



Xinchengyue Holdings Limited
新城悅控股有限公司

(Incorporated under the laws of the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)

Stock Code 股份代號 : 1755



2018
ANNUAL 年
REPORT 報

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High-quality service platform for communities in China

中國社區的高品質服務平台

專業創造
價值
Professionalism

耐心創造
滿意
Patience

共享創造
生態
Sharing

核心價值

CORE VALUES



新城悅
Xinchengyue

信任創造
共贏
Trust

獎項及榮譽

AWARDS AND HONORS

2018 China Top 100 Property Management Companies
2018 中國物業服務百強企業



2018 China Top10 Property Management Companies
in terms of growth
2018 中國物業服務百強企業成長性 TOP10



2018 Marketing Operational Leading Brand of China Property
Service Companies
2018 中國物業服務市場化運營領先品牌企業



China Top 30 Blue chip Property Management Companies
中國藍籌物業 30 強



2018 outstanding investment value enterprise
2018 卓越投資價值企業



2018 outstanding Property Management
Company of the year
2018 年度優秀物業服務企業



業務介紹

BUSINESS PROFILE

我們的業務模式包括：

- (1) 物業管理服務；
- (2) 增值服務（包含開發商增值服務、社區增值服務及專業服務）

物業管理服務

主要包括保安服務、清潔服務、園藝服務、公共設備保養及其他物業管理相關服務。

Our business model includes:

- (1) property management services;
- (2) Value-added services (including developer-related value-added services, community-related value-added services and professional services)

Property Management Services

Mainly include security services, cleaning services, horticulture services, public facilities maintenance and other property management related services.



保安服務 Security services



保潔服務 Cleaning services



公共設備保養 Public facilities maintenance



S E R V I C E

業務介紹 BUSINESS PROFILE

案場禮賓服務 Sales office security services



案場保潔服務 Sales office cleaning services

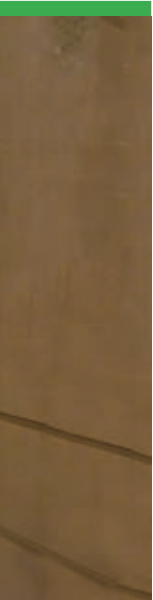


案場指引服務 Sales office guidance services



案場接待服務 Sales office reception services





開發商增值服務

主要包括向物業開發商提供的銷售案場協助服務（為潛在買家提供樣板房保潔、保安、接待、停車、指引、組織服務活動等），諮詢服務及物業交付前的細部驗收服務。

Developer-related value-added services

Mainly include sales office services provided to property developers (providing potential buyers with sample room cleaning, security, reception, parking, guidance, organization of service activities, etc.), consultancy services and building inspection services before the delivery of the property.

社區增值服務

我們向在管社區的住戶及客戶提供增值服務，包括：

- **公共資源管理服務：**
我們經營及管理經業主授權的公共區域，如出租廣告區域。
- **拎包入住服務：**
我們向新交付房屋的住戶提供線下資訊服務，包括室內裝飾及裝修以及傢俱、家電等購買協助相關服務。
- **新橙社APP 經營業務：**
我們通過我們的一站式信息服務平台新橙社APP 向業主及租戶提供有關在線購物、家用電器保潔及維護以及旅遊資訊、家政服務等的在線信息服務。
- **資產管理服務：**
我們進行社區內已交付停車位元銷售服務；為業主的二手房提供租售仲介服務；為商鋪業主提供招商運營服務。

Community-related value-added services

We provide value-added services to residents and customers in the communities we manage, including:

- **Public resources management services:**
We operate and manage public areas authorized by property owners, such as the rental advertisement display areas.
- **Ready-to-move-in services:**
We provide off-line information services to residents of newly delivered properties, including interior decoration and renovation and the purchases of furniture and home electronics.
- **Orange APP operation services:**
Through our one-stop information services platform Orange APP, we provide related online information services including online shopping; home electronics warranty; cleaning, repair and maintenance; travel information and domestic services.
- **Asset management services:**
We carry out sales services of delivered carpark spaces in our communities, provide lease and sale agency services for the second-hand apartments of property owners; as well as provide business soliciting and operation services for shop owners.

新橙社 APP 線下展示空間 Off-line demonstration zone for Orange APP



公共資源管理服務（單元大廳廣告）

Public Resource Management Services (Unit hall advertisement)

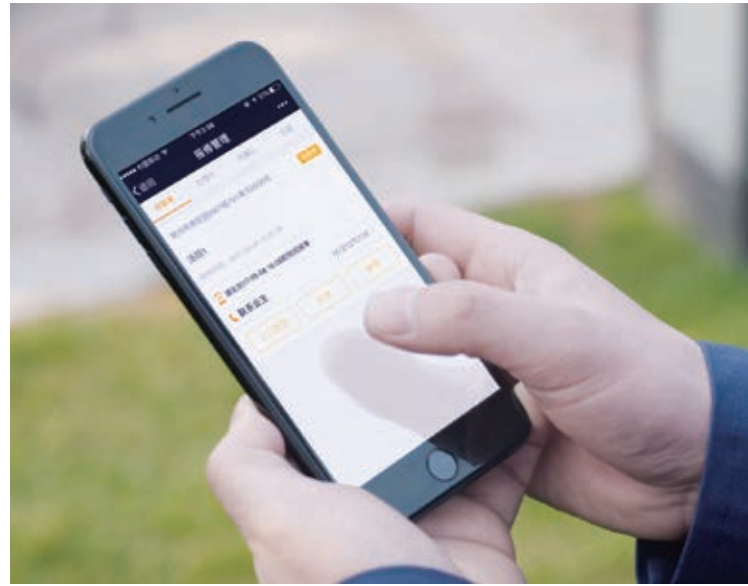


業務介紹 BUSINESS PROFILE

線上報修 Online service requests



線上響應 Online response



智能開門 Smart key



線上支付 Online payment



線上購物 Online shopping





專業服務打造智慧社區

我們向物業開發商及物業項目提供電梯及智能保安設備的專業工程及維護服務。

- **電梯及智慧化設備維保維修服務：**
我們為社區內的電梯、各類公共區域或業主戶內的智慧化設施設備提供維保和維修服務；
- **智慧化工程施工服務：**
我們為開發商提供新建房地產專案的智慧化工程承包服務。

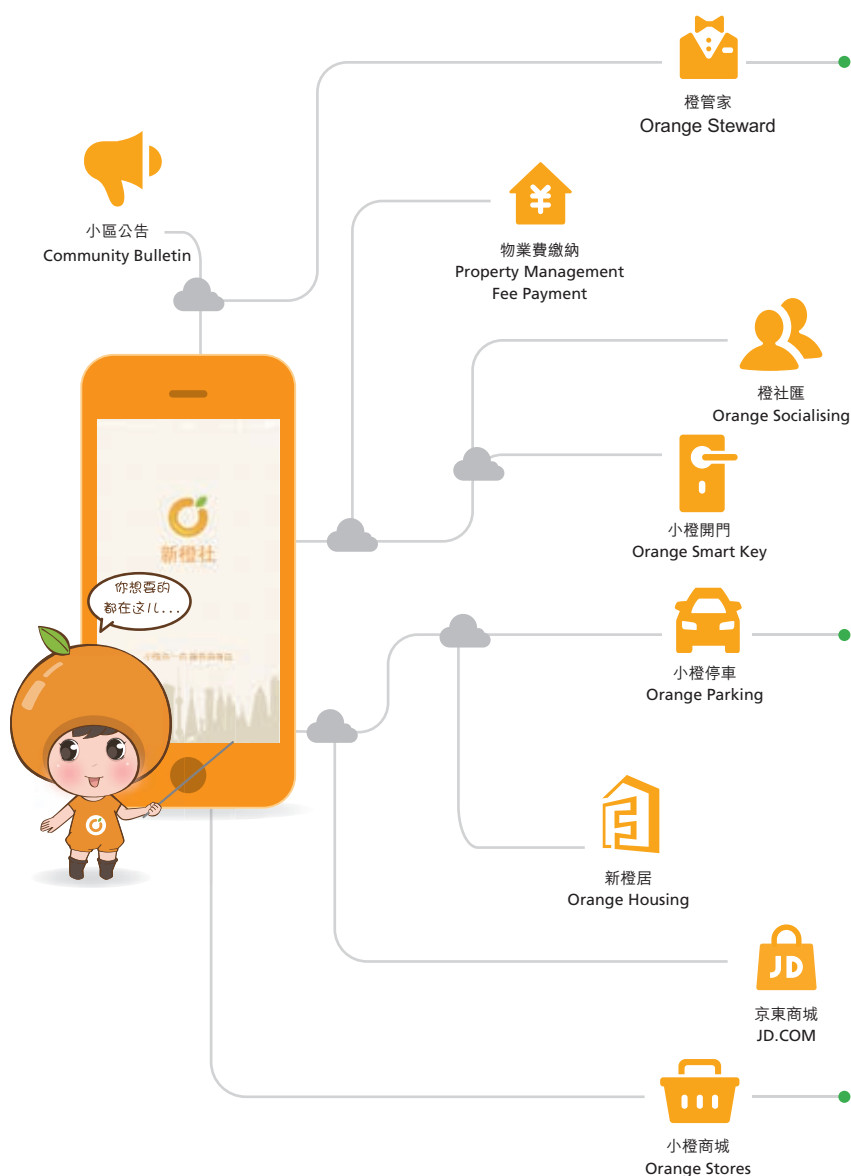
Professional services to create a smart community

We provide professional engineering and maintenance services, in relation to lifts and smart security equipment, for property developers and property projects.

- **Elevator and smart facilities maintenance services:**
We provide maintenance and repair services on lifts and various types of public communities or on the smart facilities and equipment in the residences of property owners;
- **Smart engineering construction services:**
We provide smart engineering subcontracting services for the newly-built property projects of developers.

- 我們的新橙社 APP 集成各種社區相關服務和智慧化功能。

- Our Orange APP integrates various community-related services and smart features.



橙管家服務體系

- 通過新橙社 APP 以業主訴求為中心，向住戶提供管家式的社區生活服務。
- 連接住戶與我們的服務人員，提供私人訂制及即時的服務。

Orange Steward

- Provide our residents steward style community-related services on demand through our Orange App.
- Provide customized and immediate services through the connection between our service staff and our residents.

小橙停車

業主通過號牌自動識別系統及微信支付的方式自主結算臨時停車費用，提高了效率，在一定程度上也為我們節省了部分人力成本。

Orange Parking

With the help of plate-recognition system and WeChat Pay, our residents can pay their parking fees automatically and independently. We are trying to partly save our labor cost and increase our efficiency by using these features.

小橙商城

為業主提供貼近生活的必需品，幫業主送貨上門，通過逐漸豐富 SKU 的結構來獲得更多業主的青睞。

Orange Stores

Provide our residents daily necessities and home delivery services. We would like to enrich the catalogs of our SKU to attract more customers.

公司簡介

CORPORATE PROFILE

我們是中國快速發展的物業管理服務提供商。我們已在中國提供物業管理服務逾23年。根據中國指數研究院（「中指院」）的統計，按增長計，我們於2018年在中國物業服務百強企業中排名第七位，並連續四年名列中國物業管理服務企業成長性十強，按長江三角洲地區在管總建築面積（「建築面積」）計，我們於2018年在中國物業服務百強企業中排名第6位。此外，根據中指院發佈的中國物業服務百強企業，我們的排名由2010年的第34位上升至2018年的第16位。截至2018年12月31日，我們簽署的物業管理服務協議涵蓋23個省的90個城市，總合約建築面積為112.2百萬平方米，及在管總建築面積為42.9百萬平方米。我們為物業開發商及我們所管理社區的住戶及租戶提供廣泛的物業管理服務及增值服務。我們亦已開發一站式信息服務平台新橙社APP，我們的住戶及客戶可以通過其移動設備享受我們的服務。憑藉我們的優質服務及提升的市場知名度，我們已建立起以質量及客戶為導向的物業管理品牌。

我們的業務模式

於往績記錄期間，我們的收入主要來自兩個業務線：物業管理服務及增值服務。我們的增值服務包括三個業務類別，即物業開發商相關服務、社區相關服務及專業服務。

物業管理服務

我們向住戶及租戶提供廣泛的物業管理服務，包括物業及設備維護、保安服務、保潔服務、園藝服務、公共區域維護及其他物業管理相關服務。我們管理多樣化的物業組合，包括住宅物業及非住宅物業，包括寫字樓、多用途綜合體、工廠至公園及技術產業園。於往績記錄期間，我們的大部分收入來自提供物業管理服務。

We are a rapidly growing provider of property management services in China. We have been providing property management services in China for more than 23 years. According to China Index Academy (the "CIA") statistics, we ranked seventh on the list of China's top 100 property management services in 2018 in terms of growth. For four years in a row, we made it to the list of top ten property services enterprises of a growing nature in China. Based on the gross floor area ("GFA") under management in the Yangtze Delta region, we ranked sixth among the top 100 property services companies in China in 2018. In addition, according to the list of top 100 Chinese property management services enterprises announced by the CIA, our ranking moved up from the 34th in 2010 to 16th in 2018. As of the end of 31 December 2018, the property management services agreements we signed covered 90 cities in 23 provinces, accounting for a total GFA of 112.2 million square metres, with GFA under management of 42.9 million square metres in total currently. We provide extensive property management services and value-added services for property developers as well as residents and tenants from the communities managed by us. We have also developed a one-stop information services platform called Orange APP. Our residents and customers can enjoy the services we provide through their mobile devices. Based on our excellent services and enhanced market reputation, we have built a property services brand emphasizing quality and customers.

OUR BUSINESS MODEL

Past records show that our revenue has been primarily derived from two business lines – property management services and value-added services. Our value-added services cover three business categories comprised of developer-related services, community-related services and professional services.

PROPERTY MANAGEMENT SERVICES

We provide an extensive range of property management services to residents and tenants, including property and facilities maintenance, security services, maintenance and cleaning services, horticulture services, public areas repair and maintenance and other property management related services. We manage diverse property portfolios, including residential and non-residential properties, from office buildings, multi-purpose complexes and factories to parks and industrial zones. From past records, the majority of our revenue came from property management services.

增值服務

我們的增值服務包括三類服務：物業開發商增值服務、社區增值服務及專業服務。

> 開發商增值服務：我們主要提供三類與物業開發商相關的服務：

- 案場銷售協助服務：我們提供現場及樣板房保潔、保安巡查及維護、停車、接待及指引服務，以提升潛在業主的參觀體驗。我們亦為潛在業主組織服務活動及其他相關客戶服務。
- 諮詢服務：我們的諮詢服務包括整個物業開發周期的物業諮詢服務，包括設計諮詢，在交付後我們亦為開發商提供臨時協助，如就質保期內的物業維護與物業開發商聯絡及協調。
- 驗房服務：房屋交付前現場驗收及風險評估服務。

> 社區增值服務：我們向在管社區的住戶及客戶提供增值服務，包括：

- 公共資源管理服務：我們經營及管理經業主授權的公共區域，如出租廣告區域。
- 拎包入住服務：我們向新交付房屋的住戶提供線下資訊服務，包括室內裝飾及裝修以及傢俱、家電等購買協助相關服務。

VALUE-ADDED SERVICES

Our value-added services encompass three types of services: developer-related value added services, community-related value added services and professional services.

> Developer-related value-added services: We provide primarily three types of related services for property developers:

- Sales office services: We provide onsite and standard room maintenance and cleaning, security patrols and surveillance, vehicle parking, reception and guidance services to enhance the viewing experiences of potential property owners. We also organize service activities and other related customer services for potential property owners.
- Consultancy services: Our consultancy services include property consultancy services for the entire property development cycle, including design consultancy. After property handover, we also provide property developers with provisional assistance, such as property maintenance as well as liaison and coordination with property developers during period of quality coverage.
- Building inspection services: Onsite inspection and acceptance and risk evaluation services prior to property handover.

> Community-related value-added services: We provide value-added services to residents and customers in the communities we manage, including:

- Public resources management services: we operate and manage public areas authorized by property owners, such as the rental advertisement display areas.
- Ready-to-move-in services: We provide off-line information services to residents of newly delivered properties, including interior decoration and renovation and the purchases of furniture and home electronics.

CORPORATE PROFILE

- 新橙社APP經營業務：我們通過我們的一站式信息服務平台新橙社APP向業主及租戶提供有關在線購物、家用電器保潔及維護以及旅遊資訊、家政服務等的在線信息服務。
 - 資產管理服務：我們進行社區內已交付停車位元銷售服務；為業主的二手房提供租售仲介服務；為商舖業主提供招商運營服務。
- > 專業服務：我們向物業開發商及物業項目提供電梯及智能保安設備的專業工程及維護服務。
- 電梯及智慧化設備維保維修服務：我們為社區內的電梯、各類公共區域或業主戶內的智慧化設施設備提供維保和維修服務；
 - 智慧化工程施工服務：我們為開發商提供新建房地產專案的智慧化工程承包服務。
- Orange APP operation services: Through our one-stop information services platform Orange APP, we provide related online information services including online shopping; home electronics warranty; cleaning, repair and maintenance; travel information and domestic services.
 - Asset management services: We carry out sales services of delivered carpark spaces in our communities, provide lease and sale agency services for the second-hand apartments of property owners; as well as provide business soliciting and operation services for shop owners.
- > Professional services: We provide professional engineering and maintenance services, in relation to lifts and smart security equipment, for property developers and property projects.
- Elevator and smart facilities maintenance services: We provide maintenance and repair services on lifts and various types of public communities or on the smart facilities and equipment in the residences of property owners;
 - Smart engineering construction services: We provide smart engineering subcontracting services for the newly-built property projects of developers.

CORPORATE INFORMATION

董事

執行董事

戚小明先生 (主席)
吳倩倩女士
蘭子勇先生

非執行董事

王振華先生
呂小平先生
陸忠明先生

獨立非執行董事

張燕女士
朱偉先生
許新民先生

聯席公司秘書

尤建峰先生
林玉玲女士

審核委員會

張燕女士 (主席)
陸忠明先生
朱偉先生

薪酬委員會

朱偉先生 (主席)
許新民先生
戚小明先生

提名委員會

許新民先生 (主席)
張燕女士
呂小平先生

BOARD OF DIRECTORS

Executive Directors

Mr. Qi Xiaoming (*Chairman*)
Ms. Wu Qianqian
Mr. Lan Ziyong

Non-executive Directors

Mr. Wang Zhenhua
Mr. Lv Xiaoping
Mr. Lu Zhongming

Independent Non-executive Directors

Ms. Zhang Yan
Mr. Zhu Wei
Mr. Xu Xinmin

JOINT COMPANY SECRETARIES

Mr. You Jianfeng
Ms. Lam Yuk Ling

AUDIT COMMITTEE

Ms. Zhang Yan (*Chairman*)
Mr. Lu Zhongming
Mr. Zhu Wei

REMUNERATION COMMITTEE

Mr. Zhu Wei (*Chairman*)
Mr. Xu Xinmin
Mr. Qi Xiaoming

NOMINATION COMMITTEE

Mr. Xu Xinmin (*Chairman*)
Ms. Zhang Yan
Mr. Lv Xiaoping

CORPORATE INFORMATION

核數師

羅兵咸永道會計師事務所
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法律顧問

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主要往來銀行

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中國江蘇省常州市
武進區湖塘鎮
人民中路14號

中國建設銀行南京北京西路支行
中國江蘇省南京市
北京西路43-6號

授權代表

戚小明先生
林玉玲女士

AUDITOR

PricewaterhouseCoopers
Certified Public Accountants
22/F, Prince's Building
Central, Hong Kong

LEGAL ADVISERS

King & Wood Mallesons
13th Floor, Gloucester Tower
The Landmark
15 Queen's Road Central
Central, Hong Kong

PRINCIPAL BANKERS

China Merchant Bank, Changzhou Branch
Changzhou Branch Tower 1
No. 88, Tongjiang Road South Changzhou
Jiangsu, the PRC

Agricultural Bank of China, Changzhou
Hutang Branch
No. 14, Renmin Road Central Hutang
Wujin Changzhou
Jiangsu, the PRC

China Construction Bank, Beijing Road West
Branch of Nanjing
No. 43-6, Beijing Road West Nanjing
Jiangsu, the PRC

AUTHORIZED REPRESENTATIVES

Mr. Qi Xiaoming
Ms. Lam Yuk Ling

公司資料

CORPORATE INFORMATION

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銅鑼灣勿地臣街1號
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開曼群島股份過戶登記總處

Maples Fund Services (Cayman) Limited
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Cricket Square
Grand Cayman KY1-1102
Cayman Islands

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香港中央證券登記有限公司
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17樓1712-1716室

股份代號

1755

公司網站

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Times Square
1 Matheson Street, Causeway Bay
Hong Kong

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Maples Fund Services (Cayman) Limited
PO Box 1093, Boundary Hall
Cricket Square
Grand Cayman KY1-1102
Cayman Islands

HONG KONG SHARE REGISTRAR

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

STOCK CODE

1755

COMPANY WEBSITE

www.xinchengyue.com

FINANCIAL AND BUSINESS SUMMARY

表格1 綜合業績

Table 1 Comprehensive performance

人民幣千元	RMB '000	2015	2016	2017	2018
收入	Revenue	400,257	573,372	866,370	1,149,949
年增加%	Annual growth %	-	43.3%	51.1%	32.7%
毛利	Gross profit	100,445	161,935	242,246	338,976
年增加%	Annual growth %	-	61.2%	49.6%	39.9%
毛利率	Gross margin	25.1%	28.2%	28.0%	29.5%
年增加%	Annual growth %	-	3.1%	-0.2%	1.5%
歸母淨利潤	Net profit attributable to parent company	22,209	43,333	73,406	150,397
年增加%	Annual growth %	-	95.1%	69.4%	104.9%
淨利潤率*	Net profit margin*	5.5%	7.6%	8.5%	13.1%
年增加%	Annual growth %	-	2.1%	0.9%	4.6%

淨利潤率=歸屬股東的淨利潤/收入

Net profit margin=net profit attributable to shareholders/revenue

表格2 分業務板塊業績

Table 2 Results by segments

人民幣千元	RMB '000	2015	2016	2017	2018
物業服務管理收入	Revenue from property management services	293,878	399,201	567,177	732,025
年增加%	Annual growth %	-	35.8%	42.1%	29.1%
增值服務收入	Revenue from value-added services	106,379	174,171	299,193	417,924
年增加%	Annual growth %	-	63.7%	71.8%	39.7%
其中	Including				
開發商增值服務收入	Revenue from developer-related value-added services	74,442	108,641	175,497	296,746
年增加%	Annual growth %	-	45.9%	61.5%	69.1%
社區增值服務收入	Revenue from community-related value-added services	17,190	27,273	43,304	47,890
年增加%	Annual growth %	-	58.7%	58.8%	10.6%
專業服務收入	Revenue from professional services	14,747	38,257	80,392	73,288
年增加%	Annual growth %	-	159.4%	110.1%	-8.8%
物業管理服務毛利	Gross profit from property management services	62,943	96,457	143,468	203,503
毛利佔比	Percentage of gross profit	62.7%	59.6%	59.2%	60.0%
增值服務毛利	Gross profit from value-added services	37,502	65,478	98,778	135,473
毛利佔比	Percentage of gross profit	37.3%	40.4%	40.8%	40.0%
其中	Including				
開發商增值服務毛利	Gross profit from developer-related value-added services	18,896	28,977	38,529	75,718
毛利佔比	Percentage of gross profit	18.8%	17.9%	15.9%	22.3%

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人民幣千元	RMB '000	2015	2016	2017	2018
社區增值服務毛利	Gross profit from community-related value-added services	15,361	23,851	36,803	39,118
毛利佔比	Percentage of gross profit	15.3%	14.7%	15.2%	11.6%
專業服務毛利	Gross profit from professional services	3,245	12,650	23,446	20,637
毛利佔比	Percentage of gross profit	3.2%	7.8%	9.7%	6.1%
物業管理服務毛利率	Gross margin of property management services	21.4%	24.2%	25.3%	27.8%
增值服務毛利率	Gross margin of value-added services	35.3%	37.6%	33.0%	32.4%
其中	Including				
開發商增值服務毛利率	Gross margin of developer-related value-added services	25.4%	26.7%	22.0%	25.5%
社區增值服務毛利率	Gross margin of community-related value-added services	89.4%	87.5%	85.0%	81.7%
專業服務毛利率	Gross margin of professional services	22.0%	33.1%	29.2%	28.2%

表格3 資產負債表摘要

Table 3 Summary of balance sheet

		截至12月31日之年度 For the year ended December 31			
人民幣千元	RMB '000	2015	2016	2017	2018
現金及現金等價物	Cash and cash equivalents	119,869	442,922	633,456	1,277,821
貿易應收款項	Trade receivables	28,518	52,518	76,918	128,873
流動資產	Liquid assets	342,032	549,933	759,830	1,497,753
總資產	Total assets	364,510	595,489	813,573	1,552,192
合約負債	Contract liabilities	74,743	108,413	180,714	248,764
貿易及其他應付款項	Trade and other payables	228,461	283,673	345,327	407,559
銀行貸款	Bank loans	–	–	–	–
總負債	Total liabilities	375,890	479,187	624,529	685,120
淨資產	Net assets	(11,380)	116,302	189,044	867,072
財務比率	Financial ratio				
流動比率	Liquidity ratios	91.0%	114.9%	121.8%	220.4%

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表格4 現金流量表摘要

Table 4 Summary of cash flow statement

		截至12月31日之年度 For the year ended December 31			
人民幣千元	RMB '000	2015	2016	2017	2018
經營活動	Net cash generated from				
產生的現金淨額	business operations	91,504	93,911	198,253	192,026
投資活動(使用)/	Net cash (used in)/generated from				
產生的現金淨額	investments	(255,168)	285,272	(7,719)	3,962
融資活動產生/	Net cash generated/(used in) from				
(使用)的現金淨額	financing	119,253	(56,130)	–	429,926
現金及現金等價物	Net (decrease)/increase of cash and				
(減少)/增加淨額	cash equivalents	(44,411)	323,053	190,534	625,914

表格5 業務數據摘要

Table 5 Summary of business data

千平方米	1,000 sq.m.	2015	2016	2017	2018
管理面積	GFA under management				
新接管	Takeover	4,453	8,151	8,874	7,530
其中	Including				
新接管 – 新城系	Takeover –				
	Future Land affiliates	3,662	2,255	5,375	4,295
新接管 – 第三方	Takeover – third parties	791	5,896	3,499	3,235
終止	Terminations	0	0	87	920
其中	Including				
終止 – 新城系	Terminations – Future Land affiliates	0	0	0	0
終止 – 第三方	Terminations – third parties	0	0	87	920
年末管理面積	GFA under management as at				
	the end of the year	19,339	27,490	36,277	42,887
管理面積 – 淨增加%	GFA under management –				
	Net increase %	–	42.1%	32.0%	18.2%
其中	Including				
管理面積 – 新城系	GFA under management –				
	Future Land affiliates	18,548	20,803	26,178	30,473
管理面積 – 第三方	GFA under management- third parties	791	6,687	10,099	12,414

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千平方米	1,000 sq.m.	2015	2016	2017	2018
合約面積	Contracted GFA				
新簽訂	New engagements	8,912	15,410	20,232	45,311
其中	Including				
新簽訂- 新城系	New engagements – Future Land affiliates	7,450	6,337	14,546	36,016
新簽訂- 第三方	New engagements – third parties	1,462	9,073	5,686	9,295
終止	Terminations	0	0	87	920
其中	Including				
終止- 新城系	Terminations – Future Land affiliates	0	0	0	0
終止- 第三方	Terminations – third parties	0	0	87	920
年末合約面積	Contracted GFA as at the end of the year	32,253	47,663	67,808	112,199
淨增加%	Net increase %	–	47.8%	42.3%	65.5%
其中	Including				
合約面積 – 新城系	Contracted GFA – Future Land affiliates	30,790	37,127	51,673	87,689
合約面積 – 第三方	Contracted GFA – third parties	1,463	10,536	16,135	24,510

表格6 收費模式

Table 6 Charge mode

千平方米	1,000 sq.m.	2015	2016	2017	2018
管理面積- 包干制	GFA under management – lump sum basis	18,659	26,834	35,505	42,115
管理面積- 酬金制	GFA under management – commission basis	680	656	772	772
合計	Total	19,339	27,490	36,277	42,887

表格7 運營效率

Table 7 Operating efficiency

千平方米	1,000 sq.m.	2015	2016	2017	2018
當年收繳率	Collection rate of current year	93.9%	91.8%	92.5%	92.0%
後期累計收回	Accumulative collection in later stages	4.4%	5.0%	2.4%	0.0%
截至2018年底 累計收繳率	Accumulative collection rate as of year end of 2018	98.3%	96.8%	94.9%	92.0%

主席報告

CHAIRMAN'S STATEMENT

致各位股東：

本人謹代表本公司董事（「董事」）會（「董事會」）欣然提呈本公司截至2018年12月31日止年度的全年業績。

2018年11月6日，本公司成功在香港聯合交易所有限公司（「聯交所」）主板掛牌上市。登陸資本市場給公司帶來了一個新的發展契機，公司管理層充分抓住機會，進一步提升公司的品牌影響力，更多的拓展有持續盈利能力的業務；公司管理層將持續推廣科技在物業管理領域的應用，不斷滿足客戶越來越高的服務需求；公司管理層將繼續開展管理機制創新，提高公司的運營和管理效率，給本公司股東（「股東」）良好的回報。

2018年對於物業管理行業來說是不平凡的一年，在這一年裡一共有5家物業公司成功於聯交所主板上市，2018年上市的物業公司數量超過了過去已上市物業公司的總和。物業併購市場保持較高熱度，已上市的和準備上市的公司持續開展併購動作，物業行業集中度持續上升。根據中指院的報告，2017年度中國物業服務百強企業總管理面積的市場份額達到了32%，較2014年度的19.5%上升了超過12個百分點。2018年科技賦能是物業行業的另外一個熱點，智慧安防、智慧門禁、智慧停車、智慧能耗監控等等不斷在物業公司得到應用和推廣，智慧園區的推廣將大大提升業主的居住體驗，提高物業公司的運營效率。

To Shareholders:

On behalf of the board (the “**Board**”) of directors (the “**Directors**”) of the Company, I am pleased to present the annual results of the Company for the year ended 31 December 2018.

On 6 November 2018, the Company was successfully listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). Landing in the capital markets has brought to the Company new opportunities for development. The Company's management has fully seized the opportunity to further enhance the influence of the Company's brand and expand business with sustained profitability. The Company's management will continue to push forward the application of technology in the property management field to continuously meet the increasingly high customer requirements for service. The Company's management will continue to carry out innovation in management mechanisms to improve the Company's operational and management efficiency, generating good returns for the shareholders of the Company (the “**Shareholders**”).

2018 was an extraordinary year for the property management industry. During the year, altogether five property companies were successfully listed on the Main Board of the Stock Exchange and that the number of property companies listed in 2018 exceeded the total number of listed property companies in the past. Against the backdrop of a still relatively robust property merger and acquisition market and the continuous moves for mergers and acquisitions among listed and to-be-listed companies, the property industry concentration continued to rise. According to the CIA report, the Top 100 Property Management Service Providers in China in 2017 accounted for 32% of the market share in terms of total area under management, representing an increase of more than 12 percentage points over 19.5% in 2014. In 2018, technological empowerment was another bright spot in the property industry. Smart home security, smart access control, smart parking, smart energy monitoring and so forth were constantly being applied and promoted in property companies. With the promotion of smart communities, the living experience of property owners was greatly enhanced and the operational efficiency of property companies was improved.

新城悅定位於「中國社區的高品質服務平臺」，致力於將「專業、耐心、共享、信任」的核心價值觀傳遞給每一位業主以及合作夥伴。新城悅的主要業務包括物業管理服務和增值服務，其中增值服務涵蓋了開發商增值服務、社區增值服務和專業服務三項內容。新城悅通過上述全方位的服務內容，實踐「專業」創造價值、「耐心」創造滿意、「共享」創造生態、「信任」創造共贏的價值觀，實現業主、本公司及其附屬公司（「**本集團**」）、以及包括合作開發商、社區生活服務供應商在內的各類合作夥伴的多贏。

業績回顧

2018年在較為複雜的國際國內經濟形勢的背景之下，房地產行業走勢先揚後抑，新城悅的關聯公司新城發展控股有限公司（於聯交所主板上市，股份代碼：1030，連同其子公司，統稱為「**新城發展**」）在這種大背景下，錄得房地產合約銷售面積同比增長95.2%的好成績。本公司受益於新城發展2016年以來合約銷售的快速增長，於2018年，我們新接管面積的增長迅速，錄得公司整體營收達到人民幣1,150.0百萬元，同比增長32.7%。隨著公司新項目比例的持續提升，以及成本管控的有效執行，公司盈利能力明顯增強。

Xinchengyue is positioned as a “high-quality service platform for communities in China” and is committed to delivering the core values of “professionalism, patience, sharing and trust” to every property owner and business partner. Xinchengyue is primarily engaged in business including property management services and value-added services, among which, the value-added services have covered three areas, namely, developer-related value-added services, community-related value-added services and professional services. Through the above comprehensive services, Xinchengyue practices the values of creating value on “professionalism”, creating satisfaction on “patience”, creating ecology on “sharing” and creating a win-win situation on “trust”, hence achieving a win-win result for property owners, the Company and its subsidiaries (the “**Group**”) and various business partners, including cooperative developers and community-based service providers.

BUSINESS REVIEW

In 2018, on the back of a relatively complex economic situation at home and abroad, the real estate industry showed an upward and then downward trend. In this macro context, Future Land Development Holdings Limited (listed on the Main Board of the Stock Exchange with stock code: 1030, together with its subsidiaries, “**Future Land Group**”), an associated company of Xinchengyue, recorded a good result of a 95.2% year-on-year increase in contracted sales area. Benefitting from the fast-growing contracted sales since 2016 and the rapid growth in area newly taken over by us, the Company recorded an overall revenue reaching RMB1,150.0 million in 2018, representing a year-on-year growth of 32.7%. With the continuous improvement in the percentage of the Company's new projects and the effective implementation of cost control, the Company's profitability was significantly enhanced.

2018年度公司的管理規模獲得了較快的增長，物業服務收入同比增長29.1%，達到人民幣732.0百萬元。截至2018年底，本集團合約面積達到112.2百萬平方米，較2017年底增長65.5%；截至2018年底，本集團管理面積達到42.9百萬平方米，較2017年底增長18.2%。2018年本集團在執行獲取更優質的第三方項目方面獲得良好效果。2018年全年第三方開發商開發物業的合約面積及在管面積分別增加約8.4百萬平方米及約2.3百萬平方米。從2017年下半年開始，公司提高了接管第三方已交付物業社區的要求，並且以接管中小型開發商的新開發房地產項目為主要的拓展策略，因此第三方開發商開發物業的管理面積增加有所放緩。我們在2018年主動退出了部分第三方項目，優化了第三方項目的組合，讓我們整體管理的項目組合更加優質。

2018年度，公司增值服務收入錄得同比增長39.7%，達到人民幣418.0百萬元。公司的增值服務正在努力開展一系列新的嘗試。2018年下半年開始我們重點發展了資產管理業務，該業務經過在上海、蘇州、南京等城市的試點，已經建立了完善的業務運營規範，我們將在2019年將資產管理運營模式複製到更多的區域。截至本年報日期，我們的新橙社APP註冊用戶超過了54.7萬人，這得益於公司一如既往推行新橙社APP以提升服務體驗為主的策略。我們承諾業主通過新橙社APP報事後的5分鐘之內，我們的管家會與業主取得聯繫。我們通過新橙社APP解決業主物業相關服務需求的同時，也逐步擴展APP經營。

In 2018, the Company achieved a relatively fast growth in management scale, with revenue from property services increasing by 29.1% year on year to RMB732.0 million. As at the end of 2018, contracted GFA of the Group exceeded 112.2 million sq.m., representing an increase of 65.5% compared with the end of 2017. As at the end of 2018, GFA under management of the Group reached 42.9 million sq.m., representing an increase of 18.2% from the end of 2017. In 2018, the Company achieved good results in implementing the acquisition of third-party projects of higher quality. Throughout the year of 2018, contracted GFA and GFA under management from properties developed by third party developers increased by approximately 8.4 million sq.m. and by approximately 2.3 million sq.m., respectively. Since the second half of 2017, the Company has raised the community requirements for taking over properties delivered by third parties, and has adopted the major expansion strategy of taking over newly-developed real estate projects of small-and medium-sized developers. As a result, the increase in GFA under management from properties developed by third party developers has slowed down. In 2018, we took the initiative in withdrawing from some third-party projects and optimizing the third-party project portfolios, hence bettering the overall project portfolio under our management.

In 2018, the Company's revenue from value-added services increased by 39.7% year on year to RMB418.0 million. The Company is working hard to launch a series of new attempts on the value-added services front. Since the second half of 2018, we have focused on developing the asset management business. After conducting trials in cities such as Shanghai, Suzhou and Nanjing, we have established sound business operation specifications for the business and we will replicate the asset management operating model to more regions in 2019. As at the date of this annual report, our Orange APP has a subscriber base of over 547,000, thanks to the Company's continued implementation of the strategy of promoting Orange APP to enhance service experience. We promise that property owners will be able to get in touch with our steward within five minutes after making a report through the Orange APP. We also gradually expanded the APP business while solving the needs of property owners for property management services through the Orange APP.

未來展望

2019年年初，國內經濟形勢尚未明朗，房地產行業還存在一定的不確定性，但物業行業仍將體現其不受宏觀經濟形勢影響的行業特性，保持相對穩定，其中的優勢企業仍將保持增長。

2019年，我們將努力加速增加管理面積。一方面，我們將通過增加人員儲備，加大人員培訓力度等方式為新項目交付高峰的到來做好準備，為業主創造良好的新社區物業服務體驗。另一方面，隨著新城發展新樓盤在全國各地的交付，新城悅的管理團隊也將進入更多的城市，為第三方面積的拓展打下良好的基礎。新城悅的拓展策略仍將以中小型開發商新項目或優質二手項目拓展為主，同時積極關注併購機會，在符合公司長三角加環渤海、珠三角和中西部的「1+3」區域戰略佈局的前提下，適當開展優質物業公司併購。

2019年，我們將進一步加大社區增值服務和專業服務的高能級人員配置，提升業務能力，爭取獲得較高的增長。社區增值服務方面重點發展資產管理業務，加大新橙社APP與智慧社區融合的研發投入，深化拎包入住的業務模式的創新。專業服務方面，我們將積極介入開發商新建專案的智慧化工程施工業務，高標準建立業務管理模式，實現智慧化工程施工業務的高品質快速增長。

PROSPECTS

At the beginning of 2019, the domestic economic situation was still unclear and a certain degree of uncertainty lingered over the real estate industry. However, the property industry is expected to continue to demonstrate its industry characteristics of not being affected by the macroeconomic situation and remain relatively stable. Among which, superior enterprises will maintain their growth.

In 2019, we will strive to quicken the increase in GFA under management. On the one hand, we will make good preparation for the arrival of new project delivery peaks by increasing personnel reserves, stepping up staff training and other means to create positive property service experience in new communities for property owners. On the other hand, with the delivery of new property projects by Future Land Group nationwide, the management team of Xinchengyue will also penetrate into more cities, laying a good foundation for the expansion of third-party projects. Xinchengyue's expansion strategy will continue to focus on new projects of small- and medium-sized developer or quality second-hand projects, while actively paying attention to merger and acquisition opportunities, and under the premise of being in line with the Company's layout of the "1+3" regional strategy in the Yangtze River Delta Region plus the Bohai Rim Region, the Pearl River Delta Region and the central and western regions of China, appropriately carrying out mergers and acquisitions of quality property companies.

In 2019, we will further increase the allocation of high-calibre personnel in community-related value-added services and professional services to enhance operational capacity, striving for higher growth. In the area of community-related value-added services, we will focus on developing the asset management business, increasing investment in the research and development of the Orange APP and smart communities, and intensifying innovation of the business model of ready-to-move-in. For professional services, we will actively participate in the intelligent engineering construction business newly initiated by developers for establishing business management models on a high base to achieve a high-quality and rapid growth of the intelligent engineering construction business.

我們有信心在接下來的3年裡，在新城發展的有力支援下，我們仍將保持快速增長。我們將繼續在社區增值服務、專業服務領域增加投入，爭取增值服務收入超過總收入50%；我們將在智慧社區領域加大推廣力度，通過智慧社區和新橙社APP的結合，進一步提升業主、合作夥伴及其他相關方的體驗，提高業主滿意度的同時，增強社區服務平臺對供應商的吸引力；我們將繼續實踐「1+3」區域戰略，在已經有管理團隊的城市加大拓展力度，力爭早日實現管理建築面積1億平米的小目標。行業整合在繼續推進，我們增長要快於行業，綜合排名進入行業前十名將成為可能。我們一直致力於為社區、為業主提供高品質服務的同時，為股東創造最大化的長期價值！

We are confident that, with the strong support of Future Land Group, we will continue to grow rapidly in the next three years. We will continue to increase investment in the area of community-related value-added services and professional services, with the aim of achieving revenue from value-added services exceeding 50% of the total revenue. We will step up marketing efforts in the area of smart community, further enhancing the experience of property owners, business partners and other interested parties by combining smart communities with the Orange APP, thus strengthening the appeal of the community service platform to suppliers while improving the satisfaction of property owners. We will continue to implement the "1+3" regional strategy and increase expansion in cities where we have a management team, striving to achieve the minor target of managing GFA of 100 million sq.m. at an early date. As industry consolidation continues to advance, we have to grow faster than the industry and that entering the top ten of the industry in the comprehensive ranking will become possible. While providing high quality services to our communities and property owners, we have always committed to creating maximum long-term value for the Shareholders!

MANAGEMENT DISCUSSION AND ANALYSIS

業務概覽

我們是一家快速增長的全國性物業管理服務提供者。根據中指院的統計，我們已經從2015年到2018年連續四年名列中國物業管理服務企業成長性前十強，按長江三角洲地區管理建築面積計，我們於2018年在中國物業服務百強企業中排名第6名。此外，在2018年中指院發佈的中國物業服務百強企業中，我們名列第16名。

我們的業務可以分為兩大方面，四個業務：一、物業管理服務；二、增值服務（包括開發商增值服務、社區增值服務和專業服務）。

業務回顧

物業管理服務 — 佔總收入63.7%，佔總毛利60.0%

物業管理服務依舊是我們最大的收入和毛利來源，物業管理服務的收入可以常年帶來穩定的現金流，而我們的服務品質是保證此現金流的基礎。目前我們的在管項目主要採取包乾制的收費方式，僅個別項目採取酬金制。我們認為，在當前的商業環境下包乾制的收費模式更有利於行業健康發展。

於2018年全年，我們的物業管理服務：

- 收入達到人民幣732.0百萬元，對比2017年全年人民幣567.2百萬元上升29.1%，收入上升主要由於在管面積的持續增長。
- 毛利達到人民幣203.5百萬元，對比2017年全年人民幣143.5百萬元上升41.8%。由於物業項目組合中新項目比例提高，這些項目毛利率遠高於物業管理服務業務整體毛利率，導致2018年毛利增速高於收入增速。

BUSINESS OVERVIEW

We are a fast-growing national property management service provider. According to CIA, we have been ranked among the Top 10 Property Management Service Providers in terms of growth in China for four consecutive years from 2015 to 2018, ranking sixth among the Top 100 Property Service Companies in China in terms of managed floor area in the Yangtze River Delta region in 2018. In addition, we ranked 16th among the Top 100 Property Management Service Providers in China published by the CIA in 2018.

Our business can be divided into two major aspects and four businesses: first, property management services; second, value-added services (including developer-related value-added services, community-related value-added services and professional services).

BUSINESS REVIEW

Property management services - 63.7% of total revenue and 60.0% of total gross profit

Property management services remain our largest source of revenue and gross profit. Income from property management services provides a stable cash flow throughout the year, and the quality of our services is the basis for ensuring this cash flow. At present, projects in our charge mainly adopt lump sum basis property management service agreements and only a few projects adopt commission basis property management service agreements. We believe that in the current business environment, the charging mode of lump sum basis is more conducive to the healthy development of the industry.

