

REDCO HEALTHY LIVING



力高健康生活
REDCO HEALTHY LIVING

力高健康生活有限公司

REDCO HEALTHY LIVING COMPANY LIMITED

(incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock code 股份代號：2370

2021

ANNUAL REPORT

年度報告



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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Non-executive Director

Mr. Huang Ruoqing (*Chairman*)

Executive Directors

Mr. Tang Chengyong (*President*)

Ms. Wong Yin Man

Ms. Huang Yanqi

Independent Non-executive Directors

Mr. Chow Ming Sang

Mr. Sze Irons

Mr. Lau Yu Leung

AUDIT COMMITTEE

Mr. Chow Ming Sang (*Chairman*)

Mr. Sze Irons

Mr. Lau Yu Leung

REMUNERATION COMMITTEE

Mr. Lau Yu Leung (*Chairman*)

Mr. Tang Chengyong

Mr. Sze Irons

NOMINATION COMMITTEE

Mr. Huang Ruoqing (*Chairman*)

Mr. Sze Irons

Mr. Lau Yu Leung

JOINT COMPANY SECRETARIES

Mr. Mu Yuansong

Ms. Szeto Kar Yee Cynthia (*ACG, HKACG*)

AUTHORIZED REPRESENTATIVES

Ms. Wong Yin Man

Mr. Mu Yuansong

董事會

非執行董事

黃若青先生 (*主席*)

執行董事

唐承勇先生 (*總裁*)

黃燕雯女士

黃燕琪女士

獨立非執行董事

周明笙先生

施榮懷先生

劉與量先生

審核委員會

周明笙先生 (*主席*)

施榮懷先生

劉與量先生

薪酬委員會

劉與量先生 (*主席*)

唐承勇先生

施榮懷先生

提名委員會

黃若青先生 (*主席*)

施榮懷先生

劉與量先生

聯席公司秘書

穆遠松先生

司徒嘉怡女士 (*ACG, HKACG*)

授權代表

黃燕雯女士

穆遠松先生

LEGAL ADVISORS

As to Hong Kong laws:

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39th Floor
Two International Finance Centre
8 Finance Street
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As to PRC laws:

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Suite 2803-04, 28/F Tower Three, Kerry Plaza
No. 1-1 Zhongxinsi Road
Futian District
Shenzhen, China

As to Cayman Islands laws:

Conyers Dill & Pearman
29/F One Exchange Square
8 Connaught Place
Central
Hong Kong

REGISTERED OFFICE

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

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

2nd Floor, Redco Building
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Nanshan District
Shenzhen
PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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Kowloon Bay
Kowloon
Hong Kong

法律顧問

香港法例：

盛德國際律師事務所
香港中環
金融街8號
國際金融中心二期
39樓

中國法律：

君合律師事務所
中國深圳市
福田區
中心四路1-1號
嘉里建設廣場第三座28樓2803-04室

開曼群島法律：

Conyers Dill & Pearman
香港
中環
康樂廣場8號
交易廣場一期29樓

註冊辦事處

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

總部及中國主要營業地點

中國
深圳市
南山區
僑香路4080號
僑城坊一期5號樓
力高大廈2樓

香港主要營業地點

香港
九龍
九龍灣
宏照道39號
企業廣場3期
2001-2室

CORPORATE INFORMATION

公司資料

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

HONG KONG SHARE REGISTRAR

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

PRINCIPAL BANKS

Bank of China Limited
Bank of China (Hong Kong) Limited
The Bank of East Asia, Limited
Hang Seng Bank Limited
Bank of Communications Company Limited

AUDITOR

PricewaterhouseCoopers
Certified Public Accountants
Registered Public Interest Entity Auditor

COMPLIANCE ADVISOR

UOB Kay Hian (Hong Kong) Limited
6/F, Harcourt House
39 Gloucester Road
Hong Kong

STOCK CODE

2370

COMPANY'S WEBSITE

www.redcohealthy.com

股份過戶登記總處

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

香港股份過戶登記處

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

主要往來銀行

中國銀行股份有限公司
中國銀行(香港)有限公司
東亞銀行有限公司
恒生銀行有限公司
交通銀行股份有限公司

核數師

羅兵咸永道會計師事務所
執業會計師
註冊公眾利益實體核數師

合規顧問

大華繼顯(香港)有限公司
香港
告士打道39號
夏慤大廈6樓

股份代號

2370

公司網址

www.redcohealthy.com

CHAIRMAN'S STATEMENT 主席致辭



MR. HUANG RUOQING/
黃若青先生
Chairman / 主席

DEAR SHAREHOLDERS,

I am pleased to present the business review and prospect of Redco Healthy Living Company Limited (the “**Company**”) and its subsidiaries (collectively, the “**Group**”) for the year ended 31 December 2021 (the “**Reporting Period**”).

RESULTS

In 2021, the Group recorded revenue of RMB354.3 million, representing a year-on-year growth of 59.9%. Profit and total comprehensive income for the year was RMB40.5 million. Profit and total comprehensive income attributable to owners of the Company was RMB32.5 million. As at 31 December 2021, the aggregate gross floor area (“GFA”) under management reached 15.8 million sq.m., representing a year-on-year growth of 17.5%. The aggregate contracted GFA reached 24.5 million square meter(s) (“sq.m.”), representing a year-on-year growth of 21.9%.

尊敬的各位股東：

本人欣然向閣下提呈力高健康生活有限公司(「**本公司**」，連同其附屬公司，統稱「**本集團**」)二零二一年十二月三十一日(「**報告期**」)止年度業務回顧與展望。

業績

二零二一年，本集團錄得收益為人民幣354.3百萬元，同比增加59.9%。年內溢利及全面收益總額為人民幣40.5百萬元。歸屬於公司所有者的溢利及全面收益總額為人民幣32.5百萬元。截至二零二一年十二月三十一日，公司在管總建築面積達15.8百萬平方米，同比增長約17.5%，合同總建築面積為24.5百萬平方米(「**平方米**」)，同比增長約21.9%。

CHAIRMAN'S STATEMENT

主席致辭

The Group upholds prudent financial strategies and a diversified business layout, various costs were well controlled and the key financial indicators were healthy and safe, and the features of value-added services were outstanding and widely recognised by the market, the Group's ranking of China's Top 100 Property Management Companies in the industry rose to 40th as well.

2021 REVIEW

In 2021, challenges and opportunities coexist in the property management industry under the violet circumstance brought by the fluctuations of the real estate industry. After thousands of twists and turns, however, success can only be achieved through hard work, companies with excellent property management fight for difficulties and bravely face with challenges. In line with the industry situation, the Group adheres to the development logic based on quality service, deepens cultivation of value-added service, integrates technology and healthcare business, focuses on regional layout, continuously improves its comprehensive competitiveness and firmly moves forward.

The Group relies on "Lifestyle + healthcare" dual butler service system to strengthen basic community services. The Group deepens cultivation of value-added service and create better life services for our customers through professionalism and dedication. At the same time, we empowered our business with technology and continued to improve our operational efficiency and service experience through means of digitalisation and intelligence. The Group's ability to innovate on its own continues to improve. Our subsidiary, Shenzhen Zhongtian Yunlian Technology Development Co., Ltd. was certified as a national High and New Technology Enterprise.

集團秉持謹慎的財務策略，以及多元化的業務佈局，各項費用總體控制良好，主要財務指標健康、安全，增值服務特色突出，廣受市場認可，本集團在中國物業服務百強企業中的排名上升至第40位。

二零二一年回顧

二零二一年，在地產行業動蕩帶來的激流之下，物業管理行業挑戰與機遇並存，雖歷經千般曲折，但仍有寶劍鋒從磨礪出，優秀的物業管理企業搏風激浪，在激流涌動中勇立於潮頭。本集團順應行業形勢，堅守品質服務為基礎的發展邏輯，深耕增值服務，整合科技與康養業務，區域佈局聚焦，不斷提升自身綜合競爭力，穩步前行。

本集團依託「生活+健康」雙管家服務體系，做實做強基本社區服務。深耕增值業務，用專業與敬業為廣大客戶創造更佳的生活服務。同時，以科技賦能業務，通過數字化、智能化手段持續提升運營效率與服務體驗。本集團自主創新能力不斷提升，附屬公司深圳中天雲聯科技發展有限公司獲認證為國家高新技術企業。

2022 OUTLOOK

Be well-grounded and speak up moderately. The Group provides customers with not only the physical space, but also a kind of innovative lifestyle. The Group is committed to becoming a warm creator of a high-quality healthy lifestyle, adhering to the value concept of “striving for a healthy urban life”, with “lifestyle + healthcare” dual butler service system to provide customers with comprehensive high-quality products service and create a healthy better life.

The Group will continue to focus on its own competitive advantages and further reinforce the company's market position in economically developed regions, and through organic growth, strategic acquisitions and cooperation with third parties to further expand our project portfolio. At the same time, continue to provide high-quality “lifestyle + healthcare” dual butler service and improve brand value and customer experience, further develop IT business and upgrade the Group's own IT platform, maximize cost effectiveness and enhance our service quality.

In the future, the industry will move towards a stage of high quality development. The Group will also keep up with the development of the industry, forge ahead without forgetting the original intention.

ACKNOWLEDGEMENT

Our development is inseparable from the trust and support of all shareholders, investors, partners, properties owners and the community. I would like to express my gratitude and respect for the contributions of the members of the Board, the management of the Company and all staff members of the Group. In the context of fierce competition, we will forge ahead without forgetting the original intention. In the future, the Company will continue to strive for development and creating maximum value in return for your support.

二零二二年展望

博觀約取，厚積薄發。本集團為客戶提供的不僅是一個物理空間，更是一種革新的生活方式。本集團致力於成為有溫度的健康生活方式締造者，秉持「力致城市健康生活家」的價值理念，以「生活+健康」的雙管家服務體系，為客戶提供全面高品質服務，創造健康美好生活。

本集團將持續圍繞自身的競爭優勢，進一步鞏固公司在經濟發達地區的市場地位，並透過內部增長、策略收購及與第三方開發商合作進一步擴大我們的項目組合。同時，繼續提供優質的「生活+健康」雙管家服務並提高品牌價值及客戶體驗，進一步發展資訊科技業務並升級自有資訊科技平台，最大化成本效益並提升我們的服務水平。

未來，行業將邁向高質量發展的階段，本集團也將緊跟行業發展，不忘初心，篤定前行。

致謝

本集團的發展離不開全體股東、投資者、合作夥伴、業主及社會各界的信任和鼎力支持，在此，本人謹代表本集團董事會同仁表示衷心感謝！並向董事會成員、公司管理層和全體集團員工之貢獻致以謝意與敬意！千帆競過，百舸爭流；不忘初心，砥礪前行。未來公司將繼續努力奮鬥，向前發展，創造更多價值，回饋大家的厚愛。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

MARKET REVIEW

2021 is the year that variable challenges and unprecedented opportunities coexist in the property management industry. While the nature and underlying development principles of industry remains unchanged and the background of policies evolving, the concentration of the industry is increasing. After a year of grinding time, the industry pays much more attention on service quality and brand influence. Other than deepen combination of basic business and smart living technology, the industry is developing diversified value-added services with distinctive features at the same time. We will strengthen our competitiveness in the market and achieve long-term and stable growth in the future, only provided that we need to maintain our advanced business strategy and continue to expand our urban services.

IMPACT OF COVID-19

The outbreak of respiratory illness caused by the novel coronavirus (i.e., COVID-19) began in early 2020 and continues to spread globally. During the pandemic, neither our business has been significantly affected, nor have our major suppliers.

While the COVID-19 pandemic may expose property management companies to a number of risks to their operations, it also brings certain opportunities. Customers have put forward new requirements for life scenarios such as community control, property services, and health management services. The Company seizes such opportunities and is committed to providing customers with better and more professional services, through which further trust can be secured from customers.

BUSINESS OVERVIEW

Overview

The Company is a property management service provider with a leading position in Jiangxi Province and a service network strategically covering core regions such as the Yangtze River Delta Region, the Greater Bay Area, the Bohai Rim Region and the Central China Region. The Company was listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 31 March 2022 (“**Listing Date**”). We will keep up with the industry trend, implement the development strategy of the Company through scientific research and judgement, so as to achieve steady growth in business performance.

市場回顧

二零二一年，是物業管理行業充滿變數，也是機遇空前的一年。在行業的屬性和基本發展原則不變，且政策不斷完善的背景下，行業的集中度正在不斷地提升。行業經過一年時間的磨礪，更加注重服務品質以及品牌影響力。行業除了把基礎業務深度融合智慧科技之外，同步不斷深耕多元化特色增值服務領域。在堅守領先的商業戰略模式的前提下，持續拓展城市服務的賽道，方可夯實自身在市場上的競爭力，未來才能持續發展，行穩致遠。

新冠疫情影響

由新型冠狀病毒引起的呼吸道疾病(即 COVID-19)爆發於二零二零年初，並持續在全球範圍內擴散。在疫情期間，本公司的業務並未受到重大影響，我們的主要供應商也並未受到重大影響。

雖然新冠疫情可能會導致物業管理公司的經營承受若干風險，但同時也帶來若干機遇。客戶對於小區管控、物業服務、健康管理服務等生活場景提出了新的要求。本公司抓住機遇，致力於為客戶提供更優質、更專業的服務，在此過程中進一步獲得客戶的信任。

業務概覽

概覽

本公司是江西省領先的物業管理服務供應商，服務網絡覆蓋長江三角洲、大灣區、環渤海地區及華中地區等具有策略意義的核心區域。二零二二年三月三十一日(「**上市日期**」)，本公司在香港聯合交易所有限公司(「**聯交所**」)主板上市。我們緊跟行業發展趨勢，科學研判並執行公司發展戰略，業績取得了穩步增長。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

In terms of overall strength, our ranking has risen from 48th in 2020 to 40th in 2021 by China Index Academy. As of 31 December 2021, we had a total of 97 projects under management with an aggregate GFA under management of 15.8 million sq.m., and had been contracted to manage 137 projects with an aggregate contracted GFA of 24.5 million sq.m. located in 28 cities across 11 provinces, municipalities and autonomous regions in China.

Actively expand and achieve high quality growth in the scale of property management

The Company actively expand the scale of property management. As of 31 December 2021, we had an aggregate GFA under management of 15.8 million sq.m., increasing approximately 17.5% year-on-year, and an aggregate contracted GFA of 24.5 million sq.m., increasing approximately 21.9% year-on-year.

By virtue of the Group's strategic business relationship with the Redco Properties Group Limited (“Redco Properties” and together with its subsidiaries but excluding the Group, the “Redco Group”) (stock code: 1622), as of 31 December 2021, the Company were contracted to manage 81 property projects developed by Redco Group, consisting of 51 projects under management with an aggregate GFA under management of 9.2 million sq.m. and 30 contracted but undelivered projects with an aggregate contracted GFA of 5.7 million sq.m..

Meanwhile, the Group's GFA under management from independent third party property developers grew steadily under its good service quality and market reputation. As of 31 December 2021, GFA under management from independent third party property developers accounted for approximately 41.1% of the total GFA under management.

Improving value-added service quality reply on “Lifestyle + healthcare” dual butler system

We are committed to providing high-quality and specialized property management services to meet the needs of diverse customer groups. In addition to our property management services, we endeavor to continuously expand our value-added services and improve services quality. In particular, we have established a “lifestyle + healthcare” dual butler system, which provides comprehensive services to our customers.

在整體實力方面，根據中國指數研究院的資料，本公司在中國物業服務百強企業中的排名從二零二零年的48位上升至二零二一年的第40位。截至二零二一年十二月三十一日，公司的在管項目總計達97個，在管總建築面積達15.8百萬平方米，並且本公司已訂約管理位於中國11個省、市及自治區的28座城市的137個項目，合同總建築面積為24.5百萬平方米。

積極拓展，物業管理規模持續高質量增長

本公司積極拓展物業管理規模，截至二零二一年十二月三十一日，公司在管總建築面積達15.8百萬平方米，同比增長約17.5%，合同總建築面積為24.5百萬平方米，同比增長約21.9%。

憑藉本集團與力高地產集團有限公司（「力高地產」及連同其附屬公司惟不包括本集團，統稱「力高集團」）（股份代號：1622）的策略業務關係，截至二零二一年十二月三十一日，本公司已訂約管理由力高集團開發的81個物業項目，包括51個在管總建築面積9.2百萬平方米的在管項目及30個總合約建築面積5.7百萬平方米的已訂約待交付的項目。

同時，憑藉良好的服務品質和市場口碑，本集團來自獨立第三方物業開發商的在管面積穩步增長，截至二零二一年十二月三十一日，來自獨立第三方物業開發商的在管面積佔總在管面積的41.1%。

依託「生活+健康」雙管家服務體系提升增值服務品質

本公司致力於提供優質及專業的物業管理服務以滿足來自多元化客戶群體的需求，除物業管理服務外，我們努力持續擴大增值服務並提升服務品質。特別的，本公司已建立「生活+健康」雙管家服務體系，為客戶提供綜合服務。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

As a lifestyle butler, we provide our customers with well-rounded property management services and value-added services. In addition to the standard property management services, such as cleaning, security, greening and public area maintenance services, services of the Company extend to the pre-sale and pre-delivery stages.

As a healthcare butler, we provide community healthcare services under Yearning Healthcare (怡鄰健康) brand. Combining the AI health management box (AI 健康盒子) and environment monitoring systems installed in residential communities to provide healthcare advice to the residents in real time as well as to achieve service from online and offline. We aim to provide integrated healthcare services which integrate medical, healthcare and commercial services and meet the needs of customers of different age groups.

Technological empowerment, keep enhance operational efficiency through digitalization and intellectualization

The Company possess advanced technology among our peers in the property management industry, which we believe allows us to consolidate our competitiveness and reduce operating costs procedures through upgrade the information technology system. We also provide strong technical support in the establishment of our information technology platforms for property management services and value-added services, and also have solid experience in the products research and development, platform operation and maintenance services utilizing various relevant technologies, such as digitalization technology and Internet of Things. We have implemented various systems to enhance the experience of property owners and residents as well as to enhance the efficiency of our business operations.

On 23 December 2021, Shenzhen Zhongtian Yunlian Technology Development Co., Ltd. (“Zhongtian Yunlian”), a subsidiary of the Company, was certified as a national High and New Technology Enterprise. We will endeavor to enhance capability of independent innovation and keep improving customer experience through digitalization and intellectualization.

Advancing with honor and strengthening the brand recognition

In 2021, the steady development and outstanding comprehensive strength of the Group has been widely recognised in the industry and abroad. We have won numerous awards during the Reporting Period, and our reputation has grown significantly. The Company was awarded Outstanding Operating Property Management Companies in China - Healthy Life Service, and our two managed projects, Redco Future Town and Redco Tianyue Fu were both awarded the “2021 Five Stars Property Management Services Community”, by China Index Academy.

作為「生活管家」，我們向客戶提供全面的物業管理服務及增值服務。除清潔、保安、綠化及公共區域維護服務等標準物業管理服務外，本公司的服務延伸至售前及交付前階段。

作為「健康管家」，我們以「怡鄰健康」品牌提供社區康養服務，結合AI健康盒子及社區環境監測系統提供實時的健康管理建議，實現線上與線下結合的服務模式。通過提供醫、養、商融合的社區康養服務，滿足不同年齡群體客戶的需求。

科技賦能，以數字化、智能化手段持續提升運營效率

本公司在物業管理行業的同行業當中具備先進技術，透過資訊科技升級系統努力鞏固我們的競爭力，減少運營成本。本公司不僅在物業管理服務和增值服務中提供技術支撐和平台建設能力，而且在數字化服務、智能物聯技術方面也已積累了產品研發、平台運營、後期技術服務的能力。本公司已開發並實施多種智能化系統來提升業主及居民體驗以及提高我們的業務運營效率。

二零二一年十二月二十三日，本公司的附屬公司深圳中天雲聯科技發展有限公司（「中天雲聯」）獲認證為國家高新技術企業，我們也將繼續提高自主創新能力，通過數字化、智能化手段持續提升客戶體驗。

載譽前行，品牌美譽度大幅提升

二零二一年，本公司的穩健發展以及突出的綜合實力得到了行業內外的廣泛認可，在報告期內屢獲殊榮，品牌美譽度大幅提升。本公司獲中國指數研究院頒發中國物業服務優秀運營企業——健康生活服務，我們所管理的兩個項目——力高·未來城及力高·天悅府獲中國指數研究院授予「2021中國五星級物業服務小區」稱譽。

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FINANCIAL REVIEW

Revenue

The revenue of the Group derives from three business segments: (i) property management services; (ii) value-added services to non-property owners; and (iii) community value-added services in the PRC. The revenue of the Group increased by approximately 59.9% from approximately RMB221.6 million in 2020 to approximately RMB354.3 million in 2021.

The following table sets forth the details of the Group's revenue by business segments for the years indicated:

| | | Year ended 31 December 截至十二月三十一日止年度 | | | | | |
|---|---------|--|--------------|-------------------|--------------|-------------------|-------------|
| | | 2021 二零二一年 | | 2020 二零二零年 | | Changes 變動 | |
| | | RMB' 000 人民幣千元 | % | RMB' 000 人民幣千元 | % | RMB' 000 人民幣千元 | % |
| Property management services | 物業管理服務 | 202,099 | 57.0 | 135,954 | 61.4 | 66,145 | 48.7 |
| Value-added services to non-property owners | 非業主增值服務 | 93,239 | 26.3 | 61,210 | 27.6 | 32,029 | 52.3 |
| Community value-added services | 社區增值服務 | 58,989 | 16.7 | 24,446 | 11.0 | 34,543 | 141.3 |
| | | <u>354,327</u> | <u>100.0</u> | <u>221,610</u> | <u>100.0</u> | <u>132,717</u> | <u>59.9</u> |

Property management services

Revenue from property management services increased by approximately 48.7% from approximately RMB136.0 million in 2020 to approximately RMB202.1 million in 2021, primarily because the Group acquired Wuhu Senlin Property Management Co., Ltd (“Wuhu Senlin”) on 31 December 2020, which added total gross floor area (“GFA”) under management of approximately 4.5 million sq.m. to the existing GFA under management, and being a 51%-owned subsidiary of the Company, Wuhu Senlin's revenue during the year ended 31 December 2021 was consolidated with the Group.

財務回顧

收益

本集團收益源自中國的三個業務分部：(i) 物業管理服務；(ii) 非業主增值服務；及 (iii) 社區增值服務。本集團收益由二零二零年約人民幣221.6百萬元增加約59.9%至二零二零一年的約人民幣354.3百萬元。

下表載列所示年度本集團按業務分部分類之收益詳情：

物業管理服務

物業管理服務收益由二零二零年的約人民幣136.0百萬元增加約48.7%至二零二零一年的約人民幣202.1百萬元，主要本集團於二零二零年十二月三十一日收購蕪湖市森林物業管理有限公司（「蕪湖森林」），使得我們現有在建建築面積增加總建築面積（「建築面積」）約4.5百萬平方米及蕪湖森林成為本公司擁有51%權益的附屬公司，以及於截至二零二零一年十二月三十一日止年度蕪湖森林的收益併入本集團。

MANAGEMENT DISCUSSION AND ANALYSIS

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Value-added services to non-property owners

Revenue from value-added services to non-property owners increased by approximately 52.3% from approximately RMB61.2 million in 2020 to approximately RMB93.2 million in 2021, primarily because of (i) the information technology service revenue contributed by Zhongtian Yunlian since the Group's acquisition, which was completed in December 2020, and (ii) the increase in revenue generated from pre-sale management services due to the increase in pre-sales activities for properties developed by Redco Properties.

Community value-added services

Revenue from community value-added services increased by approximately 141.3% from approximately RMB24.4 million in 2020 to approximately RMB59.0 million in 2021, primarily due to (i) the the community healthcare service revenue contributed by Weiye International Investments Company Limited (“Weiye”) since the Group's acquisition, which was completed in December 2020; and (ii) an increase in revenue from common area management services in view of the acquisition of Wuhu Senlin whose revenue during the year ended 31 December 2021 was consolidated with the Group.

Cost of sales

The cost of services primarily consists of (i) employee benefit expenses; (ii) greening and cleaning expenses; (iii) maintenance expenses; (iv) utility and security charges; and (v) other expenses such as depreciation of property, plant and equipment and amortization of intangible asset.

Cost of services increased by approximately 64.7% from approximately RMB144.8 million in 2020 to approximately RMB238.6 million in 2021, primarily due to (i) an increase in the employee benefit expenses as a result of the increase in the number of employees driven by the business expansion and the acquisition of Wuhu Senlin and (ii) an increase in greening and cleaning expenses and outsourcing expenses as a result of the continued business expansion of the Group.

非業主增值服務

非業主增值服務收益由二零二零年的約人民幣61.2百萬元增加約52.3%至二零二一年的約人民幣93.2百萬元，主要由於(i)本集團於二零二零年十二月完成收購深圳中天雲聯後產生資訊科技服務收益；及(ii)自預售管理服務產生的收益增加，此乃由於就力高地產所開發物業開展的預售活動增多。

社區增值服務

社區增值服務收益由二零二零年的約人民幣24.4百萬元增加約141.3%至二零二一年的約人民幣59.0百萬元，主要由於(i)本集團於二零二零年十二月完成收購偉業國際投資有限公司(「偉業」)後開始貢獻社區康養服務收益；及(ii)由於我們收購蕪湖森林(蕪湖森林截至二零二一年十二月三十一日止年度的收益併入本集團)，自公用區域管理服務所得收益增加。

銷售成本

服務成本主要包括(i)僱員福利開支；(ii)綠化及清潔開支；(iii)維護開支；(iv)水電費及安保費；及(v)其他開支(包括物業、廠房及設備折舊以及無形資產攤銷)。

服務成本由二零二零年的約人民幣144.8百萬元增加約64.7%至二零二一年的約人民幣238.6百萬元，主要由於(i)我們的業務擴張及收購蕪湖森林令僱員人數增加導致僱員福利開支增加；及(ii)本集團持續進行業務擴張導致綠化及清潔開支及外包開支增加。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Gross profit and gross profit margin

The following table sets forth the details of the Group's gross profit and gross profit margin by types of services for the years indicated:

毛利及毛利率

下表載列所示年度本集團按服務類型分類之毛利及毛利率詳情：

| | Year ended 31 December 截至十二月三十一日止年度 | | | |
|---|---|------------------------------------|---|------------------------------------|
| | 2021 二零二一年 | | 2020 二零二零年 | |
| | Gross profit 毛利 RMB' 000 人民幣千元 | Gross profit margin 毛利率 % | Gross profit 毛利 RMB' 000 人民幣千元 | Gross profit margin 毛利率 % |
| Property management services 物業管理服務 | 50,060 | 24.8 | 38,212 | 28.3 |
| Value-added services to non-property owners 非業主增值服務 | 40,021 | 42.9 | 27,341 | 44.7 |
| Community value-added services 社區增值服務 | 25,688 | 43.6 | 11,249 | 46.0 |
| | 115,769 | 32.7 | 76,802 | 34.7 |

The gross profit of the Group increased by approximately 50.8% from approximately RMB76.8 million in 2020 to approximately RMB115.8 million in 2021, which was mainly due to the increase in revenue of the Group as a result of increase in business scale. The gross profit margin decreased from 34.7% in 2020 to 32.7% in 2021 due to the reasons as indicated below:

Property management services

The gross profit margin for property management services decreased from 28.3% in 2020 to 24.8% in 2021, primarily due to the increase in proportion of revenue derived from properties developed by independent third parties for the year ended 31 December 2021 which had a lower gross profit margin. Such increase in proportion of revenue from properties developed by independent third parties was primarily due to the acquisition of Wuhu Senlin which added 25 properties developed by independent third parties under the Group's management. The projects of Wuhu Senlin had relatively lower property management fees, as such projects were more concentrated in lower-tier cities as compared with projects developed by Redco Properties and some of its projects were government resettlement houses and the average property management fees were typically at a low level.

本集團的毛利由二零二零年的約人民幣76.8百萬元增加約50.8%至二零二一年的約人民幣115.8百萬元，主要由於業務規模擴大導致本集團收益增加。毛利率由二零二零年的34.7%減少至二零二一年的32.7%，原因如下：

物業管理服務

物業管理服務的毛利率由二零二零年的28.3%減少至二零二一年的24.8%，主要由於截至二零二一年十二月三十一日止年度自毛利率較低的獨立第三方所開發物業產生的收益比例上升。獨立第三方所開發物業產生的收益比例增加乃主要由於收購蕪湖森林使得本集團的在管獨立第三方所開發物業增加25項。蕪湖森林項目收取的物業管理費用相對較低，乃因與力高地產所開發項目相比，有關項目大多集中於較低級別城市，以及其部分項目屬政府安置房，平均物業管理費通常較低。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Value-added services to non-property owners

The gross profit margin for value-added services to non-property owners decreased from 44.7% in 2020 to 42.9% in 2021, as the Group received one-off exemption of approximately RMB3.4 million from making a portion of social insurance contributions during the year ended 31 December 2020 pursuant to local governments' supportive policies in response to the COVID-19 outbreak. No such exemptions was received by the Group during the year ended 31 December 2021.

Community value-added services

The gross profit margin for community value-added services slightly decreased from 46.0% in 2020 to 43.6% in 2021 primarily because of an increase in labor costs.

Other gains, net

The other gains increased from approximately RMB3.5 million in 2020 to approximately RMB4.0 million in 2021 primarily due to the increase in government grants received in 2021.

Selling and marketing expenses

Selling and marketing expenses increased to RMB3.9 million in 2021 from RMB2.1 million in 2020, primarily due to the increase in employee benefit expenses relating to sales and marketing activities as a result of continuous business expansion of the Group.

Administrative expenses

Administrative expenses increased by 175.8% from approximately RMB19.9 million in 2020 to RMB54.8 million in 2021, primarily due to an increase in administrative staff costs as a result of the business expansion and the acquisition of Wuhu Senlin and the listing expenses amounted to approximately RMB13.8 million incurred in 2021.

Net provision for impairment losses of financial assets

The net provision for impairment loss of financial assets increased from approximately RMB1.4 million in 2020 to approximately RMB3.5 million in 2021 due to the increase in trade receivables as a result of the increase in revenue from property management services.

非業主增值服務

非業主增值服務的毛利率由二零二零年的44.7%減少至二零二一年的42.9%，乃因根據當地政府為應對COVID-19爆發制定的支援政策，本集團於截至二零二零年十二月三十一日止年度期間獲一次性豁免部分社會保險供款約人民幣3.4百萬元。我們於截至二零二一年十二月三十一日止年度期間並未獲相關豁免。

社區增值服務

社區增值服務的毛利率由二零二零年的46.0%小幅減少至二零二一年的43.6%，乃主要由於勞工成本增加所致。

其他收益淨額

其他收益由二零二零年約人民幣3.5百萬元增加至二零二一年的約人民幣4.0百萬元，乃主要由於二零二一年收取的政府補助增加。

銷售及營銷開支

銷售及營銷開支由二零二零年的人民幣2.1百萬元增加至二零二一年的人民幣3.9百萬元，主要由於本集團持續進行業務擴張導致與銷售及營銷活動有關的僱員福利開支增加。

行政開支

行政開支由二零二零年的約人民幣19.9百萬元增加175.8%至二零二一年的人民幣54.8百萬元，主要由於業務擴張及收購蕪湖森林導致行政人員成本以及二零二一年產生上市開支約人民幣13.8百萬元。

金融資產減值虧損撥備淨額

金融資產減值虧損撥備淨額由二零二零年的約人民幣1.4百萬元增加至二零二一年的約人民幣3.5百萬元，乃由於物業管理服務收益增加導致貿易應收款項增加。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Finance income

Finance income increased from approximately RMB0.2 million in 2020 to approximately RMB0.3 million in 2021, which represented the interest income from bank deposits.

Finance costs

Finance costs increased from nil in 2020 to approximately RMB0.7 million in 2021, primarily due to increase in interest expenses for the bank borrowings and consideration payables of Wuhu Senlin.

Income tax expenses

Income tax expenses increased to approximately RMB19.1 million in 2021 from approximately RMB13.9 million in 2020, primarily due to the increased taxable profit as a result of business expansion of the Group.

Profit and total comprehensive income for the year

As a result of the foregoing, the profit and total comprehensive income for the year decreased from approximately RMB44.0 million for the year ended 31 December 2020 to approximately RMB40.5 million for the year ended 31 December 2021.

The profit and total comprehensive income attributable to owners of the Company for the year decreased from approximately RMB39.6 million for the year ended 31 December 2020 to approximately RMB32.5 million for the year ended 31 December 2021.

Intangible assets

The intangible assets of the Group mainly comprise property management contracts, customer relationship and goodwill resulted from the acquisition of Wuhu Senlin, Zhongtian Yunlian and Weiye. In December 2020. The intangible assets of the Group decreased from approximately RMB50.1 million as at 31 December 2020 to approximately RMB48.4 million as at 31 December 2021 mainly due to the amortization of customer relationship and property management contracts during the year.

融資收入

融資收入由二零二零年的約人民幣0.2百萬元增加至二零二一年的約人民幣0.3百萬元，指來自銀行存款的利息收入。

融資成本

融資成本由二零二零年的零增加至二零二一年的人民幣0.7百萬元，主要由於銀行借款及蕪湖森林應付代價的利息開支增加所致。

所得稅開支

所得稅開支由二零二零年的約人民幣13.9百萬元增加至二零二一年的約人民幣19.1百萬元，乃主要由於本集團業務擴張導致應課稅溢利增加所致。

年內溢利及全面收益總額

由於上述，年內溢利及全面收益總額由截至二零二零年十二月三十一日止年度的約人民幣44.0百萬元減少至截至二零二一年十二月三十一日止年度的約人民幣40.5百萬元。

年內本公司擁有人應佔溢利及全面收益總額由截至二零二零年十二月三十一日止年度的約人民幣39.6百萬元減少至截至二零二一年十二月三十一日止年度的約人民幣32.5百萬元。

無形資產

本集團的無形資產主要包括二零二零年十二月收購蕪湖森林、中天雲聯及偉業國際產生的物業管理合約、客戶關係及商譽。本集團無形資產由二零二零年十二月三十一日的約人民幣50.1百萬元減少至二零二一年十二月三十一日的約人民幣48.4百萬元，乃主要由於年內客戶關係及物業管理合約之攤銷所致。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Property, plant and equipment

The property, plant and equipment of the Group increased from approximately RMB25.2 million as at 31 December 2020 to approximately RMB56.2 million as at 31 December 2021, mainly due to the purchases of an office and car parking space in Hong Kong during the year.

Trade and other receivables and prepayments

Trade receivables mainly arise from provision of property management services, value-added services to non-property owners and community value-added services.

Trade receivables of the Group, net of allowance for impairment, increased from approximately RMB90.6 million as at 31 December 2020 to RMB129.4 million as at 31 December 2021, primarily because of the increase in the project under management under the property management service segment of the Group and expansion of business.

Other receivables mainly consist of deposits, payments made on behalf of property owners and prepaid listing expenses.

Other receivables and prepayments, net of allowance for impairment increased from approximately RMB18.3 million as at 31 December 2020 to approximately RMB21.4 million as at 31 December 2021 mainly due to the prepaid listing expenses during the year.

Trade payables

Trade payables increased from approximately RMB9.8 million as at 31 December 2020 to approximately RMB18.5 million as at 31 December 2021, primarily due to the increase in expenses paid to suppliers as a result of the increase in GFA under management during the year.

Accruals and other payables

Accruals and other payables (including those recorded as current liabilities and non-current liabilities) decreased from approximately RMB64.8 million as at 31 December 2020 to approximately RMB57.1 million as at 31 December 2021, primarily because of the settlement of certain consideration in relation to the Group's acquisition of Wuhu Senlin made in 2021.

物業、廠房及設備

本集團物業、廠房及設備由二零二零年十二月三十一日的約人民幣25.2百萬元增至二零二一年十二月三十一日的約人民幣56.2百萬元，乃主要由於年內於香港購置一間辦公室及停車位。

貿易及其他應收款項以及預付款項

貿易應收款項主要來自提供物業管理服務、非業主增值服務及社區增值服務。

本集團的貿易應收款項(扣除減值撥備)由二零二零年十二月三十一日的約人民幣90.6百萬元增至二零二一年十二月三十一日的人民幣129.4百萬元，主要由於本集團物業管理服務分部在管項目增加及業務擴張。

其他應收款項主要包括按金、代業主支付的款項及預付上市開支。

其他應收款項及預付款項(扣除減值撥備)由二零二零年十二月三十一日的約人民幣18.3百萬元增至二零二一年十二月三十一日的約人民幣21.4百萬元，主要由於年內預付上市開支。

貿易應付款項

貿易應付款項由二零二零年十二月三十一日的約人民幣9.8百萬元增至二零二一年十二月三十一日的約人民幣18.5百萬元，主要由於年內在管建築面積增加導致支付予供應商的開支增加所致。

應計費用及其他應付款項

應計費用及其他應付款項(包括該等計入流動負債及非流動負債者)由二零二零年十二月三十一日的約人民幣64.8百萬元減至二零二一年十二月三十一日的約人民幣57.1百萬元，主要由於結算有關本集團於二零二一年收購蕪湖森林的若干代價。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Contract liabilities

Contract liabilities primarily consist of advances of property management fees and other service fees. Contract liabilities increased from approximately RMB61.9 million as at 31 December 2020 to RMB76.3 million as at 31 December 2021, primarily due to the increase in the number of properties managed by the Group as a result of overall business growth.

Lease liabilities

As at 31 December 2020 and 2021, the lease liabilities amounted to nil and RMB3.9 million, respectively.

Borrowings

Borrowings represented the bank borrowings granted to the Group. Borrowings increased from approximately RMB4.6 million as at 31 December 2020 to approximately RMB10.2 million as at 31 December 2021 because the Group entered into a mortgage loan agreement with the bank for the purpose of purchasing an office and a car parking space in Hong Kong in December 2021. The bank borrowing as at 31 December 2020 was denominated in RMB and with effective interest rate of 6.09% per annum. The bank borrowing as at 31 December 2021 was denominated in HKD and charged with interest rate of 1-month HIBOR plus 1.3% per annum.

Liquidity and Financial Resources

As at 31 December 2021, the cash and cash equivalents of the Group amounted to approximately RMB123.7 million. As at 31 December 2020, the cash and cash equivalents of the Group amounted to approximately RMB137.3 million. Decrease in cash and cash equivalent was due to (i) the settlement of the cash consideration for acquisition of Wuhu Senlin of approximately RMB16.2 million during the year ended 31 December 2021; and (ii) the repayment of the bank borrowing of approximately RMB4.6 million during the year ended 31 December 2021.

The Group maintained a sound financial position. As at 31 December 2021, the Group's net current assets amounted to approximately RMB60.3 million while the Group's net current assets amounted to approximately RMB52.5 million as at 31 December 2020. As at 31 December 2021, the Group's current ratio (current assets/current liabilities) was approximately 1.3 while the Group's current ratio was approximately 1.2 as at 31 December 2020.

合約負債

合約負債主要包括物業管理費及其他服務費的墊款。合約負債由二零二零年十二月三十一日的約人民幣61.9百萬元增加至二零二一年十二月三十一日的人民幣76.3百萬元，乃主要由於整體業務增長使得本集團所管理的物業數目增加。

租賃負債

於二零二零年及二零二一年十二月三十一日，租賃負債分別為零及人民幣3.9百萬元。

借款

借款指本集團獲授的銀行借款。借款由二零二零年十二月三十一日的約人民幣4.6百萬元增加至二零二一年十二月三十一日的約人民幣10.2百萬元，原因是本集團就二零二一年十二月在香港購置一間辦公室及停車位訂立按揭貸款協議。於二零二零年十二月三十一日，銀行借款以人民幣計值，實際年利率為6.09%。於二零二一年十二月三十一日，銀行借款以港元計值，按1個月香港銀行同業拆息加1.3%。

流動資金及財務資源

於二零二一年十二月三十一日，本集團的現金及現金等價物為約人民幣123.7百萬元。而於二零二零年十二月三十一日，本集團的現金及現金等價物為約人民幣137.3百萬元。現金及現金等價物減少乃由於(i)截至二零二一年十二月三十一日止年度期間結算收購蕪湖森林現金代價約人民幣16.2百萬元；及(ii)截至二零二一年十二月三十一日止年度期間償還銀行借款約人民幣4.6百萬元。

本集團維持良好的財務狀況。於二零二一年十二月三十一日，本集團的流動資產淨值為約人民幣60.3百萬元，而本集團於二零二零年十二月三十一日的流動資產淨值為約人民幣52.5百萬元。於二零二一年十二月三十一日，本集團的流動比率(流動資產/流動負債)為約1.3倍而本集團於二零二零年十二月三十一日的流動比率為約1.2倍。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Gearing ratio

Gearing ratio is calculated based on the total interest bearing borrowings divided by the total equity. Gearing ratio was 3.8% as at 31 December 2020 and 6.3% as at 31 December 2021, such change was mainly due to the addition of bank borrowings of approximately RMB10.2 million as at 31 December 2021.

Capital commitments

Save as disclosed in note 29 to the consolidated financial statements, as at 31 December 2020 and 2021, the Group did not have other material capital commitments.

Contingent liabilities

As at 31 December 2020 and 2021, the Group did not have any material contingent liabilities.

Pledge of assets

Saved as disclosed below, none of the Group's assets were pledged as at 31 December 2020 and 2021.

As at 31 December 2020, the Group's bank borrowing was secured by the pledge of properties provided by a director of a subsidiary. Such bank borrowing was fully repaid during the year ended 31 December 2021.

As at 31 December 2021, the Group's bank borrowing was secured by the pledge of certain properties with a carrying amount of approximately RMB26.8 million and guaranteed by the Company.

Treasury policies

The Group has adopted a prudent financial management approach towards its treasury policies to ensure the liquidity requirements from daily operation as well as capital expenditures are met. The Board closely monitors the Group's liquidity positions, while surplus cash will be invested appropriately with the consideration of the credit risks, liquidity risks and market risks of the financial instruments.

Foreign exchange risks

The Group mainly operates in the PRC with most of the transactions settled in RMB. The Group generates RMB from sales in the PRC to meet its liabilities denominated in RMB. Other than certain bank balances and bank borrowing, the Group's assets and liabilities are primarily denominated in RMB. Therefore, the Group's assets and liabilities, and transactions arising from its operations primarily are not exposed to material foreign exchange risk. The Group does not hedge its exposure to the foreign currencies.

資本負債比率

資本負債比率乃按計息借款總額除以權益總額計算得出。於二零二零年十二月三十一日的資本負債比率為3.8%，而於二零二一年十二月三十一日則為6.3%，該變動乃主要由於於二零二一年十二月三十一日增加銀行借款約人民幣10.2百萬元。

資本承擔

除綜合財務報表附註29所披露者外，於二零二零年及二零二一年十二月三十一日，本集團並無其他重大資本承擔。

或然負債

於二零二零年及二零二一年十二月三十一日，本集團並無任何重大或然負債。

資產抵押

除下文披露者外，於二零二零年及二零二一年十二月三十一日，本集團資產概無抵押。

於二零二零年十二月三十一日，本集團的銀行借款乃由一間附屬公司之一名董事所提供物業質押作抵押。該銀行借款已於截至二零二一年十二月三十一日止年度期間悉數償還。

於二零二一年十二月三十一日，本集團的銀行借款乃由賬面值為約人民幣26.8百萬元的若干物業質押作抵押並由本集團提供擔保。

財政政策

本集團已就其庫務政策採取審慎的財務管理方針，確保可應付日常營運及資本開支的流動資金需求。董事會緊密監察本集團的流動資金狀況，同時考慮金融工具的信貸風險、流動資金風險及市場風險，將剩餘現金作適當投資。

外匯風險

本集團主要在中國營運，大部分交易以人民幣結算。本集團通過在中國銷售賺取人民幣以償還其以人民幣計值的負債。除若干銀行結餘及銀行借款外，本集團的資產及負債主要以人民幣計值。因此，本集團的資產及負債以及因其經營產生的交易並無面對重大外匯風險。本集團並無對沖外幣風險。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Interest rate risks

As at 31 December 2021, except for bank balance and bank borrowing at variable interest rate, the Group do not have other significant interest-bearing assets or liabilities. The interest rates of bank balance and bank borrowing are not expected to change significantly, and the relevant interest rate risk is considered immaterial.

SIGNIFICANT INVESTMENT HELD

The Group had no significant investment during the year ended 31 December 2021.

MATERIAL ACQUISITIONS AND DISPOSALS

The Group had no material acquisitions and disposals of subsidiaries, associates and joint ventures during the year ended 31 December 2021.

FUTURE PLAN FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

As at 31 December 2021, the Group had no plan for any material investments or capital assets.

OUTLOOK

Be well-grounded and speak up moderately. Redco Healthy Living provides for customers not only a physical space, but also a kind of innovative lifestyle. The Group is committed to becoming a warm creator of a high-quality healthy lifestyle, adhering to the value concept of “striving to become a person that lives with healthy urban life”, with “life + health” dual housekeeping service system to provide customers with comprehensive high-quality products service and create a healthy better life.

The Group will continue to focus on its own competitive advantages and further consolidated the company market position in economically developed regions, and through organic growth, strategic acquisitions and cooperation with third parties to further expand our project portfolio. At the same time, continue to provide high-quality “life + health” dual butler service and improve brand value and customer experience, further develop IT business and upgrade the Group’s own IT platform, maximize cost effectiveness and enhance our service quality.

In the future, the industry will move towards a stage of high quality development. Redco Healthy Living will also keep up with the development of the industry, forge ahead without forgetting the original intention.

利率風險

於二零二一年十二月三十一日，除浮息銀行結餘及銀行借款外，本集團並無其他重大計息資產或負債。預期銀行結餘及銀行借款利率不會發生重大變動，相關利率風險被視為非重大。

持有重大投資

截至二零二一年十二月三十一日止年度，本集團並無重大投資。

重大收購及出售

於截至二零二一年十二月三十一日止年度，本集團並無重大收購及出售附屬公司、聯營公司及合營企業。

重大投資及資本資產的未來計劃

於二零二一年十二月三十一日，本集團並無任何重大投資或資本資產的計劃。

展望

博觀約取，厚積薄發。力高健康生活為客戶提供的不僅是一個物理空間，更是一種革新的生活方式。本集團致力於成為有溫度的健康生活方式締造者，秉持「力致城市健康生活家」的價值理念，以「生活+健康」的雙管家服務體系，為客戶提供全面高品質服務，創造健康美好生活。

本集團將持續圍繞自身的競爭優勢，進一步鞏固公司在經濟發達地區的市場地位，並透過內部增長、策略收購及與第三方開發商合作進一步擴大我們的項目組合。同時，繼續提供優質的「生活+健康」雙管家服務並提高品牌價值及客戶體驗，進一步發展資訊科技業務並升級自有資訊科技平台，最大化成本效益並提升我們的服務水平。

未來，行業將邁向高質量發展的階段，力高健康生活也將緊跟行業發展，不忘初心，篤定前行。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

DIRECTORS

Non-executive Director

Mr. Huang Ruoqing (黃若青) (“Mr. Huang”), aged 53, was appointed as a director of the Company (the “**Director(s)**”) on 10 February 2021 and was re-designated as a non-executive Director and appointed as the chairman of the board of Directors (the “**Board**”) on 1 June 2021, where he is primarily responsible for providing guidance and formulation of strategies for the overall development of the Group. Mr. Huang is also one of the controlling shareholders of the Company. Mr. Huang is the father of Ms. Huang Yanqi, an executive Director. He is also the uncle of Ms. Wong Yin Man, an executive Director.

Mr. Huang has over 30 years of experience in the real estate industry in the PRC. Prior to joining the Group, from August 1990 to May 1994, Mr. Huang worked as an architecture designer, assistant architect and project manager successively in Quanzhou Construction Design Institute (泉州市建築設計院), an institution primarily engaged in building design, where he was primarily responsible for building design, geological survey and prospecting. Mr. Huang joined Redco Group in May 1994 and has been an executive director and president of Redco Properties since January 2014. Mr. Huang is also currently a director of certain subsidiaries of Redco Properties.

董事

非執行董事

黃若青先生(「黃若青先生」)，53歲，於二零二一年二月十日獲委任為本公司董事(「**董事**」)及於二零二一年六月一日調任非執行董事及獲委任為董事會(「**董事會**」)主席，主要負責為本集團的整體發展提供指引及制定策略。黃若青先生亦為本公司控股股東之一。黃若青先生為我們的執行董事黃燕琪女士的父親。彼亦為我們的執行董事黃燕雯女士的叔叔。

黃若青先生於中國房地產行業累積逾30年經驗，於加入本集團前，黃若青先生於一九九零年八月至一九九四年五月在泉州市建築設計院先後出任建築設計師、助理建築師及項目經理，泉州市建築設計院為一家主要從事大廈設計的機構，彼主要負責大廈設計、地質測量及探測。黃若青先生於一九九四年五月加入力高集團及自二零一四年一月起一直擔任力高地產的執行董事兼總裁。黃若青先生現亦任力高地產若干附屬公司的董事。

Mr. Huang was appointed as a visiting professor at Jiangxi University of Finance and Economics (江西財經大學) from November 2015 to November 2018 and a visiting professor at School of Architecture & Urban Planning, Shenzhen University (深圳大學建築與城市規劃學院) in the PRC in September 2020.

Mr. Huang has received multiple awards in recognition of his experience in the real estate industry. He was named as one of the “CIHAF new leaders of the China’s real estate industry” (CIHAF 中國房地產新領軍人物) by China International Real Estate & Architectural Technology Fair (中國國際房地產與建築科技展覽會) in 2015, the “2015 Boao fashion icon of the China’s real estate industry” (博鰲2015中國地產風尚人物) by Organizing Committee of 2015 Bo’ao Real Estate Forum (博鰲房地產論壇組委會) in August 2015, the “2019 China Top 10 CEOs of the listed real estate companies” (2019中國房地產上市公司十大金牌CEO) by China Index Academy (中國指數研究院) in May 2019 and the “2020 China Influential Figure in Real Estate Industry of the Year” (2020中國年度影響力地產人物) by the Guandian Index Academy (觀點指數研究院) in August 2020.

Mr. Huang obtained a bachelor’s degree in architecture from Huaqiao University (華僑大學) in the PRC in July 1990.

Executive Directors

Mr. Tang Chengyong (唐承勇) (“Mr. Tang”), aged 58, was appointed as a Director on 10 February 2021 and was re-designated as an executive Director on 1 June 2021. Mr. Tang joined the Group as the president of UG Property Management Co., Ltd (“UG Management”) in April 2008 and is primarily responsible for supervising the overall management and operations of the Group. He is also a director of various subsidiaries of the Group.

黃若青先生於二零一五年十一月至二零一八年十一月受聘為江西財經大學客座教授及於二零二零年九月受聘為中國深圳大學建築與城市規劃學院客席教授。

黃若青先生已獲得多項獎勵，以表彰其於房地產行業的經驗。彼於二零一五年獲中國國際房地產與建築科技展覽會提名為「CIHAF中國房地產新領軍人物」、於二零一五年八月獲博鰲房地產論壇組委會提名為「博鰲2015中國地產風尚人物」、於二零一九年五月獲中國指數研究院提名為「2019中國房地產上市公司十大金牌CEO」及於二零二零年八月獲觀點指數研究院提名為「2020中國年度影響力地產人物」。

黃若青先生於一九九零年七月獲中國的華僑大學頒發建築學學士學位。

執行董事

唐承勇先生(「唐先生」)，58歲，於二零二一年二月十日獲委任為董事及於二零二一年六月一日調任為執行董事。唐先生於二零零八年四月加入本集團，擔任優居美家物業服務有限責任公司(「UG Management」)總裁，主要負責監督本集團整體管理及運營。彼亦為本集團多間附屬公司的董事。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

Mr. Tang has over 28 years of experience in the real estate industry in the PRC. From 1993 to 2001, Mr. Tang worked for Jiangsu Province Supply and Marketing Cooperative (Group) Company (江蘇省供銷社(集團)總公司), a company primarily engaged in property development, with his last position as the deputy general manager and the deputy head of the department of economic development, where he was primarily responsible for real estate projects. In August 2001 Mr. Tang joined the Redco Group as a general manager of Yantai Redco Development Co., Ltd. (煙台力高置業有限公司), a real estate development company indirectly owned by Redco Properties, where he was primarily responsible for the daily operations of the company. From May 2006 to February 2012, Mr. Tang was successively appointed as the general manager of Jiangxi Man Wo Property Development Co., Ltd. (江西萬和房地產開發有限公司), Jiangxi Redco Property Development Co., Ltd. (江西力高房地產開發有限公司), Redco Development (Jiangxi) Co., Ltd. (力高置業(江西)有限公司), Shandong Redco Real Estate Development Co., Ltd. (山東力高房地產開發有限公司) and the vice president of Redco (China) Real Estate Co., Ltd. (力高(中國)地產有限公司), where he was primarily responsible for the daily operations of the companies and overseeing real estate projects. Since October 2013, Mr. Tang has been serving as a director of Redco Properties and was re-designated as an executive director in January 2014.

Mr. Tang obtained a bachelor's degree in engineering from Shenyang Institute of Architectural Engineering (瀋陽建築工程學院) in the PRC in July 1986.

Ms. Wong Yin Man (黃燕雯) (“Ms. Wong”), aged 30, was appointed as a Director on 10 February 2021 and was re-designated as an executive Director on 1 June 2021. She is primarily responsible for the operational management and development of the Group. Ms. Wong joined the Group as an assistant to the president of UG Management in September 2015. Ms. Wong is the niece of Mr. Huang, a controlling shareholder of the Company a non-executive Director and the chairman of the Board.

