



**2019**  
Annual Report  
年 報



**CHINA SANDI HOLDINGS LIMITED**

**中國三迪控股有限公司**

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

Stock code 股份代號：910

# Contents

## 目錄

Corporate Information	公司資料	2
Chairman's Statement	主席報告書	4
Management Discussion and Analysis	管理層討論及分析	6
Corporate Governance Report	企業管治報告	38
Report of the Directors	董事會報告書	56
Independent Auditor's Report	獨立核數師報告書	95
Consolidated Statement of Profit or Loss and Other Comprehensive Income	綜合損益及其他全面收益表	103
Consolidated Statement of Financial Position	綜合財務狀況表	106
Consolidated Statement of Changes in Equity	綜合權益變動表	109
Consolidated Statement of Cash Flows	綜合現金流量表	111
Notes to the Consolidated Financial Statements	綜合財務報表附註	115

# Corporate Information

## 公司資料

### EXECUTIVE DIRECTORS

Mr. Guo Jiadi (*Chairman*)  
Ms. Amika Lan E Guo  
Mr. Wang Chao

### NON-EXECUTIVE DIRECTOR

Dr. Wong Yun Kuen  
(Resigned on 30 September 2019)

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chan Yee Ping, Michael  
Mr. Yu Pak Yan, Peter  
(Resigned on 30 September 2019)  
Ms. Ma Shujuan  
Mr. Zheng Yurui

### REGISTERED OFFICE

Clarendon House 2 Church Street Hamilton HM 11 Bermuda

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Room 3405,  
34th Floor, China Merchants Tower Shun Tak Centre,  
168-200 Connaught Road Central, Hong Kong

### COMPANY SECRETARY

Mr. Chan Wai Shing  
(Appointed on 1 November 2019)

### AUDITOR

Deloitte Touche Tohmatsu  
*Registered Publish Interest Entity Auditors*  
35/F One Pacific Place  
88 Queensway Hong Kong

### 執行董事

郭加迪先生 (主席)  
Amika Lan E Guo女士  
王超先生

### 非執行董事

黃潤權博士  
(於二零一九年九月三十日辭任)

### 獨立非執行董事

陳貽平先生  
余伯仁先生  
(於二零一九年九月三十日辭任)  
馬淑娟女士  
鄭玉瑞先生

### 註冊辦事處

Clarendon House 2 Church Street  
Hamilton HM 11 Bermuda

### 總辦事處及主要營業地點

香港干諾道中168-200號  
信德中心招商局大廈34樓  
3405室

### 公司秘書

陳偉盛先生  
(於二零一九年十一月一日獲委任)

### 核數師

德勤•關黃陳方會計師行  
註冊公眾利益實體核數師  
香港金鐘道88號  
太古廣場一期35樓

### PRINCIPAL BANKERS

Bank of China Limited  
Bank of China (Hong Kong) Limited  
Chiyu Banking Corporation Ltd.  
Hang Seng Bank Limited  
The Bank of East Asia Limited

### 主要往來銀行

中國銀行有限公司  
中國銀行(香港)有限公司  
集友銀行有限公司  
恆生銀行有限公司  
東亞銀行有限公司

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Codan Services Limited  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### 股份過戶登記總處

Codan Services Limited  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Tengis Limited  
Level 54, Hopewell Centre  
183 Queen's Road East  
Hong Kong

### 股份過戶登記分處

卓佳登捷時有限公司  
香港  
皇后大道東183號  
合和中心54樓

### STOCK CODE

910

### 股份代號

910

### WEBSITE

[www.chinasandi.com.hk](http://www.chinasandi.com.hk)

### 網頁

[www.chinasandi.com.hk](http://www.chinasandi.com.hk)

# Chairman's Statement

## 主席報告書

Dear Shareholders,

On behalf of the board (the "Board") of directors (the "Directors"), I am pleased to present the annual report of China Sandi Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2019.

### RESULTS

For the year ended 31 December 2019, the Group recorded a total revenue of approximately RMB1,941.6 million, representing an increase of approximately 431.9% compared with the nine months ended 31 December 2018. It was mainly due to the increase of revenue in the property sales. The profit attributable to the owners of the Company for the year ended 31 December 2019 amounted to approximately RMB482.2 million as compared with a loss of approximately RMB114.6 million for the nine months ended 31 December 2018. Basic earnings per share was RMB9.70 cents (nine months ended 31 December 2018: basic loss per share of RMB2.57 cents). The contracted property sales of the Group for the year ended 31 December 2019 was achieved approximately RMB3,173.4 million with contracted gross floor area ("GFA") of approximately 317,137 square meters ("sq.m"), representing an increase of 53.6% in contracted sales and 38.0% in contracted GFA as compared with the nine months ended 31 December 2018.

### REVIEW OF THE PERIOD

Following a very substantial acquisition completed in January 2019, the Group had successfully expanded its property development and property investment business into new regional markets in the People's Republic of China (the "PRC").

The Group believes that with the qualification of Class 1 Real Estate Development Enterprise attained by Fuzhou Gaojia, this acquisition can enhance the scope of the property development projects in which the Group is allowed to participate in the future. The Board is also of the view that this acquisition provides a solid foundation for the Group to diversify its property development and property investment business into different regions in the PRC and strengthen the earnings and financial position of the Group.

各位股東：

本人謹此代表中國三迪控股有限公司（「本公司」）董事（「董事」）會（「董事會」），欣然呈報本公司及其附屬公司（統稱「本集團」）截至二零一九年十二月三十一日止年度之年報。

### 業績

截至二零一九年十二月三十一日止年度，本集團錄得總收益約人民幣1,941,600,000元，較截至二零一八年十二月三十一日止九個月增加約431.9%。此乃主要由於物業銷售分部之收入增加所致。截至二零一九年十二月三十一日止年度，本公司擁有人應佔溢利約為人民幣482,200,000元，而截至二零一八年十二月三十一日止九個月則錄得虧損約人民幣114,600,000元。每股基本盈利為人民幣9.70分（截至二零一八年十二月三十一日止九個月：每股基本虧損人民幣2.57分）。截至二零一九年十二月三十一日止年度，本集團實現合約物業銷售額約為人民幣3,173,400,000元，合約總建築面積（「總建築面積」）約317,137平方米（「平方米」），較截至二零一八年十二月三十一日止九個月的合約銷售額增長53.6%及合約總建築面積增長38.0%。

### 本期間回顧

於二零一九年一月完成一項非常重大收購事項後，本集團已成功將其物業開發及物業投資業務擴展至中華人民共和國（「中國」）內新的區域市場。

本集團相信憑藉福州高佳獲得房地產開發企業一級資質，是項收購可擴闊本集團未來獲准參與之物業開發項目之範疇。董事會亦認為是項收購為本集團提供穩定基礎，以將其物業開發及物業投資業務擴展至中國不同地區及加強本集團之盈利及財務狀況。

### PROSPECTS

Looking ahead, the outbreak of the COVID-19 in 2020 brought uncertainties and challenges to the global economy. The Group is cautiously optimistic about the economy and property market in the PRC in the long run. The management will actively continue to look for investment opportunities in relation to the real estate business in the PRC and maintain a policy of selectively and continuously replenishing our land bank, so as to enhance our overall competitiveness and lay a solid foundation for the Group's long term development. The management believes that the Group is well-poised for the challenges ahead and is determined to strive for higher returns to our shareholders.

### APPRECIATION

On behalf of the Board, I would like to thank our valued customers, suppliers and business associates for their invaluable contributions and support. I also want to express my gratitude to our management team and all staff of the Group for their hard work during the year under review. Last but not least, I am most grateful to our shareholders for their continuous support and confidence.

**Guo Jiadi**

*Chairman*

Hong Kong, 17 April 2020

### 前景

展望未來，二零二零年爆發的COVID-19為全球經濟帶來不確定性及挑戰。本集團對中國長遠經濟及物業市場持謹慎樂觀態度。管理層將積極繼續探尋與中國房地產業務有關的投資機遇，並採取選擇性策略補充土地儲備，以提升整體競爭力及為本集團長遠發展奠定堅實基礎。管理層相信本集團已準備就緒，應對未來挑戰，並決心為股東帶來更高回報。

### 致謝

本人謹代表董事會感謝客戶、供應商及業務夥伴的寶貴貢獻及支持，亦感謝本集團管理團隊及所有員工予本年度期間的辛勤工作。最後，本人萬分感激股東的持續支持及信任。

主席

**郭加迪**

香港，二零二零年四月十七日

# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL HIGHLIGHTS

For the year ended 31 December 2019, the Group recorded a total revenue of approximately RMB1,941.6 million, representing an increase of approximately RMB1,576.6 million compared with the nine months ended 31 December 2018.

Profit attributable to the owners of the Company for the year ended 31 December 2019 amounted to approximately RMB482.2 million as compared with a loss of approximately RMB114.6 million for the nine months ended 31 December 2018. Basic earnings per share was RMB9.70 cents (nine months ended 31 December 2018: basic loss per share of RMB2.57 cents).

### DIVIDENDS

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

### BUSINESS REVIEW

The Group is principally engaged in property development, and holding of property for investment and rental purpose.

#### Property development

Following the completion of a very substantial acquisition in January 2019 and several acquisitions during the year ended 31 December 2019, the Group has added multiple quality property development projects to its portfolio and successfully expanded its business into new regional markets in the PRC. As at 31 December 2019, the Group had 12 property projects under development which are situated in different cities in the PRC, key cities included Shanghai, Fuzhou, and Xian. The Group primarily focuses on the development of residential properties, as well as residential and commercial complex properties, product types including apartments, offices, retail shops and villas, etc.

#### Contracted property sales

During the year ended 31 December 2019, the Group achieved contracted sales of approximately RMB3,173.4 million with contracted GFA of approximately 317,137 sq.m, representing an increase of 53.6% in contracted sales and 38.0% in contracted GFA as compared with the nine months ended 31 December 2018. Such increase is mainly contributed from the new projects launched for pre-sales during the year ended 31 December 2019.

### 財務摘要

截至二零一九年十二月三十一日止年度，本集團錄得總收入約人民幣1,941,600,000元，較截至二零一八年十二月三十一日止九個月增加約人民幣1,576,600,000元。

截至二零一九年十二月三十一日止年度，本公司擁有人應佔溢利為約人民幣482,200,000元，而截至二零一八年十二月三十一日止九個月則為虧損約人民幣114,600,000元。每股基本盈利為人民幣9.70分（截至二零一八年十二月三十一日止九個月：每股基本虧損人民幣2.57分）。

### 股息

董事會不建議就截至二零一九年十二月三十一日止年度派付任何末期股息（截至二零一八年十二月三十一日止九個月：無）。

### 業務回顧

本集團主要從事物業發展及持有物業作投資及租賃用途。

#### 物業發展

於二零一九年一月份及於截至二零一九年十二月三十一日止年度分別完成一項非常重大收購事項及幾項收購事項後，本集團新增多個優質物業項目，並成功將業務擴展至中國內新的區域市場。於二零一九年十二月三十一日，本集團有12個位於中國不同城市的發展中物業項目，主要城市包括上海、福州及西安。本集團主要專注於住宅物業的發展，以及住宅及商業綜合體物業，產品類別包括公寓、辦公室、商舖及別墅等。

#### 合約物業銷售

截至二零一九年十二月三十一日止年度，本集團的合約銷售額約為人民幣3,173,400,000元，合約總建築面積約為317,137平方米，合約銷售額及合約總建築面積較截至二零一八年十二月三十一日止九個月增長53.6%及38.0%。該增長主要來自於截至二零一九年十二月三十一日止年度為預售而推出的新項目。

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW (continued)

#### Contracted property sales (continued)

The table below illustrates the contracted sales (stated before the deduction of applicable taxes) achieved by the Group for the year ended 31 December 2019:

### 業務回顧 (續)

#### 合約物業銷售 (續)

下表列示本集團截至二零一九年十二月三十一日止年度之合約銷售額(扣除適用稅項前):

		Contracted Sales for the year ended 31 December 2019 截至二零一九年十二月三十一日止年度合約銷售				
Property projects 物業項目	Type 類型	Contracted sales RMB'000 合約銷售金額 人民幣千元	Contracted GFA (sq.m.) 合約總建築面積 (平方米)	Contracted average selling price RMB/sq.m. 合約平均售價 人民幣/平方米	Percentage of total contracted sales 合約銷售總額 百分比	Group interest 本集團權益 百分比
<b>Shaanxi Province</b> 陝西省						
Qujiang Xiangsong Fengdan • Xian Sandi 西安三迪 • 曲江香頌楓丹	Residential/Commercial 住宅/商業	1,054,385	69,453	14,375	33.2	100
Sandi Century New City 三迪世紀新城	Residential/Commercial 住宅/商業	889,073	140,882	6,175	28.0	100
<b>Fujian Province</b> 福建省						
Wuyishan Sandi New Times Square 武夷山三迪新時代廣場	Residential 住宅	469,186	42,060	11,155	14.8	60
Xicheng Fengdan 西城楓丹	Residential/Commercial 住宅/商業	397,916	33,637	11,514	12.5	51
<b>Shanghai</b> 上海						
Sandi Manhattan 三迪曼哈頓	Commercial 商業	186,754	3,768	49,563	5.9	100
Others 其他	Residential/Commercial 住宅/商業	176,062	27,337	6,440	5.6	
Total 總計		3,173,376	317,137	9,736	100.0	
Attributable to the Group 本集團應佔		2,739,334	274,711			

#### Notes:

- (i) Contracted sales and the calculation of contracted average selling price are based on the sales revenue before the deduction of business/value-added tax and other surcharges/taxes.
- (ii) Contracted sales and GFA attributable to the car parking spaces are excluded in the contracted GFA and contracted average selling price calculation.

#### 附註:

- (i) 合約銷售金額及合約平均售價是基於未扣除營業稅/增值稅及其他附加稅項之銷售收入總額計算。
- (ii) 歸屬於停車位的合約銷售額及總建築面積不包括在合約總建築面積及合約平均售價計算中。



# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW (continued)

#### Property under development

The table below summaries the major property development projects of the Group as at 31 December 2019:

### 業務回顧 (續)

#### 發展中物業

下表概述本集團於二零一九年十二月三十一日之主要物業發展項目：

Property projects 物業項目	Expected completion dates 預計完工年份	Site area 土地面積 sq.m. 平方米	Completed 已完工		GFA under development 發展中建築面積 sq.m. 平方米	Planned GFA for future development 未來發展計劃建築面積 sq.m. 平方米	Group's interest 本集團權益 %
			Saleable GFA delivered/pre-sold 已交付/預售可銷售建築面積 sq.m. 平方米	GFA available for sale 可供出售建築面積 sq.m. 平方米			
<b>Shaanxi Province</b> 陝西省							
Sandi Century New City 三迪世紀新城	2021	235,080	834,419	-	319,090	221,481	100
Qujiang Xiangsong Fengdan • Xian Sandi 西安三迪•曲江香頌楓丹	2022	124,304	129,022	18,346	283,370	42,269	100
Yunding Fengdan 雲頂楓丹	2022	52,867	-	-	124,753	28,181	100
<b>Fujian Province</b> 福建省							
Wuyishan Sandi New Times Square 武夷山三迪新時代廣場	2022	168,669	-	-	180,986	-	60
Xicheng Fengdan 西城楓丹	2020	66,707	-	-	120,739	-	51
Jiangshan Waterfront 江山水岸	2021	310,176	-	-	94,949	91,090	100
Xishanyuan 溪山院	2022	177,010	-	-	-	96,449	100
Yungu Fengdan 雲谷楓丹	2022	57,813	-	-	149,942	-	100
Fuzhou Fengdan Yazhu 福州楓丹雅築	2021	58,169	-	-	160,700	-	100
Nanping Fengdan Yazhou 南平楓丹雅築	2022	57,813	-	-	-	150,000	51
<b>Shanghai</b> 上海							
Sandi Manhattan 三迪曼哈頓	2020	104,251	88,672	4,640	181,592	-	100
<b>Jilin Province</b> 吉林省							
Shouchuang International Plaza 首創國際廣場	2021	30,313	970	-	139,599	-	51
Total 總計		1,443,172	1,053,083	22,986	1,755,720	629,470	
Attributable to the Group 本集團應佔		1,299,836	1,052,607	22,986	1,555,760	555,970	

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW (continued)

#### Property under development (continued)

Notes:

- (i) The table above includes properties for which the Group has obtained the relevant land use rights certificate(s) but has not obtained the requisite construction permits or the Group has received the confirmation letter on bidding of granting land use rights but in progress to obtain the land use right certificate(s). The figures for “GFA available for sale”, “GFA under development” and “Planned GFA for future development” are based on figures provided in the relevant governmental documents, such as the property ownership certificates, the construction work planning permits, the pre-sale permits, the construction land planning permits or the land use rights certificate. The categories of information are based on our internal records.
- (ii) The figures of “Saleable GFA pre-sold” and “GFA available for sale” include saleable GFA of car parks lot; the figures of “GFA under development” and “Planned GFA for future development” also include non-saleable GFA such as ancillary area.
- (iii) “GFA available for sale” and “GFA under development” and “Planned GFA for future development” are derived from the Group’s internal records and estimates.

The following sections provide further details of the development progress of major ongoing projects of the Group.

#### 1) Qujiang Xiangsong Fengdan • Xian Sandi

Qujiang Xiangsong Fengdan Xian Sandi is a residential project located in Qujiang New District in Xian City, which is a new urban development zone designated for promoting the cultural and tourism industry. The project occupies a site area of approximately 124,304 sq.m in total and divided into 3 phases in development, each phase mainly comprised high-rise apartments with ancillary facilities.

### 業務回顧 (續)

#### 發展中物業 (續)

附註：

- (i) 上表包括本集團已取得相關土地使用權證但尚未取得必要的施工許可證之物業或本集團已收到有關授予土地使用權的投標確認函，但正在取得土地使用權證。「可供出售總建築面積」、「發展中總建築面積」及「未來發展計劃總建築面積」之數字按相關政府文件之數字，如房產證、建築工程規劃許可證、預售許可證、建設用地規劃許可證或土地使用權證。資料類別是基於我們的內部記錄。
- (ii) 「可供出售總建築面積預售」及「可供出售總建築面積」之數字包括停車場的可售總建築面積；「發展中總建築面積」及「未來發展計劃總建築面積」之數字亦包括不可銷售的總建築面積，如附屬區域。
- (iii) 「可供出售總建築面積」、「發展中總建築面積」及「未來發展計劃總建築面積」源自本集團內部記錄及估計。

以下部分提供本集團主要在建項目之發展進度之詳情。

#### 1) 西安三迪 • 曲江香頌楓丹

西安三迪 • 曲江香頌楓丹是位於西安市曲江新區（指定為促進文化和旅遊業的新城市開發區）的住宅項目。該項目佔地面積約124,304平方米，發展分為3期，每期主要包括具有配套設施的高層公寓。

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW (continued)

#### Property under development (continued)

### 業務回顧 (續)

#### 發展中物業 (續)



#### 1) Qujiang Xiangsong Fengdan • Xian Sandi (continued)

Phase 1 consists of two zones. Zone A consists of 3 blocks of residential buildings with certain retail units and was completed in 2017. They are mostly delivered to the buyers since then. Zone B consists of 2 blocks of residential buildings and a kindergarten and was completed in 2019. Pre-sales for Phase 1 had commenced since 2015 and the contracted sales amount of approximately RMB60.2 million was recorded during the year ended 31 December 2019.

Phase 2 and Phase 3 are currently under construction and scheduled to complete in 2021 and 2022, respectively. Pre-sales for Phase 2 had commenced since 2017 and Phase 3 had launched for pre-sales in September 2018 after pre-sales permits were granted for 2 blocks of residential buildings. During the year ended 31 December 2019, Phase 2 and Phase 3 achieved the contracted sales amount of approximately RMB39.9 million and RMB954.3 million, respectively.

#### 1) 西安三迪 • 曲江香頌楓丹 (續)

第1期包括兩個區域。A區包括三幢住宅樓宇及若干零售單位，於二零一七年完工。大多數單位亦已交付予買家。B區包括兩幢住宅樓宇及一個幼兒園，於二零一九年完工。第一期的預售已自二零一五年開始，且截至二零一九年十二月三十一日止年度錄得的合約銷售額約人民幣60,200,000元。

第2期和第3期目前正在建設中，並計劃分別於二零二一年和二零二二年完工。第2期的預售已自二零一七年推出，而第3期的其中兩幢住宅樓宇亦自二零一八年九月獲得預售許可證後推出預售。截至二零一九年十二月三十一日止年度，第2期及第3期分別實現合約銷售額約人民幣39,900,000元及人民幣954,300,000元。

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW (continued)

#### Property under development (continued)

### 業務回顧 (續)

#### 發展中物業 (續)



#### 2) Sandi Century New City

Sandi Century New City is located in Jintai district, Baoji City, Shannxi Province, involving a site area of 235,080 sq.m planned for residential and commercial development of which 834,419 sq.m GFA was completed and 540,571 sq.m GFA is under construction which is expected to be completed in 2021. During the year ended 31 December 2019, the contracted sales amount of approximately RMB889.1 million was achieved.

#### 2) 三迪世紀新城

三迪世紀新城位於陝西省寶雞市金台區，佔地面積為235,080平方米及擬建住宅及商業發展，其中834,419平方米建築面積已竣工，540,571平方米建築面積在建，預期將於二零二一年完工。截至二零一九年十二月三十一日止年度，已實現合約銷售額約人民幣889,100,000元。

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW (continued)

#### Property under development (continued)

### 業務回顧 (續)

#### 發展中物業 (續)



#### 3) Wuyishan Sandi New Times Square

The project situated at 4 kilometres west of Da Hong Pao Scenic Area (a PRC National 4A-level scenic spot), Wuyishan City, Fujian Province, with a total site area of 168,669 sq.m, and is planned to develop into low-density residential properties with a commercial complex.

Construction work commenced in July 2018 and the project is expected to be completed in 2022. The first and second phases of residential properties were launched for pre-sales following its sales permit granted in November 2018 and contracted sales amount of approximately RMB469.2 million were recorded during the year ended 31 December 2019.

#### 3) 武夷山三迪新時代廣場

該項目位於福建省武夷山市大紅袍景區(中國國家4A級景區)以西四公里處,總佔地面積168,669平方米,並計劃發展為低密度住宅物業,並配備商業綜合體。

建築工程已於二零一八年七月展開,預計該項目將於二零二二年完工。第一期及第二期住宅物業已於二零一八年十一月獲授銷售許可證後開始進行預售,並截至二零一九年十二月三十一日止年度錄得合約銷售額約人民幣469,200,000元。

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW (continued)

#### Property under development (continued)

### 業務回顧 (續)

#### 發展中物業 (續)



#### 4) Sandi Manhattan

Sandi Manhattan is situated in the prime location of Shanghai Songjiang District, involving a site area of 104,251 sq.m planned for a mixed-use development complex and an office and shopping complex of which 93,312 sq.m GFA was completed. 181,592 sq.m GFA is under construction which is expected to be completed in 2020. During the year ended 31 December 2019, the contracted sales amount of approximately RMB186.8 million was achieved.

#### 4) 三迪曼哈頓

三迪曼哈頓位於上海松江區黃金地段，佔地面積104,251平方米，擬建一個綜合發展項目及一個辦公及商場綜合項目，其中93,312平方米建築面積已完工。181,592平方米建築面積正在建設中，預期將於二零二零年完工。截至二零一九年十二月三十一日止年度，已實現合約銷售額約人民幣186,800,000元。

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW (continued)

#### Property under development (continued)

### 業務回顧 (續)

#### 發展中物業 (續)



#### 5) Jiangshan Waterfront

Jiangshan Waterfront is located in Yong Tai Country of Fuzhou City, Fujian Province, sitting alongside Dazhang Brook with a total site area of approximately 310,176 sq.m. It is planned to be developed into a various terrace houses and low-rise apartment buildings which is scheduled to be completed by 2021. The project had been launched for pre-sales by phrases since 2018 and contracted sales amount of approximately RMB48.2 million were recorded during the year ended 31 December 2019.

#### Land bank replenishment

The Group's strategy is to maintain a land bank portfolio sufficient to support the Group's own development pipeline for the next few years. As at 31 December 2019, the Group had a quality land bank amounting to a total GFA of approximately 2,408,000 sq.m, of which approximately 2,135,000 sq.m were attributable to the owners of the Company.

#### 5) 江山水岸

江山水岸位於福建省福州市永泰縣，毗鄰大樟溪，總佔地面積約為310,176平方米。其擬將發展為多個聯排別墅及低層公寓，計劃於二零二一年完工。該項目自二零一八年起分階段預售，並於截至二零一九年十二月三十一日止年度錄得合約銷售額約人民幣48,200,000元。

#### 土地儲備補充

本集團的策略是維持足以支持本集團未來數年發展之土地儲備組合。於二零一九年十二月三十一日，本集團擁有總建築面積約2,408,000平方米的優質土地儲備，其中約2,135,000平方米歸屬於本公司擁有人。

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW (continued)

#### Land bank replenishment (continued)

The table below summaries the landbank by location as at 31 December 2019:

Landbank by location	按地區劃分的土地儲備	Total GFA	Attributable GFA
		總建築面積 ('000 sq.m.) (千平方米)	應佔總建築面積 ('000 sq.m.) (千平方米)
Shannxi Province	陝西省	1,037	1,037
Fujian Province	福建省	1,045	841
Shanghai	上海	186	186
Jilin Province	吉林省	140	71
Total	總計	2,408	2,135

Subsequent to the year ended 31 December 2019, the Group has acquired the land use rights of two land parcels located in Fuzhou City, Fujian Province and Hangzhou City, Zhejiang Province, the PRC through public auction at a total consideration of approximately RMB839.5 million for a total site area of approximately 66,030 sq.m.

#### Hotel Operation

Revenue from hotel operation amounted to approximately RMB28.9 million for the year ended 31 December 2019 (nine months ended 31 December 2018: approximately RMB19.1 million), which was derived from hotel accommodation and catering service provided by three hotels operated in Baoji, namely Ramada Baoji Jintai (寶雞三迪華美達酒店), Pesht Boutique Hotel Baoji (寶雞三迪佩斯精品酒店) and Jinjiang Inn, Baoji Administration Center (錦江之星寶雞行政中心店) (collectively, the "Baoji Hotels").

In order to secure a stable stream of income, in December 2019, the Group had leased the Baoji Hotels to an independent hotel management company who also acts as the exclusive operator to direct and manage the operation of the Baoji Hotels effective from January 2020. After this lease arrangement, the Group is entitled to receive hotel rental income for a term of 10 years. Accordingly, the Group has ceased to carry on hotel operations and stay focus on the property development businesses.

### 業務回顧 (續)

#### 土地儲備補充 (續)

下表概述於二零一九年十二月三十一日的按地區劃分的土地儲備：

Landbank by location	按地區劃分的土地儲備	Total GFA	Attributable GFA
		總建築面積 ('000 sq.m.) (千平方米)	應佔總建築面積 ('000 sq.m.) (千平方米)
Shannxi Province	陝西省	1,037	1,037
Fujian Province	福建省	1,045	841
Shanghai	上海	186	186
Jilin Province	吉林省	140	71
Total	總計	2,408	2,135

於截至二零一九年十二月三十一日止年度後，本集團已透過公開拍賣收購兩幅位於中國福建省福州市及浙江省杭州市且總地盤面積約為66,030平方米之地塊之土地使用權，總代價約為人民幣839,500,000元。

#### 酒店營運

截至二零一九年十二月三十一日止年度，酒店營運收入約為人民幣28,900,000元（截至二零一八年十二月三十一日止九個月：約人民幣19,100,000元），產生自於寶雞經營的三家酒店（即寶雞三迪華美達酒店、寶雞三迪佩斯精品酒店及錦江之星寶雞行政中心店（統稱「寶雞酒店」））提供的酒店住宿及餐飲服務。

為確保穩定的收入來源，本集團於二零一九年十二月將寶雞酒店租賃予一家獨立酒店管理公司，該公司亦為獨家經營商，以控制及管理寶雞酒店的營運，自二零二零年一月起生效。就此租賃安排而言，本集團有權收取為期十年的酒店租金收入。因此，本集團已終止酒店營運，並繼續專注物業發展業務。



# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW *(continued)*

#### Property Investment

During the year ended 31 December 2019, the Group recognised rental income and property management and related fee income of approximately RMB125.3 million (nine months ended 31 December 2018: approximately RMB107.9 million), which is mainly generated by two furniture malls situated in Fuzhou and Baoji. The Group's investment properties also include hotels, kindergarten, commercial and office premise, which are all located in the PRC and provided a stable income stream to the Group.

Following the lease arrangement of Baoji Hotels in December 2019, the Group's investment properties now included 6 hotels properties with GFA of approximately 111,800 sq.m in aggregate, which comprise international brand hotels and domestic brand chain hotels. Apart from the Baoji Hotels aforesaid, the Group currently had two leased hotel properties in Fuzhou which are managed by the hotel's lessee, namely, Ramada Plaza Fuzhou (福州三迪華美達廣場酒店) and DoubleTree by Hilton Fuzhou South (福州南三迪希爾頓逸林酒店), and a hotel under development in Shanghai namely, Hyatt Regency Songjiang, Shanghai (上海松江凱悅酒店), which is expected to be completed in 2020.

### 業務回顧 (續)

#### 物業投資

截至二零一九年十二月三十一日止年度，本集團確認租金收入以及物業管理及相關費用收入約人民幣125,300,000元（截至二零一八年十二月三十一日止九個月：約人民幣107,900,000元），主要產生自位於福州及寶雞的兩家家居商場。本集團投資物業亦包括位於中國的酒店、幼兒園、商業及辦公室，並為本集團提供穩定收入來源。

隨著於二零一九年十二月寶雞酒店的租賃安排，本集團的投資物業現包括6家酒店物業，總建築面積約為111,800平方米，其中包括國際品牌酒店及國內品牌連鎖酒店。除上述寶雞酒店外，本集團目前在福州擁有兩家租賃酒店物業（由酒店承租人經營）（即福州三迪華美達廣場酒店及福州南三迪希爾頓逸林酒店）以及位於上海的一家興建中酒店（即上海松江凱悅酒店），預計將於二零二零年完工。

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW (continued)

#### Property Investment (continued)

Sets out below were the major investment properties held by the Group as at 31 December 2019:

### 業務回顧 (續)

#### 物業投資 (續)

下表載列本集團於二零一九年十二月三十一日持有之主要投資物業：

Location 位置	Existing/ Intended use 現有/ 擬定用途	Approximate GFA 概約建築面積 (sq.m) (平方米)	Group's interest 本集團利益 (%) (%)
<b>Completed investment properties</b> 已完工投資物業			
Sandi Furniture Plaza, No.173 Gongye Road, Yizhou Street, Taijiang District, Fuzhou City, Fujian Province, the PRC 中國福建省福州市台江區義洲街道工業路173號三迪家居廣場	Shopping Mall 購物商場	113,252	100%
Various blocks, Sandi Kaixuan Fengdan, No.202 Minjiang Avenue, Cangshan District, Fuzhou City, Fujian Province, the PRC 中國福建省福州市晉安市倉山閩江大道202號凱旋楓丹若干幢	Commercial/ Hotel 商業/酒店	13,308	100%
Red Star Macalline, Block 196 No. 8 Bao Guo Road Jin Tai District, Baoji City, Shaanxi Province, the PRC 中國陝西省寶雞市金台區寶號路8號院196幢紅星美凱龍	Shopping Mall 購物商場	63,643	100%
Sandi Plaza, Block 186 No. 8 Bao Guo Road Jin Tai District, Baoji City, Shaanxi Province, the PRC 中國陝西省寶雞市金台區寶號路8號院186幢三迪廣場	Shopping Mall 購物商場	63,125	100%
Ramada Hotel Block No. 184 No. 8 Bao Guo Road Jintai District, Baoji City, Shaanxi Province, the PRC 中國陝西省寶雞市金台區寶號路8號院184幢華美達酒店	Hotel 酒店	15,181	100%
Pesht Boutique, Block No. 25 No. 8 Bao Guo Road Jintai District, Baoji City, Shaanxi Province, the PRC 中國陝西省寶雞市金台區寶號路8號院25幢佩斯精品酒店	Hotel 酒店	13,520	100%
Jinjiang Inn, Block No. 18 No. 8 Bao Guo Road Jintai District, Baoji City, Shaanxi Province, the PRC 中國陝西省寶雞市金台區寶號路8號院18幢錦江之星酒店	Hotel 酒店	7,094	100%
<b>Investment properties under construction</b> 在建投資物業			
Fuzhou Sandi Chuangfu Square Zone B, Fuxia Road, Cangshan District, Fuzhou City, Fujian Province, the PRC 中國福建省福州市倉山區福峽路東側螺城路南側三迪創富廣場B區	Commercial/ Hotel 商業/酒店	49,237	100%
Lot N5, No.11 Zhongshan Street Neighbourhood, Congjiang District, Shanghai, the PRC 中國上海市松江區中山街道11街坊 N5地塊之商業建築群	Commercial/ Hotel 商業/酒店	59,293	100%

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW (continued)

#### Other investments

Our other investments include investing surplus cash from operations in listed equity securities in Hong Kong. We have invested in listed high yield stocks with growth potentials. The objectives of these investments are to strike a balance between risk and return in order to maximise return to shareholders of the Company (the “Shareholders”).

The equity securities acquired are principally for short term investment purpose. The Group would closely monitor performances of the mentioned investments and will seek for disposal opportunities for profit if any. Our principal business is still engaged in property development, property investment and hotel operation business and thus we will continue to proactively take up opportunities in real estate market. Therefore, the Group would consider disposing or downsizing the existing listed-equities investment portfolio when the Group has funding needs for expanding the property development business in the future.

#### Significant events during the year

**(i) Very substantial acquisition and connected transaction – Acquisition of the entire issued share capital of All Excel Industries Limited (“All Excel”) involving issue of consideration shares and convertible bonds under specific mandate**

On 21 September 2018, Grand Supreme Limited (“Grand Supreme”), a wholly-owned subsidiary of the Company (as purchaser), Primary Partner International Limited (“Primary Partner”), a company incorporated in the British Virgin Islands with limited liability which is wholly held by Mr. Guo Jiadi (“Mr. Guo”), a Director and a controlling Shareholder (as vendor) and Mr. Guo (as guarantor) (the “Guarantor”) entered into an agreement, pursuant to which Grand Supreme has conditionally agreed to acquire, and Primary Partner has conditionally agreed to sell the entire issued share capital in All Excel at the consideration of HK\$1,500 million, which shall be satisfied as to HK\$200 million by way of cash, as to HK\$600 million by way of the issue of promissory note, as to HK\$200 million by the issue of 485,436,893 shares of the Company and as to HK\$500 million by the issue of convertible bonds, and the Guarantor has conditionally agreed to guarantee the performance by Primary Partner of its obligations thereunder.

#### 業務回顧 (續)

##### 其他投資

我們的其他投資包括以營運之資金盈餘投入於香港之上市股本證券。我們投資已上市的高回報及具增長潛力的股票。該等投資的目標是在風險和回報之間取得平衡，為本公司股東（「股東」）謀求最佳回報。

收購股本證券主要作短期投資用途。本集團將密切監察上述投資之表現，並將尋求出售機會以獲利（如有）。我們的主要業務仍為物業發展、物業投資及酒店營運業務，故我們將繼續積極投資房地產市場。因此，當本集團未來擴展物業發展業務出現資金需要，本集團將考慮出售或縮減現有上市股本投資組合。

#### 本年度重大事項

**(i) 非常重大收購事項及關連交易 – 收購全盛實業有限公司（「全盛」）之全部已發行股本，涉及根據特別授權發行代價股份及可換股債券**

於二零一八年九月二十一日，本公司之全資附屬公司Grand Supreme Limited（「Grand Supreme」（作為買方））、Primary Partner International Limited（「Primary Partner」，為一間於英屬處女群島註冊成立之有限公司，且由董事兼控股股東郭加迪先生（「郭先生」）全資擁有）（作為賣方）及郭先生（作為擔保人）（「擔保人」）訂立協議，據此Grand Supreme已有條件同意收購及Primary Partner已有條件同意出售全盛之全部已發行股本，代價為1,500,000,000港元，其中200,000,000港元將通過現金支付，600,000,000港元將通過發行承兌票據支付，200,000,000港元將通過發行485,436,893股本公司股份支付及500,000,000港元將通過發行可換股債券支付，以及擔保人已有條件同意擔保Primary Partner履行其於協議項下的責任。

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW (continued)

#### Significant events during the year (continued)

**(i) Very substantial acquisition and connected transaction – Acquisition of the entire issued share capital of All Excel Industries Limited (“All Excel”) involving issue of consideration shares and convertible bonds under specific mandate (continued)**

The acquisition was approved at the Company’s special general meeting held on 16 January 2019. Upon the completion of the acquisition, All Excel has become an indirect wholly-owned subsidiary of the Company. The acquisition was completed on 30 January 2019 and the financial results of All Excel and its subsidiaries were consolidated into the financial statements of the Group.

Further details are set out in the announcements of the Company dated 21 September 2018, 16 January 2019 and 30 January 2019 and the circular of the Company dated 26 December 2018, respectively.

**(ii) Share transaction and connected transaction – Acquisition of 49% equity interest in Wuyishan Gaojia Real Estate Development Company Limited (“Wuyishan Gaojia”)**

On 28 June 2019, Fuzhou Gaojia Real Property Development Company Limited (“Fuzhou Gaojia”), a wholly-owned subsidiary of the Company (as purchaser) and Nanping Huiteng Trade Co., Ltd (“Nanping Huiteng”, as vendor) entered into a sale and purchase agreement, pursuant to which Fuzhou Gaojia conditionally agreed to purchase, and Nanping Huiteng conditionally agreed to sell, the 49% equity interest in Wuyishan Gaojia and the shareholder loan at the consideration of RMB55 million, which shall be satisfied by the issue of 135,869,565 shares of the Company (the “Consideration Shares”) to the vendor at an issue price of HK\$0.46 per Consideration Share. The Consideration Shares were issued on 25 July 2019 and the Acquisition was then completed on the same day. Upon the completion, Wuyishan Gaojia had become an indirect wholly-owned subsidiary of the Company.

Further details are set out in the announcements of the Company dated 28 June 2019, 10 July 2019 and 25 July 2019, respectively.

### 業務回顧 (續)

#### 本年度重大事項 (續)

**(i) 非常重大收購事項及關連交易—收購全盛實業有限公司(「全盛」)之全部已發行股本，涉及根據特別授權發行代價股份及可換股債券 (續)**

收購事項已於本公司於二零一九年一月十六日舉行之股東特別大會上通過。於收購事項完成後，全盛將成為本公司之間接全資附屬公司。收購事項於二零一九年一月三十日完成及全盛及其附屬公司之財務業績綜合至本集團之財務報表。

進一步詳情分別載於本公司日期二零一八年九月二十一日、二零一九年一月十六日及二零一九年一月三十日之公告及本公司日期為二零一八年十二月二十六日之通函。

**(ii) 股份交易及關連交易—收購武夷山高佳房地產開發有限公司(「武夷山高佳」)之49%股本權益**

於二零一九年六月二十八日，本公司之全資附屬公司福州高佳房地產開發有限公司(「福州高佳」(作為買方))與南平輝騰貿易有限公司(「南平輝騰」，作為賣方)訂立買賣協議，據此福州高佳有條件同意購買及南平輝騰有條件同意出售武夷山高佳之49%股權及股東貸款，代價為人民幣55,000,000元，須透過按發行價每股代價股份0.46港元向賣方發行135,869,565股本公司股份(「代價股份」)結算。代價股份已於二零一九年七月二十五日發行，而收購事項則於同日完成。於完成後，武夷山高佳已成為本公司之間接全資附屬公司。

進一步詳情分別載於本公司日期為二零一九年六月二十八日、二零一九年七月十日及二零一九年七月二十五日之公告。

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW (continued)

#### Significant events during the year (continued)

#### (iii) Discloseable and connected transaction - Acquisition of the entire issued share capital of Power Success Development Incorporated (“Power Success”)

On 26 July 2019, Grand Supreme, a wholly-owned subsidiary of the Company (as purchaser) and Top Trendy Holdings Limited (“Top Trendy”), a company incorporated in the British Virgin Islands with limited liability which is wholly held by Mr. Guo, a Director and controlling Shareholder (as vendor) entered into a sale and purchase agreement, pursuant to which Grand Supreme conditionally agreed to acquire, and Top Trendy conditionally agreed to sell the entire issued share capital in Power Success at a cash consideration of RMB243,670,000.

The acquisition was completed on 28 November 2019 after it was approved at the Company’s special general meeting held on the same day.

Further details are set out in the announcements of the Company dated 26 July 2019, 28 November 2019 and the circular of the Company dated 8 November 2019, respectively.

### 業務回顧 (續)

#### 本年度重大事項 (續)

#### (iii) 須予披露及關連交易—收購 Power Success Development Incorporated (「Power Success」) 之全部已發行股本

於二零一九年七月二十六日，本公司之全資附屬公司Grand Supreme (作為買方)與Top Trendy Holdings Limited (「Top Trendy」) (一間於英屬處女群島註冊成立之公司及由董事兼控股股東郭先生全資擁有) (作為賣方)訂立買賣協議，據此，Grand Supreme有條件同意收購及Top Trendy有條件同意出售Power Success之全部已發行股本，現金代價為人民幣243,670,000元。

收購事項已於二零一九年十一月二十八日完成，並於本公司於同日舉行之股東特別大會上批准。

進一步詳情分別載於本公司日期為二零一九年七月二十六日及二零一九年十一月二十八日之公告及本公司日期為二零一九年十一月八日之通函。

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW *(continued)*

#### Significant events during the year *(continued)*

#### **(iv) Discloseable transaction - Disposal of 37% equity interest in Xian Zhichengda Real Estate Company Limited (“Xian Zhichengda”)**

On 4 October 2019, Fujian Sinco Industrial Co., Ltd (“Fujian Sinco”) and Grand International Development Company Limited (“Grand International”), both being wholly-owned subsidiaries of the Company (as vendors), entered into a sale and purchase agreement with Xian Chongfeng Real Estate Company Limited (“Chongfeng Real Estate”, as purchaser), pursuant to which Fujian Sinco and Grand International conditionally agreed to sell, and Chongfeng Real Estate conditionally agreed to purchase the aggregate equity interest of 37% in Xian Zhichengda at a cash consideration of approximately RMB362,328,000. The transaction was completed in November 2019 and the Group had ceased to have any interest in Xi’an Zhichengda since then.

Further details are set out in the announcements of the Company dated 4 October 2019 and 9 October 2019, respectively.

### 業務回顧 (續)

#### 本年度重大事項 (續)

#### **(iv) 須予披露交易—出售西安智晟達置業有限公司(「西安智晟達」)之37%股權**

於二零一九年十月四日，福建先科實業有限公司(「福建先科」)及廣大國際發展有限公司(「廣大國際」)(均為本公司之全資附屬公司)(作為賣方)與西安崇豐置業有限公司(「崇豐置業」，作為「買方」)訂立買賣協議，據此，福建先科及廣大國際有條件同意出售，及崇豐置業有條件同意收購智晟達之總計37%股權，現金代價為約人民幣362,328,000元。該交易已於二零一九年十一月完成，且本集團自此不再於西安智晟達擁有任何權益。

進一步詳情分別載於本公司日二零一九年十月四日及二零一九年十月九日之公告。

# Management Discussion and Analysis

## 管理層討論及分析

### OUTLOOK

At the beginning of the year 2020, the COVID-19 outbreak is likely to cloud the global economic sentiment. However, the Group is confident to the future development of the PRC economy arising from China's further opening-up and reforms over the long term. The Group is also positive in the PRC government's stabilisation policy which is important to accelerate the development of the domestic economic system of China. Moreover, the reduction of loan prime rate ("LPR") has played a key role in stabilising economic development, as well as the real estate industry. It will play a positive role in stabilising the market confidence in the real estate market.

As the capital city of Shaanxi province in the PRC, Xi'an is one of the three international metropolises and the 9th Regional Central City of China designated by the PRC Central Government. Besides, Xi'an is a transport hub and open frontier. It is an important fulcrum city on the "One Belt One Road" initiative, and the central city in the west of the China section of the New Eurasian Continental Bridge. Baoji, one of the cities in Shaanxi province, is aimed to accelerate in promoting as an internationalized city for living in terms of city infrastructure, historical and cultural, technical and innovation, etc., according to the 2018 "One Belt One Road" Construction Action Plan of Baoji. Fujian is not only the main starting point of the ancient maritime Silk Road, but also is a core area of the "21st Century Maritime Silk Road" on the "One Belt One Road" initiative. Shanghai is aimed to maximize the impact of existing policies to better serve demands from countries and regions involved in the "One Belt One Road" initiative in the aspects including trade and financing, cultural exchanges. This should support and provide the new business opportunities and we anticipate the economy in both Xian, Baoji, Fujian and Shanghai will continue to generate sustained growth. The Group will continue to deepen its development projects in Shaanxi province, Fujian province and Shanghai city, and we will strategically expand our geographical coverage, enhance our regional and provincial penetrations in the PRC real estate market.

In a view of creating the maximum value for customers, Shareholders, employees and society, the Group will continue to drive the diversified channels for the land acquisition and proactively look into various opportunities in the property investment sector to expand its operating scale for continuous development and accomplishing sustainable growth in the years ahead.

### 展望

於二零二零年初，COVID-2019爆發可能令全球經濟氣氛陰雲密布。然而，基於中國長期深化改革及開放，本集團對中國未來經濟發展充滿信心。本集團亦積極參與中國政府的穩定政策，其對加快中國國內經濟體系發展至關重要。此外，降低貸款基礎利率（「LPR」）在穩定經濟發展以及房地產行業方面發揮了關鍵作用。其將對穩定房地產市場的市場信心起到積極作用。

作為中國陝西省省會，西安是中國中央政府指定之三個國際化大都市之一及全國第九個國家中心城市。此外，西安是交通樞紐及開放前沿。其是「一帶一路」倡議之重要支點城市，亦是新歐亞大陸橋中國段西部之中心城市。根據寶雞市「一帶一路」建設2018年行動計畫，寶雞市（陝西省的城市之一）旨在加快推進成為城市基礎設施、歷史與文化、技術與創新等國際化宜居城市。福建不僅是古代海上絲綢之路的主要起點，亦是「一帶一路」倡議下「21世紀海上絲綢之路」之核心區域。上海旨在最大限度地發揮現有政策的影響，更好地滿足參與「一帶一路」倡議的國家及地區在貿易及融資、文化交流等方面的需求。這應該有助於支撐及促進新的商機，我們預計西安、寶雞、福建及上海的經濟均將持續增長。本集團將繼續深化於陝西省、福建省及上海市之發展項目，並將戰略性地擴大我們的地域覆蓋範圍，加強我們在中國房地產市場之區域及省域滲透。

基於為客戶、股東、員工及社會創造最大價值，本集團將繼續推動多元化土地收購管道，積極探索物業投資領域之各種機遇，以擴大經營規模，持續發展，並在未來幾年實現可持續增長。

# Management Discussion and Analysis

## 管理層討論及分析

### OPERATING RESULTS AND FINANCIAL REVIEW

#### Revenue

The Group's revenue is primarily derived from property sales, which contributed approximately 92.1% of the revenue for the year ended 31 December 2019. The table below sets forth the breakdown of the Group's revenue by operating segment as indicated:

		For the year ended 31 December 2019 截至二零一九年 十二月三十一日止年度		For the nine months ended 31 December 2018 截至二零一八年 十二月三十一日止九個月	
		RMB'000	%	RMB'000	%
		人民幣千元	%	人民幣千元	%
Property sales	物業銷售	1,787,352	92.1	238,008	65.2
Property investment	物業投資	125,269	6.4	107,929	29.6
Hotel operation	酒店營運	28,944	1.5	19,111	5.2
		<b>1,941,565</b>	<b>100.0</b>	<b>365,048</b>	<b>100.0</b>

#### Revenue from property sales

The Group's revenue from property sales increased to approximately RMB1,787.4 million for the year ended 31 December 2019 (nine months ended 31 December 2018: approximately RMB238.0 million).

### 營運業績及財務回顧

#### 收入

本集團之收入主要源於物業銷售收入，佔截至二零一九年十二月三十一日止年度之收入約92.1%。下表載列按經營分部劃分之本集團收入明細：

#### 物業銷售收入

截至二零一九年十二月三十一日止年度，本集團物業銷售收入增加至約人民幣1,787,400,000元（截至二零一八年十二月三十一日止九個月：約人民幣238,000,000元）。



# Management Discussion and Analysis

## 管理層討論及分析

### OPERATING RESULTS AND FINANCIAL REVIEW (continued)

#### Revenue from property sales (continued)

The table below summarises the revenue from property sales for the year ended 31 December 2019:

### 營運業績及財務回顧 (續)

#### 物業銷售收入 (續)

下表概述截至二零一九年十二月三十一日止年度之物業銷售收入：

Property projects	Type	Sales revenue RMB'000	GFA (sq.m)	Average selling price RMB/sq.m	Percentage of total amount 佔總金額之百分比
物業項目	類型	人民幣千元	(平方米)	人民幣／平方米	%
<b>Shaanxi Province</b>					
<b>陝西省</b>					
Sandi Century New City 三迪世紀新城	Residential 住宅	1,175,868	220,099	5,225	65.8
Qujiang Xiangsong Fengdan • Xian Sandi 西安三迪•曲江香頌楓丹	Residential 住宅	578,376	55,388	9,889	32.4
<b>Fujian Province</b>					
<b>福建省</b>					
Sandi Kaixuan Fengdan 三迪凱旋楓丹	Residential 住宅	23,867	1,308	18,254	1.3
Others 其他	Residential/Commercial 住宅／商業	9,241	1,017	8,142	0.5
Total	總計	1,787,352	277,812	6,230	100.0

Notes:

- Sales revenue amount and the calculation of average price are based on the sales revenue after the deduction of business/value-added tax and other surcharges/taxes.
- GFA and sales revenue attributable to the car parking spaces and the compensation areas are excluded in the GFA sold and the average selling price calculation.

附註：

- 銷售收入金額及平均售價計算是基於已扣除營業稅／增值稅及其他附加稅項之銷售收入總額計算。
- 歸屬於停車位及面積誤差的建築面積及銷售收入不包括在已售建築面積及平均售價計算中。

# Management Discussion and Analysis

## 管理層討論及分析

### OPERATING RESULTS AND FINANCIAL REVIEW *(continued)*

#### Revenue from property investment

Revenue from property investment including rental income and property management and related fee income amounted to approximately RMB125.3 million for the year ended 31 December 2019 (nine months ended 31 December 2018: approximately RMB107.9 million), which was derived from the Group's investment properties situated in the PRC, including shopping malls, commercial buildings and kindergartens.

#### Revenue from hotel operation

Revenue from hotel operation for the year ended 31 December 2019 amounted to approximately RMB28.9 million (nine months ended 31 December 2018: approximately RMB19.1 million), which was derived from hotel accommodation and catering service provided by the Group's hotels operated in Baoji, the PRC.

#### Cost of properties sales

The Group's cost of properties sales increased to approximately RMB1,284.7 million for the year ended 31 December 2019 (nine months ended 31 December 2018: approximately RMB198.4 million). The increase was primarily attributable to the increase in the total GFA of properties delivered during the year ended 31 December 2019 compared with the nine months ended 31 December 2018, which led to the increase in the cost of properties sales.

### 營運業績及財務回顧 (續)

#### 物業投資收入

截至二零一九年十二月三十一日止年度之物業投資收入(包括租金收入)以及物業管理及相關費用收入約為人民幣125,300,000元(截至二零一八年十二月三十一日止九個月:約人民幣107,900,000元),乃產生自本集團位於中國之投資物業(包括商場、商業樓宇及幼兒園)。

#### 酒店營運收入

截至二零一九年十二月三十一日止年度之酒店營運收入約為人民幣28,900,000元(截至二零一八年十二月三十一日止九個月:約人民幣19,100,000元),產生自本集團於中國寶雞營運的酒店所提供的酒店住宿及餐飲服務。

#### 物業銷售成本

本集團於截至二零一九年十二月三十一日止年度之物業銷售成本增加至約人民幣1,284,700,000元(截至二零一八年十二月三十一日止九個月:約人民幣198,400,000元)。增加主要由於與截至二零一八年十二月三十一日止九個月比較,於截至二零一九年十二月三十一日止年度交付物業之總建築面積增加導致物業銷售成本增加所致。

# Management Discussion and Analysis

## 管理層討論及分析

### OPERATING RESULTS AND FINANCIAL REVIEW *(continued)*

#### Change in fair value on investment properties and upon transfer to investment properties

For the year ended 31 December 2019, the Group recognised a net fair value gain of approximately RMB19.7 million on its investment properties (nine months ended 31 December 2018: net fair value gain of approximately RMB63.7 million).

In addition, following a change of purpose of certain properties during the year, the Group had reclassified certain investment properties which previously classified as property, plant and equipment, properties under development and inventories of properties. As a result, an increase in fair value of approximately RMB382.1 million was recognised to the consolidated statement of profit or loss and an increase in fair value of approximately RMB943.4 million was recognised to properties revaluation reserve during the year (nine months ended 31 December 2018: Nil).

#### Change in fair value of derivative components of convertible bonds

During the year, the Group recognised a fair value loss of approximately RMB9.3 million on the derivative components of the convertible bonds with principal amount of HK\$500 million, issued to Mr. Guo on 30 January 2019 as the consideration for acquisition of All Excel. For further details about the acquisition, please refer to note 2 to the consolidated financial statements and the section of "Management and Discussion Analysis" in this report. The derivative components of the convertible bonds represented the conversion option to convert into shares of the Company and early redemption option before its maturity date on 30 January 2024, which are classified as derivative financial instrument and measured at fair value with changes in fair value recognised in profit or loss.

### 營運業績及財務回顧 (續)

#### 投資物業及轉至投資物業後之公平值變動

截至二零一九年十二月三十一日止年度，本集團確認其投資物業的公平值收益淨額約人民幣19,700,000元（截至二零一八年十二月三十一日止九個月：公平值收益淨額約人民幣63,700,000元）。

此外，由於年內若干物業用途變更，本集團已重新分類若干先前分類為物業、廠房及設備、發展中物業及物業存貨之投資物業。因此，年內已於綜合損益表中確認公平值增加約人民幣382,100,000元，並於物業重估儲備中確認公平值增加約人民幣943,400,000元（截至二零一八年十二月三十一日止九個月：零）。

#### 可換股債券衍生工具部分的公平值變動

於本年度，本集團確認於二零一九年一月三十日，作為收購全盛之代價向郭先生發行的本金額為500,000,000港元的可換股債券衍生工具部分的公平值虧損約人民幣9,300,000元。有關收購事項之更多詳情，請參閱綜合財務報表附註2及本報告「管理層討論及分析」一節。可換股債券衍生工具部分指可於其到期日二零二四年一月三十日前轉換為本公司股份之轉換權及提早贖回權，其分類為衍生金融工具及按公平值計量，公平值變動計入當期損益。

# Management Discussion and Analysis

## 管理層討論及分析

### OPERATING RESULTS AND FINANCIAL REVIEW *(continued)*

#### Gain on disposal of an associate and share of result of an associate

During the year ended 31 December 2019, the Group recognised a gain on disposal of an associate of approximately RMB151.4 million which was resulted from the disposal of Xian Zhichengda, which was owned as to 37% by the Group, completed in November 2019. Such gain represents the difference between the sales proceed and the carrying amount of the equity interest in Xian Zhichengda.

Share of loss of Xian Zhichengda for the year ended 31 December 2019 amounted to approximately RMB11.6 million before its disposal (nine months ended 31 December 2018: loss of approximately RMB0.6 million).

#### Other gains and losses

The Group recognised a net other gains of approximately RMB125.5 million for the year ended 31 December 2019 (nine months ended 31 December 2018: net other losses of approximately RMB45.5 million), which is mainly attributed to the gain on disposal of an associate as mentioned above.

#### Selling and distribution expenses

The Group's selling and distribution expenses increased by approximately RMB23.5 million from approximately RMB81.0 million for the nine months ended 31 December 2018 to approximately RMB104.5 million for the year ended 31 December 2019, which was mainly due to the increase in sales commission recognised during the year.

#### Administrative expenses

The Group's administrative expenses increased by approximately RMB41.1 million from approximately RMB102.4 million for the nine months ended 31 December 2018 to approximately RMB143.5 million for the year ended 31 December 2019. The increase was primarily attributable to the overall increase in staff cost and depreciation of right-of-use assets after the adoption of new lease standard.

### 營運業績及財務回顧 (續)

#### 出售一間聯營公司之收益及分佔一間聯營公司之業績

截至二零一九年十二月三十一日止年度，本集團確認出售一間聯營公司之收益約人民幣151,400,000元，此乃由於出售於二零一九年十一月完成的西安智晟達（由本集團擁有37%）所致。該收益指西安智晟達股權之出售收益與賬面值之間的差額。

於出售前，截至二零一九年十二月三十一日止年度應佔西安智晟達虧損約人民幣11,600,000元（截至二零一八年十二月三十一日止九個月：虧損約人民幣600,000元）。

#### 其他收益及虧損

截至二零一九年十二月三十一日止年度，本集團確認其他收益淨額約為人民幣125,500,000元（截至二零一八年十二月三十一日止九個月：其他虧損淨額約為人民幣45,500,000元），主要因如上文所述出售一間聯營公司之收益。

#### 銷售及分銷開支

本集團之銷售及分銷開支由截至二零一八年十二月三十一日止九個月之約人民幣81,000,000元增加約人民幣23,500,000元至截至二零一九年十二月三十一日止年度之約人民幣104,500,000元，主要由於年內確認的銷售佣金增加所致。

#### 行政開支

本集團之行政開支由截至二零一八年十二月三十一日止九個月之約人民幣102,400,000元增加約人民幣41,100,000元至截至二零一九年十二月三十一日止年度之約人民幣143,500,000元。增加乃主要由於員工成本整體增加及採納新租賃準則後使用權資產折舊增加所致。

# Management Discussion and Analysis

## 管理層討論及分析

### OPERATING RESULTS AND FINANCIAL REVIEW *(continued)*

#### Finance costs

Finance costs consist of interest expenses on bank and other borrowings, bonds payable, convertible bonds, promissory note, contract liabilities and lease liabilities. The finance costs amounted to approximately RMB139.4 million (nine months ended 31 December 2018: approximately RMB37.3 million) for the year ended 31 December 2019. The increase in finance cost was attributable to the convertible bonds and promissory note issued in January 2019.

#### Income tax expense

Income tax expense mainly comprises the PRC enterprise income tax and land appreciation tax amounted to approximately RMB255.5 million for the year ended 31 December 2019 (nine months ended 31 December 2018: approximately RMB44.0 million). The substantial increase was mainly attributable to the increase in sales of properties recognised during the year.

#### Investments in securities

As at 31 December 2019, the investment portfolio comprises 2 equity securities (2018: 4 equity securities) with carrying amount of approximately RMB24.9 million (2018: approximately RMB60.6 million) listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The carrying amount of these investments is equal to its fair values, which are determined by reference to the quoted market bid prices available on the Stock Exchange.

During the year ended 31 December 2019, the Group recorded unrealised fair value losses of approximately RMB30.4 million (nine months ended 31 December 2018: approximately RMB49.2 million) on these investments and a net realised gain of approximately RMB0.2 million (nine months ended 31 December 2018: Nil). The composition of the Group's investments portfolio as at 31 December 2019 is illustrated as follow:

### 營運業績及財務回顧 (續)

#### 融資成本

融資成本包括銀行及其他借貸、應付債券、可換股債券、承兌票據、合約負債及租賃負債之利息支出。截至二零一九年十二月三十一日止年度之融資成本約人民幣139,400,000元(截至二零一八年十二月三十一日止九個月:約人民幣37,300,000元)。融資成本增加由於二零一九年一月發行之可換股債券及承兌票據所致。

#### 所得稅開支

截至二零一九年十二月三十一日止年度,所得稅開支主要包括中國企業所得稅及土地增值稅約人民幣255,500,000元(截至二零一八年十二月三十一日止九個月:約人民幣44,000,000元)。大幅增加乃主要由於本年度確認之物業銷售增加所致。

#### 證券投資

於二零一九年十二月三十一日,投資組合包括2項香港聯合交易所有限公司(「聯交所」)主板上市股本證券(二零一八年:4項股本證券),賬面值約人民幣24,900,000元(二零一八年:約人民幣60,600,000元)。該等投資之賬面值等於其公平值,其參考聯交所所報市場出價釐定。

於截至二零一九年十二月三十一日止年度,本集團就該等投資錄得未變現公平值虧損約人民幣30,400,000元(截至二零一八年十二月三十一日止九個月:約人民幣49,200,000元)及已變現收益淨額約人民幣200,000元(截至二零一八年十二月三十一日止九個月:無)。截至二零一九年十二月三十一日,本集團投資組合之構成如下:

# Management Discussion and Analysis

## 管理層討論及分析

### OPERATING RESULTS AND FINANCIAL REVIEW (continued)

### 營運業績及財務回顧 (續)

#### Investments in securities (continued)

#### 證券投資(續)

Company name/(stock code) 公司名稱/(股份代號)	Notes 附註	Percentage of shareholdings at 31 December 2019 於二零一九年 十二月 三十一日 之股權 百分比	Realised fair value gain/ (loss) for the year 本年度之 已變現公平值 收益/(虧損) RMB'000 人民幣千元	Unrealised fair value loss for the year 本年度之 未變現 公平值虧損 RMB'000 人民幣千元	Fair value at 31 December 2019 於二零一九年 十二月 三十一日 之公平值 RMB'000 人民幣千元
Kingston Financial Group Limited (1031)	金利豐金融集團有限公司 (1031) (i)	0.23%	-	(29,870)	22,885
EverChina Int'l Holdings Company Limited (202)	潤中國國際控股有限公司 (202) (ii)	0.14%	-	(494)	2,004
Far East Holdings International Limited (36)	遠東控股國際有限公司 (36) (iii)	-	(1,728)	-	-
Sincere Watch (Hong Kong) Limited (444)	Sincere Watch (Hong Kong) Limited (444) (iv)	-	1,967	-	-
			239	(30,364)	24,889

#### Notes

i. Kingston Financial Group Limited ("Kingston Financial") is principally engaged in the provision of a wide range of financial services which include securities brokerage, underwriting and placements, margin and initial public offering financing, corporate finance advisory services, futures brokerage and asset management services. Kingston Financial also provides gaming and hospitality services in Macau.

Dividend income received from shares of Kingston Financial was approximately RMB0.4 million during the year ended 31 December 2019.

ii. EverChina International Holdings Company Limited and its subsidiaries are principally engaged in property investment operation, hotel operation, financing and securities investment operation and agricultural operation.

#### 附註

i. 金利豐金融集團有限公司(「金利豐金融」)主要業務為提供全面金融服務，包括證券經紀、包銷及配售、保證金及首次公開發售融資、企業財務顧問服務、期貨經紀及資產管理服務。金利豐金融亦在澳門提供博彩及酒店服務。

於截至二零一九年十二月三十一日止年度，自金利豐金融股份收取的股息收入約為人民幣400,000元。

ii. 潤中國國際控股有限公司及其附屬公司主要從事物業投資業務、酒店業務、融資及證券投資業務及農業業務。

# Management Discussion and Analysis

## 管理層討論及分析

### OPERATING RESULTS AND FINANCIAL REVIEW (continued)

#### Investments in securities (continued)

Notes (continued)

- iii. Far East Holdings International Limited (“Far East Holdings”) is principally engaged in manufacturing and export of garment products, property investment and investment in securities in Hong Kong and PRC.

During the year ended 31 December 2019, the Group fully disposed of 10,845,000 shares in Far East Holdings which led to a realised loss of approximately RMB1.7 million.

- iv. Sincere Watch (Hong Kong) Limited (“Sincere Watch”) is principally engaged in distribution of branded luxury watch, timepieces and accessories in Hong Kong, Macau, Taiwan and the PRC, dining business and property investments.

During the year ended 31 December 2019, the Group fully disposed of 29,000,000 shares in Sincere Watch which led to a realised gain of approximately RMB2.0 million.

- v. None of these investments represented more than 1% of the total assets of the Group as at 31 December 2019.

### LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2019, the Group had bank and other borrowings of approximately RMB4,229.9 million denominated in RMB (2018: approximately RMB4,067.5 million denominated in RMB) and other debts comprising convertible bonds, promissory note and bonds payable in total amount to approximately RMB1,063.2 million denominated in HK\$ (2018: approximately RMB9.4 million denominated in HK\$). As at 31 December 2019 and 2018, all bank and other borrowings were secured with fixed interest rate. The bank and other borrowings with maturities falling due within one year, in the second year, in the third to the fifth year, over five years amounted to approximately RMB619.5 million, RMB813.4 million, RMB1,938.0 million and RMB859.0 million, respectively (2018: approximately RMB2,675.7 million, RMB727.9 million, RMB473.5 million and RMB190.4 million, respectively). Further details of the bank and other borrowings, convertible bonds, promissory note and bonds payable are set out in note 30, 34, 35 and 33 respectively to the consolidated financial statements in this report.

### 營運業績及財務回顧 (續)

#### 證券投資 (續)

附註 (續)

- iii. 遠東控股國際有限公司(「遠東控股」)主要於香港及中國從事製造及出口服裝產品、物業投資及證券投資。

於截至二零一九年十二月三十一日止年度，本集團已悉數出售10,845,000股遠東控股股份，產生已變現虧損約人民幣1,700,000元。

- iv. Sincere Watch (Hong Kong) Limited (「Sincere Watch」)之主要業務為於香港、澳門、台灣及中國分銷華貴品牌腕錶、時計與配飾，亦從事餐飲業務及物業投資。

於截至二零一九年十二月三十一日止年度，本集團已悉數出售29,000,000股Sincere Watch股份，產生已變現收益約人民幣2,000,000元。

- v. 於二零一九年十二月三十一日，概無該等投資佔本集團總資產1%以上。

### 流動資金及財務資源

於二零一九年十二月三十一日，本集團之銀行及其他借貸約人民幣4,229,900,000元，以人民幣計值(二零一八年：約人民幣4,067,500,000元，以人民幣計值)，及其他債務包括可換股債券、承兌票據及應付債券總額約為人民幣1,063,200,000元，以港元計值(二零一八年：約人民幣9,400,000元，以港元計值)。於二零一九年及二零一八年十二月三十一日，所有銀行及其他借貸均有抵押及固定利率。將於一年內、第二年、第三至第五年及超過五年到期之銀行及其他借貸金額分別為約人民幣619,500,000元、人民幣813,400,000元、人民幣1,938,000,000元及人民幣859,000,000元(二零一八年：分別為約人民幣2,675,700,000元、人民幣727,900,000元、人民幣473,500,000元及人民幣190,400,000元)。銀行及其他借貸可換股債券、承兌票據及應付債券之進一步詳情分別載於本報告綜合財務報表附註30、34、35及33。

# Management Discussion and Analysis

## 管理層討論及分析

### LIQUIDITY AND FINANCIAL RESOURCES

(continued)

As at 31 December 2019, the Group had cash and cash equivalents of approximately RMB707.3 million (2018: approximately RMB409.5 million) which were mainly denominated in HK\$ and RMB.

As at 31 December 2019, the gearing ratio for the Group was approximately 114.7% (2018: approximately 90.3%), calculated based on the net debts (comprising bank and other borrowings and other debts comprising convertible bonds, promissory note and bonds payable less cash and cash equivalent) of approximately RMB4,585.9 million (2018: approximately RMB3,667.4 million) over the total equity of approximately RMB3,999.5 million (2018: approximately RMB4,061.0 million). The debt ratio was approximately 80.3% (2018: approximately 77.5%), calculated as total liabilities over total assets of the Group.

The Group's current available liquidity resources are sufficient to meet its capital commitments. As at 31 December 2019, the Group's net current assets amounted to approximately RMB1,052.7 million (2018: net current liabilities approximately RMB451.9million). The Group's current ratio, being percentage of its current assets and its current liabilities, amounted to approximately 110.1% (2018: approximately 96.2%).

The Group continued to adopt a prudent funding and treasury policy to manage its liquidity needs. The objective is to maintain adequate funds for financing working capital and capture investment opportunities as and when they become available. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to Shareholders, issue new shares or sell assets to reduce debt.

### 流動資金及財務資源 (續)

於二零一九年十二月三十一日，本集團有現金及現金等值約人民幣707,300,000元（二零一八年：約人民幣409,500,000元），其主要以港元及人民幣計值。

於二零一九年十二月三十一日，本集團按淨債務（包括銀行及其他借貸以及其他債務（包括可換股債券、承兌票據及應付債券）減現金及現金等值）約人民幣4,585,900,000元（二零一八年：約人民幣3,667,400,000元）除以權益總額約人民幣3,999,500,000元（二零一八年：約人民幣4,061,000,000元）計算之負債比率約為114.7%（二零一八年：約90.3%）。按本集團負債總額除以資產總額計算，債務比率約為80.3%（二零一八年：約77.5%）。

本集團現時可動用之流動資金足以應付資本承擔所需。於二零一九年十二月三十一日，本集團之流動資產淨值約為人民幣1,052,700,000元（二零一八年：流動負債淨值約人民幣451,900,000元）。本集團之流動比率（即流動資產與流動負債之百分比）為約110.1%（二零一八年：約96.2%）。

本集團繼續採取審慎理財政策管理其流動資金需要。目標為保持有充裕資金應付營運資金所需，以及於機會來臨時把握投資良機。為維持或調整資本架構，本集團可能會調整支付予股東之股息金額，發行新股份或出售資產以降低債務。



# Management Discussion and Analysis

## 管理層討論及分析

### CAPITAL STRUCTURE

The capital structure of the Group and fund raising activities during the year ended 31 December 2019 are summarised as follows:

#### (i) Bank and other borrowings

As at 31 December 2019, the Group had bank and other borrowings of approximately RMB4,229.9 million (2018: approximately RMB4,067.5 million), of which approximately RMB619.5 million are repayable within one year and approximately RMB3,610.4 million are repayable beyond one year. The Group's bank and other borrowings bear interest rates ranging from approximately 4.8% to 12.8% per annum. All the bank and other borrowings were denominated in RMB.

#### (ii) Bonds payable

As at 31 December 2019 and 2018, the Company had a 4-year 7% coupon bonds with principal amount of HK\$11 million (the "7% Coupon Bonds") issued to certain independent third parties. The 7% Coupon Bonds are denominated in HK\$. Interest is payable semi-annually and the principal had been fully repaid when the 7% Coupon Bonds fell due on 23 July 2019. There is no early redemption of the 7% Coupon Bonds neither by the Company nor the 7% Coupon Bonds holders during the year ended 31 December 2019.

#### (iii) Promissory note

As at 31 December 2019, the Company had a 5-year promissory note (the "Promissory Note") with principal amount of HK\$600 million issued to Mr. Guo, a Director, with interest of 3% per annum for the first and second years after the date of issuance, 4.5% per annum for the third and fourth years after the date of issuance and 6% per annum for the fifth year after the date of issuance, with interest payable annually in arrears and the principal will be repaid when the Promissory Note fall due on 30 January 2024. The Promissory Note is denominated in HK\$. There was no early redemption of the Promissory Note requested by the Company or Mr. Guo during the year ended 31 December 2019.

### 資本架構

截至二零一九年十二月三十一日止年度，本集團的資本架構及集資活動概述如下：

#### (i) 銀行及其他借貸

於二零一九年十二月三十一日，本集團之銀行及其他借貸約為人民幣4,229,900,000元（二零一八年：約人民幣4,067,500,000元），其中約人民幣619,500,000元須於一年內償還及約人民幣3,610,400,000元須於超過一年到期。本集團之銀行及其他借貸按年利率約4.8厘至12.8厘計息。所有銀行及其他借貸以人民幣計值。

#### (ii) 應付債券

於二零一九年及二零一八年十二月三十一日，本公司已向若干獨立第三方發行4年期票息7厘本金額為11,000,000港元之債券（「票息7厘債券」）。票息7厘債券以港元計值。利息每半年派息一次，及本金已於二零一九年七月二十三日票息7厘債券到期時悉數償還。截至二零一九年十二月三十一日止年度，本公司或票息7厘債券持有人並無提前贖回票息7厘債券。

#### (iii) 承兌票據

於二零一九年十二月三十一日，本公司向董事郭先生發行5年期承兌票據（「承兌票據」），本金額為600,000,000港元，發行日後第一及第二年年利率為3%、發行日後第三及第四年每年4.5%及發行日後第五年每年6%，每年應付利息及承兌票據於二零二四年一月三十日到期時本金將予以償還。承兌票據以港元計值。截至二零一九年十二月三十一日止年度，本公司或郭先生均未要求提早贖回承兌票據。

# Management Discussion and Analysis

## 管理層討論及分析

### CAPITAL STRUCTURE *(continued)*

#### (iv) Convertible bonds

As at 31 December 2019, the Company had a 5-year convertible bonds (the “CB”) with principal amount of HK\$500 million to Mr. Guo, a Director, with interest of 1% per annum payable annually in arrears and carrying a conversion price of HK\$0.412 per conversion share, with conversion rights to convert into a maximum of 1,213,592,233 shares of the Company. The principal will be repaid when the CB fall due on 30 January 2024 if no conversion happens on or before 30 January 2024. The CB are denominated in HK\$. There was no early redemption of the CB requested by the Company or Mr. Guo during the year ended 31 December 2019.

### SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

Except for investment in subsidiaries, there were no significant investments held by the Group as at 31 December 2019.

Save as the acquisitions of subsidiaries and disposal of an associate disclosed in the “Management Discussion and Analysis” section in this report, the Group had no other material acquisitions or disposals of subsidiaries, associates and joint ventures during the year.

### SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD

Save as disclosed in “Management Discussion and Analysis” section in this report, there is no material subsequent event undertaken by the Company or by the Group after 31 December 2019 and up to the date of this report.

### 資本架構 (續)

#### (iv) 可換股債券

於二零一九年十二月三十一日，本公司向董事郭先生發行五年期可換股債券（「可換股債券」），本金額為500,000,000港元，每年應付年利率為1%及轉換價格每股轉換股份0.412港元，附帶轉換權轉換本公司最多1,213,592,233股股份。倘於二零二四年一月三十日或之前未進行換股，則本金將於可換股債券於二零二四年一月三十日到期時償還。可換股債券以港元計價。截至二零一九年十二月三十一日止年度，本公司或郭先生均未要求提早贖回可換股債券。

### 所持重大投資、重大收購及出售附屬公司、聯營公司及合營企業

除於附屬公司之投資外，本集團於二零一九年十二月三十一日概無持有任何重大投資。

除本報告「管理層討論及分析」一節中披露的收購附屬公司收購及出售一間聯營公司外，本集團並無其他重大收購或出售附屬公司、聯營公司及合營企業。

### 報告期後之重大事項

除本報告「管理層討論及分析」一節所披露者外，於二零一九年十二月三十一日之後及截至本報告日期本公司或本集團並無進行任何重大期後事項。

# Management Discussion and Analysis

## 管理層討論及分析

### USE OF NET PROCEEDS FROM THE EQUITY FUND RAISING ACTIVITIES

The use of the net proceeds from the equity fund raising activities during the year are summarised as follows:

#### Issue of Warrant Shares

On 19 December 2017, a total of 312,500,000 shares of the Company were allotted and issued to Beyond Steady Limited, the warrant holder, raising gross proceeds of approximately HK\$75.0 million. The Group intends to apply the net proceeds for general working capital, capital expenditures and future investments.

Approximately HK\$5.0 million was utilised as general working capital, and approximately HK\$70.0 million was utilised to satisfy part of the investment costs in an associate during the nine month ended 31 December 2018.

### CHARGE ON THE GROUP'S ASSETS

Detail of the pledged assets of the Group are set out in note 41 to the consolidated financial statements in this report.