Throughout 2018, our property management services:

- Revenue amounted to RMB732.0 million, representing an increase of 29.1% as compared to RMB567.2 million for the year 2017, which was mainly attributable to the continued increase in the area under management.
- Gross profit amounted to RMB203.5 million, representing an increase of 41.8% as compared to RMB143.5 million for the year 2017. The gross profit margin of new projects is much higher than that of our overall property management services. With the increase of the proportion of new projects in the whole project portfolio, the growth of gross profit outperformed that of the Group's revenue in 2018.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

		截至12月31日或截至該日期止年度							
		As of or for the year ended 31 December							
		2018年				2017年			
		2018				2017			
		物業管理		佔物業		物業管理		佔物業	
		服務收入		管理服務		服務收入		管理服務	
		(人民幣千元)		收入%		(人民幣千元)		收入%	
		Percentage		Property		Percentage		Property	
		in GFA		in property		in GFA		in property	
		management		management		management		management	
		services		service		services		service	
		Income		income %		Income		income %	
		(RMB'000)				(RMB'000)			
以下各方開發的物業	Properties developed by	GFA under management (thousand sq.m.)	in GFA management %	Property services Income (RMB'000)	in property management service income %	GFA under management (thousand sq.m.)	in GFA management %	Property services Income (RMB'000)	in property management service income %
新城系	Future Land Group	30,473	71.1	571,357	78.1	26,178	72.2	445,870	78.6
第三方	Third Party	12,414	28.9	160,668	21.9	10,099	27.8	121,307	21.4
總計	Total	42,887	100.0	732,025	100.0	36,277	100.0	567,177	100.0

		截至12月31日或截至該日期止年度							
		As of or for the year ended 31 December							
		2018年				2017年			
		2018				2017			
		物業管理		佔物業		物業管理		佔物業	
		服務收入		管理服務		服務收入		管理服務	
		(人民幣千元)		在管面積		(人民幣千元)		在管面積	
		Property		Percentage		Property		Percentage	
		management		in property		management		in property	
		service		management		service		management	
		Income		(thousand sq.m.)		Income		(thousand sq.m.)	
		(RMB'000)		income %		(RMB'000)		income %	
長三角	Yangtze Delta	605,219	82.7	37,207	86.7	498,452	87.9	31,845	87.8
其中：江蘇省	Of which: Jiangsu Province	454,211	62.0	29,218	68.1	380,339	67.1	25,758	71.0
環渤海	Bohai Rim	14,250	1.9	708	1.7	722	0.1	515	1.4
中西部	Midwest	82,618	11.3	4,105	9.6	48,860	8.6	3,237	8.9
珠三角	Pearl River Delta	-	0.0	-	0.0	-	0.0	-	0.0
其他地區	Other regions	29,938	4.1	867	2.0	19,143	3.4	680	1.9
總計	Total	732,025	100.0	42,887	100.0	567,177	100.0	36,277	100.0

註：長三角包括：江蘇、上海、浙江
環渤海包括：山東、天津、北京、河北
中西部包括：安徽、江西、湖南、湖北、河南、
陝西、山西、四川、重慶
珠三角包括：廣東

Notes: Yangtze River Delta includes: Jiangsu, Shanghai, Zhejiang
Bohai Rim includes: Shandong, Tianjin, Beijing and Hebei
Midwest includes: Anhui, Jiangxi, Hunan, Hubei, Henan, Shaanxi, Shanxi, Sichuan,
Chongqing
Pearl River Delta includes: Guangdong

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

		截至12月31日或截至該日期止年度			
		As of or for the year ended 31 December			
		2018年		2017年	
		2018		2017	
		合約面積	佔合約面積%	合約面積	佔合約面積%
		(千平方米)		(千平方米)	
		Contracted		Contracted	
		GFA	Percentage	GFA	Percentage
		(thousand	in contracted	(thousand	in contracted
		sq.m.)	GFA %	sq.m.)	GFA %
以下各方開發的物業	Properties developed by				
新城系	Future Land Group	87,689	78.2	51,673	76.2
第三方	Third Party	24,510	21.8	16,135	23.8
總計	Total	112,199	100.0	67,808	100.0

		截至12月31日或截至該日期止年度			
		As of or for the year ended 31 December			
		2018年		2017年	
		2018		2017	
		合約面積	佔合約面積%	合約面積	佔合約面積%
		(千平方米)		(千平方米)	
		Contracted		Contracted	
		GFA	Percentage	GFA	Percentage
		(thousand	in contracted	(thousand	in contracted
		sq.m.)	GFA %	sq.m.)	GFA %
長三角	Yangtze Delta	71,928	64.1	54,236	80.0
其中：江蘇省	Of which: Jiangsu Province	54,566	48.6	40,985	60.4
環渤海	Bohai Rim	8,594	7.7	2,104	3.1
中西部	Midwest	23,479	20.9	8,977	13.2
珠三角	Pearl River Delta	2,489	2.2	617	0.9
其他地區	Other regions	5,709	5.1	1,874	2.8
總計	Total	112,199	100.0	67,808	100.0

MANAGEMENT DISCUSSION AND ANALYSIS

- 截至2018年底，在管面積為42.9百萬平方米，較2017年的36.3百萬平方米增加了18.2%，或淨增加6.6百萬平方米。在管面積的淨增加數量和增長速度較此前有所滑落，主要因為我們自2017年開始改變外拓策略所致，第三方項目的拓展策略由原先的接管業委會社區轉變為接管預售狀態的新社區，此類預售狀態的項目無法立刻為我們帶來物業服務收入，只有當這些項目成功交付後才能轉變為我們的在管面積。
- 我們的合約面積由兩部分組成，在管面積和儲備面積。年內合約面積成功突破100.0百萬平方米，於年末更是達到了112.2百萬平方米，較2017年的67.8百萬平方米增加65.5%。合約面積的爆發式增長有兩方面原因，其一是我們的優秀合作夥伴—新城發展的快速發展使我們可以持續獲得大量且優質的物業管理合約，其二是源於快速拓展的第三方開發商開發的項目。正如上文所述，本公司已調整第三方項目拓展策略並將重心轉到拓展未交付的新社區，本公司將於這些項目簽約後記錄其合約面積。於年末我們的儲備面積佔合約面積比例超過了60%，這將為我們未來的快速增長奠定良好的基礎。
- 截至2018年年底，我們的在管項目達到200個，較2017年末淨增加23個，截至2018年年底，在管社區已經覆蓋了全國23個省、直轄市及自治區。在逐步將業務覆蓋至全國的過程中，我們仍然會深耕重點戰略與區。在我們的合約面積中，「1+3」戰略區域的面積佔比達到94.9%。
- As of the end of 2018, the GFA under management was 42.9 million sq.m., representing an increase of 18.2%, or 6.6 million sq.m., from 36.3 million sq.m. in 2017. The net increase in GFA under management and the rate of increase have slipped compared with the previous, mainly because we have changed our strategy of outward expansion since 2017. The expansion strategy of third-party projects has changed from taking over communities with owners committee to pre-sale communities. The pre-sale projects cannot generate property service income for us immediately, and can only be converted into our GFA under management after the successful delivery of these projects.
- Our contracted GFA consists of two parts, the GFA under management and the reserved GFA. The contracted GFA exceeded 100.0 million sq.m. during the year and reached 112.2 million sq.m. at the end of the year, representing an increase of 65.5% from 67.8 million sq.m. in 2017. There are two reasons for the explosive growth in contracted GFA. One is that the rapid development of our excellent partner, Future Land Group, has enabled us to continue to obtain a large number of high-quality property management contracts, and the other is due to the rapid expansion in respect of properties developed by third party developers. As mentioned above, the Company has adjusted the development strategy for our third-party projects and has shifted its focus to undelivered new communities, for which the Company will record the contracted GFA of such projects after the contract is signed. At the end of the year, our reserved GFA accounted for more than 60% of the contracted GFA, which will lay a good foundation for our rapid growth in the future.
- We had 200 projects under management as of the end of 2018, representing an increase of 23 from the end of 2017. The residential areas under our management had covered 23 provinces, municipalities and autonomous regions in China as of the end of 2018. In the process of gradually covering the whole country, we will continue to focus on key strategies and districts. Of our contracted GFA, the “1+3” strategic area accounted for 94.9%.

MANAGEMENT DISCUSSION AND ANALYSIS

增值服務 – 佔總收入36.3%，佔總毛利40.0%

增值服務是傳統物業服務企業走向多元化的象徵，我們年內的增值服務收入為人民幣418.0百萬元，較2017年的人民幣299.2百萬元增長39.7%，增值服務佔總收入比由34.5%提升至36.3%。增值服務相對於物業服務有更高的毛利率，其所貢獻收入的提升為我們帶來了更多元化和更豐厚的利潤來源。我們的增值服務分為開發商增值服務、社區增值服務和專業服務三類，下面我們會詳細介紹各類增值服務的情況：

開發商增值服務 – 佔總收入25.7%，佔總毛利22.3%

開發商相關服務是年內我們增速最快的業務板塊，這一部分獲得的收入為人民幣296.7百萬元，較2017年的人民幣175.5百萬元增長69.1%。我們主要為開發商提供前期諮詢服務、售樓處服務及驗房服務，新城發展是我們此項業務的最大客戶。如我們在日期為2018年10月24日的招股書（「招股書」）中所述，該等服務對客戶的整體物業開發及銷售過程具有重要意義，為開發商的成功及聲譽做出貢獻。一般情況下，對自己產品嚴格要求的開發商都會有此類服務的需求。2018年全年這一部分收入的高速增長主要來自於售樓處服務的表現，該類服務的收入表現與被服務開發商的銷售情況掛鉤（例如：在售的項目數或售樓處數量），新城發展於2018年1月至12月的累計合同銷售金額較2017年同期增長約74.8%，累計銷售面積較同期增長約95.2%，其高速增長推動了我們該類業務的業績提升。

Value-added services – 36.3% of total revenue and 40.0% of total gross profit

Value-added services are a symbol of diversification of traditional property service enterprises. Revenue from value-added services amounted to RMB418.0 million during the year, representing an increase of 39.7% from RMB299.2 million in 2017, and the ratio of value-added services to total revenue increased from 34.5% to 36.3%. Value-added services have a higher gross profit margin than property management services, and the increase in their contribution to our revenue has brought us a more diversified and richer source of profit. Our value-added services are divided into three types: developer-related value-added services, community-related value-added services and professional services. Below, we will introduce the various value-added services in detail:

Developer-related value-added services – 25.7% of total revenue, 22.3% of total gross profit

Developer-related services were our fastest growing segment of the year, generating a revenue of RMB296.7 million, up 69.1% from RMB175.5 million in 2017. We mainly provide consulting services, sales office services and detail inspection services for developers, and Future Land Group is our largest customer in this business. As stated in our prospectus dated 24 October 2018 (the “Prospectus”), these services are important to the overall property development and sales process of our clients and contribute to the success and reputation of the developers. Generally speaking, developers who are strict with their own products will have the demand for this kind of service. The rapid growth in revenue for the full year of 2018 was mainly attributable to the performance of sales office services. Revenue of such services is tied to the sales of the developers we served (e.g. number of items on sale or number of sales offices). The cumulative contracted sales volume of Future Land Group for the period from January to December 2018 increased by approximately 74.8% as compared to the corresponding period of 2017, and the cumulative sales area increased by approximately 95.2% as compared to the corresponding period. The rapid growth of Future Land Group has contributed to the improvement of the performance of our business in this category.

MANAGEMENT DISCUSSION AND ANALYSIS

社區增值服務 – 佔總收入4.2%，佔總毛利11.6%

社區增值服務的收入為人民幣47.9百萬元，較2017年的人人民幣43.3百萬元增長10.6%。2018年該業務只取得了小幅增長，主要因為我們在年內對社區增值服務進行了業務上的調整。為了更好的挖掘目前在管小區的價值，我們現將社區增值服務分為四類，力爭服務於社區的全生命週期，完成全業態覆蓋。四類服務分別為社區公共資源管理、拎包入住服務、資產管理業務和新橙社APP經營。上市後，隨著我們積極補充各業務種類的人才，目前已經在某些業務領域上看到成效，相信社區增值服務的收入增速也會在未來步入正軌。下面我們會詳細介紹這四類服務：

- 社區公共資源管理的收入來源，主要是在管項目內廣告收入中歸屬於物業公司的部分。年內，我們和分眾傳媒簽署了戰略合作協議，其作為全球範圍內電梯媒體的首創者，未來將會覆蓋我們絕大多數電梯廣告。分眾傳媒的高市場佔有率和其現有的大量客戶使其擁有高出價能力，與分眾合作更能使我們成熟社區內的公共資源實現價值。
- 拎包入住服務原先主要服務於我們接管的新社區，該等社區的業主在拿到新房後往往有大量的硬裝、軟裝需求，我們會借此契機為業主們提供品牌傢俱、家電、裝潢等一系列供應商讓其挑選。於2018年下半年，我們對此業務進行了戰略升級，致力於將拎包入住服務打造成為可提升業主居住感受的品牌產品。新的拎包入住服務體系除了將涵蓋新房的一站式裝修購買外，我們還推出局部改造的載入產品進行自營管控，該類產品針對客戶居家使用的剛需觸點，如陽臺收納、臥室櫃、陽臺封窗等，能服務於我們新交付的業主，同時也適用於有改造需求的老業主。我們希望此項服務不僅在新交付階段為業主帶來價值，還能夠更長時間為我們的業主提供服務。

Community-related value-added services – 4.2% of total revenue, 11.6% of total gross profit

Revenue from community-related value-added services amounted to RMB47.9 million, representing an increase of 10.6% as compared to RMB43.3 million in 2017. In 2018, only a small increase was achieved in this service, mainly due to the business restructuring during the year. In order to better tap the value of the currently managed community, we now divide the value-added services into four categories, strive to serve the entire life cycle of the community, and achieve full coverage in all forms. Four types of services are community public resources management, ready-to-move-in services, asset management services and Orange APP operations. After the listing, as we actively recruit the various types of business talents, we have seen some productive results in some business areas, and believe that the revenue growth rate of community-related value-added services will be on the right track in the future. Below we will introduce these four types of services in detail:

- The revenue of the public resource management in the community mainly comes from the advertising revenue in the management project attributed to the property company. This year, we signed a strategic partnership agreement with Focus Media, a global pioneer in elevator media that will cover the vast majority of our elevator advertising in the future. Focus Media's high market share and a large number of existing customers make them have a high bidding ability, and cooperation with Focus Media can bring value to public resources in our mature communities.
- Ready-to-move-in service used to mainly serve the new community we took over. Owners of these communities often have needs for finishing and decoration after they get the new houses. We will take this opportunity to provide owners with brand furniture, appliances, decoration and other suppliers for their selection. In the second half of 2018, we strategically upgraded the business to become a branded product that enhances the owner's residential experience. In addition to the one-stop decoration and purchase of the new apartment, we have also introduced locally renovated loading products for self-management and control, which are aimed at products of rigid demand and used at home, such as balcony storage, bedroom cabinets, balcony window seals. We aim to serve owners of newly delivered houses as well as existing owners with renovation needs. We hope that this service will not only bring value to our owners in the new delivery phase, but will also be available to our owners over a longer period of time.

MANAGEMENT DISCUSSION AND ANALYSIS

- 資產管理業務是我們於2018年下半年全新推出的業務種類，其中包括了兩大服務內容－車位代銷和物業租售中心，目前車位代銷已經初顯成效。隨着生活水平的穩步提升，居民的人均汽車保有量也在漸漸提高。公安部統計資料顯示，截至2018年底全國汽車保有量達2.4億輛，比2017年增加2,285萬輛，增長10.5%。部分老社區的車輛停泊問題已經開始顯現，業主對私家車位的需求越來越高。這種情況下我們及時調整策略，將原先的被動銷售策略調整成主動去化。由於加速車位去化可以幫助開發商企業更快回籠資金，所以這對於我們不僅是一個非常有潛力的業務種類，同時也能增進我們和開發商之間的關係。我們於2018年的8月首先在上海項目試點了車位代銷，後逐步推廣至蘇州、南京等地，今年在此業務模式下我們完成了車位去化668個。
- 新橙社APP經營是我們的線上銷售業務。除了經營貼近業主生活的用品外，我們在年內嘗試增加了一些高單價高毛利的產品，例如指紋鎖、淨水器等。一方面我們在獲取這些產品的管道上有成本優勢，另一方面年輕業主是互聯網消費的主力軍，這些改善生活品質的產品更能迎合他們的品味和需求。
- Asset management is a new business category that we launched in the second half of 2018. It includes two major services, parking lot sales and secondary property renting and sales. Success has been initially achieved in parking lot sales. With the steady improvement of living standards, the per capita car ownership of residents is also gradually increasing. Statistics from the Ministry of Public Security show that by the end of 2018, there were 240 million vehicles in China, an increase of 22.85 million vehicles or 10.5% over 2017. Parking problems in some of the old communities have begun to emerge, and the demand for private car park is on the rise. In this case, we timely adjust the strategy, the original passive sales strategy will be adjusted to active selling. Accelerated sale of parking lot can help developers get their money back more quickly, so it's not only a very promising business category for us, but it also enhances our relationship with developers. In August 2018, we first tried out parking lot sales in Shanghai, and then gradually extended to Suzhou, Nanjing and other places. This year, under this business model, we sold 668 parking lots.
- Orange APP operations are our online sales business. In addition to operating close to the owner's daily life, we tried to add some products with high unit price and high gross profit during the year, such as fingerprint locks and water purifiers. On the one hand, we have a cost advantage in obtaining these products, while on the other hand, these products which improve the quality of life can better meet young owners' tastes and needs, who are the main force of Internet consumption.

MANAGEMENT DISCUSSION AND ANALYSIS

專業服務 – 佔總收入6.4%，佔總毛利6.1%

年內專業服務的收入為人民幣73.3百萬元，較2017年的人民幣80.4百萬元下降了8.8%。過去，我們專業服務的業務重心主要在老社區的智慧化改造，如今的新社區一般在交付前就會配有建設、安裝完畢的成熟智能化系統，這導致我們的改造業務在承接完已有老社區後便遇到了瓶頸。智慧化設備在社區內的普及程度日益提高，我們認為這是無法改變的趨勢，將專業服務滲透進新小區的智能化領域勢在必行。於2018年的第四季度，我們已就新社區的智慧化工程業務邁出第一步，我們的智慧化公司成功進入開發商的供應商目錄，參與到在建社區的智慧化工程服務中，這對於我們而言是一個大的市場機遇。

Professional services – 6.4% of total revenue and 6.1% of total gross profit

Revenue from professional services amounted to RMB73.3 million during the year, representing a decrease of 8.8% from RMB80.4 million in 2017. In the past, the focus of our professional services is mainly on the intelligent transformation of the old residential area. Now the new residential area will be equipped with the mature intelligent system before delivery, which leads to the bottleneck of our transformation business after undertaking the existing old residential areas. The popularity of intelligent equipment in residential areas is increasing; we believe that this is an unchangeable trend, penetrating professional services into the new residential areas of the intelligent field is imperative. In the fourth quarter of 2018, we have already taken the first step on the intelligent engineering business of the new residential area. Our intelligent company has successfully entered the supplier catalogue of the developers and participated in the intelligent engineering service of the residential area under construction, which is a large market opportunity for us.

MANAGEMENT DISCUSSION AND ANALYSIS

財務回顧

收入

截至2018年12月31日止年度，收入為人民幣1,150.0百萬元，和截至2017年12月31日止年度的人民幣866.4百萬元相比，同比增長達32.7%。本集團收入來自兩項主要業務：(i)物業管理服務及(ii)增值服務。2018年內，(i)物業管理服務收入依然為本集團最大收入和利潤的來源，達人民幣732.0百萬元，佔本集團收入的63.7%。相對於2017年全年人民幣567.2百萬元，同比增長為29.1%；(ii)增值服務收入達人民幣418.0百萬元，佔本集團收入的36.3%。與2017年全年相比，同比增長39.7%，持續保持著強勁增長的勢頭。

銷售成本

截至2018年12月31日止年度，銷售成本為人民幣811.0百萬元，較2017年同期人民幣624.1百萬元，同比增加29.9%，與集團收入增長的32.7%相比略有下降。這主要是因為我們管理規模擴大而同步帶來的規模效應及管理效率提升，同時集團一直關注和重視成本管控。

毛利率

— 截至2018年12月31日止年度，毛利達到人民幣339.0百萬元，較2017年全年人民幣242.2百萬元相比增長39.9%。毛利率為29.5%，與去年同期相比上升了1.5個百分點；毛利率上升的主要因為物業管理服務的和開發商增值服務的毛利率的提升。

FINANCIAL REVIEW

Revenue

Revenue amounted to RMB1,150.0 million for the year ended 31 December 2018, representing a year-on-year increase of 32.7% as compared to RMB866.4 million for the year ended 31 December 2017. The Group derives its revenue from two main businesses: (i) property management services and (ii) value-added services. In 2018, (i) property management services revenue remained as the Group's largest source of revenue and profit, amounting to RMB732.0 million, which accounted for 63.7% of the Group's revenue and represented year-on-year increase of 29.1% as compared to RMB567.2 million for the year of 2017; and (ii) revenue from value-added services amounted to RMB418.0 million, representing 36.3% of the Group's revenue. There is a year-on-year growth of 39.7% compared with the year of 2017, which maintained strong momentum of growth.

Cost of sales

Cost of sales for the year ended 31 December 2018 was RMB811.0 million, representing a year-on-year increase of 29.9% as compared to RMB624.1 million for the corresponding period in 2017 and a slight decrease as compared to the Group's revenue growth of 32.7%. This is mainly due to the scale effect and management efficiency improvement brought about by the expansion of our management scale. In the mean time, the Group has been focusing and attaching great importance to the cost control.

Gross profit margin

— Gross profit amounted to RMB339.0 million for the year ended 31 December 2018, representing an increase of 39.9% as compared to RMB242.2 million for the year of 2017. Gross profit margin was 29.5%, up 1.5 percentage points from the corresponding period in 2017. The increase in gross profit margin was mainly due to the increase in gross profit margin of property management services and developer-related value-added services.

MANAGEMENT DISCUSSION AND ANALYSIS

- 截至2018年12月31日止年度，物業管理服務毛利率為27.8%，比2017年的25.3%上升了2.5個百分點。年內，本集團在管項目中新項目的佔比繼續上升，是我們物業管理服務毛利率增長的主因。另外，隨着管理規模的擴大，本集團一直不遺餘力地通過智慧設備的投入和管理體系的提升來為業主提供更優質服務體驗。本集團在全國範圍內的快速擴張的同時推廣標準化的管理體系，正是因為自動化、集中化、標準化管理體系的建立，本集團在保證客戶滿意度的前提下，實現了優秀的成本控制能力，也為集團的快速擴張提供了品質保障。
- 截至2018年12月31日止年度，物業開發商相關服務的毛利率為25.5%，比2017年的22.0%提升了約3.5%。毛利率上升的主要原因是：1) 2018年的細部檢查服務的收入和2017年度相比有較大提升，這部分業務的毛利率相對較高；2) 案場服務的收入較2017年度收入人民幣128.3百萬相比增長了約88.2%，由於業務規模的擴大及標準化管理體系的推廣而導致售樓處管理效率和毛利率的提高。
- 截至2018年12月31日止年度，社區增值服務的毛利率為81.7%，比2017年的85%略有下降。主要是由於集團對資產管理業務加大發展力度進行人員儲備而增加員工成本，導致毛利率有所下降。
- Gross profit margin on property management services was 27.8% for the year ended 31 December 2018, up 2.5 percentage points from 25.3% in 2017. During the year, the Group's proportion of new projects under management continued to increase, which was the dominant factor contributing to the increase in gross profit margin of our property management services. In addition, with the expansion of management scale, the Group has spared no effort to provide property owners with a better service experience through the investment in intelligent equipment and the upgrading of management system. The Group continues to promote the standardized management system while rapidly expand the business nationwide. On the premise of customer satisfaction, the Group achieved excellent cost control capacity as well as quality assurance for its rapid expansion thanks to the establishment of automation, centralization, standardization management system.
- Gross profit margin was 25.5% for Property developer-related services for the year ended 31 December 2018. The increase in gross profit margin by approximately 3.5% from 22.0% in 2017 was mainly attributable to 1) a significant increase in revenue from detail inspection services in 2018 compared with 2017 which carried a relatively higher gross profit margin; 2) revenue from on-site sales assistance services increased by approximately 88.2% as compared to revenue of RMB128.3 million in 2017, resulting in an increase in sales office management efficiency and gross profit margin due to the expansion of business scale and the promotion of standardized management system.
- Gross profit margin on community-related value-added services was 81.7% for the year ended 31 December 2018, down slightly from 85% in 2017. It is mainly due to the Group's increase in personnel cost for the purpose of talent reserve in respect of developing asset management business, resulting in the decrease of the gross profit margin.

MANAGEMENT DISCUSSION AND ANALYSIS

— 截至2018年12月31日止年度，專業服務的毛利率為28.2%，比2017年的29.2%下降1%。主要是由於毛利相對較高的社區電梯和智慧化設備保養及維修業務下降，毛利相對較低的開發商新項目智慧化施工業務佔比上升所致。

— Gross profit margin of professional services was 28.2% for the year ended 31 December 2018, down 1% from 29.2% in 2017. This is mainly due to the decline in maintenance and repair business of elevators and intelligent equipment in residential areas with a relatively high gross profit, and the rise in the business proportion of new intelligent construction projects of developers with a relatively low gross profit.

行政開支

截至2018年12月31日止年度，集團行政開支為人民幣144.4百萬元，較2017年的人人民幣118.6百萬元增加21.7%，增長主要的原因是：(i)收入快速增長所帶來的管理人員數量增加及相應的員工支出的增長；(ii)上市費用中就本公司於聯交所上市支付給券商、律師、核數師及其他專業人士的專業費用大幅增加。

Administrative expenses

The administrative expenses of the Group amounted to RMB144.4 million for the year ended 31 December 2018, representing an increase of 21.7% as compared to RMB118.6 million in 2017. The increase was mainly attributable to (i) the increase in the number of management personnel and the corresponding increase in staff expenses due to the rapid growth in revenue; and (ii) the substantial increase in professional fees paid to the sponsor, counsels, auditors and other professional parties for the Company's listing on the Stock Exchange as included in the listing fees.

由於集團注重管理效率的提升，本集團已推出若干業務管理系統，包括收入管理系統、全面預算管理系統及財務共用中心的投入運營，管理效率的提高致使集團2018年度行政費用的增長率低於集團收入增長率。

As the Group has put its emphasis on improvement of management efficiency, the Group has launched various business management systems, including revenue management system, comprehensive budget management system and financial sharing center, resulting in the Group's administrative expenses growth rate lower than the Group's revenue growth rate in 2018.

其他收益／(虧損)

其他收益包括外幣交易收益，而其他虧損包括出售物業、廠房及設備。集團於2018年內錄得外幣交易收益人民幣約18.5百萬元，主要是由於年內港元兌人民幣升值的影響而導致。

Other gains/(losses)

Other gains include gains from foreign currency translation, while other losses include the loss on disposal of property, plant and equipment. The Group recorded a foreign currency translation gain of approximately RMB18.5 million in 2018, mainly due to the impact of the appreciation of the Hong Kong dollar against the Renminbi during the year.

MANAGEMENT DISCUSSION AND ANALYSIS

所得稅

截至2018年12月31日止年度，所得稅為人民幣47.4百萬元，較截至2017年12月31日止年度的人民幣21.3百萬元上升了122.6%，稅負由2017年的18.8%上升至本年的22.5%；稅負的上升主要是由於截至2017年12月31日止年度因暫免徵收本公司西藏總公司應繳納的企業所得稅中屬於地方分享的部分到期，導致西藏新城悅物業服務股份有限公司（「西藏新城悅」）適用所得稅率由截至2017年12月31日止年度的18.5%增加至截至2018年12月31日止年度的20.0%。

根據開曼群島的規則及規例，本集團毋須繳交任何開曼群島的所得稅。

對於香港註冊成立的集團實體，由於截至2018年12月31日止年度本集團並無賺取任何須繳納香港利得稅的收入，故本集團並無就香港利得稅作出撥備。

Income tax

The income tax for the year ended 31 December 2018 amounted to RMB47.4 million, representing an increase of 122.6% as compared to RMB21.3 million for the year ended 31 December 2017, and the tax burden increased from 18.8% in 2017 to 22.5% in the current year. The increase in tax burden was mainly attributable to the increase in the income tax rate applicable to Tibet Xinchengyue Property Services Co., Ltd. (“**Tibet Xinchengyue**”) from 18.5% for the year ended 31 December 2017 to 20.0% for the year ended 31 December 2018 due to the expiration of the exemption of income tax for local retention of income tax attributable to the local tax generated from the Company's head office in Tibet for the year ended 31 December 2017.

Under the rules and regulations of the Cayman Islands, the Group is exempted from income tax in the Cayman Islands.

For the Group entities incorporated in Hong Kong, as the Group did not derive any income subject to Hong Kong profits tax for the year ended 31 December 2018, accordingly, the Group did not make provision for Hong Kong profits tax.

MANAGEMENT DISCUSSION AND ANALYSIS

集團就中國內地的經營作出的所得稅撥備已根據現行適用法律、解釋及慣例，以預估年內應課稅利潤適用稅率計算。於往績記錄期間的法定稅率為25%。本集團的主要營運子公司西藏新城悅於2015年12月17日將其註冊成立地點從常州遷往西藏後，作為西部地區發展戰略的一部分，其西藏總部採用15%的優惠稅率（預期將於截至2020年12月31日止年度屆滿）。西藏新城悅於中國各地擁有若干分公司。根據相關稅務法律及法規，集團通過合併西藏總公司及所有分公司的應課稅收入進行所得稅申報，應課稅總收入的50%分攤至西藏總公司，而西藏總公司須按15%的稅率繳納所得稅，應課稅總收入餘下50%分攤至分公司，而分公司須按25%的稅率繳納所得稅，導致適用的平均所得稅稅率為20%。此外，根據《西藏自治區企業所得稅政策實施辦法的通知》（藏政發[2014]51號），於2017年12月31日前，西藏新城悅獲暫免徵收西藏地區企業應繳納的企業所得稅中屬於地方分享的部分。因此，自2015年12月17日至2017年12月31日期間，西藏新城悅適用的所得稅稅率進一步降至18.5%。根據《中華人民共和國企業所得稅法》，適用於位於西藏自治區以外中國大陸的實體的企業所得稅稅率為25%。

The income tax provisions of the Group in respect of its operations in the mainland China have been calculated in accordance with existing applicable laws, interpretations and practices at the rate applicable to the assessable tax profits for the year. The statutory tax rate for the record period was 25%. After Tibet Xinchengyue, the principal operating subsidiary of the Group, moved its place of incorporation from Changzhou to Tibet on 17 December 2015, as part of its development strategy for the western region, its Tibet headquarters has adopted a preferential tax rate of 15% which is expected to expire in the year ended 31 December 2020. Tibet Xinchengyue has a number of branches throughout China. In accordance with the relevant tax laws and regulations, the Group has filed income tax returns by consolidating the taxable income of the Tibet headquarters and all its branches. 50% of the total taxable income is apportioned to the Tibet headquarters, which is subject to income tax at a rate of 15%, and the remaining 50% of the total taxable income is apportioned to branches, which are subject to income tax at a rate of 25%, resulting in an average applicable income tax rate of 20%. In addition, according to the Circular of "Announcement on the Distribution of the Implementation Policy concerning the Enterprise Income Tax in Tibet Autonomous Region Tax Policy (ZZF [2014] No. 51)", Tibet Xinchengyue was entitled to an exemption of income tax for local retention of income tax attributable to the local tax bureau generated from its head office in Tibet till 31 December 2017. As a result, the income tax rate applicable to Tibet Xinchengyue was further reduced to 18.5% from 17 December 2015 to 31 December 2017. According to the Corporate Income Tax Law, the corporate income tax rate applicable to entities located in mainland China and outside the Tibet Autonomous Region is 25%.

MANAGEMENT DISCUSSION AND ANALYSIS

年內利潤

截至2018年12月31日止年度，集團利潤為人民幣163.2百萬元，較2017年同期增長77.9%；公司權益股東應佔利潤為人民幣150.4百萬元，與2017年全年同期相比，增長104.9%；淨利潤率（公司權益股東應佔利潤除以收入）為13.1%，較去年同期8.5%上升4.6個百分點。淨利潤率上升原因主要在於集團在業務規模快速擴張的同時提高了管理效率，並在成本管控工作取得了有效的成績，致使在2018年我們的毛利率較2017年度上升了1.5個百分點，同時銷售和管理費用佔收入比例下降了1.4個百分點。另外，集團於2018年度取得了約人民幣18.5百萬的匯兌收益，該部分收益也對淨利潤率的增長貢獻了約1.6個百分點。

流動資金、儲備及資本架構

截至2018年12月31日止年度，本集團維持優良財務狀況。於2018年12月31日，流動資產為人民幣1,497.8百萬元，較2017年12月31日人民幣759.8百萬元增加97.1%。集團的現金及現金等價物達到人民幣1,277.8百萬元，同比2017年12月31日人民幣633.5百萬元上升101.7%。公司資金充裕，沒有銀行貸款，處於淨現金狀態；2018年底流動比率為2.2，處於非常穩健的水平。

於2018年12月31日，集團現金和現金等價物為人民幣1,277.8百萬元，與2017年底人民幣633.5百萬元相比，同比上升101.7%。這主要是因為：(i)經營活動增加了現金淨額人民幣192.0百萬元；(ii)融資活動增加的人民幣429.9百萬元；及(iii)匯率變動導致增加了人民幣18.5百萬元。經營活動所得現金淨流入依然呈穩健趨勢，2018年內貢獻淨流入約人民幣192.0百萬元，和2017年全年相比處於穩定可比狀況。

Profit for the year

For the year ended 31 December 2018, the profit of the Group was RMB163.2 million, representing an increase of 77.9% as compared to the corresponding period in 2017. Profits attributable to equity shareholders of the Company amounted to RMB150.4 million, representing an increase of 104.9% as compared to the corresponding period in 2017. Net profit margin (profit attributable to equity shareholders of the Company divided by revenue) was 13.1%, up 4.6 percentage points from 8.5% in the corresponding period of 2017. The increase in net profit margin was mainly attributable to the Group's rapid expansion in business and improved management efficiency and effective cost control, resulting in a 1.5 percentage points increase in gross profit margin and a 1.4 percentage points decrease in selling and marketing, and administrative expenses as a percentage of revenue in 2018 as compared to 2017. In addition, the Group recorded foreign exchange gains of approximately RMB18.5 million in 2018, which contributed approximately 1.6 percentage points to the increase in net profit margin.

Liquidity, Reserves and Capital Structure

The Group maintained a healthy financial position during the year ended 31 December 2018. Current assets amounted to RMB1,497.8 million as at 31 December 2018, representing an increase of 97.1% as compared to RMB759.8 million as at 31 December 2017. The Group's cash and cash equivalents amounted to RMB1,277.8 million, representing an increase of 101.7% as compared to RMB633.5 million as at 31 December 2017. The Company has abundant cash, bearing no bank loans and is in a net cash position. The current ratio was 2.2 at the end of 2018, which was at a robust level.

The Group's cash and cash equivalents as at 31 December 2018 amounted to RMB1,277.8 million, representing a year-on-year increase of 101.7% as compared to RMB633.5 million at the end of 2017. This was mainly attributable to: (i) the increase in net cash from operating activities of RMB192.0 million; (ii) an increase of RMB429.9 million in financing activities; and (iii) exchange rate translation resulted in an increase of RMB18.5 million. Net cash inflow from operating activities remained stable and strong, contributing to a net inflow of approximately RMB192.0 million in 2018, which remained stable as compared to the year of 2017.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

於2018年12月31日，集團的總權益為人民幣867.1百萬元，較2017年12月31日人民幣189.0百萬元增加了人民幣約678.1百萬元，上升358.8%。這主要是因為2018年11月在聯交所成功上市，募集資金約人民幣538.4百萬及公司2018年當年利潤的積累。

由於集團所有的業務均在中國境內，所以截至2018年12月31日止年度運營收入和利潤都以人民幣計算。集團主要的外幣來源是年內在聯交所成功上市募集資金，全部為港元，集團不認為存在重大外幣匯兌風險。

資本負債比率

資本負債比率按截至相應日期的借款總額除以股本總額計算。於2017年12月31日及2018年12月31日，資本負債比率分別為34.9%及0，資本負債比率減少主要由於我們償還應付關聯方借款所致。

物業、廠房及設備

於2018年12月31日，物業、廠房及設備達人民幣8.3百萬元，較2017年12月31日人民幣15.6百萬元減少了47%。主要是集團於截至2018年12月31日止年度由於一直未獲取相關產權證明而最終中止購買了西藏的一棟樓宇，該幢樓宇的代價為人民幣7.5百萬元。

貿易應收款

於2018年12月31日，貿易應收款項達人民幣128.9百萬元，較2017年12月31日人民幣76.9百萬元增加了67.5%。儘管此百分比比較高，超出了收入的增長百分比，但按佔收入百分比計算，2018和2017兩年年底都維持在9%-11%之內。貿易應收款佔總資產百分比由2017年12月31日的9.5%下降至2018年12月31日的8.3%，顯示了集團良好的款項回收控制和執行能力。

The Group's total equity amounted to RMB867.1 million as at 31 December 2018, representing an increase of approximately RMB678.1 million, or 358.8%, as compared to RMB189.0 million as at 31 December 2017. This is mainly due to the successful listing on the Stock Exchange in November 2018 with a fund of approximately RMB538.4 million raised and the accumulation of profits of the Company for the year 2018.

As all the Group's businesses are conducted in the mainland China, revenue and profits for the year ended 31 December 2018 were denominated in Renminbi. The major foreign currency source for the Group is the fundraising following the successful listing on the Stock Exchange during the year, all of which were in Hong Kong dollars. The Group is of the view that there is no significant foreign exchange risk.

Gearing ratio

Our Gearing ratio was calculated based on total borrowings divided by total equity. As at 31 December 2017 and 31 December 2018, the gearing ratio were 34.9% and 0 respectively, and the decrease in the gearing was attributable to that we have repaid our borrowings due to related parties.

Property, plant and equipment

Property, plant and equipment amounted to RMB8.3 million as at 31 December 2018, representing a decrease of 47% as compared to RMB15.6 million as at 31 December 2017. It is mainly because the Group ultimately terminated its purchase of a building in Tibet during the year ended 31 December 2018 of which the consideration was RMB7.5 million due to the fact that it had not obtained the relevant title certificates.

Trade receivables

Trade receivables amounted to RMB128.9 million as at 31 December 2018, representing an increase of 67.5% as compared to RMB76.9 million as at the end of 2017. The balances as at the end of both 2018 and 2017 remained within the range of 9%-11% as a percentage of total revenue although the increase percentage appears to be on a high level and exceeds the increase percentage in revenue. Trade receivables as a percentage of total assets decreased from 9.5% as at the end of 2017 to 8.3% as at 31 December 2018, demonstrating the Group's ability to control and enforce recovery of due amounts.

預付款項、按金及其他應收款項

預付款項、按金及其他應收款項主要包括其他應收業主款項、公用設施費及項目營運預付款項及其他。於2018年12月31日，預付款項、按金及其他應收款項達人民幣82.5百萬元，較2017年12月31日的人民幣45.7百萬元增加了人民幣36.8百萬元。該款項增長主要是因為隨着管理項目的增多而導致預付公用設施費用及項目按金的大幅增加。

貿易及其他應付款項

貿易及其他應付款項主要包括應付第三方的貿易款項、應付第三方的其他款項及其他應付稅項。應付第三方的貿易款項主要指就購買物業管理相關的服務及商品而應付供應商的結餘。應付第三方的其他款項主要指我們代表所有業主收取的特殊項目資金（包括電梯維修資金及公共營運資金）增加而應付第三方的結餘。其他應付稅項包括除所得稅以外的稅項。於2018年12月31日，貿易及其他應付款項達人民幣407.6百萬元，較2017年12月31日人民幣345.3百萬元增加了人民幣62.3百萬元。該款項的增加主要由於應付第三方的貿易及其他應付款項增加及應計薪金增加所致。應付第三方的貿易應付款項由截至2017年12月31日的人民幣56.3百萬元增加27.5%至截至2018年12月31日的人民幣71.8百萬元，乃主要由於外包綠化保潔服務增加所致。應付第三方的其他款項由截至2017年12月31日的人民幣214.6百萬元增加13.5%至截至2018年12月31日的人民幣243.6百萬元，乃主要由於代表業主收取的款項增加所致，該增加與管理的物業項目數量增加一致。我們的應計薪金由截至2017年12月31日的人民幣59.8百萬元增加20.3%至截至2018年12月31日的人民幣72.0百萬元，乃主要由於僱員數目及僱員工資增加所致。

Prepayments, deposits and other receivables

Prepayments, deposits and other receivables mainly consists of other receivables due from property owners, utilities, operational prepayments and others. Prepayments, deposits and other receivables amounted to RMB82.5 million as at 31 December 2018, representing an increase of RMB36.8 million as compared to RMB45.7 million as at the end of 2017. The increase is mainly attributable to the significant increase in pre-paid utilities and project deposits as a result of the increase in number of projects under management.

Trade and other payables

Trade and other payables primarily include trade payables to third parties, other payables to third parties and other taxes payable. Trade payable to third parties mainly represents balances due to suppliers for the purchase of services and goods related to property management. Other amounts due to third parties mainly represent balances due to third parties resulted from an increase in special project funds (including elevator maintenance funds and public operation funds) received by us on behalf of all property owners. Other taxes payable include taxes other than income tax. As at 31 December 2018, trade and other payables amounted to RMB407.6 million, representing an increase of RMB62.3 million as compared to RMB345.3 million as at the end of 2017. The increase was mainly due to an increase in trade and other payables due to third parties and an increase in accrued salaries. Trade payables to third parties increased by 27.5% from RMB56.3 million as at 31 December 2017 to RMB71.8 million as at 31 December 2018, mainly due to an increase in outsourcing of gardening and cleaning services. Other amounts due to third parties increased by 13.5% from RMB214.6 million as at 31 December 2017 to RMB243.6 million as at 31 December 2018, mainly because of the increase in payments received on behalf of property owners, which was in line with the increase in the number of property under management. Our accrued salaries increased by 20.3% from RMB59.8 million as at 31 December 2017 to RMB72.0 million as at 31 December 2018, mainly because of the increase in the number of employees and salaries of employees.

MANAGEMENT DISCUSSION AND ANALYSIS

合約負債

合約負債主要指截至2018年12月31日就物業管理服務的客戶預付款項，達人民幣248.8百萬元，較2017年人民幣180.7百萬元增加了37.7%，與收入的增速基本保持一致。

上市所得款項

公司於2018年11月6日成功在聯交所主板上市，發行220,000,000股新股（包括於超額配股權獲部分行使後發行20,000,000股新股），扣除包銷費用及相關開支後，上市所得款項總淨額約為人民幣538.4百萬元。截至本年報日期，由於公司良好的業務運營情況及充裕的現金水平，公司尚未動用有關所得款項。

上市所得款項按及將持續按招股章程「未來計劃及所得款項用途—所得款項用途」一節所披露的計劃動用，即：

- 約60%用於收購物業服務公司及獲取物業管理項目，預計在2021年12月31日前用完；
- 約15%用於擴張我們的增值服務業務系列，預計在2021年12月31日前用完；
- 約15%用於投資於先進技術及僱員，以為住戶提供更高效率的服務，預計在2021年12月31日前用完；及
- 約10%做運營資金及一般企業用途。預計在2021年12月31日前用完。

資產抵押

於2018年12月31日，本集團並無抵押任何資產。

Contract liabilities

Contract liabilities mainly representing customer advances for property management fee amounted to RMB248.8 million as at 31 December 2018, which increased 37.7% as compared to RMB180.7 million in 2017, and was substantially in line with the growth in revenue.

Proceeds from listing

The Company successfully listed on the Main Board of the Stock Exchange on 6 November 2018 with the issue of 220,000,000 new shares (including the issue of 20,000,000 new shares upon the partial exercise at the over-allotment option), with total net proceeds of approximately RMB538.4 million from the listing after deducting underwriting fees and related expenses. As at the date of this annual report, due to the Company's sound business operations and ample cash level, the Company has not utilised such proceeds.

The proceeds are and will continuously be used in accordance with the plans as disclosed in the section headed "Future Plans and Use of Proceeds – Use of Proceeds" of the Prospectus, namely:

- Approximately 60% for acquisition of property service companies and acquisition of property management projects, which is expected to be used up by 31 December 2021;
- Approximately 15% for expansion of our value-added services business line, which is expected to be used up by 31 December 2021;
- Approximately 15% invested in advanced technology and employees to provide more efficient services to households, which is expected to be used up by 31 December 2021; and
- Approximately 10% for working capital and general business purposes, which is expected to be used up by 31 December 2021.

Asset charges

As at 31 December 2018, none of the assets of the Group were charged.

DIRECTORS AND SENIOR MANAGEMENT

董事

執行董事

戚小明先生，50歲，為董事長、執行董事、首席執行官兼總經理。彼亦擔任西藏新城悅的董事長兼執行董事。戚先生於2015年1月加入本集團。於加入本集團前，於2002年9月至2015年3月，戚先生擔任江蘇新城地產股份有限公司（「江蘇新城」）行政管理部的副經理，及常州新城房地產開發有限公司（「常州新城」）城中分公司的總裁助理及總經理。彼亦於2015年3月至2016年6月擔任新城發展控股有限公司（「新城發展控股」）的總裁助理。

戚先生於1992年7月獲得合肥工業大學工程學學士學位。

吳倩倩女士，35歲，為執行董事兼副總經理（質保）。吳女士於2012年8月加入本集團，先後於本集團擔任多個職位，包括本公司的經理助理及常州分公司的總經理助理及總經理。於加入本集團之前，吳女士於2007年6月至2012年7月在常州新城擔任客服經理兼銷售經理。

吳女士於2006年6月畢業於鹽城師範大學，取得管理學士學位。

蘭子勇先生，39歲，為執行董事兼副總經理（營運、行政及人力資源）。蘭先生於2011年3月加入本集團，擔任本公司的經理助理。於加入本集團之前，蘭先生於2007年1月至2011年2月在江蘇新城擔任銷售部副經理及總裁秘書。

蘭先生於2004年6月及2006年12月分別自重慶大學取得工程管理學士學位和管理學碩士學位。

DIRECTORS

Executive directors

Mr. Qi Xiaoming, aged 50, is our chairman, executive Director, chief executive officer and general manager. He also serves as the chairman and executive director of Tibet Xinchengyue. Mr. Qi joined our Group in January 2015. Prior to joining our Group, Mr. Qi served as the assistant to the manager of the executive management department in Jiangsu Future Land Co., Ltd. (“**Jiangsu Future Land**”) and the general manager and assistant president in Changzhou Future Land Co., Ltd. (“**Changzhou Future Land**”), Chengzhong Branch from September 2002 to March 2015. He also served as the assistant president of Future Land Development Holdings Co., Ltd. (“**Future Land Development Holdings**”) from March 2015 to June 2016.

In July 1992, Mr. Qi graduated from Hefei Industrial University of Technology with a bachelor degree in engineering.

Ms. Wu Qianqian, aged 35, is the executive Director and deputy general manager (for quality assurance). Ms. Wu joined the Group in August 2012 and has assumed multiple positions, including the Company's assistant manager and the assistant general manager and general manager of Changzhou Branch. Before joining the Group, Ms. Wu served as the customer manager and sales manager of Changzhou Future Land from June 2007 to July 2012.

In June 2006, Ms. Wu graduated from Yancheng Teachers University with a bachelor degree in management.

Mr. Lan Ziyong, aged 39, is the executive Director and deputy general manager (for operation, administration and HR). Mr. Lan joined the Group in March 2011 as an assistant manager of the Company. Before joining the Group, Mr. Lan served as the deputy manager of sales department and secretary to the president of Jiangsu Future Land from January 2007 to February 2011.

Mr. Lan was conferred a bachelor degree in engineering management and a master degree in management by Chongqing University in June 2004 and December 2006 respectively.

DIRECTORS AND SENIOR MANAGEMENT

非執行董事

王振華先生，57歲，為我們的非執行董事。王先生於1996年3月加入西藏新城悅，擔任主席及經理，開始涉足物業管理服務。王先生創建了新城發展控股的業務，自1996年起一直出任新城發展集團股份有限公司（「新城控股」）董事會的董事長。於2001年，王先生成為新城發展控股一家子公司江蘇新城董事會的董事長。江蘇新城主要從事住宅物業開發，其B股在上海證券交易所上市（上海證券交易所證券代碼：900950）。新城控股於2015年12月通過換股吸收合併江蘇新城在上海證券交易所上市（上海證券交易所證券代碼：601155）。於2008年，王先生創建新城萬博置業有限公司，該公司專門開發多用途綜合樓項目。

王先生於2005年7月畢業於長江商學院，取得高級管理人員工商管理碩士學位。王先生現任中華全國工商業聯合會房地產商會副會長及上海市工商聯房地產商會會長。於2010年，王先生獲國務院授予「國家勞動模範」稱號。於2013年1月，王先生當選為江蘇省人大代表。

呂小平先生，57歲，為我們的非執行董事。自其於2016年4月加入以來一直擔任西藏新城悅的董事。於加入本集團前，呂先生於2001年9月至2004年8月擔任江蘇新城實業集團有限公司副總經理；於2015年3月30日至2015年12月15日擔任新城控股總經理。呂先生於2004年8月至2013年2月於江蘇新城擔任董事兼總裁，主要負責江蘇新城進行的本集團住宅物業開發業務的全面管理。呂先生於2013年2月至2016年1月擔任江蘇新城副董事長。其於2015年12月獲委任為新城控股的董事一職至今。呂先生於2012年11月獲委任為新城發展控股的非執行董事，並於2016年1月獲委任為執行董事兼首席執行官，且一直兼任該職位。

呂先生於1983年7月畢業於海軍工程大學，取得工程學學士學位，並於2007年6月畢業於中國國際工商學院，取得工商管理碩士學位。

Non-executive directors

Mr. Wang Zhenhua, aged 57, is our non-executive Director. Mr. Wang joined Tibet Xinchengyue in March 1996 as the president and manager, beginning to engage in property management services. As the founder of Future Land Development Holdings, Mr. Wang has been serving as the chairman of the board of directors of Future Land Holdings Co., Ltd. (“**Future Land Holdings**”) since 1996. In 2001, Mr. Wang became the chairman of the board of directors of Jiangsu Future Land, a subsidiary of Future Land Development Holdings. Jiangsu Future Land engages principally in residential property development and its B-shares were listed on the Shanghai Stock Exchange (SSE stock code: 900950). In December 2015, Future Land Holdings absorbed and merged Jiangsu Future Land by way of share swap and was listed on Shanghai Stock Exchange (SSE stock code: 601155). In 2008, Mr. Wang founded Future Land Wanbo Property Co., Ltd., which focuses on the development of mix-use complex projects.