Ms. Wong obtained a bachelor's degree in urban planning from Peking University (北京大學) in the PRC in July 2015.

唐先生擁有逾28年中國房地產業經驗。唐先生於一九九三年至二零零一年曾在江蘇省供銷社(集團)總公司(該公司主要從事房地產開發)任職，離職前的最後職位為副總經理兼經濟發展部副主管，彼主要負責房地產項目。唐先生於二零零一年八月加入力高集團，出任煙台力高置業有限公司(力高地產間接擁有的房地產開發公司)總經理，主要負責該公司的日常營運。唐先生於二零零六年五月至二零一二年二月期間亦先後獲委任為江西萬和房地產開發有限公司、江西力高房地產開發有限公司、力高置業(江西)有限公司和山東力高房地產開發有限公司的總經理及力高(中國)地產有限公司的副總裁，主要負責該等公司的日常營運和監督房地產項目。自二零一三年十月起，唐先生一直擔任力高地產的董事及於二零一四年一月調任執行董事。

唐先生於一九八六年七月獲中國的瀋陽建築工程學院頒發的工程學士學位。

黃燕雯女士(「黃女士」)，30歲，於二零二一年二月十日獲委任為董事及於二零二一年六月一日調任執行董事。彼主要負責本集團的營運管理及發展。黃女士於二零一五年九月加入本集團，擔任UG Management的總裁助理。黃女士為本公司控股股東、非執行董事兼董事會主席黃若青先生的侄女。

黃女士於二零一五年七月獲中國的北京大學頒發的城市規劃學士學位。

Ms. Huang Yanqi (黃燕琪) (“Ms. Huang”), aged 26, was appointed as a Director on 10 February 2021 and was re-designated as an executive Director on 1 June 2021. She is primarily responsible for the brand management and formulation and implementation of business strategies of the Group. Ms. Huang joined the Group as an assistant to the president of Shenzhen Redco Kang’ an Health Management Co., Ltd. (深圳力高康安健康管理有限公司), a subsidiary of the Group engaged in the provision of healthcare services, in May 2018. Ms. Huang is the daughter of Mr. Huang, a controlling shareholder of the Company, non-executive Director and the chairman of the Board.

Ms. Huang obtained a bachelor’s degree in environment and interior design from the Hong Kong Polytechnic University in Hong Kong in September 2018 and a master’s degree in food design and innovation from Scuola Politecnica di Design (米蘭工業設計學院) in Italy in December 2019.

Independent Non-executive Directors

Mr. Lau Yu Leung (劉與量) (“Mr. Lau”), aged 69, was appointed as an independent non-executive Director on 14 March 2022 and he is responsible for providing independent advice on the operations and management of the Group.

Mr. Lau has over 25 years of experience in corporate governance. Mr. Lau found the Group of Ever Harvest Group Holdings Limited (永豐集團控股有限公司) in 1993, and since October 2015, Mr. Lau has been serving as an executive director and the chairman of the board of Ever Harvest Group Holdings Limited (永豐集團控股有限公司), a waterborne trade and freight service providers in the PRC whose shares are listed on the Main Board of the Stock Exchange (stock code: 1549), where he is primarily responsible for the overall strategic planning, development, decision making on important matters, important investment strategies and management of senior executives.

黃燕琪女士(「黃女士」)，26歲，於二零二一年二月十日獲委任為董事及於二零二一年六月一日調任執行董事。彼主要負責本集團的品牌管理及業務策略的制定及實施。黃女士於二零一八年五月加入本集團，擔任深圳力高康安健康管理有限公司(本集團附屬公司，從事提供康養服務)的總裁助理。黃女士為本公司控股股東、非執行董事兼董事會主席黃若青先生的女兒。

黃女士於二零一八年九月獲香港的香港理工大學頒發環境及室內設計學士學位及於二零一九年十二月獲意大利的米蘭工業設計學院頒發食品設計及創新碩士學位。

獨立非執行董事

劉與量先生(「劉先生」)，69歲，於二零二二年三月十四日獲委任為獨立非執行董事，彼負責就本集團的運營及管理提供獨立建議。

劉先生於企業管治具逾25年經驗。於一九九三年，劉先生創立永豐集團控股有限公司。自二零一五年十月以來，劉先生擔任永豐集團控股有限公司(中國水上貿易及貨運服務供應商，其股份於聯交所主板上市，股份代號：1549)的執行董事及董事會主席，期間主要負責總體策略規劃、發展、重要事務決策、重要投資策略及高級行政人員管理。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

Mr. Lau also serves in a number of positions in various organizations and associations in Hong Kong and the PRC. Mr. Lau serves as a member of the 13th National Committee of the Chinese People's Political Consultative Conference as well as the 9th, 10th and 11th Fujian Provincial Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議) ("Fujian CPPCC"), and a member of the Standing Committee of the 11th Fujian CPPCC. In April 2008, Mr. Lau was appointed as the permanent honorary president of The Fukienese Association Limited (香港福建同鄉會有限公司). In August 2009, Mr. Lau was appointed as the permanent honorary president of Hong Kong Quanzhou Clans United Association (香港泉州市同鄉總會). In March 2011, Mr. Lau was appointed as the permanent honorary president of Hong Kong Quanzhou Associations Limited (香港泉州同鄉會有限公司). In March 2013, Mr. Lau was appointed as the vice-president of Association of Hong Kong Quanzhou Charity Promotion Limited (香港泉州慈善促進總會有限公司). In November 2013, Mr. Lau was appointed as the vice-chairman of Hong Kong Federation of Fujian Associations Limited (香港福建社團聯會有限公司). In April 2014, Mr. Lau was appointed as the president of Hong Kong CPPCC of Fujian Association Limited (福建省港區政協委員聯誼會有限公司).

Mr. Lau received a medal of honour (榮譽勳章) from the Hong Kong Government in July 2011. In 2016, Mr. Lau was awarded the title of "Excellent builder of non-public economy of Fujian Province (福建省非公有制經濟優秀建設者)" from the People's Government of Fujian Province.

Mr. Sze Irons (施榮懷) ("Mr. Sze"), *B.B.S., J.P.*, aged 60, was appointed as an independent non-executive Director on 14 March 2022 and he is responsible for providing independent advice on the operations and management of the Group.

Since March 1984, Mr. Sze has been serving as a executive director of Hang Tung Resources Holding Limited, a private company in Hong Kong principally engaged in property investment, import and export trading, provision of management services and shares investment, where he has been primarily responsible for the day-to-day management of the business operations and the overall strategic planning of the company.

劉先生亦於香港及中國多個機構及協會中擔任職位。劉先生擔任中國人民政治協商會議第13屆全國委員會委員、中國人民政治協商會議第9屆、第10屆及第11屆福建委員會(「福建政協」)委員，並擔任福建政協第11屆常務委員會委員。於二零零八年四月，劉先生獲委任為香港福建同鄉會有限公司永遠名譽會長。於二零零九年八月，劉先生獲委任為香港泉州市同鄉總會永遠名譽會長。於二零一一年三月，劉先生獲委任為香港泉州同鄉會有限公司永遠榮譽會長。於二零一三年三月，劉先生獲委任為香港泉州慈善促進總會有限公司副主席。於二零一三年十一月，劉先生獲委任為香港福建社團聯會有限公司副主席。於二零一四年四月，劉先生獲委任為福建省港區政協委員聯誼會有限公司會長。

劉先生於二零一一年七月獲香港政府頒授榮譽勳章。於二零一六年，劉先生獲福建省人民政府授予福建省非公有制經濟優秀建設者稱號。

施榮懷先生(「施先生」)，銅紫荊星章，太平紳士，60歲，於二零二二年三月十四日獲委任為我們的獨立非執行董事，彼負責就本集團營運及管理提供獨立意見。

自一九八四年三月起，施先生一直擔任一間香港私人公司恒通資源集團有限公司(主要從事物業投資、進出口貿易、提供管理服務及股份投資)的執行董事，主要負責該公司的日常業務經營管理及整體策略規劃。

DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層

In addition, Mr. Sze currently holds directorships in the following listed companies:

此外，施先生目前於下列上市公司擔任董事職務：

| Name of company 公司名稱 | Principal business 主營業務 | Place of listing and stock code 上市地點及股份代號 | Position 職務 | Period of service 服務期間 |
|--|---|--|---|--|
| Jianzhong Construction Development Limited 建中建設發展有限公司 | Construction firm 建築公司 | Main Board of the Stock Exchange (stock code: 0589) 聯交所主板 (股份代號：0589) | Independent non-executive director 獨立非執行董事 | February 2020 to present 二零二零年二月至今 |
| Best Mart 360 Holdings Limited 優品360控股有限公司 | Leisure food retailer 休閒食品零售商 | Main Board of the Stock Exchange (stock code: 2360) 聯交所主板 (股份代號：2360) | Independent non-executive director 獨立非執行董事 | December 2018 to present 二零一八年十二月至今 |
| ST International Holdings Company Limited 智紡國際控股有限公司 | Functional knitted fabrics supplier 功能性針織面料供應商 | Growth Enterprise Market of the Stock Exchange (stock code: 8521) 聯交所GEM (股份代號：8521) | Independent non-executive director 獨立非執行董事 | April 2018 to present 二零一八年四月至今 |
| Chevalier International Holdings Limited 其士國際集團有限公司 | Property Developer in Hong Kong 香港物業開發商 | Main Board of the Stock Exchange (stock code: 0025) 聯交所主板 (股份代號：0025) | Independent non-executive director 獨立非執行董事 | November 2016 to present 二零一六年十一月至今 |
| Continental Holdings Limited 恒和珠寶集團有限公司 | Jewellery retailer 珠寶零售商 | Main Board of the Stock Exchange (stock code: 0513) 聯交所主板 (股份代號：0513) | Independent non-executive director 獨立非執行董事 | October 2008 to present 二零零八年十月至今 |

Mr. Sze was appointed as a non-executive director of two companies listed on the Stock Exchange, including, (i) China Weaving Materials Holdings Limited (stock code: 3778), a company principally engaged in the manufacturing of yarn products, from May 2011 to June 2019; and (ii) Bel Global Resources Holdings Limited (stock code: 761) since February 2017. The trading in the shares of Bel Global Resources Holdings Limited had been suspended since 4 July 2011 and the listing of the shares was cancelled by the Stock Exchange with effect from 24 August 2018.

施先生曾獲委任為兩家聯交所上市公司的非執行董事，包括(i)二零一一年五月至二零一九年六月於中國織材控股有限公司(一家主要從事紗線產品製造的公司，股份代號：3778)；及(ii)二零一七年二月起於百營環球資源控股有限公司(股份代號：761)。百營環球資源控股有限公司的股份自二零一一年七月四日起暫停買賣，而其股份自二零一八年八月二十四日起被聯交所取消上市地位。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

Mr. Sze obtained his bachelor's degree in science from the University of Wisconsin-La Crosse in the United States in May 1985. He was the deputy director of the Population, Resources and Environment Committee of the National Committee (全國政協委員—人口資源環境委員會副主任), a member of the Beijing Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議北京市委員會常務委員) and a member of the HKSAR Labour Advisory Board during the period from 2021 to 2022. He is currently the permanent honorary president of the Chinese Manufacturers' Association of Hong Kong and has been a member of the HKSAR Election Committee since 2006. Mr. Sze was appointed as the Justices of the Peace and awarded the Bronze Bauhinia Star (銅紫荊星章) by the Government of the HKSAR in 2011 and 2015, respectively.

Mr. Chow Ming Sang (周明笙) ("Mr. Chow"), aged 49, was appointed as an independent non-executive Director on 14 March 2022 and he is responsible for providing independent advice on the operations and management of the Group.

Mr. Chow has over 27 years of experience in accounting, corporate financial management and corporate governance. From January 2007 to September 2018, he served as an advisory partner of Ernst & Young (China) Advisory Limited (安永(中國)企業諮詢有限公司), where he was primarily responsible for managing the risk advisory sub-service line's strategic growth and development in various regions of the PRC. From September 2018 to June 2019, he served as the general manager of risk & control department of Tahoe Group (泰禾集團股份有限公司), a property developer in the PRC, whose shares are listed on the Shenzhen Stock Exchange (stock code: 000732), where he was primarily responsible for risk management of the company. Since July 2019, Mr. Chow has been serving as a director and the general manager of Beijing Xinshi Anye Management Consulting Co., Ltd. (北京信實安業管理諮詢有限公司), where he has been primarily responsible for strategic planning and the overall management consulting of the company.

施先生於一九八五年五月畢業於美國威斯康星大學拉克羅斯分校，取得理學士學位。自二零二一年至二零二二年，彼曾擔任全國政協委員—人口資源環境委員會副主任、中國人民政治協商會議北京市委員會常務委員及香港特別行政區勞工顧問委員會委員。彼目前為香港中華廠商聯合會永遠名譽會長，並自二零零六年起為香港特別行政區選舉委員會委員。施先生分別於二零一一年及二零一五年獲香港特別行政區政府委任為太平紳士及頒授銅紫荊星章。

周明笙先生(「周先生」)，49歲，於二零二二年三月十四日獲委任為我們的獨立非執行董事，彼負責就本集團營運及管理提供獨立意見。

周先生於會計、公司財務管理及企業管治方面擁有逾27年經驗。自二零零七年一月至二零一八年九月，彼擔任安永(中國)企業諮詢有限公司諮詢合夥人，主要負責管理風險諮詢子業務在中國多個地區的策略增長及發展。自二零一八年九月至二零一九年六月，彼擔任一家中國物業開發商泰禾集團股份有限公司(其股份於深圳交易所上市，股份代號：000732)的風險控制部門總經理，主要負責該公司的風險管理。自二零一九年七月起，周先生擔任北京信實安業管理諮詢有限公司的董事兼總經理，主要負責該公司的策略規劃及整體管理諮詢。

In addition, Mr. Chow currently holds the following directorships in the following listed companies:

此外，周先生目前於下列上市公司擔任如下董事職務：

| Name of company | Principal business | Place of listing and stock code | Position | Period of service |
|--|---------------------------------|---|------------------------------------|--------------------------|
| 公司名稱 | 主營業務 | 上市地點及股份代號 | 職務 | 服務期間 |
| Teamway International Group Holdings Limited | Investment holding company | Main Board of the Stock Exchange (stock code: 1239) | Independent non-executive director | June 2019 to present |
| Teamway International Group Holdings Limited | 投資控股公司 | 聯交所主板 (股份代號：1239) | 獨立非執行董事 | 二零一九年六月至今 |
| China Rundong Auto Group Limited | Automobiles dealer | Main Board of the Stock Exchange (stock code: 1365) | Independent non-executive director | December 2020 to present |
| 中國潤東汽車集團有限公司 | 汽車經銷商 | 聯交所主板 (股份代號：1365) | 獨立非執行董事 | 二零二零年十二月至今 |
| China Modern Dairy Holdings Ltd. | Production and sale of raw milk | Main Board of the Stock Exchange (stock code: 1117) | Independent non-executive director | July 2021 to present |
| 中國現代牧業控股有限公司 | 生產及銷售原奶 | 聯交所主板 (股份代號：1117) | 獨立非執行董事 | 二零二一年七月至今 |

From 2014 to 2016, Mr. Chow was the Committee Member of The Internal Controls General Standards Committee of The Ministry of Finance (PRC) (中國財政部內部控制標準委員會委員). He is currently serving as a supervisor of Shenzhen Youth Development Foundation (深圳市青少年發展基金).

自二零一四年至二零一六年，周先生為中國財政部內部控制標準委員會委員。彼目前為深圳市青少年發展基金的監事。

Mr. Chow obtained his bachelor's degree in accounting from the Hong Kong University of Science and Technology (香港科技大學) in Hong Kong in November 1995. He has been a Certified Internal Auditor (註冊內部審計師) since November 2003 and received the Certification of Fund Practice Qualification (基金從業資格證書) from the Asset Management Association of China (中國證券投資基金業協會) in April 2019. He is currently a fellow member of the Hong Kong Institute of Certified Public Accountants (香港會計師公會) and the Association of Chartered Certified Accountants (特許公認會計師公會).

周先生於一九九五年十一月取得香港科技大學會計學士學位。彼自二零零三年十一月起成為註冊內部審計師，並自二零一九年四月獲得中國證券投資基金業協會的基金從業資格證書。彼目前為香港會計師公會及特許公認會計師公會資深會員。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

Senior Management

Mr. Jiang Yue (姜玥) (“Mr. Jiang”), aged 50, joined the Group as the chairman of UG Management in June 2020 and was appointed as the general manager of the property management department of the Group in April 2021. He is primarily responsible for overall management of our property management business.

Mr. Jiang has over 19 years of experience in the real estate industry in the PRC. From April 2002 to June 2015, he worked in China Evergrande Group (中國恒大集團) (formerly known as Evergrande Real Estate Group Limited (恒大地產集團有限公司)), a property developer in the PRC whose shares are listed on the Main Board of the Stock Exchange (stock code: 3333), with his last position as the chairman of Chengdu Branch of the group, where he was primarily responsible for the overall management and operation. From July 2015 to March 2019, he served as the vice president of Guangzhou Aoyuan Property Services Company Limited (廣州奧園物業服務有限公司), where he was primarily responsible for the management of the daily operation of the property management services business and the commercial operational services business. From December 2018 to January 2020, he served as a general manager of the property affairs department of Fujian Zhonggong Property Management Co., Ltd. Shanghai Branch (福建省中庚物業管理有限公司上海分公司), a property developer in the PRC where he was primarily responsible for supervising the overall management and business operations.

Mr. Jiang has received multiple awards in recognition of his experience in the real estate industry. He was named as one of the “Top Ten Outstanding Professional Managers of Guangdong Province” (廣東省十大傑出職業經理人) by The Professional Managers Association of Guangdong (廣東省職業經理人協會) in 2015. He was also honored as “2015-2016 Guangdong Province Top 10 Property Management Elite” (2015-2016年度廣東省物業服務管理十佳人物) by China Enterprise News Network (中國企業新聞網), Asia Pacific Economic Times (亞太經濟時報社) and Guangdong Academy of Social Sciences Enterprise Research Institute (廣東省社會科學院企業研究所) in July 2016 and “2014 – 2016 Outstanding Elite in Guangdong Property Management Industry” (廣東省物業管理行業2014年-2016年傑出人物) by Guangdong Property Management Industry Institute (廣東省物業管理行業協會) in September 2016.

高級管理層

姜玥先生(「姜先生」)，50歲，於二零二零年六月加入本集團，擔任UG Management主席。於二零二一年四月獲委任為本集團物業管理部的總經理，主要負責我們物業管理業務的整體管理。

姜先生於中國房地產行業擁有逾19年經驗。於二零零二年四月至二零一五年六月，彼任職於中國恒大集團(前稱恒大地產集團有限公司)(一家中國物業開發商，其股份於聯交所主板上市(股份代號：3333))，彼離職時為該集團成都分公司的主席，主要負責整體管理及運營。於二零一五年七月至二零一九年三月，彼擔任廣州奧園物業服務有限公司副總裁，主要負責管理物業管理服務業務的日常營運及商業運營服務業務。於二零一八年十二月至二零二零年一月，彼擔任福建省中庚物業管理有限公司上海分公司(一家中國物業開發商)物業事業部門的總經理，主要負責監督整體管理及業務營運。

姜先生因其於房地產行業的經驗而獲得多個獎項。彼於二零一五年獲廣東省職業經理人協會授予「廣東十大傑出職業經理人」稱號。彼亦分別於二零一六年七月獲中國企業新聞網、亞太經濟時報社及廣東省社會科學院企業研究所授予「2015-2016年度廣東省物業服務管理十佳人物」榮譽及於二零一六年九月獲廣東省物業管理行業協會授予「廣東省物業管理行業2014年-2016年傑出人物」榮譽。

Mr. Jiang obtained his master's degree in business management from Asia Metropolitan University (亞洲城市大學) in Malaysia in December 2017. He obtained his National Property Management Manager Certificate (全國物業管理企業經理崗位證書) from the Personnel Education Department of the Housing and Real Estate Department of the Ministry of Construction (建設部住宅與房地產業司) in February 2002 and has been a certified property manager (物業管理師) as certified by the Ministry of Personnel (中華人民共和國人力資源和社會保障部) and Ministry of Housing and Urban-Rural Development (中華人民共和國住房和城鄉建設部) in December 2013.

Ms. Lin Mei (林梅) ("Ms. Lin"), aged 51, joined the Group as the general manager of UG Management in April 2008 and was appointed as the deputy general manager of the property management department of the Group in April 2021. She is primarily responsible for daily operation management of the property management business.

Ms. Lin has over 20 years of experience in the real estate industry in the PRC. From March 1995 to August 2002, she served as a project manager in Xiamen Lianfa Group Property Management Co., Ltd. (廈門聯發(集團)物業服務有限公司), a property developer in the PRC and a subsidiary of Xiamen C&D Inc. (廈門建發股份有限公司), whose shares are listed on the Shanghai Stock Exchange (stock code: 600153), where she was primarily responsible for overseeing the property management business of the company.

Ms. Lin was recognised as the March 8th Red-Banner Pacesetter (三八紅旗手) by the Women's Federation of Zhifu District, Yantai City (煙台市芝罘區婦女聯合會) in 2013 and 2016. She was also awarded the title of "Outstanding Member of the People's Political Consultative Conference" (優秀政協委員) by Yantai Zhifu District Committee (政協煙台市芝罘區委員會) in January 2019 and received the "Love Dedication Award" (愛心奉獻獎) released by Federation of Industry and Commerce of Zhifu District of Yantai City (煙台市芝罘區工商業聯合會) in June 2020. In 2021, Ms. Lin was elected as a member of The 19th Committee of Chinese National People's Congress of Zhifu District, Yantai City (煙台市芝罘區第十九屆人民代表大會代表).

Ms. Lin obtained her bachelor's degree in economics and management from Xiamen University (廈門大學) in the PRC in December 2000 and completed the "Senior Economic Management for President Leadership Workshop" in Tsinghua University (清華大學) in the PRC in April 2010.

姜先生於二零一七年十二月獲馬來西亞的亞洲城市大學頒發商務管理碩士學位。彼於二零零二年二月自建設部住宅與房地產業司人事教育部獲得全國物業管理企業經理崗位證書，並於二零一三年十二月獲中華人民共和國人力資源和社會保障部及中華人民共和國住房和城鄉建設部認證為物業管理師。

林梅女士(「林女士」)，51歲，於二零零八年四月加入本集團擔任UG Management的總經理。林女士於二零二一年四月獲委任為本集團物業管理部的副總經理，主要負責我們物業管理業務的日常運營管理。

林女士在中國房地產行業擁有逾20年經驗。彼於一九九五年三月至二零零二年八月擔任廈門聯發(集團)物業服務有限公司的項目經理，廈門聯發(集團)物業服務有限公司為中國的物業開發商及廈門建發股份有限公司的附屬公司，而廈門建發股份有限公司的股份於上海證券交易所上市(股份代號：600153)，主要負責監督公司的物業管理業務。

林女士於二零一三年及二零一六年獲煙台市芝罘區婦女聯合會評為三八紅旗手。彼亦於二零一九年一月獲政協煙台市芝罘區委員會發出的「優秀政協委員」稱號及於二零二零年六月獲煙台市芝罘區工商業聯合會頒發的「愛心奉獻獎」。二零二一年，林梅女士當選煙台市芝罘區第十九屆人民代表大會代表。

林女士於二零零零年十二月獲中國的廈門大學頒發經濟學及管理學學士學位以及於二零一零年四月完成中國的清華大學「高級經濟管理總裁領導力研修班」。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

Mr. Xiang Guoxiang (向國祥) (“Mr. Xiang”), aged 38, joined the Group as the general manager of the information technology department of UG Management in July 2016 and was appointed as the general manager of the IT department of the Group in April 2021. He is primarily responsible for overall operation management of the information technology services.

From August 2006 to May 2011, Mr. Xiang served as a project manager of Shenzhen Etomorrow Technology Development Co., Ltd. (深圳市矽谷明天科技發展有限公司), a company engaged in the sales and development of software, where he was primarily responsible for software project management. From June 2012 to December 2015, he served as the process IT deputy director of Coastal Realty Investment (China) Limited (沿海地產投資(中國)有限公司), a subsidiary of Coastal Greenland Limited (沿海綠色家園有限公司), a property developer in the PRC whose shares are listed on the Main Board of the Stock Exchange (stock code: 1124), where he was primarily responsible for building the information system.

Mr. Xiang obtained his bachelor’s degree in food science and engineering from Hubei Minzu University (湖北民族大學) (formerly known as Hubei Institute for Nationalities (湖北民族學院)) in the PRC in June 2006 and his master’s degree in business administration from Sun Yat-sen University (中山大學) in the PRC in June 2020. Mr. Xiang successfully completed the Training Certificate Program in Project Management Body of Knowledge with Shenzhen Talent Collection Consulting Co., Ltd. in September 2013.

向國祥先生(「向先生」)，38歲，於二零一六年七月加入本集團擔任UG Management 資訊科技部的總經理。向先生於二零二一年四月獲委任為本集團IT部的總經理，主要負責我們資訊科技服務的整體運營管理。

於二零零六年八月至二零一一年五月，向先生曾任深圳市矽谷明天科技發展有限公司(即從事軟件銷售及開發的公司)的項目經理，主要負責軟件項目管理。於二零一二年六月至二零一五年十二月，彼曾任沿海地產投資(中國)有限公司(為沿海綠色家園有限公司的附屬公司，而沿海綠色家園有限公司為中國的物業開發商，其股份於聯交所主板上市(股份代號：1124))的流程IT副總監，主要負責打造資訊系統。

向先生於二零零六年六月獲中國的湖北民族大學(前稱湖北民族學院)頒發食品科學及工程學士學位及於二零二零年六月獲中國的中山大學頒發工商管理碩士學位。向先生於二零一三年九月成功完成 Shenzhen Talent Collection Consulting Co., Ltd.的項目管理知識體系培訓證書課程。

Mr. Hui Chunyu (惠春雨) (“Mr. Hui”), aged 40, joined the Group as a general manager of finance department in December 2013. He is primarily responsible for finance and accounting matters of the Group.

Mr. Hui has over 17 years of experience in the real estate industry in the PRC. From June 2004 to July 2007, he served as an accounting in Shanghai Jinming Investment Group Co., Ltd. (上海金明投資集團有限公司), a property developer in the PRC, where he was primarily responsible for accounting and financial analysis. From October 2007 to October 2013, he successively served as an accountant in Shenzhen Fantasia Real Estate Group Co., Ltd. (深圳市花樣年地產集團有限公司) (formerly known as Shenzhen Fantasia Investment Development Co., Ltd. (深圳市花樣年投資發展有限公司) and a senior financial management specialist in Fantasia Group (China) Company Limited (花樣年集團(中國)有限公司), both being the subsidiaries of Fantasia Holdings Group Co., Limited (花樣年控股集團有限公司), a property developer in the PRC whose shares are listed on the Main Board of the Stock Exchange (stock code: 1777), where he was primarily responsible for financial forecast, auditing and financial analysis.

Mr. Hui obtained his bachelor’s degree in accounting from Tongji University (同濟大學) in the PRC in July 2004. He has been certified as an intermediate accountant (中級會計師) by Human Resource and Social Security Department of Guangdong Province (廣東省人力資源和社會保障廳) in January 2014.

惠春雨先生(「惠先生」)，40歲，於二零一三年十二月加入本集團，擔任財務部總經理，主要負責本集團財務及會計事宜。

惠先生在中國房地產行業擁有逾17年經驗。彼於二零零四年六月至二零零七年七月擔任上海金明投資集團有限公司(中國物業開發商)會計師，主要負責會計處理及財務分析。於二零零七年十月至二零一三年十月，彼先後擔任深圳市花樣年地產集團有限公司(前稱深圳市花樣年投資發展有限公司)會計師及花樣年集團(中國)有限公司高級財務管理專家，該兩間公司均為花樣年控股集團有限公司的附屬公司，而花樣年控股集團有限公司為中國的物業開發商，其股份於聯交所主板上市(股份代號：1777)，其中彼主要負責財務預測、審計及財務分析。

惠先生於二零零四年七月獲中國的同濟大學頒發會計學專業學士學位。彼於二零一四年一月獲廣東省人力資源和社會保障廳認證為中級會計師。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

Mr. Mu Yuansong (穆遠松) (“Mr. Mu”), aged 37, joined the Group as the general manager of the internal control and legal department in August 2020. He is primarily responsible for regulatory compliance and internal control of the Group. Mr. Mu was appointed as one of our joint company secretaries on 1 June 2021.

From August 2011 to February 2013, Mr. Mu served as an associate at Jiangsu Jinyi Law Firm (江蘇金易律師事務所), where he was primarily responsible for providing legal services to clients. From April 2013 to January 2020, he served as the general manager of the capital securities department of Wuzhou International Holdings Limited (五洲國際控股有限公司), formerly known as Wuzhou International Development Limited (五洲國際發展有限公司), a property developer in the PRC whose shares were listed in the Main Board of the Stock Exchange (stock code: 1369), where he was primarily responsible for legal, compliance and regulatory matters and financial matters. From March 2020 to June 2020, he served as the department head of the legal department of Anhui Hengtai Real Estate Development Co., Ltd. (安徽省恆泰房地產開發有限責任公司), a property developer in the PRC, where he was primarily responsible for managing legal matters of the company.

Mr. Mu obtained his bachelor’s degree in English from Baicheng Normal University (白城師範學院) in the PRC in July 2008 and his master’s degree in law in Soochow University (蘇州大學) in the PRC in June 2011. Mr. Mu passed the fundamentals of securities market examination (證券市場基礎知識考試) issued by the Securities Association of China (中國證券業協會) in September 2012 and was qualified as a lawyer issued by the Jiangsu Provincial Department of Justice (江蘇省司法廳) in November 2012. He also obtained the certificate of Secretary of the Board (董事會秘書資格證書) issued by the Shenzhen Stock Exchange in July 2014, completed a training course for senior managers of listed companies (上市公司高級管理人員培訓班) with the Shenzhen Stock Exchange in August 2016, completed an examination in the basic knowledge of securities and investment funds (證券投資基金基礎知識考試) issued by the Asset Management Association of China (中國證券投資基金業協會) in September 2018 and obtained the qualification to act as a futures practitioner (期貨從業人員資格) in November 2018.

穆遠松先生(「穆先生」)，37歲，於二零二零年八月加入本集團，擔任內部控制及法務部總經理，主要負責本集團監管合規及內部控制。穆先生於二零二一年六月一日獲委任為我們的聯席公司秘書之一。

於二零一一年八月至二零一三年二月，穆先生擔任江蘇金易律師事務所的合夥人，主要負責向客戶提供法律服務。於二零一三年四月至二零二零年一月，彼曾任五洲國際控股有限公司(前稱五洲國際發展有限公司)(中國的物業開發商，其股份於聯交所主板上市(股份代號：1369))資本證券部總經理，主要負責法律、合規及監管事宜以及財務事宜。於二零二零年三月至二零二零年六月，彼曾任安徽省恆泰房地產開發有限責任公司(中國的物業開發商)法律部部門主管，主要負責管理該公司法律事宜。

穆先生於二零零八年七月獲中國的白城師範學院頒發英語學士學位及於二零一一年六月獲中國的蘇州大學頒發法學碩士學位。穆先生於二零一二年九月通過由中國證券業協會發起的證券市場基礎知識考試及於二零一二年十一月獲江蘇省司法廳認可為合資格律師。彼亦於二零一四年七月獲深圳證券交易所頒發的董事會秘書資格證書、於二零一六年八月完成深圳證券交易所上市公司高級管理人員培訓班、於二零一八年九月通過由中國證券投資基金業協會發起的證券投資基金基礎知識考試及於二零一八年十一月獲期貨從業人員資格。

REPORT OF DIRECTORS

董事會報告

The Board is pleased to present its report together with the audited consolidated financial statements of the Group for the year ended 31 December 2021.

GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 10 February 2021 as an exempted company with limited liability under the laws of the Cayman Islands. The Company's ordinary shares with nominal value of HK\$0.1 each (the "Shares") were listed on the Main Board of the Stock Exchange on 31 March 2022 (the "Listing Date").

PRINCIPAL ACTIVITIES

The Group primarily provides diversified services through three business lines, namely, property management services, value-added services to non-property owners and community value-added services. The activities of the subsidiaries of the Company during the year ended 31 December 2021 is set out in note 12 to the consolidated financial statements.

RESULTS

The results of the Group for the year ended 31 December 2021 are set out in the consolidated statement of profit or loss and consolidated statement of comprehensive income on pages 82 and 83 of this annual report.

FINAL DIVIDEND

The Board did not recommend the payment of a final dividend for the year ended 31 December 2021 (for the year ended 31 December 2020: Nil).

There is no arrangement that a shareholder of the Company (the "Shareholder(s)") has waived or agreed to waive any dividend.

DIVIDEND POLICY

The Company considers stable and sustainable returns to the Shareholders to be its goal.

The declaration and payment of dividend is subject to the results of operations, working capital and cash position, future business and earnings, capital requirement, among other things, and will be at the sole discretion of the Board, subject to the approval of the Shareholders (if applicable).

FINANCIAL SUMMARY

A summary of the Group's results, assets and liabilities for the last four financial years are set out on page 212 of this annual report.

董事會欣然呈列其報告連同本集團截至二零二一年十二月三十一日止年度的經審核綜合財務報表。

一般資料

本公司於二零二一年二月十日根據開曼群島法律在開曼群島註冊成立為獲豁免有限公司。本公司面值為每股0.1港元的普通股(「股份」)於二零二二年三月三十一日(「上市日期」)在聯交所主板上市。

主要業務

本集團主要透過三條業務線(即物業管理服務、非業主增值服務及社區增值服務)提供多種服務。截至二零二一年十二月三十一日止年度，本公司附屬公司的業務載列於綜合財務報表附註12。

業績

本集團截至二零二一年十二月三十一日止年度的業績載列於本年報第82及83頁的綜合損益表及綜合全面收益表。

末期股息

董事會不建議宣派截至二零二一年十二月三十一日止年度末期股息(截至二零二零年十二月三十一日止年度：零)。

概無本公司股東(「股東」)豁免或同意豁免任何股息之安排。

股息政策

本公司目標乃為股東帶來穩定且可持續的回報。

宣派及派付股息須根據(其中包括)經營業績、營運資金及現金狀況、未來業務及盈利、資本需求而釐定，並將由董事會全權酌情釐定，且須待股東批准(倘適用)。

財務概要

本集團過往四個財政年度的業績、資產及負債概要載列於本年報第212頁。

PRINCIPAL RISKS AND UNCERTAINTIES

The following list is a summary of certain principal risks and uncertainties faced by the Group. Such factors are not exhaustive and therefore other risks and uncertainties may also exist.

- changes in China's economic conditions in general and the real estate market and property management industry in particular;
 - changes in disposable personal income in the PRC;
 - changes in government policies and regulations;
 - changes in the supply of and demand for property management services, value-added services to non-property owners and community value-added services;
 - the ability to generate sufficient liquidity internally and obtain external financing;
 - the ability to select and work with suitable and reliable subcontractors and suppliers;
 - the ability to adapt to new markets where the Group has no prior experience and in particular, whether the Group can adapt to the administrative, regulatory, cultural and tax environments in such markets;
 - the ability to leverage our brand name and to compete successfully in new markets, particularly against the incumbent players in such markets who might have more resources and experience than the Group; and
 - the ability to improve administrative, technical, operational and financial infrastructure.
- 特別是中國管理行業的變動；
 - 中國個人可支配收入的變動；
 - 政府政策及法規變動；
 - 物業管理服務、非業主增值服務及社區增值服務的供需變動；
 - 內部產生充足流動資金及取得外部融資的能力；
 - 挑選合適可靠的分包商及供應商並與其合作的能力；
 - 適應本集團從未涉足的新市場的能力，尤其是本集團能否適應該等市場的行政、監管、文化及稅務環境；
 - 在新市場利用品牌名稱在競爭中取勝的能力，尤其是與該等市場的現有參與者(其可能比本集團擁有更多資源及經驗)競爭時；及
 - 改善管理、技術、營運及財務基礎的能力。

COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

As far as the Board and management are aware, the Group has complied in all 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 2021, there was no material breach of, or non-compliance with, applicable laws and regulations by the Group.

主要風險及不明朗因素

以下載列本集團所面對的若干主要風險及不明朗因素概要。有關因素並未詳錄，故亦可能存在其他風險及不明朗因素。

- 特別是中國管理行業的變動；
- 中國個人可支配收入的變動；
- 政府政策及法規變動；
- 物業管理服務、非業主增值服務及社區增值服務的供需變動；
- 內部產生充足流動資金及取得外部融資的能力；
- 挑選合適可靠的分包商及供應商並與其合作的能力；
- 適應本集團從未涉足的新市場的能力，尤其是本集團能否適應該等市場的行政、監管、文化及稅務環境；
- 在新市場利用品牌名稱在競爭中取勝的能力，尤其是與該等市場的現有參與者(其可能比本集團擁有更多資源及經驗)競爭時；及
- 改善管理、技術、營運及財務基礎的能力。

遵守相關法律法規

據董事會及管理層所深知，本集團已於所有重大方面遵守對本集團業務及營運有重大影響的相關法律法規。截至二零二一年十二月三十一日，本集團概無嚴重違反或不遵守適用法律法規的情況。

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group primarily provides property management services and green living solutions in China and is subject to laws and regulations regarding environmental protection. During the year ended 31 December 2021, the Group has complied with relevant laws and regulations in its business operation. Details of such are set out in the Environmental, Social and Governance Report of the Company for the year ended 31 December 2021 to be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.redcohealthy.com) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange (the “Listing Rules”).

USE OF PROCEEDS FROM THE GLOBAL OFFERING

The Company was listed on the Stock Exchange on 31 March 2022 and issued 50,000,000 new Shares at HK\$4.1 each under the Global Offering (as defined in the prospectus of the Company dated 22 March 2022, the “Prospectus”).

After deducting the underwriting fees and commissions and other estimated expenses payable by the Company in connection with the Global Offering, as the over-allotment option is not exercised, the net proceeds of the Global Offering are estimated to be approximately HK\$155.6 million (the “Net Proceeds”).

As at the date of this annual report, the Net Proceeds has not been applied and utilised. The Directors are not aware of any material change to the planned use of the Net Proceeds as at the date of this annual report. It is expected that the Group will utilise the Net Proceeds in the manner consistent with the purposes as stated in the section headed “Future Plans and Use of Proceeds” in the Prospectus as follows:

- approximately 55.0% will be used to pursue selective strategic investment and acquisition opportunities to further expand business scale and geographic coverage and broaden the Company’s service offerings;
- approximately 15.0% will be used to upgrade information technology infrastructure and promote smart community management;
- approximately 10.0% will be used to improve the services as the lifestyle butler to improve customers’ experience and satisfaction;

環保政策及表現

本集團主要於中國提供物業管理服務及綠色人居解決方案，並遵守有關環境保護的法律及法規。於截至二零二一年十二月三十一日止年度，本集團於營運業務時一直遵守相關法律及法規。有關詳情載列於根據聯交所證券上市規則（「上市規則」）將於聯交所網站（www.hkexnews.hk）及本公司網站（www.redcohealthy.com）刊載的截至二零二一年十二月三十一日止年度本公司的環境、社會及管治報告。

全球發售所得款項用途

本公司於二零二二年三月三十一日於聯交所上市，全球發售（定義見本公司日期為二零二二年三月二十二日的招股章程（「招股章程」））按每股股份4.1港元發行50,000,000股新股份。

經扣除與全球發售有關之包銷費用、佣金及本公司應付其他估計開支，由於超額配股權未獲行使，全球發售所得款項淨額估計約為155.6百萬港元（「所得款項淨額」）。

於本年報日期，並未應用或使用所得款項淨額。於本年報日期，董事並不知悉所得款項淨額計劃用途發生任何重大變動。預期本集團的所得款項淨額用途與招股章程「未來計劃及所得款項用途」一節所述用途相同，具體如下：

- 約55.0%將用於尋求選擇性戰略投資及收購機會，以進一步擴大我們業務的規模和地理覆蓋範圍及擴展本公司服務組合；
- 約15.0%將用於升級資訊科技基礎設施及提升智慧社區管理；
- 約10%將用於提升生活管家服務，以提升客戶體驗及滿意度；

REPORT OF DIRECTORS

董事會報告

- approximately 10.0% will be used to expand community healthcare services as the healthcare butler; and
- approximately 10.0% will be used for general business purpose and working capital.

For the expected timeline of the intended use of proceeds, please refer to the implementation plan as set out in the section headed “Future Plans and Use of Proceeds” in the Prospectus. The unutilised net proceeds are held by way of bank deposits with licensed banks in Hong Kong or the PRC.

KEY RELATIONSHIPS WITH THE GROUP'S STAKEHOLDERS

Workplace Quality

The Group believes that the directors, senior management and employees of the Group are instrumental to the success of the Group and that their industry knowledge and understanding of the market will enable the Group to maintain the competitiveness in the market.

The Group provides on-the-job training and development opportunities to enhance its employees' career progression. Through different trainings, staff's professional knowledge in corporate operations, occupational and management skills are enhanced. The Group also organised staff-friendly activities for employees, such as annual dinner, to promote staff relationship.

The Group provides a safe, effective and congenial working environment. Adequate arrangements, trainings and guidelines are implemented to ensure the working environment is healthy and safe. The Group provided health and safety communications for employees to present the relevant information and raise awareness of occupational health and safety issues.

The Group values the health and well-being of its staff. In order to provide employees with health coverage, its employees are entitled to medical insurance benefits.

- 約10%將用於擴充作為健康管家的社區康養服務；及
- 約10%將用於一般業務用途及營運資金。

有關所得款項擬定用途的預期時間線，請參閱招股章程「未來計劃及所得款項用途」一節所載的實施計劃。未動用所得款項淨額透過香港或中國的持牌銀行的銀行存款持有。

與本集團持份者的主要關係

工作場所質素

本集團認為，本集團董事、高級管理層及僱員為本集團成功的關鍵，而彼等的行業知識及對市場的了解讓本集團得以維持市場競爭力。

本集團提供在職培訓及發展機會，以提升僱員的職業生涯發展。透過不同培訓、員工對於企業營運的專業知識、職業及管理技術得以提升。本集團亦為僱員組織員工友好活動(如週年宴會)以增進員工關係。

本集團提供一個安全、有效及舒適的工作環境。落實合適安排、培訓及指引以確保工作環境健康及安全。本集團為員工提供健康及安全通訊，以展示相關資訊並提升對職業健康及安全方面的意識。

本集團重視員工的健康及福祉。為了向員工提供健康保障，彼等享有醫療保險福利。

Relationships with the Group's other stakeholders

The Group aims at delivering constantly high standards of quality in the products to its customers in order to stay competitive.

During the year ended 31 December 2021, there was no material and significant dispute between the Group and its financial institutions and/or customers.

During day-to-day operation and management, the Company maintained constant communication with the suppliers and subcontractors to understand their opinions and requirements and responded actively in order to reinforce business partnerships.

MAJOR CUSTOMERS AND SUPPLIERS

Major Customers

For the year ended 31 December 2021, the Group's sales to its five largest customers accounted for 33.4% (2020: 32.3%) of the Group's total revenue and our single largest customer, being Redco Group and its associates and joint ventures, accounted for 32.4% (2020: 30.5%) of the Group's total revenue.

Major Suppliers

For the year ended 31 December 2021, the Group's five largest suppliers accounted for 4.3% (2020: 8.7%) of the Group's total purchases and our single largest supplier accounted for 1.0% (2020: 2.5%) of the Group's total purchases.

During the Reporting Period, saved as disclosed in this annual report, none of the Directors or any of their close associates or any Shareholders (which, to the best knowledge of the Directors, own more than 5% of the number of issued shares of the Company) had any interest in the Group's five largest customers and suppliers.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year ended 31 December 2021 are set out in note 14 to the consolidated financial statements.

SHARE CAPITAL

Details of movements in the share capital of the Company during the year ended 31 December 2021 are set out in note 18 to the consolidated financial statements.

與本集團其他持份者的關係

本集團旨在向其客戶持續提供優質的產品，以保持競爭力。

截至二零二一年十二月三十一日止年度，本集團與其財務機構及／或客戶之間並無重要及重大的爭議。

在日常運營及管理中，本集團與供應商及分包商保持充分溝通，了解彼等之意見及要求，從而給予快速回應，以夯實業務關係。

主要客戶及供應商

主要客戶

截至二零二一年十二月三十一日止年度，本集團對其五大客戶作出的銷售分別佔本集團總收益的33.4% (二零二零年：32.3%) 及我們的單一最大客戶 (即力高集團及其聯營公司及合營公司) 佔本集團總收益的32.4% (二零二零年：30.5%)。

主要供應商

截至二零二一年十二月三十一日止年度，本集團五大供應商分別佔本集團總採購額的4.3% (二零二零年：8.7%) 及我們的單一最大供應商佔本集團總採購額的1.0% (二零二零年：2.5%)。

於報告期內，除本年報所披露者外，董事或彼等任何緊密聯繫人或任何股東 (就董事所知，擁有本公司已發行股份數5%以上) 概無於本集團五大客戶及供應商擁有任何權益。

物業、廠房及設備

本集團截至二零二一年十二月三十一日止年度的物業、廠房及設備的變動詳情載列於綜合財務報表附註14。

股本

截至二零二一年十二月三十一日止年度，本公司股本變動詳情載列於綜合財務報表附註18。

REPORT OF DIRECTORS 董事會報告

DEBENTURES

The Company did not issue any debentures during the year ended 31 December 2021.

RESERVES

Details of movements in the reserves of the Company and the Group during the year ended 31 December 2021 are set out in the consolidated statement of changes in equity on page 86 of this annual report.

DISTRIBUTABLE RESERVES

As at 31 December 2021, the distributable reserves of the Group under the Companies Act of the Cayman Islands, consisted of retained earnings amounted to approximately RMB120.9 million (as at 31 December 2020: RMB89.9 million).

TAX RELIEF

The Company is not aware of any relief from taxation available to the Shareholders by reason of their holding of the Shares.

BANK BORROWINGS

Particulars of bank borrowings of the Group as at 31 December 2021 are set out in note 22 to the consolidated financial statements.

DIRECTORS

The Directors during the Reporting Period and up to the date of this annual report are:

Non-executive Director

Mr. Huang Ruoqing (*Chairman*)

Executive Directors

Mr. Tang Chengyong (*President*)

Ms. Wong Yin Man

Ms. Huang Yanqi

Independent Non-executive Directors

Mr. Chow Ming Sang

Mr. Sze Irons

Mr. Lau Yu Leung

債權證

截至二零二一年十二月三十一日止年度，本公司並無發行任何債權證。

儲備

截至二零二一年十二月三十一日止年度，本公司及本集團儲備變動詳情載列於本年報第86頁的綜合權益變動表。

可供分派儲備

於二零二一年十二月三十一日，本集團根據開曼群島公司法的可分派儲備包括約人民幣120.9百萬元之保留盈利(於二零二零年十二月三十一日：人民幣89.9百萬元)。

稅務減免

本公司概不知悉股東因持有股份而享有任何稅務減免。

銀行借款

於二零二一年十二月三十一日，本集團的銀行借款詳情載列於綜合財務報表附註22。

董事

於報告期直至本年報日期，董事為：

非執行董事

黃若青先生(主席)

執行董事

唐承勇先生(總裁)

黃燕雯女士

黃燕琪女士

獨立非執行董事

周明笙先生

施榮懷先生

劉與量先生

In accordance with article 83(3) of the articles of association (the “Articles of Association”), any Director appointed by the Board either to fill a casual vacancy or as an addition to the Board will hold office until the next following annual general meeting (“AGM”) of the Company and shall then be eligible for re-election at that meeting.

In accordance with article 84(1) of the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), 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 an AGM at least once every three years. Any Director appointed by the Board pursuant to article 83(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation in accordance with article 84(2) of the Articles of Association.

Accordingly, all the existing Directors (namely Mr. Huang Ruoqing, Mr. Tang Chengyong, Ms. Wong Yin Man, Ms. Huang Yanqi, Mr. Lau Yu Leung, Mr. Sze Irons and Mr. Chow Ming Sang) will retire and, being eligible, have offered themselves for re-election as Directors at the forthcoming AGM to be held on 27 June 2022 (the “2022 AGM”).

Details of the Directors to be re-elected at the 2022 AGM are set out in the circular to the Shareholders dated 29 April 2022.

DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the Directors and senior management of the Company are set out on pages 20 to 32 of this annual report.

根據組織章程細則(「組織章程細則」)第83(3)條，獲董事會委任以填補臨時空缺或加入董事會的董事的任期至本公司下屆股東週年大會(「股東週年大會」)為止，屆時將合資格於大會上重選連任。

根據組織章程細則第84(1)條，在每屆股東週年大會上，當時在任的三分之一董事(或若其人數並非三(3)的倍數，則以最接近但不少於三分之一的人數)將退任，惟各董事須至少每三年於股東週年大會上輪值退任一次。在根據組織章程細則第84(2)條決定輪值退任的特定董事或董事數目時，任何根據組織章程細則第83(3)條獲董事會委任的董事不應被考慮在內。

因此，全體現有董事(即黃若青先生、唐承勇先生、黃燕雯女士、黃燕琪女士、劉與量先生、施榮懷先生及周明笙先生)將於二零二二年六月二十七日舉行的股東週年大會(「二零二二年股東週年大會」)上輪值退任，且符合資格並願意重選連任董事。

將於二零二二年股東週年大會上膺選連任的董事詳情載於日期為二零二二年四月二十九日致股東之通函內。

董事及高級管理層

本公司董事及高級管理層的履歷詳情載列於本年報第20至32頁。

REPORT OF DIRECTORS

董事會報告

CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received a confirmation of independence pursuant to rule 3.13 of the Listing Rules from each of the independent non-executive Directors and the Company considers such Directors to be independent during the period from the Listing Date and up to the date of this annual report.

DIRECTORS' SERVICE CONTRACTS AND LETTERS OF APPOINTMENT

Each of the executive Directors has entered into a service agreement with the Company for a term of three years commencing from the Listing Date, which may be terminated by not less than three months' notice in writing served by either party on the other.

Each of the non-executive Director and independent non-executive Directors has entered into a letter of appointment with the Company for a term of three years commencing from their respective date of appointment, which may be terminated by not less than three months' notice in writing served by either party on the other.

The appointments are subject to the provisions of retirement and rotation of Directors under the Articles of Association and the applicable Listing Rules.

None of the Directors has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed under the section headed "Continuing Connected Transactions" contained in this annual report, none of the Directors had a material interest, either directly or indirectly, in any transaction, arrangement or contract of significance to the business of the Group to which the Company, or any of its subsidiaries or fellow subsidiaries was a party from the Listing Date and up to the date of this annual report.

獨立非執行董事的獨立性確認書

本公司已接獲各獨立非執行董事根據上市規則第3.13條發出的獨立性確認書，及本公司認為，於上市日期直至本年度報告日期期間該等董事全部為獨立人士。

董事之服務協議及委任函

執行董事已各自與本公司訂立服務協議，自上市日期起計為期三年，可由任何一方向另一方發出不少於三個月的書面通知終止。

非執行董事及獨立非執行董事已各自與本公司訂立委任函，自彼等各自委任日期起計為期三年，可由任何一方向另一方發出不少於三個月的書面通知終止。

根據組織章程細則及適用上市規則，有關委任受董事輪值退任條文規限。

概無董事與本集團訂立不可於一年內不付賠償(法定賠償除外)而終止的服務合約。

董事於交易、安排或合約之重大權益

除本年報「持續關連交易」一節所披露者外，自上市日期起直至本年報日期，概無董事直接或間接對本集團業務(而本公司或其任何附屬公司或同系附屬公司為訂約的一方)具有重大意義的任何交易、安排或合約中擁有重大利益。

CONTRACTS WITH CONTROLLING SHAREHOLDERS

Other than disclosed in the sections headed “Continuing Connected Transactions” and note 25 to the consolidated financial statements in relation to related party transactions, no contract of significance was entered into between the Company or any of its subsidiaries and the controlling shareholders of the Company or any of its subsidiaries during the year ended 31 December 2021 or subsisted at the end of the year and up to the date of this annual report, and no contract of significance for the provision of services to the Company or any of its subsidiaries by a controlling shareholder of the Company or any of its subsidiaries was entered into during the year ended 31 December 2021 or subsisted at the end of the year and up to the date of this annual report.

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 existed from the Reporting Period and up to the date of this annual report.

EMPLOYEES AND REMUNERATION POLICY

The Group had 2,676 full-time employees as at 31 December 2021 (as at 31 December 2020: 2,607). The total staff costs for the year ended 31 December 2021 were approximately RMB157.9 million. Employees’ remuneration package includes salary, performance bonus and other welfare subsidies. The remuneration of employees is determined in accordance with the Group’s remuneration and welfare policies, the employees’ positions, performance, company profitability, industry level and market environment.

A remuneration committee was set up for reviewing and making recommendations to the Directors on the structure concerning remuneration of the Directors and senior management, having regard to the Group’s operating results, individual performance of the directors and senior management and comparable market practices.

Details of the emoluments of the Directors and five highest paid individuals during the Reporting Period are set out in note 31 and note 8 to the consolidated financial statements, respectively.

