



招商局置地有限公司

CHINA MERCHANTS LAND LIMITED

Stock Code 股份代號: 978

SMART GROWTH

城市生長的力量



年度報告
ANNUAL REPORT
2017

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CORPORATE INFORMATION

公司資料

DIRECTORS

Non-executive Directors

Mr. XU Yongjun (Chairman)
Mr. HUANG Junlong
Dr. YAN Chengda
Ms. LIU Ning

Executive Directors

Dr. SO Shu Fai
Mr. YU Zhiliang
Mr. WONG King Yuen

Independent Non-executive Directors

Dr. WONG Wing Kuen, Albert
Ms. CHEN Yanping
Dr. SHI Xinping
Mr. HE Qi

AUDIT COMMITTEE

Dr. WONG Wing Kuen, Albert (Chairman)
Ms. LIU Ning
Dr. SHI Xinping

NOMINATION COMMITTEE

Mr. XU Yongjun (Chairman)
Ms. CHEN Yanping
Dr. SHI Xinping

REMUNERATION COMMITTEE

Ms. CHEN Yanping (Chairman)
Mr. HUANG Junlong
Dr. WONG Wing Kuen, Albert

AUTHORISED REPRESENTATIVES

Mr. YU Zhiliang
Mr. WONG King Yuen

COMPANY SECRETARY

Ms. LAU Jeanie

AUDITOR

SHINEWING (HK) CPA Limited

董事

非執行董事

許永軍先生(主席)
黃均隆先生
YAN Chengda博士
劉寧女士

執行董事

蘇樹輝博士
余志良先生
黃競源先生

獨立非執行董事

王永權博士
陳燕萍女士
史新平博士
何琦先生

審核委員會

王永權博士(主席)
劉寧女士
史新平博士

提名委員會

許永軍先生(主席)
陳燕萍女士
史新平博士

薪酬委員會

陳燕萍女士(主席)
黃均隆先生
王永權博士

授權代表

余志良先生
黃競源先生

公司秘書

劉准羽女士

核數師

信永中和(香港)會計師事務所有限公司

CORPORATE INFORMATION

公司資料

REGISTERED OFFICE

P.O. Box 309, Uglund House
Grand Cayman
KY1-1104
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Room 2603 to 2606, 26/F
China Merchants Tower, Shun Tak Centre
Nos. 168–200 Connaught Road Central
Hong Kong

PRINCIPAL BANKERS

Agricultural Bank of China Limited
Bank of Beijing Co., Ltd.
Bank of China (Hong Kong) Limited
Bank of China Limited
Bank of Communications Co., Ltd.
Bank of Communications Co., Ltd. Hong Kong Branch
Bank of Nanjing Co., Ltd.
Baoshang Bank Limited
China CITIC Bank Corporation Limited
China Construction Bank Corporation
China Construction Bank (Asia) Corporation Limited
China Everbright Bank Co., Ltd.
China Merchants Bank Co., Ltd.
China Zheshang Bank Co., Ltd.
DBS Bank Limited
ING Bank N.V.
Industrial and Commercial Bank of China (Asia) Limited
Industrial and Commercial Bank of China Limited
Industrial Bank Co., Ltd.
Shanghai Pudong Development Bank Co., Ltd.
The Hongkong and Shanghai Banking Corporation Limited
The Bank of East Asia (China) Limited

PRINCIPAL SHARE REGISTRARS AND TRANSFER OFFICE

SMP Partners (Cayman) Limited
Royal Bank House
3rd Floor
24 Shedden Road
P.O. Box 1586
Grand Cayman, KY1-1110
Cayman Islands

註冊辦事處

P.O. Box 309, Uglund House
Grand Cayman
KY1-1104
Cayman Islands

總辦事處及主要營業地點

香港
干諾道中168–200號
信德中心招商局大廈
26樓2603-2606室

主要來往銀行

中國農業銀行股份有限公司
北京銀行股份有限公司
中國銀行(香港)有限公司
中國銀行股份有限公司
交通銀行股份有限公司
交通銀行股份有限公司·香港分行
南京銀行股份有限公司
包商銀行股份有限公司
中信銀行股份有限公司
中國建設銀行股份有限公司
中國建設銀行(亞洲)股份有限公司
中國光大銀行股份有限公司
招商銀行股份有限公司
浙商銀行股份有限公司
星展銀行有限公司
荷蘭商業銀行
中國工商銀行(亞洲)有限公司
中國工商銀行股份有限公司
興業銀行股份有限公司
上海浦東發展銀行股份有限公司
香港上海滙豐銀行有限公司
東亞銀行(中國)有限公司

主要股份過戶及登記總處

SMP Partners (Cayman) Limited
Royal Bank House
3rd Floor
24 Shedden Road
P.O. Box 1586
Grand Cayman, KY1-1110
Cayman Islands



CORPORATE INFORMATION

公司資料

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Tengis Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

SOLICITORS

JunHe LLP

WEBSITE

<http://ir.cmland.hk>

STOCK CODE

978

香港股份過戶及登記分處

卓佳登捷時有限公司
香港
皇后大道東183號
合和中心22樓

法律顧問

君合律師事務所

網址

<http://ir.cmland.hk>

股份代號

978

CHAIRMAN'S STATEMENT

主席報告

To Shareholders,

I hereby present to you the report of annual results of China Merchants Land Limited ("China Merchants Land" or the "Company", Stock Code: 00978) and its subsidiaries (together as the "Group") for the year ended 31 December 2017.

BUSINESS REVIEW

In 2017, the turnover of the Group was approximately RMB17,310,562,000 (2016: RMB11,606,442,000), representing a year-on-year increase of approximately 49%. Profit attributable to the owners of the Company was approximately RMB1,638,124,000 (2016: RMB811,449,000), accounting for a year-on-year growth of approximately 102%. Profit attributable to the shareholders per share rose by approximately 102% from last year to approximately RMB33.40 cents (2016: RMB16.54 cents). Facing accelerated changes in market condition and policies, the Group responded to the market with stable yet flexible strategic, which drove persistent improvement in its results, causing profit attributable to the shareholders per share in 2017 to climb up to record high since the reorganisation in 2013. With optimising and strengthening business scale, the Group plans to gradually stabilise and enhance the cash return for the shareholders. The Board proposes payment of final dividends for the year ended 31 December 2017 of HK\$0.1 per share.

STRATEGIC TRANSFORMATION

The Group continues to support strategic transformation. In response to the State's development plan on real estate industry and the overall market trend, the Group made a good start by grasping the opportunities to actively explore the rental market. The Northern Block of the Group's first CM+ Service Apartment in Sheung Wan performed well, currently recording an occupancy rate of approximately 92%. Being regarded as a pilot project, the service apartment had enabled the Group to gain valuable experience in the operation of property leasing and management services. The acquisition of the Southern Block of the second CM+ Service Apartment in Sheung Wan has been completed at the end of February 2018 and the preparation work for opening has been commenced. The operating model of the CM+ Service Apartment may be replicated in several cities of the Mainland China where the business of the Group operates, allowing accomplishment of rent-sell model step by step. In addition, through continuous study on the reorganisation of China Merchants Property both internally and externally, and through collaborative development, the business has been further solidified.

致各位股東：

本人欣然提呈招商局置地有限公司(「招商置地」或「本公司」，股份代號：00978)及其附屬公司(統稱「本集團」)，截至二零一七年十二月三十一日之全年業績報告。

業績概覽

二零一七年，本集團的營業收入約為人民幣17,310,562,000元(二零一六年：人民幣11,606,442,000元)，同比增長約49%。本公司擁有人應佔溢利約為人民幣1,638,124,000元(二零一六年：人民幣811,449,000元)，同比增長約102%。每股股東應佔溢利約為人民幣33.40分(二零一六年：人民幣16.54分)，同比增長約102%。縱然市場環境和政策變化加快，本集團本以穩健和靈活的策略對市場作出反應，使業績不斷提升，二零一七年每股股東應佔利潤再次創出自二零一三年重組以來新高。隨著本集團業務規模優化和壯大，本集團計劃逐步穩定和提高股東現金回報，董事會建議派付截至二零一七年十二月三十一日止年度的末期股息每股港幣0.1元。

戰略轉型

本集團持續支持戰略轉型。因應國家對房地產行業的發展規劃和整體市場的趨勢，本集團抓住機遇，積極探索租賃市場，開局良好。集團位於香港上環首個CM+服務式公寓(CM+)北座項目營運狀況理想，現時出租率達92%，此項目可作為集團推動租賃市場的先導項目，為集團於經營出租公寓與及物業管理服務提供寶貴的經驗。有關香港上環第二個CM+服務式公寓(CM+)南座收購事項已在二零一八年二月底完成，現正在進行籌開工作。CM+服務式公寓的經營模式可複製至集團在國內經營業務的多個城市，逐步實現租售並舉的營運模式。另一方面，繼續研究與招商物業之重組方案，招商物業內外並舉，協同拓展，業務基礎更加穩固。

CHAIRMAN'S STATEMENT

主席報告

BUSINESS REVIEW

Market Review

During 2017, various economic regimes around the world experienced continuous recovery, and the global macro-economic figures showed a flourishing condition where stock markets of different regions climbed up, the global trading rebounded and the business environment was promising. In the US, Donald Trump was elected as the new President and his tax plan has been passed. Benefited from the positive impact of tax cuts, enterprises recorded better profits. As a result of the recovery of Eurozone economies and the growth of macro-economic data going back to the right track, enterprises in Europe had an improved profitability. Albeit the political tension, there was sound economic growth in all Asian countries. The gross domestic product (GDP) of the PRC increased by approximately 6.9% in 2017, which enabled full accomplishment of key targets for the economic and social development with better-than-expected results.

The real estate market of the Mainland China in 2017 was mainly driven by core government policies. Upon the announcement of the keynote that "Houses are built for residence, not for speculation" in the Central Economic Work Conference held at the end of 2016, several supporting policies promulgated subsequently had been based thereon. Local governments, one after another, implemented one policy customised for one city or several policies for one city for controlling purpose. With the policies becoming more extensive, the real estate markets of the first and the second tier cities had shown signs of cooling down, while there were considerable results in destocking in the third and the fourth tier cities. Nevertheless, sales of the national commodities housings in 2017 jumped up to new record high, with the area sold for national commodities housing reached approximately 1,694 million sq.m. in 2017 representing a year-on-year increase of approximately 7.7%. Besides, in order to response to the state's long-term mechanism for the stabilisation of real estate market, real estate developers have taken the initiative to participate in rent-sell and increased their investment in the rental market.

業務回顧

市場回顧

二零一七年，全球各地經濟持續復蘇，環球宏觀經濟數據向好，各地股市創新高、全球貿易反彈，營商環境良好。美國方面，特朗普當選總統同時通過稅收方案，企業受減稅正面影響後，盈利得到提高。歐元區經濟復蘇，宏觀經濟數據增長步入正軌，因此歐洲企業盈利持續改善。亞洲方面，儘管受政治緊張局勢所影響，各國經濟增長表現不俗。而我國在二零一七年國內生產總值增長達約6.9%，經濟社會發展主要目標任務全面完成並好於預期。

二零一七年，國內房地產市場由核心政策主導。自二零一六年年末中央工作會議上提出「房子是用來住的、不是用來炒的」的基調後，其後相關出台的配套政策都以此基調為基礎，各地政府密集發佈一城一策，以至一城多策的調控政策。隨著調控政策逐漸深化，一、二線城市市場呈降溫之勢，而三、四線城市去庫存效果明顯，二零一七年全國商品房銷售仍創歷史新高，銷售面積達約16.94億平方米，同比增長約7.7%。此外，為回應國家的穩定房地產市場發展的長效機制，各房企紛紛參與租購並舉，擴大對租賃市場的投放。

CHAIRMAN'S STATEMENT

主席報告

Property Development

In 2017, with the united effort of all staff, the results of the Group greatly improved. The Group recorded aggregate contracted sales of approximately RMB24,156,757,000 and aggregate contracted sales area of 1,382,636 sq.m., representing increases of approximately 51% and approximately 17% over that of 2016 respectively. Area of new construction was approximately 1.85 million sq.m, whereas area of completed construction was approximately 1.30 million sq.m. At the end of 2017, the area under construction was approximately 2.86 million sq.m. At the same time, the Group continuously reinforced the forging of projects in all-rounded abilities, such as progress, quality, safety, customer services as well as cost and marketing in order to ensure a sustainable and quality development.

Land Bank

In 2017, the Group continued to focus on proactively exploring the cities with high quality by concentrating on the development of property projects in high quality cities in the Guangdong-Hong Kong-Macao Bay Area on the one hand, and, on the other hand, conducting appropriate expansion of its business scale in other cities. The Group acquired five pieces of land during the year with a total permissible area of approximately 857,215 sq.m. for a total land cost of approximately RMB6,585 million. Three pieces of land was acquired in Foshan with a total permissible area of approximately 547,650 sq.m. for a total land cost of approximately RMB3,764 million. One piece of land was acquired in Nanjing with a total permissible area of approximately 220,200 sq.m. for a total land cost of approximately RMB2,240 million. One piece of land was acquired in Chongqing with a total permissible area of approximately 89,365 sq.m. for a total land cost of approximately RMB581 million. As at 31 December 2017, the Group had land bank of approximately 5,732,641 sq.m. The management believes that the existing land bank is sufficient to fulfill the needs of the Company's project development mentioned above for the next three years.

Capital and Finance

At the end of 2017, the net gearing ratio of the Group was approximately 47%, which is at a healthy level in the property industry. The bank balances and cash amounted to approximately RMB5,100,692,000 and the balance of the interest-bearing debts was amounted to approximately RMB15,233,460,000. The average cost of the capital was approximately 4.85% of the annualised interest rate in 2017, which was equal to that in 2016. At the same time, the Group placed great efforts to improve the cash collection of sales proceeds, hence achieving an annual cash collection of sales proceeds of approximately RMB22,000 million and a cash collection rate of approximately 91%. The capital turnover remains stable and safe. In respect of management of foreign exchange risks, the Group will closely monitor the changes in the foreign exchange market so as to make swift response.

房地產開發

二零一七年，在本集團全體員工之共同努力下，業績大幅增長，合同銷售總額達約人民幣24,156,757,000元，合同銷售總面積約為1,382,636平方米，較二零一六年分別增長約51%和約17%；新開工面積約185萬平方米，竣工面積約130萬平方米。二零一七年底在建面積約286萬平方米。本集團持續加強城市公司對專案進度、品質、安全、客服、成本和行銷等的全面能力建設，以確保可持續、有品質增長。

土地儲備

二零一七年，本集團繼續聚焦深耕優質城市，一方面聚焦以粵港澳大灣區為核心的優質城市房地產專案開發，同時亦適度擴大在其他城市的經營規模，年內獲得5塊土地，總計容面積約857,215平方米，土地總價人民幣約6,585,000,000元。在佛山獲得3塊土地，計容面積約547,650平方米，土地總價約人民幣3,764,000,000元；在南京獲得1塊土地，計容面積約220,200平方米，土地總價約人民幣2,240,000,000元；在重慶獲得1塊土地，計容面積約89,365平方米，土地總價約人民幣581,000,000元。截至二零一七年十二月三十一日止，本集團持有土地儲備總額約5,732,641平方米。管理層相信現有土地儲備將滿足公司未來3年以上之項目發展需要。

資金與財務

於二零一七年底，本集團的淨槓桿率約47%，在房地產行業屬健康水準；銀行結餘及現金折合約人民幣5,100,692,000元；有息負債餘額折合約人民幣15,233,460,000元，二零一七年平均資金成本為年化利率約4.85%，與二零一六年持平。同時，本集團加大銷售回款力度，全年銷售回款達約人民幣22,000,000,000元，回款率約91%，資金周轉平穩、安全。匯率風險管理方面，本集團將密切關注外匯市場變化，以作出第一時間反應。

CHAIRMAN'S STATEMENT

主席報告

OUTLOOK AND PROSPECT

Looking ahead in 2018, sustainable global economic growth is anticipated. Yet the spring up of trade protectionism, expected interest rise and the geopolitics remain risky to global economy.

As China is moving towards economic reform with a key focus on high quality, the long-term mechanism advocating rental housing is imperative. It is expected that more rental housing projects will be launched in the first and second tier cities in 2018, while the performance of the third and fourth tier cities will be further fallen back as the spillover effect subsides. Under the keynote that "Houses are not built for speculation", together with more stringent regulation and intensified marco-controlling policies, the comprehensively strict market controls involving restrictions on housing purchases, loans, prices and sales will be continued. A new era for the real estate industry of China is going to kick off in an orderly manner in 2018.

Adhering to the principle of "sustained intensive engagement and innovative development", the Group will continue to develop its business by leveraging on the abundant inventory resources of China Merchants Group and China Merchants Shekou Industrial Zone Holdings Company Limited and fully capitalising on the advantages of overseas listing, so as to facilitate corporate transformation as well as active exploration and grasping of market opportunities.

APPRECIATION

On behalf of the Board, I wish to thank our customers, business partners and staff for their trust and support during last year and would appreciate your continued support for the Company's development in the future. As the Chairman of the Board, I would also like to express our sincere gratitude to our shareholders for their unflinching support and in approving the major changes of the Company. I believe and have confidence that we will create better return for the shareholders in the future.

XU Yongjun
Chairman
20 March 2018

前景展望

展望二零一八年，全球經濟增長有望持續但貿易保護主義抬頭、加息預期增強以及地緣政治關係緊張，將為全球經濟發展帶來一定的風險。

隨著中國經濟發展模式逐漸走向高品質轉型，建立以租賃房為主軸的長效機制已勢在必行。預期二零一八年將有更多的一、二線城市租售並舉項目。而由於溢出效應的消退，三、四線城市的樓市表現將進一步分化。在房住不炒的總基調之下，隨著監管的加強和宏觀調控政策的深化，預期限購、限貸、限價、限售、限商的全面嚴控局面將延續，中國的房地產行業將在二零一八年將有序地開啟一個新時代。

本集團將繼續秉承「持續深耕，創新發展」的原則開發業務，並立足招商局集團和招商局蛇口工業區控股股份有限公司存量資源基礎，充分發揮境外上市平台的優勢，推進公司轉型發展，積極探索和拓展市場機遇。

致謝

本人謹代表公司董事會，對客戶、合作夥伴及員工在過去一年中對公司的信任與支持深表謝意，並期待大家往後繼續支持公司的發展。作為董事會主席，本人對各位股東對公司的大力支持並批准公司的重大變革表示衷心的感謝。我相信，也有信心在未來為股東創造更好的回報。

許永軍
主席
二零一八年三月二十日

DIRECTORS AND SENIOR MANAGEMENT PROFILE

董事及高級管理人員履歷

The Directors' updated information is set out below, save as disclosed below, there is no financial, business, family or other material/relevant relationship among the Directors. The change of directors' information pursuant to Rule 13.51B of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the "Listing Rules") since the Company's last published interim report is set out in the section "Change of Information relating to Directors":

NON-EXECUTIVE DIRECTOR

Mr. XU Yongjun, aged 54, non-executive director of the Company, the chairman of the Board and the chairman of the nomination committee of the Company appointed on 18 March 2016.

Mr. XU joined China Merchants Logistics Holdings Co., Ltd.* since May 2001 and held various positions as chief marketing director, deputy general manager, executive deputy general manager and general manager until January 2016. On 30 December 2015, he was appointed as the director and general manager of China Merchants Shekou Industrial Zone Holdings Co., Ltd. ("CMSK"), an intermediate controlling shareholder of the Company.

Mr. XU graduated from Fuyang Normal University* in Anhui province in July 1984. He graduated from Applied Chemistry Department of Northwest Institute of Light Industry* (currently renamed as Shanxi University of Science & Technology*) with a Master's Degree in Engineering in November 1987.

Mr. HUANG Junlong, aged 52, non-executive director of the Company and a member of the remuneration committee of the Company appointed on 18 March 2016.

Mr. HUANG is currently the chief financial officer of CMSK. He joined China Merchants Shekou Industrial Zone* as deputy supervisor of the finance department in 1988 and holds various positions as deputy in charge of finance department of China Merchants Group*, chief financial officer of China Merchants Logistics Group Co., Ltd.*, chief financial officer of China Merchants Port Service Co., Ltd.*, chief financial officer of Shenzhen China Merchants Petrochemical Co., Ltd.* and the financial controller of finance department of China Merchants Shekou Industrial Zone*.

董事之最新資料載於下文。除下文披露者外，董事之間概無財務、業務、家族或其他重大／相關關係。自本公司最後刊發之中期報告後，根據香港聯合交易所有限公司證券上市規則（「上市規則」）第13.51B條董事資料之變動載於「有關董事資料之變動」一節：

非執行董事

許永軍先生，現年54歲，於二零一六年三月十八日獲委任為本公司非執行董事、董事會主席及本公司提名委員會主席。

許先生於二零零一年五月加入招商局物流集團有限公司歷任市場總監、副總經理、常務副總經理及總經理至二零一六年一月。於二零一五年十二月三十日獲委任為本公司間接控股股東招商局蛇口工業區控股股份有限公司（「招商蛇口」）之董事及總經理。

許先生於一九八四年七月畢業於安徽省阜陽師範學院，一九八七年十一月於西北輕工業學院（現更名為陝西科技大學）就讀應用化學專業，獲工學碩士學位。

黃均隆先生，現年52歲，於二零一六年三月十八日獲委任為本公司非執行董事及本公司薪酬委員會成員。

黃先生現為招商蛇口之財務總監，彼於一九八八年加入招商局蛇口工業區任職財務部副主任，及後歷任招商局集團財務部副部長、招商局物流集團有限公司財務總監、招商港務股份有限公司財務總監、深圳招商石化有限公司財務總監及招商局蛇口工業區財務總監。



DIRECTORS AND SENIOR MANAGEMENT PROFILE

董事及高級管理人員履歷

In July 1988, Mr. HUANG graduated from Changsha Institute of Communications* with a Bachelor's Degree in Finance and Accounting Profession. He graduated from China Europe International Business School* with a Master of Business Administration Degree in September 2008.

Dr. YAN Chengda, aged 59, non-executive director of the Company appointed on 18 March 2016.

Dr. YAN has been engaged in property development business in China and other overseas developed countries with a management position in overseas listed companies for many years. He is currently a senior consultant of CMSK. He joined China Merchants Group* in the year of 1997. He holds various positions as deputy general manager of China Merchants Properties Holdings Company Limited* and executive director of China Merchants Holdings (Pacific) Limited*, shares of which are listed on the Singapore Exchange Securities Trading Limited.

Before joining China Merchants Group, Dr. YAN served as vice president of China State Construction International Holdings Limited (Florida Company of United States of America) and was a president assistant of China Construction International Corporation.

Dr. YAN holds a Bachelor's Degree in January 1982 and a Master's Degree in December 1984 from the Department of Civil Engineering in Dalian University of Technology*. He graduated from the Department of Water Conservancy in Tsinghua University* in June 1989 and was awarded a Doctoral Degree. He holds a senior engineer qualification since May 1993 and is a member of American Society of Civil Engineers.

黃先生於一九八八年七月畢業於長沙交通學院管理系財務會計專業，獲學士學位，後於二零零八年九月畢業於中歐國際工商學院，獲工商管理碩士學位。

YAN Chengda博士，現年59歲，於二零一六年三月十八日獲委任為本公司非執行董事。

YAN博士長期從事國內及國外發達國家的房地產開發業務和境外上市公司的管理工作，現為招商蛇口之高級顧問。彼於一九九七年加入招商局集團，曾任招商局地產集團有限公司副總經理及招商局亞太有限公司（其股份於新加坡證券交易所有限公司上市）執行董事。

於加入招商局集團前，YAN博士曾任中國建築總公司美國佛羅裡達公司副總裁及中國對外建設總公司總裁助理。

YAN博士於一九八二年一月畢業於大連理工大學土木工程專業學士學位，並於一九八四年十二月於大連理工大學土木工程系取得碩士學位，後於一九八九年六月畢業於清華大學水利系，並獲博士學位。於一九九三年五月獲高級工程師資格並為美國土木工程師學會之會員。

DIRECTORS AND SENIOR MANAGEMENT PROFILE

董事及高級管理人員履歷

Ms. LIU Ning, aged 49, non-executive Director appointed on 2 June 2012. Ms. LIU is a member of the audit committee of the Board.

Ms. LIU has over 15 years of experience in securities industry and has served as the secretary to the board of directors of CMSK since December 2015. She was appointed as a representative for securities affairs of China Merchants Property Development Co., Ltd* ("CMPD") (a company merged with CMSK in December 2016) in October 2001, a director of secretariat to the board of CMPD in July 2004 and the Board Secretary of CMPD from 2008 to 2015. Ms. LIU currently serves as the independent director of Han's Laser Technology Industry Group Co., Ltd.* (stock code: 002008), Shenzhen Fenda Technology Co., Ltd.* (深圳市奮達科技股份有限公司)(Stock Code: 002681), Shenzhen Sunwin Intelligent Co., Ltd.* (深圳市賽為智能股份有限公司) (Stock Code: 300044) and Shenzhen Jinxinnong Technology Co., Ltd.* (stock code: 002548), all of them are listed on the Shenzhen Stock Exchange. Ms. LIU was appointed as the ninth expert of the listing committee of the Shenzhen Stock Exchange for the period from September 2016 to September 2018, and currently is the first expert for the preliminary review of corporate bonds listing of the Shenzhen Stock Exchange for the period from May 2017 to May 2019. Ms. LIU holds a Profession in Business Administration from Central South University of Forestry and Technology* in 2000, and subsequently holds a Master of Business Administration Degree from Macau University of Science and Technology*. During the year ended 31 December 2017. Ms. LIU ceased to be an independent director of Eastern Pioneer Driving School Co., Ltd.* (東方時尚駕駛學校股份有限公司) (Stock Code: 603377), a company listed on the Shanghai Stock Exchange and Shenzhen Changfang Light Emitting Diode Lighting Co., Ltd.* (深圳市長方半導體照明股份有限公司) (Stock Code: 300301). Ms. LIU ceased to act as an independent director of Tianjin Zhonghuan Semiconductor Co., Ltd.* (天津中環半導體股份有限公司) (Stock Code: 002129) in June 2016.

劉寧女士，現年49歲，自二零一二年六月二日加入本公司為非執行董事。劉女士為董事會審核委員會成員。

劉女士於證券業擁有超過15年經驗，並於二零一五年十二月起擔任招商蛇口董事會秘書。彼於二零零一年十月獲委任為招商地產證券事務代表、於二零零四年七月獲委任為招商地產招商局地產控股股份有限公司(「招商地產」)(於二零一六年十二月與招商蛇口合併的一家公司)董事會秘書處主任，並從二零零八年至二零一五年間，擔任招商地產之董事會秘書。劉女士現為深圳證券交易所上市公司大族激光科技產業集團股份有限公司(股份代號：002008)、深圳市奮達科技股份有限公司(股份代號：002681)、深圳市賽為智能股份有限公司(股份代號：300044)、深圳市金新農科技股份有限公司(股份代號：002548)的獨立董事。劉女士自二零一六年九月至二零一八年九月期間出任深圳證券交易所第九屆上市委員會委員，以及自二零一七年五月至二零一九年五月期間出任深圳證券交易所第二屆公司債券上市預審核專家。劉女士於二零零零年完成南開大學國際商學院工商管理專業研究生課程後就讀於澳門科技大學獲工商管理碩士學位。截至二零一七年十二月三十一日止年度，劉女士已辭任上海證券交易所上市公司東方時尚駕駛學校股份有限公司(股份代號：603377)及深圳市長方半導體照明股份有限公司(股份代號：300301)的獨立董事。劉女士於二零一六年六月份辭任天津中環半導體股份有限公司(股份代號：002129)的獨立董事職務。

DIRECTORS AND SENIOR MANAGEMENT PROFILE

董事及高級管理人員履歷

EXECUTIVE DIRECTOR

Dr. SO Shu Fai, aged 66, executive Director and chairman of the executive committee appointed on 11 December 2010 and was elected chairman of the Company on 31 December 2010. Dr. SO resigned from his position as the chairman of the Board and his board committee position on 23 June 2012 and remains an executive Director.

Dr. SO is an executive director of SJM Holdings Limited (listed on the Stock Exchange of Hong Kong Limited (the "Stock Exchange") and is currently the Chairman of Shenzhen Super Perfect Optics Limited. He is a director of Estoril-Sol, SGPS, S.A. which is listed on Euronext Lisbon and the chairman of the board of directors of MACAUPORT – Sociedade de Administração de Portos, S.A. Besides, Dr. SO retired from office as an independent non-executive director of SHK Hong Kong Industries Limited (listed on the Stock Exchange) on 2 June 2015.

Dr. SO is a member of the 12th National Committee of the Chinese People's Political Consultative Conference ("CPPCC"), a member of the Committee of Foreign Affairs of the National Committee of CPPCC, the honorary consul of the Republic of Portugal in the Hong Kong SAR and a consultant of the Economic Development Council. Dr. SO is the president of Clube Militar de Macau, a member of the board of directors of The University of Hong Kong Foundation for Educational Development and Research, as well as a member of the 10th National Committee of China Federation of Literary and Arts Circles.

Dr. SO was awarded the Medal of Merit – Culture by the Macau SAR Government in 2009. He was awarded the Doctor of Social Sciences honoris causa by the University of Macau in 2012, the Honorary University Fellowship by The University of Hong Kong in 2005 and the Commendador Order of Merit by the President of Portugal in 2014.

Dr. SO is a Chartered Secretary and a Fellow member of The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators. He graduated with a Bachelor of Science Degree from The University of Hong Kong in 1973, and received a Doctoral Degree in Management Studies from IMC/Southern Cross University in 2001.

執行董事

蘇樹輝博士，現年66歲，於二零一零年十二月十一日加入本公司出任執行董事兼執行委員會主席，並於二零一零年十二月三十一日獲選為本公司主席。蘇博士於二零一二年六月二十三日辭任董事會主席及於董事委員會的全部職位，但留任執行董事。

蘇博士為香港聯合交易所有限公司（「聯交所」）上市公司澳門博彩控股有限公司之執行董事，目前為深圳超多維光電子有限公司主席。彼為Euronext里斯本上市公司Estoril-Sol, SGPS, S.A.董事，以及MACAUPORT – Sociedade de Administração de Portos, S.A.董事會主席。另外，蘇博士於二零一五年六月二日退任聯交所上市公司新工投資有限公司之獨立非執行董事之職務。

蘇博士為中國人民政治協商會議（「政協」）第十二屆全國委員會委員、全國政協外事委員會委員、葡萄牙共和國駐香港特別行政區名譽領事及澳門特區政府經濟發展委員會顧問。蘇博士為澳門陸軍俱樂部主席、香港大學教研發展基金董事局成員，以及中國文學藝術界聯合會第十屆全國委員會委員。

蘇博士於二零零九年獲澳門特區政府頒授文化功績勳章。二零一二年，彼獲澳門大學頒授榮譽社會科學博士學位；二零零五年，獲香港大學授予名譽大學院士銜；二零一四年，獲葡萄牙總統頒授司令級功績勳章。

蘇博士為特許秘書，並為香港特許秘書公會資深會士及英國特許秘書及行政人員公會資深會士。彼於一九七三年畢業於香港大學，獲授理學學士學位，並於二零零一年獲IMC/Southern Cross University授予管理學博士學位。

DIRECTORS AND SENIOR MANAGEMENT PROFILE

董事及高級管理人員履歷

Mr. YU Zhiliang, aged 39, joined the Company as an executive Director since 2 June 2012. He served as a general manager of the Company since 18 August 2016. He was the Company's Chief Financial Officer during the period from 29 June 2012 to 17 August 2016. Mr. YU has served as a director of Champion Apex Limited since January 2013 and a director of Harvest Allied Investments Limited since April 2013. Mr. YU is responsible for strategic development, and to facilitate and implement the operational plans of the Group.

Mr. YU has served as the chief financial officer of China Merchants Property (Xiamen) Co. Ltd.* (招商局地產(廈門)有限公司) and Fujian Zhong Lian Sheng Estate Development Ltd.* (福建中聯盛房地產開發有限公司) since 2010. Mr. YU is a director of China Merchants Properties Development Ltd. (招商局置業有限公司), Wahsheung Finance Ltd.* (華商財務有限公司) and certain major subsidiaries of the Company. He holds a Bachelor's Degree in Accounting from Xiamen University* (廈門大學) and holds an MBA Degree with a concentration in finance from the Chinese University of Hong Kong. Mr. YU is an accountant of the People's Republic of China (the "PRC").

Mr. WONG King Yuen, aged 50, executive director of the Company appointed on 18 March 2016.

Mr. WONG has over 20 years of experience in real estate industry. He served as assistant property manager in property agency department in China Merchants Properties Development Limited in February 1995 and subsequently he was promoted as deputy manager, manager, deputy general manager and the current position of director and general manager. From January 1999, he acted as general manager assistant in China Merchants Property Agency Limited and later he was promoted to the position of deputy general manager and the current position of director and general manager. From September 2001 to December 2002, he served as director and general manager in China Merchants Property Management (Hong Kong) Limited.

Mr. WONG graduated from Hong Kong Baptist University with a Bachelor's Degree of Business Administration (Honours) majoring in finance in November 1990. He obtained a Master's Degree of Science in real estate from the University of Hong Kong in December 2006. In 1999, he obtained estate agents license (individual) from Hong Kong Estate Agents Authority. In 2010, he was awarded the membership of Hong Kong Institute of Real Estate Administrators.

余志良先生，現年39歲，自二零一二年六月二日加入本公司為執行董事。彼自二零一六年八月十八日起擔任本公司總經理；自二零一二年六月二十九日至二零一六年八月十七日期間出任本公司財務總監。自二零一三年一月起，余先生擔任華先有限公司之董事，並自二零一三年四月起出任滙泰投資有限公司之董事。余先生負責執行集團戰略，並推進經營計劃與落實。

余先生自二零一零年起擔任招商局地產(廈門)有限公司及福建中聯盛房地產開發有限公司之財務總監。余先生為招商局置業有限公司董事、華商財務有限公司及本公司若干主要附屬公司之董事。彼獲得廈門大學會計學士學位，並獲得香港中文大學工商管理(金融方向)碩士學位。余先生為中華人民共和國會計師。

黃競源先生，現年50歲，於二零一六年三月十八日獲委任為本公司執行董事。

黃先生於房地產行業擁有超過20年經驗。彼於一九九五年二月加入招商局置業有限公司地產代理部任職助理物業經理，後晉升至副部門經理、部門經理、副總經理及至今之董事及總經理職位。期間於一九九九年一月兼任招商局地產代理有限公司總經理助理，後晉升至副總經理及至今之董事及總經理職位。於二零零一年九月至二零零二年十二月亦曾擔任招商局物業管理(香港)有限公司之董事及總經理。

黃先生於一九九零年十一月畢業於香港浸會大學工商管理學士(榮譽)學位，主修財務學。及後於二零零六年十二月獲得香港大學理科碩士(房地產)。黃先生於一九九九年獲得香港地產代理監管局之地產代理(個人)牌照。於二零一零年成為香港地產行政師學會之會員。

DIRECTORS AND SENIOR MANAGEMENT PROFILE

董事及高級管理人員履歷

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. WONG Wing Kuen, Albert, aged 66, joined the Company as an independent non-executive Director on 2 June 2012. Dr. WONG is the chairman of the audit committee and a member of the remuneration committee of the Company. Dr. WONG currently holds the following positions in other listed companies:

- independent non-executive director of China VAST Industrial Urban Development Company Limited, a company listed on the Stock Exchange (Stock Code: 6166);
- independent non-executive director of APAC Resources Limited, a company listed on the Stock Exchange (Stock Code: 1104);
- independent non-executive director of Solargiga Energy Holdings Limited, a company listed on the Stock Exchange (Stock Code: 757);
- independent non-executive director of China Wan Tong Yuan (Holdings) Limited, a company listed on the Stock Exchange (Stock Code: 8199); and
- independent non-executive director of Capital Finance Holdings Limited, a company listed on the Stock Exchange (Stock Code: 8239).

In addition, Dr. WONG served as the managing director of Charise Financial Planning Limited, a private professional consulting firm in Hong Kong since October 2005 to 2 January 2014 and served as Principal Consultant of KND & Co., CPA Limited, a private professional auditing firm in Hong Kong since 2 January 2014 to 2017. Dr. WONG was appointed as the Principal Consultant by KND Associates CPA Limited, Hong Kong on 2 January 2018. Dr. WONG was elected or admitted:

- a fellow of The Institute of Chartered Secretaries and Administrators in September 2002;
- a fellow of The Hong Kong Institute of Chartered Secretaries in February 2002;

獨立非執行董事

王永權博士，現年66歲，自二零一二年六月二日加入本公司為獨立非執行董事。王博士為本公司審核委員會主席及薪酬委員會成員。王博士現於其他上市公司擔任以下職位：

- 中國宏泰產業市鎮發展有限公司(於聯交所上市的公司；股份代號：6166)的獨立非執行董事；
- 亞太資源有限公司(於聯交所上市的公司；股份代號：1104)的獨立非執行董事；
- 陽光能源控股有限公司(於聯交所上市的公司；股份代號：757)的獨立非執行董事。
- 中國萬桐園(控股)有限公司(於聯交所上市的公司；股份代號：8199)的獨立非執行董事；及
- 首都金融控股有限公司(於聯交所上市的公司；股份代號：8239)的獨立非執行董事。

此外，王博士自二零零五年十月起至二零一四年一月二日期間擔任卓昇財務策劃有限公司(為一家香港私人專業顧問公司)的董事總經理，亦於二零一四年一月二日至二零一七年期間擔任冠達會計師事務所有限公司(為一家香港私人執業核數師公司)的首席顧問。於二零一八年一月二日，王博士獲委任為香港冠泓會計師行有限公司的首席顧問。王博士於：

- 二零零二年九月獲選為英國特許秘書及行政人員公會資深會員；
- 二零零二年二月獲選為香港特許秘書公會資深會員；

DIRECTORS AND SENIOR MANAGEMENT PROFILE

董事及高級管理人員履歷

- a fellow of the Taxation Institute of Hong Kong in January 1999;
- a member of The Hong Kong Securities and Investment Institute in November 2012;
- a fellow member of Association of International Accountants in September 2005;
- a fellow member of The Institute of Certified Public Accountants in Ireland in August 2000;
- a member of the Chartered Institute of Arbitrators in May 2002; and
- a Certified Tax Adviser of Hong Kong for the year 2013 by the Taxation Institute of Hong Kong.
- 一九九九年一月獲選為香港稅務學會資深會員；
- 二零一二年十一月獲選為香港證券及投資學會會員；
- 二零零五年九月獲選為國際會計師公會資深會員；
- 二零零零年八月獲選為愛爾蘭註冊會計師協會資深會員；
- 二零零二年五月獲選為英國特許仲裁員公會會員；及
- 二零一三年獲香港稅務學會頒授香港註冊稅務師資格。

Dr. WONG received a Doctoral Degree in Business Administration from Bulacan State University, Republic of the Philippines in December 2010 and a Bachelor's Degree in commerce from a joint program held by Shenzhen University and Clayton University, Missouri, USA in May 1990. He also received a Bachelor's Degree and a Master's Degree in Business Administration from Nottingham Trent University, UK in December 2005 and December 2007, respectively.

Ms. CHEN Yanping, aged 59, joined the Company as an independent non-executive Director on 2 June 2012.

Ms. CHEN had attended a "China Management Training Program" in University of California, Los Angeles from November 2003 to November 2004. Ms. CHEN received a Bachelor's Degree and a Master's Degree in urban planning profession from the Faculty of Architecture of Tongji University* in January 1982 and November 1984, respectively. Ms. CHEN was qualified as a senior engineer in December 1993 and subsequently qualified as a registered planner of the PRC in October 2000.

Ms. CHEN had been an independent director of CMPD from October 2007 to November 2011. Ms. CHEN is the chairlady of the remuneration committee and a member of the nomination committee of the Company. Ms. CHEN is a professor of Architecture and Urban Planning School* in Shenzhen University* from December 2000.

王博士於二零一零年十二月於菲律賓比立勤國立大學獲得工商管理博士學位以及於一九九零年五月獲深圳大學及美國密蘇裡Clayton University聯合項目商務學士學位。彼亦分別於二零零五年十二月及二零零七年十二月獲得英國Nottingham Trent University工商管理學士學位及碩士學位。

陳燕萍女士，現年59歲，自二零一二年六月二日加入本公司為獨立非執行董事。

陳女士自二零零三年十一月至二零零四年十一月曾於加州大學洛杉磯分校出席「中國管理層培訓計劃」。彼分別於一九八二年一月及一九八四年十一月獲得同濟大學建築系城市規劃專業學士及碩士學位。陳女士於一九九三年十二月獲高級工程師資格，及後於二零零零年十月獲中國註冊規劃師資格。

自二零零七年十月至二零一一年十一月，陳女士為招商地產獨立董事。陳女士為本公司薪酬委員會主席及提名委員會成員。陳女士自二零零零年十二月起為深圳大學建築與城市規劃學院教授。



DIRECTORS AND SENIOR MANAGEMENT PROFILE

董事及高級管理人員履歷

Dr. SHI Xinping, aged 59, joined the Company as an independent non-executive Director on 2 June 2012. Dr. SHI had been an independent director of CMPD from July 2001 to October 2007. Dr. SHI is a member of the audit committee and a member of the nomination committee of the Company.

Dr. SHI is currently an associate professor of the Department of Finance and Decision Sciences in Hong Kong Baptist University. He is also an independent non-executive director of Renewable Energy Trade Board Corporation (formerly known as "China Technology Development Group Corporation"), a company listed on Nasdaq.

Dr. SHI received a Bachelor's Degree from North-western Polytechnic University* in July 1982, an MBA Degree from Lancaster University, UK in December 1990 and a PhD Degree from Middlesex University, UK in July 1995.

Mr. HE Qi, aged 62, was appointed as an independent non-executive Director of the Company on 1 November 2013. Mr. HE currently is an independent non-executive director of Evergrande Real Estate Group Limited, a company listed on the Stock Exchange (Stock Code: 3333) since 14 October 2009. Since 3 October 2014, Mr. HE has been serving as the independent non-executive director of Orient Victory China Holdings Limited, a company listed on the Stock Exchange (Stock code: 265), and also the secretary of the Distribution Services Committee of the China Real Estate Association*. Mr. He had been serving as the deputy secretary of the China Real Estate Association* until June 2016. He was an executive of the Development Centre of the China Real Estate Association* from 1995 to 1999.

史新平博士，現年59歲，自二零一二年六月二日加入本公司為獨立非執行董事。史博士自二零零一年七月至二零零七年十月為招商地產的獨立董事。史博士為本公司審核委員會及提名委員會的成員。

史博士目前為香港浸會大學財務及決策學系副教授。彼亦為納斯達克上市公司可再生能源交易所(原名「中國科技發展集團有限公司」)獨立非執行董事。

史博士於一九八二年七月獲得西北工業大學學士學位、於一九九零年十二月獲得英國 Lancaster University 工商管理碩士學位及於一九九五年七月獲得英國 Middlesex University 博士學位。

何琦先生，現年62歲，於二零一三年十一月一日獲委任為本公司獨立非執行董事。自二零零九年十月十四日起，何先生為聯交所上市公司恒大地產集團有限公司(股份代號：3333)的獨立非執行董事。自二零一四年十月三日起，何先生為聯交所上市公司東勝中國控股有限公司(股份代碼：265)的獨立非執行董事，亦為中國房地產協會流通服務委員會秘書長。何先生曾擔任中國房地產協會副秘書長，直至二零一六年六月份。彼於一九九五年至一九九九年擔任中國房地產協會產業協會發展院主任。

DIRECTORS AND SENIOR MANAGEMENT PROFILE

董事及高級管理人員履歷

CHANGE OF INFORMATION RELATING TO DIRECTORS

Changes in directors' information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules, are set out below:

有關董事資料之變動

根據上市規則第13.51B(1)條規定須予披露有關董事資料變動之資料變動載列下文：

Name of director 董事姓名	Details of change 變動詳情
Ms. LIU Ning 劉寧女士	<p>During the year ended 31 December 2017, Ms. LIU has been appointed as an independent director of Han's Laser Technology Industry Group Co., Ltd.* (大族激光科技產業集團股份有限公司) (Stock Code: 002008) and Shenzhen Jinxinnong Technology Co., Ltd.* (深圳市金新農科技股份有限公司) (Stock Code: 002548), both companies are listed on the Shenzhen Stock Exchange. Ms. LIU has ceased to be an independent director of Eastern Pioneer Driving School Co., Ltd.* (東方時尚駕駛學校股份有限公司) (Stock Code: 603377), a company listed on the Shanghai Stock Exchange and Shenzhen Changfang Light Emitting Diode Lighting Co., Ltd.* (深圳市長方半導體照明股份有限公司) (Stock Code: 300301).</p> <p>截至二零一七年十二月三十一日止年度，劉女士一直出任深圳證券交易所上市公司大族激光科技產業集團股份有限公司(股份代號：002008)及深圳市金新農科技股份有限公司(股份代號：002548)的獨立董事。劉女士已辭任上海證券交易所上市公司東方時尚駕駛學校股份有限公司(股份代號：603377)及深圳市長方半導體照明股份有限公司(股份代號：300301)的獨立董事。</p>
Dr. SO Shu Fai 蘇樹輝博士	<p>During the year ended 31 December 2017, Dr. SO ceased to be a member of the Cultural Consultative Council of the Macau SAR Government.</p> <p>截至二零一七年十二月三十一日止年度，蘇博士不再擔任澳門特區政府文化諮詢委員會成員。</p>
Mr. YU Zhiliang 余志良先生	<p>During the year ended 31 December 2017, Mr. YU received annual emoluments of HK\$2,170,046.42 which were determined by reference to his experience and responsibilities, the Company's performance and remuneration policy and the prevailing market conditions.</p> <p>截至二零一七年十二月三十一日止年度，余先生收取年度酬金港幣2,170,046.42元，有關酬金乃經參考彼之經驗及職責、本公司之表現及薪酬政策以及現行市況而釐定。</p>
Dr. WONG Wing Kuen, Albert 王永權博士	<p>During the year ended 31 December 2017, Dr. WONG has been appointed as an independent non-executive director of China Wan Tong Yuan (Holdings) Limited, a company listed on the Stock Exchange (Stock Code: 8199) and Capital Finance Holdings Limited, a company listed on the Stock Exchange (Stock Code: 8239). Dr. WONG was also appointed as the Principal Consultant by KND Associates CPA Limited, Hong Kong on 2 January 2018.</p> <p>王博士於截至二零一七年十二月三十一日止年度內獲委任為聯交所上市公司中國萬桐園(控股)有限公司(股份代號：8199)及聯交所上市公司首都金融控股有限公司(股份代號：8239)之獨立非執行董事，另於二零一八年一月二日獲委任為香港冠達會計師事務所有限公司之主要顧問。</p>

DIRECTORS AND SENIOR MANAGEMENT PROFILE

董事及高級管理人員履歷

Upon specific enquiry by the Company and confirmations from Directors, save as otherwise set out in this Report, there are no other changes in the directors' information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules since the Company's last published interim report.

SENIOR MANAGEMENT PROFILE

Mr. XIAO Rui, aged 43, is responsible for the management of property development projects.

Mr. XIAO joined the Development Department of CMSK as the senior manager in March 2004, and was subsequently redesignated to Zhangzhou Company as the director and general manager in April 2007. He served as the director and general manager of Xiamen Company in November 2010. Since August 2016, he was promoted as the regional general manager of Southern China and the general manager of Guangzhou Company.

Prior to joining the Group, Mr. XIAO worked as an assistant engineer in Shenzhen Languang Group* (深圳蘭光集團) from August 1997 to June 1999, a senior manager of Lease Department of CMPD from June 1999 to June 2003, and the deputy general manager of Shenzhen Mingyuan Fluoro Coatings Company* (深圳明遠氟塗料公司) from June 2003 to March 2004.

Mr. Xiao graduated from Harbin University of Civil Engineering and Architecture* with a Bachelor's Degree in Speciality of Industrial and Civil Architecture in June 1997.

Mr. LU Bin, aged 36, is responsible for the management of property development projects.

Mr. LU joined the Project Department of CMPD as a project engineer in July 2004 and subsequently, he served as the manager of the Project Department of Nanjing Company in January 2008. He was promoted as the general manager assistant, the deputy general manager and the deputy general manager (monitoring works) of Nanjing Company in February 2014, February 2015 and March 2016, respectively. He was promoted as the general manager of Nanjing Company in April 2017.

Mr. Lu graduated from Nanjing Institute of Technology* in July 2004 with a bachelor degree in professional electronic and information engineering.

經本公司作出具體查詢並獲董事確認，除本報告其他部分所載列者外，自本公司最後刊發之中期報告後，概無根據上市規則第13.51B(1)條須予披露有關董事資料之其他變動。

高級管理人員履歷

蕭睿先生，現年43歲，負責管理房地產開發項目。

蕭先生於二零零四年三月加入招商蛇口發展部，擔任高級經理。其後於二零零七年四月調至漳州公司任董事、總經理。二零一零年十一月任廈門公司董事、總經理。二零一六年八月至今晉升為華南區域總經理兼廣州公司總經理。

加入本集團前，蕭先生自一九九七年八月至一九九九年六月任職於深圳蘭光集團助理工程師。一九九九年六月至二零零三年六月任職於招商地產租賃部高級經理。二零零三年六月至二零零四年三月任職於深圳明遠氟塗料公司副總經理。

蕭先生於一九九七年六月畢業於哈爾濱建築大學，並獲授工民建專業學士學位。

呂斌先生，現年36歲，負責管理房地產開發項目。

呂先生於二零零四年七月加入招商地產項目部擔任項目工程師，其後於二零零八年一月擔任南京公司項目部經理，於二零一四年二月晉升南京公司總經理助理，二零一五年二月晉升南京公司副總經理，二零一六年三月晉升南京公司副總經理(主持工作)，二零一七年四月晉升南京公司總經理。

呂先生於二零零四年七月畢業於南京工程學院，並獲授電子系電子信息工程專業工學學士學位。

DIRECTORS AND SENIOR MANAGEMENT PROFILE

董事及高級管理人員履歷

Mr. HUANG Qinghao, aged 42, is responsible for the management of property development projects.

Mr. HUANG joined the Construction Management Center of CMPD in May 2005 as a structural engineer and was subsequently redesignated to Foshan Company in February 2008. He initially served as a manager of design and engineering department and was subsequently promoted as general manager assistant and deputy general manager. In January 2014, he was promoted as the general manager of Foshan Company.

Prior to joining the Group, Mr. HUANG worked in Shenzhen General Institute of Architectural Design & Research Third Institute (深圳市建築設計研究總院三部) from October 2001 and October 2003 as a structural engineer. From October 2003 to May 2005, Mr. HUANG worked in Arch Engineers Design Co. Ltd* (藝藝工程設計公司) as a structural engineer.

Mr. HUANG graduated from Central South University* and was awarded a Bachelor's Degree in Industrial and Civil Construction in June 1997. Mr. HUANG was qualified as an engineer in September 2001 and subsequently was qualified as a first-class qualified structural engineer in October 2005. He was awarded a Master's Degree in Civil Engineering Profession from Shenzhen University* in June 2006 and qualified as an architectural construction senior engineer in December 2007.

Mr. LI Zhaohui, aged 47, is responsible for the management of property development projects.

Mr. LI joined the Project Department of CMPD as an engineer in March 2002 and subsequently, he worked as a senior project manager for Construction Management Center in February 2005 and was promoted to deputy technical director in December 2005. In April 2007, he was redesignated to Chongqing Company as general manager assistant and was subsequently promoted to deputy general manager of Chongqing Company in February 2009. He was further promoted to deputy general manager of Chongqing Company (monitoring works) in July 2015.

Prior to joining the Group, Mr. LI worked in Zhenjiang Construction and Design Institute* in Jiangsu Province from July 1992 to March 2002.

Mr. LI graduated from the Faculty of Water Supply and Drainage Engineering of Urban Construction in Chongqing Construction Engineering University* in July 1992 and subsequently obtained the qualification as a water supply and drainage professional engineer in November 1998.

黃慶浩先生，現年42歲，負責管理房地產開發項目。

黃先生於二零零五年五月加入招商地產工程管理中心擔任結構工程師，其後於二零零八年二月調任至佛山公司，最初擔任設計工程部經理，後晉升為總經理助理及副總經理。於二零一四年一月，再次晉升至佛山公司總經理。

於加入本集團前，黃先生自二零零一年十月至二零零三年十月任職於深圳市建築設計研究總院三部擔任結構工程師。及後，於二零零三年十月至二零零五年五月擔任藝藝工程設計公司的結構工程師。

黃先生於一九九七年六月畢業於中南大學，並獲授工業與民用建築專業學士學位。黃先生於二零零一年九月獲工程師資格，及後於二零零五年十月獲一級註冊結構工程師資格。於二零零六年六月於深圳大學獲授結構工程專業碩士學位及於二零零七年十二月獲授建築施工高級工程師資格。

李朝暉先生，現年47歲，負責管理房地產開發項目。

李先生於二零零二年三月加入招商地產項目部擔任工程師，其後於二零零五年二月擔任工程管理中心項目高級經理及於二零零五年十二月晉升為技術副總監。於二零零七年四月調任至重慶公司擔任總經理助理，及後於二零零九年二月晉升為重慶公司副總經理。於二零一五年七月再度晉升為重慶公司副總經理(主持工作)。

於加入本集團前，李先生自一九九二年七月至二零零二年三月任職於江蘇省鎮江市建築設計研究院。

李先生於一九九二年七月畢業於重慶建築工程學院城市建設工程系給水排水工程專業。及後，於一九九八年十一月獲授給排水專業工程師資格。

DIRECTORS AND SENIOR MANAGEMENT PROFILE

董事及高級管理人員履歷

Mr. SHI Jun, aged 55, is responsible for the management of property development projects.

Mr. SHI joined the Operating Management Center of CMPD in November 2007 as general manager assistant and as the deputy general manager of 深圳招商建設有限公司 from December 2008 to February 2012. From February 2011 to February 2012, Mr. SHI was redesignated as the deputy general manager of Yongjinwan project and from February 2012 to September 2013, Mr. SHI was the deputy general manager (General) of the Zhuhai Company. He was subsequently transferred to Xi'an Company as the leader of the preparatory team in September 2013 and was promoted as general manager of Xi'an Company in May 2014. He has been redesignated as senior engineer in the Operating Management Center of CMSK in September 2017.

Prior to joining the Group, Mr. SHI worked in Shenzhen Continental Ocean Through Enterprise Company* (深圳市大陸海通實業公司) as general manager from December 2004 to November 2007.

Mr. SHI graduated from 西安公路學院 in July 1984 and received a diploma in industrial and domestic construction and was awarded a Bachelor's Degree in Engineering. He was qualified as a senior engineer in December 2004 and as a first-class qualified construction engineer in December 2011.

Mr. HE JunLi, aged 40, is responsible for the management of the property development projects.

Mr. HE joined CMPD in April 2003 as a planning manager for the Huangjintai project, later was promoted as senior manager in December 2005. He was a vice development director of Chongqing (Chengdu) in May 2008 and was promoted as assistant to general manager of Chongqing Company in February 2011. In June 2016, he was further promoted as vice general manager of Chongqing Company and also took up the position of a general manager of Chongqing China Merchants Jinshan Yiku Business Management Company* (重慶招商金山意庫商業管理公司). He was redesignated as a general manager of Xi'an Company in September 2017.

Before joining the Group, Mr. He worked in the property department of Vanke as engineer trainee from August 2001 to April 2002, and joined Sinolink (Shenzhen) as property development manager from April 2002 to April 2003.

Mr. HE graduated from Southeast University* in June 2001 with a bachelor degree in professional architectural engineering.

石鈞先生，現年55歲，負責管理房地產開發項目。

石先生於二零零七年十一月加入招商地產運營管理中心擔任總經理助理，並於二零零八年十二月至二零一二年二月期間擔任深圳招商建設有限公司之副總經理。於二零一一年二月至二零一二年二月期間，石先生調任雍景灣項目副總經理，於二零一二年二月至二零一三年九月期間，石先生為珠海公司常務副總經理。彼其後於二零一三年九月調任至西安公司擔任籌備組組長，並於二零一四年五月晉升為西安公司總經理。彼於二零一七年九月調至招商蛇口運營管理中心任資深主任工程師。

於加盟本集團前，石先生自二零零四年十二月起至二零零七年十一月擔任深圳市大陸海通實業公司總經理。

石先生於一九八四年七月畢業於西安公路學院，取得工業與民用建築文憑，並獲工學學士學位。彼於二零零四年十二月被評為高級工程師，並於二零一一年十二月取得一級註冊建造工程師。

何軍利先生，現年40歲，負責管理房地產開發項目。

何先生於二零零三年四月加入招商地產擔任黃金台項目策劃經理，其後於二零零五年十二月任高級經理，於二零零八年五月任重慶(成都)發展副總監，於二零一一年二月晉升重慶公司總經理助理，於二零一六年六月晉升重慶公司副總經理兼任重慶招商金山意庫商業管理公司總經理。彼於二零一七年九月調任西安公司擔任總經理。

於加盟本集團前，何先生自二零零一年八月至二零零二年四月擔任萬科地產項目部見習工程師，後於二零零二年四月至二零零三年四月擔任深圳百仕達地產發展經理。

何先生於二零零一年六月畢業於東南大學，獲授建築工程專業工學學士學位。

DIRECTORS AND SENIOR MANAGEMENT PROFILE

董事及高級管理人員履歷

Ms. JIN Yan, aged 43, the financial controller of the Company for the period from August 2016 to January 2018. She had held various positions with CMSK, and some of its subsidiaries. She joined CMSK in August 1996 as supervisor of financial department and capital department until March 2000 and held various positions in finance department of CMPD as senior manager, general manager assistant and deputy general manager from March 2000 to December 2013. At the same time, she was also appointed as the financial controller of 深圳市泰格公寓管理有限公司 (Shenzhen Fraser Place Management Company Limited*) from December 2005 to February 2012 and from February 2012 to December 2013, she acted as the financial controller of China Merchants (Shenzhen) Commercial Property Investment Co., Ltd.* and Eureka Investment Company Limited. She was the deputy general manager of capital management center of CMPD from January 2014 to December 2015 and was the deputy general manager of capital market department of CMSK from January 2016 to August 2016.

Ms. JIN graduated from the School of Economics of Xiamen University* with a Bachelor's Degree in International Finance in July 1996. In September 2003, she obtained a qualification of middle level accountant in PRC.

Ms. CHEN Yan, aged 40, appointed as the financial controller of the Company since January 2018. She has served in various roles at CMSK, a controlling shareholder of the Company. She joined CMSK in October 2009, and served as a senior manager of the financial department until July 2016. Meanwhile, she was appointed as a senior directing finance manager from July 2016 to May 2017. She had been a vice-financial controller of the Company during the period from May 2017 up to January 2018.

Ms. CHEN Yan was graduated from Sun Yat-Sen Business School* with a Master's Degree in Accounting and Business Studies in 2002. She was qualified as a Certified Public Accountant in the PRC in 2002.

靳燕女士，現年43歲，於二零一六年八月份至二零一八年一月份擔任本公司財務總監。彼曾於招商蛇口及其部分附屬公司擔任多個職位。彼於一九九六年八月加入招商蛇口，出任財務部及資金科主管，直至二零零零年三月止，並自二零零零年三月至二零一三年十二月出任招商地產財務部多個職位，包括高級經理、總經理助理及副總經理。同時，自二零零五年十二月至二零一二年二月，彼亦獲委任為深圳市泰格公寓管理有限公司之財務總監；及自二零一二年二月至二零一三年十二月，彼曾擔任深圳招商商置投資有限公司及瑞嘉投資實業有限公司之財務總監。自二零一四年一月至二零一五年十二月，彼為招商地產資金管理中心之副總經理及自二零一六年一月至二零一六年八月，靳女士擔任招商蛇口資金資本部副總經理。

靳女士於一九九六年七月畢業於廈門大學經濟學院，獲授國際金融學學士學位。於二零零三年九月，彼取得中國中級會計師之資格。

陳燕女士，現年40歲，自二零一八年一月份起擔任本公司財務總監。彼曾於本公司之控股股東招商蛇口擔任多個職位。彼於二零零九年十月加入招商蛇口，出任財務部高級經理，直至二零一六年七月止。同時，自二零一六年七月至二零一七年五月，彼亦獲委任為招商蛇口財務部之高級主任財務管理師。自二零一七年五月至二零一八年一月期間曾出任本公司財務副總監。

陳女士於二零零二年畢業於中山大學管理學院，取得會計學商學碩士學位。於二零零二年，彼獲得中國註冊會計師資格。

DIRECTORS AND SENIOR MANAGEMENT PROFILE

董事及高級管理人員履歷

Mr. WANG Yu, aged 44, is responsible for the overseas property investment and development business.

Mr. WANG joined the Construction Management Center of CMPD as a deputy engineer in August 2009 and was subsequently promoted and redesignated to China Merchants Property Development (Shenzhen) Limited* as general manager assistant of Project Department of Sea World Huanchuan Plaza* in February 2011. In January 2014 and July 2016, he was redesignated as a deputy general director and the general director, respectively, for investment and development of the Group.

Prior to joining the group, Mr. WANG served in the Administrative Department of Ministry of Foreign Affairs of the People's Republic of China from August 1996 to June 2007, working as an attaché, an officer, the third secretary and the second secretary respectively.

Mr. WANG graduated from Tianjin University* with a Bachelor's Degree of Civil Structural Engineering in July 1996 and completed the International Engineering Management Professional supplementary course. Subsequently, he completed the Infrastructure Project Management Professional Training in the University of Hong Kong in May 2007 and obtained a Master's Degree in Business Administration, majoring in Corporate Finance and Real Estate in the Business School of the University of North Carolina in United States of America in May 2009.

Ms. LAU Jeanie, aged 40, appointed as Company Secretary of the Company since 3 January 2017. Ms. LAU is an associate member of both The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries, and has over 10 years' experience in company secretarial practice.

王宇先生，現年44歲，負責管理海外房地產投資發展業務。

王先生於二零零九年八月加入招商地產工程管理中心擔任副主任工程師，其後於二零一一年二月晉升並調任深圳招商房地產有限公司海上世界環船廣場項目部總經理助理。於二零一四年一月和二零一六年七月，歷任本集團投資發展副總監、總監。

在加入本集團前，王先生自一九九六年八月至二零零七年六月任職於中華人民共和國外交部行政司，歷任隨員、科員、三秘、二秘職務。

王先生於一九九六年七月畢業於天津大學，獲授土建結構工程工學學士學位，並完成國際工程管理專業輔修課程。其後於二零零七年五月完成香港大學之基礎設施項目管理專業培訓，並於二零零九年五月於美國北卡羅萊納大學商學院獲金融和房地產專業工商管理碩士學位。

劉准羽女士，現年40歲，自二零一七年一月三日起擔任本公司公司秘書。彼為英國特許秘書及行政人員公會及香港特許秘書公會會員，並於公司秘書實務方面擁有逾10年經驗。

* For identification purpose only

* 僅供識別

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

MARKET REVIEW

During 2017, various economic regimes around the world experienced continuous recovery, and the global macro-economic figures showed a flourishing condition where stock markets of different regions climbed up, the global trading rebounded and the business environment was promising. In the US, Donald Trump was elected as the new President and his tax plan has been passed. Benefited from the positive impact of tax cuts, enterprises recorded better profits. As a result of the recovery of Eurozone economies and the growth of macro-economic data going back to the right track, enterprises in Europe had an improved profitability. Albeit the political tension, there was sound economic growth in all Asian countries. The gross domestic product (GDP) of the PRC increased by 6.9% in 2017, which enabled full accomplishment of key targets for the economic and social development with better-than-expected results.

The real estate market of the Mainland China in 2017 was mainly driven by core government policies. After the announcement of the keynote that "Houses are built for residence, not for speculation" in the Central Economic Work Conference held at the end of 2016, several supporting policies promulgated subsequently had been based thereon. Local governments, one after another, implemented one policy customised for one city or several policies for one city for controlling purpose. With the policies becoming more extensive, the real estate markets of the first and the second tier cities had shown signs of cooling down, while there were considerable results in destocking in the third and the fourth tier cities. Nevertheless, sales of the national commodities housings in 2017 jumped up to new record high, with the area sold for national commodities housing reached 1,694 million sq.m. in 2017 representing a year-on-year increase of 7.7%. Besides, in order to response to the state's long-term mechanism for the stabilisation of the real estate market, real estate developers have taken the initiative to participate in rent-sell and increased their investment in the rental market.

FINANCIAL REVIEW

For the year of 2017, profit amounted to RMB2,938,983,000 (2016: RMB1,115,054,000), representing an increase of approximately 164% as compared with that of last year. The profit attributable to the owners of the Company was RMB1,638,124,000 (2016: RMB811,449,000), representing an increase of approximately 102% as compared with that of last year. Basic earnings per share was RMB33.40 cents (2016: RMB16.54 cents), representing an increase of approximately 102% as compared with that of last year.

Equity attributable to owners of the Company was RMB7,414,598,000 as at 31 December 2017 (2016: RMB5,993,416,000), representing an increase of approximately 24% as compared with that as at the end of last year.

市場回顧

二零一七年，全球各地經濟持續復蘇，環球宏觀經濟數據向好、各地股市創新高、全球貿易反彈，營商環境良好。美國方面，特朗普當選總統同時通過稅收方案，企業受減稅正面影響後，盈利得到提高。歐元區經濟復蘇，宏觀經濟數據增長步入正軌，因此歐洲企業盈利持續改善。亞洲方面，儘管受政治緊張局勢所影響，各國經濟增長表現不俗。而我國在二零一七年國內生產總值增長達6.9%，經濟社會發展主要目標任務全面完成並好於預期。

二零一七年，國內房地產市場由核心政府政策主導。自二零一六年年末中央經濟工作會議上提出「房子是用來住的、不是用來炒的」的基調後，其後相關出臺的配套政策都以此基調為基礎，各地政府密集發布一城一策，以至一城多策的調控政策。隨著調控政策逐漸深化，一、二線城市市場呈降溫之勢，而三、四線城市去庫存效果明顯。儘管如此，二零一七年全國商品房銷售仍創歷史新高，銷售面積達16.94億平方米，同比增長7.7%。此外，為回應國家的穩定房地產市場發展的長效機制，各房地產開發商紛紛參與租購並舉，擴大對租賃市場的投放。

財務回顧

於二零一七年內，溢利為人民幣2,938,983,000元（二零一六年：人民幣1,115,054,000元），同比增長約164%。本公司擁有人應佔溢利為人民幣1,638,124,000元（二零一六年：人民幣811,449,000元），同比增長約102%。每股基本盈利為人民幣33.40分（二零一六年：人民幣16.54分），同比增長約102%。

於二零一七年十二月三十一日，本公司擁有人應佔權益為人民幣7,414,598,000元（二零一六年：人民幣5,993,416,000元），與去年年底相比上升約24%。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW (continued)

The Group together with its associate and joint ventures, achieved aggregate contracted sales of RMB24,156,757,000 (2016: RMB15,986,065,000), representing an increase of approximately 51% over that of last year. Aggregate contracted sales area was 1,382,636 sq.m. (2016: 1,185,223 sq.m.), representing an increase of approximately 17% as compared with that of last year. The average selling price was approximately RMB17,472 per sq.m. (2016: RMB13,488 per sq.m.), representing an increase of approximately 30% as compared with that of last year.

TURNOVER

For 2017, the Group recorded turnover of RMB17,310,562,000 (2016: RMB11,606,442,000), representing an increase of approximately 49% as compared with that of last year. The rise was mainly due to the increase of total gross floor area completed and delivered during the year of 2017. For the year of 2017, projects in Foshan, Guangzhou, Chongqing, Nanjing and Jurong and Xi'an accounted for approximately 22%, 18%, 18%, 33%, and 9%, respectively, of the total revenue of the Group.

GROSS PROFIT

Gross profit amounted to RMB5,706,458,000 (2016: RMB3,337,146,000), representing an increase of approximately 71% as compared with that of last year. The increase in gross profit was mainly due to the increase in the total gross floor area completed and delivered during the year of 2017. The gross profit margin was approximately 33% (2016: 29%), representing an increase of approximately 4 percentage points as compared with that of last year.

SHARE OF PROFITS OF ASSOCIATES

Share of profits of associates was RMB137,379,000 (2016: loss of RMB44,030,000), representing a year-on-year surge of approximately 412%, which was attributable to the completion of a project of an associate Nanjing Shizhaoquansheng Property Company Limited* (南京世招荃晟置業有限公司) in 2017 and carrying forward of the revenue thereof.

FINANCE COSTS

In June 2015, the Company's direct wholly-owned subsidiary completed the issuance of a guaranteed convertible bonds due in June 2020 (credit enhanced until July 2018) in the aggregate principal amount of US\$290,000,000 bearing coupon rate at 0.50% per annum. In December 2013, the Company issued a five-year term credit enhanced bonds in an aggregate principal amount of US\$500,000,000 bearing coupon rate of 4.021% per annum.

財務回顧(續)

本集團連同其聯營公司及合營企業實現合同銷售總額為人民幣24,156,757,000元(二零一六年：人民幣15,986,065,000元)，同比增長約51%。合同銷售總面積為1,382,636平方米(二零一六年：1,185,223平方米)，同比增長約17%。平均售價約為每平方米人民幣17,472元(二零一六年：每平方米人民幣13,488元)，同比增長約30%。

營業額

二零一七年，本集團營業額為人民幣17,310,562,000元(二零一六年：人民幣11,606,442,000元)，同比增長約49%，主要由於二零一七年竣工及交付之總建築面積增長。二零一七年，於佛山、廣州、重慶、南京及句容以及西安之項目佔本集團總收益之比例分別約為22%、18%、18%及33%及9%。

毛利

毛利為人民幣5,706,458,000元(二零一六年：人民幣3,337,146,000元)，同比增長約71%，毛利之增加主要由於二零一七年竣工及交付之總建築面積增加所致。毛利率約為33%(二零一六年：29%)，同比增長約4個百分點。

分佔聯營公司之溢利

分佔聯營公司之溢利為人民幣137,379,000元(二零一六年：虧損人民幣44,030,000元)，同比增長約412%，主要是由於聯營公司南京世招荃晟置業有限公司之項目於二零一七年完工並結轉收入導致。

融資成本

於二零一五年六月，本公司直接全資附屬公司完成發行本金總額290,000,000美元以票面年息率0.50%計息並於二零二零年六月到期之已擔保可換股債券(信用增強至二零一八年七月)。於二零一三年十二月，本公司發行本金總額為500,000,000美元票面年息率4.021%之五年期信用增強債券。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCE COSTS (continued)

Total amount of interest of the convertible bonds and bonds amounted to approximately RMB135,788,000 (2016: RMB104,667,000) was recognised in the finance costs for the year of 2017.

NET FOREIGN EXCHANGE GAINS

Exchange gains were noted for the year ended 31 December 2017. The exchange gains recorded during the year of 2017 were mainly due to the significant appreciation of RMB against United States Dollars (“US\$”).

