜，當中牽涉各方的不同利益。因此，我們視之為雙向程序。一方面，透過為居民舉辦定期社會及社區活動，我們期望服務社區及了解居民需要。另一方面，我們亦透過捐款及其他社區服務回饋社會。



To ensure the effectiveness of our community activities, we ask for feedback and opinions from participants and residents in the community, to see if there are any areas we can improve on, mistakes that we can avoid next time. Through prompt evaluations of the activities, we hope to incorporate opinions from the community into our plans for the following years, so as to better engage the community.

為確保社區活動的成效，我們要求社區參與者及居民提供反饋及意見，以了解任何需要改進的地方及下次可避免的錯誤。透過即時活動評估，我們期望可將社區收集的意見加入來年的計劃，以更好地服務社區。

## Engage the Community

We want to build a “residential community” at our properties where our property owners can be connected with each other, creating a harmony living environment and enhancing neighborhood watch. Over the year, we host a range of events, including outings, sports competition and celebrations during festivals, such as the Chinese New Year, Mid-Autumn Festival, Halloween and Christmas.

### The month of learning from Lei Feng

To carry forward the spirit of Lei Feng, who is an icon of selfless and modest person in China, we organized volunteer service activities at various locations of our properties in March 2016.

Different organizations were engaged to provide volunteer services to our community residents. The diversity of services offerings, including haircut, electric appliance repairing and medical services, attracted many residents from children to elderly.

These activities have strengthened the relationship with our residents, and advocated a positive attitude to life and stimulated the spirit of dedication generation after generation.



## 服務社區

我們希望在旗下物業建立「住宅社區」，讓物業業主連繫彼此，營造和諧的生活環境及增加鄰里守望。多年來，我們舉辦各式活動，包括郊遊、運動比賽及節日慶祝，例如農曆新年、中秋節、萬聖節及聖誕節。

### 雷鋒學習月

為了傳承雷鋒（中國無私奉獻、正直善良的代表人物）精神，我們於2016年3月在多個物業地點舉辦義工服務。

不同機構積極提供義工服務予我們的社區居民。服務包羅萬有，包括理髮、電器維修及醫療服務，吸引老中青居民紛紛前來。

這些活動加強我們與居民的關係，提倡正面的人生態度，並推動奉獻精神世代相傳。



#### Mid-Autumn Festival activities

Mid-Autumn Festival is the festival of reunion for families and friends. To enjoy the festival with our residents, we organized activities such as carnivals and art shows in different locations, featuring with performance, games and lucky draws. Through these events we have built a closer relationship with our residents and created a warm feeling of community.



#### Contribute to the Society

As a responsible organization, we hope to use our resources and advantages to promote philanthropy and improve the environment. We continuously organize events in which our properties operate, and encourage our employees, property owners and other parties to join us.

#### 中秋節活動

中秋節是家人和朋友團圓的佳節。為了與居民共度佳節，我們在不同地點舉辦嘉年華會及文藝表演，節目豐富，不但載歌載舞，更有遊戲及抽獎環節。透過這些活動，我們與居民建立更深厚關係，社區暖意洋溢。



#### 回饋社會

作為負責任的組織，我們期望能動用自有資源及優勢推動慈善及改善環境。我們不斷在我們物業經營所在地點舉辦活動，鼓勵僱員、業主及其他人士參與。

### Donations to poor children

To ignite a spark of hope for poor children who live in the mountain areas, we organized donation activities across our properties to raise the public concern. The activities were a great success, many of our employees and property owners joined us to donate money, school supplies, sports equipment



### 捐助貧窮兒童

為燃點山區貧窮兒童的希望，我們在不同物業舉辦捐款活動以引起公眾關注。有關活動取得空前成功，獲得很多僱員及業主參與，捐贈金錢、學習用品、體育用品及書本。



### Tree planting

To promote the public awareness of nature conservation and encourage people to take part in greening, we have been engaged with our property owners to participate in planting seedlings with their children, and a total of 100 seedlings were planted.



### 植樹

為提高公眾自然保育意識及鼓勵大家參與綠化，我們聯繫業主攜同子女一起參加植苗，合共種植100株幼苗。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### BUSINESS REVIEW

The Group is a leading independent property management company in China. In 2016, the Group was rated among the Best 10 of property management enterprises in China in terms of the overall strength and brand value by China Real Estate Association\* (中國房地產業協會), Shanghai E-house China R&D Institute\* (上海易居房地產研究院) and China Real Estate Appraisal Centre\* (中國房地產測評中心). Also, the Group has been named The Most Potential Listed Company (最具潛力上市公司) in China Financial Market Listed Company Award 2016 (中國融資上市企業大獎). As of 31 December 2016, the Group had a total contracted gross floor area ("GFA") of 60.0 million sq. m. where it was contracted to manage 455 properties across 39 cities in China.

The Group has four main business lines:

#### Property management business line

Under this business line, the Group primarily provides property developers and property owners with a broad range of property management services to mainly residential properties, and commercial and government buildings. Services provided by the Group include standard property management services and ancillary services.

#### Sale assistance business line

Under this business line, the Group provides property developers with cleaning, security and maintenance of their model homes and sales centers and general assistance to facilitate the sales process of the properties.

### 業務回顧

本集團是中國領先獨立物業管理公司。於2016年，本集團被中國房地產業協會、上海易居房地產研究院及中國房地產測評中心評為中國物業管理企業綜合實力及品牌價值十強。此外，本集團於2016年中國融資上市企業大獎中被評為最具潛力上市公司。於2016年12月31日，本集團的總合約建築面積(「建築面積」)為60.0百萬平方米，已訂約管理中國39個城市的455項物業。

本集團有以下四條主要業務線：

#### 物業管理業務線

於該業務線下，本集團主要向物業發展商及業主提供廣泛的物業管理服務，大部份為住宅物業、商用及政府樓宇。本集團提供的服務包括標準物業管理服務及配套服務。

#### 協銷業務線

於該業務線下，本集團向物業發展商提供示範單位及銷售中心的清潔、保安及保養，以及提供一般協助以促進物業的銷售過程。

\* The English name is for identification purpose only

### Community Online to Offline (“O2O”) platform

Under this business line, the Group offers a broad range of services and products to its residents, as well as enhancement to its existing property management services through its O2O platform. For example, residents would be able to enjoy special discounts and hassle-free in their orders placed with our affiliated suppliers via the Group’s O2O platform.

### Other services and sales of goods

This business line primarily consists of the provision of consulting services, engineering and catering services, and the sales of engineering spare parts.

## PROPERTY MANAGEMENT SERVICES

As of 31 December 2016, the Group had expanded its presence to 39 cities in China where it was contracted to manage a total of 455 residential properties and non-residential premises such as commercial or government buildings with an aggregate contracted GFA of 60.0 million square meters (“sq.m.”). This represented an increase of 77.5% compared to the aggregate contracted GFA of 33.8 million sq.m. as of 31 December 2015. In relation to the delivered GFA of 44.6 million sq.m. in 2016, the increase represented a growth of 100.9% compared to the delivered GFA of 22.2 million sq.m. as of 31 December 2015.

### 社區線上到線下(「O2O」)平台

於該業務線下，本集團透過其O2O平台向住戶提供廣泛服務及產品，並提升其現有物業管理服務。例如，住戶如透過本集團O2O平台向我們聯屬的供應商下達訂單，將可享有特別優惠及便捷的購物體驗。

### 其他服務及銷售貨品

該業務線主要包括提供諮詢服務、工程及餐飲服務，以及銷售工程零部件。

### 物業管理服務

於2016年12月31日，本集團的業務拓展至中國39個城市，訂約管理合共455項住宅物業及非住宅物業(如商用或政府樓宇)，總合約管理建築面積為60.0百萬平方米(「平方米」)，較2015年12月31日的總合約管理建築面積33.8百萬平方米增加77.5%。有關2016年已交付的建築面積44.6百萬平方米，較2015年12月31日的已交付建築面積22.2百萬平方米，增加100.9%。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

In order to meet the Group's business objectives after listed in late 2015, we strategically accelerated business growth to strengthen its market position in the fragmented property management market in mainland China through acquisitions. In February 2016, the Group successfully acquired 70% of equity interest in Eastern Harbour Engineering Management Limited ("Eastern Harbour") which is engaged in the provision of property management services in Shanghai. In addition, the Group successfully acquired 70% of equity interest in Zhejiang Yongcheng Property management Company Limited ("Yongcheng") at a consideration of RMB210.0 million in October 2016. Yongcheng has 266 projects and properties with a total contracted GFA of approximately 21.6 million sq.m. which represented 36% of the Group's total contracted GFA as of 31 December 2016. Yongcheng's properties under management are mainly located in the prime business districts of Ningbo City, Zhejiang Province, and covered by convenient transportation networks. The Board believes that this acquisition will be able to enlarge the Group's portfolio of properties under management and its revenue source.

### GEOGRAPHIC PRESENCE

The Group will continue to strategically select markets to enter into, focus on those with more developed economies and comparatively high per capita GDP. Once the Group has established presence in a new city, it seeks to expand its business within the same city or neighboring cities with a view to maximizing its economies of scale.

The table below sets forth the revenue breakdown of different geographic areas where the Group has established presence for the years indicated.

為達到本集團2015年底上市後的業務目標，我們策略性地透過收購加快業務增長，以加強在中國內地分散的物業管理市場之市場地位。於2016年2月，本集團成功收購東方海港工程管理有限公司（「東方海港」）70%的股權，其於上海提供物業管理服務。此外，於2016年10月，本集團成功收購浙江永成物業管理有限公司（「永成」）的70%股權，代價為人民幣210.0百萬元。永成總合約管理建築面積約為21.6百萬平方米，共266個項目及物業，佔於2016年12月31日本集團之總合約管理建築面積36%。永成管理的物業主要位於浙江省寧波市的黃金商業區，交通網絡便捷。董事會相信，該收購事項將有助擴大本集團轄下管理的物業組合及收入來源。

### 地理分佈

本集團將繼續策略性地選擇有意進軍的市場，專注於經濟較發達且人均國內生產總值較高的市場。本集團在新城市立足後，會力圖拓展同一城市或鄰近城市內的業務，以發揮最大的規模經濟效益。

下表載列於所示年度本集團據點所在的不同地區的收益明細。

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Eastern and Central China	華東及華中	380,557	221,371
Southern China	華南	201,219	179,447
Northern China	華北	53,370	19,337
Total	總計	635,146	420,155



The map below illustrates the cities in which properties the Group was contracted to manage were located and number of projects in each city as of 31 December 2016.

下圖說明於2016年12月31日本集團訂約管理的物業的所在城市及各城市的项目數目。



**Eastern and Central China**  
華東 & 華中

- |                     |                     |
|---------------------|---------------------|
| 01 Chizhou 池州 (3)   | 15 Taizhou 台州 (1)   |
| 02 Chongqing 重慶 (1) | 16 Wenzhou 溫州 (2)   |
| 03 Chuzhou 滁州 (9)   | 17 Wuxi 無錫 (13)     |
| 04 Hangzhou 杭州 (33) | 18 Xuancheng 宣城 (3) |
| 05 Huaian 淮安 (1)    | 19 Yangzhou 揚州 (1)  |
| 06 Huzhou 湖州 (12)   | 20 Zhenjiang 鎮江 (1) |
| 07 Jiaxing 嘉興 (3)   | 21 Zhoushan 舟山 (1)  |
| 08 Nanchang 南昌 (1)  |                     |
| 09 Nantong 南通 (7)   |                     |
| 10 Ningbo 寧波 (252)  |                     |
| 11 Quzhou 衢州 (2)    |                     |
| 12 Shanghai 上海 (10) |                     |
| 13 Shaoxing 紹興 (21) |                     |
| 14 Suzhou 蘇州 (9)    |                     |

**Southern China**  
華南

- |                     |
|---------------------|
| 22 Cenixi 岑溪 (2)    |
| 23 Foshan 佛山 (18)   |
| 24 Guangzhou 廣州 (5) |
| 25 Guilin 桂林 (1)    |
| 26 Haikou 海口 (2)    |
| 27 Jiangmen 江門 (1)  |
| 28 Nanning 南寧 (19)  |
| 29 Qingyuan 清遠 (2)  |
| 30 Sanya 三亞 (6)     |
| 31 Wenchang 文昌 (1)  |
| 32 Zhaoqing 肇慶 (2)  |
| 33 Zhongshan 中山 (3) |
| 34 Zhuhai 珠海 (1)    |

**Northern China**  
華北

- |                       |
|-----------------------|
| 35 Baotou 包頭 (2)      |
| 36 Beijing 北京 (1)     |
| 37 Dalian 大連 (1)      |
| 38 Eérdulosi 鄂爾多斯 (1) |
| 39 Langfang 廊坊 (1)    |

Note: Numbers in parentheses represent the number of contracted projects.

附註：括號內的數字指訂約項目數目。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

The table below sets forth the delivered contracted GFA and the number of properties under management as of the dates indicated.

下表載列於所示日期之已交付合約建築面積及管理的物業數目。

		As of 31 December 2016 於2016年12月31日		As of 31 December 2015 於2015年12月31日	
		Sq. m. in thousands 千平方米	No. 數目	Sq. m. in thousands 千平方米	No. 數目
<i>Residential properties</i>	住宅物業				
Eastern and Central China <sup>(1)</sup>	華東及華中 <sup>(1)</sup>	27,160	201	12,168	74
Southern China <sup>(2)</sup>	華南 <sup>(2)</sup>	9,897	45	8,534	40
Northern China <sup>(3)</sup>	華北 <sup>(3)</sup>	744	3	1,240	5
Subtotal	小計	37,801	249	21,942	119
<i>Non-residential properties</i>	非住宅物業	6,794	124	272	4
<b>Total</b>	<b>總計</b>	<b>44,595</b>	<b>373</b>	22,214	123

As of 31 December 2016, the Group's contracted GFA of undelivered properties amounted to approximately 15.4 million sq.m. (2015: 11.6 million sq.m.)

於2016年12月31日，本集團未交付物業總合約建築面積約達15.4百萬平方米(2015年：11.6百萬平方米)。

Notes:

附註：

(1) Including Chizhou, Chongqing, Chuzhou, Hangzhou, Huaian, Huzhou, Jiaxing, Nanchang, Nantong, Ningbo, Quzhou, Shanghai, Shaoxing, Suzhou, Taizhou, Wenzhou, Wuxi, Xuancheng, Yangzhou, Zhenjiang and Zhoushan.

(1) 包括池州、重慶、滁州、杭州、淮安、湖州、嘉興、南昌、南通、寧波、衢州、上海、紹興、蘇州、台州、溫州、無錫、宣城、揚州、鎮江及舟山。

(2) Including Cenxi, Foshan, Guangzhou, Guilin, Haikou, Jiangmen, Nanning, Qingyuan, Sanya, Wenchang, Zhaoqing, Zhongshan and Zhuhai.

(2) 包括岑溪、佛山、廣州、桂林、海口、江門、南寧、清遠、三亞、文昌、肇慶、中山及珠海。

(3) Including Baotou, Beijing, Dalian, Eérduosi and Langfang.

(3) 包括包頭、北京、大連、鄂爾多斯及廊坊。

The Group will continue to expand its business through obtaining new service engagements and acquisition of other property management companies. The table below indicates the movement of the total contracted GFA and the number of properties the Group was contracted to manage during the year.

本集團將繼續爭取新服務委聘及收購其他物業管理公司，以拓展業務。下表載列本年內總合約管理建築面積及本集團訂約管理的物業數目的變動。

		As of 31 December 2016 於2016年12月31日		As of 31 December 2015 於2015年12月31日	
		Sq. m. in thousands 千平方米	No. 數目	Sq. m. in thousands 千平方米	No. 數目
As of beginning of period	期初	33,815	167	31,389	149
New engagements <sup>(1)</sup>	新委聘 <sup>(1)</sup>	5,289	23	3,967	26
Acquisitions	收購	22,291	274	-	-
Terminations <sup>(2)</sup>	終止 <sup>(2)</sup>	(1,400)	(9)	(1,541)	(8)
As of end of period	期末	59,995	455	33,815	167

## Notes:

- (1) In relation to properties the Group manages, new engagements primarily include service engagements for new constructions developed by property developers and to a lesser extent, service engagements for residential properties replacing their existing property management companies.
- (2) Including the contracted GFA and the number of properties the Group ceased to manage, which were primarily due to non-renewal of certain property management contracts and mutual termination prior to expiration for commercial reasons.

## 附註：

- (1) 就本集團所管理的物業而言，新委聘主要包括物業發展商興建的新開發建設項目的服務委聘，而小部分則為住宅物業更換現有物業管理公司的服務委聘。
- (2) 包括本集團不再管理的物業合約管理建築面積及數目，主要因不重續若干物業管理合約及基於商業理由於屆滿前相互終止之合約。

#### SALE ASSISTANCE SERVICES

The Group provides property developers with cleaning, security and maintenance of their model homes and sales centers and assists in facilitating the sale process of the properties. The sale assistance service contracts generally have a duration of 6 to 18 months and could be terminated prior to the expiration date if all display units have been sold out. The Group provided sale assistance services to 72 and 81 properties in 2016 and 2015, respectively. The Group can enter into new property management contracts with most of the property developers via this sales channel by demonstrating the expertise and providing quality sales assistance services.

#### OTHER SERVICES AND SALES OF GOODS

The Group provides installation, repairing and maintenance services primarily to the elevators of the properties under management. Engineering spare parts can be sold separately to other elevator servicing companies. Also, the Group operates canteens in the government buildings and provides catering services there. In relation to consulting services, the Group provides consultation and advice to property developers on various aspects of their operations, including the general structure, lift or road planning of the properties which may affect the quality of the property management services that the residents receive subsequently.

#### 協銷服務

本集團向物業發展商提供示範單位及銷售中心的清潔、保安及保養，並協助促進物業的銷售過程。協銷服務合約一般為期6至18個月，且在全部陳列單位售出的情況下，可在屆滿日期前終止。於2016年及2015年，本集團分別向72個及81個物業提供協銷服務。透過展示專業知識及提供優質協銷服務，本集團可藉此銷售渠道與大多數物業發展商訂立新物業管理合約。

#### 其他服務及銷售貨品

本集團主要自其管理物業之升降機提供安裝、維修及保養服務。工程零部件可獨立出售予其他升降機服務公司。此外，本集團在政府樓宇經營餐廳及在其中提供餐飲服務。至於諮詢服務，本集團在各方面為物業發展商就營運提供諮詢及意見，包括物業的一般結構、升降機或路面規劃等，皆於其後有可能影響住戶獲得的物業管理服務質素。

## COMMUNITY O2O PLATFORM

Since the launch of the community O2O platform (“Aidaojia”) by the Group in June 2015, the application has experienced rapid development in 2016.

As of 31 December 2016, the Aidaojia mobile application of the Group covered approximately 4,700 residential properties with approximately 476,000 registered users. The number of orders processed (including both promotional and non-promotional orders) for the year ended 31 December 2016 was approximately 1,028,000.

## PROSPECTS AND FUTURE PLANS

The Group will continue to maintain its own advantage as an independent property management company and compete with counterparts in the market by its high quality service and operational efficiency. The Group will actively establish stable partnership with leading property developers in all regions and explore potential projects under development. The Group will strive to develop new business relationships from the existing customer base and own network in order to provide strong organic growth to the Group. The Group targets to expand its portfolio of customers by pursuing properties which have owners’ association recently established. Furthermore, when right opportunities arise, the Group will accelerate its expansion of business scope and coverage in China by means of acquisitions.

## 社區O2O平台

自本集團於2015年6月推出社區O2O平台(「愛到家」)以來，該應用程式於2016年迅速發展。

截至2016年12月31日，本集團的愛到家手機應用程式覆蓋約4,700個住宅物業及約476,000名登記用戶。截至2016年12月31日止年度內處理的訂單(包括推廣及非推廣訂單)數目約達1,028,000份。

## 前景及未來計劃

本集團將繼續維持身為獨立物業管理公司的優勢，以高質素服務及營運效率與市場對手競爭。本集團將積極與各地區的領先物業發展商建立穩定合作關係，以及探索潛在發展中的項目。本集團將致力以現有客戶基礎及自身網絡發展新業務關係，藉以為本集團帶來強勁內部增長。本集團目標是藉尋求新近成立業主委員會之物業，以擴展其客戶組合。此外，當有適當機會時，本集團將透過收購以加快其於中國的業務規模擴展及覆蓋。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

Owing to the significant resources commitment by the Group on the development of the O2O business during the year, the Group has incurred significant costs and expenses (such as selling, marketing, promotion and distribution expenses) in developing and promoting this business in order to enlarge the customer base of the Group.

As disclosed in the Company's announcement dated 6 April 2017, in order to save on maintenance and operational costs, the Company, Mr. Luo Tao (former chief executive of the O2O business) and Hangzhou Chuangnian Network Technology Co., Ltd\* ("CNT") have entered into the technical services agreement on 6 April 2017 (the "Technical Services Agreement") under which CNT will provide maintenance and operation services to the Group's Aidaojia O2O platform at a monthly fee of RMB100,000.

This measure is to mitigate the loss attributable to the development of the O2O business. To this end, the entering into of the Technical Services Agreement and the outsourcing of the maintenance and operation services of the Group's O2O platform to CNT is an appropriate measure for the Group in achieving this objective. The Directors are of the view that the Technical Services Agreement was entered into under normal commercial terms and that the terms are fair and reasonable and in the interests of the Company and its shareholders as a whole.

\* The English name is for identification purpose only

年內，本集團投入龐大資源發展O2O業務，在開發及推廣該業務方面產生重大成本及開支(如銷售、營銷、推廣及分銷開支)，以擴大本集團的客戶基礎。

誠如本公司日期為2017年4月6日之公告所披露，為節約維護及運營成本，本公司、羅濤先生(O2O業務前行政總裁)與杭州創年網路科技有限公司(「創年網路」)已於2017年4月6日訂立技術服務協議(「技術服務協議」)，據此，創年網路將向本集團的愛到家O2O平台提供維護及運營服務，費用為每月人民幣100,000元。

此項措施可減輕O2O業務發展帶來的虧損。為此，訂立技術服務協議及向創年網路外包本集團O2O平台的維護及運營服務屬本集團實現此目標的適當措施。董事認為，技術服務協議乃按正常商業條款訂立且有關係款屬公平合理並符合本公司及其股東的整體利益。

\* 英文名稱僅供識別

## FINANCIAL PERFORMANCE REVIEW

### Revenue

During the year ended 31 December 2016, the Group recorded revenue of RMB635.1 million, representing an increase of 51.2% over 2015. Increase in the Group's revenue was mainly due to the growth in property management services, other service and sales of goods, together with the revenue generated from the O2O platform. Revenue from the three business lines for the year ended 31 December 2016 were RMB559.4 million, RMB11.8 million and RMB8.3 million, comparing to RMB351.7 million, RMB0.3 million and RMB2.0 million in 2015, represented increases of RMB207.7 million, RMB11.4 million and RMB6.3 million, or 59.1%, 3,334.1% and 317.0%, respectively. Other services and sales of goods became a major line of business during the year with a revenue growth from RMB0.3 million for the year ended 31 December 2015 to RMB11.8 million in 2016 after the acquisition of Yongcheng.

## 財務表現回顧

### 收益

截至2016年12月31日止年度，本集團錄得收益人民幣635.1百萬元，較2015年增加51.2%。本集團收益增加主要由於物業管理服務、其他服務及銷售貨品連同O2O平台所得收益之增長。截至2016年12月31日止年度，來自該三條業務線所得收益分別為人民幣559.4百萬元、人民幣11.8百萬元及人民幣8.3百萬元，較2015年的人民幣351.7百萬元、人民幣0.3百萬元及人民幣2.0百萬元增加人民幣207.7百萬元、人民幣11.4百萬元及人民幣6.3百萬元，或增幅分別為59.1%、3,334.1%及317.0%。年內，於收購永成後，其他服務及銷售貨品成為主要業務線，收益由截至2015年12月31日止年度的人民幣0.3百萬元增加至2016年的人民幣11.8百萬元。

## Breakdown of Revenue by business line

## 按業務線劃分的收益明細

		For the year ended 31 December 截至12月31日止年度			
		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元	Change 變動 RMB'000 人民幣千元	% %
Property management services	物業管理服務	559,372	351,693	207,679	59.1
Sale assistance services	協銷服務	55,731	66,137	(10,406)	(15.7)
Other services and sales of goods	其他服務及 銷售貨品	11,779	343	11,436	3,334.1
Revenue from community O2O Platform	社區O2O平台 收益	8,264	1,982	6,282	317.0
		635,146	420,155	214,991	51.2

## Property management services

Revenue from property management services increased by RMB207.7 million or 59.1% over 2015 primarily due to (i) organic growth in the Group's existing property management services business as a result of increase in the delivered contracted GFA by 3.5 million sq.m.; and (ii) additional revenue attributable to the delivered contracted GFA of 18.9 million sq.m. bringing in the Group through new acquisitions namely Eastern Harbour and Yongcheng.

## 物業管理服務

物業管理服務所得收益較2015年增加人民幣207.7百萬元或59.1%，主要原因為(i)已交付合約建築面積增加3.5百萬平方米，以致本集團現有物業管理服務業務內部增長；及(ii)透過新收購東方海港及永成為本集團帶來已交付合約建築面積18.9百萬平方米的額外收益。

## Sales assistance services

Revenue from the sale assistance services business line for the year ended 31 December 2016 was RMB55.7 million, comparing to RMB66.1 million in 2015, representing a decrease of RMB10.4 million, or 15.7%. The decrease in revenue from the sales assistance service business line was due to the decrease in the number of projects from 81 in 2015 to 72 in 2016 and the decrease in average revenue of each project from approximately RMB817,000 for the year ended 31 December 2015 to approximately RMB774,000 for the year ended 31 December 2016.

## 協銷服務

截至2016年12月31日止年度，協銷服務業務線所得收益為人民幣55.7百萬元，較2015年的人民幣66.1百萬元減少人民幣10.4百萬元或15.7%。協銷服務業務線所得收益減少乃由於項目數目由2015年81個減少至2016年72個，以及各個項目平均收益由截至2015年12月31日止年度約人民幣817,000元減少至截至2016年12月31日止年度約人民幣774,000元。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

#### Other services and sales of goods

Revenue from other services and sales of goods during the year ended 31 December 2016 was RMB11.8 million (2015: RMB0.3 million). This business line primarily consists of the provision of consulting services, engineering and catering services, and the sales of engineering spare parts. The increase in revenue of this business line was mainly due to revenue received or receivable from Yongcheng which has been newly acquired during the year.

#### Community O2O Platform

Revenue from the community O2O platform for the year ended 31 December 2016 was RMB8.3 million, comparing to RMB2.0 million in 2015, represented an increase of RMB6.3 million or 317.0%. This revenue was mainly generated from the provision of community e-commerce services including high-frequency commodities consuming and delivering daily living services as well as offline merchant services for residents through the Group's community O2O platform.

#### Cost of Sales and Services

The Group's cost of sales and services for property management and sales assistance services primarily comprise (i) sub-contracting costs, representing the expenses paid to sub-contractors for various services under the property management and sales assistance business lines; (ii) staff costs; (iii) depreciation expenses associated with equipment and property used in providing services; and (iv) others, primarily representing raw material costs, travelling expenses and communication expenses.

#### 其他服務及銷售貨品

於截至2016年12月31日止年度，其他服務及銷售貨品之收益為人民幣11.8百萬元（2015年：人民幣0.3百萬元）。此業務線主要包括提供諮詢服務，工程及餐飲服務，以及銷售工程零部件。此業務線之收益增加乃主要來自於年內新收購之永成的已收或應收之收益。

#### 社區O2O平台

截至2016年12月31日止年度，社區O2O平台所得收益為人民幣8.3百萬元，較2015年的人民幣2.0百萬元增加了人民幣6.3百萬元或317.0%。該收益主要來自為住戶提供社區電子商貿服務，包括透過本集團的社區O2O平台以高頻率商品消費及提供日常生活服務，以及線下商戶服務。

#### 銷售及服務成本

本集團旗下物業管理及協銷服務的銷售及服務成本主要包括(i)分包成本(指就物業管理及協銷業務線下多項服務付予分包商的開支)；(ii)員工成本；(iii)與提供服務時使用的設備及物業有關的折舊開支；及(iv)其他(主要指原料成本、差旅開支及通訊開支)。



Cost of sales and services for the property management and sales assistance business lines increased by 63.8% from RMB275.2 million for the year ended 31 December 2015 to approximately RMB450.9 million for the year ended 31 December 2016. The increase was primarily due to the growth of business and the corresponding increase in the staff costs and sub-contracting costs. The increase in staff costs was attributable to (i) increase in the number of employees that the Group employed directly; and (ii) increase in the average salary of the Group's employees. The increase in sub-contracting costs was attributable to the expansion of the Group's business.

Cost of sales and services for community O2O platform for the year ended 31 December 2016 was RMB21.1 million (2015: RMB4.2 million), which primarily comprised (i) the cost of daily necessities sold; (ii) expenses including personnel cost and expenses attributable to buying, receiving, inspecting and warehousing inventories, picking, packaging, and preparing customer orders for delivery; and (iii) rental expenses of leased warehouses, delivery and pickup stations.

Costs of other services and sales of goods for the year ended 31 December 2016 was RMB6.5 million (2015: RMB0.6 million), which primarily consisted of (i) salaries cost of the technicians in the provision of elevator engineering services; (ii) costs of the spare parts sold; and (iii) operating costs in running the catering services in 2016 whereas the costs were relating to consulting services in 2015.

物業管理及協銷業務線的銷售及服務成本由截至2015年12月31日止年度的約人民幣275.2百萬元增加63.8%至截至2016年12月31日止年度的約人民幣450.9百萬元。有關增加的主要原因為業務有所增長，而員工成本及分包成本亦相應增加。員工成本增加，乃由於(i)本集團直接聘用的僱員人數增加；及(ii)本集團僱員的平均薪金增加所致。分包成本增加，主要由於本集團業務擴展所致。

截至2016年12月31日止年度，社區O2O平台的銷售及服務成本為人民幣21.1百萬元（2015年：人民幣4.2百萬元），主要包括(i)所售日用必需品的成本；(ii)包括源於購買、接收、檢查及儲存存貨、挑選、包裝及準備客戶訂單以供付運相關人員之成本及開支；及(iii)租用倉庫、交付及提貨站之租金開支。

截至2016年12月31日止年度，其他服務及銷售貨品成本為人民幣6.5百萬元（2015年：人民幣0.6百萬元），主要包括(i)提供升降機工程服務的技術人員薪金成本；(ii)所售零部件成本；及(iii)2016年營運餐飲服務的經營成本，而2015年之成本則關於諮詢服務。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

#### Gross Profit (Loss) and Gross Profit(Loss) Margin

The tables below sets forth the Group's gross profit/(loss) and gross profit/(loss) margins by business line for the years indicated:

#### 毛利(毛損)及毛利(毛損)率

下表載列本集團於所示年度按業務線劃分的毛利/(毛損)及毛利/(毛損)率：

		For the year ended 31 December 截至12月31日止年度			
		2016 2016年		2015 2015年	
		RMB'000 人民幣千元	% of revenue 佔收益%	RMB'000 人民幣千元	% of revenue 佔收益%
Property management services	物業管理服務	139,451	24.9	112,564	32.0
Sale assistance services	協銷服務	24,790	44.5	30,050	45.4
Other services and sales of goods	其他服務及銷售貨品	5,329	45.2	(265)	(77.3)
Community O2O platform	社區O2O平台	(12,832)	(155.3)	(2,261)	(114.1)
<b>Total</b>	<b>總計</b>	<b>156,738</b>	<b>24.7</b>	<b>140,088</b>	<b>33.3</b>

The Group's gross profit for the year ended 31 December 2016 was RMB156.7 million, comparing to RMB140.1 million in 2015, represented an increase of RMB16.7 million, or 11.9%. The Group's overall gross profit margin decreased from 33.3% for the year ended 31 December 2015 to 24.7% in 2016. The decrease in the Group's overall gross profit margin was primarily due to (i) the substantial increase in gross loss incurred in the community O2O platform by RMB10.6 million in 2016, (ii) increase in staff costs paid to the property management service employees; and (iii) relatively lower gross profit margin of properties managed in Yongcheng.

截至2016年12月31日止年度，本集團毛利為人民幣156.7百萬元，較2015年的人民幣140.1百萬元增加人民幣16.7百萬元或11.9%。本集團整體毛利率由截至2015年12月31日止年度的33.3%減少至2016年的24.7%。本集團整體毛利率減少，主要由於(i)社區O2O平台於2016年毛損大幅增加人民幣10.6百萬元，(ii)已付物業管理服務僱員的員工成本增加；及(iii)永成在管物業相對較低的毛利率所致。

### Other Gains and Losses

The Group's other losses for the year ended 31 December 2016 was RMB2.2 million, comparing to RMB4.0 million in 2015, represented a decrease in a net other losses of RMB1.8 million, or 45.0%. Other gains and losses in 2016 primarily comprised of two items: i) net exchange gain of RMB12.1 million as a result of drop in Renminbi exchange rate over 2016; and ii) allowance for doubtful debts on trade receivables of RMB13.4 million for the year ended 31 December 2016.

### Administrative Expenses

The Group's administrative expenses for the year ended 31 December 2016 was RMB99.7 million, comparing to RMB51.0 million in 2015, which represented an increase of RMB48.7 million, or 95.5%. The increase was primarily attributable to the increase in (i) administrative expenses of RMB19.9 million in the operation of community O2O platform in 2016; (ii) increase in Directors' emoluments of RMB5.4 million; (iii) absorption of administrative expenses of Eastern Harbour and Yongcheng amounting to RMB8.5 million after consolidating to the Group this year; and (iv) expansion of the Group's business scale.

### Other Expenses

The Group's other expenses for the year ended 31 December 2016 was RMB9.8 million (2015: nil). The expenses was attributable to the legal and professional fees for new acquisitions.

### Selling and Distribution Expenses

The Group's selling and distribution expenses for the year ended 31 December 2016 was RMB29.5 million, comparing to RMB7.6 million in 2015, represented an increase of RMB21.9 million and primarily due to increase in the Group's business development, marketing and promotion expenses of RMB19.9 million incurred for the O2O operation.

### 其他收益及虧損

截至2016年12月31日止年度，本集團其他虧損為人民幣2.2百萬元，與2015年的人民幣4.0百萬元相比，其他虧損淨額減少人民幣1.8百萬元或45.0%。2016年的其他收益及虧損主要由以下兩項組成：i)由於人民幣匯率於2016年下調，匯兌收益淨額為人民幣12.1百萬元；及ii)截至2016年12月31日止年度貿易應收款項的呆賬撥備為人民幣13.4百萬元。

### 行政開支

截至2016年12月31日止年度，本集團行政開支為人民幣99.7百萬元，較2015年的人民幣51.0百萬元增加人民幣48.7百萬元或95.5%。有關增加主要由於(i) 2016年營運社區O2O平台相關的行政開支增加人民幣19.9百萬元；(ii)董事酬金增加人民幣5.4百萬元；(iii)吸收東方海港及永成於本年度合併至本集團後的相關行政開支人民幣8.5百萬元；及(iv)本集團業務規模擴展。

### 其他開支

本集團於截至2016年12月31日止年度之其他開支為人民幣9.8百萬元(2015年：無)。開支乃用於新收購的法律及專業費用。

### 銷售及分銷開支

截至2016年12月31日止年度，本集團銷售及分銷開支為人民幣29.5百萬元，較2015年的人民幣7.6百萬元增加人民幣21.9百萬元，主要由於O2O業務所產生的本集團業務發展、營銷及推廣開支增加人民幣19.9百萬元所致。

#### Finance Costs

The Group's finance costs increased from RMB1.6 million for the year ended 31 December 2015 to RMB4.7 million for the year ended 31 December 2016. The increase was primarily due to increase in (i) interest expense of RMB1.0 million for bank borrowings and (ii) imputed interest expenses on consideration payable and share based payments of RMB1.1 million and RMB1.0 million, respectively.

#### Share-based Payment Expenses

The Group recognised share-based payment expenses of RMB16.0 million (2015: RMB19.9 million) for the year ended 31 December 2016. Decrease in the share-based payment expense was primarily due to fewer employees remained eligible for exercising the Pre-IPO share options during the year.

#### Income Tax Expenses

The Group's income tax expense for the year ended 31 December 2016 was RMB27.6 million, comparing to RMB24.8 million in 2015, represented an increase of RMB2.8 million, or 11.3%. The Group's effective tax rate increased from 70.0% for the year ended 31 December 2015 to 113.8% in 2016 since the losses in the O2O business incurred during the year were not utilised for tax purposes.

#### Net (loss) profit and Adjusted Net Profit for the Year

For the year ended 31 December 2016, as a result of the cumulative effect of the above factors, the Group's net loss was RMB3.4 million and its net loss margin was 0.5%.

Our adjusted net profit was derived from our net profit (loss) for both years by adding share-based payment expenses, legal and professional fees for acquisition of property management companies, change in fair value of financial liabilities designated as at FVTPL, listing expenses and excluding the net loss incurred for the community O2O platform. As these cost items are either non-recurring, non-cash spending or incurred from a separate business line, the Group believes that separate analysis of the impacts of these cost items adds clarity to the constituent part of the Group's results of operations and provides additional useful information for investors to assess the operating performance of the Group's core business. The adjusted net profit is an unaudited figure.

#### 財務成本

本集團財務成本由截至2015年12月31日止年度的人民幣1.6百萬元增至截至2016年12月31日止年度的人民幣4.7百萬元。增加主要由於(i) 就銀行借款產生利息開支增加人民幣1.0百萬元及(ii) 就應付代價及股份付款的推算利息開支分別增加人民幣1.1百萬元及人民幣1.0百萬元。

#### 股份付款開支

截至2016年12月31日止年度，本集團確認股份付款開支人民幣16.0百萬元(2015年：人民幣19.9百萬元)。股份付款開支減少主要由於年內仍然合資格行使首次公開發售前購股權的僱員減少。

#### 所得稅開支

截至2016年12月31日止年度，本集團所得稅開支為人民幣27.6百萬元，較2015年的人民幣24.8百萬元增加人民幣2.8百萬元或11.3%。本集團實際稅率由截至2015年12月31日止年度70.0%，增加至2016年113.8%，此乃由於年內的O2O業務虧損並無就稅項目的予以動用。

#### (淨虧損)純利及經調整年內純利

截至2016年12月31日止年度，由於上述因素的累計影響，本集團的淨虧損為人民幣3.4百萬元及淨虧損率為0.5%。

本集團經調整純利乃將兩個年度的純利(淨虧損)另加股份付款開支、收購物業管理公司的法律及專業費用、指定為按公平值計入損益的金融負債的公平值變動、上市開支及扣除社區O2O平台產生的淨虧損得出。由於該等成本項目為非經常性、屬非現金支出或由另一項獨立業務所產生，本集團相信，獨立分析該等成本項目的影響，可使本集團營運業績的組成部分更加清晰，為投資者提供額外有用資料以評估本集團核心業務的營運表現。經調整純利並未經審核。

The following table reconciles our adjusted net profit for the year presented to the profit under HKFRSs for the years indicated:

下表載列本集團於所示年內的經調整純利與所示年內根據香港財務報告準則所呈報利潤的對賬：

		<b>For the year ended 31 December</b> 截至12月31日止年度	
		<b>2016</b> <b>2016年</b> <b>RMB'000</b> 人民幣千元	<b>2015</b> <b>2015年</b> <b>RMB'000</b> 人民幣千元
(Loss) profit for the year under HKFRS	根據香港財務報告準則呈報的年內（虧損）利潤	<b>(3,352)</b>	10,613
Add:	加：		
Net loss incurred for the O2O platform	O2O平台產生的虧損淨額	<b>50,266</b>	7,979
Share-based payment expenses	股份付款開支	<b>16,028</b>	19,928
Legal and professional fees for acquisition of property management companies	收購物業管理公司的法律及專業費用	<b>9,837</b>	-
Change in fair value of financial liabilities designated as at FVTPL	指定為按公平值計入損益的金融負債的公平值變動	-	6,343
Listing expenses	上市開支	-	35,881
Adjusted net profit for the year	經調整年內純利	<b>72,779</b>	80,744

## Deferred Taxation

As of 31 December 2016 and 2015, the deferred tax asset recognised was mainly attributable to the allowance of doubtful debt of RMB16.4 million and RMB9.9 million, respectively.

## 遞延稅項

於2016年及2015年12月31日，所確認遞延稅項資產乃主要源於呆賬撥備分別為人民幣16.4百萬元及人民幣9.9百萬元。

#### Liquidity, Financial Resources and Capital Structure

The Group maintains a strong and healthy financial position. The Group's principal sources of funds to finance the working capital, capital expenditure and other capital requirements were internally generated by cash flows and bank loans. As of 31 December 2016, net working capital (calculated as current assets less current liabilities) was RMB212.3 million which represented a decrease of RMB209.4 million from RMB421.7 million as of 31 December 2015 primarily due to the considerations paid for new acquisitions during the year. The current ratios (calculated as current assets/current liabilities) are 1.5 times and 3.1 times as of 31 December 2016 and 31 December 2015 respectively.

As of 31 December 2016, the Group had bank borrowings denominated in RMB of RMB25.3 million (2015: RMB29.6 million), among which RMB2.3 million in 2016 was secured by the investment properties of the Group and RMB20.0 million was secured by the Group's bank deposit as of 31 December 2015. Bank borrowings of RMB25.3 million as of 31 December 2016 were fixed-rate, whereas the balance of RMB29.6 million represented variable-rate borrowings as of 31 December 2015. In addition, the Group had an unsecured bank borrowing amounting to RMB103.6 million (2015: nil) which was variable-rate and denominated in HK\$ as of 31 December 2016.

The Group principally focused on the operation in the PRC. Except for the cash, bank deposits and bank borrowings denominated in foreign currencies, the Group was not subject to any other material risk directly relating to the foreign exchange fluctuation. For the year ended 31 December 2016, despite the depreciation of RMB against USD and HKD, the Directors expected any fluctuation of the RMB exchange rate would not materially and adversely affect the operations of the Group. The management will continue to monitor foreign currency exchange exposure and will take prudent measures to minimize the currency translation risk.

#### 流動資金、財務資源及資本架構

本集團的財務狀況保持穩健。本集團主要透過內部產生的現金流及銀行貸款，為營運資金、資本開支及其他資本要求提供資金。於2016年12月31日，營運資金淨額(按流動資產減流動負債計算)為人民幣212.3百萬元，較2015年12月31日的人民幣421.7百萬元減少人民幣209.4百萬元，主要因年內就新收購事項支付代價所致。於2016年12月31日及2015年12月31日，流動比率(按流動資產除以流動負債計算)分別為1.5倍及3.1倍。

於2016年12月31日，本集團以人民幣計值銀行借款為人民幣25.3百萬元(2015年：人民幣29.6百萬元)，當中，於2016年內的人民幣2.3百萬元受本集團投資物業所擔保，而於2015年12月31日的人民幣20.0百萬元則受本集團之銀行存款所擔保。於2016年12月31日之銀行借款人民幣25.3百萬元為定息借款；而2015年12月31日人民幣29.6百萬元之結餘為浮息借款。此外，於2016年12月31日，本集團有人民幣103.6百萬元無抵押銀行借款，為浮息及以港元計值(2015年：無)。

本集團主要集中在中國進行營運。除以外幣計值的現金、銀行存款及銀行借款外，本集團並無面臨任何直接與外匯波動有關的其他重大風險。截至2016年12月31日止年度，儘管人民幣兌美元及港元貶值，董事預期，人民幣匯率波動不會對本集團營運造成重大不利影響。管理層將繼續監察外匯敞口，並採取審慎措施，以減低匯兌風險。

## Gearing Ratio

The gearing ratio is defined as total borrowings net of pledged bank deposits and bank balances and cash divided by total equity. As of 31 December 2016, the Group was in a strong financial position with a net cash position amounting to RMB313.5 million (2015: RMB482.3 million). Accordingly, no gearing ratio is presented.

## Pledge of Assets

As of 31 December 2015, restricted bank deposits in the amount of RMB62.8 million were pledged to guarantee the drawdown of loans by the Group in order to transfer the Group's cash from offshore to onshore entities. Pledge of the deposits has been released in September 2016 due to the repayment of bank borrowings. Accordingly, no bank deposit has been pledged to financial institutions as of 31 December 2016.

At 31 December 2016, investment properties of RMB14.4 million (2015: nil) were pledged to secure certain banking facilities granted to the Group.

## Contingent Liabilities

The Group had no material contingent liabilities as of 31 December 2016.

## EMPLOYEES AND REMUNERATION POLICIES

As of 31 December 2016, the Group had approximately 6,700 (2015: 1,500) employees. In order to enhance the morale and productivity of employees, employees are remunerated based on their performance, experience and prevailing industry practices. Compensation policies and packages of management staff and functional heads are being reviewed on a yearly basis. In addition to basic salary, performance related salary may also be awarded to employees based on internal performance evaluation. Moreover, the Company adopted a share option scheme in April 2015 which allows the Directors to grant share options to, among other persons, Directors and employees of the Group in order to retain elite personnel to stay with the Group and to provide incentives for their contribution to the Group. As of 31 December 2016, the Group granted an aggregate of 80,000,000 (2015: 80,000,000) share options to certain Directors and employees of the Group.

## 資產負債比率

資產負債比率定義為借款總額扣除已抵押銀行存款及銀行結餘及現金，除以權益總額。於2016年12月31日，本集團財務狀況穩健，淨現金狀況為人民幣313.5百萬元(2015年：人民幣482.3百萬元)。因此，並無呈列資產負債比率。

## 資產抵押

於2015年12月31日，受限制銀行存款人民幣62.8百萬元已抵押為本集團提取貸款作擔保，以便將本集團的現金從離岸實體轉至境內實體。因為該銀行借款已償還，所以存款抵押已於2016年9月解除。據此，於2016年12月31日，概無銀行存款抵押予金融機構。

於2016年12月31日，人民幣14.4百萬元之投資物業(2015年：無)已作抵押，作為授予本集團若干銀行融資之抵押。

## 或然負債

於2016年12月31日，本集團並無重大或然負債。

## 僱員及薪酬政策

於2016年12月31日，本集團約有6,700名僱員(2015年：1,500名)。為提升僱員士氣及生產力，僱員按其表現、經驗及當時行業慣例獲支付薪酬。本公司每年審視管理人員及部門主管的補償政策及方案。除基本薪金外，僱員亦可能按內部表現評核獲發表現相關薪金。此外，本公司於2015年4月採納購股權計劃，董事得以向(包括其他人士)本集團董事及僱員授出購股權，以挽留菁英人才繼續任職於本集團，並為其對於本集團所作貢獻給予獎勵。於2016年12月31日，本集團合共向本集團若干董事及僱員授出80,000,000份(2015年：80,000,000份)購股權。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

The Group also invests in continuing education and training programmes for management staff and other employees with a view to upgrading their skills and knowledge. These training courses comprise internal courses run by the management of the Group and external courses provided by professional trainers and range from technical training for butlers to financial and administrative trainings for management staff.

### MATERIAL ACQUISITION AND DISPOSALS OF SUBSIDIARIES OR ASSOCIATED COMPANIES

Save as disclosed in this annual report, the Group had no material acquisition or disposal of subsidiaries or associates during the year ended 31 December 2016.

At 31 December 2016, the Group has no specific plan for major investment or acquisition for major capital assets or other businesses. However, the Group will continue to identify new opportunities for business development.

### USE OF NET PROCEEDS

On 25 November 2015, the Company issued 200,000,000 new shares of nominal value of HK\$0.01 each in connection with the listing of its shares on the Stock Exchange (the "IPO"). The net proceeds after deducting the underwriting commission and issuing expenses arising from the IPO amounted to HK\$289.1 million (equivalent to RMB238.2 million).

Up to 31 December 2016, RMB58.2 million has been utilised for the development of the O2O platform and RMB118.9 million has been utilized in the acquisitions of Eastern Harbour and Yongcheng. RMB0.7 million has been utilized for the implementation of training and recruitment programs. The remaining net proceeds of RMB60.4 million were deposited with certain licensed financial institutions as of 31 December 2016.

本集團亦有投資於管理人員及其他僱員持續教育及培訓計劃，以期提升其技巧及知識。該等培訓包括本集團管理層籌辦的內部課程，以及專業訓練人員提供的外部課程，涵蓋管家技術培訓以至管理人員的財務及行政管理培訓。

### 附屬公司或聯營公司的重大收購及出售

除本年報所披露外，截至2016年12月31日止年度，本集團並無任何附屬公司或聯營公司的重大收購或出售。

於2016年12月31日，本集團並無主要投資或收購主要資本資產或其他業務的特定計劃。然而，本集團將繼續物色業務發展的新機遇。

### 所得款項用途

於2015年11月25日，本公司為其股份於聯交所上市（「首次公開發售」），發行200,000,000股每股面值0.01港元的新股份。扣除包銷佣金及首次公開發售產生的發行開支後的所得款項淨額為289.1百萬港元（相當於人民幣238.2百萬元）。

直至2016年12月31日，人民幣58.2百萬元已用作O2O平台發展及人民幣118.9百萬元已用於收購東方海港及永成。人民幣0.7百萬元已用於執行培訓及招聘計劃。於2016年12月31日，餘下所得款項淨額人民幣60.4百萬元已存入若干持牌金融機構。



## PRINCIPAL RISKS AND UNCERTAINTIES

The Group's financial condition, results and business operations may be affected by a number of risks and uncertainties, some of which are inherent to the Group's business and some from external sources.

