



# 中國新城市商業發展有限公司

China New City Commercial Development Limited

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號: 1321



ANNUAL  
REPORT  
年報 2022

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# CORPORATE INFORMATION

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Mr. Shi Nanlu (*Chief Executive Officer*)

Mr. Liu Bo (*Vice President*)

Ms. Tang Yiyan (*Vice President*) (resigned on 28 September 2022)

#### Non-executive Director

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

Mr. Tang Min (*Vice Chairperson*)

Mr. Zhang Chunsheng (appointed on 28 September 2022)

#### Independent Non-executive Directors

Mr. Lam Yau Yiu (appointed on 17 February 2023)

Mr. Shen Xiao (appointed on 17 February 2023)

Mr. Xu Chengfa

Mr. Ng Sze Yuen, Terry (*Vice Chairperson*) (resigned on 17 February 2023)

Mr. Yim Chun Leung (resigned on 17 February 2023)

### COMPANY SECRETARY

Mr. James Yu

### REGISTERED OFFICE

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

### HEAD OFFICE IN THE PRC

5th Floor, Building 6

Xinhang Business Center

Long Zhang Road

Xihu District, Hangzhou

Zhejiang Province, PRC

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 4010, 40th Floor

China Resources Building

26 Harbour Road

Wanchai, Hong Kong

### 董事會

#### 執行董事

施南路先生 (*行政總裁*)

劉波先生 (*副總裁*)

唐怡燕女士 (*副總裁*) (於2022年9月28日辭任)

#### 非執行董事

施中安先生 (又名施侃成) (*主席*)

唐岷先生 (*副主席*)

張春生先生 (於2022年9月28日獲委任)

#### 獨立非執行董事

林友耀先生 (於2023年2月17日獲委任)

沈霄先生 (於2023年2月17日獲委任)

須成發先生

吳士元先生 (*副主席*) (於2023年2月17日辭任)

嚴振亮先生 (於2023年2月17日辭任)

### 公司秘書

余致力先生

### 註冊辦事處

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

### 中國總辦事處

中國浙江省

杭州西湖區

龍章路口

新杭商務中心

6號樓5樓

### 香港主要營業地點

香港灣仔

港灣道26號

華潤大廈

40樓4010室

## COMPANY'S WEBSITE

www.chinanewcity.com.cn

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

## HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited  
17/F, Far East Finance Centre  
16 Harcourt Road  
Hong Kong

## PRINCIPAL BANKERS

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

## AUDITORS

Ernst & Young  
*Certified Public Accountants*  
*Registered Public Interest Entity Auditor*  
27/F, One Taikoo Place  
979 King's Road  
Quarry Bay  
Hong Kong

## INVESTOR RELATIONS

Capital Markets Department  
Email: cnc\_ir@chinanewcity.com.cn  
Telephone: (852) 2877 6991  
Facsimile: (852) 2877 6990

## 公司網址

www.chinanewcity.com.cn

## 主要股份過戶登記處

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

## 香港股份過戶登記分處

卓佳證券登記有限公司  
香港  
夏慤道16號  
遠東金融中心17樓

## 主要往來銀行

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

## 核數師

安永會計師事務所  
執業會計師  
註冊公眾利益實體核數師  
香港  
鰂魚涌  
英皇道979號  
太古坊一座27樓

## 投資者關係

資本市場部  
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# CHAIRPERSON'S STATEMENT

## 主席報告



Dear shareholders,

On behalf of China New City Commercial Development Limited (“**Company**”) and its subsidiaries (collectively, the “**Group**”), I submit herewith the results of the Group for the year ended 31 December 2022.

In 2022, due to the impact of the COVID-19 epidemic, the Russia-Ukraine conflict, global stagflation, and U.S. dollar interest rate hikes, China’s macroeconomics has faced triple pressures of shrinking demand, supply shocks, and weakening expectations. Facing complex and severe domestic and foreign situations and the impact of multiple unexpected factors, the Chinese government has introduced a package of policies to stabilize the economy, intensified macro-control efforts, optimized epidemic prevention and control measures, and taken multiple measures to promote economic stabilization. Overall, it showed a trend of weakening first and then rebounding. In terms of industries, industrial production gradually improved with the implementation of policies to stabilize the supply chain, the service industry was under pressure due to weak demand, infrastructure and real estate investment were relatively sluggish, and consumption continued to be weak.

致各位股東：

本人謹代表中國新城市商業發展有限公司（「**本公司**」）及其附屬公司（統稱「**本集團**」）提呈本集團截至2022年12月31日止年度之業績。

2022年，受新冠疫情、俄烏衝突、全球滯漲、美元加息等影響，中國宏觀經濟面臨需求收縮、供給衝擊、預期轉弱三重壓力。面對複雜嚴峻的國內外形勢以及多重超預期因素衝擊，中國政府出臺一攬子穩經濟政策、加大宏觀調控力度、優化疫情防控措施，多措並舉推動經濟回穩，總體呈現先走弱後反彈的態勢。分行業來看，工業生產隨著穩供應鏈政策落地逐步改善，服務業受需求端疲軟影響承壓，基建和房地產投資相對低迷，消費持續疲弱。

## MARKET

Since the beginning of the year, the central government has frequently released positive signals, from supporting the demand side to supporting the supply side, and the policy efforts has continued to increase. In July, with the wave of loan suspension in many cities, the Central Politburo meeting clearly proposed to guarantee the delivery of buildings and stabilize people's livelihood. Special loans for guaranteed delivery of buildings have been implemented in various projects in succession, stabilizing the confidence of home buyers. Entering the fourth quarter, the Chinese government has increased its financing support for private real estate companies, and the "three arrows" of real estate credit, bonds, and equity policies have been launched simultaneously. On September 29, the central bank and the China Banking and Insurance Regulatory Commission decided to adjust the differentiated housing credit policy in stages, and the credit support for residents' reasonable demand for housing purchases was further strengthened. On November 8, the National Association of Financial Market Institutional Investors continued to promote and expand private enterprise bond financing support tools to support private enterprises, including real estate companies, to issue bonds for financing. On November 28, the China Securities Regulatory Commission announced the adjustment and optimization of five measures to support equity financing for real estate companies.

Under the intensive policies, the real estate fundamentals already have the preconditions for recovery. However, it will take time for the transmission from the policy side to the sales side, and it will take time for the confidence of home buyers to recover. Therefore, the real estate market will recover slowly. Under continued sluggish market conditions, the Group has adhered to a prudent operating attitude, fully coordinated its own resources and business advantages on the basis of ensuring financial stability and safety and strived to recover as soon as possible amid the epidemic.

## 市場

從年初起，中央政府就頻繁釋放積極信號，從支持需求端到支持供給端，政策力度不斷加大。7月份，隨著多個城市出現停貸潮，中央政治局會議明確提出保交樓、穩民生，保交樓專項貸款在各地項目陸續落地，穩定購房者信心。進入第四季度，中國政府加大對民營房企的融資支持力度，房地產信貸、債券、股權政策「三箭」齊發。9月29日，央行、銀保監會決定階段性調整差別化住房信貸政策，對於居民合理購房需求的信貸支持力度進一步增強；11月8日，中國銀行間市場交易協會繼續推進並擴大民營企業債券融資支援工具，支援包括房地產企業在內的民營企業發債融資；11月28日，證監會宣佈調整優化五項措施，支持房企股權融資。

政策密集加碼下，房地產基本面已經具備復甦的前置條件。但是，從政策端到銷售端的傳導需要時間，購房者的信心也需要時間恢復，房地產市場將在緩慢中復甦。在市場情況持續冷淡的情況下，本集團堅持審慎的經營態度，在保證財務穩健安全的基礎上，充分協調自身資源和業務優勢，力爭在疫情中盡快恢復。

## COMMERCIAL

After more than ten years of experience in commercial real estate development and operation, the Group has gained rich experience in commercial real estate development and advanced operating philosophy. Currently, the Group's existing projects are mainly concentrated in Zhejiang Province. Projects such as Yuyao Zhong An Square, Highlong Plaza, Jia Run Mansion and Xixi New City have been developed and are in operation. In the future, more projects will be implemented and continue to be developed to lead China's innovation Life. After many years of dedication in the industry, we have embarked on a road of steady development with great growth and opportunities. We have established a commercial product system centered on "high-end landmark business + personalized theme business + quality life operation + self-operated brand management" and synergize between sectors to build a strong business ecology and create a differentiated brand.

The commercial sector has focused on the preparations for the opening of Xiaoshan Zhong An Plaza, and it will be perfectly presented in conjunction with the 25th anniversary of the Group. Under the pressure of the current business environment, China New City's headquarters and various industries shall share resources, empower and support, and assist the development of the commercial sector.

## 商業

集團經過十餘年的商業地產開發及運營的歷練，已有依託豐富的商業地產開發經驗和先進的運營理念。目前集團已有項目主要集中在浙江省，已開發並在運營的有餘姚眾安廣場、恒隆廣場、嘉潤公館、西溪新城市等，未來還有更多的項目落地及持續開發，引領中國創新生活。深耕行業多年，走出一條成長性和機遇巨大的行穩發展之路。建立以「高階地標商業+個性化主題商業+品質生活運營+自營品牌管理」為核心的商業產品體系，板塊間協同賦能，構建強有力的商業生態，打造差異化的品牌。

商業板塊重點全力做好蕭山眾安廣場各項籌備工作，配合集團 25周年慶完美呈現。在當前商業環境壓力較大的情況下，新城市總部及各產業要資源共享、賦能支撐，協助商業板塊發展。



## COMMERCIAL (CONTINUED)

The commercial operation segment has enriched the product line, including the high-end landmark Zhong An Center (眾安中心); personalized theme business with four sub-brands; the commercial segment has undertaken the operation content of future community. The future community is a concept of future lifestyle proposed by the Zhejiang Provincial Government. It is fully implemented in Zhejiang Province and is also the core content of the benchmark for common prosperity in the future. For the commercial segment, we have achieved growth in 2022, including the theme of commercial Zhong An Square Future Community and the digital system. In 2022, Zhong An Square has been re-upgraded, and new plazas will open in 2023, including the brand opening of the Zhong An Square project. The future community projects undertaken by the Group, including Shabei Future Community in Taizhou, Wenzhou Future Community and Shaoxing Future Community, are all operated by our commercial team.

During the year, Zhong An Square won the “2022 Top 10 Commercial Property Project in China in Terms of Brand Value”, and Zhong An Commercial Group's key commercial complex brand “Zhong An Square” was once again recognized by the industry, demonstrating the brand of Zhong An Square.

## HOTEL

The Group has four hotels in operation, namely Holiday Inn Hangzhou Xiaoshan, Hangzhou Qiandao Lake Bright Resort Hotel, Ningbo Bright Hotel and Huaibei Bright Hotel.

In terms of hotel operations, the continuous and repeated COVID-19 epidemic in 2022 has brought great impacts to the hotel industry. However, the hotel team members have given full play to their practical experience in operation and development, continuously innovated operation modes, and won a good market reputation. We remained a leader among our competition in terms of indicators such as consolidated revenue, occupancy rate and average room prices of the Group's hotels thanks to the diligent efforts of the hotel team.

Under the severe market conditions, the hotel segment implemented lean management centering on “cost reduction, quality improvement, and efficiency increase”, and achieved growth in key core indicators, such as occupancy rate and average room price, against headwind.

## 商業 (續)

商業運營板塊，豐富了產品線，包括高階地標眾安中心；個性化主題商業，四個子品牌；商業板塊承接了未來社區的運營內容，未來社區是浙江省政府提出來的未來生活方式的概念，在浙江省全面進行實施，也是未來的共同富裕標杆當中的核心內容。商業板塊，22年我們有所增長，包括主題商業眾安里未來社區以及數字化體系。22年眾安廣場重新升級，23年也會有新的廣場開業，包括眾安里項目品牌開業。集團現在已經承接的未來社區的項目，包括台州的沙北未來社區、溫州未來社區和紹興的未來社區，都是由我們商業團隊在進行運營的。

年內，眾安廣場榮膺「2022中國商業地產項目品牌價值TOP10」稱號，眾安商業集團重點發展的商業綜合體品牌「眾安廣場」再度獲得行業認可，彰顯了眾安廣場的品牌。

## 酒店

本集團現有四間酒店正在營運，即杭州蕭山假日酒店、杭州千島湖伯瑞特度假酒店、寧波伯瑞特酒店及淮北伯瑞特酒店。

在酒店運營方面，2022年持續反覆的新冠疫情給酒店行業帶來諸多衝擊。但是，酒店團隊人員充分發揮在運營發展方面的實踐經驗，不斷創新運營方式，贏得了良好的市場口碑。在酒店團隊的努力之下，本集團旗下酒店綜合營收、出租率、平均房價等各項指標均處於競爭圈內領先地位。

酒店板塊在嚴峻市場形勢下，圍繞「降本、提質、增效」實施精益管理，實現出租率、平均房價等關鍵核心指標逆勢增長。



## HOTEL (CONTINUED)

Adhering to the development strategy of “one body with two wings”, we will open up a new track while maintaining and increasing the value of the existing core assets in one body: explore the three-party management model with international brands and combine a large number of members of hotel assets, property carriers and third-party brands to enter the trillion-dollar prefabricated market and break through the value of our own brand.

In response to repeated outbreaks of the epidemic during the year, the Group must be prepared and make plans, and at the point of economic downturn, clarify the direction of investment and expansion, and actively expand at a low level. In terms of cost reduction and efficiency increase, we will tap more space, increase revenue, and make overall plans for cost reduction, efficiency increase and quality improvement. To improve service quality, the front-line employee incentive plan was implemented after reaching an agreement with the human resources administration center of the headquarter.

## 酒店 (續)

秉承「一體兩翼」發展戰略，做好一體存量核心資產保值增值的情況下，開闢新賽道：與國際品牌進行三方管理模式的探索，以及結合存量酒店、物業載體及第三方品牌的大量會員，切入預製萬億市場領域，突破自我品牌價值。

集團在年內應對疫情的反覆要未雨綢繆做好預案，在經濟下行節點，明確投拓方向，積極低位拓展。在降本增效方面挖掘更多空間，增加營收，統籌做好降本增效與品質提升。提升服務品質，一線員工激勵方案與總部人力行政中心達成一致後落地。



## RESULTS

In 2022, the Group recorded a decrease in revenue and the capital structure was slightly decreased. During the year, the Group's revenue was approximately RMB591,783,000, representing a year-on-year decrease of approximately 32.1%; gross profit was approximately RMB117,373,000, representing a year-on-year decrease of approximately 45.8%; net loss attributable to owners of the Company was approximately RMB432,523,000. As at the end of 2022, the total equity of the Group reached approximately RMB5,307,909,000, representing a decrease of approximately 7.4% from the end of 2021; the carrying amount of cash reached approximately RMB1,180,239,000.

The Group recorded a loss per share attributable to ordinary equity holders of the parent of approximately RMB21.5 cents. The board of directors (the "Board") of the Group does not recommend the payment of any final dividend for the year under review.

## PLAN FOR THE NEXT THREE YEARS

With four major business segments, industrial real estate development, commercial operation, hotel management and industrial investment, as the core, we will expand companies in other emerging industries under China New City, such as industrial services, rural cultural tourism, smart agricultural approval, film and television education, digital health, etc., to achieve horizontal integration of high-quality resources, cross-business cross-drainage, and accelerate the creation of a large customer membership pool.

According to China New City's three-year strategic plan, by 2025, various industries will reach a new level. With the steady increase in scale, increasingly mature development, and continuous innovation in concepts, it will basically achieve the development goal of a new urbanization operation and resource integration service provider, laying a solid foundation for practicing the corporate philosophy of "creating new urban life".

## 業績

2022年，本集團錄得收入減少，且資本結構輕微減少。年內，本集團收入約為人民幣591,783,000元，同比減少約32.1%；毛利約為人民幣117,373,000元，同比減少約45.8%；本公司擁有人應佔虧損淨額約為人民幣432,523,000元。於2022年底，本集團總權益達約人民幣5,307,909,000元，較2021年底減少約7.4%；現金賬面值約為人民幣1,180,239,000元。

本集團錄得母公司普通股權益持有人應佔每股虧損約為人民幣21.5分。本集團董事會（「董事會」）不建議派發回顧年度末期股息。

## 未來三年規劃

以產業地產開發、商業運營、酒店管理、產業投資四大業務板塊為核心，同時外延拓展新城市公司旗下如產業服務、鄉村文旅、智慧農批、影視教育、數字健康等其他新興產業，實現橫向優質資源整合，跨業態交叉引流，加快打造客戶大會員池。

根據中國新城市三年戰略規劃，到2025年，各產業將邁上新臺階。隨著規模穩步上升，發展日益成熟，理念不斷創新，基本實現新型城鎮化運營及資源整合服務商的發展目標，為踐行「創造城市新生活」的企業理念奠定堅實基礎。

## CHAIRPERSON'S STATEMENT

### 主席報告

## PROSPECTS

China New City has focused on high-quality development under the new economic form and reported and determined the three-year strategic plan in combination with industrial characteristics and industry development and changes. Mature industries are based on operations and focus on the cultivation of teams and talents in a business-oriented manner according to strategic planning, so as to realize the maintenance and appreciation of heavy assets. The incubation industry needs to conduct in-depth reviews and sum up experience to formulate development goals, management standards and exit rules at different stages according to mobilizable resources.

We believe that by 2025, through the three-year strategic planning, various industries will reach a new level, the internal circulation between different industries will be opened up, and each industry will empower each other to create a new urban life and empower urban development. Our company is based in Hangzhou, and we will focus on in-depth development in Hangzhou while waiting for the opportunity to expand externally.

## ACKNOWLEDGEMENT

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

**Shi Zhongan**

*Chairperson*

Hong Kong, 24 March 2023

## 前景

中國新城市著眼新經濟形式下的高質量發展，結合產業特性和行業發展變化上報確定三年戰略規劃。成熟產業立足於運營，根據戰略規劃以業務為導向關注團隊和人才梯隊的培養，實現重資產的保值增值。孵化產業要深入複盤和總結經驗，根據可調動的資源制定不同階段的發展目標、管理標準和退出規則。

相信到2025年通過三年的規劃戰略規劃，各個產業邁上新的臺階，打通各個產業之間內部循環，各個產業相互賦能，創造城市新生活，賦能城市發展。我們公司立足於杭州，我們會在杭州做深耕，同時等待時機進行對外拓展。

## 致謝

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

*主席*

**施中安**

香港，2023年3月24日

## LAND RESERVE

As at 31 December 2022, the total GFA of land reserves of the Group was approximately 3,947,292 sq.m..

The following table sets forth a summary of the Group's investment properties as of 31 December 2022:

## 土地儲備

於2022年12月31日，本集團的土地儲備之總建築面積約為3,947,292平方米。

下表載列本集團截至2022年12月31日的投資物業概要：

Project 項目	Location 地點	Property type 物業種類	GFA 建築面積 sq.m. 平方米
<b>Investment Properties</b>			
<b>投資物業</b>			
Guomao Building 國貿大廈	Hangzhou, Zhejiang Province 浙江省杭州	Integrated Commercial Complex 商業綜合體	12,225
Hidden Dragon Bay 隱龍灣	Hangzhou, Zhejiang Province 浙江省杭州	Integrated Commercial Complex 商業綜合體	24,102
Highlong Plaza 恒隆廣場	Hangzhou, Zhejiang Province 浙江省杭州	Integrated Commercial Complex 商業綜合體	63,888
Integrated Service Center 綜合服務中心	Hangzhou, Zhejiang Province 浙江省杭州	Integrated Commercial Complex 商業綜合體	5,913
International Office Center 國際辦公中心	Hangzhou, Zhejiang Province 浙江省杭州	Integrated Commercial Complex 商業綜合體	58,127
La Vie 逸樂軒	Shanghai 上海	Commercial 商業	341
Landscape Garden 山水苑	Hangzhou, Zhejiang Province 浙江省杭州	Integrated Commercial Complex 商業綜合體	10,307
Xixi New City 西溪新城市	Hangzhou, Zhejiang Province 浙江省杭州	Commercial 商業	16,680
Yiwu Project 義烏項目	Hangzhou, Zhejiang Province 浙江省杭州	Commercial 商業	45,812
Zhong An Square 眾安廣場	Yuyao, Zhejiang Province 浙江省余姚	Integrated Commercial Complex 商業綜合體	92,489
Zhong An Times Square (Phase I) 眾安時代廣場(一期)	Yuyao, Zhejiang Province 浙江省余姚	Integrated Commercial Complex 商業綜合體	2,160
Zhong An Times Square (Phase II) 眾安時代廣場(二期)	Yuyao, Zhejiang Province 浙江省余姚	Integrated Commercial Complex 商業綜合體	7,275
			339,319

# MAJOR PROPERTIES HELD FOR DEVELOPMENT AND/OR SALE 持作發展及／或銷售的主要物業

Project	Location	Property type	Site area	Project GFA	GFA of and land bank
項目	地點	物業種類	佔地面積	項目建築面積	土地儲備建築面積
			sq.m. 平方米	sq.m. 平方米	sq.m. 平方米
<b>Projects Under Development</b>					
<b>開發中項目</b>					
Bright Hotel Huaibei	Huaibei, Anhui Province	Commercial/Hotel	60,768	67,060	67,060
淮北伯瑞特酒店	安徽省淮北	商業／酒店			
Cixi New City	Cixi, Ningbo	Office/Commercial	49,804	159,510	18,018
慈溪新城市	寧波慈溪	辦公樓／商業			
Fashion Color City	Hangzhou, Zhejiang Province	Integrated Commercial Complex	26,087	78,261	78,261
明彩城	浙江省杭州	商業綜合體			
Hangzhou Qiandao Lake Bright Resort Hotel	Hangzhou, Zhejiang Province	Commercial/Hotel	119,398	46,691	46,691
杭州千島湖伯瑞特度假酒店	浙江省杭州	商業／酒店			
Hidden Dragon Bay	Hangzhou, Zhejiang Province	Integrated Commercial Complex	89,173	241,695	73,503
隱龍灣	浙江省杭州	商業綜合體			
International Office Center (Plot A)	Hangzhou, Zhejiang Province	Integrated Commercial Complex	93,610	798,795	536,951
國際辦公中心 (A地塊)	浙江省杭州	商業綜合體			
International Office Center (Plots B and C)	Hangzhou, Zhejiang Province	Integrated Commercial Complex	207,390	1,098,065	1,098,065
國際辦公中心 (B地塊及C地塊)	浙江省杭州	商業綜合體			

MAJOR PROPERTIES HELD FOR DEVELOPMENT AND/OR SALE

持作發展及／或銷售的主要物業

Project	Location	Property type	Site area	Project GFA	GFA of and land bank
項目	地點	物業種類	佔地面積	項目建築面積	土地儲備建築面積
			sq.m. 平方米	sq.m. 平方米	sq.m. 平方米
<b>Projects Under Development</b> (continued)					
<b>開發中項目 (續)</b>					
Long Ying Hui Gold Tower (Beigan Project) 隆楹匯金座 (北干項目)	Hangzhou/Xiaoshan 杭州／蕭山	Commercial 商業	12,819	44,867	44,867
Tuankou Phoenix Mountain Hot Spring Hotel 湍口鳳凰山溫泉酒店	Hangzhou, Zhejiang Province 浙江省杭州	Commercial/Hotel 商業／酒店	37,500	63,502	63,502
Xinnongdu 新農都	Hangzhou/Quzhou/ Zhuji/Changxing 杭州／衢州／諸暨／ 長興	Integrated Commercial Complex 商業綜合體	991,736	1,217,335	1,119,475
Xixi Manhattan 西溪曼哈頓	Hangzhou, Zhejiang Province 浙江省杭州	Integrated Commercial Complex 商業綜合體	24,534	109,173	730
Xixi New City 西溪新城市	Hangzhou, Zhejiang Province 浙江省杭州	Office/Commercial 辦公室／商業	39,703	83,391	665
Xuzhou New City 徐州新城市	Xuzhou Jiangsu 江蘇徐州	Integrated Commercial Complex 商業綜合體	154,802	562,371	562,371
Zhong An Times Square (Phase I) 眾安時代廣場 (一期)	Yuyao, Zhejiang Province 浙江省余姚	Integrated Commercial Complex 商業綜合體	65,159	305,473	132,475
Zhong An Times Square (Phase II) 眾安時代廣場 (二期)	Yuyao, Zhejiang Province 浙江省余姚	Integrated Commercial Complex 商業綜合體	71,519	322,912	104,658
					3,947,292







# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### REVIEW OF 2022

Under the influence of the three-year epidemic and the inflection point of the real estate cycle, the real estate market has experienced unprecedented challenges in 2022. The industry as a whole has shown a sharp drop in market sales with the characteristics of many corporate debt defaults, real estate companies not willing to acquire land and urban investment supporting the land market.