BUSINESS REVIEW

Property Development Business

As at 31 December 2017, the Group’s portfolio of property development projects consisted of 27 projects in Foshan, Guangzhou, Chongqing, Nanjing, Jurong and Xi’an, with a primary focus on the development of residential properties, as well as residential and commercial complex properties, products types including apartments, villas, offices and retail shops, etc.

Below are the breakdown of land bank by cities and a map showing the geographical locations and the land bank of the projects of the Group in the PRC. The saleable gross floor area (“GFA”) of the properties comprising the projects which had not been sold or pre-sold as at 31 December 2017 (“Land Bank”) was 5,732,641 sq.m..

融資成本(續)

於二零一七年內，可換股債券及債券之利息總額約人民幣135,788,000元(二零一六年：人民幣104,667,000元)已於融資成本中確認。

匯兌收益淨額

截至二零一七年十二月三十一日止年度錄得匯兌收益。二零一七年錄得之匯兌收益主要是由於人民幣兌美元(「美元」)大幅升值所致。

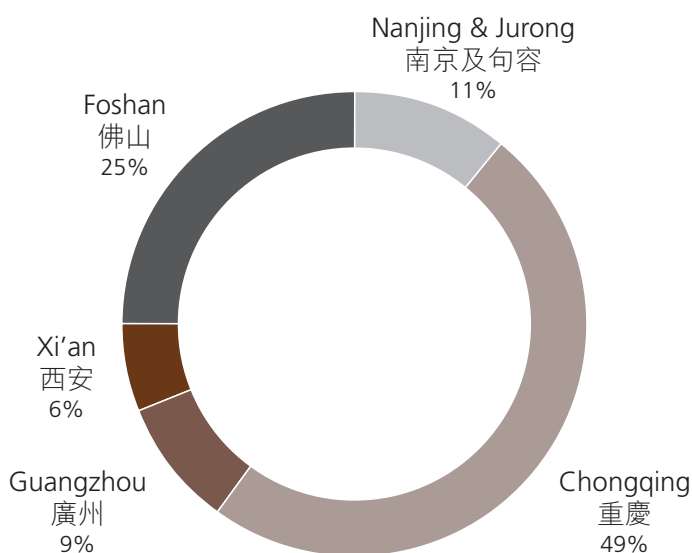
業務回顧

房地產開發業務

於二零一七年十二月三十一日，本集團在佛山、廣州、重慶、南京及句容及西安擁有27個房地產開發項目，主要集中開發住宅物業以及住宅及商業綜合物業，產品類型包括公寓、別墅、辦公樓及零售商舖等。

下圖列示按城市劃分之土地儲備明細及本集團項目在中國之地理位置及土地儲備。於二零一七年十二月三十一日，未售或未預售之物業項目之可售建築面積(「土地儲備」)為5,732,641平方米。

Land bank by cities as at 31 December 2017
於二零一七年十二月三十一日，按城市劃分之土地儲備



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW (continued)

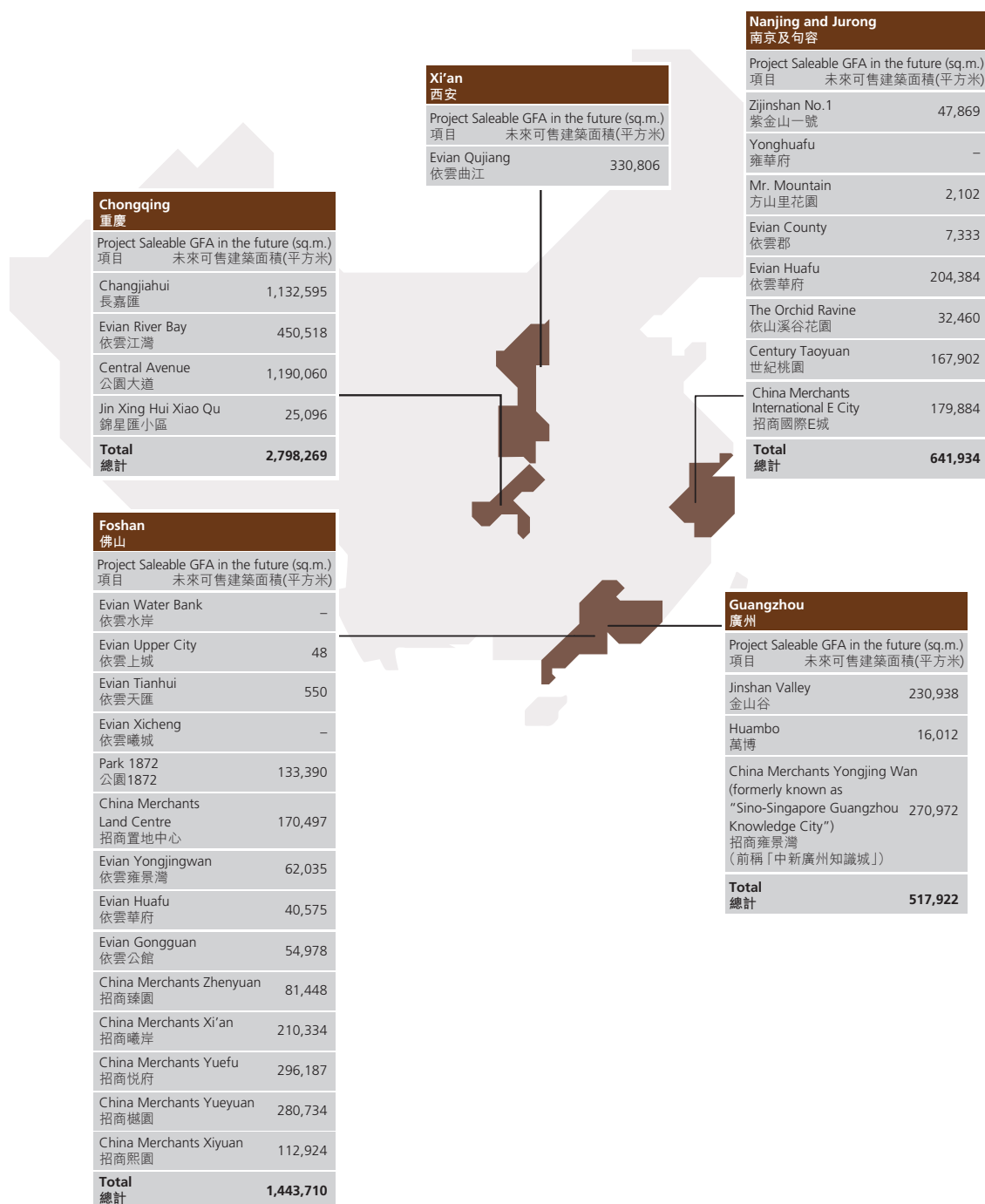
Property Development Business (continued)

業務回顧(續)

房地產開發業務(續)

A map showing the geographical location and land bank of the projects of the Group in the PRC as at 31 December 2017

下圖顯示本集團於二零一七年十二月三十一日在中國之項目之地理位置及土地儲備



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW (continued)

Property Development Business (continued)

The table below details the Group's property development projects as at 31 December 2017 which (i) had been completed, (ii) were under development, or (iii) were held for future development. All figures in relation to area are rounded up to the nearest whole number:

業務回顧 (續)

房地產開發業務 (續)

下表載列於二零一七年十二月三十一日本集團(i)已落成；(ii)開發中；或(iii)作未來開發之物業開發項目詳情。所有有關面積之數據均取至最接近整數：

Project	The Company's attributable interest in the projects	Total GFA 2017-12-31	Future Total GFA Saleable 2017-12-31	GFA completed 2017-12-31	Total GFA saleable/rentable 2017-12-31	Of which sold and delivered 2017-12-31		Of which pre-sold/ held for investment 2017-12-31		GFA under development 2017-12-31	Total GFA saleable/rentable 2017-12-31	Of which sold 2017-12-31	GFA 2017-12-31	Total GFA saleable/rentable 2017-12-31
						已售及交付 2017-12-31	已交付但未交付 2017-12-31	未預售/ 持作投資 2017-12-31	已售 2017-12-31					
Evian Water Bank	50%	655,716	-	655,716	599,397	-	-	-	-	-	-	-	-	-
Evian Upper City	50%	355,992	48	355,992	819,912	-	72	-	-	-	-	-	-	-
Evian Tianhu	50%	293,503	550	293,503	271,594	2,200	550	-	-	-	-	-	-	-
Evian Xicheng	50%	438,393	-	438,393	-	-	-	-	-	-	-	-	-	-
Park 1872	100%	308,694	133,390	151,311	129,732	98,888	5,720	25,124	157,383	140,674	32,408	-	-	-
China Merchants Land Center	51%	222,684	170,497	222,684	166,345	25,884	234	140,227	-	166,345	26,118	-	-	-
Evian Yongjingwan	50%	233,852	62,035	233,852	210,901	137,214	11,652	62,035	-	-	-	-	-	-
Evian HuaFu	50%	381,705	40,575	279,904	259,214	240,009	1,113	18,092	101,801	98,731	76,247	-	-	-
Evian Gongguan	55%	317,111	54,978	238,096	231,347	187,958	9,834	33,555	79,015	76,832	55,409	-	-	-
China Merchants Zhenyuan	50%	133,683	81,448	133,683	117,432	35,047	937	81,448	-	-	-	-	-	-
China Merchants Xian	60%	235,777	210,344	-	-	-	-	-	235,777	210,344	-	-	-	-
China Merchants Yuefu	100%	315,910	296,187	-	-	-	-	-	107,014	100,696	-	-	208,896	195,491
China Merchants Yueyuan	100%	306,452	280,734	-	-	-	-	-	84,126	296,187	-	-	222,326	207,695
China Merchants Xiyuan	100%	126,736	112,924	-	-	-	-	-	126,736	112,924	-	-	-	-
Foshan subtotal		4,326,208	1,443,710	3,003,134	2,806,644	2,415,831	29,710	361,103	891,852	1,202,733	190,182	431,222	403,186	
Jinshan Valley	100%	1,280,419	230,938	1,126,095	-	-	-	-	154,324	103,603	-	-	-	-
Huambo	51%	126,202	16,012	126,202	-	-	-	-	-	-	-	-	-	-
Sino-Singapore Guangzhou Knowledge City	60%	392,674	270,972	-	286,774	-	15,802	270,972	392,674	286,774	15,802	-	-	-
Guangzhou subtotal		1,799,295	517,922	1,252,297	286,774	-	15,802	270,972	546,998	390,377	15,802	-	-	

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

業務回顧(續) 房地產開發業務(續)

BUSINESS REVIEW (continued) Property Development Business (continued)

Project	項目	The Company's attributable interest in the projects	本公司 於項目 所佔權益	Total GFA 2017-12-31	總建築面積 2017-12-31	Future Total GFA Saleable 2017-12-31	未來可售 建築面積 2017-12-31	GFA completed 2017-12-31	落成 建築面積 2017-12-31	Total GFA saleable/ rentable 2017-12-31	可售/出租 總建築 面積 2017-12-31	Of which		Of which not		Total GFA saleable/ rentable 2017-12-31	Of which sold 2017-12-31	GFA 2017-12-31	Total GFA saleable/ rentable 2017-12-31	可售/出租 總建築面積 2017-12-31	Of which sold 2017-12-31	GFA 2017-12-31	Total GFA saleable/ rentable 2017-12-31	可售/出租 總建築面積 2017-12-31	
												Of which sold and delivered 2017-12-31	Of which sold but not yet delivered 2017-12-31	Of which pre-sold/ held for investment 2017-12-31	Of which pre-sold/ held for investment 2017-12-31										
Changjiahui	長嘉匯	50%		1,896,259	433,940	1,132,595	1,132,595	433,940	433,940	155,297	155,297	—	—	—	—	—	628,739	291,589	1,102,672	628,739	291,589	1,102,672	795,445	795,445	
Evian River Bay	依雲江灣	100%		533,692	165,473	450,518	450,518	165,473	165,473	188,133	188,133	12,604	86,098	—	—	—	663,110	—	368,219	663,110	—	368,219	738,661	738,661	
Central Avenue	公園大道	50%		1,546,633	192,659	1,190,060	1,190,060	192,659	192,659	67,659	67,659	2,682	25,096	613,237	97,594	—	—	267,524	740,737	267,524	740,737	—	—	—	—
Jim Xing Hui Xiao Qu	錦星匯小區	100%		97,594	—	25,096	25,096	—	—	67,659	67,659	2,682	25,096	97,594	—	—	—	—	—	—	—	—	—	—	—
Chongqing subtotal	重慶合計			4,074,178	792,072	2,798,269	2,798,269	792,072	792,072	438,867	438,867	17,094	167,006	1,070,478	1,291,849	559,113	2,211,628	1,534,106	2,211,628	559,113	2,211,628	1,534,106	1,534,106	1,534,106	
Zijinshan No.1	紫金山一號	51%		213,870	213,870	47,869	47,869	213,870	213,870	145,376	145,376	29	47,869	—	—	—	—	—	—	—	—	—	—	—	—
Yonghuafu	雍華府	51%		179,048	179,048	—	—	179,048	179,048	151,772	151,772	—	—	—	—	—	—	—	—	—	—	—	—	—	—
Mr.Mountain	方山里花園	26%		73,496	73,496	2,102	2,102	73,496	73,496	59,023	59,023	375	2,102	—	—	—	—	—	—	—	—	—	—	—	—
Evian County	依雲郡	26%		212,974	212,974	7,333	7,333	212,974	212,974	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
Chian Merchants International E City	招商國際E城	70%		366,082	366,082	179,884	179,884	232,572	232,572	—	—	—	—	133,510	—	—	—	—	—	—	—	—	—	—	—
Evian Huafu	依雲華府	51%		359,174	359,174	204,384	204,384	141,347	141,347	—	—	—	—	217,827	—	—	—	—	—	—	—	—	—	—	—
The Orchid Ravine	依山溪谷花園	51%		345,465	284,652	32,460	32,460	284,652	284,652	273,737	273,737	55,745	1,306	60,813	32,252	20,997	—	—	—	—	—	—	—	—	—
Century Taoyuan	世紀桃源	51%		221,112	—	167,902	167,902	—	—	—	—	—	—	221,112	—	—	—	—	—	—	—	—	—	—	—
Nanjing subtotal	南京合計			1,971,221	1,337,959	641,934	641,934	1,337,959	1,337,959	629,908	629,908	56,149	51,277	633,262	200,154	20,997	—	—	—	—	—	—	—	—	—
Evian Qujiang	依雲曲江	100%		538,534	239,144	330,806	330,806	239,144	239,144	194,039	194,039	8,348	36,757	299,390	294,049	—	—	—	—	—	—	—	—	—	—
Xi'an in total	西安合計			538,534	239,144	330,806	330,806	239,144	239,144	194,039	194,039	8,348	36,757	299,390	294,049	—	—	—	—	—	—	—	—	—	—
Total	合計			12,709,436	6,624,606	5,732,641	5,732,641	6,624,606	6,624,606	4,401,337	4,401,337	3,387,119	887,115	3,441,980	3,379,162	786,094	2,642,850	1,937,292	2,642,850	786,094	2,642,850	1,937,292	1,937,292	1,937,292	

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW (continued)

Property Development Business (continued)

Note: The table below shows the address, existing usage and actual/expected completion date of the property development projects of the Group as at 31 December 2017.

業務回顧(續)

房地產開發業務(續)

附註：下表顯示本集團於二零一七年十二月三十一日之地產發展項目之地址、現有用途及實際/估計落成日期。

Project 項目	Address	地址	Existing usage 現有用途	Actual/expected completion date (Year/Month) 實際/估計 落成日期 (年/月)
Foshan (佛山)				
Evian Water Bank 依雲水岸	Northern side of Yuhe Road and eastern side of Fenjiang South Road Foshan New Town Foshan City Guangdong Province The PRC	中國 廣東省佛山市 佛山新城 裕和路北側及 汾江南路東側	Residential and commercial 住宅及商業	July 2012 二零一二年七月
Evian Upper City 依雲上城	Northern side of Kuiqi Road and western side of Guilan Road Chancheng District Foshan City Guangdong Province The PRC	中國 廣東省佛山市 禪城區 魁奇路北側及 桂瀾路西側	Residential and commercial 住宅及商業	May 2013 二零一三年五月
Evian Tianhui 依雲天匯	Qiandenghu Park Nanping Road Nanhai District Foshan City Guangdong Province The PRC	中國 廣東省佛山市 南海區 南平路 千燈湖公園	Residential and commercial 住宅及商業	September 2014 二零一四年九月
Evian Xicheng 依雲曦城	No. 3 Keji North Road Shishan Town Nanhai District Foshan City Guangdong Province The PRC	中國 廣東省佛山市 南海區 獅山鎮 科技北路3號	Residential and commercial 住宅及商業	January 2017 二零一七年一月
Park 1872 公園1872	Northern side of Xingye Road and eastern side of Longpan West Road Desheng Business District Shunde New Town Shunde District Foshan City Guangdong Province The PRC	中國 廣東省佛山市 順德區 順德新城 德勝商業區 興業路北側與 龍盤西路東側	Residential and commercial 住宅及商業	June 2018 二零一八年六月
China Merchants Land Centre 招商置地中心	Western side of a planning road eastern side of Guilan Road northern side of a planning road and southern side of Haiqi Road A27 Block of Guicheng Street Nanhai District Foshan City Guangdong Province The PRC	中國 廣東省佛山市 南海區 桂城街道 A27街區 一規劃路西側， 桂瀾路東側， 一規劃道路北側與 海七路南側	Commercial 商業	September 2017 二零一七年九月
Evian Yongjingwan 依雲雍景灣	North to Jihua Bridge west to Tung Ping River Chancheng District Foshan City Guangdong Province The PRC	中國 廣東省佛山市 禪城區季華大橋北側 東平河西側	Residential and commercial 住宅及商業	November 2017 二零一七年十一月

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW (continued)

Property Development Business (continued)

業務回顧(續)

房地產開發業務(續)

Project 項目	Address 地址	Existing usage 現有用途	Actual/expected completion date (Year/Month) 實際/估計 落成日期 (年/月)
Evian Huafu 依雲華府	"Xinyou Innovative Technology Industrial Park" Beihu 1st Road Luocun Management Office Shishan Town Nanhai District Foshan City Guangdong Province The PRC	中國 廣東省佛山市 南海區 獅山鎮 羅村管理處 北湖一路「信友產業園」 地段	Residential and commercial 住宅及商業 March 2018 二零一八年三月
Evian Gongguan 依雲公館	Dazheng Road Jiujiang Town Nanhai District Foshan City Guangdong Province The PRC	中國 廣東省佛山市 南海區 九江鎮 大正路地段	Residential and commercial 住宅及商業 July 2018 二零一八年七月
China Merchants Zhenyuan 招商臻園	East of Wenhua Road north of Caihong Road Chancheng District Foshan City Guangdong Province The PRC	中國 廣東省佛山市 禪城區 文華路東側 彩虹路北側	Residential and commercial 住宅及商業 December 2017 二零一七年十二月
China Merchants Xian 招商曦岸	South Jititang Road in the east to Foshan 1st Ring in the west, from Tanzhou Water Channel in the south to Fochan Road in the north South Side of South Jinchang Road Chencun Town, Shunde District Foshan City, Guangdong Province The PRC	中國 廣東省佛山市 順德區陳村鎮金錫南路 南側 東至集體塘南路，西至 佛山一環，南至潭州水 道，北至佛陳路	Residential, wholesale and retail, accommodation and catering and commercial and financial usage 住宅用地兼批發零售、住 宿餐飲、商務金融 September 2019 二零一九年九月
Guangzhou(廣州)			
Jinshan Valley 金山谷	Fei E Ling Zhongcun Town Shatou Street Panyu District Guangzhou City Guangdong Province The PRC	中國 廣東省 廣州市 番禺區 沙頭街鍾村鎮飛鵝嶺	Residential and commercial 住宅及商業 May 2019 二零一九年五月
Huambo 萬博	Huambo Business District Nancun Town Panyu District Guangzhou City Guangdong Province The PRC	中國 廣東省 廣州市 番禺區 南村鎮 萬博商務區	Commercial 商業 September 2016 二零一六年九月
China Merchants Yongjing Wan (formerly known as "Sino-Singapore Guangzhou Knowledge City") 招商雍景灣(前稱 「中新廣州知識城」)	The north of No. KS3-2 Gui Hua Road and to the east of the northern extension lane of No. KS4-4 Road at Zhongxin Guangzhou Zhishicheng Nanqibu District The PRC	中國 中新廣州知識城南起 步區KS3-2號規劃路以 北，KS4-4號路北延線 以東	Residential and commercial 住宅及商業 October 2018 二零一八年十月

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW (continued) Property Development Business (continued)

業務回顧(續) 房地產開發業務(續)

Project 項目	Address	地址	Existing usage 現有用途	Actual/expected completion date (Year/Month) 實際/估計 落成日期 (年/月)
Chongqing (重慶)				
Changjiahui 長嘉匯	Danzishi Nan'an District Chongqing City The PRC	中國 重慶市 南岸區彈子石	Residential and commercial 住宅及商業	August 2021 二零二一年八月
Evian River Bay 依雲江灣	Eastern side of Babin Road and northern side of Neihuan Expressway Banan District Chongqing City The PRC	中國 重慶市 巴南區 巴濱路東側與 內環快速北側	Residential and commercial 住宅及商業	April 2020 二零二零年四月
Central Avenue 公園大道	Standard Sub-zone F Lianglu Zone Yubei District Chongqing City The PRC	中國 重慶市 渝北區 兩路組團F標準分區	Residential and commercial 住宅及商業	August 2024 二零二四年八月
Jin Xing Hui Xiao Qu 錦星匯小區	East of Yu Ao Da Dao and west of Jian Bei Si Zhi Lu Jiang Bei District Chongqing City The PRC	中國 重慶市 江北區 渝澳大道東側、 建北四支路西側	Residential and commercial 住宅及商業	July 2017 二零一七年七月
China Merchants Yundi 招商雲邸	Nanping Business Centre, Nanan District, Chongqing, The PRC	中國 重慶市 南岸區 南坪商圈	Residential and commercial 住宅及商業	September 2020 二零二零年九月
Nanjing & Jurong (南京及句容)				
Zijinshan No.1 紫金山一號	Northeast corner of Zhongshanmen Avenue and Taiyangcheng Road Qixia District Nanjing City Jiangsu Province The PRC	中國 江蘇省南京市 棲霞區 中山門大街與 太陽城路東北角	Residential and commercial 住宅及商業	November 2013 二零一三年十一月
Yonghuaifu 雍華府	Southeast corner of Yikang Road and Taishan Road Jianye District Nanjing City Jiangsu Province The PRC	中國 江蘇省南京市 建邺區 怡康路與 泰山路東南角	Residential 住宅	December 2015 二零一五年十二月
Mr. Mountain 方山里花園	South of 12th Xue Road east of Wushi Road High-tech Park Jiangning District Nanjing City Jiangsu Province The PRC	中國 江蘇省南京市 江寧區 高新園 學十二路以南、 務實路以東	Residential 住宅	June 2016 二零一六年六月
Evian County 依雲郡	East of 7th Guihuajing Road Jiangning Airport Industrial District Nanjing City Jiangsu Province The PRC	中國 江蘇省南京市 江寧空港開發區 規劃經七路以東	Residential 住宅	December 2016 二零一六年十二月

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW (continued)

Property Development Business (continued)

業務回顧(續)

房地產開發業務(續)

Project 項目	Address	地址	Existing usage 現有用途	Actual/expected completion date (Year/Month) 實際/估計 落成日期 (年/月)
Evian Huafu 依雲華府	West of Jing 5th Road in phrase 2 Maigaoqiao Street Qixia District Nanjing City Jiangsu Province The PRC	中國 江蘇省南京市 棲霞區 邁皋橋街道經 五路二期西側	Residential and commercial 住宅及商業	June 2019 二零一九年六月
The Orchid Ravine 依山溪谷花園	East of Xing Huo Bei Lu and south of Yong Xin Lu Pukou Gaoxin Zone Nanjing City Jiangsu Province The PRC	中國 江蘇省南京市 浦口高新區 星火北路以東 永新路以南	Residential and commercial 住宅及商業	September 2018 二零一八年九月
Century Taoyuan 世紀桃園	The east to South Rehe Road in the west, from Chaha'er Road in the south to Nanjing No.52 Middle School in the north, Gulou District, Nanjing City Jiangsu Province The PRC	中國 江蘇省南京市鼓樓區， 東至姜家園，南至察哈 爾路，西至熱河南路， 北至南京市第五十二中 學	Residential and commercial 住宅及商業	August 2020 二零二零年八月
China Merchants International E City 招商國際E城	East of Baosi Road south of Jingjiu Road Baohua Town Jurong City Jiangsu Province The PRC	中國江蘇省句容市 寶華鎮寶四路東側 經九路南側	Commercial and residential 商業及住宅	June 2020 二零二零年六月
Nanjing G73 南京 G73	A piece of land (Lot Guo 3 Ban 5), Metro Town, Qilin Street, Jiangning District, Nanjing, Jiangsu Province The PRC	中國江蘇省南京市江寧區 麒麟街道地鐵 小鎮國3辦5地塊	Commercial and residential 商業及住宅	June 2021 二零二一年六月
Xi'an(西安)				
Evian Qujiang 依雲曲江	South of Jinyang Road east of Xinkaimen South Road north of Chuangyi Avenue and west of Xikang Highway West Fudao Qujiang New District Xi'an City Shanxi Province The PRC	中國 陝西省西安市 曲江新區 金羊路以南 新開門南路以東 創意大道以北 西康高速西輔道以西	Residential and commercial 住宅及商業	June 2020 二零二零年六月
	North of Chuangyi Avenue west of Xikang Highway Qujiang New District Xi'an City Shanxi Province The PRC	中國 陝西省西安市 曲江新區 創意大道以北 西康高速以西		
	East of Xinkaimen South Road Qujiang New District Xi'an City Shanxi Province The PRC	中國 陝西省西安市 曲江新區 新開門南路以東		

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW (continued)

Property Development Business (continued)

Contracted sales

For the year of 2017, the Group, together with its associated companies and joint venture companies, recorded contracted sales amount of approximately RMB24,156,757,000 in aggregate from five cities and the contracted sales area in aggregate was approximately 1,382,636 sq.m..

業務回顧(續)

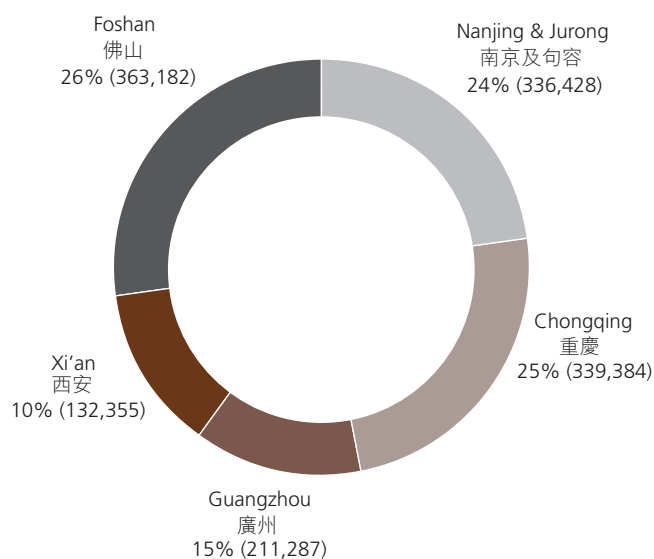
房地產開發業務(續)

合同銷售

於二零一七年內，本集團連同其聯營公司及合營企業錄得來自五個城市之合同銷售總額約人民幣24,156,757,000元，合同銷售總面積約為1,382,636平方米。

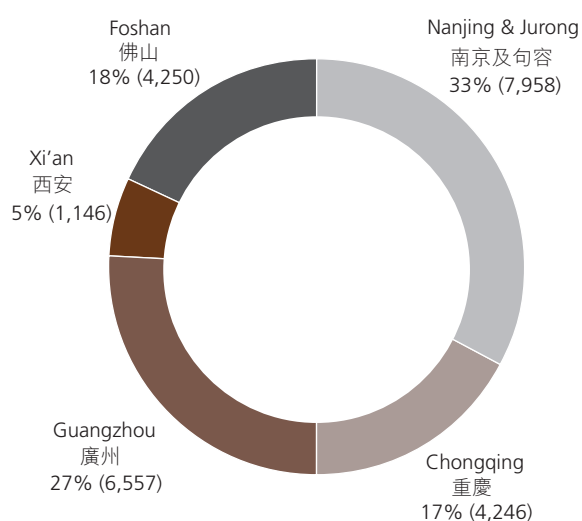
2017 contracted sales in area by region (sq.m.)

二零一七年按地區合同銷售面積(平方米)



2017 contracted sales amount by region (RMB million)

二零一七年按地區合同銷售金額(人民幣百萬元)



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW (continued)

Property Development Business (continued)

Newly Acquired Land Bank

During the year of 2017, the newly acquired lands over which the Group has a majority control as at 31 December 2017 are as follows:

業務回顧(續)

房地產開發業務(續)

新增土地儲備

於二零一七年度，截至二零一七年十二月三十一日，本集團新收購且擁有主要控制權之土地如下：

Projects	項目	Total consideration 土地總價 (RMB million) (人民幣 百萬元)	Total site area 總佔地面積 (sq.m.) (平方米)	Total permissible area 總計容面積 (sq.m.) (平方米)	Average land premium 平均地價 (RMB/sq.m.) (人民幣元/ 平方米)
Foshan Gaoming	佛山高明	135	60,122	90,183	1,500
Foshan Jiujiang	佛山九江	2,015	81,357	231,867	8,690
Chongqing China Merchants Yundi	重慶招商雲邸	581	11,312	89,365	6,501
Foshan Sanshui	佛山三水	1,614	70,500	225,600	7,154
Nanjing Jiangning District	南京江寧區	2,240	91,000	220,200	10,174

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW (continued)

Property Development Business (continued)

Foshan

In 2017, contracted sales amount in Foshan was approximately RMB4,250 million and contracted sales area was 363,182 sq.m. As at 31 December 2017, total GFA of the Group's projects in Foshan reached 4,326,208 sq.m. and the saleable GFA in the future with amount to 1,443,710 sq.m.

In 2017, sales of the Group's projects in Foshan mainly comprised of Evian Xicheng and Evian Tianhui:

- Evian Xicheng is the Company's first project located in Shishan Town which will be developed into a high-quality residential community. Comprising of individual villas, semi-detached houses and high-rise apartments, the first ecological living community in Shishan Town will be established along the hillside, which is featured with Spanish style and luxurious design including three-room boutique apartment of 90 sq.m. to luxury townhouse of 200 sq.m.
- Located at Nanping South Road of Guicheng, Nanhai, Foshan, Evian Tianhui is a one of the few top luxurious residential projects on sale in Qiandeng Lake, Guicheng, Nanhai District. The sample room on the 30th floor of block 5 enables buyers to experience a magnificent lake view room with an area of 260 sq.m., 6 meters height plus horizontal living room. The spacious room with baronial style makes the project to be known for an excellent design among luxurious properties in Qiandeng Lake. Such 6 meters height x 8.1 meters width room coupled with splendid design resembles an impressive palace, in which bedrooms, living rooms and study rooms are all facing south, showing a panoramic view of Qiandeng Lake.



Computerised photo of Foshan Evian Tianhui
佛山依雲天匯效果圖

業務回顧(續)

房地產開發業務(續)

佛山

二零一七年，佛山之合同銷售金額約為人民幣4,250,000,000元，合同銷售面積為363,182平方米。於二零一七年十二月三十一日，本集團於佛山市的項目總建築面積達4,326,208平方米，未來可售建築面積為將達1,443,710平方米。

二零一七年，本集團在佛山銷售的項目主要有依雲曦城及依雲天匯：

- 依雲曦城，作為本公司第一個進入獅山的項目，致力於在此片區開發高品質的生活社區。項目由獨棟別墅、雙拼別墅和高層住宅組成，打造獅山首席生態居住大社區。項目依山勢打造西班牙風情的豪宅社區，小區產品包括從90平方米的小三房精品戶型到200平方米的豪華洋房。
- 依雲天匯座落終佛山市南海桂城南平西路，作為南海區桂城千燈湖板塊少數在售的頂級豪宅項目依雲天匯，走進位於5座30層樣板房，立刻體驗到260平方米千燈湖湖景大宅6米高廳+橫廳設計的特色，不僅空間開闊，而且氣派，堪稱千燈湖頂級豪宅絕版之作。6米高廳、8.1米開間，設計極富堂皇典雅，仿佛讓人置身宮殿裏所，尊貴奢華。臥室、客廳、書房朝南佈局奢華體驗，千燈湖景色一覽無遺。



Computerised photo of Foshan China Merchants Xi'an
佛山招商曦岸效果圖

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW (continued)

Property Development Business (continued)

Guangzhou

In 2017, contracted sales amount in Guangzhou was approximately RMB6,557 million and contracted sales area was 211,287 sq.m., As at 31 December 2017, total GFA of the Group's projects in Guangzhou reached 1,799,295 sq.m. and the saleable GFA in the future will amount to 517,922 sq.m.

Guangzhou Yonghuafu project has a site area of 56,000 sq.m., a gross floor area of 169,000 sq.m. and a plot ratio of 3.0. Situated in the third core district of Guangzhou where the Olympic Sports Center is located, the project is a low-density, large-scaled ecological residential community. Under the current plan, there will be 11 high-rise apartment buildings and 23 originally designed MINI villas, equipped with a double five-star standard central garden and outdoor swimming pool.

業務回顧(續)

房地產開發業務(續)

廣州

二零一七年，廣州之合同銷售金額約為人民幣6,557,000,000元，合同銷售面積為211,287平方米。截至二零一七年十二月三十一日，本集團於廣州市的項目總建築面積達1,799,295平方米，未來可售建築面積將為517,922平方米。

廣州雍華府項目佔地約5.6萬平方米，建築面積約16.9萬平方米，容積率為3.0，位於廣州第三中軸，奧體低密板塊，是天河區的大型、高端生態居住區。目前規劃有11棟高層洋房、23棟原創型MINI墅產品。社區擁有雙五心中央園林、室外泳池。



Computerised photo of Guangzhou Yonghuafu
廣州雍華府效果圖



Computerised photo of Guangzhou Yonghuafu
廣州雍華府效果圖

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW *(continued)*

Property Development Business *(continued)*

Chongqing

In 2017, contracted sales amount in Chongqing was approximately RMB4,246 million and contracted sales area was 339,384 sq.m. As at 31 December 2017, total GFA of the Group's projects in Chongqing reached 4,074,178 sq.m. and the saleable GFA in the future will amount to 2,798,269 sq.m.

In 2017, sales of the Group's projects in Chongqing mainly comprised of Changjiahui, Central Avenue and Jin Xing Hui Xiao Qu:

- Changjiahui is an urban complex project comprising multi-commercial facilities. Located at the junction of Chang Jiang and Jia Ling Jiang, and the centre of CBD at Nanbin Road, which is within the same proximity where the CBD of Chongqing People's Liberation Monument and the CBD of Jiang Bei Zui are situated. It has now become the convergence of commercial and financial golden delta featuring international trends and characteristics in Chongqing.

業務回顧 *(續)*

房地產開發業務 *(續)*

重慶

二零一七年，重慶之合同銷售金額約為人民幣4,246,000,000元，合同銷售面積為339,384平方米。截至二零一七年十二月三十一日，本集團於重慶市的項目總建築面積達4,074,178平方米，未來可售建築面積將為2,798,269平方米。

二零一七年，本集團於重慶之銷售項目主要包括長嘉匯、公園大道及錦星匯小區：

- 長嘉匯為多重業態構成的城市綜合體項目，位於長江與嘉陵江交匯之處，地處南濱路CBD中心，與解放碑CBD、江北嘴CBD遙相呼應，形成了重慶市目前最具國際化趨勢特點的商務金融三角中心。



Computerised photo of Chongqing Changjiahui
重慶長嘉匯效果圖

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW (continued)

Property Development Business (continued)

Chongqing (continued)

- Located at the Standard Sub-zone F, Lianglu Zone, Yubei District, Chongqing, the Central Avenue is a comprehensive community with residences, retails and office functions covering a total site area of 40 hectares, where New Aerial Port City is situated. The Central Avenue is in proximity to Conference and Convention Centre, Chongqing International Expo Centre. This region is assessable by convenient transportation network. Meanwhile there are several stops of Light Rail Line 3 and 6 in New Aerial Port City and Central Avenue is close to the panoramic Central Park.
- Jin Xing Hui Xiao Qu is mainly a residential project comprising three high-rise buildings, one block of sky shops and frontage shops. Located at the International Commerce and Trade Headquarters within the Guanyinqiao Commercial Center as well as the junction of Yao Zi Qiu and Xiao Yuan Pian Qu, the project links Yu Ao Avenue and all key hot spots. There are commercial, parks, education, medical facilities as well as supermarkets and hotels nearby which satisfy various needs in everyday life.

業務回顧(續)

房地產開發業務(續)

重慶(續)

- 公園大道為集居住、商業和辦公為一體的綜合社區，位於重慶市渝北區兩路組團F標準分區內，總用地面積約40公頃，地處空港新城，毗鄰會展中心、重慶國際博覽中心，該區域交通便利，輕軌3號線、6號線在空港新城內有多處網站，公園大道緊鄰優美的中央公園。
- 錦星匯小區主要為住宅項目，由三棟高層，一棟空中商鋪和臨街商鋪組成。該項目位於觀音橋商圈「國際商貿總部區」、鶴子丘與小苑片區交界處，接駁渝澳大道，連接主要各熱點區域。項目周邊商業、公園、教育、醫療、超市、酒店等也一應俱全，全面滿足生活居住等多方位需求。



Computerised photo of Chongqing Central Avenue
重慶公園大道效果圖

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW (continued)

Property Development Business (continued)

Nanjing and Jurong

In 2017, contracted sales amount in Nanjing and Jurong was approximately RMB7,958 million and contracted sales area was 336,428 sq.m. As at 31 December 2017, total GFA of the Group's projects in Nanjing and Jurong reached 1,971,221 sq.m. and the saleable GFA in the future will amount to 641,934 sq.m.

In 2017, strong sales of the Group's projects in Nanjing and Jurong mainly comprised of The Orchid Garden and Yulan Fu:

- Located in Gulou District and Yan Road, the Orchid Garden is a residential urban complex project with an area of 550,000 sq.m. It is the largest urban complex in Nanjing so far, and it also has the most powerful driving energy.
- Yulan Fu is situated at the Eastern Avenue of Pukou District. Overturning the original image of Jiangbei where there is rigid demands, the project has been designed as a brand-leading high-end real estate which adopts domestic advance technologies and brands for all components from decoration standard, level of scenic beauty, façade, hardened flooring to information technologies. High investment has been devoted to create an excellent high-end property, providing a new choice for citizens in Jiangbei.



Computerised photo of Nanjing Yulan Fu
南京御瀾府效果圖

業務回顧(續)

房地產開發業務(續)

南京及句容

二零一七年，南京及句容之合同銷售金額約為人民幣7,958,000,000元，合同銷售面積為336,428平方米。截至二零一七年十二月三十一日，本集團於南京市及句容市的項目總建築面積達1,971,221平方米，未來可售建築面積將為641,934平方米。

二零一七年，本集團在南京及句容熱銷的項目包括紫郡蘭園及御瀾府：

- 紫郡蘭園項目位於鼓樓區和燕路，項目打造55萬平方米城市綜合體的住宅業態。是目前為止，南京主城規模最大、最具城市能量驅動力的城市綜合體。
- 御瀾府位於浦口區東大路，項目徹底顛覆江北剛需形象，把該項目打造成品質領先全市的高端樓盤。無論是裝修標準、景觀標準、外立面、硬質化鋪裝還是科技系統，將均採用國內先進技術和品牌，投入高額成本打造前沿精品，讓江北市民面臨全新的產品選擇。



Computerised photo of Nanjing China Merchants International E city
南京招商國際E城效果圖

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW (continued)

Property Development Business (continued)

Xi'an

In 2017, contracted sales amount in Xi'an was approximately RMB1,146 million and contracted sales area was 132,355 sq.m., As at 31 December 2017, total GFA of the Group's projects in Xi'an reached 538,534 sq.m. and the saleable GFA in the future will amount to 330,806 sq.m.

Evian Qujiang is a residential project located at the second phase of Qujiang New Town, Xi'an., connected to Nan San Huan, Hangtai Main Road and in proximity to Subway Line 4. The project is close to the top three parks in the city. It only takes 10 minutes' drive to directly access the core of the first phase of Qujiang, which caters for diversified needs such as shopping, entertainment, and food and beverage.

業務回顧(續)

房地產開發業務(續)

西安

於二零一七年，西安的合同銷售額約為人民幣1,146,000,000元，而合同銷售面積為132,355平方米。於二零一七年十二月三十一日，本集團在西安的項目總建築面積達到538,534平方米，而未來可售建築面積將為330,806平方米。

依雲曲江為住宅項目，位於西安市曲江新區二期，接駁南三環、航太大道，緊鄰地鐵4號線，輻射三大城市公園，10分鐘直抵曲江一期核心，滿足購物、娛樂、餐飲等多方位需求。



Computerised photo of Xi'an Evian Qujiang
西安依雲曲江效果圖

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW *(continued)*

Electronic Trading Business and Property Related Procurement Business

The Group will balance the synergies in property related procurement business and the main business in property development to determine the resources to be allocated to the trading procurement business.

FINANCIAL AND TREASURY MANAGEMENT PRINCIPLES

As at 31 December 2017, the net assets attributable to owners of the Company amounted to RMB7,414,598,000 (2016: RMB5,993,416,000).

In June 2015, the Company's direct wholly-owned subsidiary completed the issuance of the guaranteed convertible bonds due in June 2020 (credit enhanced until July 2018) in the aggregate principal amount of US\$290,000,000 bearing coupon rate at 0.50% per annum ("Convertible Bonds"). In December 2013, the Group completed the issuance of five-year term credit enhanced bonds in the aggregate principal amount of US\$500,000,000 bearing coupon rate of 4.021% per annum ("Bond"). The rates of the Convertible Bonds and the Bond, which are fixed and unchanged during their subsisting period, bear simple interest rather than compound interest and the interest are payable half-yearly. Both the Convertible Bonds and the Bond are listed on the Stock Exchange of Hong Kong Limited (the "Stock Exchange"), since 24 June 2015 and 12 December 2013 respectively. The fund raised from the issuance of the Convertible Bonds and the Bond are for the purpose of general corporate use.

Holders of the Bond exercised redemption right to redeem the Bond with an aggregate principal amount of US\$500,000 during the period from 1 June 2016 to 30 June 2016. The redemption had been settled on 14 July 2016 and had no impact to the capital usage of the Company.

業務回顧(續)

電子貿易業務及房地產相關採購業務

本集團會權衡房地產相關採購業務與房地產開發主業的協同效應，以決定在貿易採購業務上的資源投入。

財務及資金管理原則

二零一七年十二月三十一日，本公司擁有人應佔資產淨值為人民幣7,414,598,000元(二零一六年：人民幣5,993,416,000元)。

於二零一五年六月，本公司直接全資附屬公司完成發行本金總額290,000,000美元以票面年息率0.50%計息並於二零二零年六月到期的已擔保可換股債券(信用增強至二零一八年七月)(「可換股債券」)。於二零一三年十二月，本集團完成發行本金總額為500,000,000美元以票面年息率4.021%計息的五年期信用增強債券(「債券」)。在可換股債券及債券存續期間利率固定不變，採取單利按半年付息，不計複利。可換股債券及債券兩者分別自二零一五年六月二十四日及二零一三年十二月十二日起於香港聯合交易所有限公司(「聯交所」)上市。發行可換股債券及債券募集資金用作一般企業用途。

二零一六年六月一日至二零一六年六月三十日，債券持有人行使贖回權，贖回總金額500,000美元之債券，已於二零一六年七月十四日完成結算，該等贖回對本公司之資本用途概無影響。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL AND TREASURY MANAGEMENT PRINCIPLES (continued)

As at 31 December 2017, bank balances and cash was RMB5,100,692,000 (2016: RMB5,810,922,000). In terms of currency denomination, bank balances and cash can be divided into RMB5,087,647,000 in Renminbi, RMB3,140,000 in US\$ and RMB9,905,000 in HK\$.

As at 31 December 2017, total interest-bearing debt of the Group was RMB15,233,460,000 (2016: RMB14,684,380,000). In terms of maturity, the outstanding total interest-bearing debt (excluding the Convertible Bonds and the Bonds) can be divided into RMB6,502,035,000 repayable within one year, RMB896,118,000 repayable after one year but within two years and RMB2,911,877,000 repayable after two years but within five years. In terms of currency denomination, the outstanding total interest-bearing debt can be divided into RMB9,653,525,000 in Renminbi and RMB5,579,935,000 in US\$.

At 31 December 2017, the Group's net interest-bearing debt (total interest-bearing debt minus bank balances and cash) to equity ratio (including non-controlling interests) (the "net gearing ratio") was 47% (2016: 63%). Although the financial position of the Group is stable and the potential financing capacity is strong, the Group will continue to take the relatively stable financial policies and to control the net gearing ratio at the industry average level.

The monetary assets and liabilities and business transactions of the Group are mainly carried and conducted in RMB, US\$ and HK\$. The Group maintains a prudent strategy in its foreign exchange risk management, where foreign exchange risks are minimised via balancing the monetary assets versus monetary liabilities. As the Convertible Bonds and the Bond were denominated in US\$, while the Group conducts its sales, receivables, payables and expenditures in RMB for its PRC property development business, the management will closely monitor the volatility between RMB and US\$ exchange rates and might consider hedging should the need arises.

財務及資金管理原則(續)

於二零一七年十二月三十一日，銀行結餘及現金為人民幣5,100,692,000元（二零一六年：人民幣5,810,922,000元）。以貨幣而言，銀行結餘及現金可分為以人民幣列值人民幣5,087,647,000元、以美元列值人民幣3,140,000元及以港幣列值人民幣9,905,000元。

於二零一七年十二月三十一日，本集團的計息債務總額為人民幣15,233,460,000元（二零一六年：人民幣14,684,380,000元）。以到期日而言，尚未償還計息債務總額（不包括可換股債券及債券）可分為人民幣6,502,035,000元（須於一年內償還）、人民幣896,118,000元（須於一至兩年內償還）及人民幣2,911,877,000元（須於兩年至五年內償還）。以貨幣而言，尚未償還計息債務總額可分為以人民幣列值人民幣9,653,525,000元及以美元列值人民幣5,579,935,000元。

於二零一七年十二月三十一日，本集團的淨計息債務（計息債務總額減銀行結餘及現金）對股東權益（包括非控股權益）比率（「淨槓桿率」）為47%（二零一六年：63%）。儘管本集團財務狀況健康及潛在融資能力較強，本集團仍將奉行相對穩健的財務政策，淨槓桿率將控制在行業平均水平。

本集團之貨幣資產及負債以及業務交易主要以人民幣、美元及港幣列賬和進行。本集團恪守審慎之外匯風險管理政策，透過維持貨幣性資產與貨幣性負債之平衡，將外匯風險減至最低。由於可換股債券及債券均以美元列示，當本集團就其位於中國之物業開發業務以人民幣進行銷售、收款、付款及支出時，管理層會嚴密關注人民幣兌美元之匯率波動並可能於有需要時考慮對沖。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

NON-COMPETITION DEED

To minimise actual and potential competition, the Group and China Merchants Property Development Co., Ltd. (“CMPD”) (a company merged with CMSK (as define below) in December 2016) entered into a non-competition deed on 19 June 2013 as amended and supplemented on 4 October 2013 (the “Non-Competition Deed”). On 30 December 2015, the Company, CMPD and China Merchants Shekou Industrial Zone Holdings Company Limited (“CMSK”)^{Note 1} had entered into a deed of amendment and novation (“Novation Deed”) pursuant to which all the obligations, undertakings, interests and benefits of CMPD under the Non-Competition Deed were novated to and undertaken by CMSK in replacement of CMPD as if CMSK has been a party to the Non-Competition Deed in substitution of CMPD with effective from 30 December 2015. Other than that, all the other terms of the Non-Competition Deed shall remain unchanged^{Note 2}.

Pursuant to the Non-Competition Deed (as amended by the Novation Deed), (i) CMSK and its subsidiaries (excluding the Group) (“CMSK Group”) will not compete with the Group in the cities of Foshan, Guangzhou, Chongqing and Nanjing (“Target Cities”) except for certain operation transitional assets (“Operation Transitional Assets”) located in three out of the four Target Cities (“Overlapping Target Cities”) which would be retained by CMSK Group but managed by the Group under certain operation agreement entered into between the Group and CMSK; (ii) the Group will not compete with CMSK in 21 other cities in the PRC (“CMSK Cities”); (iii) and the Group will have a right of first refusal to conduct property business in any city in which neither CMSK nor the Group has any property business as at the date of the Non-Competition Deed. For details of the Non-Competition Deed, the Overlapping Target Cities, Operation Transitional Assets and the CMSK Cities, please refer to the section headed “Relationship with the Controlling Shareholders” in the circular of the Company dated 10 October 2013.

The independent board committee comprising all the independent non-executive Directors of the Company, had (i) reviewed the quarterly reports prepared by the Company’s management containing latest information on the respective property projects portfolios of CMSK Group and the Group; (ii) carried out a review on the implementation of and compliance with the Non-Competition Deed by CMSK Group and the Group during the year ended 31 December 2017; and (iii) confirmed that the terms of the Non-Competition Deed had been complied with by CMSK Group and the Group during the year ended 31 December 2017.

不競爭契據

為減少實際及潛在競爭，本集團與招商局地產控股股份有限公司(「招商地產」)(於二零一六年十二月與招商蛇口(定義見下文)合併的一家公司)於二零一三年六月十九日訂立不競爭契據(於二零一三年十月四日經修訂及補充)(「不競爭契據」)。於二零一五年十二月三十日，本公司、招商地產及招商招商局蛇口工業區控股股份有限公司(「招商蛇口」)^{附註1}訂立一項修訂及更替契據(「更替契據」)，據此，招商地產於不競爭契據項下所有責任、承諾、權益及利益將更替予招商蛇口並由招商蛇口代替招商地產承擔，猶如招商蛇口一直為代替招商地產之不競爭契據之訂約方，自二零一五年十二月三十日起生效。除此以外，不競爭契據之所有其他條款維持不變^{附註2}。

根據不競爭契據(經更替契據修訂)，(i)招商蛇口及其附屬公司(不包括本集團)(「招商蛇口集團」)不會與本集團在佛山、廣州、重慶及南京(「目標城市」)競爭，惟若干位於該四個目標城市其中三個(「重疊目標城市」)之管理過渡資產(「管理過渡資產」)除外，該等資產將由招商蛇口集團保留，但由本集團根據本集團與招商蛇口訂立之若干運營協議管理；(ii)本集團將不會在中國其他21個城市(「招商蛇口城市」)與招商蛇口競爭；及(iii)在不競爭契據日招商蛇口或本集團並無經營任何房地產業務之城市，本集團擁有優先選擇權在該處經營房地產業務。有關不競爭契據、重疊目標城市、管理過渡資產及招商蛇口城市之詳情，請參閱本公司日期為二零一三年十月十日之通函「與控股股東之關係」一節。

由本公司全體獨立非執行董事組成之獨立董事委員會已(i)審閱由本公司管理層編製之季度報告，當中載有招商蛇口集團及本集團各自之物業組合最新資料；(ii)檢討招商蛇口集團及本集團於截至二零一七年十二月三十一日止年度執行及遵守不競爭契據之情況；及(iii)確認於截至二零一七年十二月三十一日止年度招商蛇口集團及本集團已遵守不競爭契據之條款。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

NON-COMPETITION DEED (continued)

The Group will continue focusing on developing its property development business in the 4 Target Cities and the 2 new cities entered in 2014.

Notes:

1. According to the announcements published by CMSK and CMPD on the Shenzhen Stock Exchange, on 30 December 2015, CMSK and CMPD had completed the major asset restructuring and integration exercise pursuant to which, among other things, all assets, liabilities, businesses, employees, contracts and all other rights and obligations of CMPD have been taken up and assumed by CMSK in replacement of CMPD, CMPD was delisted from the Shenzhen Stock Exchange and the shares of CMSK became listed on the Shenzhen Stock Exchange, all with effect from 30 December 2015.
2. In the above paragraphs under the heading of "Non-competition Deed", for the avoidance of doubt, references to CMSK should be construed as referring to CMPD in the context of any time before 30 December 2015.

OUTLOOK AND PROSPECTS

Looking ahead in 2018, sustainable global economic growth is anticipated. Yet the spring up of trade protectionism, expected interest rise and the geopolitics remain risky to global economy.

As China is moving towards economic reforms with a key focus on high quality, the long-term mechanism advocating rental housing is imperative. It is expected that more rent-sell projects will be launched in the first and second tier cities in 2018, while the performance of the third and fourth tier cities will be further fallen back as the spillover effect subsides. Under the keynote that "Houses are not built for speculation", together with more stringent regulation and intensified marco-controlling policies, the comprehensively strict market controls involving restrictions on housing purchases, loans, prices and sales will continue. A new era for the real estate industry of China is going to kick off in an orderly manner in 2018.

Adhering to the principle of "sustained intensive engagement and innovative development", the Group will continue to develop its business by leveraging on the abundant inventory resources of China Merchants Group and CMSK and fully capitalizing on the advantages of overseas listing, so as to facilitate corporate transformation as well as active exploration and grasping of market opportunities.

不競爭契據(續)

本集團將繼續專注發展其於該4個目標城市及該2個於二零一四年進入的新城市進行之物業開發業務。

附註：

1. 根據招商蛇口及招商地產在深圳證券交易所刊發之公告，於二零一五年十二月三十日，招商蛇口與招商地產完成重大資產重組及整合，據此(其中包括)招商地產所有資產、負債、業務、僱員、合約及所有其他權利及義務已經由招商蛇口代替招商地產接收及承擔。招商地產終止於深圳證券交易所上市，而招商蛇口股份於深圳證券交易所上市，均自二零一五年十二月三十日起生效。
2. 為避免疑問，在上文「不競爭契據」一段中，對招商蛇口之提述於二零一五年十二月三十日前任何時間內應視為對招商地產之提述。

前景展望

展望二零一八年，全球經濟增長有望持續，但貿易保護主義抬頭、加息預期增強以及地緣政治關係緊張，將為全球經濟發展帶來一定的風險。

隨著中國經濟發展模式逐漸走向高品質轉型，建立以租賃房為主軸的長效機制已勢在必行。預期二零一八年將有更多的一、二線城市租售並舉項目。而由於溢出效應的消退，三、四線城市的樓市表現將進一步分化。在房住不炒的總基調之下，隨著監管的加強和宏觀調控政策的深化，預期限購、限貸、限價、限售、限商的全面嚴控局面將延續，中國的房地產行業將在二零一八年將有序地開啟一個新時代。

本集團將繼續秉承「持續深耕，創新發展」的原則開發業務，並立足招商局集團和招商蛇口存量資源基礎，充分發揮境外上市平台的優勢，推進公司轉型發展，積極探索和拓展市場機遇。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

EMPLOYEE REMUNERATION AND RELATIONS

The Group remunerates the employees by reference to their qualifications, experience, responsibilities, profitability of the Group and current market conditions.

As at 31 December 2017, the Group had 726 (2016: 661) employees in the PRC and Hong Kong.

The Group determines its staff remuneration based on factors such as qualifications, year of experience, market conditions and performance of the individual employees. A share option scheme was adopted at the annual general meeting of the Company held on 27 September 2011 (the "2011 Share Option Scheme") for the purpose of providing incentives and rewards to eligible participants who have contributed to the success of the Group's operations. No grants under the 2011 Share Option Scheme were made during the year ended 31 December 2017.

僱員薪酬及僱員關係

本集團乃根據員工之資歷、經驗、職責、本集團之盈利及現時市況釐定員工薪酬。

於二零一七年十二月三十一日，本集團在中國及香港僱用726名員工(二零一六年：661名)。

本集團根據資歷、服務年期、市況及個別僱員之表現等因素釐定員工薪酬。本公司於二零一一年九月二十七日舉行之股東週年大會上採納購股權計劃(「二零一一年購股權計劃」)，旨在向曾對本集團業務成就作出貢獻之合資格參與人士提供獎勵及獎賞。截至二零一七年十二月三十一日止年度，並無根據二零一一年購股權計劃授出購股權。



Located in Sheung Wan – CM+ North Hotel and Serviced Apartments
位於上環之CM+北座酒店及服務式公寓項目

* For identification purpose only

* 僅供識別

ENVIRONMENTAL, POLICIES AND PERFORMANCE

環境、政策及表現

This report covers the environmental, policies and performance of the Company during the year ended 31 December 2017. The Environmental, Social and Corporate Governance Report prepared in accordance with Appendix 27 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) will be published on the websites of the Company and the Stock Exchange in due course.

GREEN CONSTRUCTION

We have combined the community and environment requirements into the construction process and conducted investigations in depth with our cooperative partners to improve construction management and innovate construction technology. We would consider using materials available from the neighborhood as much as possible and to reduce the consumption of materials, energy and water in the course of construction for creating a clear, clean, comfortable and safe construction environment. Besides, we also launched a “Harmonious Neighborhood Scheme” to extensively collect the opinions from the residents who live nearby with an aim to doing our best to reduce the effects of construction works on the surrounding natural, cultural and social environments.

GREEN OFFICE

We have formulated the “Green action guide for employee” to strengthen the daily management of energy saving and emission reduction and carry out the education in every corner and to every employee, making the idea of green development deeply rooted in their mind to develop the habits of saving energy, water, papers, oil and gas.

CO-OPERATION WITH INTERNATIONAL ORGANISATIONS

We build up close ties and co-operative connections with international organisations like UNEP, UNEP-SBCI, UNEP GI-REC, WWF to combine each other’s edges to promote the sustainable development.

本報告涵蓋截至二零一七年十二月三十一日止年度本公司之環境、政策及表現。根據香港聯合交易所有限公司(「聯交所」)證券上市規則附錄27所編製之環境、社會及企業管治報告將適時於本公司及聯交所網站刊載。

綠色施工

我們將社區和環境要求融入施工過程，還會同合作單位深入研究，加強施工管理、創新施工技術，盡可能考慮就近取材，減少施工過程中的物耗、能耗與水耗，營造乾淨、整潔、舒適、安全的施工環境，並推廣「睦鄰計畫」廣泛收集周邊居民意見，努力降低施工對周邊自然環境、人文環境、社會環境造成的影響。

綠色辦公

我們制定《員工綠色行為指引》，從細節入手加強節能減排日常管理，並將宣傳教育延伸到每個角落和每名員工，促進綠色發展理念深植員工心中，形成自覺節電、節水、節紙、節油、節氣的習慣。

與國際機構合作

我們與聯合國環境規劃署(UNEP)、可持續建築與氣候促進會(UNEP-SBCI)、資源節約型城市全球促進會(UNEP GI-REC)、世界自然基金會(WWF)等國際機構建立密切的聯繫與合作關係，整合優勢資源推動可持續發展。

* For identification purpose only

* 僅供識別



ENVIRONMENTAL, POLICIES AND PERFORMANCE

環境、政策及表現

SAFE AND CIVILISED CONSTRUCTION

The headquarters of the Company has set up a Safety Management Committee. Each project has established its own safety management team to proactively promote the standardised management of safe and civilised construction so as to protect the health and safety of every front line construction workers and back office staff with best efforts.

REINFORCEMENT OF SAFE AND CIVILISED CONSTRUCTION MANAGEMENT

We have strengthened the measures to achieve a safe and standardised construction. We have organised and updated management requirements and practices for safe and civilised construction with a precise goal of safe and civilised construction management. We have strengthened the investigation standard for hidden dangers on-site. We carry out regular safety check and introduce the assessment system for subcontractors in order to ensure the worry-free construction. No fire accident, major equipment safety and casualty accidents occurred during the year.

PURSUIT OF “ZERO” ENERGY WASTAGE IN CONSTRUCTION

Following the consolidation process and with many years of experience, we have gradually forged an ecological and high efficient green technology system. The development model for green construction was also upgraded into a comprehensive model with combination of “Green Planning”, “Technique Application” and “Energy Saving through Action”. In 2015, the Company built up a green research and development and application system named “Green Life+” and issued the “Green Ranking Guide” and “Energy Efficiency Management Guide” in order to continuously promote the innovation and breakthrough of the green technology.

PROTECTING THE BIO-DIVERSITY

We have implemented the idea of protecting the bio-diversity throughout the core process of our development and operation and pay attention to protecting the original natural vegetation and the habitats in the development zone during the process of planning and project construction. Through these efforts, we systematically repair the eco-system which is degenerated or damaged by project development. In addition, by building the landscape water system and seedling transplanted according to location and situations, we can reduce the effects of project development on local environment.

安全文明施工

公司總部設立安全管理委員會，各項目設立安全管理小組，積極推進安全文明施工標準化管理，全力保障每一位前線建築工人以及後勤支援員工的健康與安全。

加強安全文明施工管理

我們加強各項措施，以達致安全標準化建設，並組織更新安全文明施工管理規定和管理規範，明確安全文明施工管理目標。我們已加強現場隱患排查標準，定期組織安全檢查並引入協力廠商評估機制，努力打造放心工程。全年未發生火災事故、重大設備安全事故及重大工地傷亡事故。

追求建築「0」能耗化

經過多年經驗沉澱與積累，我們逐步形成生態高效的綠色技術體系，綠色建築發展模式也由傳統的技术應用升級為「綠色規劃、技術應用、行為節能」三位一體的綜合模式。二零一五年，公司建立「綠色生活+」綠色研發應用體系，發佈《綠色評星工作指引》與《能效管理工作指引》，不斷推進綠色技術的革新和突破。

保護生物多樣性

我們將保護生物多樣性的理念貫穿於開發運營核心環節，在規劃設計和項目建設過程中注重對開發區域內原有自然植被、棲息環境的保護，系統修復因項目開發而退化或者破壞的生態，並通過在景觀水系構造、苗木移栽中因地制宜，減少項目開發對當地生態環境的影響。

ENVIRONMENTAL, POLICIES AND PERFORMANCE

環境、政策及表現

EQUAL EMPLOYMENT AND DIVERSITY

Our recruitment principles are on the basis of fairness, justice and transparency. We provide every employee an equal employment opportunity. No employee will face differential treatment for their gender, age, ethnicity or cultural background. We try our best effort to provide an ideal career environment for their development.

平等僱傭與多元化

我們堅持公開、公正、公平及透明的招聘原則，給予每一位員工平等的僱傭機會，不因性別、年齡、民族、文化背景不同而對員工差別化對待，全力為員工的發展提供良好的職業環境。

RIGHT PROTECTION OF CONSTRUCTION WORKERS

The Company is highly concerned about the right protection of the front line construction workers. It has incorporated a system to evaluate the performance of potential suppliers in safeguarding construction worker's rights. In selecting partners, we have taken into account the protective measures with our standard evaluation system. We conduct regular checks and monitor contractors to ensure they have complied with protective measures and have adequately implemented the policies, with a view to safeguard the rights of construction workers.

建築工人權益保障

公司高度重視前線建築工人的權益保障，並已將潛在供應商保障建築工人權益的履行情況納入評價體系當中。於甄選合夥人時，我們將保障措施與水準評價體系一併仔細考慮，確保彼等遵守保障措施並充份實施有關政策，旨在維護建築工人權益。

Wages Guarantee

工資保障

- Require the general contractor to open a specialised account for depositing of workers' wages and deposit the wages in advance
- 要求工程總承包企業開設工人工資保證金專戶，預存工資保證金
- Implement real-name system management for workers, establish an alert mechanism for worker's wage and inspect regularly on the payment of worker's wage by the construction cooperation units
- 實施工人實名制管理，建立工人工資預警機制，定期檢查合作施工單位的工人工資發放情況
- Require the general contractor to pay the wages of its own workers in priority and consider this as a compulsory check item in the annual review of qualified suppliers
- 要求施工總承包商優先支付所屬工人工資，並將其作為年度合格供方評審必查項

Safety Guarantee

安全保障

- Deploy facilities for safety production and industrial diseases protection pursuant to the requirements and provide compliant protective equipment for workers
- 按規定配備安全生產和職業病防護設施，為工人發放符合要求的勞動防護用品
- Construction unit must execute their works according to construction practice guidelines on site, and simple medical facility must be equipped on site
- 施工單位必須按工地施工規範執行，現場必須配備簡單的醫療設備
- Strictly implement the Company's three-tier safety education system and prevent the occurrence of workers attending for work without receiving the three-tier safety education
- 嚴格執行公司的三級安全教育制度，杜絕未經三級安全教育就直接上班的現象

ENVIRONMENTAL, POLICIES AND PERFORMANCE

環境、政策及表現

BUILDING UP RESPONSIBLE SUPPLY CHAIN

As the Company regards supply chain competitiveness as one of the core corporate competitiveness, we have maintained supply chain management strategy of balancing between quality and efficiency. Through the standardised and specialised suppliers' closed-loop management system and open communication sharing mechanism between suppliers, we strived to build up a responsible supply chain, to facilitate and strengthen for mutual interests with the enterprises in the supply chain.

SAFEGUARD THE INTERESTS OF SUPPLIERS

We have maintained a concept of purchasing under a transparent and open regime, and hence we have strengthened tendering process and enhanced the standardisation and specialisation of tendering. We have strived to explore new paths for purchasing information and have stringently complied with the contracts, and have safeguarded the basic rights of suppliers with fairness, justice and openness.

ASSESSMENT AND REVIEW OF SUPPLIERS

We highly recognised a long-term cooperation relationship with our suppliers and has built up a positive cycle of general purchasing, annual cooperation and strategic purchasing. We have enhanced the comprehensiveness and closed-loop management for certification, selection, examination and assessment towards suppliers from different levels and types. We have identified and fostered possible strategic relation with our suppliers through the ERP Purchasing Management Platform.

UPGRADE OF SUPPLIERS' CAPABILITIES

The stable operation of the Company and long-term development are supported by the high-quality supply chain, which also favors the core concept of our corporation and implementation of our social responsibilities. We will help the suppliers to enhance their competitiveness, achieve a mutual development with suppliers and create a continuous win-win approach and development through various measures and activities. From unilateral examination to bilateral examination, we invite professional consultant agency to conduct satisfaction research to suppliers from engineering, marketing, design and properties and put their feedback into the evaluation of the project management. We also build a monthly report system for key suppliers and have senior management conducting on-site visit for key suppliers and regularly invite outstanding partners to share their sophisticated experience in order to mutually improve the ability to perform both parties' duties. Meanwhile, we endeavor to cultivate strategic suppliers with high quality for long-term cooperation. For those suppliers with high quality, they will be registered in our selected unit automatically and entitled to higher percentage of payments upon goods delivered and awarded with public recognition. For existing issues, we will sort out corresponding solutions one by one.

打造責任供應鏈

由於本公司視供應鏈競爭力為企業的核心競爭力之一，我們已堅持品質與效益並重的供應鏈管理方針，通過規範化和專業化的供應商閉環管理制度、暢通的供應商溝通分享機制打造責任供應鏈，與供應鏈企業相互促進、共同成長。

保障供應商權益

我們堅持具透明度且開放的採購理念，因而得以加強招標流程並提升招標工作規範性與專業化。我們積極探索採購資訊化創新路徑，嚴格信守合同承諾，以公平、公正、公開的方式保障供應商基本權益。

供應商評估與審核

我們高度重視與供應商之間的長期合作關係並已建立常規採購、年度合作及戰略採購的良性循環。我們已加強對各級各類供應商認證、選擇、考核、評估的完整性及閉環管理。我們已通過ERP採購管理平台發現和培養與供應商之間的潛在戰略關係。

供應商能力提升

公司的穩健經營和長遠發展有賴於高品質的供應鏈，共贏是我們合作的核心理念，也是履行社會責任的重要體現。我們通過各類措施與活動幫助供應商提升競爭力，實現與供應商的共同成長與發展，創造持續共贏的產業未來。由單向考核向雙向考核過渡，邀請專業諮詢機構對工程類、行銷類、設計類、物業類等供應商進行滿意度調查研究，將供應商回訪意見融入對項目管理的考核。建立重點供應商合作月報制，多次對重點供應商進行高層到訪溝通，定期邀請優秀合作夥伴共同分享成熟經驗，相互促進履行責任能力提升。著力培育長期合作的優質戰略供應商，對於優質供應商給予自動納入入圍單位、提高到貨款比例、公開表彰等激勵，對於存在問題逐一對應提出解決方案。

ENVIRONMENTAL, POLICIES AND PERFORMANCE

環境、政策及表現

REMUNERATION BENEFITS

While ensuring the market competitiveness of our employees' remunerations, we implement the remuneration system closely linked with performance to further create an environment where the interests of the Company and employees are aligned. Under the principles of complying with the requirements of the laws and regulations and providing our employees with assurance, we build a comprehensive benefit system with multiple levels to ensure a stable growth and development for our employees.

Subject to shareholders' approval at general meeting, the emoluments are determined by the Board of Directors of the Company by reference to the qualification, experience, job duties, responsibilities and performance and results of the Group and market conditions. Details of Directors' and Chief Executive's and Employee's Emoluments are set out in note 11 to the consolidated financial statements.

DEVELOPMENT AND TRAINING

We embrace the core values of the Company to build an appropriate talent development strategy and talent promotion path, comprehensively promote a multi-level employees training system, strive to provide a broad platform for employee's development and achieve the goal of enterprise development on the basis of employee's development.

EMPLOYEES' DEVELOPMENT PATH

We emphasise the professional and occupational growth of the employees, and we provide the employees with two major development paths of managerial talent and professional technical talent. Employees can choose the development path according to their own career development direction incorporated with the position requirement of the Company to realise a win-win situation on both the Company's development and the employee's development.

STAFF TRAINING

We have been maximising the inputs on staff training and accelerating the optimisation of staff training system. After years of fulfillment, optimisation and innovation, we have developed a staff training system with three main elements, which are leadership, professional capability and general performance, in order to provide a favorable platform for staff's development.

薪酬福利

我們在確保薪酬有市場競爭力的前提下，執行與績效緊密掛勾的薪酬制度，進一步打造公司與員工利益共同體。在合法合規的基礎上，本著讓員工安心的原則，構建多層次、全面的福利體系，讓員工在公司穩定的成長和發展。

待股東於週年大會上批准後，酬金由本公司董事會參考資格、經驗、職務、職責、本集團之業績及表現以及市況而釐定。有關董事、行政總裁及僱員酬金之詳情載於綜合財務報表附註11。

發展及培訓

我們圍繞公司的核心價值觀，構建合適的人才發展戰略和人才晉升管道，全方位推進多層次的員工培訓體系，致力於為員工發展提供廣闊的平台，實現以員工的發展來推動企業的發展及目標。

員工發展通道

我們注重員工的專業化和職業化成長，為員工提供管理人才和專業技術人才兩大序列的發展通道，員工可根據自身職業發展方向並結合公司職位需求，選擇相應的發展通道，以實現公司發展和員工發展的雙贏。

員工培訓

我們不斷加大對人才培養的投入力度，加快人才培訓體系的完善，經過多年的實踐積累和優化創新，我們建立起領導力、專業能力、通用能力三大類人才培養的項目培訓體系，為員工發展提供了良好平台。

ENVIRONMENTAL, POLICIES AND PERFORMANCE

環境、政策及表現

COMMUNICATION WITH EMPLOYEES

With a view to enhance communication between the staff and the management, the Group requires every project company to organise different types of face-to-face communication seminar regularly throughout the year. Our staff can share their ideas and needs to the management directly while they can get an instant responses. Furthermore, it was a brilliant time for the management to point out their objective and vision to their staff. These seminars can strengthen both parties' mutual understandings and break any barriers between them.