### Industry Risk

The China residential property management industry is highly competitive and fragmented. Competition may intensify as the Group's competitors expand their product or service offerings into or as new competitors enter the Group's existing or new markets. If the Group does not compete successfully against existing and new competitors, the Group may not be able to renew its existing contracts upon expiration or fail to win the bid for new projects.

In the Group's O2O business, the Group faces intense competition in the market for customers, merchants and suppliers, and the Group expects competition to continue to intensify in the future. In particular, the Group may encounter more intense competition from developers with full-fledged property management services capacity when the Group seeks to extend the Group's O2O business into properties managed by them or explore opportunities in markets where they have strong influence since they may already have their own O2O platform.

Increased competition in the property management industry and the O2O industry may result in reduced pricing for the Group's services and a decrease in the Group's market share.

### Business Risk

The Group constantly faces the challenge of responding promptly to market changes within the industry sectors it operates in. Any failure to interpret market trends properly and adapt its strategy to such changes accordingly may have a material adverse effect on the Group's financial condition, results, and business operations.

## 主要風險及不確定因素

本集團的財務狀況、業績及業務營運或會受多項風險及不確定因素影響，部分為本集團業務的固有風險，部分則源自外界因素。

### 行業風險

中國的住宅物業管理業競爭激烈且極為分散。本集團的競爭對手拓展產品或服務範疇或本集團的現有或新發展市場出現新競爭對手，均可能使競爭加劇。倘本集團未能成功與現有或新競爭對手競爭，本集團可能無法於現有合約屆滿時續訂合約，或無法贏得新項目競標。

在本集團的O2O業務中，本集團在客戶、商戶及供應商市場面臨劇烈競爭，而本集團預期未來競爭將日趨激烈。尤其是，當本集團爭取將O2O業務延伸至具備完善物業管理服務能力的發展商所管理的物業時，或在彼等擁有強大影響力的市場尋求商機時，或會面臨彼等的激烈競爭，因為彼等已擁有自身的O2O平台。

物業管理業及O2O行業的競爭加劇，或會減低本集團的服務定價，並減少本集團的市場份額。

### 業務風險

本集團持續面臨迅速回應其營運所在行業板塊的市場轉變的挑戰。倘未能正確詮釋市場趨勢，並相應調整策略，本集團的財務狀況、業績及業務營運或會受到重大不利影響。

#### Financial Risk

In the course of its business activities, the Group is exposed to various financial risks, including market, liquidity and credit risks.

The Group's earnings and financial position may be adversely affected by movements in foreign exchange rates and interest rate. In particular, any depreciation in the Group's bank balances denominated in foreign currency may affect its net profit. The Group will closely monitor the relative foreign exchange positions of its assets and liabilities and allocate its holdings of different currencies accordingly in order to minimise foreign currency risk.

The Group may also be subject to liquidity risk if it is unable to obtain adequate funding to finance its operations. In the management of liquidity risk, the Group's management monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

The Group is also subject to exposure to credit risk from its customers. However, the Group had no concentration of credit risk in respect of trade receivables, with exposure spread over a number of customers, who are residents and property developers in the communities managed by the Group.

#### 財務風險

在業務活動的過程中，本集團面臨多項財務風險，包括市場、流動資金及信貸風險。

本集團的盈利及財務狀況或會受到外幣匯率及利率變動的不利影響。尤其是，倘本集團以外幣計值的銀行結餘貶值，或會影響其純利。本集團將緊切監察其資產及負債的相關外匯狀況，相應分配其持有的不同貨幣，以盡量減低外幣風險。

倘未能取得足夠資金撥付其營運，本集團亦可能面臨流動資金風險。管理流動資金風險時，本集團的管理層監察及維持管理層認為足夠的現金及現金等價物水平，以撥付本集團的營運，減低現金流量波動的影響。

本集團亦面臨來自其客戶的信貸風險。然而，本集團並無就其貿易應收款項面臨信貸集中風險，有關信貸風險分散於多名客戶，彼等為本集團所管理社區的住戶及物業發展商。

# DIRECTORS AND SENIOR MANAGEMENT PROFILE

## 董事及高級管理層簡介

### DIRECTORS

#### MR. LIU JIAN

*Chairman and Chief Executive Officer*

Mr. Liu Jian, aged 49, is the chairman, president and the chief executive officer of the Company and was appointed as an executive Director of the Company on 5 January 2015. Being one of the first members of the Group, Mr. Liu founded Guangdong Zhong Ao Property Management Company Limited (“Zhong Ao Property”) with Ms. Chen Zhuo in September 2005. Mr. Liu was appointed as the sole director of Zhong Ao Property in September 2005 and has been primarily responsible for overall operation and management, strategic planning and business development. Mr. Liu plays a key role in the Group’s business development and has led its business expansion from Guangdong province to other parts of China. Prior to joining the Group, Mr. Liu worked at Guilin Park Hotel Co., Ltd. (桂林桂湖飯店有限公司) from May 1990 to August 1994 and his last position held was manager. From September 1994 to March 1999, he worked at Guilin Royal Gardens Hotel Co., Ltd. (桂林帝苑酒店有限公司) and his last position held was manager. From 1999 to December 2003, Mr. Liu served as general manager of Guangzhou Olympic Garden Property Co. Ltd. (廣州奧林匹克花園物業公司) and from February 2004 to June 2005, as general manager of Nanguo Aoyuan Property Company (南國奧園物業公司), both companies being subsidiaries of Guangdong Yabo Property Service Company Limited (廣東雅博物業服務有限公司) (“Guangdong Yabo”). Mr. Liu graduated from Huazhong University of Science and Technology (華中理工大學) with a bachelor’s degree in economics in 1988. In 2008, Mr. Liu attained a master’s degree in business administration from Asia International Open University (Macau).

### 董事

#### 劉建先生

*主席兼行政總裁*

劉建先生，49歲，為本公司主席、總裁兼行政總裁，於2015年1月5日獲委任為本公司執行董事。身為本集團的始創成員之一，劉先生與陳卓女士於2005年9月創立廣東中奧物業管理有限公司(「中奧物業」)。劉先生於2005年9月獲委任為中奧物業的唯一董事，主要負責整體營運及管理、戰略規劃及業務發展。劉先生在本集團的業務發展中擔當關鍵角色，帶領本集團的業務走出廣東省，擴展至中國其他地方。加入本集團前，劉先生曾於1990年5月至1994年8月任職桂林桂湖飯店有限公司，最後職位為經理。1994年9月至1999年3月，彼於桂林帝苑酒店有限公司任職，最後職位為經理。自1999年至2003年12月，劉先生擔任廣州奧林匹克花園物業公司總經理；2004年2月至2005年6月擔任南國奧園物業公司總經理，上述兩家公司均為廣東雅博物業服務有限公司(「廣東雅博」)之附屬公司。劉先生於1988年在華中理工大學畢業，獲經濟學學士學位。2008年，劉先生獲亞洲(澳門)國際公開大學頒授工商管理碩士學位。

## DIRECTORS AND SENIOR MANAGEMENT PROFILE

### 董事及高級管理層簡介

#### **MS. CHEN ZHUO**

*Executive director and vice president*

Ms. Chen Zhuo, aged 39, is a vice president of the Company and was appointed as an executive director of the Company on 5 January 2015. Ms. Chen joined the Group as vice president when Zhong Ao Property was established in September 2005. As a founder and a member of the core management team of the Group, she has been primarily responsible for overall operation and management, strategic planning and business development. Ms. Chen served as deputy general manager of Guangdong Yabo from August 2002 to March 2005. Ms. Chen received a college degree from Sun Yat-sen University (中山大學) in 1999, majoring in business management. Ms. Chen obtained the qualification of a property management manager in 2000 from the Ministry of Construction of the PRC.

#### **MR. LIANG BING**

*Executive director and vice president*

Mr. Liang Bing, aged 45, is a vice president of the Company and was appointed as an executive director of the Company on 5 January 2015. Mr. Liang joined the Group as vice president in September 2005. As a member of the Group's core management team, he has been primarily responsible for overall operation and management, strategic planning and business development. Mr. Liang served as deputy general manager of Guangdong Yabo from May 2002 to June 2005. Mr. Liang graduated and attained a bachelor's degree in environmental engineering from Hunan University (湖南大學) located in Hunan, the PRC in July 1996. He obtained the qualification as a general agent in June 1997 from Administration of Industry and Commerce of Guangzhou Municipality (廣州市工商行政管理局). He later obtained a master's degree in business administration for senior management from Sun Yat-sen University (中山大學) in 2013.

#### **陳卓女士**

*執行董事兼副總裁*

陳卓女士，39歲，為本公司副總裁，於2015年1月5日獲委任為本公司執行董事。陳女士於2005年9月中奧物業成立之時加入本集團，並擔任副總裁一職。身為本集團創辦人之一兼核心管理團隊成員，彼主要負責整體營運及管理、戰略規劃以及業務發展。陳女士於2002年8月至2005年3月在廣東雅博出任副總經理。陳女士於1999年獲中山大學頒授大學學位，主修企業管理。陳女士於2000年獲中國建設部頒授物業管理經理的資格證書。

#### **梁兵先生**

*執行董事兼副總裁*

梁兵先生，45歲，為本公司副總裁，於2015年1月5日獲委任為本公司執行董事。梁先生於2005年9月加入本集團擔任副總裁一職。身為本集團核心管理團隊成員，彼主要負責整體營運及管理、戰略規劃以及業務發展。梁先生於2002年5月至2005年6月在廣東雅博出任副總經理。梁先生於1996年7月在中國湖南的湖南大學畢業，獲授環境工程學學士學位。彼於1997年6月取得廣州市工商行政管理局總代理資格。其後彼於2013年取得中山大學高級管理人員工商管理碩士學位。

## DIRECTORS AND SENIOR MANAGEMENT PROFILE

### 董事及高級管理層簡介

#### **MR. LONG WEIMIN**

*Executive director and vice president*

Mr. Long Weimin, aged 54, is a vice president of the Company and was appointed as an executive director of the Company on 5 January 2015. Mr. Long joined the Group as vice president in June 2008. As a member of the Group's core management team, he has been primarily responsible for overall operation and management, strategic planning and business development. Mr. Long has 14 years of experience in the hospitality industry. Prior to joining the Group, Mr. Long served as a deputy general manager at Guangxi Nanning Fenghuang Lodge (廣西南寧鳳凰賓館) from November 2001 to January 2004, as a deputy general manager at Purui Hotspring Hotel (普瑞溫泉酒店) from 2003 to 2007 and as a general manager at Luoyang Mudou International Hotel Co. Ltd. (洛陽鉅都國際飯店有限公司) from 2007 to 2008. Mr. Long graduated and attained a diploma from Guangxi Radio and TV University (廣西廣播電視大學) in 1982.

#### **MR. WEI ZHE**

*Non-executive Director*

Mr. Wei Zhe, aged 46, joined the Company and was appointed as a non-executive director of the Company on 17 April 2015. Mr. Wei has over 20 years of experience in both investment and operational management in China. Prior to joining the Group, Mr. Wei served as corporate finance manager at Coopers & Lybrand (now part of PricewaterhouseCoopers) from 1995 to 1998 and as the head of investment banking at Orient Securities Company Limited from 1998 to 2000. Mr. Wei was a vice chairman, from 2002 to 2006, and a consultant, from 2007 to 2011, of China Chain Store & Franchise Association. From 2003 to 2006, Mr. Wei was also the chief representative for Kingfisher's China

#### **龍為民先生**

*執行董事兼副總裁*

龍為民先生，54歲，為本公司副總裁，於2015年1月5日獲委任為本公司執行董事。龍先生於2008年6月加入本集團，並擔任副總裁一職。身為本集團核心管理團隊成員，彼主要負責整體營運及管理、戰略規劃以及業務發展。龍先生於酒店業積累14年經驗。加入本集團前，龍先生曾於2001年11月至2004年1月在廣西南寧鳳凰賓館出任副總經理，並於2003年至2007年在普瑞溫泉酒店出任副總經理，以及於2007年至2008年在洛陽鉅都國際飯店有限公司出任總經理職務。龍先生於1982年在廣西廣播電視大學畢業，獲文憑資格。

#### **衛哲先生**

*非執行董事*

衛哲先生，46歲，於2015年4月17日加入本公司並獲委任為本公司非執行董事。衛先生在中國有超過20年投資及營運管理經驗。加入本集團前，衛先生曾於1995年至1998年間於Coopers & Lybrand(現屬普華永道旗下)擔任企業融資部經理的職務，並於1998年至2000年擔任東方證券股份有限公司投行業務的主管。衛先生於2002年至2006年擔任中國連鎖經營協會的副會長，並於2007年至2011年擔任顧問職務。2003年至2006年，衛先生亦為翠豐集團之中國採購辦事處翠豐亞洲有限公司的首席代表。衛先生曾於2006年11月至2007年1月擔任阿里巴巴集團的B2B部門的高級副總裁，並於2007年2月至2011年2月間擔任阿里巴巴集團B2B部門的總裁兼執行副總裁。彼於2007年10月至2011年2月擔任全球領先B2B電子商貿公司阿里巴巴網絡有

## DIRECTORS AND SENIOR MANAGEMENT PROFILE

### 董事及高級管理層簡介

sourcing office, Kingfisher Asia Limited. Mr. Wei joined Alibaba Group and served as senior vice president of the B2B Division, from November 2006 to January 2007, and president of the B2B Division and executive vice-president of Alibaba Group, from February 2007 to February 2011. He was an executive director and chief executive officer of Alibaba.com Limited, a leading worldwide B2B e-commerce company listed on the Stock Exchange in 2007, from October 2007 to February 2011. He was voted as one of "China's Best CEOs" by FinanceAsia magazine in 2010. He founded Vision Knight Capital, a private equity investment fund in June 2011 and served as a founding partner and the Chairman. Mr. Wei graduated from Shanghai International Studies University with a bachelor's degree in international business management in July 1993. He also completed the corporate finance program at London Business School in June 1998.

Mr. Wei was a non-executive director of HSBC Bank (China) Company Limited from April 2007 to February 2011 and The Hongkong and Shanghai Banking Corporation Limited from January 2008 to February 2011. He was an independent non-executive director of PCCW Limited, a company listed on the Main Board of the Stock Exchange (stock code: 00008), from November 2011 to May 2012 and was re-designated as a non-executive director in May 2012. He is currently a non-executive director of PCCW Limited. Mr. Wei is also a non-executive director of JNBY Design Limited, and an independent non-executive director of Zall Group Ltd., which are listed on The Stock Exchange of Hong Kong Limited. He is also an independent director of Leju Holdings Limited which is listed on the New York Stock Exchange and Shanghai M&G Stationery Inc. which is listed on the Shanghai Stock Exchange.

#### **MS. WU QIMIN**

*Non-executive Director*

Ms. Wu Qimin, aged 46, joined the Company and was appointed as a non-executive director of the Company on 17 April 2015. Ms. Wu joined E-house Capital (易居資本) in 2008 and currently serves as co-president of Jupai Holdings Limited (NYSE: JP) and president of E-house Capital. Ms. Wu graduated from Shanghai Institute of Urban Construction (上海城市建設學院) with a bachelor's degree in civil engineering in 1992. She later obtained a master's degree in construction economics and management from Tongji University (同濟大學) in 1999.

限公司(於2007年在聯交所上市)執行董事兼首席執行官。彼獲《金融亞洲》雜誌票選為2010年度「中國區最佳CEO」之一。彼於2011年6月創立私募股本投資基金 Vision Knight Capital，並擔任創始合伙人和董事長一職。衛先生於1993年7月自上海外國語大學畢業，並獲授國際商業管理學士學位。彼亦於1998年6月完成倫敦商學院企業融資課程。

衛先生曾分別於2007年4月至2011年2月及於2008年1月至2011年2月，出任滙豐銀行(中國)有限公司及香港上海滙豐銀行有限公司的非執行董事。彼於2011年11月至2012年5月擔任聯交所主板上市公司電訊盈科有限公司(股份代號：00008)的獨立非執行董事，並於2012年5月調任非執行董事一職。彼現時為電訊盈科有限公司的非執行董事。衛先生亦為江南布衣有限公司之非執行董事及卓爾集團股份有限公司之獨立非執行董事，上述兩家公司均於香港聯合交易所有限公司上市。彼亦為Leju Holdings Limited(於紐約證券交易所上市)及上海晨光文具股份有限公司(於上海證券交易所上市)之獨立董事。

#### **吳綺敏女士**

*非執行董事*

吳綺敏女士，46歲，於2015年4月17日加入本公司並獲委任為本公司非執行董事。吳女士於2008年加入易居資本，現時擔任鉅派投資集團有限公司(紐約證券交易所：JP)聯席總裁及易居資本總裁。吳女士於1992年在上海城市建設學院畢業，獲土木工程學學士學位。其後彼再於1999年獲同濟大學頒授建築經濟與管理學碩士學位。

**MR. LAM YIU POR***Non-executive Director*

Mr. Lam Yiu Por, aged 40, joined the Company and was appointed as a non-executive director of the Company on 17 April 2015. Mr. Lam has more than 17 years of experience in finance and accounting. Mr. Lam is currently serving as the vice president and chief financial officer of L'sea Resources International Holdings Limited (利海資源國際控股有限公司) (listed company on the Stock Exchange, stock code: 00195). Mr. Lam graduated from the Hong Kong Polytechnic University with a bachelor's degree in accountancy in November 1997. He is also a fellow member of the Association of Chartered Certified Accountants, a certified public accountant of the Hong Kong Institute of Certified Public Accountants, a chartered financial analyst of the Chartered Financial Analyst Institute and an associate member of The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators.

Mr. Lam is currently an independent non-executive director of Denox Environment & Technology Holdings Limited (listed company on the Stock Exchange, stock code: 1452), an independent non-executive director of JNBY Design Limited (listed company on the Stock Exchange, stock code: 03306) and an independent non-executive director of China Tontine Wines Group Limited (listed company on the Stock Exchange, stock code: 00389). He was an independent non-executive director of Yat Sing Holdings Limited (日成控股有限公司) (listed company on the Stock Exchange, stock code: 03708) during the period of December 2014 to March 2016 and was an independent non-executive director of GR Properties Limited (國銳地產有限公司) (listed company on the Stock Exchange, stock code: 00108), during the period of June 2012 to February 2014.

**林曉波先生***非執行董事*

林曉波先生，40歲，於2015年4月17日加入本公司並獲委任為本公司非執行董事。林先生於財務會計有超過17年經驗。林先生現為利海資源國際控股有限公司(聯交所上市公司，股份代號：00195)副總裁兼財務總監的職務。林先生於1997年11月在香港理工大學畢業，獲會計學士學位。彼亦為英國特許公認會計師公會資深會員、香港會計師公會執業會計師、特許金融分析師協會特許金融分析師以及香港特許秘書公會及英國特許秘書及行政人員公會會員。

林先生現為迪諾斯環保科技控股有限公司(聯交所上市公司，股份代號：1452)獨立非執行董事，江南布衣有限公司(聯交所上市公司，股份代號：03306)獨立非執行董事及中國通天酒業集團有限公司(聯交所上市公司，股份代號：00389)獨立非執行董事。彼於2014年12月至2016年3月期間曾出任日成控股有限公司(聯交所上市公司，股份代號：03708)獨立非執行董事，以及於2012年6月至2014年2月期間出任國銳地產有限公司(聯交所上市公司，股份代號：00108)獨立非執行董事。

## DIRECTORS AND SENIOR MANAGEMENT PROFILE

### 董事及高級管理層簡介

#### MR. ZHENG DONG

*Non-executive Director*

Mr. Zheng Dong, aged 51, joined the Company and was appointed as a non-executive director of the Company on 5 January 2017. Mr. Zheng has over 20 years of experience in sales and property development. From May 2011 to March 2016, Mr. Zheng was the managing director of Yixing Hongli Oriental Tourism Real Estate Development Company Limited (宜興鴻立東方旅遊地產開發有限公司). From April 2007 to March 2011, Mr. Zheng was the director and general manager of Jiangsu Zhong Tang Real Estate Company Limited (江蘇中堂置業有限公司). From October 1996 to March 2007, Mr. Zheng held various management positions at China Sports Industry Group Company Limited (中體產業集團股份有限公司). Mr. Zheng held sales position in a number of other companies between 1988 and 1997. Mr. Zheng graduated from Liaoning University with a bachelor's degree in Economics in 1988, and obtained a master's degree in Economics from Liaoning University in 1996 and a master's degree in Project Management from University of Management & Technology in 2005.

#### MR. LEE KWOK TUNG LOUIS

*Independent non-executive director*

Mr. Lee Kwok Tung Louis, aged 49, joined the Company and was appointed as an independent non-executive director of the Company in November 2015. Mr. Lee has gained over 24 years of experience with unlisted groups, listed groups and professional firms in finance, accounting and auditing since 1993. Mr. Lee graduated from Macquarie University, Australia with a bachelor's degree in Economics in April 1993. Mr. Lee has been a certified public accountant of the Hong Kong Institute of Certified Public Accountants since October 1999 and a certified practicing accountant of the CPA Australia since June 1996.

Mr. Lee is currently an independent non-executive director of CGN Mining Company Limited, a company listed on the Main Board of the Stock Exchange (stock code: 01164) and an independent non-executive director of Winto Group (Holdings) Limited, a company listed on the Growth Enterprise Market of the Stock Exchange (stock code: 08238).

#### 鄭東先生

*非執行董事*

鄭東先生，51歲，於2017年1月5日加入本公司並獲委任為非執行董事。鄭先生於銷售及物業開發方面擁有逾20年經驗。自2011年5月至2016年3月，鄭先生為宜興鴻立東方旅遊地產開發有限公司之董事總經理。自2007年4月至2011年3月，鄭先生為江蘇中堂置業有限公司之董事及總經理。自1996年10月至2007年3月，鄭先生於中體產業集團股份有限公司擔任多項管理職務。鄭先生曾於1988年至1997年間在其他多間公司擔任銷售職位。鄭先生於1988年畢業於遼寧大學，獲經濟學學士學位，並於1996年獲遼寧大學經濟學碩士學位及於2005年獲美國管理科技大學項目管理碩士學位。

#### 李國棟先生

*獨立非執行董事*

李國棟先生，49歲，於2015年11月加入本公司並獲委任為本公司獨立非執行董事。李先生自1993年起於非上市集團、上市集團及專業事務所積累超過24年的財務、會計及審計經驗。李先生於1993年4月畢業於澳洲麥考瑞大學，並獲授經濟學學士學位。李先生自1999年10月起為香港會計師公會執業會計師及自1996年6月起為澳洲會計師公會執業會計師。

李先生目前為中廣核礦業有限公司(聯交所主板上市公司，股份代號：01164)獨立非執行董事，以及聯交所創業板上市公司惠陶集團(控股)有限公司(股份代號：08238)的獨立非執行董事。



## DIRECTORS AND SENIOR MANAGEMENT PROFILE

### 董事及高級管理層簡介

#### MR. ZHANG WEILUN

*Independent non-executive director*

Mr. Zhang Weilun, aged 44, joined the Company and was appointed as an independent non-executive director of the Company on 5 November 2015. Prior to joining the Group, he worked as an assistant project manager and project manager at Shimizu Corporation (清水建設株式会社) from June 1996 to November 1997 and from December 1997 to May 1998 respectively. During 1999 to 2004, he successively served as a general manager of Nanguo Olympic Garden (南國奧林匹克花園), a president, vice-chairman and director of Wuhan Chengcheng Cultural Investment Group Co., Ltd. (武漢誠成文化投資集團股份有限公司) (later changed to Wuhan Aoyuan City Development Co., Ltd. (武漢奧園城市發展股份有限公司) and then Wuhan Wanhong Group Co., Ltd. (武漢萬鴻集團股份有限公司)) (stock code: 600681), a company listed on the Shanghai Stock Exchange, an executive vice president and a director of Aoyuan Group Limited (奧園集團有限公司). Mr. Zhang has been the chairman and general manager of Guangzhou Willson Real Estate Co., Ltd. (廣州維森置業有限公司) since 2005. Mr. Zhang graduated from Wuhan University of Hydraulic and Electrical Engineering (武漢水利電力大學) with a bachelor's degree in civil engineering in 1993.

#### MR. YUAN BOYIN

*Independent non-executive director*

Mr. Yuan Boyin, aged 52, joined the Company and was appointed as an independent non-executive director of the Company on 5 November 2015. Prior to joining the Group, from July 1997 to October 2000, Mr. Yuan served as the managing director of China Resources Supermarket (Suzhou) Co., Ltd. (華潤超級市場(蘇州)有限公司). From November 2000 to May 2007, he was employed by B&Q (China) Investment Co., Ltd. (百安居(中國)投資有限公司) and held management positions of vice president of operations, vice president of buying, executive vice president of commercial and executive vice president of B2B business. From June 2007 to

#### 張維倫先生

*獨立非執行董事*

張維倫先生，44歲，於2015年11月5日加入本公司並獲委任為本公司獨立非執行董事。加入本集團前，彼於1996年6月至1997年11月及1997年12月至1998年5月分別於日本清水建設株式會社擔任助理項目經理及項目經理。於1999年至2004年期間，彼先後出任南國奧林匹克花園的總經理、上海證券交易所上市公司武漢誠成文化投資集團股份有限公司(其後更名為武漢奧園城市發展股份有限公司，再更名為武漢萬鴻集團股份有限公司)(證券代碼：600681)的總裁、副主席及董事，以及奧園集團有限公司的執行副總裁及董事。自2005年起，張先生擔任廣州維森置業有限公司主席兼總經理。張先生於1993年在武漢水利電力大學畢業，獲土木工程學學士學位。

#### 袁伯銀先生

*獨立非執行董事*

袁伯銀先生，52歲，於2015年11月5日加入本公司並獲委任為本公司獨立非執行董事。加入本集團前，袁先生於1997年7月至2000年10月擔任華潤超級市場(蘇州)有限公司董事總經理一職。由2000年11月至2007年5月，彼受僱於百安居(中國)投資有限公司，曾擔任副總裁(營運)、副總裁(採購)、執行副總裁(商務)及執行副總裁(B2B)多個管理職位。由2007年6月至2011年8月，彼任職於萬科企業股份有限公司，最後出任的職位為集團執行副總裁。彼於2011年8月至2012年12月出任紅星美凱龍家居集團股份有限公司總裁。由2013年1月至2013年8月，彼擔任上海紅星美凱龍投資有限公司的首席執行官。彼自2013年9月起於上海柏迎企業管理諮詢有限公司擔任首席執行官至今，並自

## DIRECTORS AND SENIOR MANAGEMENT PROFILE

### 董事及高級管理層簡介

August 2011, he was employed by China Vanke Co., Ltd. (萬科企業股份有限公司) and his last position held was group executive vice president. From August 2011 to December 2012, he served as the president of Red Star Macalline Group Corporation Ltd. (紅星美凱龍家居集團股份有限公司). From January 2013 to August 2013, he served as the chief executive officer of Shanghai Red Star Macalline Investment Co., Ltd. (上海紅星美凱龍投資有限公司). He has been holding the post of the CEO of Shanghai Brillia Business Management Consulting Co., Ltd. (上海柏迎企業管理諮詢有限公司) since September 2013 till now and the Chairman of Shanghai Yuntai Investment Co., Ltd. (上海雲太投資有限公司董事長) since June 2015 till now. Mr. Yuan graduated from Fudan University (復旦大學) with a bachelor's degree in Science in 1985. He later obtained a master's degree in engineering from Tsinghua University (清華大學) in 1987. Mr. Yuan was a director and an executive chairman of Scintronix Corporation Ltd., a company which was listed on the Singapore Exchange, from November 2013 to February 2014.

#### **MR. WU HAIBING**

*Independent non-executive director*

Mr. Wu Haibing, aged 44, joined the Company and was appointed as an independent non-executive director of the Company on 5 November 2015. Mr. Wu has over 15 years of experience in finance. Mr. Wu worked for PricewaterhouseCoopers in the United States from May 2000 to February 2006. He later worked as a senior manager in the assurance department of PricewaterhouseCoopers Zhong Tian CPAs Limited Company from February 2006 to November 2007. Since October 2007, he has been serving as the chief financial officer of Plateno Hotels Group (formerly known as 7 Days Group Holdings Limited). Mr. Wu graduated from Shanghai Jiao Tong University (上海交通大學) with a bachelor's degree in economics in July 1994 and received a master's degree in business administration from Michigan State University in May 2000. Mr. Wu is currently an independent non-executive director of Acron Intenation Inc., a company listed on the New York Stock Exchange (NYSE: ATV)

2015年6月起於上海雲太投資有限公司擔任董事長至今。袁先生於1985年在復旦大學畢業，獲理學學士學位。其後彼再於1987年獲清華大學頒授工程學碩士學位。袁先生於2013年11月至2014年2月擔任新加坡證券交易所上市公司Scintronix Corporation Ltd.的董事及執行主席。

#### **吳海兵先生**

*獨立非執行董事*

吳海兵先生，44歲，於2015年11月5日加入本公司並獲委任為本公司獨立非執行董事。吳先生於金融界積逾15年經驗。吳先生曾於2000年5月至2006年2月在美國的PricewaterhouseCoopers任職。彼其後於2006年2月至2007年11月擔任普華永道中天會計師事務所有限公司保證部的高級經理。自2007年10月起，他曾擔任鉅濤酒店集團(前稱為7天連鎖酒店集團)的首席財務官。吳先生於1994年7月畢業於上海交通大學，獲授經濟學學士學位，並於2000年5月獲密西根州立大學頒授工商管理碩士學位。吳先生現時擔任紐約證券交易所上市公司橡果國際股份有限公司(紐約證券交易所：ATV)的獨立非執行董事。

**SENIOR MANAGEMENT****MR. CHAN KONG***Vice president*

Mr. Chan Kong, aged 68, joined the Group as a vice president in April 2008. Prior to joining the Group, he served as an executive housekeeper at Guilin Riverside Resort, China (漓苑賓館) from February 1987 to February 1988. From February 1988 to January 2002, Mr. Chan worked with Macau CTS Hotel Management (International) Limited (澳門中旅(國際)酒店管理有限公司). He joined as a project coordinator in 1988 and was later assigned by a secondment to Hotel Universal Guilin in the capacity of an executive housekeeper. He was subsequently promoted and served as general manager of Hotel Universal Guilin and general manager of Hotel Metropole, Macau (澳門京都酒店) and Xi'an Eastern Haojing Hotel (西安東方濠璟酒店). From 2003 to 2004, he served as a manager at Man Wah Dongguan Hotel (東莞文華大酒店).

**MR. LEUNG WAI SHUN WILSON***Chief Financial Officer*

Mr. Leung Wai Shun Wilson joined the Group in November 2016 and has been appointed as the chief financial officer since then. He is primarily responsible for the financial reporting, investor relations and corporate finance of the Group. He has over 20 years of experience in the field of auditing, accounting and finance. Mr. Leung held various senior positions in different organisations, including in an international accounting firm and listed companies in Hong Kong. During the period from March 2012 to October 2014, Mr. Leung was appointed as the Director of Yueshou Environmental Holdings Limited (stock code: 1191) who subsequently assumed the role of Finance Director during his tenure there. During the period from October 2015 to November 2016, Mr. Leung served as the Company Secretary of another listed company in Hong Kong prior to joining the Group. Mr. Leung is currently a fellow member of the Hong Kong Institute of Certified Public Accountants.

**高級管理層****陳剛先生***副總裁*

陳剛先生，68歲，於2008年4月加入本集團出任副總裁一職。加入本集團前，彼於1987年2月至1988年2月期間出任漓苑賓館行政管家。1988年2月至2002年1月期間，陳先生於澳門中旅(國際)酒店管理有限公司工作，於1988年加入時出任項目統籌一職，其後調派至桂林環球大酒店出任行政管家。隨後彼獲擢升出任桂林環球大酒店總經理，以及澳門京都酒店及西安東方濠璟酒店總經理。2003年至2004年期間，彼曾任東莞文華大酒店經理。

**梁偉信先生***首席財務總監*

梁偉信先生於2016年11月加盟本集團並獲委任為首席財務總監至今。彼主要負責本集團之財務報告、投資者關係及企業融資。彼在審計、會計及金融方面累積逾20年經驗。梁先生曾於不同機構擔任多個高級職位，包括任職於一間國際會計師行及多間香港上市公司。於2012年3月至2014年10月期間，梁先生獲委任為粵首環保控股有限公司(股份代號：1191)之董事，其後於任內亦擔任財務董事一職。加入本集團前，於2015年10月至2016年11月期間，梁先生於另一間香港上市公司出任公司秘書。梁先生現為香港會計師公會之資深會員。

## DIRECTORS AND SENIOR MANAGEMENT PROFILE

### 董事及高級管理層簡介

#### **MS. XIANG YAN**

*Sale Director*

Ms. Xiang Yan, aged 31, joined the Group in October 2005. She is Sales Director of the Group. Ms. Xiang graduated from Jinan University (暨南大學) and obtained a diploma in property management.

#### **MR. YU HO MING**

*Financial Controller and Company Secretary*

Mr. Yu Ho Ming, aged 39, has been appointed as the financial controller and company secretary of the Company on 10 April 2015. He is primarily responsible for accounting, financial management and company secretarial matters of the Group. Mr. Yu has over 14 years of experience in auditing, advisory accounting and financial management. Mr. Yu is a certified public accountant of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. He obtained his honours diploma in accounting from Hong Kong Shue Yan College (currently known as Hong Kong Shue Yan University) and he was awarded a Master of Finance from Curtin University.

#### **項燕女士**

*銷售總監*

項燕女士，31歲，於2005年10月加入本集團。彼為本集團銷售總監。項女士畢業於暨南大學，取得物業管理專業專科文憑。

#### **余浩銘先生**

*財務總監兼公司秘書*

余浩銘先生，39歲，於2015年4月10日獲委任為本公司之財務總監及公司秘書。彼主要負責本集團的會計、財務管理及公司秘書事務。余先生於審計、會計諮詢及財務管理方面積逾14年經驗。余先生為香港會計師公會執業會計師及英國特許公認會計師公會資深會員。彼自香港樹仁學院(現稱為香港樹仁大學)取得會計榮譽文憑，並取得科廷大學的金融碩士學位。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The board (“Board”) of directors (“Directors”) of the Company is pleased to present this Corporate Governance Report for the year ended 31 December 2016.

本公司董事(「董事」)會(「董事會」)欣然呈列本份截至2016年12月31日止年度的企業管治報告。

### CORPORATE GOVERNANCE PRACTICES

The Board is committed to maintaining and upholding high standards of corporate governance of the Company to ensure that formal and transparent procedures are in place to protect and maximise the interests of the shareholders of the Company (“Shareholders”).

The Company has adopted the code provisions set out in the Corporate Governance Code (“CG Code”) contained in Appendix 14 to the Rules Governing the Listing of the Securities (“Listing Rules”) on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) as its code of corporate governance.

In the opinion of the Directors, for the year ended 31 December 2016, the Company applied and complied with all the code provisions of the CG Code except for code provision A.2.1 and explained with considered reasons for such deviation.

### DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (“Model Code”) as set out in Appendix 10 to the Listing Rules as the code of conduct for Directors in their dealings in Company’s securities. Having made specific enquiry to all Directors, all the Directors confirmed that they had complied with the required standard of dealings as set out in the Model Code for the year ended 31 December 2016.

### 企業管治常規

董事會致力維持及強化本公司的高水平企業管治，確保施行正式及具透明度的程序，以保障及最大化本公司股東(「股東」)的權益。

本公司已採納香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十四所載的企業管治守則(「企業管治守則」)載列的守則條文，作為其企業管治守則。

董事認為，截至2016年12月31日止年度，本公司一直應用及遵守企業管治守則的所有守則條文，惟已說明並附上當中經審慎考慮原因的守則條文第A.2.1條除外。

### 董事的證券交易

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易的標準守則(「標準守則」)，作為董事買賣本公司證券的操守守則。經向全體董事作出具體查詢後，全體董事確認，彼等於截至2016年12月31日止年度一直遵守標準守則所載的所需交易準則。

## BOARD OF DIRECTORS

The Board is responsible for the leadership and control of the Group and oversees the Group's businesses.

The Board is also responsible for performing the corporate governance duties as set out below:

- To develop and review the Company's policies and practices on corporate governance;
- To review and monitor the training and continuous professional development of Directors and senior management;
- To review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- To develop, review and monitor the code of conduct applicable to Directors and employees; and
- To review the Company's compliance with the GC Code and disclosure in the Corporate Governance Report.

### (i) Board composition

The Board currently comprises a combination of four executive directors, four non-executive directors and four independent non-executive directors. There is a strong independent element on the Board, to ensure the independence and objectivity of the Board's decision making process as well as the thoroughness and impartiality of the Board's oversight of the management.

The Board possesses, both as individual Directors and collectively, appropriate experience, competencies and personal qualities, including professionalism and integrity, to discharge its responsibilities adequately and effectively. In addition, the Board collectively has adequate knowledge and expertise relevant to each of the material business activities that the Company pursues and the associated risks in order to ensure effective governance and oversight.

## 董事會

董事會負責領導及監控本集團，以及監督本集團業務。

董事會亦負責進行以下企業管治職責：

- 制訂及檢討本公司的企業管治政策及常規；
- 檢討及監察董事及高級管理層的培訓及持續專業發展；
- 檢討及監察本公司在遵從法律及監管規定方面的政策及常規；
- 制訂、檢討及監察適用於董事及僱員的操守守則；及
- 審閱本公司就企業管治守則的合規情況並於企業管治報告內的披露。

### (i) 董事會組成

董事會目前由四名執行董事、四名非執行董事及四名獨立非執行董事組成。董事會具備高度獨立性，確保能作出獨立客觀的決策，並且能夠全面及不偏不倚地監督管理層。

不論個別董事或董事會全體董事均擁有適當的經驗、才能及個人特質，包括專業操守及誠信，以充份及有效地履行其責任。此外，董事會全體董事均對本公司進行的各項重大業務及與該等業務相關的風險，具備充份及專門知識，以確保有效管治及監督。

Members of the Board, who come from a variety of different backgrounds, have a diverse range of business, professional expertise. Biographical details of the Directors are set out in the section “Directors and Senior Management Profile” in this Annual Report.

The Board members have no relationship (including financial, business, family or other material or relevant relationships) with each other.

Throughout the year ended 31 December 2016, the Board consisted of the following Directors:

#### **Executive Directors**

Mr. Liu Jian (*Chairman and Chief Executive Officer*)  
 Ms. Chen Zhuo  
 Mr. Liang Bing  
 Mr. Long Weimin

#### **Non-executive Directors**

Mr. Wei Zhe  
 Ms. Wu Qimin  
 Mr. Lam Yiu Por

#### **Independent Non-executive Directors**

Mr. Lee Kwok Tung Louis  
 Mr. Zhang Weilun  
 Mr. Yuan Boyin  
 Mr. Wu Haibing

### **(ii) Board meetings**

During the year ended 31 December 2016, eleven board meetings were held. Prior notices convening the board meetings were despatched to the Directors setting out the matters to be discussed. At the meetings, the Directors were provided with the relevant documents to be discussed and approved. The company secretary is responsible for keeping minutes for the board meetings.

各董事來自不同背景，擁有商業及專業等各領域之專長。董事的履歷詳情載於本年報「董事及高級管理層簡介」一節。

董事會成員彼此之間並無關係(包括財政、業務、家族或其他重大或相關關係)。

截至2016年12月31日止年度之董事包括：

#### **執行董事**

劉建先生(主席兼行政總裁)  
 陳卓女士  
 梁兵先生  
 龍為民先生

#### **非執行董事**

衛哲先生  
 吳綺敏女士  
 林曉波先生

#### **獨立非執行董事**

李國棟先生  
 張維倫先生  
 袁伯銀先生  
 吳海兵先生

### **(ii) 董事會會議**

截至2016年12月31日止年度內，共舉行十一次董事會會議。召開董事會會議的事前通知已寄發予董事，當中載有會議討論事項。於會議上，董事獲提供待討論及批准的相關文件。公司秘書負責存置董事會會議之記錄。

**(iii) Responsibilities of the Board and management**

The executive directors, with the assistance from the senior management, form the core management team of the Company. The executive directors have the overall responsibility for formulating the business strategies and development plan of the Company and its subsidiaries (collectively the "Group") and the senior management personnel are responsible for supervising and executing the plans of the Group.

**(iv) Independence of independent non-executive directors**

In compliance with Rule 3.10(1), 3.10(2) and 3.10A of the Listing Rules, the Company has appointed four independent non-executive directors. The Board considers that all independent non-executive directors have appropriate and sufficient diversity, industry or finance experience and qualifications to carry out their duties so as to protect the interests of the Shareholders. One of the independent non-executive directors, Mr. Lee Kwok Tung Louis has over 24 years of experience with unlisted groups, listed groups and professional firms in finance, accounting and auditing since 1993. Mr. Lee is a certified public accountant of the Hong Kong Institute of Certified Public Accountants and a certified practicing accountant of the CPA Australia.

Prior to their respective appointment, each of the independent non-executive directors has submitted a written statement to the Stock Exchange confirming their independence and has undertaken to inform the Stock Exchange as soon as practicable if there is any subsequent change of circumstances which may affect their independence. In addition, the Company has also received a written confirmation from each of the independent non-executive directors in respect of their independence. Based on such confirmations, the Board considers that all independent non-executive directors are independent.

**(iii) 董事會及管理層的責任**

執行董事在高級管理層的協助下組成本公司的核心管理團隊。執行董事肩負制訂本公司及其附屬公司(統稱為「本集團」)業務策略及發展計劃的整體責任，而高級管理人員負責監督及執行本集團的計劃。

**(iv) 獨立非執行董事的獨立性**

為遵從上市規則第3.10(1)、3.10(2)及3.10A條，本公司已委任四名獨立非執行董事。董事會認為，所有獨立非執行董事均具有適當及足夠多元化程度、行業或財務經驗及資格以履行其職務，從而維護股東權益。其中一名獨立非執行董事李國棟先生自1993年起於非上市集團、上市集團及專業公司積逾24年財務、會計及核數經驗。李先生為香港會計師公會的執業會計師及澳洲會計師公會執業會計師。

每名獨立非執行董事獲委任之前，已各自向聯交所遞交一份書面聲明，確認其為獨立人士，並已承諾如其後發生任何情況變化可能影響其獨立性，便會於切實可行情況下盡快知會聯交所。此外，本公司亦已收到各獨立非執行董事就其獨立性發出的書面確認。基於該等確認書，董事會認為，所有獨立非執行董事均為獨立人士。



### (v) Induction for Director and continuous professional development

Each newly appointed Director is provided with necessary induction and information to ensure that he has a proper understanding of the Company's operations and businesses as well as his responsibilities under relevant status, laws, rules and regulations. The Company also provides Directors with regular 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.

### CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Chairman and chief executive officer are two key aspects of the management of a company. Chairman is responsible for providing leadership for the board and management of the board while chief executive officer is responsible for day-to-day management of business. Clear division of these responsibilities should be in place to ensure a balance power and authority. The code provision A.2.1 of CG Code which provides that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual.

During the year, Mr. Liu Jian is the chairman and chief executive officer of the Company. This constitutes a deviation from the code provision A.2.1 of CG Code.

### (v) 董事就職及持續專業發展

每名新任董事均獲提供必要的就職培訓及資訊，以確保其妥善了解本公司的營運及業務，以及其於相關法律地位、法律、規則及法規下的職責。本公司亦定期為彼等提供上市規則及其他相關法律及法規不時規定的更新，以及本公司表現、狀況及前景的定期更新，以確保董事會整體及每名董事履行其責任。

本公司亦鼓勵董事參加持續專業發展，發展及更新其知識技能。本公司的公司秘書不時就董事的職位、職能及責任更新及提供書面培訓材料。

### 主席及行政總裁

主席及行政總裁為管理一家公司的兩個主要範疇。主席負責領導及管理董事會，而行政總裁負責業務的日常管理。該等職責應清晰區分，以確保權責平衡。企業管治守則的守則條文第A.2.1條規定，主席及行政總裁的職務須予區分，不應由同一人士擔任。

年內，劉建先生為本公司的主席兼行政總裁，此構成偏離企業管治守則的守則條文第A.2.1條。

The Company consider that having Mr. Liu acting as both the chairman and chief executive officer will provide a strong and consistent leadership to the Group and allow for more effective strategic planning and management of the Group. Further in view of Mr. Liu's experience in the industry, personal profile and role in the Group and historical development of the Group, the Group considers it is to the benefit of the Group in the business prospects that Mr. Liu continues to act as both the chairman and chief executive officer after the Listing. Therefore, the Company currently has no intention to separate the functions of chairman and chief executive officer.

### NON-EXECUTIVE DIRECTORS

The non-executive directors and independent non-executive directors have been appointed for an initial term of three years renewable automatically until terminated by not less than one month's notice for non-executive directors or three months' notice for independent non-executive directors in writing served by either the Company or the respective Director. All Directors shall be subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the articles of association of the Company.

### BOARD COMMITTEES

#### Audit committee

The Company has established an audit committee on 5 November 2015 with written terms of reference in compliance with Rule 3.21 of the Listing Rule and the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules. The audit committee consists of four members, namely Mr. Lee Kwok Tung Louis, Mr. Zhang Weilun, Mr. Yuan Boyin and Mr. Wu Haibing, all being independent non-executive directors. Mr. Lee Kwok Tung Louis is the chairman of the audit committee and is the independent non-executive director with the appropriate professional qualifications. The primary duties of the audit committee are to review and supervise the financial reporting process and internal control system of the Group, oversee the audit process and perform other duties and responsibilities as assigned by the Board.

本公司認為，由劉先生同時擔任主席及行政總裁將為本集團提供強大及貫徹的領導，使本集團的策略計劃及管理更為有效。此外，鑒於劉先生的行業經驗、個人履歷及於本集團擔任的職務，以及本集團的歷史發展，本集團認為於上市後由劉先生繼續同時擔任主席及行政總裁符合本集團的業務前景利益。因此，本公司目前無意區分主席及行政總裁的職能。

### 非執行董事

非執行董事及獨立非執行董事獲委任的初始任期為三年，可自動續約直至本公司或相關董事發出不少於一個月通知(就非執行董事而言)或三個月的書面通知(就獨立非執行董事而言)予以終止為止。根據本公司的組織章程細則，所有董事須於本公司的股東週年大會上輪值告退及重選。

### 董事委員會

#### 審核委員會

本公司已遵照上市規則第3.21條以及上市規則附錄十四所載企業管治守則及企業管治報告於2015年11月5日成立審核委員會，並釐定其書面職權範圍。審核委員會由四名成員組成，分別為李國棟先生、張維倫先生、袁伯銀先生及吳海兵先生，彼等均為獨立非執行董事。李國棟先生為審核委員會主席，並為具備適當專業資格的獨立非執行董事。審核委員會的主要職責為審閱及監督本集團的財務報告程序及內部控制系統、監管審核程序及履行董事會委派的其他職責。

During the year ended 31 December 2016, two audit committee meetings were held with 100% attending by all audit committees members. At the meetings, the members of audit committee principally reviewed and discussed with the external auditor of the Company about the Group's annual results and audited consolidated financial statements for the year ended 31 December 2015, the interim review scope and process for the Group's result for the six months ended 30 June 2016, the interim results for the six months ended 30 June 2016 and audit scope and process for the Group's annual results for the year ended 31 December 2016 and discussed with the management about the effectiveness of the risk management and assessment, financial reporting process and internal control system, respectively.

### Remuneration committee

The Company has established a remuneration committee on 5 November 2016 with written terms of reference in compliance with Rule 3.25 of the Listing Rules and the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules. The remuneration committee has five members, namely Mr. Zhang Weilun, Mr. Lee Kwok Tung Louis, Mr. Yuan Boyin, Mr. Wu Haibing and Ms. Chen Zhuo. Mr. Zhang Weilun is the chairman of the remuneration committee. The primary duties of the remuneration committee are to establish and review the policy and structure of the remuneration for the Directors and senior management and approve recommendations on management remuneration.

The remuneration committee meets to determine the policy for the remuneration of Directors and assess the performance of executive directors and approving the terms of executive directors' service contracts. In determining the remuneration for Directors, the remuneration committee takes into consideration factors such as salaries paid by comparable companies, time commitment and responsibilities of the Directors and the desirability of performance-based remuneration.

