



中國新城市商業發展有限公司

China New City Commercial Development Limited

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)

Stock Code 股份代號: 1321



ANNUAL REPORT 2019 年報

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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Shi Nanlu (*Chief Executive Officer*) (appointed on 3 April 2020)

Mr. Liu Bo (*Vice President*) (appointed on 3 April 2020)

Mr. Dong Shuixiao (*Chief Executive Officer*) (resigned on 3 April 2020)

Ms. Jin Ni (*Vice Chairperson and Vice President*)
(resigned on 3 April 2020)

Ms. Tang Yiyang (*Vice President*)

Non-executive Director

Mr. Shi Kan Cheng (alias Shi Zhongan) (*Chairperson*)

Mr. Tang Min (*Vice Chairperson*) (appointed on 3 April 2020)

Independent Non-executive Directors

Mr. Ng Sze Yuen, Terry (*Vice Chairperson*)

Mr. Xu Chengfa

Mr. Yim Chun Leung

Company Secretary

Mr. Chong Yuk Fai (appointed on 30 November 2019)

Mr. Ng Mo Chun (appointed on 22 February 2019 and
resigned on 30 November 2019)

Mr. Chiu Ngam (resigned on 22 February 2019)

REGISTERED OFFICE

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

HEAD OFFICE IN THE PRC

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Zhejiang Province
PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 4010, 40th Floor
China Resources Building
26 Harbour Road
Wanchai, Hong Kong

董事會

執行董事

施南路先生 (*行政總裁*)

(於2020年4月3日獲委任)

劉波先生 (*副總裁*)

(於2020年4月3日獲委任)

董水校先生 (*行政總裁*) (於2020年4月3日辭任)

金妮女士 (*副主席及副總裁*)

(於2020年4月3日辭任)

唐怡燕女士 (*副總裁*)

非執行董事

施侃成先生 (又名施中安) (*主席*)

唐岷先生 (*副主席*)

(於2020年4月3日獲委任)

獨立非執行董事

吳士元先生 (*副主席*)

須成發先生

嚴振亮先生

公司秘書

莊旭輝先生 (於2019年11月30日獲委任)

吳武振先生 (於2019年2月22日獲委任及
於2019年11月30日辭任)

趙岩先生 (於2019年2月22日辭任)

註冊辦事處

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

中國總辦事處

中國
浙江省
杭州西湖區
龍章路口
新杭商務中心
6號樓5樓

香港主要營業地點

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港灣道26號
華潤大廈
40樓4010室

COMPANY'S WEBSITE

www.chinanewcity.com.cn

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
Level 54, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

PRINCIPAL BANKERS

Agricultural Bank of China Co., Ltd.
Bank of China Ltd.
Bank of Communications Co., Ltd.
China Merchants Bank Co., Ltd.
Industrial Bank Co., Ltd.
Ping An Bank Co., Ltd.

LEGAL ADVISERS AS TO HONG KONG LAWS

Derek Tsang Law Office

AUDITOR

Ernst and Young

INVESTOR RELATIONS

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公司網址

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主要股份過戶登記處

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Grand Cayman, KY1-1110
Cayman Islands

香港股份過戶登記分處

卓佳證券登記有限公司
香港灣仔
皇后大道東183號
合和中心54樓

主要往來銀行

中國農業銀行股份有限公司
中國銀行股份有限公司
交通銀行股份有限公司
招商銀行股份有限公司
興業銀行股份有限公司
平安銀行股份有限公司

香港法律方面的法律顧問

曾日華律師行

核數師

安永會計師事務所

投資者關係

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CHAIRPERSON'S STATEMENT

主席報告



Dear shareholders,

On behalf of China New City Commercial Development Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”), I am pleased to present the annual results of the Group for the year ended 31 December 2019 (“**the year under review**”).

REVIEW OF RESULTS

During the year under review, the revenue of the Group was approximately RMB1,956 million. Our property business reported sales of nearly RMB1,535 million. The gross profit of the Group was approximately RMB778 million. The profit of the Group was approximately RMB45 million.

During the year under review, the Group recorded a profit attributable to owners of the parent of approximately RMB26 million; and the earnings per share attributable to ordinary equity holders of the parent was approximately RMB1.3 cents. The board of directors of the Company (the “**Board**”) do not recommend the payment of any final dividend for the year under review.

致各位股東：

本人謹代表中國新城市商業發展有限公司（「**本公司**」）連同其附屬公司（統稱「**本集團**」），欣然提呈本集團截至2019年12月31日止年度（「**回顧年度**」）之全年業績。

業績回顧

於回顧年度內，本集團的營業額約為人民幣19.56億元。物業確認銷售規模將近人民幣15.35億元。本集團毛利約為人民幣7.78億元。本集團溢利為約人民幣0.45億元。

於回顧年度內，本集團錄得母公司擁有人應佔溢利約為人民幣0.26億元；及母公司普通股權益持有人應佔每股盈利約為人民幣1.3分。本公司董事會（「**董事會**」）不建議派發回顧年度末期股息。

MARKET AND BUSINESS REVIEW

In 2019, the Chinese economy maintained steady growth with a year-on-year gross domestic product (“GDP”) growth rate of 6.1%. As affected by factors such as Sino-US trade war, accelerated aging population, and weakening domestic demand consumption, the Group continued to adhere to the consistent principle of prudent investment and sound operation. Under the key tone of national policy of “houses for habitation not for speculation”, a number of policies were introduced to maintain regulation and control over real estate industry. On the one hand, the Group sought to strengthen its main real estate business and to improve its diversified industries; and on the other hand, the Group integrated various business platforms to create synergy through the coordinated development among industries. Driven by China's market policy, the Group will continue to serve the needs of human beings for a better life and promote new breakthroughs in the Group's performance in order to achieve better performance.

1. Property Sales

Located in the prime location of Qianjiang Century City, IOC• Jiarun Mansion Project (“**Jiarun Mansion**”) is the Plot A3 project of Hangzhou International Office Center (“**IOC**”) in the core location of Qianjiang Century City. It is a large complex comprising furnished studio flats, luxury and spacious flat floor apartments, commercial streets, hotels, international kindergartens and training centers for children.

市場及業務回顧

2019年，中國經濟保持平穩增長，國內生產總值（「GDP」）同比增長6.1%，但在中美貿易戰、人口老齡化加快、內生消費動力減弱等因素，加上在「房住不炒」的政策主基調下，並出台多項政策維持對房地產行業調控，本集團繼續堅持一貫的審慎投資、穩健經營的方針，一方面追求做強房地產主業，做優多元化產業，另一方面整合各個平臺業務，通過產業間的協調發展，互為動能，隨中國市場政策帶動下，繼續服務於滿足人類對美好生活的需要，促進集團業績新的突破，以實現較為理想的業績。

1. 物業銷售

IOC•嘉潤公館項目（「**嘉潤公館**」）為杭州國際辦公中心（「**IOC**」）A3區塊項目，位於錢江世紀城的核心位置，是集精裝單身公寓、奢華大平層公寓、商業街、酒店、國際幼稚園、兒童培訓中心等為一體的大型綜合體。



CHAIRPERSON'S STATEMENT

主席報告

During the year under review, Jiarun Mansion at Plot A3 recorded good sales performance by launching a tower of fine-decorated apartments with new Chinese-style show flats. The Plot A3.1#2 was currently under fine-decoration construction by the Group and was expected that centralized delivery will be made at the end of June in 2020. The Group believes that Jiarun Mansion could bring a stable revenue of property sales and higher profitability to the Group.

In addition, Xixi New City Project and Xixi Manhattan Project, which are in prime location and close proximity to Xixi Wetland and Hangzhou Future Science and Technology City, were delivered successively and became the main driving force for the growth of the Group's property sales revenue during the year under review.

回顧年度內，A3地塊的嘉潤公館推出一幢精裝風格與新中式樣板間公寓熱銷，而本集團於A3.1#2單元正在施工精裝專案，預計將於2020年6月底予以集中交付，本集團相信嘉潤公館帶來穩定的物業銷售收入力量，和較高的盈利能力。

另外，擁有優越位置、與西溪濕地和杭州未來科技城近在咫尺的西溪新城市項目和西溪曼哈頓項目亦陸續交付，成為本集團回顧年度內物業銷售收入增長的主要動力。



2. Property Leasing

At present, the Group's revenue from the property leasing increase steadily as compared with the same period last year, mainly from Highlong Plaza in Xiaoshan, Hangzhou and Zhong An Intime City in Yuyao. During the year under review, with 24 newly-joined brands, the occupancy rate of the shopping mall of Highlong Plaza reached over 94%. The adjustments to business strategy were completed successfully, which stimulated rental performance. With the commercial elements and the theme "Happy Time", the plaza caters for children's food and beverages, living and services. By adding mainstream IP and enhancing differentiation and experience elements, it effectively increased visitor traffic and promoted the spending in the plaza. The occupancy rate of Zone B in Zhong An Times Square, Yuyao ("**Zone B**") was more than 90% with sound operation. During the year under review, Zone B was carried out a commercial street reconstruction plan. From street lighting and scene creation, to market launch and enhancement of amusement facilities for kids, the "Happy Time 24H Style Street" was created, where Zone B was a multifunctional and comprehensive commercial pedestrian street that integrating catering, leisure and entertainment, and living facilities. The Group believes that it will continue to contribute income to property leasing in the future.

2. 物業租賃

目前本集團的物業租賃收入與去年同期保持穩定增長，其收入主要來自位於杭州蕭山的恒隆廣場及位於余姚的銀泰城。於回顧年度，恒隆廣場商場租賃率逾94%，新增品牌24家，業態調整順利完成，租金業績均有所提升。商場以兒童餐飲、生活、服務業態為主的「快樂時光」主題商業元素，加入主流IP，增加差異化和體驗元素，有效地增加了廣場人流，促進了商場消費。余姚眾安時代廣場B區（「**B區**」）租賃率逾90%，運營情況良好。回顧年度內，B區進行了商業街改造方案，從街區亮化、場景打造、開展集市、增加兒童遊樂設施等方面，著手打造「快樂時光24H風情街」，B區集餐飲、休閒娛樂、生活配套等多功能於一體的綜合性商業步行街，相信未來將繼續為本集團的物業租賃貢獻收入。



3. Hotel Operations

During the year under review, the Group's Huaibei Bright Hotel and Hangzhou Qiandao Lake Bright Resort Hotel operated well, with revenue increased by nearly 26.9% year on year.

In addition, Ningbo Bright Hotel ("Ningbo Bright") was majestically opened on 1 October 2019. Ningbo Bright is a luxury business hotel proudly presented by the Group that was built according to the five-star standard. The hotel is in an excellent location which is in proximity to Yuyao North High Speed Rail Station. It became a leading hotel in its area for conferences and dining with higher than expected occupancy rate within 3 months of the opening, bringing considerable revenue to the Group. Zhejiang Bright Hotel Management Co. Ltd. and Meituan Hotel entered into a strategic cooperation agreement. Through cooperation, Meituan Hotel will enhance its core competitiveness by means of brand building, system building and data analysis, thereby driving multi-segment revenue from hotel accommodation, catering, conferences and entertainment.

3. 酒店營運

於回顧年度，本集團旗下位於淮北伯瑞特酒店、杭州千島湖伯瑞特酒店運營狀況良好，收入同比增長近26.9%。

另外，寧波伯瑞特酒店（「寧波伯瑞特」）於2019年10月1日盛裝開業，寧波伯瑞特是本集團按五星級標準傾力打造的豪華商務型酒店，酒店鄰近高鐵余姚北站，地理位置優越，成為當地會議、餐飲的領軍酒店，開業3個月出租率已高於預期，並為集團帶來可觀收益。浙江伯瑞特酒店管理有限公司與美團酒店簽訂了戰略合作協定。通過合作，美團將從品牌建設，系統建設，資料分析等方面提升酒店核心競爭力。拉動酒店住宿、餐飲、會議、娛樂等多板塊收益。





4. New Emerging Business

(1) Education

For the commerce and real estate business, the Group further adjusted its business model and optimized its operating structure, and launched its new child-oriented business pattern on the basis of the traditional business model. The Group focused on serving children in cities and integrating child health, child education, child entertainment and child sports to build a diversified and intelligentized body of comprehensive functions in order to inject new impetus to the development of the child-related industry.

Maggie & Rose, the parent-child family club (“Club”) carried out the IP upgrade from original graphic cartoon images to lively cartoon characters, vivid stage shows and brand derivatives in order to further create brand value. On 17 January 2020, a charity fundraising dinner, “An Enchanting Evening with Lang Lang”, with the theme of “Music Changes Life, Music Changes the World” was held at The Peninsula Hong Kong. Adult guests were immersed in the beautiful music atmosphere set by Maggie & Rose. The next day, a concert named “Jaap’s Beethoven 1 | Lang Lang” was successfully held at the Concert Hall of Hong Kong Cultural Centre. Maggie & Rose was the designated sponsor of this Lang Lang concert’s finale, hence more guests came to know the Maggie & Rose brand.

4. 新興產業

(一) 教育

商業地產運營方面，本集團在傳統商業模式基礎上，進一步調整業態，優化經營結構，推出以兒童為主題的新型商業營態。專注於服務城市兒童，以兒童健康、兒童教育、兒童娛樂及兒童體育為一體，合力打造全方位、智慧化、場景化的多變的綜合體，為兒童領域的發展注入新的動力。

Maggie & Rose親子家庭俱樂部（「俱樂部」）進行IP升級打造，將最初平面卡通形象，打造至活動的卡通人物，生動的舞台劇及品牌衍生品，進一步打造品牌價值。於2020年1月17日一場以「音樂改變人生，音樂改變世界」為主題的「郎朗之夜」慈善籌款晚宴在香港半島酒店舉行，大人來賓都沉浸在Maggie & Rose佈置的濃濃音樂氛圍藝術角落中，翌日，「梵志登的貝一|郎朗音樂會」在香港文化中心音樂廳也圓滿舉行，Maggie & Rose作為此次郎朗音樂會壓軸場的指定贊助商，讓更多來賓認識Maggie & Rose的品牌。

(2) Film and Entertainment

The Group currently has 4 cinemas. Chengdu Cinema was grandly opened on 9 January 2020. It set an outstanding record as the number of customers received exceeded 10,000 and the total box office was over 240,000 in the first weekend of the opening. The film and television revenue of the Group grew by nearly 42%, and the cumulative number of customers received increased by roughly 46%, both compared to the same period last year. In the future, more cinemas will be opened to build regional layout and operational advantages, giving play to regional scale effect and brand superiority.

(二) 影視娛樂

本集團目前開業之影城有4間，成都影城於2020年1月9日盛大開業，開業首週末接待顧客數量超過1萬人，票房總額突破24萬，創下了佳績。本集團影視之收入與去年同期增長近42%，累計接待顧客數量與去年同期增長近46%，未來會拓展更多影城，著力打造區域佈局、運營優勢，發揮區域規模效應和品牌優勢。



ENTERPRISE SUSTAINABLE DEVELOPMENT

The Group actively participated in social welfare activities and established Zhongan Charity Foundation (“**Zhongan Charity**”) to focus on charitable activities. During the year under review, the Group co-organized a charity auction with Zhongan Charity, and all charity proceeds from the auction were donated to Zhongan Charity for the project fund under the “Flower Project – Caring and support for forsaken children” to provide the left-behind children with care and warmth from multiple aspects such as economy, life and mind. On 28 January 2020, the Group and Zhongan Charity jointly established a RMB10 million fund specialized for prevention and control of COVID-19, with an aim to support the prevention and control of the pandemic in Hubei, Zhejiang and other areas seriously affected by the COVID-19 in China. According to the actual needs in the seriously affected areas, medical supplies including masks and protective clothing will be purchased and provided, thereby offering necessary help to front line medical staff and other relevant workers combating the pandemic.

企業可持續發展

本集團積極參與社會公益活動，成立眾安慈善基金會（「眾安慈善」），以專注地開展公益慈善事業。回顧年度，本集團聯同眾安慈善共同發起慈善拍賣活動，拍賣所得的善款全數捐贈眾安慈善，用作「花蕊計劃－留守兒童幫扶」項目基金，以從經濟、生活、心靈等多重層面為留守兒童送去關懷和溫暖。於2020年1月28日，本集團攜同眾安慈善，設立了人民幣1,000萬元COVID-19防控專項基金，用於支援湖北、浙江等全國COVID-19疫情嚴重地區的疫情防控工作。並根據疫情嚴重地區的實際需要，購買和提供口罩、防護衣等醫療物資，為奮戰在一線抗擊疫情的醫護人員和其他相關工作者提供必要的幫助。



PROSPECTS AND DEVELOPMENT STRATEGIES

Looking forward to 2020, maintaining the “stability” of China’s real estate market will still remain as the top priority. Specifically, maintaining the continuity and stability of policy to prevent drastic fluctuations of real estate market, and a full implementation of “Policy by City”, which in turn will be conducive to achieving long-term control objectives of stabilizing land and housing prices and maintaining market expectations, thus stable and healthy development of the real estate market will be attained. The Chinese economy is under downward pressure; however, the Chinese government stepped up its efforts on the “Six Stability” policy, that is “stabilizing employment, finance, foreign trade, foreign investment, domestic investment, and expectations” over the years, which achieved significant results in the past year, and GDP has maintained steady growth throughout the year. The impact of the novel coronavirus outbreak on the real estate market in China may be short-lived. Home buyers are merely delaying purchases rather than completely putting their home purchase plans on hold. As the fight against the virus is ongoing across the country, the demand is expected to pick up when the epidemic is brought under control.

前景與發展策略

展望2020年，中國房地產市場仍將以「穩」為第一要務，保持政策的連續性和穩定性，防止房地產市場出現大起大落，全面落實因城施策，進而落實穩地價、穩房價、穩預期的長期調控目標，確保房地產市場平穩健康發展。中國經濟存在下行壓力，但從過去幾年看，中國政府加大「六穩」工作的力度，即穩就業、穩金融、穩外貿、穩外資、穩投資、穩預期，過去一年取得了明顯的成效，全年GDP保持平穩增長。新型冠狀病毒爆發對中國房地產市場的衝擊可能是短暫的，購房者只是推遲購買而不是完全擱置購房計畫，在全國抗擊病毒的過程中，隨著疫情得到控制，需求也有望回升。



The Group remains optimistic about future prospects. Adhering to the corporate mission of “creating new urban life” and the strategic guiding principle of “focusing on the demand of the public”, the Group further developed its cultural education, health care, film and entertainment, and cultural leisure tourism segments based on its existing business and sophisticated development and investment concepts, and extended their presence to the whole Yangtze River Delta region.

Among numerous developing projects, the International Office Center (the “IOC”) project remained a key development project of the Group. The completed Jiarun Mansion in Lot A3 had been generating record-breaking sales for the Group. The development of the IOC (Lot A2) was commenced at the end of 2018. The IOC project was expected to continue to drive the property sales revenue of the Group, thus to assure the steady growth in the Group’s revenue from property sales in the future.

Highlong Plaza and its surroundings will be built into commercial underground space, with business elites and surrounding residential residents as the core customer group. It will integrate three functions of business center + subway hub + tourist attraction into one to create a space for stylish experiences that comprising the themes of leisure, entertainment, music and trends. The mall will comprehensively enhance the brand influence of “Happy Time”, and will integrate with IP to form a theme series. The Times Square in Yuyao will connect shopping malls, commercial streets in Zone B and the Central Grand Plaza; and will introduce food trunks, street markets, outdoor decoration, and children’s sports and entertainment facilities so as to create night culture at the Plaza by delicacy, beauty and fun, and thus attract more visitors. Xixi New City will be transformed into an innovative and entrepreneurial industrial park with high-end sophisticated future industries as its core. There will be four major centers, including “service center, office center, R&D center, and production center” + future incubation space in pursuit of pioneering and innovation in business sectors.

ACKNOWLEDGEMENT

Finally, on behalf of the Board, I would like to express my sincere gratitude to the continuing support and trust of the shareholders and business partners as well as the dedicated efforts of all the staff.

Shi Kancheng
Chairperson

Hong Kong, 31 March 2020

集團對未來前景仍保樂觀，並堅持以「創造城市新生活」為企業使命，以「專注大眾需求」為戰略指導思想，依託現有的商業產業，運用自身成熟的開發投資理念帶動文化教育、健康醫療、影視娛樂、文旅休閒等四大產業的新發展，板塊佈局輻射整個長三角區域。

國際辦公中心（「IOC」）項目，仍是本集團在眾多開發項目之中重點發展的項目。已竣工的A3地塊中嘉潤公館接連為本集團創下銷售佳績，本集團已於2018年底開始發展IOC A2地塊，預計IOC項目會為繼續成為本集團物業銷售收入增長的主要力量，以保證未來集團物業銷售收入的穩定發展。

恒隆廣場及其周邊將打造為商業地下空間，以商務精英、周邊住宅居民為核心客群，集商業中心+地鐵樞紐+遊覽勝地三大功能為一體，打造融合休閒、娛樂、音樂、潮流為主題的時尚體驗空間。商場全面提升「快樂時光」品牌影響力，並與IP融合，形成主題系列。余姚時代廣場將串聯購物中心、B區商業街及中央大廣場，引進街景店車、花車集市、戶外美陳、兒童運動遊樂設施等打造好吃、好看、好玩的廣場夜文化，以吸引更多人流。西溪新城市將打造為以高精尖未來產業為核心的創新創業產業園，內有四大中心，包括「服務中心、辦公中心、研發中心、生產中心」+未來孵化空間，以謀求商業板塊的開拓創新。

致謝

最後，本人謹代表董事會對股東和業務合作夥伴的鼎力支持和充分信任，以及全體員工辛勤努力的工作致以衷心感謝！

施侃成
主席

香港，2020年3月31日

INVESTMENT PROPERTIES

投資物業

As at 31 December 2019 於2019年12月31日

LAND RESERVE

As at 31 December 2019, the total GFA of land reserves of the Group was approximately 2,229,469 sq.m..

The following table sets forth a summary of the Group's property interests as of 31 December 2019:

土地儲備

於2019年12月31日，本集團的土地儲備之總建築面積約為2,229,469平方米。

下表載列本集團截至2019年12月31日的物業權益概要：

Investment Properties

投資物業

Project 項目	Location 地點	Property type 物業種類	GFA 建築面積 sq. m. 平方米
Investment Properties			
投資物業			
Guomao Building 國貿大廈	Hangzhou, Zhejiang Province 浙江省杭州	Integrated Commercial Complex 商業綜合體	12,225
Integrated Service Center 綜合服務中心	Hangzhou, Zhejiang Province 浙江省杭州	Integrated Commercial Complex 商業綜合體	5,913
Highlong Plaza 恒隆廣場	Hangzhou, Zhejiang Province 浙江省杭州	Integrated Commercial Complex 商業綜合體	64,626
Landscape Garden 山水苑	Hangzhou, Zhejiang Province 浙江省杭州	Integrated Commercial Complex 商業綜合體	8,781
Hidden Dragon Bay 隱龍灣	Hangzhou, Zhejiang Province 浙江省杭州	Integrated Commercial Complex 商業綜合體	17,814
La Vie 逸樂軒	Shanghai 上海	Commercial 商業	341
International Office Center 國際辦公中心	Hangzhou, Zhejiang Province 浙江省杭州	Integrated Commercial Complex 商業綜合體	84,848
Zhong An • Intime City 眾安•銀泰城	Yuyao, Zhejiang Province 浙江省余姚	Integrated Commercial Complex 商業綜合體	92,489
Zhong An Times Square (Phase I) 眾安時代廣場(一期)	Yuyao, Zhejiang Province 浙江省余姚	Integrated Commercial Complex 商業綜合體	2,160
Zhong An Times Square (Phase II) 眾安時代廣場(二期)	Yuyao, Zhejiang Province 浙江省余姚	Integrated Commercial Complex 商業綜合體	7,274
Xixi New City 西溪新城市	Hangzhou, Zhejiang Province 浙江省杭州	Commercial 商業	599
			297,070

MAJOR PROPERTIES HELD FOR DEVELOPMENT AND/OR SALE

持作發展及／或銷售的主要物業

Project	Location	Property type	Site area	Project GFA	GFA of and land bank
項目	地點	物業種類	佔地面積	項目建築面積	土地儲備建築面積
			sq. m. 平方米	sq. m. 平方米	sq. m. 平方米
Projects Under Development					
開發中項目					
Zhong An Times Square (Phase I) 眾安時代廣場(一期)	Yuyao, Zhejiang Province 浙江省余姚	Integrated Commercial Complex 商業綜合體	65,159	305,473	138,276
Zhong An Times Square (Phase II) 眾安時代廣場(二期)	Yuyao, Zhejiang Province 浙江省余姚	Integrated Commercial Complex 商業綜合體	71,519	322,912	115,837
Hidden Dragon Bay 隱龍灣	Hangzhou, Zhejiang Province 浙江省杭州	Integrated Commercial Complex 商業綜合體	89,173	241,695	84,708
Ningbo Cixi Land 寧波慈溪地塊	Ningbo, Zhejiang Province 浙江省寧波	Integrated Commercial Complex 商業綜合體	49,804	159,510	159,510
Chaoyang Yinzuo 朝陽銀座	Hangzhou, Zhejiang Province 浙江省杭州	Integrated Commercial Complex 商業綜合體	10,541	53,033	3,024
International Office Center (Plot A) 國際辦公中心(A地塊)	Hangzhou, Zhejiang Province 浙江省杭州	Integrated Commercial Complex 商業綜合體	92,610	798,795	570,939
Xixi New City 西溪新城市	Hangzhou, Zhejiang Province 浙江省杭州	Office/Commercial 辦公室／商業	39,703	83,391	31,596
Xixi Manhattan 西溪曼哈頓	Hangzhou, Zhejiang Province 浙江省杭州	Integrated Commercial Complex 商業綜合體	24,534	109,173	34,012
Hangzhou Linan Tuankou Land 杭州臨安湍口地塊	Hangzhou, Zhejiang Province 浙江省杭州	Commercial/Hotel 商業／酒店	37,500	63,502	63,502
Projects contracted to be acquired					
已訂約將予收購項目					
International Office Center (Plots B and C) 國際辦公中心(B地塊及C地塊)	Hangzhou, Zhejiang Province 浙江省杭州	Integrated Commercial Complex 商業綜合體	207,390	1,098,065	1,098,065
					2,229,469





MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

AWARDS AND HONOURS

Awarding Institution:	Award:	Awardee:	頒發機構:	獎項:	獲獎方:
Asia Pacific Hotel Alliance	Asia Pacific (China) Most Popular Hotel Brands	Zhejiang Bright Hotel Management Company	亞太酒店聯盟	亞太(中國)最受歡迎酒店品牌	浙江伯特酒店管理公司
《21st Century Business Herald》 and 《Business Travel》	Golden-Pillow Awards of "Best New Serviced Apartments in East China in 2019"	The Somerset Hangzhou International Office Center Service Apartment	《21世紀經濟報導》與《商務旅行》	「2019年度華東地區最佳新開服務式公寓」金枕頭獎	杭州盛捷國際辦公中心服務公寓

獎項及殊榮

BUSINESS REVIEW

The year of 2019 presented rather involved macroeconomic situation for property policies to evolve. In further response to the keynote of "housing is for living in, not for speculation", and to carry on the philosophy of implementing measures adjusted to the scale of cities, local governments have made tougher effort on market surveillance to curb housing speculation so that a reasonable demand for housing is to be met. Specifically, local governments restructured housing supply at supply side, promoted tenancy market in its full swing and launched houses with joint property rights and other affordable housing in a rewarding direction to an effective supply. Despite of less favorable market conditions, the Group managed to achieve still desirable results in contract sales with its unremitting effort against hardships and challenges. This fully embodied the Company's leading strategic vision, accurate investment layout as well as prudent and flexible operation strategy.

Outlook for 2020

Looking forward to 2020, the outbreak of COVID-19 will have a short-term impact on the Chinese economy. The revenue from the service industries such as catering, retail, transportation, and tourism declined significantly. As the global epidemic spreads, trade is affected and resulted in a weaker foreign demand. In order to achieve this year's economic goals, the Chinese government will adopt a more proactive monetary and fiscal policy to increase investment, promote consumption and stabilize foreign demand.

業務回顧

2019年，房地產政策面臨的宏觀經濟環境更加複雜。在進一步強調「房子是用來住的，不是用來炒的」的政策基調下，各地政府繼續延續因城施策的主旨，加強市場監管，堅決遏制投機炒房，保障合理住房需求。具體而言，各地政府在供給端發力調整住房供給，大力發展租賃市場，推出具備共有產權及其他保障性安居住房，增加有效供給比重。在不利的市場環境下，本集團仍然努力攻堅克難，實現了合約銷售的良好業績。充分體現了本公司領先的戰略眼光，精準的投資佈局和穩健靈活的運營策略。

展望2020

展望2020年，COVID-19爆發將對中國經濟造成短期影響。來自餐飲、零售、交通及旅遊等服務業的收入顯著下跌。由於全球疫情蔓延，貿易受影響並導致外國需求較弱。為了達致本年度之經濟目標，中國政府將採納更積極之貨幣及財政政策以增加投資，促進消費及穩定外國需求。

The COVID-19 will also have a short-term impact on sales, development, investment, and cash flow of the real estate industry. However, the financial policies concerning of the real estate industry will also remain stable, individual housing loan will increase steadily, and there is room for downward adjustments of mortgage rate. It is expected that market transactions throughout the year will stabilize following some moderation.

The outbreak will also have a certain impact on the Group, and the specific impact depends on the duration and development trend of the epidemic situation. We continue to strengthen cash flow management, speed up repayments and increase capital turnover rate. By optimizing the operation adjustment, we set to refine and strengthen the management of project timeline.

DEVELOPMENT OF MAJOR PROJECTS

Hangzhou, Zhejiang Province

Highlong Plaza

It is a large-scale integrated commercial complex located in Shanyin Road, Xiaoshan District, Hangzhou, comprising hotels, shopping malls and offices, and is the flagship project of the Company. The total site area of the project is 30,933 sq.m. and the total GFA thereof is 171,071 sq.m.. The project was completed in January 2009, and has been in good function to date.

International Office Center (“IOC”)

IOC is a large-scale integrated commercial complex located in Qianjiang Century City (錢江世紀城), Xiaoshan District, Hangzhou, comprising serviced apartments, shopping malls, hotels and offices. The total site area of Plot A3 is 92,610 sq.m. and total GFA is approximately 798,795 sq.m.. The Group holds a total GFA of 84,848 sq.m. for leasing.

Xixi New City

It is located in Jiangcun Unit, Xihu District, Hangzhou and is in proximity to Xixi Wetland. It is the only classic project integrating “Urban Prosperity” and “Ecological Tranquility” in Xixi. The total site area of the project is 39,703 sq.m. and total GFA is 83,391 sq.m.. The project commencing construction in 2017 is an integrated commercial complex comprising offices, serviced apartments and shops were delivered in 2019.

COVID-19亦將對房地產行業之銷售、發展、投資及現金流量造成短期影響。然而，有關房地產行業之財務政策亦將維持穩定，個人住房貸款將穩定增加，而按揭利率有下調空間。預期全年市場交易將前低後穩。

疫情爆發亦將對本集團有若干影響，而特定影響視乎疫情之持續時間及發展趨勢而定。我們繼續加強現金流量管理，加快還款，並提升資本周轉率。透過優化營運調整，我們著手改進及加強項目時間表管理。

主要項目發展概況

浙江省杭州市

恒隆廣場

座落於杭州蕭山區山陰路，由酒店、商場及辦公室組成的大型商業綜合體，是本公司的旗艦項目。該項目總佔地面積為30,933平方米，總建築面積171,071平方米。該項目已於2009年1月竣工，目前運營狀況良好。

國際辦公中心（「IOC」）

位於杭州蕭山區錢江世紀城的大型商業綜合體，包括服務式住宅、商場、酒店及辦公室。項目A3地塊總佔地面積為92,610平方米，總建築面積約為798,795平方米。本集團持有總建築面積84,848平方米作租賃用途。

西溪新城市

位於杭州西湖區蔣村新區，距離西溪濕地僅一路之隔，是西溪僅有的融合「城市繁華」與「生態靜謐」的經典項目。項目總佔地面積為39,703平方米，總建築面積為83,391平方米。於2017年動工之項目為包括辦公室、服務式公寓及商舖在內的商業綜合體，其已於2019年交付。

Xixi Manhattan

It is a commercial real estate project located in Yuhang District, Hangzhou, with GFA of 109,173 sq.m.. The project was open for sale in late August 2017 and part of the serviced apartments were delivered in 2018.

Chaoyang Yinzu

It is the commercial portion of the Chaoyang community parcel, Xiaoshan District, Hangzhou with a total site area of 10,541 sq.m. and total GFA of 53,033 sq.m. The project mainly includes serviced apartments and shops, and pre-sale was commenced in 2016, and the serviced apartments were delivered in 2018.

Hangzhou Qiandao Lake Bright Resort Hotel

It is a hotel project located in the southwest of Qiandaohu Town (千島湖鎮), Chunan County, Hangzhou, with total GFA of 46,691 sq.m.. The hotel is built adjacent to Thousand-Islet Lake Passengers Port which enjoys a beautiful lake view and natural habitat. This project was completed and commenced business in the first half of 2017.

Yuyao, Zhejiang Province

Zhong An Times Square

It is a large-scale integrated commercial project located in Yuyao, Zhejiang Province with estimated total GFA of 628,385 sq.m.. The development of project is completed by two phases, comprising hotels, shops, residences, serviced apartments, shopping malls and offices. The construction of phase II of this project was completed in 2016, and phase I was completed and delivered in 2018.

Huaibei, Anhui Province

Huaibei Bright Hotel

It is a hotel project in Huaibei, Anhui province, with a site area of 60,768 sq.m. and total GFA of 67,061 sq.m.. This project has fully completed and commenced business by the end of 2017.

西溪曼哈頓

位於杭州餘杭區的商業地產項目，項目建築面積109,173平方米，已於2017年8月下旬開盤銷售，2018年已交付部分服務式公寓。

朝陽銀座

位於杭州蕭山區朝陽社區地塊的商業部分，總佔地面積為10,541平方米，總建築面積53,033平方米。該項目主要包括服務式公寓和商舖，已於2016年開啟預售，2018年已交付服務式公寓。

杭州千島湖伯瑞特度假酒店

位於杭州市淳安縣千島湖鎮西南面的酒店項目，總建築面積為46,691平方米。該酒店建於千島湖岸，擁有美麗的湖泊景色及自然環境。該項目已於2017年上半年竣工並開始營業。

浙江省余姚市

眾安時代廣場

位於浙江省余姚市的大型商業綜合項目，估計總建築面積為628,385平方米。項目分為兩期發展，包括酒店、商舖、住宅、服務式公寓、商場及辦公室。該項目二期已於2016年竣工，一期已經於2018年竣工交付。

安徽省淮北市

淮北伯瑞特酒店

位於安徽省淮北市的酒店項目，佔地面積60,768平方米，總建築面積67,061平方米。該項目已於2017年底前全部竣工，並開始營業。

Sales Review

For the year under review, the recognized sales of properties sold and delivered was approximately RMB1,534,552,000 (2018: approximately RMB1,578,447,000). The recognized GFA delivered of properties was approximately 58,666 sq.m.. In addition, the sales of investment properties of approximately RMB51,932,000 (2018: approximately RMB323,301,000) was not included in the sales of properties in accordance with International Accounting Standards.

銷售回顧

在回顧年度內，出售及交付物業之已確認銷售金額約為人民幣1,534,552,000元（2018年：約為人民幣1,578,447,000元）。已確認的已交付物業總建築面積約為58,666平方米。此外，根據國際會計準則，銷售投資物業約人民幣51,932,000元（2018年：約人民幣323,301,000元）並未計入物業銷售。

		Sales of properties 物業銷售 (RMB million) (人民幣百萬元)	Proceeds from disposal of investment properties 出售投資物業 所得款項 (RMB million) (人民幣百萬元)
International Office Centre	國際辦公中心	240.2	9.7
Yuyao Zhong An Times Square Phase II	余姚眾安時代廣場二期	104.3	-
Highlong Plaza	恒隆廣場	-	42.2
Yuyao Zhong An Times Square Phase I	余姚眾安時代廣場一期	54.2	-
Chaoyang Yinzuo	朝陽銀座	44.9	-
Xixi Manhattan	西溪曼哈頓	188.9	-
Xixi New City	西溪新城市	902.1	-
		1,534.6	51.9

2019 Contracted Sales

For the year under review, the contracted sales area of the Group was approximately 46,069 sq.m. (2018: approximately 71,906 sq.m.) and contracted sales revenue was approximately RMB1,040,700,000 (2018: approximately RMB1,670,300,000). Details of the contracted sales of the major projects are as below:

2019年的合同銷售

於回顧年度內，本集團的合同銷售面積約為46,069平方米（2018年：約為71,906平方米），合同銷售收入約為人民幣1,040,700,000元（2018年：約人民幣1,670,300,000元），主要項目的合同銷售詳情如下：

		Contracted sales area	Contracted sales revenue
		合同銷售面積	合同銷售收入
		(sq.m.)	(RMB million)
		(平方米)	(人民幣百萬元)
Jia Run Mansion	嘉潤公館	14,998	568.1
Yuyao Zhong An Times Square Phase I	余姚眾安時代廣場一期	7,557	57.1
Yuyao Zhong An Times Square Phase II	余姚眾安時代廣場二期	10,166	118.3
Chaoyang Yinzuo	朝陽銀座	1,897	47.5
Binhai Commercial Plaza	濱海商業廣場	4,999	62.8
Xixi Manhattan	西溪曼哈頓	1,666	54.6
Xixi New City	西溪新城市	2,097	90.9
Others	其他	2,689	41.4
Total	總計	46,069	1,040.7

Hotel Operation

There are four hotels of the Group that are currently under operation, being Holiday Inn Hangzhou Xiaoshan, Hangzhou Qiandao Lake Bright Resort Hotel, Ningbo Bright Hotel and Huaibei Bright Hotel. The hotel operation of the Group recorded a revenue of approximately RMB141,270,000 (2018: approximately RMB111,328,000), representing an increase of approximately 27%, during the year under review and the hotel occupancy rate was approximately 51% (2018: approximately 58%).

酒店營運

本集團現有四間酒店正在營運，即杭州蕭山假日酒店、杭州千島湖伯瑞特度假酒店、寧波伯瑞特酒店及淮北伯瑞特酒店。於回顧年度內，本集團酒店營運錄得收入約人民幣141,270,000元（2018年：約人民幣111,328,000元），增加約27%，酒店出租率約達51%（2018年：約58%）。

Leasing Business

The current leasing income of the Group mainly comes from Highlong Plaza, IOC and Yuyao Zhong An Times Square in operation, including office and shopping malls. The total revenue from leasing business for the year under review was approximately RMB175,412,000, representing an increase of approximately 9% from approximately RMB160,369,000 recorded in the year of 2018. The average occupancy rate of leasing properties (calculated by dividing total lease area by total area available for lease) was approximately 93% (2018: approximately 96%).

Land Reserve

As of 31 December 2019, the total GFA of land reserves held for development and/or sale of the Group was approximately 2,299,469 sq.m..

FINANCIAL ANALYSIS

Revenue

The Group recorded consolidated revenue of approximately RMB1,955,853,000 (2018: approximately RMB1,924,619,000) for the year under review, representing a slight increase of 1.6%.

Revenue from the property sales amounted approximately RMB1,534,552,000 (2018: approximately RMB1,578,447,000), representing a slight decrease of 2.8%. The investment property sales of approximately RMB51,932,000 were not included in the Group's revenue and gross profit in accordance with international accounting standards for the year under review.

租賃業務

本集團目前的租金收入，主要來自營運中的恒隆廣場、IOC及余姚眾安時代廣場，包括寫字樓和購物商場。於回顧年度內，來自租賃業務之總收入約人民幣175,412,000元，較2018年錄得的約人民幣160,369,000元增加約9%。按總出租面積除以可租總面積，出租物業之平均出租率約達93%（2018年：約96%）。

土地儲備

截至2019年12月31日，本集團持作發展及／或銷售的土地儲備之總建築面積約為2,299,469平方米。

財務分析

收入

本集團於回顧年度內錄得綜合收入約人民幣1,955,853,000元（2018年：約人民幣1,924,619,000元），輕微增加1.6%。

物業銷售收入約為人民幣1,534,552,000元（2018年：約人民幣1,578,447,000元），輕微減少2.8%。在回顧年度約人民幣51,932,000元的投資物業銷售根據國際會計準則不計算在本集團的收入與毛利項內。

The revenue from property rental amounted to approximately RMB175,412,000 (2018: approximately RMB160,369,000), representing an increase of 9.4%. The hotel operation recorded a revenue of approximately RMB141,270,000 (2018: approximately RMB111,328,000), representing an increase of 26.9%. Such an increase was due to the continuing improvement of revenue brought by the operations of Qiandao Lake Bright Resort Hotel and Huabei Bright Hotel.

Gross Profit and Gross Profit Margin

Gross profit of the Group for the year under review amounted to approximately RMB778,236,000 (2018: approximately RMB340,491,000), representing an increase of 128.6%. Gross profit margin was 39.8% (2018: 17.7%), increased by 22.1 percentage points. The significant increase in gross profit margin was mainly due to the increase in revenue generated from the core commercial property development projects with high profit-margin, hence gross profit increased substantially for the year under review. Moreover, the revenue and gross profit of the hotel segment of the Group had a continuing improvement.

Other Income and Gains

For the year under review, other income and gains amounted to approximately RMB68,460,000 (2018: approximately RMB18,905,000), representing a significant increase of 262.1%. This was mainly due to an increase in bank interest income and fair value of financial assets at fair value through profit or loss.

Selling and Distribution Costs

For the year under review, selling and distribution expenses amounted to approximately RMB137,603,000 (2018: approximately RMB138,519,000), representing a slight decrease of 0.7%. These expenses were incurred in sales commission, advertising and promotional expenses of the investment property sold during the year under review.

物業租賃收入約達人民幣175,412,000元(2018年:約人民幣160,369,000元),增加9.4%。酒店營運錄得收入約人民幣141,270,000元(2018年:約人民幣111,328,000元),增加26.9%。有關增加乃由於千島湖伯瑞特度假酒店及淮北伯瑞特酒店營運所產生的收入持續改善所致。

毛利及毛利率

於回顧年度內,本集團的毛利約為人民幣778,236,000元(2018年:約人民幣340,491,000元),增加128.6%。毛利率為39.8%(2018年:17.7%),上升22.1個百分點。毛利率大幅上升主要由於利潤率較高的核心商業地產開發項目產生之收入增加,因此毛利於回顧年度大幅增加所致。另外,本集團酒店分部之收入及毛利持續改善。

其他收入及收益

於回顧年度,其他收入及收益約為人民幣68,460,000元(2018年:約人民幣18,905,000元),大幅增加262.1%。此乃主要由於銀行利息收入及按公允價值計入損益之金融資產之公允價值增加所致。

銷售及分銷開支

於回顧年度內,銷售及分銷開支約為人民幣137,603,000元(2018年:約人民幣138,519,000元),輕微減少0.7%。該等開支乃於回顧年度內從所售投資物業的銷售佣金、廣告及推廣開支中產生。

Administrative Expenses

For the year under review, administrative expenses amounted to approximately RMB184,836,000 (2018: approximately RMB198,455,000), representing a decrease of 6.9%. Such decrease was principally due to exclusion of one-off professional fees incurred in 2018.

Other Expenses and Losses

For the year under review, other expenses and losses amounted to approximately RMB3,069,000 (2018: approximately RMB40,099,000), representing a drop of 92.3%. The drop was mainly due to exclusion of loss on disposal of investment properties incurred in 2018.

Finance Costs

For the year under review, finance costs was approximately RMB154,960,000 (2018: approximately RMB110,330,000), representing an increase of 40.5%. The increase was mainly due to an increase in interest on bank borrowing and lease liabilities.

Profit for the Year

For the year under review, the profit of the Group amounted to approximately RMB45,289,000 (2018: loss of approximately RMB221,997,000). The turnaround from loss to profit for the year under review was mainly due to higher gross profit margin generated from Xixi New City and Xixi Manhattan and fair value gain upon transfer to investment properties.

行政開支

於回顧年度內，行政開支約為人民幣184,836,000元（2018年：約人民幣198,455,000元），減少6.9%。有關減少主要由於撇除於2018年產生之一次性專業費用所致。

其他費用及虧損

於回顧年度內，其他費用及虧損約為人民幣3,069,000元（2018年：約人民幣40,099,000元），減少92.3%。減少乃主要由於撇除於2018年產生之出售投資物業之虧損所致。

融資成本

於回顧年度內，融資成本約為人民幣154,960,000元（2018年：約人民幣110,330,000元），增加40.5%。增加乃主要由於銀行借款及租賃負債之利息增加所致。

年度利潤

於回顧年度內，本集團利潤約為人民幣45,289,000元（2018年：虧損約人民幣221,997,000元）。回顧年度扭虧為盈乃主要由於西溪新城市及西溪曼哈頓產生之毛利率較高及轉撥至投資物業之公允價值收益所致。

MATERIAL ACQUISITIONS AND DISPOSAL OF SUBSIDIARIES AND ASSOCIATED COMPANIES

Acquisition of Further interest in Maggie and Rose

On 27 May 2019, Zhong An Education (a wholly-owned subsidiary of the Group and an indirect non-wholly owned subsidiary of Zhong An Group Limited ("Zhong An")) entered into the share purchase agreement with eight several individual sellers to acquire approximately 31.56% of the equity interest of Maggie and Rose Limited for the consideration of GBP8,840,090 (equivalent to approximately HK\$90,800,000).

For each of Zhong An and the Group, as the highest of the applicable percentage ratios in respect of the acquisition (whether on a stand-alone basis or when aggregating with the existing effective shareholding of approximately 14.96% in Maggie and Rose Limited held by the Group acquired in 2018) calculated under Rule 14.07 of the Listing Rules exceeds 5% but was less than 25%, the acquisition constituted a disclosable transaction for each of Zhong An and the Group and was subject to the reporting and announcement requirements but was exempt from the shareholders' approval requirement under Chapter 14 of the Listing Rules.

Upon completion of the acquisition on 6 September 2019, Maggie and Rose Limited has been consolidated into the financial statements of the Zhong An and the Group and treated as a non-wholly owned subsidiary of Zhong An and the Group. For the details of the acquisition, please refer to the Company announcement dated 28 May 2019.

重大收購及出售附屬公司及聯營公司

收購Maggie and Rose之進一步權益

於2019年5月27日，眾安教育（本集團之全資附屬公司及眾安集團有限公司（「眾安」）之間接非全資附屬公司）與8名個人賣方訂立購股協議，以收購Maggie and Rose Limited約31.56%股權，代價為8,840,090英鎊（相當於約90,800,000港元）。

就眾安及本集團各自而言，由於收購事項（按獨立基準計算或與本集團持有的於2018年收購的Maggie and Rose Limited現有約14.96%實際股權合併計算）按上市規則第14.07條計算的最高適用百分比率超過5%但低於25%，收購事項構成眾安及本集團各自的須予披露交易，須遵守上市規則第14章的申報及公告規定，但獲豁免遵守股東批准規定。

收購事項於2019年9月6日完成後，Maggie and Rose Limited已併入眾安及本集團的財務報表，並被視為眾安及本集團的非全資附屬公司。有關收購事項之詳情，請參閱本公司日期為2019年5月28日之公告。

Acquisition of Further Equity Interest in Zhejiang Xinnongdou

Reference is made to the joint announcements of Zhong An Group Limited and the Company dated 21 August 2017 and 29 August 2017 in relation to Zhejiang Zhongan Shenglong Commercial Company Limited (“Zhong An Shenglong”) (an indirect non-wholly owned subsidiary of the Company) acquiring 19.85% of the entire equity interests in Zhejiang Xinnongdou Industrial Company Limited (“Zhejiang Xinnongdou”) from Hangzhou Oriental Culture Tourism Group Company Limited (“Hangzhou Oriental”); and the joint announcement of Zhong An and the Company dated 20 July 2018 and the circular of each of Zhong An and the Company both dated 30 November 2018 in relation to Zhong An Shenglong further acquiring 22.65% of the entire equity interest in Zhejiang Xinnongdou from Hangzhou Oriental.

On 7 January 2019, Zhong An Shenglong completed the acquisition of 22.65% equity interests in Zhejiang Xinnongdou from Hangzhou Oriental at the consideration which was satisfied by the issue of 178,280,000 consideration shares by the Company. However, Hangzhou Oriental had filed a lawsuit against the Company to cancel the transaction. As at the date of this annual report, the lawsuit is still in progress.

Save as disclosed above, during the year under review, there was no other material acquisition or disposal of subsidiaries or associated companies of the Company.

LIQUIDITY AND FINANCIAL RESOURCES

Cash Position and Fund Available

As at 31 December 2019, the total cash and bank balances of the Group were approximately RMB431,686,000 (2018: approximately RMB625,322,000), comprising cash and cash equivalents of approximately RMB408,493,000 (2018: approximately RMB548,907,000) and restricted cash of approximately RMB23,193,000 (2018: approximately RMB76,415,000).

As at 31 December 2019, the Group’s total available financial resources amounted to approximately RMB12,249,955,000 being the undrawn borrowing facilities of approximately RMB7,793,850,000 and the borrowings of approximately RMB4,456,105,000.

收購浙江新農都之進一步股權

茲提述眾安集團有限公司與本公司日期為2017年8月21日及2017年8月29日之聯合公告，內容有關浙江眾安盛隆商業有限公司（「眾安盛隆」）（本公司之間接非全資附屬公司）向杭州東方文化園旅遊集團有限公司（「杭州東方」）收購浙江新農都實業有限公司（「浙江新農都」）全部股權的19.85%，以及眾安與本公司日期為2018年7月20日之聯合公告以及眾安與本公司各自日期均為2018年11月30日之通函，內容有關眾安盛隆向杭州東方進一步收購浙江新農都全部股權的22.65%。

於2019年1月7日，眾安盛隆完成向杭州東方收購浙江新農都股權的22.65%，代價已透過由本公司發行178,280,000股代價股份而償付。但是，杭州東方已向本公司提起訴訟，要求取消交易。於本年報日期，訴訟仍在進行中。

除上文所披露者外，於回顧年度內，概無其他重大收購或出售本公司附屬公司或聯營公司。

流動資金及財務資源

現金狀況及可用資金

於2019年12月31日，本集團現金及銀行結餘總額約為人民幣431,686,000元（2018年：約人民幣625,322,000元），包括現金及現金等價物約為人民幣408,493,000元（2018年：約人民幣548,907,000元）及受限制現金約為人民幣23,193,000元（2018年：約人民幣76,415,000元）。

於2019年12月31日，本集團可動用財務資源總額約為人民幣12,249,955,000元，即未提取的借款融資為約人民幣7,793,850,000元及借款為約人民幣4,456,105,000元。

Borrowings

As at 31 December 2019, the Group's bank and other borrowings amounted to approximately RMB4,456,105,000 (2018: approximately RMB2,968,085,000), comprising bank loans of approximately RMB3,646,105,000 (2018: approximately RMB2,158,085,000) and other loans of approximately RMB810,000,000 (2018: approximately RMB810,000,000).

The maturity profile of borrowings were as follows:

		As at 31 December 2019 於2019年 12月31日 RMB'000 人民幣千元	As at 31 December 2018 於2018年 12月31日 RMB'000 人民幣千元
Within 1 year or on demand	一年內或按要求	351,860	922,460
Over 1 year but within 2 years	多於一年但少於兩年	948,298	320,500
Over 2 years but within 5 years	多於兩年但少於五年	2,065,642	1,565,000
Over 5 years	五年以上	1,090,305	160,125
		4,456,105	2,968,085

For bank and other borrowings, except for certain short term bank and other borrowings amounting to approximately RMB2,390,000,000 (2018: approximately RMB1,010,000,000) that bear interest at fixed rates, all bank loans bear interest at floating rates. The Group's bank and other borrowings bear effective interest at rates ranging from 5.15% to 10% per annum as at 31 December 2019 (2018: 0.9% to 8.2%). The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank and other borrowings.

借款

於2019年12月31日，本集團銀行貸款及其他借款約為人民幣4,456,105,000元（2018年：約人民幣2,968,085,000元），包括銀行貸款約為人民幣3,646,105,000元（2018年：約人民幣2,158,085,000元）及其他貸款約為人民幣810,000,000元（2018年：約人民幣810,000,000元）。

有關借款到期情況載列如下：

就銀行貸款及其他借款，除若干按固定利率計息之短期銀行貸款及其他借款約人民幣2,390,000,000元（2018年：約人民幣1,010,000,000元）外，所有銀行貸款按浮動利率計息。本集團於2019年12月31日的銀行貸款及其他借款按介乎5.15%至10%（2018年：0.9%至8.2%）的實際年利率計息。本集團的目標是運用銀行貸款及其他借款來維持資金連續性與靈活性之間的平衡。

Pledge of Assets

As at 31 December 2019, the Group's bank and other borrowings of approximately RMB4,456,105,000 (2018: approximately RMB2,968,085,000) were secured by the Group's pledge of assets as follows:

資產抵押

於2019年12月31日，本集團銀行貸款及其他借款約為人民幣4,456,105,000元（2018年：約人民幣2,968,085,000元）由本集團以下資產作抵押：

		As at 31 December 2019 於2019年 12月31日 RMB'000 人民幣千元	As at 31 December 2018 於2018年 12月31日 RMB'000 人民幣千元
Investment properties	投資物業	1,317,502	1,238,247
Properties under development	開發中物業	124,462	753,053
Completed properties held for sale	持作銷售已竣工物業	824,359	1,524,606
Property and equipment	物業及設備	624,560	498,179
Restricted cash	受限制現金	13,974	5,033
		2,904,857	4,019,118

Net Current Assets and Current Ratio

As at 31 December 2019, the Group's net current assets amounted to approximately RMB1,773,345,000 (2018: net current liabilities of approximately RMB257,828,000). As at 31 December 2019, the Group's current ratio, calculated as current assets divided by current liabilities, was approximately 1.59 (2018: 0.94).

淨流動資產及流動比率

於2019年12月31日，本集團之淨流動資產約為人民幣1,773,345,000元（2018年：淨流動負債約為人民幣257,828,000元）。於2019年12月31日，本集團之流動比率（按流動資產除以流動負債計算）約為1.59（2018年：0.94）。

Gearing Ratio

As at 31 December 2019, the Group's gearing ratio (as measured by net debt to total equity) was 66% (2018: 40%). Net debt is calculated as total interest-bearing borrowings less cash, cash equivalents and restricted cash.

資本負債比率

於2019年12月31日，本集團之資本負債比率（按債務淨額除以總權益計量）為66%（2018年：40%）。債務淨額按總計息借款減去現金、現金等價物及受限制現金計算。

Cost of Borrowings

For the year under review, the total cost of borrowings of the Group was approximately RMB218,936,000 (2018: approximately RMB198,985,000). In addition, for the year under review, interests with an amount of approximately RMB79,010,000 (2018: approximately RMB88,655,000) were capitalized. The decrease was mainly attributable to the increase in funds recovered from projects, which represented less time of borrowings of the Group.

TREASURY POLICIES

The Group principally operates in PRC and the revenue, operating cost and borrowings were mainly denominated in RMB. As a result, the Group has minimal exposure to exchange rate fluctuation. The interest rates for the Group's borrowings were floating and fixed. Upward fluctuations in interest rates will increase the cost of borrowings.

The Group adopts conservative treasury policies in cash and financial management. Cash is generally placed in short-term deposits mostly denominated in RMB. The Group does not use any financial instruments for hedging purpose for the year under review.

GUARANTEES AND CONTINGENT LIABILITIES

As at 31 December 2019, the Group's contingent liabilities was approximately RMB258,800,000 (2018: approximately RMB332,636,000), which were mainly the guarantees provided by the Group in favour of certain banks for the grant of mortgage loans to purchasers of the Group's properties.

借款成本

於回顧年度內，本集團借款成本總額約為人民幣218,936,000元（2018年：約人民幣198,985,000元）。此外，於回顧年度內利息資本化金額約為人民幣79,010,000元（2018年：約人民幣88,655,000元）。有關減少主要由於項目回籠資金增加，佔用本集團借款資金的時間減少所致。

庫務政策

由於本集團主要在中國經營業務，而收入、經營成本及借款主要以人民幣計值，故本集團所承擔之匯率波動風險甚微。本集團借款利率為浮動及固定。利率向上波動將增加借款成本。

本集團在現金及財務管理方面採取審慎理財政策。現金通常會存作短期存款，大部份以人民幣為單位。本集團於回顧年度內並無使用任何金融工具作對沖用途。

擔保及或有負債

於2019年12月31日，本集團或有負債約為人民幣258,800,000元（2018年：約人民幣332,636,000元），主要為本集團就若干銀行向本集團物業的買家授出的按揭貸款出具的擔保。

COMMITMENTS

As at 31 December 2019, the Group's commitments for property development expenditures amounted to approximately RMB767,467,000 (2018: approximately RMB480,259,000). It is expected that the Group will finance such commitments from its own funds and bank loans.

HUMAN RESOURCES AND REMUNERATION POLICY

As at 31 December 2019, the Group had 1,763 employees (2018: 1,399). For the year under review, the staff costs of the Group was approximately RMB133,076,000 (2018: approximately RMB123,116,000).

The employees' remuneration policy was determined by reference to factors such as remuneration information in respect of the local market, the overall remuneration standard in the industry, inflation level, corporate operating efficiency and performance of the employees. The Group conducts performance appraisal once every year for its employees, the results of which are applied in annual salary review and promotion assessment. The Group's employees are considered for the entitlement of annual bonus according to certain performance conditions and appraisal results. The Group also provides continuous learning and training programmes to its employees to enhance their skills and knowledge, so as to maintain and enhance their competitiveness.

During the year ended 31 December 2019, there was no expense in relation to share-based payments recognised in the Company's financial statements, and no arrangement under which a Director or the chief executive waived or agreed to waive any emoluments.

承擔

於2019年12月31日，本集團物業開發開支承擔約為人民幣767,467,000元（2018年：約人民幣480,259,000元）。預計本集團將由其自有資金及銀行貸款撥付相關承擔。

人力資源及薪酬政策

於2019年12月31日，本集團有1,763名（2018年：1,399名）僱員。本集團於回顧年度內的員工成本約為人民幣133,076,000元（2018年：約人民幣123,116,000元）。

員工薪酬政策是參照當地市場薪資行情，結合行業的整體薪資狀況、通脹水平、企業經營效益以及員工的績效等多方面因素而確定。本集團對僱員的表現每年作出一次評核，結果用於每年薪金審查及晉陞評估。本集團的員工均會獲考慮根據若干表現條件及評核結果而獲發年度花紅。本集團亦向員工提供持續教育和培訓計劃，提升員工的技能和知識，保持及提高公司人才競爭力。

截至2019年12月31日止年度，概無於本公司之財務報表內確認有關以股份為基礎的支付之開支，且概無董事或最高行政人員據此放棄或同意放棄任何酬金之安排。

STRATEGIES

The management has developed sound strategies to overcome the above mentioned challenges and address the uncertainties faced by the Group, including formulating effective marketing strategy plan and improving our products and services quality to consolidate our brand. The Group will put more effort in formulating new policies, guidelines, systems and processes to facilitate effectively cost management, risk management, internal control and sustainable environmental management to enhance company management standards and corporate governance standards. For growth strategy, the Group will focus on identifying possible acquisitions with future development prospects and profitability to improve the returns on assets. The Group will further emphasize on investor relations management, and continue to convey clearly the operation vision, business updates and future development strategies of the Group and other information to various stakeholders through press conferences, roadshows, media delegation visits and one-on-one analyst or investor interview and otherwise to strive for the recognition and support from various stakeholders and obtain more resources for business development and maximize shareholders' value.

RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

Employees, customers and suppliers are the key stakeholders who affected the sustainability of our business. Engaging with those stakeholders will not only help us understand the possible risks and opportunities to our business, but also help us to mitigate risk and seize the opportunities in the real market situation.

The Group believes that our people are critical factors to the Group's success and competitiveness in the market. As such, we had adopted a share option scheme on 20 May 2015 for the purpose of providing incentives and rewards to eligible participants who contributed to the success of the Group's operations.

Customer satisfaction with our services and products has profound effects on our profitability. Our dedicated sales team constantly communicates with our customers and potential customers to uncover and create customer needs and help customers make informed decisions. To grasp the market trend is critical for the Group to timely adjust our operating strategies to fit the market requirement.

策略

管理層已經制定良好的戰略用以克服上述挑戰，解決本集團面臨的不確定性，包括制定有效的市場策略計劃及提高產品及服務質素來鞏固我們的品牌。本集團將會加大精力於制定新政策、指引、系統及程序來有效促成成本管理、風險管理、內部控制及可持續的環境管理，提高公司管理水平及企業管治水平。在增長策略上，本集團將致力物色具備未來發展盈利能力的可收購項目，提高資產回報率。本集團更會注重投資者關係管理，繼續以新聞發佈會、路演、媒體考察團及一對一分析師或投資者會面等等的方式，將本集團的經營理念、業務現狀及未來發展策略以及其他資料的訊息，清楚轉達給各個持份者，爭取各個持份者的認可和支持，並獲取更多業務發展的資源，實現股東價值最大化。

與僱員、客戶及供應商的關係

僱員、客戶及供應商是影響我們業務持續發展的主要持份者。這些持份者的參與不但有助我們理解業務上可能存在的風險和機遇，同時也幫助我們在真實市場情況下減輕風險和抓緊機會。

本集團相信我們的人才是本集團的成功及市場競爭優勢的關鍵因素。因此，我們已於2015年5月20日採納購股權計劃，以激勵及獎勵為本集團成功營運作出貢獻的合資格參與者。

顧客滿意，對我們的服務和產品盈利能力產生深遠的影響。我們專業的銷售團隊與客戶及潛在客戶不斷的溝通，發現及創造客戶需要並協助客戶在知情的基礎上作出決策。把握市場走勢對本集團及時調整我們的經營策略以適應市場需求非常重要。

COMPLIANCE WITH LAWS AND REGULATIONS

The Company's policies and practices highlight the importance of compliance with all relevant local laws, rules, regulations and standard. This in return, facilitates the continuous granting of specific licenses and permissions.

The Group will seek professional legal advice from legal advisers, where necessary, to ensure transactions and business to be performed by the Group are in compliance with the applicable laws and regulations.

No material accidents related to serious injuries, death or property damage and no environmental claims, lawsuits, penalties or administrative sanctions were reported to our management during the year under review and as at the date of this annual report. The management is of the view that the Group were in compliance with all relevant PRC laws and regulations in each material respects.

ENVIRONMENT POLICIES AND PERFORMANCE

As a responsible corporation, the Group is committed to protecting the environment in the areas where we operate and ensuring that environmental standards set by the government are consistently met.

We have closely monitored our projects at different stages to ensure that construction process is in compliance with laws and regulations related to environment protection and safety. The Group endeavors to manage its project operations by working with suppliers and contractors to ensure that they understand the importance of environmental protection, pollution prevention and waste reduction. We also encourage all our employees to be more environmentally conscious.

遵守法律法規

本公司的政策和常規強調遵守所有相關的本地法律、規則、法規和標準的重要性。這有助特定牌照和准許的繼續授予。

本集團在有需要時將尋求法律顧問的專業法律意見，以確保本集團所進行的交易和業務均符合適用的法律和法規。

在回顧年度內及截至本年報日期，管理層概無接獲涉及重傷、死亡或財物損毀的重大意外報告及涉及環境索償、訴訟、罰款或行政處分的報告。管理層認為本集團在各主要方面遵守所有相關中國法律及法規。

環境政策及績效

作為負責任的企業，本集團致力保護我們運營所在的地區環境，並確保一貫符合政府設置的環保標準。

我們在項目的不同階段密切監控，以確保施工過程符合環保和安全的法律法規。本集團努力管理其項目運營，通過與供應商和承包商合作，確保他們也明白環保的重要性，防止污染及減少浪費。我們也鼓勵所有員工提高環保意識。

EVENTS AFTER THE YEAR UNDER REVIEW

On 13 February 2020, the Company granted share options to the employees of the Company or other eligible participants (the “Grantees”) to subscribe for an aggregate of up to 173,800,000 ordinary shares of HK\$0.10 each in the share capital of the Company under the share option scheme adopted by the Company on 20 May 2015 at an exercise price per share of HK\$0.998. The validity period of the share options is from 13 February 2020 to 12 February 2022, both dates inclusive. None of the Grantees is a Director, chief executive or substantial shareholder of the Company, or an associate (as defined in the Listing Rules) of any of them.

FINAL DIVIDEND

The Board does not recommend the payment of any final dividend for the year ended 31 December 2019 (2018: Nil).

ANNUAL GENERAL MEETING

The annual general meeting (the “AGM”) of the Company will be held on Thursday, 11 June 2020. Notice of the AGM will be published on the websites of the Company (www.chinanewcity.com.cn) and the Stock Exchange (www.hkexnews.hk), and will be despatched to the shareholders of the Company within the prescribed time and in such manner as required under the Listing Rules.

AUDIT COMMITTEE

The Audit Committee of the Company (comprising all the independent non-executive Directors) had reviewed the audited consolidated financial statements of the Group for the year ended 31 December 2019, and reviewed with the management of the Group regarding the accounting standards and practices adopted by the Group, and discussed with them the internal controls and financial reporting matters.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding the Directors’ securities transactions on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules.

回顧年度期後事項

於2020年2月13日，本公司根據本公司於2015年5月20日採納之購股權計劃向本公司僱員或其他合資格人士（「承授人」）授出購股權，以認購合共最多173,800,000股本公司股本中每股面值0.10港元之普通股，每股股份行使價為0.998港元。購股權之有效期乃由2020年2月13日起至2022年2月12日（首尾兩日包括在內）。概無承授人為董事、本公司之最高行政人員或主要股東，亦非任何彼等之聯繫人（定義見上市規則）。

末期股息

董事會不建議派發任何截至2019年12月31日止年度末期股息（2018年：無）。

股東週年大會

本公司股東週年大會將於2020年6月11日（星期四）舉行（「股東週年大會」）。股東週年大會通告將在上市規則規定的指定時間內以指定方式刊載於本公司網站(www.chinanewcity.com.cn)及聯交所網站(www.hkexnews.hk)，及向本公司股東寄發。

審核委員會

本公司審核委員會（由全體獨立非執行董事組成）已審閱本集團於截至2019年12月31日止年度之經審核綜合財務報表，並與本集團管理層審閱本集團採納的會計準則及慣例，且與彼等討論內部控制及財務報告等事宜。

董事進行證券交易的標準守則

本公司已採納董事進行證券交易的操守守則，其條款不遜於上市規則附錄十所載上市發行人董事進行證券交易的標準守則（「標準守則」）所載的規定準則。

The Company has made specific enquiry of all Directors and all Directors have confirmed that they have complied with the required standards set out in the Model Code for the year under review and up to the date of this report.

PUBLIC FLOAT

Based on the information that is publicly available to the Company and, to the knowledge of the directors, they confirm that the Company has maintained at least 25% of the Company's total issued share capital held by the public for the year under review and as at the date of this annual report.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Board has adopted the code provisions of the CG Code. The Board has reviewed the Company's corporate governance practices and is satisfied that the Company has complied with the code provisions set out in the CG Code for the year under review and up to the date of this report.

CLOSURE OF REGISTER OF MEMBERS

For determination of the entitlement to attend and vote at the AGM, the transfer books and register of members will be closed from Monday, 8 June 2020 to Thursday, 11 June 2020 (both days inclusive) during which period no transfer of shares of the Company will be effected. In order to qualify for attending and voting at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch registrar and transfer office, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 5 June 2020.

本公司已向所有董事作出特定查詢，且所有董事已確認，於回顧年度及直至本報告日期，彼等已遵守標準守則所載的規定準則。

公眾持股量

根據本公司所得公開資料及據董事所悉，彼等確認，於回顧年度及截至本年報日期，本公司已維持本公司已發行股本總額由公眾人士持有至少25%。

遵守企業管治守則

董事會已採納企業管治守則之守則條文。董事會已審閱本公司企業管治常規，確信本公司於回顧年度及直至本報告日期已遵守企業管治守則所載守則條文。

暫停辦理股份登記手續

為釐定出席股東週年大會並於會上投票的資格，本公司將自2020年6月8日（星期一）至2020年6月11日（星期四）（包括首尾兩日）暫停辦理股份過戶登記手續，期間不會辦理本公司任何股份過戶登記。為合資格出席股東週年大會並於會上投票，所有股份過戶文件連同相關股票必須於2020年6月5日（星期五）下午四時三十分前送交本公司在香港的股份過戶登記分處卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心54樓。

CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE PRACTICES

During the year ended 31 December 2019, the Company has complied with the code provisions in the CG Code as set out in Appendix 14 to the Listing Rules.

CORPORATE GOVERNANCE STRUCTURE

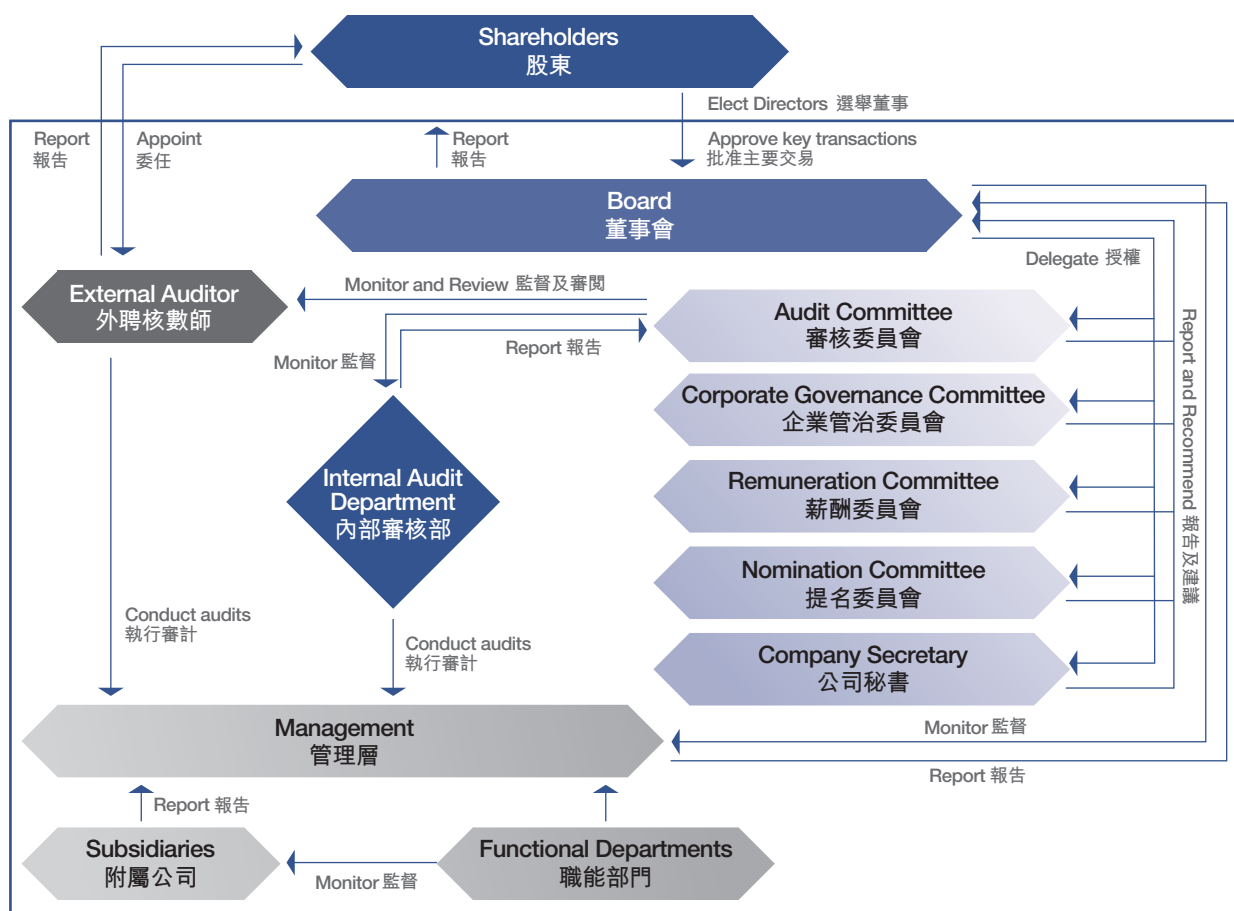
The Board will review the corporate governance structure of the Group from time to time and will adopt appropriate measures as may be desirable for future development of the operating activities or business of the Group.

企業管治常規

截至2019年12月31日止年度，本公司已遵守上市規則附錄十四所載企業管治守則的守則條文。

企業管治架構

董事會將不時檢討本集團的企業管治架構，並適當時候採取適當措施，以供本集團營運活動或業務的未來發展。



BOARD OF DIRECTORS

The Board comprises: (i) executive directors: Mr. Dong Shuixiao (resigned on 3 April 2020), Ms. Jin Ni (resigned on 3 April 2020), Mr. Shi Nanlu (appointed on 3 April 2020), Mr. Liu Bo (appointed on 3 April 2020) and Ms. Tang Yiyang; (ii) non-executive directors: Mr. Shi Kancheng and Mr. Tang Min (appointed on 3 April 2020); and (iii) independent non-executive directors: Mr. Ng Sze Yuen, Terry, Mr. Xu Chengfa and Mr. Yim Chun Leung.

The details of the Directors and (where applicable) their family relationships are set out in the section headed “Biographical Details of Directors and Senior Management” on pages 66 to 70 in this annual report. There are no relationships (including financial, business, family or other material/relevant relationships) among members of the Board. A list of the Directors identifying their roles and functions are available on the websites of the Company and the Stock Exchange.

The Company has received from each of its independent non-executive Directors an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Board considers that all the independent non-executive Directors are independent in accordance with the guidelines set out in Rule 3.13 of the Listing Rules.

During the year under review, the Board meets regularly to discuss the overall strategy, the operational and financial performance of the Group. The Directors can attend meetings in person or through other electronic means of communication in accordance with the articles of association of the Company (the “Articles”).

董事會

董事會包括：(i)執行董事：董水校先生（於2020年4月3日辭任）、金妮女士（於2020年4月3日辭任）、施南路先生（於2020年4月3日獲委任）、劉波先生（於2020年4月3日獲委任）及唐怡燕女士；(ii)非執行董事：施侃成先生及唐岷先生（於2020年4月3日獲委任）；及(iii)獨立非執行董事：吳士元先生、須成發先生及嚴振亮先生。

董事的履歷詳情及（如適用）彼等的親屬關係載於本年報第66至70頁「董事及高級管理層的履歷」一節。董事會成員之間概無關係（包括財務、業務、家族或其他重要／相關關係）。列明董事角色及職能的董事名單可於本公司及聯交所網站查閱。

本公司已接獲各獨立非執行董事根據上市規則第3.13條的規定提交就其獨立性作出的週年確認書。董事會認為，根據上市規則第3.13條所載之指引，所有獨立非執行董事均為獨立。

於回顧年度內，董事會定期開會討論本集團的整體戰略、營運及財務表現。根據本公司的組織章程細則（「細則」），董事可親自或通過其他電子通訊方式參加會議。

During the year under review, a total of 5 Board meetings and one general meeting were held. The individual attendance of the Directors is tabulated as follows:

於回顧年度內，舉行合共五次董事會會議及一次股東大會。各董事的個別出席率如下：

		Number of attendance/ Number of Board meetings 出席董事會 會議次數/ 董事會 會議次數	Number of attendance/ Number of general meetings 出席 股東大會次數/ 股東大會次數
Non-executive Director	非執行董事		
Mr. Shi Kancheng	施侃成先生	5/5	1/1
Executive Directors	執行董事		
Mr. Dong Shuixiao (<i>resigned on 3 April 2020</i>)	董水校先生 (於2020年4月3日辭任)	5/5	1/1
Ms. Jin Ni (<i>resigned on 3 April 2020</i>)	金妮女士 (於2020年4月3日辭任)	5/5	1/1
Ms. Tang Yiyang	唐怡燕女士	5/5	1/1
Independent non-executive Directors	獨立非執行董事		
Mr. Ng Sze Yuen, Terry	吳士元先生	5/5	1/1
Mr. Xu Chengfa	須成發先生	5/5	1/1
Mr. Yim Chun Leung	嚴振亮先生	5/5	1/1

Chairperson and Chief Executive Officer

The roles of the chairperson and chief executive officer are separate and are not performed by the same individual as this ensures better checks and balances and hence better corporate governance. During the year under review and as at the date of this report, the role of the chairperson was performed by Mr. Shi Kancheng, while Mr. Dong Shuixiao was chief executive officer of the Group.

The chairperson had held a meeting with all independent non-executive Directors in the absence of executive Directors. No specific or other issues had been raised or discussed as it had been concluded that all issues which would be discussed had been properly dealt with in the meetings of the Board.

主席及行政總裁

主席及行政總裁的職能乃屬獨立，且並非由同一人士執行以確保較好的制衡作用，從而達到最佳的企業管治。於回顧年度內及於本報告日期，施侃成先生擔任主席，而董水校先生為本集團行政總裁。

主席在執行董事缺席的情況下主持與全體獨立非執行董事的會議。因結論為所有將予討論之議題均已於董事會會議上妥為處理，故在該會議上並無提出或討論特別或其他議題。

Non-Executive Director and Independent Non-Executive Directors

The non-executive Director, Mr. Shi Kancheng, has been appointed for a term of 3 years commencing on 31 May 2014, which is automatically renewable for a successive term of one year from the next day upon the expiry of the appointment.

The non-executive Director, Mr. Tang Min, has been appointed for a term of 3 years commencing on 3 April 2020, which is automatically renewable for a successive term of one year from the next day upon the expiry of the appointment.

The independent non-executive Directors, Mr. Ng Sze Yuen, Terry, Mr. Xu Chengfa and Mr. Yim Chun Leung, have been appointed for a term of 3 years commencing on 31 May 2014, which is automatically renewable for a successive term of one year from the next day upon the expiry of the appointment.

All non-executive Director and independent non-executive directors possess extensive academic, professional and/or industry expertise and management experience and have provided their professional advice to the Board.

Power of and Delegation by the Board

The Board operates and exercises its power in accordance with the Articles. The Board focuses on overall corporate strategies and policies with emphasis on the business growth, financial performance and corporate governance standard of the Group. It also decides on matters such as annual and interim results, major transactions, director appointments or re-appointments, investment policy, dividend and accounting policies and responsible for developing, reviewing and monitoring the policies and practices on corporate governance and legal and regulatory compliance of the Group. In addition, the Board has also specifically resolved that all transactions/contracts/other matters of the Group that are subject to the disclosure requirement in accordance with the Listing Rules should be approved by the Board in advance.

The Board has delegated to the senior management to deal with day-to-day operations and reviewed those arrangements on a periodic basis. The senior management frequently reports back to the Board and obtains prior approval from the Board before making decisions for key matters or entering into any commitments on behalf of the Company.

非執行董事及獨立非執行董事

非執行董事施侃成先生的任期為3年，自2014年5月31日起計，並可於聘任年期屆滿後翌日自動續約一年。

非執行董事唐岷先生的任期為3年，自2020年4月3日起計，並可於聘任年期屆滿後翌日自動續約一年。

獨立非執行董事吳士元先生、須成發先生及嚴振亮先生的任期均為3年，自2014年5月31日起計，並可於聘任年期屆滿後翌日自動續約一年。

所有非執行董事及獨立非執行董事均擁有廣泛的學術、專業及／或行業專長以及管理經驗，並已向董事會提供專業意見。

董事會權力及授權

董事會按照細則運用及行使其權力。董事會專注於整體企業策略及政策，尤其關注本集團的業務增長、財務表現及企業管治標準。其亦就年度及中期業績、主要交易、委任及續聘董事、投資政策、股息及會計政策等事宜作出決定，並負責制定、檢討及監察本集團的企業管治政策及慣例與遵守法律及法規情況。此外，董事會亦已特別議決，本集團按照上市規則受披露規定所規限的所有交易／合同／其他事宜應由董事會事先批准。

董事會委以高級管理層職能處理日常營運事宜，並定期檢討該等安排。高級管理層於作出有關主要事項的決策或代表本公司訂立任何承擔之前須先向董事會匯報及獲得事先批准。

Appointment, Re-election and Removal of Directors

The Articles provide that any Director appointed by the Board to fill a casual vacancy in the Board or as an additional member of the Board shall hold office only until the next following general meeting of the members of Company and shall then be eligible for re-election at such meeting.

In accordance with the Articles, at each AGM, one third of the Directors for the time being, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years and, being eligible, offer themselves for re-election. The Company may, at any general meetings convened and held in accordance with the Articles, remove a Director by ordinary resolution at any time before the expiration of his period of office notwithstanding anything contrary in the Articles or in any agreement between the Company and such Director and may by ordinary resolution elect another person in his/her stead.

BOARD COMMITTEES

The Board has established four committees and has delegated various responsibilities to the committees, including the remuneration committee (the "Remuneration Committee"), the nomination committee (the "Nomination Committee"), the audit committee (the "Audit Committee") and the corporate governance committee (the "Corporate Governance Committee") of the Company. All the Board committees perform their distinct roles in accordance with their respective terms of reference which are available for inspection by the Shareholders on the websites of the Company and the Stock Exchange. The Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expense.

董事之委任、重選及罷免

細則列明，任何由董事會委任以填補董事會臨時空缺或作為董事會新增成員的董事，任期僅至本公司下屆股東大會止，屆時於該大會上合資格膺選連任。

根據細則，於每屆股東週年大會上，佔當時董事人數三分之一之董事須輪席告退，惟各董事（包括以指定任期委任之董事）須最少每三年輪席告退一次，屆時均符合資格並願意膺選連任。本公司可於按照細則召開及舉行的任何股東大會上以普通決議案隨時罷免一名任期並未屆滿的董事，而不論細則或本公司與該名董事之間訂立之任何協議有相反規定，彼等亦可以普通決議案選舉另一名人士代替其職位。

董事會委員會

董事會轄下已成立四個委員會，並將各種職責分派至各委員會，分別為本公司薪酬委員會（「薪酬委員會」）、提名委員會（「提名委員會」）、審核委員會（「審核委員會」）及企業管治委員會（「企業管治委員會」）。所有董事會委員會均按其各自的職權範圍履行其特定的職務，而該職權範圍刊載於本公司及聯交所網站可供股東查閱。董事會委員會有充足資源以履行其職責，且在合理要求下，可由本公司付費在適合情況下尋求獨立專業意見。

(i) Remuneration Committee

The Remuneration Committee comprises a total of three members, being one executive Director, Ms. Tang Yiyan, and two independent non-executive Directors, Mr. Xu Chengfa (chairperson of the Remuneration Committee) and Mr. Yim Chun Leung.

The Company has adopted written terms of reference for the Remuneration Committee. The role and function of the Remuneration Committee of the Company include the following:

- (a) to make recommendations to the Board on the Company's policy and structure for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policy;
- (b) to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and make recommendations to the Board on the remuneration of non-executive Directors;
- (c) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- (d) to review and approve the compensation payable to executive Directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive;

(i) 薪酬委員會

薪酬委員會由合共三名成員（即一名執行董事唐怡燕女士及兩名獨立非執行董事須成發先生（薪酬委員會主席）及嚴振亮先生）組成。

本公司已書面訂明薪酬委員會的職權範圍。本公司薪酬委員會的角色及職能包括以下各項：

- (a) 就本公司董事及高級管理人員的全體薪酬政策及架構，及就設立正規透明的程序制訂此等薪酬政策，向董事會提出建議；
- (b) 就個別執行董事及高級管理人員的薪酬待遇，包括實物利益、退休金權利及補償金額（包括喪失或終止職務或委任的補償）向董事會提出建議，並就非執行董事的薪酬向董事會提出建議；
- (c) 透過參照董事會的公司目的和目標，檢討及批准管理層薪酬建議；
- (d) 檢討及批准向執行董事及高級管理人員支付與任何喪失或終止職務或委任有關的補償，以確保該等補償按有關合約條款釐定；若未能按有關合約條款釐定，補償亦須公平合理，不會造成過重負擔；

- (e) to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms and are otherwise reasonable and appropriate;
- (f) to ensure that no Director or any of his/her associates is involved in deciding his/her own remuneration; and
- (g) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group.

One meeting of the Remuneration Committee was held during the year under review. The Remuneration Committee had reviewed the policies of remuneration packages of the Board of Directors. The individual attendance of the members was tabulated as follows:

		Number attendance/ Number of meetings 出席次數／會議次數
Mr. Xu Chengfa	須成發先生	1/1
Mr. Yim Chun Leung	嚴振亮先生	1/1
Ms. Tang Yiyang	唐怡燕女士	1/1

(ii) Nomination Committee

The Nomination Committee comprises a total of three members, being one executive Director, Ms. Jin Ni (resigned on 3 April 2020) or Mr. Shi Nanlu (appointed on 3 April 2020), and two independent non-executive Directors, Mr. Xu Chengfa (chairperson of the Nomination Committee) and Mr. Yim Chun Leung.

- (e) 檢討及批准因董事行為失當而解僱或罷免有關董事所涉及的補償安排，以確保該等安排按有關合約條款釐定；若未能按有關合約條款釐定，有關賠償亦須合理適當；
- (f) 確保概無董事或其任何聯繫人參與釐訂彼等自身的薪酬；及
- (g) 考慮同類公司支付的薪酬、須付出的時間及職責，以及本集團內其他職位的僱用條件。

於回顧年度內薪酬委員會舉行了一次會議。薪酬委員會已審閱了董事會的薪酬福利政策。各成員的個別出席次數如下：

(ii) 提名委員會

提名委員會由合共三名成員（即一名執行董事金妮女士（於2020年4月3日辭任）或施南路先生（於2020年4月3日獲委任）及兩名獨立非執行董事須成發先生（提名委員會主席）及嚴振亮先生）組成。

The Company has adopted written terms of reference for the Nomination Committee. The role and function of the Nomination Committee are as follows:

- (a) to review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (b) to identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorship;
- (c) to review the board diversity policy of the Company (the "Board Diversity Policy") and the progress on achieving the objectives set for implementing the Board Diversity Policy, and to make disclosure of its review results in the corporate governance report of the Company's annual report;
- (d) to assess the independence of the independent non-executive Directors;
- (e) to make recommendations to the Board on relevant matters relating to, among others, the appointment or re-appointment of Directors and succession planning for Directors (in particular, the chairperson and the chief executive officer of the Company);
- (f) to give full consideration to, among others, the skills and expertise required from members of the Board and the relevant requirements of the Listing Rules with regard to Directors and such like in the discharge of the Nomination Committee's duties;

本公司已書面訂明提名委員會的職權範圍。提名委員會的角色及職能如下：

- (a) 至少每年檢討董事會的架構、人數及組成（包括技能、知識、經驗及多樣的觀點），並就任何為配合本公司的企業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，挑選被提名人士出任董事或就此向董事會提供意見；
- (c) 檢討本公司董事會多元化政策（「董事會多元化政策」）及達致董事會多元化政策目標的執行進度，並在本公司年報的企業管治報告內披露檢討結果；
- (d) 評核獨立非執行董事的獨立性；
- (e) 就（其中包括）委任及重新委任董事的相關事項，以及董事接替計劃的相關事宜（尤其是本公司主席及行政總裁）向董事會提出建議；
- (f) 對（其中包括）董事會成員所須的技能及專才，以及上市規則對董事的相關要求給予充份考慮並履行提名委員會的責任；

- (g) in respect of any proposed service contracts to be entered into by any members of the Group with its director or proposed director, which require the prior approval of the Shareholders at general meeting under Rule 13.68 of the Listing Rules, to review and provide recommendations to the Shareholders (other than shareholders who are directors with a material interest in the relevant service contracts and their respective associates) as to whether the terms of the service contracts are fair and reasonable and whether such service contracts are in the interests of the Company and the Shareholders as a whole, and to advise Shareholders on how to vote;
- (h) to ensure that on appointment to the Board, non-executive Directors (including independent non-executive Directors) receive a formal letter of appointment setting out what is expected of them in terms of time commitment, committee service and involvement outside meetings of the Board;
- (i) to conduct exit interviews with any Director upon their resignation in order to ascertain the reasons for his/her departure; and
- (j) to consider other matters, as defined or assigned by the Board from time to time.

The Board has set the following measurable objectives implementing the Board Diversity Policy:

- when identifying suitably qualified candidates to become Board members, it should be based on a series of diverse aspects, including Board members with different background, skills, regional and industry experience, race, gender and other qualities, that are in balanced and complementary with each other, creating synergy, and enabling the Board to function effectively as a whole.

- (g) 就按上市規則第13.68條須事先於股東大會上取得股東批准的董事或建議委任董事與本集團任何成員公司的擬定服務合同，檢討及向股東（除該股東是擁有有關服務合同的重重大利益的董事和其聯繫人外）就該服務合同條款的公平性及合理性、服務合同對本公司及整體股東是否有利及股東應怎樣表決而提呈建議；
- (h) 確保每位被委任加入董事會的非執行董事（包括獨立非執行董事）於被委任時均取得正式委任函件，當中須訂明對其之要求，包括工作時間、委員會服務要求及參與董事會會議以外的工作；
- (i) 會見辭去董事職責的董事並瞭解其離職原因；及
- (j) 考慮董事會不時界定或委派的其他事項。

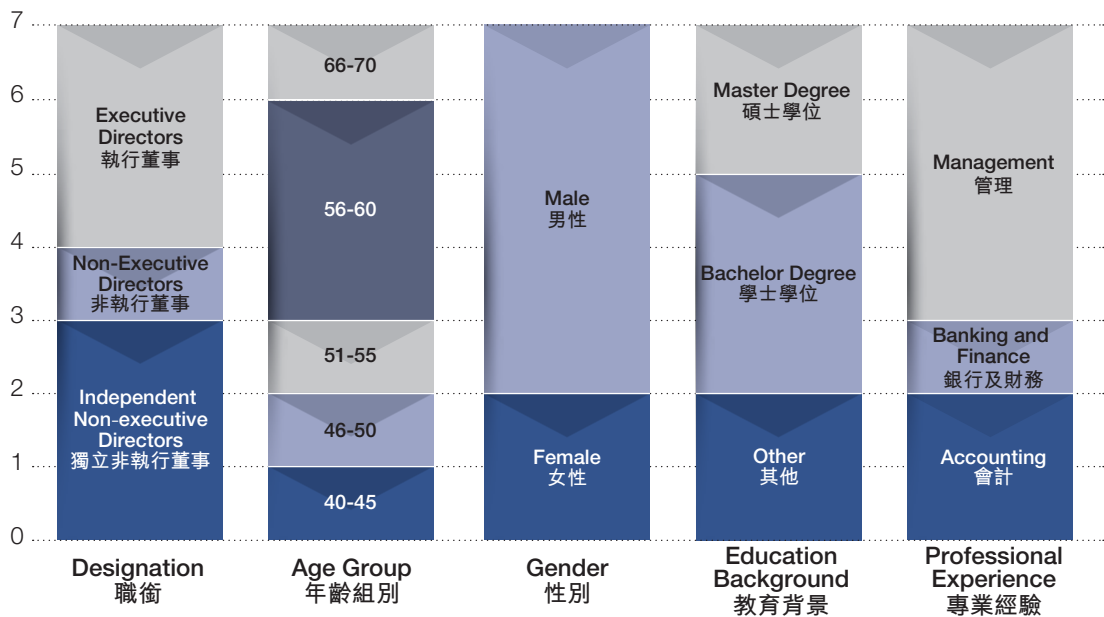
董事會已確定實施多元化政策的可測量的目標如下：

- 在物色可擔任董事會成員的合適資格人選時，應依據一系列多元化範疇為基準，包括具備不同背景、才能、地域及行業經驗、種族、性別及其他特質之董事會成員，且彼此之間為平衡和互補，令董事會作為一個整體能夠產生協同效應及有效地發揮作用。

The nomination procedures are as follow:

- candidates for directorship are selected by the Nomination Committee subject to the review and approval of the Board in accordance with the Articles.
- when reviewing the composition of the Board and considering the nomination of new Directors, the Nomination Committee will take into account the skills, regional and industry experience, background, race, gender and other qualities of potential candidates and also business needs of the Company.

As at the date of this report, the Board's composition under major criteria for diversity was summarized as follows:



Based on the review by the Nomination Committee, the Nomination Committee considers that the Company has achieved the measurable objectives set for implementing the Board Diversity Policy for the year under review.

One meeting of the Nomination Committee were held during the year under review. The Nomination Committee had reviewed the structure and the diversification policy of the Board of Directors and had revised and restated the Board Diversity Policy.

提名程序如下：

- 董事人選由提名委員會挑選，由董事會按照細則審核及批准，始可作實。
- 於檢討董事會組成及考慮新董事的提名時，提名委員會將考慮潛在人選的技能、地域及行業經驗、背景、種族、性別及其他品行，以及本公司的業務需要。

於本報告日期，按主要的多元化角度劃分之董事會的組成概覽如下：

根據提名委員會之審閱，提名委員會認為，於回顧年度內，本公司已達到為實施董事會多元化政策而制訂的可計量目標。

於回顧年度內提名委員會共舉行一次會議。提名委員會檢討董事會的架構及多元化政策與修訂及重列董事會成員多元化政策。

The individual attendance of the members of the Nomination Committee during the year under review was tabulated as follows:

於回顧年度內，各提名委員會成員的個別出席率如下：

		Number of attendance/ Number of meetings 出席次數／會議次數
Mr. Xu Chengfa	須成發先生	1/1
Mr. Yim Chun Leung	嚴振亮先生	1/1
Ms. Jin Ni (<i>resigned on 3 April 2020</i>)	金妮女士 (於2020年4月3日辭任)	1/1

(iii) Audit Committee

The Audit Committee comprises a total of three members, being three independent non-executive Directors, Mr. Ng Sze Yuen Terry (chairperson of the Audit Committee), Mr. Xu Chengfa and Mr. Yim Chun Leung. Mr. Ng Sze Yuen possess the appropriate professional qualification, and accounting and financial management expertise.

The role and functions of the Audit Committee include the following:

- (a) to 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 other terms of engagement of the external auditor, and any questions of its resignation or dismissal;
- (b) to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards. The Audit Committee should discuss with the auditor the nature and scope of the audit and reporting obligations before the audit commences;
- (c) to discuss with the auditor the nature and scope of the audit and reporting obligations and ensure co-ordination where more than one audit firm is engaged before the audit commences;

(iii) 審核委員會

審核委員會由合共三名成員（即三名獨立非執行董事吳士元先生（審核委員會主席）、須成發先生及嚴振亮先生）組成。吳士元先生擁有適當專業資格及會計及財務管理專長。

審核委員會的角色及職能包括以下各項：

- (a) 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其他聘用條款，及處理任何有關該外聘核數師辭職或辭退該外聘核數師的問題；
- (b) 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。審核委員會應於核數工作開始前先與核數師討論核數性質及範疇及有關申報責任；
- (c) 於核數工作開始前先與核數師討論核數性質及範疇及有關申報責任；如多於一家核數師公司參與核數工作時，確保他們能互相配合；

- (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 to be 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;

Review of the Company's financial information

- (e) to monitor the integrity of the Company's financial statements and annual report and accounts, interim report and, if prepared for publication, quarterly reports, and to review significant financial reporting judgments contained in them;
- (f) in reviewing these reports (the Company's annual report and accounts, interim report and, if prepared for publication, quarterly report) before submission to the Board, the Audit Committee should focus particularly on:
- (i) any changes in accounting policies and practices;
 - (ii) major judgmental areas;
 - (iii) significant adjustments resulting from the audit;
 - (iv) the going concern assumption and any qualifications;
 - (v) compliance with accounting standards;
 - (vi) compliance with the Listing Rules and legal requirements in relation to financial reporting;
 - (vii) the fairness and reasonableness of any connected transaction and the impact of such transaction on the profitability of the Group and whether such connected transactions, if any, have been carried out in accordance with the terms of the agreement governing such transactions;

- (d) 就委聘外聘核數師提供非核數服務制定政策，並予以執行。就此規定而言，「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機構，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機構屬於負責核數的公司的本土或國際業務的一部份的任何機構。審核委員會應識別任何須採取行動或改善的事項，並向董事會報告並提出建議；

審閱本公司的財務資料

- (e) 監察本公司的財務報表以及年度報告及賬目、中期報告及（若編製以供刊發）季度報告的完整性，並審閱當中所載有關財務申報的重大意見；
- (f) 在向董事會提交有關（本公司的年度報告及賬目、中期報告及（若當刊發）季度報告）報告前，審核委員會應特別針對下列事項加以審閱：
- (i) 會計政策及慣例的任何更改；
 - (ii) 涉及重要判斷的地方；
 - (iii) 因核數而出現的重大調整；
 - (iv) 持續經營的假設及任何保留意見；
 - (v) 是否遵守會計準則；
 - (vi) 是否遵守有關財務申報的上市規則及法律規定；
 - (vii) 任何關連交易是否屬公平合理及對本集團盈利的影響及該等關連交易（如有），是否按照有關交易的規管協議的條款進行；

(viii) whether all relevant items have been adequately disclosed in the Group's financial statements and whether the disclosures give a fair view of the Group's financial conditions;

(ix) any significant or unusual items that are, or may need to be, reflected in such reports and accounts; and

(x) the cash flow position of the Group;

and to provide advice and comments thereon to the Board;

(g) in regard to (e) and (f) above:

(i) members of the Audit Committee should liaise with the Board and senior management of the Group and the 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 the reports and accounts, it 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;

(h) to discuss problems and reservations arising from the interim and final audits, and any matters the auditor may wish to discuss (in the absence of management where necessary);

(viii) 本集團的財務報表有否足夠披露所有有關項目，及是否足夠令投資者公平地了解本集團的財政狀況；

(ix) 考慮該等報告及賬目中所反映或可能須反映的任何重大或不尋常項目；及

(x) 本集團現金流量的狀況；

並就此向董事會提供建議及意見；

(g) 就上述(e)項及(f)項而言：

(i) 審核委員會成員應與董事會及本集團的高級管理人員聯絡。委員會須至少每年與本公司的核數師開會兩次；及

(ii) 審核委員會應考慮於該等報告及賬目中所反映或可能須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匯報職員、監察主任或核數師提出的事項；

(h) 與核數師討論中期評審及年度審核所遇上問題及作出的保留，以及核數師認為應當討論的任何事項（管理層可能按情況而須避席此等討論）；

Overseeing the Company's financial reporting system, risk management and internal control systems

- (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;
- (j) to discuss the risk management and internal control systems with 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;
- (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;
- (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 appropriate standing within the Company, and to review and monitor its effectiveness;
- (m) to review the Group's financial and accounting policies and practices;
- (n) 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) to ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter;

監管本公司財務匯報制度、風險管理及內部監控系統

- (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;
- (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匯報職能方面的資源、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會計及財務匯報職能的預算是否充足;
- (k) 應董事會的委派或主動,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;
- (l) 如果本集團設有內部審核功能,須確保內部和外聘核數師工作得到協調,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;
- (m) 檢討本集團的財務及會計政策及慣例;
- (n) 檢查外聘核數師給予管理層的《審核情況說明函件》、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;
- (o) 確保董事會及時回應於外聘核數師給予管理層的《審核情況說明函件》中提出的事宜;

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| <p>(p) to conduct exit interviews with any Director, manager, financial controller or internal credit control manager upon their resignation in order to ascertain the reasons for his departure;</p> | <p>(p) 於董事、經理、財務總監或內部信貸監控經理離職時，接見有關人員並瞭解其離職原因；</p> |
| <p>(q) to prepare work reports for presentation to the Board and to prepare summary of work reports for inclusion in the Group's interim and annual reports;</p> | <p>(q) 就期內的工作草擬報告及概要報告；前者交董事會審閱，後者刊於本集團的中期及年度報告；</p> |
| <p>(r) to consider the appointment of any person to be a Audit Committee member, auditor and accounting staff either to fill a casual vacancy or as an additional Audit Committee member, auditor and accounting staff or dismissal of any of them;</p> | <p>(r) 考慮委任任何人士作為審核委員會成員、核數師及會計人員以填補有關空缺或作為新增的審核委員會成員、核數師及會計人員或罷免任何該等人士；</p> |
| <p>(s) to report to the Board on the matters set out above;</p> | <p>(s) 就上述事宜向董事會匯報；</p> |
| <p>(t) 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. The Audit Committee should ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action;</p> | <p>(t) 檢討可讓本公司僱員就財務匯報、內部監控或其他事宜可能發生的不正當行為在保密情況下提出關注之安排。審核委員會應確保有適當安排，讓本公司對此事宜作出公平獨立的調查及採取適當跟進行動；</p> |
| <p>(u) to act as the key representative body for overseeing the Company's relations with the external auditor; and</p> | <p>(u) 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；及</p> |
| <p>(v) to consider other matters, as defined or assigned by the Board from time to time.</p> | <p>(v) 考慮董事會不時界定或委派的其他事項。</p> |

A total of two meetings of the Audit Committee were held during the year under review. The work performed by the Audit Committee included the following:

- reviewed the annual report and results announcement of the Company for the year ended 31 December 2019;
- reviewed the interim report and interim results announcements of the Company for the six months ended 30 June 2019;
- reviewed the accounting principles and practices adopted by the Group and other financial reporting matters;

於回顧年度內審核委員會共舉行兩次會議。審核委員會進行的工作包括以下各項：

- 審閱本公司截至2019年12月31日止年度的年報及業績公告；
- 審閱本公司截至2019年6月30日止六個月的中期報告及中期業績公告；
- 審閱本集團所採納的會計政策及慣例和其他財務匯報事宜；

- reviewed the results of external audit and had discussion with external auditor on any significant findings and audit issues;
- reviewed the internal control reports and had discussion with internal control consultant on any significant findings and internal control issues for the first half of the year under review;
- reviewed the internal control reports and had discussion with internal auditor on any significant findings and internal control issues for the second half of the year under review;
- discussed with the external auditor before the audit commenced, the nature and scope of the audit and the respective relevant issues; and
- considered and approved the service contract of the auditor for the year under review.

The individual attendance of the members of the Audit Committee during the period under review was tabulated as follows:

- 審閱外部審計結果，並就任何重大發現及審計事宜與外部核數師進行討論；
- 審閱內審報告，並就於上半回顧年度內任何重大發現及內部控制事宜與內控顧問進行討論；
- 審閱內審報告，並就於下半回顧年度內任何重大發現及其他內部控制事宜與內部核數師進行討論；
- 於審核開始前與外聘核數師討論審核的性質及範圍以及各有關事宜；及
- 考慮及批准回顧年度的核數師服務合約。

於回顧期間內，審核委員會各成員的個別出席率如下：

		Number of attendance/ Number of meetings 出席次數／會議次數
Mr. Ng Sze Yuen, Terry	吳士元先生	2/2
Mr. Xu Chengfa	須成發先生	2/2
Mr. Yim Chun Leung	嚴振亮先生	2/2

(iv) Corporate Governance Committee

The Corporate Governance Committee comprises a total of three members, being one executive Director, Ms. Jin Ni (chairperson of the Corporate Governance Committee and resigned on 3 April 2020) or Mr. Shi Nanlu (chairperson of the Corporate Governance Committee and appointed on 3 April 2020), and two independent non-executive Directors, Mr. Ng Sze Yuen Terry and Mr. Yim Chun Leung.

The role and functions of the Corporate Governance Committee include the following:

- (a) to develop and review the Group's policies and practices on corporate governance and make recommendations to the Board;

(iv) 企業管治委員會

企業管治委員會由合共三名成員（即一名執行董事金妮女士（企業管治委員會主席，於2020年4月3日辭任）或施南路先生（企業管治委員會主席，於2020年4月3日獲委任）及兩名獨立非執行董事吳士元先生及嚴振亮先生）組成。

企業管治委員會的角色及職能包括以下各項：

- (a) 制定及檢討本集團的企業管治政策及常規，並向董事會提出建議；

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| (b) to review and monitor the training and continuous professional development of Directors and senior management; | (b) 檢討及監察董事及高級管理人員的培訓及持續專業發展； |
| (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; | (c) 檢討及監察本公司在遵守法律及監管規定方面的政策及常規； |
| (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and | (d) 制定、檢討及監察僱員及董事適用的操守準則及合規手冊（如有）；及 |
| (e) to review the Company's compliance with the code provisions of the CG Code and the disclosures in the Corporate Governance Report. | (e) 檢討本公司遵守企業管治守則的守則條文的情況及在《企業管治報告》內的披露。 |

One meeting of the Corporate Governance Committee were held during the year under review. The Corporate Governance Committee had discussed and reviewed the Board's and the Group's compliance with the code provisions of the CG Code and the prevailing Listing Rules during the year under review. The Corporate Governance Committee had also reviewed the internal control reports and had discussion with internal control consultant on any significant findings and internal control issues for the first half of the year under review and had revised and restated Code for Securities Transactions by Directors and Employees and Inside Information Policy;

The individual attendance of the members of the Corporate Governance Committee during the year under review was tabulated as follows:

於回顧年度內企業管治委員會共舉行了一次會議。企業管治委員會已討論及審閱董事會及本集團於回顧年度內遵守企業管治守則的守則條文及現行上市規則的情況。企業管治委員會亦已審閱內審報告，並就於上半回顧年度內任何重大發現及內部控制事宜與內控顧問進行討論，以及修訂及重列董事及有關僱員進行證券交易守則與內幕消息政策；

於回顧年度內，企業管治委員會各成員的個別出席率如下：

		Number of attendance/ Number of meeting 出席次數／會議次數
Ms. Jin Ni (<i>resigned on 3 April 2020</i>)	金妮女士（於2020年4月3日辭任）	1/1
Mr. Ng Sze Yuen, Terry	吳士元先生	1/1
Mr. Yim Chun Leung	嚴振亮先生	1/1

Further details of the terms of reference of Board committees are available on websites of the Company and the Stock Exchange.

董事會委員會的職權範圍的進一步詳情於本公司及聯交所網站刊載。

RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM

The Group recognizes that good risk management is essential for the long-term and sustainable growth of a business. The Board puts particular emphasis on determining the risk-tolerance levels in achieving the Group's strategic objectives and is responsible for the risk management and internal control systems and reviewing their effectiveness. Such 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. The management also learns from other outstanding companies and takes into consideration of the Company's unique business and operating environment in formulating the risk management and control framework. All employees are committed to continually enhancing the risk management framework, linking to our corporate strategies as well as integrating it into day-to-day operation.

Objective of the Risk Management and Internal Control

The objectives of the risk management and internal control framework of the Group include:

- to strengthen the Company's risk management and internal control in compliance with the Listing Rules requirement;
- to establish and constantly improve the risk management and internal control system;
- to implement a top-down and companywide risk management system that covers every aspect of the business; and
- to keep baseline risks within the acceptable range.

風險管理及內部監控系統

本集團確認良好風險管理對業務之長期可持續發展至關重要。董事會於達致本集團之策略目標時尤其著重釐定風險承受能力以及負責風險管理和內部監控系統及審查其有效性。該等系統旨在管理而不是消除未能實現業務目標的風險，並且只能提供合理而不是絕對的保證來防止重大的錯報或損失。管理層於制定風險管理及監控架構時亦借鑒其他優秀公司之經驗及考慮本公司之獨特營商環境。所有僱員均致力不斷優化風險管理框架，將風險管理貫徹到企業策略及日常營運中。

風險管理及內部監控之目標

本集團之風險管理及內部監控框架之目標包括：

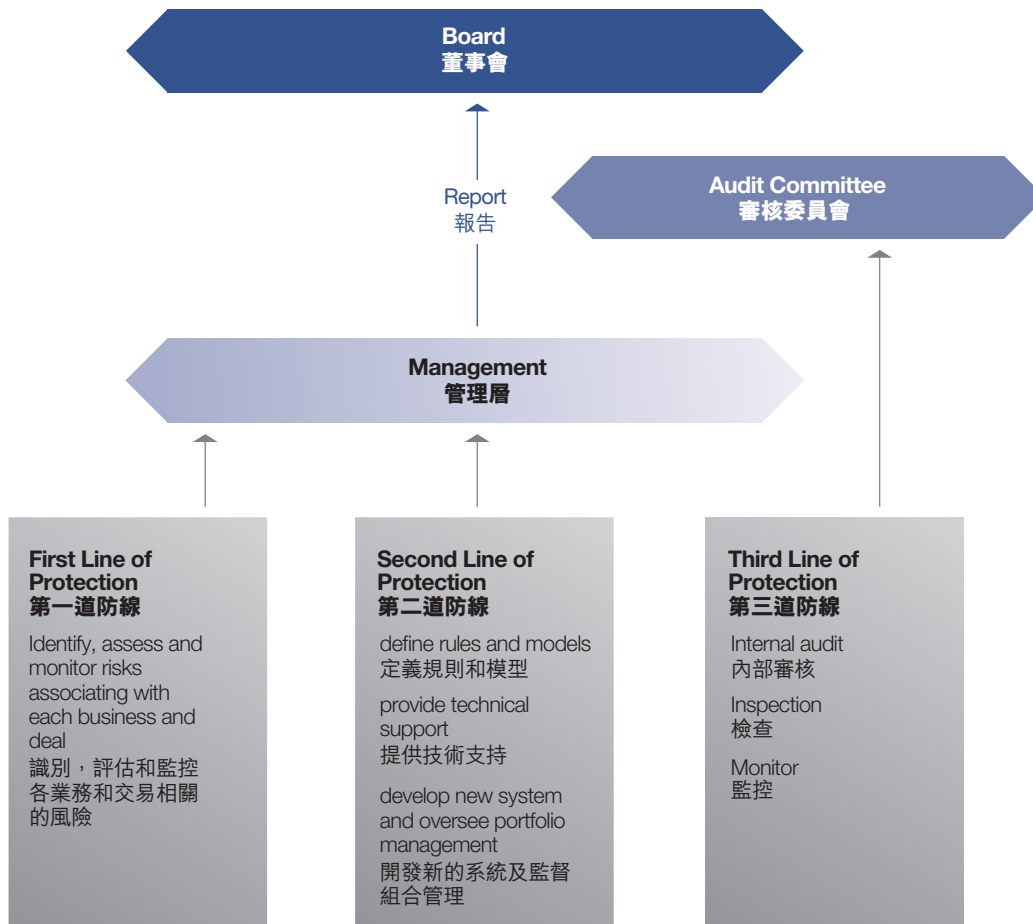
- 根據上市規則規定加強本公司之風險管理及內部監控；
- 建立及持續改善風險管理及內部監控系統；
- 實施一個自上而下及涵蓋全公司之風險管理系統，其涵蓋業務之各個方面；及
- 保持基線風險在可接受範圍內。

Main Features of Risk Management System – Three-tier Risk Management Approach

The Group has adopted a three-tier risk management approach to identify, assess, mitigate and handle significant risks. At the first line of protection, business units are responsible for identifying, assessing and monitoring risks associated with each business or deal. The management, as the second line of defense, defines rule sets and models, provide technical support, develops new systems and oversees portfolio management. It ensures risks are within the acceptable range and that the first line of protection is effective. As the final line of protection, the internal audit department ensures that the first and second lines of protection are effective through constant inspection and monitoring.

風險管理系統主要特點－三級風險管理方法

本集團採納三級風險管理方法以識別、評估、降低及應對重大風險。在第一道防線，業務單位負責識別、評估及監察與每項業務或交易有關之風險。作為第二道防線，管理層界定規則組合及模型、提供技術支持、制定新系統及監督組合管理。其確保風險在可接受範圍內及第一道防線有效。作為最後一道防線，內部審核部門透過持續檢查及監控確保第一及第二道防線有效。



Main Features of Internal Control System

Our internal control systems are developed with reference to the Committee of Sponsoring Organizations of the Treadway Commission principles which involved five elements as internal environment, risk assessment, control activities, information and communication and internal supervision. The aim of internal control is to reasonably guarantee the compliance of its operation and management with regulations and laws, assets security, and authenticity and integrity of financial report and related information, improve the efficiency and effect of operating activities and promote the realization of development strategy of the Group.

內部監控系統主要特點

本集團之內部監控系統乃參照美國反虛假財務報告委員會發起人委員會(Committee of Sponsoring Organizations of the Treadway Commission)原則制定，其涉及內部環境、風險評估、監控活動、資訊及溝通以及內部監督等五項要素。內部監控旨在合理保證公司經營管理合規合法、資產安全、財務報告及相關資料真實完整，提高經營活動之效率及效果，促進本集團實現發展策略。



Principal Risks and Key Controls

1. Market risks

The Group's revenue is mainly derived from customers from PRC. The Group is exposed to the risks associated with the PRC market which include the risks of policy change, interest rate change, demand-supply imbalance and the overall economic conditions. The market risks may pose an adverse impact on the Group's business, financial condition or results of operations.

主要風險及關鍵監控

1. 市場風險

本集團之收入主要來自中國客戶。本集團面臨與中國市場有關之風險，其包括政策變動、利率變動、供求失衡及整體經濟狀況之風險。市場風險可能會對本集團之業務、財務狀況或經營業績造成不利影響。

The project team will carefully scrutinize each project for related risks and returns. These include assessment of relevant government policies, market demand and conditions and economic data. The management is responsible for supervision, conducting regular operation reviews and keeping the Board fully informed through regular reports, and prompt decisions can therefore be made if changes are required.

2. Business and operational risks

Distinctive risks factors in property related businesses such as default of buyers, tenants and strategic business partners, and inadequacies or failures of internal processes, people and systems may have different levels of negative impact on the results of the Group's operation. Industrial accidents may happen although precautionary measures is established, which may damage the Company's reputation or cause financial loss to the Group.

The internal audit team will review key activities of the Group and ensures all material controls, including financial and operational, are functioning effectively. Precautionary and contingency measures are also set up to ensure the Group is protected against major potential loss, damage or impact to our operations. Insurance coverage against accidental losses and/or other hazards is used in protecting our assets and reputation against any potential liabilities.

3. Financial risks

The investment and business operation are exposed to risks from exchange rates, interest rates and liquidity. Amid global financial uncertainties, the financial risks encountered by the Group had increased accordingly.

The Group closely monitors the financial risks and when appropriate will adopt measures to manage and hedge corresponding risks by using of derivatives such as interest rate and currency swaps. The Group's cash and financing are centrally managed and controlled at the corporate level to achieve a better borrowing terms and coherent financial risk management. To meet our obligations as and when needed, the Group maintains sufficient facilities with various banks and financial institutions. The maturity of deposits and loans is carefully planned and managed to reduce liquidity risk.

項目團隊將會細審每個項目涉及之相關風險及回報。其包括評估有關政府政策、市場需求及市況以及經濟數據。管理層負責監督、定期進行營運檢討及透過定期報告令董事會全面了解有關情況，從而於需要變動時可迅速作出決定。

2. 業務及營運風險

物業相關業務之獨有風險因素，如買家、租戶及策略性商業夥伴之違約，以及內部流程、人員及系統不足或失效，可能會對本集團之經營業績造成不同程度之負面影響。儘管採取預防措施，惟仍可能發生工業事故，從而可能損害本公司之聲譽或導致本集團產生財務虧損。

內部審核團隊將檢討本集團之主要活動並確保所有重大監控（包括財務及營運監控）有效運作。本集團亦已制定預防及應急措施以確保本集團之營運免遭重大潛在虧損、損害或影響。本集團已針對事故損失及／或其他危害投購保險，藉以保障本集團之資產及聲譽免受任何潛在責任之影響。

3. 財務風險

投資及業務營運面臨匯率、利率及流動資金之風險。在全球金融尚不明朗之情況下，本集團面臨之財務風險相應上升。

本集團密切監控財務風險，並將於適當時候採取措施，透過使用衍生工具（如利率及貨幣掉期）以管理及對沖相應風險。本集團之現金及融資乃於公司層面集中管理及監控以達致更佳之借貸條款及貫徹一致之財務風險管理。為履行本集團之所需責任，本集團於多間銀行及金融機構備存充足融資額度。本集團審慎計劃及管理存款及貸款之到期日以降低流動資金風險。

4. Talent risks

Talent shortage and high employee turnover will have a negative impact on the Group's present and future performance. We believe that human resources are of critical importance for the success of the Company.

To attract, motivate and retain talented employees, the Group evaluate our employee remuneration packages and monitor them against market trends. We provide on-the-job training for new staff and offer career advancement opportunities for suitable staff to develop their full potential at various stages of their career. We also encourage communication with all levels of staff to gather feedback and suggestions for future improvement.

Review of Internal Control System

The internal audit department of the Company ("Internal Audit Department") in the year under review responsible for the internal control functions. The Internal Audit Department is required to provide internal control assessment reports to the Audit Committee and the Board on a regular or ad hoc basis.

The Board recognized its responsibility to ensure the Group maintains a sound and effective risk management and internal control system. The Directors had conducted a review of the effectiveness of the system of internal control of the Group during the Year. Such review had covered all material controls including financial, operational and compliance controls and risk management functions. No major issue but areas for improvement have been identified. The Board and the Audit Committee considered that the key areas of the Group's internal control systems are reasonably implemented.

4. 人才風險

人才短缺及僱員高流失率將對本集團之現時及未來表現造成負面影響。我們相信人力資源對本公司的成功至關重要。

為吸引、激勵及挽留人才，本集團評估其僱員薪酬待遇並因應市場趨勢監察有關待遇。本集團為新員工提供在職培訓及為合適員工提供職業晉升機會，令其在職業生涯各個階段盡展其才。本集團亦鼓勵與所有職級員工進行溝通，以收集有關日後提升之反饋意見及建議。

內部監控系統之檢討

於回顧年度內，本公司的內部審核部門（「內部審核部門」）負責內部監控職能，內部審核部門需要定期或不定期向審核委員會和董事會提供內控評估報告。

董事會確認其確保本集團維持健全有效風險管理及內部監控系統的責任。董事已於年內對本集團內部監控系統的有效性進行檢討。有關檢討涵蓋所有重要的監控範疇，包括財務、營運及合規監控以及風險管理職能。概無發現重大事項，惟已識別需改進範疇。董事會及審核委員會認為本集團已合理實施內部監控系統的主要部份。

HANDLING AND DISSEMINATION OF INSIDE INFORMATION

The procedures and internal controls for the handling and dissemination of inside information are as follows:

- the Group conducts its affairs with close regard to the disclosure requirement under the Listing Rules as well as the “Guidelines on Disclosure of Inside Information” published by the Securities and Future Commission in June 2012;
- the Group has implemented and disclosed its policy on fair disclosure by pursuing broad, non-exclusive distribution of information to the public through channels such as financial reporting, public announcements and its website;
- the Group has strictly prohibited unauthorized use of confidential or inside information;
- the Group has established and implemented procedures for responding to external enquiries about the Group’s affairs, so that only the executive Directors of the Company, company secretary and investor relations officers are authorized to communicate with parties outside the Group; and
- employees or Directors possessing inside information should report the same to an executive Director, who will then report to the Board. The Board will then discuss and handle the relevant disclosures or dissemination of inside information accordingly.