### CONTINGENT LIABILITIES

The Group had entered into agreements with certain banks to provide guarantees in respect of mortgage facilities granted to purchasers of the Group's properties. As at 31 December 2019, the Group provided guarantees for mortgage loans in an amount of approximately RMB3,566.9 million (2018: approximately RMB2,517.0 million) to banks in respect of such agreements. Certain subsidiaries of the Group has provided corporate guarantees amounting to approximately RMB1,157.0 million (2018: approximately RMB1,339.3 million) to certain financial institutions in respect of loan facilities granted to certain companies that were indirectly wholly owned or controlled by Mr. Guo or Ms. Shum Xi Xia, the sister-in-law of Mr. Guo. In addition, certain subsidiaries of the Group had also provided corporate guarantees amounting to approximately RMB82.4 million (2018: approximately RMB407.2 million) to certain financial institutions in respect of loan facilities granted to certain independent third parties during the year ended 31 December 2019.

### COMMITMENTS

Detail of commitments of the Group are set out in note 42 to the consolidated financial statements in this report.

### 股本集資活動所得款項淨額之用途

本年度之股本集資活動所得款項淨額用途概述如下：

#### 發行認股權證股份

於二零一七年十二月十九日，本公司合共312,500,000股股份獲配發及發行予認股權證持有人Beyond Steady Limited，籌集所得款項總額約75,000,000港元。本集團擬將所得款項淨額用作一般營運資金、資本開支及未來投資。

截至二零一八年十二月三十一日止九個月，約5,000,000港元已用作一般營運資金及約70,000,000港元已用於支付部分聯營公司之投資成本。

#### 本集團之資產抵押

本集團資產抵押之詳情載列於本報告綜合財務報表附註41。

#### 或然負債

本集團已與若干銀行訂立協議，就授予本集團物業買家的按揭融資提供擔保。於二零一九年十二月三十一日，本集團就該等協議向銀行提供按揭貸款擔保約人民幣3,566,900,000元（二零一八年：約人民幣2,517,000,000元）。本集團若干附屬公司向若干金融機構提供有關授予由郭先生或其配偶的妹妹沈細霞女士間接全資擁有或控制的若干公司的貸款融資之公司擔保約人民幣1,157,000,000元（二零一八年：約人民幣1,339,300,000元）。此外，截至二零一九年十二月三十一日止年度，本集團若干附屬公司向若干金融機構提供有關授予若干獨立第三方的貸款融資之公司擔保約人民幣82,400,000元（二零一八年：約人民幣407,200,000元）。

#### 承擔

本集團承擔之詳情載於本報告綜合財務報表附註42。

# Management Discussion and Analysis

## 管理層討論及分析

### CHANGE OF PRESENTATION AND FUNCTIONAL CURRENCIES

In prior financial periods, HK\$ was regarded as the presentation and functional currencies of the Company.

In the current year, the Company changed its presentation currency for the preparation of its consolidated financial statements from HK\$ to RMB in order to allow for greater transparency of the underlying performance of the Group as the principal operations of the Group are conducted in the PRC with substantially all of its businesses denominated and settled in RMB. The Directors consider that it is more appropriate to use RMB as the presentation currency in presenting the operating results and financial positions of the Group. Comparative financial information was presented in RMB accordingly.

During the year ended 31 December 2019, the functional currency of the Company changed from HK\$ to RMB upon the completion of an acquisition of All Excel on 30 January 2019. Subsequent to the acquisition, the Company mainly holds subsidiaries whose underlying operations are primarily in the PRC with RMB being the currency that mainly influences the Group's underlying transactions, events and conditions. The Directors are of the view that that RMB better reflects the economic substance of the Company and its business activity as an investment holding company primary holding subsidiaries with primary economic environment in the PRC. Accordingly, the functional currency of the Company was changed prospectively from the date of acquisition.

### 更改呈列及功能貨幣

於過往財政期間，港元被當做本公司之呈列及功能貨幣。

於本年度，本公司為編製其綜合財務報表已將其呈列貨幣由港元更改為人民幣，以給予本集團相關表現之更大透明度，因為本集團之主營業務於中國進行且絕大部分以人民幣計值及結算。董事認為，使用人民幣作為呈列貨幣呈列本集團的經營業績及財務狀況更加合適。比較財務資料因此以人民幣呈列。

於截至二零一九年十二月三十一日止年度，於二零一九年一月三十日完成收購全盛之後，本公司的功能貨幣由港元變更為人民幣。隨收購後，本公司主要持有其附屬業務主要位於中國的附屬公司，人民幣為主要影響本集團相關交易、事件及情況的貨幣。本公司董事認為人民幣更能反映本公司的經濟實質及其作為投資控股公司於中國主要經濟環境的主要控股附屬公司的業務活動。因此，本公司的功能貨幣自收購日期始變更。

# Management Discussion and Analysis

## 管理層討論及分析

### FOREIGN EXCHANGE EXPOSURE

The Group has transactional currency exposures. Such exposures arise from the business operations in the PRC and Hong Kong denominated in RMB and HK\$, respectively. The functional currency of the Company and certain of its subsidiaries which operate in Hong Kong as investment holding companies or companies providing corporate services to other group entities and its principal operating subsidiaries in the PRC is RMB. The functional currency of certain of the Company's subsidiaries which operate in Hong Kong as investment holding companies is HK\$. As at 31 December 2019, the Group did not have a foreign currency hedging policy in respect of its foreign currency assets and liabilities. The Group will closely monitor its foreign currency exposure and will consider using hedging instruments in respect of significant foreign currency exposure as and when appropriate. As at 31 December 2019, the Group had no investment in any financial derivatives, foreign exchange contracts, interest or currency swaps, hedging or other financial arrangements for hedging purposes to reduce any currency risk nor made any over-the-counter contingent forward transactions.

### EMPLOYEES

As at 31 December 2019, the Group employed a total of 795 employees (2018: 609 employees) of which 791 employees (2018: 606 employees) were hired in the PRC and 4 employees (2018: 3 employees) in Hong Kong. Total remuneration paid to the employees for the year ended 31 December 2019 amounted to approximately RMB87.8 million (nine months ended 31 December 2018: approximately RMB53.0 million). In addition to competitive remuneration package offered to the employees, other benefits included contributions to mandatory provident fund, as well as group medical and accident insurance. On-going training sessions were also conducted to enhance the competitiveness of the Group's human assets. The Company also maintains a share option scheme, pursuant to which share options may be granted to the Directors, executives and employees of the Company to provide them with incentives in the growth of the Group.

### 外匯風險

本集團承受交易貨幣風險。該等風險來自分別以人民幣及港元計值之中國及香港業務運作。本公司及其在香港經營的若干附屬公司（為投資控股公司或向其他集團實體提供企業服務之公司）及其在中國的主要經營附屬公司之功能貨幣為人民幣。本公司在香港經營的若干附屬公司（為投資控股公司）之功能貨幣為港元。於二零一九年十二月三十一日，本集團並無有關其外幣資產及負債之外匯對沖政策。本集團將密切監察其外匯風險，並將於適當時候考慮就重大外匯風險使用對沖工具。於二零一九年十二月三十一日，本集團並無投資於任何金融衍生工具、外匯合約、利率或貨幣掉期、對沖或其他財務安排作對沖用途以減少任何貨幣風險，及並無進行任何場外或然遠期交易。

### 僱員

於二零一九年十二月三十一日，本集團合共聘用795名僱員（二零一八年：609名僱員），其中於中國聘用791名僱員（二零一八年：606名僱員）及4名僱員（二零一八年：3名僱員）駐守香港。截至二零一九年十二月三十一日止年度，向僱員支付之薪酬總額約人民幣87,800,000元（截至二零一八年十二月三十一日止九個月：約人民幣53,000,000元）。除向僱員提供具競爭力之薪酬組合外，本集團提供之其他福利包括強制性公積金供款以及團體醫療及意外保險。本集團亦提供持續培訓課程，以提升本集團人才之競爭力。本公司亦設有購股權計劃，據此，董事、本公司行政人員及僱員可獲授購股權，以激勵彼等對本集團發展作出貢獻。

# Management Discussion and Analysis

## 管理層討論及分析

### PROPERTY VALUATION

Property valuation on the Group's investment properties located in the PRC as at 31 December 2019 had been carried out by an independent qualified professional valuer, Ravia Global Appraisal Advisory Limited. The property valuation was used in preparing the annual results. The valuation was based on direct capitalization approach by making reference to comparable market information as available in the relevant markets. For investment properties under development, the valuation has also taken into account the construction costs expended and to be expended to complete the development. The Group's investment properties were valued at approximately RMB7,451.7 million as at 31 December 2019 (2018: approximately RMB4,693.1 million). A net fair value gain of approximately RMB19.7 million and an increase in fair value of approximately RMB382.1 million were recognised to the consolidated statement of profit or loss for the year (nine months ended 31 December 2018: net fair value gain of approximately RMB63.7 million) and an increase in fair value of approximately RMB943.4 million was recognised to properties revaluation reserve during the year (nine months ended 31 December 2018: Nil).

### 物業估值

於二零一九年十二月三十一日，本集團於中國之投資物業已由獨立合資格專業估值師瑞豐環球評估諮詢有限公司進行物業估值。物業估值已用於編製年度業績。相關估值基於直接資本化法，經參考相關市場可用之可資比較市場資料。就發展中投資物業而言，估值亦已計及完成發展已支銷及將予支銷之建築成本。於二零一九年十二月三十一日，本集團投資物業之估值為約人民幣7,451,700,000元（二零一八年：約人民幣4,693,100,000元）。本年度之綜合損益表確認公平值收益淨額約人民幣19,700,000元，公平值增加約人民幣382,100,000元（截至二零一八年十二月三十一日止九個月：公平值收益淨額約人民幣63,700,000元），及年內物業重估儲備確認公平值增加約人民幣943,400,000元（截至二零一八年十二月三十一日止九個月：零）。

# Corporate Governance Report

## 企業管治報告

### CORPORATE GOVERNANCE

For the year ended 31 December 2019 and up to date of this report, the Company has complied with the code provisions (the “Code Provisions”) set out in the Corporate Governance Code (the “CG Code”) under Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) except for the deviations from the Code Provision A.2.1, A.6.7, E.1.2 and the Rule 3.28 and the Board is committed to complying with the CG Code to the extent that the Directors consider it to be practical and applicable to the Company.

The corporate governance principles of the Company emphasize an effective Board, sound internal control, appropriate independence policy, transparency and accountability to the shareholders of the Company (“the Shareholders”). The Board will continue to monitor and revise the Company’s corporate governance policies in order to ensure that such policies may meet the general rules and standards required by the Listing Rules. The Board believes that sound and reasonable corporate governance practices are essential for sustainable growth of the Group and for safeguarding the interests and the Group’s assets. The Company had complied with the CG Code throughout the year ended 31 December 2019 except for the following deviations:

#### Code Provision A.2.1

The roles of the chairman and the chief executive officer should be segregated and not be exercised by the same individual. The chairman is responsible for the corporate strategic planning and formulation of corporate policies for the Group, while the chief executive officer is responsible for overseeing day-to-day management of the Group’s business. Mr. Guo Jiadi (“Mr. Guo”) currently serves as the chairman of the Board (the “Chairman”). Up to date of this report, no individual was appointed as the chief executive officer of the Company (the “CEO”). The day-to-day management of the Group’s business is monitored by the executive Directors and senior management. Given the size the Group’s current business operations and administration have been stable, the Board is justified that the current structure is able to effectively discharge the duties of both positions. However, going forward, the Board will review from time to time the need to separate the roles of the Chairman and the CEO if the situation warrants it.

### 企業管治

截至二零一九年十二月三十一日止年度及截至本報告日期，本公司已遵守聯交所證券上市規則（「上市規則」）附錄14所載企業管治守則（「企業管治守則」）之守則條文（「守則條文」），惟偏離守則條文第A.2.1、A.6.7、E.1.2條及上市規則第3.28條之情況除外。董事會致力在董事認為切實可行及適合本公司之情況下遵守企業管治守則。

本公司之企業管治原則強調有效之董事會、健全之內部監控、合適之獨立政策、透明度及對本公司股東（「本公司股東」）負責。董事會將持續監察及修訂本公司之企業管治政策，確保該等政策符合上市規則之一般規則及準則規定。董事會相信，奏效及合理之企業管治常規對本集團之可持續增長攸關重要，同時可保障權益及本集團資產。除以下偏離情況外，本公司於截至二零一九年十二月三十一日止年度一直遵守企業管治守則：

#### 守則條文第A.2.1條

主席及行政總裁之角色須分開且不應由同一人擔任。主席須負責本集團之企業策略規劃及制定公司政策，而行政總裁須負責監督本集團業務日常管理。郭加迪先生（「郭先生」）目前擔任董事會主席（「主席」）。自前行政總裁調任以來，概無個別人士獲委任為本公司行政總裁（「行政總裁」），執行董事及高級管理層監察本集團業務之日常管理。鑑於規模及本集團目前業務運作及行政一直穩定，董事會認為目前架構能有效履行兩個職位之職責。然而，展望將來，董事會將不時檢討，如情況需要則分開主席及行政總裁之角色。

### CORPORATE GOVERNANCE (continued)

#### Code Provision A.6.7

Code provision A.6.7 stipulates that independent non-executive Directors and other non-executive Directors should attend general meetings and develop a balanced understanding of the view of the Shareholders. Ms. Ma Shujuan and Mr. Zheng Yurui, the independent non-executive Directors, were unable to attend the special general meeting of the Company held on 16 January 2019 due to other business commitments. As an action plan to address the aforesaid deviation, the Company will require all the independent non-executive Directors to attend all future general meetings in order to comply with the code provision A.6.7 of the CG Code.

#### Code Provision E.1.2

The code provision E.1.2 currently in force stipulates, among other things, that the chairman of the issuer should attend the annual general meeting. Mr. Guo being the Chairman, was unable to attend the annual general meeting of the Company held on 31 May 2019 (the "2019 AGM") due to another commitment and Mr. Guo appointed Ms. Amika Lan E Guo, an executive Director, to act as his representative at the 2019 AGM and take the chair of the said 2019 AGM and to ensure that proceedings of the meeting would be conducted in order. The Company considers that sufficient measures have been taken to ensure the Company's corporate governance practices are no less sufficient than those in the CG Code. This constitutes a deviation of the code provision E.1.2.

#### Rule 3.28

The former company secretary of the Company, Ms. Chan Po Yu ("Ms. Chan"), had resigned with effect from 28 December 2018. On 1 November 2019, Mr. Chan Wai Shing has been appointed as the company secretary to fill the vacancy in the office of company secretary of the Company occasioned by the resignation of Ms. Chan. Accordingly, the Company had not complied with the requirement under Rule 3.28 of the Listing Rules during the period between 28 December 2018 and 31 October 2019.

### 企業管治 (續)

#### 守則條文第A.6.7條

企業管治守則之守則條文第A.6.7條規定，獨立非執行董事及其他非執行董事應出席股東大會並對本公司股東之意見有公正了解。獨立非執行董事馬淑娟女士及鄭玉瑞先生因處理其他重要事務而未能出席本公司於二零一九年一月十六日舉行之股東特別大會。作為解決上述偏離之一項行動計劃，本公司將要求所有獨立非執行董事出席未來所有股東會議，以遵守企業管治守則之守則條文第A.6.7條。

#### 守則條文第E.1.2條

守則條文第E.1.2條現時生效，當中規定（其中包括）發行人之主席應出席股東週年大會。郭先生（主席）由於其他事務未能出席本公司於二零一九年五月三十一日舉行之股東週年大會（「二零一九年股東週年大會」）且郭先生已委任執行董事Amika Lan E Guo女士作為其代表出席二零一九年股東週年大會並擔任前述二零一九年股東週年大會之主席，以確保大會之程式將有序進行。本公司認為已採取充足措施以確保本公司之企業管治常規不遜於企業管治守則所載者。此事項構成偏離守則條文第E.1.2條。

#### 上市規則第3.28條

本公司前任公司秘書陳寶茹女士（「陳女士」）已於二零一八年十二月二十八日辭任。於二零一九年十一月一日，陳偉盛先生獲委任為公司秘書以填補陳女士辭職帶來之本公司公司秘書職位空缺。因此，本公司於二零一八年十二月二十八日至二零一九年十月三十一日期間並未遵守上市規則第3.28條之規定。



# Corporate Governance Report

## 企業管治報告

### RESPONSIBILITIES OF THE BOARD

The Board's primary responsibilities include the formulation of long-term corporate strategies, policy decisions and overseeing the management of the Group's operations. In addition, the Board evaluates the performance of the Group and assesses the achievement of targets periodically set by the Board. In carrying out its duties and projects, the Board delegates certain specific considerations to designated board committees and management task forces. The daily management, administration and operations of the Company are delegated to the CEO, executive Directors and senior management and divisional heads. The delegated functions and work tasks are periodically reviewed by the Board. Approval has to be obtained from the Board prior to any significant transactions entered into by the abovementioned officers. All Directors have full and timely access to all relevant information in discharging their duties, and in appropriate circumstances are normally granted rights to seek independent professional advices at the Company's expense.

### COMPOSITION OF THE BOARD

The composition of the Board reflects the necessary balance of skills and experience for effective leadership and independence in decision making. As at the date of this report, the Board comprises 6 Directors, whose biographical details and their relationships are set out in the "Biographical Details of the Directors of the Company" on pages 63 to 69 of the Report of the Directors. There are 3 executive Directors, namely Mr. Guo Jiadi, Ms. Amika Lan E Guo and Mr. Wang Chao and 3 independent non-executive Directors, namely Mr. Chan Yee Ping, Michael, Ms. Ma Shujuan and Mr. Zheng Yurui. The Company has complied with Rules 3.10(1) and 3.10(2) of the Listing Rules relating to the appointment of a sufficient number of independent non-executive Directors and at least one of the independent non-executive Directors has appropriate professional qualifications or accounting or related financial management expertise throughout the year ended 31 December 2019. The Company has received annual confirmations from all independent non-executive Directors that they did not have any businesses or financial interests with the Group and were independent in accordance with Rule 3.13 of the Listing Rules.

### 董事會之職責

董事會之主要職責包括制定長遠企業策略、決定政策及監督本集團之業務管理。此外，董事會評估本集團之表現及評核能否達到董事會定期設定之目標。於履行職責及落實項目時，董事會將若干具體考慮事宜交由指定之董事委員會及管理小組負責。本公司之日常管理、行政及運作由行政總裁、執行董事及高級管理層以及各部門主管負責。董事會定期檢討所分派之職務及工作。上述高級職員於訂立任何重大交易前，必須事先獲董事會批准。全體董事均可適時獲完整之所有相關資料以履行其職責，並且一般有權於適當情況下徵詢獨立專業意見，費用由本公司承擔。

### 董事會之組成

董事會之組成反映有效領導及作出獨立決策所需技能及經驗之均衡配合。於本報告日期，董事會由八名董事組成，彼等之履歷及關係已載於董事會報告書第63至69頁「本公司董事之個人簡歷」。目前有三名執行董事，分別為郭加迪先生、Amika Lan E Guo女士及王超先生以及三名獨立非執行董事，分別為陳貽平先生、馬淑娟女士及鄭玉瑞先生。本公司於截至二零一九年十二月三十一日止年度一直遵守上市規則第3.10(1)及3.10(2)條有關委任足夠數目之獨立非執行董事及最少其中一名獨立非執行董事須具備適當專業資格或會計或相關財務管理專業知識之規定。本公司已接獲全體獨立非執行董事根據上市規則第3.13條發出之年度確認書，表示彼等並無於本集團擁有任何業務或財務權益，並屬獨立人士。

### APPOINTMENT AND SUCCESSION PLANNING OF DIRECTORS

The Board as a whole is responsible for reviewing its composition, developing and formulating the relevant procedures for the nomination and appointment of Directors; and monitoring their succession. The Board's established policies include procedures for the appointment of Directors nominated by the Company's shareholders. The existing Bye-laws of the Company empower the Board to appoint any person as Director either as an additional member or to fill a casual vacancy.

The term of office for each of the executive Directors and the independent non-executive Directors is 3 years. The existing Bye-laws of the Company provide that at each annual general meeting, one-third of the Directors for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director shall be subject to retirement at least once every 3 years. A retiring Director shall be eligible for re-election. The Company at the general meeting at which a Director retire may fill the vacated office. In addition, all Directors appointed to fill a casual vacancy or as an additional Director shall retire in the next annual general meeting but eligible for re-election.

### MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules (the "Model Code") as the code of conduct in respect of the securities dealing by the Directors. The Company has made specific enquiry of all Directors in respect of the securities dealing by the Directors and all Directors have confirmed that they have complied with the Model Code throughout the year ended 31 December 2019.

### BOARD COMMITTEE

The Company has established 3 Board committees, namely the Audit Committee, the Nomination Committee and the Remuneration Committee, each of which is delegated with specific roles and responsibilities by the Board. All the Board committees follow the same principles and procedures as those of the Board. The Board receives the minutes of each committee on a regular basis, including their decision and recommendations.

### 董事委任及接任計劃

全體董事會須負責審閱其組成、設立及制定有關提名及委任董事之程序以及監控接任情況。董事會已制定之政策包括委任本公司股東所提名董事之程序。本公司現行公司細則授權董事會可委任任何人士出任董事，作為新增成員或填補臨時空缺。

各執行董事及獨立非執行董事之任期為三年。本公司現行公司細則規定，於每屆股東週年大會上，當時三分之一之在任董事，或倘人數並非三或三之倍數，則最接近且不少於三分之一之董事須輪值退任，並規定每名董事須至少每三年輪值退任一次。退任董事有資格重選連任。本公司可在董事退任之股東大會上填補空缺職位。此外，所有因填補臨時空缺而獲委任之董事或獲委任為新增成員之董事須於下屆股東週年大會上退任，惟符合資格重選連任。

### 董事進行證券交易之標準守則

本公司已就董事買賣證券採納上市規則附錄10所載上市發行人董事進行證券交易的標準守則（「標準守則」）作為行為守則。本公司已就董事買賣證券向全體董事作出具體查詢，全體董事確認彼等於截至二零一九年十二月三十一日止年度一直遵守標準守則。

### 董事委員會

本公司已成立三個委員會，包括審核委員會、提名委員會及薪酬委員會，各由董事會授以特定之角色和職責。所有董事委員會須遵守之原則及程序均與董事會相同。董事會定期收到各委員會之會議記錄，包括其決策及建議。

# Corporate Governance Report

## 企業管治報告

### AUDIT COMMITTEE

The Company has established an Audit Committee. The Audit Committee of the Company comprises the following independent non-executive Directors:

Mr. Chan Yee Ping, Michael (*Chairman*)  
Mr. Yu Pak Yan, Peter (*Note i*)  
Ms. Ma Shujuan (*Note ii*)  
Mr. Zheng Yurui

*Note i:*

Mr. Yu Pak Yan, Peter has resigned as an independent non-executive Director of the Company and ceased to be a member of the Audit Committee on 30 September 2019.

*Note ii:*

Ms. Ma Shujuan has been appointed as a member of the Audit Committee with effect from 30 September 2019.

The chairman of the Audit Committee possesses the appropriate professional qualification or accounting or related financial management expertise and members of the Audit Committee comply with the requirements under Rule 3.21 of the Listing Rules. None of the members of the Audit Committee is a former partner of the Company's existing external auditors. The primary responsibilities of the Audit Committee include the followings:

- (a) to review the Company's financial information including annual report and half-yearly report and the appropriateness of any significant financial reporting judgments contained therein;
- (b) to review the relationship with the external auditors by reference to the work performed by the auditors, their fees and terms of engagement, and make recommendation to the Board on the appointment, re-appointment and removal of external auditors; and
- (c) to review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures. Further information is disclosed in the section titled "Risk Management and Internal Controls" below.

### 審核委員會

本公司已成立審核委員會。本公司審核委員會由以下獨立非執行董事組成：

陳貽平先生 (主席)  
余伯仁先生 (附註i)  
馬淑娟女士 (附註ii)  
鄭玉瑞先生

*附註i:*

余伯仁先生已於二零一九年九月三十日辭任本公司獨立非執行董事及不再擔任審核委員會成員。

*附註ii:*

馬淑娟女士已獲委任為審核委員會成員，自二零一九年九月三十日起生效。

審核委員會主席具備適當專業資格或會計或相關財務管理專業知識，而審核委員會成員則符合上市規則第3.21條之規定。概無審核委員會成員為本公司現任外聘核數師之前任合夥人。審核委員會之主要職責包括以下各項：

- (a) 審閱本公司財務資料，包括年報及半年報告，以及當中所載任何重大財務申報判斷是否恰當；
- (b) 參考核數師之工作表現、彼等之收費及委聘條款而檢討與外聘核數師之關係，以及就委聘、續聘及罷免外聘核數師向董事會提供推薦意見；及
- (c) 檢討本公司財務申報制度、內部監控制度、風險管理制度及相關程序是否足夠和有效。進一步資料披露於下文「風險管理及內部監控」一節。

# Corporate Governance Report

## 企業管治報告

### AUDIT COMMITTEE (continued)

The Company's results for the year ended 31 December 2019 and interim results for the six months ended 30 June 2019 have been reviewed by the Audit Committee before the submission to the Board.

During the year ended 31 December 2019, two meetings had been held by the Audit Committee. Attendance of each member at the Audit Committee meeting is set out in the table under the section headed "Meeting Attendance" of this report.

### Summary of work

During the year ended 31 December 2019, the Audit Committee reviewed the interim and annual results with the external auditors and its duties in accordance with the Audit Committee's written terms of reference.

The terms of reference of the Audit Committee are available for inspection on the Company's website and the Stock Exchange's website.

### Auditors' Remuneration

The Audit Committee has reviewed the remuneration paid/payable to Deloitte Touche Tohmatsu ("Deloitte"), the external auditor of the Company, for the following services provided for the year ended 31 December 2019.

### 審核委員會 (續)

審核委員會已於提交董事會前審閱本公司截至二零一九年十二月三十一日止年度之業績及截至二零一九年六月三十日止六個月之中期業績。

截至二零一九年十二月三十一日止年度，審核委員會曾舉行兩次會議。各成員於審核委員會會議之出席情況已載於本報告「會議出席情況」一節之列表。

### 工作概要

於截至二零一九年十二月三十一日止年度，審核委員會已根據審核委員會之書面職權範圍聯同外聘核數師審閱中期及年度業績以及履行其職責。

審核委員會之職權範圍可於本公司網站及聯交所網站查閱。

### 核數師酬金

審核委員會已審閱本公司就本公司外聘核數師德勤•關黃陳方會計師行(「德勤」)於截至二零一九年十二月三十一日止年度提供以下服務而已付/應付之酬金。

Nature of services	服務性質	Remuneration
		Paid/Payable 已付/應付酬金 RMB'000 人民幣千元
Audit service	審核服務	1,587
Non-audit services	非審核服務	
– Reporting accountant service in relation to a very substantial acquisition and connected transaction	– 有關非常重大收購事項及 關連交易之申報會計師服務	1,271
– Interim review service	– 中期審閱服務	573
		<hr/> 3,431

The Audit Committee has expressed its views to the Board that the level of fees paid/payable to the Company's external auditor is reasonable. There has been no major disagreement between the external auditor and the management of the Company for the year ended 31 December 2019.

審核委員會已向董事會反映意見，表示已付/應付本公司外聘核數師之費用水平屬合理。外聘核數師與本公司管理層於截至二零一九年十二月三十一日止年度並無任何重大意見分歧。

# Corporate Governance Report

## 企業管治報告

### NOMINATION COMMITTEE

The Company has established a Nomination Committee. The existing Nomination Committee comprises the following independent non-executive Directors:

Mr. Zheng Yurui (*Chairman*)  
Mr. Chan Yee Ping, Michael  
Mr. Yu Pak Yan, Peter (*Note i*)  
Ms. Ma Shujuan (*Note ii*)

*Note i:*

Mr. Yu Pak Yan, Peter has resigned as an independent non-executive Director of the Company and ceased to be a member of the Nomination Committee on 30 September 2019.

*Note ii:*

Ms. Ma Shujuan has been appointed as a member of the Nomination Committee with effect from 30 September 2019.

The Nomination Committee is responsible for all matters relating to the appointment of Directors either to fill a casual vacancy or as an addition to the existing Board. Any Director appointed to fill a casual vacancy or as an addition to the existing Board shall hold office only until the next annual general meeting and shall be eligible for re-election at such meeting. Every Director shall be subject to retirement by rotation at least once every 3 years and shall be eligible for re-election in accordance with the Bye-laws of the Company.

The Nomination Committee is responsible for identifying suitable qualified candidates and making recommendations to the Board for consideration. The process of selecting and recommending candidates for directorship includes the consideration of referrals and the engagement of external recruitment professionals. The selection criteria is based mainly on the assessment of their professional qualifications and experience relevant to the Company's businesses.

The Nomination Committee held one meeting during the year ended 31 December 2019. Attendance of each member at the Nomination Committee meeting is set out in the table under the section headed "Meeting Attendance" of this report. Attendance of each member at the Nomination Committee meeting is set out in the table under the section headed "Meeting Attendance" of this report.

### 提名委員會

本公司已成立提名委員會。提名委員會現時由以下獨立非執行董事組成：

鄭玉瑞先生 (主席)  
陳貽平先生  
余伯仁先生 (附註i)  
馬淑娟女士 (附註ii)

附註i：

余伯仁先生已於二零一九年九月三十日辭任本公司獨立非執行董事及不再擔任提名委員會成員。

附註ii：

馬淑娟女士已獲委任為提名委員會成員，自二零一九年九月三十日起生效。

提名委員會負責一切有關為填補臨時空缺或增加現有董事會名額而委任董事之事宜。任何為填補臨時空缺或增加現有董事會名額而獲委任董事之任期僅直下屆股東週年大會為止，屆時將有資格於會上重選連任。根據本公司之公司細則，每名董事均須至少每三年輪值退任一次，並有資格重選連任。

提名委員會須負責物色具備合適資格之人選並向董事會提出建議以供考慮。甄選及推薦董事人選之程序包括考慮獲引薦人士及聘請外界招聘專業人士。甄選條件主要視乎彼等與本公司業務有關之專業資格及經驗評估而定。

截至二零一九年十二月三十一日止年度，提名委員會曾舉行一次會議。各成員於提名委員會會議之出席情況已載於本報告「會議出席情況」一節之列表。各成員於提名委員會會議之出席情況已載於本報告「會議出席情況」一節之列表。

### NOMINATION COMMITTEE *(continued)*

#### Summary of work

During the year ended 31 December 2019, the Nomination Committee discussed and made recommendation to the Board on the re-election of retiring Directors in accordance with the Nomination Committee's written terms of reference.

The terms of reference of the Nomination Committee are available for inspection on the Company's website and the Stock Exchange's website.

#### Summary of Board Diversity Policy, including measurable objective, monitoring and review of the Policy

The board diversity policy (the "Policy") aims to set out the approach to achieve diversity on the Company's Board. The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance.

With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. In designing the Board's composition, Board diversity has been considered from a number of aspects. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity of the Board.

#### Measurable Objectives

Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. The Board's composition has been disclosed in the Report of the Directors.

#### Monitoring and review

The Nomination Committee has monitored the implementation of the Policy and there is no derivation from this Policy for the year ended 31 December 2019. The Nomination Committee will keep on review this Policy, as appropriate, to ensure the effectiveness of this Policy. The Nomination Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

### 提名委員會 (續)

#### 工作概要

於截至二零一九年十二月三十一日止年度，提名委員會已根據提名委員會之書面職權範圍討論重選退任董事並且向董事會提出建議。

提名委員會之職權範圍可於本公司網站及聯交所網站查閱。

#### 董事會成員多元化政策之概要，包括可計量之目標、監察及檢討政策

董事會成員多元化政策（「政策」）旨在載列本公司達致董事會成員多元化而採取之方針。本公司明白並深信董事會成員多元化對提升本公司表現素質裨益良多。

為達致可持續均衡發展，本公司視董事會成員日益多元化為支持其達致策略目標及維持可持續發展之關鍵元素。本公司在設計董事會成員組成時，會從多方面考慮董事會成員多元化組合。董事會之所有委任均以用人唯才為原則，並以客觀條件考慮候選人，從而充分顧及董事會成員多元化之裨益。

#### 可計量目標

甄選候選人將基於一系列多元化因素考慮，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能知識以及服務年期。本公司將根據獲甄選之候選人為董事會帶來之裨益及貢獻作出最終決定。董事會之組成已於董事會報告書內披露。

#### 監察及檢討

提名委員會已監察政策之實施，而截至二零一九年十二月三十一日止年度並無任何偏離本政策的情況。提名委員會將繼續於適當時候檢討本政策，確保本政策行之有效。提名委員會將討論任何或需作出之修訂，並向董事會提出修訂建議，由董事會考慮及審批。

# Corporate Governance Report

## 企業管治報告

### NOMINATION POLICY

A nomination policy (the “Nomination Policy”) sets out the selection criteria, procedures and process of appointing and reappointing a Director. The selection criteria used in assessing the suitability of a candidate include, inter alia, his/her academic background and professional qualifications, relevant experience in the industry, character and integrity and whether he/she can contribute to the diversity of the Board as detailed in the Policy. The procedures and process of appointing and reappointing a Director are summarised as follows:

- nomination and invitation of suitable candidates by any member of the Nomination Committee or the Board;
- evaluation of the candidate by the Board based on all selection criteria as set out in the Nomination Policy;
- performing due diligence in respect of each candidate and making recommendation for the Board’s consideration and approval;
- in case of nomination of an independent non-executive Director, assessing the candidate’s independence under the relevant Code Provisions and the Listing Rules;
- where nominating an independent non-executive Director for election at general meetings, having due consideration of matters under Code Provision A.5.5;
- in the context of re-appointment of retiring Directors, reviewing the candidate’s overall contribution and performance and making recommendations to the Board and/or the shareholders for consideration in connection with his/her re-election at general meetings; and
- convening a meeting of the Board to consider the appointment or re-appointment of the candidate as a Director.

### 提名政策

提名政策（「提名政策」）載列委任及重新委任董事的甄選標準、程序及過程。用於評估候選人是否合適的甄選標準包括（其中包括）他／她的學術背景和專業資格、相關行業經驗、品格和誠信以及他／她是否可有助於董事會之多元化（詳見政策）。委任及重新委任董事的程序及過程概述如下：

- 由提名委員會或董事會任何成員提名及邀請合適人選；
- 董事會根據提名政策中載列所有甄選標準對候選人進行評估；
- 就各候選人進行盡職審查，並就董事會之審議及批准提出建議；
- 倘提名獨立非執行董事，則根據相關守則條文及上市規則評估候選人之獨立性；
- 於提名獨立非執行董事參加股東大會選舉時，適當考慮守則條文第A.5.5條規定事項；
- 於重新委任退任董事之情況下，檢討候選人整體貢獻及表現，並向董事會及／或股東提出建議以供審議他／她於股東大會上再次當選；及
- 召開董事會會議，考慮委任或重新委任候選人為董事。

### REMUNERATION COMMITTEE

The Company has established a Remuneration Committee. The Remuneration Committee comprises the following independent non-executive Directors:

Mr. Yu Pak Yan, Peter (*Note i*)  
Ms. Ma Shujuan (*Chairman*) (*Note ii*)  
Mr. Chan Yee Ping, Michael  
Mr. Zheng Yurui

*Note i:*

Mr. Yu Pak Yan, Peter has resigned as an independent non-executive Director of the Company and ceased to be the chairman and a member of the Remuneration Committee on 30 September 2019.

*Note ii:*

Ms. Ma Shujuan has been appointed as the chairman and a member of the Remuneration Committee with effect from 30 September 2019.

The principal responsibilities of the Remuneration Committee include making recommendation on the policy and structure for the remuneration of Directors and senior management of the Company, the establishment of a formal and transparent procedure for developing such policy, and the review of specific remuneration packages of all executive Directors and senior management of the Company by reference to corporate goals and objective resolved by the Board from time to time. The Remuneration Committee will review and make recommendations to the Board on the remuneration packages of individual executive Directors and senior management.

The principal elements of the executive Directors' remuneration package include basic salary, benefits in kind, discretionary bonus, retirement benefits and participation in the share option scheme adopted by the shareholders of the Company in 2011. The remuneration packages of the executive Directors will be proposed by the Chairman of the Group annually for the review by the Remuneration Committee based on the following factors:

- (a) the executive Director's responsibilities and contribution;
- (b) the executive Director's individual performance; and
- (c) performance of the business unit(s) headed by the executive Director.

### 薪酬委員會

本公司已成立薪酬委員會。薪酬委員會現時由以下獨立非執行董事組成：

余伯仁先生 (*附註i*)  
馬淑娟女士 (*主席*) (*附註ii*)  
陳貽平先生  
鄭玉瑞先生

*附註i:*

余伯仁先生已於二零一九年九月三十日辭任本公司獨立非執行董事及不再擔任薪酬委員會主席及成員。

*附註ii:*

馬淑娟女士已獲委任為薪酬委員會主席及成員，自二零一九年九月三十日起生效。

薪酬委員會之主要職責包括就董事及本公司高級管理層之薪酬政策及架構提供推薦意見、就訂立薪酬政策制定正式及具透明度之程序，以及參考董事會不時提出之企業目標及目的而檢討全體執行董事及本公司高級管理層之具體薪酬組合。薪酬委員會將檢討個別執行董事及高級管理層之薪酬組合，並向董事會提呈推薦建議。

執行董事之薪酬組合主要包括基本薪金、實物利益、酌情花紅、退休福利及參與本公司股東分別於二零一一年採納之購股權計劃。執行董事之薪酬組合由本集團主席每年提出，並由薪酬委員會根據下列因素作出檢討：

- (a) 執行董事之職責及貢獻；
- (b) 執行董事之個人表現；及
- (c) 執行董事所領導業務單位之表現。



# Corporate Governance Report

## 企業管治報告

### REMUNERATION COMMITTEE (continued)

The independent non-executive Directors' remuneration includes Directors' fee and participation in the share option scheme, and subject to annual assessment and recommendation by the Remuneration Committee. The term of appointment of the independent non-executive Directors is three years. Other detailed terms of appointment have been disclosed in the Report of the Directors and the consolidated financial statements. The Board's authority to fix Directors' remuneration was granted by the Company's shareholders at the annual general meeting.

The Remuneration Committee held one meeting during the year ended 31 December 2019. Attendance of each member at the Remuneration Committee meeting is set out in the table under the section headed "Meeting Attendance" of this report.

#### Summary of work

During the year, the Remuneration Committee reviewed and made recommendations to the Board on the remuneration of the Directors and number of share options to be granted to the Directors and management of the Group in accordance with the Remuneration Committee's written terms of reference.

The term of reference of the Remuneration Committee are available for inspection on the Company's website and the Hong Kong Stock Exchange's website.

Details of the remuneration of each Director for the year ended 31 December 2019 are set out in the note 14 to the consolidated financial statements.

### MEETING ATTENDANCE

The Board meets at least four times each year and as business need arises. The Company's memorandum of association and the Articles provide for participation at meetings via telephone and other electronic means. The Directors have full access to information on the Group and independent professional advice at all times whenever deemed necessary by the Directors.

### 薪酬委員會 (續)

獨立非執行董事之薪酬包括董事袍金及參與購股權計劃，並須由薪酬委員會每年評估及提出建議。獨立非執行董事之任期為三年。有關任期之其他詳情於董事會報告書及綜合財務報表披露。本公司股東於股東週年大會上授權董事會釐定董事酬金。

截至二零一九年十二月三十一日止年度，薪酬委員會曾舉行一次會議。各成員於薪酬委員會會議之出席情況已載於本報告「會議出席情況」一節之列表。

#### 工作概要

於本年度，薪酬委員會已根據薪酬委員會之書面職權範圍就董事之薪酬及向本集團董事及管理層授予之購股權數目作出審視，並向董事會提出建議。

薪酬委員會之職權範圍可於本公司網站及香港聯交所網站查閱。

各董事於截至二零一九年十二月三十一日止年度之薪酬詳情載於綜合財務報表附註14。

#### 會議出席情況

董事會每年最少舉行四次會議，並因應業務需要而舉行會議。本公司之組織章程大綱及細則容許透過電話及其他電子方式參與會議。董事可完全取得有關本集團之資料，並在董事認為有需要時在任何時候取得獨立專業意見。

# Corporate Governance Report

## 企業管治報告

### MEETING ATTENDANCE (continued)

During the year ended 31 December 2019, 4 board meetings had been held for reviewing business performance, considering and approving the overall strategies and policies of the Company, and other business matters. Attendance of each member at the board meetings, board committee meetings and general meetings of the Company, on a named basis, during the year ended 31 December 2019 is set out in the table below.

### 會議出席情況 (續)

截至二零一九年十二月三十一日止年度，本公司曾舉行4次董事會會議，以審議業務表現以及考慮及批准本公司之整體策略及政策，以及處理其他事務。各成員於截至二零一九年十二月三十一日止年度出席本公司董事會會議、董事委員會會議及股東大會之情況按具名基準載於下表。

		Number of meetings attended/ Number of meetings held during the year ended 31 December 2019 截至二零一九年十二月三十一日止年度內出席會議次數/舉行的會議次數				
Directors	董事	Board Meetings 董事會會議	Remuneration Committee Meetings 薪酬委員會會議	Nomination Committee Meetings 提名委員會會議	Audit Committee Meetings 審核委員會會議	General Meetings 股東大會
Mr. Guo Jiadi	郭加迪先生	3/4	N/A 不適用	N/A 不適用	N/A 不適用	2/3
Ms. Amika Lan E Guo	Amika Lan E Guo女士	4/4	N/A 不適用	N/A 不適用	N/A 不適用	3/3
Mr. Wang Chao	王超先生	3/4	N/A 不適用	N/A 不適用	N/A 不適用	3/3
Dr. Wong Yun Kuen (Note i)	黃潤權博士 (附註i)	3/4	N/A 不適用	N/A 不適用	N/A 不適用	2/2
Mr. Yu Pak Yan, Peter (Note ii)	余伯仁先生 (附註ii)	3/4	1/1	1/1	2/2	2/2
Mr. Chan Yee Ping, Michael	陳貽平先生	4/4	1/1	1/1	2/2	3/3
Ms. Ma Shujuan (Note iii)	馬淑娟女士 (附註iii)	2/4	N/A 不適用	N/A 不適用	N/A 不適用	2/3
Mr. Zheng Yurui	鄭玉瑞先生	4/4	1/1	1/1	2/2	2/3

#### Note i:

Dr. Wong Yun Kuen has resigned as a non-executive Director with effect from 30 September 2019.

#### 附註i:

黃潤權博士已辭任非執行董事，自二零一九年九月三十日起生效。

#### Note ii:

Mr. Yu Pak Yan, Peter has resigned as an independent non-executive Director and ceased to be the chairman and a member of the Remuneration Committee, a member of the Audit Committee and Nomination Committee on 30 September 2019.

#### 附註ii:

余伯仁先生已於二零一九年九月三十日辭任獨立非執行董事並不再擔任薪酬委員會主席及成員、審核委員會及提名委員會成員。

#### Note iii:

Ms. Ma Shujuan, has been appointed as the chairman of the Remuneration Committee and a member of each of the Audit Committee and Nomination Committee with effect from 30 September 2019.

#### 附註iii:

馬淑娟女士已獲委任為薪酬委員會主席、審核委員會及提名委員會各自之成員，自二零一九年九月三十日起生效。

# Corporate Governance Report

## 企業管治報告

### CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the corporate governance duties as set out in the terms of reference equivalent to code provision D.3.1 of the CG Code. During the year ended 31 December 2019, the policies of the corporate governance of the Company were reviewed by the Board.

### DIRECTORS' AND OFFICERS' LIABILITIES

The Company has arranged for appropriate insurance covering the liabilities of the Directors and officers that may arise out the corporate activities which has been complied with the CG Code. The insurance coverage is reviewed on an annual basis.

### ACCOUNTABILITY AND AUDIT

The Board acknowledges its responsibility to prepare financial statements for each financial period/year which give a true and fair view of the state of affairs of the Group. The Board is not aware of any material uncertainties relating to events or condition that might cast significant doubt upon the Company's ability to continue in business. Accordingly, the Board has prepared the financial statements of the Company on a going concern basis. The Board also acknowledges its responsibility to present a balanced, clear and understandable assessment in the Company's annual and interim reports, other price-sensitive announcements and other financial disclosures required under the Listing Rules, and reports to the regulators as well as to information required to be disclosed pursuant to statutory requirements.

The above statements, which should be read in conjunction with the independent auditor's report set out from pages 95 to 102 of this annual report, are made with a view to distinguishing for Shareholders how the responsibilities of the Directors differ from those of the auditor in relation to the Group's consolidated financial statements. Having made appropriate enquiries and examined major areas which could give rise to significant financial exposures, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the Group's consolidated financial statements for the year ended 31 December 2019, the Directors considered the Group has applied appropriate accounting policies consistently, made judgments and estimates that are prudent and reasonable in accordance with applicable accounting standards. The interim and annual results and reports were published within the time limits as required under the Listing Rules after the end of the relevant periods to provide stakeholders with transparent and timely financial information.

### 企業管治職能

董事會負責履行根據企業管治守則之守則條文第D.3.1條制定之職權範圍所載企業管治職務。於截至二零一九年十二月三十一日止年度，董事會已檢討本公司之企業管治政策。

### 董事及高級職員之責任

本公司已安排適當保險，為董事及高級職員在公司事務中可能產生之責任提供保障，並已遵守企業管治守則。投保範圍會每年進行檢討。

### 問責及審核

董事會確認須負責為每一財政期間／年度編製能真實及公平地反映本集團業務狀況之財務報表。董事會並不知悉任何可能會對本公司持續經營能力造成重大疑慮之事件或情況之重大不確定因素。因此，董事會已按持續經營基準編製本公司之財務報表。董事會亦確認，其有責任在本公司年報、中期報告、其他股價敏感公佈、上市規則規定之其他財務披露及向監管者提交之報告以及根據法定要求披露之資料中，提供平衡、清晰及易於理解之評估。

以上聲明應與本年報第95至102頁所載之獨立核數師報告書一併閱讀，旨在讓股東分辨董事與核數師各自就本集團之綜合財務報表所承擔責任之區別。經作出適當查詢及檢查可能導致重大財務風險之主要範疇後，董事有理由預期，本公司具備充裕資源在可見將來繼續經營。因此，董事於編製本集團截至二零一九年十二月三十一日止年度之綜合財務報表時繼續採取持續經營基準，且董事認為本集團已貫徹應用合適之會計政策，並根據適用之會計準則作出審慎合理之判斷及估計。中期及全年業績及報告乃於有關期間完結後按照上市規則之規定時限內刊發，藉以向利益相關者提供具透明度及適時之財務資料。

### CONTINUOUS PROFESSIONAL DEVELOPMENT OF DIRECTORS

Every newly appointed Director will receive formal, comprehensive and tailored induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of Director's responsibilities and obligations under the Listing Rules and relevant statutory requirements.

Directors are continually updated on developments in the statutory and regulatory regime and the business environment to facilitate the discharge of their responsibilities. Continuing briefing and professional development for Directors will be arranged at the expenses of the Company where necessary. During the year ended 31 December 2019, each of the Directors has participated in continuous professional development by attending seminars and/or studying materials relevant to Director's duties and responsibility. Their training records have been provided to the Company.

### RISK MANAGEMENT AND INTERNAL CONTROLS

The Board acknowledges its responsibility 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 Board has the overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives, and establishing and maintaining appropriate and effective risk management and internal control systems.

The Audit Committee assists the Board in leading the management and overseeing their design, implementation and monitoring of the risk management and internal control systems. The Company has developed and adopted various risk management procedures and guidelines with defined authority for implementation by key business processes and office functions.

The Group has developed and adopted various risk management procedures and guidelines with defined authority for implementation by key business processes and office functions.

### 董事之持續專業發展

每名獲委任之新董事將於其首次獲委任時接受正式、全面及切合個人情況之入職須知，以確保彼適當瞭解本公司業務及營運，並明瞭上市規則及相關法定規定項下董事須承擔之責任及義務。

董事持續獲提供有關法定及監管制度以及營商環境發展之最新資料，以便彼等履行職責。本公司將於有需要時為董事安排持續簡介及專業發展，費用由本公司承擔。截至二零一九年十二月三十一日止年度，各董事已透過出席研討會及／或研究有關董事職務與職責之資料而參與持續專業發展，並向本公司提供其培訓記錄。

### 風險管理及內部監控

董事會確認其有關風險管理及內部監控制度以及檢討其有效性之責任。該等系統乃旨在管理而非消除未能達成業務目標之風險，且只能就不會出現重大失實陳述或損失作出合理而非絕對之保證。

董事會全權負責評估及釐定達成本公司策略目標所願意承擔的風險性質及程度，並建立及維持適當及有效的風險管理及內部監控系統。

審核委員會協助董事會帶領管理層及監管彼等對風險管理及內部監控系統之設計、實施及監察。本公司已制定及採納多個風險管理程序及指引，該等程序及指引授予主要業務程序及辦公職能界定實施權限。

本集團已制定及採納多個風險管理程序及指引，該等程序及指引授予主要業務程序及辦公職能界定實施權限。

# Corporate Governance Report

## 企業管治報告

### RISK MANAGEMENT AND INTERNAL CONTROLS *(continued)*

All divisions/departments conducted internal control assessment regularly to identify risks that potentially impact the business of the Group and various aspects including key operational and financial processes, regulatory compliance and information security. Self-evaluation has been conducted annually to confirm that control policies are properly complied with by each division/department.

During the year ended 31 December 2019, the Group engaged an independent professional consultancy firm for performing independent review of the adequacy and effectiveness of the internal control systems. Key issues in relation to the accounting practices and all material controls are examined and the independent professional consultancy firm provided its findings and recommendations for improvement to the Audit Committee.

The Board, as supported by the Audit Committee as well as the management report and the internal audit findings, reviewed the risk management and internal control systems, including the financial, operational and compliance controls, for the year ended 31 December 2019, and considered that such systems are effective and adequate. The annual review also covered the financial reporting and internal audit function and staff qualifications, experiences and relevant resources.

With reference to the Internal Audit Manual of the Group, the Group's internal audit function has been established to provide risk-based and objective assurance, advice and insight to the Board through the Audit Committee. The risk management and internal control systems are reviewed and assessed on a continuous basis by the Audit Committee and the executive Directors, and will be further reviewed and assessed at least once each year by the Board. These systems were considered effective and adequate.

The Board has implemented procedures and internal controls for handling and dissemination of inside information. Since shares of the Company listed on the Main Board of the Hong Kong Stock Exchange, the Company has adopted a policy which aims to set out guidelines to the Group's directors, officers and all relevant employees to ensure inside information of the Company is to be disseminated to the public in equal and timely manner in accordance with the Securities and Futures Ordinance and the Listing Rules.

### 風險管理及內部監控 (續)

所有分部／部門定期進行內部監控評估，以識別對本集團業務及各方面造成潛在影響的風險，包括主要營運及財務程序、監管合規及資料安全。本公司每年進行自我評估，以確認各分部／部門均已妥為遵守監控政策。

截至二零一九年十二月三十一日止年度，本公司已委任一家獨立專業顧問公司對內部監控系統之充足性及有效性進行獨立審閱。有關會計慣例及所有重大監控之主要事宜已進行檢查，並且該獨立專業顧問公司已向審核委員會提供其調查結果及有關改進的推薦意見。

截至二零一九年十二月三十一日止年度，董事會在審核委員會以及管理層報告及內部審核調查結果的協助下檢討風險管理及內部監控系統，包括財務、營運及合規監控，並認為該等系統有效且充足。年度審閱亦覆蓋財務申報及內部審核職能以及員工資格、經驗及相關資源。

參照本集團內部審核手冊，本集團內部審計職能已建立，透過審核委員會向董事會提供基於風險及客觀的保證、意見及見解。審核委員會及執行董事持續檢討及評估風險管理及內部監控系統，董事會更會每年至少進行一次檢討與評估。該等系統被視為有效及充足。

董事會已實行處理及發佈內幕消息的程序及內部監控措施。自本公司股份於香港聯交所主板上市以來，本公司已採納旨在載列對本集團董事、高級人員以及所有相關僱員之指引之政策，以確保根據證券及期貨條例及上市規則公平及適時地向公眾發佈本公司之內幕消息。

### COMPANY SECRETARY

The Company Secretary, is responsible to the Board for ensuring that the Board procedures are followed and the Board activities are efficiently and effectively conducted. He/she is also responsible for ensuring that the Board is fully appraised of the relevant legislative, regulatory and corporate governance developments relating to the Group and facilitating the induction and professional development of Directors.

The former company secretary of the Company, Ms. Chan Po Yu ("Ms. Chan"), had resigned with effect from 28 December 2018. On 1 November 2019, Mr. Chan Wai Shing ("Mr. Chan") has been appointed as the company secretary to fill the vacancy in the office of company secretary of the Company occasioned by the resignation of Ms. Chan. Accordingly, the Company had not complied with the requirement under Rule 3.28 of the Listing Rules during the period between 28 December 2018 and 31 October 2019.

During the year, Mr. Chan has attended relevant professional seminars to update his skills and knowledge. He met the training requirement set out in Rule 3.29 of the Listing Rules.

### DIVIDEND POLICY

The Board has approved and adopted a dividend policy on 21 March 2019 (the "Dividend Policy") in order to provide return to the shareholders of the Company.

Under the Dividend Policy, provided that the Group is profitable and without affecting the normal operations of the Group, the Company may consider to declare and pay dividends to the Shareholders. In deciding whether to propose a dividend and in determining the dividend amount, the Board shall take into account, among others, the Group's actual and expected financial performance, retained earnings and distributable reserves, working capital requirements, capital expenditure requirements and future expansion plans, liquidity position, Shareholders' interests, general economic conditions, business cycle of the Group's business and other internal or external factors that may have an impact on the business or financial performance and position of the Group and other factors that the Board deems appropriate.

### 公司秘書

公司秘書對董事會負責，以確保董事會程序獲遵循及董事會活動有效率及有效地進行。彼亦負責確保董事會全面評估與本集團有關之相關法律、監管及企業管治發展以及促進董事就職及專業發展。

本公司前任公司秘書陳寶茹女士（「陳女士」）已於二零一八年十二月二十八日辭任。於二零一九年十一月一日，陳偉盛先生（「陳先生」）獲委任為公司秘書以填補陳女士辭職帶來之本公司公司秘書職位空缺。因此，本公司於二零一八年十二月二十八日至二零一九年十月三十一日期間並未遵守上市規則第3.28條之規定。

於本年度，陳先生已出席相關專業研討會，以增進其技能及知識。彼已遵守上市規則第3.29條所載之培訓規定。

### 股息政策

本公司於二零一九年三月二十一日批准及採納一項股息政策（「股息政策」），以向本公司股東提供回報。

根據股息政策，惟本集團盈利且不影響本集團正常營運，本公司可考慮向股東宣派及派付股息。於決定是否提議股息及釐定股息金額時，董事會須計及（其中包括）本集團的實際及預期財務業績、留存收益及可分派儲備、營運資金需求、資本開支要求及未來擴展計劃、流動資金狀況、股東權益、整體經濟狀況、本集團業務的業務週期及其他可能對本集團的業務或財務業績及狀況構成影響的內部或外部因素以及董事會視為適當的其他因素。

# Corporate Governance Report

## 企業管治報告

### DIVIDEND POLICY (continued)

Declaration and payment of dividend shall remain to be determined at the sole discretion of the Board and subject to the Laws of Bermuda, the Bye-Laws of the Company and any applicable laws, rules and regulations. The Company will continually review the Dividend Policy and reserves the right in its sole and absolute discretion to update, amend and/or modify the Dividend Policy at any time. The Dividend Policy shall in no way constitute a legally binding commitment by the Company that dividends will be paid in any particular amount and/or in no way obligate the Company to declare a dividend at any time or from time to time.

### SHAREHOLDERS' RIGHTS

#### (I) How Shareholders Can Convene A Special General Meeting And Putting Forward Proposals at Shareholders' Meeting

The Directors may, whenever they think fit, convene a special general meeting, and special general meetings shall also be convened on requisition, as provided by the Companies Act, and, if default, may be convened by the requisitionists. On the requisition of members of the Company holding at the date of the deposit of the requisition not less than one-tenth of such of the paid-up capital of the Company as at the date of the deposit carries the right of voting at general meetings of the Company, the Directors forthwith proceed duly to convene a special general meeting of the Company. If the Directors do not within twenty-one days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the said date.

### 股息政策 (續)

宣派及派付股息仍須由董事會全權酌情釐定，並受百慕達法例、本公司細則及任何適用法律、規則及規例所規限。本公司將持續檢討股息政策，並保留隨時更新、修訂及／或修改股息政策的全權及絕對酌情權。股息政策絕不構成本公司具有法律約束力之承諾，即股息將以任何特定金額派付及／或絕不責令本公司於任何時間或不時宣派股息。

### 股東權利

#### (I) 股東如何召開股東特別大會及於股東大會提呈議案

董事可於其認為合適之時候召開股東特別大會，而股東特別大會亦可應公司法所規定之請求書召開，如無應該請求書召開股東特別大會，則可由請求人召開股東特別大會。於遞交請求書當日持有本公司截至遞交當日止之本公司實收資本（有權在本公司股東大會上表決）不少於十分之一之本公司股東遞交請求書之情況下，董事應立刻召開本公司股東特別大會。如董事於遞交請求書當日起計二十一日期內仍未召開大會，該等請求人或代表全體請求人一半以上總投票權之任何請求人可以自行召開大會，惟任何大會不得於上述日期起計超過三個月後舉行。

### SHAREHOLDERS' RIGHTS (continued)

#### (II) Procedures by which enquiries may be put to the Board

Enquiries of shareholders can be sent to the Company either by email at info@chinasandi.com.hk or by post to the Company's Hong Kong head office at Room 3405, 34th Floor., China Merchants Tower Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong. Shareholders can also make enquiries with the Board directly at the general meetings.

### INVESTOR RELATIONS AND COMMUNICATION WITH SHAREHOLDERS

The Company recognises the importance of the communication with shareholders. In order to maintain and further enhance the investors' relationship with the Company's shareholders, the Company established various channels of communication with its shareholders:

- (1) The annual general meeting provides a platform for shareholders to exchange views with the Board. The members of the Board and external auditors will attend the meeting. The Group encourages all shareholders to attend and raise any comment on the performance of the Group. The Board welcomes to exchange views with its shareholders at the meeting.
- (2) The Company has regularly met with financial analysts, fund managers and potential investors during the year ended 31 December 2019, in order to enhance the understanding the Group's operations and developments.
- (3) Information relating to the Company's financial information is provided through publications of annual/interim reports, announcements, circulars and press release.
- (4) The Company has established a corporate website which provides regularly updated Company financial information and other corporate information.

### CONSTITUTIONAL DOCUMENTS

During the year ended 31 December 2019, there was no change in the Company's constitutional documents.

### 股東權利 (續)

#### (II) 向董事會提出查詢之程序

股東可透過電郵至info@chinasandi.com.hk或郵寄至本公司香港總辦事處(地址為香港干諾道中168-200號信德中心招商局大廈34樓3405室)·向本公司作出查詢。股東亦可於股東大會上直接向董事會作出查詢。

### 投資者關係及與股東溝通

本公司深明與股東溝通之重要性。為維繫並加強與本公司股東之投資者關係·本公司已設立多個與股東溝通之渠道:

- (1) 股東週年大會為股東與董事會交流意見之平台。董事會成員與外聘核數師將出席大會。本集團鼓勵全體股東出席並就本集團之表現提出任何意見。董事會歡迎股東於大會上交流意見。
- (2) 截至二零一九年十二月三十一日止年度·本公司定期與財務分析員、基金經理及準投資者會面·以加強彼等對本集團業務及發展之認識。
- (3) 本公司透過刊發年度/中期報告、公告、通函及新聞稿提供有關本公司財務資料之資訊。
- (4) 本公司已設立公司網頁·定期提供本公司財務資料及其他公司資料之最新資訊。

### 章程文件

截至二零一九年十二月三十一日止年度·本公司之章程文件並無任何變動。



# Report of the Directors

## 董事會報告書

The board (the “Board”) of directors (the “Directors”) herein submit their report together with the audited consolidated financial statements of the Group for the year ended 31 December 2019.

### PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the principal activities of the principal subsidiaries are set out in note 47 to the consolidated financial statements.

### SEGMENTAL INFORMATION

An analysis of the performance of the Group’s by operating segments for the year ended 31 December 2019 is set out in note 8 to the consolidated financial statements.

### RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2019 and the financial performance of the Company and the Group at that date are set out in the consolidated financial statements on pages 103 to 296.

The Board has resolved not to recommend the payment of any dividend for the year ended 31 December 2019.

### BUSINESS REVIEW AND COMMENTARY

#### Financial Results

The financial results and business review of the Group for the year ended 31 December 2019 are set out in the annual report and particular on the section headed “Management Discussion and Analysis” from pages 6 to 37.

#### Environmental measure and performance

The Group is committed to contributing to the sustainability of the environment and maintaining a high standard of corporate social governance essential for creating a framework for motivating staff, and contributes to the community in which we conduct our businesses and creating a sustainable return to the Group.

Detail of which are disclosed in our Environmental, Social and Governance report, which will be issued separately by the Company.

董事（「董事」）會（「董事會」）謹此提呈其報告連同本集團截至二零一九年十二月三十一日止年度之經審核綜合財務報表。

### 主要業務

本公司之主要業務為投資控股，其主要附屬公司之主要業務詳情載於綜合財務報表附註47。

### 分部資料

截至二零一九年十二月三十一日止年度，本集團經營分部之表現分析載於綜合財務報表附註8。

### 業績及分派

本集團截至二零一九年十二月三十一日止年度之業績以及本公司及本集團於該日之財務表現載於第103至296頁之綜合財務報表。

董事會議決不建議就截至二零一九年十二月三十一日止年度派付任何股息。

### 業務回顧及評論

#### 財務業績

本集團截至二零一九年十二月三十一日止年度之財務業績及業務回顧載於年報及第6至37頁「管理層討論及分析」個別一節。

#### 環境措施及表現

本集團致力促進環境可持續性及維持高標準企業社會治理，其乃建立激勵員工框架所必需的，並在我們開展業務之社區作出貢獻及為本集團創造可持續回報。

詳情披露於本公司將另行刊發的環境、社會及管治報告。

### COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

As far as the Board and management are aware, the Group has complied in material aspects with the relevant laws and regulations that have a significant impact on the business and operation of the Group. During the year ended 31 December 2019, there was no material breach of or non-compliance with the applicable of relevant laws and regulations by the Group.

### RELATIONSHIPS WITH SUPPLIERS, CUSTOMERS AND OTHER STAKEHOLDERS

The Group understands the importance of maintaining a good relationship with its suppliers and customers to meet its immediate and long-term goals. We enjoy good relationships with suppliers and customers with mutual trust. Accordingly, our management have kept good communications, promptly exchanged ideas and shares business update with them when appropriate. During the year ended 31 December 2019, there were no material and significant dispute between the Group and its suppliers and/or customers.

Employees are the valuable assets of the Group. The Group strives to motivate its employees with a clear career path and improvement of their skills by encouraging them to take part in external training courses, professional seminars and examinations and support them by sponsoring. The Group put efforts into providing staff with a harmonious, positive and inspiring working environment. The Group always adheres to its people-oriented concept, values and maintains their employees' legitimate rights and interests.

By providing employees with a good working environment and competitive trainings, employees' productivities and their performances are greatly improved.

### 遵循相關法律及法規

就董事會及管理層所知，本集團已在所有重大方面遵守對本集團之業務及經營有重大影響之相關法律及法規。截至二零一九年十二月三十一日止年度，本集團概無嚴重違反或不遵守相關適用法律及法規。

### 與供應商、客戶及其他持份者之關係

本集團理解與其供應商及客戶維持良好關係以達致其即時及長期目標之重要性。我們與供應商及客戶有互相信任之良好關係。因此，我們的管理層與彼等一直保持良好溝通、及時交換意見及於適當時分享業務最新資料。截至二零一九年十二月三十一日止年度，本集團與其供應商及／或客戶之間並無重大及顯著糾紛。

僱員乃本集團之寶貴資產。本集團致力透過清晰職業發展途徑及透過鼓勵僱員參加外部培訓課程、專業講座及考試，及贊助，支持僱員改進自身技能，以激勵僱員。本集團致力為僱員提供和諧、積極及激勵的工作環境。本集團始終堅持以人為本的理念，重視及維護其僱員之合法權益。

透過為僱員提供良好工作環境及有競爭力的培訓，僱員之生產力及其表現均大大改善。

# Report of the Directors

## 董事會報告書

### KEY RISKS AND UNCERTAINTIES

The Group's financial conditions, results of operations, businesses prospects would be affected by a number of risks and uncertainties directly or indirectly pertaining to our Group's businesses which including business risk, policy and market risk, operational risk and financial management risk.

#### Business Risk

Performance of our Group's core business will be affected by various factors, including but not limited to economic conditions such as performance of property markets in regions, which would not be mitigated even with careful and prudent investment strategy and strict procedure.

#### Policy and Market Risk

As a key economic pillars industry for the PRC's development, the property sector is more susceptible to the impact of macro-economic and industrial policies. Our Group's performance may be adversely affected by changes of the political, social and economic conditions in the PRC if we are unable to respond to the ever-changing market condition in a timely manner.

#### Operational Risk

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. Responsibility for managing operational risk basically rests with every function at divisional and departmental levels. Key functions in our Group are guided by their standard operating procedures, limit of authority and reporting framework. Our management will identify and assess key operational exposures regularly so that appropriate risk response can be taken.

#### Financial management risk

The main financial management risk and the Group's financial management measures are shown in note 39(b) to the consolidated financial statements.

There may be other risks and uncertainties in addition to those mentioned above which are not known to the Group or which may not be material now but could turn out to be material in the future.

### 主要風險及不確定因素

本集團財務狀況、經營業績及業務前景均可能會受到與本集團業務直接或間接有關之若干風險及不確定因素所影響，其中包括業務風險、政策及市場、營運風險及財務管理風險。

#### 業務風險

本集團核心業務之表現將受到各種因素影響，包括但不限於經濟狀況，如區域物業市場表現，其風險即使有小心謹慎之投資策略及嚴謹程序亦難以緩解。

#### 政策及市場風險

作為中國發展的重要經濟支柱產業，房地產行業更易受宏觀經濟及行業政策的影響。倘我們不能及時回應不斷變化的市場狀況，本集團的業績可能受到中國政治、社會及經濟狀況變動的不利影響。

#### 營運風險

營運風險指因內部程序、人員及制度不足或缺失，或因外部事件導致之損失風險。管理營運風險之責任基本上由各分部及部門的各個職能崗位肩負。本集團之主要職能崗位經由本身之標準營運程序、權限及匯報框架作出指引。管理層將會定期識別及評估主要之營運風險，以便採取適當風險應對。

#### 財務管理風險

主要財務管理風險及本集團財務管理措施載於綜合財務報表附註39(b)。

除於上述提及者外，亦可能存在其他本集團未知之風險及不確定因素，或目前未必屬於重大但日後可能變成重大之其他風險及不確定因素。

# Report of the Directors

## 董事會報告書

### SUMMARY OF FINANCIAL INFORMATION

A summary of the consolidated results and assets, liabilities and non-controlling interests of the Group for the last five financial years/periods, as extracted from the published audited consolidated financial statements and restated as appropriate, is set out below. The summary does not form part of the consolidated financial statements.

### 財務資料概要

本集團最近五個財政年度／期間的綜合業績及資產、負債及非控股權益概要（摘錄自己刊發經審核綜合財務報表及重列（如適用））載列如下。該概要不構成綜合財務報表。

		Year	Nine	Year ended 31 March		
		ended 31	months	ended 31 March		
		December	ended 31	ended 31 March		
		截至十二月	December	截至三月三十一日止年度		
		三十一日止	截至十二月	截至三月三十一日止年度		
		年度	三十一日止	截至三月三十一日止年度		
		年度	九個月	截至三月三十一日止年度		
		2019	2018	2018	2017	2016
		二零一九年	二零一八年	二零一八年	二零一七年	二零一六年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(note i)	(note i)	(note ii)	(note ii)	(note iii)
		(附註i)	(附註i)	(附註ii)	(附註ii)	(附註iii)
Revenue	收益	1,941,565	365,048	600,201	258,044	89,616
Profit (loss) for the year/ period attributable to the owners of the Company	本公司擁有人應佔年／期內 溢利／（虧損）	482,165	(114,580)	132,581	(146,894)	131,526

# Report of the Directors

## 董事會報告書

### SUMMARY OF FINANCIAL INFORMATION

(continued)

#### Assets, liabilities and non-controlling interest

### 財務資料概要 (續)

#### 資產、負債及非控股權益

		At 31 December 於十二月三十一日		At 31 March 於三月三十一日		
		2019 二零一九年 RMB'000 人民幣千元 (note i) (附註i)	2018 二零一八年 RMB'000 人民幣千元 (note i) (附註i)	2018 二零一八年 RMB'000 人民幣千元 (note ii) (附註ii)	2017 二零一七年 RMB'000 人民幣千元 (note ii) (附註ii)	2016 二零一六年 RMB'000 人民幣千元 (note iii) (附註iii)
<b>Assets and liabilities</b>	<b>資產及負債</b>					
Non-current assets	非流動資產	8,847,037	6,762,538	3,530,255	3,863,069	3,332,166
Current assets	流動資產	11,427,775	11,310,342	2,262,679	1,436,199	542,660
Total assets	總資產	20,274,812	18,072,880	5,792,934	5,299,268	3,874,826
Current liabilities	流動負債	10,375,071	11,762,223	1,590,771	1,033,350	238,469
Non-current liabilities	非流動負債	5,900,209	2,249,663	1,451,462	1,571,529	1,029,088
Total liabilities	總負債	16,275,280	14,011,886	3,042,233	2,604,879	1,267,557
Total equity	總權益	3,999,532	4,060,994	2,750,701	2,694,389	2,607,269
Attributable to:	以下各方應佔:					
Owners of the Company	本公司擁有人	3,945,563	3,982,357	2,719,892	2,666,315	2,583,353
Non-controlling interests	非控股權益	53,969	78,637	30,808	28,074	23,915

#### Notes:

- (i) These financial information were extracted from the audited consolidated financial statements as set out on page 103 to 296 in this report.
- (ii) The financial information for the year ended 31 March 2017 and 2018 were extracted from the Company's 2017/18 annual report, which has been restated under merger accounting and has also been adjusted for the change of presentation currency.
- (iii) The financial information for the year ended 31 March 2016 was extracted from the Company's 2015/16 annual report which has been adjusted for the change of presentation currency.

#### 附註:

- (i) 該等財務資料摘錄自本報告第103至296頁所載之經審核綜合財務報表。
- (ii) 截至二零一七年及二零一八年三月三十一日止年度之財務資料乃摘錄自本公司二零一七/一八年年報，已根據合併會計法重列及就呈列貨幣變動作調整。
- (iii) 截至二零一六年三月三十一日止年度之財務資料乃摘錄自本公司二零一六年年報，已就呈列貨幣變動作調整。

# Report of the Directors

## 董事會報告書

### PRINCIPAL PROPERTIES

Details of the principal properties held for investment purposes are set out in note 19 to the consolidated financial statements.

### PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year ended 31 December 2019 are set out in note 17 to the consolidated financial statements.

### SHARE CAPITAL AND SHARE OPTIONS

Details of movements in the Company's share capital during the year ended 31 December 2019 are set out in note 31 to the consolidated financial statements.

Details of movements in the Company's share options during the year ended 31 December 2019 are set out in note 32 to the consolidated financial statements.

### BONDS PAYABLE

Details of movements in the Company's bonds payable during the year ended 31 December 2019 are set out in the note 33 to the consolidated financial statements.

### RESERVES

Details of movements in the reserves of the Group and the Company during the year ended 31 December 2019 are set out in the consolidated statement of changes in equity on pages 109 and 110 of this annual report and in note 48 to the consolidated financial statements, respectively.

### DISTRIBUTABLE RESERVES

The Company's reserves available for distribution amounted to approximately RMB981,014,000 as at 31 December 2019 (2018: approximately RMB1,084,493,000).

### 主要物業

持作投資之主要物業詳情載於綜合財務報表附註19。

### 物業、廠房及設備

本集團物業、廠房及設備截至二零一九年十二月三十一日止年度之變動詳情載於綜合財務報表附註17。

### 股本及購股權

本公司股本於截至二零一九年十二月三十一日止年度之變動詳情載於綜合財務報表附註31。

本公司購股權於截至二零一九年十二月三十一日止年度之變動詳情載於綜合財務報表附註32。

### 應付債券

本公司應付債券截至二零一九年十二月三十一日止年度之變動詳情載於綜合財務報表附註33。

### 儲備

本集團及本公司截至二零一九年十二月三十一日止年度之儲備變動詳情分別載於本年報第109及110頁之綜合權益變動表及綜合財務報表附註48。

### 可供分派儲備

本公司於二零一九年十二月三十一日之可供分派儲備約為人民幣981,014,000元（二零一八年：約人民幣1,084,493,000元）。

# Report of the Directors

## 董事會報告書

### MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 December 2019, less than 10% of the Group's sale were attributable to the Group's largest customer and five largest customers respectively.

In addition, the five largest suppliers of the Group together accounted for approximately 42% of the Group's total purchases during the year ended 31 December 2019, with the largest supplier accounted for approximately 31%.

None of the Directors, any of their close associates or any substantial shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers and suppliers during the year.

### CHARITABLE CONTRIBUTIONS

During the year ended 31 December 2019, the Group did not make charitable contributions (nine months ended 31 December 2018: Nil).

### DIRECTORS

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

#### EXECUTIVE DIRECTORS

Mr. Guo Jiadi (*Chairman*)  
Ms. Amika Lan E Guo  
Mr. Wang Chao

#### NON-EXECUTIVE DIRECTOR

Dr. Wong Yun Kuen (Resigned on 30 September 2019)

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chan Yee Ping, Michael  
Mr. Yu Pak Yan, Peter (Resigned on 30 September 2019)  
Ms. Ma Shujuan  
Mr. Zheng Yurui

In accordance with the Bye-laws 111(A) and 111(B) of the Bye-laws of the Company, Mr. Wang Chao and Ms. Ma Shujuan shall retire from office by rotation and being eligible, will offer themselves for re-election at the forthcoming annual general meeting of the Company.

### 主要客戶及供應商

截至二零一九年十二月三十一日止年度，本集團最大及五大客戶分別佔本集團銷售額不足10%。

此外，本集團五大供應商合共佔本集團在截至二零一九年十二月三十一日止年度的總採購額約42%，其中最大供應商佔約31%。

本公司董事、彼等任何緊密聯繫人士或任何主要股東（據董事所深知，擁有本公司已發行股本5%以上者）年內概無於本集團五大客戶及供應商中擁有任何實益權益。

### 慈善捐款

於截至二零一九年十二月三十一日止年度，本集團並無作出慈善捐款（截至二零一八年十二月三十一日止九個月：無）。

### 董事

本年度內及截至本報告日期之董事如下：

#### 執行董事

郭加迪先生（主席）  
Amika Lan E Guo女士  
王超先生

#### 非執行董事

黃潤權博士（於二零一九年九月三十日辭任）

#### 獨立非執行董事

陳貽平先生  
余伯仁先生（於二零一九年九月三十日辭任）  
馬淑娟女士  
鄭玉瑞先生

根據本公司之公司細則第111(A)及111(B)條規定，王超先生及馬淑娟女士須於本公司應屆股東週年大會輪值退任，及彼等符合資格並願意重選連任。

# Report of the Directors

## 董事會報告書

### UPDATES ON DIRECTORS' INFORMATION

The following is updated information of directors of the Company required to be disclosed pursuant to Rule 13.51(B) of the Listing Rules:

1. Dr. Wong Yun Kuen (“Dr. Wong”) has resigned as an independent non-executive director of Asia Coal Limited (a company cancelled listing on Hong Kong Stock Exchange with effect from 18 June 2019) and Kingston Financial Group Limited (stock code: 1031, a company listed on the Hong Kong Stock Exchange) with effect from 6 June 2019 and 29 August 2019 respectively.
2. Dr. Wong has resigned as a non-executive Director of the Company with effect from 30 September 2019.
3. Mr. Yu Pak Yan, Peter has resigned as an independent non-executive Director of the Company on 30 September 2019.