截至2016年12月31日止年度期間，共舉行兩次審核委員會會議，全體審核委員會成員均有出席。於會上，審核委員會成員主要審閱並與本公司外聘核數師討論本集團截至2015年12月31日止年度之全年業績及經審核綜合財務報表、本集團截至2016年6月30日止六個月之中期審閱範疇及程序、截至2016年6月30日止六個月之中期業績及截至2016年12月31日止年度之本集團全年業績審核範疇及程序，並與管理層分別討論風險管理、財務報告程序及內部監控系統之有效性。

### 薪酬委員會

本公司已遵照上市規則第3.25條以及上市規則附錄十四所載企業管治守則及企業管治報告於2015年11月5日成立薪酬委員會，並釐定其書面職權範圍。薪酬委員會由五名成員組成，分別為張維倫先生、李國棟先生、袁伯銀先生、吳海兵先生及陳卓女士。張維倫先生為薪酬委員會主席。薪酬委員會的主要職責為設立及審閱董事及高級管理層的薪酬政策及架構，以及批准有關管理層薪酬的建議。

薪酬委員會舉行會議釐定董事薪酬政策及評估執行董事的表現，並批准執行董事的服務合約年期。釐定董事酬金時，薪酬委員會考慮到可比公司支付的薪金、董事付出的時間及職責，以及按表現釐定的薪酬是否適切等因素。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

During the year ended 31 December 2016, three remuneration committee meetings were held and the individual attendance of each director is set out below:

截至2016年12月31日止年度，舉行三次薪酬委員會會議，每名董事的個別出席記錄載列如下：

Name	名稱	Number of meeting attended 出席會議次數
Mr. Zhang Weilun ( <i>Chairman</i> )	張維倫先生(主席)	3/3
Mr. Lee Kwok Tung Louis	李國棟先生	3/3
Mr. Yuan Boyin	袁伯銀先生	3/3
Mr. Wu Haibing	吳海兵先生	2/3
Ms. Chen Zhuo	陳卓女士	2/3

### Nomination committee

The Company has established a nomination committee on 5 November 2015 with written terms of reference in compliance with the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules. The nomination committee has five members, namely Mr. Liu Jian, Mr. Lee Kwok Tung Louis, Mr. Zhang Weilun, Mr. Yuan Boyin and Mr. Wu Haibing. Mr. Liu is the chairman of the nomination committee. The primary duties of the nomination committee are to review the structure, size and composition of the Board and to make recommendations to the Board on the appointment of Directors of the Company.

The nomination committee meets to discuss the procedures and criteria which should be adopted by them in nominating candidates for directorship and agreed that such criteria should include the candidates' professional background, their experiences and their past track record with other listed companies (if any).

During the year ended 31 December 2016, one nomination committee meeting was held with 100% attendance by nomination committee's number.

### 提名委員會

本公司已遵照上市規則附錄十四所載企業管治守則及企業管治報告於2015年11月5日成立提名委員會，並釐定其書面職權範圍。提名委員會由五名成員組成，分別為劉建先生、李國棟先生、張維倫先生、袁伯銀先生及吳海兵先生。劉先生為提名委員會主席。提名委員會的主要職責為審閱董事會的架構、規模及組成，以及就委任本公司董事向董事會提出推薦建議。

提名委員會舉行會議討論彼等提名候任董事人員時應採納的程序及準則，並同意該等準則應包括候任董事的專業背景、經驗及於其他上市公司的往績記錄(如有)。

截至2016年12月31日止年度，共舉行一次提名委員會會議，全體提名委員會成員均有出席。

**DIRECTORS' ATTENDANCE RECORDS AT MEETINGS**

The attendance records of each Director at various meetings held during the year ended 31 December 2016 are set out in the table below:

**董事於會議的出席記錄**

下表載列各董事於截至2016年12月31日止年度內舉行各項會議的出席記錄：

		Board meeting 董事會 會議	AGM 股東週年大會	EGM 股東特別大會
<b>Executive directors</b>	<b>執行董事</b>			
Mr. Liu Jian ( <i>Chairman and Chief Executive Officer</i> )	劉建先生(主席兼行政總裁)	5/11	1/1	1/1
Ms. Chen Zhuo	陳卓女士	8/11	1/1	1/1
Mr. Liang Bing	梁兵先生	6/11	1/1	1/1
Mr. Long Weimin	龍為民先生	6/11	1/1	1/1
<b>Non-executive directors</b>	<b>非執行董事</b>			
Mr. Wei Zhe	衛哲先生	9/11	1/1	1/1
Ms. Wu Qimin	吳綺敏女士	5/11	1/1	1/1
Mr. Lam Yiu Por	林曉波先生	11/11	1/1	1/1
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>			
Mr. Lee Kwok Tung Louis	李國棟先生	8/11	1/1	1/1
Mr. Zhang Weilun	張維倫先生	8/11	1/1	1/1
Mr. Yuan Boyin	袁伯銀先生	9/11	1/1	1/1
Mr. Wu Haibing	吳海兵先生	8/11	0/1	1/1

**AUDITOR'S REMUNERATION**

For the year ended 31 December 2016, the total fees paid/payable in respect of audit and non-audit services provided to the Group by Deloitte Touche Tohmatsu are set out below:

**核數師酬金**

截至2016年12月31日止年度，就德勤·關黃陳方會計師行向本集團提供核數及非核數服務已付／應付的費用總額載列如下：

		RMB'000 人民幣千元
<b>Audit service</b>	<b>核數服務</b>	
Audit of the annual consolidated financial statements	審核年度綜合財務報表	1,550
<b>Non-audit service</b>	<b>非核數服務</b>	
Interim review of financial results for the six months ended 30 June 2016	截至2016年6月30日止六個月之財務業績中期審閱	900
Major transaction for acquisition of subsidiaries	收購附屬公司之主要交易	4,900

#### Directors' and auditor's responsibilities on the financial statements

The Directors acknowledge that it is their responsibility to prepare the accounts of the Group and other disclosures required under the Listing Rules and the management will provide information and explanation to the Board to enable it to make an informed assessment of the financial and other Board decisions.

A statement by the Company's independent external auditor, Deloitte Touche Tohmatsu, about their reporting responsibilities is included in the "Independent Auditor's Report" in this Annual Report.

#### COMPANY SECRETARY

The Company Secretary supports the chairman, Board and Board committees by developing good corporate governance practices and procedures. The Company Secretary of the Company was an employee of the Company and the Company did not engage an external service provider as its company secretary. The Company Secretary took no less than 15 hours of the relevant professional training during the year ended 31 December 2016.

#### RISK MANAGEMENT AND INTERNAL CONTROL

The Board is accountable for overseeing the Group's risk management and internal control systems and reviewing its effectiveness, while the management and other personnel are responsible for implementing and maintaining the internal controls systems that covers governance, compliance, risk management, financial and operational controls to safeguard the Group's assets and stakeholders' interests. The system is designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable, and not absolute assurance against material misstatement or loss.

#### 董事及核數師對財務報表的責任

董事確認其有責任編製本集團的賬目及上市規則規定的其他披露資料，而管理層將向董事會提供資料及解釋，使其可對財務及其他董事會決策作出知情的評估。

有關本公司的獨立外聘核數師德勤·關黃陳方會計師行對其報告責任的陳述，載於本年報的「獨立核數師報告」內。

#### 公司秘書

公司秘書支援主席、董事會及董事委員會，提供良好的企業管治常規及程序。本公司的公司秘書為本公司僱員，本公司並無委聘外部服務供應商為其公司秘書。公司秘書於截至2016年12月31日止年度已接受不少於15小時的相關專業培訓。

#### 風險管理及內部監控

董事會負責監察本集團之風險管理及內部監控系統，並審閱其有效性，而管理層及其他人員則負責實施及維持內部監控系統，範疇涵蓋管治、合規、風險管理、財務及營運監控，以保障本集團資產及持份者之利益。該系統之設計目的旨在管理而非徹底消除未能實現業務目標之風險，且僅能提供合理而非絕對地保證不存在重大錯誤陳述或損失。

During the financial year-ended 31 December 2016, the Company has identified, evaluated and managed significant risks via the following process:

- reviewing the organizational objectives;
- assessing the risk management philosophy to determine the risk tolerant level of the Group; and
- performing an entity-level risk assessment.

The Group adopted the standards set out in the Model Code and received confirmation from all directors that they have complied with the Model Code throughout the period under review.

### A. Risk Management and Internal Control Systems Review:

To review the effectiveness of the risk management and internal control systems of the Group and to resolve (if any) material internal control defects of the Group for the year ended 31 December 2016, the Company adopted a COSO Enterprise Risk Management – Integrated Framework (2004) which is issued by the Committee of Sponsoring Organizations (“COSO”) of The Treadway Commission to perform the risk assessment (the “Review”) on the Group for the year ended 31 December 2016. The Review is designed to enhance the risk management of the Group through a holistic and integrated framework so that all material risks faced by the Group are identified and appropriately managed to:

- (i) promote consistent risk identification, measurement, reporting and mitigation;
- (ii) set a common risk language to avoid any conflicting terminology or confusion in risk reporting;

於截至2016年12月31日止財政年度，本公司已透過以下程序識別、評價及管理重大風險：

- 審閱組織性目標；
- 評估風險管理哲理，以釐定本集團之風險容納水平；及
- 進行實體層面之風險評估。

本集團採納標準守則所載之準則，並已接獲全體董事之確認，指彼等於整個審閱期間已遵守標準守則。

### A. 風險管理及內部監控系統審閱：

為審閱本集團截至2016年12月31日止年度風險管理及內部監控系統之有效性及解決(如有)本集團之重大內部監控缺失，本公司已採納Committee of Sponsoring Organizations (「COSO」) of The Treadway Commission頒佈的企業風險管理綜合框架(2004)，進對本集團截至2016年12月31日止年度進行風險評估(「審閱」)。審閱之設計目的旨在透過全面及綜合框架提高本集團之風險管理，致使本集團面對之所有重大風險得以識別並適當地管理，以：

- (i) 促成貫徹的風險識別、計量、匯報及紓緩；
- (ii) 設立通用風險語言，避免在風險匯報中出現詞彙衝突或混淆；

(iii) develop and communicate policies on risk management and controls aligned with the business strategy; and

(iv) enhance reporting to provide transparency of risks across the Group.

During the Review, the Company conducted the following procedures:

- interviewing with department head and management to identify the risks over the Company business units;
- quantifying the risks by financial data and market searches; and
- prioritizing the identified risks as high, medium and low risk.

The Company will perform the ongoing assessment to update the entity-level risk factors and report to the Board on a regular basis.

#### B. Group Risk Report:

In 2016, the Company conducted an annual Group-wide review based on the Group's Enterprise Risk Management Framework to assess the risks relevant to the existing businesses of the Group. The Group Risk Report for 2016 was compiled to cover: (i) the top risks of the Group; and (ii) associated action plans and controls designed to mitigate the top risks, where applicable, at appropriate levels.

(iii) 制定及傳達與業務策略一致之風險管理及監控政策；及

(iv) 加強匯報以提高本集團上下之風險透明度。

於審閱的過程中，本公司已進行以下程序：

- 與部門主管及管理層面談，以識別本公司業務單位內之風險；
- 透過財務數據及市場調查，量化風險；及
- 將已識別風險排列次序，例如高、中及低程度風險。

本公司將進行持續評估，以更新實體層面之風險因素，並定期向董事會匯報。

#### B. 集團風險報告：

於2016年，本公司根據本集團之企業風險管理框架，進行年度集團整體審閱，以評估與本集團現有業務有關的風險。2016年集團風險報告經已編製，範圍涵蓋：(i)本集團最主要的風險；及(ii)為紓緩適當層面的主要風險(如適用)而設計的相關行動規劃及監控。



### C. Internal Audit Function

During the financial year-ended 31 December 2016, the Company has an internal audit department which consists of 2 employees to monitor the daily operations of the Group. Besides, the Company also appointed an internal control advisor (the "IC Advisor") to perform internal audit for the Group during the financial year ended 31 December 2016. The IC Advisor reported to the Audit Committee and to the Company's management. Based on the Company's risk assessment results, the IC Advisor recommended a three-year internal audit plan to the management which was endorsed by the Board and the Audit Committee. The IC Advisor conducted its internal audit review activities according to the endorsed internal audit plan during the financial year ended 31 December 2016. The IC Advisor reported the internal audit findings and recommendations to both the Audit Committee and the management of the Group. The management of the Group agreed on the internal audit findings and adopted the recommendations by the IC Advisor accordingly.

### D. Management's confirmation on risk management

Based on the risk management mechanism and internal audit review activities mentioned in the aforementioned paragraphs, the management of the Group had provided a confirmation to the Board that the Group had maintained an effective risk management mechanism and internal control system during the financial year-ended 31 December 2016.

The Board and the Audit Committee, continue to evaluate the adequacy of resources, qualifications and experience of staff in the Group's accounting and financial reporting and internal audit functions, as well as that function's training programs and budget. Based on its annual review, the Board and the Audit Committee are not aware of any material deficiencies in the effectiveness of risk management and internal control for the year ended 31 December 31 2016 and consider them effective and adequate.

### C. 內部審核職能

於截至2016年12月31日止財政年度，本公司設有內部審核部門，由兩名僱員組成，以監管本集團的日常營運。此外，於截至2016年12月31日止財政年度，本公司亦委任內部監控顧問（「內部監控顧問」）對本集團進行內部審核。內部監控顧問向審核委員會及本公司之管理層匯報。根據本公司之風險評估結果，內部監控顧問向管理層推薦一項三年內部審核計劃，並獲董事會及審核委員會背書。於截至2016年12月31日止財政年度，內部監控顧問根據已背書內部審核計劃進行其內部審核審閱活動。內部監控顧問向審核委員會及本集團管理層匯報內部審核結果及推薦建議。本集團管理層同意內部審核結果並據此採納內部監控顧問之推薦建議。

### D. 管理層之風險管理確認

根據風險管理機制及上文各段所述之內部審核審閱活動，本集團管理層已向董事會確認，指本集團於截至2016年12月31日止財政年度已維持有效的風險管理機制及內部監控系統。

董事會及審核委員會繼續評估員工的資源、資歷及經驗是否足以擔任本集團的會計及財務報告以及內部審核職能，以及評估該職能的培訓課程及預算。根據其年度審閱，董事會及審核委員會並不知悉截至2016年12月31日止年度風險管理及內部監控的效能出現任何重大缺失，並認為其屬有效充足。

## SHAREHOLDER RIGHTS

### Convening an extraordinary general meeting (“EGM”) and putting forward proposals at EGM

Pursuant to Article 58 of the Article of Association of the Company, any one or more shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within 21 days of the requisition the Board fail 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.

### Procedures for directing shareholders’ enquiries to the Board

The annual report and the Company’s website provide the contact details of the Company. Shareholders may at any time send their enquiries and concerns to the Board in writing. Shareholders may also make enquiries with the Board at the general meetings of the Company.

### Procedures for putting forward proposals at general meetings by shareholders

There are no provisions allowing shareholders to put forward proposals at the general meeting under the Cayman Islands Company Laws or the Articles of Association of the Company. Shareholders may follow the procedures set out in the preceding paragraph to convene an EGM for any business specified in such written requisition.

## 股東權益

### 召開股東特別大會(「股東特別大會」)及於股東特別大會上提呈建議

根據本公司組織章程細則第58條，任何一位或以上於遞呈要求日期持有不少於本公司繳足股本(賦有於本公司股東大會上投票權)十分之一的股東於任何時候有權透過向本公司董事會或秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明的任何事項；且該大會應於遞呈該要求後兩個月內舉行。倘遞呈該要求後二十一日內，董事會未有召開該大會，則遞請要求人士可自行以同樣方式召開大會，而該遞請要求人士因董事會未有召開大會而合理產生的所有開支應由本公司向該遞請要求人士作出償付。

### 向董事會傳達股東查詢的程序

年報及本公司網站載有本公司的聯絡詳情。股東可隨時向董事會發出書面查詢及問題。股東亦可於本公司股東大會上向董事會作出查詢。

### 股東於股東大會上提呈建議的程序

開曼群島公司法或本公司的組織章程細則並無批准股東於股東大會上提呈建議的條文。股東可按照上一段所述程序召開股東特別大會，以處理書面要求註明的任何事項。

## INVESTOR RELATIONS

The Company continue to maintaining a high level of transparency in communicating with shareholders and investors through diversified communication channels, including (i) printed copies of corporate communications (including but not limited to annual reports, interim reports, notice of meetings, circulars and proxy forms) required under the Listing Rules, and shareholders can choose to receive such documents using electronic means through the Company's website ([www.gdzawy.com](http://www.gdzawy.com)); (ii) the annual general meeting provides a forum for shareholders to raise questions with the Board; (iii) the Company's website contains the announcements, latest data and information of the Group, so that the shareholders and investors can access and inspect the information of the Company in a timely manner; (iv) analyse briefings are arranged from time to time to update shareholders and investors on the Group's performance.

The Company has not made any changes to the Company's Memorandum and Articles of Associations on or after the Listing Date. A latest version of the Company's Memorandum and Articles of Association is also available on the website of the Company and Hong Kong Exchanges and Clearing Limited.

## 投資者關係

本公司透過多元化的溝通渠道，繼續在與股東及投資者的溝通方面維持高透明度，包括(i)上市規則規定的公司通信印刷本(包括但不限於年報、中期報告、會議通知、通函及代表委任表格)，而股東可選擇以電子方式通過本公司網站([www.gdzawy.com](http://www.gdzawy.com))收取該等文件；(ii)股東週年大會為股東提供向董事會發問的討論場所；(iii)本公司的網站載有本集團的公告、最新數據及資訊，以供股東及投資者不時查閱本公司資訊；(iv)不時安排分析師簡介會，以向股東及投資者更新本集團表現。

本公司於上市日期或之後並無更改本公司的組織章程大綱及細則。本公司組織章程大綱及細則的最新版本可於本公司及香港交易及結算所有限公司網站查閱。

# DIRECTORS' REPORT

## 董事會報告

The Directors have pleasure in presenting its annual report together with audited consolidated financial statements for the year ended 31 December 2016.

### PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the Company is investment holding. Its subsidiaries are primarily engaged in the provision of property management services and property management consulting services. Further discussion and analysis of these activities as required by Schedule 5 to the Hong Kong Companies Ordinance, including a fair review of the business and a discussion of the principal risks and uncertainties facing the Group, particulars of important events affecting the Group that have occurred since the end of the financial year 2016, and an indication of likely future development in the Group's business, can be found in the "Chairman's Statement", "Management Discussion and Analysis" and "Corporate Governance Report" sections of this Annual Report. The above sections form part of this report.

During the year, the Company has complied with all the relevant laws and regulations that have a significant impact on the operations of the Group.

### ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is committed to reducing emissions and minimizing negative environmental impacts through the implementation of the environmental management system ("EMS") across our properties. The Group's EMS is certified to the international standard ISO14001. Apart from complying with all relevant international and local regulations, the Group regularly identify potential environmental risks and strive for continuous improvement. The key environmental concerns from the Group's operations relate to resource use and waste management. The Group have implemented relevant initiatives, such as implementation of metering systems to monitor the energy and water consumption, installation of LED lighting and energy efficient water pumps. The Group also promote environmental protection awareness to its employees and property owners through posting reminders and providing recycle bins.

董事謹此欣然呈列截至2016年12月31日止年度之年報及經審核綜合財務報表。

### 主要業務及業務回顧

本公司的主要業務為投資控股，其附屬公司主要從事提供物業管理服務及物業管理諮詢服務業務。香港公司條例附表5要求對該等活動的進一步討論及分析，包括對業務的中肯審視、對本集團的主要風險及不確定性的概述、自2016財政年度終結後發生且會對本集團構成影響的重大事件詳情及對本集團業務可能的未來發展規劃，載於本年報的「主席報告」、「管理層討論與分析」及「企業管治報告」中。以上章節構成本報告之一部分。

年內，本公司已遵守所有對本集團營運有重大影響的相關法律及法規。

### 環境政策及表現

本集團透過於我們旗下物業實施環境管理系統，致力減排及盡量減少對環境造成的負面影響。本集團的環境管理系統（「環境管理系統」）獲得國際準則ISO14001認證。除恪守所有相關國際及地方規例外，本集團亦定期識別潛在環境風險，不斷積極改善。本集團營運對環境造成的影響主要與資源使用及廢物管理有關。本集團已推行相關倡議措施，例如實施測量系統監察能源及水消耗量、安裝LED照明及能源效益泵水機。本集團亦透過張貼提示及提供回收箱，向僱員及物業擁有人傳達環保意識。

For more details, please refer to the "Environmental, Social and Governance Report" section.

更多詳情，請參閱「環境、社會及管治報告」一節。

## KEY RELATIONSHIPS WITH ITS EMPLOYEES, CUSTOMERS AND SUPPLIERS

## 與其僱員、客戶及供應商之主要關係

The Group has maintained a good relationship with its employees, customers and suppliers:

本集團與其僱員、客戶及供應商維持良好關係：

**Employees:** Employees are the most valuable asset for the Group. The Group therefore strive to create a motivated workplace by providing employees a safe and healthy working environment, and a fair workplace with a prospective career. The Group also emphasis on its employees' work-life balance, and organized various activities throughout the year.

**僱員：** 僱員乃本集團最寶貴的資產，因此本集團努力透過為僱員提供安全、健康及公平的工作環境和明朗的職業前景，締造令人鼓舞的工作場所。本集團亦重視僱員工作與生活平衡，因此年內組織了多項活動。

**Customers:** The Group is committed to upholding excellence in its service quality in each and every part of the services, and providing a feel-at-home experience to build customer connection. Various communication channels are set up to listen to its customers' opinions.

**客戶：** 本集團致力保持其每項服務的優質水準，並提供賓至如歸的體驗，以建立客戶網絡，並設立多個溝通渠道，以聆聽客戶的意見。

**Suppliers:** The success of the Group highly depends on the quality of products and services obtained from them, hence, the Group developed procurement procedures to select and assess its suppliers carefully.

**供應商：** 本集團的成功在很大程度上取決於其所提供的產品及服務的質量，因此本集團已制定採購程序，謹慎挑選及評估供應商。

For more details, please refer to the "Environmental, Social and Governance Report" section.

更多詳情，請參閱「環境、社會及管治報告」一節。

## RESULTS AND DIVIDENDS

## 業績及股息

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 page 97 of this annual report.

本集團截至2016年12月31日止年度的業績載於本年報第97頁綜合損益及其他全面收益表。

The Board do not recommend the payment of any dividend for the year (2015: final dividend of HK2.5 cents per share and special dividend of HK2.0 cents per share).

董事會不建議就本年度派發任何股息(2015年：末期股息每股2.5港仙及特別股息每股2.0港仙)。

## DIRECTORS' REPORT

### 董事會報告

#### FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the past five financial years is set out on page 228.

#### PROPERTY, PLANT AND EQUIPMENT

Details of the movements during the year in the Group's property, plant and equipment are set out in note 16 to the consolidated financial statements.

#### SHARE CAPITAL

Details of the movements in the share capital of the Company during the year are set out in note 34 to the consolidated financial statements.

#### DISTRIBUTABLE RESERVES

Pursuant to the relevant laws of Cayman Islands, distributable reserves of the Company as of 31 December 2016 amounted to RMB396.4 million (2015: RMB426.0 million).

#### DIRECTORS

The Directors during the year and up to the date of this annual report were as follows:

##### Executive Directors

Mr. Liu Jian (*Chairman and Chief Executive Officer*)  
Ms. Chen Zhuo  
Mr. Liang Bing  
Mr. Long Weiman

##### Non-executive Directors

Mr. Wei Zhe  
Ms. Wu Qimin  
Mr. Lam Yiu Por  
Mr. Zheng Dong (appointed on 5 January 2017)

##### Independent Non-executive Directors

Mr. Lee Kwok Tung Louis  
Mr. Zhang Weilun  
Mr. Yuan Boyin  
Mr. Wu Haibing

#### 財務概要

本集團於過往五個財政年度的業績、資產及負債概要載於第228頁。

#### 物業、廠房及設備

本集團物業、廠房及設備於年內的變動詳情載於綜合財務報表附註16。

#### 股本

本公司股本於年內的變動詳情載於綜合財務報表附註34。

#### 可供分派儲備

根據開曼群島相關法例，於2016年12月31日，本公司的可供分派儲備為人民幣396.4百萬元(2015年：人民幣426.0百萬元)。

#### 董事

年內及截至本年報日期的董事如下：

##### 執行董事

劉建先生(主席兼行政總裁)  
陳卓女士  
梁兵先生  
龍為民先生

##### 非執行董事

衛哲先生  
吳綺敏女士  
林曉波先生  
鄭東先生(於2017年1月5日獲委任)

##### 獨立非執行董事

李國棟先生  
張維倫先生  
袁伯銀先生  
吳海兵先生

Pursuant to Articles 83(3) of the Articles of Association of the Company, Mr. Zheng Dong who has been appointed by the Board shall hold office until the annual general meeting and, being eligible, will offer himself for re-election.

Pursuant to Articles 84 of the Articles of Association of the Company, Mr. Lee Kwok Tung Louis, Mr. Zhang Weilun, Mr. Yuan Boyin, Mr. Wu Haibing shall retire by rotation at the forthcoming annual general meeting and, being eligible, will offer themselves for re-election.

### DIRECTORS' SERVICE CONTRACTS

None of the directors has an unexpired service contract with the Group which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than statutory compensation.

### PERMITTED INDEMNITY PROVISION

Under the Articles, the Company had a permitted indemnity provision (as defined in section 469 of the Companies Ordinance) in force for the benefit of the Directors throughout the year 2016 and as at the date of approval of this Directors' report, pursuant to which the Company shall indemnify any Director against any liability, loss suffered and expenses incurred by the Director in connection with any legal proceedings in which he/she is involved by reason of being a Director, except in any case where the matter in respect of which indemnification is sought was caused by the fraud or dishonesty of the Directors. The Company has maintained insurance cover for Directors' and officers' liabilities in respect of legal actions against the Directors arising out of corporate activities. The insurance coverage is reviewed on an annual basis. During the year 2016, no claims were made against the Director.

根據本公司組織章程細則第83.(3)條，獲董事會委任之鄭東先生須任職至股東週年大會，屆時將符合資格並願意重選連任。

根據本公司組織章程細則第84條，李國棟先生、張維倫先生、袁伯銀先生及吳海兵先生須於應屆股東週年大會上輪值退任，且符合資格並願意膺選連任。

### 董事服務合約

概無董事與本集團訂有任何本公司或其任何附屬公司不可於一年內不支付賠償(法定賠償除外)而終止的未屆滿服務合約。

### 獲准許的彌償條文

根據細則，本公司於2016年整年內為董事的利益設有獲准許的彌償條文(定義見公司條例第469條)，而於批准本董事會報告日期，根據該條文，本公司須向董事因其身為董事而涉及的任何法律訴訟而蒙受的任何責任、損失及產生的開支向董事作出彌償(惟就董事欺詐或不誠實而引致的訴訟尋求彌償則除外)。本公司已就公司業務所引致針對董事的法律行動投購董事及高級職員責任保險。保險覆蓋按年審閱。於2016年度，概無針對董事作出申索。

## DIRECTORS' REPORT

### 董事會報告

#### DIRECTORS' INTERESTS IN CONTRACT

There were no contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries and holding company was a party and in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

#### STATUS OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received, from each of the independent non-executive directors, a confirmation of his independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules"). Based on such confirmations, the Company still considers all of the independent non-executive directors to be independent.

#### 董事於合約的權益

於年末或年內任何時間，本公司或其任何附屬公司及控股公司並無訂立任何有關本集團業務且本公司董事直接或間接擁有重大權益的重大合約。

#### 獨立非執行董事的狀況

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條發出的獨立性確認函。基於該等確認函，本公司認為所有獨立非執行董事仍為獨立人士。



## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES AND UNDERLYING SHARES

As of 31 December 2016, the interests of the Directors and their associates in the shares or underlying shares of the Company or any associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO"), Chapter 571 of the Laws of Hong Kong) as recorded in the register required to be kept under section 352 of the SFO, or which otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, were as follows:

### Long positions

#### Interests in the shares and underlying shares of the Company

##### (i) Long position in Shares

Name of Director	Capacity in which interests were held	Number of shares	Approximate percentage of interest
董事姓名	持有權益的身份	股份數目	概約權益百分比
Mr. Liu Jian 劉建先生	Founder of discretionary trust, Interest in controlled corporation 全權信託創立人、受控法團權益	435,820,000 <sup>(1)</sup>	54.85%
Mr. Wei Zhe 衛哲先生	Interest in controlled corporation 受控法團權益	94,262,000 <sup>(2)</sup>	11.86%

Notes:

(1) Dawngate Limited ("Dawngate") holds 40% of the issued share capital of Qichang International Limited ("Qichang") and is taken to be interested in all the shares of Qichang and all the Shares of the Company held by Qichang for the purposes of Part XV of the SFO. The issued share capital of Dawngate is held as to as to 15% by Mr. Liu and 85% by Hilton Assets (PTC) Limited as trustee of the Liu Family Trust. Being the settlor of the Liu Family Trust, Mr. Liu is taken to be interested in all the Shares of the Company that the Liu Family Trust is interested under Part XV of the SFO

## 董事及最高行政人員於股份及相關股份的權益

於2016年12月31日，董事及其聯繫人於本公司或任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）股份或相關股份中擁有根據證券及期貨條例第352條須存置的登記冊所記錄，或根據上市規則所載上市發行人董事進行證券交易的標準守則須知會本公司及聯交所的權益如下：

### 好倉

#### 於本公司股份及相關股份的權益

##### (i) 股份中的好倉

附註：

(1) 旭基有限公司（「旭基」）持有啟昌國際有限公司（「啟昌」）已發行股本的40%，根據證券及期貨條例第XV部，旭基被視為於啟昌所有股份及啟昌所持所有本公司股份中擁有權益。旭基的已發行股本由劉先生持有15%及由Hilton Assets (PTC) Limited以劉氏家族信託的受託人身份持有85%。根據證券及期貨條例第XV部，劉先生身為劉氏家族信託的創立人，被視為於劉氏家族信託擁有權益的所有本公司股份中擁有權益。

## DIRECTORS' REPORT

### 董事會報告

[2] Central Oscar Holdings Limited ("Central Oscar") is held as to approximately 95.5% and 4.5% by Vision Knight Capital (China) Fund II, L.P. and Vision Knight Capital (China) Entrepreneur Fund II, L.P. respectively, both of which are managed by Vision Knight Capital (China) GP II, L.P. ("VKC"), an exempted limited partnership registered under the laws of the Cayman Islands, the general partner of which is VKC (China) GP II Ltd. VKC (China) GP II Ltd. is wholly-owned by VKC Cayman II Ltd. Both of VKC (China) GP II Ltd and VKC Cayman II Ltd are limited companies incorporated under the laws of the Cayman Islands. VKC Cayman II Ltd is owned as 50% by Mr. Wei Zhe and 50% by Mr. Zhu Daming. Under the SFO, each of VKC, VKC (China) GP II Ltd, VKC Cayman II Ltd, Mr. Wei Zhe and Mr. Zhu Daming is deemed to be interested in the 94,262,000 Shares of the Company held by Central Oscar.

[2] Central Oscar Holdings Limited ("Central Oscar") 分別由Vision Knight Capital (China) Fund II, L.P. 及 Vision Knight Capital (China) Entrepreneur Fund II, L.P. 持有約95.5%及4.5%，而兩者均由Vision Knight Capital (China) GP II, L.P. ("VKC") (為根據開曼群島法律註冊的獲豁免有限責任合夥企業) 管理，其一般合夥人為VKC (China) GP II Ltd。VKC (China) GP II Ltd. 乃由VKC Cayman II Ltd. 全資擁有。VKC (China) GP II Ltd 及VKC Cayman II Ltd 為根據開曼群島法律註冊成立的有限公司。VKC Cayman II Ltd 由衛哲先生擁有50%股權及由Zhu Daming先生擁有50%股權。根據證券及期貨條例，VKC、VKC (China) GP II Ltd、VKC Cayman II Ltd、衛哲先生及Zhu Daming先生各被視為於Central Oscar所持94,262,000股本公司股份中擁有權益。

#### (ii) Long position in underlying Shares

#### (ii) 相關股份中的好倉

Name of Director 董事姓名	Capacity in which interests were held 持有權益的身份	Number of underlying Shares 相關股份數目	Approximate percentage of interest 概約權益百分比
Mr. Liu Jian 劉建先生	Beneficial owner 實益擁有人	1,809,000	0.23%
Ms. Chen Zhuo 陳卓女士	Beneficial owner 實益擁有人	1,809,000	0.23%
Mr. Liang Bing 梁兵先生	Beneficial owner 實益擁有人	1,809,000	0.23%
Mr. Long Weimin 龍為民先生	Beneficial owner 實益擁有人	1,809,000	0.23%
Mr. Wei Zhe 衛哲先生	Beneficial owner 實益擁有人	16,000,000	2.01%
Mr. Lam Yiu Por 林曉波先生	Beneficial owner 實益擁有人	2,063,511	0.26%

Save as disclosed above, as of 31 December 2016, none of the Directors nor their associates had any interests or short positions in the shares, underlying shares and debenture of the Company or any associated corporations.

## SHARE OPTION SCHEME OF THE COMPANY

Pursuant to the written resolution of the Shareholders passed on 20 April 2015, the Company granted the Pre-IPO Share Option to 380 eligible participants to subscribe for 80,000,000 shares as incentives or rewards for their contribution to the Group. Further details of the Pre-IPO Share Option Scheme and the share options granted are disclosed in note 35 to the consolidated financial statements.

## MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into with any individual, firm or body corporate during the year.

## DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries or holding company was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

除上述披露者外，於2016年12月31日，概無董事或其聯繫人於本公司或任何相聯法團的股份、相關股份及債券中擁有任何權益或淡倉。

## 本公司的購股權計劃

根據股東於2015年4月20日通過的書面決議案，本公司向380名合資格參與者授出首次公開發售前購股權，以認購80,000,000股股份，作為彼等對本集團作出貢獻的獎勵或獎賞。有關首次公開發售前購股權計劃及已授出購股權的進一步詳情於綜合財務報表附註35內披露。

## 管理合約

年內，本公司概無與任何個別人士、商號或法人團體訂立合約，以管理及經營本公司全部或任何重大部分業務。

## 董事於重大合約的權益

於年末或年內任何時間，本公司或其任何附屬公司或控股公司並無訂立任何與本集團業務有關且董事直接或間接擁有重大權益的重大合約。

#### DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year, no Directors had an interest in any business which competes or may compete with the business in which the Group is engaged.

#### NON-COMPETITION UNDERTAKING BY CONTROLLING SHAREHOLDERS

A deed of non-competition (the "Deed of Non-Competition") was entered into by Mr. Liu Jian, Dawngate Limited and Qichang International Limited (collectively, the "Controlling Shareholders") in favor of the Company on 5 November 2015, pursuant to which each of the Controlling Shareholders will not, and will procure any of its/his associates and any company directly or indirectly controlled by he/it (not include any member of the Group) not to either on his/its own or in conjunction with any body corporate, partnership, joint venture or other contractual agreement, whether directly or indirectly, whether for profit or not, carry on, participate in, hold, engage in, acquire or operate, or provide any form of assistance to any person, firm or company (except members of the Group) to conduct any business which, directly or indirectly, competes or may compete with the business presently carried on by the Company or any of its subsidiaries or any other business that may be carried on by any of them from time to time during the term of the Deed of Noncompetition, in Hong Kong or China and such other places as the Company or any of its subsidiaries may conduct or carry on business from time to time, including but not limited to provision of property management services, residential community O2O business and other related services.

The independent non-executive directors had reviewed the status of compliance and confirmed that the Controlling Shareholders have complied with all the undertakings under the Deed of Non-Competition for the year ended 31 December 2016.

#### 董事於競爭業務的權益

年內，概無董事於與本集團所從事業務構成競爭或可能構成競爭的任何業務中擁有任何權益。

#### 控股股東的不競爭承諾

劉建先生、旭基有限公司及啟昌國際有限公司(統稱「控股股東」)於2015年11月5日以本公司為受益人訂立不競爭契據(「不競爭契據」)，據此，各控股股東將不會，並將促使其聯繫人以及其直接或間接控制的任何公司(不包括本集團任何成員公司)不會單獨或連同任何法團、合夥、合營或通過其他合約協議，直接或間接(無論是否為圖利)進行、參與、持有、從事、收購或經營，或向任何人士、商號或公司(本集團成員公司除外)提供任何形式的資助，以進行任何直接或間接與本公司或其任何附屬公司當前進行的業務，或在不競爭契據期間，本公司或其任何附屬公司不時在香港或中國及本公司或其任何附屬公司可能不時開展或從事業務的其他地方的任何其他業務構成競爭或可能構成競爭的任何業務，包括但不限於提供物業管理服務、住宅社區O2O業務及其他相關服務。

獨立非執行董事已審閱合規狀況，並確認控股股東於截至2016年12月31日止年度已遵守不競爭契據項下的所有承諾。

## SUBSTANTIAL SHAREHOLDERS

As of 31 December 2016, the register of substantial shareholders maintained by the Company under section 336 of the SFO recorded that the following entities, other than the Directors of the Company, had an interest in the shares or underlying shares of the Company as follows:

### Long positions

## 主要股東

於2016年12月31日，本公司根據證券及期貨條例第336條存置的主要股東名冊記載，以下實體(本公司董事除外)於本公司的股份或相關股份中擁有以下權益：

### 好倉

Name of shareholder 股東姓名／名稱	Capacity and nature of interest 身份及權益性質	Number of Shares/ underlying Shares 股份／相關 股份數目	Approximate percentage of interest 概約權益 百分比
Hilton Assets (PTC) Limited	Trustee 受託人	435,820,000 <sup>(1)</sup>	54.85%
Dawngate Limited 旭基有限公司	Interest in controlled corporation 受控法團權益	435,820,000 <sup>(2)</sup>	54.85%
Qichang International Limited 啟昌國際有限公司	Beneficial owner 實益擁有人	435,820,000	54.85%
Vision Knight Capital (China) GP II, L.P.	Interest in controlled corporation 受控法團權益	94,262,000 <sup>(3)</sup>	11.86%
Central Oscar Holdings Limited	Beneficial owner 實益擁有人	94,262,000	11.86%
Decision Holdings Limited	Beneficial owner 實益擁有人	54,000,000	6.80%
Shanghai Hengji Assets Management Center (L.P.) 上海恒璣資產管理中心 (有限合夥)	Interest in controlled corporation 受控法團權益	54,000,000 <sup>(4)</sup>	6.80%
Briarwood Capital Partners LP	Investment manager 投資經理	60,328,000	7.59%

## DIRECTORS' REPORT

### 董事會報告

#### Notes:

- (1) The issued share capital of Dawngate is held as to 15% by Mr. Liu and 85% by Hilton Assets (PTC) Limited as trustee of the Liu Family Trust, a trust with Mr. Liu as founder and established in accordance with the laws of the Cayman Islands. The discretionary beneficiaries of the Liu Family Trust include Mr. Liu and immediate family members of Mr. Liu.
- (2) Dawngate holds 40% of the issued share capital of Qichang and is taken to be interested in all shares of the Company held by Qichang for the purposes of Part XV of the SFO. Each of Suiya Investment Limited, Signgain Limited and Onsure Limited, being the wholly-own investment holding company of Ms. Chen Zhuo, Mr. Liang Bing and Mr. Long Weimin respectively, holds 20% of the issued share capital of Qichang
- (3) Central Oscar is held as to approximately 95.5% and 4.5% by Vision Knight Capital (China) Fund II, L.P. and Vision Knight Capital (China) Entrepreneur Fund II, L.P. respectively, both of which are managed by VKC, an exempted limited partnership registered under the laws of the Cayman Islands, the general partner of which is VKC (China) GP II Ltd. VKC (China) GP II Ltd. is wholly-owned by VKC Cayman II Ltd. Both of VKC (China) GP II Ltd and VKC Cayman II Ltd are limited companies incorporated under the laws of the Cayman Islands. VKC Cayman II Ltd is owned as 50% by Mr. Wei Zhe and 50% by Mr. Zhu Daming. Under the SFO, each of VKC, VKC (China) GP II Ltd, VKC Cayman II Ltd, Mr. Wei Zhe and Mr. Zhu Daming is deemed to be interested in the 94,262,000 Shares of the Company held by Central Oscar.
- (4) Decision Holdings is wholly-owned by Shanghai Hengji Assets Management Center (L.P.), a limited partnership registered under PRC laws, the general partner of which is Shanghai Yidejin Investment Management Center (L.P.) ("Yidejin"), which is also a limited partnership registered under PRC laws. Yidejin is managed by Shanghai Yubo Investment Management Company Limited ("Yubo"), a limited company established in the PRC which is an indirect subsidiary of E-House (China) Holdings Limited. Under the SFO, each of Hengji, Yidejin and Yubo is deemed to be interested in the 54,000,000 Shares of the Company held by Decision Holdings Limited.

#### 附註:

- (1) 旭基的已發行股本由劉先生持有15%及由Hilton Assets (PTC) Limited以劉氏家族信託受託人身份持有85%，該信託的創立人為劉先生，並根據開曼群島法律成立。劉氏家族信託的全權受益人包括劉先生及其直系家屬。
- (2) 旭基持有啟昌已發行股本的40%，就證券及期貨條例第XV部而言，被視為於啟昌所持所有本公司股份中擁有權益。穗雅投資有限公司、得兆有限公司及安順有限公司分別為陳卓女士、梁兵先生及龍為民先生的全資投資控股公司，持有啟昌已發行股本的20%。
- (3) Central Oscar分別由Vision Knight Capital (China) Fund II, L.P. 及 Vision Knight Capital (China) Entrepreneur Fund II, L.P. 持有約95.5%及4.5%，而兩者均由VKC（為根據開曼群島法律註冊的獲豁免有限責任合夥企業）管理，其一般合夥人為VKC (China) GP II Ltd。VKC (China) GP II Ltd.乃由VKC Cayman II Ltd.全資擁有。VKC (China) GP II Ltd及VKC Cayman II Ltd為根據開曼群島法律註冊成立的有限公司。VKC Cayman II Ltd由衛哲先生擁有50%股權及由Zhu Daming先生擁有50%股權。根據證券及期貨條例，VKC、VKC (China) GP II Ltd、VKC Cayman II Ltd、衛哲先生及Zhu Daming先生各被視為於Central Oscar所持94,262,000股本公司股份中擁有權益。
- (4) Decision Holdings由上海恒璣資產管理中心（「有限合夥」）（為根據中國法律註冊的有限合夥）全資擁有，其一般合夥人為上海易德臻投資管理中心（有限合夥）（「易德臻」）（亦為根據中國法律註冊的有限合夥）。易德臻由一間在中國成立的有限責任公司上海譽鉞投資管理有限公司（「譽鉞」）管理，該公司為易居（中國）控股有限公司的間接附屬公司。根據證券及期貨條例，恒璣、易德臻及譽鉞各被視為於Decision Holdings Limited所持54,000,000股本公司股份中擁有權益。

## CONNECTED TRANSACTIONS

During the year ended 31 December 2016, the Group did not enter into any connected transactions or continuing connected transactions which need to be disclosed in this annual report under Rule 14A.49 of the Listing Rules, and detail for other connected transactions or continuing connected transactions are set out in note 44 to the consolidated financial statements.

## MAJOR SUPPLIERS AND CUSTOMERS AND SUPPLIERS

The Group's major suppliers are sub-contractors providing relevant services for the Group's property management and sales assistance business lines. For the year ended 31 December 2016, the Group's largest supplier accounted for approximately 20.7% (2015: 55.7%) of the Group's total purchases, and the Group's five largest suppliers accounted for approximately 58.1% (2015: 71.9%) of the Group's total purchases.

The major customers of our property management business line include property developers, property owners and property owners' associations, while the major customers of the sales assistance business line include property developers. For the year ended 31 December 2016, the Group's largest customer accounted for approximately 5.8% (2015: 1.7%) of the Group's revenue, and the Group's five largest customers accounted for approximately 13.7% (2015: 5.1%) of the Group's revenue.

At all time during the year, none of the Directors, their associates or any shareholders of the Company which, to the knowledge of the Directors, owned more than 5% of the Company's issued share capital had an interest in any of the five largest suppliers or customers.

## EMOLUMENT POLICY

The Group remunerates its employees based on their performance, experience and prevailing market rate.

## 關連交易

截至2016年12月31日止年度，本集團並無訂立任何關連交易或持續關連交易，須根據上市規則第14A.49條於本年報內披露，其他關連交易或持續關連交易詳情載於綜合財務報表附註44。

## 主要供應商及客戶及供應商

本集團的主要供應商乃為本集團物業管理及協銷業務線提供相關服務的分包商。截至2016年12月31日止年度，本集團的最大供應商佔本集團總採購量約20.7% (2015年：55.7%)，而本集團五大供應商佔本集團總採購量約58.1% (2015年：71.9%)。

本集團物業管理業務線的主要客戶包括物業發展商、業主及業主協會，而協銷業務線的主要客戶包括物業發展商。截至2016年12月31日止年度，本集團最大客戶佔本集團收益約5.8% (2015年：1.7%)，而本集團五大客戶佔本集團收益約13.7% (2015年：5.1%)。

於年內任何時間，概無董事、其聯繫人或就董事所知擁有本公司已發行股本5%以上的任何本公司股東於任何五大供應商或客戶中擁有任何權益。

## 薪酬政策

本集團按照僱員的表現、經驗及現行市場水平釐定僱員薪酬。

## DIRECTORS' REPORT

### 董事會報告

The remuneration committee of the Company reviews and makes recommendations to the Board on terms of remuneration packages, bonuses and other compensation payable to Directors and senior management. Details of the remuneration of the Directors for the year ended 31 December 2016 are set out in note 12 to the consolidated financial statements of this annual report.

### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Articles of Association or the laws of the Cayman Islands, which would oblige the Company to offer new shares on pro-rata basis to existing shareholder.

### REPURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

During the year ended 31 December 2016, the Company repurchased a total of 5,828,000 ordinary shares on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") at an aggregate consideration of approximately HKD6,958,000 (excluding expenses) for enhancing its per share net asset value and earnings. All the repurchased shares were subsequently cancelled. Details of the repurchase of shares are summarized as follows:

本公司的薪酬委員會審閱薪酬待遇條款、花紅及其他應付予董事及高級管理層的報酬，並就此向董事會提出推薦建議。截至2016年12月31日止年度的董事薪酬詳情載於本年報綜合財務報表附註12。

### 優先購買權

本公司的組織章程細則或開曼群島法例概無有關優先購買權的條文，其要求本公司須按比例向現有股東提呈發售新股。

### 購回、贖回或出售本公司上市證券

截至2016年12月31日止年度，本公司於香港聯合交易所有限公司（「聯交所」）購回合共5,828,000股普通股，總代價約為6,958,000港元（不包括開支），以提昇其每股資產淨值及盈利。所有購回股份及後已註銷。購回股份的詳情載列如下：



Date	日期	Number of Shares repurchased 購回股份數目	Purchase price per Share 每股購買價	
			Highest HK\$ 最高價 港元	Lowest HK\$ 最低價 港元
23 August 2016	2016年8月23日	154,000	1.13	1.11
24 August 2016	2016年8月24日	232,000	1.17	1.10
25 August 2016	2016年8月25日	778,000	1.15	1.11
26 August 2016	2016年8月26日	148,000	1.12	1.11
30 August 2016	2016年8月30日	30,000	1.13	1.13
31 August 2016	2016年8月31日	100,000	1.13	1.12
2 September 2016	2016年9月2日	320,000	1.16	1.11
5 September 2016	2016年9月5日	40,000	1.16	1.16
6 September 2016	2016年9月6日	60,000	1.18	1.18
7 September 2016	2016年9月7日	308,000	1.19	1.15
8 September 2016	2016年9月8日	532,000	1.21	1.18
9 September 2016	2016年9月9日	116,000	1.23	1.21
12 September 2016	2016年9月12日	80,000	1.23	1.20
13 September 2016	2016年9月13日	128,000	1.23	1.22
14 September 2016	2016年9月14日	762,000	1.27	1.20
15 September 2016	2016年9月15日	422,000	1.29	1.25
19 September 2016	2016年9月19日	260,000	1.28	1.23
20 September 2016	2016年9月20日	258,000	1.25	1.23
21 September 2016	2016年9月21日	40,000	1.24	1.22
22 September 2016	2016年9月22日	172,000	1.25	1.24
23 September 2016	2016年9月23日	262,000	1.24	1.23
27 September 2016	2016年9月27日	120,000	1.20	1.18
29 September 2016	2016年9月29日	90,000	1.19	1.16
30 September 2016	2016年9月30日	44,000	1.15	1.13
11 November 2016	2016年11月11日	40,000	1.18	1.18
14 November 2016	2016年11月14日	18,000	1.17	1.14
15 November 2016	2016年11月15日	90,000	1.22	1.18
16 November 2016	2016年11月16日	150,000	1.22	1.20
12 December 2016	2016年12月12日	34,000	1.24	1.20
14 December 2016	2016年12月14日	40,000	1.19	1.19
		5,828,000		

Save as disclosed above, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company during the year ended 31 December 2016.

除上述所披露者外，截至2016年12月31日止年度，本公司或其任何附屬公司均無購買、出售或贖回本公司任何上市證券。

## DIRECTORS' REPORT

### 董事會報告

#### SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained sufficient public float during the year ended 31 December 2016 and up to the date of this report.

#### AUDITOR

The consolidated financial statements for the year ended 31 December 2016 have been audited by Deloitte Touche Tohmatsu.