SHAREHOLDERS' AND INVESTORS' RELATIONSHIPS

Shareholders' and investors' relationships are set out in the section headed "Corporate Governance Report" on page 81 to 99 of this annual report.

OPERATION IN COMPLIANCE WITH LAW

The Company strictly complies with the national laws and regulations, international practices and business ethics, and fulfills the theme of the central government and China Merchants Group – "Three-Strictness and Three-Solidness (三嚴三實)" to strengthen the practice of building and establishing the implementation of responsibility and promote the culture of corruption-free and prevention and punishment system comprehensively. We will consciously accept the supervision from relevant authorities and strive to become a good example of operating in compliance with the law and with honesty and integrity.

The Company is concerned about the establishment of a corporate legal advising system and has strengthened the legal culture and research development. The Company has promoted the compliance works and integration of operation management, so as to enable the operation of the Company to be in compliance with the applicable law requirements and contemporary corporate governance requirements and interests from relevant parties.

We have introduced specific training programmes that meet with industry's requirement, with a view to enhance the legal awareness of our employees, in particular the frontline staff.

We will introduce two-rounds of on-site inspections and promote the legal risk awareness while building up the precaution mechanism of legal disputes and achieving an efficient and in advance control of legal risks.

與員工之溝通

為加強員工與管理層之間之溝通，本集團規定各項目公司於年內定期組織各式各樣的面對面座談會，員工可直接向管理層反映彼等意見及訴求，而管理層亦可即時作出回應。此外，管理層亦可藉此良機向員工指明彼等之目標及願景。此等座談會增強了雙方之相互瞭解及打破彼此間之隔閡。

股東及投資者關係

股東及投資者關係載於本年報第81至99頁所載「企業管治報告」一節。

依法合規運營

公司嚴守國家法律法規、國際慣例和商業道德，貫徹中央和招商局集團「三嚴三實」精神加強作風建設、抓好責任落實，全面推進廉潔文化建設與防懲體系建設，自覺接受各利益相關方監督，努力成為依法經營、誠實守信的表率。

公司重視建立起一個企業總法律顧問制度並已加強發展法律文化及法律研究，本公司已推動合規工作與經營管理融合，使公司運營能夠既符合適用法律要求，又滿足現代企業治理要求及利益相關方訴求。

我們已開展符合行業要求的專題培訓以提高全員尤其是前線員工的法律意識。

開展兩輪式現場巡查，推進法律風險提示工作，建立法律糾紛預警機制，實現事前有效防控法律風險。

ENVIRONMENTAL, POLICIES AND PERFORMANCE

環境、政策及表現

STRENGTHENING RISK CONTROL

With a view to achieve strategic targets, we have developed a risk management system on the basis of forward-looking and systematised comprehensiveness, which can also serve as a platform connecting to the risk management system of the professional departments covering operating level and business level. Meanwhile, we will gradually incorporate the non-financial risks management systems, including environmental protection and anti-corruption, into the comprehensive risk management system and these can further reduce the potential risks in the operation processes of the Company.

強化風險管控

為達致戰略目標，我們已按前瞻性及系統化全面性基準制訂風險管理體系，此體系亦可作為連接涵蓋營運層面及業務層面的專業部門之風險管理體系之平台。同時，我們逐步將環境保護、反腐敗等非財務風險納入全面風險管理體系，減少公司運營過程中的潛在風險。



The interior design of CM+ Serviced Apartment North Tower
CM+北座客房內觀



The lobby of CM+ Serviced Apartment North Tower
CM+北座大堂



The front door of CM+ Serviced Apartment North Tower
CM+北座正門

REPORT OF THE DIRECTORS

董事會報告

The board (the “Board”) of directors (the “Directors”) of China Merchants Land Limited (the “Company”, and together with its subsidiaries, the “Group”) are pleased to present to the shareholders their report together with the audited consolidated financial statements of the Group for year ended 31 December 2017 (the “Year”).

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The subsidiaries are engaged in the following principal activities:

- (i) development, sale, lease, investment and management of properties; and
- (ii) sales of electronic and electrical related products and sales of building related materials and equipment.

Details of the principal activities of the Company’s subsidiaries are set out in note 41 to the financial statements.

RESULTS AND APPROPRIATIONS

The Group’s profit for the Year and the state of affairs of the Company and of the Group as at that date are set out in the financial statements on page 110.

The Board recommend the payment of a final dividend of HK\$0.1 (2016: HK\$0.045) per ordinary share. The final dividend will be paid on or about 1 June 2018 to shareholders whose names appear on the register of members of the Company on 11 May 2018.

招商局置地有限公司(「本公司」, 及連同其附屬公司, 「本集團」)董事(「董事」)會(「董事會」)欣然向股東提呈董事會報告, 連同本集團截至二零一七年十二月三十一日止年度(「年內」)之經審核綜合財務報表。

主要業務

本公司主要業務為投資控股。附屬公司從事以下主要業務：

- (i) 開發、銷售、租賃、投資及管理房地產；及
- (ii) 銷售電子及電器相關產品以及銷售建築相關材料及設備業務。

本公司各附屬公司之主要業務詳情載於財務報表附註41。

業績及股息

本集團於年內之溢利及本公司與本集團於該日之財務狀況載於第110頁之財務報表內。

董事會建議派付末期股息每股普通股港幣0.1元(二零一六年：港幣0.045元)。末期股息將於二零一八年六月一日或前後向於二零一八年五月十一日名列本公司股東名冊之股東派付。

REPORT OF THE DIRECTORS

董事會報告

BUSINESS REVIEW

A review of the business of the Group during the Year, which includes an analysis of the Group's performance using financial key performance indicators, a discussion on the Group's future business development are set out in the section headed "Management Discussion and Analysis" on page 23 to 45 of this annual report. The financial risk management objectives and policies of the Group are set out in note 36 to the consolidated financial statements. The principal risks and uncertainties that the Group may face, particulars of important events affecting the Company that have occurred since the end of the financial year, and an indication of likely future development in the Company's business are set out in the section headed "Chairman's Statement" on page 5 to 8 of this annual report. A discussion on the Group's environmental policies and relationships with its key stakeholders and investors are set out in the sections headed "Environmental, Policies and Performance" on page 46 to page 52 of this annual report. An analysis of the Group's performance indicators is set out in the Group's Five-Year Financial Summary on page 260 of this annual report. The compliance with relevant laws and regulations which have significant impact on the Group is set out in this Directors' report. The reviews form part of this statement.

SUBSIDIARY CORPORATIONS

Particulars of the Company's principal subsidiary corporations and associated corporations as at 31 December 2017 are set out in Note 42 to the consolidated financial statements respectively.

DISTRIBUTABLE RESERVES

Details of movements in the reserves of the Company and of the Group during the Year are set out in note 46 to the financial statements and in the consolidated statement of changes in equity, respectively.

The Directors consider that the Company's reserves available for distribution to shareholders amounted to RMB5,182,067,000 (2016: RMB6,115,118,000). Under Chapter 22 of the Companies Law (Revised) of the Cayman Islands, the share premium of the Company is available for paying distributions or dividends to shareholders subject to the provisions of its Memorandum and Articles of Association and provided that immediately following the distribution of dividend the Company is able to pay its debts as they fall due in the ordinary course of business.

業務審視

本集團於年內業務之回顧(包括使用財務關鍵績效指標對本集團表現進行之分析)及有關本集團未來業務發展之討論載於年報第23至45頁「管理層討論及分析」一節。本集團之財務風險管理目標及政策載於綜合財務報表附註36。本集團可能面對之主要風險及不明朗因素、自財政年度結算日起所發生影響本公司之重要事件詳情以及本公司業務之可能未來發展之揭示載列於本年報第5至8頁「主席報告」一節。有關本集團之環保政策以及與主要持份者及投資者之關係之討論載於本年度第46頁至第52頁「環境政策及表現」各節。有關本集團表現指標之分析載於本年報第260頁之本集團五年財務資料概要。有關遵守對本集團有重大影響之相關法律及法規之情況載於本董事報告。回顧構成本聲明一部分。

附屬公司

有關本公司於二零一七年十二月三十一日之主要附屬公司之詳情載於綜合財務報表附註42。

可供分派儲備

本公司及本集團於年內之儲備變動詳情分別載於財務報表附註46及綜合權益變動表。

董事認為，本公司可供分派予股東之儲備為人民幣5,182,067,000元(二零一六年：人民幣6,115,118,000元)。根據開曼群島公司法第二十二章(經修訂)，本公司之股份溢價可向股東派付作為分派或股息，惟須遵守其組織章程大綱及細則之規定，且本公司須於緊隨派付或分派股息後仍有能力償付其於一般業務過程中到期之債務。



REPORT OF THE DIRECTORS

董事會報告

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

During the Year, neither the Company nor any of its subsidiary corporations purchased, sold or redeemed any of the Company's listed securities.

MAJOR CUSTOMERS AND SUPPLIERS

The aggregate purchases attributable to the Group's five largest suppliers were less than 30% of total purchases.

Aggregate sales attributable to the Group's five largest customers were less than 30% of total turnover.

As far as the Directors are aware of, neither the Directors, their close associates (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules")), nor any shareholders which, to the knowledge of the Directors, own more than 5% of the Company's issued share capital, had any interest in the Group's five largest customers or suppliers.

FIVE-YEAR FINANCIAL SUMMARY

A summary of the published results, assets and liabilities of the Group for the last five financial years, as extracted from the audited financial statements and restated as appropriate, is set out on page 260. This summary does not form part of the audited financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the Year are set out in note 14 to the consolidated financial statements.

INVESTMENT PROPERTIES

Details of movements in the investment properties of the Group during the Year are set out in note 15 to the consolidated financial statements.

SHARE CAPITAL

Details of movements in the Company's share capital during the Year are set out in note 31 to the consolidated financial statements.

買賣或贖回本公司上市證券

年內，本公司或其任何附屬公司並無買賣或贖回本公司任何上市證券。

主要客戶及供應商

本集團五大供應商應佔的採購額合共少於採購總額30%。

本集團五大客戶應佔的銷售額合共少於總營業額30%。

據董事知悉，各董事、彼等之緊密聯繫人士(定義見香港聯合交易所有限公司證券上市規則(「上市規則」))以及據董事所知擁有本公司已發行股本5%以上之任何股東，概無於本集團五大客戶或供應商中擁有任何權益。

五年財務資料概要

本集團於過往五個財政年度之已刊發業績及資產與負債概要(摘錄自經審核財務報表，並在適當情況下重列)載於第260頁。該概要並非經審核財務報表之任何部分。

物業、廠房及設備

本集團物業、廠房及設備於年內之變動詳情載於綜合財務報表附註14。

投資物業

本集團投資物業於年內之變動詳情載於綜合財務報表附註15。

股本

本公司股本於年內之變動詳情載於綜合財務報表附註31。

REPORT OF THE DIRECTORS

董事會報告

CONTINGENT LIABILITIES

The Group had contingent liabilities amounted to RMB3,572,819,000 as at 31 December 2017 (31 December 2016: RMB3,636,746,000).

PLEDGE OF ASSETS

As at 31 December 2017, land located in Chongqing and Jurong with carrying values of approximately RMB430,008,000 (2016: RMB362,110,000) have been pledged to secure bank borrowings amounting to RMB152,000,000 (2016: RMB170,000,000) granted to the Group.

BORROWINGS

Details of the borrowings of the Group are set out in note 28 to the consolidated financial statements.

BONDS

Details of the bonds of the Group are set out in note 29 to the consolidated financial statements.

CONVERTIBLE BONDS

Details of the convertible bonds of the Group are set out in note 30 to the consolidated financial statements.

RETIREMENT SCHEMES

Details of the retirement scheme of the Group are set out in note 34 to the consolidated financial statements.

TAX RELIEF AND EXEMPTION

The Directors are not aware of any tax relief and exemption available to the shareholders by reason of their holding of the Company's securities.

或然負債

於二零一七年十二月三十一日，本集團之或然負債為人民幣3,572,819,000元(二零一六年十二月三十一日：人民幣3,636,746,000元)。

抵押資產

於二零一七年十二月三十一日，本集團已抵押位於重慶及句容賬面值約為人民幣430,008,000元(二零一六年：人民幣362,110,000元)之土地，以就授予本集團之銀行借貸人民幣152,000,000元(二零一六年：人民幣170,000,000元)作出擔保。

借貸

本集團借貸詳情載於綜合財務報表附註28。

債券

本集團債券詳情載於綜合財務報表附註29。

可換股債券

本集團可換股債券詳情載於綜合財務報表附註30。

退休計劃

本集團退休計劃詳情載於綜合財務報表附註34。

稅務減免

董事並不知悉股東因持有本公司證券而享有任何稅務減免。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS

The Directors of the Company during the Year and up to the date of this report were:

Non-executive Directors:

Mr. XU Yongjun
Mr. HUANG Junlong
Dr. YAN Chengda
Ms. LIU Ning

Executive Directors:

Dr. SO Shu Fai
Mr. YU Zhiliang
Mr. WONG King Yuen

Independent non-executive Directors:

Dr. WONG Wing Kuen, Alert
Ms. CHEN Yanping
Dr. SHI Xinping
Mr. HE Qi

In accordance with Article 116 of the Company's Articles of Association, Mr. HUANG Junlong, Ms. LIU Ning, Ms. CHEN Yanping and Mr. HE Qi shall retire at the forthcoming Annual General Meeting to be held on 27 April 2018 ("AGM"). All the above retiring Directors, being eligible, shall offer themselves for re-election at the AGM. The Company has received annual confirmations of independence from each of the independent non-executive Directors pursuant to Rule 3.13 of the Listing Rules and considers all of the independent non-executive Directors to be independent.

COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS THAT HAVE A SIGNIFICANT IMPACT ON THE COMPANY

Throughout the Year, to the best of their knowledge, information and belief, the Directors were not aware of any non-compliance by the Company with any relevant laws and regulations that had a significant impact on the Company.

PERMITTED INDEMNITY PROVISION

Insurance cover in respect of liability against the Directors arising from their offices and execution of their powers, duties and responsibilities has been arranged and in force during the Year.

DONATIONS

During the Year, the Group had not made any donation.

董事

年內及直至本報告日期止，本公司之董事如下：

非執行董事：

許永軍先生
黃均隆先生
YAN Chengda 博士
劉寧女士

執行董事：

蘇樹輝博士
余志良先生
黃競源先生

獨立非執行董事：

王永權博士
陳燕萍女士
史新平博士
何琦先生

根據本公司組織章程細則第116條，黃均隆先生，劉寧女士，陳燕萍女士及何琦先生將於二零一八年四月二十七日舉行之應屆股東週年大會（「股東週年大會」）上退任。所有上述退任董事均符合重選資格並願意於股東週年大會上重選連任。本公司已自各獨立非執行董事接獲根據上市規則第3.13條有關彼等獨立性之年度確認書，並認為全體獨立非執行董事屬獨立。

遵守對本公司有重大影響之相關法律及法規

年內，據所深知、全悉及確信，董事概不知悉本公司有任何違反對本公司有重大影響之任何相關法律及法規。

獲准許之彌償條文

年內，本公司已為董事因其職務及執行其權力、職責及責任引起之責任投購保險，並已生效。

捐款

年內，本集團概無作出任何捐款。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' SERVICE CONTRACTS

No Directors proposed for re-election at the forthcoming AGM has an unexpired service contract which is not determinable by the Group within one year without payment of compensation, other than normal statutory obligations.

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

As at 31 December 2017, the interests and short positions of each Director and chief executives of the Company in the shares or underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571) of the Laws of Hong Kong (the "SFO")) which were required to be notified to the Company and the Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which he was deemed or taken to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register maintained by the Company referred to therein, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

Long positions in ordinary shares of the Company

Name of director 董事姓名	Nature of interest 權益性質	Number of ordinary shares held 所持普通股數目	Percentage of the Company's issued share capital 佔本公司已 發行股本百分比
SO Shu Fai 蘇樹輝	Through controlled corporations (Note) 由受控制之公司持有(附註)	32,054,066	0.65%

Note: These shares are held by Skill China Limited ("Skill China"). Fortune Alliance Group Limited is entitled to exercise or control the exercise of more than one-third of the voting power at general meetings ("control") of Skill China. Hence Fortune Alliance Group Limited is deemed to be interested in the shares held by Skill China. Fortune Alliance Group Limited is in turn controlled by Joint profit Limited, which is beneficially wholly-owned by Dr. SO Shu Fai, an executive Director of the Company. Hence Dr. SO Shu Fai is deemed to be interested in the shares held by Skill China. Skill China, Fortune Alliance Group Limited and Joint profit Limited are companies incorporated in the British Virgin Islands with limited liability.

董事服務合約

概無擬於應屆股東週年大會重選連任之董事具有不可由於一年內本集團免付賠償(一般法定賠償除外)而予以終止之已屆滿服務合約。

董事及高級行政人員於本公司或其相聯法團之股份、相關股份及債券之權益及淡倉

於二零一七年十二月三十一日，各董事及本公司主要行政人員於本公司及其相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)之股份或相關股份或債券中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及香港聯合交易所有限公司(「聯交所」)之權益及淡倉(包括根據證券及期貨條例之有關條文被認為或視作擁有之權益及淡倉)，或根據證券及期貨條例第352條須記錄於該條例所指由本公司存置之登記冊中之權益及淡倉，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之權益及淡倉如下：

本公司普通股之好倉

附註：該等股份由華能有限公司(「華能」)持有。聯發集團有限公司有權行使或控制行使於華能股東大會上超過三分之一投票權(「控制」)。因此，聯發集團有限公司被視為於華能持有之股份中擁有權益。聯發集團有限公司繼而被由本公司執行董事蘇樹輝博士實益全資擁有之合益有限公司控制。因此，蘇樹輝博士被視為於華能持有之股份中擁有權益。華能、聯發集團有限公司及合益有限公司均為於英屬處女群島註冊成立之有限公司。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ITS ASSOCIATED CORPORATIONS (continued)

Long positions in underlying shares of associated corporation

董事及高級行政人員於本公司或其相聯法團之股份、相關股份及債券之權益及淡倉(續)

相聯法團相關股份之好倉

Name of director 董事姓名	Nature of interest 權益性質	Number of underlying Shares involved ^(Note) 涉及相關股份數目 ^(附註)	Approximately percentage (%) in the associated corporation 於相聯法團之概約百分比(%)
XU Yongjun 許永軍	Beneficial owner 實益擁有人	704,000	0.00%
HUANG Junlong 黃均隆	Beneficial owner 實益擁有人	372,000	0.00%
LIU Ning 劉寧	Beneficial owner 實益擁有人	372,000	0.00%
YU Zhiliang 余志良	Beneficial owner 實益擁有人	200,000	0.00%

Note: These are the underlying shares involved in the share options granted by CMSK (an intermediate controlling shareholder indirectly holding 3,646,889,329 shares, representing approximately 74.35% of the issued share capital of the Company) to Mr. XU Yongjun, Mr. HUANG Junlong, Ms. LIU Ning and Mr. YU Zhiliang.

附註：該等股份為間接控股股東招商蛇口(間接持有3,646,889,329股股份，相當於本公司已發行股本之74.35%)向許永軍先生、黃均隆先生、劉寧女士及余志良先生授出之購股權涉及之相關股份。

Save as disclosed above, as at 31 December 2017, none of the Directors or chief executives of the Company had any interest or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including the interests and short positions in which they were deemed or taken to have under such provisions of the SFO), or which are required, pursuant to section 352 of the SFO, to be entered in the register maintained by the Company referred to therein, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, to be notified to the Company and the Stock Exchange.

除上文披露者外，於二零一七年十二月三十一日，概無董事或本公司主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之任何權益或淡倉(包括根據證券及期貨條例之有關條文被認為或視作擁有之權益及淡倉)，或根據證券及期貨條例第352條須記錄於該條例所指由本公司存置之登記冊中之任何權益或淡倉，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之任何權益或淡倉。

REPORT OF THE DIRECTORS

董事會報告

ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES AND DEBENTURES

Apart from the information as disclosed under the heading "DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ITS ASSOCIATED CORPORATIONS", at no time during the Year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any of the Directors or their respective spouses or minor children, or were any such rights exercised by them; nor was the Company, its holding company, or any of its subsidiary corporations or fellow subsidiary corporations a party to any arrangement to enable the Directors or their respective spouses or minor children to acquire such rights in any other body corporate.

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 December 2017, the following interests of 5% or more of the issued share capital of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

Name 名稱	Capacity and nature of interest 身份及權益性質	Number of ordinary shares held 所持普通股數目		Percentage of the Company's issued share capital 佔本公司已發行 股本百分比
		Long position 好倉	Short position 淡倉	
China Merchants Group Ltd. ("CMG") 招商局集團有限公司(「招商局集團」)	Through controlled corporations 由受控制之公司持有	3,646,889,329	–	74.35%
China Merchants Shekou Industrial Zone Holdings Co., Ltd. ("CMSK") 招商局蛇口工業區控股股份有限公司 (「招商蛇口」)	Through controlled corporations 由受控制之公司持有	3,646,889,329	–	74.35%
Eureka Investment Company Limited ("Eureka") 瑞嘉投資實業有限公司(「瑞嘉」)	Through controlled corporations 由受控制之公司持有	3,646,889,329	–	74.35%
Good Ease Holdings Limited ("Good Ease") 樂怡控股有限公司(「樂怡」)	Through controlled corporations 由受控制之公司持有	729,377,866	–	14.87%
Success Well Investments Limited ("Success Well") 成惠投資有限公司(「成惠」)	Beneficial interest 實益權益	3,646,889,329	–	74.35%

允許董事收購股份及債券之安排

除「董事及高級行政人員於本公司或其相聯法團之股份、相關股份及債券之權益及淡倉」披露之資料外，年內任何時間概無向任何董事或其各自之配偶或未成年子女授出透過購買本公司股份或債券獲得利益之權利，彼等亦概無行使任何有關權利；本公司、其控股公司或其任何附屬公司或同系附屬公司亦概無訂立致使董事或其各自之配偶或未成年子女於任何其他公司法團獲得有關權利之任何安排。

主要股東及其他人士於本公司股份及相關股份之權益或淡倉

於二零一七年十二月三十一日，下列於本公司已發行股本中5%或以上權益已記錄於根據證券及期貨條例第336條本公司須存置之權益登記冊內：

REPORT OF THE DIRECTORS

董事會報告

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY (continued)

As at 31 December 2017, approximately 74.35% of the issued share capital of the Company was directly held by Success Well. Success Well was owned as to 20% by Good Ease and 100% by Eureka. Good Ease was wholly-owned by Eureka, which was in turn wholly-owned by CMSK. CMSK was owned by CMG Limited as to 71.29%. Accordingly, each of Good Ease, Eureka, CMSK and China Merchants Group Limited was deemed to be interested in the shares of the Company registered in the name of Success Well.

Save as disclosed above, as at 31 December 2017, no person other than the Directors and chief executives of the Company whose interests are set out in the section "INTERESTS AND SHORT POSITIONS OF THE DIRECTORS AND CHIEF EXECUTIVES IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS" above, had registered an interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

DIRECTORS' INTERESTS IN TRANSACTIONS ARRANGEMENTS OR CONTRACTS AND DIRECTORS' CONTRACTUAL BENEFITS

During the Year, no transactions, arrangements or contracts of significance in relation to the Group's business to which the Company, its holding company or any of its subsidiary corporations 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.

Since the end of the previous financial year, no Director has received or become entitled to receive a benefit by reason of a contract made by the Company or a related company with the Director or with a firm of which he is a shareholder or with a company in which he has a substantial financial interest.

主要股東及其他人士於本公司股份及相關股份之權益或淡倉(續)

於二零一七年十二月三十一日，本公司已發行股本約74.35%由成惠直接持有。成惠由樂怡及瑞嘉分別擁有20%及100%權益。樂怡由瑞嘉全資擁有，而瑞嘉全資擁有招商蛇口。招商蛇口由招商局集團擁有71.29%權益。因此，樂怡、瑞嘉、招商蛇口及招商局集團有限公司各自被視為於本公司以成惠名義登記之股份中擁有權益。

除上文披露者外，於二零一七年十二月三十一日，概無董事及本公司主要行政人員(其權益載於上文「董事及主要行政人員於本公司及其相聯法團之股份、相關股份及債券之權益及淡倉」一節)以外之人士於本公司之股份或相關股份中，已登記根據證券及期貨條例第336條須予記錄之權益或淡倉。

董事於交易安排或合約之權益及董事之合約利益

年內，概無存續由本公司、其控股公司或其任何附屬公司訂立任何有關本集團業務而董事直接或間接於其中擁有重大權益之重大交易、安排或合約。

自上個財政年度結算日起，概無董事因本公司或董事相關公司或董事為其股東之公司或董事於其中擁有重大財務權益之公司所訂立合約而收取或有權收取福利。

REPORT OF THE DIRECTORS

董事會報告

CONTRACTS OF SIGNIFICANCE WITH CONTROLLING SHAREHOLDERS

Save as disclosed in the paragraphs headed “Continuing Connected Transactions” in this report, there were no contract of significance between any member of the Group and a controlling shareholder of the Company or any of its subsidiaries corporations or contract of significance for the provision of services to any member of the Group by a controlling shareholder or any of its subsidiaries subsisted as at the end of the Year or during the Year.

DIRECTORS’ INTERESTS IN COMPETING BUSINESS

During the Year, all Directors declared that they do not have interests in the businesses, which compete or are likely to compete, directly or indirectly, with the businesses of the Group pursuant to the Listing Rules.

SHARE OPTION SCHEME

The 2011 Share Option Scheme was adopted at the annual general meeting of the Company held on 27 September 2011 for the purpose of providing incentives and rewards to eligible participants who have contributed to the success of the Group’s operations. No grants under the 2011 Share Option Scheme were made during the year ended 31 December 2017. Since the adoption of the 2011 Share Option Scheme on 27 September 2011 (“Adoption Date”) and up to and including 31 December 2017, no share option has ever been granted under it.

A brief summary of the terms of the 2011 Share Option Scheme is set out below:

1. Purpose of the scheme

The purpose of the scheme is to enable the Group to grant share options to eligible participants as incentives or rewards for their contribution to the Group.

與控股股東之重大合約

除本報告「持續關連交易」一段所披露者外，於年末及年內，概無存續由本集團任何成員公司與本公司或其任何附屬公司控股股東訂立之重大合約或由控股股東或其任何附屬公司向本集團任何成員公司提供服務之重大合約。

董事於競爭業務之權益

年內，全體董事聲明，彼等概無於根據上市規則與本集團業務可能直接或間接構成競爭之業務中擁有權益。

購股權計劃

本公司於二零一一年九月二十七日舉行之股東週年大會上採納二零一一年購股權計劃，旨在向曾對本集團業務成就作出貢獻之合資格參與人士提供獎勵及獎賞。於截至二零一七年十二月三十一日止年度，並無根據二零一一年購股權計劃授出購股權。自於二零一一年九月二十七日（「採納日期」）採納二零一一年購股權計劃起直至二零一七年十二月三十一日（包括該日）止，並無據此授出購股權。

二零一一年購股權計劃之條款概述如下：

1. 計劃之目的

本計劃旨在使本集團可向合資格參與者授出購股權，作為彼等對本集團作出貢獻之獎勵或回報。

REPORT OF THE DIRECTORS

董事會報告

SHARE OPTION SCHEME (continued)

2. Participants of the scheme

The Directors may within a period of ten (10) years commencing from the 2011 Share Option Scheme make offer for the grant of options to subscribe for Shares to eligible participants, namely, (a) any full time employee, executive or executive director of the Company, its subsidiaries or any entity in which any member of the Group holds any equity interest; (b) any non-executive directors (including independent non-executive directors) of the Company, any subsidiary or any entity in which any member of the Group holds any equity interest ("Invested Entity"); (c) any supplier of goods or services to any member of the Group or any Invested Entity; (d) any customer of any member of the Group or any Invested Entity; (e) any person or entity that provides research, development or other technological support to any member of the Group or any Invested Entity; (f) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity; (g) any adviser (professional or otherwise) or consultant to any area of business or business development of any member of the Group or any Invested Entity; and (h) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group, and, for the purposes of the scheme, the offer may be made to any company wholly owned by one or more eligible participants mentioned above.

3. Total number of securities available for issue under the scheme and percentage

According to the scheme mandate limit approved by the shareholders on the Adoption Date, the Directors are authorised to grant share options to subscribe up to 106,846,886 Shares, representing 10% of the total number of issued shares as at the Adoption Date. As no offer for grant of share options has ever been made under the scheme, the total number of Shares underlying the share options available for grant is 106,846,886 Shares, representing approximately 2% of the total number of issued shares as at the date of this annual report. As there are no options granted under the scheme and hence there are no outstanding options under the scheme, the total number of Shares available for issued under the scheme is zero.

購股權計劃(續)

2. 計劃之參與者

董事可自二零一一年購股權計劃日期起十(10)年期間內就授出購股權以認購股份向合資格參與者提出要約，即(a)本公司、其附屬公司或本集團任何成員公司於其中擁有任何權益之任何實體之任何全職僱員、行政人員或執行董事；(b)本公司、任何附屬公司或本集團任何成員公司於其中擁有任何權益之任何實體(「投資實體」)之任何非執行董事(包括獨立非執行董事)；(c)向本集團任何成員公司或任何投資實體提供產品或服務之任何供應商；(d)本集團任何成員公司或任何投資實體之任何客戶；(e)向本集團任何成員公司或任何投資實體提供研究、開發或其他技術支援之任何人士或實體；(f)本集團任何成員公司或任何投資實體之任何股東，或本集團任何成員公司或任何投資實體發行之任何證券之任何持有人；(g)本集團任何成員公司或任何投資實體之任何業務或業務發展範疇之任何顧問(專業或其他方面)或專家顧問；及(h)透過合營企業、業務聯盟或其他業務安排而對或可能對本集團發展及成長作出貢獻之任何其他個別或類別參與者，就本計劃而言，要約可授予上文所述一名或多名合資格參與者全資擁有之任何公司。

3. 計劃項下可發行之證券總數及百分比

根據股東於採納日期批准之計劃授權上限，董事獲授權授出購股權以認購最多106,846,886股股份，相當於採納日期已發行股份總數10%。由於概無根據計劃就授予購股權提出要約，可授出購股權之股份總數為106,846,886股股份，相當於本年報日期已發行股份總數約2%。由於計劃項下概無授出購股權，故計劃項下並無尚未行使之購股權，因此計劃項下可發行之股份總數為零。

REPORT OF THE DIRECTORS

董事會報告

SHARE OPTION SCHEME (continued)

4. Maximum entitlement of each participant

The total number of Shares issued and which may fall to be issued upon exercise of the Options and the options granted under any other share option scheme of the Group (including both exercised or outstanding options) to each Grantee in any 12-month period shall not exceed 1% of the issued share capital of the Company for the time being.

5. Period within which Shares must be taken up under an option

The period within which the shares must be taken up under an option shall not be later than 10 years from the date the option is granted.

6. Minimum period before an option can be exercised

There is no minimum period for which an option must be held before it can be exercised.

7. Amount payable on acceptance and period within which payment must be made

HK\$1.00 is payable on acceptance of the option within 21 days from its date of grant.

8. Basis for determining exercise price

The exercise price in respect of any option shall, subject to any adjustments made pursuant to the terms of scheme, be at the discretion of the Directors, provided that it shall be at least the highest of:

- (a) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet for trade in one or more board lots of the Shares on the date of grant;
- (b) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant; and
- (c) the nominal value of a Share.

9. Life of the scheme

The scheme has a life of 10 years commencing from the Adoption Date and will expire on the 10th anniversary of the Adoption Date, namely, 27 September 2021.

購股權計劃(續)

4. 各參與者之最大配額

於任何12個月期間向各承授人已發行及因行使購股權及行使根據本集團任何其他購股權計劃授出之購股權(包括已行使或尚未行使購股權)而可能發行之股份總數不得超過本公司當時已發行股本1%。

5. 購股權項下須接納股份之期限

購股權項下須接納股份之期限不得超過購股權授出日期起計10年。

6. 購股權可予行使前之最低期限

並無購股權可予行使前須持有購股權之最低期限。

7. 接納購股權應付款項及須支付款項之期限

自購股權授出日期起21日內須就接納購股權支付港幣1.00元。

8. 釐定行使價值基準

任何購股權之行使價須按董事酌情權決定並根據計劃條款作出任何調整，但其最少須為以下最高者：

- (a) 於授出日期，聯交所之每日報價表就買賣一手或以上股份所報之股份收市價；
- (b) 緊接授出日期前五個營業日，聯交所每日報價表所報之股份平均收市價；及
- (c) 股份面值。

9. 計劃期限

計劃自採納日期起計為期10年，並將於採納日期第10個週年日期(即二零二一年九月二十七日)屆滿。

REPORT OF THE DIRECTORS

董事會報告

CONNECTED TRANSACTIONS

(1) On 6 March 2017, a cooperation framework agreement (the "Cooperation Framework Agreement") was entered into between Nanjing Merchants Zhaosheng Property Development Limited* (南京招商招盛房地產有限公司) ("Nanjing Merchants"), Chongqing Hanzhi Industrial Development Company Limited* (重慶瀚置實業發展有限公司) ("Chongqing Hanzhi") and Jurong Jinhui Real Estate Construction Company Limited* (句容市金匯房地產建設有限公司) ("Jurong Jinhui") pursuant to which, among other things, (i) Nanjing Shengxiang Yuan Property Development Limited* (南京盛香園房地產開發有限公司) ("Nanjing Shengxiang") has been established in the PRC on 3 March 2017 specifically to engage in the development of a piece of land known as Nanjing 2016G98 Land situated from South Zhongshan Road in the east to Fengtai Road in the west, from Yingtian Avenue in the south to Qinhuai River in the north (東至中山南路，南至應天大街，西至鳳台路，北至秦淮河) with a total site area of 199,329.26 sq.m.; (ii) each of Nanjing Merchants, Chongqing Hanzhi and Jurong Jinhui has respectively contributed an amount of RMB10,200,000, RMB6,600,000, and RMB3,200,000 to the registered capital of Nanjing Shengxiang and shall respectively contribute an amount of RMB3,505,400,000, RMB3,402,300,000 and RMB3,402,300,000 for the acquisition and development of the Nanjing 2016G98 Land before 15 August 2017. Century Lord Limited is a substantial shareholder of Pride Oasis Limited, an indirect non wholly-owned subsidiary of the Company established in the British Virgin Islands. Century Lord Limited is a company indirectly controlled by Hongkong Land Holdings Limited (a company incorporated in Bermuda with limited liability, being a connected person of the Company at the subsidiary level) which indirectly controls Chongqing Hanzhi. Accordingly, Chongqing Hanzhi is a connected person of the Company at subsidiary level. Therefore, the formation of Nanjing Shengxiang as contemplated under the Cooperation Framework Agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. For details of the Cooperation Framework Agreement, please refer to the circular of the Company dated 14 July 2017.

關連交易

(1) 南京招商招盛房地產有限公司(「南京招商」)與重慶瀚置實業發展有限公司(「重慶瀚置」)及句容市金匯房地產建設有限公司(「句容金匯」)於二零一七年三月六日訂立合作框架協議(「合作框架協議」)，據此(其中包括)(i)南京盛香園房地產開發有限公司(「南京盛香園」)於二零一七年三月三日在中國成立，以專門從事開發一幅位於東至中山南路，南至應天大街，西至鳳台路，北至秦淮河之南京2016G98土地，總佔地面積199,329.26平方米；(ii)南京招商、重慶瀚置及句容金匯已各自向南京盛香園註冊資本分別注資人民幣10,200,000元、人民幣6,600,000元及人民幣3,200,000元，並將於二零一七年八月十五日之前分別注資人民幣3,505,400,000元、人民幣3,402,300,000元及人民幣3,402,300,000元，以供收購及開發南京2016G98土地。世霸有限公司為本公司間接非全資附屬公司茵榮有限公司(於英屬處女群島成立)之主要股東。世霸有限公司由香港置地控股有限公司(於百慕達註冊成立之有限公司，為本公司於附屬公司層面之關連人士)間接控制，而香港置地控股有限公司間接控制重慶瀚置，故重慶瀚置為本公司於附屬公司層面之關連人士，因此，根據合作框架協議成立南京盛香園構成上市規則第14A章項下本公司之關連交易。有關合作框架協議之詳情，請參閱本公司日期為二零一七年七月十四日之通函。

REPORT OF THE DIRECTORS

董事會報告

CONNECTED TRANSACTIONS (continued)

(2) On 21 June 2017, a cooperation agreement (the "Cooperation Agreement") was entered into between Guangzhou Merchants Property Development Limited* (廣州招商房地產有限公司) ("Merchants Guangzhou"), Guangdong Poly Property Development Company Limited* (廣東保利房地產開發有限公司) ("Guangdong Poly"), and Shanghai Guanyi Corporate Management Company Limited* (上海冠懿企業管理有限公司) pursuant to which, among other things, Guangzhou Xinhe Property Development Company Limited* (廣州新合房地產開發有限公司) has been established in the PRC on 11 May 2017 specially to engage in the development of a piece of land known as Zengcheng Land situated from in the east of Finance Avenue down to the west of existing plants, in the south of Changfeng International Commercial Project down to the north of Chuangxin Avenue (東至金融大道，南至長風國際商業項目，西至現狀廠房，北至創新大道) with a total site area of 86,417.35 sq.m. for a consideration of RMB4,350,000,000. Poly Jiangsu Real Estate Development Co., Limited* (保利江蘇房地產發展有限公司) ("Poly Jiangsu"), a substantial shareholder of the Company's subsidiary, Nanjing Shanjiyi Property Development Company Limited* (南京善杰義房地產開發有限公司), is a company directly controlled by Poly Real Estate Group Co., Ltd* (保利房地產(集團)股份有限公司) which directly controls Guangdong Poly. Accordingly, Guangdong Poly is a connected person of the Company at subsidiary level. Accordingly, the entering into of the Cooperation Agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. For details of the Cooperation Agreement, please refer to the circular of the Company dated 24 August 2017.

關連交易(續)

(2) 廣州招商房地產有限公司(「廣州招商」)與廣東保利房地產開發有限公司(「廣東保利」)及上海冠懿企業管理有限公司於二零一七年六月二十一日訂立合作協議(「合作協議」)，據此(其中包括)，廣州新合房地產有限責任公司於二零一七年五月十一日在中國成立，以專門從事開發一幅位於東至金融大道，南至長風國際商業項目，西至現狀廠房，北至創新大道且名為增城地塊之土地，總佔地面積為86,417.35平方米，代價為人民幣4,350,000,000元。保利江蘇房地產發展有限公司(「保利江蘇」)為本公司附屬公司南京善杰義房地產開發有限公司之主要股東，並為保利房地產(集團)股份有限公司直接控制之公司，而保利房地產(集團)股份有限公司直接控制廣東保利，因此，廣東保利為本公司於附屬公司層面之關連人士。因此，根據上市規則第14A章，訂立合作協議構成本公司之關連交易。有關合作協議之詳情，請參閱本公司日期為二零一七年八月二十四日之通函。

REPORT OF THE DIRECTORS

董事會報告

CONNECTED TRANSACTIONS (continued)

- (3) On 1 November 2017, CMSK, Happy City Investments Limited (樂富投資有限公司) (a company established in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company) (“Happy City”) and China Merchants Land (Shenzhen) Limited* (招商局置地(深圳)有限公司) (“China Merchants Land (Shenzhen)”) (a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company) entered into a capital increase agreement (the “Original Capital Increase Agreement”), pursuant to which, among other things, CMSK and China Merchants Land (Shenzhen) shall make additional capital contribution of RMB4,900,000,000 and RMB5,100,000,000, respectively (the “Additional Capital Contribution”) to Merchants Nanjing Real Estate Co., Ltd (招商局地產(南京)有限公司) (“Nanjing Merchants”) (a company established in the PRC with limited liability which is owned as to 49% and 51% by CMSK and Happy City respectively before the completion of the Additional Capital Contribution, and a non wholly-owned subsidiary of the Company). For details of the Original Capital Increase Agreement, please refer to the circular of the Company dated 4 December 2017.

Given that there is upward adjustment to the valuation of net assets of Nanjing Merchants, on 21 November 2017, CMSK, Happy City and China Merchants Land (Shenzhen) entered into a supplemental capital increase agreement (the “Supplemental Capital Increase Agreement”, together with the Original Capital Increase Agreement, the “Capital Increase Agreements”) to amend the terms regarding the Additional Capital Contribution. For details of the Supplemental Capital Increase Agreement, please refer to the announcement of the Company dated 21 November 2017 and the circular of the Company dated 4 December 2017.

Immediately after the completion of the Additional Capital Contribution, the enlarged registered capital of Nanjing Merchants shall be owned as to 49.00%, 9.66%, and 41.34% by CMSK, Happy City and China Merchants Land (Shenzhen), respectively. The aggregate indirect interest of the Company in Nanjing Merchants (held through Happy City and China Merchants Land (Shenzhen)) shall remain unchanged at 51%.

關連交易(續)

- (3) 於二零一七年十一月一日，招商蛇口、樂富投資有限公司(「樂富」，於香港成立之有限公司，為本公司之間接全資附屬公司)與招商局置地(深圳)有限公司(「招商局置地(深圳)」，於中國成立之有限責任公司，為本公司之間接全資附屬公司)訂立增資協議(「原增資協議」)，據此(其中包括)，招商蛇口及招商局置地(深圳)須分別向招商局地產(南京)有限公司(「南京招商」，於中國成立之有限責任公司，於額外注資完成前分別由招商蛇口及樂富擁有49%及51%權益，為本公司非全資附屬公司)額外注資人民幣4,900,000,000元及人民幣5,100,000,000元(「額外注資」)。有關原增資協議的詳情，請參閱本公司日期為二零一七年十二月四日之通函。

鑒於對南京招商之資產估值作出上調調整，於二零一七年十一月二十一日，招商蛇口、樂富及招商局置地(深圳)訂立補充增資協議(「補充增資協議」，連同原增資協議統稱「增資協議」)，以修改額外注資之若干條款。有關補充增資協議的詳情，請參閱本公司日期為二零一七年十一月二十一日之公告及本公司日期為二零一七年十二月四日之通函。

緊隨額外注資完成後，南京招商之經擴大註冊資本將分別由招商蛇口、樂富及招商局置地(深圳)持有49.00%、9.66%及41.34%。本公司(透過樂富及招商局置地(深圳)持有)於南京招商之間接權益將維持不變，合共為51%。

REPORT OF THE DIRECTORS

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CONNECTED TRANSACTIONS (continued)

(3) (continued)

As one or more of the applicable percentage ratios calculated by reference to Rules 14.07 and 14.15(2) of the Listing Rules in respect of the capital commitment by China Merchants Land (Shenzhen) under the Capital Increase Agreements exceed 25% but are less than 75%, the entering into of the Capital Increase Agreements and the transactions contemplated thereunder constitutes a major transaction of the Company under Chapter 14 of the Listing Rules and is subject to the reporting, announcement and shareholders' approval requirements. CMSK is a controlling shareholder of the Company which holds approximately 74.35% of the total issued share capital of the Company, and therefore is a connected person of the Company at the issuer level. As Nanjing Merchants (a non wholly-owned subsidiary of the Company) is owned as to 49% by CMSK, Nanjing Merchants is a connected subsidiary of the Company under Rule 14A.16 of the Listing Rules in respect of the Company's connected person at the issuer level and the transactions contemplated under the Capital Increase Agreements constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules subject to the reporting, announcement and independent shareholders' approval requirements.

As at 31 December 2017, CMSK, Happy City and China Merchants Land (Shenzhen) have made all the payments in respect of the Additional Capital Contribution.

- (4) On 16 November 2017, a shareholders' agreement (the "Shareholders' Agreement") was entered into between Chongqing Merchants Yicheng Property Development Company Limited* (重慶招商依城房地產開發有限公司) ("Chongqing Merchants") and Chongqing Hanzhi Beixiang Enterprise Management Consultancy Company Limited* (重慶瀚置北翔企業管理顧問有限公司) ("Chongqing Hanzhi Beixiang"), following the successful bidding of the land use rights of a piece of land situated at District A23-7/06, Liangjiang New District Lijia Group A, Chongqing City, the PRC* (中國重慶市兩江新區禮嘉組團A標準分區A23-7/06號宗地) with a total site area of approximately 94,631.2 sq.m., designated for the second category of residential land (the "Chongqing Land"). Pursuant to the Shareholders' Agreement, Chongqing Merchants and Chongqing Hanzhi Beixiang shall form a joint venture company to jointly develop the Chongqing Land. The total investment value is estimated at approximately RMB2,360,000,000. Century Lord Limited is a substantial shareholder of Pride Oasis Limited, an indirect non wholly-owned subsidiary of the Company established in the British Virgin Islands.

關連交易(續)

(3) (續)

由於參考上市規則第14.07及14.15(2)條計算招商局置地(深圳)於增資協議下資本承擔之一項或多項適用百分比率超過25%但少於75%，故根據上市規則第14章，訂立增資協議及其項下擬進行之交易構成本公司之主要交易，須遵守申報、公告及股東批准之規定。本公司控股股東招商蛇口持有本公司已發行股本總額約74.35%，故其為本公司於發行人層面之關連人士。由於南京招商(本公司非全資附屬公司)由招商蛇口擁有49%，故根據上市規則第14A.16條，南京招商就本公司於發行人層面之關連人士而言，為本公司之關連附屬公司，而增資協議項下擬進行之交易根據上市規則第14A章構成本公司之關連交易，須遵守申報、公告及獨立股東批准之規定。

於二零一七年十二月三十一日，招商蛇口、樂富及招商局置地(深圳)已悉數支付額外注資之付款。

- (4) 成功投得一幅位於中國重慶市兩江新區禮嘉組團A標準分區A23-7/06號宗地、總佔地面積約94,631.2平方米且指定作住宅土地第二類用途之地塊(「重慶地塊」)之土地使用權後，於二零一七年十一月十六日，重慶招商依城房地產開發有限公司(「重慶招商」)與重慶瀚置北翔企業管理顧問有限公司(「重慶瀚置北翔」)訂立股東協議(「股東協議」)。根據股東協議，重慶招商及重慶瀚置北翔須成立合營企業以共同開發重慶地塊。投資總額估計約為人民幣2,360,000,000元。世霸有限公司為本公司間接非全資附屬公司茵榮有限公司(於英屬處女群島成立)之主要股東。

REPORT OF THE DIRECTORS

董事會報告

CONNECTED TRANSACTIONS (continued)

(4) (continued)

Century Lord Limited is a company indirectly controlled by Hongkong Land Holdings Limited (a company incorporated in Bermuda with limited liability, being a connected person of the Company at the subsidiary level) which indirectly controls Chongqing Hanzhi Beixiang. Accordingly, Chongqing Hanzhi Beixiang is a connected person of the Company at subsidiary level. Therefore, the entering into of the Shareholders' Agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

For details of the Shareholders' Agreement, please refer to the announcement of the Company dated 17 November 2017.

CONTINUING CONNECTED TRANSACTIONS

- (1) On 29 December 2015, the Company entered into an operational agreement ("Operational Agreement") with the then China Merchants Property Development Co., Ltd. ("CMPD"), which has merged with CMSK on 30 December 2015, pursuant to which the Group shall provide project operational support services (i.e. including but not limited to taking charge of land acquisition, project development and sales) to certain project companies currently owned by CMSK, for a fixed term of 3 years commencing from 1 January 2016 up to 31 December 2018 (both days inclusive). The management fees for each transaction under the Operation Agreement shall be paid on a quarterly basis and will be settled in cash.

The cap of the service charges payable by CMSK to the Group for the Year under the Operational Agreement was set at RMB13,000,000.

On 29 December 2015, the Company also entered into a property management master agreement ("Property Management Master Agreement") with Merchants Property Management Co., Ltd. (招商局物業管理有限公司) ("Merchants Property Management"), a company established in the PRC and wholly-owned by the then CMPD, pursuant to which, Merchants Property Management shall provide property management services to the Group's PRC operating subsidiaries, for a fixed term of 3 years commencing from 1 January 2016 up to 31 December 2018 (both days inclusive). The property management fees for each transaction under the Property Management Master Agreement will be paid on a monthly basis and will be settled in cash.

關連交易(續)

(4) (續)

世霸有限公司由香港置地控股有限公司(於百慕達註冊成立之有限公司, 為本公司於附屬公司層面之關連人士)間接控制, 而香港置地控股有限公司間接控制重慶瀚置北翔, 故重慶瀚置北翔為本公司於附屬公司層面之關連人士。因此, 訂立股東協議構成上市規則項下第14A章本公司之關連交易。

有關股東協議之詳情, 請參閱本公司日期為二零一七年十一月十七日之公告。

持續關連交易

- (1) 於二零一五年十二月二十九日, 本公司與當時招商局地產控股股份有限公司(「招商地產」, 已於二零一五年十二月三十日與招商局蛇口合併)訂立運營協議, 據此, 本集團將自二零一六年一月一日起直至二零一八年十二月三十一日止(包括首尾兩日)為期三年之固定期限內, 向招商地產提供項目運營支持服務(即包括但不限於負責土地收購、項目開發及銷售)。運營協議項下各項交易之管理費須按季度支付, 並以現金償付。

根據運營協議, 年內招商蛇口應付本集團之服務費用上限為人民幣13,000,000元。

於二零一五年十二月二十九日, 本公司亦與招商局物業管理有限公司(「招商局物業管理」, 於中國成立之公司, 由當時招商地產全資擁有)訂立物業管理總協議(「物業管理總協議」), 據此, 招商局物業管理將自二零一六年一月一日起直至二零一八年十二月三十一日止(包括首尾兩日)為期三年之固定期限內, 向本集團之中國運營附屬公司提供物業管理服務。物業管理總協議項下各項交易之管理費須按月支付, 並以現金償付。

REPORT OF THE DIRECTORS

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CONTINUING CONNECTED TRANSACTIONS

(continued)

(1) (continued)

The cap of the service charges payable by the Group to Merchants Property Management for the Year under the Property Management Master Agreement was set at RMB110,000,000.

Details of the terms of the Operational Agreement and Property Management Master Agreement are set out in the Company's announcement dated 29 December 2015 for information.

On 24 May 2017, the Company and Merchants Property Management entered into a supplemental agreement in relation to increase of the annual caps of the property management fees payable by the Group under the Property Management Master Agreement for each of the financial years ending 31 December 2017 and 2018 from RMB110,000,000 to RMB153,000,000.

CMPD is the former controlling shareholder of the Company, which has merged with CMSK on 30 December 2015, after which CMSK become the Company's intermediate controlling shareholder and indirectly holds approximately 74.35% of the issued share capital of the Company. Currently, Merchants Property Management is a wholly-owned subsidiary of CMSK. Since each of CMSK and Merchants Property Management is a connected person of the Company under the Listing Rules, the transactions contemplated under the Operational Agreement and the Property Management Master Agreement constitute continuing connected transactions under Chapter 14A of the Listing Rules. Since none of the relevant applicable percentage ratios (defined under the Listing Rules) of the proposed annual caps of the transactions contemplated under the Operational Agreement and the Property Management Master Agreement has exceeded 5%, the continuing connected transactions under the Operational Agreement and the Property Management Master Agreement are subject to the reporting and announcement requirements and exempt from independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

持續關連交易(續)

(1) (續)

根據物業管理總協議，年內本集團應付招商物業管理之服務費用上限為人民幣110,000,000元。

有關運營協議及物業管理總協議條款之詳情載於本公司日期為二零一五年十二月二十九日之公告以供參考。

於二零一七年五月二十四日，本公司與招商局物業管理訂立補充協議，內容關於增加截至二零一七年及二零一八年十二月三十一日止財政年度各年本集團按照物業管理總協議應付物業管理費用之年度上限，由人民幣110,000,000元增加至人民幣153,000,000元。

招商地產為本公司之前控股股東，已於二零一五年十二月三十日與招商蛇口合併，此後，招商蛇口成為本公司之間接控股股東，間接持有本公司已發行股本約74.35%。招商物業管理現為招商蛇口之全資附屬公司。根據上市規則，由於招商蛇口及招商物業管理各自為本公司之關連人士，故運營協議及物業管理總協議項下擬進行之交易構成上市規則第14A章項下之持續關連交易。由於概無有關運營協議及物業管理總協議項下建議年度上限之相關適用百分比率(定義見上市規則)超過5%，故運營協議及物業管理總協議項下之持續關連交易須遵守上市規則第14A章申報及公告之規定，惟獲豁免遵守獨立股東批准之規定。

REPORT OF THE DIRECTORS

董事會報告

CONTINUING CONNECTED TRANSACTIONS

(continued)

(1) (continued)

The terms of each of the Operational Agreement and the Property Management Master Agreement have been arrived at after arm's length negotiations between the relevant parties. The Directors (including the independent non-executive Directors) have confirmed that the terms of each of the Operational Agreement and the Property Management Master Agreement and the transactions contemplated thereunder are fair and reasonable, on normal commercial terms or better and in the interests of the Company and its shareholders as a whole.

(2) On 7 April 2017, Merchants Guangzhou as landlord and Guangzhou China Merchants – Colisée Senior Care Services Co., Ltd. (廣州招商高利澤養老服務有限公司) ("Merchants – Colisée Senior Care") (a company established under the laws of the PRC with limited liability, which is an indirect non-wholly owned subsidiary of CMSK), as tenant entered into a tenancy agreement (the "Tenancy Agreement") in respect of a four-storey building located at Block 12, No. 139, Dongyi Road, Donghuan Street, Panyu District, the Hills Ecool, Guangzhou City, Guangdong Province, the PRC (the "Property"), for a rental term of three years subject to automatic renewal for three times, the aggregate of which will be ten years.

The annual aggregate maximum amount payable by Merchants – Colisée Senior Care to Merchants Guangzhou under the Tenancy Agreement for each of the 11 financial years ending 31 December 2027 will be subject to the cap amounts on the basis that (i) the lease term shall commence on the Delivery Date (as defined below); and (ii) that the rental shall be calculated and charged from the first day of the month after the Delivery Date (as defined below). The annual cap amount to be payable by Merchants – Colisée Senior Care to Merchants Guangzhou for the Year under the Tenancy Agreement was set at RMB976,000.

持續關連交易(續)

(1) (續)

運營協議及物業管理總協議各自之條款乃經相關訂約方公平磋商後釐定。董事(包括獨立非執行董事)已確認，運營協議及物業管理總協議各自之條款及其項下擬進行之交易乃屬公平合理，且按一般商業條款或較佳條款訂立，並符合本公司及其股東之整體利益。

(2) 於二零一七年四月七日，招商廣州(作為業主)與廣州招商高利澤養老服務有限公司(「招商高利澤養老」，根據中國法律成立之有限責任公司，為招商蛇口之間接非全資附屬公司)(作為租戶)訂立租賃協議(「租賃協議」)，乃關於位於中國廣東省廣州市金山意庫番禺區東環街東藝路139號12棟之四層高物業(「該物業」)，租賃為期三年(可自動重續三次)，租賃期合共十年。

截至二零二七年十二月三十一日止十一個財政年度各年，招商高利澤養老根據租賃協議應付招商廣州之年度最高總金額將設定上限如下(i)租期自交付日期(定義見下文)起始；及(ii)租金自交付日期(定義見下文)後第一個月的第一日起計算。根據租賃協議，招商高利澤養老於年內應付招商廣州之年度上限金額定為人民幣976,000元。

REPORT OF THE DIRECTORS

董事會報告

CONTINUING CONNECTED TRANSACTIONS

(continued)

(2) (continued)

The delivery date (the “Delivery Date”) is the date on which Merchants Guangzhou and Merchants – Colisée Senior Care will sign and confirm the passing of possession of the Property. It was initially expected to take place no later than 31 October 2017 or such other date as mutually agreed by the parties. Since extra time is required for finalisation of the construction work on the Property, both parties have mutually agreed to extend the Delivery Date to around the second quarter of the 2018, the expected date by which the construction work to be finalised. As the possession of the Property has not yet been passed on to Merchants – Colisée Senior Care, no rental payment has been paid to Merchants Guangzhou by Merchants – Colisée Senior Care in respect of the Year.

Details of the terms of the Tenancy Agreement are set out in the Company’s announcement dated 7 April 2017 for information.

Merchants – Colisée Senior Care is an indirect non-wholly owned subsidiary of CMSK which is the intermediate holding company of the Company. Accordingly, the Tenancy Agreement entered into by Merchants Guangzhou and Merchants – Colisée Senior Care, and the transaction contemplated thereby constitutes a continuing connected transaction for the Company under Chapter 14A of the Listing Rules. However, as the maximum annual rental receivable under the Tenancy Agreement is not expected to exceed 5% of the applicable percentage ratios calculated under the Listing Rules, the transaction contemplated under the Tenancy Agreement is only subject to the reporting, annual review and announcement requirements but exempt from the circular (including independent financial advice) and shareholders’ approval requirements pursuant to Rule 14A.76(2) of the Listing Rules.

Given that the terms of the Tenancy Agreement were negotiated on an arm’s length basis with reference to the market standard, the Directors (including the independent non-executive Directors) consider that the terms of the Tenancy Agreement are fair and reasonable, on normal commercial terms and in the ordinary and usual course of business of the Group, and in the interests of the Group and the shareholders of the Company as a whole.

持續關連交易(續)

(2) (續)

交付日期(「交付日期」)為招商廣州及招商高利澤養老簽署並確認移交該物業擁有權之日，初步預期為不遲於二零一七年十月三十一日或訂約方互相同意的其他日期。由於需要額外時間完成該物業的建造工程，訂約方已互相同意將交付日期延遲至二零一八年第二季度前後，乃建造工程竣工之預計日期。由於該物業擁有權尚未移交予招商高利澤養老，故招商高利澤養老於年內並無向招商廣州支付任何租賃付款。

租賃協議詳情載列於本公司日期為二零一七年四月七日之公告以供參考。

招商高利澤養老為招商蛇口之間接非全資附屬公司，而招商蛇口為本公司之間接控股公司。因此，招商廣州與招商高利澤養老訂立之租賃協議及據此擬進行之交易構成上市規則第14A章項下本公司之持續關連交易。然而，由於租賃協議項下每年最高應收租金預期不超過根據上市規則計算之適用百分比率5%，故租賃協議項下擬進行之交易僅須遵守上市規則第14A.76(2)條申報、年度審閱及公告之規定，惟獲豁免遵守通函(包括獨立財務意見)及股東批准之規定。

鑒於租賃協議之條款經參考市場標準後公平磋商而釐定，故董事(包括獨立非執行董事)認為租賃協議之條款屬公平合理，按一般商業條款於本集團之日常一般業務過程中訂立，並符合本集團及本公司股東之整體利益。

REPORT OF THE DIRECTORS

董事會報告

CONTINUING CONNECTED TRANSACTIONS (continued)

The independent non-executive Directors have reviewed the above continuing connected transactions and confirmed that the transactions had been entered into:

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

The Company's auditor Messrs. Shinewing (HK) CPA Limited, pursuant to Chapter 14A of the Listing Rules, confirmed in their letter made in accordance with Hong Kong Standard on Assurance Engagements 3000 (revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions Under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants that the subject continuing connected transactions had received the approval of the Board, were in accordance with the pricing policies of the Company, had been entered into in accordance with the Operational Agreement and the Property Management Master Agreement and had not exceeded the caps disclosed in the announcements dated 29 December 2015, 24 May 2017 and 7 April 2017.

Save as the aforesaid, there were no other discloseable non-exempted connected transaction or non-exempted continuing connected transaction under the Listing Rules during the Year and up to the date of this report.

Save as aforesaid, none of the "Related Party Disclosures" as disclosed in Note 40 to the consolidated financial statements for the Year constituted discloseable non-exempted connected transaction or non-exempted continuing connected transaction under the Listing Rules.

To the extent of the above "Related Party Disclosures" constituted connected transactions or continuing connected transactions as defined in the Listing Rules, the company had complied with the relevant requirements under Chapter 14A of the Listing Rules during the Year.

持續關連交易(續)

獨立非執行董事已審閱上述持續關連交易，並確認該等交易乃：

- (i) 於本集團之日常一般業務過程中訂立；
- (ii) 按一般商業條款或較佳條款訂立；及
- (iii) 根據規管該等交易之相關協議訂立，其條款屬公平合理，並符合本公司及其股東之整體利益。

根據上市規則第14A章，本公司之核數師信永中和(香港)會計師事務所有限公司已按照香港會計師公會所頒佈香港核證委聘準則第3000號(經修訂)「歷史財務信息審核或審閱以外之鑒證工作」以及參考實務說明第740號「有關《上市規則》下持續關連交易的年度匯報，於其發出之函件中確認，上述持續關連交易已經董事會批准，並根據運營協議及物業管理總協議訂立，且概無超過日期為二零一五年十二月二十九日、二零一七年五月二十四日及二零一七年四月七日之公告所披露上限。

除上述者外，於年內及截至本報告日期，概無其他根據上市規則須予披露之非豁免關連交易或非豁免持續關連交易。

除上述者外，概無本年度綜合財務報表附註40所披露「關連人士披露」構成上市規則項下之須予披露非豁免關連交易或非豁免持續關連交易。

倘上文「關連方披露」構成上市規則所界定之關連交易或持續關連交易，則公司已於年內遵守上市規則第14A章之相關規定。

REPORT OF THE DIRECTORS

董事會報告

MATERIAL ACQUISITIONS

- (1) a cooperation agreement dated 8 December 2017 was entered into between Merchants Nanjing Real Estate Co., Ltd.* (招商局地產(南京)有限公司) (an indirect non wholly-owned subsidiary of the Company) (“Merchants Nanjing”) and Nanjing Vanke Zhiye Co., Ltd.* (南京萬科置業有限公司) (“Nanjing Vanke”), pursuant to which Nanjing Vanke has agreed to transfer 14.28% of the registered capital of Nanjing Huihe Zhiye Co., Ltd.* (南京薈合置業有限公司) (“Nanjing Huihe”) to Merchants Nanjing and Merchants Nanjing has agreed to bear the previous contribution made by Nanjing Vanke for acquiring and developing, a piece of land situated at Lot No. 8-9-17-18-23-24-28, West Area of South Square, South Station, Jiangning District, Nanjing City, Jiangsu Province, the PRC (中國江蘇省南京市江寧區南站南廣場站西片區8-9-17-18-23-24-28號地塊) with a total site area of 130,656.0 sq.m., in proportion to its proposed shareholding in Nanjing Huihe together with the related fund possession fee in the total amount of approximately RMB806,324,017. For details, please refer to the announcement of the Company dated 8 December 2017;
- (2) the Original Capital Increase Agreement and the Supplemental Capital Increase Agreement as disclosed on page 67 to page 68 of this report;
- (3) the Shareholders’ Agreement as disclosed on page 68 of this Report;
- (4) a supplemental agreement to the Land Use Rights Grant Contract (as defined in item (7) below) dated 11 July 2017 was entered into between Foshan Merchants Property Development Co., Ltd.* (佛山招商房地產有限公司) (“Foshan Merchants Property”), Foshan Bureau of Land Resource and City Planning* (廣東省佛山市國土資源和城鄉規劃局) (“Foshan Bureau”) and Foshan Merchants Brilliant Property Development Co., Ltd.* (佛山招商光華房地產有限公司) (“Foshan Merchants Brilliant Property”), pursuant to which, among other things, Foshan Merchants Brilliant Property shall take up all the rights, benefits and obligations of the land use rights of the Foshan Land (as defined in item (7) below) in place of Foshan Merchants Property. For details of the supplemental agreement to the Land Use Rights Grant Contract, please refer to the circular of the Company dated 24 August 2017;

重大收購事項

- (1) 招商局地產(南京)有限公司(「招商局南京」) (本公司之間接非全資附屬公司)與南京萬科置業有限公司(「南京萬科」)訂立日期為二零一七年十二月八日之合作協議，據此，南京萬科已同意向招商局南京轉讓南京薈合置業有限公司(「南京薈合」)註冊資本之14.28%，而招商局南京已同意按其於南京薈合之擬定持股比例，承擔南京萬科就收購及開發南京地塊所作出之先前出資額連同相關資金佔用費，總額約為人民幣806,324,017元。南京地塊為一幅位於中國江蘇省南京市江寧區南站南廣場站西片區8-9-17-18-23-24-28號地塊，總佔地面積為130,656.0平方米之土地。有關詳情請參閱本公司日期為二零一七年十二月八日之公告；
- (2) 本報告第67至第68項所披露之原增資協議及補充增資協議；
- (3) 本報告第68頁所披露之股東協議；
- (4) 佛山招商房地產有限公司(「佛山招商房地產」)、廣東省佛山市國土資源和城鄉規劃局(「佛山局」)及佛山招商光華房地產有限公司(「佛山招商光華房地產」)訂立日期為二零一七年七月十一日之土地使用權出讓合同補充協議(定義見下文第(7)項)，據此(其中包括)，佛山招商光華房地產將取代佛山招商房地產接管佛山地塊(定義見下文第(7)項)之土地使用權之所有權利、利益及義務。有關土地使用權出讓合同補充協議之詳情，請參閱本公司日期為二零一七年八月二十四日之通函；

REPORT OF THE DIRECTORS

董事會報告

MATERIAL ACQUISITIONS (continued)

- (5) a land use rights grant contract (國有建設用地使用權出讓合同) was entered into between Chongqing Merchants Yi Cheng Property Development Co., Ltd.* (重慶招商依城房地產開發有限公司) (“Chongqing Merchants Yi Cheng”) and Chongqing Land Resources and Housing Management Bureau* (重慶市國土資源和房屋管理局) on 23 June 2017, pursuant to which Chongqing Merchants Yi Cheng shall acquire a piece of land situated at Zone D of Nanping Group, Nan’an District, Chongqing City, the PRC (Land No. D10-3- 2/02) (Announcement No. 17049) (中國重慶市南岸區南坪組團D分區D10-3-2/02號宗地(公告序號：17049)), with a total site area of 11,312 sq.m. and the total capacity of building area is less than or equal to 89,365 sq.m., for a consideration of RMB580,880,000. For details, please refer to the announcement of the Company dated 23 June 2017;
- (6) the Cooperation Agreement as disclosed on page 66 of this Report;
- (7) a land use rights grant contract (國有建設用地使用權出讓合同) (the “Land Use Rights Grant Contract”) dated 16 June 2017 was entered into between Foshan Merchants Property and Foshan Bureau pursuant to which, among other things, Foshan Merchants Property shall acquire a piece of land situated at Nan Jin Village Committee Lot, Sha Long Road, Jiujiang Town, Nanhai District, Foshan City, Guangdong Province, the PRC (中國廣東省佛山市南海區九江鎮沙龍路南金村委會地段) with a total site area of approximately 81,356.9 sq.m. (the “Foshan Land”) for a consideration of RMB2,015,060,000. For details of the Land Use Rights Grant Contract, please refer to the announcement of the Company dated 16 June 2017 and the circular of the Company dated 24 August 2017;

重大收購事項(續)

- (5) 重慶招商依城房地產開發有限公司(「重慶招商依城」)與重慶市國土資源和房屋管理局於二零一七年六月二十三日訂立國有建設用地使用權出讓合同，據此，重慶招商依城將以人民幣580,880,000元之代價收購一幅位於中國重慶市南岸區南坪組團D分區D10-3-2/02號宗地(公告序號：17049)、總佔地面積為11,312平方米，總計容建築面積為少於或相等於89,365平方米之地塊。詳情請參閱本公司日期為二零一七年六月二十三日之公告；
- (6) 本報告第66頁所披露之合作協議；
- (7) 佛山招商房地產與佛山局訂立日期為二零一七年六月十六日之國有建設用地使用權出讓合同(「土地使用權出讓合同」)，據此(其中包括)，佛山招商房地產將收購一幅位於中國廣東省佛山市南海區九江鎮沙龍路南金村委會地段、總佔地面積約81,356.9平方米之土地(「佛山地塊」)，代價為人民幣2,015,060,000元。有關土地使用權出讓合同之詳情，請參閱本公司日期為二零一七年六月十六日之公告及日期為二零一七年八月二十四日之通函；

REPORT OF THE DIRECTORS

董事會報告

MATERIAL ACQUISITIONS (continued)

- (8) a cooperation agreement dated 31 May 2017 was entered into between Guangzhou Dingjia Property Development Co., Ltd.* (廣州鼎佳房地產有限公司) (“Guangzhou Dingjia Property”) and Foshan Merchants Property pursuant to which, among other things, (i) Guangzhou Dingjia Property and Foshan Merchants Property shall jointly develop a piece of land situated at the east side of Jianshe Yilu, Xinan Street, Sanshui District, Foshan City, Guangdong Province, the PRC* (中國廣東省佛山市三水區西南街道建設一路東側) with a total site area of approximately 47,252.97 sq.m. through Foshan Dingtu Property Development Co., Ltd.* (佛山鼎圖房地產有限公司) (the “Project Company”) which has been established in the PRC on 25 April 2017 by Guangzhou Dingjia Property; (ii) Foshan Merchants Property shall contribute RMB10,000,000 to the registered capital of the Project Company and reimburse 50% of the shareholders’ loan of RMB518,950,000 to Guangzhou Dingjia Property; and (iii) each of Guangzhou Dingjia Property and Foshan Merchants Property shall bear the land consideration of RMB1,037,900,000 in proportion to their proposed shareholdings in the Project Company. For details of the cooperation agreement, please refer to the announcement of the Company dated 31 May 2017; and
- (9) the Cooperation Framework Agreement as disclosed on page 65 of this report.

SPECIFIC PERFORMANCE OBLIGATIONS OF CONTROLLING SHAREHOLDER

Save as disclosed below, the Directors are not aware of any circumstances which would be required to disclose herein pursuant to the requirements under Rule 13.21 of the Listing Rules.