### BIOGRAPHICAL DETAILS OF THE DIRECTORS OF THE COMPANY

#### Executive Directors

**Mr. Guo Jiadi (“Mr. Guo”)**, aged 60, is a merchant and was appointed as the Chairman and was appointed as the Chairman and an executive Director of the Company with effect from 12 December 2014. Mr. Guo is also a director of certain subsidiaries of the Company, incorporated in Hong Kong and the British Virgin Islands (the “BVI”) respectively engaged in investment holding and also a director and legal representative of certain operating subsidiaries of the Company in the PRC. Mr. Guo is also an ultimate beneficial owner of a substantial shareholder of the Company.

Mr. Guo started his business in international trading and, in 24 years, diversified into businesses including footwear manufacturing, chemical technology, mining, real estate development and hotel investment with presence throughout Europe, the United States, Hong Kong, Shanghai, Fujian, Shaanxi and Jilin. Mr. Guo has over 29 years of experience in trading business and over 19 years of experience in property development.

### 董事資料更新

以下為根據上市規則第13.51(B)條須予披露之本公司董事資料更新：

1. 黃潤權博士（「黃博士」）已辭任亞洲煤業有限公司（一間自二零一九年六月十八日起取消於香港聯交所上市之公司）及金利豐金融集團有限公司（股份代號：1031，一間於香港聯交所上市之公司）之獨立非執行董事，分別自二零一九年六月六日及二零一九年八月二十九日起生效。
2. 黃博士已辭任本公司非執行董事，自二零一九年九月三十日起生效。
3. 余伯仁先生已於二零一九年九月三十日辭任本公司獨立非執行董事。

### 本公司董事之個人簡歷

#### 執行董事

**郭加迪先生（「郭先生」）**，60歲，為一名商人，自二零一四年十二月十二日起獲委任為本公司主席兼執行董事。郭先生亦為本公司於香港及英屬處女群島（「英屬處女群島」）註冊成立並從事投資控股之若干附屬公司之董事，同時亦為本公司若干中國營運附屬公司之董事兼法定代表人。郭先生亦為本公司主要股東之最終實益擁有人。

郭先生以國際貿易為事業起步點，於二十四年間多元化發展至造鞋、化工科技、採礦、房地產開發以及酒店投資等，業務遍及歐洲、美國、香港、上海、福建、陝西及吉林。郭先生不單於貿易業務方面具備逾29年經驗，亦擁有逾19年物業發展經驗。



# Report of the Directors

## 董事會報告書

### BIOGRAPHICAL DETAILS OF THE DIRECTORS OF THE COMPANY *(continued)*

#### Executive Directors *(continued)*

Mr. Guo entered into the property market in the PRC by establishing Fuzhou Gaojia Real Estate Development Co., Ltd. ("Fuzhou Gaojia") and has since acted as its chairman. Fuzhou Gaojia has obtained (Qualification Certificate (Class 1) for Real Estate Development Enterprise in the PRC\*) from the Department of Housing and Urban and Rural Development of the PRC\*. Fuzhou Gaojia has completed certain real estate projects in Fuzhou, Putian, Baoji and Shanghai.

Mr. Guo is the father of Ms. Amika Lan E Guo, who is an executive Director of the Company. Apart from the aforesaid, Mr. Guo does not have any other relationship with any Director, senior management, substantial or controlling shareholder(s) of the Company. Save as disclosed above, Mr. Guo does not hold directorship in other public listed companies in Hong Kong or overseas in the past three years.

**Ms. Amika Lan E Guo ("Ms Guo")**, aged 34, has been appointed as an executive Director of the Company with effect from 9 July 2014 and is a director of certain Hong Kong and BVI subsidiaries of the Company. Ms. Guo is responsible for the overall business development of the company. Her current position is the Director of Business Operations and is responsible for general operation management, corporate development and planning matters. Ms. Guo has graduated from Simon Fraser University in Canada with a bachelor degree of Business Administration. She also holds a MBA degree from The University of Hong Kong.

Ms. Guo is the daughter of Mr. Guo Jiadi, who is the Chairman and an executive Director and the ultimate beneficial owner of a substantial shareholder of the Company. Save as disclosed above, Ms. Guo does not have any other relationship with any Director, senior management, substantial or controlling shareholder(s) of the Company. Save as disclosed above, Ms. Guo does not hold directorship in other public listed companies in Hong Kong or overseas in the past three years.

\* For identification purposes only

### 本公司董事之個人簡歷 (續)

#### 執行董事 (續)

郭先生涉足中華人民共和國物業市場，成立福州高佳房地產開發有限公司（「福州高佳」），並一直擔任其主席。福州高佳已從中華人民共和國住房和城鄉建設部取得中華人民共和國房地產開發企業資質證書（壹級）。福州高佳已完成若干位於福州、莆田、寶鷄及上海之房地產項目。

郭先生為本公司執行董事Amika Lan E Guo女士之父親。除上文所述外，郭先生與本公司任何董事、高級管理層、主要或控股股東概無任何關係。除上文披露者外，郭先生在過去三年沒有在香港或海外其他上市公眾公司擔任董事職務。

**Amika Lan E Guo女士（「郭女士」）**，34歲，於二零一四年七月九日獲委任為本公司執行董事及為本公司之若干香港及英屬處女群島附屬公司之董事。郭女士負責本公司的整體業務發展。彼現任業務經營主管，負責一般經營管理、公司發展及規劃事項。郭女士畢業於西門菲莎大學(Simon Fraser University)，獲頒工商管理學士學位。彼亦持有香港大學工商管理碩士學位。

郭女士為主席兼執行董事兼本公司主要股東之最終實益擁有人郭加迪先生之女兒。除上文所披露者外，郭女士與本公司任何董事、高級管理層、主要或控股股東概無任何其他關係。除上文披露者外，郭女士在過去三年沒有在香港或海外其他上市公眾公司擔任董事職務。

\* 僅供識別

### BIOGRAPHICAL DETAILS OF THE DIRECTORS OF THE COMPANY *(continued)*

#### Executive Directors *(continued)*

**Mr. Wang Chao (“Mr. Wang”)**, aged 43, was appointed as an executive Director of the Company with effect from 5 February 2018. Mr. Wang hold a bachelor’s degree of Laws from the Xiamen University\*. Prior to joining the Group, he worked in companies that specialised in property development industries for over ten years. Mr. Wang is the general manager of Fujian Sinco since 1 January 2018 and responsible for the overall operation for the various subsidiaries of the Group in the PRC.

Mr. Wang does not have any relationship with any Director, senior management, substantial or controlling shareholder(s) of the Company. Save as disclosed above, Mr. Wang does not hold directorship in other public listed companies in Hong Kong or overseas in the past three years.

#### Non-Executive Director

**Dr. Wong Yun Kuen (“Dr. Wong”)**, aged 62, was appointed as an independent non-executive Director on 18 September 2009. Dr. Wong has been re-designated from independent non-executive Director to non-executive director of the Company with effect from 15 September 2016.

Dr. Wong received a Ph.D. Degree from Harvard University, and was “Distinguished Visiting Scholar” at Wharton School of the University of Pennsylvania. He has worked in financial industries in the United States and Hong Kong for many years, and has considerable experience in corporate finance, investment and derivative products. He is a member of Hong Kong Securities and Investment Institute.

Dr. Wong is the chairman and an executive director of UBA Investments Limited (stock code: 768) and Far East Holdings International Limited (stock code: 36), and an independent non-executive director of DeTai New Energy Group Limited (stock code: 559), Kaisun Holdings Limited (stock code: 8203), GT Group Holdings Limited (stock code: 263), Tech Pro Technology Development Limited (stock code: 3823) and Synergis Holdings Limited (stock code: 2340).

\* For identification purposes only

### 本公司董事之個人簡歷 (續)

#### 執行董事 (續)

**王超先生 (「王先生」)**，43歲，自二零一八年二月五日起獲委任為本公司執行董事。王先生持有廈門大學法學學士學位。王先生於加入本集團前在多間專門從事物業開發行業之公司擔任不同管理職務任職超過十年。王先生自二零一八年一月一日起為福建先科之總經理並負責本集團多間附屬公司於中國之整體營運。

王先生與本公司任何董事、高級管理層、主要或控股股東概無任何關係。除上文披露者外，王先生在過去三年沒有在香港或海外其他上市公眾公司擔任董事職務。

#### 非執行董事

**黃潤權博士 (「黃博士」)**，62歲，於二零零九年九月十八日獲委任為獨立非執行董事。黃博士已由獨立非執行董事調任為本公司非執行董事，自二零一六年九月十五日起生效。

黃博士持有哈佛大學博士學位，並曾任賓夕法尼亞州大學Wharton School「傑出客座學者」。黃博士在美國及香港金融界工作多年，對企業融資、投資及衍生產品具有豐富經驗。彼為香港證券專業學會會員。

黃博士為開明投資有限公司 (股份代號：768) 及遠東控股國際有限公司 (股份代號：36) 之主席兼執行董事，以及德泰新能源集團有限公司 (股份代號：559)、凱順控股有限公司 (股份代號：8203)、高富集團控股有限公司 (股份代號：263)、德普科技發展有限公司 (股份代號：3823) 及昇捷控股有限公司 (股份代號：2340) 之獨立非執行董事。

\* 僅供識別

# Report of the Directors

## 董事會報告書

### BIOGRAPHICAL DETAILS OF THE DIRECTORS OF THE COMPANY *(continued)*

#### Non-Executive Director *(continued)*

Dr. Wong was also an executive director of Boill Healthcare Holdings Limited (stock code: 1246) from July 2016 to December 2018 and an independent non-executive director of Bauhaus International (Holdings) Limited (stock code: 483) from October 2004 to December 2016, Kingston Financial Group Limited (stock code: 1031) from June 2005 to August 2019, Sincere Watch (Hong Kong) Limited (stock code: 444) from September 2012 to December 2017, Far East Holdings International Limited (stock code: 36) from December 2014 to July 2017 and Asia Coal Limited (a company cancelled listing on Hong Kong Stock Exchange with effect from 18 June 2019) from September 2018 to June 2019. All the companies mentioned above are listed on Hong Kong Stock Exchange.

Dr. Wong does not have any relationship with any Director, senior management, substantial or controlling shareholder(s) of the Company. Save as disclosed above, Dr. Wong does not hold directorship in other public listed companies in Hong Kong or overseas in the past three year.

Dr. Wong has resigned as a non-executive Director on 30 September 2019.

#### Independent non-executive Directors

**Mr. Chan Yee Ping, Michael ("Mr. Chan")**, aged 42, was appointed as an independent non-executive Director with effect from 9 July 2014. Mr. Chan was also appointed as the chairman of the Audit Committee and a member of the Nomination Committee and Remuneration Committee of the Company. Mr. Chan holds a bachelor degree of Business Administration (Honours) in Accountancy from The Hong Kong Polytechnic University. He is a member with practicing certificate of the Hong Kong Institute of Certified Public Accountants, and a fellow member of the Association of Chartered Certified Accountants. He has over ten years of working experience in the fields of accounting and audit, corporate secretarial management and corporate governance.

### 本公司董事之個人簡歷 (續)

#### 非執行董事 (續)

黃博士亦自二零一六年七月至二零一八年十二月為保集健康控股有限公司(股份代號: 1246)之執行董事, 以及自二零零四年十月至二零一六年十二月為包浩斯國際(控股)有限公司(股份代號: 483)、自二零零五年六月至二零一九年八月為金利豐金融集團有限公司(股份代號: 1031)、自二零一二年九月至二零一七年十二月為Sincere Watch (Hong Kong) Limited (股份代號: 444)、自二零一四年十二月至二零一七年七月為遠東控股國際有限公司(股份代號: 36)及自二零一八年九月至二零一九年六月為亞洲煤業有限公司(一間自二零一九年六月十八日起取消於香港聯交所上市之公司)之獨立非執行董事。上述所有公司均於香港聯交所上市。

黃博士與本公司任何董事、高級管理層、主要或控股股東概無任何關係。除上文披露者外, 黃博士在過去三年沒有在香港或海外其他上市公眾公司擔任董事職務。

黃博士已於二零一九年九月三十日辭任非執行董事。

#### 獨立非執行董事

**陳貽平先生(「陳先生」)**, 42歲, 於二零一四年七月九日獲委任為獨立非執行董事。陳先生亦獲委任為本公司之審核委員會主席以及提名委員會及薪酬委員會成員。陳先生持有香港理工大學會計學(榮譽)工商管理學學士學位。彼為擁有香港會計師公會執業證書之會員及英國特許公認會計師公會資深會員。陳先生於會計及審計、公司秘書管理以及企業管治方面擁有逾十年工作經驗。

### BIOGRAPHICAL DETAILS OF THE DIRECTORS OF THE COMPANY *(continued)*

#### Independent non-executive Directors *(continued)*

He is currently the company secretary of China Sunshine Paper Holdings Company Limited (stock code: 2002), which is listed on the Main Board of the Stock Exchange, as well as Northeast Electric Development Co., Limited (stock code: 42), a joint stock limited company incorporated in the PRC and listed on the Shenzhen Stock Exchange and the Main Board of the Stock Exchange respectively.

He was also an independent non-executive director of Prosper One International Holdings Company Limited (stock code: 1470) from September 2017 to December 2018. Mr. Chan has been appointed as an independent non-executive director for three companies, namely China Wah Yan Healthcare Limited (stock code: 648) since July 2014, StarGlory Holdings Company Limited (formerly known as "New Wisdom Holding Company Limited") (stock code: 8213) since November 2016, and Champion Alliance International Holdings Limited (stock code: 1629) since November 2018.

Mr. Chan is the director of MCI CPA Limited. Mr. Chan does not have any relationship with any Director, senior management, substantial or controlling shareholder(s) of the Company. Save as disclosed above, Mr. Chan does not hold directorship in other public listed companies in Hong Kong or overseas in the past three years.

**Mr. Yu Pak Yan, Peter ("Mr. Yu")**, aged 69, was appointed as an independent non-executive Director on 31 December 2010. Mr. Yu was also appointed as the chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee of the Company. Mr. Yu has over 30 years of experience in real estate and financial services industries. Mr. Yu holds a Master of Science Degree in Financial Services from American College in Pennsylvania, USA.

Mr. Yu is currently an independent non-executive director of Hong Kong ChaoShang Group Limited (formerly known as Noble Century Investment Holdings Limited) (stock code: 2322). He was an executive director of Far East Holdings International Limited (stock code: 36) from November 2014 to October 2017. Mr. Yu was also an independent non-executive director of Kingston Financial Group Limited (stock code: 1031) from September 2008 to September 2016.

#### 本公司董事之個人簡歷 (續)

#### 獨立非執行董事 (續)

彼現時為中國陽光紙業控股有限公司 (股份代號: 2002, 於聯交所主板上市) 以及東北電氣發展股份有限公司 (股份代號: 42, 於中國註冊成立之股份有限公司及於深圳證券交易所及聯交所主板上市) 之公司秘書。

彼亦自二零一七年九月至二零一八年十二月擔任富一國際控股有限公司 (股份代號: 1470) 之獨立非執行董事。陳先生已獲委任為三間公司之獨立非執行董事, 即自二零一四年七月、二零一六年十一月及二零一八年十一月起分別獲委任為中國華仁醫療有限公司 (股份代號: 648)、榮暉控股有限公司 (前稱「新智控股有限公司」) (股份代號: 8213) 及冠均國際控股有限公司 (股份代號: 1629) 之獨立非執行董事。

陳先生為天昊會計師事務所有限公司之董事。陳先生與本公司任何董事、高級管理層、主要或控股股東概無任何關係。除上文披露者外, 陳先生在過去三年沒有在香港或海外其他上市公眾公司擔任董事職務。

余伯仁先生 (「余先生」), 69歲, 於二零一零年十二月三十一日獲委任為獨立非執行董事。余先生亦獲委任為本公司之薪酬委員會主席以及審核委員會及提名委員會成員。余先生在房地產及金融服務業擁有逾30年經驗。余先生持有美國賓夕法尼亞州 American College 金融服務系之理學碩士學位。

余先生目前為香港潮商集團有限公司 (前稱仁瑞投資控股有限公司) (股份代號: 2322) 之獨立非執行董事。彼自二零一四年十一月至二零一七年十月為遠東控股國際有限公司 (股份代號: 36) 之執行董事。余先生亦自二零零八年九月至二零一六年九月為金利豐金融集團有限公司 (股份代號: 1031) 之獨立非執行董事。

# Report of the Directors

## 董事會報告書

### BIOGRAPHICAL DETAILS OF THE DIRECTORS OF THE COMPANY *(continued)*

#### Independent non-executive Directors *(continued)*

Mr. Yu does not have any relationship with any Director, senior management, substantial or controlling shareholder(s) of the Company. Save as disclosed above, Mr. Yu does not hold directorship in other public listed companies in Hong Kong or overseas in the past three years.

Mr. Yu has resigned as an independent non-executive Director and ceased to be the chairman and a member of the Remuneration Committee, a member of the Audit Committee and Nomination Committee of the Company on 30 September 2019.

**Mr. Zheng Yurui ("Mr. Zheng")**, aged 65, was appointed as an independent non-executive Director on 11 April 2012. Mr. Zheng was also appointed as the chairman of the Nomination Committee and the member of the Audit Committee and Remuneration Committee. Mr. Zheng graduated from Party School of Central Committee of C.P.C. with undergraduate diploma in 1999, majoring in administration and he is a senior economist. From 1971 to 1998, Mr. Zheng worked in several state-owned companies and private companies including a factory in which he acted as a deputy general manager. From 1998 to the present, Mr. Zheng founded his own footwear manufacturing company, acting the chairman. From 2008 to the present, Mr. Zheng has served as a director of a property development company concurrently. Mr. Zheng is the representative of the Tenth and Eleventh People's Congress of Fujian Province and the representative of the Fourth, the Fifth, and the Sixth People's Congress of Putian City.

Mr. Zheng does not have any relationship with any Director, senior management, substantial or controlling shareholder(s) of the Company. Save as disclosed above, Mr. Zheng does not hold directorship in other public listed companies in Hong Kong or overseas in the past three years.

### 本公司董事之個人簡歷 (續)

#### 獨立非執行董事 (續)

余先生與本公司任何董事、高級管理層、主要或控股股東概無任何關係。除上文披露者外，余先生在過去三年沒有在香港或海外其他上市公眾公司擔任董事職務。

余先生已於二零一九年九月三十日辭任獨立非執行董事及不再擔任本公司薪酬委員會之主席及成員、審核委員會及提名委員會之成員。

**鄭玉瑞先生 (「鄭先生」)**，65歲，於二零一二年四月十一日獲委任為獨立非執行董事。鄭先生亦獲委任為提名委員會主席及審核委員會及薪酬委員會成員。鄭先生於一九九九年於中共中央黨校行政管理專業畢業，獲頒本科文憑，彼為高級經濟師。自一九七一年至一九九八年，鄭先生曾於數家國有企業及私營公司工作，曾任一家工廠之副總經理。自一九九八年至今，鄭先生創辦其本身之皮鞋製造公司，擔任該公司之董事長。自二零零八年至今，鄭先生兼任一家物業發展公司之董事。鄭先生為福建省第十屆、第十一屆人民代表大會代表和莆田市第四屆、第五屆、第六屆人民代表大會代表。

鄭先生與本公司任何董事、高級管理層、主要或控股股東概無任何關係。除上文披露者外，鄭先生在過去三年沒有在香港或海外其他上市公眾公司擔任董事職務。

### BIOGRAPHICAL DETAILS OF THE DIRECTORS OF THE COMPANY *(continued)*

#### Independent non-executive Directors *(continued)*

**Ms. Ma Shujuan (“Ms. Ma”)**, aged 36, was appointed as an independent non-executive Director on 5 February 2018. Ms. Ma was also appointed as the chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee. Ms. Ma graduated from China University of Political Science and Laws\* in 2007 with a Bachelor’s degree in Laws. She also holds a degree of Executive Master of Business Administration in Finance from Shanghai Jiao Tong University\*. Ms. Ma is a practicing lawyer in the PRC. She has over ten years of extensive experience in different kinds of legal and financial works including corporate finance, mergers and acquisitions, property investment, trust and commercial litigations. She is currently a practising lawyer of Beijing King & Capital Law Firm, (Shanghai Branch)\*.

Ms. Ma does not have any relationship with any Director, senior management, substantial or controlling shareholder(s) of the Company. Save as disclosed above, Ms. Ma does not hold directorship in other public listed companies in Hong Kong or overseas in the past three years.

#### 本公司董事之個人簡歷 (續)

#### 獨立非執行董事 (續)

**馬淑娟女士** (「馬女士」)，36歲，於二零一八年二月五日獲委任為獨立非執行董事。馬女士亦獲委任為薪酬委員會主席及審核委員會及提名委員會成員。馬女士於二零零七年畢業於中國政法大學，持有法學學士學位。彼亦持有上海交通大學金融高級工商管理碩士學位。馬女士為中國執業律師。彼於不同類型法律事務及金融工作方面擁有逾十年豐富經驗，包括企業融資、合併及收購、物業投資、信託及商業訴訟。彼現在在北京京都(上海)律師事務所執業。

馬女士與本公司任何董事、高級管理層、主要或控股股東概無任何關係。除上文披露者外，馬女士在過去三年沒有在香港或海外其他上市公眾公司擔任董事職務。

\* For identification purposes only

\* 僅供識別

# Report of the Directors

## 董事會報告書

### DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS

Details of the Directors' emoluments and the five highest paid individuals of the Group are set out in notes 14 to the consolidated financial statements.

### DIRECTORS' SERVICE CONTRACTS

Mr. Guo Jiadi, being the existing executive Director, has entered into service contract with the Company for an initial term of three years commencing on 12 December 2014 and the service contract had been renewed for a further term of three years commencing on 12 December 2017.

Each of Ms. Amika Lan E Guo and Mr. Chan Yee Ping, Michael, being the existing executive Director and the existing independent non-executive Director, respectively, has entered into service contract with the Company for an initial term of three years commencing on 9 July 2014 and the service contracts had been renewed for a further term of three years commencing on 9 July 2017.

Mr. Wang Chao, being the existing executive Director, has entered into a service contract with the Company for an initial term of three years commencing on 5 February 2018.

Dr. Wong Yun Kuen, who has resigned as a non-executive Director with effect from 30 September 2019, has entered into a service contract with the Company for an initial term of three years commencing on 18 September 2009 and the service contract has been renewed several times for a further term of three years commencing on 18 September 2015.

Mr. Yu Pak Yan Peter, who has resigned as an independent non-executive Director with effect from 30 September 2019, has entered into service contract with the Company for a term of three years commencing on 31 December 2011 and the service contract has been renewed several times for a further term of three years commencing on 31 December 2017.

Mr. Zheng Yurui, being the existing independent non-executive Director, has entered into a service contract with the Company for a term of three years commencing on 11 April 2012 and the service contracts had been renewed several times for a further term of three years commencing on 11 April 2018.

Ms. Ma Shujuan, being the existing independent non-executive Director, has entered into a service contract with the Company for an initial term of three years commencing on 5 February 2018.

### 董事酬金及五名最高薪人士

董事酬金及本集團五名最高薪人士之詳情載於綜合財務報表附註14。

### 董事之服務合約

現任執行董事郭加迪先生已與本公司訂立服務合約，由二零一四年十二月十二日起初步為期三年，服務合約已經重續，由二零一七年十二月十二日起進一步為期三年。

現任執行董事Amika Lan E Guo女士及現任獨立非執行董事陳貽平先生已各自與本公司訂立服務合約，由二零一四年七月九日起初步為期三年，服務合約已經重續，由二零一七年七月九日起進一步為期三年。

現任執行董事王超先生已與本公司訂立服務合約，由二零一八年二月五日起初步為期三年。

黃潤權博士已於二零一九年九月三十日辭任非執行董事，已與本公司訂立服務合約，由二零零九年九月十八日起初步為期三年，並已數次重續其服務合約，由二零一五年九月十八日起進一步為期三年。

余伯仁先生已於二零一九年九月三十日辭任獨立非執行董事，已與本公司訂立服務合約，由二零一一年十二月三十一日起為期三年，服務合約已經數次重續，由二零一七年十二月三十一日起進一步為期三年。

現任獨立非執行董事鄭玉瑞先生已與本公司訂立服務合約，由二零一二年四月十一日起為期三年，服務合約已經數次重續，由二零一八年四月十一日起進一步為期三年。

現任獨立非執行董事馬淑娟女士已與本公司訂立服務合約，由二零一八年二月五日起初步為期三年。

### CONNECTED TRANSACTIONS

During the year ended 31 December 2019, the Group had entered into the following transactions with connected person which constituted connected transactions under Listing Rules:

#### Acquisition of All Excel Industries Limited (“All Excel”) and provision of guarantees

On 21 September 2018, Grand Supreme Limited, a wholly-owned subsidiary of the Company (as purchaser) had entered into a sale and purchase agreement with Primary Partner International Limited (“Primary Partner”, as vendor), a company beneficially owned by Mr. Guo, to acquire the entire equity interest in All Excel. The total consideration of the acquisition was HK\$1,500 million, which is satisfied by i) cash of HK\$200 million; ii) issue of promissory notes in principal amount of HK\$600 million; iii) issue of 485,436,893 ordinary shares of the Company at HK\$0.412 per share (equivalent to HK\$200 million); and iv) issue of convertible bond in principal amount of HK\$500 million.

All Excel and its subsidiaries (collectively the “All Excel Group”) are principally engaged in property development, property investment and hotel operation business in the PRC. Certain members of the All Excel Group have also provided corporate guarantees (the “Corporate Guarantees”) to certain entities (the “CP Group”) that were indirectly wholly owned or controlled by Mr. Guo or Ms. Shum Xi Xia (“Ms. Shum”), the sister-in-law of Mr. Guo, to guarantee the payment obligations of the bank loans (the “Guaranteed Loans”) grant to the CP Group. The aggregated principal of these Guaranteed Loans amounted to RMB1,410.3 million before the acquisition.

The Corporate Guarantees will become contingent liability of the Group upon the completion of the acquisition. In order to protect the Group from the potential liabilities arising from the Corporate Guarantees, on 21 December 2018, the parties entered into a supplemental deed, pursuant to which, (i) Mr. Guo has undertaken to indemnify the Group in full regarding any loss incurred by the Group under the Corporate Guarantees, and (ii) the amount due by the Group to Mr. Guo and/or CP Group, the promissory note and the convertible bonds issue to Primary Partner were charged as first charge in favour of the Company to safeguard the Group’s interest. Details of term of the supplemental deed are set out in the announcements of the Company dated 31 December 2018.

### 關連交易

截至二零一九年十二月三十一日止年度，本集團與關連人士訂立以下交易，根據上市規則構成關連交易：

#### 收購全盛實業有限公司（「全盛」）及提供擔保

於二零一八年九月二十一日，本公司之全資附屬公司Grand Supreme Limited（作為買方）與Primary Partner International Limited（「Primary Partner」，作為賣方）（一間由郭先生實益擁有之公司）訂立買賣協議以收購全盛之全部股權。收購事項的總代價為1,500,000,000港元，以i)現金200,000,000港元；ii)發行本金額為600,000,000港元的承兌票據；iii)以每股0.412港元發行485,436,893股本公司普通股（相當於200,000,000港元）；及iv)發行本金額為500,000,000港元的可換股債券支付。

全盛及其附屬公司（統稱為「全盛集團」）主要在中國從事物業發展、物業投資及酒店營運業務。全盛集團的若干成員公司亦已向若干實體（「CP集團」）（由郭先生或其配偶的妹妹沈細霞女士（「沈女士」）間接全資擁有或控制）提供公司擔保（「公司擔保」），以保證履行授予CP集團的銀行貸款（「擔保貸款」）的付款義務。於收購之前該等擔保貸款的本金總額為人民幣1,410,300,000元。

於完成收購事項之後，公司擔保將成為本集團之或然負債。為保障本集團免受公司擔保產生之潛在責任，於二零一八年十二月二十一日，相關訂約方訂立補充契據，據此：(i)郭先生已承諾悉數彌償本集團有關本集團根據公司擔保產生之任何虧損，及(ii)本集團結欠郭先生及／或CP集團的款項、向Primary Partner發行之承諾票據及可換股債券將以本公司為受益人押記作為第一押記，以保障本集團之權益。補充契據的詳情載列於本公司日期為二零一八年十二月三十一日的公告。



# Report of the Directors

## 董事會報告書

### CONNECTED TRANSACTIONS (continued)

#### Acquisition of All Excel Industries Limited (“All Excel”) and provision of guarantees (continued)

As Mr. Guo is an executive Director, the chairman of the Board and a controlling shareholder of the Company, Primary Partner is a connected person of the Company by virtue of being an associate of Mr. Guo and therefore the acquisition constituted a connected transaction under Chapter 14A of the Listing Rules. Furthermore, as Ms. Shum is a deemed connected person of the Company under Rule 14A.21(1)(a), each of the entities of the CP Group is a connected person of the Company by virtue of being an associate of Mr. Guo or Ms. Shum. As such, the on-going provision of Corporate Guarantees upon the completion of the acquisition also constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

The acquisition and provision of Corporate Guarantees were approved at the Company’s special general meeting held on 16 January 2019 and the acquisition was completed on 30 January 2019. Further details are set out in the announcements of the Company dated 21 September 2018, 31 December 2018, 16 January 2019 and 30 January 2019, and the circular of the Company dated 26 December 2018, respectively.

As at 31 December 2019, the existing Corporate Guarantees provided by the Group to the CP Group were set out as follows:

### 關連交易 (續)

#### 收購全盛實業有限公司(「全盛」)及提供擔保(續)

由於郭先生為本公司執行董事、董事會主席及控股股東，Primary Partner作為郭先生之聯繫人而成為本公司之關連人士，因此，收購事項亦構成上市規則第14A章項下本公司之一項關連交易。此外，根據上市規則第14A.21(1)(a)條，沈女士被視為本公司的關連人士，而CP集團各實體均作為郭先生或沈女士之聯繫人而成為本公司之關連人士。因此，於完成收購事項後持續提供公司擔保亦構成上市規則第14A章項下本公司之一項關連交易。

收購事項及提供公司擔保已於本公司於二零一九年一月十六日舉行之股東特別大會上獲批准且收購事項已於二零一九年一月三十日完成。更多詳情分別載列於本公司日期為二零一八年九月二十一日、二零一八年十二月三十一日、二零一九年一月十六日及二零一九年一月三十日之公告以及本公司日期為二零一八年十二月二十六日之通函。

於二零一九年十二月三十一日，本集團向CP集團提供的現有公司擔保載列如下：

Borrowers	Lenders	Guarantors	Loan principal	Outstanding	Interest rate	Repayment date
借方	貸方	擔保人	貸款本金額	未償還金額	利率	還款日期
			(RMB'000)	(RMB'000)		
			(人民幣千元)	(人民幣千元)		
Fujian Sandi Real Estate Development Co., Limited (“Fujian Sandi”) 福建三迪房地產開發有限公司 (「福建三迪」)	Huaxia Bank Co., Limited 華夏銀行股份有限公司	Fuzhou Gaojia Real Estate Development Co., Limited (“Fuzhou Gaojia”) 福州高佳房地產開發有限公司 (「福州高佳」)	690,000	660,000	5.40%	16 October 2028 二零二八年 十月十六日
Fujian Sandi 福建三迪	Hang Seng Bank (China) Limited 恆生銀行(中國)有限公司	Fuzhou Gaojia 福州高佳	420,000	388,500	6.98%	16 August 2023 二零二三年 八月十六日

# Report of the Directors

## 董事會報告書

### CONNECTED TRANSACTIONS (continued)

#### Acquisition of All Excel Industries Limited ("All Excel") and provision of guarantees (continued)

### 關連交易 (續)

#### 收購全盛實業有限公司(「全盛」)及提供擔保 (續)

Borrowers 借方	Lenders 貸方	Guarantors 擔保人	Loan principal 貸款本金額 (RMB'000) (人民幣千元)	Outstanding 未償還金額 (RMB'000) (人民幣千元)	Interest rate 利率	Repayment date 還款日期
Guoshi (Fujian) Footwear Co., Limited 郭氏(福建)鞋業有限公司	Bank of China Limited 中國銀行股份有限公司	Guoshi Investment Group Co., Limited 郭氏投資集團有限公司	12,000	10,000	4.35%	21 March 2020 二零二零年 三月二十一日
Putian Sandi Xiefu Co., Limited 莆田市三迪鞋服有限公司	Huaxia Bank Co., Limited 華夏銀行股份有限公司	Baoji Sandi Real Estate Development Co., Limited 寶雞三迪房地產開發有限公司	35,000	35,000	6.37%	6 December 2023 二零二三年 十二月六日
			1,157,000	1,093,500		

These Guaranteed Loans were also secured by the pledged of certain properties held by the CP Group. None of these loans is overdue.

該等擔保貸款亦以抵押CP集團持有之若干物業作抵押。該等貸款均未逾期。

#### Acquisition of Power Success Development Incorporated ("Power Success")

On 26 July 2019, Grand Supreme Limited ("Grand Supreme"), a wholly-owned subsidiary of the Company (as purchaser) and Top Trendy Holdings Limited ("Top Trendy"), a company incorporated in the British Virgin Islands with limited liability which is wholly held by Mr. Guo Jiadi ("Mr. Guo"), a Director and controlling shareholder of the Company (as vendor) entered into the Agreement, pursuant to which Grand Supreme has conditionally agreed to acquire, and Top Trendy has conditionally agreed to sell the entire issued share capital in Power Success at the Consideration of RMB243,670,000 by the way of cash.

#### 收購Power Success Development Incorporated (「Power Success」)

於二零一九年七月二十六日，本公司之全資附屬公司Grand Supreme Limited (作為買方)與Top Trendy Holdings Limited (「Top Trendy」) (一間於英屬處女群島註冊成立之公司及由本公司董事兼控股股東郭加迪先生全資擁有) (作為賣方)訂立協議，據此，Grand Supreme有條件同意收購及Top Trendy有條件同意出售Power Success之全部已發行股本，現金代價為人民幣243,670,000元。

# Report of the Directors

## 董事會報告書

### CONNECTED TRANSACTIONS (continued)

#### Acquisition of Power Success Development Incorporated (“Power Success”) (continued)

The total issued share capital of Top Trendy on 26 July 2019 is held by Mr. Guo, who is an executive Director, the chairman of the Board and a controlling shareholder of the Company. Hence, Top Trendy is a connected person of the Company by virtue of being an associate of Mr. Guo and the Acquisition also constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

The acquisition was completed on 28 November 2019 after it was approved at the Company’s special general meeting held on the same day.

Further details are set out in the announcement of the Company dated 26 July 2019, 28 November 2019 and the circular of the Company dated 8 November 2019.

### RELATED PARTY TRANSACTIONS

Details of the significant related party transactions undertaken by the Group during the year are set out in note 46 to the consolidated financial statements. The Company has complied with the applicable requirements under the Listing Rules for those related party transactions which constituted non-exempt connected transactions/continuing connected transactions. Other related party transactions either did not constitute connected transactions/continuing connected transactions or constituted connected transactions/continuing connected transactions but were exempted from all disclosure and independent shareholders’ approval requirements under the Listing Rules.

### DIRECTORS’ MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in the paragraph headed “Connected Transactions” disclosed above and note 46 to the consolidated financial statements headed “Related Party Transactions”, no other transactions, arrangements or contracts of significance to which the Company or any of its subsidiaries was a party and in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

### 關連交易 (續)

#### 收購Power Success Development Incorporated (「Power Success」) (續)

於二零一九年七月二十六日，Top Trendy之已發行股本總額由本公司執行董事、董事會主席兼本公司控股股東郭先生持有。因此，根據郭先生之聯繫人，Top Trendy為本公司之關連人士，根據上市規則第14A章，收購事項亦構成本公司之關連交易。

收購事項於二零一九年十一月二十八日舉行之本公司股東特別大會上獲批准後於同日完成。

進一步詳情分別載於本公司日期為二零一九年七月二十六日、二零一九年十一月二十八日之公告及本公司日期為二零一九年十一月八日之通函。

### 關連人士之交易

有關本集團於本年度進行的重大關連人士之交易詳情載於綜合財務報表附註46。本公司已就該等構成不獲豁免關連交易／持續關連交易的關連人士之交易遵守上市規則的適用規定。其他關連人士之交易並無構成關連交易／持續關連交易，或已構成關連交易／持續關連交易但獲豁免上市規則項下所有披露及獨立股東批准規定。

### 董事於交易、安排或合約中之重大權益

除上文所披露「關連交易」一段及綜合財務報表附註46「關連人士之交易」所披露外，概無本公司或其任何附屬公司所訂立於年度結算日或本年度任何時間仍然有效且本公司董事直接或間接擁有重大權益之其他重大交易、安排或合約。

### MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or in existence during the Year.

Mr. Guo Jiadi (“Mr. Guo”) is an executive Director, the chairman of the Company and a controlling shareholder of the Company. Mr. Guo carries out property development and investment businesses and other businesses in the PRC through companies controlled by him, including but not limited to Fujian Sandi Property Development Limited (the “Fujian Sandi”) and Fuzhou Gaojia. Fuzhou Gaojia had become an indirect wholly-owned subsidiary of the Company since 30 January 2019.

To deal with the potential conflict of interests between Mr. Guo and the Company, Mr. Guo; Fujian Sandi; Fuzhou Gaojia and the Company had entered into a deed of non-competition dated 1 January 2015 (the “2015 Deed”). Each of Mr. Guo; Fujian Sandi and Fuzhou Gaojia; (the “Covenantor(s)”) has given its non-compete undertakings in favour of the Company on the terms set out below:

- (a) The Covenantors will not, and will procure his/its close associates not to, directly or indirectly, carry on, engage, invest or be involved in any manner any business which competes with the business of the Company from time to time with the following exceptions:
- (i) the holding of shares of a company which is engaged in the business of acquisition of land for development, building construction and acquisition of real properties (including projects with construction in progress) in the PRC for sale, lease or other investment purposes (the “Property Investment Business”) and whose shares are listed on a recognised stock exchange provided that such shares represent not more than 10% of the voting rights at the general meetings of such company;
  - (ii) the engagement in the Property Investment Business through the Group;
  - (iii) the acquisition or holding of real property for self-use;
  - (iv) the property projects that the Covenantors have already engaged as at the date of the undertakings;

### 管理合約

本年度概無訂立或存在任何與本公司全部或任何主要部分業務之管理及行政有關之合約。

郭加迪先生（「郭先生」）為本公司執行董事、主席及本公司控股股東。郭先生透過其控制的公司（包括但不限於福建三迪房地產開發有限公司（「福建三迪」）及福州高佳）在中國經營物業發展及投資業務與其他業務。福州高佳自二零一九年一月三十日起成為本公司之間接全資附屬公司。

為解決郭先生與本公司之潛在利益衝突，郭先生、福建三迪、福州高佳及本公司已訂立日期為二零一五年一月一日之不競爭契據（「二零一五年契據」）。郭先生、福建三迪及福州高佳（「契諾人」）已按下文所載條款各自向本公司作出不競爭承諾：

- (a) 契諾人將不會並將促使其緊密聯繫人士不會直接或間接以任何方式經營、參與、投資或從事不時與本公司業務構成競爭之任何業務，惟以下所載者除外：
- (i) 持有一家從事收購土地作開發、樓宇建設以及於中國收購房地產（包括在建工程項目）作銷售、租賃或其他投資目的業務（「物業投資業務」）之公司（其股份於認可證券交易所上市）股份，惟有關股份不得超過於該公司股東大會表決權之10%；
  - (ii) 透過本集團從事物業投資業務；
  - (iii) 收購或持有房地產自用；
  - (iv) 契諾人於截至承諾日期已從事之物業項目；

# Report of the Directors

## 董事會報告書

### MANAGEMENT CONTRACTS (continued)

(a) (continued)

- (v) the engagement of property projects in any province of the PRC in which the Group has not considered, planned to or invested in the development of its Property Investment Business;
- (vi) the engagement of property projects in any province of the PRC in which the Group has considered, planned to or invested in the development of its Property Investment Business subject to the right of first refusal granted to the Group (on the terms set out in the undertakings).

Since the date of the 2015 Deed, the scope of the operation of the Group was expanded. Therefore, Mr. Guo and the Company has entered into a new Non-competition Deed on 15 March 2017 (the "2017 Deed") to replace the 2015 Deed. Further details was disclosed in the announcement dated 15 March 2017. Set out below is a summary of the principal terms of the 2017 Deed and relevant information.

Mr. Guo (for himself and as the agent for his close associates) irrevocably and unconditionally undertakes in favour of the Company that:

- (a) he shall and shall procure that his close associates not to, directly or indirectly, engage in, invest in, participate in, whether on his own account or with each other or in conjunction with or on behalf of any person or company or otherwise holds or owns any interest in any manner in the PRC in any business that may compete, directly or indirectly, with the Group Business;
- (b) he shall provide all the information that the Company reasonably considers to be necessary to enforce the undertakings given by him under the 2017 Deed and would make an annual declaration on compliance with the 2017 Deed in the annual report of the Company; and
- (c) he and/or his close associates shall abstain from voting in the Board meetings and the general meetings of the Company in relation to any matter in connection with 2017 Deed;

### 管理合約 (續)

(a) (續)

- (v) 於本集團並不考慮、計劃或投資開發其物業投資業務之中國任何省份從事物業項目；
- (vi) 於本集團考慮、計劃或投資開發其物業投資業務之中國任何省份從事物業項目，惟須按承諾中所載條款向本集團授出優先選擇權。

自二零一五年契據日期起，本集團經營範圍已擴大。因此，郭先生與本公司於二零一七年三月十五日訂立新不競爭契據（「二零一七年契據」），以取代二零一五年契據。進一步詳情已於日期為二零一七年三月十五日之公告披露。二零一七年契據之主要條款概述及相關資料載列如下。

郭先生（為其本身及作為其緊密聯繫人的代理）不可撤回及無條件地向本公司承諾：

- (a) 不會並會促使其緊密聯繫人不會單獨或聯同或代表任何人士或公司或以其他方式直接或間接於中國從事、投資、參與任何與本集團業務構成競爭或可能會構成競爭的業務或以任何形式在該等業務中直接或間接持有或擁有任何權益；
- (b) 向本公司提供本公司合理地認為必要的一切資料，讓本公司可執行其在二零一七年契據下所作的承諾，並在本公司年報內就其有否遵守二零一七年契據作出年度聲明；及
- (c) 其及／或其緊密聯繫人將於董事會會議及本公司股東大會上就有關二零一七年契據的任何事項放棄投票；

### MANAGEMENT CONTRACTS *(continued)*

(a) *(continued)*

Mr. Guo further undertakes to the Company that he shall not (and shall procure his close associates not to):

- (a) solicit or entice away any customer, contractor, supplier, director, employee or consultant of the Group (or any potential customer, contractor, supplier with whom the Group has already entered into negotiations); and/or
- (b) use, disclose to anyone or publish, or allow the disclosure or publication of, the non-public information in relation to the Group (trade secrets, business strategies or otherwise) that he or his close associates received or may receive.

If any New Business Opportunity is made available to Mr. Guo and/or his close associates, he and/or his close associates:

- (i) shall issue a written notice to the Board pursuant to the terms of the 2017 Deed and provide the information reasonably requested by the Company to facilitate the Company making an informed evaluation of the New Business Opportunity; and
- (ii) shall not pursue or otherwise participate in the new business opportunity in any manner unless and until the New Business Opportunity has been declined by the Group, provided that Mr. Guo and/or his close associates cannot pursue the New Business Opportunity on terms more favourable than those offered to the Group.

### 管理合約 (續)

(a) (續)

郭先生進一步向本公司承諾，其不會（並會促使其緊密聯繫人不會）：

- (a) 教唆或誘導本集團任何客戶、承包商、供應商、董事、僱員或顧問（或已與本集團進行磋商的任何潛在客戶、承包商、供應商）離開本集團；及／或
- (b) 使用或洩漏給任何人、或發表或披露或允許發表或允許披露其或其緊密聯繫人收到或可能收到的與本集團有關的非公開資料（商業機密、業務策略或其他）。

如郭先生及／或其緊密聯繫人獲得任何新商機，其及／或其緊密聯繫人：

- (i) 會根據二零一七年契據的條款向董事會發出書面通知並向本公司提供其合理地要求的資料，以便本公司就新商機作出知情的評估；及
- (ii) 不會以任何方式追逐或參與任何新商機，除非本集團已放棄新商機，惟郭先生及／或其緊密聯繫人不得按優於提供予本集團者的條款追逐新商機。

# Report of the Directors

## 董事會報告書

### MANAGEMENT CONTRACTS (continued)

(a) (continued)

If Mr. Guo and/or any of his close associates wishes to sell any interest in the Guo Business (same meanings as defined in the announcement dated 15 March 2017) (in whole or in part) to any third party (the “Opportunity for Sale”), Mr. Guo will offer and will procure that his close associates to offer the Opportunity for Sale to the Company and the Company shall have a right of first refusal in respect of such Opportunity for Sale. In this regard, Mr. Guo and/or his close associates:

- (i) shall issue a written notice to the Board pursuant to the terms of the 2017 Deed and provide the information reasonably requested by the Company to facilitate the Company to reasonably evaluate the Opportunity for Sale; and
- (ii) shall be at liberty to offer the Opportunity for Sale to third parties if the Opportunity for Sale is declined by the Group, provided that the terms thereof shall not be more favourable than those provided to the Group.

The Non-competition Undertakings do not apply to the following:

- (a) the same property projects excluded from the 2015 Deed (being those property projects of Mr. Guo and/or his close associates already in existence as at the date of the 2015 Deed);
- (b) the hotel business in connection with three existing hotels located in Fujian Province which has been engaged by Mr. Guo (and/or his closes associates) prior to the Group’s proposed engagement in the hotel sector:

### 管理合約 (續)

(a) (續)

如郭先生及／或其任何緊密聯繫人有意將郭業務（與日期為二零一七年三月十五日之公告所界定者相同）的任何權益（全部或部分）出售予任何第三方（「出售機會」），郭先生會並會促使其緊密聯繫人將出售機會提供予本公司，而本公司就該出售機會具有優先購買權。就此，郭先生及／或其緊密聯繫人：

- (i) 會根據二零一七年契據的條款向董事會發出書面通知並向本公司提供其合理地要求的資料，以便本公司就出售機會作出合理的評估；及
- (ii) （如本集團放棄出售機會）可自由將出售機會提供予第三方，惟條款不得優於提供予本集團者。

不競爭承諾不適用於以下各項：

- (a) 不包括在二零一五年契據中的相同物業項目（即郭先生及／或其緊密聯繫人於二零一五年契據日期已經存在的物業項目）；
- (b) 有關位於福建省之三家酒店之酒店業務（在本集團建議從事酒店行業前，郭先生（及／或其緊密聯繫人）已從事該等業務）：

### MANAGEMENT CONTRACTS *(continued)*

(a) *(continued)*

- (c) the holding of or being interested in, directly or indirectly, by Mr. Guo and/or his close associates any shares in any company, provided that (i) such shares are listed on a recognized stock exchange; and (ii) the total number of such shares held by Mr. Guo and/or his close associates does not amount to more than 5% of the issued shares carrying voting rights;
- (d) the engagement in any business via the holding of the equity interests through the Group;
- (e) the acquisition or holding of property by Mr. Guo and/or his close associates for their respective self-use;
- (f) the engagement in the Group Business in any province in the PRC where the Group has not considered or planned to carry out the Group Business; or
- (g) (subject to the provisions regarding the New Business Opportunity) the engagement in the Group Business in any province in the PRC where the Group has considered or planned to carry out the Group Business.

### 管理合約 (續)

(a) (續)

- (c) 郭先生及／或其緊密聯繫人直接或間接持有或擁有任何公司的任何股份，前提是(i)該等股份於認可證券交易所上市；及(ii)郭先生及／或其緊密聯繫人持有的該等股份總數不超過附有投票權的已發行股份的5%；
- (d) 透過經本集團持有的股權從事任何業務；
- (e) 郭先生及／或其緊密聯繫人為自用而收購或持有物業；
- (f) 在本集團並未考慮或計劃經營本集團業務的中國任何省份從事本集團業務；或
- (g) 在本集團已考慮或計劃經營本集團業務的中國任何省份從事本集團業務（須遵守有關新商機的條文）。



# Report of the Directors

## 董事會報告書

### MANAGEMENT CONTRACTS *(continued)*

(a) *(continued)*

The obligations of Mr. Guo under 2017 Deed shall be terminated upon the earlier of:

- (a) the Shares ceasing to be listed on the Stock Exchange; and
- (b) Mr. Guo and his close associates together ceasing to control 30% (or such percentage as may from time to time specified in the Listing Rules to be regarded as a controlling shareholder) or more of the voting rights at any general meeting of the Company.

During the year and up to the date of this report, Mr. Guo declares that he complied with all the terms and conditions as set out in 2015 Deed and 2017 Deed.

Save as disclosed, during the year and up to the date of this report, no Directors are considered to have an interest in a business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group, pursuant to the Listing Rules, other than those businesses for which the Directors were appointed as directors to represent the interest of the Company and/or the Group.

### 管理合約 (續)

(a) (續)

郭先生在二零一七年契據下的責任將於以下較早時限屆滿：

- (a) 股份終止於聯交所上市；及
- (b) 郭先生及其緊密聯繫人不再合共控制本公司任何股東大會30%或以上的投票權（或其他按上市規則不時規定作為決定控股股東之股權比重）。

於本年度及截至本報告日期，郭先生聲明，其遵守二零一五年契據及二零一七年契據所載之所有條款及條件。

除所披露者外，於本年度及截至本報告日期，根據上市規則，各董事概無被視作於足以或可能對本集團業務構成直接或間接競爭之業務中擁有權益，惟本公司董事獲委任為董事以代表本公司及／或本集團權益之業務則作別論。

# Report of the Directors

## 董事會報告書

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

As at 31 December 2019, the interests and short positions of the Directors and chief executives of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) ("SFO") which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) were recorded in the register required to be kept by the Company under Section 352 of the SFO; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code as set out in Appendix 10 to the Listing Rules, were as follows

#### (a) Long positions in the Shares and underlying Shares of the Company

Name of Director	Capacity	Number of shares	Number of underlying shares	Number of share options held	Approximate percentage of the issued capital	Notes
董事姓名	身份	股份數目	相關股份數目	所持購股權數目	佔已發行股本之概約百分比	附註
Mr. Guo 郭先生	Interest of controlled corporation 受控法團之權益	3,386,905,895	1,526,092,233	-	96.6%	1
	Beneficial owner 實益擁有人	-	-	4,400,000	0.1%	2
Mr. Wang Chao 王超先生	Beneficial owner 實益擁有人	-	-	3,000,000	0.1%	3
Ms. Amika Lan E Guo Amika Lan E Guo女士	Beneficial owner 實益擁有人	-	-	4,400,000	0.1%	4
Ms. Ma Shujuan 馬淑娟女士	Beneficial owner 實益擁有人	-	-	4,400,000	0.1%	5
Mr. Zheng Yurui 鄭玉瑞先生	Beneficial owner 實益擁有人	-	-	4,400,000	0.1%	6

### 董事及主要行政人員於股份、相關股份及債權證之權益及淡倉

於二零一九年十二月三十一日，董事及本公司主要行政人員於本公司或其相聯法團（定義見香港第571章法例證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債權證中，擁有(i)須根據證券及期貨條例第XV部第7及第8分部知會本公司及聯交所（包括根據證券及期貨條例相關條文被當作或視為之權益及淡倉）；或(ii)根據證券及期貨條例第352條由本公司存置之登記冊所記錄；或(iii)須根據載於上市規則附錄十之標準守則知會本公司及聯交所之任何權益或淡倉如下：

#### (a) 於本公司股份及相關股份之好倉

# Report of the Directors

## 董事會報告書

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITION IN SHARES, UNDERLYING SHARES AND DEBENTURES (continued)

#### (a) Long positions in the Shares and underlying Shares of the Company (continued)

Notes:

1. The 3,386,905,895 Shares and 1,526,092,233 underlying Shares include:
  - (a) 2,581,054,801 Shares held by United Century International Limited ("United Century"), a company incorporated in the British Virgin Islands ("BVI") with limited liability which is wholly owned by Mr. Guo.
  - (b) The Share of 320,414,201 held by King Partner Holdings Limited ("King Partner"), a company incorporated in the BVI with limited liability which is wholly-owned by Mr. Guo.
  - (c) The Share of 485,436,893 held by Primary Partner International Limited ("Primary Partner"), a company incorporated in the BVI with limited liability which is owned by Mr. Guo.
  - (d) the underlying Shares of 312,500,000 held by United Century which constituted unlisted physically settled equity derivatives pursuant to an arrangement entered into with Beyond Steady Limited ("Beyond Steady"). Beyond Steady is taken to have the short position in the same underlying shares. Beyond Steady is a company incorporated in BVI with limited liability which is indirectly wholly owned by Huarong International Financial Holdings Limited ("Huarong"); and
  - (e) the underlying Shares of 1,213,592,233 from the conversion of convertible bonds with principal amount of HK\$500 million held by Primary Partner.

### 董事及主要行政人員於股份、相關股份及債權證之權益及淡倉 (續)

#### (a) 於本公司股份及相關股份之好倉 (續)

附註：

1. 該3,386,905,895股股份及1,526,092,233股相關股份包括：
  - (a) 2,581,054,801股股份由United Century International Limited (「United Century」) (一間於英屬處女群島(「英屬處女群島」)註冊成立之有限公司，由郭先生全資擁有)持有。
  - (b) 320,414,201股股份，由King Partner Holdings Limited (「King Partner」) (一間於英屬處女群島註冊成立之有限公司，由郭先生全資擁有)持有。
  - (c) 485,436,893股股份由Primary Partner International Limited (「Primary Partner」) (一間於英屬處女群島註冊成立之有限公司，由郭先生擁有)持有。
  - (d) 312,500,000股相關股份由United Century持有，根據與Beyond Steady Limited (「Beyond Steady」)訂立之安排，構成非上市實物結算股本衍生工具。Beyond Steady被視為於相同相關股份中擁有淡倉。Beyond Steady為於英屬處女群島註冊成立的有限公司，由華融國際金融控股有限公司(「華融」)間接全資擁有；及
  - (e) 由本金額為500,000,000港元之可換股債券轉換而來的的1,213,592,233股相關股份由Primary Partner持有。

# Report of the Directors

## 董事會報告書

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITION IN SHARES, UNDERLYING SHARES AND DEBENTURES (continued)

#### (a) Long positions in the Shares and underlying Shares of the Company (continued)

Notes: (continued)

2. As at 31 December 2019, Mr. Guo, an executive Director and Chairman of the Company was entitled to receive share options to subscribe for a maximum of 4,400,000 Shares upon exercise of the options in full.
3. As at 31 December 2019, Mr. Wang Chao, an executive Director was entitled to receive share options to subscribe for a maximum of 3,000,000 Shares upon exercise of the options in full.
4. As at 31 December 2019, Ms. Amika Lan E Guo, an executive Director was entitled to receive share options to subscribe for a maximum of 4,400,000 Shares upon exercise of the options in full.
5. As at 31 December 2019, Ms. Ma Shujuan, an Independent non-executive Director was entitled to receive share options to subscribe for a maximum of 4,400,000 Shares upon exercise of the options in full.
6. As at 31 December 2019, Mr. Zheng Yurui, an Independent non-executive Director was entitled to receive share options to subscribe for a maximum of 4,400,000 Shares upon exercise of the options in full.
7. As at 31 December 2019, the number of issued ordinary shares of the Company was 5,087,207,546, which has been used for the calculation of the approximate percentage.

### 董事及主要行政人員於股份、相關股份及債權證之權益及淡倉 (續)

#### (a) 於本公司股份及相關股份之好倉 (續)

附註：(續)

2. 於二零一九年十二月三十一日，本公司執行董事兼主席郭先生於全數行使購股權後有權獲得購股權以認購最多4,400,000股股份。
3. 於二零一九年十二月三十一日，本公司執行董事王超先生於全數行使購股權後有權獲得購股權以認購最多3,000,000股股份。
4. 於二零一九年十二月三十一日，本公司執行董事Amika Lan E Guo女士於全數行使購股權後有權獲得購股權以認購最多4,400,000股股份。
5. 於二零一九年十二月三十一日，本公司獨立非執行董事馬淑娟女士於全數行使購股權後有權獲得購股權以認購最多4,400,000股股份。
6. 於二零一九年十二月三十一日，本公司獨立非執行董事鄭玉瑞先生於全數行使購股權後有權獲得購股權以認購最多4,400,000股股份。
7. 於二零一九年十二月三十一日，本公司已發行普通股數目為5,087,207,546股，已用於計算概約百分比。

# Report of the Directors

## 董事會報告書

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITION IN SHARES, UNDERLYING SHARES AND DEBENTURES (continued)

#### (b) Long positions in associated corporation

Name of Director	Name of associated corporation	Capacity
董事姓名	相聯法團名稱	身份
Mr. Guo	Nanping Sandi Xiangsong Property Development Co., Ltd ("Nanping Sandi Xiang Song")	Interest of controlled corporation
郭先生	南平三迪香頌房地產開發有限公司(「南平三迪香頌」)	受控法團之權益

#### Notes:

1. The Company indirectly held 60% equity interests of Nanping Sandi Xiang Song. Therefore Nanping Sandi Xiang Song is an associated corporation of the Company for the purposes of the SFO.
2. Fujian Sandi Real Estate Development Co. Limited ("Fujian Sandi") held 35% equity interests of Nanping Sandi Xiang Song. Fujian Sandi is a company established in the PRC and ultimate controlled by Mr. Guo.

Save as disclosed above, as at 31 December 2019, none of the Directors nor the chief executive of the Company had any interests or short position in any shares, underlying shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under Section 352 of the SFO, otherwise notified to the Company and Stock Exchange pursuant to the Model Code. Nor any of the Directors and chief executive had any interest in, or had been granted any right to subscribe for the securities of the Company and its associated corporations (within the meaning of Part XV of the SFO) or had exercised any such right during the year ended 31 December 2019.

### 董事及主要行政人員於股份、相關股份及債權證之權益及淡倉 (續)

#### (b) 於相聯法團之好倉

Registered capital held in associated corporation	Approximately percentage of registered capital
相聯法團所持註冊資本	佔已註冊資本之概約百分比

Registered: RMB50,000,000

註冊：人民幣50,000,000元

35%

35%

#### 附註：

1. 本公司間接持有南平三迪香頌60%股權。因此，就根據證券及期貨條例而言，南平三迪香頌為本公司之相聯法團。
2. 福建三迪房地產開發有限公司(「福建三迪」)持有南平三迪香頌35%股權。福建三迪為一間於中國成立並由郭先生最終控制之公司。

除上文披露者外，於二零一九年十二月三十一日，概無董事及本公司主要行政人員於本公司或其相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債權證中，擁有須根據證券及期貨條例第352條由本公司存置之登記冊所記錄，或根據標準守則以其他方式知會本公司及聯交所之任何權益或淡倉。截至二零一九年十二月三十日止年度，概無任何董事及主要行政人員於本公司及其相聯法團(定義見證券及期貨條例第XV部)之證券中擁有權益或已獲授予任何權利認購該等證券或已行使任何該等權利。

# Report of the Directors

## 董事會報告書

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

As at 31 December 2019, other than the interests of a director or chief executive of the Company as disclosed under the heading "Directors' and chief executive's interest in shares, underlying shares and debentures of the Company and its associated corporations" above, the following persons (not being a Director or the chief executive officer of the Company) have an interest or a short position in Shares or underlying Shares which would be required to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO and required to be entered in the register maintained by the Company pursuant to section 336 of the SFO were as follows:

### 主要股東於股份及相關股份之權益及淡倉

於二零一九年十二月三十一日，除「董事及主要行政人員於本公司及其相聯法團之股份、相關股份及債權證之權益」一段披露外，以下人士（並非董事或本公司行政總裁）於股份或相關股份中，擁有根據證券及期貨條例第XV部第2及第3分部條文須向本公司及聯交所披露之權益或淡倉，及根據證券及期貨條例第336條存置之登記冊之權益或淡倉，而該等股本附有權利可於任何情況下在本集團任何其他成員公司之股東大會上投票：

Name of Shareholder 股東姓名	Capacity 身份	Number of Shares 股份數目	Number of underlying Shares 相關股份數目	Number of share options held 持有購股權數目	Approximate percentage of issued capital 佔已發行股本之概約百分比	Notes 附註
<b>Long Position</b> 好倉						
Mr. Guo 郭先生	Interest of controlled corporations 受控法團之權益	3,386,905,895	1,526,092,233	-	96.6%	1
	Beneficial owner 實益擁有人	-	-	4,400,000	0.1%	1
United Century United Century	Beneficial owner 實益擁有人	2,581,054,801	312,500,000	-	56.9%	1
King Partner King Partner	Beneficial owner 實益擁有人	320,414,201	-	-	6.3%	1
Primary Partner Primary Partner	Beneficial owner 實益擁有人	485,436,893	1,213,592,233	-	33.4%	1
Central Huijin Investment Ltd 中央匯金投資有限責任公司	Interest of controlled corporations 受控法團之權益	-	2,574,039,555	-	50.6%	2
Chance Talent Chance Talent	Beneficial owner 實益擁有人	-	2,574,039,555	-	50.6%	2
Huarong 華融	Interest of controlled corporations 受控法團之權益	312,500,000	325,000,000	-	12.5%	3ab
Beyond Steady Beyond Steady	Beneficial owner 實益擁有人	312,500,000	325,000,000	-	12.5%	3ab

# Report of the Directors

## 董事會報告書

### SUBSTANTIAL SHAREHOLDERS' INTEREST AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (continued)

### 主要股東於股份及相關股份之權益及淡倉 (續)

Name of Shareholder	Capacity	Number of Shares	Number of underlying Shares	Approximate percentage of issued capital	Notes
股東姓名	身份	股份數目	相關股份數目	佔已發行股本之概約百分比	附註
<b>Short Position</b>					
<b>淡倉</b>					
Huarong	Interest of controlled corporations	-	312,500,000	6.1%	3c
華融	受控法團之權益				
Beyond Steady	Beneficial owner	-	312,500,000	6.1%	3c
Beyond Steady	實益擁有人				

### SUBSTANTIAL SHAREHOLDERS' INTEREST AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (continued)

Notes:

1. Please refer to notes under section headed: Directors' and Chief Executives' interests and short position in shares, underlying shares and debentures on page 81 to 84.
2. It represents security interest of 2,574,039,555 underlying shares of the Company.
3. (a) The 312,500,000 held by Beyond Steady, a company incorporated in BVI with limited liability which is indirectly wholly owned by Huarong.  
(b) Beyond Steady has security interest in 325,000,000 underlying shares of the Company.  
(c) This represented Beyond Steady's short position in 312,500,000 underlying shares which constituted unlisted physically settled equity derivatives pursuant to an arrangement entered into with United Century. United Century is taken to have the long position in the same underlying shares.
4. As at 31 December 2019, the number of issued ordinary shares of the Company was 5,087,207,546, which has been used for the calculation of the approximate percentage.

Save as disclosed above, as at 31 December 2019, the Company had not been notified by any persons (other than the Directors and the chief executive of the Company) who had interests or short positions in the Shares or underlying Shares of the Company which would have to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 2 and 3 Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

### 主要股東於股份及相關股份之權益及淡倉 (續)

附註:

1. 請參閱第81至84頁「董事及主要行政人員於股份、相關股份及債權證之權益及淡倉」一節之附註。
2. 指本公司 2,574,039,555股相關股份之證券權益。
3. (a) 312,500,000股由Beyond Steady持有，Beyond Steady為於英屬處女群島註冊成立的有限公司及由華融間接全資擁有。  
(b) Beyond Steady於325,000,000股本公司相關股份中擁有擔保權益。  
(c) 其指Beyond Steady於312,500,000股相關股份的淡倉，根據與United Century訂立的安排，構成非上市實物結算股本衍生工具。United Century被視為於相同相關股份中擁有淡倉。
4. 於二零一九年十二月三十一日，本公司已發行普通股數目為5,087,207,546股，已用於計算概約百分比。

除上文披露者外，於二零一九年十二月三十一日，本公司並無獲任何人士（董事及本公司主要行政人員除外）知會其於本公司之股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部須通知本公司及香港聯交所或根據證券及期貨條例第336條須存置之登記冊中記錄之權益或淡倉。



# Report of the Directors

## 董事會報告書

### EQUITY-LINKED AGREEMENTS

Details of the equity-linked agreement entered into during the year ended 31 December 2019 are set out below:

#### (a) Share Option Scheme

The Company adopted a share option scheme (the "Share Option Scheme") which is approved at the annual general meeting of the Company held on 16 September 2011. Under the Share Option Scheme, the directors of the Company may grant options to eligible persons to subscribe for the Company's shares subject to the terms and conditions stipulated therein. Unless otherwise cancelled or amended, the Scheme will be valid and effective for a period of 10 years commencing on the date on which it became effective. The directors and employees of the Company and its subsidiaries are entitled to participate in the share option schemes operated by the Company.

The purpose of the Share Option Scheme is to provide the Company with a flexible and effective means of incentivising, rewarding, remunerating, compensating and/or providing benefits to the participants. The Share Option Scheme covers any employee (full time and part time) holding salaries, agents, contractors, consumers, suppliers and others providing similar services as the Board in its sole discretion considers eligible.

Without prior approval from the Company's shareholders, (i) the total number of shares to be issued under the options of the New Scheme is not permitted to exceed 10% of the shares issued and to be issued in respect of which options granted and may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company then in issue.

Options may be exercised at any time not exceeding a period 6 years from the date on which the share options is accepted. The exercise price is determined by the Directors and will not be less than the higher of (i) the closing price of the Company's shares on the date of grant; (ii) the average closing price of the shares for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Company's shares.

### 股票掛鈎協議

截至二零一九年十二月三十一日止年度之股票掛鈎協議詳情載列如下：

#### (a) 購股權計劃

本公司採納一項購股權計劃（「購股權計劃」）（於二零一一年九月十六日舉行之本公司股東週年大會上批准）。根據購股權計劃，本公司董事可向合資格人士授出購股權，以根據其規定之條款及條件認購本公司股份。除非另有取消或經修訂，該計劃將自其生效之日期起計十年之有效期。本公司董事及僱員及其附屬公司有權參與本公司進行的購股權計劃。

購股權計劃旨在為本公司帶來靈活彈性及提供有效方法向參與者提供嘉許、獎勵、酬金、補償及／或福利。購股權計劃涵蓋董事會全權酌情認為合資格之任何全職及兼職受薪僱員、代理、承辦商、消費者、供應商及提供類似服務的其他人。

未經本公司股東事先批准，(i)根據新計劃之購股權發行之股份總數不得超過本公司已發行股份之10%；及(ii)於任何一年已經及可能會向任何個人授出之購股權所涉及之已發行及將予發行股份數目不得超過本公司已發行股份之1%。

自接納購股權日期起不超過6年期間可隨時行使購股權。行使價由董事釐定，且將不會低於以下較高者：(i)本公司股份於授出日期之收市價；(ii)股份於緊接授出日期前五個營業日之平均收市價；及(iii)本公司股份之面值。

### EQUITY-LINKED AGREEMENTS (continued)

#### (a) Share Option Scheme (continued)

The exercise price, vesting period, the exercisable period and the number of shares subject to each option will be determined by the Board at the time of grant.

46,000,000 share options ("Batch 1 Options") under the Share Option Scheme granted on 22 February 2016 and the vested option will be exercisable at an exercise price of HK\$0.285 per share in accordance with the following schedule:

25%: from 22 February 2016  
25%: from 22 February 2017  
25%: from 22 February 2018  
25%: from 22 February 2019

On 24 April 2018, a total of 59,700,000 shares options ("Batch 2 Options") were granted to the directors, consultants and employees of the Group at a cash consideration of HK\$1 per grantee which entitle the grantees to subscribe for new ordinary shares of the Company at an exercise price of HK\$0.420 per share. The exercise price is determined with reference to the highest of (i) the closing price of HK\$0.420 per share as quoted in the Hong Kong Stock Exchange daily quotation sheet on the date of grant; (ii) the average closing price of approximately HK\$0.412 per share as quoted in the Stock Exchange daily quotation sheets for the five business days immediately preceding the date of grant; and (iii) the nominal value of HK\$0.01 per ordinary shares in the share capital of the Company. The validity period of the Batch 2 Options is 6 years from the date of grant (i.e. 24 April 2018 to 23 April 2024 (both days inclusive)). The vesting period of the Batch 2 Options is as follows:

40% of the Batch 2 Options shall vest on 24 April 2018;

30% of the Batch 2 Options shall vest on 24 April 2019;  
and

30% of the Batch 2 Options shall vest on 24 April 2020

Further details of the Share Option Scheme are set out in note 32 to the consolidated financial statements.

### 股票掛鈎協議 (續)

#### (a) 購股權計劃 (續)

董事會將於授出購股權時釐定每份購股權之行使價、歸屬期、行使期及所涉及股份數目。

46,000,000份購股權(「第一批購股權」)已根據購股權新計劃於二零一六年二月二十二日授出，而所歸屬之購股權將可根據下列時間表按行使價每股0.285港元行使：

25%：自二零一六年二月二十二日起  
25%：自二零一七年二月二十二日起  
25%：自二零一八年二月二十二日起  
25%：自二零一九年二月二十二日起

於二零一八年四月二十四日，合共59,700,000份購股權(「第二批購股權」)已授予本集團之董事、顧問及僱員，每名承授人須支付現金代價1港元，而承授人可憑購股權按每股0.420港元之行使價認購本公司新普通股。行使價乃參考以下最高者釐定：(i)於授出日期在香港聯交所每日報價表上所報之收市價每股0.420港元；(ii)緊接授出日期前五個營業日在聯交所每日報價表上所報之平均收市價每股約0.412港元；及(iii)本公司股本中每股面值0.01港元之普通股。第二批購股權之有效期為自授出日期起計六年(即二零一八年四月二十四日至二零二四年四月二十三日(首尾兩日包括在內))。第二批之歸屬期為如下：

第二批購股權之40%將於二零一八年四月二十四日歸屬；

第二批購股權之30%將於二零一九年四月二十四日歸屬；及

第二批購股權之30%將於二零二零年四月二十四日歸屬

有關購股權計劃的詳情載於綜合財務報表附註32。

# Report of the Directors

## 董事會報告書

### EQUITY-LINKED AGREEMENTS (continued)

#### (a) Share Option Scheme (continued)

Details of movements in the number of outstanding share options under the Share Option Scheme during the year ended 31 December 2019 are as follows:

		Number of shares options 購股權數目				End of the year 年末	Exercise price per share 每股行使價	Date of grant of share option 購股權授出日期	Exercisable period 行使期
		Beginning of the year 本年度初	Granted during the year 本年度內授出	Exercised during the year 本年度內行使	Cancelled/Expired during the year 本年度內註銷/屆滿				
<b>Directors</b>	<b>董事</b>								
Mr. Guo	郭先生	2,400,000	-	-	-	2,400,000	HK\$0.285 0.285港元	22 February 2016 二零一六年 二月二十二日	22 February 2016 to 21 February 2022 二零一六年 二月二十二日至 二零二二年 二月二十一日
		2,000,000	-	-	-	2,000,000	HK\$0.420 0.420港元	24 April 2018 二零一八年 四月二十四日	24 April 2018 to 23 April 2024 二零一八年 四月二十四日至 二零二四年 四月二十三日
Mr. Wang Chao	王超先生	3,000,000	-	-	-	3,000,000	HK\$0.285 0.285港元	22 February 2016 二零一六年 二月二十二日	22 February 2016 to 21 February 2022 二零一六年 二月二十二日至 二零二二年 二月二十一日
Ms. Amika Lan E Guo (Note)	Amika Lan E Guo 女士 (附註)	4,400,000	-	-	-	4,400,000	HK\$0.420 0.420港元	24 April 2018 二零一八年 四月二十四日	24 April 2018 to 23 April 2024 二零一八年 四月二十四日至 二零二四年 四月二十三日
Ms. Ma Shujuan	馬淑娟女士	4,400,000	-	-	-	4,400,000	HK\$0.420 0.420港元	24 April 2018 二零一八年 四月二十四日	24 April 2018 to 23 April 2024 二零一八年 四月二十四日至 二零二四年 四月二十三日
Mr. Zheng Yurui	鄭玉瑞先生	4,400,000	-	-	-	4,400,000	HK\$0.420 0.420港元	24 April 2018 二零一八年 四月二十四日	24 April 2018 to 23 April 2024 二零一八年 四月二十四日至 二零二四年 四月二十三日
<b>Sub-total</b>	<b>小計</b>	<b>20,600,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>20,600,000</b>			
Ex-Director	前董事	2,500,000	-	(2,500,000)	-	-	HK\$0.285 0.285港元	22 February 2016 二零一六年 二月二十二日	22 February 2016 to 21 February 2022 二零一六年 二月二十二日至 二零二二年 二月二十一日

### 股票掛鈎協議 (續)

#### (a) 購股權計劃 (續)

截至二零一九年十二月三十一日止年度，購股權計劃項下尚未行使之購股權數目變動詳情如下：

# Report of the Directors

## 董事會報告書

### EQUITY-LINKED AGREEMENTS (continued)

#### (a) Share Option Scheme (continued)

### 股票掛鈎協議 (續)

#### (a) 購股權計劃 (續)

		Number of shares options 購股權數目				End of the year 年末	Exercise price per share 每股行使價	Date of grant of share option 購股權授出日期	Exercisable period 行使期
		Beginning of the year 本年度初	Granted during the year 本年度內授出	Exercised during the year 本年度內行使	Cancelled/Expired during the year 本年度內註銷/屆滿				
<b>Employees</b>	<b>僱員</b>								
Sandy Lan Hua Guo (Note)	Sandy Lan Hua Guo (附註)	4,400,000	-	-	-	4,400,000	HK\$0.420 0.420港元	24 April 2018 二零一八年四月二十四日	24 April 2018 to 23 April 2024 二零一八年四月二十四日至二零二四年四月二十三日
Daisy Lan Lan Guo (Note)	Daisy Lan Lan Guo (附註)	4,400,000	-	-	-	4,400,000	HK\$0.420 0.420港元	24 April 2018 二零一八年四月二十四日	24 April 2018 to 23 April 2024 二零一八年四月二十四日至二零二四年四月二十三日
Stephen Zhen Hang Guo (Note)	Stephen Zhen Hang Guo (附註)	4,400,000	-	-	-	4,400,000	HK\$0.420 0.420港元	24 April 2018 二零一八年四月二十四日	24 April 2018 to 23 April 2024 二零一八年四月二十四日至二零二四年四月二十三日
Other employees	其他僱員	23,100,000	-	(4,500,000)	-	18,600,000	HK\$0.285 0.285港元	22 February 2016 二零一六年二月二十二日	22 February 2016 to 21 February 2022 二零一六年二月二十二日至二零二二年二月二十一日
		31,300,000	-	-	(3,000,000)	28,300,000	HK\$0.420 0.420港元	24 April 2018 二零一八年四月二十四日	24 April 2018 to 23 April 2024 二零一八年四月二十四日至二零二四年四月二十三日
Sub-total	小計	67,600,000	-	(4,500,000)	(3,000,000)	60,100,000			
<b>Total</b>	<b>總計</b>	<b>90,700,000</b>	<b>-</b>	<b>(7,000,000)</b>	<b>(3,000,000)</b>	<b>80,700,000</b>			

Note: Mr. Guo Jiadi is the executive Director, chairman and a substantial shareholder of the Company, and Ms. Amika Lan E Guo, Ms. Sandy Lan Hua Guo, Ms. Daisy Lan Lan Guo and Mr. Stephen Zhen Hang Guo are associates of Mr. Guo Jiadi.

附註：郭加迪先生為本公司之執行董事、主席及主要股東，以及Amika Lan E Guo女士、Sandy Lan Hua Guo女士、Daisy Lan Lan Guo女士及Stephen Zhen Hang Guo先生為郭加迪先生之聯繫人。

# Report of the Directors

## 董事會報告書

### EQUITY-LINKED AGREEMENTS (continued)

#### b) Convertible Bonds

On 30 January 2019, a 5-year convertible bonds (the "CB") with principal amount of HK\$500 million was issued to Mr. Guo at interest rate of 1% per annum with conversion rights to convert into a maximum of 1,213,592,233 shares of the Company at conversion price of HK\$0.412 per share.