On behalf of the Board

**Liu Jian**

*Chairman*

Hong Kong, 28 March 2017

#### 足夠公眾持股量

根據本公司可公開取得的資料及就董事所知，本公司於截至2016年12月31日止年度及直至本報告日期維持足夠的公眾持股量。

#### 核數師

截至2016年12月31日止年度的綜合財務報表已由德勤•關黃陳方會計師行審核。

代表董事會

**劉建**

*主席*

香港，2017年3月28日

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

# Deloitte.

# 德勤

To The Shareholders Of Zhong Ao Home Group Limited  
(Incorporated in the Cayman Islands with limited liability)

致中奧到家集團有限公司股東  
(於開曼群島註冊成立之有限公司)

### OPINION

We have audited the consolidated financial statements of Zhong Ao Home Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 97 to 227, which comprise the consolidated statement of financial position as at 31 December 2016, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 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 ("HKSA") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### 意見

吾等已審核列載於第97頁至第227頁中奧到家集團有限公司(以下簡稱「貴公司」)及其附屬公司(以下合稱「貴集團」)之綜合財務報表，此綜合財務報表包括於2016年12月31日之綜合財務狀況表與截至該日止年度之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，以及綜合財務報表的附註，包括主要會計政策概要。

吾等認為，綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈之《香港財務報告準則》(「香港財務報告準則」)真實而公允地反映了貴集團於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其綜合現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

### 意見的基礎

吾等已根據香港會計師公會頒佈的《香港審計準則》(「香港審計準則」)進行審計。吾等就該等準則承擔的責任在本報告「核數師就審計綜合財務報表承擔的責任」部分中闡述。根據香港會計師公會的《職業會計師道德守則》(以下簡稱「守則」)，吾等獨立於貴集團，並已履行守則中的其他職業道德責任。吾等相信，吾等所獲得的審計憑證能充足及適當地為吾等的審計意見提供基礎。

## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告

#### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, 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.

##### Key audit matters

###### 關鍵審計事項

Accounting for acquisition of subsidiaries  
收購附屬公司之會計入賬

We identified the accounting for acquisition of subsidiaries as a key audit matter due to its significant impact to the consolidated financial statements as a whole and the involvement of significant judgements made by the management of the Group in accordance with the requirements of the relevant accounting standards.

吾等將收購附屬公司之會計入賬識別為關鍵審核事項，因為其對綜合財務報表整體有重大影響，以及涉及貴集團管理層根據有關會計準則作出重大判斷。

During the year, the Group has entered into an agreement with independent third parties to acquire 70% equity interest of Zhejiang Yongcheng Property Management Company Limited and its subsidiaries (collectively referred to as the "Acquired Group") at a consideration of RMB210,000,000 (the "Acquisition"). The Acquired Group is engaged in property management services in the People's Republic of China.

年內，貴集團已與獨立第三方訂立協議以收購浙江永成物業管理有限公司及其附屬公司（統稱「被收購集團」）之70%股權，代價為人民幣210,000,000元（「收購事項」）。被收購集團於中華人民共和國從事物業管理服務。

#### 關鍵審計事項

關鍵審計事項是根據吾等的職業判斷，對本期綜合財務報表的審計最為重要的事項。這些事項是在吾等審計整體綜合財務報表及出具意見時進行處理的。吾等不會對這些事項提供單獨的意見。

##### How our audit addressed the key audit matters

###### 吾等在審計中對關鍵審計事項的處理方式

Our procedures in relation to the accounting for the Acquisition included:

吾等就收購事項入賬的程序包括：

- Reviewing the terms of the agreement entered by the Group with independent third parties to assess the accounting treatments for the Acquisition under the relevant accounting standards;
- 審視貴集團與獨立第三方訂立協議之條款以評估根據相關會計準則就收購事項之會計處理；
- Discussing with the management to understand the key estimates adopted in assessing the fair values of the identifiable assets acquired and the liabilities assumed;
- 與管理層討論以了解就評估所收購可識別資產及所承擔負債之公平值而採納的關鍵估計；
- Evaluating the Valuer's competence, capabilities and objectivity and understanding their scope of work;
- 評估估值師之才幹、能力及客觀性及了解其工作範圍；

**Key audit matters****關鍵審計事項****Accounting for acquisition of subsidiaries**

收購附屬公司的會計入賬

In the application of the relevant accounting standards, the management of the Group accounted for the Acquisition as a business combination and assessed the fair values of the identifiable assets acquired and liabilities assumed at the date of acquisition. Significant judgements involved in the identification and valuation of intangible assets acquired as part of the Acquisition, including the identification of relevant property management contracts and consideration of other possible assets that could meet the definition of intangible assets for recognition under applicable accounting standards.

應用相關會計準則時，貴集團管理層將收購事項作為業務合併入賬並評估於收購日期已收購之可識別資產及所承擔負債之公平值。識別作為收購事項一部份所收購之無形資產及為其估值須重大判斷，包括識別相關物業管理合約，並考慮其他可能按適用會計準則下，符合須確認無形資產定義之潛在資產。

As disclosed in note 36 to the consolidated financial statements, the management has identified intangible assets in respect of property management contracts at the acquisition date with a fair value of RMB104,616,000 based on the valuations performed by a firm of independent qualified professional valuer (the "Valuer") based on certain estimates, including growth rates, discounts rates and expected future net cash inflows generated from the expected service charges to be earned less relevant costs to be incurred.

誠如綜合財務報表附註36披露，管理層已將關於物業管理合約之無形資產於收購日期之公平值識別為人民幣104,616,000元。該公平值乃根據一間獨立合資格專業估值師（「估值師」）行之估值釐定，而估值師則根據若干估計，包括增長率、貼現率及將賺取的預期服務收費減將產生之有關開支所得之預期未來現金流量淨額。

**How our audit addressed the key audit matters****吾等在審計中對關鍵審計事項的處理方式**

- Obtaining an understanding of the assessment made by the Valuer and the management on the completeness of the intangible assets identified by considering the underlying current and prospective income stream in the Acquired Group;
- 了解估值師及管理層就已識別無形資產之完整性所作出之評估，當中計及被收購集團之相關目前及未來收入來源；
- Understanding the key estimates adopted by the management in assessing the fair value of the relevant property management contracts classified as intangible assets, including the growth rates, discount rates and expected future net cash inflows generated from the expected service charges to be earned less relevant costs to be incurred;
- 了解管理層於評估分類為無形資產之相關物業管理合約之公平值時所採納的關鍵估計，包括增長率、貼現率及將賺取之預期服務收費減將產生之有關開支所得之預期未來現金流量淨額；
- Evaluating the reasonableness of the growth rates and expected future net cash inflows with reference to the Acquired Group's past historical performances, our market knowledge and the economic environment; and
- 評估增長率及預期未來現金流量淨額之合理性，以被收購集團過往表現、吾等之市場知識及經濟環境為參考；及
- Involving our internal valuation experts to evaluate the reasonableness of the valuation techniques of intangible assets and the discount rates applied by the Valuer in the fair value measurements by benchmarking them with the market data.
- 委託吾等之內部評估專家，以市場數據為基準，評估無形資產估值技術及估值師於公平值計量中所應用的貼現率之合理性。

## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告

#### Key audit matters

##### 關鍵審計事項

##### Recoverability of trade receivables

貿易應收款項的可收回性

We identified the recoverability of trade receivables as a key audit matter as they are quantitatively significant to the consolidated financial statements as a whole and significant management judgement is required in assessing their impairment and determining the allowance for doubtful debts.

吾等已將貿易應收款項可收回性識別為關鍵審核事項，因為其對綜合財務報表整體有定量影響及於評估其減值及釐定呆賬撥備時須作出重大管理層判斷。

As disclosed in note 5 to the consolidated financial statements, the management of the Group determined the carrying amount of trade receivables by considering the aging of trade receivables, the credit profile including default or delay in payments, settlement records and cash collection post year end of the customers. As disclosed in note 23 to the consolidated financial statements, the carrying amount of trade receivables were RMB159,373,000, net of allowance for doubtful debts of RMB45,950,000 as at 31 December 2016 and an allowance for doubtful debts of RMB13,434,000 was recognised for the year end 31 December 2016.

誠如綜合財務報表附註5披露，貴集團管理層考慮貿易應收款項之賬齡、信貸歷史（包括拖欠或延遲付款）、客戶的償付記錄及年末後收取之現金，釐定貿易應收款項之賬面值。誠如綜合財務報表附註23披露，貿易應收款項之賬面值為人民幣159,373,000元，已扣除於2016年12月31日之呆賬撥備人民幣45,950,000元及已於截至2016年12月31日止年度確認之呆賬撥備人民幣13,434,000元。

#### How our audit addressed the key audit matters

##### 吾等在審計中對關鍵審計事項的處理方式

Our procedures in relation to assessing the recoverability of trade receivables included:

吾等關於評估貿易應收款項可收回性之程序包括：

- Obtaining an understanding of the judgments made by the management in assessing the recoverability of trade receivables and determining the allowance for doubtful debts and discussing with the management about the actions they have taken to recover the long outstanding balances of trade receivables;
- 了解管理層於評估貿易應收款項之可收回性及釐定呆賬撥備時所作出之判斷，並與管理層就彼等為收回長期未償付貿易應收款項已採取之行動進行討論；
- Evaluating the accuracy of aging analysis of the trade receivables, on a sample basis, by checking to the demand notes; and
- 以採樣基準，藉檢查繳款通知書，評估貿易應收款項賬齡分析之準確性；及
- Assessing the reasonableness of the allowance for trade receivables with reference to the aging of trade receivables, their credit profile including default or delay in payments, settlement records, and cash collection post year end of the customers with focus on long outstanding trade receivables.
- 評估貿易應收款項撥備之合理性，以貿易應收款項之賬齡、其信貸歷史（包括拖欠或延遲付款）、客戶的償付記錄及年末後收取之現金，以長期未償付貿易應收款項為重心。

## OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include 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 DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of 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.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

## 其他資料

貴公司董事需對其他資料負責。其他資料包括年報所載的資料，但不包括綜合財務報表及吾等就此發出的核數師報告。

吾等對綜合財務報表的意見並不涵蓋其他資料，吾等亦不對其他資料發表任何形式的鑒證結論。

在吾等審計綜合財務報表時，吾等的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或吾等在審計過程中所了解的情況有重大抵觸，或者似乎有重大錯誤陳述。基於吾等已執行的工作，如果吾等認為其他資料有重大錯誤陳述，吾等需要報告該事實。在這方面，吾等沒有任何報告。

## 董事及管治人員就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈之《香港財務報告準則》及香港《公司條例》的披露規定擬備真實而公允的綜合財務報表，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必需的內部控制負責。

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。

管治人員負責監督貴集團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 solely to you, as a body, in accordance with our agreed terms of engagement, 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 judgment and maintain professional skepticism 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.

#### 核數師就審計綜合財務報表承擔的責任

吾等的目標，是對整體綜合財務報表是否不存在由於欺詐或錯誤而導致的任何重大錯誤陳述取得合理保證，並出具包括吾等意見的核數師報告。吾等僅向閣下(作為整體)按照吾等協定的委聘條款報告，除此之外本報告別無其他目的。吾等不會就本報告的內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按《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，如果合理預期它們個別或滙總起來可能影響綜合財務報表使用者所作出的經濟決定，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，吾等運用了職業判斷，保持了職業懷疑態度。吾等亦：

- 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，以及取得充足和適當的審計憑證，作為吾等意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險比較因錯誤而導致的重大錯誤陳述的風險為高。
- 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。



## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- 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.
- 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資料的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所得的審計憑證，決定是否存在與事件或情況有關的重大不確定性，而可能對貴集團持續經營的能力構成重大疑慮。如果吾等認為存在重大不確定性，則有必要在核數師報告中提請使用者對綜合財務報表中的相關披露資料的關注。假若有關的披露資料不足，則吾等須出具非無保留意見的核數師報告。吾等的結論是基於截至核數師報告日止所取得的審計憑證。然而，未來事件或情況可能導致貴集團不能繼續持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露資料，以及綜合財務報表是否公允反映交易和事項。
- 就貴集團內各實體或業務活動的財務資料獲得充足適當的審核憑證，以就綜合財務報表發表意見。吾等負責指導、監督和執行貴集團的審核工作。吾等須為吾等的審核意見承擔全部責任。

## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, 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 the independent auditor's report is Woo King Wa.

**Deloitte Touche Tohmatsu**  
Certified Public Accountants  
Hong Kong  
28 March 2017

吾等與管治人員溝通了計劃的審計範圍、時間安排、重大審計發現等事項，包括吾等在審計期間識別出內部控制的任何重大缺陷。

吾等亦向管治人員作出聲明，指出吾等已符合有關獨立性的相關道德要求，並與彼等溝通可能被合理認為會影響吾等獨立性的所有關係及其他事宜，以及相關防範措施(如適用)。

從與管治人員溝通的事項中，吾等釐定對本期間綜合財務報表的審計至關重要的事項，因而構成關鍵審計事項。吾等在核數師報告中描述該等事項，除非法律或法規不允許公開披露該等事項，或在極端罕見的情況下，倘合理預期在吾等報告中溝通某事項造成的負面後果超出產生的公眾利益，則吾等決定不應在報告中傳達該事項。

出具獨立核數師報告的審計項目合夥人為胡景華。

**德勤•關黃陳方會計師行**  
執業會計師  
香港  
2017年3月28日

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 綜合損益及其他全面收益表

For the year ended 31 December 2016 截至2016年12月31日止年度

		NOTES 附註	2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Revenue	收益	7	635,146	420,155
Cost of sales and services	銷售及服務成本		(478,408)	(280,067)
Gross profit	毛利		156,738	140,088
Other income	其他收入	8	7,867	1,467
Other gains and losses	其他收益及虧損	9	(2,171)	(4,019)
Change in fair value of investment properties	投資物業的 公平值變動		3,341	-
Change in fair value of financial liabilities designated as at fair value through profit or loss	指定為按公平值 於計入損益的金融 負債的公平值變動		-	(6,343)
Administrative expenses	行政開支		(99,675)	(51,002)
Other expenses	其他開支		(9,837)	-
Selling and distribution expenses	銷售及分銷開支		(29,450)	(7,615)
Share of results of joint ventures	應佔合營企業業績		2,148	243
Finance costs	財務成本	10	(4,705)	(1,572)
Listing expenses	上市開支		-	(35,881)
Profit before tax	除稅前利潤		24,256	35,366
Income tax expense	所得稅開支	11	(27,608)	(24,753)
(Loss) profit for the year	年度(虧損)利潤		(3,352)	10,613
(Loss) profit for the year attributable to:	以下人士應佔年內 (虧損)利潤:			
- Owners of the Company	- 本公司擁有人	13	(6,383)	10,911
- Non-controlling interests	- 非控股權益		3,031	(298)
			(3,352)	10,613
(Loss) earnings per share (RMB)	每股(虧損)盈利 (人民幣元)			
- Basic	- 基本	15	(0.008)	0.019
- Diluted	- 攤薄	15	(0.008)	0.019

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

At 31 December 2016 於2016年12月31日

		NOTES 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>			
Property, plant and equipment	物業、廠房及設備	16	38,159	22,007
Investment properties	投資物業	17	139,660	-
Payments for acquisition of properties	收購物業的付款	18	27,952	59,504
Interests in joint ventures	於合營企業的權益	19	4,363	1,045
Goodwill	商譽	20	89,183	41
Intangible assets	無形資產	21	106,289	89
Deferred tax assets	遞延稅項資產	22	16,892	9,894
			<b>422,498</b>	<b>92,580</b>
<b>Current Assets</b>	<b>流動資產</b>			
Inventories	存貨		748	-
Trade and other receivables	貿易及其他應收款項	23	232,187	106,134
Amount due from a related party	應收一名關聯方款項	24	-	178
Amounts due from non-controlling shareholders of subsidiaries	應收附屬公司非控股股東款項	25	693	-
Financial assets designated as at fair value through profit or loss ("FVTPL")	指定為按公平值計入損益(「按公平值計入損益」)的金融資產	26	2,550	-
Pledged bank deposits	已抵押銀行存款	27	-	62,834
Bank balances and cash	銀行結餘及現金	27	442,473	449,107
			<b>678,651</b>	<b>618,253</b>
<b>Current Liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付款項	28	368,793	154,695
Amount due to a joint venture	應付一間合營企業款項	29	150	-
Amounts due to non-controlling shareholders of subsidiaries	應付附屬公司非控股股東款項	30	12	-
Borrowings due within one year	於一年內到期的借款	31	45,524	22,361
Tax liabilities	稅項負債		51,840	19,485
			<b>466,319</b>	<b>196,541</b>
<b>Net Current Assets</b>	<b>流動資產淨值</b>		<b>212,332</b>	<b>421,712</b>
<b>Total Assets less Current Liabilities</b>	<b>總資產減流動負債</b>		<b>634,830</b>	<b>514,292</b>

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 December 2016 於2016年12月31日

		NOTES 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 Liabilities</b>	<b>非流動負債</b>			
Deferred tax liabilities	遞延稅項負債	22	29,312	-
Borrowings due after one year	於一年後到期的借款	31	83,424	7,279
Liabilities for cash-settled share-based payments	以現金結算的股份 付款的負債	35(b)	12,411	5,276
Other long-term payable	其他長期應付款項	33	59,617	-
			<b>184,764</b>	12,555
<b>Net Assets</b>	<b>資產淨值</b>		<b>450,066</b>	501,737
<b>Capital and Reserves</b>	<b>資本及儲備</b>			
Share capital	股本	34	6,549	6,594
Reserves	儲備		379,229	494,894
Equity attributable to owners of the Company	本公司擁有人 應佔權益		<b>385,778</b>	501,488
Non-controlling interests	非控股權益	45(b)	64,288	249
<b>Total Equity</b>	<b>權益總額</b>		<b>450,066</b>	501,737

The consolidated financial statements on pages 97 to 227 were approved and authorised for issue by the Board of Directors on 28 March 2017 and are signed on its behalf by:

第97頁至第227頁之綜合財務報表已於2017年3月28日經董事會通過及授權發表，並由下列董事代表簽署：

**Liu Jian**  
劉建  
Director  
董事

**Chen Zhuo**  
陳卓  
Director  
董事

# 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

		Attributable to owners of the Company 本公司擁有人應佔									Non-controlling interests 非控股權益				Total 總計
		Share capital/ Paid-in capital	Treasury Shares	Share premium	Capital redemption reserve	Statutory reserve	Other reserve	Special reserve	Share options reserve	Retained profits (accumulated losses) 保留利潤(累計虧損)	Sub-total	Share options reserve of a subsidiary 一間附屬公司的購股權儲備	Non-controlling interests	Sub-total	
		股本/ 實繳資本	庫務股份	股份溢價	贖回儲備	法定儲備	其他儲備	特別儲備	購股權儲備	虧損	小計	附屬公司的購股權儲備	非控股權益	小計	
		RMB'000 人民幣千元 (note a) (附註a)	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 (note b) (附註b)	RMB'000 人民幣千元 (note c) (附註c)	RMB'000 人民幣千元 (note d) (附註d)	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	
At 1 January 2015	於2015年1月1日	10,000	-	-	-	5,505	14,000	-	-	66,017	95,522	-	117	117	95,639
Profit (loss) and total comprehensive income (expense) for the year	年內利潤(虧損)及全面收益(開支)總額	-	-	-	-	-	-	-	-	10,911	10,911	-	(298)	(298)	10,613
Capitalisation issue of shares (note 34)	資本化發行股份(附註34)	4,945	-	(4,945)	-	-	-	-	-	-	-	-	-	-	-
Issue of new shares pursuant to the global offering (note 34)	根據全球發售發行新股份(附註34)	1,649	-	308,251	-	-	-	-	-	-	309,900	-	-	-	309,900
Expenses incurred in connection with issue of shares	就發行股份產生的開支	-	-	(31,807)	-	-	-	-	-	-	(31,807)	-	-	-	(31,807)
Reclassification of financial liabilities designated as at FVTPL (note 32)	重新分類指定為按公平值於計入損益的金融負債(附註32)	-	-	198,980	-	-	-	-	-	-	198,980	-	-	-	198,980
Deemed distribution to shareholders	視作向股東分派	-	-	-	-	-	-	(10,000)	-	-	(10,000)	-	-	-	(10,000)
Elimination upon Reorganisation (note d)	於重組時對銷(附註d)	(10,000)	-	-	-	-	-	10,000	-	-	-	-	-	-	-
Distribution (note 14)	分派(附註14)	-	-	-	-	-	-	-	(87,592)	(87,592)	-	-	-	-	(87,592)
Recognition of equity-settled share-based payments	確認以權益結算的股份付款	-	-	-	-	-	-	-	14,630	-	14,630	144	-	144	14,774
Capital contribution from shareholders of a subsidiary upon deemed acquisition (note 36(a))	視作收購後來自一間附屬公司股東的注資(附註36(a))	-	-	-	-	-	-	194	-	-	194	-	64	64	258
Further capital contribution from shareholders of a subsidiary	一間附屬公司股東再注資	-	-	-	-	-	-	750	-	-	750	-	250	250	1,000
Deemed disposal of a subsidiary (note 37)	視作出售一間附屬公司(附註37)	-	-	-	-	-	-	-	-	-	-	(28)	(28)	(28)	
At 31 December 2015	於2015年12月31日	6,594	-	470,479	-	5,505	14,000	944	14,630	(10,664)	501,488	144	105	249	501,737
(Loss) profit and total comprehensive (expense) income for the year	年內(虧損)溢利及全面(開支)收益總額	-	-	-	-	-	-	-	-	(6,383)	(6,383)	-	3,031	3,031	(3,352)
Share repurchased and cancelled (note 34)	已購回及註銷股份(附註34)	(45)	-	(5,554)	45	-	-	-	-	(45)	(5,599)	-	-	-	(5,599)
Share repurchased but not cancelled (note 34)	已購回但未註銷股份(附註34)	-	(3)	(393)	-	-	-	-	-	-	(396)	-	-	-	(396)
Distribution (note 14)	分派(附註14)	-	-	(31,051)	-	-	-	-	-	-	(31,051)	-	-	-	(31,051)
Acquisition of subsidiaries (note 36(a))	收購附屬公司(附註36(a))	-	-	-	-	-	-	-	-	-	-	-	59,332	59,332	59,332
Contract to acquire remaining interests in a subsidiary (note 33)	收購一間附屬公司其餘權益合約(附註33)	-	-	-	-	-	-	(80,630)	-	-	(80,630)	-	-	-	(80,630)
Recognition of equity-settled share-based payments	確認以權益結算的股份付款	-	-	-	-	-	-	-	12,701	-	12,701	1,781	-	1,781	14,482
Share option lapsed	已失效購股權	-	-	-	-	-	-	-	(4,356)	-	(4,356)	-	-	-	(4,356)
Transfer	轉撥	-	-	-	-	365	-	-	-	(365)	-	-	-	-	-
Acquisition of additional interest in a subsidiary from a non-controlling-equity holder	向非控股權益持有人收購於附屬公司的額外權益	-	-	-	-	-	-	4	-	-	4	-	(105)	(105)	(101)
At 31 December 2016	於2016年12月31日	6,549	(3)	433,481	45	5,870	14,000	(79,682)	22,975	(17,457)	385,778	1,925	62,363	64,288	450,066

# 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

### Notes:

### 附註:

- (a) The paid-in capital of the Group at 1 January 2015 comprised the fully paid registered capital of Guangdong Zhong Ao Property Management Company Limited ("Guangdong Zhong Ao") of RMB10,000,000 and the issued share capital of Zhong Ao Holdings Limited ("Zhong Ao Holdings") of United States Dollars ("USD") 1.
- (a) 本集團於2015年1月1日之實繳資本包括廣東中奧物業管理有限公司(「廣東中奧」)之已繳足註冊股本人民幣10,000,000元及中奧控股有限公司(「中奧控股」)的已發行股本1美元。
- (b) In accordance with the Articles of Association of the subsidiaries established in the People's Republic of China (the "PRC"), those subsidiaries are required to transfer 5% to 10% of the profit after taxation to the statutory reserve until the reserve reaches 50% of the registered capital. Transfer to reserve must be made before the distribution of dividends to equity holders. The statutory reserve can be used to make up for previous years' losses, expand the existing operations or convert into additional capital of the subsidiaries, but is non-distributable.
- (b) 根據在中華人民共和國(「中國」)成立的附屬公司的組織章程細則，該等附屬公司須將除稅後利潤的5%至10%轉撥至法定儲備，直至該儲備達註冊資本50%為止。轉撥至儲備必須於分派股息予權益持有人前作出。法定儲備可用作彌補以往年度的虧損、擴充現有經營或轉換為附屬公司的額外資本，惟不得予以分派。
- (c) The amount represented the contribution from Mr. Liu Jian, the controlling shareholder and director of the Company, through transferring his 40% equity interest in Guangdong Zhong Ao, a subsidiary of the Company, to Mr. Long Weimin and Mr. Liang Bing, both are directors of the Company and employees of Guangdong Zhong Ao in 2011.
- (c) 該數額指本公司控股股東兼董事劉建先生於2011年透過向本公司董事及廣東中奧僱員龍為民先生及梁兵先生轉讓其於本公司附屬公司廣東中奧40%股權所作出資。
- (d) Special reserve mainly represents (i) a deemed distribution amounting to RMB10,000,000, being the registered capital of Guangdong Zhong Ao, to its shareholders upon the acquisition of Guangdong Zhong Ao by Guangzhou Suiya Information Technology Company Limited ("Guangzhou Suiya") at a consideration of RMB10,000,000 during a group reorganisation (the "Reorganisation") of the companies now comprising the Group for the purpose of the initial listing of the shares of the Company on the Main Board of The Stock Exchange of Hong Kong Limited (the "SEHK"); (ii) upon completion of the Reorganisation, the fully paid registered capital of Guangdong Zhong Ao amounting to RMB10,000,000 was transferred to special reserve; (iii) capital contribution amounting to RMB258,000 by Mr. Liu Jian and non-controlling shareholders for the transfer of 75% and 25% equity interest in Guangzhou Maiyue Information Technology Company Limited ("Guangzhou Maiyue") to the Group in April 2015 through structured contracts at nil considerations, detail sets out in note 36(b); (iv) Mr. Liu Jian and non-controlling shareholders had made further capital contribution to Guangzhou Maiyue amounting to RMB750,000 and RMB250,000, respectively; (v) the obligation in relation to the acquisition of the remaining 30% equity interests in Zhejiang Yongcheng Property Management Company Limited ("Zhejiang Yongcheng") amounting to RMB80,630,000, detail sets out in note 33; and (vi) the group acquired additional interests in Guangzhou Daojia Information Technology Company Limited ("Guangzhou Daojia") from a non-controlling shareholder. The difference between the consideration paid and the adjustment to the non-controlling interests in Guangzhou Daojia amounting to RMB4,000 was transferred to special reserve.
- (d) 特別儲備主要指(i)在現時組成本集團的公司就本公司股份於香港聯合交易所有限公司(「聯交所」)主板首次上市而進行的集團重組(「重組」)中，於廣州穗雅信息科技有限公司(「廣州穗雅」)以代價人民幣10,000,000元收購廣東中奧時，向其股東視作分派人民幣10,000,000元(即廣東中奧的註冊資本)；(ii)於重組完成時，廣東中奧的繳足註冊資本人民幣10,000,000元已轉撥至特別儲備；(iii) 2015年4月，劉建先生及非控股股東透過結構性合約無償注資人民幣258,000元，以向本集團轉讓廣州邁越信息科技有限公司(「廣州邁越」)75%及25%股權，詳情載於附註36(b)；(iv)劉建先生及非控股股東已分別向廣州邁越再注資人民幣750,000元及人民幣250,000元；(v)關於收購浙江永成物業管理有限公司(「浙江永成」)餘下30%股權之責任為人民幣80,630,000元，詳情載於附註33；及(vi)本集團向一名非控股股東收購廣州到家信息科技有限公司(「廣州到家」)的額外權益。已付代價與廣州到家的非控股權益所作調整之間的差額人民幣4,000元已轉撥至特別儲備。

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 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

	NOTES 附註	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>		
Profit before tax	除稅前利潤	24,256	35,366
Adjustments for:	就以下各項調整：		
Change in fair value of investment properties	投資物業的公平值變動	(3,341)	-
Depreciation of property, plant and equipment	物業、廠房及設備折舊	7,484	5,149
Amortisation of intangible assets	無形資產攤銷	2,559	56
Allowance for doubtful debts on trade receivables	貿易應收款項呆賬撥備	13,434	13,785
Share of results of joint ventures	應佔合營企業業績	(2,148)	(243)
Net exchange gain	匯兌收益淨額	(12,101)	(9,732)
Share-based payment expenses of the Company	本公司股份付款開支	8,345	14,630
Share-based payment expenses of a subsidiary	一間附屬公司股份付款開支	7,683	5,298
Change in fair value of financial liabilities designated as at FVTPL	指定為按公平值計入損益的金融負債的公平值變動	-	6,343
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	105	25
Loss on deemed disposal of a subsidiary	視作出售一間附屬公司虧損	-	85
Bank interest income	銀行利息收入	(3,655)	(1,198)
Finance costs	財務成本	4,705	1,572
Operating cash flows before movements in working capital	營運資金變動前的經營現金流量	47,326	71,136
Decrease in inventories	存貨減少	665	-
Decrease (increase) in trade and other receivables	貿易及其他應收款項減少(增加)	4,660	(47,386)
Increase in trade and other payables	貿易及其他應付款項增加	36,915	5,421
Decrease in amount due to a related party	應付一名關聯方款項減少	-	(72)
Cash generated from operations	經營所得現金	89,566	29,099
Income taxes paid	已付所得稅	(16,789)	(30,020)
<b>NET CASH FROM (USED IN) OPERATING ACTIVITIES</b>	<b>經營活動所得(所用)淨額</b>	<b>72,777</b>	<b>(921)</b>



# CONSOLIDATED STATEMENT OF CASH FLOWS

## 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

			2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
<b>INVESTING ACTIVITIES</b>	<b>投資活動</b>			
Acquisition of subsidiaries	收購附屬公司	36(a)	(185,403)	341
Purchase of property, plant and equipment	購買物業、廠房及設備		(9,602)	(6,763)
Acquisition of investment properties	收購投資物業		(857)	-
Payment for acquisition of properties	收購物業的付款		(6,234)	(8,839)
Purchase of financial assets classified as at FVTPL	購買分類為按公平值計入損益的金融資產		(2,500)	-
Decrease (increase) in pledged bank deposits	已抵押銀行存款減少(增加)		62,834	(62,834)
Repayment from non-controlling shareholders of subsidiaries	附屬公司非控股股東還款		17,271	-
Interest received	已收利息		3,655	1,198
Consideration received on disposal of a subsidiary	出售一間附屬公司收取的代價		3,031	-
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備的所得款項		286	705
Repayment from a related party	一名關聯方還款		178	822
Advance to a director	向董事作出墊款		-	(33,066)
Repayment from directors	董事還款		-	28,831
Deemed disposal of a subsidiary	視作出售一間附屬公司	37	-	(118)
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>投資活動所用現金淨額</b>		<b>(117,341)</b>	<b>(79,723)</b>
<b>FINANCING ACTIVITIES</b>	<b>融資活動</b>			
New bank borrowings raised	新籌銀行借款		168,888	40,000
Repayments of bank borrowings	償還銀行借款		(101,639)	(22,360)
Distribution paid	已付分派		(31,051)	(33,519)
Payment on repurchase of shares	購回股份的付款		(5,995)	-
Repayments to non-controlling shareholders of subsidiaries	向附屬公司非控股股東還款		(5,918)	-
Repayment to joint ventures	向合營企業還款		(2,700)	-
Interest paid	已付利息		(1,945)	(1,450)
Acquisition of additional interest in a subsidiary from a non-controlling shareholder	向非控股股東收購一間附屬公司額外權益		(101)	-
Capital contribution from non-controlling interests	非控股權益注資		-	250
Capital contribution from a shareholder of a subsidiary	一間附屬公司股東注資		-	750
Net proceed from redeemable shares initially classified as financial liabilities designated as at FVTPL	初步分類為指定為按公平值計入損益的金融負債的可贖回股份所得款項淨額		-	193,194
Issue of new shares upon initial public offering	首次公開發售後發行新股份		-	309,900
Listing expense paid	已付上市開支		-	(31,807)
<b>NET CASH FROM FINANCING ACTIVITIES</b>	<b>融資活動所得現金淨額</b>		<b>19,539</b>	<b>454,958</b>
<b>NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物(減少)增加淨額</b>		<b>(25,025)</b>	<b>374,314</b>
Effect of foreign exchange rate changes	匯率變動的影響		18,391	9,175
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR</b>	<b>於年初的現金及現金等價物</b>		<b>449,107</b>	<b>65,618</b>
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR, represented by bank balances and cash</b>	<b>於年末的現金及現金等價物，即銀行結餘及現金</b>		<b>442,473</b>	<b>449,107</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2016 截至2016年12月31日止年度

### 1. GENERAL

The Company was incorporated and registered as an exempted company with limited liability in the Cayman Islands under the Cayman Islands Companies Law on 5 January 2015. The shares of the Company have been listed on the Main Board of the SEHK since 25 November 2015. The addresses of the registered office and principal place of business of the Company are disclosed in the section headed "Corporate Information" of the annual report.

The Company's immediate and ultimate holding company is Qichang International Limited ("Qichang"), a limited liability company incorporated in the British Virgin Islands (the "BVI"). The Company's ultimate controlling parties are Mr. Liu Jian, Ms. Chen Zhuo, Mr. Liang Bing and Mr. Long Weimin who are also the directors of the Company.

The principal activity of the Company is investment holding. Its subsidiaries are primarily engaged in the provision of property management services and property management consulting services.

The consolidated financial statements are presented in Renminbi ("RMB"), which is also the functional currency of the Company and the subsidiaries.

### 1. 一般資料

本公司於2015年1月5日根據開曼群島公司法在開曼群島註冊成立及登記為一間獲豁免有限公司。本公司股份自2015年11月25日起在香港聯交所主板上市。本公司註冊辦事處及主要營業地點的地址載於本年報「公司資料」一節。

本公司的直接最終控股公司為啟昌國際有限公司（「啟昌」），該公司為一間於英屬處女群島（「英屬處女群島」）註冊成立的有限公司。本公司的最終控股方為同時亦為本公司董事的劉建先生、陳卓女士、梁兵先生及龍為民先生。

本公司的主要活動為投資控股。其附屬公司主要從事提供物業管理服務及物業管理諮詢服務。

綜合財務報表以人民幣（「人民幣」）呈列，其與本公司及附屬公司的功能貨幣相同。

## 2. BASIS OF PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS

Prior to the Reorganisation, Guangdong Zhong Ao and its subsidiaries are held by Mr. Liu Jian, Ms. Chen Zhuo, Mr. Liang Bing and Mr. Long Weimin. As part of the Reorganisation, investment holding companies of Zhong Ao Holdings, Zhong Ao Property Services (Hong Kong) Limited ("Zhong Ao HK"), Guangzhou Xuji Property Management Company Limited ("Guangzhou Xuji") and Guangzhou Suiya, and the Company were incorporated/established and being inserted between the ultimate individual equity owners and Guangdong Zhong Ao. Since then, the Company became the holding company of the companies now comprising the Group on 15 April 2015. The Group comprising the Company and its subsidiaries resulting from the Reorganisation is regarded as a continuing entity. All the entities comprising the Group were under the ownership of Mr. Liu Jian, Ms. Chen Zhuo, Mr. Liang Bing and Mr. Long Weimin, prior to and after the Reorganisation.

The consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group for the year ended 31 December 2015 which include the results, changes in equity and cash flows of the companies comprising the Group have been prepared as if the current group structure had been in existence throughout the year ended 31 December 2015, or since their respective dates of incorporation/establishment, where is a shorter period, except for the subsidiaries acquired by the Group and disposed of by the Group during the year as disclosed in notes 36(b) and 37 respectively, which are included in the consolidated financial statements since the date of acquisition or up to the date of disposal by the Group.

## 2. 綜合財務報表呈列基準

於重組前，廣東中奧及其附屬公司由劉建先生、陳卓女士、梁兵先生及龍為民先生持有。作為重組的一部分，中奧控股、中奧物業服務(香港)有限公司(「中奧香港」)、廣州旭基物業服務有限公司(「廣州旭基」)及廣州穗雅等的投資控股公司以及本公司獲註冊成立／成立，並介入最終個別股權持有人與廣東中奧之間。此後，本公司於2015年4月15日成為目前組成本集團的公司的控股公司。由於重組所致，由本公司及其附屬公司組成的本集團被視為存續實體。於重組前後，組成本集團的所有實體由劉建先生、陳卓女士、梁兵先生及龍為民先生所擁有。

本集團截至2015年12月31日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表(包括組成本集團各公司的業績、權益變動及現金流量)已經編製，猶如現有集團架構於整個截至2015年12月31日止年度或自其各自註冊成立／成立日期(以較短者為準)起一直存續，惟附註36(b)及37所分別披露本集團於有關年度內所收購及出售的附屬公司除外，自本集團收購日期起或直至出售日期計入綜合財務報表。

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### 綜合財務報表附註

For the year ended 31 December 2016 截至2016年12月31日止年度

### 3. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS (THE “HKFRSs”)

The Group had applied the following amendments to HKFRSs issued by the Hong Kong Certified Public Accountants (“HKICPA”) for the first time in the current year.

HKFRS 14	Regulatory Deferral Accounts
Amendments to HKFRS 11	Accounting for Acquisitions of Interests in Joint Operations
Amendments to HKAS 1	Disclosure Initiative
Amendments to HKAS 16 and HKAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation
Amendments to HKFRSs	Annual Improvements to HKFRSs 2012 - 2014 Cycle
Amendments to HKAS 27	Equity method in separate Financial Statements
Amendments to HKFRS 10, HKFRS 12 and HKAS 28	Investment Entities: Applying the Consolidation Exception

The application of the new and revised HKFRSs in the current year has had no material impact on the Group's financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

### 3. 應用香港財務報告準則(「香港財務報告準則」)

本集團於本年度已首次應用以下香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則修訂本。

香港財務報告準則第14號	監管遞延賬戶
香港財務報告準則第11號(修訂本)	收購合營業務權益的會計處理
香港會計準則第1號(修訂本)	披露計劃
香港會計準則第16號及香港會計準則第38號(修訂本)	折舊及攤銷可接受方法的澄清
香港財務報告準則(修訂本)	香港財務報告準則2012年至2014年週期的年度改進
香港會計準則第27號(修訂本)	獨立財務報表的權益法
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號	投資實體：應用綜合入賬的豁免

於本年度應用新訂及經修訂香港財務報告準則對本集團本年度及過往年度之財務表現及狀況及／或載於此等綜合財務報表之披露並無重大影響。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2016 截至2016年12月31日止年度

### 3. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS (THE "HKFRSs") *(continued)*

The Group has not early applied the following amendments to HKFRSs that have been issued but are not yet effective:

HKFRS 9	Financial Instruments <sup>1</sup>
HKFRS 15	Revenue from Contracts with Customers and the related Amendments <sup>1</sup>
HKFRS 16	Leases <sup>2</sup>
Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transactions <sup>1</sup>
Amendments to HKFRS 4	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts <sup>1</sup>
Amendments to HKFRS 15	Clarifications to HKFRS 15 Revenue from Contracts with Customers <sup>1</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>3</sup>
Amendments to HKAS 7	Disclosure Initiative <sup>4</sup>
Amendments to HKAS 12	Recognition of Deferred Tax Assets for Unrealised Losses <sup>4</sup>
Amendments to HKFRSs	Annual Improvements to HKFRSs 2014-2016 Cycle <sup>5</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2018

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2019

<sup>3</sup> Effective for annual periods beginning on or after a date to be determined

<sup>4</sup> Effective for annual periods beginning on or after 1 January 2017

<sup>5</sup> Effective for annual periods beginning on or after 1 January 2017 or 1 January 2018, as appropriate

### 3. 應用香港財務報告準則(「香港財務報告準則」)(續)

本集團並未提早應用下列已頒佈但尚未生效的香港財務報告準則修訂本：

香港財務報告準則第9號	金融工具 <sup>1</sup>
香港財務報告準則第15號	來自客戶合約的收益及其相關修訂本 <sup>1</sup>
香港財務報告準則第16號	租賃 <sup>2</sup>
香港財務報告準則第2號(修訂本)	股份支付交易之分類及計量 <sup>1</sup>
香港財務報告準則第4號(修訂本)	對香港財務報告準則第4號保險合約應用香港財務報告準則第9號金融工具 <sup>1</sup>
香港財務報告準則第15號(修訂本)	澄清香港財務報告準則第15號來自客戶合約之收入 <sup>1</sup>
香港財務報告準則第10號及香港會計準則第28號(修訂本)	投資者與其聯營公司或合營公司之資產出售或投入 <sup>3</sup>
香港會計準則第7號(修訂本)	披露計劃 <sup>4</sup>
香港會計準則第12號(修訂本)	確認未變現虧損之遞延稅項資產 <sup>4</sup>
香港財務報告準則(修訂本)	香港財務報告準則2014年至2016年週期的年度改進 <sup>5</sup>

<sup>1</sup> 於2018年1月1日或之後開始的年度期間生效

<sup>2</sup> 於2019年1月1日或之後開始的年度期間生效

<sup>3</sup> 於待定日期或之後開始的年度期間生效

<sup>4</sup> 於2017年1月1日或之後開始的年度期間生效

<sup>5</sup> 於2017年1月1日或2018年1月1日(如適合)或之後開始的年度期間生效

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### 3. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS (THE “HKFRSs”) *(continued)*

#### HKFRS 9 “Financial Instruments”

HKFRS 9 issued in 2009 introduced new requirements for the classification and measurement of financial assets. HKFRS 9 was subsequently amended in 2010 to include requirements for the classification and measurement of financial liabilities and for derecognition, and further amended in 2013 to include the new requirements for general hedge accounting. Another revised version of HKFRS 9 was issued in 2014 mainly to include a) impairment requirements for financial assets and b) limited amendments to the classification and measurement requirements by introducing ‘fair value through other comprehensive income’ (FVTOCI) measurement category for certain simple debt instruments.

### 3. 應用香港財務報告準則(「香港財務報告準則」)(續)

#### 香港財務報告準則第9號「金融工具」

於2009年頒佈的香港財務報告準則第9號引入針對金融資產分類及計量的新要求。香港財務報告準則第9號其後於2010年作出修訂以涵蓋針對金融負債分類及計量以及終止確認的要求，並於2013年作出進一步修訂以涵蓋一般對沖會計的新要求。於2014年，香港財務報告準則第9號再次修訂，主要包含a)金融資產的減值要求；及b)對於若干簡單債務工具引入「透過其他全面收益按公平值列賬」計量類別的分類及計量要求的有限修訂。

### 3. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS (THE “HKFRSs”) *(continued)*

#### HKFRS 9 “Financial Instruments”

*(continued)*

Key requirements of HKFRS 9 that are relevant to the Group are:

- All recognised financial assets that are within the scope of HKAS 39 Financial Instruments: Recognition and Measurement are required to be subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. Debt instruments that are held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets, and that have contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, are measured at FVTOCI. All other debt investments and equity investments are measured at their fair value at the end of subsequent accounting periods. In addition, under HKFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.

### 3. 應用香港財務報告準則(「香港財務報告準則」)*(續)*

#### 香港財務報告準則第9號「金融工具」

*(續)*

與本集團相關的香港財務報告準則第9號的重要規定如下：

- 香港會計準則第39號「金融工具：確認和計量」範圍內的所有已確認金融資產其後須按攤銷成本或公平值計量。特別是，就以收取合約現金流為目的之業務模式持有的債務投資，及擁有純粹為支付本金及未償還本金利息的合約現金流的債務投資，一般於其後會計期末按攤銷成本計量。於目的為同時收取合約現金流及出售金融資產的業務模式中持有的債務工具，以及金融資產合約條款令於特定日期產生的現金流純粹為支付本金及未償還本金利息的債務工具，均按透過其他全面收益按公平值列賬之方式計量。所有其他債務投資及股本投資於其後會計期末按公平值計量。此外，根據香港財務報告準則第9號，實體可作出不可撤回選擇以於其他全面收益呈列股本投資(並非持作買賣)的其後公平值變動，而一般僅於損益內確認股息收入。

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### 3. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS (THE “HKFRSs”) *(continued)*

#### HKFRS 9 “Financial Instruments”

*(continued)*

- In relation to the impairment of financial assets, HKFRS 9 requires an expected credit loss model, as opposed to an incurred credit loss model under HKAS 39. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at the end of each reporting period to reflect changes in credit risk since initial recognition. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised.

The management of the Group anticipate that the application of HKFRS 9 in the future may have a material impact on amounts reported in respect of the Group’s financial assets. However, it is not practicable to provide a reasonable estimate of the effect of HKFRS 9 until the Group undertakes a detailed review.

### 3. 應用香港財務報告準則(「香港財務報告準則」)(續)

#### 香港財務報告準則第9號「金融工具」

(續)

- 就金融資產減值而言，與香港會計準則第39號項下按已產生信貸虧損模式計算相反，香港財務報告準則第9號規定按預期信貸虧損模式計算。預期信貸虧損模式規定實體於各報告期末將預期信貸虧損及該等預期信貸虧損的變動入賬，以反映信貸風險自初始確認以來的變動。換言之，毋須再待發生信貸事件方確認信貸虧損。

本集團管理層預期，於未來應用香港財務報告準則第9號或對就本集團的金融資產所呈報的金額有重大影響。然而，在本集團進行詳盡審查前，無法合理估計香港財務報告準則第9號之影響。



### 3. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS (THE “HKFRSs”) *(continued)*

#### HKFRS 15 “Revenue from Contracts with Customers”

HKFRS 15 was issued which establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. HKFRS 15 will supersede the current revenue recognition guidance including HKAS 18 “Revenue”, HKAS 11 “Construction Contracts” and the related interpretations when it becomes effective. The core principle of HKFRS 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for goods and services. Specifically, the Standard introduces a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

### 3. 應用香港財務報告準則(「香港財務報告準則」)(續)

#### 香港財務報告準則第15號「來自客戶合約的收益」

香港財務報告準則第15號獲頒佈，其制定一項單一全面模式供實體用作將客戶合約所產生的收益入賬。香港財務報告準則第15號生效後，將取代現時載於香港會計準則第18號「收益」、香港會計準則第11號「建築合約」及相關詮釋的收益確認指引。香港財務報告準則第15號的核心原則為實體確認向客戶描述轉讓承諾貨品或服務的收益金額，應為能夠反映該實體預期就交換該等貨品及服務有權獲得的代價。具體而言，該準則引入確認收益的五步法：

- 第一步：識別與客戶訂立的合約
- 第二步：識別合約中的履約責任
- 第三步：釐定交易價
- 第四步：將交易價分配至合約中的履約責任
- 第五步：於實體完成履約責任時(或就此)確認收益

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### 3. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS (THE “HKFRSs”) *(continued)*

#### HKFRS 15 “Revenue from Contracts with Customers” *(continued)*

Under HKFRS 15, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer. Far more prescriptive guidance has been added in HKFRS 15 to deal with specific scenarios. Furthermore, extensive disclosures are required by HKFRS 15.

In 2016, the HKICPA issued Clarifications to HKFRS 15 in relation to the identification of performance obligations, principal versus agent consideration, as well as licensing application guidance.

The management of the Group anticipates that the application of HKFRS 15 in the future may affect the amounts reported and related disclosures. However, it is not practicable to provide a reasonable estimate of the effect of HKFRS 15 until the Group performs a detailed review.

Except for the above impact, the management of the Group do not anticipate that the application of above new standards and amendments will have significant impact on the Group’s consolidated financial statements.

### 3. 應用香港財務報告準則(「香港財務報告準則」)*(續)*

#### 香港財務報告準則第15號「來自客戶合約的收益」*(續)*

根據香港財務報告準則第15號，實體於完成履約責任時(或就此)確認收益，即於特定履約責任相關貨品或服務的「控制權」轉讓予客戶時確認。香港財務報告準則第15號已就特別情況的處理方法加入更明確的指引。此外，香港財務報告準則第15號要求更詳盡的披露。

於2016年，香港會計師公會頒佈有關識別履約責任、主題代理安排及許可應用指引之澄清香港財務報告準則第15號。

本集團管理層預期，於未來應用香港財務報告準則第15號可能會影響所呈報金額及有關披露資料。然而，於本集團進行詳盡審查前無法合理估計有關香港財務報告準則第15號的影響。

除上述影響外，本集團管理層預期應用上述新訂準則及修訂本將不會對本集團之綜合財務報表有重大影響。

### 3. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS (THE “HKFRSs”) *(continued)*

#### HKFRS 16 “Leases”

HKFRS 16 introduces a comprehensive model for the identification of lease arrangements and accounting treatments for both lessors and lessees. HKFRS 16 will supersede HKAS 17 Leases and the related interpretations when it becomes effective.

HKFRS 16 distinguishes lease and service contracts on the basis of whether an identified asset is controlled by a customer. Distinctions of operating leases and finance leases are removed for lessee accounting, and is replaced by a model where a right-of-use asset and a corresponding liability have to be recognised for all leases by lessees, except for short-term leases and leases of low value assets.

The right-of-use asset is initially measured at cost and subsequently measured at cost (subject to certain exceptions) less accumulated depreciation and impairment losses, adjusted for any remeasurement of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at that date. Subsequently, the lease liability is adjusted for interest and lease payments, as well as the impact of lease modifications, amongst others. For the classification of cash flows, the Group currently presents upfront prepaid lease payments as investing cash flows in relation to leasehold lands for owned use and those classified as investment properties while other operating lease payments are presents as operating cash flows. Under the HKFRS 16, lease payments in relation to lease liability will be allocated into a principal and an interest portion which will be presented as financing cash flows.