In July 2005, Mr. Wang graduated from Cheung Kong Graduate School of Business with an EMBA degree. At present, Mr. Wang serves as the vice president of China Real Estate Chamber of Commerce and as president of Shanghai Real Estate Chamber of Commerce. Mr. Wang was named “National Model Worker” by the State Council in 2010 and was appointed as a representative of Jiangsu Province for the National People’s Congress of the PRC in January 2013.

Mr. Lv Xiaoping, aged 57, is our non-executive Director. Since joining the Group in April 2016, Mr. Lv has been serving as a director of Tibet Xinchengyue. Before that, he served as the deputy general manager of Jiangsu Xincheng Enterprise Group Co., Ltd. from September 2001 to August 2004, and as the general manager of Future Land Holdings from 30 March 2015 to 15 December 2015. From August 2004 to February 2013, Mr. Lv served as the director and the president of Jiangsu Future Land, principally responsible for the overall management of the Group’s residential property development business carried out by Jiangsu Future Land. From February 2013 to January 2016, Mr. Lv served as the vice chairman of Jiangsu Future Land and has been acting as the director of Future Land Holdings since December 2015. In November 2012, Mr. Lv was appointed as the non-executive director of Future Land Development Holdings. He was appointed as the executive director and CEO in January 2016 and has been holding the positions until now.

Mr. Lv graduated from Naval University of Engineering in July 1983 with a bachelor degree in engineering and graduated from China European International Business School with an MBA degree in June 2007.

DIRECTORS AND SENIOR MANAGEMENT

陸忠明先生，47歲，為我們的非執行董事。陸先生於2016年4月加入本集團。於2001年12月至2010年5月，陸先生擔任江蘇新城的財務部總經理，以及其後於2010年6月至2015年3月擔任新城控股的副總裁。於2015年3月，陸先生加入新城發展控股，擔任副總裁一職至今。

陸先生於1999年6月畢業於南京經濟學院，並於2013年12月取得同濟大學工商管理碩士學位。

獨立非執行董事

張燕女士，49歲，為獨立非執行董事。彼於2016年8月至2018年2月擔任西藏新城悅的獨立董事。於加入本集團之前，張女士於1992年8月至1998年12月先後擔任常州會計師事務所的職員、副所長及所長。張女士於1999年1月至2000年12月擔任常州正大會計師事務所有限公司的董事長兼主任會計師。張女士隨後於2001年1月加入江蘇公證會計師事務所，擔任常務副主任會計師兼常州分所所長，直至2008年8月。張女士自2008年8月起於江蘇理工學院商學院擔任副教授，一直至今。張女士自2011年12月至2017年12月曾任億晶光電科技股份有限公司（一家於上海證券交易所上市的公司，上海證券交易所證券代碼：600537）的獨立非執行董事及自2016年2月起擔任江蘇長海複合材料股份有限公司（一家於深圳證券交易所上市的公司，深圳證券交易所證券代碼：300196）的獨立非執行董事。

張女士於1992年6月畢業於蘇州大學財經學院，獲經濟學學士學位，及分別於2002年、2011年獲得高級會計師資格、註冊評估師資格。

Mr. Lu Zhongming, aged 47, is our non-executive Director. Mr. Lu joined the Group in April 2016. From December 2001 to May 2010, he served as the general manager of the finance department of Jiangsu Future Land. From June 2010 to March 2015, he was holding the position of vice president of Future Land Holdings. In March 2015, Mr. Lu joined Future Land Development Holdings and has been serving as the vice president.

In June 1999, Mr. Lu graduated from Nanjing Institute of Finance & Economics and was conferred an MBA degree by Tongji University in December 2013.

Independent non-executive directors

Ms. Zhang Yan, aged 49, is an independent non-executive Director. She was an independent director of Tibet Xinchengyue from August, 2016 to February 2018. Before joining the Group, Ms. Zhang worked for Changzhou Accounting Firm as a clerk, deputy director and director between August 1992 and December 1998. From January 1999 to December 2000, she served as the chairman and chief accountant of Changzhou Zhengda Accounting Firm Co., Ltd. Later, she joined Jiangsu Gongzheng Accounting Firm in January 2001 and had been serving as the managing deputy chief accountant and director of the firm's Changzhou branch until August 2008. Since August, 2008, Ms. Zhang has been an associate professor at Business School of Jiangsu University of Technology. From December 2011 to December 2017, Ms. Zhang served as an independent non-executive director of EGing Photovoltaic Technology Co., Ltd. (a company listed on Shanghai Stock Exchange, SSE stock code: 600537) and is an independent non-executive director of Jiangsu Changhai Composite Materials Co., Ltd. (a company listed on Shenzhen Stock Exchange, SZSE stock code: 300196) since February, 2016.

In June 1992, Ms. Zhang graduated from Finance and Economics School of Soochow University with a bachelor degree in economics. She was certified as a senior accountant and registered appraiser in 2002 and 2011 respectively.

董事及高級管理層

DIRECTORS AND SENIOR MANAGEMENT

朱偉先生，57歲，為我們的獨立非執行董事。朱先生於2016年8月至2018年2月一直擔任西藏新城悅的獨立董事。朱先生於1994年6月至今一直在江蘇竹輝律師事務所工作，先後擔任合夥人、主任及合夥人會議主席。朱先生自2002年12月起在蘇州大學兼任碩士研究生導師。朱先生亦自2015年10月起獲委任為常州朗博密封科技股份有限公司（一家於上海證券交易所上市的公司，上海證券交易所證券代碼：603655）的獨立非執行董事。

朱先生於1983年7月獲得西南政法學院的法學學士學位，於1997年12月獲得英國倫敦大學法學文憑及於2007年6月獲得蘇州大學憲法行政法博士學位。朱先生於1998年8月獲得國家一級律師資格。

許新民先生，68歲，為獨立非執行董事。許先生有經濟師職稱並於房地產行業積逾20年經驗。許先生於2014年12月至2017年12月擔任全聯房地產商會的副秘書長，主管社區服務研究會的工作。許先生於1992年8月至2001年2月擔任江蘇省常州市房產管理局房屋管理處處長，隨後擔任江蘇省常州市房產管理局物業管理處處長。於2001年3月至2010年4月，許先生擔任中國物業管理協會綜合部主任。許先生於2001年3月至2010年4月擔任中國物業管理協會副秘書長，主要負責監管全國物業管理示範考評驗收的組織和實施工作。於2001年7月，許先生獲委任為中國高校物業管理專業委員會高級顧問。自2014年9月起，許先生一直且持續擔任彩生活服務集團有限公司（一家於聯交所主板上市的公司，香港聯交所股份代號：1778）的獨立非執行董事。

許先生於2005年6月畢業於北京林業大學。

Mr. Zhu Wei, aged 57, is our independent non-executive Director. Mr. Zhu was an independent director of Tibet Xinchengyue from August 2016 to February 2018. Since June 1994, Mr. Zhu has been working in Jiangsu Zhuhui Law Firm and has served as a partner, director and the chairman of partners' meetings. Since December 2002, Mr. Zhu has also been serving as a postgraduate tutor in Soochow University. Since October 2015, Mr. Zhu has been an independent non-executive director of Changzhou Langbo Sealing Technology Co., Ltd. (a company listed on Shanghai Stock Exchange, SSE stock code: 603655).

In July 1983, Mr. Zhu graduated from Southwest University of Political Science and Law with a bachelor degree in law. He was conferred a diploma in law by University of London in December 1997 and a doctor degree in constitutional law and administrative law by Soochow University in June 2007 respectively. In August 1998, Mr. Zhu was certified as a national first-grade lawyer.

Mr. Xu Xinmin, aged 68, is our independent non-executive Director. Mr. Xu has the title of economist and has accumulated over 20 years of experience in the property industry. Mr. Xu served as the deputy secretary-general of the China Real Estate Chamber of Commerce where he was in charge of the work under the research committee for community services from December 2014 to December 2017. From August 1992 to February 2001, Mr. Xu acted as the head of the department of housing management under Jiangsu Changzhou Property Management Bureau and subsequently the head of the department of property management under Jiangsu Changzhou Property Management Bureau. From March 2001 to April 2010, Mr. Xu served as the director of Chinese Management Council General Department. Mr. Xu served as the deputy secretary general for Chinese Property Management Association, where he was mainly responsible for overseeing the organization and implementation of the National Property Management Examination from March 2001 to April 2010. In July 2001, Mr. Xu was appointed as a senior consultant of the property management division at Chinese Higher Education Council. Mr. Xu has been since September 2014 and continues to serve as an independent non-executive director of Colour Life Services Group Co., Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1778).

In June 2005, Mr. Xu graduated from Beijing Forestry University.

DIRECTORS AND SENIOR MANAGEMENT

高級管理層

陶法金先生，55歲，於2008年6月加入本集團，自2015年10月起擔任副總經理。陶先生負責監管本公司的業務發展戰略。陶先生於1992年12月至2006年6月在常州天安房地產開發有限公司擔任副總經理。此後，陶先生於2006年6月至2008年6月在常州路勁房地產開發有限公司擔任副總經理。陶先生於2008年6月至2011年4月在西藏新城悅擔任總經理，及於2011年5月至2016年4月離任去常州巨凝房地產開發有限公司擔任總經理。

陶先生於2013年1月畢業於南開大學。彼自1996年11月起一直為中國註冊審計師。

左衛先生，42歲，為公司首席財務官兼副總經理。左先生於2019年4月加入本集團，並負責本集團的財務及會計工作。左先生於專業會計及財務管理方面有逾19年經驗。於加入本集團前，左先生於2001年7月至2015年8月在萬科集團的多家分公司擔任財務管理職位。於2015年8月至2017年10月，左先生在旭輝控股上海分公司擔任副總經理（財務管理）。於2017年10月至2019年4月，左先生在新城控股集團住宅開發事業部擔任財務管理部總經理一職。

左先生於2001年7月畢業於中南財經政法大學，獲得會計學本科學歷；及於2012年12月獲得工商管理學碩士學歷。

尤建峰先生，40歲，於2016年1月加入本集團，擔任副總經理。在加入本集團之前，尤先生於2002年7月至2006年8月在上海正略鈞策管理諮詢公司工作，及於2007年7月至2011年2月在上海匯江房地產諮詢有限公司擔任高級分析師。彼於2011年2月至2012年4月，在諾亞財富管理有限公司擔任產品管理總監，及於2012年4月至2013年11月，在上海方匯股權投資基金管理有限公司擔任產品管理總監。於2013年11月至2015年12月，尤先生擔任江蘇新城財務管理部融資總監及副總經理。

尤先生於2002年7月畢業於北京大學，獲得經濟管理學士學位，並於2008年6月獲復旦大學工商管理碩士學位。

SENIOR MANAGEMENT

Mr. Tao Fajin, aged 55, joined the Group in June 2008 and has been serving as the vice general manager since October 2015, responsible for the supervision of the Company's business development strategies. From December 1992 to June 2006, Mr. Tao was the vice general manager of Changzhou Tian'an Real Estate Development Co., Ltd. From June 2006 to June 2008, he was the vice general manager of Changzhou Lujin Real Estate Development Co., Ltd. Mr. Tao served as the general manager of Tibet Xinchengyue from June 2008 to April 2011. In May 2011, he joined Changzhou Juning Real Estate Development Co., Ltd. as the general manager and had been working there until April 2016.

In January 2013, Mr. Tao graduated from Nankai University. Since November 1996, he has been a Certified Public Accountant of China.

Mr. Zuo Wei, aged 42, is the chief financial officer and deputy general manager. Mr. Zuo joined the Group in April 2019 and has been responsible for the finance and accounting of the Group. Mr. Zuo has over 19 years of experience in professional accounting and financial management. Prior to joining the Group, Mr. Zuo served as multiple financial management positions in several branches of Vanke Group from July 2001 to August 2015. From August 2015 to October 2017, he served as deputy general manager (for financial management) in Shanghai branch of CIFI Holdings Group. From October 2017 to April 2019, Mr. Zuo served as general manager of financial management department in residential development business division of Future Land Holdings.

Mr. Zuo graduated from Zhongnan University of Economics and Law with a bachelor degree in accounting in July 2001 and a master degree in business administration in December 2012.

Mr. You Jianfeng, aged 40, joined the Group in January 2016 as the vice general manager. Before joining the Group, Mr. You worked in Adfaith Management Consulting Inc. from July 2002 to August 2006, and served as a senior analyst in Shanghai Huijiang Real Estate Consulting Co., Ltd. from July 2007 to February 2011. From February 2011 to April 2012, he was the product management director of Noah Private Wealth Management Co., Ltd. and the product management director of Shanghai Fanghui Equity Investment Fund Management Co., Ltd. between April 2012 and November 2013. From November 2013 to December 2015, he served as the financing director and vice general manager of the financial management department of Jiangsu Future Land.

In July 2002, Mr. You graduated from Peking University with a bachelor degree in economic management. In June 2008, he was conferred a degree of MBA by Fudan University.

董事會報告

REPORT OF THE DIRECTORS

董事會欣然提呈本集團截至2018年12月31日止年度（「**報告期**」）之報告及經審核綜合財務報表。

全球發售

本公司為一間於2018年1月16日在開曼群島註冊成立的獲豁免有限公司。本公司股份於2018年11月6日（「**上市日期**」）於聯交所主板上市。

主要業務

本公司的主要業務為提供物業管理服務，包括物業及設備維護、保安服務、清潔服務、園藝服務、公共區域維護及其他物業管理相關服務，以及增值服務包括物業開發商增值服務、社區增值服務及專業服務。有關本集團於截至2018年12月31日止年度的主要業務的分析載列於本年報「管理層討論與分析」章節內。

業績

本集團截至2018年12月31日止年度的業績載於本年報「財務及業務摘要」章節內。

末期股息

董事會建議自股份溢價賬戶派付截至2018年12月31日止年度之末期股息每股人民幣0.1元。該末期股息仍須待股東於2019年5月20日舉行之應屆股東週年大會（「**股東週年大會**」）上批准，並預期將於2019年6月10日派付予於2019年5月28日名列本公司股東名冊的股東。

The Board is pleased to submit the annual report and audited consolidated financial statements for the year ended on 31 December 2018 (“**Reporting Period**”) to the Group.

GLOBAL OFFERING

The Company is an exempted company incorporated in the Cayman Islands with limited liabilities on 16 January 2018. The Company was listed on the Main Board of the Stock Exchange on 6 November 2018 (“**Listing Date**”).

PRINCIPAL ACTIVITIES

The principal activities of the Company are property management services, including property and equipment maintenance, security services, cleaning services, gardening services, public area maintenance and other property management related services, and value-added services, including developer-related value-added services, community-related value-added services and professional services. For the analysis of the Group’s principal activities for the year ended 31 December 2018, see the section headed “Management Discussion and Analysis” of this annual report.

RESULTS

For the Group’s results of the year ended 31 December, 2018, see the section headed “Financial and Business Summary” of this annual report.

FINAL DIVIDEND

The Board recommends the payment of a final dividend of RMB0.1 per share for the year ended 31 December 2018 from the share premium account. The final dividend is still subject to approval by the Shareholders at the forthcoming annual general meeting to be held on 20 May 2019 (the “**AGM**”), and is expected to be paid on 10 June 2019 to the Shareholders whose names appear on the register of members of the Company as at 28 May 2019.

我們的股息政策：

於開曼群島公司法的規限下，我們可於股東大會上以任何貨幣宣派股息，惟股息不得超過董事會建議宣派的數額。本公司組織章程細則（「組織章程細則」）規定可動用我們的利潤（已變現或未變現）或動用本公司在法律上可供分配的任何儲備（包括股份溢價）宣派和派付股息。

董事可酌情宣派股息，而實際宣派和支付的股息數額亦將視乎以下因素而定：

- 我們的整體業務狀況；
- 我們的財務業績；
- 我們的資本需求；
- 我們股東的權益；及
- 董事會可能認為有關的任何其他因素。

我們日後向我們的股東派付的股息款項亦將取決於我們有否自中國子公司取得股息而定。中國法律規定以根據中國會計原則（於若干方面有別於香港財務報告準則）所計算的淨利潤派付股息。中國法律亦規定位於中國的企業於分派所得款項淨額前將其部分淨利潤保留作法定儲備。這些法定儲備不可用作分派現金股息。此外，我們的附屬公司如有債務或虧損，或根據銀行信貸融資或我們或我們附屬公司日後所訂立其他協議的任何限制條款，其股息分派亦可能受到限制。

任何財政年度的任何末期股息將須經我們的股東批准。

OUR DIVIDEND POLICY:

Subject to the Companies Law of the Cayman Islands, through a general meeting we may declare dividends in any currency but no dividend shall be declared in excess of the amount recommended by the Board. The articles of association of the Company (the “**Articles of Association**”) provide that dividends may be declared and paid out of our profit, realised or unrealised, or from any reserve of our Company lawfully available for distribution including share premium.

The declaration of dividends is subject to the discretion of our Directors, and the amounts of dividends actually declared and paid will also depend upon the following factors:

- our general business conditions;
- our financial results;
- our capital requirements;
- interests of our Shareholders; and
- any other factors which the Board may deem relevant.

Our future dividend payments to our Shareholders will also depend upon the availability of dividends received from our subsidiaries in the PRC. PRC laws require that dividends be paid out of the net profit calculated according to PRC accounting principles, which differ in certain aspects from HKFRSs. PRC laws also require enterprises located in the PRC to set aside part of their net profit as statutory reserves before they distribute the net proceeds. These statutory reserves are not available for distribution as cash dividends. Furthermore, distributions from our subsidiaries may be restricted if they incur debts or losses or as a result of any restrictive covenants in bank credit facilities or other agreements that we or our subsidiaries may enter into in the future.

Any final dividend for a fiscal year will be subject to our Shareholders’ approval.

業務審視

本集團於2018年之業務回顧及就本集團未來業務發展之討論、本集團面對的主要風險及不確定因素及遵守對本集團具有重大影響的相關法律及法規之討論分別載於本年報第24頁至第27頁「主席報告」一節，及本年報第28頁至第35頁「管理層討論及分析」一節。採用財務表現關鍵指標對本集團於2018年之分析載於本年報第36頁至第44頁「財務回顧」一節。

本集團深信可持續發展是企業發展的重要一環，並積極把理念實踐至業務運營的每一項細節，致力為社會及企業實現更好未來。本集團將根據聯交所證券上市規則（「上市規則」）附錄二十七的《環境、社會及管治報告指引》發表一份獨立的环境、社會及管治報告。

財務概要

本集團過去四個財政年度之業績以及資產及負債概要載列於本年報第19至第20頁。本概要並不構成經審核綜合財務報表的一部分。

上市所得款項用途

本公司於聯交所主板上市所得款項淨額（經扣除包銷佣金及相關費用）約為人民幣538.4百萬，該等款項擬按招股章程所載方式使用。截至本年報日期，首次公開發售的所得款項淨額尚未用作任何用途。

主要客戶及供應商

主要客戶

截至2018年12月31日止年度，本集團前五名客戶的交易額佔本集團總收入的32.5%（2017:27.3%），而本集團之單一最大客戶的交易額佔本集團總收入的31.8%（2017:26.7%）。

於報告期內，除王振華先生外，概無董事、任何彼等的緊密聯繫人或任何股東（據董事所知擁有本公司的已發行股份數目的5%以上）於本集團五大客戶中擁有權益。

BUSINESS REVIEW

The business review of the Group for the year of 2018 and the discussion regarding the future business development of the Group, the principal risks and uncertainties which the Group is exposed to and the compliance with relevant laws and regulations which have a significant impact on the Group are set out in the section of Chairman's Statement on page 24 to page 27, and the section of Management Discussion and Analysis on page 28 to page 35 of this annual report respectively. The analysis of the Group's performance in the year of 2018 with key financial performance indicators is set out in the section of Financial Review on page 36 to page 44 of this annual report.

The Group firmly believes that sustainability plays an important role in its development and is actively applying its ideas to every detail of the business operations and devoted to delivering a better future for the society and the Company as well. The Group will publish an independent environmental, social and governance report according to Environmental, Social and Governance Reporting Guide as set out in Appendix 27 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

FINANCIAL SUMMARY

The results and summary of assets and liabilities of the Group during the last four financial years are set out on page 19 to page 20 of this annual report. The summary shall not constitute a part of the audited consolidated financial statements.

PURPOSES OF LISTED PROCEEDS

The net proceeds (after deduction of underwriting commission and relevant expenses) from the listing of the Company on the Stock Exchange are approximately RMB538.4 million, which are intended to be used for the purposes set out on the Prospectus. None of the net proceeds from the IPO has been used for any purposes as of the date of this annual report.

MAJOR CUSTOMERS AND SUPPLIERS

Major customers

For the year ended 31 December 2018, the turnover with the top five customers of the Group accounts for 32.5 % of the Group's revenue (2017: 27.3 %), while the turnover with the largest single customer of the Group accounts for 31.8 % of the Group's revenue (2017: 26.7 %).

During the Reporting Period, except Mr. Wang Zhenhua, none of the Directors, or any of their close associates, or any of the Shareholders (who to the best 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.

REPORT OF THE DIRECTORS

主要供應商

截至2018年12月31日止年度，本集團前五名供應商的交易額佔本集團截至2018年12月31日止年度銷售成本的35.2% (2017:35.3%)，而本集團之單一最大供應商的交易額佔本集團總購貨額的22.2% (2017:21.4%)。

於報告期內，除本公司擁有6%股權的江蘇和誠保安服務有限公司外，概無董事、任何彼等的緊密聯繫人或任何股東（據董事所知擁有本公司的已發行股份數目的5%以上）於本集團五大供應商中擁有權益。

物業、廠房及設備

本公司及本集團於截至2018年12月31日止年度期間的物業、廠房及設備變動詳情載於財務報表附註16。

股本

本公司之股本於報告期內的變動詳情載於財務報表附註25。

儲備

本公司及本集團之儲備於截至2018年12月31日止年度期間的變動詳情載於財務報表附註26。

可供分派儲備

於2018年12月31日，本公司可供分派儲備為約689.2百萬元（於2017年12月31日：0元）。

Major suppliers

For the year ended 31 December 2018, the turnover with the top five suppliers of the Group accounts for 35.2 % of the Group's cost of sales for the year ended 31 December 2018 (2017: 35.3 %), while the turnover with the largest single supplier of the Group accounts for 22.2 % of the Group's total procurement (2017: 21.4 %).

During the Reporting Period, except Jiangsu Hecheng Security Services Company Limited in which the Company holds 6% equity, none of the Directors, or any of their close associates, or any of the Shareholders (which to the best knowledge of the Directors own more than 5% of the Company's issued share capital) had any interest in the Group's five largest suppliers.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Company and the Group during the year ended 31 December 2018 are set out on note 16 to the financial statements.

SHARE CAPITAL

Details of movements in the share capital of the Company during the Reporting Period are set out on note 25 to the financial statements.

RESERVES

Details of movements in the reserves of the Company and the Group during the year ended 31 December 2018 are set out on note 26 to the financial statements.

RESERVES AVAILABLE FOR DISTRIBUTION

As of 31 December 2018, the Company's reserves available for distribution amounted to approximately RMB689.2 million (Nil as of 31 December 2017).

董事會報告

REPORT OF THE DIRECTORS

董事

於報告期內及直至本年報日期，董事如下：

執行董事：

戚小明先生
吳倩倩女士
蘭子勇先生

非執行董事：

王振華先生
呂小平先生
陸忠明先生

獨立非執行董事：

張燕女士
朱偉先生
許新民先生

根據組織章程細則第16.2條，董事會有權不時並且在任何時候為填補董事會的臨時職位空缺或為任命新任董事而指定某人為董事。任何以該等方式任命的董事僅能任職至本公司下一屆股東大會召開之前，並合資格可以在該會議上被重新選舉為董事。

因此，戚小明先生、吳倩倩女士、蘭子勇先生、王振華先生、呂小平先生、陸忠明先生、張燕女士、朱偉先生及許新民先生須於股東週年大會上告退，並願意膺選連任。

將於股東週年大會上膺選連任之董事詳情載於將派發予股東之通函。

董事和高級管理層

董事和本公司的高級管理層的履歷詳情載於本年報第45頁至第49頁。

DIRECTORS

During the Reporting Period and as of the date of this annual report, the directors were as follows:

Executive Directors:

Mr. Qi Xiaoming
Ms. Wu Qianqian
Mr. Lan Ziyong

Non-executive Directors:

Mr. Wang Zhenhua
Mr. Lv Xiaoping
Mr. Lu Zhongming

Independent non-executive Directors:

Ms. Zhang Yan
Mr. Zhu Wei
Mr. Xu Xinmin

In accordance with Article 16.2 of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting.

Therefore, Mr. Qi Xiaoming, Ms. Wu Qian Qian, Mr. Lan Ziyong, Mr. Wang Zhenhua, Mr. Lv Xiaoping, Mr. Lu Zhongming, Ms. Zhang Yan, Mr. Zhu Wei, and Mr. Xu Xinmin shall retire from office and have offered themselves for re-election at the AGM.

Details of the retiring Directors to be re-elected at the AGM are set out on the circular to be sent to the Shareholders.

DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the Directors and senior management of the Company are set out on page 45 to page 49 of this annual report.

獨立非執行董事獨立性的確認

本公司已收到各獨立非執行董事根據上市規則第3.13條確認彼等的獨立性，而本公司認為自上市日期起至本年報日期止全體獨立非執行董事均為獨立人士。

董事之服務合同及委聘書

各執行董事與本公司已訂立服務合同，任期自上市日期起計初步為期三年，而相關執行董事或本公司均可向另一方發出不少於三個月的書面通知終止合同。委任執行董事須遵守組織章程細則下的董事退任及輪值告退規定。

各非執行董事及獨立非執行董事與本公司簽訂委聘書，為期三年，自上市日期起計。根據彼等各自的委聘書，各獨立非執行董事有權收取定額董事袍金，而非執行董事無權收取任何酬金。有關委任須遵守組織章程細則及適用上市規則下的董事退任及輪值告退規定。

除上文所披露者外，董事概無與本集團任何成員公司訂立任何服務合同，但不包括於一年內屆滿或可由僱主終止而毋須支付賠償（法定賠償除外）的合同。

董事於重大交易、安排或合約的權益

本公司與王振華先生（亦為控股股東）在2018年12月12日簽署2019年度服務框架協議。該等交易已獲獨立股東於2019年2月15日舉行的股東特別大會上批准。

CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received confirmation of independence from each independent non-executive Director made in accordance with Rule 3.13 of the Listing Rules and the Company considers all independent non-executive Directors to be independent from the Listing Date to the date of this annual report.

DIRECTORS' SERVICE CONTRACTS AND LETTERS OF APPOINTMENT

Each of the executive Directors has entered into a service agreement with the Company with an initial term of three years effective from the Listing Date. Any executive Directors or the Company may terminate the contract by a prior written notice of at least three months. The appointment of an executive Director shall be in accordance with requirements on directors' retirement by rotation under Articles of Association.

Each of the non-executive Directors and independent non-executive Directors has signed a letter of appointment with the Company with a term of three years commencing from the Listing Date. In accordance with their respective letters of appointment, the independent non-executive Directors are entitled to receive a fixed amount of director's emoluments while any non-executive Directors shall not receive any remuneration. Relevant appointment shall be in accordance with the requirements on directors' retirement by rotation under Articles of Association and applicable Listing Rules.

Except for those disclosed above, none of the Directors has entered into any service contracts with any members of the Group, excluding the contracts expiring within a year or may be terminated by the employers without paying any compensation (legal compensations excluded).

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

The Company entered into a service framework agreement for the year of 2019 with Mr. Wang Zhenhua, who is also a controlling Shareholder, on 12 December 2018. Such transaction has been approved by the independent Shareholders at an extraordinary general meeting held on 15 February 2019.

REPORT OF THE DIRECTORS

除上文及本年報「管理層討論及分析」及「董事會報告」項下的「持續關連交易」等章節以及綜合財務報表附註35所載交易、安排或合約外，於上市日期起至2018年12月31日止期間任何時間並無存在由本公司或其任何附屬公司參與訂立的對本集團業務而言屬重大而董事或其關連實體直接或間接於當中擁有重大權益之任何其他交易、安排或合約。

管理合約

於報告期內及直至本年報日期止，本公司並無就有關整體全部或任何重要部份業務的管理及行政工作簽訂或訂有任何合約。

僱員及薪酬政策

於2018年12月31日，本集團在中國合共擁有5,050位全職僱員。截至2018年12月31日止年度的僱員福利費用為約人民幣358.1百萬元，包括(i)工資、薪金及花紅，(ii)退休金成本，(iii)住房公積金、醫療保險及其他社會保險，及(iv)其他僱員福利。

本公司堅持以積極有效的激勵機制為基礎，建立及優化以價值為導向的統一薪酬體系，實現資源優化配置及企業效益最大化；堅持基於崗位價值、能力貢獻及業績差異的市場配置理念；保持薪酬競爭力，吸引、激勵及挽留核心員工。員工薪酬主要包括不同職位的工資、績效工資、津貼及補貼以及社會保險。

Save for the transactions, arrangements or contracts set out above and in the sections titled “Management Discussion and Analysis” and “Continuing Connected Transactions” under “Report of the Directors” of this annual report and note 35 to the financial statements, no other transaction, arrangement or contract that is significant in relation to the Group’s business to which the Company or any of its subsidiaries was a party and in which a person who was a Director or his or her connected entity had, directly or indirectly, a material interest subsisted at any time during the period from the Listing Date to 31 December 2018.

MANAGEMENT CONTRACT

No contracts concerning the management and administration of the whole or any substantial part of the Company’s business were entered into or existed during the Reporting Period and as of the date of this annual report.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2018, the Group had a total of 5,050 full time employees in the PRC. Total employee benefit expenses for the year ended 31 December 2018 amounted to approximately RMB358.1 million, which included (i) wages, salaries and bonuses, (ii) pension costs, (iii) housing funds, medical insurances and other social insurances, and (iv) other employee benefits.

The Company persists in establishing and optimizing a value-oriented unified remuneration system based on a proactive and effective incentive mechanism, materializing optimization of resources allocation and maximization of corporate efficiency; adhering to the philosophy of market allocation based on value of position, contribution in terms of capability and performance difference; maintaining competitiveness of remuneration, attracting, motivating and retaining core staff. Staff remuneration is mainly comprised of wages of different positions, wages in terms of performance, allowances and grants, and social insurance.

董事會報告

REPORT OF THE DIRECTORS

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

有關於報告期內董事及五位最高薪酬人士的薪酬詳情載於財務報表附註8及附註36。

退休及僱員福利計劃

本公司退休及僱員福利計劃詳情載於財務報表附註8。

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

Details of the remunerations of the Directors and five highest paid individuals are set out on note 8 and note 36 to the financial statements.

RETIREMENT AND EMPLOYEE BENEFIT PROGRAMS

The details of the Company's retirement and employee benefit programs are set out on note 8 to the financial statements.

REPORT OF THE DIRECTORS

董事及最高行政人員於股份、相關股份及債權證中擁有的權益及淡倉

於2018年12月31日，董事及本公司最高行政人員於本公司或任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債權證中擁有根據證券及期貨條例（「證券及期貨條例」）第XV部第7及第8分部須知會本公司及聯交所之權益及淡倉（包括其根據證券及期貨條例有關條文被當作或視為擁有之權益及淡倉），或根據證券及期貨條例第352條須載入該條所述之登記冊之權益及淡倉，或根據上市發行人董事進行證券交易的標準守則（「標準守則」）另外須知會本公司及聯交所之權益及淡倉如下：

於本公司普通股之好倉

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

As of 31 December 2018, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (as defined in Part XV of Securities and Futures Ordinance ("SFO")) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of SFO (including interests and short positions which were taken or deemed to have taken under such provisions of SFO), or which were required, pursuant to section 352 of SFO, to be entered into the register maintained by the Company, or which were required to be notified to the Company and the Stock Exchange pursuant to Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") were as follows:

Long position of the Company's ordinary shares

董事姓名	身份及權益性質	所持股份數目	股權概約百分比
Name of Director	Identity and nature of interest	Number of shares held	Approximate percentage of shareholding
王振華（「王先生」） Wang Zhenhua ("Mr. Wang")	全權信託的創始人（附註1） Founder of a discretionary trust (Note 1)	600,000,000	73.17%

附註：

- 王先生為Hua Sheng信託的創始人，據此，Standard Chartered Trust (Cayman) Limited作為信託人通過其受控制法團持有600,000,000股股份的好倉。

Note:

- Mr. Wang is the founder of Hua Sheng Trust, through which, Standard Chartered Trust (Cayman) Limited held long position in 600,000,000 shares through its controlled corporations in its capacity as trustee.

除上文所披露者外，於2018年12月31日，概無董事及本公司最高行政人員於本公司或任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之權益及淡倉（包括其根據證券及期貨條例該等條文被當作或視為擁有之權益及淡倉），或根據證券及期貨條例第352條須載入該條所述之登記冊之權益及淡倉，或根據標準守則須知會本公司及聯交所之權益及淡倉。

Save as disclosed above, as of 31 December 2018, none of the Directors and chief executive of the Company held or was deemed to have any interest or short position in the shares, underlying shares or debentures of the Company or its associated corporations (as defined in Part XV of SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of SFO (including interests and short positions which were taken or deemed to have taken under such provisions of SFO), or which were required, pursuant to Section 352 of SFO, to be entered into the register maintained by the Company, or which were required to be notified to the Company and the Stock Exchange pursuant to Model Code.

REPORT OF THE DIRECTORS

董事購買股份或債權證的權利

除本年報所披露者外，於報告期內，概無任何董事或彼等各自之配偶或未成年子女獲授權透過購入本公司股份或債權證而得益，亦無董事行使任何該等權利，而本公司或其任何控股公司、同系附屬公司及附屬公司概無訂立任何安排，致使董事可取得任何其他公司之該等權利。

主要股東於股份及相關股份中的權益及淡倉

於2018年12月31日，以下人士（董事或本公司最高行政人員除外）於股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部須向本公司及聯交所披露，或須記錄於本公司根據證券及期貨條例第336條須存置的登記冊內的權益或淡倉：

於本公司普通股之好倉

DIRECTOR' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as otherwise disclosed in this annual report, during the Reporting Period, there were no such rights to acquire benefits by means of acquisition of shares or debentures of the Company granted to any Directors or their respective spouse or minor children, or were there any such rights exercised by them, or was the Company or any of its controlled companies, or affiliates and their subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other corporations.

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

As at 31 December 2018, the following persons (other than the Directors or the chief executive of the Company) had interests or short positions in the shares or underlying shares of the Company which were required to be disclosed to the Company and the Stock Exchange in accordance with Divisions 2 and 3 of Part XV of the SFO, or which were required to be entered in the register kept by the Company under section 336 of the SFO:

Long position of the Company's ordinary shares

股東姓名	身份及權益性質	所持普通股股份數目	股權概約百分比
Name of Shareholders	Identity and nature of interest	Number of ordinary shares held	Approximate percentage of shareholding
Infinity Fortune Development Limited	受控法團權益（附註1） Interest in a controlled corporation (Note 1)	600,000,000	73.17%
First Priority Group Limited	受控法團權益（附註1） Interest in a controlled corporation (Note 1)	600,000,000	73.17%
Wealth Zone Hong Kong Investments Limited	受控法團權益（附註2） Interest in a controlled corporation (Note 2)	600,000,000	73.17%
Innovative Hero Limited	實益擁有人（附註3） Beneficial owner (Note 3)	600,000,000	73.17%

董事會報告

REPORT OF THE DIRECTORS

附註：

1. Standard Chartered Trust (Cayman) Limited，作為Hua Sheng信託（由王先生作為財產授予人以其家庭成員作為受益人設立）的受託人通過其代名人Global Nominees Ltd.持有Infinity Fortune Development Limited 100%的已發行股本，而Infinity Fortune Development Limited持有First Priority Group Limited 100%的已發行股本。
2. Wealth Zone Hong Kong Investments Limited乃由First Priority Group Limited全權持有。
3. Innovative Hero Limited乃由Wealth Zone Hong Kong Investment Limited全權持有。

除上文所披露者外，於2018年12月31日，董事或本公司最高行政人員並不知悉任何人士（本公司董事或最高行政人員除外）於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司及聯交所披露，或須記錄於本公司根據證券及期貨條例第336條存置的登記冊內之權益或淡倉。

購股權計劃

股東於2018年10月20日（「採納日期」）以書面形式通過決議案有條件採納本公司的購股權計劃（「購股權計劃」）。購股權計劃之目的是讓本集團向選定參與者授出購股權，作為彼等對本集團所作貢獻的獎勵或回報。有關購股權計劃之進一步詳情，見招股章程「法定及一般資料－購股權計劃」一節。購股權計劃之尚餘有效期約為五年七個月。

截至2018年12月31日，概無根據購股權計劃授出任何購股權。

除上述披露外，本公司概無訂立任何其他購股權計劃。

股票掛鈎協議

除本年報所披露者外，於報告期內，本公司或其任何附屬公司概無訂立或年末存續之股票掛鈎協議。

購買、贖回或出售上市證券

自上市日期起至本年報日期期間，本公司或其任何附屬公司概無購買、出售或贖回任何本公司上市證券。

Notes:

1. Standard Chartered Trust (Cayman) Limited, as trustee of Hua Sheng Trust, which was established by Mr. Wang as settlor in favor of his family members, held, through its nominee, Global Nominees Ltd., 100% of the issued share capital of Infinity Fortune Group Limited, which in turn held 100% of the issued share capital of First Priority Group Limited.
2. Wealth Zone Hong Kong Investments Limited is 100% held by First Priority Group Limited.
3. Innovative Hero Limited is 100% held by Wealth Zone Hong Kong Investments Limited.

Save as disclosed above, and as of 31 December 2018, the Directors and the chief executive of the Company were not aware of any persons (other than the Directors or the chief executive of the Company) who had an interest or short position in the shares or underlying shares of the Company which were required to be disclosed to the Company and the Stock Exchange in accordance with Divisions 2 and 3 of Part XV of the SFO, or which were required to be entered in the register kept by the Company under section 336 of the SFO.

SHARE OPTION SCHEME

The share option scheme (“**Share Option Scheme**”) was conditionally adopted by a written resolution of the Shareholders on 20 October 2018 (“**Adoption Date**”). The purpose of the Share Option Scheme is to enable the Company to grant options to eligible participants as incentives or rewards for their contribution or potential contribution to the Group. For further information regarding the Share Option Scheme, see “Statutory and General Information – Share Option Scheme” of the Prospectus. The remaining life of the Share Option Scheme is around 5 years and 7 months.

As of 31 December 2018, no share option has been granted under the Share Option Scheme.

Save as disclosed above, no other share option schemes were entered into by the Company.

EQUITY-LINKED AGREEMENTS

Save as disclosed in this annual report, no equity-linked agreements were entered into by the Company or any of its subsidiaries during the Reporting Period, or subsisted at the end of the year.

PURCHASE, SALES OR REDEMPTION OF LISTED SECURITIES

During the period from the Listing Date to the date of this annual report, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company’s listed securities.

優先購買權

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

稅項減免

董事並不知悉股東因持有本公司證券而可享受之任何稅項減免。

不競爭契據

為保障本集團免受任何潛在競爭，於2018年10月20日，我們的控股股東以本公司（為其本身及代表本集團所有成員公司）為受益人訂立不競爭契據，據此彼等承諾，彼等不會及概不會促使其聯繫人（本集團任何成員公司除外）在中國或本集團進行業務所在的任何其他地區直接或間接從事與招股章程所述本集團業務直接或間接競爭或可能競爭的任何業務（「**受限制業務**」）。

有關不競爭契據的詳情，請見招股章程內「與控股股東及新城集團的關係」一節中「不競爭契據」。

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

董事於競爭業務的權益

自上市日期起至2018年12月31日期間，概無董事或彼等的聯繫人於任何與本集團業務直接或間接構成競爭或可能構成競爭的業務中擁有任何權益。

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under Articles of Association and Company Law of the Cayman Islands, which would oblige the Company to offer new shares on a pro rata basis to existing Shareholders.

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.

DEED OF NON-COMPETITION

On 20 October 2018, our controlling Shareholders entered into a deed of non-competition in favor of our Company (for itself and on behalf of all members of the Group), pursuant to which they have undertaken that they would not and, would procure none of their associates (other than any member of the Group) to directly or indirectly, engage in any business which competes or is like to compete, directly or indirectly, with the Group's business as described in the Prospectus in the PRC or any other places where the Group carries on business ("**Restricted Business**").

For details regarding deed of no competition, see "Deed of Non-competition" in the section of "Relationship with Our Controlling Shareholders and Future Land Group" in the Prospectus.

Pursuant to the information and confirmation provided or given by the controlling Shareholders, the independent non-executive Directors have reviewed the performance of the deed of non-competition during the Reporting Period and confirmed that the controlling Shareholders have complied with the deed of non-competition.

DIRECTORS' INTEREST IN COMPETING BUSINESS

From the Listing Date to 31 December 2018, none of the Directors or their associates had engaged in or had any interest in any business which competes or may compete with, directly or indirectly, the Group's business.

持續關連交易

本公司在2018年度共簽署4份持續關連交易協議。

1. 日期為2018年5月4日的辦公室租賃協議
(已在招股書披露)

- 交易雙方：西藏新城悅和上海新城創域房地產有限公司(「上海創域」)；
- 關連關係：上海創域為本集團控股股東擁有控制權的另外一個上市公司的子公司；
- 交易目的：辦公室租賃；
- 交易總代價及條款：誠如招股章程所披露，租賃辦公室的期限自2018年1月1日起為期三年，及截至2020年12月31日止三個年度各年，本集團就租賃辦公室應付的最高年度款項總額分別為人民幣1,685,466.80元、人民幣1,685,466.80元及人民幣1,685,466.80元。

於2018年12月14日，西藏新城悅與上海嘉牧投資有限公司(「上海嘉牧」)訂立辦公室租賃協議，據此，與上海創域簽署的辦公室租賃協議已於2018年12月17日終止且不再有效。

CONTINUING CONNECTED TRANSACTIONS

The Company entered into four continuing connected transaction agreements in 2018.

1. Office lease agreement dated 4 May 2018 (disclosed in the Prospectus)

- Counterparties: Tibet Xinchengyue and Shanghai Future Land Chuangyu Real Estate Company Limited (“**Shanghai Chuangyu**”);
- Connected relationship: Shanghai Chuangyu is a subsidiary of another listed company over which the controlling shareholders of the Group have control;
- Transaction purpose: office lease;
- Total transaction price and terms: as disclosed in the Prospectus, the term of the office lease was three years beginning from 1 January 2018 and the maximum aggregate annual amounts payable by the Group in respect of the office lease for each of the three years ending 31 December 2020 are RMB1,685,466.80, RMB1,685,466.80 and RMB1,685,466.80, respectively..

On 14 December 2018, Tibet Xinchengyue and Shanghai Jiamu Investment Co., Ltd (“**Shanghai Jiamu**”) entered to an office lease agreement, pursuant to which the office lease agreement signed with Shanghai Chuangyu was terminated and ceased to have effect on 17 December 2018.

REPORT OF THE DIRECTORS

2. 2018年10月12日與王振華先生訂立的2018年度服務框架協議(已在招股書披露)
- 交易雙方：西藏新城悅和王振華先生；
 - 關連關係：王振華先生是控股股東及非執行董事；
 - 交易目的：就向公司(包括新城發展，其中王振華先生可於股東大會上行使或控制行使30%或以上的投票權)及彼等子公司(「王先生關聯公司」)提供若干物業相關服務簽署年度服務框架協議，並議定有關關連交易的年度上限；
 - 交易總代價及條款：向王先生關聯公司提供物業服務及增值服務，最高總年度交易額為人民幣354百萬元。
2. Service framework agreement with Mr. Wang Zhenhua for the year of 2018 dated 12 October 2018 (disclosed in the Prospectus)
- Counterparties: Tibet Xinchengyu and Mr. Wang Zhenhua
 - Connected relationship: Mr. Wang Zhenhua is a controlling Shareholder as well as a non-executive Director;
 - Transaction purpose: signing an annual services framework agreement in relation to the provision of certain properties related services to companies (including the Future Land Group) in which Mr. Wang Zhenhua can exercise or control the exercise of 30% or more of the voting power at their general meetings and their subsidiaries (“**Mr. Wang's Associated Companies**”), and agreeing on the annual cap on such connected transactions;
 - Total transaction price and terms: providing property services and value-added services for Mr. Wang's Associated Companies, with the maximum aggregate annual transaction amount of RMB354 million.