與控股股東的合約

除有關關聯方交易的「持續關連交易」一節以及綜合財務報表附註25所披露者外，於截至二零二一年十二月三十一日，本公司或其任何附屬公司概無與本公司控股股東或其任何附屬公司訂立任何重大合約，或概無有關重大合約於本年度末及直至本年報日期終結存續；於截至二零二一年十二月三十一日止年度，亦無就本公司控股股東或其任何附屬公司向本公司或其任何附屬公司提供服務訂立任何重大合約，或亦無就有關重大合約於本年度末及直至本年報日期終結存續。

管理合約

自報告期起直至本年報日期，概無訂立或存在與本公司整體或任何重大部分之業務有關的管理及行政合約。

僱員及薪酬政策

於二零二一年十二月三十一日，本集團有2,676名全職僱員（於二零二零年十二月三十一日：2,607名）。截至二零二一年十二月三十一日止年度，總員工成本約為人民幣157.9百萬元。僱員薪酬待遇包括薪金、績效獎金和其他福利補貼。僱員薪酬乃根據本集團的薪酬及福利政策、僱員的職位、表現、公司盈利能力、行業水準及市場環境而釐定。

本公司已設立薪酬委員會，旨在根據本集團經營業績、董事及高級管理層的個人表現及可資比較市場慣例，檢討董事及高級管理層之薪酬架構並向董事作出推薦意見。

報告期內董事及五位最高薪酬人士的薪酬詳情分別載於綜合財務報表附註31及附註8。

PENSION AND EMPLOYEE BENEFITS SCHEME

The Group only operate defined contribution pension plans. In accordance with the rules and regulations in the PRC, the PRC based employees of the Group participate in various defined contribution retirement benefit plans organized by the relevant municipal and provincial governments in the PRC under which the Group and the PRC based employees are required to make monthly contributions to these plans calculated as a percentage of the employees' salaries. Other than the monthly contributions, the Group has no further obligation for the payment of retirement and other post-retirement benefits of its employee.

During the year ended 31 December 2021, the Group had no forfeited contribution available to reduce its contribution to the pension schemes in future years.

Details of the retirement and employee benefits scheme of the Company are set out in note 2 to the consolidated financial statements.

CHANGE TO INFORMATION IN RESPECT OF DIRECTORS

Saved as disclosed in the section headed "Directors and Senior Management" in this annual report, since the date of the Prospectus, there was no change to information which is required to be disclosed and has been disclosed by Directors pursuant to paragraphs (a) to (e) and (g) of rule 13.51(2) of the Listing Rules.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITION IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ITS ASSOCIATED CORPORATIONS

As at the Listing Date, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) ("SFO") which were recorded in the register required to be kept pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules (the "Model Code") were as follows:

退休金及僱員福利計劃

本集團僅管理定額供款退休金計劃。根據中國相關規則及法規，本集團的中國僱員須參加中國有關省及市政府組織的多項定額供款退休福利計劃，據此，本集團及其中國僱員須每月按僱員薪金的百分比向該等計劃供款。除每月供款外，本集團無須就其僱員承擔退休及其他退休後福利的支付責任。

截至二零二一年十二月三十一日止年度，本集團並無已沒收供款可用於扣減未來年度之退休金計劃供款。

本公司退休及僱員福利計劃的詳情載於綜合財務報表附註2。

董事資料變更

除本年報「董事及高級管理層」一節所披露者外，自招股章程日期起，董事根據上市規則第13.51(2)條第(a)至(e)段及第(g)段須予披露及已作披露的資料概無變動。

董事及最高行政人員於本公司或其相聯法團的股份、相關股份及債權證中擁有的權益及淡倉

於上市日期，董事及本公司最高行政人員於本公司或其任何相聯法團(定義見香港法例第571章《證券及期貨條例》(「證券及期貨條例」)第XV部)的股份、相關股份及債權證中，擁有須記入根據證券及期貨條例第352條須存置的登記冊內的權益及淡倉，或根據上市規則附錄十所載的上市發行人董事進行證券交易的標準守則(「標準守則」)須知會本公司及聯交所的權益及淡倉如下：

(i) Interest in Shares and underlying Shares

(i) 於股份及相關股份的權益

| Name of Director 董事姓名 | Capacity/ Nature of Interest 身份／權益性質 | Number of Shares/ Underlying Shares 股份／相關股份數目 | Approximate Percentage of Shareholding in the Company 佔本公司股權 的概約百分比 | Long position/ Short position/ Lending pool 好倉／淡倉／ 可供借出的股份 |
|--|---|---|--|--|
| Mr. Huang Ruoqing ("Mr. Huang") 黃若青先生 (「黃若青先生」) | Interest in controlled corporation 受控法團權益 | 150,000,000 150,000,000 | 75% 75% | Long position 好倉 |

Notes:

附註：

(1) Top Glory International Holdings Limited ("TGI") is wholly-owned by Redco Properties Holdings Limited ("Redco Holdings"), which in turn is wholly-owned by Redco Properties. Redco Properties is owned as to approximately 3.16% by Times Properties Holdings Limited ("Times Properties"), which in turn are directly wholly-owned by Mr. Huang. Redco Properties is owned as to approximately 26.66% by the Times International Development Company Limited ("Times International"), which in turn is wholly-owned by Honour Family Holdings Limited ("Honour Family"). Honour Family is wholly-owned by UBS Trustees (B.V.I.) Limited ("UBS Trustees") as trustee of the Honour Family Trust. Mr. Huang is the settlor of Honour Family Trust, which is a discretionary trust for the benefit of Mr. Huang and his family members. Mr. Wong Yeuk Hung ("Mr. Wong") is the brother of Mr. Huang and both Mr. Wong and Mr. Huang have agreed to act in concert with each other. By virtue of the SFO, each of Times International, Honour Family, UBS Trustees, Redco Holdings, Redco Properties, Times Properties and Mr. Huang is deemed to be interested in the Shares in which TGI is interested.

(1) Top Glory International Holdings Limited (「TGI」) 由力高地產控股有限公司 (「力高控股」) 全資擁有，而力高控股由力高地產。力高地產由時代置業控股有限公司 (「時代置業」) 擁有約3.16%，而時代置業由黃若青先生直接全資擁有。力高地產由時代國際發展有限公司 (「時代國際」) 擁有約26.66%，而時代國際由 Honour Family Holdings Limited (「Honour Family」) 全資擁有。Honour Family 由 UBS Trustees (B.V.I.) Limited (「UBS Trustees」) (作為 Honour Family 信託的受託人) 全資擁有。黃若青先生為 Honour Family 信託的創立人，而該信託是以黃若青先生及其家庭成員為受益人的全權信託。黃若虹先生 (「黃先生」) 為黃若青先生的胞兄，黃先生及黃若青先生均已同意彼此一致行動。根據證券及期貨條例，時代國際、Honour Family、UBS Trustees、力高控股、力高地產、時代置業及黃若青先生各自被視為於 TGI 擁有權益的股份中擁有權益。

(2) The percentage of shareholding was calculated based on the Company's total number of issued shares as at the Listing Date (i.e. 200,000,000 Shares).

(2) 持股百分比乃根據本公司於上市日期的已發行股份總數 (即 200,000,000 股股份) 計算。

REPORT OF DIRECTORS
董事會報告

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

董事及最高行政人員於本公司或其相聯法團的股份、相關股份及債權證中擁有的權益及淡倉(續)

(ii) Interest in associated corporation of the Company

(ii) 於本公司相聯法團中的權益

| Name of Director | Name of associated corporation | Nature of interest | Number of shares interested | Approximate percentage of shareholding in associated corporation |
|--------------------------|--------------------------------|------------------------------------|-----------------------------|--|
| 董事姓名 | 相聯法團名稱 | 權益性質 | 所持股份數目 | 佔相聯法團股權的概約百分比 |
| Mr. Huang ⁽¹⁾ | Redco Properties | Interest in controlled corporation | 1,059,086,000 | 29.82% |
| 黃若青先生 ⁽¹⁾ | 力高地產 | 受控法團權益 | 1,059,086,000 | 29.82% |

Note:

(1) Mr. Huang is the beneficial owner of the entire issued share capital of Times International and Times Properties. By virtue of the SFO, Mr. Huang is deemed to be interested in the shares of Redco Properties in which Times International and Times Properties are interested in.

附註：

(1) 黃若青先生為時代國際及時代置業全部已發行股本的實益擁有人。根據證券及期貨條例，黃若青先生被視為於時代國際及時代置業所擁有權益的力高地產的股份中擁有權益。

Save as disclosed above, as at the Listing Date, none of the Directors or the chief executive of the Company had or was deemed to have any interest or short position in the Shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) that was required to be recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as otherwise disclosed in this annual report, at no time during the Reporting Period was the Company or any of its subsidiaries a party to any arrangement that would enable the Directors to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the Directors or any of their spouses or children under the age of 18 were granted any right to subscribe for the equity or debt securities of the Company or any other body corporate or had exercised any such right.

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

As at the Listing Date, to the best knowledge of the Directors, the following persons (not being a Director or chief executive of the Company) had interests or short positions in the Shares or underlying Shares as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO:

除上文所披露者外，於上市日期，概無董事或本公司最高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)的股份、相關股份或債權證中，擁有或被視為擁有須記入根據《證券及期貨條例》第352條須存置的登記冊內的任何權益或淡倉，或根據標準守則須知會本公司及聯交所的任何權益或淡倉。

董事購買股份或債權證的權利

除於本年報所披露者外，本公司或其任何附屬公司於報告期內的任何時間概無訂立任何安排，致使董事可藉購買本公司或任何其他法人團體股份或債權證而獲益，且並無董事或彼等之任何配偶或18歲以下的子女獲授予任何權利以認購本公司或任何其他法人團體的股本或債務證券，或已行使任何該等權利。

主要股東於股份及相關股份中的權益及淡倉

於上市日期，就董事所知，下列人士(董事或本公司最高行政人員除外)於股份或相關股份中擁有已登記於本公司根據《證券及期貨條例》第336條須予備存之登記冊內的權益或淡倉：

REPORT OF DIRECTORS 董事會報告

| Name of Shareholder 股東名稱／姓名 | Capacity/Nature of interest 身份／權益性質 | Number of Shares 股份數目 | Approximate Percentage of Shareholding in the Company 於本公司持股概約百分比 | Long position/ Short position/ Lending pool 好倉／淡倉／ 可供借出的股份 |
|--|--|--------------------------|--|---|
| TGI | Beneficial owner 實益擁有人 | 150,000,000 | 75% | Long position 好倉 |
| Redco Holdings ⁽¹⁾ 力高控股 ⁽¹⁾ | Interest in controlled corporation 受控法團權益 | 150,000,000 | 75% | Long position 好倉 |
| Redco Properties ⁽¹⁾ 力高地產 ⁽¹⁾ | Interest in controlled corporation 受控法團權益 | 150,000,000 | 75% | Long position 好倉 |
| Global Universe International Holdings Limited ("Global Universe") ⁽¹⁾ 環宇國際控股有限公司 ("環宇") ⁽¹⁾ | Interest in controlled corporation 受控法團權益 | 150,000,000 | 75% | Long position 好倉 |
| Global Investment International Company Limited ("Global Investment") ⁽¹⁾ 環宇投資國際有限公司 ("環宇投資") ⁽¹⁾ | Interest in controlled corporation 受控法團權益 | 150,000,000 | 75% | Long position 好倉 |
| Mr. Wong ⁽¹⁾ 黃先生 ⁽¹⁾ | Interest in controlled corporation 受控法團權益 | 150,000,000 | 75% | Long position 好倉 |
| Times International ⁽²⁾ 時代國際 ⁽²⁾ | Interest in controlled corporation 受控法團權益 | 150,000,000 | 75% | Long position 好倉 |
| Honour Family ⁽²⁾ Honour Family ⁽²⁾ | Interest in controlled corporation 受控法團權益 | 150,000,000 | 75% | Long position 好倉 |
| UBS Trustees ⁽²⁾ UBS Trustees ⁽²⁾ | Interest in controlled corporation 受控法團權益 | 150,000,000 | 75% | Long position 好倉 |
| Times Properties ⁽²⁾ 時代置業 ⁽²⁾ | Interest in controlled corporation 受控法團權益 | 150,000,000 | 75% | Long position 好倉 |

| Name of Shareholder 股東名稱／姓名 | Capacity/Nature of interest 身份／權益性質 | Number of Shares 股份數目 | Approximate Percentage of Shareholding in the Company 於本公司持股概約百分比 | Long position/ Short position/ Lending pool 好倉／淡倉／ 可供借出的股份 |
|--|--|----------------------------|--|--|
| Mr. Huang ⁽²⁾ 黃若青先生 ⁽²⁾ | Interest in controlled corporation 受控法團權益 | 150,000,000 150,000,000 | 75% 75% | Long position 好倉 |
| Ms. Sze Kai Fei ⁽³⁾ 施佳菲女士 ⁽³⁾ | Interest of spouse 配偶權益 | 150,000,000 150,000,000 | 75% 75% | Long position 好倉 |
| Ms. Fan Huili ⁽⁴⁾ 范慧琺女士 ⁽⁴⁾ | Interest of spouse 配偶權益 | 150,000,000 150,000,000 | 75% 75% | Long position 好倉 |

Notes:

- (1) TGI is wholly-owned by Redco Holdings, which in turn is wholly-owned by Redco Properties. Redco Properties is owned as to approximately 39.76% by Global Universe and 0.33% by Global Investment, which in turn are directly wholly-owned by Mr. Wong. By virtue of the SFO, each of Redco Holdings, Redco Properties, Global Universe and Mr. Wong is deemed to be interested in the Shares in which TGI is interested.
- (2) Times International is wholly-owned by Honour Family. Honour Family is wholly-owned by UBS Trustees as trustee of the Honour Family Trust. Mr. Huang is the settlor of Honour Family Trust. Times Properties is wholly-owned by Mr. Huang. Mr. Wong is the brother of Mr. Huang and both Mr. Wong and Mr. Huang have agreed to act in concert with each other. Each of Times International, Honour Family, UBS Trustees, Times Properties and Mr. Huang is deemed to be interested in the Shares in which TGI is interested.
- (3) Ms. Sze Kai Fei is the spouse of Mr. Wong. By virtue of the SFO, Ms. Sze Kai Fei is deemed to be interested in the Shares in which Mr. Wong is interested.
- (4) Ms. Fan Huili is the spouse of Mr. Huang. By virtue of the SFO, Ms. Fan Huili is deemed to be interested in the Shares held by Mr. Huang.
- (5) The percentage of shareholding was calculated based on the Company's total number of issued shares as at the Listing Date (i.e. 200,000,000 Shares).

附註：

- (1) TGI由力高控股全資擁有，而力高控股由力高地產全資擁有。力高地產由環宇及環宇投資（皆由黃先生直接全資擁有）分別擁有約39.76%及0.33%權益。根據證券及期貨條例，力高控股、力高地產、環宇及黃先生各自被視為於TGI擁有權益的股份中擁有權益。
- (2) 時代國際由Honour Family全資擁有。Honour Family由UBS Trustees（作為Honour Family信託的受託人）全資擁有。黃若青先生為Honour Family信託的創立人。時代置業由黃若青先生全資擁有。黃先生為黃若青先生的胞兄，黃先生及黃若青先生均已同意彼此一致行動。時代國際、Honour Family、UBS Trustees、時代置業及黃若青先生各自被視為於TGI擁有權益的股份中擁有權益。
- (3) 施佳菲女士為黃先生的配偶。根據證券及期貨條例，施佳菲女士被視為於黃先生擁有權益的股份中擁有權益。
- (4) 范慧琺女士為黃若青先生的配偶。根據證券及期貨條例，范慧琺女士被視為於黃若青先生擁有權益的股份中擁有權益。
- (5) 持股百分比乃根據本公司於上市日期的已發行股份總數（即200,000,000股股份）計算。

REPORT OF DIRECTORS

董事會報告

Save as disclosed above, as at the Listing Date, the Directors were not aware of any persons (who were not Directors or chief executive of the Company) who had an interest or short position in the Shares or underlying Shares of the Company which would be required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein.

EQUITY-LINKED AGREEMENTS

There was no equity-linked agreement entered into by the Company or any of its subsidiaries during the Reporting Period.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

The Shares were not listed during the year ended 31 December 2021. Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities since the Listing Date and up to the date of this annual report.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Articles of Association or the laws of the Cayman Islands that would oblige the Company to offer new Shares on a pro rata basis to existing Shareholders.

除上文所披露者外，於上市日期，董事並不知悉任何其他人士（董事或本公司最高行政人員除外）於本公司股份或相關股份中擁有根據證券及期貨條例第336條須由本公司存置的登記冊所記錄的權益或淡倉。

股票掛鈎協議

於報告期內，本公司或其任何附屬公司並無訂立股票掛鈎協議。

購買、出售或贖回上市證券

股份於截至二零二一年十二月三十一日止年度並未上市。自上市日期起直至本年報日期，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。

優先購買權

組織章程細則或開曼群島法例並無任何規定本公司須按比例基準向現有股東發售新股份之優先購買權。

DEED OF NON-COMPETITION

Each of Mr. Wong, Mr. Huang and Redco Properties (the “**Undertaking Controlling Shareholders**”) has unconditionally and irrevocably undertaken to the Company in the deed of non-competition dated 14 March 2022 (“**Deed of Non-Competition**”) that he/it will not, and will procure his/its close associates (save for members of the Group) not to, directly or indirectly conduct or be involved in any business (other than our business) that directly or indirectly competes, or may compete, with the business of the Company, being the provision of property management services, value-added services to non-property owners and value-added services to property owners and residents (collectively referred to as the “**Restricted Businesses**”), or hold shares or interest in any companies or business that compete directly or indirectly with the business engaged by the Group, except where the Undertaking Controlling Shareholders and their close associates hold (i) less than 30% of the total issued share capital of any company (whose shares are listed on the Stock Exchange or any other stock exchange); or (ii) less than 50% of interest of any private company, which is engaged in any business that is or may be in competition with any business engaged by any member of the Group and they do not possess the right to control the board of directors of such company. The above restrictions do not apply when the Group engages in a new business that is not a Restricted Business and at the time of commencement of such new business, any of the Undertaking Controlling Shareholders had already been conducting or been involved in, or otherwise been interested in, the relevant business. For details of the Deed of Non-Competition, please refer to the Prospectus.

The Company will make appropriate disclosure regarding the compliance of the Deed of Non-Competition in its subsequent annual report.

不競爭契據

黃先生、黃若青先生及力高地產(「**承諾控股股東**」)各自已在日期為二零二二年三月十四日的**不競爭契據**(「**不競爭契據**」)中向本公司無條件及不可撤回地承諾，其將不會並將促使其緊密聯繫人(本集團成員公司除外)不會直接或間接開展或參與與本公司業務直接或間接構成或可能構成競爭的任何業務(我們的業務除外)，即提供物業管理服務、非業主增值服務以及業主及住戶增值服務(統稱「**受限制業務**」)，或於與本集團所從事業務直接或間接構成競爭的任何公司或業務中持有股份或權益，我們的承諾控股股東及其緊密聯繫人持有從事與本集團任何成員公司從事的任何業務構成或可能構成競爭的任何業務的(i)任何公司(其股份於聯交所或任何其他證券交易所上市)已發行股本總額不足30%；或(ii)任何私人公司權益不足50%，且彼等並無擁有該公司董事會控制權的成員除外。上述限制不適用於本集團從事不屬於受限制業務的新業務，而有關新業務展開時，我們的承諾控股股東任何一者已從事或參與相關業務或以其他方式從中擁有權益的情況。有關不競爭契據的詳情，請參閱招股章程。

本公司將於後續年報中就**不競爭契據**履行情況作出適當披露。

DIRECTORS' INTEREST IN COMPETING BUSINESS

Since the Listing date and up to the date of this annual report, none of the Directors or their respective associates had engaged in or had any interest in any business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group.

CONTINUING CONNECTED TRANSACTIONS

The following transactions constituted continuing connected transactions of the Group since the Listing Date, which are subject to the reporting and annual review requirements under Chapter 14A of the Listing Rules:

1. Property Management and Related Services

On 14 March 2022, the Company entered into a property management services framework agreement (the “**Property Management Services Framework Agreement**”) with Redco Properties, pursuant to which the Group agreed to provide various property management and related services to Redco Properties and its subsidiaries, joint ventures and associates including (i) preliminary planning and design consulting services; (ii) sales offices and display units management services; (iii) pre-deliver quality inspection and cleaning services; (iv) property management services for unsold and vacant properties of Redco Group; and (v) repairs and maintenance services for properties used or owned by Redco Group, including but not limited to properties delivered by Redco Group during the warranty period of properties for a term commencing from the Listing Date to 31 December 2023.

The annual service fees under the Property Management Services Framework Agreement for each of the years ending 31 December 2022 and 2023 will not exceed RMB92.2 million and RMB101.7 million, respectively.

2. Carpark Sales Agency Services

On 14 March 2022, the Company entered into a carpark sales agency services framework agreement (the “**Carpark Sales Agency Services Framework Agreement**”) with Redco Properties, pursuant to which the Group agreed to provide carpark sales agency services to Redco Group, including but not limited to acting as sales and leasing agent for carparks of Redco Group for a term commencing from the Listing Date to 31 December 2023.

董事於競爭業務中的權益

自上市日期起直至本年報日期，概無董事或彼等各自聯繫人已從事與本集團業務競爭或可能競爭（無論直接或間接）的任何業務或於此等業權擁有任何權益。

持續關連交易

下列交易自上市日期起構成本集團的持續關連交易，須遵守上市規則第十四A章的申報及年度審核規定：

1. 物業管理及相關服務

於二零二二年三月十四日，本公司與力高地產訂立物業管理服務框架協議（「**物業管理服務框架協議**」），據此，本集團同意自上市日期起至二零二三年十二月三十一日止期間向力高地產及其附屬公司、合營企業及聯營公司提供多項物業管理及相關服務，包括 (i) 初步規劃及設計諮詢服務；(ii) 銷售辦事處及展示單位管理服務；(iii) 交付前質量檢查及清潔服務；(iv) 向力高集團使用或擁有的物業（包括但不限於力高集團的未銷售及空置物業）提供物業管理服務；及 (v) 於物業保證期間向力高集團所交付物業提供維修及維護服務。

截至二零二二年及二零二三年十二月三十一日止年度各年，物業管理服務框架協議項下的年度服務費分別不會超過人民幣92.2百萬元及人民幣101.7百萬元。

2. 停車場銷售代理服務

於二零二二年三月十四日，本公司與力高地產訂立停車場銷售代理服務框架協議（「**停車場銷售代理服務框架協議**」），據此，本集團同意向力高集團提供停車場銷售代理服務，包括但不限於作為力高集團停車場的銷售及租賃代理行，期限自上市日期起至二零二三年十二月三十一日止。

The annual service fees under the Carpark Sales Agency Services Framework Agreement for each of the years ending 31 December 2022 and 2023 will not exceed RMB12.4 million and RMB12.4 million, respectively.

3. Healthcare Services

On 14 March 2022, the Company entered into a healthcare services framework agreement (the “**Healthcare Services Framework Agreement**”) with Redco Properties, pursuant to which the Group agreed to provide healthcare services to the owners, occupants or residents of certain residential properties developed by Redco Group, including but not limited to healthcare consultancy, nutrition, health assessment and health management services for a term commencing from the Listing Date to 31 December 2023.

The annual service fees under the Healthcare Services Framework Agreement for each of the years ending 31 December 2022 and 2023 will not exceed RMB22.8 million and RMB27.4 million, respectively.

4. Information Technology Services

On 14 March 2022, the Company entered into an information technology framework agreement (the “**Information Technology Services Framework Agreement**”) with Redco Properties, pursuant to which the Group agreed to provide information technology services to Redco Group, including but not limited to the design and development of smart software and hardware primarily applied in property development for different projects developed by Redco Group for a term commencing from the Listing Date to 31 December 2023.

The annual service fees under the Information Technology Services Framework Agreement for each of the years ending 31 December 2022 and 2023 will not exceed RMB16 million and RMB19.3 million, respectively.

Redco Properties is a controlling shareholder of the Company and therefore is a connected person of the Company for the purpose of the Listing Rules. Accordingly, the transactions contemplated under the above mentioned agreements constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

As the Company was listed on 31 March 2022, the aforementioned continuing connected transactions only commenced on the Listing Date. The Company will comply with the reporting and annual review requirements in accordance with the Listing Rules in its subsequent annual report.

截至二零二二年及二零二三年十二月三十一日止年度各年，停車場銷售代理服務框架協議項下的年度服務費分別不會超過人民幣12.4百萬元及人民幣12.4百萬元。

3. 康養服務

於二零二二年三月十四日，本公司與力高地產訂立康養服務框架協議（「**康養服務框架協議**」），據此，本集團同意向力高集團開發的若干住宅物業的業主、租戶或居民提供康養服務，包括但不限於康養諮詢、營養、健康評估及健康管理服務，期限為自上市日期起至二零二三年十二月三十一日止。

截至二零二二年及二零二三年十二月三十一日止年度各年，康養服務框架協議項下的年度服務費分別不會超過人民幣22.8百萬元及人民幣27.4百萬元。

4. 資訊科技服務

於二零二二年三月十四日，本公司與力高地產訂立資訊科技框架協議（「**資訊科技框架協議**」），據此，本集團同意自上市日期起至二零二三年十二月三十一日止期間向力高集團提供資訊科技服務，包括但不限於為力高集團所開發不同項目設計及開發主要應用於物業開發的智能軟件及硬件。

截至二零二二年及二零二三年十二月三十一日止年度各年，資訊科技服務框架協議項下的年度服務費分別不會超過人民幣16百萬元及人民幣19.3百萬元。

力高地產為本公司的控股股東，故就上市規則而言為本公司的關連人士。因此，上述協議項下擬進行之交易構成上市規則第14A章項下本公司之持續關連交易。

由於本公司於二零二二年三月三十一日上市，上述持續關連交易僅於上市日期開始進行。本公司在日後的年度報告中將根據上市規則遵守申報及年度審閱規定。

REPORT OF DIRECTORS

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For details of the above continuing connected transactions, please refer to the section headed “CONTINUING CONNECTED TRANSACTIONS SUBJECT TO THE REPORTING, ANNUAL REVIEW, ANNOUNCEMENT, CIRCULAR AND INDEPENDENT SHAREHOLDERS’ APPROVAL REQUIREMENTS” of the Prospectus.

RELATED PARTY TRANSACTIONS

As the Company was listed on 31 March 2022, none of the related party transactions as disclosed in note 25 to the consolidated financial statements constituted connected transactions or continuing connected transactions of the Company as defined in Chapter 14A of the Listing Rules for the year ended 31 December 2021.

DONATIONS

During the Reporting Period, the charitable and other donations made by the Group amounted to RMB22,100.

SIGNIFICANT LEGAL PROCEEDINGS

For the year ended 31 December 2021, the Company was not engaged in any litigation or arbitration of material importance and no litigation or claim of material importance is known to the Directors to be pending or threatening against the Company.

PERMITTED INDEMNITY PROVISION

Under the Articles of Association, every Director or other officers of the Company acting in relation to any of the affairs of the Company shall be entitled to be indemnified against all actions, costs, charges, losses, damages and expenses which he may incur or sustain in or about the execution of his duties in his office; be indemnified and secured harmless out of the assets of the Company; provided that this indemnity shall not extend to any matter in respect of any fraud or dishonesty.

The Company has arranged appropriate insurance coverage in respect of legal action against its Directors and officers.

The Group has taken out and maintained directors’ liability insurance for the year ended 31 December 2021, which provides appropriate coverage for the Directors. The permitted indemnity provision was in force during the year ended 31 December 2021 and remained in force as at the date of this report for the benefit of the Directors.

有關上述持續關連交易的詳情，請參閱招股章程「須遵守申報、年度審閱、公告、通函及獨立股東批准規定的持續關連交易」一節。

關聯方交易

由於本公司於二零二二年三月三十一日上市，於截至二零二一年十二月三十一日止年度，綜合財務報表附註25所披露的關聯方交易概不構成上市規則第十四A章所界定的本公司關連交易或持續關連交易。

捐贈

於報告期內，本集團作出的慈善及其他捐贈為人民幣22,100元。

重大法律訴訟

截至二零二一年十二月三十一日止年度，本公司並無涉及任何重大訴訟或仲裁，而據董事所知，本公司概無任何尚未了結或面臨威脅的任何重大訴訟或申索。

獲准許彌償條文

根據組織章程細則，就本公司任何事宜事的每名董事或本公司其他高級職員，於其任期內履行職責時或因與其有關而可能產生或持續蒙受的所有行動、成本、費用、損失、損害及開支均有權自本公司資產獲得彌償，確保避免受損，惟該彌償不得延伸至任何與欺詐或不誠實行為有關的事宜。

本公司已就其董事及高級職員可能面臨的法律訴訟安排適當保險。

本集團已於截至二零二一年十二月三十一日止年度投購及維持董事責任險，董事責任險為董事提供合適保障。獲准彌償保證條款於截至二零二一年十二月三十一日止年度生效及於本報告日期仍有效保障董事利益。

SUBSEQUENT EVENTS

The material subsequent events are disclosed in note 33 to the consolidated financial statements.

The Company was listed on the Stock Exchange on 31 March 2022. From the Listing Date and up to the date of this annual report, the Group had no important events which needs to be disclosed.

AUDIT COMMITTEE

The audit committee of the Company (the “**Audit Committee**”) had, together with the management and external auditor of the Company (the “**Auditor**”), reviewed the accounting principles and policies adopted by the Group and the consolidated financial statements for the year ended 31 December 2021.

CORPORATE GOVERNANCE

The Company is committed to maintaining high standards of corporate governance practices. Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 55 to 71 of this annual report.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within knowledge of the Directors, the Company has maintained a sufficient public float as required under the Listing Rules since the Listing Date and up to the date of this report.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 22 June 2022 to Monday, 27 June 2022, both days inclusive, in order to determine the eligibility of shareholders to attend the 2022 AGM to be held on Monday, 27 June 2022, during which period no share transfers will be registered. In order to be eligible to attend and vote at the 2022 AGM, all completed transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 1712-1716, 17th Floor Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, 21 June 2022.

期後事項

重大期後事項披露於綜合財務報表附註33。

本公司於二零二二年三月三十一日於聯交所上市。自上市日期起直至本年報日期，本集團概無須予披露重大事項。

審核委員會

本公司審核委員會（「**審核委員會**」）已與管理層及本公司外聘核數師（「**核數師**」）審閱本集團採納的會計準則及政策以及截至二零二一年十二月三十一日止年度的綜合財務報表。

企業管治

本公司致力於維持高標準的企業管治常規。有關本公司所採納的企業管治常規的資料載於本年報第55至71頁的企業管治報告。

足夠公眾持股量

根據本公司可公開獲得的資料及就董事所知，自上市日期起直至本報告日期，本公司已根據上市規則規定維持足夠公眾持股量。

暫停辦理股份過戶登記

為釐定出席將於二零二二年六月二十七日（星期一）舉行的二零二二年股東週年大會的股東資格，本公司將由二零二二年六月二十二日（星期三）至二零二二年六月二十七日（星期一）（包括首尾兩天）暫停辦理股份過戶登記，在此期間暫停辦理股份過戶登記手續。為符合資格出席二零二二年股東週年大會及於會上投票，所有已填妥的過戶文件連同有關股票必須在不遲於二零二二年六月二十一日（星期二）下午四時三十分送達至本公司的香港股份過戶登記處香港中央證券登記有限公司，地址為香港皇后大道東183號合和中心17樓1712-1716號舖，以進行過戶登記。

REPORT OF DIRECTORS

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AUDITOR

PricewaterhouseCoopers was appointed as the Auditor for the year ended 31 December 2021. There was no change in Auditor for the preceding three years. The accompanying financial statements prepared in accordance with HKFRSs have been audited by PricewaterhouseCoopers.

PricewaterhouseCoopers shall retire at the forthcoming annual general meeting and, being eligible, will offer itself for re-appointment. A resolution for the re-appointment of PricewaterhouseCoopers as Auditor will be proposed at the 2022 AGM.

On behalf of the Board

Huang Ruoqing

Chairman and Non-Executive Director

Hong Kong, 25 April 2022

核數師

羅兵咸永道會計師事務所獲委任為截至二零二一年十二月三十一日止年度的核數師。於過往三年，核數師概無變動。羅兵咸永道會計師事務所已審核根據香港財務報告準則編製的隨附財務報表。

羅兵咸永道會計師事務所將於應屆股東週年大會上退任，惟其合資格並願意獲續聘連任。有關續聘羅兵咸永道會計師事務所為核數師的決議案將於二零二二年股東週年大會上提呈。

承董事會命

主席兼非執行董事

黃若青

香港，二零二二年四月二十五日

CORPORATE GOVERNANCE REPORT

企業管治報告

The Board is pleased to present the corporate governance report of the Company for the year ended 31 December 2021.

CORPORATE GOVERNANCE PRACTICES

The Group is committed to maintaining high standards of corporate governance to safeguard the interests of the Shareholders and to enhance corporate value and accountability. The Company has adopted and complied with the Corporate Governance Code (the “**CG Code**”) as set out in Appendix 14 of the Listing Rules as its own code of corporate governance since the Listing Date.

The Company will continue to review and monitor its corporate governance practices to ensure compliance with the CG Code.

THE BOARD

Responsibilities

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

All Directors have carried out duties in good faith and in compliance with applicable laws and regulations and have acted in the interests of the Company and the Shareholders at all times.

The Company has arranged appropriate liability insurance in respect of legal action against the Directors. The insurance coverage will be reviewed on an annual basis.

董事會欣然呈列本公司截至二零二一年十二月三十一日止年度的企業管治報告。

企業管治常規

本集團致力維持高水準的企業管治，以保障股東權益以及提升企業價值及問責性。本公司已自上市日期起採納及遵守上市規則附錄 14 所載的企業管治守則（「**企業管治守則**」）作為其本身的企業管治守則。

本公司將繼續審閱及監察企業管治常規，確保遵守企業管治守則。

董事會

職責

董事會負責全面領導本集團、監督本集團的戰略決策及監察業務與表現。董事會已向本集團高級管理層授予有關本集團日常管理及經營方面的權力及職責。為監督本公司事務的特定方面，董事會已成立三個董事會委員會，包括審核委員會、薪酬委員會（「**薪酬委員會**」）及提名委員會（「**提名委員會**」）（統稱「**董事委員會**」）。董事會已向董事會委員會授予各自職權範圍所載的職責。

全體董事已遵照適用法律及法規真誠履職，且一直基於本公司及股東的利益行事。

本公司已就針對董事的法律訴訟辦理適當的責任保險。保險範圍將每年審閱。

Board Composition

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

Non-executive Director

Mr. Huang Ruoqing (*Chairman*)

Executive Directors

Mr. Tang Chengyong (*President*)

Ms. Wong Yin Man

Ms. Huang Yanqi

Independent Non-executive Directors

Mr. Chow Ming Sang

Mr. Sze Irons

Mr. Lau Yu Leung

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

The term of appointment of non-executive Directors are set out under the section headed “Report of Directors - Directors’ Service Contracts and Letters of Appointment” of this annual report.

Since the Listing Date and up to the date this annual report, the Board has met at all times the requirements under rules 3.10(1) and 3.10(2) of the Listing Rules relating to the appointment of at least three independent non-executive Directors with at least one independent non-executive Director possessing appropriate professional qualifications or accounting or related financial management expertise.

Since the Listing Date and up to the date of this annual report, the Company has also complied with rule 3.10A of the Listing Rules relating to the appointment of independent non-executive Directors representing at least one-third of the Board.

董事會組成

截至本年報日期，董事會由以下三名執行董事、一名非執行董事及三名獨立非執行董事組成：

非執行董事

黃若青先生(主席)

執行董事

唐承勇先生(總裁)

黃燕雯女士

黃燕琪女士

獨立非執行董事

周明笙先生

施榮懷先生

劉與量先生

董事的履歷載於本年報「董事及高級管理層」一節。

非執行董事的任期載列於本年報「董事會報告－董事之服務協議及委任函」一節。

自上市日期起直至本年報日期，董事會一直符合上市規則第3.10(1)及3.10(2)條(有關委任最少三名獨立非執行董事及最少一名需具備合適專業資格或會計或相關財務管理知識的獨立非執行董事)的要求。

自上市日期起直至本年報日期，本公司亦已遵守上市規則第3.10A條有關所委任的獨立非執行董事須佔董事會至少三分之一的規定。

Save as disclosed in the Directors' biographies set out in the section headed "Directors and Senior Management" in this annual report, none of the Directors and senior management have any relationship (including financial, business, family or other material or relevant relationship) with any other Directors, senior management, president and chief executive.

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

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

除本年報「董事及高級管理層」一節所載董事履歷所披露者外，概無董事及高級管理層與任何其他董事、高級管理層、總裁及最高行政人員有任何關係(包括財務、業務、家族或其他重大或相關關係)。

全體董事(包括獨立非執行董事)均為董事會帶來多方面的寶貴業務經驗、知識及專長，使其能高效及有效地運作。獨立非執行董事獲邀加入審核委員會、薪酬委員會及提名委員會。

有關企業管治守則條文要求董事披露於公眾公司或機構擔任職務的數量及性質及其他重大承擔，以及有關公眾公司或機構的身份及為發行人投入的時間，董事已同意適時向本公司披露彼等的承擔及任何其後變動。

Board Diversity Policy

The Board has adopted a board diversity policy which sets out the objective and approach to achieve diversity of the Board. The Group recognizes the benefits of having a diversified Board and sees increasing diversity at the Board level as an essential element in supporting the attainment of the Group's strategic objectives and sustainable development. The Group seeks to achieve diversity of the Board through the consideration of a number of factors, including but not limited to professional experience, skills, knowledge, education background, gender, age and ethnicity. The Company will continue to implement measures and steps to promote and enhance gender diversity at all levels of the Group. The Company will select potential Board candidates based on merit and his/her potential contribution to the Board while taking into account the board diversity policy and other factors. The Group will also take into consideration its own business model and specific needs from time to time. All Board appointments will be based on meritocracy and candidates will be considered against objective criteria, having due regard to the benefits of diversity on the Board.

The Board comprises of seven members, including two female Directors. The Directors have a balanced mix of experiences, including property development, finance, auditing and accounting experiences. They obtained degrees in various majors including but without limitation to business administration, public administration, economic and trading, corporate finance, language and social science. Furthermore, the Board has a wide range of age, ranging from 26 years old to 69 years old. The Company has taken and will continue to take steps to promote gender diversity at all levels of the Company, including but without limitation at the Board and senior management levels. The Company has taken and will continue to take steps to promote gender diversity at all levels of the Company, including but without limitation at the Board and senior management levels. Taking into account the Group's business model and specific needs as well as the presence of two female Directors out of a total of seven Board members, The Company considers that the composition of the Board satisfies the board diversity policy.

The Nomination Committee is responsible for ensuring the diversity of the Board members. The Nomination Committee reviews the board diversity policy and its implementation from time to time to ensure its implementation and monitor its continued effectiveness.

董事會多元化政策

董事會已採納董事會多元化政策，該政策載列達致董事會多元化的目標及方法。本集團認同擁有多元化董事會的裨益，並認為提高董事會多元化水平為支持本集團達致策略目標及可持續發展的關鍵因素。本集團為尋求達致董事會多元化會考慮眾多因素，包括但不限於專業經驗、技能、知識、教育背景、性別、年齡及種族。本公司將繼續採取措施和步驟，在本集團各層面促進並加強性別多元化。本公司將根據個人的才能及其對董事會的潛在貢獻，並計及董事會多元化政策及其他因素，挑選潛在董事會候選人。本集團亦將不時考慮自身的業務模式及具體需要。充分考慮到董事會多元化的裨益，董事會所有委任均以用人唯才為原則，並將根據客觀準則考慮候選人。

董事會目前由七名成員組成，包括兩名女性董事。董事擁有均衡的經驗組合，包括物業發展、財務、審計及會計經驗。彼等獲得多個專業領域的學位，包括但不限於工商管理、公共管理、經濟及貿易、公司財務、語言及社會學。此外，董事會年齡跨度較廣，介乎26歲到69歲。本公司已經並將繼續採取措施在本公司各層面促進性別多元化，包括但不限於董事會及高級管理層層面。考慮到本集團的業務模式及特定需求以及董事會七名成員中已有兩名女性董事，本公司認為董事會的組成符合我們的董事會多元化政策。

提名委員會負責確保董事會成員的多元化。提名委員會將不時審核董事會多元化政策及其實施情況，以確保其實施並監控其持續有效性。

Induction and Continuous Professional Development

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

Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The company secretary of the Company has from time to time updated and provided written training materials relating to the roles, functions and duties of a Director.

Before the Listing, a training session was provided to each of the Directors with topics of legal and regulatory duties of directors and the Listing Rules.

Chairman and President

The Chairman of the Board and the president of the Company are currently two separate positions held by Mr. Huang and Mr. Tang Chengyong, respectively, with clear distinction in responsibilities. The Chairman of the Board is responsible for providing strategic advice and guidance on the business development of the Group, while the president is responsible for the day-to-day operations of the Group.

入職及持續專業發展

各新委任董事均獲提供必要的入職培訓及資料，以確保彼等充分了解本公司的營運及業務以及彼等根據相關法例、法律、規則及規例所承擔的責任。本公司亦安排例行講座，為董事提供有關上市規則及其他不時相關的法律及監管規定的最新發展及變更消息。董事亦會定期獲得有關本公司表現、狀況及前景的最新資料，以確保董事會整體及各董事履行職責。

本公司鼓勵董事參與持續專業發展，增進和更新知識及技能。本公司的公司秘書不時更新及提供有關董事的角色、職能及職責的書面培訓材料。

於上市前，已向各董事提供有關董事的法律及監管職責以及上市規則的培訓課程。

主席及總裁

董事會主席及本公司總裁現時分別由黃若青先生及唐承勇先生擔任，以職能來劃分明確這兩個不同職位。董事會主席負責就本集團的業務發展提供戰略建議及指引，而總裁則負責本集團的日常運營。

Board Meetings

The Company adopts the practice of holding Board meetings regularly, at least four times a year, and at approximately quarterly intervals. Notices of not less than fourteen days are given for all regular Board meetings to provide all Directors with an opportunity to attend and include matters in the agenda for a regular meeting.

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

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

As the Company was just listed on 31 March 2022, the attendance record of the Directors at Board meetings and general meetings will be disclosed in accordance with the Listing Rules in subsequent annual reports of the Company.

董事會會議

本公司採納定期舉行董事會會議的常規，每年至少四次，大約每季一次。所有董事會例行會議通知將於會議舉行前至少14日送呈全體董事，讓其有機會出席會議，會議通知亦載有例行會議議程內的事宜。

就其他董事會及董事會委員會會議而言，本公司一般會發出合理通知。議程及隨附董事會文件將於會議召開前至少三日寄予董事或董事會委員會成員，以確保彼等有充足時間審閱有關文件及為會議作出充分準備。倘董事或董事會委員會成員未能出席會議，則彼等會獲告知將予討論的事宜，會議召開前亦有機會讓主席獲悉彼等的意見。會議記錄由聯席公司秘書保存，副本將於全體董事間傳閱，以供參考及記錄。

董事會會議及董事會委員會會議的會議記錄詳盡記錄董事會及董事會委員會所考慮的事宜及達致的決定，包括董事提出的任何關注事項。各董事會會議及董事會委員會會議的會議記錄草擬本於會議舉行當日後在合理時間內寄送至各董事，以供彼等提出意見。董事會會議的會議記錄可供董事查閱。

由於本公司於二零二二年三月三十一日方才上市，各董事出席董事會會議及股東大會的記錄將會根據上市規則披露於本公司後續年報。

Model Code for Securities Transactions

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules as its own code of conduct regarding Directors' securities transactions. Having made specific enquiries of all the Directors, each of the Directors has confirmed that he/she has complied with the Model Code since the Listing Date and up to the date of this report.

The Company has also adopted its own code of conduct regarding employees' securities transactions on terms no less exacting than the standard set out in the Model Code for the compliance by its relevant employees who are likely to be in possession of unpublished inside information of the Company in respect of their dealings in the Company's securities.

Delegation by the Board

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

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

證券交易的標準守則

本公司已採納上市規則附錄10所載的標準守則，作為其自身有關董事進行證券交易的操守守則。經向全體董事作出特定查詢後，各董事確認，彼等自上市日期起直至本報告日期已遵守標準守則。

本公司亦已採納其條款不遜於標準守則所載標準的僱員證券交易的自身行為守則，以供可能掌握本公司的未刊發內幕消息的相關僱員遵照買賣本公司證券的規定。

董事會的授權

董事會對本公司所有重大事宜保留決策權，包括批准及監督一切政策事宜、整體戰略及預算、內部控制及風險管理系統、重大交易(特別是可能牽涉利益衝突者)、財務資料、委任董事及其他主要財務及營運事宜。董事可尋求獨立專業意見以履行彼等的職責，費用由本公司承擔，本公司亦鼓勵董事個別聯絡及諮詢本公司高級管理層。

高級管理層獲授權負責本集團的日常管理、行政及營運。授權職能及職責由董事會定期檢討。管理層訂立任何重大交易前須取得董事會批准。

Corporate Governance Function

The Board recognizes that corporate governance should be the collective responsibility of the Directors which includes:

- (a) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (b) to review and monitor the training and continuous professional development of Directors and senior management;
- (c) to develop, review and monitor the code of conduct and compliance manual applicable to employees and Directors;
- (d) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board and report to the Board on matters;
- (e) to review the Company's compliance with the CG Code and disclosure in the corporate governance report; and
- (f) to review and monitor the Company's compliance with the Company's whistleblowing policy.

BOARD COMMITTEES

Audit Committee

The Audit Committee comprises three members and is chaired by an independent non-executive Director, Mr. Chow Ming Sang, and consists of another two independent non-executive Directors, Mr. Sze Irons and Mr. Lau Yu Leung.

The principal duties of the Audit Committee include the following:

1. to be primarily responsible for making recommendations to the Board on the appointment, reappointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and any issues related to its resignation or dismissal;
2. to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards; and to discuss with the external auditor the nature and scope of the audit and reporting obligations before the audit commences; and

企業管治職能

董事會確認，企業管治應屬董事的共同責任，包括：

- (a) 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
- (b) 檢討及監察董事及高級管理層的培訓及持續專業發展；
- (c) 制定、檢討及監察適用於僱員及董事的操守準則及合規手冊；
- (d) 制定及檢討本公司的企業管治政策及常規，並就有關事宜向董事會提出建議及向董事會報告；
- (e) 檢討本公司遵守企業管治守則的情況及企業管治報告的披露資料；及
- (f) 檢討及監察本公司遵守其舉報政策的情況。

董事委員會

審核委員會

審核委員會由三名成員組成，並由獨立非執行董事周明笙先生擔任主席，其餘成員包括另外兩名獨立非執行董事施榮懷先生及劉與量先生。

審核委員會的主要職責包括以下各項：

1. 主要負責就委任、重新委任及解聘外部核數師，以及批准委聘外部核數師的薪酬及條款向董事會提供推薦意見，以及有關其辭任或辭退的任何事宜；
2. 按適用的標準檢討及監控外聘核數師是否獨立客觀及核數程序是否有效。審核委員會應於核數工作開始前先與外部核數師討論核數性質及範疇及有關申報責任；及

3. to review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures, including the adequacy of the resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function.

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

The attendance record of the Audit Committee members will be disclosed in accordance with the Listing Rules in subsequent annual reports of the Company.

Nomination Committee

The Nomination Committee comprises three members and is chaired by a non-executive Director, Mr. Huang Ruoqing, and consists of two independent non-executive Directors, Mr. Sze Irons and Mr. Lau Yu Leung.

The principal duties of the Nomination Committee include the following:

1. to review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
2. to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships;
3. to assess the independence of independent non-executive directors;
4. to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors (in particular the chairperson and the chief executive officer); and
5. to review the policy on board diversity policy and any measurable objectives for implementing such board diversity policy as may be adopted by the Board from time to time and to review the progress on achieving the objectives.

3. 檢討本公司財務報告制度、內部監控制度及風險管理制度以及相關程序是否充足有效，包括本公司在會計及財務報告職能方面的資源、員工資歷及經驗、培訓課程及預算是否充足。

審核委員會的書面職權範圍於聯交所及本公司網站可供查閱。

審核委員會成員的出席記錄將會根據上市規則披露於本公司後續年報。

提名委員會

提名委員會由三名成員組成，並由非執行董事黃若青先生擔任主席，其餘成員包括另外兩名獨立非執行董事施榮懷先生及劉與量先生。

審核委員會的主要職責包括以下各項：

1. 至少每年檢討董事會的架構、人數及組成(包括技能、知識、經驗及多元化範疇方面)，並就任何為配合本公司的公司策略而擬對董事會作出的變動提出建議；
2. 物色具備合適資格可擔任董事的人士，並挑選或建議提名有關人士出任董事或就此向董事會提供意見；
3. 評核獨立非執行董事的獨立性；
4. 就董事委任或重新委任以及董事(尤其是主席及行政總裁)繼任計劃向董事會提出建議；及
5. 檢討董事會成員多元化政策及執行由董事會不時授納的董事會多元化政策的任何衡量目標，以及檢討達成該等目標的進度。

The Nomination Committee assesses the candidate or incumbent on criteria such as integrity, experience, skill and ability to commit time and effort to carry out the duties and responsibilities. The recommendations of the Nomination Committee will then be put to the Board for decision. The written terms of reference of the Nomination Committee are available on the websites of the Stock Exchange and the Company. The attendance record of the Nomination Committee members will be disclosed in accordance with the Listing Rules in subsequent annual reports of the Company.

Director Nomination Policy

The Board has adopted a nomination policy which sets out the selection criteria and process in relation to the selection, appointment and re-appointment of the Directors and aims to ensure that the Board has a balance of skills, experience, knowledge and diversity of perspectives appropriate to the Company's business.

The nomination policy sets out the factors for assessing the suitability and the potential contribution to the Board of a proposed candidate, including but not limited to the following:

- Skills, experience and professional expertise – the candidate should possess the skills, knowledge, experience, qualification and professional expertise which are relevant to the operation of the Group
- Diversity – The candidate should be considered with due regard to the diversity perspectives set out in the Board diversity policy of the Company
- Commitment – The candidate should be able to devote sufficient time to attend the Board meetings and participate in induction, training and other relevant activities
- Standing – the candidate must satisfy the Board and the Stock Exchange that he/she has the character, experience and integrity, and is able to demonstrate a standard of competence commensurate with the relevant position as a Director of the Company
- Independence – the candidate to be nominate as an independent non-executive Directors must satisfy the independence criteria set out in Rule 3.13 of the Listing Rules.

提名委員會按誠信、經驗、技能以及為履行職務及職責所付出之時間及努力等標準評估候選人或在任人。提名委員會之建議將於其後提交董事會以作決定。提名委員會的書面職權範圍於聯交所及本公司網站可供查閱。提名委員會成員的出席記錄將會根據上市規則披露於本公司後續年報。

董事提名政策

董事會採納提名政策，當中載列關於甄選、委任及重選董事的甄選準則及程序，旨在確保董事會具備切合本公司業務所需的技術、經驗、知識及多元觀點平衡。

提名政策載列用於評估建議候選人的合適性及對董事會潛在貢獻的因素，包括但不限於下列各項：

- 技能、經驗及專業知識 – 候選人應具備與本集團營運相關的技能、知識、經驗、資格及專業知識
- 多元化 – 應適當考慮候選人對本公司董事會多元化政策中載列的多元化觀點的影響
- 承擔 – 候選人應有足夠的時間參加董事會會議並參加入職培訓及其他相關活動
- 品行 – 候選人須使董事會及聯交所信納彼具備出任本公司董事的品德、經驗及誠信，且能夠表現出其可勝任有關職務
- 獨立性 – 獲提名為獨立非執行董事的候選人須符合上市規則第3.13條所載列的獨立性標準

Remuneration Committee

The Remuneration Committee comprises three members and is chaired by an independent non-executive Director, Mr. Lau Yu Leung, and consists of one executive Director, Mr. Tang Chengyong, and one independent non-executive Director, Mr. Sze Irons.

The principal duties of the Remuneration Committee include the following:

1. to make recommendations to the Board on the Company's policy and structure for all Directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
2. to review and approve the management's remuneration proposals with reference to the Board's goals and objectives;
3. either: (i) to determine, with delegated responsibility, the remuneration packages of individual executive Directors and senior management; or (ii) to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management. This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
4. to make recommendations to the Board on the remuneration of non-executive directors;
5. to consider salaries paid by comparable companies, time commitment and responsibilities, and employment conditions elsewhere in the Group;
6. to review and approve the compensation payable to executive Directors and senior management for any loss or termination of office or appointment in order to ensure that such compensation is consistent with the contractual terms and is otherwise fair and not excessive;
7. to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct in order to ensure they are consistent with contractual terms and are otherwise reasonable and appropriate; and
8. to ensure that no Director or any of his associates is involved in deciding his own remuneration.

薪酬委員會

薪酬委員會由三名成員組成，並由獨立非執行董事劉與量先生擔任主席，其餘成員包括一名執行董事唐承勇先生及一名獨立非執行董事施榮懷先生。

薪酬委員會的主要職責包括以下各項：

1. 就本公司全體董事及高級管理層的薪酬政策及結構以及就設立正規及具透明度的程序以制訂薪酬政策向董事會提供建議；
2. 參照董事會的宗旨及目標檢討及批准管理層的薪酬建議；
3. 以下兩種情況其中一種：(i) 獲董事會轉授職責，釐訂個別執行董事及高級管理人員的薪酬待遇；或(ii) 就個別執行董事及高級管理人員的薪酬待遇向董事會提出建議。此應包括非金錢利益、退休金權利及賠償金額(包括喪失或終止職務或委任的賠償)。
4. 就非執行董事的薪酬向董事會提供建議；
5. 考慮同類公司支付的薪資、須付出的時間及職責以及本集團內其他職位的僱用條件；
6. 檢討及批准向執行董事及高級管理人員就其喪失或終止職務或委任而須支付的賠償，以確保該等賠償與合約條款一致；若未能與合約條款一致，賠償亦須公平，不致過多；
7. 檢討及批准董事因行為失當而遭解僱或罷免的相關賠償安排，以確保該等安排與合約條款一致；若未能與合約條款一致，有關賠償亦須合理適當；及
8. 確保概無董事或其任何聯繫人參與釐定其本人的薪酬。

CORPORATE GOVERNANCE REPORT 企業管治報告

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

The attendance record of the Remuneration Committee members will be disclosed in accordance with the Listing Rules in subsequent annual reports of the Company.