Details of the CB are set out in note 34 to the consolidated financial statements in this report.

### ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Other than the share option scheme adopted by the Company disclosed above, at no time during the year ended 31 December 2019 was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of Shares in, or debentures of, the Company or any other body corporate.

### EMOLUMENT POLICY AND RETIREMENT BENEFITS SCHEME OF THE GROUP

The remuneration policy of the Group is set on the basis of the employee's merit, qualifications and competence. The emoluments of the Directors and senior management of the Company are reviewed by the remuneration committee, with consideration to the Company's operating results, individual performance and comparable market statistics.

The Company has adopted the Share Option Scheme as an incentive to the Directors and eligible employees of the Group, details of which are set out in the section headed "Share Option Scheme" above and note 32 to the consolidated financial statements.

Other than operating the statutory mandatory provident fund scheme for Hong Kong employees and participating in social insurance for its employees in the PRC in accordance with the relevant PRC regulations, the Group has not operated any other retirement benefits schemes for the Group's employees. Details of the Group's retirement benefit scheme in operation for the year ended 31 December 2019 are set out in note 5 to the consolidated financial statements.

### 股票掛鈎協議 (續)

#### b) 可換股債券

於二零一九年一月三十日，本公司向郭先生發行五年期可換股債券（「可換股債券」），本金額為500,000,000港元，年利率為1%，附帶轉換權以轉換價格每股股份0.412港元轉換本公司最多1,213,592,233股股份。

可換股債券之詳情載於本報告所載綜合財務報表附註34。

### 購買股份或債權證之安排

除上文本公司採納購股權計劃所披露者外，於截至二零一九年十二月三十一日止年度之任何時間，本公司或其任何附屬公司概無訂立任何安排，致使本公司董事可藉著購入本公司或任何其他法人團體之股份或債權證而獲益。

### 本集團之薪酬政策及退休福利計劃

本集團之薪酬政策以僱員績效、資歷及能力為基礎。董事及本公司高級管理層之薪酬由薪酬委員會檢討，並考慮到本公司之經營業績、個人表現及可比較市場統計數據。

本公司已採納購股權計劃，以激勵董事及本集團合資格僱員，詳情載於上文「購股權計劃」一節及綜合財務報表附註32。

除為香港僱員提供法定強制性公積金計劃，及按照中國相關法規為中國僱員提供社會保險外，本集團並無為本集團僱員提供任何其他退休福利計劃。本集團截至二零一九年十二月三十一日止年度實施之退休福利計劃詳情載於綜合財務報表附註5。

# Report of the Directors

## 董事會報告書

### EVENTS AFTER REPORTING PERIOD

Details of major events after 31 December 2019 are set out in note 49 to the consolidated financial statements.

### CORPORATE GOVERNANCE

Information on the Company's corporate governance practices is set out in the Corporate Governance Report accompanying the annual report.

### PERMITTED INDEMNITY PROVISION INFORMATION AND DIRECTOR'S INSURANCE

Pursuant to the Articles of Association of the Company, the Directors and other officers, for the time being acting in relation to the affairs of the Company, shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts, except such (if any) as they shall incur or sustain through their own fraud or dishonesty.

The Company has taken out and maintained directors' and officers' liability insurance throughout the year ended 31 December 2019, which provides appropriate cover for certain legal actions brought against its directors and officers. The level of the coverage is reviewed annually.

### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Bye-laws or the laws of Bermuda which would oblige the Company to offer new shares on a prorata basis to the existing shareholders of the Company.

### PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES

During the year ended 31 December 2019, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

### SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the best knowledge of the Directors, it is confirmed that there is sufficient public float of more than 25% of the Company's issued shares at the latest practicable date prior to the issue of the annual report.

### 報告期後事項

二零一九年十二月三十一日後之主要事件詳情載於綜合財務報表附註49。

### 企業管治

有關本公司企業管治常規之資料已載於年報隨附之企業管治報告內。

### 獲准許的彌償條文資料及董事保險

根據本公司之組織章程細則，董事及當其時有關本公司事務之其他高級管理人員將獲以本公司資產及溢利作為彌償保證及擔保，使其不會因彼等或彼等任何一方於執行或有關執行彼等各自職位或信託之職責或假定職責時作出、同意或遺漏之任何行為而將會或可能招致或蒙受之任何訴訟、費用、收費、損失、損害及開支而蒙受損害，惟因彼等本身的欺詐或不誠實行為而招致或蒙受者（如有）則作別論。

本公司於截至二零一九年十二月三十一日止年度內已購買及維持董事及高級職員責任保險，對其董事及高級職員所涉及之若干法律行動提供適當保障。保障水平每年檢討。

### 優先購買權

本公司之公司細則或百慕達法例並無有關優先購買權之規定，致使本公司須按比例向本公司現有股東發售新股。

### 購買、贖回或出售上市證券

截至二零一九年十二月三十一日止年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

### 足夠之公眾持股量

根據本公司所得之公開資料及就董事所深知，已確認於刊發年報前之最後可行日期，公眾持股量已達到超過本公司已發行股份25%之足夠水平。

# Report of the Directors

## 董事會報告書

### INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received, from each independent non-executive Director, an annual confirmation of their independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all the independent non-executive Directors are independent.

### AUDIT COMMITTEE

The Company has established an Audit Committee for the purposes of reviewing and providing supervision over the Group's financial reporting process and internal controls. It also reviews the effectiveness of the audit process and risk evaluation. The Audit Committee which comprised Mr. Chan Yee Ping, Michael, Ms. Ma Shujuan and Mr. Zheng Yurui being independent non-executive Directors, has reviewed the accompanying financial statements prior to their publication.

### AUDITORS

The consolidated financial statements of the Company for the year ended 31 December 2019 have been audited by Deloitte. Deloitte will retire and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting. A resolution for the re-appointment of Deloitte as auditor of the Company is to be proposed at the forthcoming annual general meeting of the Company.

On behalf of the Board  
**Guo Jiadi**  
Chairman

Hong Kong, 17 April 2020

### 獨立非執行董事之獨立性

本公司已接獲各獨立非執行董事根據上市規則第3.13條而發出有關其獨立性之年度確認書。本公司認為全體獨立非執行董事均為獨立人士。

### 審核委員會

本公司已成立審核委員會，以檢討及監督本集團的財務申報流程及內部監控。審核委員會亦檢討審核程序及風險評估的有效性。審核委員會（由獨立非執行董事陳貽平先生、馬淑娟女士及鄭玉瑞先生組成）已於隨附的財務報表刊載前審閱該等財務報表。

### 核數師

德勤已審核本公司截至二零一九年十二月三十一日止年度之綜合財務報表。德勤將於應屆股東週年大會上退任並符合資格膺選連任。本公司將於應屆股東週年大會上提呈一項決議案，以建議重新委任德勤為本公司核數師。

代表董事會  
主席  
**郭加迪**

香港，二零二零年四月十七日

# Independent Auditor's Report

## 獨立核數師報告書

**TO THE SHAREHOLDERS OF CHINA SANDI HOLDINGS LIMITED**  
(incorporated in the Bermuda with limited liability)

致中國三迪控股有限公司列位股東  
(於百慕達註冊成立之有限公司)

### Opinion

We have audited the consolidated financial statements of China Sandi Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 103 to 296, which comprise the consolidated statement of financial position as at 31 December 2019, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2019, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### Basis for Opinion

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

### 意見

我們已審核載列於第103至296頁的中國三迪控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表,當中包括於二零一九年十二月三十一日的綜合財務狀況報表、截至該年度止的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表,以及綜合財務報表附註(包括主要會計政策之概要)。

我們認為,綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則真實而公平地反映 貴集團於二零一九年十二月三十一日的綜合財務狀況及 貴集團截至該年度止的綜合財務表現及綜合現金流量,並已遵照香港公司條例之適用披露要求妥善編製。

### 意見的基礎

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



# Independent Auditor's Report

## 獨立核數師報告書

### Key Audit Matters

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

### Key audit matter

#### 關鍵審核事項

### Valuation of investment properties

#### 投資物業估值

We identified the valuation of investment properties as a key audit matter due to the significance of the balance to the consolidated financial statements as a whole, combined with the estimates associated with determining the fair value. As disclosed in note 19 to the consolidated financial statements, the investment properties of the Group were shopping malls, hotels, office units, commercial units, kindergartens and car parking in the People's Republic of China (the "PRC") amounted to RMB7,451,740,000 as at 31 December 2019, representing 37% of the Group's total assets. Fair value gain on investment properties of RMB1,345,174,000 was recognised in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2019.

我們將投資物業估值視作關鍵審核事項，原因為投資物業之結餘佔整體綜合財務報表比重較大，以及釐定公平值相關之估計。如綜合財務報表附註19所披露，於二零一九年十二月三十一日，貴集團之投資物業為於中華人民共和國（「中國」）之購物商場、酒店、辦公單位、商業單位、幼兒園及停車位人民幣7,451,740,000元，佔貴集團總資產之37%。截至二零一九年十二月三十一日止年度，投資物業之公平值收益人民幣1,345,174,000元於綜合損益及其他全面收益表內確認。

### 關鍵審核事項

關鍵審核事項是根據我們的專業判斷，認為對綜合財務報表的審核最為重要的事項。這些事項是在我們審核整體綜合財務報表及出具意見時處理，我們不會對這些事項個別提供意見。

### How our audit addressed the key audit matter

#### 我們審核時如何處理關鍵審核事項

Our procedures in relation to assessing the appropriateness of the valuation of the investment properties included:

我們有關評估投資物業的估值合適與否的程序包括：

- Understanding the management's process for reviewing and evaluating the work of the Valuer;
- 了解管理層就審閱及評估估值師的工作採用的程序；
- Evaluating the competence, capabilities and objectivity of the Valuer;
- 評估估值師勝任與否、能力及客觀與否；
- Obtaining an understanding from the Valuer about the valuation techniques, the performance of the property markets, significant assumptions adopted in the valuations;
- 向估值師了解有關估值程序、物業市場的表現、估值時所採納的重大假設；

# Independent Auditor's Report

## 獨立核數師報告書

### Key Audit Matters (continued)

#### Key audit matter

##### 關鍵審核事項

#### Valuation of investment properties (continued)

##### 投資物業估值 (續)

All of the Group's investment properties are stated at fair value based on valuations performed by an independent professional qualified valuer not connected with the Group (the "Valuer"). The fair value of the completed investment properties and investment properties under construction were determined by adopting the direct comparison approach and dependent on the analysis of recent market sales evidence of similar properties. Details of the valuation techniques and key inputs used in the valuations are disclosed in note 19 to the consolidated financial statements.

所有 貴集團的投資物業均基於由與 貴集團概無關連的獨立專業合資格估值師（「估值師」）進行的估值按公平值列賬。已完成投資物業及在建投資物業之公平值乃採用直接比較法，根據相若物業之近期市場銷售證據分析釐定。估值所用估值技術及主要輸入數據之詳情於綜合財務報表附註19披露。

### 關鍵審核事項 (續)

#### How our audit addressed the key audit matter

##### 我們審核時如何處理關鍵審核事項

- Evaluating the reasonableness of the significant unobservable inputs and the accuracy of the source data adopted by the management of the Group and the Valuer by comparing them, on a sample basis, to existing tenancy profiles, publicly available information of similar comparable properties and our knowledge of the real estate industry; and
- 評估重大不可觀察輸入數據的合理性以及 貴集團管理層及估值師所採用之源數據之準確性。方法為以抽樣方式將有關資料與相若可資比較業務之現有租賃狀況、公開資料及吾等對房地產行業之了解進行比較；及
- Evaluating the sensitivity analysis prepared by the management on the significant unobservable inputs to evaluate the magnitude of their impacts on the fair values.
- 評估管理層就重大不可觀察輸入數據編製之敏感度分析以評估彼等對公平值的影響程度。

# Independent Auditor's Report

## 獨立核數師報告書

### Key Audit Matters (continued)

#### Key audit matter

##### 關鍵審核事項

#### Valuation of inventories of properties

##### 物業存貨估值

We identified the valuation of the Group's inventories of properties as a key audit matter due to the significant estimates involved in the determination of net realisable value (the "NRV") of these properties. As disclosed in note 23 to the consolidated financial statements, the Group had completed properties for sale of RMB478,038,000 and properties under development for sale of RMB8,371,645,000 (the "inventories of properties") as at 31 December 2019, which are situated in the PRC.

我們識別 貴集團物業存貨的估值為關鍵審核事項，乃因為釐定該等物業的可變現淨值（「可變現淨值」）涉及重大估計。誠如綜合財務報表附註23所披露，於二零一九年十二月三十一日，貴集團擁有位於中國的待售已竣工物業人民幣478,038,000元及待售發展中物業人民幣8,371,645,000元（「物業存貨」）。

As disclosed in note 6 to the consolidated financial statements, management of the Group determined the NRV of the inventories of properties by reference to the estimated selling prices of the inventories of properties, which takes into account a number of factors including prevailing real estate market conditions in the PRC, estimated selling expenses, estimated costs to completion, and the sale-related taxes (if any). Based on management's estimation of the NRV of the inventories of properties the Group had written down inventories of properties of RMB8,010,000 as at 31 December 2019.

誠如綜合財務報表附註6所披露，貴集團管理層於確定物業存貨的可變現淨值時，參照該等物業存貨的估計售價，其中考慮多項因素，包括中國的現行房地產市場狀況、估計出售開支、完工之估計成本及銷售相關稅項（如有）。根據管理層對 貴集團物業存貨的可變現淨值的估計，於二零一九年十二月三十一日，貴集團已撇減物業存貨人民幣8,010,000元。

### 關鍵審核事項（續）

#### How our audit addressed the key audit matter

##### 我們審核時如何處理關鍵審核事項

Our procedures in relation to the NRV of the inventories of properties included:

我們就物業存貨的可變現淨值的程序包括：

- Obtaining an understanding on the management's process of determining of the NRV of the inventories of properties;
- 了解管理層釐定物業存貨可變現淨值的過程；
- Evaluating the reasonableness of the estimated future cost to completion of the properties, on a sample basis, by comparing it to the actual development cost of similar completed properties of the Group; and
- 評估完成物業的估計未來成本的合理性，方式是抽樣將該等物業與 貴集團類似已完工物業的實際開發成本進行比較；及
- Assessing the reasonableness of the estimated selling prices used by management with reference to market prices achieved in the same projects or by comparable properties, including an evaluation of the appropriateness of the comparable properties used by management of the Group based on our knowledge of the Group's business and real estate industry in the PRC.
- 參考相同項目或相若項目已取得的市場價格評估管理層使用的估計銷售價格的合理性，包括評估 貴集團管理層基於對 貴集團業務及中國房地產行業的知識所使用的相若物業的適當性。

# Independent Auditor's Report

## 獨立核數師報告書

### Other Information

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

### Responsibilities of Directors and Those Charged with Governance for the Consolidated Financial Statements

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

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

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

### 其他資料

貴公司董事負責其他資料。其他資料包括年報所載資料，但不包括綜合財務報表及我們就此發出的核數師報告。

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

結合我們對綜合財務報表的審核，我們的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或我們在審核過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們執行的工作，如果我們認為其他資料存在重大錯誤陳述，我們需要報告該事實。就此方面，我們沒有任何報告。

### 貴公司董事及負責管治者就綜合財務報表須承擔之責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定編製綜合財務報表，以令綜合財務報表作出真實而公平的反映，以及落實其認為編製綜合財務報表所必要的內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

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

負責管治者亦負責監察 貴集團之財務報告程序。

# Independent Auditor's Report

## 獨立核數師報告書

### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

### 核數師就審核綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並根據百慕達公司法第90條向閣下（作為整體）出具載有我們意見的核數師報告，除此之外本報告別無其他目的。本核數師並不會就本報告內容對任何其他人士負責或承擔任何責任。合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審核，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》進行審核的過程中，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，設計及執行審核程序以應對這些風險，以及獲取充足和適當的審核憑證，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。
- 了解與審核相關的內部控制，以設計適當的審核程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

# Independent Auditor's Report

## 獨立核數師報告書

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

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

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

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

### 核數師就審核綜合財務報表承擔的責任 (續)

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審核憑證，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，則我們應當作出有保留意見。我們的結論是基於核數師報告日止所取得的審核憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就貴集團內實體或業務活動的財務資料獲取充足、適當的審核憑證，以便對綜合財務報表發表意見。我們負責貴集團審核的方向、監督和執行。我們為審核意見承擔全部責任。

除其他事項外，我們與負責管治者溝通了計劃的審核範圍、時間安排、重大審核發現等，包括我們在審核中識別出內部控制的任何重大缺陷。

我們亦向負責管治者提交聲明，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。

# Independent Auditor's Report

## 獨立核數師報告書

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

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

The engagement partner on the audit resulting in the independent auditor's report is Wong Kit Sum.

**Deloitte Touche Tohmatsu**  
Certified Public Accountants  
Hong Kong  
17 April 2020

### 核數師就審核綜合財務報表承擔的責任 (續)

從與負責管治者溝通的事項中，我們確定哪些事項對本期間的綜合財務報表的審核最為重要，因而構成關鍵審核事項。我們在核數師報告中描述該等事項，除非法律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。

本獨立核數師報告之審核項目合夥人是王杰森。

**德勤•關黃陳方會計師行**  
執業會計師  
香港  
二零二零年四月十七日

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收益表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

			Year ended 31 December 2019 二零一九年 十二月三十一日 止年度 <b>RMB'000</b> 人民幣千元	Nine months ended 31 December 2018 二零一八年 十二月三十一日 止九個月 <b>RMB'000</b> 人民幣千元 (restated) (經重列)
Revenue	收益			
Goods and services	商品及服務	7	<b>1,825,886</b>	265,705
Rental of investment properties	投資物業租金	7	<b>115,679</b>	99,343
<b>Total revenue</b>	<b>總收入</b>		<b>1,941,565</b>	365,048
Cost of sales and services	銷售及服務成本		<b>(1,322,124)</b>	(216,671)
<b>Gross profit</b>	<b>毛利</b>		<b>619,441</b>	148,377
Other income	其他收入	9	<b>14,709</b>	23,844
Other gains and losses	其他收益及虧損	10	<b>125,490</b>	(45,491)
Change in fair value of investment properties	投資物業之公平值變動		<b>19,747</b>	63,690
Change in fair value upon transfer from inventories of properties to investment properties	自物業存貨轉撥至投資物業時之公平值變動		<b>382,058</b>	-
Change in fair value of financial assets at fair value through profit or loss ("FVTPL")	按公平值計入損益(「按公平值計入損益」)之財務資產公平值變動		<b>(30,364)</b>	(49,157)
Change in fair value of derivative component of convertible bond	可換股債券之衍生工具部分之公平值變動		<b>(9,334)</b>	-
Selling and distribution expenses	銷售及分銷開支		<b>(104,508)</b>	(81,032)
Administrative expenses	行政開支		<b>(143,549)</b>	(102,449)
Finance costs	融資成本	11	<b>(139,388)</b>	(37,255)
Share of results of an associate	應佔聯營公司業績		<b>(11,643)</b>	(632)
<b>Profit (loss) before tax</b>	<b>除稅前溢利(虧損)</b>	12	<b>722,659</b>	(80,105)
Income tax expense	所得稅開支	13	<b>(255,477)</b>	(44,002)
<b>Profit (loss) for the year/period</b>	<b>本年度/期間溢利(虧損)</b>		<b>467,182</b>	(124,107)



# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收益表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		Year ended 31 December 2019 二零一九年 十二月三十一日 止年度 RMB'000 人民幣千元	Nine months ended 31 December 2018 二零一八年 十二月三十一日 止九個月 RMB'000 人民幣千元 (restated) (經重列)
<b>Other comprehensive (expense) income</b>	<b>其他全面(開支)收益</b>		
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至損益之項目：</i>		
Exchange differences arising on translation of foreign operations	換算外國業務產生之匯兌差額	(1,524)	11,546
<i>Items that will not be reclassified subsequently to profit or loss:</i>	<i>其後不會重新分類至損益之項目：</i>		
Increase in fair value of property, plant and equipment, right-of-use assets and properties under development upon transfer to investment properties	物業、廠房及設備、使用權資產及發展中物業轉撥至投資物業時之公平值增加	943,369	-
Deferred tax arising on fair value change of property, plant and equipment, right-of-use assets and properties under development upon transfer to investment properties	物業、廠房及設備、使用權資產及發展中物業轉撥至投資物業時之公平值變動產生之遞延稅項	(235,842)	-
<b>Total comprehensive income (expense) for the year/period</b>	<b>本年度／期間全面收益(開支)總額</b>	<b>1,173,185</b>	<b>(112,561)</b>

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收益表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		Year ended 31 December 2019 二零一九年 十二月三十一日 止年度 <b>RMB'000</b> 人民幣千元	Nine months ended 31 December 2018 二零一八年 十二月三十一日 止九個月 <b>RMB'000</b> 人民幣千元 (restated) (經重列)
	Note 附註		
Profit (loss) for the year/period attributable to:	以下人士應佔本年度／期間溢利(虧損)：		
– Owners of the Company	– 本公司擁有人	<b>482,165</b>	(114,580)
– Non-controlling interests	– 非控股權益	<b>(14,983)</b>	(9,527)
		<b>467,182</b>	(124,107)
Total comprehensive income (expense) attributable to:	以下人士應佔全面收入(開支)總額：		
– Owners of the Company	– 本公司擁有人	<b>1,188,168</b>	(103,034)
– Non-controlling interests	– 非控股權益	<b>(14,983)</b>	(9,527)
		<b>1,173,185</b>	(112,561)
EARNINGS (LOSS) PER SHARE	每股盈利(虧損)		
Basic (RMB cents)	基本(人民幣分)	16	<b>9.70</b> (2.57)
Diluted (RMB cents)	攤薄(人民幣分)	16	<b>8.89</b> (2.57)

# Consolidated Statement of Financial Position

## 綜合財務狀況表

As at 31 December 2019 於二零一九年十二月三十一日

			At 31 December 2019 於二零一九年 十二月三十一日 RMB'000 人民幣千元	At 31 December 2018 於二零一八年 十二月三十一日 RMB'000 人民幣千元 (restated) (經重列)	At 1 April 2018 於二零一八年 四月一日 RMB'000 人民幣千元 (restated) (經重列)
<b>Non-current assets</b>	<b>非流動資產</b>				
Property, plant and equipment	物業、廠房及設備	17	42,261	94,385	91,682
Right-of-use assets	使用權資產	18	1,011,054	-	-
Investment properties	投資物業	19	7,451,740	4,693,149	4,623,040
Properties under development	發展中物業	20	279,860	351,253	219,993
Prepaid lease payments	預付租賃款項	18	-	1,150,516	1,198,239
Interest in an associate	於一間聯營公司之權益	21	-	256,406	-
Deposits paid for properties under development	就發展中物業之已付按金		-	50,000	63,224
Loan receivables	應收貸款	24	-	127,790	17,790
Deferred tax assets	遞延稅項資產	22	62,122	39,039	22,222
			<b>8,847,037</b>	6,762,538	6,236,190
<b>Current assets</b>	<b>流動資產</b>				
Inventories of properties	物業存貨	23	8,849,683	7,677,875	4,893,832
Contract costs	合約成本	29	111,150	77,429	12,907
Trade receivables, other receivables and prepayments	應收賬款、其他應收款項及預付款項	25	1,039,976	1,758,983	2,867,401
Prepaid lease payments – due within one year	預付租賃款項—一年內到期		-	27,271	27,271
Loan receivables	應收貸款	24	-	-	127,218
Prepaid income tax	預付所得稅		119,582	124,749	78,437
Financial assets at FVTPL	按公平值計入損益之財務資產	26	24,889	60,611	100,701
Amounts due from related companies	應收關連公司款項	46(a)	491,784	1,083,582	753,048
Amounts due from non-controlling shareholders of subsidiaries	應付附屬公司非控股權益款項	46(a)	20,595	-	-
Restricted bank deposits	受限制銀行存款	27	62,840	90,344	31,767
Bank balances and cash	銀行結餘及現金	27	707,276	409,498	245,856
			<b>11,427,775</b>	11,310,342	9,138,438

# Consolidated Statement of Financial Position

## 綜合財務狀況表

As at 31 December 2019 於二零一九年十二月三十一日

		At 31 December 2019 於二零一九年 十二月三十一日 RMB'000 人民幣千元	At 31 December 2018 於二零一八年 十二月三十一日 RMB'000 人民幣千元 (restated) (經重列)	At 1 April 2018 於二零一八年 四月一日 RMB'000 人民幣千元 (restated) (經重列)
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables and accruals	應付賬款以及其他應付款項及 應計費用	28 <b>2,303,680</b>	2,082,545	2,673,158
Lease liabilities	租賃負債	36 <b>2,500</b>	-	-
Contract liabilities	合約負債	29 <b>6,553,298</b>	4,721,726	2,229,658
Income tax payable	應付所得稅	<b>153,547</b>	128,187	187,952
Amounts due to related companies	應付關連公司款項	46(a) <b>642,927</b>	1,480,448	549,752
Amounts due to non-controlling shareholders of subsidiaries	應付附屬公司非控股股東款項	46(a) -	278,372	167,690
Amount due to a director	應付一名董事款項	46(a) <b>99,626</b>	385,826	286,200
Bank and other borrowings – due within one year	銀行及其他借貸 – 一年內到期	30 <b>619,493</b>	2,675,715	1,351,249
Bonds payable – due within one year	應付債券 – 一年內到期	33 -	9,404	-
		<b>10,375,071</b>	11,762,223	7,445,659
<b>Net current assets (liabilities)</b>	<b>流動資產 (負債) 淨值</b>	<b>1,052,704</b>	(451,881)	1,692,779
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>	<b>9,899,741</b>	6,310,657	7,928,969
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	31 <b>42,881</b>	37,468	37,468
Reserves	儲備	<b>3,902,682</b>	3,944,889	3,516,011
Equity attributable to owners of the Company	本公司擁有人應佔權益	<b>3,945,563</b>	3,982,357	3,553,479
Non-controlling interests	非控股權益	<b>53,969</b>	78,637	58,364
<b>Total equity</b>	<b>總權益</b>	<b>3,999,532</b>	4,060,994	3,611,843

# Consolidated Statement of Financial Position

## 綜合財務狀況表

As at 31 December 2019 於二零一九年十二月三十一日

		At 31 December 2019 於二零一九年 十二月三十一日	At 31 December 2018 於二零一八年 十二月三十一日	At 1 April 2018 於二零一八年 四月一日
	Notes 附註	RMB'000 人民幣千元	RMB'000 人民幣千元 (restated) (經重列)	RMB'000 人民幣千元 (restated) (經重列)
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Lease liabilities	租賃負債	36	607	-
Debt component of convertible bond	可換股債券之債務部分	34	322,972	-
Derivative component of convertible bond	可換股債券之衍生工具部分	34	293,981	-
Promissory note	承兌票據	35	446,249	-
Bonds payable	應付債券	33	-	8,280
Deferred tax liabilities	遞延稅項負債	22	1,225,965	857,881
Bank borrowings – due after one year	銀行借貸—一年後到期	30	3,610,435	1,391,782
			<b>5,900,209</b>	2,249,663
			<b>9,899,741</b>	6,310,657
				4,317,126
				7,928,969

The consolidated financial statements on pages 103 to 296 were approved and authorised for issue by the Board of Directors on 17 April 2020 and are signed on its behalf by:

第103至296頁之綜合財務報表於二零二零年四月十七日獲董事會批准及授權發行，並由下列董事代表董事會簽署：

**Guo Jiadi**  
郭加迪  
DIRECTOR  
董事

**Wang Chao**  
王超  
DIRECTOR  
董事

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔虧損												
		Share capital	Share premium	Share-based compensation reserve	Capital reserve	Merger reserve	Statutory reserve	Translation reserve	Other reserve	Property revaluation reserve	Retained profits	Sub-total	Non-controlling interests	Total
		股本	股份溢價	以股份為基準之補償儲備	資本儲備	合併儲備	法定儲備	換算儲備	其他儲備	物業重估儲備	保留溢利	小計	控股權益	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 April 2018 (audited and restated)	於二零一八年四月一日 (經審核及經重列)	37,468	534,288	3,416	7,255	(101,000)	-	(22,117)	1,224,806	-	1,052,751	2,736,867	(71)	2,736,796
Effect of inclusion of All Excel Group and Power Success Group (as defined in note 2)	納入全盛集團及Power Success集團之影響 (如附註2所定義)	-	-	-	-	(546,111)	195,414	-	-	-	1,167,309	816,612	58,435	875,047
At 1 April 2018 (restated)	於二零一八年四月一日 (經重列)	37,468	534,288	3,416	7,255	(647,111)	195,414	(22,117)	1,224,806	-	2,220,060	3,553,479	58,364	3,611,843
Loss for the period	本期間虧損	-	-	-	-	-	-	-	-	-	(114,580)	(114,580)	(9,527)	(124,107)
Other comprehensive income for the period	本期間其他全面收益	-	-	-	-	-	-	11,546	-	-	-	11,546	-	11,546
Total comprehensive income (expense) for the period	本期間全面收益 (開支) 總額	-	-	-	-	-	-	11,546	-	-	(114,580)	(103,034)	(9,527)	(112,561)
Recognition of equity-settled share-based payments (note 32)	確認以股份為基準之付款 (附註32)	-	-	7,291	-	-	-	-	-	-	-	7,291	-	7,291
Capital injection by non-controlling interests	非控股權益注資	-	-	-	-	-	-	-	-	-	-	-	29,800	29,800
Acquisition of entities under common control	收購共同控制實體	-	-	-	-	524,621	-	-	-	-	-	524,621	-	524,621
At 31 December 2018 (restated)	於二零一八年十二月三十一日 (經重列)	37,468	534,288	10,707	7,255	(122,490)	195,414	(10,571)	1,224,806	-	2,105,480	3,982,357	78,637	4,060,994
Profit (loss) for the year	本年度溢利 (虧損)	-	-	-	-	-	-	-	-	-	482,165	482,165	(14,983)	467,182
Other comprehensive expense for the year	本年度其他全面開支	-	-	-	-	-	-	(1,524)	-	-	-	(1,524)	-	(1,524)
Increase in fair value of property, plant and equipment, right-of-use assets and properties under development upon transfer to investment properties	物業、廠房及設備、使用權資產及發展中物業轉撥至投資物業時之公平值增加	-	-	-	-	-	-	-	-	943,369	-	943,369	-	943,369
Deferred tax arising on fair value change of property, plant, and equipment, right-of-use assets and properties under development upon transfer to investment properties	物業、廠房及設備、使用權資產及發展中物業轉撥至投資物業時之公平值變動產生之遞延稅項	-	-	-	-	-	-	-	-	(235,842)	-	(235,842)	-	(235,842)
Total comprehensive (expense) income for the year	本年度全面 (開支) 收益總額	-	-	-	-	-	-	(1,524)	-	707,527	482,165	1,188,168	(14,983)	1,173,185
Acquisition of additional interests in a subsidiary from non-controlling interests (note 31(ii))	自非控股權益收購一間附屬公司之額外權益 (附註31(ii))	1,195	64,548	-	-	-	-	-	(17,470)	-	-	48,273	(9,685)	38,588
Recognition of equity-settled share-based payments (note 32)	確認以股份為基準之付款 (附註32)	-	-	2,640	-	-	-	-	-	-	-	2,640	-	2,640
Acquisitions of entities under common control (note 31(i))	收購共同控制的實體 (附註31(i))	4,158	232,872	-	-	(1,513,782)	-	-	-	-	-	(1,276,752)	-	(1,276,752)
Exercise of shares options	行使購股權	60	1,647	(830)	-	-	-	-	-	-	-	877	-	877
At 31 December 2019	於二零一九年十二月三十一日	42,881	833,355	12,517	7,255	(1,636,272)	195,414	(12,095)	1,207,336	707,527	2,587,645	3,945,563	53,969	3,999,532

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### Notes:

- (i) Capital reserve represents deemed contribution from equity owner regarding to the waiver of loan for funding the construction of an investment property in 2012.
- (ii) Merger reserve represents the difference between the share capital of the combining entities against cash consideration paid and other considerations issued by the Company upon completion of business combination under common control.
- (iii) The other reserve, which is the contributed surplus account of the Company, represents the difference arising from the share premium reduction which was being effective and approved by the Bermuda Registrar of Companies on 11 May 2016. Under the share premium reduction, entire amount standing to the credit of the share premium account of the Company as at 29 February 2016 in the sum of approximately RMB3,049,440,000 be reduced, with part of the credit arising therefrom being applied to offset the accumulated losses of the Company in the sum of approximately RMB1,824,634,000 in full and the remaining balance of the credit in the sum of approximately RMB1,224,806,000 being credited to the other reserve of the Company.

In addition, RMB17,470,000 recognised as credited to other reserve of the Company represents the difference between the amount of consideration shares issued and the carrying amount of non-controlling interest acquired plus the waiver of amount due to non-controlling shareholder of RMB38,588,000 as detailed in note 31(ii). The waiver of amount due to non-controlling shareholder is a non-cash transaction of the Group.

### 附註：

- (i) 資本儲備指股權擁有人之視作注資，乃關於免除於二零一二年就建設一項投資物業撥資的貸款。
- (ii) 合併儲備指合併實體之股本與本公司於受共同控制之業務合併完成之已發行現金代價及其他已發出代價之間之差額。
- (iii) 其他儲備（為本公司之實繳盈餘賬）指股份溢價減少產生的差額，於二零一六年五月十一日經百慕達公司註冊處處長批准生效。根據削減股份溢價，削減本公司股份溢價賬於二零一六年二月二十九日之全部進賬額約3,049,440,000港元，因此產生之進賬款項部分用於悉數抵銷本公司之累計虧損約1,824,634,000港元，餘下進賬款項約1,224,806,000港元計入本公司其他儲備。

此外，確認為計入其他儲備之人民幣17,470,000元指已發行代價股份金額與已收購非控股權益賬面值加附註31(ii)所詳述之豁免應付非控股股東款項人民幣38,588,000元之差額。豁免應付非控股股東款項乃本集團非現金交易。

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		Year ended 31 December 2019 二零一九年 十二月三十一日 止年度 RMB'000 人民幣千元	Nine months ended 31 December 2018 二零一八年 十二月三十一日 止九個月 RMB'000 人民幣千元 (restated) (經重列)
<b>Operating activities</b>	<b>經營活動</b>		
Profit (loss) for the year/period	本年度／期間溢利（虧損）	<b>722,659</b>	(80,105)
Adjustments for:	調整：		
Finance costs	融資成本	<b>139,388</b>	37,255
Bank interest income	銀行利息收入	<b>(3,046)</b>	(3,494)
Interest income from loan receivables	應收貸款之利息收入	<b>(8,657)</b>	(17,376)
Dividend income from financial assets at FVTPL	按公平值計入損益之財務資產股息收入	<b>(436)</b>	(546)
Share of results of an associate	應佔聯營公司業績	<b>11,643</b>	632
Depreciation of property, plant and equipment	物業、廠房及設備折舊	<b>13,910</b>	9,247
Depreciation of right-of-use assets	使用權資產折舊	<b>29,338</b>	-
Release of prepaid lease payments	解除預付租賃款項	-	20,453
Reversal on impairment loss on other receivables	其他應收款項之減值虧損撥回	-	(320)
Write-down of inventories of properties	撇減物業存貨	-	605
Share-based payments expenses	以股份為基準之開支	<b>2,640</b>	7,291
(Gain) loss on disposal of property, plant and equipment	出售物業、廠房及設備之（收益）虧損	<b>(41)</b>	2
Loss on disposal of an investment property	出售投資物業之虧損	<b>235</b>	-
Gain on disposal of interest in an associate	出售於一間聯營公司的權益之收益	<b>(151,380)</b>	-
Gain on disposal of financial assets at FVTPL	出售按公平值計入損益之財務資產之收益	<b>(239)</b>	-
Change in fair value of investment properties	投資物業之公平值變動	<b>(19,747)</b>	(63,690)
Change in fair value upon transfer from inventories of properties to investment properties	自物業存貨轉撥至投資物業時之公平值變動	<b>(382,058)</b>	-
Change in fair value of financial assets at FVTPL	按公平值計入損益之財務資產公平值變動	<b>30,364</b>	49,157
Change in fair value of derivative component of convertible bond	可換股債券之衍生工具部分之公平值變動	<b>9,334</b>	-



# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		Year ended 31 December 2019 二零一九年 十二月三十一日 止年度 RMB'000 人民幣千元	Nine months ended 31 December 2018 二零一八年 十二月三十一日 止九個月 RMB'000 人民幣千元 (restated) (經重列)
	Notes 附註		
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量	<b>393,907</b>	(40,889)
Increase in inventories of properties	物業存貨增加	<b>(1,757,997)</b>	(2,504,705)
(Increase) decrease in trade receivables, other receivables and prepayments	應收賬款、其他應收款項及預付款項(增加)減少	<b>(295,432)</b>	1,253,901
Increase (decrease) in trade and other payables and accruals	應付賬款以及其他應付款項及應計費用增加(減少)	<b>702,571</b>	(653,017)
Increase in contract costs	合約成本增加	<b>(33,721)</b>	(64,522)
Increase in contract liabilities	合約負債增加	<b>1,831,572</b>	2,491,802
Cash generated from operations	經營所得現金	<b>840,900</b>	482,570
Income taxes paid	所得稅已付	<b>(115,791)</b>	(130,810)
<b>Net cash from operating activities</b>	<b>經營活動所得現金淨額</b>	<b>725,109</b>	351,760
<b>Investing activities</b>	<b>投資活動</b>		
Bank interest received	銀行已收利息	<b>3,046</b>	3,494
Interest received from loan receivables	應收貸款之已收利息	<b>8,657</b>	17,376
Dividend received from financial assets at FVTPL	按公平值計入損益之財務資產之已收股息	<b>436</b>	546
Proceeds from disposal of financial assets at FVTPL	出售按公平值計入損益之財務資產之所得款項	<b>6,192</b>	-
Repayment from loan receivables	償還應收貸款	<b>127,790</b>	17,218
Proceeds on disposal of property, plant and equipment	出售物業、廠房及設備之所得款項	<b>101</b>	-
Proceeds on disposal of investment properties	出售投資物業之所得款項	<b>1,120</b>	-
Acquisition of interest in an associate	收購聯營公司之權益	21	(207,200)
Proceeds on disposal of interest in an associate	出售於一間聯營公司的權益之所得款項	21	-
Advance to related companies	應付關連公司款項	<b>(442,802)</b>	(291,692)

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		Year ended 31 December 2019 二零一九年 十二月三十一日 止年度 RMB'000 人民幣千元	Nine months ended 31 December 2018 二零一八年 十二月三十一日 止九個月 RMB'000 人民幣千元 (restated) (經重列)
	Notes 附註		
Repayments from related companies	關連公司償還款項	312,860	726,873
Advance to non-controlling shareholders of subsidiaries	應付附屬公司非控股股東墊款	(20,595)	-
Placement of restricted bank deposits	存置受限制銀行存款	(49,816)	(75,778)
Withdrawal of restricted bank deposits	存置受限制銀行存款	77,320	17,201
Purchase of property, plant and equipment	購買物業、廠房及設備	(13,930)	(11,911)
Payments to construction of properties under development	建設發展中物業之付款	(234,396)	(131,261)
Net cash outflow on acquisition of a subsidiary	收購一間附屬公司之現金流出淨額	(44,056)	-
Refund of deposits paid for properties under development	退還就發展中物業已付之按金	50,000	13,224
Payments for right-for-use assets/ leasehold lands	土地使用權資產／租賃土地付款	(92)	-
<b>Net cash from investing activities</b>	<b>投資活動之現金淨額</b>	<b>128,617</b>	<b>78,090</b>
<b>Financing activities</b>	<b>融資活動</b>		
Interest paid for bank and other borrowings	銀行及其他借貸之已付利息	(404,246)	(287,884)
Interest paid for bonds payable	應付債券之已付利息	(379)	(495)
Interest paid for lease liabilities	租賃負債之已付利息	(179)	-
Repayment of bank and other borrowings	償還銀行及其他借貸之已付利息	(4,039,501)	(1,370,803)
New bank and other borrowings raised	新增銀行及其他借貸	4,201,932	600,000
Repayments of bonds payable	償還應付債券	(9,698)	-
Repayments of lease liabilities	償還租賃負債	(1,830)	-
Capital contribution from non-controlling interests	來自非控股權益之注資	-	29,800
Payments for acquisition of entities under common control	收購共同控制實體之付款	(219,745)	-
Proceeds from exercise of share options	行使購股權之所得款項	1,707	-
Advance from non-controlling shareholders of subsidiaries	附屬公司非控股股東墊款	-	110,682

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		Year ended 31 December 2019 二零一九年 十二月三十一日 止年度 RMB'000 人民幣千元	Nine months ended 31 December 2018 二零一八年 十二月三十一日 止九個月 RMB'000 人民幣千元 (restated) (經重列)
Repayments to non-controlling shareholders of subsidiaries	償還附屬公司非控股股東款項	(239,784)	-
Advance to a director	向一名董事墊款	(286,200)	-
Advance from a director	一名董事墊款	-	99,626
Advance to related companies	向關連公司墊款	(1,039,853)	(1,228,381)
Repayments from related companies	關連公司償還款項	1,482,928	1,783,752
<b>Net cash used in financing activities</b>	<b>融資活動所用現金淨額</b>	<b>(554,848)</b>	<b>(263,703)</b>
<b>Net increase in cash and cash equivalents</b>	<b>現金及現金等值增加淨額</b>	<b>298,878</b>	<b>166,147</b>
<b>Cash and cash equivalents at the beginning of year/period</b>	<b>年初／期初之現金及現金等值</b>	<b>409,498</b>	<b>245,856</b>
Effect of foreign exchange rate changes	外幣匯率變動之影響	(1,100)	(2,505)
<b>Cash and cash equivalents at the end of year/period</b>	<b>年終／期終之現金及現金等值</b>	<b>707,276</b>	<b>409,498</b>
<b>Analysis of the balance of cash and cash equivalents</b>	<b>現金及現金等值結餘分析</b>		
Bank balance and cash	銀行結餘及現金	707,276	409,498

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 1. GENERAL

China Sandi Holdings Limited (the “Company”) is a public limited company incorporated in the Bermuda and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Its parent and ultimate parent is United Century International Limited (incorporated in the British Virgin Islands (“BVI”). The ultimate controlling party is Mr. Guo Jiadi. The address of registered office and principal place of business of the Company are located at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and Room 3405, 34th Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong respectively.

The Company acts as an investment holding company. The principal activities of its associate and principal subsidiaries are set out in notes 21 and 47 respectively.

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

#### Change of presentation currency

The presentation currency of the consolidated financial statements in prior financial periods was Hong Kong Dollars (“HK\$”). In current year, the Group has changed its presentation currency for the preparation of its consolidated financial statements from HK\$ to RMB in order to allow for greater transparency of the underlying performance of the Group as the principal operations of the Group are now conducted in the PRC with substantially all of its transactions denominated and settled in RMB. The directors of the Company consider that it is more appropriate to use RMB as the presentation currency in presenting the operating results and financial positions of the Group. Comparative financial information was represented in RMB accordingly.

### 1. 一般資料

中國三迪控股有限公司(「本公司」)為於百慕達註冊成立之公開有限公司，其股份於香港聯合交易所有限公司(「聯交所」)上市。其母公司及最終母公司為United Century International Limited(於英屬處女群島(「英屬處女群島」)註冊成立之公司)。最終控制方為郭加迪先生。本公司之註冊辦事處及主要營業地點之地址分別位於Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda及香港干諾道中168-200號信德中心招商局大廈34樓3405室。

本公司為一間投資控股公司。其聯營公司及主要附屬公司之主要業務分別載列於附註21及47。

該等綜合財務報表以人民幣(「人民幣」)呈列，為本公司之功能貨幣。

#### 變更呈列貨幣

綜合財務報表於過往財政期間的呈列貨幣為港元。於本年度，本集團已將編制其綜合財務報表的呈列貨幣由港元變更為人民幣，以令本集團之相關表現更具透明度，原因是本集團現時之主要業務於中國開展，其絕大部分交易均以人民幣計值及比較財務資料，因此以人民幣呈列及結算。本公司董事認為，在呈列本集團之經營業績及財務狀況時，以人民幣作為呈列貨幣更為合適。比較財務資料因此以人民幣呈列。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 1. GENERAL (continued)

#### Change of functional currency

During the current year, the functional currency of the Company was changed from HK\$ to RMB upon the completion of an acquisition of All Excel Industries Limited ("All Excel") as detailed in note 2. Subsequent to the acquisition, the Company mainly holds subsidiaries whose underlying operations are primarily in the PRC with RMB being the currency that mainly influences the Group's underlying transactions, events and conditions. The directors of the Company have determined that RMB better reflects the economic substance of the Company and its business activity as an investment holding company primarily holding interest in subsidiaries with primary economic environment in the PRC. Accordingly, the functional currency of the Company was changed prospectively from the date of acquisition.

### 2. MERGER ACCOUNTING FOR A BUSINESS COMBINATION INVOLVING ENTITIES UNDER COMMON CONTROL

The Group accounts for all its business combinations involving entities under common control using the principles of merger accounting in accordance with Accounting Guideline 5 "Merger Accounting for Common Control Combinations" ("AG 5") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

### 1. 一般資料 (續)

#### 變更功能貨幣

於本年度，於收購全盛實業有限公司（「全盛實業」）完成後，本公司的功能貨幣由港元變更為人民幣，詳情載於附註2。隨收購後，本公司主要持有其附屬業務主要位於中國的附屬公司，人民幣為主要影響本集團相關交易、事件及情況的貨幣。本公司董事已釐定人民幣更能反映本公司的經濟實質及其作為投資控股公司於中國主要經濟環境的於附屬公司持有權益的業務活動。因此，本公司的功能貨幣自收購日期始變更。

### 2. 涉及同一控制實體的業務合併的合併會計法

本集團對其所有涉及同一控制實體的業務合併，乃根據由香港會計師公會頒佈之《會計指引》第5號「同一控制下合併的合併會計法」（「《會計指引》第5號」）採用合併會計法的原則。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 2. MERGER ACCOUNTING FOR A BUSINESS COMBINATION INVOLVING ENTITIES UNDER COMMON CONTROL (continued)

#### Acquisition of All Excel

Pursuant to the sale and purchase agreement (“S&P Agreement 1”) with Primary Partner International Limited (the “Vendor”) dated 21 September 2018, the Group, through a subsidiary namely Grand Supreme Limited (“Grand Supreme”), acquired 100% equity interest in All Excel (together with its subsidiaries collectively referred to as “All Excel Group”), from the Vendor, a company beneficially owned by Mr. Guo Jiadi. Pursuant to the S&P Agreement 1, the total consideration of the acquisition was HK\$1,500,000,000, which is satisfied by i) cash of HK\$200,000,000; ii) issue of interest bearing promissory notes with principal amount of HK\$600,000,000; iii) issue of 485,436,893 ordinary shares of the Company (“Consideration Shares”) to the Vendor at HK\$0.412 per Consideration Share (equivalent to HK\$200,000,000); and iv) issue of convertible bond in the principal amount of HK\$500,000,000 and is convertible into shares of the Company at conversion price of HK\$0.412 per conversion share. The maturity date of the convertible bond is 5 years from the date of issue. All Excel was established in the BVI and its subsidiaries are principally engaged in property development, property investment and hotel operation business in the PRC. The acquisition was completed on 30 January 2019 (the “Acquisition Completion Date 1”). The cash consideration of HK\$200,000,000 (equivalent to RMB174,976,000) has been paid during the year ended 31 December 2019.

Key terms of the consideration are set out in notes 31(i), 34 and 35 respectively.

### 2. 涉及同一控制實體的業務合併的合併會計法 (續)

#### 收購全盛

根據與Primary Partner International Limited (「賣方」)於二零一八年九月二十一日訂立的買賣協議(「買賣協議一」)，本集團透過附屬公司Grand Supreme Limited (「Grand Supreme」)自賣方收購全盛(連同其附屬公司統稱為「全盛集團」)(郭加迪先生實益擁有之公司)100%股權。根據買賣協議一，收購事項總代價為1,500,000,000港元，以i)現金200,000,000港元；ii)發行本金額為600,000,000港元的計息承兌票據；iii)向賣方以每股代價股份0.412港元發行485,436,893股本公司普通股(「代價股份」)(相當於200,000,000港元)；及iv)發行本金額為500,000,000港元的可換股債券，並按轉換價每股轉換股份0.412港元轉換為本公司股份結算。可換股債券的到期日為自發行日期起計5年。全盛於英屬處女群島成立，其附屬公司主要在中國從事物業發展、物業投資及酒店營運業務。收購事項於二零一九年一月三十日(「收購事項完成日期一」)完成。截至二零一九年十二月三十一日止年度，現金代價200,000,000港元(相當於人民幣174,976,000元)已予支付。

代價之主要條款分別載列於附註31(i)、34及35。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 2. MERGER ACCOUNTING FOR A BUSINESS COMBINATION INVOLVING ENTITIES UNDER COMMON CONTROL (continued)

#### Acquisition of Power Success Development Incorporated

Pursuant to the sale and purchase agreement ("S&P Agreement 2") with Top Trendy Holdings Limited ("Top Trendy"), the Group, through Grand Supreme acquire 100% equity interests in Power Success Development Incorporated ("Power Success") and its subsidiaries (together referred to as "Power Success Group"), from Top Trendy, a company beneficially owned by Mr. Guo Jiadi. Pursuant to the S&P Agreement 2, the consideration is RMB243,670,000 which is satisfied by cash. Power Success was established in the BVI and its subsidiaries are principally engaged in property development business in the PRC. The acquisition was completed on 28 November 2019. The cash consideration of RMB44,769,000 has been paid during the year ended 31 December 2019.

In applying AG 5 to the acquisition of All Excel Group and Power Success Group, the consolidated statement of financial position of the Group as at 1 April 2018 and 31 December 2018 have been restated to include the assets and liabilities of All Excel Group and Power Success Group as if they were within the Group on these respective dates (see below for the financial impact). The consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the nine months ended 31 December 2018 have also been restated to include the financial performance, changes in equity and cash flows of All Excel Group and Power Success Group as if they were within the Group throughout the period (also see below for financial impact).

### 2. 涉及同一控制實體的業務合併的合併會計法 (續)

#### 收購Power Success Development Incorporated

根據與Top Trendy Holdings Limited (「Top Trendy」)訂立的買賣協議(「買賣協議二」)，本集團透過Grand Supreme自Top Trendy收購Power Success Development Incorporated (「Power Success」)及其附屬公司(統稱為「Power Success集團」)(郭加迪先生實益擁有之公司)100%股權。根據買賣協議二，代價為人民幣243,670,000元，通過現金支付。Power Success於英屬處女群島成立，其附屬公司主要在中國從事物業發展業務。收購事項於二零一九年十一月二十八日完成。截至二零一九年十二月三十一日止年度，現金代價人民幣44,769,000元已予支付。

對於收購全盛集團及Power Success集團採用《會計指引》第5號時，本集團於二零一八年四月一日及二零一八年十二月三十一日的綜合財務狀況表已作重列，以包括全盛集團及Power Success集團的資產及負債，如同該等公司從該等相關日期起已為本集團旗下(財務影響見下文)。截至二零一八年十二月三十一日止九個月的綜合損益表及其他全面收益表、綜合權益變動表及綜合現金流量表同樣已作重列，以包括全盛集團及Power Success集團的財務表現、權益變動及現金流量，如同該等公司於整個期間內已為本集團旗下(財務影響見下文)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 2. MERGER ACCOUNTING FOR A BUSINESS COMBINATION INVOLVING ENTITIES UNDER COMMON CONTROL (continued)

The effects of acquisition of All Excel Group and Power Success Group using merger accounting on the consolidated statement of profit or loss and other comprehensive income for the nine months ended 31 December 2018 are as follows:

### 2. 涉及同一控制實體的業務合併的合併會計法 (續)

截至二零一八年十二月三十一日止九個月，使用合併會計法對綜合損益及其他全面收益表收購全盛集團及Power Success集團的影響如下：

		Audited and restated	Business combination of entities under common control	Audited and restated after adjustment
		經審核及經重列 RMB'000 人民幣千元	涉及同一控制實體的業務合併 RMB'000 人民幣千元	調整後經審核及經重列 RMB'000 人民幣千元
Revenue	收益			
Goods and services	商品及服務	47,502	218,203	265,705
Rental of investment properties	投資物業租金	80,377	18,966	99,343
<b>Total revenue</b>	<b>總收入</b>	<b>127,879</b>	<b>237,169</b>	<b>365,048</b>
Cost of sales and services	銷售及服務成本	(28,348)	(188,323)	(216,671)
<b>Gross profit</b>	<b>毛利</b>	<b>99,531</b>	<b>48,846</b>	<b>148,377</b>
Other income	其他收入	19,828	4,016	23,844
Other gains and losses	其他收益及虧損	(22,470)	(23,021)	(45,491)
Change in fair value of investment properties	投資物業之公平值變動	(900)	64,590	63,690
Change in fair value of financial assets at FVTPL	按公平值計入損益之財務資產公平值變動	(49,157)	-	(49,157)
Selling and distribution expenses	銷售及分銷開支	(32,062)	(48,970)	(81,032)
Administrative expenses	行政開支	(36,082)	(66,367)	(102,449)
Finance costs	融資成本	(29,550)	(7,705)	(37,255)
Share of results of an associate	應佔聯營公司業績	(632)	-	(632)
<b>Loss before tax</b>	<b>除稅前虧損</b>	<b>(51,494)</b>	<b>(28,611)</b>	<b>(80,105)</b>
Income tax expense	所得稅開支	(21,002)	(23,000)	(44,002)
<b>Loss for the period</b>	<b>本期間虧損</b>	<b>(72,496)</b>	<b>(51,611)</b>	<b>(124,107)</b>



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 2. MERGER ACCOUNTING FOR A BUSINESS COMBINATION INVOLVING ENTITIES UNDER COMMON CONTROL (continued)

### 2. 涉及同一控制實體的業務合併的合併會計法 (續)

		Business Audited and restated	combination of entities under common control 涉及同一 控制實體的 業務合併 RMB'000 人民幣千元	Audited and restated after adjustment 調整後經審核 及經重列 RMB'000 人民幣千元
<b>Other comprehensive income</b>	<b>其他全面收益</b>			
<i>Item that may be reclassified subsequently to profit or loss</i>	其後可能重新分類至損益之項目：			
Exchange differences arising on translation of foreign operations	換算外國業務產生之匯兌差額	11,546	-	11,546
<b>Total comprehensive expense for the period</b>	<b>本期間全面開支總額</b>	(60,950)	(51,611)	(112,561)
<b>Loss for the period attributable to</b>	<b>以下人士應佔期內虧損：</b>			
- Owners of the Company	- 本公司擁有人	(69,102)	(45,478)	(114,580)
- Non-controlling interests	- 非控股權益	(3,394)	(6,133)	(9,527)
		(72,496)	(51,611)	(124,107)
<b>Total comprehensive expense for the period attributable to:</b>	<b>以下人士應佔本期間全面開支總額：</b>			
- Owners of the Company	- 本公司擁有人	(57,556)	(45,478)	(103,034)
- Non-controlling interests	- 非控股權益	(3,394)	(6,133)	(9,527)
		(60,950)	(51,611)	(112,561)
<b>LOSS PER SHARE</b>	<b>每股虧損</b>			
- Basic (RMB cents)	- 基本 (人民幣分)	(1.55)	(1.02)	(2.57)
- Diluted (RMB cents)	- 攤薄 (人民幣分)	(1.55)	(1.02)	(2.57)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 2. MERGER ACCOUNTING FOR A BUSINESS COMBINATION INVOLVING ENTITIES UNDER COMMON CONTROL (continued)

The effects of the adoption of merger accounting on the consolidated statement of financial position as at 31 December 2018 and 1 April 2018 are as follows:

### 2. 涉及同一控制實體的業務合併的合併會計法 (續)

截至二零一八年十二月三十一日及二零一八年四月一日，採用合併會計法對綜合財務狀況表的影響如下：

	31.12.2018 Audited and restated	Business combination of entities under common control	31.12.2018 Audited and restated after adjustment	1.4.2018 Audited and restated	Business combination of entities under common control	1.4.2018 Audited and restated after adjustment
	於二零一八年 十二月三十一日 (經審核及 經重列) RMB'000 人民幣千元	涉及同一 控制實體的 業務合併 RMB'000 人民幣千元 (Note) (附註)	於二零一八年 十二月三十一日 (調整後 經審核及 經重列) RMB'000 人民幣千元	二零一八年 四月一日 (經審核及 經重列) RMB'000 人民幣千元	涉及同一 控制實體的 業務合併 RMB'000 人民幣千元 (Note) (附註)	於二零一八年 四月一日 (調整後 經審核及 經重列) RMB'000 人民幣千元
<b>Non-current assets</b>	<b>非流動資產</b>					
Property, plant and equipment	7,720	86,665	94,385	4,265	87,417	91,682
Investment properties	3,163,600	1,529,549	4,693,149	3,164,500	1,458,540	4,623,040
Properties under development	172,099	179,154	351,253	144,322	75,671	219,993
Prepaid lease payments	142,420	1,008,096	1,150,516	142,420	1,055,819	1,198,239
Interest in an associate	256,406	-	256,406	-	-	-
Deposits paid for properties under development	50,000	-	50,000	63,224	-	63,224
Loan receivables	110,000	17,790	127,790	-	17,790	17,790
Deferred tax assets	11,503	27,536	39,039	11,814	10,408	22,222
	3,913,748	2,848,790	6,762,538	3,530,545	2,705,645	6,236,190
<b>Current assets</b>	<b>流動資產</b>					
Inventories of properties	2,387,869	5,290,006	7,677,875	1,007,086	3,886,746	4,893,832
Contract costs	38,797	38,632	77,429	11,009	1,898	12,907
Trade receivables, other receivables and prepayments	242,565	1,516,418	1,758,983	880,811	1,986,590	2,867,401
Prepaid lease payments – due within one year	-	27,271	27,271	-	27,271	27,271
Loan receivables	-	-	-	127,218	-	127,218
Prepaid income tax	14,647	110,102	124,749	8,300	70,137	78,437
Financial assets at FVTPL	60,611	-	60,611	100,701	-	100,701
Amounts due from related companies	13	1,083,569	1,083,582	111	752,937	753,048
Restricted bank deposits	505	89,839	90,344	504	31,263	31,767
Bank balances and cash	130,923	278,575	409,498	161,423	84,433	245,856
	2,875,930	8,434,412	11,310,342	2,297,163	6,841,275	9,138,438

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 2. MERGER ACCOUNTING FOR A BUSINESS COMBINATION INVOLVING ENTITIES UNDER COMMON CONTROL (continued)

### 2. 涉及同一控制實體的業務合併的合併會計法 (續)

	31.12.2018 Audited and restated 於二零一八年 十二月三十一日 (經審核及 經重列) RMB'000 人民幣千元	Business combination of entities under common control 涉及同一 控制實體的 業務合併 RMB'000 人民幣千元 (Note) (附註)	31.12.2018 Audited and restated after adjustment 於二零一八年 十二月三十一日 (調整後 經審核及 經重列) RMB'000 人民幣千元	1.4.2018 Audited and restated 二零一八年 四月一日 (經審核及 經重列) RMB'000 人民幣千元	Business combination of entities under common control 涉及同一 控制實體的 業務合併 RMB'000 人民幣千元 (Note) (附註)	1.4.2018 Audited and restated after adjustment 於二零一八年 四月一日 (調整後 經審核及 經重列) RMB'000 人民幣千元		
<b>Current liabilities</b>		<b>流動負債</b>						
Trade and other payables and accruals		應付賬款以及其他應付款項及 應計費用	363,175	1,719,370	2,082,545	188,778	2,484,380	2,673,158
Contract liabilities		合約負債	2,127,229	2,594,497	4,721,726	1,091,646	1,138,012	2,229,658
Income tax payable		應付所得稅	37,107	91,080	128,187	45,990	141,962	187,952
Amounts due to related companies		應付關連公司款項	19,889	1,460,559	1,480,448	39,294	510,458	549,752
Amounts due to non-controlling shareholders of subsidiaries		應付附屬公司非控股權益款項	198,990	79,382	278,372	123,190	44,500	167,690
Amount due to a director		應付一名董事款項	-	385,826	385,826	-	286,200	286,200
Bank and other borrowings – due within one year		銀行及其他借貸 – 一年內到期	119,750	2,555,965	2,675,715	147,797	1,203,452	1,351,249
Bonds payable – due within one year		應付債券 – 一年內到期	9,404	-	9,404	-	-	-
	2,875,544		8,886,679	11,762,223	1,636,695	5,808,964	7,445,659	
<b>Net current assets (liabilities)</b>	386	<b>流動資產 (負債)淨值</b>	(452,267)	(451,881)	660,468	1,032,311	1,692,779	
<b>Total assets less current liabilities</b>	3,914,134	<b>資產總值減流動負債</b>	2,396,523	6,310,657	4,191,013	3,737,956	7,928,969	
<b>Capital and reserves</b>		<b>資本及儲備</b>						
Share capital	37,468	股本	-	37,468	37,468	-	37,468	
Reserves	2,674,885	儲備	1,270,004	3,944,889	2,699,399	816,612	3,516,011	
Equity attributable to owners of the Company	2,712,353	本公司擁有人應佔權益	1,270,004	3,982,357	2,736,867	816,612	3,553,479	
Non-controlling interests	49,935	非控股權益	28,702	78,637	(71)	58,435	58,364	
<b>Total equity</b>	2,762,288	<b>總權益</b>	1,298,706	4,060,994	2,736,796	875,047	3,611,843	
<b>Non-current liabilities</b>		<b>非流動負債</b>						
Bonds payable	-	應付債券	-	-	8,280	-	8,280	
Deferred tax liabilities	624,626	遞延稅項負債	233,255	857,881	609,024	212,771	821,795	
Bank and other borrowings – due after one year	527,220	銀行及其他借貸 – 一年後到期	864,562	1,391,782	836,913	2,650,138	3,487,051	
	1,151,846		1,097,817	2,249,663	1,454,217	2,862,909	4,317,126	
	3,914,134		2,396,523	6,310,657	4,191,013	3,737,956	7,928,969	

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 2. MERGER ACCOUNTING FOR A BUSINESS COMBINATION INVOLVING ENTITIES UNDER COMMON CONTROL (continued)

Note: These adjustments are to include the assets and liabilities of All Excel Group and Power Success Group as at 31 December 2018 and 1 April 2018 into the Group's consolidated financial statements.

The effects of acquisition of All Excel Group and Power Success Group using merger accounting on the condensed consolidated statement of cash flows for the nine months ended 31 December 2018 are as follows:

### 2. 涉及同一控制實體的業務合併的合併會計法 (續)

附註：該等調整將於二零一八年十二月三十一日及二零一八年四月一日全盛集團及Power Success集團的資產及負債納入本集團的綜合財務報表。

截至二零一八年十二月三十一日止九個月，使用合併會計法將收購全盛集團及Power Success集團入賬對簡明綜合現金流量表的影響如下：

		Audited and restated	Business combination of entities under common control	Audited and restated after adjustment
		經審核及經重列 RMB'000 人民幣千元	共同控制實體之業務合併 RMB'000 人民幣千元	調整後經審核及經重列 RMB'000 人民幣千元
<b>Net cash from operating activities</b>	<b>經營活動所得現金淨額</b>	444,895	(93,135)	351,760
<b>Investing activities</b>	<b>投資活動</b>			
Bank interest received	已收利息	1,516	1,978	3,494
Interest received from loan receivables	應收貸款之已收利息	17,376	-	17,376
Dividend received from financial assets at FVTPL	按公平值計入損益之財務資產之已收股息	546	-	546
Repayment from loan receivables	償還應收貸款	17,218	-	17,218
Acquisition of interest in an associate	收購聯營公司之權益	(207,200)	-	(207,200)
Placement of restricted bank deposits	存置受限制銀行存款	-	(75,778)	(75,778)
Withdrawal of restricted bank deposits	提取受限制銀行存款	-	17,201	17,201
Advance to related companies	應付關連公司款項	-	(291,692)	(291,692)
Repayments from related companies	關連公司償還款項	111	726,762	726,873
Purchase of property, plant and equipment	購買物業、廠房及設備	(4,908)	(7,003)	(11,911)
Refund of deposits paid for properties under development	退還就發展中物業已付之按金	13,224	-	13,224
Payments to construction of properties under development	建設發展中物業之付款	(27,777)	(103,484)	(131,261)
<b>Net cash (used in) from investing activities</b>	<b>投資活動(所用)所得現金淨額</b>	(189,894)	267,984	78,090

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 2. MERGER ACCOUNTING FOR A BUSINESS COMBINATION INVOLVING ENTITIES UNDER COMMON CONTROL (continued)

### 2. 涉及同一控制實體的業務合併的合併會計法 (續)

		Audited and restated	Business combination of entities under common control	Audited and restated after adjustment
		經審核及經重列 RMB'000 人民幣千元	共同控制實體之業務合併 RMB'000 人民幣千元	調整後經審核及經重列 RMB'000 人民幣千元
<b>Financing activities</b>	<b>融資活動</b>			
Interest paid for bank and other borrowings	銀行及其他借貸之已付利息	(37,022)	(250,862)	(287,884)
Interest paid for bonds payable	應付債券之已付利息	(495)	-	(495)
Repayment of bank and other borrowings	償還銀行及其他借貸之已付利息	(341,157)	(1,029,646)	(1,370,803)
New bank and other borrowings raised	新增銀行及其他借貸	-	600,000	600,000
Capital contribution from non-controlling interests	來自非控股權益之注資	20,000	9,800	29,800
Advance from non-controlling shareholders of subsidiaries	附屬公司非控股股東墊款	75,800	34,882	110,682
Repayment from a director	一名董事還款	-	99,626	99,626
Advance to related companies	應付關連公司款項	(122)	(1,228,259)	(1,228,381)
Repayment from related companies	關連公司償還款項	-	1,783,752	1,783,752
<b>Net cash (used in) from financing activities</b>	<b>融資活動(所用)所得現金淨額</b>	(282,996)	19,293	(263,703)
<b>Net (decrease) increase in cash and cash equivalents</b>	<b>現金及現金等值(減少)增加淨額</b>	(27,995)	194,142	166,147
<b>Cash and cash equivalents at the beginning of period</b>	<b>期初之現金及現金等值</b>	161,423	84,433	245,856
Effect of foreign exchange rate changes	外幣匯率變動之影響	(2,505)	-	(2,505)
<b>Cash and cash equivalents at the end of period</b>	<b>期終之現金及現金等值</b>	130,923	278,575	409,498
<b>Analysis of the balance of cash and cash equivalents</b>	<b>現金及現金等值結餘分析</b>			
Bank balance and cash	銀行結餘及現金	130,923	278,575	409,498

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

Starting from the annual consolidated financial statements for the nine months period ended 31 December 2018, the financial year end date of the Company was changed from 31 March to 31 December to align with the financial year end date of the Company's principal operating subsidiaries established in the PRC for which their accounts are statutorily required to be prepared with a financial year end date of 31 December. Accordingly, the consolidated financial statements for the current year covers the twelve months period from 1 January 2019 to 31 December 2019. The corresponding comparative figures shown for the consolidated profit or loss and other comprehensive income, consolidated statement of changes in equity, consolidated statement of cash flows and related notes cover the nine months period from 1 April 2018 to 31 December 2018 and therefore may not be comparable with amounts shown for the current year.

### 4. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

#### New and amendments to HKFRSs that are mandatorily effective for the current year

The Group has applied the following new and amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") for the first time in the current year:

HKFRS 16	Leases
HK(IFRIC) – Int 23	Uncertainty over Income Tax Treatments
Amendments to HKFRS 9	Prepayment Features with Negative Compensation
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015-2017 Cycle

Except as described below, the application of the new and amendments to HKFRSs in the current year has had no material impact on the Group's financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

### 3. 編製綜合財務報表之基準

自截至二零一八年十二月三十一日止九個月期間的年度綜合財務報表起，本公司的財政年度結算日期由三月三十一日更改為十二月三十一日，旨在與本公司於中國成立的主要業務附屬公司的財政年度結算日期一致，因該等附屬公司需按法定要求以十二月三十一日為財政年度結算日期編製賬目。因此，本年度的綜合財務報表涵蓋自二零一九年一月一日至二零一九年十二月三十一日止十二個月期間。綜合損益及其他全面收益表、綜合權益變動表、綜合現金流量表及相關附註所示之相應比較數字涵蓋自二零一八年四月一日至二零一八年十二月三十一日止九個月期間，因此未必可與本年度所示數額相比較。

### 4. 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本

本集團於本年度首次應用香港會計師公會頒佈之以下新訂香港財務報告準則及其修訂本。

香港財務報告準則第16號	租賃
香港（國際財務報告詮釋委員會）— 詮釋第23號	所得稅處理之不確定性
香港財務報告準則第9號（修訂本）	具不賠償條款之預付款
香港會計準則第19號（修訂本）	計劃修訂、削減或清償
香港會計準則第28號（修訂本）	於聯營公司及合營公司之長期權益
香港財務報告準則（修訂本）	二零一五年至二零一七年期間香港財務報告準則的年度改進

除下文所述，本年度應用新訂香港財務報告準則及其修訂本對本集團於本期間及過往年度之財務狀況及表現及／或載於綜合財務報表之披露並無重大影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 4. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### HKFRS 16 “Leases”

The Group has applied HKFRS 16 for the first time in the current year. HKFRS 16 superseded HKAS 17 “Leases” (“HKAS 17”), and the related interpretations.

#### Definition of a lease

The Group has elected the practical expedient to apply HKFRS 16 to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4 “Determining whether an Arrangement contains a Lease” and not apply this standard to contracts that were not previously identified as containing a lease. Therefore, the Group has not reassessed contracts which already existed prior to the date of initial application.

For contracts entered into or modified on or after 1 January 2019, the Group applies the definition of a lease in accordance with the requirements set out in HKFRS 16 in assessing whether a contract contains a lease.

#### As a lessee

The Group has applied HKFRS 16 retrospectively with the cumulative effect recognised at the date of initial application, 1 January 2019.

As at 1 January 2019, the Group recognised additional lease liabilities and right-of-use assets at amounts equal to the related lease liabilities by applying HKFRS 16.C8(b)(ii) transition. Any difference at the date of initial application is recognised in the opening retained profits and comparative information has not been restated.

### 4. 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本（續）

#### 香港財務報告準則第16號－「租賃」

本集團於本年度首次應用香港財務報告準則第16號。香港財務報告準則第16號取代香港會計準則第17號租賃（「香港會計準則第17號」）及相關的詮釋。

#### 租賃定義

本集團選用可行及適宜之方法，就先前應用香港會計準則第17號及香港（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」識別為租賃的合約應用香港財務報告準則第16號，而對於先前並非識別為包括租賃的合約，則不應用該準則。因此，本集團並無重新評估於首次應用日期前已存在的合約。

就於二零一九年一月一日或之後訂立或修訂的合約而言，本集團於評估合約是否包含租賃時根據香港財務報告準則第16號所載的規定應用租賃的定義。

#### 作為承租人

本集團已追溯應用香港財務報告準則第16號，而累計影響於首次應用當日（即二零一九年一月一日）確認。

於二零一九年一月一日，本集團透過應用香港財務報告準則第16.C8(b)(ii)號的過渡安排以相關租賃負債之相等金額確認額外租賃負債及之使用權資產。於首次應用當日之任何差額於期初累計溢利確認，並無重列比較資料。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

#### 4. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

##### HKFRS 16 “Leases” (continued)

##### As a lessee (continued)

When applying the modified retrospective approach under HKFRS 16 at transition, the Group applied the following practical expedients to leases previously classified as operating leases under HKAS 17, on lease-by-lease basis, to the extent relevant to the respective lease contracts:

- i. elected not to recognise right-of-use assets and lease liabilities for leases with lease term ends within 12 months of the date of initial application; and
- ii. excluded initial direct costs from measuring the right-of-use assets at the date of initial application.

#### 4. 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本（續）

##### 香港財務報告準則第16號－「租賃」（續）

##### 作為承租人（續）

於過渡時應用香港財務報告準則第16號項下的經修訂追溯方法時，本集團按逐項租賃基準就先前根據香港會計準則第17號分類為經營租賃且與各租賃合約相關的租賃應用以下可行權宜方法：

- i. 選擇不就租期由首次應用日期起計12個月內結束的租賃確認使用權資產及租賃負債；及
- ii. 於首次應用日期計量使用權資產時撇除初始直接成本。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 4. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### HKFRS 16 “Leases” (continued)

##### As a lessee (continued)

When recognising the lease liabilities for leases previously classified as operating leases, the Group has applied incremental borrowing rates of the relevant group entities at the date of initial application. The weighted average incremental borrowing rates applied by the relevant group entities range from 5.13% to 6.18% per annum.

### 4. 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本（續）

#### 香港財務報告準則第16號－「租賃」（續）

##### 作為承租人（續）

於確認先前分類為經營租賃的租賃的租賃負債時，本集團已應用於首次應用日期相關集團實體的增量借款利率。相關集團實體所用加權平均增量借款利率介乎每年 5.13%至6.18%。

		At 1 January 2019 於二零一九年 一月一日 RMB'000 (restated) 人民幣千元 (經重列)
Operating lease commitments as at 31 December 2018	於二零一八年十二月三十一日的 經營租約承擔	1,118
Lease liabilities discounted at relevant incremental borrowing rates	租賃負債按遞增借款利率進行貼現	1,060
Less: Recognition exemption – short-term leases	減：確認豁免－短期租賃	(231)
Lease liabilities relating to operating leases recognised upon application of HKFRS 16 as at 1 January 2019	於二零一九年一月一日應用香港財務報 告準則第16號確認與經營租賃有關的 租賃負債	829
Analysed as	按以下類別進行分析	
Current	流動	344
Non-current	非流動	485
		829

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 4. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### HKFRS 16 “Leases” (continued)

##### As a lessee (continued)

The carrying amount of right-of-use assets for own use as at 1 January 2019 comprises the following:

			Right-of-use assets 使用權資產
		Note 附註	RMB'000 人民幣千元
Right-of-use assets relating to operating leases recognised upon application of HKFRS 16	應用香港財務報告準則第16號時確認的經營租賃有關之使用權資產		829
Reclassified from prepaid lease payments	自預付租賃付款中重新分類	(a)	1,177,787
			1,178,616
By class:	按以下類別：		
Leasehold lands	租賃土地		1,177,787
Leased properties	租賃物業		829
			1,178,616

(a) Upfront payments for leasehold lands in the PRC were classified as prepaid lease payments as at 31 December 2018. Upon application of HKFRS 16, the current and non-current portion of prepaid lease payments amounting to approximately RMB27,271,000 and RMB1,150,516,000 respectively were reclassified to right-of-use assets.

Effective from 1 January 2019, leasehold lands which were classified as properties under development are measured under HKFRS 16 at cost less any accumulated depreciation and any impairment losses.

### 4. 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本（續）

#### 香港財務報告準則第16號－「租賃」（續）

##### 作為承租人（續）

於二零一九年一月一日作自用的使用權資產的賬面值包括以下：

(a) 於二零一八年十二月三十一日，在中國的租賃土地的預付款項分類為預付租賃款項。應用香港財務報告準則第16號後，預付租賃款項的流動及非流動部分分別為人民幣27,271,000元及人民幣1,150,516,000元被重新分類為使用權資產。

自二零一九年一月一日起，分類為發展中物業的租賃土地根據香港財務報告準則第16號按成本減任何累計折舊及任何減值虧損計量。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 4. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (continued)

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

##### As a lessor

In accordance with the transitional provisions in HKFRS 16, the Group is not required to make any adjustment on transition for leases in which the Group is a lessor but account for these leases in accordance with HKFRS 16 from the date of initial application and comparative information has not been restated.