- On 31 December 2014, the Company as borrower confirmed its acceptance of a term loan facility with a bank relating to a USD100,000,000 committed term loan facility which has a term of 36 months commencing from the date of initial drawdown;
- On 31 May 2016, the Company as borrower entered into a loan agreement with a bank relating to a RMB640,000,000 term loan facility which has a term of 36 months commencing from the date of initial drawdown; and

重大收購事項(續)

- (8) 廣州鼎佳房地產有限公司(「廣州鼎佳房地產」)與佛山招商房地產訂立日期為二零一七年五月三十一日之合作協議，據此(其中包括)，(i)廣州鼎佳房地產及佛山招商房地產將共同透過佛山鼎圖房地產有限公司(「項目公司」，由廣州鼎佳房地產於二零一七年四月二十五日在中國成立)開發位於中國廣東省佛山市三水區西南街道建設一路東側之一幅總佔地面積約47,252.97平方米之土地；(ii)佛山招商房地產將向項目公司註冊資本出資人民幣10,000,000元，並須向廣州鼎佳房地產償還股東貸款人民幣518,950,000元之50%；及(iii)廣州鼎佳房地產及佛山招商房地產將按彼等於項目公司之擬定股權比例承擔土地代價人民幣1,037,900,000元。有關合作協議之詳情，請參閱本公司日期為二零一七年五月三十一日之公告；及
- (9) 本報告第65項所披露之合作框架協議。

控股股東之特定履行責任

除下文披露者外，董事概不知悉須根據上市規則第13.21條之規定於本報告披露之其他任何情況。

- 於二零一四年十二月三十一日，本公司(作為借款人)確認其接納與由一間銀行提供之100,000,000美元已承諾定期貸款融資有關之定期貸款融資，該貸款融資自初次提取日期起計為期36個月；
- 於二零一六年五月三十一日，本公司(作為借款人)就人民幣640,000,000元之定期貸款融資與一間銀行訂立貸款協議，自初次提取日期起計為期36個月；及

REPORT OF THE DIRECTORS

董事會報告

SPECIFIC PERFORMANCE OBLIGATIONS OF CONTROLLING SHAREHOLDER (continued)

- on 15 May 2017, the Company as a borrower entered into a facility agreement with a bank in relation to a term loan facility of up to RMB600,000,000 which has a term of 36 months commencing from the date of first drawdown.

The following events would trigger breach of one or more of the above mentioned loan agreements:

- (i) CMSK ceases to beneficially own (directly or indirectly) at least 40% of the issued share capital of the Company;
- (ii) CMSK ceases to beneficially own (directly or indirectly) at least 51% of the issued share capital of the Company;
- (iii) the shares of CMSK ceases for any reason to be listed on the Shenzhen Stock Exchange (or its successor) or such listing is suspended for more than 15 consecutive trading days due to non-compliance with the rules of the Shenzhen Stock Exchange (or its successor) or breach of any undertaking given to the Shenzhen Stock Exchange (or its successor);
- (iv) China Merchants Group Limited ("CMG") ceases to be the single largest shareholder of CMSK (beneficially owned, directly or indirectly, the largest proportionate shareholding or ownership interest in CMSK from time to time) and ceases to beneficially own, directly or indirectly, at least 40% of the entire shareholding or ownership interest in CMSK; or
- (v) CMG ceases to be controlled by The State-owned Assets Supervision and Administration Commission of the State Council of the PRC or any other similarly empowered authorities of the PRC government.

控股股東之特定履行責任(續)

- 於二零一七年五月十五日，本公司(作為借款人)與一間銀行訂立定期貸款額度不超過人民幣600,000,000元之融資協議，年期自首次提款日期起計為期36個月。

發生以下事件將違反上述一項或以上之貸款協議：

- (i) 招商蛇口不再實益擁有(不論直接或間接)本公司至少40%之已發行股本；
- (ii) 招商蛇口不再實益擁有(不論直接或間接)本公司至少51%之已發行股本；
- (iii) 招商蛇口之股份因任何原因不再於深圳證券交易所(或其繼任者)上市或由於未能遵守深圳證券交易所(或其繼任者)之規則或違反其向深圳證券交易所(或其繼任者)作出之任何承諾而停牌超過15個連續交易日；
- (iv) 招商局集團有限公司(「招商局集團」)不再為招商蛇口之單一最大股東(不時直接或間接實益擁有招商蛇口之按比例最大股權或擁有權權益)及不再直接或間接實益擁有招商蛇口至少40%之全部股權或擁有權權益；或
- (v) 招商局集團不再受中國國務院國有資產監督管理委員會或任何其他類似中國政府權力機關控制。

REPORT OF THE DIRECTORS

董事會報告

SPECIFIC PERFORMANCE OBLIGATIONS OF CONTROLLING SHAREHOLDER *(continued)*

The loan agreements dated 31 December 2014, 31 May 2016 and 15 May 2017 mentioned above contain cross default provisions so that if the Company or any of its subsidiaries commits a default under any other loan agreement(s) to which it is a borrower that entitles any creditor to declare any borrowed monies under such loan agreement(s) due and payable and the amount in aggregate exceeds US\$15,000,000, or its equivalent in other currencies it will also constitute an event of default under those loan agreements.

Details of the above mentioned loan agreements made pursuant to the requirements of Rule 13.18 of the Listing Rules were disclosed in the announcements of the Company dated 31 December 2014, 31 May 2016 and 15 May 2017 and the subsequent interim report/annual report of the Company respectively.

As at 31 December 2017, the aggregate outstanding principal of loans owed by the Group under the above loan agreements were US\$100,000,000 and RMB1,240,000,000.

MANAGEMENT CONTRACTS

Save as disclosed in this annual report, during the Year, no contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed.

EQUITY-LINKED AGREEMENTS

Save for disclosure in this report, the Company has not entered into any equity-linked agreements for the Year.

PRE-EMPTIVE RIGHTS

There is no provision 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 a pro-rata basis to existing shareholders.

控股股東之特定履行責任(續)

上述日期為二零一四年十二月三十一日、二零一六年五月三十一日及二零一七年五月十五日之貸款協議載有交叉違約條文，致使倘本公司或其任何附屬公司在其作為借入人之任何其他貸款協議項下之作出違約行為，令任何債權人有權宣稱有關貸款協議項下之任何借款為到期及須予償還，且金額合計超過15,000,000美元或其他貨幣之等值金額，其亦將構成該等貸款協議項下之違約事件。

上述根據上市規則第13.18條訂立之貸款協議分別於本公司日期為二零一四年十二月三十一日、二零一六年五月三十一日及二零一七年五月十五日之公告以及其後本公司之中報／年報中披露。

於二零一七年十二月三十一日，本集團於上述貸款協議項下之尚未償還貸款本金總額分別為100,000,000美元及人民幣1,240,000,000元。

管理合約

除本年報披露者外，年內概無就本集團全部或任何重大部分業務之管理及行政訂立或存續之合約。

股權掛鉤協議

除本報告披露者外，年內本公司概無訂立任何股權掛鉤協議。

優先購買權

本公司之組織章程細則或開曼群島法律概無優先購買權之條文規定本公司須按比例向現有股東發售新股份。

REPORT OF THE DIRECTORS

董事會報告

AUDIT COMMITTEE

The Audit Committee consists of three members, two of whom are independent non-executive Directors and one of whom is non-executive Director. During the Year and at the date of this report, the Audit Committee comprises the following members:

Dr. WONG Wing Kuen, Albert (*Chairman*)
Ms. LIU Ning
Dr. SHI Xinping

The Audit Committee carries out its functions in accordance with and the Listing Rules, including the following:

- (i) reviews the audit plans of the internal and external auditors of the Company, and reviews the internal auditor's evaluation of the adequacy of the Company's and the Group's system of internal accounting controls and the assistance given by the Company's management to the external and internal auditors;
- (ii) reviews the annual financial statements of the Company and of the Group before their submission to the Directors of the Company and the external auditor's report thereon;
- (iii) reviews the half year results announcements on the financial performance and financial position of the Group before their submission to the Board;
- (iv) makes recommendations to the Board on the appointment of external and internal auditors;
- (v) meets with the external auditor, other committees and management in separate executive sessions to discuss any matters that these groups believe should be discussed privately with the Audit Committee. The Audit Committee convened three meetings during the Year. The Audit Committee has also met with the Company's external auditor, without the presence of the Company's management, at least once a year. The Audit Committee has recommended to the Board the nomination of Messrs. Shinewing (HK) CPA Limited for reappointment as independent auditor of the Company at the forthcoming AGM.

審核委員會

審核委員會由三名成員組成，其中兩名為獨立非執行董事及一及為非執行董事。於年內及本報告日期，審核委員會由以下成員組成：

王永權博士(主席)
劉寧女士
史新平博士

審核委員會根據上市規則履行其職能，包括下列事宜：

- (i) 審閱本公司內部及外聘核數師之審核計劃，並審閱內部核數師對本公司及本集團內部會計監控系統之充足性之評估，以及本公司管理層向外聘及內部核數師之援助；
- (ii) 提交予董事及本公司前審閱本公司及本集團之年度財務報表及其外聘核數師報告；
- (iii) 提交予董事會前審閱有關本集團財務表現及財務狀況之半年度業績公告；
- (iv) 就委任外聘及內部核數師向董事會提供推薦意見；
- (v) 與外聘核數師、其他委員會及管理層分別會面，以討論該等團體認為應與審核委員會私下討論之任何事宜。審核委員會於年度召開三次會議。審核委員會亦在本公司管理層避席之情況下與本公司核數師至少每年會面一次。審核委員會已推薦董事會於應屆股東週年大會上提名重新任命信永中和(香港)會計師事務所有限公司為本公司之獨立核數師。

REPORT OF THE DIRECTORS

董事會報告

RELATED PARTY DISCLOSURES

The Group has entered into certain related party transactions as disclosed in Note 41 to the financial statements. Save as disclosed in this report, none of the “Related Party Disclosures” as disclosed in Note 41 to the consolidated financial statements for the Year constituted discloseable non-exempted connected transaction or non-exempted continuing connected transaction under the Listing Rules.

INTERNAL CONTROLS

The Company is committed to maintaining a sound system of internal controls. Corporate Governance Details of the corporate governance are set out in the section headed “Corporate Governance Report” in this annual report.

EVENTS AFTER THE REPORTING PERIOD

Details of the significant events after the reporting period of the Group are set out in note 45 to the financial statements.

INDEPENDENT AUDITOR

The independent auditor, SHINEWING (HK) CPA Limited has expressed its willingness to accept re-appointment as independent auditor of the Company. SHINEWING (HK) CPA Limited will retire and a resolution for their re-appointment as auditor shall be proposed at the forthcoming AGM of the Company.

SUFFICIENT PUBLIC FLOAT

Based on information that is publicly available to the Company and with the knowledge of the Directors, the Company had maintained sufficient public float of at least 25% of the Company’s total issued share capital as at the date of this report.

ON BEHALF OF THE BOARD

XU Yongjun

Chairman

Hong Kong

20 March 2018

關連方披露

本集團訂立之若干關連方交易於財務報表附註41披露。除本報告所披露者外，概無本年度綜合財務報表附註41所披露「關連方人士披露」構成上市規則項下之須予披露非豁免關連交易或非豁免持續關連交易。

內部監控

本公司致力維持穩健之內部監控系統。企業管治之企業管治詳情載於本年報「企業管治報告」一節。

報告期後事件

本集團於報告期後之重大事件之詳情載於財務報表附註45。

獨立核數師

獨立核數師信永中和(香港)會計師事務所有限公司已表示願意接受作為本公司獨立核數師之續聘。信永中和(香港)會計師事務所有限公司將告退任，而本公司應屆股東週年大會將提呈重新委任彼等為核數師之決議案。

足夠公眾持股量

根據本公司公開可得資料及據董事所知悉，於本報告日期，本公司一直維持本公司全部已發行股本至少25%之足夠公眾持股量。

代表董事會

主席

許永軍

香港

二零一八年三月二十日

* For identification purpose only

* 僅供識別



CORPORATE GOVERNANCE REPORT

企業管治報告

The Board (the “Board”) of Directors (the “Directors”) of China Merchants Land Limited (the “Company”, together with its subsidiaries (collectively referred to as the “Group”)) are pleased to present this Corporate Governance Report in the Group’s annual report for the year ended 31 December 2017 (the “Year”).

COMPLIANCE WITH CORPORATE GOVERNANCE CODE

The Board considers that a good corporate governance of the Company is central to safeguarding the interests of the shareholders of the Group and enhancing the performance of the Group. The Board reviews its corporate governance practices from time to time in order to meet the rising expectations of shareholders and to fulfill its commitment to excellence in corporate governance.

During the Year, the Company has adopted, for corporate governance purposes, the code provisions of the Corporate Governance Code (the “HK CG Code”) contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (collectively, the “Listing Rules”).

The Company has complied with the HK CG Code (to the extent that such provisions are applicable) except for below deviations from code provisions A.4.1, A.6.7 and E.1.2 of the HK CG Code which are explained in the relevant paragraphs of this report. The Company will continue to enhance its corporate governance practices appropriate to the conduct and growth of its businesses and to review such practices from time to time to ensure that they comply with the HK CG Code.

招商局置地有限公司(「本公司」，連同其附屬公司(統稱「本集團」))董事(「董事」)會(「董事會」)欣然呈列本集團截至二零一七年十二月三十一日止年度(「年內」)年報內本企業管治報告。

遵從企業管治守則

董事會認為，本公司達致良好企業管治，乃保障本集團股東利益及提升本集團表現之核心元素。董事會不時審閱其企業管治常規，以符合股東不斷提升之期望及履行其致力實踐優質企業管治的承諾。

就企業管治而言，本公司已於年內採納香港聯合交易所有限公司(「聯交所」)證券上市規則附錄14所載企業管治守則(「香港企業管治守則」)(統稱「上市規則」)之守則條文。

本公司已遵守香港企業管治守則(以該等條文適用者為限)，惟偏離香港企業管治守則之守則條文第A.4.1條、第A.6.7條及第E.1.2條除外，該等條文將於本報告相關段落作出解釋。本公司將繼續改善其企業管治常規以配合業務之營運及增長，並不時檢討該等常規以確保彼等符合香港企業管治守則。



CORPORATE GOVERNANCE REPORT

企業管治報告

THE BOARD

Responsibilities

The primary role of the Board is to lead and control the Company's operations and affairs and to protect and enhance long-term shareholders' value. The Board oversees the management of the businesses and affairs of the Group and is responsible for the overall performance of the Group.

The Board monitors the financial performance and the internal controls of the Group's business operations.

The Board is charged with promoting the success of the Group by directing and supervising its affairs in a responsible and effective manner. Each Director has a duty to act in good faith in the best interests of the Company. The Directors are aware of their collective and individual responsibilities to all shareholders of the Group for the manner in which the affairs of the Company are managed, controlled and operated. A Director is required to keep abreast of his responsibilities as a Director and of the conduct, business activities and development of the Group.

The Board is also responsible for providing guidance to overall management of the businesses and affairs of the Group. To facilitate effective management, certain functions have been delegated to various Board committees, namely Nomination Committee, Remuneration Committee and Audit Committee, each of which has its own written terms of reference and whose actions are reported to and monitored by the Board. The effectiveness of each committee is also constantly monitored.

The Board is responsible for performing the functions set out in Code Provision D.3.1 of the HK CG Code. During the Year, the Board has reviewed the corporate governance policy and the Company's internal codes for securities dealing. The Board will review, consider and determine the appropriate policy for corporate governance of the Company from time to time.

Non-executive Directors have the same duties of care and skill and fiduciary duties as executive Directors. The functions of non-executive Directors have included the functions as specified in the code provision A.6.2(a) to (d) of the HK CG Code.

董事會

責任

董事會之主要職責為領導及監控本公司之營運及事務，並提升股東之長期價值。董事會監察本集團之業務及事務管理，並對本集團之整體表現負責。

董事會監督本集團業務營運之財務表現及內部監控。

董事會負責通過以負責任及具效益之方式引導並監督本公司事務，推動本集團之成就。每一位董事均有責任本著公司最佳利益下真誠行事。董事知悉，彼等須就本公司事務管理、控制及運作之方式，向本集團所有股東負起集體和個別責任。董事須時常肩負彼作為董事之責任，並應經常對本集團之行為、業務活動及發展加以留意。

董事會亦負責為本集團業務及事務之整體管理提供指引。為方便有效管理，各董事委員會（分別為提名委員會、薪酬委員會及審核委員會）已獲授權若干職能。各董事委員會均訂有書面職權範圍，其所採取行動均須向董事會報告並受其監察。各委員會之成效亦受持續監察。

董事會負責履行香港企業管治守則內守則條文第D.3.1條之職能。年內，董事會已審閱企業管理政策及本公司就證券交易之內部守則。董事會將不時審閱、考慮及決定本公司企業管治之合適政策。

非執行董事與執行董事具同等謹慎、熟練及受信責任。非執行董事身職能包括在香港企業管治守則之守則條文第A.6.2(a)至(d)條所列明之職能。

CORPORATE GOVERNANCE REPORT

企業管治報告

THE BOARD (continued)

Board meetings

The attendance records of each Director at the meetings of the Board, the Audit Committee, the Nomination Committee and the Remuneration Committee during the Year are set out below:

		Board 董事會	Audit Committee 審核委員會	Nomination Committee 提名委員會	Remuneration Committee 薪酬委員會
Number of meeting held during the Year	年內舉行會議之次數	4	3	1	2
Non-executive Directors	非執行董事				
Mr. XU Yongjun (Note 1)	許永軍先生(附註1)	1/4	–	1/1	–
Mr. HUANG Junlong (Note 2)	黃均隆先生(附註2)	3/4	–	–	1/2
Dr. YAN Chengda (Note 3)	YAN Chengda博士(附註3)	1/4	–	–	–
Ms. LIU Ning	劉寧女士	4/4	3/3	–	–
Executive Directors	執行董事				
Dr. SO Shu Fai (Note 4)	蘇樹輝博士(附註4)	2/4	–	–	–
Mr. YU Zhiliang	余志良先生	4/4	–	–	–
Mr. WONG King Yuen	黃競源先生	4/4	–	–	–
Independent non-executive Directors	獨立非執行董事				
Dr. WONG Wing Kuen, Alert	王永權博士	4/4	3/3	–	2/2
Ms. CHEN Yanping	陳燕萍女士	4/4	–	1/1	2/2
Dr. SHI Xinping	史新平博士	4/4	3/3	1/1	–
Mr. HE Qi	何琦先生	4/4	–	–	–

Notes:

- Appointed as non-executive Director, the chairman of the Board and the chairman of the nomination committee of the Company with effect from 18 March 2016. Due to business affairs, Mr. XU could not attend the Board Meetings held on 23 August 2017, 14 December 2017 and 19 December 2017. Mr. XU had appointed Mr. YU, Mr. HUANG and Ms. LIU to act his alternate for the Board Meetings held on 23 August 2017, 14 December 2017 and 19 December 2017 respectively.
- Appointed as non-executive Director and the member of the remuneration committee of the Company with effect from 18 March 2016. Mr. HUANG acted as an alternate director to Mr. XU for the Board Meetings held on 14 December 2017. Due to a business affair, Mr. HUANG could not attend the Board Meeting and Remuneration Committee meeting held on 19 December 2017 and he had appointed Ms. LIU to act his alternate.
- Appointed as non-executive Director of the Company with effect from 18 March 2016. Due to business affairs, Mr. YAN could not attend the Board Meetings held on 23 August 2017, 14 December 2017 and 19 December 2017. Mr. YAN had appointed Mr. YU to act his alternate on 23 August 2017.
- Due to business affairs, Dr. SO could not attend the Board Meetings held on 7 March 2017 and 23 August 2017.

董事會(續)

董事會會議

年內，各董事於董事會、審核委員會、提名委員會及薪酬委員會之出席記錄載列如下：

		Board 董事會	Audit Committee 審核委員會	Nomination Committee 提名委員會	Remuneration Committee 薪酬委員會
Number of meeting held during the Year	年內舉行會議之次數	4	3	1	2
Non-executive Directors	非執行董事				
Mr. XU Yongjun (Note 1)	許永軍先生(附註1)	1/4	–	1/1	–
Mr. HUANG Junlong (Note 2)	黃均隆先生(附註2)	3/4	–	–	1/2
Dr. YAN Chengda (Note 3)	YAN Chengda博士(附註3)	1/4	–	–	–
Ms. LIU Ning	劉寧女士	4/4	3/3	–	–
Executive Directors	執行董事				
Dr. SO Shu Fai (Note 4)	蘇樹輝博士(附註4)	2/4	–	–	–
Mr. YU Zhiliang	余志良先生	4/4	–	–	–
Mr. WONG King Yuen	黃競源先生	4/4	–	–	–
Independent non-executive Directors	獨立非執行董事				
Dr. WONG Wing Kuen, Alert	王永權博士	4/4	3/3	–	2/2
Ms. CHEN Yanping	陳燕萍女士	4/4	–	1/1	2/2
Dr. SHI Xinping	史新平博士	4/4	3/3	1/1	–
Mr. HE Qi	何琦先生	4/4	–	–	–

附註：

- 自二零一六年三月十八日起獲委任為非執行董事、董事會主席兼本公司提名委員會主席。由於商務理由，許先生未能出席於二零一七年八月二十三日、二零一七年十二月十四日及二零一七年十二月十九日舉行之董事會會議。許先生已委任余先生、黃先生及劉女士出任彼之替任董事，以代表彼出席分別於二零一七年八月二十三日、二零一七年十二月十四日及二零一七年十二月十九日舉行之董事會會議。
- 自二零一六年三月十八日起獲委任為非執行董事兼本公司薪酬委員會成員。黃先生於二零一七年十二月十四日舉行之董事會會議上作為許先生之替任董事。由於商務理由，黃先生未能出席於二零一七年十二月十九日舉行之董事會會議及薪酬委員會會議，並已委任劉女士出任彼之替任董事。
- 自二零一六年三月十八日起獲委任為本公司獨立非執行董事。由於商務理由，YAN博士未能出席於二零一七年八月二十三日、二零一七年十二月十四日及二零一七年十二月十九日舉行之董事會會議，並已委任余先生於二零一七年八月二十三日出任彼之替任董事。
- 由於商務理由，蘇博士未能出席於二零一七年三月七日及二零一七年八月二十三日舉行之董事會會議。



CORPORATE GOVERNANCE REPORT

企業管治報告

THE BOARD *(continued)*

Board meetings *(continued)*

Minutes of the Board, the Audit Committee, the Remuneration Committee and the Nomination Committee were recorded in sufficient details of matters considered at the meetings and decisions reached including any concerns or dissenting views raised by the Directors. All the minutes are kept by the company secretary and are open for inspection at any time on reasonable notice given by any Director.

Directors can access to the advice and services of the company secretary to ensure that Board procedures and applicable rules and regulations are followed.

In addition, all Directors are regularly updated on corporate governance and regulatory matters. On a continuing basis, Directors are encouraged to keep up to date on all matters relevant to the Group and attend briefings and seminars as appropriate. Guideline is available for Directors to obtain independent professional advice at the expense of the Company in the furtherance of their duties. The Company has also arranged appropriate liability insurance cover in respect of legal action against its Directors.

董事會 *(續)*

董事會會議 *(續)*

董事會、審核委員會、薪酬委員會及提名委員會之會議記錄，於會議內曾考慮之事項及所達致的決定(包括任何由董事提出的關注事宜或反對意見)均有詳盡記錄。所有會議記錄由公司秘書保管，任何董事只要發出合理通知，均可於任何時間內查閱該等會議記錄。

各董事均可獲取公司秘書之意見及服務，以確保董事會程序及適用規則以及法規均已獲遵守。

此外，本公司會定期向所有董事匯報有關企業管治及監管事務之最新情況。董事獲持續鼓勵時刻關注有關本集團之一切事宜，並於適當時候參加簡報會及研討會。本公司設有一套指引，規範董事為執行職務而諮詢獨立專業意見(有關費用由本公司承擔)。本公司亦已就向其董事提出法律訴訟購買適當之責任保險。



CORPORATE GOVERNANCE REPORT

企業管治報告

CHAIRMAN AND CHIEF EXECUTIVE

Mr. XU Yongjun, a non-executive Director, is the chairman of the Board. The chairman is responsible for leading the Board to ensure its effectiveness on all aspects of its role and set its agenda.

Mr. YU Zhiliang, an executive Director who has been re-designated from the chief financial officer to general manager of the Company since 18 August 2016 is currently responsible for the Group's strategic development and operational plans, and in particular, the day-to-day operations of the Company's business, which are as same as the duties discharged by a chief executive officer. Therefore, the Company considers that the division of responsibilities between the chairman and the role of a chief executive has been achieved within the Company's written guidelines.

TRAINING FOR DIRECTORS

All Directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board remains informed and relevant.

Each newly appointed Director receives comprehensive, formal and tailored induction on the first occasion of his/her appointment, so as to ensure that he/she has appropriate understanding of the business and operations of the Company and that he/she is fully aware of his/her responsibilities and obligations under the Listing Rules and relevant regulatory requirements.

The Directors are responsible for their own training needs and report to the Company. The Company will provide suitable training course for the Directors at the Company's expenses.

主席和行政總裁

非執行董事許永軍先生為董事會主席。主席負責領導董事會，確保其有效履行各方面之職務，並製訂其議程。

執行董事余志良先生自二零一六年八月十八日起由本公司財務總監調任為總經理，目前負責本集團戰略及營運計劃，尤其本公司日常經營，與行政總裁所履行職責相同。因此，本公司認為公司的書面規章制度已成功體現了主席與行政總裁職責之劃分。

董事培訓

全體董事應確保參與持續專業培訓計劃，提高及更新其知識及技能。此舉確保彼等向董事會提供相關之貢獻。

每名新任董事於首次委任時會獲發全面、正式及針對個別董事需要的就任須知，確保彼明白本公司的業務及運作，並完全了解根據上市規則及相關監管規定所規定其擔負的職責及責任。

董事負責自身所需之培訓並向本公司報告。本公司將向董事提供合適之培訓課程，費用由本公司支付。

CORPORATE GOVERNANCE REPORT

企業管治報告

TRAINING FOR DIRECTORS (continued)

The Directors are continually updated on the legal and regulatory developments, as well as business and market changes, to facilitate the discharge of their responsibilities. During the Year, all Directors have complied with code provision A.6.5 of the HK CG Code to participate in continuous professional development to develop and refresh their knowledge and skills by attending seminars, in-house briefings or reading materials on the following topics:

董事培訓(續)

本公司將不斷就法律和監管發展以至業務與市場變化，向董事提供最新資訊，以協助董事履行職責。年內，全體董事已遵守香港企業管治守則守則條文第A.6.5條參與持續專業培訓，通過出席有關以下主題之講座、內部簡介或閱覽材料，發展並更新彼等之知識及技能：

		Topics of training covered 所涵蓋培訓主題
Non-executive Directors		
Mr. XU Yongjun	非執行董事 許永軍先生	1, 2, 3, 4, 5
Mr. HUANG Junlong	黃均隆先生	1, 2, 3, 4, 5
Dr. YAN Chengda	YAN Chengda博士	1, 2, 3, 4, 5
Ms. LIU Ning	劉寧女士	1, 2, 3, 4, 5
Executive Directors		
Dr. SO Shu Fai	執行董事 蘇樹輝博士	1, 2, 3, 4, 5
Mr. YU Zhiliang	余志良先生	1, 2, 3, 4, 5
Mr. WONG King Yuen	黃競源先生	1, 2, 3, 4, 5
Independent non-executive Directors		
Dr. WONG Wing Kuen, Alert	獨立非執行董事 王永權博士	1, 2, 3, 4, 5
Ms. CHEN Yanping	陳燕萍女士	1, 2, 3, 4, 5
Dr. SHI Xinping	史新平博士	1, 2, 3, 4, 5
Mr. HE Qi	何琦先生	1, 2, 3, 4, 5

Notes:

- (1) Corporate governance
- (2) Regulatory updates
- (3) Finance, accounting or commercial
- (4) Industry updates
- (5) Legal

附註：

- (1) 企業管治
- (2) 監管更新
- (3) 財務、會計或商業
- (4) 行業更新
- (5) 法律

Directors are continually updated on developments in the statutory and regulatory regime and the business environment to facilitate the discharge of their responsibilities.

董事持續獲更新與法定及監管法規及營商環境之最新發展，以助彼等履行其責任。

CORPORATE GOVERNANCE REPORT

企業管治報告

NOMINATION COMMITTEE

Code provision A.4.1 of the HK CG Code stipulated that non-executive directors should be appointed for a specific term, subject to re-election. The non-executive Directors and all the independent non-executive Directors do not have specific terms of appointment which is a deviation from the said HK CG Code. However, all of them are subject to retirement by rotation and re-election at annual general meeting ("AGM") according to the Company's Articles of Association. The Board considers that the requirement has the same effect of accomplishing the same objective as a specific term of appointment.

REMUNERATION COMMITTEE

The Company has established a formal and transparent procedure for formulating policies on remuneration of senior management of the Group.

The Remuneration Committee comprised of three members:

Independent non-executive Director:

Ms. CHEN Yanping (*Chairman*)
Dr. WONG Wing Kuen, Alert (*Member*)

Non-executive Director:

Mr. HUANG Junlong (*Member*)

The majority of them are independent non-executive Directors.

The principal function of the Remuneration Committee is to ensure that a formal and transparent set of policies and procedures are in place for determining executive remuneration and for fixing the remuneration packages of individual Directors and that no Director should be involved in deciding his own remuneration.

The Remuneration Committee shall meet at least once a year, the Remuneration Committee covers all aspects of emoluments, including but not limited to Directors' fees, salaries, allowances, bonuses, options, benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment. In setting remuneration packages, the Remuneration Committee takes into consideration the pay and employment conditions within the industry and in comparable companies, as well as the Group's relative performance and their individual performance. The Remuneration Committee will seek expert advice on remuneration of all Directors as and when necessary.

提名委員會

香港企業管治守則守則條文第A.4.1條訂明，非執行董事應委以特定任期，並須接受重選。非執行董事及全體獨立非執行董事並無特定任期，此乃偏離上述香港企業管治守則。然而，彼等均須遵守本公司組織章程細則之規定於股東週年大會（「股東週年大會」）輪值退任及膺選連任。董事會認為，此規定具有達致特定任期之相同目標之同等效果。

薪酬委員會

本公司已就制定本集團高級管理層之薪酬政策設立正式及具透明度之程序。

薪酬委員會由三名成員組成：

獨立非執行董事：

陳燕萍女士(*主席*)
王永權博士(*成員*)

非執行董事：

黃均隆先生(*成員*)

大部分成員為獨立非執行董事。

薪酬委員會之主要職能為確保設立正式及具透明度之政策及程序，以釐定行政人員薪酬及個別董事之薪酬待遇，而董事不應參與決定其本身之薪酬。

薪酬委員會須每年舉行會議至少一次。薪酬委員會處理所有方面之酬金，包括但不限於董事袍金、薪金、津貼、花紅、購股權、實物利益、退休金權利及賠償金額（包括因離職或終止職務或委任之任何應付賠償）。在制定薪酬待遇時，薪酬委員會考慮業內及可資比較公司之工資及僱傭條件，以及本集團之相對表現及彼等之個人表現。薪酬委員會將於必要時就全體董事薪酬尋求專家意見。

CORPORATE GOVERNANCE REPORT

企業管治報告

REMUNERATION COMMITTEE (continued)

The Remuneration Committee is regulated by a set of written terms of reference. Its key functions include:

- reviewing and recommending to the Board the Company's policies and structure for all Directors and senior management's remuneration as are competitive and appropriate to attract, retain and motivate Directors and senior management of the required quality to run the Company successfully and on the establishment of a formal and transparent procedure for developing remuneration policy;
- reviewing and approving the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- either determining (with delegated responsibility) or making recommendations to the Board on the remuneration packages of individual executive Directors and senior management;
- reviewing and approving compensation payable to executive Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive; and
- reviewing and approving compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate.

The Remuneration Committee met twice during the Year and has performed the following duties:

- reviewed the terms of reference of the Remuneration Committee;
- reviewed the remuneration policy and structure of the Company, and the remuneration packages of the Directors; and
- reviewed the remuneration packages of all Directors.

薪酬委員會(續)

薪酬委員會受書面職權範圍規管。其主要職能包括：

- 審閱及就本公司有關全體董事及高級管理層薪酬(必須具競爭力及屬恰當以吸引、留聘及激勵具備成功營運本公司所需質素之董事及高級管理層)之政策及架構，以及就設立正式及具透明度之程序制訂薪酬政策，向董事會作出推薦建議；
- 參考董事會之企業方針及目標，審閱及批准管理層之薪酬建議；
- 獲董事會轉授責任釐定或向董事會建議個別執行董事及高級管理層之薪酬待遇；
- 審閱及批准就執行董事及高級管理層離職或終止職務或委任之應付賠償，以確保該等賠償與合約條款一致；倘未與合約條款一致，有關賠償亦須屬公平，不致過多；及
- 審閱及批准因董事行為失當而解僱或罷免有關董事所涉及之賠償安排，以確保該等安排與合約條款一致；倘未與合約條款一致，有關賠償亦須合理適當。

年內，薪酬委員會舉行兩次會議，並履行以下職責：

- 檢討薪酬委員會的職權範圍文本；
- 檢討本公司薪酬政策及架構，以及董事之薪酬待遇；及
- 檢討所有董事的薪酬。

CORPORATE GOVERNANCE REPORT

企業管治報告

DIRECTOR' SECURITIES TRANSACTIONS

The Group has adopted its code of conduct for securities transactions by Directors of the Company on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules. Having made specific enquiry to all Directors, the Company confirms that all Directors have complied with the required standard set out in the Model Code throughout the Year.

FINANCIAL REPORTING

The Directors acknowledge their responsibilities for preparing the financial statements of the Company for the Year.

The Board is responsible for presenting a balanced, clear and understandable assessment of annual and interim reports, price-sensitive announcements and other disclosures required under the Listing Rules and other applicable statutory and regulatory requirements.

The Directors acknowledge that it is their responsibilities for overseeing the preparation of the financial statements for each financial period which give a true and fair view of the state of affairs of the Group, and of results and cash flow for the period. In preparing the financial statements for the Year, the Directors have selected suitable accounting policies and applied them consistently; adopted appropriate Hong Kong Financial Reporting Standards and Hong Kong Accounting Standards; made prudent and reasonable judgments and estimates and have prepared the financial statements on a going concern basis. The Directors also warrant that the Group's financial statements will be published in a timely manner.

In presenting the interim and annual financial statements and announcement to shareholders, it is the aim of the Board to provide the shareholders with a detailed analysis, explanation and assessment of the Group's financial position and prospects. The management currently provides the Board with monthly update on the Group's performance, position and prospects.

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

The statement of the external auditor of the Company is set out in the "Independent Auditors' Report" on pages 101 to 109.

董事進行證券交易

本集團已採納有關本公司董事進行證券交易之行為守則，其條款之嚴謹程度不遜於上市規則附錄十內所載上市發行人董事進行證券交易的標準守則（「標準守則」）所規定標準。經向全體董事作出特定查詢後，本公司確認，全體董事於年內一直遵守標準守則所載之規定標準。

財務申報

董事承擔編製本公司本年度財務報表之責任。

董事會負責就年度及中期報告、股價敏感公告以及上市規則及其他適用法定及監管規定所規定之其他披露，呈列均衡、清晰及簡明之評估。

董事確認須負責監督各財政期間編製財務報表工作，以確保能真實及公正地反映本集團之財務狀況、期內業績與現金流量。在編製本年度財務報表時，董事已選擇並貫徹採用合適之會計政策；採納合適之香港財務報告準則及香港會計準則；作出審慎而合理之判斷和估計，以及按持續營運基準編製財務報表。董事亦須保證本集團財務報表將會依時刊發。

向股東呈報中期及年度財務報表及公告時，董事會旨在為股東提供本集團財務狀況及前景之詳盡分析、闡釋及評估。管理層目前每月向董事會提供有關本集團表現、狀況及前景之最新資料。

本集團高級管理層已向董事會提供董事會為本公司財務報表進行知情評估時所需之解釋及資料，以供董事會審批。

本公司外聘核數師之聲明載於第101至109頁之「獨立核數師報告」。

CORPORATE GOVERNANCE REPORT

企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROL

The Board recognises its responsibility for maintaining an adequate internal control system to safeguard the assets of the Group and the interests of shareholders and consider the governance of risk. Annual review on the adequacy and the effectiveness of the internal control and risk management systems of the Group has been conducted by the management and reviewed by the Board. The Audit Committee is satisfied that nothing has come to its attention to cause the Audit Committee to believe that the internal control system is inadequate. Review will be made at least annually to monitor the adequacy and the effectiveness of the risk management and the internal control system of the Group.

The finance department carries out annual risk assessment on each audit area and derives an annual audit plan according to their risk rankings. During the Year, the Company has outsourced its internal audit function to an independent accounting firm, Messrs. SHINEWING Risk Services Limited to perform a review of the internal control system of the Group with a focus on the property business. During the Year, the Group has complied with code provision C.2 of the HK CG Code by establishing appropriate and effective risk management and internal control systems. Management is responsible for the design, implementation and monitoring of such systems, while the Board oversees management in performing its duties on an ongoing basis. Main features of the risk management and internal control systems are described in the sections below:

Risk Management System

The Group adopts a risk management system which manages the risk associated with its business and operations. The system comprises the following phases:

- *Identification:* Identify ownership of risks, business objectives and risks that could affect the achievement of objectives.
- *Evaluation:* Analyse the likelihood and impact of risks and evaluate the risk portfolio accordingly.
- *Management:* Consider the risk responses, ensure effective communication to the Board and on-going monitor the residual risks.

Based on the risk assessments conducted in the year 2017, no significant risk was identified.

風險管理及內部監控

董事會重視其維持足夠內部監控系統之責任，以保障本集團資產及股東權益以及考慮監管風險。本集團內部監控及風險管理系統之充足性及成效之年度審閱已由管理層進行及由董事會審閱。審核委員會信納概無發現致使審核委員會相信內部監控系統存在不足之處。審閱將最少每年進行一次，以監察本集團風險管理及內部監控系統之充足性及成效。

審核委員會每年檢討本集團內部監控及風險管理系統之效能一次。財務部門就各審核領域進行年度風險評估並根據彼等之風險排名判定年度審核計劃。於年內，本公司已外判其內部審核職能予一間獨立會計師樓信永方略風險管理有限公司對本集團內部監控制度（專注於房地產業務）進行檢討。年內，本集團已遵守香港企業管治守則守則條文第C.2條，設立適當有效之風險管理及內部監控系統。管理層負責設計、實際及監察有關系統，而董事會持續監督管理層履行其職責之情況。風險管理及內部監控系統之主要功能於下文各節論述：

風險管理系統

本集團採納風險管理系統，管理其業務及營運之相關風險。該系統包括以下多個層面：

- *識別：* 識別風險所有權、業務目標及可能影響目標達成之風險。
- *評估：* 分析風險之可能性及影響，並對風險組合作出相應評估。
- *管理：* 考慮風險應對措施，確保與董事會就風險進行有效溝通並持續監察剩餘風險。

根據於二零一七年進行之風險評估，概無發現重大風險。

CORPORATE GOVERNANCE REPORT

企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROL (continued)

Internal Control System

The Board is responsible to ensure that the Group maintains sound and effective internal controls to safeguard the shareholders' investment and the Group's assets.

The internal control system will cover all material controls, including financial, operational and compliance controls and risk management functions.

The Company has in place an internal control system which is compatible with the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") 2013 framework. The framework enables the Group to achieve objectives regarding effectiveness and efficiency of operations, reliability of financial reporting and compliance with applicable laws and regulations.

The components of the framework are shown as follow:

- Control Environment: A set of standards, processes and structures that provide the basis for carrying out internal control across the Group.
- Risk Assessment: A dynamic and iterative process for identifying and analysing risks to achieve the Group's objectives, forming a basis for determining how risks should be managed.
- Control Activities: Action established by policies and procedures to help ensure that management directives to mitigate risks to the achievement of objectives are carried out.
- Information and Communication: Internal and external communication to provide the Group with the information needed to carry out day-to-day controls.
- Monitoring: Ongoing and separate evaluations to ascertain whether each components of internal control is present and functioning.

風險管理及內部監控(續)

內部監控系統

董事會須負責確保本集團保持健全而有效之內部監控，以維護股東投資及本集團資產。

內部監控系統涵蓋所有重大監控範疇，包括財務、營運及規章管控及風險管理職能。

本公司已制定符合 Committee of Sponsoring Organizations of the Treadway Commission (「COSO」)二零一三年框架之內部監控系統。該框架促使本集團達致營運有效性及效率性、財務報告可靠性及遵守適用法律及法規之目標。

該框架之組成部分列示如下：

- 監控環境：為本集團進行內部監控提供基礎之一套標準、程序及結構。
- 風險評估：動態交互流程以識別及分析風險，達成本集團目標，並為如何管理風險形成依據。
- 監控行動：按政策及程序制定行動，以確保管理層為減輕風險以達成目標之指令獲執行。
- 資料及通訊：為本集團提供進行日常監控所需資料之內部及外部通訊。
- 監察：為確定內部監控之各組成部份是否存在及運行而進行之持續及單獨評估。

CORPORATE GOVERNANCE REPORT

企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROL

(continued)

Internal Control System (continued)

In order to enhance the Group's system of handling inside information, and to ensure the truthfulness, accuracy, completeness and timeliness of its public disclosures, the Group has adopted and implemented an inside information procedure. Certain reasonable measures have been taken from time to time to ensure that proper safeguards exist to prevent a breach of a disclosure requirement in relation to the Group, which include the maintaining of a good control environment with defined organisational structure, limit of authority, reporting lines and responsibilities in accordance with the Company's guidelines and the regulatory requirements. An effective information platform has been created to enable relevant and timely information are sent to the Board for decision making. Appropriate control measures have been taken place to facilitate a good control environment for handling and dissemination of inside information. The access of information is restricted to a limited number of employees on a need-to-know basis. Employees who are in possession of inside information are fully conversant with their obligations to preserve confidentiality. Confidentiality agreements are in place when the Group enters into significant negotiations. Where necessary, Directors to speak on behalf of the Company when communicating with external parties such as the media, analysts or investors.

Based on the internal control reviews conducted in the year of 2017, no significant control deficiency was identified.

The Board is responsible for the risk management and internal control systems of the Group and ensuring review of the effectiveness of these systems has been conducted at least annually. Several areas have been considered during the Board's review, which include but not limited to (i) the changes in the nature and extent of significant risks since the last annual review, and the Group's ability to respond to changes in its business and the external environment (ii) the scope and quality of management's ongoing monitoring of risks and of the internal control systems.

風險管理及內部監控(續)

內部監控系統(續)

為加強本集團之內幕消息控制系統，並確保其公開披露事項之真實性、準確性、完整性與及時性，本集團亦採納及實施一套內幕消息程序。本集團已不時採納若干合理措施，確保存在適當保障以防止違反有關本集團之披露規定，包括維持具備明確組織架構、權力規限以及根據本公司指引及監管規定之報告方式及責任之良好監控環境。本公司已設立有效資訊平台，以確保相關及最新資訊已向董事會提交供彼等決策。設立合適監控措施，促進處理及傳播內幕消息。僅少數僱員可按需要查閱資料。掌握內幕消息之僱員充分熟知彼等之保密責任。本集團進行重大磋商時將會訂立保密條款。如有需要，董事與媒體、分析師或投資者等外部人士溝通時會代表本公司發言。

根據於二零一七年度進行之內部監控審閱，概無發現重大監控缺失。

管理層負責本集團之風險管理及內部監控系統，並確保該等系統之成效至少每年檢討。董事會於審閱時已考慮多個範疇，包括但不限於(i)自上一個年度審閱後重大風險之性質變動及程度，及本集團應對其業務及外界環境變動之能力；及(ii)管理層持續監察風險及內部監控系統之範圍及質量。

CORPORATE GOVERNANCE REPORT

企業管治報告

AUDIT COMMITTEE

- reviewing the nature and extent of non-audit services provided by the external auditor;
- reviewing cost effectiveness and the independence and objectivity of the external auditor;
- reviewing the significant financial reports so as to ensure the integrity of the financial statements of the Company and focus in particular on the changes in accounting policies and practices, major risk areas, significant adjustments resulting from the audit and compliance with financial reporting standards;
- reviewing interim and annual financial statements and announcements before submission to the Board for approval; and
- reviewing effectiveness of the Company's material internal controls, including financial, operational and compliance controls and risk management and reviews the findings of the internal auditor of the Company.

The Audit Committee shall hold at least two regular meetings in a year. The Audit Committee focuses not only on the impact of the changes in accounting policies and practices but also on the compliance with accounting standards, the Listing Rules and relevant legal requirements.

The Audit Committee has not taken a different view from the Board regarding the selection, appointment, resignation or dismissal of the Company's external auditor.

The Company's annual results announcement for the year ended 31 December 2017 published on 20 March 2018 was reviewed by the Audit Committee.

審核委員會

- 審閱外聘核數師所提供非核數服務之性質及範圍；
- 審閱外聘核數師之成本效益、獨立性及客觀性；
- 審閱重大財務報告，以確保本公司財務報表之完整性，特別注意會計政策及常規方面之變動、主要風險範圍、審核所導致之重大調整以及遵守財務報告準則之情況；
- 審閱未提交董事會批准之中期及年度財務報表及公告；及
- 審閱本公司重大內部監控之成效，包括財務、營運及合規監控以及風險管理，並審閱本公司內部核數師的審核結果。

審核委員須每年至少舉行兩次定期會議。審核委員會不僅關注於會計政策及慣例變動之影響，亦會關注遵守會計準則、上市規則及有關法律規定。

審核委員會就本公司外聘核數師之甄選、委任、辭任或罷免與董事會並無持不同意見。

本公司於二零一八年三月二十日所刊發截至二零一七年十二月三十一日止年度之年度業績已由審核委員會審閱。

CORPORATE GOVERNANCE REPORT

企業管治報告

AUDIT COMMITTEE (continued)

During the Year, the Audit Committee held three meetings and has performed the following duties:

- met with the executive Directors and management of the Company to review the interim and annual results, the interim report and annual report and other financial, internal control, corporate governance and risk management matters of the Group and made recommendations to the Board;
- considered and discussed the reports and presentations by the senior management and the external auditor, with a view to ensure that the Group's consolidated financial statements are prepared in accordance with accounting principles generally accepted in Hong Kong;
- met with the external auditor without the presence of management and discussed about the interim financial report and its annual audit of the consolidated financial statements and key audit issues;
- assisted the Board in meeting its responsibilities for evaluating, establishing and maintaining effective systems of internal control;
- carried out the annual review on the continuing connected transactions of the Group;
- reviewed the adequacy of resources qualifications and experience of staff of the Company's accounting and financial reporting functions, and their training programmes and budget; and
- reviewed and discussed significant audit findings in a meeting with the external auditor.

The Audit Committee also examines any other aspects of the Company's affairs, as it deems necessary where such matters relate to exposures or risks of regulatory or legal nature, and monitors the Company's compliance with its legal, regulatory and contractual obligations.

The Board is of the view that the members of the Audit Committee have sufficient accounting or related financial management expertise and experience to discharge the Audit Committee's function.

The Audit Committee will report to the Board on any material issues, and makes recommendations to the Board.

審核委員會(續)

於年內，審核委員會舉行三次會議，並已履行以下職責：

- 與本公司執行董事及管理層會晤，審閱中期及年度業績、中期報告及年度報告及其他財務、內部監控、本集團的企業管治及風險管理事宜，並向董事會提出推薦意見；
- 考慮並討論高級管理人員及外聘核數師之報告及提呈，以確保本集團之綜合財務報表乃根據香港普遍採用之會計原則編製；
- 在管理層避席之情況下與外聘核數師會晤，並討論其對中期財務報告及其對綜合財務報表之年度審核以及重大審核事宜；
- 協助董事會履行其評估、建立及維持有效內部監控制度之責任；
- 對本集團之持續關連交易進行年度審閱；
- 審閱資源之充分性、本公司會計及財務申報職能之員工之資格及經驗，以及其培訓計劃及預算；及
- 與外聘核數師會面時審閱及討論重大審核發現。

審核委員會亦在其認為必要時，審查本公司任何其他涉及監管或法律性質風險方面之事宜，並監察本公司是否遵守法律、監管及合約責任。

董事會認為，審核委員會成員具備充分會計或相關財務管理專業及經驗履行審核委員會之職能。

審核委員會將向董事會報告任何重大事宜並向其作出推薦建議。

CORPORATE GOVERNANCE REPORT

企業管治報告

AUDITORS' REMUNERATION

During the Year, the remuneration in respect of professional services provided by the Company's auditor, SHINEWING (HK) CPA Limited, is set out as follows:

		(RMB'000) (人民幣千元)
Audit services	審核服務	1,247
Non-audit services	非審核服務	571

Non-audit services include the professional services rendered in connection with the interim report review, continuing connected transactions review and internal controls assessment.

The Audit Committee had considered the Independent Auditors' independence and objectivity as required under the Code of Ethics for Professional Accountants issued by the Hong Kong Institute of Certified Public Accounts, reviewed the terms of their engagement, nature and scope of the audit and reporting obligations.

The Audit Committee is satisfied with the findings of their review of the engagement process, effectiveness, independence and objectivity of the Independent Auditor.

The Audit Committee has recommended to the Board and the Board has concurred with the nomination of Messrs. SHINEWING (HK) CPA LIMITED, for reappointment as independent auditor of the Company at the forthcoming AGM.

SECURITIES TRANSACTION BY THE RELEVANT EMPLOYEES

Under the Code Provision A.6.4 of the CG Code, the Board has established written guidelines on no less exacting terms than the Model Code for Directors and relevant employees in respect of their dealings in the Company's securities. "Relevant employee" includes any employee of the Group or a Director or employee of a subsidiary or holding company of the issuer, because of such office or employment, is likely to be in possession of inside information in relation to the Group and its securities. Having made specific enquiry to all Relevant Employees, the Company confirms that all Relevant Employees have complied with the written guidelines regarding securities transactions during the Year.

核數師薪酬

於年內，本公司核數師信永中和(香港)會計師事務所有限公司提供專業服務之薪酬載列如下：

	(RMB'000) (人民幣千元)
Audit services	1,247
Non-audit services	571

非審核服務包括中期報告審閱、持續關連交易審閱及內部控制評估。

審核委員會已考慮香港會計師公會所頒佈專業會計師道德守則項下規定之獨立核數師獨立性及客觀性，並審閱其委聘條款、審核之性質及範圍以及報告責任。

審核委員會信納其就獨立核數師之委聘過程、有效性、獨立性及客觀性進行之審閱結果。

審核委員會已向董事會建議於應屆股東週年大會上提呈續聘信永中和(香港)會計師事務所有限公司為本公司之獨立核數師，而董事會已就此同意審核委員會之意見。

有關僱員進行證券交易

根據企業管治守則之守則條文第A.6.4條，董事會已就董事及有關僱員進行本公司證券交易以書面制定不遜於標準守則之指引。「有關僱員」包括本集團任何僱員或發行人附屬公司或控股公司之董事或僱員，因該職位或受聘而可能掌握與本集團及其證券有關內幕消息。經對全體有關僱員進行特定查詢後，本公司確認，全體有關僱員於年內一直遵守有關證券交易之書面指引。

CORPORATE GOVERNANCE REPORT

企業管治報告

COMPANY SECRETARY

During the Year, the company secretary, Ms. LAU Jeanie, undertook at least 15 hours of relevant professional training, was an employee of the Company.

公司秘書

年內，公司秘書劉准羽女士(本公司僱員)已進行至少15個小時相關專業培訓。

SHAREHOLDERS' MEETINGS

Details of Directors' attendance records of the general meetings held during the Year were as follows:

股東大會

董事於年內舉行之股東大會之出席記錄詳情如下：

Number of meeting held during the Year	年內舉行之大會次數	Annual General Meeting held on 28 April 2017	Extraordinary General Meeting held 28 April 2017	Extraordinary General Meeting held on 19 December 2017
		於二零一七年四月二十八日舉行之股東週年大會	於二零一七年四月二十八日舉行之股東特別大會	於二零一七年十二月十九日舉行之股東特別大會
<i>Non-executive Directors</i>				
Mr. XU Yongjun (Note 1)	非執行董事 許永軍先生(附註1)	0/1	0/1	0/1
Mr. HUANG Junlong (Note 2)	黃均隆先生(附註2)	1/1	1/1	0/1
Dr. YAN Chengda (Note 3)	YAN Chengda博士(附註3)	1/1	1/1	0/1
Ms. LIU Ning (Note 4)	劉寧女士(附註4)	0/1	0/1	1/1
<i>Executive Directors</i>				
Dr. SO Shu Fai	執行董事 蘇樹輝博士	1/1	1/1	1/1
Mr. YU Zhiliang	余志良先生	1/1	1/1	1/1
Mr. WONG King Yuen	黃競源先生	1/1	1/1	1/1
<i>Independent non-executive Directors</i>				
Dr. WONG Wing Kuen, Alert	獨立非執行董事 王永權博士	1/1	1/1	1/1
Ms. CHEN Yanping	陳燕萍女士	1/1	1/1	1/1
Dr. SHI Xinping (Note 5)	史新平博士(附註5)	0/1	0/1	1/1
Mr. HE Qi (Note 5)	何琦先生(附註5)	0/1	0/1	1/1

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SHAREHOLDERS' MEETINGS (continued)

Notes:

- (1) Appointed as non-executive Director, the chairman of the Board and the chairman of the nomination committee of the Company with effect from 18 March 2016. Due to business affairs, Mr. XU could not attend the annual general meeting held on 28 April 2017, and the extraordinary general meetings held on 28 April 2017 and 19 December 2017. He had appointed Mr. HUANG to act on his behalf on 28 April 2017 and Ms. LIU to act on his behalf on 19 December 2017.
- (2) Appointed as non-executive Director and the member of the remuneration committee of the Company with effect from 18 March 2016. Mr. HUANG could not attend the extraordinary general meeting on 19 December 2017 and had appointed Ms. LIU to act on his behalf.
- (3) Appointed as non-executive Director of the Company with effect from 18 March 2016. Dr. YAN could not attend the extraordinary general meeting on 19 December 2017 but there were sufficient executive Directors, independent non-executive Directors and non-executive Directors present to enable the Board to develop a balanced understanding of the views of the Company's shareholders.
- (4) Ms. LIU could not attend the annual general meeting and the extraordinary general meeting held on 28 April 2017 but there were sufficient executive Directors, independent non-executive Directors and non-executive Directors present to enable the Board to develop a balanced understanding of the views of the Company's shareholders.
- (5) Dr. SHI and Mr. HE could not attend the annual general meeting and extraordinary general meeting on 28 April 2017 but there were sufficient executive Directors, independent non-executive Directors and non-executive Directors present to enable the Board to develop a balanced understanding of the views of the Company's shareholders.

Code Provision A.6.7 stipulates that independent non-executive Directors and other non-executive Directors should attend general meetings, and develop a balanced understanding of the views of shareholders. Mr. XU Yongjun and Ms. LIU Ning, both are non-executive Directors and Dr. SHI Xiping and Mr. HE Qi, an independent non-executive Director, did not attend the AGM and extraordinary general meeting of the Company held on 28 April 2017 due to other business engagement. Mr. XU Yongjun, Mr. HUANG Junlong, and Dr. YAN Chengda, all are non-executive Directors, did not attend the extraordinary general meeting of the Company held on 19 December 2017 due to other business engagement. However, there were sufficient executive Directors, independent non-executive Directors and non-executive Directors present to enable the Board to develop a balanced understanding of the views of the Company's shareholders.

Code Provision E.1.2 stipulates that the chairman of the Board should attend the annual general meeting. Mr. XU Yongjun, chairman of the Board, could not attend the AGM held on 28 April 2017 due to other business engagement which was a deviation from Code Provision E.1.2. However, he had appointed Mr. HUANG Junlong, a non-executive Director as his alternate director who chaired the AGM and answered questions for shareholders of the Company.

股東大會(續)

附註：

- (1) 自二零一六年三月十八日起獲委任為非執行董事、董事會主席兼本公司提名委員會主席。由於商務理由，許先生未能出席於二零一七年四月二十八日舉行之股東週年大會以及於二零一七年四月二十八日及二零一七年十二月十九日舉行之股東特別大會。彼已委任黃先生於二零一七年四月二十八日代表彼行事，及委任劉女士於二零一七年十二月十九日代表彼行事。
- (2) 自二零一六年三月十八日起獲委任為非執行董事兼本公司薪酬委員會成員。黃先生未能出席於二零一七年十二月十九日舉行之股東特別大會，並已委任劉女士代彼行事。
- (3) 自二零一六年三月十八日起獲委任為本公司獨立非執行董事。YAN博士未能出席於二零一七年十二月十九日舉行之股東特別大會，但已有足夠人數之執行董事、獨立非執行董事及非執行董事出席，令董事會得以瞭解並平衡本公司股東的意見。
- (4) 劉女士未能出席於二零一七年四月二十八日舉行之股東週年大會及股東特別大會，但已有足夠人數之執行董事、獨立非執行董事及非執行董事出席，令董事會得以瞭解並平衡本公司股東的意見。
- (5) 史博士及何先生未能出席於二零一七年四月二十八日舉行之股東週年大會及股東特別大會，但已有足夠人數之執行董事、獨立非執行董事及非執行董事出席，令董事會得以瞭解並平衡本公司股東的意見。

守則條文第A.6.7條訂明，獨立非執行董事及其他非執行董事應出席股東大會，以對股東之意見有公正之理解。非執行董事許永軍先生及劉寧女士以及獨立非執行董事史新平博士及何琦先生因其他事務未能出席於二零一七年四月二十八日舉行之本公司股東週年大會及股東特別大會。許先生、黃均隆先生及YAN Chengda博士(全為非執行董事)因其他事務並無出席於二零一七年十二月十九日舉行之本公司股東特別大會。然而，會有足夠之執行董事、獨立非執行董事及非執行董事出席，以確保董事會對本公司股東之意見有公正之理解。

守則條文第E.1.2條訂明，董事會主席應出席股東週年大會。董事會主席許永軍先生因其他事務未能出席於二零一七年四月二十八日舉行之股東週年大會，此乃偏離守則條文第E.1.2條。然而，彼已委任非執行董事黃均隆先生為彼之替任董事，以主持股東週年大會及回答本公司股東疑問。

CORPORATE GOVERNANCE REPORT

企業管治報告

SHAREHOLDERS' MEETINGS (continued)

The Company considers that effective communication with shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company also recognises the importance of transparency and timely disclosure of corporate information, which will enable shareholders and investors to make the best investment decisions.

The Company established different communication channels with shareholders and investors, including (i) printed copies of corporate communications (including but not limited to annual reports, interim reports, notices of meetings, circulars and proxy forms and other corporate information) required under the Listing Rules; (ii) the general meetings of the Company provide a forum for communication between the Board and the shareholders. The Chairman of the Board as well as the respective chairman of the Nomination Committee, the Remuneration Committee and the Audit Committee or, in their absence, other members of the respective committees are available to answer questions for shareholders and stakeholders at the general meetings; (iii) the Company's registrars deal with shareholders for share registration and related matters; and (iv) the Directors and/or investor relationship team of the Company handles enquiries from shareholders and investors generally.

SHAREHOLDERS' RIGHT

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

AGM of the Company serves as an effective forum for communication between shareholders and the Board. Notice of the AGM together with the meeting materials are despatched to all shareholders not less than 21 days and not less than 20 business days prior to the AGM.

The chairman of the Board and of Audit Committee, Remuneration Committee and Nomination Committee, or in their absence, other members of the respective Committees, are invited to the AGM to answer questions from shareholders. External auditors are also invited to attend the AGM to answer questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and auditor independence.

股東大會(續)

本公司認為與股東之有效溝通，對改善投資者關係以及讓投資者了解本集團之業務表現及策略而言至關重要。本公司亦重視公司資料之透明度且及時披露之情況，以使股東及投資者作出最佳投資決策。

本公司與股東及投資者已建立不同的溝通途徑，包括(i)上市規則所規定公司通訊之印刷本(包括但不限於年報、中期報告、會議通告、通函及代表委任表格以及其他公司資料)；(ii)本公司股東大會為董事會及股東之間提供溝通平台。董事會主席及提名委員會、薪酬委員會及審核委員會各自之主席(或倘彼等缺席，則相關委員會之其他成員)將於股東大會上回應股東及權益持有人之提問；(iii)本公司之股份過戶登記處為股東處理股份登記及相關事宜；及(iv)董事及／或本公司投資者關係團隊一般處理股東及投資者之查詢。

股東權利

本公司致力尋求與股東開展積極對話，並向股東、投資者及其他權益持有人披露有關本集團重大發展的資料。

本公司之股東週年大會為股東與董事會提供一個有效之溝通平台。股東週年大會通告連同會議資料均於召開股東週年大會前不少於21日及不少於20個營業日寄發予全體股東。

董事會、審核委員會、薪酬委員會及提名委員會之主席或如彼等未能出席，則由各委員會之其他成員獲邀出席股東週年大會並於會上回答股東問題。外聘核數師亦獲邀出席股東週年大會並於會上回答有關審核工作、編製核數師報告及報告內容、會計政策及核數師獨立性問題。



CORPORATE GOVERNANCE REPORT

企業管治報告

SHAREHOLDERS' RIGHT (continued)

The Company's last AGM was held on 28 April 2017 and extraordinary general meetings were held on 28 April 2017 and 19 December 2017. All the resolutions proposed at these meetings were approved by shareholders of the Company by poll. Details of the poll results are available under the "Announcements and Notices" section of the Company's website at <http://ir.cmland.hk>.

Vote of shareholders at general meeting will be taken by poll in accordance with the Listing Rules, unless otherwise required and permitted. Detailed procedures for conducting a poll will be explained to the shareholders at the inception of general meeting to ensure that shareholders are familiar with such voting procedures. Separate resolution will be proposed by the chairman of general meeting in respect of each substantial issue. The poll results will be posted on the websites of the Company and the Stock Exchange on the same business day of the general meeting.

Pursuant to the Articles of Association of the Company, general meetings can be convened on the written requisition of any two or more members of the Company deposited at the principal place of business of the Company in Hong Kong at:

Room 2603 to 2606, 26/F, China Merchants Tower
Shun Tak Centre
Nos. 168–200 Connaught Road Central
Hong Kong

股東權利(續)

本公司最後一次股東週年大會已於二零一七年四月二十八日舉行，而股東特別大會已分別於二零一七年四月二十八日及二零一七年十二月十九日舉行。會上所有提呈決議案以點算股數方式表決獲本公司股東批准。有關表決結果之詳情載於本公司網站 <http://ir.cmland.hk>「公告及通告」一欄。

除非另有規定及允許，否則股東將根據上市規則於股東大會上以點算股數方式表決投票。投票程序詳情將於股東大會開始時向股東說明，以確保股東熟悉該等投票程序。股東大會主席將會就每項重要事宜個別提出決議案。投票結果將於召開股東大會同一個營業日內於本公司及聯交所網站刊登。

根據本公司之組織章程細則，股東大會可應本公司任何兩名或多名股東之書面請求而召開，有關請求須送達本公司於香港之主要辦事處：

香港
干諾道中168–200號
信德中心
招商局大廈26樓2603至2606室

CORPORATE GOVERNANCE REPORT

企業管治報告

SHAREHOLDERS' RIGHT (continued)

specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. General meetings may also be convened on the written requisition of any one member of the Company which is a recognised clearing house (or its nominee(s)) deposited at the principal place of business of the Company in Hong Kong as set out above specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

CORPORATE COMMUNICATION

The Group should announce its annual results and interim results in a timely manner before the time limits set out in the Listing Rules. Separate resolutions are proposed at the annual general meetings on each separate issue, including the election of individual Directors. In addition, procedures for demanding a poll at the annual general meeting will also be included in the circular to shareholders dispatched together with this report.

The Group maintains a website of <http://ir.cmland.hk> which enables shareholders of the Company, investors and the general public to access to the information of the Group on a timely basis. Financial information and all corporate communications of the Group are made available on the Group's website and updated regularly.

Shareholders should direct their questions about their shareholdings to the Company's Hong Kong branch share registrar: Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.

股東權利(續)

當中列明大會之主要商議事項並由請求人簽署，惟該等請求人於送達請求之日須持有本公司不少於十分之一之實繳股本(附帶本公司股東大會之投票權)。股東大會亦可應本公司任何一名股東(為一間認可結算所(或其代理人))之書面請求而召開，有關請求須送達上述本公司於香港之主要營業地點，當中列明大會之主要商議事項並由請求人簽署，惟該請求人於送達請求之日須持有本公司不少於十分之一之實繳股本(附帶本公司股東大會之投票權)。倘董事會於送達請求之日起計21日內未有按既定程序召開大會(該大會將在請求發出日後21天內舉行)，則請求人本身或代表彼等所持全部投票權超過半數以上之任何請求人可按盡量接近董事會召開大會之相同方式召開股東大會，惟按上述方式召開之任何大會不得於送達有關請求之日起計三個月屆滿後召開，且本公司須向請求人償付彼等因應董事會未有召開大會而產生之所有合理費用。

企業通訊

本集團應於上市規則所載時限前適時公佈其年度業績及中期業績。於股東週年大會上將就各個別事項提呈個別決議案，包括推選個別董事。此外，要求於股東週年大會以點算股數表決之程序將納入連同本報告寄發予股東之通函內。

本集團設立<http://ir.cmland.hk>網站使本公司股東、投資者及公眾人士可適時獲得本集團資料。本集團之財務資料及所有企業通訊可從本集團網站取得，並會定期更新。

股東如對名下持股有任何問題，應向本公司之香港股份過戶登記分處卓佳登捷時有限公司提出，地址為：香港皇后大道東183號合和中心22樓。



INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



TO THE MEMBERS OF CHINA MERCHANTS LAND LIMITED

(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of China Merchants Land Limited (the "Company") and its subsidiaries (hereinafter collectively referred to as the "Group") set out on pages 110 to 259, which comprise the consolidated statement of financial position as at 31 December 2017, 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 2017, 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 (the "HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

致：
招商局置地有限公司之股東
(於開曼群島註冊成立之有限公司)

意見

本核數師(以下簡稱「我們」)已審核載於第110至259頁之招商局置地有限公司(「貴公司」)及其附屬公司(統稱為「貴集團」)之綜合財務報表。此等綜合財務報表包括二零一七年十二月三十一日之綜合財務狀況表及截至該日止年度之綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註(包括主要會計政策概要)。

我們認為，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」)真實公平地反映貴集團於二零一七年十二月三十一日之綜合財務狀況及其截至該日止年度之綜合財務表現及綜合現金流量，並已按照香港公司條例之披露規定適當地編製。



INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAs”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (“the Code”) and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

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

意見基準

我們根據香港會計師公會頒佈之香港核數準則(「香港核數準則」)進行審核。我們於該等準則下之責任進一步於我們報告中核數師對審核綜合財務報表之責任一節描述。根據香港會計師公會之國際職業會計師道德守則(「守則」)，我們獨立於貴集團，並根據該等規定及守則履行其他道德責任。我們相信，我們所獲得之審核憑證能充分及適當地為我們之意見提供基準。

關鍵審核事項

關鍵審核事項為根據我們的專業判斷，認為對本期綜合財務報表之審核最為重要之事項。該等事項於我們審核綜合財務報表及出具意見時處理，而我們不會就該等事項提供單獨意見。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (continued)

Carrying value of properties for sale

Refer to note 22 to the consolidated financial statements and the accounting policies on page 140.

The key audit matter

關鍵審核事項

The Group has properties for sale with carrying value of approximately RMB33,293,771,000 as at 31 December 2017. It represents completed properties for sale and properties under development for sale of approximately RMB7,311,498,000 and RMB25,982,273,000 respectively, and is held at the lower of cost and net realisable value.

於二零一七年十二月三十一日，貴集團擁有賬面值約為人民幣33,293,771,000元之可供出售物業。可供出售物業指持作出售已竣工物業及可供出售發展中物業分別約人民幣7,311,498,000元及人民幣25,982,273,000元，並按成本及可變現淨值兩者之較低者持有。

Assessments of the net realisable values of completed properties for sale and properties under development for sales are carried out at each reporting date and are dependent on the Group's estimates of selling prices, costs of completion (if any) and selling expenses.

持作出售已竣工物業及可供出售發展中物業之可變現淨值之評估於各報告日期進行，並取決於貴集團對售價、竣工成本(如有)及出售開支之估計。

A change in the Group's estimate of selling prices, costs of completion or selling expenses could have a material impact on the carrying value of properties for sale in the Group's consolidated financial statements.

貴集團對售價、竣工成本或出售開支之估計之變動可能對貴集團綜合財務報表中可供出售物業之賬面值構成重大影響。

關鍵審核事項(續)

可供出售物業之賬面值

參閱綜合財務報表附註22及第140頁之會計政策。

How the matter was addressed in our audit

我們於審核時如何處理事項

Our procedures were designed to review the management's assessment process and understand and assess the reasonableness of the methods and assumptions used to estimate the net realisable value of properties for sale.

我們之程序旨在檢討管理層之評估過程，並瞭解及評估估計可供出售物業之可變現淨值所用方法及假設之合理性。

We have discussed with management to understand the status and future plan for each property development project and assessed the assumptions of management's assessment including but not limited to estimated selling prices, costs of completion and selling expenses. In the assessment process, we have also considered estimated selling prices against available recent prices achieved in the relevant real estate market, if any, the ageing of properties for sale and sufficiency of provision for slow-moving items.

我們已就各房地產開發項目與管理層進行討論，以瞭解有關狀況及未來計劃，及評估管理層之評估假設(包括但不限於估計售價、竣工成本及出售開支)。於評估過程中，我們亦已針對相關房地產市場之近期成交價(如有)、可供出售物業之老化情況以及滯銷項目撥備之充足性考慮估計售價。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS *(continued)*

Valuation of amounts due from associates, joint ventures and non-controlling equity holders of the Group

Refer to note 23 to the consolidated financial statements and the accounting policies from pages 144 and 146.

The key audit matter

關鍵審核事項

The Group has amounts due from associates, joint ventures and non-controlling equity holders of the Group of approximately RMB801,461,000, RMB7,309,669,000 and RMB3,958,767,000 respectively as at 31 December 2017.

於二零一七年十二月三十一日，貴集團分別擁有應收聯營公司、合營企業及貴集團非控股權益持有人款項約人民幣801,461,000元、人民幣7,309,669,000元及人民幣3,958,767,000元。

There are significant judgement and assumptions involved as to the ability to repay the outstanding amounts by the respective entities. 各實體償還尚未償還款項之能力涉及重大判斷及假設。

關鍵審核事項(續)

應收聯營公司、合營企業及貴集團非控股權益持有人款項之估值

參閱綜合財務報表附註23及第144及146頁之會計政策。

How the matter was addressed in our audit

我們於審核時如何處理事項

Our procedures were designed to review the management's assessment process and understand and assess the reasonableness of the methods and assumptions used to estimate the recoverability of amounts due from the respective entities.

我們之程序旨在檢討管理層之評估過程，並瞭解及評估估計應收各實體款項之可收回程度所用之方法及假設之合理性。

We have discussed the indicators of possible impairment with the management and, where such indicators were identified, assessed the management's impairment testing; and 我們已就可能出現之減值跡象與管理層討論，及倘發現該等跡象，對管理層之減值測試進行評估；及

We have understood and assessed the assumptions and critical judgment used by the management by assessing the reliability of the management's past estimates and taking into account the calculation methodologies, economic factors, financial position of the respective entities and settlements received after year end, if any.

我們已透過評估管理層過往估計之可靠性及考慮計算方法、經濟因素、各實體之財務狀況及於年結後收取之結算(如有)，瞭解及評估管理層所用之假設及重大判斷。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (continued)

Income tax

Refer to notes 9 and 21 to the consolidated financial statements and the accounting policies from pages 156 and 158.

The key audit matter

關鍵審核事項

The Group is subject to Land Appreciation Tax ("LAT") in the People's Republic of China (the "PRC"). However, the implementation of the tax varies amongst different cities of the PRC and certain projects of the Group have not finalised their LAT calculations with their local tax authorities. Accordingly, significant judgement and estimates from the management of the Group are required in determining the amount of LAT and the corresponding deferred tax assets arising from LAT.