Remuneration of Directors and Senior Management

Details of the remuneration by band of the members of the senior management of the Company, whose biographies are set out on pages 28 to 32 of this annual report, for the year ended 31 December 2021 are set out below:

| Remuneration band (in HK dollar) 薪酬範圍(港元) | Number of individual 人數 |
|---|----------------------------|
| NIL – HK\$1,000,000 零至 1,000,000 港元 | 4 |
| HK\$1,000,001 – HK\$1,500,000 1,000,001 港元至 1,500,000 港元 | — |
| HK\$1,500,000 – HK\$2,000,000 1,500,001 港元至 2,000,000 港元 | — |
| HK\$2,000,001 – HK\$2,500,000 2,000,001 港元至 2,500,000 港元 | 1 |

The remuneration of each Director and the chief executive are set out in note 31 of the Notes to the Consolidated Financial Statements.

For the year ended 31 December 2021, no emolument was paid by the Group to any Directors or any of the five highest paid individuals as inducement to join or upon joining the Group as compensation for loss of office.

For the year ended 31 December 2021, none of the Directors has waived or agreed to waive any emoluments.

DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING IN RESPECT OF FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements for the year ended 31 December 2021 which give a true and fair view of the affairs of the Company and the Group and of the Group's results and cash flows.

薪酬委員會的書面職權範圍已載於聯交所及本公司網站。

薪酬委員會成員的出席記錄將會根據上市規則披露於本公司後續年報。

董事及高級管理人員的薪酬

截至二零二一年十二月三十一日止年度，本公司高級管理人員(其履歷載於本年報第28至32頁)的薪酬範圍詳情載列如下：

各董事及最高行政人員之薪酬載於綜合財務報表附註的附註31。

截至二零二一年十二月三十一日止年度，本集團概無向任何董事或五位最高薪酬人士當中任何支付酬金作為加入本集團或加入本集團時的獎勵金或離職補償。

截至二零二一年十二月三十一日止年度，概無董事放棄或同意放棄任何酬金。

董事對財務報表的財務申報責任

董事承認其有責任編製截至二零二一年十二月三十一日止年度的財務報表，財務報表真實及中肯地反映了本公司及本集團的事務及本集團的業績及現金流量。

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

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

The statement by the Auditor regarding their reporting responsibilities on the consolidated financial statements of the Company is set out in the Independent Auditor's Report on pages 72 to 81 of this annual report.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for the Company's risk management and internal control systems and for reviewing their effectiveness at least annually. Such systems are designed to manage rather than eliminate risks of failure to achieve the business objectives of the Group and to only provide reasonable and not absolute assurance against material misstatement or loss.

During the year ended 31 December 2021, the Board supervised the management's design, implementation and monitoring of the risk management and internal control systems, and reviewed the adequacy and effectiveness of the risk management and internal control systems of the Group on an ongoing basis; such review covered all major control aspects of the Group, including financial, operational and compliance controls.

The Group's risk management and internal control systems covered each operation department, to ensure that the Group could effectively manage the key factors that might affect the Group in achieving its strategic objectives, such factors including events, accidents or behaviors with a material impact on the Group's reputation, assets, capital, profit or liquidity.

管理層已向董事會提供必要的有關闡釋及資料，致使董事會能對提呈予董事會批准的本公司財務報表進行知情的評估。

董事並不知悉任何有關可能對本集團持續經營能力嚴重存疑的事件或情況的重大不確定因素。

核數師有關其就本公司綜合財務報表的申報責任的聲明載於本年報第72至第81頁的獨立核數師報告。

內部管理及內部控制

董事會負責本公司之風險管理及內部監控系統，並至少每年檢討其成效。該等系統旨在管理而非消除未能達成本集團業務目標的風險，並僅就不會有重大失實陳述或損失作出合理而非絕對的保證。

截至二零二一年十二月三十一日止年度內，董事會已持續監督管理層對風險管理及內部監控系統的設計、實施及監察，並已檢討本集團的風險管理及內部監控系統是否充足及有效，有關檢討涵蓋本集團所有重要的監控方面，包括財務監控、營運監控及合規監控。

本集團的風險管理及內部監控系統涵蓋各營運部門，以確保本集團可以有效管理可能影響本集團實現其戰略目標的主要因素，包括對本集團的聲譽、資產、資本、溢利或流動資金造成重大影響的事件、事故或行為。

The Company has established three layers structure for risk management. In the risk governance structure, the first layer consists of the business departments of project company and responsible individuals, with the Group's business and functional centers serving as the second layer and the internal audit team as the final layer. The first layer bears risks and responsible for the direct responsibility for risk management and it identifies, measures and controls the risks in respective business fields and operating activities. The second layer formulates rules and standards as business guidance to subsidiaries/business units, and supervises their execution to ensure that risk management takes place for the Group, with continuous control of relevant work. The third layer is responsible for monitoring, with an emphasis on providing independent monitoring over the effectiveness of the Group's risk solutions and measures by combining the monitoring over the risk management and internal control systems.

In accordance with the requirements of the Securities and Futures Ordinance and the Listing Rules, the Group shall disclose to the public any insider information as soon as possible after such information comes to the attention of the Group, unless such information is within the scope under any safe harbours provision in the Securities and Futures Ordinance. The Group will ensure such information will be kept confidential before it is fully announced to the public. If the Group considers that the confidentiality required cannot be kept, or such information may have leaked already, such information will be disclosed to the public immediately. We also endeavour to ensure that the information contained in the announcement shall not be deceptive or misleading in all material aspects, and there are no other material matters the omission of which would make the information contained therein to be deceptive or misleading, such that the insider information disclosed can be made available to the public in an equal, timely and effective manner. In addition, if there is any significant risk events, the related information will be disclosed to appropriate authorities and personnel, so that appropriate decisions and measures can be made and implemented by the Group to deal with such risk events. Meanwhile, in order to further develop the risks management culture of the enterprise, as well as to enhance the risk awareness of our staff, the Group has already rolled out training programs to enhance the risk awareness of our staff, so that we can assure to maintain the balance between business expansion and risks management in our operation.

本公司已設立風險管理的三層級架構。就風險管治架構而言，第一層級包括項目公司的業務部門及負責人員，第二層級為本集團的業務及功能中心，最後一層則為內部審計小組。第一層級承擔風險管理直接責任的風險及責任，並識別、計量及監控有關業務範疇及營運活動的風險。第二層級制定規則及準則，作為附屬公司／業務單位的業務指引，並監督其執行，以確保本集團已採取風險管理措施，並持續監控相關工作。第三層級負責監控，並透過結合風險管理及內部監控系統，專注於獨立監控本集團風險解決方案及措施成效。

本集團遵從證券及期貨條例及上市規則的規定，於本集團知悉任何該等消息後，在合理地切實可行的範圍內，會盡快向公眾披露該消息，除非有關消息屬於證券及期貨條例下任何安全港條文的範圍。本集團在向公眾全面披露有關消息前，會確保該消息絕對保密。若本集團認為無法保持所需的機密性，或該消息可能已外泄，會即時向公眾披露該消息。我們亦致力確保公告中所載的資料不得在某事關重要的事實方面屬虛假或具誤導性，或因遺漏某事關重要的事實而屬虛假或具誤導性，使公眾能平等、適時及有效地取得所披露的內幕消息。如發生重大風險事件，有關的資訊會被完整、準確、及時地溝通至適當的部門和人員，使本集團能夠作出及時及適當的決定和措施以處理風險事件。同時，為加強企業風險管理文化建設及增強全員風險意識，本集團已開展提升風險意識的相關培訓，確保經營活動在業務拓展和風險控制之間取得平衡。

The Group's internal audit team plays an important role in monitoring the internal governance of the Company. The team mainly monitors and reviews the matters relating to the internal control and compliance of the Company, and provides regular risk-oriented internal audits for its branches and subsidiaries. The internal audits cover project obtainment, procurement tendering, sales, financial reporting and information security and so on. The internal audit team reports to the Board once a year. The Board, through the Audit Committee, has reviewed the adequacy and effectiveness of the Group's risk management and internal control systems. The Audit Committee has received a report of risk management and internal control prepared by the internal audit team, and has considered that the risk management and internal control systems remain adequate and effective throughout the year ended 31 December 2021 with no material issues to be brought to the Board's attention.

AUDITOR'S REMUNERATION

The remuneration for the audit and non-audit services provided by the Auditor to the Group during the year ended 31 December 2021 was approximately as follows:

| Type of Services | Amount RMB' 000 金額 (人民幣千元) |
|---|-------------------------------------|
| Audit services 審計服務 | 18 |
| Non-audit services in relation to Listing 有關上市的非審計服務 | 2,278 |
| Total 總計 | 2,296 |

JOINT COMPANY SECRETARIES

Mr. Mu Yuansong ("Mr. Mu"), the joint company secretary of the Company, is responsible for advising the Board on corporate governance matters and ensuring that the Board policies and procedures, as well as the applicable laws, rules and regulations are followed.

本集團的內部監控團隊於監察本公司內部管治方面扮演著重要角色。內部監控團隊的主要職責是監督及檢討本公司的內部監控及合規相關事宜，並定期對本公司的分支機構及附屬公司開展風險導向的內部審計。其內部審計範圍涵蓋項目獲取、採購招投標、銷售、財務匯報及資訊保安等方面。內部監控團隊每年向董事會匯報一次。董事會已透過審核委員會，檢討本集團的風險管理及內部監控系統是否充足有效。審核委員會已接獲一份由內部監控團隊編製的風險管理及內部監控報告，並認為於截至二零二一年十二月三十一日止年度內風險管理及內部監控系統為充足及有效，概無任何重大事宜須提請董事會注意。

核數師薪酬

就核數師於截至二零二一年十二月三十一日止年度期間向本集團提供的核數及非審計服務的概約酬金如下：

聯席公司秘書

本公司聯席公司秘書穆遠松先生(「穆先生」)負責就企業管治事宜向董事會提供意見，並確保符合董事會政策、程序及適用的法律、規則及法規。

CORPORATE GOVERNANCE REPORT

企業管治報告

In order to uphold good corporate governance and ensure compliance with the Listing Rules and applicable Hong Kong laws, the Company also engages Ms. Szeto Kar Yee Cynthia (“**Ms. Szeto**”), a manager of TMF Hong Kong Limited (a company secretarial service provider), as the other joint company secretary to assist Mr. Mu to discharge his duties as company secretary of the Company. The primary corporate contact person at the Company is Mr. Mu, the joint company secretary of the Company.

For the year ended 31 December 2021, each of Mr. Mu and Ms. Szeto has undertaken not less than 15 hours of relevant professional training respectively in compliance with Rule 3.29 of the Listing Rules.

COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

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

The AGM of the Company provides opportunity for the Shareholders to communicate directly with the Directors. The Chairman of the Company and the chairmen of the Board Committees of the Company will attend the AGMs to answer Shareholders’ questions. The Auditor will also attend the AGMs to answer questions about the conduct of the audit, the preparation and content of the auditor’s report, the accounting policies and auditor independence.

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

SHAREHOLDERS’ RIGHTS

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

為維持良好的企業管治及確保遵守上市規則及適用的香港法律，本公司亦委聘達盟香港有限公司(公司秘書服務供應商)經理司徒嘉怡女士(「**司徒女士**」)為另一名聯席公司秘書，以協助穆先生履行本公司的公司秘書職責。本公司的主要公司聯繫人為本公司聯席公司秘書穆先生。

截至二零二一年十二月三十一日止年度，穆先生及司徒女士已分別根據上市規則第3.29條接受不少於15小時的相關專業培訓。

與股東的溝通及投資者關係

本公司認為，與股東有效地溝通對提升投資者關係及投資者對本集團的業務、表現及策略的了解至關重要。本公司亦深明資料適時披露及透明度的重要性，其將令股東及投資者作出知情投資決定。

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

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

股東的權利

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

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

Convening of extraordinary general meeting and putting forward proposals

There are no provisions allowing Shareholders to move new resolutions at the general meetings under the Companies Law of the Cayman Islands. However, pursuant to the Articles of Association, Shareholders who wish to move a resolution may by means of requisition convene an extraordinary general meeting following the procedures set out below.

Shareholders may put forward proposals for consideration at a general meeting of the Company according to the Articles of Association. Any one or more member(s) holding as at date of deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or any one of the joint company secretary of the Company, to require an extraordinary general meeting of the Company to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

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

Enquiries to the Board

Shareholders who intend to put forward their enquiries about the Company to the Board could send their enquiries to the headquarters of the Company at 2nd Floor, Redco Building, Tower 5, Qiaochengfang, Phase I, No. 4080 Qiaoxiang Road, Nanshan District, Shenzhen, PRC (email address: redcohealthy_ir@redco.cn).

CHANGE IN CONSTITUTIONAL DOCUMENTS

The Company adopted amended and restated memorandum and articles of association on 14 March 2022, which has been effective from the Listing Date. There was no change in the said memorandum and articles of association since the Listing Date and up to the date of this annual report.

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

召開股東特別大會及提呈建議

開曼群島公司法並無條文允許股東於股東大會上提呈新決議案。然而，根據組織章程細則，股東如欲提呈決議案，可依循下文所載程序要求召開股東特別大會。

股東可根據組織章程細則於本公司股東大會提呈建議以供考慮。於遞交要求當日持有不少於本公司十分之一附有權利可於本公司股東大會上投票的繳足股本的任何一名或以上股東應一直有權透過向董事會或本公司任何一名聯席公司秘書遞交書面要求後，要求董事會召開本公司股東特別大會，以處理有關要求所列明的任何事項，且有關大會須於遞交有關要求後兩個月內舉行。倘於遞交有關要求後21天內董事會未能召開有關大會，則要求人士可按相同方式自行召開有關大會，而有關要求人士因董事會未能召開大會而產生的所有合理費用應由本公司向有關要求人士進行償付。

有關建議某位人士參選董事的事宜，可於本公司網站參閱有關程序。

向董事會提出查詢

股東如欲向董事會作出有關本公司的查詢，可將其查詢郵寄至本公司總部，地址為中國深圳市南山區僑香路4080號僑城坊一期5號樓力高大廈2樓(電郵地址: redcohealthy_ir@redco.cn)。

章程文件的更改

本公司已於二零二二年三月十四日採納經修訂及重列的組織章程大綱及細則，並於上市日期起生效。上述組織章程大綱及細則自上市日期起直至本年報日期並無變動。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



羅兵咸永道

To the Shareholders of Redco Healthy Living Company Limited
(incorporated in the Cayman Islands with limited liability)

力高健康生活有限公司股東
(於開曼群島註冊成立的有限公司)

OPINION

意見

What we have audited

我們已審計的內容

The consolidated financial statements of Redco Healthy Living Company Limited (the “Company”) and its subsidiaries (the “Group”), which are set out on pages 82 to 211, comprise:

力高健康生活有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)列載於第82至第211頁的綜合財務報表，包括：

- the consolidated balance sheet as at 31 December 2021;
 - the consolidated statement of profit or loss for the year then ended;
 - the consolidated statement of comprehensive income for the year then ended;
 - the consolidated statement of changes in equity for the year then ended;
 - the consolidated statement of cash flows for the year then ended; and
 - the notes to the consolidated financial statements, which include significant accounting policies and other explanatory information.
- 於二零二一年十二月三十一日的綜合資產負債表；
 - 截至該日止年度的綜合損益表；
 - 截至該日止年度的綜合全面收益表；
 - 截至該日止年度的綜合權益變動表；
 - 截至該日止年度的綜合現金流量表；及
 - 綜合財務報表附註，包括主要會計政策及其他解釋資料。

Our opinion

我們的意見

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 2021, 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.

我們認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的《香港財務報告準則》(「香港財務報告準則」)真實而中肯地反映了貴集團於二零二一年十二月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

BASIS FOR OPINION

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

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

Independence

We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (“the Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code.

KEY AUDIT MATTERS

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

Key audit matters identified in our audit are summarised as follows:

- Impairment assessment of trade receivables
- Impairment assessment of goodwill

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。

我們相信，我們所獲得的審計憑證能充足和適當地為我們的審計意見提供基礎。

獨立性

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

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

我們在審計中識別的關鍵審計事項概述如下：

- 貿易應收款項減值評估
- 商譽減值評估

Key Audit Matter
關鍵審計事項

Impairment assessment of trade receivables

Refer to Notes 3.1, 4.4 and 15 to the consolidated financial statements.

As at 31 December 2021, the net carrying amount of trade receivables of the Group is RMB129,392,000, including gross amount of RMB136,840,000 and loss allowance of RMB7,448,000.

The Group applies the simplified approach under HKFRS 9 to measure expected credit loss ("ECL"), which requires expected lifetime losses to be recognised from initial recognition of the trade receivables.

貿易應收款項減值虧損

請參閱綜合財務報表附註3.1、4.4及15。

於二零二一年十二月三十一日，貴集團的貿易應收款項賬面淨值為人民幣129,392,000元，包括總額人民幣136,840,000元及虧損撥備人民幣7,448,000元。

貴集團應用香港財務報告準則第9號項下之簡單方法以計量預期信貸虧損（「預期信貸虧損」），則需要初步確認貿易應收款項後確認預期全期虧損。

How our audit addressed the Key Audit Matter
我們在審計如何處理關鍵審計事項

Our procedures in relation to the impairment assessment of trade receivables included:

- We understood, evaluated and tested the management's key internal control and assessment process of impairment of trade receivables, and assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors, such as complexity of models and subjectivity of significant assumptions, estimates and data used;
- We assessed the appropriateness of the impairment assessment approach adopted by management, including the appropriateness of customers grouping, based on our understanding of the Group's business and operations and the credit risk characteristics of the relevant customers;

我們有關貿易應收款項減值評估的程序包括：

- 我們瞭解、估計並測試管理層內部控制及應收貿易款項的評估過程，並透過考慮估計不確定性程度以及模型的複雜性和所使用重要假設及數據的主觀性等其他固有風險因素評估重大失實陳述的固有風險；
- 我們基於我們對貴集團的業務經營業務的瞭解來評估管理層所採用的減值評估方法的適當性，包括客戶分類的適當性；

Key Audit Matter
關鍵審計事項

Impairment assessment of trade receivables (Continued)

To measure the ECL, trade receivables have been grouped based on shared credit risk characteristics. Management assessed the ECL based on estimation about risk of default and expected loss rates. Management calculated the historical default rate based on the past payment profile of debtors, including historical settlement records in the observed period. The expected lifetime loss is estimated based on internal historical data with adjustment to reflect current conditions and forward-looking factors.

We focused on this area as the assessment made by management involved the significant judgement and estimates in the impairment assessment of trade receivables.

貿易應收款項減值虧損(續)

為計量預期信貸虧損，貿易應收款項已根據分攤信貸風險特點分類。管理層基於對違約風險及預期虧損率的估計以評估預期信貸虧損。管理層基於債務人的付款狀況(包括觀察期內的銷售額及有關壞賬)計算歷史違約率。預期全期虧損根據內部歷史數據進行估計並作出調整以反映當前狀況和前瞻性因素。

我們關注該範疇乃由於管理層的貿易應收款項減值評估涉及重大判斷及估計。

How our audit addressed the Key Audit Matter
我們在審計如何處理關鍵審計事項

- We tested, on a sample basis, the accuracy of the ageing analysis of trade receivables prepared by management to supporting documents;
- We assessed the historical default rate by considering the payment profile of debtors and tested the historical data used in the calculation of the historical default rate, including settlement records, on a sample basis, to supporting documents;
- We challenged and assessed, with assistance from our internal expert, the reasonableness of management's assessment on the forward-looking factors based on our industry knowledge and with reference to external data sources including macro-economic data.

Based on the above, we found that the key judgements and estimates made by management in the impairment assessment of trade receivables were supported by available evidence.

- 我們透過檢查銷售發票或其他相關文件對管理層編製應收貿易款項及其他應收款項賬齡分析的準確性進行抽樣測試；
- 我們透過考慮債務人的付款狀況評估歷史違約率，並對照證明文件，對計算歷史違約率所用的歷史數據(包括銷售及有關壞賬)進行抽樣測試；
- 我們在內部專家的支持下，基於行業知識且參考外部數據資源，對管理層就前瞻性因素評估的合理性提出質疑並進行評估。

基於以上所述，我們瞭解到管理層就貿易應收款項減值評估所採納之重大判斷及關鍵假設由可得證據支持。

Key Audit Matter
關鍵審計事項

Impairment assessment of goodwill

Refer to Notes 2.8, 13 and 26 to the consolidated financial statements.

The Group carried RMB24,232,000 goodwill on the consolidated balance sheet as at 31 December 2021, which arose from the Group's acquisitions of property management and healthcare companies.

Goodwill is required to be assessed for impairment at least annually. In performing the impairment assessment, management compared the carrying value of the cash generating unit ("CGU") to which the goodwill is allocated with its recoverable amount based on value-in-use ("VIU") calculations to determine if any impairment provision was required. The VIU was determined by applying discounted cash flow model on pre-tax cash flow projections. Management has engaged an independent external valuer to assist them in the VIU calculation. Management concluded that there is no impairment in respect of the Group's goodwill in the current year based on the impairment assessment performed.

商譽減值評估

請參閱綜合財務報表附註2.8、13及26。

於二零二一年十二月三十一日，貴集團於綜合資產負債表之商譽為人民幣24,232,000元，乃產生於貴集團收購物業管理及康養公司。

商譽必須至少每年進行一次減值評估。進行減值評估時，管理層將商譽所獲分配之現金產生單位（「現金產生單位」）之賬面值與其根據使用價值計算所得之可收回金額進行比較，以釐定是否需要作出任何減值撥備。使用價值根據應用除稅前現金流量預測折現現金流量模型而釐定。管理層已委聘獨立外部估值師協助其計算使用價值。管理層認為，本集團之商譽於本年度內並無出現減值。

How our audit addressed the Key Audit Matter
我們在審計如何處理關鍵審計事項

Our procedures in relation to impairment assessment of goodwill included:

- We assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors such as complexity of models and subjectivity of significant assumptions, estimates and data used;
- We assessed management's identification of CGU, allocations of assets and the methodologies adopted by management with reference to the requirements in the relevant accounting standards;

我們有關商譽減值評估的程序包括：

- 我們透過考慮估計不確定性及其他固有風險因素（如模型的複雜性和所使用重要假設、評估及數據的主觀性）之程度，以評估重大失實陳述的固有風險；
- 我們經參考相關會計準則之規定，評估管理層對現金產生單位之識別、資產分配及管理層所採納之整體方法；

| Key Audit Matter 關鍵審計事項 | How our audit addressed the Key Audit Matter 我們在審計如何處理關鍵審計事項 |
|--|---|
| <p>Impairment assessment of goodwill (Continued)</p> <p>We focused on this area as the assessment made by management involved significant estimates and judgements. The key assumptions used in the VIU calculations are as follows:</p> <ul style="list-style-type: none"> - annual revenue growth rates; - gross margins; - long-term growth rates; and - pre-tax discount rates. | <ul style="list-style-type: none"> • We assessed the competence, capabilities and objectivity of the independent external valuer engaged by management; • We involved our internal valuation experts to assess the appropriateness of the valuation methodologies and the reasonableness of discount rates used in determining the recoverable amounts; • We challenged the key assumptions and inputs adopted in the cash flow projections based on historical data, actual performance, industry data as well as forward-looking data and assessed whether there were indicators of management bias in the selection of these assumptions and inputs. For annual revenue growth rates, gross margins and long-term growth rates, we compared these assumptions with the relevant historical data of CGUs and market data, where applicable; • We reviewed sensitivity analyses prepared by management on the key assumptions adopted in the cash flow projections to evaluate the extent of change in those assumptions would be required for the goodwill to be impaired. <p>Based on the above, we found that the significant management's judgements and the key assumptions adopted in the goodwill impairment assessment were supported by available evidence.</p> |
| <p>商譽減值評估(續)</p> <p>我們關注此方面及由於管理層所作之評估涉及重大估計及判斷。所使用之關鍵假設如下：</p> <ul style="list-style-type: none"> — 複合年增長率； — 毛利率； — 長期增長率；及 — 除稅前折現率。 | <ul style="list-style-type: none"> • 我們評估管理層在商譽減值評估過程中所委聘之外部估值師的資格、能力及客觀性； • 我們邀請我們的內部估值專家評估釐定可收回金額時所用之估值假設及方法是否恰當； • 我們根據歷史數據、實際表現以及行業數據對現金流預測所採用之關鍵假設提出質疑，並評估是否有跡象表明管理層在選擇該等假設時存在偏見； • 吾等已審閱管理層就現金流量預測所採用之關鍵假設編製之敏感度分析，以確定該等假設之變動對商譽減值之影響程度。 <p>基於以上所述，我們瞭解到管理層就商譽減值評估所採納之重大判斷及關鍵假設由可得證據支持。</p> |

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

OTHER INFORMATION

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF DIRECTORS AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

其他信息

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

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

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計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。

基於我們已執行的工作，倘我們認為該其他資料中有重大失實陳述，我們須匯報有關事實。就此而言，我們無需報告任何事項。

董事及審核委員會就綜合財務報表須承擔的責任

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

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

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

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

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

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

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

審核委員會須負責監督 貴集團的財務報告過程。

核數師就審計綜合財務報表須承擔的責任

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

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

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

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Mr. Chow Shiu Hay, Antonio.

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

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，用以消除對獨立性威脅的行動或採取的防範措施。

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

出具本獨立核數師報告的審計項目合夥人是周兆熙先生。

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 25 April 2022

羅兵咸永道會計師事務所
執業會計師

香港，二零二二年四月二十五日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益表

For the year ended December 31 2021 截至二零二一年十二月三十一日止年度

| | | Note 附註 | 2021 二零二一年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 |
|---|---------------------|------------|------------------------------------|------------------------------------|
| Revenue | 收益 | 5 | 354,327 | 221,610 |
| Cost of sales | 銷售成本 | 7 | (238,558) | (144,808) |
| Gross profit | 毛利 | | 115,769 | 76,802 |
| Other gains, net | 其他收益淨額 | 6 | 3,954 | 3,465 |
| Selling and marketing expenses | 銷售及營銷開支 | 7 | (3,933) | (2,111) |
| Administrative expenses | 行政開支 | 7 | (54,759) | (19,858) |
| Net provision for impairment losses of financial assets | 金融資產減值虧損撥備淨額 | 3.1 & 15 | (3,487) | (1,441) |
| Operating profit | 經營溢利 | | 57,544 | 56,857 |
| Finance income | 融資收入 | 9 | 291 | 151 |
| Finance costs | 融資成本 | 9 | (709) | — |
| Finance (costs)/income, net | 融資(成本)/收入淨額 | | (418) | 151 |
| Share of profits of investments accounted for using the equity method | 分佔按權益法入賬的投資溢利 | 16 | 2,145 | 913 |
| Profit before income tax | 除所得稅前溢利 | | 59,271 | 57,921 |
| Income tax expense | 所得稅開支 | 10 | (19,138) | (13,911) |
| Profit for the year | 年內溢利 | | 40,133 | 44,010 |
| Profit for the year attributable to: | 以下項目應佔年內溢利： | | | |
| Owners of the Company | 本公司擁有人 | | 32,140 | 39,612 |
| Non-controlling interests | 非控股權益 | | 7,993 | 4,398 |
| | | | 40,133 | 44,010 |
| Earnings per share attributable to owners of the Company | 本公司擁有人應佔每股盈利 | | | |
| Basic and diluted (expressed in RMB cents per share) | 基本及攤薄(以每股人民幣分列示) | 11 | 21.43 | 26.41 |

The above consolidated statement of profit or loss should be read in conjunction with the accompanying notes.

上述綜合損益表應與隨附附註一併閱覽。



CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

| | | 2021 二零二一年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 |
|--|----------------------|------------------------------------|------------------------------------|
| Profit for the year | 年內溢利 | 40,133 | 44,010 |
| Other comprehensive income | 其他全面收益 | | |
| Item that may be reclassified to profit or loss | 可能重新分類至損益的項目 | | |
| – Currency translation differences | – 貨幣換算差額 | 372 | 13 |
| Total comprehensive income for the year | 年內全面收益總額 | 40,505 | 44,023 |
| Total comprehensive income attributable to: | 以下項目應佔全面收益總額： | | |
| Owners of the Company | 本公司擁有人 | 32,512 | 39,625 |
| Non-controlling interests | 非控股權益 | 7,993 | 4,398 |
| Total comprehensive income for the year | 年內全面收益總額 | 40,505 | 44,023 |



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

上述綜合全面收益表應與隨附附註一併閱覽。

CONSOLIDATED BALANCE SHEET

綜合資產負債表

As at 31 December 2021 於二零二一年十二月三十一日

| | | Note 附註 | 2021 二零二一年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 |
|---|--------------------|------------|------------------------------------|------------------------------------|
| Assets | 資產 | | | |
| Non-current assets | 非流動資產 | | | |
| Intangible assets | 無形資產 | 13 | 48,388 | 50,087 |
| Property, plant and equipment | 物業、廠房及設備 | 14 | 56,158 | 25,193 |
| Investments accounted for using the equity method | 按權益法入賬的投資 | 16 | 3,408 | 1,875 |
| Deferred income tax assets | 遞延所得稅資產 | 20 | 6,938 | 5,245 |
| | | | <u>114,892</u> | <u>82,400</u> |
| Current assets | 流動資產 | | | |
| Trade and other receivables and prepayments | 貿易及其他應收款項及 預付款項 | 15 | 150,797 | 108,895 |
| Amounts due from related parties | 應收關聯方款項 | 25 | — | 18,696 |
| Amounts due from non-controlling interests | 應收非控股權益款項 | 25 | — | 13,821 |
| Cash and cash equivalents | 現金及現金等價物 | 17 | 123,652 | 137,339 |
| | | | <u>274,449</u> | <u>278,751</u> |
| Total assets | 總資產 | | <u>389,341</u> | <u>361,151</u> |
| Equity | 權益 | | | |
| Equity attributable to owners of the Company | 本公司擁有人應佔權益 | | | |
| Share capital | 股本 | 18 | — | — |
| Reserves | 儲備 | 19 | 129,827 | 94,907 |
| | | | <u>129,827</u> | <u>94,907</u> |
| Non-controlling interests | 非控股權益 | 12(b) | <u>32,407</u> | <u>25,189</u> |
| Total equity | 總權益 | | <u>162,234</u> | <u>120,096</u> |

CONSOLIDATED BALANCE SHEET

綜合資產負債表

As at 31 December 2021 於二零二一年十二月三十一日

| | | Note 附註 | 2021 二零二一年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 |
|-------------------------------------|----------------|------------|------------------------------------|------------------------------------|
| Liabilities | 負債 | | | |
| Non-current liabilities | 非流動負債 | | | |
| Borrowings | 借款 | 22 | — | 4,150 |
| Lease liabilities | 租賃負債 | 23 | 3,569 | — |
| Other payables | 其他應付款項 | 21 | 2,155 | 1,924 |
| Deferred income tax liabilities | 遞延所得稅負債 | 20 | 7,212 | 8,740 |
| | | | <u>12,936</u> | <u>14,814</u> |
| Current liabilities | 流動負債 | | | |
| Trade payables | 貿易應付款項 | 21 | 18,513 | 9,790 |
| Accruals and other payables | 應計費用及其他應付款項 | 21 | 54,895 | 62,923 |
| Contract liabilities | 合約負債 | 5 | 76,327 | 61,937 |
| Borrowings | 借款 | 22 | 10,231 | 400 |
| Lease liabilities | 租賃負債 | 23 | 366 | — |
| Amounts due to related parties | 應付關聯方款項 | 25 | 33,695 | 67,370 |
| Current income tax liabilities | 流動所得稅負債 | | 20,144 | 23,821 |
| | | | <u>214,171</u> | <u>226,241</u> |
| Total liabilities | 總負債 | | <u>227,107</u> | <u>241,055</u> |
| Total equity and liabilities | 權益及負債總額 | | <u>389,341</u> | <u>361,151</u> |

The above consolidated balance sheet should be read in conjunction with the accompanying notes.

The financial statements on pages 82 to 211 were approved for issue by the Board of Directors on 25 April 2022 and were signed on its behalf:

上述綜合資產負債表應與隨附附註一併閱覽。

列載於第82至211頁的財務報表已由董事會於二零二二年四月二十五日批准刊發，並由以下董事代表簽署：

唐承勇 Tang Chengyong
董事 Director

黃燕雯 Wong Yin Man
董事 Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

| | | Attributable to equity holders of the Company 本公司權益持有人應佔 | | | Non- controlling interests | Total equity |
|--|-------------------------------------|---|-----------------------------|-------------------------|----------------------------------|---------------------------|
| | | Share capital | Reserves (Note 19) 儲備 | Total | | |
| | | 股本 RMB' 000 人民幣千元 | (附註19) RMB' 000 人民幣千元 | 總計 RMB' 000 人民幣千元 | 非控制性權益 RMB' 000 人民幣千元 | 權益總額 RMB' 000 人民幣千元 |
| As at 1 January 2021 | 於二零二一年一月一日 | — | 94,907 | 94,907 | 25,189 | 120,096 |
| Profit for the year | 年內溢利 | — | 32,140 | 32,140 | 7,993 | 40,133 |
| Other comprehensive income: | 其他全面收入： | | | | | |
| Currency translation differences | 貨幣換算差額 | — | 372 | 372 | — | 372 |
| Total comprehensive income for the year | 年內全面收入總額 | — | 32,512 | 32,512 | 7,993 | 40,505 |
| Transactions with owners: | 與擁有人的交易： | | | | | |
| Dividends | 股息 | — | — | — | (1,185) | (1,185) |
| Capital injection from non-controlling interests | 非控股權益注資 | — | — | — | 45 | 45 |
| Change in ownership interests in subsidiaries without change of control (Note 26.3(b)) | 在控制權無變動的情況下於附屬公司所有權權益的變動(附註26.3(b)) | — | 2,408 | 2,408 | 365 | 2,773 |
| As at 31 December 2021 | 於二零二一年十二月三十一日 | — | 129,827 | 129,827 | 32,407 | 162,234 |

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

| | | Attributable to equity holders of the Company 本公司權益持有人應佔 | | | Non- | Total |
|---|--------------------------------------|---|------------------------------|-------------------------|-----------------------------|---------------------------|
| | | Share capital | Reserves (Note 19) 儲備 | Total | controlling interests | equity |
| | | 股本 RMB' 000 人民幣千元 | (附註 19) RMB' 000 人民幣千元 | 總計 RMB' 000 人民幣千元 | 非控制性權益 RMB' 000 人民幣千元 | 權益總額 RMB' 000 人民幣千元 |
| As at 1 January 2020 | 於二零二零年一月一日 | — | 54,706 | 54,706 | 5,450 | 60,156 |
| Profit for the year | 年內溢利 | — | 39,612 | 39,612 | 4,398 | 44,010 |
| Other comprehensive income: | 其他全面收入： | | | | | |
| Currency translation differences | 貨幣換算差額 | — | 13 | 13 | — | 13 |
| Total comprehensive income for the year | 年內全面收益總額 | — | 39,625 | 39,625 | 4,398 | 44,023 |
| Transactions with owners: | 與擁有人的交易： | | | | | |
| Non-controlling interest arising from acquisitions and step acquisition of subsidiaries | 收購及分次收購附屬公司所得非控股權益 | — | — | — | 15,242 | 15,242 |
| Capital injection from non-controlling interests | 非控股權益注資 | — | — | — | 795 | 795 |
| Change in ownership interests in subsidiaries without change of control (Note 26.3(a)) | 在控制權無變動的情況下於附屬公司所有權權益的變動(附註 26.3(a)) | — | 576 | 576 | (696) | (120) |
| As at 31 December 2020 | 於二零二零年十二月三十一日 | — | 94,907 | 94,907 | 25,189 | 120,096 |

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

上述綜合權益變動表應與隨附附註一併閱覽。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

| | Note 附註 | 2021 二零二一年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 |
|--|------------|------------------------------------|------------------------------------|
| Cash flows from operating activities | | | |
| Net cash generated from operations | 24(a) | 60,777 | 46,602 |
| Interest received | | 291 | 151 |
| Income tax paid | | (26,036) | (6,496) |
| Net cash generated from operating activities | | 35,032 | 40,257 |
| Cash flows from investing activities | | | |
| Additions of property, plant and equipment | | (4,944) | (1,197) |
| Additions of intangible assets | | (4,348) | — |
| Proceeds from disposal of property, plant and equipment | | 39 | 228 |
| Net cash outflows in respect of disposal of subsidiaries | 27 | (27) | — |
| Cash acquired from acquisitions and step acquisitions of subsidiaries, net of cash payment | 26 | (16,218) | 6,281 |
| Payments for investments in associates | | — | (1,226) |
| Advances to related parties | | (6,628) | (65,708) |
| Repayment from related parties | | 18,107 | 65,457 |
| Advances to non-controlling interests | | (1,600) | (2,500) |
| Repayment from non-controlling interests | | 18,353 | — |
| Repayments from joint ventures | | — | 920 |
| Dividends from a joint venture | | 612 | — |
| Net cash generated from investing activities | | 3,346 | 2,255 |

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

| | Note 附註 | 2021 二零二一年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 |
|--|-------------------|------------------------------------|------------------------------------|
| Cash flows from financing activities | 融資活動現金流 | | |
| Proceeds from capital injection from non-controlling interests | 來自非控股權益的注資所得款項 | 45 | 795 |
| Repayment of bank borrowing | 償還銀行借款 | (4,550) | — |
| Interest paid | 已付利息 | (271) | — |
| Principal elements of lease payments | 租賃付款的本金部分 | (91) | — |
| Advances from related parties | 來自關聯方的墊款 | 17,836 | 4,767 |
| Repayment to related parties | 償還關聯方的款項 | (60,423) | (347) |
| Listing expenses paid | 已付上市開支 | (3,774) | — |
| Dividends paid to non-controlling | 向非控股支付的股息 | (1,185) | — |
| Net cash (used in)/generated from financing activities | 融資活動所(所用)/產生現金淨額 | (52,413) | 5,215 |
| Net (decrease)/increase in cash and cash equivalents | 現金及現金等價物(減少)/增加淨額 | (14,035) | 47,727 |
| Cash and cash equivalents, at beginning of the year | 年初現金及現金等價物 | 137,339 | 89,615 |
| Effect of foreign exchange rate changes | 外匯變動之影響 | 348 | (3) |
| Cash and cash equivalents, at end of the year | 年末現金及現金等價物 | 123,652 | 137,339 |

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

Major non-cash transactions

During the year ended 31 December 2021, additions to certain property, plant and equipment of the Company financed by a borrowing and a related party were RMB26,772,000 (2020: Nil), which the transactions were incurred directly from the bank and related party to the vendor.

上述綜合現金流量表應與隨附附註一併閱覽。

主要非現金交易

截至二零二一年十二月三十一日止年度，對若干由借款及關聯方融資的本公司物業、廠房及設備的添置為人民幣26,772,000元(二零二零年：零)，是由銀行及關聯方直接向買方提供款項而產生的交易。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

1 GENERAL INFORMATION

Redco Healthy Living Company Limited (the “Company”) is a limited liability company incorporated in the Cayman Islands on 10 February 2021. The address of its registered office is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands.

The Company is an investment holding company. Pursuant to a reorganisation (the “Reorganisation”) in preparation for the listing of the Company’s shares on the Main Board of The Stock Exchange of Hong Kong Limited (the “Main Board”) which completed on 2 June 2021, the Company became the holding company of the other companies comprising the group. The Company and its subsidiaries (together, the “Group”) are principally engaged in the provision of property management services, value-added services to non-property owners, community value-added services, development and maintenance services to the information technology (“IT”) systems, healthcare management services and property agency services in the People’s Republic of China (the “PRC”).

The ultimate holding company of the Company is Redco Properties Group Limited (“Redco Properties”) whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The Company’s immediate holding company is Top Glory International Holdings Ltd. whose equity interests are wholly held by Redco Properties. The ultimate controlling parties of the Group are Mr. Wong Yeuk Hung and Mr. Huang Ruoqing (the “Controlling Shareholders”), who are parties acting in concert and have been collectively controlling the Group.

The Company’s shares have been listed on the Main Board of the Stock Exchange since 31 March 2022.

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

1 一般資料

力高健康生活有限公司(「本公司」)為於二零二一年二月十日在開曼群島註冊成立的有限公司。其註冊辦事處地址為Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands。

本公司乃一家投資控股公司。根據為籌備本公司股份在香港聯合交易所有限公司主板(「主板」)上市(於二零二一年六月二日完成)而進行的重組(「重組」)，本公司成為其他組成本集團公司的控股公司。本公司及其附屬公司(統稱「本集團」)主要在中華人民共和國(「中國」)提供物業管理服務、非業主增值服務、社區增值服務、資訊科技(「IT」)系統開發及維護服務、康養管理服務及物業代理服務。

本公司最終控股公司為力高地產集團有限公司(「力高地產」)，該公司股份在香港聯合交易所有限公司(「聯交所」)主板上市。本公司直接控股公司為Top Glory International Holdings Ltd.，其股權由力高地產全資擁有。本集團最終控股方為黃若虹先生及黃若青先生(「控股股東」)，彼等為一致行動人士，共同控制本集團。

本公司股份自二零二二年三月三十一日起在聯交所主板上市。

除另有註明外，該等綜合財務報表均以人民幣(「人民幣」)呈列。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

The consolidated financial statements of the Company has been prepared in accordance with the Hong Kong Financial Reporting Standards (“HKFRS”) and disclosure requirements of the Hong Kong Companies Ordinance (Charter 622 of the laws of Hong Kong). They have been prepared under the historical cost convention.

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

(a) *New standard, amendments to standards and annual improvements that have been issued but are not effective and have not been early adopted by the Group*

2 重大會計政策概要

編製本綜合財務報表應用的主要會計政策載列如下。除非另有指明，該等政策已持續應用於所呈列的所有年度。

2.1 編製基準

本公司綜合財務報表乃根據香港財務報告準則（「香港財務報告準則」）及香港公司條例（香港法例第622章）之披露規定編製。綜合財務報表以歷史成本法編製。

遵照香港財務報告準則編製歷史財務資料須作出若干重要會計評估，亦要求管理層於應用本集團會計政策時作出判斷。有關涉及較高水平判斷之範圍或較為複雜之範圍或對綜合財務報表尤其重要之假設及評估之範圍披露於附註4。

(a) *已頒佈但尚未生效且並未獲本集團提早採納的新準則、準則之修訂及年度改進*

| | | Effective for annual periods beginning on or after 於以下日期或之後 開始的會計期間生效 |
|--|--|--|
| Amendments to HKFRS 16 | Covid-19-related Rent Concessions beyond 2021 (Amendments) | 1 April 2021 |
| 香港財務報告準則第16號(修訂本) | 二零二一年之後的2019冠狀病毒病的相關租金寬減(修訂本) | 二零二一年 四月一日 |
| Annual Improvements Project | Annual Improvements to HKFRSs 2018-2020 | 1 January 2022 |
| 年度改進項目 | 香港財務報告準則二零一八年至二零二零年的年度改進 | 二零二二年 一月一日 |
| Amendments to HKFRS 3, HKAS 16 and HKAS 37 | Narrow-scope Amendments | 1 January 2022 |
| 香港財務報告準則第3號、香港會計準則第16號及香港會計準則第37號(修訂本) | 狹義修訂 | 二零二二年 一月一日 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (Continued)

(a) *New standard, amendments to standards and annual improvements that have been issued but are not effective and have not been early adopted by the Group (Continued)*

| | | Effective for annual periods beginning on or after 於以下日期或之後 開始的會計期間生效 |
|--|--|--|
| Revised Accounting Guideline 5 | Merger Accounting for Common Control Combinations | 1 January 2022 |
| 會計指引第5號(修訂本) | 共同控制合併的合併會計法 | 二零二二年一月一日 |
| Amendments to HKAS 1 | Classification of Liabilities as Current or Non-current | 1 January 2023 |
| 香港會計準則第1號(修訂本) | 將負債分類為流動或非流動 | 二零二三年一月一日 |
| Amendments to HKAS 1 and HKFRS Practice Statement 2 | Disclosure of Accounting Policies | 1 January 2023 |
| 香港會計準則第1號及香港財務報告 準則實務報告第2號(修訂本) | 會計政策披露 | 二零二三年一月一日 |
| Amendments to HKAS 8 | Definition of Accounting Estimates | 1 January 2023 |
| 香港會計準則第8號(修訂本) | 會計估計定義 | 二零二三年一月一日 |
| Amendments to HKAS 12 | Deferred Tax related to Assets and Liabilities arising from a Single Transaction | 1 January 2023 |
| 香港會計準則第12號(修訂本) | 與單一交易產生的資產及負債相關的 遞延稅項 | 二零二三年一月一日 |
| HKFRS 17 | Insurance Contracts | 1 January 2023 |
| 香港財務報告準則第17號 | 保險合約 | 二零二三年一月一日 |
| Amendments to HKFRS 17 | Amendments to HKFRS 17 | 1 January 2023 |
| 香港財務報告準則第17號(修訂本) | 香港財務報告準則第17號(修訂本) | 二零二三年一月一日 |
| Hong Kong Interpretation 5 (2020) | Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause | 1 January 2023 |
| 香港詮釋第5號(2020) | 財務報表的呈列—借款人對含有應要求 償還條款的定期貸款之分類 | 二零二三年一月一日 |
| Amendments to HKFRS 10 and HKAS 28 | Sale or Contribution of Assets between an Investor and its Associate or Joint Venture | To be determined |
| 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企業之間的 資產出售或注資 | 待定 |

2 重大會計政策概要(續)

2.1 編製基準(續)

(a) *已頒佈但尚未生效且並未獲本集團提早採納的新準則、準則之修訂及年度改進(續)*

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)

2.1 Basis of preparation (Continued)

- (a) *New standard, amendments to standards and annual improvements that have been issued but are not effective and have not been early adopted by the Group (Continued)*

Except for the 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 of the Company in the foreseeable future.

- (b) *Amendments to HKAS 12 Deferred Tax related to Assets and Liabilities arising from a Single Transaction*

The amendments narrow the scope of the recognition exemption of deferred tax liabilities and deferred tax assets in paragraphs 15 and 24 of HKAS 12 Income Taxes so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences.

As disclosed in note 23 to the consolidated financial statements, for leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 requirements to the relevant assets and liabilities as a whole. Temporary differences relating to relevant assets and liabilities are assessed on a net basis.

Upon the application of the amendments, the Group will recognise a deferred tax asset (to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised) and a deferred tax liability for all deductible and taxable temporary differences associated with the right-of-use assets and the lease liabilities.

2 重大會計政策概要(續)

2.1 編製基準(續)

- (a) *已頒佈但尚未生效且並未獲本集團提早採納的新準則、準則之修訂及年度改進(續)*

除下述的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將不會對可預見未來的本公司綜合財務報表造成重大影響。

- (b) *香港會計準則第12號(修訂本)與單一交易產生的資產及負債相關的遞延稅項*

該等修訂將香港會計準則第12號所得稅第15及24段對遞延稅項負債及遞延稅項資產的確認豁免範圍收窄，使其不再適用於在初始確認時產生相等應課稅及可扣減暫時差額的交易。

誠如綜合財務報表附註23所披露，就稅項扣減歸屬於租賃負債之租賃交易而言，本集團對相關資產及負債整體應用香港會計準則第12號之規定。與相關資產及負債相關之暫時差額按淨額基準評估。

於應用該等修訂後，本集團將就所有與使用權資產及租賃負債相關之可扣稅及應課稅暫時差額確認遞延稅項資產(以可能有應課稅溢利可用於抵銷可扣稅暫時差額為限)及遞延稅項負債。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)

2.1 Basis of preparation (Continued)

- (b) *Amendments to HKAS 12 Deferred Tax related to Assets and Liabilities arising from a Single Transaction*
(Continued)

The amendments are effective for annual reporting periods beginning on or after 1 January 2023, with early application permitted. As at 31 December 2021, the carrying amounts of right-of-use assets and lease liabilities which are subject to the amendments amounted to RMB3,612,000 and RMB3,935,000, respectively. The application of the amendments is not expected to have significant impact on the Group's consolidated financial statements.

2.2 Principles of consolidation and equity accounting

- (a) *Subsidiaries*

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

The acquisition method of accounting is used to account for business combinations by the Group.

2 重大會計政策概要(續)

2.1 編製基準(續)

- (b) 香港會計準則第12號(修訂本)與單一交易產生的資產及負債相關的遞延稅項(續)

該等修訂本於二零二三年一月一日或之後開始的年度報告期間生效，可提前採納。於二零二一年十二月三十一日，使用權資產及租賃負債的賬面值(可予修訂)分別為人民幣3,612,000元及人民幣3,935,000元。預期應用該等修訂不會對本集團的綜合財務報表產生重大影響。

2.2 合併原則及權益會計處理

- (a) 附屬公司

附屬公司指本集團可控制的所有實體(包括結構實體)。本集團對實體擁有控制權，是指本集團透過參與該實體的業務而面臨該實體的可變回報風險或有權取得可變回報，並能夠運用領導該實體活動的權力影響該等回報。附屬公司自控制權轉讓予本集團日期起全面綜合入賬，並於控制權終止日期起終止綜合入賬。

本集團的業務合併使用收購會計法入賬。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)

2.2 Principles of consolidation and equity accounting
(Continued)

(a) *Subsidiaries* (Continued)

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statements of profit or loss, consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated balance sheets respectively.

(b) *Associates*

Associates are all entities over which the Group has significant influence but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting, after initially being recognised at cost.

2 重大會計政策概要(續)

2.2 合併原則及權益會計處理(續)

(a) 附屬公司(續)

公司間交易、集團內公司間交易產生的結餘及未變現收益會對銷。除非交易證明所轉讓資產獲減值，否則未變現虧損亦會對銷。附屬公司的會計政策會於需要時變動，以確保與本集團所採用政策一致。

業績內的非控股權益及附屬公司的權益分別於綜合損益表、綜合全面收益表、綜合權益變動表及綜合資產負債表內獨立呈列。

(b) 聯營公司

聯營公司為本集團對之擁有重大影響力但並無控制權或聯合控制權的所有實體。一般而言在該情況下，本集團持有的投票權介乎20%至50%。初步按成本確認後，於聯營公司的投資按權益會計法入賬。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Principles of consolidation and equity accounting (Continued)

(c) Joint arrangement

Under HKFRS 11 Joint Arrangements, investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement. The Group only has joint ventures.

Interests in joint ventures are accounted for using the equity method, after initially being recognised at cost in the consolidated balance sheet.

(d) Equity method

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit or loss, and the Group's share of movements in other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

Where the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity-accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

2 重大會計政策概要(續)

2.2 合併原則及權益會計處理 (續)

(c) 合營安排

根據香港財務報告準則第11號合營安排，於合營安排的投資分類為合營業務或合營企業。分類視乎各投資者的合約權利及責任而定，而非合營安排的法律結構。本集團僅擁有合營企業。

初步按成本於綜合資產負債表內確認後，合營企業權益使用權益法入賬。

(d) 權益法

根據權益會計法，投資初步按成本確認，其後調整以於損益確認本集團應佔收購後被投資公司的損益及於其他全面收益確認本集團於被投資公司其他全面收益的股份變動。已收或應收聯營公司及合營企業股息確認為投資賬面值扣減。

當本集團應佔權益入賬投資虧損相等於或超過其於實體的權益(包括任何無抵押長期應收款項)時，除非本集團產生責任或代其他實體支付款項，否則毋須進一步確認虧損。

本集團與其聯營公司及合營企業交易的未變現收益以本集團於該等實體的權益為限進行對銷。除非有關交易證明所轉讓資產出現減值，否則未變現虧損亦須對銷。權益入賬被投資公司的會計政策已作出必要變更，以確保與本集團所採納的政策一致。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)

2.2 Principles of consolidation and equity accounting
(Continued)

(d) *Equity method* (Continued)

The carrying amount of equity-accounted investments is tested for impairment in accordance with the policy described in Note 16.

(e) *Changes in ownership interests*

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised in a separate reserve within equity attributable to owners of the Company.

When the Group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in consolidated statements of comprehensive income are reclassified to consolidated statements of profit or loss or transferred to another category of equity as specified or permitted by applicable HKFRSs.

2 重大會計政策概要(續)

2.2 合併原則及權益會計處理
(續)

(d) *權益法* (續)

權益入賬投資的賬面值根據附註16所述政策進行減值測試。

(e) *所有權權益變動*

本集團將不會導致其失去控制權的非控制性權益交易入賬為權益交易。所有者權益的變動會導致控制性和非控制性權益賬面價值之間的調整，以反映他們在附屬公司中的相關利益。非控制性權益調整數額與支付或收到的任何對價之間的任何差異，確認為歸屬於本公司所有者權益的獨立儲備中。

當本集團因失去控制權、聯合控制權或重大影響力而不再將投資合併或進行權益入賬時，則於實體的任何保留權益將按其公平值重新計量，賬面值變動在損益內確認。就其後入賬列作聯營公司、合營企業或金融資產的保留權益而言，該公平值屬初步賬面值。此外，先前就該實體於其他全面收益確認的任何金額按猶如本集團已直接出售有關資產或負債的方式入賬，其可能意味先前於綜合全面收益表中確認的金額重新分類至綜合損益表或轉讓至適用香港財務報告準則指定或允許的另一權益類別。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)

2.2 Principles of consolidation and equity accounting
(Continued)

(e) *Changes in ownership interests* (Continued)

If the ownership interest in a joint venture or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in consolidated statements of comprehensive income are reclassified to consolidated statements of profit or loss where appropriate.