- (a) Upon application of HKFRS 16, new lease contracts entered into but commence after the date of initial application relating to the same underlying assets under existing lease contracts are accounted as if the existing leases are modified as at 1 January 2019. The application has had no impact on the Group's consolidated statement of financial position at 1 January 2019. However, effective 1 January 2019, lease payments relating to the revised lease term after modification are recognised as income on straight-line basis over the extended lease term.
- (b) Before application of HKFRS 16, refundable rental deposits received were considered as rights and obligations under leases to which HKAS 17 applied. Based on the definition of lease payments under HKFRS 16, such deposits are not payments relating to the right-of-use assets and were adjusted to reflect the discounting effect at transition. The adjustment has had no material financial impact on the consolidated financial statements for the current year.
- (c) Effective on 1 January 2019, the Group has applied HKFRS 15 "Revenue from Contracts with Customers" ("HKFRS 15") to allocate consideration in the contract to each lease and non-lease components. The change in allocation basis has had no material impact on the consolidated financial statements of the Group for the current year.

The following adjustments were made to the amounts recognised in the consolidated statement of financial position at 1 January 2019. Line items that were not affected by the changes have not been included.

### 4. 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本（續）

#### 香港財務報告準則第16號－「租賃」 （續）

##### 作為出租人

根據香港財務報告準則第16號的過渡條文，本集團毋須就本集團為出租人的租賃過渡作出任何調整，但須自初始應用日期起根據香港財務報告準則第16號對該等租賃進行會計處理，且並無重列比較資料。

- (a) 於應用香港財務報告準則第16號時，已訂立但於初始應用日期後開始與現有租賃合約項下相同的相關資產有關的新租賃合約會被視作猶如現有租賃合約並已於二零一九年一月一日獲修訂。有關應用對本集團於二零一九年一月一日的綜合財務狀況表並無構成影響。然而，自二零一九年一月一日起，修訂後的經修訂租賃期有關的租賃付款於經延長租賃期內按直線法基準確認為收入。
- (b) 採用香港財務報告準則第16號前，本集團將已收可退回租賃按金視為香港會計準則第17號所應用租賃項下的權利及責任。根據香港財務報告準則第16號下租賃款項的定義，該等按金並非與使用權資產有關的款項，並進行了調整以反映過渡時的貼現效應。該調整對本年度之綜合財務報表無重大財務影響。
- (c) 自二零一九年一月一日起，本集團已應用香港財務報告準則第15號－來自客戶合約之收益（「香港財務報告準則第15號」）將合約內的代價分配至各項租賃及非租賃部份。分配基準的變化對本年度之綜合財務報表無重大影響。

綜合財務狀況表於二零一九年一月一日確認之金額已作出以下調整。未受變動影響之項目並不包括在內。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 4. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

HKFRS 16 “Leases” (continued)

As a lessor (continued)

### 4. 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本（續）

香港財務報告準則第16號－「租賃」（續）

作為出租人（續）

		Carrying amounts as at 31 December 2018	Adjustments	Carrying amounts under HKFRS 16 at 1 January 2019
		於二零一八年十二月三十一日之賬面值	調整	於二零一九年一月一日香港財務報告準則第16號項下之賬面值
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
		(audited and restated)		(audited and restated)
		(經審核及經重列)		(經審核及經重列)
<b>Non-current assets</b>	<b>非流動資產</b>			
Right-of-use assets	使用權資產	–	1,178,616	1,178,616
Prepaid lease payments	預付租賃款項	1,150,516	(1,150,516)	–
<b>Current assets</b>	<b>流動資產</b>			
Prepaid lease payments	預付租賃款項	27,271	(27,271)	–
<b>Current liabilities</b>	<b>流動負債</b>			
Lease liabilities	租賃負債	–	344	344
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Lease liabilities	租賃負債	–	485	485

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 4. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### New and amendments to HKFRSs in issue but not yet effective

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

HKFRS 17	Insurance Contracts <sup>1</sup>
Amendments to HKFRS 3	Definition of a Business <sup>2</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>3</sup>
Amendments to HKAS 1 and HKAS 8	Definition of Material <sup>4</sup>
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform <sup>4</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2021.

<sup>2</sup> Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020.

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

<sup>4</sup> Effective for annual periods beginning on or after 1 January 2020.

In addition to the above new and amendments to HKFRSs, a revised Conceptual Framework for Financial Reporting was issued in 2018. Its consequential amendments, “the Amendments to References to the Conceptual Framework in HKFRS Standards”, will be effective for annual periods beginning on or after 1 January 2020.

Except for the new and amendments to HKFRSs mentioned below, the directors of the Company anticipate that the application of all other new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

### 4. 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本（續）

#### 已頒佈但尚未生效之新訂香港財務報告準則及其修訂本

本集團並無提早應用以下已頒佈但尚未生效之新訂香港財務報告準則及其修訂本：

香港財務報告準則第17號	保險合約 <sup>1</sup>
香港財務報告準則第3號（修訂本）	業務的定義 <sup>2</sup>
香港財務報告準則第10號及香港會計準則第28號（修訂本）	投資者與其聯營公司或合營公司之間的資產出售或注資 <sup>3</sup>
香港會計準則第1號及香港會計準則第8號（修訂本）	界定重要性 <sup>4</sup>
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號（修訂本）	利率基準改革 <sup>4</sup>

<sup>1</sup> 於二零二一年一月一日或之後開始之年度期間生效。

<sup>2</sup> 適用於收購日期為二零二零年一月一日或之後開始的首個年度期間開始當日或之後進行的業務合併及資產收購。

<sup>3</sup> 於待定期限或之後開始之年度期間生效。

<sup>4</sup> 於二零二零年一月一日或之後開始之年度期間生效。

除上述新訂及經修訂香港財務報告準則外，經修訂財務報告概念框架於二零一八年發佈。其後續修訂「香港財務報告準則中對概念框架的提述的修訂」將於二零二零年一月一日或其後開始的年度期間生效。

除下文所述之新訂及經修訂香港財務報告準則外，本公司董事預期應用所有其他新訂及經修訂香港財務報告準則於可見未來將不會對綜合財務報表產生重大影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

#### 4. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (continued)

##### New and amendments to HKFRSs in issue but not yet effective (continued)

##### Amendments to HKAS 1 and HKAS 8 "Definition of Material"

The amendments provide refinements to the definition of material by including additional guidance and explanations in making materiality judgments. In particular, the amendments:

- include the concept of "obscuring" material information in which the effect is similar to omitting or misstating the information;
- replace threshold for materiality influencing users from "could influence" to "could reasonably be expected to influence"; and
- include the use of the phrase "primary users" rather than simply referring to "users" which was considered too broad when deciding what information to disclose in the financial statements.

The amendments also align the definition across all HKFRSs and will be mandatorily effective for the Group's annual period beginning on 1 January 2020. The application of the amendments is not expected to have significant impact on the financial position and performance of the Group but may affect the presentation and disclosures in the consolidated financial statements.

#### 4. 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本（續）

##### 已頒佈但尚未生效之新訂香港財務報告準則及其修訂本（續）

##### 香港會計準則第1號及香港會計準則第8號（修訂本）「重要之定義」

該等修訂透過載入作出重大判斷時的額外指引及解釋，對重要的定義進行修訂。尤其是有關修訂：

- 包含「掩蓋」重要資料的概念，其與遺漏或誤報資料有類似效果；
- 就影響使用者重要性的範圍以「可合理預期影響」取代「可影響」；及
- 包含使用詞組「主要使用者」，而非僅指「使用者」，於決定於財務報表披露何等資料時，該用語被視為過於廣義。

該等修訂亦與所有香港財務報告準則的定義一致，並將在本集團於二零二零年一月一日開始的年度期間強制生效。預期應用該等修訂不會對本集團的財務狀況及表現造成重大影響，惟可能影響於綜合財務報表中的呈列及披露。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 4. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### Conceptual Framework for Financial Reporting 2018 (the “New Framework”) and the Amendments to References to the Conceptual Framework in HKFRS Standards

The New Framework:

- reintroduces the terms stewardship and prudence;
- introduces a new asset definition that focuses on rights and a new liability definition that is likely to be broader than the definition it replaces, but does not change the distinction between a liability and an equity instrument;
- discusses historical cost and current value measures, and provides additional guidance on how to select a measurement basis for a particular asset or liability;
- states that the primary measure of financial performance is profit or loss, and that only in exceptional circumstances other comprehensive income will be used and only for income or expenses that arise from a change in the current value of an asset or liability; and
- discusses uncertainty, derecognition, unit of account, the reporting entity and combined financial statements.

Consequential amendments have been made so that references in certain HKFRSs have been updated to the New Framework, whilst some HKFRSs are still referred to the previous versions of the framework. These amendments are effective for the Group’s annual period beginning on or after 1 January 2020. Other than specific standards which still refer to the previous versions of the framework, the Group will rely on the New Framework on its effective date in determining the accounting policies especially for transactions, events or conditions that are not otherwise dealt with under the accounting standards.

### 4. 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本（續）

#### 二零一八年財務報告概念框架（「新框架」）及提述香港財務報告準則概念框架的修訂

新框架：

- 重新引入管理及審慎此等術語；
- 引入著重權利的新資產定義以及範圍可能比所取代定義更廣的新負債定義，惟不會改變負債與權益工具之間的區別；
- 討論歷史成本及現值計量，並就如何為某一資產或負債選擇計量基準提供額外指引；
- 指出財務表現主要計量標準為損益，且於特殊情況下方會使用其他全面收益，且僅用於資產或負債現值產生變動的收入或開支；及
- 討論不確定因素、終止確認、會計單位、報告實體及合併財務報表。

相應修訂已作出，致使有關若干香港財務報告準則中的提述已更新至符合新框架，惟部分香港財務報告準則仍參考該框架的先前版本。該等修訂於二零二零年一月一日或之後開始的年度期間生效，並可提早應用。除仍參考該框架先前版本的特定準則外，本集團將於其生效日期按新框架決定會計政策，尤其是會計準則未有處理的交易、事件或條件。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

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

The consolidated financial statements have been prepared on the historical cost basis except for certain properties and financial instruments that are measured at fair values at the end of the reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in the consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 "Share-based Payment", leasing transactions that are within the scope of HKFRS 16 (since 1 January 2019) or HKAS 17 (before application of HKFRS 16), and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 "Inventories" or value in use in HKAS 36 "Impairment of Assets".

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.

### 5. 主要會計政策

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表包括香港證券上市規則及香港公司條例規定之適用披露。

除下文會計政策所述於報告期末若干物業及金融工具以公平值計量外，綜合財務報表按歷史成本基準編製。

歷史成本一般基於為換取貨物及服務而支付代價之公平值。

公平值是於計量日期市場參與者於有秩序交易中出售資產可收取或轉讓負債須支付的價格，而不論該價格是否直接可觀察或可使用其他估值技術估計。若市場參與者於計量日期對資產或負債定價時會考慮資產或負債的特點，則本集團於估計資產或負債的公平值時會考慮該等特點。此等綜合財務報表中作計量及／或披露用途的公平值乃按此基準釐定，惟屬於香港財務報告準則第2號「以股份付款」範圍的以股份付款的交易，屬於香港財務報告準則第16號（自二零一九年一月一日起）或香港會計準則第17號（應用香港財務報告準則第16號前）範圍內的租賃交易，以及與公平值有部份相若地方但並非公平值的計量，譬如香港會計準則第2號「存貨」的可變現價值淨額或第36號「資產減值」的使用價值除外。

非財務資產的公平值計量計及市場參與者透過最大限度使用該資產達致最佳用途、或透過將資產售予將最大限度使用該資產達致最佳用途的另一名市場參與者而產生經濟利益的能力。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

For financial instruments and investment properties which are transacted at fair value and a valuation technique that unobservable inputs is to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that at initial recognition the results of the valuation technique equals the transaction price.

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

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

The principal accounting policies adopted are set out below:

#### Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved where the Company:

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

The 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 listed above.

### 5. 主要會計政策 (續)

對於以公平值進行交易以及於後續期間以使用不可觀察的輸入數據的估值技術進行計量的金融工具和投資物業而言，已對估值技術進行校準，以便在首次確認時，估值技術的結果等於交易價格。

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

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

採納之主要會計政策如下：

#### 綜合基準

綜合財務報表包括本公司及其所控制之實體及其附屬公司之財務報表。當本公司符合以下要素時，則本公司取得控制權：

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

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

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### Basis of consolidation (continued)

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

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

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

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

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

### 5. 主要會計政策 (續)

#### 綜合基準 (續)

附屬公司自本集團取得其控制權時開始綜合入賬，並於本集團失去附屬公司控制權時取消綜合入賬。具體而言，年／期內收購或出售的附屬公司收支自本集團取得控制權之日起計入綜合損益及其他全面收益表，直至本集團不再控制附屬公司為止。

損益及其他全面收益各項目乃本公司擁有人及非控股權益分佔。附屬公司全面收益總額乃本公司擁有人及非控股權益分佔，即使導致非控股權益產生虧絀結餘。

如有需要，會對附屬公司的財務報表作出調整，以使其所用會計政策與本集團的會計政策一致。

本集團成員公司間的交易有關的所有集團內公司間資產、負債、權益、收入、開支及現金流量按綜合基準悉數撇銷。

於附屬公司之非控股股東權益與本集團於該附屬公司之權益均獨立呈列，即現有所有權權益賦予持有人權利於清盤時按比例分佔相關附屬公司之資產淨值。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### Business combinations

Acquisitions of businesses, other than business combination under common control are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred 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. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value at the acquisition date, except that:

- deferred tax assets or liabilities, assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 “Income Taxes” and HKAS 19 “Employee Benefits” respectively;
- liabilities or equity instruments related to share-based payment arrangement of the acquiree or share-based payment arrangement of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 Share-based Payment at the acquisition date (see the accounting policy below);
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 “Non-current Assets Held for Sale and Discontinued Operations” are measured in accordance with that standard; and
- lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in HKFRS 16) as if the acquired leases were new leases at the acquisition date, except for leases for which (a) the lease term ends within 12 months of the acquisition date; or (b) the underlying asset is of low value. Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

### 5. 主要會計政策 (續)

#### 業務合併

收購業務(共同控制下之業務合併除外)以收購法入賬。業務合併所轉讓代價以公平值計量,而公平值按本集團所轉讓資產、本集團對被收購方前擁有人所產生負債以及本集團就交換被收購方控制權所發行股本權益於收購日期之公平值總和計算。收購有關成本一般於產生時於損益內確認。

於收購日期,所收購可識別資產及所承擔負債,按其公平值確認,惟以下各項除外:

- 遞延稅項資產或負債及有關僱員福利安排之資產或負債分別遵循香港會計準則第12號「所得稅」及香港會計準則第19號「僱員福利」確認及計量;
- 與被收購方以股份為基礎付款安排或為替代被收購方以股份為基礎付款安排而訂立之本集團以股份為基礎付款安排有關之負債或股本工具,於收購日期根據香港財務報告準則第2號以股份為基礎之付款計量(見下文會計政策);
- 根據香港財務報告準則第5號「持作出售非流動資產及已終止經營業務」分類為持作出售之資產(或出售組合)按該準則計量;及
- 租賃負債按剩餘租賃付款(定義見香港財務報告準則第16號)之現值確認及計量,猶如所收購租賃於收購日為新租賃,惟(a)租賃期限於收購日期12個月內結束;或(b)相關資產為低價值之租賃除外。使用權資產按與相關租賃負債相同之金額確認及計量,並進行調整以反映與市場條件相比租賃之有利或不利條款。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### Business combinations (continued)

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net amounts of the identifiable assets acquired and the liabilities assumed as at acquisition date. If, after re-assessment, the net amount of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation are initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets.

### 5. 主要會計政策 (續)

#### 業務合併 (續)

商譽按所轉讓代價、於被收購方任何非控股權益之金額及收購方過往所持被收購方股權(如有)公平值總和超出所收購可識別資產及所承擔負債於收購日期之淨額計量。倘重新評估後,所收購可識別資產及所承擔負債之淨額超出所轉讓代價、於被收購方任何非控股權益之金額及收購方過往所持被收購方權益(如有)公平值總和,差額即時於損益確認為按議價收購收益。

代表當前所有者權益並使其持有者有權於清算時享有主體淨資產之比例份額之非控制性權益,初步可按其公平值或非控制性權益享有被收購方可識別淨資產已確認金額之份額計量。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### Merger accounting for business combination involving businesses under common control

The consolidated financial statements incorporate the financial statements items of the combining businesses in which the common control combination occurs as if they had been combined from the date when the combining businesses first came under the control of the controlling party.

The net assets of the combining businesses are consolidated using the existing book values from the controlling party's perspective. No amount is recognised in respect of goodwill or bargain purchase gain at the time of common control combination.

The consolidated statement of profit or loss and other comprehensive income includes the results of each of the combining businesses from the earliest date presented or since the date when the combining businesses first came under the common control, where this is a shorter period.

The comparative amounts in the consolidated financial statements are presented as if the businesses had been combined at the beginning of the previous reporting period or when they first came under common control, whichever is shorter.

### 5. 主要會計政策 (續)

#### 涉及共同控制業務之企業合併的合併會計法

綜合財務報表合併於共同控制合併發生時合併業務之財務報表項目，猶如自合併業務首次由控制方控制日期起合併。

合併業務之資產淨值乃按控制方之現有賬面值合併入賬。共同控制合併時並無就商譽或議價購買收益確認任何金額。

綜合損益及其他全面收益表包括合併業務自最早呈列日期起或自合併業務首次共同控制日期起（以較短期間為準）之業績。

綜合財務報表內之比較金額呈列為猶如該業務於上一報告期初或首次共同控制時（以較短期間為準）合併。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### Investment in an associate

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of an associate are incorporated in the consolidated financial statements using the equity method of accounting. The financial statements of associate used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate. Changes in net assets of the associate other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of a an associate equals or exceeds its interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

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

### 5. 主要會計政策 (續)

#### 於聯營公司之投資成本

聯營公司是指對本集團具有重大影響力的實體。重大影響是指對被投資方的財務和經營政策有參與決策的權力，但並不能夠控制或者與其他方一起共同控制該等政策之制定。

聯營公司的業績與資產及負債使用權益會計法綜合入該等綜合財務報表。按權益會計法入賬的聯營公司的財務報表，乃使用本集團有關類似情況下類似交易及事件的統一會計政策編製。按照權益法，於聯營公司的投資初步於綜合財務狀況表按成本確認，並於其後就確認本集團應佔該聯營公司之損益及其他全面收入作出調整。於該聯營公司的資產淨值（損益及其他全面收入除外）變動不入賬，除非該等變動導致本集團持有的擁有權變動。當本集團應佔聯營公司的虧損超過本集團於該聯營公司的權益（包括實際上構成本集團於該聯營公司投資淨額一部分的任何長期權益）時，本集團會終止確認其應佔的未來虧損。只有在本集團已產生代表該聯營公司作出付款的法定或推定義務時，才會確認額外虧損。

於聯營公司的投資由被投資方成為聯營公司之日起使用權益法入賬。收購於聯營公司的投資時，投資成本超過本集團應佔被投資方的可識別資產及負債的公平值淨額的任何部分確認為商譽，計入該投資的賬面值。本集團應佔可識別資產及負債的公平值淨額超出投資成本的部分，經重新評估後即時於收購投資期間在損益確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### Investment in an associate (continued)

The Group assesses whether there is an objective evidence that the interest in an associate may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When the Group ceases to have significant influence over an associate, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former associate and the retained interest is a financial asset within the scope of HKFRS 9 "Financial Instruments" ("HKFRS 9"), the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the associate at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing the relevant interest in the associate is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal or partial disposal of the relevant associate.

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture. There is no remeasurement to fair value upon such changes in ownership interests.

### 5. 主要會計政策 (續)

#### 於聯營公司之投資成本 (續)

本集團評估是否有客觀證據表明於聯營公司的權益可能出現減值。如存在任何客觀證據，該投資的全部賬面值（包括商譽）按照香港會計準則第36號作為單一資產測試減值，方法是比較其可收回金額（即使用價值與公平值減出售成本之較高者）與賬面值。任何已確認減值虧損不會分配至任何構成投資賬面值之資產，包括商譽。如隨後該投資的可收回金額增加，則按照香港會計準則第36號確認撥回該減值虧損。

當本集團不再對聯營公司有重大影響力時，將入賬列作出售其於該被投資方之全部權益，而所產生之收益或虧損則於損益確認。倘本集團保留於前聯營公司的權益，且該保留權益為香港財務報告準則第9號「金融工具」（「香港財務報告準則第9號」）範圍之財務資產，則本集團會於該日按公平值計量保留權益，而該公平值被視為首次確認時的公平值。於終止使用權益法之日期聯營公司的賬面值與任何保留權益及出售聯營公司相關權益的任何所得款項的公平值之間的差額，乃於釐定出售該聯營公司的收益或虧損時入賬。此外，本集團將先前於其他全面收入就該聯營公司確認的所有金額入賬，基準與倘該聯營公司直接出售相關資產或負債時所規定的基準相同。因此，倘該聯營公司先前已於其他全面收入確認的收益或虧損將於出售相關資產或負債時重新分類至損益，則本集團會於出售或出售部分相關聯營公司時，將該項收益或虧損由權益重新分類至損益（作為重新分類調整）。

於聯營公司之投資成為於合營企業之投資時，本集團繼續採用權益法。於所有權權益變動時，概不會重新計量公平值。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### Investment in an associate (continued)

When the Group reduces its ownership interest in an associate but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with an associate, profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

#### Revenue from contracts with customers

The Group recognises revenue when (or as) a performance obligation is satisfied. i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to customers.

A performance obligation represents a good and service (for a bundle of goods and services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

### 5. 主要會計政策 (續)

#### 於聯營公司之投資成本 (續)

倘本集團削減其於聯營公司之所有權權益而本集團繼續採用權益法，若先前已於其他全面收入確認與削減所有權權益有關之收益或虧損會於出售相關資產或負債時重新分類至損益，則本集團會將有關收益或虧損部分重新分類至損益。

倘集團實體與一間聯營公司進行交易，與該聯營公司進行交易所產生的損益僅於該聯營公司的權益與本集團無關的情況下，方才於本集團綜合財務報表內確認。

#### 來自客戶合約收入

當（或於）本集團履行履約責任時，即：當特定履約責任相關的貨品或服務之「控制權」已轉移至客戶時，確認收益。

履約責任指一項明確貨品及服務（或一批貨品或服務）或一系列大致相同的明確貨品或服務。

控制權隨時間轉移，而倘滿足以下其中一項標準，則收益乃參照完全滿足相關履約責任的進展情況而隨時間確認：

- 客戶於本集團履約時同時收取及消耗本集團履約所提供之利益；
- 本集團之履約導致創建或增強客戶於本集團履約時控制之資產；或
- 本集團之履約並未創建對本集團具有替代用途之資產，而本集團有強制執行權收取至今已履約部分之款項。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### Revenue from contracts with customers (continued)

If control of distinct goods or services transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct goods or services.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

For sales of properties, revenue is recognised when the customer obtains the control of the completed property when the key was delivered to the buyers, the Group has present right to payment and the collection of the consideration is probable. The deposit received for sale of properties are presented as contract liabilities on the consolidated statements of financial position.

For provision of property management and related services, the Group agrees the fixed rate for services with the customers upfront. As the customer simultaneously receives and consumes the benefits provided by the Group's performance, the revenue is recognised over time when the performance obligations are satisfied. Payment of the transaction is due immediately when performance obligations are satisfied.

Revenue from hotel operation includes hotel room revenue and food and beverage and other hotel revenue. Hotel room income is recognised over the stay of guests. The Group receives deposit from customers when the hotel room reservation is made. The deposits received from the contracts prior to meeting the above criteria for revenue recognition are recognised as customer deposits under the Group's contract liabilities. Food and beverage revenue is recognised at a point in time when control of the goods and services is transferred to customers. Other hotel income mainly comprises ancillary service income which is recognised at a point in time when control of the services is transferred to customers or over the service period, depending on the terms of the contracts.

### 5. 主要會計政策 (續)

#### 來自客戶合約收入 (續)

倘明確貨品或服務的控制權隨時間轉移，則按整個合約期間已完成履約責任的進度確認收益，否則在客戶獲得明確貨品或服務控制權的該時點確認收益。

合約負債指本集團已收客戶代價（或應付代價款項）而應向客戶轉讓商品或服務的義務。

就物業銷售而言，收入於客戶獲得已竣工物業控制權（向買家交付鑰匙），本集團已獲得現時收款權並很可能收回代價時確認。已收物業銷售按金於綜合財務狀況表內列作合約負債。

就提供物業管理及相關服務而言，本集團與客戶預先協定服務的固定費用。由於客戶同時取得並耗用本集團履約所提供的利益，因此，收入於完成履約責任時隨時間確認。交易付款應於完成履約責任時立即支付。

酒店營運收入包括酒店客房收入、食品及飲料以及其他酒店收入。酒店客房收入在客人入住期間確認。在預訂酒店房間時，本集團會收到客戶的按金。在達到上述收入確認標準之前從合約中收到的按金確認為本集團合約負債下的客戶按金。食品及飲料收入在貨品及服務的控制權轉移至客戶的時間點確認。其他酒店收入主要包括輔助服務收入，該收入在服務控制權轉移至客戶或服務期間的時間點確認，具體視乎合約條款而定。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Revenue from contracts with customers (continued)

#### Existence of significant financing component

In determining the transaction price, the Group adjusts the promised amount of consideration for the effects of the time value of money if the timing of payments agreed (either explicitly or implicitly) provides the customer or the Group with a significant benefit of financing the transfer of goods or services to the customer. In those circumstances, the contract contains a significant financing component. A significant financing component may exist regardless of whether the promise of financing is explicitly stated in the contract or implied by the payment terms agreed to by the parties to the contract.

For contracts where the period between payment and transfer of the associated goods or services is less than one year, the Group applies the practical expedient of not adjusting the transaction price for any significant financing component.

For advance payments received from customers before the transfer of the associated goods or services in which the Group adjusts for the promised amount of consideration for a significant financing component, the Group applies a discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. The relevant interest expenses during the period between the advance payments were received and the transfer of the associated goods and services are accounted for on the same basis as other borrowing costs.

#### Incremental costs of obtaining a contract

Incremental costs of obtaining a contract are those costs that the Group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained.

The Group recognises sales commissions as an asset if it expects to recover these costs. The asset so recognised is subsequently amortised to profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the assets relate.

The Group applies the practical expedient of expensing all incremental costs to obtain a contract if these costs would otherwise have been fully amortised to profit or loss within one year.

### 5. 主要會計政策 (續)

來自客戶合約收入 (續)

#### 存在重大融資成分

於釐定交易價格時，倘經協定付款時間間（不論以暗示或明示方式）為客戶或本集團帶來轉移貨品或服務予至客戶之重大融資利益，本集團將就資金時間值之影響而調整已承諾之代價金額。在該等情況下，合約包括重大融資成分。無論融資承諾乃於合約中明確規定或於訂約方協定之付款條款隱含，均可能存在重大融資成分。

就付款及轉移相關貨品或服務之間隔短於一年之合約而言，本集團就任何重大融資成分採用不調整交易價格之可行權宜方法。

就於轉移本集團已就任何重大融資而調整已承諾之代價金額之相關貨品或服務前自客戶收取之預付款項而言，本集團應用將於本集團與客戶之間於合約開始之獨立融資交易中反映之折現率。相關利息開支於預付款期間收取，且轉移相關貨品及服務按相同基準入賬列作其他借貸成本。

#### 獲得合約之增量成本

獲得合約之增量成本指本集團取得客戶合約所產生之成本，倘未獲得該合約，則不會產生有關成本。

倘預期可收回有關成本，則本集團確認銷售佣金為一項資產。所確認資產隨後按與向客戶轉讓資產相關之貨品或服務一致之系統基準於損益攤銷。

倘該等成本將在一年內悉數於損益攤銷，則本集團將應用可行權宜方法，支銷所有增量成本以獲得合約。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Revenue from contracts with customers (continued)

#### **Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation**

*Output method*

The progress towards complete satisfaction of a performance obligation is measured based on output method, which is to recognise revenue on the basis of direct measurements of the value of the goods or services transferred to the customer to date relative to the remaining goods or services promised under the contract, that best depict the Group's performance in transferring control of goods or services.

Leases

**Definition of a lease** (upon application of HKFRS 16 in accordance with transitions in note 4)

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.

For contracts entered into or modified or arising from business combinations on or after the date of initial application, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

### 5. 主要會計政策 (續)

來自客戶合約收入 (續)

**隨時間確認收入：計量完全達成履約責任的進度**

*輸出法*

完全達成履約責任的進度乃按輸入法計量，即透過直接計量迄今已轉讓予客戶的貨品或服務價值，相對合約下承諾提供的貨品或服務價值確認收入，有關方法最能反映本集團於轉移貨品或服務控制權方面的履約情況。

租賃

**租賃的定義** (根據附註4所述之過渡安排而應用香港財務報告準則第16號後)

倘合約為換取代價而給予在一段時間內控制可識別資產使用的權利，則該合約屬於或包含租賃。

就於首次應用日期或之後訂立或修改的合約而言，本集團根據香港財務報告準則第16號的定義於開始、修訂日期或收購日期（視何者合適而定）評估該合約是否屬於或包含租賃。除非合約的條款及條件其後出現變動，否則有關合約將不予重新評估。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Leases (continued)

**The Group as a lessee** (upon application of HKFRS 16 in accordance with transitions in note 4)

*Short-term leases*

The Group applies the short-term lease recognition exemption to leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. Lease payments on short-term leases are recognised as expense on a straight-line basis over the lease term.

*Right-of-use assets*

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

### 5. 主要會計政策 (續)

租賃 (續)

**本集團作為承租人** (根據附註4所述之過渡安排而應用香港財務報告準則第16號後)

*短期租賃*

對於租期自開始日期起計為12個月或以內且並無包含購買選擇權的租賃，本集團應用短期租賃確認豁免。短期租賃的租賃付款按直線基準於租期內確認為開支。

*使用權資產*

使用權資產的成本包括：

- 租賃負債的初步計量金額；
- 於開始日期或之前作出的任何租賃付款，減任何已收租賃優惠；
- 本集團產生的任何初始直接成本；及
- 本集團於拆除及拆遷相關資產、復原相關資產所在場地或復原相關資產至租賃的條款及條件所規定的狀況而產生的成本估計。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

**The Group as a lessee** (upon application of HKFRS 16 in accordance with transitions in note 4) (continued)

*Right-of-use assets (continued)*

Except for those that are classified as investment properties and measured under fair value model, right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets that do not meet the definition of investment property or inventory as a separate line item on the consolidated statement of financial position. Right-of-use assets that meet the definition of investment property and inventory are presented within “investment properties” and “inventories of properties” respectively.

*Refundable rental deposits*

Refundable rental deposits paid are accounted under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

### 5. 主要會計政策 (續)

**本集團作為承租人** (根據附註4所述之過渡安排而應用香港財務報告準則第16號後) (續)

*使用權資產 (續)*

除該等被分類為根據公平值模式計量之投資物業外，使用權資產按成本減去任何累計折舊及減值虧損計量，並就租賃負債之任何重新計量作出調整。

使用權資產按直線法基準於其估計使用年期及租期 (以較短者為準) 內計提折舊。

本集團於綜合財務狀況表內將不符合投資物業或存貨定義之使用權資產呈列為單獨項目。符合投資物業及存貨定義之使用權資產則分別呈列為「投資物業」及「物業存貨」。

*可退回租賃按金*

已付可退回租賃按金乃根據香港財務報告準則第9號入賬，初步按公平值計量。初始確認時對公平值作出的調整被視為額外租賃付款且計入使用權資產成本。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Leases (continued)

**The Group as a lessee** (upon application of HKFRS 16 in accordance with transitions in note 4) (continued)

#### *Lease liabilities*

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

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, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise the option; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

### 5. 主要會計政策 (續)

租賃 (續)

**本集團作為承租人** (根據附註4所述之過渡安排而應用香港財務報告準則第16號後) (續)

#### *租賃負債*

於租賃開始日期，本集團按該日未付的租賃付款現值確認及計量租賃負債。於計算租賃付款現值時，倘租賃隱含的利率難以釐定，則本集團使用租賃開始日期的增量借款利率計算。

租賃付款包括：

- 固定付款 (包括實質性的固定付款) 減任何已收租賃優惠；
- 基於指數或利率之可變租賃付款 (初步使用於開始日期之指數或利率計量)；
- 本集團根據剩餘價值擔保預期將支付的金額；
- 倘本集團合理確定行使選擇權，則購買選擇權的行使價；及
- 倘租期反映本集團會行使選擇權終止租賃，則計入終止租賃的罰款。

於開始日期後，租賃負債通過利息增加及租賃付款作出調整。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Leases (continued)

**The Group as a lessee** (upon application of HKFRS 16 in accordance with transitions in note 4) (continued)

*Lease liabilities (continued)*

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) when the lease term has changed in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

*Lease modifications*

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

### 5. 主要會計政策 (續)

租賃 (續)

**本集團作為承租人** (根據附註4所述之過渡安排而應用香港財務報告準則第16號後) (續)

租賃負債 (續)

於租期有所變動，在此情況下，有關租賃負債透過使用重新評估日期的經修訂貼現率貼現經修訂租賃付款予以重新計量時，本集團會重新計量租賃負債（並對有關使用權資產作出相應調整）。

本集團於綜合財務狀況表內將租賃負債呈列為單獨項目。

租賃修訂

倘出現以下情況，則本集團會將租賃修訂作為一項單獨租賃入賬：

- 該項修改通過增加使用一項或多項相關資產之權利來擴大租賃範圍；及
- 上調租賃之代價，增加之金額相當於範圍擴大對應之單獨價格，以及為反映特定合約之情況而對單獨價格作出之任何適當調整。

就並無作為一項單獨租賃入賬之租賃修改而言，本集團按經修改租賃之租期，透過使用於修改生效日期之經修訂貼現率來貼現經修訂租賃付款，以重新計量租賃負債。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Leases (continued)

**The Group as a lessee** (upon application of HKFRS 16 in accordance with transitions in note 4) (continued)

*Lease modifications (continued)*

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

#### **The Group as a lessee (prior to 1 January 2019)**

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

Operating lease payments, including the cost of acquiring land held under operating leases, are recognised as an expense on a straight-line basis over the lease term. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

#### **The Group as a lessor**

*Classification and measurement of leases*

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

### 5. 主要會計政策 (續)

租賃 (續)

**本集團作為承租人** (根據附註4所述之過渡安排而應用香港財務報告準則第16號後) (續)

*租賃修訂 (續)*

本集團通過對相關使用權資產進行相應調整，以對租約負債進行重新計量。當經修改合約包含租約成分以及一個或多個額外租約或非租約成分時，本集團根據租約成分的相對獨立價格及非租約成分的總獨立價格，將經修改合約中的代價分配至每個租約成分。

**本集團作為承租人** (於二零一九年一月一日前)

當租賃條款將擁有權的絕大部分風險及回報轉移至承租人時，租賃即分類為融資租賃。所有其他租賃則分類為經營租賃。

經營租賃付款 (包括收購以經營租約持有的土地的成本) 乃按租期以直線法確認為開支。經營租賃所產生之或有租金於產生期間確認為開支。

**本集團作為出租人**

*租賃之分類及計量*

本集團為出租人之租賃乃分類為融資或經營租賃。當租賃條款將相關資產擁有權附帶的絕大部分風險及回報轉移至承租人時，該合約乃分類為融資租賃。所有其他租賃乃分類為經營租賃。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Leases (continued)

**The Group as a lessor (continued)**

*Classification and measurement of leases (continued)*

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, and such costs are recognised as an expense on a straight-line basis over the lease term except for investment properties measured under fair value model.

Rental income which are derived from the Group's ordinary course of business are presented as revenue.

**The Group as a lessor (upon application of HKFRS 16 in accordance with transitions in note 4)**

*Refundable rental deposits*

Refundable rental deposits received are accounted for under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

*Lease modification*

The Group accounts for a modification to an operating lease as a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease.

### 5. 主要會計政策 (續)

租賃 (續)

**本集團作為出租人 (續)**

*租賃之分類及計量 (續)*

經營租賃的租金收入在相關租賃期限內按照直線法確認為損益。磋商及安排經營租賃時產生的初始直接成本計入租賃資產的賬面值，有關成本於租賃期內按直線法確認為開支，惟以公平值模式計量之投資物業除外。

於本集團日常業務過程中產生的租金收入呈列為收入。

**本集團作為出租人 (根據附註4所述之過渡安排而應用香港財務報告準則第16號後)**

*可退還租賃按金*

已收可退還租賃按金乃根據香港財務報告準則第9號入賬並初始按公平值計量。於初始確認時對公平值的調整被視為來自承租人的額外租賃付款。

*租賃修訂*

本集團將經營租賃修改自修改生效日期起作為新租賃入賬，並將有關原定租賃的任何預付或應計租賃付款視為新租賃的租賃付款一部分。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the re-translation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. Renminbi) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve (attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

### 5. 主要會計政策 (續)

#### 外幣

於編製各個別集團實體之財務報表時，以該實體功能貨幣以外之貨幣（外幣）進行之交易按交易日期之現行匯率予以確認。於報告期末，以外幣列值之貨幣項目按有關日期現行之匯率予以重新換算。按公平值列賬之非貨幣項目以外幣列值，及按於釐定公平值日期之現行利率換算。以外幣歷史成本計量之非貨幣項目毋須重新換算。

因結算及重新換算貨幣項目而產生之匯兌差額，於產生期間之損益表確認。

就呈列綜合財務報表而言，本集團業務之資產及負債均使用各報告期末之現行匯率換算為本集團之呈列貨幣（即人民幣）。收入及開支項目乃按期內平均匯率換算，除非匯率於該期間出現大幅波動則作別論，在此情況下，則採用交易當日之匯率。所產生匯兌差額（如有）於其他全面收益確認，並於匯兌儲備項下權益累計（於適當情況下歸屬於非控股權益）。

於出售海外業務（即出售本集團於海外業務之全部權益或涉及喪失對附屬公司（包括海外業務）之控制權之出售，或出售於聯營公司（包括海外業務）之部分權益，當中的保留權益成為財務資產）時，於與該業務相關並歸屬於本公司擁有人之權益中累計之所有匯兌差額均重新分類至損益表。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### Foreign currencies (continued)

The change in functional currency of the Company was applied prospectively from the date of change. All items were translated into Renminbi at the exchange rate on that date. The cumulative currency translation differences which had arisen from the translation of foreign operations up to the date of the change in functional currency were not reclassified from equity to profit or loss until the disposal of the relevant operations.

The change in presentation currency of the Company was applied retrospectively, as if the new presentation currency had always been applied.

#### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

Effective 1 January 2019, any specific borrowing that remain outstanding after the related asset is ready for its intended use or sale is included in the general borrowing pool for calculation of capitalisation rate on general borrowings. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

#### Retirement benefit costs

Payments to the state-managed retirement benefit schemes are recognised as an expense when employees have rendered service entitling them to the contributions.

### 5. 主要會計政策 (續)

#### 外幣 (續)

本公司功能貨幣之變更已自變更日期起追溯應用。所有項目按該日匯率換算為人民幣。直至功能貨幣變更日期止，換算境外業務產生之累計匯率換算差額，出售相關業務前，不會自權益重新分類至損益。

本公司呈列貨幣之變動亦已獲追溯應用，猶如一直應用該新呈列貨幣。

#### 借貸成本

收購、興建或生產合資格資產（為需要較長時間方可用作擬定用途或出售的資產）直接應佔之借貸成本乃計入該等資產之成本，直至資產大體上可用作擬定用途或出售。

自二零一九年一月一日起，任何與相關資產可用作擬定用途或出售後仍屬未償還之任何特定借款計入一般代價，以計算一般借貸之資本化率。從特定借貸待支付合資格資產之費用前而作出之短暫投資所賺取之投資收入乃自合資格資本化之貸款成本中扣除。

所有其他借貸成本均在產生期間於損益內確認。

#### 退休福利成本

對國家管理的退休計劃之付款於僱員已提供使彼等享有供款之服務時作為一項開支予以確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

#### **Share-based payments**

##### ***Equity-settled share-based payment transactions***

##### *Share options granted to employees*

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share-based compensation reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share-based compensation reserve.

When share options are exercised, the amount previously recognised in share-based compensation reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share-based compensation reserve will be transferred to retained profits.

### 5. 主要會計政策 (續)

#### 短期僱員福利

短期僱員福利於僱員提供服務時就預計將支付福利的未貼現金額確認。所有短期僱員福利確認為開支，除非另一項香港財務報告準則要求或允許將有關福利納入資產成本，則作別論。

在扣除已經支付的任何金額後，對僱員應得的福利（例如工資及薪金以、年假及病假）確認負債。

#### **以股份為基準之付款**

##### ***權益結算以股份為基準之交易***

##### *授予僱員之購股權*

向僱員及提供相類服務的其他人士支付的以權益結算的股份支付按權益工具在授出日期的公平值計量。

於授出以權益結算的以股份為基礎的付款當日釐定的公平值（不考慮所有非市場歸屬條件）基於本集團對將最終歸屬的股本工具的估計，按直線法於歸屬期支銷，權益（以股份為基礎的補償儲備）隨之增加。於各報告期末，本集團會修訂其對預期基於所有相關非市場歸屬條件評估而歸屬之權益工具數目之估計。修訂原估計之影響（如有）乃於損益內確認，從而累計開支反映經修訂的估計，並相應調整至以股份為基礎的補償儲備。

當行使購股權時，先前在以股份為基準之補償儲備中確認的金額將轉入股份溢價賬。當購股權在歸屬日期後被沒收或於到期日時仍未行使，先前在以股份為基準之補償儲備中確認的金額將轉撥至保留溢利。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year/period. Taxable profit differs from profit/loss before tax because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and an associate, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

### 5. 主要會計政策 (續)

#### 稅項

所得稅支出指本期應付稅項及遞延稅項。

本期間／本年度應付稅項乃按應課稅溢利計算。應課稅溢利與除稅前損益有所不同，原因為其他年度之應課稅或可扣稅之收入或開支及免稅或不可扣稅之項項目。本集團之本期稅項負債乃使用於報告期末已制訂或實際上已制訂之稅率計算。

遞延稅項乃按於綜合財務報表內資產及負債賬面值與用於計算應課稅溢利之相應稅基兩者之臨時差額確認。遞延稅項負債通常會就所有應課稅暫時差異確認。遞延稅項負債一般就所有應課稅暫時差額確認，而遞延稅項資產乃於可能出現應課稅溢利抵銷有關可動用可扣稅暫時差額時確認。若暫時差異因商譽或因於一項既不影響應課稅溢利亦不影響會計溢利之交易（不包括業務合併）中開始確認資產及負債而引致，則不會確認該等遞延稅項資產及負債。

遞延稅項負債就與於附屬公司及聯營公司投資有關之應課稅臨時差額確認，惟倘本集團能控制臨時差額撥回且臨時差額於可見未來不會撥回則作別論。與該等投資及權益相關的可抵扣暫時差額所產生的遞延稅項資產僅在動用暫時差額利益時有足夠的應課稅溢利且預期在可見將來其將被撥回時，方可確認。

遞延稅項資產之賬面值會於各報告期末均作檢討，並在不大可能再有足夠應課稅溢利收回全部或部份資產時減少。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### Taxation (continued)

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properly over time, rather than through sale.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 "Income Taxes" requirements to the leasing transaction as a whole. Temporary differences relating to right-of-use assets and lease liabilities are assessed on a net basis. Excess of depreciation on right-of-use assets over the lease payments for the principal portion of lease liabilities resulting in net deductible temporary differences.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

### 5. 主要會計政策 (續)

#### 稅項 (續)

遞延稅項資產及負債以負債被清償或資產被變現的期間內預期適用的稅率衡量，並根據於報告期末已制訂或實際上已制訂的稅率（和稅務法例）計量。

遞延稅項負債及資產之計量反映隨本集團預期於報告期末時收回或償還資產及負債賬面值所產生之稅務後果。

就計量遞延稅項而言，利用公平值模型計量的投資物業之賬面值乃假設通過銷售全數收回，除非該假設被推翻則除外。當投資物業可予折舊及於本集團的業務模式（其業務目標是隨時間而非透過銷售消耗投資物業所包含的絕大部分經濟利益）內持有時，有關假設會被推翻。

就本集團對租賃交易確認使用權資產及相關租賃負債的遞延稅項計量而言，本集團首先釐定減稅是否歸屬於使用權資產或租賃負債。

就租賃交易中租賃負債應佔的減稅而言，本集團對租賃交易整體應用香港會計準則第12號「所得稅」之規定。使用權資產與租賃負債之臨時差額以淨額估算。由於使用權資產折舊超過租賃負債主要部分之租金，而導致可扣除臨時淨差額。

當有合法執行權利將即期稅項資產與即期稅項負債抵銷時，以及當彼等涉及與同一稅務機關低於同一應課稅實體徵收之所得稅有關時，遞延稅項資產及負債均予抵銷。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### Taxation (continued)

Current and deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

#### Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administration purposes, are stated at cost less any subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

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

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

### 5. 主要會計政策 (續)

#### 稅項 (續)

即期及遞延稅項於損益確認，惟倘該等稅項與於其他全面收益或直接在權益中確認的項目有關，則即期及遞延稅項亦分別在其他全面收益或直接於權益確認。當即期稅項或遞延稅項產生自業務合併的初始會計處理，稅務影響會計入業務合併會計處理。

#### 物業、廠房及設備

物業、廠房及設備為持作生產或供應貨品或服務或作行政用途之有形資產，按成本減隨後累計折舊及隨後累計減值虧損（如有）入賬。

資產（除發展中物業外）確認之折舊乃以成本減去其剩餘價值後在估計可使用年期用直線法計算。估計可使用年期、剩餘價值及折舊方法會在各報告期末覆核，而任何估計變更之影響乃不予追溯地入賬。

物業、廠房及設備項目待出售後或當並無未來經濟利益預期自資產之持續使用中產生時撇除確認。撇除確認資產產生之任何損益是指出售所得款項淨額與該資產賬面值之間的差額並於損益確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### Properties under development

Properties under development in the consolidated financial statements are carried at cost less any identified impairment loss. Cost of properties under development includes, where appropriate, relevant development costs, the amortisation of leasehold lands presented as “right-of-use assets” (upon application of HKFRS 16) or “prepaid lease payments” (before application of HKFRS 16) provided during the construction period and borrowing cost capitalised in accordance with the Group’s accounting policy. No depreciation is provided for properties under development. On completion, properties under development are transferred at the carrying value to property, plant and equipment.

#### Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation including properties under construction for such purposes.

Effective 1 January 2019, investment properties also include leased properties which are being recognised as right-of-use assets upon application of HKFRS 16 and subleased by the Group under operating leases.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at fair value, adjusted to exclude any prepaid or accrued operating lease income.

Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

Construction costs incurred for investment properties under construction are capitalised as part of the carrying amount of the investment properties under construction.

### 5. 主要會計政策 (續)

#### 發展中物業

發展中物業於綜合財務報表內按成本減任何已識別減值虧損列賬。根據本集團之會計政策，發展中物業的成本包括（如適用）建築期間已計提撥備之有關開發成本、及列作「使用權資產」（於應用香港財務報告準則第16號後）或「預付租賃款項」（於應用香港財務報告準則第16號前）之租賃土地攤銷及資本化之借貸成本。就發展中物業不計提折舊。於竣工時，發展中物業按賬面值轉撥至物業、廠房及設備。

#### 投資物業

投資物業為持有以賺取租金及／或資本升值之物業（包括在建投資物業）。

自二零一九年一月一日起，投資物業亦包括於應用香港財務報告準則第16號後確認為使用權資產及本集團根據經營租賃分租之租賃物業。

於初次確認時，投資物業乃按成本（包括任何直接應佔費用）計算。於初次確認後，投資物業乃按公平值計算，經調整以排出任何預付或應計經營租賃收入。

投資物業之公平值變動產生的收益或虧損於產生期間計入損益。

就在建投資物業產生之建築成本資本化為作為在建投資物業之賬面值之一部分。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### Investment properties (continued)

The Group transfers an inventory of property to investment property when there is a change in use to hold the property to earn rentals or/and for capital appreciation rather than for sale in the ordinary course of business, which is evidenced by the inception of an operating lease to another party. Any difference between the fair value of the property at the date of transfer and its previous carrying amount is recognised in profit or loss.

If a property, plant and equipment, a property under development or a leasehold land presented as “right-of-use assets” (upon application of HKFRS 16) or “prepaid lease payments” (before application of HKFRS 16) becomes an investment property because its use has changed, any difference between the carrying amount and the fair value of that item at the date of transfer is recognised in other comprehensive income and accumulated in property revaluation reserve. On the subsequent sale or retirement of the property, the relevant revaluation reserve will be transferred directly to retained profits.

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

Impairment on property, plant and equipment, right-of-use assets and contract costs

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets, and contract costs to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss, if any.

### 5. 主要會計政策 (續)

#### 投資物業 (續)

本集團於用途變為持有物業以賺取租金或／及資本增值（而非於日常業務過程中出售）時，將物業存貨轉撥至投資物業（證據為給予另一方的經營租賃開始）。轉撥日期之物業公平值與其先前賬面值之間的任何差異於損益確認。

倘物業、廠房及設備、發展中物業或列作列作「使用權資產」（於應用香港財務報告準則第16號後）或「預付租賃款項」（於應用香港財務報告準則第16號前）之租賃土地因其用途變更而成為投資物業，則該項目於轉撥日的賬面值與公平值間任何差額於其他全面收入確認及於物業重估儲備累計。於其後出售或報廢物業後，相關重估儲備將直接轉至保留溢利。

投資物業於被出售時或於投資物業永久不可使用或預期其出售不會產生任何未來經濟利益時予以撇除確認。撇除確認該物業所產生之任何收益或虧損（計算為出售所得款項淨額與該資產賬面值間之差額）於該物業被撇除確認之期間計入損益。

物業、廠房及設備、使用權資產及合約成本減值

於報告期末，本集團檢討其物業、廠房及設備、使用權資產及合約成本之賬面值，以釐定該等資產是否出現蒙受減值虧損之跡象。倘存在任何有關跡象，則估計相關資產之可收回金額，以釐定減值虧損之範圍（如有）。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### Investment properties (continued)

The recoverable amount of property, plant and equipment and right-of-use assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In addition, corporates assets are allocated to individual cash generating units when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The Group assesses whether there is indication that corporate assets may be impaired. If such indication exists, the recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

Before the Group recognises an impairment loss for assets capitalised as contract costs under HKFRS 15, the Group assesses and recognises any impairment loss on other assets related to the relevant contracts in accordance with applicable standards. Then, impairment loss, if any, for assets capitalised as contract costs is recognised to the extent the carrying amounts exceeds the remaining amount of consideration that the Group expects to receive in exchange for related goods or services less the costs which relate directly to providing those goods or services that have not been recognised as expenses. The assets capitalised as contract costs are then included in the carrying amount of the cash-generating unit to which they belong for the purpose of evaluating impairment of that cash-generating unit.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

### 5. 主要會計政策 (續)

#### 投資物業 (續)

物業、廠房及設備及使用權資產之可收回金額經個別估計。當未能個別估計可收回金額時，本集團估算該項資產所屬現金產生單位之可收回金額。

此外，當可建立合理及一致分配基準，則公司資產分配至個別現金產生單位，或分配至現金產生單位內可建立合理及一致分配基準之最小組別。本集團會評估是否存在公司資產出現減值之跡象。如存在有關跡象，就公司資產所屬之現金產生單位或現金產生單位組別釐定可收回金額，並與相關現金產生單位或現金產生單位組別之賬面值進行比較。

於本集團根據香港財務報告準則第15號將資本化資產減值虧損確認為合約成本前，本集團按適用準則評估及確認任何與相關合約有關的其他資產減值虧損。屆時，倘賬面值超過本集團預期收取以換取相關貨品或服務的代價餘額減與直接有關提供該等貨品或服務的成本（尚未確認為開支），則就作為合約成本的資本化資產之減值虧損（如有）得以確認。作為合約成本的資本化資產屆時計入其所屬的現金產生單位之賬面值，以評估現金產生單位之減值。

可收回金額為公平值減出售成本與使用價值中的較高者。於評估使用價值時，估計未來現金流使用反映當時市場對資金時間值及資產（或現金產生單位）之特定風險評估之稅前貼現率折算成現值，而估計未來現金流並未予以調整。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### Investment properties (continued)

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit or a group of cash-generating units) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit or a group of cash-generating units) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

### 5. 主要會計政策 (續)

#### 投資物業 (續)

倘估計資產 (或現金產生單位) 之可收回金額將少於其賬面值，則資產 (或現金產生單位) 之賬面值將調減至其可收回金額。就未能按合理一致基準分配至現金產生單位之公司資產或部分公司資產而言，本集團會比較一個組別的現金產生單位之賬面值 (包括已分配至該組現金產生單位之公司資產或部分公司資產之賬面值) 與該組現金產生單位之可收回金額。於分配減值虧損時，首先分配減值虧損以減少任何商譽的賬面值 (如適用)，然後按比例根據該單位或該組現金產生單位的各資產的賬面值分配至其他資產。資產賬面值不得減少至低於其公平值減出售成本 (如可計量)、其使用價值 (如可釐定) 及零之中的最高值。已另行分配至資產之減值虧損金額按比例分配至該單位或該組現金產生單位之其他資產。減值虧損會即時於損益確認。

倘其後撥回減值虧損，則資產 (或現金產生單位或一組現金產生單位) 之賬面值將增至其可收回金額之已修訂估計數字，惟因此已增加之賬面值不會超出資產 (或現金產生單位或一組現金產生單位) 於過往年度未有確認減值虧損時所釐定之賬面值。減值虧損之撥回會即時於損益確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### Inventories of properties (continued)

Properties under development for sale which are intended to be sold upon completion of development and properties for sale are classified as current assets. Except for the leasehold land element which is measured at cost model in accordance with the accounting policies of right-of-use assets upon the application of HKFRS 16, properties under development for sale/properties for sale are carried at the lower of cost and net realisable value. Cost is determined on a specific identification basis including allocation of the related development expenditure incurred and where appropriate, borrowing costs capitalised. Net realisable value represents the estimated selling price for the properties less estimated cost to completion and costs necessary to make the sales.

Properties under development for sale are transferred to properties for sale upon completion.

#### Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

### 5. 主要會計政策 (續)

#### 投資物業 (續)

擬定於待售發展中物業竣工後出售之待售發展中物業分類為流動資產。除於應用香港財務報告準則第16號後根據使用權資產之會計政策按成本模式計量之租賃土地部分外，待售發展中物業／待售物業以成本及可變現淨值兩者之較低者入賬。成本按特定識別基準釐定，包括分配所產生之有關開發成本及（倘適用）資本化借貸成本。可變現淨值指物業估計售價減完成銷售之估計成本及作出銷售之必要成本。

待售發展中物業於竣工後轉撥至待售物業。

#### 金融工具

財務資產及財務負債乃於一間集團實體成為工具合約條文之一方時確認。所有以正規途徑購買或銷售之金財務資產乃按交易日期基準確認及撇除確認。正規途徑買賣乃要求於市場法規或慣例所確定之時間框架內交付資產之財務資產買賣。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### Financial instruments (continued)

Financial assets and financial liabilities are initially measured at fair value except for trade receivable arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised in profit or loss.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

#### Financial assets

##### Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

### 5. 主要會計政策 (續)

#### 金融工具 (續)

財務資產及財務負債初步按公平值計量，惟自客戶合約產生之貿易應收款項除外，其初步根據香港財務報告準則第15號計量。收購或發行財務資產及金融負債（按公平值計入損益之財務資產或財務負債除外）直接應佔之交易成本於初次確認時計入或扣除自財務資產或財務負債之公平值（以合適者為準）。收購按公平值計入損益之財務資產或財務負債直接應計交易成本於損益確認。

實際利率法為計算一項財務資產或財務負債之攤銷成本及按有關時間分配利息收入及利息開支之方法。實際利率法為按財務資產或財務負債之預期可使用年期或（如合適）較短期間，實際折讓估計未來現金收入及付款（包括構成實際利率之組成部分之所有已付或已收費用、交易成本及其他溢價或折讓）之比率。

#### 財務資產

##### 財務資產分類及後續計量

符合以下條件的財務資產其後按已攤銷成本計量：

- 目的為收取合約現金流量而於業務模式內持有財務資產；及
- 合約條款導致於特定日期產生的現金流量純粹用作支付本金及未償還本金額利息。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments (continued)

**Financial assets** (continued)

*Classification and subsequent measurement of financial assets (continued)*

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income (“FVTOCI”):

- the financial asset is held within a business model whose objective is achieved by both selling and collecting contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that at the date of initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 “Business Combinations” applies.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

### 5. 主要會計政策 (續)

金融工具 (續)

**財務資產** (續)

財務資產分類及後續計量 (續)

符合以下條件的財務資產其後按公平值計入其他全面收益計量：

- 目的為收取合約現金流量同時出售而於業務模式內持有財務資產；及
- 合約條款導致於特定日期產生的現金流量純粹用作支付本金及未償還本金額利息。

所有其他財務資產其後按公平值計入損益計量，惟倘一項股本投資既非持作買賣，亦非香港財務報告準則第3號「業務合併」所適用之業務合併收購方確認的或然代價，於首次確認財務資產當日，本集團可作出不可撤回地選擇將該股本投資的其後公平值變動計入其他全面收益。

財務資產於下列情況為持作交易：

- 收購的主要目的為於短期作出售用途；或
- 於初始確認時構成本集團合併管理的已識別金融工具組合的一部分，並具有近期實際短期獲利模式；或
- 為未被指定及有效作為對沖工具之衍生工具。

此外，本集團可不可撤回地將一項須按攤銷成本或指定為按公平值計入其他全面收益計量的財務資產按公平值計入損益計量，前提為有關指定可消除或大幅減少會計錯配。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments (continued)

**Financial assets** (continued)

*Classification and subsequent measurement of financial assets (continued)*

- (i) **Amortised cost and interest income**  
Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit impaired.
- (ii) **Financial assets at FVTPL**  
Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the "other gains and losses" line item.

### 5. 主要會計政策 (續)

金融工具 (續)

財務資產 (續)

財務資產分類及後續計量 (續)

- (i) **攤銷成本及利息收入**  
其後按攤銷成本計量之財務資產之利息收入乃使用實際利率法確認。利息收入以財務資產總賬面值按實際利率計算，惟其後出現信貸減值之財務資產除外。就其後出現信貸減值之財務資產而言，利息收入以下一個報告期財務資產之攤銷成本按實際利率確認。倘信貸減值金融工具之信貸風險改善，以致財務資產不再出現信貸減值，則利息收入以於報告期初至釐定資產不再出現信貸減值後之財務資產總賬面值按實際利率確認。
- (ii) **按公平值計入損益之財務資產**  
不符合按攤銷成本或按公平值計入其他全面收益或指定為按公平值計入其他全面收益計量的財務資產，均按公平值計入損益計量。

按公平值計入損益的財務資產按各報告期末的公平值計量，任何公平值收益或虧損於損益中確認。於損益中確認的淨收益或虧損不包括該財務資產所賺取的任何股息或利息，並計入「其他收益及虧損」一項。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments (continued)

**Financial assets** (continued)

*Impairment of financial assets and other items subject to impairment assessment under HKFRS 9*

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets (including trade and other receivables, loan receivables, amounts due from related companies, non-controlling shareholders of subsidiaries, restricted bank balances, bank balances and cash) and other items (financial guarantees contracts), which are subject to impairment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“12m ECL”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables without significant financing component. The ECL on these assets are collectively using a provision matrix with appropriate groupings.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

### 5. 主要會計政策 (續)

金融工具 (續)

**財務資產** (續)

*財務資產及香港財務報告準則第9號須進行減值評估之其他項目之減值*

本集團就根據香港財務報告準則第9號須予減值之財務資產(包括應收賬款及其他應收款項、應收貸款、應收關連公司、附屬公司非控股股東款項、受限制銀行結餘、銀行結餘及現金)及其他項目(財務擔保合約)按照預期信貸虧損(「預期信貸虧損」)模式進行減值評估。預期信貸虧損金額於各報告日期更新以反映信貸風險自初始確認以來的變動。

使用年期預期信貸虧損指相關工具預計使用年期內所有潛在違約事件將會引起的預期信貸虧損。相反，十二個月預期信貸虧損(「十二個月預期信貸虧損」)指報告日期起計十二個月內可能出現的違約事件預期將會引起的一部分使用年期預期信貸虧損。評估乃根據本集團過往信貸虧損經驗作出，並就債務人特定因素、一般經濟環境及於報告日期對現況作出的評估以及未來狀況預測而作出調整。

本集團始終就並無重大融資成分的應收賬款確認全期預期信貸虧損。該等資產的預期信貸虧損經適當分類使用撥備矩陣集體評估。

至於所有其他工具，本集團計量相等於12個月預期信貸虧損的虧損撥備，除非自初步確認以來信貸風險大幅上升，則本集團會確認使用年期預期信貸虧損。是否確認使用年期預期信貸虧損乃根據自初步確認以來出現違約事件的可能性或風險大幅上升進行評估。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments (continued)

**Financial assets** (continued)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (continued)

(i) Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, 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 instruments as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk for a particular financial instrument, e.g. a significant increase in the credit spread;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor; significant increases in credit risk on other financial instruments of the same debtor;

### 5. 主要會計政策 (續)

金融工具 (續)

財務資產 (續)

財務資產及香港財務報告準則第9號須進行減值評估之其他項目之減值 (續)

(i) 信貸風險大幅上升

於評估金融工具信貸風險是否自初步確認以來大幅上升時，本集團將報告日期金融工具出現違約事件的風險與初步確認日期金融工具出現違約事件的風險進行比較。於作出此項評估時，本集團會考慮合理且可證實的定量及定性資料，包括過往經驗或無須過高成本或太多工序便可供查閱的前瞻性資料。

特別是，在評估信貸風險是否自初步確認時大幅上升時，本集團會考慮以下資料：

- 金融工具外界（如有）或內部信貸評級實際或預期大幅轉差；
- 某一金融工具的外部市場信貸風險指標的顯著惡化，如信貸利差大幅增加；
- 業務、財務或經濟環境現有或預測不利變動預期將導致債務人履行其債務責任的能力遭到大幅削弱；
- 債務人經營業績的實際或預期顯著惡化；同一債務人之其他金融工具之信貸風險大幅增加；

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments (continued)

**Financial assets** (continued)

*Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (continued)*

- (i) Significant increase in credit risk (continued)
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if i) the financial instrument has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a financial asset to have low credit risk when it has an internal or external credit rating of 'investment grade' as per globally understood definitions.

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitments is considered to be the date of initial recognition for the purposes of assessing impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of financial guarantee contracts, the Group considers the changes in the risk that the specified debtor will default on the contract.

### 5. 主要會計政策 (續)

金融工具 (續)

**財務資產** (續)

財務資產及香港財務報告準則第9號須進行減值評估之其他項目之減值 (續)

- (i) 信貸風險大幅上升 (續)
- 債務人的監管、經濟或技術環境實際或預期出現重大不變動，導致債務人履行其債務責任的能力遭到大幅削弱。

不論上述評估結果如何，倘合約付款逾期超過30日，則本集團會假定財務資產信貸風險自初步確認以來已大幅上升，除非本集團另有合理且可證實資料可資證明，則作別論。

儘管上文所述，本集團假設倘金融工具釐定為於報告日期具有低信貸風險，則金融工具的信貸風險自初始確認以來並無顯著增加。倘屬以下情況，債務工具釐定為具有低信貸風險：i)金融工具有低違約風險，ii)借款人於短期內具備雄厚實力履行其合約現金流責任及iii)長期經濟及業務狀況的不利變動可能但不一定削減借款人履行其合約現金流責任的能力。當金融工具的內部或外部信貸評級為「投資級別」（按照全球理解的釋義），則本集團會視該債務工具信貸風險偏低。

就財務擔保合約而言，本集團成為不可撤回承擔的承擔方當日被視為就評估減值進行初步確認日期。於評估信貸風險自初步確認財務擔保合約起是否大幅增長時，本集團認為，風險變動乃特定債務人將違反合約。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments (continued)

**Financial assets** (continued)

*Impairment of financial assets and other items subject to impairment assessment under HKFRS 9* (continued)

- (i) Significant increase in credit risk (continued)  
The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

- (ii) Definition of default  
For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

### 5. 主要會計政策 (續)

金融工具 (續)

**財務資產** (續)

財務資產及香港財務報告準則第9號須進行減值評估之其他項目之減值 (續)

- (i) 信貸風險大幅上升 (續)  
本集團定期監察用以識別信貸風險曾否顯著增加的標準的成效，並於適當時候作出修訂，從而確保有關標準能夠於款項逾期前識別信貸風險顯著增加。

- (ii) 違約定義  
就內部信貸風險管理而言，本集團認為當內部生成或從外部來源所得資料顯示，債務人不大可能向其債權人（包括本集團）支付全數款項（並無計及本集團所持的任何抵押品）時，則出現違約事件。

無論上述分析如何，倘財務資產逾期超過90日，本集團將視作已發生違約，除非本集團擁有合理及有理據支持的資料證明較寬鬆的違約標準更為適用，則另當別論。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments (continued)

#### Financial assets (continued)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (continued)

#### (iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence of credit-impairment includes observable data about the following events:

- (a) significant financial difficulty of the borrower or issuer;
- (b) a breach of contract such as a default or past due event;
- (c) the lender of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession that the lender would not otherwise consider;
- (d) the disappearance of an active market for a security because of financial difficulties; or
- (e) the purchase of a financial asset at a deep discount that reflects the incurred credit losses.

#### (iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any recoveries made are recognised in profit or loss.

### 5. 主要會計政策 (續)

金融工具 (續)

#### 財務資產 (續)

財務資產及香港財務報告準則第9號須進行減值評估之其他項目之減值 (續)

#### (iii) 已信貸減值財務資產

當一項或多項對財務資產預計未來現金流造成負面影響的事件發生時，即代表財務資產已出現信貸減值。出現信貸減值的證據包括涉及以下事件的可觀察數據：

- (a) 借款人或發行方遇到嚴重財政困難；
- (b) 違反合約，如拖欠或逾期的情況；
- (c) 向借款人作出貸款之貸款人出於與借款人財政困難有關的經濟或合約考慮，給予借款人在其他情況下不會作出的讓步；
- (d) 抵押品因財政困難而喪失活躍市場；或
- (e) 以大幅折扣購買一項財務資產，該折扣反映發生信貸虧損的事實。

#### (iv) 撇銷政策

當有資料顯示對手方陷入嚴重財政困難，且並無實際收回款項的可能時（例如對手方被清盤或進入破產程序），本集團會撇銷財務資產。經計及在適當情況下的法律意見後，已撇銷的財務資產可能仍可於本集團收回程序下被強制執行。撇銷構成取消確認事件。收回的任何款項於損益內確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments (continued)

**Financial assets** (continued)

*Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (continued)*

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate determined at initial recognition.

For a financial guarantee contract, as the Group is required to make payments only in the event of a default by the debtor in accordance with the terms of the instrument that is guaranteed, the expected loss allowance is the expected payments to reimburse the holder for a credit loss that it incurs less any amounts that the Group expects to receive from the holder, the debtor or any other party.

For ECL on financial guarantee contracts for which the effective interest rate cannot be determined, the Group will apply a discount rate that reflects the current market assessment of the time value of money and the risks that are specific to the cash flows but only if, and to the extent that, the risks are taken into account by adjusting the cash shortfalls being discounted.

### 5. 主要會計政策 (續)

金融工具 (續)

財務資產 (續)

財務資產及香港財務報告準則第9號須進行減值評估之其他項目之減值 (續)

(v) 計量及確認預期信貸虧損

預期信貸虧損的計量乃違約概率、違約虧損率(即違約造成虧損的幅度)及違約風險的函數。違約概率及違約虧損率乃根據經前瞻性資料調整的歷史數據進行評估。預期信貸虧損的估計反映無偏頗及概率加權數額,其乃根據加權的相應違約風險而釐定。

一般而言,預期信貸虧損按根據合約應付本集團的所有合約現金流量與本集團將收取的所有現金流量之間的差額估計,並按初步確認時釐定的原有實際利率貼現。

就財務擔保合約而言,根據擔保工具條款,本集團僅須於債務人違約時作出付款,預期虧損準備為償還持有人所產生信貸損失的預計款項減本集團預計自持有人、債務人或任何其他方收取的任何金額。

對於無法釐定實際利率的財務擔保合約的預期信貸虧損,本集團將應用反映當前市場對貨幣時間價值的評估以及特定於現金流量的風險的貼現率,但僅在某種程度上,通過調整貼現的現金短缺來考慮風險。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments (continued)

**Financial assets** (continued)

*Impairment of financial assets and other items subject to impairment assessment under HKFRS 9* (continued)

(v) Measurement and recognition of ECL (continued)  
Where ECL is measured on a collective basis to cater for cases at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- Nature of financial instruments;
- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each separate group continues to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

For financial guarantee contracts, the loss allowances are recognised at the higher of the amount of the loss allowance determined in accordance with HKFRS 9 and the amount initially recognised less, where appropriate, cumulative amount of income recognised over the guarantee period.

Except for financial guarantee contracts, the Group recognises an impairment loss in profit or loss for all financial instruments by adjusting their carrying amount with the exception of trade and other receivables where the corresponding adjustment is recognised through a loss allowance account.

### 5. 主要會計政策 (續)

金融工具 (續)

**財務資產** (續)

財務資產及香港財務報告準則第9號須進行減值評估之其他項目之減值 (續)

(v) 計量及確認預期信貸虧損 (續)  
若按集體基準計量預期信貸虧損，以處理個別工具層面可能尚未可得的情況，金融工具乃按以下基準分組：

- 金融工具之性質；
- 逾期狀況；
- 債務人的性質、規模及行業；及
- 可用的外部信貸評級。

管理層定期檢討分組方法，確保各組別的組成項目仍然具有相似的信貸風險特徵。

利息收入按金融資產的賬面總額計算，惟該金融資產已出現信貸減值，在此情況下，利息收入按金融資產的攤銷成本計算。

就財務擔保合約而言，虧損撥備按照香港財務報告準則第9號釐定的虧損撥備金額與初始確認的金額減在擔保期內確認的累計收入金額（如適用）的較高者確認。

除財務擔保合約外，本集團透過調整賬面值而於損益確認所有金融工具的減值虧損，惟應收賬款及其他應收款項的相應調整是透過虧損撥備賬目確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments (continued)

**Financial assets** (continued)

*Derecognition of financial assets*

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

#### **Financial liabilities and equity**

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

*Equity instruments*

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

*Financial liabilities*

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

*Financial liabilities at FVTPL*

Financial liabilities are classified as at FVTPL when the financial liability is (i) contingent consideration of an acquirer in a business combination to which HKFRS 3 applies, (ii) held for trading or (iii) it is designated as at FVTPL.

A financial liability is held for trading if:

- it has been acquired principally for the purpose of repurchasing it in the near term; or on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or

### 5. 主要會計政策 (續)

金融工具 (續)

**財務資產** (續)

*撇除確認財務資產*

本集團只有在當資產現金流量的合約權利屆滿時才取消確認財務資產。

於取消確認按攤銷成本計量之財務資產時，該項資產賬面值與已收及應收代價總數間的差額會於損益中確認。

#### **財務負債及權益**

債務及股本工具乃根據合約安排之實際內容及財務負債與股本工具之釋義分類為財務負債或股本。

*股本工具*

股本工具為證明實體資產於扣除其所有負債後之剩餘權益之任何合約。本公司所發行之股本工具乃按所得款項減直接發行成本確認。

*財務負債*

所有財務負債其後使用實際利率法或按公平值計入損益按攤銷成本之方式計量。

*按公平值計入損益之財務負債*

當財務負債為(i)於香港財務報告準則第3號適用時由收購方支付作為業務合併一部分的或然負債，(ii)持作買賣或(iii)指定為按公平值計入損益，財務負債被分類為按公平值計入損益。

在下列情況下財務負債被分類為持作買賣：

- 主要就於短期內購回而招致之財務負債；或於初步確認時，構成本集團合併管理之已識別財務工具組合一部分，且近期出現實際短期獲利規率；或

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments (continued)

#### Financial liabilities and equity (continued)

*Financial liabilities at FVTPL (continued)*

- it is a derivative, except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument.

A financial liability other than a financial liability held for trading or contingent consideration of an acquirer in a business combination may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKFRS 9 permits the entire combined contract to be designated as at FVTPL.

For financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. For financial liabilities that contain embedded derivatives, such as convertible bond, the changes in fair value of the embedded derivatives are excluded in determining the amount to be presented in other comprehensive income. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are not subsequently reclassified to profit or loss; instead, they are transferred to retained profits upon derecognition of the financial liability.

### 5. 主要會計政策 (續)

金融工具 (續)

#### 財務資產 (續)

按公平值計入損益之財務負債

- 為衍生工具，惟屬於財務擔保合同或指定及實際對沖工具之衍生工具除外。

在下列情況下，財務負債（持作買賣之財務負債或業務合併中收購方之或然代價除外）於初步確認時或會指定為按公平值計入損益：

- 該指定消除或大幅減低可能產生的計量或確認不一致性；或
- 該財務負債構成一組財務資產或財務負債或兩者的一部分，其管理及表現評估均根據本集團存檔的風險管理或投資策略按公平值基準進行，而有關分組的資料亦按該基準由內部提供；或
- 其構成含有一項或多項嵌入式衍生工具的合約的一部分，而香港財務報告準則第9號允許股份合併合約指定為按公平值計入損益。

就指定為按公平值計入損益之財務負債而言，因有關負債信貸風險變動造成之財務負債公平值變動金額於其他全面收益確認，除非於其他全面收益確認該負債信貸風險變動影響會導致或擴大損益之會計錯配。就包含嵌入式衍生工具之財務負債（如可換股債券）而言，於釐定將於其他全面收益呈列之金額時，不包括嵌入式衍生工具之公平值變動。於其他全面收益確認之財務負債信貸風險造成之公平值變動其後不會重新分類至損益，而是於取消確認財務負債時轉撥至保留溢利。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments (continued)

#### Financial liabilities and equity (continued)

##### Financial liabilities at amortised cost

Financial liabilities including trade and other payables, amounts due to related companies, non-controlling shareholders of subsidiaries, a director, bank and other borrowings, promissory note, bonds payable and debt component of convertible bond are subsequently measured at amortised cost, using the effective interest method.

##### Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument. Financial guarantee contract liabilities are measured initially at their fair values. It is subsequently measured at the higher of:

- the amount of the loss allowance determined in accordance with HKFRS 9; and
- the amount initially recognised less, where appropriate, cumulative amortisation recognised over the guarantee period.

##### Convertible bond

A conversion option that will be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Group's own equity instruments is a conversion option derivative.

At the date of issue, both the debt component and derivative components are recognised at fair value. In subsequent periods, the debt component of the convertible bond is carried at amortised cost using the effective interest method. The derivative component is measured at fair value with changes in fair value recognised in profit or loss.

### 5. 主要會計政策 (續)

金融工具 (續)

#### 財務負債及權益 (續)

##### 按攤銷成本計量之財務負債

財務負債(包括應付賬款及其他應付款項、應付關連公司、附屬公司非控股股東、一名董事款項、銀行及其他借貸、承兌票據、應付債券及可換股債券之債務組成部分)其後採用實際利率法按攤銷成本計量。

##### 財務擔保合約

財務擔保合約為規定發出人支付指定金額，以補償持有人由於指定債務人未能根據債務工具條款於到期時付款而蒙受之損失的合約。財務擔保合約初步按公平值計量。其後按以下各項之較高者計量：

- 根據香港財務報告準則第9號釐定之虧損撥備金額；及
- 初步確認金額減(如適用)於擔保期間確認之累計攤銷。

##### 可換股債券

除透過固定金額的現金或其他財務資產交換固定數量的本集團自有權益工具以外的結算轉換購股權為轉換購股權衍生工具。

於發行日期，債務組成部分及衍生工具組成部分均按公平值確認。在隨後期間，可換股債券的債務組成部分採用實際利率法按攤銷成本列賬。衍生工具組成部分按公平值計量，公平值變動於損益確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments (continued)

**Financial liabilities and equity** (continued)

*Convertible bond* (continued)

Transaction costs that relate to the issue of the convertible bond are allocated to the debt and derivative components in proportion to their relative fair values. Transaction costs relating to the derivative component are charged to profit or loss immediately. Transaction costs relating to the debt component are included in the carrying amount of the debt portion and amortised over the period of the convertible bond using the effective interest method.