貴集團須繳納中華人民共和國(「中國」)土地增值稅(「土地增值稅」)。然而，實施此項徵稅乃因中國不同城市而異，且貴集團尚未與當地稅務機關確定若干項目之土地增值稅計算方法。因此，於釐定土地增值稅金額及因土地增值稅產生之相應遞延稅項資產時，貴集團管理層須作出重大判斷及估計。

As at 31 December 2017, the Group has recognised deferred tax assets of approximately RMB670,831,000 in the consolidated statement of financial position, of which approximately RMB539,414,000 arose from LAT provision. For the year ended 31 December 2017, income tax expense recognised in the consolidated statement of profit or loss and other comprehensive income of approximately RMB2,362,495,000, of which approximately RMB1,168,684,000 and RMB178,353,000 represented LAT charge and a credit of deferred tax arising from LAT, respectively.

於二零一七年十二月三十一日，貴集團已於綜合財務狀況表確認遞延稅項資產約人民幣670,831,000元，其中約人民幣539,414,000元自土地增值稅撥備產生。截至二零一七年十二月三十一日止年度，於綜合損益及其他全面收益表確認之所得稅開支約為人民幣2,362,495,000元，其中約人民幣1,168,684,000元及人民幣178,353,000元分別指土地增值稅開支及土地增值稅產生之遞延稅項抵免。

關鍵審核事項(續)

所得稅

參閱綜合財務報表附註9及21以及第156及158頁之會計政策。

How the matter was addressed in our audit

我們於審核時如何處理事項

Our procedures were designed to review the management's own calculation of LAT and corresponding deferred tax assets and assessed the reasonableness of the methods and assumptions used in the calculations.

我們之程序旨在檢討管理層自身對土地增值稅及相應遞延稅項資產之計算，及評估計算時所用之方法及假設之合理性。

We have understood and assessed the assumptions and critical judgment used by the management in computing LAT provision by assessing the reliability of the management's past estimates and taking into account the calculation methodologies, relevant laws and regulations, and stages of completion of the property development projects.

我們已透過評估管理層過往估計之可靠性及考慮計算方法、相關法律法規及房地產開發項目之竣工階段，瞭解及評估管理層用於計算土地增值稅撥備之假設及重大判斷。



INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS *(continued)*

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors of the Company and Audit Committee 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 the Hong Kong Companies Ordinance, and for such internal control as the directors of the Company determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors of the Company are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors of the Company either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Audit Committee is responsible for overseeing the Group's financial reporting process.

關鍵審核事項 *(續)*

除綜合財務報表及核數師報告以外之資料

貴公司董事須對其他資料負責。其他資料包括年報所載資料，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表之意見並不涵蓋其他資料，我們亦不對其他資料發表任何形式之鑒證結論。

於審核綜合財務報表時，我們之責任為閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或我們在審核過程中所瞭解之情況有重大不符，或者似乎有重大錯誤陳述。基於已執行之工作，倘我們認為此其他資料有重大錯誤陳述，則須報告該事實。我們概無有關此方面之任何報告。

貴公司董事及審核委員會就綜合財務報表須承擔之責任

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之披露規定，編製真實而公平之綜合財務報表，以及負責貴公司董事認為屬必要之內部監控，以確保編製綜合財務報表時不存在由於欺詐或錯誤而導致之重大錯誤陳述。

於編製綜合財務報表時，貴公司董事負責評估貴集團持續經營之能力，並在適用情況下披露與持續經營有關之事項，以及使用持續經營會計基礎，除非貴公司董事有意將貴集團清盤或停業，或別無其他現實之替代方案。

審核委員會負責監督貴集團財務報告過程。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (continued)

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.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors of the Company.

關鍵審核事項(續)

核數師就審核綜合財務報表須承擔之責任

我們之目標為就綜合財務報表整體是否不存在由於欺詐或錯誤而導致之重大錯誤陳述取得合理保證，並根據我們協定之委聘條款僅向閣下發出包括我們意見之核數師報告，除此之外，我們之報告不可用作其他用途。我們概不就本報告之內容，對任何其他人士負責或承擔責任。合理保證屬高度保證，但並非關於根據香港核數準則進行之審核總能發現某一存在之重大錯誤陳述之擔保。錯誤陳述可由欺詐或錯誤引起，倘在個別或整體合理預期情況下可影響使用者根據該等綜合財務報表作出之經濟決定，則有關錯誤陳述可被視作重大。

作為根據香港核數準則進行之審核工作之一部分，我們於整個審核過程中行使專業判斷並抱持專業懷疑態度。我們亦：

- 識別及評估綜合財務報表由於欺詐或錯誤而導致之重大錯誤陳述風險，設計及執行審核程序以應對該等風險，以及獲取充分及適當審核憑證為我們之意見提供基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或僭越內部監控的情況，故因未能發現欺詐而導致之重大錯誤陳述風險高於因未能發現錯誤而導致之重大錯誤陳述風險。
- 瞭解有關審核之內部監控，以設計在各種情況下適當之審核程序，但並非旨在對貴集團內部監之成效發表意見。
- 評估董事所用會計政策之恰當性及所作會計估計及相關披露之合理性。



INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS *(continued)*

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements *(continued)*

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

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

關鍵審核事項 *(續)*

核數師就審核綜合財務報表須承擔之責任 *(續)*

- 總結本公司董事採用持續經營會計基礎之恰當性，並根據已獲得之審核憑證，總結是否存在與事件或情況有關之重大不明朗因素，可能令貴集團之持續經營能力嚴重成疑。倘我們得出結論認為存在重大不明朗因素，我們須於核數師報告中提請使用者注意綜合財務報表內之相關披露，或倘有關披露不足，則修訂我們之意見。我們之結論以截至核數師報告日期所獲得之審核憑證為基礎。然而，未來事件或情況可能導致貴集團不再持續經營。
- 評估綜合財務報表之整體呈報、架構及內容(包括披露資料)，以及綜合財務報表是否已公允反映相關交易及事件。
- 就貴集團內實體或業務活動之財務資料獲得充足及適當之審核憑證，以就綜合財務報表發表意見。我們負責指導、監督及執行貴集團之審核工作。我們就我們之審核意見承擔全部責任。

我們與審核委員會溝通(其中包括)審核工作之計劃範圍、時間及重大審核發現，該等發現包括我們於審核期間所識別之內部監控之任何重大缺陷。



INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS *(continued)*

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements *(continued)*

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

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

The engagement partner on the audit resulting in this independent auditor's report is Wong Hon Kei, Anthony.

SHINEWING (HK) CPA Limited

Certified Public Accountants

Wong Hon Kei, Anthony

Practising Certificate Number: P05591

Hong Kong

20 March 2018

關鍵審核事項(續)

核數師就審核綜合財務報表須承擔之責任(續)

我們亦向審核委員會提交聲明，說明我們已遵守有關獨立性之相關道德要求，並與彼等溝通可能被合理認為會影響我們獨立性之所有關係及其他事項以及相關防範措施(倘適用)。

從與審核委員會溝通之事項中，我們決定該等事項對本期綜合財務報表之審核最為重要，因而構成關鍵審核事項。我們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有關事項，或於極端罕見之情況下，倘合理預期在報告中溝通某事項造成之負面後果超過其產生之公眾利益，則我們決定不應在報告中傳達該事項。

本獨立核數師報告之審核項目合夥人為執業會計師黃漢基。

信永中和(香港)會計師事務所有限公司

執業會計師

黃漢基

執業證書號碼：P05591

香港

二零一八年三月二十日

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 2017

截至二零一七年十二月三十一日止年度

		Notes 附註	2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Revenue	收益	5	17,310,562	11,606,442
Cost of sales	銷售成本		(11,604,104)	(8,269,296)
Gross profit	毛利		5,706,458	3,337,146
Other income	其他收入	7	198,341	213,032
Net foreign exchange gains (losses)	匯兌收益(虧損)淨額		198,625	(190,249)
Selling and marketing expenses	銷售及營銷支出		(323,972)	(269,760)
Administrative expenses	行政支出		(140,611)	(130,201)
Fair value loss on derivative financial instruments	衍生金融工具之公平值虧損	30	(13,983)	(56,524)
Share of profits (losses) of associates	分佔聯營公司之溢利(虧損)	17	137,379	(44,030)
Share of profits (losses) of joint ventures	分佔合營企業之溢利(虧損)	18	1,139	(20,930)
Gain on deemed disposal of joint ventures	視作出售合營企業之收益	18	1,031	–
Finance costs	融資成本	8	(462,929)	(296,165)
Profit before tax	除稅前溢利	10	5,301,478	2,542,319
Income tax expense	所得稅支出	9	(2,362,495)	(1,427,265)
Profit for the year	本年度溢利		2,938,983	1,115,054
Other comprehensive income, net of income tax	其他全面收入(扣除所得稅)			
Item that may be reclassified subsequently to profit or loss:	其後可重新分類至損益之項目：			
Exchange differences arising on translating foreign operations	換算海外業務產生之匯兌差額		(24,365)	20,166
Profit and total comprehensive income for the year	本年度溢利及全面收入總額		2,914,618	1,135,220
Profit for the year attributable to:	以下人士應佔本年度溢利：			
Owners of the Company	本公司擁有人		1,638,124	811,449
Non-controlling interests	非控股權益		1,300,859	303,605
			2,938,983	1,115,054
Profit and total comprehensive income for the year attributable to:	以下人士應佔本年度溢利及全面收入總額：			
Owners of the Company	本公司擁有人		1,613,759	831,615
Non-controlling interests	非控股權益		1,300,859	303,605
			2,914,618	1,135,220
Earnings per share	每股盈利	13		
Basic (RMB cents)	基本(人民幣分)		33.40	16.54
Diluted (RMB cents)	攤薄(人民幣分)		30.61	16.54

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2017

於二零一七年十二月三十一日

			2017	2016
		Notes	二零一七年	二零一六年
		附註	RMB'000	RMB'000
			人民幣千元	人民幣千元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	136,888	61,913
Investment properties	投資物業	15	1,183,563	801,159
Goodwill	商譽	16	160,210	160,210
Interests in associates	於聯營公司之權益	17	330,364	192,985
Interests in joint ventures	於合營企業之權益	18	1,453,514	108,644
Available-for-sale investments	可供出售投資	19	18,750	-
Other receivables	其他應收款項	20	-	745,791
Deferred tax assets	遞延稅項資產	21	670,831	500,662
			3,954,120	2,571,364
Current assets	流動資產			
Properties for sale	可供出售物業	22	33,293,771	32,035,534
Deposits paid for acquisitions of land use rights	收購土地使用權所付按金		1,115,000	1,275,940
Trade and other receivables	業務及其他應收款項	23	14,030,234	6,307,077
Tax recoverable	可收回稅項		240,241	329,080
Derivative component of convertible bonds	可換股債券之衍生工具部分	30	83,254	116,451
Bank balances and cash	銀行結餘及現金	24	5,100,692	5,810,922
			53,863,192	45,875,004
Current liabilities	流動負債			
Deposits received in respect of pre-sale of properties	已收預售物業按金		7,272,992	10,350,183
Trade and other payables	業務及其他應付款項	25	12,257,572	6,060,389
Loans from equity holders	權益持有人貸款	26	4,078,935	6,443,021
Tax payable	應付稅項		971,876	624,925
Bank and other borrowings	銀行及其他借貸	28	1,773,095	2,572,000
Bonds payable	應付債券	29	3,231,826	-
Convertible bonds	可換股債券	30	1,691,604	-
Derivative component of convertible bonds	可換股債券之衍生工具部分	30	55,892	-
			31,333,792	26,050,518
Net current assets	流動資產淨值		22,529,400	19,824,486
Total assets less current liabilities	資產總值減流動負債		26,483,520	22,395,850
Non-current liabilities	非流動負債			
Loans from equity holders	權益持有人貸款	26	2,456,311	207,374
Other payables	其他應付款項	27	23,755	14,748
Bank and other borrowings	銀行及其他借貸	28	1,977,934	2,705,590
Bonds payable	應付債券	29	-	3,426,732
Convertible bonds	可換股債券	30	-	1,714,915
Derivative component of convertible bonds	可換股債券之衍生工具部分	30	-	73,044
Deferred tax liabilities	遞延稅項負債	21	254,294	145,477
			4,712,294	8,287,880
Net assets	資產淨值		21,771,226	14,107,970

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2017

於二零一七年十二月三十一日

			2017	2016
		Notes	二零一七年	二零一六年
		附註	RMB'000	RMB'000
			人民幣千元	人民幣千元
Capital and reserves	資本及儲備			
Share capital	股本	31	39,132	39,132
Reserves	儲備		7,375,466	5,954,284
Equity attributable to owners of the Company	本公司擁有人應佔權益		7,414,598	5,993,416
Non-controlling interests	非控股權益	43	14,356,628	8,114,554
Total equity	權益總額		21,771,226	14,107,970

The consolidated financial statements on pages 110 to 259 were approved and authorised for issue by the board of directors on 20 March 2018 and are signed on its behalf by:

第110至259頁之綜合財務報表由董事會於二零一八年三月二十日批准及授權發行及以下董事代表簽署：

YU ZHILIANG

余志良
Director
董事

WONG KING YUEN

黃競源
Director
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

Attributable to the owners of the Company

本公司權益擁有人應佔

		Share capital	Share premium	Other reserves	Equity	Convertible	Translation reserve	Retained profits	Total	Non-controlling interests	Total equity
					transaction reserve	bonds equity reserve					
		股本	股份溢價	其他儲備	權益交易儲備	可換股價券權益儲備	匯兌儲備	保留溢利	總計	非控股權益	權益總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
				(Note ii) (附註ii)				(Note i) (附註i)			
At 1 January 2016	於二零一六年一月一日	39,132	6,141,972	(2,402,195)	(957,977)	414,329	27,516	1,915,419	5,178,196	6,506,894	11,685,090
Profit for the year	本年度溢利	-	-	-	-	-	-	811,449	811,449	303,605	1,115,054
Other comprehensive income for the year:	本年度其他全面收益：										
- Exchange differences arising on translating of foreign operations	- 海外業務換算產生之匯兌差額	-	-	-	-	-	20,166	-	20,166	-	20,166
Profit and total comprehensive income for the year	本年度溢利及全面收益總額	-	-	-	-	-	20,166	811,449	831,615	303,605	1,135,220
Deemed disposal of a subsidiary without change of control (Notes 32 (i) and (ii))	在控制權未有變動下視作出售一家附屬公司(附註32(i)及(ii))	-	-	-	4,043	-	-	-	4,043	(4,043)	-
Capital injection from non-controlling equity holders (Note iii)	來自非控股權益持有人之注資(附註iii)	-	-	-	-	-	-	-	-	1,030,235	1,030,235
Acquisition of non-wholly owned subsidiaries accounted for as assets acquisition (Note 33)	作為資產收購入賬之非全資附屬公司收購(附註33)	-	-	-	-	-	-	-	-	291,372	291,372
Incorporation of a non-wholly owned subsidiary	註冊成立一家非全資附屬公司	-	-	-	-	-	-	-	-	6,000	6,000
Dividend declared to non-controlling equity holders (Note 12)	向非控股權益持有人宣派股息(附註12)	-	-	-	-	-	-	-	-	(19,509)	(19,509)
Dividend declared (Note 12)	已宣派股息(附註12)	-	(20,438)	-	-	-	-	-	(20,438)	-	(20,438)
At 31 December 2016	於二零一六年十二月三十一日	39,132	6,121,534	(2,402,195)	(953,934)	414,329	47,682	2,726,868	5,993,416	8,114,554	14,107,970
At 1 January 2017	於二零一七年一月一日	39,132	6,121,534	(2,402,195)	(953,934)	414,329	47,682	2,726,868	5,993,416	8,114,554	14,107,970
Profit for the year	本年度溢利	-	-	-	-	-	-	1,638,124	1,638,124	1,300,859	2,938,983
Other comprehensive income for the year:	本年度其他全面收益：										
- Exchange differences arising on translating of foreign operations	- 海外業務換算產生之匯兌差額	-	-	-	-	-	(24,365)	-	(24,365)	-	(24,365)
Profit and total comprehensive income for the year	本年度溢利及全面收益總額	-	-	-	-	-	(24,365)	1,638,124	1,613,759	1,300,859	2,914,618
Deemed disposal of a subsidiary without change of control (Note 32(iii))	在控制權未有變動下視作出售一家附屬公司(附註32(iii))	-	-	-	3,393	-	-	-	3,393	(3,393)	-
Capital injection by non-controlling equity holders (Note iii)	來自非控股權益持有人之注資(附註iii)	-	-	-	-	-	-	-	-	5,143,619	5,143,619
Dividend declared to non-controlling equity holders (Note 12)	向非控股權益持有人宣派股息(附註12)	-	-	-	-	-	-	-	-	(199,011)	(199,011)
Dividend declared (Note 12)	已宣派股息(附註12)	-	(195,970)	-	-	-	-	-	(195,970)	-	(195,970)
At 31 December 2017	於二零一七年十二月三十一日	39,132	5,925,564	(2,402,195)	(950,541)	414,329	23,317	4,364,992	7,414,598	14,356,628	21,771,226

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

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Notes:

- (i) Included in retained profits of approximately RMB586,705,000 (2016: RMB379,647,000) represents statutory reserve of the subsidiaries established in the People's Republic of China (the "PRC"). According to the relevant laws in the PRC, wholly foreign-owned enterprises in the PRC are required to transfer their net profit after tax, as determined under the PRC accounting regulations, to a non-distributable reserve fund before the distribution of a dividend to equity owners. Such reserve fund can be used to offset the previous years' losses, if any, and is non-distributable other than upon liquidation.
- (ii) The other reserves comprise of:
- (a) The deemed consideration from the immediate holding company, Success Well Investments Limited ("Success Well") arising from the completion of restructuring in prior years;
- (b) The consideration of the sales shares arising from the restructuring in prior years as deemed distribution to Success Well; and
- (c) The difference between (i) the consideration of the restructuring; and (ii) the paid-up capital of the entities involved in the restructuring contributed by intermediate holding company, Eureka Investment Company Limited at the date of restructuring, deducted by the share capital and share premium of the Company at the date of restructuring.
- (iii) During the years ended 31 December 2017 and 2016, non-controlling equity holders injected capital into the following subsidiaries:
- (a) On 30 March 2016, Shenzhen Jiayin Shengshi Investment Management Partnership Co. Ltd.* ("Jiayin Shengshi") subscribed registered capital of Foshan Yi Yun Guan Yuan Property Development Co., Ltd.* ("Yi Yun Guan Yuan") of RMB20,000,000, a non wholly-owned subsidiary of the Company, for details please see note 32(i).
- (b) On 28 December 2016, Shenzhen Lianxin Investment and Management Company Limited* subscribed registered capital of RMB49,000,000 to incorporate a subsidiary, 南京招平利盛投資有限公司.
- (c) On 30 June 2016, Nanjing Renyuan Investment Co., Ltd.* ("Nanjing Renyuan") and Poly Jiangsu Real Estate Development Co., Ltd.* ("Poly Jiangsu") subscribed registered capital of Nanjing Shanjiyei Property Development Company Limited* ("Nanjing Shanjiyei"), a non wholly-owned subsidiary of the Company, of RMB490,000,000 in total. On 28 December 2016, Nanjing Renyuan and Poly Jiangsu further subscribed registered capital of Nanjing Shanjiyei of RMB470,000,000 and contributed capital reserve of RMB1,235,000. As a result the registered capital of Nanjing Shanjiyei increased to RMB1,500,000,000, for details please see note 32(ii).
- (d) On 1 November 2017, the intermediate holding company, China Merchants Shekou Industrial Zone Holdings Co., Ltd. ("China Merchants Shekou") and China Merchants Land (Shenzhen) Limited* ("China Merchants Land (Shenzhen)"), a wholly-owned subsidiary of the Company, subscribed for the registered capital of Merchants Nanjing Real Estate Co., Ltd.* ("Merchants Nanjing") of RMB4,900,000,000 and RMB5,100,000,000 respectively. As a result, the registered capital and capital reserve of Merchants Nanjing increased from RMB30,000,000 to RMB158,380,800, and nil to RMB9,871,619,200 respectively. The proportion effective ownership interest held by the Group remains unchanged at 51%.

附註:

- (i) 保留溢利約人民幣586,705,000元(二零一六年: 人民幣379,647,000元)為於中華人民共和國(「中國」)成立之附屬公司之法定儲備。根據中國相關法律, 於中國之外商獨資企業於向權益持有人分派股息前, 須轉撥除稅後溢利淨額(按中國會計規例所釐定)至不可分派儲備基金。有關儲備基金可用作抵銷過往年度之虧損, 且除非清盤, 否則該儲備基金為不可分派。
- (ii) 其他儲備包括:
- (a) 過往年度重組完成所產生來自直接控股公司成惠投資有限公司(「成惠」)之視作代價;
- (b) 過往年度重組完成所產生銷售股份之代價視作向成惠之分派; 及
- (c) (i)重組之代價; 與(ii)參與由間接控股公司瑞嘉投資實業有限公司注資之重組事項之實體於重組日期之實繳股本之差異, 扣除本公司於重組日期之股本與股份溢價。
- (iii) 截至二零一七及二零一六年十二月三十一日止年度, 非控股權益持有人向下列附屬公司注資。
- (a) 於二零一六年三月三十日, 深圳佳銀盛世投資管理合夥企業(有限合夥)(「佳銀盛世」)認購佛山依雲觀園房地產有限公司(「依雲觀園」)之註冊資本人民幣20,000,000元, 有關詳情請見附註32(i)。
- (b) 於二零一六年十二月二十八日, 深圳聯新投資管理有限公司認購註冊資本人民幣49,000,000元以註冊成立附屬公司南京招平利盛投資有限公司。
- (c) 於二零一六年六月三十日, 南京仁遠投資有限公司(「南京仁遠」)及保利江蘇房地產發展有限公司(「保利江蘇」)認購非全資附屬公司南京善杰義房地產開發有限公司(「南京善杰義」)之註冊資本合共人民幣490,000,000元。於二零一六年十二月二十八日, 南京仁遠及保利江蘇進一步認購南京善杰義之註冊資本人民幣470,000,000元並貢獻資本儲備人民幣1,235,000元。因此, 南京善杰義之註冊資本增加至人民幣1,500,000,000元, 有關詳情請見附註32(ii)。
- (d) 於二零一七年十一月一日, 本公司間接控股公司招商局蛇口工業區控股股份有限公司(「招商蛇口」)及全資附屬公司招商局置地(深圳)有限公司(「招商局置地(深圳)」)分別認購招商局地產(南京)有限公司(「南京招商」)之註冊資本人民幣4,900,000,000元及人民幣5,100,000,000元。因此, 南京招商之註冊資本及資本儲備分別由人民幣30,000,000元增加至人民幣158,380,800元及由零增加至人民幣9,871,619,200元。本集團持有的實際擁有權益比例維持不變, 為51%。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

Notes: (continued)

(iii) (continued)

- (e) On 30 June 2017, Merchants Property Development (Guangzhou) Limited* (“Merchants Guangzhou”), a wholly-owned subsidiary of the Company, 廣東新南達電纜實業有限公司 (「廣東新南達」) and 佛山市金城速凍食品有限公司 (「佛山市金城」) had signed an agreement to capitalise advances to Foshan Kai Da Cheng Investment Development Co., Ltd.* (“Foshan Kai Da Cheng”) of approximately RMB253,521,000, RMB69,594,000 and RMB173,985,000 respectively as its registered capital. As a result, the registered capital of Foshan Kai Da Cheng increased from RMB10,000,000 to RMB507,100,000. There is no contractual cash inflow to the Group.
- (f) On 28 August 2017, certain employees of Foshan Merchants Zhonghuan Property Development Co., Ltd* (佛山招商中環房地產開發有限公司 (“Merchants Zhonghuan”), a wholly-owned subsidiary of the Company, advanced cash of approximately RMB40,000 to Merchants Zhonghuan. The advance does not have maturity date and the distribution payments can be at the discretion of the Group. The advance is classified as equity instrument and recorded in non-controlling interests.

* Unofficial English translation denotes for identification purpose only

附註：(續)

(iii) (續)

- (e) 於二零一七年六月三十日，招商房地產(廣州)有限公司，廣東新南達電纜實業有限公司(「廣東新南達」)及佛山市金城速凍食品有限公司(「佛山市金城」)訂立協議向佛山市凱達城投資發展有限公司(「佛山市凱達城」)分別撥出墊款約人民幣253,521,000元、人民幣69,594,000元及人民幣173,985,000元作為註冊資本。因此，佛山市凱達城的註冊資本由人民幣10,000,000元增加至人民幣507,100,000元。本集團並無合約現金流量。
- (f) 於二零一七年八月二十八日，本公司全資附屬公司佛山招商中環房地產開發有限公司(「佛山招商中環」)若干員工向佛山招商中環墊付現金約人民幣40,000元。該等墊款無到期日，而分派付款由本集團酌情決定。該等墊款分類為股本工具並計入非控股權益。

* 非官方英文翻譯，僅供識別

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

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		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
OPERATING ACTIVITIES	經營業務		
Profit before tax	除稅前溢利	5,301,478	2,542,319
Adjustments for:	經下列調整：		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	10,795	5,775
Depreciation of investment properties	投資物業折舊	38,764	668
Fair value loss on derivative financial instruments	衍生金融工具之公平值虧損	13,983	56,524
Finance costs	融資成本	462,929	296,165
Gain on deemed disposal of joint ventures	視作出售合營企業之收益	(1,031)	-
Gain on disposal of investment properties	出售投資物業之收益	(10,393)	(22,179)
Interest income	利息收入	(173,066)	(151,820)
Loss (gain) on disposal of property, plant and equipment	出售物業、廠房及設備之虧損(收益)	156	(38)
Share of (profits) losses of associates	應佔聯營公司之(溢利)虧損	(137,379)	44,030
Share of (profits) losses of joint ventures	應佔合營企業之(溢利)虧損	(1,139)	20,930
Unrealised foreign exchange (gains) losses, net	未變現匯兌(收益)虧損淨額	(334,015)	333,643
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量	5,171,082	3,126,017
Increase in properties for sale	可供出售物業增加	(890,284)	(2,403,159)
Decrease (increase) in deposit paid for acquisition of land use rights	收購土地使用權所付按金減少(增加)	160,940	(1,275,940)
Increase in trade and other receivables	業務及其他應收款項增加	(641,118)	(163,482)
Decrease (increase) in restricted bank deposits for operating use	經營業務所用受限制銀行存款減少(增加)	(10,860)	(58,530)
(Decrease) increase in deposits received in respect of pre-sale of properties	已收預售物業按金(減少)增加	(3,077,191)	661,487
Increase in trade and other payables	業務及其他應付款項增加	2,563,279	108,971
Cash generated from (used in) operations	經營所得(耗用)現金	3,275,848	(4,636)
PRC Enterprise Income Tax paid	已付中國企業所得稅	(819,373)	(552,667)
PRC Land Appreciation Tax ("LAT") paid	已付中國土地增值稅(「土地增值稅」)	(306,720)	(335,485)
Interest received	已收利息	172,947	132,029
NET CASH GENERATED FROM (USED IN) OPERATING ACTIVITIES	經營活動所得(耗用)現金淨額	2,322,702	(760,759)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2017

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		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
INVESTING ACTIVITIES	投資活動		
Advance to joint ventures	向合營企業墊款	(7,346,567)	(1,119,304)
Advance to non-controlling equity holders of subsidiaries of the Group	向本集團附屬公司非控股權益持有人墊款	(2,065,213)	(1,473,041)
Investments in joint ventures	於合營企業之投資	(1,342,700)	(121,170)
Net cash outflow from acquisition of a wholly-owned subsidiary acquired for as assets acquisition	收購全資附屬公司並以資產收購入賬之現金流出淨額	(450,975)	–
Net cash outflow from acquisition of non wholly-owned subsidiaries accounted for as assets acquisition	收購非全資附屬公司並以資產收購入賬之現金流出淨額	–	(359,968)
Purchase of property, plant and equipment	購買物業、廠房及設備	(86,146)	(31,806)
Advance to associates	向聯營公司墊款	(83,113)	(1,015,630)
Investment in available-for-sale investment	於可供出售投資之投資	(18,750)	–
Advance to fellow subsidiaries	向同系附屬公司墊款	(13,150)	(9,926)
Advance to intermediate holding companies	向間接控股公司墊款	(501)	–
Repayment from joint ventures	合營企業還款	1,362,402	360,263
Repayment from non-controlling equity holders of subsidiaries of the Group	本集團附屬公司非控股權益持有人之還款	934,554	–
Repayment from associates	聯營公司還款	742,230	926,419
Repayment from fellow subsidiaries	同系附屬公司還款	13,840	–
Proceeds received on disposal of investment properties	出售投資物業所得款項	11,634	35,953
Repayment from intermediate holding companies	間接控股公司還款	248	–
Proceeds received on disposal of property, plant and equipment	出售物業、廠房及設備所得款項	220	343
NET CASH USED IN INVESTING ACTIVITIES	投資活動耗用現金淨額	(8,341,987)	(2,807,867)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

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截至二零一七年十二月三十一日止年度

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
FINANCING ACTIVITIES	融資活動		
Repayment to fellow subsidiaries	同系附屬公司還款	(10,808,281)	–
Bank borrowings repaid	償還銀行借貸	(2,876,500)	(1,500,307)
Repayment to non-controlling equity holders of subsidiaries of the Group	向本集團附屬公司非控股權益持有人還款	(2,629,607)	(1,172,902)
Repayment to intermediate holding company	向間接控股公司還款	(1,285,982)	(1,130,156)
Interest paid	已付利息	(812,357)	(575,073)
Dividends paid	已付股息	(394,981)	(39,947)
Repayment to associates	聯營公司還款	(284,200)	–
Repayment to joint ventures	合營企業還款	(183,300)	–
Redemption of bonds	贖回債券	–	(3,382)
Advance from fellow subsidiaries	來自同系附屬公司之墊款	12,593,678	22,799
Capital contributed by non-controlling equity holders of subsidiaries of the Group	本集團附屬公司非控股權益持有人注資	4,900,040	1,030,235
Advance from non-controlling equity holders of subsidiaries of the Group	來自本集團附屬公司非控股權益持有人之墊款	4,051,528	3,637,821
New bank and other borrowings raised	新籌集銀行及其他借貸	1,349,939	2,195,406
Advance from intermediate holding companies	來自間接控股公司之墊款	923,343	2,683,522
Contribution from non-controlling equity holders of subsidiary of the Group for incorporation of a non-wholly owned subsidiary	來自本集團附屬公司非控股權益持有人就註冊成立一家非全資附屬公司之供款	–	6,000
Advance from joint ventures	來自合營企業之墊款	453,179	173,800
Advance from associates	來自聯營公司之墊款	302,584	266,159
NET CASH GENERATED FROM FINANCING ACTIVITIES	融資活動所得現金淨額	5,299,083	5,593,975
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	現金及等同現金項目(減少)增加淨額	(720,202)	2,025,349
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	年初現金及等同現金項目	5,751,892	3,696,837
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	匯率變動影響	(888)	29,706
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR, represented by bank balances and cash	年終現金及等同現金項目，指銀行結餘及現金	5,030,802	5,751,892

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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1. GENERAL

China Merchants Land Limited (the “Company”, together with its subsidiaries, collectively referred to as the “Group”) is incorporated in the Cayman Islands as a limited liability company and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The address of the registered office and principal place of business of the Company are disclosed in the “Corporate Information” section to the annual report.

The principal activity of the Company is investment holding and the principal activities of its subsidiaries are set out in note 42.

The Company’s immediate holding company is Success Well, which is a limited liability company incorporated in the British Virgin Islands (the “BVI”). The intermediate holding company is China Merchants Shekou, which is established in the People’s Republic of China (the “PRC”) and listed on the Shenzhen Stock Exchange Limited. The ultimate holding company is China Merchants Group Limited (“CMG”). CMG is a PRC enterprise regulated and directly managed by the State-owned Assets Supervision and Administration Commission of the State Council and is owned and controlled by the PRC government.

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

1. 一般資料

招商局置地有限公司(「本公司」，連同其附屬公司稱「本集團」)為於開曼群島註冊成立之有限公司，其股份於香港聯合交易所有限公司(「聯交所」)主板上市。本公司之註冊辦事處及主要營業地點於年報「公司資料」一節中披露。

本公司之主要業務為投資控股，其附屬公司之主要業務載列於附註42。

本公司之直接控股公司為成惠(為於英屬處女群島(「英屬處女群島」)註冊成立之有限公司)。間接控股公司為招商局蛇口(為於中華人民共和國(「中國」)成立之公司，及於深圳證券交易所有限公司上市)。最終控股公司為招商局集團有限公司(「招商局集團」)。招商局集團為由國務院國有資產監督管理委員會監管並直接管理之中國企業，其屬中國政府所有並受其控制。

綜合財務報表以人民幣(「人民幣」)計值，與本公司之功能貨幣相同。

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2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRS(s)“)

In the current year, the Group has applied the following new and revised HKFRSs, which include HKFRSs, Hong Kong Accounting Standards (“HKAS(s)“), amendments and Interpretations (“Int(s)“), issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”).

Amendments to HKFRSs	Annual Improvements to HKFRSs 2014 – 2016 Cycle: Amendments to HKFRS 12
Amendments to HKAS 7	Disclosure Initiative
Amendments to HKAS 12	Recognition of Deferred Tax Assets for Unrealised Losses

Except as described below, the application of other 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.

Amendments to HKAS 7 Disclosure Initiative

The amendments require entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes. The amendments do not prescribe a specific method to fulfil the new disclosure requirements. However, the amendments indicate that one way is to provide a reconciliation between the opening and closing balances for liabilities arising from financing activities.

The application of amendments to HKAS 7 has resulted in additional disclosures on the Group’s financing activities, especially a reconciliation between the opening and closing balances in the consolidated statement of financial position for liabilities arising from financing activities is provided in note 37. On initial application of the amendments, the Group is not required to provide comparative information for preceding periods. Apart from the additional disclosure in note 37, the directors of the Company considered that these amendments have had no impact on the Group’s consolidated financial statements.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)

於本年度，本集團已應用下列香港會計師公會(「香港會計師公會」)頒佈之新訂及經修訂香港財務報告準則，包括香港財務報告準則、香港會計準則(「香港會計準則」)、修訂及詮釋(「詮釋」)

香港財務報告準則之修訂	香港財務報告準則二零一四年至二零一六年週期之年度改進：香港財務報告準則第12號之修訂
香港會計準則第7號之修訂	披露計劃
香港會計準則第12號之修訂	就未變現虧損確認遞延稅項資產

除下文所述者外，於本年度應用其他新訂及經修訂香港財務報告準則不會對本年度及過往年度本集團之財務表現及狀況及／或該等綜合財務報表所載披露造成重大影響。

香港會計準則第7號披露計劃之修訂

該等修訂要求實體提供使財務報表使用者能夠評估融資活動所產生負債變動(包括現金流量產生之變動及非現金變動)之披露資料。該等修訂並無限定達成新披露規定之指定方法。然而，該等修訂指出其中一個方法為提供融資活動產生的負債之期初及期末結餘的對賬。

應用香港會計準則第7號之修訂可能導致須額外披露有關本集團融資活動之資料，尤其是已在附註37提供綜合財務狀況表中因融資活動而產生負債項目之期初及期末結餘的對賬。於初始應用該等修訂時，本集團毋須就過往期間提供比較資料。除於附註37所作出之額外披露外，本公司董事認為，應用該等修訂將不會對本集團之綜合財務報表造成重大影響。

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2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRS(s)”) (continued)

New and revised HKFRSs issued but not yet effective

The Group has not early applied the following new and revised HKFRSs that have been issued but are not yet effective:

HKFRS 9 (2014)	Financial Instruments ¹
HKFRS 15	Revenue from Contracts with Customers ¹
HKFRS 16	Leases ²
HKFRS 17	Insurance Contracts ³
Amendments to HKFRSs	Annual Improvements to HKFRSs 2014 – 2016 Cycle ¹
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015 – 2017 Cycle ²
Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transactions ¹
Amendments to HKFRS 4	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts ¹
Amendments to HKFRS 9	Prepayment Features with Negative Compensation ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁴
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures ²
Amendments to HKAS 40	Transfer of Investment Property ¹
HK(IFRIC) – Int 22	Foreign Currency Transactions and Advance Consideration ¹
HK(IFRIC) – Int 23	Uncertainty over Income Tax Treatments ²

- 1 Effective for annual periods beginning on or after 1 January 2018.
- 2 Effective for annual periods beginning on or after 1 January 2019.
- 3 Effective for annual periods beginning on or after 1 January 2021.
- 4 Effective date not yet been determined

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則

本集團並無提早應用下列已頒佈但尚未生效之新訂及經修訂香港財務報告準則：

香港財務報告準則第9號(二零一四年)	金融工具 ¹
香港財務報告準則第15號	來自客戶合約之收益 ¹
香港財務報告準則第16號	租賃 ²
香港財務報告準則第17號	保險合約 ³
香港財務報告準則之修訂	香港財務報告準則二零一四年至二零一六年週期之年度改進 ¹
香港財務報告準則之修訂	香港財務報告準則二零一五年至二零一七年週期之年度改進 ²
香港財務報告準則第2號之修訂	以股份為基礎之付款交易之分類及計量 ¹
香港財務報告準則第4號之修訂	採用香港財務報告準則第4號保險合約時一併應用香港財務報告準則第9號金融工具 ¹
香港財務報告準則第9號之修訂	具有負補償之提前還款特性 ²
香港財務報告準則第10號及香港會計準則第28號之修訂	投資者與其聯營公司或合營企業之間之資產銷售或貢獻 ⁴
香港會計準則第28號之修訂	聯營公司及合營企業之長期權益 ²
香港會計準則第40號之修訂	投資物業之轉讓 ¹
香港(國際財務報告詮釋委員會) – 詮釋第22號	外幣交易及預付代價 ¹
香港(國際財務報告詮釋委員會) – 詮釋第23號	所得稅處理之不確定性 ²

- 1 於二零一八年一月一日或之後開始之年度期間生效。
- 2 於二零一九年一月一日或之後開始之年度期間生效。
- 3 於二零二一年一月一日或之後開始之年度期間生效。
- 4 生效日期尚未釐定。



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2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRS(s)”) (continued)

New and revised HKFRSs issued but not yet effective (continued)

The directors of the Company anticipate that, except as described below, the application of other new and revised HKFRSs will have no material impact on the results and the financial position of the Group.

HKFRS 9 (2014) Financial Instruments

HKFRS 9 issued in 2009 introduces new requirements for the classification and measurement of financial assets. HKFRS 9 was amended in 2010 and includes the requirements for the classification and measurement of financial liabilities and for derecognition. In 2013, HKFRS 9 was further amended to bring into effect a substantial overhaul of hedge accounting that will allow entities to better reflect their risk management activities in the financial statements. A finalised version of HKFRS 9 was issued in 2014 to incorporate all the requirements of HKFRS 9 that were issued in previous years with limited amendments to the classification and measurement by introducing a “fair value through other comprehensive income” (“FVTOCI”) measurement category for certain financial assets. The finalised version of HKFRS 9 also introduces an “expected credit loss” model for impairment assessments.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

除下文所述者外，本公司董事預期，應用其他新訂及經修訂香港財務報告準則將不會對本集團之業績及財務狀況構成重大影響。

香港財務報告準則第9號(二零一四年)金融工具於二零零九年頒佈之香港財務報告準則第9號引入金融資產分類及計量之新規定。香港財務報告準則第9號於二零一零年經修訂，並包括有關分類及計量金融負債及終止確認之規定。於二零一三年，香港財務報告準則第9號獲進一步修訂，以落實對沖會計法之實質性修訂，從而將使實體於財務報表中更能反映風險管理活動。香港財務報告準則第9號之最終版本於二零一四年頒佈，藉就若干金融資產引入「按公平值計入其他全面收益」(「按公平值計入其他全面收益」)之計量類別，以納入過往年度所頒佈香港財務報告準則第9號之全部規定，且對有關分類及計量作出有限修訂。香港財務報告準則第9號之最終版本亦就減值評估引入「預期信貸虧損」模式。

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2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRS(s)”) (continued)

New and revised HKFRSs issued but not yet effective (continued)

HKFRS 9 (2014) Financial Instruments (continued)

Key requirements of HKFRS 9 (2014) are described as follows:

- All recognised financial assets that are within the scope of HKFRS 9 (2014) 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 values at the end of subsequent reporting periods. In addition, under HKFRS 9 (2014), 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.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第9號(二零一四年)金融工具(續)

香港財務報告準則第9號(二零一四年)之主要規定載述如下：

- 所有屬香港財務報告準則第9號(二零一四年)內之已確認金融資產其後均須按攤銷成本或公平值計量。具體而言，目的是收取合約現金流量之業務模式內持有之債務投資，及合約現金流量僅為償還本金及尚未償還本金利息之債務投資，一般於其後會計期末按攤銷成本計量。於目的皆以收集合約現金流量及出售金融資產而達成之業務模式內持有之債務工具，及金融資產之合約條款中致令於指定日期而產生之現金流量僅為支付尚未償還本金和其利息，其計量乃按公平值計入其他全面收益。所有其他債務投資及權益投資均於其後報告期末按公平值計量。此外，根據香港財務報告準則第9號(二零一四年)，實體可作出不可撤回之選擇，以於其他全面收益呈列權益投資(並非持作買賣者)公平值之其後變動，只有股息收入一般於損益內確認。

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2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRS(s)”) (continued)

New and revised HKFRSs issued but not yet effective (continued)

HKFRS 9 (2014) Financial Instruments (continued)

- With regard to the measurement of financial liabilities designated as at fair value through profit or loss, HKFRS 9 (2014) requires that the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value of financial liabilities attributable to changes in the financial liabilities' credit risk are not subsequently reclassified to profit or loss. Under HKAS 39, the entire amount of the change in the fair value of the financial liability designated as fair value through profit or loss was presented in profit or loss.
- In the aspect of impairment assessments, the impairment requirements relating to the accounting for an entity's expected credit losses on its financial assets and commitments to extend credit were added. Those requirements eliminate the threshold that was in HKAS 39 for the recognition of credit losses. Under the impairment approach in HKFRS 9 (2014), it is no longer necessary for a credit event to have occurred before credit losses are recognised. Instead, expected credit losses and changes in those expected credit losses should always be accounted for. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition and, consequently, more timely information is provided about expected credit losses.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第9號(二零一四年)金融工具(續)

- 就指定為按公平值計入損益處理之金融負債之計量而言，香港財務報告準則第9號(二零一四年)規定該負債之信貸風險變動以致該金融負債公平值變動之金額於其他全面收益內呈列，除非於其他全面收益中確認該負債信貸風險變動之影響會導致或擴大損益上之會計錯配。金融負債之信貸風險變動引致之金融負債公平值變動其後不會重新分類至損益。根據香港會計準則第39號，指定為按公平值計入損益之金融負債之公平值變動全部金額於損益內呈列。
- 減值評估方面，已加入關於實體對其金融資產及提供延伸信貸承擔之預期信貸虧損之會計減值規定。此等要求消除香港會計準則第39號內確認信貸虧損之上限。根據香港財務報告準則第9號(二零一四年)之減值方法，毋須先發生信貸事件方可確認信貸虧損。反之，預期信貸虧損及該等預期信貸虧損之變動應一直入賬。預期信貸虧損之金額於各報告日期更新，以反映自初始確認以來之信貸風險變動，因此提供更適時之預期信貸虧損資料。

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2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRS(s)”) (continued)

New and revised HKFRSs issued but not yet effective (continued)

HKFRS 9 (2014) Financial Instruments (continued)

- HKFRS 9 (2014) introduces a new model which more closely aligns hedge accounting with risk management activities undertaken by companies when hedging their financial and non-financial risk exposures. As a principle-based approach, HKFRS 9 (2014) looks at whether a risk component can be identified and measured and does not distinguish between financial items and non-financial items. The new model also enables an entity to use information produced internally for risk management purposes as a basis for hedge accounting. Under HKAS 39, it is necessary to exhibit eligibility and compliance with the requirements in HKAS 39 using metrics that are designed solely for accounting purposes. The new model also includes eligibility criteria but these are based on an economic assessment of the strength of the hedging relationship. This can be determined using risk management data. This should reduce the costs of implementation compared with those for HKAS 39 hedge accounting because it reduces the amount of analysis that is required to be undertaken only for accounting purposes.

HKFRS 9 (2014) will become effective for annual periods beginning on or after 1 January 2018 with early application permitted.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第9號(二零一四年)金融工具(續)

- 香港財務報告準則第9號(二零一四年)引入新模式，更切合公司於對沖財務及非財務風險時就風險管理活動進行之對沖會計。作為以原則為基準之方法，香港財務報告準則第9號(二零一四年)關注風險部分是否可識別及計量，而並不區分金融項目及非金融項目。有關新模式亦讓實體可使用就風險管理目的於內部編製之資料作為對沖會計之基礎。根據香港會計準則第39號，符合及遵守香港會計準則第39號之規定，應用僅為會計目的而設計之計量，乃屬必要。新模式亦包括合資格條件，惟有關條件乃基於有關對沖關係強度之經濟評估。有關條件可以風險管理數據釐定。由於該模式可減少僅就會計目的須進行之分析量，故相比香港會計準則第39號之對沖會計而言，其可減少執行成本。

香港財務報告準則第9號(二零一四年)將於二零一八年一月一日或之後開始之年度期間生效，並獲准提前應用。

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2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRS(s)”) (continued)

New and revised HKFRSs issued but not yet effective (continued)

HKFRS 9 (2014) Financial Instruments (continued)

The directors of the Company has performed a preliminary analysis of the Group’s financial instruments as at 31 December 2017 based on the fact and circumstances existing at that date. The directors of the Company have assessed the impact of adoption of HKFRS 9 (2014) on the Group’s results and financial position, including the classification categories and the measurement of financial assets, and disclosures, as follows:

(a) Classification and measurement

The directors of the Company expect to continue recognising initially at fair value for all financial assets which are subsequently measured at amortised costs. The directors of the Company anticipate that the adoption of HKFRS 9 (2014) will not have a material impact on the classification and measurement of the financial assets.

(b) Impairment

The directors of the Company expect to apply the simplified approach and record lifetime expected credit losses that are estimated based on the present value of all cash shortfalls over the remaining life of all of its trade receivables. The application of the expected credit loss model may result in earlier recognition of credit losses for trade and other receivables and increase the amount of impairment allowance recognised for these items.

The directors of the Company will perform a more detailed analysis which considers all reasonable and supportable information for the estimation of the effect of adoption of HKFRS 9 (2014). Based on the preliminary assessment, the directors of the Company expect that the adoption of HKFRS 9 (2014) will not have other material impact on amounts reported in the Group’s consolidated financial statements.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第9號(二零一四年)金融工具(續)

本公司董事已依據於二零一七年十二月三十一日存在之事實及情況，對本集團於當日之金融工具作出初步分析。本公司董事已評估採納香港財務報告準則第9號(二零一四年)對本集團業績及財務狀況造成的影響，當中包括金融資產分類類別與計量及披露各方面，茲載列如下：

(a) 分類與計量

本公司董事預期會持續按公平值確認其後按攤銷成本計量的所有金融資產。本公司董事預料，採納香港財務報告準則第9號(二零一四年)將不會對金融資產的分類及計量造成任何重大影響。

(b) 減值

本公司董事預期應用已精簡之模式，並將年期內之預期信貸虧損列賬，而該信貸虧損乃按照所有現金缺額於其所有業務應收款項的剩餘年期內之現值為基準估計得出。應用預期信貸虧損模式可能導致須提早確認業務及其他應收款項之信貸虧損，及增加此等項目之已確認減值撥備金額。

本公司董事將進行更加詳盡之分析，當中將考慮所有合理具支持性的資料，藉以估計採納香港財務報告準則第9號(二零一四年)之影響。基於初步評估，本公司董事預期，採納香港財務報告準則第9號(二零一四年)將不會對本集團綜合財務報表所匯報之金額造成其他重大影響。

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2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRS(s)”) (continued)

New and revised HKFRSs issued but not yet effective (continued)

HKFRS 15 Revenue from Contracts with Customers

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 those goods or services. Thus, HKFRS 15 introduces a model that applies to contracts with customers, featuring a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognised. The five steps are as follows:

- i) Identify the contract with the customer;
- ii) Identify the performance obligations in the contract;
- iii) Determine the transaction price;
- iv) Allocate the transaction price to the performance obligations; and
- v) Recognise revenue when (or as) the entity satisfies a performance obligation.

HKFRS 15 also introduces extensive qualitative and quantitative disclosure requirements which aim to enable users of the financial statements to understand the nature, amount, timing and uncertainty of revenue and cash flows 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.

HKFRS 15 will become effective for annual periods beginning on or after 1 January 2018 with early application permitted.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第15號來自客戶合約之收益

香港財務報告準則第15號之核心原則為實體所確認描述向客戶轉讓承諾貨品或服務之收益金額，應能反映該實體預期就交換該等貨品或服務有權獲得之代價。因此，香港財務報告準則第15號引入適用於與客戶之合約之模式，而該模式以合約對交易作五個步驟之分析，以釐定是否需要確認收益、確認金額及確認時間。該五個步驟如下：

- i) 識別與客戶訂立之合約；
- ii) 識別合約中之履約責任；
- iii) 釐定交易價；
- iv) 將交易價分配至履約責任；及
- v) 於實體完成履約責任時確認收益。

香港財務報告準則第15號亦引入定性及定量之詳盡披露規定，旨在讓財務報表使用者瞭解客戶合約所產生之收益及現金流量之性質、金額、時間及不確定因素。

香港財務報告準則第15號生效後，將取代現時之收益確認指引，包括香港會計準則第18號收益、香港會計準則第11號建築合約及相關詮釋。

香港財務報告準則第15號將於二零一八年一月一日或之後開始之年度期間生效，並獲准提前應用。

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2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRS(s)”) (continued)

New and revised HKFRSs issued but not yet effective (continued)

HKFRS 15 Revenue from Contracts with Customers (continued)

The major sources of revenue of the Group are provision of services, rental income and sales of properties. The directors of the Company have identified the following areas that may be affected:

- Revenue from pre-sales of properties under development is recognised when or as the control of the asset is transferred to the customer. Depending on the terms of the contract and laws that apply to the contract, control of the properties under development may transfer over time or at a point in time.
- The timing of revenue recognition for sale of completed properties, which is currently based on whether significant risk and reward of ownership of properties transfer, will be recognised at a later point in time when the underlying property is legally or physically transfer to the customer under the control transfer model.
- Certain costs incurred for obtaining a pre-sale property contract (e.g. sale commission), which is currently expense off in profit and loss directly, will be eligible for capitalisation under HKFRS 15 and match with revenue recognition pattern of related contract in the future.

At this stage, the Group is not able to estimate the impact of the new rules on the Group’s consolidated financial statements. The Group will make detailed assessments of the impact over the next few months.

HKFRS 16 Leases

HKFRS 16 provides a comprehensive model for the identification of lease arrangements and their treatment in the financial statements of both lessors and lessees.

In respect of the lessee accounting, the standard introduces a single lessee accounting model, requiring lessees to recognise assets and liabilities for all leases with the lease term of more than 12 months, unless the underlying asset has a low value.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第15號來自客戶合約之收益(續)

本集團收益之主要來源為提供服務、租金收入及銷售物業。本公司董事已識別下列可能受影響的範疇：

- 預售開發中物業的收益乃當資產之控制權轉移予客戶時確認。取決於合同條款及適用於該合同之法律，開發中物業之控制權可能於一段時間內或於一個時間點轉移予客戶。
- 出售已竣工物業的收益現時基於有否將物業擁有權的絕大部分風險及回報轉移為基準予以確認，其確認時間將為根據控制權轉移模式，有關物業已合法地及實際上轉移予客戶的較後時間點。
- 就取得預售物業合約產生的若干成本(即銷售佣金)現時直接於損益支銷，而根據香港財務報告準則第15號，日後將符合資格作資本化並與相關合約的收益確認模式配合。

於現階段，本集團未能估計新規定對本集團綜合財務報表的影響。本集團將於未來數月作出詳盡的影響評估。

香港財務報告準則第16號租賃

香港財務報告準則第16號為租賃安排之識別以及其於出租人及承租人財務報表之處理方式提供一個綜合模式。

就承租人會計處理而言，該準則引入單一承租人會計處理模式，規定承租人就租賃期超過十二個月之所有租賃確認資產及負債，惟相關資產價值較低則除外。

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2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRS(s)”) (continued)

New and revised HKFRSs issued but not yet effective (continued)

HKFRS 16 Leases (continued)

At the commencement date of the lease, the lessee is required to recognise a right-of-use asset at cost, which consists of the amount of the initial measurement of the lease liability, plus any lease payments made to the lessor at or before the commencement date less any lease incentives received, the initial estimate of restoration costs and any initial direct costs incurred by the lessee. A lease liability is initially recognised at the present value of the lease payments that are not paid at that date.

Subsequently, the right-of-use asset is measured at cost less any accumulated depreciation and any accumulated impairment losses, and adjusted for any remeasurement of the lease liability. Lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payment made, and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. Depreciation and impairment expenses, if any, on the right-of-use asset will be charged to profit or loss following the requirements of HKAS 16 Property, Plant and Equipment, while interest accrual on lease liability will be charged to profit or loss.

In respect of the lessor accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17 Leases. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently.

HKFRS 16 will supersede the current lease standards including HKAS 17 Leases and the related Interpretations when it becomes effective.

HKFRS 16 will become effective for annual periods beginning on or after 1 January 2019 with early application permitted provided that the entity has applied HKFRS 15 Revenue from Contracts with Customers at or before the date of initial application of HKFRS 16.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第16號租賃(續)

於租賃開始日期，承租人須按成本確認使用權資產，包括租賃負債之初始計量金額，加上於開始日期或之前向出租人作出之任何租賃付款，扣除任何已收取之租賃優惠、初始估計修復成本及承租人所產生之任何初始直接成本。租賃負債初步按於租賃付款尚未支付當日之現值確認。

其後，使用權資產按成本減任何累計折舊及任何累計減值虧損計量，並就任何租賃負債之重新計量作出調整。租賃負債之其後計量方式為透過增加賬面值以反映租賃負債之利息、透過削減賬面值以反映所作出之租賃付款，以及透過重新計量賬面值以反映任何重新評估或租賃修訂或反映經修訂之實質固定租賃付款。使用權資產之折舊及減值費用(如有)將按照香港會計準則第16號物業、廠房及設備之規定計入損益，而租賃負債之應計利息將於損益內扣除。

就出租人會計處理而言，香港財務報告準則第16號實質上沿用香港會計準則第17號租賃之出租人會計規定。因此，出租人繼續將其租賃分類為經營租賃或融資租賃，並以不同方式將該兩類租賃入賬。

香港財務報告準則第16號生效後，將取代現有租賃準則，包括香港會計準則第17號租賃及相關詮釋。

香港財務報告準則第16號將於二零一九年一月一日或之後開始之年度期間生效，並獲准提前應用，前提是有關實體於首次應用香港財務報告準則第16號當日或之前已應用香港財務報告準則第15號來自客戶合約之收益。

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2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRS(s)”) (continued)

New and revised HKFRSs issued but not yet effective (continued)

HKFRS 16 Leases (continued)

As at 31 December 2017, the Group has non-cancellable operating lease commitments of RMB300,750,000 as disclosed in note 38. Out of this balance, an amount of RMB277,099,000 represents operating leases with original lease terms of over one year in which the Group will recognise right-to-use assets and corresponding lease liabilities unless they are exempt from the reporting obligations under HKFRS 16. The directors of the Company expect that, apart from the changes in the measurement, presentation and disclosure as indicated above, the adoption of HKFRS 16 will not have other material impact on amounts reported in the Group’s consolidated financial statements.

3. SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

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 and by the Hong Kong Companies Ordinance.

Basis of preparation

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values.

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 in the principal (or most advantageous) market at the measurement date under current market conditions (i.e. an exit price) regardless of whether that price is directly observable or estimated using another valuation technique.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第16號租賃(續)

誠如附註38所披露，本集團於二零一七年十二月三十一日有不可撤銷經營租賃承擔人民幣300,750,000元，而於該結餘當中，人民幣277,099,000元指原租期超過一年之經營租賃，其中本集團將會確認使用權利資產及相應租賃負債，除非根據香港財務報告準則第16號有關租賃獲豁免申報責任則作別論。本公司董事預料，除上述關於計量、呈列及披露之變動外，採納香港財務報告準則第16號將不會對本集團綜合財務報表所匯報之金額造成其他重大影響。

3. 主要會計政策

遵規聲明

綜合財務報表乃按照香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表包括香港聯合交易所有限公司證券上市規則及香港公司條例規定之適用披露。

編製基準

綜合財務報表乃按歷史成本法編製，惟按公平值計量之若干金融工具則除外。

歷史成本一般按交換貨品及服務所付代價之公平值計算。

公平值為市場參與者於計量日期在主要(或最有利)市場按現行市況進行之有序交易中出售資產所得或轉讓負債所付之價格(即退出價格)，不論該價格是否直接觀察或利用其他估值技術而估計所得。

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Basis of preparation (continued)

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 purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2, leasing transactions that are within the scope of HKAS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 or value in use in HKAS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 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.

3. 主要會計政策(續)

編制基準(續)

估計資產或負債之公平值時，倘於計量日期市場參與者為一項資產或負債定價時會計及資產或負債特徵，則本集團亦須計及資產或負債特徵。就計量及／或於綜合財務報表披露而言，公平值按此基準釐定，惟香港財務報告準則第2號範圍內之以股份為基礎付款交易、香港會計準則第17號範圍內之租賃交易，及與公平值有部分相似但並非公平值之計量(如香港會計準則第2號之可變現淨值或香港會計準則第36號之使用價值)除外。

此外，就財務報告而言，公平值計量按公平值計量所用輸入數據之可觀察程度及公平值計量之輸入數據對其整體之重要性分為第一、二或三級，詳情如下：

- 第一級輸入數據為實體於計量日期可取得之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可直接或間接觀察之輸入數據(不包括第一級報價)；及
- 第三級輸入數據為資產或負債不可觀察之輸入數據。

主要會計政策載列如下。

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (i.e. its subsidiaries). If a subsidiary prepares its financial statements using accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that subsidiary's financial statements in preparing the consolidated financial statements to ensure conformity with the group's accounting policies.

Control is achieved where the Group has: (i) the power over the investee; (ii) exposure, or rights, to variable returns from its involvement with the investee; and (iii) the ability to use its power over the investee to affect the amount of the Group's returns. When the Group has less than a majority of the voting rights of an investee, power over the investee may be obtained through: (i) a contractual arrangement with other vote holders; (ii) rights arising from other contractual arrangements; (iii) the Group's voting rights and potential voting rights; or (iv) a combination of the above, based on all relevant facts and circumstances.

The Company reassess whether it controls an investee if facts and circumstances indicate that there are changes to one or more of these elements of control stated above.

Consolidation of a subsidiary begins when the Group obtains control of the subsidiary and ceases when the Group loses control of the subsidiary.

Income and expenses of subsidiaries are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

3. 主要會計政策(續)

綜合基準

綜合財務報表包括本公司及受本公司控制之實體(即其附屬公司)之財務報表。倘附屬公司編製財務報表時使用之會計政策有別於綜合財務報表就類似情況下類似交易及事件所採用者，則在編製綜合財務報表時會對該附屬公司之財務報表作出適當調整，以確保符合本集團之會計政策。

倘本集團：(i)有權力控制投資對象；(ii)自參與投資對象業務而取得或有權取得浮動回報；及(iii)有能力以其對投資對象之權力影響本集團回報金額，則取得控制權。倘本集團於投資對象之投票權少於半數，可因應相關事實及情況，透過下列方式取得控制投資對象之權力：(i)與其他投票權持有人訂立合約安排；(ii)其他合約安排產生之權利；(iii)本集團之投票權及潛在投票權；或(iv)綜合上述各項。

倘有事實及情況顯示上述該等控制因素中有一項或多項出現變化，則本公司會重新評估其是否控制投資對象。

附屬公司之綜合入賬於本集團取得附屬公司控制權時開始，並於本集團失去有關附屬公司控制權時終止。

附屬公司之收入及開支乃自本集團取得控制權當日起計入綜合損益及其他全面收益表，直至本集團不再控制有關附屬公司當日為止。

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Basis of consolidation (continued)

Profit or loss and each component of other comprehensive income of subsidiaries are attributed 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.

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

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.

Investment in a subsidiary

Investment in a subsidiary is included in the Company's statement of financial position at cost less any identified impairment loss.

3. 主要會計政策(續)

綜合基準(續)

附屬公司損益及其他全面收入之每個組成部分會歸屬於本公司擁有人及非控股權益。附屬公司之全面收入總額歸屬於本公司擁有人及控股權益，即使此舉將導致非控股權益結餘出現虧絀。

所有集團內公司間之資產及負債、權益、收入、開支及有關本集團實體間交易之現金流量在綜合賬目時悉數對銷。

本集團於現有附屬公司之擁有權權益變動

本集團於現有附屬公司擁有權權益之變動如並無導致本集團失去該等附屬公司之控制權，則均以權益交易入賬。本集團之權益與非控股權益之賬面值均予以調整，以反映其於附屬公司之相關權益變動。非控股權益所調整之款額與所付或所收代價之公平值兩者間之任何差額，均直接於權益確認並歸屬於本公司擁有人。

於附屬公司之投資

於附屬公司之投資按成本減任何已識別減值虧損計入本公司財務狀況表。

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Goodwill

Goodwill arising from a business combination is carried at cost less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's 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 frequently when 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 its carrying amount, 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 on a pro rata basis based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On 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.

The Group's policy for goodwill relating to an associate or a joint venture that included in the carrying amount of the investment is set out in investments in associates and joint ventures below.

3. 主要會計政策(續)

商譽

因業務合併產生之商譽乃成本減累計減值虧損(如有)入賬。

就減值測試而言，商譽將分配至預計自合併之協同效應中受惠之本集團各現金產生單位(或現金產生單位組別)。

已獲分配商譽之現金產生單位每年或倘有跡象顯示有關單位可能出現減值時更頻密地進行減值測試。就於某一報告期間進行收購所產生之商譽而言，獲分配商譽之現金產生單位於該報告期間結算日之前作減值測試。倘現金產生單位之可收回金額低於其賬面值，則首先分配減值虧損以減少分配予該單位之任何商譽之賬面值，然後按比例根據單位內各資產之賬面值分配至該單位內之其他資產。商譽之任何減值虧損直接於損益中確認。商譽之已確認減值虧損不會於往後期間撥回。

於出售相關現金產生單位時，商譽之應佔金額計入釐定出售損益之金額內。

本集團就計入投資賬面值有關聯營公司或合營企業之商譽之政策載於下文於聯營公司及合營企業之投資。

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Investments in associates and joint ventures

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control of those policies.

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 arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The Group's investments in associates and joint ventures are accounted for in the consolidated financial statements using the equity method. Under the equity method, investments in associates and joint ventures are initially recognised at cost. The Group's share of the profit or loss and changes in the other comprehensive income of the associates and joint ventures are recognised in profit or loss and other comprehensive income respectively after the date of acquisition. If the Group's share of losses of an associate or a joint venture equals or exceeds its interest in the associate or joint venture, which determined using the equity method together with any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture, the Group discontinues recognising its share of further losses. Additional losses are provided for, and a liability is recognised, only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

3. 主要會計政策(續)

於聯營公司及合營企業之投資

聯營公司指本集團對其具有重大影響力之實體。重大影響力乃對投資對象之財務及經營政策有參與決策之權力，但並非控制或共同控制該等政策。

合營企業指一項合營安排，對安排擁有共同控制權之訂約方據此對安排之資產淨值擁有權利。共同控制權指按照合約協定對一項安排所共有之控制權，僅在相關活動決定必須獲得共同享有控制權之各方一致同意時存在。

本集團於聯營公司及合營企業之投資以權益法計入綜合財務報表。根據權益法，於聯營公司及合營企業之投資初步以成本確認。本集團應佔聯營公司及合營企業之損益及其他全面收入變動於收購日期後分別在損益及其他全面收入內確認。倘本集團應佔聯營公司或合營企業之虧損等於或超過本集團於該聯營公司或合營企業之權益(使用權益法釐定，連同實質屬於本集團於聯營公司或合營企業之淨投資之任何長期權益)時，本集團終止確認應佔額外虧損。本集團僅於產生法定或推定責任或代表聯營公司或合營企業付款時，方會就額外虧損計提撥備及確認負債。

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Investments in associates and joint ventures

(continued)

If an associate or a joint venture uses accounting policies other than those of the Group for like transactions and events in similar circumstances, adjustments are made to make the associate's or joint venture's accounting policies conform to those of the Group when the associate's or joint venture's financial statements are used by the Group in applying the equity method.

An investment in an associate or 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, any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets and liabilities of the associate or joint venture is recognised as goodwill and is included in 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 acquisition, after reassessment, is recognised in profit or loss in the period in which the investment is acquired.

After application of the equity method, including recognising the associate's or joint venture's losses (if any), the Group determines whether it is necessary to recognise any additional impairment loss with respect to its investment in the associate or joint venture. Goodwill that forms part of the carrying amount of an investment in an associate or a joint venture is not separately recognised. The entire carrying amount of the investment (including goodwill) is tested for impairment 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 in the associate or joint venture. Any reversal of that impairment loss is recognised to the extent that the recoverable amount of the investment subsequently increases.

3. 主要會計政策(續)

於聯營公司及合營企業之投資(續)

倘聯營公司或合營企業於類似情況下就類似交易及事件採用本集團會計政策以外之會計政策，則應用權益法使用聯營公司或合營企業之財務報表時，本集團將作出調整以使聯營公司或合營企業之會計政策符合本集團之會計政策。

於聯營公司或合營企業之投資自投資對象成為聯營公司或合營企業當日起使用權益法入賬。收購有關投資時，收購成本超出本集團應佔聯營公司或合營企業可識別資產及負債之公平淨值的任何數額確認為商譽，並計入投資賬面值。

本集團應佔可識別資產及負債之公平淨值超出收購成本之任何數額於重新評估後在收購投資期間於損益內確認。

於應用權益法(包括確認聯營公司或合營企業之虧損(如有))後，本集團釐定其是否需要就於聯營公司或合營企業之投資確認任何額外減值虧損。構成於聯營公司或合營企業投資賬面值一部分之商譽不會分開確認。投資(包括商譽)之全部賬面值按單一資產進行減值測試，方法為將其可收回金額(以使用價值與公平值減出售成本之較高者為準)與其賬面值作比較。已確認之任何減值虧損構成聯營公司或合營企業投資賬面值之一部分。減值虧損之撥回確認以投資其後增加之可收回金額為限。



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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Investments in associates and joint ventures

(continued)

When the investment ceases to be an associate or a joint venture upon the Group losing significant influence over the associate or joint control over the joint venture, the Group discontinues to apply equity method and any retained interest is measured at fair value at that date which is regarded as its fair value on initial recognition as a financial asset in accordance with HKAS 39. Any difference between the fair value of any retained interest and any proceeds from disposing of a part interest in the associate or joint venture and the carrying amount of the investment at the date the equity method was discontinued is recognised in profit or loss. Any amount previously recognised in other comprehensive income in relation to that investment is reclassified to profit or loss or retained earnings on the same basis as it would have been required if the investee had directly disposed of the related assets or liabilities.

When the Group's ownership interest in an associate or a joint venture is reduced, but the Group continues to be classified either as an associate or a joint venture respectively, the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest is reclassified to profit or loss if that gain or loss would be required to be reclassified to profit or loss on the disposal of the related assets or liabilities.

3. 主要會計政策(續)

於聯營公司及合營企業之投資(續)

當投資於本集團失去對聯營公司之重大影響力或對合營企業之共同控制權而不再為聯營公司或合營企業當日，本集團終止應用權益法，而任何保留權益則按該日之公平值計量，而該公平值被視為根據香港會計準則第39號初步確認一項金融資產時之公平值。任何保留權益之公平值與出售聯營公司或合營企業之部分權益之任何所得款項，以及投資於不再使用權益法當日之賬面值之差額於損益中確認。所有過往於其他全面收入中就該項投資確認之金額，會按假設投資對象直接出售相關資產或負債所需之相同基準重新分類至損益或保留盈利。

當本集團於聯營公司或合營企業之擁有權權益減少，但本集團繼續應用權益法時，倘過往於其他全面收入中就所削減擁有權權益確認之收益或虧損部分須於出售相關資產或負債時重新分類至損益，則有關收益或虧損部分會重新分類至損益。



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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Property, plant and equipment

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

Depreciation is recognised so as to allocate the cost of items of property, plant and equipment other than properties under construction 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.

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.

3. 主要會計政策(續)

物業、廠房及設備

物業、廠房及設備(包括持作生產或行政用途之租賃土地及樓宇)於綜合財務報表中按成本減其後累計折舊及其後累計減值虧損(如有)列賬。

物業、廠房及設備項目(在建物業除外)於其估計可使用年期以直線法確認折舊,以分配其成本減剩餘價值。估計可使用年期、剩餘價值及折舊方法於各報告期間結算日審閱,而估計之任何變動影響按將來適用法入賬。

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未來經濟利益時終止確認。出售或報廢物業、廠房及設備項目產生之任何收益或虧損,按銷售所得款項與資產賬面值間之差額釐定,並於損益確認。

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Leasehold land and buildings

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.

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as prepaid lease payments in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis. 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.

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 stated at cost less subsequent accumulated depreciation and any accumulated impairment losses. Depreciation is recognised so as to write off the cost of investment properties over their estimated useful lives and after taking into account of their estimated residual value, using the straight-line method.

3. 主要會計政策(續)

租賃土地及樓宇

當租賃包括土地及樓宇部分時，本集團會根據評估各部分擁有權之風險與回報是否已絕大部分轉移至本集團而將其分別分類為融資租賃或經營租賃，倘明確顯示兩個部分均為經營租賃，則整項租賃分類作經營租賃。具體而言，最低租賃款項(包括任何一筆過預付款項)於租賃開始時按租賃土地部分及樓宇部分中之租賃權益相對公平值比例於土地與樓宇部分之間分配。

在租賃款項能可靠分配之情況下，作為經營租賃入賬之租賃土地權益於綜合財務狀況表中呈列為預付租賃款項，並於租期內按直線基準攤銷。當租賃款項未能於土地及樓宇部分之間可靠分配時，則整項租賃一般會分類為融資租賃，作為物業、廠房及設備入賬。

投資物業

投資物業為賺取租金及／或資本升值而持有之物業。

投資物業初步按成本計量，包括任何直接應佔支出。於初步確認後，投資物業按成本減其後累計折舊及任何累計減值虧損列賬。確認折舊之目的是按直線法計及其估計剩餘價值後，撇銷投資物業於其估計可使用年期之成本。

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Investment properties (continued)

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

Properties for sale

Properties under development held for sale under current assets are properties under development held for future sale in the ordinary course of business and are stated at the lower of cost and net realisable value. Cost includes the costs of land, development expenditure incurred and, where appropriate, borrowing costs capitalised. Net realisable value is determined based on prevailing market conditions. Net realisable value takes into account the price ultimately expected to be realised, less applicable variable selling expenses and the anticipated cost to completion. Upon completion, the properties are transferred to completed properties for sale.