### 3. 應用香港財務報告準則(「香港財務報告準則」)(續)

#### 香港財務報告準則第16號「租賃」

香港財務報告準則第16號為識別出租人及承租人的租賃安排及會計處理引入一個綜合模式。香港財務報告準則第16號生效後，將取代香港會計準則第17號租賃及相關詮釋。

香港財務報告準則第16號根據所識別資產是否由客戶控制來區分租賃及服務合約。除短期租賃及低值資產租賃情況外，經營租賃及融資租賃的差異自承租人會計處理中移除，並由承租人須就所有租賃確認使用權資產及相應負債的模式替代。

使用權資產初步按成本計量，而其後按成本(若干例外情況除外)減累計折舊及減值虧損計量，並就租賃負債任何重新計量而作出調整。租賃負債初步按並非於該日支付的租賃付款現值計量。其後，租賃負債會就利息及租賃付款以及(其中包括)租賃修訂的影響而作出調整。就現金流量分類而言，本集團目前將提前預付租賃款項呈列為有關持作自用的租賃土地及分類為投資物業的投資現金流量，其他經營租賃付款則呈列為經營現金流量。根據香港財務報告準則第16號，有關租賃負債的租賃付款將分配為本金及利息部分(呈列為融資現金流量)。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 December 2016 截至2016年12月31日止年度

### 3. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS (THE "HKFRSs") *(continued)*

#### HKFRS 16 "Leases" *(continued)*

Under HKAS 17, the Group has already recognised an asset and a related finance lease liability for finance lease arrangement and prepaid lease payments for leasehold lands where the Group is a lessee. The application of HKFRS 16 may result in potential changes in classification of these assets depending on whether the Group presents right-of-use assets separately or within the same line item at which the corresponding underlying assets would be presented if they were owned.

In contrast to lessee accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17, and continues to require a lessor to classify a lease either as an operating lease or a finance lease.

Furthermore, extensive disclosures are required by HKFRS 16.

As at 31 December 2016, the Group has non-cancellable operating lease commitments of RMB18,156,000 as disclosed in note 40. A preliminary assessment indicated that these arrangements will meet the definition of a lease under HKFRS 16, and hence the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases upon the application of HKFRS 16. In addition, the application of new arrangements may result changes in measurement, presentation and disclosure as indicated above. However, it is not practicable to provide a reasonable estimate of the financial effect until the directors complete a detailed review.

Except as mentioned above, the directors of the Company do not anticipate that the application of the HKFRSs issued but not yet effective, will have a material effect on the Group's consolidated financial statements.

### 3. 應用香港財務報告準則(「香港財務報告準則」) *(續)*

#### 香港財務報告準則第16號「租賃」*(續)*

根據香港會計準則第17號，當本集團為承租人，本集團已確認融資租賃安排之資產及相關融資租賃責任和租賃土地之預付租賃款項。應用香港財務報告準則第16號可能導致該等資產分類的潛在變動，視乎本集團是否分開呈列使用權資產或於呈列相應有關資產(如擁有)之相同項目內呈列。

人會計處理相反，香港財務報告準則第16號大部份繼承香港會計準則第17號的出租人會計處理規定，並繼續要求出租人將租賃分類為經營租賃或融資租賃。

此外，香港財務報告準則第16號要求詳盡披露。

本集團於2016年12月31日擁有不可撤銷經營租賃承擔人民幣18,156,000元(披露於附註40)。初步評估顯示，該等安排將符合香港財務報告準則第16號項下租賃的定義，因此本集團將就所有相關租賃確認使用權資產及相應負債，除非有關租賃於應用香港財務報告準則第16號時符合低值或短期租賃。此外，應用新安排可能導致上文所述計量、呈列及披露發生變動。然而，於董事完成詳盡審閱前，提供有關財務影響的合理估計乃不切實際。

除上文所述外，本公司董事預期應用已頒佈但尚未生效之香港財務報告準則對本集團之綜合財務報表並無重大影響。

#### 4. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules") and by the Hong Kong Companies Ordinance ("CO").

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair value, as explained in the accounting policies set out below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purpose in these consolidated financial statements are determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 "Share-based Payment", and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 "Inventories" or value in use in HKAS 36 "Impairment of Assets".

#### 4. 重大會計政策

綜合財務報表乃根據香港會計師公會所頒佈的香港財務報告準則編製。此外，綜合財務報表載有香港聯合交易所有限公司證券上市規則（「上市規則」）及香港公司條例（「公司條例」）所規定的適用披露事項。

綜合財務報表乃按歷史成本法編制，如下文會計政策所述按公平值計量的若干金融工具除外。歷史成本法一般基於交換貨品及服務所給予之代價的公平值。

公平值是於計量日期市場參與者於有秩序交易中出售資產可收取或轉讓負債須支付的價格，而不論該價格是否直接可觀察或可使用其他估值技巧估計。若市場參與者於計量日期對資產或負債定價時會考慮資產或負債的特點，則本集團於估計資產或負債的公平值時會考慮該等特點。此等綜合財務報表中作計量及／或披露用途的公平值乃按此基準釐定，惟香港財務報告準則第2號「股份付款」範圍內股份付款的交易，以及與公平值有部分相若之處但並非公平值的計量，譬如香港會計準則第2號「存貨」內的可變現淨值或香港會計準則第36號「資產減值」的使用價值除外。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 December 2016 截至2016年12月31日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

In addition, for financial reporting purpose, fair value measurement are categorised into Level 1, 2 and 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below.

##### Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (including structured entities). Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

#### 4. 重大會計政策 (續)

此外，就財務報告而言，公平值計量根據公平值計量的輸入數據可觀察程度及公平值計量的輸入數據對其整體的重要性分類為第一級、第二級或第三級，詳情如下：

- 第一級輸入數據為實體於計量日期可以取得的相同資產或負債於活躍市場之報價(未經調整)；
- 第二級輸入數據為就資產或負債直接或間接地可觀察之輸入數據(第一級內包括的報價除外)；及
- 第三級輸入數據為資產或負債的不可觀察輸入數據。

主要會計政策載列如下。

##### 綜合基準

綜合財務報表包括本公司及本公司所控制實體(包括結構性實體)的財務報表。當本公司出現以下情況時，則實現控制：

- 可對被投資方行使權力；
- 因參與被投資方業務而承擔浮動回報之風險或享有權利；及
- 有能力使用權力影響其回報。

倘有事實及情況顯示上述三項控制權要素有一項或以上出現變動，本公司會重新評估其是否對被投資方擁有控制權。

#### 4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

##### Basis of consolidation *(continued)*

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Company gains controls until the date when the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributable to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with those used by other members of the Group.

All intra-group assets and liabilities, equity, income and expenses, and cash flows relating to the transactions among the members of the Group are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein.

#### 4. 重大會計政策 (續)

##### 綜合基準 (續)

當本公司獲得對一家附屬公司的控制權時開始對該附屬公司綜合入賬，而當本公司失去對該附屬公司的控制權時終止對該附屬公司綜合入賬。具體而言，於年內所購入或出售一家附屬公司的收入及開支由本公司獲得控制權當日起至本公司不再控制該附屬公司當日止計入綜合損益及其他全面收益表。

損益及其他全面收益各部分歸屬於本公司擁有人及非控股權益。附屬公司的全面收益總額撥歸本公司擁有人及非控股權益，即使這會導致非控股權益出現虧絀結餘。

如有需要，會調整附屬公司的財務報表，致令其會計政策與本集團其他成員公司所用者一致。

集團內公司間之所有資產與負債、權益、收入及開支，以及本集團成員公司間交易相關的現金流量乃於合併賬目時悉數抵銷。

於附屬公司之非控股權益與本集團之權益分開呈列。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 December 2016 截至2016年12月31日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

##### Basis of consolidation *(continued)*

##### Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in existing subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interests and (ii) the previous carrying amount of the assets (including any goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39 or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

#### 4. 重大會計政策 (續)

##### 綜合基準 (續)

##### 本集團於現有附屬公司之擁有權權益之變動

本集團於現有附屬公司所有權權益出現變動，但並無導致本集團失去對該等附屬公司的控制權，均以權益交易入賬。本集團之權益與非控股權益之賬面值均予以調整，以反映彼等於附屬公司之相關權益之變動。非控股權益所調整之款額與所付或所收代價之公平值之間的任何差額，均直接於權益確認並歸屬於本公司擁有人。

當本集團失去對一家附屬公司的控制權時，收益或虧損於損益確認，並按(i)已收代價公平值與任何保留權益公平值之和及(ii)附屬公司及任何非控股權益的資產(包括任何商譽)及負債之前的賬面值之間的差額計算。之前就該附屬公司於其他全面收益確認的全部金額，會按猶如本集團已直接出售該附屬公司的相關資產或負債入賬(即重新分類至損益或轉撥入適用香港財務報告準則規定/准許的另一權益類別)。於失去控制權當日於前附屬公司保留的任何投資的公平值，會根據香港會計準則第39號在其後入賬時被列為初步確認的公平值，或(如適用)初步確認於聯營公司或合營企業的投資成本。



#### 4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

##### Goodwill

Goodwill arising on an acquisition of a business is carried at cost less any accumulated impairment losses and is presented separately in the consolidated statement of financial position.

For the purposes of impairment testing, goodwill is allocated to each of the relevant cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequent whenever there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit.

Any impairment loss for goodwill is recognised directly in profit or loss in the consolidated statement of profit or loss and other comprehensive income. An impairment loss recognised for goodwill is not reversed in a subsequent periods.

On subsequent disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal.

#### 4. 重大會計政策 (續)

##### 商譽

收購業務產生的商譽乃按成本減任何累計減值虧損入賬，並於綜合財務狀況表單獨呈列。

就減值測試而言，商譽會分配至預期可從合併之協同效益中獲益之各相關現金產生單位(或現金產生單位組別)。

獲分配商譽之現金產生單位會每年進行減值測試，或於有跡象顯示該單位可能出現減值時更頻繁進行減值測試。就於報告期間因收購產生之商譽而言，獲分配商譽之現金產生單位會於該報告期末前進行減值測試。倘現金產生單位之可收回數額少於其賬面值，則減值虧損會先用作減低任何分配至該單位之商譽之賬面值，其後則按該單位內各項資產賬面值之比例分配至該單位之其他資產。

任何商譽減值虧損直接於綜合損益及其他全面收益表內之損益中確認。商譽之已確認減值虧損不會於往後期間撥回。

於隨後出售相關現金產生單位時，商譽應佔金額於釐定出售之損益金額時計入在內。

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### 綜合財務報表附註

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#### 4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

##### Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets with finite useful lives are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives (see the accounting policy in respect of impairment on tangible and intangible assets below).

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

##### Interests in joint ventures

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

#### 4. 重大會計政策 (續)

##### 於業務合併收購的無形資產

在業務合併中收購的無形資產與商譽分開確認，且按收購日期之公平值(視為其成本)初步確認。

於初步確認後，使用年期有限之無形資產按成本減累計攤銷及任何累計減值虧損列賬。有限使用年期之無形資產攤銷，按其估計可使用年期以直線法確認(見下文有關有形及無形資產減值的會計政策)。

無形資產於出售或當並無未來經濟利益預期來自使用或出售該等資產時取消確認。取消確認無形資產所產生之損益乃按出售所得款項淨額與資產賬面值之差額計算，並於取消確認資產時於損益確認。

##### 於合營企業的權益

合營企業指一項聯合安排，對安排擁有共同控制權的訂約方據此對合營企業的資產淨值擁有權利。共同控制是指按照合約約定對某項安排所共有的控制，共同控制僅在當相關活動要求共同享有控制權的各方作出一致同意的決定時存在。

#### 4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

##### Interests in joint ventures *(continued)*

The results and assets and liabilities of joint ventures are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of joint ventures used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investments in a joint venture are initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the joint venture. When the Group's share of losses of a joint venture exceeds the Group's interest in that joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the a joint venture.

An investment in a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

#### 4. 重大會計政策 (續)

##### 於合營企業的權益 (續)

合營企業的業績及資產與負債使用權益會計法計入此等綜合財務報表。就權益會計法使用的合營企業財務報表，乃按與本集團對類似情況中類似交易及事件所用會計政策相符的會計政策而編制。根據權益法，於合營企業的投資初步按成本於綜合財務狀況表確認，並於其後就確認本集團應佔該合營企業的損益及其他全面收益而作出調整。當本集團應佔合營企業的虧損超出本集團於該合營企業的權益時（包括實質上組成本集團於該聯營公司投資淨額一部分的任何長期權益），本集團終止確認其所佔進一步虧損。僅於本集團已產生法律或推定責任，或已代表該合營企業支付款項的情況下，方會進一步確認虧損。

於被投資方成為一間聯營公司或合營企業當日起，對合營企業的投資採用權益法入賬。於收購一間合營企業的投資時，投資成本超過本集團分佔該被投資方可識別資產及負債公平淨值的任何部分乃確認為商譽，並計入投資的賬面值。倘本集團所佔可識別資產及負債於重新評估後的公平淨值高於投資成本，則會於收購投資的期間即時在損益確認。

For the year ended 31 December 2016 截至2016年12月31日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

##### Interests in joint ventures *(continued)*

The requirements of HKAS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in a joint venture. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 Impairment of Assets as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

The Group discontinues the use of the equity method from the date when the investment ceases to be an associate or a joint venture, or when the investment (or a portion thereof) is classified as held for sale. When the Group retains an interest in the former joint venture and the retained interest is a financial asset, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition in accordance with HKAS 39. The difference between the carrying amount of the joint venture at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of a partial interest in the joint venture is included in the determination of the gain or loss on disposal of the joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that joint venture on the same basis as would be required if that joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the equity method is discontinued.

#### 4. 重大會計政策 (續)

##### 於合營企業的權益 (續)

香港會計準則第39號的規定獲應用以釐定是否需要就本集團於合營企業的投資確認任何減值虧損。於有需要時，投資的全部賬面值(包括商譽)會根據香港會計準則第36號資產減值作為單一資產進行減值測試，方法為將可收回金額(即使用價值與公平值減出售成本的較高者)與其賬面值進行比較。任何已確認減值虧損構成投資賬面值的一部份。有關減值虧損的任何撥回於該項投資可收回金額其後增加時根據香港會計準則第36號確認。

本集團將於一間聯營公司或合營企業投資結束當日，或當該投資(或其中部分)分類為持作出售時終止採用權益法。當本集團於前合營企業保留權益，而該保留權益列為金融資產，本集團會以當日之公平值計量該保留權益及該公平值根據香港會計準則第39號則被視為其於初步確認時之公平值。於終止採用權益法當日，該合營企業之賬面值與任何保留權益之公平值間之差額，及出售合營企業部分權益之任何所得款項會包括在釐定出售該合營企業之收益或虧損中。此外，本集團將先前於其他全面收益中就該合營企業確認之所有金額入賬，基準與倘該合營企業直接出售相關資產或負債時所規定者相同。因此，倘該合營企業過往於其他全面收益確認收益或虧損，而該收益或虧損將重新分類至出售有關資產或負債之損益，則當權益法終止時，本集團會將該收益或虧損從權益重新分類至損益(作為重新分類調整)。

#### 4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

##### Interests in joint ventures *(continued)*

When a group entity transacts with a joint venture of the Group (such as a sale or contribution of assets), profits and losses resulting from the transactions with the joint venture are recognised in the consolidated financial statements only to the extent of interests in a joint venture that are not related to the Group.

##### Property, plant and equipment

Property, plant and equipment held for use in the production or supply of goods or services, or for administrative purposes are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of items of property, plant and equipment less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

#### 4. 重大會計政策 (續)

##### 於合營企業的權益 (續)

倘一間集團實體與本集團的合營企業進行交易(如出售或注入資產),則與合營企業交易所產生損益僅於合營企業的權益與本集團無關時,方於綜合財務報表中確認。

##### 物業、廠房及設備

持有作生產或供應貨品或服務,或作行政用途的物業、廠房及設備乃按成本扣除後續累計折舊及累計減值虧損(如有)後於綜合財務狀況表列賬。

物業、廠房及設備項目乃在扣除剩餘價值後,採用直線法在其估計使用年限撇銷其成本確認折舊。估計使用年限,剩餘價值和折舊方法會於各報告期末檢討,並提前將任何估計變動之影響入賬。

生產、供應或行政用途的在建物業,按成本減去任何已確認減值虧損列賬。當竣工及可作擬定用途時,該等物業將分類至合適的物業、廠房及設備類別。該等資產的折舊於資產可作擬定用途時開始計提,與其他物業資產的基準相同。

物業、廠房及設備項目於出售時或當繼續使用該資產預期不會產生任何日後經濟利益時取消確認。出售或報廢物業、廠房及設備項目產生的任何收益或虧損按出售所得款項與資產賬面值間的差額計算,並於損益內確認。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 December 2016 截至2016年12月31日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

##### Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

Investment properties are derecognised upon disposal or when the investment properties are permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which the item is derecognised.

##### Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

##### The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the lease term.

##### The Group as lessor

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease.

#### 4. 重大會計政策 (續)

##### 投資物業

投資物業為所持用於賺取租金及／或資本增值的物業。

投資物業初步按成本計量，包括任何直接應佔開支。初步確認後，投資物業按其公平值計量。投資物業公平值變動產生之收益或虧損計入產生變動期間的損益。

投資物業於出售或永久停止使用及預計不會從出售中獲得未來經濟收益時，會被取消確認。取消確認該資產所產生之任何收益或虧損(按出售所得款項淨額與該資產之賬面值差額計算)於被取消確認之期間內計入損益。

##### 租賃

凡租賃條款將擁有權的絕大部分風險及回報轉移至承租人的租賃會歸類為融資租賃。所有其他租賃則歸類為經營租賃。

##### 本集團作為承租人

經營租賃付款於有關租期以直線法確認為開支。

##### 本集團作出出租人

經營租賃之租金收入於相關租期按直線基準於損益確認。

#### 4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

##### Leasing *(continued)*

###### Leasehold land and building

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the entire lease is classified as an operating lease.

Specifically, the minimum lease payments (including any lump sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease.

When the lease payments cannot be allocated reliably between the land and building elements, the entire lease is generally classified as a finance lease and accounted for as property, plant and equipment.

###### Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for services provided in the normal course of business, net of related taxes.

#### 4. 重大會計政策 (續)

##### 租賃 (續)

###### 租賃土地及樓宇

倘租賃包括土地及樓宇成分，則本集團根據各成分擁有權所附帶的絕大部分風險及回報是否已轉移至本集團的評估結果，決定將各成分分開歸類為融資或經營租賃，除非清楚顯示兩個成分均為經營租賃，於該情況下，整份租賃會歸類為經營租賃。

尤其是，最低租賃付款(包括任何一次性預付款)於租賃初期按租賃的土地成分及樓宇成分中租賃權益的相對公平值比例於土地與樓宇成分間分配。

倘租賃付款無法於土地及樓宇成分間可靠分配，則整份租賃一般會歸類為融資租賃並入賬列作物業、廠房及設備。

###### 收益確認

收益乃按已收或應收代價的公平值計量，指於正常業務過程中就提供服務的應收款項(扣除相關稅項)。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 December 2016 截至2016年12月31日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

##### Revenue recognition *(continued)*

###### Sales of goods

Revenue from the sale of goods is recognised when the goods are delivered and titles have passed, at which time all the following conditions are satisfied:

- the Group has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Group; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

###### Property management services

The Group charged property management fees in respect of the property management services on a lump sum basis and on a commission basis. Revenue is recognised when services are provided.

#### 4. 重大會計政策 (續)

##### 收益確認 (續)

###### 商品銷售

商品銷售所得收益於商品交付及擁有權轉移，並符合下列所有條件時確認：

- 本集團已將商品擁有權之重大風險及回報轉移到買方；
- 本集團並無涉及一般與所有權有關之管理及已出售貨品之實際控制權；
- 收益金額能夠可靠地計量；
- 與交易相關的經濟利益可能流向本集團；及
- 交易產生或將產生之成本能夠可靠地計量。

###### 物業管理服務

本集團就包幹制及酬金制物業管理服務收取物業管理費。收益於提供服務時確認。



#### 4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

##### Revenue recognition *(continued)*

##### Property management services *(continued)*

On a lump sum basis, the Group are entitled to retain the full amount of received property management fees. By receiving such the property management fees, the Group shall bear expenses associated with, among others, staff, cleaning, garbage disposal, gardening and landscaping, security and general overheads covering the common areas. During the term of the contract, if the amount of property management fees the Group collected is not sufficient to cover all the expenses incurred, the Group is not entitled to request the property owners to pay the shortfall.

Accordingly, on a lump sum basis, the Group recognises as revenue the full amount of property management fees the Group charged to the property owners and property developers when services are provided, and recognises the expenses as costs of services the Group incurred in connection with performing our services.

On a commission basis, the Group is entitled to only a pre-determined percentage of the property management fees the property owners and property developers are obligated to pay. The remainder of the management fee is used as property management working capital to cover the property management expenses associated with the property management work. In the event of a surplus of working capital after deducting the relevant property management expenses, the surplus is generally rolled over to the next annual period, and the balance is added to receipts on behalf of residents on the consolidated statement of financial position. In the event of a shortfall of working capital to pay for the relevant property management expenses, the Group may need to make up for the shortfall and pay on behalf of the community management offices first, with a right to recovering from the residents subsequently.

#### 4. 重大會計政策 (續)

##### 收益確認 (續)

##### 物業管理服務 (續)

就包幹制而言，本集團有權保留已收取的物業管理費的全部金額。收取物業管理費後，本集團將承擔涉及(其中包括)負責公共區域的員工、清潔、垃圾處理、園藝及景觀、保安及一般經常開支相關的費用。於合約期間，倘若本集團所收取的物業管理費金額不足以支付所產生的一切開支，本集團並無權利要求業主支付相關差額。

因此，就包幹制而言，本集團於提供服務時將本集團向業主及物業發展商收取的物業管理費的全部金額確認作收益，並將本集團提供服務所產生的服務成本確認作開支。

就酬金制而言，本集團僅有權向業主及物業發展商須支付的物業管理費中收取預先釐定的百分比。管理費用餘下部分用作物業管理營運資金以承擔物業管理工作相關的物業管理開支。倘若扣除相關物業管理開支後出現營運資金盈餘，相關盈餘通常滾存至下個年度期間，且相關結餘於綜合財務狀況表內計入代表住戶收款。倘若支付相關物業管理開支的相關營運資金不足，本集團或須為不足差額作出撥備並先代表社區管理處支付，惟有權於其後向住戶收回。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 December 2016 截至2016年12月31日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

##### Revenue recognition *(continued)*

###### Property management services *(continued)*

On a commission basis, the Group essentially acts as an agent of the property owners and property developers and accordingly, the Group only recognises as its revenue the pre-determined percentage of property management fees when services are provided.

###### Ancillary services income, consulting services income, sale assistance services income under lump sum basis, online to offline business income, engineering service income and catering services income

Related services income are recognised when related services are rendered.

###### Interest income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

#### 4. 重大會計政策 (續)

##### 收益確認 (續)

###### 物業管理服務 (續)

就酬金制而言，本集團本質上為業主及物業發展商的代理人，因此，本集團僅於提供服務時收取物業管理費的預先釐定百分比確認作其收益。

###### 配套服務收入、諮詢服務收入、包幹制協銷服務收入、線上到線下業務收入、工程服務收入及飲食服務收入

相關服務收入於提供相關服務時確認。

###### 利息收入

金融資產的利息收入於經濟利益將很可能流入本集團且收入金額能可靠計量時確認。利息收入參考未償還本金以實際適用利率按時間基準累計，該利率乃將估計未來現金收入於金融資產的預計年期準確折現至初始確認時資產賬面淨值的利率。

#### 4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

##### Foreign currencies

In preparing financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of primary economic environment in which the entity operates) at the rates of exchange prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not translated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

##### Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

#### 4. 重大會計政策 (續)

##### 外幣

於編制各個別集團實體的財務報表時，以該實體功能貨幣以外的貨幣(外幣)進行的交易均按交易日期的當前匯率換算為各自的功能貨幣(即該實體經營所在主要經濟環境的貨幣)記賬。於報告期末，以外幣計值的貨幣項目均按該日的當前匯率重新換算。以外幣按歷史成本計量的非貨幣項目並無換算。

結算貨幣項目和重新換算貨幣項目所引起的匯兌差額於產生期間在損益確認。

##### 政府補貼

政府補貼須於能合理確定本集團將遵守附帶條件及將會收到補貼時方會確認。

政府補貼在期間內按照系統標準來確認為損益，作為本集團對確認為支出的相關成本的補償。

作為對已產生的支出或損失的補償、或是為本集團提供即時財務支持，而未來不會產生任何相關成本的應收政府補貼在其成為應收款項的期間確認為損益。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 December 2016 截至2016年12月31日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

##### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily taken a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

##### Retirement benefit costs

Payments to state-managed retirement benefit schemes and the Mandatory Provident Fund Scheme are recognised as an expense when employees have rendered services entitling them to the contributions.

##### Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit during the year. Taxable profit differs from profit before tax as reported in the consolidated statement of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted at the end of each reporting period.

#### 4. 重大會計政策 (續)

##### 借款成本

因收購、興建或生產合資格資產(即需相當長時間方可作擬定用途或出售的資產)而直接產生的借款成本，計入該等資產的成本，直至該等資產實質可作擬定用途或出售時為止。

所有其他借款成本均於產生期間在損益確認。

##### 退休福利成本

向國家管理之退休福利計劃及強制性公積金計劃作出之供款於僱員提供服務並有權享有該等供款時確認為開支。

##### 稅項

所得稅開支為當期應付的稅項與遞延稅項的總和。

當前應付的稅費以年內的應課稅利潤計算。應課稅利潤與綜合損益及其他全面收益表呈報的除稅前利潤不同，因為其排除在其他年度內應課稅或可抵扣的收入或支出項目，並進一步排除從不課稅或不可抵免的項目。本集團當期的稅項負債按照各報告期末已執行或實質上已執行的稅率計算。

#### 4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

##### Taxation *(continued)*

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and interests in joint arrangements except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

#### 4. 重大會計政策 (續)

##### 稅項 (續)

遞延稅項按照綜合財務報表內資產和負債的賬面值與計算應課稅利潤時使用的相應稅基之間的暫時性差異確認。遞延稅項負債通常按全部應課稅暫時性差異確認。遞延稅項資產在很可能取得應課稅利潤用以抵扣全部可抵免暫時性差異時確認。如果暫時性差異來自商譽或交易中其他資產和負債的初始確認(除業務合併外)，且該交易既不影響應課稅利潤，也不影響會計利潤，則該資產和負債不予以確認。

遞延稅項負債按附屬公司投資及於共同安排的權益相關的應課稅暫時性差異確認，除非本集團能夠控制該暫時性差異的轉回及該暫時性差異在可預見的未來很可能不會轉回。與該等投資及權益相關的可抵扣暫時性差異產生的遞延稅項資產只在能夠取得充足的應課稅利潤以抵扣暫時性差異且該暫時性差異預計在可預見的未來將轉回的情況下才予以確認。

遞延稅項資產的賬面值在各報告期末進行審查，在不再可能有充足應課稅利潤可供收回全部或部分資產的情況下扣減。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 December 2016 截至2016年12月31日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

##### Taxation *(continued)*

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax liabilities or deferred tax assets for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale. If the presumption is rebutted, deferred tax liabilities and deferred tax assets for such investment properties are measured in accordance with the above general principles set out in HKAS 12 (i.e. based on the expected manner as to how the properties will be recovered).

Current and deferred tax is recognised in profit or loss. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

##### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost of inventories is calculated using the first-in, first-out basis. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

#### 4. 重大會計政策 (續)

##### 稅項 (續)

遞延稅項資產和負債按照預計適用於清償負債或變現資產期間的稅率，根據於報告期末已執行或實質上已執行的稅率(及稅法)為基礎計量。

遞延稅項負債和資產的計量反映本集團預期在報告期末回收或清償其資產和負債的賬面值的方式所導致的稅項後果。

就使用公平值模式計量的投資物業而言，在計算其遞延稅項負債或遞延稅項資產時，除非所作假定被駁回，否則假設該等物業的賬面值可從出售中全數收回。當投資物業可以折舊，且該物業以隨時間消耗該投資物業所包含的絕大部分經濟利益為目標的業務模式所持有，而非透過出售收回，則此假設被駁回。倘此假設被駁回，該等投資物業的遞延稅項負債及遞延稅項資產則依照上文香港會計準則第12號所載一般原則(即根據將如何收回物業的預期方式)計量。

當期及遞延稅項於損益確認。倘對業務合併進行初始會計處理而產生當期及遞延稅項，則稅務影響計入業務合併的會計處理內。

##### 存貨

存貨按成本與可變現淨值兩者中之較低者列出。貨成本按先進先出基準計算。可變現淨值指存貨之估計售價減至完工尚需投入之成本及必需銷售成本。

#### 4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

##### Financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, other than those classified as fair value through profit and loss, are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

##### Financial assets

The Group's financial assets are generally classified as loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

Financial assets at FVTPL are measured at fair value, with changes in fair value arising from remeasurement recognised directly in profit or loss in the period in which they arise. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial assets.

#### 4. 重大會計政策 (續)

##### 金融工具

當集團實體為金融工具合同條文當事方的時候，金融資產和金融負債在綜合財務狀況表中確認。

金融資產及金融負債初始按照公平值計量。除了按公平值計入損益的金融資產及金融負債外，收購或發行金融資產及金融負債(如適用)以其公平值加上或減去直接產生的交易成本進行初始確認。收購按公平值計入損益的金融資產或金融負債直接產生的交易成本立即於損益確認。

##### 金融資產

本集團的金融資產一般分類為貸款及應收款項。分類視乎金融資產之性質及目的而定，並於初始確認時釐定。

按公平值計入損益的金融資產以公平值計量，重新計量所產生的公平值變動直接於產生期間的損益中確認。於損益中確認的收益或虧損淨額不包括金融資產賺取的任何股息或利息。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 December 2016 截至2016年12月31日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

##### Financial instruments *(continued)*

##### Financial assets *(continued)*

##### *Effective interest method*

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the periods. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis for debt instruments.

##### *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade and other receivables, amount due from a related party, amounts due from non-controlling shareholders of subsidiaries, pledged bank deposits and bank balances and cash) are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment loss on financial assets below).

#### 4. 重大會計政策 (續)

##### 金融工具 (續)

##### 金融資產 (續)

##### 實際利率法

實際利率法為計算金融資產攤銷成本及於有關期間內分配利息收入的方法。實際利率指將金融資產於整個預期年限或(倘適用)較短期間內的估計未來現金收入(包括已付或已收構成實際利率、交易成本以及其他溢價或折讓組成部分的所有費用)準確貼現至其初次確認時賬面淨值時採用的利率。

債務工具的利息收入按實際利率基準確認。

##### 貸款及應收款項

貸款及應收款項乃固定或可釐定付款金額而在活躍市場中並無報價的非衍生金融資產。初步計量後，貸款及應收款項(包括貿易及其他應收款項、應收關連方款項、應收附屬公司非控股股東款項、已抵押銀行存款及銀行結餘及現金)以實際利率法扣除任何已識別減值虧損(見下文金融資產減值虧損之會計政策)按攤銷成本入賬。



#### 4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

##### Financial instruments *(continued)*

##### Financial assets *(continued)*

##### Financial assets designated as at FVTPL

Financial assets designated as at FVTPL has two subcategories, including financial assets held for trading and those designated as at FVTPL on initial recognition. A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- it is a part of a portfolio of identified financial instruments that the Group manages together and has are cent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

A financial asset other than a financial asset held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKAS 39 permits the entire combined contract (asset or liability) to be designated as at FVTPL.

#### 4. 重大會計政策 (續)

##### 金融工具 (續)

##### 金融資產 (續)

##### 指定為按公平值計入損益之金融資產

指定為按公平值計入損益之金融資產分為兩個次分類，包括持作出售金融資產及於初步確認時指定為按公平值計入損益之金融資產。倘符合下列情況，則金融資產分類為持作出售：

- 收購該資產時主要目的是為近期銷售；或
- 屬於本集團集中管理之可識別金融工具組合之一部分，並且實際按照短期獲利方式進行管理；或
- 屬於不被指定、有效對沖工具之衍生工具。

倘符合下列情況，持作出售金融資產以外之金融資產可能於初步確認時指定為按公平值計入損益：

- 該指定消除或大幅減少可能出現之計量或確認方面之不一致性；或
- 該金融資產構成一組金融資產或金融負債或金融資產及金融負債組合之一部分，而根據本集團制定之風險管理或投資策略，該項資產之管理及績效乃以公平值為基礎進行評估，且有關分組之資料乃按此基準向內部提供；或
- 其構成包含一項或多項嵌入衍生工具之合約之一部分，而香港會計準則第39號允許將整項合併合約(資產或負債)指定為按公平值計入損益。

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### 綜合財務報表附註

For the year ended 31 December 2016 截至2016年12月31日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

##### Financial instruments *(continued)*

##### Financial assets *(continued)*

##### Financial assets designated as at FVTPL *(continued)*

Financial assets designated as at FVTPL are measured at fair value, with changes in fair value arising from remeasurement recognised directly in profit or loss in the period in which they arise. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial assets.

##### Impairment loss of financial assets

Loans and receivables are assessed for indicators of impairment at the end of each reporting period. Loans and receivables are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the loans and receivables, the estimated future cash flows have been affected.

Objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty;
- breach of contract, such as default or delinquency in interest and principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

#### 4. 重大會計政策 (續)

##### 金融工具 (續)

##### 金融資產 (續)

##### 指定為按公平值計入損益之金融資產 (續)

指定為按公平值計入損益之金融資產將按公平值計量，而重新計量產生之公平值變動將直接於其產生期間的損益內確認。於損益內確認之收益或虧損金額包括就金融資產賺取之任何股息或利息。

##### 金融資產減值虧損

貸款和應收款項在各報告期末評估是否存在減值跡象。如有客觀證據顯示在貸款和應收款項初始確認後，發生了一項或多項事件導致估計未來現金流量受到影響，則貸款和應收款項發生減值。

客觀的減值證據可能包括：

- 發行人或交易對手發生重大財務困難；
- 違反合同，如違約或拖欠利息及本金付款；或
- 借款人很可能破產或進行財務重組。

#### 4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

##### Financial instruments *(continued)*

##### Financial assets *(continued)*

##### *Impairment loss of financial assets (continued)*

For certain categories of financial asset, such as trade receivables, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio and observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade and other receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a trade and other receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

If, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the amortised cost would have been had the impairment not been recognised.

#### 4. 重大會計政策 (續)

##### 金融工具 (續)

##### 金融資產 (續)

##### 金融資產減值虧損 (續)

對於某些類別的金融資產，如貿易應收款項，經單獨評估未發生減值的資產隨後按組合基礎進行減值評估。應收款項組合減值的客觀證據可包括本集團過去收取款項的經驗、組合中遞延付款次數的增加及與拖欠應收款項相關的國家或地方經濟狀況的可觀察的變化。

對於按照攤銷成本列示的金融資產，確認的減值虧損金額為資產賬面值與按照金融資產的初始實際利率貼現的估計未來現金流量的現值之間的差額。

金融資產賬面值的減幅為所有金融資產的直接減值虧損，惟透過使用備抵賬戶使賬面值減少的貿易及其他應收款項除外。備抵賬戶賬面值的變動於損益確認。當認為不可收回貿易及其他應收款項時，則將其從備抵賬戶中撇銷。隨後收回先前撇銷的賬款則計入損益。

倘在後期減值虧損的金額減少且該減少可以客觀地歸因於減值虧損確認後發生的事件，則先前確認的減值虧損透過損益撥回，惟該撥回以未確認減值之攤銷成本為限。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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#### 4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

##### Financial instruments *(continued)*

##### Financial liabilities and equity instruments

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the contractual arrangements and the definitions of a financial liability and an equity instrument.

##### Equity Instrument

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the group entities are recorded at the proceeds received, net of direct issue costs.

##### Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liabilities are either held for trading or those designated as at FVTPL on initial recognition.

A financial liability other than a financial liability held for trading may be designated as a FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKAS 39 permits the entire combined contract (asset or liability) to be designated as at FVTPL.

#### 4. 重大會計政策 (續)

##### 金融工具 (續)

##### 金融負債及股本工具

由集團實體發行的債務及股本工具按合約安排以及金融負債及股本工具的定義分類為金融負債或股本。

##### 股本工具

股本工具為證明本集團資產剩餘權益(經扣除其所有負債)之任何合約。集團實體發行的股本工具按收取的所得款項(扣除直接發行成本)進行記錄。

##### 按公平值計入損益的金融負債

倘金融負債持作買賣或於首次確認時指定為按公平值計入損益，則分類為按公平值計入損益。

金融負債(持作買賣的金融負債除外)可於下列情況下於初步確認時指定為按公平值計入損益：

- 該指定消除或大幅減低倘無指定則會產生的計量或確認的不一致性；或
- 該金融負債構成一組金融資產或金融負債或兩者的一部分，而根據本集團制定的風險管理或投資策略，該項金融負債的管理及績效乃以公平值基準進行評估，且有關分組之資料乃按該基準向內部提供；或
- 其構成包含一項或多項嵌入式衍生工具的合約的一部分，而香港會計準則第39號允許將整個合併合約(資產或負債)指定為按公平值計入損益。

#### 4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

##### Financial instruments *(continued)*

##### Financial liabilities and equity instruments *(continued)*

##### Financial liabilities at FVTPL *(continued)*

Financial liabilities at FVTPL are measured at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any interest paid on the financial liabilities and is included in the other gains and losses.

##### Other financial liabilities

Other financial liabilities, including trade and other payables, amount due to a joint venture, amounts due to non-controlling shareholders of subsidiaries, borrowings and other long-term payable are measured at amortised cost, using the effective interest method.

##### Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis.

#### 4. 重大會計政策 (續)

##### 金融工具 (續)

##### 金融負債及股本工具 (續)

##### 按公平值計入損益的金融負債 (續)

按公平值計入損益的金融負債按公平值計量，因重新計量產生的任何收益或虧損於損益確認。於損益確認的收益或虧損淨額計入其他收益及虧損（不包括就金融負債支付的任何利息）。

##### 其他金融負債

其他金融負債（包括貿易及其他應付款項、應付一間合營企業款項、應付附屬公司非控股股東款項、借款及其他長期應付款項）乃採用實際利率法按攤銷成本計量。

##### 實際利率法

實際利率法乃計算金融負債攤銷成本及於相關期間分配利息開支的方法。實際利率為於金融負債的預計使用年期或（如適用）較短期間內，將估計未來現金付款（包括所有已付或已收取且構成實際利率、交易成本及其他溢價或折現一部分的費用及點數）準確折現至初步確認時賬面淨值的利率。

利息開支乃按實際利率基準確認。

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#### 4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

##### Financial instruments *(continued)*

###### Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the assets expire and when it substantially transfers all the risks and rewards of the asset to another entity.

On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

###### Share-based payment transactions

###### Share-based payment transactions with cash alternative

For a share-based payment transactions in which the terms of the arrangement provide the grantee with the choice of whether settling in equity instruments of the Group or in cash is in effect a compound financial instrument, that included a debt component and an equity component. The Group shall determine the fair values of the debt and equity components separately on grant date, and accounted for in accordance with the requirements applying to cash-settled and equity-settled share-based payment transactions respectively.

#### 4. 重大會計政策 (續)

##### 金融工具 (續)

###### 終止確認

本集團僅於來自資產之現金流量之合約權利屆滿時以及其將資產之絕大部分風險及回報轉至另一實體時，方會終止確認該項金融資產。

一旦終止確認金融資產，該項資產的賬面值與已收及應收代價總額之間的差額會在損益中確認。

當相關合約訂明的責任已履行、被取消或屆滿時，則終止確認金融負債。終止確認的金融負債的賬面值與已付及應付的代價之間的差額會在損益中確認。

###### 股份付款交易

###### 具有現金選項的股份付款交易

倘股份付款交易安排的條款給予承授人以本集團股本工具或以現金結算的選項，該交易實屬複合金融工具，包含債務部分及權益部分。本集團須分別釐定於授出日期的債務及權益部分的公平值，並分別按照適用於以現金結算及以權益結算的股份付款交易的規定入賬。

#### 4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

##### Share-based payment transactions *(continued)*

##### Cash-settled share-based payment transactions

For cash-settled share-based payments, a liability is recognised for the goods or services acquired, measured initially at the fair value of the liability. At the end of each reporting period until the liability is settled, and at the date of settlement, the fair value of the liability is remeasured, with any change in fair value recognised in profit or loss for the year.

##### Equity-settled share-based payment transactions

##### *Share options granted to directors and eligible employees*

The fair value of services received determined by reference to the fair value of share options granted at the date of grant is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share options reserve).

At the end of the reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the original estimates during the vesting period, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share options reserve.

When share options are exercised, the amount previously recognised in share options reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will continue to be held in share options reserve.

#### 4. 重大會計政策 (續)

##### 股份付款交易 (續)

##### 以現金結算的股份付款交易

以現金結算股份付款乃就所獲貨品或服務確認負債，初步按負債的公平值計量。於各報告期末直至結算負債，以及於結算當日，負債公平值予以重新計量，而公平值的任何變動於年內的損益確認。

##### 以權益結算的股份付款交易

##### 授予董事及合資格僱員的購股權

所獲服務的公平值(參考所授出購股權於授出日期的公平值釐定)乃於歸屬期以直線法為基準支銷，並於權益(購股權儲備)內作相應增加。

於報告期末，本集團會修訂預期最終歸屬之購股權數目之估計。於歸屬期修訂原有估計之影響(如有)於損益中確認，以致累計開支反映修訂後之估計，並對購股權儲備作相應調整。

當購股權獲行使時，過往於購股權儲備中確認之金額將轉撥至股份溢價。倘購股權於歸屬日後被沒收或於期滿日仍未獲行使，則過往於購股權儲備中確認之金額將繼續保留於購股權儲備。

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#### 4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

##### **Impairment of tangible and intangible assets other than goodwill (see the accounting policy in respect of goodwill above)**

At the end of the reporting period, the Group reviews the carrying amounts of its tangible and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any.

When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are treated for impairment at least annually, and whenever there is an indication that the asset may be impaired.

#### 4. 重大會計政策 (續)

##### **有形及無形資產(商譽除外)減值(請參閱上文有關商譽的會計政策)**

本集團於報告期末審閱其可使用年期有限之有形及無形資產之賬面值，以釐定是否有任何跡象表明該等資產已出現任何減值虧損。如存在有關跡象，則會估計資產之可收回金額，以釐定減值虧損(如有)之程度。

當不可能估計個別資產的可收回金額時，本集團估計該資產所屬的現金產生單位的可收回金額。當可識別合理及一致的分配基準，公司資產亦獲分配至個別現金產生單位，或以其他方式分配至最小組別的現金產生單位，以致可識別合理及一致的分配基準。

具有無限可使用年期的無形資產及尚未可供使用的無形資產至少每年一次及每當有跡象顯示資產可能減值時進行減值測試。



#### 4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

##### **Impairment of tangible and intangible assets other than goodwill (see the accounting policy in respect of goodwill above)**

*(continued)*

Recoverable amount is the higher of 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 for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

#### 4. 重大會計政策 (續)

##### **有形及無形資產(商譽除外)減值(請參閱上文有關商譽的會計政策) (續)**

可收回金額為公平值減出售成本與使用價值兩者中的較高者。在評估使用價值時，估計未來現金流量乃按稅前折現率折現至現值計算，該稅前折現率反映貨幣時間價值之當前市場評估及未來現金流量估計未就此作出調整之資產特定風險。

倘估計資產(或現金產生單位)之可收回金額低於其賬面值，則有關資產(或現金產生單位)之賬面值將調低至其可收回金額。減值虧損即時於損益確認。

倘減值虧損於其後撥回，則該資產之賬面值會增加至經修訂之估計可收回金額，惟增加後之賬面值不得超過該資產於過往年度並無確認減值虧損時應予釐定之賬面值。減值虧損之撥回即時確認為收入。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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#### 5. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 4, the management of the Group is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. 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.

##### Key sources of estimation uncertainty

The following is the key assumption concerning the future, and other key source of estimation uncertainty at the end of each reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

##### Acquisition-date fair value of identifiable assets acquired and liabilities assumed in business combination

The identifiable assets acquired and liabilities assumed in business combination are measured at fair value on acquisition date. The Group is responsible in determining the appropriate valuation techniques and inputs for fair value measurements. The valuation of the identifiable assets acquired and liabilities assumed in business combination requires the Group to estimate the future net cash flows expected to arise from the identifiable assets and settle the liabilities assumed and suitable growth rates and discount rates used in calculating the fair value. The total consideration, in relation to the completed acquisition during the year ended 31 December 2016 was RMB222,566,000. Should there be change in assumption or estimation, the carrying amount of intangible assets and goodwill may change.

#### 5. 估計不確定性的主要來源

在應用附註4載述的本集團會計政策時，本集團管理層須就未能明顯可從其他來源得知的資產及負債賬面值作出判斷、估計及假設。估計及相關假設乃根據以往經驗及其他被認為屬相關的因素作出。實際結果可能會與該等估計不同。

估計及相關假設會持續予以檢討。倘會計估計修訂僅影響對估計作出修訂之期間，則在該期間確認，倘修訂同時影響當前及未來期間，則會在修訂期間及未來期間確認。

##### 估計不確定性的主要來源

以下為於各報告期末有關未來的重要假設及估計不確定性的其他主要來源，當中涉及重大風險可引致資產及負債的賬面值於下一個財政年度出現重大調整。

##### 於業務合併中所收購可識別資產所承擔負債之收購日期公平值

於業務合併中收購之可識別資產及所承擔負債按收購日期之公平值計量。本集團負責釐定適當估值技術及輸入數據以作公平值計量。對業務合併中所收購可識別資產及所承擔負債之估值，要求本集團估計預期從可識別資產產生之未來現金流量淨額及償付所承擔之負債，以及計算公平值使用之適當增長率及貼現率。就截至2016年12月31日止年度完成之收購之總代價為人民幣222,566,000元。倘假設或估計有變動，可識別資產及商譽之賬面值可能有變。

## 5. KEY SOURCES OF ESTIMATION UNCERTAINTY *(continued)*

### Key sources of estimation uncertainty *(continued)*

#### Estimated impairment of trade receivables

The management of Group determined the carrying amount of trade receivables by considering the aging of trade receivables, the credit profile including default or delay in payments, settlement records and cash collection post year end of the customers. The amount of the allowance for doubtful debts is measured as the difference between the asset's carrying amount and the estimated future cash flows based on the above consideration. Where the actual future cash flows are less than expected, a material impairment loss may arise. As at 31 December 2016, the carrying amounts of the Group's trade receivables are RMB159,373,000 (2015: RMB71,213,000), net of allowance for doubtful debts of RMB45,950,000 (2015: RMB39,576,000).

#### Estimated impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the recoverable amount which is the higher of the value in use and fair value less cost of disposal to sell of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit based on five-year financial budgets approved by management of the Group, and a suitable discount rate in order to calculate the present value. Key estimates involved in the preparation of cash flow projections for the period covered by the approved budgets include the growth rates, discount rates applied and forecast net cash inflows generated from the expected service charges to be earned less relevant costs to be incurred and working capital requirements. Where the actual future cash flows are less than expected or there is a downward revision of expected future cash inflows due to unfavourable change in facts and circumstances, a material impairment loss may arise. The carrying amount of goodwill was amounted to RMB89,183,000 (2015: RMB41,000).

## 5. 估計不確定性的主要來源 (續)

### 估計不確定性的主要來源 (續)

#### 貿易應收款項估計減值

本集團管理層考慮貿易應收款項之賬齡、其信貸歷史(包括拖欠或延遲付款)、客戶的償付記錄及年末後收取之現金，釐定貿易應收款項之賬面值。呆賬撥備的金額乃以資產賬面值與根據上述考慮因素估計未來現金流量之差額計量。倘實際現金流量少於預期，可能產生重大減值虧損。於2016年12月31日，本集團貿易應收款項之賬面值為人民幣159,373,000元(2015年：人民幣71,213,000元)，已扣除呆賬撥備人民幣45,950,000元(2015年：人民幣39,576,000元)。

#### 商譽的估計減值

釐定商譽是否減值須估計獲分配商譽的現金產生單位的可收回金額(為使用價值及公平值減出售成本中的較高者)。計算使用價值時，本集團須按本集團管理層批准的五年財政預算，估計預期可自現金產生單位產生的未來現金流量及適當貼現率，以計算現值。編製已獲批准的預算涵蓋期間的現金流量預測涉及的主要估計包括增長率、已使用之貼現率及將賺取之預期服務收費產生之預期現金流入淨額減將產生之有關費用及營運資金需求。倘實際未來現金流較預期為少，或因事實及環境的不利變動而下調預期未來現金流量，則可能出現重大減值虧損。商譽的賬面值為人民幣89,183,000元(2015年：人民幣41,000元)。

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#### 5. KEY SOURCES OF ESTIMATION UNCERTAINTY *(continued)*

##### Key sources of estimation uncertainty *(continued)*

###### Estimated impairment of intangible assets

Determining whether intangible assets are impaired requires an estimation of the recoverable amount which is the higher of fair value less cost of disposal and value in use of the cash-generating units to which intangible assets have been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, a material impairment loss may arise. As at 31 December 2016, the carrying amount of intangible assets net of accumulated impairment loss was RMB106,289,000 (2015: RMB89,000).