Since the beginning of 2022, the Central government has frequently released positive signals, from supporting the demand side to supporting the supply side and the policy efforts has continued to increase. In July 2022, with the wave of loan suspension in many cities, the Central Politburo meeting clearly proposed to guarantee the delivery of buildings and stabilize people's livelihood. Special loans for guaranteed delivery of buildings have been implemented in various projects in succession, stabilizing the confidence of home buyers. Entering the fourth quarter, the Chinese Government has increased its financing support for private real estate companies, and the "Three Red Lines" of real estate credit, bonds, and equity policies have been launched simultaneously. On 29 September 2022, the Central bank and the China Banking and Insurance Regulatory Commission decided to adjust the differentiated housing credit policy in stages and the credit support for residents' reasonable demand for housing purchases was further strengthened. On 8 November 2022, the National Association of Financial Market Institutional Investors continued to promote and expand private enterprise bond financing support tools to support private enterprises, including real estate companies to issue bonds for financing. On 28 November 2022, the China Securities Regulatory Commission announced the adjustment and optimization of five measures to support equity financing for real estate companies.

Under the intensive policies, the real estate fundamentals already have the preconditions for recovery. However, it will take time for the transmission from the policy side to the sales side, and it will take time for the confidence of home buyers to recover. Therefore, the real estate market will recover slowly. Under continued sluggish market conditions, the Group adhered to a prudent operating attitude, fully coordinates its own resources and business advantages on the basis of ensuring financial stability and safety and strived to recover as soon as possible amid the epidemic.

### 回顧2022年

在三年疫情及房地產週期轉折點的影響下，2022年房地產市場經歷前所未有的挑戰。行業整體呈現市場銷售大幅下滑的局面，眾多企業債務違約，房地產企業不願意透過購地及城市投資支持土地市場。

自2022年初以來，中央政府不斷釋出積極信號，由支持需求面轉為支持供應面，政策力度持續加大。於2022年7月，隨著多個城市掀起停貸潮，中央政治局會議明確提出保交樓、穩民生。多個項目陸續實施保交房專項貸款，穩定了購房者的信心。進入第四季度，中國政府加大了對民營房地產企業的融資支持力度，同時推出房地產信貸、債券、股權等「三條紅線」政策。於2022年9月29日，中央銀行、中國銀行保險監督管理委員會決定分階段調整差別化住房信貸政策，進一步加強對居民合理購房需求的信貸支持。於2022年11月8日，中國銀行間市場交易商協會繼續推動及擴展民營企業債券融資支持工具，支持包括房地產企業在內的民營企業發行債券融資。於2022年11月28日，中國證券監督管理委員會公佈調整及優化支持房地產企業股權融資的五項措施。

在密集的政策下，房地產基本面已具備復甦的先決條件。然而，從政策方面過渡至銷售方面需要時間，而購房者信心亦需要時間恢復。因此，房地產市場將緩慢恢復。在持續低迷的市場環境下，本集團堅持穩健的經營態度，在確保財務穩定及安全的基礎上，充分協調自身資源及業務優勢，力爭在疫情中早日恢復。

In 2022, the Group recorded a decrease in revenue and the capital structure was slightly decreased. During the year, the Group's revenue was approximately RMB591,783,000, representing a year-on-year decrease of approximately 32.1%; gross profit was approximately RMB117,373,000, representing a year-on-year decrease of approximately 45.8%; net loss attributable to owners of the Company was approximately RMB432,523,000. As of the end of 2022, the total equity of the Group reached approximately RMB5,307,909,000, representing a decrease of approximately 7.4% from the end of 2021; the carrying amount of cash reached approximately RMB1,180,239,000.

## OUTLOOK FOR 2023

Looking forward to 2023, China's real estate industry support policies are expected to continue and will be inclined to release demand. At the 2023 Central Working Conference on economic work deployment held in December 2022, it was clearly proposed to ensure stable development of the real estate market, do a good job in ensuring the delivery of buildings, people's livelihood, and stability, meet reasonable financing needs of the industry, promote industrial restructuring and mergers and acquisitions, effectively prevent and resolve risks of high-quality leading real estate companies, improve the assets and liabilities. Under the guidance of the combination policies, the Group expects that the confidence in the real estate market will gradually recover and the sales side will also slowly recover. The Group will closely follow the national policy orientation, accurately study and judge the development trend of the industry and adjust the Group's development strategy in a timely manner, so as to grasp the development opportunities in the real estate market and continuously improve the Group's comprehensive competitiveness.

2022年，本集團錄得收入下降，且資本結構輕微減少。年內，本集團收入約為人民幣591,783,000元，同比減少約32.1%；毛利約為人民幣117,373,000元，同比減少約45.8%；本公司擁有人應佔淨虧損約為人民幣432,523,000元。截至2022年底，本集團總權益約為人民幣5,307,909,000元，較2021年底減少約7.4%；現金賬面值約為人民幣1,180,239,000元。

## 展望2023

展望2023年，中國房地產行業支持政策有望延續，並傾向於釋放需求。於2022年12月召開有關部署經濟工作的2023年中央經濟工作會議上，明確指出要確保房地產市場平穩發展，做好保交樓、保民生、保穩定各項工作，滿足行業合理融資需求，推動行業重組併購，有效防範化解優質頭部房企風險，改善資產負債狀況。於組合政策的引導下，本集團預計房地產市場信心將逐漸恢復，銷售方面亦將緩慢地恢復。本集團將密切關注國家政策導向，準確研判行業發展趨勢，並適時調整本集團的發展戰略，把握房地產市場發展機遇，持續提升本集團的綜合競爭力。



## DEVELOPMENT OF MAJOR PROJECTS

### Hangzhou, Zhejiang Province

#### Fashion Color City

It is located in Xinjie Village, Xiaoshan District, Hangzhou, It consists of hardcover loft apartments, large flat floor apartments and shops, with a total floor area of approximately 26,087 sq.m. and a total GFA of approximately 78,261 sq.m., and is for commercial use. The construction of project was commenced in the third quarter of 2020 and the pre-sale was started in the fourth quarter of 2020. It is expected to be completed in 2023. The pre-sales volume of the project during the year under review was within expectation.

#### International Office Centre (IOC)

IOC is a large-scale integrated commercial complex located in Qianjiang Century City (錢江世紀城), Xiaoshan District, Hangzhou, comprising serviced apartments, shopping malls and offices. The total site area of Plot A is 92,610 sq.m. and planned total GFA is 798,795 sq.m. The project is constructed in three phases, consists of Plots A1, A2 and A3. Among which, Plot A3 was completed in 2015, comprising serviced apartments, shops and underground car parking spaces with a total GFA of approximately 327,996 sq.m. So far, Plot A3 is sold out apart from some car parking lots and a few units. The construction of Plot A2 has been commenced in 2019 with a total GFA of approximately 263,555 sq.m. The pre-sales of the project started in the third quarter of 2020, and is expected to be completed in 2023. The volume of pre-sales of Plot A2 during the year under review was within expectation.

#### Long Ying Hui Jin Zuo (Bin He Yin)

It is located in Beigan Technology Innovation Park, Xiaoshan District, Hangzhou, and consists of large flat floors and shops, with a total floor area of approximately 12,819 sq.m., and a total GFA of approximately 44,867 sq.m., and is for commercial use. The construction of the project was commenced in the fourth quarter of 2021 and the pre-sale was started in the third quarter of 2022, which is expected to be completed in 2024. The pre-sales volume of the project during the year under review was within expectation.

## 主要項目發展進度

### 浙江省杭州市

#### 明彩城

位於杭州市蕭山區新街村，由精裝loft公寓、大平層公寓及商鋪組成，總佔地面積約為26,087平方米，總建築面積約為78,261平方米，作商業用途。該項目於2020年第三季度開工，並於2020年第四季度啟動預售。預計於2023年竣工。於回顧年度，該項目預售量符合預期。

#### 國際辦公中心(IOC)

位於杭州蕭山區錢江世紀城的大型商業綜合體，包括服務式住宅、商場及辦公室。A地塊總佔地面積為92,610平方米，預計總建築面積為798,795平方米。該項目分三期建設(A1地塊、A2地塊及A3地塊)，其中A3地塊已經於2015年竣工，包括服務式公寓、商鋪及地下停車場，總建築面積約為327,996平方米。A3地塊除部分車位及少量單位以外，已基本售罄。A2地塊已於2019年開工，總建築面積約為263,555平方米，並於2020年第三季度啟動預售，預計於2023年竣工。於回顧年度，A2地塊預售量符合預期。

#### 隆楹匯金座(濱和印)

位於杭州市蕭山區北幹科創園地塊，由大平層及商鋪組成，總佔地面積約12,819平方米，總建築面積約44,867平方米，作商業用途。該項目於2021年第四季度開工，於2022年第三季度啟動預售，預期於2024年竣工。於回顧年度，該項目預售量符合預期。

## DEVELOPMENT OF MAJOR PROJECTS (CONTINUED)

### Ningbo, Zhejiang Province

#### Cixi New City

This is a residential property project in Cixi, Zhejiang Province. The construction of Commercial Phase 1, with a total GFA of about 28,158 sq.m., was commenced in July 2019. The pre-sale was started in the third quarter of 2020, and it was completed in 2021. The construction of Commercial Phase II, with a total GFA of about 72,000 sq.m., was commenced in the second quarter of 2021, and it is expected to be completed in 2023. The volume of pre-sales of the project during the year under review was within expectation.

#### Sales Review

For the year ended 31 December 2022 (the "Year"), the recognized sales of properties sold and delivered was approximately RMB137,416,000 (2021: approximately RMB410,180,000). A total of the recognized GFA delivered of properties was approximately 13,440 sq.m.

## 主要項目發展進度 (續)

### 浙江省寧波市

#### 慈溪新城市

位於浙江省慈溪市的商業地產項目。商業一期，總建築面積約28,158平方米，於2019年7月開工，並於2020年第三季度啟動預售，2021年已竣工。商業二期，總建築面積約72,000平方米，於2021年第二季度開工，預期於2023年竣工。於回顧年度，該項目預售量符合預期。

#### 銷售回顧

於截至2022年12月31日止年度（「本年度」）內，出售及交付物業之已確認銷售金額約為人民幣137,416,000元（2021年：約為人民幣410,180,000元）。已確認的已交付物業總建築面積約為13,440平方米。

		2022 2022年 (RMB million) (人民幣百萬元)	2021 2021年 (RMB million) (人民幣百萬元)
Chaoyang Yinzuo	朝陽銀座	-	0.8
Cixi New City	慈溪新城市	8.2	112.1
Hidden Dragon Bay	隱龍灣	56.5	-
International Office Centre Phase A3	國際辦公中心A3	7.3	190.4
Xixi Manhattan	西溪曼哈頓	58.0	13.7
Xixi New City	西溪新城市	-	23.7
Yuyao Zhong An Times Square Phase I	餘姚眾安時代廣場一期	-	4.4
Yuyao Zhong An Times Square Phase II	餘姚眾安時代廣場二期	7.4	61.4
Other projects	其他項目	-	3.7
		<b>137.4</b>	<b>410.2</b>

## 2022 Contracted Sales

The contracted sales area of the Group was approximately 92,353 sq.m. for the Year (2021: approximately 105,453 sq.m.) and contracted sales revenue was approximately RMB1,517,400,000 for the Year (2021: approximately RMB2,650,800,000). Details of the contracted sales of the major projects are as below:

## 2022年的合同銷售

本年度本集團的合同銷售面積約為92,353平方米（2021年：約105,453平方米），及本年度合同銷售收入約為人民幣1,517,400,000元（2021年：約人民幣2,650,800,000元）。主要項目的合同銷售詳情如下：

Projects 項目	City 地區	Contracted sales area 合同銷售面積 (sq.m.) (平方米)	Contracted sales revenue 合同銷售收入 (RMB million) (人民幣百萬元)
Cixi New City 慈溪新城市	Cixi 慈溪	2,971	23.0
Fashion Color City 明彩城	Hangzhou 杭州	13,072	210.7
Hidden Dragon Bay 隱龍灣	Hangzhou 杭州	11,204	133.5
International Office Centre (IOC)A2 國際辦公中心A2	Hangzhou 杭州	9,083	428.4
International Office Centre (IOC)A3 國際辦公中心A3	Hangzhou 杭州	2,355	56.0
Long Ying Hui Jin Zuo (Bin He Yin) 隆楹滙金座(濱和印)	Hangzhou 杭州	4,246	112.0
Xixi New City 西溪新城市	Hangzhou 杭州	444	13.3
Xinnongdu 新農都	Hangzhou 杭州	33,259	389.5
Zhong An Times Square Phase II 眾安時代廣場二期	Yuyao 餘姚	1,200	11.1
Others (Commercial) 其他(商業)	Hangzhou 杭州	14,519	139.9
		<b>92,353</b>	<b>1,517.4</b>

## Hotel Operation

There are four hotels of the Group namely Holiday Inn Hangzhou Xiaoshan, Qiandao Lake Bright Resort Hotel, Ningbo Bright Hotel and Huaibei Bright Hotel. The hotel operation of the Group recorded a revenue of approximately RMB221,657,000 (2021: approximately RMB173,177,000), representing an increase of approximately 28.0% during the Year and the hotel occupancy rate was approximately 56% (2021: approximately 40%).

## Leasing Business

The leasing income of the Group mainly comes from Highlong Plaza, International Office Centre and Zhong An Times Square, including office and shopping malls. The total revenue from leasing business for the Year was approximately RMB101,528,000, representing a decrease of approximately RMB20,754,000 (2021: approximately RMB122,282,000). The decline was due to the renovation of the Highlong Plaza and the average occupancy rate of leasing properties (calculated by dividing total lease area by total area available for lease) was approximately 86% (2021: approximately 87%).

## Land Reserve

As of 31 December 2022, the total GFA of land reserves held for development and/or sale of the Group was approximately 3,947,292 sq.m.

## REVENUE

The Group recorded the consolidated revenue of approximately RMB591,783,000 for the Year, representing a decline of approximately RMB279,283,000 or 32.1% when compared with the same in 2021. The new development projects of industrial real estate were still in the process of development and construction, meanwhile, the new business is still at the stage of establishing and preliminary exploration, resulting in a decline in the consolidated revenue.

The revenue from the property sales decreased to approximately RMB137,416,000 during the Year, representing a decrease of approximately RMB272,764,000 or 66.5% when compared with the same in 2021. The significant decrease was mainly due to a delay in the development of the new projects of the commercial segment as a result of the epidemic.

## 酒店營運

本集團現有四間酒店，即杭州蕭山假日酒店、杭州千島湖伯瑞特度假酒店、寧波伯瑞特酒店及淮北伯瑞特酒店。於本年度內，本集團酒店營運錄得收入約人民幣221,657,000元（2021年：約人民幣173,177,000元），增加約28.0%，酒店入住率約達56%（2021年：約40%）。

## 租賃業務

本集團的租金收入，主要來自恒隆廣場、國際辦公中心及眾安時代廣場，包括寫字樓和購物商場。於本年度內，來自租賃業務之總收入約人民幣101,528,000元，相當於減少約人民幣20,754,000元（2021年：約人民幣122,282,000元）。減少乃由於裝修恒隆廣場所致，而出租物業之平均出租率（按總出租面積除以總可租面積計算）則約達86%（2021年：約87%）。

## 土地儲備

截至2022年12月31日，本集團持作發展及／或銷售的土地儲備之總建築面積約為3,947,292平方米。

## 收入

本集團於本年度錄得綜合收入約為人民幣591,783,000元，較2021年同期減少約人民幣279,283,000元或32.1%。工業房地產的新開發項目仍在開發建設過程中，同時，新業務仍處於建立及初步探索階段，導致綜合收入下降。

於本年度內，物業銷售收入下跌至約人民幣137,416,000元，較2021年同期減少約人民幣272,764,000元或66.5%。大幅減少乃主要由於商業分部的新項目因疫情而延遲開發。

## REVENUE (CONTINUED)

The revenue from property rental and other services amounted to approximately RMB232,710,000 during the Year, representing a decrease of approximately RMB54,999,000 or 19.1% when compared with the same in 2021. The decline was mainly due to the unstable epidemic during the Year, as well as the upgrades, renovation and alteration of the Highlong Plaza involving rental reductions, clearances, relocations and stores closure etc., which led to a mild improvement in the average occupancy rate of leasing properties in the Year.

The revenue from the hotel operation amounted to approximately RMB221,657,000 during the Year, representing an increase of approximately RMB48,480,000 or 28.0% when compared with the same in 2021. The increase was mainly due to the improvement of the hotel occupancy rate.

## GROSS PROFIT

The gross profit of the Group for the Year amounted to approximately RMB117,373,000 for the Year, representing a decline of approximately RMB99,124,000 or 45.8% when compared with the same in 2021. The gross profit margin was 19.8%, decreased by 5.1 percentage points when compared with the same in 2021. The decline in gross profit was mainly due to the rising of construction costs and the outbreak of the epidemic in Zhejiang Province which had an all-round impact on the Group. Although the Group had taken timely countermeasures, the operating efficiency and gross profit were still lower than the same in 2021.

## OTHER INCOME AND GAINS, NET

The other income and gains amounted to approximately RMB117,470,000 during the Year, representing a decrease of approximately RMB257,219,000 or 68.6% when compared with the same in 2021. The decrease was mainly due to the fact that the Group recorded a gain on disposal of subsidiaries in the amount of approximately RMB56,515,000 and a dividend income from equity investments of approximately RMB54,315,000 in 2021 which were both not available in the 2022 Year, together with the significant decline in interest income of approximately RMB78,969,000 in the Year.

## 收入 (續)

於本年度內，物業租賃以及其他服務收入約為人民幣232,710,000元，較2021年同期減少約人民幣54,999,000元或19.1%。減少乃主要由於於本年度內，由於疫情不穩定，以及恒隆廣場的升級改造，當中涉及減租、清場、搬遷、關店等，導致本年度內租賃物業的平均出租率輕微上升。

於本年度內，酒店營運收入約為人民幣221,657,000元，較2021年同期增加約人民幣48,480,000元或28.0%。增加乃主要由於酒店入住率有所改善。

## 毛利

於本年度內，本集團的毛利約為人民幣117,373,000元，較2021年同期減少約人民幣99,124,000元或45.8%。毛利率為19.8%，較2021年同期下跌5.1百分點。毛利減少乃主要由於建築成本上升及浙江省爆發疫情為本集團帶來全面的影響。儘管本集團已及時採取應對措施，惟經營效率及毛利仍低於2021年同期。

## 其他收入及收益淨額

於本年度內，其他收入及收益約為人民幣117,470,000元，較2021年同期下跌約人民幣257,219,000元或68.6%。下跌乃主要由於本集團於2021年錄得出售附屬公司之收益約為人民幣56,515,000元及來自股本投資的股息收入約人民幣54,315,000元，而於2022年期間內並無該等收益，以及於本年度內利息收入大幅減少約人民幣78,969,000元所致。

## SELLING AND DISTRIBUTION EXPENSES

The selling and distribution expenses amounted to approximately RMB150,151,000 during the Year, representing a decrease of approximately RMB32,547,000 or 17.8% when compared with the same in 2021. Such decrease was due to the cost control measures adopted by the Group as an enhancing management to minimize the impact of the epidemic.

## ADMINISTRATIVE EXPENSES

The administrative expenses amounted to approximately RMB222,601,000 during the Year, representing a decrease of approximately RMB26,875,000 or 10.8% when compared with the same in 2021. Such decline was due to the decrease in headcounts for new projects deployed.

## OTHER EXPENSES

The other expenses amounted to approximately RMB83,522,000 during the Year, mainly representing the impairment provision for property and equipment of RMB12,867,000, the impairment provision for intangible assets of RMB14,858,000 and the impairment provision of right-of-use assets of RMB19,936,000 as resulted from a business revaluation of the parent-child family club, Maggie & Rose.

## FINANCE COSTS

The finance costs of the Group amounted to approximately RMB139,909,000 for the Year, representing a decrease of approximately RMB83,185,000 or 37.3% when compared with the same in 2021. Such decrease was mainly due to the reducing bank loan balances and other commercial borrowings for the city complex commercial project.

## 銷售及分銷開支

於本年度內，銷售及分銷開支約為人民幣150,151,000元，較2021年同期下跌約人民幣32,547,000元或17.8%。有關下跌乃由於本集團已採取成本控制措施作加強管理，以盡量減輕疫情的影響。

## 行政開支

於本年度內，行政開支約為人民幣222,601,000元，較2021年同期減少約人民幣26,875,000元或10.8%。有關下跌乃由於已開展新項目減聘人手所致。

## 其他開支

於本年度內，其他開支約為人民幣83,522,000元，主要為親子家庭俱樂部Maggie & Rose的業務重新估值產生的物業及設備的減值撥備人民幣12,867,000元、無形資產的減值撥備人民幣14,858,000元及使用權資產的減值撥備人民幣19,936,000元。

## 財務費用

於本年度內，本集團之財務費用約為人民幣139,909,000元，較2021年同期下跌約人民幣83,185,000元或37.3%。有關下跌主要由於城市綜合體商業項目的銀行貸款結餘及其他商業借貸減少。



## LOSS FOR THE YEAR

The loss attributable to the Group was approximately RMB461,640,000 for the Year, comparing with a net loss of approximately RMB302,815,000 in 2021, such loss for the Year was mainly due to the fact the Group has recorded a decrease in fair value of investment properties of approximately RMB115,160,000 and the significant decline in interest income of approximately RMB78,969,000 for the 2022 Year.

## CAPITAL EXPENDITURE

The Group's capital expenditure requirements mainly relate to additions of its property and equipment. The Group spent approximately RMB118,551,000 on property and equipment during the Year.

## SIGNIFICANT INVESTMENTS

The Group did not hold any significant investments during the Year.