內幕消息之處理及發佈

處理及發佈內幕消息的程序及內部監控措施如下：

- 本集團處理事務時會充分考慮上市規則項下之披露規定及證券及期貨事務監察委員會於2012年6月頒佈的「內幕消息披露指引」；
- 本集團透過財務報告、公告及其網站等途徑，向公眾廣泛及非獨家地披露資料，以實施及披露其公平披露政策；
- 本集團已經嚴格禁止未經授權使用機密或內幕消息；
- 本集團已就外界對本集團事務的查詢訂立及執行回應程序，據此只有本公司執行董事、公司秘書及投資者關係專員獲授權與本集團外界人士溝通；及
- 擁有內幕消息的員工或董事應向執行董事報告，有關執行董事再向董事會報告。然後，董事會將相應地討論和處理內部消息的相關披露或發佈。

COMPANY SECRETARY

The appointment and removal of the Company Secretary is subject to the Board's approval in accordance with the articles of association of the Company. Mr. Chong Yuk Fai ("Mr. Chong") has been appointed as the Company Secretary with effect from 30 November 2019.

Mr. Chong is responsible for advising the Board through the chairperson and/or the chief executive officer on governance matters and assisting the Board in discharging its obligations to Shareholders pursuant to the Listing Rules. He is also responsible for ensuring that the activities of the Board conducted efficiently and effectively, and procedures and all applicable laws and regulations complied with, and facilitating induction and professional developments of the Directors, the company secretary has taken no less than 15 hours of relevant professional training.

ACCOUNTABILITY AND AUDIT

Financial Reporting

The Directors acknowledge that they are responsible for the preparation of accounts which give a true and fair view of the Group. The Company has selected appropriate accounting policies and has applied them consistently based on prudent and reasonable judgments and estimates.

During the year under review, all Directors have been given on a quarterly basis the latest information report about the financial position and business development of the Group. The Directors endeavor to ensure a balanced and understandable assessment of the Company's position and prospects in annual reports, interim reports, inside information announcements and other disclosures required under the Listing Rules and other statutory requirements.

The statement of the auditor of the Company about its reporting responsibilities on the accounts of the Group is set out in the section headed "Independent Auditor's Report" in this annual report.

公司秘書

根據本公司組織章程細則，公司秘書的委任與撤職須經董事會批准。莊旭輝先生（「莊先生」）已獲委任為公司秘書，自2019年11月30日起生效。

莊先生負責就管治事宜透過主席及／或行政總裁向董事會提供意見及協助董事會根據上市規則向股東履行其職責。其亦負責確保董事會活動能有效率和有效地進行，及有關程序和所有適用法律及法規得到遵守，並安排董事的入職培訓及專業發展，公司秘書已參與不少於15小時的相關專業培訓。

問責及核數

財務報告

董事承認，彼等負責編製真實及公平地反映本集團狀況的賬目。本公司已根據審慎及合理判斷及估計選擇合適的會計政策並貫徹採用。

於回顧年度內，所有董事已定時每季度獲提供有關本集團的財務狀況及業務發展之最新資訊報告。董事於年報、中期報告、內幕消息公告及根據上市規則和其他法規要求的其他披露內容，致力確保就本公司之狀況和前景作出持平及容易理解之評估。

本公司核數師就報告本集團賬目的責任所作聲明載於本年報「獨立核數師報告」一節。

OPERATION OF MEETING AND SUPPLY OF AND ACCESS TO INFORMATION

Notice of at least 14 days should be given of a regular board meeting to give all directors an opportunity to attend. For all other board meetings, reasonable notice should be given.

Board or committee papers will as far as practicable be sent to all Directors at least three days before the intended date of a Board meeting or a Board committee meeting.

Management has supplied the Board and its committees with adequate information and explanations so as to enable them to make an informed assessment of the information put before the Board and its Board committees for approval. Management is also invited to join the Board or Board committee meetings where appropriate.

Draft and final version of minutes of the meetings should be sent to all Board and Board committee members for their comment and records. Minutes of the meetings are kept by our Company Secretary, and the Board and Board committee members may inspect the documents and minutes of the Board and the Board committees at any time.

AUDITOR'S REMUNERATION

The audit fee of the Group in respect of audit services provided by the independent auditor, Ernst & Young, for the Year was RMB1,350,000 (2018: RMB1,350,000).

During the year under review, the independent auditor was also engaged to review the interim results of the Company at a fee of RMB250,000 (2018: RMB250,000) and no other non-audit services took place (2018: Nil).

NON-COMPETE UNDERTAKINGS

In respect of the compliance with the provisions of the Non-compete Undertakings by the Controlling Shareholders, please refer to the section headed "Non-compete Undertakings" in the Directors Report of this report.

會議運作和資料的提供與索取

定期董事會會議應給予至少14天通知以讓所有董事有機會出席。對於其他所有董事會會議應給予合理的通知。

董事會或委員會的文件將於實際可行情況下至少在計劃舉行董事會會議或董事會委員會會議日期的三日前送予所有董事。

管理層向董事會及其委員會提供充足資料及解釋，以讓彼等能對呈交予董事會及其董事會委員會審批的資料作知情評估。管理層於適當時候亦會被邀請參加董事會或董事會委員會會議。

會議記錄的草稿及最終版都會發送給所有董事會及董事會委員會成員評論及記錄。公司秘書負責保管所有會議記錄，而董事會及董事會委員會成員可於任何時候檢閱董事會及董事會委員會的文件及會議記錄。

核數師酬金

獨立核數師安永會計師事務所就本年度向本集團提供的審核服務的審核費用為人民幣1,350,000元（2018年：人民幣1,350,000元）。

於回顧年度內，獨立核數師亦獲委任審閱本公司中期業績，費用為人民幣250,000元（2018年：人民幣250,000元）及並無發生其他非核數服務（2018年：無）。

不競爭承諾

有關控股股東遵守不競爭承諾條文的詳情，請參閱本報告董事會報告「不競爭承諾」一節。

DIRECTORS' AND OFFICERS' INSURANCE

The Company had arranged liability insurance for Directors and senior management officers of the Company with appropriate coverage in respect of legal action against them arising from their duties performed.

DIRECTORS' CONTINUING PROFESSIONAL DEVELOPMENT

All Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The Company updates Directors on the latest development regarding the Listing Rules and other applicable regulatory requirements from time and time, to ensure compliance and enhance their awareness of good corporate governance practices.

According to the records provided by the Directors, a summary of training received by Directors during the year under review is as follows:

董事及行政人員的保險

本公司已為董事及本公司高級管理人員購買責任保險，就彼等履行職責時引起的法律訴訟而提供適當保障。

董事持續專業發展

本公司鼓勵所有董事參與持續專業發展，發掘並更新彼等的知識及技能。本公司不時向董事提供上市規則以及其他適用監管規定的最新發展概況，以確保董事遵守良好的企業管治常規，並提升其對良好企業管治常規的意識。

根據董事提供的記錄，於回顧年度內，董事所接受的培訓概要如下：

Name of Directors 董事姓名	Type of continuous professional development 持續專業發展類別
Executive Directors	執行董事
Mr. Dong Shuixiao (<i>resigned on 3 April 2020</i>)	董水校先生 (於2020年4月3日辭任) B
Ms. Jin Ni (<i>resigned on 3 April 2020</i>)	金妮女士 (於2020年4月3日辭任) B
Ms. Tang Yiyang	唐怡燕女士 B
Non-executive Director	非執行董事
Mr. Shi Kan Cheng	施侃成先生 B
Independent Non-executive Directors	獨立非執行董事
Mr. Ng Sze Yuen, Terry	吳士元先生 A/B
Mr. Xu Chengfa	須成發先生 A/B
Mr. Yim Chun Leung	嚴振亮先生 A/B

Notes:

- A: attending briefing sessions and/or seminars relating to matters in financial, legal and corporate governance
- B: reading seminar materials and updates relating to the latest development of the Listing Rules and other applicable regulatory requirements

附註:

- A: 出席有關財務、法律及企業管治方面的簡介會及／或研討會
- B: 閱讀有關上市規則及其他適用監管規定最新發展之研討會資料及更新資料

MECHANISM FOR THE PROPERTY DEVELOPMENT ON MIXED-USE LANDS

In relation to the mechanism for the property development on Mixed-use Lands (as defined in the prospectus of the Company dated 16 June 2014 (“Prospectus”)), each of Zhong An together with its subsidiaries, (the “Zhong An Group”) and the Company has undertaken to each other that it must, in respect of each of its financial year ending after the Listing, instruct its auditor or independent financial advisers to review such documents as the auditor or independent financial advisers may require and confirm to its board of directors that the mechanism set out the section headed “Relationship with our Controlling Shareholders – Joint property development on mixed commercial-residential use land projects” in the Prospectus had been complied with during such financial year. During the year under review, the Directors confirm that there has not been any occasion where an opportunity aroused for an acquisition and development of land for property development project on mixed commercial-residential use land projects in which the remaining Zhong An Group (i.e. Zhong An Group, excluding the Group) (the “Remaining Zhong An Group”) has invited the Group to participate in the Joint Development (as defined in the Prospectus).

DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding the Directors’ securities transactions on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) set out in Appendix 10 to the Listing Rules.

Having made specific enquiry of all Directors, all Directors have confirmed that they have complied with the required standard set out in the Model Code and the Company’s code of conduct during the year under review.

Senior management who, because of their office in the Group, are likely to be in possession of inside information, have also been requested to comply with the provisions of the Model Code when dealing in the Company’s shares.

混合用途土地上開發物業的機制

關於混合用途土地上開發物業的機制（定義見本公司日期為2014年6月16日之招股章程（「招股章程」），眾安及其附屬公司，統稱「眾安集團」及本公司已分別向對方承諾，就於上市後結束的每個財政年度，必須指示核數師或獨立財務顧問審閱核數師或獨立財務顧問可能要求的文件，並向董事會確認，載於招股章程「與控股股東之關係－商住混合用途土地項目的共同物業開發」一節的機制已於該財政年度獲遵守。於回顧年度內，董事確認於任何情況下並無就商住混合用途的土地項目出現收購及開發用作物業開發項目土地的機會，而餘下眾安集團（即是排除本集團後的眾安集團）（「餘下眾安集團」）已邀請本集團參與共同開發（定義見招股章程）。

董事的證券交易

本公司已以條款不遜於上市規則附錄10所載的上市發行人董事進行證券交易的標準守則（「標準守則」）的規定準則，採納有關董事進行證券交易的行為守則。

本公司已向所有董事作出特定查詢，而所有董事已確認，彼等於回顧年度內已遵守標準守則及本公司行為守則所載之必守標準。

因受聘於本集團而可能獲得內幕消息的高級管理層，於買賣本公司股份時亦須遵守標準守則的條文。

SHAREHOLDERS' RIGHTS

Convening Extraordinary General Meeting and Putting Forward Proposals at Shareholders' Meetings

Pursuant to article 64 of the Articles, general meetings shall be convened on the written requisition of any two or more Shareholders made to Directors or the Secretary specifying the objects of the meeting, provided that such requisitionists held as at the date of deposit of the requisition shall not hold less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

Procedures for Proposing a Person for Election as a Director

If a shareholder, who is entitled to attend and vote at the relevant general meeting, wishes to nominate a person (not being the nominating shareholder) to stand for election as a Director, he or she should give to the company secretary of the Company notice in writing of the intention to propose a person for election as a Director and notice in writing by that person of his or her willingness to be so elected, no earlier than the 7 clear days after the dispatch of the notice of the relevant general meeting and no later than 7 clear days prior to the date appointed for the relevant general meeting.

Detailed procedures for Shareholders to propose a person for election as a Director are available on the Company's website.

股東權利

召開股東特別大會及於股東大會上提出議案

根據細則第64條，股東大會可由任何兩位或以上股東向董事或秘書提交列明大會目的的書面要求而召開，惟在提交上述要求當日，該等呈請人須持有不少於有權在本公司股東大會上投票的本公司繳足股本的十分之一。倘在提交要求日起21日內董事會並無於隨後21日內召開大會，呈請人可按相同方式盡快召開股東大會，猶如董事會召開大會一樣，因董事會未有召開大會導致呈請人產生的一切合理開支由本公司向彼等償付。

提名人士參選董事的流程

倘有權出席相關股東大會及於會上投票的股東欲提名一名人士（並非作出提名的股東）參選董事，彼應在不早於寄發相關股東大會通知後足七日及不遲於相關股東大會指定舉行日期前足七日期間，向本公司的公司秘書發出書面通知，表示有意提名一名人士參選董事，以及該名人士願意參選的書面通知。

股東提名人士參選董事的流程詳情於本公司網站刊載。

INVESTOR RELATIONS/WITH SHAREHOLDERS AND INVESTORS COMMUNICATION

The Company attaches great importance to communication with the Shareholders. A number of means are used to promote greater understanding and dialogue with the Shareholders. The means of access includes the release by the Company of the various corporate communication of the Company via the website of the Stock Exchange and the website of the Company (<http://www.chinanewcity.com.cn>). Shareholders are encouraged by the Company to attend general meetings of the Company where the chairperson of the Company and other members of the Board and (if appropriate) the auditor of the Company, are available to answer questions.

In addition, our chairperson, Directors and senior management actively participated in various investor relations activities to reach and establish a good long-term interactive relationship with shareholders and potential investors. We introduced our current operating conditions and future development strategies and at the same time also received advices from investors regarding the Company's development, from which we understand more about investors' expectations of the Company. Thereby, we can continue improving the operation management of the Company and establish effective mutual communication channels.

Enquiries and Proposals to the Board

Shareholders are encouraged to communicate with the Company for any enquiries in relation to the affairs of the Group. Shareholders may contact the Company in writing to the Company's head office in the PRC or the Company's principal place of business in Hong Kong or by e-mail to cnc_ir@chinanewcity.com.cn or direct any enquiries to the Company's investor relations representative, Capital Markets Department, whose contact details are set out in the annual report of which this report forms part.

投資者關係／與股東及投資者的溝通

本公司十分重視與股東的溝通，並為此透過多種管道，增進與股東之瞭解及交流。溝通的管道包括本公司通過聯交所網站及本公司網站 (<http://www.chinanewcity.com.cn>) 刊發本公司各種企業傳訊。本公司鼓勵股東出席本公司股東大會，本公司董事會主席及其他成員及（如適當）核數師在會上回答提問。

此外，主席、董事和高級管理人員積極參與各項投資者關係活動以達成與股東及潛在投資者建立良好而長遠的互動關係。我們介紹本公司目前的營運情況和未來發展戰略，同時也收取了投資者對本公司發展的意見，從中了解投資者對本公司的期望，藉此持續改善本公司的經營管理，建立有效的雙向溝通渠道。

向董事會查詢及提出建議

本公司鼓勵股東與本公司進行溝通，就有關本集團事宜提出查詢。股東可通過向本公司中國總辦事處或本公司香港主要營業地點寄發書信或向 cnc_ir@chinanewcity.com.cn 發送電子郵件與本公司進行溝通，或直接向本公司投資者關係代表資本市場部查詢，其聯絡詳情載於年報，而本報告為其中一部份。

Annual General Meeting

The 2018 annual general meeting was held on 6 June 2019 at Conference Room No. 5, 4th Floor, Holiday Inn Hangzhou Xiaoshan, No. 688 Shanyin Road, Xiaoshan District, Hangzhou, Zhejiang Province, the PRC. The Directors and senior management together with the external independent auditor attended the annual general meeting to answer enquiries from shareholders and investors attending the meeting. All ordinary resolutions proposed in the meeting were duly passed by way of poll.

Regular Meetings with Investors

During the year under review, the Directors, senior management and investor relations team have meetings with investors, fund managers and financial analysts from time to time, introducing the operating conditions and development strategies of the Company and answered the questions raised. The Company provides the investors and analysts with clear and timely compliance information to enable them to make reasonable investment decisions with sufficient information.

Investor Relations Plan

In 2020, we will continue to enhance communication with investors in accordance to the main needs and concerned issues from investors and analysts. It is expected that multiple activities for investors will be conducted in 2020 through field trip, non-deal roadshow and one-to-one meeting and publishing voluntary disclosure announcement to mass investors in order to enhance their understanding of the Group.

Should investors have any inquiries and/or suggestions, please contact us at cnc_ir@chinanewcity.com.cn.

CONSTITUTIONAL DOCUMENTS

The Company's constitutional documents was adopted on 31 May 2014. There was no change in the memorandum and articles of association of the Company during the year under review.

For and on behalf of the Board

China New City Commercial Development Limited

Shi Kancheng

Chairperson

Hong Kong, 31 March 2020

股東週年大會

2018年度股東週年大會於2019年6月6日假座中國浙江省杭州市蕭山區山陰路688號杭州蕭山眾安假日酒店四樓五號會議室舉行。董事和高級管理人員連同外聘獨立核數師均已出席股東週年大會，並回答到會股東及投資者的提問。會上所提呈之所有普通決議案均以投票方式獲正式通過。

日常投資者會議

於回顧年度內，董事、高級管理人員及投資者關係團隊不時約見投資者、基金經理及財務分析員，介紹本公司經營情況和發展戰略，並回答彼等所提問題。本公司為投資者和分析員提供了明確和及時的合規資訊，以便其具備充分資料進行合理的投資決策。

投資者關係計劃

於2020年，我們將繼續針對投資者與分析師的主要需求及關心的問題加強與投資者的溝通。預計將在2020年通過舉辦實地考察、非交易路演及一對一會議進行投資者多重活動和發佈自願性披露公告予群眾投資者，以提高投資者對本集團的了解。

倘投資者有任何查詢及／或建議，請電郵至 cnc_ir@chinanewcity.com.cn。

章程文件

本公司章程文件乃於2014年5月31日採納。於回顧年度內，本公司的組織章程大綱及細則概無變動。

代表董事會

中國新城市商業發展有限公司

主席

施侃成

香港，2020年3月31日

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層的履歷

DIRECTORS

Executive Directors

Mr. Shi Nanlu (施南路先生), aged 37, is the executive Director and chief executive officer of the Company since 3 April 2020. He is responsible for the daily operation and management, strategic investments and new business exploration of the Group. He joined Zhong An Group Limited ("Zhong An Group") in June 2010. He has served as the manager of the capital management department, manager of the fund management department and deputy director of the Zhong An Group. He has many years of experience in financial management. Mr. Shi has resigned from all of his management positions in the Zhong An Group prior to joining the Group. He has been a vice president of the Group since June 2015. Mr. Shi received his undergraduate degree in finance and accounting from The University of Manitoba in Canada in June 2007.

Mr. Liu Bo (劉波先生), aged 32, is the executive Director and vice president of the Company since 3 April 2020. He is responsible for overall daily operations and management of the Group as well as ensuring the Board functions properly with good corporate governance practice. He joined the Group in July 2016. He has served as the vice president of the Group. Prior to joining the Group, he worked in the investment department of He Jun Capital from December 2012 to July 2013, and in the business development department of Wan Xiang Trust from August 2013 to June 2016. He has many years of experience in financial investment and fund management. Mr. Liu holds a Master's Degree in Actuarial Science from the Boston University in December 2012.

董事

執行董事

施南路先生，37歲，自2020年4月3日起為本公司之執行董事及首席執行官。彼負責本集團的日常運營和管理，戰略投資和新業務探索。彼於2010年6月加入眾安集團有限公司（「眾安集團」），先後擔任眾安集團資金管理部經理、基金管理部經理及副總監，具有多年財務管理經驗。施先生於加入本集團前已辭去其於眾安集團之所有管理職務，彼自2015年6月加入本集團擔任副總裁至今。施先生於2007年6月獲得加拿大曼尼托巴大學(The University of Manitoba)金融與會計專業本科學歷。

劉波先生，32歲，自2020年4月3日起為本公司之執行董事及副總裁。彼負責本集團的整體日常營運及管理，並確保董事會運作正常，且維持良好的企業管治常規。彼於2016年7月加入本集團，擔任本集團副總裁。劉先生於加入本集團前，彼自2012年12月至2013年7月於和君資本投資部工作，自2013年8月至2016年6月於萬向信託業務發展部工作，具有多年金融投資及基金管理經驗。劉先生於2012年12月獲得波士頓大學精算學碩士學位。

Ms. Tang Yiyan (唐怡燕女士), aged 49, is the executive Director and vice president of the Group, and is responsible for overall property management of our Group. She was appointed as an executive Director on 30 September 2013. Ms. Tang has over 17 years of experience in operations and management. Prior to joining the Group, she held various positions including assistant to general manager of Jiaying Jiahe Beijing City Shopping Center Company Limited (嘉興嘉禾北京城購物廣場有限公司), and manager of sales department, project supervisor, deputy general manager and vice general manager in general affairs of Zhejiang Lai Yin Da Commercial Development Company Ltd. (浙江萊茵達商業發展有限公司). Ms. Tang obtained a diploma in economics and management from the Zhejiang Province Mechanic and Politics University (浙江省職工政治大學) (currently known as Zhejiang University of Economics and Management (浙江經濟管理大學)) in July 1994.

Non-executive Director

Mr. Shi Kancheng (施侃成先生) (alias Shi Zhongan (施中安)), aged 57, is a non-executive Director and chairperson of the Board. He was appointed as a Director on 2 July 2013 and re-designated as non-executive Director on 30 September 2013. He is responsible for assisting the Board in the strategic planning of the Group, leading the Board to ensure that it will perform its roles and carry out its responsibilities effectively, and ensuring proper corporate governance practices and procedures are implemented within the Group. However, he does not participate in the day-to-day management of the business operations of the Group.

Mr. Shi has over 27 years of experience in property development and property investment. Mr. Shi currently serves as the executive director, chairman and the chief executive officer of Zhong An (stock code: 00672). Mr. Shi served as a tax officer in the finance and revenue bureau of Xiaoshan District of Hangzhou (formerly known as Xiaoshan City) and the general manager of Hangzhou Xiaoshan Milkyway Real Estate Development Co., Ltd. Mr. Shi completed an Executive Master of Business Administration Program (Finance Track) organized by Shanghai National Accounting Institute and obtained a CFO Qualifying Training Certificate in June 2007. From 2005 to 2006, Mr. Shi completed a program for executive officers, focusing on globalization and real estate developers, co-organized by Harvard University, Tsinghua University, The University of Hong Kong and the United States Military Academy and a program for presidents of real estate companies organized by Zhejiang University in July 2006. Mr. Shi obtained a doctoral degree of business administration program jointly organized by Shanghai Advanced Institute of Finance (SAIF) and W. P. Carey School of Business, Arizona State University (ASU) in the US in May 2017. Mr. Shi is also a director of certain members of the Remaining Zhong An Group and the Group. Mr. Shi is the sole director and the sole shareholder of Whole Good Management Limited, which is the controlling shareholder of the Group.

唐怡燕女士, 49歲, 為執行董事兼本集團副總裁, 彼負責本集團整體物業管理。彼於2013年9月30日獲委任為執行董事。唐女士於經營及管理積累逾17年經驗。於加入本集團前, 彼曾擔任多個職位, 包括於於嘉興嘉禾北京城購物廣場有限公司任總經理助理等, 及於浙江萊茵達商業發展有限公司任銷售部門經理、項目主管、副總經理及常務副總經理。唐女士於1994年7月在浙江省職工政治大學(現為浙江經濟管理大學)獲得經濟及管理學大專文憑。

非執行董事

施侃成先生(又名施中安), 57歲, 為非執行董事兼董事會主席。彼於2013年7月2日獲委任為董事, 並於2013年9月30日調任非執行董事。彼負責協助董事會制定本集團的策略性規劃, 帶領董事會以確保董事會能夠履行其職務並有效地進行其職責, 並確保於本集團內實施適當的企業管治常規及程序。然而, 彼不會參與本集團日常業務管理。

施先生於物業開發及物業投資方面擁有逾27年經驗。施先生現為眾安(股份代號: 00672)之執行董事、主席兼行政總裁。施先生歷任杭州蕭山區(原稱蕭山市)財政稅務局稅務專員和杭州蕭山銀河房地產開發有限公司總經理。施先生於2007年6月完成上海國家會計學院舉辦的高層管理人員工商管理碩士課程(金融財務方向)並獲得財務總監資格培訓證書。於2005年至2006年, 施先生完成哈佛大學、清華大學、香港大學及美國陸軍軍官學校專為全球化及房地產發展商行政人員合辦的課程及於2006年7月完成浙江大學房地產公司總裁班課程。施先生於2017年5月獲得上海高級金融學院(SAIF)與美國亞利桑那州立大學(ASU)凱瑞商學院合辦的工商管理博士學位。施先生亦為餘下眾安集團及本集團若干成員公司董事。施先生為全好管理有限公司(本集團的控股股東)之唯一董事及唯一股東。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層的履歷

Mr. Tang Min (唐岷先生), aged 64, is the non-executive Director of the Company and vice chairperson of the Board since 3 April 2020. He is responsible for the formulation of development strategies. He is a senior economist.

Independent non-executive Directors

Mr. Ng Sze Yuen, Terry (吳士元先生), aged 60, is an independent non-executive Director and vice chairperson of the Board. He was appointed as an independent non-executive Director on 31 May 2014. He has over 32 years of experience in operation and management and is now the chief executive officer and an executive director of L'AVENUE International Holdings Limited, a private company in Hong Kong. His leadership responsibilities include strategic planning, financial investments, management of property development and investment portfolio, both in Hong Kong and overseas. Since October 2017, he has been appointed as an independent non-executive director of Sun Hing Printing Holdings Limited (stock code: 01975), a company whose shares are listed on the main board of the Stock Exchange and provides independent views to the board as well as its audit committee and nomination committee. Mr. Ng was an executive director of Hang Lung Group Limited (stock code: 00010), Hang Lung Properties Limited (stock code: 00101) and Giordano International Limited (stock code: 00709), companies whose shares are listed on the main board of the Stock Exchange, respectively. He also worked at the Stock Exchange and held various positions. Mr. Ng is a fellow member of CPA Australia.

Mr. Xu Chengfa (須成發先生), aged 67, is an independent non-executive Director. He was appointed as an independent non-executive Director on 31 May 2014. Mr. Xu has over 23 years of experience in banking operations and management. He worked in the Hong Kong Branch of Bank of Communications Co., Ltd. (stock code: 03328), a company whose shares are listed on the main board of the Stock Exchange and held various positions including senior manager of investment banking department, senior manager of corporate services department, assistant general manager, deputy general manager, deputy chief executive officer and consultant.

唐岷先生，64歲，自2020年4月3日起為本公司的非執行董事及董事會副主席。彼負責制定發展策略。彼為高級經濟師。

獨立非執行董事

吳士元先生，60歲，為獨立非執行董事兼董事會副主席。彼於2014年5月31日獲委任為獨立非執行董事。彼於營運及管理方面擁有逾32年經驗。吳先生現任尚嘉國際控股有限公司（香港一間私營公司）的行政總裁兼執行董事，負責掌管策略規劃、財務投資及管理香港和海外之物業發展及投資組合。彼自2017年10月獲委任為新興印刷控股有限公司（股份代號：01975）（其股份於聯交所主板上市之公司）獨立非執行董事，給予董事會、審核委員會及提名委員會獨立意見。吳先生曾獲委任為恒隆集團有限公司（股份代號：00010）、恒隆地產有限公司（股份代號：00101）及佐丹奴國際有限公司（股份代號：00709）（股份分別於聯交所主板上市之公司）執行董事。彼亦曾於聯交所工作，擔任多項職務。吳先生為澳洲會計師公會的資深會員。

須成發先生，67歲，為獨立非執行董事。彼於2014年5月31日獲委任為獨立非執行董事。須先生在銀行業務和管理方面擁有逾23年的經驗。彼曾於交通銀行股份有限公司（股份代號：03328）（其股份於聯交所主板上市之公司）香港分行工作，擔任多項職務包括投資銀行部高級經理、企業服務部高級經理、助理總經理、副總經理及副行政總裁及顧問。

Mr. Yim Chun Leung (嚴振亮先生), aged 58, is an independent non-executive Director. He was appointed as an independent non-executive Director on 31 May 2014. Mr. Yim has over 35 years of experience in auditing, accounting and finance fields. He is the independent non-executive Director who has the qualifications and experience to meet the requirements under Rule 3.10(2) of the Listing Rules.

Mr. Yim is a non-practicing member of the Hong Kong Institute of Certified Public Accountants, a fellow of the Association of Chartered Certified Accountants and an associate of the Institute of Chartered Accountants in England and Wales. He also possesses a master's degree in business administration.

Mr. Yim is also an executive director of Jacobson Pharma Corporation Limited (a company whose shares are listed on the main board of the Stock Exchange, stock code: 02633) which, together with its group companies, are principally engaged in development, production, marketing and sale of generic drugs and proprietary medicines. Mr. Yim had served in numerous companies listed on the main board of the Hong Kong Stock Exchange which included an executive director and chief executive officer of LVGEM (China) Real Estate Investment Company Limited (formerly known as New Heritage Holdings Ltd.) (stock code: 00095) since December 2004 and July 2014 respectively until he resigned in March 2016, the financial controller of Soundwill Holdings Limited (stock code: 00878) from May 2002 to June 2004, the chief financial officer of Sinolink Worldwide Holdings Limited (stock code: 01168) from December 2000 to February 2002, an executive director of N P H International Holdings Limited (currently known as Concord New Energy Group Limited, stock code: 00182) from 1998 to April 1999 and the finance director of Tysan Holdings Limited (stock code: 00687) from January 1994 to January 1998.

SENIOR MANAGEMENT

Mr. Fang Bin (方彬先生) is the executive vice-president of the Group, and is responsible for operations of film and television culture, cultural tourism and human resource and administration. Mr. Fang joined China New City in July 2016. Prior to joining the Group, he worked in Hangzhou Branch of Huaxia Bank for investment sector from February 2012 to June 2016 and has many years of experience in financial investment and business negotiation. Mr. Fang holds a Master's Degree in finance and economics from the University of Warwick in September 2012.

嚴振亮先生，58歲，為獨立非執行董事。彼於2014年5月31日獲委任為獨立非執行董事。嚴先生於審計、會計及財務方面已積逾35年經驗。彼為獨立非執行董事，具備上市規則第3.10(2)條所規定的資格及經驗。

嚴先生為香港會計師公會非執業會員、特許公認會計師公會資深會員及英格蘭及威爾斯特許會計師公會會員。彼同時擁有工商管理碩士學位。

嚴先生同時擔任雅各臣科研製藥有限公司（其股份於聯交所主板上市之公司，股份代號：02633）之執行董事。雅各臣科研製藥有限公司及其集團公司主要從事非專利藥及品牌成藥開發、生產、營銷與銷售業務。嚴先生亦曾任職多間在香港聯交所主板上市之公司，其中包括分別自2004年12月及2014年7月起擔任綠景（中國）地產投資有限公司（前稱新澤控股有限公司）（股份代號：00095）之執行董事及行政總裁並於2016年3月辭任，於2002年5月至2004年6月擔任金朝陽集團有限公司（股份代號：00878）之財務總監，於2000年12月至2002年2月擔任百仕達控股有限公司（股份代號：01168）之首席財務官，於1998年至1999年4月擔任南北行國際集團有限公司（現稱協合新能源集團有限公司，股份代號：00182）之執行董事及於1994年1月至1998年1月擔任泰昇集團控股有限公司（股份代號：00687）之財務董事。

高級管理層

方彬先生，為本集團常務副總裁，分管影視文化、文旅及人力行政中心之營運。方先生於2016年7月加入中國新城市。於加入本集團前，彼自2012年2月至2016年6月華夏銀行杭州分行投資部工作，具有多年金融投資、業務洽談經驗。方先生於2012年9月獲得英國華威大學金融與經濟專業碩士學位。

COMPANY SECRETARY

Mr. Chong Yuk Fai (莊旭輝先生) has been appointed as the financial controller and Company Secretary of the Company with effect from 30 November 2019. Mr. Chong has over 16 years of experience in auditing, accounting and corporate finance. Prior to joining the Company, Mr. Chong had worked for an international accounting firm providing assurance services and a number of listed companies in Hong Kong responsible for financial management. Mr. Chong holds a bachelor degree in Accounting and Finance from The University of Hong Kong and is a member of the Hong Kong Institute of Certified Public Accountants.

公司秘書

莊旭輝先生已獲委任為本公司財務總監及公司秘書，由2019年11月30日起生效。莊先生於審計、會計及企業融資方面擁有逾16年經驗。於加入本公司前，莊先生曾任職於一間國際會計師事務所，為多間香港上市公司提供核證服務，負責財務管理。莊先生持有香港大學會計及金融學學士學位，並為香港會計師公會會員。

THE REPORT OF DIRECTORS

董事會報告

The board (“Board”) of directors (the “Directors”) of China New City Commercial Development Limited (the “Company”) are pleased to present their annual report to shareholders of the Company (the “Shareholders”) and the audited financial statements of the Company and its subsidiaries (hereinafter collectively referred to as the “Group”) for the year ended 31 December 2019 (“the year under review”).

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The Group is principally engaged in commercial property development, leasing and hotel operations. The nature of the principal activities has not changed during the year under review.

BUSINESS REVIEW, KEY PERFORMANCE INDICATORS AND FUTURE DEVELOPMENT

A discussion on the business review of the Group and an analysis of the performance of the Group based on certain financial key performance indicators for the year under review are set out in the section headed “Management Discussion and Analysis” of this annual report.

RESULTS AND DIVIDENDS

The Group’s profit for the year under review and the state of affairs of the Company and the Group at 31 December 2019 are set out in the financial statements on pages 98 to 104.

The Board has not recommended the payment of final dividend for the year ended 31 December 2019 (2018: Nil).

SUMMARY OF CONSOLIDATED FINANCIAL INFORMATION

A summary of the published results and assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the audited financial statements is set out on page 276. This summary does not form part of the audited financial statements.

PROPERTY AND EQUIPMENT, AND INVESTMENT PROPERTIES

Details of movements in the property and equipment, and investment properties of the Group during the year under review are set out in notes 12 and 13 to the financial statements respectively. Further details of the Group’s investment properties are set out on pages 202 to 217.

中國新城市商業發展有限公司(「本公司」)董事(「董事」)會(「董事會」)欣然提呈本公司及其附屬公司(下文稱為「本集團」)截至2019年12月31日止年度(「回顧年度」)的年報及經審核財務報表予本公司股東(「股東」)。

主要業務

本公司為投資控股公司。本集團的主要業務為商業地產開發、租賃及酒店運營。於回顧年度內，主要業務的性質並無改變。

業務回顧、關鍵表現指標及未來發展

本集團業務回顧之討論及根據回顧年度內若干財務關鍵表現指標進行之本集團表現分析已載於本年報之「管理層討論與分析」一節。

業績及股息

本集團於回顧年度的利潤，連同本公司及本集團於2019年12月31日的事務狀況，載於財務報表第98至104頁。

董事會不建議派發截至2019年12月31日止年度末期股息(2018年：無)。

綜合財務資料概要

本集團摘錄自經審核財務報表的最近五個財政年度的已刊發業績，以及資產、負債和非控股權益概要載於第276頁。此概要並非經審核財務報表的一部份。

物業及設備及投資物業

本集團於回顧年度內的物業及設備及投資物業的變動詳情分別載於財務報表附註12及13。本集團投資物業的進一步資料載於第202至217頁。

PRINCIPAL RISKS AND UNCERTAINTIES

The Group's principal risks and uncertainties are set out under the paragraph headed "Principal Risks and Key Controls" in the section headed "Corporate Governance Report" of this annual report.

KEY RELATIONSHIPS

An account of the Group's key relationships with its employees, customers and suppliers are set out in the paragraph headed "Relationships with Employees, Customers and Suppliers" under the section headed "Management Discussion and Analysis" of this annual report.

ENVIRONMENTAL POLICIES

A discussion on the Group's environmental policies and performance is set out in the paragraph headed "Environment Policies and Performance" under the section headed "Management Discussion and Analysis" of this annual report.

BORROWINGS AND INTEREST CAPITALISED

Borrowings repayable on demand or within one year are classified under current liabilities. Details of the long-term borrowings are set out in note 29 to the consolidated financial statements. Interest and other borrowing costs capitalised by the Group during the year are set out in note 7 to the consolidated financial statements.

SHARE CAPITAL

Details of the movements in share capital of the Company during the year under review are set out in note 30 to the financial statements.

EQUITY-LINKED AGREEMENTS

Other than the Scheme as disclosed in the section headed "The Report of Directors – Share Option Scheme" of this annual report and note 31 to the financial statements respectively, no equity-linked agreements were entered into by the Company during the year under review or subsisted at the end of the year under review.

主要風險及不確定因素

本集團之主要風險及不確定因素載於本年報之「企業管治報告」一節內之「主要風險及關鍵監控」一段。

主要關係

本集團與其僱員、客戶及供應商之主要關係報告載於本年報之「管理層討論與分析」一節項下之「與僱員、客戶及供應商的關係」一段。

環保政策

有關本集團環保政策及表現之討論載於本年報之「管理層討論與分析」一節項下之「環保政策及績效」一段。

借款及資本化利息

須按要求或於一年內償還之借款分類為流動負債。長期借款詳情載於綜合財務報表附註29。本集團於年內資本化之利息及其他借款成本載於綜合財務報表附註7。

股本

本公司於回顧年度內股本的變動詳情載於財務報表附註30。

股票掛鈎協議

除了在本年報之「董事會報告－購股權計劃」一節和財務報表附註31分別披露之計劃外，本公司沒有股票掛鈎協議於回顧年度內簽訂或於本回顧年度末仍存在。

RESERVES

Details of the movements in the reserves of the Group during the year under review are set out in the consolidated statement of changes in equity and note 32 to the financial statements.

DISTRIBUTABLE RESERVES

As at 31 December 2019, the Company's accumulated losses amounted to approximately RMB50,144,000 and the Company's share premium amounted to RMB721,694,000. By passing an ordinary resolution of the Company, dividends may also be declared and paid out of share premium account or any other fund or account which can be authorized for this purpose in accordance with the Companies Law of the Cayman Islands.

SHARE OPTION SCHEME

The details of the share option scheme (the "Scheme") approved by the Shareholders on 20 May 2015 (the "Adoption Date") are disclosed below pursuant to the requirements under Chapter 17 of the Rules (the "Listing Rules") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"):

1. Purposes of the scheme

The purpose of the Scheme is to enable the Group to grant options to selected participants as incentives or rewards for their contribution to the Group. The Directors consider the Scheme, with its broadened basis of participation, will enable the Group to reward the employees, the Directors and other selected participants for their contributions to the Group. Given that the Directors are entitled to determine any performance targets to be achieved as well as the minimum period that an option must be held before an option can be exercised on a case by case basis, and that the exercise price of an option cannot in any event fall below the price stipulated in the Listing Rules or such higher price as may be fixed by the Directors, it is expected that grantees of an option will make an effort to contribute to the development of the Group so as to bring about an increased market price of the Shares in order to capitalise on the benefits of the options granted.

儲備

本集團於回顧年度內的儲備變動詳情載於綜合權益變動表及財務報表附註32。

可分派儲備

於2019年12月31日，本公司的累計損失約為人民幣50,144,000元，而本公司的股份溢價為人民幣721,694,000元。經本公司普通決議案通過，股息亦可從股份溢價賬或按照開曼群島公司法就此獲授權的任何其他資金或賬戶宣派及支付。

購股權計劃

有關股東於2015年5月20日（「採納日期」）批准的購股權計劃（「計劃」）的詳情根據於香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）第17章規定披露如下：

1. 計劃之目的

計劃旨在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之獎勵或回報。董事認為，計劃憑藉其經擴大參與基礎將使本集團可獎勵僱員、董事及其他選定參與者對本集團所作之貢獻。鑒於董事有權按個案釐定須達到之任何表現目標以及獲授購股權後於可行使前須持有之最短期間，及購股權之行使價於任何情況下均不得低於上市規則規定之價格或董事可能釐定的有關較高價格，預期購股權承授人將致力貢獻本集團發展，提升股份市價，以實現獲授購股權之利益。

2. Participants of the Scheme

The Board may, at its absolute discretion, invite any person belonging to any of the following classes of participants, to take up options to subscribe for Shares:

- (a) any employee (whether full-time or part-time including any executive Director but excluding any non-executive Director) of the Company, any of the Company's subsidiaries or any entity ("Invested Entity") in which any member of the Group holds an equity interest;
- (b) any non-executive Directors (including independent non-executive Directors) of the Company, any of the Company's subsidiaries or any Invested Entity;
- (c) any supplier of goods or services to any member of the Group or any Invested Entity;
- (d) any customer of any member of the Group or any Invested Entity;
- (e) any person or entity that provides research, development or other technological support to any member of the Group or any Invested Entity;
- (f) any adviser (professional or otherwise) or consultant to any area of business or business development of any member of the Group or any Invested Entity;
- (g) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group;

and, for the purposes of the Scheme, the offer for the grant of option may be made to any company wholly owned by one or more persons belonging to any of the above classes of participants.

For avoidance of doubt, the grant of any options by the Company for the subscription of Shares or other securities of the Group to any person who falls within any of the above classes of participants shall not, by itself, unless the Board otherwise determine, be construed as a grant of option under the Scheme.

2. 計劃的參與者

董事會可全權酌情邀請屬於下列參與者類別之任何人士接納可認購股份之購股權：

- (a) 本公司或其任何附屬公司或本集團任何成員公司持有股權之任何實體（「所投資實體」）之任何全職或兼職僱員（包括任何執行董事但不包括任何非執行董事）；
- (b) 本公司、本公司任何附屬公司或任何所投資實體的任何非執行董事（包括獨立非執行董事）；
- (c) 本集團任何成員公司或任何所投資實體之任何貨品或服務供應商；
- (d) 本集團任何成員公司或任何所投資實體之任何客戶；
- (e) 向本集團任何成員公司或任何所投資實體提供研發或其他技術支援之任何人士或實體；
- (f) 本集團任何成員公司或任何所投資實體業務任何方面或業務發展之任何專業或其他諮詢人或顧問；
- (g) 已經或可能透過合營公司、業務聯盟或其他業務安排對本集團發展及增長作出貢獻的任何其他組別或類別的參與者；

而就計劃而言，可向屬於上述任何類別參與者的一名或多名人士全資擁有之任何公司要約授出購股權。

為免存疑，除董事會另行決定外，本公司向屬於上述參與者任何類別之人士授出可認購股份或本集團其他證券之任何購股權本身並不被詮釋為根據計劃授出購股權。

The eligibility of any of the above class of participants to an offer for the grant of any option shall be determined by the Board from time to time on the basis of the Board's opinion as to his contribution to the development and growth of the Group.

3. Maximum number of the Shares available for Subscription

- (a) The maximum number of Shares which may be allotted and issued upon the exercise of all outstanding options granted and yet to be exercised under the Scheme and any other share option scheme adopted by the Group must not in aggregate exceed 30% of the share capital of the Company in issue from time to time.
- (b) The total number of the Shares which may be allotted and issued upon the exercise of all options (excluding, for this purpose, options which have lapsed in accordance with the terms of the Scheme and any other share option scheme of the Group) to be granted under the Scheme and any other share option scheme of the Group must not in aggregate exceed 10% of the number of Shares in issue as at the date of approval of the Scheme ("General Scheme Limit").
- (c) Subject to (a) above but without prejudice to (d) below, the Company may seek approval of the Shareholders in general meeting to refresh the General Scheme Limit provided that the total number of Shares which may be allotted and issued upon exercise of all options to be granted under the Scheme and any other share option scheme of the Group must not exceed 10% of the number of Shares in issue as at the date of approval of the refreshed limit and, for the purpose of calculating the refreshed limit, options (including those outstanding, cancelled, lapsed or exercised in accordance with the Scheme and any other share option scheme of the Group) previously granted under the Scheme and any other share option scheme of the Group will not be counted. The circular sent by the Company to the Shareholders shall contain, among other information, the information required under Rule 17.02(2)(d) of the Listing Rules and the disclaimer required under Rule 17.02(4) of the Listing Rules.

上述各類獲授任何購股權之參與者之資格不時由董事會按照其認為有關人士對本集團發展及增長所作之貢獻而釐定。

3. 可供認購的最高股份數目

- (a) 因行使所有根據計劃及本集團採納之任何其他購股權計劃已授出而尚未行使之購股權而配發及發行之最高股份數目，合共不得超過本公司不時已發行股本30%。
- (b) 因行使所有根據計劃及本集團任何其他購股權計劃授出之購股權（就此而言，不包括根據計劃及本集團任何其他購股權計劃之條款失效之購股權）而可能配發及發行之股份總數，合共不得超過批准計劃當日已發行股份數目10%（「一般計劃上限」）。
- (c) 在上文第(a)分段的規限下，在不影響下文第(d)分段之情況下，本公司可在股東大會上徵求股東批准更新一般計劃上限，惟因行使所有根據計劃及本集團任何其他購股權計劃授出之購股權而可能配發及發行之股份總數，不得超過批准更新上限當日已發行股份數目10%，而於計算更新上限時，之前已根據計劃及本集團任何其他購股權計劃授出之購股權（包括根據計劃及本集團任何其他購股權計劃尚未行使、已註銷、已失效或已行使之購股權）不予計算。本公司向股東發出之通函應包括（其中包括）上市規則第17.02(2)(d)條規定的資料及上市規則第17.02(4)條規定的免責聲明。

(d) Subject to (a) above and without prejudice to (c) above, the Company may seek separate Shareholders' approval in general meeting to grant options beyond the General Scheme Limit or, if applicable, the refreshed limit referred to in (c) above to participants specifically identified by the Company before such approval is sought. In such event, the Company must send a circular to the Shareholders containing a generic description of the specified participants, the number and terms of options to be granted, the purpose of granting options to the specified participants with an explanation as to how the terms of the options serve such purpose and such other information required under Rule 17.02(2)(d) of the Listing Rules and the disclaimer required under Rule 17.02(4) of the Listing Rules.

4. Maximum entitlement of each participant

The total number of Shares issued and which may fall to be issued upon the exercise of the options granted under the Scheme and any other share option scheme of the Group (including both exercised or outstanding options) to each grantee in any 12-month period shall not exceed 1% of the number of Shares in issue for the time being (the "Individual Limit"). Any further grant of options in excess of the Individual Limit in any 12-month period up to and including the date of such further grant must be separately approved by the Shareholders in general meeting of the Company with such grantee and his close associates (or his associates if the grantee is a connected person of the Company) abstaining from voting. The number and terms (including the exercise price) of options to be granted must be fixed before the approval of the Shareholders and the date of the Board meeting for proposing such further grant should be taken as the date of grant for the purpose of calculating the exercise price under note (1) to Rule 17.03(9) of the Listing Rules.

(d) 在上文第(a)分段的規限下，在不影響上文第(c)分段之情況下，本公司可另行在股東大會上徵求股東批准根據購股權計劃向本公司於徵求批准前特別指明之參與者授出超逾一般計劃上限或（如適用）上文第(c)分段所述更新上限的購股權。在此情況下，本公司須向股東發出通函，載有對特定參與者的一般描述、將予授出購股權數目及條款、授予特定參與者購股權的目的連同購股權的條款如何達成有關目的的解釋以及上市規則第17.02(2)(d)條規定的有關其他資料及上市規則第17.02(4)條規定的免責聲明。

4. 每名參與者所獲最高上限

每名承授人因行使於任何12個月期間內根據計劃及本集團任何其他購股權計劃獲授之購股權（包括已行使或尚未行使之購股權）而已獲發行及可能獲發行之股份總數，不得超過當時已發行股份數目1%（「個人上限」）。倘任何進一步授出購股權將導致於截至及包括再獲授購股權當日止12個月期間內超逾個人上限，則必須另行於本公司股東大會上獲得股東批准，而有關承授人及其緊密聯繫人（或倘承授人為本公司關連人士，則為聯繫人）須放棄投票。向該承授人授出之購股權數目及條款（包括行使價）必須於股東批准前釐定，而於根據上市規則第17.03(9)條附註(1)計算行使價時，為提呈有關進一步授出購股權而舉行之董事會會議日期將視為授出日期。

5. Grant of options to the Directors, chief executive or substantial shareholders of the Company or their respective associates

- (a) Any grant of options under the Scheme to a Director, chief executive or substantial shareholder of the Company or any of their respective associates must be approved by independent non-executive Directors (excluding independent non-executive Director who or whose associates is the proposed grantee of the options).
- (b) Where any grant of options to a substantial shareholder or an independent non-executive Director or any of their respective associates would result in the Shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:
- (i) representing in aggregate over 0.1% of the Shares in issue; and
 - (ii) having an aggregate value, based on the closing price of the Shares at the date of each offer for the grant, in excess of HK\$5 million;

such further grant of options must be approved by Shareholders in general meeting. The Company must send a circular to the Shareholders. The grantee, his associates and all core connected persons of the Company must abstain from voting in favour at such general meeting, except that any connected person may vote against the relevant resolution at the general meeting provided that his intention to do so has been stated in the circular. Any vote taken at the meeting to approve the grant of such options must be taken on a poll. Any change in the terms of options granted to a substantial shareholder or an independent non-executive Director or any of their respective associates must be approved by the Shareholders in general meeting.

5. 向本公司董事、主要行政人員或主要股東或彼等各自之聯繫人授出購股權

- (a) 根據計劃向本公司董事、主要行政人員或主要股東或任何彼等各自之聯繫人授出任何購股權必須獲得獨立非執行董事（不包括身為購股權建議承授人之獨立非執行董事或其聯繫人）批准。
- (b) 倘向主要股東或獨立非執行董事或任何彼等各自之聯繫人授出任何購股權將導致該人士因行使於截至及包括獲授購股權當日止12個月期間內已獲授及將獲授之所有購股權（包括已行使、註銷及尚未行使之購股權）而已獲發行及將獲發行之股份：
- (i) 總數超過已發行股份0.1%；及
 - (ii) 根據每次建議授出當日股份收市價計算之總值超逾5,000,000港元；

則該等進一步授出購股權必須在股東大會上獲得股東批准。本公司須向股東發出通函。承授人、其聯繫人及本公司所有核心關連人士須於有關股東大會上放棄投贊成票，惟任何關連人士可於有關股東大會上就相關決議案投反對票（前提為其已於通函中表明其擬如此行事）則除外。於大會上批准授出有關購股權的任何表決須以投票方式進行。授予主要股東或獨立非執行董事或任何彼等各自聯繫人的購股權之條款之任何變動須由股東於股東大會上批准。

6. Minimum period for which an option must be held before it can be exercised and the exercise period of the option:

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period to be determined and notified by the Board to each grantee, which period may commence from the date of the offer for the grant of options is made, but shall end in any event not later than 10 years from the date of grant of the option subject to the provisions for early termination thereof. Unless otherwise determined by the Board and stated in the offer for the grant of options to a grantee, there is no minimum period required under the Scheme for the holding of an option before it can be exercised.

7. Amount payable on acceptance of the option and the period within which payment must be made:

A nominal consideration of HK\$1 is payable on acceptance of the grant of an option and options may be accepted by a participant within 21 days from the date of the offer of grant of the option.

8. Basis of determining the exercise price:

The exercise price for the Shares under the Scheme shall be a price determined by the Board, but shall not be less than the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of the offer for the grant, which must be a business day; (ii) the average closing price of Shares as stated in the Stock Exchange's daily quotations for the five business days immediately preceding the date of the offer for the grant; and (iii) the nominal value of a Share.

9. Remaining life of the Scheme:

The Scheme became effective on 20 May 2015 and unless otherwise cancelled or amended, will remain in force for a period of 10 years from that date.

6. 於購股權可獲行使前必須持有購股權的最低期限及購股權的行使期限：

購股權可於董事會決定並知會各承授人之期間隨時根據購股權計劃之條款行使。上述行使期可自建議授出購股權當日起計，惟無論如何不得遲於授出購股權當日起計10年，並須受有關提早終止的條文規限。除董事會另有決定並於向承授人提出有關授出購股權之建議內列明外，計劃並無規定於行使購股權前必須持有購股權之最低期限。

7. 接納購股權時應付款項及必須作出付款的期限：

接納授出購股權時須支付1港元名義代價及參與者可於建議授出購股權當日起計21日內接納購股權。

8. 釐定行使價的基準：

計劃下股份之行使價由董事會釐定，惟不得低於(i)建議授出當日(須為營業日)聯交所每日報價表所列股份之收市價；(ii)於緊接建議授出當日前五個營業日聯交所每日報價表所列之股份平均收市價；及(iii)股份面值(以最高者為準)。

9. 該計劃的剩餘有限期：

計劃於2015年5月20日生效，並且除非經另行註銷或修改外，將於該日起十年內一直有效。

OUTSTANDING OPTIONS

In 2019, no option was granted, exercised or cancelled by the Company or had lapsed under the Scheme. There was no outstanding option under the Scheme as at 31 December 2019 as no option had been granted during the relevant period or before that.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association or the Companies Law of the Cayman Islands, which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

MAJOR CUSTOMERS AND SUPPLIERS

The sales attributable to the five largest customers of the Group accounted for approximately 4% of the Group's consolidated revenue for the year under review.

The purchases attributable to the five largest suppliers of the Group accounted for about 32% of the Group's consolidated purchases for the year under review.

The largest supplier of the Group accounted for about 19% of the Group's consolidated purchases for the year under review.

None of the Directors, their close associates (as defined in the Listing Rules) or any Shareholders (who or which to the knowledge of the Directors owns more than 5% of the Company's issued share capital) has any interest in any of the Group's five largest suppliers.

尚未行使的購股權

於2019年，概無根據計劃授出、行使、被本公司註銷或已經失效的購股權。於2019年12月31日，計劃項下並無尚未行使的購股權，皆因在相關期間或之前並無授出購股權。

優先購買權

本公司的章程細則或開曼群島公司法並無優先購買權的條文，使本公司有責任按比例向現有股東提呈發售新股份。

主要客戶及供應商

本集團五大客戶應佔的銷售額，佔本集團於回顧年度內綜合收入的約4%。

本集團五大供應商應佔的採購額，佔本集團於回顧年度內綜合採購額約32%。

本集團最大的供應商佔本集團於回顧年度內綜合採購額約19%。

董事、其緊密聯繫人（定義見上市規則）或任何股東（就董事所知擁有本公司已發行股本超過5%者）概無於本集團任何五大供應商擁有任何權益。

DIRECTORS

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

Executive Directors

Mr. Shi Nanlu (*Chief Executive Officer*) (appointed on 3 April 2020)

Mr. Liu Bo (*Vice President*) (appointed on 3 April 2020)

Mr. Dong Shuixiao (*Chief Executive Officer*) (resigned on 3 April 2020)

Ms. Jin Ni (*Vice Chairperson and Vice President*)
(resigned on 3 April 2020)

Ms. Tang Yiyan (*Vice President*)

Non-executive Director

Mr. Shi Kancheng (alias Shi Zhongan) (*Chairperson*)

Mr. Tang Min (*Vice Chairperson*) (appointed on 3 April 2020)

Independent Non-executive Directors

Mr. Ng Sze Yuen, Terry (*Vice Chairperson*)

Mr. Xu Chengfa

Mr. Yim Chun Leung

The Company has received, from each of the independent non-executive Directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules and the Company considers all of the independent non-executive Directors to be independent.

CHANGES IN DIRECTORS' INFORMATION

Save as disclosed in the "Biographical Details of Directors and Senior Management" of this annual report, there were no change in the Directors information subsequent to the publication of the interim report of the Company for the six months ended 30 June 2019.

董事

於回顧年度內及直至本報告日期在任的董事如下：

執行董事

施南路先生 (行政總裁)

(於2020年4月3日獲委任)

劉波先生 (副總裁)

(於2020年4月3日獲委任)

董水校先生 (行政總裁)

(於2020年4月3日辭任)

金妮女士 (副主席及副總裁)

(於2020年4月3日辭任)

唐怡燕女士 (副總裁)

非執行董事

施侃成先生 (又名施中安) (主席)

唐岷先生 (副主席)

(於2020年4月3日獲委任)

獨立非執行董事

吳士元先生 (副主席)

須成發先生

嚴振亮先生

本公司已接獲獨立非執行董事各自根據上市規則第3.13條就其獨立性發出的年度確認書，且本公司認為所有獨立非執行董事均為獨立。

董事資料變動

除本年報之「董事及高級管理層的履歷」所披露者外，董事資料於本公司刊發截至2019年6月30日止六個月之中期報告後概無變動。

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save for the transactions as disclosed in this report notes 2 and 35 to the consolidated financial statements and in the section headed "Continuing Connected Transactions" of the Prospectus and the supplemental prospectus dated 30 June 2014 ("Supplemental Prospectus"), there was no transactions, arrangements or contracts of significance in relation to the Group's business to which the Company, any of its subsidiaries or its holding company was a party and in which a Director is or was materially interested, whether directly or indirectly, subsisted during or at the end of the year under review.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and senior management of the Group are set out on pages 66 to 70 of this annual report.

DIRECTORS' SERVICE CONTRACTS

Each of Mr. Shi Nanlu and Mr. Liu Bo, all being the executive Directors, has entered into a service contract with the Company pursuant to which he agreed to act as the executive Director for a term of three years with effect from 3 April 2020, which is automatically renewable for a successive term of one year from the next day upon the expiry of the appointment.

Ms. Tang Yiyang, being executive Director, has entered into a service contract with the Company pursuant to which she agreed to act as the executive Director for a term of three years with effect from 31 May 2014, which is automatically renewable for a successive term of one year from the next day upon the expiry of the appointment.

董事於重大合同的權益

除本報告綜合財務報表附註2及35，招股章程以及於2014年6月30日之補充招股章程（「補充招股章程」）「持續關連交易」一節所披露之交易外，本公司、其任何附屬公司或其控股公司概無訂立於回顧年度內或回顧年度末存續而且董事現時或曾經於其中直接或間接擁有重大權益之有關本集團業務的重大交易、安排或合約。

董事及高級管理層的履歷

本公司的董事及高級管理層的履歷詳情載於本年報的第66至第70頁。

董事的服務合同

施南路先生及劉波先生（均為執行董事）已與本公司訂立服務合同，據此，彼等同意擔任執行董事，由2020年4月3日起計，為期三年，並於聘任年期屆滿後翌日自動續約一年。

唐怡燕女士（為執行董事）已與本公司訂立服務合同，據此，彼同意擔任執行董事，由2014年5月31日起計，為期三年，並於聘任年期屆滿後翌日自動續約一年。

THE REPORT OF DIRECTORS

董事會報告

Mr. Shi Kancheng, being non-executive Director, has been appointed for an initial term of three years with effect from 31 May 2014, which is automatically renewable for a successive term of one year from the next day upon the expiry of the appointment.

Mr. Tang Min, being the non-executive Director, has entered into a service contract with the Company for an initial term of three years with effect from 3 April 2020, which is automatically renewable for a successive term of one year from the next day upon the expiry of the appointment.