Completed properties for sale are stated at the lower of cost and net realisable value. Cost includes the costs of land, development expenditure incurred and, where appropriate, borrowing costs capitalised. Net realisable value is determined based on prevailing market conditions.

The Group transfers a property from properties for sale to investment property at cost when there is a change of intention to hold the property to earn rentals or land for capital appreciation rather than for sale in the ordinary course of business, which is evidenced by the commencement of an operating lease to another party.

3. 主要會計政策(續)

投資物業(續)

投資物業於出售後或投資物業永久不再使用且預期出售不會產生未來經濟利益時終止確認。因終止確認物業而產生之任何收益或虧損(按資產之出售所得款項淨額與賬面值之差額計算)於物業終止確認期間計入損益。

可供出售物業

流動資產項下之持作出售發展中物業為在日常業務過程中持作日後出售之發展中物業，以成本與可變現淨值兩者之較低者入賬。成本包括土地成本、所產生開發費用及(倘適用)資本化借貸成本。可變現淨值根據現行市況釐定。可變現淨值考慮最終預計可變現價格，減去適用可變動銷售支出及預期竣工成本。竣工後，有關物業轉撥至持作出售已竣工物業。

持作出售已竣工物業以成本與可變現淨值兩者之較低者入賬。成本包括土地成本、所產生開發費用及(倘適用)資本化借貸成本。可變現淨值根據現行市況釐定。

本集團於有意轉為持有物業以賺取租金或土地作資本增值而非於日常業務過程中出售時，將物業按成本自可供出售物業轉撥至投資物業，此舉以向另一方開始經營租賃為憑證。

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Cash and cash equivalents

Cash and short-term deposits in the consolidated statement of financial position comprise cash at banks and on hand and short-term deposits with a maturity of three months or less.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

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 instrument.

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 financial assets or financial liabilities at fair value through profit or 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 fair value through profit or loss are recognised immediately in profit or loss.

3. 主要會計政策(續)

現金及等同現金項目

綜合財務狀況表內之現金及短期存款包括銀行及手頭現金以及存款期為三個月或以內之短期存款。

就綜合現金流量表而言，現金及等同現金項目包括現金及短期存款(定義見上文)。

金融工具

當集團實體成為工具合約條款一方時，金融資產及金融負債於綜合財務狀況表確認。

金融資產及金融負債初步按公平值計量。收購或發行金融資產及金融負債(不包括按公平值計入損益之金融資產或金融負債)直接應佔之交易成本於初步確認時加入金融資產公平值或從金融負債公平值扣除(倘適用)。收購按公平值計入損益之金融資產或金融負債直接應佔之交易成本即時於損益確認。

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments (continued)

Financial assets

The Group's financial assets are classified into financial assets at fair value through profit or loss ("FVTPL"), loans and receivables and available-for-sale financial assets. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that required delivery of assets within the time frame established by regulation or convention in the marketplace.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (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 debt instrument, 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.

3. 主要會計政策(續)

金融工具(續)

金融資產

本集團之金融資產分類為按公平值計入損益(「按公平值計入損益」)之金融資產、貸款及應收款項及可供出售金融資產。分類視乎金融資產之性質及目的並於初步確認時釐定。所有按常規買賣金融資產按交易日基準確認及終止確認。按常規買賣指要求在市場規定或慣例所定時限內交付資產之金融資產買賣。

實際利息法

實際利息法為於有關期間內計算債務工具攤銷成本及攤分利息收入之方法。實際利率是按債務工具預計年期或(倘適用)較短期間將估計未來現金收入(包括所支付或收取構成實際利率組成部分之所有費用及點子、交易成本及其他溢價或折讓)準確貼現至初步確認時之賬面淨值之利率。

債務工具之利息收入按實際利息法確認。

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments (continued)

Financial assets (continued)

Financial assets at FVTPL

A financial asset may be designated as 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.

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. Fair value is determined in the manner described in note 36.

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, and bank balances and cash) are measured at amortised cost using the effective interest method, less any identified impairment loss (see accounting policy on impairment loss on financial assets below).

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

按公平值計入損益之金融資產

倘出現下列情況，金融資產可於初步確認時指定為按公平值計入損益：

- 有關指定消除或大幅減低計量或確認可能出現不一致之情況；或
- 金融資產為一組金融資產或金融負債或兩者之組成部分，其根據本集團明文訂明之風險管理或投資策略按公平值基準管理及評估表現，且有關組別之資料按該基準由內部提供；或
- 金融資產為包含一種或以上嵌入式衍生工具之合約之組成部分，而香港會計準則第39號允許指定整份合併合約(資產或負債)為按公平值計入損益。

按公平值計入損益之金融資產以公平值計量，重新計量所產生之公平值變動於其產生期間直接於損益確認。公平值按附註36所述之方式釐定。

貸款及應收款項

貸款及應收款項指附有固定或可釐定付款額及無活躍市場報價之非衍生金融資產。於初步確認後，貸款及應收款項(包括貿易及其他應收款項及銀行結餘及現金)採用實際利息法按攤銷成本減任何已識別減值虧損計量(見下文有關金融資產減值虧損之會計政策)。

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments (continued)

Financial assets (continued)

Available-for-sale financial assets

Available-for-sale (“AFS”) financial assets are non-derivatives that are either designated as AFS or are not classified as (a) loans and receivables, (b) held-to-maturity investments or (c) financial assets at FVTPL.

AFS equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity investments are measured at cost less any identified impairment losses at the end of each reporting period (see the accounting policy in respect of impairment loss on financial assets below).

Impairment loss on financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

For an AFS equity investment, a significant or prolonged decline in the fair value of that investment below its cost is considered to be objective evidence of impairment.

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

可供出售金融資產

可供出售(「可供出售」)金融資產屬指定為可供出售或並無分類為(a)貸款及應收款項；(b)持有至到期之投資；或(c)按公平值計入損益之金融資產之非衍生工具。

並無活躍市場之市場報價及其公平值未能可靠計算之可供出售權益投資，以及與該等並無報價之權益投資有關並須以交付該等投資結算之衍生工具乃於各報告期間結算日按成本減任何已識別減值虧損計算(見下文有關金融資產減值虧損之會計政策)。

金融資產之減值虧損

除按公平值計入損益之金融資產外，金融資產會於各報告期間結算日評定是否有減值跡象。於有客觀憑證顯示金融資產之估計未來現金流因初步確認該金融資產後發生之一件或多件事件而受到影響時，金融資產會被視作已減值。

就可供出售權益投資而言，該項投資之公平值大幅或長期跌至低於其成本則被視為減值之客觀證據。

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments (continued)

Financial assets (continued)

Impairment loss on financial assets (continued)

For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as default or delinquency in interest and principal payments; or
- it becoming probable that the borrower will enter into bankruptcy or financial re-organisation; or
- disappearance of an active market for that financial asset because of financial difficulties.

For certain categories of financial assets, such as trade and other receivables that are assessed not to be impaired individually are, in addition, 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 past the average credit period, observable change 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.

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產之減值虧損(續)

就所有其他金融資產而言，倘屬以下情況，財務負債將被分類為持作買賣：

- 發行人或交易對手出現重大財政困難；或
- 違約事件，如未能支付或延遲支付利息及本金；或
- 借款人很可能破產或進行財務重組；或
- 因財政困難導致該金融資產失去活躍市場。

若干金融資產類別如業務及其他應收款項，按個別基準評估為並無減值，則需額外按整體基準作減值評估。應收款項組合減值之客觀憑證可包括本集團之過往收款經驗，組合內超過平均信貸期的延期付款數目之增加以及與拖欠應收款項相關的全國或地方經濟狀況出現顯著變動。

就按攤銷成本列賬之金融資產，減值虧損金額按資產賬面值與以金融資產原始實際利率貼現之估計未來現金流現值兩者間之差額計量。

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments (continued)

Financial assets (continued)

Impairment loss on financial assets (continued)

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

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 or 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.

When an available-for-sale financial asset is considered to be impaired, cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss in the period in which the impairment takes place.

For financial assets measured at amortised cost, 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 losses was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

Impairment losses on available-for-sale equity investments will not be reversed through profit or loss. Any increase in fair value subsequent to an impairment loss is recognised directly in other comprehensive income and accumulated in other reserve. For available-for-sale debt investments, impairment losses are subsequently reversed through profit or loss if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產之減值虧損(續)

就按成本列賬之金融資產，減值虧損金額按資產賬面值與以相似金融資產收益之市價貼現之估計未來現金流現值兩者間之差額計量。有關減值虧損不會於往後期間撥回。

所有貸款及應收款項之減值虧損會直接於金融資產之賬面值中扣減，惟業務及其他應收款項除外，其賬面值透過使用撥備賬作出扣減。撥備賬之賬面值變動於損益確認。倘業務或其他應收款項被視為無法收回，則於撥備賬撤銷。其後收回之先前撤銷款項將計入損益。

倘持作出售物金融資產被視作減值，先前於其他全面收入確認之累計收益或虧損獲重新分類至於該減值發生期間內損益。

就按攤銷成本計量之金融資產而言，如於其後期間，減值虧損金額減少，而有關減少客觀上與確認減值虧損後發生之事件有關，則先前已確認之減值虧損將透過損益予以撥回，惟該資產於減值撥回當日之賬面值不得超過未確認減值時之攤銷成本。

可供出售股本投資減值虧損將不會透過損益撥回。並於權，減值虧損後任何公平值升幅直接於其他全面收益確認并於其他儲備累計。就可作出售之債務投資，倘投資之公平值升幅與於確認減值虧損後發生事件有關，則減值虧損隨後透過損益撥回。

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments (continued)

Financial liabilities and equity instruments

Debts and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

The Group's financial liabilities are classified as financial liabilities at FVTPL and other financial liabilities.

Financial liabilities as FVTPL

Financial liabilities are classified as FVTPL when the financial liabilities are those designated as at FVTPL on initial recognition.

A financial liability 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 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.

Financial liabilities at FVTPL are measured at fair value, with any gains or losses arising on remeasurement recognised directly in profit or loss in the period in which they arise. The net gain or loss is included in the fair value loss on derivative financial instruments in profit or loss and excludes any interest paid on the financial liabilities. Fair value is determined in a manner described in note 36.

3. 主要會計政策(續)

金融工具(續)

金融負債及股本工具

本集團發行之債務及股本工具按合約安排內容以及金融負債及股本工具之定義而歸類為金融負債或股本。

本集團之金融負債分類為按公平值計入損益之金融負債及其他金融負債。

按公平值計入損益之金融負債

當金融負債於初步確認時被指定為按公平值計入損益時，其將獲歸類為按公平值計入損益之金融負債。

倘出現下列情況，金融負債可於初步確認時指定為按公平值計入損益：

- 有關指定消除或大幅減低計量或確認可能出現不一致之情況；或
- 金融負債為一組金融資產或金融負債或兩者之組成部分，其根據本集團明文訂明之風險管理或投資策略按公平值基準管理及評估表現，且有關組別之資料按該基準由內部提供；或
- 金融負債為包含一種或以上嵌入式衍生工具之合約的組成部分，而香港會計準則第39號允許指定整份合併合約(資產或負債)為按公平值計入損益。

按公平值計入損益之金融負債按公平值計量，而重新計量所產生之任何收益或虧損則於產生期間直接於損益確認。收益或虧損淨額於損益中計入其他收益及虧損項目，但不包括就金融負債已付之任何利息。公平值按附註36所述之方式釐定。

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments (continued)

Financial liabilities and equity instruments (continued)

Other financial liabilities

Other financial liabilities including trade and other payables, loans from equity holders, bonds payable and bank and other borrowings and liability component of convertible bonds are subsequently 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 other than those financial liabilities classified as at FVTPL, of which the interest expense is included in net gains or losses.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

3. 主要會計政策(續)

金融工具(續)

金融負債及股本工具(續)

其他金融負債

其他金融負債(包括業務及其他應付款項、權益持有人貸款、應付債券以及銀行及其他借貸與可換股債券之負債部分)其後採用實際利息法按攤銷成本計量。

實際利息法

實際利息法為計算於有關期間金融負債之攤銷成本及攤分利息開支之方法。實際利率是按金融負債之預計年期或(倘適用)較短期間將估計未來現金付款(包括所支付或收取構成實際利率組成部分之所有費用及點子、交易成本及其他溢價或折讓)準確貼現至初步確認時之賬面淨值的利率。

利息開支按實際利息基準確認，而分類為按公平值計入損益之金融負債的利息開支計入收益或虧損淨值。

股本工具

股本工具指證明扣除其所有負債後於實體資產剩餘權益之任何合約。本公司發行之股本工具以已收所得款項(扣除直接發行成本)確認。

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments (continued)

Financial liabilities and equity instruments (continued)

Convertible bonds

Convertible bonds issued by the Group that contain the liability, equity components and derivatives (which are not closely related to the host liability component) are classified separately into respective items on initial recognition. Conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is classified as an equity instrument. At the date of issue, both the liability and derivative components are measured at fair value. The difference between the gross proceeds of the issue of the convertible bonds and the fair values assigned to the liability and derivatives respectively, representing the conversion option for the holder to convert the loan notes into equity, is included in equity (i.e. convertible bonds equity reserve).

In subsequent periods, the liability component of the convertible bonds is carried at amortised cost using the effective interest method. The derivative component is measured at fair value with changes in fair value recognised in profit or loss.

The equity component, representing the option to convert the convertible bonds into ordinary shares of the Company, will remain in convertible bonds equity reserve until the embedded option is exercised (in which case the balance stated in convertible bonds equity reserve will be transferred to share premium).

Where the option remains unexercised at the expiry date, the balance stated in convertible bonds equity reserve will be released to retained profits. No gain or loss is recognised in profit or loss upon conversion or expiration of the option.

3. 主要會計政策(續)

金融工具(續)

金融負債及股本工具(續)

可換股債券

本集團發行之可換股債券包括負債、權益部分及衍生工具(與主負債部分並不密切相關)，於初步確認時獨立分類為上述各項。將以交換固定金額之現金或本公司固定數目之股本工具之另一種金融資產結算之轉換期權歸類為股本工具。於發行日期，負債及衍生部分均以公平值計量。發行可換股債券所得款項總額與分別賦予負債及衍生工具之公平值兩者間之差額，即持有人可將貸款票據轉換為股本之轉換期權，於權益內列賬(即可換股債券權益儲備)。

於其後期間，可換股債券之負債部分將採用實際利息法按攤銷成本列賬。衍生部分按公平值計量，公平值之變動則於損益確認。

權益部分指將可換股債券轉換為本公司普通股之期權，將保留於可換股債券權益儲備內，直至內含期權獲行使為止，在此情況下，列於可換股債券權益儲備之結餘會轉撥至股份溢價。

若有關期權於屆滿日期仍未行使，則於可換股債券權益儲備之結餘轉撥至保留溢利。於有關期權獲轉換或屆滿時，概不會於損益內確認任何收益或虧損。

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments (continued)

Financial liabilities and equity instruments (continued)

Convertible bonds (continued)

Upon redemption of the convertible bonds, the redemption consideration will be allocated to the liability component and equity component using the same allocation basis as when the convertible bonds were originally issued. Differences between the fair value and the carrying amount of the liability component will be recognised in profit or loss. The difference between the redemption consideration and the equity component will be included in equity (convertible bonds equity reserve) and released to retained profits.

Transaction costs that relate to the issue of the convertible bonds are allocated to the liability, equity and derivative components in proportion to the allocation of the gross proceeds. Transactions costs relating to the equity component are charged directly to equity. Transaction costs relating to conversion derivative are charged to profit or loss immediately. Transaction costs relating to the liability component are included in the carrying amount of the liability portion and amortised over the period of the convertible bonds using the effective interest method.

Embedded derivatives

Derivatives embedded in non-derivative host contracts are treated as separate derivatives when they meet the definition of a derivative, their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at fair value with changes in fair value recognised in profit or loss.

3. 主要會計政策(續)

金融工具(續)

金融負債及股本工具(續)

可換股債券(續)

贖回可換股債券後，贖回代價將按可換股債券初步發行時之相同分配基準分配至負債部分及權益部分。負債部分之公平值與賬面值兩者間之差額將於損益確認。贖回代價與權益部分兩者間之差額將列入權益(可換股債券權益儲備)並轉撥至保留溢利。

與發行可換股債券有關之交易成本按所得款項總額之分配比例分配至負債、權益及衍生工具部分。與權益部分有關之交易成本直接在權益內扣除。與轉換衍生工具有關之交易成本直接在損益內扣除。與負債部分有關之交易成本則列入負債部分之賬面值並於可換股債券年期內採用實際利息法攤銷。

嵌入式衍生工具

當包含於非衍生工具主體合約中之衍生工具符合衍生工具定義，其風險及特徵與主體合約之相應部分並不密切相關，同時主體合約並非按公平值(公平值之變動於損益確認)計量時，該等衍生工具被視作獨立之衍生工具。

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments (continued)

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument.

A financial guarantee contract issued by the Group and not designated as at FVTPL is recognised initially at its fair value less transaction costs that are directly attributable to the issue of the financial guarantee contract. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount of obligation under the contract, as determined in accordance with HKAS 37 Provisions, Contingent Liabilities and Contingent Assets; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the revenue recognition policy.

Derecognition

A financial asset is derecognised only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

A financial liability is derecognised when, and only when, the Group's obligations are 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.

3. 主要會計政策(續)

金融工具(續)

財務擔保合約

財務擔保合約乃規定發出人向持有人支付指定金額之合約，以補償持有人由於指定欠債人未能根據債務工具原始或經修訂條款於到期時付款而蒙受之損失。

由本集團出具並非指定為按公平值計入損益之財務擔保合約初步按公平值減出具財務擔保合約直接應佔之交易成本予以確認。初步確認後，本集團按以下各項較高者計量財務擔保合約：(i)合約責任金額(根據香港會計準則第37號撥備、或然負債及或然資產所釐定)；及(ii)初步確認金額減(倘適用)根據收益確認政策確認之累計攤銷。

終止確認

僅當自資產收取現金流量之合約權利屆滿時，或本集團轉讓金融資產及資產擁有權絕大部分風險及回報轉讓予另一實體時，本集團方會終止確認金融資產。

於終止確認整項金融資產時，資產賬面值與已收及應收代價、已在其他全面收入確認及在權益累計之累計收益或虧損總額之差額於損益確認。

當且僅當本集團之責任獲解除、取消或到期時，本集團方會終止確認金融負債。終止確認之金融負債賬面值與已付及應付代價之差額於損益確認。

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Impairment losses on tangible assets

At the end of the reporting period, the Group reviews the carrying amounts of its tangible assets 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.

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 (or a cash-generating unit) 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 (or a cash-generating unit) in prior years. A reversal of an impairment loss is recognised in profit or loss immediately.

3. 主要會計政策(續)

有形資產減值虧損

本集團於報告期間結算日檢討其有形資產之賬面值，以確定有關資產是否出現減值虧損跡象。如有任何該等跡象，則會估計資產之可收回金額，以確定減值虧損(如有)之程度。如不可能估計個別資產之可收回金額，則本集團會估計該類資產之現金產生單位之可收回金額。如可識別合理及一致之分配基準，企業資產亦會分配至個別現金產生單位，或按其他能確認以合理及一致之分配基準將其分配至最小之現金產生單位組別。

可收回金額為以公平值減出售成本與使用價值間之較高者。於評估使用價值時，估計未來現金流以能反映當前市場評估金錢時間值及該資產特有風險之稅前貼現率貼現至其現值，而未來現金流之估計則並未被調整。

倘資產(或一項現金產生單位)之可收回金額估計低於其賬面值，則資產(或一項現金產生單位)之賬面值下調至其可收回金額。減值虧損會即時於損益中確認。

倘其後撥回減值虧損，該資產(或現金產生單位)賬面值會調高至其經修訂之估計可收回金額，但增加之賬面值不得高於倘該資產(或一項現金產生單位)往年並無確認減值虧損時釐定之賬面值。撥回之減值虧損會即時於損益中確認。

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable for goods sold and services rendered in the normal course of business, net of discounts, and sales related taxes, estimated customer returns and rebates.

Revenue from sales of properties in the ordinary business course of business is recognised when the respective properties have been completed and delivered to the buyers, 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 properties;
- the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the properties 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.

Deposits and instalments received from purchasers of properties for sale prior to meeting the above criteria for revenue recognition are included in the consolidated statement of financial position as "Deposits received in respect of pre-sale of properties" under current liabilities.

Properties operation income is recognised when services are provided.

3. 主要會計政策(續)

收益確認

收益按所收取或應收取代價之公平值計量，指於一般業務過程中銷售貨物及提供服務之應收款項扣除折扣、銷售相關稅項、估計客戶退貨及回佣後之金額。

於一般業務過程中銷售物業之收益乃於各物業竣工及交付予買方時確認，而當時已達成以下所有條件：

- 本集團已將物業擁有權之重大風險及回報轉移予買方；
- 本集團概無保留一般視為與已售物業之擁有權有關之管理權，或其實際控制權；
- 收益金額能可靠計量；
- 與交易有關之經濟利益可能流入本集團；及
- 就交易產生或將產生之成本能可靠計量。

於達成以上有關收益確認之條件前自可供出售物業買方獲得之按金及分期付款已計入綜合財務狀況表流動負債項下之「已收預售物業按金」。

物業營運收入於提供服務時確認。

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Revenue recognition (continued)

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 the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

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 lessor

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

The Group as lessee

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

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take 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.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

3. 主要會計政策(續)

收益確認(續)

當經濟利益很可能流入本集團，且收入金額能夠可靠計量時，會確認金融資產之利息收入。利息收入參考未償還本金及適用實際利率按時間基準累計，實際利率指於金融資產預期年期將估計日後現金收入準確貼現至該資產初步確認時之賬面淨值之利率。

租賃

凡租賃轉讓之條款將擁有權附帶之絕大部分風險及回報轉移至承租人，該租賃即分類為融資租賃。所有其他租賃均分類為經營租賃。

本集團作為出租人

經營租賃之租金收入乃按租賃期間以直線法於損益內確認。

本集團作為承租人

經營租賃付款於租賃期間按直線法確認為開支。

借貸成本

因收購、興建或生產需要長時間籌備方可供其擬定用途或銷售之合資格資產所直接產生之借貸成本，加至該等資產之部分成本，直至該等資產已大致上可供其擬定用途或銷售為止。

運用特定借貸作短期投資以待撥入合資格資產之開支所賺取之投資收入，會從可供資本化之借貸成本中扣減。

所有其他借貸成本於產生期間於損益確認。

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Retirement benefits costs

Payments to state-managed retirement benefit schemes/ the Mandatory Provident Fund Scheme (“MPF Scheme”) are recognised as an expense when employees have rendered service entitling them to the contributions.

Short-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Foreign currencies

In preparing the 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 the primary economic environment in which the entity operates) at the rates of exchanges prevailing at 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 carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

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. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period.

3. 主要會計政策(續)

退休福利成本

於僱員就提供服務而享有供款時，國家管理退休福利計劃／強制性公積金計劃(「強積金計劃」)之供款確認為開支。

短期僱員福利

與工資及薪金、年假及病假相關之僱員福利於提供有關服務之期間按預期交換有關服務需支付福利之未貼現金額確認為負債。

就短期僱員福利確認之負債乃按預期交換有關服務需支付福利之未貼現金額計算。

外幣

編製各個別集團實體之財務報表時，以該實體功能貨幣以外貨幣(外幣)進行之交易均按交易日期之現行匯率以其各自功能貨幣(即該實體經營之主要經濟環境之貨幣)入賬。於報告期間結算日，以外幣計值之貨幣項目按當日現行匯率重新換算，而按公平值以外幣入賬之非貨幣項目按釐定公平值當日之現行匯率重新換算。以外幣計值按歷史成本計量之非貨幣項目毋須重新換算。

結算及重新換算貨幣項目產生之匯兌差額均於產生期間於損益確認。重新換算按公平值入賬之非貨幣項目產生之匯兌差額計入當期損益。

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Foreign currencies (continued)

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Company (i.e. RMB) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the year. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve (attributed to non-controlling interests as appropriate).

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 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.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for 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 by the end of the reporting period.

3. 主要會計政策(續)

外幣(續)

為呈列綜合財務報表，本集團境外業務之資產及負債乃按於各報告期間結算日之匯率換算為本公司之呈列貨幣(即人民幣)。收支項目按年內之平均匯率進行換算。所產生之匯兌差額(如有)於其他全面收入確認，並於權益下以匯兌儲備累計(於適當時撥作非控股權益)。

政府補助

政府補助不予確認入賬，除非有合理保證證明本集團將遵守其附帶條件及將收取補助。

作為已產生開支或虧損之補償或為向本集團提供即時財務資助(並無日後相關成本)而可收取之政府補助，乃於其成為可收取之期間於損益中確認。

稅項

所得稅開支指即期應付稅項及遞延稅項之總和。

即期應付稅項乃根據年度應課稅溢利計算。應課稅溢利與於綜合損益及其他全面收益表所呈報之除稅前溢利不同，原因為其不包括其他年度之應課稅或可予扣稅之收入或開支項目，亦不包括免稅或不可扣稅之項目。本集團有關即期稅項之負債採用於報告期間結算日已實施或實質已實施之稅率計算。

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3. 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 generally 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 deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition 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 ventures and associates, 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.

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 rate (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.

3. 主要會計政策(續)

稅項(續)

遞延稅項指在綜合財務報表內資產及負債之賬面值與計算應課稅溢利採用之相應稅基之差額。遞延稅項負債一般按所有應課稅暫時差額確認入賬，而遞延稅項資產則一般會在可能有應課稅溢利可供作抵銷可扣稅暫時差額時按所有該等可扣稅暫時差額確認入賬。倘因於既不影響應課稅溢利亦不影響會計溢利之交易中首次確認其他資產及負債時產生暫時差額，則不會確認有關遞延稅項資產及負債。

遞延稅項負債按於附屬公司之投資以及於合營企業及聯營公司之權益而產生之應課稅暫時差額確認入賬，惟倘本集團可控制暫時差額之撥回，且該暫時差額可能不會在可見將來撥回者除外。與該等投資及權益相關之可扣稅暫時差額所產生之遞延稅項資產，僅於可能有足夠應課稅溢利可以使用暫時差額之益處且預計於可見將來可以撥回時予以確認。

遞延稅項資產賬面值於各報告期間結算日進行檢討，並於可能不會有足夠應課稅溢利可收回所有或部分資產時調減。

遞延稅項資產及負債根據於各報告期間結算日已實施或實質實施之稅率(及稅法)，按預期在負債償還或資產變現期間適用之稅率計量。

遞延稅項負債及資產之計量反映本集團在各報告期間結算日預期收回或清償其資產及負債賬面值之方式所導致之稅務後果。

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Taxation (continued)

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgements, estimates and assumptions about the amounts of assets, liabilities, revenue and expenses reported and disclosures made in the consolidated financial statements. 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 on-going 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 are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

3. 主要會計政策(續)

稅項(續)

即期及遞延稅項於損益中確認，惟倘即期及遞延稅項與於其他全面收入或直接於權益確認之項目有關，在此情況下即期及遞延稅項亦分別會在其他全面收入或直接於權益確認。

4. 估計所產生不明朗因素之主要來源

於應用附註3所述之本集團會計政策時，本公司董事須就綜合財務報表中所呈報之資產、負債、收益及開支之金額以及當中所作披露作出判斷、估計及假設。估計及相關假設以過往經驗及被視為有關之其他因素為基礎得出。實際結果可能有別於該等估計。

該等估計及相關假設將會持續檢討。倘會計估計之修訂將僅影響修訂期間，則會於該期間確認會計估計之修訂，或倘修訂影響本期間及未來期間，則會於修訂及未來期間確認會計估計之修訂。

估計所產生不明朗因素之主要來源

以下為對於將來之主要假設，及於報告期間結算日之其他估計不明朗因素之主要來源，該等假設及估計具有導致對下個財政年度內之資產及負債賬面值作出重大調整之重大風險。

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4. KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Key sources of estimation uncertainty (continued)

Deferred tax

Deferred tax assets of approximately RMB670,831,000 (2016: approximately RMB500,662,000) mainly in relation to tax losses and LAT have been recognised at 31 December 2017 as set out in note 21. The reliability of the deferred tax assets mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. The directors of the Company determine the deferred tax assets based on the enacted or substantially enacted tax rates and the best knowledge of profit projections of the Group for coming years during which the deferred tax assets are expected to be utilised. The directors of the Company will review the assumptions and profit projections by the end of the reporting period. In cases where the actual future profits generated are less than expected or there is a downward revision of estimated future profits, a reversal of deferred tax assets may arise, which would be recognised in the consolidated statement of profit or loss and other comprehensive income for the period in which such a reversal takes place.

LAT

The Group is subject to LAT in the PRC. However, the implementation of the tax varies amongst different tax jurisdictions in various cities of the PRC and certain projects of the Group have not finalised their LAT calculations with their local tax authorities in the PRC. Accordingly, significant judgement is required in determining the amount of land appreciation and its related income tax provisions. The Group recognised the LAT based on management's best estimates. The final tax outcome could be different from the amounts that were initially recorded, and these differences will impact the income tax expense and the related income tax provisions in the periods in which such tax is finalised with local tax authorities. The carrying amount of LAT payables is disclosed in note 25.

4. 估計所產生不明朗因素之主要來源 (續)

估計所產生不明朗因素之主要來源(續)

遞延稅項

主要與稅項虧損及土地增值稅有關之遞延稅項資產約人民幣670,831,000元(二零一六年：約人民幣500,662,000元)於二零一七年十二月三十一日按照附註21所載分別予以確認。遞延稅項資產之可靠性主要取決於日後之溢利或應課稅暫時差額在未來是否足夠。本公司董事根據已實施或實質實施之稅率以及彼等所深知對本集團於預期將動用遞延稅項資產之未來數年期間之溢利預測，釐定遞延稅項資產。本公司董事將於各報告期間結算日檢討假設及溢利預測。倘所產生之實際未來溢利低於預期或估計未來溢利有所下調，可能出現遞延稅項資產撥回，而將於撥回出現期間於綜合損益及其他全面收益表內確認。

土地增值稅

本集團須於中國繳付土地增值稅。然而，中國不同城市之不同稅務權區實施不同之稅項法律，本集團尚未就其若干項目與中國當地稅務機關落實其土地增值稅計量。因此，須就釐定土地增值及其相關所得稅撥備作出重大判斷。本集團按管理層之最佳估計確認土地增值稅。最終稅項結果可有別於初步入賬之金額，有關差額將影響在當地稅務機關釐定稅項期間之所得稅開支及相關所得稅撥備。應付土地增值稅賬面值於附註25披露。

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4. KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Key sources of estimation uncertainty (continued)

Estimated write down of properties for sale

The Group records properties for sale at the lower of cost and net realisable value. Net realisable value of properties for sale is calculated as estimated selling price in the ordinary course of business, minus estimated cost of completion (if any), and estimated selling expenses which are estimated based on best available information.

The Group writes down properties for sale to net realisable value based on assessment of the reliability of properties for sale, taking into account costs to completion based on past experience and net sales value based on past experience and prevailing market conditions. If there is an increase in costs to completion or a decrease in net sales value, the net realisable value will decrease and this might result in write-downs of properties for sale to net realisable value. Write-downs are recorded where events or changes in circumstances indicate that the balances may not be realised. The identification of write-downs requires the use of judgements and estimates. If the expectation is different, it will impact the carrying value of properties for sale in the period in which such estimate is changed. The carrying amount of properties for sale of approximately RMB33,293,771,000 (2016: RMB32,035,534,000) as at 31 December 2017 are set out in note 22.

Fair value of derivative components of convertible bonds

The management of the Group uses their judgments in selecting an appropriate valuation technique for financial instruments not quoted in an active market. Valuation techniques commonly used by market practitioners are applied. For derivatives financial instruments, assumptions are made based on quoted market rates adjusted for specific features of the instruments. If the inputs and estimates applied in the model are different, the carrying amount of these derivatives may change. The carrying amounts of derivative financial assets and liabilities of approximately RMB83,254,000 (2016: RMB116,451,000) and RMB55,892,000 (2016: RMB73,044,000), respectively, as at 31 December 2017 are set out in note 30.

4. 估計所產生不明朗因素之主要來源 (續)

估計所產生不明朗因素之主要來源(續)

可供出售物業之估計撇減

本集團可供出售物業按成本與可變現淨值之較低者列賬。可供出售物業之可變現淨值即於一般業務過程中之估計售價，減估計竣工成本(如有)及估計出售開支，估計出售開支為根據最佳現有資料估計得出。

本集團根據對可供出售物業可靠程度之評估、經計及參考過往經驗得出之竣工成本以及參考過往經驗及現行市況得出之銷售淨值，將可供出售物業撇減至可變現淨值。倘若竣工成本增加或銷售淨值減少，則可變現淨值將會減少，並可能因而導致須將可供出售物業撇減至可變現淨值。於發生任何事項或情況有變顯示結餘或不可變現時，將撇減入賬。識別撇減須運用判斷及估計。當預期與原有估計有所不同時，將對於該估計有所改變期間可供出售物業之賬面值造成影響。誠如附註22所載，於二零一七年十二月三十一日，可供出售物業之賬面值約為人民幣33,293,771,000元(二零一六年：人民幣32,035,534,000元)。

可換股債券之衍生工具部分之公平值

本集團管理層運用其判斷為在活躍市場沒有報價之金融工具選擇合適之估價技術。本集團應用市場人士常用之估價技術。衍生金融工具會根據市場報價就衍生工具之特定特徵作出調整而作出假設。倘用於模型之輸入值及估計有別，該等衍生工具之賬面值將會改變。誠如附註30所載，於二零一七年十二月三十一日，衍生金融資產及負債之賬面值分別約為人民幣83,254,000元(二零一六年：人民幣116,451,000元)及人民幣55,892,000元(二零一六年：人民幣73,044,000元)。

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4. KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Key sources of estimation uncertainty (continued)

Impairment of amounts due from associates, joint ventures and non-controlling equity holders of subsidiaries of the Group

When there is objective evidence of impairment loss, the Group takes into consideration the estimation of future cash flows. The amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). Where the actual future cash flows are less than expected, a material impairment loss may arise. During the years ended 31 December 2017 and 2016, no allowance for doubtful debts have been made on the amounts due from associates, joint ventures and non-controlling equity holders of subsidiaries of the Group. As at 31 December 2017, the carrying amounts of amounts due from associates, joint ventures and non-controlling equity holders of subsidiaries of the Group are approximately RMB801,461,000 (2016: RMB1,460,578,000), RMB7,309,669,000 (2016: RMB1,325,504,000) and RMB3,958,767,000 (2016: RMB2,828,108,000), respectively (see notes 20 and 23).

4. 估計所產生不明朗因素之主要來源 (續)

估計所產生不明朗因素之主要來源(續)

應收聯營公司、合營企業及本集團附屬公司非控股權益持有人款項之減值

倘有客觀跡象顯示出現減值虧損，本集團會考慮估計未來現金流。減值虧損之金額乃按資產賬面值與按金融資產之原實際利率（即於初步確認時之實際利率）貼現之估計未來現金流（不包括尚未產生之未來信貸虧損）現值之間差額計算。倘未來實際現金流低於預期，則可能產生重大減值虧損。截至二零一七年及二零一六年十二月三十一日止年度，並未對應收聯營公司、合營企業及本集團附屬公司非控股權益持有人款項作出呆賬撥備。於二零一七年十二月三十一日，應收聯營公司、合營企業及本集團附屬公司非控股權益持有人款項之賬面值分別約為人民幣801,461,000元（二零一六年：人民幣1,460,578,000元）、人民幣7,309,669,000元（二零一六年：人民幣1,325,504,000元）及人民幣3,958,767,000元（二零一六年：人民幣2,828,108,000元）（見附註20及23）。

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5. REVENUE

An analysis of the Group's revenue by major products and service categories for the year is as follows:

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Sales of properties for sale	銷售可供出售物業	17,215,170	11,468,458
Properties operation income	物業營運收入	9,274	78,038
Rental income from investment properties (Note 10)	來自投資物業之租金收入(附註10)	86,118	59,946
		17,310,562	11,606,442

6. SEGMENT INFORMATION

The Group has adopted HKFRS 8 Operating Segments, which requires operating segments to be identified on the basis of internal report about the components of the Group that are regularly reviewed by the chief operating decision makers ("CODM") in order to allocate resources to segments and to assess their performance. The CODM is the Company's executive director.

For the management purpose, the Group is currently organised into the following two operating and reportable segments: (i) Development and sales of properties and property leasing ("Properties Segment"); and (ii) sales of electronic and electrical related products and building related materials and equipment ("Trading Segment"). Each of which is considered as a separate operating segment by the CODM.

5. 收益

按本年度主要產品及服務類別劃分之本集團收益分析如下：

6. 分部資料

本集團已採納香港財務報告準則第8號經營分部，該準則規定經營分部按主要營運決策者（「主要營運決策者」）為分配資源至各分部及評估表現而定期審閱本集團各部門之內部報告為基準予以識別。主要營運決策者為本公司執行董事。

為了管理的目的，本集團當前分類為以下兩個經營及可呈報分部：(i)物業開發及銷售與物業租賃（「物業分部」）；及(ii)電子及電器相關產品與建築相關材料及設備銷售（「貿易分部」），該等分部各自被主要營運決策者視為獨立之經營分部。

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6. SEGMENT INFORMATION (continued)

Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable and operating segments.

6. 分部資料(續)

分部收益及業績

以下為按可呈報及經營分部劃分之本集團收益及業績分析：

		Trading Segment 貿易分部 RMB'000 人民幣千元	Properties Segment 物業分部 RMB'000 人民幣千元	Consolidated 綜合 RMB'000 人民幣千元
For the year ended 31 December 2017	截至二零一七年十二月 三十一日止年度			
Segment revenue	分部收益			
– external customers	– 外部客戶	–	17,310,562	17,310,562
Segment results	分部業績	–	5,396,118	5,396,118
Net foreign exchange gains	匯兌收益淨額			198,638
Unallocated income	未分配收入			40,425
Fair value loss on derivative financial instruments	衍生金融工具之 公平值虧損			(13,983)
Unallocated expenses	未分配支出			(35,909)
Unallocated finance costs	未分配融資成本			(283,811)
Profit before tax	除稅前溢利			5,301,478

		Trading Segment 貿易分部 RMB'000 人民幣千元	Properties Segment 物業分部 RMB'000 人民幣千元	Consolidated 綜合 RMB'000 人民幣千元
For the year ended 31 December 2016	截至二零一六年十二月 三十一日止年度			
Segment revenue	分部收益			
– external customers	– 外部客戶	–	11,606,442	11,606,442
Segment results	分部業績	–	3,042,495	3,042,495
Net foreign exchange losses	匯兌虧損淨額			(190,534)
Unallocated income	未分配收入			3,381
Fair value loss on derivative financial instruments	衍生金融工具之 公平值虧損			(56,524)
Unallocated expenses	未分配支出			(45,490)
Unallocated finance costs	未分配融資成本			(211,009)
Profit before tax	除稅前溢利			2,542,319

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6. SEGMENT INFORMATION (continued)

Segment revenue and results (continued)

There were no inter-segment sales during the years ended 31 December 2017 and 2016.

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 3. Segment results represent the profit earned by each segment without allocation of unallocated corporate costs, fair value loss on derivative financial instruments, net of certain finance costs, certain interest income and certain net foreign exchange losses. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable and operating segments:

6. 分部資料(續)

分部收益及業績(續)

於二零一七年及二零一六年十二月三十一日止年度內，並無分部間銷售。

經營分部之會計政策與附註3所述本集團之會計政策相同。分部業績指各分部在並無分配未分配公司成本、衍生金融工具之公平值虧損、若干融資成本淨額、若干利息收入及若干匯兌虧損淨額前所產生之溢利。此乃向主要營運決策者匯報作資源分配及表現評估用途之衡量基準。

分部資產及負債

以下為按可呈報及經營分部劃分之本集團資產及負債分析：

		Trading Segment 貿易分部 RMB'000 人民幣千元	Properties Segment 物業分部 RMB'000 人民幣千元	Consolidated 綜合 RMB'000 人民幣千元
At 31 December 2017	於二零一七年十二月三十一日			
Segment assets	分部資產	–	56,886,277	56,886,277
Goodwill	商譽			160,210
Other unallocated assets	其他未分配資產			770,825
Total assets	資產總值			57,817,312
Segment liabilities	分部負債	–	25,829,938	25,829,938
Other unallocated liabilities	其他未分配負債			10,216,148
Total liabilities	負債總額			36,046,086

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6. SEGMENT INFORMATION (continued)

Segment assets and liabilities (continued)

6. 分部資料(續)

分部資產及負債(續)

		Trading Segment 貿易分部 RMB'000 人民幣千元	Properties Segment 物業分部 RMB'000 人民幣千元	Consolidated 綜合 RMB'000 人民幣千元
At 31 December 2016	於二零一六年十二月三十一日			
Segment assets	分部資產	1,588	46,569,999	46,571,587
Goodwill	商譽			160,210
Other unallocated assets	其他未分配資產			1,714,571
Total assets	資產總值			48,446,368
Segment liabilities	分部負債	2,039	26,745,164	26,747,203
Other unallocated liabilities	其他未分配負債			7,591,195
Total liabilities	負債總額			34,338,398

For the purposes of monitoring segment performance and allocating resources between segments:

就監管分部表現及於分部間分配資源而言：

- all assets, other than derivative component of convertible bonds, goodwill and assets of the investment holding companies, are allocated to reportable and operating segments; and
 - all liabilities, other than bonds payable, loans from equity holders of the investment holding companies, liability component of convertible bonds, derivative component of convertible bonds and bank and other borrowings of the investment holding companies, are allocated to reportable and operating segments.
- 所有資產(不包括可換股債券之衍生工具部分、商譽及投資控股公司資產)均分配至可呈報及經營分部；及
 - 所有負債(不包括應付債券、投資控股公司權益持有人貸款、可換股債券之負債部分、可換股債券之衍生工具部分及投資控股公司之銀行及其他借貸)均分配至可呈報及經營分部。

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6. SEGMENT INFORMATION (continued)

Other segment information

Amounts included in the measure of segment profit or loss or segment assets.

6. 分部資料(續)

其他分部資料

計算分部溢利或虧損或分部資產所計及之款項。

		Trading Segment 貿易分部 RMB'000 人民幣千元	Properties Segment 物業分部 RMB'000 人民幣千元	Consolidated 綜合 RMB'000 人民幣千元
For the year ended 31 December 2017	截至二零一七年十二月三十一日止年度			
Addition to non-current assets (Note)	非流動資產添置(附註)	-	1,880,568	1,880,568
Interest income	利息收入	-	132,641	132,641
Depreciation of property, plant and equipment	物業、廠房及設備折舊	-	10,795	10,795
Depreciation of investment properties	投資物業折舊	-	38,764	38,764
For the year ended 31 December 2016	截至二零一六年十二月三十一日止年度			
Addition to non-current assets (Note)	非流動資產添置(附註)	5	946,815	946,820
Interest income	利息收入	-	148,439	148,439
Depreciation of property, plant and equipment	物業、廠房及設備折舊	2	5,773	5,775
Depreciation of investment properties	投資物業折舊	-	668	668

Note: Non-current assets exclude deferred tax assets and financial assets.

附註：非流動資產不包括遞延稅項資產及金融資產。

The Group's revenue from external customers is derived from the PRC. No single customer of the Group contributed 10% or more to the Group's revenue for the years ended 31 December 2017 and 2016.

本集團來自外部客戶之收益來源於中國。本集團並無單一客戶於本集團截至二零一七年及二零一六年十二月三十一日止年度之收益貢獻10%或以上。

Substantially all of the Group's non-current assets, excluding deferred tax assets and available-for-sale investments, are located in the PRC.

本集團絕大部分非流動資產(不包括遞延稅項資產及可供出售投資)位於中國。

Geographical information

The Group's Properties Segment is located in Foshan, Guangzhou, Nanjing and Jurong, Chongqing, Xi'an and Hong Kong.

地理資料

本集團之物業分部位於佛山、廣州、南京及句容、重慶、西安及香港。

Information about the revenue from external customers of Properties Segment and the assets of Properties Segment is presented based on the location of the assets.

有關來自物業分部外部客戶之收益及物業分部之資產之資料按資產所在地呈列。

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6. SEGMENT INFORMATION (continued)

Geographical information (continued)

6. 分部資料(續)

地理資料(續)

		Revenue from external customers		Segment assets	
		來自外部客戶之收益		分部資產	
		2017	2016	2017	2016
		二零一七年	二零一六年	二零一七年	二零一六年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Foshan	佛山	3,872,741	3,601,719	16,674,902	11,708,430
Guangzhou	廣州	3,186,358	4,062,667	7,964,597	6,061,642
Nanjing and Jurong	南京及句容	5,663,082	2,715,367	16,809,335	14,641,387
Chongqing	重慶	3,075,552	1,226,689	14,063,967	12,321,770
Xi'an	西安	1,500,513	–	951,128	1,836,770
Hong Kong	香港	12,316	–	422,348	–
		17,310,562	11,606,442	56,886,277	46,569,999

7. OTHER INCOME

7. 其他收入

		2017	2016
		二零一七年	二零一六年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Bank interest income	銀行利息收入	44,506	33,258
Gain on disposal of investment properties	出售投資物業之收益	10,393	22,179
Government grants (Note)	政府補助(附註)	–	25,111
Interest income from associates	來自聯營公司之利息收入	76,714	87,072
Interest income from joint ventures	來自合營企業之利息收入	51,846	31,490
Others	其他	14,882	13,922
		198,341	213,032

Note: The amount of government grants was received in respect of certain property development projects of the Group in Chongqing, the PRC, the Group fulfill the relevant granting criteria which immediately recognised as other income.

附註：已收取有關本集團於中國重慶若干房地產發展項目之政府資助金額。當本集團達成相關獲授標準後，政府資助即時確認為其他收入。

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8. FINANCE COSTS

8. 融資成本

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Interest on:	利息：		
– bank and other borrowings	– 銀行及其他借貸	258,720	300,291
– loans from a fellow subsidiary	– 自一家同系附屬公司之貸款	–	199
– loans from an intermediate holding company	– 自一家間接控股公司之貸款	95,161	44,571
– loans from non-controlling equity holders of subsidiaries of the Group	– 自本集團附屬公司非控股權益持有人之貸款	224,562	148,904
– bonds	– 債券	163,784	166,350
– convertible bonds (Notes 13 and 30)	– 可換股債券(附註13及30)	88,655	83,234
Total borrowing costs	總借貸成本	830,882	743,549
Less: amounts capitalised in the cost of qualifying assets	減：已資本化為合資格資產成本之款項	(367,953)	(447,384)
		462,929	296,165

Borrowing costs capitalised to properties under development for sale were determined by the contracted interest rates of respective borrowings as disclosed in notes 26, 28 and 29.

誠如附註26、28及29所披露，已資本化為可供出售發展中物業之借貸成本按各特定借貸之合約利率釐定。

Borrowing costs were capitalised at the weighted average rate of general borrowings at 4.69% per annum (2016: 4.85%) per annum.

借貸成本已按一般借貸之加權平均年利率4.69%(二零一六年：4.85%)資本化。

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9. INCOME TAX EXPENSE

9. 所得稅支出

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
The charge comprises:	支出包括：		
PRC Enterprise Income Tax ("EIT")	中國企業所得稅(「企業所得稅」)		
– Current year	– 本年度	1,257,661	719,072
– Over provision in prior year	– 過往年度超額撥備	(2,498)	–
LAT	土地增值稅	1,168,684	753,088
		2,423,847	1,472,160
Deferred tax (Note 21)	遞延稅項(附註21)	(61,352)	(44,895)
		2,362,495	1,427,265

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the statutory EIT rate of the subsidiaries incorporated in the PRC is 25%. Further, 5% or 10% withholding income tax is generally imposed on dividends relating to profits earned by the PRC entities that are owned by non-PRC entities within the Group.

LAT is levied at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds of sales of properties less deductible expenditures including cost of land use right and all property development expenditures.

No provision for Hong Kong Profits Tax has been made as the Group has no assessable profits in Hong Kong for the years ended 31 December 2017 and 2016.

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，於中國註冊成立之附屬公司之法定企業所得稅稅率為25%。此外，本集團旗下非中國實體所擁有之中國實體一般須就其所賺取溢利之股息繳納5%或10%之預提所得稅。

土地增值稅按土地增值(即出售物業所得款項減包括土地使用權成本及所有物業發展開支在內之可扣除開支)介乎30%至60%之遞增稅率徵收。

由於本集團於截至二零一七年及二零一六年十二月三十一日止年度均無香港應課稅溢利，故並無作出香港利得稅撥備。

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9. INCOME TAX EXPENSE (continued)

The income tax expense for the year can be reconciled to the profit before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

9. 所得稅支出(續)

本年度所得稅支出與綜合損益及其他全面收益表內除稅前溢利對賬如下：

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Profit before tax	除稅前溢利	5,301,478	2,542,319
Tax at the income tax rate of 25% (Note)	按25%所得稅稅率計算之稅項(附註)	1,325,370	635,580
Tax effect of expenses not deductible for tax purposes	不可扣稅之支出之稅務影響	285,723	143,314
Tax effect of income not taxable for tax purposes	毋須課稅之收入之稅務影響	(253,216)	(65,384)
Tax effect of utilisation of tax losses previously not recognised	動用過往未確認之稅項虧損之稅務影響	(25,992)	(37,265)
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	14,346	4,452
PRC LAT	中國土地增值稅	1,168,684	753,088
Tax effect of PRC LAT	中國土地增值稅之稅務影響	(292,171)	(188,272)
Over provision in prior year	過往年度超額撥備	(2,498)	-
Tax effect of deductible temporary differences not recognised	未確認可扣稅暫時差額之稅務影響	41,378	60,507
Tax effect of utilisation of deductible temporary differences previously not recognised	動用過往未確認之可扣稅暫時差額之稅務影響	(35,513)	(4,611)
Dividend withholding tax expense	股息預扣稅開支	108,817	86,814
Effect of different tax rates in other jurisdictions	其他司法權區不同稅率之影響	27,567	39,042
Income tax expense	所得稅支出	2,362,495	1,427,265

Note: It represents the tax rate where the operation of the Group is substantially based.

附註：此乃本集團大部分業務所在地之稅率。

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10. PROFIT BEFORE TAX

10. 除稅前溢利

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Profit before tax has been arrived at after charging (crediting):	除稅前溢利經扣除(計及)下列各項後得出：		
Employee benefits expenses (including directors' remuneration):	僱員福利開支(包括董事薪酬)：		
Salaries and other allowances	薪金及其他津貼	302,235	234,598
Pension scheme contributions	退休金計劃供款	18,945	32,774
Total staff costs	員工開支總額	321,180	267,372
Less: Amount capitalised to properties under development for sale	減：已資本化為可供出售發展中物業之款項	(178,049)	(140,872)
		143,131	126,500
Gross rental income from investment properties (Note 5)	投資物業總租金收入(附註5)	(86,118)	(59,946)
Less: Direct operating expenses incurred	減：所產生之直接經營開支	88,569	38,253
		2,451	(21,693)
Cost of properties for sale recognised as an expense	確認作開支之可供出售物業成本	11,515,535	8,269,296
Depreciation of investment properties	投資物業折舊	38,764	668
Depreciation of property, plant and equipment	物業、廠房及設備折舊	10,795	5,775
Auditor's remuneration	核數師酬金	3,842	3,464
Loss (gain) on disposal of property, plant and equipment	出售物業、廠房及設備虧損(收益)	156	(38)

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11. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

(a) The emoluments paid or payable to each of the 11 (2016: 12) directors were as follows:

For year ended 31 December 2017

11. 董事及僱員之薪酬

(a) 已付或應付11名(二零一六年：12名)董事之薪酬載列如下：

截至二零一七年十二月三十一日止年度

	Dr. So Shu Fai 蘇樹輝博士 RMB'000 人民幣千元	Mr. Yu Zhiliang 余志良先生 RMB'000 人民幣千元	Mr. Wong King Yuen 黃競源先生 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
A) EXECUTIVE DIRECTORS:				
Emoluments paid or receivable in respect of a person's services as a director, whether of the Company and its subsidiaries				
Fees				
Emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the Company and its subsidiaries				
Other emoluments:				
Salaries and allowances	35	1,151	35	1,221
Performance related incentive payments bonus	-	724	-	724
Pension scheme contributions	-	-	2	2
Sub-total emoluments	35	1,875	37	1,947

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11. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (continued)

(a) (continued)

For year ended 31 December 2017 (continued)

11. 董事及僱員之薪酬(續)

(a) (續)

截至二零一七年十二月三十一日止年度
(續)

	Mr. Huang Junlong	Dr. Yan Chengda Yan Chengda	Mr. Xu Yongjun	Ms. Liu Ning	Total
	黃均隆先生	博士 Yan Chengda	許永軍先生	劉寧女士	總計
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
B) NON-EXECUTIVE DIRECTORS:	B) 非執行董事：				
Emoluments paid or receivable in respect of a person's services as a director, whether of the Company and its subsidiaries	就作為本公司及其附屬公司董事之服務已付或應收薪酬				
Fees	35	35	35	35	140
Emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the Company and its subsidiaries	就董事管理有關本公司及其附屬公司事務之其他服務已付或應收薪酬				
Other emoluments:	其他薪酬：				
Salaries and allowances	-	-	-	-	-
Pension scheme contributions	-	-	-	-	-
Sub-total emoluments	35	35	35	35	140

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11. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (continued)

(a) (continued)

For year ended 31 December 2017 (continued)

11. 董事及僱員之薪酬(續)

(a) (續)

截至二零一七年十二月三十一日止年度
(續)

		Dr. Wong Wing Kuen, Albert 王永權博士 RMB'000 人民幣千元	Ms. Chen Yanping 陳燕萍女士 RMB'000 人民幣千元	Dr. Shi Xinping 史新平博士 RMB'000 人民幣千元	Mr. He Qi 何琦先生 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
C) INDEPENDENT NON-EXECUTIVE DIRECTORS:	c) 獨立非執行董事：					
Emoluments paid or receivable in respect of a person's services as a director, whether of the Company and its subsidiaries	就作為本公司及其附屬公司董事之服務已付或應收薪酬					
Fees	袍金	104	104	104	104	416
Emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the Company and its subsidiaries	就董事管理有關本公司及其附屬公司事務之其他服務已付或應收薪酬					
Other emoluments:	其他薪酬：					
Salaries and allowances	薪金及津貼	-	-	-	-	-
Pension scheme contributions	退休金計劃供款	-	-	-	-	-
Sub-total emoluments	薪酬小計	104	104	104	104	416
Total emoluments	總薪酬					2,503

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11. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (continued)

(a) (continued)

For year ended 31 December 2016

11. 董事及僱員之薪酬(續)

(a) (續)

截至二零一六年十二月三十一日止年度

	Dr. So Shu Fai	Mr. Yu Zhiliang	Mr. Wong King Yuen (Note i)	Total
	蘇樹輝博士	余志良先生	黃競源先生 (附註i)	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
A) EXECUTIVE DIRECTORS:				
Emoluments paid or receivable in respect of a person's services as a director, whether of the Company and its subsidiaries				
Fees				
Emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the Company and its subsidiaries				
Other emoluments:				
Salaries and allowances	34	1,015	27	1,076
Performance related incentive payments bonus	-	595	-	595
Pension scheme contributions	-	-	-	-
Sub-total emoluments	34	1,610	27	1,671

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11. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (continued)

(a) (continued)

For year ended 31 December 2016 (continued)

11. 董事及僱員之薪酬(續)

(a) (續)

截至二零一六年十二月三十一日止年度
(續)

	Mr. Huang Junlong (Note i)	Dr. Yan Chengda (Note i)	Mr. Xu Yongjun (Note i)	Ms. Wu Zhenqin (Note ii)	Ms. Liu Ning	Total
	黃均隆先生 (附註i)	Yan Chengda 博士 (附註i)	許永軍先生 (附註i)	吳振勤女士 (附註ii)	劉寧女士	總計
	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) NON-EXECUTIVE DIRECTORS:	B) 非執行董事：					
Emoluments paid or receivable in respect of a person's services as a director, whether of the Company and its subsidiaries	就作為本公司及其附屬公司董事之服務已付或應收薪酬					
Fees	袍金	27	27	27	–	34
Emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the Company and its subsidiaries	就董事管理有關本公司及其附屬公司事務之其他服務付已或應收薪酬					
Other emoluments:	其他薪酬：					
Salaries and allowances	薪金及津貼	–	–	–	–	–
Pension scheme contributions	退休金計劃供款	–	–	–	–	–
Sub-total emoluments	薪酬小計	27	27	27	–	34

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11. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (continued)

(a) (continued)

For year ended 31 December 2016 (continued)

11. 董事及僱員之薪酬(續)

(a) (續)

截至二零一六年十二月三十一日止年度
(續)

		Dr. Wong Wing Kuen, Albert 王永權博士 RMB'000 人民幣千元	Ms. Chen Yanping 陳燕萍女士 RMB'000 人民幣千元	Dr. Shi Xinping 史新平博士 RMB'000 人民幣千元	Mr. He Qi 何琦先生 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
A) INDEPENDENT NON-EXECUTIVE DIRECTORS:	A) 獨立非執行董事					
Emoluments paid or receivable in respect of a person's services as a director, whether of the Company and its subsidiaries	就作為本公司及其附屬公司董事之服務已付或應收薪酬					
Fees	袍金	103	103	103	103	412
Emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the Company and its subsidiaries	就董事管理有關本公司及其附屬公司事務之其他服務已付或應收薪酬					
Other emoluments:	其他薪酬：					
Salaries and allowances	薪金及津貼	-	-	-	-	-
Pension scheme contributions	退休金計劃供款	-	-	-	-	-
Sub-total emoluments	薪酬小計	103	103	103	103	412
Total emoluments	總薪酬					2,198

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11. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (continued)

(a) (continued)

Notes:

- (i) Appointed on 18 March 2016.
- (ii) Resigned on 18 March 2016.
- (iii) The discretionary bonus was determined with reference to the individual performance during the year ended 31 December 2016.
- (iv) The Company does not have any chief executive which functions are carried out by all the executive directors.
- (v) There was no arrangement under which a director waived or agreed to waive any remuneration during the year.
- (vi) No emoluments were paid by the Group to any of the directors as inducement to join or upon joining the Group or as compensation for loss of office.

(b) Of the five individuals with the highest emoluments in the Group, one (2016: one) was director of the Company whose emoluments are included in the disclosures in note 11(a) above. The emoluments of the remaining four (2016: four) individuals were as follows:

11. 董事及僱員之薪酬(續)

(a) (續)

附註：

- (i) 於二零一六年三月十八日獲委任。
- (ii) 於二零一六年三月十八日辭任。
- (iii) 截至二零一六年十二月三十一日止年度，酌情花紅乃按個人表現釐定。
- (iv) 本公司概無任何行政總裁（其職能由全體執行董事履行）。
- (v) 於年內，概無董事據此放棄或同意放棄任何酬金之安排。
- (vi) 本集團概無向任何董事支付薪酬，以作為其加入或於加入本集團時之獎勵或作為其離職補償。

(b) 本集團五位最高薪酬人士中，一名（二零一六年：一名）人士為薪酬於上文附註11(a)披露之本公司董事。餘下四名（二零一六年：四名）人士之薪酬如下：

		2017	2016
		二零一七年	二零一六年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Salaries, allowances and other benefits	薪金、津貼及其他福利	1,362	1,989
Contributions to retirement schemes	退休計劃供款	383	379
Discretionary and performance related incentive payments	酌情及表現相關獎勵付款	5,043	5,360
		6,788	7,728

No emoluments were paid by the Group to any of the five highest-paid individuals as inducement to join or upon joining the Group or as compensation for loss of office.

本集團概無向任何五位最高薪酬人士支付薪酬，以作為其加入或於加入本集團時之獎勵或作為其離職補償。

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11. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (continued)

(b) (continued)

Their emoluments were within the following bands:

11. 董事及僱員之薪酬(續)

(b) (續)

彼等薪酬介乎以下範圍：

		Number of employees	
		僱員人數	
		2017	2016
		二零一七年	二零一六年
HK\$1,500,001 to HK\$2,000,000 (2017: approximately RMB1,300,501 to RMB1,734,000; 2016: approximately RMB1,283,401 to RMB1,711,200)	港幣1,500,001元至港幣2,000,000元(二零一七年：約人民幣1,300,501元至人民幣1,734,000元；二零一六年：約人民幣1,283,401元至人民幣1,711,200元)	3	2
HK\$2,000,001 to HK\$2,500,000 (2017: approximately RMB1,734,001 to RMB2,167,500; 2016: approximately RMB1,711,201 to RMB2,139,000 in 2016)	港幣2,000,001元至港幣2,500,000元(二零一七年：約人民幣1,734,001元至人民幣2,167,500元；二零一六年：約人民幣1,711,201元至人民幣2,139,000元)	–	2
HK\$2,500,001 to HK\$3,000,000 (2017: approximately RMB2,167,501 to RMB2,601,000; 2016: approximately RMB2,139,001 to RMB2,566,800)	港幣2,500,001元至港幣3,000,000元(二零一七年：約人民幣2,167,501元至人民幣2,601,000元；二零一六年：約人民幣2,139,001元至人民幣2,566,800元)	1	–
		4	4



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截至二零一七年十二月三十一日止年度

12. DIVIDENDS

During the year ended 31 December 2017, a final dividend of Hong Kong dollars (“HK\$”) HK\$0.045 per ordinary share in respect of the year ended 31 December 2016 (2016: HK\$0.005 per ordinary share in respect of the year ended 31 December 2015) was declared and paid to the shareholders of the Company. The aggregate amount of final dividend declared from share premium of the Company and paid during the year amounted to approximately RMB195,970,000 (2016: RMB20,438,000).

During the year ended 31 December 2017, subsidiaries of the Group declared dividends of RMB879,030,000 (2016: RMB39,018,000) to its shareholders, of which approximately RMB199,011,000 (2016: RMB19,509,000) was paid to its non-controlling equity holders.

Subsequent to the end of the reporting period, a final dividend in respect of the year ended 31 December 2017 of HK\$0.1 (equivalent to approximately RMB0.08) per share has been proposed by the directors of the Company and is subject to approval by the shareholders of the Company in the forthcoming general meeting.

12. 股息

於截至二零一七年十二月三十一日止年度，本公司宣派截至二零一六年十二月三十一日止年度之末期股息每股普通股港幣0.045元（二零一六年：截至二零一五年十二月三十一日止年度每股普通股港幣0.005元），並向本公司股東派付。末期股息總金額約人民幣195,970,000元（二零一六年：人民幣20,438,000元）乃自本公司股份溢價宣派，並於年內派付。

截至二零一七年十二月三十一日止年度，本集團附屬公司向其股東宣派股息人民幣879,030,000元（二零一六年：人民幣39,018,000元），其中向其非控股權益持有人宣派股息約人民幣199,011,000元（二零一六年：人民幣19,509,000元）。

於報告期間結算日後，本公司董事已建議派付有關截至二零一七年十二月三十一日止年度之末期股息每股港幣0.1元（相當於約人民幣0.08元），惟須待股東於應屆股東大會批准後，方可作實。

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13. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to owners of the Company is based on the following data:

13. 每股盈利

本公司擁有人應佔每股基本及攤薄盈利乃按下列數據計算：

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Earnings	盈利		
Earning for the purpose of basic earnings per share, being profit for the year attributable to owners of the Company	計算每股基本盈利(即本公司擁有人應佔年內溢利)之盈利	1,638,124	811,449
Effect of dilutive potential ordinary shares:	潛在攤薄普通股之影響：		
– Fair value changes on convertible bonds	– 可換股債券之公平值變動	13,983	–
– Interest on convertible bonds (Notes 8 and 30)	– 可換股債券利息(附註8及30)	88,655	–
Earnings for the purpose of diluted earnings per share	計算每股攤薄盈利之盈利	1,740,762	811,449
		2017 二零一七年 '000 千股	2016 二零一六年 '000 千股
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of basic earnings per share	計算每股基本盈利之普通股加權平均數	4,905,258	4,905,258
Effect of dilutive potential ordinary shares:	潛在攤薄普通股之影響：		
– Convertible bonds (Note 30)	– 可換股債券(附註30)	780,976	–
Weighted average number of ordinary shares for the purpose of diluted earnings per share	計算每股攤薄盈利之普通股加權平均數	5,686,234	4,905,258
Basic earnings per share (RMB cents)	每股基本盈利(人民幣分)	33.40	16.54
Diluted earnings per share (RMB cents)	每股攤薄盈利(人民幣分)	30.61	16.54

The computation of diluted earnings per share for the year ended 31 December 2016 did not assume the conversion of the Group's convertible bonds since its exercise would result in an increase in earnings per share.

由於行使本集團之可換股債券將增加每股盈利，故計算截至二零一六年十二月三十一日止年度之每股攤薄盈利時並無假設該等可換股債券獲轉換。

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14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、廠房及設備

		Land and buildings 土地及樓宇 RMB'000 人民幣千元	Leasehold improvements 租賃物業裝修 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Office equipment 辦公室設備 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
COST		成本				
At 1 January 2016	於二零一六年一月一日	28,453	–	12,060	14,318	54,831
Additions	添置	–	31,591	198	17	31,806
Additions through acquisition of subsidiaries (Note 33(ii))	透過收購附屬公司之添置 (附註33(ii))	–	–	–	2	2
Disposals	出售	–	–	(2,548)	(946)	(3,494)
At 31 December 2016 and 1 January 2017	於二零一六年十二月三十一日及 二零一七年一月一日	28,453	31,591	9,710	13,391	83,145
Additions	添置	–	82,803	1,055	2,288	86,146
Disposals	出售	–	–	(1,622)	(2,107)	(3,729)
At 31 December 2017	於二零一七年十二月三十一日	28,453	114,394	9,143	13,572	165,562
ACCUMULATED DEPRECIATION		累計折舊				
At 1 January 2016	於二零一六年一月一日	4,187	–	7,176	7,283	18,646
Provided for the year	年內撥備	1,026	2,519	936	1,294	5,775
Eliminated on disposals	於出售時對銷	–	–	(2,540)	(649)	(3,189)
At 31 December 2016 and 1 January 2017	於二零一六年十二月三十一日及 二零一七年一月一日	5,213	2,519	5,572	7,928	21,232
Provided for the year	年內撥備	1,026	5,246	1,837	2,686	10,795
Eliminated on disposals	於出售時對銷	–	–	(1,482)	(1,871)	(3,353)
At 31 December 2017	於二零一七年十二月三十一日	6,239	7,765	5,927	8,743	28,674
CARRYING VALUES		賬面值				
At 31 December 2017	於二零一七年十二月三十一日	22,214	106,629	3,216	4,829	136,888
At 31 December 2016	於二零一六年十二月三十一日	23,240	29,072	4,138	5,463	61,913

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14. PROPERTY, PLANT AND EQUIPMENT

(continued)

The Group's land and buildings are erected on land located in the PRC.

The above items of property, plant and equipment are depreciated using the straight-line basis, after taking into account of their estimated residual values, at the following rates per annum:

Land and buildings	5% or over the lease terms of the relevant land, if shorter
Leasehold improvements	5% or over the lease terms of the relevant properties, if shorter
Motor vehicles	15% - 20%
Office equipment	15% - 20%

14. 物業、廠房及設備(續)

本集團土地及樓宇建於中國土地上。

上述物業、廠房及設備項目經考慮其估計餘值後按以下年率以直線法計算折舊：

土地及樓宇	5%或(倘較短)按相關土地租期
租賃物業裝修	5%或(倘較短)按相關物業租期
汽車	15%–20%
辦公室設備	15%–20%

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15. INVESTMENT PROPERTIES

15. 投資物業

		Land 土地 RMB'000 人民幣千元	Buildings 樓宇 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
COST		成本		
At 1 January 2016	於二零一六年一月一日	–	25,798	25,798
Transfer from properties for sale	轉自可供出售物業	–	793,842	793,842
Disposals	出售	–	(16,741)	(16,741)
At 1 December 2016 and 1 January 2017	於二零一六年十二月一日及 二零一七年一月一日	–	802,899	802,899
Additions through acquisition of assets (Note 33 (ii))	透過收購資產之添置 (附註33(ii))	239,576	212,146	451,722
Disposals	出售	–	(1,520)	(1,520)
Exchange realignment	匯兌調整	(15,695)	(13,899)	(29,594)
At 31 December 2017	於二零一七年十二月三十一日	223,881	999,626	1,223,507
ACCUMULATED DEPRECIATION		累計折舊		
At 1 January 2016	於二零一六年一月一日	–	4,039	4,039
Provided for the year	年內撥備	–	668	668
Eliminated on disposals	於出售時對銷	–	(2,967)	(2,967)
At 31 December 2016 and 1 January 2017	於二零一六年十二月三十一日 及二零一七年一月一日	–	1,740	1,740
Provided for the year	年內撥備	263	38,501	38,764
Eliminated on disposals	於出售時對銷	–	(279)	(279)
Exchange realignment	匯兌調整	7	(288)	(281)
At 31 December 2017	於二零一七年十二月三十一日	270	39,674	39,944
CARRYING VALUES		賬面值		
At 31 December 2017	於二零一七年十二月三十一日	223,611	959,952	1,183,563
At 31 December 2016	於二零一六年十二月三十一日	–	801,159	801,159

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15. INVESTMENT PROPERTIES (continued)

The Group's investment properties are erected on land located in the PRC and Hong Kong.

The fair values of investment properties as at 31 December 2017 and 2016 of RMB1,291,002,000 and RMB821,700,000, respectively, have been arrived at on the basis of valuations carried out on the respective dates by Jones Lang LaSalle Corporate Appraisal and Advisory Limited ("Jones Lang"), an independent qualified professional valuer, not connected to the Group.

As at 31 December 2017, the fair value of investment properties of RMB31,678,000 (2016: RMB13,700,000) in Guangzhou, the PRC, is determined with reference to recent market prices for similar properties in similar locations and conditions for both years.

As at 31 December 2017, the fair value of investment properties of RMB828,000,000 and RMB431,324,000 (2016: RMB808,000,000 and nil) in Nanjing, the PRC and Hong Kong respectively, are determined based on the income approach, by taking into account the net rental income of a property derived from its existing leases and/or achievable in the existing market with due allowance for the reversionary income potential of the leases which have then been capitalised to determine the fair value at an appropriate capitalisation rate.

The fair value hierarchy as at 31 December 2017 and 2016 of the investment properties of the Group are at Level 3. There were no transfers between fair value hierarchies during the year. There has been no change to the valuation technique on the investment properties in Guangzhou and Nanjing, the PRC, used in the prior years. In estimating the fair value of the properties, the highest and best use of the properties is their current use.