## CAPITAL STRUCTURE

As at 31 December 2022, the Group had aggregate cash and cash equivalents and restricted cash of approximately RMB1,180,239,000 (as at 31 December 2021: approximately RMB1,948,034,000). The current ratio (as measured by current assets to current liabilities) as at 31 December 2022 was 0.93 (as at 31 December 2021: 1.05).

As at 31 December 2022, the bank loans and other borrowings of the Group repayable within one year and after one year were approximately RMB1,319,438,000 and approximately RMB2,689,041,000 respectively (as at 31 December 2021: approximately RMB1,527,310,000 and approximately RMB3,107,940,000 respectively). Except for certain bank and other borrowings amounting to approximately RMB774,000,000 (as at 31 December 2021: approximately RMB2,384,950,000) that bear interest at fixed rates, all bank loans bear interest at floating rates.

As at 31 December 2022, the Group's gearing ratio was 44% (as at 31 December 2021: 42%), which is net debt divided by capital plus net debt. Net debt includes interest-bearing bank and other borrowings, trade payables, other payables and accruals, and lease liabilities, less cash and cash equivalents. Capital represents equity attributable to owners of the parent.

## 本年度虧損

於本年度內，本集團應佔虧損約為人民幣461,640,000元，而2021年則為淨虧損約人民幣302,815,000元，本年度的有關虧損主要由於本集團於2022年期間內錄得投資物業之公允價值減少約人民幣115,160,000元以及利息收入大幅減少約人民幣78,969,000元。

## 資本開支

本集團的資本開支需要主要與添置物業及設備有關。於本年度內，本集團於物業及設備耗用約人民幣118,551,000元。

## 重大投資

於本年度內，本集團並無持有任何重大投資。

## 資本結構

於2022年12月31日，本集團的現金及現金等價物及受限制現金總額約為人民幣1,180,239,000元（於2021年12月31日：約人民幣1,948,034,000元）。於2022年12月31日的流動比率（按流動資產除以流動負債計算）為0.93（於2021年12月31日：1.05）。

於2022年12月31日，本集團須於一年期內償還及一年後償還的銀行及其他借款分別為約人民幣1,319,438,000元及約人民幣2,689,041,000元（於2021年12月31日：分別為約人民幣1,527,310,000元及約人民幣3,107,940,000元）。除若干按固定利率計息之銀行及其他借款約人民幣774,000,000元（於2021年12月31日：約人民幣2,384,950,000元）外，所有銀行貸款按浮動利率計息。

於2022年12月31日，本集團之資本負債比率為44%（於2021年12月31日：42%），有關比率按債務淨額除以資本加債務淨額計算。債務淨額包括計息銀行及其他借款、應付貿易賬款、其他應付款項及應計費用以及租賃負債，減現金及現金等價物。資本為母公司擁有人應佔權益。

## PLEDGE OF ASSETS

As at 31 December 2022, the Group's bank borrowings and other borrowings of approximately RMB4,008,479,000 (as at 31 December 2021: approximately RMB4,635,250,000) were secured by the Group's pledge of assets as follows:

## 資產抵押

於2022年12月31日，本集團銀行借款及其他借款約為人民幣4,008,479,000元（於2021年12月31日：約人民幣4,635,250,000元）由本集團以下資產質押作抵押：

		As at 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元	As at 31 December 2021 於2021年 12月31日 RMB'000 人民幣千元
Property and equipment	物業及設備	1,177,639	1,185,489
Investment properties	投資物業	213,321	2,681,570
Properties under development	開發中物業	2,435,636	485,411
Completed properties held for sale	持作銷售已竣工物業	628,696	678,740
Restricted cash	受限制現金	1,856	64,109
		<b>4,457,148</b>	<b>5,095,319</b>

## TREASURY POLICIES

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

## 庫務政策

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

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

本集團在現金及財務管理方面採取審慎庫務政策。現金通常會存作短期存款，大部份以人民幣為單位。本集團於本年度並無使用任何金融工具作對沖用途。

## GUARANTEES AND CONTINGENT LIABILITIES

As at 31 December 2022, the Group's contingent liabilities was approximately RMB406,830,000 (2021: approximately RMB316,410,000), which were mainly the guarantees provided by the Group in favour of certain banks for the grant of mortgage loans to purchasers of the Group's properties.

## 擔保及或有負債

於2022年12月31日，本集團或有負債約為人民幣406,830,000元（2021年：約人民幣316,410,000元），主要為本集團就若干銀行向本集團物業的買家授出的按揭貸款出具的擔保。

## CAPITAL COMMITMENTS

As at 31 December 2022, the Group's capital commitments for property development expenditures amounted to approximately RMB1,049,590,000 (2021: approximately RMB1,330,123,000). It is expected that the Group will finance such capital commitments from its own funds and bank loans.

## HUMAN RESOURCES AND REMUNERATION POLICY

As at 31 December 2022, the Group had 1,332 employees (2021: 1,630). The employees' remuneration policy was determined by reference to factors such as remuneration information in respect of the local market, the overall remuneration standard in the industry, inflation level, corporate operating efficiency and performance of the employees. The Group conducts performance appraisal once every year for its employees, the results of which are applied in annual salary review and promotion assessment. The Group's employees are considered for the entitlement of annual bonus according to certain performance conditions and appraisal results. The Group also provides continuous learning and training programmes to its employees to enhance their skills and knowledge, so as to maintain and enhance their competitiveness.

## 資本承擔

於2022年12月31日，本集團物業開發開支資本承擔約為人民幣1,049,590,000元（2021年：約人民幣1,330,123,000元）。預計本集團將由其自有資金及銀行貸款撥付相關資本承擔。

## 人力資源及薪酬政策

於2022年12月31日，本集團僱用員工1,332人（2021年：1,630人）。員工薪酬政策是參照當地市場薪資行情，結合行業的整體薪資狀況、通脹水平、企業經營效益以及員工的績效等多方面因素而確定。本集團對僱員的表現每年作出一次評核，結果用於每年薪金審查及晉陞評估。本集團的員工均會獲考慮根據若干表現條件及評核結果而獲發年度花紅。本集團亦向員工提供持續教育和培訓計劃，提升員工的技能和知識，保持及提高公司人才競爭力。



## STRATEGIES

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

## RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

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

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

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

## 策略

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

## 與僱員、客戶及供應商的關係

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

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

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

## EVENTS AFTER THE REPORTING YEAR

A subsidiary of Zhong An Group Limited proposes to apply for registration of the medium-term notes in an aggregate principal amount of up to RMB1,900,000,000 (“**Medium-term Notes**”), which will be a company bond with a term of no more than three years. The Medium-term Notes are proposed to be guaranteed by an independent third party guarantor of Zhong An Group Limited, with unconditional and irrevocably joint and several liability. On 27 February 2023, the Company and Zhong An Group Limited entered into an agreement, pursuant to which two subsidiaries of the Company will make available and pledge certain properties to the independent third party guarantor of the Medium-term Notes as a counter guarantee (the “**Agreement**”). The Agreement and the transactions contemplated thereunder constitute a non-exempted connected transaction for the Company under Chapter 14A of the Listing Rules, and are subject to independent shareholders’ approval in its upcoming extraordinary general meeting.

## ENVIRONMENT POLICIES AND PERFORMANCE

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

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

## FINAL DIVIDEND

The Board does not recommend the payment of any final dividend for the year ended 31 December 2022 (2021: Nil).

## 報告年度後事件

眾安集團有限公司的一間附屬公司擬申請登記本金總額不超過人民幣1,900,000,000元的中期票據（「**中期票據**」），中期票據將為公司債券，為期不超過三年。中期票據擬由眾安集團有限公司的獨立第三方擔保人提供無條件及不可撤銷的連帶責任擔保。2023年2月27日，本公司與眾安集團有限公司訂立協議，據此，本公司兩間附屬公司將向中期票據的獨立第三方擔保人提供並質押若干物業作為反擔保（「**該協議**」）。根據上市規則第14A章，該協議及其項下擬進行的交易構成本公司的非豁免關連交易，並有待獨立股東於即將召開的股東特別大會上批准。

## 環境政策及績效

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

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

## 末期股息

董事會不建議派發任何截至2022年12月31日止年度末期股息（2021年：無）。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### CORPORATE GOVERNANCE PRACTICES

During the year ended 31 December 2022, the Company had complied with the code provisions in the Corporate Governance Code (the "CG Code") as set out in Appendix 14 to the Listing Rules.

### 企業管治常規

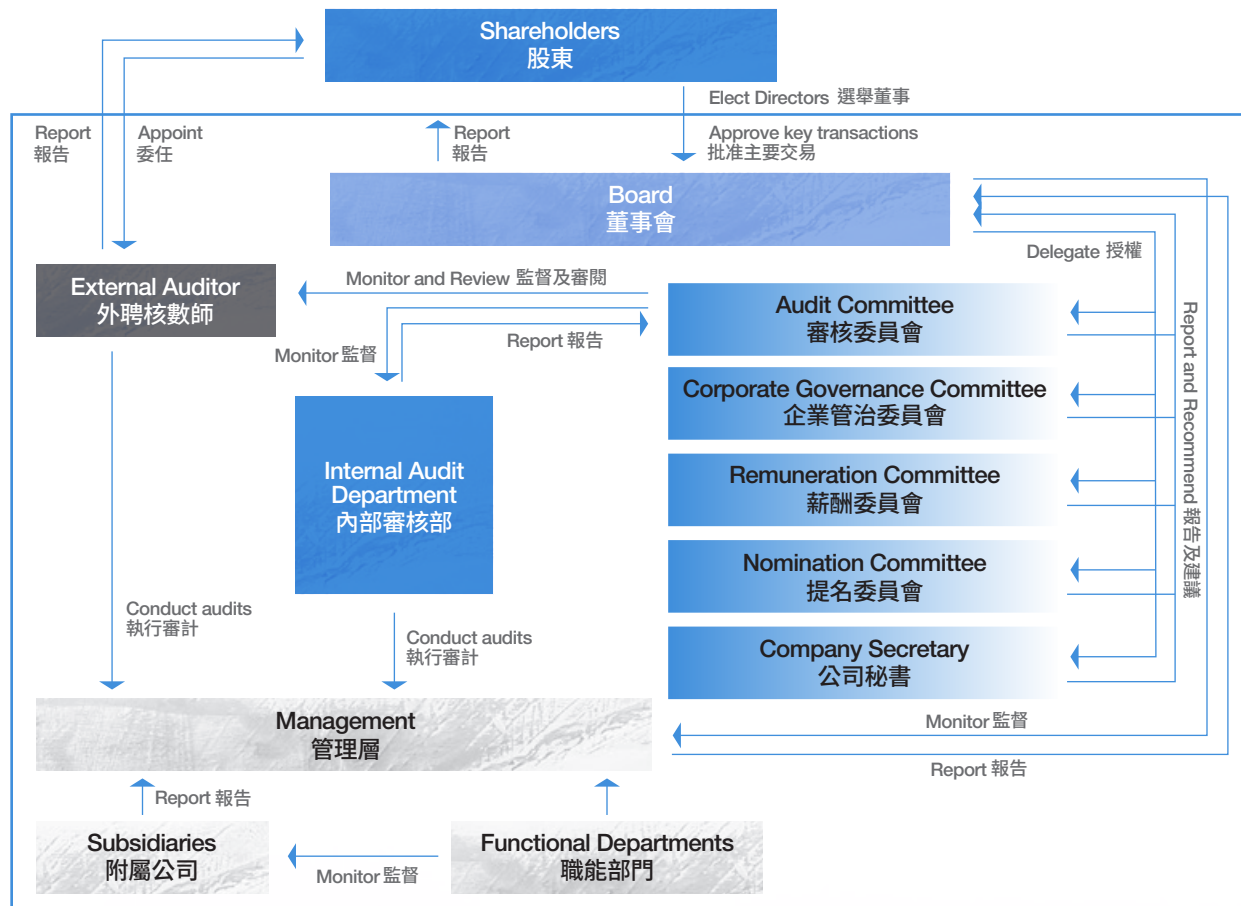
截至2022年12月31日止年度，本公司已遵守上市規則附錄十四所載企業管治守則（「企業管治守則」）的守則條文。

### CORPORATE GOVERNANCE STRUCTURE

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

### 企業管治架構

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



## BOARD OF DIRECTORS

The Board comprises: (i) executive directors: Mr. Shi Nanlu, Mr. Liu Bo and Ms. Tang Yiyan (resigned on 28 September 2022); (ii) non-executive directors: Mr. Shi Zhongan, Mr. Tang Min and Mr. Zhang Chunsheng (appointed on 28 September 2022); and (iii) independent non-executive directors: Mr. Lam Yau Yiu (appointed on 17 February 2023), Mr. Shen Xiao (appointed on 17 February 2023), Mr. Xu Chengfa, Mr. Ng Sze Yuen, Terry (resigned on 17 February 2023) and Mr. Yim Chun Leung (resigned on 17 February 2023).

The details of the Directors are set out in the section headed “Biographical Details of Directors and Senior Management” on pages 59 to 63 in this annual report. There are no relationships (including financial, business, family or other material/relevant relationships) among members of the Board. A list of the Directors identifying their roles and functions are available on the websites of the Company and the Stock Exchange.

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

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

## 董事會

董事會包括：(i)執行董事：施南路先生、劉波先生及唐怡燕女士（於2022年9月28日辭任）；(ii)非執行董事：施中安先生、唐岷先生及張春生先生（於2022年9月28日獲委任）；及(iii)獨立非執行董事：林友耀先生（於2023年2月17日獲委任）、沈霄先生（於2023年2月17日獲委任）、須成發先生、吳士元先生（於2023年2月17日辭任）及嚴振亮先生（於2023年2月17日辭任）。

董事的履歷詳情載於本年報第59至63頁「董事及高級管理層的履歷」一節。董事會成員之間概無關係（包括財務、業務、家族或其他重要／相關關係）。列明董事角色及職能的董事名單可於本公司及聯交所網站查閱。

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

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

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

於回顧年度內，舉行合共九次董事會會議、一次股東大會及一次股東特別大會。各董事的個別出席率如下：

		Number of attendance/ Number of Board meetings 出席董事會會議次數/ 董事會會議次數	Number of attendance/ Number of annual and extraordinary general meetings 出席股東週年及特別大會次數/ 股東週年及特別大會次數
<b>Executive Directors</b>	<b>執行董事</b>		
Mr. Shi Nanlu	施南路先生	9/9	2/2
Mr. Liu Bo	劉波先生	7/9	2/2
Ms. Tang Yiyang	唐怡燕女士	7/8	2/2
<b>Non-executive Director</b>	<b>非執行董事</b>		
Mr. Shi Zhongan	施中安先生	9/9	2/2
Mr. Tang Min	唐岷先生	6/9	2/2
Mr. Zhang Chunsheng (appointed on 28 September 2022)	張春生先生 (於2022年9月28日獲委任)	1/1	-
<b>Independent non-executive Directors</b>	<b>獨立非執行董事</b>		
Mr. Ng Sze Yuen, Terry	吳士元先生	7/9	2/2
Mr. Xu Chengfa	須成發先生	9/9	2/2
Mr. Yim Chun Leung	嚴振亮先生	8/9	2/2

## Chairperson and Chief Executive Officer

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

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

## 主席及行政總裁

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

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



## Non-Executive Director and Independent Non-Executive Directors

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

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

The non-executive Director, Mr. Zhang Chunsheng, has been appointed for a term of 3 years commencing on 28 September 2022, which is automatically renewable for a successive term of one year from the next day upon the expiry of the appointment.

The independent non-executive Director, Mr. Xu Chengfa, has been appointed for a term of three years with effect from 31 May 2014, which is automatically renewable for a successive term of one year from the next day upon the expiry of the appointment.

The independent non-executive Directors, Mr. Lam Yau Yiu and Mr. Shen Xiao, have been appointed for a term of 3 years commencing on 17 February 2023, which is automatically renewable for a successive term of one year from the next day upon the expiry of the appointment.

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

## 非執行董事及獨立非執行董事

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

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

非執行董事張春生先生的任期為3年，自2022年9月28日起計，並可於聘任年期屆滿後翌日自動續約一年。

獨立非執行董事須成發先生的任期為3年，自2014年5月31日起計，並可於聘任年期屆滿後翌日自動續約一年。

獨立非執行董事林友耀先生及沈霄先生的任期均為3年，自2023年2月17日起計，並可於聘任年期屆滿後翌日自動續約一年。

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

## Power of and Delegation by the Board

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

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

## Appointment, Re-election and Removal of Directors

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

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

## 董事會權力及授權

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

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

## 董事之委任、重選及罷免

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

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

## BOARD COMMITTEES

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

### (i) Remuneration Committee

The Remuneration Committee comprises a total of three members, being one executive Director, Mr. Shi Nanlu (appointed on 28 September 2022), Ms. Tang Yiyan (resigned on 28 September 2022) and two independent non-executive Directors, Mr. Xu Chengfa (chairperson of the Remuneration Committee), Mr. Shen Xiao (appointed on 17 February 2023) and Mr. Yim Chun Leung (resigned on 17 February 2023).

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

- (a) to make recommendations to the Board on the Company’s policy and structure for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policy;
- (b) to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
- (c) to make recommendations to the Board on the remuneration of non-executive Directors;

## 董事會委員會

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

### (i) 薪酬委員會

薪酬委員會由合共三名成員（即一名執行董事施南路先生（於2022年9月28日獲委任）、唐怡燕女士（於2022年9月28日辭任）及兩名獨立非執行董事須成發先生（薪酬委員會主席）、沈霄先生（於2023年2月17日獲委任）及嚴振亮先生（於2023年2月17日辭任））組成。

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

- (a) 就本公司董事及高級管理人員的全體薪酬政策及架構，及就設立正規透明的程序制訂此等薪酬政策，向董事會提出建議；
- (b) 就個別執行董事及高級管理人員的薪酬待遇，包括實物利益、退休金權利及補償金額（包括喪失或終止職務或委任的補償）向董事會提出建議；
- (c) 就非執行董事的薪酬向董事會提出建議；

**(i) Remuneration Committee (continued)**

- (d) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- (e) to review and approve the compensation payable to executive Directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive;
- (f) to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms and are otherwise reasonable and appropriate;
- (g) to ensure that no Director or any of his/her associates is involved in deciding his/her own remuneration;
- (h) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group; and
- (i) to review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules.

One meeting of the Remuneration Committee was held during the year under review. The Remuneration Committee had reviewed the policies of remuneration packages of the Board of Directors. No material matters relating to share schemes under Chapter 17 of the Listing Rules were required to be reviewed or approved by the Remuneration Committee. The individual attendance of the members was tabulated as follows:

Mr. Shi Nanlu	施南路先生
Mr. Xu Chengfa	須成發先生
Mr. Yim Chun Leung	嚴振亮先生

**(i) 薪酬委員會 (續)**

- (d) 透過參照董事會的公司目的和目標，檢討及批准管理層薪酬建議；
- (e) 檢討及批准向執行董事及高級管理人員支付與任何喪失或終止職務或委任有關的補償，以確保該等補償按有關合約條款釐定；若未能按有關合約條款釐定，補償亦須公平合理，不會造成過重負擔；
- (f) 檢討及批准因董事行為失當而解僱或罷免有關董事所涉及的補償安排，以確保該等安排按有關合約條款釐定；若未能按有關合約條款釐定，有關賠償亦須合理適當；
- (g) 確保概無董事或其任何聯繫人參與釐訂彼等自身的薪酬；
- (h) 考慮同類公司支付的薪酬、須付出的時間及職責，以及本集團內其他職位的僱用條件；及
- (i) 根據上市規則第17章審查及／或批准有關股份計劃的事宜。

於回顧年度內薪酬委員會舉行了一次會議。薪酬委員會已審閱了董事會的薪酬福利政策。概無上市規則第17章項下有關購股權計劃的重大事宜須薪酬委員會審查或批准。各成員的個別出席次數如下：

**Number attendance/  
Number of meetings  
出席次數／會議次數**

Mr. Shi Nanlu	施南路先生	1/1
Mr. Xu Chengfa	須成發先生	1/1
Mr. Yim Chun Leung	嚴振亮先生	1/1

**(ii) Nomination Committee**

The Nomination Committee comprises a total of three members, being one executive Director, Mr. Shi Nanlu and two independent non-executive Directors, Mr. Xu Chengfa (chairperson of the Nomination Committee), Mr. Shen Xiao (appointed on 17 February 2023) and Mr. Yim Chun Leung (resigned on 17 February 2023).

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

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

**(ii) 提名委員會**

提名委員會由合共三名成員(即一名執行董事施南路先生及兩名獨立非執行董事須成發先生(提名委員會主席)、沈霄先生(於2023年2月17日獲委任)及嚴振亮先生(於2023年2月17日辭任))組成。

本公司已書面訂明提名委員會的職權範圍。提名委員會的角色及職能如下：

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

**(ii) Nomination Committee (continued)**

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

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

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

**(ii) 提名委員會 (續)**

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

董事會已確定實施多元化政策的可測量的目標如下：

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

**(ii) Nomination Committee (continued)**

The nomination procedures are as follow:

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

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

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

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

		<b>Number of attendance/ Number of meetings 出席次數／會議次數</b>
Mr. Xu Chengfa	須成發先生	1/1
Mr. Yim Chun Leung	嚴振亮先生	1/1
Mr. Shi Nanlu	施南路先生	1/1

**(ii) 提名委員會 (續)**

提名程序如下：

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

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

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

於回顧年度內，各提名委員會成員的個別出席率如下：

### (iii) Audit Committee

The Audit Committee comprises a total of three members, being three independent non-executive Directors, Mr. Lam Yau Yiu (appointed on 17 February 2023), Mr. Shen Xiao (appointed on 17 February 2023), Mr. Xu Chengfa, Mr. Ng Sze Yuen Terry (resigned on 17 February 2023) and Mr. Yim Chun Leung (resigned on 17 February 2023). Mr. Lam Yau Yiu possess the appropriate professional qualification, and accounting and financial management expertise.