REPORT OF THE DIRECTORS

3. 日期為2018年12月14日的辦公室租賃協議（詳情可參考本公司2018年12月14日的公告）
- 交易雙方：西藏新城悅和上海嘉牧；
 - 關連關係：上海嘉牧為本集團控股股東擁有控制權的另外一個上市公司的子公司；
 - 交易目的：辦公室租賃；
 - 交易總代價及條款：誠如本公司日期為2018年12月14日的公告所披露，租賃辦公室的期限自2018年12月17日起為期三年，及於2018年12月17日至2018年12月31日止期間、截至2019年12月31日止年度、截至2020年12月31日止年度及於2021年1月1日至2021年12月16日止期間，本集團就租賃辦公室應付的最高年度款項總額分別為人民幣158,014.58元、人民幣1,896,180元、人民幣1,896,180元及人民幣1,896,180元。
3. Office lease agreement dated 14 December 2018 (refer to the Company's announcement on 14 December 2018 for details)
- Counterparties: Tibet Xinchengyue and Shanghai Jiamu;
 - Connected Relationship: Shanghai Jiamu is a subsidiary of another listed company over which the controlling shareholders of the Group have control;
 - Transaction purpose: office lease;
 - Total transaction price and terms: as disclosed in the Company's announcement on 14 December 2018, the term of the office lease was three years beginning from 17 December 2018 and the maximum aggregate annual amounts payable by the Group in respect of the office lease for the period between 17 December 2018 and 31 December 2018, the year ending 31 December 2019, the year ending 31 December 2020, and the period between 1 January 2021 and 16 December 2021 are RMB158,014.58, RMB1,896,180, RMB1,896,180 and RMB1,896,180, respectively.
4. 2018年12月12日與王振華先生簽署的2019年度服務框架協議（「**2019年服務框架協議**」）（詳情可參考2018年12月12日之本公司公告）
- 交易雙方：西藏新城悅和王振華先生；
 - 關連關係：王振華先生是控股股東及非執行董事；
 - 交易目的：就向王先生關聯公司提供若干物業相關服務簽署年度服務框架協議，並議定有關關連交易的年度上限；
 - 交易總代價及條款：為王先生關聯公司提供物業服務及增值服務，最高總年度交易額為人民幣1,180百萬元；
 - 該交易已經本公司獨立股東於2019年2月15日舉行的股東特別大會上投票通過批准。
4. Service framework agreement with Mr. Wang Zhenhua for the year of 2019 dated 12 December 2018 (“**2019 Services Framework Agreement**”) (refer to the Company's announcement on 12 December 2018 for details)
- Counterparties: Tibet Xinchengyu and Mr. Wang Zhenhua
 - Connected relationship: Mr. Wang Zhenhua is a controlling Shareholder as well as a non-executive Director.
 - Transaction purpose: signing an annual services framework agreement in relation to the provision of certain properties related services to Mr. Wang's Associated Companies and agreeing on the annual cap on such connected transactions;
 - Total transaction price and terms: providing property services and value-added services for Mr. Wang's Associated Companies, with the maximum aggregate annual transaction amount of RMB1,180 million;
 - The transaction was approved by the independent Shareholders of the Company at the extraordinary general meeting held on 15 February 2019.

REPORT OF THE DIRECTORS

誠如本公司通函所披露，於2019年1月18日，為確保2019年服務框架協議項下擬進行的交易將按一般商業條款進行，且有關費用將不會降至低於現行市價、當地政府所發出相似類型開發項目的有關服務之指引價格（如適用）及向獨立於本集團的第三方客戶收取的費用，本集團將採取以下措施：

- (i) 本集團的財務部門將負責定期監察2019年服務框架協議項下擬進行的持續關連交易以確保將不會超過年度上限，尤其是，倘訂立任何新的附屬協議將導致合同收入總額超過該財政年度的年度上限，本集團將不再訂立有關協議；
- (ii) 本集團的財務部門將每月進行內部審閱以評估是否已根據2019年服務框架協議的條款及根據上述定價政策提供物業管理服務及增值服務；
- (iii) 在訂立任何附屬協議前，本公司法律部門、財務部門及營運部門等各部門人員將審閱及評估交易的特定條款及條件，以確保其與2019年服務框架協議一致。在該內部審閱過程中，相關人員將審查（其中包括）(a)訂約方的資料；(b)協議期限；(c)本集團根據協議將提供的服務類型及範圍；及(d)合同價格是否符合上述定價政策，以確保本集團各部門的意見（如有）將得到妥善處理；
- (iv) 本公司將委聘其核數師對將根據2019年服務框架協議進行的持續關連交易開展年度審核；及

As disclosed in the Company's circular on 18 January 2019, in order to ensure that the transactions contemplated under the 2019 Services Framework Agreement will be on normal commercial terms, and that the relevant fees will not fall below the prevailing market rate, the guidance price of such services for similar type of development projects issued by the local government (if applicable) and the fees charged to the third party customers independent of the Group, the Group will adopt the following measures:

- (i) the finance department of the Group will be responsible for regular monitoring of the continuing connected transactions contemplated under the 2019 Services Framework Agreement to ensure that the annual cap will not be exceeded, in particular, the Group will cease to enter into any new subsidiary agreement if such will cause the total contractual income to exceed the annual cap for that financial year;
- (ii) internal review will be conducted by the finance department of the Group to assess, on a monthly basis, whether the provision of property management services and value-added services has been made in accordance with the terms of the 2019 Services Framework Agreement and in accordance with the aforesaid pricing policy;
- (iii) prior to entering into any subsidiary agreements, the personnel of various departments including the legal department, finance department and operation department of the Company will review and assess the specific terms and conditions of the transactions to ensure their consistency with the 2019 Service Framework Agreement. During such internal review process, the relevant personnel will examine, among others, (a) information of the parties; (b) the term of the agreement; (c) the type and scope of services to be provided by the Group thereunder; and (d) whether the contract price is in line with the aforesaid pricing policy, in order to ensure comment (if any) from various departments of the Group will be properly addressed;
- (iv) the Company will engage its auditors to conduct an annual review of the continuing connected transactions to be conducted pursuant to the 2019 Services Framework Agreement; and

REPORT OF THE DIRECTORS

(v) 獨立非執行董事將按年度基準審閱將根據2019年服務框架協議進行的持續關連交易並於本公司截至2019年12月31日止年度的年度報告中確認，該等持續關連交易是否於本集團日常業務過程中按一般或更佳商業條款根據2019年服務框架協議進行，條款是否屬公平合理且符合股東的整體利益。

於報告期內，獨立非執行董事已審閱上述非豁免持續關連交易，並確認該等交易已：

- (i) 在本集團之一般及日常業務中訂立；
- (ii) 按照一般商業條款或更佳條款進行；及
- (iii) 根據規管有關交易的相關協議進行，條款屬公平合理，並符合股東的整體利益。

本公司之核數師已就以上本集團於截至2018年12月31日止年度簽訂之持續關連交易執行若干預定的審核程序，並確認彼等並無注意到任何事宜致使其相信持續關連交易：

- (1) 未獲董事會批准；
- (2) 涉及提供商品或服務的交易於所有重大方面並未按照本集團定價政策進行；
- (3) 於所有重大方面並未根據規管該等交易的相關協議條款訂立；及
- (4) 超出招股章程及本公司相關公告所披露截至2018年12月31日止財政年度的相關金額上限（如適用）。

(v) the independent non-executive Directors will review the continuing connected transactions to be conducted pursuant to the 2019 Services Framework Agreement on an annual basis and confirm in the annual report of the Company for the year ending 31 December 2019 whether such continuing connected transactions have been entered into in the ordinary and usual course of business of the Group, on normal commercial terms or better, and in accordance with the 2019 Services Framework Agreement on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

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

- (i) in the ordinary and usual course of business of the Group;
- (ii) on normal commercial terms or better; and
- (iii) according to the relevant agreements governing such transactions on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

The Company's auditor has carried out a number of scheduled auditing procedures for the continuing connected transactions entered into by the Group during the year ended 31 December 2018 and confirmed that nothing has come to their attention that caused them to believe the continuing connected transactions:

- (1) have not been approved by the Board;
- (2) were not, in all material respects, in accordance with the pricing policies of the Group for transactions involving the provision of goods or services;
- (3) were not entered into, in all material respects, in accordance with the terms of the relevant agreements governing the transactions; and
- (4) have exceeded the relevant cap amounts disclosed in the Prospectus and the relevant announcements of the Company, where applicable, for the financial year ended 31 December 2018.

董事會報告

REPORT OF THE DIRECTORS

財務報表附註35所述關聯方交易，並不構成上市規則第十四A章所界定的本公司關連交易或持續關連交易。

除本年報所披露者外，於報告期內，本公司概無根據上市規則第十四A章項下有關關連交易披露的條文而須予披露的關連交易或持續關連交易。

慈善捐款

於報告期內，本集團並無作出慈善捐款及其他捐獻。

重大法律訴訟

於報告期內，本公司不存在涉及任何重大法律訴訟或仲裁。就董事所知，也不存在任何尚未完結或對本公司存在威脅性的重大法律訴訟或索賠。

獲准許的彌償條文

於報告期內及直至本年報日期止，均無曾經或現有生效的任何獲准許的彌償條文惠及董事（不論是否由本公司或其他訂立）或其有聯繫公司的任何董事（如由本公司訂立）。本公司已為董事及高級人員安排適當的董事及高級人員責任保險。

重大收購及出售事項

於截至2018年12月31日止年度，本公司概無重大收購及出售聯營公司及合營企業的事項。

審核委員會

本公司的審核委員會（「**審核委員會**」）已與管理層及本公司外聘審計師共同審閱本集團所採納的會計原則及慣例，以及截至2018年12月31日止年度經審核綜合財務報表。

The related-party transactions set out in note 35 to the financial statements did not constitute the connected transactions or continuing connected transactions of the Company defined in Section 14A of Listing Rules.

Save as disclosed in this annual report, during the Reporting Period, the Company has not involved in any connected transactions or continuing connected transactions subject to disclosure pursuant to the provisions regarding disclosure of connected transactions set out in Section 14A of Listing Rules.

CHARITABLE DONATIONS

During the Reporting period, the Group made no charitable and other donations.

MATERIAL LEGAL ACTIONS

During the Reporting Period, the Company was not involved in any material legal actions or arbitrations. To the best knowledge of the Directors, the Company was not involved in any unsettled material legal actions or claims or in any such material legal actions or claims that might threaten the Company.

PERMITTED INDEMNITY CLAUSES

During the Reporting Period and as of the date of this annual report, no former or current permitted indemnity clauses have benefited the directors (whether entered into by the Company or others) or any directors of their affiliated companies (if entered into by the Company). The Company has arranged appropriate insurance covering director and officer liabilities for its Directors and officers.

MATERIAL ACQUISITIONS AND DISPOSALS

During the year ended 31 December 2018, the Company has no material acquisitions and disposals of subsidiaries, associates and joint ventures.

AUDIT COMMITTEE

The Company's audit committee ("**Audit Committee**"), together with the management and external auditors, has audited the accounting principles and practices adopted by the Group and the audited consolidated financial statements for the year ended 31 December 2018.

董事會報告

REPORT OF THE DIRECTORS

企業管治

本公司致力維持高水準之企業管治常規。有關本公司所採納之企業管治常規資料載於本年報第69頁至第92頁之企業管治報告。

上市規則下的披露責任

根據上市規則第13.20、13.21及13.22條，本公司並無任何披露責任。

公眾持有量

根據本公司可公開獲取的資料及據董事所深知、盡悉及確信，本公司已於上市日期起至本年報日期止之整個期間維持聯交所批准及上市規則允許的充足公眾持股量。

核數師

羅兵咸永道會計師事務所獲委任為截至2018年12月31日止年度的核數師。羅兵咸永道會計師事務所已審核隨附的財務報表，該等報表按國際財務報告準則編製。

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

承董事會命

董事長
執行董事
首席執行官
戚小明
香港，2019年3月8日

CORPORATE GOVERNANCE

The Company is committed to maintaining high standards of corporate governance practices. The information regarding the corporate governance practices adopted by the Company is set out in the corporate governance report on page 69 to 92 of this annual report.

DISCLOSURE OBLIGATIONS PURSUANT TO THE LISTING RULES

The Company does not have any disclosure obligations under Rules 13.20, 13.21 and 13.22 of the Listing Rules.

PUBLIC FLOAT

Based on the information publicly available to the Company and to the best knowledge of the Directors, the Company has maintained a sufficient public float approved by the Stock Exchange and allowed by Listing Rules during the period from the Listing Date to the date of this annual report.

AUDITOR

PricewaterhouseCoopers has acted as auditor of the Company for the year ended 31 December 2018. PricewaterhouseCoopers has audited the attached financial statements, which were prepared pursuant to International Financial Reporting Standards.

PricewaterhouseCoopers shall retire in the forthcoming annual general meeting and, being eligible, will offer themselves for re-appointment. A resolution for the re-appointment of PricewaterhouseCoopers as the auditor of the Company will be proposed at the forthcoming annual general meeting.

On behalf of the Board

Qi Xiaoming
Chairman
Executive Director
Chief Executive Officer
Hong Kong, 8 March, 2019

企業管治報告

CORPORATE GOVERNANCE REPORT

董事會欣然呈列本公司自上市日期起至2018年12月31日止期間（「**相關期間**」）之企業管治報告。

企業管治常規

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

董事會

責任

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

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

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

The Board is pleased to present this corporate governance report for the period from the Listing Date to 31 December 2018 (“**Relevant Period**”).

CORPORATE GOVERNANCE PRACTICES

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

THE BOARD

Responsibilities

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

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

The Company has arranged appropriate liability insurance covering any legal actions against the Directors. The insurance coverage will be reviewed on an annual basis.

董事會組成

於本年報日期，董事會由3名執行董事、3名非執行董事及3名獨立非執行董事組成，詳情如下：

執行董事：

戚小明先生
吳倩倩女士
蘭子勇先生

非執行董事：

王振華先生
呂小平先生
陸忠明先生

獨立非執行董事：

張燕女士
朱偉先生
許新民先生

董事履歷載於本年報之「董事及高級管理層」一節。

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

本公司亦已遵守上市規則第3.10A條有關委任至少佔董事會成員人數三分之一的獨立非執行董事的規定。

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

Board composition

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

Executive Directors:

Mr. Qi Xiaoming
Ms. Wu Qianqian
Mr. Lan Ziyong

Non-executive Directors:

Mr. Wan Zhenhua
Mr. Lv Xiaoping
Mr. Lu Zhongming

Independent non-executive Directors:

Ms. Zhang Yan
Mr. Zhu Wei
Mr. Xu Xinmin

The biographies of the Directors are set out under the section headed “Directors and Senior Management”.

During the Relevant Period, the Board had met the requirements of Rules 3.10 (1) and 3.10 (2) of the Listing Rules regarding the appointment of at least three independent non-executive Directors (among which, at least one independent non-executive Director shall possess appropriate professional qualifications or accounting or related financial management expertise).

The Company has also met Rule 3.10A of the Listing Rules regarding the appointment of independent non-executive Directors representing at least one-third of the Board.

The Company believes that a diversified board of Directors is beneficial to the Company's performance. Therefore, the Company has adopted a board diversity policy, specifying that the diversification of the Board members will be considered in multiple respects while determining the composition of the Board, including (but not limited to) age, cultural and educational background, professional experience, skills and knowledge. All appointments of the Board will be based on the principle of “the best person for the job” and take into account of objective conditions and the benefits of a diversified Board in selection of candidates. The summary of the board diversity policy is as follows:

1. 政策願景：

本公司明白董事會成員多元化對提升公司的表現素質裨益良多。觀念、背景、思維方式及工作方法等方面的差異能為我們的利益相關者創造價值，尤其是對我們的客戶、股東、僱員及我們所管理的社區。

2. 可計量目標

甄別董事是以一系列多元化範疇為基準，本公司承諾在各方面落實機會均等政策，不會因性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期或其他因素而產生歧視。

3. 監察及匯報

提名委員會將於每年在載列於年報中的企業管治報告內匯報董事會在多元化層面的組成，並監察本政策的執行。

為落實董事會多元化政策，下列可計量目標已獲採納：

1. 董事會由九名董事組成，其中兩名為女性；及
2. 董事會成員擁有不同的文化及教育背景；某些董事還獲得了多樣的專業資質。

1. *Policy vision*

The Company understands that a diversified Board is beneficial to the improvement of the Company's performance. The differences in ideas, background, ways of thinking and working methods may create values for our stakeholders, particularly for our customers, Shareholders, employees and the communities managed by us.

2. *Measurable targets*

The screening of Directors is based on a series of diversified categories. The Company undertakes to implement the policy of equal opportunity for all in all respects, without discrimination due to gender, age, cultural and educational background, race, professional experience, skills, knowledge and service term or other factors.

3. *Supervision and report*

The Nomination Committee will report the composition of the Board in terms of diversification in the corporate governance report of the annual report and supervise the implementation of the policy.

For the purpose of implementation of the board diversity policy, the following measurable objectives were adopted:

1. The Board comprises nine Directors, two of which are female; and
2. The members of the Board have different cultural and educational background; some of them have obtained diversified professional qualifications.

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

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

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

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

Each of the independent non-executive Directors has confirmed his/her independence pursuant to Rule 3.13 of the Listing Rules. Therefore, the Company considers all independent non-executive Directors to be independent.

Save as disclosed in the biographies of Directors in the section of “Directors and Senior Management” of this annual report, no Directors have any personal relations (including financial, business, family or other material relations/correlations) with any other Directors or the chief executive.

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

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

入職及持續專業發展

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

本公司鼓勵全體董事進行持續專業發展，藉此發展及更新其知識及技能。本公司聯席公司秘書不時更新及提供有關董事角色、職能及職責的書面培訓材料。

根據董事提供的資料，於截至2018年12月31日止年度期間，董事接受的培訓概述如下：

Induction and continuous professional development

All newly appointed Directors will be provided with necessary induction training and information to ensure that they have a proper understanding of the Company's operations and businesses as well as their responsibilities under relevant statutes, laws, rules and regulations. The Company also arranges regular seminars to provide all Directors with updates on latest development and changes in the Listing Rules and other relevant legal and regulatory requirements from time to time. The Directors are also provided with regular updates on the Company's performance, position and prospects to enable the Board as a whole and each Director to discharge their duties.

The Company encourages all Directors to seek continuous professional development and thus develop and update their knowledge and skills. The joint company secretaries, from time to time, update and provide written training materials relating to the roles, functions and duties of directors.

According to the information provided by the Directors, they have accepted the training as follows during the year ended 31 December 2018:

持續專業發展課程性質
Nature of courses for
continuous professional
development

董事姓名	Name of Directors	
戚小明先生	Mr. Qi Xiaoming	A, B
吳倩倩女士	Ms. Wu Qianqian	A, B
蘭子勇先生	Mr. Lan Ziyong	A, B
王振華先生	Mr. Wang Zhenhua	A, B
呂小平先生	Mr. Lv Xiaoping	A, B
陸忠明先生	Mr. Lu Zhongming	A, B
張燕女士	Ms. Zhang Yan	A, B
朱偉先生	Mr. Zhu Wei	A, B
許新民先生	Mr. Xu Xinmin	A, B

附註：

A: 參加律師所提供的培訓、與公司業務有關的培訓

B: 閱讀多種類別議題的材料，議題包括企業管治、董事職責、上市規則及其他相關法例

Notes:

A: Attend training courses provided by law firms and related to the Company's business.

B: Read documents covering a wide range of topics, including corporate governance, director responsibilities, Listing Rules and other relevant laws and regulations.

主席及首席執行官

根據企業管治守則之守則條文第A.2.1條，董事會主席及首席執行官角色應予以區分及由不同人士擔任。

戚小明先生為本公司的董事長兼首席執行官，負責本集團的整體管理並指導本集團的戰略發展和業務計劃。鑑於本集團的發展現狀，董事會認為董事長及首席執行官兩個職位由同一人擔任可為本公司提供強大一致的領導，有利於本集團業務策略的實施及執行。儘管如此，我們將根據當時情況不時檢討架構。董事會將繼續評估有關情況，並在慮及本集團屆時的整體狀況後考慮於適當時候分離董事長與首席執行官的角色。

董事的委任及重選連任

各執行董事與本公司已訂立服務合同，任期自上市日期起計初步為期三年，而相關執行董事或本公司均可向另一方發出不少於三個月的書面通知終止合同。

各非執行董事及獨立非執行董事與本公司簽訂委聘書，為期三年，自上市日期起計。根據彼等各自的委聘書，各獨立非執行董事有權收取定額董事袍金，而非執行董事無權收取任何酬金。

除上文所披露者外，董事概無與本集團任何成員公司訂立任何服務合同，但不包括於一年內屆滿或可由僱主終止而毋須支付賠償（法定賠償除外）的合同。

Chairman and chief executive officer

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

Mr. Qi Xiaoming is the chairman and chief executive officer of the Company, is responsible for the overall management of the Group and guides the Group's strategic development and business plans. Considering the Group's current development status, the Board believes that the structure of the same person holding the two positions of chairman and chief executive officer can provide the Company with a strong and consistent leadership and benefit the implementation and execution of the Group's business strategies. Nonetheless, we will review the structure from time to time based on the circumstances at that time. The Board will continue to evaluate relevant situations and separate the two roles of chairman and chief executive officer at a proper time taking into account the Group's overall status.

Appointment and re-election of Directors

Each of the executive Directors has entered into a service agreement with the Company with an initial term of three years effective from the Listing Date. The respective executive Directors or the Company may terminate the contract by serving not less than three months' written notice to the other party.

Each of the non-executive Directors and independent non-executive Directors has signed a letter of appointment with the Company with a term of three years commencing from the Listing Date. In accordance with their respective letters of appointment, each of the independent non-executive Directors is entitled to receive a fixed amount of director's emoluments while the non-executive Directors shall not receive any remuneration.

Except for those disclosed above, none of the Directors has entered into any service contracts with any members of the Group, excluding the contracts expiring within a year or may be terminated by the employers without paying any compensation (legal compensations excluded).

根據組織章程細則，於每屆股東週年大會上，當時為數三分之一的董事（或如董事人數並非三（3）的倍數，則須為最接近但不少於三分之一的董事人數）須輪值退任，每位董事須至少每三年在股東週年大會上輪值退任一次。獲董事會委任以填補董事會的臨時空缺或作為新任董事之董事，須於委任後的下一次股東大會上由股東重選為董事。

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

董事會會議

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

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

董事會會議及委員會會議的會議紀錄會詳盡記錄董事會及董事會委員會所考慮的事宜及所達致的決定，包括董事提出的任何問題。各董事會會議及董事會委員會會議的會議紀錄草擬本會於會議舉行的合理時間內寄送至各董事，以供彼等考慮。董事會會議的會議紀錄公開供所有董事查閱。

In accordance with the Articles of Association, one-third of the Directors (or the nearest number but no less than one-third of the Directors, if the number of Directors is not a multiple of three (3)) are subject to retirement by rotation at each annual general meeting and each Director shall retire by rotation at least once every three years at an annual general meeting. Any Director newly appointed by the Board to fill a causal vacancy of the Board or serve as a new Director shall submit himself/herself for election by Shareholders at the next general meeting after appointment.

The procedures and process of appointment, re-election and removal of Directors are set out in the Articles of Association. The Nomination Committee is responsible for reviewing the Board composition and offering proposals regarding the appointment, re-election and succession plans of Directors to the Board.

Board meetings

The Company will adopt the practice of holding Board meetings regularly, at least four times a year, and at approximately one time each quarter. Notices of not less than fourteen days are given for all regular Board meetings to provide all Directors with an opportunity to attend regular meetings and discuss the matters on the agenda.

For other Board and Board Committees meetings, reasonable notices will be given. The agenda and accompanying Board papers are dispatched to the Directors or Board Committees members at least three days before the meetings to ensure that they have sufficient time to review the papers and be adequately prepared for the meetings. When any Directors or Board Committees members are unable to attend a meeting, they will be advised of the matters to be discussed and given an opportunity to make their views known to the Chairman prior to the meeting. Minutes of meetings are kept by the joint company secretaries with copies circulated to all Directors for information and records.

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

於相關期間內，董事會曾舉行三次董事會會議，並無召開股東大會。個別董事出席董事會會議的情況載於下表：

During the Relevant Period, the Board held three Board meetings and no general meeting was held. Information regarding the attendance of Board meetings by individual Directors is as follows:

董事	Directors	已出席董事會次數／ 應出席董事會次數 Number of attendance/ number of attendance required
戚小明先生	Mr. Qi Xiaoming	3/3
吳倩倩女士	Ms. Wu Qianqian	3/3
蘭子勇先生	Mr. Lan Ziyong	3/3
王振華先生	Mr. Wang Zhenhua	2/3
呂小平先生	Mr. Lv Xiaoping	3/3
陸忠明先生	Mr. Lu Zhongming	3/3
張燕女士	Ms. Zhang Yan	3/3
朱偉先生	Mr. Zhu Wei	3/3
許新民先生	Mr. Xu Xinmin	3/3

董事進行證券交易的標準守則

本公司已採納標準守則作為其自身有關董事進行證券交易的行為守則。經向全體董事作出具體查詢後，各董事已確認，彼等於相關期間內一直遵守標準守則所載的標準規定。

Model code for securities transactions by directors

The Company has adopted the Model Code as its own code of conduct regarding Directors' securities transactions. Having made specific inquiries with all the Directors, each of the Directors has confirmed that he/she has complied with the Model Code during the Relevant Period.

董事會的授權

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

Delegation by the Board

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

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

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

企業管治職能

董事會確認，企業管治應屬董事的共同責任，彼等的企業管治職能包括：

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

Corporate governance functions

The Board recognizes that corporate governance should be the collective responsibility of the Directors and their corporate governance functions include:

- (a) to review and monitor the Company's policies and practices on compliance with laws and regulatory requirements;
- (b) to review and monitor the training and continuous professional development of the Directors and senior management;
- (c) to develop, review and monitor the code of conduct and compliance manuals applicable to the employees and Directors;
- (d) to develop and review the Company's policies and practices on corporate governance and offer proposals and report relevant matters to the Board;
- (e) to review the Company's compliance with the corporate governance rules and disclosure in its corporate governance reports; and
- (f) to review and monitor the Company's compliance with its whistle-blowing policy.

董事會委員會

審核委員會

審核委員會現由非執行董事陸忠明先生以及獨立非執行董事張燕女士及朱偉先生組成。張燕女士為審核委員會的主席。

根據上市規則第3.21條，發行人審核委員會須包括最少三名成員並僅由非執行董事組成，而當中最少一名為具上市規則第3.10(2)條規定之合適資格或會計或相關財務管理專長之獨立非執行董事。董事確認，本公司已於截至2018年12月31日止年度遵守有關規定。

審核委員會的主要職責如下：

與外聘核數師的關係

- (a) 擔任本公司與外聘核數師的主要代表，負責監察兩者之間的關係，及主要負責就外聘核數師的委任、重新委任及罷免向董事會提供建議、批准外聘核數師的薪酬及聘用條款，及處理任何有關其辭任或罷免的問題；
- (b) 與本集團管理層、外聘核數師及內部核數師（倘本公司設有內部審核職能）審閱本集團有關內部監控（包括財務、營運及合規監控）的政策及制度、風險管理系統是否足夠，以及在提交董事會批審前審閱本公司董事擬載於年度賬目內的任何聲明；
- (c) 在審核展開前，(i)按適用的標準檢討及監察外聘核數師是否獨立客觀及核數程序是否有效；及(ii)與外聘核數師討論審核的性質及範圍，以及申報責任。審核委員會應於審核展開前先與核數師討論審核的性質及範圍以及申報責任；

BOARD COMMITTEES

Audit committee

The Audit Committee currently comprises Mr. Lu Zhongming, our non-executive Director, and Ms. Zhang Yan and Mr. Zhu Wei, our independent non-executive Directors. Ms. Zhang Yan is the chairman of the Audit Committee.

Pursuant to Rule 3.21 of the Listing Rules, the audit committee of an issuer must comprise a minimum of three members, comprising non-executive directors only, and at least one of them is an independent non-executive director with appropriate qualifications or accounting or related financial management expertise as required under Rule 3.10(2) of the Listing Rules. Our Directors confirm that we had complied with such requirements during the year ended December 31, 2018.

The main duties of the Audit Committee include the following:

Relations with external auditor

- (a) to act as the key representative body for overseeing the Company's relations with the external auditor and be primarily responsible for making recommendations to the Board on the appointment, reappointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal;
- (b) to review with the Group's management, external auditor and internal auditor, where an internal audit function exists in the Company, the adequacy of the Group's policies and system regarding internal controls (including financial, operational and compliance controls), risk management system and any statement by the directors of the Company to be included in the annual accounts prior to endorsement by the Board;
- (c) before audit commencement (i) to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards; and (ii) to discuss with the external auditor the nature and scope of the audit and reporting obligation. The Audit Committee should discuss with the auditor the nature and scope of the audit and reporting obligations before the audit commences;

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| <p>(d) 就外聘核數師提供非核數服務制定政策，並予以執行。就此而言，「外聘核數師」包括與負責核數的公司處於同一控制權、所有權或管理權之下的任何實體，或一個合理知悉所有有關資料的第三方，在合理情況下會斷定該實體屬於該負責核數的公司的本土或國際業務的一部分的任何實體。審核委員會應就任何須採取行動或改善的事項向董事會報告並提出建議；</p> <p>(e) 應每年向外聘核數師就其如何保持獨立性及監察合規的政策及程序提供所需資料，包括提供非核數服務及關於核數師合夥人及僱員輪流退任的要求；</p> <p>(f) 評估外聘核數師所得到的配合，包括有否獲得其要求提供的所有記錄、數據及資料；取得本公司管理層對有關外聘核數師回應本集團需要的意見；查詢外聘核數師曾否與本公司管理層有任何意見分歧，以致若無法圓滿解決，會導致外聘核數師就本集團的財務報表發出具保留意見的報告；</p> | <p>(d) to develop and implement policy on engaging an external auditor to supply non-audit services. For this purpose, “external auditor” includes any entity that is under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party knowing all relevant information would reasonably conclude as part of the audit firm nationally or internationally. The Audit Committee should report to the Board, identifying and making recommendations on any matters where action or improvement is needed;</p> <p>(e) to seek from the external auditor, on an annual basis, information about policies and processes for maintaining independence and monitoring compliance with relevant requirements, including provision of non-audit services and requirements regarding rotation of audit partners and staff;</p> <p>(f) to evaluate the cooperation received by the external auditor, including their access to all requested records, data and information; obtain the comments of management of the Company regarding the responsiveness of the external auditor to the Group’s needs; inquire of the external auditor as to whether there have been any disagreements with management of the Company which if not satisfactorily resolved would result in the issue of a qualified report on the Group’s financial statements;</p> |
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審閱財務資料

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| <p>(g) 審閱及監察本公司財務報表、年報及賬目、半年度報告及（若擬刊發）季度報告的完整性，並審閱其中所載的重大財務申報判斷。於呈交董事會前對該等報告進行審閱時，審核委員會應尤其集中於：</p> <p>(i) 會計政策及實務的任何更改；</p> <p>(ii) 涉及重要判斷的地方；</p> <p>(iii) 因審核而出現的重大調整；</p> <p>(iv) 企業持續經營的假設及任何保留意見；</p> | <p><i>Review of financial information</i></p> <p>(g) to review and monitor the integrity of the Company’s financial statements and annual reports and accounts, half-year reports and, if prepared for publication, quarterly reports, and to review significant financial reporting judgments contained in them. In reviewing these reports before submission to the Board, the Audit Committee should focus particularly on:</p> <p>(i) any changes in accounting policies and practices;</p> <p>(ii) major judgmental areas;</p> <p>(iii) significant adjustments resulting from the audit;</p> <p>(iv) the going concern assumptions and any qualifications;</p> |
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| <p>(v) 任何保留意見；</p> <p>(vi) 是否遵守會計準則；及</p> <p>(vii) 是否遵守有關財務申報的上市規則及法律規定；</p> <p>(h) 就上述(g)段而言：(i)審核委員會成員應與董事會及高級管理層聯絡，而審核委員會須至少每年與本公司的核數師開會兩次；及(ii)審核委員會應考慮該等報告及賬目中所反映或需反映的任何重大或不尋常事項，並應適當考慮任何由本公司負責會計及財務申報職能的人員、合規顧問或核數師提出的任何事宜；</p> | <p>(v) sand any qualifications;</p> <p>(vi) compliance with accounting standards; and</p> <p>(vii) compliance with the Listing Rules and legal requirements in relation to financial reporting;</p> <p>(h) in relation to paragraph (g) above: (i) members of the Audit Committee should liaise with the Board and the senior management and the Audit Committee must meet, at least twice a year, with the Company's auditor; and (ii) the Audit Committee should consider any significant or unusual items that are, or may need to be, reflected in such reports and accounts and should give due consideration to any matters that have been raised by the Company's staff responsible for the accounting and financial reporting function, compliance officer or auditor;</p> |
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監管財務申報制度、風險管理及內部監控系統

Oversight of financial reporting system, risk management and internal control systems

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| <p>(i) 檢討本公司的財務監控，以及（除非有另設的董事會轄下風險委員會又或董事會本身會明確處理）檢討本公司的風險管理及內部監控系統；</p> <p>(j) 與管理層討論風險管理及內部監控系統，確保管理層已履行其職責建立有效的系統。討論內容應包括本公司在會計及財務申報職能方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算又是否充足；</p> <p>(k) 主動或應董事會的委派，就有關風險管理及內部監控事宜的重要調查結果及管理層對調查結果的回應進行研究；</p> <p>(l) 如本公司設有內部審核功能，確保內部及外聘核數師的工作得到協調，也須確保內部審核功能在本公司內部有足夠資源運作，並且有適當的地位，以及檢討及監察其成效；</p> | <p>(i) to review the Company's financial controls, and unless expressly addressed by a separate Board risk committee, or by the Board itself, to review the Company's risk management and internal control systems;</p> <p>(j) to discuss with the risk management and internal control systems with the management to ensure that management has performed its duty to have effective systems. This discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function;</p> <p>(k) to consider major investigation findings on risk management and internal control matters as delegated by the Board or on its own initiative and management's response to these findings;</p> <p>(l) where an internal audit function exists, to ensure co-ordination between the internal and external auditor, and to ensure that the internal audit function is adequately resourced and has the appropriate standing within the Company, and to review and monitor its effectiveness;</p> |
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| (m) 檢討本集團的財務及會計政策及實務； | (m) to review the Group's financial and accounting policies and practices; |
| (n) 與外聘核數師商討審核所引伸的任何建議（如有需要可在無本公司管理層參與的情況下進行）；及檢查外聘核數師給予管理層的函件、核數師就會計紀錄、財務賬目或監控系統向管理層提出的任何重大疑問及管理層作出的回應； | (n) to discuss with the external auditor any recommendations arising from the audit (if necessary in the absence of management of the Company); and to review the external auditor's management letter, any material queries raised by the auditor to management about accounting records, financial accounts or systems of control and management's response; |
| (o) 確保董事會及時回應於外聘核數師給予管理層的函件中提出的事宜； | (o) to ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter; |
| (p) 就上市規則附錄十四守則條文第C.3.3條所載的事宜向董事會匯報； | (p) to report to the Board on the matters in the code provision C.3.3 as set out in Appendix 14 to the Listing Rules; |
| (q) 檢討本公司設定的以下安排：本公司僱員可暗中就財務申報、內部監控或其他方面可能發生的不正當行為提出關注。審核委員會應確保有適當安排，讓本公司對此等事宜作出公平獨立的調查及採取適當後續行動；及 | (q) to review arrangements employees of the Company can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters and to ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action; and |
| (r) 擔任本公司與外聘核數師之間的主要代表，負責監察二者之間的關係； | (r) to act as the key representative body for overseeing the Company's relations with the external auditor; |
| 其他 | Others |
| (s) 檢討本公司進行的持續關連交易及確保與股東所批准的條款相符； | (s) to review continuing connected transactions of the Company and ensure compliance with terms of approval by Shareholders; |
| (t) 於提交董事會批准前審閱陳述書擬稿； | (t) to review the draft representation letter prior to approval by the Board; |
| (u) 就任何適當擴充或更改審核委員會職責向董事會提出建議； | (u) to recommend to the Board any appropriate extensions to, or changes, in the duties of the Audit Committee; |
| (v) 審查就任何懷疑不誠實行為或不合規情況、內部監控缺失或涉嫌違反法律、規則及規例的情況作出的內部調查的結果及管理層對該結果的回應； | (v) to review the findings of internal investigations and management's response into any suspected frauds or irregularities or failures of internal controls or infringements of laws, rules and regulations; |
| (w) 履行上述職責時知會董事會任何重大進展； | (w) to apprise the Board of significant developments in the course of performing the above duties; |

- (x) 考慮由董事會不時決定的該等其他事宜；及
- (y) 制定舉報政策及系統，讓僱員及其他與本公司有往來者可暗中向審核委員會提出其對任何可能關於本公司的不當事宜的關注。

審核委員會的書面職權範圍於聯交所及本公司網站可供查閱。

由於本公司於2018年11月6日才於聯交所上市，所以審核委員會於相關期間內並未有召開任何會議。

提名委員會

提名委員會現由獨立非執行董事許新民先生及張燕女士以及非執行董事呂小平先生組成。許新民先生為提名委員會的主席。

提名委員會的主要職責如下：

- (a) 至少每年一次定期檢討董事會的結構、規模及組成（包括技能、知識及經驗），並就任何為配合本公司的公司策略而擬對董事會作出的變動提出建議；
- (b) 物色具備合適資格可擔任董事會成員的人士，並挑選提名有關人士出任董事或就此向董事會提供意見；
- (c) 評估獨立非執行董事的獨立性，以釐定彼等的資格；
- (d) 就董事的委任或重新委任以及董事（尤其是主席及行政總裁）的繼任計劃向董事會提供建議；

- (x) to consider such other matters as the Board may from time to time determine; and
- (y) to establish a whistleblowing policy and system for employees and those who deal with the Company to raise concerns, in confidence, with the Committee about possible improprieties in any matter related to the Company.

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

As the Company was listed on 6 November 2018, the Audit Committee did not convene any meetings during the Relevant Period.

Nomination committee

The Nomination Committee currently comprises Mr. Xu Xinmin and Ms. Zhang Yan, our independent non-executive Directors and Mr. Lv Xiaoping, our non-executive Director. Mr. Xu Xinmin is the chairman of the Nomination Committee.

The principal duties of the Nomination Committee include the following:

- (a) review the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (b) identify individuals who are suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (c) assess the independence of independent non-executive Directors to determine their eligibility;
- (d) make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman and the chief executive officer;

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| <p>(e) 制定物色及評核董事候選人資格標準及評估董事候選人的條件，包括但不限於評估董事會的技能、知識和經驗的平衡，並按評估結果，就個別委任編製角色及所需能力的說明；</p> <p>(f) 制定有關董事會成員多元化的政策、檢討政策及該政策所制定的目標的執行進度，並於每年的企業管治報告內披露其政策或政策摘要；</p> <p>(g) 持續檢討本公司的領導層需要（包括執行及非執行董事），確保本公司保持有效市場競爭力；</p> <p>(h) 全面掌握對本公司及其業務所在市場有影響的最新策略事宜和商業轉變；</p> <p>(i) 確保非執行董事獲委任加入董事會時收到正式委任函，當中列明董事會對彼等付出的時間、在委員會的服務，以及參與董事會會議以外的活動的期望；</p> <p>(j) 檢討及評核本公司企業管治指引是否足夠，並就任何建議變動向董事會提出建議以供審批；</p> <p>(k) 採取任何行動使提名委員會可履行董事會賦予的權力及職能；及</p> <p>(l) 符合董事會不時指定或本公司章程不時所載或法例不時所定的任何要求、指示及規例。</p> | <p>(e) develop the criteria for identifying and assessing the qualifications of and evaluating candidates for directorship, including but not limited to evaluating the balance of skills, knowledge and experience on the Board, and in the light of this evaluation prepare a description of the role and capabilities required for a particular appointment;</p> <p>(f) develop policy concerning diversity of Board members, review the policy and the progress on achieving the objectives set for implementing the policy and should disclose the policy or a summary of the policy in the corporate governance report annually;</p> <p>(g) keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;</p> <p>(h) keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;</p> <p>(i) ensure that on appointment to the Board, non-executive Directors receive a formal letter of appointment setting out clearly the expectations of them in terms of time commitment, committee service and involvement outside Board meetings;</p> <p>(j) review and assess the adequacy of the corporate governance guidelines of the Company and to recommend any proposed changes to the Board for approval;</p> <p>(k) do any such things to enable the Nomination Committee to discharge its powers and functions conferred on it by the Board; and</p> <p>(l) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Company's constitution or imposed by legislation.</p> |
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提名委員會按誠信、經驗、技能以及為履行職責所付出之時間及努力等標準評估候選人或在任人。提名委員會之建議將於其後提交董事會以作決定。提名委員會的書面職權範圍於聯交所及本公司網站可供查閱。

The Nomination Committee will assess the candidates or incumbents on criteria such as integrity, experience, skills and ability to commit time and efforts to carry out duties and responsibilities. The recommendations will then be submitted to the Board for decision. The written terms of reference of Nomination Committee are available on the websites of the Stock Exchange and the Company.

由於本公司於2018年11月6日才於聯交所上市，所以提名委員會於相關期間內並未有召開任何會議。

薪酬委員會

薪酬委員會現由獨立非執行董事朱偉先生及許新民先生以及執行董事戚小明先生組成。朱偉先生為薪酬委員會的主席。

薪酬委員會的主要職責如下：

- (a) 就本公司全體董事及高級管理層的薪酬政策及結構以及就設立正規而具透明度的程序制訂薪酬政策，向董事會提供建議；
- (b) 參照董事會的企業宗旨及目標檢討及批准管理層的薪酬建議；
- (c) 以下兩者之一：(i)獲董事會轉授責任，釐定個別執行董事及高級管理層的薪酬待遇；或(ii)向董事會建議個別執行董事及高級管理層的薪酬待遇。此應包括非金錢利益、退休金權利及賠償金額（包括喪失或終止職務或委任的任何應付賠償）；
- (d) 就非執行董事的薪酬向董事會提供建議；
- (e) 考慮同類公司支付的薪資、須付出的時間及職責以及集團內其他職位的僱用條件；
- (f) 檢討及批准應付執行董事及高級管理層就其喪失或終止職務或委任而須支付的賠償，以確保該等賠償與合約條款一致；若未能與合約條款一致，賠償亦須公平合理，不致過多；
- (g) 檢討及批准有關董事因行為失當而被解僱或罷免的補償安排，以確保該等安排與合約條款一致；若未能與合約條款一致，有關賠償亦須合理適當；

As the Company was listed on 6 November 2018, the Audit Committee did not convene any meetings during the Relevant Period.

Remuneration committee

The Remuneration Committee currently comprises Mr. Zhu Wei and Mr. Xu Xinmin, our independent non-executive Directors, and Mr. Qi Xiaoming, our executive Director. Mr. Zhu Wei is the chairman of the Remuneration Committee.

The primary duties of the Remuneration Committee are as follows:

- (a) to make recommendations to the Board on the Company's policy and structure for all Directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policies;
- (b) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- (c) either (i) to determine, with delegated responsibility, the remuneration packages of individual executive Directors and senior management; or (ii) to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management. This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
- (d) to make recommendations to the Board on the remuneration of non-executive Directors;
- (e) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;
- (f) to review and approve compensation payable to executive Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;
- (g) to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;

CORPORATE GOVERNANCE REPORT

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| <p>(h) 確保概無董事或其任何聯繫人參與決定其自身薪酬；</p> <p>(i) 就任何根據上市規則須取得股東批准的董事服務合約向股東提出投票意見；</p> <p>(j) 釐定評估僱員表現的準則，其須反映本公司的業務宗旨及目標；</p> <p>(k) 採取任何行動使薪酬委員會可履行董事會賦予的權力及職能；及</p> <p>(l) 符合董事會不時指定或本公司章程不時所載又或法例不時所定的任何要求、指示及規例。</p> | <p>(h) to ensure that no Director or any of his associates is involved in deciding his own remuneration;</p> <p>(i) to advise Shareholders on how to vote in respect of any service contracts of Directors that require shareholders' approval in accordance with the Listing Rules;</p> <p>(j) to determine the criteria for assessing employee performance, which should reflect the Company's business objective and targets;</p> <p>(k) to do any such things to enable the Remuneration Committee to discharge its powers and functions conferred on it by the Board; and</p> <p>(l) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by legislation.</p> |
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薪酬委員會的書面職權範圍於聯交所及本公司網站可供查閱。

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

由於本公司於2018年11月6日才於聯交所上市，所以薪酬委員會於相關期間內並未有召開任何會議。

As the Company was listed on 6 November 2018, the Remuneration Committee did not convene any meetings during the Relevant Period.

董事及高級管理層的薪酬

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

截至2018年12月31日止年度，董事會成員及載於本年報第45頁至49頁的本公司高級管理層的薪酬詳情載列如下：

For the year ended December 31, 2018, the details of the remuneration of the Board members and the Company's senior management set out on page 45 to 49 are as follows:

薪酬範圍 Remuneration range	人數 Number of person
0-1,500,000	11
1,500,000-3,000,000	1

董事有關財務報表的財務申報責任

董事明白彼等須編製本公司截至2018年12月31日止年度的財務報表的職責，以真實公平地反映本公司及本集團的狀況以及本集團的業績及現金流量。

管理層已向董事會提供必要的闡釋及資料，使董事會能對提呈予董事會批准的本公司財務報表進行知情的評估。本公司已向董事會全體成員提供有關本公司表現狀況及前景的每月更新資料。

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

核數師就彼等有關本公司綜合財務報表的申報責任作出的聲明載於本年報第F-93頁的獨立核數師報告。

風險管理及內部監控

風險管理及內部監控系統主要包括董事會、審核委員會、高級管理層及內部審核部門組成的四級架構。

董事會明白其有責任維持充分的風險管理及內部監控系統，以確保(i)股東的投資及本公司的資產安全，以避免其被不恰當利用或處置；(ii)遵守以及符合有關法例、規則或規定；以及(iii)根據相關審核標準以及監管報告要求保存可靠的財務和會計記錄，並每年檢討該制度的有效性。風險管理及內部監控系統旨在管理而非消除未能達成業務目標的風險，而且只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。

DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING IN RESPECT OF FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements for the year ended 31 December 2018, which give a true and fair view of the status of the Company and the Group and of the results and cash flow of the Group.

The management has provided the Board with such explanations and information as necessary to enable the Board to carry out an informed assessment of the Company's financial statements, which are submitted to the Board for approval. The Company has provided all members of the Board with monthly updates on the Company's performance, positions and prospects.

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

The statement by the auditor of the Company regarding their reporting responsibilities on the consolidated financial statements of the Company is set out in the Independent Auditor's Report on page F-93 of this annual report.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board, the Audit Committee, the senior management and the internal audit department are the four levels of structure of the risk management and internal control systems.

The Board acknowledges that it is the responsibility of the Board for maintaining adequate risk management and internal control systems to (i) safeguard the investments of Shareholders and assets of the Company and avoid inappropriate use or disposal; (ii) comply with relevant laws, rules or regulations; and (iii) keep reliable financial and accounting records in accordance with relevant reviewing standards and regulatory reporting requirements and review the effectiveness of such systems on an annual basis. Risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

董事會已授權審核委員會，其有責任持續監督本集團的風險管理及內部控制系統，且對該系統的有效性進行年度檢討。該檢討涵蓋所有重要的監控方面，包括財務監控、運作監控及合規監控。誠如審核委員會的職權範圍中所披露，審核委員會負責監管本公司的風險管理及內部監控系統。審核委員會監督風險管理過程，並透過進行下列程序以檢討風險管理及內部監控系統的有效性：

- 檢討本公司的風險管理程序及政策；
- 至少每年與高級管理層檢討展示風險管理政策遵守情況的報告；
- 至少每年與高級管理層討論本公司面臨的主要風險，以及高級管理層為評估及應對該等風險已採取或應採取的措施；及
- 持續檢討本公司風險管理實務的有效性。

高級管理層負責管理本公司的風險管理程序，負責經考慮環境變化及本公司的風險承受能力後，確保本公司業務營運乃遵照我們的風險管理政策進行。本公司高級管理層的责任包括：

- 設計並施行全公司範圍的風險管理政策；
- 經計及環境、行業及本公司的營運及風險結構，及時檢討及更新風險管理政策，確保其相關性及充足性，必要時向審核委員會提出風險管理政策的變動建議，以供其檢討；

The Board has authorized the Audit Committee to be responsible for the oversight of the Company's risk management and internal control systems and reviewing the effectiveness of such systems on a yearly basis. Such review covers all important aspects of supervision, including financial, operational and compliance monitoring. As disclosed in the terms of reference of the Audit Committee, the Audit Committee is responsible for monitoring the Company's risk management and internal monitoring systems. The Audit Committee oversees the risk management process and reviews the effectiveness of the risk management and internal control systems by conducting the following procedures:

- Review the Company's risk management process and policy;
- Review with senior management at least annually reports demonstrating the compliance with the risk management policy;
- Discuss with senior management at least annually the Company's major risk exposures and the steps the senior management has taken or should take to assess and mitigate such exposures; and
- Review the ongoing effectiveness of the Company's risk management practices.