The above investment properties are depreciated on a straight-line basis at the following rates per annum:

Leasehold land	Over the term of the lease
Buildings	Over the shorter of the term of the lease and 25 years

15. 投資物業(續)

本集團投資物業建於中國及香港土地上。

投資物業之公平值於二零一七年及二零一六年十二月三十一日分別為人民幣1,291,002,000元及人民幣821,700,000元，乃按與本集團並無關連之獨立合資格專業估值師仲量聯行企業評估及諮詢有限公司(「仲量聯行」)於相關日期所作估值達致。

於二零一七年十二月三十一日，中國廣州投資物業之公平值為人民幣31,678,000元(二零一六年：人民幣13,700,000元)，乃參考相似地點及狀況之相似物業於兩個年度之最近市價釐定。

於二零一七年十二月三十一日，中國南京及香港投資物業公平值分別為人民幣828,000,000元及人民幣431,324,000元(二零一六年：人民幣808,000,000元及零元)，乃按收入法釐定，計及一項物業來自其現有租賃及／或於現有市場上可收取之租金收入淨值，並就該等租賃之復歸收入潛力作適當撥備，且當時已按適當資本化比率予以資本化以釐定公平值。

本集團投資物業之公平值級別於二零一七年及二零一六年十二月三十一日為第三級。於年內，公平值級別之間概無轉換。過往年度中國廣州及南京投資物業所用之估值技術並無變動。估計該等物業之公平值時，該等物業目前之用途為其最高及最佳用途。

上述投資物業按以下年率以直線法計算折舊：

租賃土地	按租期
樓宇	按租期與25年兩者之較短者

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16. GOODWILL

16. 商譽

RMB'000
人民幣千元

COST AND CARRYING VALUE	成本及賬面值	
At 1 January 2016, 31 December 2016, 1 January 2017 and 31 December 2017	於二零一六年一月一日、二零一六年 十二月三十一日、二零一七年一月一日及 二零一七年十二月三十一日	160,210

Note: Goodwill was arising from the restructuring during the year ended 31 December 2013. Goodwill has been allocated to the group of cash generating units ("CGUs") comprising the Properties Segment, that is expected to benefit from the synergies of the acquisition in prior years.

附註：商譽源自於截至二零一三年十二月三十一日止年度之重組。商譽已分配至預期受惠於前一年收購之協同效益之組成物業分部之現金產生單位（「現金產生單位」）組別。

The directors of the Company have performed the assessment on impairment and determined that the recoverable amount of CGUs was higher than the carrying amount of goodwill based on the profitability of the CGUs.

本公司董事已就減值進行評估並按現金產生單位之盈利釐定現金產生單位可收回金額較商譽賬面值為高。

17. INTERESTS IN ASSOCIATES

17. 於聯營公司之權益

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Costs of investments in associates	投資聯營公司之成本	273,500	273,500
Share of post-acquisition results	分佔收購後業績	56,864	(80,515)
		330,364	192,985

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17. INTERESTS IN ASSOCIATES (continued)

Details of the associates at 31 December 2017 are as follows:

Name of company	Form of entity	Place of incorporation/ operation 註冊成立/ 營業地點	Registered share capital	Proportion of ownership interests held by the Group		Proportion of voting power held		Principal activity
				本集團所持擁有權 權益比例	二零一七年	二零一六年	所持投票權比例	
Guangzhou Lianzhou Real Estate Company Limited* ("Guangzhou Lianzhou") 廣州聯洲房地產有限公司 (「廣州聯洲」)	Incorporated 註冊成立	The PRC 中國	RMB200,000,000 人民幣200,000,000元	34%	34%	34%	34%	Property development 物業發展
Guangzhou Liansen Real Estate Company Limited* ("Guangzhou Liansen") 廣州聯森房地產有限公司 (「廣州聯森」)	Incorporated 註冊成立	The PRC 中國	RMB200,000,000 人民幣200,000,000元	34%	34%	34%	34%	Property development 物業發展
Nanjing Shizhaoquansheng Property Company Limited* ("Nanjing Shizhao") 南京世招荃晟置業有限公司 (「南京世招」)	Incorporated 註冊成立	The PRC 中國	RMB250,000,000 人民幣250,000,000元	24.99%	24.99%	49%	49%	Property development 物業發展
Gezhouba Nanjing Property Company Limited* ("Gezhouba Nanjing") 葛洲壩南京置業有限公司 (「葛洲壩南京」)	Incorporated 註冊成立	The PRC 中國	RMB50,000,000 人民幣50,000,000元	15.30% (Note) (附註)	15.30% (Note) (附註)	30%	30%	Property development 物業發展

* Unofficial English translation denotes for identification purpose only.

Note: The Group is able to exercise significant influence over Gezhouba Nanjing because it has 30% voting interest in shareholders' meetings to influence the relevant activities of this entity.

17. 於聯營公司之權益(續)

於二零一七年十二月三十一日之聯營公司詳情載列如下：

Proportion of ownership interests held by the Group	二零一七年	二零一六年	Proportion of voting power held	二零一七年	二零一六年	Principal activity
34%	二零一七年	二零一六年	34%	二零一七年	二零一六年	物業發展

* 非官方英文翻譯，僅供參考。

附註：本集團可對葛洲壩南京行使重大影響力，因為本集團於股東大會擁有30%之投票權益以影響該實體之有關活動。

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17. INTERESTS IN ASSOCIATES (continued)

The associates are accounted for using the equity method in these consolidated financial statements. In the opinion of the directors of the Company, Nanjing Shizhao, Guangzhou Liansen and Guangzhou Lianzhou are the material associates of the Group for the years ended 31 December 2017 and 2016. Summarised financial information of the Group's material associates were set out below, which represented amounts shown in the respective associates' financial statements prepared in accordance with HKFRSs.

Nanjing Shizhao

南京世招

		2017	2016
		二零一七年	二零一六年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Current assets	流動資產	677,772	1,835,645
Non-current assets	非流動資產	17,165	12,435
Current liabilities	流動負債	(138,027)	(1,635,262)
Non-current liabilities	非流動負債	-	-
Revenue	收益	1,750,914	-
Profit (loss) for the year	年內溢利(虧損)	344,092	(28,457)
Other comprehensive income for the year	年內其他全面收入	-	-
Total comprehensive income (expense) for the year	年內全面收入(支出)總額	344,092	(28,457)

17. 於聯營公司之權益(續)

該等聯營公司於此等綜合財務報表使用權益法入賬。本公司董事認為，於截至二零一七年及二零一六年十二月三十一日止年度，南京世招、廣州聯森及廣州聯洲均為本集團之重大聯營公司。本集團重大聯營公司之財務資料概要載列如下(為根據香港財務報告準則編製之各聯營公司財務報表內之金額)。

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17. INTERESTS IN ASSOCIATES (continued)

Reconciliation of the summarised financial information presented above to the carrying amount of the interest in Nanjing Shizhao was set out below:

17. 於聯營公司之權益(續)

上文所示財務資料概要與於南京世招權益之賬面值對賬載列如下：

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Net assets of Nanjing Shizhao	南京世招之資產淨值	556,910	212,818
Proportion of the Group's ownership interest in Nanjing Shizhao	本集團所持南京世招擁有權益比例	49%	49%
Carrying amount of the Group's interest in Nanjing Shizhao	本集團所持南京世招權益之賬面值	272,886	104,280
Guangzhou Liansen			
廣州聯森			
		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Current assets	流動資產	2,334,855	1,539,172
Non-current assets	非流動資產	22,643	18,262
Current liabilities	流動負債	(2,277,630)	(1,438,772)
Non-current liabilities	非流動負債	-	-
Revenue	收益	-	-
Loss for the year	年內虧損	(38,794)	(30,313)
Other comprehensive income for the year	年內其他全面收入	-	-
Total comprehensive expense for the year	年內全面支出總額	(38,794)	(30,313)

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17. INTERESTS IN ASSOCIATES (continued)

Reconciliation of the summarised financial information presented above to the carrying amount of the interest in Guangzhou Liansen was set out below:

17. 於聯營公司之權益(續)

上文所呈示財務資料概要與於廣州聯森權益之賬面值對賬載列如下：

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Net assets of Guangzhou Liansen	廣州聯森之資產淨值	79,868	118,662
Proportion of the Group's ownership interest in Guangzhou Liansen	本集團所持廣州聯森擁有權益比例	34%	34%
Carrying amount of the Group's interest in Guangzhou Liansen	本集團所持廣州聯森權益之賬面值	27,155	40,345
Guangzhou Liansen			
廣州聯洲			
		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Current assets	流動資產	1,798,219	1,302,319
Non-current assets	非流動資產	21,354	15,561
Current liabilities	流動負債	(1,630,388)	(1,188,095)
Non-current liabilities	非流動負債	(100,000)	-
Revenue	收益	-	-
Loss for the year	年內虧損	(40,600)	(26,508)
Other comprehensive income for the year	年內其他全面收入	-	-
Total comprehensive expense for the year	年內全面支出總額	(40,600)	(26,508)

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17. INTERESTS IN ASSOCIATES (continued)

Reconciliation of the summarised financial information presented above to the carrying amount of the interest in Guangzhou Lianzhou was set out below:

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Net assets of Guangzhou Lianzhou	廣州聯洲之資產淨值	89,185	129,785
Proportion of the Group's ownership interest in Guangzhou Lianzhou	本集團所持廣州聯洲擁有權益比例	34%	34%
Carrying amount of the Group's interest in Guangzhou Lianzhou	本集團所持廣州聯洲權益之賬面值	30,323	44,127

The financial information and carrying amount, in aggregate, of the Group's interests in associates, that are not individually material and are accounted for using the equity method are set out below:

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
The Groups' shares of loss and total comprehensive expense	本集團分佔虧損及全面支出總額	(4,233)	(10,767)
Aggregate carrying amount of the Group's interests in immaterial associates	本集團於非重大聯營公司權益之賬面值總額	-	4,233

17. 於聯營公司之權益(續)

上文所示財務資料概要與於廣州聯洲權益之賬面值對賬載列如下：

個別而言並不重大及按權益法入賬之本集團於聯營公司權益之匯總財務資料及賬面值載列如下：

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17. INTERESTS IN ASSOCIATES (continued)

The Group has stopped recognising its share of losses of Gezhouba Nanjing when applying the equity method. The unrecognised share of Gezhouba Nanjing, for the both years and cumulatively, are set out below:

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Unrecognised share of losses of an associate for the year	於年度未確認分佔一家聯營公司之虧損	1,851	-
Accumulated unrecognised share of losses of an associate	累計未確認分佔一家聯營公司之虧損	1,851	-

17. 於聯營公司之權益(續)

於應用權益法時，本集團停止確認其分佔葛洲壩南京之虧損。於兩個年度累計未確認分佔之葛洲壩南京載列如下：

18. INTERESTS IN JOINT VENTURES

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Costs of investments in joint ventures	投資合營企業之成本	1,479,124	136,424
Share of post-acquisition results	應佔收購後業績	(25,610)	(27,780)
		1,453,514	108,644

18. 於合營企業之權益

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18. INTERESTS IN JOINT VENTURES (continued)

Details of each of the Group's joint ventures at the end of the reporting period are as follows:

Name of company	Form of entity	Place of incorporation/ operation 註冊成立/ 營業地點	Registered share capital	Proportion of ownership interests held by the Group		Proportion of voting power held		Principal activity
				本集團所持 擁有權益比例	2017 二零一七年	2016 二零一六年	2017 二零一七年	
Nanjing Aojian Property Company Limited* ("Nanjing Aojian") (Note a) 南京奧建置業有限公司 (「南京奧建」)(附註a)	Incorporated 註冊成立	The PRC 中國	RMB2,000,000,000 (2016: RMB2,000,000,000) 人民幣2,000,000,000元 (二零一六年: 人民幣 2,000,000,000元)	3.0753%	3.0753%	6.03%	6.03%	Property development 物業發展
Nanjing Zhaoyang Property Development Company Limited* ("Nanjing Zhaoyang") 南京招陽房地產開發有限公司 (「南京招陽」)	Incorporated 註冊成立	The PRC 中國	RMB20,000,000 (2016: RMB20,000,000) 人民幣20,000,000元 (二零一六年: 人民幣 20,000,000元)	23.5212%	23.5212%	46.12%	46.12%	Property development 物業發展
Nanjing Huilong Real Estate Company Limited* ("Nanjing Huilong") (Notes a and b) 南京匯隆房地產有限公司 (「南京匯隆」)(附註a及b)	Incorporated 註冊成立	The PRC 中國	RMB1,500,000,000 (2016: RMB20,000,000) 人民幣1,500,000,000元 (二零一六年: 人民幣 20,000,000元)	16.83%	16.83%	33%	33%	Property development 物業發展
Foshan Dingtou Property Development Co., Ltd.* ("Foshan Dingtou") (Note c) 佛山鼎圖房地產有限公司 (「佛山鼎圖」)(附註c)	Incorporated 註冊成立	The PRC 中國	RMB1,100,000,000 人民幣1,100,000,000元	50%	N/A 不適用	50%	N/A 不適用	Property development 物業發展

18. 於合營企業之權益(續)

本集團各合營企業於報告期末之詳情如下:

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18. INTERESTS IN JOINT VENTURES (continued)

18. 於合營企業之權益(續)

Name of company 公司名稱	Form of entity 實體形式	Place of incorporation/ operation 註冊成立/ 營業地點	Registered share capital 註冊股本	Proportion of ownership interests held by the Group 本集團所持 擁有權益比例		Proportion of voting power held 所持投票權比例		Principal activity 主要業務
				2017 二零一七年	2016 二零一六年	2017 二零一七年	2016 二零一六年	
Guangzhou Xinhe Property Development Company Limited.* ("Guangzhou Xinhe") (Note c) 廣州新合房地產有限責任公司 (「廣州新合」)(附註c)	Incorporated 註冊成立	The PRC 中國	RMB100,000,000 人民幣100,000,000元	34%	N/A 不適用	34%	N/A 不適用	Property development 物業發展
南京弘威盛房地產開發有限公司 ("南京弘威盛") (Notes a, c and e) 南京弘威盛房地產開發有限公司 (「南京弘威盛」)(附註a、c及e)	Incorporated 註冊成立	The PRC 中國	RMB765,000,000 人民幣765,000,000元	17.34%	N/A 不適用	34%	N/A 不適用	Property development 物業發展
Nanjing Shengxiang Yuan Property Development Limited.* ("Nanjing Shengxiang Yuan") (Notes a, c and e) 南京盛香園房地產開發有限公司 (「南京盛香園」)(附註a、c及e)	Incorporated 註冊成立	The PRC 中國	RMB30,000,000 人民幣30,000,000元	17.34%	N/A 不適用	34%	N/A 不適用	Property development 物業發展
重慶瀚置招商房地產開發有限公司 ("重慶瀚置") (Note d) 重慶瀚置招商房地產開發有限公司 (「重慶瀚置」)(附註d)	Incorporated 註冊成立	The PRC 中國	RMB20,000,000 人民幣20,000,000元	50%	N/A 不適用	50%	N/A 不適用	Property development 物業發展
Nanjing Huihe Zhiye Co., Ltd.* ("Nanjing Huihe") (Notes a and d) 南京薈合置業有限公司 (「南京薈合」)(附註a及d)	Incorporated 註冊成立	The PRC 中國	RMB20,000,000 人民幣20,000,000元	7.28%	N/A 不適用	14.28%	N/A 不適用	Property development 物業發展

* Unofficial English translation denotes for identification purpose only.

* 非官方英文翻譯，僅供參考。

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18. INTERESTS IN JOINT VENTURES (continued)

Notes:

- (a) The directors of the Company considered Nanjing Aojian, Nanjing Huilong, 南京弘威盛, Nanjing Shengxiang Yuan and Nanjing Huihe, in which the Group has 3.08%, 16.83%, 17.34%, 17.34% and 7.28% equity interest respectively, are joint ventures of the Group as decision making process about the relevant activities of these companies require unanimous consent from the Group and other parties pursuant to the signed agreements.
- (b) On 22 June 2017, the Group and other joint venturers further injected capital of RMB1,480,000,000 into Nanjing Huilong in accordance to their proportionate shareholding, in which the Group injected RMB488,400,000. As a result, the registered capital of Nanjing Huilong increased from RMB20,000,000 to RMB1,500,000,000.
- (c) The Group has set up four new joint ventures, Foshan Dingtu on 25 April 2017, Guangzhou Xinhe on 11 May 2017, 南京弘威盛 on 11 January 2017 and Nanjing Shengxiang Yuan on 3 March 2017 and paid up capital of RMB550,000,000, RMB34,000,000, RMB260,100,000 and RMB10,200,000 respectively.
- (d) In 2017, the Group has set up two new joint ventures, 重慶瀚置 and Nanjing Huihe without paying up any capital up to the end of the reporting period.
- (e) On 27 April 2017, upon additional capital contribution being made by two of the shareholders of Nanjing Shengxiang Yuan, the registered capital of Nanjing Shengxiang Yuan was enlarged from approximately RMB20,000,000 to approximately RMB30,000,000 and the Group's equity interest in Nanjing Shengxiang Yuan was diluted from approximately 26.01% to approximately 17.34%, resulting in a gain on deemed disposal of approximately RMB778,000. Immediately upon completion of the capital increase, Nanjing Shengxiang Yuan continued to be classified as a joint venture.

On 20 June 2017, upon additional capital contribution being made by two of the shareholders of 南京弘威盛, the registered capital of 南京弘威盛 was enlarged from approximately RMB510,000,000 to approximately RMB765,000,000 and the Group's equity interest in 南京弘威盛 was diluted from approximately 26.01% to approximately 17.34%, resulting in a gain on deemed disposal of approximately RMB253,000. Immediately upon completion of the capital increase, 南京弘威盛 continued to be classified as a joint venture.

18. 於合營企業之權益(續)

附註：

- (a) 由於有關南京奧建、南京匯隆、南京弘威盛、南京盛香元及南京蒼合相關活動之決策過程須根據所簽訂協議取得本集團與其他訂約方一致同意，故本公司董事認為南京奧建、南京匯隆、南京弘威盛、南京盛香元及南京蒼合(分別由本集團擁有3.08%、16.83%、17.34%、17.34%及7.28%股權)為本集團之合營企業。
- (b) 於二零一七年六月二十二日，本集團及其他合營方按照彼等持股比例向南京匯隆進一步注資人民幣1,480,000,000元，其中本集團注資488,400,000元。因此，南京匯隆之註冊資本由人民幣20,000,000元增加至人民幣1,500,000,000元。
- (c) 本集團已分別於二零一七年四月二十五日、二零一七年五月十一日、二零一七年一月十一日及二零一七年三月三日成立四間新合營企業，即佛山鼎圖、廣州新合、南京弘威盛及南京盛香園，並分別繳足資本人民幣550,000,000元、人民幣34,000,000元、人民幣260,100,000元及人民幣10,200,000元。
- (d) 於二零一七年，本集團已成立兩間新合營企業重慶瀚置及南京蒼合，且直至本報告期末並未繳足任何資本。
- (e) 於二零一七年四月二十七日，於南京盛香園兩名股東作出額外注資後，南京盛香園之註冊資本由約人民幣20,000,000元擴大至約人民幣30,000,000元，而本集團於南京盛香園之股權由約26.01%分攤至約17.34%，導致視作出售收益約人民幣778,000元。緊隨增加資本完成後，南京盛香園繼續被分類為一間合營企業。

於二零一七年六月二十日，於南京弘威盛兩名股東作出額外注資後，南京弘威盛之註冊資本由約人民幣510,000,000元擴大至約人民幣765,000,000元，而本集團於南京弘威盛之股權由約26.01%分攤至約17.34%，導致視作出售收益約人民幣253,000元。緊隨增加資本完成後，南京弘威盛繼續被分類為一間合營企業。

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18. INTERESTS IN JOINT VENTURES (continued)

The joint ventures are accounted for using the equity method in these consolidated financial statements. In the opinion of the directors of the Company, Foshan Dingtu is the material joint venture of the Group for the year ended 31 December 2017 (2016: None of the joint ventures were material to the Group). Summarised financial information of the Group's material joint venture was set out below, which represented amounts shown in the respective joint venture's financial statements prepared in accordance with HKFRSs.

Foshan Dingtu

佛山鼎圖

		2017	2016
		二零一七年	二零一六年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Current assets	流動資產	1,176,054	—
Non-current assets	非流動資產	1,227	—
Current liabilities	流動負債	(31,060)	—
Non-current liabilities	非流動負債	(50,000)	—
Revenue	收益	—	—
Loss for the year	年內虧損	(3,779)	—
Other comprehensive income for the year	年內其他全面收入	—	—
Total comprehensive expense for the year	年內全面開支總額	(3,779)	—

18. 於合營企業之權益(續)

合營企業採用權益法於該等綜合財務報表入賬。本公司董事認為，於截至二零一七年十二月三十一日止年度佛山鼎圖為本集團重大合營企業(二零一六年：概無合營企業對本集團而言屬重大)。本集團重大合營企業之財務資料概述載列如下，其呈列按照香港財務報告準則編制之財務報表所呈列各合營企業之金額。

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18. INTERESTS IN JOINT VENTURES (continued)

Reconciliation of the summarised financial information presented above to the carrying amount of the interest in Foshan Dingtu was set out below:

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Net assets of Foshan Dingtu	佛山鼎圖之資產淨值	1,096,221	–
Proportion of the Group's ownership interest in Foshan Dingtu	本集團於佛山鼎圖擁有權權益比例	50%	–
Carrying amount of the Group's interest in Foshan Dingtu	本集團於佛山鼎圖權益之賬面值	548,110	–

The financial information and carrying amount, in aggregate, of the Group's interests in joint ventures, that are not individually material and are accounted for using the equity method are set out below:

18. 於合營企業之權益(續)

上文所示財務資料概要與於佛山鼎圖之賬面值對賬載列如下：

個別而言並不重大及按權益法入賬之本集團合營企業之匯總財務資料及賬面值載列如下：

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
The Groups' shares of profits (losses) and total comprehensive income (expense)	本集團分佔溢利(虧損)及全面收入(支出)總額	3,029	(20,930)
Aggregate carrying amount of the Group's interests in immaterial joint ventures	本集團於並不重大合營企業權益之賬面值總額	905,404	108,644

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18. INTERESTS IN JOINT VENTURES (continued)

The Group has stopped recognising its share of losses of Nanjing Zhaoyang when applying the equity method. The unrecognised share of Nanjing Zhaoyang, for the both years and cumulatively, are set out below:

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Unrecognised share of losses of a joint venture for the year	於本年度未確認分佔一家合營企業之虧損	5,032	3,827
		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Accumulated unrecognised share of losses of a joint venture	累計未確認分佔一家合營企業之虧損	8,859	3,827

18. 於合營企業之權益(續)

本集團於使用權益法時停止確認分佔南京招陽之虧損。於兩個年度及累計未確認分佔之南京招陽載列如下：

19. AVAILABLE-FOR-SALE INVESTMENTS

Available-for-sale investments comprise:

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Unlisted investments in the PRC equity securities, at cost	於中國之非上市股本證券投資，按成本	18,750	-

19. 可供出售投資

可供出售投資包括：

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19. AVAILABLE-FOR-SALE INVESTMENTS (continued)

Analysed for reporting purposes as:

Non-current assets

非流動資產

18,750

–

The amount represented the Group's 15% equity interest in the registered capital of a unlisted company incorporated in the PRC, in which is engaged in property development. They are measured at cost less impairment at the end of the reporting period because the range of reasonable fair value estimates is so significant that the directors of the Company are of the opinion that their fair values cannot be measured reliably.

20. OTHER RECEIVABLES

As at 31 December 2016, the amounts included approximately RMB342,276,000 and RMB403,515,000 due from associates, Guangzhou Lianzhou and Guangzhou Liansen, respectively, which are unsecured, interest bearing at 6.6% per annum, and repayable in November 2018. The whole amount was classified as current assets under other receivables as at 31 December 2017 (see note 23).

21. DEFERRED TAXATION

The following is the analysis of the deferred tax balances for financial reporting purposes:

Deferred tax assets

遞延稅項資產

670,831

500,662

Deferred tax liabilities

遞延稅項負債

(254,294)

(145,477)

416,537

355,185

19. 可供出售投資(續)

就呈報而言分析為：

2017	2016
二零一七年	二零一六年
RMB'000	RMB'000
人民幣千元	人民幣千元

該金額指本集團於一間在中國註冊成立並從事物業開發之非上市公司之註冊資本中持有15%股權。其於報告期末按成本減減值計量乃由於合理公平值計量範圍過於重大導致本公司董事認為無法對彼等之公平值進行可靠計量。

20. 其他應收款項

於二零一六年十二月三十一日計入應收聯營公司廣州聯洲及廣州聯森之金額分別約人民幣342,276,000元及人民幣403,515,000元，其為無抵押及按年利率6.6%計息並須於二零一八年十一月償還。於二零一七年十二月三十一日，全部款項獲分類至其他應收款項項下之流動資產(見附註23)。

21. 遞延稅項

以下為遞延稅項結餘之分析以作財務申報之用：

2017	2016
二零一七年	二零一六年
RMB'000	RMB'000
人民幣千元	人民幣千元

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21. DEFERRED TAXATION (continued)

The followings are the major deferred tax assets (liabilities) recognised and movements thereon during the year:

21. 遞延稅項(續)

以下為於年內確認之主要遞延稅項資產(負債)及有關變動:

		Temporary differences on LAT provision 土地增值稅撥備之暫時差額 RMB'000 人民幣千元	Tax losses 稅項虧損 RMB'000 人民幣千元	Dividend withholding tax 股息預扣稅 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2016	於二零一六年一月一日	269,467	100,769	(58,663)	(1,283)	310,290
Credit (charge) to profit or loss (Note 9)	於損益計入(扣除)(附註9)	91,594	38,832	(86,814)	1,283	44,895
At 31 December 2016 and 1 January 2017	於二零一六年十二月三十一日及二零一七年一月一日	361,061	139,601	(145,477)	-	355,185
Credit (charge) to profit or loss (Note 9)	於損益計入(扣除)(附註9)	178,353	(8,184)	(108,817)	-	61,352
At 31 December 2017	於二零一七年十二月三十一日	539,414	131,417	(254,294)	-	416,537

At 31 December 2017, the Group had unused tax losses of approximately RMB547,780,000 (2016: RMB687,988,000), available to offset against future profits. Deferred tax assets have been recognised in respect of such losses of RMB525,668,000 (2016: RMB558,404,000) at 31 December 2017. No deferred tax asset has been recognised in respect of the remaining RMB22,112,000 (2016: RMB129,584,000) as at 31 December 2017 due to the unpredictability of future profits streams. Included in unrecognised tax losses are losses of RMB525,000 (2016: RMB117,946,000) as at 31 December 2017 that will expire in five years from the dates they were incurred. Other losses may be carried forward indefinitely.

As at 31 December 2017, the Group had unrecognised deductible temporary difference of RMB430,515,000 (2016: RMB236,194,000) attributable to the capitalised interest expenses arising from the intra-group borrowings. No deferred tax asset has been recognised due to the unpredictability of future profit streams.

於二零一七年十二月三十一日，本集團擁有未動用稅項虧損約人民幣547,780,000元(二零一六年：人民幣687,988,000元)，可供抵銷日後溢利。有關虧損人民幣525,668,000元(二零一六年：人民幣558,404,000元)，已於二零一七年十二月三十一日確認遞延稅項資產。由於不可預測未來溢利來源，因此於二零一七年十二月三十一日並無就餘下人民幣22,112,000元(二零一六年：人民幣129,584,000元)確認遞延稅項資產。於二零一七年十二月三十一日計入未確認稅項虧損之虧損人民幣525,000元(二零一六年：人民幣117,946,000元)將於產生日期起計五年後屆滿。其他虧損可作無限期結轉。

於二零一七年十二月三十一日，本集團有未確認可予扣減暫時差額人民幣430,515,000元(二零一六年：人民幣236,194,000元)，此乃歸因於集團公司間借貸產生之資本化利息開支。由於不可預測未來溢利來源，故並無確認遞延稅項資產。

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22. PROPERTIES FOR SALE

22. 可供出售物業

		2017	2016
		二零一七年	二零一六年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Completed properties for sale	已竣工可供出售物業	7,311,498	6,378,266
Properties under development for sale	可供出售發展中物業	25,982,273	25,657,268
		33,293,771	32,035,534

The Group's completed properties for sale are located in the PRC. They are stated at the lower of cost and net realisable value.

本集團已竣工可供出售物業位於中國。該等物業按成本及可變現淨值兩者之較低者入賬。

The properties under development for sale are located in the PRC and represent properties under development for subsequent sale in the ordinary course of business upon completion.

可供出售發展中物業位於中國，指於竣工後在日常業務過程中供其後銷售之發展中物業。

Included in the properties under development for sale as at 31 December 2017 is carrying value of approximately RMB19,290,566,000 (2016: RMB9,043,574,000), which represents the carrying value of the properties expected to be completed and available for sale after twelve months from the end of the reporting period.

於二零一七年十二月三十一日可供出售發展中物業中，賬面值約人民幣19,290,566,000元(二零一六年：人民幣9,043,574,000元)之物業指預期自報告期間結算日起計十二個月後竣工及可供出售物業之賬面值。

As at 31 December 2017, land located in Chongqing and Jurong with carrying values of approximately RMB362,110,000 (2016: RMB362,110,000) and RMB67,898,000 (2016: nil) respectively have been pledged to secure bank borrowings amounting to RMB110,000,000 (2016: RMB170,000,000) and RMB42,000,000 (2016: nil) respectively granted to the Group (see note 28).

於二零一七年十二月三十一日，本集團已抵押位於重慶及句容賬面值分別約為人民幣362,110,000元(二零一六年：人民幣362,110,000元)及人民幣67,898,000元(二零一六年：零)之土地，以就授予本集團之銀行借貸分別為人民幣110,000,000元(二零一六年：人民幣170,000,000元)及人民幣42,000,000元(二零一六年：零)作出擔保(見附註28)。

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23. TRADE AND OTHER RECEIVABLES

23. 業務及其他應收款項

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Trade receivables (Note a)	業務應收款項(附註a)	5,550	2,163
Other receivables	其他應收款項		
Prepaid LAT	預付土地增值稅	334,065	453,376
Other prepaid non-income tax	其他預付非所得稅	352,272	387,785
Other receivables and prepayments	其他應收款項及預付款項	1,256,036	582,238
Amounts due from intermediate holding companies (Note b)	應收間接控股公司款項(附註b)	590	337
Amounts due from non-controlling equity holders of subsidiaries of the Group (Note b)	應收本集團附屬公司非控股權益持有人款項(附註b)	3,958,767	2,828,108
Amounts due from fellow subsidiaries (Note b)	應收同系附屬公司款項(附註b)	11,824	12,779
Amounts due from associates (Note c)	應收聯營公司款項(附註c)	801,461	714,787
Amounts due from joint ventures (Note d)	應收合營企業款項(附註d)	7,309,669	1,325,504
		14,024,684	6,304,914
		14,030,234	6,307,077

Notes:

- (a) Trade receivables mainly arise from Trading Segment.

The Group's credit terms with its trade customers are generally 0 to 30 days. The Group seeks to maintain strict control over its outstanding receivables in order to minimise credit risk. Overdue balances are reviewed regularly by senior management. At the end of the reporting period, the Group had certain concentration of credit risk as approximately 11% (2016: 87%) and 13% (2016: 100%) of the Group's trade receivables from Trading Segment were due from the Group's largest trade debtor and the five largest trade debtors, respectively.

Considerations in respect of properties sold are paid in accordance with the terms of the related sales and purchase agreements, normally within 60 days from the date of agreement. As at 31 December 2017, there were rental receivables of RMB1,681,000 (2016: RMB575,000) from Properties Segment.

附註：

- (a) 業務應收款項主要產生自貿易分部。

本集團與其貿易客戶之信貸期一般為0至30日。本集團力求嚴格控制其未收回之應收款項，以減低信貸風險。高級管理人員定期審閱逾期結餘。於報告期間結算日，由於本集團業務應收款項約11%（二零一六年：87%）及13%（二零一六年：100%）分別來自本集團最大業務債務人及五名最大業務債務人，故本集團有一定信貸集中風險。

已售物業之代價根據相關買賣協議條款一般於協議日期起計60日內支付。於二零一七年十二月三十一日，來自物業分部之租賃應收款項為人民幣1,681,000元（二零一六年：人民幣575,000元）。

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23. TRADE AND OTHER RECEIVABLES (continued)

- (a) The ageing analysis of trade receivables at the end of the reporting period, based on the invoice date, is as follows:

180 days or less	180日或以下
181 days to 365 days	181日至365日
Over 365 days	超過365日

23. 業務及其他應收款項(續)

- (a) 於報告期間結算日按發票日期計算之業務應收款項賬齡分析如下：

		2017	2016
		二零一七年	二零一六年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		4,809	575
		38	-
		703	1,588
		5,550	2,163

Before accepting any new customers, the Group maintains an internal credit assessment process to assess the potential trade customer's credit quality and defines credit limits by customers. Limits attributed to customers are reviewed by management regularly.

As at 31 December 2017, included in the Group's trade receivables balance with aggregate carrying amount of approximately RMB703,000 (2016: RMB1,588,000) which are past due over one year as at the reporting date for which the Group has not provided for impairment loss. The directors of the Company, after assessment, consider the debts are collectible. The Group does not hold any collateral over these balances.

於接納任何新客戶前，本集團採用內部信用評估程序評估潛在業務客戶之信用質素並界定其信用額度，客戶之信用額度會由管理人員定期審閱。

於二零一七年十二月三十一日，本集團業務應收款項結餘內賬面值總額約人民幣703,000元（二零一六年：人民幣1,588,000元）於報告期間結算日已逾期超過一年，而本集團並未相應作出減值虧損撥備。本公司董事於評估後認為債務可予收回。本集團並無就該等結餘持有任何抵押品。

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23. TRADE AND OTHER RECEIVABLES (continued)

- (b) The amounts are unsecured, interest-free and repayable on demand.
- (c) Included in the balances as at 31 December 2017, amounts of approximately RMB333,229,000 (2016: RMB403,515,000 (see note 20)) and RMB275,204,000 (2016: RMB342,276,000 (see note 20)) are due from Guangzhou Liansen and Guangzhou Lianzhou respectively which are unsecured, interest bearing at 6.6% per annum and repayable in November 2018. The remaining balances as at 31 December 2017 of approximately RMB193,028,000 (2016: RMB714,787,000) are unsecured, interest bearing at fixed interest rate at 7.8% (2016: 5.7% to 7.8%) per annum and repayable on demand.

The effective interest rates on the Group's amounts due from associates ranged from 6.6% to 7.8% (2016: from 5.7% to 7.8%) per annum.

- (d) Included in the amounts are approximately RMB505,505,000 (2016: RMB1,119,304,000) and RMB148,660,000 (2016: nil) due from Nanjing Huilong and 南京弘威盛 respectively, which are unsecured and repayable on demand. The amount due from Nanjing Huilong is interest bearing at RMB Benchmark Loan Rates offered by the People's Bank of China and the amount due from 南京弘威盛 is interest bearing at RMB Benchmark Loan Rates offered by the People's Bank of China times 110% per annum. The remaining balances as at 31 December 2017 of approximately RMB6,655,504,000 are unsecured, interest-free and repayable on demand. The remaining balances as at 31 December 2016 of approximately RMB206,200,000 due from Nanjing Zhaoyang were unsecured, interest bearing at RMB Benchmark Loan Rates offered by the People's Bank of China times 110% per annum and repayable on demand.

23. 業務及其他應收款項(續)

- (b) 金額為無抵押、免息並按要求償還。
- (c) 於二零一七年十二月三十一日，約人民幣333,229,000元(二零一六年：人民幣403,515,000元(見附註20))及人民幣275,204,000元(二零一六年：人民幣342,276,000元(見附註20))之金額分別為應收廣州聯森及廣州聯洲款項，為無抵押、按年利率6.6%計息並須於二零一八年十一月償還。於二零一七年十二月三十一日之餘額約人民幣193,028,000元(二零一六年：人民幣714,787,000元)為無抵押、按7.8%的固定年利率計息(二零一六年：5.7%至7.8%)並按要求償還。

本集團應收聯營公司款項之實際年利率介乎6.6%至7.8%(二零一六年：5.7%至7.8%)。

- (d) 約人民幣505,505,000元(二零一六年：人民幣1,119,304,000元)及人民幣148,660,000元(二零一六年：無)之金額分別為無抵押、按照要求償還的應收南京江隆及應收南京弘威盛款項。應收南京江隆之款項為按中國人民銀行提供之人民幣基準貸款利率計息，而應收南京弘威盛之款項為按中國人民銀行提供之人民幣基準貸款利率加乘110%計息。於二零一七年十二月三十一日，餘額約人民幣6,655,504,000元，乃無抵押、免息及須按要求償還。於二零一六年十二月三十一日，應收南京奧建餘額約人民幣206,200,000元為無抵押、按中國人民銀行提供之人民幣基準貸款利率加乘110%計息並按要求償還。

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23. TRADE AND OTHER RECEIVABLES (continued)

Analysis of trade and other receivables denominated in currencies other than the functional currency of the entities of the Group to which they relate:

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Denominated in HK\$	以港幣計值	3,985	5,651

24. BANK BALANCES AND CASH

Bank balances and cash comprise cash and short-term bank deposits with an original maturity of three months or less. The bank balances carry variable interest rates from 0.001% to 1.70% (2016: 0.001% to 1.35%) per annum.

Cash and cash equivalents include the following for the purposes of the consolidated statement of cash flows:

23. 業務及其他應收款項(續)

以本集團相關實體功能貨幣以外貨幣計值之業務及其他應收款項分析如下：

24. 銀行結餘及現金

銀行結餘及現金包括現金及原到期日為三個月或以下之短期銀行存款。銀行結餘按年利率介乎0.001%至1.70%(二零一六年：0.001%至1.35%)之浮動利率計息。

就綜合現金流量表而言，現金及等同現金項目包括以下各項：

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Bank balances and cash	銀行結餘及現金	5,100,692	5,810,922
Less: Restricted bank deposits not classified as cash and cash equivalents	減：不被分類為現金及等同現金項目之受限制銀行存款	(69,890)	(59,030)
		5,030,802	5,751,892

Analysis of bank balances and cash denominated in currencies other than the functional currency of the entities of the Group to which they relate:

以本集團相關實體功能貨幣以外貨幣計值之銀行結餘及現金分析如下：

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Denominated in HK\$	以港幣計值	2,252	3,241
Denominated in United States dollars ("US\$")	以美元計值(「美元」)	3,001	461,344

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25. TRADE AND OTHER PAYABLES

25. 業務及其他應付款項

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Trade payables (Note a)	業務應付款項(附註a)		
– Trading Segment	– 貿易分部	–	2,039
– Properties Segment	– 物業分部	4,562,561	2,396,871
		4,562,561	2,398,910
Other payables	其他應付款項		
Other non-income tax payables	其他非所得稅應付款項	305,250	28,439
Other payables and accrued charges	其他應付款項及應計開支	480,003	420,970
LAT payable	應付土地增值稅	2,155,923	1,413,270
Amounts due to intermediate holding companies (Note b)	應付一家間接控股公司款項 (附註b)	833,865	82,926
Amounts due to non-controlling equity holders of subsidiaries of the Group (Note b)	應付本集團附屬公司非控股權益 持有人款項(附註b)	427,613	288,170
Amounts due to fellow subsidiaries (Note b)	應付同系附屬公司款項(附註b)	1,802,104	25,714
Amounts due to joint ventures (Note b)	應付合營企業款項(附註b)	443,679	173,800
Amounts due to associates (Note b)	應付聯營公司款項(附註b)	284,543	266,159
Dividend payable to non-controlling equity holder (Note b)	應付非控股權益持有人股息 (附註b)	962,031	962,031
		7,695,011	3,661,479
		12,257,572	6,060,389

Notes:

- (a) Trade payables from Properties Segment comprise construction costs and other project-related expenses which are payable based on project progress and the average credit period of these trade payables is 60 days. The average credit period on purchase of goods is generally from 30 days extending up to 90 days for major suppliers from Trading Segment. The Group has financial risk management policies in place to ensure that all payables are within the credit timeframe.

附註：

- (a) 物業分部之業務應付款項包括建築成本及其他項目相關開支，乃根據項目進度支付，且該等業務應付款項之平均信貸期為60日。從貿易分部主要供應商購買貨物之平均信貸期一般介乎30日至最多90日。本集團已制定財務風險管理政策，以確保所有應付款項均在信貸期限內。

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25. TRADE AND OTHER PAYABLES (continued)

Notes: (continued)

The following is an aged analysis of trade payables, based on the invoice date, at the end of the reporting period:

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
0 to 60 days	0至60日	2,223,239	1,418,012
61 to 180 days	61至180日	949,020	156,757
181 to 365 days	181至365日	574,129	189,009
Over 365 days	超過365日	816,173	635,132
		4,562,561	2,398,910

(b) The amounts are unsecured, interest-free and repayable on demand.

Analysis of trade and other payables denominated in currencies other than the functional currency of the entities of the Group to which they relate:

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Denominated in HK\$	以港幣計值	2,860	386
Denominated in US\$	以美元計值	192,779	169,794

25. 業務及其他應付款項(續)

附註：(續)

以下為於報告期間結算日按發票日期計算之業務應付款項賬齡分析：

(b) 該金額為無抵押、免息並須按的要求償還。

以本集團相關實體功能貨幣以外貨幣計值之業務及其他應付款項分析如下：

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26. LOANS FROM EQUITY HOLDERS

26. 權益持有人的貸款

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Non-current	非流動		
Loans from non-controlling equity holder of subsidiaries of the Group (Note a)	本集團附屬公司非控股權益持有人的貸款(附註a)	2,456,311	7,374
Loans from an intermediate holding company (Note c)	一家間接控股公司之貸款(附註c)	-	200,000
		2,456,311	207,374
Current	流動		
Loans from non-controlling equity holders of subsidiaries of the Group (Note b)	本集團附屬公司非控股權益持有人的貸款(附註b)	2,591,329	4,041,837
Loans from an intermediate holding company (Note c)	一家間接控股公司之貸款(附註c)	1,487,606	2,401,184
		4,078,935	6,443,021

Notes:

- (a) As at 31 December 2017, the balance of approximately RMB1,799,806,000 is unsecured, interest bearing at RMB Benchmark Loan Rates offered by the People's Bank of China, in which balances of approximately RMB7,374,000 and RMB1,792,432,000 were repayable in 2019 and 2020 respectively. The remaining balances of RMB656,505,000 are denominated in US\$, unsecured, interest bearing at fixed interest rate of 4% per annum and repayable in 2020.

As at 31 December 2016, the balance of approximately RMB7,374,000 was unsecured, interest bearing at RMB Benchmark Loan Rates offered by the People's Bank of China, and repayable in 2019.

附註：

- (a) 於二零一七年十二月三十一日，結餘約人民幣1,799,806,000元為無抵押、按中國人民銀行提供之人民幣基準利率計息，其中結餘約人民幣7,374,000元及人民幣1,792,432,000元須分別於二零一九年及二零二零年償還。餘下結餘人民幣656,505,000元乃按美元計值，為無抵押，按固定年利率4%計息且須於二零二零年償還。

於二零一六年十二月三十一日，有關結餘約人民幣7,374,000元為無抵押、按中國人民銀行提供之人民幣基準貸款利率計息，須於二零一九年償還。

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26. LOANS FROM EQUITY HOLDERS (continued)

Notes: (continued)

- (b) As at 31 December 2017, the amounts of approximately RMB67,222,000 are unsecured, interest bearing at fixed interest rate of 6.6% per annum and repayable on demand or in 2018. The amounts of approximately RMB118,367,000 are unsecured, interest bearing at RMB Benchmark Loan Rates offered by the People's Bank of China and repayable on demand or in 2018. The amounts of approximately RMB2,405,740,000 are unsecured, interest bearing at fixed interest rate of 4.35% per annum and repayable on demand or in 2018.

As at 31 December 2016, the amounts of approximately RMB596,722,000 were unsecured, interest bearing at fixed interest rate of 6.6% per annum, and repayable in 2017. The amounts of approximately RMB470,702,000 were unsecured, interest bearing at RMB Benchmark Loan Rates offered by the People's Bank of China, and repayable in 2017 or on demand. The amounts of approximately RMB2,221,164,000 were unsecured, interest bearing at fixed interest rate of 4.35% per annum and repayable in 2017. The remaining balances of RMB753,249,000 were denominated in US\$, unsecured, interest bearing at fixed interest rate of 4% per annum and repayable in 2017.

- (c) As at 31 December 2017, the balances of approximately RMB1,487,606,000 are unsecured, interest bearing at RMB Benchmark Loan Rates offered by the People's Bank of China and repayable on demand or in 2018.

As at 31 December 2016, the balance of approximately RMB2,400,000,000 was unsecured, interest-free and repayable in 2017. The balances of approximately RMB201,184,000 were unsecured, interest bearing at RMB Benchmark Loan Rates offered by the People's Bank of China, in which approximately RMB200,000,000 and RMB1,184,000 were repayable in 2018 and 2017 respectively.

Analysis of loans from equity holders denominated in currencies other than the functional currency of the entities of the Group to which they relate:

26. 權益持有人的貸款(續)

附註：(續)

- (b) 於二零一七年十二月三十一日，約人民幣67,222,000元為無抵押、按固定年利率6.6%計息並按要求或於二零一八年償還。約人民幣118,367,000元為無抵押、按中國人民銀行提供之人民幣基準利率計息並按要求或於二零一八年償還。約人民幣2,405,740,000元為無抵押、按固定年利率4.35%計息並按要求或於二零一八年償還。

於二零一六年十二月三十一日，約人民幣596,722,000元之金額為無抵押、按固定年利率6.6%計息並須於二零一七年償還。約人民幣470,702,000元為無抵押、按中國人民銀行提供之人民幣基準貸款利率計息及須於二零一七年或按要求償還。餘額約人民幣2,221,164,000元為無抵押、按固定年利率4.35%計息並須於二零一七年償還。餘額人民幣753,249,000元，乃以美元計值、無抵押、按固定年利率4%計息並須於二零一七年償還。

- (c) 於二零一七年十二月三十一日，結餘約人民幣1,487,606,000元為無抵押、按中國人民銀行提供之人民幣基準利率計息並按要求或於二零一八年償還。

於二零一六年十二月三十一日，餘額約人民幣2,400,000,000元為無抵押、免息並須於二零一七年償還。餘額約人民幣201,184,000元為無抵押、按中國人民銀行提供之人民幣基準貸款利率計息，其中約人民幣200,000,000元及人民幣1,184,000元分別須於二零一八年及二零一七年償還。

以本集團相關實體功能貨幣以外貨幣計值之權益持有人貸款分析如下：

		2017	2016
		二零一七年	二零一六年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Denominated in US\$	以美元計值	656,505	753,249

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27. OTHER PAYABLES

As at 31 December 2017 and 2016, the amount represents loans from a fellow subsidiary which is unsecured, interest bearing at RMB Benchmark Loan Rates offered by the People's Bank of China and repayable in 2020 (2016: 2018).

27. 其他應付款項

於二零一七年及二零一六年十二月三十一日，該款項指應付一家同系附屬公司的貸款，該貸款為無抵押、按中國人民銀行提供之人民幣基準貸款利率計息並須於二零二零年（二零一六年：二零一八年）償還。

28. BANK AND OTHER BORROWINGS

28. 銀行及其他借貸

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Bank borrowings (Note i)	銀行借貸(附註i)	2,999,029	4,507,590
Other borrowings (Note ii)	其他借貸(附註ii)	600,000	600,000
Total unsecured borrowings	無抵押借貸總額	3,599,029	5,107,590
Bank borrowings, secured	有抵押銀行借貸	152,000	170,000
		3,751,029	5,277,590
Less: Amounts classified as current liabilities	減：分類為流動負債之金額	(1,773,095)	(2,572,000)
Amounts as non-current	非流動金額	1,977,934	2,705,590
Carrying amount repayable:*	應償還賬面值：*		
Within one year	一年內	1,773,095	2,572,000
More than one year but not more than two years	超過一年但不超過兩年	873,995	1,851,595
More than two years but not more than five years	超過兩年但不超過五年	1,103,939	853,995
		3,751,029	5,277,590
Unsecured borrowings	無抵押借貸	3,599,029	5,107,590
Secured borrowings (Note iii)	有抵押借貸(附註iii)	152,000	170,000
		3,751,029	5,277,590

* The amounts due are based on scheduled repayment dates set out in the loan agreements.

* 欠款乃以載於貸款協議內之原定還款日期為基準。

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28. BANK AND OTHER BORROWINGS (continued)

The Group's bank and other borrowings were subject to variable-rate interest at RMB Benchmark Loan Rates offered by the People's Bank of China, London Interbank offered Rate ("LIBOR") + 2.1% per annum or fixed-rate interest at RMB Benchmark Loan Rates offered by the People's Bank of China at the respective date of borrowings' agreements. The effective interest rates on the Group's bank and other borrowings ranged from 3.8% to 5.4% (2016: 2.25% to 6.6%) per annum.

Notes:

- (i) Amounts of RMB262,790,000 (2016: RMB113,029,000) are bank borrowings from China Merchants Bank ("CMB") which is an associate of CMG. Also, included in the balance was borrowings of approximately RMB493,229,000 (2016: RMB2,464,790,000) that are guaranteed by the non-controlling equity holders of subsidiaries of the Group and by the Company.
- (ii) At 31 December 2017 and 2016, the amount of approximately RMB600,000,000 was borrowing from ABC-CA Fund Management, which was repayable upon maturity in 2018. The loan was guaranteed by an intermediate holding company of the Company.
- (iii) As at 31 December 2017, land located in Chongqing and Jurong with carrying values of approximately RMB362,110,000 (2016: RMB362,110,000) and RMB67,898,000 (2016: nil) have been pledged to secure bank borrowings amounting to RMB110,000,000 (2016: RMB170,000,000) and RMB42,000,000 (2016: nil) granted to the Group.

28. 銀行及其他借貸(續)

本集團之銀行及其他借貸按於各自之借貸協議日期以中國人民銀行提供之人民幣基準貸款利率、倫敦銀行同業拆息(「倫敦銀行同業拆息」)加年利率2.1%為基礎之浮動息率或以中國人民銀行提供之人民幣貸款利率為基礎之固定息率計息。本集團銀行及其他借貸之實際年利率介乎3.8%至5.4%(二零一六年:2.25%至6.6%)。

附註:

- (i) 金額人民幣262,790,000元(二零一六年:人民幣113,029,000元)為自招商局集團之聯營公司招商銀行(「招商銀行」)之銀行借貸。此外,有關結餘內約人民幣493,229,000元(二零一六年:人民幣2,464,790,000元)乃由本集團附屬公司非控股權益持有人及本公司擔保之借貸。
- (ii) 於二零一七年及二零一六年十二月三十一日,有關金額為由農銀匯理基金提供之借貸約人民幣600,000,000元,須於二零一八年到期時償付。貸款由本公司一家間接控股公司作擔保。
- (iii) 於二零一七年十二月三十一日,本集團已抵押位於重慶及句容賬面值約為人民幣362,110,000元(二零一六年:人民幣362,110,000)及人民幣67,898,000元(二零一六年:零)之土地,以就授予本集團之銀行借貸人民幣110,000,000元(二零一六年:人民幣170,000,000元)及人民幣42,000,000元(二零一六年:零)作出擔保。

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29. BONDS PAYABLE

29. 應付債券

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Bonds payable	應付債券	3,231,826	3,426,732
Less: Amount classified as current liabilities	減：分類為流動負債之金額	(3,231,826)	-
Amount as non-current	非流動金額	-	3,426,732
Carrying amount repayable:	應償還賬面值：		
Within one year	一年內	3,231,826	-
More than one year but not more than two years	超過一年但不超過兩年	-	3,426,732
		3,231,826	3,426,732

In December 2013, the Group issued the credit enhanced bonds (the "Bonds") with an aggregate principal amount of US\$500,000,000. The Bonds bear fixed interest at 4.021% per annum, payable semi-annually each year. During the year ended 31 December 2016, the Group redeemed US\$500,000 (equivalent to approximately RMB3,382,000) (2017: nil). The Bonds are listed on the Stock Exchange and will mature in December 2018.

The fair value of the bonds payable at 31 December 2017 amounted to approximately RMB3,299,376,000 (2016: RMB3,559,756,000). The fair value is calculated using the market price of the Bonds at the end of the reporting period.

於二零一三年十二月，本集團發行本金總額為500,000,000美元之信用增強債券（「債券」）。債券按固定年利率4.021%計息，每半年派息。於截至二零一六年十二月三十一日止年度，本集團已贖回500,000美元（相當於約人民幣3,382,000元）（二零一七年：零）。債券於聯交所上市並將於二零一八年十二月到期。

於二零一七年十二月三十一日應付債券之公平值約為人民幣3,299,376,000元（二零一六年：人民幣3,559,756,000元）。公平值以債券於報告期間結算日之市場價格計算。

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30. CONVERTIBLE BONDS

On 23 June 2015, the Company's wholly owned subsidiary, Cosmos Boom Investment Limited ("Cosmos") issued 0.50% convertible bonds ("CBs") which will be due on 23 June 2020 with an aggregate principal amount of US\$290,000,000. The CBs were denominated in US\$ and entitle the holders to convert them into ordinary shares of the Company at a conversion price of HK\$2.9875 per share (subject to adjustment) with fixed exchange rate of HK\$7.7559 equal to US\$1.00 at any time on or after 2 August 2015 and thereafter up to the close of business on the tenth day prior to the maturity date or if such bonds shall have been called for redemption by Cosmos before maturity date, then up to and including the close of business on a date no later than 15 days prior to the date fixed for redemption thereof. The conversion price of the CBs was adjusted to HK\$2.8800 per share with effect from 10 May 2017, pursuant to the terms and conditions of the CBs, as a result of the approval by the shareholders of the final dividend of HK\$0.045 per share for the year ended 31 December 2016. Unless previously redeemed, converted, purchased and cancelled, all CBs outstanding on maturity date shall be repaid by Cosmos at its principal amount outstanding on maturity date plus accrued interest. Cosmos may, on giving not less than 30 nor more than 90 days' notice to bondholders at any time on or after 23 December 2016 prior to the maturity date redeem all the outstanding CBs in whole at the outstanding principal amount and accrued interest. The bondholders have the right to require the Group to redeem all or some of the CBs on 23 June 2018 afterwards at their principal amount together with accrued and unpaid interest to the respective dates fixed for redemption.

At the issue date, the CBs were bifurcated into liability, equity and derivative components. The equity element is presented in equity under "Convertible bonds equity reserve" at initial recognition. The effective interest rate of the liability component is 5.196% per annum.

30. 可換股債券

於二零一五年六月二十三日，本公司之全資附屬公司天盛投資有限公司(「天盛」)發行本金總額290,000,000美元於二零二零年六月二十三日到期之0.50厘可換股債券(「可換股債券」)。可換股債券以美元計值，並授予持有人權利可於二零一五年八月二日或之後直至到期日前第十日營業時間結束止任何時間或倘天盛於到期日前要求贖回該等債券，則直至及包括不遲於指定贖回日期前十五日之日期之營業時間結束止，以每股港幣2.9875元之轉換價按港幣7.7559元兌1.00美元之固定匯率將可換股債券轉換為本公司普通股。由於股東批准就截至二零一六年十二月三十一日止年度派付末期股息每股港幣0.045元，故根據可換股債券的條款及條件，可換股債券之轉換價已調整為每股港幣2.8800元，自二零一七年五月十日起生效。除非先前已贖回、轉換、購買及註銷，否則天盛將以到期日尚未轉換之本金額加應計利息償還到期日尚未轉換之所有可換股債券。天盛可於二零一六年十二月二十三日或之後但於到期日前任何時間通過向債券持有人發出不少於30日亦不超過90日之通知後，按尚未轉換之本金額連同應計利息全數贖回尚未轉換之所有可換股債券。債券持有人有權要求本集團於二零一八年六月二十三日後以本金額連同截至指定贖回之相關日期之應計及未付利息贖回所有或部分可換股債券。

於發行日期，可換股債券分為負債、權益及衍生部分。於初步確認時權益部分在權益項下「可換股債券權益儲備」呈列。負債部分之實際年利率為5.196%。

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30. CONVERTIBLE BONDS (continued)

The movements of the liability, equity and derivatives components of the CBs and the reconciliation of Level 3 fair value measurement during the reporting period are set out below:

30. 可換股債券(續)

可換股債券之負債、權益及衍生部分於報告期內之變動及第三級公平值計量之對賬載列如下：

		Liability component of CBs	Derivative financial assets of CBs 可換股 債券之衍生 金融資產	Derivative financial liabilities of CBs 可換股 債券之衍生 金融負債	Equity component of CBs	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 2016	於二零一六年一月一日	1,533,339	(168,570)	72,675	414,329	1,851,773
Changes in fair value	公平值變動	-	60,922	(4,398)	-	56,524
Imputed interest expense (Notes 8 and 13)	推算利息開支 (附註8及13)	83,234	-	-	-	83,234
Interest paid	已付利息	(9,630)	-	-	-	(9,630)
Exchange realignment	外匯調整	107,972	(8,803)	4,767	-	103,936
At 31 December 2016 and 1 January 2017	於二零一六年 十二月三十一日及 二零一七年一月一日	1,714,915	(116,451)	73,044	414,329	2,085,837
Changes in fair value	公平值變動	-	27,333	(13,350)	-	13,983
Imputed interest expense (Notes 8 and 13)	推算利息開支 (附註8及13)	88,655	-	-	-	88,655
Interest paid	已付利息	(9,797)	-	-	-	(9,797)
Exchange realignment	外匯調整	(102,169)	5,864	(3,802)	-	(100,107)
At 31 December 2017	於二零一七年 十二月三十一日	1,691,604	(83,254)	55,892	414,329	2,078,571

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30. CONVERTIBLE BONDS (continued)

No CBs were converted into ordinary shares of the Company during the years ended 31 December 2017 and 2016. As at 31 December 2017, the principal amount of the CBs that remained outstanding amounted to US\$290,000,000 of which a maximum amount of 780,976,042 (2016: 752,873,974) shares may fall to be issued upon their conversions, subject to adjustments provided in the terms of the CBs. For details of the terms of the CBs, please refer to the announcement of the Company dated 3 June 2015.

At 31 December 2017 and 2016, the fair values of the derivative financial assets and liabilities were valued by Jones Lang, an independent qualified professional valuer, not connected with the Group. The fair values of the derivative financial assets/liabilities were estimated at the end of reporting periods, respectively using the Binomial model. The changes in fair value of derivative financial assets/liabilities were recognised in the consolidated statement of profit or loss. The inputs into the model were as follows:

30. 可換股債券(續)

截至二零一七年及二零一六年十二月三十一日止年度，概無可換股債券轉換為本公司普通股。於二零一七年十二月三十一日，仍未轉換之可換股債券本金額為290,000,000美元，其中最多780,976,042股(二零一六年：752,873,974股)股份可於轉換時發行，惟根據可換股債券之條款規定可予調整。可換股債券之條款詳情請參閱本公司日期為二零一五年六月三日之公告。

於二零一七年及二零一六年十二月三十一日，衍生金融資產及負債之公平值乃由與本集團並無關連之獨立合資格專業估值師仲量聯行評估。衍生金融資產／負債之公平值分別於報告期間結算日採用二項式模式估計。衍生金融資產／負債之公平值變動於綜合損益表中確認。該模式之輸入數據如下：

		At 31 December 2017 於二零一七年 十二月 三十一日	At 31 December 2016 於二零一六年 十二月 三十一日
Share price	股價	HK\$1.44 港幣 1.44 元	HK\$1.12 港幣1.12元
Conversion price	轉換價	HK\$2.8800 港幣 2.8800 元	HK\$2.9875 港幣2.9875元
Expected volatility	預期波幅	51%	57%
Expected life	預期年期	905 Days 905 日	1,271 Days 1,271日
Risk free rate	無風險利率	1.94%	1.57%
Expected dividend yield	預期股息收益率	1.67%	0.69%

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31. SHARE CAPITAL

Ordinary share capital of the Company

31. 股本

本公司之普通股股本

		Number of shares 股份數目	Amount 金額 HK\$'000 港幣千元
Ordinary share of HK\$0.01 each	每股面值港幣0.01元之普通股		
Authorised:	法定：		
At 1 January 2016, 31 December 2016, 1 January 2017 and 31 December 2017	於二零一六年一月一日、 二零一六年十二月三十一日、 二零一七年一月一日及 二零一七年十二月三十一日	30,000,000,000	300,000

		Number of shares 股份數目	Equivalent to 相當於 HK\$'000 港幣千元	RMB'000 人民幣千元
Issued and fully paid:	已發行及繳足：			
At 1 January 2016 and 31 December 2016, 1 January 2017 and 31 December 2017	於二零一六年一月一日及 二零一六年十二月三十一日、 二零一七年一月一日及 二零一七年十二月三十一日	4,905,257,860	49,053	39,132

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32. DEEMED DISPOSAL AND DISPOSAL OF INTERESTS IN SUBSIDIARIES WITHOUT CHANGE OF CONTROL

- (i) On 30 March 2016, Foshan Yi Yun Property Development Co., Ltd.* (“Foshan Yi Yun”), a non wholly-owned subsidiary of the Company, entered into a cooperation agreement with Jiayin Shengshi, an independent third party, pursuant to which among other things, Jiayin Shengshi and Foshan Yi Yun subscribed for the registered capital of Yi Yun Guan Yuan of RMB20,000,000 and RMB69,500,000 respectively. As a result, the registered capital of Yi Yun Guan Yuan increased from RMB10,500,000 to RMB100,000,000, and the equity interest in Yi Yun Guan Yuan being held by Foshan Yi Yun decreased from 100% to 80%.

The difference between the fair value of consideration paid by Foshan Yi Yun and the share of net assets in Yi Yun Guan Yuan of approximately RMB824,000 was recognised by the Group in equity transaction reserve.

32. 視作出售及於控制權並無變動之情況下出售附屬公司之權益

- (i) 於二零一六年三月三十日，本公司非全資附屬公司佛山依雲房地產有限公司（「佛山依雲」）與獨立第三方佳銀盛世訂立合作協議，據此（其中包括），佳銀盛世及佛山依雲分別認購依雲觀園之註冊資本人民幣20,000,000元及人民幣69,500,000元。因此，依雲觀園之註冊資本由人民幣10,500,000元增加至人民幣100,000,000元，而由佛山依雲持有之依雲觀園股權則由100%削減至80%。

佛山依雲所支付代價之公平值與分佔依雲觀園資產淨值之間之差額約人民幣824,000元獲本集團確認為權益交易儲備。

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32. DEEMED DISPOSAL AND DISPOSAL OF INTERESTS IN SUBSIDIARIES WITHOUT CHANGE OF CONTROL (continued)

- (ii) On 30 June 2016, Merchants Nanjing entered into a cooperation agreement with Nanjing Renyuan and Poly Jiangsu pursuant to which, among other things, a company, Nanjing Shanjiyei will be set up in the PRC to engage in the development of the land. Nanjing Shanjiyei initially had a registered share capital of RMB1,000,000,000 and held as to 51% by Merchants Nanjing, 33% by Nanjing Renyuan and 16% by Poly Jiangsu. On 28 December 2016, Merchants Nanjing, Nanjing Renyuan and Poly Jiangsu subscribed for the registered capital of Nanjing Shanjiyei of RMB500,000,000. As a result, the registered capital of Nanjing Shanjiyei increased from RMB1,000,000,000 to RMB1,500,000,000 and the equity interest held by Merchants Nanjing decreased from 51% to 36%. The difference between share of net assets in Nanjing Shanjiyei derived before and after subscription of approximately RMB3,219,000 was recognised by the Group in equity transaction reserve.

Even though the Group only has 36% interest in Nanjing Shanjiyei, it is a subsidiary of the Group. The directors of the Company assessed the Group's control over it on the basis of its practical ability to direct the relevant activities unilaterally in making their judgement, the directors of the Company considered the Group has sufficiently dominant voting interest to direct the relevant activities of it and therefore the Group has control over it.

32. 視作出售及於控制權並無變動之情況下出售附屬公司之權益(續)

- (ii) 於二零一六年六月三十日，南京招商房地產與南京仁遠及保利江蘇訂立合作協議，據此(其中包括)，南京善杰義將於中國成立一家公司，以參與土地開發。南京善杰義起初擁有註冊股本人民幣1,000,000,000元並由南京招商房地產、南京仁遠及保利江蘇分別持有51%、33%及16%。於二零一六年十二月二十八日，南京招商房地產、南京仁遠及保利江蘇認購南京善杰義之註冊資本人民幣500,000,000元。因此，南京善杰義之註冊資本由人民幣1,000,000,000元增加至人民幣1,500,000,000元，南京招商房地產持有之股權則由51%削減至36%。分佔南京善杰義資產淨值於認購前後之差額約人民幣3,219,000元獲本集團確認為權益交易儲備。

儘管本集團僅擁有南京善杰義36%權益，其仍為本集團之附屬公司。本公司董事於作出彼等判斷時以其單方主導相關業務之實際能力為基礎評估本集團之控制，本公司董事認為本集團擁有充分主導投票權益以主導其相關業務，因此，本集團擁有控制權。

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32. DEEMED DISPOSAL AND DISPOSAL OF INTERESTS IN SUBSIDIARIES WITHOUT CHANGE OF CONTROL (continued)

- (iii) On 31 May 2017, Foshan Merchants Property Development Co., Ltd* (“Foshan Merchants”), a wholly-owned subsidiary, entered into a cooperation agreement with Foshan Yi Yun, pursuant to which among other things, Foshan Yi Yun subscribed for the registered capital of Foshan Merchants Guolin Property Development Co., Ltd (“Foshan Guolin”) of RMB40,000,000. As a result, the registered capital of Foshan Guolin increased from RMB10,000,000 to RMB50,000,000 and the proportion effective ownership interest held by the Group decreased from 100% to 60%.

The difference between the fair value of consideration paid by Foshan Yi Yun and the share of net assets in Foshan Guolin of approximately RMB3,393,000 is recognised by the Group in equity transaction reserve.

33. ACQUISITION OF SUBSIDIARIES ACCOUNTED FOR AS ASSETS ACQUISITION

- (i) On 15 April 2016, the Group acquired 60% equity interests of Poly Field International Investments Limited (“Poly Field”) from an independent third party for a cash consideration of RMB437,058,300. Poly Field and its sole wholly-owned subsidiary were incorporated in the PRC (the “Poly Field Group”). The directors of the Company are of the opinion that the acquisition of Poly Field is in substance an asset acquisition instead of a business combination, as the net assets of Poly Field was mainly a piece of land recording under properties for sale under development and Poly Field was inactive prior to the acquisition by the Group.

* Unofficial English translation denotes for identification purpose only

32. 視作出售及於控制權並無變動之情況下出售附屬公司之權益(續)

- (iii) 於二零一七年五月三十一日，全資附屬公司佛山招商房地產有限公司(「佛山招商」)與佛山依雲訂立合作協議，據此，其中包括，佛山依雲認購佛山招商果嶺房地產有限公司(「佛山果嶺」)註冊資本人民幣40,000,000元。因此，佛山果嶺之註冊資本由人民幣10,000,000元增加至人民幣50,000,000元，而本集團所持實際所有權權益比例由100%減少至60%。

佛山依雲所支付代價之公平值與分佔佛山果嶺資產淨值之間之差額約人民幣3,393,000元獲本集團確認為權益交易儲備。

33. 收購附屬公司並入賬列作資產收購

- (i) 於二零一六年四月十五日，本集團以現金代價人民幣437,058,300元向一名獨立第三方收購輝寶國際投資有限公司(「輝寶」)60%之股本權益。輝寶及其唯一全資附屬公司(統稱為「輝寶集團」)於中國註冊成立。本公司董事認為收購輝寶實質上為資產收購而非業務合併，原因為輝寶之資產淨值主要為一幅列作可供出售發展中物業之土地，而輝寶於被本集團收購前並未開展業務活動。

* 非官方英文翻譯，僅供識別。

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33. ACQUISITION OF SUBSIDIARIES ACCOUNTED FOR AS ASSETS ACQUISITION (continued)

(i) (continued)

Net assets of Poly Field Group acquired:

33. 收購附屬公司並入賬列作資產收購 (續)

(i) (續)

所收購輝寶集團之資產淨值：

		RMB'000 人民幣千元
Plant and equipment (Note 14)	廠房及設備(附註14)	2
Properties for sale under development	可供出售發展中物業	655,789
Bank balances and cash	銀行結餘及現金	77,090
Other payables	其他應付款項	(4,451)
		728,430
Non-controlling interests	非控股權益	(291,372)
		437,058
Satisfied by:	由以下支付：	
Cash consideration	現金代價	437,058
Net cash outflow arising from acquisition	收購產生之現金流出淨額	
Cash paid	已付現金	(437,058)
Less: Bank balances and cash acquired	減：已收購銀行結餘及現金	77,090
		(359,968)

The non-controlling interest in Poly Field Group recognised at the acquisition date was measured by reference to the proportionate share of recognised amounts of net assets of Poly Field Group and amounted to approximately RMB291,372,000.

於收購日期所確認輝寶集團之非控股權益乃參考分佔輝寶集團資產淨值之比例而計量，金額約為人民幣291,372,000元。

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33. ACQUISITION OF SUBSIDIARIES ACCOUNTED FOR AS ASSETS ACQUISITION

(continued)

- (ii) On 18 August 2016, the Company entered into an agreement (the "Agreement") with China Merchants Properties Development Limited ("CMPD"), a subsidiary of China Merchants Shekou, an intermediate holding company of the Company, to acquire the entire equity interest of Coming Wealth Limited ("Coming Wealth"), a subsidiary of CMPD, and all outstanding shareholder loan of approximately HK\$281,125,000 (equivalent to RMB251,467,000) owing by Coming Wealth to CMPD at the date of completion of the aforesaid acquisition for a total consideration of approximately HK\$504,000,000 (equivalent to approximately RMB451,101,000) which was paid by cash (the "Coming Wealth Acquisition"). The Coming Wealth Acquisition was completed on 5 January 2017. Upon completion, the Company holds 100% equity interest in Coming Wealth, which became a wholly-owned subsidiary of the Company.

Coming Wealth is principally engaged in property investment in Hong Kong and up to the date of acquisition, Coming Wealth has not carried out any significant business transaction except for holding certain completed properties in Hong Kong. The Coming Wealth Acquisition has been accounted for by the Group as acquisition of assets.