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

- (a) to be primarily responsible for making recommendations to the Board on the appointment, reappointment and removal of the external auditor, and to approve the remuneration and other terms of engagement of the external auditor, and any questions of its resignation or dismissal;
- (b) to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards. The Audit Committee should discuss with the auditor the nature and scope of the audit and reporting obligations before the audit commences;
- (c) to discuss with the auditor the nature and scope of the audit and reporting obligations and ensure co-ordination where more than one audit firm is engaged before the audit commences;
- (d) to develop and implement policy on engaging an external auditor to supply non-audit services. For this purpose, "external auditor" includes any entity that is under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party knowing all relevant information would reasonably conclude to be part of the audit firm nationally or internationally. The Audit Committee should report to the Board, identifying and making recommendations on any matters where action or improvement is needed;

### (iii) 審核委員會

審核委員會由合共三名成員（即三名獨立非執行董事林友耀先生（於2023年2月17日獲委任）、沈霄先生（於2023年2月17日獲委任）、須成發先生、吳士元先生（於2023年2月17日辭任）及嚴振亮先生（於2023年2月17日辭任））組成。林友耀先生擁有適當專業資格及會計及財務管理專長。

審核委員會的角色及職能包括以下各項：

- (a) 主要負責就外聘核數師的委任、重新委任及罷免向董事會提供建議、批准外聘核數師的薪酬及其他聘用條款，及處理任何有關該外聘核數師辭職或辭退該外聘核數師的問題；
- (b) 按適用的標準檢討及監察外聘核數師是否獨立客觀及核數程序是否有效。審核委員會應於核數工作開始前與核數師討論核數性質及範疇及有關申報責任；
- (c) 於核數工作開始前與核數師討論核數性質及範疇及有關申報責任；如多於一家核數師公司參與核數工作時，確保他們能互相配合；
- (d) 就委聘外聘核數師提供非核數服務制定政策，並予以執行。就此規定而言，「外聘核數師」包括與負責核數的公司處於同一控制權、所有權或管理權之下的任何機構，或一個合理知悉所有有關資料的第三方，在合理情況下會斷定該機構屬於負責核數的公司的本土或國際業務的一部份的任何機構。審核委員會應識別任何須採取行動或改善的事項，並向董事會報告並提出建議；



**(iii) Audit Committee (continued)****Review of the Company's financial information**

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

**(iii) 審核委員會 (續)****審閱本公司的財務資料**

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

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| <p>(viii) whether all relevant items have been adequately disclosed in the Group's financial statements and whether the disclosures give a fair view of the Group's financial conditions;</p> | <p>(viii) 本集團的財務報表有否足夠披露所有有關項目，及是否足夠令投資者公平地了解本集團的財政狀況；</p> |
| <p>(ix) any significant or unusual items that are, or may need to be, reflected in such reports and accounts; and</p>   | <p>(ix) 考慮該等報告及賬目中所反映或可能須反映的任何重大或不尋常項目；及</p>               |
| <p>(x) the cash flow position of the Group;</p>   | <p>(x) 本集團現金流量的狀況；</p>                                     |
- and to provide advice and comments thereon to the Board;
- (g) in regard to (e) and (f) above:
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| <p>(i) members of the Audit Committee should liaise with the Board and senior management of the Group and the Committee must meet, at least twice a year, with the Company's auditor; and</p>   | <p>(i) 審核委員會成員應與董事會及本集團的高級管理人員聯絡。委員會須至少每年與本公司的核數師開會兩次；及</p>                              |
| <p>(ii) the Audit Committee should consider any significant or unusual items that are, or may need to be, reflected in the reports and accounts, it should give due consideration to any matters that have been raised by the Company's staff responsible for the accounting and financial reporting function, compliance officer or auditor;</p> | <p>(ii) 審核委員會應考慮於該等報告及賬目中所反映或可能須反映的任何重大或不尋常事項，並應適當考慮任何由本公司負責會計及財務匯報職員、監察主任或核數師提出的事項；</p> |
- (h) to discuss problems and reservations arising from the interim and final audits, and any matters the auditor may wish to discuss (in the absence of management where necessary);
- (h) 與核數師討論中期評審及年度審核所遇上的問題及作出的保留，以及核數師認為應當討論的任何事項（管理層可能按情況而須避席此等討論）；

並就此向董事會提供建議及意見；

(g) 就上述(e)項及(f)項而言：

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

- (i) to review the Company's financial controls and, unless expressly addressed by a separate Board risk committee, or by the Board itself, to review the Company's risk management and internal control systems;
- (j) to discuss the risk management and internal control systems with management to ensure that management has performed its duty to have effective systems. This discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function;
- (k) to consider major investigation findings on risk management and internal control matters as delegated by the Board or on its own initiative and management's response to these findings;
- (l) where an internal audit function exists, to ensure co-ordination between the internal and external auditor, and to ensure that the internal audit function is adequately resourced and has appropriate standing within the Company, and to review and monitor its effectiveness;
- (m) to review the Group's financial and accounting policies and practices;
- (n) to review the external auditor's management letter, any material queries raised by the auditor to management about accounting records, financial accounts or systems of control and management's response;
- (o) to ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter;
- (p) to conduct exit interviews with any Director, manager, financial controller or internal credit control manager upon their resignation in order to ascertain the reasons for his departure;

### 監管本公司財務匯報制度、風險管理及內部監控系統

- (i) 檢討本公司的財務監控、以及(除非有另設的董事會轄下風險委員會又或董事會本身會明確處理)檢討本公司的風險管理及內部監控系統;
- (j) 與管理層討論風險管理及內部監控系統,確保管理層已履行職責建立有效的系統。討論內容應包括本公司在會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠,以及員工所接受的培訓課程及有關會計及財務匯報職能的預算是否充足;
- (k) 應董事會的委派或主動,就有關風險管理及內部監控事宜的重要調查結果及管理層對調查結果的回應進行研究;
- (l) 如果本集團設有內部審核功能,須確保內部和外聘核數師工作得到協調、也須確保內部審核功能在本公司內部有足夠資源運作,並且有適當的地位;以及檢討及監察其成效;
- (m) 檢討本集團的財務及會計政策及慣例;
- (n) 檢查外聘核數師給予管理層的《審核情況說明函件》、核數師就會計紀錄、財務賬目或監控系統向管理層提出的任何重大疑問及管理層作出的回應;
- (o) 確保董事會及時回應於外聘核數師給予管理層的《審核情況說明函件》中提出的事宜;
- (p) 於董事、經理、財務總監或內部信貸監控經理離職時,接見有關人員並瞭解其離職原因;

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| <p>(q) to prepare work reports for presentation to the Board and to prepare summary of work reports for inclusion in the Group's interim and annual reports;</p>   | <p>(q) 就期內的工作草擬報告及概要報告；前者交董事會審閱，後者刊於本集團的中期及年度報告；</p>   |
| <p>(r) to consider the appointment of any person to be a Audit Committee member, auditor and accounting staff either to fill a casual vacancy or as an additional Audit Committee member, auditor and accounting staff or dismissal of any of them;</p>  | <p>(r) 考慮委任任何人士作為審核委員會成員、核數師及會計人員以填補有關空缺或作為新增的審核委員會成員、核數師及會計人員或罷免任何該等人士；</p>                         |
| <p>(s) to report to the Board on the matters set out above;</p>  | <p>(s) 就上述事宜向董事會匯報；</p>  |
| <p>(t) to review arrangements employees of the Company can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters. The Audit Committee should ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action;</p> | <p>(t) 檢討可讓本公司僱員就財務匯報、內部監控或其他事宜可能發生的不正當行為在保密情況下提出關注之安排。審核委員會應確保有適當安排，讓本公司對此事宜作出公平獨立的調查及採取適當跟進行動；</p> |
| <p>(u) to act as the key representative body for overseeing the Company's relations with the external auditor; and</p>   | <p>(u) 擔任本公司與外聘核數師之間的主要代表，負責監察二者之間的關係；及</p>  |
| <p>(v) to consider other matters, as defined or assigned by the Board from time to time.</p>   | <p>(v) 考慮董事會不時界定或委派的其他事項。</p>  |

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

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| <p>– reviewed the annual report and annual results announcement of the Company;</p>  | <p>– 審閱本公司年度的年報及年度業績公告；</p>                |
| <p>– reviewed the interim report and interim results announcement of the Company ;</p>   | <p>– 審閱本公司中期報告及中期業績公告；</p>                 |
| <p>– reviewed the accounting principles and practices adopted by the Group and other financial reporting matters;</p>                  | <p>– 審閱本集團所採納的會計政策及慣例和其他財務匯報事宜；</p>        |
| <p>– reviewed the results of external audit and had discussion with external auditor on any significant findings and audit issues;</p> | <p>– 審閱外部審計結果，並就任何重大發現及審計事宜與外部核數師進行討論；</p> |

於回顧年度內審核委員會共舉行兩次會議。審核委員會進行的工作包括以下各項：

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

- reviewed the internal control reports and had discussion with internal control consultant on any significant findings and internal control issues for the first half of the year under review;
  - reviewed the internal control reports and had discussion with internal auditor on any significant findings and internal control issues for the second half of the year under review;
  - discussed with the external auditor before the audit commenced, the nature and scope of the audit and the respective relevant issues; and
  - considered and approved the service contract of the auditor for the year under review.
- 審閱內審報告，並就於上半回顧年度內任何重大發現及內部控制事宜與內控顧問進行討論；
  - 審閱內審報告，並就於下半回顧年度內任何重大發現及內部控制事宜與內部核數師進行討論；
  - 於審核開始前與外聘核數師討論審核的性質及範圍以及各有關事宜；及
  - 考慮及批准回顧年度的核數師服務合約。

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

於回顧期間內，審核委員會各成員的個別出席率如下：

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

#### (iv) Corporate Governance Committee

The Corporate Governance Committee comprises a total of three members, being one executive Director, Mr. Shi Nanlu (chairperson of the Corporate Governance Committee) and two independent non-executive Directors, Mr. Lam Yau Yiu (appointed on 17 February 2023), Mr. Shen Xiao (appointed on 17 February 2023), Mr. Ng Sze Yuen Terry (resigned on 17 February 2023) and Mr. Yim Chun Leung (resigned on 17 February 2023).

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

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

#### (iv) 企業管治委員會

企業管治委員會由合共三名成員（即一名執行董事施南路先生（企業管治委員會主席）及兩名獨立非執行董事林友耀先生（於2023年2月17日獲委任）、沈霄先生（於2023年2月17日獲委任）、吳士元先生（於2023年2月17日辭任）及嚴振亮先生（於2023年2月17日辭任））組成。

企業管治委員會的角色及職能包括以下各項：

- (a) 制定及檢討本集團的企業管治政策及常規，並向董事會提出建議；

**(iv) Corporate Governance Committee  
(continued)**

- (b) to review and monitor the training and continuous professional development of Directors and senior management;
- (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and
- (e) to review the Company's compliance with the code provisions of the CG Code and the disclosures in the Corporate Governance Report.

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

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

		<b>Number of attendance/ Number of meeting 出席次數／會議次數</b>
Mr. Shi Nanlu	施南路先生	1/1
Mr. Ng Sze Yuen, Terry	吳士元先生	1/1
Mr. Yim Chun Leung	嚴振亮先生	1/1

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

**(iv) 企業管治委員會 (續)**

- (b) 檢討及監察董事及高級管理人員的培訓及持續專業發展；
- (c) 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
- (d) 制定、檢討及監察僱員及董事適用的操守準則及合規手冊 (如有)；及
- (e) 檢討本公司遵守企業管治守則的守則條文的情況及在《企業管治報告》內的披露。

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

於回顧年度內，企業管治委員會各成員的個別出席率如下：

董事會委員會的職權範圍的進一步詳情於本公司及聯交所網站刊載。

## RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM

The Group recognizes that good risk management is essential for the long-term and sustainable growth of a business. The Board puts particular emphasis on determining the risk-tolerance levels in achieving the Group's strategic objectives and is responsible for the risk management and internal control systems and reviewing their effectiveness. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. The management also learns from other outstanding companies and takes into consideration of the Company's unique business and operating environment in formulating the risk management and control framework. All employees are committed to continually enhancing the risk management framework, linking to our corporate strategies as well as integrating it into day-to-day operation.

### Objective of the Risk Management and Internal Control

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

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

## 風險管理及內部監控系統

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

### 風險管理及內部監控之目標

本集團之風險管理及內部監控框架之目標包括：

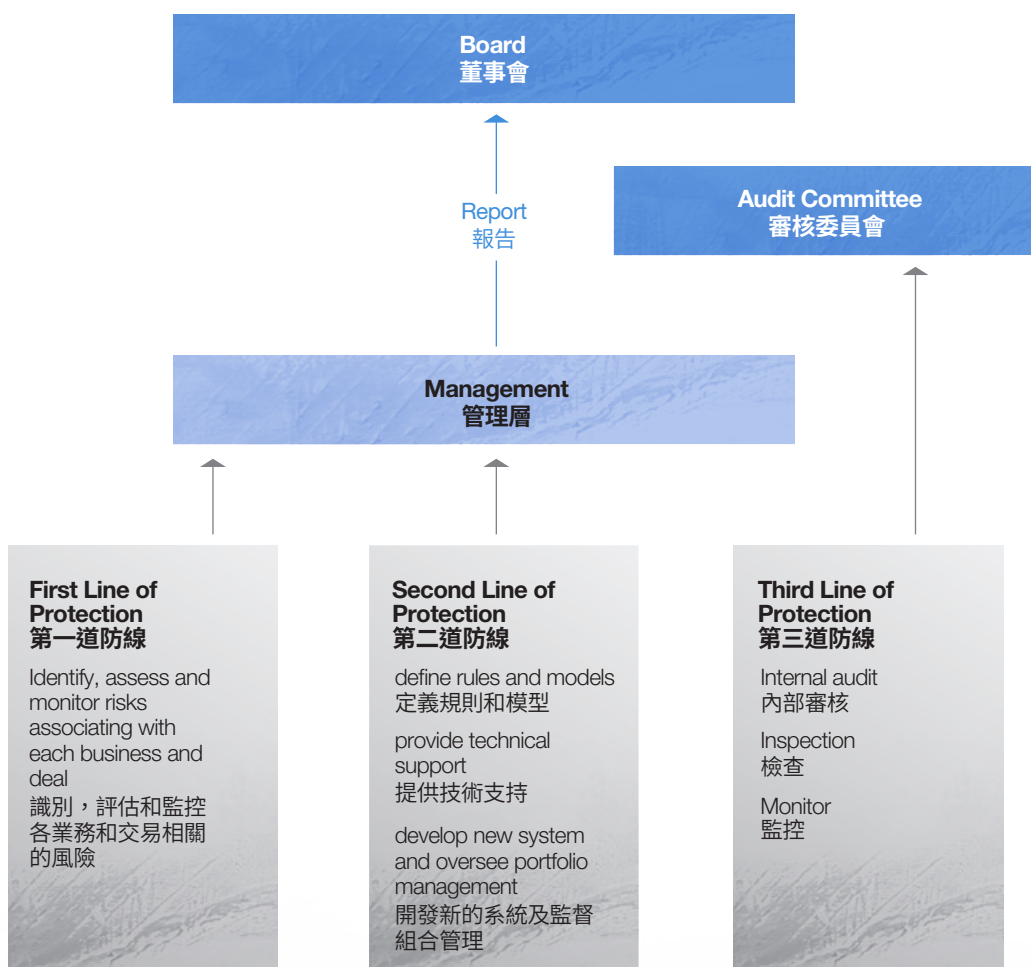
- 根據上市規則規定加強本公司之風險管理及內部監控；
- 建立及持續改善風險管理及內部監控系統；
- 實施一個自上而下及涵蓋全公司之風險管理系統，其涵蓋業務之各個方面；及
- 保持基線風險在可接受範圍內。

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

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

## 風險管理系統主要特點—三級風險管理方法

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





## Main Features of Internal Control System

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

## 內部監控系統主要特點

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



## Principal Risks and Key Controls

### 1. Market risks

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

## 主要風險及關鍵監控

### 1. 市場風險

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

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

## 2. Business and operational risks

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

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

## 3. Financial risks

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

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

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

## 2. 業務及營運風險

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

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

## 3. 財務風險

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

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

#### 4. Talent risks

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

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

### Review of Internal Control System

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

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

#### 4. 人才風險

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

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

### 內部監控系統之檢討

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

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

## HANDLING AND DISSEMINATION OF INSIDE INFORMATION

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

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

## COMPANY SECRETARY

The appointment and removal of the Company Secretary is subject to the Board’s approval in accordance with the articles of association of the Company.

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

## 內幕消息之處理及發佈

處理及發佈內幕消息的程序及內部監控措施如下：

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

## 公司秘書

根據本公司組織章程細則，公司秘書的委任與撤職須經董事會批准。

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

## ACCOUNTABILITY AND AUDIT

### Financial Reporting

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

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

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

### OPERATION OF MEETING AND SUPPLY OF AND ACCESS TO INFORMATION

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

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

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

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

## 問責及核數

### 財務報告

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

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

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

### 會議運作和資料的提供與索取

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

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

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

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

## AUDITOR'S REMUNERATION

The audit fee of the Group in respect of audit services provided by the independent auditor, Ernst & Young, for the Year was RMB1,680,000 (2021: RMB1,680,000).

During the year under review, the independent auditor was also engaged to review the interim results of the Company at a fee of RMB420,000 (2021: RMB420,000) and no other non-audit services took place (2021: Nil).

## NON-COMPETE UNDERTAKINGS

Each of the controlling shareholders and the Company entered into the Amended Non-Compete Undertakings to amend the Existing Non-Compete Undertakings, which will supersede and replace in its entirety the Existing Non-Compete Undertakings. In summary, pursuant to the Amended Non-Compete Undertakings, any member of the Zhong An Group will be entitled to be engaged in property management business (including but not limited to residential, commercial or mixed commercial-residential use properties and related ancillary services and for the avoidance of doubt, does not include operations and management of hotel and cinema) in the PRC, and the Group will no longer be engaged in any property management business (excluding operations and management of hotel and cinema) in the PRC. Please refer to the circular dated 5 March 2021 for details.

## DIRECTORS' AND OFFICERS' INSURANCE

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

## 核數師酬金

獨立核數師安永會計師事務所就本年度向本集團提供的審核服務的審核費用為人民幣1,680,000元(2021年：人民幣1,680,000元)。

於回顧年度內，獨立核數師亦獲委任審閱本公司中期業績，費用為人民幣420,000元(2021年：人民幣420,000元)及並無發生其他非核數服務(2021年：無)。

## 不競爭承諾

各控股股東及本公司訂立經修訂不競爭承諾，以修訂現有不競爭承諾，其將全面取代及代替現有不競爭承諾。總括而言，根據經修訂不競爭承諾，眾安集團之任何成員公司將有權於中國從事物業管理業務(包括但不限於住宅、商用或混合商住用途物業及相關配套服務，為免生疑問，其不包括酒店及電影院營運及管理)，而本集團將不再於中國從事任何物業管理業務(不包括酒店及電影院營運及管理)。有關詳細信息，請參閱2021年3月5日的通函。

## 董事及行政人員的保險

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

## DIRECTORS' CONTINUING PROFESSIONAL DEVELOPMENT

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

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

## 董事持續專業發展

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

根據董事提供的記錄，於回顧年度內，董事所接受的培訓概要如下：

Name of Directors 董事姓名	Type of continuous professional development 持續專業發展類別
<b>Executive Directors</b>	
<b>執行董事</b>	
Mr. Shi Nanlu	施南路先生 B
Mr. Liu Bo	劉波先生 B
Ms. Tang Yiyan (resigned on 28 September 2022)	唐怡燕女士 (於2022年9月28日辭任) B
<b>Non-executive Director</b>	
<b>非執行董事</b>	
Mr. Shi Zhongan	施中安先生 B
Mr. Tang Min	唐岷先生 B
Mr. Zhang Chunsheng (appointed on 28 September 2022)	張春生先生 (於2022年9月28日獲委任) B
<b>Independent Non-executive Directors</b>	
<b>獨立非執行董事</b>	
Mr. Ng Sze Yuen, Terry	吳士元先生 A/B
Mr. Xu Chengfa	須成發先生 A/B
Mr. Yim Chun Leung	嚴振亮先生 A/B

Notes:

A: attending briefing sessions and/or seminars relating to matters in financial, legal and corporate governance

B: reading seminar materials and updates relating to the latest development of the Listing Rules and other applicable regulatory requirements

附註：

A: 出席有關財務、法律及企業管治方面的簡介會及／或研討會

B: 閱讀有關上市規則及其他適用監管規定最新發展之研討會資料及更新資料

## MECHANISM FOR THE PROPERTY DEVELOPMENT ON MIXED-USE LANDS

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

## DIRECTORS’ SECURITIES TRANSACTIONS

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

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

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

## 混合用途土地上開發物業的機制

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

## 董事的證券交易

本公司已以條款不遜於上市規則附錄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**」）的規定準則，採納有關董事進行證券交易的行為守則。

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

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



## SHAREHOLDERS' RIGHTS

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

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

### Procedures for Proposing a Person for Election as a Director

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

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

## 股東權利

### 召開股東特別大會及於股東大會上提出議案

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

### 提名人士參選董事的流程

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

股東提名人士參選董事的流程詳情於本公司網站刊載。

## INVESTOR RELATIONS/WITH SHAREHOLDERS AND INVESTORS COMMUNICATION

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

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

### Enquiries and Proposals to the Board

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

### Annual General Meeting

The 2021 annual general meeting was held on 9 June 2022 at Crystal Hall, 4th Floor, Holiday Inn Hangzhou Xiaoshan, No. 688 Shanyin Road, Xiaoshan District, Hangzhou, Zhejiang Province, the PRC. The Directors and senior management together with the external independent auditor attended the annual general meeting to answer enquiries from shareholders and investors attending the meeting. All ordinary resolutions proposed in the meeting were duly passed by way of poll.

## 投資者關係／與股東及投資者的溝通

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

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

### 向董事會查詢及提出建議

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

### 股東週年大會

2021年度股東週年大會於2022年6月9日假座中國浙江省杭州市蕭山區山陰路688號杭州蕭山眾安假日酒店四樓水晶廳舉行。董事和高級管理人員連同外聘獨立核數師均已出席股東週年大會，並回答到會股東及投資者的提問。會上所提呈之所有普通決議案均以投票方式獲正式通過。

## Regular Meetings with Investors

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

## Investor Relations Plan

In 2023, we will continue to enhance communication with investors in accordance to the main needs and concerned issues from investors and analysts. It is expected that after the pandemic, multiple activities for investors will be conducted in the second half of 2023 through field trip, non-deal roadshow and one-to-one meeting and publishing voluntary disclosure announcement to mass investors in order to enhance their understanding of the Group.

Should investors have any inquiries and/or suggestions, please contact us at [cnc\\_ir@chinanewcity.com.cn](mailto:cnc_ir@chinanewcity.com.cn).

## CONSTITUTIONAL DOCUMENTS

The Board persistently reviews and updates the policies and constitutional documents of the Company. During the year under review, the Board obtained the approval of the Shareholders at the annual general meeting of the Company held on 9 June 2022 to amend and restate the articles of association of the Company (the “Articles”) in order to bring it up to date and in line with the amendments made to the Listing Rules and the applicable laws of the Cayman Islands. The up to date version of the Articles is available for viewing on the website of the Company ([www.chinanewcity.com.cn](http://www.chinanewcity.com.cn)) and the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).

Save as disclosed above, there was no change in the memorandum of association and the Articles of the Company during the year under review.

For and on behalf of the Board

**China New City Commercial Development Limited**

**Shi Zhongan**

*Chairperson*

Hong Kong, 24 March 2023

## 日常投資者會議

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

## 投資者關係計劃

於2023年，我們將繼續針對投資者與分析師的主要需求及關心的問題加強與投資者的溝通。預計將在2023年下半年疫情後通過舉辦實地考察、非交易路演及一對一會議進行投資者多重活動和發佈自願性披露公告予群眾投資者，以提高投資者對本集團的了解。

倘投資者有任何查詢及／或建議，請電郵至 [cnc\\_ir@chinanewcity.com.cn](mailto:cnc_ir@chinanewcity.com.cn)。

## 章程文件

董事會持續審查及更新本公司的政策及章程文件。於回顧年度內，董事會於2022年6月9日舉行的本公司股東週年大會上取得股東批准，以修訂及重列本公司組織章程細則（「細則」），以使其符合最新情況，並符合上市規則及開曼群島適用法律的修訂。最新版本細則可於本公司網站([www.chinanewcity.com.cn](http://www.chinanewcity.com.cn))及聯交所網站([www.hkexnews.hk](http://www.hkexnews.hk))查閱。

除上文所披露者外，於回顧年度內，本公司組織章程大綱及細則並無變動。

代表董事會

**中國新城市商業發展有限公司**

*主席*

**施中安**

香港，2023年3月24日

### DIRECTORS

#### Executive Directors

**Mr. Shi Nanlu (施南路先生)**, aged 40, is the executive Director and chief executive officer of the Company since 3 April 2020. He is responsible for the daily operation and management, strategic investments and new business exploration of the Group. He joined Zhong An Group Limited (“**Zhong An Group**”), a company listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (stock code: 00672), in June 2010. He has served as the manager of the capital management department, manager of the fund management department and deputy director of the Zhong An Group. He has many years of experience in financial management. Mr. Shi has resigned from all of his management positions in the Zhong An Group prior to joining the Group. He has been a vice president of the Group since June 2015. Mr. Shi received his undergraduate degree in finance and accounting from The University of Manitoba in Canada in June 2007.