The senior management is responsible for administering the Company's risk management process and is accountable for ensuring that the Company's business operations are conducted in compliance with our risk management policy, taking into consideration the changes in the environment and the Company's risk tolerance. Responsibilities of the Company's senior management include:

- Design and implement a Company-wide risk management policy;
- Review and update the risk management policy on a timely basis, ensuring it remains relevant and adequate, taking into account changes in the environment, industry and the Company's operations and risk profile and, where necessary, recommend changes to the risk management policy for the Audit Committee to review;

- 確保本公司的風險管理程序與年度戰略及業務規劃程序互相協調，相輔相成；
 - 設計並建立一套風險管理的方法論，以提供識別、評估及管理業務風險的適當工具；
 - 建立全公司範圍的呈報系統，確保本公司的高級管理層、審核委員會及董事會知悉一切重大風險事項及業務風險；
 - 確保已採納必要管理控制及監管程序，以監管風險管理政策及風險管理方法論的遵守情況；
 - 批准及監控主要風險定位及風險趨勢、風險管理策略及風險管理優先評級；
 - 通過定期進行高級管理層風險探討，檢討及討論本公司的整體風險結構、主要及新興風險及風險管理活動；及
 - 檢討主要業務策略及計劃，以評估其對本公司整體風險定位的影響。
- Ensure that the Company's risk management process is aligned and integrated with the annual strategic and business planning process and vice versa;
 - Design and establish a risk management methodology which provides the appropriate tools to identify, evaluate, and manage business exposures;
 - Establish a Company-wide risk reporting process to ensure that the Company's senior management, the Audit Committee and the Board are apprised of all material risk issues and business exposures;
 - Ensure that necessary management controls and oversight processes are in place to monitor compliance with the risk management policy and the risk management methodology;
 - Approve and monitor key risk positions and exposure trends, risk management strategies and risk management priorities;
 - Review and discuss the Company's overall risk profile, key and emerging risks and risk management activities through periodic risk discussions among senior management; and
 - Review the key business strategies and initiatives to assess their impact on the Company's overall risk position.

風險管理程序

除董事會的監管責任外，本公司亦設計出風險管理程序，以識別、評估及管理重大風險，並解決重大內部監控缺陷（如有）。高級管理層透過本公司的內部審核部門負責年度風險呈報程序。內部審核部門的成員與高級管理層若干成員會面，檢討及評估風險，並探討重大內部監控缺陷（如有）的解決方案，包括有關年度適用的任何變動，對風險進行匯總、評級並記錄緩解計劃。風險評估乃由高級管理層若干成員進行回顧，提呈審核委員會及董事會以供檢討。

Risk management process

In addition to the Board's oversight responsibilities, the Company has developed a risk management process to identify, evaluate and manage significant risks and to resolve material internal control defects (if any). The senior management, through the Company's internal audit department, is responsible for the annual risk reporting process. Members of the internal audit department meet with various members of the senior management to review and assess risks and discuss solutions to address material internal control defects (if any), including any changes relevant to a given year. Risks are compiled, ratings are assigned and mitigation plans are documented. The risk assessment is reviewed by certain members of senior management and presented to the Audit Committee and the Board for their review.

董事會及高級管理層根據(i)本公司財務業績風險影響的嚴重程度、(ii)風險發生的概率，及(iii)風險可能發生的速率或速度評估風險。

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

於相關期間內，本公司已確保遵守企業管治守則項下的風險管理及內部監控條文。董事會於風險管理及內部監控系統年度檢討期間確認，本公司會計、內部審核及財務申報職能方面的資源、員工資歷和經驗屬充足。

內幕消息

針對可能影響股份價格或股份交易量的任何意料之外的重大事件，董事會評估其可能影響，並釐定有關信息是否根據上市規則第13.09條及第13.10條以及證券及期貨條例第XIVA部內幕消息條文屬內幕消息，且是否需在實際可行情況下盡快作出披露。執行董事及聯席公司秘書亦負責批准若干董事會授權本公司不時刊發的若干公告及／或通函。

內部審核部門

本集團的內部審核部門於監察本公司的內部管治方面扮演著重要角色。內部審核部門的主要職責是檢討本公司的財務狀況及內部監控，及對本公司的所有分支機構及子公司進行定期全面審核。

Risks are evaluated by the Board and senior management based on (i) the severity of the impact of the risk on the Company's financial results, (ii) the probability that the risk will occur, and (iii) the velocity or speed at which the risk could occur.

The main features of the Company's risk management and internal control structure include: (i) exclusive departments are designated to be responsible for the implementation of the Company's risk management and internal control systems and the heads of the major operational units or departments are responsible for managing and mitigating the risks identified; (ii) the management ensures that appropriate measures have been taken against material risks that affect the Group's business and operations; and (iii) the internal audit department provides the management and Audit Committee with independent confirmation regarding the effectiveness of risk management and internal control.

During the Relevant Period, the Company has ensured that the risk management and internal control provisions under the CG Code have been complied with. The Board, during its annual review on the risk management and internal control systems, has confirmed the adequacy of the resources and staff qualifications and experiences of the Company's accounting, internal audit and financial reporting functions.

Inside information

The Board assesses the likely impact of any unexpected and significant events that may impact the price of the shares or their trading volume and decides whether the relevant information is considered as inside information and needs to be disclosed as soon as reasonably practicable pursuant to Rules 13.09 and 13.10 of the Listing Rules and the Inside Information Provisions under Part XIVA of the SFO. Executive Directors and the joint company secretaries also have responsibility for approving certain announcements and/or circulars to be issued by the Company under powers delegated by the Board from time to time.

Internal audit department

The Group's internal audit department plays a major role in monitoring the internal governance of the Company. The major responsibilities of the internal audit department are reviewing the financial conditions and internal control of the Company, and conducting comprehensive audits of all branches and subsidiaries of the Company on a regular basis.

CORPORATE GOVERNANCE REPORT

董事會已審查本集團風險管理及內部監控系統的有效性，並認為風險管理及內部監控系統於相關期間內屬有效及充足。

The Board has conducted a review of the effectiveness of the risk management and internal control systems of the Group and considered the risk management and internal control systems to be effective and adequate during the Relevant Period.

核數師酬金

核數師於相關期間內向本公司提供的核數及非核數服務之概約酬金載列如下：

AUDITOR'S REMUNERATION

The approximate remuneration for the audit and non-audit services provided by the auditor to the Company during the Relevant Period is as follows:

服務類別	Service category	金額(人民幣元) Amount (RMB)
審核服務	Audit services	2,110,000
非審核服務	Non-audit services	90,000
總計	Total	2,200,000

聯席公司秘書

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

JOINT COMPANY SECRETARIES

Mr. You Jianfeng (“**Mr. You**”) is the Company's joint company secretary, responsible for advising the Board on corporate governance matters and ensuring that the Board policy and procedures, and the applicable laws, rules and regulations are followed.

為維持良好的企業管治並確保符合上市規則及適用香港法律，本公司亦委聘達盟香港有限公司（公司秘書服務提供商）經理林玉玲女士（「林女士」）為本公司的另一位聯席公司秘書，協助尤先生履行彼作為本公司的公司秘書的職責，其於本公司的主要聯絡人為尤先生。

In order to uphold good corporate governance and ensure compliance with the Listing Rules and applicable Hong Kong laws, the Company has also engaged Ms. Lam Yuk Ling (“**Ms. Lam**”), manager of TMF Hong Kong Limited (a company secretarial services provider), as its joint company secretary to assist Mr. You to fulfill his duties as company secretary of the Company. Her primary contact person at the Company is Mr. You.

於報告期內，尤先生及林女士已符合上市規則第3.29條進行不少於15小時的相關專業培訓。

During the Reporting Period, Mr. You and Ms. Lam have undertaken not less than 15 hours of relevant professional training, respectively, in compliance with Rule 3.29 of the Listing Rules.

與股東的溝通及投資者關係

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

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

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

股東權利

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

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

COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

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

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

To promote effective communication, the Company adopts a shareholders' communication policy which aims at establishing a two-way relationship and communication between the Company and Shareholders and maintains a website at www.xinchengyue.com, where up-to-date information on the Company's business operations and developments, financial information, corporate governance practices and other information are available for public access.

SHAREHOLDERS' RIGHTS

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

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

召開股東特別大會及提呈建議

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

關於建議某人參選董事的事宜，可於本公司網站參閱有關程序。

向董事會提出查詢

股東如欲向董事會作出有關本公司的查詢，可透過電郵向本公司總部之董事會辦公室查詢，電郵地址為xycy.ir@xinchengyue.com。

憲章文件的更改

本公司已於2018年10月20日採納經修訂及重訂的組織章程大綱及細則，並於上市日期生效。於相關期間內本公司之組織章程大綱及細則並無變動。

Convening of extraordinary general meetings and putting forward proposals

Shareholders may put forward proposals for consideration at the Company's general meetings according to Articles of Association. Any Shareholder or Shareholders with the right to vote on the Company's general meetings and a paid-up capital of no less than one-tenth of the total on the date of submitting a request shall have the right to call an extraordinary general meetings at any time with such a written request to the Board or any Company's joint company secretaries to address any matters stated in such request. Such meetings shall be held within two months upon submission of such requests. If no such meetings are held by the Board within 21 days upon submission, the persons submitting such requests may convene a meeting according to normal procedures and all expenses reasonably incurred to the persons submitting such requests due to the Board's failure to convene such a general meeting shall be compensated by the Company.

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

Inquiries to the Board

Shareholders who intend to put forward their inquiries about the Company may contact the Board Office at the Company's headquarters via e-mail at xycy.ir@xinchengyue.com.

CHANGE IN CONSTITUTIONAL DOCUMENTS

On 20 October 2018, the Company adopted the amended and revised the Memorandum and Articles of Association, effective on the Listing Date. There was no change in the Memorandum and Articles of Association during the Relevant Period.

INDEPENDENT AUDITOR'S REPORT



羅兵咸永道

致新城悅控股有限公司股東

(於開曼群島註冊成立的有限公司)

意見

我們已審計的內容

新城悅控股有限公司(「貴公司」)及其子公司(「貴集團」)載列於第F-101至F-198頁的綜合財務報表,包括:

- 於2018年12月31日的綜合財務狀況表;
- 截至該日止年度的綜合全面收入表;
- 截至該日止年度的綜合權益變動表;
- 截至該日止年度的綜合現金流量表;及
- 綜合財務報表附註,包括重大會計政策概要。

我們的意見

我們認為,該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則真實而中肯地反映了貴集團於2018年12月31日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量,並已遵照香港公司條例的披露規定妥為擬備。

TO THE SHAREHOLDERS OF
XINCHENGYUE HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

OPINION

What we have audited

The consolidated financial statements of Xinchengyue Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages F-101 to F-198, which comprise:

- the consolidated statement of financial position as at 31 December 2018;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include a summary of significant accounting policies.

Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2018, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

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意見的基準

我們已根據香港會計師公會頒佈的香港審計準則（「香港審計準則」）進行審核。我們在該等準則下承擔的責任已在本報告「核數師就審核綜合財務報表承擔之責任」一節中作進一步闡述。

我們相信，我們獲取的審核證據是充分、適當的，為發表意見提供了基礎。

獨立性

根據香港會計師公會頒佈的《職業會計師道德守則》（「守則」），我們獨立於貴集團，並已履行守則中的其他專業道德責任。

關鍵審核事項

關鍵審核事項是根據我們的專業判斷，認為對本期綜合財務報表的審核最為重要的事項。該等事項是在我們審核整體綜合財務報表及出具我們的意見時進行處理的。我們不會對該等事項提供單獨的意見。

我們在審核中識別的關鍵審核事項為貿易應收款項的可回收性。

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSA”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

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.

KEY AUDIT MATTERS

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

Key audit matter identified in our audit is recoverability of trade receivables.



關鍵審核事項 (續)

KEY AUDIT MATTERS (Cont'd)

關鍵審核事項

Key Audit Matter

我們的審核如何處理關鍵審核事項

How our audit addressed the Key Audit Matter

貿易應收款項的可收回性

Recoverability of trade receivables

請參閱綜合財務報表附註4(重大會計估計及判斷)及附註22(貿易應收款項)。

Refer to note 4 (critical accounting estimates and judgements) and note 22 (Trade receivables) to the consolidated financial statements.

於2018年12月31日，貴集團的貿易應收款項賬面淨值為人民幣129百萬元(包括總額人民幣166百萬元及減值撥備人民幣37百萬元)。

As at 31 December 2018, the net carrying amount of trade receivable of the Group is RMB129 million, including gross amount of RMB166 million and allowance for impairment of RMB37 million.

為評估貿易應收款項的可收回性，貴集團採用香港財務報告準則第9號所允許的簡化方法，該方法規定預期存續期損失須於貿易應收款項初始確認時予以確認。

For assessing the recoverability of trade receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the trade receivables.

- 我們對管理層的設計進行了解及評估，並對貴集團貿易應收款項的可收回性評估的關鍵控制進行了測試；
- We obtained an understanding and evaluated management's design and tested the key controls over the Group's assessment of the recoverability of trade receivables;
- 我們抽樣議定用於計算會計及操作系統的歷史違約率百分比的歷史數據，包括與銷售資料有關的銷售額及壞賬；
- We agreed the historical data, including sales and bad debts related to the sales information, on a sample basis, used in the calculation of historical default rate percentage to the accounting and operation system;
- 我們根據我們對客戶所在行業的了解以及參考外部數據來評估管理層對當前狀況和前瞻性因素的評估；
- We assessed management's assessment of current conditions and forward looking factors based on our understanding of the client's industry and with reference to external data sources;



羅兵咸永道

關鍵審核事項 (續)

關鍵審核事項 (續)

Key Audit Matter (Cont'd)

貴集團根據債務人的付款概況計算歷史違約率百分比，包括與觀察期內銷售相關的銷售額及壞賬。預期存續期損失根據內部歷史數據進行估算，並進行調整以反映當前狀況和前瞻性因素。

The Group calculated the historical default rate percentage based on the payment profile of debtors, including sales and bad debts related to the sales in the observed period. The expected lifetime loss is estimated based on internal historical data with adjustment to reflect current conditions and forward looking factors.

我們將貿易應收款項的可收回性視為關鍵審核事項，乃由於數額龐大及管理層評估預期信貸虧損時作出的重大會計估計及判斷。

We consider recoverability of trade receivables a key audit matter because the amount is significant and there are significant management's estimates and judgements involved in the assessment of expected credit losses.

KEY AUDIT MATTERS (Cont'd)

我們的審核如何處理關鍵審核事項 (續)

How our audit addressed the Key Audit Matter (Cont'd)

- 我們對照銷售發票及其他相關文件對用於計算貿易應收款項減值撥備的截至2018年12月31日貿易應收款項的賬齡進行抽樣測試；
- We tested the aging profile of trade receivables as of 31 December 2018 used in the calculation of allowance for impairment of trade receivables, on a sample basis, to sales invoices and other relevant documents;
- 我們於年末檢查了貿易應收款項減值準備計算的準確性；
- We checked mathematical accuracy of the calculations of allowance for impairment of trade receivables as at year end;
- 我們已對貿易應收款項的期後結付情況進行抽樣檢查，並檢查收款票據及相關佐證文件。
- We checked, on a sample basis, the subsequent settlement of trade receivables to cash receipts and the related supporting documentation.

基於所執行的程序，我們發現，管理層就貿易應收款項的可收回性評估中使用的估計及判斷得到可獲得憑據之支持。

Based on the procedures performed, we found management's estimates and judgements used in the assessment of recoverability of trade receivables were supported by available evidence.

INDEPENDENT AUDITOR'S REPORT



羅兵咸永道

其他信息

貴公司董事須對其他信息負責。其他信息包括年報內的所有信息，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審核，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審核過程中所了解的情況存在重大出入或者似乎存在重大錯誤陳述的情況。

基於我們已開展的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何須報告的事項。

董事及審核委員會就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例披露規定編製真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在編製綜合財務報表時，董事負責評估 貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將 貴集團清盤或停止經營，或別無其他實際的替代方案。

審核委員會須負責監督 貴集團的財務報告過程。

OTHER INFORMATION

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 DIRECTORS AND THE 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 determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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



羅兵咸永道

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向閣下（作為整體）報告，除此之外本報告並無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按照香港審計準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據香港審計準則進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

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. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.



羅兵咸永道

核數師就審計綜合財務報表承擔的責任 (續)

- 對董事採用持續經營會計基礎的恰當性作出結論，並根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構及內容，包括披露，以及綜合財務報表是否中肯反映交易及事項。
- 就 貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督及執行。我們對審計意見承擔全部責任。

我們與審核委員會溝通（其中包括）計劃審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們亦向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與彼等溝通有可能合理地被認為會影響我們獨立性的所有關係及其他事項，以及（倘適用）相關的防範措施。

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

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

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

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



羅兵咸永道

核數師就審計綜合財務報表承擔的
責任 (續)

從與審核委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述該等事項，除非法律法規不允許公開披露該等事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面影響超過其產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人為黃金錢。

羅兵咸永道會計師事務所
執業會計師

香港，2019年3月8日

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT
OF THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

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

The engagement partner on the audit resulting in this independent auditor's report is Wong Kam Chin.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 8 March 2019

綜合全面收入表

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

截至2018年12月31日止年度 For the year ended 31 December 2018

			截至2018年 12月31日 止年度 For the year ended 31 December 2018	截至2017年 12月31日 止年度 For the year ended 31 December 2017
		附註 Note	人民幣千元 RMB'000	人民幣千元 RMB'000
收入	Revenue	6	1,149,949	866,370
銷售及服務成本	Cost of sales and services	6,7	(810,973)	(624,124)
毛利	Gross profit		338,976	242,246
銷售及營銷費用	Selling and marketing expenses	7	(6,943)	(8,092)
行政費用	Administrative expenses	7	(144,405)	(118,633)
金融資產的減值虧損淨額	Net impairment losses on financial assets	3.1.2	(12,336)	(10,682)
其他收入	Other income	9	11,145	2,556
其他費用	Other expenses	10	(436)	(1,183)
其他收益／(虧損)淨額	Other gains/(losses) – net	11	18,409	(8)
經營利潤	Operating profit		204,410	106,204
財務收入	Finance income	12	6,156	6,811
除所得稅前利潤	Profit before income tax		210,566	113,015
所得稅費用	Income tax expense	14	(47,364)	(21,273)
年內利潤	Profit for the year		163,202	91,742
以下人士應佔利潤：	Profit is attributable to:			
– 本公司擁有人	– Owners of the Company		150,397	73,406
– 非控股性權益	– Non-controlling interests		12,805	18,336
			163,202	91,742
年內總全面收入	Total comprehensive income for the year		163,202	91,742
以下人士應佔總全面收入：	Total comprehensive income is attributable to:			
– 本公司擁有人	– Owners of the Company		150,397	73,406
– 非控股性權益	– Non-controlling interests		12,805	18,336
			163,202	91,742
每股盈利(以人民幣元表示)	Earnings per share(expressed in RMB)			
– 每股基本及攤薄盈利	– Basic and diluted earnings per share	15	0.24	0.12

上述綜合全面收入表應與隨附附註一併閱讀。

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

綜合財務狀況表

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

於2018年12月31日 As at 31 December 2018

			2018年 2018 人民幣千元 RMB'000	2017年 2017 人民幣千元 RMB'000
	附註 Note			
非流動資產		Non-current assets		
物業、廠房及設備	16	Property, plant and equipment	8,323	15,643
無形資產	17	Intangible assets	12,031	10,797
遞延所得稅資產	30	Deferred income tax assets	24,220	17,309
按金	23	Deposits	2,812	2,256
按公允價值計入其他 全面收入的金融資產	19	Financial assets at fair value through other comprehensive income	1,660	1,660
預付款項	20	Prepayments	5,393	6,078
非流動資產總額		Total non-current assets	54,439	53,743
流動資產		Current assets		
存貨	21	Inventories	8,597	3,764
貿易應收款項	22	Trade receivables	128,873	76,918
預付款項、按金及其他應收款項	23	Prepayments, deposits and other receivables	82,462	45,692
現金及現金等價物	24	Cash and cash equivalents	1,277,821	633,456
流動資產總額		Total current assets	1,497,753	759,830
資產總額		Total assets	1,552,192	813,573
權益		Equity		
本公司擁有人應佔權益		Equity attributable to owners of the Company		
股本	25	Share capital	56,639	–
儲備	26	Reserves	604,095	61,003
保留盈利		Retained earnings	184,250	92,853
			844,984	153,856
非控股性權益		Non-controlling interests	22,088	35,188
權益總額		Total equity	867,072	189,044

綜合財務狀況表

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

於2018年12月31日 As at 31 December 2018

		附註 Note	2018年 2018 人民幣千元 RMB'000	2017年 2017 人民幣千元 RMB'000
負債	LIABILITIES			
非流動負債	Non-current liabilities			
撥備	Provisions	27	1,050	947
遞延稅項負債	Deferred tax liabilities	30	4,646	–
非流動負債總額	Total non-current liabilities		5,696	947
流動負債	Current liabilities			
關聯方貸款	Loans from related parties	28	–	65,900
合約負債	Contract liabilities	6	248,764	180,714
應付股息	Dividend payable		–	19,000
貿易及其他應付款項	Trade and other payables	29	407,559	345,327
即期所得稅負債	Current income tax liabilities		23,101	12,641
流動負債總額	Total current liabilities		679,424	623,582
負債總額	Total liabilities		685,120	624,529
權益及負債總額	Total equity and liabilities		1,552,192	813,573
流動資產淨額	Net current assets		818,329	136,248

上述綜合財務狀況表應與隨附附註一併閱讀。

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

第F-101至F-198頁的財務報表於2019年3月8日獲董事會批准並由以下董事代為簽署

The financial statements on pages F-101 to F-198 were approved by the Board of Directors on 8 March 2019 and were signed on its behalf

戚小明
Qi Xiaoming
Director
董事

蘭子勇
Lan Ziyong
Director
董事

綜合權益變動表

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至2018年12月31日止年度 For the year ended 31 December 2018

		本公司擁有人應佔				合計	非控股性權益	權益總額
		Attributable to owners of the Company						
		股本	法定儲備	其他儲備	保留盈利			
		Share capital	Statutory Reserves	Other Reserves	Retained earnings			
附註	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
Note	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
於2017年1月1日的結餘	Balance at 1 January 2017	-	-	54,427	26,023	80,450	35,852	116,302
全面收入	Comprehensive income							
年內利潤	Profit for the year	-	-	-	73,406	73,406	18,336	91,742
與擁有人以其所有者的身份進行的交易	Transactions with owners in their capacity as owners							
法定儲備撥款	Appropriation of statutory reserves	-	6,576	-	(6,576)	-	-	-
西藏新城悅物業服務股份有限公司宣派的股息	Dividends declared by Tibet Xinchengyue Property Management Co., Ltd.	31	-	-	-	-	(19,000)	(19,000)
於2017年12月31日的結餘	Balance at 31 December 2017	-	6,576	54,427	92,853	153,856	35,188	189,044

綜合權益變動表

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至2018年12月31日止年度 For the year ended 31 December 2018

		本公司擁有人應佔							
		Attributable to owners of the Company					合計	非控股性權益	權益總額
		股本	法定儲備	其他儲備	保留盈利	合計			
		Share capital	Statutory Reserves	Other Reserves	Retained earnings	Total	Non-controlling interests	Total Equity	
附註 Note	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000		
於2018年1月1日的結餘	Balance at 1 January 2018	-	6,576	54,427	92,853	153,856	35,188	189,044	
全面收入	Comprehensive income								
年內利潤	Profit for the year	-	-	-	150,397	150,397	12,805	163,202	
與擁有人以其所有者的身份進行的交易	Transactions with owners in their capacity as owners								
新城富悅管理諮詢有限公司宣派的股息	Dividends declared by Xincheng Fuyue Management Consulting Co., Ltd.	31	-	-	(59,000)	(59,000)	-	(59,000)	
新城富悅管理諮詢有限公司當時股東出資	Capital contribution from the then shareholder of Xincheng Fuyue Management Consulting Co., Ltd.	26(b)	-	-	127,000	127,000	-	127,000	
非控股股東出資	Contribution from non-controlling shareholder	26(c)	-	-	2,071	2,071	2,725	4,796	
貴公司擁有人出資	Capital contribution from the owners of the Company	26(d)	-	-	226,997	226,997	-	226,997	
購回西藏新城悅物業服務股份有限公司的少數權益	Buy-back of minority interests of Tibet Xinchengyue Property Management Co., Ltd.	26(e)	-	-	(53,302)	(53,302)	(28,630)	(81,932)	
收購新城富悅管理諮詢有限公司	Acquisition of Xincheng Fuyue Management Consulting Co., Ltd.	26(f)	-	-	(241,455)	(241,455)	-	(241,455)	
資本化發行	Capitalisation issue	25(d)	41,445	-	(41,445)	-	-	-	
根據首次公開發售發行普通股及行使超額配股權	Issue of ordinary shares pursuant to initial public offering and exercise of over allotment option	25(e), 25(f)	15,194	-	523,226	-	-	538,420	
於2018年12月31日的結餘	Balance at 31 December 2018		56,639	6,576	597,519	184,860	844,984	22,088	867,072

上述綜合權益變動表應與隨附附註一併閱讀。

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

綜合現金流量表

CONSOLIDATED STATEMENT OF CASH FLOWS

截至2018年12月31日止年度 For the year ended 31 December 2018

			截至2018年 12月31日止年度 For the year ended 31 December 2018	截至2017年 12月31日止年度 For the year ended 31 December 2017
		附註 Note	人民幣千元 RMB'000	人民幣千元 RMB'000
經營活動所得現金流量	Cash flows from operating activities			
經營所得現金	Cash generated from operations	32(a)	231,194	230,903
已付所得稅	Income tax paid		(39,168)	(32,650)
經營活動產生的現金淨額	Net cash generated from operating activities		192,026	198,253
投資活動所得現金流量	Cash flows from investing activities			
出售物業、廠房及設備所得款項	Proceeds from sale of property, plant and equipment		7,996	7
收購子公司支付的現金 (扣除收購付款)	Cash payment for acquisition of subsidiaries (net of payment for acquisition)		–	(300)
購置物業、廠房及設備以及 非流動預付款項	Payments for acquisition of property, plant and equipment and non-current prepayment	16	(2,361)	(3,753)
購置無形資產	Payments for acquisition of intangible assets	17	(1,673)	(3,313)
購置按公允價值計入 其他全面收入的金融資產	Payments for acquisition of financial assets at fair value through other comprehensive income		–	(360)
投資活動產生/(使用)的 現金淨額	Net cash generated from/(used in) investing activities		3,962	(7,719)
融資活動所得現金流量	Cash flows from financing activities			
貴公司擁有人及 非控股性權益出資	Capital contribution from the owners and non-controlling interests	26	358,793	–
償還關聯方貸款	Repayment of loans to related parties		(65,900)	–
支付購回西藏新城悅物業服務 股份有限公司少數權益的代價	Payment for consideration of buy-back of minority interests of Tibet Xinchengyue Property Management Co., Ltd.	26(e)	(81,932)	–
支付收購新城富悅管理諮詢 有限公司的代價	Payment for consideration of acquisition of Xincheng Fuyue Management Consulting Co., Ltd.	26(f)	(241,455)	–
已付新城富悅前股東的股息	Dividends paid to previous shareholder of Xincheng Fuyue	31	(59,000)	–
已付子公司非控股股東的股息	Dividends paid to non-controlling shareholders in subsidiaries	31	(19,000)	–
發行普通股的所得款項淨額	Proceeds from issuance of ordinary shares-net	25(e), 25(f)	538,420	–
融資活動產生的現金淨額	Net cash generated from financing activities		429,926	–
現金及現金等價物增加淨額	Net increase in cash and cash equivalents		625,914	190,534

綜合現金流量表

CONSOLIDATED STATEMENT OF CASH FLOWS

截至2018年12月31日止年度 For the year ended 31 December 2018

		截至2018年 12月31日止年度 For the year ended 31 December 2018 人民幣千元 RMB'000	截至2017年 12月31日止年度 For the year ended 31 December 2017 人民幣千元 RMB'000
於財政年度初的現金及 現金等價物	Cash and cash equivalents at beginning of the financial year	633,456	442,922
匯率變動對現金及 現金等價物的影響	Effects of exchange rate changes on cash and cash equivalents	18,451	-
於年度末的現金及現金等價物	Cash and cash equivalents at end of year	1,277,821	633,456

上述綜合現金流量表應與隨附附註一併閱讀。

The above consolidated statement of cash flow should be read in conjunction with the accompanying notes.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

1 一般資料

1.1 一般資料

新城悅控股有限公司（「本公司」）於2018年1月16日根據開曼公司法（第22章，1961年第3號法例，經合併及修訂）在開曼群島註冊成立為獲豁免有限公司。本公司的註冊辦事處地址為Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104 Cayman Islands。

本公司為一家投資控股公司，與其子公司主要於中華人民共和國（「中國」）提供物業管理服務及相關增值服務。最終控股公司為Infinity Fortune Development Limited。本集團的最終控股股東為王振華先生（「王先生」或「最終控股股東」）。

為籌備本公司股份首次於香港聯合交易所有限公司（「聯交所」）主板上市，本集團已進行重組（「重組」），據此，本公司成為本集團旗下子公司的控股公司。

本公司股份已於2018年11月6日在香港聯合交易所有限公司（「聯交所」）主板上市。

除另有指明外，綜合財務報表以人民幣千元（「人民幣千元」）呈列。

1 GENERAL INFORMATION

1.1 General information

Xinchengyue Holdings Limited (the “Company”) was incorporated in the Cayman Islands on 16 January 2018 as an exempted company with limited liability under the Companies Law (Cap.22, law 3 of 1961 as consolidated and revised) of the Cayman Islands. The address of the Company’s registered office is Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104 Cayman Islands.

The Company is an investment holding company and its subsidiaries are principally engaged in the provision of property management services and related value-added services in the People’s Republic of China (the “PRC”). The ultimate controlling company is Infinity Fortune Development Limited. The ultimate controlling shareholder of the Group is Mr. Wang Zhenhua (“Mr. Wang” or the “Ultimate Controlling Shareholder”).

To prepare for the initial listing of the Company’s shares on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the Group has undertaken a reorganization (the “Reorganization”) pursuant to which the Company became the holdings company of the subsidiaries comprising the Group.

The Company’s share were listed on the Main Board of the Stock Exchange of Hong Kong Limited (the “stock exchange”) on 6 November 2018.

These consolidated financial statements are presented in thousands of Renminbi (“RMB’000”), unless otherwise stated.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

2 重大會計政策概要

本附註提供編製該等綜合財務報表時所採納的主要會計政策清單。除另有指明者外，該等政策於所有呈列年度一貫應用。

2.1 編製基準

本公司的歷史財務資料已根據香港會計師公會頒佈的香港財務報告準則（「香港財務報告準則」）編製。歷史財務資料乃根據歷史成本法編製，並就重估按公允價值計入其他全面收入的金融資產作出修訂。

編製符合香港財務報告準則的歷史財務資料需要運用若干關鍵會計估計，同時要求管理層在應用本集團的會計政策過程中作出判斷。涉及較高程度的判斷或相當複雜性的部分，或相關假設及估計對歷史財務資料影響重大的部分於附註4披露。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the significant accounting policies adopted in the preparation of these consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

The Historical Financial Information of the Company has been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”) issued by the HKICPA. The Historical Financial Information has been prepared under the historical cost convention, as modified by the revaluation of financial assets at fair value through other comprehensive income.

The preparation of Historical Financial Information in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the Historical Financial Information are disclosed in note 4.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

2 重大會計政策概要 (續)

2.1 編製基準 (續)

2.1.1 會計政策及披露事項的變動

本集團已選擇自2015年1月1日起提早採納自2018年1月1日起生效的準則、修訂及詮釋，包括香港財務報告準則第9號—金融工具及香港財務報告準則第15號—客戶合約收益，因此，有關準則及詮釋於2017年及2018年貫徹應用。

以下準則及詮釋為已公佈但於2019年1月1日之前開始的財務年度尚未強制生效且並無提早採納。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.1 Basis of preparation (Cont'd)

2.1.1 Changes in accounting policy and disclosures

The Group had elected to early adopt the standards, amendments and interpretations which became effective from 1 January 2018 including HKFRS9 – Financial instruments and HKFRS 15 – Revenue from contract contracts with customers from 1 January 2015 and hence such standards and interpretations were consistently applied in year 2017 and 2018.

The following standards and interpretations had been issued but were not mandatory for the financial year beginning before 1 January 2019 and have not been early adopted.

		於以下日期或之後 開始的年度期間生效 Effective for annual periods beginning on or after
香港財務報告準則第16號 HKFRS 16	租賃 Leases	2019年1月1日 1 January 2019
香港（財務報告詮釋委員會） 第23號 HKFRIC 23	所得稅處理的不確定性 Uncertainty over income tax treatment	2019年1月1日 1 January 2019
香港財務報告準則第9號 （修訂本） Amendments to HKFRS 9	具有負補償之提前還款特性 Prepayments features with negative compensation	2019年1月1日 1 January 2019
香港會計準則第28號（修訂本） Amendments to HKAS 28	於聯營公司及合營企業之長期權益 Long-term interests in associates and joint ventures	2019年1月1日 1 January 2019
香港財務報告準則之年度改進 Annual improvements to HKFRSs	香港財務報告準則2015年至2017年週期之 年度改進 Annual improvements to HKFRS standards 2015-2017 cycle	2019年1月1日 1 January 2019
香港會計準則第19號（修訂本） Amendments to HKAS 19	計劃修訂、削減或結算 Plan amendment, curtailment or settlement	2019年1月1日 1 January 2019
香港財務報告準則第17號 HKFRS 17	保險合約 Insurance contract	2022年1月1日 1 January 2022
香港財務報告準則第10號及 香港會計準則第28號 （修訂本） Amendments to HKFRS 10 and HKAS 28	投資者與其聯營公司或合營企業之間的 資產出售或注資 Sale or contribution of assets between an investor and its associates or joint ventures	待定 To be determined

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

2 重大會計政策概要 (續)

2.1 編製基準 (續)

2.1.1 會計政策及披露事項的變動 (續)

本集團已開始評估該等新訂或經修訂準則、詮釋及修訂的影響，其中若干準則、詮釋及修訂與本集團的經營有關。根據董事開展的初步評估，該等準則生效後預期不會對本集團的財務表現及狀況產生重大影響，惟下文載列者除外：

變動性質

香港財務報告準則第16號已於2016年1月頒佈。其將導致承租人在資產負債表內確認幾乎所有租賃，原因為經營租賃與融資租賃的區分已被刪除。根據該新準則，資產（該租賃項目的使用權）與支付租金的金融負債被確認。唯一例外者為短期和低價值租賃。

影響

本集團為若干建築的承租人，其目前分類為經營租賃。該準則將主要影響本集團經營租賃的會計處理方法。於2018年12月31日，本集團不可撤銷經營租賃承擔為人民幣6,989,000元（誠如附註33所載）。於該等租賃承擔中，約人民幣89,000元的承擔與短期租賃有關，及人民幣59,000元的承擔與低價值租賃有關，兩者均將按直線法於全面收入表內確認為費用。就本集團預期於2019年1月1日確認的使用權資產約人民幣6,369,000元的餘下租賃承擔而言，租賃負債人民幣6,432,000元（經就於2018年12月31日確認的預付款項及應計租賃款項調整後）及遞延稅項資產人民幣9,000元。由於將部分負債呈列為流動負債，資產淨值將減少約人民幣54,000元，及流動資產淨值將減少約人民幣2,243,000元。本集團預期由於採納新規則，2019年除稅後純利將減少約人民幣73,000元。由於償還部分租賃負債的本金將分類為融資活動所得現金流量，經營現金流量將有所增加，而融資現金流量將減少約人民幣2,308,000元。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.1 Basis of preparation (Cont'd)

2.1.1 Changes in accounting policy and disclosures (Cont'd)

The Group has already commenced an assessment of the impact of these new or revised standards, interpretation and amendments, certain of which are relevant to the Group's operations. According to the preliminary assessment made by the Directors, no significant impact on the financial performance and position of the Group is expected when they become effective except those set out below:

Nature of change

HKFRS 16 was issued in January 2016. It will result in almost all leases being recognised on the balance sheet by lessees, as the distinction between operating and finance leases is removed. Under the new standard, an asset (the right to use the leased item) and a financial liability to pay rentals are recognised. The only exceptions are short-term and low-value leases.

Impact

The Group is the lessee of certain buildings which are currently classified as operating lease. The standard will affect primarily the accounting for the Group's operating leases. As at 31 December 2018, the Group has non-cancellable operating lease commitments of RMB6,989,000, as set out in note 33. Among the lease commitments, approximately RMB89,000 of the commitments related to short-term leases and RMB59,000 of the commitments related to low value leases which will both be recognised on a straight-line basis as expense in the statement of comprehensive income. For the remaining lease commitments the Group expects to recognise right-of-use assets of approximately RMB6,369,000 on 1 January 2019, lease liabilities of RMB6,432,000 (after adjustments for prepayments and accrued lease payments recognised as at 31 December 2018) and deferred tax assets of RMB9,000. Net assets will be approximately RMB54,000 lower, and net current assets will be RMB2,243,000 lower due to the presentation of a portion of the liability as a current liability. The Group expects that net profit after tax will decrease by approximately RMB73,000 for 2019 as a result of adopting the new rules. Operating cash flows will increase and financing cash flows decrease by approximately RMB2,308,000 as repayment of the principal portion of the lease liabilities will be classified as cash flows from financing activities.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

2 重大會計政策概要 (續)

2.1 編製基準 (續)

2.1.1 會計政策及披露事項的變動 (續)

影響 (續)

本集團作為出租人開展的活動並不重大，因此本集團預期不會對財務報表產生任何重大影響。然而，將需作出若干其他披露。

本集團的採納日期

本集團將自強制採納日期2019年1月1日起應用該準則。本集團擬應用簡化過渡方法，而將不會重列首次採納前年度的比較金額。使用權資產將於採納時按租賃負債的金額計量（經任何預付或應計租賃開支調整）。

概無其他尚未生效及預期將於本期或日後呈報期間對實體及可見將來的交易存在重大影響的準則。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.1 Basis of preparation (Cont'd)

2.1.1 Changes in accounting policy and disclosures (Cont'd)

Impact (Cont'd)

The Group's activities as a lessor are not material and hence the Group does not expect any significant impact on the financial statements. However, some additional disclosures will be required.

Date of adoption by Group

The Group will apply the standard from its mandatory adoption date of 1 January 2019. The Group intends to apply the simplified transition approach and will not restate comparative amounts for the year prior to first adoption. Right-of-use assets will be measured at the amount of the lease liability on adoption (adjusted for any prepaid or accrued lease expenses).

There are no other standards that are not yet effective and that would be expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

2 重大會計政策概要 (續)

2.2 子公司

2.2.1 合併

子公司指本集團對其擁有控制權的所有實體(包括結構性實體)。倘本集團就其參與實體所得可變回報承擔風險或擁有權利並能通過其對有關實體活動的主導權影響該等回報,則本集團對有關實體擁有控制權。子公司自控制權轉移至本集團之日起合併入賬,自控制權終止之日起停止合併入賬。

共同控制下的業務合併

歷史財務資料包括發生共同控制權合併的實體或業務的財務報表項目,猶如彼等自該等實體或業務首次由控制方控制之日起匯總。

從控制方的角度,合併實體或業務資產淨值以現有賬面值匯總。並無就共同控制權合併時的商譽或收購方於被收購方可識別資產、負債及或然負債淨公允價值的權益超出成本的部分(以控制方權益持續為限)確認任何金額。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.2 Subsidiaries

2.2.1 Consolidation

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Business combinations under common control

The Historical Financial Information incorporates the financial statement items of the entities or businesses in which the common control combination occurs as if they had been consolidated from the date when the entities or businesses first came under the control of the controlling party.

The net assets of the combining entities or businesses are consolidated using the existing book values from the controlling party's perspective. No amount is recognized in consideration for goodwill or excess of acquirer's interest in the net fair value of acquirer's identifiable assets, liabilities and contingent liabilities over cost at the time of common control combination, to the extent of the continuation of the controlling party's interest.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

2 重大會計政策概要 (續)

2.2 子公司 (續)

2.2.1 合併 (續)

共同控制下的業務合併 (續)

綜合全面收入表包括各合併實體或業務從所示最早日期起或自合併實體或業務首次受共同控制之日起(以較短期間為準)的業績,並不考慮共同控制權合併日期。

該等實體採用統一的會計政策。合併實體或業務之間的所有集團內部交易、結餘及交易中的未變現收入均予對銷。

非共同控制下的業務合併

本集團採用收購法將並非受共同控制的業務合併入賬。收購一家子公司所轉讓的代價為所轉讓資產、對被收購方的前擁有人產生的負債及本集團發行的股本權益的公允價值。所轉讓的代價包括或然代價安排所產生的任何資產或負債的公允價值。在業務合併中所收購的可識別資產以及所承擔的負債及或然負債,初步以彼等於收購日期的公允價值計量。

本集團根據逐項收購基準確認所持被收購方的任何非控股性權益。被收購方的非控股性權益乃現時所有權權益,可讓持有人按比例分佔實體清盤時的資產淨值,按公允價值或現時所有權權益應佔被收購方可識別資產淨值已確認金額的比例計量。非控股性權益的所有其他組成部分按收購日期的公允價值計量,除非香港財務報告準則要求以另一計量基準計量。

收購相關成本於產生時支銷。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.2 Subsidiaries (Cont'd)

2.2.1 Consolidation (Cont'd)

Business combinations under common control (Cont'd)

The consolidated statements of comprehensive income include the results of each of the combining entities or businesses from the earliest date presented or since the date when the combining entities or businesses first came under the common control, where this is a shorter period, regardless of the date of the common control combination.

A uniform set of accounting policies is adopted by those entities. All intra-group transactions, balances and unrealized gains on transactions between combining entities or businesses are eliminated.

Business combinations not under common control

The Group applies the acquisition method to account for business combinations not under common control. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

The Group recognizes any non-controlling interest in the acquiree on an acquisition-by-acquisition basis. Non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation are measured at either fair value or the present ownership interests' proportionate share in the recognized amounts of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by HKFRS.

Acquisition-related costs are expensed as incurred.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

2 重大會計政策概要 (續)

2.2 子公司 (續)

2.2.1 合併 (續)

非共同控制下的業務合併 (續)

倘業務合併分階段進行，收購方原先所持被收購方股本權益的收購日期賬面值按收購日期的公允價值重新計量；該重新計量產生的任何收入或虧損於損益確認。

本集團轉讓的任何或然代價按收購日期的公允價值確認。被視為資產或負債的或然代價公允價值的後續變動根據香港會計準則第39號於損益確認。分類為權益的或然代價不予重新計量，其後續結算於權益入賬。

所轉讓代價、被收購方非控股性權益金額及原先所持被收購方股本權益於收購日期的公允價值超出所收購可識別資產淨值的公允價值的差額列賬為商譽。就廉價購買而言，倘所轉讓代價、已確認非控股性權益及已計量原先所持權益總和低於所收購子公司資產淨值的公允價值，差額直接於收入表內確認。

集團內公司間交易、結餘及集團公司間交易的未變現收入均予對銷。除非交易提供已轉讓資產的減值證據，否則未變現虧損亦予對銷。子公司呈報金額於必要時調整，以符合本集團會計政策。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.2 Subsidiaries (Cont'd)

2.2.1 Consolidation (Cont'd)

Business combinations not under common control (Cont'd)

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognized in profit or loss.

Any contingent consideration to be transferred by the Group is recognized at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognized in accordance with HKAS 39 in profit or loss. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognized and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognized directly in the income statement.

Intra-group transactions, balances and unrealized gains on transactions between group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. When necessary, amounts reported by subsidiaries have been adjusted to conform to the Group's accounting policies.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

2 重大會計政策概要 (續)

2.2 子公司 (續)

2.2.1 合併 (續)

並無控制權變動的子公司所有權權益變動

不會導致失去控制權的與非控股性權益的交易入賬列為權益交易，即以擁有人身份與子公司擁有人交易。所支付任何代價的公允價值與相關應佔收購子公司淨資產的賬面值之間的差額記錄於權益中。向非控股性權益出售的損益亦記錄於權益中。

出售子公司

當集團不再擁有控制權，在實體的任何保留權益會按失去控制權當日的公允價值重新計量，賬面值變動在損益中確認。公允價值為就保留權益的後續入賬而言的初始賬面值，作為聯營公司、合營企業或金融資產。此外，之前在其他全面收入中確認的任何數額猶如集團已直接出售相關資產或負債。這意味著之前在其他全面收入中確認的數額重新分類至損益。

2.2.2 獨立財務報表

於子公司的投資乃按成本扣除減值列賬。成本包括投資直接應佔成本。子公司業績由貴公司按已收及應收股息入賬。

倘於子公司的投資產生的股息超過子公司於宣派股息期間的全面總收入或倘該投資於單獨財務報表內的賬面值超過投資對象資產淨值（包括商譽）於綜合財務報表內的賬面值，則於收到該等股息時須對該等投資進行減值測試。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.2 Subsidiaries (Cont'd)

2.2.1 Consolidation (Cont'd)

Changes in ownership interests in subsidiaries without change of control

Transaction with non-controlling interests that do not result in loss of control are accounted for as equity transaction – that is, as transactions with the owner of the subsidiary in their capacity as owners, the difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

Disposal of subsidiaries

When the group ceases to have control, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

2.2.2 Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

2 重大會計政策概要 (續)

2.3 分部報告

經營分部的呈報方式與向主要經營決策者內部報告的方式一致。主要經營決策者(「主要經營決策者」)為作出戰略決策的執行及非執行董事，負責分配資源及評估經營分部表現。

2.4 外幣換算

(a) 功能及呈列貨幣

本集團各實體的財務報表所列項目使用實體運營所在主要經濟環境的貨幣(「功能貨幣」)計量。綜合財務報表以貴公司功能及本集團呈列貨幣人民幣呈列。

(b) 交易及結餘

外幣交易按交易日的現行匯率或重新計量項目的估值換算為功能貨幣。該等交易結算產生的外匯收入和虧損及以年末匯率換算外幣計值貨幣資產及負債產生的外匯收入和虧損均於綜合全面收入表內確認為「其他虧損－淨額」。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.3 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker (“CODM”), who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive and non-executive directors that makes strategic decisions.