Each of Mr. Ng Sze Yuen, Terry, Mr. Xu Chengfa and Mr. Yim Chun Leung, all being independent non-executive Directors, has been appointed for an initial term of three years with effect from 31 May 2014, which is automatically renewable for a successive term of one year from the next day upon the expiry of the appointment.

No Director (including the Directors proposed to be re-elected at the AGM) has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

施侃成先生（為非執行董事）的初始任期由2014年5月31日起計，為期三年，並於聘任年期屆滿後翌日自動續約一年。

唐岷先生（為非執行董事）已與本公司訂立服務合同，由2020年4月3日起計，初步為期三年，並於聘任年期屆滿後翌日自動續約一年。

吳士元先生、須成發先生及嚴振亮先生（全為獨立非執行董事）各自的初始任期由2014年5月31日起計，為期三年，並於聘任年期屆滿後翌日自動續約一年。

概無董事（包括擬於股東週年大會上重選連任的董事）已與本公司訂立任何不可由本公司於一年內無償終止（法定賠償以外）的服務合同。

DIRECTORS' AND SENIOR MANAGEMENT'S REMUNERATION

The Directors' fees are subject to Shareholders' approval at general meetings. Other emoluments are determined by the Board with reference to directors' duties, responsibilities and performance and the results of the Group. Details of the Directors' remuneration during the year under review is set out in note 8 to the consolidated financial statements.

During the years ended 31 December 2019 and 31 December 2018, no remuneration was paid by the Group to any of the directors and chief executive or the five highest paid individuals as an inducement to join or as compensation for loss of office.

No forfeited contribution is available to reduce the contribution payable in the future years as of 31 December 2019.

The band of the remuneration of senior management personal and related number of members of senior management personnel are as follows:

Remuneration band (RMB)	薪酬組別 (人民幣)
Nil to 1,000,000	零至1,000,000元
1,000,001 to 1,500,000	1,000,001元至1,500,000元

PERMITTED INDEMNITY PROVISION

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

董事及高級管理層的薪酬

董事的袍金須於股東大會上獲得股東批准。其他酬金乃由董事會參考董事之職務、職責以及本集團之表現及業績而釐定。董事於回顧年度內的酬金詳情載於綜合財務報表附註8。

於截至2019年12月31日和2018年12月31日止年度內，概無報酬是由本集團支付予任何董事、主要行政人員或五名最高薪人士，以促使加入或作為離職補償。

沒有被沒收的供款可供削減截至2019年12月31日之未來幾年之應付供款。

高級管理人員薪酬組別以及相關高級管理人員成員人數如下：

2019 2019年 Number of individuals 人數	2018 2018年 Number of Individuals 人數
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4	3
1	2

獲准許彌償條文

根據本公司細則，本公司於整個回顧年度內及於批准本董事會報告之日期為董事之利益施行獲准許彌償條文（定義見公司條例第469條），據此，本公司須向任何董事彌償因身為董事產生之與彼所涉及任何法律程序有關之任何負債、蒙受之虧損及引致之開支，惟於任何情況下倘尋求彌償之事宜乃因董事欺詐或失信所致則除外。本公司已為董事及高級職員有關因公司活動產生之針對董事之法律行動責任投購保險。投購保險乃每年檢討。於回顧年度內，並無針對董事之索償。

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

董事及最高行政人員於本公司或任何相聯法團的股份、相關股份及債權證的權益及淡倉

As at 31 December 2019, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (the "SFO")), as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

於2019年12月31日，本公司董事及最高行政人員於本公司或任何相聯法團（按香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部的涵義）的股份、相關股份及債權證擁有須記入根據證券及期貨條例第352條規定存置的登記冊內之權益及淡倉，或根據標準守則須另行知會本公司及聯交所之權益及淡倉如下：

Name of Director	Name of Group member/ associated corporation	Capacity/nature of interest	Number of share(s) held	Approximate percentage of shareholding
董事姓名	本集團成員公司/ 相聯法團名稱	身份／權益性質	所持股份數目 (Note 1) (附註1)	股權概約百分比
Mr. Shi Kancheng	The Company	Interest of controlled corporations (Note 2)	1,315,787,594 shares of HK\$0.10 each (L)	65.36%
施侃成先生	本公司	受控制法團的權益(附註2)	1,315,787,594股每股面值 0.10港元股份(L)	
	Zhong An	Interest of controlled corporation (Note 3)	3,262,411,200 shares of HK\$0.10 each (L)	57.05%
	眾安	受控制法團的權益(附註3)	3,262,411,200股每股面值 0.10港元股份(L)	
		Beneficial owner (Note 4)	4,600,000 shares of HK\$0.10 each (L)	0.08%
		實益擁有人(附註4)	4,600,000股每股面值 0.10港元股份(L)	
	Whole Good	Beneficial owner	1 share of US\$1.00 (L)	100%
	全好	實益擁有人	1股面值1.00美元股份(L)	

Name of Director	Name of Group member/ associated corporation 本集團成員公司/ 相聯法團名稱	Capacity/nature of interest 身份/權益性質	Number of share(s) held 所持股份數目 (Note 1) (附註1)	Approximate percentage of shareholding 股權概約百分比
Ms. Jin Ni	Zhong An	Beneficial owner (Note 5)	3,722,480 shares of HK\$0.10 each (L)	0.07%
金妮女士	眾安	實益擁有人(附註5)	3,722,480股每股面值 0.10港元股份(L)	
Mr. Dong Shuixiao	Zhong An	Beneficial owner (Note 6)	3,722,480 shares of HK\$0.10 each (L)	0.07%
董水校先生	眾安	實益擁有人(附註6)	3,722,480股每股面值 0.10港元股份(L)	
Ms. Tang Yiyang	Zhong An	Beneficial owner (Note 7)	600,000 shares of HK\$0.10 each (L)	0.01%
唐怡燕女士	眾安	實益擁有人(附註7)	600,000股每股面值 0.10港元股份(L)	

Notes:

- The letter "L" denotes the person's long position in the shares and underlying shares of the Company or the relevant associated corporation.
- Among these 1,315,787,594 ordinary shares of HK\$0.10 each in the Company ("Shares"), 1,284,484,000 Shares are held by Ideal World Investments Limited ("Ideal World"), a wholly owned subsidiary of Zhong An. The entire issued shares of Zhong An are owned as to about 57.05% by Whole Good Management Limited ("Whole Good"), which is wholly owned by Mr. Shi Kancheng. In addition, 31,303,594 Shares are held by Whole Good. By virtue of the SFO, Mr. Shi Kancheng is taken to be interested in the Shares in which each of Ideal World and Whole Good is interested.
- These shares are held by Whole Good. By virtue of the SFO, Mr. Shi Kancheng is deemed to be interested in the shares of Zhong An in which Whole Good is interested.
- These shares represent the underlying shares in Zhong An comprised in the options granted to and held by Mr. Shi Kancheng pursuant to its share option scheme adopted on 15 May 2009.
- These shares represent the underlying shares in Zhong An comprised in the options granted to and held by Ms. Jin Ni pursuant to its share option scheme adopted on 15 May 2009.

附註:

- 字母「L」代表該人士於本公司或有關相聯法團股份及相關股份的好倉。
- 於此等本公司1,315,787,594股每股面值0.10港元之普通股(「股份」)中,其中1,284,484,000股股份由眾安的全資附屬公司Ideal World Investments Limited(「Ideal World」)持有。眾安的全部已發行股份由全好管理有限公司(「全好」)(由施侃成先生全資擁有)擁有約57.05%。此外,31,303,594股股份由全好持有。根據證券及期貨條例,施侃成先生被視為為Ideal World及全好各自擁有權益的股份中擁有權益。
- 此等股份由全好持有。根據證券及期貨條例,施侃成先生被視為為全好所持有的眾安股份中擁有權益。
- 此等股份即眾安的相關股份(包括於根據於2009年5月15日採納的購股權計劃向施侃成先生授出並由施侃成先生持有的購股權)。
- 此等股份即眾安的相關股份(包括於根據於2009年5月15日採納的購股權計劃向金妮女士授出並由金妮女士持有的購股權)。

6. These shares represent the underlying shares in Zhong An comprised in the options granted to and held by Mr. Dong Shuixiao pursuant to its share option scheme adopted on 15 May 2009.
7. These shares represent the underlying shares in Zhong An comprised in the options granted to and held by Ms. Tang Yiyang pursuant to its share option scheme adopted on 15 May 2009.

Save as disclosed above, as at 31 December 2019, none of the Directors and chief executives of the Company had or were deemed under the SFO to have any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations as recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

CONTRACTS OF SIGNIFICANCE

Save as disclosed in the Prospectus, the Supplemental Prospectus and the transactions as disclosed in note 35 to the consolidated financial statements, no controlling shareholder or any of its subsidiaries has any contract of significance with the Company or its subsidiaries during the year under review.

MANAGEMENT CONTRACTS

Save as disclosed in the Prospectus, Supplemental Prospectus and in this annual report, no contracts of significance concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or subsisted during the year under review.

NON-COMPETE UNDERTAKINGS

The Company has received the written confirmation from Ideal World, Zhong An, Whole Good and Mr. Shi Kancheng (collectively, the “Controlling Shareholders”) in respect of the compliance with the provisions of the non-compete undertakings (“Non-compete Undertakings”), entered into between the Controlling Shareholders and the Company as set out in the section headed “Relationship with our Controlling Shareholders – Non-compete Undertakings” of the Prospectus during the year under review.

The independent non-executive Directors had reviewed and confirmed that the Controlling Shareholders have complied with the Non-compete Undertakings and the Non-compete Undertakings has been enforced by the Company in accordance with its terms during the year under review.

6. 此等股份即眾安的相關股份（包括於根據於2009年5月15日採納的購股權計劃向董水校先生授出並由董水校先生持有的購股權）。
7. 此等股份即眾安的相關股份（包括於根據於2009年5月15日採納的購股權計劃向唐怡燕女士授出並由唐怡燕女士持有的購股權）。

除上文所披露者外，於2019年12月31日，本公司董事及主要行政人員概無於本公司或其任何相聯法團之股份、相關股份及債權證擁有或根據證券及期貨條例被視為擁有須記入根據證券及期貨條例第352條存置之登記冊之任何權益或淡倉，或依據標準守則須另行知會本公司及聯交所之任何權益或淡倉。

重大合同

除招股章程、補充招股章程及綜合財務報表附註35所披露之交易外，於回顧年度內，概無控股股東或其任何附屬公司與本公司或其附屬公司訂立任何重大合同。

管理合同

除招股章程、補充招股章程及本年報所披露者外，本公司並無於回顧年度內訂立或存有任何有關本公司全部或任何重大部份業務之管理及行政之重要合同。

不競爭承諾

本公司已自Ideal World、眾安、全好及施侃成先生（統稱為「控股股東」）取得書面確認，內容有關於回顧年度內遵守招股章程「與控股股東之關係—不競爭承諾」一節所載控股股東與本公司訂立之不競爭承諾（「不競爭承諾」）的條文。

獨立非執行董事已審閱及確認，控股股東已遵守不競爭承諾，且本公司已根據其條款於回顧年度內強制執行不競爭承諾。

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the section headed "Directors' and chief executive's interests and short positions in the shares, underlying shares and debentures of the Company or any associated corporation", at no time during the year under review were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or their respective spouses or minor children, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

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

As at 31 December 2019, so far as is known to the Directors, the following persons (other than a Director or the chief executive of the Company) had an interest or short position in the Shares and underlying Shares as recorded in the register required to be kept by the Company under Section 336 of the SFO:

Name of shareholder	Capacity/nature of interest	Number of Shares held	Percentage of the Company's issued share capital
股東名稱	身份／權益性質	所持股份數目 (Note 1) (附註 1)	佔本公司已發行股本百分比
Ideal World	Beneficial owner 實益擁有人	1,284,484,000 Shares (L) 1,284,484,000 股股份(L)	63.80%
Zhong An 眾安	Interest of controlled corporation (Note 2) 受控制法團的權益 (附註2)	1,284,484,000 Shares (L) 1,284,484,000 股股份(L)	63.80%
Whole Good 全好	Interest of controlled corporation (Note 2) 受控制法團的權益 (附註2)	1,284,484,000 Shares (L) 1,284,484,000 股股份(L)	63.80%
	Beneficial owner 實益擁有人	31,303,594 Shares (L) 31,303,594 股股份(L)	1.56%

董事收購股份或債權證的權利

除「董事及最高行政人員於本公司或任何相聯法團的股份、相關股份及債權證的權益及淡倉」一節所披露者外，於回顧年度內任何時間，概無授予任何董事或彼等各自的配偶或未成年子女可透過收購本公司股份或債權證的方式獲得利益之權利，而彼等亦無行使任何該等權利；本公司或其任何附屬公司亦無參與達成任何安排而使董事於任何其他法團獲得該等權利。

主要股東於股份及相關股份的權益及淡倉

於2019年12月31日，就董事所知，按根據證券及期貨條例第336條規定由本公司存置的登記冊所記錄，下述人士（董事或本公司的最高行政人員除外）於股份及相關股份的權益或淡倉如下：

Notes:

1. The Letter "L" denotes the person's long position in the Shares.
2. These Shares are held by Ideal World, the wholly owned subsidiary of Zhong An. The entire issued shares of Zhong An are owned as to about 56.15% by Whole Good, which is wholly owned by Mr. Shi Kancheng. By virtue of the SFO, each of Zhong An, Whole Good and Mr. Shi Kancheng is taken to be interested in the Shares in which Ideal World is interested.

Save as disclosed above, as at 31 December 2019, other than the Directors and the chief executive of the Company whose interests are set out in the paragraph headed "Directors' and chief executive's interests and short positions in the shares, underlying shares and debentures of the Company or any associated corporation" above, no person had interest or short position in the Shares or underlying Shares which were required to be recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

RETIREMENT SCHEMES

The Group participates in defined contribution retirement benefit schemes organized by the PRC municipal and provincial government authorities for the Group's eligible employees in the PRC, and operates a Mandatory Provident Fund scheme for the employees in Hong Kong. Particulars of these retirement plans are set out in note 2 to the consolidated financial statements.

TAX RELIEF

The Company is not aware of any tax relief or exemption available to the Shareholders by reason of their holding of the Shares.

CHARITABLE CONTRIBUTIONS

During the year under review, the Group donated RMB1,002,000 (2018: RMB5,520,000).

附註：

1. 字母「L」代表該人士於股份的好倉。
2. 該等股份由眾安全資附屬公司Ideal World持有。眾安的全部已發行股份由全好（由施侃成先生全資擁有）持有約56.15%。根據證券及期貨條例，眾安、全好及施侃成先生各自被視為於Ideal World擁有權益的股份中擁有權益。

除上文所披露者外，於2019年12月31日，除本公司董事及最高行政人員（其權益載於上文「董事及最高行政人員於本公司或任何相聯法團的股份、相關股份及債權證的權益及淡倉」一段）外，概無人士於股份或相關股份擁有須記錄於根據證券及期貨條例第336條規定由本公司存置的登記冊內之權益或淡倉。

退休計劃

本集團為其於中國之合資格僱員參與中國市級及省級政府部門所設立之界定供款退休福利計劃，並為香港僱員經營強制性公積金計劃。該等退休計劃之詳情載於綜合財務報表附註2。

稅項寬免

本公司並不知悉股東因彼等持有股份而可享有之任何稅項寬免或豁免。

慈善捐款

於回顧年度內，本集團捐贈人民幣1,002,000元（2018年：人民幣5,520,000元）。

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the year under review.

EVENTS AFTER THE YEAR UNDER REVIEW

After the outbreak of Coronavirus Disease 2019 ("COVID-19 outbreak") in early 2020, a series of precautionary and control measures have been implemented across China continuously. The Group will pay close attention to the development of the COVID-19 outbreak and evaluate its impact on the financial position and operating results of the Group.

Except the above, no significant events affecting the Group took place subsequent to 31 December 2019 and up to date of this report.

DISCLOSURE UNDER RULE 13.20 OF THE LISTING RULES

The Directors were not aware of any circumstances resulting in the responsibility of disclosure under Rule 13.20 of the Listing Rules regarding the provision of advances by the Company to an entity.

AUDITOR

Ernst & Young will retire and a resolution for its reappointment as auditor of the Company will be proposed at the AGM.

On Behalf of the Board of
China New City Commercial Development Limited

Shi Kancheng
Chairperson

Hong Kong, 31 March 2020

購買、出售或贖回本公司的上市證券

於回顧年度內，本公司或其任何附屬公司概無購買、出售或贖回本公司的任何上市證券。

回顧年度期後事項

於2020年初2019冠狀病毒疾病（「COVID-19爆發」）爆發後，中國各地已持續採取一系列防控措施。本集團將密切關注COVID-19爆發的發展，並評估其對本集團財務狀況及經營業績的影響。

除上文所述者外，於2019年12月31日後及直至本報告日期並無發生影響本集團的重大事件。

根據上市規則第13.20條作出披露

董事並不知悉任何情況，其導致根據上市規則第13.20條有關本公司向實體提供墊款的披露責任。

核數師

安永會計師事務所將會退任，本公司重新聘任其為核數師的決議案將在股東週年大會上提呈。

代表董事會
中國新城市商業發展有限公司

主席
施侃成

香港，2020年3月31日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



To the shareholders of China New City Commercial Development Limited

(Incorporated in the Cayman Islands as an exempted company with limited liability)

OPINION

We have audited the consolidated financial statements of China New City Commercial Development Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 98 to 275, which comprise the consolidated statement of financial position as at 31 December 2019, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2019, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (“IFRSs”) issued by the International Accounting Standards Board (the “IASB”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

致中國新城市商業發展有限公司全體股東

(於開曼群島註冊成立的獲豁免有限公司)

意見

我們已審核載於第98頁至第275頁的中國新城市商業發展有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表，此財務報表包括在2019年12月31日的綜合財務狀況表與截至該日止年度的綜合損益表、綜合全面收益表、綜合權益變動表、綜合現金流量表以及綜合財務報表附註，包括主要會計政策概要。

我們認為，綜合財務報表已根據國際會計準則委員會(「國際會計準則委員會」)頒佈之國際財務報告準則(「國際財務報告準則」)，真實公平地反映貴集團於2019年12月31日之綜合財務狀況以及貴集團於截至該日止年度之綜合財務表現及其綜合現金流量，並已根據香港公司條例之披露規定妥為編製。

意見的基礎

我們已根據香港會計師公會(「香港會計師公會」)頒佈的《香港審計準則》(「《香港審計準則》」)進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部份中作進一步闡述。根據香港會計師公會頒佈的專業會計師道德守則(「守則」)，我們乃獨立於貴集團且我們已根據守則履行其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

KEY AUDIT MATTERS

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

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key audit matter

關鍵審計事項

Valuation of investment properties 投資物業之估值

As at 31 December 2019, the Group's investment properties amounted to RMB5,676 million, which represented 39% of the Group's total assets. Investment properties are stated at fair value. Management is required to exercise significant judgement in determining the fair value of investment properties as disclosed in note 3 to the consolidated financial statements. 於2019年12月31日，貴集團投資物業為人民幣5,676,000,000元，相當於貴集團總資產的39%。投資物業乃按公允價值列賬。誠如綜合財務報表附註3所披露，管理層於釐定投資物業之公允價值時，需進行重大判斷。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。該等事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。就以下各事項，我們的審計如何處理該事項之描述已於文內提供。

我們已履行本報告「核數師就審計綜合財務報表承擔的責任」一節所述的責任，包括有關該等事項的責任。因此，我們的審計包括執行為應對綜合財務報表重大錯報風險的評估而設的程序。審計程序的結果包括處理以下事項的程序，為我們就隨附的綜合財務報表的審計意見提供基礎。

How our audit addressed the key audit matter

我們的審計如何解決關鍵審計事項

We evaluated the competence and independence of the external valuation expert engaged by the Group. We performed audit procedures including checking those signed rental contracts, comparing the unit price of adjacent similar properties that were benchmarked in the valuation process, and assessing assumptions related to future market rents, the discount rates and future maintenance costs applied based on historical experiences with the involvement of our internal valuation specialists, who focused on the term yield, reversionary yield and market unit rent. We also assessed the adequacy of the disclosures in the consolidated financial statements.

我們評估貴集團所聘請之外部估值專家的能力及獨立性。我們的審計程序包括核證該等已簽署之出租合約，根據估值程序對比毗鄰類似物業之單價，以及由我們的內部估值專業人員評估與未來市場租金相關的假設，及評估根據歷史經驗應用的折讓率及未來維護成本，主要針對年期回報率、復歸收益率及市場單位租賃。我們亦評估於綜合財務報表的披露的充足性。

Key audit matter**關鍵審計事項****How our audit addressed the key audit matter****我們的審計如何解決關鍵審計事項***Valuation of investment properties (continued)**投資物業之估值(續)*

The Group engaged an external valuation expert to perform the valuation of investment properties. The valuation methods applied included the direct comparison approach and income approach which involved various assumptions, such as estimated rental revenues, discount rates, occupancy rates, historical transactions and market knowledge.

貴集團已聘請外部估值專家以進行投資物業之估值。採用之估值方法包括直接對比法及涉及多項假設之收入法，包括估計租金收入、折讓率、出租率、過往交易及市場知識。

The related disclosures are included in notes 2.4, 3 and 13 to the consolidated financial statements.

相關披露載於綜合財務報表附註2.4、3及13。

*Net realisable value of completed properties held for sale and properties under development**持作銷售之已落成物業及發展中物業之可變現淨值*

As at 31 December 2019, the Group's properties under development and completed properties held for sale amounted to RMB3,167 million, which represented 22% of the Group's total assets. These properties were stated at the lower of cost and net realisable value. The net realisable value was estimated by management based on expected selling prices, the cost of completion of properties under development, and the costs to be incurred in selling the properties based on prevailing market conditions. The estimation of the net realisable value involved significant judgement.

於2019年12月31日，貴集團發展中物業及持作銷售之已落成物業為人民幣3,167,000,000元，相當於貴集團總資產之22%。該等物業以成本及可變現淨值之較低者列賬。管理層基於現行市況，根據預期售價、完成發展中物業成本及銷售物業將予產生之成本估計可變現淨值。可變現淨值估計涉及重大判斷。

The related disclosures are included in notes 2.4, 3, 14 and 22 to the consolidated financial statements.

相關披露載於綜合財務報表附註2.4、3、14及22。

We reviewed the Group's net realisable value estimation and checked the expected selling prices to prices of similar properties presold by the Group recently or adjacent properties sold. For the cost of completion of properties under development and the cost to be incurred in selling the properties, we evaluated management's estimation methodology, which has been updated to reflect the latest historical information and the refined construction and selling costs budget process.

我們已審閱貴集團可變現淨值估計，及對照預期售價與貴集團近期預售類似物業或已售毗鄰物業的價格。就完成發展中物業成本及銷售物業將予產生之成本而言，我們已評估管理層的估值方法，其已更新以反映最新歷史資料及完善建築以及銷售成本預算流程。

Key audit matter
關鍵審計事項

How our audit addressed the key audit matter
我們的審計如何解決關鍵審計事項

Impairment assessment of goodwill and other intangible assets
商譽及其他無形資產的減值評估

The carrying values of goodwill and intangible assets amounted to approximately RMB99 million and RMB34 million, respectively, as at 31 December 2019. Under IFRSs, the Group is required to perform an impairment test for goodwill annually and the other intangible assets with definite useful lives are reviewed whether there is any indication of impairment at each reporting period end. An impairment test itself for other intangible assets with definite useful lives only has to be carried out if there are such indications. The impairment test is based on the recoverable value of the cash-generating units ("CGU") to which the goodwill is assigned to.

於2019年12月31日，商譽及無形資產的賬面價值分別約為人民幣99,000,000元及人民幣34,000,000元。根據國際財務報告準則，貴集團須每年對商譽進行減值測試，並須於各報告期末審閱具有有限可使用年期的其他無形資產是否存在任何減值跡象。僅當存在該等跡象時，方須對具有有限可使用年期的其他無形資產進行減值測試。減值測試乃根據獲分配商譽之現金產出單元（「現金產出單元」）的可收回價值進行。

Management's assessment process was complex and significant judgement was involved, including the degree of subjectivity of expected future cash flow forecasts, associated growth rates and the discount rate applied.

管理層的評估過程為複雜並涉及重大判斷，包括所使用的預期未來現金流量預測、相關增長率及貼現率的主觀性。

The related disclosures are included in notes 2.4, 16 and 17 to the consolidated financial statements.

相關披露載於綜合財務報表附註2.4、16及17。

We have involved our internal valuation specialists to assist us in evaluating the models and certain assumptions used by the Group in the impairment test of goodwill and other intangible assets. We have inspected the basis of goodwill allocation to cash-generating units ("CGU") and evaluated the rationality and reasonableness of the cash flow forecast model and management's key assumptions including discount rate and long-term average growth rate. We also have reviewed the Group's assessment of whether there had been any indicators of impairment of the other intangible assets with definite useful lives for the year. We also checked the related disclosures.

我們已邀請內部估值專家參與，以協助我們評估貴集團於商譽及其他無形資產減值測試中使用的模型及若干假設。我們已檢查將商譽分配予現金產出單元（「現金產出單元」）的基準，並評估現金流量預測模型及管理層的主要假設（包括貼現率及長期平均增長率）的理據及合理性。我們亦已審閱貴集團對具有有限可使用年期的其他無形資產是否已於年內存在任何減值跡象的評估。我們亦已檢查相關披露。

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

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

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

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

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRSs issued by the IASB and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

The directors of the Company are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

年報所載的其他資料

貴公司董事須對其他資料負責。其他資料包括年報所載除綜合財務報表及我們就此發出的核數師報告以外的資料。

我們對綜合財務報表的意見並不涵蓋其他資料，我們亦不會就其發表任何形式的鑒證結論。

就審計綜合財務報表而言，我們的責任是閱讀其他資料，及在此過程中，考慮其他資料是否與綜合財務報表或我們在審計過程中所了解的情況有重大不符，或者似乎有重大錯誤陳述。基於我們已執行的工作，如果我們認為其他資料有重大錯誤陳述，我們需要報告有關事實。就此而言，我們無需報告任何事項。

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據國際會計準則委員會頒佈的國際財務報告準則和香港公司條例的披露規定編製真實和公允的綜合財務報表及負責董事釐定為必要的內部控制，以編製不存在由於欺詐或錯誤而導致重大錯誤陳述的綜合財務報表。

在擬備綜合財務報表時，貴公司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，除非貴公司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。

審核委員會協助貴公司董事履行監督貴集團的財務報告過程的責任。

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAAs 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 HKSAAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

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

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重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向整體股東報告。除此以外，我們的報告不可用作其他用途。我們概不就本報告的內容，對任何其他人士負責或承擔法律責任。

合理保證是高水準的保證，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匯總起來可能影響該等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。

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

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

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

核數師就審計綜合財務報表承擔的責任 (續)

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

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

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

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

From the matters communicated with 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 Siu Fung Terence Ho.

Yours faithfully,

Ernst & Young
Certified Public Accountants
Hong Kong

31 March 2020

核數師就審計綜合財務報表承 擔的責任 (續)

我們還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，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

從與審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這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是何兆烽。

此致

安永會計師事務所
執業會計師
香港

2020年3月31日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益表

Year ended 31 December 2019 截至2019年12月31日止年度

		Notes 附註	2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Revenue	收入	5	1,955,853	1,924,619
Cost of sales	銷售成本		(1,177,617)	(1,584,128)
Gross profit	毛利		778,236	340,491
Other income and gains	其他收入及收益	5	68,460	18,905
Selling and distribution expenses	銷售及分銷開支		(137,603)	(138,519)
Administrative expenses	行政開支		(184,836)	(198,455)
Other expenses	其他開支		(3,069)	(40,099)
Finance costs	財務費用	7	(154,960)	(110,330)
Fair value gain/(loss) upon transfer to investment properties	轉撥至投資物業之 公允價值收益/(虧損)	13	50,642	(25,030)
Changes in fair value of investment properties	投資物業的 公允價值變動	13	(36,742)	22,223
Profit/(loss) before tax	除稅前利潤/(虧損)	6	380,128	(130,814)
Income tax expense	所得稅開支	10	(334,839)	(91,183)
Profit/(loss) for the year	年內利潤/(虧損)		45,289	(221,997)
Attributable to:	以下應佔:			
Owners of the parent	母公司擁有人		26,270	(243,524)
Non-controlling interests	非控股權益		19,019	21,527
			45,289	(221,997)
Earnings/(loss) share attributable to ordinary equity holders of the parent	母公司普通股權益持有人 應佔每股盈利/(虧損)	11		
Basic	基本		RMB1.3 cents 人民幣1.3分	(RMB13 cents) (人民幣13分)
Diluted	攤薄		RMB1.3 cents 人民幣1.3分	(RMB13 cents) (人民幣13分)

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

Year ended 31 December 2019 截至2019年12月31日止年度

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Profit/(loss) for the year	年內利潤／（虧損）	45,289	(221,997)
Other comprehensive income	其他全面收益		
Other comprehensive income that may be reclassified to profit or loss in subsequent periods:	於其後期間可能重新分類至損益的其他全面收益：		
Exchange differences:	匯兌差額：		
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額	10,741	(4,106)
Net other comprehensive income that may be reclassified to profit or loss in subsequent periods	於其後期間可能重新分類至損益的其他全面收益淨額	10,741	(4,106)
Other comprehensive income that will not be reclassified to profit or loss in subsequent periods:	於其後期間將不會重新分類至損益的其他全面收益：		
Equity investments designated at fair value through other comprehensive income:	指定為按公允價值計入其他全面收益的股本投資：		
Change in fair value	公允價值變動	-	9,000
Income tax effect	所得稅影響	-	(2,250)
Net other comprehensive income that will not be reclassified to profit or loss in subsequent periods	於其後期間將不會重新分類至損益的其他全面收益淨額	-	6,750
Total comprehensive income for the year	年內全面收益總額	56,030	(219,353)
Attributable to:	以下應佔：		
Owners of the parent	母公司擁有人	37,011	(240,880)
Non-controlling interests	非控股權益	19,019	21,527
		56,030	(219,353)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

31 December 2019 2019年12月31日

		Notes 附註	2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Non-current assets	非流動資產			
Property and equipment	物業及設備	12	2,450,208	2,058,952
Investment properties	投資物業	13	5,358,640	5,502,607
Properties under development	開發中物業	14	935,311	933,400
Right-of-use assets	使用權資產	15	316,788	-
Goodwill	商譽	16	98,995	-
Other intangible assets	其他無形資產	17	34,257	-
Equity investments designated at fair value through other comprehensive income	指定為按公允價值計入其他全面收益的股本投資	18	374,672	416,814
Long term prepayments	長期預付款	19	134,213	230,981
Deferred tax assets	遞延稅項資產	20	6,444	4,553
Restricted cash	受限制現金	25	8,922	6,565
Total non-current assets	總非流動資產		9,718,450	9,153,872
Current assets	流動資產			
Completed properties held for sale	持作銷售已竣工物業	22	1,734,021	2,009,041
Properties under development	開發中物業	14	497,524	913,669
Inventories	存貨		27,700	22,842
Trade receivables	應收貿易賬款	23	29,375	21,501
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	24	701,005	403,579
Amounts due from related companies	應收關聯公司款項	35	1,060,275	24,541
Financial assets at fair value through profit or loss	按公允價值計入損益之金融資產		650	42,093
Restricted cash	受限制現金	25	14,271	69,850
Cash and cash equivalents	現金及現金等價物	25	408,493	548,907
Investment properties classified as held for sale	分類為持作銷售之投資物業	13	316,960	21,693
Total current assets	總流動資產		4,790,274	4,077,716
Current liabilities	流動負債			
Trade payables	應付貿易賬款	26	643,029	690,793
Other payables and accruals	其他應付款項及應計費用	27	212,871	184,946
Contract liabilities	合約負債	28	476,063	1,123,792
Amounts due to related companies	應付關聯公司款項	35	711,707	986,909
Interest-bearing bank and other borrowings	計息銀行貸款及其他借款	29	351,860	922,460
Lease liabilities	租賃負債	15	24,297	-
Tax payable	應付稅項	10	597,102	426,644
Total current liabilities	總流動負債		3,016,929	4,335,544
Net current assets/(liabilities)	流動資產/(負債)淨額		1,773,345	(257,828)
Total assets less current liabilities	總資產減流動負債		11,491,795	8,896,044

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

31 December 2019 2019年12月31日

			2019	2018
			2019年	2018年
		<i>Notes</i>	RMB'000	RMB'000
		<i>附註</i>	人民幣千元	人民幣千元
Non-current liabilities	非流動負債			
Interest-bearing bank and other borrowings	計息銀行貸款及其他借款	29	4,104,245	2,045,625
Deferred tax liabilities	遞延稅項負債	20	937,915	952,376
Lease liabilities	租賃負債	15	308,100	-
Total non-current liabilities	總非流動負債		5,350,260	2,998,001
Net assets	淨資產		6,141,535	5,898,043
Equity	權益			
Equity attributable to owners of the parent	母公司擁有人應佔權益			
Share capital	股本	30	160,443	144,850
Reserves	儲備	32	5,623,608	5,438,136
			5,784,051	5,582,986
Non-controlling interests	非控股權益		357,484	315,057
Total equity	總權益		6,141,535	5,898,043

Dong Shuixiao

董水校

Director

董事

Jin Ni

金妮

Director

董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

Year ended 31 December 2019 截至2019年12月31日止年度

		Attributable to owners of the parent 母公司擁有人應佔										
		Share capital	Share premium account	Capital reserve	Fair value reserve of financial assets at fair value through other comprehensive income 按公允價值計入其他全面收益的金融資產公允價值儲備	Other reserve	Statutory surplus reserve	Exchange fluctuation reserve	Retained profits	Total	Non-controlling interests	Total equity
		股本 RMB'000 人民幣千元 Note 30 附註30	股份溢價賬 RMB'000 人民幣千元 Notes 30 & 32(a) 附註30及32(a)	股本儲備 RMB'000 人民幣千元 Note 32(b) 附註32(b)	價值儲備 RMB'000 人民幣千元 Note 32(c) 附註32(c)	其他儲備 RMB'000 人民幣千元 Note 31 附註31	法定盈餘儲備 RMB'000 人民幣千元 Note 32(c) 附註32(c)	匯兌波動儲備 RMB'000 人民幣千元 Note 32(c) 附註32(c)	保留溢利 RMB'000 人民幣千元 Note 32(c) 附註32(c)	總計 RMB'000 人民幣千元 Note 32(c) 附註32(c)	非控股權益 RMB'000 人民幣千元 Note 32(c) 附註32(c)	總權益 RMB'000 人民幣千元 Note 32(c) 附註32(c)
At 1 January 2018	於2018年1月1日	147,503	583,836	1,281,751	-	5,974	81,716	238,002	3,498,340	5,837,122	171,234	6,008,356
Loss for the year	年內虧損	-	-	-	-	-	-	-	(243,524)	(243,524)	21,527	(221,997)
Other comprehensive income for the year:	年內其他全面收益：											
Exchange differences related to foreign operations	有關海外業務之匯兌差額	-	-	-	-	-	-	(4,106)	-	(4,106)	-	(4,106)
Changes in fair value of equity investment at fair value through other comprehensive income, net of tax	按公允價值計入其他全面收益的股本投資的公允價值變動，扣除稅項	-	-	-	6,750	-	-	-	-	6,750	-	6,750
Total comprehensive income for the year	年內全面收益總額	-	-	-	6,750	-	-	(4,106)	(243,524)	(240,880)	21,527	(219,353)
Repurchase of shares	購回股份	(2,653)	(10,603)	-	-	-	-	-	-	(13,256)	-	(13,256)
Capital contributions by non-controlling interests	非控股權益注資	-	-	-	-	-	-	-	-	-	122,296	122,296
At 31 December 2018	於2018年12月31日	144,850	573,233*	1,281,751*	6,750*	5,974*	81,716*	233,896*	3,254,816*	5,582,986	315,057	5,898,043
Profit for the year	年內利潤	-	-	-	-	-	-	-	26,270	26,270	19,019	45,289
Other comprehensive income for the year:	年內其他全面收益：											
Exchange differences related to foreign operations	有關海外業務之匯兌差額	-	-	-	-	-	-	10,741	-	10,741	-	10,741
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	-	-	10,741	26,270	37,011	19,019	56,030
Issue of new shares	發行新股份	15,593	148,461	-	-	-	-	-	-	164,054	-	164,054
Acquisition of a subsidiary	收購一間附屬公司	-	-	-	-	-	-	-	-	-	23,608	23,608
Liquidation of a subsidiary	附屬公司清盤	-	-	-	-	-	-	-	-	-	(200)	(200)
At 31 December 2019	於2019年12月31日	160,443	721,694*	1,281,751*	6,750*	5,974*	81,716*	244,637*	3,281,086*	5,784,051	357,484	6,141,535

* These reserve accounts comprise the consolidated reserves of RMB5,623,608,000 (2018: RMB5,438,136,000) in the consolidated statement of financial position.

* 該等儲備賬包括綜合財務狀況表內綜合儲備人民幣5,623,608,000元（2018年：人民幣5,438,136,000元）。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 31 December 2019 截至2019年12月31日止年度

			2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
	Notes 附註			
Cash flows from operating activities		經營業務的現金流量		
Profit/(loss) before tax		除稅前利潤／(虧損)	380,128	(130,814)
Adjustments for:		調整：		
Depreciation of property and equipment	12	物業及設備折舊	75,856	49,671
Amortisation of other intangible assets	17	其他無形資產攤銷	433	-
Depreciation of right-of-use assets	15	使用權資產折舊	43,963	-
Fair value (gain)/loss upon transfer to investment properties	13	轉撥至投資物業的公允價值(收益)／虧損	(50,642)	25,030
Changes in fair value of investment properties	13	投資物業的公允價值變動	36,742	(22,223)
Loss on disposal of items of investment properties	6	出售投資物業項目之虧損	1,427	29,554
Changes in fair value of financial assets at fair value through profit or loss	6	按公允價值計入損益之金融資產之公允價值變動	(31,625)	1,514
Finance costs	7	財務費用	154,960	110,330
Gain on fair value re-measurement of existing equity in business combination not under common control	6	重新計量於非共同控制業務合併之現有股權之公允價值收益	(451)	-
			610,791	63,062
Decrease in properties under development		開發中物業減少	149,158	1,093,000
Increase in investment properties		投資物業增加	-	(24,924)
Decrease/(increase) in completed properties held for sale		持作銷售已竣工物業減少／(增加)	215,479	(806,080)
Increase in trade receivables		應收貿易賬款增加	(6,702)	(2,226)
Increase in deposits and other receivables		按金及其他應收款項增加	(34,870)	(13,532)
Increase in prepayments and other assets		預付款及其他資產增加	(90,882)	(246,741)
Decrease/(increase) in long term prepayments		長期預付款減少／(增加)	90,367	(42,274)
Increase in inventories		存貨增加	(4,131)	(11,417)
Decrease in restricted cash for pre-sales proceeds		預售所得款項受限制現金減少	64,523	41,085
Decrease in trade payables		應付貿易賬款減少	(55,182)	(59,581)
Increase/(decrease) in other payables and accruals		其他應付款項及應計費用增加／(減少)	30,318	(9,467)
(Decrease)/increase in contract liabilities		合約負債(減少)／增加	(913,963)	59,347
Cash generated from operations		經營業務產生的現金	54,906	40,252
Interest paid		已付利息	(235,722)	(194,279)
Income tax and land appreciation tax paid		已付所得稅及土地增值稅	(186,630)	(131,407)
Net cash flows used in operating activities		經營業務耗用的現金流量淨額	(367,446)	(285,434)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 31 December 2019 截至2019年12月31日止年度

	Note 附註	2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Cash flows from investing activities	投資業務產生的現金流量		
Investment on equity investments designated at fair value through other comprehensive income	指定為按公允價值計入其他全面收益的股本投資的投資	(372)	(48,514)
Investment on financial assets at fair value through profit or loss	按公允價值計入損益之金融資產投資	(82,570)	(89,822)
Proceeds from disposal of financial assets at fair value through profit or loss	出售按公允價值計入損益之金融資產之所得款項	155,638	117,719
Purchases of items of property and equipment	購買物業及設備項目	(111,235)	(126,776)
Proceeds from disposal of items of property and equipment	出售物業及設備項目所得款項	374	14,321
Increase in investment properties	投資物業增加	(131,218)	(107,732)
Proceeds from disposal of investment properties	出售投資物業所得款項	318,166	298,883
Payment to related parties	向關聯方付款	(1,035,735)	-
Capital refund to a non-controlling shareholder	退還予非控股股東之資本	(200)	-
Acquisition of a subsidiary	收購一間附屬公司	(66,452)	-
(Increase)/decrease in restricted cash	受限制現金(增加)/減少	(11,301)	171,651
Net cash flows (used in)/generated from investing activities	投資業務(耗用)/產生的現金流量淨額	(964,905)	229,730
Cash flows from financing activities	融資活動產生的現金流量		
(Repayment to)/received from related parties	(還款予)/已收關聯人士款項	(275,201)	305,435
Capital contributions by non-controlling shareholders	非控股股東之資本注資	-	122,296
New interest-bearing bank and other borrowings	新計息銀行貸款及其他借款	4,140,000	1,658,216
Repayment of interest-bearing bank and other borrowings	償還計息銀行貸款及其他借款	(2,651,980)	(1,797,870)
Principal portion of lease payments	租賃付款的本金部分	(21,953)	-
Repurchase of shares	購回股份	-	(13,256)
Net cash flows generated from financing activities	融資活動產生的現金流量淨額	1,190,866	274,821
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物(減少)/增加淨額	(141,485)	219,117
Cash and cash equivalents at beginning of year	年初現金及現金等價物	548,907	323,312
Effect of foreign exchange rate changes, net	外匯匯率變動的影響·淨額	1,071	6,478
Cash and cash equivalents at end of year	年末現金及現金等價物	408,493	548,907
Analysis of balances of cash and cash equivalents	現金及現金等價物結餘分析		
Cash and bank balances	現金及銀行結餘	408,493	548,907

1. CORPORATE AND GROUP INFORMATION

China New City Commercial Development Limited (the “Company”) is a limited liability company incorporated as an exempted company in the Cayman Islands on 2 July 2013 under the Companies Law (revised) of the Cayman Islands. The registered office address of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

The Company is an investment holding company. The Company and its subsidiaries (together, the “Group”) were members of Zhong An Group Limited (“Zhong An”) and its subsidiaries (“Zhong An Group”). Zhong An, the shares of which have been listed on the Main Board of the Stock Exchange of Hong Kong Limited (“Stock Exchange”) since November 2007, is the holding company of Zhong An Group.

The Group is principally engaged in commercial property development, leasing and hotel operations.

In the opinion of the Company’s directors (the “Directors”), the ultimate holding company of the Company is Whole Good Management Limited, a company incorporated in the British Virgin Islands on 3 May 2007.

The Company was separately listed on the Stock Exchange with the stock code “1321” on 10 July 2014 and raised capital amounting to HK\$608 million from the market.

1. 公司及集團資料

中國新城市商業發展有限公司（「本公司」）於2013年7月2日在開曼群島根據開曼群島公司法（修訂版）註冊成立為獲豁免有限公司。本公司的註冊辦事處位於Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。

本公司為一間投資控股公司。本公司及其附屬公司（統稱「本集團」）為眾安集團有限公司（「眾安」）及其附屬公司（「眾安集團」）的成員公司。眾安（其股份已自2007年11月起在香港聯合交易所有限公司（「聯交所」）主板上市）為眾安集團的控股公司。

本集團主要從事商用物業開發、租賃及酒店營運。

本公司董事（「董事」）認為，本公司的最終控股公司為全好管理有限公司（一家於2007年5月3日在英屬維爾京群島註冊成立的公司）。

本公司於2014年7月10日於聯交所獨立上市（股份代號「1321」）並自市場籌資608,000,000港元。

1. CORPORATE AND GROUP INFORMATION (CONTINUED)

Information about subsidiaries

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

Name of company 公司名稱	Place and date of incorporation/ registration and business 註冊成立/註冊及 營業地點及日期	Issued ordinary shares/ registered capital 已發行普通股/註冊股本	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要活動
			2019 2019年	2018 2018年	
Zhejiang Zhong An Property Development Xiaoshan Co., Ltd. ⁽⁴⁾ 浙江眾安房地產蕭山開發有限公司 ⁽⁴⁾	PRC/Mainland China 3 April 1997 中國/中國內地 1997年4月3日	RMB2,000,000 人民幣2,000,000元	81.0%	81.0%	Property development 物業發展
Chunan Minfu Property Co., Ltd. ⁽³⁾ 淳安民福旅遊置業有限公司 ⁽³⁾	PRC/Mainland China 24 October 2003 中國/中國內地 2003年10月24日	RMB6,000,000 人民幣6,000,000元	100.0%	100.0%	Property development 物業發展
Shanghai Zhong An Property Development Co., Ltd. ⁽⁴⁾ 上海眾安房地產開發有限公司 ⁽⁴⁾	PRC/Mainland China 19 January 2004 中國/中國內地 2004年1月19日	RMB10,000,000 人民幣10,000,000元	90.0%	90.0%	Property development 物業發展
Zhejiang Huijun Real Estate Co., Ltd. ⁽²⁾ 浙江匯駿置業有限公司 ⁽²⁾	PRC/Mainland China 1 April 2005 中國/中國內地 2005年4月1日	US\$77,600,000 77,600,000美元	99.7%	99.7%	Property development 物業發展
Hangzhou Zhong An Highlong Commercial Buildings Co., Ltd. ⁽⁴⁾ 杭州眾安恒隆商廈有限公司 ⁽⁴⁾	PRC/Mainland China 20 September 2005 中國/中國內地 2005年9月20日	RMB2,000,000 人民幣2,000,000元	90.0%	90.0%	Property management 物業發展
Hangzhou Zheng Jiang Real Estate Development Co., Ltd. ⁽⁴⁾ 杭州正江房地產開發有限公司 ⁽⁴⁾	PRC/Mainland China 16 March 2006 中國/中國內地 2006年3月16日	RMB50,000,000 人民幣50,000,000元	92.5%	92.5%	Property development 物業發展
Henlly Enterprise Management (Hangzhou) Co., Ltd. ⁽²⁾ 恒利企業管理(杭州)有限公司 ⁽²⁾	PRC/Mainland China 4 December 2006 中國/中國內地 2006年12月4日	US\$149,061,280 149,061,280美元	100.0%	100.0%	Property development 物業發展
Hangzhou Xiaoshan Zhong An Holiday Inn Co., Ltd. ⁽⁴⁾ 杭州蕭山眾安假日酒店有限公司 ⁽⁴⁾	PRC/Mainland China 28 May 2007 中國/中國內地 2007年5月28日	RMB10,000,000 人民幣10,000,000元	90.0%	90.0%	Hotel management 酒店管理

1. 公司及集團資料(續)

附屬公司資料

本公司主要附屬公司詳情如下：

1. CORPORATE AND GROUP INFORMATION (CONTINUED)

Information about subsidiaries (continued)

Name of company 公司名稱	Place and date of incorporation/ registration and business 註冊成立/註冊及 營業地點及日期	Issued ordinary shares/ registered capital 已發行普通股/註冊股本	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要活動
			2019 2019年	2018 2018年	
Hefei Zhong An Holiday Inn Co., Ltd. ⁽⁴⁾ 合肥眾安假日酒店有限公司 ⁽⁴⁾	PRC/Mainland China 18 March 2008 中國/中國內地 2008年3月18日	RMB350,000,000 人民幣350,000,000元	100.0%	100.0%	Hotel management 酒店管理
Yuyao Zhong An Time Square Commercial Management Co., Ltd. ⁽⁴⁾ 余姚眾安時代廣場商業管理有限公司 ⁽⁴⁾	PRC/Mainland China 6 December 2011 中國/中國內地 2011年12月6日	RMB2,000,000 人民幣2,000,000元	90.0%	90.0%	Property management 物業管理
Yuyao Zhong An Time Square Development Co., Ltd. ⁽⁴⁾ 余姚眾安時代廣場開發有限公司 ⁽⁴⁾	PRC/Mainland China 5 August 2013 中國/中國內地 2013年8月5日	RMB100,000,000 人民幣100,000,000元	90.0%	90.0%	Property development 物業發展
Yuyao Zhong An Time Square Property Co., Ltd. ⁽²⁾ 余姚眾安時代廣場置業有限公司 ⁽²⁾	PRC/Mainland China 13 August 2013 中國/中國內地 2013年8月13日	US\$16,000,000 16,000,000美元	93.0%	93.0%	Property development 物業發展
Zhejiang Zhong An Sheng Long Commercial Co., Ltd. ⁽⁴⁾ 浙江眾安盛隆商業有限公司 ⁽⁴⁾	PRC/Mainland China 9 September 2013 中國/中國內地 2013年9月9日	RMB50,000,000 人民幣50,000,000元	90.0%	90.0%	Property management 物業管理
Cixi Zhong An Property Co., Ltd. ⁽⁴⁾ 慈溪眾安置業有限公司 ⁽⁴⁾	PRC/Mainland China 6 December 2013 中國/中國內地 2013年12月6日	RMB50,000,000 人民幣50,000,000元	90.0%	90.0%	Property development 物業發展
Hangzhou Zhong An Sheng Long Liyumen Property Co., Ltd. ⁽⁴⁾ 杭州眾安盛隆鯉魚門置業有限公司 ⁽⁴⁾	PRC/Mainland China 21 April 2014 中國/中國內地 2014年4月21日	RMB20,000,000 人民幣20,000,000元	90.0%	90.0%	Property development 物業發展

1. 公司及集團資料(續)

附屬公司資料(續)

1. CORPORATE AND GROUP INFORMATION (CONTINUED)

Information about subsidiaries (continued)

Name of company 公司名稱	Place and date of incorporation/ registration and business 註冊成立/註冊及 營業地點及日期	Issued ordinary shares/ registered capital 已發行普通股/註冊股本	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要活動
			2019 2019年	2018 2018年	
Hangzhou Xixi Huijin Property Co., Ltd. ⁽¹⁾ 杭州西溪匯金置業有限公司 ⁽¹⁾	PRC/Mainland China 18 November 2015 中國/中國內地 2015年11月18日	US\$50,000,000 50,000,000美元	100.0%	100.0%	Property development 物業發展
Zhejiang Bairuite Hotel Management Co. Ltd. ⁽³⁾⁽¹⁾ 浙江伯瑞特酒店管理有限公司 ⁽³⁾⁽¹⁾	PRC/Mainland China 19 May 2016 中國/中國內地 2016年5月19日	RMB10,000,000 人民幣10,000,000元	90.0%	90.0%	Hotel management 酒店管理
Zhejiang New Screen Theater Management Co., Ltd. ⁽⁴⁾ 浙江新幕影院經營管理有限公司 ⁽⁴⁾	PRC/Mainland China 29 November 2016 中國/中國內地 2016年11月29日	RMB10,000,000 人民幣10,000,000元	100.0%	100.0%	Theater management 影院管理
Hangzhou Qiu Eye Hospital Co., Ltd. ⁽⁴⁾ 杭州求是眼科醫院有限公司 ⁽⁴⁾	PRC/Mainland China 12 August 2016 中國/中國內地 2016年8月12日	RMB50,000,000 人民幣50,000,000元	72.0%	72.0%	Hospital management 醫院管理
Zhejiang Hengfa Real Estate Co., Ltd. ⁽⁶⁾⁽⁴⁾ 浙江恒發置業有限公司 ⁽⁶⁾⁽⁴⁾	PRC/Mainland China 6 June 2014 中國/中國內地 2014年6月6日	RMB50,000,000 人民幣50,000,000元	46.0%	46.0%	Property development 物業發展
Huaibei Brilliant Hotel Co., Ltd. ⁽³⁾⁽⁴⁾ 淮北伯瑞特酒店有限公司 ⁽³⁾⁽⁴⁾	PRC/Mainland China 16 October 2013 中國/中國內地 2013年10月16日	RMB6,900,000 人民幣6,900,000元	100.0%	72.0%	Hotel management 酒店管理
Laizhou New Screen Theater Management Co., Ltd. ⁽⁴⁾ 萊州新幕影院經營管理有限公司 ⁽⁴⁾	PRC/Mainland China 2 May 2017 中國/中國內地 2017年5月2日	RMB1,000,000 人民幣1,000,000元	90.0%	90.0%	Theater management 影院管理

1. 公司及集團資料 (續)

附屬公司資料 (續)

1. CORPORATE AND GROUP INFORMATION (CONTINUED)

Information about subsidiaries (continued)

Name of company 公司名稱	Place and date of incorporation/ registration and business 註冊成立/註冊及 營業地點及日期	Issued ordinary shares/ registered capital 已發行普通股/註冊股本	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要活動
			2019 2019年	2018 2018年	
Zhong An Education Investment Holdings Limited ⁽⁴⁾ 眾安教育投資控股有限公司 ⁽⁴⁾	British Virgin Islands 8 May 2018 中國/中國內地 2018年5月8日	US\$1 1美元	100.0%	100.0%	Education development 教育發展
Kunming New Screen Theater Management Co., Ltd. ⁽⁴⁾ 昆明新幕影院經營管理有限公司 ⁽⁴⁾	PRC/Mainland China 27 April 2017 中國/中國內地 2017年4月27日	RMB1,000,000 人民幣1,000,000元	90.0%	90.0%	Theater management 影院管理
Yuyao New Screen Theater Management Co., Ltd. ⁽⁴⁾ 余姚新幕影院經營管理有限公司 ⁽⁴⁾	PRC/Mainland China 26 September 2017 中國/中國內地 2017年9月26日	RMB1,000,000 人民幣1,000,000元	90.0%	90.0%	Theater management 影院管理
Hefei Xinmu Cinema Management Co., Ltd. ⁽⁴⁾ 合肥新幕影院管理有限公司 ⁽⁴⁾	PRC/Mainland China 19 March 2018 中國/中國內地 2018年3月19日	RMB1,000,000 人民幣1,000,000元	90.0%	90.0%	Theater management 影院管理
Hangzhou Xiaoshan Maggie & Rose Culture Co., Ltd. ⁽³⁾ 杭州蕭山麥琪蘿絲文化有限公司 ⁽³⁾	PRC/Mainland China 20 September 2018 中國/中國內地 2018年9月20日	RMB1,000,000 人民幣1,000,000元	50.1%	50.1%	Education development 教育發展
Foshan Xinmu Cinema Management Co., Ltd. ⁽⁴⁾ 佛山市新幕影院經營管理有限公司 ⁽⁴⁾	PRC/Mainland China 11 October 2017 中國/中國內地 2017年10月11日	RMB5,000,000 人民幣5,000,000元	90.0%	90.0%	Theater management 影院管理

1. 公司及集團資料(續)

附屬公司資料(續)

1. CORPORATE AND GROUP INFORMATION (CONTINUED)

Information about subsidiaries (continued)

Name of company 公司名稱	Place and date of incorporation/ registration and business 註冊成立/註冊及 營業地點及日期	Issued ordinary shares/ registered capital 已發行普通股/註冊股本	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要活動
			2019 2019年	2018 2018年	
Xuzhou Wanxiang Real Estate Development Co., Ltd. ^{(a)(4)} 徐州市萬象置業發展有限公司 ^{(a)(4)}	PRC/Mainland China 28 September 2018 中國/中國內地 2018年9月28日	RMB50,000,000 人民幣50,000,000元	45.9%	45.9%	Property development 物業發展
Hangzhou Xinhuan Cinema Management Co., Ltd. ^{(c)(e)(3)} 杭州新寰影院經營管理有限公司 ^{(c)(e)(3)}	PRC/Mainland China 25 April 2018 中國/中國內地 2018年4月25日	RMB1,000,000 人民幣1,000,000元	45.0%	45.0%	Theater management 影院管理
Ningbo New Screen Theater Management Co., Ltd. ^{(c)(4)} 寧波新幕影院管理有限公司 ^{(c)(4)}	PRC/Mainland China 10 May 2018 中國/中國內地 2018年5月10日	RMB1,000,000 人民幣1,000,000元	69.2%	69.2%	Theater management 影院管理
Tiptop Global Group Limited ^{(c)(4)}	Samon 8 January 2018 薩摩亞 2018年1月8日	US\$4 4美元	75%	75%	Investment holding 投資控股
Taizhou New Screen Theater Management Co., Ltd. ^{(c)(4)} 泰州新幕影院管理有限公司 ^{(c)(4)}	PRC/Mainland China 31 October 2018 中國/中國內地 2018年10月31日	RMB1,000,000 人民幣1,000,000元	69.2%	69.2%	Theater management 影院管理
Hangzhou Zhongan Health Management Co., Ltd. ^{(a)(c)(4)} 杭州眾安健康管理有限公司 ^{(a)(c)(4)}	PRC/Mainland China 8 January 2019 中國/中國內地 2019年1月8日	RMB5,000,000 人民幣5,000,000元	90.0%	N/A	Health management 健康管理
Chendu Xinhuan Cinema Management Co., Ltd. ^{(a)(4)} 成都新寰影院管理有限公司 ^{(a)(4)}	PRC/Mainland China 4 April 2019 中國/中國內地 2019年4月4日	RMB1,000,000 人民幣1,000,000元	90.0%	N/A	Theater management 影院管理

1. 公司及集團資料 (續)

附屬公司資料 (續)

1. CORPORATE AND GROUP INFORMATION (CONTINUED)

Information about subsidiaries (continued)

Name of company 公司名稱	Place and date of incorporation/ registration and business 註冊成立/註冊及 營業地點及日期	Issued ordinary shares/ registered capital 已發行普通股/註冊股本	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要活動
			2019 2019年	2018 2018年	
Zhejiang Zhongsu Technology Co., Ltd. ^{(a)(4)} 浙江眾宿科技有限公司 ^{(a)(4)}	PRC/Mainland China 5 March 2019 中國/中國內地 2019年3月5日	RMB10,000,000 人民幣10,000,000元	72.0%	N/A 不適用	Technology development 技術開發
Maggie and Rose Limited ^{(a)(1)}	England 11 December 2007 英國 2007年12月11日	GBP 1 1英鎊	46.5%	N/A 不適用	Education development 教育發展

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

Notes:

- N/A Not yet incorporated/established/acquired or liquidated by the Group
- (a) These subsidiaries were established by the Group in 2019.
- (b) Types of legal entities:
- (1) Wholly-foreign-owned enterprise
 - (2) Sino-foreign equity joint venture
 - (3) Limited liability company invested by a foreign invested enterprise
 - (4) Limited liability company
- (c) The capital of these subsidiaries has not been fully injected as at 31 December 2019.
- (d) The subsidiary was acquired by the Group in 2019.
- (e) These subsidiaries are subsidiaries of a non-wholly owned subsidiary of the Group and, accordingly, are accounted for as subsidiaries by virtue of the Group's unilateral control over the subsidiaries.