2.3 Business combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

- fair values of the assets transferred;
- liabilities incurred to the former owners of the acquired business;
- equity interests issued by the group;
- fair value of any asset or liability resulting from a contingent consideration arrangement; and
- fair value of any pre-existing equity interest in the subsidiary.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

2 重大會計政策概要(續)

2.2 合併原則及權益會計處理
(續)

(e) *所有權權益變動*(續)

如果減少合營企業或聯營公司的擁有權權益，但保留共同控制或重大影響力，則在適當情況下僅將先前在綜合全面收益表中確認的部分金額重新分類至綜合損益表。

2.3 業務合併

無論收購的是權益投資或其他資產，本集團利用收購會計法將業務合併入賬。收購一間附屬公司所轉讓的對價包括：

- 所轉讓資產的公平值；
- 對所收購業務先前擁有人產生的負債；
- 本集團發行的股本權益；
- 或有對價安排所產生的任何資產和負債的公平值；及
- 附屬公司中早已存在的任何股權的公平值。

除少數例外情況外，於業務合併時所收購的可識別資產及所承擔的負債及或然負債初步按其於收購日期的公平值計量。本集團以逐項收購為基準按公平值或按非控股權益於所收購實體的可識別資產淨值按比例分佔的份額確認於所收購實體的任何非控股權益。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)

2.3 Business combinations (Continued)

Acquisition-related costs are expensed as incurred. The excess of the:

- consideration transferred;
- amount of any non-controlling interest in the acquired entity; and
- acquisition-date fair value of any previous equity interest in the acquired entity

over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in consolidated statements of profit or loss as a bargain purchase.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions. Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in consolidated statements of profit or loss.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in consolidated statements of profit or loss.

2 重大會計政策概要(續)

2.3 業務合併(續)

收購相關成本於產生時列為開支。下列各項：

- 所轉讓代價；
- 於被收購實體的任何非控股權益；及
- 任何先前於被收購實體的股權的收購日期公平值

超逾所收購可識別資產淨值的公平值的金額入賬列作商譽。倘該等金額少於所收購業務的可識別資產淨值的公平值，則差額會直接於綜合損益表確認為議價購買。

倘遞延結算現金代價的任何部分，則日後應付金額將折現至兌換日期的現值。所用折現率為實體的增量借款利率，即按可資比較條款及條件自獨立融資方獲取的類似借款利率。或有代價分類為權益或金融負債。分類為金融負債的金額其後重新計量為公平值，而公平值變動於綜合損益表內確認。

倘業務合併分階段進行，收購方先前持有的被收購方股權於收購日期的賬面值按收購日期的公平值重新計量。有關重新計量產生的任何收益或虧損於綜合損益表內確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.4 Separate financial statements

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

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

2.5 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (the "CODM"). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Executive Directors that make strategic decisions.

2.6 Foreign currency translation

(a) Functional and presentation currency

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

2 重大會計政策概要(續)

2.4 獨立財務報表

於附屬公司的投資按成本扣除減值入賬。成本包括直接應佔投資成本。附屬公司的業績由本公司按已收及應收股息入賬。

當收到於附屬公司的投資的股息時，倘股息超過附屬公司在宣派股息期間的全面收益總額，或倘於獨立財務報表的投資賬面值超過被投資公司資產淨值(包括商譽)於綜合財務報表的賬面值時，則須對有關投資進行減值測試。

2.5 分部報告

經營分部的報告形式與向主要營運決策者(「主要營運決策者」)提供的內部報告形式一致。主要營運決策者負責分配資源及評估經營分部表現，已被確定為作出策略決策的執行董事。

2.6 外幣換算

(a) 功能及呈報貨幣

本集團各實體綜合財務報表所列的項目均採用該實體經營所在主要經濟環境的貨幣(「功能貨幣」)計量。本公司的功能貨幣為人民幣，綜合財務報表以本公司及本集團的呈報貨幣人民幣呈列。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)

2.6 Foreign currency translation (Continued)

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.

Foreign exchange gains and losses that relate to borrowings are presented in the consolidated statements of profit or loss, within “finance costs”. All other foreign exchange gains and losses are presented in the consolidated statements of profit or loss on a net basis within “other gains, net”.

(c) Group companies

The results and financial position of all the group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- (ii) income and expenses for each statement of comprehensive income are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- (iii) all resulting exchange differences are recognised in the consolidated statements of comprehensive income.

2 重大會計政策概要(續)

2.6 外幣換算(續)

(b) 交易及結餘

外幣交易按交易當日匯率換算為功能貨幣。結算有關交易及按年末匯率換算以外幣列值的貨幣資產及負債所產生的外匯收益及虧損一般於損益內確認。

與借款相關的匯兌利得和損失在綜合損益表內的「財務成本」中列報。所有其他的匯兌利得和損失按淨額在綜合損益表內的「其他收益淨額」中列報。

(c) 集團公司

功能貨幣與呈報貨幣不同的所有本集團實體(當中並無惡性通貨膨脹經濟體的貨幣)的業績及財務狀況按如下方法換算為呈報貨幣：

- (i) 各資產負債表呈列的資產及負債按結算日的收市匯率換算；
- (ii) 各全面收益表的收支按平均匯率換算(除非該平均匯率並非交易當日現行利率累計影響的合理約數，則收入及開支將以交易當日的匯率換算)；及
- (iii) 所產生全部匯兌差額於綜合全面收益表內確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.7 Property, plant and equipment

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

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

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

| | |
|--|--|
| Leasehold improvement 租賃物業裝修 | Shorter of the lease term or useful lives 租賃期或可使用年期(以較短者為準) |
| Furniture, fixtures and equipment 傢俬、附著物及設備 | 3 to 5 years 3至5年 |
| Motor vehicles 汽車 | 3 to 10 years 3至10年 |
| Buildings 樓宇 | 20 years 20年 |
| Right-of-use assets 使用權資產 | Shorter of the lease term or useful lives 租賃期或可使用年期(以較短者為準) |

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

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.9).

Gains and losses on disposals are determined by comparing proceeds with carrying amount.

These are included in consolidated statements of profit or loss.

2 重大會計政策概要(續)

2.7 物業、廠房及設備

物業、廠房及設備按歷史成本減折舊入賬。歷史成本包括收購該等項目直接應佔的開支。

僅當與項目有關的未來經濟利益很可能流入本集團，而該項目的成本能夠可靠地計量時，則會將該項目其後產生的成本計入該項資產的賬面值或確認為獨立資產(如適當)。作為獨立資產列賬的任何部分於替換時的賬面值會終止確認。其他所有維修及保養成本乃於其產生的報告期間計入綜合損益表。

折舊按以下估計可使用年期以直線法分配其成本(扣除其剩餘價值)計算：

資產的剩餘價值及可使用年期均於各報告期末進行檢討，並適時作出調整。

倘資產的賬面值高於其估計可收回金額，則即時將資產賬面值撇減至其可收回金額(附註2.9)。

出售收益及虧損乃通過比較所得款項與賬面值而釐定。

上述已計入綜合損益表內。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)

2.8 Intangible assets

(a) Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired subsidiary/associate/joint venture at the date of acquisition. Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill on acquisitions of associates/joint ventures is included in interests in associates/joint ventures and is tested annually for impairment as part of the overall balance. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

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

(b) Contracts and customer relationship

Contracts and customer relationship acquired in a business combination are recognised at fair value at the acquisition date. They have a finite useful life and are subsequently carried at cost less accumulated amortisation and impairment losses. Management estimated the useful life of customer relationship based on their industry knowledge, experience and judgement and took into account the historical customers renewal pattern of the acquired subsidiary.

2 重大會計政策概要(續)

2.8 無形資產

(a) 商譽

商譽乃指收購值成本超過本集團應佔所收購附屬公司／聯營公司／合營公司於收購日期可識別資產淨值公平值的數額。收購附屬公司的商譽計入無形資產。收購聯營公司／合營公司的商譽計入於聯營公司／合營公司權益，並作為整體結餘的一部分每年進行減值測試。商譽並無作出攤銷，惟每年須進行減值測試，或倘發生事件或情況變動表明其可能出現減值，則減值測試將更頻繁，並按成本減累計減值虧損列賬。出售實體的收益及虧損包括與已出售實體有關的商譽賬面值。

商譽分配至現金產生單位以進行減值測試。預期可自產生商譽的業務合併帶來利益的該等現金產生單位或現金產生單位(「現金產生單位」)組別將進行分配。單位或單位組別按最低水平識別，其中商譽就內部管理目的(即營運分部)進行監察。

(b) 合約及客戶關係

業務合併所收購合約及客戶關係按於收購日期的公平值確認，其使用年期有限，其後按成本減累計攤銷及減值虧損列賬。管理層對客戶關係使用年期的評估，乃基於彼等的行業知識、資歷及判斷，並考慮被收購附屬公司的過往客戶更新模式。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)

2.8 Intangible assets (Continued)

(c) Computer software

Costs associated with maintaining software programmes are recognised as an expense as incurred.

Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the group are recognised as intangible assets where the following criteria are met:

- it is technically feasible to complete the software so that it will be available for use
- management intends to complete the software and use or sell it
- there is an ability to use or sell the software
- it can be demonstrated how the software will generate probable future economic benefits
- adequate technical, financial and other resources to complete the development and to use or sell the software are available; and
- the expenditure attributable to the software during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the software include employee costs and an appropriate portion of relevant overheads.

Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is ready for use.

Acquired software licenses are capitalised on the basis of the costs incurred to acquire and bring to use the specific software.

2 重大會計政策概要(續)

2.8 無形資產(續)

(c) 電腦軟件

與維護軟件程序相關的成
本於產生時確認為開支。

設計及測試本集團所控制
的可識別獨特軟件產品時
直接應佔的開發成本在符
合以下條件時確認為無形
資產：

- 完成的軟件產品在
技術上可行，並可
供使用
- 管理層擬完成軟件
並使用或出售產品
- 能夠使用或出售軟
件
- 能夠論證軟件產品
將如何產生可能的
未來經濟利益
- 具備足夠的技術、
財務及其他資源完
成開發並可使用或
出售軟件，及
- 軟件開發期間應佔
的開支能可靠地計
量。

可直接歸屬並可資本化成
為軟件的成
本，包括僱員
成本及有關費用的適當部
分。

資本化的開發成本計入無
形資產，並從資產可供使
用時開始攤銷。

購入的軟件使用權基於購
買及使用該特定軟件所引
致的成本進行資本化。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)

2.8 Intangible assets (Continued)

(d) *Amortisation methods and periods*

The Group amortises intangible assets with a finite useful life using the straight-line method over the following periods:

| | |
|-------------------------------|-------------|
| Customer relationship | 7 years |
| 客戶關係 | 7年 |
| Property management contracts | 3 - 4 years |
| 物業管理合約 | 3至4年 |
| Service contracts | 1 - 2 years |
| 服務合約 | 1至2年 |
| Computer software | 5 years |
| 計算機軟件 | 5年 |

2.9 Impairment of non-financial assets

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

2 重大會計政策概要(續)

2.8 無形資產(續)

(d) *攤銷方法及期間*

本集團於以下期間使用直線法攤銷使用年期有限的無形資產：

2.9 非金融資產減值

未確定使用年期的商譽及無形資產毋須攤銷，惟須每年進行減值測試，或倘發生事件或情況變動表明其可能出現減值時進行減值測試。當發生事件或情況變動表明賬面值未必可收回時，其他資產將進行減值測試。減值虧損按資產賬面值超過其可收回金額的金額確認。可收回金額為資產公平值減出售成本與使用價值的較高者。就評估減值而言，資產以大致上獨立於其他資產或資產組別現金流入的可獨立識別現金流入的最低分類組合(現金產生單位)分類。商譽以外的非金融資產如出現減值，則會於各報告期末檢討可否撥回減值。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.10 Financial assets

(a) Classification

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

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss); and
- those to be measured at amortised cost.

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

For assets measured at fair value, gains and losses will either be recorded in the consolidated statements of profit or loss or the consolidated statements of comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

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

2 重大會計政策概要(續)

2.10 金融資產

(a) 分類

本集團將其金融資產分類為以下計量類別：

- 其後按公平值(計入其他全面收益或計入損益)計量的金融資產；及
- 按攤銷成本計量的金融資產。

該分類取決於管理金融資產的實體業務模式及現金流量的合約條款。

就按公平值計量的資產而言，收益及虧損將計入綜合損益表或綜合全面收益表。就債務工具投資而言，視乎持有該投資的業務模式而定。就股本工具投資而言，將視乎本集團是否有在初步確認時作出不可撤銷的選擇，以按公平值計入其他全面收益的股本投資列賬。

本集團僅於管理該等資產的業務模式轉變時，方會將債務投資重新分類。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)

2.10 Financial assets (Continued)

(b) *Recognition and derecognition*

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

(c) *Measurement*

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

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

2 重大會計政策概要(續)

2.10 金融資產(續)

(b) *確認及終止確認*

常規買賣的金融資產於交易日期確認，即本集團承諾買賣資產當日。當自金融資產收取現金流量的權利已屆滿或已轉讓，且本集團已轉讓擁有權的絕大部分風險及回報時，金融資產將終止確認。

(c) *計量*

於初步確認時，本集團按其公平值加上(倘金融資產並非按公平值計入損益)收購金融資產直接應佔的交易成本計量金融資產。以按公平值計入損益列賬的金融資產的交易成本於綜合損益表內支銷。

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)

2.10 Financial assets (Continued)

(c) Measurement (Continued)

Debt instruments

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

- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in "other gains, net" together with foreign exchange gains and losses. Impairment losses are recognised in "administrative expenses" in the consolidated statements of profit or loss.
- Fair value through other comprehensive income: Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income. Movements in the carrying amount are taken through other comprehensive income, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in the consolidated statements of profit or loss.

2 重大會計政策概要(續)

2.10 金融資產(續)

(c) 計量(續)

債務工具

債務工具的后續計量取決於本集團管理資產的業務模式及資產的現金流量特徵。本集團將其債務工具分為三個計量類別：

- 攤銷成本：倘為收取合約現金流量而持有的資產的現金流量僅為本金及利息付款，則該等資產按攤銷成本計量。該等金融資產的利息收入採用實際利率法計入融資收入。終止確認產生的任何收益或虧損直接於損益內確認，並連同匯兌收益及虧損呈列於「其他收益淨額」內。減值虧損於綜合損益表「行政開支」內確認。
- 按公平值計入其他全面收益：倘為收取合約現金流量及為出售金融資產而持有的資產的現金流量僅為支付本金及利息，有關資產按公平值計入其他全面收益計量。除於損益確認的減值收益或虧損、利息收入及外匯收益及虧損外，賬面值變動於綜合損益表內列賬。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)

2.10 Financial assets (Continued)

(c) Measurement (Continued)

Debt instruments (Continued)

When the financial asset is derecognised, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to the consolidated statements of profit or loss and recognised in “other gains, net”. Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in “other gains, net” and impairment losses are recognised in “general and administrative expenses” in the consolidated statements of profit or loss.

- Fair value through profit of loss: Assets that do not meet the criteria for amortised cost or fair value through other comprehensive income are measured at fair value through profit of loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit of loss is recognised in the consolidated statements of profit or loss and presented net within “other gains, net” in the period in which it arises.

2 重大會計政策概要(續)

2.10 金融資產(續)

(c) 計量(續)

債務工具(續)

當金融資產終止確認，先前於其他全面收益確認的累計收益或虧損會由權益重新分類至綜合損益表內及於「其他收益淨額」確認。該等金融資產的利息收入採用實際利率法計入融資收入。匯兌收益及虧損呈列於「其他收益淨額」內，而減值虧損於綜合損益表「一般及行政開支」內確認。

- 按公平值計入損益：不符合按攤銷成本或按公平值計入其他全面收益的金融資產條件的資產會按公平值計入損益計量。其後按公平值計入綜合損益表內且並非部分對沖關係的債務工具的收益或虧損於產生期間的損益確認並於綜合全面收益表內「其他收益淨額」以淨額呈列。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)

2.10 Financial assets (Continued)

(c) Measurement (Continued)

Equity instruments

- The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in the consolidated statements of comprehensive income, there is no subsequent reclassification of fair value gains and losses to the consolidated statements of profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in the consolidated statements of profit or loss as other income when the Group's right to receive payments is established.
- Changes in the fair value of financial assets at fair value through profit or loss are recognised in "other gains, net" in the consolidated statements of profit or loss as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at fair value through other comprehensive income are not reported separately from other changes in fair value.

(d) Impairment of financial assets

The Group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost and financial assets at fair value through other comprehensive income. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

2 重大會計政策概要(續)

2.10 金融資產(續)

(c) 計量(續)

股本工具

- 本集團其後按公平值計量所有股本投資。倘本集團管理層已選擇於綜合全面收益表內呈列股本投資的公平值收益及虧損，終止確認投資後，公平值收益及虧損其後不再重新分類至綜合損益表內。當本集團收取付款的權利確立時，此類投資的股息繼續於綜合損益表中確認為其他收入。
- 按公平值計入損益的金融資產的公平值變動於綜合損益表(如適用)「其他收益淨額」中確認。按公平值計入其他全面收益的股本投資減值虧損(及減值虧損撥回)不會與公平值的其他變動分開呈報。

(d) 金融資產減值

本集團按前瞻性基準評估與其以攤銷成本列賬的債務工具及按公平值計入其他全面收益的金融資產相關的預期信貸虧損。所應用的減值方法取決於信貸風險是否顯著增加。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.10 Financial assets (Continued)

(d) Impairment of financial assets (Continued)

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

2.11 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts, and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. There are also arrangements that do not meet the criteria for offsetting but still allow for the related amounts to be set off in certain circumstances, such as bankruptcy or the termination of a contract.

2.12 Trade and other receivables

Trade receivables are amounts due from customers for services performed in the ordinary course of business.

Trade and other receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade and other receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. The description of the Group's impairment policies is set out in Note 3.1.

2.13 Cash and cash equivalents

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents include cash on hand and deposits held at call with financial institutions.

2 重大會計政策概要(續)

2.10 金融資產(續)

(d) 金融資產減值(續)

對於合約資產及貿易應收款項，本集團採用香港財務報告準則第9號允許的簡化方法，須在初始確認時計量應收款項的預期信貸虧損。

2.11 抵銷金融工具

當擁有法定可執行權力可抵銷已確認金額及有明確意向以淨額結算或變現資產及結算負債會同時進行，金融資產及負債會予以抵銷，並以淨額於資產負債表內呈報。亦已訂立不符合抵銷準則的安排，惟仍允許相關金額於若干情況下(如破產或終止合約)予以抵銷。

2.12 貿易及其他應收款項

貿易應收款項乃日常業務中就已履行服務應收客戶的款項。

除非貿易及其他應收款項按公平值確認時包括重大融資部分，否則其初步按無條件的代價金額確認。本集團持有以收取合約現金流量為目標的貿易及其他應收款項，故其後按攤銷成本使用實際利率法計量貿易應收款項。本集團減值政策的描述載於附註3.1。

2.13 現金及現金等價物

就綜合現金流量表的呈列而言，現金及現金等價物包括手頭現金及金融機構活期存款。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.14 Share capital

Ordinary shares are classified as equity.

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

2.15 Trade and other payables

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

2.16 Borrowings and borrowing costs

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the consolidated balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished and the consideration paid is recognised in the consolidated statements of profit or loss as finance costs.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

2 重大會計政策概要(續)

2.14 股本

普通股分類為權益。

發行新股或購股權直接應佔的新增成本於權益中列為所得款項的減項(扣除稅項)。

2.15 貿易及其他應付款項

有關金額指財政年度完結前向本集團提供商品及服務且尚未支付的負債。除非貿易及其他應付款項並非於報告期後12個月內到期，否則款項將呈列為流動負債。貿易及其他應付款項初步按其公平值確認，其後以實際利息法按攤銷成本計量。

2.16 借款及借款成本

借款於扣除所產生交易成本後初步按公平值確認。借款其後按攤銷成本計量。所得款項(扣除交易成本)與贖回金額之間的任何差額於借款期內以實際利息法於損益內確認。在很可能部分或全部提取融資的情況下，設立貸款融資所付費用將確認為貸款交易成本。在此情況下，費用將遞延至提取貸款為止。倘無法證明很可能部分或全部提取該融資，則該費用將作為流動資金服務的預付款項予以資本化，並於有關的融資期間內予以攤銷。

當合約內訂明的責任獲解除、取消或屆滿時，借款則從綜合資產負債表中扣除。已終止的金融負債賬面值與支付代價的差額於綜合損益表中確認為融資成本。

除非本集團擁有無條件權利將負債的償還日期遞延至報告期後至少12個月，否則借款分類為流動負債。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)

2.16 Borrowings and borrowing costs (Continued)

Borrowing costs are expensed in the period in which they are incurred.

2.17 Current and deferred income tax

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

(a) *Current income tax*

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company and its subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(b) *Deferred income tax*

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

2 重大會計政策概要(續)

2.16 借款及借款成本(續)

借款成本於其產生期間支銷。

2.17 即期及遞延所得稅

本期間所得稅開支或抵免指就本期間應課稅收入按各司法權區適用所得稅稅率應付的稅項，並就暫時性差額及未動用稅項虧損應佔的遞延稅項資產及負債變動作出調整。

(a) *即期所得稅*

即期所得稅開支按本公司及其附屬公司及聯營公司經營及產生應課稅收入所在國家於報告期末已頒佈或實質頒佈的稅法計算。管理層定期就有關稅法詮釋評估報稅情況及考慮稅務機關是否有可能接受不確定的稅務處理，並於適當時按預期向稅務機關繳付的金額作出撥備。

(b) *遞延所得稅*

遞延所得稅乃以負債法就資產及負債的稅基與於綜合財務報表的賬面值之間的暫時性差額全面撥備。然而，倘遞延稅項負債源自初步確認的商譽，則其將不予確認。倘遞延所得稅源自業務合併以外交易初步確認的資產或負債，而在交易時並不影響會計或應課稅損益，則其亦不予入賬。遞延所得稅以於報告期末已頒佈或實質頒佈的稅率(及法律)而釐定，並預期於相關遞延所得稅資產變現或遞延所得稅負債清償後採用。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)

2.17 Current and deferred income tax (Continued)

(b) *Deferred income tax (Continued)*

The deferred tax liability in relation to investment property that is measured at fair value is determined assuming the property will be recovered entirely through sale.

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

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

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

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

2 重大會計政策概要(續)

2.17 即期及遞延所得稅(續)

(b) *遞延所得稅(續)*

有關按公平值計量的投資物業的遞延稅項負債以假設物業將透過出售全面收回而釐定。

遞延稅項資產僅於可能出現未來應課稅金額動用該等暫時性差額及虧損時方予確認。

遞延稅項負債及資產不會就海外業務投資賬面值與稅基之間的暫時性差額予以確認，而本公司可控制暫時性差額的撥回時間且差額可能不會於可見未來撥回。

當有合法可強制執行權利抵銷即期稅項資產及負債，且遞延稅項結餘與同一稅務機關有關時，遞延稅項資產及負債將予抵銷。當實體有合法可強制執行權利抵銷及有意按淨額基準結算或同時變現資產及償付負債時，即期稅項資產及稅項負債將予抵銷。

除與於綜合全面收益表或直接於權益內確認項目有關外，即期及遞延稅項於綜合損益表內確認。在此情況下，稅項亦分別於綜合全面收益表或直接於權益內確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)

2.18 Employee benefits

(a) *Short-term obligations*

Liabilities for wages and salaries, including non-monetary benefits and accumulating sick leave that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the consolidated balance sheets.

(b) *Pension obligation*

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

The assets of these plans are held separately from those of the Group in independently administrated funds managed by the governments. The Group's contributions to the defined contribution retirement scheme are expensed as incurred.

2 重大會計政策概要(續)

2.18 僱員福利

(a) *短期責任*

就工資及薪金(包括非貨幣福利及累計病假)的負債預期將於期末後12個月內悉數償付,其中僱員所提供之相關服務將就彼等截至報告期末止之服務予以確認,並按清償負債時預期將予支付之金額計量。負債於綜合資產負債表呈列為即期僱員福利責任。

(b) *退休金責任*

本集團僅管理定額供款退休金計劃。根據中國相關規則及法規,本集團的中國僱員須參加中國有關省及市政府組織的多項定額供款退休福利計劃,據此,本集團及其中國僱員須每月按僱員薪金的百分比向該等計劃供款。省及市政府承諾承擔根據上述計劃應付的全部現有及未來中國退休僱員的退休福利責任。除每月供款外,本集團無須就其僱員承擔退休及其他退休後福利的支付責任。

有關計劃的資產與本集團資產分開,並由政府管理的獨立管理基金持有。本集團向界定供款計劃作出的供款在發生時作為費用支銷。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)

2.18 Employee benefits (Continued)

(c) *Housing funds, medical insurances and other social insurances*

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

(d) *Termination benefits*

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for a restructuring that is within the scope of HKAS 37 and involves the payment of terminations benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to present value.

2 重大會計政策概要(續)

2.18 僱員福利(續)

(c) *住房公積金、醫療保險及其他社會保險*

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

(d) *離職福利*

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.19 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

2.20 Revenue recognition

Revenues are recognised when or as the control of the goods or services is transferred to the customer. Depending on the terms and the laws that apply to contract control of the goods and services may be transferred overtime or point in time.

A receivable is recognised when the Group has an unconditional right to consideration. A right to consideration is unconditional if only the passage of time is required before payment of that consideration is due. If the services rendered by the Group exceed the payment, a contract asset is recognised. If the payments exceed the services rendered, a contract liability is recognised.

2 重大會計政策概要(續)

2.19 撥備

當本集團因過往事件須承擔現行法律或推定責任，而履行責任可能需要有資源流出，且能夠可靠地估計有關金額，則會確認撥備。日後經營虧損不會確認撥備。

倘出現多項類似責任，履行責任需要資源流出的可能性乃經整體考慮債務類別後釐定。即使同類責任中就任何一項流出資源的可能性可能偏低，仍會確認撥備。

撥備採用除稅前利率按照履行有關責任預期所須支出的現值計量，有關利率反映當時市場對貨幣的時間價值及該責任特有風險的評估。因時間推移而增加的撥備確認為利息開支。

2.20 收入確認

收益於貨品或服務的控制權轉移至客戶時確認。取決於適用於合約的條款及法律，貨品及服務的控制權可能於一段時間內或某一時點轉移。

應收款項於本集團有無條件權利收取代價時予以確認。倘代價僅隨時間推移即會成為到期應付，則收取代價的權利成為無條件。倘本集團提供的服務超過付款，則確認為合約資產。倘付款超過所提供的服務，則確認為合約負債。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)

2.20 Revenue recognition (Continued)

(a) *Property management services*

Revenue from providing services is recognised in the accounting period in which the services are rendered as the customer simultaneously receives and consumes the benefits provided by the Group.

The Group bills a fixed amount for services provided on a monthly basis and recognises as revenue in the amount to which the Group has a right to invoice and that corresponds directly with the value of performance completed.

The Group received property management services income where the Group acts as a principal and is primary responsible for providing the property management services to the property owners. The Group entitles to revenue at the value of property management services fee received or receivable and recognises all related property management costs as its cost of service.

(b) *Value-added services to non-property owners*

Value-added services to non-property owners mainly include pre-sale management services, preliminary planning and design consultancy services, inspection, cleaning, repair and maintenance services at the pre-delivery stage. The Group agree the price for each service with the customers upfront and issues bills to the customers which varies based on the progress billing schedule specified in the contracts. Revenue is recognised when the value-added services are rendered.

2 重大會計政策概要(續)

2.20 收入確認(續)

(a) *物業管理服務*

由於客戶同時獲取並消耗本集團提供的利益，提供服務的收益於提供服務的會計期間確認。

本集團每月就提供的服務開出固定金額賬單，並將本集團有權收款且與已完成的履約價值直接匹配的金額確認為收入。

本集團收取物業管理服務收入，其中本集團作為委託人，主要負責向業主提供物業管理服務。本集團有權按已收或應收物業管理服務費的價值享有收益，並作為其服務成本確認所有相關物業管理成本。

(b) *非業主增值服務*

非業主增值服務主要包括交付前階段的預售管理服務、初步規劃及設計諮詢服務、驗房、清潔、維修及保養服務。本集團同意與客戶預先協定每項服務的價格，並向客戶發出賬單，而該賬單因合約規定的出具票據進度而異。收益於提供增值服務時確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)

2.20 Revenue recognition (Continued)

(c) *Community value-added services*

Community value-added services mainly include (i) home-living services (including, among others, delivery of daily necessities, housekeeping and transportation services); (ii) intermediary services (including, among others, operating clubhouses, community communication channel, swimming pools, sport facilities, playgrounds and amusement centers) and (iii) property agency services (including, among others, property brokerage for second-hand properties and home renovation and decoration services), revenue is recognised when the related community value-added services are rendered. Payment of the transaction is due immediately when the community value-added services are rendered to the customers.

(d) *Community healthcare services*

Online medical services consist primarily of online consultation services provided by the AI-assisted in-house medical team of the Group. Revenue from online medical services is recognised on a gross basis as the Group is regarded as the primary obligor as long as such services are provided by its own employees since the Group has the ability to determine the pricing of the services, nature of services and is responsible for providing the services by its employees. The Group offers service to corporate customers, including their customers and employees.

The Group charges corporate customers on an annual basis at a fixed fee regardless of the usage of the services and overall headcount or based on a fixed fee per individual headcount per annum. The revenue of the online medical service is recognised over a period of time using the time-based method since the Group has the stand-ready performance obligation on a when-and-if-available basis to customers.

2 重大會計政策概要(續)

2.20 收入確認(續)

(c) *社區增值服務*

社區增值服務主要包括(i) 家居生活服務(包括(其中包括)生活必需品配送、家政及運輸服務);(ii) 中介服務(包括(其中包括)經營會所、社區溝通渠道、游泳池、體育設施、操場及娛樂中心)及(iii) 物業代理服務(包括(其中包括)二手物業的物業經紀及家居裝修及裝飾服務), 收益於提供相關社區增值服務時確認。交易的付款於社區增值服務提供予客戶時即時應付。

(d) *社區康養服務*

在線醫療服務主要包括本集團在人工智能輔助下的自有醫療團隊提供的在線諮詢服務。由於本集團有能力確定服務的定價、服務性質, 並負責由其僱員提供服務, 只要有關服務由其自有的僱員提供, 本集團被視為主要責任人, 在線醫療服務收益按總額確認。本集團向企業客戶提供服務, 包括其客戶及僱員。

本集團按年向企業客戶收取固定費用, 無論其是否使用服務及使用服務的總人數, 或本集團按每年每人向企業客戶收取固定費用。由於本集團有責任按客戶要求的時間及需求隨時向其提供履約責任, 線上醫療服務的收益於一段時間內採用基於時間的方法確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)

2.20 Revenue recognition (Continued)

(d) *Community healthcare services (Continued)*

The Group also provides a range of diagnostic, medical and surgical treatment services at the clinics. Revenue from clinic services is recognised in the accounting period in which the related services are rendered and is recognised over a period of time using the time-based method since the Group has stand-ready performance obligation.

(e) *IT and intelligent construction services*

Software solution consulting, maintenance, upgrading, training, installation, configuration and other supporting services are provided mainly in the form of fixed-price contracts. Revenue related to software solution consulting, maintenance and other supporting services are recognised over a period of time using the time-based method since the Group is obligated to provide the stand-ready performance obligation on a when-and-if-available basis to customers. Revenue related to installation and configuration services are recognised in the accounting period in which the services are rendered. The Group provides information technology services directly to end customers.

The Group provides cloud service to customers through external cloud server vendors. The Group purchases cloud services from external cloud service vendors based on the customers' requirements. The external cloud service vendors are responsible for the software development and performance of the service. Therefore, the Group is the agent to the end customers and recognises revenue on a net basis.

The Group also provides intelligent construction services to property developer. Revenue from individual contracts is recognised using the percentage of completion method, measured by reference to the percentage of work performed to date as a percentage of total contract value.

2 重大會計政策概要(續)

2.20 收入確認(續)

(d) *社區康養服務(續)*

本集團亦在診所提供一系列診斷、醫療及手術治療服務。來自診所服務的收益於提供相關服務的會計期間確認，且由於本集團需要隨時履行責任，有關收益於一段時間內採用基於時間的方法確認。

(e) *IT及智能建設服務*

軟件解決方案諮詢、維護、升級、培訓、安裝、配置及其他配套服務主要以固定價格合約形式提供。有關軟件解決方案諮詢、維護及其他配套服務的收益於一段時間內採用基於時間的方法確認，由於本集團有責任按客戶要求的時間及需求隨時向其提供履約責任。有關安裝及配置服務的收益於提供服務的會計期間確認。本集團直接向終端客戶提供資訊科技服務。

本集團透過外部雲服務器供應商向客戶提供雲服務。本集團根據客戶需求向外部雲服務供應商購買雲服務。外部雲服務供應商負責軟件開發及履行服務。因此，本集團為終端客戶的代理及按淨額基準確認收益。

本集團亦向物業開發商提供智能建築服務。個別合約的收益採用完工比例法確認，並參考截至當日已履行工程佔總合約金額的百分比計量。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.21 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in the consolidated statements of profit or loss over the period necessary to match them with the costs that they are intended to compensate.

2.22 Leases

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payment that are based on an index or a rate amounts expected to be payable by the lessee under residual value guarantees;
- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

Lease payment to be made under reasonably certain extension options are also included in the measurement of the liability.

2 重大會計政策概要(續)

2.21 政府補貼

倘有合理保證將獲政府補貼且本集團將遵循所有附帶條件，則政府補貼以其公平值確認。

與成本相關的政府補貼將予遞延並於必要期間在綜合損益表內確認，以將該等補貼與其擬補償之成本相匹配。

2.22 租賃

租賃確認為使用權資產，並於租賃資產可供本集團使用之日確認相應負債。

租賃產生之資產及負債在現值基礎上進行初始計量。租賃負債包括下列租賃付款額之淨現值：

- 固定付款(包括實質上是固定之付款)減任何應收租賃優惠；
- 預期將由承租人根據剩餘價值擔保作出的基於指數或利率的可變租賃付款；
- 購買選擇權的行使價格(倘承租人合理確定行使該選擇權)；及
- 支付終止租賃的罰款(倘租賃期反映承租人行使該選擇權)。

就合理確定延長選擇權作出的租賃付款亦計入負債計量。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.22 Leases (Continued)

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be determined, the lessee's incremental borrowing rate is used, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received;
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Group entity, which does not have recent third party financing; and
- makes adjustments specific to the lease, country, currency and security.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the payment commencement date less any lease incentives received;
- any initial direct costs; and
- restoration costs.

2 重大會計政策概要(續)

2.22 租賃(續)

租賃付款採用租賃內含利率予以貼現。倘無法釐定該利率，則使用承租人的增量借款利率，即個別承租人在類似條款及條件的類似經濟環境中借入獲得與使用權資產具有類似價值資產所需資金所必須支付的利率。

為釐定增量借款利率，本集團：

- 在可能情況下，使用個別承租人最近獲得的第三方融資為出發點作出調整，以反映自獲得第三方融資以來融資條件的變動；
- 使用累加法，首先就本集團實體所持有租賃的信貸風險(最近並無第三方融資)調整無風險利率；及
- 進行特定於租賃的調整，例如期限、國家、貨幣及抵押。

租賃付款於本金及財務成本之間作出分配。財務成本於租期內自損益扣除，以使各期負債餘額產生的利息率保持一致。

使用權資產按成本計量，包括以下各項：

- 租賃負債的初始計量金額；
- 於付款開始日期或之前作出的任何租賃付款，減去所得的任何租賃激勵；
- 任何初始直接成本；及
- 修復費用。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.22 Leases (Continued)

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases of office premises and staff quarters are recognised on a straight-line basis as an expense in the consolidated statements of profit or loss. Short-term leases are leases with a lease term of 12 months or less without a purchase option.

2.23 Dividend distribution

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including foreign currency risk and cash flow and fair value interest rate risk). The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. Risk management is carried out by management of each individual entity within the Group.

2 重大會計政策概要(續)

2.22 租賃(續)

使用權資產一般乃於資產可使用年期或租期(以較短者為準)以直線法折舊。倘本集團合理確定行使購買選擇權，則使用權資產於相關資產的可使用年內予以折舊。

與辦公室物業及員工宿舍短期租賃相關的支付以直線法於綜合損益表中確認為開支。短期租賃指租賃期為12個月或以下且無購買選擇權的租賃。

2.23 股息分派

於報告期末或之前已宣派惟於報告期末尚未分派的任何股息金額(已獲適當授權及不再由實體酌情決定)已作出撥備。

3 金融風險管理

3.1 金融風險因素

本集團的業務活動令其面臨多重財務風險：信貸風險、流動資金風險及市場風險(包括外幣風險、現金流及公平值利率風險)。本集團的整體風險管理計劃關注金融市場的不可預測性，力求盡量降低對本集團財務表現帶來的潛在不利影響。風險管理由本集團內各個別實體管理層施行。

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(a) Credit risk

The Group is exposed to credit risk in relation to its trade and other receivables, cash at banks, amount due from related parties and non-controlling interests.

The carrying amounts of cash at banks, trade and other receivables, amounts due from related parties and non-controlling interests represent the Group's maximum exposure to credit risk in relation to financial assets.

(i) Cash deposit at banks

The Group expects that there is no significant credit risk associated with cash deposits at banks since they are substantially deposited at state-owned banks and other medium or large-size listed banks. Management does not expect that there will be any significant losses from non-performance by these counterparties.

(ii) Trade and other receivables

For trade and other receivables, the management of the Group has monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverability of these receivables at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly managed.

3 金融風險管理(續)

3.1 金融風險因素(續)

(a) 信貸風險

本集團面臨與其貿易及其他應收款項、銀行現金、應收關聯方及非控股權益款項有關的信貸風險。

銀行現金、貿易及其他應收款項以及應收關聯方及非控股權益款項的賬面值指本集團就金融資產所面對最高信貸風險。

(i) 銀行現金存款

本集團預期不會存在與銀行現金存款有關的重大信貸風險，歸因於現金存款基本存放於國有銀行及其他中型或大型上市銀行。管理層預期不會發生因該等對手方的不履約而導致的任何重大損失。

(ii) 貿易及其他應收款項

就應收賬款及其他應收款項而言，本集團的管理層設有監控程序，以確保採取跟進措施收回逾期債務。此外，於各報告期末，本集團審閱該等應收款項的可收回性，以確保就不可收回金額作出充分減值虧損。就此而言，本公司董事認為，本集團的信貸風險已得到大幅控制。

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(a) Credit risk (Continued)

(ii) Trade and other receivables (Continued)

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information.

Especially the following indicators are incorporated:

- internal credit rating
- external credit rating
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations, including, among others, the economic impact of the unprecedented COVID-19 pandemic on the operations of the Group
- actual or expected significant changes in the operating results of individual property owner or the borrower
- significant increases in credit risk on other financial instruments of the individual property owner or the same borrower

3 金融風險管理(續)

3.1 金融風險因素(續)

(a) 信貸風險(續)

(ii) 貿易及其他應收款項(續)

本集團在資產初步確認時考慮違約的可能性，及評估在各報告期間信貸風險是否有持續顯著增加。在評估信貸風險是否顯著增加時，本集團將於報告日時資產發生違約的風險與初步確認時發生違約的風險進行比較，亦考慮可獲得的合理及支持性前瞻資料。

特別是結合以下指標：

- 內部信貸評級
- 外部信貸評級
- 業務、財務或經濟狀況實際或者預期發生重大不利變動且預期導致借款人償還債務的能力產生重大變動，包括(其中包括)前所未有的COVID-19疫情對本集團營運造成的經濟影響
- 個人業主或借款人的經營業績實際或預期發生重大變動
- 個人業主或同一借款人的其他金融工具信貸風險顯著增加

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(a) Credit risk (Continued)

(ii) Trade and other receivables (Continued)

Significant changes in the expected performance and behaviour of the borrower, including changes in the payment status of borrowers in the Group and changes in the operating results of the borrower.

A summary of the assumptions underpinning the Group's expected credit loss model is as follows:

| Category 類別 | Group definition of category 集團針對各類的釋義 | Basis for recognition of expected credit loss provision 確認預期信貸虧損撥備的基準 |
|-----------------|---|--|
| Performing | Customers have a low risk of default and a strong capacity to meet contractual cash flows | 12 months expected losses. Where the expected lifetime of an asset is less than 12 months, expected losses are measured at its expected lifetime. |
| 正常 | 客戶違約風險很低且具備滿足合約現金流量的強大能力 | 十二個月的預計虧損。 對於預期存續期在十二個月之內的資產，預計虧損基於其預期存續期計量。 |
| Underperforming | Receivables for which there is a significant increase in credit risk; as significant increase in credit risk is presumed if interest and/or principal repayments are 30 days past due | Lifetime expected losses. |
| 關注 | 應收款項的信貸風險顯著增加；若利息及／或本金還款逾期超過30天；則推定為信貸風險顯著增加 | 全期預期虧損。 |
| Non-performing | Interest and/or principal repayments are 90 days past due | Lifetime expected losses. |
| 不良 | 利息及／或本金還款逾期90天 | 全期預期虧損。 |

3 金融風險管理(續)

3.1 金融風險因素(續)

(a) 信貸風險(續)

(ii) 貿易及其他應收款項(續)

預期借款人表現及行為出現重大變動，包括借款人於本集團的付款狀態變動及借款人的經營業績變動。

本集團預期信貸損失模型的假設摘要如下：

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(a) Credit risk (Continued)

(ii) Trade and other receivables (Continued)

The Group accounts for its credit risk by appropriately providing for expected credit loss (ECL) on a timely basis. In calculating the expected credit loss rates, the Group considers historical loss rates for each category of receivables and adjusts for forward looking information on macroeconomic factors.

Amounts due from related parties (trade and non-trade nature)

As at 31 December 2021 and 2020, the Group has assessed that the expected loss rate for trade and other receivables from related parties were low since the related parties have a strong capacity to meet its contractual cash flow obligation in the near term. The Group assessed that the expected credit loss rate for trade and receivables from the related parties are immaterial and considered them to have a low credit risk, and thus the loss allowance is immaterial. Thus, no loss allowance provision for trade and other receivables from related parties were recognised during the years ended 31 December 2021 and 2020.

3 金融風險管理(續)

3.1 金融風險因素(續)

(a) 信貸風險(續)

(ii) 貿易及其他應收款項(續)

本集團通過及時為預期信貸虧損作出適當撥備將其信貸風險入賬。在計算預期信貸虧損率時，本集團考慮各類別應收款項的歷史虧損率並根據宏觀經濟因素的前瞻性資料進行調整。

應收關聯方款項(貿易及非貿易性質)

於二零二一年及二零二零年十二月三十一日，本集團已評估貿易及其他應收關聯方款項的預期虧損率為低，因為關聯方在近期內具備履行其合約現金流量責任的強大能力。本集團已評估貿易及應收關聯方款項的預期信貸虧損率為不重大及被視為具有低信貸風險，故虧損準備屬不重大。因此，於截至二零二一年及二零二零年十二月三十一日止年度並無確認貿易及其他應收關聯方款項的虧損準備撥備。

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(a) Credit risk (Continued)

(ii) Trade and other receivables (Continued)

Trade receivables

The Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9, which requires the use of the lifetime expected credit loss provision for trade receivables.

As at 31 December 2021 and 2020, the loss allowance provision for the trade receivables due from third parties was determined as follows. The expected credit losses below also incorporated forward looking information.

| | | 0 - 30 days 0至 30天 | 31-60 days 31至 60天 | 61 - 90 days 61至 90天 | 91 - 180 days 91至 180天 | 181 - 365 days 181至 365天 | Over 365 days 超過 365天 | Total 總計 |
|----------------------------|---------------------------|-----------------------------|-----------------------------|-------------------------------|---------------------------------|-----------------------------------|--------------------------------|-------------------|
| | | RMB' 000 人民幣千元 | RMB' 000 人民幣千元 | RMB' 000 人民幣千元 | RMB' 000 人民幣千元 | RMB' 000 人民幣千元 | RMB' 000 人民幣千元 | RMB' 000 人民幣千元 |
| At 31 December 2021 | 於二零二一年 十二月三十一日 | | | | | | | |
| Expected loss rate | 預期虧損率 | 0.5% | 1.0% | 2.2% | 4.9% | 9.9% | 100% | |
| Gross carrying amount | 總賬面值 | 25,988 | 5,651 | 5,706 | 16,337 | 17,758 | 4,580 | 76,020 |
| Loss allowance | 虧損撥備 | 119 | 57 | 128 | 806 | 1,758 | 4,580 | 7,448 |
| At 31 December 2020 | 於二零二零年 十二月三十一日 | | | | | | | |
| Expected loss rate | 預期虧損率 | 1.3% | 2.9% | 6.7% | 15.4% | 17.9% | 100% | |
| Gross carrying amount | 總賬面值 | 17,597 | 4,466 | 4,027 | 5,709 | 7,838 | 783 | 40,420 |
| Loss allowance | 虧損撥備 | 221 | 130 | 269 | 877 | 1,401 | 783 | 3,681 |

3 金融風險管理(續)

3.1 金融風險因素(續)

(a) 信貸風險(續)

(ii) 貿易及其他應收款項(續)

貿易應收款項

本集團採用簡化法就香港財務報告準則第9號指定的預期信貸虧損計提撥備，其需就貿易應收款項使用存續期的預期信貸虧損撥備。

於二零二一年及二零二零年十二月三十一日，應收第三方貿易應收款項的虧損準備撥備釐定如下。下述預期信貸虧損亦納入前瞻性資料。

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(a) Credit risk (Continued)

(ii) Trade and other receivables (Continued)

Trade receivables (Continued)

The expected credit loss rate for the provision matrix is for trade receivables which are mainly related to the property management services business. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Group has identified the GDP and the credit card delinquency ratio of the countries in which it sells its services to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors throughout the year.

The loss allowances for trade receivables as at 31 December 2021 and 2020 are disclosed in Note 15.

Impairment losses on trade receivables are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

3 金融風險管理(續)

3.1 金融風險因素(續)

(a) 信貸風險(續)

(ii) 貿易及其他應收款項(續)

貿易應收款項(續)

撥備矩陣的預期信貸虧損率指主要與物業管理服務業務相關的貿易應收款項。過往虧損率乃經調整以反映影響客戶結算應收款項能力的宏觀經濟因素之現時及前瞻性資料。本集團已確認其銷售服務所在國家的國內生產總值及信用卡拖欠率為最為相關的因素，因此，於整個年度根據該等因素的預期變動調整過往虧損率。

貿易應收款項於二零二一年及二零二零年十二月三十一日的虧損撥備於附註15中披露。

貿易應收款項的減值虧損於經營利潤中呈列為減值虧損淨額。其後收回的過往撇銷金額計入相同項目中。

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(a) Credit risk (Continued)

(ii) Trade and other receivables (Continued)

Other receivables

Other receivables (excluding other receivables from related parties) mainly included payments made on behalf of property owners, deposits and others.

The Group uses the expected credit loss model to determine the expected loss provision for other receivables.

As at 31 December 2021 and 2020, the Group has assessed that there is no significant increase of credit risk for other receivables since initial recognition. Thus the Group used the 12 months expected credit loss model to assess credit loss of other receivables (excluding other receivables from related parties).

3 金融風險管理(續)

3.1 金融風險因素(續)

(a) 信貸風險(續)

(ii) 貿易及其他應收款項(續)

其他應收款項

其他應收款項(不包括來自關聯方的其他應收款項)主要包括代表業主作出的付款、按金及其他款項。

本集團使用預期信貸虧損模型釐定其他應收款項的預期虧損撥備。

於二零二一年及二零二零年十二月三十一日，本集團已評估其他應收款項的信貸風險自初步確認以來並無重大增加。因此，本集團使用12個月預期信貸虧損模型以評估其他應收款項的信貸虧損。

| | | Performing 正常 RMB' 000 人民幣千元 | Total 總計 RMB' 000 人民幣千元 |
|-----------------------|---------------|---------------------------------------|----------------------------------|
| At 31 December 2021 | 於二零二一年十二月三十一日 | | |
| Gross carrying amount | 總賬面值 | 13,023 | 13,023 |
| Loss allowance | 虧損準備 | (92) | (92) |
| Net carrying amount | 賬面淨值 | 12,931 | 12,931 |
| At 31 December 2020 | 於二零二零年十二月三十一日 | | |
| Gross carrying amount | 總賬面值 | 18,092 | 18,092 |
| Loss allowance | 虧損準備 | (213) | (213) |
| Net carrying amount | 賬面淨值 | 17,879 | 17,879 |

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(a) Credit risk (Continued)

(ii) Trade and other receivables (Continued)

Other receivables (Continued)

Movements on the provision for impairment for other receivables (excluding prepayments) are as follows:

| | | 2021 二零二一年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 |
|--|-------------|------------------------------------|------------------------------------|
| As at 1 January | 於一月一日 | 213 | 35 |
| (Reversal of)/provision for impairment loss | 減值虧損(撥回)/撥備 | (121) | 178 |
| As at 31 December | 於十二月三十一日 | 92 | 213 |

3 金融風險管理(續)

3.1 金融風險因素(續)

(a) 信貸風險(續)

(ii) 貿易及其他應收款項(續)

其他應收款項(續)

其他應收款項(不包括預付款項)減值撥備變動如下:

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(a) Credit risk (Continued)

- (iii) Amounts due from joint ventures and non-controlling interests

The Group assesses on a forward looking basis the expected credit losses associated with its amounts due from joint ventures and non-controlling interests carried at amortised cost and adopted three-stage approach to assess the impairment. Those parties have a low risk of default and a capacity to meet contractual cash flows. Besides, there is no significant increase of credit risk for the amounts due from joint ventures and non-controlling interests since initial recognition. Thus the Group used the 12 months expected credit loss model to assess credit loss of the provision for joint ventures and non-controlling interests.

3 金融風險管理(續)

3.1 金融風險因素(續)

(a) 信貸風險(續)

- (iii) 應收合營企業及非控股權益款項

本集團按前瞻性基準評估與其應收合營企業及非控股權益款項相關的預期信貸虧損，以攤銷成本列賬並採納三級法評估減值。該等人士發生違約的風險甚低，且有能力滿足合約現金流量。此外，自初步確認起應收合營企業款項及非控股權益的信貸風險概無大幅增加。因此本集團使用十二個月預期信貸虧損模式以評估合營企業及非控股權益撥備的信貸虧損。

| | | Performing 正常 RMB' 000 人民幣千元 | Total 總計 RMB' 000 人民幣千元 |
|----------------------------|----------------------|---------------------------------------|----------------------------------|
| At 31 December 2021 | 於二零二一年十二月三十一日 | | |
| Gross carrying amount | 總賬面值 | — | — |
| Loss allowance | 虧損準備 | — | — |
| Net carrying amount | 賬面淨值 | — | — |
| At 31 December 2020 | 於二零二零年十二月三十一日 | | |
| Gross carrying amount | 總賬面值 | 13,980 | 13,980 |
| Loss allowance | 虧損準備 | (159) | (159) |
| Net carrying amount | 賬面淨值 | 13,821 | 13,821 |

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(a) Credit risk (Continued)

- (iii) Amounts due from joint ventures and non-controlling interests (Continued)

Movement on the loss allowance provision for provision for joint ventures and non-controlling interests reconcile to the opening loss allowance for the provision as follows:

| | | 2021 二零二一年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 |
|--|----------------------|------------------------------------|------------------------------------|
| As at 1 January (Reversal of)/provisions for impairment loss | 於一月一日 減值虧損(撥回)/撥備 | 159 (159) | 103 56 |
| As at 31 December | 於十二月三十一日 | — | 159 |

3 金融風險管理(續)

3.1 金融風險因素(續)

(a) 信貸風險(續)

- (iii) 應收合營企業及非控股權益款項(續)

合營企業及非控股權益的虧損準備撥備變動與該撥備的年初虧損撥備對賬如下：

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(b) Liquidity risk

In managing the liquidity risk, the Group regularly and closely monitors its current and expected liquidity requirements to maintain its rolling cash flow at a level which is considered adequate by the Group to finance the Group's operations and to maintain sufficient cash to meet its business development requirements.

Management has periodically prepared cash flow projections and the Group has a number of alternative plans to mitigate the potential impact on the Group's business development and current operation, should there be circumstances that the anticipated cash flow may be affected by any unexpected changes in the PRC economic conditions. The Company's directors consider that the Group will be able to maintain sufficient financial resources to meet its needs.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows and the earliest date the Group and the Company can be required to pay.

Specifically, for borrowing which contain a repayment on demand clause which can be exercised at the bank's sole discretion, the analysis shows the cash outflow based on the earliest period in which the entity can be required to pay, that is if the lenders were to invoke their unconditional rights to call the loans with immediate effect.