2.4 Foreign currency translation

(a) *Functional and presentation currency*

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (“the functional currency”). The consolidated financial statements are presented in RMB, which is the Company's functional and the Group's presentation currency.

(b) *Transactions and balances*

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized within “Other losses – net” in the consolidated statements of comprehensive income.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

2 重大會計政策概要 (續)

2.5 物業、廠房及設備

物業、廠房及設備按歷史成本減折舊列賬。歷史成本包括收購有關項目直接應佔的開支。

後續成本僅在與該項目相關的未來經濟利益很可能會流入本集團及能可靠地計算出項目成本的情況下，才會計入資產的賬面值或確認為獨立的資產（如適當）。入賬列為單獨資產的任何部分的賬面值於替換時確認。所有其他維修及保養成本於其產生的報告期間計入損益。

折舊乃於其估計可使用年期（如下）內採用直線法將其成本分攤至其剩餘價值計算：

	估計可 使用年期	估計淨剩 餘價值
樓宇	30年	4%
運輸設備	10年	4%
電子設備	5年	4%
其他機器	5年	4%

於各報告期末，審查資產的剩餘價值和可使用年期，並作出適當的調整。

如果資產的賬面值高於其估計可收回金額，則實時將資產的賬面值撇減至其可收回金額。

處置收入和虧損乃通過比較所得款項與賬面值釐定，並於綜合全面收入表內「其他虧損－淨額」確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.5 Property, plant and equipment

Property, plant and equipment is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation is calculated using the straight-line method to allocate their cost to their residual values, over their estimated useful lives as follows:

	Estimated useful lives	Estimated net residual value
Buildings	30 years	4%
Transportation equipment	10 years	4%
Electronic equipment	5 years	4%
Other machines	5 years	4%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount and are recognized within 'Other losses – net' in the consolidated statements of comprehensive income.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

2 重大會計政策概要 (續)

2.6 無形資產

(a) 商譽

收購子公司的商譽計入無形資產。商譽不予攤銷，惟每年進行減值測試，或當有事件或情況改變顯示資產有可能減值時作出更頻密的減值測試，並按成本減累計減值虧損列賬。出售實體的收入或虧損包括與出售實體相關商譽之賬面值。

商譽乃分配至各現金產生單位，以進行減值測試。現金產生單位或現金產生單位組別預期將從產生商譽的業務合併中獲益，方會獲得分配商譽。按監察商譽以作內部管理用途的最低級別（即經營分部）識別單位或單位組別。

(b) 牌照

獨立取得的牌照以歷史成本列示。於業務合併取得的牌照在取得日期以公允價值確認。其具有特定使用年限（十年）及其後按成本減累計攤銷及減值虧損列賬。

(c) 計算機軟件

獲得軟件牌照的成本按收購及特定軟件投入使用所產生成本為基準入賬。該等成本於彼等估計可使用年期（五至十年）攤銷。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.6 Intangible assets

(a) Goodwill

Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, being the operating segments.

(b) Licences

Separately acquired licences are shown at historical cost. Licenses acquired in a business combination are recognised at fair value at the acquisition date. They have a finite useful life (10 years) and are subsequently carried at cost less accumulated amortization and impairment losses.

(c) Computer Software

Acquired software licences are capitalized on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortised over their estimated useful lives (5 to 10 years).

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

2 重大會計政策概要 (續)

2.7 非金融資產減值

商譽毋須攤銷，惟須每年進行減值測試，或如出現任何事件或情況轉變而顯示其可能出現減值，則更密切地進行檢討。其他資產須於發生事件或情況變動顯示其賬面值可能無法收回時進行減值測試。減值虧損按資產賬面值超出其可收回金額之差額確認。可收回金額為資產公允價值減銷售成本及使用價值的較高者。就評估減值而言，資產按獨立可確定現金流入的最低水平組合（現金產生單位），大部分是獨立於其他資產或資產組合的現金流入。出現減值的非金融資產（商譽除外）會於各報告期末檢討其減值撥回之可能性。

2.8 金融資產

2.8.1 分類

本集團將其金融資產分為以下類別：

債務工具

- i) 其後按公允價值計入其他全面收入計量；
- ii) 其後按公允價值計入損益計量；及
- iii) 按攤銷計量。

分類取決於實體管理金融資產的商業模式以及現金流之合約條款而定。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.7 Impairment of non-financial assets

Goodwill is not subject to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

2.8 Financial assets

2.8.1 Classification

The Group classifies its financial assets in the following measurement categories:

Debt instruments

- i) to be measured subsequently at fair value through other comprehensive income;
- ii) to be measured subsequently at fair value through profit or loss; and
- iii) to be measured at amortised.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

2 重大會計政策概要 (續)

2.8 金融資產 (續)

2.8.1 分類 (續)

權益工具

- i) 其後按公允價值計入其他全面收入計量；及
- ii) 其後按公允價值計入損益計量。

就以公允價值計量的資產而言，收入及虧損將計入損益或其他全面收入。

就債務工具投資而言，其將視乎持有投資之業務模式而定。就權益工具投資而言，其將視乎本集團於初步確認時是否作出不可撤銷之選擇，以將股本投資按公允價值計入其他全面收入。

本集團當且僅當管理該等資產之業務模式變動時重新分類債務投資。

2.8.2 確認及終止確認

金融資產之一般買賣在交易日（即本集團承諾購入或出售該資產之日）確認。當從金融資產收取現金流量之權利已屆滿或轉讓，而本集團已將擁有權之絕大部分風險及回報轉移時，有關金融資產將終止確認。

2.8.3 計量

於初步確認時，本集團以公允價值加（倘該金融工具並非按公允價值計入損益）直接歸屬於收購金融資產的交易成本計量金融資產。通過損益按公允價值列賬的金融資產的交易成本於損益支銷。

在確定具有嵌入衍生工具的金融資產的現金流量是否僅為支付本金和利息時，需從金融資產的整體進行考慮。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.8 Financial assets (Cont'd)

2.8.1 Classification (Cont'd)

Equity instruments

- i) to be measured subsequently at fair value through other comprehensive income; and
- ii) to be measured subsequently at fair value through profit or loss.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income.

For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

2.8.2 Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the group has transferred substantially all the risks and rewards of ownership.

2.8.3 Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

2 重大會計政策概要 (續)

2.8 金融資產 (續)

2.8.3 計量 (續)

債務工具

債務工具之後續計量取決於本集團管理資產之業務模式及該等資產之現金流量特徵。本集團將其債務工具分為三個類別：

- 攤銷成本：持作收回合約現金流量的資產，倘該等現金流量僅指支付的本金及利息，則按攤銷成本計量。後續按攤銷成本計量且並非對沖關係之一部份的債務投資之收入或虧損於該資產終止確認或減值時於綜合全面收入表確認。該等金融資產的利息收入乃按實際利率法計入財務收入。
- 按公允價值計入其他全面收入：持作收回合約現金流量及出售金融資產的資產，倘該等資產現金流量僅指支付本金及利息，則按公允價值計入其他全面收入計量。賬面值的變動乃計入其他全面收入，惟於損益確認之減值收入或虧損之確認、利息收入及外匯收入及虧損除外。金融資產終止確認時，先前於其他全面收入確認的累計收入或虧損由權益重新分類至綜合全面收入表並確認為「其他收入－淨額」。該等金融資產的利息收入乃按實際利率法計入財務收入。
- 按公允價值計入損益：未達攤銷成本標準的資產或未按公允價值計入其他全面收入的金融資產乃按公允價值計入損益計量。隨後按公允價值計入損益計量且並非對沖關係之一部份的債務投資的收入或虧損於損益確認，並於產生期間在「其他收入－淨額」呈報淨額。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.8 Financial assets (Cont'd)

2.8.3 Measurement (Cont'd)

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in the consolidated statements of comprehensive income when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.
- Fair value through OCI: Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through OCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to the consolidated statements of comprehensive income and recognised in 'other gains – net'. Interest income from these financial assets is included in finance income using the effective interest rate method.
- Fair value through profit or loss: Assets that do not meet the criteria for amortised cost or financial assets at fair value through other comprehensive income are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in 'other gains – net' in the period in which it arises.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

2 重大會計政策概要 (續)

2.8 金融資產 (續)

2.8.3 計量 (續)

權益工具

本集團其後按公允價值計量所有權益投資。倘本集團管理層選擇於其他全面收入呈報公允價值收入及虧損，公允價值收入及虧損隨後不會重新分類至損益。該等投資的股息於本集團收取付款的權利確立時繼續於「其他收入」確認。

通過損益按公允價值列賬的金融資產的公允價值變動於「其他收入－淨額」確認(如適用)。按公允價值計入其他全面收入之金融資產計量的權益投資之減值虧損(及減值虧損撥回)不會因公允價值變動而分開呈報。

2.9 互相抵銷的金融工具

當有法定強制性權力可抵銷已確認金額，並有意按淨額基準結算或同時確認資產及結算負債時，金融資產及負債可互相抵銷，並在綜合財務狀況表呈報其淨額。法定強制性權利必須不得依賴未來事件，而在一般業務過程中以及倘若公司或對手方一旦出現違約、清算或破產時，產生強制執行性。

2.10 金融資產減值

本集團以預期為基礎，評估其以攤銷成本計量的債務工具及按公允價值計入其他全面收入的金融資產的預期信貸虧損。採用的減值方法取決於信用風險是否顯著增加。附註3.1.2詳細說明本集團如何確定信貸風險是否有重大增加。

就貿易應收款項而言，本集團採用香港財務報告準則第9號所允許的簡化方法，該方法規定預期存續期損失須於應收款項初始確認時予以確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.8 Financial assets (Cont'd)

2.8.3 Measurement (Cont'd)

Equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments continue to be recognised in 'other income' when the Group's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in 'other gains – net' as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at financial assets at fair value through other comprehensive income are not reported separately from other changes in fair value.

2.9 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the consolidated statements of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the assets and settle the liabilities simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

2.10 Impairment of financial assets

The group assesses on a forward looking basis the expected credit losses associated with its debt instrument carried at amortised cost and financial assets at fair value through OCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 3.1.2 details how the Group determines whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

2 重大會計政策概要 (續)

2.10 金融資產減值 (續)

應收關聯方的按金及其他應收款項被視為具有低信貸風險，因此，期內確認之減值撥備僅限於12個月預期虧損。

除關聯方以外的其他應收款項而言，本公司自初始確認起就基於信貸質素變化的減值採用「三級」模型，現概述如下：

- 並無於初始確認受到信貸減值的應收款項分類為「第1級」，而本集團持續監察其信貸風險。
- 如於初始確認後發現信貸風險大幅增加，則該等應收款項會轉為「第2級」但並未被視為信貸減值。
- 倘應收款項出現信貸減值，該金融工具轉為「第3級」。

第1級的應收款項的預期信貸虧損計量，相等於在未來12個月內可能發生的違約事件產生的整個貸款周期預期信貸虧損的該部份金額。處於第2或第3級的工具的預期信貸虧損計量，乃根據整個貸款周期基準的預期信貸虧損金額。

當計量預期信貸虧損時，本集團會考慮前瞻性資料。

2.11 存貨

存貨按成本及可變現淨值兩者的較低者列賬。成本乃按先入先出法釐定。可變現淨值為在日常業務過程中的估計售價，減適用可變銷售開支。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.10 Impairment of financial assets (Cont'd)

Deposits and other receivables due from related parties, are considered to have low credit risk, and thus the impairment provision recognised during the period was limited to 12 months expected losses.

For other receivables other than those from related parties, the Group adopted a "three-stage" model for impairment based on changes in credit quality since initial recognition as summarized below:

- The receivable is not credit-impaired on initial recognition is classified in "Stage 1" and has its credit risk continuously monitored by the Group.
- If a significant increase in credit risk since initial recognition is identified, the receivables is moved to "Stage 2" but is not yet deemed to be credit impaired.
- If the receivables is credit-impaired, the financial instrument is then moved to "Stage 3".

Receivables in Stage 1 have their expected credit loss measured at an amount equal to the portion of lifetime expected credit losses that result from default events possible within the next 12 months. Instruments in Stage 2 or 3 have their expected credit loss measured based on expected credit losses on a lifetime basis.

When measuring expected credit loss, the Group considers forward-looking information.

2.11 Inventories

Inventories are stated at the lower of cost and net realizable value. Cost is determined using the first-in, first-out (FIFO) method. Net realizable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

2 重大會計政策概要 (續)

2.12 貿易及其他應收款項

貿易應收款項為於日常業務過程中就出售商品或提供服務應收客戶的款項。倘貿易及其他應收款項預計將於一年或以內(或如果時間較長,則於正常的業務運營週期內)收回,則將其歸類為流動資產。否則,呈列為非流動資產。

貿易及其他應收款項以公允價值初始確認,其後採用實際利率法以攤銷成本減減值撥備計量。

2.13 現金及現金等價物

現金及現金等價物包括手頭現金及銀行現金、存放於金融機構的通知存款及其他短期高流通性投資(原定期限為三個月或以下,隨時可轉換為已知金額的現金,且價值變動風險不大者)。

2.14 股本

普通股被分類為權益。

直接歸屬於發行新股或期權的新增成本在權益中列為所得款項的減少(扣除稅項)。

2.15 貿易及其他應付款項

貿易及其他應付款項指財政年末前向本集團提供商品及服務而未獲支付的負債。倘付款並無於報告期後12個月內到期,貿易及其他應付款項呈列為流動負債。貿易及其他應付款項以公允價值初步確認,隨後採用實際利率法按攤銷成本計量。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.12 Trade and other receivables

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognized initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

2.13 Cash and cash equivalents

Cash and cash equivalents includes cash in hand and banks, deposits held at call with financial institutions and other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

2.14 Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.15 Trade and other payables

Trade and other payables represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

2 重大會計政策概要 (續)

2.16 即期及遞延所得稅

期內所得稅費用或抵免指根據各司法權區的適用所得稅率按即期應課稅收入支付的稅項，而有關所得稅率經暫時差額及未動用稅項虧損所致的遞延稅項資產及負債變動調整。

即期所得稅

即期所得稅費用根據報告期末本公司的子公司及聯營公司經營業務且產生應課稅收入所在的國家已頒佈或已實質頒佈的稅法計算。管理層就適用稅務法例以詮釋為準的情況定期評估報稅表的狀況，並在適用情況下按預期須向稅務機構繳納的稅款確定撥備。

遞延所得稅

遞延所得稅採用負債法就資產及負債的稅基與彼等賬面值之間的暫時差額於綜合財務報表中悉數撥備。然而，倘遞延稅項負債來自於商譽的初步確認，則其不會被確認。倘遞延所得稅來自於交易中（業務合併除外）對資產或負債的初步確認，而在交易時不影響會計處理或應課稅損益，則亦不會入賬。遞延所得稅採用於報告期末前已頒佈或已實際頒佈，並在有關遞延所得稅資產實現或遞延稅負債結算時預期將會適用的稅率（及法例）而釐定。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.16 Current and deferred income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

2 重大會計政策概要 (續)

2.16 即期及遞延所得稅 (續)

遞延所得稅 (續)

遞延稅項資產僅在未來應課稅金額將可用於動用該等暫時差額及虧損時予以確認。

倘本公司能控制撥回暫時差額的時間及該等差額可能不會於可見將來撥備，則不會就外國業務投資賬面值與稅基之間的暫時差額確定遞延稅項負債及資產。

當有可依法強制執行的權利將即期稅項資產與負債抵銷，而遞延稅項結餘與同一稅務機構相關時，則可將遞延稅項資產與負債抵銷。當實體有可依法強制執行抵銷權利且有意按淨額基準結算或同時變現資產及清償負債時，則即期稅項資產與稅項負債抵銷。

即期及遞延稅項於損益中確認，惟有關於其他全面收入或直接於權益確認的項目除外。在此情況下，稅項亦分別於其他全面收入或直接於權益中確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.16 Current and deferred income tax (Cont'd)

Deferred income tax (Cont'd)

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the Company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

2 重大會計政策概要 (續)

2.17 僱員福利

(i) 退休金責任

本集團僅管理界定供款退休計劃。根據中國相關規則及法規，本集團的中國僱員須參加中國有關市級與省級政府組織的多項界定供款退休福利計劃，據此，本集團及其中國僱員須每月按僱員薪金的特定百分比向該等計劃供款。市級與省級政府承諾承擔根據上述計劃應付的全部現有及未來中國退休僱員的退休福利責任。除每月供款外，本集團無須就其僱員承擔退休及其他退休後福利的支付責任。該等計劃的資產與本集團其他資產分開持有，並由政府獨立管理的基金保管。

本集團向界定供款退休計劃作出的供款於產生時列作開支。

(ii) 住房公積金、醫療保險及其他社會保險

本集團的中國僱員有權參與政府承辦的多項住房公積金、醫療保險及其他社會保險計劃。本集團每月按該等僱員薪金的若干百分比向該等基金作出供款(受若干上限規限)。本集團就上述基金的責任限於每年的應付供款。對住房公積金、醫療保險及其他社會保險的供款於產生時列作開支。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.17 Employee benefits

(i) Pension obligations

The Group only operate defined contribution pension plans. In accordance with the rules and regulations in the PRC, the PRC based employees of the Group participate in various defined contribution retirement benefit plans organized by the relevant municipal and provincial governments in the PRC under which the Group and the PRC based employees are required to make monthly contributions to these plans calculated as a percentage of the employees' salaries. The municipal and provincial governments undertake to assume the retirement benefit obligations of all existing and future retired PRC based employees' payable under the plans described above. Other than the monthly contributions, the Group has no further obligation for the payment of retirement and other post-retirement benefits of its employees. The assets of these plans are held separately from those of the Group in independently administrated funds managed by the governments.

The Group's contributions to the defined contribution retirement scheme are expensed as incurred.

(ii) Housing funds, medical insurances and other social insurances

Employees of the Group in the PRC are entitled to participate in various government-supervised housing funds, medical insurances and other social insurance plan. The Group contributes on a monthly basis to these funds based on certain percentages of the salaries of the employees, subject to certain ceiling. The Group's liability in respect of these funds is limited to the contributions payable in each year. Contributions to the housing funds, medical insurances and other social insurances are expensed as incurred.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

2 重大會計政策概要 (續)

2.17 僱員福利 (續)

(iii) 離職福利

本集團在正常退休日期前解僱僱員或僱員自願接受離職以換取該等福利時支付離職福利。本集團於以下日期(以較早者為準)確認離職福利：(a)本集團無法收回提供該等福利之日；及(b)實體確認重組成本屬香港會計準則第37號範圍內並涉及支付離職福利之日。在提出要約以鼓勵自願離職的情況下，離職福利乃根據預期接受要約的僱員人數計量。自報告期末起計逾12個月後到期應付的福利將折算至現值。

(iv) 僱員可享有的假期

僱員可享有的年假在歸屬於僱員時確認。已就僱員截至結算日所提供服務而產生的估計年假負債作出撥備。

僱員可享有的病假及產假於僱員放假時方予確認。

2.18 撥備

對法律申索的撥備於下列情況下予以確認：本集團因過往事件而須承擔現有法律或推定責任，償付債項可能須流出資源，且有關金額已可靠估計。未來經營虧損不作撥備確認。

倘出現多項類似的責任時，則履行該責任導致資源外流的可能性，須對組別內的全部責任作出整體考慮而予以釐定。即使在同一組別內任何一項責任會出現資源外流的可能性很低，亦須作出撥備確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.17 Employee benefits (Cont'd)

(iii) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for a restructuring that is within the scope of HKAS 37 and involves the payment of terminations benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to present value.

(iv) Employee leave entitlements

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the balance sheet date.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

2.18 Provisions

Provisions for legal claims are recognized when: the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognized for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

2 重大會計政策概要 (續)

2.18 撥備 (續)

撥備乃採用除稅前利率按預期償付責任所需開支(反映當時市場對該責任特定的貨幣時間值及風險的評估)的現值計量。隨時間推移而增加之撥備被確認為利息費用。

2.19 收入確認

本集團提供物業管理服務、物業開發商相關服務、社區相關服務及專業服務。提供服務的收入於提供服務的會計期間予以確認。以下是本集團主要收入來源的會計政策描述：

就物業管理服務而言，本集團為每月提供的服務開出固定金額賬單，並將本集團有權開立發票且與已完成的履約價值直接匹配的金額確認為收入。

就按一次性付款基準收取所管理物業的物業管理服務收入而言，本集團作為負責人，主要負責向業主提供物業管理服務，本集團將向業主收取或應收的費用確認為其收入及所有相關物業管理成本確認為其服務成本。就按佣金基準收取所管理物業的物業管理服務收入而言，本集團將佣金(按向物業單位收取或應收的物業管理費總額的若干百分比計算)確認為其安排或監督其他供應商向業主提供的服務的收入。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.18 Provisions (Cont'd)

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense.

2.19 Revenue recognition

The Group provides property management services, property developer-related services, community-related services and professional services. Revenue from providing services is recognised in the accounting period in which the services are rendered. The following is a description of the accounting policy for the principal revenue streams of the Group:

For property management services, the Group bills a fixed amount for each month of service provided and recognises as revenue in the amount to which the Group has a right to invoice and corresponds directly with the value of performance completed.

For property management services income from properties managed under lump sum basis, where the Group acts as principal and is primary responsible for providing the property management services to the property owners, the Group recognises the fee received or receivable from property owners as its revenue and all related property management costs as its cost of service. For property management services income from properties managed under commission basis, the Group recognises the commission, which is calculated by certain percentage of the total property management fee received or receivable from the property units, as its revenue for arranging and monitoring the services as provided by other suppliers to the property owners.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

2 重大會計政策概要 (續)

2.19 收入確認 (續)

物業開發商相關服務主要包括：i)案場銷售協助服務，包括向物業開發商提供的清潔及保養服務，相關費用根據所提供服務的實際水平按事先確定的價格每月結付，收入於提供該等服務時確認；ii)物業交付相關服務及其他諮詢服務，此為與物業開發商訂立的定額合約，相關費用每月結付，收入於提供該等服務時確認；及iii)銷售停車場的佣金收入，相關費用每月向物業開發商收取，於向客戶交付停車場時按淨額確認。

社區相關服務主要包括：i)信息服務佣金，該等服務為從本集團線上及線下平台取得的業務，於服務提供商取得業務時按淨額確認；ii)公共資源管理服務的佣金，於提供該等服務時按淨額隨時間確認；及iii)其他社區便利服務的收入，於提供各項服務時收取並於提供相關服務時確認。社區相關服務一般可於提供服務後立即收費。

專業服務主要包括電梯及智能保安設備的工程及維護服務。專業服務的收入於合約獲批准且提供服務時確認。專業服務一般可於提供服務後立即收費。

倘合約涉及多項服務的提供，交易價將根據其相對獨立的售價分配至各項履約義務。倘獨立的售價無法直接觀察，則會基於預期成本加利潤或經調整的市場評估法進行估計（取決於可觀察資料的可用性）。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.19 Revenue recognition (Cont'd)

Property developer related services include mainly i) on-site sales assistance services, which includes cleaning and maintenance services to property developers, which are billed and settled monthly based on actual level of services provided at pre-determined price and revenue is recognized when such services are provided; ii) property delivery related and other consulting services, which are fixed amount contract with property developers and are billed and settled on a monthly basis and revenue is recognized when the services are provided; and iii) commission income for sale of car parks, which are billed to property developers on a monthly basis and were recognized on a net basis when the car parks were delivered to the customers.

Community related services include mainly i) Commission from information services, which are those business from the on-line and off-line platforms of the Group, and is recognized on a net basis when the services providers secures the business; ii) Commission from public resources management services, which is recognized on a net basis over the time when such services are rendered; iii) Revenue from other community convenience services are charged for each services provided and recognized when the relevant services are rendered. Community related services are normally billable immediately upon the services are provided.

Professional services mainly include engineering and maintenance services of elevator and intelligent security equipment. Revenue from professional services are recognized when the contracts have been approved and the services are rendered. Professional services are normally billable immediate upon the delivery of the services.

If contracts involve the sale of multiple services, the transaction price will be allocated to each performance obligation based on their relative stand-alone selling prices. If the standard-alone selling prices are not directly observable, they are estimated based on expected cost plus a margin or adjusted market assessment approach, depending on the availability of observable information.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

2 重大會計政策概要 (續)

2.19 收入確認 (續)

當一方已按照合約履約時，本集團視乎本集團的履約與客戶付款的關係將合約作為合約資產或合約負債呈列於財務狀況表。

合約資產乃本集團於交換本集團向客戶轉讓服務的代價的權利。獲得合約所產生的增量成本（如可收回）撥充資本及作為資產呈列，及隨後在相關收入確認時攤銷。

倘客戶支付代價或本集團對代價金額擁有無條件權利，則於本集團向客戶轉讓服務前，本集團在收到付款或錄得應收款項時（以較早者為準），將合約呈列為合約負債。合約負債是本集團將本集團已向客戶收取代價（或代價金額到期）的服務轉讓予客戶的義務。

當本集團就代價擁有無條件權利時，錄得應收款項。倘代價支付到期前僅需要時間，則收取代價的權利為無條件。

2.20 每股盈利

(i) 每股基本盈利

每股基本盈利乃除以下項目後計算得出：本公司擁有人應佔利潤（不包括除普通股外的任何維護權益成本）除以財政年度內已發行普通股加權平均數，並就年內已發行普通股（不包括庫存股份）的股利調整。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.19 Revenue recognition (Cont'd)

When either party to a contract has performed, the Group presents the contract in the statements of financial position as a contract asset or a contract liability, depending on the relationship between the Group's performance and the customer's payment.

A contract asset is the Group's right to consideration in exchange for services that the Group has transferred to a customer. Incremental costs incurred to obtain a contact, if recoverable, are capitalized and presented as assets and subsequently amortised when the related revenue is recognised.

If a customer pays consideration or the Group has a right to an amount of consideration that is unconditional, before the Group transfers services to the customer, the Group presents the contract as a contract liability when the payment is received or a receivable is recorded (whichever is earlier). A contract liability is the Group's obligation to transfer services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A receivable is recorded when the Group has an unconditional right to consideration. A right to consideration is unconditional if only the passage of time is required before payment of that consideration is due.

2.20 Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing: the profit attributable to owners of the company, excluding any costs of servicing equity other than ordinary shares by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year and excluding treasury shares.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

2 重大會計政策概要 (續)

2.20 每股盈利 (續)

(ii) 每股攤薄盈利

每股攤薄盈利調整用於釐定每股基本盈利的數字，以計及：利息的除所得稅後影響及與潛在攤薄普通股有關的其他融資成本，及假設轉換所有潛在攤薄普通股，則將為已發行的額外普通股加權平均數。

2.21 利息收入

採用實際利率法計算的按攤銷成本計量的金融資產及按公允價值計入其他全面收入計量的金融資產（2017年－可供出售證券、持至到期投資以及貸款及應收款項）的利息收入，作為其他收入的一部份於損益表確認。

利息收入呈列為持作現金管理用途的金融資產所賺取的財務收入。任何其他利息收入計入其他收入。

利息收入是用實際利率乘以金融資產賬面總值計算得出，惟後續發生信貸減值的金融資產除外。就信貸減值的金融資產而言，其利息收入是用實際利率乘以金融資產賬面淨值（經扣除虧損撥備）得出。

2.22 租賃

(a) 本集團為承租人

如租賃擁有權的重大部分風險及回報由出租人保留，則分類為經營租賃。根據經營租賃支付之款項（扣除自出租人收取的任何獎勵金後）於租賃期內以直線法在綜合全面收入表支銷。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.20 Earnings per share (Cont'd)

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account: the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares, and the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

2.21 Interest income

Interest income on financial assets at amortised cost and financial assets at FVOCI (2017 – available-for-sale securities, held-to-maturity investments and loans and receivables) calculated using the effective interest method is recognised in the statement of profit or loss as part of other income.

Interest income is presented as finance income where it is earned from financial assets that are held for cash management purposes. Any other interest income is included in other income.

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

2.22 Leases

(a) The Group is the lessee

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the consolidated statements of comprehensive income on a straight-line basis over the period of the lease.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

2 重大會計政策概要 (續)

2.22 租賃 (續)

(b) 本集團為出租人

當資產根據經營租賃出租時，資產根據其性質載入財務狀況表。租金收入以直線法於租賃期內在綜合全面收入表內確認。

2.23 股息分派

派發予本公司股東的股息，於本公司股東或董事批准（如適當）股息的期間內在本集團及本公司財務報表中確認為負債。

2.24 政府補助

當能夠合理地保證政府補助將可收取，而本集團將會符合所有附帶條件時，將政府提供的補助按其公允價值確認入賬。

與資產相關的政府補助，是指本集團取得的、用於購建或以其他方式形成長期資產的政府補助。與收入相關的政府補助，是指除與資產相關的政府補助之外的政府補助。

與資產相關的政府補助，衝減相關資產的賬面值，或確認為遞延收入並在相關資產可使用年內按照合理、系統的方法分攤計入損益；與收入相關的政府補助，用於補償以後期間的相關成本、開支或損失的，確認為遞延收入，並在確認相關成本、開支或損失的期間，計入當期損益或衝減相關成本，用於補償已發生的相關成本、開支或損失的，直接計入當期損益或衝減相關成本、開支或損失。本集團對財務報表內同類政府補助採用相同的列報方式。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.22 Leases (Cont'd)

(b) *The Group is the lessor*

When assets are leased out under operating lease, the assets are included in the statements of financial position based on the nature of the assets. Rental income is recognised in the consolidated statements of comprehensive income on a straight-line basis over the term of the lease.

2.23 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's and the Company's financial statements in the period in which the dividends are approved by the Company's shareholders or directors, where appropriate.

2.24 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants related to assets refer to government grants which are obtained by the Group for the purposes of purchase, construction or acquisition of the long-term assets. Government grants related to income refer to the government grants other than those related to assets.

Government grants related to assets are either deducted against the carrying amount of the assets, or recorded as deferred income and recognised in profit or loss on a systemic basis over the useful lives of the assets. Government grants related to income that compensate the future costs, expenses or losses are recorded as deferred income and recognised in profit or loss, or deducted against related costs, expenses or losses in reporting the related expenses; government grants related to income that compensate the incurred costs, expenses or losses are recognised in profit or loss, or deducted against related costs, expenses or losses directly in current period. The Group applies the presentation method consistently to the similar government grants in the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

3 財務風險管理

3.1 財務風險因素

本集團的業務使本集團面對不同財務風險：市場風險、信貸風險及流動資金風險。本集團的整體風險管理計劃著重金融市場不可預見的情況，並力求盡量降低對本集團財務表現的潛在不利影響。

3.1.1 市場風險

(i) 外匯風險

本集團於中國從事提供物業管理服務及相關增值服務，幾乎所有交易均以人民幣計值，惟部份融資活動（包括首次公開發售）所得款項乃以港元（「港元」）或美元（「美元」）計值。截至2018年12月31日，本集團大部分資產及負債以人民幣計值，惟若干現金以港元或美元計值。

本公司及其全部子公司的功能貨幣為人民幣。因此，以港元或美元計值的現金面臨外匯風險。港元及美元兌人民幣的匯率波動將影響本集團的經營業績。本集團目前並無外匯對沖政策。然而，管理層密切監控外匯風險並於必要時採取行動。

於2018年12月31日，如人民幣兌港元升值／貶值10%，而所有其他可變因素維持不變，年度除稅後利潤將下降／上升人民幣55,760元（2017年：零），主要因為換算以港元計值的銀行存款的淨外匯收益／虧損所致。

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

3.1.1 Market risk

(i) Foreign exchange risk

The Group is engaged in the provision of property management services and related value-added services in the PRC with almost all the transactions denominated in RMB, except for proceeds from certain financing activities, including the initial public offering, which are denominated in Hong Kong Dollar ("HKD") or United States Dollar ("USD"). As of 31 December 2018, majority of the Group's assets and liabilities are denominated in RMB except that certain cash is denominated in HKD or USD.

The Company and all of its subsidiaries' functional currency is RMB. Accordingly, cash denominated in HKD or USD is subject to foreign exchange risk. Fluctuations in the exchange rates of HKD and USD against RMB will affect the Group's result of operations. The Group currently does not have a foreign currency hedging policy. However, management closely monitors the foreign exchange exposure and will take actions when necessary.

As at 31 December 2018, if RMB had strengthened/weakened by 10%, against HKD with all other variables held constant, post-tax profit for the year would have been RMB55,760 (2017: nil) lower/higher, mainly as a result of net foreign exchange gains/losses on translation of HKD denominated bank deposits.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

3 財務風險管理 (續)

3.1 財務風險因素 (續)

3.1.1 市場風險 (續)

(ii) 價格風險

由於本集團所持投資在綜合財務狀況表內被分類為按公允價值計入其他全面收入(附註19)，故本集團承受價格風險。

董事認為，本集團就其投資所承受的價格風險並不重大，概因本集團訂有政策，不會作出對本集團財務業績可能造成不利影響的重大投資。所有投資須經董事會主席批准後方可進行。

下表概述純利及其他全面收入增加／減少的影響。

		按公允價值計入其他全面收入 FVOCI 截至12月31日止年度 Year ended 31 December	
		2018年 2018 人民幣千元 RMB'000	2017年 2017 人民幣千元 RMB'000
— 上調5%	– 5 percent higher	66	66
— 下調5%	– 5 percent lower	(66)	(66)

(iii) 利率風險

於2018年及2017年12月31日，本集團並無任何計息負債，因而並無面對重大利率風險。

3 FINANCIAL RISK MANAGEMENT (Cont'd)

3.1 Financial risk factors (Cont'd)

3.1.1 Market risk (Cont'd)

(ii) Price risk

The Group is exposed to price risk because of investments held by the Group and classified on the consolidated statements of financial position as FVOCI (Note 19).

In the opinion of the directors, the Group's exposure to price risk with regard to its investments is not significant since it is the Group's policy not to invest significant amounts that might have a detrimental impact to the Group's financial results. All investments must be approved by the Chairman of the Board before they may be entered into.

The following table summarises the impact of increase/decrease on net profit and other comprehensive income.

(iii) Interest rate risk

As at 31 December 2018 and 2017, the Group has no interest bearing liabilities and hence are not subject to significant interest rate risk.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

3 財務風險管理 (續)

3.1 財務風險因素 (續)

3.1.2 信貸風險

本集團就貿易應收款項、按金及其他應收款項以及現金及現金等價物面臨信貸風險。貿易應收款項、按金及其他應收款項、現金及現金等價物的賬面值反映本集團面對的金融資產的最高信貸風險。

(i) 銀行現金

由於銀行現金存款主要存於國有銀行及其他大中型上市銀行，本集團預期銀行現金存款並無重大信貸風險。管理層預期將不會因該等交易對手違約而產生任何重大虧損。

(ii) 貿易應收款項

本集團根據香港財務報告準則第9號的規定應用簡化的方式計提預期信貸虧損撥備，該準則允許所有貿易應收款項均採用整個貸款周期預期損失撥備。為計量預期信貸虧損，貿易應收款項已按共通信貸風險特徵及逾期日數分類。預期信貸虧損亦融入前瞻性資料。

(iii) 應收關聯方按金及其他款項

本集團預計，與應收關聯方按金及其他款項相關的信貸風險屬低水平，原因是大部份按金均為政府機關所欠作為一般經營的質押，且該等關聯方相當有能力在短期內滿足合約現金流承擔。因此，期內確認的減值撥備限於12個月的預期損失，相等於應收關聯方按金及其他款項的1%準備率。

3 FINANCIAL RISK MANAGEMENT (Cont'd)

3.1 Financial risk factors (Cont'd)

3.1.2 Credit risk

The Group is exposed to credit risk in relation to its trade receivables, deposits and other receivables; and cash and cash equivalents. The carrying amounts of trade receivables, deposits and other receivables; and cash and cash equivalents represent the Group's maximum exposure to credit risk in relation to financial assets.

(i) Cash in banks

The Group expects that there is no significant credit risk associated with cash deposits at banks since they are substantially deposited at state-owned banks and other medium or large size listed banks. Management does not expect that there will be any significant losses from non-performance by these counterparties.

(ii) Trade receivables

The Group applies the simplified approach to providing for expected credit losses prescribed by HKFRS9, which permits the use of the lifetime expected loss provision for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected credit loss also incorporate forward looking information.

(iii) Deposits and other receivables due from related parties

The Group expects that the credit risk associated with deposits and other receivables due from related parties to be low, since the majority of the deposits is due from government authorities as pledge for the ordinary business and related parties have a strong capacity to meet its contractual cash flow obligations in the near term. Thus, the impairment provision recognised during the period was limited to 12 months expected losses, which was 1% allowance rate for deposits and other receivables due from related parties.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

3 財務風險管理 (續)

3.1 財務風險因素 (續)

3.1.2 信貸風險 (續)

(iv) 其他應收款項 (不包括來自關聯方)

本集團的其他應收款項 (不包括來自關聯方) 涉及大量對手方。信貸風險並不集中。本集團設有監控程序以確保會採取跟進行動以收回逾期債項。此外，本集團於每個報告期結束時檢討該等應收款項的可收回性以確保已就不可收回金額計提充份的減值虧損。本集團當初始確認資產時考慮違約拖欠可能性，並考慮在每一報告期的整段期間信貸風險是否持續顯著增加。為評估信貸風險是否顯著增加，本集團比較於報告日期資產發生違約的風險和於初始確認日期的違約風險。

3 FINANCIAL RISK MANAGEMENT (Cont'd)

3.1 Financial risk factors (Cont'd)

3.1.2 Credit risk (Cont'd)

(iv) *Other receivables other than those from related parties*

The Group has large number of counter parties for its other receivables other than those from related parties. There was no concentration of credit risk. The Group has monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverability of these receivables at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

3 財務風險管理 (續)

3.1 財務風險因素 (續)

3.1.2 信貸風險 (續)

(iv) 其他應收款項 (不包括來自關聯方) (續)

預期信貸虧損亦融入前瞻性資料。

本集團已進行歷史分析及識別出影響信貸風險及預期信貸虧損的主要經濟變數，並顧及可得的合理及輔助性前瞻性資料。特別是已納入以下指標：

- 內部信貸評級；
- 外部信貸評級；
- 業務、財務或經濟環境中實際或者預期發生的重大不利變動預期導致借款人償還債務的能力產生重大變化；
- 個別業主或借款人的經營業績實際或者預期發生重大變化；
- 個別業主或相同借款人的其他金融工具信貸風險顯著增加；
- 借款人預期表現或行為發生重大變化，包括集團內借款人付款情況的變化及經營業績的變化。

3 FINANCIAL RISK MANAGEMENT (Cont'd)

3.1 Financial risk factors (Cont'd)

3.1.2 Credit risk (Cont'd)

(iv) *Other receivables other than those from related parties* (Cont'd)

Forward-looking information incorporated in the expected credit loss model.

The Group has performed historical analysis and identified the key economic variables impacting credit risk and expected credit loss. It considers available reasonable and supportive forwarding-looking information. Especially the following indicators are incorporated:

- internal credit rating;
- external credit rating;
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations;
- actual or expected significant changes in the operating results of individual property owner or the borrower;
- significant increases in credit risk on other financial instruments of the individual property owner or the same borrower;
- significant changes in the expected performance and behaviour of the borrower, including changes in the payment status of borrowers in the Group and changes in the operating results of the borrower.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

3 財務風險管理 (續)

3.1 財務風險因素 (續)

3.1.2 信貸風險 (續)

於2018年及2017年12月31日，虧損準備撥備釐定如下。

3 FINANCIAL RISK MANAGEMENT (Cont'd)

3.1 Financial risk factors (Cont'd)

3.1.2 Credit risk (Cont'd)

As at 31 December 2018 and 2017, the loss allowance provision was determined as follow.

			於2018年12月31日 As at 31 December 2018		於2017年12月31日 As at 31 December 2017	
			人民幣千元 RMB'000		人民幣千元 RMB'000	
		預期虧損率	賬面總值 Gross Carrying Amount	虧損 準備撥備 Loss allowance provision	賬面總值 Gross Carrying Amount	虧損 準備撥備 Loss allowance provision
		Expected Loss Rate				
貿易應收款項						
Trade receivables						
關聯方	Related parties	1.00%	49,762	498	12,539	125
1年內	Within 1 year	5.00%	59,066	2,953	49,120	2,455
1至2年	1 to 2 years	35.53%	23,132	8,219	20,072	7,131
2至3年	2 to 3 years	53.99%	13,588	7,336	6,643	3,587
3至4年	3 to 4 years	67.05%	5,563	3,730	4,828	3,238
4至5年	4 to 5 years	88.98%	4,515	4,017	2,289	2,037
超過5年	Over 5 years	100.00%	10,657	10,657	8,592	8,592
			166,283	37,410	104,083	27,165
預付款項、按金及其他應收款項 (不包括預付款項及將予扣減的進項增值稅)						
Prepayments, deposits and other receivables (excluding prepayments and input VAT to be deducted)						
按金	Deposits	1.00%	20,861	209	11,033	112
其他應收款項	Other receivables					
1年內	Within 1 year	5.00%	25,918	1,296	18,920	946
1至2年	1 to 2 years	35.53%	6,782	2,410	3,320	1,179
2至3年	2 to 3 years	53.99%	2,520	1,361	2,749	1,484
3至4年	3 to 4 years	67.05%	2,457	1,647	1,966	1,318
4至5年	4 to 5 years	88.98%	656	582	385	343
超過5年	Over 5 years	100.00%	129	129	161	161
			59,323	7,634	38,534	5,543

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

3 財務風險管理 (續)

3.1 財務風險因素 (續)

3.1.2 信貸風險 (續)

於2018年及2017年12月31日，貿易及其他應收款項(不包括預付款項、應收支付平台款項及將予扣減的進項增值稅)的虧損準備撥備與年初虧損準備撥備的調節如下：

3 FINANCIAL RISK MANAGEMENT (Cont'd)

3.1 Financial risk factors (Cont'd)

3.1.2 Credit risk (Cont'd)

As at 31 December 2018 and 2017, the loss allowance provision for trade and other receivables (excluding prepayments, receivables from payment platform and input VAT to be deducted) reconciles to the opening loss allowance for that provision as follows:

		貿易應收 款項撥備	預付款項、按金及 其他應收款項 (不包括預付款項及 將予扣減的進項 增值稅)撥備	總計
		Allowance for trade receivables 人民幣千元 RMB'000	Allowance for prepayments, deposits and other receivables (excluding prepayments and input VAT to be deducted) 人民幣千元 RMB'000	Total 人民幣千元 RMB'000
於2018年1月1日	At 1 January 2018	27,165	5,543	32,708
於綜合全面收入表確認的 虧損準備撥備	Provision for loss allowance recognised in consolidated statement of comprehensive income	10,245	2,091	12,336
於2018年12月31日	At 31 December 2018	37,410	7,634	45,044
於2017年1月1日	At 1 January 2017	18,550	3,476	22,026
於綜合全面收入表確認的 虧損準備撥備	Provision for loss allowance recognised in consolidated statement of comprehensive income	8,615	2,067	10,682
於2017年12月31日	At 31 December 2017	27,165	5,543	32,708

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

3 財務風險管理 (續)

3.1 財務風險因素 (續)

3.1.2 信貸風險 (續)

於2018年12月31日，貿易及其他應收款項(不包括預付款項及將予扣減的進項增值稅)的賬面總值為人民幣225,606,000元(2017年12月31日：人民幣142,617,000元)，承擔虧損的最高風險為人民幣180,562,000元(2017年12月31日：人民幣109,909,000元)。

3.1.3 流動資金風險

管理層旨在維持充足的現金及現金等價物，或通過可得的充足融資金額獲得可得的融資，包括關聯方貸款，以滿足其日常經營的營運資金要求。

下表載列本集團於各結算日按相關到期組別分類的金融負債。下表所披露的金額為合約未貼現現金流量。由於折現的影響不大，故此在由結算日起12個月內到期的結餘相等於其於財務狀況表內的賬面值。

3 FINANCIAL RISK MANAGEMENT (Cont'd)

3.1 Financial risk factors (Cont'd)

3.1.2 Credit risk (Cont'd)

As at 31 December 2018, the gross carrying amount of trade receivables and other receivables (excluding prepayments and input VAT to be deducted) was RMB225,606,000 (31 December 2017: RMB142,617,000) and the maximum exposure to loss was RMB180,562,000 (31 December 2017: RMB109,909,000).

3.1.3 Liquidity risk

Management aims to maintain sufficient cash and cash equivalents or have available funding through an adequate amount of available financing, including loans from related parties to meet its daily operation working capital requirements.

The table below set out the Group's financial liabilities by relevant maturity grouping at each balance sheet date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months from the balance sheet date equal to their carrying amounts in the statements of financial position, as the impact of discount is not significant.

		少於一年 Less than 1 year 人民幣千元 RMB'000	一至兩年 Between 1 and 2 years 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
於2018年12月31日	As at 31 December 2018			
貿易及其他應付款項*	Trade and other payables*	315,435	–	315,435
於2017年12月31日	As at 31 December 2017			
貿易及其他應付款項*	Trade and other payables*	270,929	–	270,929
應付股息	Dividend Payable	19,000	–	19,000
關聯方貸款	Loans from related parties	65,900	–	65,900

* 不包括應計薪金及其他應付稅項等非金融負債

* Excluding non-financial liabilities of accrued payroll and other taxes payable

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

3 財務風險管理 (續)

3.2 資本管理

本集團的資本管理旨在維護本集團持續經營的能力，從而為擁有人提供回報，為其他持份者提供利益，並維持理想的資本架構以降低資本成本。

為了維持或調整資本結構，本集團可能會調整向股東支付的股息金額、發行新股份或出售資產以減少債務。

本集團以資本負債比率為基礎監控其資本。該比率按淨負債除以總資本計算。淨負債按總負債減現金及現金等價物計算。總資本按綜合財務狀況表中所示的「權益」加淨負債計算。

於2018年及2017年12月31日，本集團均維持淨現金狀態。

3 FINANCIAL RISK MANAGEMENT (Cont'd)

3.2 Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for owners and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, issue new shares or sell assets to reduce debt.

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total debt less cash and cash equivalents. Total capital is calculated as 'equity' as shown in the consolidated statements of financial position plus net debt.