**Mr. Liu Bo (劉波先生)**, aged 35, is the executive Director and vice president of the Company since 3 April 2020. He is responsible for overall daily operations and management of the Group as well as ensuring the Board functions properly with good corporate governance practice. He joined the Group in July 2016. He has served as the vice president of the Group. Prior to joining the Group, he worked in the investment department of He Jun Capital from December 2012 to July 2013, and in the business development department of Wan Xiang Trust from August 2013 to June 2016. He has many years of experience in financial investment and fund management. Mr. Liu holds a Master’s Degree in Actuarial Science from the Boston University in December 2012.

### 董事

#### 執行董事

**施南路先生**，40歲，自2020年4月3日起為本公司之執行董事及行政總裁。彼負責本集團的日常運營和管理，戰略投資和新業務探索。彼於2010年6月加入眾安集團有限公司（「**眾安集團**」）（一間於香港聯合交易所有限公司（「**聯交所**」）上市的公司（股份代號：00672）），先後擔任眾安集團資金管理部經理、基金管理部經理及副總監，具有多年財務管理經驗。施先生於加入本集團前已辭去其於眾安集團之所有管理職務，彼自2015年6月加入本集團擔任副總裁至今。施先生於2007年6月獲得加拿大曼尼托巴大學(The University of Manitoba)金融與會計專業本科學歷。

**劉波先生**，35歲，自2020年4月3日起為本公司之執行董事及副總裁。彼負責本集團的整體日常營運及管理，並確保董事會運作正常，且維持良好的企業管治常規。彼於2016年7月加入本集團，擔任本集團副總裁。於加入本集團前，彼自2012年12月至2013年7月於和君資本投資部工作，自2013年8月至2016年6月於萬向信託業務發展部工作。彼具有多年金融投資及基金管理經驗。劉先生於2012年12月獲得波士頓大學精算學碩士學位。

## Non-executive Directors

**Mr. Shi Zhongan (施中安先生)**, aged 60, is a non-executive Director and chairperson of the Board. He was appointed as a Director on 2 July 2013 and re-designated as non-executive Director on 30 September 2013. He is responsible for assisting the Board in the strategic planning of the Group, leading the Board to ensure that it will perform its roles and carry out its responsibilities effectively, and ensuring proper corporate governance practices and procedures are implemented within the Group. However, he does not participate in the day-to-day management of the business operations of the Group.

Mr. Shi has almost 30 years of experience in property development and property investment. Mr. Shi currently serves as the executive director and chairman of Zhong An Group. Mr. Shi served as a tax officer in the finance and revenue bureau of Xiaoshan District of Hangzhou (formerly known as Xiaoshan City) and the general manager of Hangzhou Xiaoshan Milkyway Real Estate Development Co., Ltd. Mr. Shi completed an Executive Master of Business Administration Program (Finance Track) organized by Shanghai National Accounting Institute and obtained a CFO Qualifying Training Certificate in June 2007. From 2005 to 2006, Mr. Shi completed a program for executive officers, focusing on globalization and real estate developers, co-organized by Harvard University, Tsinghua University, The University of Hong Kong and the United States Military Academy and a program for presidents of real estate companies organized by Zhejiang University in July 2006. Mr. Shi obtained a doctoral degree of business administration program jointly organized by Shanghai Advanced Institute of Finance (SAIF) and W. P. Carey School of Business, Arizona State University (ASU) in the US in May 2017. Mr. Shi is also a director of certain members of the Remaining Zhong An Group and the Group. Mr. Shi is the sole director and the sole shareholder of Whole Good Management Limited, which is the controlling shareholder of the Group.

**Mr. Tang Min (唐岷先生)**, aged 67, is the non-executive Director of the Company and vice chairperson of the Board since 3 April 2020. He is responsible for the formulation of development strategies. He is a senior economist.

## 非執行董事

**施中安先生**，60歲，為非執行董事兼董事會主席。彼於2013年7月2日獲委任為董事，並於2013年9月30日調任非執行董事。彼負責協助董事會制定本集團的策略性規劃，帶領董事會以確保董事會能夠履行其職務並有效地進行其職責，並確保於本集團內實施適當的企業管治常規及程序。然而，彼不會參與本集團業務運營的日常管理。

施先生於物業開發及物業投資方面擁有接近30年經驗。施先生現為眾安集團之執行董事兼主席。施先生歷任杭州蕭山區（原稱蕭山市）財政稅務局稅務專員和杭州蕭山銀河房地產開發有限公司總經理。施先生於2007年6月完成上海國家會計學院舉辦的高層管理人員工商管理碩士課程（金融財務方向）並獲得財務總監資格培訓證書。於2005年至2006年，施先生完成哈佛大學、清華大學、香港大學及美國陸軍軍官學校專為全球化及房地產發展商行政人員合辦的課程及於2006年7月完成浙江大學房地產公司總裁班課程。施先生於2017年5月獲得上海高級金融學院（SAIF）與美國亞利桑那州立大學（ASU）凱瑞商學院合辦的工商管理博士學位。施先生亦為餘下眾安集團及本集團若干成員公司董事。施先生為全好管理有限公司（本集團的控股股東）之唯一董事及唯一股東。

**唐岷先生**，67歲，自2020年4月3日起為本公司的非執行董事及董事會副主席。彼負責制定發展策略。彼為高級經濟師。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層的履歷

**Mr. Zhang Chunsheng (張春生先生)**, aged 55, has been appointed as a non-executive Director of the Company on 28 September 2022. He is primarily responsible for industry research and development. Mr. Zhang studied politics at the Hanshan Normal University from September 1986 to June 1989 and graduated with a college degree. Subsequently, from September 1990 to June 1992, he studied at the theory department of the Guangdong Institute of Public Administration and graduated with a bachelor's degree. Mr. Zhang worked in the People's Government of Puning City, Guangdong Province from July 1989 to June 1992. From June 1992 to April 2005, he worked at the Guangdong Youth Federation (廣東省青年聯合會), serving successively in various positions including section chief, deputy director, director and vice-chairman. From April 2005 to June 2009, he served as the deputy head of the Youth Affairs Department (青年工作部) of the Liaison Office of the Central People's Government in the Hong Kong Special Administrative Region. Subsequently, he served as the deputy director of the Ethnic and Religious Affairs Commission of Guangdong Province of the People's Government of Guangdong Province from July 2009 to November 2010. Having relocated to Hong Kong in November 2010, he served as an executive director and chief executive officer of Tianjin TEDA Biomedical Engineering Company Limited, a company listed on GEM of the Stock Exchange (stock code: 8189) from 8 August 2011 to 3 July 2013.

張春生先生，55歲，已於2022年9月28日獲委任為本公司非執行董事。彼主要負責產業研究及拓展工作。張先生於1986年9月至1989年6月於韓山師範學院政史專業學習，大專畢業，其後於1990年9月至1992年6月，在廣東省行政學院理論部學習，大學本科畢業。張先生於1989年7月至1992年6月於廣東省普寧市人民政府工作。於1992年6月至2005年4月，彼曾於廣東省青年聯合會工作，歷任科長、副主任、主任、副主席等職務。於2005年4月至2009年6月，彼曾擔任中央人民政府駐香港特別行政區聯絡辦公室青年工作部副部長。其後，於2009年7月至2010年11月，彼曾擔任廣東省人民政府民族宗教事務委員會副主任。於2010年11月移民香港後，於2011年8月8日至2013年7月3日，彼為天津泰達生物醫學工程股份有限公司（一間於聯交所GEM上市的公司（股份代號：8189）的執行董事及行政總裁。

### Independent non-executive Directors

**Mr. Lam Yau Yiu (林友耀先生)**, aged 59, has been appointed as an independent non-executive Director, the chairman and a member of the Audit Committee and a member of the Corporate Governance Committee of the Company on 17 February 2023. He is also the chairman of the corporate governance committee and a member of the audit committee, remuneration committee and nomination committee of Veson Holdings Limited (a company listed on the Stock Exchange, stock code: 01399). He joined Veson Holdings Limited and its subsidiaries on 27 September 2018. Mr. Lam is a fellow member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. He has about 32 years of experience in auditing, accounting and corporate management. Mr. Lam has served as the company secretary of Crazy Sports Group Limited (formerly known as VI Group Limited) (a company listed on the Stock Exchange, stock code: 82) from February 2019 to December 2022. Mr. Lam was the financial controller and the company secretary of Zhong An Real Estate Limited (now known as Zhong An Group from October 2008 to December 2016). Mr. Lam graduated from the City University of Hong Kong with a bachelor degree in accountancy in 1993. He also holds a degree of Master of Business Administration and a degree of Master of Science in Information Systems Management from the Hong Kong University of Science and Technology since 2000 and 2003, respectively.

### 獨立非執行董事

**林友耀先生**，59歲，已於2023年2月17日獲委任為本公司獨立非執行董事、審核委員會主席兼成員以及企業管治委員會成員。彼亦為銳信控股有限公司（一間於聯交所上市公司（股份代號：01399））之企業管治委員會主席兼審核委員會、薪酬委員會以及提名委員會成員。彼於2018年9月27日加入銳信控股有限公司及其附屬公司。林先生為香港會計師公會資深會員及英國特許公認會計師公會資深會員。彼於審計、會計及企業管理方面擁有約32年經驗。林先生自2019年2月至2022年12月一直擔任瘋狂體育集團有限公司（前稱第一視頻集團有限公司）（一間於聯交所上市公司（股份代號：82））的公司秘書，該公司於聯交所上市。林先生自2008年10月至2016年12月期間擔任眾安房產有限公司（現稱眾安集團）之財務總監及公司秘書，該公司於聯交所上市。林先生於1993年畢業，持有香港城市大學之會計學士學位及分別自2000年及2003年持有香港科技大學之工商管理學碩士學位信息系統管理理學碩士學位。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層的履歷

**Mr. Xu Chengfa (須成發先生)**, aged 69, is an independent non-executive Director. He was appointed as an independent non-executive Director on 31 May 2014. Mr. Xu has over 24 years of experience in banking operations and management. He worked in the Hong Kong Branch of Bank of Communications Co., Ltd. (stock code: 03328), a company whose shares are listed on the main board of the Stock Exchange and held various positions including senior manager of investment banking department, senior manager of corporate services department, assistant general manager, deputy general manager, deputy chief executive officer and consultant.

**Mr. Shen Xiao (沈霄先生)**, aged 44, has been appointed as an independent non-executive Director, a member of the Audit Committee, the Remuneration Committee, the Nomination Committee and the Corporate Governance Committee of the Company on 17 February 2023. He had about 15 years of working experience in investment banking business with BOC International Holdings Limited, Credit Lyonnais Securities Asia (CLSA) and J.P. Morgan Securities (Far East) Limited, and was responsible for corporate finance activities and cross-border merger and acquisitions for the companies in the PRC, for the period from July 2001 to May 2016. Mr. Shen was the president and executive director of Titan Invo Technology Limited (formerly known as TUS International Limited) (a company listed on the Stock Exchange, stock code: 872) from June 2016 to June 2020, and the senior vice president of Tus-Holdings Co., Ltd. from June 2020 to May 2021. Mr. Shen graduated from Tsinghua University with a bachelor's degree in management (accounting) in 1999 and a master's degree in management (CFA & CGA) in 2001.

**須成發先生**，69歲，為獨立非執行董事。彼於2014年5月31日獲委任為獨立非執行董事。須先生在銀行業務和管理方面擁有逾24年的經驗。彼曾於交通銀行股份有限公司（股份代號：03328）（其股份於聯交所主板上市之公司）香港分行工作，擔任多項職務包括投資銀行部高級經理、企業服務部高級經理、助理總經理、副總經理及副行政總裁及顧問。

**沈霄先生**，44歲，已於2023年2月17日獲委任為本公司獨立非執行董事、審核委員會、薪酬委員會、提名委員會以及企業管治委員會成員。自2001年7月至2016年5月期間，彼歷任中銀國際控股有限公司、里昂證券亞洲（里昂證券）及J.P. Morgan Securities (Far East) Limited投資銀行部，累積逾十五年投資銀行經驗，負責企業融資業務及中國公司的跨境併購業務。沈先生自2016年6月至2020年6月曾任泰坦智華科技有限公司（前身為TUS International Limited啟迪國際有限公司）（聯交所上市公司，股份代號：872）的總裁兼執行董事、自2020年6月至2021年5月曾任Tus-Holdings Co., Ltd.高級副總裁。沈先生於1999年畢業，持有清華大學管理（會計）學士學位，並於2001年獲頒授清華大學管理（註冊金融分析師及註冊會計師）碩士學位。



# THE REPORT OF DIRECTORS

## 董事會報告

The board (“**Board**”) of directors (the “**Directors**”) of China New City Commercial Development Limited (the “**Company**”) are pleased to present their annual report to shareholders of the Company (the “**Shareholders**”) and the audited financial statements of the Company and its subsidiaries (hereinafter collectively referred to as the “**Group**”) for the year ended 31 December 2022 (“**the year under review**”).

### PRINCIPAL ACTIVITIES

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

### BUSINESS REVIEW, KEY PERFORMANCE INDICATORS AND FUTURE DEVELOPMENT

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

### RESULTS AND DIVIDENDS

The Group's profit for the year under review and the state of affairs of the Company and the Group at 31 December 2022 are set out in the financial statements on pages 94 to 101.

The Board does not recommend the payment of any final dividend for the year ended 31 December 2022 (2021: Nil).

### SUMMARY OF CONSOLIDATED FINANCIAL INFORMATION

A summary of the published results and assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the audited financial statements is set out on page 256. This summary does not form part of the audited financial statements.

中國新城市商業發展有限公司(「**本公司**」)董事(「**董事**」)會(「**董事會**」)欣然提呈本公司及其附屬公司(下文稱為「**本集團**」)截至2022年12月31日止年度(「**回顧年度**」)的年報及經審核財務報表予本公司股東(「**股東**」)。

### 主要業務

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

### 業務回顧、關鍵表現指標及未來發展

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

### 業績及股息

本集團於回顧年度的利潤，連同本公司及本集團於2022年12月31日的事務狀況，載於財務報表第94至101頁。

董事會不建議派發任何截至2022年12月31日止年度末期股息(2021年：無)。

### 綜合財務資料概要

本集團摘錄自經審核財務報表的最近五個財政年度的已刊發業績，以及資產、負債和非控股權益概要載於第256頁。此概要並非經審核財務報表的一部份。

## PROPERTY AND EQUIPMENT, AND INVESTMENT PROPERTIES

Details of movements in the property and equipment, and investment properties of the Group during the year under review are set out in notes 12 and 13 to the financial statements respectively. Further details of the Group's investment properties are set out on pages 177 to 192.

## PRINCIPAL RISKS AND UNCERTAINTIES

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

## KEY RELATIONSHIPS

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

## ENVIRONMENTAL POLICIES

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

## BORROWINGS AND INTEREST CAPITALISED

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

## 物業及設備及投資物業

本集團於回顧年度內的物業及設備及投資物業的變動詳情分別載於財務報表附註12及13。本集團投資物業的進一步資料載於第177至192頁。

## 主要風險及不確定因素

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

## 主要關係

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

## 環保政策

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

## 借款及資本化利息

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

## SHARE CAPITAL

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

## EQUITY-LINKED AGREEMENTS

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

## RESERVES

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

## DISTRIBUTABLE RESERVES

As at 31 December 2022, the Company’s accumulated losses amounted to approximately RMB90,701,000 and the Company’s share premium amounted to RMB719,697,000. By passing an ordinary resolution of the Company, dividends may also be declared and paid out of share premium account or any other fund or account which can be authorized for this purpose in accordance with the Companies Law of the Cayman Islands.

## 股本

本公司於回顧年度內股本的變動詳情載於財務報表附註30。

## 股票掛鈎協議

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

## 儲備

本集團於回顧年度內的儲備變動詳情載於綜合權益變動表及財務報表附註32。

## 可分派儲備

於2022年12月31日，本公司的累計損失約為人民幣90,701,000元，而本公司的股份溢價為人民幣719,697,000元。經本公司普通決議案通過，股息亦可從股份溢價賬或按照開曼群島公司法就此獲授權的任何其他資金或賬戶宣派及支付。

## SHARE OPTION SCHEME

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

### 1. Purposes of the scheme

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

### 2. Participants of the Scheme

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

- (a) any employee (whether full-time or part-time including any executive Director but excluding any non-executive Director) of the Company, any of the Company’s subsidiaries or any entity (“**Invested Entity**”) in which any member of the Group holds an equity interest;
- (b) any non-executive Directors (including independent non-executive Directors) of the Company, any of the Company’s subsidiaries or any Invested Entity;

## 購股權計劃

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

### 1. 計劃之目的

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

### 2. 計劃的參與者

董事會可全權酌情邀請屬於下列參與者類別之任何人士接納可認購股份之購股權：

- (a) 本公司或其任何附屬公司或本集團任何成員公司持有股權之任何實體（「**所投資實體**」）之任何全職或兼職僱員（包括任何執行董事但不包括任何非執行董事）；
- (b) 本公司、本公司任何附屬公司或任何所投資實體的任何非執行董事（包括獨立非執行董事）；

## THE REPORT OF DIRECTORS

### 董事會報告

- |  |   |
|--|---|
| (c) any supplier of goods or services to any member of the Group or any Invested Entity;   | (c) 本集團任何成員公司或任何所投資實體之任何貨品或服務供應商；                       |
| (d) any customer of any member of the Group or any Invested Entity;  | (d) 本集團任何成員公司或任何所投資實體之任何客戶；                             |
| (e) any person or entity that provides research, development or other technological support to any member of the Group or any Invested Entity;   | (e) 向本集團任何成員公司或任何所投資實體提供研發或其他技術支援之任何人士或實體；              |
| (f) any adviser (professional or otherwise) or consultant to any area of business or business development of any member of the Group or any Invested Entity;   | (f) 本集團任何成員公司或任何所投資實體業務任何方面或業務發展之任何專業或其他諮詢人或顧問；         |
| (g) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group; | (g) 已經或可能透過合營公司、業務聯盟或其他業務安排對本集團發展及增長作出貢獻的任何其他組別或類別的參與者； |

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

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

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

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

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

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

### 3. Maximum number of the Shares available for Subscription

- (a) The maximum number of Shares which may be allotted and issued upon the exercise of all outstanding options granted and yet to be exercised under the Scheme and any other share option scheme adopted by the Group must not in aggregate exceed 30% of the share capital of the Company in issue from time to time.
- (b) The total number of the Shares which may be allotted and issued upon the exercise of all options (excluding, for this purpose, options which have lapsed in accordance with the terms of the Scheme and any other share option scheme of the Group) to be granted under the Scheme and any other share option scheme of the Group must not in aggregate exceed 10% of the number of Shares in issue as at the date of approval of the Scheme on 20 May 2015 (“**General Scheme Limit**”) or upon the date of approval of the refreshment of the General Scheme Limit on 11 June 2020 (being not exceeding 201,706,800 Shares (the “**Refreshed General Scheme Limit**”), representing 10% of the total number of issued Shares of the Company as at such date). As at 1 January 2022 and 31 December 2022, the number of options available for grant under the Scheme were 27,276,800 and 201,076,800, respectively.
- (c) Subject to (a) above but without prejudice to (d) below, the Company may seek approval of the Shareholders in general meeting to refresh the Refreshed General Scheme Limit provided that the total number of Shares which may be allotted and issued upon exercise of all options to be granted under the Scheme and any other share option scheme of the Group must not exceed 10% of the number of Shares in issue as at the date of approval of the refreshed limit and, for the purpose of calculating the refreshed limit, options (including those outstanding, cancelled, lapsed or exercised in accordance with the Scheme and any other share option scheme of the Group) previously granted under the Scheme and any other share option scheme of the Group will not be counted. The circular sent by the Company to the Shareholders shall contain, among other information, the information required under Rule 17.02(2)(d) of the Listing Rules and the disclaimer required under Rule 17.02(4) of the Listing Rules.

### 3. 可供認購的最高股份數目

- (a) 因行使所有根據計劃及本集團採納之任何其他購股權計劃已授出而尚未行使之購股權而配發及發行之最高股份數目，合共不得超過本公司不時已發行股本30%。
- (b) 因行使所有根據計劃及本集團任何其他購股權計劃授出之購股權（就此而言，不包括根據計劃及本集團任何其他購股權計劃之條款失效之購股權）而可能配發及發行之股份總數，合共不得超過於2015年5月20日批准計劃當日已發行股份數目10%（「**一般計劃上限**」），或於2020年6月11日批准更新一般計劃上限日期後（即不超過201,706,800股股份（「**經更新一般計劃上限**」）），佔本公司已發行股份總數於該日10%。於2022年1月1日及2022年12月31日，根據計劃，可供授出的購股權數目分別為27,276,800份及201,076,800份。
- (c) 在上文第(a)分段的規限下，在不影響下文第(d)分段之情況下，本公司可在股東大會上徵求股東批准更新經更新一般計劃上限，惟因行使所有根據計劃及本集團任何其他購股權計劃授出之購股權而可能配發及發行之股份總數，不得超過批准更新上限當日已發行股份數目10%，而於計算更新上限時，之前已根據計劃及本集團任何其他購股權計劃授出之購股權（包括根據計劃及本集團任何其他購股權計劃尚未行使、已註銷、已失效或已行使之購股權）不予計算。本公司向股東發出之通函應包括（其中包括）上市規則第17.02(2)(d)條規定的資料及上市規則第17.02(4)條規定的免責聲明。

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

(d) 在上文第(a)分段的規限下，在不影響上文第(c)分段之情況下，本公司可另行在股東大會上徵求股東批准根據購股權計劃向本公司於徵求批准前特別指明之參與者授出超逾經更新一般計劃上限或(如適用)上文第(c)分段所述更新上限的購股權。在此情況下，本公司須向股東發出通函，載有對特定參與者的一般描述、將予授出購股權數目及條款、授予特定參與者購股權的目的連同購股權的條款如何達成有關目的的解釋以及上市規則第17.02(2)(d)條規定的有關其他資料及上市規則第17.02(4)條規定的免責聲明。

#### 4. Maximum entitlement of each participant

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

#### 4. 每名參與者所獲最高上限

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

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

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

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

## 5. 向本公司董事、主要行政人員或主要股東或彼等各自之聯繫人授出購股權

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

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



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

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

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

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

## 8. Basis of determining the exercise price:

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

## 9. Remaining life of the Scheme:

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

As at the date of this annual report, the total number of Shares available for issue under the Scheme was 201,076,000 Shares, representing 10% of the total number of issued Shares of the Company.