3 金融風險管理(續)

3.1 金融風險因素(續)

(b) 流動資金風險

於管理流動資金風險時，本集團定期密切監察其當時及預計流動資金需求，以將其滾動現金流維持在本集團認為足以為本集團營運提供資金的水平及保留充足的現金應付其業務發展所需。

管理層定期編製現金流預測，且本集團設有多項替代計劃，倘中國經濟狀況出現突變並對預期現金流造成影響，這些替代計劃可抵銷事件對本集團業務發展及當時營運的潛在影響。本公司董事認為本集團將能維持足夠財務資源以應付需求。

下表根據各結算日至合約到期日的餘下期間對本集團的金融負債按相關到期組別進行分析。表中所披露的金額均為合約未折現現金流及本集團及本公司可能須付款的最早日期。

具體而言，對於包含銀行可全權酌情行使的要求還款條文的借貸，該分析乃按實體可能被要求支付的最早期間計算的現金支出(即倘借貨人行使其無條件權利催收貸款並即時生效)顯示。

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(b) Liquidity risk (Continued)

| | | On demand | Within | Between | Between | Over | Total |
|-----------------------------------|---------------------------|---------------|---------------|--------------|--------------|--------------|----------------|
| | | 按要求 | 1年內 | 1 and | 2 and | 5 years | 總計 |
| | | RMB' 000 | RMB' 000 | 2 years | 5 years | RMB' 000 | RMB' 000 |
| | | 人民幣千元 | 人民幣千元 | 1至2年 | 2至5年 | 超過5年 | 人民幣千元 |
| | | | | 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 |
| At 31 December 2021 | 於二零二一年 十二月三十一日 | | | | | | |
| Trade payables | 貿易應付款項 | — | 18,513 | — | — | — | 18,513 |
| Accruals and other payables | 應計費用及其他 應付款項 | — | 41,711 | — | — | — | 41,711 |
| Accruals for listing expenses | 上市開支的應計費用 | — | 3,631 | — | — | — | 3,631 |
| Consideration payable | 應付代價 | — | — | 2,703 | — | — | 2,703 |
| Amounts due to related parties | 應付關聯方款項 | 33,695 | — | — | — | — | 33,695 |
| Borrowings | 借款 | 10,231 | — | — | — | — | 10,231 |
| Lease liabilities | 租賃負債 | — | 517 | 831 | 1,277 | 6,485 | 9,110 |
| | | <u>43,926</u> | <u>64,372</u> | <u>3,534</u> | <u>1,277</u> | <u>6,485</u> | <u>119,594</u> |
| At 31 December 2020 | 於二零二零年 十二月三十一日 | | | | | | |
| Trade payables | 貿易應付款項 | — | 9,790 | — | — | — | 9,790 |
| Accruals and other payables | 應計費用及其他應 付款項 | — | 34,400 | — | — | — | 34,400 |
| Consideration payable | 應付代價 | — | 16,218 | — | 2,703 | — | 18,921 |
| Amounts due to related parties | 應付關聯方款項 | 67,370 | — | — | — | — | 67,370 |
| Borrowings | 借款 | — | 671 | 4,668 | — | — | 5,339 |
| | | <u>67,370</u> | <u>61,079</u> | <u>4,668</u> | <u>2,703</u> | <u>—</u> | <u>135,820</u> |

3 金融風險管理(續)

3.1 金融風險因素(續)

(b) 流動資金風險(續)

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(b) Liquidity risk (Continued)

The table below analyses the borrowing with a repayment on demand clause based on agreed repayment schedules set out in the loan agreements. The amounts include interest payments computed using contractual rates.

| | | Within 1 year 1年內 RMB' 000 人民幣千元 | Between 1 and 2 years 1至2年 RMB' 000 人民幣千元 | Between 2 and 5 years 2至5年 RMB' 000 人民幣千元 | Over 5 years 超過5年 RMB' 000 人民幣千元 | Total 總計 RMB' 000 人民幣千元 |
|---------------------|-------------------|--|--|--|--|----------------------------------|
| At 31 December 2021 | 於二零二一年 十二月三十一日 | 1,102 | 1,102 | 3,306 | 5,509 | 11,019 |
| At 31 December 2020 | 於二零二零年 十二月三十一日 | — | — | — | — | — |

(c) Foreign exchange risk

Foreign exchange risk arises when future commercial transactions or recognised assets and liabilities are denominated in a currency that is not the functional currency of the relevant Group entity.

The Group mainly operates in the PRC with most of the transactions settled in RMB. The Group generates RMB from sales in the PRC to meet its liabilities denominated in RMB. Other than certain bank balances, the Group's assets and liabilities are primarily denominated in RMB. Therefore, the Group's assets and liabilities, and transactions arising from its operations primarily do not expose it to material foreign exchange risk. The Group does not hedge its exposure to the foreign currencies.

3 金融風險管理(續)

3.1 金融風險因素(續)

(b) 流動資金風險(續)

下表載列根據貸款協議所載協定還款計劃對附帶即時還款條款的借款的分析。金額包括採用合約利率計算的利息付款。

(c) 外匯風險

當未來商業交易或已確認資產及負債以本集團相關實體的功能貨幣以外的貨幣計值，將會產生外匯風險。

本集團主要在中國營運，大部分交易以人民幣結算。本集團通過在中國銷售賺取人民幣以償還其以人民幣計值的負債。除若干銀行結餘外，本集團的資產及負債主要以人民幣計值。因此，本集團的資產及負債以及因其經營產生的交易並無面對重大外匯風險。本集團並無對沖外幣風險。

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(d) Interest rate risk

Except for bank deposits at variable interest rate, the Group has no other significant interest-bearing assets. Management does not anticipate significant impact to interest-bearing assets resulted from the changes in interest rate because the interest rates of bank deposits are not expected to change significantly.

The Group's bank borrowing is at variable interest rate (2020: fixed interest rate). The Group has not hedged its fair value interest rate risk. The interest rate and terms of repayments of borrowings are disclosed in Note 22. The relevant interest rate risk is considered immaterial.

3.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions. In order to maintain or adjust the capital structure, the Group may adjust the dividend payments to shareholders, issue new shares or sell assets to reduce debt or to obtain bank and other borrowing.

The Group is required to comply with a number of covenants under the terms of the major borrowing facilities. They have been complied throughout the reporting period based on directors' assessment.

3 金融風險管理(續)

3.1 金融風險因素(續)

(d) 利率風險

除銀行存款按多種利率計息外，本集團並無其他重大計息資產。由於預期銀行存款的利率不會出現大幅波動，管理層預期利率變動不會對計息資產造成重大影響。

本集團銀行借款按浮動利率(二零二零年：固定利率)計息。本集團並無對沖其公平值利率風險。借款的利率及償還條款披露於附註22。吾等認為相關利率風險並不重大。

3.2 資本風險管理

本集團管理資本的目標乃為保障本集團能繼續營運，以為股東提供回報及為其他利益相關人士提供利益及維持最佳的資本結構以降低資本成本。

本集團管理資本結構並根據經濟狀況變動對其作出調整。為維持或調整資本結構，本集團可能會調整支付予股東的股息、發行新股份或出售資產以減少債務或取得銀行借款及其他借款。

本集團須根據重要借款融資的條款遵守多項契約。根據董事的評估，該等契約已於整個報告期內予以遵守。

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.3 Fair value estimation

The carrying amounts of the Group's financial assets, including cash at banks, trade and other receivables, amounts due from related parties, amounts due from joint ventures, amounts due from non-controlling interest and the Group's financial liabilities, including trade payables, accruals and other payables, borrowings, lease liabilities and amounts due to related parties approximate their fair values.

4 CRITICAL ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

4.1 Current taxation and deferred taxation

The Group is subject to taxation in the PRC. Judgement is required in determining the amount of the provision for taxation and the timing of payment of the related taxation. There are transactions and calculations for which the ultimate tax determination is uncertain (for example, certain expenses such as entertainment and advertising expenses may not be finally deductible) during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the periods in which such determination are made.

Deferred tax assets relating to certain temporary differences and tax losses are recognised as management considers it is probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised. Where the expectation is different from the original estimate, such differences will impact the recognition of deferred taxation assets and taxation in the periods in which such estimate is changed.

3 金融風險管理(續)

3.3 公平值估計

本集團金融資產(包括銀行現金、貿易及其他應收款項、應收關聯方款項、應收合營企業款項及應收非控股權益款項)及本集團金融負債(包括貿易應付款項、應計費用及其他應付款項、借款、租賃負債及應付關聯方款項)的賬面值與彼等公平值相若。

4 關鍵估計及判斷

估計及判斷乃根據過往經驗及其他因素(包括在相關情況下對未來事件的合理預期)持續評估。

本集團對未來作出多項估計及假設。根據定義，就此產生的會計估計很少會與有關實際結果相符。有重大風險導致須於下一個財政年度對資產及負債賬面值作出重大調整的估計及假設討論如下。

4.1 即期稅項及遞延稅項

本集團於中國須繳納稅項。在釐定稅項撥備額及相關稅項繳納時間時須作出判斷。在日常業務過程中，交易及計算方式均會導致無法確定最終所定稅項(例如交際費及廣告開支等若干開支未必能最終抵扣)。倘這些事宜的最終稅務結果與最初錄得的款額不同，有關差額將會影響釐定稅項期間的所得稅及遞延稅項撥備。

由於管理層認為有可能動用未來應課稅溢利以抵銷暫時性差額或稅項虧損，故確認有關若干暫時性差額及稅項虧損的遞延稅項資產。倘預期與原本估計存在差異，這些差異將會影響有關估計變動期間的遞延稅項資產及稅項確認。

4 CRITICAL ESTIMATES AND JUDGEMENTS (CONTINUED)

4.2 Step acquisition

In a business combination achieved in stages, the Group requires to re-measure its previously held equity interest in acquired entity at its acquisition-date fair value and recognise the resulting gain or loss, if any, in profit or loss. The excess of consideration transferred, amount of any non-controlling interest and fair value of previously held equity interest over the fair values of net identifiable assets acquired is recorded as goodwill. The fair value of the equity interest was determined by using the discounted cash flow approach and various key assumptions and estimates, including revenue growth rate, discount rate and terminal growth rate. These estimates and judgement are based on the market condition and historical performance of the investees.

4.3 Impairment of non-financial assets

The Group tests annually whether goodwill has suffered any impairment, in accordance with the accounting policy stated in Note 2.8(a). Other assets that are subject to depreciation and amortisation are reviewed for impairment whenever events or changes in circumstances, including, among others, the economic impact of the unprecedented COVID-19 pandemic on the operations of the Group, indicate that the carrying amount of the asset exceeds its recoverable amount. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of estimates.

4.4 Impairment of trade and other receivables

The Group makes allowances on receivables based on assumptions about risk of default and expected loss rates. The Group used judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past collection history, existing market conditions as well as forward looking estimates at the end of each reporting period.

Where the expectation is different from the original estimate, such difference will impact the carrying amount of trade and other receivables and impairment loss expenses in the periods in which such estimate has been changed. For details of the key assumptions and inputs used, see Note 3.1(a) above.

4 關鍵估計及判斷(續)

4.2 分次收購

於分階段進行的業務合併中，本集團須按其收購日期公平值重新計量其先前於所收購實體持有的股權，並於損益內確認所得收益或虧損(如有)。所轉讓代價、任何非控股權益金額及先前持有的股權公平值超出所收購可識別資產淨值的差額計入商譽。股權公平值透過使用折現現金流量法及多項主要假設及估計(包括收益增長率、折現率及終端增長率)釐定。該等估計及判斷以市場狀況及被投資公司的歷史表現為基準。

4.3 非金融資產減值

根據附註2.8(a)所述的會計政策，本集團每年就商譽是否面臨任何減值進行測試。須予減值及攤銷的其他資產會於當有事件或情況變動(包括(其中包括)前所未有的COVID-19疫情對本集團營運造成的經濟影響)表明資產的賬面值超過其可收回金額時進行減值審閱。現金產生單位的可收回金額已根據使用價值計算釐定。該等計算須使用估計。

4.4 貿易及其他應收款項減值

本集團基於有關違約風險及預期損失率的假設作出應收款項撥備。基於本集團過往收賬歷史、現有的市況及於各報告期末的前瞻性估計，本集團於作出該等假設及選擇減值計算的輸入值時會運用判斷。

如果預期與原本估計有差異，有關差異將影響有關估計發生改變期間貿易及其他應收款項以及減值虧損開支。有關所使用的關鍵假設及輸入值的詳情，請參閱上文附註3.1(a)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

5 REVENUE AND SEGMENT INFORMATION

Management has determined operating segments based on the reports reviewed by CODM. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive directors of the Company.

The CODM has identified three reportable operating segments, namely property management, healthcare services and others:

| | |
|---------------------|---|
| Property management | Provision of property management services, provision of value-added services to non-property owners and provision of community value-added services |
| 物業管理 | 提供物業管理服務、提供非業主增值服務及提供社區增值服務 |
| Healthcare services | Provision of healthcare management services |
| 康養服務 | 提供康養管理服務 |
| Others | Development and maintenance of IT systems for property developers, provision of other IT-related services and other miscellaneous services |
| 其他 | 開發及維護供物業開發商使用的IT系統、提供其他IT相關服務及其他雜項服務。 |

The CODM assesses the performance of the operating segments based on measures of adjusted profits before income tax. The measurement basis of segment results excludes the effects of depreciation, share of profits of investments accounted for using the equity method, finance income/costs, net and income tax expense. Other information provided, except as noted below, to the CODM is measured in a manner consistent with that in the consolidated financial statements.

5 收益及分部資料

管理層已根據主要營運決策者審閱的報告釐定經營分部。已確定本公司執行董事為主要營運決策者，負責分配資源及評估經營分部的表現。

主要經營決策者已識別出三個可報告經營分部，即物業管理、康養服務及其他：

主要經營決策者按照對經調整所得稅前溢利的計量評估經營分部的表現。分部業績的計量基準不包括折舊、分佔按權益法入賬的投資溢利、融資收入／成本淨額及所得稅開支的影響。除下文所述者外，向主要經營決策者提供的其他資料乃按與綜合財務報表所載者一致的方式計量。

5 REVENUE AND SEGMENT INFORMATION (CONTINUED)

5 收益及分部資料(續)

| | | Property management 物業管理 RMB' 000 人民幣千元 | Healthcare services 康養服務 RMB' 000 人民幣千元 | Others 其他 RMB' 000 人民幣千元 | Total 總計 RMB' 000 人民幣千元 |
|--|--------------------------|---|---|-----------------------------------|----------------------------------|
| Year ended 31 December 2021 | 截至二零二一年十二月三十一日止年度 | | | | |
| Revenue from contracts | 合約收益 | | | | |
| – recognised over time | – 在一段時間內確認 | 318,690 | 18,449 | 17,939 | 355,078 |
| – recognised at a point in time | – 按時間點確認 | 2,563 | – | 783 | 3,346 |
| Inter-segment revenue | 分部間收益 | – | (1,018) | (3,079) | (4,097) |
| Revenue | 收益 | <u>321,253</u> | <u>17,431</u> | <u>15,643</u> | <u>354,327</u> |
| Segment results | 分部業績 | 63,999 | 5,414 | 6,414 | 75,827 |
| Depreciation | 折舊 | (1,801) | (2,184) | (545) | (4,530) |
| Operating profits | 經營溢利 | 62,198 | 3,230 | 5,869 | 71,297 |
| Share of profits/(loss) of investments accounted for using the equity method | 分佔按權益法入賬的投資溢利/(虧損) | 2,167 | (22) | – | 2,145 |
| Finance income/(costs), net | 融資收入/(成本)淨額 | 22 | (440) | – | (418) |
| Profits before listing expenses and income tax | 除上市開支及所得稅前溢利 | 64,387 | 2,768 | 5,869 | 73,024 |
| Listing expenses | 上市開支 | | | | (13,753) |
| Profit before income tax | 除所得稅前溢利 | | | | 59,271 |
| Income tax expense | 所得稅開支 | | | | (19,138) |
| Profit for the year | 年內溢利 | | | | <u>40,133</u> |
| Additions to: | 添置： | | | | |
| Property, plant and equipment | 物業、廠房及設備 | | | | |
| - Reportable segment assets | - 可呈報分部資產 | 3,460 | 1,746 | 976 | 6,182 |
| - Corporate assets | - 企業資產 | | | | 26,781 |
| | | | | | <u>32,963</u> |
| Intangible assets | 無形資產 | | | | |
| - Reportable segment assets | - 可呈報分部資產 | – | – | 2,933 | 2,933 |
| - Corporate assets | - 企業資產 | | | | 1,415 |
| | | | | | <u>4,348</u> |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

5 REVENUE AND SEGMENT INFORMATION (CONTINUED)

5 收益及分部資料(續)

| | | Property management 物業管理 RMB' 000 人民幣千元 | Healthcare services 康養服務 RMB' 000 人民幣千元 | Others 其他 RMB' 000 人民幣千元 | Total 總計 RMB' 000 人民幣千元 |
|---|----------------------|---|---|-----------------------------------|----------------------------------|
| As at 31 December 2021 | 於二零二一年十二月三十一日 | | | | |
| Reportable segment assets | 可呈報分部資產 | 269,194 | 60,156 | 25,643 | 354,993 |
| Corporate assets | 企業資產 | | | | 34,348 |
| Total assets | 總資產 | | | | 389,341 |
| Investments accounted for using the equity method | 按權益法入賬的投資 | 3,360 | 48 | — | 3,408 |
| Reportable segment liabilities | 可呈報分部資產 | 150,653 | 13,895 | 15,064 | 179,612 |
| Corporate liabilities | 企業負債 | | | | 47,495 |
| Total liabilities | 總負債 | | | | 227,107 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

5 REVENUE AND SEGMENT INFORMATION (CONTINUED)

5 收益及分部資料(續)

| | | Property management 物業管理 RMB' 000 人民幣千元 | Healthcare services 康養服務 RMB' 000 人民幣千元 | Others 其他 RMB' 000 人民幣千元 | Total 總計 RMB' 000 人民幣千元 |
|---|--------------------------|---|---|-----------------------------------|----------------------------------|
| Year ended 31 December 2020 | 截至二零二零年十二月三十一日止年度 | | | | |
| Revenue from contracts | 合約收益 | | | | |
| - recognised over time | - 在一段時間內確認 | 213,971 | — | — | 213,971 |
| - recognised at a point in time | - 按時間點確認 | 7,639 | — | — | 7,639 |
| Revenue | 收益 | <u>221,610</u> | <u>—</u> | <u>—</u> | <u>221,610</u> |
| Segment results | 分部業績 | 57,698 | — | — | 57,698 |
| Depreciation | 折舊 | <u>(841)</u> | <u>—</u> | <u>—</u> | <u>(841)</u> |
| Operating profits | 經營溢利 | 56,857 | — | — | 56,857 |
| Share of profits of investments accounted for using the equity method | 分佔按權益法入賬的投資溢利 | 913 | — | — | 913 |
| Finance income, net | 融資收入淨額 | 151 | — | — | 151 |
| Income tax expense | 所得稅開支 | <u>(13,911)</u> | <u>—</u> | <u>—</u> | <u>(13,911)</u> |
| Profit for the year | 年內溢利 | <u>44,010</u> | <u>—</u> | <u>—</u> | <u>44,010</u> |
| Additions to: | 添置： | | | | |
| Property, plant and equipment | 物業、廠房及設備 | 1,197 | — | — | 1,197 |
| Investments accounted for using the equity method | 按權益法入賬的投資 | 1,226 | — | — | 1,226 |
| Acquisition of subsidiaries | 收購附屬公司 | | | | |
| - Property, plant and equipment | - 物業、廠房及設備 | 139 | 21,421 | 1,343 | 22,903 |
| - Intangible assets | - 無形資產 | 40,722 | 9,480 | 98 | 50,300 |
| - Investments accounted for using the equity method | - 按權益法入賬的投資 | <u>—</u> | <u>70</u> | <u>—</u> | <u>70</u> |
| As at 31 December 2020 | 於二零二零年十二月三十一日 | | | | |
| Total segment assets | 總分部資產 | 304,649 | 44,227 | 12,275 | <u>361,151</u> |
| Total assets | 總資產 | | | | <u>361,151</u> |
| Investments accounted for using the equity method | 按權益法入賬的投資 | <u>1,805</u> | <u>70</u> | <u>—</u> | <u>1,875</u> |
| Total segment liabilities | 總分部負債 | <u>223,426</u> | <u>15,126</u> | <u>2,503</u> | <u>241,055</u> |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

5 REVENUE AND SEGMENT INFORMATION (CONTINUED)

Revenue mainly comprises of proceeds from property management services, value-added services to non-property owners, community value-added services, community healthcare services and IT and intelligent construction services. An analysis of the Group's revenue by category for the years ended 31 December 2021 and 2020 are as follows:

5 收益及分部資料(續)

收益主要包括物業管理服務、非業主增值服務、社區增值服務、社區康養服務及IT及智能建設服務的所得款項。截至二零二一年及二零二零年十二月三十一日止年度，本集團按類別劃分的收益分析如下：

| | | 2021 二零二一年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 |
|--|-------------------|------------------------------------|------------------------------------|
| Revenue from customer and recognised over time: | 來自客戶及在一段時間內確認的收益： | | |
| Property management services | 物業管理服務 | 202,099 | 135,954 |
| Value-added services to non-property owners | 非業主增值服務 | 75,033 | 53,571 |
| Community value-added services | 社區增值服務 | 41,558 | 24,446 |
| Community healthcare services | 社區康養服務 | 17,431 | — |
| IT and intelligent construction services | IT及智能建設服務 | 14,860 | — |
| | | 350,981 | 213,971 |
| Revenue from customer and recognised at a point in time: | 按時間點確認來自客戶的收益： | | |
| Valued-added services to non-property owners | 非業主增值服務 | 2,563 | 7,639 |
| IT and intelligent construction services | IT及智能建設服務 | 783 | — |
| | | 3,346 | 7,639 |
| | | 354,327 | 221,610 |

5 REVENUE AND SEGMENT INFORMATION (CONTINUED)

For the year ended 31 December 2021, revenue from Redco Properties and its subsidiaries and its associates and joint ventures contributed 32% (2020: 31%) of the Group's revenue. Other than Redco Properties and its subsidiaries and its associates and joint ventures, the Group has a large number of customers, none of whom contributed 10% or more of the Group's revenue during the years ended 31 December 2021 and 2020.

Non-current assets, other than investments accounted for using the equity method and deferred income tax assets by geographical area are as follows:

| | | 2021 二零二一年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 |
|-----------|----|------------------------------------|------------------------------------|
| PRC | 中國 | 77,766 | 75,280 |
| Hong Kong | 香港 | 26,780 | — |
| | | <u>104,546</u> | <u>75,280</u> |

Contract liabilities

The Group has recognised the following revenue-related contract liabilities:

| | | As at 31 December 於十二月三十一日 | | As at 1 January 於一月一日 |
|---|-----------|------------------------------------|------------------------------------|------------------------------------|
| | | 2021 二零二一年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 |
| Property management services | 物業管理服務 | 58,723 | 48,253 | 31,666 |
| Value-added services to non-property owners | 非業主增值服務 | 9,661 | 13,166 | 4,013 |
| Community value-added services | 社區增值服務 | 1,729 | 518 | 1,157 |
| Healthcare services | 康養服務 | 3,841 | — | — |
| IT and intelligent construction services | IT及智能建設服務 | 2,373 | — | — |
| | | <u>76,327</u> | <u>61,937</u> | <u>36,836</u> |

5 收益及分部資料(續)

截至二零二一年十二月三十一日止年度，來自力高地產及其附屬公司、合營企業及聯營公司的收益貢獻本集團收益為32% (二零二零年：31%)。除力高地產及其附屬公司、合營企業及聯營公司外，本集團擁有大量客戶，於截至二零二一年及二零二零年十二月三十一日止年度概無貢獻本集團收益的10%或以上。

除按權益法入賬的投資及遞延所得稅資產之外的非流動資產按地理區域劃分如下：

合約負債

本集團已確認以下與收入相關的合約負債：

5 REVENUE AND SEGMENT INFORMATION (CONTINUED)

Contract liabilities (Continued)

(i) Significant changes in contract liabilities

Contract liabilities of the Group mainly arise from the advance payments made by customers while the underlying services are yet to be provided. During the year ended 31 December 2021, the increase in contract liabilities was mainly due to the expansion of business volume from business development activities (2020: Same).

(ii) Revenue recognised in relation to contract liabilities

The following table shows how much of the revenue recognised in the current year relates to carried-forward contract liabilities.

| | | 2021 二零二一年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 |
|--|------------------|------------------------------------|------------------------------------|
| Revenue recognised that was included in the contract liabilities balances at the beginning of the year | 計入年初合約負債結餘的已確認收益 | | |
| Property management services | 物業管理服務 | 42,652 | 29,448 |
| Value-added services to non-property owners | 非業主增值服務 | 13,166 | 4,013 |
| Community valued-added services | 社區增值服務 | 518 | 1,157 |
| | | <u>56,336</u> | <u>34,618</u> |

5 收益及分部資料(續)

合約負債(續)

(i) 合約負債之重大變動

本集團的合約負債主要來自客戶預付款，但尚未提供相關服務。截至二零二一年十二月三十一日止年度，合約負債的增加主要由於來自業務發展活動的業務量擴大所致(二零二零年：相同)。

(ii) 就合約負債確認的收益

下表顯示於本年就已結轉合約負債確認的收益金額。

5 REVENUE AND SEGMENT INFORMATION (CONTINUED)

Contract liabilities (Continued)

(iii) Unsatisfied performance obligations

For property management services, the Group recognises revenue in the amount that according to the payment terms. The Group has elected the practical expedient for not to disclose the remaining performance obligations for these types of contracts. Majority of the property management services contracts do not have a fixed term.

For value-added services to non-property owners and community value-added services, they are rendered in short period of time, which is generally less than a year, and the Group has elected the practical expedient for not to disclose the remaining performance obligations for these types of contracts.

5 收益及分部資料(續)

合約負債(續)

(iii) 未完成履約責任

對於物業管理服務而言，本集團根據付款條款確認收入金額。本集團已選擇可行權宜辦法，以致毋須披露該等類型合約的剩餘履約義務。大部分物業管理服務合約並無固定期限。

就非業主增值服務及社區增值服務而言，其乃於短期內提供，期限一般少於一年，本集團已選擇可行權宜辦法，以致毋須披露該等類型合約的剩餘履約義務。

6 OTHER GAINS, NET

6 其他收益淨額

| | | 2021 二零二一年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 |
|---|---------------------------|------------------------------------|------------------------------------|
| Exchange losses | 匯兌虧損 | — | (14) |
| Remeasurement gains on interests in investments accounted for using the equity method (Note 26.2) | 按權益法入賬的投資權益重新計量收益(附註26.2) | — | 1,820 |
| Gain on disposal of subsidiaries (Note 27) | 出售附屬公司的收益(附註27) | 415 | — |
| Government grant (Note) | 政府補助(附註) | 3,243 | 1,387 |
| Sundry income, net | 雜項收入淨額 | 296 | 272 |
| | | <u>3,954</u> | <u>3,465</u> |

Note:

The government grants mainly represent financial subsidies granted by local government. There are no unfulfilled conditions or other contingencies attached to these grants.

附註：

政府補助主要指當地政府授出的財政補貼。概無有關該等補助的未滿足條件或其他或然事件。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

7 EXPENSES BY NATURE

7 按性質劃分的開支

| | | 2021 二零二一年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 |
|--|------------------------|------------------------------------|------------------------------------|
| Employee benefits expense (Note 8) | 僱員福利開支(附註8) | 157,858 | 94,763 |
| Greening and cleaning expenses | 綠化及清潔開支 | 33,833 | 27,477 |
| Maintenance expenses | 保養成本 | 18,057 | 8,959 |
| Utility | 公用事業費 | 14,869 | 11,465 |
| Security charges | 安保費 | 15,745 | 5,174 |
| Community activities expenses | 社區活動開支 | 1,234 | 587 |
| Uniform expenses | 制服開支 | 817 | 904 |
| Information technology service fee | 資訊科技服務費 | 2,404 | — |
| Entertainment expenses | 招待開支 | 1,380 | 1,098 |
| Legal and professional fees | 法律及專業費 | 1,659 | 956 |
| Amortisation of intangible assets (Note 13) | 無形資產攤銷(附註13) | 6,047 | 213 |
| Depreciation of property, plant and equipment (Note 14) | 物業、廠房及設備 折舊(附註14) | 4,530 | 841 |
| Auditor's remuneration | 核數師薪酬 | 18 | 17 |
| Listing expenses | 上市開支 | 13,753 | — |
| Office expenses | 辦公開支 | 10,442 | 5,164 |
| Travelling expenses | 差旅費 | 2,185 | 1,227 |
| Other tax and surcharges | 其他稅金及附加 | 1,782 | 958 |
| Others | 其他 | 10,637 | 6,974 |
| Total cost of sales, selling and marketing expenses and administrative expenses | 總銷售成本、銷售及營銷 開支及行政開支 | <u>297,250</u> | <u>166,777</u> |

8 EMPLOYEE BENEFITS EXPENSE

8 僱員福利開支

| | | 2021 二零二一年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 |
|-------------------------|--------|------------------------------------|------------------------------------|
| Salaries and allowances | 薪金及津貼 | 126,133 | 76,637 |
| Bonuses | 花紅 | 3,114 | 5,790 |
| Pension costs | 退休金成本 | 16,225 | 5,450 |
| Other staff welfare | 其他員工福利 | 12,386 | 6,886 |
| | | <u>157,858</u> | <u>94,763</u> |

(a) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group do not include any directors for the years ended 31 December 2021 and 2020. The directors' emoluments are reflected in the analysis presented in Note 31. The emoluments payable to the five highest paid individuals during the years ended 31 December 2021 and 2020 are as follows:

(a) 五名最高薪酬人士

截至二零二一年及二零二零年十二月三十一日止年度，本集團酬金最高的五名人士不包括任何董事。董事酬金反映於附註31所呈列的分析。於截至二零二一年及二零二零年十二月三十一日止年度，應付五名最高薪酬人士的酬金如下：

| | | 2021 二零二一年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 |
|-------------------------|-----------|------------------------------------|------------------------------------|
| Salaries and allowances | 薪金及其他短期福利 | 3,537 | 2,193 |
| Bonuses | 花紅 | 989 | 370 |
| Pension costs | 退休計劃供款 | 311 | 113 |
| | | <u>4,837</u> | <u>2,676</u> |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

8 EMPLOYEE BENEFITS EXPENSE (CONTINUED)

(a) Five highest paid individuals (Continued)

The emoluments of the above individuals fell within the following bands during the years ended 31 December 2021 and 2020:

| | | 2021 二零二一年 | 2020 二零二零年 |
|--------------------------------|-------------------------------|---------------|---------------|
| Emolument bands (in HK dollar) | 薪酬範圍(港元) | | |
| Nil – HK\$1,000,000 | 零至 1,000,000 港元 | 3 | 5 |
| HK\$1,000,001 – HK\$1,500,000 | 1,000,001 港元至 1,500,000 港元 | 1 | — |
| HK\$2,000,001 – HK\$2,500,000 | 2,000,001 港元至 2,500,000 港元 | 1 | — |
| | | <u>1</u> | <u>—</u> |

8 僱員福利開支(續)

(a) 五名最高薪酬人士(續)

截至二零二一年及二零二零年十二月三十一日止年度，上述人士的薪酬介乎下列範圍：

9 FINANCE INCOME AND COSTS



| | | | |
|---|-------------|------------|----------|
| Finance income | 融資收入 | | |
| - Interest income on bank deposits | — 銀行存款利息收入 | 291 | 151 |
| Finance costs | 融資成本 | | |
| - Interest expense on bank borrowing | — 銀行借款的利息開支 | 261 | — |
| - Interest expense on consideration payable | — 應付代價的利息開支 | 231 | — |
| - Interest expense on lease liabilities | — 租賃負債的利息開支 | 217 | — |
| | | <u>709</u> | <u>—</u> |

9 融資收入及成本

| | | 2021 二零二一年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 |
|---|-------------|------------------------------------|------------------------------------|
| Finance income | 融資收入 | | |
| - Interest income on bank deposits | — 銀行存款利息收入 | 291 | 151 |
| Finance costs | 融資成本 | | |
| - Interest expense on bank borrowing | — 銀行借款的利息開支 | 261 | — |
| - Interest expense on consideration payable | — 應付代價的利息開支 | 231 | — |
| - Interest expense on lease liabilities | — 租賃負債的利息開支 | 217 | — |
| | | <u>709</u> | <u>—</u> |

10 INCOME TAX EXPENSE

The Company was incorporated in the Cayman Islands as an exempted company with limited liability and, accordingly, is exempted from Cayman Islands income tax.

Subsidiaries established and operating in the PRC are generally subject to the PRC enterprise income tax at the rate of 25% for the year ended 31 December 2021 (2020: Same). For certain subsidiaries qualified as micro and small enterprises, the PRC enterprise income tax was charged at a preferential rate of 20% for the years in which they were qualified.

Subsidiaries established in other jurisdictions are for the purpose of investment holding and therefore have no assessable profits for the years ended 31 December 2021 and 2020.

10 所得稅開支

本公司乃於開曼群島註冊成立為獲豁免有限公司，因此獲豁免繳納開曼群島所得稅。

截至二零二一年十二月三十一日止年度，於中國成立及營運的附屬公司通常須按25%的稅率繳納中國企業所得稅(二零二零年：相同)。就合資格成為微小企業的若干附屬公司而言，彼等於獲得資格的年度按20%的優惠稅率繳納中國企業所得稅。

於其他司法權區成立的附屬公司之目的乃為投資控股，因此，於截至二零二一年及二零二零年十二月三十一日止年度並無應課稅溢利。

| | | 2021 二零二一年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 |
|-------------------------------|-------------|------------------------------------|------------------------------------|
| Current income tax | 即期所得稅 | | |
| - PRC corporate income tax | - 中國企業所得稅 | 22,359 | 14,271 |
| Deferred income tax (Note 20) | 遞延所得稅(附註20) | (3,221) | (360) |
| Income tax expense | 所得稅開支 | <u>19,138</u> | <u>13,911</u> |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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10 INCOME TAX EXPENSE (CONTINUED)

The tax on the Group's profit before income tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to the Group for the years ended 31 December 2021 and 2020 is as follows:

10 所得稅開支(續)

於相關期間，本集團截至二零二一年及二零二零年十二月三十一日止年度的除所得稅前溢利的稅項有別於按適用於本集團的加權平均稅率產生的理論金額，情況如下：

| | | 2021 二零二一年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 |
|---|-------------------|------------------------------------|------------------------------------|
| Profit before income tax | 除所得稅前溢利 | 59,271 | 57,921 |
| Calculated at the PRC corporate income tax rate of 25% | 按中國企業所得稅稅率 25% 計算 | 14,818 | 14,480 |
| Difference in tax rate applicable to certain subsidiaries | 適用於若干附屬公司的稅率差異 | 728 | (398) |
| Expenses not deductible for tax purposes | 不可扣稅開支 | 2,468 | 623 |
| Income not subject to taxation | 毋須課稅收入 | (705) | (824) |
| Unrecognised tax losses | 未確認稅項虧損 | 1,829 | 30 |
| Income tax expense | 所得稅開支 | <u>19,138</u> | <u>13,911</u> |

11 EARNINGS PER SHARE

(a) Basic

The basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the respective years. The weighted average number of ordinary shares used for such purpose has been retrospectively adjusted for the effect of the issuance of 3 shares of the Company in connection with the Reorganisation completed on 2 June 2021 and the capitalisation issue of 149,999,996 shares completed on 31 March 2022 (Note 33) deemed to have been in issue since 1 January 2020.

On 31 March 2022, the Company issued 50,000,000 shares through initial public offering of shares (Note 33).

11 每股盈利

(a) 基本

每股基本盈利乃根據本公司擁有人應佔溢利除以各年已發行普通股加權平均數目計算。用於該目的普通股加權平均數已就本公司就於二零二一年六月二日完成的重組發行3股股份及於二零二二年三月三十一日完成資本化發行(附註33)被視為已自二零二零年一月一日起已發行的影響作出追溯調整。

於二零二二年三月三十一日，本公司透過首次公開發售股份發行50,000,000股股份(附註33)。

| | | 2021 二零二一年 | 2020 二零二零年 |
|---|-------------------|---------------|---------------|
| Profit attributable to owners of the Company (RMB' 000) | 本公司擁有人應佔溢利(人民幣千元) | 32,140 | 39,612 |
| Weighted average number of shares in issue | 已發行股份加權平均數 | 150,000,000 | 150,000,000 |
| Basic earnings per share (RMB cents) | 每股基本盈利(人民幣分) | 21.43 | 26.41 |

(b) Diluted

Diluted earnings per share presented is the same as the basic earnings per share as there was no potentially dilutive ordinary share outstanding as at 31 December 2021 (2020: Same).

(b) 攤薄

由於二零二一年十二月三十一日並無發行在外的潛在攤薄普通股，因此呈列的每股攤薄盈利與每股基本盈利相同(二零二零年：相同)。

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綜合財務報表附註

12 SUBSIDIARIES

(a) The following is a list of subsidiaries held by the Company as at 31 December 2021 and 2020:

12 附屬公司

(a) 以下為本公司於二零二一年及二零二零年十二月三十一日持有的附屬公司名單：

| Name of companies 公司名稱 | Place and date of incorporation/ establishment and kind of legal entity 註冊成立/建立地點及日期以及法律實體類別 | Principal activities/ place of operation 主要業務/ 經營地點 | Particulars of issued share capital and debt securities 已發行股本及債務證券的詳情 | Ownership interest held by the Group (%) 本集團所持所有權權益(%) | | Note 附註 |
|---|--|--|--|---|---------------|--------------------------------|
| | | | | 2021 二零二一年 | 2020 二零二零年 | |
| Directly held: 直接持有： | | | | | | |
| Redco Healthy Living Investments Holdings Limited 力高健康生活投資控股有限公司 | British Virgin Islands, May 2021, limited liability company 英屬處女群島，二零二一年五月有限公司 | Investment holding, Hong Kong 投資控股，香港 | 1 ordinary share of 1 US dollar each, US\$1 1股每股1美元的普通股1美元 | 100% | — | iii |
| Indirectly held: 間接持有： | | | | | | |
| Weiyee International Investments Company Limited 偉業國際投資有限公司 | British Virgin Islands, October 2012, limited liability company 英屬處女群島，二零一二年十月有限公司 | Investment holding, Hong Kong 投資控股，香港 | 1 ordinary share of 1 US dollar each, US\$1 1股每股1美元的普通股1美元 | 100% | 100% | (Note 26.1(c)) (附註 26.1(c)) |
| Hong Lee Investment (International) Company Limited 康利投資(國際)有限公司 | Hong Kong, August 2013, limited liability company 香港，二零一三年八月有限公司 | Investment holding, Hong Kong 投資控股，香港 | 10,000 ordinary shares of 1 HK dollar each, HK\$10,000 10,000股每股1港元的普通股10,000港元 | 100% | 100% | |
| Fame Step International Investment Limited 達榮國際投資有限公司 | Hong Kong, January 2011, limited liability company 香港，二零一一年一月有限公司 | Investment holding, Hong Kong 投資控股，香港 | 1 ordinary share of 1 HK dollar each, HK\$1 1股每股1港元的普通股1港元 | 100% | 100% | |

12 SUBSIDIARIES (CONTINUED)

(a) The following is a list of subsidiaries held by the Company as at 31 December 2021 and 2020: (Continued)

12 附屬公司(續)

(a) 以下為本公司於二零二一年及二零二零年十二月三十一日持有的附屬公司名單：(續)

| Name of companies 公司名稱 | Place and date of incorporation/ establishment and kind of legal entity 註冊成立/建立地點及日期以及法律實體類別 | Principal activities/ place of operation 主要業務/ 經營地點 | Particulars of issued share capital and debt securities 已發行股本及債務證券的詳情 | Ownership interest held by the Group (%) 本集團所持所有權權益(%) | | Note 附註 |
|--|--|--|---|---|---------------|-------------------------------|
| | | | | 2021 二零二一年 | 2020 二零二零年 | |
| Hong Kong Weiye Holdings Company Limited 香港偉業控股有限公司 | Hong Kong, May 2017, limited liability company 香港，二零一七年五月有限公司 | Investment holding, Hong Kong 投資控股，香港 | 1 ordinary share of 1 HK dollar each, HK\$1 1股每股1港元的普通股1港元 | 100% | 100% | (Note 26.1(c)) (附註26.1(c)) |
| Shenzhen Youjumeijia Property Management Co., Ltd. 深圳優居美家物業服務有限公司 | The PRC, January 2016, wholly owned foreign enterprise 中國，二零一六年一月外商獨資企業 | Property management service in the PRC 在中國提供物業管理服務 | Registered HK\$10,000,000 Paid up HK\$2,000,000 已登記10,000,000港元 已繳足2,000,000港元 | 100% | 100% | |
| UG Property Management Co., Ltd 優居美家物業服務有限責任公司 | The PRC, April 2008, limited liability company 中國，二零零八年四月有限公司 | Property management service in the PRC 在中國提供物業管理服務 | Registered RMB50,000,000 Paid up RMB5,000,000 已登記人民幣50,000,000元 已繳足人民幣5,000,000元 | 100% | 100% | |
| Shenzhen Yugao Property Management Co., Ltd. 深圳市御高物業管理有限公司 | The PRC, June 2014, limited liability company 中國，二零一四年六月有限公司 | Property management in the PRC 在中國管理物業 | Registered RMB500,000 Paid up RMB500,000 已登記人民幣500,000元 已繳足人民幣500,000元 | 100% | 100% | |

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12 SUBSIDIARIES (CONTINUED)

(a) The following is a list of subsidiaries held by the Company as at 31 December 2021 and 2020: (Continued)

12 附屬公司(續)

(a) 以下為本公司於二零二一年及二零二零年十二月三十一日持有的附屬公司名單：(續)

| Name of companies 公司名稱 | Place and date of incorporation/ establishment and kind of legal entity 註冊成立/建立地點及日期以及法律實體類別 | Principal activities/ place of operation 主要業務/ 經營地點 | Particulars of issued share capital and debt securities 已發行股本及債務證券的詳情 | Ownership interest held by the Group (%) 本集團所持所有權權益(%) | | Note 附註 |
|---|--|--|---|---|---------------|-------------------------------|
| | | | | 2021 二零二一年 | 2020 二零二零年 | |
| Yantai Zhongtai Property Management Co., Ltd. ("Yantai Zhongtai") 煙台中泰物業管理有限公司 (「煙台中泰」) | The PRC, May 2003, limited liability company 中國，二零零三年五月有限公司 | Property management in the PRC 在中國管理物業 | Registered RMB3,000,000 Paid up RMB3,000,000 已登記人民幣3,000,000元 已繳足人民幣3,000,000元 | 60% | 60% | (Note 26.3(a)) (附註26.3(a)) |
| Xianyang Yugao Family Property Service Co., Ltd. 咸陽御高世家物業服務有限公司 | The PRC, April 2019, limited liability company 中國，二零一九年四月有限公司 | Property management service in the PRC 在中國提供物業管理服務 | Registered RMB500,000 Paid up RMB nil 已登記人民幣500,000元 已繳足人民幣零元 | 60% | 60% | |
| Nanchang Yonghu Lirui Property Management Co., Ltd. 南昌雍湖力瑞物業服務有限公司 | The PRC, May 2019, limited liability company 中國，二零一九年五月有限公司 | Property management service in the PRC 在中國提供物業管理服務 | Registered RMB1,000,000 Paid up RMB1,000,000 已登記人民幣1,000,000元 已繳足人民幣1,000,000元 | 51% | 51% | |
| Nanchang Junyu Meijia Property Service Co., Ltd. 南昌君譽美家物業服務有限公司 | The PRC, May 2019, limited liability company 中國，二零一九年五月有限公司 | Property management service in the PRC 在中國提供物業管理服務 | Registered RMB1,000,000 Paid up RMB1,000,000 已登記人民幣1,000,000元 已繳足人民幣1,000,000元 | 35% | 35% | (Note 16(b)) (附註16(b)) |
| Nanchang Yugao Union Property Service Co., Ltd. 南昌御高合聯物業服務有限公司 | The PRC, June 2019, limited liability company 中國，二零一九年六月有限公司 | Property management service in the PRC 在中國提供物業管理服務 | Registered RMB10,000,000 Paid up RMB nil 已登記人民幣10,000,000元 已繳足人民幣零元 | 100% | 100% | |

12 SUBSIDIARIES (CONTINUED)

(a) The following is a list of subsidiaries held by the Company as at 31 December 2021 and 2020: (Continued)

12 附屬公司(續)

(a) 以下為本公司於二零二一年及二零二零年十二月三十一日持有的附屬公司名單：(續)

| Name of companies 公司名稱 | Place and date of incorporation/ establishment and kind of legal entity 註冊成立/建立地點及日期以及法律實體類別 | Principal activities/ place of operation 主要業務/ 經營地點 | Particulars of issued share capital and debt securities 已發行股本及債務證券的詳情 | Ownership interest held by the Group (%) 本集團所持所有權權益(%) | | Note 附註 |
|--|--|--|--|---|---------------|--------------------------------|
| | | | | 2021 二零二一年 | 2020 二零二零年 | |
| Nanchang Yujing Helian Property Management Co., Ltd. | The PRC, June 2019, limited liability company | Property management service in the PRC | Registered RMB10,000,000 Paid up RMB nil | 100% | 100% | |
| 南昌御景合聯物業服務有限公司 | 中國，二零一九年六月有限公司 | 在中國提供物業管理服務 | 已登記人民幣10,000,000元 已繳足人民幣零元 | | | |
| Jiangxi Dingmei Property Management Co., Ltd. | The PRC, February 2020, limited liability company | Property management service in the PRC | Registered RMB5,000,000 Paid up RMB1,000,000 | 51% | 51% | |
| 江西省鼎美物業服務有限公司 | 中國，二零二零年二月有限公司 | 在中國提供物業管理服務 | 已登記人民幣5,000,000元 已繳足人民幣1,000,000元 | | | |
| Zhanjiang Yigao Property Service Co., Ltd. | The PRC, September 2020, limited liability company | Property management service in the PRC | Registered RMB2,000,000 Paid up RMB500,000 | 60% | 60% | |
| 湛江市怡高物業服務有限公司 | 中國，二零二零年九月有限公司 | 在中國提供物業管理服務 | 已登記人民幣2,000,000元 已繳足人民幣500,000元 | | | |
| Wuhu Senlin Property Management Co., Ltd. | The PRC, February 2004, limited liability company | Property management service in the PRC | Registered RMB5,000,000 Paid up RMB5,000,000 | 51% | 51% | (Note 26.1(a)) (附註 26.1(a)) |
| 蕪湖市森林物業管理有限公司 | 中國，二零零四年二月有限公司 | 在中國提供物業管理服務 | 已登記人民幣5,000,000元 已繳足人民幣5,000,000元 | | | |
| Jiangmen Yujia Property Service Co., Ltd. | The PRC, November 2020, limited liability company | Property service in the PRC | Registered RMB500,000 Paid up RMB500,000 | 70% | 70% | |
| 江門市御嘉物業服務有限公司 | 中國，二零二零年十一月有限公司 | 在中國提供物業服務 | 已登記人民幣500,000元 已繳足人民幣500,000元 | | | |

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12 SUBSIDIARIES (CONTINUED)

(a) The following is a list of subsidiaries held by the Company as at 31 December 2021 and 2020: (Continued)

12 附屬公司(續)

(a) 以下為本公司於二零二一年及二零二零年十二月三十一日持有的附屬公司名單：(續)

| Name of companies 公司名稱 | Place and date of incorporation/ establishment and kind of legal entity 註冊成立/建立地點及日期以及法律實體類別 | Principal activities/ place of operation 主要業務/ 經營地點 | Particulars of issued share capital and debt securities 已發行股本及債務證券的詳情 | Ownership interest held by the Group (%) 本集團所持所有權權益(%) | | Note 附註 |
|---|--|--|--|---|---------------------------------------|------------|
| | | | | 2021 二零二一年 | 2020 二零二零年 | |
| Shenzhen Juyue Property Service Co., Ltd. 深圳居悅物業服務有限公司 | The PRC, December 2020, limited liability company 中國，二零二零年十二月有限公司 | Property service in the PRC 在中國提供物業服務 | Registered RMB5,000,000 Paid up RMB nil 已登記人民幣5,000,000元 已繳足人民幣零元 | 100% | 100% | |
| Shenzhen Yuanlian Enterprise Management Co., Ltd. 深圳市園聯企業管理有限公司 | The PRC, December 2020, limited liability company 中國，二零二零年十二月有限公司 | Property management service in the PRC 在中國提供物業管理服務 | Registered RMB5,000,000 Paid up RMB nil 已登記人民幣5,000,000元 已繳足人民幣零元 | 100% | 100% | |
| Shenzhen Yujian Youju Property Consulting Co., Ltd. 深圳遇見優居置業諮詢有限公司 | The PRC, November 2020, limited liability company 中國，二零二零年十一月有限公司 | Property sales planning in the PRC 在中國物業銷售規劃 | Registered RMB5,000,000 Paid up RMB nil 已登記人民幣5,000,000元 已繳足人民幣零元 | — (Note 27) (附註27) | 100% | |
| Shenzhen Redco Healthcare & Nutrition Holding Co., Ltd. 深圳力高健康醫養控股有限公司 | The PRC, July 2017, wholly owned foreign enterprise 中國，二零一七年七月外商獨資企業 | Provision of healthcare service in the PRC 在中國提供康養服務 | Registered USD1,430,000 Paid up USD nil 已登記1,430,000美元 已繳足零美元 | 70% (Note 26.3(b)) (附註26.3(b)) | 100% (Note 26.1(c)) (附註26.1(c)) | i |
| Shenzhen Redco Kangan Health Management Co., Ltd. 深圳力高康安健康管理有限公司 | The PRC, July 2017, limited liability company 中國，二零一七年七月有限公司 | Provision of healthcare service in the PRC 在中國提供康養服務 | Registered RMB5,000,000 Paid up RMB nil 已登記人民幣5,000,000元 已繳足人民幣零元 | 70% | 100% (Note 26.1(c)) (附註26.1(c)) | i |

12 SUBSIDIARIES (CONTINUED)

(a) The following is a list of subsidiaries held by the Company as at 31 December 2021 and 2020: (Continued)

12 附屬公司(續)

(a) 以下為本公司於二零二一年及二零二零年十二月三十一日持有的附屬公司名單：(續)

| Name of companies 公司名稱 | Place and date of incorporation/ establishment and kind of legal entity 註冊成立/建立地點及日期以及法律實體類別 | Principal activities/ place of operation 主要業務/ 經營地點 | Particulars of issued share capital and debt securities 已發行股本及債務證券的詳情 | Ownership interest held by the Group (%) 本集團所持所有權權益(%) | | Note 附註 |
|--|--|--|---|---|--|------------|
| | | | | 2021 二零二一年 | 2020 二零二零年 | |
| Shenzhen Redco Zhangzhewu Health Investment Development Co., Ltd. 深圳力高長者屋健康投資發展有限公司 | The PRC, August 2017, limited liability company 中國，二零一七年八月有限公司 | Provision of healthcare service in the PRC 在中國提供康養服務 | Registered RMB29,400,000 Paid up RMB18,000,000 已登記人民幣29,400,000元 已繳足人民幣18,000,000元 | 70% | 100% (Note 26.1(c)) (附註 26.1(c)) | i |
| Shenzhen Redco Hean Health Management Co., Ltd. 深圳力高鶴安健康管理有限公司 | The PRC, September 2018, limited liability company 中國，二零一八年九月有限公司 | Provision of healthcare service in the PRC 在中國提供康養服務 | Registered RMB1,000,000 Paid up RMB nil 已登記人民幣1,000,000元 已繳足人民幣零元 | 70% | 100% (Note 26.1(c)) (附註 26.1(c)) | i |
| Shenzhen Zhongtian Yunlian Technology Development Co., Ltd. 深圳中天雲聯科技發展有限公司 | The PRC, February 2019, limited liability company 中國，二零一九年二月有限公司 | Software invention in PRC 在中國開發軟件 | Registered RMB10,000,000 Paid up RMB nil 已登記人民幣10,000,000元 已繳足人民幣零元 | 100% | 100% (Note 26.1(b)) (附註 26.1(b)) | |
| Shenzhen Lilan Design Consultant Co., Ltd. 深圳市力藍設計顧問有限公司 | The PRC, May 2020, limited liability company 中國，二零二零年五月有限公司 | Construction activities in PRC 在中國建設活動 | Registered RMB1,000,000 Paid up RMB nil 已登記人民幣1,000,000元 已繳足人民幣零元 | — (Note 27) (附註 27) | 100% | |

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12 SUBSIDIARIES (CONTINUED)

(a) The following is a list of subsidiaries held by the Company as at 31 December 2021 and 2020: (Continued)

12 附屬公司(續)

(a) 以下為本公司於二零二一年及二零二零年十二月三十一日持有的附屬公司名單：(續)

| Name of companies 公司名稱 | Place and date of incorporation/ establishment and kind of legal entity 註冊成立/建立地點及日期以及法律實體類別 | Principal activities/ place of operation 主要業務/ 經營地點 | Particulars of issued share capital and debt securities 已發行股本及債務證券的詳情 | Ownership interest held by the Group (%) 本集團所持所有權權益(%) | | Note 附註 |
|--|--|--|--|---|--------------------------------|------------|
| | | | | 2021 二零二一年 | 2020 二零二零年 | |
| Nanchang Redco Zhangzhewu Health Industry Co., Ltd. | The PRC, August 2017, limited liability company | Provision of healthcare service in the PRC | Registered RMB1,000,000 Paid up RMB1,000,000 | 70% | 100% | i |
| 南昌力高長者屋健康產業有限責任公司 | 中國，二零一七年八月有限公司 | 在中國提供康養服務 | 已登記人民幣1,000,000元 已繳足人民幣1,000,000元 | | (Note 26.1(c)) (附註 26.1(c)) | |
| Yantai Redco Zhangzhewu Health Industry Investment Co., Ltd. | The PRC, August 2017, limited liability company | Provision of healthcare service in the PRC | Registered RMB1,000,000 Paid up RMB1,000,000 | 70% | 100% | i |
| 煙臺力高長者屋健康產業投資有限公司 | 中國，二零一七年八月有限公司 | 在中國提供康養服務 | 已登記人民幣1,000,000元 已繳足人民幣1,000,000元 | | (Note 26.1(c)) (附註 26.1(c)) | |
| Yantai Redco Kangan Health Management Company Limited | The PRC, September 2018, limited liability company | Provision of healthcare service in the PRC | Registered RMB2,000,000 Paid up RMB2,000,000 | 70% | 100% | i |
| 煙臺力高康安健康管理有限公司 | 中國，二零一八年九月有限公司 | 在中國提供康養服務 | 已登記人民幣2,000,000元 已繳足人民幣2,000,000元 | | (Note 26.1(c)) (附註 26.1(c)) | |
| Yantai Redco He' an Elderly Service Center Co., Ltd. | The PRC, April 2019, limited liability company | Provision of healthcare service in the PRC | Registered RMB2,000,000 Paid up RMB nil | 70% | 100% | i |
| 煙臺力高鶴安養老服務中心有限公司 | 中國，二零一九年四月有限公司 | 在中國提供康養服務 | 已登記人民幣2,000,000元 已繳足人民幣零元 | | (Note 26.1(c)) (附註 26.1(c)) | |
| Yuyao Yurun Heilan Property Service Co., Ltd. | The PRC, April 2021, limited liability company | Property management service in the PRC | Registered RMB5,000,000 Paid up RMB nil | 100% | — | iii |
| 余姚御潤合聯物業服務有限公司 | 中國，二零二一年四月有限公司 | 在中國提供物業管理服務 | 已登記人民幣5,000,000元 已繳足人民幣零元 | | | |

12 SUBSIDIARIES (CONTINUED)

- (a) The following is a list of subsidiaries held by the Company as at 31 December 2021 and 2020: (Continued)

Note:

- (i) On 10 June 2021, the ownership interest of Shenzhen Redco Healthcare & Nutrition Holding Co., Ltd. held by the Company is reduced from 100% to 70% (Note 26.3(b)). Thus, the effective ownership interest of the subsidiaries held by Shenzhen Redco Healthcare & Nutrition Holding Co., Ltd. reduced from 100% to 70%, which were Shenzhen Redco Kangan Health Management Co., Ltd., Shenzhen Redco Zhangzhewu Health Investment Development Co., Ltd., Shenzhen Redco Hean Health Management Co., Ltd., Nanchang Redco Zhangzhewu Health Industry Co., Ltd., Yantai Redco Zhangzhewu Health Industry Investment Co., Ltd., Yantai Redco Kangan Health Management Company Limited and Yantai Redco He'an Elderly Service Center Co., Ltd.
- (ii) The English names of the PRC companies referred to above in this note represent management's best efforts in translating the Chinese names of those companies as no English names have been registered or available.
- (iii) The subsidiaries were incorporated by the Group during the year ended 31 December 2021.