As at 31 December 2018 and 2017, the Group maintained at net cash position.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

3 財務風險管理 (續)

3.3 公允價值估計

金融資產的公允價值層級

3 FINANCIAL RISK MANAGEMENT (Cont'd)

3.3 Fair value estimation

Fair value hierarchy of financial assets

			第一層 Level 1	第二層 Level 2	第三層 Level 3	總計 Total
		附註 Notes	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
經常性公允價值計量	Recurring fair value measurements					
於2018年12月31日	At 31 December 2018					
金融資產	Financial assets					
非上市股本證券	Un-listed equity securities	19	-	-	1,660	1,660

			第一層 Level 1	第二層 Level 2	第三層 Level 3	總計 Total
		附註 Notes	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
經常性公允價值計量	Recurring fair value measurements					
於2017年12月31日	At 31 December 2017					
金融資產	Financial assets					
非上市股本證券	Un-listed equity securities	19	-	-	1,660	1,660

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

3 財務風險管理 (續)

3.3 公允價值估計 (續)

於年內，就經常性公允價值計量而言，第一層、第二層以及第三層之間並無轉撥。

本集團的政策是於報告期末確認公允價值層級之間的轉入及轉出。

第一層：於活躍市場買賣的金融工具（例如公開買賣的衍生工具以及按公允價值計入其他全面收入的為交易持有的證券及金融資產）的公允價值根據報告期末的市場報價列賬。本集團持有的金融資產的市場報價為當時買盤價。該等工具列入第一層。

第二層：並非於活躍市場買賣的金融工具（例如場外交易衍生工具）的公允價值採用估值技術釐定，估值技術盡量利用可觀察市場數據，盡量少依賴主體的特定估計。如計算一金融工具的公允價值所需的所有重大輸入為可觀察數據，則該工具列入第二層。

第三層：如一項或多項重大輸入並非根據可觀察市場數據，則該工具列入第三層。該層級適用於非上市股本證券。

於2018年及2017年12月31日，本集團的非上市股本證券均按現時交易價估值，且未作出調整。因此，並無呈列任何用於第三層公允價值計量的重大不可觀察輸入值的量化數據。

3 FINANCIAL RISK MANAGEMENT (Cont'd)

3.3 Fair value estimation (Cont'd)

There were no transfers among levels 1, level 2 and level 3 for recurring fair value measurements during the year.

The Group's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

Level 1: The fair value of financial instruments traded in active markets (such as publicly traded derivatives, and trading and financial assets at fair value through other comprehensive income) is based on quoted market prices at the end of the reporting period. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities.

As at 31 December 2018 and 2017, the Group's unlisted equity securities were all valued using recent transaction price without adjustment. Accordingly, no quantitative information about significant unobservable inputs used in the fair value measured of Level 3 was presented.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

4 重大會計估計及判斷

本集團對未來作出估計及假設。所得的會計估計按定義很少等同於相關實際結果。以下為對下個財政年度的資產及負債賬面值的重大調整構成重大風險的估計及假設的論述。

(a) 應收呆賬準備

本集團根據對違約風險及預期虧損率的假設作出應收款項準備。本集團於各報告期末根據其過往歷史、現時市況及前瞻估計在作出該等假設及選擇減值計算的輸入值時使用判斷。

如果預期與原本估計有差異，有關差異將影響有關估計發生改變期間貿易及其他應收款項以及呆賬開支的賬面值。有關重大估計及所用輸入值的詳情，參閱上文附註3.1.2。

(b) 即期及遞延所得稅

本集團須在中國繳納企業所得稅。在確定稅項撥備金額及繳納相關稅項的時間時，須作出判斷。在日常業務過程中，許多交易及計算的最終稅項釐定存在不明朗因素。若有關事宜的最終稅項結果與最初記錄的金額不同，則有關差額將會影響作出有關釐定期間的所得稅及遞延稅項撥備。

在管理層認為未來應課稅利潤可能會用作抵銷可使用暫時差異或稅項虧損時，確認涉及若干暫時差異及稅項虧損的遞延稅項資產。實際應用結果可能不同。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

(a) Allowance on doubtful receivables

The Group makes allowances on receivables based on assumptions about risk of default and expected loss rates. The Group used judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

Where the expectation is different from the original estimate, such difference will impact the carrying amount of trade and other receivables and doubtful debt expenses in the periods in which such estimate has been changed. For details of the key assumption and inputs used, see Note 3.1.2 above.

(b) Current and deferred income tax

The Group is subject to corporate income taxes in the PRC. Judgement is required in determining the amount of the provision for taxation and the timing of payment of the related taxations. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

Deferred tax assets relating to certain temporary differences and tax losses are recognised when management considers to be probable that future taxable profit will be available against which the temporary differences or tax losses can be utilized. The outcome of their actual utilisation may be different.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

5 分部資料

管理層根據由主要經營決策者審閱的報告釐定經營分部。主要經營決策者為本公司的執行及非執行董事，負責分配資源及評估經營分部的表現。

截至2018年12月31日止年度，本集團主要在中國從事向非業主提供物業管理服務及增值服務，包括物業開發商相關服務、社區相關服務及專業服務。管理層將該項業務作為一個經營分部，審閱其經營業績，以就資源如何分配作出決策。因此，本公司的主要經營決策者認為僅有一個可作出戰略性決策的分部。

本集團的主要經營實體均位於中國，故本集團於截至2018年12月31日止年度的全部收入均來自中國。

於2018年12月31日及2017年12月31日，本集團的所有非流動資產均位於中國。

5 SEGMENT INFORMATION

Management has determined the operating segments based on the reports reviewed by CODM. The CODM, who is responsible for allocating resources and assessing performance of the operating segment, has been identified as the executive and non-executive directors.

For the year ended 31 December 2018, the Group is principally engaged in the provision of property management services and value-added services, including property developer-related services, community-related services and professional services in the PRC. Management reviews the operating results of the business as one operating segment to make decisions about resources to be allocated. Therefore, the CODM of the Company regards that there is only one segment which is used to make strategic decisions.

The principal operating entity of the Group is domiciled in the PRC. Accordingly, all of the Group's revenue were derived in the PRC during the year ended 31 December 2018.

As at 31 December 2018 and 31 December 2017, all of the non-current assets of the Group were located in the PRC.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

6 收入及銷售及服務成本

收入主要包括物業管理服務及增值服務所得款項。截至2018年及2017年12月31日止年度，本集團按類別劃分的收入及銷售成本分析如下：

6 REVENUE AND COST OF SALES AND SERVICES

Revenue mainly comprises of proceeds from property management services and value-added services. An analysis of the Group's revenue and cost of sales by category for the year ended 31 December 2018 and 2017 is as follows:

		截至12月31日止年度 For the year ended 31 December			
		2018年 2018 人民幣千元 RMB'000		2017年 2017 人民幣千元 RMB'000	
		收入 Revenue	銷售成本 Cost of sales	收入 Revenue	銷售成本 Cost of sales
來自客戶並按一段時間內 確認的收入：	Revenue from customers and recognised over time:				
物業管理服務	Property management Services	732,025	528,522	567,177	423,709
增值服務：	Value added services:				
－物業開發商相關服務	－ Property developer-related services	296,746	221,028	175,497	136,968
－社區相關服務	－ Community-related services	47,890	8,772	43,304	6,501
－專業服務	－ Professional services	73,288	52,651	80,392	56,946
		1,149,949	810,973	866,370	624,124

截至2018年及2017年12月31日止年度，由最終控股股東控制的實體及最終控股股東的合營企業及聯營企業產生的收入佔本集團收入的31.77%及26.71%。除最終控股股東控制的實體及最終控股股東的合營企業及聯營企業外，本集團擁有大量客戶，且於截至2018年及2017年12月31日止年度並無任何客戶貢獻本集團10%或以上的收入。

For the year ended 31 December 2018 and 2017, revenue from entities controlled by Ultimate Controlling Shareholder and joint ventures and associates of the Ultimate Controlling Shareholder contributed 31.77% and 26.71% of the Group's revenue, respectively. Other than entities controlled by Ultimate Controlling Shareholder and joint ventures and associates of the Ultimate Controlling Shareholder, the Group had a large number of customers and none of whom contributed 10% or more of the Group's revenue for the year ended 31 December 2018 and 2017.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

6 收入及銷售及服務成本 (續)

(a) 合約負債

本集團已確認下列收入相關的合約負債：

		於12月31日	
		As at 31 December	
		2018年	2017年
		2018	2017
		人民幣千元	人民幣千元
		RMB'000	RMB'000
合約負債	Contract liabilities	248,764	180,714

(b) 合約負債的重大變動

本集團的合約負債主要產生自客戶支付的預付款項，而相關服務尚未提供。有關負債增加乃由於本集團業務增長所致。

6 REVENUE AND COST OF SALES AND SERVICES (Cont'd)

(a) Contract liabilities

The Group had recognised the following revenue-related contract liabilities:

(b) Significant change in contract liabilities

Contract liabilities of the Group mainly arise from the advance payments made by customers while the underlying services are yet to be provided. Such liabilities increased as a result of the growth of the Group's business.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

6 收入及銷售及服務成本 (續)

(c) 就合約負債確認的收入

下表顯示本報告期內確認的結轉合約負債的收入：

		截至12月31日止年度 For the year ended 31 December	
		2018年 2018 人民幣千元 RMB'000	2017年 2017 人民幣千元 RMB'000
當期確認收入中於年初 存在合約負債結餘的部分	Revenue recognised that was included in the contract liability balance at the beginning of the year		
物業管理服務	Property management services	149,275	87,801
物業開發商相關服務	Property developer-related services	2,425	1,045
社區相關服務	Community-related services	10,840	12,598
		162,540	101,444

6 REVENUE AND COST OF SALES AND SERVICES (Cont'd)

(c) Revenue recognised in relation to contract liabilities

The following table shows how much of the revenue recognised in the current reporting period relates to carried-forward contract liabilities:

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

6 收入及銷售及服務成本 (續)

(d) 未履行的履約義務

就物業管理服務、物業開發商相關服務及社區相關服務而言，本集團每月或每季確認金額等於有權開具發票的收入（即與本集團截至目前履約的客戶價值直接對應的金額）。本集團已選擇以不披露該等類型合約的其餘履約責任，作為實際操作適當安排。大部分物業管理服務合約及物業開發商相關服務並無固定期限。社區相關服務期限一般於對手方提前數月告知本集團不再需要服務時屆滿。

就專業服務而言，彼等於短時間內提供，於各自期末並無未履行的履約義務。

(e) 自獲得合約的新增成本確認的資產

於截至2018年12月31日止年度，並無任何獲得或履行合約而新增的重大成本，因此概無確認任何資產。

6 REVENUE AND COST OF SALES AND SERVICES (Cont'd)

(d) Unsatisfied performance obligations

For property management services, property developer-related services and community-related services, the Group recognises revenue in the amount that equals to the right to invoice which correspond directly with the value to the customer of the Group's performance to date, on a monthly or quarterly basis. The Group has elected the practical expedient for not to disclose the remaining performance obligation for these types of contracts. The majority of the property management services contracts and property developer-related services do not have a fixed term. The term of the contracts for community – related services is generally set to expire when the counterparties notify several months in advance the Group that the services are no longer required.

For professional services, they are rendered in short period of time and there is no unsatisfied performance obligation at the end of respective periods.

(e) Assets recognised from incremental costs to obtain a contract

During the year ended 31 December 2018, there were no significant incremental costs to obtain or fulfil a contract, and accordingly no asset was recognized.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

7 按性質劃分的費用

7 EXPENSES BY NATURE

		截至12月31日止年度 For the year ended 31 December	
		2018年 2018 人民幣千元 RMB'000	2017年 2017 人民幣千元 RMB'000
僱員福利費用(附註8)	Employee benefit expenses (Note 8)	358,135	287,774
外包保安、綠化及清潔成本	Outsourced security, greening and cleaning costs	411,405	297,677
專業服務及社區相關服務 所用原材料及組件	Raw material and components used in professional services and community-related services	62,012	58,281
公用設施費	Utilities	35,742	34,382
專業費	Professional fees	30,844	16,303
包括：上市開支	Including: Listing expenses	29,428	1,500
辦公費用	Office expenses	11,945	11,274
差旅費	Travelling expenses	11,752	8,577
稅項及附加費	Taxes and surcharges	9,602	6,899
業務招待費	Business entertainment expenses	5,713	6,244
核數師酬金	Auditor's remuneration	2,200	1,000
包括：審核服務	Including: Audit services	2,110	1,000
包括：非審核服務	Including: Non-audit services	90	—
員工服及相關費用	Employee uniform and related expenses	6,961	4,869
銀行手續費	Bank charges	4,855	3,933
經營租賃支出	Operating lease payments	2,684	3,486
折舊及攤銷費用	Depreciation and amortization charges	3,142	3,155
廣告及推廣費用	Advertising & Promotion expenses	1,371	2,399
IT系統開發及維護費用	IT system development and maintenance expenses	760	1,887
其他	Others	3,198	2,709
		962,321	750,849

銷售成本主要包括員工福利費用、外包保安、綠化及清潔成本以及專業服務及社區相關服務所用原材料及組件。

Cost of sales include mainly employee benefit expenses, outsourced security, greening and cleaning costs, utilities and raw material and components used in professional services and community-related services.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

8 僱員福利費用

8 EMPLOYEE BENEFIT EXPENSE

		截至12月31日止年度 For the year ended 31 December	
		2018年 2018 人民幣千元 RMB'000	2017年 2017 人民幣千元 RMB'000
工資、薪金及花紅	Wages, salaries and bonuses	266,262	209,386
退休金成本	Pension costs	33,323	30,803
住房公積金、醫療保險及 其他社會保險	Housing funds, medical insurances and other social insurances	32,647	23,174
其他僱員福利	Other employee benefits	25,903	24,411
		358,135	287,774

本集團的中國附屬公司僱員須參加由地方市政府管理及運營的界定供款計劃。本集團的中國附屬公司乃按地方市政府同意的僱員薪金若干百分比向計劃供款，以撥支僱員退休福利。

除上述年度供款外，本集團概無其他與該等計劃相關的退休福利付款的重大責任。

Employees of the Group's PRC subsidiaries are required to participate in a defined contribution scheme administrated and operated by the local municipal government. The group PRC's subsidiaries contribute funds which are calculated on certain percentages of the employee salary as agreed by the local municipal government to the scheme to fund the retirement benefits of the employees.

The Group has no other material obligation for the payment of retirement benefits associated with these schemes beyond the annual contributions described above.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

8 僱員福利費用 (續)

(a) 五位最高薪酬人士

截至2018年及2017年12月31日止年度，本集團的五位最高薪酬人士分別包括兩位及三位董事，彼等的薪酬已載列於附註36所示之分析內。於截至2018年及2017年12月31日止年度，應向其餘三位及兩位個人支付的薪酬如下：

8 EMPLOYEE BENEFIT EXPENSE (Cont'd)

(a) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group include 2 and 3 directors for the year ended 31 December 2018 and 2017 respectively, whose emoluments are reflected in the analysis shown in Note 36. The emoluments payable to the remaining 3 and 2 individuals for the year ended 31 December 2018 and 2017 are as follows:

		截至12月31日止年度 For the year ended 31 December	
		2018年 2018 人民幣千元 RMB'000	2017年 2017 人民幣千元 RMB'000
薪金	Salaries	2,029	1,188
花紅	Bonus	1,021	665
住房公積金、醫療保險 及其他社會保險	Housing fund, medical insurances and other social insurances	289	179
		3,339	2,032

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

8 僱員福利費用 (續)

(a) 五位最高薪酬人士 (續)

該等薪酬在以下金額範圍內：

		人數	
		截至12月31日止年度	
		Number of individuals	
		For the year	
		ended 31 December	
		2018年	2017年
		2018	2017
薪酬範圍 (以港元計)	Emolument bands (in HK dollar)		
零至500,000港元	Nil – HK\$500,000	–	–
500,001港元至 1,000,000港元	HK\$500,001 – HK\$1,000,000	–	1
1,000,001港元至 2,000,000港元	HK\$1,000,001 – HK\$2,000,000	3	1
		3	2

9 其他收入

9 OTHER INCOME

		截至12月31日止年度	
		For the year	
		ended 31 December	
		2018年	2017年
		2018	2017
		人民幣千元	人民幣千元
		RMB'000	RMB'000
政府補助 (附註)	Government grants (Note)	10,832	2,510
其他	Others	313	46
		11,145	2,556

附註： 政府補助主要為當地政府無附加條件的退稅。

Note: The government grants mainly represented tax refunds from local government without attached conditions.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

10 其他費用

10 OTHER EXPENSES

		截至12月31日止年度 For the year ended 31 December	
		2018年 2018 人民幣千元 RMB'000	2017年 2017 人民幣千元 RMB'000
向業主作出的意外賠償	Compensation for casualties to property owners	357	1,120
其他	Others	79	63
		436	1,183

11 其他收益／(虧損)－淨額

11 OTHER GAINS/(LOSSES) – NET

		截至12月31日止年度 For the year ended 31 December	
		2018年 2018 人民幣千元 RMB'000	2017年 2017 人民幣千元 RMB'000
匯兌收益淨額	Net foreign exchange gains	18,451	–
出售物業、廠房及設備的虧損淨額	Net loss on disposal of property, plant and equipment	(42)	(8)
		18,409	(8)

12 財務收入

12 FINANCE INCOME

		截至12月31日止年度 For the year ended 31 December	
		2018年 2018 人民幣千元 RMB'000	2017年 2017 人民幣千元 RMB'000
現金及現金等價物的利息收入	Interest income on cash and cash equivalents	6,156	6,811

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

13 子公司

本集團於2018年及2017年12月31日的子公司載列如下：

13 SUBSIDIARIES

The Group's subsidiaries at 31 December 2018 and 2017 are set out below:

子公司名稱 Names of the subsidiaries	註冊成立／建立 地點及日期 Place and date of incorporation/ establishment	已發行及繳足股本 Issued and paid-up capital	本集團所持擁有權權益 Ownership interest held by the Group		非控股權益所持擁有權權益 Ownership interest held by non-controlling interests		主要活動／經營地點 Principal activities/place of operation
			12月31日 31 December	2018年 2017年 2018 2017	12月31日 31 December	2018年 2017年 2018 2017	
領先環球企業有限公司 ^(a) Chief Global Enterprise Limited ^(a)	英屬處女群島 2018年1月23日 British Virgin Islands 23 January 2018	1美元 USD1	100.00%	不適用	-	不適用	控股公司 Holding company
香港新城悅發展有限公司 ^(a) Hong Kong Xinchengyue Development Limited ^(a)	香港 2018年1月31日 Hong Kong 31 January 2018	1港元 HKD1	100.00%	不適用	-	不適用	控股公司 Holding company
江蘇新城悅控股有限公司 Jiangsu Xinchengyue Holdings Company Limited	中國常州 2018年2月13日 Changzhou, the PRC 13 February 2018	30,000,000美元 USD30,000,000	100.00%	不適用	-	不適用	投資 Investment
新城富悅管理諮詢有限公司 Xincheng Fuyue Management Consulting Co., Limited	中國常州 2014年12月11日 Changzhou, the PRC 11 December 2014	人民幣129,292,929元 RMB129,292,929	99.00%	100.00%	1.00%	-	管理諮詢及投資 Management consultation and Investment
西藏新城悅物業服務股份有限公司 (「新城悅物業服務」) Tibet Xinchengyue Property Management Co. Ltd ("Tibet Xinchengyue")	中國常州 1996年3月25日 (於2015年遷往西藏) Changzhou, the PRC 25 March 1996 (moved to Tibet in 2015)	人民幣120,000,000元 RMB120,000,000	93.72%	80.00%	6.28%	20.00%	物業管理服務，中國各大城市 Property management services, Cities across the PRC

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

13 子公司 (續)

13 SUBSIDIARIES (Cont'd)

子公司名稱 Names of the subsidiaries	註冊成立／建立 地點及日期 Place and date of incorporation/ establishment	已發行及繳足股本 Issued and paid-up capital	本集團所持擁有權權益 Ownership interest held by the Group		非控股權益所持擁有權權益 Ownership interest held by non-controlling interests		主要活動／經營地點 Principal activities/place of operation
			12月31日 31 December		12月31日 31 December		
			2018年 2018	2017年 2017	2018年 2018	2017年 2017	
上海新城萬嘉物業服務有限公司 Shanghai Xin Cheng Wan Jia Property Management Co., Ltd.	中國上海 2003年11月27日 Shanghai, the PRC 27 November 2003	人民幣10,000,000元 RMB10,000,000	93.72%	80.00%	6.28%	20.00%	物業管理服務·中國上海 Property management services, Shanghai, the PRC
常州市萬睿智能系統工程有限公司 Changzhou Wanrui Intelligent System Engineering Co., Ltd.	中國常州 2014年3月19日 Changzhou, the PRC 19 March 2014	人民幣10,000,000元 RMB10,000,000	93.72%	80.00%	6.28%	20.00%	工程服務·中國常州 Engineering services, Changzhou, the PRC
江蘇達順電梯工程有限公司 Jiangsu Dashun Elevator Co., Ltd.	中國常州 2012年5月31日 Changzhou, the PRC 31 May 2012	人民幣10,000,000元 RMB10,000,000	93.72%	80.00%	6.28%	20.00%	維護服務·中國常州 Maintenance services, Changzhou, the PRC
常州市平安物業管理有限公司 Changzhou Pingan Property Management Co., Ltd.	中國常州 1999年9月2日 Changzhou, the PRC 2 September 1999	人民幣500,000元 RMB500,000	93.72%	80.00%	6.28%	20.00%	物業管理服務·中國常州 Property management services, Changzhou, the PRC
杭州萬悅物業服務有限公司 (「杭州萬悅」) Hangzhou Wan Yue Property Management Co., Ltd. (“Hangzhou Wan Yue”)	中國杭州 1999年1月5日 Hangzhou, the PRC 5 January 1999	人民幣8,000,000元 RMB8,000,000	93.72%	80.00%	6.28%	20.00%	物業管理·中國杭州 Property management Hangzhou, the PRC

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

13 子公司 (續)

13 SUBSIDIARIES (Cont'd)

子公司名稱 Names of the subsidiaries	註冊成立/建立 地點及日期 Place and date of incorporation/ establishment	已發行及繳足股本 Issued and paid-up capital	本集團所持擁有權權益 Ownership interest held by the Group		非控股權益所持擁有權權益 Ownership interest held by non-controlling interests		主要活動/經營地點 Principal activities/place of operation
			12月31日 31 December		12月31日 31 December		
			2018年 2018	2017年 2017	2018年 2018	2017年 2017	
常州新橙信息技術有限公司 Changzhou Xincheng Information Technology Co., Ltd.	中國常州 2014年9月30日 Changzhou, the PRC 30 September 2014	人民幣1,000,000元 RMB1,000,000	93.72%	80.00%	6.28%	20.00%	軟件開發及維護·中國常州 Software development and maintenance, Changzhou, the PRC
蘇州新城悅物業服務有限公司 Suzhou Xinchengyue Property services Co., Ltd.	中國蘇州 2018年3月12日 Suzhou, the PRC 12 March 2018	人民幣1,000,000元 RMB1,000,000	93.72%	不適用	6.28%	不適用	物業管理服務·中國蘇州 Property management services. Suzhou, the PRC
鄂州新城悅物業服務有限公司 Erzhou Xinchengyue Property services Co., Ltd.	中國鄂州 2018年4月25日 Erzhou, the PRC 25 April 2018	人民幣500,000元 RMB500,000	93.72%	不適用	6.28%	不適用	物業管理服務·中國蘇州 Property management services. Suzhou, the PRC

(a) 本公司於該等子公司中擁有直接或間接股權，而該等子公司於其他子公司擁有直接或間接股權。該等子公司於英屬處女群島或香港註冊成立，及所有其他子公司於中國內地成立。所有子公司為有限責任公司。

(b) 所有子公司主要在註冊成立/成立地點經營。

(c) 除本年報所披露者外，截至年底，概無子公司已發行任何債務證券。

(a) The Company has direct or indirect equity interests in these subsidiaries which have direct or indirect equity interests in the other subsidiaries. These subsidiaries were incorporated in British Virgin Islands or Hong Kong and all the other subsidiaries were established in mainland China. All the subsidiaries are limited liabilities companies.

(b) All the subsidiaries are operating principally in their place of incorporation/establishment.

(c) Save for disclosed in this annual report, none of the subsidiaries had issued any debt securities at the end of the year.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

13 子公司 (續)

重大非控股性權益

有著重大非控股性權益的一間子公司的財務資料概要

下文載列對本集團而言有著屬重大的非控股性權益的子公司西藏新城悅及其子公司的財務資料概要。

財務狀況表概要

13 SUBSIDIARIES (Cont'd)

Material non-controlling interests

Summarised financial information on the subsidiary with material non-controlling interests

Set out below are the summarised financial information for the subsidiary, Tibet Xinchengyue and its subsidiaries, which has non-controlling interests that are material to the Group.

Summarised statements of financial position

		於	
		As at	
		2018年 12月31日 31 December 2018 人民幣千元 RMB'000	2017年 12月31日 31 December 2017 人民幣千元 RMB'000
流動	Current		
資產	Assets	954,679	750,826
負債	Liabilities	(672,654)	(633,682)
總流動資產淨額	Total current net assets	282,025	117,144
非流動	Non-current		
資產	Assets	54,439	53,743
負債	Liabilities	(1,050)	(947)
資產淨額	Net assets	335,414	169,940
累計非控股性權益	Accumulated non-controlling interests	17,878	35,188

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

13 子公司 (續)

重大非控股性權益 (續)

全面收入表概要

		截至12月31日止年度 For the year ended 31 December	
		2018年 2018 人民幣千元 RMB'000	2017年 2017 人民幣千元 RMB'000
收入	Revenue	1,149,949	866,370
年內利潤	Profit for the year	165,252	91,678
所得稅費用	Income tax expense	(42,207)	(21,273)
總全面收入	Total comprehensive income	165,252	91,678
分配至非控股性權益的利潤	Profit allocated to non-controlling interests	12,196	18,336
向非控股性權益支付的股息	Dividends paid to non-controlling interests	–	(19,000)

現金流量表概要

Summarised statements of cash flows

		截至12月31日止年度 For the year ended 31 December	
		2018年 2018 人民幣千元 RMB'000	2017年 2017 人民幣千元 RMB'000
經營活動產生的現金淨額	Net cash generated from operating activities	205,598	198,270
投資活動產生/(使用)現金淨額	Net cash generated from/(used in) investing activities	3,961	(7,719)
融資活動所用的現金淨額	Net cash generated used in financing activities	(129,137)	–
現金及現金等價物增加淨額	Net increase in cash and cash equivalents	80,422	190,551
年初的現金及現金等價物	Cash and cash equivalents at beginning of year	620,269	429,718
年末的現金及現金等價物	Cash and cash equivalents at end of year	700,691	620,269

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

14 所得稅費用

14 INCOME TAX EXPENSE

		截至12月31日止年度 For the year ended 31 December	
		2018年 2018 人民幣千元 RMB'000	2017年 2017 人民幣千元 RMB'000
即期所得稅	Current income tax		
— 中國企業所得稅	— PRC Corporate income tax	49,629	24,730
遞延所得稅(附註30)	Deferred income tax (Note 30)		
— 中國企業所得稅	— PRC Corporate income tax	(2,265)	(3,457)
		47,364	21,273

(a) 開曼群島所得稅

本公司為根據開曼公司法於開曼群島註冊成立的獲豁免有限公司，因此，毋須繳納開曼群島所得稅。

(b) 香港利得稅

由於本集團於截至2018年止年度並無任何須繳納香港利得稅的收入，故並無就香港利得稅計提撥備(2017年：無)。

(a) Cayman Island income Tax

The Company is incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of Cayman Islands and accordingly, is exempted from Cayman Islands income tax.

(b) Hong Kong profit tax

No provision for Hong Kong profits tax was made as the Group did not derive any income subject to Hong Kong profits tax during the year ended 2018 (2017: nil).

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

14 所得稅費用 (續)

(c) 中國企業所得稅

本集團就中國內地的經營作出的所得稅撥備已根據現行法律、解釋及慣例，以預估年內應課稅利潤適用稅率計算。

西藏新城物業服務股份有限公司(「西藏新城悅」)於2015年12月17日將其註冊成立地點從常州遷往西藏後，作為西部地區發展戰略的一部分，至2020年止其西藏總部採用15%的優惠稅率。西藏新城悅於中國各地擁有若干分公司。根據相關稅務法律及法規，本集團通過合併西藏總公司及所有分公司的應課稅收入進行所得稅申報，應課稅總收入的50%分攤至西藏總公司，而西藏總公司須按15%的稅率繳納所得稅，應課稅總收入餘下50%分攤至分公司，而分公司須按25%的稅率繳納所得稅，導致適用的平均所得稅稅率為20%。

此外，根據《西藏自治區企業所得稅政策實施辦法的通知》(藏政發[2014]51號)，於2017年12月31日前，暫免徵收西藏地區企業應繳納的企業所得稅中屬於地方分享的部分。因此，截至2017年12月31日止年度，西藏新城悅適用的所得稅稅率進一步降至18.5%。

14 INCOME TAX EXPENSE (Cont'd)

(c) PRC Corporate Income Tax

Income tax provision of the Group in respect of operations in Mainland China has been calculated at the applicable tax rate on the estimated assessable profits for the years, based on the existing legislation, interpretations and practices in respect thereof.

Tibet Xinchengyue Property Services Co., Ltd. (“**Tibet Xinchengyue**”) applied a preferential tax rate of 15% until 2020 for its head office in Tibet as part of the Western Region Development strategy after it changed its place of incorporation from Changzhou to Tibet on 17 December 2015. Tibet Xinchengyue has a number of branches across China. According to the relevant tax laws and regulations, the Group files its income tax return by combining the taxable income of head office in Tibet and all of its branches with 50% of the aggregate taxable income apportion to the head office in Tibet which is subject to income tax rate of 15% and the remaining 50% among the branches which are subject to income tax rate of 25%, resulting in an average of 20% applicable income tax rate.

In addition, according to Zang Zheng Fa [2014] No. 51, “Announcement on the Distribution of the Implement Policy concerning the Enterprise Income Tax in Tibet Autonomous Region”, Tibet Xinchengyue was entitled to an exemption of income tax for local retention of income tax attributed to the local tax bureau generated from head office in Tibet till 31 December 2017. Accordingly, Tibet Xinchengyue’s applicable income tax rate was further reduced to 18.5% for the year ended 31 December 2017.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

14 所得稅費用 (續)

(c) 中國企業所得稅 (續)

根據《中華人民共和國企業所得稅法》，適用於位於西藏自治區以外中國大陸的實體的企業所得稅稅率為25%。

(d) 下文載列將基於綜合全面收入表的稅前利潤採用適用稅率計算的所得稅調節為所得稅費用：

14 INCOME TAX EXPENSE (Cont'd)

(c) PRC Corporate Income Tax (Cont'd)

The corporate income tax rate applicable to the entities located in Mainland China out of Tibet Autonomous Region is 25% according to the Corporate Income Tax Law of the PRC.

(d) The reconciliation from income tax calculated based on the applicable tax rates and total profit presented in the consolidated statements of comprehensive income to the income tax expenses is listed below:

		截至12月31日止年度 For the year ended 31 December	
		2018年 2018 人民幣千元 RMB'000	2017年 2017 人民幣千元 RMB'000
稅前利潤	Profit before income tax	210,566	113,015
按適用企業所得稅稅率25% 計算的稅項	Tax calculated at applicable corporate income tax rate of 25%	52,642	28,253
以下各項稅收影響：	Tax effects of:		
– 就稅項而言不可扣除的 費用 (附註(i))	– Expenses not deductible for taxation purposes (Note (i))	6,860	410
– 西藏總公司適用的不同稅率	– Different tax rate applied in Tibet companies	(9,834)	(7,153)
– 未確認為遞延所得稅資產的 可抵扣稅項虧損及可抵扣 暫時性差異	– Deductible tax losses and temporary differences not recognised for deferred income tax assets	91	30
– 由於所得稅稅率變動導致對 遞延所得稅資產的影響 (附註(ii))	– Effect on deferred income tax assets due to change of income tax rates (Note (ii))	(970)	–
– 毋須課稅收入	– Income not subject to tax	(4,613)	–
– 中國預扣稅 (附註(iii))	– PRC withholding tax (Note (iii))	4,646	–
– 其他	– Others	(1,458)	(267)
		47,364	21,273

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

14 所得稅費用 (續)

(d) (續)

- 附註： (i) 我們錄得若干未能就稅項用途而扣除的支出(主要包括並不符合資格扣稅的上市開支及招待費)。
- (ii) 由於地方稅務局應佔的所得稅(由西藏總部繳納)的當地保留金所得稅豁免到期，截至2018年12月31日止年度，本公司計算遞延所得稅資產的適用所得稅率從18.5%增至20%。
- (iii) 企業所得稅法及其實施細則規定中國居民企業就2008年1月1日起產生的盈利，向其中國以外的直接控股公司派發的股息須繳納10%的預扣稅，而於2008年1月1日前產生的未分派盈利則獲豁免繳納該預扣稅。根據中國與香港訂立的稅務協約安排，若直接控股公司成立於香港，可應用較低的5%預扣稅率。截至2018年12月31日止年度，本集團就其中國實體產生的部分盈利按10%的稅率計提中國預扣稅撥備人民幣4,646,000元(2017年：零)。本集團能控制該等子公司的股息政策並已確定可能不會於可見未來分派大部分該等盈利。

14 INCOME TAX EXPENSE (Cont'd)

(d) (Cont'd)

- Note: (i) The Group recorded certain expenses not deductible for taxation purposes, which mainly include certain listing expenses and entertainment expenses not eligible for tax deduction.
- (ii) With the expiration of the exemption of income tax for local retention of income tax attribute to the local tax bureau generated from head office in Tibet, the applicable income tax rate the Company calculated the deferred income tax assets for the year ended 31 December 2018 increased from 18.5% to 20%.
- (iii) The CIT Law and its implementation rules impose a withholding tax at 10% for dividends distributed by a PRC-resident enterprise to its immediate holding company outside PRC for earnings generated beginning 1 January 2008 and undistributed earnings generated prior to 1 January 2008 are exempted from such withholding tax. A lower 5% withholding tax rate may be applied when the immediate holding companies are established in Hong Kong according to the tax treaty arrangement between the PRC and Hong Kong. For the year ended 31 December 2018, the Group accrued for PRC withholding tax with amount of RMB4,646,000 (2017: nil) based on the tax rate of 10% on a portion of the earnings generated by its PRC entities. The Group controls the dividend policies of these subsidiaries and it has been determined that it is probable that a majority of these earnings will not be distributed in the foreseeable future.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

15 本公司擁有人應佔每股盈利

每股基本盈利乃按本公司擁有人應佔利潤除以年內已發行普通股632,164,000股（2017年：600,000,000股）的加權平均數計算。於2017年使用的普通股加權平均數已就資本化發行（附註25(d)）而發行股份的影響作出追溯調整，且視為已自2017年1月1日起發行。

15 EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares of 632,164,000 (2017: 600,000,000) in issue during the year. The weighted average number of ordinary shares used in 2017 has been retrospectively adjusted for the effects of the issue of shares in connection with the Capitalisation Shares (Note 25(d)) were deemed to have been in issue since 1 January 2017.

		截至12月31日止年度 For the year ended 31 December	
		2018年 2018	2017年 2017
盈利：	Earnings:		
計算每股基本盈利所用的本公司擁有人應佔利潤（人民幣千元）	Profit attributable to owners of the Company used in the basic earnings per share calculation (RMB'000)	150,397	73,406
股份數目：	Number of shares:		
計算年內每股已發行普通股的加權平均數（以千計）	Weighted average number of ordinary shares in issue during the year per share calculation (in thousand)	632,164	600,000
年內本公司擁有人應佔利潤的每股基本盈利（以人民幣列示）	Basic earnings per share for profit attributable to the owners of the Company during the year (expressed in RMB)	0.24	0.12

截至2018年及2017年12月31日止年度，由於並無攤薄股份，每股攤薄盈利等於每股基本盈利。

For the years ended 31 December 2018 and 2017, diluted earnings per share was equal to the basic earnings per share as there were no dilutive shares.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

16 物業、廠房及設備

16 PROPERTY, PLANT AND EQUIPMENT

		樓宇	運輸設備	電子設備	其他設備	合計
		Buildings	Transportation equipment	Electronic equipment	Other machines	Total
		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
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
於2018年1月1日	As at 1 January 2018					
成本	Cost	10,910	1,053	7,493	1,506	20,962
累計折舊	Accumulated depreciation	(499)	(232)	(3,826)	(762)	(5,319)
賬面淨值	Net book amount	10,411	821	3,667	744	15,643
截至2018年12月31日止年度	For the year ended 31 December 2018					
年初賬面淨值	Opening net book amount	10,411	821	3,667	744	15,643
添置	Additions	-	43	1,637	280	1,960
取消添置(附註)	Cancellation of additions (Note)	(7,502)	-	-	-	(7,502)
扣減	Deduction	-	(3)	(12)	(146)	(161)
折舊費用	Depreciation charge	(115)	(99)	(1,216)	(187)	(1,617)
年末賬面淨值	Closing net book amount	2,794	762	4,076	691	8,323
於2018年12月31日	As at 31 December 2018					
成本	Cost	3,408	1,092	8,993	1,575	15,068
累計折舊	Accumulated depreciation	(614)	(330)	(4,917)	(884)	(6,745)
賬面淨值	Net book amount	2,794	762	4,076	691	8,323
於2017年1月1日	As at 1 January 2017					
成本	Cost	10,910	250	6,145	951	18,256
累計折舊	Accumulated depreciation	(391)	(154)	(2,815)	(473)	(3,833)
賬面淨值	Net book amount	10,519	96	3,330	478	14,423
截至2017年12月31日止年度	For the year ended 31 December 2017					
年初賬面淨值	Opening net book amount	10,519	96	3,330	478	14,423
添置	Additions	-	803	1,363	555	2,721
扣減	Deduction	-	-	(15)	-	(15)
折舊費用	Depreciation charge	(108)	(78)	(1,011)	(289)	(1,486)
年末賬面淨值	Closing net book amount	10,411	821	3,667	744	15,643
於2017年12月31日	As at 31 December 2017					
成本	Cost	10,910	1,053	7,493	1,506	20,962
累計折舊	Accumulated depreciation	(499)	(232)	(3,826)	(762)	(5,319)
賬面淨值	Net book amount	10,411	821	3,667	744	15,643

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

16 物業、廠房及設備 (續)

附註：本集團向賣方Tibet Shuntong Real Estate Property Co., Ltd.購買物業以用於辦公，代價為人民幣7,876,820元（含增值稅），且物業已於2016年12月交付予本集團。於2018年5月31日，由於本集團尚未取得原先協定的產權證，並經西藏自治區拉薩市中級人民法院仲裁，本集團及該物業的賣方已決定取消商品房銷售合同。Tibet Shuntong Real Estate Property Co., Ltd.將於2018年8月30日前向本集團償還總代價，本集團將於2018年9月31日前將房產權歸還賣方。由於辦公室尚未達到可使用狀態，該房產未予折舊。於2018年12月31日，該物業已歸還賣方，而本集團已向賣方收取全部款項。

折舊費用計入綜合全面收入表以下類別：

16 PROPERTY, PLANT AND EQUIPMENT (Cont'd)

Note: The Group purchased a property for office with a consideration of RMB7,876,820(including the VAT) from Tibet Shuntong Real Estate Property Co., Ltd., the seller, and the property was delivered to the Group in December 2016. On 31 May 2018, as the Group had not obtained title certificates as previously agreed, and arbitrated by Lhasa Intermediate People's Court of Tibet Autonomous Region, the Group and the seller of the property settled to cancel the Commodity House Sales Contract. Tibet Shuntong Real Estate Property Co., Ltd. shall repay the Group the total consideration before 30 August 2018 and the Group shall revert the rights of property to seller before 31 September 2018. The property was not depreciated because the office was not ready for use. As at 31 December 2018, the property had been returned to the seller and the Group had collected the full amount from the seller.

Depreciation expenses were charged to the following categories in the consolidated statements of comprehensive income:

		截至12月31日止年度 For the year ended 31 December	
		2018年 2018 人民幣千元 RMB'000	2017年 2017 人民幣千元 RMB'000
銷售成本	Cost of sales	661	574
行政費用	Administrative expenses	956	912
		1,617	1,486

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

17 無形資產

17 INTANGIBLE ASSETS

		計算機軟件 Computer software 人民幣千元 RMB'000	牌照 Licenses 人民幣千元 RMB'000	商譽 Goodwill 人民幣千元 RMB'000	合計 Total 人民幣千元 RMB'000
於2018年1月1日	As at 1 January 2018				
成本	Cost	4,886	84	6,585	11,555
累計攤銷	Accumulated amortisation	(749)	(9)	-	(758)
賬面淨值	Net book amount	4,137	75	6,585	10,797
截至2018年12月31日止年度	For the year ended 31 December 2018				
年初賬面淨值	Opening net book amount	4,137	75	6,585	10,797
添置	Additions	1,673	-	-	1,673
攤銷	Amortisation	(431)	(8)	-	(439)
年末賬面淨值	Closing net book amount	5,379	67	6,585	12,031
於2018年12月31日	As at 31 December 2018				
成本	Cost	6,559	84	6,585	13,228
累計攤銷	Accumulated amortisation	(1,180)	(17)	-	(1,197)
賬面淨值	Net book amount	5,379	67	6,585	12,031
於2017年1月1日	As at 1 January 2017				
成本	Cost	1,573	84	6,585	8,242
累計攤銷	Accumulated amortisation	(435)	(1)	-	(436)
賬面淨值	Net book amount	1,138	83	6,585	7,806
截至2017年12月31日止年度	For the year ended 31 December 2017				
年初賬面淨值	Opening net book amount	1,138	83	6,585	7,806
添置	Additions	3,313	-	-	3,313
攤銷	Amortisation	(314)	(8)	-	(322)
年末賬面淨值	Closing net book amount	4,137	75	6,585	10,797
於2017年12月31日	As at 31 December 2017				
成本	Cost	4,886	84	6,585	11,555
累計攤銷	Accumulated amortisation	(749)	(9)	-	(758)
賬面淨值	Net book amount	4,137	75	6,585	10,797

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

17 無形資產 (續)

無形資產攤銷計入綜合全面收入表以下：

		截至12月31日止年度 For the year ended 31 December	
		2018年 2018 人民幣千元 RMB'000	2017年 2017 人民幣千元 RMB'000
行政費用	Administrative expenses	439	322

於2016年8月12日，本公司以人民幣3,000,000元的代價完成對杭州萬悅100%股本權益的收購（「收購」）。杭州萬悅的可識別負債淨值總額為人民幣3,584,956元。所收購可識別負債淨值的轉讓代價超過公允價值的金額將入賬列為商譽。

人民幣3,000,000元的代價乃根據公平原則協商，經參考獨立估值師評估的杭州萬悅的公允價值釐定。

下表載列管理層於2018年及2017年12月31日根據其現金流量預測進行商譽減值測試的各項主要假設：

17 INTANGIBLE ASSETS (Cont'd)

Amortisation of intangible assets has been charged to the consolidated statements of comprehensive income as follows:

On 12 August 2016, the Company completed its acquisition of 100% of the equity interests in Hangzhou Wan Yue (the "Acquisition") at a consideration of RMB3,000,000. Total identifiable net liabilities of Hangzhou Wan Yue were amounted to RMB3,584,956. The excess of the consideration transferred over the fair value of the identifiable net liabilities acquired is recorded as goodwill.

The consideration of RMB3,000,000 was based on an arm's-length negotiation with reference to the fair value of Hangzhou Wan Yue as appraised by an independent valuer.

The following table sets forth each key assumption at 31 December 2018 and 2017, on which management has based its cash flow projections to undertake impairment testing of goodwill:

		於12月31日 As at 31 December	
		2018年 2018 人民幣千元 RMB'000	2017年 2017 人民幣千元 RMB'000
其後第1年的收入增長 (年增長率百分比)	Revenue growth of the first year hereafter (% annual growth rate)	0%	12%
其後第2年至第4年的 收入增長(年增長率百分比)	Revenue growth from the second year to fourth year hereafter (% annual growth rate)	3%	5%
毛利率(佔收入百分比)	Gross margin (% of revenue)	10 – 15%	10 – 15%
稅前貼現率	Pre-tax discount rate	13.3%	13.3%

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

17 無形資產 (續)

於2018年及2017年12月31日，杭州萬悅的可收回金額分別超出賬面值人民幣3,700,000元及人民幣3,300,000元。

管理層已考慮及評估其他主要假設的合理可能變動，且並無識別可導致杭州萬悅的賬面值超出其可收回金額的任何事件。

倘使用價值計算所用假設有所變動，餘額將已減少至下表所載金額：

		於12月31日	
		As at 31 December	
		2018年	2017年
		2018	2017
		人民幣千元	人民幣千元
		RMB'000	RMB'000
收益增長率下降5%	Growth rate of revenue decreased by 5%	3,453	3,009
毛利率下降5%	Gross margin decreased by 5%	2,592	2,320
稅前貼現率上升5%	Pre-tax discount rate increased by 5%	3,082	2,893

杭州萬悅的可收回金額將等於其賬面值，倘主要假設變動如下：

		於12月31日	
		As at 31 December	
		2018年	2017年
		2018	2017
收益增長率	Annual growth rate of revenue	90%	66%
毛利率	Gross margin	17%	17%
稅前貼現率	Pre-tax discount rate	44%	73%

截至2017年及2018年12月31日，主要假設的合理可能變動將不會導致減值。

經參考2018年12月31日所評估的可收回金額，本公司董事釐定，於截至2018年止年度並無就商譽減值作出撥備。

17 INTANGIBLE ASSETS (Cont'd)

As at 31 December 2018 and 2017, the excess of the recoverable amount over the carrying amount of Hangzhou Wan Yue were RMB3,700,000 and RMB3,300,000.

The management have considered and assessed reasonably possible changes for other key assumptions and have not identified any instances that could cause the carrying amount of Hangzhou Wan Yue to exceed its recoverable amount.

Had the assumptions used in the value-in-use calculation been changed, the headroom would have been decreased to the amount as included in the following table:

The recoverable amount of Hangzhou Wan Yue would equal its carrying amount if the key assumptions were to change as follows:

Reasonable possible changes in key assumptions would not lead to impairment as of 31 December 2017 and 2018 respectively.