## 6. 於購股權可獲行使前必須持有購股權的最低期限及購股權的行使期限：

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

## 7. 接納購股權時應付款項及必須作出付款的期限：

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

## 8. 釐定行使價的基準：

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

## 9. 該計劃的剩餘有限期：

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

於本年報日期，根據計劃可供發行的股份總數為201,076,800股股份，佔本公司已發行股份總數10%。

## SHARE OPTIONS GRANTED UNDER THE SCHEME

On 13 February 2020, the Company granted share options to the employees of the Company and other eligible participants (the “Grantees”) to subscribe for an aggregate of up to 173,800,000 ordinary shares of HK\$0.10 each in the share capital of the Company under the Scheme adopted by the Company on 20 May 2015 at an exercise price per share of HK\$0.998 (the “2020 Options”). None of the Grantees is a Director, chief executive or substantial shareholder of the Company, or an associate (as defined in the Listing Rules) of any of them. The exercise period of the 2020 Options was from 13 February 2020 to 12 February 2022, both dates inclusive. The closing price before the date of grant of the 2020 Options under the Scheme on 13 February 2020 was HK\$1.00. The fair value of the 2020 Options granted during the year ended 31 December 2020 was HK\$27,895,000, which was estimated as at the date of grant using a binomial option pricing model.

During the year under review, details of the movements of the share options are summarised as follows:

Name of Grantees	Outstanding at 1 January 2022 於2022年1月1日 尚未行使	Number of share options exercised	Number of share options lapsed/cancelled	Outstanding at 31 December 2022 於2022年12月31日 尚未行使	Date of share options granted	Exercise period	Exercise price of share option HK\$ per share
承授人名稱		已行使購股權數目	已失效/註銷購股權數目		購股權授出日期	行使期間	購股權行使價每股港元
Employees 僱員	154,682,000	-	(154,682,000)	-		13 February 2020 to 12 February 2022	0.998
Suppliers (Note i) 供應商 (附註i)	13,904,000	-	(13,904,000)	-	13 February 2020 2020年2月13日	2020年2月13日至 2022年2月12日	
Advisors (Note i) 顧問 (附註i)	5,214,000	-	(5,214,000)	-			
<b>Total:</b> <b>總計:</b>	173,800,000	-	(173,800,000)	-			

Note: The purpose of the Scheme is to enable the Group to grant share options to selected participants as incentives or rewards for their contribution to the Group. Particularly, the share options are granted to the suppliers of the Group to attract and maintain ongoing business relationships, and to the advisers of the Group to recognise their contribution in terms of providing strategic advice in relation to the overall management of the Group and to optimise the Group's performance efficiency.

Save as disclosed above, no other share options were granted, exercised, cancelled or lapsed during the year under review.

## 根據計劃已授出的購股權

於2020年2月13日，本公司根據本公司於2015年5月20日採納之該計劃向本公司僱員及其他合資格參與者（「承授人」）授出購股權，以認購合共最多173,800,000股本公司股本中每股面值0.10港元之普通股，每股股份行使價為0.998港元（「2020年購股權」）。承授人概無為本公司董事、最高行政人員或主要股東，或其任何聯繫人（定義見上市規則）。2020年購股權之行使期乃由2020年2月13日起至2022年2月12日（首尾兩日包括在內）。於2020年2月13日，該計劃下的2020年購股權授出日期前的收市價為1.00港元。截至2020年12月31日止年度授出的2020年購股權的公允價值為27,895,000港元，於授出日期使用二項式期權定價模型估計。

於回顧年度，購股權之變動詳情概述如下：

附註：該計劃的目的乃使本集團能夠向選定的參與者授予購股權，作為對彼等對本集團貢獻的激勵或獎勵。特別是，授予本集團供應商以吸引及維持持續的業務關係，並授予本集團顧問以確認彼等於提供有關本集團整體管理的戰略意見及改善集團的績效效率。

除上文披露者外，於回顧年度內，概無其他購股權已授出、行使、取消或失效。

## PRE-EMPTIVE RIGHTS

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

## MAJOR CUSTOMERS AND SUPPLIERS

The sales attributable to the five largest customers of the Group accounted for approximately 2% of the Group's consolidated revenue for the year under review.

The purchases attributable to the five largest suppliers of the Group accounted for about 24% of the Group's consolidated purchases for the year under review.

The largest supplier of the Group accounted for about 12% of the Group's consolidated purchases for the year under review.

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

## DIRECTORS

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

### Executive Directors

Mr. Shi Nanlu (*Chief Executive Officer*)

Mr. Liu Bo (*Vice President*)

Ms. Tang Yiyan (*Vice President*) (resigned on 28 September 2022)

### Non-executive Director

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

Mr. Tang Min (*Vice Chairperson*)

Mr. Zhang Chunsheng (appointed on 28 September 2022)

## 優先購買權

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

## 主要客戶及供應商

本集團五大客戶應佔的銷售額，佔本集團於回顧年度內綜合收入的約2%。

本集團五大供應商應佔的採購額，佔本集團於回顧年度內綜合採購額約24%。

本集團最大的供應商佔本集團於回顧年度內綜合採購額約12%。

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

## 董事

於回顧年度內及直至本報告日期在任的董事如下：

### 執行董事

施南路先生 (*行政總裁*)

劉波先生 (*副總裁*)

唐怡燕女士 (*副總裁*) (於2022年9月28日辭任)

### 非執行董事

施中安先生 (又名施侃成) (*主席*)

唐岷先生 (*副主席*)

張春生先生 (於2022年9月28日獲委任)

## Independent Non-executive Directors

Mr. Lam Yau Yiu (appointed on 17 February 2023)  
Mr. Shen Xiao (appointed on 17 February 2023)  
Mr. Xu Chengfa  
Mr. Ng Sze Yuen, Terry (*Vice Chairperson*) (resigned on 17 February 2023)  
Mr. Yim Chun Leung (resigned on 17 February 2023)

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

## CHANGES IN DIRECTORS' INFORMATION

Save as disclosed in the “Biographical Details of Directors and Senior Management” of this annual report, there were no changes in the Directors information subsequent to the publication of the interim report of the Company for the six months ended 30 June 2022.

## DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No transactions, arrangements and contracts of significance to which the Company or any of its subsidiaries was a party and in which a Director or his/her connected entity had a material interest, whether directly or indirectly, subsisted at any time during the year or at the end of the year.

## DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and senior management of the Group are set out on pages 59 to 63 of this annual report.

## DIRECTORS' SERVICE CONTRACTS

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

## 獨立非執行董事

林友耀先生 (於2023年2月17日獲委任)  
沈霄先生 (於2023年2月17日獲委任)  
須成發先生  
吳士元先生 (*副主席*) (於2023年2月17日辭任)  
嚴振亮先生 (於2023年2月17日辭任)

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

## 董事資料變動

除本年報之「董事及高級管理層的履歷」所披露者外，董事資料於本公司刊發截至2022年6月30日止六個月之中期報告後概無變動。

## 董事於重大合同的權益

本公司或其任何附屬公司概無訂有於年內任何時間或年終存續而董事或與董事有關連的實體於其中擁有重大權益 (不論直接或間接) 的交易、安排及合同。

## 董事及高級管理層的履歷

本公司的董事及高級管理層的履歷詳情載於本年報的第59至63頁。

## 董事的服務合同

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

## THE REPORT OF DIRECTORS

### 董事會報告

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

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

Mr. Zhang Chunsheng, being the non-executive Director, has been appointed for an initial term of 3 years commencing on 28 September 2022, which is automatically renewable for a successive term of one year from the next day upon the expiry of the appointment.

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

Mr. Lam Yau Yiu and Mr. Shen Xiao, being the independent non-executive Directors, have been appointed for an initial term of 3 years commencing on 17 February 2023, which is automatically renewable for a successive term of one year from the next day upon the expiry of the appointment.

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

## DIRECTORS' AND SENIOR MANAGEMENT'S REMUNERATION

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

During the years ended 31 December 2022 and 31 December 2021, no remuneration was paid by the Group to any of the directors and chief executive or the five highest paid individuals as an inducement to join or as compensation for loss of office.

No forfeited contribution is available to reduce the contribution payable in the future years as of 31 December 2022.

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

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

張春生先生(為非執行董事)的初始任期由2022年9月28日起計,為期三年,並於聘任年期屆滿後翌日自動續約一年。

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

林友耀先生及沈霄先生(為獨立非執行董事)的初始任期由2023年2月17日起計,為期三年,並於聘任年期屆滿後翌日自動續約一年。

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

## 董事及高級管理層的薪酬

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

於截至2022年12月31日和2021年12月31日止年度內,概無報酬是由本集團支付予任何董事、主要行政人員或五名最高薪人士,以促使加入或作為離職補償。

沒有被沒收的供款可供削減截至2022年12月31日之未來幾年之應付供款。

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

高級管理人員薪酬組別以及相關高級管理人員成員人數如下：

Remuneration band (HK\$)	薪酬組別 (港幣)	2022 2022年 Number of individuals 人數	2021 2021年 Number of Individuals 人數
Nil to 1,000,000	零至1,000,000元	4	–
Over 1,000,000	超過1,000,000元	1	4
		5	4

## PERMITTED INDEMNITY PROVISION

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

## 獲准許彌償條文

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

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

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

As at 31 December 2022, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (the "SFO")), as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

於2022年12月31日，本公司董事及最高行政人員於本公司或任何相聯法團（按香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部的涵義）的股份、相關股份及債權證擁有須記入根據證券及期貨條例第352條規定存置的登記冊內之權益及淡倉，或根據標準守則須另行知會本公司及聯交所之權益及淡倉如下：

Name of Director	Name of Group member/ associated corporation 本集團成員公司/ 相聯法團名稱	Capacity/nature of interest 身份／權益性質	Number of share(s) held 所持股份數目 (Note 1) (附註1)	Approximate percentage of shareholding 股權概約百分比
Mr. Shi Zhongan	The Company	Interest of controlled corporations (Note 2)	1,356,889,594 shares of HK\$0.10 each (L)	67.58%
施中安先生	本公司	受控制法團的權益 (附註2)	1,356,889,594股每股面值 0.10港元股份(L)	
	Zhong An	Interest of controlled corporation (Note 3)	3,262,411,200 shares of HK\$0.10 each (L)	57.89%
	眾安	受控制法團的權益 (附註3)	3,262,411,200股每股面值 0.10港元股份(L)	
	Whole Good	Beneficial owner	1 share of US\$1.00 (L)	100%
	全好	實益擁有人	1股面值1.00美元股份(L)	

Notes:

1. The letter "L" denotes the person's long position in the shares and underlying shares of the Company or the relevant associated corporation.
2. Among these 1,356,889,594 ordinary shares of HK\$0.10 each in the Company ("Shares"), 1,325,586,000 Shares are held by Ideal World Investments Limited ("Ideal World"), a wholly owned subsidiary of Zhong An. The entire issued shares of Zhong An are owned as to about 57.89% by Whole Good, which is wholly owned by Mr. Shi Zhongan. In addition, 31,303,594 Shares are held by Whole Good. By virtue of the SFO, Mr. Shi Zhongan is taken to be interested in the Shares in which each of Ideal World and Whole Good is interested.
3. These shares are held by Whole Good. By virtue of the SFO, Mr. Shi Zhongan is deemed to be interested in the shares of Zhong An in which Whole Good is interested.

Save as disclosed above, as at 31 December 2022, none of the Directors or chief executive of the Company had any interests and short positions in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of SFO), as recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Save as disclosed above, as at 31 December 2022, none of the Directors and chief executives of the Company had or were deemed under the SFO to have any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations as recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

附註：

1. 字母「L」代表該人士於本公司或有關相聯法團股份及相關股份的好倉。
2. 於此等本公司1,356,889,594股每股面值0.10港元之普通股（「股份」）中，其中1,325,586,000股股份由眾安的全資附屬公司Ideal World Investments Limited（「Ideal World」）持有。眾安的全部已發行股份由全好（由施中安先生全資擁有）擁有約57.89%。此外，31,303,594股股份由全好持有。根據證券及期貨條例，施中安先生被當作於Ideal World及全好各自擁有權益的股份中擁有權益。
3. 此等股份由全好持有。根據證券及期貨條例，施中安先生被視為於全好擁有權益的眾安股份中擁有權益。

除上文所披露者外，於2022年12月31日，本公司董事或最高行政人員概無於本公司或任何相聯法團（按證券及期貨條例第XV部的涵義）的股份、相關股份及債權證擁有須記入根據證券及期貨條例第352條規定存置之登記冊內之任何權益及淡倉，或根據標準守則須另行知會本公司及聯交所之任何權益及淡倉。

除上文所披露者外，於2022年12月31日，本公司董事及主要行政人員概無於本公司或其任何相聯法團之股份、相關股份及債權證擁有或根據證券及期貨條例被視為擁有須記入根據證券及期貨條例第352條存置之登記冊之任何權益或淡倉，或依據標準守則須另行知會本公司及聯交所之任何權益或淡倉。



## MANAGEMENT CONTRACTS

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

## NON-COMPETE UNDERTAKINGS

The Company has received the written confirmation from Ideal World, Zhong An, Whole Good and Mr. Shi Zhongan (collectively, the “**Controlling Shareholders**”) in respect of the compliance with the provisions of the amended non-compete undertakings (“**Amended Non-compete Undertakings**”), entered into between the Controlling Shareholders and the Company as set out in the circular dated 5 March 2021.

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

## DIRECTORS’ RIGHTS TO ACQUIRE SHARES OR DEBENTURES

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

## SUBSTANTIAL SHAREHOLDERS’ INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2022, so far as is known to the Directors, the following persons (other than a Director or the chief executive of the Company) had an interest or short position in the Shares and underlying Shares as recorded in the register required to be kept by the Company under Section 336 of the SFO:

## 管理合同

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

## 不競爭承諾

本公司已自Ideal World、眾安、全好及施中安先生（統稱為「**控股股東**」）取得書面確認，內容有關日期為2021年3月5日的通函所載控股股東與本公司訂立之經修訂不競爭承諾（「**經修訂不競爭承諾**」）的條文。

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

## 董事收購股份或債權證的權利

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

## 主要股東於股份及相關股份的權益及淡倉

於2022年12月31日，就董事所知，按根據證券及期貨條例第336條規定由本公司存置的登記冊所記錄，下述人士（董事或本公司的最高行政人員除外）於股份及相關股份的權益或淡倉如下：

Name of shareholder 股東名稱	Capacity/nature of interest 身份／權益性質	Number of Shares held 所持股份數目 (Note 1) (附註1)	Percentage of the Company's issued share capital 佔本公司已發行 股本百分比
Ideal World	Beneficial owner 實益擁有人	1,327,556,000 Shares (L) 1,327,556,000 股股份(L)	66.02%
Zhong An 眾安	Interest of controlled corporation (Note 2) 受控制法團的權益 (附註2)	1,327,556,000 Shares (L) 1,327,556,000 股股份(L)	66.02%
Whole Good 全好	Interest of controlled corporation (Note 2) 受控制法團的權益 (附註2)	1,327,556,000 Shares (L) 1,327,556,000 股股份(L)	66.02%
	Beneficial owner 實益擁有人	31,303,594 Shares (L) 31,303,594 股股份(L)	1.56%

Notes:

- The Letter "L" denotes the person's long position in the Shares.
- These Shares are held by Ideal World, the wholly owned subsidiary of Zhong An. The entire issued shares of Zhong An are owned as to about 57.89% by Whole Good, which is wholly owned by Mr. Shi Zhongan. By virtue of the SFO, each of Zhong An, Whole Good and Mr. Shi Zhongan is taken to be interested in the Shares in which Ideal World is interested.

Save as disclosed above, as at 31 December 2022, other than the Directors and the chief executive of the Company whose interests are set out in the paragraph headed "Directors' and chief executive's interests and short positions in the shares, underlying shares and debentures of the Company or any associated corporation" above, no person had interest or short position in the Shares or underlying Shares which were required to be recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

附註：

- 字母「L」代表該人士於股份的好倉。
- 該等股份由眾安全資附屬公司Ideal World持有。眾安的全部已發行股份由全好（由施中安先生全資擁有）持有約57.89%權益。根據證券及期貨條例，眾安、全好及施中安先生各自被視為於Ideal World擁有權益的股份中擁有權益。

除上文所披露者外，於2022年12月31日，除本公司董事及最高行政人員（其權益載於上文「董事及最高行政人員於本公司或任何相聯法團的股份、相關股份及債權證的權益及淡倉」一段）外，概無人士於股份或相關股份擁有須記錄於根據證券及期貨條例第336條規定由本公司存置的登記冊內之權益或淡倉。

## TRANSACTIONS DISCLOSED IN ACCORDANCE WITH THE LISTING RULES

During the year under review, the Company entered into a non-exempt continuing connected transaction (the “CCT”). Set out below is the information in relation to the CCT, particulars of which were previously disclosed in the announcement of the Company dated 27 June 2022, the supplemental announcement of the Company dated 5 July 2022 and the circular of the Company dated 31 August 2022. The full texts of the said announcements and circular can be viewed at the websites of the Company ([www.chinanewcity.com.cn](http://www.chinanewcity.com.cn)) and the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).

- On 27 June 2022 (after trading hours), the Company (for itself and on behalf of its subsidiaries) entered into the Financial Advances Framework Agreement with Zhong An Group Limited (for itself and on behalf of its subsidiaries but excluding the Group) (“**Zhong An Cayman**”), pursuant to which, among others, the Group will provide recurring advances (the “**Advances**”) to Zhong An Cayman and its subsidiaries from time to time but excluding the Group (“**Zhong An Group**”) to be utilised by Zhong An Cayman for its daily business operations pursuant to the Financial Advances Framework Agreement. Zhong An Cayman is a controlling Shareholder of the Company. Pursuant to the Financial Advances Framework Agreement, the highest daily balance amounts that the Group may advance to the Zhong An Group pursuant to the Financial Advances Framework Agreement for each of the year ended 31 December 2022 and the two years ending 31 December 2024 are RMB1,200 million, RMB1,500 million and RMB1,800 million, respectively (the “**Caps**”).
- Since Zhong An Cayman is a controlling Shareholder of the Company, Zhong An Cayman is a connected person of the Company under Chapter 14A of the Listing Rules. As one or more of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Advances based on the highest Cap during the term of the Financial Advances Framework Agreement exceeds 5%, the Advances constitute non-exempted continuing connected transactions for the Company under Chapter 14A of the Listing Rules and are therefore subject to reporting, announcement, independent shareholders’ approval, and annual review requirements.

## 根據上市規則披露的交易

於回顧年內，本公司訂立非豁免持續關連交易（「**持續關連交易**」）。下文載列有關持續關連交易的資料，其詳情先前已於本公司日期為2022年6月27日的公告、本公司日期為2022年7月5日的補充公告及本公司日期為2022年8月31日的通函中披露。上述公告及通函全文可於本公司網站([www.chinanewcity.com.cn](http://www.chinanewcity.com.cn))及聯交所網站([www.hkexnews.hk](http://www.hkexnews.hk))查閱。

- 於2022年6月27日（交易時段後），本公司（為其本身及代表其附屬公司）與眾安集團有限公司（為其本身及代表其附屬公司（但不包括本集團））（「**開曼眾安**」）訂立財務墊款框架協議，據此，（其中包括）本集團將向開曼眾安及其不時的附屬公司（不包括本集團）（「**眾安集團**」）提供經常性墊款（「**墊款**」），墊款將由開曼眾安根據財務墊款框架協議款用於其日常業務營運。開曼眾安為本公司控股股東。根據財務墊款框架協議，本集團根據財務墊款框架協議於截至2022年12月31日止年度及截至2024年12月31日止兩個年度各年度可向眾安集團提供墊款的每日最高結餘金額分別為人民幣1,200百萬元、人民幣1,500百萬元及人民幣1,800百萬元（「**上限**」）。
- 由於開曼眾安為本公司控股股東，故根據上市規則第14A章，開曼眾安為本公司之關連人士。由於按財務墊款框架協議年期內的最髙上限計算有關墊款的一項或多項適用百分比率（定義見上市規則）超過5%，故根據上市規則第14A章，墊款構成上市規則第14A章項下本公司之不獲豁免的持續關連交易，並因此須遵守申報、公告、獨立股東批准及年度審閱之規定。

## TRANSACTIONS DISCLOSED IN ACCORDANCE WITH THE LISTING RULES (CONTINUED)

## 根據上市規則披露的交易 (續)

3. The highest daily balance amount of the Advances provided by the Group to the Zhong An Group during the year under review was approximately RMB1,317,300,000.
4. The Board, including the independent non-executive directors of the Company, have reviewed the CCT and confirmed that the CCT were:
- entered into by the Group in its ordinary and usual course of business;
  - conducted on normal commercial terms or on terms no less favourable than those available to or from independent third parties; and
  - entered into in accordance with the agreements governing the CCT on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

The Board, including the independent non-executive directors of the Company, also confirmed that:

- the highest daily balance amount of the Advances provided by the Group to the Zhong An Group during the year under review did not exceed the Cap for such year; and
- the Company has complied with the disclosure requirements in respect of the CCT in accordance with Chapter 14A of the Listing Rules.

3. 於回顧年度，本集團向眾安集團提供墊款的每日最高結餘金額約為人民幣1,317,300,000元。
4. 董事會(包括本公司獨立非執行董事)已審閱持續關連交易，並確認持續關連交易已：
- 由本集團於其日常及一般業務過程中訂立；
  - 按正常商業條款或不遜於本公司向獨立第三方或來自獨立第三方所提供的條款進行；及
  - 根據規管持續關連交易的協議，按公平合理且符合股東整體利益的條款訂立。

董事會(包括本公司獨立非執行董事)亦確認：

- 於回顧年度，本集團向眾安集團提供墊款的每日最高結餘金額並無超過有關年度的上限；
- 本公司已根據上市規則第14A章遵守有關持續關連交易的披露規定。

## RETIREMENT SCHEMES

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

## TAX RELIEF

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

## CHARITABLE CONTRIBUTIONS

During the year under review, the Group donated RMB250,000 (2021: RMB314,000).

## PUBLIC FLOAT

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

## PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

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

## 退休計劃

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

## 稅項寬免

本公司並不知悉股東因彼等持有股份而可享有之任何稅項寬免或豁免。

## 慈善捐款

於回顧年度內，本集團捐贈人民幣250,000元（2021年：人民幣314,000元）。

## 公眾持股量

基於本公司可獲得的公開資料及據董事所知，彼等確認，於回顧年度及截至本年報日期，公眾持有本公司已發行股本總額的至少25%。

## 購買、贖回或出售本公司的上市證券

年內，本公司或其任何附屬公司概無購買、贖回或出售本公司的任何上市證券。

## EVENTS AFTER THE REPORTING YEAR

A subsidiary of Zhong An Group Limited proposes to apply for registration of the medium-term notes in an aggregate principal amount of up to RMB1,900,000,000 (“**Medium-term Notes**”), which will be a company bond with a term of no more than three years. The Medium-term Notes are proposed to be guaranteed by an independent third party guarantor of the Zhong An Group, with unconditional and irrevocably joint and several liability. On 27 February 2023, the Company and Zhong An Group Limited entered into an agreement, pursuant to which two subsidiaries of the Company will make available and pledge certain properties to the independent third party guarantor of the Medium-term Notes as a counter guarantee (the “**Agreement**”). The Agreement and the transactions contemplated thereunder constitute a non-exempted connected transaction for the Company under Chapter 14A of the Listing Rules, and are subject to independent shareholders’ approval in its upcoming extraordinary general meeting.