*Derecognition of financial liabilities*

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

*Offsetting a financial asset and a financial liability*

A financial asset and a financial liability are offset and the net amount presented in the consolidated statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the recognised amounts; and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

### 5. 主要會計政策 (續)

金融工具 (續)

**財務負債及權益** (續)

*可換股債券* (續)

與發行可換股債券有關的交易成本按其相對公平值的比例分配至債務及衍生工具組成部分。與衍生工具組成部分有關的交易成本會即時計入損益。與債務組成部分有關的交易成本計入債務組成部分的賬面值，並採用實際利率法在可換股債券期間攤銷。

*終止確認財務負債*

本集團之義務已予解除、取消或已終止後，本集團方會終止確認財務負債。已終止確認財務負債之賬面值與已付及應付代價間之差額於損益中確認。

*抵銷財務資產及財務負債*

當且僅當本集團擁有具合法可強制執行權抵銷已確認金額，並有意向就資產及負債作淨額結算，或同時變現資產及償付負債時，財務資產及財務負債將予抵銷，以淨額於綜合財務狀況表呈列。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 6. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 5, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

#### Critical judgments in applying accounting policies

The following are the critical judgments, apart from those involving estimations, that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

#### **Deferred taxation on investment properties**

For the purposes of measuring deferred taxes arising from investment properties that are measured using the fair value model, the directors of the Company have reviewed the Group's investment property portfolios and concluded that the Group's investment properties are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, in determining the Group's deferred taxation on investment properties, the directors of the Company have determined that the presumption that the carrying amounts of investment properties measured using the fair value model are recovered entirely through sale is rebutted. As a result, the Group has recognised the deferred taxes on changes in fair value of all investment properties as the Group is subject to enterprise income tax ("EIT"). The carrying amount of deferred taxation on change in fair value of investment properties at 31 December 2019 was RMB1,122,249,000 (2018: RMB785,956,000 (restated)).

### 6. 關鍵會計判斷及估計不確定因素之主要來源

本公司董事於應用附註5所載本集團的會計政策時，須就不能明顯從其他來源得知的資產及負債賬面值作出判斷、估計及假設。該等估計及基本假設乃根據過往經驗及相信於該等情況乃屬相關之各項其他因素為基準而作出。實際結果或會有別於該等估計數字。

本集團持續檢討所作估計及相關假設。會計估計之變動如僅影響當期，則有關會計估計變動將於當期確認。如該項會計估計變動影響當期及以後期間，則有關會計估計變動將於當期及以後期間確認。

#### 應用會計政策的關鍵判斷

除涉及估計者外，以下關鍵判斷為本公司董事在應用本集團會計政策過程中所作出並且對綜合財務報表內確認的金額構成最重要影響。

#### **投資物業的遞延稅項**

就計量利用公平值模式計量的投資物業所產生的遞延稅項而言，本公司董事已檢討本集團的投資物業組合並斷定本集團之投資物業並非以旨在隨著時間流逝消耗該等投資物業包含之絕大部分經濟利益之商業模式持有，而非通過銷售。因此，在釐定本集團之投資物業的遞延稅項時，本公司董事認為，以公平值模式計量的投資物業之賬面值可因出售而收回的假設成立。因此，因本集團須繳納企業所得稅（「企業所得稅」），本集團已確認所有投資物業公平值變動之遞延稅項。於二零一九年十二月三十一日，就投資物業之公平值變動之遞延稅項賬面值為人民幣1,122,249,000元（二零一八年：人民幣785,956,000元（經重列））。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 6. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

#### Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustments to the carrying amounts of assets and liabilities within the next financial year.

#### Valuation of investment properties

Investment properties of RMB7,451,740,000 (2018: RMB4,693,149,000 (restated)) are stated at fair value based on the valuation performed by an independent qualified professional valuer (the "Valuer"). In determining the fair value, the Valuer has based on a method of valuation which involves certain estimates of market condition. The management have excised their judgment to determine the relevant assumptions that used in the valuation are reflective of the current market conditions. Changes to these assumptions would result in changes in the fair values of the Group's investment properties and the corresponding adjustments to the amount of gain or loss reported in the consolidated statement of profit or loss and other comprehensive income.

#### Determination of net realisable value of inventories of properties

Inventories of properties are stated at the lower of the cost and net realisable value. The directors of the Company make significant judgements in determining the net realisable value (the "NRV") of these inventories of properties. The NRV of inventories of properties is the estimated selling prices less estimated selling expenses, estimated future costs to completion and sale-related taxes (if any), which are determined based on prevailing real estate market conditions in the PRC.

### 6. 關鍵會計判斷及估計不確定因素之主要來源 (續)

#### 估計不確定性因素之主要來源

以下為有關日後之主要假設及於各報告期末估計不確定性因素之其他主要來源，及對下一個財政年度之資產及負債之賬面值造成重大調整有重大風險。

#### 投資物業估值

投資物業人民幣7,451,740,000元（二零一八年：人民幣4,693,149,000元（經重列））根據第三方合資格專業估值師（「估值師」）進行之估值按公平值列賬。在釐定公平值時，估值師以涉及對市況作出若干估計的估值法進行釐定。管理層已作出判斷，以釐定估值所用相關假設反映現行市況。該等假設若有變動，將導致本集團投資物業的公平值出現變動，以及須對綜合損益及其他全面收益表所報收益或虧損金額作出相應調整。

#### 釐定物業存貨之可變現淨值

待出售物業存貨乃按成本及可變現淨值兩者中較低者列賬。本公司董事於釐定該等物業存貨之可變現淨值（「可變現淨值」）時作重大判斷。物業存貨之可變現淨值按售價減估計銷售開支、完成之估計未來成本及銷售相關稅項（如有）估計，其乃按中國現行房地產市況釐定。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 6. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Key sources of estimation uncertainty (continued)

#### Determination of net realisable value of inventories of properties (continued)

Based on the experience of the directors of the Company and the nature of the inventories of properties, the directors of the Company determine the NRV of these inventories of properties by reference to the estimated market prices of properties, which takes into account a number of factors including recent prices achieved by similar properties in the same project or similar projects, and the prevailing and forecasted real estate market conditions in the PRC. The directors of the Company estimate the future costs to completion of the inventories of properties by reference to the actual development costs of other similar completed projects of the Group, adjusted by certain current market data.

If there is an increase in future costs to completion or a decrease in net sales value, the NRV will decrease and this may result in impairment of the inventories of properties. Such impairment requires the use of judgement and estimates. If the expectation is different from the original estimate, it would impact the carrying value of the inventories of properties in the period in which such estimate is changed.

In addition, given the volatility of the property market and the unique nature of individual properties, the actual outcomes in terms of costs and revenue may be higher or lower than that estimated at the end of the reporting period. Any difference between actual outcome and the estimates would affect profit or loss in future.

As at 31 December 2019, the carrying amount of inventories of properties amounted to approximately RMB8,849,683,000, net of write-down of RMB8,010,000 (2018: RMB7,677,875,000 (restated), net of write-down of RMB8,010,000 (restated)) located in the PRC.

### 6. 關鍵會計判斷及估計不確定因素之主要來源 (續)

估計不確定性因素之主要來源 (續)  
釐定物業存貨之可變現淨值 (續)

基於本公司董事的經驗及物業存貨的性質，本公司董事參考物業的估計市場價格（計及若干因素，包括相同項目或類似項目內相似物業的近期價格以及中國的現行及預測房地產市況）以釐定該等物業存貨的可變現淨值。本公司董事參考本集團相若已完成項目的實際開發成本並就若干現時市場數據調整後估計完成該等物業的未來成本。

倘完成之未來成本增加或銷售價值淨額減少，則可變現淨值將減少及可能導致物業存貨價值減值。有關減值要求使用判斷及估計。倘預期有別於原始估計，其將影響於估計變動期間的物業存貨賬面值。

此外，鑑於物業市場波動無常以及個別物業的特性，實際成本與收入或會高於或低於報告期末的估計。實際結果與估計之間的任何差異會影響未來的損益賬。

於二零一九年十二月三十一日，中國物業存貨之賬面值約為人民幣8,849,683,000元，扣除撇減人民幣8,010,000元（二零一八年：人民幣7,677,875,000元（經重列），扣除撇減人民幣8,010,000元（經重列））。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 6. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Key sources of estimation uncertainty (continued)

#### Land appreciation tax ("LAT")

The Group is subject to land appreciation tax in the PRC. However, the implementation and settlement of the tax varies amongst different tax jurisdictions in various cities of the PRC and certain projects of the Group have not finalised their land appreciation tax calculations and payments with the local tax authorities in the PRC. Accordingly, significant estimate is required in determining the amount of land appreciation and its related income tax provisions. The Group recognised the land appreciation tax based on management's best estimates. The final tax outcome could be different from the amounts that were initially recorded, and these differences will impact the income tax expense and the related income tax provisions in the periods in which such tax is finalised with local tax authorities.

#### Deferred taxation

Deferred tax assets are recognised for the unused tax losses and deductible temporary differences to the extent that it is probable that taxable profits will be available against which the tax losses and temporary differences can be utilised. Significant management estimation is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. As at 31 December 2019, deferred tax assets of approximately RMB62,122,000 (2018: RMB39,039,000 (restated)) have been recognised in the Group's consolidated statements of financial position.

### 6. 關鍵會計判斷及估計不確定因素之主要來源 (續)

估計不確定性因素之主要來源 (續)

#### 土地增值稅 (「土地增值稅」)

本集團須繳納中國土地增值稅。然而，中國不同城市稅務管轄區的稅務實施及結算不同，本集團若干項目尚未向中國當地稅務部門落實土地增值稅計算及繳納。因此，於釐定土地增值稅及其相關所得稅撥備的金額時須作出重大估計。本集團基於管理層的最佳估計確認土地增值稅。最終稅務結果可能與初步入賬者不同，該等差異將影響向當地稅務部門落實稅項期間的所得稅開支及相關所得稅撥備。

#### 遞延稅項

遞延稅項資產於有可能動用應課稅溢利抵銷稅項虧損及暫時差額時就所有未動用稅項虧損及可扣除暫時差額確認。於釐定可確認的遞延稅項資產金額時，管理層須根據未來應課稅溢利可能的時間及水平連同未來稅項規劃策略，作出重大判斷。於二零一九年十二月三十一日，遞延稅項資產約人民幣62,122,000元（二零一八年：人民幣39,039,000元（經重列））已於本集團的綜合財務狀況表內確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 6. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Key sources of estimation uncertainty (continued)

#### **Provision of ECL for trade and other receivables, loan receivables and amounts due from related companies and non-controlling shareholders of subsidiaries**

The Group uses provision matrix to calculate ECL for the trade receivables from sale of goods and services. The provision rates are based on internal credit ratings as groupings of various debtors that have similar loss patterns. The provision matrix is based on the Group's historical default rates taking into consideration forward-looking information that is reasonable, supportable and available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered.

Trade receivables from operating leases, other receivables, loan receivables, amounts due from related companies and non-controlling shareholders of subsidiaries are assessed for ECL individually and the provision rates are based on the historical default rates, past due status and the financial capability of individual debtor taking into consideration forward-looking information that is reasonable, supportable and available without undue cost or effort.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade and other receivables, loan receivables and amounts due from related companies and non-controlling shareholders of subsidiaries are disclosed in notes 39, 25, 24 and 46(a) respectively.

### 6. 關鍵會計判斷及估計不確定因素之主要來源 (續)

估計不確定性因素之主要來源 (續)

#### **應收賬款及其他應收款項、應收貸款及應收相關公司及附屬公司非控股股東款項之預期信貸虧損撥備**

本集團使用撥備矩陣計算商品及服務銷售產生之應收賬款預期信貸虧損。撥備率乃基於內部信用評級，乃因具有類似虧損模式的不同債務人組別。撥備矩陣乃基於本集團的歷史違約率，並考慮合理且有理據在無需不必要成本或努力可得的前瞻性資料。於各報告日期，可觀察的歷史違約率會重新評估，並考慮前瞻性資料的變動。

就經營租賃產生之應收賬款、其他應收款項、應收貸款、應收相關公司及附屬公司非控股股東款項個別評估預期信貸虧損，並且撥備率基於歷史違約率、逾期狀況以及個別債務人的財務實力，經計及合理且有理據在無需不必要成本或努力可得的前瞻性資料。

預期信貸虧損撥備對估計變動尤為敏感。預期信貸虧損及本集團應收賬款及其他應收款項、應收貸款及應收相關公司及附屬公司非控股股東款項之詳情分別載於附註39、25、24及46(a)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 7. REVENUE FROM GOODS AND SERVICES

#### Disaggregation of revenue

### 7. 貨品及服務之收益

#### 收益分解

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

Segments	分部	Property development 物業發展 RMB'000 人民幣千元	Property investment 物業投資 RMB'000 人民幣千元	Hotel operation 酒店營運 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Types of goods or service</b>	<b>貨品及服務類別</b>				
Sales of properties	物業銷售	1,787,352	-	-	1,787,352
Hotel operation income	酒店營運收入				
- Hotel accommodation	- 酒店住宿	-	-	13,122	13,122
- Catering service and other hotel income	- 餐飲服務及其他酒店收入	-	-	15,822	15,822
Property management and related fee income	物業管理及相關費用收入	-	9,590	-	9,590
Revenue from contracts with customers	來自客戶合約收入	1,787,352	9,590	28,944	1,825,886
Rental income	租金收入	-	115,679	-	115,679
		1,787,352	125,269	28,944	1,941,565
<b>Geographical market</b>	<b>地區市場</b>				
Mainland China	中國大陸	1,787,352	125,269	28,944	1,941,565
<b>Timing of revenue recognition</b>	<b>收益確認時間</b>				
At a point in time	於某個時間點	1,787,352	-	15,822	1,803,174
Over time	於一段時間	-	9,590	13,122	22,712
		1,787,352	9,590	28,944	1,825,886



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 7. REVENUE FROM GOODS AND SERVICES (continued)

#### Disaggregation of revenue (continued)

Set out below is the reconciliation of the revenue from contracts with customers with the amounts disclosed in the segment information:

### 7. 貨品及服務之收益 (續)

#### 收益分解 (續)

下文載列來自客戶合約之收益與分部資料中披露的金額的對賬：

		For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度			
Segments	分部	Property development 物業發展 RMB'000 人民幣千元	Property investment 物業投資 RMB'000 人民幣千元	Hotel operation 酒店營運 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Revenue disclosed in segment information</b>	<b>分部資料所披露的收益</b>				
External customer	外部客戶	1,787,352	125,269	28,944	1,941,565
Inter-segment	分部間	-	-	-	-
		<b>1,787,352</b>	<b>125,269</b>	<b>28,944</b>	<b>1,941,565</b>
Less: rental income	減：租金收入	-	(115,679)	-	(115,679)
Revenue from contracts with customers	來自客戶合約收入	1,787,352	9,590	28,944	1,825,886

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 7. REVENUE FROM GOODS AND SERVICES (continued)

#### Disaggregation of revenue (continued)

### 7. 貨品及服務之收益 (續)

#### 收益分解 (續)

		For the nine months ended 31 December 2018 (restated) 截至二零一八年十二月三十一日止九個月 (經重列)			
Segments	分部	Property development 物業發展 RMB'000 人民幣千元	Property investment 物業投資 RMB'000 人民幣千元	Hotel operation 酒店營運 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Types of goods or service</b> 貨品及服務類別					
Sales of properties	物業銷售	238,008	–	–	238,008
Hotel operation income	酒店營運收入				
– Hotel accommodation	– 酒店住宿	–	–	9,650	9,650
– Catering service and other hotel income	– 餐飲服務及其他酒店收入	–	–	9,461	9,461
Property management and related fee income	物業管理及相關費用收入	–	8,586	–	8,586
Revenue from contracts with customers	來自客戶合約收入	238,008	8,586	19,111	265,705
Rental income	租金收入	–	99,343	–	99,343
		238,008	107,929	19,111	365,048
<b>Geographical market</b> 地區市場					
Mainland China	中國大陸	238,008	107,929	19,111	365,048
<b>Timing of revenue recognition</b> 收益確認時間					
At a point in time	於某個時間點	238,008	–	9,461	247,469
Over time	於一段時間	–	8,586	9,650	18,236
		238,008	8,586	19,111	265,705

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 7. REVENUE FROM GOODS AND SERVICES (continued)

#### Disaggregation of revenue (continued)

Set out below is the reconciliation of the revenue from contracts with customers with the amounts disclosed in the segment information:

Segments	分部	For the nine months ended 31 December 2018 (restated)				Total
		Property development	Property investment	Hotel operation		
		物業發展	物業投資	酒店營運		
		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	
Revenue disclosed in segment information	分部資料所披露的收益					
External customer	外部客戶	238,008	107,929	19,111	365,048	
Inter-segment	分部間	-	-	-	-	
		238,008	107,929	19,111	365,048	
Less: rental income	減：租金收入	-	(99,343)	-	(99,343)	
Revenue from contracts with customers	來自客戶合約收入	238,008	8,586	19,111	265,705	

For contracts entered into with customers on sales of properties, the relevant properties specified in the contracts are based on customer's specifications with no alternative use. Taking into consideration of the relevant contract terms, the management concluded that the Group does not have an enforceable right to payment prior to transfer of the relevant properties to customers. Revenue from sales of properties is therefore recognised at a point in time when the completed property is transferred to customers, being at the point that the customer obtains control of the completed property and the Group's present right to payment and collection of the consideration is probable.

### 7. 貨品及服務之收益 (續)

#### 收益分解 (續)

下文載列來自客戶合約之收益與分部資料中披露的金額的對賬：

就出售物業與客戶訂立的合約而言，合約中規定的相關物業乃基於客戶要求，並無其他替代用途。經考慮相關合約條款，管理層認為，在轉讓相關物業予客戶前，本集團並無收取付款的可強制執行權利。因此，銷售物業的收入於已竣工物業轉讓予客戶的時間點確認，即客戶獲得已竣工物業的控制權而本集團擁有收取付款之現時權利及可能收取代價的時間點。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 7. REVENUE FROM GOODS AND SERVICES (continued)

#### Disaggregation of revenue (continued)

The Group receives 30%-100% of the contract value from customers when they sign the sale and purchase agreement (the customers who use mortgage loans provided by the banks and the remaining amount of the total contract value will be paid to the Group from the banks once the customers meet the requirements of the banks) while construction work of properties is still ongoing. These advance payment of 30%-100% of the contract value from customers resulted in contract liabilities being recognised throughout the property construction period until sales of properties is recognised. The Group will receive full payment from the buyers before physical delivery of the completed property.

For property management and related services to the tenants of the Group's investment properties, the Group agrees the fixed rate for services with the customers upfront. As the tenant simultaneously receives and consumes the benefits provided by the Group's performance, the revenue is recognised over time when the performance obligations are satisfied. Monthly payment of the transaction is due immediately when performance obligations are satisfied.

For provision of hotel accommodation services, the Group agrees the fixed rate for services with the customers upfront. As the customer simultaneously receives and consumes the benefits provided by the Group's performance, the revenue is recognised over time when the performance obligations are satisfied. Payment of the transaction is due immediately when performance obligations are satisfied.

For provision of catering services, the revenue is recognised at a point in time when the performance obligations are satisfied. Payment of the transaction is due immediately when performance obligations are satisfied.

All rental income are based on fixed lease payments under operating leases during the year ended 31 December 2019 and nine months ended 31 December 2018.

### 7. 貨品及服務之收益 (續)

#### 收益分解 (續)

在簽訂買賣協議而物業的建設工程仍在進行時，本集團自客戶收取合約價值的30%至100%（使用銀行提供的按揭貸款的客戶，當客戶符合銀行的要求後總合約價值的餘額將由銀行支付予本集團）。該等自客戶合約價值之30%至100%預付款導致於整個物業建設期確認合約負債直至物業銷售已確認。本集團將於已竣工物業實質交付前自買方悉數收回款項。

就向本集團投資物業租戶提供物業管理及相關服務而言，本集團與客戶預先協定服務的固定費用。由於租戶同時取得並耗用本集團履約所提供的利益，因此，收入於完成履約責任時隨時間確認。每月交易付款應於達成履約責任時立即支付。

就提供酒店住宿服務而言，本集團與客戶預先協定服務的固定費用。由於客戶同時取得並耗用本集團履約所提供的利益，因此，收入於完成履約責任時隨時間確認。交易付款應於完成履約責任時立即支付。

就提供餐飲服務而言，收入在履行履約責任的時間點確認。交易付款應於完成履約責任時立即支付。

截至二零一九年十二月三十一日止年度及截至二零一八年十二月三十一日止九個月，所有租金收入按經營租賃項下之固定資租賃付款計算。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 7. REVENUE FROM GOODS AND SERVICES (continued)

#### Disaggregation of revenue (continued)

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December 2019 and 2018 and the expected timing of recognising revenue are as follows:

– Within one year  
– After one year

— 一年內  
— 一年後

**2,996,875**  
**3,721,782**

1,239,407  
4,263,430

**6,718,657**

5,502,837

### 8. SEGMENT INFORMATION

Information regularly reported to the Group's chief executive officer (the chief operating decision maker ("CODM")) for the purposes of resource allocation and assessment of performance focuses on the type of goods and services delivered or provided. During the year, the Group commenced the business in hotel operation along with the acquisition of All Excel Group (as detailed in note 2) and it is considered as a new operating and reportable segment by the CODM. Prior period segment information has been represented to conform with the current year's presentation. Upon entering into the lease contracts dated 31 December 2019, the Group ceased the business of hotel operation as the relevant hotel properties would be leased out and operated by independent third parties. As at 31 December 2019, the hotel segment assets and liabilities have been aggregated in property investment segment, accordingly. The Group's reportable and operating segments under HKFRS 8 "Operating Segments" are as follows:

### 7. 貨品及服務之收益 (續)

#### 收益分解 (續)

於二零一九年及二零一八年十二月三十一日分配至餘下履約責任(未達成或部分未達成)之交易價及確認為收入之預期時間載列如下:

#### Sales of properties

##### 物業銷售

At December 2019 於二零一九年 十二月三十一日 RMB'000 人民幣千元	At December 2018 於二零一八年 十二月三十一日 RMB'000 人民幣千元 (restated) (經重列)
– Within one year	1,239,407
– After one year	4,263,430
<b>6,718,657</b>	<b>5,502,837</b>

### 8. 分部資料

為分配資源及評估業績而已向本集團行政總裁(主要營運決策者)定期報告的資料專注於交付或提供之商品及服務類型。於本年度,本集團於收購全盛集團後開始酒店營運業務(如附註2所述),並被主要營運決策者視為新的經營及可報告分部。先前年度的分部資料已呈列以與當前期間的呈列相符。於訂立日期為二零一九年十二月三十一日的租賃合約後,本集團已終止酒店營運業務,原因為相關酒店物業將由獨立第三方出租及營運。因此,於二零一九年十二月三十一日,酒店分部資產及負債已合併計入物業投資分部。本集團根據香港財務報告準則第8號「經營分部」的可報告及營運分部如下:

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 8. SEGMENT INFORMATION (continued)

Property development – development and sale of properties

Property investment – lease of investment properties and provision of property management service

Hotel operation – provision of hotel accommodation and catering service

The following is an analysis of the Group's revenue and results by reportable and operating segments:

#### For the year ended 31 December 2019

### 8. 分部資料 (續)

物業發展業務—物業發展及銷售

物業投資業務—出租物業及提供物業管理服務

酒店營運—提供酒店住宿及餐飲服務。

以下為按經營及須予報告分部劃分之本集團收益及業績分析：

截至二零一九年十二月三十一日止年度

Segments	分部	Property development 物業發展 RMB'000 人民幣千元	Property investment 物業投資 RMB'000 人民幣千元	Hotel operation 酒店營運 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Segment revenue</b>	<b>分部收益</b>				
External sales	對外銷售	1,787,352	125,269	28,944	1,941,565
Inter-segment sales	分部間銷售	-	-	-	-
		<b>1,787,352</b>	<b>125,269</b>	<b>28,944</b>	<b>1,941,565</b>
<b>Segment profit (loss)</b>	<b>分部溢利(虧損)</b>	<b>415,165</b>	<b>449,677</b>	<b>(5,833)</b>	<b>859,009</b>
Other income	其他收入				9,692
Other gains and losses	其他收益及虧損				(25,890)
Change in fair value of financial assets at FVTPL	按公平值計入損益之財務資產公平值變動				(30,364)
Change in fair value of derivative component of convertible bond	可換股債券之衍生工具部分之公平值變動				(9,334)
Unallocated corporate expenses	未分配公司開支				(17,177)
Finance costs	融資成本				(63,277)
Profit before tax	除稅前溢利				<b>722,659</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 8. SEGMENT INFORMATION (continued)

For the nine months ended 31 December 2018  
(restated)

Segments	分部	Property development 物業發展 RMB'000 人民幣千元	Property investment 物業投資 RMB'000 人民幣千元	Hotel operation 酒店營運 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Segment revenue</b>	<b>分部收益</b>				
External sales	對外銷售	238,008	107,929	19,111	365,048
Inter-segment sales	分部間銷售	-	-	-	-
		238,008	107,929	19,111	365,048
<b>Segment (loss) profit</b>	<b>分部(虧損)溢利</b>	<b>(106,101)</b>	<b>123,068</b>	<b>1,043</b>	<b>18,010</b>
Other income	其他收入				18,063
Other gains and losses	其他收益及虧損				(45,491)
Change in fair value of financial assets at FVTPL	按公平值計入損益之財務資產公平值變動				(49,157)
Unallocated corporate expenses	未分配公司開支				(20,721)
Finance costs	融資成本				(809)
Loss before tax	除稅前虧損				(80,105)

### 8. 分部資料(續)

截至二零一八年十二月三十一日止  
九個月(經重列)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 8. SEGMENT INFORMATION (continued)

The accounting policies of the reportable and operating segments are the same as the Group's accounting policies described in note 5. Segment results represent the profit generated or loss incurred by each segment without allocation of part of other income, part of other gains and losses, change in fair value of financial assets at FVTPL, change in fair value of derivative component of convertible bond, unallocated corporate expenses and part of finance costs. This is the measure reported to the CODM for the purposes of resource allocation and assessment of segment performance.

The following is an analysis of the Group's assets and liabilities by reportable and operating segments:

### 8. 分部資料 (續)

可呈報及經營分部之會計政策與本集團會計政策一致。分部業績指各分部所產生的溢利或虧損，並未就按公平值計入損益之財務資產公平值變動、部分其他收益及虧損、可換股債券之衍生工具部分之公平值變動、公司開支及部分融資成本作出分配。此乃為進行資源分配及部分業績評估而向主要經營決策者報告的方法。

下表為本集團按可呈報及經營分部劃分之資產及負債分下：

Segment assets	分部資產	At 31	At 31
		December 2019	December 2018
		於二零一九年 十二月三十一日	於二零一八年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元 (restated) (經重列)
Property development	物業發展	12,317,840	12,965,267
Property investment	物業投資	7,569,139	4,743,446
Hotel operation	酒店營運	-	104,784
Total segment assets	分部資產總額	19,886,979	17,813,497
Unallocated assets:	未分配資產：		
Financial asset at FVTPL	按公平值計入損益之財務資產	24,889	60,611
Loan receivables	應收貸款	-	127,790
Bank balances and cash	銀行結餘及現金	342,474	6,093
Unallocated corporate assets	未分配公司資產	20,470	64,889
Consolidated assets	綜合資產	20,274,812	18,072,880



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 8. SEGMENT INFORMATION (continued)

### 8. 分部資料 (續)

Segment liabilities	分部負債	At 31	At 31
		December	December
		2019	2018
		於二零一九年	於二零一八年
		十二月三十一日	十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
			(restated)
			(經重列)
Property development	物業發展	12,533,919	10,790,040
Property investment	物業投資	2,266,362	1,460,446
Hotel operation	酒店營運	-	26,922
Total segment liabilities	分部負債總額	14,800,281	12,277,408
Unallocated liabilities:	未分配負債：		
Debt component of convertible bond	應付債券	322,972	-
Derivative component of convertible bond	可換股債券之債務部分	293,981	-
Promissory note	可換股債券之衍生工具部分	446,249	-
Bonds payable	承兌票據	-	9,404
Provisional consideration payable	應付暫定代價	-	50,382
Amount due to a related company	應付一間關連公司款項	222,292	854,776
Unallocated corporate liabilities	未分配公司負債	189,505	819,916
Consolidated liabilities	綜合負債	16,275,280	14,011,886

For the purposes monitoring segment performances and allocating resources among segments:

就監察分部業績及在分部間分配資源而言：

- all assets are allocated to reportable and operating segments other than financial assets at FVTPL, loan receivables, certain bank balances and cash and unallocated corporate assets not attributable to respective segment.
- all liabilities are allocated to reportable and operating segments other than debt component of convertible bond, derivative component of convertible bond, promissory note, bonds payable, provisional consideration payable, amount due to a related company and unallocated corporate liabilities not attributable to respective segment.
- 所有資產均分配至可報告及經營分部，惟不屬於各分部的按公平值計入損益之財務資產、應收貸款、受限制銀行存款、若干銀行結餘及現金及未分配公司資產除外。
- 所有負債均分配至可報告及經營分部，惟不屬於各分部的應付債券、可換股債券之債務部分、可換股債券之衍生工具部分、承兌票據、應付臨時代價、應付關連公司款項及未分配公司負債除外。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 8. SEGMENT INFORMATION (continued)

#### Other segment information

### 8. 分部資料 (續)

#### 其他分部資料

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

		Total					Total
		Property development	Property investment	Hotel operation	reportable segment	Unallocated	
		物業發展	物業投資	酒店營運	可呈報分部總額	未分配	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Amounts included in the measure of segment profit or loss or segment assets:	計量分部損益或分部資產時包括之金額：						
Additions of property, plant and equipment	添置物業、廠房及設備	8,916	-	4,712	13,628	302	13,930
Share of results of an associate	應佔聯營公司業績	(11,643)	-	-	(11,643)	-	(11,643)
Interest income	利息收入	2,171	270	6	2,447	9,256	11,703
Interest expense	利息支出	(14,037)	(59,690)	(2,385)	(76,112)	(63,276)	(139,388)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	(8,292)	(189)	(5,307)	(13,788)	(122)	(13,910)
Depreciation of right-of-use assets	使用權資產折舊	(27,808)	-	-	(27,808)	(1,530)	(29,338)
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	41	-	-	41	-	41
Gain on disposal of financial assets at FVTPL	出售按公平值計入損益之財務資產之收益	-	-	-	-	239	239
Gain on disposal of interest in an associate	出售於一間聯營公司的權益之收益	151,380	-	-	151,380	-	151,380
Change in fair value of investment properties	投資物業之公平值變動	-	19,747	-	19,747	-	19,747
Change in fair value of inventories of properties upon transfer to investment properties	轉撥至投資物業之存貨公平值變動	-	382,058	-	382,058	-	382,058

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 8. SEGMENT INFORMATION (continued)

#### Other segment information (continued)

	Property development	Property investment	Hotel operation	Total reportable segment	Unallocated	Total
	物業發展	物業投資	酒店營運	可呈報分部總額	未分配	總計
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Amounts included in the measure of segment profit or loss or segment assets:						
Interest in an associate	256,406	-	-	256,406	-	256,406
Additions of property, plant and equipment	8,615	-	3,296	11,911	-	11,911
Share of results of an associate	(632)	-	-	(632)	-	(632)
Write-down of inventories of properties	(605)	-	-	(605)	-	(605)
Interest income	2,332	1,016	4	3,352	17,518	20,870
Interest expense	(7,139)	(28,474)	(833)	(36,446)	(809)	(37,255)
Change in fair value of investment properties	-	63,690	-	63,690	-	63,690
Depreciation of property, plant and equipment	(5,260)	(170)	(3,634)	(9,064)	(183)	(9,247)
Loss on disposal of property, plant and equipment	(2)	-	-	(2)	-	(2)

#### Geographical information

The following tables set out information about the Group's revenue from external customers by cities in the PRC, based on the location at which the properties are sold, properties are invested and services are provided. Information about its non-current assets is analysed by geographical location of assets.

### 8. 分部資料 (續)

#### 其他分部資料 (續)

For the nine months ended 31 December 2018 (restated)  
截至二零一八年十二月三十一日止年度 (經重列)

	Property development	Property investment	Hotel operation	Total reportable segment	Unallocated	Total
	物業發展	物業投資	酒店營運	可呈報分部總額	未分配	總計
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Amounts included in the measure of segment profit or loss or segment assets:						
Interest in an associate	256,406	-	-	256,406	-	256,406
Additions of property, plant and equipment	8,615	-	3,296	11,911	-	11,911
Share of results of an associate	(632)	-	-	(632)	-	(632)
Write-down of inventories of properties	(605)	-	-	(605)	-	(605)
Interest income	2,332	1,016	4	3,352	17,518	20,870
Interest expense	(7,139)	(28,474)	(833)	(36,446)	(809)	(37,255)
Change in fair value of investment properties	-	63,690	-	63,690	-	63,690
Depreciation of property, plant and equipment	(5,260)	(170)	(3,634)	(9,064)	(183)	(9,247)
Loss on disposal of property, plant and equipment	(2)	-	-	(2)	-	(2)

#### 地區資料

下表載列按出售物業、投資物業及提供服務所在中國城市劃分有關本集團來自外部客戶收益的資料。非流動資產資料按資產所在地理位置分析。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 8. SEGMENT INFORMATION (continued)

#### Geographical information (continued)

Revenue from external customers:

		Year ended 31 December 2019 二零一九年 十二月三十一日 止年度 RMB'000 人民幣千元	Nine months ended 31 December 2018 二零一八年 十二月三十一日 止九個月 RMB'000 人民幣千元 (restated) (經重列)
Baoji	寶雞	1,228,072	158,005
Xi'an	西安	580,516	20,771
Fuzhou	福州	125,406	160,017
Jilin	吉林	7,333	26,255
Shanghai	上海	238	-
		<b>1,941,565</b>	<b>365,048</b>

Non-current assets:

非流動資產:

		Year ended 31 December 2019 二零一九年 十二月三十一日 止年度 RMB'000 人民幣千元	Nine months ended 31 December 2018 二零一八年 十二月三十一日 止九個月 RMB'000 人民幣千元 (restated) (經重列)
Fuzhou	福州	4,555,940	3,749,205
Shanghai	上海	2,653,649	1,324,171
Baoji	寶雞	1,528,418	1,231,544
Xi'an	西安	30,043	283,902
Nanping	南平	7,063	5,424
Jilin	吉林	4,360	73
Hong Kong	香港	2,375	349
Others	其他	3,067	1,041
		<b>8,784,915</b>	<b>6,595,709</b>

Note: Non-current assets excluded loan receivables and deferred tax assets.

附註：非流動資產不包括應收貸款及遞延稅項資產。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 8. SEGMENT INFORMATION (continued)

#### Information about major customers

There is no individual customer who contributed over 10% of the total revenue of the Group during the year ended 31 December 2019 and nine months ended 31 December 2018.

### 9. OTHER INCOME

### 8. 分部資料 (續)

#### 有關主要客戶之資料

截至二零一九年十二月三十一日止年度及二零一八年十二月三十一日止九個月，並無個別客戶對本集團總收益之貢獻超過10%。

### 9. 其他收入

		Year ended 31 December 2019 二零一九年 十二月三十一日 止年度 RMB'000 人民幣千元	Nine months ended 31 December 2018 二零一八年 十二月三十一日 止九個月 RMB'000 人民幣千元 (restated) (經重列)
Bank interest income	銀行利息收入	3,046	3,494
Interest income from loan receivables	應收貸款之利息收入	8,657	17,376
Dividend income from financial assets at FVTPL	按公平值計入損益之財務資產股息 收入	436	546
Others	其他	2,570	2,428
		<b>14,709</b>	23,844

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 10. OTHER GAINS AND LOSSES

### 10. 其他收益及虧損

		Year ended 31 December 2019 二零一九年 十二月三十一日 止年度 <b>RMB'000</b> 人民幣千元	Nine months ended 31 December 2018 二零一八年 十二月三十一日 止九個月 <b>RMB'000</b> 人民幣千元 (restated) (經重列)
Gain (loss) on disposal of property, plant and equipment	出售物業、廠房及設備之 收益(虧損)	41	(2)
Loss on disposal of an investment property	出售投資物業之虧損	(235)	-
Gain on disposal of an associate (note 21)	出售一間聯營公司之收益(附註21)	151,380	-
Gain on disposal of financial assets at FVTPL	出售按公平值計入損益之 財務資產之收益	239	-
Exchange loss, net	匯兌虧損, 淨額	(23,267)	(22,464)
Others	其他	(2,668)	(23,025)
		<b>125,490</b>	<b>(45,491)</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 11. FINANCE COSTS

### 11. 融資成本

		Year ended 31 December 2019 二零一九年 十二月三十一日 止年度 RMB'000 人民幣千元	Nine months ended 31 December 2018 二零一八年 十二月三十一日 止九個月 RMB'000 人民幣千元 (restated) (經重列)
Interests on bank and other borrowings	銀行及其他借貸之利息	404,246	287,884
Interests on bonds payable	應付債券之利息	638	809
Effective interests on convertible bond	可換股債券之實際利息	25,938	-
Effective interests on promissory note	承兌票據之實際利息	36,583	-
Interests on contract liabilities	合約負債之利息	387,698	167,037
Interests on lease liabilities	租賃負債之利息	179	-
<b>Total borrowing costs</b>	<b>總借貸成本</b>	<b>855,282</b>	<b>455,730</b>
Less: amounts capitalised to inventories of properties	減：於投資物業中資本化之金額	<b>(633,938)</b>	<b>(359,570)</b>
amounts capitalised to properties under development	於發展中物業之資本化之金額	<b>(60,707)</b>	<b>(44,824)</b>
amounts capitalised to investment properties under construction	於發展中投資物業中資本化之金額	<b>(21,249)</b>	<b>(14,081)</b>
		<b>139,388</b>	<b>37,255</b>

Borrowing costs capitalised during the year/period arose on the bank and other borrowings pool and are calculated by applying a capitalisation rate of 8.52% (Nine months ended 31 December 2018: 7.44% (restated)) per annum to expenditure on qualifying assets.

於年/期內的資本化借款成本乃於銀行及其他借款池中產生，並根據合資格資產的開支使用未經審核的年度資本化率8.52%（截至二零一八年十二月三十一日止九個月：7.44%（經重列））計算。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 12. PROFIT (LOSS) BEFORE TAX

### 12. 除稅前溢利(虧損)

		Year ended 31 December 2019 二零一九年 十二月三十一日 止年度 RMB'000 人民幣千元	Nine months ended 31 December 2018 二零一八年 十二月三十一日 止九個月 RMB'000 人民幣千元 (restated) (經重列)
Profit (loss) before tax has been arrived at after charging (crediting):	除稅前溢利(虧損)已扣除(計入):		
Auditor's remuneration	核數師酬	2,160	1,195
Directors' emoluments (note 14)	董事酬金(附註14)	4,229	4,787
Other staff costs	其他員工成本		
Staff salaries and allowances	員工薪金及津貼	82,708	50,315
Retirement benefit contributions	退休福利計劃供款	5,051	2,681
Share-based payments	以股份為基準之付款	1,909	5,250
<b>Total other staff costs</b>	<b>其他員工成本總額</b>	<b>89,668</b>	<b>58,246</b>
Less: amounts capitalised to inventories of properties	減: 於物業存貨中資本化之金額	<b>(13,728)</b>	<b>(7,867)</b>
amounts capitalised to properties under development	於發展中物業之資本化之金額	<b>(1,909)</b>	<b>(1,661)</b>
amounts capitalised to investment properties under construction	於發展中投資物業中資本化之金額	<b>(1,756)</b>	<b>(1,697)</b>
		<b>72,275</b>	<b>47,021</b>
Cost of inventories recognised as an expense	確認為開支之存貨成本	<b>1,284,722</b>	198,419
Depreciation of property, plant and equipment	物業、廠房及設備折舊	<b>13,910</b>	9,247
Depreciation of right-of-use assets	使用權資產折舊	<b>29,338</b>	-
Release of prepaid lease payments	解除預付租賃款項	-	20,453
(Gain) loss on disposal of property, plant and equipment	出售物業、廠房及設備之(收益)虧損	<b>(41)</b>	2
Loss on disposal of an investment property	出售投資物業之虧損	<b>235</b>	-
Write-down of inventories of properties (included in cost of sales and services)	撇減物業存貨(包括銷售及服務成本)	-	605
Reversal on impairment loss on other receivables	其他應收款項之減值虧損撥回	-	(320)
Gross rental income from investment properties	投資物業產生之租金收入總額	<b>(115,679)</b>	(99,343)
Less: direct operating expenses from investment properties that generated rental income during the year/period	減: 年/期內來自產生租金收入之投資物業之直接經營開支	<b>12,594</b>	5,670
		<b>(103,085)</b>	<b>(93,673)</b>



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 13. INCOME TAX EXPENSE

### 13. 所得稅開支

		Year ended 31 December 2019 二零一九年 十二月三十一日 止年度 RMB'000 人民幣千元	Nine months ended 31 December 2018 二零一八年 十二月三十一日 止九個月 RMB'000 人民幣千元 (restated) (經重列)
Current tax:	本期稅項：		
EIT in the PRC	中國企業所得稅	93,787	19,349
LAT	土地增值稅	48,050	12,932
		<b>141,837</b>	32,281
Under (over) provision in prior years:	過往年度／期間撥備不足 (超額撥備)：		
EIT in the PRC	中國企業所得稅	4,481	(7,548)
Deferred tax (note 22):	遞延稅項 (附註22)：	109,159	19,269
		<b>255,477</b>	44,002

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

The directors of the Company considered the amount involved upon implementation of the two-tiered profits tax rates regime as insignificant to the consolidated financial statements. Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for the year/period. No provision for Hong Kong Profits Tax has been made as the income of the Group neither arises in, nor is derived from, Hong Kong for the year ended 31 December 2019 and nine months ended 31 December 2018.

於二零一八年三月二十一日，香港立法會通過2017年稅務(修訂)(第7號)條例草案(「該條例草案」)，引入兩級制利得稅稅率。該條例草案於二零一八年三月二十八日經簽署生效，並於翌日刊憲。根據兩級制利得稅稅率，合資格集團實體首2,000,000港元之溢利將按8.25%之稅率徵收稅項，溢利中超過2,000,000港元之部分將按16.5%之稅率徵收稅項。不符合兩級制利得稅稅率資格的集團實體之溢利將繼續按16.5%之劃一稅率徵收稅項。

本公司董事認為，實行利得稅兩級制所涉及之金額，對綜合財務報表而言並不重大。期／年內香港利得稅按估計應評稅溢利的16.5%計算。由於本集團並無於香港產生或衍生收入，故於截至二零一九年十二月三十一日止年度及截至二零一八年十二月三十一日止九個月並無作出香港利得稅撥備。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 13. INCOME TAX EXPENSE (continued)

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for the year/period.

The provision of LAT is estimated according to the requirements set forth in the relevant PRC tax laws and regulation. LAT has been provided at ranges of progressive rate of the appreciation value, with certain allowable exemptions and deductions.

The income tax expense for the year/period can be reconciled to the profit (loss) before tax per consolidated statement of profit or loss and other comprehensive income as follows:

### 13. 所得稅開支 (續)

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例,中國附屬公司於年/期內之稅率為25%。

土地增值稅撥備乃根據中國相關稅務法律及法規的規定估計。土地增值稅乃就增值部分按累進稅率作出撥備,並可扣除若干項目。

綜合損益及其他全面收益表內年/期內所得稅開支與除稅前溢利(虧損)之對賬如下:

		Year ended 31 December 2019 二零一九年 十二月三十一日 止年度 RMB'000 人民幣千元	Nine months ended 31 December 2018 二零一八年 十二月三十一日 止九個月 RMB'000 人民幣千元 (restated) (經重列)
Profit (loss) before tax	除稅前溢利(虧損)	722,659	(80,105)
Tax charge at the applicable tax rate of 25% (2018: 25%)	按適用稅率25%計算之稅項 (二零一八年: 25%)	180,665	(20,026)
Tax effect of share of results of an associate	應佔聯營公司業績之稅務影響	2,911	158
Tax effect of expenses not deductible for tax purpose	就稅務目的而言不可扣減開支之稅務影響	30,513	36,670
Tax effect of income not taxable for tax purpose	就稅務目的而言,毋須課稅收入之稅務影響	(25,169)	(2,729)
Tax effect of tax losses not recognised	概無確認稅項虧損之稅務影響	31,594	21,670
Utilisation of tax losses previously not recognised	動用先前未確認稅項虧損	-	(326)
LAT	土地增值稅	48,050	12,932
Tax effect of LAT	土地增值稅之稅務影響	(12,013)	(3,233)
Under (over) provision in prior years	過往年度撥備不足(超額撥備)	4,481	(7,548)
Effect of different tax rate of subsidiaries operating in other jurisdictions	於其他司法權區經營業務之附屬公司按不同稅率課稅之影響	(5,555)	6,434
Income tax expense for the year/period	年/期內所得稅開支	255,477	44,002

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 14. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' REMUNERATION

Details of the emoluments paid or payable to the directors of the Company during the year/period are as follows:

### 14. 董事、主要行政人員及僱員酬金

年/期內已付或應付本公司董事的酬金詳情如下：

		Fees	Salaries and allowances	Retirement benefit scheme contributions	Share-based payment	Total
		袍金	薪金及津貼	退休福利計劃	以股份基準之付款	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Year ended 31 December 2019</b>						
截至二零一九年十二月三十一日止年度						
<b>Chairman</b>	<b>主席</b>					
Guo Jiadi	郭加迪	1,719	132	-	99	1,950
<b>Executive director:</b>	<b>執行董事：</b>					
Amika Lan E Guo	Amika Lan E Guo	-	917	16	209	1,142
Wang Chao	王超	-	398	-	5	403
<b>Non-executive director:</b>	<b>非執行董事：</b>					
Wong Yun Kuen (note a)	黃潤權 (附註a)	66	-	-	-	66
<b>Independent non-executive director:</b>	<b>獨立非執行董事：</b>					
Chan Yee Ping, Michael	陳貽平	71	-	-	-	71
Yu Pak Yan, Peter (note b)	余伯仁 (附註b)	66	-	-	-	66
Zheng Yurui	鄭玉瑞	53	-	-	209	262
Ma Shujuan	馬淑娟	60	-	-	209	269
		2,035	1,447	16	731	4,229

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 14. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' REMUNERATION (continued)

### 14. 董事、主要行政人員及僱員酬金 (續)

		Retirement benefit scheme	Share-based payment	Total
	Salaries and allowances	contributions	with share-based payment	
		Retirement benefit scheme	with share-based payment	
	Fees	contributions	payment	Total
	袍金	福利計劃	以股份基準之付款	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
<b>Nine months ended 31 December 2018 (restated)</b>				
截至二零一八年十二月三十一日止九個月 (經重列)				
<b>Chairman</b>	<b>主席</b>			
Guo Jiadi	郭加迪	1,248	128	–
			282	1,658
<b>Executive director:</b>	<b>執行董事:</b>			
Amika Lan E Guo	Amika Lan E Guo	–	683	12
Wang Chao	王超	–	413	–
			25	438
<b>Non-executive director:</b>	<b>非執行董事:</b>			
Wong Yun Kuen	黃潤權	64	–	–
			–	64
<b>Independent non-executive director:</b>	<b>獨立非執行董事:</b>			
Chan Yee Ping, Michael	陳貽平	51	–	–
Yu Pak Yan, Peter	余伯仁	64	–	–
Zheng Yurui	鄭玉瑞	38	–	578
Ma Shujuan	馬淑娟	45	–	578
		1,510	1,224	12
			2,041	4,787

Notes:

- (a) Dr. Wong Yun Kuen resigned as a non-executive director on 30 September 2019.
- (b) Mr. Yu Pak Yan, Peter resigned as an independent non-executive director on 30 September 2019.

附註:

- (a) 黃潤權博士於二零一九年九月三十日辭任非執行董事。
- (b) 余伯仁先生於二零一九年九月三十日辭任獨立非執行董事。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 14. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' REMUNERATION (continued)

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group.

The non-executive director's and independent non-executive directors' emoluments shown above were for their services as directors of the Company.

Mr. Guo Jiadi is also the Chief Executive of the Company and his remuneration disclosed above includes those for services rendered by him as the Chief Executive.

No director waive any emolument during the current year or the prior period and none of the directors have received any inducement payment for joining or upon joining the Company or as a compensation of loss of office.

#### Employees' emoluments

Of the five individuals with the highest emoluments in the Group, two (Nine months ended 31 December 2018: four) were directors and the Chief Executive of the Company whose emoluments are included in the disclosures in this note above. The emoluments of the remaining three (Nine months ended 31 December 2018: one) individual(s) was as follows:

### 14. 董事、主要行政人員及僱員酬金 (續)

以上所示執行董事之酬金為彼等於本公司及本集團有關管理事務之服務酬金。

以上所示非執行董事及獨立非執行董事之酬金為彼等作為本公司董事之服務酬金。

郭加迪先生亦為本公司行政總裁及上文披露之酬金包括彼作為行政總裁提供之服務酬金。

於本年度或上一期間概無董事放棄任何酬金，且概無任何董事就加入或加入本公司時而收取任何獎勵或作為離職補償。

#### 僱員酬金

本集團五名最高薪人士中，其中兩名（截至二零一八年十二月三十一日止九個月：四名）為本公司董事及主要行政人員，彼等之酬金詳情已於上文附註披露。餘下三名（截至二零一八年十二月三十一日止九個月：一名）人士之酬金如下：

		Year ended 31 December 2019 二零一九年 十二月三十一日 止年度 RMB'000 人民幣千元	Nine months ended 31 December 2018 二零一八年 十二月三十一日 止九個月 RMB'000 人民幣千元 (restated) (經重列)
Salaries and allowances	薪金及津貼	1,580	841
Retirement benefits scheme contributions	退休福利計劃供款	276	12
Share-based payments	以股份為基準之付款	134	-
		<b>1,990</b>	<b>853</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 14. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' REMUNERATION (continued)

The emoluments of each of the above non-director highest paid individuals were fell within the following bands:

### 14. 董事、主要行政人員及僱員酬金 (續)

上述各非董事最高薪人士酬金介乎以下範圍：

	Year ended 31 December 2019 二零一九年 十二月三十一日 止年度	Nine months ended 31 December 2018 二零一八年 十二月三十一日 止九個月	No. of employees 僱員數目	No. of employees (restated) 僱員數目 (經重列)
Nil to HK\$1,000,000			3	1
零至1,000,000港元				

### 15. DIVIDENDS

No dividend was paid or proposed to ordinary shareholders of the Company during the year ended 31 December 2019, nor has any dividend been proposed since the end of the reporting period (Nine months ended 31 December 2018: Nil).

### 15. 股息

於截至二零一九年十二月三十一日止年度並無派付或建議派付股息予本公司普通股股東，亦無於報告期間結算日後建議派付任何股息（截至二零一八年十二月三十一日止九個月：無）。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 16. EARNINGS (LOSS) PER SHARE

The calculation of the basic and diluted earnings (loss) per share attributable to the owners of the Company is based on the following data:

Earnings (loss) figures are calculated as follows:

### 16. 每股盈利(虧損)

本公司擁有人應佔每股基本及攤薄盈利(虧損)乃根據以下數據計算:

盈利(虧損)數據乃根據以下計算:

		Year ended 31 December 2019 二零一九年 十二月三十一日 止年度 RMB'000 人民幣千元	Nine months ended 31 December 2018 二零一八年 十二月三十一日 止九個月 RMB'000 人民幣千元 (restated) (經重列)
Profit (loss) for the year/period attributable to owners of the Company	本公司擁有人應佔本年度/期間溢利(虧損)	482,165	(114,580)
Effect of dilutive potential ordinary shares on convertible bond	有關可換股債券潛在普通股之攤薄影響	60,789	-
Earnings (loss) for the purpose of diluted earnings (loss) per share	用於計算每股攤薄盈利(虧損)之盈利(虧損)	542,954	(114,580)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 16. EARNINGS (LOSS) PER SHARE (continued)

#### Number of shares

		Year ended 31 December 2019 二零一九年 十二月三十一日 止年度 '000 千股	Nine months ended 31 December 2018 二零一八年 十二月三十一日 止九個月 '000 千股 (restated) (經重列)
Weighted average number of ordinary shares for the purpose of basic earnings (loss) per share	用於計算每股基本盈利(虧損)之普通股加權平均數	4,970,348	4,458,901
Effect of dilutive potential ordinary shares:	有關潛在普通股之攤薄影響:		
Convertible bond	可換股債券	1,113,845	-
Share options	購股權	26,002	-
Weighted average number of ordinary shares for the purpose of diluted earnings (loss) per share	用於計算每股攤薄盈利(虧損)之普通股加權平均數	6,110,195	4,458,901

#### Share options

For the nine months ended 31 December 2018, the computation of diluted loss per share does not assume the exercise of the share options because the assumed exercise will result in decrease in loss per share.

#### 購股權

截至二零一八年十二月三十一日止九個月，計算每股攤薄虧損並未假設行使購股權，因假設行使將導致每股虧損減少。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 17. PROPERTY, PLANT AND EQUIPMENT

### 17. 物業、廠房及設備

		Hotel	Buildings	Leasehold improvements	Furnitures, office equipment and motor vehicles	Total
	Notes	Hotel	Buildings	Leasehold improvements	Furnitures, office equipment and motor vehicles	Total
	附註	酒店	樓宇	租賃物業裝修	傢俬、辦公室設備及汽車	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
COST	成本					
At 1 April 2018 (restated)	於二零一八年四月一日(經重列)	54,308	23,510	23,143	36,628	137,589
Exchange adjustments	匯兌調整	-	-	164	429	593
Additions	添置	-	-	6,617	5,294	11,911
Disposals	出售	-	-	-	(13)	(13)
At 31 December 2018 (restated)	於二零一八年十二月三十一日(經重列)	54,308	23,510	29,924	42,338	150,080
Exchange adjustments	匯兌調整	-	-	38	93	131
Additions	添置	-	-	7,208	6,722	13,930
Transfer from inventories of properties	轉撥自物業存貨	51,140	-	-	-	51,140
Acquisition of a subsidiary	收購一間附屬公司	37	-	-	88	88
Transfer to investment properties	轉撥至投資物業	19	(105,448)	-	-	(116,816)
Disposals	出售	-	-	-	(295)	(295)
At 31 December 2019	於二零一九年十二月三十一日	-	12,142	37,170	48,946	98,258
ACCUMULATED DEPRECIATION	累計折舊					
At 1 April 2018 (restated)	於二零一八年四月一日(經重列)	5,108	6,857	7,362	26,580	45,907
Exchange adjustments	匯兌調整	-	-	158	394	552
Provided for the period	本期間撥備	1,546	1,279	3,834	2,588	9,247
Eliminated on disposals	出售時抵銷	-	-	-	(11)	(11)
At 31 December 2018 (restated)	於二零一八年十二月三十一日(經重列)	6,654	8,136	11,354	29,551	55,695
Exchange adjustments	匯兌調整	-	-	35	87	122
Provided for the year	本年度撥備	2,062	581	6,945	4,322	13,910
Transfer to investment properties	轉撥至投資物業	19	(8,716)	(4,779)	-	(13,495)
Eliminated on disposals	出售時抵銷	-	-	-	(235)	(235)
At 31 December 2019	於二零一九年十二月三十一日	-	3,938	18,334	33,725	55,997
CARRYING VALUES	賬面值					
At 31 December 2019	於二零一九年十二月三十一日	-	8,204	18,836	15,221	42,261
At 31 December 2018 (restated)	於二零一八年十二月三十一日(經重列)	47,654	15,374	18,570	12,787	94,385

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 17. PROPERTY, PLANT AND EQUIPMENT (continued)

During the year ended 31 December 2019, the Group transferred property, plant and equipment with carrying amount of RMB103,321,000 to investment properties as evidenced by the end of owner occupation. The difference between the carrying amount and the fair value at the date of transfer of RMB332,600,000 amounted to RMB229,279,000 has been credited to property revaluation reserve. The fair value at the date of transfer was determined based on the professional valuation carried out by Ravia Global Appraisal Advisory Limited (the "Ravia Global").

The Group had pledged property, plant and equipment of RMB866,000 (2018: RMB29,515,000 (restated)) as at 31 December 2019 to secure bank and other borrowings of the Group.

The above items of property, plant and equipment are depreciated on a straight-line basis at the following rates per annum:

Hotel Buildings	3% – 5%
Leasehold improvements	3% – 5%
	Over shorter of lease term or 5 years
Furnitures, office equipment and motor vehicles	19% – 32%

### 17. 物業、廠房及設備 (續)

截至二零一九年十二月三十一日止年度，本集團將賬面值為人民幣103,321,000元之物業、廠房及設備轉撥至不再作自用之投資物業。於轉撥日期，賬面值人民幣332,600,000元與公平值人民幣229,279,000元之間的差額已計入物業重估儲備。於轉撥日期之公平值乃按瑞豐環球評估諮詢有限公司（「瑞豐環球」）進行之專業估值釐定。

於二零一九年十二月三十一日，本集團已抵押物業、廠房及設備人民幣866,000元（二零一八年：人民幣29,515,000元（經重列）），以為本集團之銀行及其他借貸提供擔保。

上述物業、廠房及設備項目按直線基準按下列年率折舊：

酒店樓宇	3% - 5%
租賃物業裝修	3% - 5%
	按較短租期或5年
傢俬、辦公室設備及汽車	19% - 32%

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 18. RIGHT-OF-USE ASSETS/PREPAID LEASE PAYMENTS

### 18. 使用權資產／預付租賃款項

		Leasehold lands 租賃土地 RMB'000 人民幣千元	Leased properties 租賃物業 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>As at 1 January 2019</b>	於二零一九年一月一日			
Carrying amount	賬面值	1,177,787	829	1,178,616
<b>As at 31 December 2019</b>	於二零一九年 十二月三十一日			
Carrying amount	賬面值	1,008,187	2,867	1,011,054
<b>For the year ended 31 December 2019</b>	截至二零一九年 十二月三十一日止年度			
Depreciation charge	折舊費用	27,271	2,067	29,338
Expense relating to short-term leases and other leases with lease terms end within 12 months of the date of initial application of HKFRS 16	租期為首次應用香港財務報告準則第16號當日起計十二個月內之短期租賃及其他租賃之相關開支			268
Total cash outflow for leases	租賃之現金流出總額			2,369
Additions to right-of-use assets	使用權資產添置			4,127

For the year ended 31 December 2019 and nine months ended 31 December 2018, the Group leases various offices and dormitory for its operations. Lease contracts are entered into for fixed term of 12 months to 3 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

The Group regularly entered into short-term leases for offices and dormitory. As at 31 December 2019, the portfolio of short-term leases is similar to the portfolio of short-term leases to which the short-term lease expense disclosed in this note.

截至二零一九年十二月三十一日止年度及截至二零一八年十二月三十一日止九個月，本集團就營運租賃多處辦公室及宿舍。所訂立租賃合約的固定期限為十二個月至三年。租期按個別基準協商確定，其中包含不同條款及條件。於釐定租期及評估不可撤銷期限時，本集團採用合約定義並釐定合約的可強制執行期。

本集團就辦公室及宿舍訂立短期租約。於二零一九年十二月三十一日，短期租賃組合與短期租賃開支於本附註披露之短期租賃組合相若。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 18. RIGHT-OF-USE ASSETS/PREPAID LEASE PAYMENTS (continued)

#### Restrictions or covenants on leases

In addition, lease liabilities of RMB3,107,000 are recognised with related right-of-use assets of RMB2,867,000 as at 31 December 2019. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

As at 1 January 2019, RMB1,177,787,000 of prepaid lease payments for land use rights located in the PRC was reclassified to right-of-use assets. During the nine months ended 31 December 2018, the amount of release of prepaid lease payments was RMB20,453,000.

During the year ended 31 December 2019, RMB142,420,000 of leasehold lands together with the properties under development located on (as detailed in note 20) transferred to investment properties upon change in use as evidenced by inception of relevant rental agreements.

As at 31 December 2019, the Group has pledged its right-of-use assets (2018: prepaid lease payments) amounted of RMB1,003,349,000 (2018: RMB1,177,786,000 (restated)) to secure the banking facilities granted to the Group.

The above items of right-of-use assets are depreciated at 2 to 40 years on a straight-line basis.

### 18. 使用權資產／預付租賃款項 (續)

#### 租賃限制或契據

此外，於二零一九年十二月三十一日，租賃負債人民幣3,107,000元與相關使用權資產人民幣2,867,000元確認。除出租人所持租賃資產之保證權益外，租賃協議並無施加任何條款。租賃資產不得用作借貸之擔保品。

於二零一九年一月一日，人民幣1,177,787,000元之位於中國之土地使用權之預付租賃款項已重新分類至使用權資產。截至二零一八年十二月三十一日止九個月，解除預付租賃款項之款項為人民幣20,453,000元。

截至二零一九年十二月三十一日止年度，租賃土地人民幣142,420,000元連同所在發展中物業（詳情載於附註20）已於相關租賃協議開始證明之用途變更後轉撥至投資物業。

於二零一九年十二月三十一日，本集團已將其使用權資產（二零一八年：預付租賃款項）人民幣1,003,349,000元（二零一八年：人民幣1,177,786,000元（經重列）），以為向本集團授出之銀行信貸提供抵押。

上述使用權資產項目按直線法於20至40年內計提折舊。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 19. INVESTMENT PROPERTIES

The Group leases out shopping malls, hotels, office units, commercial units, kindergartens and car parking under operating leases with rentals payable monthly or quarterly. The leases typically run for a fixed period of one to twenty years. The lease payments are fixed over the lease term.

The Group is not exposed to foreign currency risk as a result of the lease arrangements, as all leases are denominated in the respective functional currencies of group entities. The lease contracts do not contain residual value guarantee and/or lessee's option to purchase the property at the end of lease term.

### 19. 投資物業

本集團出租經營租賃項下之購物商場、酒店、辦公單位、商業單位、幼兒園之停車位，且租金按月或季度支付。租期通常為固定，介乎一至兩年。租期內的租賃付款固定。

本集團因租賃安排而面臨外幣風險，原因為所有租賃均以集團實體之相關功能貨幣計值。租約並無涵蓋剩餘價值擔保及／或承租人於租期結束時購買該物業之選擇。

		Completed investment properties 已完成 投資 物業 RMB'000 人民幣千元	Investment properties under construction 發展中 投資 物業 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
FAIR VALUE	公平值			
At 1 April 2018 (restated)	於二零一八年 四月一日(經重列)	4,623,040	-	4,623,040
Transfer from inventories of properties	轉撥自物業存貨	6,419	-	6,419
Increase in fair value recognised in profit or loss	於損益內確認之公 平值增加	63,690	-	63,690
At 31 December 2018 (restated)	於二零一八年十二月 三十一日(經重列)	4,693,149	-	4,693,149
Transfer from property, plant and equipment (note 17)	轉撥自物業、廠房及設備 (附註17)	103,321	-	103,321
Transfer from right-of-use assets (note 18)	轉撥自使用權資產 (附註18)	142,420	-	142,420
Transfer from properties under development (note 20)	轉撥自發展中物業 (附註20)	305,790	-	305,790
Transfer from inventories of properties (note 23)	轉撥自物業存貨 (附註23)	7,051	856,190	863,241

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 19. INVESTMENT PROPERTIES (continued)

### 19. 投資物業 (續)

		Completed investment properties 已完成 投資 物業 RMB'000 人民幣千元	Investment properties under construction 發展中 投資 物業 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Increase in fair value recognised in other comprehensive income upon transfer from property, plant and equipment (note 17)	於轉撥自物業、廠房及設備後於其他全面收益確認公平值增加(附註17)	229,279	-	229,279
Increase in fair value recognised in other comprehensive income upon transfer from properties under development and right-of-use assets (note 20)	於轉撥自發展中物業及使用權資產後於其他全面收益確認公平值增加(附註20)	714,090	-	714,090
Increase in fair value recognised in profit or loss upon transfer from inventories of properties (note 23)	於轉撥自物業存貨後於損益確認公平值增加(附註23)	9,248	372,810	382,058
Increase in fair value recognised in profit or loss	於損益確認公平值增加	19,747	-	19,747
Disposal	出售	(1,355)	-	(1,355)
At 31 December 2019	於二零一九年十二月三十一日	6,222,740	1,229,000	7,451,740

All of the Group's property interests held to earn rentals are classified and accounted for as investment properties and are measured using the fair value model.

本集團按經營租賃持有以賺取租金的所有物業權益，乃分類及以投資物業入賬，並以公平值模式計量。

The fair value of the Group's investment properties as at 31 December 2019 and 31 December 2018, and at respective dates of transfers, have been arrived at on the basis of professional valuations carried out by Ravia Global (2018: Asset Appraisal Limited), independent qualified professional valuers not connected to the Group.

於二零一九年十二月三十一日及二零一八年十二月三十一日以及於相關轉讓日期，本集團投資物業的公平值乃按與本集團之獨立合資格專業估值師瑞豐環球(二零一八年：中誠達資產評估顧問有限公司)進行的專業估值而釐定。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 19. INVESTMENT PROPERTIES (continued)

The Group engages independent qualified professional valuers to perform the valuation. The Group's management has discussions with the qualified external valuers on the valuation assumptions, techniques, inputs and results when the valuation is performed for annual financial reporting.

During the year ended 31 December 2019, there was change of valuation techniques for certain of the Group's investment properties from capitalisation income approach to direct comparison approach. The reason of change is that the directors of the Company believe direct comparison approach is more representative of fair value in the current circumstance.

In estimating the fair value of the properties, the highest and best use of the properties is their current use.

The following table gives information about how the fair values of these investment properties as at 31 December 2019 and 2018 are determined. The valuation technique used and the key unobservable inputs to valuation of the investment properties categorised within Level 3 of the fair value hierarchy are as follows:

### 19. 投資物業 (續)

本集團委聘獨立合資格專業估值師進行估值。於就中期及年度財務報告進行估值時，本集團管理層已與合資格外部估值師討論估值假設、技術、輸入數據及結果。

截至二零一九年十二月三十一日止年度，本集團若干投資物業之估值方法由資本化收入法變更為直接比較法。有關變更理由為本公司董事認為直接比較法更能代表當前狀況之公平值。

於估計該等物業之公平值時，該等物業之最高及最佳用途為其當前用途。

下表詳列於二零一九年及二零一八年十二月三十一日該等投資物業之公平值釐定方式。分類至公平值等級第三級之投資物業估值所用估值技術及主要輸入數據如下：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 19. INVESTMENT PROPERTIES (continued)

At 31 December 2019

### 19. 投資物業 (續)

於二零一九年十二月三十一日

Investment properties held by the Group	Fair value	Fair value hierarchy	Valuation techniques	Significant unobservable inputs	Range	Relationship of unobservable inputs to fair value
本集團持有之投資物業	公平值 RMB'000 人民幣千元	公平值層級	估值技術	重大不可觀察輸入數據	範圍	不可觀察輸入數據與公平值的關係
Completed investment properties, including shopping malls, commercial units, office units, hotels, kindergartens and car parking.	6,222,740	Level 3	Direct comparison method* – based on market observable transactions of similar properties and adjusted to reflect the conditions of the subject property.	Adjusted market unit rate (Adjustment taking into account for differences in location and level)	1. Shopping malls and commercial units, range from RMB6,700 to RMB70,500 per square metre ("sqm");	A significant increase in the adjusted market unit rate used would result in a significant increase in fair value, and vice versa.
已竣工投資物業，包括購物商場、商業單位、辦公單位、酒店、幼兒園及停車位	6,222,740	第三級	直接比較法* – 根據類似物業之市場可觀察交易及經調整，以反映標的物業之狀況	經調整市場單位比率（經計及位置及水平差異後調整）	1. 購物商場及商業單位介乎每平方米（「平方米」）人民幣6,700至人民幣70,500元；  2. Office units and hotels, range from RMB5,900 to RMB28,000 per sqm; 2. 辦公單位及酒店介乎每平方米人民幣5,900元至人民幣28,000元；  3. Kindergarten, range from RMB3,000 to RMB12,200 per sqm; 3. 幼兒園介乎每平方米人民幣3,000元至人民幣12,200元；  4. Car parking, RMB150,000 per unit. 4. 停車位每個人民幣150,000元。	所用經調整市場單位比率大幅增加將導致公平值大幅增加，反之亦然



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 19. INVESTMENT PROPERTIES (continued)

At 31 December 2019 (continued)

### 19. 投資物業 (續)

於二零一九年十二月三十一日 (續)

Investment properties held by the Group	Fair value	Fair value hierarchy	Valuation techniques	Significant unobservable inputs	Range	Relationship of unobservable inputs to fair value
本集團持有之投資物業	公平值 RMB'000 人民幣千元	公平值層級	估值技術	重大不可觀察輸入數據	範圍	不可觀察輸入數據與公平值的關係
Investment properties under construction, including hotels and office units	1,229,000	Level 3	Direct comparison method* – based on market observable transactions of similar properties and adjusted to reflect the conditions of the subject property.	1. Adjusted market unit rate (Adjustment taking into account the differences in location and level); 2. Estimated total construction cost (Estimation taking into account the cost of construction and installation and decoration cost)	Range from RMB29,000 to RMB50,000 per sqm;  Estimated total construction cost to complete amount to RMB209,736,000.	A significant increase in the adjusted market unit rate used would result in a significant increase in fair value, and vice versa  A significant increase in the estimated construction cost would result in a significant decrease in fair value and vice versa
在建投資物業，包括酒店及辦公單位	1,229,000	第三級	直接比較法* – 根據類似物業之市場可觀察交易及經調整，以反映標的物業之狀況	1. 經調整市場單位比率（經計及位置及水平差異後調整）； 2. 估計總建築成本（經計及減值成本以及安裝及裝修成本後估計）	介乎每平方米人民幣29,000元至人民幣50,000元；  完成之估計總建築成本為人民幣209,736,000元。	所用經調整市場單位比率大幅增加將導致公平值大幅增加，反之亦然  估計建築成本大幅增加將導致公平值大幅減少，反之亦然
Total	7,451,740					
合計	7,451,740					

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 19. INVESTMENT PROPERTIES (continued)

At 31 December 2018

### 19. 投資物業 (續)

於二零一八年十二月三十一日

Investment properties held by the Group	Fair value	Fair value hierarchy	Valuation techniques	Significant unobservable inputs	Range	Relationship of unobservable inputs to fair value
本集團持有之投資物業	公平值 RMB'000 人民幣千元 (restated) (經重列)	公平值層級	估值技術	重大不可觀察輸入數據	範圍	不可觀察輸入數據與公平值的關係
Completed investment properties, including shopping malls, commercial units, office units, hotels, kindergartens, and car parking.	1,529,549	Level 3	Direct comparison method* – based on market observable transactions of similar properties and adjusted to reflect the conditions of the subject property.	Adjusted market unit rate (Adjustment made to account for differences in location and level)	1. Shopping malls and commercial units, range from RMB 6,700 to RMB50,000 per sqm;	A significant increase in the adjusted market unit rate used would result in a significant increase in fair value, and vice versa.
已竣工投資物業，包括購物商場、商業單位、辦公單位、酒店、幼兒園及停車位	1,529,549	第三級	直接比較法*—根據類似物業之市場可觀察交易及經調整，以反映標的物業之狀況	經調整市場單位比率（經調整以計及位置及水平差異）	1購物商場及商業單位介乎每平方米人民幣6,700元至人民幣50,000元；  2. Office units and hotels, range from RMB6,200 to RMB27,800 per sqm; 2 辦公單位及酒店介乎每平方米人民幣6,200元至人民幣27,800元；  3. Kindergarten, range from RMB 1,600 to RMB3,400 per sqm; 3 幼兒園介乎每平方米人民幣1,600元至人民幣3,400元；  4. Car parking, RMB200,000 per unit. 4 停車位每個人民幣200,000元。	所用經調整市場單位比率大幅增加將導致公平值大幅增加，反之亦然

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 19. INVESTMENT PROPERTIES (continued)

At 31 December 2018 (continued)

### 19. 投資物業 (續)

於二零一八年十二月三十一日 (續)

Investment properties held by the Group	Fair value	Fair value hierarchy	Valuation techniques	Significant unobservable inputs	Range	Relationship of unobservable inputs to fair value
本集團持有之投資物業	公平值 RMB'000 人民幣千元 (restated) (經重列)	公平值層級	估值技術	重大不可觀察輸入數據	範圍	不可觀察輸入數據與公平值的關係
Completed investment properties, including shopping malls, and kindergarten.	3,163,600	Level 3	Capitalisation income approach**	1. Discount rate	6.1% – 8.4%	The higher the discount rate, the lower the fair value and vice versa.
已竣工投資物業，包括購物商場及幼兒園	3,163,600	第三級	資本化收入法**	1. 貼現率		貼現率越高，公平值越低，反之亦然。
				2. Rental value	RMB72 to RMB430 per sqm per month	The higher the rental value, the higher the fair value and vice versa.
				2. 租金價值	每月人民幣72元至人民幣430元	租金價值越高，公平值越高，反之亦然。
Total	4,693,149					
合計	4,693,149					

\* The fair values of certain of the investment properties at 31 December 2019 and 2018 were determined by reference to the analysis of recent market sales evidence of similar properties compared with the premises under valuation (the "Subject"). Each comparable is analysed on the basis of its market unit rate; each attribute of the comparable is then compared with the Subject and where there is a difference, the unit rate is adjusted in order to arrive at the appropriate market unit rate for the Subject.

\* 於二零一九年二零一八年十二月三十一日，若干投資物業之公平值乃經參考類似物業之近期市場銷售實證與估值物業（「標的」）進行比較分析後釐定。各可資比較乃按其市場單位比率分析；可資比較之各項屬性其後與標的進行比較，倘存在差異，則調整單位比率以令標的達致適當市場單位比率。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 19. INVESTMENT PROPERTIES (continued)

\*\* The fair values of certain of the investment properties at 31 December 2018 were determined by reference to capitalised income to be derived from the tenancies and the reversionary income potential of the properties or, where appropriate, by reference to market evidence of transaction prices for similar properties in the relevant locations and conditions.

There were no transfers into or out of Level 3 during the year/period.

At 31 December 2019, the Group has pledged its investment properties with carrying amount of RMB5,738,437,000 (2018: RMB4,537,294,000 (restated)) to secure the banking facilities granted to the Group.

### 20. PROPERTIES UNDER DEVELOPMENT

The properties under development were located in the PRC.

On completion, properties under development will be transferred at the carrying value to property, plant and equipment.

During the year ended 31 December 2019, properties under development of RMB305,790,000, and the relevant leasehold lands of RMB 142,420,000, on which the properties under development located was transferred to investment properties upon change in use as evidenced by inception of relevant rental agreements.

The aggregate difference of the fair value of the properties under development and leasehold lands at the date of transfer over their carrying amounts amounted to RMB714,090,000, were recognised in other comprehensive income. The fair value at the date of transfer was determined based on the professional valuation carried out by Ravia Global.

As at 31 December 2019, the Group has pledged its properties under development amounted of RMB279,860,000 (2018: RMB351,254,000 (restated)) to secure the banking facilities granted to the Group.