###### Fair value of completed investment properties

The Group's completed investment properties are stated at fair value based on the valuation performed by a firm of independent professional valuers. In determining the fair value, the valuers have based on method of valuation which take into account the market evidence of transaction prices for similar properties in the same location and conditions. In relying on the valuation report, the management has exercised its judgement and is satisfied that the method of valuation is reflective of the current market conditions. Should there be changes in assumptions due to market conditions, the fair value of the investment properties will change in future. The carrying amounts of investment properties are RMB139,660,000 (2015: nil).

#### 5. 估計不確定性的主要來源 (續)

##### 估計不確定性的主要來源 (續)

###### 無形資產的估計減值

釐定無形資產是否已減值時需估計可收回金額(為無形資產獲分配的現金產生單位的公平值減出售成本及使用價值中的較高者。計算使用價值時,本集團須估計現金產生單位預期產生的未來現金流量及合適貼現率,以計算現值。倘實際未來現金流量少於預期,則可能出現重大減值虧損。於2016年12月31日,無形資產的賬面值(扣除累計減值虧損)為人民幣106,289,000元(2015年:人民幣89,000元)。

###### 已竣工投資物業的公平值

本集團的已竣工投資物業乃按獨立專業估值師所進行的估值以公平值列賬。於釐定公平值時,估值師已採用計及相同地點及狀況的類似物業的成交價市場證據的估值方法。於依賴估值報告時,管理層已作出了判斷並信納該估值方法能反映市場現況。倘市場狀況導致假設改變,投資物業的公平值將於日後出現變動。投資物業的賬面值為人民幣139,660,000元(2015年:無)

## 6. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debts, which includes the borrowings, amount due to a joint venture, amounts due to non-controlling shareholders of subsidiaries (net of pledged bank deposits and bank balances and cash) and equity attributable to owners of the Company comprising share capital and other reserves.

The management of the Group reviews the capital structure regularly. The Group considers the cost of capital and the risks associated with each class of capital, will balance its overall capital structure through the payment of dividends, new share issues and shares repurchases as well as the issue of new debt or the redemption of existing debt.

## 7. REVENUE AND SEGMENT INFORMATION

The segment information reported internally was analysed on the basis of geographical zones of services rendered in the PRC, representing Southern Region, Eastern and Central Region and Northern Region which is consistent with the internal information that are regularly reviewed by the management of the Group, i.e. the chief operating decision maker, for the purposes of resource allocation and assessment of performance. This is also the basis of organisation in the Group, whereby the management has chosen to organise the Group by geography. No operating segments identified by the chief operating decision maker have been aggregated in arriving at the reportable segments of the Group.

## 6. 資本風險管理

本集團管理其資本以確保本集團旗下實體可持續經營，同時透過優化債務與股本之間的平衡為股東帶來最大回報。本集團之整體策略與過往年度相同。

本集團之資本架構包括淨債務，其包括借款、應付一間合營企業款項、應付附屬公司非控股股東款項（扣除已抵押銀行存款及銀行結餘及現金）以及本公司擁有人應佔權益（包括股本及其他儲備）。

本集團管理層定期檢討資本架構。本集團會考慮資本成本及與各類資本有關的風險，並會透過派付股息、新股份發行及購回股份以及發行新債或贖回現有債務以平衡其整體資本結構。

## 7. 收益及分部資料

內部呈報的分部資料乃按於中國提供服務的地理區域分析，即華南地區、華東華中地區及華北地區，此舉與本集團管理層（即主要營運決策者）為進行資源分配及表現評估而定期審閱的內部資料一致，亦為本集團的組織基礎，管理層已據此選擇按地區組織本集團。於達致本集團的可予呈報分部時，主要營運決策者確定的營運分部未經匯總計算。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 December 2016 截至2016年12月31日止年度

#### 7. REVENUE AND SEGMENT INFORMATION *(continued)*

- Southern Region includes the cities of Guangzhou, Nanning, Sanya, Haikou, Foshan, Zhongshan, Jiangmen, Qingyuan, Zhaoqing, Guilin, Zhuhai, Wenchang and Cenxi.
- Eastern and Central Region includes the cities of Hangzhou, Suzhou, Chongqing, Ningbo, Jiaxing, Nantong, Shaoxing, Quzhou, Nanchang, Shanghai, Wuxi, Xuancheng, Zhengjiang, Huzhou, Chuzhou, Yangzhou, Chizhou, Wenzhou, Huai'an, Zhoushan, and Taizhou.
- Northern Region includes the cities of Baotou, Eérdulosi, Dalian, Beijing and Tianjin.

The accounting policies of the reportable and operating segments are the same as the Group's accounting policies described in note 4. Segment result represents the profit earned by each segment without allocation of central administration costs, change in fair value of investment properties, bank interest income, change in fair value of financial liabilities designated as at FVTPL, loss on deemed disposal of a subsidiary, share of results of joint ventures, net exchange gain, share-based payment expenses, finance costs and listing expenses. This is the measure reported to the chief operating decision maker for the purposes of resources allocation and assessment of segment performance.

No analysis of segment assets and segment liabilities is presented as these information are not regularly provided to the chief operating decision maker for review.

#### 7. 收益及分部資料 (續)

- 華南地區包括廣州、南寧、三亞、海口、佛山、中山、江門、清遠、肇慶、桂林、珠海、文昌及岑溪。
- 華東華中地區包括杭州、蘇州、重慶、寧波、嘉興、南通、紹興、衢州、南昌、上海、無錫、宣城、鎮江、湖州、滁州、揚州、池州、溫州、淮安、舟山及台州。
- 華北地區包括包頭、鄂爾多斯、大連、北京及天津。

可予呈報及經營分部的會計政策與本集團的會計政策(詳見附註4)相同。分部業績指各分部賺取的利潤,而並未分配中央行政成本、投資物業公平值變動、銀行利息收入、指定為按公平值計入損益的金融負債的公平值變動、視作出售附屬公司虧損、應佔合營企業業績、匯兌收益淨額、股份付款開支、財務成本及上市開支。此乃為進行資源分配及分部表現評估而呈報予主要營運決策者的計量方法。

未呈列分部資產及分部負債的分析乃由於該等資料並非定期提供予主要營運決策者審閱。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2016 截至2016年12月31日止年度

## 7. REVENUE AND SEGMENT INFORMATION *(continued)*

### Segment revenue and results

The following is an analysis of the Group's revenue and results by operating and reportable segment.

## 7. 收益及分部資料 (續)

### 分部收益及業績

以下為按經營及可予呈報分部劃分的本集團的收益及業績分析。

		Eastern			Total
		Southern Region	and Central Region	Northern Region	
		華南地區	華東華中地區	華北地區	總計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Year ended</b>	<b>截至2016年12月</b>				
<b>31 December 2016</b>	<b>31日止年度</b>				
Segment revenue	分部收益	201,219	380,557	53,370	635,146
Segment results	分部業績	41,603	37,186	4,472	83,261
Bank interest income	銀行利息收入				3,655
Net exchange gain	匯兌收益淨額				12,101
Change in fair value of investment properties	投資物業的公平值變動				3,341
Share-based payment expenses of the Company	本公司股份付款開支				(8,345)
Share-based payment expenses of a subsidiary	附屬公司股份付款開支				(7,683)
Share of results of joint ventures	應佔合營企業業績				2,148
Finance costs	財務成本				(4,705)
Central administrative costs	中央行政成本				(59,517)
Profit before tax	除稅前利潤				24,256

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 December 2016 截至2016年12月31日止年度

## 7. REVENUE AND SEGMENT INFORMATION *(continued)*

### Segment revenue and results *(continued)*

## 7. 收益及分部資料 (續)

### 分部收益及業績 (續)

		Eastern and Central Region			Total
		Southern Region	and Central Region	Northern Region	
		華南地區	華東華中地區	華北地區	總計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Year ended 31 December 2015</b>	<b>截至2015年12月31日止年度</b>				
Segment revenue	分部收益	179,447	221,371	19,337	420,155
Segment results	分部業績	49,611	54,575	4,275	108,461
Bank interest income	銀行利息收入				1,198
Net exchange gain	匯兌收益淨額				9,732
Change in fair value of financial liabilities designated as at FVTPL	指定為按公平值計入損益的金融負債的公平值變動				(6,343)
Listing expenses	上市開支				(35,881)
Share-based payment expenses of the Company	本公司的股份付款開支				(14,630)
Share-based payment expenses of a subsidiary	附屬公司股份付款開支				(5,298)
Share of results of joint ventures	應佔合營企業業績				243
Finance costs	財務成本				(1,572)
Loss on deemed disposal of a subsidiary	視作出售附屬公司虧損				(85)
Central administrative costs	中央行政成本				(20,459)
Profit before tax	除稅前利潤				35,366



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2016 截至2016年12月31日止年度

## 7. REVENUE AND SEGMENT INFORMATION *(continued)*

### Segment revenue and results

*(continued)*

The Group's operations are mainly in property management business, sale assistance business, online to offline business and other business. The following table provides an analysis of the Group's revenue and results based on types of business:

## 7. 收益及分部資料 (續)

### 分部收益及業績 (續)

本集團業務主要為物業管理業務、協銷業務、線上到線下業務及其他業務。下表載述按業務類型劃分之本集團收益及業績分析：

		Property management business 物業管理業務 RMB'000 人民幣千元 (note a) (附註a)	Sale assistance business 協銷業務 RMB'000 人民幣千元	Online to offline business 線上到線下業務 RMB'000 人民幣千元	Other business 其他業務 RMB'000 人民幣千元 (note b) (附註b)	Total 總計 RMB'000 人民幣千元
<b>Year ended 31 December 2016</b>	<b>截至2016年12月31日止年度</b>					
Segment revenue	分部收益	559,372	55,731	8,264	11,779	635,146
Segment results	分部業績	104,943	23,472	(50,274)	5,120	83,261
		Property management business 物業管理業務 RMB'000 人民幣千元 (note a) (附註a)	Sale assistance business 協銷業務 RMB'000 人民幣千元	Online to offline business 線上到線下業務 RMB'000 人民幣千元	Other business 其他業務 RMB'000 人民幣千元 (note b) (附註b)	Total 總計 RMB'000 人民幣千元
<b>Year ended 31 December 2015</b>	<b>截至2015年12月31日止年度</b>					
Segment revenue	分部收益	351,693	66,137	1,982	343	420,155
Segment results	分部業績	87,918	29,109	(8,053)	(513)	108,461

Notes:

- (a) Property management business contains property management services under lump sum basis, property management services under commission basis and ancillary services.
- (b) Other business contains consulting services, engineering services, catering services and sales of engineering spare parts.

附註：

- (a) 物業管理業務包括按包幹制計算的物業管理服務、按酬金制計算的物業管理服務及配套服務。
- (b) 其他業務包括諮詢服務、工程服務、餐飲服務及銷售工程零件。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 December 2016 截至2016年12月31日止年度

#### 7. REVENUE AND SEGMENT INFORMATION *(continued)*

##### Other segment information

#### 7. 收益及分部資料 (續)

##### 其他分部資料

		Eastern and Central Region			Total
		Southern Region	and Central Region	Northern Region	
		華南地區	華東華中地區	華北地區	總計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Year ended 31 December 2016</b>	<b>截至2016年12月31日止年度</b>				
Segment information included in the measure of segment results:	計入分部業績計量的分部資料：				
Depreciation of property, plant and equipment	物業、廠房及設備折舊	3,719	3,711	54	7,484
Amortisation of intangible assets	無形資產攤銷	-	2,559	-	2,559
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	19	86	-	105
Allowance for doubtful debts on trade receivables	貿易應收款項呆賬撥備	3,913	8,360	1,161	13,434
<b>Year ended 31 December 2015</b>	<b>截至2015年12月31日止年度</b>				
Segment information included in the measure of segment results:	計入分部業績計量的分部資料：				
Depreciation of property, plant and equipment	物業、廠房及設備折舊	3,554	1,410	185	5,149
Amortisation of intangible assets	無形資產攤銷	-	56	-	56
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	25	-	-	25
Allowance for doubtful debts on trade receivables	貿易應收款項呆賬撥備	3,961	7,730	2,094	13,785

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2016 截至2016年12月31日止年度

### 7. REVENUE AND SEGMENT INFORMATION *(continued)*

### 7. 收益及分部資料 (續)

#### Revenue from major services

#### 主要服務收益

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Property management services income under lump sum basis	包幹制物業管理服務收入	513,102	320,837
Property management services income under commission basis	酬金制物業管理服務收入	882	-
Sale assistance services income under lump sum basis (note a)	包幹制協銷服務收入 (附註a)	55,731	66,137
Ancillary services income	配套服務收入	45,388	30,856
Online to offline business income	線上到線下業務收入	8,264	1,982
Other services and sales of goods (note b)	其他服務及銷售貨品 (附註b)	11,779	343
		<b>635,146</b>	<b>420,155</b>

Notes:

附註：

- (a) Such amounts represent property management service income from property developers for their sales centers.
- (b) Such amounts represent income from consulting services, engineering services, catering services and sales of engineering spare parts.

- (a) 金額代表來自物業發展商就其銷售中心之物業管理服務收入。
- (b) 金額代表來自諮詢服務、工程服務、飲食服務及銷售工程零件的收入。

#### Geographical information

The Group's revenue from external customers is derived solely from its operations and services rendered in the PRC and non-current assets of the Group are principally located in the PRC.

#### 地區資料

本集團外部客戶產生的收益僅來自其於中國的業務及所提供的服務，而本集團的非流動資產主要位於中國。

#### Information about major customers

During the years ended 31 December 2016 and 2015, there was no revenue from transactions with a single external customer amounted to 10% or more of the Group's total revenue.

#### 有關主要客戶的資料

截至2016年及2015年12月31日止年度，概無與單一外部客戶交易所產生的收益佔本集團總收益的10%或以上。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 December 2016 截至2016年12月31日止年度

#### 8. OTHER INCOME

#### 8. 其他收入

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Bank interest income	銀行利息收入	3,655	1,198
Unconditional government grants	無條件政府補貼	3,028	179
Rental income from investment properties	投資物業的租金收入	762	-
Others	其他	422	90
		<b>7,867</b>	<b>1,467</b>

#### 9. OTHER GAINS AND LOSSES

#### 9. 其他收益及虧損

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Allowance for doubtful debts on trade receivables	貿易應收款項呆賬撥備	<b>(13,434)</b>	(13,785)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備 虧損	<b>(105)</b>	(25)
Loss on deemed disposal of a subsidiary	視作出售附屬公司虧損	-	(85)
Net exchange gain	匯兌收益淨額	12,101	9,732
Others	其他	<b>(733)</b>	144
		<b>(2,171)</b>	<b>(4,019)</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2016 截至2016年12月31日止年度

### 10. FINANCE COSTS

### 10. 財務成本

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Interest on borrowings	借貸利息	2,384	1,450
Imputed interest expense on consideration payable	就應付代價而推算的利息開支	1,088	-
Imputed interest expense on non-current liabilities for cash-settled share-based payments	就現金結算股份付款而推算的非流動負債利息開支	1,233	122
		<b>4,705</b>	<b>1,572</b>

### 11. INCOME TAX EXPENSE

### 11. 所得稅開支

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Current tax:	即期稅項：		
PRC Enterprise Income Tax ("EIT")	中國企業所得稅 (「企業所得稅」)	27,061	27,365
Deferred tax (note 22)	遞延稅項(附註22)		
Current year	本年度	547	(2,612)
		<b>27,608</b>	<b>24,753</b>

No provision for Hong Kong Profits Tax has been made in the consolidated financial statements as the income of the Group neither arises in nor is derived from Hong Kong during both years.

由於兩個年度內本集團概無收入產生於或源自香港，故未於綜合財務報表中就香港利得稅作出撥備。

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC companies is 25%.

根據《中華人民共和國企業所得稅法》(「企業所得稅法」)及《企業所得稅法實施條例》，中國公司按25%的稅率繳稅。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 December 2016 截至2016年12月31日止年度

#### 11. INCOME TAX EXPENSE (continued)

Deferred tax has not been provided for in the consolidated financial statements in respect of the tax effect of temporary differences attributable to the accumulated undistributed earnings of the subsidiaries of the Company established in the PRC amounting to RMB89,325,000 (2015: RMB23,488,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

The income tax expense for the year can be reconciled to the profit before tax as follows:

#### 11. 所得稅開支 (續)

綜合財務報表內並未就本公司於中國成立附屬公司的累計未分派盈利人民幣89,325,000元(2015年：人民幣23,488,000元)所產生暫時差異的稅務影響計提遞延稅項撥備，原因為本集團能夠控制暫時差異的撥回時間，且暫時差異不大可能於可見將來撥回。

年內所得稅開支可與除稅前利潤對賬如下：

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Profit before tax	除稅前利潤	24,256	35,366
Tax at the PRC EIT rate of 25%	按中國企業所得稅稅率 25%計算的稅項	6,064	8,842
Tax effect of share of results of joint ventures	應佔合營企業業績的 稅項影響	(537)	(61)
Tax effect of expenses not deductible for tax purpose (note)	不可就稅項目的扣減的開 支的稅項影響(附註)	11,267	16,984
Tax effect of income not taxable for tax purpose	毋須課稅收入的稅務影響	(3,496)	(2,619)
Tax effect of tax losses not recognised	未確認稅項虧損的 稅項影響	12,892	1,607
Tax effect of subsidiaries with preferential tax rate	擁有優惠稅率的附屬公司 的稅項影響	(5)	-
Utilisation of tax loss previously not recognised	動用過往未確認的 稅項虧損	(509)	-
Deferred tax on undistributed earnings of PRC subsidiaries	中國附屬公司未分派 盈利的遞延稅項	1,932	-
Income tax expense	所得稅開支	27,608	24,753

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2016 截至2016年12月31日止年度

## 11. INCOME TAX EXPENSE *(continued)*

Notes: During the years ended 31 December 2015 and 2016, expenses not deductible mainly included welfare and entertainment expenses exceeding the tax deduction limits mainly under the EIT Law, change in fair value of financial liabilities designated as at FVTPL, share-based payment expenses and listing expenses.

## 11. 所得稅開支 (續)

附註：截至2016年及2015年12月31日止年度，不可扣減的開支主要包括超出企業所得稅法項下稅務扣減限制的福利及酬酢開支、指定為按公平值計入損益的金融負債的公平值變動、股份付款開支以及上市開支。

## 12. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS

Details of the emoluments paid/payable to the directors and the chief executive of the Company (including emoluments for the services as employees of the group entities prior to becoming the directors of the Company) are as follow:

## 12. 董事、最高行政人員及僱員薪酬

已付／應付本公司董事及最高行政人員(包括在成為本公司董事前就擔任集團實體的僱員所提供服務支付的薪酬)的薪酬詳情如下：

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Directors' fee	董事袍金	5,304	1,075
Other emoluments	其他薪酬		
— salaries and other benefits	— 薪金及其他福利	1,503	1,355
— discretionary bonus	— 酌情花紅	1,079	-
— contributions to retirement scheme	— 退休計劃供款	193	105
— share-based payments	— 股份付款	4,618	4,794
		<b>12,697</b>	<b>7,329</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 December 2016 截至2016年12月31日止年度

#### 12. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS

(continued)

#### 12. 董事、最高行政人員及僱員薪酬 (續)

Year ended 31 December 2016	截至2016年 12月31日止年度	Fee 袍金 RMB'000 人民幣千元	Salaries and other benefits 薪金及 其他福利 RMB'000 人民幣千元	Discretionary bonus 酌情花紅 RMB'000 人民幣千元	Contributions to retirement benefit scheme 退休福利 計劃供款 RMB'000 人民幣千元	Share-based payments 股份付款 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
<b>Executive directors</b>	<b>執行董事</b>						
Mr. Liu Jian	劉建先生	1,560	420	53	48	330	2,411
Ms. Chen Zhuo	陳卓女士	520	360	53	49	330	1,312
Mr. Liang Bing	梁兵先生	520	360	53	48	330	1,311
Mr. Long Weimin	龍為民先生	520	363	53	48	330	1,314
<b>Non-executive directors</b>	<b>非執行董事</b>						
Mr. Wei Zhe	衛哲先生	104	-	-	-	2,921	3,025
Ms. Wu Qimin	吳綺敏女士	104	-	-	-	-	104
Mr. Lam Yiu Por	林曉波先生	1,352	-	867	-	377	2,596
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>						
Mr. Lee Kwok Tung Louis	李國棟先生	156	-	-	-	-	156
Mr. Yuan Boyin	袁伯銀先生	156	-	-	-	-	156
Mr. Wu Haibing	吳海兵先生	156	-	-	-	-	156
Mr. Zhang Weilun	張維倫先生	156	-	-	-	-	156
		<b>5,304</b>	<b>1,503</b>	<b>1,079</b>	<b>193</b>	<b>4,618</b>	<b>12,697</b>
<b>Year ended 31 December 2015</b>	<b>截至2015年 12月31日止年度</b>						
<b>Executive directors</b>	<b>執行董事</b>						
Mr. Liu Jian (note a)	劉建先生(附註a)	51	377	-	26	343	797
Ms. Chen Zhuo (note a)	陳卓女士(附註a)	25	326	-	27	343	721
Mr. Liang Bing (note a)	梁兵先生(附註a)	25	326	-	26	343	720
Mr. Long Weimin (note a)	龍為民先生(附註a)	25	326	-	26	343	720
<b>Non-executive directors</b>	<b>非執行董事</b>						
Mr. Wei Zhe (note b)	衛哲先生(附註b)	69	-	-	-	3,031	3,100
Ms. Wu Qimin (note b)	吳綺敏女士(附註b)	69	-	-	-	-	69
Mr. Lam Yiu Por (note b)	林曉波先生(附註b)	751	-	-	-	391	1,142
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>						
Mr. Lee Kwok Tung Louis (note c)	李國棟先生(附註c)	15	-	-	-	-	15
Mr. Yuan Boyin (note c)	袁伯銀先生(附註c)	15	-	-	-	-	15
Mr. Wu Haibing (note c)	吳海兵先生(附註c)	15	-	-	-	-	15
Mr. Zhang Weilun (note c)	張維倫先生(附註c)	15	-	-	-	-	15
		<b>1,075</b>	<b>1,355</b>	<b>-</b>	<b>105</b>	<b>4,794</b>	<b>7,329</b>



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For the year ended 31 December 2016 截至2016年12月31日止年度

### 12. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS

*(continued)*

Notes:

- (a) Mr. Liu Jian, Ms. Chen Zhuo, Mr. Liang Bing and Mr. Long Weimin were appointed as executive directors of the Company on 5 January 2015. Mr. Liu Jian is the chief executive of the Group, and his emoluments disclosed above include those for services rendered by him as chief executive.
- (b) Mr. Wei Zhe, Ms. Wu Qimin and Mr. Lam Yiu Por were appointed as non-executive directors of the Company on 17 April 2015.
- (c) Mr. Lee Kwok Tung Louis, Mr. Yuan Boyin, Mr. Wu Haibing and Mr. Zhang Weilun were appointed as independent non-executive directors of the Company on 5 November 2015.

The executive directors' emoluments shown above were mainly for their services in connection with the management of the affairs of the Company and the Group.

The non-executive directors' emoluments shown above were mainly for their services as directors of the Company or its subsidiaries.

The independent non-executive directors' emoluments shown above were mainly for their services as directors of the Company.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.

During the year ended 31 December 2015, certain directors were granted share options, in respect of their services to the Group under the share option scheme of the Company. Details of the share option scheme are set out in note 35(a).

The discretionary bonus for executive directors is determined by the management based on the performance of a subsidiary of the Company and the discretionary bonus for Mr. Lam Yiu Por, a non-executive director, is determined by the Board of Directors based on his performance for the year ended 31 December 2016.

### 12. 董事、最高行政人員及僱員薪酬 (續)

附註：

- (a) 劉建先生、陳卓女士、梁兵先生及龍為民先生於2015年1月5日獲委任為本公司的執行董事。劉建先生為本集團行政總裁，上文所披露彼之酬金包括彼作為行政總裁提供服務所得酬金。
- (b) 衛哲先生、吳綺敏女士及林曉波先生於2015年4月17日獲委任為本公司的非執行董事。
- (c) 李國棟先生、袁伯銀先生、吳海兵先生及張維倫先生於2015年11月5日獲委任為本公司獨立非執行董事。

上述的執行董事酬金主要因彼等就管理有關本公司及本集團事務而支付。

上述的非執行董事酬金主要因彼等擔任本公司或其附屬公司董事而支付。

上述的獨立非執行董事酬金主要因彼等擔任本公司董事而支付。

並無任何董事或最高行政人員於年內放棄或同意放棄任何薪酬的安排。

截至2015年12月31日止年度內，若干董事根據本公司購股權計劃就彼等對本集團提供的服務獲授購股權。購股權計劃的詳情載於附註35(a)。

發放予執行董事的酌情花紅由管理層根據本公司一間附屬公司的業績釐定，而發放予非執行董事林曉波先生的酌情花紅則由董事會根據其截至2016年12月31日止年度之工作表現釐定。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 December 2016 截至2016年12月31日止年度

#### 12. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS

(continued)

The five highest paid individuals of the Group included three directors for the year ended 31 December 2015 and 2016. The remunerations of the remaining two individuals for the year ended 31 December 2015 and 2016 are set out below:

#### 12. 董事、最高行政人員及僱員薪酬 (續)

截至2015年及2016年12月31日止年度，本集團五名最高薪人士包括三名董事。截至2015年及2016年12月31日止年度，餘下兩人的薪酬載列如下：

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Salaries and other benefits	薪金及其他福利	2,008	879
Discretionary bonus	酌情花紅	867	-
Contributions to retirement benefit scheme	退休福利計劃供款	76	41
Share-based payments	股份付款	7,950	6,228
		<b>10,901</b>	<b>7,148</b>

Their emoluments were within the following bands:

彼等之酬金在下列組別人數如下：

		2016 2016年 No. of employee 僱員人數	2015 2015年 No. of employee 僱員人數
Hong Kong Dollars ("HK\$")1,000,001 to HK\$1,500,000 (equivalent to RMB868,000 to RMB1,302,000 (2015: RMB838,000 to RMB1,257,000))	1,000,001港元(「港元」)至1,500,000港元(相等於人民幣868,000元至人民幣1,302,000元)(2015年：人民幣838,000元至人民幣1,257,000元)	-	1
HK\$7,000,001 to HK\$7,500,000 (equivalent to RMB6,076,000 to RMB6,510,000 (2015: RMB5,865,000 to RMB6,284,000))	7,000,001港元至7,500,000港元(相等於人民幣6,076,000元至人民幣6,510,000元)(2015年：人民幣5,865,000元至人民幣6,284,000元)	-	1
HK\$3,000,001 to HK\$3,500,000 (equivalent to RMB2,604,000 to RMB3,038,000)	3,000,001港元至3,500,000港元(相當於人民幣2,604,000元至人民幣3,038,000元)	1	-
HK\$9,500,001 to HK\$10,000,000 (equivalent to RMB8,246,000 to RMB8,680,000)	9,500,001港元至10,000,000港元(相當於人民幣8,246,000元至人民幣8,680,000元)	1	-
		<b>2</b>	<b>2</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2016 截至2016年12月31日止年度

### 12. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS

*(continued)*

During the years ended 31 December 2016 and 2015, no emoluments were paid by the Group to any of the directors or the five highest paid individuals (including directors and employees) as an inducement to join or upon joining the Group or as compensation for loss of office. In addition, no directors waived any emoluments during the years ended 31 December 2016 and 2015.

### 12. 董事、最高行政人員及僱員薪酬 (續)

截至2016年及2015年12月31日止年度，本集團並無向任何董事或五名最高薪人士(包括董事及僱員)支付酬金作為其加入本集團或加入本集團後的獎勵或離職補償。此外，概無董事於截至2016年及2015年12月31日止年度內放棄任何酬金。

### 13. (LOSS) PROFIT FOR THE YEAR

### 13. 年度(虧損)利潤

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
(Loss) profit for the year has been arrived at after charging:	年內(虧損)利潤經扣除以下各項而得出：		
Directors' remuneration (note 12)	董事酬金(附註12)	12,697	7,329
Other staff cost:	其他員工成本：		
— salaries and other benefits	— 薪金及其他福利	282,927	165,985
— contributions to retirement benefit schemes	— 退休福利計劃供款	20,234	12,744
— share-based payments expenses of the Company	— 本公司的股份付款開支	4,927	9,836
— share-based payments expenses of a subsidiary	— 附屬公司的股份付款開支	7,683	5,298
<b>Total staff costs</b>	<b>總員工成本</b>	<b>328,468</b>	201,192
Auditors' remuneration	核數師薪酬	1,550	2,260
Depreciation for property, plant and equipment	物業、廠房及設備折舊	7,484	5,149
Amortisation of intangible assets	無形資產攤銷	2,559	56

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 December 2016 截至2016年12月31日止年度

#### 14. DISTRIBUTIONS

#### 14. 分派

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Dividends recognised as distribution during the year:	年內確認分派之股息：		
2015 final dividend - HK2.50 cents per share	2015年末期股息－每股2.50港仙	17,251	-
2015 special dividend - HK2.00 cents per share	2015年特別股息－每股2.00港仙	13,800	-
2015 dividend declared by a subsidiary	2015年附屬公司已宣派股息	-	87,592

In March 2016, a final dividend of HK2.5 cents per share and a special dividend of HK2.0 cents per share in respect of the year ended 31 December 2015 were declared by the directors and approved in the Company's annual general meeting on 31 May 2016. Dividend amounted to RMB31,051,000 (equivalent to HK\$36,000,000) had been paid to owners of the Company in July 2016.

於2016年3月，董事就截至2015年12月31日止年度宣派末期股息每股2.5港仙及特別股息每股2.0港仙，並於2016年5月31日之股東週年大會通過。人民幣31,051,000元（相當於36,000,000港元）之股息已於2016年7月派付予本公司擁有人。

No dividend has been proposed by the directors since the end of the reporting period.

報告期末後董事概無建議股息。

Dividends of RMB87,592,000 has been distributed by Guangdong Zhong Ao to its then equity interest holders during the year ended 31 December 2015, in which RMB54,073,000 have been offset with amounts due from directors and RMB33,519,000 was distributed in cash.

截至2015年12月31日止年度，股息人民幣87,592,000元已由廣東中奧分派予其當時權益持有人，當中人民幣54,073,000元已被應收董事款項抵消及人民幣33,519,000元已以現金分派。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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## 15.(LOSS) EARNINGS PER SHARE

The calculation of the basic and diluted (loss) earnings per share attributable to owners of the Company is based on the following data:

## 15.每股(虧損)盈利

計算本公司擁有人應佔每股基本及攤薄(虧損)盈利乃基於下列數據：

	2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
<b>(Loss) earnings:</b> (Loss) earnings for the purposes of basic and diluted (loss) earnings per share, representing (loss) profit for the year attributable to owners of the Company	(6,383)	10,911
<b>Number of shares:</b> Weighted average number of ordinary shares for the purpose of basic and diluted (loss) earnings per share	798,271,066	578,454,795

The calculation of the weighted average number of ordinary shares in issue during the year ended 31 December 2015 is based on the assumption that the Reorganisation and the capitalisation issue as set out in note 34(f) had been completed on 1 January 2015.

計算截至2015年12月31日止年度的已發行普通股加權平均數，乃基於假設重組及資本化發行(詳見附註34(f))已於2015年1月1日完成。

For the year ended 31 December 2016, the computation of diluted loss per share does not take into account the effect of the share options of the Company and the shares of 杭州壹到信息科技有限公司Hangzhou Yidao Information Technology Company Limited ("Hangzhou Yidao") since their exercise would result in a decrease in loss per share.

截至2016年12月31日止年度，計算每股攤薄虧損並無計及本公司購股權及杭州壹到信息科技有限公司(「杭州壹到」)股份之影響，乃由於其行使會導致每股虧損減少。

For the year ended 31 December 2015, the computation of diluted earnings per share does not assume the exercise of the share options of the Company since the exercise price of the share options is higher than the average market price of the Company's shares during the year ended 31 December 2015 and does not take into account of the effect of the Central Oscar and Decision Holdings Subscription Shares as defined in note 32 as its impact is anti-dilutive. The computation also does not take into account of the effect of the shares of Hangzhou Yidao that will be transferred to the employees of Hangzhou Yidao as set out in note 35(b) as its impact is anti-dilutive.

計算截至2015年12月31日止年度的每股攤薄盈利並無假設本公司的購股權已獲行使，乃由於購股權的行使價高於本公司股份於截至2015年12月31日止年度的平均市場價格，計算並無計及Central Oscar及Decision Holdings認購股份(定義見附註32)之影響，乃由於其影響具反攤薄作用。計算亦無計及杭州壹到將向杭州壹到僱員轉讓的股份之影響(詳見附註35(b))，乃由於其影響具反攤薄作用。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 December 2016 截至2016年12月31日止年度

### 16. PROPERTY, PLANT AND EQUIPMENT

### 16. 物業、廠房及設備

		Buildings	Leasehold improvement	Furniture, fixtures and equipment	Motor vehicles	Construction in progress	Total
		樓宇	租賃物業裝修	傢俱、固定設施及設備	汽車	在建工程	合計
		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
<b>COST</b>	<b>成本</b>						
At 1 January 2015	於2015年1月1日	7,967	1,197	14,104	7,318	-	30,586
Additions	添置	76	449	5,622	616	-	6,763
Acquisition of a subsidiary (note 36(b))	收購附屬公司 (附註36(b))	-	-	16	-	-	16
Disposals	出售	-	-	(527)	(788)	-	(1,315)
Disposal of a subsidiary (note 37)	出售一間附屬公司 (附註37)	-	-	(16)	-	-	(16)
At 31 December 2015	於2015年12月31日	8,043	1,646	19,199	7,146	-	36,034
Additions	添置	603	628	6,094	241	2,036	9,602
Acquisition of businesses through acquisition of subsidiaries (note 36(a))	透過收購附屬公司獲取業務(附註36(a))	9,287	850	1,413	2,875	-	14,425
Disposals	出售	-	-	(1,035)	(151)	-	(1,186)
At 31 December 2016	於2016年12月31日	17,933	3,124	25,671	10,111	2,036	58,875
<b>ACCUMULATED DEPRECIATION</b>	<b>累計折舊</b>						
At 1 January 2015	於2015年1月1日	766	1,186	5,650	1,863	-	9,465
Provided for the year	年度撥備	429	66	3,358	1,296	-	5,149
Eliminated on disposals	於出售時對銷	-	-	(238)	(347)	-	(585)
Disposal of a subsidiary (note 37)	出售一間附屬公司 (附註37)	-	-	(2)	-	-	(2)
At 31 December 2015	於2015年12月31日	1,195	1,252	8,768	2,812	-	14,027
Provided for the year	年內撥備	571	984	4,579	1,350	-	7,484
Eliminated on disposals	於出售時對銷	-	-	(725)	(70)	-	(795)
At 31 December 2016	於2016年12月31日	1,766	2,236	12,622	4,092	-	20,716
<b>CARRYING VALUES</b>	<b>賬面值</b>						
At 31 December 2016	於2016年12月31日	16,167	888	13,049	6,019	2,036	38,159
At 31 December 2015	於2015年12月31日	6,848	394	10,431	4,334	-	22,007

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### 16. PROPERTY, PLANT AND EQUIPMENT *(continued)*

The above items of property, plant and equipment other than construction in progress, are depreciated on a straight-line basis over their estimated useful lives, as follows:

Buildings	Over the term of lease of 20 years
Leasehold improvement	3 - 5 years
Furniture, fixtures and equipment	3 - 5 years
Motor vehicles	5 - 10 years

### 16. 物業、廠房及設備 (續)

除在建工程外，上述物業、廠房及設備項目乃以直線法於估計可使用年期內計算折舊如下：

樓宇	按20年租期
租賃物業裝修	3至5年
傢俱、固定設施及設備	3至5年
汽車	5至10年

### 17. INVESTMENT PROPERTIES

### 17. 投資物業

		RMB'000 人民幣千元
At 1 January 2016	於2016年1月1日	-
Additions	添置	46,090
Addition from acquisitions of businesses through acquisition of subsidiaries (note 36(a))	來自透過收購附屬公司獲取業務之添置(附註36(a))	90,229
Increase in fair value recognised in profit or loss	於損益確認之公平值增加	3,341
At 31 December 2016	於2016年12月31日	139,660

The fair values of the Group's completed investment properties at 31 December 2016 have been arrived at on the basis of valuation carried out by Jones Lang LaSalle Corporate Appraisal and Advisory Limited, a firm of independent qualified professional valuers not connected with the Group, who have appropriate qualifications and recent experiences in the valuation of similar properties in the relevant location.

本集團已竣工投資物業於2016年12月31日的公平值乃按仲量聯行企業評估及諮詢有限公司進行的估值釐定。仲量聯行企業評估及諮詢有限公司為一家與本集團並無關連的獨立合資格專業估值師行，其具備適當資格及近期曾為相關地區類似物業進行估值。

The valuations of completed investment properties were arrived at by reference to analysing the sales transactions of similar properties in the relevant locations and conditions, where appropriate. In estimating the fair value of the properties, the highest and best use of the properties is their current use.

已竣工投資物業的估值乃參考相關地區及環境中類似物業的銷售交易分析(如適用)計算得出。估值物業公平值時，物業的最高及最佳用途為其現時用途。

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#### 17. INVESTMENT PROPERTIES (continued) 17. 投資物業 (續)

The following table gives information about how the fair values of these investment properties as at 31 December 2016 are determined (in particular, the valuation techniques and inputs used), as well as the fair value hierarchy into which the fair value measurements are categorised (Levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

下表提供有關如何釐定該等投資物業於2016年12月31日的公平值(特別是所使用的估值技巧及輸入數據), 以及該等公平值計量根據公平值計量輸入值可觀察程度所歸屬的公平值層級(第一至三級)的資料。

Investment properties 投資物業	Fair value as at 31 December 2016 於2016年 12月31日 之公平值 RMB'000 人民幣千元	Hierarchy 等級	Valuation techniques 估值技巧	Significant unobservable inputs (relationship of unobservable inputs to fair value) 重大不可觀察輸入值 (不可觀察輸入值與 公平值之關係)	Range 範圍	Sensitivity 敏感度
Completed residential units located at Ningbo, Zhejiang Province 位於浙江省寧波市的已 竣工住宅單位	91,160	Level 2 第二級	Direct comparison method - based on market observable transactions of and similar properties and adjusted to reflect the conditions of the subject property. 直接比較法—根據市場類似物業的可觀 察交易並作出調整以反映指涉物業的 狀況。	market unit price per square metre (the higher of the market unit price, the higher of the fair value) 每平方米市場單位價格 (市場單位價格越 高, 公平值越高)	RMB8,000 - RMB25,000 人民幣8,000元至 人民幣25,000元	A significant increase/ decrease in market unit price would result in significant increase/decrease in fair value. 市場單位價格大幅增 加/減少將導致公 平值大幅增加/減 少。
Completed commercial units located at Ningbo, Zhejiang Province 位於浙江省寧波市的已 竣工商用單位	48,500	Level 2 第二級	Direct comparison method - based on market observable transactions of and similar properties and adjusted to reflect the conditions of the subject property. 直接比較法—根據市場類似物業的 可觀察交易並作出調整以反映指 涉物業的狀況。	market unit price per square metre (the higher of the market unit price, the higher of the fair value) 每平方米市場單位價格 (市場單位價格越 高, 公平值越高)	RMB16,000 - RMB17,000 人民幣16,000元至 人民幣17,000元	A significant increase/ decrease in market unit price would result in significant increase/decrease in fair value. 市場單位價格大幅增 加/減少將導致公 平值大幅增加/減 少。



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### 17. INVESTMENT PROPERTIES *(continued)*

The investment properties are all situated in the PRC under medium-term lease. They are not held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time and therefore the presumption to recover entirely through sale is not rebutted. The Group has recognised deferred taxation on fair value changes in investment properties taking into account the land appreciation tax on disposal.

At 31 December 2016, investment properties of RMB14,386,000 (2015: nil) were pledged to secure certain banking facilities granted to the Group.

### 18. PAYMENT FOR ACQUISITION OF PROPERTIES

As at 31 December 2016, the Group has made deposit of RMB27,952,000 (2015: RMB59,504,000) in relation to the acquisition of properties situated in the PRC to independent property developers.

During the year ended 31 December 2016 and 2015, pursuant to the agreements entered into between the Group and independent property developers ("Agreements"), all of which are customers of the Group, these customers agreed to dispose of their properties to the Group for the settlement of trade receivables due to the Group. During the year ended 31 December 2016, pursuant to the Agreements, the Group has transferred the carrying amounts of trade receivables amounting to RMB7,447,000 (2015: RMB6,665,000) to payments for acquisition of properties, in addition, paid further cash deposits of RMB6,234,000 (2015: RMB8,839,000) for the acquisition of properties. During the year ended 31 December 2016, the payment for acquisition of properties amounting to RMB45,233,000 (2015: nil) were transferred to investment properties on completion of the aforesaid acquisition of properties.

### 17. 投資物業 (續)

投資物業全部位於中國並根據中期租約持有。其並非按目的為於一段時間內消耗投資物業所含絕大部分經濟利益的業務模式持有，因此透過銷售全數收回之假設並未駁回。本集團已就投資物業的公平值變動確認遞延稅項，當中計及出售的土地增值稅。

於2016年12月31日，人民幣14,386,000元(2015年：無)的投資物業已抵押，以為本集團獲授的若干銀行融資提供擔保。

### 18. 收購物業的付款

於2016年12月31日，本集團已就收購位於中國的物業向獨立物業發展商支付人民幣27,952,000元(2015年：人民幣59,504,000元)按金。

於截至2016年及2015年12月31日止年度，根據本集團與獨立物業發展商(均為本集團客戶)訂立之協議(「該等協議」)，該等客戶同意向本集團出售旗下物業，以結付結欠本集團之貿易應收款項。於截至2016年12月31日止年度，根據該等協議，本集團已轉撥賬面值達人民幣7,447,000元(2015年：人民幣6,665,000元)之貿易應收款項作收購物業之付款，再外，進一步支付現金按金人民幣6,234,000元(2015年：人民幣8,839,000元)供收購物業。於截至2016年12月31日止年度，收購物業之付款達人民幣45,233,000元(2015年：無)已於完成前述物業收購時轉撥至投資物業。

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### 綜合財務報表附註

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#### 19. INTERESTS IN JOINT VENTURES

#### 19. 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
Cost of investment, unlisted	投資成本，非上市	2,070	900
Share of post-acquisition results, net of dividends received	分佔收購後業績 (扣除已收股息)	2,293	145
		<b>4,363</b>	<b>1,045</b>

Name of entity 實體名稱	Place of establishment and principal place of business 成立地點及 主要營運地點	Proportion of ownership interest held by the Group 本集團持有的 擁有權益比例		Principal activities 主要業務
		2016 2016年 %	2015 2015年 %	
寧波市迪賽酒店物業服務有限公司 Ningbo Disai Hotel Property Services management services Company Limited* ("Ningbo Disai")	the PRC	60	60	Provision of property management services
寧波市迪賽酒店物業服務有限公司 (「寧波迪賽」)	中國		(附註a)	提供物業管理服務
寧波永都房產銷售有限公司 Ningbo Yongdu Property Sales Company Limited* ("Yongdu Sales")	the PRC	35	-	Provision of real estate agency services
寧波永都房產銷售有限公司 (「永都銷售」)	中國		(附註b)	提供房地產代理服務

\* The English name is for identification purpose only.

\* 英文名稱僅供識別。

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### 綜合財務報表附註

For the year ended 31 December 2016 截至2016年12月31日止年度

#### 19. INTERESTS IN JOINT VENTURES

*(continued)*

Notes:

- (a) According to the Articles of Association of Ningbo Disai, decisions on relevant activities require unanimous consent and approval from the equity holders. Therefore, Ningbo Disai is regarded as a joint venture of the Group.
- (b) During the year ended 31 December 2016, the Group acquired 35% equity interest of Yongdu Sales through the acquisition of Zhejiang Yongcheng. Details of acquisition are set out in note 36(a). According to the Articles of Association of Yongdu, decisions on relevant activities require unanimous consent and approval from the equity holders. Therefore, Yongdu Sales is regarded as a joint venture of the Group.

Joint ventures of the Group are considered to be immaterial and the financial information of the joint ventures are individually immaterial.

#### 19. 於合營企業的權益 (續)

附註：

- (a) 根據寧波迪賽的公司章程，有關業務的決策規定須經權益持有人的一致同意及批准。因此，寧波迪賽被視為本集團的合營企業。
- (b) 截至2016年12月31日止年度，本集團透過收購浙江永成收購永都銷售的35%股權。收購事項的詳情載於附註36(a)。根據永都銷售的公司章程，有關業務的決策規定須經權益持有人的一致同意及批准。因此，永都銷售被視為本集團的合營企業。

本集團的合營企業被視為不屬重大並且個別而言該等合營企業的財務資料並不重大。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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## 20. GOODWILL

## 20. 商譽

RMB'000  
人民幣千元

<b>COST AND CARRYING VALUES</b>	<b>成本及賬面值</b>	
At 1 January 2015 and 31 December 2015	於2015年1月1日及 2015年12月31日	41
Arising on acquisitions of businesses through acquisition of subsidiaries (note 36(a))	因透過收購附屬公司獲取業務 產生(附註36(a))	89,142
At 31 December 2016	於2016年12月31日	89,183

For the purpose of impairment testing, the goodwill has been allocated to a group of communities managed by the Group collectively as the property management cash-generating units ("Property Management CGU").

為了進行減值測試，商譽已分配本集團管理的一組社區，統稱為物業管理現金產生單位（「物業管理現金產生單位」）。

During the years ended 31 December 2016 and 2015, management of the Group determined that no impairment of goodwill should be recognised of its Property Management CGU.

於截至2016年及2015年12月31日止年度，本集團管理層判定不應就其物業管理現金產生單位確認任何商譽減值。

The recoverable amount of the Property Management CGU has been determined based on a value-in-use calculation. The calculation uses cash flow projection based on financial budgets approved by management covering a 5-year period and at a discount rate of 16% (2015: 15%) per annum. The cash flows beyond the five-year period are extrapolated using a growth rate of 2% (2015: 2%).

物業管理現金產生單位的可收回金額根據使用價值計算釐定。該計算使用根據經管理層批准涵蓋五年期間之財務預算及每年16%（2015年：15%）之貼現率作出之現金流量預測。五年期間後之現金流量乃使用2%（2015年：2%）之增長率推算。

Cash flow projections during the budget period for the Property Management CGU are based on management's estimate of cash inflows/outflows including revenue, operating expenses and working capital requirements. The assumptions and estimation are based on the Property Management CGU past performance and management's expectation of market development. The management of the Group believes that any reasonably possible change in the key assumptions of the value-in-use calculation would not cause the carrying amount to exceed its recoverable amount.

預算期間物業管理現金產生單位的現金流量預測乃基於管理層對現金流入／流出的估計，包括收益、經營開支及營運資金需求。假設及估計基於物業管理現金產生單位的過往表現及管理層對市場發展之預期。本集團管理層認為使用價值計算法的主要假設之任何合理可能變動不會導致賬面值超過其可收回金額。

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## 21. INTANGIBLE ASSETS

## 21. 無形資產

Property  
management  
contracts  
物業管理合同  
RMB'000  
人民幣千元

<b>COST</b>	<b>成本</b>	
At 1 January 2015 and 31 December 2015	於2015年1月1日及 2015年12月31日	280
Acquired on acquisitions of businesses through acquisition of subsidiaries (note 36(a))	因透過收購附屬公司獲取業務 而獲得(附註36(a))	108,759
At 31 December 2016	於2016年12月31日	109,039
<b>AMORTISATION</b>	<b>攤銷</b>	
At 1 January 2015	於2015年1月1日	135
Charge for the year	年內攤銷	56
At 31 December 2015	於2015年12月31日	191
Charge for the year	年內攤銷	2,559
At 31 December 2016	於2016年12月31日	2,750
<b>CARRYING VALUES</b>	<b>賬面值</b>	
At 31 December 2016	於2016年12月31日	106,289
At 31 December 2015	於2015年12月31日	89

The above intangible assets have finite useful lives and are amortised on a straight-line basis over five to fifteen years.

上述無形資產可使用年期有限並以直線法於五至十五年內攤銷。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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#### 22. DEFERRED TAXATION

The following is the analysis of the deferred tax balances for financial reporting purposes:

#### 22. 遞延稅項

就財務申報目的對遞延稅項結餘的分析如下：

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Deferred tax assets	遞延稅項資產	16,892	9,894
Deferred tax liabilities	遞延稅項負債	(29,312)	-
		<b>(12,420)</b>	9,894

The following are the major deferred tax asset (liabilities) recognised and movements thereon during the years ended 31 December 2016 and 2015:

於截至2016年及2015年12月31日止年度確認的主要遞延稅項資產(負債)及其變動如下：

		Allowance on doubtful debts on trade receivables	Fair value change of investment properties	Intangible assets	Withholding tax on undistributed earnings	Total
		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
At 1 January 2015	於2015年1月1日	7,282	-	-	-	7,282
Credit to profit or loss	計入損益	2,612	-	-	-	2,612
At 31 December 2015	於2015年12月31日	9,894	-	-	-	9,894
Acquisitions of businesses through acquisition of subsidiaries (note 36(a))	透過收購附屬公司獲取業務(附註36(a))	4,887	536	(27,190)	-	(21,767)
Credit (charge) to profit or loss	於損益計入(扣除)	1,594	(835)	626	(1,932)	(547)
At 31 December 2016	於2016年12月31日	16,375	(299)	(26,564)	(1,932)	(12,420)

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### 22. DEFERRED TAXATION *(continued)*

At 31 December 2016, the Group has unused tax losses of RMB65,652,000 (2015: RMB6,974,000) available for offset against future profits. No deferred tax asset has been recognised in respect of the tax losses due to the unpredictability of future profit streams. 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
2019	2019年	719	548
2020	2020年	10,766	6,426
2021	2021年	54,167	-
		<b>65,652</b>	<b>6,974</b>

At 31 December 2016, the Group has deductible temporary differences of RMB4,800,000 (2015: RMB8,308,000) in respect of the impairment loss on other receivables. No deferred tax asset has been recognised in relation to such deductible temporary difference as it is not probable that taxable profit will be available against while the deductible temporary differences can be utilised.