## DISCLOSURE UNDER RULE 13.20 OF THE LISTING RULES

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

## AUDITOR

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

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

**Shi Zhongan**  
*Chairperson*

Hong Kong, 24 March 2023

## 報告年度後事項

眾安集團有限公司的附屬公司建議申請登記本金總額最多為人民幣1,900,000,000元的中期票據（「**中期票據**」），並將為年期不超過三年的公司債券。中期票據建議將由眾安集團的獨立第三方擔保人提供無條件且不可撤銷的共同及個別責任擔保。於2023年2月27日，本公司與眾安集團有限公司訂立協議，據此，本公司兩間附屬公司將提供及抵押若干物業予中期票據的獨立第三方擔保人作為反擔保（「**該協議**」）。根據上市規則第14A章，該協議及其項下擬進行之交易構成本公司之非豁免關連交易，須於其即將舉行的股東特別大會上取得獨立股東批准。

## 根據上市規則第13.20條作出披露

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

## 核數師

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

代表董事會  
**中國新城市商業發展有限公司**

*主席*  
**施中安**

香港，2023年3月24日

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告



### To the shareholders of China New City Commercial Development Limited

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

## OPINION

We have audited the consolidated financial statements of China New City Commercial Development Limited (the “**Company**”) and its subsidiaries (the “**Group**”) set out on pages 94 to 256, which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (“**IFRSs**”) issued by the International Accounting Standards Board (the “**IASB**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

## BASIS FOR OPINION

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

### 致中國新城市商業發展有限公司全體股東

*(於開曼群島註冊成立的獲豁免有限公司)*

## 意見

我們已審核載於第94至256頁的中國新城市商業發展有限公司（「**貴公司**」）及其附屬公司（「**貴集團**」）的綜合財務報表，此財務報表包括在2022年12月31日的綜合財務狀況表與截至該日止年度的綜合損益表、綜合全面收益表、綜合權益變動表、綜合現金流量表以及綜合財務報表附註，包括主要會計政策概要。

我們認為，綜合財務報表已根據國際會計準則委員會（「**國際會計準則委員會**」）頒佈之國際財務報告準則（「**國際財務報告準則**」），真實公平地反映 貴集團於2022年12月31日之綜合財務狀況以及 貴集團於截至該日止年度之綜合財務表現及其綜合現金流量，並已根據香港公司條例之披露規定妥為編製。

## 意見的基礎

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

## KEY AUDIT MATTERS

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

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

### Key audit matter

#### 關鍵審計事項

##### *Valuation of investment properties*

##### 投資物業之估值

As at 31 December 2022, the Group's investment properties amounted to RMB5,277 million, which represented 35% of the Group's total assets. Investment properties were stated at fair value. Management was required to exercise significant judgement in determining the fair value of investment properties as disclosed in note 3 to the consolidated financial statements.

於2022年12月31日，貴集團投資物業為人民幣5,277,000,000元，相當於貴集團總資產的35%。投資物業乃按公允價值列賬。誠如綜合財務報表附註3所披露，管理層於釐定投資物業之公允價值時，需進行重大判斷。

## 關鍵審計事項

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

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

### How our audit addressed the key audit matter

#### 我們的審計如何解決關鍵審計事項

We performed audit procedures including:

我們進行的審計程序包括：

We evaluated the competence and independence of the external valuation expert engaged by the Group. We reviewed rental contracts, compared the prices of the investment properties with the unit prices of adjacent similar properties that were benchmarked in the valuation process, assessed assumptions relating to future market rents, compared the current prices in the active market for adjacent similar properties, and assessed the discount rates and future maintenance costs applied based on historical experiences with the involvement of our internal valuation specialists, who focused on the term yield, reversionary yield and market unit rent. We also assessed the adequacy of the disclosures in the consolidated financial statements.

我們評估貴集團所聘請之外部估值專家的能力及獨立性。我們審閱出租合約，根據估值程序將投資物業的價格與毗鄰類似物業之單價對比，以及由我們的內部估值專業人員評估與未來市場租金相關的假設、比較在活躍市場上毗鄰相似物業的當前價格，及評估根據歷史經驗應用的折讓率及未來維護成本，主要針對年期回報率、復歸收益率及市場單位租賃。我們亦評估於綜合財務報表的披露的充足性。



## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告

#### Key audit matter

##### 關鍵審計事項

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

##### 我們的審計如何解決關鍵審計事項

#### *Valuation of investment properties (continued)*

##### 投資物業之估值(續)

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

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

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

相關披露載於綜合財務報表附註2.4、3及13。

#### *Net realisable value of completed properties held for sale and properties under development*

##### 持作銷售之已落成物業及發展中物業之可變現淨值

As at 31 December 2022, the Group's properties under development and completed properties held for sale amounted to RMB4,798 million, which represented 32% of the Group's total assets. These properties were stated at the lower of cost and net realisable value. The net realisable value was estimated by management based on expected selling prices, the cost of completion of properties under development, and the costs to be incurred in selling the properties based on prevailing market conditions. The estimation of the net realisable value involved significant judgement.

於2022年12月31日，貴集團發展中物業及持作銷售之已落成物業為人民幣4,798,000,000元，相當於貴集團總資產之32%。該等物業以成本及可變現淨值之較低者列賬。管理層基於現行市況，根據預期售價、完成發展中物業成本及銷售物業將予產生之成本估計可變現淨值。可變現淨值估計涉及重大判斷。

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

相關披露載於綜合財務報表附註2.4、3、14及22。

We performed audit procedures including:

我們進行的審計程序包括：

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

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

**Key audit matter**

**關鍵審計事項**

*Impairment assessment of non-current assets*  
非流動資產的減值評估

During the year ended 31 December 2022, several subsidiaries of the Group were loss-making, as a result, there is a risk that the carrying amount of non-current assets, including other intangible assets, right-of-use assets, and property and equipment, of these subsidiaries may not be fully recoverable. As at 31 December 2022, other intangible assets, right-of-use assets, and property and equipment of the Group were RMB14 million, RMB120 million and RMB2,376 million, respectively.

截至2022年12月31日止年度，貴集團若干附屬公司出現虧損，因此出現該等附屬公司的非流動資產（包括其他無形資產、使用權資產及物業及設備）的賬面值可能無法悉數收回的風險。於2022年12月31日，貴集團的其他無形資產、使用權資產及物業及設備分別為人民幣14,000,000元、人民幣120,000,000元及人民幣2,376,000,000元。

The Group's management reviews the performance of its subsidiaries at the end of each reporting period to identify if any subsidiaries experienced operational difficulties and suffered from prolonged negative financial performance.

貴集團管理層於各報告期末審查其附屬公司的業績，以確定是否有任何附屬公司遇到經營困難並遭受長期的負面財務業績。

The Group's management identify cash generating units ("CGUs") and determine the recoverable amount of each CGU with impairment indicators based on the higher of fair value less costs of disposal and value-in-use. Based on the assessment of the recoverable amounts, the Group recognized an impairment loss of RMB48 million for the year ended 31 December 2022.

貴集團管理層識別現金產出單元（「現金產出單元」），並根據公允價值減處置成本與使用價值兩者中較高者確定具有減值跡象的現金產出單元的可收回金額。根據對可收回金額的評估，貴集團於截至2022年12月31日止年度確認減值虧損人民幣48,000,000元。

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

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

The related disclosures are included in notes 2.4, 3, 12, 15 and 16 to the consolidated financial statements.

相關披露載於綜合財務報表附註2.4、3、12、15及16。

**How our audit addressed the key audit matter**

**我們的審計如何解決關鍵審計事項**

We performed audit procedures including:  
我們進行的審計程序包括：

We have evaluated management's identification of CGUs and allocation of non-current assets to each CGU with reference to the requirements of the prevailing accounting standards. 我們已參考現行會計準則的規定評估管理層對現金產出單元的識別以及非流動資產向各現金產出單元的分配。

We have evaluated management's identification of impairment indicators with reference to the requirements of the prevailing accounting standards. 我們已參照現行會計準則的規定評估管理層對減值指標的識別。

We involved our internal valuation specialists to assist us in evaluating the models and certain assumptions used by the Group in the impairment testing of non-current assets and evaluated the rationality and reasonableness of the cash flow forecast model and management's key assumptions including the discount rate and long-term average growth rate.

我們已邀請內部估值專家參與，以協助我們評估貴集團於非流動資產減值測試中使用的模型及若干假設，並評估現金流量預測模型及管理層的主要假設（包括貼現率及長期平均增長率）的理據及合理性。

We also assessed the adequacy of the disclosures in the consolidated financial statements.

我們已評估綜合財務報表中披露的充分性。

## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告

## OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

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

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

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

## RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

## 年報所載的其他資料

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

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

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

## 董事就綜合財務報表須承擔的責任

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

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

審核委員會協助貴公司董事履行監督貴集團的財務報告過程的責任。

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

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

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

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

## 核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向整體股東報告。除此以外，我們的報告不可用作其他用途。我們概不就本報告的內容，對任何其他人士負責或承擔法律責任。

合理保證是高水準的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響該等綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

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

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

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

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

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

## 核數師就審計綜合財務報表承擔的責任 (續)

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

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

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

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

**Ernst & Young**  
*Certified Public Accountants*  
Hong Kong

24 March 2023

## 核數師就審計綜合財務報表 承擔的責任 (續)

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

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吳翔。

**安永會計師事務所**  
執業會計師  
香港

2023年3月24日

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS

## 綜合損益表

Year ended 31 December 2022 截至2022年12月31日止年度

		Notes 附註	2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
<b>Revenue</b>	<b>收入</b>	5	<b>591,783</b>	871,066
Cost of sales	銷售成本		<b>(474,410)</b>	(654,569)
Gross profit	<b>毛利</b>		<b>117,373</b>	216,497
Other income and gains, net	其他收入及收益，淨額	5	<b>117,470</b>	374,689
Selling and distribution expenses	銷售及分銷開支		<b>(150,151)</b>	(182,698)
Administrative expenses	行政開支		<b>(222,601)</b>	(249,476)
Other expenses	其他開支	5	<b>(83,522)</b>	(151,826)
Finance costs	財務費用	7	<b>(139,909)</b>	(223,094)
Share of losses of:	應佔以下公司虧損：			
A joint venture	一間合營企業	19	<b>(1,014)</b>	(805)
Changes in fair value of investment properties	投資物業的公允價值變動	13	<b>(115,160)</b>	(60,311)
<b>Loss before tax</b>	<b>除稅前虧損</b>	6	<b>(477,514)</b>	(277,024)
Income tax expense	所得稅開支	10	<b>15,874</b>	(25,791)
<b>Loss for the year</b>	<b>本年度虧損</b>		<b>(461,640)</b>	(302,815)
<b>Attributable to:</b>	<b>以下應佔：</b>			
Owners of the parent	母公司擁有人		<b>(432,523)</b>	(295,136)
Non-controlling interests	非控股權益		<b>(29,117)</b>	(7,679)
			<b>(461,640)</b>	(302,815)
<b>Loss per share attributable to ordinary equity holders of the parent</b>	<b>母公司普通股權益持有人應佔每股虧損</b>	11		
Basic	基本		<b>RMB (21.5cents)</b> <b>人民幣(21.5分)</b>	RMB (14.7 cents) 人民幣(14.7分)
Diluted	攤薄		<b>RMB (21.5cents)</b> <b>人民幣(21.5分)</b>	RMB (14.7 cents) 人民幣(14.7分)

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# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 綜合全面收益表

Year ended 31 December 2022 截至2022年12月31日止年度

		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
<b>Loss for the year</b>	<b>本年度虧損</b>	<b>(461,640)</b>	<b>(302,815)</b>
<b>Other comprehensive income/(loss)</b>	<b>其他全面收益／(虧損)</b>		
Other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods:	於其後期間可能重新分類至損益的其他全面收益／(虧損)：		
Exchange differences:	匯兌差額：		
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額	<b>20,688</b>	(1,778)
Net other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods	於其後期間可能重新分類至損益的其他全面收益／(虧損) 淨額	<b>20,688</b>	(1,778)
Other comprehensive income/(loss) that will not be reclassified to profit or loss in subsequent periods:	於其後期間將不會重新分類至損益的其他全面收益／(虧損)：		
Equity investments designated at fair value through other comprehensive income:	指定為按公允價值計入其他全面收益的股本投資：		
Changes in fair value	公允價值變動	<b>18,484</b>	(65,480)
Income tax effect	所得稅影響	<b>(4,621)</b>	16,370
Net other comprehensive income/(loss) that will not be reclassified to profit or loss in subsequent periods	於其後期間將不會重新分類至損益的其他全面收益／(虧損) 淨額	<b>13,863</b>	(49,110)
<b>Total comprehensive loss for the year</b>	<b>本年度全面虧損總額</b>	<b>(427,089)</b>	<b>(353,703)</b>
<b>Attributable to:</b>	<b>以下應佔：</b>		
Owners of the parent	母公司擁有人	<b>(397,972)</b>	(346,024)
Non-controlling interests	非控股權益	<b>(29,117)</b>	(7,679)
		<b>(427,089)</b>	<b>(353,703)</b>

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# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

31 December 2022 2022年12月31日

			2022	2021
		Notes	2022年	2021年
		附註	RMB'000	RMB'000
			人民幣千元	人民幣千元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property and equipment	物業及設備	12	2,375,959	2,402,079
Investment properties	投資物業	13	5,202,000	5,245,954
Properties under development	開發中物業	14	966,859	1,065,488
Right-of-use assets	使用權資產	15	120,277	140,850
Other intangible assets	其他無形資產	16	14,194	30,787
Equity investments designated at fair value through other comprehensive income	指定為按公允價值計入其他全面收益的股本投資	17	353,534	335,050
Long term prepayments	長期預付款	18	278,104	283,138
Investment in a joint venture	於聯營公司之投資	19	31,427	32,441
Deferred tax assets	遞延稅項資產	20	36,630	23,826
Restricted cash	受限制現金	25	12,000	12,000
Total non-current assets	總非流動資產		9,390,984	9,571,613
<b>Current assets</b>	<b>流動資產</b>			
Completed properties held for sale	持作銷售已竣工物業	22	919,543	1,087,065
Properties under development	開發中物業	14	2,911,714	1,821,537
Inventories	存貨		36,389	35,333
Trade receivables	應收貿易賬款	23	47,795	41,246
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	24	610,048	382,358
Amounts due from related companies	應收關聯公司款項	35	-	585,040
Financial assets at fair value through profit or loss	按公允價值計入損益之金融資產		20,164	68
Restricted cash	受限制現金	25	220,152	332,965
Cash and cash equivalents	現金及現金等價物	25	948,087	1,603,069
Investment properties classified as held for sale	分類為持作銷售之投資物業	13	74,900	44,546
Total current assets	總流動資產		5,788,792	5,933,227
<b>Current liabilities</b>	<b>流動負債</b>			
Trade payables	應付貿易賬款	26	598,758	480,901
Other payables and accruals	其他應付款項及應計費用	27	248,137	309,808
Contract liabilities	合約負債	28	2,802,955	2,063,292
Amounts due to related companies	應付關聯公司款項	35	754,901	818,234
Interest-bearing bank and other borrowings	計息銀行及其他借款	29	1,319,438	1,527,310
Lease liabilities	租賃負債	15	45,397	29,100
Tax payable	應付稅項	10	458,780	430,804
Total current liabilities	總流動負債		6,228,366	5,659,449
<b>Net current (liabilities)/assets</b>	<b>流動(負債)/資產淨額</b>		<b>(439,574)</b>	273,778
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>8,951,410</b>	9,845,391

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CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

31 December 2022 2022年12月31日

			2022	2021
			2022年	2021年
		Notes	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Interest-bearing bank and other borrowings	計息銀行及其他借款	29	2,689,041	3,107,940
Deferred tax liabilities	遞延稅項負債	20	816,859	865,211
Lease liabilities	租賃負債	15	137,601	138,645
Total non-current liabilities	總非流動負債		3,643,501	4,111,796
<b>Net assets</b>	<b>淨資產</b>		5,307,909	5,733,595
<b>Equity</b>	<b>權益</b>			
Equity attributable to owners of the parent	母公司擁有人應佔權益			
Share capital	股本	30	160,220	160,220
Reserves	儲備	32	4,943,353	5,339,922
			5,103,573	5,500,142
<b>Non-controlling interests</b>	<b>非控股權益</b>		204,336	233,453
<b>Total equity</b>	<b>總權益</b>		5,307,909	5,733,595

**Shi Nanlu**  
施南路  
Director  
董事

**Liu Bo**  
劉波  
Director  
董事

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

Year ended 31 December 2022 截至2022年12月31日止年度

		Attributable to owners of the parent 母公司擁有人應佔										
		Share capital	Share premium account	Capital reserve	Fair value reserve	Other reserve	Statutory surplus reserve	Exchange fluctuation reserve	Retained profits	Total	Non-controlling interests	Total equity
		股本	溢價賬	股本儲備	價值儲備	其他儲備	盈餘儲備	波動儲備	保留利潤	總計	非控股權益	總權益
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		Note 30	Notes 32(a) & 32(a)	Note 32(b)		Note 31	Note 32(c)					
		附註30	附註30及32(a)	附註32(b)		附註31	附註32(c)					
At 1 January 2021	於2021年1月1日	160,220	719,697	1,281,751	19,650	16,347	81,716	229,882	3,325,515	5,834,778	242,640	6,077,418
Loss for the year	年內虧損	-	-	-	-	-	-	-	(295,136)	(295,136)	(7,679)	(302,815)
Other comprehensive loss for the year:	年內其他全面虧損：											
Exchange differences related to foreign operations	有關海外業務之匯兌差額	-	-	-	-	-	-	(1,778)	-	(1,778)	-	(1,778)
Changes in fair value of investments at fair value through other comprehensive income, net of tax	按公允價值計入其他全面收益的投資的公允價值變動，扣除稅項	-	-	-	(49,110)	-	-	-	-	(49,110)	-	(49,110)
Total comprehensive loss for the year	年內全面虧損總額	-	-	-	(49,110)	-	-	(1,778)	(295,136)	(346,024)	(7,679)	(353,703)
Disposal of subsidiaries	出售附屬公司	-	-	-	-	-	-	-	-	-	(1,508)	(1,508)
Equity-settled share option arrangements	以權益結算的購股權安排	-	-	-	-	11,388	-	-	-	11,388	-	11,388
At 31 December 2021	於2021年12月31日	160,220	719,697*	1,281,751*	(29,460)*	27,735*	81,716*	228,104*	3,030,379*	5,500,142	233,453	5,733,595
At 1 January 2022	於2022年1月1日	160,220	719,697	1,281,751	(29,460)	27,735	81,716	228,104	3,030,379	5,500,142	233,453	5,733,595
Loss for the year	年內虧損	-	-	-	-	-	-	-	(432,523)	(432,523)	(29,117)	(461,640)
Other comprehensive loss for the year:	年內其他全面虧損：											
Exchange differences related to foreign operations	有關海外業務之匯兌差額	-	-	-	-	-	-	20,688	-	20,688	-	20,688
Changes in fair value of investments at fair value through other comprehensive income, net of tax	按公允價值計入其他全面收益的投資的公允價值變動，扣除稅項	-	-	-	13,863	-	-	-	-	13,863	-	13,863
Total comprehensive loss for the year	年內全面虧損總額	-	-	-	13,863	-	-	20,688	(432,523)	(397,972)	(29,117)	(427,089)
Equity-settled share option arrangements	以權益結算的購股權安排	-	-	-	-	1,403	-	-	-	1,403	-	1,403
At 31 December 2022	於2022年12月31日	160,220	719,697*	1,281,751*	(15,597)*	29,138*	81,716*	248,792*	2,597,856*	5,103,573	204,336	5,307,909

\* These reserve accounts comprise the consolidated reserves of RMB4,943,353,000 (2021: RMB5,339,922,000) in the consolidated statement of financial position.