### 19. 投資物業 (續)

\*\* 於二零一八年十二月三十一日，若干投資物業之公平值乃經參考租約產生之資本化收入及該等物業之潛在撥回收入或（如適用）經參考市場上位置及條件相同之類似物業交易價格實證釐定。

於本年度／本期間，概無轉入或轉入第三級。

於二零一九年十二月三十一日，本集團已抵押其賬面淨值為人民幣5,738,437,000元（二零一八年：人民幣4,537,294,000元（經重列））之投資物業，以為向本集團授出之銀行信貸提供抵押。

### 20. 發展中物業／預付租賃款項

發展中物業位於中國。

於竣工時，發展中物業將轉撥至物業、廠房及設備之賬面值。

截至二零一九年十二月三十一日止年度，發展中物業人民幣305,790,000元及發展中物業所在相關租賃土地人民幣142,420,000元已於相關租賃協議證明之用途變更後轉撥至投資物業。

於轉撥日期，發展中物業及租賃物業之公平值與其賬面值之總差額人民幣714,090,000元已於其他全面收入確認。於轉撥日期之公平值乃根據瑞豐環球進行之專業估值釐定。

於二零一九年十二月三十一日，本集團已抵押其發展中物業人民幣279,860,000元（二零一八年：人民幣351,254,000元（經重列）），以為向本集團授出之銀行信貸提供抵押。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 21. INTEREST IN AN ASSOCIATE

### 21. 於一間聯營公司之權益

		At 31 December 2019 於 二零一九年 十二月三十一日 RMB'000 人民幣千元	At 31 December 2018 於 二零一八年 十二月三十一日 RMB'000 (restated) 人民幣千元 (經重列)
Cost of investment in an associate	於聯營公司之投資成本	257,582	257,582
Share of post-acquisition loss and other comprehensive expense	應佔收購後虧損及其他全面開支	(12,275)	(632)
Exchange adjustments	匯兌調整	5,343	(544)
Disposal	處置	(250,650)	-
		-	256,406

On 9 August 2018, Fujian Sinco Industrial Company Limited ("Fujian Sinco") and Grand International Development Limited ("Grant International"), both are wholly-owned subsidiaries of the Company, entered into an agreement (the "Major Transaction Agreement") with Xi'an Chongfeng Real Estate Company Limited ("Chongfeng Real Estate"), an independent third party of the Group, to acquire total of 37% equity interest of Xi'an Zhichengda Real Estate Company Limited ("Zhichengda"), a company established in the PRC with limited liability, at a total consideration of RMB257,582,000.

The consideration comprise of:

- (i) Cash consideration of RMB6,200,000 and US\$30,000,000 (equivalent to RMB201,000,000);
- (ii) Shareholder's loan of RMB360,900,000 ("Shareholder's Loan"); and
- (iii) Provisional consideration (being capital occupation interest\*) of HK\$56,817,000 (recognised as other payable) (equivalent to RMB50,382,000).

於二零一八年八月九日，福建先科實業有限公司（「福建先科」）及廣大國際發展有限公司（「廣大國際」）（均為本公司之全資附屬公司）與西安崇豐置業有限公司（「崇豐置業」）（本集團之獨立第三方）訂立協議（「主要交易協議」），以收購西安智晟達置業有限公司（「智晟達」，於中國成立之有限公司）之37%股權，總代價為人民幣257,582,000元。

代價包括：

- (i) 現金代價人民幣6,200,000元及30,000,000美元（相當於人民幣201,000,000元）；
- (ii) 股東貸款人民幣360,900,000元（「股東貸款」）；及
- (iii) 臨時代價（即資金佔用利息\*）56,817,000港元（確認為其他應付款項）（相當於人民幣50,382,000元）。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 21. INTEREST IN AN ASSOCIATE (continued)

- \* According to the Major Transaction Agreement, Fujian Sinco and Grand International agreed to pay Chongfeng Real Estate a capital occupation interest on 50% of a land premium (being RMB568,100,000) calculated at interest rate of 13% per annum for the period from the date of payment when the loan provided by Chongfeng Real Estate to Zhichengda for acquisition of the Land to the release of the Shareholder's Loan as above (ii).

Major assets of Zhichengda is a piece of land (the "Land") situated in Xi'an City, the PRC. On the date of acquisition, Zhichengda has not commenced operation and it is not constitute a business in accordance with HKFRS "Business Combinations". Accordingly, the acquisition has been accounted for acquisition of assets. The acquisition was completed on 30 September 2018.

On 4 October 2019, Fujian Sinco and Grand International entered into another sales and purchase agreement with Chongfeng Real Estate, pursuant to which Fujian Sinco and Grand International have conditionally agreed to sell, and Chongfeng Real Estate has conditionally agreed to purchase the aggregate equity interest of 37% in the Zhichengda at a cash consideration of approximately RMB362,328,000 (the "Disposal"). Details of the transaction was set out in the announcement of the Company dated on 4 October 2019. The Shareholder's Loan has not been provided up to the completion date of the Disposal and the provisional consideration under the Major Transaction Agreement of the Disposal was waived. The transaction has resulted in the recognition of a gain in profit or loss, calculated as follows:

### 21. 於一間聯營公司之權益 (續)

- \* 根據主要交易協議，福建先科及廣大國際同意就地價之50%（即人民幣568,100,000元）向崇豐置業支付資金佔用利息，自崇豐置業向智晟達就收購土地提供貸款支付日期至解除股東貸款止期間按年利率13%計算（按上文(ii)所述）。

智晟達之主要資產為位於中國西安市之一幅土地（「土地」）。於收購日期，智晟達並無開始營運及根據香港財務報告準則「業務合併」不構成一項業務。因此，收購已按收購資產入賬。收購已於二零一八年九月三十日完成。

於二零一九年十月四日，福建先科及廣大國際與崇豐置業訂立買賣協議，據此，福建先科及廣大國際有條件同意出售，及崇豐置業有條件同意收購智晟達之總計37%股權，現金代價為約人民幣362,328,000元（「出售事項」）。該交易之詳情載於本公司日期為二零一九年十月四日之公告。截至交易完成日期，股東貸款尚未計提撥備及主要交易協議項下之出售事項暫定代價已予豁免。交易已導致於損益確認收益，按如下計算：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 21. INTEREST IN AN ASSOCIATE (continued)

### 21. 於一間聯營公司之權益 (續)

RMB'000  
人民幣千元

Cash consideration (net of withholding tax of RMB15,546,000)	現金代價 (扣除預扣稅人民幣15,546,000元)	346,782
Add: Waiver of provisional consideration payable (note 28)	加: 豁免應付暫定代價 (附註28)	50,382
Less: Carrying amount of investment in Zhichengda at completion date of the Disposal	減: 於出售事項完成時於智晟達投資之賬面值	(250,650)
Exchange adjustments	匯兌調整	4,866
Gain on disposal of interest in an associate	出售於一間聯營公司之權益	151,380

Details of the Group's associate at the end of the reporting period is as follow:

於報告期末本集團聯營公司之詳情如下所示:

Name of entity 實體名稱	Place of establishment/ operation 註冊成立/ 成立及經營地點	Proportion of ownership interest held by the Group 本集團所持 擁有權益之比例		Proportion of voting rights held by the Group 本集團所持 投票權之比例		Principal activity 主要業務
		31 December 2019 十二月三十一日 二零一九年	31 December 2018 十二月三十一日 二零一八年	31 December 2019 十二月三十一日 二零一九年	31 December 2018 十二月三十一日 二零一八年	
Zhichengda 智晟達	The PRC 中國	-	37%	-	37%	Property development 物業發展

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 21. INTEREST IN AN ASSOCIATE (continued)

#### Summarised financial information of material associate

Summarised financial information in respect of Zhichengda is set out below. The summarised financial information below represents amounts shown in the associate's financial statements prepared in accordance with HKFRSs.

The associate is accounted for using the equity method in these consolidated financial statements.

### 21. 於一間聯營公司之權益 (續)

#### 重大聯營公司財務資料概要

有關智晟達之財務資料概要載列於下文。以下財務資料概要乃為根據香港財務報告準則編製之聯營公司財務報表中所示金額。

聯營公司於該等綜合財務報表中使用權益法入賬。

		At 31 December 2019 於 二零一九年 十二月三十一日 RMB'000 人民幣千元	At 31 December 2018 於 二零一八年 十二月三十一日 RMB'000 人民幣千元 (restated) (經重列)
Current assets	流動資產	-	2,268,871
Non-current assets	非流動資產	-	146,493
Current liabilities	流動負債	-	(1,202,373)
Non-current liabilities	非流動負債	-	(520,000)



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 21. INTEREST IN AN ASSOCIATE (continued)

#### Summarised financial information of material associate (continued)

		Year ended 31 December 2019 二零一九年 十二月三十一日 止年度 RMB'000 人民幣千元	Nine months ended 31 December 2018 二零一八年 十二月三十一日 止九個月 RMB'000 人民幣千元 (restated) (經重列)
Revenue	收益	-	-
Loss and total comprehensive expense for the period and up to the date of Disposal	本期間及截至出售日期止之虧損及全面開支總額	(31,467)	(1,707)

### 22. DEFERRED TAX

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

### 22. 遞延稅項

為於綜合財務狀況表呈列，若干遞延稅項資產及負債已抵銷。就財務呈報目的遞延稅項結餘之分析如下：

		At 31 December 2019 於 二零一九年 十二月三十一日 RMB'000 人民幣千元	At 31 December 2018 於 二零一八年 十二月三十一日 RMB'000 人民幣千元 (restated) (經重列)
Deferred tax assets	遞延稅項資產	(62,122)	(39,039)
Deferred tax liabilities	遞延稅項負債	1,225,965	857,881
		1,163,843	818,842

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 22. DEFERRED TAX (continued)

The deferred tax liabilities (assets) recognised by the Group and movements thereon during the year/period are as follows:

### 22. 遞延稅項 (續)

於年／期內本集團確認之遞延稅項負債(資產)及其變動如下:

		Change in fair value of investment properties 投資物業之公平值變動 RMB'000 人民幣千元	Tax losses 稅項虧損 RMB'000 人民幣千元	Accumulated tax depreciation 累計稅項折舊 RMB'000 人民幣千元	Temporary differences of provision of LAT 土地增值稅撥備之暫時差異 RMB'000 人民幣千元	Temporary differences on contract costs 合約成本之暫時差異 RMB'000 人民幣千元	Temporary difference on contract liabilities 合約負債之暫時差異 RMB'000 人民幣千元	Provision of impairment 減值撥備 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 April 2018 (restated)	於二零一八年四月一日 (經重列)	770,033	(32,224)	71,755	(9,991)	2,751	(290)	(2,461)	799,573
Charge (credit) to profit or loss for the period (note 13)	扣除自(計入)期內損益 (附註13)	15,923	(14,899)	10,049	(538)	8,853	32	(151)	19,269
At 31 December 2018 (restated)	於二零一八年十二月三十一日 (經重列)	785,956	(47,123)	81,804	(10,529)	11,604	(258)	(2,612)	818,842
Charge (credit) to profit or loss for the year (note 13)	扣除自(計入)年內損益 (附註13)	100,451	(10,583)	11,241	(839)	8,934	(45)	-	109,159
Charge to other comprehensive income	於其他全面收益扣除	235,842	-	-	-	-	-	-	235,842
At 31 December 2019	於二零一九年十二月三十一日	1,122,249	(57,706)	93,045	(11,368)	20,538	(303)	(2,612)	1,163,843

As at 31 December 2019, the Group had unused tax losses of RMB393,638,000 (2018: RMB224,930,000 (restated)) available to offset against future profits. A deferred tax asset has been recognised in respect of RMB230,824,000 (2018: RMB188,492,000 (restated)) of such tax losses. No deferred tax asset has been recognised in respect of the remaining tax losses of RMB162,814,000 (2018: RMB36,438,000 (restated)) due to the unpredictability of future profits streams. The unrecognised tax losses will expire gradually within 5 years to year 2024 (2018: year 2023).

於二零一九年十二月三十一日，本集團有未動用稅項虧損人民幣393,638,000元(二零一八年：人民幣224,930,000元(經重列))可用作抵銷未來溢利。就該等稅項虧損中人民幣230,824,000元(二零一八年：人民幣188,492,000元)已確認遞延稅項資產。由於日後溢利來源難以確定，因此並無就餘下稅項虧損人民幣162,814,000元(二零一八年：人民幣36,438,000元(經重列))確認遞延稅項資產。終止確認稅項虧損將於至二零二四年之五年內逐步屆滿(二零一八年：二零二三年)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 22. DEFERRED TAX (continued)

Under the EIT Law of PRC, withholding tax is imposed on dividends declared in respect of profits earned by PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for the year/period in the consolidated financial statements in respect of temporary differences attributable to retained profits of the PRC subsidiaries amounting to RMB1,179,533,000 (2018: RMB937,594,000 (restated)) 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.

### 22. 遞延稅項 (續)

根據中國企業所得稅法，自二零零八年一月一日起，中國附屬公司須就其賺取之溢利所宣派之股息繳納預扣稅。綜合財務報表並未就中國附屬公司保留溢利引致之暫時差額人民幣1,179,533,000元（二零一八年：人民幣937,594,000元（經重列））計提年／期內遞延稅項撥備，原因是本集團能夠控制撥回暫時差額之時間，而暫時差額可能不會於可預見將來撥回。

### 23. INVENTORIES OF PROPERTIES

### 23. 物業存貨

		At 31 December 2019 於 二零一九年 十二月三十一日 RMB'000 人民幣千元	At 31 December 2018 於 二零一八年 十二月三十一日 RMB'000 人民幣千元 (restated) (經重列)
Completed properties for sale	已落成之待售物業	478,038	398,349
Properties under development for sale	待售發展中物業	8,371,645	7,279,526
		<b>8,849,683</b>	7,677,875
			RMB'000 人民幣千元
Analysis of leasehold lands:	租賃土地分析：		
<b>As at 1 January 2019</b>	<b>於二零一九年一月一日</b>		
Carrying amount	賬面值		3,756,198
<b>As at 31 December 2019</b>	<b>於二零一九年十二月三十一日</b>		
Carrying amount	賬面值		4,627,201
<b>For the year ended 31 December 2019</b>	<b>截至二零一九年十二月三十一日止年度</b>		
Total cash outflow	總現金流量		735,431
Additions	添置		1,339,000

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 23. INVENTORIES OF PROPERTIES (continued)

All the inventories of properties are situated in the PRC.

Included in the amount are properties under development for sale of RMB2,532,826,000 (2018: RMB4,979,917,000 (restated)) in relation to property development projects that are expected to be completed in more than twelve months from the end of the reporting period.

During the year ended 31 December 2019, the Group has transferred inventories of properties of RMB7,051,000 and RMB856,190,000 to completed investment properties and investment properties under construction respectively, upon the inception of lease contracts with independent third parties as business strategy for relevant properties has been changed according to the board resolutions. The difference between the fair value at the date of transfer and the carrying amounts amounted to RMB382,058,000 were recognised in profit or loss. The fair value at the date of transfer was determined based on the professional valuation carried out by Ravia Global.

At 31 December 2019, the Group's inventories of properties with carrying value of RMB4,840,692,000 (2018: RMB3,492,904,000 (restated)) were pledged for certain banking facilities granted to the Group.

### 24. LOAN RECEIVABLES

As at 1 April 2018, the current loan receivables represents i) receivables of RMB20,021,000 (restated) which are secured, interest bearing at fixed rate of 8% per annum and repayable according to the date specified in the respective loan agreement. The amount was fully settled during the nine months ended 31 December 2018; ii) unlisted bond securities of RMB107,197,000 which are secured, interest bearing at fixed rate of 20% per annum and repayable on demand. Further details of the bond securities are set out in the Company's announcement dated 24 August 2015, 29 December 2015, 19 February 2016, 14 June 2016 and 13 October 2016. The bond securities was derecognised during the year ended 31 December 2018 upon the signing of and replacing by the new loan agreement (the "New Loan Agreement") as detailed below.

### 23. 遞延稅項 (續)

所有物業存貨均位於中國。

金額中包括待售發展中物業人民幣2,532,826,000元(二零一八年:人民幣4,979,917,000元(經重列)),與預期將自報告期末起逾十二個月內竣工之物業發展項目有關。

截至二零一九年十二月三十一日止年度,於與獨立第三方訂立之租約開始後,本集團已將金額為人民幣7,051,000元及人民幣856,190,000元之物業存貨分別轉撥至已竣工投資物業及在建投資物業,因為相關物業之業務策略已根據董事會決議案發生變動。於轉撥日期,公平值與賬面值之差額人民幣382,058,000元已於損益確認。於轉撥日期之公平值乃根據瑞豐環球進行之專業估值釐定。

於二零一九年十二月三十一日,本集團已抵押賬面值為人民幣4,840,692,000元(二零一八年:人民幣3,492,904,000元(經重列))之物業存貨,以為向本集團授出之銀行信貸提供抵押。

### 24. 應收貸款

於二零一八年四月一日,應收即期貸款指i)應收貸款人民幣20,021,000元(經重列),屬有抵押,按固定年利率8%計息且應根據各份貸款協議中訂明之日期償還。有關金額已於截至二零一八年十二月三十一日止九個月內悉數償付; ii)非上市債券證券人民幣107,197,000元,屬有抵押,按固定年利率20%計息且應按要求償還。有關債券證券之進一步詳情載於本公司日期為二零一五年八月二十四日、二零一五年十二月二十九日、二零一六年二月十九日、二零一六年六月十四日及二零一六年十月十三日之公告。截至二零一八年十二月三十一日止年度,債券證券於簽立及以新貸款協議取代(「新貸款協議」)後已取消確認,詳情載列如下。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 24. LOAN RECEIVABLES (continued)

In prior year, Jilin First Real Estate Development Co. Ltd (“Jilin First”), an indirect holding subsidiary of the Company, signed a cooperation agreement with Changyi District People’s Government of Jilin City (吉林市昌邑區人民政府) (“Changyi Government”) and the Management Committee of Jilin Hadawan Economic Development Zone (吉林哈達灣經濟開發區管理委員會) (“Hadawan Management Committee”), to advance an amount RMB30,000,000 to Changyi Government and Hadawan Management Committee, and interest bearing at fixed rate of 12% per annum. The term of the loan receivables is 4 years and will be matured in 2020 and was then classified as non-current. As at 1 April 2018 and 31 December 2018, the outstanding amount of this loan receivable is RMB17,790,000 (restated).

As at 31 December 2018, the loan receivables also included an amount of RMB110,000,000 receivable from Shannan Tianyuan Investment Centre (山南天源投資中心(有限合伙)) (“Shannan Tianyuan”) and Shannan Shengyuan Investment Center (山南盛源投資中心(有限合伙)) (“Shannan Shengyuan”), collectively referred to “Joint Borrowers”. The loan receivables are interest bearing at fixed rate of 20% per annum and with a term of 18 months since the date of the New Loan Agreement on 27 November 2018. Accordingly, the amount is classified as non-current asset as at 31 December 2018.

The New Loan Agreement is secured by the pledged of (i) 98.12% equity interest of Jiangsu Guosheng Hengtai Energy Development Co., Ltd. (江蘇國盛恒泰能源發展有限公司) (“Jiangsu Guosheng”), of which the 86.34% and 11.78% equity interests were beneficially owned by Shannan Tianyuan and Shannan Shengyuan respectively; and (ii) 90% equity interests of Gujiao Guosheng Hengtai Coalbed Methane Exploitation Co., Ltd (古交市國盛恒泰煤層氣開發利用有限公司) (“Gujiao Guosheng”), a wholly-owned subsidiary of Jiangsu Guosheng. In addition, Mr. Zhong Changming, the substantial shareholder and controlling party of Shannan Tianyuan, agreed to grant an irrevocable joint liability guarantee in favour of the Group for a term of two years commencing from the expiry date (i.e. 27 May 2020) of the New Loan Agreement.

All of the above non-current amounts as at 31 December 2018 were fully settled during the year ended 31 December 2019.

Details of impairment assessment on loan receivables for the year ended 31 December 2019 and nine months ended 31 December 2018 are set out in note 39.

### 24. 應收貸款 (續)

於去年，本公司之間接控股公司吉林首創房地產開發有限公司(「吉林首創」)與吉林市昌邑區人民政府(「昌邑政府」)及吉林哈達灣經濟開發區管理委員會(「哈達灣理委員會」)簽訂合作協議，以向昌邑政府及哈達灣理委員會墊付人民幣30,000,000元及按固定年利率12%計息。應收貸款為期四年，並將於二零二零年到期，當時已分類為非流動。於二零一八年四月一日及二零一八年十二月三十一日，該應收貸款之未償還金額為人民幣17,790,000元(經重列)。

於二零一八年十二月三十一日，應收貸款亦包括應收山南天源投資中心(有限合伙)(「山南天源」)及山南盛源投資中心(有限合伙)(「山南盛源」)(統稱為「聯席借款方」)款項人民幣110,000,000元。應收貸款按固定年利率20%計息，期限為自新貸款協議日期(二零一八年十一月二十七日)起計18個月。因此，於二零一八年十二月三十一日，款項分類為非流動資產。

新貸款協議以(i)江蘇國盛恒泰能源發展有限公司(「江蘇國盛」，其由山南天源及山南盛源分別擁有86.34%及11.78%股權)之98.12%股權；及(ii)古交市國盛恒泰煤層氣開發利用有限公司(「古交國盛」，江蘇國盛之全資附屬公司)之90%股權作抵押。此外，山南天源之主要股東及控股人士鐘長鳴先生同意授予一項以本集團為受益人之不可撤銷連帶責任保證，期限為自新貸款協議期限屆滿日期(即二零二零年五月二十七日)起兩年。

截至二零一九年十二月三十一日止年度，上述於二零一八年十二月三十一日之所有非流動款項均已悉數結付。

截至二零一九年十二月三十一日止年度及截至二零一八年十二月三十一日止九個月，應收貸款之減值評估詳情載於附註39。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 25. TRADE RECEIVABLES, OTHER RECEIVABLES AND PREPAYMENTS

### 25. 應收賬款、其他應收款項及預付款項

		At 31 December 2019 於 二零一九年 十二月三十一日 RMB'000 人民幣千元	At 31 December 2018 於 二零一八年 十二月三十一日 RMB'000 人民幣千元 (restated) (經重列)
Trade receivables	應收賬款		
– goods and services	– 商品及服務	15,511	8,766
– rental income (note f)	– 租金收入 (附註f)	14,849	9,725
Other receivables (note e)	其他應收款項 (附註e)	211,745	1,114,177
Prepayment to constructors and suppliers (note a)	預付承建商及供應商款項 (附註a)	301,518	165,196
Deposits paid for acquisition of land use rights for property under development for sale (note b)	已付收購可售發展中物業之土地使用權之按金 (附註b)	99,000	36,933
Security deposit paid to financial institution for borrowing (note c)	就借貸支付予金融機構之保證金 (附註c)	–	122,500
Other refundable deposits	其他可退還按金	93,729	57,731
Other tax prepayments	其他稅項預付款項	303,697	244,028
Less: Allowance for credit loss on other receivables (note d)	減：其他應收款項信貸虧損撥備 (附註d)	(73)	(73)
		<b>1,039,976</b>	<b>1,758,983</b>

#### Notes:

- (a) The amount mainly represents prepaid construction cost of approximately RMB264,675,000 (2018: RMB154,985,000 (restated)) for the Group's properties under development for sale.
- (b) The deposits were made by the Group for the acquisition of land use rights in the PRC for the Group's properties under development for sale.
- (c) The security deposit was paid to financial institution for a borrowing facility of RMB245,000,000 granted to the Group.

#### 附註：

- (a) 該款項主要指就本集團待售發展中物業的預付建設成本約人民幣264,675,000元(二零一八年：人民幣154,985,000元(經重列))。
- (b) 該按金由本集團支付已為本集團之待售發展中物業收購中國之土地使用權。
- (c) 已就授予本集團之借款融資人民幣245,000,000元向金融機構支付擔保按金。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 25. TRADE RECEIVABLES, OTHER RECEIVABLES AND PREPAYMENTS (continued)

Notes: (continued)

- (d) There is no changes in the allowance for credit loss on other receivables during the year ended 31 December 2019, and reversal on credit losses on other receivables of RMB320,000 (restated) has made during the nine months ended 31 December 2018.
- (e) The amount mainly represents fund advanced to constructors and suppliers, whom are independent third parties, for their own properties under development. The main reason for decrease of other receivables in current year is that amount due from the independent third parties of RMB1,014,439,000 have been settled by amount due to related parties or amount due to the independent third parties in according to the netting agreements, as detailed set out in note 45(a). The balance are of non-trade in nature, unsecured, interest-free, repayable on demand.
- (f) The Group had pledged trade receivables of RMB14,849,000 (2018: RMB9,725,000 (restated)) as at 31 December 2019 to secure bank and other borrowings of the Group.

As at 1 April 2018, trade receivables from contracts with customers amounted to RMB8,046,000 (restated).

The Group allows an average credit period of 30 days to its trade customers from date of issuance of the invoices. Trade receivables arise from rental income which is paid monthly or quarterly in accordance with the terms of the related rental agreements.

### 25. 應收賬款、其他應收款項及預付款項 (續)

附註：(續)

- (d) 截至二零一九年十二月三十一日止年度，其他應收款項之信貸虧損撥備概無變動，且於截至二零一八年十二月三十一日止九個月，已撥回其他應收款項人民幣320,000元（經重列）之信貸虧損。
- (e) 該款項主要指就承建商及供應商（均為獨立第三方）各自之自有發展中物業而向彼等墊付之資金。本年度其他應收款項減少乃主要由於應收獨立第三方款項人民幣1,014,439,000元已根據淨額結算協議以應付關連人士款項或應付獨立第三方款項結付，詳情載於附註45(a)。該結餘屬非貿易性質、無抵押、免息及須按要求償還。
- (f) 於二零一九年十二月三十一日，本集團已抵押應收賬款人民幣14,849,000元（二零一八年：人民幣9,725,000元（經重列）），以為本集團之銀行及其他借貸提供抵押。

於二零一八年四月一日，客戶合約產生之應收賬款為人民幣8,046,000元（經重列）。

本集團允許其貿易客戶之平均信貸期自發票發出日期起計為期30天。應收賬款來自通常根據相關租賃協議之條款每月或每季度支付的租金收入。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 25. TRADE RECEIVABLES, OTHER RECEIVABLES AND PREPAYMENTS (continued)

The following is an aged analysis of the Group's trade receivables determined based on the date that the sales of properties or rental income were recognised:

### 25. 應收賬款、其他應收款項及預付款項 (續)

以下為根據物業銷售或租金收入確認日期釐定之本集團貿易應收款項之賬齡分析：

		At 31 December 2019 於 二零一九年 十二月三十一日 RMB'000 人民幣千元	At 31 December 2018 於 二零一八年 十二月三十一日 RMB'000 人民幣千元 (restated) (經重列)
0 – 30 days	0至30日	4,174	4,685
31 – 90 days	31至90日	4,999	1,208
Over 90 days	90日以上	21,187	12,598
		30,360	18,491



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 25. TRADE RECEIVABLES, OTHER RECEIVABLES AND PREPAYMENTS (continued)

As at 31 December 2019, included in the Group's trade receivables balance are debtors with aggregate carrying amount of RMB21,937,000 (2018: RMB15,534,000 (restated)) which are past due as at the reporting date. Out of the past due balances, RMB17,270,000 (2018: RMB12,382,000 (restated)) has been past due 90 days or more and is not considered as in default based on the Group's historical credit loss experience from these corresponding creditors.

Details of impairment assessment of trade and other receivables are set out in note 39.

### 26. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

### 25. 應收賬款、其他應收款項及預付款項 (續)

於二零一九年十二月三十一日，本集團之貿易應收款項結餘中包括於報告日期已逾期總賬面值人民幣21,937,000元（二零一八年：人民幣15,534,000元（經重列））的應收賬款。於該等逾期結餘中，人民幣17,270,000元（二零一八年：人民幣12,382,000元（經重列））已逾期90日或以上，根據本集團自該等相關債權人之過往信貸虧損經驗並未被視為違約。

貿易應收款項及其他應收款項減值評估的詳情載列於附註39。

### 26. 按公平值計入損益之財務資產

	At 31 December 2019 於 二零一九年 十二月三十一日 RMB'000 人民幣千元	At 31 December 2018 於 二零一八年 十二月三十一日 RMB'000 人民幣千元 (restated) (經重列)
Financial assets mandatorily measured at FVTPL:		
Financial assets mandatorily measured at FVTPL:		
– Equities securities listed in Hong Kong	24,889	60,611

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 27. RESTRICTED BANK DEPOSITS/BANK BALANCES AND CASH

#### Restricted bank deposits

Bank balances which, in accordance with the applicable government regulations prevailing in 2019, are placed in restricted bank accounts, amounting to RMB62,840,000 (2018: RMB90,344,000 (restated)), which can only be applied in the designated property development projects.

The amount of RMB10,558,000 (2018: RMB26,200,000 (restated)) was pledged for bank and other borrowing as at 31 December 2019, as detailed in note 41.

#### Bank balances and cash

The bank balances carry interest at market rates which range from 0.30% to 2.52% (2018: 0.13% to 1.95% (restated)) per annum.

### 28. TRADE AND OTHER PAYABLES AND ACCRUALS

### 27. 受限制銀行存款／銀行結餘及現金

#### 受限制銀行存款

根據二零一九年現行適用政府法規，存入受限制銀行賬戶之銀行結餘人民幣62,840,000元（二零一八年：人民幣90,344,000元（經重列））僅可用於指定物業發展項目。

於二零一九年十二月三十一日，人民幣10,558,000元（二零一八年：人民幣26,200,000元（經重列））已就銀行及其他借貸作抵押，詳情載於附註41。

#### 銀行結餘及現金

銀行結餘按介乎每年0.30%至2.52%（二零一八年：0.13%至1.95%（經重列））之市場利率計息。

### 28. 應付賬款以及其他應付款項及應計費用

		At 31 December 2019 於 二零一九年 十二月三十一日 RMB'000 人民幣千元	At 31 December 2018 於 二零一八年 十二月三十一日 RMB'000 人民幣千元 (restated) (經重列)
Trade payables (Note a)	應付賬款 (附註a)	864,704	591,958
Other payables and accruals (Note b)	其他應付款項及應計費用 (附註b)	402,591	1,043,096
Provisional consideration payable (note 21)	應付暫定代價 (附註21)	-	50,382
Deposits received from tenants	已收承租人按金	25,484	20,144
Other tax payables	其他應付稅項	22,717	33,500
Accrued construction costs	應計建築成本	988,184	343,465
		<b>2,303,680</b>	<b>2,082,545</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 28. TRADE AND OTHER PAYABLES AND ACCRUALS (continued)

Note:

- (a) The following is an aging analysis of trade payables determined based on the invoice date:

		At 31 December 2019 於 二零一九年 十二月三十一日 RMB'000 人民幣千元	At 31 December 2018 於 二零一八年 十二月三十一日 RMB'000 人民幣千元 (restated) (經重列)
0 – 30 days	0至30日	85,420	202,871
31 – 90 days	31至90日	66,572	9,121
91 – 365 days	91至365日	319,961	223,990
Over 1 year	一年以上	392,751	155,976
		<b>864,704</b>	<b>591,958</b>

- (b) The main reason for decrease of other payable in current year is that amount due to the independent third parties of RMB351,505,000 have been settled by amount due from related parties or amount due from the independent third parties in according to the netting agreements, as detailed set out in note 45(a). The balance are of non-trade in nature, unsecured, interest-free, repayable on demand.

Trade payables principally comprise amounts outstanding for payments to contractors and suppliers of property development projects and purchases of construction materials. The average credit period granted to the Group is from 6 months to 1 year. The management closely monitors the payments of the payable to ensure that all payables are paid within the credit timeframe. Details of the financial risk management policies by the Group are set out in note 39.

### 28. 應付賬款以及其他應付款項及應計費用 (續)

附註:

- (a) 以下為基於發票日期釐定之應付賬款賬齡分析:

	At 31 December 2019 於 二零一九年 十二月三十一日 RMB'000 人民幣千元	At 31 December 2018 於 二零一八年 十二月三十一日 RMB'000 人民幣千元 (restated) (經重列)
0 – 30 days	85,420	202,871
31 – 90 days	66,572	9,121
91 – 365 days	319,961	223,990
Over 1 year	392,751	155,976
	<b>864,704</b>	<b>591,958</b>

- (b) 本年度其他應付款項減少的主要原因為應付獨立第三方款項人民幣351,505,000元已根據淨額結算協議以應收關連方款項或應收獨立第三方款項結算，詳情載於附註45(a)。結餘為非貿易性質、無抵押、免息及按要求償還。

應付賬款主要包括就物業發展項目及購買建材向承建商及供應商支付之款項之未償還款項。向本集團授出之平均信貸期為6個月至一年。管理層密切監察應付款項之付款情況，以去報所有應付款項於信貸時間表內支付。本集團之財務風險管理政策之詳情載於附註39。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 29. CONTRACT COSTS AND CONTRACT LIABILITIES

### 29. 合約成本及合約負債

		At 31 December 2019 於 二零一九年 十二月三十一日 RMB'000 人民幣千元	At 31 December 2018 於 二零一八年 十二月三十一日 RMB'000 人民幣千元 (restated) (經重列)
Contract costs:	合約成本：		
Incremental cost to obtain contracts (Note a)	取得合約之增量成本(附註a)	111,150	77,429
Contract liabilities:	合約負債：		
Sales of properties (Note b)	物業銷售(附註b)	6,553,298	4,721,726

Note:

- (a) Contract costs capitalised as at 31 December 2019 and 2018 relate to the incremental sales commissions paid to property agents whose selling activities resulted in customers entering into sale and purchase agreements for the Group's properties which are still under construction at the reporting date. Contract costs are recognised as part of other expenses in the consolidated statement of profit or loss and other comprehensive income in the period in which revenue from the related property sales is recognised. The amount of capitalised costs of RMB18,349,000 (2018: Nil) have been recognised in profit or loss during the current year. There was no impairment in relation to the opening balance of capitalised costs or the costs capitalised during the year/period.
- (b) The Group receive payments from customers based on billing schedule as established in property sales contracts. Payments are usually received in advance of the performance under the contracts from sales of properties.

附註：

- (a) 於二零一九年及二零一八年十二月三十一日，資本化合約成本與向物業代理支付的增量銷售佣金相關，有關物業代理的銷售活動使客戶就於報告日期在建中的本集團物業訂立買賣協議。合約成本於確認相關物業銷售收益期間於綜合損益及其他全面收益表確認為其他開支的一部分。撥充資本成本之金額人民幣18,349,000元(二零一八年：無)已於本年度於損益確認。資本化成本之期初結餘或年／期內已資本化成本並無減值。
- (b) 本集團根據物業銷售合約中確立的付費進度向客戶收取付款。根據物業銷售合約，付款通常於履約前收取。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 29. CONTRACT COSTS AND CONTRACT LIABILITIES (continued)

The contract liabilities of RMB6,553,298,000 (2018: RMB4,721,726,000 (restated)) as at 31 December 2019 represent the deposits received from pre-sale of properties.

Included in revenue recognised for the year ended 31 December 2019, approximately RMB1,776,396,000 was included in the contract liabilities at 31 December 2018.

Included in revenue recognised for the nine months ended 31 December 2018, approximately RMB191,097,000 (restated) was included in the contract liabilities at 1 April 2018.

In addition, the Group considers the advance payment schemes contain significant financing component and accordingly the amount of consideration is adjusted for the effects of the time value of money taking into consideration the credit characteristics of the relevant group entities. As this accrual increases the amount of the contract liability during the period of construction, it increases the amount of revenue recognised when control of the completed property is transferred to the customer.

### 30. BANK AND OTHER BORROWINGS

### 29. 合約成本及合約負債 (續)

於二零一九年十二月三十一日，合約負債人民幣6,553,298,000元（二零一八年：人民幣4,721,726,000元（經重列））指自預售物業收取之按金。

截至二零一九年十二月三十一日止年度確認之收入約人民幣1,776,396,000元，計入於二零一八年十二月三十一日之合約負債。

截至二零一八年十二月三十一日止九個月確認之收入約人民幣191,097,000元（經重列），計入於二零一八年四月一日之合約負債。

此外，本集團認為，預付款計劃包含重大融資成分，因此代價金額就貨幣的時間價值影響作出調整，並考慮相關集團實體之信貸特征。由於此應計開支增加建設期間的合約負債金額，故增加已竣工物業控制權轉移至客戶時確認的收入金額。

### 30. 銀行及其他借貸

	At 31 December 2019 於 二零一九年 十二月三十一日 RMB'000 人民幣千元	At 31 December 2018 於 二零一八年 十二月三十一日 RMB'000 人民幣千元 (restated) (經重列)
Secured bank borrowings	有抵押銀行借貸 3,729,928	1,402,897
Secured other borrowings	有抵押其他借貸 500,000	2,664,600
	<b>4,229,928</b>	4,067,497

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 30. BANK AND OTHER BORROWINGS (continued)

The carrying amounts of the above borrowings are repayable based on scheduled repayment dates set out in the loan agreements as follows:

### 30. 銀行及其他借貸 (續)

根據貸款協議內所載既定還款日期應償還的上述借貸的賬面值如下：

		At 31 December 2019 於 二零一九年 十二月三十一日 <b>RMB'000</b> 人民幣千元	At 31 December 2018 於 二零一八年 十二月三十一日 <i>RMB'000</i> 人民幣千元 (restated) (經重列)
Within one year	一年內	<b>619,493</b>	2,675,715
More than one year, but not exceeding two years	一年以上，但不超過兩年	<b>813,400</b>	727,837
More than two years, but not exceeding five years	兩年以上，但不超過五年	<b>1,938,035</b>	473,525
More than five years	五年以上	<b>859,000</b>	190,420
		<b>4,229,928</b>	4,067,497
Less: Amounts due within one year shown under current liabilities	減：流動負債項下所示之一年內到期金額	<b>(619,493)</b>	(2,675,715)
Amounts shown under non-current liabilities	非流動負債項下所示金額	<b>3,610,435</b>	1,391,782

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 30. BANK AND OTHER BORROWINGS (continued)

The exposure of the Group's borrowings are as follows:

	At 31 December 2019 於 二零一九年 十二月三十一日 RMB'000 人民幣千元	At 31 December 2018 於 二零一八年 十二月三十一日 RMB'000 人民幣千元 (restated) (經重列)
Fixed rate borrowings 固定利率借貸	4,229,928	4,067,497

The range of effective interest rates of the borrowings at the end of each reporting year/period was as follows:

	At 31 December 2019 於 二零一九年 十二月三十一日 RMB'000 人民幣千元	At 31 December 2018 於 二零一八年 十二月三十一日 RMB'000 人民幣千元 (restated) (經重列)
Fixed rate borrowings 固定利率借貸	4.75%-12.8%	4.35%-15%

### 30. 銀行及其他借貸 (續)

本集團之借貸風險如下：

	At 31 December 2019 於 二零一九年 十二月三十一日 RMB'000 人民幣千元	At 31 December 2018 於 二零一八年 十二月三十一日 RMB'000 人民幣千元 (restated) (經重列)
Fixed rate borrowings 固定利率借貸	4,229,928	4,067,497

於各報告年末／期末借貸之實際利率範圍如下：

	At 31 December 2019 於 二零一九年 十二月三十一日 RMB'000 人民幣千元	At 31 December 2018 於 二零一八年 十二月三十一日 RMB'000 人民幣千元 (restated) (經重列)
Fixed rate borrowings 固定利率借貸	4.75%-12.8%	4.35%-15%

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 30. BANK AND OTHER BORROWINGS (continued)

All the Group's borrowings are denominated in RMB.

At 31 December 2019, the bank and other borrowings were guaranteed/secured by the followings:

- (a) corporate guarantees provided by the Group for the bank borrowings with principal amount of approximately RMB4,229,928,000 (2018: RMB4,067,497,000 (restated));
- (b) Mr. Guo Jiadi and Ms. Shen Bizhen, the spouse of Mr. Guo Jiadi, have provided guarantees to banks for the bank borrowings with principal amount of approximately RMB2,094,000,000 (2018: RMB3,584,567,000 (restated));
- (c) Bank and other borrowings were pledged by Group's bank deposits, certain trade receivables from rental income, inventories of properties, properties under development, investment properties, right-of-use assets (2018: prepaid lease payments), property, plant and equipment and equity interests in subsidiaries. Details of the pledged assets are set out in note 41.

### 30. 銀行及其他借貸 (續)

本集團之所有借貸均以人民幣計值。

於二零一九年十二月三十一日，銀行及其他借貸由以下各方擔保／抵押：

- (a) 本集團就銀行借貸提供的本金額約為人民幣4,229,928,000元（二零一八年：人民幣4,067,497,000元（經重列））之公司擔保；
- (b) 郭加迪先生及郭加迪先生之配偶沈碧珍女士已就銀行借貸向銀行提供的本金額約為人民幣2,094,000,000元（二零一八年：人民幣3,584,567,000元（經重列））之擔保；
- (c) 銀行及其他借貸乃以本集團銀行存款、若干租金收入應收賬款、物業存貨、發展中物業、投資物業、使用權資產（二零一八年：預付租賃付款）、物業、廠房及設備以及附屬公司股權作抵押。已抵押資產詳情載於附註41。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 31. SHARE CAPITAL

### 31. 股本

		Number of shares 股份數目		Share capital 股本	
		At 31 December 2019 於 二零一九年 十二月 三十一日 '000 千股	At 31 December 2018 於 二零一八年 十二月 三十一日 '000 千股	At 31 December 2019 於 二零一九年 十二月 三十一日 RMB'000 人民幣千元	At 31 December 2018 於 二零一八年 十二月 三十一日 RMB'000 人民幣千元
<b>Authorised</b>	<b>法定</b>				
Ordinary shares of HK\$0.01 each	每股面值0.01港 元之普通股	<b>200,000,000</b>	200,000,000	<b>1,979,280</b>	1,979,280
Convertible preference shares	可換股優先股	<b>602,000</b>	602,000	<b>4,902</b>	4,902
<b>Issued and fully paid</b>	<b>已發行及繳足</b>				
At the beginning of the year/ period	於年初/期初	<b>4,458,901</b>	4,458,901	<b>37,468</b>	37,468
Acquisition of entities under common control (note i)	收購共同控制 實體(附註i)	<b>485,437</b>	-	<b>4,158</b>	-
Acquisition of additional interests in a subsidiary from non-controlling interests (note ii)	自非控股權益 收購一間附屬 公司之額外 權益(附註ii)	<b>135,870</b>	-	<b>1,195</b>	-
Exercise of share options (note iii)	行使購股權 (附註iii)	<b>7,000</b>	-	<b>60</b>	-
At the end of the year/period	於年/期末	<b>5,087,208</b>	4,458,901	<b>42,881</b>	37,468

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 31. SHARE CAPITAL (continued)

Notes:

- (i) As detailed in note 2 on acquisition of All Excel, on Acquisition Completion Date 1, 485,436,893 consideration shares with an aggregate fair value of approximately HK\$276,699,000 (equivalent to RMB237,030,000) were allotted and issued. Accordingly, HK\$4,854,000 (equivalent to RMB4,158,000) was credited to the share capital at par value of HK\$0.01 per share of the Company and the remaining HK\$271,845,000 (equivalent to RMB232,872,000) was credited to the share premium of the Company.
- (ii) On 28 June 2019, Fuzhou Gaojia, an indirect wholly-owned subsidiary of the Company, signed a sale and purchase agreement with Nanping Huiteng Trade Co., Ltd. ("Nanping Huiteng"), a non-controlling shareholder of Wuyishan Gaojia Real Estate Development Company Limited ("Wuyishan Gaojia"), pursuant to which Fuzhou Gaojia will acquire the remaining 49% non-controlling interest in Wuyishan Gaojia from Nanping Huiteng at the consideration of RMB55,000,000, satisfied by issuance of 135,869,565 ordinary shares of the Company at HK\$0.46 per consideration share. On the date of completion on 25 July 2019, the Company issued 135,869,565 shares at the market price of HK\$0.55 per share. Accordingly, HK\$1,359,000 (equivalent to RMB1,195,000) was credited to the share capital at par value of HK\$0.01 per share of the Company and the remaining HK\$73,370,000 (equivalent to RMB64,548,000) was credited to the share premium of the Company. Upon completion, Wuyishan Gaojia became an indirect wholly-owned subsidiary of the Company, and its financial results will continue to be consolidated into the Company's consolidated financial statements. The acquisitions have been accounted for as equity transactions and the total difference of RMB17,470,000 arising between the consideration paid and the carrying amounts of the attributable non-controlling interests acquired plus the waiver of amount due to non-controlling shareholder of RMB38,588,000 had been recognised directly in other reserve.
- (iii) During the year ended 31 December 2019, the Company issued approximately 7,000,000 ordinary shares of HK\$0.01 each upon exercise of share options. The new ordinary share rank pari passu with the then existing shares in all respects.

### 31. 股本 (續)

附註：

- (i) 於收購全盛(如附註2詳述)時，於收購完成日期一，已分配及發行總公平值約276,699,000港元(相當於約人民幣237,030,000元)之485,436,893股代價股份。因此，4,854,000港元(相當於約人民幣4,158,000元)已按每股面值0.01港元計入本公司股本，其餘271,845,000港元(相當於約人民幣232,872,000元)已計入本公司股份溢價。
- (ii) 於二零一九年六月二十八日，本公司間接全資附屬公司福州高佳與武夷山高佳房地產開發有限公司(「武夷山高佳」)的非控股股東南平輝騰貿易有限公司(「南平輝騰」)簽訂買賣協議，據此，福州高佳將自南平輝騰收購武夷山高佳之餘下49%非控股權益，代價為人民幣55,000,000元，透過按每股代價股份0.46港元發行135,869,565股本公司普通股結算。於完成日期(二零一九年七月二十五日)，本公司已按市價每股股份0.55港元發行135,869,565股股份。因此，1,359,000港元(相當於約人民幣1,195,000元)已按每股面值0.01港元計入本公司股本，其餘73,370,000港元(相當於約人民幣64,548,000元)已計入本公司股份溢價。完成後，武夷山高佳已成為本公司之間接全資附屬公司，其財務業績將繼續於本公司之綜合財務報表綜合入賬。該等收購已入賬列作權益交易，而已付代價與所收購非控股權益應佔賬面值之總差額人民幣17,470,000元加豁免應付非控股股東款項人民幣38,588,000元已直接於其他儲備確認。
- (iii) 截至二零一九年十二月三十一日止年度，本公司於購股權獲行使後發行約7,000,000每股0.01港元之普通股。新普通股在所有方面與當時之現有股份享有同等地位。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 32. SHARE-BASED PAYMENT TRANSACTIONS

At the annual general meeting of the Company held on 16 September 2011, the shareholders of the Company approved the adoption of a share option scheme (the "Share Option Scheme").

The purpose of the Share Option Scheme is to provide the Company with a flexible and effective means of incentivising, rewarding, remunerating, compensating and/or providing benefits to the participants. The Share Option Scheme covers any employee (full time and part time) holding salaries, agents, contractors, consumers, suppliers and others providing similar services as the Board in its sole discretion considers eligible.

The exercise price, vesting period, the exercisable period and the number of shares subject to each option will be determined by the Board at the time of grant.

The maximum number of unexercised share options currently permitted to be granted under the Share Option Scheme is an amount equivalent, upon their exercise, to 30% of the shares of the Company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the Share Option Scheme within any 12-month period is limited to 1% of the shares of the 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.

Share options granted to a director or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors of the Company. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time and with an aggregate value (based on the price of the Company's shares at the date of the grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

### 32. 以股份為基準之交易

於二零一一年九月十六日舉行之本公司股東週年大會上，本公司股東批准採納一項購股權計劃（「購股權計劃」）。

購股權計劃旨在為本公司帶來靈活彈性及提供有效方法向參與者提供嘉許、獎勵、酬金、補償及／或福利。購股權計劃涵蓋董事會全權酌情認為合資格之任何全職及兼職受薪僱員、代理、承辦商、消費者、供應商及其他提供相類服務之各方。

董事會將於授出購股權時釐定每份購股權之行使價、歸屬期、行使期及所涉及股份數目。

現時獲准按購股權計劃授出尚未行使購股權之數目上限，相等於該等購股權獲行使時本公司於任何時間已發行股份之30%。於任何十二個月期間內根據購股權可向購股權計劃各合資格參與者發行之股數上限，以本公司於任何時間已發行股份之1%為限。如進一步授出之購股權超逾此限額，須在股東大會上取得股東批准。

向本公司董事或主要股東或彼等任何聯繫人士授出購股權前，須事先取得本公司獨立非執行董事批准。此外，如於任何十二個月期間內向本公司主要股東或獨立非執行董事或彼等任何聯繫人士授出之任何購股權所涉及股份超出本公司於任何時間已發行股份之0.1%而總值（按本公司股份於授出日期之價格計算）超出5,000,000港元，須事先在股東大會上取得股東批准。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 32. SHARE-BASED PAYMENT TRANSACTIONS (continued)

The offer of a grant of share options may be accepted within the date specified in the offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors of the Company, and commences after a certain vesting period and ends on a date which is not later than 10 years from the date of the grant of the share options or the expiry date of the share option scheme, if earlier.

On 22 February 2016, a total of 46,000,000 shares options ("Batch 1 Options") were granted to the directors, employees and others providing similar services of the Group at a cash consideration of HK\$1 per grantee which entitle the grantees to subscribe for new ordinary shares of the Company at an exercise price of HK\$0.285 per share. It shall be exercisable during the period from the date of grant, first, second and third anniversary of the date of grant respectively in the following manner:

- (a) 25% of the option will be exercisable during the period from the date of grant;
- (b) 25% of the option will be exercisable during the period from the first anniversary of the date of grant;
- (c) 25% of the option will be exercisable during the period from the second anniversary of the date of grant;
- (d) 25% of the option will be exercisable during the period from the third anniversary of the date of grant.

### 32. 以股份為基準之交易 (續)

授出購股權之建議於建議訂明之期間內可供接納，承授人於接納時須支付合共1港元之象徵式代價。所授出購股權之行使期由本公司董事釐定，並於若干歸屬期結束後開始，而結束日期不會遲於購股權授出日期起計十年或購股權計劃之屆滿日（以較早者為準）。

於二零一六年二月二十二日，合共46,000,000份購股權（第一批購股權）已授予本集團之董事、僱員及提供相類服務的其他人士，每名承授人須支付現金代價1港元。承授人可憑購股權按每股0.285港元之行使價認購本公司新普通股。其可分別於授出日期、授出日期一週年、兩週年及三週年起期間內按以下方式行使：

- (a) 於授出日期起期間內將可行使25%購股權；
- (b) 於授出日期一週年起期間內將可行使25%購股權；
- (c) 於授出日期兩週年起期間內將可行使25%購股權；
- (d) 於授出日期三週年起期間內將可行使25%購股權。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 32. SHARE-BASED PAYMENT TRANSACTIONS (continued)

On 24 April 2018, a total of 59,700,000 shares options ("Batch 2 Options") were granted to the directors, employees and others providing similar services of the Group at a cash consideration of HK\$1 per grantee which entitle the grantees to subscribe for new ordinary shares of the Company at an exercise price of HK\$0.420 per share. It shall be exercisable during the period from the date of grant, first and second anniversary of the date of grant respectively in the following manner:

- (a) 40% of the option will be exercisable during the period from the date of grant;
- (b) 30% of the option will be exercisable during the period from the first anniversary of the date of grant;
- (c) 30% of the option will be exercisable during the period from the second anniversary of the date of grant.

Details of specific categories of options are as follows:

### 32. 以股份為基準之交易 (續)

於二零一八年四月二十四日，合共59,700,000份購股權（第二批購股權）已授予本集團之董事、顧問及僱員，每名承授人須支付現金代價1港元。承授人可憑購股權按每股0.420港元之行使價認購本公司新普通股。其可分別於授出日期、授出日期一週年及兩週年起期間內按以下方式行使：

- (a) 於授出日期起期間內將可行使40%購股權；
- (b) 於授出日期一週年起期間內將可行使30%購股權；
- (c) 於授出日期兩週年起期間內將可行使30%購股權；

購股權具體類別之詳情如下：

	Date of grant 授出日期	Vesting period 歸屬期間	Exercise period 行使期間	Exercise Price 行使價
Options granted to an ex-director, directors, employees and others providing similar services	22 February 2016	Immediately to 3 years from the date of grant	22 February 2016 to 21 February 2022	HK\$0.285
授予一名前董事、董事、僱員及提供類似服務之其他人士之股權	二零一六年 二月二十二日	即時至授出日期起計3年	二零一六年 二月二十二日至 二零二二年 二月二十二日	0.285港元
Options granted to an ex-director, directors, employees and others providing similar services	24 April 2018	Immediately to 2 years from the date of grant	24 April 2018 to 23 April 2024	HK\$0.420
授予一名前董事、董事、僱員及提供類似服務之其他人士之股權	二零一八年 四月二十四日	即時至自授出日期起計2年	二零一八年 四月二十四日至 於二零二四年 四月二十三	0.420港元

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 32. SHARE-BASED PAYMENT TRANSACTIONS (continued)

The following table discloses movements of the Company's share options held by ex-director, directors, employees and others providing similar services during the year ended 31 December 2019.

#### 31 December 2019

Option type		Outstanding of 1 January 2019 二零一九年 一月一日 尚未行使	Granted during the year 年內授出	Exercised during the year 年內行使	Lapsed during the year 年內失效	Outstanding of 31 December 2019 二零一九年 十二月三十一日 尚未行使
<b>購股權類型</b>						
<b>Batch 1 Options:</b>	<b>第一批購股權:</b>					
An ex-director	一名前董事	2,500,000	-	(2,500,000)	-	-
Directors	董事	5,400,000	-	-	-	5,400,000
Employees and others providing similar services	僱員及提供類似服務之 其他人士	23,100,000	-	(4,500,000)	-	18,600,000
<b>Batch 2 Options:</b>	<b>第二批購股權:</b>					
Directors	董事	15,200,000	-	-	-	15,200,000
Employees and others providing similar services	僱員及提供類似服務之 其他人士	44,500,000	-	-	(3,000,000)	41,500,000
<b>Total</b>	<b>總計</b>	<b>90,700,000</b>	<b>-</b>	<b>(7,000,000)</b>	<b>(3,000,000)</b>	<b>80,700,000</b>
Exercisable at the end of the year	年末可行使					63,690,000
Weighted average exercise price	加權平均行使價	HK\$0.352 0.352港元	-	HK\$0.285 0.285港元	HK\$0.352 0.352港元	HK\$0.369 0.369港元

The following table discloses movements of the Company's share options held by ex-director, directors, employees and others providing similar services during the nine months ended 31 December 2018.

### 32. 以股份為基準之交易 (續)

下表披露截至二零一九年十二月三十一日止年度內前董事、董事、僱員及供類似服務之其他人士持有之本公司購股權之變動。

#### 於二零一九年十二月三十一日

下表披露截至二零一八年十二月三十一日止九個月期間內前董事、董事、僱員及供類似服務之其他人士持有之本公司購股權之變動。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 32. SHARE-BASED PAYMENT TRANSACTIONS (continued)

### 32. 以股份為基準之交易 (續)

31 December 2018

於二零一八年十二月三十一日

Option type		Outstanding of 1 April 2018 二零一八年四月一日 尚未行使	Granted during the period 期內授出	Exercised during the period 期內行使	Lapsed during the period 期內失效	Outstanding of 31 December 2018 二零一八年十二月三十一日 尚未行使
<b>Batch 1 Options:</b>	<b>第一批購股權:</b>					
An ex-director	一名前董事	2,500,000	-	-	-	2,500,000
Directors	董事	5,400,000	-	-	-	5,400,000
Employees and others providing similar services	僱員及提供類似服務之其他人士	23,100,000	-	-	-	23,100,000
<b>Batch 2 Options:</b>	<b>第二批購股權:</b>					
Directors	董事	-	15,200,000	-	-	15,200,000
Employees and others providing similar services	僱員及提供類似服務之其他人士	-	44,500,000	-	-	44,500,000
<b>Total</b>	<b>總計</b>	<b>31,000,000</b>	<b>59,700,000</b>	<b>-</b>	<b>-</b>	<b>90,700,000</b>
Exercisable at the end of the period	期末可行使					47,180,000
Weighted average exercise price	加權平均行使價	HK\$0.285港元	HK\$0.420港元	-	-	HK\$0.352港元

Options exercised during the year ended 31 December 2019 resulted in 7,000,000 (2018: Nil) ordinary shares being issued. The related weighted average closing price of the shares immediately before the dates on which the options were exercised was HK\$0.510 per share.

截至二零一九年十二月三十一日止年度之已行使購股權導致發行7,000,000股(二零一八年:無)普通股。緊接購股權獲行使日期前,股份之相關加權平均收市價為每股0.510港元。

Save as disclosed above, no options was granted under Batch 1 Options and Batch 2 Options during the year ended 31 December 2019.

除上文所披露者外,截至二零一九年十二月三十一日止年度,概無根據第一批購股權及第二批購股權授出任何購股權。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 32. SHARE-BASED PAYMENT TRANSACTIONS

(continued)

These fair values were calculated using Binomial model. The inputs into the model were as follows:

		24 April 2018 二零一八年 四月二十四日	22 February 2016 二零一六年 二月二十二日
Weighted average share price	加權平均行使價	HK\$0.420 0.420港元	HK\$0.285 0.285港元
Exercise price	行使價	HK\$0.420 0.420港元	HK\$0.285 0.285港元
Expected volatility	預期波幅	61.23%	63.39%
Risk-free rate	無風險利率	2.05%	1.17%
Early exercise multiple	提早行使倍數	220% – 280%	220%
Dividend yield	股息率	0%	0%
Vesting period	歸屬期	1 to 3 years 1至3年	1 to 4 years 1至4年

Expected volatility was determined by using the historical volatility of the Company's share price over the previous 6 years. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioral considerations.

For the past ten years before the valuation date, no dividend has been declared and paid to the shareholders of the Company. Dividend yield is assumed to be zero in the Binomial model.

The Group recognised the total expense of RMB2,640,000 for the year ended 31 December 2019 (Nine months ended 31 December 2018: RMB7,291,000 (restated)), in relation to the options granted by the Company.

### 32. 以股份為基準之交易 (續)

該等公平值使用二項式模型計算。下表列示模型的輸入數據：

	24 April 2018 二零一八年 四月二十四日	22 February 2016 二零一六年 二月二十二日
Weighted average share price	HK\$0.420 0.420港元	HK\$0.285 0.285港元
Exercise price	HK\$0.420 0.420港元	HK\$0.285 0.285港元
Expected volatility	61.23%	63.39%
Risk-free rate	2.05%	1.17%
Early exercise multiple	220% – 280%	220%
Dividend yield	0%	0%
Vesting period	1 to 3 years 1至3年	1 to 4 years 1至4年

預期波幅使用過去六年本公司股價之歷史波幅釐定。該模式所用之預計年期已根據管理層之最佳估計，就不可轉讓、行使限制及行為因素所造成之影響予以調整。

估值日期前過去十年，概無宣佈及派付股息予本公司股東。二項式模型假設股息收益率為零。

於截至二零一九年十二月三十一日止年度，本集團就本公司授出之購股權確認總開支人民幣2,640,000元（截至二零一八年十二月三十一日止九個月：人民幣7,291,000元（經重列））。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 33. BONDS PAYABLE

On 24 July 2015, the Company issued 7% coupon bonds of principal amount of HK\$11,000,000 (the "Bonds") to certain independent third parties. The proceeds received by the Company were HK\$11,000,000, with total issued cost amounted to approximately HK\$1,700,000. The Bonds are denominated in HK\$ and issued at par. Interest is payable semi-annually and the principal will be repaid when the Bonds fall due on 23 July 2019. The effective interest rate of the Bonds is 12.08% (Nine months ended 31 December 2018: 12.08%). During the year ended 31 December 2019, interest expense for the Bonds is approximately RMB638,000 (Nine months ended 31 December 2018: RMB809,000 (restated)).

The Bonds contain a liability component and an early redemption option.

Liability component represents the present value of the contractually determined stream of future cash flows discounted at the prevailing market interest rate on the initial date applicable to instruments of comparable credit status and providing substantially the same cash flows, on the same terms, but without the embedded derivatives. The interest charged on the Bonds is calculated by applying effective interest rates of approximately 12.08% per annum to the liability component since the Bonds were issued. Early redemption options are regarded as embedded derivatives not closely related to the host contract.

The directors consider that the fair value of the above early redemption options is insignificant on initial recognition and at the end of each reporting period.

### 33. 應付債券

於二零一五年七月二十四日，本公司向若干獨立第三方發行本金額11,000,000港元票息7%債券（「債券」）。本公司已收取所得款項11,000,000港元，總發行成本為約1,700,000港元。債券以港元計值及按面值發行。利息須每半年支付，本金將於債券於二零一九年七月二十三日到期時償還。債券實際利率為12.08%（截至二零一八年十二月三十一日止九個月：12.08%）。截至二零一九年十二月三十一日止年度，債券利息開支為約人民幣638,000元（截至二零一八年十二月三十一日止九個月：人民幣809,000元（經重列））。

債券包括負債部份及提早贖回選擇權。

負債部份為合約約定的未來現金流量的現值。所使用的折讓率取自同期類似評級及提供大致相同現金流量，但不包括嵌入衍生工具的金融工具於初步通用日期之通用市場利率。由於債券已發行，本期間債券負債部份所收取利息按每年實際利率約12.08%計算。提早贖回選擇權被視為嵌入衍生工具而與主合約並無密切關連。

董事認為，以上提早贖回選擇權之公平值於初步確認時及於各報告期間並不重大。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 34. CONVERTIBLE BOND

The movement of the debt and derivative components of the convertible bond during the year are set out below:

### 34. 可換股債券

於年內，可換股債券之債務及衍生工具組成部分之變動載列如下：

		Debt component	Derivative component
		債務組成部分	衍生工具 組成部分
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Initial fair value on the date of issuance	於發行日期之初步公平值	287,874	272,331
Interest expense (note 11)	利息開支(附註11)	25,938	-
Interest payable during the year	年內應付利息	(4,041)	-
Change in fair value recognised in profit or loss	於損益確認之公平值變動	-	9,334
Exchange adjustments	匯兌調整	13,201	12,316
As at 31 December 2019	於二零一九年十二月三十一日	322,972	293,981

On 30 January 2019, the Company issued 1% Convertible Bond (the "Convertible Bond due in 2024") in the principal amount of HK\$500,000,000 (equivalent to RMB428,319,000). The Convertible Bond is denominated in HK\$. The convertible bond due in 2024 entitle the holder to convert them into ordinary shares of the Company at any time starting from 30 January 2019 to 30 January 2024 at a conversion price of HK\$0.412 per share.

於二零一九年一月三十日，本公司發行本金額為500,000,000港元（約人民幣428,319,000元）的1%可換股債券（「於二零二四年到期之可換股債券」）。可換股債券以港元計值。於二零二四年到期之可換股債券賦予持有人於二零一九年一月三十日至其二零二四年一月三十日止之任何時間將其轉換為本公司普通股，轉換價格為每股0.412港元。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 34. CONVERTIBLE BOND (continued)

The conversion price is subject to adjustment arising from alteration of the nominal amount of the shares caused by share consolidation, share subdivision, rights issue or any other reasons as provided in the terms and conditions of the convertible bond. The Company may voluntarily redeem all or any part of the convertible bond at any time following the issue of the convertible bond and prior to the maturity date by repaying the holder of the convertible bond all outstanding principal amount together with unpaid interest accrued thereon up to the date of voluntary redemption. Holder of the convertible bond has no right to require the Company to early redeem the convertible bond.

The Convertible Bond due in 2024 contain two components, debt component and derivative component (including conversion option and early redemption option). Upon initial recognition, the fair value of debt component is HK\$336,051,000 (equivalent to RMB287,874,000) and the fair value of derivative component is HK\$317,907,000 (equivalent to RMB272,331,000). The effective interest rate of the debt component is 9.55% per annum and subsequently carried at amortised cost. The derivative component is measured at fair value at initial recognition and at the end of the reporting period with changes in fair value of RMB9,334,000 recognised in profit or loss during the year.

The fair value of derivative component of Convertible Bond due in 2024 was determined based on the professional valuation carried out by Avista Valuation Advisory Limited, a professional valuer independent to the Group, at 31 December 2019.

### 34. 可換股債券 (續)

轉換價格可能因股份合併、股份拆細、供股或可換股債券條款及條件所規定之任何其他理由而導致股份面值變動而產生調整。本公司可於贖回日期前向可換股債券持有人償還所有未償還本金額及其應計未付利息於發行可換股債券後及到期日前任何時間自願贖回全部或任何部分可換股債券。可換股債券持有人無權要求本公司提早贖回可換股債券。

於二零二四年到期之可換股債券包含兩個組成部分，債務組成部分及衍生工具組成部分（包括轉換購股權及提前贖回購股權）。初步確認時，債務組成部分的公平值為336,051,000港元（約人民幣287,874,000元），而衍生工具組成部分的公平值為317,907,000港元（約人民幣272,331,000元）。債務組成部分的實際利率為每年9.55%，其後按攤銷成本列賬。衍生工具組成部分於初步確認時按公平值計量，及於報告期末公平值變動人民幣9,334,000元內於損益確認。

於二零二四年到期之可換股債券之衍生工具組成部分之公平值乃於二零一九年十二月三十一日按獨立於本集團之專業估值師艾華迪評估諮詢有限公司進行之專業估值釐定。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 35. PROMISSORY NOTE

On 30 January 2019, the Group issued promissory note with principal amount of HK\$600,000,000 (equivalent to RMB513,983,000). The principal amount of the promissory note shall be settled either in full or in part by no later than 30 January 2024. The interest payable under the promissory note shall accrue at the rate of 3% per annum for the first and second years, 4.5% per annum for the third and fourth years and 6% per annum for the fifth year after the date of issuance on the outstanding principal amount, respectively. The Company has the discretion to repay all or part of the principal balance at any time prior to the maturity date by giving 10 business day's prior written notice to holders of the promissory note. The fair value effect of the early redemption options is insignificant. Holder of the promissory note has no right to require the Company to early redeem the promissory note. The promissory note is initially measured at fair value and subsequently measured at amortised cost, using the effective interest method. The effective interest rate of the promissory note is 9.55% per annum.

As at 31 December 2019, the amount of promissory note is RMB446,249,000, and the directors consider that the carrying amount of the promissory note recognised in the consolidated financial statements approximate to its fair value.

### 35. 承兌票據

於二零一九年一月三十日，本集團發行本集團600,000,000港元（相當於人民幣513,983,000元）之承兌票據。承兌票據的本金額應於二零二四年一月三十日之前全部或分期還清。承兌票據的應付利息分別應按第一年及第二年每年3%的利率計算，第三年及第四年每年4.5%，以及在未償還本金額發行日後的第五年每年6%。本公司有酌情權在到期日前的任何時間向承兌票據持有人發出不少於10個營業日的事先書面通知，以償還全部或部分本金餘額。提前贖回購股權的公平值影響並不重大。承兌票據持有人無權要求本公司提前贖回承兌票據。承兌票據初步按公平值計量，其後以實際利率法按攤銷成本計量。承兌票據的實際利率為每年9.55%。

於二零一九年十二月三十一日，承兌票據金額為人民幣446,249,000元及董事認為，綜合財務報表所確認的承兌票據的賬面值與其公平值相若。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 36. LEASE LIABILITIES

### 36. 租賃負債

		At 31 December 2019 於 二零一九年 十二月三十一日 RMB'000 人民幣千元
<b>Lease liabilities payable:</b>	<b>應付租賃負債：</b>	
Within one year	一年內	2,500
Within a period of more than one year but not more than two years	超過一年但不超過兩年期間內	551
Within a period of more than two years but not more than five years	超過兩年但不超過五年期間	56
		3,107
Less: Amount due for settlement with 12 months shown under current liabilities	減：流動負債所示於12個月到期結償之款項	(2,500)
Amount due for settlement after 12 months shown under non-current liabilities	非流動負債所示於12個月後到期結償之款項	607

### 37. ACQUISITION OF A SUBSIDIARY

On 18 November 2019, Fuzhou Gaojia, an indirect wholly-owned subsidiary of the Company, acquired 100% equity interest in Baoji Ruijiacheng Properties Development Co., Ltd. (寶雞瑞嘉城房地產開發有限公司) (“Baoji Ruijiacheng”) from an independent third party for a cash consideration of RMB55,000,000. At the time of acquisition, the directors of the Company are of the view that the acquisition constitutes businesses acquisition. The transaction has been accounted for using the purchase method accordingly. Baoji Ruijiacheng is engaged in property development business. Baoji Ruijiacheng was acquired so as to continue the expansion of the Group's business.

### 37. 收購一間附屬公司

於二零一九年十一月十八日，本公司間接全資附屬公司福州高佳自一名獨立第三方收購寶雞瑞嘉城房地產開發有限公司（「寶雞瑞嘉城」）之100%股權，現金代價為人民幣55,000,000元。於收購時，本公司董事認為收購構成業務收購。因此，交易已使用收購法入賬。寶雞瑞嘉城從事物業發展業務。收購寶雞瑞嘉城旨在繼續擴大本集團之業務。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 37. ACQUISITION OF A SUBSIDIARY (continued)

Assets acquired and liabilities recognised at the date of acquisition are as follows:

### 37. 收購一間附屬公司 (續)

於收購日期確認之所收購資產及負債載列如下：

		RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	88
Inventories of properties	物業存貨	151,475
Trade and other receivables	應收賬款及其他應收款項	206,358
Bank balances and cash	銀行結餘及現金	10,944
Trade and other payables	應付賬款及其他應付款項	(81,787)
Contract liabilities	合約負債	(232,078)
<b>Total identifiable net assets</b>	<b>可識別淨資產總額</b>	<b>55,000</b>

Consideration transferred:

轉讓代價：

		RMB'000 人民幣千元
Cash consideration paid	已付現金代價	55,000
Less: Total identifiable net assets acquired	減：所收購可識別資產淨值總額	(55,000)
		-

Net cash outflow of cash and cash equivalent in respect of the above acquisition:

有關上述收購之現金及現金等值之現金流出淨額：

		RMB'000 人民幣千元
Cash consideration paid	已付現金代價	(55,000)
Less: bank balances and cash acquired	減：已收購銀行結餘及現金	10,944
		(44,056)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 37. ACQUISITION OF A SUBSIDIARY (continued)

Included in the profit for the year is RMB1,554,000 loss attributable to the additional business generated by Baoji Ruijiacheng. No revenue for the year generated from Baoji Ruijiacheng.

Had the acquisition been completed on 1 January 2019, revenue for the year of the Group would not change, and profit for the year of the Group would have been RMB453,631,000. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2019, nor is it intended to be a projection of future results.

### 38. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior period.

The capital structure of the Group consists of net debt, which includes bank and other borrowings, bonds payable, convertible bond, promissory note and amounts due to non-controlling shareholders of subsidiaries, related companies and a director, disclosed in notes 30, 33, 34, 35 and 46 respectively, net of cash and cash equivalents and equity attributable to owners of the Group, comprising share capital and reserves.

The management of the Group reviews the capital structure periodically. As a part of this review, the management reviews the planned construction projects proposed by engineering department and prepares the annual budget taking into account of the provision of funding. The management of the Group assess the annual budget and consider the cost of capital and the risks associated with each class of capital. The management of Group also balance its overall capital structure through repayment of dividends, new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debt.

### 37. 收購一間附屬公司 (續)

年內溢利人民幣1,554,000元包括寶雞瑞嘉城產生之額外業務應佔虧損。寶雞瑞嘉城於年內概無產生收益。

倘收購已於二零一九年一月一日完成，本集團之年內收益將不會變動，而本集團之年內溢利將為人民幣453,631,000元。備考資料僅供說明，不一定表示在收購已於二零一九年一月一日完成之情況下本集團將實際達致之收益及經營業績，亦無意作為未來業績之預測。

### 38. 資本風險管理

本集團管理其資本以確保本集團之實體能夠持續經營，並透過優化債務及權益結餘為股東帶來最大回報。本集團的整體策略較上一期間保持不變。

本集團之資本架構由淨債務（包括分別於附註30、33、34、35及46披露之銀行及其他借貸、應付債券、可換股債券、承兌票據及應付附屬公司非控股股東、關連公司及一名董事之款項）、現金及現金等值淨額及本集團擁有人應佔股權（包括股本及儲備）組成。

本集團管理層定期審閱資本架構。作為審閱之一部分，管理層審閱工程部所建議的計劃建造項目，並在考慮到資金安排後編製年度預算。本集團管理層隨後評估年度預算以及考慮資金成本及各類資金的相關風險。本集團管理層隨後評估年度預算以及考慮資金成本及各類資金的相關風險。本集團管理層亦透過償還股息、新股份發行及股份回購以及發行新債項或贖回現有債項平衡其整體資本架構。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 39. FINANCIAL INSTRUMENTS

#### (a) Categories of financial instruments

### 39. 金融工具

#### (a) 金融工具之類別

		As at 31 December 2019 於 二零一九年 十二月三十一日 RMB'000 人民幣千元	As at 31 December 2018 於 二零一八年 十二月三十一日 RMB'000 人民幣千元 (restated) (經重列)
<b>Financial assets</b>	<b>財務資產</b>		
Financial assets at FVTPL	按公平值計入損益之財務資產	24,889	60,611
Financial assets at amortised cost	按攤銷成本計量之財務資產	1,717,256	3,060,973
		<b>1,742,145</b>	3,121,584
<b>Financial liabilities</b>	<b>財務負債</b>		
Financial liabilities at amortised cost	按攤銷成本計量之財務負債	7,008,997	7,906,983
Derivative financial instruments	衍生金融工具	293,981	-
		<b>7,302,978</b>	7,906,983
Lease liabilities	租賃負債	3,107	-



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 39. FINANCIAL INSTRUMENTS (continued)

#### (b) Financial risk management objectives and policies

The Group's major financial instruments include trade and other receivables, loan receivables, amounts due from related companies, non-controlling shareholders of subsidiaries, restricted bank deposits and bank balances and cash, trade and other payables, lease liabilities, amounts due to related companies, non-controlling shareholders of subsidiaries and a director, bank and other borrowings, bonds payable, convertible bond and promissory note. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management of the Group manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

#### *Foreign currency risk management*

Foreign currency risk is the risk that the value of a monetary item will fluctuate because of changes in foreign exchange rates.

The Company and its certain Hong Kong subsidiaries of the Company (for which their functional currency is RMB) have bank balances, other receivables, other payables, amounts due to related companies, promissory note, convertible and intra-group balances denominated in Hong Kong Dollar ("HK\$"). The Group manages its exposures to foreign currency transactions by monitoring the level of foreign currency receipts and payments. The Group ensures that the net exposure to foreign exchange risk is kept to an acceptable level from time to time.

The Group considers its foreign currency exposure is mainly arising from the exposure of HK\$ against RMB. The Group regularly reviews the balances of assets and liabilities and the currencies in which the transactions are denominated so as to minimise the Group's exposure to foreign currency risk.

### 39. 金融工具 (續)

#### (b) 財務風險管理目標及政策

本集團之主要金融工具包括應收賬款及其他應收款項、應收貸款、應收關連公司、附屬公司非控股股東款項、受限制銀行存款及銀行結餘及現金、應付賬款及其他應付款項、租賃負債、應付關連公司、附屬公司非控股股東及一名董事款項、銀行及其他借貸、應付債券、可換股債券及承兌票據。金融工具之詳情載於相關附註。與該等金融工具相關之風險包括市場風險(貨幣風險、利率風險及其他價格風險)、信貸風險及流動資金風險。有關任何減輕該等風險之政策載於下文。本集團之管理層管理及監測該等風險，以確保及時有效地採取適當措施。

#### *外幣風險管理*

外幣風險指貨幣項目價值將因匯率變動而波動之風險。

本公司及其若干香港附屬公司(其功能貨幣為人民幣)有銀行結餘、其他應收款項、其他應付款項、應付關連公司款項、承兌票據、可換股及集團內公司間結餘以港元(「港元」)計值。本集團監察外匯收款及付款水平，藉以管理外匯交易的風險。本集團確保所承受的外匯風險淨額不時維持於可接受水平。

本集團認為，其外幣風險主要來自港元兌人民幣之風險。本集團定期檢討其資產及負債結餘以及交易之貨幣計值單位，盡量減少本集團所面對之外幣風險。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 39. FINANCIAL INSTRUMENTS (continued)

#### (b) Financial risk management objectives and policies (continued)

##### Foreign currency risk management (continued)

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities and intra-group balances, with exposure to foreign currency risk which are considered as significant by management, at the end of the reporting periods are as follows:

### 39. 金融工具 (續)

#### (b) 財務風險管理目標及政策 (續)

##### 外幣風險管理 (續)

本集團以外幣計值並面對外幣風險之貨幣資產及貨幣負債以及集團內公司間結餘(管理層認為重大者)於報告期末之賬面值如下:

		Assets 資產		Liabilities 負債	
		As at 31 December 2019 於 二零一九年 十二月三十一日 RMB'000 人民幣千元	As at 31 December 2018 於 二零一八年 十二月三十一日 RMB'000 人民幣千元 (restated) (經重列)	As at 31 December 2019 於 二零一九年 十二月三十一日 RMB'000 人民幣千元	As at 31 December 2018 於 二零一八年 十二月三十一日 RMB'000 人民幣千元 (restated) (經重列)
HK\$ – intra-group balances	港元—集團內公司間結餘	115,466	8,775	53,275	–
HK\$ – other balances	港元—其他結餘	343,501	50,444	1,285,726	67,100

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 39. FINANCIAL INSTRUMENTS (continued)

#### (b) Financial risk management objectives and policies (continued)

##### Foreign currency risk management (continued)

##### Sensitivity analysis

The following table details the Group's sensitivity to a 5% (2018: 5%) increase and decrease in RMB against HK\$. 5% (2018: 5%) is the sensitivity rate used when reporting foreign currency risk internally to key management personnel. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period end for a 5% (2018: 5%) change in foreign currency rates. A positive number below indicates an increase in post-tax profit (2018: decrease in post-tax loss) where RMB strengthen 5% (2018: 5%) against HK\$. For a 5% (2018: 5%) weakening of RMB against HK\$, there would be an equal and opposite impact on the post-tax profit (2018: post-tax loss) and other comprehensive income and the amounts below would be negative.