12 附屬公司(續)

- (a) 以下為本公司於二零二一年及二零二零年十二月三十一日持有的附屬公司名單：(續)

附註：

- (i) 於二零二一年六月十日，由本公司持有的深圳力高健康醫養控股有限公司的所有權權益由100%減少至70% (附註26.3(b))。因此，由深圳力高健康醫養控股有限公司持有的附屬公司的實際所有權權益由100%減少至70%，該等附屬公司為深圳力高康安健康管理有限公司、深圳力高長者屋健康投資發展有限公司、深圳力高鶴安健康管理有限公司、南昌力高長者屋健康產業有限責任公司、煙台力高長者屋健康產業投資有限公司、煙台力高康安健康管理有限公司及煙台力高鶴安養老服務中心有限公司。
- (ii) 由於本附註內上述公司名稱並無註冊或可用之英文名稱，故此英文版的公司名稱為管理層對公司中文名稱的翻譯。
- (iii) 截至二零二一年十二月三十一日止年度，本集團已註冊成立該等附屬公司。

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12 SUBSIDIARIES (CONTINUED)

(b) Non-controlling interests (“NCI”)

Set out below is summarised financial information for subsidiaries which have NCI that are material to the Group. The amounts disclosed for each subsidiary are before inter-company eliminations.

Summarised balance sheets

| | | Yantai Zhongtai 煙台中泰 | | Nanchang Junyu Meijia Property Service Co., Ltd. (“Nanchang Junyu Meijia”) 南昌君譽美家物業服務有限公司 (「南昌君譽美家」) | | Wuhu Senlin Property Management Co., Ltd (“Wuhu Senlin”) 蕪湖市森林物業管理有限公司 (「蕪湖森林」) | |
|-------------------------------------|------------------|------------------------------------|------------------------------------|--|------------------------------------|---|------------------------------------|
| | | 2021 二零二一年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 | 2021 二零二一年 RMB' 000 人民幣千元 | 2021 二零二零年 RMB' 000 人民幣千元 | 2021 二零二一年 RMB' 000 人民幣千元 | 2021 二零二零年 RMB' 000 人民幣千元 |
| Current | 流動 | | | | | | |
| Assets | 資產 | 50,815 | 40,783 | 5,294 | 30,243 | | |
| Liabilities | 負債 | (27,856) | (24,370) | (3,270) | (17,259) | | |
| Total net current assets | 流動資產淨值總額 | 22,959 | 16,413 | 2,024 | 12,984 | | |
| Non-current | 非流動 | | | | | | |
| Assets | 資產 | 693 | 983 | 6,935 | 20,292 | | |
| Liabilities | 負債 | — | — | (1,734) | (3,886) | | |
| Total non-current net assets | 非流動資產淨值總額 | 693 | 983 | 5,201 | 16,406 | | |
| Net assets | 淨資產 | 23,652 | 17,396 | 7,225 | 29,390 | | |
| Accumulated NCI | 累計非控股權益 | 9,461 | 6,959 | 4,697 | 14,401 | | |

12 附屬公司(續)

(b) 非控股權益(「非控股權益」)

下文載列擁有對本集團而言屬於重大的非控股權益的附屬公司的財務資料概要。各附屬公司所披露金額為集團內公司間對銷前的金額。

資產負債表概要

12 SUBSIDIARIES (CONTINUED)

(b) Non-controlling interests (“NCI”) (Continued)

Summarised statements of profit or loss

12 附屬公司(續)

(b) 非控股權益(「非控股權益」)
(續)

損益表概要

| | | Yantai Zhongtai 煙台中泰 | | Nanchang Junyu Meijia 南昌君譽美家 | Wuhu Senlin 蕪湖森林 |
|----------------------------|-------------|------------------------------------|------------------------------------|---------------------------------------|------------------------------------|
| | | 2021 二零二一年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 | 2021 二零二一年 RMB' 000 人民幣千元 | 2021 二零二零年 RMB' 000 人民幣千元 |
| Revenue | 收益 | 47,513 | 30,032 | 3,534 | 46,900 |
| Total comprehensive income | 全面收入總額 | 6,254 | 7,100 | 822 | 9,198 |
| Profit allocated to NCI | 分配予非控股權益的溢利 | 2,502 | 2,840 | 534 | 4,507 |
| Dividends paid to NCI | 支付予非控股權益的股息 | — | — | 1,185 | — |

12 SUBSIDIARIES (CONTINUED)

(b) Non-controlling interests (“NCI”) (Continued)

Summarised statements of cash flows

| | | Yantai Zhongtai 煙台中泰 | | Nanchang Junyu Meijia 南昌君譽美家 | Wuhu Senlin 蕪湖森林 |
|--|---------------------|------------------------------------|------------------------------------|---------------------------------------|------------------------------------|
| | | 2021 二零二一年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 | 2021 二零二一年 RMB' 000 人民幣千元 | 2021 二零二零年 RMB' 000 人民幣千元 |
| Cash flows from operating activities | 來自經營活動的現金流量 | 8,915 | 7,146 | 3,283 | 5,922 |
| Cash flows used in investing activities | 投資活動所用現金流量 | (2,203) | (5,696) | — | (1,966) |
| Cash flows from/(used in) financing activities | 融資活動產生/(所用)現金流量 | 2,709 | 2,364 | (1,825) | (108) |
| Net increase in cash and cash equivalents | 現金及現金等價物增加淨額 | 9,421 | 3,814 | 1,458 | 3,848 |

12 附屬公司(續)

(b) 非控股權益(「非控股權益」)
(續)

現金流量表概要

The Group acquired two subsidiaries during the year ended 31 December 2020, Wuhu Senlin Property Management Co., Ltd. and Nanchang Junyu Meijia Property Service Co., Ltd., which have non-controlling interest to the Group. Information about the acquisitions' details can be referred to Note 26.

截至二零二零年十二月三十一日止年度，本集團收購了兩間附屬公司，蕪湖市森林物業管理有限公司及南昌君譽美家物業服務有限公司，其擁有本集團的非控股權益。有關該等收購的資料請參閱附註26。

13 INTANGIBLE ASSETS

13 無形資產

| | | Customer relationship 客戶關係 RMB' 000 人民幣千元 | Property management contract 物業管理合約 RMB' 000 人民幣千元 | Service contracts 服務合約 RMB' 000 人民幣千元 | Goodwill (Note 26.1) 商譽 (附註26.1) RMB' 000 人民幣千元 | Computer software 計算機軟件 RMB' 000 人民幣千元 | Total 總計 RMB' 000 人民幣千元 |
|--|--------------------------|--|---|--|--|---|----------------------------------|
| As at 1 January 2020 | 於二零二零年一月一日 | | | | | | |
| Cost | 成本 | — | — | — | — | — | — |
| Accumulated amortisation | 累計攤銷 | — | — | — | — | — | — |
| Net book amount | 賬面淨值 | — | — | — | — | — | — |
| Year ended 31 December 2020 | 截至二零二零年十二月三十一日止年度 | | | | | | |
| Opening net book amount | 年初賬面淨值 | — | — | — | — | — | — |
| Acquisitions of subsidiaries (Note 26) | 收購附屬公司(附註26) | 17,080 | 7,689 | 1,299 | 24,232 | — | 50,300 |
| Amortisation | 攤銷 | (102) | (107) | (4) | — | — | (213) |
| Closing net book amount | 年末賬面淨值 | 16,978 | 7,582 | 1,295 | 24,232 | — | 50,087 |
| As at 31 December 2020 | 於二零二零年十二月三十一日 | | | | | | |
| Cost | 成本 | 17,080 | 7,689 | 1,299 | 24,232 | — | 50,300 |
| Accumulated amortisation | 累計攤銷 | (102) | (107) | (4) | — | — | (213) |
| Net book amount | 賬面淨值 | 16,978 | 7,582 | 1,295 | 24,232 | — | 50,087 |
| Year ended 31 December 2021 | 截至二零二一年十二月三十一日止年度 | | | | | | |
| Opening net book amount | 年初賬面淨值 | 16,978 | 7,582 | 1,295 | 24,232 | — | 50,087 |
| Additions | 添置 | — | — | — | — | 4,348 | 4,348 |
| Amortisation | 攤銷 | (2,439) | (2,563) | (691) | — | (354) | (6,047) |
| Closing net book amount | 年末賬面淨值 | 14,539 | 5,019 | 604 | 24,232 | 3,994 | 48,388 |
| As at 31 December 2021 | 於二零二一年十二月三十一日 | | | | | | |
| Cost | 成本 | 17,080 | 7,689 | 1,299 | 24,232 | 4,348 | 54,648 |
| Accumulated amortisation | 累計攤銷 | (2,541) | (2,670) | (695) | — | (354) | (6,260) |
| Net book amount | 賬面淨值 | 14,539 | 5,019 | 604 | 24,232 | 3,994 | 48,388 |

Except for the computer software, the Group's intangible assets were acquired as part of business combinations during the years ended 31 December 2021 and 2020. See Note 26 for more details.

除計算機軟件外，作為於截至二零二一年及二零二零年十二月三十一日止年度業務合併的一部分，本集團的無形資產已予收購。更多詳情請參閱附註26。

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13 INTANGIBLE ASSETS (CONTINUED)

Notes:

- (a) Amortisation of intangible assets has been charged to the consolidated statements of comprehensive income as follows:

| | | 2021 二零二一年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 |
|-------------------------|------|------------------------------------|------------------------------------|
| Cost of sales | 銷售成本 | 6,011 | 213 |
| Administrative expenses | 行政開支 | 36 | — |
| | | <u>6,047</u> | <u>213</u> |

- (b) An independent valuation was performed by an independent valuer to determine the amount of the customer relationship, property management contracts and service contracts recognised by the Group during year end 31 December 2020. Methods and key assumptions in determining the fair value of the customer relationship, property management contracts and service contracts as at respective acquisition dates are disclosed as follows:

| | Valuation technique 估值技術 | Discount rate 貼現率 | Expected life of the intangible assets 無形資產預期使用年限 |
|---|-------------------------------|----------------------|--|
| Customer relationship 客戶關係 | Discounted cash flow 貼現現金流 | 16.59% - 17.00% | 7 years 7年 |
| Property management contracts 物業管理合約 | Discounted cash flow 貼現現金流 | 16.00% - 16.09% | 3 - 4 years 3 - 4年 |
| Service contracts 服務合約 | Discounted cash flow 貼現現金流 | 13.70% - 15.20% | 1 - 2 years 1 - 2年 |

13 無形資產(續)

附註：

- (a) 已於綜合全面收益表內扣除的無形資產攤銷，如下所示：

| | 2021 二零二一年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 |
|-------------------------|------------------------------------|------------------------------------|
| Cost of sales | 6,011 | 213 |
| Administrative expenses | 36 | — |
| | <u>6,047</u> | <u>213</u> |

- (b) 獨立估值師已進行獨立估值以釐定本集團於截至二零二零年十二月三十一日止年度期間確認的客戶關係金額、物業管理合約及服務合約。於客戶關係、物業管理合約及服務合約各自的收購日期，釐定彼等的公平值的方法及關鍵假設披露如下：

13 INTANGIBLE ASSETS (CONTINUED)

Notes: (Continued)

(c) Impairment tests for goodwill arising from business combinations

The goodwill arose as part of business combinations (Note 26) and were determined at the respective acquisition dates, being the differences between the purchase considerations and the fair values of net identifiable assets of acquirees.

As at 31 December 2021, goodwill of approximately RMB15,953,000 (2020: RMB15,953,000) and RMB8,273,000 (2020: RMB8,273,000) are monitored by the management at the level of Wuhu Senlin Property Management Co., Ltd. in property management segment as a cash-generated unit (“CGU”) standalone and level of Healthcare service segment respectively.

The following table sets forth each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill as at 31 December 2021:



| | | Wuhu Senlin Property Management Co., Ltd. 蕪湖市森林 物業管理 有限公司 | Weiye International Investments Company Limited and its subsidiaries 偉業國際 投資有限公司 及其附屬公司 |
|--|-------------------------------|---|--|
| Revenue – 2022 to 2026 (% annual growth rate) | 收入—二零二二年至 二零二六年 (年增長率%) | 3.0% | 3.9%-60.2% |
| Gross margin (% of revenue) | 毛利率(佔收益%) | 29.7%-30.4% | 61.0% |
| Long-term growth rate | 長期增長率 | 3.0% | 3.0% |
| Pre-tax discount rate | 除稅前貼現率 | 20.7% | 18.3% |



13 無形資產(續)

附註：(續)

(c) 業務合併所產生商譽之減值測試

作為業務合併的一部分而產生的商譽(附註26)將於各自的收購日期釐定，即收購代價與被收購人可辨認淨資產公平值的差額。

於二零二一年十二月三十一日，約人民幣15,953,000元(二零二零年：人民幣15,953,000元)及人民幣8,273,000元(二零二零年：人民幣8,273,000元)的商譽分別由蕪湖市森林物業管理有限公司作為單獨現金產生單位(「現金產生單位」)的物業管理分部層面及康養服務分部層面的管理層進行監控。

下表載列於二零二一年十二月三十一日管理層對商譽進行減值測試的現金流量預測所依據的各項主要假設：

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13 INTANGIBLE ASSETS (CONTINUED)

Notes: (Continued)

- (c) Impairment tests for goodwill arising from business combinations (Continued)

The following table sets forth each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill as at 31 December 2020:

| | | Wuhu Senlin Property Management Co., Ltd. 蕪湖市森林 物業管理 有限公司 | Weiye International Investments Company Limited and its subsidiaries 偉業國際 投資有限公司 及其附屬公司 |
|---|-------------------------------|---|---|
| Revenue– 2021 to 2025 (% annual growth rate) | 收入—二零二一年至 二零二五年 (年增長率%) | 3.0% | 7.9%-64.2% |
| Gross margin (% of revenue) | 毛利率(佔收益%) | 39.4% | 61.0% |
| Long-term growth rate | 長期增長率 | 3.0% | 3.0% |
| Pre-tax discount rate | 除稅前貼現率 | 20.5% | 18.0% |

Management determines growth rate of revenue and gross margin based on past performance and its expectations for the market development. The terminal growth rate applied beyond the budget period is estimated based on industry forecast. The discount rate used is pre-tax and reflects specific risks relating to the CGUs.

13 無形資產(續)

附註：(續)

- (c) 業務合併所產生商譽之減值測試(續)

下表載列於二零二零年十二月三十一日管理層對商譽進行減值測試的現金流量預測所依據的各項主要假設：

管理層根據過往表現及預期市場發展決定收入增長率。預算期後所用終端增長率乃基於行業預測進行估值。所用該貼現率為除稅前，並反映現金產生單位相關之具體風險。

13 INTANGIBLE ASSETS (CONTINUED)

Notes: (Continued)

- (c) Impairment tests for goodwill arising from business combinations (Continued)

As at 31 December 2021, the recoverable amounts of the CGU in Wuhu Senlin Property Management Co., Ltd. and its subsidiaries and Weiye International Investments Company Limited and its subsidiaries are estimated to exceed the carrying amounts of the CGUs by approximately RMB4,654,000 (2020: RMB1,204,000) and RMB3,867,000 (2020: RMB280,000). Such recoverable amounts of the CGUs are determined based on value-in-use (VIU) calculations. The VIU was determined by applying discounted cash flow model on pre-tax cash flow projections based on financial budgets approved by management covering a 5-year period. The calculation requires the Group to estimate the future cash flows expected to arise from each CGU or groups of CGUs and a suitable discount rate in order to calculate the present value. By reference to the result of such VIU calculation in the impairment assessment, management determined that no impairment provision on goodwill was required as at 31 December 2021 (2020: Nil).

Impact of possible changes in key assumptions

Management has undertaken sensitivity analysis on the impairment test of goodwill.

13 無形資產(續)

附註：(續)

- (c) 業務合併所產生商譽之減值測試(續)

於二零二一年十二月三十一日，蕪湖市森林物業管理有限公司及其附屬公司及偉業國際投資有限公司及其附屬公司的現金產生單位之可收回金額預計將超出現金產生單位的賬面值約人民幣4,654,000元(二零二零年：人民幣1,204,000元)及人民幣3,867,000元(二零二零年：人民幣280,000元)。相關現金產生單位之可收回金額乃根據使用價值計算釐定。使用價值根據管理層批准的財務預算應用除稅前現金流量預測折現現金流量模型而釐定，為期覆蓋5年。該計算要求本集團估計預期各現金產生單位或一組現金產生單位將產生之未來現金流量及合適之貼現率，以計算現值。經參考減值評估中相關使用價值計算的結果，管理層決定於二零二一年十二月三十一日商譽無須作出減值撥備(二零二零年：無)。

主要假設可能變動的影響

管理層已對商譽減值測試進行了敏感度分析。

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13 INTANGIBLE ASSETS (CONTINUED)

Notes: (Continued)

- (c) Impairment tests for goodwill arising from business combinations (Continued)

Impact of possible changes in key assumptions (Continued)

The following table sets forth possible changes to the key assumptions of the impairment test and the changes taken in isolation in the VIU calculations that would remove the remaining headroom respectively as at 31 December 2021:



| | | Wuhu Senlin Property Management Co., Ltd. 蕪湖市森林 物業管理 有限公司 | Weiye International Investments Company Limited and its subsidiaries 偉業國際 投資有限公司 及其附屬公司 |
|--|-------------------------------|--|--|
| Revenue – 2022 to 2026 (% annual growth rate) | 收入—二零二二年至 二零二六年 (年增長率%) | -1.4% | -6.3% |
| Gross margin (% of revenue) | 毛利率(佔收益%) | -1.1% | -1.3% |
| Long-term growth rate | 長期增長率 | -2.1% | -2.3% |
| Pre-tax discount rate | 除稅前貼現率 | +1.4% | +1.4% |



13 無形資產(續)

附註：(續)

- (c) 業務合併所產生商譽之減值測試(續)

主要假設可能變動的影響(續)

下表載列於二零二一年十二月三十一日分別除去餘額的減值測試主要假設的可能變動及於使用價值計算方法中單獨計算的變動：

13 INTANGIBLE ASSETS (CONTINUED)

Notes: (Continued)

- (c) Impairment tests for goodwill arising from business combinations (Continued)

Impact of possible changes in key assumptions (Continued)

The following table sets forth possible changes to the key assumptions of the impairment test and the changes taken in isolation in the VIU calculations that would remove the remaining headroom respectively as at 31 December 2020:

| | | Wuhu Senlin Property Management Co., Ltd. 蕪湖市森林 物業管理 有限公司 | Weiye International Investments Company Limited and its subsidiaries 偉業國際 投資有限公司 及其附屬公司 |
|--|-------------------------------|---|---|
| Revenue – 2021 to 2025 (% annual growth rate) | 收入—二零二一年至 二零二五年 (年增長率%) | -0.1% | -0.1% |
| Gross margin (% of revenue) | 毛利率(佔收益%) | -0.6% | -0.1% |
| Long-term growth rate | 長期增長率 | -0.7% | -0.2% |
| Pre-tax discount rate | 除稅前貼現率 | +0.5% | +0.1% |

Management have considered and assessed reasonably possible change for other key assumptions and have not identified any instances that could cause the carrying amount of the CGUs to exceed its recoverable amounts.

13 無形資產(續)

附註：(續)

- (c) 業務合併所產生商譽之減值測試(續)

主要假設可能變動的影響(續)

下表載列於二零二零年十二月三十一日分別除去餘額的減值測試主要假設的可能變動及於使用價值計算方法中單獨計算的變動：

管理層已考慮及評估其他主要假設的合理可能變動，且並無識別可導致現金產生單位賬面值超出其可收回金額的任何事件。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

14 PROPERTY, PLANT AND EQUIPMENT

14 物業、廠房及設備

| | | Leasehold improvements 租賃物業裝修 RMB' 000 人民幣千元 | Furniture, fixtures and equipment 傢私、附著物及設備 RMB' 000 人民幣千元 | Motor vehicles 汽車 RMB' 000 人民幣千元 | Buildings 建築物 RMB' 000 人民幣千元 | Right-of-use assets 使用權資產 RMB' 000 人民幣千元 | Total 總計 RMB' 000 人民幣千元 |
|---------------------------------------|--------------------------|---|---|---|---------------------------------------|---|----------------------------------|
| As at 1 January 2020 | 於二零二零年一月一日 | | | | | | |
| Cost | 成本 | — | 3,837 | 1,694 | — | — | 5,531 |
| Accumulated depreciation | 累計攤銷 | — | (2,231) | (1,149) | — | — | (3,380) |
| Net book amount | 賬面淨值 | — | 1,606 | 545 | — | — | 2,151 |
| Year ended 31 December 2020 | 截至二零二零年十二月三十一日止年度 | | | | | | |
| Opening net book amount | 年初賬面淨值 | — | 1,606 | 545 | — | — | 2,151 |
| Additions | 添置 | — | 578 | 619 | — | — | 1,197 |
| Acquisition of subsidiaries (Note 26) | 收購附屬公司(附註26) | 6,727 | 4,991 | 2 | — | 11,183 | 22,903 |
| Disposals | 出售 | — | (214) | (3) | — | — | (217) |
| Depreciation | 折舊 | — | (654) | (187) | — | — | (841) |
| Closing net book amount | 年末賬面淨值 | 6,727 | 6,307 | 976 | — | 11,183 | 25,193 |
| As at 31 December 2020 | 於二零二零年十二月三十一日 | | | | | | |
| Cost | 成本 | 6,727 | 11,440 | 2,252 | — | 11,183 | 31,602 |
| Accumulated depreciation | 累計折舊 | — | (5,133) | (1,276) | — | — | (6,409) |
| Net book amount | 賬面淨值 | 6,727 | 6,307 | 976 | — | 11,183 | 25,193 |
| Year ended 31 December 2021 | 截至二零二一年十二月三十一日止年度 | | | | | | |
| Opening net book amount | 年初賬面淨值 | 6,727 | 6,307 | 976 | — | 11,183 | 25,193 |
| Additions | 添置 | 406 | 3,253 | 1,285 | 26,772 | 1,247 | 32,963 |
| Modification | 修改 | — | — | — | — | 2,579 | 2,579 |
| Disposals | 出售 | — | (46) | (1) | — | — | (47) |
| Depreciation | 折舊 | (803) | (2,132) | (960) | — | (635) | (4,530) |
| Closing net book amount | 年末賬面淨值 | 6,330 | 7,382 | 1,300 | 26,772 | 14,374 | 56,158 |
| As at 31 December 2021 | 於二零二一年十二月三十一日 | | | | | | |
| Cost | 成本 | 7,133 | 14,504 | 3,328 | 26,772 | 15,009 | 66,746 |
| Accumulated depreciation | 累計折舊 | (803) | (7,122) | (2,028) | — | (635) | (10,588) |
| Net book amount | 賬面淨值 | 6,330 | 7,382 | 1,300 | 26,772 | 14,374 | 56,158 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

14 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Depreciation expenses have been charged to the consolidated statements of comprehensive income as follows:

| | | 2021 二零二一年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 |
|-------------------------|------|------------------------------------|------------------------------------|
| Cost of sales | 銷售成本 | 2,698 | 520 |
| Administrative expenses | 行政開支 | 1,832 | 321 |
| | | <u>4,530</u> | <u>841</u> |

14 物業、廠房及設備(續)

已於綜合全面收益表內扣除的折舊開支如下：

15 TRADE AND OTHER RECEIVABLES AND PREPAYMENTS

| | | 2021 二零二一年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 |
|---|----------------|------------------------------------|------------------------------------|
| Trade receivables (Note (a)) | 貿易應收款項(附註(a)) | | |
| – Related parties (Note 25(b)) | – 關聯方(附註25(b)) | 60,820 | 53,863 |
| – Third parties | – 第三方 | 76,020 | 40,420 |
| | | <u>136,840</u> | 94,283 |
| Less: Loss allowance | 減：虧損撥備 | (7,448) | (3,681) |
| | | <u>129,392</u> | 90,602 |
| Deposits | 按金 | 3,358 | 2,852 |
| Receivables due from property owners (Note (c)) | 應收業主款項(附註(c)) | 6,111 | 4,789 |
| Other receivables | 其他應收款項 | | |
| – Advance to employees | – 墊款予僱員 | 467 | 6,108 |
| – Others | – 其他 | 3,087 | 4,343 |
| Less: allowance for impairment of other receivables | 減：其他應收款項的減值撥備 | (92) | (213) |
| | | <u>12,931</u> | 17,879 |
| Prepaid listing expenses | 預付上市開支 | 5,792 | — |
| Other prepayments | 其他預付款項 | 2,682 | 414 |
| | | <u>8,474</u> | 414 |
| Total trade and other receivables and prepayments | 貿易及其他應收款項及預付款項 | <u>150,797</u> | <u>108,895</u> |

15 貿易及其他應收款項及預付款項

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

15 TRADE AND OTHER RECEIVABLES AND PREPAYMENTS (CONTINUED)

Notes:

- (a) Trade receivables mainly arise from property management service income, value-added services as provided to non-property owners, community healthcare services and IT and intelligent construction services.

Property management services income are received in accordance with the terms of the relevant services agreements. Service income from property management service is due for payment by the residents upon the issuance of demand note.

- (b) The carrying amounts of other receivables and deposits approximate their fair values and are unsecured, interest-free and repayable on demand. The carrying amounts of the Group's trade and other receivables and deposits are denominated in RMB.

- (c) It mainly represented utilities costs of properties paid on behalf of property owners.

As at 31 December 2021 and 2020, the ageing analysis of the trade receivables based on invoice date were as follows:

| | | 2021 二零二一年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 |
|----------------|----------|------------------------------------|------------------------------------|
| 0 – 30 days | 0至30天 | 67,181 | 66,890 |
| 31 – 60 days | 31至60天 | 10,618 | 6,174 |
| 61 – 90 days | 61至90天 | 7,208 | 4,042 |
| 91 – 180 days | 91至180天 | 24,480 | 6,347 |
| 181 – 365 days | 181至365天 | 22,773 | 8,572 |
| Over 365 days | 超過365天 | 4,580 | 2,258 |
| | | <u>136,840</u> | <u>94,283</u> |

The Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9.

15 貿易及其他應收款項及預付款項 (續)

附註：

- (a) 貿易應收款項主要產生自物業管理服務收入、提供予非業主的增值服務、社區康養服務及IT及智能建設服務。

物業管理服務收入依據相關服務協議的條款收取。住戶應在吾等發出繳款通知書時支付到期的物業管理服務收入。

- (b) 其他應收款項及按金的賬面值與其公平值相若，並為無抵押、免息及須按要求償還。本集團貿易及其他應收款項及按金的賬面值以人民幣計值

- (c) 主要指代表業主支付的公用事業費。

於二零二一年及二零二零年十二月三十一日，貿易應收款項按發票日期確認的賬齡分析如下：

本集團採用簡化法就香港財務報告準則第9號指定的預期信貸虧損計提撥備。

15 TRADE AND OTHER RECEIVABLES AND PREPAYMENTS
(CONTINUED)

The movement of provision for impairment of trade receivables is as follows:

| | | 2021 二零二一年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 |
|---|--------------|------------------------------------|------------------------------------|
| At 1 January | 於一月一日 | 3,681 | 2,475 |
| Provision for impairment charged to consolidated profit or loss | 於綜合損益扣除的減值撥備 | 3,767 | 1,206 |
| At 31 December | 於十二月三十一日 | 7,448 | 3,681 |

Net provision for impairment losses of trade receivables has been included in net provision for impairment losses of financial assets of the consolidated statements of profit or loss. Amounts charged to the allowance account are generally written off when there is no expectation of recovering the amount. Information about the impairment of trade receivables and the Group's exposure to credit risk can be found in Note 3.1.

15 貿易及其他應收款項及預付款項
(續)

貿易應收款項的減值撥備變動如下：

| | | 2021 二零二一年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 |
|---|--------------|------------------------------------|------------------------------------|
| At 1 January | 於一月一日 | 3,681 | 2,475 |
| Provision for impairment charged to consolidated profit or loss | 於綜合損益扣除的減值撥備 | 3,767 | 1,206 |
| At 31 December | 於十二月三十一日 | 7,448 | 3,681 |

貿易應收款項的減值虧損淨撥備已計入綜合損益表的金融資產減值虧損的淨撥備。計入減值撥備的金額於預期無法收回金額時撇銷。有關貿易應收款項減值及本集團所面臨信貸風險的資料，請參閱附註3.1。

16 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD

The carrying amounts recognised in the consolidated balance sheet are as follows:

| | | 2021 二零二一年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 |
|-------------------|----------|------------------------------------|------------------------------------|
| Associates | 聯營公司 | 1,458 | 1,070 |
| Joint ventures | 合營企業 | 1,950 | 805 |
| As at 31 December | 於十二月三十一日 | 3,408 | 1,875 |

16 按權益法入賬的投資

於綜合資產負債表內確認的賬面值如下：

| | | 2021 二零二一年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 |
|-------------------|----------|------------------------------------|------------------------------------|
| Associates | 聯營公司 | 1,458 | 1,070 |
| Joint ventures | 合營企業 | 1,950 | 805 |
| As at 31 December | 於十二月三十一日 | 3,408 | 1,875 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

16 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (CONTINUED)

The amounts recognised in the consolidated statement of profit or loss are as follows:

| | | 2021 二零二一年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 |
|------------------------------------|----------|------------------------------------|------------------------------------|
| Share of results of associates | 應佔聯營公司業績 | 388 | 307 |
| Share of results of joint ventures | 應佔合營企業業績 | 1,757 | 606 |
| | | <u>2,145</u> | <u>913</u> |

16 按權益法入賬的投資(續)

於綜合損益表內確認的金額如下：

(a) Interests in associates

| | | 2021 二零二一年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 |
|--|-----------------|------------------------------------|------------------------------------|
| At 1 January | 於一月一日 | 1,070 | 527 |
| Additions | 添置 | — | 1,226 |
| Transfers to subsidiaries (Note 26.2) | 轉撥至附屬公司(附註26.2) | — | (1,060) |
| Acquisitions of subsidiaries (Note 26.1) | 收購附屬公司(附註26.1) | — | 70 |
| Share of profits, net | 應佔溢利淨額 | 388 | 307 |
| At 31 December | 於十二月三十一日 | <u>1,458</u> | <u>1,070</u> |

(a) 於聯營公司的權益

The directors of the Company consider that none of the associates were significant to the Group and thus the individual financial information of the associates was not disclosed.

本公司董事認為，概無聯營公司對本集團構成重大影響，故並無披露聯營公司的獨立財務資料。

16 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD
(CONTINUED)

16 按權益法入賬的投資(續)

(b) Nature of interest in associates

(b) 於聯營公司的權益性質

| Name of entity 實體名稱 | Principal place of business 主要營業地點 | % of ownership 所有權 % | | Principal activities 主要業務 |
|--|---------------------------------------|-------------------------|---------------|---|
| | | 2021 二零二一年 | 2020 二零二零年 | |
| Indirectly held: 間接持有： | | | | |
| Nanchang Junyu Meijia Property Service Co., Ltd. 南昌君譽美家物業服務有限公司 | The PRC 中國 | — | — | Property management service in the PRC (附註 i) 在中國提供物業管理服務 |
| Gongqing City High-tech Zone Chuangxin Redco Property Service Co., Ltd. 共青城市高新區創新力高物業服務有限公司 | The PRC 中國 | 49% | 49% | Property management service in the PRC 在中國提供物業管理服務 |
| Gongqing City Gold Medal Property Service Co., Ltd. 共青城市金牌物業服務有限公司 | The PRC 中國 | 49% | 49% | Property management service in the PRC 在中國提供物業管理服務 |
| Anhui Huali Property Service Co., Ltd. 安徽華力物業服務有限公司 | The PRC 中國 | 20% | 20% | Property management service in the PRC 在中國提供物業管理服務 |
| Love Care Redco (Shanghai) Elderly Service Co., Ltd. 愛照護力高(上海)養老服務有限公司 | The PRC 中國 | 20% | 20% | Provision of healthcare service in the PRC 在中國提供物業管理服務 |
| Yantai Aicare Redco Elderly Service Co., Ltd. 煙台愛照護力高養老服務有限公司 | The PRC 中國 | 20% | 20% | Provision of healthcare service in the PRC 在中國提供物業管理服務 |

The associates held by the Group have share capital consisting solely of ordinary shares. All of the associates are private companies with no quoted market price available for their shares.

本集團所持聯營公司擁有的股本僅包括普通股。所有聯營公司均為私人公司，其股份並無市場報價。

16 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD
(CONTINUED)

(b) Nature of interest in associates (Continued)

Note i:

On 14 December 2020, the Group entered into an acting-in-concert agreement with another shareholder which holds 33% interest, whereby the said shareholder and its appointed director will follow decisions made by the Group and directors appointed by the Group in shareholders' meetings and directors' meetings respectively. Effectively, the Group has obtained 68% voting rights in aggregate in shareholders' meetings and is able to appoint three out of five directors. As resolutions of directors' meetings only require a simple majority approval, the Group considers it has obtained control over Nanchang Junyu Meijia. Accordingly, Nanchang Junyu Meijia has been derecognised as an associate and classified as a subsidiary since 14 December 2020 (Note 26.2).

(c) Interests in joint ventures



| | |
|----------------------|----------|
| At 1 January | 於一月一日 |
| Dividends received | 已收股息 |
| Share of profit, net | 應佔溢利淨額 |
| At 31 December | 於十二月三十一日 |



The directors of the Company consider that none of the joint ventures were significant to the Group and thus the individual financial information of the joint ventures was not disclosed.

16 按權益法入賬的投資(續)

(b) 於聯營公司的權益性質(續)

附註 i:

於二零二零年十二月十四日，本集團與另一持有33%權益的股東訂立一致行動協議，據此，上述股東及其委任董事將遵從本集團及本集團委任董事分別於股東大會及董事會議作出的決定。本集團實際獲得股東大會合共68%投票權，可委任五名董事當中的三名董事。由於董事會議的決議案僅需要簡單多數批准，故本集團認為其已獲得南昌君譽美家的控制權。因此，自二零二零年十二月十四日起，南昌君譽美家已被終止確認為聯營公司並被分類為附屬公司(附註26.2)。

(c) 於合營企業的權益

| | | 2021 二零二一年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 |
|----------------------|----------|------------------------------------|------------------------------------|
| At 1 January | 於一月一日 | 805 | 199 |
| Dividends received | 已收股息 | (612) | — |
| Share of profit, net | 應佔溢利淨額 | 1,757 | 606 |
| At 31 December | 於十二月三十一日 | 1,950 | 805 |

本公司董事認為，概無合營企業對本集團構成重大影響，故並無披露合營企業的獨立財務資料。

16 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD
(CONTINUED)

16 按權益法入賬的投資(續)

(d) Nature of interest in joint ventures

(d) 於合營企業的權益性質

| Name of entity 實體名稱 | Principal place of business 主要營業地點 | % of ownership 所有權 % | | Principal activities 主要業務 |
|---|---------------------------------------|---------------------------|---------------|---|
| | | 2021 二零二一年 | 2020 二零二零年 | |
| Indirectly held: 間接持有： | | | | |
| Jiangxi Province Guogao Property Services Limited 江西省國高物業服務有限公司 | The PRC 中國 | 51% | 51% | Property management service in the PRC 在中國提供物業管理服務 |
| Nanchang Yingmei Property Co., Ltd. 南昌盈美物業有限公司 | The PRC 中國 | 51% | 51% | Property management service in the PRC 在中國提供物業管理服務 |
| Shijiazhuang Lanting Property Management Co., Ltd. 石家莊蘭庭物業管理有限公司 | The PRC 中國 | 51% | 51% | Property management in the PRC 在中國管理物業 |
| Xixian New District Qinhan New City Junyue Family Property Management Co., Ltd. 西咸新區秦漢新城君樾世家物業管理有限公司 | The PRC 中國 | 50% | 50% | Property management in the PRC 在中國管理物業 |
| Foshan Aimeijia Property Service Co., Ltd. 佛山市愛美嘉物業服務有限公司 | The PRC 中國 | 49% (Note i) (附註 i) | — | Property management service in the PRC 在中國提供物業管理服務 |

The Group has joint control over the above entities under contractual agreements, and unanimous consent is required from all parties for all relevant activities of the entities.

本集團根據合約協議對上述實體具有聯合控制權，而所有訂約方須一致同意方可進行該實體的所有相關活動。

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16 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD
(CONTINUED)

(d) Nature of interest in joint ventures (Continued)

Note i:

The joint venture was incorporated by the Group as a wholly-owned subsidiary in September 2021 and such entity has been inactive since then. The Group disposed of 51% equity interests in this entity to Foshan Aimeijia Property Service Co., Ltd., an independent third party to the Group, at nil consideration on 13 December 2021.

As at 31 December 2021, there were no material commitments or contingent liabilities in respect of associates and joint ventures (2020: Nil).

16 按權益法入賬的投資(續)

(d) 於合營企業的權益性質(續)

附註 i:

該合營企業由本集團於二零二一年九月註冊成立為全資附屬公司，且該實體自成立以來一直處於非活動狀態。本集團於二零二一年十二月十三日以零代價將該實體51%的股權出售予本集團的獨立第三方佛山市愛情美家物業服務有限公司。

於二零二一年十二月三十一日，並無有關聯營公司及合營企業的重大承擔或或然負債。(二零二零年：無)

17 CASH AND CASH EQUIVALENTS

17 現金及現金等價物

| | | 2021 二零二一年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 |
|---------------------------|----------|------------------------------------|------------------------------------|
| Cash at banks | 銀行現金 | 122,848 | 134,626 |
| Cash on hand | 手頭現金 | 804 | 2,713 |
| Cash and cash equivalents | 現金及現金等價物 | 123,652 | 137,339 |

The carrying amounts of the Group's cash and cash equivalents are equivalent to their fair values and are denominated in the following currencies:

本集團的現金及現金等價物的賬面金額與其公平值相等並以下列貨幣計值：

| | | 2021 二零二一年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 |
|------------------------------|----------|------------------------------------|------------------------------------|
| RMB | 人民幣 | 121,616 | 136,973 |
| Hong Kong dollar ("HK\$") | 港元(「港元」) | 1,951 | 322 |
| United States dollar ("USD") | 美元(「美元」) | 85 | 44 |
| | | 123,652 | 137,339 |

17 CASH AND CASH EQUIVALENTS (CONTINUED)

The cash and cash equivalents denominated in RMB are deposited with banks in the PRC. The remittance of such balances out of the PRC is subject to the rules and regulations of foreign exchange control promulgated by the PRC government.

18 SHARE CAPITAL

| | | Number of share 股份數目 | Par value per share 每股面值 | HK\$' 000 千港元 | RMB' 000 人民幣千元 |
|---|--|----------------------------|--------------------------------|------------------|-------------------|
| Authorised: | 法定： | | | | |
| At 10 February 2021 (date of incorporation of the Company) and 31 December 2021 | 於二零二一年二月十日 (本公司註冊成立日期)及 二零二一年十二月三十一日 | 3,800,000 | HK\$0.1 港元 | 380 | 316 |
| Issued and fully paid: | 已發行及全額支付： | | | | |
| At 10 February 2021 (date of incorporation of the Company) | 於二零二一年二月十日 (本公司註冊成立日期) | 1 | HK\$0.1 港元 | — | — |
| Issuance of shares upon reorganisation | 重組後發行股份 | 3 | HK\$0.1 港元 | — | — |
| At 31 December 2021 | 於二零二一年十二月三十一日 | 4 | HK\$0.1 港元 | — | — |

The following movements in share capital happened subsequently to the year ended 31 December 2021:

Pursuant to the resolutions of the shareholder passed on 14 March 2022, subject to the share premium account of the Company being credited as a result of the issue of the offer shares under the Global Offering, the directors are authorised to allot and issue a total of 149,999,996 shares credited as fully paid at par to Top Glory International Holdings Ltd. by way of capitalisation of HK\$14,999,999 standing to the credit of the share premium account of the Company.

On 31 March 2022, the Company issued 50,000,000 shares at HK\$4.1 each through an initial public offering of shares and raised gross cash proceeds of approximately HK\$205,000,000 (before listing expenses). The Company's shares were listed on the Main Board on 31 March 2022.

17 現金及現金等價物(續)

以人民幣計值的現金及現金等價物存置於中國的銀行。往中國境外匯出有關結餘受中國政府頒佈的外匯管制條例及法規規限。

18 股本

| | | Number of share 股份數目 | Par value per share 每股面值 | HK\$' 000 千港元 | RMB' 000 人民幣千元 |
|---|--|----------------------------|--------------------------------|------------------|-------------------|
| Authorised: | 法定： | | | | |
| At 10 February 2021 (date of incorporation of the Company) and 31 December 2021 | 於二零二一年二月十日 (本公司註冊成立日期)及 二零二一年十二月三十一日 | 3,800,000 | HK\$0.1 港元 | 380 | 316 |
| Issued and fully paid: | 已發行及全額支付： | | | | |
| At 10 February 2021 (date of incorporation of the Company) | 於二零二一年二月十日 (本公司註冊成立日期) | 1 | HK\$0.1 港元 | — | — |
| Issuance of shares upon reorganisation | 重組後發行股份 | 3 | HK\$0.1 港元 | — | — |
| At 31 December 2021 | 於二零二一年十二月三十一日 | 4 | HK\$0.1 港元 | — | — |

截至二零二一年十二月三十一日止年度後股本發生的變動如下：

根據本公司股東於二零二二年三月十四日通過的決議案，視乎根據全球發售發行發售股份而入賬的本公司股份溢價賬而定，董事獲授權以資本化本公司股份溢價賬的進賬額14,999,999港元的方式，向Top Glory International Holdings Ltd. 配發及發行合共149,999,996股按面值入賬並列作繳足股份。

於二零二二年三月三十一日，本公司透過首次公開發售股份按每股4.1港元發行50,000,000股股份，並籌得現金所得款項總額約205,000,000港元(除上市開支前)。本公司的股份於二零二二年三月三十一日於主板上市。

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19 RESERVES

19 儲備

| | | Statutory reserves 法定儲備 RMB' 000 人民幣千元 | Retained earnings 保留盈利 RMB' 000 人民幣千元 | Exchange reserve 匯兌儲備 RMB' 000 人民幣千元 | Other reserve 其他儲備 RMB' 000 人民幣千元 | Total 總計 RMB' 000 人民幣千元 |
|--|-------------------------------------|---|--|---|--|----------------------------------|
| At 1 January 2020 | 於二零二零年一月一日 | 3,547 | 51,183 | (24) | — | 54,706 |
| Profit for the year | 年內溢利 | — | 39,612 | — | — | 39,612 |
| Currency translations differences | 貨幣匯兌差額 | — | — | 13 | — | 13 |
| Transfer to statutory reserve | 轉撥至法定儲備 | 871 | (871) | — | — | — |
| Change in ownership interests in subsidiaries without change of control (Note 26.3(a)) | 在控制權無變動的情況下於附屬公司所有權權益的變動(附註26.3(a)) | — | — | — | 576 | 576 |
| At 31 December 2020 | 於二零二零年十二月三十一日 | 4,418 | 89,924 | (11) | 576 | 94,907 |
| At 1 January 2021 | 於二零二一年一月一日 | 4,418 | 89,924 | (11) | 576 | 94,907 |
| Profit for the year | 年內溢利 | — | 32,140 | — | — | 32,140 |
| Currency translations differences | 貨幣匯兌差額 | — | — | 372 | — | 372 |
| Transfer to statutory reserve | 轉撥至法定儲備 | 1,169 | (1,169) | — | — | — |
| Change in ownership interests in subsidiaries without change of control (Note 26.3(b)) | 在控制權無變動的情況下於附屬公司所有權權益的變動(附註26.3(b)) | — | — | — | 2,408 | 2,408 |
| At 31 December 2021 | 於二零二一年十二月三十一日 | 5,587 | 120,895 | 361 | 2,984 | 129,827 |

20 DEFERRED INCOME TAX

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities and when the deferred income taxes related to the same tax authority.

The balances shown in the consolidated balance sheet, after appropriate offsetting, are as follows:

| | | 2021 二零二一年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 |
|---|---------------------|------------------------------------|------------------------------------|
| Deferred income tax assets | 遞延所得稅資產 | | |
| – to be recovered after more than 12 months | – 將於12個月後收回的遞延所得稅資產 | 6,938 | 5,245 |
| Deferred income tax liabilities | 遞延所得稅負債 | | |
| – to be recovered after more than 12 months | – 將於12個月後收回的遞延所得稅負債 | (5,683) | (7,211) |
| – to be recovered within 12 months | – 將於12個月內收回的遞延所得稅負債 | (1,529) | (1,529) |
| Net deferred income tax liabilities | 遞延所得稅負債淨額 | (274) | (3,495) |

20 遞延所得稅

遞延所得稅資產及負債在有合法行使的權利將即期稅項資產與即期稅項負債互相抵銷，且遞延所得稅由同一稅務機關徵收時方可互相抵銷。

綜合資產負債表所示結餘(經適當抵銷後)如下：

The movements in the net deferred income tax assets/(liabilities) are as follows:

遞延所得稅資產/(負債)淨額的變動如下：

| | | 2021 二零二一年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 |
|--|----------|------------------------------------|------------------------------------|
| At 1 January | 於一月一日 | (3,495) | 653 |
| Credited to consolidated statement of profit or loss | 計入綜合損益表 | 3,221 | 360 |
| Acquisition of subsidiaries | 收購附屬公司 | — | (4,508) |
| At 31 December | 於十二月三十一日 | (274) | (3,495) |

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20 DEFERRED INCOME TAX (CONTINUED)

The movements in deferred income tax assets and liabilities during the year ended 31 December 2021, without taking into consideration the offsetting of balances within the same tax jurisdiction, are as follows:

Deferred income tax liabilities

| | | Fair value adjustment on acquisition of subsidiaries 收購 附屬公司的 公平值調整 RMB' 000 人民幣千元 | Total 總計 RMB' 000 人民幣千元 |
|---|---------------|--|----------------------------------|
| At 1 January 2020 | 於二零二零年一月一日 | — | — |
| Acquisition of subsidiaries | 收購附屬公司 | (8,740) | (8,740) |
| At 31 December 2020 | 於二零二零年十二月三十一日 | (8,740) | (8,740) |
| At 1 January 2021 | 於二零二一年一月一日 | (8,740) | (8,740) |
| Credited to consolidated statement of profit or loss | 計入綜合損益表 | 1,528 | 1,528 |
| At 31 December 2021 | 於二零二一年十二月三十一日 | (7,212) | (7,212) |

20 遞延所得稅(續)

截至二零二一年十二月三十一日止年度，遞延所得稅資產及負債的變動(未計及同一稅務司法權區的結餘抵銷)如下：

遞延所得稅負債

20 DEFERRED INCOME TAX (CONTINUED)

Deferred income tax assets

| | | Provision 撥備 RMB' 000 人民幣千元 | Tax losses 稅項虧損 RMB' 000 人民幣千元 | Total 總計 RMB' 000 人民幣千元 |
|--|---------------|--------------------------------------|---|----------------------------------|
| At 1 January 2020 | 於二零二零年一月一日 | 653 | — | 653 |
| Credited to consolidated statement of profit or loss | 計入綜合損益表 | 360 | — | 360 |
| Acquisition of subsidiaries | 收購附屬公司 | 1,131 | 3,101 | 4,232 |
| At 31 December 2020 | 於二零二零年十二月三十一日 | 2,144 | 3,101 | 5,245 |
| At 1 January 2021 | 於二零二一年一月一日 | 2,144 | 3,101 | 5,245 |
| Credited to consolidated statement of profit or loss | 計入綜合損益表 | 872 | 821 | 1,693 |
| At 31 December 2021 | 於二零二一年十二月三十一日 | 3,016 | 3,922 | 6,938 |

Deferred income tax assets are recognised for tax losses carried forward to the extent that the realisation of the related tax benefit through the future taxable profits is probable.

As at 31 December 2021, the Group did not recognise deferred income tax assets of approximately RMB1,714,000 (2020: RMB50,000) in respect of losses incurred by the Group's PRC subsidiaries amounting to approximately RMB6,856,000 (2020: RMB198,000), that can be carried forward for one to five years for offsetting against future taxable income.

Pursuant to the relevant PRC corporate income tax rules and regulations, deferred tax on withholding tax is imposed on declared dividends in respect of profits earned by the Group's PRC subsidiaries from 1 January 2008. The Company controls the dividend policy of its subsidiaries. As at 31 December 2021, the Directors do not have an intention to distribute the retained earnings of certain subsidiaries such that deferred income tax liabilities of approximately RMB13,555,000 (2020: RMB9,005,000) have not been recognised for the withholding tax and other taxes that would be payable on the unremitted earnings of these subsidiaries. As at 31 December 2021, the Group's unremitted earnings totalled approximately RMB135,549,000 (2020: RMB90,050,000).

20 遞延所得稅(續)

遞延所得稅資產

遞延所得稅資產乃於有可能藉日後應課稅溢利變現有關利益的情況下就結轉稅項虧損確認。

於二零二一年十二月三十一日，本集團並未就本集團的中國附屬公司所產生的虧損約人民幣6,856,000元(二零二零年：人民幣198,000元)確認遞延所得稅資產約人民幣1,714,000元(二零二零年：人民幣50,000元)，該虧損可結轉一至五年以抵銷未來應課稅收入。

根據相關中國企業所得稅規則及法規，就本集團的中國附屬公司自二零零八年一月一日起所得溢利而宣派的股息須繳納預扣稅遞延稅。本公司控制其附屬公司的股息政策。於二零二一年十二月三十一日，董事無意分派若干附屬公司的保留盈利，因此尚未就該等附屬公司未匯出盈利應付的預扣稅及其他稅項確認遞延所得稅負債約人民幣13,555,000元(二零二零年：人民幣9,005,000元)。於二零二一年十二月三十一日，本集團未匯出盈利總額約為人民幣135,549,000元(二零二零年：人民幣90,050,000元)。

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21 TRADE PAYABLES, ACCRUALS AND OTHER PAYABLES

21 貿易應付款項、應計費用及其他應付款項

| | | 2021 二零二一年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 |
|-------------------------------|-------------|------------------------------------|------------------------------------|
| Trade payables | 貿易應付款項 | 18,513 | 9,790 |
| Accruals and other payables | 應計費用及其他應付款項 | 41,711 | 34,400 |
| Accruals for listing expenses | 應計上市開支 | 3,631 | — |
| Consideration payable | 應付代價 | 2,155 | 18,142 |
| Other taxes payables | 其他應付稅項 | 4,550 | 5,181 |
| Salary payables | 應付薪金 | 5,003 | 7,124 |
| | | <u>57,050</u> | <u>64,847</u> |
| Less: non-current portion | 減：非流動部分 | | |
| Consideration payable | 應付代價 | (2,155) | (1,924) |
| | | <u>54,895</u> | <u>62,923</u> |

As at 31 December 2021, the carrying amounts of the Group's trade payables approximate their fair values due to their short maturities (2020: Same).