1. 公司及集團資料(續)

附屬公司資料(續)

Name of company 公司名稱	Place and date of incorporation/ registration and business 註冊成立/註冊及 營業地點及日期	Issued ordinary shares/ registered capital 已發行普通股/註冊股本	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要活動
			2019 2019年	2018 2018年	
Zhejiang Zhongsu Technology Co., Ltd. ^{(a)(4)} 浙江眾宿科技有限公司 ^{(a)(4)}	PRC/Mainland China 5 March 2019 中國/中國內地 2019年3月5日	RMB10,000,000 人民幣10,000,000元	72.0%	N/A 不適用	Technology development 技術開發
Maggie and Rose Limited ^{(a)(1)}	England 11 December 2007 英國 2007年12月11日	GBP 1 1英鎊	46.5%	N/A 不適用	Education development 教育發展

上表列出的本公司之附屬公司，董事認為其主要影響本集團年內業績或構成本集團資產淨值的重大部分。董事認為，倘列出其他附屬公司的詳情會令篇幅過份冗長。

附註：

- 不適用 本集團仍未註冊成立/成立/收購或清盤
- (a) 該等附屬公司於2019年由本集團成立。
- (b) 法定實體類別：
- (1) 外商獨資企業
 - (2) 中外合資企業
 - (3) 外商投資有限責任公司
 - (4) 有限責任公司
- (c) 該等附屬公司之資本於2019年12月31日尚未悉數注入。
- (d) 該附屬公司於2019年由本集團收購。
- (e) 該等附屬公司均為本集團一間非全資附屬公司的附屬公司，因此，由於本集團對該等附屬公司之單方面控制權而入賬為附屬公司。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

2.1 Basis of preparation

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRSs”), which comprise standards and interpretations approved by the International Accounting Standards Board (the “IASB”), and International Accounting Standards and Standing Interpretations Committee, interpretations approved by the International Accounting Standards Committee that remain in effect, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for investment properties, derivative financial instruments and equity investments which have been measured at fair value as explained in the accounting policies set out below. These financial statements are presented in Renminbi (“RMB”) and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries for the year ended 31 December 2019. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

2. 編製基準及會計政策

2.1 編製基準

本財務報表按照國際財務報告準則（「國際財務報告準則」）編製，而國際財務報告準則包括由國際會計準則委員會（「國際會計準則委員會」）及國際會計準則及詮釋常務委員會批准的準則及詮釋、國際會計準則委員會批准當時生效的詮釋、香港公認會計原則以及香港公司條例之披露規定。除投資物業、衍生金融工具及股本投資如以下所述的會計政策按公允價值計量外，財務報表乃按照歷史成本原則編製。除有特別註明外，本財務報表以人民幣（「人民幣」）列報，且所有數值均調整至最近的千元單位。

綜合基準

綜合財務報表包括本公司及其附屬公司截至2019年12月31日止年度的財務報表。一間附屬公司乃為由本公司直接或間接控制的實體（包括結構化實體）。若本集團具有承擔或享有參與投資對象獲得或有權獲得可變回報，並能透過其對投資對象行使的權力影響該等回報，即取得控制權（即：賦予本集團當前能力以指示投資對象相關活動的現有權利）。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (continued)

Basis of consolidation (continued)

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

2. 編製基準及會計政策 (續)

2.1 編製基準 (續)

綜合基準 (續)

倘本公司直接或間接擁有少於投資對象大多數投票權或類似權利，則本集團於評估其是否擁有對投資對象的權力時會考慮一切相關事實及情況，包括：

- (a) 與其他投資對象之投票持有人之合約安排；
- (b) 其他合約安排產生之權利；及
- (c) 本集團之投票權及潛在投票權。

附屬公司之財務報表之編製報告期間與本公司相同，使用一致之會計政策。附屬公司的業績自本集團取得控制權之日起全面合併入賬，直至失去控制權之日為止。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (continued)

Basis of consolidation (continued)

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2. 編製基準及會計政策 (續)

2.1 編製基準 (續)

綜合基準 (續)

溢利或虧損及其他全面收益項目的各成份歸屬本集團母公司擁所有者及非控股權益，即使導致非控股權益結餘出現虧絀。有關本集團成員公司之間交易的所有集團間資產及負債、權益、收入、開支及現金流量於合併時全數對銷。

倘事實和情況顯示以上所述的三項控制因素之一項或多項出現變動，本集團會重新評估其是否控制投資對象。附屬公司所有權權益的變動在無喪失控制權下按權益交易處理。

如本集團喪失對附屬公司的控制權，則解除確認(i)附屬公司的資產(包括商譽)及負債，(ii)任何非控股權益的賬面值及(iii)於權益內錄得的累計匯兌差額，及確認(i)已收代價的公允價值，(ii)任何保留投資的公允價值及(iii)任何所產生的盈餘或損益虧絀。本集團應佔以往於其他全面收益內確認的部份按假設本集團直接出售相關資產或負債所規定的相同基準重新分類為損益或保留溢利(如適用)。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.2 Changes in accounting policies and disclosures

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

Amendments to IFRS 9	<i>Prepayment Features with Negative Compensation</i>
IFRS 16	<i>Leases</i>
Amendments to IAS 19	<i>Plan Amendment, Curtailment or Settlement</i>
Amendments to IAS 28	<i>Long-term Interests in Associates and Joint Ventures</i>
IFRIC-Int 23	<i>Uncertainty over Income Tax Treatments</i>
<i>Annual Improvements to IFRSs 2015-2017 Cycle</i>	Amendments to IFRS 3, IFRS 11, IAS 12 and IAS 23

Except for the amendments to IFRS 9 and IAS 19, and *Annual Improvements to IFRSs 2015-2017 Cycle*, which are not relevant to the preparation of the Group's financial statements, the nature and the impact of the new and revised IFRSs are described below:

2. 編製基準及會計政策 (續)

2.2 會計政策變動及披露

本集團已於本年度財務報表首次採納以下新訂及經修訂國際財務報告準則。

國際財務報告準則第9號修訂本	具有負補償之 提前還款特性
國際財務報告準則第16號	租賃
國際會計準則第19號 修訂本	計劃修訂、縮減或結算
國際會計準則第28號 修訂本	於聯營公司及合營公司 的長期權益
國際財務報告詮釋委員會 — 詮釋第23號	所得稅處理之不確定性
國際財務報告準則2015年至 2017年週期的年度改進	國際財務報告準則 第3號、國際財務 報告準則第11號、 國際會計準則 第12號及國際 會計準則第23號 的修訂本

除與本集團財務報表編製無關的國際財務報告準則第9號及國際會計準則第19號的修訂本及國際財務報告準則2015年至2017年週期的年度改進外，新訂及經修訂國際財務報告準則的性質及影響載述如下：

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.2 Changes in accounting policies and disclosures (continued)

- (a) IFRS 16 replaces IAS 17 *Leases*, IFRIC-Int 4 *Determining whether an Arrangement contains a Lease*, SIC-Int 15 *Operating Leases – Incentives* and SIC-Int 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model to recognise and measure right-of-use assets and lease liabilities, except for certain recognition exemptions. Lessor accounting under IFRS 16 is substantially unchanged from IAS 17. Lessors continue to classify leases as either operating or finance leases using similar principles as in IAS 17.

IFRS 16 did not have significant impact on leases where the Group is the lessor.

The Group adopted IFRS 16 using the modified retrospective method with the date of initial application of 1 January 2019. Under this method, the standard has been applied retrospectively with the cumulative effect of initial adoption recognised as an adjustment to the opening balance of retained profits at 1 January 2019, and the comparative information for 2018 was not restated and continued to be reported under IAS 17 and related interpretations.

2. 編製基準及會計政策 (續)

2.2 會計政策變動及披露 (續)

- (a) 國際財務報告準則第16號取代國際會計準則第17號*租賃*、國際財務報告詮釋委員會－詮釋第4號*釐定安排是否包括租賃*、常務詮釋委員會－詮釋第15號*經營租賃－優惠*及常務詮釋委員會－詮釋第27號*評估涉及租賃法律形式交易的內容*。該準則載列確認、計量、呈列及披露租賃的原則，並要求承租人根據單一資產負債表模式入賬所有租賃，以確認及計量使用權資產及租賃負債，惟若干確認例外情況除外。國際財務報告準則第16號大致沿用國際會計準則第17號內出租人的會計處理方式。出租人將繼續使用與國際會計準則第17號類似的原則將租賃分類為經營或融資租賃。

國際財務報告準則第16號並無對本集團為出租人之租賃產生重大影響。

本集團使用經修訂追溯法採納國際財務報告準則第16號，首次應用日期為2019年1月1日。根據該方法，該準則已獲追溯應用，首次採納的累計影響確認為對2019年1月1日的保留溢利期初餘額的調整，而2018年的比較資料並無重列，並繼續根據國際會計準則第17號及相關詮釋呈報。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.2 Changes in accounting policies and disclosures (continued)

(a) (continued)

New definition of a lease

Under IFRS 16, a contract is, or contains, a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to obtain substantially all of the economic benefits from use of the identified asset and the right to direct the use of the identified asset. The Group elected to use the transition practical expedient allowing the standard to be applied only to contracts that were previously identified as leases applying IAS 17 and IFRIC-Int 4 at the date of initial application. Contracts that were not identified as leases under IAS 17 and IFRIC-Int 4 were not reassessed. Therefore, the definition of a lease under IFRS 16 has been applied only to contracts entered into or changed on or after 1 January 2019.

2. 編製基準及會計政策 (續)

2.2 會計政策變動及披露 (續)

(a) (續)

租賃之新定義

根據國際財務報告準則第16號，倘合約為換取代價而授予在一段期間內已識別資產之使用控制權，則該合約為租賃或包含租賃。倘客戶有權從使用可識別資產中獲取絕大部分經濟利益及有權主導已識別資產的使用，則已獲授予控制權。本集團選擇使用過渡可行權宜方法，僅在首次應用日期對先前應用國際會計準則第17號及國際財務報告詮釋委員會－詮釋第4號識別為租賃的合約應用該準則。根據國際會計準則第17號及國際財務報告詮釋委員會－詮釋第4號並未識別為租賃的合約並未予以重新評估。因此，國際財務報告準則第16號的租賃定義僅應用於2019年1月1日或之後訂立或變更的合約。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.2 Changes in accounting policies and disclosures (continued)

(a) (continued)

As a lessee – Leases previously classified as operating leases

Nature of the effect of adoption of IFRS 16

The Group has lease contracts for items of buildings. As a lessee, the Group previously classified leases as operating leases based on the assessment of whether the lease transferred substantially all the rewards and risks of ownership of assets to the Group. Under IFRS 16, the Group applies a single approach to recognise and measure right-of-use assets and lease liabilities for all leases, except for two elective exemptions for leases of low-value assets (elected on a lease-by-lease basis) and leases with a lease term of 12 months or less (“short-term leases”) (elected by class of underlying asset). Instead of recognising rental expenses under operating leases on a straight-line basis over the lease term commencing from 1 January 2019, the Group recognises depreciation (and impairment, if any) of the right-of-use assets and interest accrued on the outstanding lease liabilities (as finance costs).

2. 編製基準及會計政策 (續)

2.2 會計政策變動及披露 (續)

(a) (續)

作為承租人 – 先前分類為經營租賃的租賃

採納國際財務報告準則第16號的影響性質

本集團擁有樓宇項目的租賃合約。作為承租人，本集團先前按租賃是否評估為已將資產擁有權的絕大部分回報及風險轉移予本集團，將租賃分類為經營租賃。根據國際財務報告準則第16號，本集團就所有租賃應用單一方法確認及計量使用權資產及租賃負債，惟就低價值資產租賃（按個別租賃基準選擇）及租賃期限為12個月或以下的租賃（「短期租賃」）（按相關資產類別選擇）的兩項選擇性豁免除外。本集團確認使用權資產折舊（及減值（如有））及尚未償還租賃負債之應計利息（為融資成本），而非於自2019年1月1日開始於租期內按直線法於經營租賃項下確認租金開支。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.2 Changes in accounting policies and disclosures (continued)

(a) (continued)

As a lessee – Leases previously classified as operating leases (continued)

Impacts on transition

Lease liabilities at 1 January 2019 were recognised based on the present value of the remaining lease payments, discounted using the incremental borrowing rate at 1 January 2019. The right-of-use assets were measured at the amount of the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to the lease recognised in the statement of financial position immediately before 1 January 2019.

All these assets were assessed for any impairment based on IAS 36 on that date. The Group elected to present the right-of-use assets separately in the statement of financial position. The Group has no lease assets that were recognised previously under finance leases and needed to be reclassified from property and equipment.

2. 編製基準及會計政策 (續)

2.2 會計政策變動及披露 (續)

(a) (續)

作為承租人 – 先前分類為經營租賃的租賃 (續)

過渡之影響

於2019年1月1日的租賃負債按剩餘租賃付款的現值確認(使用於2019年1月1日的增量借款利率貼現)。使用權資產按租賃負債的金額計量,並以任何與緊接2019年1月1日前於財務狀況表確認的租賃有關的預付或應計租賃付款的金額予以調整。

所有該等資產均於該日期按國際會計準則第36號作減值評估。本集團選擇於財務狀況表內獨立呈列使用權資產。本集團並無先前根據融資租賃確認並需要自物業及設備重新分類的租賃資產。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.2 Changes in accounting policies and disclosures (continued)

(a) (continued)

For the leasehold land and buildings (that were held to earn rental income and/or for capital appreciation) previously included in investment properties and measured at fair value, the Group has continued to include them as investment properties at 1 January 2019. They continue to be measured at fair value applying IAS 40.

The Group has used the following elective practical expedients when applying IFRS 16 at 1 January 2019:

- Applying the short-term lease exemptions to leases with a lease term that ends within 12 months from the date of initial application
- Using hindsight in determining the lease term where the contract contains options to extend/terminate the lease
- Applying a single discount rate to a portfolio of leases with reasonably similar characteristics

2. 編製基準及會計政策 (續)

2.2 會計政策變動及披露 (續)

(a) (續)

就先前計入投資物業及按公允價值計量之租賃土地及物業(持有目的為賺取租金收入及/或資本增值)而言,於2019年1月1日,本集團已繼續將該等物業作為投資物業入賬。其繼續應用國際會計準則第40號按公允價值計量。

本集團於2019年1月1日應用國際財務報告準則第16號時已使用以下選擇性可行權宜方法:

- 對於租賃期限自首次應用日期起計12個月內結束的租賃應用短期租賃豁免
- 倘合約包含延長/終止租賃的選擇權,則使用事後方式釐定租賃期限
- 對具有合理類似特徵之租賃組合應用單一貼現率

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.2 Changes in accounting policies and disclosures (continued)

(a) (continued)

Financial impact at 1 January 2019

The impacts arising from the adoption of IFRS 16 at 1 January 2019 were as follows:

		Increase/ (decrease) 增加／(減少) RMB'000 人民幣千元
Assets		
Increase in right-of-use assets	使用權資產增加	279,579
Decrease in prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產減少	(6,401)
Increase in total assets	資產總值增加	273,178
Liabilities		
Increase in total liabilities	負債總額增加	273,178

2. 編製基準及會計政策 (續)

2.2 會計政策變動及披露 (續)

(a) (續)

於2019年1月1日之財務影響

於2019年1月1日採納國際財務報告準則第16號導致的影響如下：

		Increase/ (decrease) 增加／(減少) RMB'000 人民幣千元
資產		
使用權資產增加		279,579
預付款項、其他應收款項及其他資產減少		(6,401)
資產總值增加		273,178
負債		
負債總額增加		273,178

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.2 Changes in accounting policies and disclosures (continued)

(a) (continued)

Financial impact at 1 January 2019 (continued)

The lease liabilities as at 1 January 2019 reconciled to the operating lease commitments as at 31 December 2018 are as follows:

		RMB'000 人民幣千元
Operating lease commitments as at 31 December 2018	於2018年12月31日的 經營租賃承擔	381,274
Weighted average incremental borrowing rate as at 1 January 2019	於2019年1月1日的 加權平均增量借款利率	4.60%
Discounted operating lease commitments as at 1 January 2019	於2019年1月1日的 已貼現經營租賃承擔	273,178
Lease liabilities as at 1 January 2019	於2019年1月1日的租賃負債	273,178

2. 編製基準及會計政策 (續)

2.2 會計政策變動及披露 (續)

(a) (續)

於2019年1月1日之財務影響 (續)

於2019年1月1日的租賃負債與於2018年12月31日的經營租賃承擔對賬如下：

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.2 Changes in accounting policies and disclosures (continued)

- (b) Amendments to IAS 28 clarify that the scope exclusion of IFRS 9 only includes interests in an associate or joint venture to which the equity method is applied and does not include long-term interests that in substance form part of the net investment in the associate or joint venture, to which the equity method has not been applied. Therefore, an entity applies IFRS 9, rather than IAS 28, including the impairment requirements under IFRS 9, in accounting for such long-term interests. IAS 28 is then applied to the net investment, which includes the long-term interests, only in the context of recognising losses of an associate or joint venture and impairment of the net investment in the associate or joint venture. The Group assessed its business model for its long-term interests in associates and joint ventures upon adoption of the amendments on 1 January 2019 and concluded that the long-term interests in associates and joint ventures continue to be measured at amortised cost in accordance with IFRS 9. Accordingly, the amendments did not have any impact on the financial position or performance of the Group.

2. 編製基準及會計政策 (續)

2.2 會計政策變動及披露 (續)

- (b) 國際會計準則第28號修訂本澄清國際財務報告準則第9號的範圍豁免僅包括於聯營公司或合營公司的權益(應用權益法)，並不包括實質上構成於聯營公司或合營公司淨投資一部分的長期權益(並無應用權益法)。因此，實體將該等長期權益入賬時應用國際財務報告準則第9號而非國際會計準則第28號，包括國際財務報告準則第9號的減值規定。國際會計準則第28號應用於淨投資，包括長期權益，惟僅在確認聯營公司或合營公司虧損及於聯營公司或合營公司的淨投資減值的情況下方可應用。本集團於2019年1月1日採納修訂本時評估其於聯營公司及合營公司的長期權益的業務模式，而結論為於聯營公司及合營公司的長期權益繼續根據國際財務報告準則第9號按攤銷成本計量。因此，修訂本並無對本集團的財務狀況或表現造成任何影響。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.2 Changes in accounting policies and disclosures (continued)

- (c) IFRIC-Int 23 addresses the accounting for income taxes (current and deferred) when tax treatments involve uncertainty that affects the application of IAS 12 (often referred to as “uncertain tax positions”). The interpretation does not apply to taxes or levies outside the scope of IAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments.
- (d) The interpretation specifically addresses (i) whether an entity considers uncertain tax treatments separately; (ii) the assumptions an entity makes about the examination of tax treatments by taxation authorities; (iii) how an entity determines taxable profits or tax losses, tax bases, unused tax losses, unused tax credits and tax rates; and (iv) how an entity considers changes in facts and circumstances. Upon adoption of the interpretation, the Group considered whether it has any uncertain tax positions arising from the transfer pricing on its intergroup sales. Based on the Group’s tax compliance and transfer pricing study, the Group determined that it is probable that its transfer pricing policy will be accepted by the tax authorities. Accordingly, the interpretation did not have any impact on the financial position or performance of the Group.

2. 編製基準及會計政策 (續)

2.2 會計政策變動及披露 (續)

- (c) 國際財務報告詮釋委員會－詮釋第23號處理倘稅項處理涉及影響國際會計準則第12號的應用的不確定性（通常稱為「不確定稅務狀況」），對所得稅（即期及遞延）的會計處理方法。該詮釋並不適用於國際會計準則第12號範圍外的稅項或徵稅，尤其亦不包括與不確定稅項處理相關的權益及處罰相關規定。
- (d) 該詮釋具體處理(i)實體是否單獨考慮對不確定稅項處理；(ii)實體對稅務機關的稅項處理檢查所作的假設；(iii)實體如何釐定應課稅溢利或稅項虧損、稅基、未動用稅項虧損、未動用稅項抵免及稅率；及(iv)實體如何考慮事實及情況變動。於採納該詮釋時，本集團已考慮其是否有任何因集團內公司間銷售的轉讓定價而產生的不確定稅務狀況。基於本集團稅務合規及轉讓定價研究，本集團釐定稅務機關很可能接納其轉讓定價政策。因此，該詮釋並無對本集團的財務狀況或表現造成任何影響。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.3 Issued but not yet effective International Financial Reporting Standards

The Group has not applied the following new and revised IFRSs, that have been issued but are not yet effective, in these financial statements.

Amendments to IFRS 3 *Definition of a Business*¹

Amendments to IFRS 9, *Interest Rate Benchmark Reform*¹
IAS 39 and IFRS 7

Amendments to IFRS 10 *Sale or Contribution of Assets and IAS 28 between an Investor and its Associate or Joint Venture*⁴

IFRS 17 *Insurance Contracts*²

Amendments to IAS 1 *Definition of Material*¹
and IAS 8

Amendments to IAS 1 *Classification of Liabilities as Current or Non-current*³

¹ Effective for annual periods beginning on or after 1 January 2020

² Effective for annual periods beginning on or after 1 January 2021

³ Effective for annual periods beginning on or after 1 January 2022

⁴ No mandatory effective date yet determined but available for adoption

2. 編製基準及會計政策 (續)

2.3 已頒佈但尚未生效的國際財務報告準則

本集團並未於該等財務報表中應用下列已頒佈但尚未生效的新訂及經修訂國際財務報告準則。

國際財務報告準則第3號 *業務定義*¹

修訂本

國際財務報告準則第9號、*利率基準改革*¹

國際會計準則第39號及

國際財務報告準則

第7號修訂本

國際財務報告準則第10號及 *投資者與其聯營公司或合營*

國際會計準則第28號修訂本 *公司之間出售或注入資產*⁴

國際財務報告準則第17號 *保險合同*²

國際會計準則第1號及 *重大定義*¹

國際會計準則第8號修訂本

國際會計準則第1號修訂本 *將負債分類為流動或非流動*³

¹ 於2020年1月1日或之後開始的年度期間生效

² 於2021年1月1日或之後開始的年度期間生效

³ 於2022年1月1日或之後開始的年度期間生效

⁴ 並無釐定強制生效日期，惟可供採納

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.3 Issued but not yet effective International Financial Reporting Standards (continued)

Further information about those IFRSs that are expected to be applicable to the Group is as follows:

Amendments to IFRS 3 clarify and provide additional guidance on the definition of a business. The amendments clarify that for an integrated set of activities and assets to be considered a business, it must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create outputs. The amendments remove the assessment of whether market participants are capable of acquiring the business and continue to produce outputs. Instead, the focus is on whether acquired inputs and acquired substantive processes together significantly contribute to the ability to create outputs. The amendments have also narrowed the definition of outputs to focus on goods or services provided to customers, investment income or other income from ordinary activities. Furthermore, the amendments provide guidance to assess whether an acquired process is substantive and introduce an optional fair value concentration test to permit a simplified assessment of whether an acquired set of activities and assets is not a business. The Group expects to adopt the amendments prospectively from 1 January 2020. Since the amendments apply prospectively to transactions or other events that occur on or after the date of first application, the Group will not be affected by these amendments on the date of transition.

2. 編製基準及會計政策 (續)

2.3 已頒佈但尚未生效的國際財務報告準則 (續)

預期適用於本集團的該等國際財務報告準則的其他資料如下：

國際財務報告準則第3號修訂本闡明並提供有關業務的定義之其他指引。該修訂本闡明，一整套活動及資產要被視為一項業務，其必須至少包括共同對創造產出能力作出重大貢獻的投入及實質性進程。一項業務可於不包括為創造產出所需的所有投入及進程時存在。該修訂本移除對市場參與者是否有能力收購業務並持續產出的評估。相反，其關注所獲得的投入及所獲得的實質性進程是否共同對創造產出的能力作出重大貢獻。該修訂本亦縮小產出的定義，注重向客戶提供的貨品或服務、投資收入或一般活動的其他收入。此外，該修訂本為評估所獲得進程是否具實質性提供指引，並引入一個可選的集中性公允價值測試，以簡化評估一系列已獲得的活動及資產是否並非一項業務。本集團預期自2020年1月1日起前瞻性地採納該修訂本。由於修訂本按未來適用基準應用於首次應用日期或之後發生的交易或其他事件，故本集團於過渡日期將不受該等修訂所影響。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.3 Issued but not yet effective International Financial Reporting Standards (continued)

Amendments to IFRS 9, IAS 39 and IFRS 7 address the effects of interbank offered rate reform on financial reporting. The amendments provide temporary reliefs which enable hedge accounting to continue during the period of uncertainty before the replacement of an existing interest rate benchmark. In addition, the amendments require companies to provide additional information to investors about their hedging relationships which are directly affected by these uncertainties. The amendments are effective for annual periods beginning on or after 1 January 2020. Early application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to IFRS 10 and IAS 28 address an inconsistency between the requirements in IFRS 10 and in IAS 28 in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to IFRS 10 and IAS 28 was removed by the IASB in December 2015 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for adoption now.

2. 編製基準及會計政策 (續)

2.3 已頒佈但尚未生效的國際財務報告準則 (續)

國際財務報告準則第9號、國際會計準則第39號及國際財務報告準則第7號之修訂本處理銀行同業拆息改革對財務報告之影響。該等修訂提供可在替換現有利率基準前之不確定期限內繼續進行對沖會計處理之暫時性寬免。此外，該等修訂規定公司須向投資者提供有關直接受該等不確定因素影響之對沖關係之額外資料。該等修訂自2020年1月1日或之後開始之年度期間生效，獲准提早應用。預期該修訂本將不會對本集團財務報表產生任何重大影響。

國際財務報告準則第10號及國際會計準則第28號修訂本針對國際財務報告準則第10號及國際會計準則第28號之間有關投資者與其聯營公司或合營公司之間的資產出售或注資兩者規定的不一致性作出處理。該等修訂規定，當投資者與其聯營公司或合營公司之間的資產出售或注資構成一項業務時，須確認全數收益或虧損。當交易涉及不構成一項業務的資產時，由該交易產生的收益或虧損於該投資者的損益內確認，惟僅以不相關投資者於該聯營公司或合營公司的權益為限。該等修訂將獲前瞻性應用。國際財務報告準則第10號及國際會計準則第28號修訂本的原強制生效日期於2015年12月已由國際會計準則委員會剔除，而新強制性生效日期將於完成對聯營公司及合營公司之更多會計審閱後釐定。然而，該等修訂現時可供採納。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.3 Issued but not yet effective International Financial Reporting Standards (continued)

Amendments to IAS 1 and IAS 8 provide a new definition of material. The new definition states that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. The amendments clarify that materiality will depend on the nature or magnitude of information. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. The Group expects to adopt the amendments prospectively from 1 January 2020. The amendments are not expected to have any significant impact on the Group's financial statements.

2. 編製基準及會計政策 (續)

2.3 已頒佈但尚未生效的國際財務報告準則 (續)

國際會計準則第1號及國際會計準則第8號修訂本提供新的重大定義。新定義載列，若有關資料遭遺漏、錯誤陳述或隱瞞，而可合理地預期將會影響通用財務報表的主要使用者以該等財務報表為基礎作出的決定，則該資料屬重大。該修訂本闡明重大性將取決於資料的性質或程度。若可合理地預期資料遭錯誤陳述將會影響主要使用者作出的決定，則資料遭錯誤陳述屬重大。本集團預期自2020年1月1日起前瞻性地採納該修訂本。預期該修訂本不會對本集團之財務報表產生任何重大影響。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要

業務合併及商譽

業務合併乃採用收購法處理。業務合併中轉讓的代價乃按收購日之公允價值計量，該公允價值乃按本集團所轉讓的資產、本集團向被收購方的前任所有人承擔的負債及本集團發行以交換被收購方之控制權之股本權益於收購日的公允價值之和。就每次業務合併而言，本集團選擇是否以公允價值或被收購方可識別資產淨值的應佔比例，計算於被收購方屬現時擁有人權益的非控股權益並賦予擁有人權利於清盤時按比例分佔實體淨資產的非控股權益。非控股權益之一切其他成分乃按公允價值計量。與收購相關的成本於產生時列為開支。

當本集團收購一項業務時，根據合約條款、經濟環境及於收購日的相關條件為適當分類及名稱評估所承擔的金融資產及負債。此項評估包括被收購方將主合約內的嵌入式衍生工具分開。

倘業務合併分階段進行，先前持有的股權按收購日期的公允價值重新計量，而任何因此產生的收益或虧損於損益中確認。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Business combinations and goodwill (continued)

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

業務合併及商譽 (續)

由收購方將予轉讓的任何或然代價將於收購日期按公允價值確認。或然代價如被分類為資產或負債，則按公允價值計量，有關公允價值變動確認於損益。分類為權益的或然代價並無重新計量，而其後結算於權益中入賬。

商譽初步按成本計量，成本乃所轉讓的代價、就非控股權益確認的金額及本集團以往於被收購方持有的股本權益的任何公允價值的總和超過所收購的可識別淨資產及所承擔的負債的差額。如代價及其他項目之和低於所收購資產淨值的公允價值，在重新評估後，差額作為議價收購收益於損益中確認。

在初步確認後，商譽按成本減任何累計減值虧損計量。商譽至少每年進行減值測試一次或應任何事項的發生或環境的變化顯示賬面值可能發生減值時更頻繁地進行減值測試。本集團於12月31日進行商譽之年度減值測試。就減值測試而言，於業務合併中所收購的商譽自收購日起分配至本集團各現金產出單元或現金產出單元組，該現金產出單元或單元組預期將從合併協同效益中獲益，而無視是否有其他本集團資產或負債被分配至該等單元或單元組。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Business combinations and goodwill (continued)

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

業務合併及商譽 (續)

是否發生減值是通過評估商譽相關現金產出單元(組)的可收回金額決定，倘現金產出單元(組)之可收回金額低於該單元(組)之賬面值，則確認減值虧損。就商譽確認之減值虧損不會在後續的期間被轉回。

倘商譽分配至現金產出單元(或現金產出單元組)，而該單位業務的一部份被出售，則在計算出售收益或虧損時，與被出售業務相關的商譽將計入該業務的賬面值。如此出售的商譽基於被出售業務與保留現金產出單元部分的相對值計量。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Fair value measurement

The Group measures its investment properties and equity investments at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

公允價值計量

本集團於各報告期末按公允價值計量其投資物業和股本投資。公允價值為於計量日期市場參與者在有序交易中出售資產可收取或轉讓負債須支付之價格。公允價值計量乃基於假設於資產或負債的主要市場，或倘無主要市場，則於資產或負債最有利的市場進行出售資產或轉讓負債的交易而釐定。主要或最有利市場須由本集團評估。一項資產或負債的公允價值於計量時乃採用市場參與者於對資產或負債定價時採用的假設，並假設市場參與者以其最佳經濟利益行事。

非金融資產的公允價值計量乃考慮市場參與者通過將資產用途最佳及最大化或將其出售予另外能將資產用途最佳及最大化的參與者而產生經濟利益的能力。

本集團使用當時適當的估值技術及有充足的數據可供計量公允價值，最大化使用相關可觀察輸入數據及減少使用不可觀察輸入數據。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Fair value measurement (continued)

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

公允價值計量 (續)

於財務報表用於計量或披露公允價值的所有資產及負債於公允價值等級內分類，如下所述，乃基於對公允價值計量整體而言相當重大的最低等級輸入而釐定：

- 第一級 – 基於相同資產或負債於活躍市場的報價（未經調整）
- 第二級 – 基於最低等級輸入可直接或間接觀察且對公允價值計量有重大影響的估值技術
- 第三級 – 基於最低等級輸入不可觀察且對價值計量有重大影響的估值技術

就按經常性基準於財務報表確認的資產及負債而言，本集團於各報告期末通過重新評估類別（根據對公允價值計量整體而言屬重大的最低等級輸入數據）釐定各層級之間是否發生轉移。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, deferred tax assets, financial assets, completed properties held for sale, properties under development, investment properties and non-current assets/a disposal group classified as held for sale), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the statement of profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

非金融資產減值

如果一項資產(除了存貨、遞延稅項資產、金融資產、持作銷售已落成物業、開發中物業、投資物業及非流動資產/分類為持作銷售的出售組別)存在減值跡象,或需要進行年度減值測試,則需估計該資產的可收回金額。資產可收回金額按該資產或現金產出單元的使用價值和公允價值減出售費用兩者中的較大者計算,並按單個資產單獨確認,除非該資產不能產出基本上獨立於其他資產或資產組所產生的現金流入,這種情況下,可確認該資產所屬的現金產出單元的可收回金額。

只有資產賬面金額超過其可收回金額時,才確認減值虧損。評估使用價值時,採用反映當前市場對資金時間價值和資產的特定風險的估價的稅前折現率,將估計未來現金流量折成現值。減值虧損計入其產生之期間之損益表內,除非該資產按重估金額入賬則另作別論,在此情況下,減值虧損則根據該重估資產之相關會計政策入賬。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Impairment of non-financial assets (continued)

An assessment is made at the end of each reporting period as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

非金融資產減值 (續)

於每一報告期末評估是否有跡象表明以前確認的減值虧損可能已不存在或可能降低。如果存在上述跡象，則對可收回金額進行估計。對於一項除商譽以外的資產來說，只有在用於釐定該資產可收回金額的估計發生變動時，以前確認的減值虧損才能轉回，但是由於該等資產的減值虧損的轉回而增加的資產賬面金額，不應高於資產以前年度沒有確認減值虧損時的賬面金額（減去任何折舊／攤銷）。這種減值虧損的轉回計入其發生當期的損益表，若資產按經重估金額列值，則減值虧損的轉回按照該經重估資產的有關會計政策入賬。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

關聯方

在下列情況下，以下各方被視為與本集團有關連：

- (a) 如有以下情況的個人及其近親
 - (i) 能夠控制或共同控制本集團；
 - (ii) 能夠對本集團行使重大影響；或
 - (iii) 為本集團或本集團母公司的主要管理人員；

或

- (b) 如有以下情況的實體：
 - (i) 該實體與本集團為同一集團內成員；
 - (ii) 一家實體為另一家實體（或該實體的母公司、附屬公司或同系附屬公司）的聯營公司或合營公司；
 - (iii) 該實體與本集團為同一第三方的合營公司；
 - (iv) 一家實體為第三方實體的合營公司，而另一家實體為該第三方實體的聯營公司；

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Related parties (continued)

- (b) (continued)
- (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

關聯方 (續)

- (b) (續)
- (v) 實體為本集團或與本集團有關連之實體就僱員福利設立之離職後福利計劃；
 - (vi) 該實體由(a)項界定的人士控制或共同控制；
 - (vii) (a)(i)項界定的個人對該實體能夠實施重大影響，或該人士為該實體或該實體的母公司的主要管理人員；及
 - (viii) 實體或其所屬集團之任何成員公司向本集團或本集團之母公司提供主要管理人員服務。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Property and equipment and depreciation

Property and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Cost may also include transfers from equity of any gains or losses on qualifying cash flow hedges of foreign currency purchases of property and equipment.

Expenditure incurred after items of property and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

物業及設備及折舊

物業及設備(在建工程除外)乃按成本值減累計折舊及任何減值虧損入賬。物業及設備的成本包括其購買價及任何使資產達至營運狀況及地點以作計劃用途的直接相關成本。成本亦可能包括轉撥自股本的物業及設備外幣購置項目的合資格現金流量對沖所產生任何收益或虧損。

物業及設備項目投產後產生的支出，如維修及保養費用等，一般計入產生期間的損益表。倘達到確認標準，則重大檢查的開支會於資產賬面值中資本化作為替換。倘須定期更換物業及設備的重要組成部分，則本集團將該等部分確認為擁有特定可使用年限的單獨資產，並作出相應折舊。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Property and equipment and depreciation (continued)

Valuations are performed frequently enough to ensure that the fair value of a revalued asset does not differ materially from its carrying amount. Changes in the values of property and equipment are dealt with as movements in the asset revaluation reserve. If the total of this reserve is insufficient to cover a deficit, on an individual asset basis, the excess of the deficit is charged to the statement of profit or loss. Any subsequent revaluation surplus is credited to the statement of profit or loss to the extent of the deficit previously charged. An annual transfer from the asset revaluation reserve to retained profits is made for the difference between the depreciation based on the revalued carrying amount of an asset and the depreciation based on the asset's original cost. On disposal of a revalued asset, the relevant portion of the asset revaluation reserve realised in respect of previous valuations is transferred to retained profits as a movement in reserves.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property and equipment to its residual value over its estimated useful life. The estimated residual values and useful lives for this purpose are as follows:

	Useful lives
Buildings	20 years
Hotel properties	40 years
Office equipment	5 years
Motor vehicles	5 years
Leasehold improvements	Shorter of the lease terms and 5 years

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

物業及設備及折舊 (續)

估值乃足頻密地進行以確保重估資產之公允價值與其賬面值不會有重大差異。物業及設備之價值變動作資產重估儲備變動處理。如按個別資產基準，此儲備之總數不足以彌補虧絀，則超逾虧絀之數在損益表扣除。其後任何重估盈餘計入損益表，惟以過往扣除之虧絀為限。基於資產經重估賬面值之折舊與基於該項資產原來成本之折舊之差額部份，每年會由資產重估儲備轉撥至保留溢利。出售一項重估資產時，於以往估值變現之資產重估儲備之有關部份乃轉入保留溢利，作為儲備之變動處理。

各物業及設備項目採用直線法在計算折舊的估計使用年限內削減其成本至其殘值。為此而採用之估計殘值及可使用年期如下：

	可使用年限
樓宇	20年
酒店物業	40年
辦公室設備	5年
汽車	5年
租賃物業裝修	按租期及5年之較短者

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Property and equipment and depreciation (continued)

Where parts of an item of property and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress represents a building under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property and equipment when completed and ready for use.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

物業及設備及折舊 (續)

倘物業及設備項目之各部分有不同可使用年期，則有關項目之成本將按各部分之合理基礎分配，而每部分將作個別折舊。殘值、可使用年期及折舊法至少須於各財政年度年結日予以檢討，並作調整（如適用）。

物業及設備項目（包括初始確認的任何重大部分）於出售或預期不會從其使用或出售獲取未來經濟利益時終止確認。於終止確認資產之年度在損益表確認之任何出售或報廢損益，為有關資產出售所得款項淨額與賬面金額之差額。

在建工程指在建樓宇，按成本減任何減值虧損呈列且不計提折舊。成本包括建築期內的直接建設成本及相關借入資金之已資本化借款成本。在建工程竣工且可供使用時，將重新分類至物業及設備的恰當類別。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Investment properties

Investment properties are interests in land and buildings (including the leasehold property held as a right-of-use asset (2018: leasehold property under an operating lease) which would otherwise meet the definition of an investment property) held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Investment properties comprise completed investment properties and investment properties under construction. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

Gains or losses arising from changes in the fair values of investment properties are included in the statement of profit or loss in the year in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in the statement of profit or loss in the year of the retirement or disposal.

The Group determines whether completed properties held for sale and properties under development would be transferred to investment properties when, only when, there is a change in use, evidenced by the following criteria: (a) the Group has prepared a business plan that reflects the future rental income generated by the property and this is supported with evidence that there is demand for rental space; (b) the Group can demonstrate that it has the resources, including the necessary financing or capital, to hold and manage an investment property; (c) the change in use is legally permissible; (d) if the property must be further developed for the change in use, the development has commenced and (e) change in use is approved by the board.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

投資物業

投資物業為持作賺取租金收入及／或資本增值（而非用於生產或供應貨品或服務或行政目的），或在日常業務過程中出售之土地及樓宇（包括在其他方面符合投資物業定義之持有為使用權資產之租賃物業（2018年：經營租賃下之租賃物業）之權益。投資物業包括已落成投資物業及在建投資物業。該等物業最初以包括交易成本的成本計量。於初始確認後，投資物業按反映報告期末市況的公允價值列賬。

投資物業公允價值之變動所產生之收益或虧損，計入所產生年度之損益表。

報廢或出售投資物業之任何收益或虧損均於報廢或出售年度之損益表中予以確認。

本集團釐定持作銷售已落成物業及開發中物業是否轉撥至投資物業，當且僅當用途出現變更且由如下標準加以佐證時：(a)本集團已擬訂反映物業日後租金收入的業務計劃，並有租賃需求證據作支持；(b)本集團能證明其有資源（包括必要融資或資本）持有及管理投資物業；(c)法律允許變更改用途；(d)如須進一步發展物業以改變物業用途，則已開始相關發展及(e)董事會批准變更改用途。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Properties under development

Properties under development are stated at the lower of cost and net realisable value and comprise land costs, construction costs, borrowing costs, professional fees and other costs directly attributable to such properties incurred during the development period.

Properties under development which are already under construction or expected to be under construction within twelve months or have explicit business plan for construction are classified as current assets. The rest of properties are classified as non-current assets.

Completed properties held for sale

Completed properties held for sale are stated at the lower of cost and net realisable value. Cost is determined by an apportionment of the total costs of land and buildings attributable to the unsold properties. Net realisable value takes into account the selling price, less estimated costs to be incurred in selling the properties based on prevailing market conditions.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

開發中物業

開發中物業乃按成本及可變現淨值兩者的較低者列賬，包括土地成本、建築成本、借入成本、專業費用及該物業於開發期間直接應佔的其他成本。

在建設中或預期將於十二個月內建設或有明確建設業務計劃之開發中物業分類為流動資產。餘下物業分類為非流動資產。

持作銷售已竣工物業

持作銷售已竣工物業按成本及可變現淨值兩者的較低者列賬。成本按待售物業應佔土地及樓宇總成本的比例釐定。可變現淨值已基於現行市況，考慮銷售價格，並減去估計銷售物業所產生的成本。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Other intangible assets (other than goodwill)

Other intangible assets acquired separately are measured on initial recognition at cost. The cost of other intangible assets acquired in a business combination is the fair value at the date of the acquisition. The useful lives of other intangible assets are assessed to be finite. Other intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the other intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each reporting period.

The principal estimated useful lives of other intangible assets are as follows:

Category	Estimated useful life
Brandname	20 years

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

其他無形資產 (商譽除外)

獨立購入的其他無形資產於初始確認時按成本計量。於業務合併中購入的其他無形資產成本為於收購日期的公允價值。其他無形資產的可使用年期評定為有限。具有有限年期的其他無形資產其後於可使用經濟年期攤銷並在有跡象顯示其他無形資產可能出現減值時作出減值評估。具有有限可使用年期的無形資產的攤銷期及攤銷方法至少於各報告期進行檢討。

其他無形資產的主要估計可使用年期如下：

類別	估計使用年期
品牌名稱	20年

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Leases (applicable from 1 January 2019)

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

Group as a lessee

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

(a) Right-of-use assets

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

Buildings	5-18 years
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If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

租賃 (自2019年1月1日起適用)

本集團於合約開始時評估合約是否為租賃或包含租賃。倘合約為換取代價而授予在一段期間內已識別資產之使用控制權，則該合約為租賃或包含租賃。

本集團作為承租人

本集團對所有租賃應用單一確認及計量方法，惟短期租賃及低價值資產租賃除外。本集團確認租賃負債以作出租賃付款，並確認使用權資產代表使用相關資產的權利。

(a) 使用權資產

使用權資產乃於租賃開始日期 (即相關資產可供使用當日) 確認。使用權資產按成本減任何累計折舊及任何減值虧損計量，並就租賃負債之任何重新計量作出調整。使用權資產之成本包括已確認租賃負債金額、已產生的初始直接成本，以及於開始日期或之前作出之租賃付款減任何已收租賃獎勵。使用權資產以直線法於以下租賃期限及資產估計使用年期 (以較短者為準) 內計提折舊：

樓宇	5至18年
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倘租賃資產的擁有權於租賃期限結束時轉移至本集團或成本反映行使購買選擇權，則使用資產的估計使用年期計算折舊。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Leases (applicable from 1 January 2019) (continued)

Group as a lessee (continued)

(b) Lease liabilities

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

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

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

租賃 (自2019年1月1日起適用) (續)

本集團作為承租人 (續)

(b) 租賃負債

租賃負債於租賃開始日期按租賃期限將作出的租賃付款的現值確認。租賃付款包括固定付款 (包括實質上固定付款) 減任何應收租賃優惠、取決於指數或比率的可變租賃付款以及餘值擔保下預期應付的款項。租賃付款亦包括本集團合理確定將會行使的購買選擇權的行使價及倘租賃期限反映本集團行使選擇權終止租賃的情況下，則包括支付的終止租賃的罰款。並非取決於指數或比率的可變租賃付款於觸發付款的事件或情況發生的期間內確認為開支。

在計算租賃付款的現值時，由於租賃中所隱含的利率不易釐定，故本集團使用於租賃開始日期的增量借款利率。於開始日期之後，租賃負債金額就反映利息的累積而增加及因作出的租賃付款而減少。此外，如有修改、租賃期限發生變化、租賃付款變化 (例如指數或比率的變動導致未來租賃付款發生變化) 或購買相關資產的選擇權評估發生變化，則租賃負債的賬面值將予重新計量。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Leases (applicable from 1 January 2019) (continued)

Group as a lessee (continued)

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

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

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

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

租賃 (自2019年1月1日起適用) (續)

本集團作為承租人 (續)

(c) 短期租賃及低價值資產租賃

本集團將短期租賃確認豁免應用於其機器及設備的短期租賃 (租賃期限為自開始日期起12個月或以下且不包括購買選擇權之該等租賃)。其亦對辦公室設備及筆記本電腦的租賃 (被視為屬低價值) 應用低價值資產租賃之確認豁免。

短期租賃及低價值資產租賃的租賃付款於租賃期限內按直線法確認為開支。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Leases (applicable from 1 January 2019) (continued)

Group as a lessor

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

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

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

租賃 (自2019年1月1日起適用) (續)

本集團作為出租人

當本集團作為出租人時，其於租賃開始時 (或當租賃有修訂時) 將其各項租賃分類為經營租賃或融資租賃。

本集團並未轉移資產擁有權附帶的絕大部分風險及回報的租賃分類為經營租賃。當合約包含租賃及非租賃組成部分時，本集團按相對獨立售價將合約中的代價分配予各組成部分。租金收入按直線法於租賃期限內入賬，並因其經營性質而計入損益表內之收入。磋商及安排經營租賃所產生的初步直接成本計入租賃資產的賬面值，並按租金收入相同的基準於租賃期限內確認。或然租金於其賺取的期間確認為收入。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Leases (applicable before 1 January 2019)

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to the statement of profit or loss on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases net of any incentives received from the lessor are charged to the statement of profit or loss on the straight-line basis over the lease terms.

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

租賃 (於2019年1月1日前適用)

將資產擁有權的絕大部分報酬及風險實質歸出租人所有的租賃，均列作經營租賃。倘本集團為出租人，則本集團根據經營租賃出租的資產計入非流動資產，而根據經營租賃的應收租金則在租期內以直線法計入損益表。倘本集團為承租人，則經營租賃的應付租金（扣除任何從出租人所得之已收優惠）在租期內以直線法計入損益表。

投資及其他金融資產

初始確認及計量

金融資產於初始確認時分類為其後按攤銷成本計量、按公允價值計入其他全面收益及按公允價值計入損益。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Investments and other financial assets (continued)

Initial recognition and measurement (continued)

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15 in accordance with the policies set out for "Revenue recognition" below.

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

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

投資及其他金融資產 (續)

初始確認及計量 (續)

金融資產於初始確認時的分類視乎金融資產合約現金流量的特徵及本集團管理該等資產的業務模式。除並無重大融資成分或本集團就此應用不調整重大融資成分影響實際權宜方法的應收貿易賬款外，本集團初始按金融資產的公允價值加（倘並非按公允價值計入損益的金融資產）交易成本計量金融資產。如下文「收入確認」所載政策，並無重大融資成分或本集團就此應用實際權宜方法的應收貿易賬款根據國際財務報告準則第15號按交易價格計量。

為使金融資產按攤銷成本或按公允價值計入其他全面收益分類及計量，其需產生僅為支付本金及未償還本金利息（「SPPI」）的現金流量。具有並非SPPI的現金流量的金融資產，不論業務模式，均獲分類並按公允價值計入損益計量。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Investments and other financial assets (continued)

Initial recognition and measurement (continued)

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

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

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

投資及其他金融資產 (續)

初始確認及計量 (續)

本集團管理金融資產的業務模式指為產生現金流量管理金融資產的方式。業務模式釐定現金流量會否來自收取合約現金流量、出售金融資產或以上兩者。按攤銷成本分類及計量的金融資產於旨在持有金融資產以收取合約現金流量的業務模式內持有，而按公允價值計入其他全面收益分類及計量的金融資產則在旨在持有以收集合約現金流量及出售的業務模式內持有。並非在上述業務模式內持有的金融資產則按公允價值計入損益分類及計量。

所有金融資產常規買賣均於交易日確認，即本集團承諾購買或者出售該項資產的日期。所謂常規買賣乃指需按法規規定或市場慣例在一定期間內交付資產的金融資產買賣。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Investments and other financial assets (continued)

Subsequent measurement

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

Financial assets at amortised cost (debt instruments)

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

Financial assets at fair value through other comprehensive income (debt instruments)

For debt investments at fair value through other comprehensive income, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income. Upon derecognition, the cumulative fair value change recognised in other comprehensive income is recycled to the statement of profit or loss.

Financial assets designated at fair value through other comprehensive income (equity investments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity investments designated at fair value through other comprehensive income when they meet the definition of equity under IAS 32 *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

投資及其他金融資產 (續)

其後計量

其後計量的金融資產視其以下分類而定：

按攤銷成本列賬的金融資產 (債務工具)

按攤銷成本列賬的金融資產隨後使用實際利率法計量，並可予減值。收益及虧損於資產終止確認、修改或減值時於收益表中確認。

按公允價值計入其他全面收益之金融資產 (債務工具)

就按公允價值計入其他全面收益的債務工具而言，利息收入、外匯重估及減值虧損或回撥乃於損益表確認，計算方式與計算按攤銷成本計量的金融資產者相同。餘下公允價值變動於其他全面收益確認。於終止確認後，於其他全面收益確認的累計公允價值變動回流至損益表。

指定為按公允價值計入其他全面收益之金融資產 (股本投資)

於初始確認後，倘股本投資符合國際會計準則第32號金融工具：呈列項下的股權定義，且並非持作買賣，本集團可選擇不可撤回地將該股本投資分類為指定為按公允價值計入其他全面收益之股本投資。分類乃按個別工具基準而釐定。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Investments and other financial assets (continued)

Financial assets designated at fair value through other comprehensive income (equity investments) (continued)

Gains and losses on these financial assets are never recycled to the statement of profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case such gains are recorded in other comprehensive income. Equity investments designated at fair value through other comprehensive income are not subject to impairment assessment.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

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

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

投資及其他金融資產 (續)

指定為按公允價值計入其他全面收益之金融資產 (股本投資) (續)

該等金融資產的收益及虧損永不回流損益表。倘已確立股息付款權，而股息相關經濟利益很可能流向本集團，且股息金額能可靠計量，則股息於損益表確認為其他收入，惟倘本集團受惠於該等所得款項作為收回部分金融資產成本，則作別論，在此情況下，有關收益會入賬為其他全面收益。指定為按公允價值計入其他全面收益的股本投資毋須進行減值評估。

按公允價值計入損益的金融資產

按公允價值計入損益的金融資產乃於財務狀況表按公允價值列賬，而公允價值變動淨額則於損益表確認。

該分類包括本集團並無不可撤銷地選擇分類為按公允價值計入其他全面收益的衍生工具以及股本投資。股本投資之股息分類為按公允價值計入損益之金融資產，並於付款權確認時亦於損益表確認為其他收入，其可能涉及經濟利益可能流入本集團，且股息金額能可靠計量。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

終止確認金融資產

金融資產(或(倘適用)一項金融資產之一部份或一組同類金融資產之一部份)在下列情況將首先終止確認(即自本集團綜合財務狀況表剔除):

- 收取該項資產所得現金流量的權利已屆滿;或
- 本集團已轉讓其收取該項資產所得現金流量的權利,或須根據一項「轉付」安排,有責任在無重大延誤情況下將所收取現金流量悉數支付予第三方;及(a)本集團已轉讓該項資產的絕大部份風險及回報,或(b)本集團並無轉讓或保留該項資產的絕大部份風險及回報,但已轉讓該項資產的控制權。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Derecognition of financial assets (continued)

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

終止確認金融資產 (續)

當本集團已轉讓其收取該項資產所得現金流量的權利或已訂立一項轉付安排，會評估其有否保留該項資產所有權的絕大部份風險和回報，以及其程度。如本集團並無轉讓或保留該項資產的絕大部份風險及回報，且並無轉讓該項資產的控制權，本集團將按本集團的持續參與程度而繼續確認轉讓資產。在此情況下，本集團亦確認相關負債。已轉讓的資產及相關負債按反映本集團已保留的權利及責任的基準計量。

以轉讓資產擔保方式之持續參與按資產之原賬面值與本集團可能被要求償還之代價最高金額之較低者計量。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Impairment of financial assets

The Group recognises an allowance for expected credit losses (“ECLs”) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

金融資產的減值

本集團確認對並非持有按公允價值計入損益的所有債務工具預期信貸虧損（「預期信貸虧損」）的撥備。預期信貸虧損乃基於根據合約到期的合約現金流量與本集團預期收取的所有現金流量之間的差額而釐定，並以原實際利率的近似值貼現。預期現金流量將包括出售所持抵押的現金流量或組成合約條款的其他增信措施。

一般方法

預期信貸虧損分兩個階段進行確認。就自初始確認以來未有顯著增加的信貸風險而言，本集團就未來12個月內可能發生違約事件而導致的信貸虧損（12個月預期信貸虧損）作出預期信貸虧損撥備。就自初始確認以來已顯著增加的信貸風險而言，不論何時發生違約，於餘下風險年期內的預期信貸虧損均須計提虧損撥備（全期預期信貸虧損）。

於各報告日期，本集團就金融工具之信貸風險自初始確認以來有否大幅增加進行評估。作出評估時，本集團將報告日期金融工具發生違約之風險與初始確認日期金融工具發生違約之風險進行比較，並會考慮無需付出不必要的成本或努力即可獲得之合理可靠資料，包括歷史經驗及前瞻性資料。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Impairment of financial assets (continued)

General approach (continued)

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and contract assets which apply the simplified approach as detailed below.

- Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
- Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
- Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

金融資產的減值 (續)

一般方法 (續)

本集團認為，倘合約付款逾期超過90日，則金融資產違約。然而，在若干情況下，倘內部或外部資料反映，在計及本集團持有的任何增信措施前，本集團不大可能悉數收到未償還合約款項，則本集團亦可認為金融資產違約。倘無法合理預期可收回合約現金流量，則撇銷金融資產。

按攤銷成本列賬之金融資產須根據一般方法估計減值，且彼等被分類為下列計量預期信貸虧損之階段，惟下文所詳述之應收貿易賬款及合約資產使用簡化法除外。

- 第一階段 – 信貸風險自初始確認以來並無顯著增加且按相當於12個月預期信貸虧損之金額計量虧損撥備之金融工具
- 第二階段 – 信貸風險自初始確認以來已顯著增加而並非已發生信貸減值之金融資產，且按相當於全期預期信貸虧損之金額計量虧損撥備之金融工具
- 第三階段 – 於報告日期已發生信貸減值（惟並非購入或產生時已發生信貸減值）且按相當於全期預期信貸虧損之金額計量虧損撥備之金融資產

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Impairment of financial assets (continued)

Simplified approach

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

For trade receivables that contain a significant financing component and lease receivables, the Group chooses as its accounting policy to adopt the simplified approach in calculating ECLs with policies as described above.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

金融資產的減值 (續)

簡化法

就並無重大融資成分或當本集團就此應用不調整重大融資成分影響實際權宜方法的應收貿易賬款而言，本集團於計算預期信貸虧損時應用簡化法。根據簡化法，本集團並無追溯信貸風險變動，而是根據各報告日期的全期預期信貸虧損確認虧損撥備。本集團已設立根據其過往信貸虧損經驗計算之撥備矩陣，並按債務人之特定前瞻性因素及經濟環境作出調整。

就包含重大融資成份及租賃應收款項之應收貿易賬款而言，本集團於上述政策中選擇於計算預期信貸虧損時採用簡化法作為其會計政策。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, or payables, as appropriate.

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

The Group's financial liabilities include trade and other payables, an amount due to the ultimate holding company, lease liabilities, derivative financial instruments and interest-bearing bank and other borrowings.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

金融負債

初始確認與計量

金融負債於初始確認時被分類為按公允價值計入損益的金融負債、貸款及借款或應付款項(如適用)。

初始確認所有金融負債時,按公允價值計量,若為貸款及借款以及應付款項,則須扣除直接歸屬之交易成本。

本集團的金融負債包括應付貿易賬款及其他應付款項、應付最終控股公司款項、租賃負債、衍生金融工具以及計息銀行貸款及其他借款。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Financial liabilities (continued)

Subsequent measurement

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

Financial liabilities at amortised cost (loans and borrowings)

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the statement of profit or loss.

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contracts at the higher of: (i) the ECL allowance determined in accordance with the policy as set out in "Impairment of financial assets"; and (ii) the amount initially recognised less, when appropriate, the cumulative amount of income recognised.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

金融負債 (續)

其後計量

金融負債按其分類之其後計量如下：

按攤銷成本計量之金融負債（貸款及借款）

在初始確認後，計息貸款及借款其後採用實際利率法按攤銷成本計量，除非折現影響不重大，這種情況下，它們按成本計量。在終止確認負債以及透過實際利率進行攤銷程序時，收益及虧損於損益表中確認。

攤銷成本按照考慮任何折現或收購溢價以及作為實際利率一部份之費用或成本計算所得。實際利率之攤銷包含於損益表的財務費用中。

財務擔保合約

本集團作出的財務擔保合約即要求發行人作出特定付款以償付持有人因特定債務人未能根據債務工具的條款償還到期款項而招致損失的合約。財務擔保合約初步按其公允價值確認為一項負債，並就作出該擔保直接產生的交易成本作出調整。於初始確認後，本集團按(i)根據「金融資產的減值」所載政策計量的預期信貸虧損撥備；及(ii)初始確認的金額減（如適用）所確認的累計收入金額（以較高者為準）計量財務擔保合約。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average basis. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and on disposal.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

金融負債之終止確認

如果負債義務已履行、撤銷或屆滿，則金融負債終止確認。

如果現有金融負債被同一貸款方以實質上幾乎全部不同條款之另一金融負債取代，或者現有負債條款幾乎全部被實質性修改，則此類替換或修改作為終止確認原負債以及確認一項新負債處理，且各自賬面金額之間的差額於損益表確認。

抵銷金融工具

當現時存在一項可依法強制執行之權利可抵銷已確認金額，且亦有意以淨額結算或同時變現資產及償付債務時，則金融資產及金融負債可予抵銷，而其淨額於財務狀況表內呈列。

存貨

存貨按成本及可變現淨值兩者較低者計價。成本按加權平均法釐定。可變現淨值按估計銷售價減去任何完成交易及出售將產生的估計成本計算。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括手頭現金及活期存款，以及購入後通常於三個月內到期的可隨時轉換為已知金額現金的短期高變現能力但價值改變的風險不大的投資，減須於要求時償還的銀行透支，組成本集團現金管理的一部份。

就綜合財務狀況表而言，現金及現金等價物包括手頭現金及銀行存款（包括並無限制用途的定期存款及性質類似現金的資產）。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the statement of profit or loss.