### 39. 金融工具 (續)

#### (b) 財務風險管理目標及政策 (續)

##### 外幣風險管理 (續)

##### 敏感度分析

下表詳列本集團於人民幣兌港元匯率增加及減少5% (二零一八年: 5%) 時之敏感度。當向內部主要管理人員匯報外幣風險時, 採用5% (二零一八年: 5%) 為敏感度比率。敏感度分析僅包括未予換算並以外幣計值之貨幣項目, 且於報告期末按匯率之5% (二零一八年: 5%) 變動進行換算調整。下表之正數顯示人民幣兌港元上升5% (二零一八年: 5%) 時稅後溢利之增加 (二零一八年: 稅後虧損減少)。人民幣兌港元下跌5% (二零一八年: 5%) 時, 則會對稅後溢利 (二零一八年: 稅後虧損) 及其他全面收益造成反向的相等影響, 而下文的金額將為負數。

	Year ended 31 December 2019 二零一九年十二月三十一日止年度 RMB'000 人民幣千元	Nine months ended 31 December 2018 二零一八年十二月三十一日止九個月 RMB'000 人民幣千元 (restated) (經重列)
Increase in post-tax profit for the year (2018: decrease in post-tax loss for the period)	33,005	296

Increase in post-tax profit for the year (2018: decrease in post-tax loss for the period)

年內稅後溢利增加 (二零一八年: 期內稅後虧損減少)

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the year end exposure does not reflect the exposure during the relevant years.

管理層認為, 敏感度分析不代表固有外匯風險, 原因為年終風險並不反映相關年度之風險。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 39. FINANCIAL INSTRUMENTS (continued)

#### (b) Financial risk management objectives and policies (continued)

##### Foreign currency risk management (continued)

###### Interest rate risk

The Group is exposed to fair value interest rate risk in relation to loan receivables, bank and other borrowings, bonds payable, debt component of convertible bond, promissory note and lease liabilities as disclosed in notes 24, 30, 33, 34, 35 and 36 respectively. These financial instruments issued at fixed rates expose the Group to fair value interest rate risk. The Group cash flow interest rate risk is mainly concentrated on the fluctuation of interest rates on restricted bank deposits and bank balances. The Group is not exposed to significant cash flow interest-rate risk on restricted bank deposits and bank balances as the fluctuation in interest rate are insignificant. Therefore, no sensitivity analysis is presented. The Group has not used any financial instruments to hedge potential fluctuation in interest rates.

###### Other price risk

The Group is exposed to equity price risk through its financial assets measured at FVTPL. For equity securities measured at FVTPL quoted in The Stock Exchange of Hong Kong Limited, the management of the Group manages this exposure by maintaining a portfolio of investments with different risks.

###### Sensitivity analysis

The sensitivity analyses have been determined based on the exposure to equity price risk at the reporting date. For sensitivity analysis of equity securities with fair value measurement categorised within Level 1, the sensitivity rate is increased to 5% for the year ended 31 December 2019 (Nine months ended 31 December 2018: 5%) as a result of the volatile financial market.

If the prices of the respective equity instruments had been 5% (2018: 5%) higher/lower, the post-tax profit for the year ended 31 December 2019 would increase/decrease by RMB1,244,000 (2018: post-tax loss for the nine months ended 31 December 2018 would decrease/increase by RMB3,031,000 (restated)) as a result of the changes in fair value of financial assets at FVTPL.

### 39. 金融工具 (續)

#### (b) 財務風險管理目標及政策 (續)

##### 外幣風險管理 (續)

###### 利率風險

本集團就應收貸款、銀行及其他借貸、應付債券、可換股債券之債務組成部分、承兌票據及租賃負債(分別於附註24、30、34、35及36內披露)面臨公平值利率風險。該等金融工具按固定利率發行，導致本集團承受公平值利率風險。本集團現金流利率風險主要集中於受限制銀行存款及銀行結餘之利率波動。本公司董事認為現金流利率風險並不重大，因此並無呈列敏感度分析。由於利率波幅並不重大，故本集團並無就受限制銀行存款及銀行結餘面臨重大現金流量利率風險。因此，並無呈列敏感度分析。本集團並無採用任何金融工具對沖利率之潛在波動。

###### 其他股價風險

本集團透過其投資按公平值計入損益計量之財務資產而面臨股價風險。就於香港聯合交易所有限公司報價按公平值計入損益計量之股本證券而言，本集團管理層透過維持具有不同風險之投資組合來管理此風險。

###### 敏感度分析

敏感度分析乃按報告日所面對之股本價格風險而釐定。就使用級別一內分類的公平值計量之股本證券之敏感度分析而言，截至二零一九年十二月三十一日止年度敏感度率因金融市場波動而提高至5% (截至二零一八年十二月三十一日止九個月：5%)。

倘有關股本工具價格上升/下降5% (二零一八年：5%)，則截至二零一九年十二月三十一日止年度之稅後溢利將因按公平值計入損益之財務資產公平值變動，增加/減少人民幣1,244,000元 (二零一八年：截至二零一八年十二月三十一日止九個月之稅後虧損減少/增加人民幣3,031,000元 (經重列))。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 39. FINANCIAL INSTRUMENTS (continued)

#### (b) Financial risk management objectives and policies (continued)

##### **Credit risk and impairment assessment**

At 31 December 2019 and 2018, other than those financial assets whose carrying amounts best represent the maximum exposure to credit risk, the Group's maximum exposure to credit risk which will cause a financial loss to the Group arising from the amount of financial guarantees provided by the Group is disclosed in note 44.

##### *Trade receivables arising from contracts with customers*

The Groups' exposure to credit risk arising from default of the customers is limited as the customers have continuous repayment. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. In addition, the Group performs impairment assessment under ECL model on trade balances based on provision matrix.

##### *Other receivables and loan receivables*

The Group has applied 12-month ECL to measure the loss allowance for other receivables and loan receivables individually unless there is significant increase in credit risk since initial recognition. The Group uses past due information to assess whether credit risk of other receivables and loan receivables have increased significantly since initial recognition.

### 39. 金融工具 (續)

#### (b) 財務風險管理目標及政策 (續)

##### **信貸風險及減值評估**

於二零一九年及二零一八年十二月三十一日，除賬面值最能代表最大信貸風險的財務資產外，本集團因本集團提供的財務擔保金額而導致本集團蒙受財務損失的最大信貸風險於附註44披露。

##### *客戶合約產生之應收賬款*

由於客戶有持續還款，本集團因客戶違約而面臨的信貸風險有限。本集團已制定其他監督程序，以確保採取後續行動收回逾期債務。此外，本集團根據撥備矩陣按預期信貸虧損模式就貿易結餘進行減值評估。

##### *其他應收款項及應收貸款*

本集團已採用12個月預期信貸虧損單獨計量其他應收款項及應收貸款虧損撥備，除非自初步確認起信貸風險大幅增加。本集團使用過往到期資料評估自初步確認起其他應收款項及應收貸款之信貸風險是否顯著增加。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 39. FINANCIAL INSTRUMENTS (continued)

#### (b) Financial risk management objectives and policies (continued)

##### **Credit risk and impairment assessment** (continued)

##### *Amounts due from related companies/non-controlling shareholders of subsidiaries*

The credit risk of amounts due from related companies and non-controlling shareholders of subsidiaries are managed through an internal process. The Group actively monitors the outstanding amount owed by each related party and identifies any credit risks in a timely manner in order to reduce the risk of a credit related loss. Further, the Group closely monitors the financial performance of the related companies which mainly engage in properties development in the PRC. In addition, the Group performs impairment assessment under ECL model on the outstanding balances individually.

##### *Bank balances/Restricted bank deposits*

The credit risks on bank balances and restricted bank deposits are limited because the counterparties are banks with high credit ratings assigned by international credit rating agencies.

##### *Financial guarantee contracts*

For the financial guarantee contracts provided by the Group to banks in connection with the customers' borrowing of mortgage loans to finance their purchase of properties, the Group measured the loss allowance on financial guarantee contracts by reference to the loss on default based on the current property value and the pre-sale deposits already received. For the financial guarantee contracts provided by the Group to banks in connection with the related parties and third parties' bank borrowings, the Group measured the loss allowance on financial guarantee contracts by reference to the loss on default based on the pledge properties value, borrowers' financial position and historical observed default rates. The directors considered that the loss allowances on financial guarantee contracts at 31 December 2019 and 2018 were insignificant to the Group.

### 39. 金融工具 (續)

#### (b) 財務風險管理目標及政策 (續)

##### 信貸風險及減值評估 (續)

##### 應收關聯公司／附屬公司非控股股東款項

應收關聯公司及附屬公司非控股股東款項的信貸風險透過內部程序管理。本集團積極監控各關連方結欠的未償還款項，並及時識別任何信貸風險，以降低信貸相關虧損的風險。此外，本集團密切監控關連公司（主要於中國從事物業發展）的財務表現。再者，本集團根據預期信貸虧損模式對未償還結餘個別執行減值評估。

##### 銀行結餘／受限制銀行存款

銀行結餘的信貸風險及受限制銀行存款有限，因為對手方為國際信用評級機構指定的信用評級較高的銀行。

##### 財務擔保合約

就本集團就客戶借入抵押貸款以撥資購買物業而向銀行提供的財務擔保合約而言，本集團根據現時物業價值及已收取預收按金，參考違約虧損計量財務擔保合約虧損撥備。就本集團就關連公司及第三方銀行借貸而向銀行提供的財務擔保合約而言，本集團根據抵押物業價值、借款人財務狀況及歷史觀察違約率，參考違約虧損計量財務擔保合約虧損撥備。董事認為於二零一九年及二零一八年十二月三十一日之財務擔保合約虧損撥備對本集團而言並不重大。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 39. FINANCIAL INSTRUMENTS (continued)

#### (b) Financial risk management objectives and policies (continued)

##### Credit risk and impairment assessment

(continued)

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating	Description	Trade receivables	Other financial assets/other items
內部信用評級	描述	應收賬款	其他財務資產/ 其他項目
Low risk	The counterparty has a low risk of default and does not have any past-due amounts	Lifetime ECL-not credit-impaired	12-month ECL
低風險	交易對手的違約風險較低且並無任何逾期金額	全期預期信貸虧損- 信貸未減值	12個月預期信貸 虧損
Watch list	Debtor frequently due after due dates but usually settle in full; or the counterparty operates in industry with higher risk while the debt is secured by assets which the value is higher than carrying amount of the receivables	Lifetime ECL-not credit-impaired	12-month ECL
觀察清單	債務人頻繁超過逾期日期惟經常悉數償付；或對手方營運所在行業風險較高，而債務以高於應收款項賬面值之資產作抵押	全期預期信貸虧損- 信貸未減值	12個月預期信貸 虧損
Doubtful	There have been significant increases in credit risk since initial recognition through information developed internally or external resources	Lifetime ECL-not credit-impaired	Lifetime ECL- not credit-impaired
存疑	通過內部獲得的資料或外部資源發現自初步確認以後信貸風險大幅增加	全期預期信貸虧損- 信貸未減值	全期預期信貸虧損- 信貸未減值
Loss	There is evidence indicating the asset is credit-impaired	Lifetime ECL- credit-impaired	Lifetime ECL- credit-impaired
虧損	有證據顯示資產已出現信貸減值	全期預期信貸虧損- 信貸減值	全期預期信貸虧損- 信貸減值
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Amount is written off	Amount is written off
撇銷	有證據顯示債務人處於嚴重財務困難且本集團並無收回款項的可實現前景	金額已撇銷	金額已撇銷

### 39. 金融工具 (續)

#### (b) 財務風險管理目標及政策 (續)

##### 信貸風險及減值評估 (續)

本集團內部信貸奉新評級評估包括以下類別：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 39. FINANCIAL INSTRUMENTS (continued)

#### (b) Financial risk management objectives and policies (continued)

##### Credit risk and impairment assessment

(continued)

The tables below detail the credit risk exposures of the Group's financial assets and other items, which are subject to ECL assessment:

### 39. 金融工具 (續)

#### (b) 財務風險管理目標及政策 (續)

##### 信貸風險及減值評估 (續)

下表詳列本集團財務資產及其他項目(須接受預期信貸虧損評估)所面臨的信貸風險:

At 31 December 2019 於二零一九年十二月三十一日	Notes 附註	External credit rating 外部信用評級	Internal credit rating 內部信用評級	12-month or lifetime ECL 12個月或全期信貸虧損	Gross carrying amount 賬面總值 RMB'000 人民幣千元
<b>Financial assets at amortised cost</b> 按攤銷成本計量之財務資產					
Trade receivable 應收賬款					
– sale of goods and services – 銷售商品及服務	25	N/A 不適用	(Note 1) (附註1)	Lifetime ECL 全期預期信貸虧損	15,511
Other receivables 其他應收款項	25	N/A 不適用	Low risk (Note 3) 低風險 (附註3)	12-month ECL 12個月預期信貸虧損	404,401
Other receivables 其他應收款項	25	N/A 不適用	Loss (Note 3) 虧損 (附註3)	Lifetime ECL (credit-impaired) 全期預期信貸虧損 (信貸減值)	73
Amounts due from related companies 應收關連公司款項	46(a)	N/A 不適用	Low risk (Note 3) 低風險 (附註3)	12-month ECL 12個月預期信貸虧損	491,784
Amounts due from non-controlling shareholders of subsidiaries 應收附屬公司非控股股東款項	46(a)	N/A 不適用	Low risk (Note 3) 低風險 (附註3)	12-month ECL 12個月預期信貸虧損	20,595
Restricted bank deposits 受限制銀行存款	27	A2	N/A 不適用	12-month ECL 12個月預期信貸虧損	62,840
Bank balances and cash 銀行結餘及現金	27	A3 to Aa3 A3至Aa3	N/A 不適用	12-month ECL 12個月預期信貸虧損	707,276
<b>Other items</b> 其他項目					
Trade receivables 其他項目					
– operating leases – 經營租賃	25	N/A 不適用	Low risk (Note 2) 低風險 (附註2)	12-month ECL 12個月預期信貸虧損	14,849
Financial guarantee contracts 財務擔保合約	44	N/A 不適用	Low risk (Note 5) 低風險 (附註5)	12-month ECL 12個月預期信貸虧損	4,806,327



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 39. FINANCIAL INSTRUMENTS (continued)

#### (b) Financial risk management objectives and policies (continued)

##### Credit risk and impairment assessment (continued)

At 31 December 2018 於二零一八年十二月三十一日	Notes 附註	External credit rating 外部信用評級	Internal credit rating 內部信用評級	12-month or lifetime ECL 12個月或全期信貸虧損	Gross carrying amount 賬面 RMB'000 人民幣千元 (restated) (經重列)
<b>Financial assets at amortised cost</b> 按攤銷成本計量之財務資產					
Trade receivable 應收賬款					
– sale of goods and services – 銷售商品及服務	25	N/A 不適用	(Note 1) (附註1)	Lifetime ECL 全期預期信貸虧損	8,766
Other receivables 其他應收款項	25	N/A 不適用	Low risk (Note 3) 低風險 (附註3)	12-month ECL 12個月預期信貸虧損	1,331,268
Other receivables 其他應收款項	25	N/A 不適用	Loss (Note 3) 虧損 (附註3)	Lifetime ECL (credit-impaired) 全期預期信貸虧損 (信貸減值)	73
Amounts due from related companies 應收關連公司款項	46(a)	N/A 不適用	Low risk (Note 3) 低風險 (附註3)	12-month ECL 12個月預期信貸虧損	1,083,582
Loan receivables 應收貸款	24	N/A 不適用	Low risk (Note 4) 低風險 (附註4)	12-month ECL 12個月預期信貸虧損	127,790
Restricted bank deposits 受限制銀行存款	27	A2	N/A 不適用	12-month ECL 12個月預期信貸虧損	90,344
Bank balances and cash 銀行結餘及現金	27	A3 to Aa3 A3至Aa3	N/A 不適用	12-month ECL 12個月預期信貸虧損	409,498
<b>Other items</b> 其他項目					
Trade receivables 應收賬款					
– operating leases – 經營租賃	25	N/A 不適用	Low risk (Note 2) (附註2)	12-month ECL 12個月預期信貸虧損	9,725
Financial guarantee contracts 財務擔保合約	44	N/A 不適用	Low risk (Note 5) 低風險 (附註5)	12-month ECL 12個月預期信貸虧損	4,263,443

### 39. 金融工具 (續)

#### (b) 財務風險管理目標及政策 (續)

##### 信貸風險及減值評估 (續)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 39. FINANCIAL INSTRUMENTS (continued)

#### (b) Financial risk management objectives and policies (continued)

##### Credit risk and impairment assessment

(continued)

Notes:

1. For trade receivables from sale of goods and services, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. The trade receivables from sales of goods and services are assessed for ECL based on provision matrix. No provision has been made for trade receivables from sales of goods and services at 31 December 2019 and 2018 according to provision matrix based on historical credit loss experience adjusted by forward-looking estimates without undue cost or effort.
2. The Group assessed 12-month ECL for trade receivables from operating leases. No provision has been made for trade receivables from operating leases at 31 December 2019 and 2018 according to the individual assessments based on historical credit loss experience adjusted by forward-looking estimates without undue cost or effort.
3. For the purposes of credit risk management, the Group uses past due information of the other debtors, related companies and non-controlling shareholders of subsidiaries to assess whether credit risk has increased significantly since initial recognition. Except for the credit-impaired balance of RMB73,000, which has been full impaired, the balances of other debtors are not past due at 31 December 2019 and 2018. The related companies and non-controlling shareholders of subsidiaries are considered by the management to have sound financial position and do not have any past-due amounts. In the opinion of the directors of the Company, the risk of default by these counterparties is not significant according to the individual assessments and the ECL on these balances are insignificant.

### 39. 金融工具 (續)

#### (b) 財務風險管理目標及政策 (續)

##### 信貸風險及減值評估 (續)

附註：

1. 就銷售商品及服務之應收賬款而言，本集團已應用香港財務報告準則第9號內的簡化方法計量全期預期信貸虧損減值撥備。銷售商品及服務之應收賬款根據撥備矩陣評估預期信貸虧損。於二零一九年及二零一八年十二月三十一日並無基於經前瞻性估計調整的過往信貸虧損經驗根據撥備矩陣計提撥備銷售商品及服務之應收賬款，而未耗費過多成本或精力。
2. 本集團就經營租賃應收賬款評估12個月預期信貸虧損。於二零一九年及二零一八年十二月三十一日並無基於經前瞻性估計調整的過往信貸虧損經驗根據個人評估計提撥備經營租賃應收賬款，而未耗費成本及精力。
3. 就風險管理而言，本集團使用其他債務人、關連公司及附屬公司非控股股東的逾期資料評估自初步確認起信貸風險是否顯著增加。除已信貸減值之結餘人民幣73,000元外，其他債務人之結餘於二零一九年及二零一八年十二月三十一日並未逾期。管理層認為關連公司及附屬公司非控股股東財務狀況穩健且並無逾期金額。本公司董事認為，根據個人評估，對手方違約風險並不重大且該等結餘之預期信貸虧損並不重大。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 39. FINANCIAL INSTRUMENTS (continued)

#### (b) Financial risk management objectives and policies (continued)

##### **Credit risk and impairment assessment**

(continued)

Notes: (continued)

4. For loan receivables, the Group uses past due information of the debtors and the value of secured assets to assess whether credit risk has increased significantly since initial recognition. The directors of the Company considered that the value of secured assets are higher than carrying amount of the loan receivables, thus the amount of loss given default is remote and no provision was made.
5. For the financial guarantee contracts provided by the Group to banks in connection with the customers' borrowing of mortgage loans to finance their purchase of properties, loan facilities granted to related companies and third parties, the Group measured the loss allowance on financial guarantee contracts by reference to the historical default rate of the purchasers, the loss on default based on the current property value and the pre-sale deposits already received and the forward looking information. The directors of the Company considered that the loss allowances on financial guarantee contracts at 31 December 2019 and 2018 were insignificant to the Group.

### 39. 金融工具 (續)

#### (b) 財務風險管理目標及政策 (續)

##### **信貸風險及減值評估 (續)**

附註：(續)

4. 就應收貸款而言，本集團使用債務人逾期資料及已抵押資產價值評估信貸風險自初步確認起是否顯著增加。本公司董事認為已抵押資產的價值高於應收貸款賬面值，因此違約虧損金額較小且未計提撥備。
5. 就本集團就客戶借入抵押貸款以撥資購買物業而向銀行提供的財務擔保合約、授予關連公司及第三方之貸款融資而言，本集團經參考買方的過往違約率、按當前物業價值計算的違約虧損及已收預售按金以及前瞻性資料後計量財務擔保合約的虧損撥備。本公司董事認為，於二零一九年及二零一八年十二月三十一日的財務擔保合約虧損撥備對本集團而言並不重大。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 39. FINANCIAL INSTRUMENTS (continued)

#### (b) Financial risk management objectives and policies (continued)

##### Liquidity risk management

Ultimate responsibility for liquidity risk management rests with the board of directors, which has built an appropriate liquidity risk management framework for the management of the Group's short, medium and long term funding and liquidity management requirements.

The Group manages liquidity risk by:

- continuously monitoring forecast and actual cash flows;
- maintaining adequate level of liquid assets mainly comprise of cash and cash equivalents and held for trading equities securities;
- receiving pre-sale deposits for sale of properties from customers; and
- applying long-term finance including convertible bond, promissory note, bonds payable and bank borrowings.

The following table details the Group's contractual maturity for its financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

### 39. 金融工具 (續)

#### (b) 財務風險管理目標及政策 (續)

##### 流動資金風險管理

於管理流動資金風險時，本集團監察其經營產生的現金狀況，並維持管理層認為足以為本集團業務提供資金及減輕現金流量波動影響的現金及現金等值水準。管理層監察借貸的使用情況，並確保遵守貸款契據。

本集團透過以下方式控制流動資金風險：

- 持續監控預測及實際現金流量；
- 保持足夠的流動資產水平主要包括現金及現金等價物以及持作交易股本證券；
- 就銷售物業收到客戶預售按金；及
- 應用長期融資，包括可換股債券、承兌票據、應付債券及銀行借貸。

下表詳列本集團財務負債之合約到期情況。表格乃根據本集團須還款之最早日期計算其財務負債之未貼現現金流量作出。下表包括利息及本金現金流量。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 39. FINANCIAL INSTRUMENTS (continued)

#### (b) Financial risk management objectives and policies (continued)

##### Liquidity risk management (continued)

##### Liquidity table

	Weighted average interest rate	on demand or less than 3 months	3 months to 1 year	1 – 2 years	2 – 5 years	Over 5 year	Total undiscounted cash flows	Carrying amount
	加權平均利率	少於3個月	三個月至一年	1至2年	2至5年	超過5年	總計未貼現現金流量總額	賬面值
	%	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 31 December 2019								
於二零一九年十二月三十一日								
Non – derivative financial liabilities								
非衍生財務負債								
Trade and other payables								
應付賬款及其他應付款項		1,267,295	-	-	-	-	1,267,295	1,267,295
Amounts due to related companies		642,927	-	-	-	-	642,927	642,927
應付關連公司款項		642,927	-	-	-	-	642,927	642,927
Amount due to a director		99,626	-	-	-	-	99,626	99,626
應付一名董事款項		99,626	-	-	-	-	99,626	99,626
Bank and other borrowings – fixed rate	7.94	236,576	708,177	1,043,778	2,290,100	1,092,616	5,371,247	4,229,928
銀行及其他借貸 – 固定利率	7.94	236,576	708,177	1,043,778	2,290,100	1,092,616	5,371,247	4,229,928
Lease liabilities	5.65	649	1,957	564	57	-	3,227	3,107
租賃負債	5.65	649	1,957	564	57	-	3,227	3,107
Debt component of convertible bond	9.55	4,475	-	4,475	460,891	-	469,841	322,972
可換股債券之債務部分	9.55	4,475	-	4,475	460,891	-	469,841	322,972
Promissory note	9.55	16,109	-	16,109	617,505	-	649,723	446,249
承兌票據	9.55	16,109	-	16,109	617,505	-	649,723	446,249
Financial guarantee contracts (note 44)		4,806,327	-	-	-	-	4,806,327	-
財務擔保合約 (附註44)		4,806,327	-	-	-	-	4,806,327	-
		7,073,984	710,134	1,064,926	3,368,553	1,092,616	13,310,213	7,012,104
Derivative-net settlement								
衍生工具之淨額結算								
Derivative component of convertible bond		293,981	-	-	-	-	293,981	293,981
可換股債券之衍生工具部分		293,981	-	-	-	-	293,981	293,981
At 31 December 2018 (restated)								
於二零一八年十二月三十一日 (經重列)								
Non – derivative financial liabilities								
非衍生財務負債								
Trade and other payables								
應付賬款及其他應付款項		1,685,436	-	-	-	-	1,685,436	1,685,436
Amounts due to related companies		1,480,448	-	-	-	-	1,480,448	1,480,448
應付關連公司款項		1,480,448	-	-	-	-	1,480,448	1,480,448
Amount due to a director		385,826	-	-	-	-	385,826	385,826
應付一名董事款項		385,826	-	-	-	-	385,826	385,826
Amounts due to non-controlling shareholders of subsidiaries		278,372	-	-	-	-	278,372	278,372
應付附屬公司非控股股東款項		278,372	-	-	-	-	278,372	278,372
Bank and other borrowings – fixed rate	8.57	409,506	2,526,510	825,955	551,559	203,768	4,517,298	4,067,497
銀行及其他借貸 – 固定利率	8.57	409,506	2,526,510	825,955	551,559	203,768	4,517,298	4,067,497
Bonds payable	12.08	-	10,549	-	-	-	10,549	9,404
應付債券	12.08	-	10,549	-	-	-	10,549	9,404
Financial guarantee contracts (note 44)		4,263,443	-	-	-	-	4,263,443	-
財務擔保合約 (附註44)		4,263,443	-	-	-	-	4,263,443	-
		8,503,031	2,537,059	825,955	551,559	203,768	12,621,372	7,906,983

### 39. 金融工具 (續)

#### (b) 財務風險管理目標及政策 (續)

##### 流動資金風險管理 (續)

##### 流動資金表格

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 39. FINANCIAL INSTRUMENTS (continued)

#### (b) Financial risk management objectives and policies (continued)

##### *Liquidity risk management (continued)*

##### *Liquidity table (continued)*

The amounts included above for financial guarantee contracts are the maximum amounts the Group could be required to settle in cash or other financial assets under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee. Based on expectations at the end of the reporting period, the Group considers that it is more likely than not that no amount will be payable under the arrangement. However, this estimate is subject to change depending on the probability of the counterparty claiming under the guarantee which is a function of the likelihood that the financial receivables held by counterparty which are guaranteed suffer credit losses.

#### (c) Fair value measurements of financial instruments

##### *Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis*

Some of the Group's financial assets and financial liabilities remeasured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular the valuation technique and inputs used).

### 39. 金融工具 (續)

#### (b) 財務風險管理目標及政策 (續)

##### *流動資金風險管理 (續)*

##### *流動資金表格 (續)*

以上載列就財務擔保合約之金額為倘擔保對手方索償有關金額時，本集團可能須就悉數擔保金額根據安排以現金或其他財務資產結償之最高金額。基於報告期末之估計，本集團認為根據安排須支付任何款項的可能性較低。然而，此估計可能有所改變，取決於持有已擔保應收財務款項之對手方遭受信貸虧損而按擔保追討之可能性。

#### (c) 財務工具公平值計量

##### *本集團根據經常性基準按公平值計量之財務資產及財務負債之公平值*

於各報告期末，本集團之若干財務資產及財務負債按公平值重新計量。下表所載資料說明該等財務資產之公平值釐定方式（特別是所用估值方法及輸入數據）。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 39. FINANCIAL INSTRUMENTS (continued)

#### (c) Fair value measurements of financial instruments (continued)

**Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (continued)**

### 39. 金融工具 (續)

#### (c) 財務工具公平值計量 (續)

本集團根據經常性基準按公平值計量之財務資產及財務負債之公平值 (續)

	Fair value at 公平值		Fair value hierarchy 公平值 等級	Valuation technique and inputs used 所用估值技術 及輸入數據
	31 December 2019 二零一九年 十二月三十一日 RMB'000 人民幣千元	31 December 2018 二零一八年 十二月三十一日 RMB'000 人民幣千元 (restated) (經重列)		
Financial assets 財務資產				
Financial assets at FVTPL 按公平值計入損益之財務資產	24,889	60,611	Level 1 第一級	Quoted prices (unadjusted) in active markets for identical assets. 類似資產在活躍市場中的報價 (未經調整)
Derivative component of convertible bond 可換股債券之衍生組成部分	293,981	-	Level 3 第三級	Binomial model-Fair value is estimated based on time-to-maturity, stock price, conversion price, risk-free rate, discount rate, expected volatility and expected dividend. 二項式模型-公平值按到期日、股價、轉換價、無風險利率、折現率、預期波幅及預期股息估計。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 39. FINANCIAL INSTRUMENTS (continued)

#### (c) Fair value measurements of financial instruments (continued)

##### **Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (continued)**

There were no transfers between Level 1 and 2 in the current and prior years.

The reconciliation of level 3 fair value measurements are set out in note 34.

The fair values of financial assets and financial liabilities of the Group are determined as follows:

- the fair value of financial assets and financial liabilities carried at amortised costs is determined in accordance with generally accepted pricing models based on discounted cash flow analysis, which the carrying amount is approximate to its fair value; and
- the fair value of financial guarantee contracts at initial recognition is determined to be insignificant, using option pricing models where the main assumptions are the probability of default by the specified counterparty extrapolated from market – based credit information and the amount of loss, given the default.

### 39. 金融工具 (續)

#### (c) 財務工具公平值計量 (續)

本集團根據經常性基準按公平值計量之財務資產及財務負債之公平值 (續)

於本年度及過往年度第一級與第二級之間並無轉撥。

第三級公平值計量對賬載於附註34。

本集團財務資產及財務負債之公平值按以下釐定：

- 按攤銷成本結算之財務資產及財務負債之公平值乃按貼現現金流量分析根據公認定價模式釐定，其賬面值與其公平值相若；及
- 於初步確認時財務擔保合約之公平值並不重大，乃使用期權定價模式釐定，當中主要假設為按市場信貸資料推斷特定對手方欠款之可能性及在欠款情況下之虧損金額。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 40. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

### 40. 融資活動所產生的負債對賬

下表詳列本集團自融資活動產生的負債，包括現金及非現金變動。融資活動產生的負債指於本集團之綜合現金流量表中將其現金流已歸類為或將未來現金流量歸類為融資活動現金流量之負債。

		Bank and other borrowings	Lease liabilities	Interest payable	Bonds payable	Amounts due to related companies	Amount due to a director	Amounts due to non-controlling shareholders of subsidiaries	Total
		銀行及其他借款	租賃負債	應付利息	應付債券	應付相關公司款項	應付一名董事款項	應付附屬公司非控股股東款項	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(Note 30)			(Note 33)	(Note 46(a))		(Note 46(a))	
		(附註30)			(附註33)	(附註46(a))		(附註46(a))	
At 1 April 2018 (restated)	於二零一八年四月一日 (經重列)	4,838,300	-	-	8,280	549,752	286,200	167,690	5,850,222
Financing cash flows	融資現金流	(770,803)	-	(287,884)	(495)	555,371	99,626	110,682	(293,503)
Foreign exchange translation	外匯換算	-	-	-	810	-	-	-	810
Finance costs	融資成本	-	-	287,884	809	-	-	-	288,693
Non-cash transactions	非現金交易	-	-	-	-	375,325	-	-	375,325
	(Note 46(a)(iv) & note 45(c)) (附註46(a)(iv))及附註45(c)	-	-	-	-	375,325	-	-	375,325
At 31 December 2018 (restated)	於二零一八年十二月三十一日 (經重列)	4,067,497	-	-	9,404	1,480,448	385,826	278,372	6,221,547
Adjustment upon application of HKFRS 16	應用香港財務報告準則第16號時之調整	-	829	-	-	-	-	-	829
At 1 January 2019 (restated)	於二零一九年一月一日 (經重列)	4,067,497	829	-	9,404	1,480,448	385,826	278,372	6,222,376
Financing cash flows	融資現金流	162,431	(2,009)	(404,246)	(10,077)	443,075	(286,200)	(239,784)	(336,810)
Foreign exchange translation	外匯換算	-	(19)	-	35	-	-	-	16
New leases entered	已訂立之新租賃	-	4,127	-	-	-	-	-	4,127
Finance costs	融資成本	-	179	404,246	638	-	-	-	405,063
Non-cash transactions	非現金交易	-	-	-	-	(1,280,596)	-	(38,588)	(1,319,184)
	(Note 46(a)(iii) & note 45(c)) (附註46(a)(iii))及附註45(c)	-	-	-	-	(1,280,596)	-	(38,588)	(1,319,184)
At 31 December 2019	於二零一九年十二月三十一日	4,229,928	3,107	-	-	642,927	99,626	-	4,975,588

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 41. PLEDGE OF ASSETS

The following assets were pledged to secure certain bank and other facilities granted to the Group at the end of the reporting period:

### 41. 資產抵押

於報告期末，下列資產已抵押以作為本集團獲授若干銀行及其他融資之擔保：

		At 31 December 2019 於 二零一九年 十二月三十一日 RMB'000 人民幣千元	At 31 December 2018 於 二零一八年 十二月三十一日 RMB'000 人民幣千元 (restated) (經重列)
Investment properties (note 19) (note a)	投資物業(附註19)(附註a)	5,738,437	4,537,294
Inventories of properties (note 23)	物業存貨(附註23)	4,840,692	3,492,904
Right-of-use assets (note 18)	使用權資產(附註18)	1,003,349	-
Properties under development (note 20)	發展中物業(附註20)	279,860	351,254
Trade and other receivables (note 25) (note a)	應收賬款及其他應收款項 (附註25)(附註a)	14,849	132,225
Pledge bank deposits (note 27)	已抵押銀行存款(附註27)	10,558	26,200
Property, plant and equipment (note 17)	物業、廠房及設備(附註17)	866	29,515
Prepaid lease payments (note 18)	預付租賃付款(附註18)	-	1,177,786
		<b>11,888,611</b>	<b>9,747,178</b>
Net asset of subsidiaries (note b)	附屬公司淨資產(附註b)	<b>2,233,522</b>	<b>921,171</b>

#### Notes:

- (a) Certain rental proceeds on the Group's investment properties were also pledged to secure the bank borrowings granted to the Group.
- (b) As at 31 December 2019 and 2018, the entire ordinary shares of Xian Sandi Real Estate Development Co. Ltd ("Xi'an Sandi"), an indirect wholly-owned subsidiary of the Company, was pledged to secure the other borrowings.

As at 31 December 2019, the entire ordinary shares of Fujian Sinco, an indirect wholly-owned subsidiary of the Company, was pledged to secure the other borrowings.

As at 1 April 2018, the entire ordinary shares of Baoji Sandi Real Estate Development Co., Ltd. ("Baoji Sandi") and Shanghai Gaojia Real Estate Development Co., Ltd. ("Shanghai Gaojia"), indirect wholly-owned subsidiaries of the Company, were pledged to secure the other borrowings. The relevant other borrowing was fully repaid and the pledged shares were released during the nine months ended 31 December 2018.

#### 附註：

- (a) 本集團投資物業的若干租金所得款項亦已抵押以獲得授予本集團之銀行借貸。
- (b) 於二零一九年及二零一八年十二月三十一日，本公司間接全資附屬公司西安三迪房地產開發有限公司(「西安三迪」)之全部普通股已予抵押以獲取其他借貸。

於二零一九年十二月三十一日，本公司間接全資附屬公司福建先科之全部普通股已予抵押以獲取其他借貸。

於二零一八年四月一日，本公司間接全資附屬公司寶雞三迪房地產開發有限公司(「寶雞三迪」)及上海高佳房地產開發有限公司(「上海高佳」)之全部普通股已予抵押以獲取其他借貸。於截至二零一八年十二月三十一日止九個月，相關其他借貸已悉數償還及已抵押股份已獲解除。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 42. CAPITAL AND OTHER COMMITMENTS

At the end of respective period, the Group has capital and other commitments as follow:

### 42. 資本及其他承擔

於各期末，本集團之資本及其他承擔如下：

	At 31 December 2019 於 二零一九年 十二月三十一日 RMB'000 人民幣千元	At 31 December 2018 於 二零一八年 十二月三十一日 RMB'000 人民幣千元 (restated) (經重列)
Capital expenditure contracted for but not provided in consolidated financial statements in respect of:		
– Construction commitments for properties under development	479,462	613,507
– Construction commitments for investment properties	405,189	1,237,741
– Decoration commitments in respect of investment properties (note)	–	240,000
Other commitments contracted for but not provided in consolidated financial statements in respect of:		
– Construction commitments for properties for sales	3,043,531	2,846,464
– Construction commitments for acquisition of land use rights	232,000	–
	<b>4,160,182</b>	<b>4,937,712</b>

Note:

As at 31 December 2018, the Group has decoration commitments in respect of investment properties amounted to approximately RMB240,000,000, the commitment was released after the Group entered into a termination agreement with the counterparty during the current year.

附註：

於二零一八年十二月三十一日，本集團有關投資物業之裝修承擔約為人民幣240,000,000元，有關承擔於本集團於本年度與對手方訂立終止協議後獲解除。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 43. OPERATING LEASES

#### The Group as lessee

The Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

### 43. 經營租賃

#### 本集團作為承租人

本集團在不可撤銷經營租賃項下的日後最低租賃付款承擔到期情況如下：

		At 31 December 2018 於 二零一八年 十二月三十一日 RMB'000 人民幣千元 (restated) (經重列)
With one year	一年內	612
In the second to the fifth year inclusive	第二至第五年(包括首尾兩年)	506
		1,118

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 43. OPERATING LEASES (continued)

#### The Group as lessor

All of the properties held for rental purposes have committed lessees for the next one to twenty years.

Minimum lease payments receivable on leases are as follows:

		At 31 December 2019 於 二零一九年 十二月三十一日 RMB'000 人民幣千元
With one year	一年內	93,254
In the second year	第二年	48,286
In the third year	第三年	43,962
In the fourth year	第四年	43,316
In the fifth year	第五年	40,265
After five years	五年以後	139,714
		408,797

The Group had contracted with lessees for the following future minimum lease payments:

		At 31 December 2018 於 二零一八年 十二月三十一日 RMB'000 人民幣千元 (restated) (經重列)
With one year	一年內	62,432
In the second to the fifth year inclusive	第二至第五年(包括首尾兩年)	128,127
After five years	五年以後	98,908
		289,467

### 43. 經營租賃(續)

#### 本集團作為出租人

所有持作租賃物業於未來一至二十年內均已獲承租人承租。

租賃之最低應收租賃付款如下：

		At 31 December 2018 於 二零一八年 十二月三十一日 RMB'000 人民幣千元 (restated) (經重列)
With one year	一年內	62,432
In the second to the fifth year inclusive	第二至第五年(包括首尾兩年)	128,127
After five years	五年以後	98,908
		289,467

本集團已就下列未來最低租賃付款而與承租方訂約：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 44. CONTINGENT LIABILITIES

At the end of respective reporting period, the Group had contingent liabilities as follows:

### 44. 或然負債

於各報告期末，本集團擁有的或然負債如下：

	At 31 December 2019 於 二零一九年 十二月三十一日 RMB'000 人民幣千元	At 31 December 2018 於 二零一八年 十二月三十一日 RMB'000 人民幣千元 (restated) (經重列)
Guarantees given in favour of banks for:		
Mortgage facilities granted to purchases of the Group's properties (note a)	3,566,879	2,516,958
Guarantees given to banks in connection with loan facilities granted to related companies (note b)	1,157,000	1,339,300
Guarantees given to banks in connection with loan facilities granted to third parties (note c)	82,448	407,185
	<b>4,806,327</b>	<b>4,263,443</b>

Notes:

- (a) The Group had provided guarantees in respect of mortgage facilities granted by certain banks in connection with the mortgage loans entered into by purchasers of the Group's properties. Pursuant to the terms of the guarantees, if a purchaser defaults on the payment of its mortgage during the term of guarantee, the bank holding the mortgage may demand the Group to repay the outstanding amount of the loan and any accrued interest thereon. Under such circumstances, the Group is able to retain the customer's sales deposit and sell the property to recover any amounts paid by the Group to the bank. The guarantee period commences from the dates of grant of the relevant mortgage loans and end after the buyer obtained the individual property ownership certificate. In the opinion of the directors, no provision for the guarantee contracts is recognised as the default risk is low and the fair value of the financial guarantee contracts is insignificant.

附註：

- (a) 本集團就若干銀行授出之按揭融資提供擔保，該等按揭融資涉及由本集團物業買家所訂立之按揭貸款。根據擔保之條款，倘該等買家於擔保期間拖欠按揭款項，持有按揭之銀行可要求本集團償還貸款之未償還款項及其任何應計利息。在該等情況下，本集團可留置客戶銷售按金及銷售物業，以收回本集團向銀行支付之任何款項。擔保期限由相關按揭貸款授出日期起計，並於買家取得個別房產證後結束。董事認為，由於違約風險較低且財務擔保合約之公平值並不重大，故並無確認擔保合約之撥備。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 44. CONTINGENT LIABILITIES (continued)

Notes: (continued)

- (b) In the opinion of the directors of the Company, the fair value of the financial guarantees given to banks in connection with loan facilities granted to the related companies which is controlled by Mr. Guo Jiadi or Ms. Shum Xi Xia, the sister-in-law of Mr. Guo Jiadi, was insignificant as the fair value of assets pledged is higher than the financial guarantees at the date of inception and at the end of each reporting period. Also, no provision for the guarantees contracts at the end of the reporting period is recognised as the default risk is low.
- (c) In the opinion of the directors of the Company, the fair value of the financial guarantees given to banks in connection with loan facilities granted to third parties was insignificant as the fair value of assets pledged is higher than the financial guarantees at the date of inception and at the end of each reporting period. Also, no provision for the guarantees contracts at the end of the reporting period is recognised as the default risk is low.

### 45. MAJOR NON-CASH TRANSACTIONS

- (a) During the year ended 31 December 2019, certain subsidiaries of the Company had arranged several netting arrangements with certain related companies and independent third parties. Under the arrangements, the subsidiaries of the Company, the related companies and independent third parties agreed to net off the amounts due from related companies, amounts due to related companies, amounts due from independent third parties and amounts due to independent third parties amounted to RMB617,662,000, RMB1,280,596,000, RMB1,014,439,000 and RMB351,505,000, respectively.
- (b) During the year ended 31 December 2019, Fuzhou Gaojia, an indirect wholly-owned subsidiary of the Company, entered into a sale and purchase agreement with Nanping Huiteng to acquire additional non-controlling interests of Wuyishan Gaojia. Pursuant to the agreement, the amount due to non-controlling shareholder of RMB38,588,000 was settled by equity transaction, as set out in note 31(ii).

### 44. 或然負債 (續)

附註：(續)

- (b) 本公司董事認為，就授予關連公司（由郭加迪先生或郭加迪先生配偶之妹妹沈細霞女士控制）的貸款融資而向銀行提供的財務擔保之公平值並不重大，因為已抵押資產之公平值高於開始日期及各報告期末之財務擔保。由於違約風險較低，故於報告期末並無確認擔保合約之撥備。
- (c) 本公司董事認為，就授予第三方貸款融資而向銀行提供之財務擔保之公平值並不屬重大，因為已抵押資產之公平值高於開始日期及各報告期末之財務擔保。由於違約風險較低，故於報告期末並無確認擔保合約之撥備。

### 45. 主要非現金交易

- (a) 於截至二零一九年十二月三十一日止年度，本公司若干附屬公司與若干關連公司及獨立第三方安排若干淨額結算安排。根據該等安排，本公司附屬公司、關連公司及獨立第三方同意結算應收關連公司款項、應付關連公司款項、應收獨立第三方款項及應付獨立第三方款項分別為人民幣617,662,000元、人民幣1,280,596,000元、人民幣1,014,439,000元及人民幣351,505,000元。
- (b) 於截至二零一九年十二月三十一日止年度，本公司間接全資附屬公司福州高佳與南平輝騰訂立買賣協議，以收購武夷山高佳的額外非控股權益。根據該協議，應付非控股股東款項人民幣38,588,000元乃如附註31(ii)所載以股本交易結算。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 45. MAJOR NON-CASH TRANSACTIONS (continued)

- (c) During the year ended 31 December 2018, certain subsidiaries of the Company entered into several debt assignment agreements with certain related companies and independent third parties. Pursuant to the agreements, the Group conditionally agreed to assign, and the related companies and independent third parties conditionally agreed to accept, transfer of other payables of RMB375,325,000 to amounts due to related companies. The debt assignments were completed on 30 June 2018.

### 46. RELATED PARTY TRANSACTIONS AND BALANCES

- (a) The Group had the following balances with related parties at the end of each reporting period:

### 45. 主要非現金交易 (續)

- (c) 於截至二零一八年十二月三十一日止年度，本公司若干附屬公司及獨立第三方訂立若干債務轉讓協議。根據該等協議，本集團有條件同意轉讓，及關連公司及獨立第三方有條件同意接受，將其他應付款項人民幣375,325,000元轉至應付關連公司款項。債務轉讓於二零一八年六月三十日完成。

### 46. 有關連人士之交易

- (a) 於各報告期末，本集團擁有以下關連方結餘：

				Maximum amount during the year/nine months ended 截至本年度/期間止之最大款項	
	At 31 December 2019 於二零一九年十二月三十一日 RMB'000 人民幣千元	At 31 December 2018 於二零一八年十二月三十一日 RMB'000 人民幣千元 (restated) (經重列)	At 1 April 2018 於二零一八年四月一日 RMB'000 人民幣千元 (restated) (經重列)	31 December 2019 於二零一九年十二月三十一日 RMB'000 人民幣千元	31 December 2018 於二零一八年十二月三十一日 RMB'000 人民幣千元 (restated) (經重列)
Amounts due from related companies (notes (i), (ii) and (iii)) 應收關連公司款項 (附註(i)、(ii)及(iii))	491,784	1,083,582	753,048	1,083,582	1,083,582
Amounts due from non-controlling shareholders of subsidiaries (notes (i) and (iv)) 應收附屬公司非控股股東款項 (附註(i)及附註(iv))	20,595	-	-	20,595	-
	<b>512,379</b>	<b>1,083,582</b>	753,048	1,104,177	<b>1,083,582</b>
Amounts due to related companies (notes (i), (ii) and (iii)) 應付關連公司款項 (附註(i)、(ii)及(iii))	642,927	1,480,448	549,752	N/A	N/A
Amounts due to non-controlling shareholders of subsidiaries (notes (i) and (iv)) 應付附屬公司非控股股東款項 (附註(i)及附註(iv))	-	278,372	167,690	N/A	N/A
Amount due to a director (note (i)) 應付一名董事款項 (附註(i))	99,626	385,826	286,200	N/A	N/A
	<b>742,553</b>	<b>2,144,646</b>	1,003,642	<b>N/A</b>	<b>N/A</b>



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 46. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

(a) (continued)

Notes:

- (i) The balances are of non-trade in nature, unsecured, interest-free, repayable on demand.
- (ii) Mr. Guo Jiadi is a director and beneficial owner of these companies.
- (iii) During the year ended 31 December 2019, certain PRC subsidiaries had arranged multi-party netting agreements with related companies which Mr. Guo Jiadi is beneficially interested in, and has legally enforceable right to offset balances among the related parties in an aggregate amount of RMB1,280,596,000. As at 31 December 2019, amounts due from related companies of RMB491,784,000 and amounts due to related companies of RMB642,927,000 were recognised as current assets and current liabilities respectively as the result of such arrangement.

During the nine months ended 31 December 2018, certain PRC subsidiaries have entered into debt assignments with related companies and independent third parties. Pursuant to the agreements, the other payables of RMB375,325,000 (restated) was transferred to amounts due to related companies. As at 31 December 2018, amounts due to related companies of RMB1,480,448,000 was recognised as current liabilities as the result of such arrangement.

Those arrangements are considered as non-cash transaction for preparation of the consolidated statement of cash flows.

- (iv) These entities have significant influence over several non-wholly owned subsidiaries of the Group.

### 46. 有關連人士之交易 (續)

(a) (續)

附註：

- (i) 結餘屬非貿易性質、無抵押、免息及須按要求償還。
- (ii) 郭加迪先生為該等公司之董事及實益擁有人。
- (iii) 截至二零一九年十二月三十一日止年度，若干中國附屬公司已與由郭加迪先生實益擁有之關連公司安排多方淨額結算安排，並具有法定可執行權利以抵銷關連人士之餘額總金額人民幣1,284,196,000元。於二零一九年三月三十一日，由於有關安排，應收關連公司款項人民幣491,784,000元及應付關連公司款項人民幣642,927,000元分別確認為流動資產及流動負債。

截至二零一八年十二月三十一日止九個月，若干中國附屬公司已與關連公司及獨立第三方訂立債務轉讓。根據該等協議，其他應付款項人民幣375,325,000元（經重列）已轉讓至應付關連公司款項。於二零一八年十二月三十一日，該等應付關連公司款項人民幣1,480,448,000元於該安排後確認為流動負債。

為編製綜合現金流量表，本安排被視為非現金交易。

- (iv) 該等實體對本集團若干非全資附屬公司影響重大。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 46. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

(b) The Group entered into the following transactions with its related parties during the year/period:

Name of related parties	Nature of transaction	Year ended 31 December 2019 二零一九年 十二月三十一日 止年度	Nine Months ended 31 December 2018 二零一八年 十二月三十一日 止九個月 (restated) (經重列)
Fujian Sandi Real Estate Development Co., Ltd. (Note) 福建三迪房地產開發有限公司(附註)	Rental income received 已收租金收入	240	180

Note: Mr. Guo Jiadi is a director and controlling shareholder of the related company.

附註：郭加迪先生為關聯公司之董事及控股股東。

(c) Remuneration of directors and other members of key management during the year/period was as follows:

(c) 於年度／期間，董事及其他主要管理層成員之酬金如下：

		Year ended 31 December 2019 二零一九年 十二月三十一日 止年度 RMB'000 人民幣千元	Nine months ended 31 December 2018 二零一八年 十二月三十一日 止九個月 RMB'000 人民幣千元 (restated) (經重列)
Short-term employee benefits	短期僱員福利	5,062	3,956
Post-employment benefits	離職後福利	292	172
Share-based payments	以股份為基準之付款	865	2,401
		<b>6,219</b>	<b>6,529</b>

(d) Mr. Guo Jiadi and Ms. Shen Bizhen, the spouse of Mr. Guo Jiadi, have provided guarantees to banks for the bank borrowings. Details of guarantees are set out in note 30.

(d) 郭加迪先生及郭加迪先生配偶沈碧珍女士已就銀行借貸向銀行提供擔保。擔保詳情載於附註30。

(e) As disclosed in note 44, the Group provided guarantees to the related companies amounted to RMB1,157,000,000 (2018: RMB1,339,300,000 (restated)) at 31 December 2019.

(e) 如附註44所披露，於二零一九年十二月三十一日本集團已向關聯公司提供擔保金額為人民幣1,157,000,000元(二零一八年：人民幣1,339,300,000元(經重列))。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 47. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

### 47. 本公司主要附屬公司之詳情

#### General information of subsidiaries

Details of the subsidiaries directly and indirectly held by the Company at the end of the reporting period are set out below.

#### 附屬公司一般資料

於報告期末本公司直接及間接持有之附屬公司之詳情載列如下。

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ operations 成立/註冊/ 經營地點	Paid up issued/ registered capital 繳足發行 註冊資本	Proportion ownership interest held by the Company 本公司所持擁有權權益之比例				Proportion of voting power held by the Company 本公司所持投票權之比例				Principal activities 主要業務
			Directly 直接		Indirectly 間接		Directly 直接		Indirectly 間接		
			At 31 December 2019 於 二零一九年 十二月三十一日 %	At 31 December 2018 於 二零一八年 十二月三十一日 %	At 31 December 2019 於 二零一九年 十二月三十一日 %	At 31 December 2018 於 二零一八年 十二月三十一日 %	At 31 December 2019 於 二零一九年 十二月三十一日 %	At 31 December 2018 於 二零一八年 十二月三十一日 %	At 31 December 2019 於 二零一九年 十二月三十一日 %	At 31 December 2018 於 二零一八年 十二月三十一日 %	
Fujian Sinco* 福建先科*	The PRC 中國	RMB290,000,000 人民幣290,000,000元	-	-	100%	100%	-	-	100%	100%	Property investment 物業投資
Fujian Jingdu Land Co., Ltd* 福建京都置業有限公司	The PRC 中國	RMB100,000,000 人民幣100,000,000元	-	-	100%	100%	-	-	100%	100%	Property development and property investment 物業發展及物業投資
Xian Sandi* 西安三迪	The PRC 中國	RMB100,000,000 人民幣100,000,000元	-	-	100%	100%	-	-	100%	100%	Property development 物業發展
Nanping Sandi Xiangsong Property Development Co., Ltd (*Nanping Xiangsong)* 南平三迪香頌有限公司 (「南平香頌」)	The PRC 中國	RMB50,000,000 人民幣50,000,000元	-	-	60%	60%	-	-	60%	60%	Property development 物業發展
Strike Again Group Ltd Strike Again Group Ltd	BVI 英屬處女群島	US\$1 1美元	100%	100%	-	-	100%	100%	-	-	Securities trading 證券交易
Grand International Development Limited 廣大國際發展有限公司	Hong Kong 香港	HK\$100 100港元	-	-	100%	100%	-	-	100%	100%	Investment holding 投資控股
Guoshi Investment Group Company Limited* 郭氏投資集團有限公司	The PRC 中國	RMB100,000,000 人民幣100,000,000元	-	-	100%	100%	-	-	100%	100%	Investment holding 投資控股
Fuzhou Gaojia* 福州高佳	The PRC 中國	RMB1,500,900,000 人民幣 1,500,900,000元	-	-	100%	100%	-	-	100%	100%	Property development and property investment 物業發展及物業投資
Shanghai Gaojia* 上海高佳	The PRC 中國	RMB55,000,000 人民幣55,000,000元	-	-	100%	100%	-	-	100%	100%	Property development 物業發展

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 47. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

#### General information of subsidiaries (continued)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ operations 成立/註冊/ 經營地點	Paid up issued/ registered capital 繳足發行 註冊資本	Proportion ownership interest held by the Company					Proportion of voting power held by the Company					Principal activities 主要業務
			本公司所持擁有權權益之比例					本公司所持投票權之比例					
			Directly 直接		Indirectly 間接			Directly 直接		Indirectly 間接			
			At 31 December 2019 於 二零一九年 十二月三十一日 %	At 31 December 2018 於 二零一八年 十二月三十一日 %	At 31 December 2019 於 二零一九年 十二月三十一日 %	At 31 December 2018 於 二零一八年 十二月三十一日 %	At 31 December 2019 於 二零一九年 十二月三十一日 %	At 31 December 2018 於 二零一八年 十二月三十一日 %	At 31 December 2019 於 二零一九年 十二月三十一日 %	At 31 December 2018 於 二零一八年 十二月三十一日 %	At 31 December 2019 於 二零一九年 十二月三十一日 %	At 31 December 2018 於 二零一八年 十二月三十一日 %	
Shanghai Sandi Real Estate Development Co. Ltd*	The PRC	RMB196,000,000	-	-	100%	100%	-	-	100%	100%	Property development and property investment		
上海三迪房地產開發有限公司	中國	人民幣196,000,000元									物業發展及物業投資		
Baoji Sandi*	The PRC	RMB150,000,000	-	-	100%	100%	-	-	100%	100%	Property development and property investment		
寶雞三迪	中國	人民幣150,000,000元									物業發展及物業投資		
Jilin First*	The PRC	RMB100,000,000	-	-	51%	51%	-	-	51%	51%	Property development		
吉林首創	中國	人民幣100,000,000元									物業發展		
Yongtai Sandi Real Estate Development Co. Ltd*	The PRC	RMB100,000,000	-	-	100%	100%	-	-	100%	100%	Property development		
永泰三迪房地產開發有限公司	中國	人民幣100,000,000元									物業發展		
Nanping Sandi Real Estate Development Co. Ltd ("Nanping Sandi")*	The PRC	RMB50,000,000	-	-	51%	51%	-	-	51%	51%	Property development		
南平三迪房地產開發有限公司 (「南平三迪」)	中國	人民幣50,000,000元									物業發展		
Wuyishan Gaojia Real Estate Development Co. Ltd*	The PRC	RMB20,000,000	-	-	100%	51%	-	-	100%	51%	Property development		
武夷山高佳房地產開發有限公司	中國	人民幣20,000,000元									物業發展		
Yongtai Gaojia Real Estate Development Co. Ltd*	The PRC	RMB82,500,000	-	-	100%	100%	-	-	100%	100%	Property development		
永泰三迪房地產開發有限公司	中國	人民幣82,500,000元									物業發展		
Baoji Ruijiacheng*	The PRC	RMB50,000,000	-	-	100%	-	-	-	100%	-	Property development		
寶雞瑞嘉城	中國	人民幣50,000,000元									物業發展		

\* These companies are wholly foreign owned enterprises established in the PRC. The English names of these companies are for reference only and have not been registered.

The above table lists the subsidiaries of the Company which, in the opinion of the Directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, results in particulars of excessive length.

None of the subsidiaries had issued any debt securities at the end of the year.

### 47. 本公司主要附屬公司之詳情 (續)

#### 附屬公司一般資料 (續)

\* 該等公司為於中國成立之外商獨資企業。該等公司英文名稱僅供參考且未經註冊。

上表載列董事認為主要影響本集團業績或資產之本公司附屬公司。董事認為，提供其他附屬公司之詳情將導致篇幅過於冗長。

於年末概無附屬公司發行任何債務證券。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 47. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

#### Details of non-wholly owned subsidiaries that have material non-controlling interests

The table below shows details of non-wholly owned subsidiaries of the Group that have material non-controlling interests:

Name of subsidiary	Place of incorporation and principal place of business	Proportion of ownership interests and voting rights held by non-controlling interests		Loss allocated to non-controlling interests		Accumulated non-controlling interests	
		At 31 December 2019	At 31 December 2018	At 31 December 2019	At 31 December 2018	At 31 December 2019	At 31 December 2018
附屬公司名稱	註冊成立及業務主要地點	非控股權益所持有之擁有權權益及投票權之比例		分配至非控股權益之虧損		累計非控股權益	
		At 31 December 2019	At 31 December 2018	At 31 December 2019	At 31 December 2018	At 31 December 2019	At 31 December 2018
		於二零一九年十二月三十一日	於二零一八年十二月三十一日	於二零一九年十二月三十一日	於二零一八年十二月三十一日	於二零一九年十二月三十一日	於二零一八年十二月三十一日
				RMB'000	RMB'000	RMB'000	RMB'000
			(restated)	人民幣千元	人民幣千元	人民幣千元	人民幣千元
			(經重列)		(restated)		(restated)
			(經重列)		(經重列)		(經重列)
Nanping Xiangsong	The PRC	40%	40%	(9,220)	(2,510)	8,198	17,419
南平香頌	中國						
Nanping Sandi	The PRC	49%	49%	(3,741)	(4,697)	11,960	15,700
南平三迪	中國						
Jilin First	The PRC	49%	49%	(2,022)	(2,205)	33,811	35,834
吉林首創	中國						
Wuyishan Gaojia	The PRC	-	49%	-	(115)	-	9,684
武夷山高佳	中國						
				(14,983)	(9,527)	53,969	78,637

Summarised financial information in respect of each of the Group's subsidiaries that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

### 47. 本公司主要附屬公司之詳情 (續)

#### 擁有重大非控股權益之非全資附屬公司之詳情

下表詳列本集團擁有重大非控股權益之非全資附屬公司詳情：

本集團具有重大非控股權益的附屬公司的財務資料概要載列如下。下文財務資料概要指集團間抵銷前的金額。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 47. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

Nanping Xiangsong (continued)

### 47. 本公司主要附屬公司之詳情 (續)

南平香頌

		At 31 December 2019 於 二零一九年 十二月三十一日 RMB'000 人民幣千元	At 31 December 2018 於 二零一八年 十二月三十一日 RMB'000 人民幣千元 (restated) (經重列)
Current assets	流動資產	1,108,823	616,974
Non-current assets	非流動資產	6,718	4,977
Current liabilities	流動負債	(1,019,058)	(578,405)
Non-current liabilities	非流動負債	(75,987)	-
Net assets	資產淨值	20,496	43,546
Equity attributable to owners of the Company	本公司擁有人應佔權益	12,298	26,127
Non-controlling interests	非控股權益	8,198	17,419

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 47. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

Nanping Xiangsong (continued)

### 47. 本公司主要附屬公司之詳情 (續)

南平香頌 (續)

		Year ended 31 December 2019 二零一九年 十二月三十一日 止年度 RMB'000 人民幣千元	Nine months ended 31 December 2018 二零一八年 十二月三十一日 止九個月 RMB'000 人民幣千元 (restated) (經重列)
Income	收入	303	35
Expenses	開支	<b>(23,353)</b>	(6,310)
Loss for the year/period	本年度／期間虧損	<b>(23,050)</b>	(6,275)
Loss attributable to owners of the Company	本公司擁有人應佔虧損	<b>(13,830)</b>	(3,765)
Loss attributable to of the non-controlling interests	非控股權益應佔溢利虧損	<b>(9,220)</b>	(2,510)
Loss for the year/period	本年度／期間虧損	<b>(23,050)</b>	(6,275)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 47. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

Nanping Xiangsong (continued)

### 47. 本公司主要附屬公司之詳情 (續)

南平香頌 (續)

		Year ended 31 December 2019 二零一九年 十二月三十一日 止年度 RMB'000 人民幣千元	Nine months ended 31 December 2018 二零一八年 十二月三十一日 止九個月 RMB'000 人民幣千元 (restated) (經重列)
Dividends paid to non-controlling interests	已付非控股權益之股息	-	-
Net cash outflow from operating activities	經營活動之現金流出淨額	<b>(312,328)</b>	(34,829)
Net cash outflow from investing activities	投資活動之現金流出淨額	<b>(3,202)</b>	(4,796)
Net cash inflow from financing activities	融資活動之現金流入淨額	<b>340,859</b>	50,000
Net cash inflow	現金流入淨額	<b>25,329</b>	10,375



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 47. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

#### Nanping Sandi

### 47. 本公司主要附屬公司之詳情 (續)

#### 南平三迪

		At 31 December 2019 於 二零一九年 十二月三十一日 RMB'000 人民幣千元	At 31 December 2018 於 二零一八年 十二月三十一日 RMB'000 人民幣千元 (restated) (經重列)
Current assets	流動資產	1,553,767	1,471,402
Non-current assets	非流動資產	7,781	5,919
Current liabilities	流動負債	(1,535,400)	(1,266,280)
Non-current liabilities	非流動負債	(1,741)	(179,000)
Net assets	資產淨值	24,407	32,041
Equity attributable to owners of the Company	本公司擁有人應佔權益	12,447	16,341
Non-controlling interests	非控股權益	11,960	15,700

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 47. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

#### Nanping Sandi (continued)

### 47. 本公司主要附屬公司之詳情 (續)

#### 南平三迪 (續)

		Year ended 31 December 2019 二零一九年 十二月三十一日 止年度 RMB'000 人民幣千元	Nine months ended 31 December 2018 二零一八年 十二月三十一日 止九個月 RMB'000 人民幣千元 (restated) (經重列)
Income	收入	210	122
Expenses	開支	<b>(7,844)</b>	(9,708)
Loss for the year/period	本年度／期間虧損	<b>(7,634)</b>	(9,586)
Loss attributable to owners of the Company	本公司擁有人應佔虧損	<b>(3,893)</b>	(4,889)
Loss attributable to of the non-controlling interests	非控股權益應佔溢利虧損	<b>(3,741)</b>	(4,697)
Loss for the year/period	本年度／期間虧損	<b>(7,634)</b>	(9,586)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 47. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

#### Nanping Sandi (continued)

### 47. 本公司主要附屬公司之詳情 (續)

#### 南平三迪 (續)

		Year ended 31 December 2019 二零一九年 十二月三十一日 止年度 RMB'000 人民幣千元	Nine months ended 31 December 2018 二零一八年 十二月三十一日 止九個月 RMB'000 人民幣千元 (restated) (經重列)
Dividends paid to non-controlling interests	已付非控股權益之股息	-	-
Net cash inflow from operating activities	經營活動之現金流入淨額	<b>289,917</b>	157,852
Net cash outflow from investing activities	投資活動之現金流出淨額	<b>(85)</b>	(188)
Net cash outflow from financing activities	融資活動之現金流出淨額	<b>(324,240)</b>	(106,966)
Net cash (outflow) inflow	現金(流出)流入淨額	<b>(34,408)</b>	50,698

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 47. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

#### Jilin First

### 47. 本公司主要附屬公司之詳情 (續)

#### 吉林首創

		At 31 December 2019 於二零一九年 十二月三十一日 RMB'000 人民幣千元	At 31 December 2018 於二零一八年 十二月三十一日 RMB'000 人民幣千元 (restated) (經重列)
Current assets	流動資產	<b>478,167</b>	356,893
Non-current assets	非流動資產	<b>5,187</b>	18,690
Current liabilities	流動負債	<b>(411,303)</b>	(301,720)
Non-current liabilities	非流動負債	<b>(3,045)</b>	(732)
Net assets	資產淨值	<b>69,006</b>	73,131
Equity attributable to owners of the Company	本公司擁有人應佔權益	<b>35,195</b>	37,297
Non-controlling interests	非控股權益	<b>33,811</b>	35,834

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 47. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

Jilin First (continued)

### 47. 本公司主要附屬公司之詳情 (續)

吉林首創 (續)

		Year ended 31 December 2019 二零一九年 十二月三十一日 止年度 RMB'000 人民幣千元	Nine months ended 31 December 2018 二零一八年 十二月三十一日 止九個月 RMB'000 人民幣千元 (restated) (經重列)
Revenue	收益	7,333	26,256
Cost of properties sales	物業銷售成本	(3,761)	(25,247)
Other income	其他收入	1,221	1,625
Other gains and losses	其他收益及虧損	(87)	(905)
Change in fair value upon transfer from inventories of properties to investment properties	投資物業存貨轉至投資物業後之公平值變動	2,094	-
Expenses	開支	(10,925)	(6,229)
Loss for the year/period	本年度／期間虧損	(4,125)	(4,500)
Loss attributable to owners of the Company	本公司擁有人應佔虧損	(2,103)	(2,295)
Loss attributable to of the non-controlling interests	非控股權益應佔溢利虧損	(2,022)	(2,205)
Loss for the year/period	本年度／期間虧損	(4,125)	(4,500)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 47. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

Jilin First (continued)

### 47. 本公司主要附屬公司之詳情 (續)

吉林首創 (續)

		Year ended 31 December 2019 二零一九年 十二月三十一日 止年度 RMB'000 人民幣千元	Nine months ended 31 December 2018 二零一八年 十二月三十一日 止九個月 RMB'000 人民幣千元 (restated) (經重列)
Dividends paid to non-controlling interests	已付非控股權益之股息	-	-
Net cash (outflow) inflow from operating activities	經營活動之現金(流出)流入淨額	<b>(14,895)</b>	2,025
Net cash outflow from investing activities	投資活動之現金流出淨額	<b>(5)</b>	(18)
Net cash outflow from financing activities	融資活動之現金流出淨額	-	-
Net cash (outflow) inflow	現金(流出)流入淨額	<b>(14,900)</b>	2,007

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 48. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY 48. 本公司之財務狀況及儲備表

		At 31 December 2019 於 二零一九年 十二月三十一日 RMB'000 人民幣千元	At 31 December 2018 於 二零一八年 十二月三十一日 RMB'000 人民幣千元 (restated) (經重列)
<b>Non-current assets</b>	<b>非流動資產</b>		
Unlisted investments in subsidiaries	附屬公司之非上市投資	3,183,619	1,645,926
Property, plant and equipment	物業、廠房及設備	358	97
Right-of-use assets	使用權資產	1,835	-
		<b>3,185,812</b>	<b>1,646,023</b>
<b>Current assets</b>	<b>流動資產</b>		
Other receivables and prepayments	其他應收款項及預付款項	1,116	684
Bank balances and cash	銀行結餘及現金	580	2,761
		<b>1,696</b>	<b>3,445</b>
<b>Current liabilities</b>	<b>流動負債</b>		
Lease liabilities	租賃負債	1,887	-
Other payables and accruals	其他應付款項及應計費用	287,872	8,490
Bonds payable	應付債券	-	9,404
		<b>289,759</b>	<b>17,894</b>
<b>Net current liabilities</b>	<b>流動負債淨額</b>	<b>(288,063)</b>	<b>(14,449)</b>
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>	<b>2,897,749</b>	<b>1,631,574</b>
<b>Capital and reserves</b>	<b>資本及儲備</b>		
Share capital (Note 31)	股本(附註31)	42,881	37,468
Reserves	儲備	1,791,504	1,594,106
<b>Total equity</b>	<b>總權益</b>	<b>1,834,385</b>	<b>1,631,574</b>
<b>Non-current liabilities</b>	<b>非流動負債</b>		
Lease liabilities	租賃負債	162	-
Debt component of convertible bond	可換股債券之債務部分	322,972	-
Derivative component of convertible bond	可換股債券之衍生工具部分	293,981	-
Promissory note	承兌票據	446,249	-
		<b>1,063,364</b>	<b>-</b>
		<b>2,897,749</b>	<b>1,631,574</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 48. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (continued)

#### Movement in the Company's reserves

		Share premium	Share-based compensation reserve (note i) 以股份為基準之補償儲備(附註i)	Translation reserve	Other reserve (note ii)	Accumulated losses	Total
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 April 2018 (restated)	於二零一八年四月一日(經重列)	534,288	3,416	(47,240)	1,224,806	(121,449)	1,593,821
Loss and other comprehensive expense for the period	本期間虧損及其他全面開支	-	-	-	-	(18,864)	(18,864)
Other comprehensive income for the period	本期間其他全面收益	-	-	11,858	-	-	11,858
Recognition of equity-settled share based payments	確認以股份為基準之付款	-	7,291	-	-	-	7,291
At 31 December 2018 (restated)	於二零一八年十二月三十一日(經重列)	534,288	10,707	(35,382)	1,224,806	(140,313)	1,594,106
Loss and other comprehensive expense for the year	本年度虧損及其他全面開支	-	-	-	-	(103,479)	(103,479)
Recognition of equity settled share based payments	確認以股份為基準之付款	-	2,640	-	-	-	2,640
Exercise of shares options	行使購股權	1,647	(830)	-	-	-	817
Acquisition of additional interests in a subsidiary from non-controlling interests	向非控股權益收購於一間附屬公司之額外權益	64,548	-	-	-	-	64,548
Acquisition of entities under common control	收購共同控制實體	232,872	-	-	-	-	232,872
At 31 December 2019	於二零一九年十二月三十一日	833,355	12,517	(35,382)	1,224,806	(243,792)	1,791,504

Notes:

- (i) Share-based compensation reserve represents the fair value of the actual or estimated number of unexercised share options granted to employees, directors and others providing similar services of the Company recognised in accordance with the accounting policy adopted for share-based payments.

附註：

- (i) 以股份為基準之補償儲備指根據就以股份為基準之付款而採納之會計政策所確認授予本公司僱員、董事及其他提供相類服務的其他人士之未行使購股權實際或估計數目之公平值。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 48. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (continued)

#### Movement in the Company's reserves (continued)

Notes: (continued)

- (ii) The other reserve, which is the contributed surplus account of the Company, represents the difference arising from the share premium reduction which was being effective and approved by the Bermuda Registrar of Companies on 11 May 2016. Under the share premium reduction, entire amount standing to the credit of the share premium account of the Company as at 29 February 2016 in the sum of approximately RMB3,049,440,000 be reduced, with part of the credit arising therefrom being applied to offset the accumulated losses of the Company in the sum of approximately RMB1,824,634,000 in full and the remaining balance of the credit in the sum of approximately RMB1,224,806,000 being credited to the other reserve of the Company.

Details of the share premium reduction are set out in the Company's circular dated 15 April 2016.

The share premium reduction was approved at the Company's special general meeting held on 10 May 2016.

### 49. EVENT AFTER THE REPORTING PERIOD

The outbreak of the 2019 Novel Coronavirus ("COVID-19") in PRC and the subsequent quarantine measures imposed by the PRC government in early 2020 have had a negative impact on the operations of the Group to a certain extent since January 2020, as most of the Group's operations are located in PRC and the major suppliers, contractors and customers of the Group are also located in PRC. The progress of the construction work of the property projects of the Group and the timing of the pre-sale of properties may be affected if the quarantine measures in different regions of PRC persisted in 2020.

As the date these consolidated financial statements are authorised for issue, construction works for some of the Group's property projects have gradually resumed and the Group is now speeding up construction progress without compromising quality. Due to the dynamic nature and unpredictability of future development and market sentiment of COVID-19, the directors of the Company consider the financial effects on the Group's consolidated financial statements in future cannot be reasonably estimated as at the date of these financial statements are authorised for issue.

### 48. 本公司之財務狀況及儲備表 (續)

#### 本公司儲備之變動 (續)

附註：

- (ii) 其他儲備（為本公司之實繳盈餘賬）指股份溢價減少產生的差額，於二零一六年五月十一日經百慕達公司註冊處處長批准生效。根據削減股份溢價，削減本公司股份溢價賬於二零一六年二月二十九日之全部進賬額約3,049,440,000港元，因此產生之進賬款項部分用於悉數抵銷本公司之累計虧損約1,824,634,000港元，餘下進賬款項約1,224,806,000港元計入本公司其他儲備。

削減股份溢價之詳情載於本公司日期為二零一六年四月十五日之通函。

削減股份溢價於本公司於二零一六年五月十日舉行的股東特別大會上獲批准。

### 49. 報告期後事項

由於本集團的大部分業務及主要供應商、承包商以及客戶均位於中國，中國爆發二零一九年新型冠狀病毒（「COVID-19」）及中國政府於二零二零年初採取的後續隔離措施自二零二零年一月起在一定程度上對本集團的經營造成負面影響。倘中國各地於二零二零年持續採取隔離措施，本集團物業項目的建築工程進度及物業預售時間可能受影響。

於此等綜合財務報表獲授權刊發日期，本集團若干物業項目的建築工程已逐步恢復，本集團目前在不影響質量的前提下加快施工進程。由於COVID-19未來發展及市場氛圍的多變性及不可預期，本公司董事認為，於此等綜合財務報表獲授權刊發日期無法合理估計其於日後對本集團綜合財務報表造成的財務影響。



CHINA SANDI HOLDINGS LIMITED  
中國三迪控股有限公司