### 22. 遞延稅項 (續)

於2016年12月31日，本集團有未動用稅項虧損人民幣65,652,000元(2015年：人民幣6,974,000元)可用於抵銷未來利潤。由於未來利潤來源的不可預測性，並無就稅項虧損確認任何遞延稅項資產。根據中國相關法律法規，報告期末的未確認稅項虧損將於下列年度到期：

於2016年12月31日，本集團有關其他應收款項減值虧損的可抵扣暫時差額為人民幣4,800,000元(2015年：人民幣8,308,000元)。由於應課稅利潤不大可能用以抵銷可抵扣暫時差額，故並無就該等可抵扣暫時差額確認遞延稅項資產。

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#### 23. TRADE AND OTHER RECEIVABLES

#### 23. 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 receivables	貿易應收款項	205,323	110,789
Less: Allowance for doubtful debts	減：呆賬準備	(45,950)	(39,576)
<b>Total trade receivables</b>	<b>貿易應收款項總額</b>	<b>159,373</b>	<b>71,213</b>
Other receivables:	其他應收款項：		
Deposits paid to utilities suppliers	向公用事業供應商 支付的按金	12,721	3,356
Advance to staffs	向員工墊款	11,983	9,266
Prepayments	預付款項	20,627	13,151
Payment on behalf of community residents to utilities suppliers	代表社區住戶向公用事業 供應商付款	26,799	10,257
Consideration receivable on disposal of a subsidiary	與出售附屬公司有關之 應收代價	-	3,031
Other tax recoverable	其他可收回稅項	1,179	2,186
Others	其他	4,305	1,982
		<b>77,614</b>	<b>43,229</b>
Less: Allowance for doubtful debts	減：呆賬準備	(4,800)	(8,308)
<b>Total other receivables</b>	<b>其他應收款項總額</b>	<b>72,814</b>	<b>34,921</b>
<b>Total</b>	<b>總計</b>	<b>232,187</b>	<b>106,134</b>

Trade receivables are mainly arisen from property management services income.

貿易應收款項主要來自物業管理服務收入。



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## 23. TRADE AND OTHER RECEIVABLES

*(continued)*

Property management services income from providing property management services are required to be settled by property owners and property developers within 45 days upon the issuance of demand note. The settlement pattern of the property management services income from property management services are normally within 30 days to 90 days after the issuance of demand note to the property owners and property developers.

The following is an aged analysis of trade receivables net of allowance for doubtful debts presented based on the date of demand note, which approximated the respective revenue recognition dates:

## 23. 貿易及其他應收款項 (續)

業主及物業發展商須於繳款通知書發出後45日內結算提供物業管理服務所產生的物業管理服務收入。來自物業管理服務的物業管理服務收入一般於向業主及物業發展商發出繳款通知書後30日至90日內結算。

以下為按繳款通知書日期(與相關收益確認日期相若)呈列的貿易應收款項減呆賬撥備的賬齡分析：

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
0 to 30 days	0至30日	31,393	16,324
31 to 90 days	31至90日	32,355	16,971
91 to 180 days	91至180日	34,306	15,689
181 to 365 days	181至365日	42,404	17,803
Over 1 year	一年以上	18,915	4,426
		<b>159,373</b>	<b>71,213</b>

Credit limits attributed to customers are reviewed once a year.

客戶獲授信貸限額每年覆核一次。

In determining the recoverability of a trade receivable from property management services, the Group considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the end of the reporting period and no impairment is considered necessary for those balances which are neither past due nor impaired as they have good repayment history with the Group.

在釐定來自物業管理服務貿易應收款項的可收回性時，本集團考慮自初步授出信貸日期起至報告期末貿易應收款項的信貸質量有否任何變動，並認為毋須就該等既無逾期亦未減值且與本集團有良好還款記錄的結餘計提減值。

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#### 23. TRADE AND OTHER RECEIVABLES

*(continued)*

For those trade receivables that are past due in each residential communities managed by the Group, the Group has considered the aging, credit profile including default or delay in payments, settlement records and cash collections post year end in each residential communities, impairment allowance is provided mainly to certain communities located in Eastern and Central region and Southern Region of which the property management services are provided. In the opinion of the management of the Group, necessary impairment for doubtful debts has been made in respect of the unsettled balances of trade receivables.

Included in the Group's trade receivable balance are receivables with aggregate carrying amount of RMB118,026,000 (2015: RMB47,623,000) at 31 December 2016, which are past due as at the end of the reporting period for which the Group has not provided for impairment loss. The Group does not hold any collateral over these balances.

#### Aging of past due but not impaired trade receivables

#### 23. 貿易及其他應收款項 (續)

就本集團管理之各住宅社區已逾期之該等貿易應收款項而言，本集團已考慮各住宅社區之賬齡、信貸歷史，包括拖欠或延遲還款、償付記錄及年結後收回現金，已主要就位於華東、華中及華南地區獲提供物業管理服務的若干社區計提減值撥備。本集團管理層認為已就未償付貿易應收款項結餘計提必須呆賬減值。

於2016年12月31日，總賬面值為人民幣118,026,000元(2015年：人民幣47,623,000元)的應收賬款已計入本集團貿易應收款項結餘，該等應收賬款於報告期末逾期，而本集團並未就相關減值虧損作出撥備。本集團並無就該等結餘持有任何抵押品。

#### 逾期但並無減值的貿易應收款項賬齡

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
0 to 90 days	0至90日	22,401	9,705
91 to 180 days	91至180日	34,306	15,689
181 to 365 days	181至365日	42,404	17,803
Over 1 year	一年以上	18,915	4,426
		118,026	47,623

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## 23. TRADE AND OTHER RECEIVABLES

*(continued)***Movement in the allowance for doubtful trade and other receivables**

## 23. 貿易及其他應收款項 (續)

## 貿易及其他應收款項呆賬準備的變動

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Balance at the beginning of the year	年初結餘	47,884	37,435
Allowance for doubtful debts recognised	已確認呆賬減值	13,434	13,785
Amount written off as uncollectible	撇銷為無法收回之款項	(10,568)	(3,336)
Balance at the end of the year	年末結餘	50,750	47,884

At 31 December 2016, included in the allowance for doubtful receivables are individually impaired trade and other receivables with an aggregate balance of RMB50,750,000 (2015: RMB47,884,000). With reference to the credit profile of these receivables, these balances may not be recoverable. The Group does not hold any collateral over these balances.

於2016年12月31日，總結餘為人民幣50,750,000元(2015年：人民幣47,884,000元)的個別已減值貿易及其他應收款項已計入應收賬款呆賬撥備。參照該等應收賬款的信貸歷史，該等結餘可能無法收回。本集團並無就該等結餘持有任何抵押品。

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#### 24. AMOUNT DUE FROM A RELATED PARTY

Particulars of amount due from a related party are as follows:

##### Name of related party

#### 24. 應收一名關聯方款項

應收一名關聯方款項詳情如下：

##### 關聯方名稱

Name of related party	關聯方名稱	Maximum amount outstanding during the year ended 31 December 2016 截至2016年12月31日止年度的最高未付金額		
		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Guangzhou Xunhua Electric Technology Company Limited ("Guangzhou Xunhua")	廣州迅華電氣技術有限公司 (「廣州迅華」)	-	178	178

Guangzhou Xunhua is established in the PRC which is engaged in provision of electric lightening services. It is controlled by Mr. Liu Jian, the director and shareholder of the Company.

廣州迅華於中國成立，從事提供電力照明服務，由本公司董事兼股東劉建先生控制。

The amount due from Guangzhou Xunhua is non-trade nature, unsecured, interest-free and settled during the year.

應收廣州迅華的款項乃屬非貿易性質、無抵押、免息及已於年內結清。

#### 25. AMOUNTS DUE FROM NON-CONTROLLING SHAREHOLDERS OF SUBSIDIARIES

The amounts are non-trade nature, unsecured, interest-free and repayable on demand.

#### 25. 應收附屬公司非控股股東款項

該款項乃屬非貿易性質、無抵押、免息及須按要求償還。

## 26. FINANCIAL ASSETS DESIGNATED AS AT FVTPL

During the year ended 31 December 2016, the Group has entered into structured deposit contracts amounting to RMB2,500,000 with banks and acquired a structured deposit amounting to RMB50,000 through acquisition of Zhejiang Yongcheng. The principal amount was guaranteed but the return was not guaranteed by the bank. The contract has been classified as at financial assets designated as at FVTPL on initial recognition. The expected return rate stated in the contract ranged from 1.7% to 3.7% per annum for the year ended 31 December 2016.

In the opinion of the management of the Group, the fair value of the structured deposit at 31 December 2016 approximated their principal amount.

## 26. 指定為按公平值計入損益的金融資產

截至2016年12月31日止年度，本集團與銀行訂立結構性存款合約，價值人民幣2,500,000元，並透過收購浙江永成收購結構性存款人民幣50,000元。銀行保證本金額但不保證回報。該合約於初始確認時分類為指定為按公平值計入損益的金融資產。合約就截至2016年12月31日止年度載列的預計回報率介乎每年1.7%至3.7%。

本集團管理層認為，結構性存款於2016年12月31日的公平值與其本金額相若。

## 27. PLEDGED BANK DEPOSITS AND BANK BALANCES AND CASH

The Group collects monies from certain community residents to establish daily repair and maintenance funds in accordance with the relevant rules and regulations in the PRC. All of the monies collected are required to be kept in designated bank accounts under the name of the relevant subsidiaries of the Group although the monies collected and the related interest income belong to the community residents. Pursuant to the property management agreements between the Group and the community residents the withdrawal and use of the funds is subject to approval by the community residents. As the monies maintained for daily repair and maintenance funds are not controlled by the Group, they are not recognised as bank balances of the Group. As at 31 December 2016, RMB9,321,000 (2015: nil) are kept in daily repair and maintenance funds on behalf of the community residents.

## 27. 已抵押銀行存款及銀行結餘及現金

本集團根據相關中國規則及規例向若干社區的居民收集錢款以設立日常維修保養基金。儘管所收集錢款及相關利息收入屬社區居民所有，惟所收集錢款須存置於本集團有關附屬公司名下的指定銀行賬戶。根據本集團與社區住戶訂立的物業管理協議，提取及動用有關基金須獲社區居民批准。由於本集團無法控制作為日常維修保養基金存置的錢款，故有關錢款不被視為本集團的銀行結餘。截至2016年12月31日，本集團代表社區居民保管日常維修及保養基金約人民幣9,321,000元(2015年：無)。

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#### 27. PLEDGED BANK DEPOSITS AND BANK BALANCES AND CASH

*(continued)*

The bank deposits as at 31 December 2015 amounting to RMB62,834,000 were pledged to banks to secure the short-term banking facilities granted to the Group. The deposits has been released in September 2016 upon the repayment of bank borrowings.

Pledged bank deposits and bank balances carry interest at prevailing market interest rates which range from 0.01% to 1.5% (2015: 0.01% to 1.5%) per annum for the year ended 31 December 2016.

The pledged bank deposits and bank balances and cash denominated in original currency are as follows:

#### 27. 已抵押銀行存款及銀行結餘及現金(續)

於2015年12月31日，本集團已抵押人民幣62,834,000元的銀行存款予銀行，以擔保授予本集團的短期銀行融資。有關存款已於2016年9月償還銀行借款後獲得解除。

截至2016年12月31日止年度，已抵押銀行存款及銀行結餘按現行市場利率計息，利率介乎每年0.01%至1.5%(2015年：0.01%至1.5%)。

以原本貨幣計值的已抵押銀行存款及銀行結餘及現金如下：

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
RMB	人民幣	243,008	165,849
USD	美元	62,242	59,517
HK\$	港元	137,223	286,575
		442,473	511,941

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## 28. TRADE AND OTHER PAYABLES

## 28. 貿易及其他應付款項

		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	36,575	25,139
Other payables:	其他應付款項：		
Receipts on behalf of community residents	代表社區住戶收款	81,864	32,044
Receipts in advances	預收款項	78,323	36,854
Deposits received (note)	已收按金(附註)	51,917	29,252
Accrued staff costs	應計員工成本	79,859	15,142
Accrued listing expenses	應計上市開支	-	10,252
Contingent considerations payable (note 33)	應付或然代價(附註33)	22,101	-
Other tax payables	其他應付稅項	8,502	769
Others	其他	9,652	5,243
Total other payables	其他應付款項總額	332,218	129,556
Total	總計	368,793	154,695

Note: The balances represented the deposits paid by the community residents during the period when their relevant property is under refurbishment.

附註：結餘指相關物業處於翻新期間時由社區住戶支付的按金。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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#### 28. TRADE AND OTHER PAYABLES

*(continued)*

The credit period granted by suppliers to the Group ranges from 3 days to 90 days. The following is an aged analysis of trade payables presented based on the invoice date at the end of each reporting period:

#### 28. 貿易及其他應付款項(續)

供應商向本集團授出的信貸期介乎3日至90日。以下為於各報告期末按發票日期呈列的貿易應付款項的賬齡分析：

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
0 to 60 days	0至60日	31,369	22,731
61 to 180 days	61至180日	2,738	1,530
181 to 365 days	181至365日	1,252	416
Over 1 year	1年以上	1,216	462
		<b>36,575</b>	25,139

#### 29. AMOUNT DUE TO A JOINT VENTURE

The amount is non-trade nature, unsecured, interest-free and repayable on demand.

#### 29. 應付一間合營企業款項

該款項乃屬非貿易性質、無抵押、免息及須按要求償還。

#### 30. AMOUNTS DUE TO NON-CONTROLLING SHAREHOLDERS OF SUBSIDIARIES

The amounts are non-trade nature, unsecured, interest-free and repayable on demand.

#### 30. 應付附屬公司非控股股東款項

該款項乃屬非貿易性質、無抵押、免息及須按要求償還。



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31. BORROWINGS

31. 借款

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Unsecured bank borrowings	無抵押銀行借款	126,618	9,640
Secured bank borrowings	有抵押銀行借款	2,330	20,000
		<b>128,948</b>	29,640
Variable-rate borrowings	浮息借款	103,618	29,640
Fixed-rate borrowings	定息借款	25,330	-
		<b>128,948</b>	29,640
Carrying amount payable:	應付賬面值：		
Within one year	一年內	45,524	22,361
More than one year, but not exceeding two years	超過一年，但不超過兩年	20,450	2,361
More than two years, but not exceeding five years	超過兩年，但不超過五年	62,974	4,918
		<b>128,948</b>	29,640
Less: Amount due within one year shown under current liability	減：流動負債項下所列於一年內到期的金額	<b>(45,524)</b>	(22,361)
Amount due after one year	一年後到期的金額	<b>83,424</b>	7,279

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#### 31. BORROWINGS (continued)

As at 31 December 2016, all borrowings are denominated in RMB except that unsecured borrowings amounting to RMB103,618,000 (2015: Nil) are denominated in HK\$.

The ranges of effective interest rates (equal to contracted interest rates) on the Group's borrowings are as follows:

#### 31. 借款(續)

於2016年12月31日，所有借款均以人民幣計值，惟人民幣103,618,000元(2015年：無)之無抵押借款以港元計值除外。

本集團借款的實際利率幅度(相等於訂約利率)如下：

		2016 2016年	2015 2015年
Fixed-rate bank borrowings	定息借款	4.35% to 5.85% per annum 每年4.35% 至5.85%	N/A  不適用
Variable-rate borrowings	浮息借款		
Benchmark borrowing rate of the People's Republic of China	中華人民共和國貸款基準 利率	N/A  不適用	+0.23% to +0.86% per annum 每年+0.23% 至+0.86%
Hong Kong Inter-Bank Offered Rate ("Offered Rate")	香港銀行同業拆息率 ("同業拆息率")	+ 1.5% per annum 每年+ 1.5%	N/A  不適用

Bank borrowings of RMB2,330,000 (2015: RMB20,000,000) have been secured by assets as disclosed in note 17 and 27, respectively.

銀行借貸人民幣2,330,000元(2015年：人民幣20,000,000元)已由資產作擔保，見附註17及27所分別披露。

### 32. FINANCIAL LIABILITIES DESIGNATED AS AT FVTPL

On 3 February 2015, Mr. Liu Jian, Ms. Chen Zhuo, Mr. Liang Bing, Mr. Long Weimin, the Company and Qichang, the immediate and ultimate holding company of the Company have, among others, entered into share purchase agreements and shareholders' agreement ("Shareholders' Agreement"), with two independent third parties, namely, Central Oscar Holdings Limited ("Central Oscar") and 上海恆璣資產管理中心(有限合夥) "上海恆璣" which subsequently designated as Decision Holdings Limited ("Decision Holdings"), being a wholly-owned subsidiary of 上海恆璣, to enter into a novation agreement on 17 April 2015 to take up all the rights and obligations of 上海恆璣 under the share purchase agreement. Pursuant to these agreements, the Company agreed to issue and allot to Central Oscar and Decision Holdings, and Central Oscar and Decision Holdings agreed to subscribe for 150 and 90 ordinary shares (the "Central Oscar and Decision Holdings Subscription Shares"), representing 15% and 9% equity interests in the enlarged share capital of the Company with subscription price of USD20,000,000 and USD12,000,000 respectively and the net proceeds of the above subscription are equivalent to RMB193,194,000. The shares were issued on 17 April 2015.

Pursuant to the Shareholders' Agreement, the Company has granted an option (the "Put Option") to each of Central Oscar and Decision Holdings that in the event that an initial public offering of the shares of the Company as set out in the Shareholders' Agreement (the "Qualified IPO") does not complete within five years from the date of 17 April 2015 (i.e. 16 April 2020, the Maturity Date) or the occurrence of an early put option triggering event as stipulated in the Shareholders' Agreement, Central Oscar and Decision Holdings will have the option requiring Qichang to purchase all (but not some) the Central Oscar and Decision Holdings Subscription Shares then held by Central Oscar and Decision Holdings at the USD amount equal to the sum of the subscription amount paid by Central Oscar and Decision Holdings plus a return calculated at the rate of 10% per annum minus any dividends or distribution received by Central Oscar and Decision Holdings. Such put option will lapse upon the closing of the Qualified IPO.

### 32. 指定為按公平值計入損益的金融負債

於2015年2月3日，劉建先生、陳卓女士、梁兵先生、龍為民先生、本公司和啟昌(為本公司的直接及最終控股公司)與兩名獨立第三方Central Oscar Holdings Limited(「Central Oscar」)及上海恆璣資產管理中心(有限合夥)(「上海恆璣」)訂立(其中包括)購股協議及股東協議(「股東協議」)，上海恆璣其後指定其全資附屬公司Decision Holdings Limited(「Decision Holdings」)於2015年4月17日訂立更替協議，以負起上海恆璣於購股協議下的一切權利及責任。根據該等協議，本公司同意向Central Oscar及Decision Holdings發行及配發，而Central Oscar及Decision Holdings同意分別按認購價20,000,000美元及12,000,000美元，認購150及90股普通股(「Central Oscar及Decision Holdings認購股份」)(分別佔本公司已擴大股本的15%及9%權益)，上述認購事項的所得款項淨額相等於人民幣193,194,000元。該等股份於2015年4月17日發行。

根據股東協議，本公司分別向Central Oscar及Decision Holdings授出期權(「認沽期權」)，倘本公司股份的首始公開發售(如股東協議所載「合資格首次公開發售」)並無於自2015年4月17日當日起五年內完成(即2020年4月16日，到期日期)，或認沽期權提早出現觸發股東協議內訂明的事件，則Central Oscar及Decision Holdings將有選擇權要求啟昌購買當時由Central Oscar及Decision Holdings持有的全數(而非部分)Central Oscar及Decision Holdings認購股份，並以相等於Central Oscar及Decision Holdings已付認購總數的美元金額支付，另加按每年10%計算的回報減去Central Oscar及Decision Holdings收取的任何股息或分派。有關認沽期權將於合資格首次公開發售結束時失效。

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### 32. FINANCIAL LIABILITIES DESIGNATED AS AT FVTPL *(continued)*

Mr. Liu Jian, Ms. Chen Zhuo, Mr. Liang Bing, Mr. Long Weimin, the directors and shareholders of the Company, and certain companies incorporated in the BVI which are holding the entire equity interest of Qichang, certain subsidiaries of the Company including Zhong Ao Holdings, Zhong Ao HK, Guangdong Zhong Ao, Guangzhou Baijin Guanxia Hotel Property Management Company Limited, Hangzhou Huachang Property Management Company Limited ("Hangzhou Huachang"), Hangzhou Lvdu Hubin Garden Property Services Company Limited ("Hangzhou Lvdu"), Guangzhou Daojia and Guangzhou Maiyue and the joint venture of the Group including Ningbo Disai are jointly and severally liable with Qichang for the obligations of Qichang.

As the Group's obligation to repay to Central Oscar and Decision Holdings is contingent on an event which is outside control of the Group and the Group does not have unconditional right to avoid making payment when they exercise such right in future, the Company has presented the Central Oscar and Decision Holdings Subscription Shares with the Put Option as a whole as financial liabilities designated as at FVTPL as at initial recognition date.

On 29 June 2015, Mr. Liu Jian, Ms. Chen Zhuo, Mr. Liang Bing, Mr. Long Weimin, the Company and Qichang have, among others, entered into amendment to Shareholders' Agreement ("Amendment") with Central Oscar and Decision Holdings. Pursuant to the Amendment, the Company and certain subsidiaries and the joint venture of the Group as set out above were no longer jointly or severally liable for the obligations of Qichang which were originally required according to the Shareholders' Agreement. As a result, the Central Oscar and Decision Holdings Subscription Shares which initially classified as financial liabilities designated as at FVTPL of the Group were then reclassified to the equity of the Company at the fair value on 29 June 2015 amounting to RMB198,980,000. The change of the fair value of financial liabilities designated as at FVTPL between initial recognition date and 29 June 2015 amounting to RMB6,343,000 was recognised in profit or loss during the year ended 31 December 2015.

### 32. 指定為按公平值計入損益的金融負債 (續)

本公司董事及股東劉建先生、陳卓女士、梁兵先生、龍為民先生，以及若干於英屬處女群島註冊成立且持有啟昌、本公司若干附屬公司(包括中奧控股、中奧香港、廣東中奧、廣州白金管家酒店物業管理有限公司、杭州華昌物業管理有限公司(「杭州華昌」)、杭州綠都湖濱花園物業服務有限公司(「杭州綠都」)、廣州到家及廣州邁越)的全數股權的公司，以及本集團的合營企業(包括寧波迪賽)，會共同及個別地與啟昌就啟昌的義務承擔責任。

由於本集團向Central Oscar及Decision Holdings還款的責任視乎本集團控制以外的事件而定，而當彼等日後行使有關權利時本集團並無權無條件避免付款，故本公司已於初始確認日期將Central Oscar及Decision Holdings認購股份及認沽期權整體呈列為指定為按公平值計入損益的金融負債。

於2015年6月29日，劉建先生、陳卓女士、梁兵先生、龍為民先生、本公司及啟昌與Central Oscar及Decision Holdings訂立(其中包括)股東協議的修訂(「修訂」)。如上文所述，根據修訂，本公司及本集團的若干附屬公司及該合營企業不再按原先的股東協議須共同或個別就啟昌的義務承擔責任。因此，於2015年6月29日，本集團初始分類為指定為按公平值計入損益的金融負債的Central Oscar及Decision Holdings認購股份其後重新按其公平值分類為本公司權益，金額為人民幣198,980,000元。截至2015年12月31日，指定為按公平值計入損益的金融負債於初始確認日期及2015年6月29日之間的人民幣6,343,000元公平值變動於損益確認。

### 33. OTHER LONG-TERM PAYABLE

On 26 July 2016, Zhong Ao Home Investment Company Limited, a wholly-owned subsidiary of the Company entered into an equity transfer agreement and a joint venture agreement (the "Agreements") with ten individuals (the "Vendors") being the equity holders of Zhejiang Yongcheng, in relation to the acquisition of 70% equity interests in Zhejiang Yongcheng at an aggregate consideration of RMB210,000,000. The acquisition was completed on 11 October 2016 and Zhejiang Yongcheng became a subsidiary of the Company thereafter. Details of the acquisition mentioned above are set out in note 36(a).

Pursuant to the Agreements, the Group will acquire from the Vendors remaining 30% non-controlling equity interests in Zhejiang Yongcheng in four tranches by year 2020. The considerations (the "Contingent Considerations") are contingent and will be adjusted based on the future financial performance of the Zhejiang Yongcheng and capped at RMB22,500,000 for each tranche. The management of the Group have reviewed the assumptions and profit projections at the end of the reporting period and estimate that the settlement amount of the Contingent Considerations to be RMB22,500,000 for each tranche. The variability in relation to acquisition of remaining 30% non-controlling equity interests in Zhejiang Yongcheng at Contingent Consideration is treated as derivative financial instruments. The management of the Group consider that the fair value of the aforesaid derivative financial instruments is insignificant on initial recognition and 31 December 2016.

On initial recognition, the obligation in relation to the Contingent Considerations was recognised in the consolidated statement of financial position at fair value of RMB80,630,000 by discounting the estimated settlement amounts to their present value at an effective interest rate of 5.51% per annum as at 11 October 2016, with a corresponding debit to the special reserve.

The Group recognised imputed interest of RMB1,088,000 for the year ended 31 December 2016 in respect of the obligation in relation to the Contingent Considerations. As at 31 December 2016, included in the obligation in relation to the Contingent Considerations, the amount of RMB22,101,000, which is due within one year, is classified as current liabilities and the remaining balance of RMB59,617,000, which is due after one year, is classified as non-current liabilities.

### 33. 其他長期應付款項

於2016年7月26日，本公司全資附屬公司中奧到家投資有限公司與十名個別人士（「賣方」）（為浙江永成的權益持有人）訂立股權轉讓協議及合營協議（「該等協議」），內容有關按總代價人民幣210,000,000元收購浙江永成70%股權。收購事項於2016年10月11日完成，而其後浙江永成成為本公司的附屬公司。上述收購事項的詳情載於附註36(a)。

根據該等協議，本集團將於2020年前分四批次向賣方收購浙江永成餘下的30%非控股股權。代價（「或然代價」）屬或然性質，將根據浙江永成的未來財務表現調整，每批次上限為人民幣22,500,000元。本集團管理層已於報告期末審閱假設及溢利預測，並估計每一批次的或然代價結付金額將為人民幣22,500,000元。就按或然代價收購浙江永成餘下30%非控股股權之可變性乃作為衍生金融工具處理。本集團管理層認為前述衍生金融工具於初始確認及於2016年12月31日之公平值微不足道。

於初步確認時，有關或然代價的責任按公平值人民幣80,630,000元於綜合財務狀況表確認，方式為按於2016年10月11日的實際年利率5.51%將估計結付金額貼現至其現值，並於特別儲備作出相應扣除。

截至2016年12月31日止年度，本集團就或然代價責任確認隱含利息人民幣1,088,000元。於2016年12月31日，或然代價責任所含於一年內到期的款項人民幣22,101,000元分類為流動負債，於一年後到期的餘額人民幣59,617,000元則分類為非流動負債。

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For the year ended 31 December 2016 截至2016年12月31日止年度

### 34. SHARE CAPITAL

### 34. 股本

		Notes 附註	Number of shares 股份數目	Nominal value 面值 HK\$'000 千港元
Ordinary shares of HK\$0.01 each	每股面值0.01港元 的普通股：			
<b>Authorised:</b>	<b>法定：</b>			
On the date of incorporation	於註冊成立日期		38,000,000	380
Increase on 5 November 2015	於2015年11月5日增加	(a)	7,962,000,000	79,620
At 31 December 2015 and 2016	於2015年及2016年 12月31日		8,000,000,000	80,000
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>			
On the date of incorporation	於註冊成立日期	(b)	100	-
Issue new shares to Pre-IPO investors	向首次公開發售前投 資者發行新股份	(c)	240	-
Issue new shares to Qichang	向啟昌發行新股	(d)	660	-
Issue of new shares upon initial public offering	於首次公開發售時發 行新股	(e)	200,000,000	2,000
Capitalisation issue	資本化發行	(f)	599,999,000	6,000
At 31 December 2015	於2015年12月31日		800,000,000	8,000
Shares repurchased and cancelled	股份購回及註銷	(g)	(5,456,000)	(55)
At 31 December 2016	於2016年12月31日		794,544,000	7,945
				<b>Amount 金額 RMB'000 人民幣千元</b>
<b>Shown in the consolidated financial statements</b>	<b>於綜合財務報表呈列</b>			
At 31 December 2015	於2015年12月31日			6,594
At 31 December 2016	於2016年12月31日			6,549

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### 綜合財務報表附註

For the year ended 31 December 2016 截至2016年12月31日止年度

#### 34. SHARE CAPITAL (continued)

Notes:

- (a) On 5 November 2015, the authorised share capital of the Company increased from HK\$380,000 to HK\$80,000,000 by the creation of an additional 7,962,000,000 shares.
- (b) At the date of incorporation, 100 shares of HK\$0.01 each were allotted and issued to Qichang at par.
- (c) As set out in note 32 above, the Company agreed to issue and allot to Central Oscar and Decision Holdings, and Central Oscar and Decision Holdings agreed to subscribe for 150 and 90 ordinary shares of HK\$0.01 in the Company with a subscription price of USD20,000,000 and USD12,000,000 respectively on 3 February 2015. Such shares were accounted for as financial liabilities designated as at FVTPL pursuant to the terms of the instruments as at initial recognition date.

Pursuant to the Amendment mentioned in note 32, Central Oscar and Decision Holdings Subscription Shares were reclassified from financial liability designated as at FVTPL to equity of the Company as at 29 June 2015 and the difference between the par value and fair value of Central Oscar and Decision Holdings Subscription Shares were included in the share premium of the Company.

- (d) On 17 April 2015, 660 additional shares of HK\$0.01 each of the Company were further allotted and issued to Qichang at par.
- (e) On 25 November 2015, 200,000,000 ordinary shares of HK\$0.01 each of the Company were issued at a price of HK\$1.88 each by way of global offering. On the same date, the Company's shares were listed on the SEHK. The proceeds of HK\$2,000,000 (equivalent to RMB1,649,000) representing the par value of the shares of the Company, were credited to the Company's share capital. The remaining proceeds of HK\$374,000,000 (equivalent to RMB308,251,000), before share issue expenses, were credited to share premium account.

#### 34. 股本(續)

附註：

- (a) 於2015年11月5日，通過額外增設7,962,000,000股股份，將本公司法定股本由380,000港元增加至80,000,000港元。
- (b) 於註冊成立日期，100股每股面值0.01港元的股份獲按面值配發及發行予啟昌。
- (c) 誠如上文附註32所載，於2015年2月3日，本公司同意向Central Oscar及Decision Holdings發行及配發，而Central Oscar及Decision Holdings同意分別按認購價20,000,000美元及12,000,000美元，認購本公司150及90股面值0.01港元的普通股。有關股份已於初始確認日期根據工具的條款列賬為指定為按公平值計入損益的金融負債。

根據上文附註32所述的修訂，於2015年6月29日，Central Oscar及Decision Holdings認購股份由指定為按公平值計入損益的金融負債重新分類至本公司的權益，Central Oscar及Decision Holdings認購股份的面值及公平值之間的差額計入本公司股份溢價賬。

- (d) 於2015年4月17日，本公司660股每股面值0.01港元的額外股份獲進一步按面值配發及發行予啟昌。
- (e) 於2015年11月25日，本公司200,000,000股每股面值0.01港元的普通股以全球發售方式以每股1.88港元的價格發行。同日，本公司的股份於聯交所上市。相當於本公司股份面值的所得款項2,000,000港元(相等於人民幣1,649,000元)計入本公司股本。除股份發行開支前的餘下所得款項374,000,000港元(相等於人民幣308,251,000元)計入股份溢價賬。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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#### 34. SHARE CAPITAL (continued)

- (f) Pursuant to the written resolutions passed by all shareholders of the Company dated 5 November 2015, the directors of the Company were authorised to capitalise HK\$6,000,000 (equivalent to RMB4,945,000) standing to the credit of the share premium account of the Company by applying such sum in paying up in full at par of 599,999,000 ordinary shares of HK\$0.01 each of the Company for allotment and issue to the shareholders of the Company on the register of members of the Company as at the close of business in proportion to their then existing respective shareholdings in the Company, conditional on the share premium account of the Company being credited as a result of the issue of shares by the Company pursuant to the global offering. The Company's global offering was completed on 25 November 2015.
- (g) During the year ended 31 December 2016, 5,456,000 shares were repurchased and cancelled and other 372,000 shares were repurchased but not yet cancelled and were recognised as treasury shares at 31 December 2016, which have been cancelled in January 2017.

During the year, the Company repurchased its own shares through the SEHK as follows:

#### 34. 股本(續)

- (f) 根據本公司所有股東於2015年11月5日通過的書面決議案，本公司董事獲授權於本公司股份溢價賬因本公司根據全球發售發行股份而有進賬後，將本公司股份溢價賬之進賬款額6,000,000港元(相等於人民幣4,945,000元)撥充資本，即動用該等款項按面值繳足599,999,000股每股面值0.01港元的本公司普通股，以按本公司於營業時間結束時名列本公司股東名冊的股東據彼等當時於本公司持股比例向彼等配發及發行。本公司的全球發售於2015年11月25日完成。
- (g) 於截至2016年12月31日止年度，已購回及註銷5,456,000股股份，另有372,000股股份已購回但尚未註銷並於2016年12月31日確認為庫存股份，該等庫存股份已於2017年1月註銷。

年內，本公司透過香港聯交所購回其本身的普通股，詳情如下：

Month of repurchased 購回的月份	HK\$0.01 each of the Company 本公司每股面值0.01港元的普通股	No. of ordinary price per share 每股普通股份的價格		Aggregate consideration paid 已付代價總額 HK\$ 港元
		Highest 最高 HK\$ 港元	Lowest 最低 HK\$ 港元	
August 2016 2016年8月	1,442,000	1.17	1.10	1,630,820
September 2016 2016年9月	4,014,000	1.29	1.11	4,880,440
November 2016 2016年11月	298,000	1.22	1.14	357,760
December 2016 2016年12月	74,000	1.24	1.19	89,440
	5,828,000			6,958,460
	Equivalent to RMB 等值人民幣			5,995,000



**35.SHARE OPTIONS****(a) The Company - Pre-IPO Share Option Scheme**

The Pre-IPO Share Option Scheme ("Scheme") was adopted pursuant to a resolution passed by the Company on 20 April 2015 for the purposes of providing incentives to directors and eligible employees of the Group, and will expire on 17 April 2021. Under the Scheme, the board of directors of the Company is authorised to grant options to the directors and eligible employees to subscribe for shares in the Company.

Details of the share options granted under Scheme is as follows:

**35.購股權****(a) 本公司一首次公開發售前購股權計劃**

首次公開發售前購股權計劃(「計劃」)乃根據本公司於2015年4月20日通過的決議案採納，以向本集團的董事及合資格僱員提供獎勵為目的，並將於2021年4月17日期滿。根據計劃，本公司董事會獲授權授予董事及合資格僱員購股權，讓該等人士認購本公司股份。

根據計劃授出購股權的詳情如下：

Category of grantees 承授人類別	Date of grant 授出日期	Exercise price per share 每股行使價	Vesting period 歸屬期	Exercisable period 可予行使期間
Directors 董事	20 April 2015 2015年4月20日	HK\$1.72 1.72港元	20/4/2015 - 30/6/2016	1/7/2016 - 17/4/2021
			20/4/2015 - 30/6/2017	1/7/2017 - 17/4/2021
			20/4/2015 - 30/6/2018	1/7/2018 - 17/4/2021
Employees 僱員	20 April 2015 2015年4月20日	HK\$1.72 1.72港元	20/4/2015 - 30/6/2016	1/7/2016 - 17/4/2021
			20/4/2015 - 30/6/2017	1/7/2017 - 17/4/2021
			20/4/2015 - 30/6/2018	1/7/2018 - 17/4/2021
	10 July 2015 2015年7月10日	HK\$1.72 1.72港元	10/7/2015 - 30/6/2016	1/7/2016 - 17/4/2021
			10/7/2015 - 30/6/2017	1/7/2017 - 17/4/2021
		10/7/2015 - 30/6/2018	1/7/2018 - 17/4/2021	

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#### 35. SHARE OPTIONS (continued)

##### (a) The Company - Pre-IPO Share Option Scheme (continued)

The following table discloses movements of share options held by directors and employees during the year:

Category of grantees	Date of grant	Vesting period	Outstanding	Granted	Outstanding at	Lapsed	Outstanding
			at 1 January 2015	during the year 2015	31 December 2015	during the year	at 31 December 2016
承授人類別	授出日期	歸屬期	於2015年1月1日尚未行使 '000 千份	於2015年已授出 '000 千份	於2015年12月31日尚未行使 '000 千份	年內已失效 '000 千份	於2016年12月31日尚未行使 '000 千份
Directors	20 April 2015	20/4/2015 - 30/6/2016	-	15,695	15,695	-	15,695
董事	2015年4月20日	20/4/2015 - 30/6/2017	-	8,688	8,688	-	8,688
		20/4/2015 - 30/6/2018	-	917	917	-	917
			-	25,300	25,300	-	25,300
Employees	20 April 2015	20/4/2015 - 30/6/2016	-	10,211	10,211	(4,700)	5,511
僱員	2015年4月20日	20/4/2015 - 30/6/2017	-	9,894	9,894	(5,818)	4,076
		20/4/2015 - 30/6/2018	-	11,314	11,314	(1,848)	9,466
	10 July 2015	10/7/2015 - 30/6/2016	-	6,841	6,841	(2,856)	3,985
	2015年7月10日	10/7/2015 - 30/6/2017	-	7,682	7,682	(3,750)	3,932
		10/7/2015 - 30/6/2018	-	8,758	8,758	(2,482)	6,276
			-	54,700	54,700	(21,454)	33,246
Total			-	80,000	80,000	(21,454)	58,546
總計							
Exercisable at the end of the year					-		25,191
於年末可予行使							

#### 35. 購股權(續)

##### (a) 本公司一首次公開發售前購股權計劃(續)

下表披露於本年度由董事及僱員持有的購股權變動：

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### 35. SHARE OPTIONS *(continued)*

#### (a) The Company - Pre-IPO Share Option Scheme *(continued)*

Binomial Option Pricing Model had been used to estimate the fair value of the options at the respective grant dates. The estimated fair value of the options granted on 20 April 2015 and 10 July 2015 is RMB22,502,000 and RMB18,697,000, respectively. The variables and assumptions used in computing the fair value of the share options are based on the management of the Company's best estimate. The value of an option varies with different variables of certain subjective assumptions. The inputs into the model are as follows:

		20 April 2015 2015年4月20日	10 July 2015 2015年7月10日
Underlying share price	相關股價	HK\$1.72港元	HK\$2.27港元
Exercise price	行使價	HK\$1.72港元	HK\$1.72港元
Expected volatility	預期波幅	35.60%	42.01%
Expected life	預期有效年期	5 years年	5 years年
Risk-free rate	無風險利率	0.98%	1.21%
Expected dividend yield	預期股息率	1.60%	1.21%

The Group recognised the total expense of RMB8,345,000 (2015: RMB14,630,000) for the year ended 31 December 2016 in relation to share options granted by the Company.

### 35. 購股權 (續)

#### (a) 本公司一首次公開發售前購股權計劃 (續)

購股權已採用二項式期權定價模式估計其於各授出日期的公平值。已授出購股權於2015年4月20日及2015年7月10日的估計公平值分別為人民幣22,502,000元及人民幣18,697,000元。計算購股權的公平值時使用的變數及假設，乃根據本公司管理層最佳估計釐定。購股權的價值隨若干主觀假設的變數而改變。該模式的輸入數據如下：

截至2016年12月31日止年度，本集團就本公司授出的購股權確認總開支人民幣8,345,000元（2015年：人民幣14,630,000元）。

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#### 35. SHARE OPTIONS *(continued)*

##### (b) A subsidiary of the Company

On 17 July 2015, Hangzhou Yidao, a subsidiary of the Company which is principally engaged in the provision of software and information technology services, Guangdong Zhong Ao, the immediate holding company of Hangzhou Yidao, and Mr. Luo Tao, the representative of the employees of Hangzhou Yidao entered into an agreement (“Equity incentive - Hangzhou Yidao Agreement”). Pursuant to the Equity incentive - Hangzhou Yidao Agreement, up to 33% equity interest of Hangzhou Yidao will be transferred to the employees of Hangzhou Yidao (“Yidao Employees”) who are responsible for the development and operation of Hangzhou Yidao at nil consideration by 30 April 2018 upon satisfaction of certain performance targets of Hangzhou Yidao. On or before 30 April 2019, the Yidao Employees have the right to require Guangdong Zhong Ao to repurchase all of the equity interests in Hangzhou Yidao that they received pursuant to the Equity incentive - Hangzhou Yidao Agreement at a total cash consideration of RMB22,000,000.

This share-based payment transaction with cash alternative at the option of grantees is a compound financial instrument, that included a cash-settled component and an equity-settled component.

#### 35. 購股權(續)

##### (b) 本公司的一家附屬公司

於2015年7月17日，杭州壹到(本公司的附屬公司，主要從事提供軟件及資訊科技服務)、廣東中奧(杭州壹到的直接控股公司)及羅濤先生(杭州壹到的僱員代表)訂立協議(「股權激勵—杭州壹到協議」)。根據股權激勵—杭州壹到協議，倘達成杭州壹到若干績效目標，杭州壹到高達33%的股權將於2018年4月30日前以零代價轉移至負責杭州壹到的發展及營運的杭州壹到僱員(「壹到僱員」)。於2019年4月30日或之前，壹到僱員有權要求廣東中奧購回其根據股權激勵—杭州壹到協議收取的杭州壹到的全部股權，現金代價總額為人民幣22,000,000元。

承授人具有現金選項的股份付款交易為複合金融工具，包括現金結算部分及權益結算部分。

**35.SHARE OPTIONS** *(continued)***(b) A subsidiary of the Company***(continued)*

Details of the share-based payment arrangement under Equity incentive - Hangzhou Yidao Agreement are as follows:

Category of grantees 承授人類別	Date of grant 授出日期	Vesting period 歸屬期
Yidao Employees 壹到僱員	17 July 2015 2015年7月17日	17/7/2015 - 30/4/2018

Vesting conditions to be satisfied before 30 April 2018 are as follow:

- (i) the online to offline ("O2O") applications developed by Hangzhou Yidao shall cover at least 300 residential communities, with over 200 activated users of each of such residential communities;
- (ii) total subscribers of the O2O applications developed by Hangzhou Yidao shall be more than 800,000, with not less than 250,000 monthly residential active user ("MAU") that log in the account at least once a month; and
- (iii) the quarterly gross merchandise volume ("GMV") paid through the O2O applications developed by Hangzhou Yidao shall be not less than RMB3,500,000.

**35.購股權(續)****(b) 本公司的一家附屬公司(續)**

於股權激勵—杭州壹到協議項下的股份付款安排詳情如下：

將於2018年4月30日前達成的歸屬條件如下：

- (i) 由杭州壹到開發的線上到線下("O2O")應用程式須覆蓋最少300個住宅社區，每個住宅社區有超過200名已激活用戶；
- (ii) 由杭州壹到開發的O2O應用程式總認購者須多於800,000名，每月最少登入帳戶一次的每月住宅活躍用戶("MAU")不少於250,000名；及
- (iii) 透過由杭州壹到開發的O2O應用程式所支付的每季總貨量("GMV")不得少於人民幣3,500,000元。

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#### 35. SHARE OPTIONS (continued)

##### (b) A subsidiary of the Company

(continued)

Binomial Option Pricing Model had been used to estimate the fair value of the compound financial instrument. The estimated fair value of the compound financial instrument is RMB22,535,000 which represented the goods or services received from the Employees. The fair value of the cash-settled compound financial instrument is RMB19,327,000, and the remaining amount is fair value of equity-settled component of the compound financial instrument amounting to RMB3,208,000. The variables and assumptions used in computing the fair value of the compound financial instrument are based on the management of the Company's best estimate. The value of compound financial instrument varies with different variables of certain subjective assumptions. The inputs into the model are as follows:

#### 35. 購股權(續)

##### (b) 本公司的一家附屬公司(續)

複合金融工具已採用二項式期權定價模式估計其公平值。複合金融工具的估計公平值為人民幣22,535,000元，乃指僱員收取的商品或服務。以現金支付的複合金融工具之公平值為人民幣19,327,000元，餘下之金額人民幣3,208,000元為複合金融工具權益結算部分的公平值。計算複合金融工具的公平值時使用的變數及假設，乃根據本公司管理層最佳估計釐定。複合金融工具的價值隨若干主觀假設的變數而改變。該模式的輸入數據如下：

17 July 2015

於2015年7月17日

Underlying share price of 33% equity interest of Hangzhou Yidao	杭州壹到33%股權的相關股份價格	RMB7,359,000 人民幣7,359,000元
Repurchase price of 33% equity interest of Hangzhou Yidao	杭州壹到33%股權的回購價	RMB22,000,000 人民幣22,000,000元
Expected volatility	預期波幅	59.40%
Expected life	預期有效年期	3.8 years年
Risk-free rate	無風險利率	0.90%
Expected dividend yield	預期股息率	0.00%

The Group recognised share-based payment expense of RMB7,683,000 (2015: RMB5,298,000) and imputed interest of RMB1,233,000 (2015: RMB122,000) for the year ended 31 December 2016 in relation to the share-based payment arrangement of Hangzhou Yidao, in which RMB7,135,000 (2015: RMB5,276,000) was recognised as the liabilities for the cash-settled portion and the remaining of RMB1,781,000 (2015: RMB144,000) was charged to the equity for equity-settled portion.

截至2016年12月31日止年度，本集團就杭州壹到的股份付款安排確認股份付款開支人民幣7,683,000元(2015年：人民幣5,298,000元)及推算利息人民幣1,233,000元(2015年：人民幣122,000元)，當中以現金清算的人民幣7,135,000元(2015年：人民幣5,276,000元)確認為負債，餘下人民幣1,781,000元(2015年：人民幣144,000元)以權益清算之部份於權益扣除。

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36. ACQUISITION/DEEMED  
ACQUISITION OF SUBSIDIARIES

36. 收購／視作收購附屬公司

(a) Acquisitions of businesses  
through acquisition of  
subsidiaries

(a) 通過收購附屬公司收購業務

For the year ended 31 December 2016

截至2016年12月31日止年度

Name of subsidiary acquired 已收購附屬公司名稱	Place of establishment 成立地點	Consideration 代價 RMB'000 人民幣千元	Equity Acquisition date 收購日期	Interest acquired 已收購權益	Principal activities 主要業務
Eastern Harbour Engineering Management Company Limited* ("Eastern Harbour") (note i) 香港東方海港工程管理有限公司 (「東方海港」)(附註i)	Hong Kong 香港	12,066	5 February 2月5日	70%	Investment holding 投資控股
Hangzhou Gaodi Property Services Company Limited* ("Hangzhou Gaodi") 杭州高第物業服務有限公司 (「杭州高第」)	PRC 中國	500	27 April 4月27日	100%	Provision of property management services 提供物業管理服務
Zhejiang Yongcheng (note ii) 浙江永成(附註ii)	PRC 中國	210,000	11 October 10月11日	70%	Provision of property management services 提供物業管理服務

\* The English name is for identification purpose only.

\* 英文名稱僅供識別。

Note:

附註：

(i) Eastern Harbour hold 100% equity interest in Shanghai Yidong Property Management Company Limited, which is engaged in provision of property management services.

(i) 東方海港持有上海怡東物業管理有限公司100%股權，上海怡東物業管理有限公司從事提供物業管理服務的業務。

(ii) Zhejiang Yongcheng has a number of subsidiaries, that are also engaged in provision of property management services. Details of the principal subsidiaries are set out in note 45.

(ii) 浙江永成有多間附屬公司，亦從事提供物業管理服務。主要附屬公司之詳情載於附註45。

Eastern Harbour, Hangzhou Gaodi and Zhejiang Yongcheng were acquired so as to continue the expansion of the Group's property management operation.