A contingent liability recognised in a business combination is initially measured at its fair value. Subsequently, it is measured at the higher of (i) the amount that would be recognised in accordance with the general policy for provisions above; and (ii) the amount initially recognised less, when appropriate, the amount of income recognised in accordance with the policy for revenue recognition.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

撥備

倘因過往事件須承擔現時的責任(法定或推定)，而承擔該責任可能導致日後資源外流，且對責任金額能夠可靠地估計，則確認撥備。

當折現的影響重大時，就撥備確認的金額乃指預計在日後履行責任時所需開支在報告期末的現值。由於時間流逝導致折現值的金額的增加，乃作為財務費用在損益表內入賬。

於業務合併中確認的或有負債初始確認時以其公允價值計量。其後，其則以(i)根據上述計提撥備的一般政策確認的金額；及(ii)初始確認金額扣減(倘適用)按照收入確認政策計算的收入金額中的較高者計量。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Employee retirement benefits

Pursuant to the relevant regulations of the PRC government, the companies comprising the Group operating in Mainland China (the “PRC group companies”) have participated in a local municipal government retirement benefit scheme (the “Scheme”), whereby the PRC group companies are required to contribute a certain percentage of the salaries of their employees to the Scheme to fund their retirement benefits. The only obligation of the Group with respect to the Scheme is to pay the ongoing contributions under the Scheme. Contributions under the Scheme are charged to the statement of profit or loss as incurred.

Income tax

Income tax comprises current and deferred tax and land appreciation tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

僱員退休福利

按照中國政府的有關法規，在中國內地經營的公司（「中國集團公司」）已經參加了當地市政府的退休金計劃（「該計劃」），該計劃要求中國集團公司按公司員工基本工資一定比例向該計劃供款，為職工的退休福利提供資金。本集團在該計劃的唯一義務是持續向該計劃繳納所規定的供款。該計劃項下的供款在發生時計入損益表。

所得稅

所得稅包括即期及遞延稅項以及土地增值稅。與在損益以外確認的項目有關的所得稅在損益以外的其他全面收益內確認或直接於權益內確認。

當期稅項資產及負債以預期從稅務當局收回或向其支付之金額予以估量，基於本集團業務經營所在國家普遍通行之解釋與慣例，按照已頒佈或在報告期末前已經實質執行之稅率（及稅務法例）來確定。

遞延稅項乃於報告期末就資產及負債的稅基與其作財務報告用途的賬面值之間的所有暫時差額採用負債法作出撥備。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Income tax (continued)

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries and joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

所得稅 (續)

遞延稅項負債根據全部應課稅暫時差額確認入賬，但以下情況除外：

- 進行交易（業務合併除外）時，由初步確認商譽或資產或負債而產生的遞延稅項負債對會計利潤或應課稅盈虧概無構成影響；及
- 就於附屬公司及合營公司的投資有關的應課稅暫時差額而言，倘暫時差額的撥回時間可予控制及暫時差額在可見將來可能不會撥回時。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Income tax (continued)

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries and joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed the at end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

所得稅 (續)

所有可扣減暫時性差額及未動用稅項抵免與任何未動用稅務虧損結轉，均被確認為遞延稅項資產。倘可能具有應課稅利潤抵銷可扣減暫時性差額、及未動用稅項抵免及未動用稅項虧損結轉，則會確認遞延稅項資產，惟下述情況除外：

- 因有關可扣減暫時性差額的遞延稅項資產源自初次確認一項交易中的資產或負債，而有關交易（業務合併除外）進行時不會影響會計溢利或應課稅利潤或虧損；及
- 就有關附屬公司及合營公司投資所產生之可扣減暫時性差額而言，遞延稅項資產僅於暫時性差額於可預見的將來可能撥回，而且具有應課稅利潤用以抵銷暫時性差額時，方會予以確認。

遞延稅項資產賬面值會在各報告期末予以檢討，並在不大可能再有足夠應課稅利潤撥用全部或部份遞延稅項資產時予以削減。未確認的遞延稅項資產於各報告期末亦須予以重新檢討，並在可能仍有足夠應課稅利潤收回全部或部份遞延稅項資產時予以確認。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Income tax (continued)

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the statement of profit or loss over the expected useful life of the relevant asset by equal annual instalments or deducted from the carrying amount of the asset and released to the statement of profit or loss by way of a reduced depreciation charge.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

所得稅 (續)

遞延稅項資產及負債乃以報告期末已實行或大體上實行的稅率(及稅務法例)為基礎,按預期有關資產或有關負債予以變現或列支的期間適用的稅率計算。

倘本集團有合法權利以本期稅項資產抵銷本期稅項負債,而遞延稅項與同一應課稅實體及同一稅務機關有關,則可將遞延稅項資產及遞延稅項負債抵銷。

政府補貼

企業能夠合理地保證政府補貼所附條件得到滿足,並且能夠收到該補貼,此時即應按公允價值確認政府補貼。與開支項目有關的補貼,應在有關期間(即能夠使該補貼系統地與被補償費用相匹配的期間)確認為收入。

與資產有關的補貼,應將其公允價值記入遞延收益賬的貸項,並在有關資產的預期使用年限內,以等額按年攤分方式撥入損益表,或自資產賬面值扣除及以削減折舊支出方式在損益表內解除。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Revenue recognition

Revenue from contracts with customers

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

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

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

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

收入確認

客戶合約收入

客戶合約收入乃於貨品或服務的控制權轉移至客戶時按反映本集團預期該等貨品或服務所換取的代價金額確認。

當合約代價包含可變金額時，代價金額按本集團將就向客戶轉讓貨品或服務所換取的代價金額進行估計。可變代價於合約開始時作出估計並受估計金額所限，除非可變代價相關的不確定因素於其後消除，否則很可能不會在已確認的累計收入金額中出現重大的收入回撥。

倘合約包含融資部分，其為客戶提供明顯的裨益，即為向客戶轉讓貨品或服務提供超過一年的資金，收入乃按應收款項的現值計量，使用合約開始時本集團與客戶間另行訂立的一項融資交易中反映的折現率折現。當合約包含融資部分，其為本集團提供超過一年的重大財務裨益，則合約項下確認的收入包括合約負債根據實際利率法所產生利息開支。就客戶付款與轉讓承諾貨品或服務的相隔為一年或以內的合約而言，交易價格使用國際財務報告準則第15號項下的實際權宜方法，不會作出調整以反映重大融資部分的影響。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Revenue recognition (continued)

Revenue from contracts with customers (continued)

(a) Revenue from the sales of properties

For property development and sales contract for which the control of the property is transferred at a point in time, revenue is recognised when the purchasers obtain the physical possession or the legal title of the completed properties and the Group has present right to payment from the purchasers.

(b) Revenue from hotel operation

Revenue from hotel operation is derived from room rental, food and beverage sales and income from the provision of other ancillary services, and is recognised when the services are rendered.

(c) Revenue from property management

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

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

收入確認 (續)

客戶合約收入 (續)

(a) 物業銷售收入

就物業的控制權按某一時間點轉移之物業開發及銷售合約而言，收入於買方獲得物業控制權或已完工物業的法定所有權且本集團現時有權向買方收取付款時確認。

(b) 酒店營運收入

酒店營運收入來自房租、食品及飲料銷售及提供其他配套服務的收入，並於服務提供時確認。

(c) 物業管理收入

由於客戶同時收取及消耗本集團提供的利益，故物業管理服務收入在預定期間按直線法確認。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Revenue recognition (continued)

Revenue from other sources

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

Other income

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

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

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

收入確認 (續)

其他來源收入

租金收入於租期內按時間比例確認。並非取決於指數或比率的可變租賃付款將於產生的會計期間確認為收入。

其他收入

利息收入以實際利率法按應計基準確認，而所採用的利率為將估計未來現金收入按金融工具預期年期或較短期間（如適用）準確折現至金融資產賬面淨值之利率。

股息收入乃當股東收取款項的權利已確定時予以確認，本集團很可能取得與股息有關的經濟利益且股息金額能夠可靠計量。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Contract liabilities

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

Commission in obtaining contracts

Sales commissions incurred directly attributable to obtaining a contract, if recoverable, are capitalised and recorded in other assets. Capitalised sales commissions are charged to profit or loss when the revenue from the related property sale is recognised and are included as selling and marketing expenses at that time. The Group elected to apply the practical expedient and did not recognise the effects of the sales commission if the time period is one year or less.

Share-based payments

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

合約負債

當本集團於轉讓相關貨品或服務前，已向客戶收取付款或付款已到期（以較早者為準），則確認合約負債。合約負債於本集團履行合約時（即向客戶轉讓相關貨品或服務之控制權）確認為收入。

獲得合約之佣金

若可收回款項為獲得合約而直接產生之銷售佣金，則將其資本化及入賬列為其他資產。資本化銷售佣金於確認來自有關物業銷售之收入時在損益表中扣除，並計入當時之銷售及營銷開支。本集團選擇應用實際權宜作法而不確認期限不超過一年的銷售佣金的影響。

以股份為基礎的支付

本公司設有一項購股權計劃，旨在對本集團業務成功作出貢獻的合資格參與者提供鼓勵與獎賞。本集團僱員（包括董事）以股份為基礎的支付方式收取報酬，而僱員則提供服務作為股本工具之代價（「股權結算交易」）。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Share-based payments (continued)

The cost of equity-settled transactions with employees for grants after 7 November 2002 is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial model, further details of which are given in note 31 to the financial statements.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the statement of profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

以股份為基礎的支付 (續)

與2002年11月7日之後獲授購股權的僱員進行股權結算交易的成本是參考授出購股權當日的公允價值計算。公允價值由外部估值師採用二項式期權定價模型釐定，有關進一步詳情載於財務報表附註31。

股權結算交易之成本，連同權益相應增加部份，在表現及／或服務條件獲得履行之期間於僱員福利開支內確認。在歸屬日期前，每個報告期末確認之股權結算交易之累計開支，反映歸屬期已到期部份及本集團對最終將會歸屬之股本工具數目之最佳估計。在某一期間內在損益表內扣除或進賬，乃反映累計開支於期初與期終確認之變動。

於釐定獎勵的授出日期公允價值時，不會考慮服務及非市場表現條件，惟會對達成條件的可能性作出評估，作為本集團有關最終將獲歸屬的股本工具數目的最佳估計之一部份。市場表現條件會於授出日期公允價值內反映。獎勵附帶的任何其他條件（但並無關連服務規定）被視為非歸屬條件。非歸屬條件會於獎勵的公允價值內反映並引致即時將獎勵支銷，惟亦有服務及／或表現條件時則除外。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Share-based payments (continued)

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

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

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

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

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

以股份為基礎的支付 (續)

對於因未達成非市場表現及／或服務條件而最終未歸屬的獎勵，不會確認任何開支。倘獎勵包括市場或非歸屬條件，只要所有其他表現及／或服務條件已經達成，則不論市場或非歸屬條件是否達成，交易均會被視為歸屬。

倘若以股權支付的獎勵的條款有所變更，在獎勵之原有條款獲達成之情況下，所確認的開支最少須達到猶如條款並無任何變更的水平。此外，倘若按變更日期計量，任何變更導致以股份為基礎的支付交易的總公允價值有所增加，或對僱員帶來其他利益，則應就該等變更確認開支。

倘若股權結算的獎勵被註銷，應被視為已於註銷日期歸屬，任何尚未確認有關授予獎勵的開支，均應即時確認。這包括在本集團所能控制的非歸屬條件或僱員未能達至下的任何獎勵。然而，若授予新獎勵代替已註銷的獎勵，並於授出日期指定為替代獎勵，則已註銷的獎勵及新獎勵，均應被視為原獎勵的變更（如前段所述）。

計算每股盈利時，未行使購股權之攤薄效應，反映為額外股份攤薄。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Where funds have been borrowed generally and used for the purpose of obtaining qualifying assets, a capitalisation rate of 8.99% (2018: 9.39%) has been applied to the expenditure on the individual assets.

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting.

Interim dividends are simultaneously proposed and declared. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

借款成本

收購、興建或生產合資格資產（即需要大量時間製作以供擬定用途或銷售的資產）應佔的直接借款費用，將資本化作為該等資產的部份成本。在該等資產實際上可作擬定用途或銷售時終止借款費用的資本化。待用作合資格資產開支的特定借款的臨時投資所賺取的投資收入，自資本化的借款費用中扣除。所有其他借款成本在產生期間內列作開支。借款成本包括實體就借入資金產生的利息及其他成本。

如一般借入資金，及用作取得合資格資產，對個別資產開支應用8.99%（2018年：9.39%）的資本化率。

股息

末期股息於股東在股東大會上予以批准時確認為負債。

中期股息乃同時建議派發及宣派。因此，中期股息乃於建議派發及宣派時隨即確認為負債。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Foreign currencies

The Company and certain subsidiaries incorporated outside Mainland China use the Hong Kong dollar (“HK\$”), the United States dollar (“US\$”) and the Great Britain Pound (“GBP”) as their functional currencies, respectively. The functional currency of Mainland China subsidiaries is the RMB. As the Group mainly operates in Mainland China, the RMB is used as the presentation currency of the Group. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss with the exception of monetary items that are designated as part of the hedge of the Group’s net investment of a foreign operation. These are recognised in other comprehensive income until the net investment is disposed of, at which time the cumulative amount is reclassified to the statement of profit or loss. Tax charges and credits attributable to exchange differences on those monetary items are also recorded in other comprehensive income.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

外幣

本公司及若干於中國內地以外註冊成立的附屬公司分別以港元(「港元」)、美元(「美元」)及英鎊(「英鎊」)作為其記賬本位幣。中國內地附屬公司記賬本位幣為人民幣。由於本集團主要在中國內地經營，故人民幣被用作本集團的呈報貨幣。本集團屬下各實體均可自行釐定所用的記賬本位幣，而各實體的財務報表計入的項目均以該記賬本位幣列賬。本集團屬下各實體記錄的外幣交易最初以交易日的各自記賬本位幣匯率入賬。以外幣計值的貨幣資產及負債按報告期末的記賬本位幣匯率換算。結算或換算貨幣項目的差額計入損益表。

結算或換算貨幣項目的差額計入損益表，惟指定為對沖本集團於海外業務投資淨值的一部份的貨幣項目除外。該等貨幣項目直至投資淨值獲出售方計入其他全面收益，此時，累計款項乃重新分類至損益表。就該等貨幣項目匯兌差額應佔的稅項支出及抵免亦計入其他全面收益中。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Foreign currencies (continued)

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

外幣 (續)

按歷史成本以外幣計量的非貨幣項目，以最初交易日的匯率換算。按公允價值計量並以外幣為單位的非貨幣項目按計量公允價值當日的匯率換算。換算以公允價值計量及非貨幣項目所產生的收益或虧損與確認該項目公允價值變動的收益或虧損的處理方法一致（換言之，於其他全面收益或損益確認公允價值收益或虧損的項目的匯兌差額，亦分別於其他全面收益或損益確認）。

於釐定終止確認與墊付代價有關的非貨幣資產或非貨幣負債的相關資產、開支或收入於初步確認的匯率時，初步交易日期為本集團初步確認因預付代價而產生的非貨幣資產或非貨幣負債的日期。倘有多次預支或預收，本集團就每次支付或收取墊付代價釐定交易日期。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Foreign currencies (continued)

The functional currencies of non-PRC established subsidiaries are currencies other than the RMB. As at the end of the reporting period, the assets and liabilities of these entities are translated into RMB at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into RMB at the weighted average exchange rates for the year.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

For the purpose of the consolidated statement of cash flows, the cash flows of non-PRC established subsidiaries are translated into RMB at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of non-PRC established companies which arise throughout the year are translated into RMB at the weighted average exchange rates for the year.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

外幣 (續)

若干非於中國成立的附屬公司之記賬本位幣為人民幣以外的貨幣。於報告期末，該等實體的資產與負債乃根據報告期末的現行匯率換算為人民幣，而損益表是按年內的加權平均匯率換算為人民幣。

因此產生之匯兌差額於其他全面收益內確認及在匯兌波動儲備內累計。於出售海外業務時，有關該特定海外業務的其他全面收益部分於損益表確認入賬。

收購海外業務產生的任何商譽及對收購產生的資產及負債賬面值作出的任何公允價值調整作為海外業務的資產及負債處理，並按收市匯率換算。

就綜合現金流量表而言，非於中國成立附屬公司的現金流量按產生現金流量當日的現行匯率換算為人民幣。非於中國成立公司在整個年度內經常產生的現金流量是按年內的加權平均匯率換算為人民幣。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

(i) Property lease classification – Group as a lessor

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the present value of the minimum lease payments not amounting to substantially all the fair value of the commercial property, that it retains substantially all the significant risks and rewards incidental to ownership of these properties which are leased out and accounts for the contracts as operating leases.

3. 重大會計判斷及估計

編製本集團的財務報表時，管理層須作出判斷、估計及假設，而該等判斷、估計及假設會影響所呈報收入、開支、資產及負債的金額及其隨附披露以及對或有負債的披露。由於有關假設及估計的不確定因素，可導致管理層須就未來受影響的資產或負債賬面金額作出重大調整。

判斷

在應用本集團會計政策過程中，管理層作出下列對財務報表內所確認金額有最重大影響的判斷，涉及估計者除外：

(i) 物業租賃分類—本集團作為出租人

本集團就其投資物業組合訂有商用物業租約。本集團根據對有關安排條款及條件的評估（例如租賃期限並不構成商業物業經濟年期的主要部分及最低租賃付款的現值未達至商業物業的絕大部分公允價值），釐定其租出及有關合約作為經營租賃列賬的物業保留絕大部分與擁有權有關的重大風險及回報。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

Judgements (continued)

(ii) Classification between investment properties, completed properties held for sale and owner-occupied properties

The Group determines whether a property qualifies as an investment property and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group.

Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

(iii) Classification of current and non-current properties under development

The Group classifies properties under development according to the construction progress and estimated commencement date of pre-sale. Properties under development are classified as current assets after the construction commences.

3. 重大會計判斷及估計 (續)

判斷 (續)

(ii) 投資物業、持作銷售已落成物業及業主自佔物業的分類

本集團會釐定物業是否符合資格列為投資物業並已建立作出判斷的準則。投資物業為持有以賺取租金或資本增值或兩者的物業。因此，本集團考慮物業產生的現金流是否大部份獨立於本集團持有的其他資產。

若干物業部份持有以供賺取租金或資本增值，而部份則持有供生產或供應貨品或服務或行政用途。倘若該等部份可單獨銷售，本集團會將該等部份分開入賬。倘若該等部份不能夠單獨銷售，則僅會在持有供生產或供應貨品或服務或行政用途的部份只佔很微小部份時，方視物業為投資物業。判斷乃按個別物業基準作出，以釐定配套服務所佔比例是否偏高以致有關物業不符合被列為投資物業。

(iii) 流動及非流動開發中物業分類

本集團根據建造進程及估計開始預售日期分類開發中物業。開發中物業於動工後分類為流動資產。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below:

(i) Fair value of investment properties

Investment properties were revalued based on the appraised market value by independent professional valuers. Such valuations were based on certain assumptions, which are subject to uncertainty and might materially differ from the actual results. In making the estimate, the Group considers information from current prices in an active market for similar properties and uses assumptions that are mainly based on market conditions existing at the end of the reporting period.

In the absence of current prices in an active market for similar properties, the Group considers information from a variety of sources, including:

- (a) current prices in an active market for properties of a different nature, condition or location or subject to different lease or other contracts, adjusted to reflect those differences;
- (b) recent prices of similar properties on less active markets, with adjustments to reflect any changes in economic conditions since the dates of the transactions that occurred at those prices; and

3. 重大會計判斷及估計 (續)

估計的不明朗因素

於報告期末，有關未來的主要假設及估計的不明朗因素的其他主要來源構成須對下一財政年度資產及負債的賬面值作出重大調整的重大風險，茲論述如下：

(i) 投資物業公允價值

投資物業按獨立專業估值師對其評估市值重估。該等估值乃基於若干假設，而該等假設受不明朗因素影響，並可能與實際結果有大幅偏差。在作出估計時，本集團考慮活躍市場類似物業的現價，並採用主要依據報告期末現有市況而作出的假設。

若無類似物業在活躍市場的現價，本集團按照來自不同來源之資料釐定公允價值，包括：

- (a) 不同性質、狀況或地點或受不同租約或其他合約規限之物業當時在活躍市場上之價格（可予調整以反映該等差異）；
- (b) 活躍程度稍遜之市場所提供類似物業近期價格（可予調整以反映自按有關價格成交當日以來經濟狀況之任何變動）；及

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

Estimation uncertainty (continued)

(i) Fair value of investment properties (continued)

- (c) discounted cash flow projections based on reliable estimates of future cash flows, supported by the terms of any existing leases and other contracts and (when possible) by external evidence such as current market rents for similar properties in the same location and condition, and using discount rates that reflect current market assessments of the uncertainty in the amount and timing of the cash flows.

The principal assumptions for the Group's estimation of the fair value include those related to current market rents for similar properties in the same location and condition, appropriate discount rates, expected future market rents and future maintenance costs. The carrying amount of investment properties at 31 December 2019 was RMB5,675,600,000 (2018: RMB5,524,300,000). Further details, including the key assumptions used for fair value measurement, are given in note 13 to the financial statements.

3. 重大會計判斷及估計 (續)

估計的不明朗因素 (續)

(i) 投資物業公允價值 (續)

- (c) 根據未來現金流量之可靠估計而作出之折現現金流量預測，該預測乃根據任何現有租賃及其他合約之條款，以及（如有可能）外在因素（如相同地點及狀況之類似物業之現行市場租金等）而作出，並採用可反映當時市場對不確定之現金流量金額及時間之評估之折現率計算。

本集團估計公允價值的主要假設包括地處相同位置及狀況之類似物業之當前市場租金、適用折現率、預計未來市場租金及未來維修成本。於2019年12月31日，投資物業賬面值為人民幣5,675,600,000元（2018年：人民幣5,524,300,000元）。進一步詳情（包括公允價值計量所使用的主要假設）載於財務報表附註13。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

Estimation uncertainty (continued)

(ii) Net realisable value of properties under development and completed properties held for sale

The Group's properties under development and completed properties held for sale are stated at the lower of cost and net realisable value. Based on the Group's historical experience and the nature of the subject properties, the Group makes estimates of the selling prices, the costs of completion of properties under development, and the costs to be incurred in selling the properties based on prevailing market conditions.

If there is an increase in costs to completion or a decrease in net sales value, the net realisable value will decrease and this may result in a provision for properties under development and completed properties held for sale. Such provision requires the use of judgements and estimates. Where the expectation is different from the original estimate, the carrying value and provision for properties in the period in which the estimate is changed will be adjusted accordingly.

3. 重大會計判斷及估計 (續)

估計的不明朗因素 (續)

(ii) 開發中物業及持作銷售已落成物業的可變現淨值

本集團開發中物業及持作銷售已落成物業按成本及可變現淨值兩者的較低者列賬。本集團根據其過往經驗及有關物業的性質，基於現行市況估計售價、開發中物業竣工成本及銷售物業產生的成本。

倘若完工成本增加，或售價淨額減少，則可變現淨值將會減少，並可能因而導致就開發中物業及持作銷售已落成物業作出撥備。該撥備須運用判斷及估計。在預期與原有估計有差異時，將於該估計有改變的期間對物業的賬面值及撥備作出相應調整。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

Estimation uncertainty (continued)

(iii) PRC land appreciation tax ("LAT")

LAT in the PRC is levied at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds from sale of properties less deductible expenditures including land costs, borrowing costs and other property development expenditures.

The subsidiaries of the Group engaging in the property development business in Mainland China are subject to LAT. However, the implementation of these taxes varies amongst various cities in Mainland China and the Group has not finalised its LAT returns with various tax authorities. Accordingly, significant judgement is required in determining the amount of land appreciation and its related taxes. The ultimate tax determination is uncertain during the ordinary course of business. The Group recognises these liabilities based on management's best estimates. Where the final tax outcome of these matters is different from the amounts that were initially recorded, the differences will impact the statement of profit or loss and the provision for LAT in the period in which the determination is made.

3. 重大會計判斷及估計 (續)

估計的不明朗因素 (續)

(iii) 中國土地增值稅 (「土地增值稅」)

中國的土地增值稅按土地增值 (即出售物業所得款項減可扣減支出 (包括土地成本、借款成本及其他物業發展支出)) 以累進稅率30%至60%徵收。

本集團在中國內地從物業開發業務的附屬公司須繳納土地增值稅。然而，在中國內地不同城市，該等稅項的實施各有差異，且本集團尚未與不同稅務機關落實其土地增值稅報稅表。因此，在釐定土地增值金額及其相關稅項時須作出重大判斷。於日常業務過程中最終的稅項釐定仍不確定。本集團按照管理層的最佳估計確認該等負債。倘該等事項的最終稅項結果與最初記賬的金額不同，則有關差異將會影響損益表，並就該釐定期間的土地增值稅作出撥備。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

Estimation uncertainty (continued)

(iv) Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill at 31 December 2019 was RMB98,995,000 (2018:Nil). Further details are given in note 16 to the financial statements.

(v) Leases – Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate (“IBR”) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group “would have to pay”, which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when it needs to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary’s functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary’s stand-alone credit rating).

3. 重大會計判斷及估計 (續)

估計的不明朗因素 (續)

(iv) 商譽減值

本集團至少按年釐定商譽有否減值。當中須估計獲分配商譽的現金產出單元之使用價值。本集團須於估計使用價值時估計現金產出單元之預期未來現金流量，亦須選擇合適的折現率，以計算該等現金流量之現值。於2019年12月31日之商譽賬面值為人民幣98,995,000元（2018年：無）。進一步詳情載於財務報表附註16。

(v) 租賃 – 估計增量借款利率

本集團無法輕易釐定租賃內所隱含的利率，因此，其使用增量借款利率（「增量借款利率」）計量租賃負債。增量借款利率為本集團於類似經濟環境中為取得與使用權資產價值相近之資產而以類似抵押品於類似期間借入所需資金應支付的利率。因此，增量借款利率反映本集團「應支付」的利率，當無可觀察的利率時（例如就並無訂立融資交易的附屬公司而言）或當須對利率進行調整以反映租賃的條款及條件時（例如當租賃並非以附屬公司的功能貨幣訂立時），則須作出估計。當可觀察輸入數據可用時，本集團使用可觀察輸入數據（例如市場利率）估計增量借款利率，並須作出若干實體特定的估計（例如附屬公司的獨立信貸評級）。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

Estimation uncertainty (continued)

(vi) Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets (including the right-of-use assets) at the end of each reporting period. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

(vii) Fair value of unlisted equity investments

The unlisted equity investments have been valued based on a market-based valuation technique as detailed in note 39 to the financial statements. The valuation requires the Group to determine the comparable public companies (peers) and select the price multiple. In addition, the Group makes estimates about the discount for illiquidity and size differences. The Group classifies the fair value of these investments as Level 3. The fair value of the unlisted equity investments at 31 December 2019 was RMB374,672,000 (2018: RMB416,814,000). Further details are included in note 18 to the financial statements

3. 重大會計判斷及估計 (續)

估計的不明朗因素 (續)

(vi) 非金融資產 (商譽除外) 減值

本集團於各報告期末評估所有非金融資產 (包括使用權資產) 是否存在任何減值跡象。當存在賬面值不可收回的跡象時，會就其他非金融資產進行減值測試。當資產或現金產出單元的賬面值超出其可收回金額 (即其公允價值減出售成本及其使用價值的較高者)，則存在減值。公允價值減出售成本乃根據自類似資產的公平交易中的具約束力銷售交易可取得的數據或可觀察的市場價格減出售該資產的增量成本計算。當進行使用價值計算時，管理層必須估計來自該資產或現金產出單元的預期未來現金流量，並選擇合適貼現率以計算該等現金流量的現值。

(vii) 非上市股本投資的公允價值

非上市股本投資乃根據市場基準估值技術估值，詳情載於財務報表附註39。該估值要求本集團釐定可資比較公眾公司 (同業) 並選擇價格倍數。此外，本集團作出有關非流動性及規模差異的折讓估計。本集團將該等投資的公允價值分類為第三級。於2019年12月31日，非上市股本投資的公允價值為人民幣374,672,000元 (2018年：人民幣416,814,000元)。進一步詳情載於財務報表附註18。

4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on income derived from business and has four reportable operating segments as follows:

- (a) the commercial property development segment develops and sells commercial properties in Mainland China;
- (b) the property rental segment leases investment properties in Mainland China;
- (c) the hotel operations segment owns and operates hotels; and
- (d) the “others” segment comprises, principally, the Group’s property management services business, which provides management and security services to commercial properties.

Management monitors the results of the Group’s operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/loss, which is a measure of adjusted profit/loss before tax from continuing operations. The adjusted profit/loss before tax from continuing operations is measured consistently with the Group’s profit before tax from continuing operations except that interest income, non-lease related finance costs, dividend income, fair value gain/losses from the Group’s financial instruments as well as head office and corporate expenses are excluded from the measurement.

Segment assets exclude deferred tax assets, tax recoverable, pledged deposits, cash and cash equivalents, and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude interest-bearing bank and other borrowings, tax payable, deferred tax liabilities and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

4. 經營分部資料

就管理而言，本集團根據業務所產生收入設立業務單位，並有四個可報告經營分部如下：

- (a) 商用物業開發分部，在中國內地開發及銷售商用物業；
- (b) 物業租賃分部，在中國內地租賃投資物業；
- (c) 酒店營運分部，擁有及經營酒店；及
- (d) 「其他」分部，主要包括本集團的物業管理服務業務，為商用物業提供管理及保安服務。

管理層會單獨監察本集團經營分部業績以作出有關資源分配及表現評估的決定。分部表現根據可報告分部利潤／虧損（以來自持續經營業務之經調整除稅前利潤／虧損計量）予以評估。來自持續經營業務之經調整除稅前利潤／虧損與本集團來自持續經營業務之除稅前利潤一貫計量，惟利息收入、非租賃相關融資成本、股息收入、本集團金融工具之公允價值收益／虧損以及總辦事處及企業費用均不計入該計量內。

分部資產不包括遞延稅項資產、可收回稅項、質押存款、現金及現金等價物及其他未分配總辦事處及企業資產，原因是該等資產按集團基準管理。

分部負債不包括計息銀行及其他借款、應繳稅項、遞延稅項負債及其他未分配總辦事處及企業負債，原因是該等負債按集團基準管理。

分部間銷售及轉讓參照根據當時通行市價向第三方作出的銷售所採用的售價進行交易。

4. OPERATING SEGMENT INFORMATION (CONTINUED)

4. 經營分部資料(續)

Year ended 31 December 2019	截至2019年 12月31日止年度	Commercial property development 商用物業開發 RMB'000 人民幣千元	Property rental 物業租賃 RMB'000 人民幣千元	Hotel operations 酒店經營 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Segment revenue:	分部收入:					
Sales to external customers	對外部客戶銷售	1,534,552	175,412	141,270	104,619	1,955,853
Intersegment sales	分部間銷售	-	41,330	-	2,240	43,570
		1,534,552	216,742	141,270	106,859	1,999,423
<i>Reconciliation:</i>	<i>調節:</i>					
Elimination of intersegment sales	分部間銷售對銷					(43,570)
Revenue from operations	經營業務收入					1,955,853
Segment results	分部業績	510,395	14,468	(69,333)	55,072	510,602
<i>Reconciliation:</i>	<i>調節:</i>					
Interest income	利息收入					24,486
Finance costs	財務費用					(154,960)
Profit before tax	除稅前利潤					380,128
Segment assets	分部資產	5,097,245	5,708,493	2,328,661	1,602,179	14,736,578
<i>Reconciliation:</i>	<i>調節:</i>					
Elimination of intersegment receivables	分部間應收款項對銷					(723,854)
Corporate and other unallocated assets	企業及其他未分配資產					496,000
Total assets	總資產					14,508,724
Segment liabilities	分部負債	1,134,309	51,730	730,812	1,183,070	3,099,921
<i>Reconciliation:</i>	<i>調節:</i>					
Elimination of intersegment payables	分部間應付款項對銷					(723,855)
Corporate and other unallocated liabilities	企業及其他未分配負債					5,911,123
Total liabilities	總負債					8,367,189
Other segment information:	其他分部資料:					
Depreciation and amortisation	折舊及攤銷	5,013	1,819	52,419	61,001	120,252
Capital expenditure	資本開支	457	-	21,927	88,851	111,235

4. OPERATING SEGMENT INFORMATION (CONTINUED)

4. 經營分部資料 (續)

Year ended 31 December 2018	截至2018年 12月31日止年度	Commercial property development 商用物業開發 RMB'000 人民幣千元	Property rental 物業租賃 RMB'000 人民幣千元	Hotel operations 酒店營運 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Segment revenue:	分部收入:					
Sales to external customers	對外部客戶銷售	1,578,447	160,369	111,328	74,475	1,924,619
Intersegment sales	分部間銷售	-	35,952	-	1,722	37,674
		1,578,447	196,321	111,328	76,197	1,962,293
<i>Reconciliation:</i>	<i>調節:</i>					
Elimination of intersegment sales	分部間銷售對銷					(37,674)
Revenue from operations	經營業務收入					1,924,619
Segment results	分部業績	154,965	(29,623)	(51,693)	(107,844)	(34,195)
<i>Reconciliation:</i>	<i>調節:</i>					
Interest income	利息收入					13,711
Finance costs	財務費用					(110,330)
Loss before tax	除稅前虧損					(130,814)
Segment assets	分部資產	4,780,196	5,565,032	2,107,184	760,815	13,213,227
<i>Reconciliation:</i>	<i>調節:</i>					
Elimination of intersegment receivables	分部間應收款項對銷					(638,266)
Corporate and other unallocated assets	企業及其他未分配資產					656,627
Total assets	總資產					13,231,588
Segment liabilities	分部負債	1,875,708	126,107	257,391	1,365,501	3,624,707
<i>Reconciliation:</i>	<i>調節:</i>					
Elimination of intersegment payables	分部間應付款項對銷					(638,266)
Corporate and other unallocated liabilities	企業及其他未分配負債					4,347,104
Total liabilities	總負債					7,333,545
Other segment information:	其他分部資料:					
Depreciation	折舊	750	1,995	39,753	7,173	49,671
Capital expenditure	資本開支	10,603	414	17,725	98,034	126,776

4. OPERATING SEGMENT INFORMATION (CONTINUED)

Geographical information

(a) Revenue from external customers

		2019	2018
		2019年	2018年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Mainland China	中國內地	1,945,910	1,924,619
Others	其他	9,943	-
		1,955,853	1,924,619

The revenue information above is based on the locations of the customers.

(b) Non-current assets

		2019	2018
		2019年	2018年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Mainland China	中國內地	9,067,875	8,653,791
Japan	日本	91,057	78,705
Others	其他	178,402	9
		9,337,334	8,732,505

The non-current assets information above are based on the locations of the assets and excludes equity investments designated at fair value through other comprehensive income and deferred tax assets.

4. 經營分部資料 (續)

地區資料

(a) 來自外部客戶之收入

		2019	2018
		2019年	2018年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Mainland China	中國內地	1,945,910	1,924,619
Others	其他	9,943	-
		1,955,853	1,924,619

上述收益資料乃基於客戶之位置。

(b) 非流動資產

		2019	2018
		2019年	2018年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Mainland China	中國內地	9,067,875	8,653,791
Japan	日本	91,057	78,705
Others	其他	178,402	9
		9,337,334	8,732,505

上述非流動資產資料乃基於資產之位置，且不包括指定為按公允價值計入其他全面收益的股本投資及遞延稅項資產。

4. OPERATING SEGMENT INFORMATION (CONTINUED)

Information about major customers

No sales to a single customer or a group of customers under common control accounted for 10% or more of the Group's revenue for the years ended 31 December 2019 and 2018.

5. REVENUE, OTHER INCOME AND GAINS

An analysis of revenue is as follows:

4. 經營分部資料 (續)

關於主要客戶的資料

並無對某單一客戶或處於共同控制下的客戶組別的銷售額佔本集團截至2019年及2018年12月31日止年度收入的10%或以上。

5. 收入、其他收入及收益

收入的分析如下：

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Revenue from contracts with customers	客戶合約收入	1,780,441	1,764,250
Revenue from other sources	其他來源收入		
Gross rental income from investment property operating leases	投資物業經營租賃之租金收入總額	175,412	160,369
		1,955,853	1,924,619

5. REVENUE, OTHER INCOME AND GAINS (CONTINUED)

Revenue from contracts with customers

(i) Disaggregated revenue information

For the year ended 31 December 2019

Segments	分部	Property development	Property management and other related services	Hotel operations	Total
		物業開發 RMB'000 人民幣千元	物業管理及其他 相關服務 RMB'000 人民幣千元	酒店營運 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
Type of goods or services	貨品或服務類型				
Sale of properties	物業銷售	1,534,552	-	-	1,534,552
Hotel operating income	酒店營運收入	-	-	141,270	141,270
Property management fee income	物業管理費收入	-	104,619	-	104,619
Total revenue from contracts with customers	客戶合約收入總額	1,534,552	104,619	141,270	1,780,441
Timing of revenue recognition	收入確認時間				
At a point in time	某一時間點	1,534,552	-	141,270	1,675,822
Over time	一段時間	-	104,619	-	104,619
Total revenue from contracts with customers	客戶合約收入總額	1,534,552	104,619	141,270	1,780,441

5. 收入、其他收入及收益 (續)

客戶合約收入

(i) 分拆收入資料

截至2019年12月31日止年度

5. REVENUE, OTHER INCOME AND GAINS (CONTINUED)

Revenue from contracts with customers (continued)

(i) Disaggregated revenue information (continued)

For the year ended 31 December 2018

Segments	分部	Property development	Property management and other related services	Hotel operations	Total
		物業開發 RMB'000 人民幣千元	物業管理及其他 相關服務 RMB'000 人民幣千元	酒店營運 RMB'000 人民幣千元	
Type of goods or services	貨品或服務類型				
Sale of properties	物業銷售	1,578,447	-	-	1,578,447
Hotel operating income	酒店營運收入	-	-	111,328	111,328
Property management fee income	物業管理費收入	-	74,475	-	74,475
Total revenue from contracts with customers	客戶合約收入總額	1,578,447	74,475	111,328	1,764,250
Timing of revenue recognition	收入確認時間				
At a point in time	某一時間點	1,578,447	-	111,328	1,689,775
Over time	一段時間	-	74,475	-	74,475
Total revenue from contracts with customers	客戶合約收入總額	1,578,447	74,475	111,328	1,764,250

Revenue from sales of properties recognised that that was included in contract liabilities at the beginning of the reporting period is amounted to RMB862,687,000 (2018: RMB942,899,000).

於報告期初計入合約負債的已確認物業銷售收入為人民幣862,687,000元 (2018年：人民幣942,899,000元)。

5. 收入、其他收入及收益 (續)

客戶合約收入 (續)

(i) 分拆收入資料 (續)

截至2018年12月31日止年度

5. REVENUE, OTHER INCOME AND GAINS (CONTINUED)

Revenue from contracts with customers (continued)

(i) Disaggregated revenue information (continued)

5. 收入、其他收入及收益 (續)

客戶合約收入 (續)

(i) 分拆收入資料 (續)

		2019	2018
		2019年	2018年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Other income	其他收入		
Subsidy income	補貼收入	1,451	1,879
Bank interest income	銀行利息收入	24,486	13,711
Others	其他	10,447	3,315
		36,384	18,905
Gains	收益		
Changes in fair value of financial assets at fair value through profit or loss	按公允價值計入損益之金融資產之公允價值變動	31,625	-
Gain on fair value re-measurement of existing equity in business combination not under common control	重新計量於非共同控制業務合併之現有股權之公允價值收益	451	-
		32,076	-
		68,460	18,905

6. PROFIT/(LOSS) BEFORE TAX

The Group's profit/(loss) before tax is arrived at after charging/(crediting):

6. 除稅前利潤／（虧損）

本集團除稅前利潤／（虧損）經扣除／（計入）下列各項：

			2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Cost of properties sold	已出售物業成本	22	849,453	1,330,618
Depreciation of property and equipment	物業及設備折舊	12	75,856	49,671
Depreciation of right-of-use assets	使用權資產折舊	15	43,963	-
Amortisation of other intangible assets	其他無形資產攤銷	17	433	-
Minimum lease payments under operating leases	根據經營租賃的最低租金款項		-	38,979
Lease payments not included in the measurement of lease liabilities	並無計入租賃負債計量之租賃付款	15	22,358	-
Auditor's remuneration	核數師酬金		1,600	1,600
Staff costs including directors' and chief executive's remuneration:	員工成本（包括董事及主要行政人員酬金）：	8		
- Salaries and other staff costs	- 工資及其他員工成本		114,317	106,133
- Pension scheme contributions	- 退休金計劃供款		18,758	16,983
Foreign exchange differences, net	匯兌差額·淨值		579	3,495
Direct operating expenses (including repairs and maintenance arising on investment properties)	直接經營開支（包括投資物業產生的維修及修理）		4,818	3,856
Loss on disposal of investment properties	出售投資物業之虧損		1,427	29,554
Gains on fair value re-measurement of existing equity in business combination not under common control	重新計量於非共同控制業務合併之現有股權之公允價值收益	33	(451)	-
Fair value (gains)/losses, net:	公允價值（收益）／虧損·淨值：			
Changes upon transfer to investment properties	轉撥至投資物業的變動	13	(50,642)	25,030
Changes in fair value of investment properties	投資物業公允價值的變動	13	36,742	(22,223)
Changes in fair value of financial assets at fair value through profit or loss	按公允價值計入損益之金融資產之公允價值變動		(31,625)	1,514

7. FINANCE COSTS

An analysis of the Group's finance costs is as follows:

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Interest on bank and other borrowings	銀行貸款及其他借款利息	218,936	198,985
Interest on lease liabilities	租賃負債利息	15,034	-
Total interest expense on financial liabilities not at fair value through profit or loss	並非按公允價值計入損益的 金融負債利息開支總額	233,970	198,985
Less: Interest capitalised in properties under development	減：資本化開發中物業的利息	(79,010)	(88,655)
		154,960	110,330

7. 財務費用

本集團的財務費用分析如下：

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of information about Benefits of Directors) Regulation, is as follows:

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Fees	袍金	600	600
Other emoluments:	其他薪酬：		
Salaries, bonuses and allowances	薪金、花紅及津貼	932	987
Pension scheme contributions	退休金計劃供款	21	28
		953	1,015
		1,553	1,615

8. 董事及主要行政人員酬金

根據上市規則、香港公司條例第383(1)(a)、(b)、(c)及(f)條，以及公司（披露董事利益資料）規例第2部之規定，年內董事及主要行政人員酬金如下：

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (CONTINUED)

In 2009 and 2011, certain directors were granted share options for the shares of Zhong An Group Limited, the parent company of the Group, as disclosed in note 31. The fair value of the options was determined as at the date of grant. In respect of their services to the Group, the relevant accounting impact was accounted for in the consolidated financial statements for the financial year and included in the above directors' remuneration disclosures.

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Mr. Wu Shiyuan	吳士元先生	200	200
Mr. Xu Chengfa	須成發先生	200	200
Mr. Yan Zhenliang	嚴振亮先生	200	200
		600	600

There were no other emoluments payable to the independent non-executive directors during the year (2018: Nil).

8. 董事及主要行政人員酬金 (續)

於2009年及2011年，若干董事獲授本集團母公司眾安集團有限公司股份購股權，見附註31所披露。該等購股權的公允價值於授出日期釐定。就彼等對本集團的服務而言，於財政年度的綜合財務報表中及上述董事薪酬披露中已計及相關會計影響。

(a) 獨立非執行董事

年內已付獨立非執行董事之袍金載列如下：

	2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Mr. Wu Shiyuan	200	200
Mr. Xu Chengfa	200	200
Mr. Yan Zhenliang	200	200
	600	600

年內並無其他應付獨立非執行董事之薪酬(2018年：無)。

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (CONTINUED)

(b) Executive directors, a non-executive director and the chief executive

8. 董事及主要行政人員酬金 (續)

(b) 執行董事、非執行董事及主要行政人員

		Salaries and allowances	Bonuses	Pension scheme contributions	Total
		薪金及津貼	花紅	退休金計劃供款	總計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
2019	2019年				
<i>Executive directors:</i>	<i>執行董事:</i>				
Ms. Tang Yiyang	唐怡燕女士	267	260	5	532
Ms. Jin Ni	金妮女士	-	-	-	-
		267	260	5	532
<i>Non-executive director:</i>	<i>非執行董事:</i>				
Mr. Shi Kancheng	施侃成先生	-	-	-	-
<i>Chief executive:</i>	<i>主要行政人員:</i>				
Mr. Dong Shuixiao	董水校先生	405	-	16	421
		672	260	21	953
2018	2018年				
<i>Executive directors:</i>	<i>執行董事:</i>				
Ms. Tang Yiyang	唐怡燕女士	247	67	12	326
Ms. Jin Ni	金妮女士	-	-	-	-
		247	67	12	326
<i>Non-executive director:</i>	<i>非執行董事:</i>				
Mr. Shi Kancheng	施侃成先生	-	-	-	-
<i>Chief executive:</i>	<i>主要行政人員:</i>				
Mr. Dong Shuixiao	董水校先生	540	133	16	689
		787	200	28	1,015

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (CONTINUED)

(b) Executive directors, a non-executive director and the chief executive (continued)

There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2018: Nil).

9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year did not include any (2018: Nil) director. Details of directors' remuneration are set out in note 8 above. Details of the remuneration of the five (2018: five) non-director, highest paid employees for the year are as follows:

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Salaries, bonuses and allowances	薪金、花紅及津貼	4,169	4,736
Pension scheme contributions	退休金計劃供款	160	195
		4,329	4,931

The number of non-director, highest paid employees whose remuneration fell within the following bands is as follows:

		Number of employees 僱員人數	
		2019 2019年	2018 2018年
Nil to RMB1,000,000	零至人民幣1,000,000元	4	3
Over RMB1,000,000	超過人民幣1,000,000元	1	2
		5	5

No share options were granted to the non-director, highest paid employees.

8. 董事及主要行政人員酬金 (續)

(b) 執行董事、非執行董事及主要行政人員 (續)

年內概無董事放棄或同意放棄任何薪酬的安排 (2018年：無)。

9. 五名最高薪人士

年內五名最高薪僱員並無任何董事 (2018年：無)。董事之酬金詳情已載於上文附註8。年內五名 (2018年：五名) 非董事最高薪僱員的酬金詳情如下：

薪酬介乎以下組別的非董事最高薪酬僱員人數如下：

並無向非董事最高薪酬僱員授出購股權。

10. INCOME TAX

The Group's subsidiaries incorporated in Hong Kong were not liable for income tax as they did not have any assessable profits currently arising in Hong Kong during the year (2018: Nil).

The provision for the PRC income tax has been provided at the applicable income tax rate of 25% (2018: 25%) on the assessable profits of the Group's subsidiaries in Mainland China.

LAT is levied at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds from the sale of properties less deductible expenditures including land costs, borrowing costs and other property development expenditures. The Group has estimated, made and included in taxation a provision for LAT according to the requirements set forth in the relevant PRC tax laws and regulations. Prior to the actual cash settlement of the LAT liabilities, the LAT liabilities are subject to the final review/approval by the tax authorities.

10. 所得稅

本集團於香港註冊成立的附屬公司於年內均無於香港產生任何即期應課稅利潤，故此毋須繳納所得稅（2018年：無）。

中國所得稅已就本集團在中國內地的附屬公司的應課稅利潤按25%（2018年：25%）的適用所得稅稅率作出撥備。

土地增值稅按土地增值（即出售物業所得款項減可扣減支出（包括土地成本、借款成本及其他物業發展支出））以累進稅率30%至60%徵收。本集團已根據中國有關稅務法律法規所載規定，估計、作出及在稅項內計入土地增值稅撥備。在以現金實際結算土地增值稅負債之前，土地增值稅負債須由稅務當局最終審議／核准。

			2019	2018
			2019年	2018年
		Note	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元
Current – PRC corporate income tax for the year	即期稅項－年內 中國企業所得稅		123,932	60,482
Current – PRC LAT for the year	即期稅項－年內 中國土地增值稅		233,156	161,392
Deferred	遞延稅項	20	(22,249)	(130,691)
Total tax charge for the year	年內稅項開支總額		334,839	91,183

10. INCOME TAX (CONTINUED)

A reconciliation of the tax expense applicable to profit before tax using the statutory rate for the jurisdiction in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rate is as follows:

10. 所得稅 (續)

根據本公司及其大多數附屬公司所在司法權區的法定稅率計算除稅前利潤適用稅項開支與根據實際稅率計算的稅項開支對賬如下：

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Profit/(loss) before tax	除稅前利潤／(虧損)	380,128	(130,814)
Tax at the statutory tax rate of 25% (2018: 25%)	按25% (2018年: 25%) 法定稅率計算的稅項	95,032	(32,704)
Lower tax rates for specific provinces or enacted by local authority	特定省份或地方機關所實施的 較低稅率	(3,316)	4,846
Effect of withholding tax at 10% on the distributable profits of the Group's PRC subsidiaries	就本集團中國附屬公司 可供分派利潤繳納10% 預扣稅的影響	8,731	3,503
Income not subject to tax	毋須課稅收入	(114)	-
Expenses not deductible for tax	不可扣稅開支	1,356	1,110
Tax losses utilised from previous periods	來自先前期間之已動用稅項虧損	(6,102)	(16,600)
Tax losses not recognised	未確認稅項虧損	64,385	9,984
Provision for LAT	土地增值稅撥備	233,156	161,392
Tax effect on LAT	土地增值稅的稅務影響	(58,289)	(40,348)
Tax charge at the Group's effective rate	按本集團實際稅率計算的稅項開支	334,839	91,183
Tax payable in the consolidated statement of financial position represents:	於綜合財務狀況表內的應付稅項指：		
PRC corporate income tax	中國企業所得稅	225,956	188,336
PRC LAT	中國土地增值稅	371,146	238,308
		597,102	426,644

11. EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of basic earnings/(loss) per share is based on the earnings/(loss) for the year attributable to ordinary equity holders of the parent of RMB26,270,000 (2018: loss of RMB243,524,000) and the weighted average number of ordinary shares of 2,010,309,319 (2018: 1,839,783,242) in issue of shares during the year, as adjusted to reflect the shares repurchased during the year.

The calculation of basic earnings/(loss) per share is based on:

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Earnings/(loss)	盈利／(虧損)		
Profit/(loss) attributable to ordinary equity holders of the parent	母公司普通股權益持有人應佔利潤／(虧損)	26,270	(243,524)
		Number of shares 股份數目	
		2019 2019年	2018 2018年
Shares	股份		
Weighted average number of ordinary shares in issue during the year	年內已發行普通股之加權平均數	2,010,309,319	1,839,783,242

The Group had no potentially dilutive ordinary shares in issue during the year ended 31 December 2019 and 2018.

11. 母公司普通股權益持有人應佔每股盈利／(虧損)

每股基本盈利／(虧損)是根據母公司普通股權益持有人應佔年內盈利／(虧損)人民幣26,270,000元(2018年:虧損人民幣243,524,000元),以及年內已發行股份的普通股的加權平均數2,010,309,319股(2018年:1,839,783,242股)計算,已予調整以反映年內回購股份。

每股基本盈利／(虧損)根據下列各項計算:

		2019 2019年	2018 2018年
		Number of shares 股份數目	
		2019 2019年	2018 2018年
Shares	股份		
Weighted average number of ordinary shares in issue during the year	年內已發行普通股之加權平均數	2,010,309,319	1,839,783,242

於截至2019年及2018年12月31日止年度,本集團並無已發行潛在攤薄普通股。

12. PROPERTY AND EQUIPMENT

12. 物業及設備

		Buildings	Hotel properties	Office equipment	Motor vehicles	Leasehold improvements 租賃物業改良	Construction in progress	Total
		樓宇	酒店物業	辦公設備	汽車	改良	在建工程	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2018,	於2018年1月1日·							
net of accumulated depreciation	扣除累計折舊	33,824	946,803	10,922	10,259	30,051	964,309	1,996,168
Additions	添置	8,999	-	33,250	612	23,000	60,915	126,776
Construction in progress completed	完成在建工程	-	352,848	-	-	-	(352,848)	-
Disposals	出售	(6,855)	-	(163)	(437)	(6,866)	-	(14,321)
Depreciation provided during the year	年內計提折舊	(1,312)	(35,668)	(559)	(2,144)	(9,988)	-	(49,671)
At 31 December 2018,	於2018年12月31日·							
net of accumulated depreciation	扣除累計折舊	34,656	1,263,983	43,450	8,290	36,197	672,376	2,058,952
At 31 December 2018:	於2018年12月31日·							
Cost	成本	56,398	1,377,257	63,099	26,563	52,598	672,376	2,248,291
Accumulated depreciation	累計折舊	(21,742)	(113,274)	(19,649)	(18,273)	(16,401)	-	(189,339)
Net carrying amount	賬面淨值	34,656	1,263,983	43,450	8,290	36,197	672,376	2,058,952
At 1 January 2019,	於2019年1月1日·							
net of accumulated depreciation	扣除累計折舊	34,656	1,263,983	43,450	8,290	36,197	672,376	2,058,952
Additions	添置	92	-	40,542	2,717	-	67,884	111,235
Acquisition of a subsidiary (note 33)	收購一間附屬公司(附註33)	-	-	2,410	-	9,755	-	12,165
Transfer from properties under development	轉撥自在建物業	-	-	-	-	-	344,086	344,086
Construction in progress completed	完成在建工程	136,452	849,397	-	-	106,967	(1,092,816)	-
Disposals	出售	-	-	(203)	(171)	-	-	(374)
Depreciation provided during the year	年內計提折舊	(3,692)	(51,526)	(8,406)	(2,222)	(10,010)	-	(75,856)
At 31 December 2019,	於2019年12月31日·							
net of accumulated depreciation	扣除累計折舊	167,508	2,061,854	77,793	8,614	142,909	(8,470)	2,450,208
At 31 December 2019:	於2019年12月31日·							
Cost	成本	192,942	2,226,654	105,848	29,109	169,320	(8,470)	2,715,403
Accumulated depreciation	累計折舊	(25,434)	(164,800)	(28,055)	(20,495)	(26,411)	-	(265,195)
Net carrying amount	賬面淨值	167,508	2,061,854	77,793	8,614	142,909	(8,470)	2,450,208

Although the Group had obtained the land use rights certificates of construction in progress, building ownership certificates may be not obtained before the completion of construction work.

At 31 December 2019, certain items of the Group's property and equipment with a net carrying amount of approximately RMB624,560,000 (2018: RMB498,179,000) were pledged to secure interest-bearing bank and other borrowings granted to the Group as disclosed in note 29.

儘管本集團已獲得在建工程的土地使用權證書，但在建築工程竣工前可能無法取得房產證。

於2019年12月31日，本集團若干物業及設備項目賬面淨值約為人民幣624,560,000元（2018年：人民幣498,179,000元），如附註29所披露，已作為本集團獲授計息銀行貸款及其他借款的抵押。

13. INVESTMENT PROPERTIES

13. 投資物業

		Completed investment properties 已竣工 投資物業 RMB'000 人民幣千元	Investment properties under construction 在建 投資物業 RMB'000 人民幣千元	Investment properties held for sale 持作銷售 投資物業 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 31 December 2017 and 1 January 2018	於2017年12月31日及 2018年1月1日	5,472,345	-	194,955	5,667,300
Transfer from properties under construction	在建物業轉撥	-	24,924	-	24,924
Transfer to investment properties	轉撥至投資物業	24,924	(24,924)	-	-
Transfers from completed properties held for sale	轉撥自己竣工持作銷售物業	80,006	-	-	80,006
Fair value loss upon transfer	轉撥後公允價值虧損	(25,030)	-	-	(25,030)
Increase in investment properties	投資物業增加	107,732	-	-	107,732
Transfer to investment properties held for sale	轉撥至持作銷售投資物業	(176,839)	-	176,839	-
Disposal	出售	-	-	(352,855)	(352,855)
Changes in fair value of investment properties	投資物業的公允價值變動	19,469	-	2,754	22,223
At 31 December 2018 and 1 January 2019	於2018年12月31日及2019年 1月1日	5,502,607	-	21,693	5,524,300
Transfers from completed properties held for sale	轉撥自己竣工持作銷售物業	59,541	-	-	59,541
Fair value gain upon transfer	轉撥後公允價值收益	50,642	-	-	50,642
Increase in investment properties	投資物業增加	131,218	-	-	131,218
Transfer to investment properties held for sale	轉撥至持作銷售投資物業	(346,047)	-	346,047	-
Disposal	出售	-	-	(53,359)	(53,359)
Changes in fair value of investment properties	投資物業的公允價值變動	(39,321)	-	2,579	(36,742)
At 31 December 2019	於2019年12月31日	5,358,640	-	316,960	5,675,600

13. INVESTMENT PROPERTIES (CONTINUED)

13. 投資物業 (續)

			2019	2018
			2019年	2018年
		Note	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元
Non-current assets	非流動資產		5,358,640	5,502,607
Current assets	流動資產	(e)	316,960	21,693
			5,675,600	5,524,300

- (a) All investment properties of the Group were revalued at the end of the year by an independent professionally qualified valuer, CBRE Limited, at fair value. CBRE Limited is an industry specialist in investment property valuation. The fair value represents the amount at which the assets could be exchanged between a knowledgeable and willing buyer and a seller in an arm's length transaction at the date of valuation, in accordance with International Valuation Standards.

The following table gives information about how the fair values of these investment properties are determined (in particular, the valuation techniques and inputs used), as well as the fair value hierarchy into which the fair value measurements are categorised (Levels 1 to 3) based on the degree to which the inputs to the fair value measurements are observable.

Investment properties held by the Group in the consolidated statement of financial position were valued into fair value hierarchy level 3 as shown below. During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2018: Nil). The valuation techniques adopted are the direct comparison approach and the income approach (term and reversion approach), and key inputs are:

- (1) Term yield: the higher the term yield, the lower the fair value;
- (2) Reversionary yield: the higher the reversionary yield, the lower the fair value;
- (3) Market unit rent: the higher the market unit rent, the higher the fair value; and
- (4) Price per square metre: the higher the price, the higher the fair value.

- (a) 本集團全部投資物業於年終由獨立專業合資格估值師世邦魏理仕有限公司按公允價值重估。世邦魏理仕有限公司乃專門為投資物業估值的行業專家。公允價值指可按知情自願買家及賣家於估值日期根據國際估值標準經公平交易交換資產的金額。

下表載列如何釐定此等投資物業的公允價值(尤其是,所用的估值技術及輸入數據)的資料以及根據公允價值計量輸入數值可觀察程度劃分公允價值計量的公允價值架構(第一至第三級)。

綜合財務狀況表中本集團所持有投資物業乃按下文所列的公允價值等級第三級進行估值。年內,公允價值計量概無於第1級及第2級之間轉移,亦無轉入或轉出第3級(2018年:無)。採納的估值技術為直接比較法及收入法(租期復歸法),而主要輸入數據為:

- (1) 租期收益率:租期收益率越高,公允價值越低;
- (2) 復歸收益率:復歸收益率越高,公允價值越低;
- (3) 市場單位租金:市場單位租金越高,公允價值越高;及
- (4) 每平方米價格:價格越高,公允價值越高。

13. INVESTMENT PROPERTIES (CONTINUED)

(a) (continued)

The significant unobservable inputs

Investment properties

held by the Group

本集團所持有投資物業

Property 1 –
Property in Hangzhou
(Guomao Building)
1號物業－杭州物業
(國貿大廈)

Significant unobservable inputs

重大不可觀察輸入數據

Term yield, taking into account yield of 4% for office portion and 5.5% for retail portion, generated from comparable properties and adjustment to reflect the certainty of term income secured and to be received.