於二零二一年十二月三十一日，本集團貿易應付款項的賬面值因其於短期內到期而與其公平值相若（二零二零年：相同）。

As at 31 December 2021, the carrying amounts of trade and other payables were mainly denominated in RMB (2020: Same).

於二零二一年十二月三十一日，貿易及其他應付款項的賬面值主要以人民幣計值（二零二零年：相同）。

The aging analysis of the trade payables based on invoice dates is as follows:

貿易應付款項按發票日期的賬齡分析如下：

| | | 2021 二零二一年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 |
|--------------|--------|------------------------------------|------------------------------------|
| 0 - 30 days | 0至30天 | 12,350 | 4,408 |
| 31 - 60 days | 31至60天 | 550 | 1,399 |
| 61 - 90 days | 61至90天 | 1,431 | 2,566 |
| Over 90 days | 超過90天 | 4,182 | 1,417 |
| | | <u>18,513</u> | <u>9,790</u> |

22 BORROWINGS

22 借款

| | | 2021 二零二一年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 |
|--|----------------------|------------------------------------|------------------------------------|
| Total bank borrowings | 總銀行借款 | 10,231 | 4,550 |
| Portion of due for repayment within one year or contain a repayment on demand clause | 於一年內到期償還或含有應要求償還條款部分 | (10,231) | (400) |
| Non-current portion | 非流動部分 | — | 4,150 |

As at 31 December 2021, the effective interest rate of bank borrowing was 1.50% (2020: 6.09%).

於二零二一年十二月三十一日，銀行借款的實際利率為1.50%（二零二零年：6.09%）。

As at 31 December 2021, the Group's bank borrowing was charged with interest rate of 1-month HIBOR plus 1.3% per annum (2020: 6.09% per annum).

於二零二一年十二月三十一日，本集團銀行借款按1個月香港銀行同業拆息加1.3%的年利率（二零二零年：年利率6.09%）計息。

As at 31 December 2021, the Group's bank borrowing was secured by the pledge of certain properties (note 14) with a carrying amount of RMB26,772,000 and guaranteed by the Company.

於二零二一年十二月三十一日，本集團的銀行借款以若干物業（附註14）抵押作擔保，賬面值為人民幣26,772,000元，並由本公司擔保。

As at 31 December 2020, the Group's bank borrowing was secured by the pledge of properties provided by a director of a subsidiary. Such bank borrowing was fully repaid during the year ended 31 December 2021.

於二零二零年十二月三十一日，本集團的銀行借款以一間附屬公司的一名董事提供的物業抵押作擔保。有關銀行借款於截至二零二一年十二月三十一日止年度期間悉數償還。

As at 31 December 2021, the carrying amount of the borrowing approximated its fair value and was denominated in HK\$ (2020: RMB).

於二零二一年十二月三十一日，借款的賬面值與其公平值相若，並以港元計值（二零二零年：以人民幣計值）。

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22 BORROWINGS (CONTINUED)

The amounts based on the scheduled repayment dates set out in the loan agreement and the maturities of the Group's total borrowing at the respective balance sheet dates are shown below:

| | | 2021 二零二一年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 |
|---|--------|------------------------------------|------------------------------------|
| Amounts of borrowing that are repayable: 須於下列期限償還的借款金額： | | | |
| - Within 1 year | - 1年內 | 962 | 400 |
| - Between 1 and 2 years | - 1至2年 | 969 | 4,150 |
| - Between 2 and 5 years | - 2至5年 | 2,996 | — |
| - Over 5 years | - 超過5年 | 5,304 | — |
| | | 10,231 | 4,550 |

As at 31 December 2021, the Group have total bank facilities of approximately RMB10,231,000 (2020: RMB4,550,000) and the Group utilised all bank facilities as at both year end.

22 借款(續)

本集團於各資產負債表日期的總借款金額(基於貸款協議所載既定還款日期)及屆滿期限載列如下：

於二零二一年十二月三十一日，本集團的銀行融資總額約為人民幣10,231,000元(二零二零年：人民幣4,550,000)元，且本集團於該兩個年末均已動用所有銀行融資。

23 LEASES

(a) Amounts recognised in the consolidated balance sheet

The consolidated balance sheet shows the following amounts relating to leases:

| | | 2021 二零二一年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 |
|------------------------|------------|------------------------------------|------------------------------------|
| Right-of-use assets | 使用權資產 | | |
| - Properties (Note 14) | - 物業(附註14) | 14,374 | 11,183 |
| Lease liabilities | 租賃負債 | | |
| - Current | - 流動 | 366 | — |
| - Non-current | - 非流動 | 3,569 | — |
| | | 3,935 | — |

23 租賃

(a) 於綜合資產負債表內確認的金額

綜合資產負債表展示以下有關租賃的金額：

23 LEASES (CONTINUED)

(a) Amounts recognised in the consolidated balance sheet
(Continued)

During the year ended 31 December 2020, the Group acquired the right-of-use assets through acquisition of a subsidiary (Note 26.1). Additions and modification to the right-of-use assets during the year ended 31 December 2021 were RMB1,247,000 and RMB2,579,000 respectively.

The total cash outflow for leases during the year ended 31 December 2021 was RMB2,172,000 (2020: RMB830,000).

(b) Amounts recognised in the consolidated statement of profit or loss

The consolidated statement of profit or loss shows the following amounts relating to leases:

| | | 2021 二零二一年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 |
|---|----------------------------|------------------------------------|------------------------------------|
| Depreciation charge of right-of-use assets | 使用權資產折舊收費 | | |
| - Properties (Note 14) | - 物業(附註14) | 635 | — |
| Interest expense (included in finance costs) | 利息開支(計入融資成本) | 217 | — |
| Expense relating to short-term leases (included in cost of sales and administrative expenses) | 有關短期租賃的開支 (計入銷售成本及行政開支) | 2,064 | 830 |

(c) The Group's leasing activities and how these are accounted for

The Group leases various offices. Rental contracts are typically made for fixed periods of 2 months to 26 years.

23 租賃(續)

(a) 於綜合資產負債表內確認的金額(續)

截至二零二零年十二月三十一日止年度，本集團已透過收購一間附屬公司取得使用權資產(附註26.1)。截至二零二一年十二月三十一日止年度，使用權資產的添置及修改分別為人民幣1,247,000元及人民幣2,579,000元。

截至二零二一年十二月三十一日止年度的租賃現金流出總額為人民幣2,172,000元(二零二零年：人民幣830,000元)。

(b) 於綜合損益表內確認的金額

綜合損益表展示以下有關租賃的金額：

(c) 本集團的租賃活動及其會計處理方式

本集團租賃多個辦公室。租賃合約通常為2個月至26年的固定期限。

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23 LEASES (CONTINUED)

(c) The Group's leasing activities and how these are accounted for (Continued)

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. 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.

24 CONSOLIDATED STATEMENTS OF CASH FLOWS

(a) Reconciliation of profit before income tax to net cash generated from operations is as follows:

| | | 2021 二零二一年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 |
|---|----------------------|------------------------------------|------------------------------------|
| Profit before income tax | 除所得稅前溢利 | 59,271 | 57,921 |
| Adjustments for: | 就下列項目作出調整： | | |
| – Finance income | – 融資收入 | (291) | (151) |
| – Finance cost | – 融資成本 | 709 | — |
| – Depreciation of property, plant and equipment | – 物業、廠房及設備折舊 | 4,530 | 841 |
| – Amortisation of intangible assets | – 無形資產攤銷 | 6,047 | 213 |
| – Gain on disposal of subsidiaries | – 出售附屬公司的收益 | (415) | — |
| – Loss/(gain) on disposal of property, plant and equipment | – 出售物業、廠房及設備的虧損/(收益) | 8 | (11) |
| – Share of profits of investments accounted for using the equity method | – 分佔按權益法入賬的投資溢利 | (2,145) | (913) |
| – Net provision for impairment losses of financial assets | – 金融資產減值虧損撥備淨額 | 3,487 | 1,441 |
| – Remeasurement gains on interests in investments | – 重新計量投資權益收益 | — | (1,820) |
| – Exchange losses | – 匯兌虧損 | — | 14 |
| Operating profit before working capital changes | 營運資金變動前經營溢利 | 71,201 | 57,535 |
| Changes in working capital: | 營運資金變動： | | |
| – Trade and other receivables and prepayments | – 貿易應收款項、其他應收款項及預付款項 | (41,842) | (35,188) |
| – Trade payables | – 貿易應付款項 | 8,723 | 1,344 |
| – Contract liabilities | – 合約負債 | 14,390 | 13,002 |
| – Accruals and other payables | – 應計費用及其他應付款項 | 8,305 | 9,909 |
| Net cash generated from operations | 經營所得現金淨額 | 60,777 | 46,602 |

23 租賃(續)

(c) 本集團的租賃活動及其會計處理方式(續)

租賃條款按單獨基準協商，包含各種不同的條款及條件。除出租人持有的租賃資產的擔保權益外，租賃協議不施加任何契約。租賃資產不得用作借款擔保。

24 綜合現金流量表

(a) 除所得稅前溢利與經營所得現金淨額的對賬如下：

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24 CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)

24 綜合現金流量表(續)

(b) Reconciliation of liabilities arising from financing activities is as follows:

(b) 融資活動產生的負債對賬如下：

| | | Bank borrowing due within 1 year 1年內 到期的 銀行借款 RMB' 000 人民幣千元 | Bank borrowing due after 1 year 1年後 到期的 銀行借款 RMB' 000 人民幣千元 | Lease liabilities due within 1 year 1年內 到期的 租賃負債 RMB' 000 人民幣千元 | Lease liabilities due after 1 year 1年後 到期的 租賃負債 RMB' 000 人民幣千元 | Amounts due to related parties 應付 關聯方款項 RMB' 000 人民幣千元 | Total 總計 RMB' 000 人民幣千元 |
|---|------------------------------------|--|---|---|--|---|----------------------------------|
| At 1 January 2020 | 於二零二零年一月一日 | — | — | — | — | 12,951 | 12,951 |
| Advance from related parties | 來自關聯方墊款 | — | — | — | — | 4,767 | 4,767 |
| Repayment to related parties | 向關聯方還款 | — | — | — | — | (347) | (347) |
| Non-cash items: | 非現金項目： | | | | | | |
| Acquisitions of subsidiaries (Note 26) | 收購附屬公司 (附註26) | 400 | 4,150 | — | — | 49,879 | 54,429 |
| Consideration for acquisition of ownership interests in subsidiaries without change in control | 收購在控制權無變動的情況下 於附屬公司所有權 權益的代價 | — | — | — | — | 120 | 120 |
| As at 31 December 2020 | 於二零二零年十二月三十一日 | 400 | 4,150 | — | — | 67,370 | 71,920 |
| At 1 January 2021 | 於二零二一年一月一日 | 400 | 4,150 | — | — | 67,370 | 71,920 |
| Advance from related parties | 來自關聯方墊款 | — | — | — | — | 17,836 | 17,836 |
| Repayment to related parties | 償還關聯方款項 | — | — | — | — | (60,423) | (60,423) |
| Interest paid | 已付利息 | (25) | (229) | (8) | (9) | — | (271) |
| Repayment of bank borrowing | 償還銀行借款 | (400) | (4,150) | — | — | — | (4,550) |
| Principal elements of lease payments | 租賃付款的本金部分 | — | — | (91) | — | — | (91) |
| Non-cash items: | 非現金項目： | | | | | | |
| Additions of property, plant and equipment | 添置物業、廠房及設備 | 10,224 | — | — | — | 16,548 | 26,772 |
| Disposal of subsidiaries | 出售附屬公司 | — | — | — | — | (7,612) | (7,612) |
| New leases | 新租賃 | — | — | 153 | 1,094 | — | 1,247 |
| Modification of lease | 租賃修改 | — | — | 5 | 2,574 | — | 2,579 |
| Foreign exchange adjustments | 匯兌調整 | — | — | — | — | (24) | (24) |
| Other non-cash movements | 其他非現金變更 | 32 | 229 | 307 | (90) | — | 478 |
| At 31 December 2021 | 於二零二一年十二月三十一日 | 10,231 | — | 366 | 3,569 | 33,695 | 47,861 |

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25 RELATED PARTIES TRANSACTIONS

The Group is controlled by Top Glory International Holdings Ltd. (incorporated in the British Virgin Islands), which owns 75% of the Company's shares. The remaining 25% of the shares are widely held. The ultimate parent of the Group is Redco Properties (incorporated in the Cayman Islands).

The directors of the Company are of the view that the following companies are related parties of the Group:

| Name | Relationship with the Group |
|---------------------------------------|--|
| Mr. Tang Chengyong | Executive Director of the Company |
| Mr. Huang Peng | Executive Director of operating subsidiary |
| Redco Properties and its subsidiaries | Controlled by the controlling shareholder |

* The English name of the related parties represents the best effort by the management of the Group in translating their Chinese names as they do not have an official English name.

Save as disclosed elsewhere in the consolidated financial statements, the following transactions were carried out with related parties:

25 關聯方交易

本集團由銘高國際控股有限公司(於英屬處女群島註冊成立，擁有本公司75%股份)控制。餘下25%股份被廣泛持有。本集團的最終母公司為力高地產(於開曼群島註冊成立)。

本公司董事認為下列公司為本集團關聯方：

| 姓名／名稱 | 與本集團的關係 |
|------------|-------------|
| 唐承勇先生 | 本公司執行董事 |
| 黃鵬先生 | 營運附屬公司的執行董事 |
| 力高地產及其附屬公司 | 受控股股東控制 |

除綜合財務報表其他地方所披露者外，下列交易乃與關聯方開展：

25 RELATED PARTIES TRANSACTIONS (CONTINUED)

25 關聯方交易(續)

(a) Transactions with related parties

(a) 與關聯方進行的交易

| | | 2021 二零二一年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 |
|--|--|------------------------------------|------------------------------------|
| Provision of property management service Redco Properties and its subsidiaries | 提供物業管理服務 力高地產及其附屬公司 | 7,619 | 3,954 |
| Provision of service — Value-added services to non-property owners (Pre-delivery property management services) Redco Properties and its subsidiaries Associates and joint ventures of Redco Properties and its subsidiaries | 提供服務—非業主增值服務 (前介物業管理服務) 力高地產及其附屬公司 力高地產及其附屬公司的 聯營公司及合營企業 | 69,760 6,171 | 53,656 7,554 |
| | | <u>75,931</u> | <u>61,210</u> |
| Provision of Carpark sales agency services Redco Properties and its subsidiaries | 提供停車場銷售代理服務 力高地產及其附屬公司 | 2,403 | 2,447 |
| Provision of healthcare service Redco Properties and its subsidiaries Associates and joint ventures of Redco Properties and its subsidiaries | 提供康養服務 力高地產及其附屬公司 力高地產及其附屬公司的 聯營公司及合營企業 | 14,838 27 | — — |
| | | <u>14,865</u> | <u>—</u> |
| Provision of IT and intelligent construction services Redco Properties and its subsidiaries Associates and joint ventures of Redco Properties and its subsidiaries | 提供IT及智能建設服務 力高地產及其附屬公司 力高地產及其附屬公司的 聯營公司及合營企業 | 13,879 280 | — — |
| | | <u>14,159</u> | <u>—</u> |
| Maintenance expense Shenzhen Jindian Design Consulting Co., Ltd., a subsidiary of Redco Properties and its subsidiaries | 維護費用 力高地產及其附屬公司的 附屬公司深圳市 今典設計顧問有限公司 | 1,376 | — |

All the transactions above were carried out in the normal course of the Group's business and on terms as agreed between the transacting parties.

上述所有交易均在本集團的一般業務過程中進行，並按交易雙方所達成的條款進行。

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25 RELATED PARTIES TRANSACTIONS (CONTINUED)

(b) Balances with related parties

25 關聯方交易(續)

(b) 與關聯方的結餘

| | | 2021 二零二一年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 |
|---|--|------------------------------------|------------------------------------|
| Amounts due from related parties – trade | 應收關聯方款項－貿易性質 | | |
| Redco Properties and its subsidiaries | 力高地產及其附屬公司 | 58,709 | 52,324 |
| Associates and joint ventures of Redco Properties and its subsidiaries | 力高地產及其附屬公司的 聯營公司及合營企業 | 2,111 | 1,539 |
| | | <u>60,820</u> | <u>53,863</u> |
| Amounts due from related parties – non-trade | 應收關聯方款項－非貿易性質 | | |
| Redco Properties and its subsidiaries | 力高地產及其附屬公司 | — | 18,696 |
| Amounts due from non-controlling interest – non-trade | 應收非控股權益款項－非貿易性質 | | |
| Mr. Zeng Huanming | 曾煥明先生 | — | 10,171 |
| Shenzhen Zhangzhewu Investment Development Co., Ltd. | Shenzhen Zhangzhewu Investment Development Co., Ltd. | — | 3,650 |
| Jinan Yingli Enterprise Management Consulting Co., Ltd. | 濟南盈力企業管理諮詢 有限公司 | — | — |
| | | <u>—</u> | <u>13,821</u> |

The balances were unsecured, interest-free and repayable on demand. The carrying values approximate their fair values and are denominated in RMB.

該等結餘為無抵押、免息及須按要
求償還。該等結餘的賬面值與其公
平值相若及按人民幣計值。

25 RELATED PARTIES TRANSACTIONS (CONTINUED)

(b) Balances with related parties (Continued)

| | | 2021 二零二一年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 |
|--|----------------------|------------------------------------|------------------------------------|
| Amounts due to related parties – contract liabilities | 應付關聯方款項－合約負債 | | |
| Redco Properties and its subsidiaries | 力高地產及其附屬公司 | 17,253 | 12,470 |
| Associates and joint ventures of Redco Properties and its subsidiaries | 力高地產及其附屬公司的聯營公司及合營企業 | — | 696 |
| | | <u>17,253</u> | <u>13,166</u> |
| Amounts due to related parties – Non-trade | 應付關聯方款項－非貿易性質 | | |
| Redco Properties and its subsidiaries | 力高地產及其附屬公司 | 33,695 | 66,100 |
| Associates and joint ventures of Redco Properties and its subsidiaries | 力高地產及其附屬公司的聯營公司及合營企業 | — | 1,150 |
| Mr. Tang Chengyong | 唐承勇先生 | — | 120 |
| | | <u>33,695</u> | <u>67,370</u> |

The balances were unsecured, interest-free and repayable on demand. The carrying values approximate their fair values and are denominated in RMB.

All the above balances which are non-trade in nature will be settled prior to the date of this report.

該等結餘為無抵押、免息及須按要求償還。該等結餘的賬面值與其公平值相若及按人民幣計值。

上述所有非貿易性質結餘將於本報告日期前清償。

25 RELATED PARTIES TRANSACTIONS (CONTINUED)

(c) Key management compensation

Key management includes the directors and senior management who have important roles in making operational and financial decisions. The compensation paid or payable to key management for employee services is disclosed in Note 8(a).

(d) Guarantee

As at 31 December 2020, bank borrowing is secured by the pledge of certain properties of Mr. Huang Peng. Mr. Huang Peng was a director of an operating subsidiary as at 31 December 2020 and resigned as director of the operating subsidiary during the year ended 31 December 2021. It is released prior to the Listing.

(e) Leases

As at 31 December 2021, the Group has obtained leases from the subsidiaries of Redco Properties for healthcare centres. The right-of-use assets and lease liabilities subjected to such leases amounting to RMB14,279,000 and RMB3,836,000 respectively. (2020: Right-of-use asset RMB11,183,000).

26 ACQUISITIONS OF SUBSIDIARIES

26.1 Business combinations

(a) Acquisition of Wuhu Senlin Property Management Co., Ltd.

On 31 December 2020, the Group completed the acquisition of 51% equity interest of Wuhu Senlin Property Management Co., Ltd. (蕪湖市森林物業管理有限公司) (“Wuhu Senlin”) from an independent third party at a consideration of approximately RMB26,251,000. Wuhu Senlin is principally engaged in property management services in Wuhu, Anhui Province of the PRC.

25 關聯方交易(續)

(c) 主要管理層薪酬

主要管理人員包括董事及若干於營運及財務決策有重要職能的高級管理人員。已付或應付予主要管理人員僱員服務薪酬披露於附註8(a)。

(d) 擔保

於二零二零年十二月三十一日，銀行借款以黃鵬先生的若干物業質押作抵押。黃鵬先生於二零二零年十二月三十一日為營運附屬公司董事以及於截至二零二一年十二月三十一日止年度辭任營運附屬公司董事。其於上市前解除。

(e) 租賃

於二零二一年十二月三十一日，本集團的康療中心已自力高地產的附屬公司獲得租賃。有關租賃的使用權資產及租賃負債金額分別為人民幣14,279,000及人民幣3,836,000元(二零二零年：使用權資產為人民幣11,183,000元)。

26 收購附屬公司

26.1 業務合併

(a) 收購蕪湖市森林物業管理有限公司

於二零二零年十二月三十一日，本集團以代價約人民幣26,251,000元完成向獨立第三方收購蕪湖市森林物業管理有限公司(「蕪湖森林」)的51%股權。蕪湖森林主要於中國安徽省蕪湖市從事物業管理服務。

26 ACQUISITIONS OF SUBSIDIARIES (CONTINUED)

26.1 Business combinations (Continued)

(b) *Acquisition of Shenzhen Zhongtian Yunlian Technology Development Co., Ltd. and its subsidiaries*

On 17 December 2020, the Group completed the acquisition of 100% equity interest of Shenzhen Zhongtian Yunlian Technology Development Co., Ltd. (深圳中天雲聯科技發展有限公司) (“Shenzhen Zhongtian”) and its subsidiaries at a consideration of RMB1. Shenzhen Zhongtian is principally engaged in software development services in Shenzhen, Guangdong Province of the PRC.

(c) *Acquisition of Weiye International Investments Company Limited and its subsidiaries*

On 30 December 2020, the Group completed the acquisition of 100% equity interest of Weiye International Investments Company Limited (偉業國際投資有限公司) (“Weiye International”) and its subsidiaries. at a consideration of RMB1. Weiye International is principally engaged in community healthcare services in the PRC.

The following table summarises the consideration paid for the acquisitions, the fair value of assets acquired and liabilities assumed at the acquisition date. The non-controlling interests are measured at proportionate share in the recognised amounts of net identifiable assets as at the acquisition date.

Goodwill was mainly resulted from the enhanced level of workforce and the benefits of expanding its scope of services available to customers as a well rounded healthy living services provider.

26 收購附屬公司(續)

26.1 業務合併(續)

(b) *收購深圳中天雲聯科技發展有限公司及其附屬公司*

於二零二零年十二月十七日，本集團以代價人民幣1元完成收購深圳中天雲聯科技發展有限公司(「深圳中天」)及其附屬公司的100%股權。深圳中天主要於中國廣東省深圳市從事軟件開發服務。

(c) *收購偉業國際投資有限公司及其附屬公司*

於二零二零年十二月三十日，本集團完成收購偉業國際投資有限公司(「偉業國際」)及其附屬公司的全部股權，代價為人民幣1元。偉業國際乃主要於中國從事社區康養服務。

下表概述於收購日期就收購事項已付代價、所收購資產的公平值及所承擔負債。於收購日期的非控股權益按可識別資產淨值確認金額的比例份額計量。

商譽主要來自勞動力水平的提高以及擴大作為全面健康生活服務提供商為客戶提供的服務範圍的裨益。

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26 ACQUISITIONS OF SUBSIDIARIES (CONTINUED)

26.1 Business combinations (Continued)

26 收購附屬公司(續)

26.1 業務合併(續)

| | | Wuhu Senlin 蕪湖森林 RMB' 000 人民幣千元 | Shenzhen Zhongtian and its subsidiaries 深圳中天及 其附屬公司 RMB' 000 人民幣千元 | Weiye International and its subsidiaries 偉業國際及 其附屬公司 RMB' 000 人民幣千元 | Total 總計 RMB' 000 人民幣千元 |
|---|-----------------------|--|---|--|----------------------------------|
| Consideration paid as at acquisition date | 於收購日期已付代價 | 8,109 | — | — | 8,109 |
| Consideration payable as at acquisition date (Note) | 於收購日期應付代價(附註) | 18,142 | — | — | 18,142 |
| Net assets acquired | 所收購資產淨值 | 26,251 | — | — | 26,251 |
| Recognised amounts of identifiable assets acquired and liabilities assumed: | 可識別所收購資產及所承擔負債的已確認金額： | | | | |
| Investments in associates | 投資聯營公司 | — | — | 70 | 70 |
| Property, plant and equipment | 物業、廠房及設備 | 139 | 1,343 | 10,236 | 11,718 |
| Right-of-use assets | 使用權資產 | — | — | 11,183 | 11,183 |
| Deferred tax assets | 遞延稅項資產 | 1,131 | — | 3,101 | 4,232 |
| Trade receivables and prepayments, deposits and other receivables | 貿易應收款項及預付款項、按金及其他應收款項 | 15,972 | 2,197 | 6,921 | 25,090 |
| Amounts due from related parties | 應收關聯方款項 | — | 4,711 | 3,930 | 8,641 |
| Amounts due from non-controlling interest | 應收非控股權益款項 | — | — | 3,650 | 3,650 |
| Intangible assets | 無形資產 | 17,834 | 92 | 1,207 | 19,133 |
| Income tax liabilities | 所得稅負債 | (2,792) | — | — | (2,792) |
| Cash and cash equivalents | 現金及現金等價物 | 1,481 | 4,152 | 5,781 | 11,414 |
| Trade and other payables | 貿易及其他應付款項 | (3,199) | (1,516) | (2,177) | (6,892) |
| Amounts due to related parties | 應付關聯方款項 | — | (10,962) | (38,917) | (49,879) |
| Borrowing | 借款 | — | — | (4,550) | (4,550) |
| Contract liabilities | 合約負債 | (6,489) | — | (5,610) | (12,099) |
| Deferred income tax liabilities | 遞延所得稅負債 | (3,885) | (23) | (3,098) | (7,006) |

26 ACQUISITIONS OF SUBSIDIARIES (CONTINUED)

26 收購附屬公司(續)

26.1 Business combinations (Continued)

26.1 業務合併(續)

| | | Wuhu Senlin | Shenzhen Zhongtian and its subsidiaries | Weiye International and its subsidiaries | Total |
|---|--|---------------------------|--|---|-------------------------|
| | | 蕪湖森林 RMB' 000 人民幣千元 | 深圳中天及 其附屬公司 RMB' 000 人民幣千元 | 偉業國際及 其附屬公司 RMB' 000 人民幣千元 | 總計 RMB' 000 人民幣千元 |
| Total net identifiable assets/ (liabilities) acquired | 可識別所收購資產/ (負債)淨值總值 | 20,192 | (6) | (8,273) | 11,913 |
| Goodwill (Note 13) | 商譽(附註13) | 15,953 | 6 | 8,273 | 24,232 |
| Less: Non-controlling interest initially recognised as at acquisition date | 減：於收購日期初始確認 的非控股權益 | (9,894) | — | — | (9,894) |
| Net assets acquired | 所收購資產淨值 | 26,251 | — | — | 26,251 |
| Analysis of net outflow/(inflow) of cash and cash equivalents in respect of acquisition of subsidiaries: | 有關收購附屬公司的現金 及現金等價物流出/(流 入)淨額的分析： | | | | |
| Cash consideration paid | 已付現金代價 | 8,109 | — | — | 8,109 |
| Less: Cash and cash equivalents acquired | 減：所收購現金及現金等 價物 | (1,481) | (4,152) | (5,781) | (11,414) |
| Net cash outflow/(inflow) | 現金流出/(流入)淨額 | 6,628 | (4,152) | (5,781) | (3,305) |

Note: Cash consideration for acquisition of Wuhu Senlin of RMB16,218,000 was settled during the year ended 31 December 2021 while the remaining cash consideration will be settled before 31 December 2023.

附註：收購蕪湖森林的現金代價人民幣16,218,000元已於截至二零二一年十二月三十一日止年度結清，而剩餘現金代價將於二零二三年十二月三十一日前結清。

26 ACQUISITIONS OF SUBSIDIARIES (CONTINUED)

26.1 Business combinations (Continued)

Wuhu Senlin did not contribute revenue or net profit after tax to the Group for the period from 31 December 2020, the acquisition date, to 31 December 2020.

If the above acquisition had occurred on 1 January 2020, consolidated revenue and net profit after tax of the Group for the year ended 31 December 2020 would have been RMB24,862,000 and RMB517,000.

Entities acquired in the transaction in relation to Shenzhen Zhongtian did not contribute revenue or net profit after tax to the Group for the period from 17 December 2020, the acquisition date, to 31 December 2020.

If the above acquisition had occurred on 1 January 2020, consolidated revenue and net profit after tax of the Group for the year ended 31 December 2020 would have been RMB13,935,000 and RMB2,396,000.

Entities acquired in the transaction in related to Weiye International did not contribute revenue or net profit after tax to the Group for the period from 30 December 2020, the acquisition date, to 31 December 2020.

If the above acquisitions had occurred on 1 January 2020, consolidated revenue and net loss after tax of the Group for the year ended 31 December 2020 would have been RMB15,562,000 and RMB1,510,000.

26 收購附屬公司(續)

26.1 業務合併(續)

蕪湖森林於二零二零年十二月三十一日(收購日期)至二零二零年十二月三十一日期間並無為本集團貢獻收益或除稅後純利。

倘上述收購於二零二零年一月一日發生，則本集團於截至二零二零年十二月三十一日止年度的綜合收益及除稅後純利將分別為人民幣24,862,000元及人民幣517,000元。

於二零二零年十二月十七日(收購日期)至二零二零年十二月三十一日期間，於有關深圳中天的交易中收購的實體並無為本集團貢獻收益或及除稅後純利。

倘上述收購於二零二零年一月一日發生，則本集團截至二零二零年十二月三十一日止年度的綜合收益及除稅後純利應分別為人民幣13,935,000元及人民幣2,396,000元。

於二零二零年十二月三十日(收購日期)至二零二零年十二月三十一日期間，於有關偉業國際的交易中收購的實體並無為本集團貢獻收益或及除稅後純利。

倘上述收購於二零二零年一月一日發生，則本集團截至二零二零年十二月三十一日止年度的綜合收益及除稅後虧損淨額應分別為人民幣15,562,000元及人民幣1,510,000元。

26 ACQUISITIONS OF SUBSIDIARIES (CONTINUED)

26.1 Business combinations (Continued)

Management is of the opinion that acquired trade receivables arising from the acquisition of Wuhu Senlin at gross contractual amount of RMB4,523,000 is not recoverable. They have been written off on acquisition.

The fair value of acquired trade and other receivables, deposits arising from the acquisition of Shenzhen Zhongtian and Weiye International approximate the gross contractual amount.

The acquisition related costs were immaterial.

26.2 Step acquisition

Step acquisition of Nanchang Junyu Meijia

Nanchang Junyu Meijia was a 35% associate of the Group before the step acquisition. As set out in Note 16(b), upon entering into the acting-in-concert agreement with another shareholder to granted that another shareholder would follow the Group's decision. Thus, the Group has obtained control over Nanchang Junyu Meijia since 14 December 2020.

The following table summarises the consideration paid for the step acquisition, the fair value of assets acquired and liabilities assumed at the acquisition date. The non-controlling interests are measured at proportionate share in the recognised amounts of net identifiable assets as at the acquisition date.

26 收購附屬公司(續)

26.1 業務合併(續)

管理層認為，因收購蕪湖森林而收購的貿易應收款項總合約金額人民幣4,523,000元為無法收回，並已於收購時予以撇銷。

收購深圳中天及偉業國際而收購的貿易及其他應收款項及按金的公平值與總合約金額相若。

收購相關成本為非重大。

26.2 分次收購

分次收購南昌君譽美家

於分次收購前，南昌君譽美家為本集團擁有35%權益的聯營公司。誠如附註16(b)所載，於與另一股東訂立一致行動協議後，視另一股東將會遵循本集團的決定。因此，本集團自二零二零年十二月十四日起對南昌君譽美家擁有控制權。

下表概述於收購日期就分次收購已付代價、所收購資產的公平值及所承擔負債。非控股權益按於收購日期已確認可識別資產淨值金額的比例份額計量。

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26 ACQUISITIONS OF SUBSIDIARIES (CONTINUED)

26.2 Step acquisition (Continued)

26 收購附屬公司(續)

26.2 分次收購(續)

| | | Nanchang Junyu Meijia 南昌君譽美家 RMB' 000 人民幣千元 |
|--|---------------------------|---|
| Consideration: | 代價： | |
| Fair value of the associate shares held by the Group | 本集團所持聯營公司股份公平值 | 2,880 |
| Recognised amounts of identifiable assets acquired and liabilities assumed: | 可識別所收購資產及所承擔負債的已確認金額： | |
| Intangible asset | 無形資產 | 6,935 |
| Trade and other receivables and deposits | 貿易及其他應收款項及按金 | 304 |
| Cash and cash equivalents | 現金及現金等價物 | 2,976 |
| Trade and other payables | 貿易及其他應付款項 | (253) |
| Deferred income tax liabilities | 遞延所得稅負債 | (1,734) |
| | | 8,228 |
| Non-controlling interest initially recognised as at acquisition date | 於收購日期初始確認的非控股權益 | (5,348) |
| Net assets acquired | 所收購資產淨值 | 2,880 |
| Remeasurement gain on associate (Note 6) | 於聯營公司的重新計量收益(附註6) | |
| Fair value of interests in associate | 於聯營公司的權益公平值 | 2,880 |
| Less: Interests in associate | 減：於聯營公司的權益 | (1,060) |
| | | 1,820 |
| Analysis of net inflow of cash and cash equivalents in respect of acquisition of the subsidiary: | 有關收購附屬公司的現金及現金等價物流入淨額的分析： | |
| Cash consideration paid | 已付現金代價 | — |
| Less: Cash and cash equivalents acquired | 減：所收購現金及現金等價物 | 2,976 |
| Net cash inflow | 現金流入淨額 | 2,976 |

26 ACQUISITIONS OF SUBSIDIARIES (CONTINUED)

26.2 Step acquisition (Continued)

Nanchang Junyu Meijia did not contribute material revenue or net profit after tax to the Group for the period from the acquisition date to 31 December 2020. If the acquisition of Nanchang Junyu Meijia had occurred on 1 January 2020, consolidated revenue and net profit after tax of the Group for the year ended 31 December 2020 would not be materially different.

The fair value of acquired trade and other receivables, deposits from the acquisition of Nanchang Junyu Meijia approximate the gross contractual amount.

The acquisition related costs were immaterial.

26.3 Change in ownership without change in Control

(a) Acquisition of 4% equity interests of Yantai Zhongtai

On 18 December 2020, the Group completed the acquisition of 4% equity interests of Yantai Zhongtai from the non-controlling shareholder at a consideration of RMB120,000. The Group recorded a decrease in non-controlling interest of approximately RMB696,000 and increase in the balance in reserves of approximately RMB576,000 upon the completion of acquisition.

26 收購附屬公司(續)

26.2 分次收購(續)

自收購日期至二零二零年十二月三十一日止期間，南昌君譽美家並無向本集團貢獻重大收益或除稅後純利。倘收購南昌君譽美家於二零二零年一月一日已發生，則本集團截至二零二零年十二月三十一日止年度的合併收益及除稅後純利應將不會存在重大差異。

自收購南昌君譽美家所獲得的貿易及其他應收款項及按金之公平值與合約總額相若。

收購相關成本為非重大。

26.3 所有權變動而控制權無變動

(a) 收購煙台中泰的4%股權

本集團於二零二零年十二月十八日完成向非控股股東收購煙台中泰4%股權，代價為人民幣120,000元。於收購完成後，本集團錄得非控股權益減少約人民幣696,000元及儲備結餘增加約人民幣576,000元。

26 ACQUISITIONS OF SUBSIDIARIES (CONTINUED)

26.3 Change in ownership without change in Control (Continued)

(b) *Addition of registered capital of Shenzhen Redco Healthcare & Nutrition Holding Co., Ltd.*

On 10 June 2021, Shenzhen Redco Healthcare & Nutrition Holding Co., Ltd.'s registered capital increased by USD430,000 (equivalent to RMB2,768,000), which was to be paid by an independent third party. Upon completion, although the equity interest of Shenzhen Redco Healthcare & Nutrition Holding Co., Ltd. held by the Company reduced from 100% to 70%, the Group considers it still has control over Shenzhen Redco Healthcare & Nutrition Holding Co., Ltd. The Group recorded a non-controlling interest of approximately RMB2,408,000 and an increase in the balance of reserves of approximately RMB365,000 upon the completion of acquisition.

27 DISPOSAL OF SUBSIDIARIES

During the year ended 31 December 2021, the Group disposed of 100% equity interests in Lilan Design and Shenzhen Yujian Youju Property Consulting Co., Ltd. ("Shenzhen Yujian Youju") to Shenzhen Redco Weili Shiye Development Co., Ltd (深圳力高偉力實業發展有限公司) at a consideration of RMB1 and RMB1, respectively, resulting in an aggregate gain on disposal of RMB415,000. The aforementioned companies are principally engaged in provision of renovation design and consultancy services and property sales planning services in the PRC, respectively. Upon the completion of the disposal, the Group lost its control over the aforementioned companies and their financial results are not consolidated with the results of the Group.

26 收購附屬公司(續)

26.3 所有權變動而控制權無變動(續)

(b) *增加深圳力高健康醫養控股有限公司註冊資本*

於二零二一年六月十日，深圳力高健康醫養控股有限公司的註冊資本增加430,000美元(相等於人民幣2,768,000元)，將由一名獨立第三方支付。於完成後，儘管本公司持有的深圳力高健康醫養控股有限公司的股權由100%減少至70%，本集團認為其仍擁有對深圳力高健康醫養控股有限公司的控制權。本集團於收購完成後錄得非控股權益約人民幣2,408,000元及儲備餘額增加約人民幣365,000元。

27 出售附屬公司

截至二零二一年十二月三十一日止年度，本集團分別以代價人民幣1元及人民幣1元向深圳力高偉力實業發展有限公司出售於力藍設計及深圳遇見優居置業諮詢有限公司(「深圳遇見優居」)全部股權，產生出售收益合共人民幣415,000元。上述公司主要從事在中國分別提供翻新設計及諮詢服務以及物業銷售規劃服務。於完成出售事項後，本集團失去對上述公司的控制權及彼等財務業績不會併入本集團的業績。

27 DISPOSAL OF SUBSIDIARIES (CONTINUED)

An analysis on the losses on disposal of subsidiaries is as follows:

27 出售附屬公司(續)

出售附屬公司的虧損分析如下：

| | | Lilan Design 力藍設計 RMB' 000 人民幣千元 | Shenzhen Yujian Youju 深圳遇見優居 RMB' 000 人民幣千元 | Total 總計 RMB' 000 人民幣千元 |
|---|----------------------------|---|--|----------------------------------|
| Consideration satisfied by: | 代價以下列方式償付： | | | |
| – Cash consideration | – 現金代價 | — | — | — |
| Less: Net liabilities disposed of: | 減：處置負債淨額： | | | |
| – Amount due from related parties | – 應收關聯方款項 | (7,217) | — | (7,217) |
| – Other receivables | – 其他應收款項 | (68) | — | (68) |
| – Cash and cash equivalents | – 現金及現金等價物 | (22) | (5) | (27) |
| – Other payables | – 其他應付款項 | 110 | 5 | 115 |
| – Amount due to related parties | – 應付關聯方款項 | 7,612 | — | 7,612 |
| | | 415 | — | 415 |
| Gain on disposal of subsidiaries, pre-tax | 出售附屬公司收益，除稅前 | 415 | — | 415 |
| Less: PRC enterprise income tax payable upon disposal of subsidiaries | 減：出售附屬公司後應付中國企業所得稅 | — | — | — |
| Gain on disposal of subsidiaries, net of tax | 出售附屬公司收益，扣除稅項 | 415 | — | 415 |
| An analysis on net outflow of cash and cash equivalents in respect of disposal of subsidiaries is as follows: | 有關出售附屬公司的現金及現金等價物淨流出的分析如下： | | | |
| Cash consideration | 現金代價 | — | — | — |
| Less: Cash and cash equivalents disposed of | 減：所出售的現金及現金等價物 | (22) | (5) | (27) |
| Net cash outflow | 現金流出淨額 | (22) | (5) | (27) |

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28 DIVIDENDS

No dividend has been paid or declared by the Company or the companies now comprising the Group during the years ended 31 December 2021 (2020: Nil).

29 COMMITMENTS

Capital commitment

As at 31 December 2021, significant capital expenditure contracted for but not recognised as liabilities is as follows:



Acquisition of business

收購業務

28 股息

截至二零二一年十二月三十一日止年度，本公司或目前組成本集團的公司概無支付或宣派股息(二零二零年：零)。

29 承擔

資本承擔

於二零二一年十二月三十一日，已訂約惟未確認為負債的重大資本支出如下：

| | | As at 31 December 於十二月三十一日 | |
|-------------------------|------|------------------------------------|------------------------------------|
| | | 2021 二零二一年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 |
| Acquisition of business | 收購業務 | 4,050 | — |

In May 2021, the Group has entered into a strategic cooperation framework agreement to acquire 70% equity interest of an entity principally engaged in property management business in the PRC at a consideration of not less than RMB4,050,000. As at 31 December 2021, the Group is still in the process of negotiating the terms of the acquisition.

於二零二一年五月，本集團已訂立策略合作框架協議以收購一家在中國主要從事物業管理業務的實體的70%股權，代價不少於人民幣4,050,000元。於二零二一年十二月三十一日，本集團正在磋商收購的條款。

30 CONTINGENT LIABILITIES

As at 31 December 2021, the Group did not have any significant contingent liabilities (2020: Nil).

31 DIRECTORS' BENEFITS AND INTERESTS

(a) Directors' and chief executive's emoluments

The remuneration of each director and the chief executive are set out below:

| | | Fees | Salaries | Discretionary bonuses | Employer's contributions | Total |
|-------------------------------|-------------------|----------|----------|-----------------------|--------------------------------|----------|
| | | | | | to a retirement benefit scheme | |
| | | 袍金 | 薪金 | 酌情花紅 | 僱主對退休福利計劃之供款 | 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 |
| Year ended 31 December 2021 | 截至二零二一年十二月三十一日止年度 | | | | | |
| Executive Directors | 執行董事 | | | | | |
| Mr. Tang Chengyong | 唐承勇先生 | — | — | — | — | — |
| Ms. Wong Yin Man | 黃燕雯女士 | — | 81 | — | — | 81 |
| Ms. Huang Yanqi | 黃燕琪女士 | — | 53 | — | — | 53 |
| Non-executive director | 非執行董事 | | | | | |
| Mr. Huang Ruoqing | 黃若青先生 | — | — | — | — | — |
| | | — | 134 | — | — | 134 |
| Year ended 31 December 2020 | 截至二零二零年十二月三十一日止年度 | | | | | |
| Executive Directors | 執行董事 | | | | | |
| Mr. Tang Chengyong | 唐承勇先生 | — | — | — | — | — |
| Ms. Wong Yin Man | 黃燕雯女士 | — | — | — | — | — |
| Ms. Huang Yanqi | 黃燕琪女士 | — | — | — | — | — |
| Non-executive director | 非執行董事 | | | | | |
| Mr. Huang Ruoqing | 黃若青先生 | — | — | — | — | — |
| | | — | — | — | — | — |

30 或然負債

於二零二一年十二月三十一日，本集團並無任何重大或然負債(二零二零年：零)。

31 董事利益及權益

(a) 董事及最高行政人員酬金

各董事及最高行政人員酬金載列如下：

31 DIRECTORS' BENEFITS AND INTERESTS (CONTINUED)

(b) Directors' retirement and termination benefits

No retirement benefits were paid to or receivable by any directors in respect of their other services in connection with the management of the affairs of the Company or its subsidiaries undertaking during the years ended 31 December 2021 (2020: Nil).

No payment was made to the directors as compensation for early termination of the appointment during the years ended 31 December 2021 (2020: Nil).

(c) Consideration provided to third parties for making available directors' services

No payment was made to any former employers of the directors for making available the services of them as a director of the Company during the years ended 31 December 2021 (2020: Nil).

(d) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

No loans, quasi-loans and other dealings in favour of the directors, controlled bodies corporate by and connected entities with such directors during the years ended 31 December 2021 (2020: Nil).

(e) Directors' material interests in transactions, arrangements or contracts

No significant transactions, arrangements and contracts in relation to the Group's business to which the Group 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 years ended 31 December 2021 (2020: Nil).

31 董事利益及權益(續)

(b) 董事退任及離職福利

截至二零二一年十二月三十一日止年度，概無就任何董事有關本公司或其附屬公司的事務管理的其他服務而已付或應收的退休福利(二零二零年：零)。

截至二零二一年十二月三十一日止年度，概無就董事提前終止委聘而獲支付任何補償(二零二零年：零)。

(c) 就提供董事服務而向第三方提供的代價

截至二零二一年十二月三十一日止年度，概無就董事出任本公司董事而向董事的任何前僱主支付任何款項(二零二零年：零)。

(d) 有關以董事、受該等董事控制的法人公司及其關連實體為受益人的貸款、類似貸款及其他交易的資料

截至二零二一年十二月三十一日止年度，概無貸款、類似貸款及其他交易以董事、受該等董事控制的法人公司及其關連實體為受益人(二零二零年：零)。

(e) 董事於交易、安排或合約之重大權益

本公司概無訂立與本集團業務有關而本公司董事於當中擁有重大權益(不論直接或間接)，且於年末或於截至二零二一年十二月三十一日止年度任何時間存續的重大交易、安排及合約(二零二零年：零)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

32 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY

32 本公司資產負債表及儲備變動

| | | Note 附註 | 2021 二零二一年 RMB' 000 人民幣千元 |
|---|-------------------|------------|------------------------------------|
| Assets | 資產 | | |
| Non-current asset | 非流動資產 | | |
| Investment in a subsidiary | 於一間附屬公司的投資 | | 134,454 |
| Current assets | 流動資產 | | |
| Prepayments | 預付款項 | | 5,829 |
| Total assets | 總資產 | | 140,283 |
| Equity | 權益 | | |
| Equity attributable to owners of the Company | 本公司擁有人應佔權益 | | |
| Share capital | 股本 | | — |
| Reserves | 儲備 | (a) | 134,683 |
| Accumulated losses | 累計虧損 | | (14,426) |
| Total equity | 總權益 | | 120,257 |
| Liabilities | 負債 | | |
| Current liabilities | 流動負債 | | |
| Accruals and other payables | 應計費用及其他應付款項 | | 3,631 |
| Amounts due to subsidiaries | 應付附屬公司款項 | | 16,191 |
| Amounts due to related parties | 應付關聯方款項 | | 204 |
| Total liabilities | 負債總額 | | 20,026 |
| Total equity and liabilities | 權益及負債總額 | | 140,283 |

The balance sheet of the Company was approved for issue by the Board of Directors on 25 April 2022 and were signed on its behalf:

本公司的資產負債表已由董事會批准於二零二二年四月二十五日刊發，並由以下董事代表簽署：

唐承勇 Tang Chengyong
董事 Director

黃燕雯 Wong Yin Man
董事 Director

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

32 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY
(CONTINUED)

Note:

(a) Reserve movement of the Company

32 本公司資產負債表及儲備變動(續)

附註：

(a) 本公司儲備變動

| | | Exchange reserve | Capital reserve (Note) | Total |
|---|------------------------|---------------------|------------------------------|----------|
| | | 匯兌儲備 | 資本儲備 (附註) | 總計 |
| | | RMB' 000 | RMB' 000 | RMB' 000 |
| | | 人民幣千元 | 人民幣千元 | 人民幣千元 |
| As at 10 February 2021 (date of incorporation) | 於二零二一年二月十日 (註冊成立日期) | — | — | — |
| Acquisition of subsidiaries | 收購附屬公司 | — | 134,454 | 134,454 |
| Currency translations differences | 貨幣匯兌差額 | 229 | — | 229 |
| As at 31 December 2021 | 於二零二一年 十二月三十一日 | 229 | 134,454 | 134,683 |

Capital reserve of the Company represented the difference between the net assets value of the subsidiaries acquired and the consideration settled by issuance of the shares to the immediate holding company pursuant to the Reorganisation.

本公司的資本儲備指所收購附屬公司的資產淨值與根據重組向直接控股公司發行股份所支付的代價之間的差額。

33 SUBSEQUENT EVENT

Capitalisation issue

Pursuant to the resolutions of the shareholder passed on 14 March 2022, subject to the share premium account of the Company being credited as a result of the issue of the offer shares under the Global Offering, the directors are authorised to allot and issue a total of 149,999,996 shares credited as fully paid at par to Top Glory International Holdings Ltd. by way of capitalisation of HK\$14,999,999 standing to the credit of the share premium account of the Company.

On 31 March 2022, the Company issued 50,000,000 shares at HK\$4.1 each through an initial public offering of shares and raised gross cash proceeds of approximately HK\$205,000,000 (before listing expenses). The Company's shares were listed on the Main Board on 31 March 2022.

Pledged shares

Top Glory International Holdings Limited, which is the controlling shareholder of the Company, has pledged 150,000,000 shares of the Company in favour of an authorised institution (as defined in the Banking Ordinance) for a bona fide commercial loan.

33 期後事項

資本化發行

根據本公司股東於二零二二年三月十四日通過的決議案，視乎根據全球發售發行發售股份而入賬的本公司股份溢價賬而定，董事獲授權以資本化本公司股份溢價賬的進賬額14,999,999港元的方式，向Top Glory International Holdings Ltd. 配發及發行合共149,999,996股按面值入賬並列作繳足股份。

於二零二二年三月三十一日，本公司透過首次公開發售股份按每股4.1港元發行50,000,000股股份，並籌得現金所得款項總額約205,000,000港元(除上市開支前)。本公司的股份於二零二二年三月三十一日於主板上市。

質押股份

本公司的控股股東Top Glory International Holdings Limited以一間認可機構(定義見銀行業條例)為受益人質押150,000,000股本公司股份，以換取真誠商業貸款。



FINANCIAL SUMMARY

財務概要

CONSOLIDATED RESULTS

綜合業績

| | | Year ended 31 December 截至十二月三十一日止年度 | | | |
|---|--------------------|--|------------------------------------|------------------------------------|------------------------------------|
| | | 2018 二零一八年 RMB' 000 人民幣千元 | 2019 二零一九年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 | 2021 二零二一年 RMB' 000 人民幣千元 |
| Revenue | 收益 | 124,251 | 180,775 | 221,610 | 354,327 |
| Profit before income tax | 除所得稅前溢利 | 15,263 | 40,809 | 57,921 | 59,271 |
| Income tax expense | 所得稅開支 | (4,141) | (11,005) | (13,911) | (19,138) |
| Profit for the year | 年內溢利 | <u>11,122</u> | <u>29,804</u> | <u>44,010</u> | <u>40,133</u> |
| Profit for the year attributable to: | 以下項目應佔年內溢利： | | | | |
| - Owners of the Company | - 本公司擁有人 | 10,586 | 27,903 | 39,612 | 32,140 |
| - Non-controlling interests | - 非控股權益 | 536 | 1,901 | 4,398 | 7,993 |
| | | <u>11,122</u> | <u>29,804</u> | <u>44,010</u> | <u>40,133</u> |

CONSOLIDATED ASSETS AND LIABILITIES

綜合資產及負債

| | | As at 31 December 於十二月三十一日 | | | |
|--|----------------|------------------------------------|------------------------------------|------------------------------------|------------------------------------|
| | | 2018 二零一八年 RMB' 000 人民幣千元 | 2019 二零一九年 RMB' 000 人民幣千元 | 2020 二零二零年 RMB' 000 人民幣千元 | 2021 二零二一年 RMB' 000 人民幣千元 |
| Assets | 資產 | | | | |
| Total non-current assets | 非流動資產總額 | 2,671 | 3,530 | 82,400 | 114,892 |
| Total current assets | 流動資產總額 | <u>100,840</u> | <u>157,764</u> | <u>278,751</u> | <u>274,449</u> |
| Total assets | 總資產 | <u>103,511</u> | <u>161,294</u> | <u>361,151</u> | <u>389,341</u> |
| Equities and liabilities | 權益及負債 | | | | |
| Total current liabilities | 流動負債總額 | 73,606 | 101,138 | 226,241 | 214,171 |
| Total non-current liabilities | 非流動負債總額 | — | — | 14,814 | 12,936 |
| Total liabilities | 總負債 | <u>73,606</u> | <u>101,138</u> | <u>241,055</u> | <u>227,107</u> |
| Equity attributable to owners of the Company | 本公司擁有人應佔權益 | 26,846 | 54,706 | 94,907 | 129,827 |
| Non-controlling interests | 非控股權益 | 3,059 | 5,450 | 25,189 | 32,407 |
| Total equity | 權益總額 | <u>29,905</u> | <u>60,156</u> | <u>120,096</u> | <u>162,234</u> |
| Total equity and liabilities | 權益及負債總額 | <u>103,511</u> | <u>161,294</u> | <u>361,151</u> | <u>389,341</u> |