With reference to the recoverable amount assessed as at 31 December 2018, the directors of the Company determined that there was no provision for impairment of goodwill for the year ended 2018.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

18 按類別劃分的金融工具

本集團持有以下金融工具：

18 FINANCIAL INSTRUMENTS BY CATEGORY

The group holds the following financial instruments:

		於12月31日	
		As at 31 December	
		2018年	2017年
		2018	2017
		人民幣千元	人民幣千元
		RMB'000	RMB'000
金融資產：	Financial assets:		
按攤銷成本列值的金融資產	Financial assets at amortised cost		
貿易應收款項	Trade receivables	128,873	76,918
預付款項、按金及其他應收款項 (不包括預付款項及將予扣減的 進項增值稅)	Prepayments, deposits and other receivables (excluding prepayments and input VAT to be deducted)	51,689	32,991
現金及現金等價物	Cash and cash equivalents	1,277,821	633,456
按公允價值計入其他全面收入的 金融資產	Financial assets at fair value through other comprehensive income	1,660	1,660
		1,460,043	745,025

		於12月31日	
		As at 31 December	
		2018年	2017年
		2018	2017
		人民幣千元	人民幣千元
		RMB'000	RMB'000
金融負債：	Financial liabilities:		
按攤銷成本列值的金融負債	Financial liabilities at amortised cost		
貿易及其他應收款項(不包括 應計薪金及其他應付稅項)	Trade and other payables (excluding accrued payroll and other tax payables)	315,435	270,929
關聯方貸款	Loans from related parties	–	65,900
應付股息	Dividend payable	–	19,000
		315,435	355,829

本集團面臨附註3.1所述與金融工具有關的多項風險。於報告期末面臨的最大信貸風險為上述各類金融資產的賬面值。

The group's exposure to various risks associated with the financial instruments is discussed in note 3.1. The maximum exposure to credit risk at the end of the reporting period is the carrying amount of each class of financial assets mentioned above.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

19 按公允價值計入其他全面收入的金融資產

19 FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

		截至12月31日止年度 For the year ended 31 December	
		2018年 2018 人民幣千元 RMB'000	2017年 2017 人民幣千元 RMB'000
於1月1日	As at 1 January	1,660	1,300
添置	Additions	–	360
於12月31日	As at 31 December	1,660	1,660

於2018年及2017年12月31日按公允價值計入其他全面收入的金融資產為對在中國地區的兩家未上市公司的權益投資。

Financial assets at fair value through other comprehensive income as at 31 December 2018 and 2017 represented equity investments in two unlisted companies in the PRC.

20 預付款項

20 PREPAYMENTS

		於12月31日 As at 31 December	
		2018年 2018 人民幣千元 RMB'000	2017年 2017 人民幣千元 RMB'000
預付租金	Prepaid rental fees	5,393	6,078

預付款項的非流動部分主要指就租賃停車場向出租人預付的租金費用，租賃期一般為三至十年。

Non-current portion of prepayments mainly represented prepaid rental fees to the lessors for leasing of parking lots, normally with 3-10 years of term of lease.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

21 存貨

21 INVENTORIES

		於12月31日	
		As at 31 December	
		2018年	2017年
		2018	2017
		人民幣千元	人民幣千元
		RMB'000	RMB'000
將用於增值服務的組件及原材料	Components and raw materials to be used in value-added services	7,820	2,998
零配件	Spare parts	777	766
減：減值撥備	Less: allowance for impairment	–	–
		8,597	3,764

22 貿易應收款項

22 TRADE RECEIVABLES

		於12月31日	
		As at 31 December	
		2018年	2017年
		2018	2017
		人民幣千元	人民幣千元
		RMB'000	RMB'000
貿易應收款項(附註(a))	Trade receivables (Note (a))		
– 關聯方(附註35(d))	– Related parties (Note 35(d))	49,762	12,539
– 第三方	– Third parties	116,521	91,544
		166,283	104,083
減：貿易應收款項減值撥備	Less: allowance for impairment of trade receivables	(37,410)	(27,165)
		128,873	76,918

(a) 貿易應收款項主要來自按包幹制進行管理的物業管理服務及增值服務。按包幹制進行管理的物業管理服務的收入乃根據相關物業服務協議收取。業主於提供服務後支付到期的物業管理服務收入。

(a) Trade receivables mainly arise from property management services managed under lump sum basis and value-added services. Property management services income under lump sum basis are received in accordance with the term of the relevant property service agreements. Service income from property management services is due for payment by the property owners upon rendering of services.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

22 貿易應收款項 (續)

於2018年及2017年12月31日，基於發票日期的貿易應收款項的賬齡分析如下：

		於12月31日 As at 31 December	
		2018年 2018 人民幣千元 RMB'000	2017年 2017 人民幣千元 RMB'000
1年以內	Within 1 year	108,828	61,659
1至2年	1 to 2 years	23,132	20,072
2至3年	2 to 3 years	13,588	6,643
3至4年	3 to 4 years	5,536	4,828
4至5年	4 to 5 years	4,515	2,289
5年以上	Over 5 years	10,657	8,592
		166,283	104,083

於2018年及2017年12月31日，貿易應收款項以人民幣計值，貿易應收款項公允價值與其賬面值相近。物業管理服務及增值服務根據相關服務協議條款，於出具發票後收取費用。

本集團應用香港財務報告準則第9號規定的預期信用損失簡化模型，其計算過程允許所有貿易應收款項均使用存續期間預計的損失撥備率。為計量預期信用損失，貿易應收款項根據共同的信用風險特徵及逾期日數進行分組。貿易應收款項減值撥備變動列於附註3.1.2。於2018年及2017年12月31日，對貿易應收款項總額確認了人民幣37,410,000元及人民幣27,165,000元的減值撥備。減值撥備於截至2018年止年度增加，原因是貿易應收款項結餘增加。

於2018年及2017年12月31日，本集團概無抵押任何貿易應收款項以獲取借款。

22 TRADE RECEIVABLES (Cont'd)

As at 31 December 2018 and 2017, the ageing analysis of the trade receivables based on invoice date were as follows:

As at 31 December 2018 and 2017, the trade receivables were denominated in RMB, and the fair value of trade receivables approximated their carrying amounts. Property management services and value-added services are received in accordance with the terms of the relevant services agreements, and due for payment upon the issuance of invoice.

The Group applies the simplified approach to providing for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. Movements on the provision for impairment of trade receivables are shown in Note 3.1.2. As at 31 December 2018 and 2017, a provision of RMB37,410,000 and RMB27,165,000 was made against the gross amounts of trade receivables. The provision for impairment increased during the year ended 2018 due to the increase of trade receivables balance.

As at 31 December 2018 and 2017, no trade receivables of the Group was pledged to secure borrowings granted to the Group.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

23 預付款項、按金及其他應收款項

23 PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

		於12月31日 As at 31 December			
		2018年 2018 人民幣千元 RMB'000		2017年 2017 人民幣千元 RMB'000	
		即期 Current	非即期 Non-current	即期 Current	非即期 Non-current
預付款項	Prepayments				
– 公用設施費及外包服務	– Utilities and outsourced services	28,694	–	12,809	–
– 工程及維修服務原材料	– Raw materials for engineering and maintenance services	3,844	–	816	–
小計	Subtotal	32,538	–	13,625	–
將予扣減的進項增值稅	Input VAT to be deducted	1,047	–	1,332	–
按金	Deposits	18,021	2,840	8,753	2,280
其他應收款項	Other receivables				
– 代業主付款 (附註)	– Payments on behalf of property owners (Note)	31,986	–	23,476	–
– 其他	– Other	6,476	–	4,025	–
小計	Subtotal	38,462	–	27,501	–
總計	Total	90,068	2,840	51,211	2,280
減：其他應收款項及按金減值撥備	Less: allowance for impairment of other receivables and deposits	(7,606)	(28)	(5,519)	(24)
		82,462	2,812	45,692	2,256

附註：於2018年及2017年12月31日，該金額主要為代業主墊付的物業水電費及電梯維護成本支付的款項。

Note: As at 31 December 2018 and 2017, the amounts represented the payments on behalf of property owners in respect of mainly utilities and elevator maintenance costs of the properties.

於2018年及2017年12月31日，預付款項、按金及其他應收款項均以人民幣計值。

As at 31 December 2018 and 2017, prepayments, deposits and other receivables were denominated in RMB.

預付款項、按金及其他應收款項(不包括預付款項及待抵扣進項稅額)減值撥備變動列於附註3.1.2。減值撥備於截至2018年12月31日止年度增加，原因是預付款項、按金及其他應收款項(不包括預付款項及待抵扣進項稅額)結餘增加。

Movements on the provision for impairment of prepayments, deposits and other receivables (excluding prepayments and input VAT to be deducted) are shown in Note 3.1.2. The provision for impairment increased during the year ended 31 December 2018 due to the increase of balance of prepayments, deposits and other receivables (excluding prepayments and input VAT to be deducted).

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

24 現金及現金等價物

24 CASH AND CASH EQUIVALENTS

		於12月31日	
		As at 31 December	
		2018年	2017年
		2018	2017
		人民幣千元	人民幣千元
		RMB'000	RMB'000
手頭現金	Cash on hand	881	1,480
銀行現金	Cash in banks	1,276,095	630,252
支付平台現金	Cash in payment platforms	845	1,724
		1,277,821	633,456

現金及現金等價物結餘的賬面值以下列貨幣計值：

The carrying amount of Cash and cash equivalents balances are denominated in the following currencies:

		於12月31日	
		As at 31 December	
		2018年	2017年
		2018	2017
		人民幣千元	人民幣千元
		RMB'000	RMB'000
美元	USD	1,168	1,174
人民幣	RMB	714,944	632,282
港元	HKD	561,709	–
		1,277,821	633,456

NOTES TO THE FINANCIAL STATEMENTS

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25 股本

本公司已於2018年1月16日在開曼群島註冊成立。於註冊成立日期，法定股本為51,200美元，分為51,200股每股面值1.00美元的普通股。於2018年12月31日，法定股本為10,000,000,000股每股面值0.01美元的股份。

已發行及繳足普通股：

25 SHARE CAPITAL

The Company was incorporated in the Cayman Islands on 16 January 2018. At the date of incorporation, the authorised share capital is USD51,200 comprising 51,200 ordinary shares of USD1.00 each. As at 31 December 2018, the authorised share was 10,000,000,000 shares at par value of USD0.01.

Ordinary shares, issued and fully paid:

		股份數目 Number of shares	美元 USD	人民幣 RMB
於2018年1月16日（註冊成立日期） （附註a）	At 16 January 2018 (date of incorporation) (Note a)	1	1	6
發行普通股（附註b）	Issuance of ordinary shares (Note b)	1	1	6
普通股拆細（附註c）	Sub-division of ordinary shares (Note c)	198	–	–
資本化發行（附註d）	Capitalisation issue (Note d)	599,999,800	5,999,998	41,445,000
全球首次公開發售（附註e）	Global initial public offering (Note e)	200,000,000	2,000,000	13,815,000
行使超額配股權（附註f）	Exercise of over-allotment option (Note f)	20,000,000	200,000	1,379,000
於2018年12月31日	At 31 December 2018	820,000,000	8,200,000	56,639,012

附註：

(a) 於2018年1月16日配發及發行1股面值1.00美元的股份。

(b) 於2018年3月29日配發及發行1股面值1.00美元的股份。

(c) 根據股東於2018年4月18日通過的書面決議案，本公司將其所有每股面值1.00美元的已發行及未發行股份拆細為100股每股面值0.01美元的股份。因此，已發行普通股數目由2股增加至200股。此外，本公司透過增設額外9,994,880,000股股份，將其法定股本由51,200美元（分為5,120,000股每股面值0.01美元的普通股）增加至100,000,000美元（分為10,000,000,000股每股面值0.01美元的普通股）。

(d) 根據日期為2018年11月6日的股東決議案，本公司將其其他儲備賬的進賬額5,999,998美元（約人民幣41,445,000元）資本化並動用有關金額向當時本公司股東按其各自於本公司的持股比例悉數按面值繳足599,999,800股股份。

Note:

(a) 1 share of USD1.00 was allotted and issued on 16 January 2018.

(b) 1 share of USD1.00 was allotted and issued on 29 March 2018.

(c) Pursuant to the written resolution passed by the shareholders on 18 April 2018, the Company sub-divided all its issued and unissued shares with par value of USD1.00 each into 100 shares of USD0.01 each. Accordingly, the number of issued ordinary shares increased from 2 shares to 200 shares. In addition, the Company increased its authorised share capital from USD51,200 divided into 5,120,000 ordinary shares of a par value of USD0.01 each to USD100,000,000 divided into 10,000,000,000 ordinary shares of a par value of USD0.01 by the creation of an additional 9,994,880,000 shares.

(d) Pursuant to a shareholders' resolution dated 6 November 2018, the Company capitalised an amount of USD5,999,998 (approximately RMB41,445,000), standing to the credit of its other reserve account and to appropriate such amount as capital to pay up 599,999,800 shares in full at par to the then shareholders of the Company in proportion to their then respective shareholdings in the Company.

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25 股本 (續)

附註：(續)

- (e) 於2018年11月6日，本公司就其全球發售及其股份於同日在聯交所開始上市，按每股股份2.90港元發行200,000,000股每股0.01美元的新普通股，募集所得款項總額約580,000,000港元（相當於人民幣511,444,000元）。扣除交易成本約人民幣24,138,000元，面值2,000,000美元（相當於人民幣13,815,000元）的餘額已計入其他儲備賬，金額為人民幣473,491,000元。
- (f) 於2018年12月4日，本公司行使超額配股權，按每股股份2.90港元發行20,000,000股每股0.01美元的新普通股，募集所得款項總額約58,000,000港元（相當於人民幣51,156,000元）。扣除交易成本約人民幣42,000元，面值200,000美元（相當於人民幣1,379,000元）的餘額已計入其他儲備賬，金額為人民幣49,735,000元。

25 SHARE CAPITAL (Cont'd)

Note: (Cont'd)

- (e) On 6 November 2018, the Company issued 200,000,000 new ordinary shares at HKD2.90 each with USD0.01 per share in connection with its global offering and commencement of the listing of its shares on the Stock Exchange on the same date and raised gross proceeds of approximately HKD580,000,000 (equivalent to RMB511,444,000). The excess over the par value of USD2,000,000 (equivalent to RMB13,815,000) net of the transaction costs of approximately RMB24,138,000 was credited to other reserve account with an amount of RMB473,491,000.
- (f) On 4 December 2018, the Company exercised over-allotment option to issue 20,000,000 new ordinary shares at HKD2.90 each with USD0.01 per share and raised gross proceeds of approximately HKD58,000,000 (equivalent to RMB51,156,000). The excess over the par value of USD200,000 (equivalent to RMB1,379,000) net of the transaction costs of approximately RMB42,000 was credited to other reserve account with an amount of RMB49,735,000.

26 儲備

26 RESERVES

於2017年1月1日	As at 1 January 2017	54,427
法定儲備撥款 (附註(a))	Appropriation of statutory reserves (Note(a))	6,576
於2017年12月31日	As at 31 December 2017	61,003
於2018年1月1日	As at 1 January 2018	61,003
新城富悅管理諮詢有限公司先前股東出資 (附註(b))	Capital contribution from the previous shareholder of Xincheng Fuyue Management Consulting Co., Ltd. (Note(b))	127,000
非控股股東出資 (附註(c))	Contribution from non-controlling shareholder (Note(c))	2,071
本公司擁有人出資 (附註(d))	Capital contribution from the owners of the Company (Note(d))	226,997
購回西藏新城悅的少數權益 (附註(e))	Buy-back of minority interests of Tibet Xinchengyue (Note(e))	(53,302)
收購新城富悅 (附註(f))	Acquisition Xincheng Fuyue (Note(f))	(241,455)
資本化發行 (附註25(d))	Capitalisation issue (Note 25(d))	(41,445)
全球首次公開發售 (附註25(e))	Global initial public offering (Note 25(e))	473,491
行使超額配股權 (附註25(f))	Exercise of over-allotment option (Note 25(f))	49,735
於2018年12月31日	As at 31 December 2018	604,095

NOTES TO THE FINANCIAL STATEMENTS

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26 儲備 (續)

- (a) 根據中國相關規則及規例，除中外合資企業外，所有中國公司均須將其稅後利潤的10%（按中國會計規則及規例計算）撥至法定儲備基金，直至法定儲備基金累計總額達到其註冊資本的50%。法定儲備基金僅可經相關機構批准後，用於抵銷過往年度轉結虧損或增加公司資本。
- (b) 於2018年1月29日，新城富悅當時的股東向新城富悅注資人民幣127,000,000元。該等金額列為儲備。
- (c) 於2018年2月18日，新城富悅向非控股股東悅曦有限公司發行1%的權益5,968,706港元（約人民幣4,796,000元）。注資金額與權益賬面值之間的差額列為額外儲備。
- (d) 於2018年3月29日，本公司自 Innovative Hero Limited 獲得注資36,000,000美元（等於人民幣226,997,000元），注資金額與賬面值之間的差額列為儲備。

26 RESERVES (Cont'd)

- (a) In accordance with relevant rules and regulations in the PRC, except for sino-foreign equity joint venture enterprises, all PRC companies are required to transfer 10% of their profit after taxation calculated under PRC accounting rules and regulations to the statutory reserve fund, until the accumulated total of the fund reaches 50% of their registered capital. The statutory reserve fund can only be used, upon approval by the relevant authority, to offset losses carried forward from previous years or to increase capital of the respective companies.
- (b) On 29 January 2018, the then shareholder of Xincheng Fuyue injected capital of RMB127,000,000 to Xincheng Fuyue. The amount was recorded as reserve.
- (c) On 18 February 2018, Xincheng Fuyue issued 1% interest to Yuexi Co., Limited, non-controlling shareholder at HK\$5,968,706 (approximately RMB4,796,000). The difference between the amount of capital contributed and the carrying value of the interest was recorded to an addition of reserve.
- (d) On 29 March 2018, the Company received capital contribution of USD36,000,000 (equivalent to RMB226,997,000) from Innovation Hero Limited, the difference between the amount contributed and the par value was recorded as reserve.

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26 儲備 (續)

- (e) 於2018年3月12日，非控股股東（即西藏同信資本投資管理有限公司（「同信資本」）、西藏智盈投資有限公司（「智盈投資」）、常州市通潤建設工程有限公司（「通潤建設」）及常州宜建投資有限公司（「宜建投資」））向新城富悅合併轉讓彼等於西藏新城悅14.67%的股本權益，代價分別為人民幣12,845,000元、人民幣28,026,000元、人民幣25,708,000元及人民幣15,353,000元。於轉讓完成後，新城富悅持有西藏新城悅的94.67%股本權益，剩餘5.33%股本權益由另一非控股股東常州卓凡廣告有限公司持有；新城富悅向同信資本、智盈投資、通潤建設及宜建投資支付的款項與所收購的非控股性權益賬面值人民幣53,302,000元之間的差額列為儲備。
- (f) 於2018年3月30日，江蘇新城悅控股有限公司自新城富悅當時股東收購新城富悅（一家控制中國營運公司的中國公司及由王先生最終控制）99%已發行股本，代價為人民幣241,454,800元。該等代價列賬為自儲備扣減。

27 撥備

於2018年及2017年12月31日，本集團就因若干業主及前任僱員招致的潛在虧損計提撥備。

26 RESERVES (Cont'd)

- (e) On 12 March 2018, non-controlling shareholders, namely Tibet Tongxin Capital Investment Management Co., Ltd. ("Tongxin Capital"), Tibet Zhiying Investment Co., Ltd. ("Zhiying Investment"), Changzhou Tongrun Construction Co., Ltd. ("Tongrun Construction"), Changzhou Yijian Investment Co., Ltd. ("Yijian Investment") transferred their aggregated 14.67% equity interests in Tibet Xinchengyue to Xincheng Fuyue at considerations of RMB12,845,000, RMB28,026,000, RMB25,708,000 and RMB15,353,000 respectively. Upon the completion of the transfer, Xincheng Fuyue held 94.67% equity interests in Tibet Xinchengyue and the other 5.33% equity interests were held by Changzhou Zhuofan Advertising Co., Ltd., another non-controlling shareholder; the difference between the amount paid by Xincheng Fuyue to Tongxin Capital, Zhiying Investment, Tongrun Construction and Yijian Investment and the carrying value of the non-controlling interests acquired with the amount of RMB53,302,000 was recorded as reserve.
- (f) On 30 March 2018, Jiangsu Xinchengyue Holdings Company Limited acquired 99% of the issued share capital of Xincheng Fuyue, a PRC company which controls the PRC operating companies and is ultimately controlled by Mr. Wang, from its then shareholder at a consideration of RMB241,454,800. The consideration was accounted for as a deduction of reserve.

27 PROVISION

		於12月31日	
		As at 31 December	
		2018年	2017年
		2018	2017
		人民幣千元	人民幣千元
		RMB'000	RMB'000
法律索償	Legal claims	1,050	947

As at 31 December 2018 and 2017, the Group made the provisions for the potential losses to be incurred from certain properties owners and former employees.

NOTES TO THE FINANCIAL STATEMENTS

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28 關聯方貸款

28 LOANS FROM RELATED PARTIES

		於12月31日	
		As at 31 December	
		2018年	2017年
		2018	2017
		人民幣千元	人民幣千元
		RMB'000	RMB'000
關聯方貸款 (附註35(d))	Loans from related parties (Note 35(d))	–	65,900

於2017年12月31日，本集團貸款無抵押及以人民幣計值，不計息。關聯方貸款於2018年1月30日結清。

At 31 December 2017, the Group's loans were unsecured and denominated in RMB, bearing interest at nil. The loans from related parties were settled on 30 January 2018.

29 貿易及其他應付款項

29 TRADE AND OTHER PAYABLES

		於12月31日	
		As at 31 December	
		2018年	2017年
		2018	2017
		人民幣千元	人民幣千元
		RMB'000	RMB'000
貿易應付款項 (附註(a))	Trade payables (Note (a))		
– 第三方	– Third parties	71,835	56,323
其他應付款項	Other payables		
– 應計費用	– Accrued expenses	19,780	17,863
– 代業主收取的款項	– Amounts collected on behalf of property owners	219,788	193,748
– 其他	– Others	4,032	2,995
		243,600	214,606
應付薪酬	Accrued payroll	72,026	59,861
其他應納稅項	Other tax payables	20,098	14,537
		407,559	345,327

NOTES TO THE FINANCIAL STATEMENTS

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29 貿易及其他應付款項 (續)

- (a) 於2018年及2017年12月31日，基於發票日期的貿易應付款項的賬齡分析如下：

		於12月31日 As at 31 December	
		2018年 2018 人民幣千元 RMB'000	2017年 2017 人民幣千元 RMB'000
1年以內	Within 1 year	70,914	55,065
1至2年	1 to 2 years	533	1,000
2至3年	2 to 3 years	251	174
3年以上	Over 3 years	137	84
		71,835	56,323

- (b) 貿易及其他應付款項結餘的賬面值以下列貨幣計值：

29 TRADE AND OTHER PAYABLES (Cont'd)

- (a) At 31 December 2018 and 2017, the ageing analysis of the trade payables based on invoice date were are follows:

		於12月31日 As at 31 December	
		2018年 2018 人民幣千元 RMB'000	2017年 2017 人民幣千元 RMB'000
人民幣	RMB	419,458	345,327
港幣	HKD	4,101	–
		423,559	345,327

- (b) The carrying amount of trade and other payables balances are denominated in the following currencies:

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

30 遞延所得稅

綜合財務狀況表內的遞延所得稅資產分析如下：

30 DEFERRED INCOME TAX

The analysis of deferred tax assets in the consolidated statements of financial position was as follows:

		於12月31日	
		As at 31 December	
		2018年	2017年
		2018	2017
		人民幣千元	人民幣千元
		RMB'000	RMB'000
遞延所得稅資產：	Deferred tax assets:		
– 超過12個月後收回的遞延所得稅資產	– Deferred tax asset to be recovered after more than 12 months	48	399
– 12個月內收回的遞延所得稅資產	– Deferred tax asset to be recovered within 12 months	24,172	16,910
		24,220	17,309
遞延所得稅負債：	Deferred tax liabilities:		
– 超過12個月後收回的遞延所得稅負債	– Deferred tax liabilities to be recovered after more than 12 months	–	–
– 12個月內收回的遞延所得稅負債 (附註14(d))	– Deferred tax liabilities to be recovered within 12 months (note 14(d))	4,646	–
		4,646	–
遞延所得稅資產 – 淨值	Deferred tax assets – net	19,574	17,309

NOTES TO THE FINANCIAL STATEMENTS

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30 遞延所得稅 (續)

不考慮同一徵稅地區之結餘抵銷，截至2018年止年度的遞延所得稅資產及負債之變動如下：

		呆賬準備 Allowance on doubtful debts 人民幣千元 RMB'000	應付薪酬 Accrued payroll 人民幣千元 RMB'000	稅項虧損 Tax losses 人民幣千元 RMB'000	撥備 Provision 人民幣千元 RMB'000	未變現內部交易 Unrealized Interco- transactions 人民幣千元 RMB'000	股息預扣稅 Withholding tax for dividend 人民幣千元 RMB'000 (附註(a)) (note (a))	總計 Total 人民幣千元 RMB'000
於2018年1月1日 計入/(扣除) 綜合全面收入表	As at 1 January 2018 Credited/(Charged) to the consolidated statements of comprehensive income	6,603	10,132	399	175	-	-	17,309
		3,019	4,208	(351)	35	-	(4,646)	2,265
於2018年12月31日	At 31 December 2018	9,622	14,340	48	210	-	(4,646)	19,574
於2017年1月1日 計入/(扣除) 綜合全面收入表	As at 1 January 2017 Credited/(Charged) to the consolidated statements of comprehensive income	4,370	6,474	707	63	2,238	-	13,852
		2,233	3,658	(308)	112	(2,238)	-	3,457
於2017年12月31日	At 31 December 2017	6,603	10,132	399	175	-	-	17,309

(a) 於2018年12月31日，本集團已就中國境外投資者應佔若干中國子公司部份未匯出可供分配利潤在匯出時應支付的預扣稅確認遞延所得稅負債人民幣4,646,000元(2017年：零)。

於2018年12月31日，本集團未就中國境外投資者應佔若干中國子公司為數人民幣108,354,000元(2017年：零)的未匯出可分派利潤在匯出時應支付的預扣稅確認相關的遞延所得稅負債人民幣10,835,000元(2017年：零)，這乃由於該等利潤擬作為再投資。

30 DEFERRED INCOME TAX (Cont'd)

The movement in deferred income tax assets and liabilities during the year ended 2018, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

(a) As at 31 December 2018, deferred income tax liabilities of RMB4,646,000 (2017:nil) have been recognised for the withholding tax that would be payable upon remittance, in respect of a portion of the unremitted distributable profits of certain PRC subsidiaries attributable to the investors outside PRC.

As at 31 December 2018, deferred income tax liabilities of RMB10,835,000 (2017:nil) have not been recognised for the withholding tax that would be payable upon remittance, in respect of the unremitted distributable profits of certain PRC subsidiaries attributable to the investors outside PRC amounting to RMB108,354,000 (2017: nil) as such profits are intended to be reinvested.

NOTES TO THE FINANCIAL STATEMENTS

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30 遞延所得稅 (續)

- (b) 若日後很可能產生應課稅利潤實現相關稅務收入，則會就結轉之稅項虧損確認遞延所得稅資產。截至2018年12月31日止年度，本集團並無就人民幣1,883,000元(2017年：人民幣2,537,000元)的稅項虧損確認其可供結轉用以抵銷日後應課稅收入的遞延所得稅資產人民幣471,000元(2017年：人民幣634,000元)。本集團於中國營運的旗下公司的稅項虧損可結轉最多五年。該等稅項虧損將分別於2019年、2020年、2021年、2022年及2023年前到期。

31 股息

30 DEFERRED INCOME TAX (Cont'd)

- (b) Deferred income tax assets are recognised for tax losses carried forward to the extent that the realisation of the related tax benefits through future taxable profit is probable. For the year ended 31 December 2018, the Group did not recognise deferred income tax assets of RMB471,000 (2017: RMB2,537,000) in respect of tax losses amounting to RMB1,883,000 (2017: RMB2,537,000) that can be carried forward against future taxable income. Tax losses of group companies operated in the PRC could be carried forward for a maximum of five years. These tax losses will expire up to and including years 2019, 2020, 2021, 2022 and 2023 respectively.

31 DIVIDENDS

		截至12月31日止年度 For the year ended 31 December	
		2018年 2018	2017年 2017
		人民幣千元 RMB'000	人民幣千元 RMB'000
股息	Dividends	59,000	19,000

於2018年1月30日，新城富悅向其當時股東宣派股息人民幣59,000,000元。

截至2017年12月31日止年度，西藏新城悅向其非控股股東宣派股息人民幣19,000,000元。

截至2018年止年度，本公司並無派付股息。

於2019年3月8日舉行的董事會會議上，董事建議使用股份溢價賬派發每股普通股人民幣0.1元的2018年末期股息。擬派股息並無於該等財務報表中列作應付股息，惟須待股東於本公司應屆股東週年大會上批准後列作截至2019年12月31日止年度的儲備分派。

On 30 January 2018, Xincheng Fuyue declared dividends of RMB59,000,000 to its then shareholder.

During the year ended 31 December 2017, Tibet Xinchengyue declared dividend of RMB19,000,000 to its non-controlling shareholder.

No dividends had been paid by the Company during the year ended 2018.

At a Board meeting held on 8 March 2019, the directors proposed a final dividend for 2018 of RMB0.1 per ordinary share using the share premium account. This proposed dividend is not reflected as a dividend payable in these financial statements, but will be reflected as an appropriation of reserves for the year ending 31 December 2019 upon approval by the shareholders at the forthcoming annual general meeting of the Company.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

32 現金流資料

(a) 經營活動所得現金淨額

32 CASH FLOW INFORMATION

(a) Net cash generated from operating activities

		截至12月31日止年度 For the year ended 31 December	
		2018年 2018 人民幣千元 RMB'000	2017年 2017 人民幣千元 RMB'000
除所得稅前利潤	Profit before income tax	210,566	113,015
經調整：	Adjustments for:		
– 非流動預付款項攤銷	– Amortisation of non-current portion of prepayments	1,086	1,347
– 物業、廠房及設備折舊 (附註16)	– Depreciation of property, plant and equipment (Note 16)	1,617	1,486
– 無形資產攤銷(附註17)	– Amortisation of intangible assets (Note 17)	439	322
– 金融資產減值虧損淨額 (附註3.1.2)	– Net impairment losses on financial assets (Note 3.1.2)	12,336	10,682
– 出售物業、廠房及設備的 虧損淨額(附註11)	– Net losses on disposal of property, plant and equipment (Note 11)	42	8
– 外匯收入淨額(附註11)	– Net foreign exchange gains (Note 11)	(18,451)	–
營運資金變動：	Changes in working capital:		
– 存貨	– Inventories	(4,833)	12,572
– 非流動按金	– Non-current portion of deposits	(560)	(480)
– 貿易應收款項	– Trade receivables	(62,200)	(33,015)
– 預付款項、按金及 其他應收款項	– Prepayments, deposits and other receivables	(39,232)	(9,596)
– 撥備	– Provisions	103	607
– 合約負債	– Contract liabilities	68,051	72,301
– 貿易及其他應付款項	– Trade and other payables	62,230	61,654
		231,194	230,903

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

32 現金流資料 (續)

(b) 淨負債調節表

下節載列於各所示期間的淨負債分析及淨負債變動。

		於12月31日	
		As at 31 December	
		2018年	2017年
		2018	2017
		人民幣千元	人民幣千元
		RMB'000	RMB'000
淨負債：	Net debt:		
現金及現金等價物	Cash and cash equivalents	1,277,821	633,456
借款 – 於一年內償還	Borrowings – repayable within one year	–	(65,900)
淨負債	Net debt	1,277,821	567,556

		現金及現金 等價物	借款 – 於一年內償還	總計
		Cash and cash equivalents	– repayable within one year	Total
		人民幣千元	人民幣千元	人民幣千元
		RMB'000	RMB'000	RMB'000
於2018年1月1日的淨負債	Net debt as at 1 January 2018	633,456	(65,900)	567,556
現金流量	Cash flows	625,914	65,900	691,814
匯率變動對現金及現金等 價物的影響	Effect of exchange rate changes on cash and cash equivalents	18,451	–	18,451
於2018年12月31日的 淨負債	Net debt as at 31 December 2018	1,277,821	–	1,277,821
於2017年1月1日的淨負債	Net debt as at 1 January 2017	442,922	(65,900)	377,022
現金流量	Cash flows	190,534	–	190,534
於2017年12月31日的淨負債	Net debt as at 31 December 2017	633,456	(65,900)	567,556

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

32 現金流資料 (續)

(c) 非現金融資活動

根據日期為2018年11月6日的股東決議案，本公司將其其他儲備賬的進賬額5,999,998美元(約人民幣41,445,000元)資本化並動用有關金額向當時本公司股東按其各自於本公司的持股比例悉數按面值繳足599,999,800股股份，從而導致股本增加，其他儲備減少人民幣41,445,000元。

33 承諾事項

經營租賃承諾 – 作為承租人

本集團根據不可撤銷經營租約租用辦公室及員工宿舍。租期介乎一至五年，且大多數租約乃與關聯方簽署且可於租期結束時按市價續約。

不可撤銷經營租約應付的未來最低租賃付款總額如下：

32 CASH FLOW INFORMATION (Cont'd)

(c) Non-cash financing activities

Pursuant to a shareholders' resolution dated 6 November 2018, the Company capitalised an amount of USD5,999,998 (approximately RMB41,445,000), standing to the credit of its other reserve account and to appropriate such amount as capital to pay up 599,999,800 shares in full at par to the then shareholders of the Company in proportion to their then respective shareholdings in the Company which increased share capital and reduced other reserve by RMB41,445,000.

33 COMMITMENTS

Operating lease commitments – as lessee

The Group leases offices and staff dormitories under non-cancellable operating lease agreements. The lease terms are between 1 and 5 years, and the majority of lease agreements are signed with related parties and renewable at the end of the lease period at market rate.

The future aggregate minimum lease payments under non-cancellable operating leases are as follows:

		於12月31日	
		As at 31 December	
		2018年	2017年
		2018	2017
		人民幣千元	人民幣千元
		RMB'000	RMB'000
1年內	No later than 1 year	2,452	2,066
1年後但5年內	Later than 1 year and no later than 5 years	4,537	1,492
		6,989	3,558

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

34 與非控股性權益的交易

- (a) 於2018年2月18日，新城富悅以5,968,706港元（約人民幣4,796,000元）向非控股股東悅曦有限公司發行1%的權益。已注資金額及權益賬面值的差額入賬為儲備增加。截至2018年12月31日止年度，本公司擁有人應佔權益的影響概述如下：

34 TRANSACTIONS WITH NON-CONTROLLING INTERESTS

- (a) On 18 February 2018, Xincheng Fuyue issued 1% interest to Yuexi Co., Limited, non-controlling shareholder at HK\$5,968,706 (approximately RMB4,796,000). The difference between the amount of capital contributed and the carrying value of the interest was recorded to an addition of reserve. The effect on the equity attributable to the owners of the Company for the year ended 31 December 2018 is summarised as follows:

		截至2018年 12月31日止年度 For the year ended 31 December 2018
		人民幣千元 RMB'000
已收非控股股東代價	Consideration received from the non-controlling shareholders	4,796
非控股性權益的賬面值	Carrying amount of non-controlling interests	(2,725)
於權益中確認已收非控股性權益代價 超過非控股性權益賬面值的金額	Excess of consideration of non-controlling interests received recognised in equity	2,071

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

34 與非控股性權益的交易 (續)

- (b) 於2018年3月，西藏新城悅向少數股東購回其本身股份，總代價為人民幣81,932,000元（附註26(e)）。截至2018年12月31日止年度，本公司擁有人應佔權益的影響概述如下：

34 TRANSACTIONS WITH NON-CONTROLLING INTERESTS (Cont'd)

- (b) In March 2018, Tibet Xinchengyue repurchased its own shares from minority shareholders at the total consideration of RMB81,932,000 (Note 26(e)). The effect on the equity attributable to the owners of the Company for the year ended 31 December 2018 is summarised as follows:

		截至2018年 12月31日止年度 For the year ended 31 December 2018 人民幣千元 RMB'000
已付非控股股東代價	Consideration paid to the non-controlling shareholders	81,932
非控股性權益的賬面值	Carrying amount of non-controlling interests	(28,630)
計入儲備的非控股性權益的代價及賬面值的差額	Difference between consideration and carrying value of non-controlling interests charged to reserve	53,302

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

35 關聯方交易

(a) 關聯方名稱及與關聯方的關係

本公司最終控股公司為Infinity Fortune Development Limited及最終控股股東為王先生。

(b) 關聯方交易

35 RELATED PARTY TRANSACTIONS

(a) Names and relationship with related parties

The Ultimate Holding Company of the Company is Infinity Fortune Development Limited and the Ultimate Controlling Shareholder of the Company is Mr. Wang.

(b) Transactions with related parties

		截至12月31日止年度 For the year ended 31 December	
		2018年 2018 人民幣千元 RMB'000	2017年 2017 人民幣千元 RMB'000
提供服務	Provision of services		
– 王先生控制的實體	– Entities controlled by Mr. Wang	271,944	179,684
– 王先生的合營及聯營企業	– Joint ventures and associates of Mr. Wang	92,604	51,758
		364,548	231,442
銀行存款利息收入	Interest income from deposit with a bank		
– 受王先生重大影響的實體	– Entities significantly influenced by Mr. Wang	18	25
租金費用	Rental expenses		
– 王先生控制的實體	– Entities controlled by the Mr. Wang	1,549	1,636
關聯方代本集團付款	Payment on behalf of the Group by related parties		
– 王先生控制的實體	– Entities controlled by the Mr. Wang	28,018	26,631
償還貸款	Repayments of loans		
– 王先生控制的實體	– Entities controlled by the Mr. Wang	65,900	–

上述服務費及其他交易的價格根據合約方相互議定的條款釐定。

The prices for the above service fees and other transactions were determined in accordance with the terms mutually agreed by the contract parties.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

35 關聯方交易 (續)

(c) 關鍵管理人員薪酬

關鍵管理人員的薪酬(附註35中所披露的董事薪酬除外)載列如下。

薪金及其他短期僱員福利	Salaries and other short-term employee benefits	3,820	2,798
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(d) 與關聯方的結餘

35 RELATED PARTY TRANSACTIONS (Cont'd)

(c) Key management compensation

Compensations for key management other than those for directors as disclosed in Note 35 is set out below.

		於12月31日 As at 31 December	
		2018年 2018 人民幣千元 RMB'000	2017年 2017 人民幣千元 RMB'000
應收關聯方款項	Receivables from related parties		
貿易應收款項	Trade receivables		
— 王先生控制的實體	— Entities controlled by the Mr. Wang	29,909	9,250
— 王先生的合營及聯營企業	— Joint ventures and associates of Mr. Wang	19,853	3,289
		49,762	12,539
應收關聯方款項總額	Total receivables from related parties	49,762	12,539
關聯方銀行存款(附註)	Bank deposit with a related party (Note)		
— 受王先生重大影響的實體	— Entity significantly influenced by Mr. Wang	10,259	28,117

附註：王先生擔任了某一銀行董事，而本集團在該銀行擁有銀行存款。

Note: The Group has bank deposits at a bank which Mr. Wang acts as one of the directors of the bank.

應付關聯方款項	Payables to related parties		
貸款(附註28)	Loans (Note 28)		
— 王先生控制的實體	— Entities controlled by the Mr. Wang	—	65,900
其他應付款項	Other Payables		
— 王先生控制的實體	— Entities controlled by Mr. Wang	—	—
合約負債	Contract liabilities		
— 王先生控制的實體	— Entities controlled by Mr. Wang	—	2,042
— 最終控股公司的合營及聯營企業	— Joint ventures and associates of the Ultimate Holding Company	—	367
		—	2,409
應付關聯方款項總額	Total payables to related parties	—	68,309

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

36 董事的利益及權益

直至2018年12月31日，以下董事及高級管理層獲委任為：

執行董事

戚小明先生（董事長）
吳倩倩女士
蘭子勇先生

非執行董事

王振華先生（附註(a)）
呂小平先生（附註(a)）
陸忠明先生（附註(a)）

獨立非執行董事

張燕女士
朱偉先生
許新民先生

(a) 董事酬金

截至2018年12月31日止年度，董事自本集團所收取的酬金（在其獲委任為董事之前分別以高級管理層及僱員身份）如下：

36 DIRECTORS' BENEFITS AND INTERESTS

Until 31 December 2018, the following directors and senior managements were appointed:

Executive Directors

Mr. Qi Xiaoming, Chairman
Ms. Wu Qianqian
Mr. Lan Ziyong

Non-executive Directors

Mr. Wang Zhenhua (Note (a))
Mr. Lv Xiaoping (Note (a))
Mr. Lu Zhongming (Note (a))

Independent Non-executive Directors

Ms. Zhang Yan
Mr. Zhu Wei
Mr. Xu Xinmin

(a) Directors' emoluments

The directors received emoluments from the Group (in their role as senior management and employee before their appointment as directors respectively) for the year ended 31 December 2018 as follows:

姓名	Name	袍金	薪金	花紅	住房補貼及 退休計劃供款	總計
		Fees	Salaries	Bonus	Housing allowances and contributions to a retirement scheme	
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
執行董事	Executive Directors					
戚小明先生	Mr. Qi Xiaoming	-	1,800	960	98	2,858
吳倩倩女士	Ms. Wu Qianqian	-	703	297	98	1,098
蘭子勇先生	Mr. Lan Ziyong	-	637	313	87	1,037
獨立非執行董事	Independent non-executive Directors					
張燕女士	Ms. Zhang Yan	90	-	-	-	90
朱偉先生	Mr. Zhu Wei	90	-	-	-	90
許新民先生	Mr. Xu Xinmin	40	-	-	-	40
		220	3,140	1,570	283	5,213

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

36 董事的利益及權益 (續)

(a) 董事酬金 (續)

截至2017年12月31日止年度，董事自本集團所收取的酬金（在其獲委任為董事之前分別以高級管理層及僱員身份）如下：

姓名	Name	袍金 Fees 人民幣千元 RMB'000	薪金 Salaries 人民幣千元 RMB'000	花紅 Bonus 人民幣千元 RMB'000	住房補貼及 退休計劃供款 Housing allowances and contributions to a retirement scheme 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
執行董事	Executive Directors					
戚小明先生	Mr. Qi Xiaoming	-	1,800	900	84	2,784
吳倩倩女士	Ms. Wu Qianqian	-	499	304	84	887
蘭子勇先生	Mr. Lan Ziyong	-	514	238	83	835
獨立非執行董事	Independent non-executive Directors					
張燕女士	Ms. Zhang Yan	200	-	-	-	200
朱偉先生	Mr. Zhu Wei	200	-	-	-	200
		400	2,813	1,442	251	4,906

(b) 董事的退休福利

截至2018年及2017年12月31日止年度，除根據中國規則及條例的退休福利計劃供款外，董事並未獲得額外的退休福利。

(c) 董事的離職福利

截至2018年及2017年12月31日止年度，董事並未獲得離職福利。

36 DIRECTORS' BENEFITS AND INTERESTS (Cont'd)

(a) Directors' emoluments (Cont'd)

The directors received emoluments from the Group (in their role as senior management and employee before their appointment as directors respectively) for the year ended 31 December 2017 as follows:

(b) Retirement benefits of directors

During the for the year ended 31 December 2018 and 2017, there were no additional retirement benefit received by the directors except for the attribution to a retirement benefit scheme in accordance with the rules and regulations in the PRC.

(c) Termination benefits of directors

During the year ended 31 December 2018 and 2017, there were no termination benefits received by the directors.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

36 董事的利益及權益 (續)

- (d) 就獲得董事服務向第三方提供的代價

截至2018年及2017年12月31日止年度，概無支付代價以獲得本公司董事或管理層的服務。

- (e) 以董事、受有關董事所控制的法人實體及與其有關連的實體為受益人的貸款、准貸款及其他交易的相關資料

截至2018年及2017年12月31日止年度，本公司或本公司的子公司（如適用）概無以董事為受益人訂立任何貸款、准貸款及其他交易。

除上文所述外，於截至2018年及2017年12月31日止年度或截至2018年及2017年12月31日止年度內任何時間，本公司概無訂立與本集團業務有關，且本公司董事於其中擁有直接或間接權益的任何重大交易、安排及合約。

37 或然事項

於2018年及2017年12月31日，本集團就向第三方的付款義務並無任何重大或然負債或未償擔保。

36 DIRECTORS' BENEFITS AND INTERESTS (Cont'd)

- (d) Consideration provided to third parties for making available the services of directors

During the year ended 31 December 2018 and 2017, no consideration was paid for making available the services of the directors or senior management of the Company.

- (e) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

During the year ended 31 December 2018 and 2017, there were no loans, quasi-loans and other dealings entered into by the Company or subsidiaries undertaking of the Company, where applicable, in favour of directors.

Except for mentioned above, no significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company had interests, whether directly or indirectly, subsisted at the year ended 31 December 2018 and 2017 or at any time during the year ended 31 December 2018 and 2017.

37 CONTINGENCIES

As at 31 December 2018 and 2017, the Group did not have any significant contingent liabilities or outstanding guarantees in respect of payment obligations to third parties.

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

38 公司財務狀況及儲備變動

公司財務狀況表

於2018年12月31日

38 FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

Company statement of financial position

As at 31 December 2018

		2018年 2018
		附註 Note
		人民幣千元 RMB'000
資產	Assets	
非流動資產	Non-Current asset	
應收子公司款項	Amount due from a subsidiary	195,871
非流動資產總額	Total Non-current asset	195,871
流動資產	Current assets	
預付款項、按金及其他應收款項	Prepayments, deposits and other receivables	16
現金及現金等價物	Cash and cash equivalents	555,631
流動資產總額	Total current assets	555,647
資產總額	Total assets	751,518
權益	Equity	
本公司擁有人應佔權益	Equity attributable to owners of the Company	
股本	Share capital	25 56,639
儲備	Reserves	708,778
累計虧損	Accumulated losses	(19,551)
權益總額	Total equity	745,866
流動負債	Current liabilities	
貿易及其他應付款項	Trade and other payables	5,652
流動負債總額	Total current liabilities	5,652
負債總額	Total liabilities	5,652
權益及負債總額	Total equity and liabilities	751,518
流動資產淨值	Net current assets	551,547

上述本公司財務狀況表須與隨附附註一同閱讀。

本公司財務狀況表已經董事會於2019年3月8日批准並由以下董事代為簽署

戚小明
董事

蘭子勇
董事

The above Company statement of financial position should be read in conjunction with the accompanying notes.

The Company statement of financial position was approved by the Board of Directors on 8 March 2019 and were signed on its behalf

Qi Xiaoming
Director

Lan Ziyong
Director

NOTES TO THE FINANCIAL STATEMENTS

截至2018年12月31日止年度 For the year ended 31 December 2018

38 公司財務狀況及儲備變動 (續)

公司儲備變動

38 FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (Cont'd)

Reserve movement of the Company

		於2018年12月31日 As at 31 December 2018 人民幣千元 RMB'000
於2018年1月1日		As at 1 January 2018
本公司擁有人出資 (附註26 (d))	Capital contribution from the owners of the Company (Note 26(d))	-
資本化發行 (附註25(d))	Capitalisation issue (Note 25(d))	226,997
發行普通股 (附註25(e)、(f))	Issue of ordinary (Note 25(e), (f))	(41,445)
於2018年12月31日	As at 31 December 2018	523,226
		708,778



Xinchengyue Holdings Limited
新城悦控股有限公司