經計及同類物業產生的收益及為反映確切已取得及即將收取之租期收入而作出之調整，辦公部份租期收益率為4%及零售部份為5.5%。

Reversionary yield of 5.5% for office portion and 6% for retail portion, taking into account annual unit market rental income and unit market value of the comparable properties.

經計及單位市場年度租金收入及同類物業的單位市值，辦公部份復歸收益率為5.5%及零售部份為6%。

Market unit rent of RMB1.7/sqm/day for office portion and RMB4.9/sqm/day for retail portion, using direct market comparables and taking into account location and other individual factors such as road frontage, size of property and facilities.

使用直接市場比較方法並經計及位置及臨街道路、物業大小及設施等其他個別因素，市場單位租金為每平方米每天人民幣1.7元（辦公部份）及每平方米每天人民幣4.9元（商舖部份）。

Price of RMB9,800/sqm for office portion and RMB23,800/sqm for retail portion, using market direct comparables and taking into account location and other individual factors such as road frontage and size of property.

使用直接市場比較法並計及位置與臨街道路及物業大小等其他個別因素，價格為每平方米人民幣9,800元（辦公部份）及每平方米人民幣23,800元（商舖部份）。

13. 投資物業（續）

(a) (續)

重大不可觀察輸入數據

13. INVESTMENT PROPERTIES (CONTINUED)

(a) (continued)

The significant unobservable inputs (continued)

Investment properties

held by the Group

本集團所持有投資物業

Property 2 –
Property in Shanghai
(La Vie)
2號物業－上海物業
(逸樂軒)

Significant unobservable inputs

重大不可觀察輸入數據

Term yield, taking into account yield of 5%, generated from comparable properties and adjustment to reflect the certainty of term income secured and to be received.

經計及同類物業產生的收益及為反映確切已取得及即將收取之租期收入而作出之調整，租金收益率為5%。

Reversionary yield of 5.5%, taking into account annual unit market rental income and unit market value of the comparable properties.

經計及單位市場年度租金收入及同類物業的單位市值，復歸收益率為5.5%。

Market unit rent of RMB7.8/sqm/day, using direct market comparables and taking into account location and other individual factors such as road frontage, size of property and facilities.

使用直接市場比較方法並經計及位置及臨街道路、物業大小及設施等其他個別因素，市場單位租金為每平方米每天人民幣7.8元。

Price of RMB50,500/sqm, using market direct comparables and taking into account location and other individual factors such as road frontage and size of property.

使用直接市場比較法並計及位置與臨街道路及物業大小等其他個別因素，價格為每平方米人民幣50,500元。

13. 投資物業 (續)

(a) (續)

重大不可觀察輸入數據 (續)

13. INVESTMENT PROPERTIES (CONTINUED)

(a) (continued)

The significant unobservable inputs (continued)

Investment properties

held by the Group

本集團所持有投資物業

Property 3 –
Property in Hangzhou
(Integrated Service Center)
3號物業－杭州物業
(綜合服務中心)

Significant unobservable inputs

重大不可觀察輸入數據

Term yield, taking into account yield of 5.5%, generated from comparable properties and adjustment to reflect the certainty of term income secured and to be received.
經計及同類物業產生的收益及為反映確切已取得及即將收取之租期收入而作出之調整，租期收益率為5.5%。

Reversionary yield of 6%, taking into account annual unit market rental income and unit market value of the comparable properties.
經計及單位市場年度租金收入及同類物業的單位市值，復歸收益率為6%。

Market unit rent of RMB3.8/sqm/day, using direct market comparables and taking into account location and other individual factors such as road frontage, size of property and facilities.
使用直接市場比較方法並經計及位置及臨街道路、物業大小及設施等其他個別因素，市場單位租金為每平方米每天人民幣3.8元。

Price of RMB20,600/sqm, using market direct comparables and taking into account location and other individual factors such as road frontage and size of property.
使用直接市場比較法並計及位置與臨街道路及物業大小等其他個別因素，價格為每平方米人民幣20,600元。

13. 投資物業 (續)

(a) (續)

重大不可觀察輸入數據 (續)

13. INVESTMENT PROPERTIES (CONTINUED)

(a) (continued)

The significant unobservable inputs (continued)

Investment properties

held by the Group

本集團所持有投資物業

Property 4 –
Property in Hangzhou
(Retail portion of Highlong Plaza)
4號物業－杭州物業
(恒隆廣場商舖部份)

Significant unobservable inputs

重大不可觀察輸入數據

Term yield, taking into account yield of 5.5%, generated from comparable properties and adjustment to reflect the certainty of term income secured and to be received.
經計及同類物業產生的收益及為反映確切已取得及即將收取之租期收入而作出之調整，租期收益率為5.5%。

Reversionary yield of 6%, taking into account annual unit market rental income and unit market value of the comparable properties.
經計及單位市場年度租金收入及同類物業的單位市值，復歸收益率為6%。

Market unit rent of RMB6.3/sqm/day, using direct market comparables and taking into account location and other individual factors such as road frontage, size of property and facilities.
使用直接市場比較方法並經計及位置及臨街道路、物業大小及設施等其他個別因素，市場單位租金為每平方米每天人民幣6.3元。

Price of RMB32,000/sqm, using market direct comparables and taking into account location and other individual factors such as road frontage and size of property.
使用直接市場比較法並計及位置與臨街道路及物業大小等其他個別因素，價格為每平方米人民幣32,000元。

13. 投資物業 (續)

(a) (續)

重大不可觀察輸入數據 (續)

13. INVESTMENT PROPERTIES (CONTINUED)

(a) (continued)

The significant unobservable inputs (continued)

Investment properties

held by the Group

本集團所持有投資物業

Property 5 –
Property in Hangzhou
(Landscape Garden)
5號物業－杭州物業
(山水苑)

Significant unobservable inputs

重大不可觀察輸入數據

Term yield, taking into account yield of 5.75%, generated from comparable properties and adjustment to reflect the certainty of term income secured and to be received.
經計及同類物業產生的收益及為反映確切已取得及即將收取之租期收入而作出之調整，租期收益率為5.75%。

Reversionary yield of 6.25%, taking into account annual unit market rental income and unit market value of the comparable properties.
經計及單位市場年度租金收入及同類物業的單位市值，復歸收益率為6.25%。

Market unit rent of RMB2.4/sqm/day, using direct market comparables and taking into account location and other individual factors such as road frontage, size of property and facilities.
使用直接市場比較方法並經計及位置及臨街道路、物業大小及設施等其他個別因素，市場單位租金為每平方米每天人民幣2.4元。

Price of RMB13,500/sqm, using market direct comparables and taking into account location and other individual factors such as road frontage and size of property.
使用直接市場比較法並計及位置與臨街道路及物業大小等其他個別因素，價格為每平方米人民幣13,500元。

13. 投資物業 (續)

(a) (續)

重大不可觀察輸入數據 (續)

13. INVESTMENT PROPERTIES (CONTINUED)

(a) (continued)

The significant unobservable inputs (continued)

Investment properties

held by the Group

本集團所持有投資物業

Property 6 –
Property in Hangzhou
(Hidden Dragon Bay)
6號物業－杭州物業
(隱龍灣)

Significant unobservable inputs

重大不可觀察輸入數據

Term yield, taking into account yield of 5%, generated from comparable properties and adjustment to reflect the certainty of term income secured and to be received.

經計及同類物業產生的收益及為反映確切已取得及即將收取之租期收入而作出之調整，租期收益率為5%。

Reversionary yield of 6%, taking into account annual unit market rental income and unit market value of the comparable properties.

經計及單位市場年度租金收入及同類物業的單位市值，復歸收益率為6%。

Market unit rent of RMB4.4/sqm/day, using direct market comparables and taking into account location and other individual factors such as road frontage, size of property and facilities.

使用直接市場比較方法並經計及位置及臨街道路、物業大小及設施等其他個別因素，市場單位租金為每平方米每天人民幣4.4元。

Price of RMB21,000/sqm, using market direct comparables and taking into account location and other individual factors such as road frontage and size of property.

使用直接市場比較法並計及位置與臨街道路及物業大小等其他個別因素，價格為每平方米人民幣21,000元。

13. 投資物業 (續)

(a) (續)

重大不可觀察輸入數據 (續)

13. INVESTMENT PROPERTIES (CONTINUED)

(a) (continued)

The significant unobservable inputs (continued)

Investment properties

held by the Group

本集團所持有投資物業

Property 7 –

Property in Yuyao

(Intime City)

7號物業－余姚物業

(銀泰城)

Significant unobservable inputs

重大不可觀察輸入數據

Term yield, taking into account yield of 5.75%, generated from comparable properties and adjustment to reflect the certainty of term income secured and to be received.

經計及同類物業產生的收益及為反映確切已取得及即將收取之租期收入而作出之調整，租期收益率為5.75%。

Reversionary yield of 6.25%, taking into account annual unit market rental income and unit market value of the comparable properties.

經計及單位市場年度租金收入及同類物業的單位市值，復歸收益率為6.25%。

Market unit rent of RMB4.1/sqm/day, using direct market comparables and taking into account location and other individual factors such as road frontage, size of property and facilities.

使用直接市場比較方法並經計及位置及臨街道路、物業大小及設施等其他個別因素，市場單位租金為每平方米每天人民幣4.1元。

Price of RMB16,500/sqm, using market direct comparables and taking into account location and other individual factors such as road frontage and size of property.

使用直接市場比較法並計及位置與臨街道路及物業大小等其他個別因素，價格為每平方米人民幣16,500元。

13. 投資物業 (續)

(a) (續)

重大不可觀察輸入數據 (續)

13. INVESTMENT PROPERTIES (CONTINUED)

(a) (continued)

The significant unobservable inputs (continued)

Investment properties

held by the Group

本集團所持有投資物業

Property 8 –
Property in Yuyao
(Retail portion of Times Square I)
8號物業－余姚物業
(時代廣場一期商舖部分)

Significant unobservable inputs

重大不可觀察輸入數據

Term yield, taking into account yield of 5.75%, generated from comparable properties and adjustment to reflect the certainty of term income secured and to be received.
經計及同類物業產生的收益及為反映確切已取得及即將收取之租期收入而作出之調整，租期收益率為5.75%。

Reversionary yield of 6.25%, taking into account annual unit market rental income and unit market value of the comparable properties.
經計及單位市場年度租金收入及同類物業的單位市值，復歸收益率為6.25%。

Market unit rent of RMB3.0/sqm/day, using direct market comparables and taking into account location and other individual factors such as road frontage, size of property and facilities.
使用直接市場比較方法並經計及位置及臨街道路、物業大小及設施等其他個別因素，市場單位租金為每平方米每天人民幣3.0元。

Price of RMB15,200/sqm, using market direct comparables and taking into account location and other individual factors such as road frontage and size of property.
使用直接市場比較法並計及位置與臨街道路及物業大小等其他個別因素，價格為每平方米人民幣15,200元。

13. 投資物業 (續)

(a) (續)

重大不可觀察輸入數據 (續)

13. INVESTMENT PROPERTIES (CONTINUED)

(a) (continued)

The significant unobservable inputs (continued)

Reconciliation of fair value measurements categorised within Level 3 of the fair value hierarchy:

		Commercial properties 商用物業 RMB'000 人民幣千元
Carrying amount at 1 January 2018	於2018年1月1日之賬面值	2,985,800
Net loss from a fair value adjustment recognised in changes in fair value of investment properties	於投資物業公允價值變動確認之公允價值調整之虧損淨額	(109,500)
Carrying amount at 31 December 2018 and 1 January 2019	於2018年12月31日及2019年1月1日之賬面值	<u>2,876,300</u>
Net gain from a fair value adjustment recognised in changes in fair value of investment properties	於投資物業公允價值變動確認之公允價值調整之收益淨額	44,000
Carrying amount at 31 December 2019	於2019年12月31日之賬面值	<u>2,920,300</u>

Under the discounted cash flow method, fair value is estimated using assumptions regarding the benefits and liabilities of ownership over the asset's life including an exit or terminal value. This method involves the projection of a series of cash flows on a property interest. A market-derived discount rate is applied to the projected cash flow in order to establish the present value of the income stream associated with the asset. The exit yield is normally separately determined and differs from the discount rate.

The duration of the cash flows and the specific timing of inflows and outflows are determined by events such as rent reviews, lease renewal and related reletting, redevelopment or refurbishment. The appropriate duration is driven by market behaviour that is a characteristic of the class of property. The periodic cash flow is estimated as gross income less vacancy, non-recoverable expenses, collection losses, lease incentives, maintenance costs, agent and commission costs and other operating and management expenses. The series of periodic net operating income, along with an estimate of the terminal value anticipated at the end of the projection period, is then discounted.

13. 投資物業 (續)

(a) (續)

重大不可觀察輸入數據 (續)

分類為第三級公允價值等級之公允價值計量之對賬：

根據貼現現金流量法，公允價值乃採用於資產年限內的所有權利益及負債的假設估值（包括退出值或最終價值）。該方法涉及對物業權益一系列現金流量的預測。對預測現金流量應用市場衍生的貼現率，以確立該資產相關收益流的現值。退出收益率通常是單獨釐定且有別於貼現率。

現金流量的持續時間及流入和流出的具體時間乃由諸如租金檢討、租賃續租及相關續租、重建或翻新等事件決定。適當的持續時間受市場行為（為物業類別的一個特性）所影響。定期現金流量按總收入扣除空置、不可收回開支、收取虧損、租金獎勵、保養費用、代理及佣金費用以及其他經營及管理開支估計。該一系列定期經營收入淨額，連同預計於預測期終結時的終端價值估計金額，隨後進行貼現。

13. INVESTMENT PROPERTIES (CONTINUED)

(a) (continued)

A significant increase (decrease) in the estimated rental value and the market rent growth rate per annum in isolation would result in a significant increase (decrease) in the fair value of the investment properties.

A significant increase (decrease) in the long term vacancy rate and the discount rate in isolation would result in a significant decrease (increase) in the fair value of the investment properties. Generally, a change in the assumption made for the estimated rental value is accompanied by a directionally similar change in the rent growth per annum and the discount rate and an opposite change in the long term vacancy rate.

There are five properties – the International Office Center, the Office portion of Highlong Plaza, the Serviced apartment portion of Highlong Plaza and the Retail portion of Xixi New City, four properties in Hangzhou, and the Retail and Office portion of Time Square II, a property in Yuyao are valued and categorised into Level 2 fair value hierarchy. The valuation technique adopted is the direct comparison approach, and the key input is price per square metre. The higher the price, the higher the fair value.

The significant unobservable input for the International Office Center is the price of RMB36,500/sqm, using market direct comparables and taking into account location and other individual factors such as road frontage and size of property. As at 31 December 2019, the investment property part of the International Office Center is valued and categorised into Level 2 fair value hierarchy with a carrying amount of RMB2,614,000,000 (2018: RMB2,485,000,000).

13. 投資物業 (續)

(a) (續)

估計租賃價值及市場租金年增長率單獨大幅增加(減少)將導致投資物業之公允價值大幅增加(減少)。

長期空置率及貼現率單獨大幅增加(減少)將導致投資物業之公允價值大幅減少(增加)。一般而言，就估計租賃價值作出的假設的變動會導致租金年增長及貼現率出現類似方向變動及導致長期空置率出現反向變化。

共有五處物業—國際辦公中心、恒隆廣場辦公部份、恒隆廣場服務式公寓及西溪新城市零售部份(四處均為於杭州)及時代廣場二期零售及辦公部份(一處位於余姚之物業)已進行估值並分類為公允價值等級第2級。採納的估值技術為直接比較法，而主要輸入數據為每平方米價格。價格越高，公允價值越高。

國際辦公中心的重大不可觀察輸入數據為每平方米人民幣36,500元的價格，該等數值使用直接市場比較法並計及位置以及臨街道路、物業大小等其他個別因素釐定。於2019年12月31日，國際辦公中心的投資物業部份已進行估值並分類為公允價值等級第2級，賬面值為人民幣2,614,000,000元(2018年：人民幣2,485,000,000元)。

13. INVESTMENT PROPERTIES (CONTINUED)

(a) (continued)

The significant unobservable input for the Office portion of Highlong Plaza is the price of RMB12,700/sqm, using market direct comparables and taking into account location and other individual factors such as road frontage and size of property. As at 31 December 2019, the investment property part of the Office portion of Highlong Plaza is valued and categorised into Level 2 fair value hierarchy with a carrying amount of RMB40,400,000 (2018: RMB68,000,000).

The significant unobservable input for the Serviced apartment portion of Highlong Plaza is the price of RMB15,800/sqm, using market direct comparables and taking into account location and other individual factors such as road frontage and size of property. As at 31 December 2019, the investment property part of the Serviced apartment portion of Highlong Plaza is valued and categorised into Level 2 fair value hierarchy with a carrying amount of RMB22,600,000 (2018: RMB39,000,000).

The significant unobservable input for the investment property part of the Retail portion of Xixi New City is the price of RMB47,200/sqm, using market direct comparables and taking into account location and other individual factors such as road frontage and size of property. As at 31 December 2019, the investment property part of the Retail portion of Xixi New City is valued and categorised into Level 2 fair value hierarchy with a carrying amount of RMB28,300,000 (2018: Nil).

13. 投資物業 (續)

(a) (續)

恒隆廣場辦公部份的重大不可觀察輸入數據為每平方米人民幣12,700元的價格，該等數值使用直接市場比較法並計及位置以及臨街道路、物業大小等其他個別因素釐定。於2019年12月31日，恒隆廣場辦公部份的投資物業部份已進行估值並分類為公允價值等級第2級，賬面值為人民幣40,400,000元（2018年：人民幣68,000,000元）。

恒隆廣場服務式公寓部份的重大不可觀察輸入數據為每平方米人民幣15,800元的價格，該等數值使用直接市場比較法並計及位置以及臨街道路、物業大小等其他個別因素釐定。於2019年12月31日，恒隆廣場服務式公寓部份的投資物業部份已進行估值並分類為公允價值等級第2級，賬面值為人民幣22,600,000元（2018年：人民幣39,000,000元）。

西溪新城市零售部份的投資物業部份的重大不可觀察輸入數據為每平方米人民幣47,200元的價格，該等數值使用直接市場比較法並計及位置以及臨街道路、物業大小等其他個別因素釐定。於2019年12月31日，西溪新城市零售部份的投資物業部份已進行估值並分類為公允價值等級第2級，賬面值為人民幣28,300,000元（2018年：無）。

13. INVESTMENT PROPERTIES (CONTINUED)

(a) (continued)

By the end of 2017, the Retail and Office portion of Time Square II was originally designed for sale. In October 2018, Management decided to change the usage of the Retail and Office portion of Time Square II from sale to lease out. Significant unobservable input for the Retail portion of Time Square II is the price of RMB7,800/sqm and that for the Office portion of Time Square II is the price of RMB6,850/sqm, using market direct comparables and taking into account location and other individual factors such as road frontage and size of property. As at 31 December 2019, the investment property part of the Retail and Office portion of Time Square II is valued and categorised into Level 2 fair value hierarchy with a carrying amount of RMB50,000,000. (2018: RMB56,000,000)

Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's investment properties:

13. 投資物業 (續)

(a) (續)

於2017年底，時代廣場二期的零售及辦公部份原先乃以銷售為目的而設計。於2018年10月，管理層議決將時代廣場二期的零售及辦公部份的用途由出售更改為出租。時代廣場二期零售部份的重大不可觀察輸入數據為每平方米人民幣7,800元的價格，而時代廣場二期的辦公部份的重大不可觀察輸入數據為每平方米人民幣6,850元的價格，該等數值使用直接市場比較法並計及位置以及臨街道路、物業大小等其他個別因素釐定。於2019年12月31日，已對時代廣場二期的零售及辦公部份的投資物業部分進行估值並分類為公允價值等級第2級，賬面值為人民幣50,000,000元（2018年：人民幣56,000,000元）。

公允價值等級

下表說明本集團投資物業之公允價值計量等級：

Recurring fair value measurement for:	以下各項之經常性公允價值計量：	Fair value measurement as at 31 December 2019 using 於2019年12月31日使用以下各項的公允價值計量			Total 總計
		Quoted prices in active markets (Level 1) 活躍市場的報價 (第1級別) RMB'000 人民幣千元	Significant observable inputs (Level 2) 重大可觀察輸入數據 (第2級別) RMB'000 人民幣千元	Significant unobservable inputs (Level 3) 重大不可觀察輸入數據 (第3級別) RMB'000 人民幣千元	
Commercial properties	商用物業	-	2,755,300	2,930,300	5,675,600

13. INVESTMENT PROPERTIES (CONTINUED)

(a) (continued)

Fair value hierarchy (continued)

Recurring fair value measurement for:	以下各項之經常性公允價值計量：	Quoted prices in active markets (Level 1) 活躍市場的報價 (第1級別) RMB'000 人民幣千元	Fair value measurement as at 31 December 2018 using 於2018年12月31日使用以下各項的公允價值計量		Total 總計 RMB'000 人民幣千元
			Significant observable inputs (Level 2) 重大可觀察輸入數據 (第2級別) RMB'000 人民幣千元	Significant unobservable inputs (Level 3) 重大不可觀察輸入數據 (第3級別) RMB'000 人民幣千元	
Commercial properties	商用物業	-	2,648,000	2,876,300	5,524,300

(b) The Group's investment properties situated on the leasehold land in Mainland China are all leased for 30 to 50 years.

(c) Investment properties leased out under operating leases

The Group leases out investment properties under operating lease arrangements. All leases run for a period of one to fifteen years, with an option to renew the leases after the expiry dates, at which time all terms will be renegotiated. The Group's total future minimum lease receivables under non-cancellable operating leases arising from investment properties are as follows:

(a) (續)

公允價值等級(續)

Recurring fair value measurement for:	以下各項之經常性公允價值計量：	Quoted prices in active markets (Level 1) 活躍市場的報價 (第1級別) RMB'000 人民幣千元	Fair value measurement as at 31 December 2018 using 於2018年12月31日使用以下各項的公允價值計量		Total 總計 RMB'000 人民幣千元
			Significant observable inputs (Level 2) 重大可觀察輸入數據 (第2級別) RMB'000 人民幣千元	Significant unobservable inputs (Level 3) 重大不可觀察輸入數據 (第3級別) RMB'000 人民幣千元	
Commercial properties	商用物業	-	2,648,000	2,876,300	5,524,300

(b) 本集團的投資物業(位於中國內地的租賃土地)租期均介乎於30至50年。

(c) 根據經營租賃已租出的投資物業

本集團根據經營租賃安排租出投資物業。所有租賃為期一至十五年，並可選擇於到期日後在重新磋商全部條款下續訂租賃。本集團根據不可取消經營租賃由投資物業所得的日後最低租賃應收款項總額如下：

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Within one year	一年內	79,763	74,551
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年)	154,333	175,829
After five years	五年以上	48,089	61,957
		282,185	312,337

13. INVESTMENT PROPERTIES (CONTINUED)

The significant unobservable inputs (continued)

- (d) At 31 December 2019, certain of the Group's investment properties with a carrying amount of RMB1,317,502,000 (2018: RMB1,238,247,000) were pledged to secure interest-bearing bank and other borrowings granted to the Group as disclosed in note 29.
- (e) As at 31 December 2019, the Group had entered into certain sale and purchase agreements to sell certain investment properties with a carrying amount of RMB316,960,000 (2018: RMB21,693,000). Besides, the Group also received deposits of approximately RMB266,234,000 (2018: RMB8,153,000), and the amount received was recognised as contract liabilities as at 31 December 2019.

14. PROPERTIES UNDER DEVELOPMENT

			2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Carrying amount at 1 January	於1月1日賬面值		1,847,069	2,851,414
Additions	添置		563,826	1,157,277
Transfer to investment properties	轉撥至投資物業	13	-	(24,924)
Transfer to construction in progress	轉撥至在建工程	12	(344,086)	-
Transfer to completed properties held for sale	轉撥至持作銷售已落成物業	22	(633,974)	(2,136,698)
Carrying amount at 31 December	於12月31日賬面值		1,432,835	1,847,069
Current assets	流動資產		497,524	913,669
Non-current assets	非流動資產		935,311	933,400
			1,432,835	1,847,069

Except for one property located in Japan, the rest of the Group's properties under development are located in Mainland China.

除一處物業位於日本外，本集團其餘開發中物業位於中國內地。

13. 投資物業 (續)

重大不可觀察輸入數據 (續)

- (d) 於2019年12月31日，根據附註29所披露，本集團賬面值為人民幣1,317,502,000元（2018年：人民幣1,238,247,000元）的若干投資物業已作本集團獲授計息銀行貸款及其他借款的抵押。
- (e) 於2019年12月31日，本集團訂立若干買賣協議以出售賬面值為人民幣316,960,000元（2018年：人民幣21,693,000元）的若干投資物業。此外，本集團亦已收取按金約人民幣266,234,000元（2018年：人民幣8,153,000元）。於2019年12月31日，已收取金額獲確認為合約負債。

14. 開發中物業

14. PROPERTIES UNDER DEVELOPMENT (CONTINUED)

14. 開發中物業 (續)

		2019	2018
		2019年	2018年
Japan	日本	RMB'000	RMB'000
		人民幣千元	人民幣千元
Freehold	永久業權	80,037	77,291

The carrying amounts of the properties under development situated on the leasehold land in Mainland China are as follows:

開發中物業(位於中國內地的租賃土地)的賬面值如下:

		2019	2018
		2019年	2018年
Mainland China	中國內地	RMB'000	RMB'000
		人民幣千元	人民幣千元
Leases between 30 and 50 years	租期30年至50年	1,352,798	1,769,778

At 31 December 2019, certain of the Group's properties under development with a carrying amount of RMB124,462,000 (2018: RMB753,053,000) were pledged to secure interest-bearing bank and other borrowings granted to the Group as disclosed in note 29.

於2019年12月31日，本集團若干開發中物業賬面值為人民幣124,462,000元(2018年：人民幣753,053,000元)，如附註29所披露，已作為授予本集團計息銀行貸款及其他借款的抵押。

15. LEASES

The Group as a lessee

The Group has lease contracts for buildings used in its operations. Leases of buildings generally have lease terms between 5 and 18 years. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

(a) Right-of-use assets

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

15. 租賃

本集團作為承租人

本集團擁有用於其營運中之樓宇租賃合約。租賃樓宇之租賃期一般介乎5至18年，一般而言，本集團不得轉讓及分租不屬於本集團之租賃資產。

(a) 使用權資產

本集團於年內之使用權資產賬面值及變動如下：

		Buildings 樓宇 RMB'000 人民幣千元
As at 1 January 2019	於2019年1月1日	279,579
Additions	添置	67,321
Additions as a result of acquisition of a subsidiary	因收購一間附屬公司添置	13,851
Depreciation charge	折舊支出	(43,963)
As at 31 December 2019	於2019年12月31日	<u>316,788</u>

15. LEASES (CONTINUED)**The Group as a lessee (continued)**

(b) Lease liabilities

The carrying amount of lease liabilities and the movements during the year are as follows:

15. 租賃 (續)**本集團作為承租人 (續)**

(b) 租賃負債

於年內之租賃負債賬面值及變動如下：

		Lease liabilities 租賃負債 RMB'000 人民幣千元
As at 1 January 2019	於2019年1月1日	273,178
New leases	新租賃	67,321
Additions as a result of acquisition of a subsidiary	因收購一間附屬公司添置	13,851
Accretion of interest recognized during the year	年內確認之利息增加	15,034
Payments	付款	(36,987)
Carrying amount at 31 December 2019	於2019年12月31日之賬面值	<u>332,397</u>
Analysed into	分析為：	
Current portion	流動部分	24,297
Non-current portion	非流動部分	<u>308,100</u>

The maturity analysis of lease liabilities is disclosed in note 40 to the financial statements.

租賃負債之到期日分析披露於財務報表附註40。

15. LEASES (CONTINUED)**The Group as a lessee (continued)**

- (c) The amounts recognised in profit or loss in relation to leases are as follows:

		2019 2019年 RMB'000 人民幣千元
Interest on lease liabilities	租賃負債利息	15,034
Depreciation charge of right-of-use assets	使用權資產之折舊支出	43,963
Expense relating to short-term leases and leases of low-value assets (included in administrative expenses)	與短期租賃及低價值資產租賃有關之開支(計入行政開支)	22,358
Total amount recognized in profit or loss	於損益中確認之總額	<u>81,355</u>

- (d) Extension and termination options

The Group has no lease contracts that include extension and termination options.

- (e) Variable lease payments

The Group has no lease contracts that contains variable payments.

- (f) The total cash outflow for leases and future cash outflows relating to leases that have not yet commenced are disclosed in note 34(c) and 36, respectively, to the financial statements.

15. 租賃 (續)**本集團作為承租人 (續)**

- (c) 與租賃有關於損益中確認之金額如下：

		2019 2019年 RMB'000 人民幣千元
租賃負債利息	租賃負債利息	15,034
使用權資產之折舊支出	使用權資產之折舊支出	43,963
與短期租賃及低價值資產租賃有關之開支(計入行政開支)	與短期租賃及低價值資產租賃有關之開支(計入行政開支)	22,358
於損益中確認之總額	於損益中確認之總額	<u>81,355</u>

- (d) 延期及終止選擇權

本集團並無包含延期及終止選擇權之租賃合約。

- (e) 可變租賃付款

本集團並無包含可變付款之租賃合約。

- (f) 租賃之現金流出總額及與尚未開始之租賃有關之未來現金流出分別披露於財務報表附註34(c)及36。

15. LEASES (CONTINUED)

The Group as a lessor

The Group leases its investment properties consisting of one commercial properties in Yuyao and two commercial properties in Hangzhou under operating lease arrangements. The terms of the leases generally require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions. Rental income recognised by the Group during the year was RMB175,412,000 (2018: RMB160,369,000), details of which are included in note 5 to the financial statements.

At 31 December 2019, the undiscounted lease payment receivable by the Group in future periods under non-cancellable operating leases with its tenants are as follows:

15. 租賃 (續)

本集團作為出租人

本集團根據經營租賃安排出租其投資物業，當中包含一項於余姚之商用物業及兩項於杭州之商用物業。租賃條款一般要求租戶支付保證金及根據當時市況定期調整租金。本集團於年內確認之租金收入為人民幣175,412,000元（2018年：人民幣160,369,000元），有關詳情載於財務報表附註5。

於2019年12月31日，本集團根據與其租戶訂立之不可撤銷經營租賃於未來期間應收之未貼現租賃付款如下：

		2019	2018
		2019年	2018年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within one year	一年內	79,763	74,551
After one year but within two years	多於一年但少於兩年	43,732	54,847
After two years but within three years	多於兩年但少於三年	39,677	45,853
After three years but within four years	多於三年但少於四年	36,580	38,743
After four years but within five years	多於四年但少於五年	34,344	36,386
After five years	五年以上	48,089	61,957
		282,185	312,337

16. GOODWILL

16. 商譽

		RMB'000 人民幣千元
Cost at 1 January 2019, net of accumulated impairment	於2019年1月1日之成本·扣除累計減值	–
Acquisition of a subsidiary (note 33)	收購一間附屬公司(附註33)	98,995
Impairment during the year	年內減值	–
Cost and net carrying amount at 31 December 2019	於2019年12月31日之成本及賬面淨值	<u>98,995</u>
At 31 December 2019:	於2019年12月31日:	
Cost	成本	98,995
Accumulated impairment	累計減值	–
Net carrying amount	賬面淨值	<u>98,995</u>

Impairment testing of goodwill

Goodwill acquired through business combinations is allocated to the following cash-generating units for impairment testing.

The recoverable amount of the pre-education business cash-generating unit has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. The discount rate applied to the cash flow projections was 13% and cash flows beyond the five-year period were extrapolated using a growth rate of 2.85%, which was the same as the long term average growth rate of the pre-education industry.

商譽之減值測試

透過業務合併收購之商譽分配至以下現金產出單元，以進行減值測試。

學前教育業務現金產出單元之可收回金額已根據使用價值計算使用基於高級管理層所批准涵蓋五年期間之財務預算之現金流量預測釐定。現金流量預測所應用之貼現率為13%，而超出五年期間之現金流量使用2.85%之增長率推算，該增長率與學前行業之長期平均增長率相同。

16. GOODWILL (CONTINUED)

Impairment testing of goodwill (continued)

Assumptions were used in the value in use calculation of the pre-education business cash-generating unit for 31 December 2019. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill:

Budgeted gross margins – The basis used to determine the value assigned to the budgeted gross margins is the average gross margins achieved in the year immediately before the budget year, increased for expected efficiency improvements, and expected market development.

Discount rate – The discount rate used is before tax and reflects specific risks relating to the relevant unit.

The values assigned to the key assumptions on the market development of the pre-education business and discount rates are consistent with external information sources.

The management of the Group assessed that any reasonably possible change in any of these assumptions would not cause the carrying amount of the pre-education business cash-generating unit to exceed its respective recoverable amount as at 31 December 2019.

16. 商譽 (續)

商譽之減值測試 (續)

計算於2019年12月31日之學前教育業務現金產出單元之使用價值時採用假設。下文描述管理層為進行商譽減值測試時作出基於其現金流量預測之各項關鍵假設：

預算毛利率 – 用於釐定分配予預算毛利率的價值所採用的基準為緊接預算年度前一年內所實現的平均毛利率，由於預期的效率提升及預期的市場發展而有所提升。

貼現率 – 所使用的貼現率為除稅前之數值並反映與相關單位相關的特定風險。

分配至學前教育業務之市場發展及貼現率之關鍵假設之價值與外部資料來源一致。

本集團管理層評估任何該等假設之任何合理可能變動將不會導致學前教育業務現金產出單元之賬面值超出其各自於2019年12月31日之可收回金額。

17. OTHER INTANGIBLE ASSETS

17. 其他無形資產

		Brandname 品牌名稱 RMB'000 人民幣千元
31 December 2019	2019年12月31日	
Cost at 1 January 2019, net of accumulated amortisation	於2019年1月1日之成本，扣除累計攤銷	-
Acquisition of a subsidiary (note 33)	收購一間附屬公司(附註33)	34,690
Amortisation provided during the year	年內作出之攤銷	(433)
At 31 December 2019	於2019年12月31日	34,257
At 31 December 2019:	於2019年12月31日：	
Cost	成本	34,690
Accumulated amortisation	累計攤銷	(433)
Net carrying amount	賬面淨值	34,257

18. EQUITY INVESTMENTS DESIGNATED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

18. 指定為按公允價值計入其他全面收益之股本投資

		2019	2018
		2019年	2018年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Equity investments designated at fair value through other comprehensive income	指定為按公允價值計入其他全面收益之股本投資		
Unlisted equity investments, at fair value	非上市股本投資，按公允價值		
Qian Ning Health Industry Co., Ltd.	浙江乾寧健康產業有限公司	25,000	25,000
Anhui Five Star Food Co., Ltd.	安徽五星食品股份有限公司	3,300	3,300
Hangzhou Sui Kang Nursing Home Co., Ltd.	杭州隨康養老院有限公司	4,372	4,000
Shenzhen Xin Shi City Development Investment Co., Ltd.	深圳信石城市發展投資有限公司	6,000	6,000
Maggie and Rose Limited (note 33)	Maggie and Rose Limited (附註33)	-	42,514
Zhejiang Xinnongdu Industrial Co., Ltd.	浙江新農都實業有限公司	336,000	336,000
		374,672	416,814

The above equity investments were irrevocably designated at fair value through other comprehensive income as the Group considers these investments to be strategic in nature. (No changes in fair value for the year ended 31 December 2019, accumulated changes of RMB9,000,000 in fair value as of 31 December 2019 has been recognized in other comprehensive income.)

由於本集團認為上述股權投資具戰略性質，故本集團將不可撤回地指定該等投資為按公允價值計入其他全面收益。(於截至2019年12月31日止年度概無公允價值變動，截至2019年12月31日之公允價值累計變動人民幣9,000,000元已於其他全面收益中確認)。

19. LONG TERM PREPAYMENTS

19. 長期預付款

		2019	2018
		2019年	2018年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Deposit for acquisition of a subsidiary	收購一間附屬公司之按金	-	60,000
Prepayments for land acquisition	土地收購之預付款項	11,020	51,415
Maintenance fund	維護資金	20,378	19,441
Prepaid expense	預付開支	17,480	24,908
Deposits for construction completion	竣工按金	33,062	22,944
Deposits	按金	52,273	52,273
		134,213	230,981

As at 31 December 2019 and 2018, financial assets included in long term prepayments of the Group were considered to be low credit risk and thus the Group assessed that there was no significant loss allowance recognised in accordance with the ECL model under IFRS 9 as at 31 December 2019 and 2018.

於2019年及2018年12月31日，本集團計入長期預付款項之金融資產被視為低信貸風險，因此本集團評估於2019年及2018年12月31日並無根據國際財務報告準則第9號項下之預期信貸虧損模式確認之重大虧損撥備。

20. DEFERRED TAX ASSETS AND LIABILITIES

The movements in deferred tax assets and liabilities during the year are as follows:

Deferred tax assets

		Unrealised intragroup profit or loss	Lease liabilities	Losses available for offsetting against future taxable profits	Total
		未變現 集團間損益 RMB'000 人民幣千元	租賃負債 RMB'000 人民幣千元	可供抵銷 未來應課稅 利潤的虧損 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
At 1 January 2018	於2018年1月1日	1,976	–	9,081	11,057
Deferred tax charged to the statement of profit or loss during the year	年內於損益表扣除的遞延稅項	–	–	(6,504)	(6,504)
At 31 December 2018 and 1 January 2019	於2018年12月31日及2019年1月1日	1,976	–	2,577	4,553
Deferred tax credit/(charged) to the statement of profit or loss during the year	年內於損益表進賬/(扣除)的遞延稅項	–	4,468	(2,577)	1,891
At 31 December 2019	於2019年12月31日	1,976	4,468	–	6,444

20. 遞延稅項資產及負債

年內遞延稅項資產及負債變動如下：

遞延稅項資產

20. DEFERRED TAX ASSETS AND LIABILITIES (CONTINUED)

Deferred tax assets (continued)

In accordance with the PRC laws and regulations, tax losses could be carried forward for five years to offset against its future taxable profits. Deferred tax assets relating to unutilised tax losses are recognised to the extent that it is probable that sufficient taxable profit will be available to allow these deferred tax assets to be utilised.

The Group has no accumulated tax losses arising in Hong Kong that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. The Group has accumulated tax losses arising in Mainland China of RMB731,322,000 (2018: RMB532,752,000) that will expire in one to five years for offsetting against future taxable profits. Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

20. 遞延稅項資產及負債 (續)

遞延稅項資產 (續)

根據中國法律及法規，稅項虧損可結轉五年以抵銷其日後的應課稅利潤。有關尚未動用稅項虧損的遞延稅項資產，只會在將有足夠應課稅利潤以使該等遞延稅項資產獲得動用時方會確認。

本集團並無於香港產生累計稅項虧損，可用以無限期抵銷各出現虧損的公司日後的應課稅利潤。本集團於中國內地產生人民幣731,322,000元（2018年：人民幣532,752,000元）的累計稅項虧損，將於一至五年內到期，以抵銷日後的應課稅利潤。由於該等附屬公司已產生虧損一段時間，且認為並無可能有可用作扣減稅務虧損的應課稅利潤，故並無就該等虧損確認遞延稅項資產。

20. DEFERRED TAX ASSETS AND LIABILITIES (CONTINUED)

Deferred tax liabilities

20. 遞延稅項資產及負債 (續)

遞延稅項負債

		Fair value adjustment of equity investment at fair value through other comprehensive income	Fair value adjustment arising from acquisition of a subsidiary	With-holding tax	Others*	Total	
		按公允價值計入其他全面收益之股本投資公允價值調整	收購一間附屬公司所導致之公允價值調整	預扣稅	其他*	總計	
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	
At 1 January 2018	於2018年1月1日	969,941	-	-	19,343	98,037	1,087,321
Realised during the year	於年內變現	(127,857)	-	-	-	(24,441)	(152,298)
Deferred tax(charged)/credited to the statement of profit or loss during the year	年內於損益表(扣除)/進賬的遞延稅項	(702)	-	-	3,503	12,302	15,103
Deferred tax credited to the statement of other comprehensive income during the year	年內於其他全面收益表進賬的遞延稅項	-	2,250	-	-	-	2,250
At 31 December 2018 and 1 January 2019	於2018年12月31日及2019年1月1日	841,382	2,250	-	22,846	85,898	952,376
Realised during the year	於年內變現	(39,446)	-	-	-	(4,879)	(44,325)
Acquisition of a subsidiary	收購一間附屬公司	-	-	5,897	-	-	5,897
Deferred tax(charged)/credited to the statement of profit or loss during the year	年內於損益表(扣除)/進賬的遞延稅項	10,619	-	-	8,731	4,617	23,967
At 31 December 2019	於2019年12月31日	812,555	2,250	5,897	31,577	85,636	937,915

* Others mainly include temporary differences regarding capitalised finance costs.

* 其他主要包括與資本化融資成本相關的暫時差額。

20. DEFERRED TAX ASSETS AND LIABILITIES (CONTINUED)

Deferred tax liabilities (continued)

Pursuant to the PRC Corporate Income Tax Law (the “New CIT Law”), a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in the PRC. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 10%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in the PRC in respect of earnings generated from 1 January 2008.

Other than the above deferred tax liability in relation to the PRC withholding income tax provided, no deferred taxation has been provided for the distributable retained profits of approximately RMB770,397,000 (2018: RMB431,728,000), which were derived from the PRC subsidiaries as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

20. 遞延稅項資產及負債 (續)

遞延稅項負債 (續)

根據中國企業所得稅法(「新企業所得稅法」)，須向於中國成立的外資企業的海外投資者宣派股息徵收10%預扣稅。有關規定自2008年1月1日起生效，並適用於2007年12月31日後所產生之盈利。倘中國內地與外資投資者所屬司法權區之間定有稅務優惠則可按較低預扣稅率繳稅。本集團之適用比率為10%。因此，本集團須就該等於中國成立之附屬公司就2008年1月1日起產生之盈利而分派之股息繳交預扣稅。

除與上文載列的中國預扣所得稅相關的遞延稅項負債外，概無就源自中國附屬公司的可分派保留溢利約人民幣770,397,000元(2018年：人民幣431,728,000元)作出遞延稅項撥備，因為本集團能控制暫時性差額撥回的時間且暫時性差額可能於可見未來不會撥回。

21. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS

Details of the Group's subsidiaries that have material non-controlling interests are set out below:

Percentage of equity interest held by non-controlling interests:

		2019 2019年	2018 2018年
Zhejiang Zhong An Sheng Long Commercial Co., Ltd. ("Zhong An Sheng Long")	浙江眾安盛隆商業有限公司 （「眾安盛隆」）	10%	10%
Maggie and Rose Limited ("Maggie and Rose")	Maggie and Rose Limited （「麥琪•蘿絲」）	46.5%	-
Zhejiang Heng Fa Real Estate Co. Ltd. ("Zhejiang Heng Fa")	浙江恒發置業有限公司 （「浙江恒發」）	49%	49%

Accumulated balances of non-controlling interests at the reporting date:

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Zhong An Sheng Long	眾安盛隆	129,942	132,916
Maggie and Rose	麥琪•蘿絲	2,978	-
Zhejiang Heng Fa	浙江恒發	98,248	62,486

(Loss)/profit for the year allocated to non-controlling interests:

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Zhong An Sheng Long	眾安盛隆	(2,974)	(16,796)
Maggie and Rose	麥琪•蘿絲	(2,551)	-
Zhejiang Heng Fa	浙江恒發	35,763	44,310

21. 部份擁有的附有重大非控股權益的附屬公司

擁有重大非控股權益的本集團附屬公司詳情載列如下：

非控股權益持有股權百分比：

		2019 2019年	2018 2018年
Zhejiang Zhong An Sheng Long Commercial Co., Ltd. ("Zhong An Sheng Long")	浙江眾安盛隆商業有限公司 （「眾安盛隆」）	10%	10%
Maggie and Rose Limited ("Maggie and Rose")	Maggie and Rose Limited （「麥琪•蘿絲」）	46.5%	-
Zhejiang Heng Fa Real Estate Co. Ltd. ("Zhejiang Heng Fa")	浙江恒發置業有限公司 （「浙江恒發」）	49%	49%

於報告日期非控股權益累計結餘：

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Zhong An Sheng Long	眾安盛隆	129,942	132,916
Maggie and Rose	麥琪•蘿絲	2,978	-
Zhejiang Heng Fa	浙江恒發	98,248	62,486

年內分派予非控股權益的（虧損）／利潤：

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Zhong An Sheng Long	眾安盛隆	(2,974)	(16,796)
Maggie and Rose	麥琪•蘿絲	(2,551)	-
Zhejiang Heng Fa	浙江恒發	35,763	44,310

21. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS (CONTINUED)

The following tables illustrate the summarised financial information of the above subsidiaries. The amounts disclosed are before any inter-company eliminations:

21. 部份擁有的附有重大非控股權益的附屬公司 (續)

下表載列以上附屬公司的財務資料概要。所披露的金額為於任何公司間對銷前之金額：

2019 2019年		Maggie and Rose 麥琪•蘿絲 RMB'000 人民幣千元	Zhong An Sheng Long 眾安盛隆 RMB'000 人民幣千元	Zhejiang Heng Fa 浙江恒發 RMB'000 人民幣千元
Revenue	收入	9,944	49,593	189,956
Changes in fair value of investment properties	投資物業公允價值變動	-	13,482	-
Total expenses	開支總額	(15,427)	(92,812)	(116,971)
(Loss)/profit and total comprehensive income for the year	年內(虧損)/利潤及全面收益總額	(5,483)	(29,737)	72,985
Current assets	流動資產	13,612	4,215,195	316,214
Non-current assets	非流動資產	31,283	2,891,602	6,352
Current liabilities	流動負債	(38,818)	(4,997,375)	(122,060)
Non-current liabilities	非流動負債	-	(810,000)	-
Net cash flows generated from/ (used in) operating activities	營運活動產生/(耗用)現金流量淨額	19,350	(168,186)	(43,602)
Net cash flows (used in)/generated from investing activities	投資活動(耗用)/產生現金流量淨額	(19,211)	27,748	(6)
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加/(減少)淨額	139	(140,438)	(43,608)

21. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS (CONTINUED)

21. 部份擁有的附有重大非控股權益的附屬公司(續)

		Zhong An Sheng Long 眾安盛隆	Zhejiang Heng Fa 浙江恒發
2018		RMB'000	RMB'000
2018年		人民幣千元	人民幣千元
Revenue	收入	53,743	291,925
Changes in fair value of investment properties	投資物業公允價值變動	(50,783)	–
Total expenses	開支總額	(170,922)	(201,496)
(Loss)/profit and total comprehensive income for the year	年內(虧損)/利潤及全面收益總額	(167,962)	90,429
Current assets	流動資產	3,260,460	379,004
Non-current assets	非流動資產	3,003,544	6,682
Current liabilities	流動負債	(4,447,845)	(259,890)
Non-current liabilities	非流動負債	(487,000)	–
Net cash flows used in operating activities	營運活動耗用現金流量淨額	(43,217)	(675)
Net cash flows generated from investing activities	投資活動產生現金流量淨額	165,712	–
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加/(減少)淨額	122,495	(675)

22. COMPLETED PROPERTIES HELD FOR SALE

22. 持作銷售已竣工物業

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Carrying amount at 1 January	於1月1日之賬面值	2,009,041	1,282,967
Transfer from properties under development	轉撥自開發中物業	633,974	2,136,698
Transfer to investment properties	轉撥至投資物業	(59,541)	(80,006)
Cost of properties sold	已出售物業成本	(849,453)	(1,330,618)
Carrying amount at 31 December	於12月31日之賬面值	1,734,021	2,009,041

As at 31 December 2019, certain of the Group's completed properties held for sale of RMB824,359,000 (2018: RMB1,524,606,000) were pledged to secure interest-bearing bank and other borrowings granted to the Group as disclosed in note 29.

於2019年12月31日，本集團若干持作銷售已落成物業人民幣824,359,000元（2018年：人民幣1,524,606,000元），如附註29所披露，已作為授予本集團計息銀行貸款及其他借款的抵押。

23. TRADE RECEIVABLES

23. 應收貿易賬款

The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. The credit period is generally one month, extending up to three months for major customers. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables to minimize credit risk. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables related to various diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. The balances of trade receivables are non-interest-bearing and unsecured.

本集團與其客戶的貿易條款主要為信貸，惟新客戶一般需要預付款項。信貸期一般為一個月，而主要客戶則最多可延長至三個月。每名客戶均設有最高信貸限額。本集團致力於持續嚴格監控其未償還應收款項以盡量減低信貸風險。高級管理層定期審閱逾期結餘。鑒於上述理由及本集團應收貿易賬款與多名不同客戶有關，故並無重大信貸集中風險。本集團並無就其應收貿易賬款結餘持有任何抵押品或其他信貸加強措施。應收貿易賬款之結餘為免息及無抵押。

The Group assessed that there was no significant loss allowance recognised in accordance with the ECL model under IFRS 9 as at 31 December 2019 and 2018.

於2019年及2018年12月31日，本集團評估概無根據國際財務報告準則第9號項下預期信貸虧損模式確認之重大虧損撥備。

24. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

24. 預付款項、其他應收款項及其他資產

		2019	2018
		2019年	2018年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Advances to suppliers	墊付予供應商	252,923	32,563
Project construction guarantee deposits	項目工程擔保按金	52,019	44,592
Recoverable prepayment for land acquisition cancelled	已取消土地收購的可收回預付款項	2,500	122,500
Prepaid other tax	預付其他稅項	57,870	113,444
Prepayment for equity acquisition*	收購股權之預付款*	163,889	-
Recoverable deposit for acquisition cancelled	已取消收購事項之可收回按金	60,000	-
Other receivables	其他應收款項	111,804	90,480
		701,005	403,579

The financial assets included in the above balances relate to receivables for which there was no recent history of default the past due amounts. As at 31 December 2019 and 2018, the loss allowance was assessed to be minimal.

* On 7 January 2019, the Company allotted and issued 178,280,000 shares to Hangzhou Oriental Culture Tourism Group Co., Ltd. ("the Seller") with the purpose of acquiring 22.65% of equity interests of Zhejiang Xinnongdu Industrial Co., Ltd. ("XND") under the equity transfer agreement announced on 20 July 2018 ("the Transaction"). However, the Seller had filed a lawsuit against the Company to cancel the Transaction. As at 31 December 2019, the lawsuit is still in process.

計入上述結餘之金融資產與應收款項有關，該等應收款項並無近期拖欠逾期金額之記錄。於2019年及2018年12月31日，虧損撥備評估為極低。

* 於2019年1月7日，本公司向杭州東方文化園旅業集團有限公司（「賣方」）配發及發行178,280,000股股份，用以根據2018年7月20日公告的股權轉讓協議收購浙江新農都實業有限公司（「新農都」）的22.65%股權（「交易」）。然而，賣方已向本公司提起訴訟，要求取消交易。於2019年12月31日，訴訟仍在進行。

25. CASH AND CASH EQUIVALENTS AND RESTRICTED CASH

25. 現金及現金等價物及受限制現金

		2019	2018
		2019年	2018年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Cash and bank balances	現金及銀行結餘	422,764	618,757
Time deposits	定期存款	8,922	6,565
		431,686	625,322
Less: Restricted cash	減：受限制現金	(23,193)	(76,415)
Cash and cash equivalents	現金及現金等價物	408,493	548,907
Current assets	流動資產	14,271	69,850
Non-current assets	非流動資產	8,922	6,565
Restricted cash	受限制現金	23,193	76,415

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group and earn interest at the respective short term time deposit rates. The bank balances and restricted cash are deposited with creditworthy banks with no recent history of default.

Pursuant to relevant regulations in the PRC, certain property development companies of the Group are required to place in designated bank accounts certain amounts of pre-sale proceeds of properties as guarantee deposits for the construction of the related properties. The deposits can be used for purchases of construction materials and payments of the construction fees of the relevant property projects when approval from the relevant local government authorities is obtained. As at 31 December 2019, these guarantee deposits amounted to approximately RMB297,000 (2018: RMB64,820,000).

Besides, certain of the Group's bank accounts of approximately RMB13,974,000 (2018: RMB5,030,000) were pledged to banks for the timely repayment of the loans.

銀行存款基於銀行日常存款率以浮動利率賺取利息。短期定期存款為一天至三個月不等的期限（視本集團的即時現金需求而定），及按不同的短期定期存款利率賺取利息。銀行結餘及受限制現金均存放於近期並無違約歷史的信譽良好之銀行。

根據中國相關法規，本集團的若干物業開發公司須將所收取的若干物業預售所得款項存放於指定銀行賬戶，作為相關物業建設的擔保按金。當取得相關當地政府部門的批准後，按金可用於購置相關物業項目的建築材料及支付建築費用。於2019年12月31日，該擔保按金約為人民幣297,000元（2018年：人民幣64,820,000元）。

此外，本集團之若干銀行賬目約人民幣13,974,000元（2018年：人民幣5,030,000元）已質押予銀行，以及時償還貸款。

25. CASH AND CASH EQUIVALENTS AND RESTRICTED CASH (CONTINUED)

As at 31 December 2019, certain of the Group's non-current time deposits of RMB8,922,000 (2018: RMB6,562,000) were pledged to banks as guarantees for mortgage facilities granted to purchasers of the Group's properties.

As at 31 December 2019, none of the Group's non-current time deposits (2018: RMB3,000) was pledged to secure interest-bearing bank loans and other borrowings granted to the Group as disclosed in note 29.

At the end of the reporting period, the cash and bank balances of the Group denominated in RMB amounted to RMB410,760,000 (2018: RMB561,718,204). The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

26. TRADE PAYABLES

An aging analysis of the Group's trade payables as at the end of the reporting period, based on the payment due dates, is as follows:

Within six months	6個月內
Over six months but within one year	超過6個月但於1年內
Over one year	超過1年

The trade payables are unsecured and interest-free and are normally settled based on the progress of construction.

25. 現金及現金等價物及受限制現金 (續)

於2019年12月31日，本集團之若干非即期定期存款人民幣8,922,000元（2018年：人民幣6,562,000元）已質押予銀行，作為向本集團物業買家獲授按揭信貸之擔保。

誠如附註29所披露，於2019年12月31日，本集團概無非即期定期存款（2018年：人民幣3,000元）已予以質押，作為本集團獲授計息銀行貸款及其他借款之擔保。

於報告期末，本集團以人民幣列值的現金及銀行結餘為人民幣410,760,000元（2018年：人民幣561,718,204元）。人民幣不得自由兌換為其他貨幣，然而，根據中國內地外匯管制規定以及結匯、售匯及付匯管理規定，本集團獲准透過有權進行外匯業務的銀行將人民幣兌換為其他貨幣。

26. 應付貿易賬款

本集團應付貿易賬款於報告期末按付款到期日計算的賬齡分析如下：

		2019	2018
		2019年	2018年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within six months	6個月內	580,609	602,405
Over six months but within one year	超過6個月但於1年內	44,130	64,857
Over one year	超過1年	18,290	23,531
		643,029	690,793

應付貿易賬款乃無抵押及免息且一般按建築進度支付。

27. OTHER PAYABLES AND ACCRUALS**27. 其他應付款項及應計費用**

		2019	2018
		2019年	2018年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Deposits related to construction	有關建築的按金	28,155	30,317
Payables for acquisition of subsidiaries	就收購附屬公司應付的款項	15,059	15,059
Tax surcharges	附加稅	18,418	26,842
Guarantee deposits	擔保按金	50,244	46,231
Other payables	其他應付款項	100,995	66,497
		212,871	184,946

Other payables are unsecured and interest-free.

其他應付款項為無抵押並且不計息。

28. CONTRACT LIABILITIES**28. 合約負債／客戶預付款**

		2019	2018
		2019年	2018年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Advances received from customers	已收客戶預付款	476,063	1,123,792

Contract liabilities represent sales proceeds received from buyers in connection with the Group's pre-sale of properties.

合約負債指就本集團之預售物業已收買方之銷售所得款項。

29. INTEREST-BEARING BANK AND OTHER BORROWINGS

29. 計息銀行貸款及其他借款

		2019	2018
		2019年	2018年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Current:	即期：		
Bank loans – secured	銀行貸款－有抵押	351,860	922,460
Non-current:	非即期：		
Bank loans – secured	銀行貸款－有抵押	3,294,245	1,235,625
Other loans – secured	其他貸款－有抵押	810,000	810,000
		4,104,245	2,045,625
		4,456,105	2,968,085
Repayable:	須於下列期間償還：		
Within one year or on demand	一年內或要求時	351,860	922,460
Over one year but within two years	多於一年但少於兩年	948,298	320,500
Over two years but within five years	多於兩年但少於五年	2,065,642	1,565,000
Over five years	五年以上	1,090,305	160,125
		4,456,105	2,968,085

Except for certain short term bank and other borrowings amounting to RMB2,390,000,000 (2018: RMB1,010,000,000) that bear interest at fixed rates, all bank loans bear interest at floating rates.

除若干按固定利率計息之短期銀行貸款及其他借款人民幣2,390,000,000元(2018年：人民幣1,010,000,000元)，所有銀行貸款按浮動利率計息。

29. INTEREST-BEARING BANK AND OTHER BORROWINGS (CONTINUED)

The Group's bank and other borrowings bear interest at effective interest rates ranging as follows:

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Effective interest rates	實際利率	5.15% – 10%	0.90% – 8.20%

The carrying amounts of all the Group's borrowings during the year were denominated as follows:

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
RMB loans and borrowings	人民幣貸款及借款	4,456,105	2,968,085

The Group's bank and other borrowings were secured by the pledges of the following assets at the end of reporting period:

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Carrying value of the Group's assets:	本集團資產的賬面值：		
Investment properties	投資物業	1,317,502	1,238,247
Properties under development	開發中物業	124,462	753,053
Completed properties held for sale	持作銷售已落成物業	824,359	1,524,606
Restricted cash	受限制現金	13,974	5,033
Property and equipment	物業及設備	624,560	498,179
		2,904,857	4,019,118

At 31 December 2019, the Group's borrowings of RMB50,000,000 (2018: RMB479,000,000) were guaranteed by Mr. Shi Kancheng (Note 35(3)(iv)).