33. 收購附屬公司並入賬列作資產收購 (續)

- (ii) 於二零一六年八月十八日，本公司與招商局置業有限公司（「招商置業」）（本公司間接控股公司招商局蛇口之附屬公司）訂立一份協議（「協議」），以收購招商置業之附屬公司佳臨興業有限公司（「佳臨」）之全部股權，以及於上述收購完成日期佳臨結欠招商置業之全部未償還股東貸款約港幣281,125,000元（相當於人民幣251,467,000元），總代價約為港幣504,000,000元（相當於約人民幣451,101,000元），以現金支付。佳臨收購事項已於二零一七年一月五日完成。完成後，本公司持有佳臨全部股本權益，佳臨因而成為本公司之全資附屬公司。

佳臨主要於香港從事物業投資業務，而直至收購日期，除於香港持有若干已竣工物業外，佳臨並未開展任何實質性業務交易。佳臨收購事項已入賬為本集團資產收購。

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33. ACQUISITION OF SUBSIDIARIES ACCOUNTED FOR AS ASSETS ACQUISITION (continued)

(ii) (continued)

Net assets of Coming Wealth acquired:

33. 收購附屬公司並入賬列作資產收購 (續)

(ii) (續)

所收購佳臨之資產淨值：

		RMB'000 人民幣千元
Other receivables	其他應收款項	435
Investment properties (Note 15)	投資物業(附註15)	451,722
Bank balances and cash	銀行結餘及現金	126
Other payables	其他應付款項	(1,182)
Shareholder loan	股東貸款	(251,467)
		199,634
Satisfied by:	由以下支付：	
Cash consideration for Shareholder loan	股東貸款之現金代價	251,467
Entire equity interest of Coming Wealth	佳臨全部股權	199,634
Cash consideration	現金代價	451,101
Net cash outflow arising from acquisition	收購產生之現金流出淨額	
Cash paid	已付現金	(451,101)
Less: Bank balances and cash acquired	減：已收購銀行結餘及現金	126
		(450,975)

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34. RETIREMENT BENEFITS PLAN

(i) Plans for Hong Kong employees

The Group participates in the MPF Scheme for all its qualifying employees in Hong Kong. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. The only obligation of the Group with respect to the MPF Scheme is to make the required contributions under the scheme. No forfeited contribution is available to reduce the contribution payable in the future years.

(ii) Plans for PRC employees

The employees employed in the PRC are members of the state-managed retirement benefit schemes operated by the PRC government. The PRC subsidiaries are required to contribute certain percentage of their payroll to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit schemes is to make the required contributions under the schemes.

35. 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 loans from equity holders, loans from a fellow subsidiary, bonds payable, bank and other borrowings and liability component of convertible bonds, net of cash and cash equivalents and equity, comprising share capital, share premium, various reserves and non-controlling interests.

34. 退休福利計劃

(i) 香港僱員計劃

本集團為香港所有合資格僱員參與強積金計劃。強積金計劃之資產透過一名獨立信託人控制之基金與本集團所持資產分開持有。本集團對強積金計劃之唯一責任為根據該計劃作出規定供款。概無已沒收供款可供扣減未來年度應付供款。

(ii) 中國僱員計劃

中國僱員參與中國政府所運作之國家管理退休福利計劃。中國附屬公司須向該退休福利計劃支付僱員薪酬若干百分比之供款，為該等福利提供資金。本集團對退休福利計劃之唯一責任為根據該計劃作出規定供款。

35. 資金風險管理

本集團管理其資金，以確保本集團之實體將能夠以持續經營方式營運，同時亦透過達致平衡債務與股本之最佳狀況而為股東爭取最大回報。本集團整體策略與去年保持不變。

本集團之資本結構包括來自權益持有人之貸款、來自同系附屬公司之貸款、應付債券、銀行及其他借貸及可換股債券之負債部分、現金及等同現金項目淨額以及權益(包括股本、股份溢價、多個儲備及非控股權益)。

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35. CAPITAL RISK MANAGEMENT (continued)

The directors of the Company review the capital structure on a regular basis. As part of this review, the directors of the Company consider the cost of capital, cost of debts, gearing ratios and the risks associated with each class of capital. Based on recommendations of the directors of the Company, the Group will balance its overall capital structure through new share issues, the payment of dividends as well as the issue of new debts or the repayment of existing debts.

The entities of the Group which were established in the PRC maintained RMB denominated bank balances, the remittance of these funds out of the PRC is subject to exchange restrictions imposed by the PRC government.

The gearing ratio of the Group at the end of the reporting period was as follows:

35. 資金風險管理(續)

本公司董事定期檢討資本結構。作為檢討一部分，本公司董事考慮資本成本、債務成本、資產負債比率及各類資本相關之風險。按照本公司董事之推薦意見，本集團將藉發行新股、派付股息以及發行新債或償還現有債務，平衡其整體資本結構。

於中國成立之本集團實體持有以人民幣計值之銀行結餘，自中國匯出該等款項須遵守中國政府實施之匯兌限制。

本集團於報告期間結算日之資本負債比率如下：

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Debt (Note i)	債務(附註i)	15,233,460	17,084,380
Bank balances and cash	銀行結餘及現金	(5,100,692)	(5,810,922)
Net debt	淨債務	10,132,768	11,273,458
Equity (Note ii)	權益(附註ii)	21,771,226	14,107,970
Net debt to equity ratio	淨債務對權益比率	0.47	0.80

(i) Debt is defined as loans from equity holders, non-current portion of other payables, bonds payable, liability component of convertible bonds and bank and other borrowings.

(ii) Equity includes all capital and reserves of the Group and non-controlling interests.

(i) 債務界定為來自權益持有人之貸款、其他應付款項之非流動部分、應付債券、可換股債券之負債部分以及銀行及其他借貸。

(ii) 權益包括本集團所有資本及儲備以及非控股權益。

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36. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

36. 金融工具

(a) 金融工具分類

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Financial assets	金融資產		
FVTPL	按公平值計入損益	83,254	116,451
Loans and receivables (including bank balances and cash)	貸款及應收款項(包括銀行結餘及現金)	18,406,122	12,022,629
Available-for-sales investment	待售投資	18,750	-
Financial liabilities	金融負債		
FVTPL	按公平值計入損益	55,892	73,044
Other financial liabilities at amortised cost	以攤銷成本入賬之其他金融負債	25,029,859	21,703,060

(b) Financial risk management objectives and policies

The Group's major financial instruments include trade and other receivables, bank balances and cash, loans from equity holders, trade and other payables, bank and other borrowings, convertible bonds and bonds payable. Details of the financial instruments are disclosed in respective notes.

The risks associated with these financial instruments include market risk (currency risk and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(b) 財務風險管理目標及政策

本集團之主要金融工具包括業務及其他應收款項、銀行結餘及現金、權益持有人貸款、業務及其他應付款項、銀行及其他借貸、可換股債券及應付債券。該等金融工具之詳情於相關附註披露。

該等金融工具相關風險包括市場風險(貨幣風險及利率風險)、信貸風險及流動資金風險。有關如何減輕該等風險之政策載於下文。管理層管理並監察該等風險，以確保及時並有效實施合宜措施。

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36. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Market risk

(i) Currency risk

The Group has foreign currency denominated trade and other receivables, bank balances, trade and other payables, loans from equity holders and bonds payable, which expose the Group to foreign currency risk. The management has closely monitored foreign exchange exposure and will undertake necessary procedures to mitigate the currency risk.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

		Assets 資產		Liabilities 負債	
		2017	2016	2017	2016
		二零一七年	二零一六年	二零一七年	二零一六年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
HK\$	港幣	6,237	8,892	2,860	386
US\$	美元	3,001	461,344	4,081,110	4,350,027

Sensitivity analysis

The Group is mainly exposed to the currency of HK\$ and US\$. No sensitivity analysis is presented for RMB, the functional currency of respective group entities, against HK\$ because the risk is considered insignificant.

36. 金融工具(續)

(b) 財務風險管理目標及政策(續)

市場風險

(i) 貨幣風險

本集團擁有以外幣計值之業務及其他應收款項、銀行結餘、業務及其他應付款項、權益持有人貸款及應付債券，致使本集團面對外匯風險。管理層已密切監察外匯風險及將採取必要程序以減輕貨幣風險。

本集團以外幣計值之貨幣資產及貨幣負債於報告期間結算日之賬面值如下：

		Assets 資產		Liabilities 負債	
		2017	2016	2017	2016
		二零一七年	二零一六年	二零一七年	二零一六年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
HK\$	港幣	6,237	8,892	2,860	386
US\$	美元	3,001	461,344	4,081,110	4,350,027

敏感度分析

本集團主要承受港幣及美元的風險。敏感度分析並未以人民幣(相關集團實體之功能貨幣)兌港幣呈列，因為風險並不重大。

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36. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Market risk (continued)

(i) Currency risk (continued)

Sensitivity analysis (continued)

The following table details the Group's sensitivity to a 5% (2016: 5%) increase and decrease in RMB, the functional currency of respective group entities, against US\$ which represents management's assessment of the reasonably possible change in foreign exchange rate. The sensitivity analysis includes only outstanding US\$ denominated monetary items and adjusts their translation at the end of the reporting period for a 5% (2016: 5%) change in foreign currency rate. A positive number below indicates an increase in post-tax profit where RMB strengthen 5% (2016: 5%) against US\$ and vice versa.

36. 金融工具(續)

(b) 財務風險管理目標及政策(續)

市場風險(續)

(i) 貨幣風險(續)

敏感度分析(續)

下表詳述本集團就人民幣(相關集團實體之功能貨幣)兌美元升值及貶值5%(二零一六年:5%)之敏感度,該敏感度乃管理層對外幣匯率可能出現之合理變動之評估。敏感度分析僅包括以美元計值之未結算貨幣項目,並於報告期間結算日按外幣匯率之5%(二零一六年:5%)變動調整其換算。以下正數顯示當人民幣兌美元上升5%(二零一六年:5%)時除稅後溢利之增加金額,反之亦然。

		2017	2016
		二零一七年	二零一六年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Profit or loss	損益	170,261	161,998

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36. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Market risk (continued)

(ii) Interest rate risk management

The Group is primarily exposed to cash flow interest rate risk in relation to variable-rate interest bearing receivables and payables, including amounts due from joint ventures, bank balances, bank and other borrowings, loans from a fellow subsidiary and loans from equity holders.

The Group's fair value interest rate risk relates primarily to its fixed-rate loans from equity holders, amounts due from associates, convertible bonds, bank and other borrowings and bonds payable.

The Group currently does not have an interest rate hedging policy in relation to fair value interest rate risk and cash flow interest rate risk. However, management of the Group monitors interest rate exposure on an on-going basis and 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 section of this note.

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of RMB Benchmark Loan Rates offered by the People's Bank of China or LIBOR.

36. 金融工具(續)

(b) 財務風險管理目標及政策(續)

市場風險(續)

(ii) 利率風險管理

本集團主要承擔與以浮動利率計息之應收款項及應付款項(包括應收合營企業款項、銀行結餘、銀行及其他借貸來自一家同系附屬公司之貸款以及權益持有人貸款)有關之現金流量利率風險。

本集團之公平值利率風險主要與權益持有人固定利率貸款、應收聯營公司款項、可換股債券、銀行及其他借貸以及應付債券有關。

本集團現時並無有關公平值利率風險及現金流量利率風險之利率對沖政策。然而，本集團管理層持續監察利率風險，並將於需要時考慮對沖重大利率風險。

本集團面對之金融負債利率風險於本附註流動資金風險一節中詳述。

本集團現金流量利率風險主要集中於中國人民銀行提供之人民幣基準貸款利率或倫敦銀行同業拆息之波動風險。

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36. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Market risk (continued)

(ii) Interest rate risk management (continued)

Sensitivity analysis

The sensitivity analyses below have been prepared assuming these financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 50 basis points (2016: 50 basis points) increase or decrease is used when reporting interest rate risk internally to key management personnel and reasonably possible change in interest rates.

If interest rate had been 50 basis points (2016: 50 basis points) higher/lower for variable-rate interest bearing financial assets/liabilities and all other variables were held constant, the Group's post-tax profit for the year would decrease/increase by RMB5,262,000 (2016: RMB10,080,000).

Credit risk

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 each reporting period; and
- the amount of contingent liabilities in relation to financial guarantees issued by the Group as disclosed in note 40.

36. 金融工具(續)

(b) 財務風險管理目標及政策(續)

市場風險(續)

(ii) 利率風險管理(續)

敏感度分析

以下敏感度分析乃假設於報告期間結算日之該等未償還金融工具於整年未償還而編製。內部向主要管理人員報告利率風險時採用上升或下降50個基點(二零一六年：50個基點)，此乃利率之合理可能變動。

倘以浮動利率計息之金融資產／負債利率上升／下降50個基點(二零一六年：50個基點)而所有其他變數保持不變，本集團年內除稅後溢利將會減少／增加人民幣5,262,000元(二零一六年：人民幣10,080,000元)。

信貸風險

本集團因交易對手未能履行其責任而引致本集團產生財務損失之最大信貸風險為：

- 各報告期間結算日綜合財務狀況表內所列載相關已確認金融資產之賬面值；及
- 有關附註40所披露由本集團發出之財務擔保之或然負債金額。

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36. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk (continued)

The Group has concentration of credit risk in respect of bank balances. At 31 December 2017, approximately 45% (2016: 61%) of the bank balances were deposited at CMB. Except for approximately 14% (2016: 12%) and 16% (2016: 10%) of the bank balances deposited at China Construction Bank and Industrial and Commercial Bank of China (Asia) Limited, deposits in other banks are individually less than 10% of total bank deposits and bank balances. The credit risk of these liquid funds is limited because the counterparties are either state-owned banks located in the PRC or banks with high credit ratings.

The Group has concentration of credit risk in respect of amounts due from non-controlling equity holders of subsidiaries of the Group at 31 December 2017 and 2016, and amounts due from associates and joint ventures at 31 December 2017 and 2016. In order to minimise the credit risk on these amounts, the management of the Company continuously monitors the credit quality and financial conditions of non-controlling equity holders of subsidiaries, associates and joint ventures of the Group and the level of exposure to ensure that follow up action is taken to recover overdue debts. Under such circumstances, the directors of Company consider that the Group's credit risk is insignificant.

36. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險(續)

本集團之銀行結餘有信貸風險集中情況。於二零一七年十二月三十一日，銀行結餘約45%(二零一六年：61%)存放於招商銀行。除銀行結餘約14%(二零一六年：12%)及16%(二零一六年：10%)存放於中國建設銀行及中國工商銀行(亞洲)有限公司外，個別其他銀行存款少於銀行存款及銀行結餘總額之10%。由於交易對手為位於中國之國有銀行或具高信貸評級之銀行，故此等流動資金之信貸風險有限。

於二零一七年及二零一六年十二月三十一日，本集團於應收本集團附屬公司非控股權益持有人之款項中有信貸風險集中情況，並於二零一七年及二零一六年十二月三十一日於應收聯營公司及合營企業之款項中有信貸風險集中情況。為將此等款項之信貸風險降至最低，本公司管理層持續監控本集團附屬公司、聯營公司及合營企業非控股權益持有人之信貸質素及財務狀況以及風險水平，確保採取跟進措施收回過期債務。在此種情況下，本公司董事認為本集團之信貸風險輕微。

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36. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk (continued)

The Group provides guarantees to banks in connection with certain customers' borrowing of mortgage loans to finance their purchase of the Group's properties. If a purchaser defaults on the payment of its mortgage during the period of guarantee, the bank holding the mortgage may demand the Group to repay the outstanding loan and any interest accrued thereon. Under such circumstances, the Group is able to repossess the properties for resale. Therefore, the management of the Company consider it would likely recover any loss incurred arising from the guarantee provided by the Group. No such repossession of properties occurred during the year ended 31 December 2017 (2016: nil).

Liquidity risk

The Group's objective is to maintain a balance between continuity of funding generated from operating activities and the flexibility through the use of borrowings and issue of new debts. The directors of the Company closely monitor the liquidity position and expect to have adequate sources of funding to finance the Group's projects and operations.

The following table details the Group's expected remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of non-derivative 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 interest rate curve at the end of the reporting period.

36. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險(續)

本集團就若干客戶之按揭貸款向銀行提供擔保，以提供資金予彼等購買本集團物業。倘買家於擔保期間內無法支付其按揭，持有按揭之銀行可要求本集團償還未償還貸款及其任何累計利息。於該等情況下，本集團可重新擁有該等物業作轉售。因此，本公司管理層認為，本集團很大可能可以填補因其提供擔保所產生之任何虧損。截至二零一七年十二月三十一日止年度，並無此等重新擁有之物業(二零一六年：無)。

流動資金風險

本集團之目標為通過使用借貸及發行新債務使經營活動產生資金之連續性和靈活性保持平衡。本公司董事密切監控流動資金狀況及預期有充足資金來源以撥付本集團項目及營運。

下表詳列本集團預期非衍生金融負債之餘下合約到期日。該表按本集團須付款之最早日期之非衍生金融負債之未貼現現金流量編製。該表包括利息及主要現金流量。倘利息流量屬浮息，則未貼現金額乃源自報告期間結算日之利率曲線。

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36. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Liquidity risk (continued)

		On demand within 60 days 按要求 60日內 RMB'000 人民幣千元	61 to 180 days 61至180日 RMB'000 人民幣千元	181 to 365 days 181至365日 RMB'000 人民幣千元	1-2 years 1至2年 RMB'000 人民幣千元	2-3 years 2至3年 RMB'000 人民幣千元	Over 3 years 超過3年 RMB'000 人民幣千元	Total undiscounted cash flows 未貼現現金 流量總額 RMB'000 人民幣千元	Carrying amount 賬面值 RMB'000 人民幣千元
At 31 December 2017	於二零一七年十二月三十一日								
Trade and other payables	業務及其他應付款項	9,796,399	-	-	-	-	-	9,796,399	9,796,399
Loans from equity holders - due within one year	權益持有人之貸款 - 一年內到期	1,498,243	120,031	2,582,048	-	-	-	4,200,322	4,078,935
Loans from equity holders - due after one year	權益持有人之貸款 - 一年後到期	-	-	-	7,975	2,728,641	-	2,736,616	2,456,311
Other payables - due after one year	其他應付款項 - 一年後到期	-	-	-	-	23,758	-	23,758	23,755
Bank and other borrowings - fixed rate	銀行及其他借貸 - 定息	295,499	143,117	674,045	831,768	1,134,178	-	3,078,607	2,834,290
Bank and other borrowings - variable rate	銀行及其他借貸 - 浮息	366,872	266,278	72,115	73,630	178,737	-	957,632	916,739
Bonds payable	應付債券	22,617	45,233	3,446,000	-	-	-	3,513,850	3,231,826
Convertible bonds	可換股債券	1,633	3,266	4,898	9,797	1,964,225	-	1,983,819	1,691,604
		11,981,263	577,925	6,779,106	923,170	6,029,539	-	26,291,003	25,029,859
Financial guarantee contracts	財務擔保合約	3,572,819	-	-	-	-	-	3,572,819	-
At 31 December 2016	於二零一六年十二月三十一日								
Trade and other payables	業務及其他應付款項	4,618,680	-	-	-	-	-	4,618,680	4,618,680
Loans from equity holders - due within one year	權益持有人之貸款 - 一年內到期	-	502,892	6,105,090	-	-	-	6,607,982	6,443,021
Loans from equity holders - due after one year	權益持有人之貸款 - 一年後到期	-	-	-	214,547	6,545	-	221,092	207,374
Other payables - due after one year	其他應付款項 - 一年後到期	-	-	-	15,698	-	-	15,698	14,748
Bank and other borrowings - fixed rate	銀行及其他借貸 - 定息	97,456	96,792	-	656,766	703,336	-	1,554,350	1,432,000
Bank and other borrowings - variable rate	銀行及其他借貸 - 浮息	5,577	259,332	2,215,216	1,303,731	238,006	-	4,021,862	3,845,590
Bonds payable	應付債券	22,233	44,466	66,699	133,398	3,320,850	-	3,587,646	3,426,732
Convertible bonds	可換股債券	1,605	3,210	4,815	9,630	9,630	1,930,908	1,959,798	1,714,915
		4,745,551	906,692	8,391,820	2,333,770	4,278,367	1,930,908	22,587,108	21,703,060
Financial guarantee contracts	財務擔保合約	3,636,746	-	-	-	-	-	3,636,746	-

36. 金融工具(續)

(b) 財務風險管理目標及政策(續)

流動資金風險(續)

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36. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Liquidity risk (continued)

The amounts included above for financial guarantee contracts are the maximum amounts the Group could be required to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantors. Based on the expectations at the end of the reporting period, the Group considers that it is more likely than not that no amount will be payable under the arrangement. However, this estimate is subject to change depending on the probability of the counterparty claiming under the guarantee, which is a function of the likelihood that the financial receivables held by the counterparties that are guaranteed by the Group suffer any credit losses.

The amounts included above for variable interest rate instruments for non-derivative financial liabilities are subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

(c) Fair value

Except as set out below, the directors of the Company consider that the carrying amounts of financial assets and financial liabilities as at 31 December 2017 and 2016 recorded at amortised cost in the consolidated financial statements approximate their fair values.

36. 金融工具(續)

(b) 財務風險管理目標及政策(續)

流動資金風險(續)

上表所載財務擔保合約之金額為倘交易對手向擔保人提出申索，則根據悉數擔保金額安排可能要求本集團清償之最高金額。基於在報告期間結算日之預測，本集團認為很可能毋須根據該安排支付任何款項。然而，該估計可能會改變，視乎本集團擔保交易對手所持應收財務款項遭受任何信貸虧損而根據擔保提出申索之可能性而定。

倘浮動利率變動與於報告期間結算日釐定之利率估計有別，則上述就非衍生金融負債之浮動利率工具所計入之金額亦會有變。

(c) 公平值

除下文載列者外，本公司董事認為，於二零一七年及二零一六年十二月三十一日，於綜合財務報表以攤銷成本入賬之金融資產及金融負債之賬面值與其公平值相若。

		Carrying amount 賬面值 RMB'000 人民幣千元	Fair value 公平值 RMB'000 人民幣千元
Financial liability – level 2 Fair value hierarchy	金融負債 – 公平值層級第二級		
Other financial liability – Bonds payable	其他金融負債 – 應付債券		
As at 31 December 2017	於二零一七年十二月三十一日	3,231,826	3,299,376
As at 31 December 2016	於二零一六年十二月三十一日	3,426,732	3,559,756

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36. FINANCIAL INSTRUMENTS (continued)

(c) Fair value (continued)

The fair values of derivative components of convertible bonds are estimated using Binomial model (2016: Binomial model) and the movements thereon during the year are set out in note 30.

As at 31 December 2017 and 2016, the only financial instrument measured at fair value was the derivative component of convertible bonds which belongs to level 3 financial instruments.

36. 金融工具(續)

(c) 公平值(續)

於本年度使用二項式估值模式估計可換股債券之衍生工具部分公平值(二零一六年：二項式估值模式)及其變動載於附註30。

於二零一七年及二零一六年十二月三十一日，僅有按公平值計量之金融工具為可換股債券之衍生工具部分(屬第三級金融工具)。

Financial instrument 金融工具	Fair value as at 於以下日期之公平值		Fair value hierarchy 公平值層級	Valuation techniques and significant key or unobservable inputs 估值方法及重大主要或不可觀察輸入數據	
	31 December 2017 二零一七年 十二月 三十一日 RMB'000 人民幣千元	31 December 2016 二零一六年 十二月 三十一日 RMB'000 人民幣千元			
Derivative component of convertible bonds 可換股債券之衍生工具部分					
- Financial assets - 金融資產	83,254	116,451	Level 3 第三級	Valuation technique: 估值方法： Key observable inputs: 主要可觀察輸入數據： Risk-free rate 無風險利率 Effective interest rate 實際利率	Binomial method 二項式估值模式 2017: 1.94% (2016: 1.57%) 二零一七年：1.94% (二零一六年：1.57%) 2017: 5.196% (2016: 5.196%) 二零一七年：5.196% (二零一六年：5.196%)
				Key unobservable inputs: 主要不可觀察輸入數據： Volatility 波幅	2017: 51% (2016: 57%) 二零一七年：51% (二零一六年：57%)

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36. FINANCIAL INSTRUMENTS (continued)

(c) Fair value (continued)

36. 金融工具(續)

(c) 公平值(續)

Financial instrument 金融工具	Fair value as at 於以下日期之公平值	Fair value hierarchy 公平值層級	Valuation techniques and significant key or unobservable inputs 估值方法及重大主要或不可觀察輸入數據
	31 December 2017 二零一七年 十二月 三十一日 RMB'000 人民幣千元	31 December 2016 二零一六年 十二月 三十一日 RMB'000 人民幣千元	
- Financial liabilities - 金融負債	(55,892)	(73,044)	Level 3 第三級
			Valuation technique: 估值方法:
			Binomial method 二項式估值模式
			Key observable inputs: 主要可觀察輸入數據:
			Risk-free rate 無風險利率
			2017: 1.94% (2016: 1.57%) 二零一七年: 1.94% (二零一六年: 1.57%)
			Effective interest rate 實際利率
			2017: 5.196% (2016: 5.196%) 二零一七年: 5.196% (二零一六年: 5.196%)
			Key unobservable inputs: 主要不可觀察輸入數據:
			Volatility 波幅
			2017: 51% (2016: 57%) 二零一七年: 51% (二零一六年: 57%)

Note: A 10% (2016: 10%) increase in the volatility with all other variables constant would decrease the fair value of the derivative financial assets and increase the fair value of derivative financial liabilities at 31 December 2017 by approximately RMB7,513,000 (2016: decrease RMB10,992,000) and RMB3,756,000 (2016: increase RMB5,496,000), respectively.

附註: 波幅增加10%(二零一六年: 10%)而所有其他變量維持不變將導致於二零一七年十二月三十一日衍生金融資產公平值減少約人民幣7,513,000元(二零一六年: 減少人民幣10,992,000元)及衍生金融負債公平值增加人民幣3,756,000元(二零一六年: 增加人民幣5,496,000元)。



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36. FINANCIAL INSTRUMENTS (continued)

(c) Fair value (continued)

There were no transfers into or out of Level 3 during the years ended 31 December 2017 and 2016. Please refer to note 30 for the reconciliation of Level 3 fair value measurement.

The fair values of other financial assets and financial liabilities have been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis.

Valuation processes

Some of the Group's assets and liabilities are measured at fair value for financial reporting purposes. The appropriate valuation techniques and inputs for fair value measurements are determined by the directors of the Company or the independent qualified valuers.

In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages independent qualified valuers to perform the valuation. The directors of the Company work closely with the independent qualified valuers to establish the appropriate valuation techniques and inputs to the model. The directors of the Company will review the cause of fluctuations in fair value of the assets and liabilities semi-annually.

36. 金融工具(續)

(c) 公平值(續)

截至二零一七年及二零一六年十二月三十一日止年度，並無轉入或轉出第三級。有關公平值計量第三層之對賬請參閱附註30。

其他金融資產及金融負債之公平值乃根據公認定價模式按貼現現金流量分析釐定。

估值過程

本集團若干資產及負債按公平值計量，以作財務報告用途。公平值計量之適用估值方法及輸入數據乃由本公司董事及獨立合資格估值師釐定。

估計資產或負債之公平值時，本集團盡可能使用可觀察市場數據。在並無第一級輸入數據之情況下，本集團委聘獨立合資格估值師進行估值。本公司董事會與獨立合資格估值師緊密合作設立模式適用之估值方法及輸入數據。本公司董事將每半年審閱資產及負債公平值波動之原因。

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37. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the consolidated statement of cash flows as cash flows from financing activities.

37. 融資活動之負債對賬

下表詳列本集團融資活動之負債變動，包括現金及非現金變動。融資活動產生之負債乃指其現金流量及未來現金流量於綜合現金流量表中分類為融資活動現金流量之負債。

		Non-cash changes 非現金變動					
		1 January 2017 二零一七年 一月一日 RMB'000 人民幣千元	Financing cash flow 融資 現金流量 RMB'000 人民幣千元	Exchange adjustment 匯兌調整 RMB'000 人民幣千元	Finance costs incurred 所產生的 融資成本 RMB'000 人民幣千元	Non-cash transactions (Note 44) 非現金交易 (附註44) RMB'000 人民幣千元	31 December 2017 二零一七年 十二月三十一日 RMB'000 人民幣千元
Amounts due to intermediate holding companies (Note 25)	應付間接控股公司款項(附註25)	82,926	750,939	-	-	-	833,865
Amounts due to non-controlling equity holders of subsidiaries of the Group (Note 25)	應付本集團附屬公司非控股權益持有人的款項(附註25)	288,170	139,443	-	-	-	427,613
Amounts due to fellow subsidiaries (Note 25)	應付同系附屬公司款項(附註25)	25,714	1,776,390	-	-	-	1,802,104
Amounts due to joint ventures (Note 25)	應付合營企業款項(附註25)	173,800	269,879	-	-	-	443,679
Amounts due to associates (Note 25)	應付聯營公司款項(附註25)	266,159	18,384	-	-	-	284,543
Loans from equity holders (Note 26)	權益持有人之貸款(附註26)	6,650,395	168,900	(40,470)	-	(243,579)	6,535,246
Other payables – due after one year (Note 27)	其他應收款項 – 一年後到期(附註27)	14,748	9,007	-	-	-	23,755
Bank and other borrowings (Note 28)	銀行及其他借貸(附註28)	5,277,590	(1,526,561)	-	-	-	3,751,029
Bonds payable (Note 29)	應付債券(附註29)	3,426,732	-	(199,539)	4,633	-	3,231,826
Convertible bonds (Note 30)	可換股債券(附註30)	1,714,915	(9,797)	(102,169)	88,655	-	1,691,604
Interest payables (included in trade and other payables)	應付利息(計入業務及其他應收款項)	74,643	(802,560)	-	737,594	-	9,677
		17,995,792	794,024	(342,178)	830,882	(243,579)	19,034,941

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38. OPERATING LEASES

The Group as a lessor

Rental income from investment properties earned during the year was RMB86,118,000 (2016: RMB59,946,000). All of the properties held have committed tenants for the next one to eight years.

At the end of the reporting period, the Group had contracted with tenants for the future minimum lease payments as follows:

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Within one year	一年內	70,395	15,194
In the second to fifth year inclusive	二至五年內(包括首尾兩年)	175,254	70,905
After five years	五年後	59,861	7,083
		305,510	93,182

The Group as a lessee

The Group's minimum lease payments paid during the year ended 31 December 2017 under operating leases in respect of rented premises amounted to approximately RMB8,827,000 (2016: RMB7,959,000).

38. 經營租賃

本集團作為出租人

於本年度投資物業租金收入盈利為人民幣86,118,000元(二零一六年：人民幣59,946,000元)。所持有之全部物業之租戶承諾於下一年至八年期間租用。

於報告期間結算日，本集團已與租客就未來最低租賃款項訂約，情況如下：

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Within one year	一年內	70,395	15,194
In the second to fifth year inclusive	二至五年內(包括首尾兩年)	175,254	70,905
After five years	五年後	59,861	7,083
		305,510	93,182

本集團作為承租人

截至二零一七年十二月三十一日止年度，本集團根據經營租賃就已租賃物業支付之最低租賃款項約為人民幣8,827,000元(二零一六年：人民幣7,959,000元)。

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38. OPERATING LEASES (continued)

The Group as a lessee (continued)

At the end of the reporting period, the Group had future minimum lease payments under non-cancellable operating leases in respect of leased properties are as follows:

		2017	2016
		二零一七年	二零一六年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within one year	一年內	23,651	5,522
In the second to fifth year inclusive	二至五年內(包括首尾兩年)	93,465	49,745
After five years	五年後	183,634	150,008
		300,750	205,275

Operating lease payments represent rentals payable by the Group for certain of its office premises and investment properties. Leases are negotiated for an average term of two to fifteen years (2016: two to fifteen years) and rentals are fixed at the date of signing of lease agreements.

38. 經營租賃(續)

本集團作為承租人(續)

於報告期間結算日，本集團根據不可撤回經營租賃就已租賃物業之未來最低租賃款項如下所示：

		2017	2016
		二零一七年	二零一六年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within one year	一年內	23,651	5,522
In the second to fifth year inclusive	二至五年內(包括首尾兩年)	93,465	49,745
After five years	五年後	183,634	150,008
		300,750	205,275

經營租賃款項指本集團就其若干辦公室物業及投資物業應支付之租金。租約平均每兩年至十五年(二零一六年：兩年至十五年)釐定一次，而租金於簽訂租賃協議當日確定。

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39. COMMITMENTS

At the end of the reporting period, the Group had the following commitments:

39. 承擔

於報告期間結算日，本集團擁有以下承擔：

		2017	2016
		二零一七年	二零一六年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Commitments contracted for but not provided in the consolidated financial statements in respect of:	以下為已訂約但並未於綜合財務報表撥備之承擔：		
– construction of properties under development for sale	– 建造可供出售發展中物業	7,322,319	5,449,311
– capital injection in a joint venture	– 於合營企業之注資	10,000	–
– land use rights to be acquired for properties under development for sale	– 就可供出售發展中物業而將予收購之土地使用權	1,125,000	1,963,000
– leasehold improvements	– 租賃物業裝修	25,906	21,491
		8,483,225	7,433,802

40. CONTINGENT LIABILITIES

40. 或然負債

		2017	2016
		二零一七年	二零一六年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Guarantee given to banks in connection with facilities granted to customers (Note i)	就授予客戶之融資而給予銀行之擔保 (附註i)	3,527,819	3,636,746
Court proceeding (Note ii)	訴訟(附註ii)	–	–

Notes:

- (i) The Group acted as a guarantor to the mortgage loans granted to certain purchasers of the Group's properties and agreed to repay the outstanding loan and interest accrual thereon, if the purchasers default the repayment of loan before the issue of the property certificate. The directors of the Company consider that the fair value of the financial guarantee contracts is not significant as the default rate is low.
- (ii) A subsidiary of the Group was a defendant in a legal action involving the alleged failure of the subsidiary to settle the payable to a contractor in accordance with the terms of contract. The directors believe, based on legal advice, that the action can be successfully defended and no losses (including claims for costs) will be incurred.

附註：

- (i) 本集團就授予若干本集團物業買家之按揭貸款而擔任擔保人，並同意倘買家未能於發出物業證書前償還貸款，本集團會償還尚未償還貸款及其應計利息。由於違約率低，本公司董事認為財務擔保合約之公平值並不重大。
- (ii) 本集團附屬公司為一宗涉嫌未能根據合約條款向承包商清償應付款項之法律訴訟之被告，本公司董事相信，根據法律意見，該訴訟可望成功抗辯，且將不會產生任何虧損(包括有關費用的索償)。

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41. RELATED PARTY DISCLOSURES

(a) Related party transactions

Other than as disclosed elsewhere in the consolidated financial statements, the Group had the following transactions with related parties:

Related party	關連人士	Nature of transaction	交易性質	2017	2016
				二零一七年 RMB'000 人民幣千元	二零一六年 RMB'000 人民幣千元
Fellow subsidiaries	同系附屬公司	Property management fee paid	已付物業管理費用	103,479	129,744
		Construction service fee	工程服務費用	2,043	6,060
		Operational support service income	運營支持服務收入	5,624	5,534
		Other expenses	其他費用	244	424
Associate of ultimate holding company	最終控股公司之 聯營公司	Finance costs	融資成本	29,433	49,726
		Bank interest income	銀行利息收入	20,748	23,908
		Site management income	場地管理收入	24	6
A joint venture	一間合營企業	Properties operation income	物業營運收入	-	54,729
Associates	聯營公司	Properties operation income	物業營運收入	9,274	17,182

(b) Related party balances

Details of the Group's balances with related parties are disclosed in notes 20, 23, 25, 26, 27 and 28.

As at 31 December 2017, bank balances of approximately RMB2,291,216,000 (2016: RMB3,529,745,000) were deposited at CMB.

41. 關連人士披露

(a) 關連人士交易

除於綜合財務報表其他章節所披露者外，本集團與關連人士擁有以下交易：

(b) 關連人士結餘

本集團與關連人士之結餘詳情披露於附註20、23、25、26、27及28。

於二零一七年十二月三十一日，銀行結餘約人民幣2,291,216,000元（二零一六年：人民幣3,529,745,000元）存放於招商銀行。

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41. RELATED PARTY DISCLOSURES (continued)

(c) Compensation of key management personnel

41. 關連人士披露(續)

(c) 主要管理人員之補償

		2017	2016
		二零一七年	二零一六年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Short-term employee benefits	短期僱員福利	8,906	9,547
Post-employment benefits	退休福利	385	379
		9,291	9,926

(d) Transactions with other government-related entities in the PRC

The Group itself is part of a larger group of companies under CMG which is controlled by the PRC government. Thus, the directors of the Company consider that the Group is ultimately controlled by the PRC government. In addition, the Group operates in an economic environment currently pre-denominated by entities controlled, jointly controlled or significantly influenced by the PRC government ("PRC government-related entities"). Apart from the transactions with the intermediate holding company and the fellow subsidiaries set out in (a) and (b) above, the Group also conducts businesses with other PRC government-related entities in the ordinary course of business. The Group's restricted bank deposits, bank deposits and bank borrowings are entered into with certain banks which are PRC government-related entities in its ordinary course of business. In addition, the Group entered into various transactions, including purchases of land use rights, construction of properties and other operating expenses with other PRC government-related entities in the ordinary course of business. In view of the nature of those transactions, the directors of the Company are of the opinion that separate disclosures would not be meaningful.

(d) 與其他中國政府關連實體之交易

本集團為由中國政府控制之招商局集團旗下規模較大集團公司之一部分。因此，本公司董事認為，本集團受中國政府最終控制。此外，本集團所經營經濟環境現時受中國政府所控制、共同控制或於當中具重大影響力之實體（「中國政府關連實體」）主導。除上文(a)及(b)所載與中間控股公司及同系附屬公司之交易外，本集團亦於日常業務過程中與其他中國政府關連實體進行業務。本集團受限制銀行存款、銀行存款及銀行借貸乃於日常業務過程中與屬中國政府關連實體之若干銀行訂立。此外，本集團已訂立多項交易，包括於日常業務過程中與其他中國政府關連實體購買土地使用權、建造物業及其他經營開支。因該等交易性質使然，本公司董事認為另行披露並無意義。

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41. RELATED PARTY DISCLOSURES (continued)

(e) Management services

The Group's activities were planned, directed and controlled by the management of China Merchants Shekou, which did not charge any fee for services rendered during both years.

41. 關連人士披露(續)

(e) 管理服務

本集團之活動由招商蛇口管理層規劃、指導及控制，於兩個年度內招商蛇口並無就所提供之服務收取任何費用。

42. PARTICULARS OF SUBSIDIARIES OF THE COMPANY

Particulars of the Company's principal subsidiaries as at 31 December 2017 and 2016 are as follows:

42. 本公司附屬公司之詳情

於二零一七年及二零一六年十二月三十一日，本公司主要附屬公司之詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Issued and fully paid share capital/ registered capital 已發行及實繳股本/ 註冊股本	Proportion effective ownership interest held by the Company 本公司所持實際所有權 權益比例		Principal activities 主要業務
			2017 二零一七年	2016 二零一六年	
Directly owned 直接擁有					
Champion Apex Limited 華先有限公司	Hong Kong 香港	HK\$10,000 港幣10,000元	100%	100%	Trading of electronic and electrical related products 買賣電子及電器相關 產品
Harvest Allied Investments Limited 滙泰投資有限公司	Hong Kong 香港	HK\$10,000 港幣10,000元	100%	100%	Investment holding 投資控股
Cosmos 天盛	The BVI 英屬處女群島	US\$100 100美元	100%	100%	Investment holding 投資控股

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42. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (continued)

42. 本公司附屬公司之詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Issued and fully paid share capital/ registered capital 已發行及實繳股本/ 註冊股本	Proportion effective ownership interest held by the Company 本公司所持實際所有權 權益比例		Principal activities 主要業務
			2017 二零一七年	2016 二零一六年	
Indirectly owned 間接擁有					
China Merchants Land (Shenzhen) 招商局置地(深圳)	The PRC 中國	RMB1,000,000 人民幣1,000,000元	100%	100%	Trading of electronic and electrical and building related materials and equipment 買賣電子及電器產品以及 建築相關材料及設備
China West Premier Housing Development Co., Ltd.* (Notes 1 and 5) 重慶招商置地開發有限公司 (附註1及5)	The PRC 中國	US\$533,960,015 533,960,015美元	50%	50%	Property development 物業發展
Converge Holdings Limited 匯聚控股有限公司	The BVI 英屬處女群島	US\$2 2美元	100%	100%	Investment holding 投資控股
Cosmo City Limited (Note 5) 譽越有限公司(附註5)	Hong Kong 香港	HK\$4,640,010,000 港幣4,640,010,000元	50%	50%	Investment holding 投資控股
Foshan Merchants Wharf Property Development Co., Ltd.* ("Foshan Merchants Wharf") (Notes 1 and 4) 佛山招商九龍倉房地產有限公司 (「佛山招商九龍倉」) (附註1及4)	The PRC 中國	US\$109,898,000 109,898,000美元	50%	50%	Property development 物業發展
Foshan Xin Cheng Property Development Co., Ltd.* ("Foshan Xin Cheng") (Notes 2 and 4) 佛山鑫城房地產有限公司 (「佛山鑫城」)(附註2及4)	The PRC 中國	US\$127,000,000 127,000,000美元	50%	50%	Property development 物業發展

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42. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (continued)

42. 本公司附屬公司之詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Issued and fully paid share capital/ registered capital 已發行及實繳股本/ 註冊股本	Proportion effective ownership interest held by the Company 本公司所持實際所有權權益比例		Principal activities 主要業務
			2017 二零一七年	2016 二零一六年	
Foshan Xin Jie Property Development Co., Ltd.* (Notes 1 and 7) 佛山信捷房地產有限公司 (附註1及7)	The PRC 中國	US\$250,123,443 250,123,443美元	50%	50%	Property development 物業發展
Foshan Yi Yun (Notes 3 and 4) 佛山依雲(附註3及4)	The PRC 中國	RMB30,000,000 人民幣30,000,000元	50%	50%	Property development 物業發展
Foshan Merchants* (Notes 3 and 8) 佛山招商(附註3及8)	The PRC 中國	RMB10,000,000 人民幣10,000,000元	100%	100%	Property development 物業發展
Foshan Kai Da Cheng (Notes 3 and 8) 佛山市凱達城(附註3及8)	The PRC 中國	RMB507,100,000 人民幣507,100,000元	51%	51%	Property development 物業發展
Happy City Investments Limited 樂富投資有限公司	Hong Kong 香港	HK\$100 港幣100元	100%	100%	Investment holding 投資控股
Harpen Company Limited ("Harpen") (Note 4) 會鵬房地產發展有限公司 (「會鵬」)(附註4)	Hong Kong 香港	HK\$10,000 港幣10,000元	50%	50%	Investment holding 投資控股
Merchants Nanjing (Note 2) 南京招商房地產(附註2)	The PRC 中國	RMB158,380,817 人民幣158,380,817元	51%	51%	Property development 物業發展
Merchants Guangzhou (Note 2) 廣州招商房地產(附註2)	The PRC 中國	RMB200,000,000 人民幣200,000,000元	100%	100%	Property development 物業發展
Nanjing China Merchants Rui Sheng Property Co., Ltd.* (Notes 3 and 9) 南京招商瑞盛房地產有限公司 (附註3及9)	The PRC 中國	RMB1,230,000,000 人民幣1,230,000,000元	–	51%	De-registered 撤銷註冊

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42. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (continued)

42. 本公司附屬公司之詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Issued and fully paid share capital/ registered capital 已發行及實繳股本/ 註冊股本	Proportion effective ownership interest held by the Company 本公司所持實際所有權 權益比例		Principal activities 主要業務
			2017 二零一七年	2016 二零一六年	
Pride Oasis Limited (Note 4) ("Pride Oasis") 茵榮有限公司(附註4)(「茵榮」)	The BVI 英屬處女群島	US\$599,095,420 599,095,420美元	50%	50%	Investment holding 投資控股
Sino Action Investments Limited 華敏投資有限公司	Hong Kong 香港	HK\$100 港幣100元	100%	100%	Investment holding 投資控股
Chongqing China Merchants Yi Yun Property Co., Ltd.* (Notes 3 and 8) 重慶招商依雲房地產有限公司 (附註3及8)	The PRC 中國	RMB20,000,000 人民幣20,000,000元	100%	100%	Property development 物業發展
Foshan Yi Yun Zhen Yuan Property Development Co., Ltd.* (Notes 3 and 8) 佛山依雲臻園房地產有限公司 (附註3及8)	The PRC 中國	RMB10,000,000 人民幣10,000,000元	55%	55%	Property development 物業發展
Foshan Yi Yun Shang Yuan Property Development Co., Ltd.* (Notes 3 and 10) 佛山依雲上園房地產有限公司 (附註3及10)	The PRC 中國	RMB10,500,000 人民幣10,500,000元	50%	50%	Property development 物業發展
Chongqing Central Park Company Limited* (Notes 1 and 5) 重慶怡置招商房地產開發有限公司 (附註1及5)	The PRC 中國	RMB3,666,249,600 人民幣3,666,249,600元	50%	50%	Property development 物業發展
Cyber Light Investment Limited 光鴻投資有限公司	Hong Kong 香港	HK\$100 港幣100元	51%	51%	Investment holding 投資控股

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42. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (continued)

42. 本公司附屬公司之詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Issued and fully paid share capital/ registered capital 已發行及實繳股本/ 註冊股本	Proportion effective ownership interest held by the Company 本公司所持實際所有權 權益比例		Principal activities 主要業務
			2017 二零一七年	2016 二零一六年	
Nanjing Merchants Qisheng Property Development Limited* (Note 1) 南京招商啟盛房地產有限公司 (附註1)	The PRC 中國	US\$205,000,000 205,000,000美元	51%	51%	Property development 物業發展
Runray Holdings Limited 威榮控股有限公司	The BVI 英屬處女群島	US\$100 100美元	100%	100%	Investment holding 投資控股
Xi'an Multi On Property Development Company Limited* (Note 1) 西安茂安房地產有限公司(附註1)	The PRC 中國	US\$172,000,000 172,000,000美元	100%	100%	Property development 物業發展
Zhenjiang Torch Zhidi Property Development Co., Ltd.* (Note 1) 鎮江火炬置地發展有限公司(附註1)	The PRC 中國	US\$29,900,000 29,900,000美元	70%	70%	Property development 物業發展
Guangzhou Yi Yun Property Development Co., Ltd.* (Notes 3 and 8) 廣州依雲房地產有限公司 (附註3及8)	The PRC 中國	RMB100,000,000 人民幣100,000,000元	51%	51%	Property development 物業發展
Nanjing Merchants Ningsheng Property Development Limited* (Notes 3 and 6) 南京招商寧盛房地產有限公司 (附註3及6)	The PRC 中國	RMB60,000,000 人民幣60,000,000元	26.01%	26.01%	Property development 物業發展

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42. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (continued)

42. 本公司附屬公司之詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Issued and fully paid share capital/ registered capital 已發行及實繳股本/ 註冊股本	Proportion effective ownership interest held by the Company 本公司所持實際所有權 權益比例		Principal activities 主要業務
			2017 二零一七年	2016 二零一六年	
Nanjing Merchants Xingsheng Property Development Co., Ltd. (Notes 3 and 6) 南京招商興盛房地產有限公司 (附註3及6)	The PRC 中國	RMB50,000,000 人民幣50,000,000元	26.01%	26.01%	Property development 物業發展
Foshan Yi Yun Xiao De Property Development Co., Ltd.* (Notes 1 and 7) 佛山依雲孝德房地產有限公司 (附註1及7)	The PRC 中國	US\$172,500,000 172,500,000美元	50%	50%	Property development 物業發展
Yi Yun Guan Yuan (Notes 3 and 10) 依雲觀園(附註3及10)	The PRC 中國	RMB100,000,000 人民幣100,000,000元	40%	40%	Property development 物業發展
Nanjing Zhaosheng (Notes 3 and 9) 南京招盛(附註3及9)	The PRC 中國	RMB400,000,000 人民幣400,000,000元	51%	51%	Property development 物業發展
Chongqing Merchants Yi Cheng Property Development Co., Ltd.* 重慶招商依城房地產開發有限公司	The PRC 中國	RMB27,000,000 人民幣27,000,000元	100%	100%	Property development 物業發展
Poly Field 輝寶	Hong Kong 香港	RMB500,500,400 人民幣500,500,400元	60%	60%	Investment holding 投資控股
Tian Jiao (Guangzhou) Property Development Co., Limited.* 天驕(廣州)房地產開發有限公司	The PRC 中國	RMB500,000,000 人民幣500,000,000元	60%	60%	Property development 物業發展
Foshan Merchants Hanlin Property Development Co., Ltd (Note 3) 佛山招商翰林房地產有限公司 (附註3)	The PRC 中國	RMB10,000,000 人民幣10,000,000元	100%	–	Property development 物業發展

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42. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (continued)

42. 本公司附屬公司之詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Issued and fully paid share capital/ registered capital 已發行及實繳股本/ 註冊股本	Proportion effective ownership interest held by the Company 本公司所持實際所有權 權益比例		Principal activities 主要業務
			2017 二零一七年	2016 二零一六年	
Foshan Merchants Zhonghuan Property Development Co., Ltd (Note 3) 佛山招商中環房地產有限公司 (附註3)	The PRC 中國	RMB10,000,000 人民幣10,000,000元	100%		– Property development 物業發展
Foshan Guolin (Notes 3 and 10) 佛山果嶺(附註3及10)	The PRC 中國	RMB50,000,000 人民幣50,000,000元	60%		– Property development 物業發展
Foshan Merchants Brilliant Property Development Co., Ltd.* (Note 3) 佛山招商房地產有限公司(附註3)	The PRC 中國	RMB10,000,000 人民幣10,000,000元	100%		– Property development 物業發展
Chongqing Yizhi Business Management Co., Ltd. (Notes 1 and 5) 重慶怡置商業管理有限公司 (附註1及5)	The PRC 中國	US\$200,000 200,000美元	50%	50%	Property development 物業發展
Nanjing Zhao Ping Li Sheng* (Note 2) 南京招平利盛(附註2)	The PRC 中國	RMB100,000,000 人民幣10,000,000元	51%	51%	Investment holding 投資控股

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42. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (continued)

* The English name is for identification only. The official name of the entity is in Chinese.

Note 1: The entity is a wholly foreign owned enterprise.

Note 2: The entity is a sino-foreign joint venture.

Note 3: The entity is a wholly-domestic owned enterprise.

Note 4: This entity is considered to be a subsidiary of the Company despite the Company holds directly and indirectly not more than half of the equity interest therein as the Company has the power to cast the majority of votes at meetings of the board of directors of this entity, which has power to affect the returns of this entity.

Note 5: The entity is a subsidiary of Pride Oasis Limited.

Note 6: This entity is considered to be a subsidiary of the Company despite the Company indirectly holds not more than half of the equity interest therein as Merchants Nanjing, a subsidiary of the Company, controls the majority of the board composition of this entity, thus it has power to affect the returns of this entity.

Note 7: The entity is a subsidiary of Harpen.

Note 8: The entity is a subsidiary of Merchants Guangzhou.

Note 9: The entity is a subsidiary of Merchants Nanjing.

Note 10: The entity is a subsidiary of Foshan Yi Yun.

None of the subsidiaries had any debt securities outstanding as at the end of the year or at any time during the year.

42. 本公司附屬公司之詳情(續)

* 英文名稱僅供識別。實體之正式名稱為中文。

附註1： 實體為外商獨資企業。

附註2： 實體為中外合資企業。

附註3： 實體為全內資企業。

附註4： 該實體被視為本公司之附屬公司，雖然本公司直接及間接持有該實體不多於一半股權，但本公司於該實體之董事會會議擁有大多數投票權，故對該實體之回報有影響力。

附註5： 實體為茵榮有限公司之附屬公司。

附註6： 該實體被視為本公司之附屬公司，雖然本公司間接持有該實體不多於一半股權，但本公司附屬公司南京招商房地產對該實體之董事會大部分成員組成擁有控制權，故對該實體之回報有影響力。

附註7： 實體為會鵬之附屬公司。

附註8： 實體為廣州招商房地產之附屬公司。

附註9： 實體為南京招商房地產之附屬公司。

附註10： 實體為佛山依雲之附屬公司。

於年終或本年度任何時間，概無附屬公司有任何未償還之債務證券。

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43. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES OF THE GROUP THAT HAVE MATERIAL NON-CONTROLLING INTERESTS

The table below shows details of non-wholly owned subsidiaries of the Group that have material non-controlling interests:

43. 擁有重大非控股權益之本集團非全資附屬公司詳情

下表載列擁有重大非控股權益之本集團非全資附屬公司詳情：

Name of entity	Financial information	Place of incorporation/ establishment and principal place of business 註冊成立/成立地點及 主要營業地點	Voting rights held by non-controlling interests		Profit (loss) allocated to non-controlling interests		Accumulated non-controlling interests	
			2017 二零一七年	2016 二零一六年	2017 二零一七年	2016 二零一六年	2017 二零一七年	2016 二零一六年
實體名稱	財務資料		非控股權益所持投票權		分配予非控股權益之溢利(虧損)		累計非控股權益	
					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
Foshan Merchants Wharf 佛山招商九龍倉	(1)	The PRC 中國	50%	50%	45,867	72,855	544,718	599,862
Foshan Xin Cheng 佛山鑫城	(2)	The PRC 中國	50%	50%	(712)	(16,228)	570,083	570,795
Harpen 會麟	(3)	Hong Kong 香港	50%	50%	52,141	56,915	1,432,803	1,380,662
Pride Oasis 茵榮	(4)	Hong Kong 香港	50%	50%	164,881	32,909	3,860,267	3,695,386
Foshan Yi Yun 佛山依雲	(5)	The PRC 中國	50%	50%	139,827	(2,582)	326,975	171,161
Nanjing Merchants 南京招商	(6)	The PRC 中國	49%	49%	517,735	174,577	6,717,321	1,397,587
					919,739	318,446	13,452,167	7,815,453

Summarised consolidated financial information in respect of each of the Group's entities that has material non-controlling interests is set out below. The summarised consolidated financial information below represents amounts before intra-group eliminations.

就每間擁有重大非控股權益之本集團實體之綜合財務資料概要載於下文。下文綜合財務資料概要指集團內部對銷前之金額。

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43. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES OF THE GROUP THAT HAVE MATERIAL NON-CONTROLLING INTERESTS (continued)

Notes:

43. 擁有重大非控股權益之本集團非全資附屬公司詳情(續)

附註：

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
(1) Foshan Merchants Wharf	(1) 佛山招商九龍倉		
Non-current assets	非流動資產	9,157	8,341
Current assets	流動資產	1,328,475	1,814,124
Current liabilities	流動負債	248,196	622,741
Non-current liabilities	非流動負債	-	-
Equity attributable to owners of the Company	本公司擁有人應佔權益	544,718	599,862
Non-controlling interests	非控股權益	544,718	599,862
Revenue	收益	556,482	817,463
Other revenue	其他收益	2,981	1,244
Expenses	開支	467,729	672,997
Other expenses	其他開支	-	-
Profit and total comprehensive income for the year	本年度溢利及全面收入總額	91,734	145,710
Profit and total comprehensive income attributable to owners of the Company	本公司擁有人應佔溢利及全面收入總額	45,867	72,855
Profit and total comprehensive income attributable to non-controlling interests	非控股權益應佔溢利及全面收入總額	45,867	72,855
Profit and total comprehensive income for the year	本年度溢利及全面收入總額	91,734	145,710
Dividends paid to non-controlling interests	已付非控股權益股息	101,011	-
Net cash inflow (outflow) from operating activities	經營業務之現金流入(流出)淨額	87,052	(167,691)
Net cash outflow from investing activities	投資業務之現金流出淨額	-	(128)
Net cash outflow from financing activities	融資業務之現金流出淨額	(202,560)	-
Effect of foreign exchange rate changes	匯率變動影響	(1)	-
Net cash outflow	現金流出淨額	(115,509)	(167,819)

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43. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES OF THE GROUP THAT HAVE MATERIAL NON-CONTROLLING INTERESTS

(continued)

Notes: (continued)

43. 擁有重大非控股權益之本集團非全資附屬公司詳情(續)

附註：(續)

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
(2) Foshan Xin Cheng	(2) 佛山鑫城		
Non-current assets	非流動資產	-	198
Current assets	流動資產	1,140,422	1,655,782
Current liabilities	流動負債	256	514,390
Non-current liabilities	非流動負債	-	-
Equity attributable to owners of the Company	本公司擁有人應佔權益	570,083	570,795
Non-controlling interests	非控股權益	570,083	570,795
Revenue	收益	15	58,889
Other revenue	其他收益	3,172	115
Expenses	開支	44	91,430
Other expenses	其他開支	4,567	30
Loss and total comprehensive expense for the year	本年度虧損及全面開支總額	(1,424)	(32,456)
Loss and total comprehensive expense attributable to owners of the Company	本公司擁有人應佔虧損及全面開支總額	(712)	(16,228)
Loss and total comprehensive expense attributable to non-controlling interests	非控股權益應佔虧損及全面開支總額	(712)	(16,228)
Loss and total comprehensive expense for the year	本年度虧損及全面開支總額	(1,424)	(32,456)
Dividends paid to non-controlling interests	已付非控股權益股息	-	19,509
Net cash (outflow) inflow from operating activities	經營業務之現金(流出)流入淨額	(2,051)	203,820
Net cash inflow from investing activities	投資業務之現金流入淨額	163	5
Net cash outflow from financing activities	融資業務之現金流出淨額	-	(219,000)
Effect of foreign exchange rate changes	匯率變動影響	(7)	4
Net cash outflow	現金流出淨額	(1,895)	(15,171)

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43. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES OF THE GROUP THAT HAVE MATERIAL NON-CONTROLLING INTERESTS

(continued)

Notes: (continued)

43. 擁有重大非控股權益之本集團非全資附屬公司詳情(續)

附註：(續)

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
(3) Harpen	(3) 會鵬		
Non-current assets	非流動資產	4,485	5,021
Current assets	流動資產	4,430,639	3,570,668
Current liabilities	流動負債	1,502,985	805,773
Non-current liabilities	非流動負債	66,533	8,592
Equity attributable to owners of the Company	本公司擁有人應佔權益	1,432,803	1,380,662
Non-controlling interests	非控股權益	1,432,803	1,380,662
Revenue	收益	382,317	1,087,912
Other revenue	其他收益	15,359	2,513
Expenses	開支	293,394	976,562
Other expenses	其他開支	-	33
Profit and total comprehensive income for the year	本年度溢利及全面收入總額	104,282	113,830
Profit and total comprehensive income attributable to owners of the Company	本公司擁有人應佔溢利及全面收入總額	52,141	56,915
Profit and total comprehensive income attributable to non-controlling interests	非控股權益應佔溢利及全面收入總額	52,141	56,915
Profit and total comprehensive income for the year	本年度溢利及全面收入總額	104,282	113,830
Dividends paid to non-controlling interests	已付非控股權益股息	-	-
Net cash inflow from operating activities	經營業務之現金流入淨額	812,339	815,937
Net cash outflow from investing activities	投資業務之現金流出淨額	(889,885)	(850,900)
Net cash inflow (outflow) from financing activities	融資業務之現金流入/(流出)淨額	67,265	(34,638)
Effect of changes in exchange rate	匯率變動影響	-	-
Net cash outflow	現金流出淨額	(10,281)	(69,601)

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43. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES OF THE GROUP THAT HAVE MATERIAL NON-CONTROLLING INTERESTS

(continued)

Notes: (continued)

43. 擁有重大非控股權益之本集團非全資附屬公司詳情(續)

附註：(續)

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
(4) Pride Oasis	(4) 茵榮		
Non-current assets	非流動資產	76,491	47,423
Current assets	流動資產	11,610,398	9,558,397
Current liabilities	流動負債	3,942,946	2,207,159
Non-current liabilities	非流動負債	23,409	7,889
Equity attributable to owners of the Company	本公司擁有人應佔權益	3,860,267	3,695,386
Non-controlling interests	非控股權益	3,860,267	3,695,386
Revenue	收益	2,108,357	838,844
Other revenue	其他收益	19,958	4,609
Expenses	開支	1,798,184	777,635
Other expenses	其他開支	369	-
Profit and total comprehensive income for the year	本年度溢利及全面收入總額	329,762	65,818
Profit and total comprehensive income attributable to owners of the Company	本公司擁有人應佔溢利及全面收入總額	164,881	32,909
Profit and total comprehensive income attributable to non-controlling interests	非控股權益應佔溢利及全面收入總額	164,881	32,909
Profit and total comprehensive income for the year	本年度溢利及全面收入總額	329,762	65,818
Dividends paid to non-controlling interests	已付非控股權益股息	-	-
Net cash inflow from operating activities	經營業務之現金流入淨額	208,947	625,654
Net cash outflow from investing activities	投資業務之現金流出淨額	(482)	-
Net cash outflow from financing activities	融資業務之現金流出淨額	-	(93,865)
Effect of changes in exchange rate	匯率變動影響	(16)	6
Net cash inflow	現金流入淨額	208,449	531,795

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43. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES OF THE GROUP THAT HAVE MATERIAL NON-CONTROLLING INTERESTS

(continued)

Notes: (continued)

43. 擁有重大非控股權益之本集團非全資附屬公司詳情(續)

附註：(續)

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
(5) Foshan Yi Yun	(5) 佛山依雲		
Non-current assets	非流動資產	36,814	21,774
Current assets	流動資產	5,767,136	2,819,005
Current liabilities	流動負債	5,070,070	2,345,667
Non-current liabilities	非流動負債	110,000	152,790
Equity attributable to owners of the Company	本公司擁有人應佔權益	296,905	171,161
Non-controlling interests	非控股權益	326,975	171,161
Revenue	收益	1,638,196	581,508
Other revenue	其他收益	3,698	2,676
Expenses	開支	1,376,584	589,326
Other expenses	其他開支	8,816	22
Profit (loss) and total comprehensive income (expense) for the year	本年度溢利(虧損)及全面收入(開支)總額	256,494	(5,164)
Profit (loss) and total comprehensive income (expense) attributable to owners of the Company	本公司擁有人應佔溢利(虧損)及全面收入(開支)總額	116,667	(2,582)
Profit (loss) and total comprehensive income (expense) attributable to non-controlling interests	非控股權益應佔溢利(虧損)及全面收入(開支)總額	139,827	(2,582)
Profit (loss) and total comprehensive income (expense) for the year	本年度溢利(虧損)及全面收入(開支)總額	256,494	(5,164)
Dividends paid to non-controlling interests	已付非控股權益股息	-	-
Net cash inflow from operating activities	經營業務之現金流入淨額	282,018	178,285
Net cash outflow from investing activities	投資業務之現金流出淨額	(686)	(1,276)
Net cash (outflow) inflow from financing activities	融資業務之現金(流出)流入淨額	(13,720)	171,461
Net cash inflow	現金流入淨額	267,612	348,470

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43. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES OF THE GROUP THAT HAVE MATERIAL NON-CONTROLLING INTERESTS

(continued)

Notes: (continued)

43. 擁有重大非控股權益之本集團非全資附屬公司詳情(續)

附註：(續)

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
(6) Nanjing Merchant	(6) 南京招商		
Non-current assets	非流動資產	1,957,069	1,045,916
Current assets	流動資產	19,752,861	10,539,612
Current liabilities	流動負債	8,585,930	9,205,094
Non-current liabilities	非流動負債	600,000	600,000
Equity attributable to owners of the Company	本公司擁有人應佔權益	5,909,710	382,847
Non-controlling interests	非控股權益	6,717,321	1,397,587
Revenue	收益	3,543,463	1,867,863
Other revenue	其他收益	200,478	29,185
Expenses	開支	2,800,235	1,580,757
Other expenses	其他開支	140	31,398
Profit and total comprehensive income for the year	本年度溢利及全面收入總額	943,566	284,893
Profit and total comprehensive income attributable to owners of the Company	本公司擁有人應佔溢利及全面收入總額	426,863	110,316
Profit and total comprehensive income attributable to non-controlling interests	非控股權益應佔溢利及全面收入總額	517,735	174,577
Profit and total comprehensive income for the year	本年度溢利及全面收入總額	943,566	284,893
Dividends paid to non-controlling interests	已付非控股權益股息	98,000	-
Net cash (outflow) from operating activities	經營業務之現金(流出)淨額	(3,282,206)	(879,160)
Net cash (outflow) from investing activities	投資業務之現金(流出)淨額	(758,868)	(546,878)
Net cash inflow from financing activities	融資業務之現金流入淨額	3,795,011	1,311,304
Net cash (outflow)	現金(流出)淨額	(246,063)	(114,734)

44. MAJOR NON-CASH TRANSACTIONS

On 30 June 2017, Merchants Guangzhou, 廣東新南達 and 佛山市金城, non-controlling equity holders of Foshan Kai Da Cheng, had signed an agreement to capitalise advances to Foshan Kai Da Cheng of approximately RMB253,521,000, RMB69,594,000 and RMB173,985,000 respectively as its registered capital. As a result, the registered capital of Foshan Kai Da Cheng increased from RMB10,000,000 to RMB507,100,000. There is no contractual cash inflow to the Group.

45. EVENT AFTER THE REPORTING PERIOD

On 18 August 2016, the Company and China Merchants Properties Development Limited (the "Seller"), a fellow subsidiary of China Merchants Shekou entered into the sale and purchase agreement, pursuant to which, the Company has conditionally agreed to purchase, and the Seller has conditionally agreed to sell, the entire share capital and shareholder's loan of Cheuk Tat Development Limited ("Cheuk Tat"), a wholly-owned subsidiary of the Seller, for a total cash consideration of approximately HK\$608 million (subject to adjustment but capped at HK\$609 million)(the "Cheuk Tat Acquisition"). Further details of these agreements are set out in the Company's announcement dated 18 August 2016. These acquisitions constituted business combinations under common control.

44. 重大非現金交易

佛山市凱達城的非控股股東招商廣州、廣東新南達與佛山市金城於二零一七年六月三十日簽署協議，將向佛山市凱達城給予的墊款分別約人民幣253,521,000元、人民幣69,594,000元及人民幣173,985,000元資本化為其註冊資本。因此，佛山市凱達城的註冊資本由人民幣10,000,000元增加至人民幣507,100,000元。並無任何合約現金流入本集團。

45. 報告期後事項

於二零一六年八月十八日，本公司與招商蛇口之附屬公司招商局置業有限公司(「賣方」)訂立買賣協議，據此，本公司有條件同意購買，及賣方有條件同意銷售賣方之全資附屬公司卓得發展有限公司(「卓得」)之全部股本及股東之貸款，總現金代價約為港幣608百萬元(可作調整但以港幣609百萬元為上限)。(「卓得收購事項」)該等協議之進一步詳情載於本公司日期為二零一六年八月十八日之公告。該等收購事項構成共同控制下之業務合併。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

45. EVENT AFTER THE REPORTING PERIOD

(continued)

The Cheuk Tat Acquisition was completed on 28 February 2018. Upon completion, the Company holds 100% equity interest in Cheuk Tat, which became a wholly-owned subsidiary of the Company.

45. 報告期後事項(續)

卓得收購事項於二零一八年二月二十八日完成。於完成後，本公司擁有卓得全部股權，而卓得成為本公司之全資附屬公司。

46. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY

46. 有關本公司財務狀況表之資料

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	1,681	2,094
Investments in subsidiaries	於附屬公司之投資	16	16
Prepayments	預付款項	1,280	3,850
		2,977	5,960
Current Assets	流動資產		
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	4,062	4,944
Amounts due from subsidiaries	應收附屬公司款項	12,277,966	12,543,178
Amount due from an intermediate holding company	應收一家中間控股公司款項	112	-
Amounts due from fellow subsidiaries	應收同系附屬公司款項	407	442
Bank balances and cash	銀行結餘及現金	236,410	514,047
		12,518,957	13,062,611
Current liabilities	流動負債		
Other payables and accruals	其他應付款項及應計費用	8,704	10,691
Amounts due to subsidiaries	應付附屬公司款項	2,107,044	2,123,580
Amount due to ultimate holding company	應付最終控股公司款項	614	532
Amount due to an intermediate holding company	應付一家中間控股公司款項	-	29
Amounts due to fellow subsidiaries	應付同系附屬公司款項	167	377
Bank and other borrowings	銀行及其他借貸	658,300	-
Bonds payable	應付債券	3,231,826	-
		6,006,655	2,135,209
Net current assets	流動資產淨值	6,512,302	10,927,402
Total assets less current liabilities	總資產減流動負債	6,515,279	10,933,362
Non-current liabilities	非流動負債		
Bank and other borrowings	銀行及其他借貸	1,240,000	1,298,300
Bonds payable	應付債券	-	3,426,732
		1,240,000	4,725,032
Net assets	資產淨值	5,275,279	6,208,330
Capital and reserves	資本及儲備		
Share capital	股本	39,132	39,132
Reserves (Note)	儲備(附註)	5,236,147	6,169,198
Total equity	權益總額	5,275,279	6,208,330

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

46. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY

(continued)

Note: The movement of reserves is shown as follows:

46. 有關本公司財務狀況表之資料(續)

附註：儲備變動載列如下：

		Share premium 股分溢價 RMB'000 人民幣千元	Translation reserve 匯兌儲備 RMB'000 人民幣千元	Contributed reserve 繳入儲備 RMB'000 人民幣千元	Accumulated losses 累計虧損 RMB'000 人民幣千元	Total reserves 儲備總額 RMB'000 人民幣千元
At 1 January 2016	於二零一六年一月一日	6,141,972	8,076	46,004	(225,881)	5,970,171
Profit and total comprehensive income for the year	年內溢利及全面收入總額	-	-	-	219,465	219,465
Dividend declared (Note 12)	已宣派股息(附註12)	(20,438)	-	-	-	(20,438)
At 31 December 2016 and 1 January 2017	於二零一六年十二月三十一日 及二零一七年一月一日	6,121,534	8,076	46,004	(6,416)	6,169,198
Loss and total comprehensive expense for the year	年內溢利及全面收入總額	-	-	-	(737,081)	(737,081)
Dividend declared (Note 12)	已宣派股息(附註12)	(195,970)	-	-	-	(195,970)
At 31 December 2017	於二零一七年 十二月三十一日	5,925,564	8,076	46,004	(743,497)	5,236,147

FIVE-YEAR FINANCIAL SUMMARY

五年財務資料概要

A summary of the results and of the assets and liabilities of the Group for the last five financial years, as extracted from the published audited financial statements for the year ended 31 December 2013, 2014, 2015, 2016 and 2017, as below.

以下載列本集團過去五個財政年度之業績、資產及負債概要，乃摘錄自截至二零一三年、二零一四年、二零一五年、二零一六年及二零一七年十二月三十一日止年度之已刊發經審核財務報表。

RESULTS	業績	Year ended 31 December				
		截至十二月三十一日止年度				
		2017	2016	2015	2014	2013
		二零一七年	二零一六年	二零一五年	二零一四年	二零一三年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
REVENUE	收入	17,310,562	11,606,442	6,394,944	7,440,436	6,927,871
PROFIT BEFORE TAX	除稅前溢利	5,301,478	2,542,319	927,413	1,624,110	2,676,555
Income tax	所得稅	(2,362,495)	(1,427,265)	(571,946)	(789,741)	(1,261,736)
PROFIT FOR THE YEAR	本年度溢利	2,938,983	1,115,054	355,467	834,369	1,414,819

ASSETS AND LIABILITIES	資產及負債	As at 31 December				
		於十二月三十一日				
		2017	2016	2015	2014	2013
		二零一七年	二零一六年	二零一五年	二零一四年	二零一三年
		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
TOTAL ASSETS	資產總值	57,817,312	48,446,368	38,863,715	33,599,922	28,160,951
TOTAL LIABILITIES	負債總額	36,046,086	34,338,398	27,178,625	22,675,205	16,704,640
Net assets	資產淨值	21,771,226	14,107,970	11,685,090	10,924,717	11,456,311



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