收購東方海港、杭州高第及浙江永成旨在繼續擴展本集團的物業管理業務。

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### 36. ACQUISITION/DEEMED ACQUISITION OF SUBSIDIARIES

(continued)

#### (a) Acquisitions of businesses through acquisition of subsidiaries (continued)

Consideration transferred

### 36. 收購／視作收購附屬公司(續)

#### (a) 通過收購附屬公司收購業務(續)

已轉讓代價

		2016 2016年 RMB'000 人民幣千元
Cash consideration paid	已付現金代價	222,566
<b>Assets acquired and liabilities recognised attributable to the Group at the date of acquisition</b>		
		2016 2016年 RMB'000 人民幣千元
Net assets attributable to the Group acquired	已收購本集團應佔資產淨值	
Property, plant and equipment	物業、廠房及設備	14,425
Investment properties	投資物業	90,229
Intangible assets (note i)	無形資產(附註i)	108,759
Interests in a joint venture	於一間合營企業的權益	1,170
Deferred tax assets	遞延稅項資產	5,423
Inventories	存貨	1,413
Trade and other receivables (note ii)	貿易及其他應收款項(附註ii)	154,625
Amounts due from non-controlling equity holders of subsidiaries	應收附屬公司非控股權益持有人款項	17,964
Financial assets designated at FVTPL	指定為按公平值計入損益的金融資產	50
Bank balances and cash	銀行結餘及現金	37,163
Trade and other payables	貿易及其他應付款項	(155,082)
Amounts due to non-controlling equity holders of subsidiaries	應付附屬公司非控股權益持有人款項	(5,930)
Amount due to a joint venture	應付一間合營企業款項	(2,850)
Tax liabilities	稅項負債	(22,083)
Borrowings	借款	(25,330)
Deferred tax liability	遞延稅項負債	(27,190)
Non-controlling interests of Zhejiang Yongcheng	浙江永成非控股權益	(2,362)
		190,394



**36. ACQUISITION/DEEMED ACQUISITION OF SUBSIDIARIES***(continued)***(a) Acquisitions of businesses through acquisition of subsidiaries** *(continued)***Assets acquired and liabilities recognised attributable to the Group at the dates of acquisitions** *(continued)*

- (i) For the year ended 31 December 2016, intangible assets of RMB104,616,000 in relation to the acquisition of Zhejiang Yongcheng and RMB4,143,000 in relation to the acquisition of Eastern Harbour have been recognised by the Group based on the valuation performed by a firm of independent qualified professional valuers based on certain estimates, including growth rates, discounts rates and expected future net cash inflows generated from the expected service charges to be earned less relevant costs to be incurred. The intangible assets which are the property management contracts have estimated future useful lives of five to fifteen years and amortised on a straight line basis over the estimated useful lives.
- (ii) The fair value of trade and other receivables at the date of acquisition amounted to RMB154,625,000. The gross contractual amounts of those trade and other receivables acquired amounted to RMB174,276,000. The best estimate at acquisition date of the contractual cash flows not expected to be collected amounted to RMB19,651,000.

**Goodwill arising on acquisitions**

		2016 2016年 RMB'000 人民幣千元
Consideration transferred	已轉讓代價	222,566
Non-controlling interests	非控股權益	56,970
Less: Fair value of net assets attributable to the Group acquired	減：已收購本集團應佔資產淨值公平值	(190,394)
Goodwill arising on acquisitions	收購產生的商譽	89,142

**36. 收購／視作收購附屬公司(續)****(a) 通過收購附屬公司收購業務(續)****於收購日期已確認的本集團應佔已收購資產及負債(續)**

- (i) 於截至2016年12月31日止年度，關於收購浙江永成之無形資產人民幣104,616,000元及關於收購東方海港之無形資產人民幣4,143,000元已獲本集團確認，基準為一間獨立合資格專業估值師行根據若干估計（包括增長率、貼現率及將賺取之預期服務收費減將產生之有關開支所得之預期未來現金流量淨額）所作出之評估。該等無形資產為物業管理合約，有估計未來有效期為五年至十五年，以及以直線法按估計有效期攤銷。
- (ii) 於收購日期之貿易及其他應收款項之公平值為人民幣154,625,000元。已收購之該等貿易及其他應收款項之合約總額為人民幣174,276,000元。預計將不可收回之合約現金流於收購日期之最佳估計為人民幣19,651,000元。

**收購產生的商譽**

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 36. ACQUISITION/DEEMED ACQUISITION OF SUBSIDIARIES

*(continued)*

#### (a) Acquisitions of businesses through acquisition of subsidiaries *(continued)*

##### Goodwill arising on acquisitions

*(continued)*

Goodwill arisen on the acquisition of subsidiaries the represented the future profitability of the acquiree and the anticipated future operating synergies from the acquisition.

None of the goodwill arising on the acquisitions are expected to be deductible for tax purposes.

##### Net cash outflow arising on acquisitions

### 36. 收購／視作收購附屬公司(續)

#### (a) 通過收購附屬公司收購業務(續)

##### 收購產生的商譽(續)

收購附屬公司產生商譽，代表被收購方的未來盈利能力及預期自收購產生的未來營運協同效應。

概無收購產生的商譽預期可作扣稅用途。

##### 收購事項產生的現金流出淨額

		2016 2016年 RMB'000 人民幣千元
Cash consideration paid	已付現金代價	(222,566)
Less: Bank balances and cash acquired	減：已取得銀行結餘及現金	37,163
		(185,403)

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**36. ACQUISITION/DEEMED  
ACQUISITION OF SUBSIDIARIES**

*(continued)*

**(a) Acquisitions of businesses  
through acquisition of  
subsidiaries** *(continued)*

**Impact of acquisitions on the results of  
the Group**

Revenue and profit generated by the acquirees during the current year since acquisitions are as follow:

		2016 2016年 RMB'000 人民幣千元
Revenue	收益	109,838
Profit for the year	年度利潤	14,097

Had the above acquisitions been completed on 1 January 2016, the Group's revenue and profit for the year ended 31 December 2016 would be as follow:

		2016 2016年 RMB'000 人民幣千元
Revenue	收益	863,421
Profit for the year	年度利潤	25,741

**36. 收購／視作收購附屬公司(續)**

**(a) 通過收購附屬公司收購業務(續)**

**收購對本集團業績的影響**

於本年度，自收購以來被收購方產生的收益及利潤如下：

倘上述收購於2016年1月1日完成，本集團於截至2016年12月31日止年度的收益及溢利將如下：

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### 36. ACQUISITION/DEEMED ACQUISITION OF SUBSIDIARIES

*(continued)*

#### (b) Acquisitions of assets and liabilities through acquisition of subsidiaries

For the year ended 31 December 2016

Name of subsidiary acquired 已收購附屬公司名稱	Place of establishment 成立地點	Consideration 代價 RMB'000 人民幣千元	Acquisition date 收購日期	Equity interest acquired 已收購權益	Activities principal 主要業務
Aidaojia Information Technology Company Limited ["Aidaojia Information"] 愛到家資訊科技有限公司 (「愛到家資訊」)	Hong Kong 香港	- (note a) (附註a)	25 January 2016 2016年1月25日	100%	Inactive 暫無營業

For the year ended 31 December 2015

Name of subsidiary acquired 已收購附屬公司名稱	Place of establishment 成立地點	Consideration 代價 RMB'000 人民幣千元	Acquisition date 收購日期	Equity interest acquired 已收購權益	Activities principal 主要業務
Guangzhou Maiyue 廣州邁越	PRC 中國	- (note b) (附註b)	15 April 2015 2015年4月15日	75%	Inactive 暫無營業

### 36. 收購／視作收購附屬公司(續)

#### (b) 通過收購附屬公司收購資產及負債

截至2016年12月31日止年度

截至2015年12月31日止年度

### 36. ACQUISITION/DEEMED ACQUISITION OF SUBSIDIARIES

*(continued)*

#### (b) Acquisitions of assets and liabilities through acquisition of subsidiaries *(continued)*

Notes:

- (a) The consideration was less than RMB1,000.
- (b) Guangzhou Maiyue was established by Mr. Liu Jian, a shareholder and a director of the Company with an independent third party on 26 September 2014 which is inactive from its date of establishment. Mr. Liu Jian and the other shareholders hold 75% and 25% equity interests in Guangzhou Maiyue respectively. On 15 April 2015, Guangzhou Suiya, a subsidiary of the Company, Guangzhou Maiyue and its shareholders entered into a series of structured contracts. After considering the fact and circumstances, the management of the Group concludes that the Group has power to control over Guangzhou Maiyue, therefore the Group classified Guangzhou Maiyue as a subsidiary since 15 April 2015.

### 36. 收購／視作收購附屬公司(續)

#### (b) 通過收購附屬公司收購資產及負債 (續)

附註：

- (a) 代價少於人民幣1,000元。
- (b) 廣州邁越乃由本公司股東兼董事劉建先生與獨立第三方於2014年9月26日成立，該公司自其成立日期起一直暫無營業。劉建先生及其他股東分別持有廣州邁越75%及25%股權。於2015年4月15日，廣州穗雅(本公司附屬公司)、廣州邁越及其股東訂立一系列結構性合同。經考慮事實及各種情況，本集團管理層得出的結論是本集團對廣州邁越擁有控制權，故本集團自2015年4月15日起將廣州邁越分類為附屬公司。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 December 2016 截至2016年12月31日止年度

### 36. ACQUISITION/DEEMED ACQUISITION OF SUBSIDIARIES

*(continued)*

#### (b) Acquisitions of assets and liabilities through acquisition of subsidiaries *(continued)*

Assets and liabilities recognised at the dates of acquisitions

### 36. 收購／視作收購附屬公司(續)

#### (b) 通過收購附屬公司收購資產及負債 (續)

於收購日期確認的資產及負債

		2015 2015年 RMB'000 人民幣千元
Net assets acquired	已收購資產淨值	
Property, plant and equipment	物業、廠房及設備	16
Other receivables	其他應收款項	1
Bank balances and cash	銀行結餘及現金	341
Other payables	其他應付款項	(100)
		258
Consideration paid	已付代價	-
Net assets acquired	已收購資產淨值	258
Non-controlling interests	非控股權益	(64)
		194
<b>Net cash inflows arising on acquisitions</b>	<b>收購事項產生的現金流入淨額</b>	
		2015 2015年 RMB'000 人民幣千元
Cash consideration paid	已付現金代價	-
Less: Bank balances and cash acquired	減：已取得銀行結餘及現金	341
		341

**37. DEEMED DISPOSAL OF SUBSIDIARIES****For the year ended 31 December 2015**

As disclosed in note 36(b), on 15 April 2015, through the structured contracts entered into among Guangzhou Suiya, Guangzhou Maiyue and its shareholders (Mr. Liu Jian and an independent third party), Mr. Liu Jian, a shareholder and a director of the Company holds 75% equity interest of Guangzhou Maiyue, which was then consolidated by Guangzhou Suiya, a subsidiary of the Company. On 26 October 2015, a termination agreement on these structured contracts was entered into among Guangzhou Suiya, Guangzhou Maiyue and its shareholders with nil consideration, resulting the structured contracts were no longer effective since then. The management of the Group concludes that the Group no longer has power to control over Guangzhou Maiyue and the consolidated financial statements of the Group has ceased to consolidate the financial statements of Guangzhou Maiyue after 26 October 2015 accordingly.

**Net assets of Guangzhou Maiyue at the date of disposal****37. 視作出售附屬公司****截至2015年12月31日止年度**

誠如附註36(b)所披露，於2015年4月15日，本公司股東兼董事劉建先生通過由廣州穗雅、廣州邁越及其股東(劉建先生及一名獨立第三方)訂立的結構性合同持有廣州邁越的75%股權，廣州邁越其後併入本公司附屬公司廣州穗雅。於2015年10月26日，廣州穗雅、廣州邁越及其股東以零代價訂立該等結構性合同的終止協議，自此，結構性合同不再生效。本集團管理層斷定，本集團不再持有廣州邁越的控制權，而本集團綜合財務報表於2015年10月26日後終止併入廣州邁越的財務報表。

**於出售日期的廣州邁越資產淨值**

		RMB'000 人民幣千元
Net assets disposed of:	已出售資產淨額	
Property, plant and equipment	物業、廠房及設備	14
Bank balances and cash	銀行結餘及現金	118
Other payables	其他應付款項	(19)
		113
Consideration received	已收代價	-
Net assets disposed of	已出售資產淨額	113
Non-controlling interest	非控股權益	(28)
Loss on deemed disposal recognised in profit or loss	已於損益確認的視作出售虧損	85
<b>Net cash outflow arising on disposal</b>	<b>出售產生現金流出淨額</b>	
Bank balances and cash disposed of	已出售銀行結餘及現金	(118)

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### 綜合財務報表附註

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#### 38. MAJOR NON-CASH TRANSACTIONS

During the year ended 31 December 2016, the carrying amounts of trade receivables amounting to RMB7,447,000 (2015: RMB6,665,000) have been offset as payments for acquisition of properties.

During the year ended 31 December 2015, amounts due from directors amounting to RMB54,073,000 have been settled by the dividends of Guangdong Zhong Ao declared and distributed to Mr. Liu Jian, Ms. Chen Zhuo, Mr. Liang Bing and Mr. Long Weimin, the directors and shareholders of the Company.

#### 38. 主要非現金交易

截至2016年12月31日止年度，貿易應收款項之賬面值人民幣7,447,000元(2015年：人民幣6,665,000元)已作為收購物業之付款予以抵銷。

於截至2015年12月31日止年度，應收董事款項人民幣54,073,000元經已以廣東中奧宣派及分派予本公司董事及股東劉建先生、陳卓女士、梁兵先生及龍為民先生的股息結清。

#### 39. FINANCIAL INSTRUMENTS

##### (a) Categories of financial instruments

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
<b>Financial assets</b>	<b>金融資產</b>		
Loans and receivables (including cash and cash equivalents)	貸款及應收款項(包括現金及現金等價物)	643,804	598,394
Financial assets designated as at FVTPL	指定為按公平值計入損益的金融資產	2,550	-
<b>Financial liabilities</b>	<b>金融負債</b>		
Amortised cost	攤銷成本	470,695	146,712

#### 39. 金融工具

##### (a) 金融工具類別



**39. FINANCIAL INSTRUMENTS** *(continued)***(b) Financial risk management objectives and policies**

The Group's financial instruments include trade and other receivables, amount due from a related party and non-controlling shareholders of subsidiaries, financial assets designated at FVTPL, pledged bank deposits, bank balances and cash, trade and other payables, amount due to a joint venture, amounts due to non-controlling shareholders of subsidiaries, and other long-term payables. Details of these financial instruments are disclosed in respective notes.

The management of the Group monitors and manages the financial risks relating to the operations of the Group through internal risk assessment which analyses exposures by degree and magnitude of risks. The risks included market risk (including interest rate risk and foreign currency risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below and remained unchanged during the year. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

**Market risk****(i) Interest rate risk**

The Group is exposed to cash flow interest rate risk due to the fluctuation of the prevailing market interest rate on pledged bank deposits, bank balances and on variable-rate bank borrowings.

The Group currently does not use any derivative contracts to hedge its bank borrowings to interest rate risk. However, the management will consider hedging significant interest rate exposure should the need arise.

The Group's exposures to interest rates on financial liabilities are detailed in the liquidity risk management section of this notes. The Group's cash flow interest rate risk is concentrated on the fluctuation of the Offered Rate.

The management considered that interest rate risk in fixed-rate borrowings is insignificant.

**39. 金融工具(續)****(b) 財務風險管理目標及政策**

本集團之金融工具包括貿易及其他應收款項、應收一名關聯方及附屬公司非控股股東款項、指定為按公平值計入損益的金融資產、已抵押銀行存款、銀行結餘及現金、貿易及其他應付款項、應付一間合營企業款項、應付附屬公司非控股股東項及其他長期應付款項。該等金融工具的詳情於相應附註披露。

本集團管理層透過內部風險評估(即分析風險程度及幅度)監察及管理與本集團經營相關的財務風險。該等風險包括：市場風險(包括利率風險及外匯風險)、信貸風險及流動資金風險。有關如何減低該等風險的政策載於下文，且於年內並無變更。管理層對該等風險敞口進行管理及監察以確保能適時有效地採取適當措施。

**市場風險****(i) 利率風險**

本集團承受因已抵押銀行存款、銀行結餘及浮息銀行借款之現行市場利率波動而產生之現金流量利率風險。

本集團現時並無使用任何衍生合約以對沖其銀行借款的利率風險。然而，倘必要，管理層會考慮對沖重大利率風險。

有關本集團所承受的金融負債利率風險詳情載於本附註流動資金風險管理一節。本集團之現金流量利率風險集中於同業拆息率的波動。

管理層認為定息借款之利率風險並不重大。

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### 綜合財務報表附註

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## 39. FINANCIAL INSTRUMENTS *(continued)*

### (b) Financial risk management objectives and policies *(continued)*

#### Market risk *(continued)*

##### (i) Interest rate risk *(continued)*

###### *Sensitivity analysis*

Pledged bank deposits and bank balances

The sensitivity analysis below has been determined based on the exposure to interest rates for the bank balances and pledged bank deposits at the end of the reporting period. A 50 basis points increase or decrease is used when reporting interest rate internally to key management personnel and represents management's assessment of the reasonably possible change of interest rates.

If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's losses for the year ended 31 December 2016 would decrease/increase by RMB1,659,000 (2015: profit increase/decrease by RMB1,920,000).

###### *Variable-rate bank borrowings*

The sensitivity analysis below has been determined based on the exposure to interest rates for the variable-rate bank borrowings at the end of the reporting period. A 50 basis points increase or decrease is used when reporting interest rate internally to key management personnel and represents management's assessment of the reasonably possible change of interest rates.

If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's loss for the year ended 31 December 2016 would increase/decrease by RMB389,000 (2015: profit decrease/increase by RMB111,000).

## 39. 金融工具(續)

### (b) 財務風險管理目標及政策(續)

#### 市場風險(續)

##### (i) 利率風險(續)

###### *敏感度分析*

已抵押銀行存款及銀行結餘

下文敏感度分析乃按銀行結餘及已抵押銀行存款於報告期末面對的利率風險而釐定。對內向主要管理人員匯報利率時，使用50個基點的增減，此乃管理層就利率的合理可能變動作出的評估。

倘利率上升/下跌50個基點，而其他所有變數維持不變，本集團於截至2016年12月31日止年度的虧損將減少/增加人民幣1,659,000元(2015年：利潤增加/減少人民幣1,920,000元)。

###### *浮息銀行借款*

下文敏感度分析乃按浮息銀行借款於報告期末面對的利率風險而釐定。對內向主要管理人員匯報利率時，使用50個基點的增減，此乃管理層就利率的合理可能變動作出的評估。

倘利率上升/下跌50個基點，而其他所有變數維持不變，本集團於截至2016年12月31日止年度的虧損將增加/減少人民幣389,000元(2015年：利潤減少/增加人民幣111,000元)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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## 39. FINANCIAL INSTRUMENTS *(continued)*

## 39. 金融工具 (續)

### (b) Financial risk management objectives and policies *(continued)*

### (b) 財務風險管理目標及政策 (續)

#### Market risk *(continued)*

#### 市場風險 (續)

#### (ii) Foreign currency risk

#### (ii) 外匯風險

The Group's exposure to currency risk mainly attributable to other receivables, bank balances, borrowings and other payables which are denominated in the foreign currencies of the relevant entities of the Group.

本集團面臨的外匯風險主要來自其他應收款項、銀行結餘、借款及其他應付款項，以本集團相關實體的外幣計值。

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of each reporting period are as follows:

本集團以外幣計值的貨幣資產及貨幣負債於各報告期末的賬面值列載如下：

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Assets	資產		
USD	美元	62,242	59,517
HK\$	港元	137,702	287,127
Liabilities	負債		
USD	美元	-	3,434
HK\$	港元	105,091	4,118

The Group currently does not enter into any derivative contracts to minimise the currency risk exposure. However, the management of the Group will consider hedging significant currency risk should the need arise.

本集團目前並無訂立任何衍生合約以減低外匯風險。然而，本公司管理層將考慮於有需要時對沖重大外匯風險。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 December 2016 截至2016年12月31日止年度

## 39. FINANCIAL INSTRUMENTS *(continued)*

### (b) Financial risk management objectives and policies *(continued)*

#### Market risk *(continued)*

#### (ii) Foreign currency risk *(continued)*

##### Sensitivity analysis

The sensitivity analysis below has been determined based on a 10% increase/decrease in functional currency of respective entities (i.e. RMB) against the relevant foreign currencies. 10% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of each reporting period for a 10% change in foreign currency rates. The sensitivity analysis includes other receivables, bank balances, borrowings and other payables.

If currency rate of USD had been 10% strengthened/weakened to RMB for respective USD denominated monetary assets and liabilities, the Group's losses for the year ended 31 December 2016 would be decrease/increase by RMB4,668,000 (2015: profit increase/decrease by RMB4,206,000).

If currency rate of HK\$ had been 10% strengthened/weakened to RMB for respective HK\$ denominated monetary assets and liabilities, the Group's loss for the year ended 31 December 2016 would be decrease/increase by RMB2,446,000 (2015: profit increase/decrease by RMB21,226,000).

## 39. 金融工具(續)

### (b) 財務風險管理目標及政策(續)

#### 市場風險(續)

#### (ii) 外匯風險(續)

##### 敏感性分析

下列敏感性分析乃按各自實體之功能貨幣人民幣兌相關外幣升值/貶值10%而釐定。10%為向主要管理層人員在內部報告外幣風險及管理層評核外匯匯率合理潛在變動時所使用之敏感度比率。敏感度分析僅包括以外幣計值之尚未支付貨幣項目，並於報告期末按10%之外匯匯率變動調整彼等之換算率。敏感性分析包括其他應收款項、銀行結餘、借款及其他應付款項。

就各自以美元計值的貨幣資產及負債而言，倘美元兌人民幣的匯率升值/減值10%，本集團截至2016年12月31日止年度的虧損將減少/增加人民幣4,668,000元(2015年：溢利增加/減少人民幣4,206,000元)。

就各自以港元計值的貨幣資產及負債而言，倘港元兌人民幣的匯率升值/減值10%，本集團截至2016年12月31日止年度的虧損將減少/增加人民幣2,446,000元(2015年：溢利增加/減少人民幣21,226,000元)。

**39. FINANCIAL INSTRUMENTS** *(continued)***(b) Financial risk management objectives and policies** *(continued)***Credit risk**

At the end of each reporting period, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position at the end of the reporting period.

In order to minimise the credit risk, the management of the Group has monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the management of the Group consider that the Group's credit risk is significantly reduced.

The Group had no concentration of credit risk in respect of trade receivables, with exposure spread over a number of customers, who are residents in the residential communities managed by the Group under lump sum basis.

**39. 金融工具** (續)**(b) 財務風險管理目標及政策** (續)**信貸風險**

於各報告期末，本集團承受的最大信貸風險將因交易對手方未能履行責任而導致本集團出現財務虧損，乃源自於報告期末綜合財務狀況表所載各項已確認金融資產的賬面值。

為減低信貸風險，本集團管理層設有監察程序，以確保採取跟進行動，收回過期債務。此外，本集團於各報告期末審閱各個別貿易債項的可收回金額，以確保對不可收回金額作出足夠的減值虧損。就此而言，本集團管理層認為本集團的信貸風險已大大降低。

就貿易應收款項而言，其信貸風險分散於若干客戶身上，該等客戶為本集團包幹管理的住宅區居民，故本集團並無集中信貸風險。

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### 綜合財務報表附註

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## 39. FINANCIAL INSTRUMENTS *(continued)*

### (b) Financial risk management objectives and policies *(continued)*

#### Credit risk *(continued)*

The Group's credit risk on liquid funds is limited because the counterparties are banks with high credit ratings and good reputation established in the PRC.

Other than concentration of credit risk on liquid funds which are deposited with several banks with high credit ratings, the Group do not have any other significant concentration of credit risk.

#### Liquidity risk

In the management of liquidity risk, the Group's management monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

#### *Liquidity and interest risk tables*

The following tables detail the Group's remaining contractual maturity for its financial liabilities based on the agreed repayment terms. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from the interest rate at the end of each reporting period.

## 39. 金融工具(續)

### (b) 財務風險管理目標及政策(續)

#### 信貸風險(續)

由於交易對手方為中國具有較高信貸評級且聲譽良好的銀行，故本集團流動資金的信貸風險有限。

除存放於多間具較高信貸評級的銀行的流動資金具有集中信貸風險外，本集團並無任何其他重大集中信貸風險。

#### 流動資金風險

於管理流動資金風險方面，本集團管理層監察及維持現金及現金等價物於管理層視為充足的水平，以為本集團業務營運提供資金，並減少現金流量波動的影響。

#### 流動資金及利率風險表

下表詳列本集團基於協定償還條款的金融負債剩餘合約期。下表乃根據金融負債的未折現現金流量編制，而該等金融負債乃根據本集團須予付款的最早日期分類。該表包括利息及本金現金流量。倘利息流量為浮動利率，則未貼現金額源自各報告期末的利率。

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39. FINANCIAL INSTRUMENTS (continued)

39. 金融工具(續)

(b) Financial risk management objectives and policies (continued)

(b) 財務風險管理目標及政策(續)

Liquidity risk (continued)

流動資金風險(續)

Liquidity and interest risk tables (continued)

流動資金及利率風險表(續)

		Weighted average effective interest rate	Repayable on demand	Less than 3 months	3 months to 1 year	1 year to 5 years	Total undiscounted cash flows	Carrying amount
		加權平均實際利率	須於要求時償還	少於3個月	3個月至1年	1至5年	未折現現金流量總額	賬面值
			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
<b>As at 31 December 2016</b>	<b>於2016年12月31日</b>							
Trade and other payables	貿易及其他應付款項	-	38,105	221,762	-	-	259,867	259,867
Amount due to non-controlling shareholders of a subsidiary	應付附屬公司非控股股東款項	-	12	-	-	-	12	12
Amount due to a joint venture	應付一間合營企業款項	-	150	-	-	-	150	150
Borrowings	借款	2.69%	-	3,017	49,689	100,852	153,558	128,948
Payable for Contingent Considerations	或然代價之應付款項	5.51%	-	-	22,500	67,500	90,000	81,718
			38,267	224,779	72,189	168,352	503,587	470,695
<b>As at 31 December 2015</b>	<b>於2015年12月31日</b>							
Trade and other payables	貿易及其他應付款項	-	10,490	106,582	-	-	117,072	117,072
Borrowings	借款	5.51%	-	10,822	12,066	8,472	31,360	29,640
			10,490	117,404	12,066	8,472	148,432	146,712

The amounts included above for variable interest rate financial liabilities are subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of each reporting period.

倘浮息利率的變動有別於各報告期末釐定的估計利率變動，上述浮動利率金融負債的金額或會出現變動。

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### 綜合財務報表附註

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### 39. FINANCIAL INSTRUMENTS *(continued)*

#### (c) Fair values

##### Fair values of the Group's financial assets and financial liabilities are determined as follow:

The management of the Group estimates the fair value of its financial assets and financial liabilities measured at amortised cost have been determined based on the discounted cash flows analysis. The carrying amounts of financial assets and financial liabilities recorded at amortised cost approximate to their fair value.

##### Fair values of the Group's financial assets that is measured at fair value on a recurring basis

Financial assets designated as at FVTPL are measured at fair value at the year ended 31 December 2016. It is categorised at level 3 fair value hierarchy.

### 39. 金融工具(續)

#### (c) 公平值

本集團金融資產及金融負債的公平值按下文釐定：

本集團管理層根據貼現現金流量分析按攤銷成本估計其金融資產及金融負債的公平值。本集團管理層認為按攤銷成本入賬的金融資產及金融負債賬面值與其公平值相若。

##### 基於經常性基準按公平值計量之集團金融資產之公平值

指定為按公平值計入損益之金融資產於2016年12月31日止年度按公平值計量。其分類入第三級公平值等級。

### 40. OPERATING LEASES

#### The Group as lessee

### 40. 經營租賃

#### 本集團作為承租人

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Minimum lease payments paid under operating leases in respect of rented premises during the year	根據經營租約就年內租賃物業已付最低租金	3,937	2,483



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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### 40. OPERATING LEASES (continued)

#### The Group as lessee (continued)

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases in respect of office premises and staff dormitories which fall due as follows:

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Within one year	一年內	4,280	1,982
In the second to fifth years inclusive	第二至第五年 (包括首尾兩年)	13,876	283
		<b>18,156</b>	<b>2,265</b>

Operating lease payment represent rentals payable by the Group for its office premises and staff dormitories. Leases are negotiated and rentals are fixed for terms of one to five years.

### 40. 經營租賃(續)

#### 本集團作為承租人(續)

於報告期末，本集團根據於以下期間到期的有關辦公室物業及員工宿舍的不可撤銷經營租約擁有的未來最低租金承擔如下：

經營租賃付款指本集團就其辦公室物業及員工宿舍應付的租金。租約經磋商釐定及租金乃就一至五年的租期而釐定。

#### The Group as lessor

At the end of the reporting period, the Group had contracted with tenants or residential communities for the following future minimum lease payments:

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Within one year	一年內	831	-

Property rental income represents rentals receivables by the Group for investment properties. Leases are negotiated and rentals are fixed for terms of one year.

#### 本集團作為出租人

於報告期末，本集團已與承租人或住宅區訂約，日後應承擔最低租賃付款如下：

物業租金代表本集團就投資物業應收之租金。租約經磋商釐定及租金亦為固定，為期一年。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 December 2016 截至2016年12月31日止年度

#### 41. CAPITAL COMMITMENTS

#### 41. 資本承擔

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Consideration committed in respect of acquisition of property, plant and equipment contracted for but not provided in the consolidated financial statements	就已訂約但未於綜合財務報表撥備的購買物業、廠房及設備承擔代價	2,176	1,661

#### 42. RETIREMENT BENEFIT PLAN

#### 42. 退休福利計劃

The Group operates a Mandatory Provident Fund scheme for all qualifying employees in Hong Kong. The Group contributes 5% of relevant payroll costs to the Mandatory Provident Fund scheme, subject to a maximum amount of HK\$1,500 per month for each employee which contribution is matched by employees.

本集團為香港所有合資格僱員設立強制性公積金計劃。本集團按有關薪金成本5%向強積金計劃供款（每名僱員每月最高供款額為1,500港元），有關供款與僱員供款配合。

The employees of the PRC entities are members of a state-managed retirement benefit scheme operated by the government of the PRC. The Group is required to contribute 12% to 34% of the total monthly basic salaries of its current employees to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

中國實體的僱員為中國政府營辦的國家管理退休福利計劃成員。本集團須按其目前僱員每月基本薪金總額的12%至34%向退休福利計劃供款以為該項福利撥資。本集團有關退休福利計劃的僅有責任是作出規定的供款。

The total costs charged to consolidated financial statements of profit or loss for the year ended 31 December 2016 were amounted to RMB20,427,000 (2015: RMB12,849,000).

截至2016年12月31日止年度，計入綜合損益財務報表的總成本為人民幣20,427,000元（2015年：人民幣12,849,000元）。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2016 截至2016年12月31日止年度

### 43. PLEDGE OF ASSETS

At the end of the reporting period, the Group had pledged the following assets to banks as securities against general banking facilities granted to the Group:

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Investment properties	投資物業	14,386	-
Pledged bank deposits	已抵押銀行存款	-	62,834
		14,386	62,834

### 43. 資產抵押

於報告期末，本集團已向銀行抵押下列資產，作為本集團獲授一般銀行融資之抵押品：

### 44. RELATED PARTY DISCLOSURES

#### (a) Related parties transactions

During the years, the Group entered into the following significant transactions with related parties as follows:

Related parties 關聯方	Relationship 關係	Transactions 交易	2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Guangzhou Xunhua 廣州迅華	Company controlled by Mr. Liu Jian, a shareholder and director of the Company 受本公司股東兼董事劉建先生控制的公司	Provision of services to the Group 向本集團提供服務	-	1,012
Ms. Chen Zhuo 陳卓女士	A shareholder and director of the Company 本公司股東兼董事	Provision of rental services to the Group 向本集團提供租賃服務	9	12
Mr. Liu Jian 劉建先生	A shareholder and director of the Company 本公司股東兼董事	Provision of rental services to the Group 向本集團提供租賃服務	-	50

### 44. 關聯方披露

#### (a) 關聯方交易

於該等年度，本集團與關聯方訂立以下重大交易：

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 December 2016 截至2016年12月31日止年度

#### 44. RELATED PARTY DISCLOSURES

*(continued)*

##### (b) Operating lease

At the end of the reporting period, Ms. Chen Zhuo had commitments for future minimum lease payments under non-cancellable operating leases in respect of office premises which fall due as follows:

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Within one year	一年內	-	9

#### 44. 關聯方披露 (續)

##### (b) 經營租賃

於報告期末，陳卓女士就辦公室物業於不可撤銷經營租賃項下的未來最低租賃付款承擔到期情況如下：

##### (c) Compensation of key management personnel

The remuneration of key management personnel during the years ended 31 December 2016 and 2015 was as follows:

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Short-term employee benefits	短期僱員福利	10,869	3,309
Post-employment benefits	離職後福利	269	146
Share-based payments	股份付款	12,569	11,022
		<b>23,707</b>	<b>14,477</b>

##### (c) 主要管理層人員薪酬

於截至2016年及2015年12月31日止年度主要管理人員薪酬如下：

The remuneration of key management personnel is determined by reference to the performance of individuals and market trend.

主要管理人員薪酬乃經參考個人表現及市場趨勢後釐定。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2016 截至2016年12月31日止年度

45. PARTICULARS OF PRINCIPAL  
SUBSIDIARIES OF THE COMPANY

45. 本公司主要附屬公司之詳情

(a) General information of principal  
subsidiaries

(a) 主要附屬公司之一般資料

Details of the Group's principal subsidiaries at the end of the reporting period are set out below:

於報告期末，本公司主要附屬公司之詳情如下：

Name of subsidiary 公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Issued and fully paid share/ registered capital 已發行及 繳足股本/ 註冊資本	Equity interest attributable to the Group 本集團應佔股本權益		Principal activities 主要業務
			2016 2016年 %	2015 2015年 %	
<b>Directly held:</b> 直接持有：					
Zhong Ao Holdings 中奧控股	BVI 英屬處女群島	USD1 1美元	100	100	Investment holding 投資控股
<b>Indirectly held:</b> 間接持有：					
Zhong Ao HK 中奧香港	Hong Kong 香港	HKD1 1港元	100	100	Investment holding 投資控股
Eastern Harbour 東方海港	Hong Kong 香港	HKD2 2港元	70	-	Investment holding 投資控股
Guangzhou Xuji 廣州旭基	PRC 中國	HKD77,500,000 77,500,000港元	100	100	Investment holding 投資控股
Guangdong Zhong Ao 廣東中奧	PRC 中國	RMB35,335,689 人民幣 35,335,689元	100	100	Provision of property management services 提供物業管理服務
Hangzhou Lvdu 杭州綠都	PRC 中國	RMB2,500,000 人民幣2,500,000元	100	100	Provision of property management services 提供物業管理服務

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 December 2016 截至2016年12月31日止年度

#### 45. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

*(continued)*

##### (a) General information of principal subsidiaries *(continued)*

#### 45. 本公司主要附屬公司之詳情(續)

##### (a) 主要附屬公司之一般資料(續)

Name of subsidiary 公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Issued and fully paid share/ registered capital 已發行及 繳足股本/ 註冊資本	Equity interest attributable to the Group 本集團應佔股本權益		Principal activities 主要業務
			2016 2016年 %	2015 2015年 %	
Hangzhou Huachang 杭州華昌	PRC 中國	RMB1,000,000 人民幣 1,000,000元	100	100	Provision of property management services 提供物業管理服務
Hangzhou Yidao 杭州壹到	PRC 中國	RMB1,000,000 人民幣 1,000,000元	100	100	Provision of online to offline services 提供線上至線下服務
Shanghai Yidong 上海怡東	PRC 中國	RMB3,000,000 人民幣 3,000,000元	70	-	Provision of property management services 提供物業管理服務
Hangzhou Gaodi 杭州高第	PRC 中國	RMB500,000 人民幣 500,000元	100	-	Provision of property management services 提供物業管理服務
Zhejiang Yongcheng 浙江永成	PRC 中國	RMB11,000,000 人民幣 11,000,000元	70	-	Provision of property management services 提供物業管理服務
Ningbo Reston Hotel Property Management Services Company Limited (Note) 寧波雷斯頓酒店物業服務 有限公司(附註)	PRC 中國	RMB5,000,000 人民幣 5,000,000元	70	-	Provision of property management services 提供物業管理服務

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2016 截至2016年12月31日止年度

45. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

(continued)

(a) General information of principal subsidiaries (continued)

45. 本公司主要附屬公司之詳情(續)

(a) 主要附屬公司之一般資料(續)

Name of subsidiary 公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Issued and fully paid share/ registered capital 已發行及 繳足股本/ 註冊資本	Equity interest attributable to the Group 本集團應佔股本權益		Principal activities 主要業務
			2016 2016年 %	2015 2015年 %	
Ningbo Yongxing Property Management Company Limited (Note) 寧波甬興物業管理有限公司(附註)	PRC 中國	RMB1,000,000 人民幣 1,000,000元	79		- Provision of property management services 提供物業管理服務
Ningbo Yongdu Elevator Engineering Company Limited (Note) 寧波永都電梯工程有限公司(附註)	PRC 中國	RMB1,500,000 人民幣 1,500,000元	60		- Provision of engineering services and sales of engineering spare parts 提供工程服務及銷售工程零件
Ningbo High-tech Zone Yongcheng Catering Services Company Limited (Note) 寧波高新區永成餐飲服務有限公司(附註)	PRC 中國	RMB100,000 人民幣100,000元	70		- Provision of catering services 提供餐飲服務
Ningbo Jiangbei Yongdu Weak Current Engineering Company Limited (Note) 寧波江北永都弱電工程有限公司(附註)	PRC 中國	RMB200,000 人民幣200,000元	62		- Provision of engineering services and sales of engineering spare parts 提供工程服務及銷售工程零件

Note: The companies are owned by Zhejiang Yongcheng, a company acquired during the year.

附註：該等公司由浙江永成(於年內收購之公司)擁有。

\* The English name is for identification purpose only.

\* 英文名稱僅供識別。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 December 2016 截至2016年12月31日止年度

#### 45. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

*(continued)*

##### (a) General information of principal subsidiaries *(continued)*

The above table lists the subsidiaries of the Group which, in the opinion of the Directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

##### (b) Details of non-wholly owned subsidiaries that have material non-controlling interests

#### 45. 本公司主要附屬公司之詳情(續)

##### (a) 主要附屬公司之一般資料(續)

上表載列董事認為主要影響本集團業績或資產之本集團附屬公司。董事認為列出其他附屬公司之詳情將導致篇幅冗長。

##### (b) 持有重大非控股權益之非全資附屬公司詳情

Name of company 公司名稱	Place of establishment 成立地點	Portion of ownership interests and voting rights held by non-controlling interest 非控股權益所持擁有權權益及投票權比例		Profit allocated to non-controlling interests 分配予非控股權益之溢利		Accumulated non-controlling interests 累計非控股權益	
		2016 2016年	2015 2015年	2016 RMB'000 人民幣千元	2015 RMB'000 人民幣千元	31/12/2016 2016年 12月31日 RMB'000 人民幣千元	31/12/2015 2015年 12月31日 RMB'000 人民幣千元
Zhejiang Yongcheng 浙江永成	PRC 中國	70%	-	2,433	-	58,094	-
Individually immaterial subsidiaries with non-controlling interests 持有非控股權益的個別非重大附屬公司				598	(298)	6,194	249
				3,031	(298)	64,288	249



**45. PARTICULARS OF PRINCIPAL  
SUBSIDIARIES OF THE COMPANY***(continued)***(b) Details of non-wholly owned  
subsidiaries that have material  
non-controlling interests***(continued)*Summarised financial information of  
Zhejiang Yongcheng is set out below:**Zhejiang Yongcheng and its  
subsidiaries****45. 本公司主要附屬公司之詳情(續)****(b) 持有重大非控股權益之非全資附屬  
公司詳情(續)**

浙江永成的財務資料概述如下：

**浙江永成及其附屬公司**

		2016 2016年 RMB'000 人民幣千元
Current assets	流動資產	170,535
Non-current assets	非流動資產	108,248
Current liabilities	流動負債	170,471
Equity attributable to owners of the Company	本公司擁有人應佔權益	74,072
Non-controlling interests of Zhejiang Yongcheng	浙江永成之非控股權益	31,745
Non-controlling interests of Zhejiang Yongcheng's subsidiaries	浙江永成附屬公司之非控股權益	2,495
Fair value adjustment arising from acquisition of Zhejiang Yongcheng	收購浙江永成產生之公平值調整	23,854
Non-controlling interests	非控股權益應佔溢利	58,094

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 December 2016 截至2016年12月31日止年度

#### 45. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

*(continued)*

##### (b) Details of non-wholly owned subsidiaries that have material non-controlling interests

*(continued)*

##### Zhejiang Yongcheng and its subsidiaries *(continued)*

#### 45. 本公司主要附屬公司之詳情(續)

##### (b) 持有重大非控股權益之非全資附屬 公司詳情(續)

##### 浙江永成及其附屬公司(續)

		2016 2016年 RMB'000 人民幣千元
Revenue	收益	82,472
Expenses	開支	8,189
Profit for the year	年度利潤	9,143
Profit attributable to owners of the Company	本公司擁有人應佔溢利	6,307
Profit attributable to the non-controlling interests of Zhejiang Yongcheng	浙江永成非控股權益 應佔溢利	2,703
Profit attributable to the non-controlling interests of Zhejiang Yongcheng's subsidiaries	浙江永成附屬公司 非控股權益應佔溢利	133
Fair value adjustment arising from acquisition of Zhejiang Yongcheng	收購浙江永成產生之公平值調整	(403)
Profit attributable to the non-controlling interests	非控股權益應佔溢利	2,433

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2016 截至2016年12月31日止年度

**45. PARTICULARS OF PRINCIPAL  
SUBSIDIARIES OF THE COMPANY**

*(continued)*

**(b) Details of non-wholly owned  
subsidiaries that have material  
non-controlling interests**

*(continued)*

**Zhejiang Yongcheng and its  
subsidiaries** *(continued)*

**45. 本公司主要附屬公司之詳情(續)**

**(b) 持有重大非控股權益之非全資附屬  
公司詳情(續)**

浙江永成及其附屬公司(續)

		Year ended 2016 截至 2016年 止年度 RMB'000 人民幣千元
Net cash inflow from operating activities	經營活動現金流入淨額	35,112
Net cash inflow from investing activities	投資活動現金流入淨額	12,449
Net cash outflow from financing activities	融資活動現金流出淨額	(3,019)
Net cash inflow	現金流入淨額	44,542

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 December 2016 截至2016年12月31日止年度

#### 46. STATEMENT OF FINANCIAL POSITION AND EQUITY OF THE COMPANY

#### 46. 本公司財務狀況及權益報表

		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>		
Investment in a subsidiary	於一間附屬公司的投資	95,410	28,391
Amounts due from subsidiaries (note)	應收附屬公司款項(附註)	358,238	105,068
		<b>453,648</b>	133,459
<b>Current Assets</b>	<b>流動資產</b>		
Other receivables	其他應收款項	43	461
Bank balances and cash	銀行結餘及現金	98,043	339,276
		<b>98,086</b>	339,737
<b>Current Liabilities</b>	<b>流動負債</b>		
Other payables	其他應付款項	3,071	7,451
Amounts due to subsidiaries	應付附屬公司款項	19,119	18,532
Borrowing due within one year	於一年內到期之借款	20,194	-
		<b>42,384</b>	25,983
<b>Net Current Assets</b>	<b>流動資產淨值</b>	<b>55,702</b>	313,754
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>	<b>509,350</b>	447,213
<b>Non-current Liabilities</b>	<b>非流動負債</b>		
Borrowing due after one year	於一年後到期之借款	83,424	-
<b>Net Assets</b>	<b>資產淨額</b>	<b>425,926</b>	447,213
<b>Capital and Reserves</b>	<b>資本及儲備</b>		
Share capital	股本	6,549	6,594
Reserves	儲備	419,377	440,619
<b>Total Equity</b>	<b>權益總額</b>	<b>425,926</b>	447,213

Note: The amounts are unsecured, interest free and expected to be realised within 5 years from the end of the reporting period, and therefore measured at amortised cost at an effective interest rate of 4.9% per annum.

附註：此等款項為無抵押、不計息及預期於報告期末起計5年內變現，並因此按攤銷成本以實際年利率4.9%計量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2016 截至2016年12月31日止年度

46. STATEMENT OF FINANCIAL POSITION AND EQUITY OF THE COMPANY (continued)

46. 本公司財務狀況及權益報表(續)

Movement in the Company's equity

本公司權益變動

		Share capital	Treasury shares	Share premium	Capital redemption reserve	Share option reserve	Accumulated losses	Total
		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
At the date of incorporation on 5 January 2015	於2015年1月5日註冊成立日	-	-	-	-	-	-	-
Loss and total comprehensive expense for the year	年內虧損及全面開支總額	-	-	-	-	-	(44,490)	(44,490)
Capitalisation issue of shares	資本化發行股份	4,945	-	(4,945)	-	-	-	-
Issue of new shares pursuant to the public offering	根據公開發售發行新股	1,649	-	308,251	-	-	-	309,900
Expenses incurred in connection with issue of shares	因發行股份而產生的開支	-	-	(31,807)	-	-	-	(31,807)
Reclassification of financial liabilities designated as at FVTPL	將指定為按公平值計入損益的金融負債重新分類	-	-	198,980	-	-	-	198,980
Recognition of equity-settled shared-based payments	確認以權益結算的股份付款	-	-	-	-	14,630	-	14,630
At 31 December 2015	於2015年12月31日	6,594	-	470,479	-	14,630	(44,490)	447,213
Profit and total comprehensive income for the year	年度利潤及全面收入總額	-	-	-	-	-	7,414	7,414
Shares repurchased and cancelled	購股及註銷股份	(45)	-	(5,554)	45	-	(45)	(5,599)
Shares repurchased but not cancelled	購回但尚未註銷股份	-	(3)	(393)	-	-	-	(396)
Distribution	分銷	-	-	(31,051)	-	-	-	(31,051)
Recognition of equity-settled shared-based payments	確認以權益結算的股份付款	-	-	-	-	12,701	-	12,701
Share option lapsed	購股權失效	-	-	-	-	(4,356)	-	(4,356)
At 31 December 2016	於2016年12月31日	6,549	(3)	433,481	45	22,975	(37,121)	425,926

# FINANCIAL SUMMARY

## 財務概要

For the year ended 31 December 2016 截至2016年12月31日止年度

<b>Results</b>		2012	2013	2014	2015	2016
<b>業績</b>		2012年	2013年	2014年	2015年	2016年
		(RMB'000)	(RMB'000)	(RMB'000)	(RMB'000)	(RMB'000)
		(人民幣千元)	(人民幣千元)	(人民幣千元)	(人民幣千元)	(人民幣千元)
Revenue	收益	197,449	290,276	361,202	420,155	635,146
Cost of sales and services	銷售及服務成本	(159,877)	(212,352)	(240,491)	(280,067)	(478,408)
Gross profit	毛利	37,572	77,924	120,711	140,088	156,738
Other income	其他收入	4,494	1,481	3,155	1,467	7,867
Other gains and losses	其他收益及虧損	(6,172)	(9,381)	(16,328)	(4,019)	(2,171)
Change in fair value of investment properties	投資物業公平值變動	-	-	-	-	3,341
Change in fair value of financial liabilities designated as at fair value through profit or loss	指定為按公平值計入損益的金融負債的公平值變動	-	-	-	(6,343)	-
Administrative expenses	行政開支	(14,344)	(19,852)	(21,472)	(51,002)	(99,675)
Other expenses	其他開支	-	-	-	-	(9,837)
Selling and distribution expenses	銷售及分銷開支	(2,438)	(3,413)	(3,765)	(7,615)	(29,450)
Share of results of associates	應佔聯營公司業績	-	(424)	(670)	-	-
Share of results of joint ventures	應佔合營企業業績	-	-	(98)	243	2,148
Finance costs	財務成本	-	-	(5)	(1,572)	(4,705)
Listing expenses	上市開支	-	-	(3,980)	(35,881)	-
Profit before tax	除稅前利潤	19,112	46,335	77,548	35,366	24,256
Income tax expenses	所得稅開支	(6,316)	(13,265)	(21,650)	(24,753)	(27,608)
(Loss) profit for the year	年度(虧損)利潤	12,796	33,070	55,898	10,613	(3,352)
<b>Assets and liabilities</b>		2012	2013	2014	2015	2016
<b>資產及負債</b>		2012年	2013年	2014年	2015年	2016年
		(RMB'000)	(RMB'000)	(RMB'000)	(RMB'000)	(RMB'000)
		(人民幣千元)	(人民幣千元)	(人民幣千元)	(人民幣千元)	(人民幣千元)
Non-current assets	非流動資產	14,347	29,830	73,391	92,580	422,498
Current assets	流動資產	99,585	167,788	205,653	618,253	678,651
Total assets	總資產	113,932	197,618	279,044	710,833	1,101,149
Current liabilities	流動負債	95,011	144,627	173,766	196,541	466,319
Non-current liabilities	非流動負債	-	-	9,639	12,555	184,764
Total liabilities	總負債	95,011	144,627	183,405	209,096	651,083
Net assets	資產淨值	18,921	52,991	95,639	501,737	450,056



**中奧到家集團有限公司**  
**Zhong Ao Home Group Limited**