本集團的銀行貸款及其他借款按以下實際利率計息：

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Effective interest rates	實際利率	5.15% – 10%	0.90% – 8.20%

本集團於年內所有借款的賬面值按以下貨幣計值，詳情如下：

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
RMB loans and borrowings	人民幣貸款及借款	4,456,105	2,968,085

於報告期末，本集團銀行貸款及其他借款由以下資產質押作抵押：

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Carrying value of the Group's assets:	本集團資產的賬面值：		
Investment properties	投資物業	1,317,502	1,238,247
Properties under development	開發中物業	124,462	753,053
Completed properties held for sale	持作銷售已落成物業	824,359	1,524,606
Restricted cash	受限制現金	13,974	5,033
Property and equipment	物業及設備	624,560	498,179
		2,904,857	4,019,118

於2019年12月31日，本集團之借款人民幣50,000,000元（2018年：人民幣479,000,000元）乃由施侃成先生提供擔保（附註35(3)(iv)）。

30. SHARE CAPITAL

Shares

Authorised:	5,000,000,000 (2018: 5,000,000,000) ordinary shares of HK\$0.10 each
Issued and fully paid:	2,013,248,000 (2018: 1,834,968,000) ordinary shares of HK\$0.10 each

股份

法定:	5,000,000,000股 每股面值0.10港元的普通股 (2018年: 5,000,000,000股)	2019 2019年 '000 千股	2018 2018年 '000 千股
已發行及繳足:	2,013,248,000股 每股面值0.10港元的普通股 (2018年: 1,834,968,000股)	RMB160,443 人民幣160,443元	RMB144,850 人民幣144,850元

A summary of movements in the Company's issued share capital is as follows:

本公司已發行股本變動概述如下:

		Number of shares in issue 已發行 股份數目	Share capital 股本 RMB'000 人民幣千元	Share premium account 股份溢價賬 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 31 December 2018	於2018年12月31日	1,834,968,000	144,850	573,233	718,083
Issue of shares (Note(a))	發行股份 (附註(a))	178,280,000	15,593	148,461	164,054
At 31 December 2019	於2019年12月31日	2,013,248,000	160,443	721,694	882,137

Note:

(a) On 20 July 2018, the Company entered into an equity transfer agreement to acquire 22.65% of the equity interests in XND at a consideration of RMB352,994,400 which would be settled by the allotment and issue of 178,280,000 ordinary shares of the Company to the Seller or its designated nominee. On 7 January 2019, the Company completed the issue of 178,280,000 ordinary shares.

附註:

(a) 於2018年7月20日,本公司訂立股權轉讓協議,以收購新農都22.65%的股權,代價人民幣352,994,400元將透過向賣方或其指定代名人配發及發行本公司178,280,000股普通股結算。於2019年1月7日,本公司完成發行178,280,000股普通股。

31. OTHER RESERVE

Other reserve represented the reserve from the share option scheme adopted by Zhong An Group Limited (the “Parent Company”), the parent company of the Group, who operates a share option scheme (the “Scheme”) for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the operations. The Scheme became effective on 15 May 2009 and, unless otherwise cancelled or amended, will remain in force for 10 years from the offer date.

Certain directors of the Group were granted these share options. In respect of their services to the Group, the relevant share-based payment transactions were accounted for in the consolidated financial statements.

Pursuant to the Scheme adopted by the Parent Company, the initial maximum number of shares which may be allotted and issued upon exercise of all options granted (excluding options which have lapsed in accordance with the terms of the Scheme and other share option schemes of the Parent Company and its subsidiaries (the “Parent Group”), if any) under the Scheme and other share option schemes of the Parent Group (if any) must not exceed 10% of the shares of the Parent Company in issue as at 15 May 2009, being the date of approval of the Scheme by the shareholders at the annual general meeting of the Parent Company. Such maximum number may however be refreshed at a general meeting of the Parent Company by shareholders. In addition, no options may be granted under the Scheme or other share option schemes adopted by the Parent Group (if any) if the grant of such option will result in the maximum number of shares which may be allotted and issued upon exercise of all outstanding options granted but yet to be exercised under the Scheme and other share option schemes adopted by the Parent Group (if any) exceeding 30% of the issued share capital of the Parent Company from time to time. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period is limited to 1% of the shares of the Parent Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders’ approval in a general meeting.

31. 其他儲備

其他儲備指來自本集團母公司眾安集團有限公司（「母公司」）所採納的購股權計劃的儲備。購股權計劃（「該計劃」）由母公司營運，以向為營運成功作出貢獻的合資格參與者提供鼓勵及獎勵。該計劃於2009年5月15日起生效，除非另行註銷或修訂，否則將由要約日期起十年內有效。

本集團若干董事獲授該等購股權，就彼等對本集團的服務而言，相關以股份為基礎支付的交易獲計及並已計入有關期間綜合財務報表。

根據母公司所採納的該計劃，因根據該計劃及母公司及其附屬公司（「母公司集團」）其他購股權計劃（如有）所授出的全部購股權（不包括根據該計劃及母公司集團其他購股權計劃（如有）的條款已告失效的購股權）獲行使而可予配發及發行的初步最高股份數目，不得超過母公司於2009年5月15日（即股東於母公司股東週年大會上批准該計劃之日期）已發行股份的10%。然而，有關最高股份數目可於母公司股東大會上由股東作出更新。此外，倘授出有關購股權將導致根據購股權計劃及母公司集團採納的其他購股權計劃（如有）已授出但未行使的所有購股權獲行使而可予配發及發行的最高股份數目超過母公司不時已發行股本的30%，則不可根據購股權計劃或母公司集團採納的其他購股權計劃（如有）授出該等購股權。於任何十二個月期間內可根據購股權向該計劃下每名合資格參與者發行的最高股份數目，僅限於母公司於任何時間已發行股份的1%。任何進一步授出超過此限額的購股權須於股東大會上取得股東的批准。

31. OTHER RESERVE (CONTINUED)

Share options granted to a director, chief executive or substantial shareholder of the Parent Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Parent Company, or to any of their associates, in excess of 0.1% of the shares of the Parent Company in issue at any time or with an aggregate value (based on the price of the Parent Company's shares at the date of grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted by the grantee within 21 days from the date of offer at a consideration of HK\$1.00. The exercise period of the share options granted is determinable by the directors, and commences after a vesting period of one to five years and ends on a date which is not later than 10 years from the date of offer of the share options or the expiry date of the Scheme, if earlier.

The exercise price of share options is determinable by the directors, but may not be less than the highest of:

- (i) the Stock Exchange closing price of the Parent Company's shares on the date of offer of the share options;
- (ii) the average Stock Exchange closing price of the Parent Company's shares for the five trading days immediately preceding the date of offer; and
- (iii) the nominal value of a share of the Parent Company.

31. 其他儲備 (續)

授予母公司董事、主要行政人員或主要股東或彼等任何聯繫人士的購股權，須事先獲得獨立非執行董事的批准。此外，如果於任何十二個月期間授予母公司主要股東或獨立非執行董事，或彼等的任何聯繫人的任何購股權超過母公司於任何時間已發行股份的0.1%或其總值（根據母公司於授出日期的股價計算）超過5,000,000港元，則須事先於股東大會上取得股東批准。

授出購股權的要約可自要約日期起21日內由承授人按代價1.00港元接納。所授出購股權之行使期由董事釐定，並於一至五年之歸屬期後開始，至自購股權要約日期起不遲於十年之日或該計劃之屆滿日期（以較早發生者為準）為止。

購股權之行使價由董事釐定，但不可低於以下最高者：

- (i) 母公司股份於購股權要約日期在聯交所之收市價；
- (ii) 母公司股份於緊接要約日期前五個營業日在聯交所之平均收市價；及
- (iii) 母公司每股股份的面值。

31. OTHER RESERVE (CONTINUED)

The share options granted to certain directors of the Group were outstanding under the Scheme during the reporting periods:

		2019 2019年		2018 2018年	
		Weighted average exercise price 加權平均 行使價 HK\$ per share 每股港元	Number of options 購股權 數目 '000 千份	Weighted average exercise price 加權平均 行使價 HK\$ per share 每股港元	Number of options 購股權 數目 '000 千份
At 1 January	於1月1日	2.12	5,053	2.12	5,053
Expired during the year	於年內屆滿	2.58	(2,403)	—	—
At 31 December	於12月31日	1.85	2,650	2.12	5,053

31. 其他儲備 (續)

於報告期間，授予本集團若干董事的購股權乃該計劃下尚未行使之購股權：

The exercise prices and exercise periods of the share options outstanding as at the end of the reporting periods are as follows:

於報告期末，尚未行使購股權之行使價及行使期如下：

2019

Number of options 購股權數目 '000 千份	Exercise price* 行使價* per share 每股	Exercise period 行使期
2,650	HK\$1.85 1.85港元	22 January 2014 to 21 January 2021 2014年1月22日至2021年1月21日

2019年

2018

Number of options 購股權數目 '000 千份	Exercise price* 行使價* per share 每股	Exercise period 行使期
2,650	HK\$1.85 1.85港元	22 January 2014 to 21 January 2021 2014年1月22日至2021年1月21日
2,403	HK\$2.58 2.58港元	9 July 2010 to 8 July 2019 2010年7月9日至2019年7月8日
5,053		

2018年

* The exercise price of the share options is subject to adjustment in case of rights or bonus issues, or other similar changes in the Parent Company's share capital.

* 購股權的行使價在供股或紅股發行或母公司股本的其他相若變動情況下可予調整。

The Group did not recognise any share option expense during the year ended 31 December 2019. (2018: Nil)

截至2019年12月31日止年度，本集團並無確認任何購股權開支。(2018年：無)

32. RESERVES**(a) Share premium**

The share premium represents the excess of ordinary shares paid by the shareholders over their nominal value.

(b) Capital reserve

- (i) On 30 May 2014, the Company and its related parties signed the deed of novation, assignment and set-off (the "Deed"). The Deed settled and set-off the outstanding balances of the Company with related parties. The net debts due to and owing by the Company to Ideal World after set-off, amounting to approximately RMB963,639,000, were settled by the Company by allotting and issuing 1,000,000 new shares amounting to RMB80,000 credited as fully paid to Ideal World.
- (ii) On 31 May 2014, the directors were authorised to capitalise HK\$126,700,000, equivalent to RMB100,825,000, by using the exchange rate on that day, standing to the credit of the capital reserve account of the Company, so that 1,267,000,000 shares were allotted and issued, pursuant to this resolution.
- (iii) Deemed contribution by the controlling shareholder represented certain residual interests of the residential business remaining in certain subsidiaries and was contributed by the controlling shareholder to the Group.

32. 儲備**(a) 股份溢價**

股份溢價指股東支付之普通股金額超過其面值。

(b) 資本儲備

- (i) 於2014年5月30日，本公司及其關聯方訂立更替、轉讓及抵銷契據（「該契據」）。該契據結算及抵銷本公司與關聯方的尚未償還結餘。於抵銷後，本公司應付及欠付Ideal World的債務淨額約為人民幣963,639,000元，由本公司透過向Ideal World配發及發行1,000,000股入賬列作繳足新股份而償付，金額達人民幣80,000元。
- (ii) 於2014年5月31日，董事獲授權擴充資本126,700,000港元（按當日匯率計算相當於人民幣100,825,000元），計入本公司資本儲備賬，以根據本決議案配發及發行1,267,000,000股股份。
- (iii) 被視為控股股東出資指若干附屬公司餘下的住宅業務的若干權益，並由控股股東注入本集團。

32. RESERVES (CONTINUED)

(c) Statutory surplus reserve

In accordance with the Company Law of the PRC and the respective articles of association of the PRC group companies, each of the subsidiaries of the Group that is domiciled in Mainland China is required to allocate 10% of its profit after tax, as determined in accordance with the PRC Accounting Regulations, to the statutory surplus reserve (the "SSR") until such reserve reaches 50% of its registered capital.

In addition, certain of the PRC group companies are foreign investment enterprises which are not subject to the SSR allocation. According to the relevant PRC regulations applicable to foreign investment enterprises, each of these subsidiaries is required to allocate a certain portion (not less than 10%) of its profit after tax, as determined in accordance with the PRC Accounting Regulations, to the statutory reserve fund until such reserve reaches 50% of its registered capital.

33. BUSINESS COMBINATION

In February 2018, the Group acquired 10,391 ordinary shares and 1,017 A shares, representing approximately 19.95% equity interest of Maggie and Rose Limited at a consideration of GBP 4,848,400 in cash (equivalent to approximately RMB42,514,000), through a subsidiary in which the Group holds 75% equity interest.

In September 2019, the Group acquired 15,638 ordinary shares and 2,403 A shares, representing approximately 31.56% of the equity interest of Maggie and Rose Limited at a consideration of GBP 8,840,090 in cash (equivalent to approximately RMB76,567,000). After the acquisition, the Group totally holds 26,029 ordinary shares and 3,420 A shares, representing 51.51% equity interest of Maggie and Rose Limited. The Group elected to measure the non-controlling interest in Maggie and Rose Limited at the non-controlling interest's proportionate share of Maggie and Rose Limited's identifiable net assets.

32. 儲備 (續)

(c) 法定盈餘儲備

根據中國公司法及中國集團公司各自的組織章程細則，位於中國內地的本集團各附屬公司須撥付其除稅後利潤的10%（根據中國會計準則釐定）至法定盈餘公積（「法定盈餘公積」），直至該項公積達至其各自註冊資本的50%。

此外，由於若干中國集團公司為外資企業，故毋須提取法定盈餘公積。根據適用於外資企業的有關中國法規，該等附屬公司均須將根據中國會計準則所釐定的除稅後利潤的若干部份（不少於10%）撥至法定準備金，直至該項準備金達至其註冊資本的50%。

33. 業務合併

於2018年2月，本集團透過本集團持有75%股權之附屬公司，收購10,391股普通股及1,017股A股，相當於Maggie and Rose Limited之約19.95%股權，現金代價為4,848,400英鎊（相當於約人民幣42,514,000元）。

於2019年9月，本集團收購15,638股普通股及2,403股A股，相當於Maggie and Rose Limited之約31.56%股權，現金代價為8,840,090英鎊（相當於約人民幣76,567,000元）。於收購後，本集團合共持有26,029股普通股及3,420股A股，相當於Maggie and Rose Limited之51.51%股權。本集團選擇按Maggie and Rose Limited可識別資產淨值之非控股權益比例計量Maggie and Rose Limited之非控股權益。

33. BUSINESS COMBINATION (CONTINUED)

Maggie and Rose Limited is mainly engaged in operating pre-education business, and the acquisition was made as part of the Group's strategy to expand its diversification of business.

The fair values of the identifiable assets and liabilities of Maggie and Rose Limited as at the date of acquisition were as follows:

33. 業務合併 (續)

Maggie and Rose Limited主要經營學前教育業務，進行該收購事項為本集團擴大業務多元化策略之一部分。

Maggie and Rose Limited於收購事項日期之可識別資產及負債之公允價值如下：

		Notes 附註	Fair value recognised on acquisition 於收購時確認之 公允價值 RMB'000 人民幣千元
Property and equipment	物業及設備	12	12,165
Right-of-use assets	使用權資產	15(a)	13,851
Other intangible assets	其他無形資產	17	34,690
Inventories	存貨		727
Trade receivables	應收貿易賬款		1,172
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產		7,620
Cash and cash equivalents	現金及現金等價物		10,115
Trade payables	應付貿易賬款		(7,418)
Other payables and accruals	其他應付款項及應計費用		(9,029)
Lease liabilities	租賃負債	15(b)	(13,851)
Deferred tax liabilities	遞延稅項負債		(5,897)
Total identifiable net assets at fair value	按公允價值計量的可識別淨資產總值		44,145
Non-controlling interests	非控股權益		(23,608)
Fair value of equity investment at fair value through other comprehensive income:	按公允價值計入其他全面收益之股本投資公允價值：		
Gains on fair value re-measurement of existing equity in business combination not under common control	重新計量於非共同控制業務合併之現有股權之公允價值收益		(451)
Transferred from investment at fair value through other comprehensive income	轉撥自公允價值計入其他全面收益之投資		(42,514)
Goodwill on acquisition	收購產生的商譽	16	98,995
Satisfied by cash	以現金償付		76,567

33. BUSINESS COMBINATION (CONTINUED)

An analysis of the cash flows in respect of the acquisition of a subsidiary is as follows:

		RMB'000 人民幣千元
Cash consideration	現金代價	(76,567)
Cash and cash equivalents acquired	所收購的現金及現金等價物	10,115
Net outflow of cash and cash equivalents included in cash flows generated in investing activities	計入投資活動所產生現金流量的現金及現金等價物流出淨額	<u>(66,452)</u>

Since the acquisition, Maggie and Rose Limited contributed RMB9,943,000 to the Group's revenue and caused a loss of RMB5,483,000 to the consolidated profit of the Group for the year ended 31 December 2019.

Had the combination taken place at the beginning of the year, the revenue of the Group and the profit of the Group for the year ended 31 December 2019 would have been RMB1,987,189,000 and RMB35,410,000, respectively.

34. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

During the year, the Group had non-cash additions to right-of-use assets and lease liabilities of RMB67,321,000 and RMB67,321,000, respectively, in respect of lease arrangements for buildings (2018: Nil).

33. 業務合併 (續)

有關收購一間附屬公司的現金流量分析如下：

		RMB'000 人民幣千元
自收購起，Maggie and Rose Limited向本集團截至2019年12月31日止年度之收入貢獻人民幣9,943,000元，並對本集團於該年度之綜合溢利產生虧損人民幣5,483,000元。		
倘合併於年初完成，則截至2019年12月31日止年度本集團之收入及本集團之利潤應分別為人民幣1,987,189,000元及人民幣35,410,000元。		

34. 綜合現金流量表附註

(a) 主要非現金交易

年內，本集團有關樓宇租賃安排之使用權資產非現金添置及租賃負債分別為人民幣67,321,000元及人民幣67,321,000元（2018年：無）。

34. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

(b) Changes in financial liabilities arising from financing activities

		Interest-bearing bank and other borrowings 計息銀行貸款及其他借款 RMB'000 人民幣千元	Lease liabilities 租賃負債 RMB'000 人民幣千元
As 31 December 2018	於2018年12月31日	2,968,085	–
Effect of adoption of IFRS 16	採納國際財務報告準則第16號之影響	–	273,178
At 1 January 2019 (restated)	於2019年1月1日(經重列)	2,968,085	273,178
Changes from financing cash flows	融資現金流量變動	1,488,020	(21,953)
New leases	新租賃	–	67,321
Interest expense	利息開支	–	15,034
Interest paid classified as operating cash flows	分類為營運現金流量之已付利息	–	(15,034)
Increase arising from acquisition of a subsidiary	收購一間附屬公司產生之增加	–	13,851
At 31 December 2019	於2019年12月31日	4,456,105	332,397
At 1 January 2018	於2018年1月1日	3,107,739	–
Changes from financing cash flows	融資現金流量變動	(139,654)	–
At 31 December 2018	於2018年12月31日	2,968,085	–

(c) Total cash flow for leases

The total cash for leases included in the statement of cash flows is as follows:

Within operating activities
Within financing activities

34. 綜合現金流量表附註 (續)

(b) 融資活動產生之金融負債變動

	Interest-bearing bank and other borrowings 計息銀行貸款及其他借款 RMB'000 人民幣千元	Lease liabilities 租賃負債 RMB'000 人民幣千元
As 31 December 2018	2,968,085	–
Effect of adoption of IFRS 16	–	273,178
At 1 January 2019 (restated)	2,968,085	273,178
Changes from financing cash flows	1,488,020	(21,953)
New leases	–	67,321
Interest expense	–	15,034
Interest paid classified as operating cash flows	–	(15,034)
Increase arising from acquisition of a subsidiary	–	13,851
At 31 December 2019	4,456,105	332,397
At 1 January 2018	3,107,739	–
Changes from financing cash flows	(139,654)	–
At 31 December 2018	2,968,085	–

(c) 租賃現金流量總額

計入現金流量表之租賃現金總額如下:

		2019 2019年 RMB'000 人民幣千元
Within operating activities	營運活動內	15,034
Within financing activities	融資活動內	21,953
		36,987

35. RELATED PARTY TRANSACTIONS

35. 關聯方交易

(1) Name and relationship

(1) 名稱及關係

Name of related parties 關聯方名稱	Relationship with the Group 與本集團關係
Mr. Shi Kancheng 施侃成先生	Ultimate controlling shareholder 最終控股股東
Yuyao Zhong An Property Co., Ltd. 余姚眾安置業有限公司	Company controlled by the ultimate controlling shareholder 由最終控股股東控制的公司
Zhejiang Zhong An Property Management Co., Ltd. 浙江眾安物業服務有限公司	Company controlled by the ultimate controlling shareholder 由最終控股股東控制的公司
Zhong An Group Co., Ltd. 眾安集團有限公司	Company controlled by the ultimate controlling shareholder 由最終控股股東控制的公司
Zhong An Group Limited 眾安集團有限公司	Company controlled by the ultimate controlling shareholder 由最終控股股東控制的公司
Glorious Days Management Co., Ltd. 好時管理有限公司	Company controlled by the ultimate controlling shareholder 由最終控股股東控制的公司
Anhui Zhong An Real Estate Development Co., Ltd. 安徽眾安房地產開發有限公司	Company controlled by the ultimate controlling shareholder 由最終控股股東控制的公司
Zhejiang Anyuan Agriculture Development Co., Ltd. 浙江安源農業開發有限公司	Company controlled by the ultimate controlling shareholder 由最終控股股東控制的公司
Hong Kong Hui Yuan Real Estate Limited 香港匯源地產有限公司	Company controlled by the ultimate controlling shareholder 由最終控股股東控制的公司
Rui Kai Management Ltd. 瑞凱管理有限公司	Company controlled by the ultimate controlling shareholder 由最終控股股東控制的公司
Zhong An Asset Management Co., Ltd. 眾安資產管理有限公司	Company controlled by the ultimate controlling shareholder 由最終控股股東控制的公司
Zhong An Corporate Finance Limited 眾安融資有限公司	Company controlled by the ultimate controlling shareholder 由最終控股股東控制的公司
Zhong An Finance Limited 眾安財務有限公司	Company controlled by the ultimate controlling shareholder 由最終控股股東控制的公司
Zhong An Securities Limited 眾安證券有限公司	Company controlled by the ultimate controlling shareholder 由最終控股股東控制的公司
Hangzhou Huijun Information Technology Co., Ltd. 杭州匯駿信息技術有限公司	Company controlled by the ultimate controlling shareholder 由最終控股股東控制的公司
Hangzhou Junjie Investment Co., Ltd. 杭州駿杰投資管理有限公司	Company controlled by the ultimate controlling shareholder 由最終控股股東控制的公司
Qingdao Zhong An Longsheng Commercial development Co., Ltd. 青島眾安隆盛商業發展有限公司	Company controlled by the ultimate controlling shareholder 由最終控股股東控制的公司
Zhong An Financial Holdings Ltd 眾安金融控股有限公司	Company controlled by the ultimate controlling shareholder 由最終控股股東控制的公司
Grand Sail International Trading Limited 宏帆國際貿易(香港)有限公司	Company controlled by the ultimate controlling shareholder 由最終控股股東控制的公司

**35. RELATED PARTY TRANSACTIONS
(CONTINUED)**

(2) Outstanding balances with related parties:

(i) Amounts due from related companies

		2019	2018
		2019年	2018年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Zhong An Group Limited	眾安集團有限公司	136,672	7,017
Glorious Days Management Co., Ltd.	好時管理有限公司	17,916	17,524
Qingdao Zhong An Longsheng Commercial development Co., Ltd.	青島眾安隆盛商業發展有 限公司	1,000	-
Zhong An Financial Holdings Ltd	眾安金融控股有限公司	7,174	-
Grand Sail International Trading Limited	宏帆國際貿易(香港) 有限公司	40,966	-
Zhong An Group Co., Ltd	眾安集團有限公司	856,547	-
		1,060,275	24,541

Amounts due from related companies are interest-free, unsecured and have no fixed terms of repayment, except RMB297,492,000 due from Zhong An Group Co., Ltd, which is interest-bearing at the annual rate of 9%.

35. 關聯方交易 (續)

(2) 與關聯方的未償還結餘:

(i) 應收關聯公司款項

	2019	2018
	2019年	2018年
	RMB'000	RMB'000
	人民幣千元	人民幣千元
Zhong An Group Limited	136,672	7,017
Glorious Days Management Co., Ltd.	17,916	17,524
Qingdao Zhong An Longsheng Commercial development Co., Ltd.	1,000	-
Zhong An Financial Holdings Ltd	7,174	-
Grand Sail International Trading Limited	40,966	-
Zhong An Group Co., Ltd	856,547	-
	1,060,275	24,541

應收關聯公司款項為免息、無抵押及無固定償還期限，惟應收眾安集團有限公司之人民幣297,492,000元按年利率9%計息除外。

35. RELATED PARTY TRANSACTIONS (CONTINUED)

35. 關聯方交易 (續)

(2) Outstanding balances with related parties: (continued)

(2) 與關聯方的未償還結餘：(續)

(ii) Amounts due to related companies

(ii) 應付關聯公司款項

		2019	2018
		2019年	2018年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Hangzhou Huijun Information Technology Co., Ltd.	杭州匯駿信息技術有限公司	107,912	107,912
Hangzhou Junjie Investment Co., Ltd.	杭州駿捷投資有限公司	55,427	55,427
Zhong An Group Co., Ltd.	眾安集團有限公司	-	260,515
Zhejiang Zhong An Property Management Co., Ltd.	浙江眾安物業服務有限公司	11,833	800
Anhui Zhong An Real Estate Development Co., Ltd.	安徽眾安房地產開發有限公司	186,316	186,316
Yuyao Zhong An Property Co., Ltd.	余姚眾安置業有限公司	92,071	79,298
Zhejiang Anyuan Agriculture Development Co., Ltd.	浙江安源農業開發有限公司	1,439	1,685
Hong Kong Hui Yuan Real Estate Limited	香港匯源地產有限公司	44,790	252,330
Rui Kai Management Ltd.	瑞凱管理有限公司	36,442	35,645
Zhong An Asset Management Co., Ltd.	眾安資產管理有限公司	1,784	1,745
Zhong An Corporate Finance Limited	眾安融資有限公司	1,784	1,745
Zhong An Finance Limited	眾安財務有限公司	1,785	1,746
Zhong An Securities Limited	眾安證券有限公司	1,784	1,745
Grand Sail International Trading Limited	宏帆國際貿易(香港)有限公司	168,340	-
		711,707	986,909

Amounts due to related companies are interest-free, unsecured and have no fixed terms of repayment.

應付關聯公司款項為免息、無抵押及無固定償還期限。

35. RELATED PARTY TRANSACTIONS (CONTINUED)

(3) In addition to the transactions detailed elsewhere in these financial statements, the Group had the following transactions with related parties during the year:

(i) Property service fee

	2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Zhejiang Zhong An Property Management Co., Ltd. 浙江眾安物業服務有限公司	11,033	800

(ii) During the year, the Group had repaid RMB275,201,000 to and lent RMB1,035,735,000 to its related companies, which are controlled by the ultimate controlling shareholder.

(iii) Compensation of key management personnel of the Group, which comprises the remuneration of the directors, is disclosed in note 8.

(iv) During the year, the Group's equity investment of Yunnan Pujin Real Estate Development Co., Ltd. were transferred to Zhong An Group.

(v) As disclosed in note 29, the Group's borrowings of RMB50,000,000 (2018: RMB479,000,000) were guaranteed by Mr. Shi Kancheng at 31 December 2019.

35. 關聯方交易 (續)

(3) 除於該等財務報表其他部份的交易詳情外，於年內本集團與關聯方進行的交易如下：

(i) 物業服務費用

	2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
	11,033	800

(ii) 年內，本集團已向其關聯公司償還人民幣275,201,000元及借出人民幣1,035,735,000元，該等關聯公司由最終控股股東控制。

(iii) 本集團主要管理人員的薪酬（包括董事薪酬）已於附註8披露。

(iv) 年內，本集團於雲南普錦房地產開發有限公司之股權已轉讓予眾安集團。

(v) 誠如附註29所披露，於2019年12月31日，本集團之借款人民幣50,000,000元（2018年：人民幣479,000,000元）乃由施侃成先生提供擔保。

36. COMMITMENTS

- (a) The Group had the following commitments for property development expenditure at the end of the reporting period:

		2019	2018
		2019年	2018年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Contracted, but not provided for:	已訂約但未撥備：		
Properties under development	開發中物業	767,467	480,259

- (b) Operating lease commitments as at 31 December 2018

The Group leased certain of its office properties under operating lease arrangements. Leases for office properties were with terms of 12 months or less.

At 31 December 2018, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

		2018
		2018年
		RMB'000
		人民幣千元
Within one year	一年內	18,599
In the second to fifth years, inclusive	第二至第五年（包括首尾兩年）	105,975
After five years	五年後	256,700
		<u>381,274</u>

36. 承擔

- (a) 於報告期末，本集團就物業開發支出的承擔如下：

	2019	2018
	2019年	2018年
	RMB'000	RMB'000
	人民幣千元	人民幣千元
Contracted, but not provided for:		
Properties under development	767,467	480,259

- (b) 於2018年12月31日之經營租賃承擔

本集團根據經營租賃安排租賃若干辦公室物業。辦公室物業租約年期為12個月或以下。

於2018年12月31日，本集團根據不可註銷經營租賃而於下列期間到期的日後最低租賃付款總額如下：

	2018
	2018年
	RMB'000
	人民幣千元
Within one year	18,599
In the second to fifth years, inclusive	105,975
After five years	256,700
	<u>381,274</u>

37. CONTINGENT LIABILITIES

37. 或然負債

		2019	2018
		2019年	2018年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Guarantees given to banks for:	就以下項目給予銀行的擔保：		
Mortgage facilities granted to purchasers of the Group's properties	本集團物業買家獲授按揭信貸	258,800	332,636

The Group provided guarantees in respect of the mortgage facilities granted by certain banks to the purchasers of the Group's properties. Pursuant to the terms of the guarantee arrangements, in case of default on mortgage payments by the purchasers, the Group is responsible for repaying the outstanding mortgage loans together with any accrued interest and penalty owed by the defaulted purchasers to the banks. The Group is then entitled to take over the legal titles of the related properties. The Group's guarantee periods commence from the dates of grant of the relevant mortgage loans and end after the execution of individual purchasers' collateral agreements.

The Group did not incur any material losses during the reporting period in respect of the guarantees provided for mortgage facilities granted to purchasers of the Group's properties. The directors consider that in case of default on payments, the net realisable value of the related properties can cover the repayment of the outstanding mortgage loans together with any accrued interest and penalty, and therefore no provision has been made in connection with the guarantees.

本集團就若干銀行向本集團物業的買家授出的按揭信貸出具擔保。根據擔保安排條款，倘買家未能償還按揭款項，本集團有責任向銀行償還買家結欠的餘下按揭貸款及任何應計利息及罰款。本集團其後有權接收相關物業的合法所有權。本集團的擔保期由授出相關按揭貸款日期起至個別買家簽署抵押協議後止。

於報告期間，本集團並無就本集團物業的買家獲授予的按揭信貸所提供的擔保而產生任何重大損失。董事認為，倘出現未能還款的情況，相關物業的可變現淨值足以償還餘下的按揭貸款及任何應計利息及罰款，因此並無就該等擔保作出撥備。

38. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

2019

38. 以類別劃分的金融工具

各類金融工具於報告期末的賬面值如下：

2019年

		Financial assets at fair value through other comprehensive income 按公允價值計入其他全面收益的金融資產	Financial assets at fair value through profit or loss 按公允價值計入損益的金融資產	
	Financial assets at amortised cost 按攤銷成本計量的金融資產	Equity investments 股本投資	Mandatorily designated as such 強制指定為如此	Total 總計
	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Financial assets:	金融資產：			
Financial assets included in long term prepayment	計入長期預付款的金融資產	53,440	-	53,440
Equity investments designated at fair value through other comprehensive income	指定為按公允價值計入其他全面收益的股本投資	-	374,672	374,672
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產	-	650	650
Trade receivables	應收貿易賬款	29,375	-	29,375
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產	223,823	-	223,823
Amounts due from related companies	應收關聯公司款項	1,060,275	-	1,060,275
Restricted cash	受限制現金	23,193	-	23,193
Cash and cash equivalents	現金及現金等價物	408,493	-	408,493
		1,798,599	374,672	2,173,921

38. FINANCIAL INSTRUMENTS BY CATEGORY (CONTINUED)

2019

38. 以類別劃分的金融工具 (續)

2019年

**Financial liabilities
at amortised cost**
按攤銷成本
計量的金融負債
RMB'000
人民幣千元

Financial liabilities:	金融負債：	
Trade payables	應付貿易賬款	643,029
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	194,453
Interest-bearing bank and other borrowings	計息銀行貸款及其他借款	4,456,105
Lease liabilities	租賃負債	332,397
Amounts due to related companies	應付關聯公司款項	711,707
		6,337,691

38. FINANCIAL INSTRUMENTS BY CATEGORY (CONTINUED)

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:(continued)

2018

38. 以類別劃分的金融工具 (續)

各類金融工具於報告期末的賬面值如下：
(續)

2018年

		Financial assets at fair value through other comprehensive income 按公允價值 計入其他 全面收益的 金融資產	Financial assets at fair value through profit or loss 按公允價值 計入損益的 金融資產	
	Financial assets at amortised cost 按攤銷成本 計量的金融資產 RMB'000 人民幣千元	Equity investments 股本投資 RMB'000 人民幣千元	Mandatorily designated as such 強制指為如此 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Financial assets:	金融資產：			
Financial assets included in long term prepayment	計入長期預付款的金融資產	102,385	-	102,385
Equity investments designated at fair value through other comprehensive income	指定為按公允價值計入其他全面收益的股本投資	-	416,814	416,814
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產	-	-	42,093
Trade receivables	應收貿易賬款	21,501	-	21,501
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產	135,072	-	135,072
Amounts due from related companies	應收關聯公司款項	24,541	-	24,541
Restricted cash	受限制現金	76,415	-	76,415
Cash and cash equivalents	現金及現金等價物	548,907	-	548,907
		908,821	416,814	42,093
				1,367,728

38. FINANCIAL INSTRUMENTS BY CATEGORY (CONTINUED)

2018

38. 以類別劃分的金融工具 (續)

2018年

		Financial liabilities at amortised cost 按攤銷成本計量的金融負債 RMB'000 人民幣千元
Financial liabilities:	金融負債：	
Trade payables	應付貿易賬款	690,793
Other payables and accruals	其他應付款項及應計費用	158,104
Interest-bearing bank and other borrowings	計息銀行貸款及其他借款	2,968,085
Amounts due to related companies	應付關聯公司款項	986,909
		4,803,891

39. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

39. 金融工具的公允價值及公允價值層級

本集團金融工具的賬面值及公允價值如下，惟賬面值與公允價值合理相若者除外：

		Carrying amounts		Fair values	
		賬面值		公允價值	
		2019	2018	2019	2018
		2019年	2018年	2019年	2018年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Financial assets	金融資產				
Equity investments designated at fair value through other comprehensive income	指定為按公允價值計入其他全面收益的股本投資	374,672	407,814	374,672	416,814
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產	(30,975)	72,679	650	42,093
		343,697	480,493	375,322	458,907
Financial liabilities	金融負債				
Interest-bearing bank and other borrowings	計息銀行貸款及其他借款	4,456,105	2,968,085	4,314,572	2,923,871

Management has assessed that the fair values of cash and cash equivalents, the current portion of restricted cash, trade receivables, trade payables, financial assets included in prepayments, other receivables and other assets, financial liabilities included in other payables and accruals, amounts due from/to related companies, approximate to their carrying amounts largely due to the short term maturities of these instruments. The non-current portions of restricted cash, long term deposits and financial assets at fair value through profit or loss and financial assets at fair value through other comprehensive income approximate to their carrying amounts largely due to the insignificant amount or short remaining maturities of these instruments.

由於現金及現金等價物、受限制現金的即期部份、應收貿易賬款、應付貿易賬款、計入預付款項、其他應收款項及其他資產的金融資產、計入其他應付款項及應計費用中的金融負債、應收／應付關聯公司款項於短期內到期，故管理層評估該等工具公允價值與其賬面值相若。受限制現金非即期部份、長期存款以及按公允價值計入損益的金融資產及按公允價值計入其他全面收益的金融資產與其賬面值相若，主要由於該等工具數額不大或剩餘期限短所致。

39. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair values of the interest-bearing bank and other borrowings have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities.

The fair values of listed equity investments are based on quoted market prices. The fair values of unlisted equity investments designated at fair value through other comprehensive income, have been estimated using a market-based valuation technique based on assumptions that are not supported by observable market prices or rates. The valuation requires the directors to determine comparable public companies (peers) based on industry, size, leverage and strategy, and to calculate an appropriate price multiple, such as enterprise value to earnings before interest, taxes, depreciation and amortisation ("EV/EBITDA") multiple and price to earnings ("P/E") multiple, for each comparable company identified. The multiple is calculated by dividing the enterprise value of the comparable company by an earnings measure. The trading multiple is then discounted for considerations such as illiquidity and size differences between the comparable companies based on company-specific facts and circumstances. The discounted multiple is applied to the corresponding earnings measure of the unlisted equity investments to measure the fair value. The directors believe that the estimated fair values resulting from the valuation technique, which are recorded in the consolidated statement of financial position, and the related changes in fair values, which are recorded in other comprehensive income, are reasonable, and that they were the most appropriate values at the end of the reporting period.

For the fair value of the unlisted equity investments at fair value through other comprehensive income, management has estimated the potential effect of using reasonably possible alternatives as inputs to the valuation model.

39. 金融工具的公允價值及公允價值層級 (續)

金融資產及負債的公允價值以該工具於自願交易方(而非強迫或清倉銷售)當前交易下的可交易金額入賬。下列方法及假設乃用於估算公允價值:

計息銀行貸款及其他借款的公允價值乃透過使用具類似條款、信貸風險及餘下到期日的工具現時所用折現率將預期未來現金流量折現而計算。

上市股本投資的公允價值按市場報價釐定。指定為按公允價值計入其他全面收益的非上市股本投資的公允價值使用市場估值方法並假設並無可觀察的市場價格或利率估計。估值要求董事根據行業、規模、槓桿及策略釐定可比較公眾公司(同業公司)並就識別的每個可比較公司計算合適的價格倍數,如企業價值比息稅折舊攤銷前利潤倍數及市盈率倍數。該倍數按可比較公司的企業價值除以盈利計算,然後根據各公司具體事實及情況就可比較公司間的流動資金及規模差異等因素對交易倍數進行折讓。折讓後的倍數用於計算非上市股本投資的相應盈利,從而計量公允價值。董事認為估值技術導致的估計公允價值(於綜合財務狀況表入賬)及公允價值的相關變動(於其他全面收益入賬)乃屬合理且為報告期末最適當的價值。

就按公允價值計入其他全面收益的非上市股本投資的公允價值而言,管理層已估計使用合理可能替代工具作為估值模型輸入數據的潛在影響。

39. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

Below is a summary of significant unobservable inputs to the valuation of financial instruments together with a quantitative sensitivity analysis as at 31 December 2019 and 2018:

39. 金融工具的公允價值及公允價值層級 (續)

以下為於2019年及2018年12月31日金融工具估值所使用的重大不可觀察輸入數據及定量敏感度分析概要：

	Valuation technique 估值技術	Significant unobservable inputs 重大不可觀察輸入數據	Range 範圍	Sensitivity of fair value to the input 公允價值對輸入數據的敏感度 RMB'000 人民幣千元
Unlisted equity investments 非上市股本投資	Valuation multiples 估值倍數	Average P/B multiple of peers (Or Average P/E multiple of peers) 同業公司的平均市賬率倍數 (或同業公司的平均市盈率倍數)	2019: 1.28 to 1.36 (2018: 1.19 to 1.45) 2019年: 1.28至1.36 (2018年: 1.19至1.45)	5% (2018: 5%) increase/decrease in multiple would result in increase/decrease in fair value by 17,062 (2018: 16,577) 倍數增加/減少5% (2018年: 5%) 將導致公允價值增加/減少17,062 (2018年: 16,577)
		Discount for lack of marketability 缺乏市場流通性折讓	2019: 25% (2018: 25%) 2019年: 25% (2018年: 25%)	5% (2018: 5%) increase/decrease in discount would result in decrease/increase in fair value by 5,822. (2018: 5,384) 折讓增加/減少5% (2018年: 5%) 將導致公允價值減少/增加5,822 (2018年: 5,384)

The discount for lack of marketability represents the amounts of premiums and discounts determined by the Group that market participants would take into account when pricing the investments.

缺乏市場流通性折讓指市場參與者在對投資進行定價時會考慮的由本集團釐定的溢價及折讓金額。

39. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

All financial instruments for which fair value is recognised or disclosed are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted market prices in an active market (that are unadjusted) for identical assets or liabilities
- Level 2 — Valuation techniques (for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable)
- Level 3 — Valuation techniques (for which the lowest level input that is significant to the fair value measurement is unobservable)

Fair value hierarchy

All the above financial assets and liabilities had Level 2 inputs other than financial assets at fair value through profit or loss and equity investments designated at fair value through other comprehensive income which had Level 1 and Level 3 inputs respectively. The fair value hierarchy of investment properties is disclosed in note 13 to the financial statements.

39. 金融工具的公允價值及公允價值層級 (續)

確認或披露公允價值的所有金融工具，均根據對公允價值計量整體而言屬重要輸入數據之最低層級在下列公允價值等級內進行分類：

- 第1級別 — 同類資產或負債於活躍市場的市場報價（未經調整）
- 第2級別 — 估值技術（其對公允價值計量而言屬重要之最低層級輸入數據為可直接或間接觀察）
- 第3級別 — 估值技術（其對公允價值計量而言屬重要之最低層級輸入數據為不可觀察）

公允價值架構

除按公允價值計入損益的金融資產及指定為按公允價值計入其他全面收益的股本投資有第1級別及第3級別輸入數據外，以上所有金融資產及負債均有第2級別輸入數據。投資物業的公允價值等級已於財務報表附註13披露。

39. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

Fair value hierarchy (continued)

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

39. 金融工具的公允價值及公允價值層級 (續)

公允價值架構 (續)

下表列示本集團金融工具的公允價值計量層級：

		Fair value measurement using 使用以下各項的公允價值計量			
		Quoted prices in active markets 活躍市場 的報價 (Level 1) (第1級別) RMB'000 人民幣千元	Significant observable inputs 重大可觀察 輸入數據 (Level 2) (第2級別) RMB'000 人民幣千元	Significant unobservable inputs 重大不可觀察 輸入數據 (Level 3) (第3級別) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產	650	-	-	650
Equity investments designated at fair value through other comprehensive income	指定為按公允價值計入其他全面收益的股本投資	-	-	374,672	374,672
<i>As at 31 December 2019</i>	<i>於2019年12月31日</i>	650	-	374,672	375,322
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產	42,093	-	-	42,093
Equity investments designated at fair value through other comprehensive income	指定為按公允價值計入其他全面收益的股本投資	-	-	416,814	416,814
<i>As at 31 December 2018</i>	<i>於2018年12月31日</i>	42,093	-	416,814	458,907

During the reporting period, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3.

於報告期間，第1級別與第2級別之間並無公允價值計量轉移，且並無轉入或轉出第3級別。

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise cash and cash equivalents, short term deposits, lease liabilities and interest-bearing bank and other borrowings. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The Group does not hold or issue derivative financial instruments for trading purposes. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below:

(a) Interest rate risk

The Group has no significant interest-bearing assets. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's bank and other borrowings with floating interest rates. The Group has not used any interest rate swaps to hedge its interest rate risk.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit before tax (through the impact on floating rate borrowings) and the Group's equity, assuming all the increases or decreases are dealt with in profit or loss, without consideration of interest capitalisation.

40. 財務風險管理目標及政策

本集團的金融工具主要包括現金及現金等價物、短期存款、租賃負債和計息銀行貸款及其他借款。這些金融工具主要用於為本集團營運籌集資金。本集團擁有其他各類金融資產及負債，例如應收貿易賬款及應付貿易賬款，是直接從其營運產生。

本集團金融工具所產生的主要風險是利率風險、外幣風險、信貸風險和流動資金風險。本集團沒有持有或發行衍生金融工具作買賣用途。董事會檢討並同意管理該等每項風險的政策概要如下：

(a) 利率風險

本集團並無重大計息資產。本集團就市場利率轉變所承受的風險主要與本集團的浮息銀行貸款及其他借款有關。本集團未有使用任何利率掉期對沖其利率風險。

下表列出利率合理可能變動下，透過浮動利率借貸的影響，本集團除稅前利潤及本集團權益的敏感度（所有其他可變因素保持不變），假設所有增加或減少於損益入賬，而不計及利息資本化。

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

40. 財務風險管理目標及政策 (續)

(a) Interest rate risk (continued)

(a) 利率風險 (續)

		(Decrease)/ Increase/ (decrease) in basis points	(Decrease)/ increase in profit/(loss) before tax 除稅前 利潤/(虧損) (減少)/增加	(Decrease)/ increase in equity 權益 (減少)/增加
		基點 增加/(減少)	RMB'000 人民幣千元	RMB'000 人民幣千元
2019	2019年			
RMB	人民幣	50	(22,281)	(16,711)
RMB	人民幣	(50)	22,281	16,711
2018	2018年			
RMB	人民幣	50	(14,840)	(11,130)
RMB	人民幣	(50)	14,840	11,130

(b) Foreign currency risk

The Group has transactional currency exposures. Such exposures arise from sales or purchases by operating units and financing activities in currencies other than the units' functional currencies.

In addition, the Group has currency exposures from its interest-bearing bank borrowings.

(b) 外幣風險

本集團須承受交易貨幣風險。有關風險產生自經營單位進行銷售或採購以及以單位功能貨幣以外之貨幣進行融資活動。

此外，本集團自其計息銀行借款產生貨幣風險。

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(b) Foreign currency risk (continued)

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the US\$ and HK\$ exchange rates, with all other variables hold constant, of the Group's profit/(loss) before tax and the Group's equity.

40. 財務風險管理目標及政策 (續)

(b) 外幣風險 (續)

下表列示本集團除稅前利潤／（虧損）及本集團權益於報告期末對美元及港元匯率合理可能變動的敏感度，惟所有其他可變因素保持不變。

		Increase/ (decrease) in foreign currency rate	Increase/ (decrease) in profit/(loss) before tax 除稅前 利潤／（虧損） 增加／（減少） %	Increase/ (decrease) in equity 權益 增加／（減少） RMB'000 人民幣千元
2019	2019年			
If HK\$ weakens against US\$	倘港元兌美元貶值	5	94	70
If HK\$ strengthens against US\$	倘港元兌美元升值	(5)	(94)	(70)
If RMB weakens against US\$	倘人民幣兌美元貶值	5	3	3
If RMB strengthens against US\$	倘人民幣兌美元升值	(5)	(3)	(3)
2018	2018年			
If HK\$ weakens against US\$	倘港元兌美元貶值	5	294	220
If HK\$ strengthens against US\$	倘港元兌美元升值	(5)	(294)	(220)
If RMB weakens against US\$	倘人民幣兌美元貶值	5	1,720	1,290
If RMB strengthens against US\$	倘人民幣兌美元升值	(5)	(1,720)	(1,290)

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(c) Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant. For transactions that are not denominated in the functional currency of the relevant operating unit, the Group does not offer credit terms without the specific approval of the Head of Credit Control.

Maximum exposure and year-end staging

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December. The amounts presented are gross carrying amounts for financial assets and the exposure to credit risk for the financial guarantee contracts.

	12-month ECLs 12個月預期 信貸虧損			Lifetime ECLs 全期預期信貸虧損	
	Stage 1 第一階段 RMB'000 人民幣千元	Stage 2 第二階段 RMB'000 人民幣千元	Stage 3 第三階段 RMB'000 人民幣千元	Simplified approach 簡化法 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at December 31, 2019 於2019年12月31日					
Trade receivables* 應收貿易賬款*	-	-	-	29,375	29,375
Financial assets included in long term prepayment- Not yet past due 計入長期預付款的 金融資產-未逾期	53,440	-	-	-	53,440
Financial assets included in prepayments, other receivables and other assets - Not yet past due 計入預付款項、其他應 收款項及其他資產的 金融資產-未逾期	223,823	-	-	-	223,823
Amounts due from related companies - Not yet past due 應收關聯公司款項 -未逾期	1,060,275	-	-	-	1,060,275
Pledged deposits - Not yet past due 質押存款-未逾期	23,193	-	-	-	23,193
Cash and cash equivalents - Not yet past due 現金及現金等價物 -未逾期	408,493	-	-	-	408,493
	1,769,224	-	-	29,375	1,798,599

40. 財務風險管理目標及政策 (續)

(c) 信貸風險

本集團僅與經認可且信譽良好的第三方進行交易。本集團的政策規定，所有擬按信貸期進行交易的客戶，均須接受信貸核實程序。此外，本集團持續監察應收款項結餘，且本集團的壞賬風險並不重大。就並非以相關經營單位之功能貨幣計值之交易而言，在並無獲信貸控制主管特別批准之情況下，本集團不提供信貸期。

最高風險及年末階段

下表顯示根據本集團信貸政策之信貸質素及最高信貸風險（除非可於毋須產生過度成本或努力之情況下取得其他資料，否則有關資料主要基於逾期資料得出），以及於12月31日之年末階段分類。所呈列金額為金融資產之總賬面值及財務擔保合約之信貸風險。

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(c) Credit risk (continued)

	12-month ECLs 12個月預期 信貸虧損		Lifetime ECLs 全期預期信貸虧損			Total 總計
	Stage 1 第一階段 RMB'000 人民幣千元	Stage 2 第二階段 RMB'000 人民幣千元	Stage 3 第三階段 RMB'000 人民幣千元	Simplified approach 簡化法 RMB'000 人民幣千元	RMB'000 人民幣千元	
As at December 31, 2018 於2018年12月31日						
Trade receivables* 應收貿易賬款*	-	-	-	21,501	-	21,501
Financial assets included in long term prepayment – Not yet past due 計入長期預付款的金融資產 – 未逾期	102,385	-	-	-	-	102,385
Financial assets included in prepayments, other receivables and other assets – Not yet past due 計入預付款項、其他應收款項及其他資產的金融資產 – 未逾期	135,072	-	-	-	-	135,072
Amounts due from related companies – Not yet past due 應收關聯公司款項 – 未逾期	24,541	-	-	-	-	24,541
Pledged deposits – Not yet past due 質押存款 – 未逾期	76,415	-	-	-	-	76,415
Cash and cash equivalents – Not yet past due 現金及現金等價物 – 未逾期	548,907	-	-	-	-	548,907
	887,320	-	-	21,501	-	908,821

* For trade receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in notes 23 to the financial statements.

* 就本集團應用簡化法計算減值之應收貿易賬款而言，以撥備矩陣為依據之資料披露於財務報表附註23。

40. 財務風險管理目標及政策 (續)

(c) 信貸風險 (續)

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(d) Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g., trade receivables) and projected cash flows from operations.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank and other borrowings.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

	On demand	Less than 3 months	3 to less than 12 months	1 to 5 years	Over 5 years	Total
	按要求	少於3個月	少於12個月	1至5年	5年以上	總計
2019	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
2019年	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
Interest-bearing bank and other borrowings	-	179,715	172,145	3,013,940	1,090,305	4,456,105
Interest payable in relation to bank and other borrowings	-	70,435	204,910	495,734	148,948	920,027
Trade payables	-	580,609	62,420	-	-	643,029
Lease liabilities	-	3,770	20,527	115,705	192,395	332,397
Amounts due to related parties	711,707	-	-	-	-	711,707
Financial liabilities included in other payables and accruals	194,453	-	-	-	-	194,453
	906,160	834,529	460,002	3,625,379	1,431,648	7,257,718

40. 財務風險管理目標及政策 (續)

(d) 流動資金風險

本集團採用經常性流動資金計劃工具監察其資金短缺風險。該工具考慮其金融工具及金融資產（如應收貿易賬款）兩者之到期情況及經營業務之預計現金流量。

本集團的目的乃透過利用銀行貸款及其他借款，維持資金延續性與靈活性之間的平衡。

根據訂約未貼現付款，本集團金融負債於報告期末的到期概況如下：

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

40. 財務風險管理目標及政策 (續)

(d) Liquidity risk (continued)

(d) 流動資金風險 (續)

	On demand	Less than 3 months	3 to less than 12 months	1 to 5 years	Over 5 years	Total
	按要求	少於3個月	少於12個月	1至5年	5年以上	總計
2018	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
2018年	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
Interest-bearing bank and other borrowings	-	214,000	1,518,460	1,075,500	160,125	2,968,085
Interest payable in relation to bank and other borrowings	-	41,651	66,816	139,286	21,791	269,544
Trade payables	-	602,405	88,388	-	-	690,793
Amounts due to related parties	986,909	-	-	-	-	986,909
Financial liabilities included in other payables and accruals	158,104	-	-	-	-	158,104
	1,145,013	858,056	1,673,664	1,214,786	181,916	5,073,454

(e) Capital management

(e) 資本管理

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

本集團資本管理的主要目的旨在保障本集團能夠持續經營及維持穩健的資本比率，以支持其業務及使股東價值最大化。

The Group manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2019 and 2018.

本集團管理其資本結構，並根據經濟環境的變動和相關資產的風險特徵對其作出調整。為維持或調整資本結構，本集團可能調整支付予股東的股息、將資本返還予股東或發行新股份。本集團不受任何外部強加資本要求限制。於截至2019年及2018年12月31日止年度，管理資本的目標、政策或流程概無任何變動。

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(e) Capital management (continued)

The Group monitors capital using a gearing ratio, which is net debt divided by capital plus net debt. Net debt includes interest-bearing bank and other borrowings, trade payables, other payables and the accruals, and lease liabilities, less cash and cash equivalents. Capital represents equity attributable to owners of the parent. The gearing ratios as at the end of each of the reporting periods was as follows:

40. 財務風險管理目標及政策 (續)

(e) 資本管理 (續)

本集團運用資產負債比率監控資本，該資產負債比率為債務淨額除以資本加債務淨額。債務淨額包括計息銀行貸款及其他借款、應付貿易賬款、其他應付款項及應計費用以及租賃負債，減現金及現金等價物。資本為母公司擁有人應佔權益。於各報告期末的資產負債比率如下：

		As at 31 December	
		於12月31日	
		2019	2018
		2019年	2018年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Interest-bearing bank and other borrowings (note 29)	計息銀行貸款及其他借款 (附註29)	4,456,105	2,968,085
Trade payables	應付貿易賬款	643,029	690,793
Other payables and accruals	其他應付款項及應計費用	212,871	184,946
Lease liabilities	租賃負債	332,397	–
Less: Cash and cash equivalents	減：現金及現金等價物	(408,493)	(548,907)
Net debt	債務淨額	5,235,909	3,294,917
Equity attributable to owners of the parent	母公司擁有人應佔權益	5,784,051	5,582,986
Capital and net debt	股本及債務淨額	11,019,960	8,877,903
Gearing ratio	資產負債比率	48%	37%

41. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

41. 本公司之財務狀況表

有關本公司於報告期末之財務狀況表之資料如下：

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Non-current assets	非流動資產		
Investments in subsidiaries	於附屬公司的投資	1,326,803	1,369,316
Property and equipment	物業及設備	10	12
Total non-current assets	總非流動資產	1,326,813	1,369,328
Current assets	流動資產		
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	2,169	4,633
Financial assets at fair value through profit or loss	按公允價值計入損益之金融資產	480,123	93,531
Amounts due from subsidiaries	應收附屬公司款項	1,486,689	1,652,433
Inventories	存貨	111	108
Cash and cash equivalents	現金及現金等價物	5,575	9,414
Total current assets	總流動資產	1,974,667	1,760,119
Current liabilities	流動負債		
Amounts due to subsidiaries	應付附屬公司款項	938,350	1,097,992
Amounts due to related parties	應付關聯方款項	166,084	50,792
Total current liabilities	總流動負債	1,104,434	1,148,784
Net current assets	流動資產淨值	870,233	611,335
Total assets less current liabilities	總資產減流動負債	2,197,046	1,980,663
Net assets	淨資產	2,197,046	1,980,663
Equity	權益		
Equity attributable to owners of the parent	母公司擁有人應佔權益		
Share capital	股本	160,443	144,850
Reserves (note a)	儲備 (附註a)	2,036,603	1,835,813
Total equity	總權益	2,197,046	1,980,663

41. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (CONTINUED)

Note a:

A summary of the Company's reserves is as follows:

41. 本公司之財務狀況表 (續)

附註a:

本公司儲備概述如下:

		Share premium account 股份溢價賬 RMB'000 人民幣千元	Exchange fluctuation reserve 匯兌波動儲備 RMB'000 人民幣千元	Accumulated losses 累計虧損 RMB'000 人民幣千元	Capital reserve 資本儲備 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2018	於2018年1月1日	583,836	38,337	(51,135)	1,235,872	1,806,910
Repurchase of shares	購回股份	(10,603)	–	–	–	(10,603)
Total comprehensive income for the year	年內全面收益總額	–	58,143	(18,637)	–	39,506
At 31 December 2018 and 1 January 2019	於2018年12月31日及2019年1月1日	573,233	96,480	(69,772)	1,235,872	1,835,813
Issue of shares	發行股份	148,461	–	–	–	148,461
Total comprehensive income for the year	年內全面收益總額	–	32,701	19,628	–	52,329
At 31 December 2019	於2019年12月31日	721,694	129,181	(50,144)	1,235,872	2,036,603

42. EVENT AFTER THE REPORTING PERIOD

Since the outbreak of the Coronavirus Disease 2019 ("COVID-19") in January 2020, the prevention and control of the COVID-19 has been going on throughout China. The COVID-19 has certain impacts on the business operation and overall economy in some areas or industries, including in Hubei Province. This may affect the Group to a certain extent, and the degree of impact depends on the situation of the epidemic preventive measures, the duration of the epidemic and the implementation of regulatory policies. The Group will keep continuous attention on the situation of the COVID-19, assess and react actively to its impacts on the financial position and operating results of the Group. Up to the date of this report, the assessment is still in progress.

43. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 31 March 2020.

42. 報告期後事項

自2019冠狀病毒病(「COVID-19」)於2020年1月爆發以來，全中國一直繼續對COVID-19實施防控措施。COVID-19對若干地區或行業(包括湖北省)之業務營運及整體經濟造成若干影響。在一定程度上，其可能影響本集團，而影響程度視乎疫情預防措施之情況、疫情持續時間及監管政策實施情況而定。本集團將繼續留意COVID-19的情況，評估及積極應對其對本集團財務狀況及經營業績的影響。直至本報告日期，有關評估仍在進行中。

43. 批准財務報表

財務報表已經於2020年3月31日獲董事會批准及授權刊發。

SUMMARY OF CONSOLIDATED FINANCIAL INFORMATION

綜合財務資料概要

A summary of the results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the published audited financial statements.

本集團摘錄自己刊發經審核財務報表之過去五個財政年度業績及資產、負債及非控股權益的概要載列如下。

RESULTS

業績

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Revenue	收入	1,955,853	1,924,619	295,986	858,371	503,986
Profit/(loss) before tax	除稅前利潤／ (虧損)	380,128	(130,814)	752,090	265,707	1,075,435
Income Tax	所得稅	(334,839)	(91,183)	(285,732)	(128,642)	(324,265)
Profit/(loss) for the year	年內利潤／(虧損)	45,289	(221,997)	466,358	137,065	751,170
Profit/(loss) attributable to:	以下應佔利潤／ (虧損)：					
Equity holders of the Company	本公司權益持有人	26,270	(243,524)	488,505	147,042	740,337
Non-controlling interests	非控股權益	19,019	21,527	(22,147)	(9,977)	10,833
		45,289	(221,997)	466,358	137,065	751,170

ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS

資產、負債及非控股權益

		31 December 12月31日				
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Total Assets	總資產	14,508,724	13,231,588	13,254,174	11,288,945	11,293,164
Total Liabilities	總負債	(8,367,189)	(7,333,545)	(7,245,818)	(5,946,886)	(6,073,322)
Non-controlling Interests	非控股權益	(357,484)	(315,057)	(171,234)	(170,406)	(180,383)
		5,784,051	5,582,986	5,837,122	5,171,653	5,039,459