該等儲備賬包括綜合財務狀況表內綜合儲備人民幣4,943,353,000元（2021年：人民幣5,339,922,000元）。

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

Year ended 31 December 2022 截至2022年12月31日止年度

	Notes 附註	2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
<b>Cash flows from operating activities</b>	<b>經營業務的現金流量</b>		
Loss before tax	除稅前虧損	<b>(477,514)</b>	(277,024)
Adjustments for:	調整：		
Depreciation of property and equipment	物業及設備折舊	12 <b>115,087</b>	110,719
Amortisation of other intangible assets	其他無形資產攤銷	16 <b>1,735</b>	1,735
Depreciation of right-of-use assets	使用權資產折舊	15 <b>32,692</b>	49,821
Changes in fair value of investment properties	投資物業的公允價值變動	13 <b>115,160</b>	60,311
Loss on disposal of items of investment properties	出售投資物業項目之虧損	6 <b>23,683</b>	3,977
Changes in fair value of financial assets at fair value through profit or loss	按公允價值計入損益之金融資產之公允價值變動	6 <b>22</b>	42
Share of profits and losses of: a joint venture	應佔以下公司的利潤及虧損：合營企業	19 <b>1,014</b>	805
Gain on disposal of subsidiaries	出售附屬公司之收益	5 <b>-</b>	(56,515)
Gain on disposal of right-of-use assets	出售使用權資產之收益	5 <b>(335)</b>	(25,823)
Gain on disposal of items of property and equipment	出售物業及設備項目之收益	6 <b>(55,954)</b>	(14,427)
Impairment of goodwill	商譽減值	6 <b>-</b>	98,995
Impairment provision for property and equipment	物業及設備之減值撥備	6 <b>12,867</b>	11,436
Impairment provision for intangible assets	無形資產之減值撥備	16 <b>14,858</b>	-
Impairment provision for right-of-use assets	使用權資產之減值撥備	15 <b>19,936</b>	-
Equity-settled share option expense	以權益結算之購股權開支	31 <b>1,403</b>	11,388
Interest income	利息收入	5 <b>(34,536)</b>	(113,505)
Finance costs	財務費用	7 <b>139,909</b>	223,094
Dividend income from equity investments at fair value through other comprehensive income	按公允價值計入其他全面收益的股本投資的股息收入	5 <b>-</b>	(54,315)
		<b>(89,973)</b>	30,714
Increase in properties under development	開發中物業增加	<b>(847,376)</b>	(818,766)
Decrease in completed properties held for sale	持作銷售已竣工物業減少	<b>181,349</b>	335,844
Increase in trade receivables	應收貿易賬款增加	<b>(6,549)</b>	(4,813)
(Increase)/decrease in deposits and other receivables	按金及其他應收款項 (增加) / 減少	<b>(80,253)</b>	144,767
Increase in prepayments and other assets	預付款及其他資產增加	<b>(91,929)</b>	(31,069)
Decrease in long term prepayments	長期預付款減少	<b>5,034</b>	55,623
Increase in inventories	存貨增加	<b>(1,056)</b>	(12,091)
Decrease/(increase) in restricted cash for pre-sales proceeds	預售所得款項受限制現金 減少 / (增加)	<b>267,000</b>	(194,652)
Increase/(decrease) in trade payables	應付貿易賬款增加 / (減少)	<b>117,857</b>	(14,517)
(Decrease)/increase in other payables and accruals	其他應付款項及應計費用 (減少) / 增加	<b>(36,300)</b>	40,061
Increase in contract liabilities	合約負債增加	<b>717,376</b>	1,696,359

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## CONSOLIDATED STATEMENT OF CASH FLOWS

### 綜合現金流量表

Year ended 31 December 2022 截至2022年12月31日止年度

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
<b>Cash generated from operations</b>	<b>經營業務產生的現金</b>	<b>135,180</b>	1,227,460
Interest received	已收利息	<b>34,536</b>	113,505
Interest paid	已付利息	<b>(306,940)</b>	(346,809)
Income tax and land appreciation tax paid	已付所得稅及土地增值稅	<b>(77,435)</b>	(181,137)
<b>Net cash flows (used in)/generated from operating activities</b>	<b>經營業務(耗用)/產生的現金流量淨額</b>	<b>(214,659)</b>	813,019
<b>Cash flows from investing activities</b>	<b>投資業務產生的現金流量</b>		
Investment on equity investments designated at fair value through other comprehensive income	指定為按公允價值計入其他全面收益的股本投資	-	(7,940)
Investment on financial assets at fair value through profit or loss	按公允價值計入損益之金融資產投資	<b>(20,118)</b>	-
Investments in a joint venture	投資合營企業	-	(33,246)
Dividends received from equity investments designated at fair value through other comprehensive income	指定為按公允價值計入其他全面收益的股本投資所得股息	-	54,315
Purchases of items of property and equipment	購買物業及設備項目	<b>(118,551)</b>	(118,941)
Proceeds from disposal of items of property and equipment	出售物業及設備項目所得款項	<b>72,671</b>	26,245
Increase in investment properties	投資物業增加	<b>(224,818)</b>	(8,728)
Proceeds from disposal of investment properties	出售投資物業所得款項	<b>121,861</b>	47,612
Repayment from related companies	關聯公司還款	<b>678,263</b>	424,929
Advance to related companies	給予關聯公司的墊款	<b>(93,223)</b>	-
Disposal of subsidiaries	出售附屬公司	-	99,190
Increase in restricted cash	受限制現金增加	<b>(154,187)</b>	(35,537)
<b>Net cash flows generated from investing activities</b>	<b>投資業務產生的現金流量淨額</b>	<b>261,898</b>	447,899
<b>Cash flows from financing activities</b>	<b>融資活動產生的現金流量</b>		
(Repayment of loans from)/advance from related companies	(關聯公司貸款還款)/來自關聯方的墊款	<b>(63,333)</b>	212,324
New interest-bearing bank and other borrowings	新計息銀行及其他借款	<b>1,913,078</b>	1,323,312
Repayment of interest-bearing bank and other borrowings	償還計息銀行及其他借款	<b>(2,539,849)</b>	(2,156,711)
Principal portion of lease payments	租賃付款的本金部分	<b>(16,467)</b>	(30,178)
<b>Net cash flows used in financing activities</b>	<b>融資活動耗用的現金流量淨額</b>	<b>(706,571)</b>	(651,253)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 31 December 2022 截至2022年12月31日止年度

			2021	2020
			2021年	2020年
		<i>Note</i>	RMB'000	RMB'000
		<i>附註</i>	人民幣千元	人民幣千元
<b>Net (decrease)/increase in cash and cash equivalents</b>	現金及現金等價物 (減少) / 增加淨額		<b>(659,332)</b>	609,665
Cash and cash equivalents at beginning of year	年初現金及現金等價物		<b>1,603,069</b>	994,112
Effect of foreign exchange rate changes, net	外匯匯率變動的影響，淨額		<b>4,350</b>	(708)
<b>Cash and cash equivalents at end of year</b>	年末現金及現金等價物		<b>948,087</b>	1,603,069
<b>Analysis of balances of cash and cash equivalents</b>	現金及現金等價物結餘分析			
Cash and bank balances	現金及銀行結餘	25	<b>948,087</b>	1,603,069

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 December 2022 截至2022年12月31日止年度

### 1. CORPORATE AND GROUP INFORMATION

China New City Commercial Development Limited (the “**Company**”) is a limited liability company incorporated as an exempted company in the Cayman Islands on 2 July 2013 under the Companies Law (revised) of the Cayman Islands. The registered office address of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The Company was separately listed on the Main Board of the Stock Exchange of Hong Kong Limited (the “**SEHK**”) with the stock code “1321” on 10 July 2014 and raised capital amounting to HK\$608 million from the market.

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

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

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

### 1. 公司及集團資料

中國新城市商業發展有限公司（「**本公司**」）於2013年7月2日在開曼群島根據開曼群島公司法（修訂版）註冊成立為獲豁免有限公司。本公司的註冊辦事處位於Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。本公司於2014年7月10日於香港聯合交易所有限公司（「**香港聯交所**」）主板獨立上市（股份代號「1321」）並自市場籌資608,000,000港元。

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

本集團主要從事商用物業開發、租賃及酒店營運。

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

## 1. CORPORATE AND GROUP INFORMATION (CONTINUED)

### Information about subsidiaries

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

Name of company 公司名稱	Place and date of incorporation/ registration and business 註冊成立/註冊及 營業地點及日期	Issued ordinary shares/ registered capital 已發行普通股/註冊股本	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要活動
			2022 2022年	2021 2021年	
Zhejiang Zhong An Property Development Xiaoshan Co., Ltd. <sup>(4)</sup> 浙江眾安房地產蕭山開發有限公司 <sup>(4)</sup>	PRC/Mainland China 3 April 1997 中國/中國內地 1997年4月3日	RMB2,000,000 人民幣2,000,000元	81.0%	81.0%	Property development 物業發展
Chunan Minfu Property Co., Ltd. <sup>(3)</sup> 淳安民福旅遊置業有限公司 <sup>(3)</sup>	PRC/Mainland China 24 October 2003 中國/中國內地 2003年10月24日	RMB6,000,000 人民幣6,000,000元	100.0%	100.0%	Property development 物業發展
Shanghai Zhong An Property Development Co., Ltd. <sup>(4)</sup> 上海眾安房地產開發有限公司 <sup>(4)</sup>	PRC/Mainland China 19 January 2004 中國/中國內地 2004年1月19日	RMB10,000,000 人民幣10,000,000元	90.0%	90.0%	Property development 物業發展
Zhejiang Huijun Real Estate Co., Ltd. <sup>(2)</sup> 浙江匯駿置業有限公司 <sup>(2)</sup>	PRC/Mainland China 1 April 2005 中國/中國內地 2005年4月1日	US\$12,600,000 12,600,000美元	99.7%	99.7%	Property development 物業發展
Hangzhou Zhong An Highlong Commercial Buildings Co., Ltd. <sup>(4)</sup> 杭州眾安恆隆商廈有限公司 <sup>(4)</sup>	PRC/Mainland China 20 September 2005 中國/中國內地 2005年9月20日	RMB1,000,000 人民幣1,000,000元	90.0%	90.0%	Project management 項目管理
Hangzhou Zheng Jiang Real Estate Development Co., Ltd. <sup>(4)</sup> 杭州正江房地產開發有限公司 <sup>(4)</sup>	PRC/Mainland China 16 March 2006 中國/中國內地 2006年3月16日	RMB50,000,000 人民幣50,000,000元	92.5%	92.5%	Property development 物業發展
Henly Enterprise Management (Hangzhou) Co., Ltd. <sup>(2)</sup> 恆利企業管理(杭州)有限公司 <sup>(2)</sup>	PRC/Mainland China 4 December 2006 中國/中國內地 2006年12月4日	US\$149,061,280 149,061,280美元	100.0%	100.0%	Property development 物業發展
Hangzhou Xiaoshan Zhong An Holiday Inn Co., Ltd. <sup>(4)</sup> 杭州蕭山眾安假日酒店有限公司 <sup>(4)</sup>	PRC/Mainland China 28 May 2007 中國/中國內地 2007年5月28日	RMB10,000,000 人民幣10,000,000元	100.0%	90.0%	Hotel management 酒店管理

## 1. 公司及集團資料 (續)

### 附屬公司資料

本公司主要附屬公司詳情如下：



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

Year ended 31 December 2022 截至2022年12月31日止年度

1. CORPORATE AND GROUP INFORMATION (CONTINUED)

1. 公司及集團資料 (續)

Information about subsidiaries (continued)

附屬公司資料 (續)

Name of company 公司名稱	Place and date of incorporation/ registration and business 註冊成立/註冊及 營業地點及日期	Issued ordinary shares/ registered capital 已發行普通股/註冊股本	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要活動
			2022 2022年	2021 2021年	
Yuyao Zhong An Time Square Commercial Management Co., Ltd. <sup>(4)</sup> 餘姚眾安時代廣場商業管理有限公司 <sup>(4)</sup>	PRC/Mainland China 6 December 2011 中國/中國內地 2011年12月6日	RMB5,000,000 人民幣5,000,000元	90.0%	90.0%	Project management 項目管理
Yuyao Zhong An Time Square Development Co., Ltd. <sup>(4)</sup> 餘姚眾安時代廣場開發有限公司 <sup>(4)</sup>	PRC/Mainland China 5 August 2013 中國/中國內地 2013年8月5日	RMB100,000,000 人民幣100,000,000元	90.0%	90.0%	Property development 物業發展
Yuyao Zhong An Time Square Property Co., Ltd. <sup>(2)</sup> 餘姚眾安時代廣場置業有限公司 <sup>(2)</sup>	PRC/Mainland China 13 August 2013 中國/中國內地 2013年8月13日	US\$16,000,000 16,000,000美元	93.0%	93.0%	Property development 物業發展
Zhejiang Zhong An Sheng Long Commercial Co., Ltd. <sup>(4)</sup> 浙江眾安盛隆商業有限公司 <sup>(4)</sup>	PRC/Mainland China 9 September 2013 中國/中國內地 2013年9月9日	RMB50,000,000 人民幣50,000,000元	90.0%	90.0%	Project management 項目管理
Cixi Zhong An Property Co., Ltd. <sup>(4)</sup> 慈溪眾安置業有限公司 <sup>(4)</sup>	PRC/Mainland China 6 December 2013 中國/中國內地 2013年12月6日	RMB50,000,000 人民幣50,000,000元	90.0%	90.0%	Property development 物業發展
Hangzhou Zhong An Sheng Long Liyumen Property Co., Ltd. <sup>(4)</sup> 杭州眾安盛隆鯉魚門置業有限公司 <sup>(4)</sup>	PRC/Mainland China 21 April 2014 中國/中國內地 2014年4月21日	RMB20,000,000 人民幣20,000,000元	90.0%	90.0%	Property development 物業發展
Hangzhou Xixi Huijin Property Co., Ltd. <sup>(1)</sup> 杭州西溪匯金置業有限公司 <sup>(1)</sup>	PRC/Mainland China 18 November 2015 中國/中國內地 2015年11月18日	US\$60,000,000 60,000,000美元	100.0%	100.0%	Property development 物業發展
Zhejiang Bairuite Hotel Management Co., Ltd. <sup>(b)(1)</sup> 浙江伯瑞特酒店管理集團有限公司 <sup>(b)(1)</sup>	PRC/Mainland China 19 May 2016 中國/中國內地 2016年5月19日	RMB50,000,000 人民幣50,000,000元	100.0%	100.0%	Hotel management 酒店管理
Zhejiang New Screen Theatre Management Co., Ltd. <sup>(4)</sup> 浙江新幕影院經營管理有限公司 <sup>(4)</sup>	PRC/Mainland China 29 November 2016 中國/中國內地 2016年11月29日	RMB10,000,000 人民幣10,000,000元	90.0%	100.0%	Theatre management 影院管理

## 1. CORPORATE AND GROUP INFORMATION (CONTINUED)

## 1. 公司及集團資料 (續)

### Information about subsidiaries (continued)

### 附屬公司資料 (續)

Name of company 公司名稱	Place and date of incorporation/ registration and business 註冊成立/註冊及 營業地點及日期	Issued ordinary shares/ registered capital 已發行普通股/註冊股本	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要活動
			2022 2022年	2021 2021年	
Huaibei Brilliant Hotel Co., Ltd. <sup>(b)(4)</sup> 淮北伯瑞特酒店有限公司 <sup>(b)(4)</sup>	PRC/Mainland China 16 October 2013 中國/中國內地 2013年10月16日	RMB6,900,000 人民幣6,900,000元	100.0%	100.0%	Hotel management 酒店管理
Laizhou New Screen Theatre Management Co., Ltd. <sup>(4)</sup> 萊州新幕影院經營管理有限公司 <sup>(4)</sup>	PRC/Mainland China 2 May 2017 中國/中國內地 2017年5月2日	RMB1,000,000 人民幣1,000,000元	90.0%	90.0%	Theatre management 影院管理
Zhong An Education Investment Holdings Limited <sup>(4)</sup> 眾安教育投資控股有限公司 <sup>(4)</sup>	British Virgin Islands 8 May 2018 英屬維爾京群島 2018年5月8日	US\$1 1美元	100.0%	100.0%	Education development 教育發展
Kunming New Screen Theatre Management Co., Ltd. <sup>(4)</sup> 昆明新幕影院經營管理有限公司 <sup>(4)</sup>	PRC/Mainland China 27 April 2017 中國/中國內地 2017年4月27日	RMB1,000,000 人民幣1,000,000元	90.0%	90.0%	Theatre management 影院管理
Yuyao New Screen Theatre Management Co., Ltd. <sup>(4)</sup> 餘姚新幕影院經營管理有限公司 <sup>(4)</sup>	PRC/Mainland China 26 September 2017 中國/中國內地 2017年9月26日	RMB1,000,000 人民幣1,000,000元	90.0%	90.0%	Theatre management 影院管理
Hangzhou Xiaoshan Maggie & Rose Culture Co., Ltd. <sup>(b)(3)</sup> 杭州蕭山麥琪蘿絲文化有限公司 <sup>(b)(3)</sup>	PRC/Mainland China 20 September 2018 中國/中國內地 2018年9月20日	RMB1,000,000 人民幣1,000,000元	68.7%	68.7%	Education development 教育發展
Xuzhou Wanxiang Real Estate Development Co., Ltd. <sup>(4)</sup> 徐州市萬象置業發展有限公司 <sup>(4)</sup>	PRC/Mainland China 28 September 2018 中國/中國內地 2018年9月28日	RMB258,000,000 人民幣258,000,000元	45.9%	45.9%	Property development 物業發展
Hangzhou Xinhuan Cinema Management Co., Ltd. <sup>(b)(3)</sup> 杭州新寰影院經營管理有限公司 <sup>(b)(3)</sup>	PRC/Mainland China 25 April 2018 中國/中國內地 2018年4月25日	RMB1,000,000 人民幣1,000,000元	45.0%	45.0%	Theatre management 影院管理
Tiptop Global Group Limited <sup>(b)(4)</sup>	Samoa 8 January 2018 薩摩亞 2018年1月8日	US\$4 4美元	75.0%	75.0%	Investment holding 投資控股

## 1. CORPORATE AND GROUP INFORMATION (CONTINUED)

### Information about subsidiaries (continued)

Name of company 公司名稱	Place and date of incorporation/ registration and business 註冊成立/註冊及 營業地點及日期	Issued ordinary shares/ registered capital 已發行普通股/註冊股本	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要活動
			2022 2022年	2021 2021年	
Chendu Xinhuan Cinema Management Co., Ltd. <sup>(4)</sup> 成都新寰影院管理有限公司 <sup>(4)</sup>	PRC/Mainland China 4 April 2019 中國/中國內地 2019年4月4日	RMB1,000,000 人民幣1,000,000元	90.0%	90.0%	Theatre management 影院管理
Maggie and Rose Limited <sup>(a)</sup>	England 11 December 2007 英國 2007年12月11日	GBP1 1英鎊	46.5%	46.5%	Education development 教育發展

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

*Notes:*

N/A: Not yet incorporated/established/acquired or liquidated by the Group

(a) Types of legal entities:

- (1) Wholly-foreign-owned enterprise
- (2) Sino-foreign equity joint venture
- (3) Limited liability company invested by a foreign invested enterprise
- (4) Limited liability company

(b) The capital of these subsidiaries has not been fully injected as at 31 December 2022.

(c) These subsidiaries are subsidiaries held by non-wholly-owned subsidiaries of the Group and, accordingly, are accounted for as subsidiaries by virtue of the Group's unilateral control over the subsidiaries.

## 1. 公司及集團資料 (續)

### 附屬公司資料 (續)

Name of company 公司名稱	Place and date of incorporation/ registration and business 註冊成立/註冊及 營業地點及日期	Issued ordinary shares/ registered capital 已發行普通股/註冊股本	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要活動
			2022 2022年	2021 2021年	
Chendu Xinhuan Cinema Management Co., Ltd. <sup>(4)</sup> 成都新寰影院管理有限公司 <sup>(4)</sup>	PRC/Mainland China 4 April 2019 中國/中國內地 2019年4月4日	RMB1,000,000 人民幣1,000,000元	90.0%	90.0%	Theatre management 影院管理
Maggie and Rose Limited <sup>(a)</sup>	England 11 December 2007 英國 2007年12月11日	GBP1 1英鎊	46.5%	46.5%	Education development 教育發展

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

*附註：*

不適用：本集團仍未註冊成立/成立/收購或清盤

(a) 法定實體類別：

- (1) 外商獨資企業
- (2) 中外合資企業
- (3) 外商投資有限責任公司
- (4) 有限責任公司

(b) 該等附屬公司之資本於2022年12月31日尚未悉數注入。

(c) 該等附屬公司均為本集團非全資附屬公司持有的附屬公司，因此，由於本集團對該等附屬公司之單方面控制權而入賬為附屬公司。

## 2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRSs”), which comprise standards and interpretations approved by the International Accounting Standards Board (the “IASB”), and International Accounting Standards and Standing Interpretations Committee interpretations approved by the International Accounting Standards Committee and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for investment properties, investment properties classified as held for sale, equity investments designated at fair value through other comprehensive income and financial assets at fair value through profit or loss which have been measured at fair value as explained in the accounting policies set out below. These financial statements are presented in Renminbi (“RMB”) and all values are rounded to the nearest thousand except when otherwise indicated.

As at 31 December 2022, the Group had net current liabilities of approximately RMB439,574,000. As at 31 December 2022, the Group had available unutilized credit and banking facilities of RMB5,652,000,000, which will be expired after 31 December 2023. In addition, Zhong An Group has provided continuous financial support to the Group to meet the Group’s liabilities as and when they fall due for at least the next 12 months from the end of this reporting period. The Directors believe that the Group has sufficient cash flows in the foreseeable future from the operations. Therefore, the financial statements have been prepared on a going concern basis.

### Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries for the year ended 31 December 2022. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

## 2.1 編製基準

本財務報表按照國際財務報告準則（「國際財務報告準則」）編製，而國際財務報告準則包括由國際會計準則委員會（「國際會計準則委員會」）批准的準則及詮釋、國際會計準則委員會批准的國際會計準則及常設詮釋委員會詮釋以及香港公司條例之披露規定。除投資物業、分類為持作銷售之投資物業、指定為按公允價值計入其他全面收益的股本投資及按公允價值計入損益之金融資產如下文所載的會計政策所述，按公允價值計量外，財務報表乃按照歷史成本原則編製。除有特別註明外，本財務報表以人民幣（「人民幣」）列報，且所有數值均調整至最近的千元單位。

於2022年12月31日，本集團的流動負債淨值約為人民幣439,574,000元。於2022年12月31日，本集團有可用且尚未動用的信貸及銀行融資為人民幣5,652,000,000元，其屆滿日晚於2023年12月31日。此外，眾安集團已向本集團提供持續的財務支持，以償還本集團自本報告期末起至少12個月到期的負債。董事認為，本集團在可預見的未來擁有充足的營運現金流量。因此，財務報表已按照持續經營基準予以編製。

### 綜合基準

綜合財務報表包括本公司及其附屬公司截至2022年12月31日止年度的財務報表。一間附屬公司乃為由本公司直接或間接控制的實體（包括結構化實體）。若本集團具有承擔或享有參與投資對象獲得或有權獲得可變回報，並能透過其對投資對象行使的權力影響該等回報，即取得控制權（即：賦予本集團當前能力以指示投資對象相關活動的現有權利）。

## 2.1 BASIS OF PREPARATION (CONTINUED)

### Basis of consolidation (continued)

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

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

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

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

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

## 2.1 編製基準 (續)

### 綜合基準 (續)

一般情況下，有一個推定，即多數投票權形成控制權。倘本公司直接或間接擁有少於投資對象大多數投票權或類似權利，則本集團於評估其是否擁有對投資對象的權力時會考慮一切相關事實及情況，包括：

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

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

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

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

## 2.1 BASIS OF PREPARATION (CONTINUED)

### Basis of consolidation (continued)

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

## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

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

Amendments to IFRS 3	<i>Reference to the Conceptual Framework</i>
Amendments to IAS 16	<i>Property, Plant and Equipment: Proceeds before Intended Use</i>
Amendments to IAS 37	<i>Onerous Contracts – Cost of Fulfilling a Contract</i>
<i>Annual Improvements to IFRSs 2018-2020</i>	Amendments to IFRS 1, IFRS 9, Illustrative Examples accompanying IFRS 16, and IAS 41

The revised standards have had no significant financial effect on these financial statements.

## 2.1 編製基準 (續)

### 綜合基準 (續)

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

## 2.2 會計政策變動及披露

本集團已就本年度的財務報表首次採納下列經修訂國際財務報告準則。

國際財務報告準則第3號修訂本	<i>概念框架之提述</i>
國際會計準則第16號修訂本	<i>物業、廠房及設備：擬定用途前之所得款項</i>
國際會計準則第37號修訂本	<i>有價合約－履行合約的成本</i>
<i>國際財務報告準則2018年至2020年的年度改進</i>	國際財務報告準則第1號、國際財務報告準則第9號、國際財務報告準則第16號隨附之範例及國際會計準則第41號之修訂本

經修訂準則並無對該等財務報表產生重大財務影響。

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

Year ended 31 December 2022 截至2022年12月31日止年度

## 2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS

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

Amendments to IFRS 10 and IAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> <sup>3</sup>
Amendments to IFRS 16	<i>Lease Liability in a Sale and Leaseback</i> <sup>2</sup>
IFRS 17	<i>Insurance Contracts</i> <sup>1</sup>
Amendments to IFRS 17	<i>Insurance Contracts</i> <sup>1,5</sup>
Amendments to IFRS 17	<i>Initial Application of IFRS 17 and IFRS 9 – Comparative Information</i> <sup>6</sup>
Amendments to IAS 1	<i>Classification of Liabilities as Current or Non-current (the “2020 Amendments”)</i> <sup>2,4</sup>
Amendments to IAS 1	<i>Non-current Liabilities with Covenants (the “2022 Amendments”)</i> <sup>2</sup>
Amendments to IAS 1 and IFRS Practice Statement 2	<i>Disclosure of Accounting Policies</i> <sup>1</sup>
Amendments to IAS 8	<i>Definition of Accounting Estimates</i> <sup>1</sup>
Amendments to IAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i> <sup>1</sup>

- <sup>1</sup> Effective for annual periods beginning on or after 1 January 2023
- <sup>2</sup> Effective for annual periods beginning on or after 1 January 2024
- <sup>3</sup> No mandatory effective date yet determined but available for adoption
- <sup>4</sup> As a consequence of the 2022 Amendments, the effective date of the 2020 Amendments was deferred to annual periods beginning on or after 1 January 2024

## 2.3 已頒佈但尚未生效的國際財務報告準則

本集團並無於該等財務報表應用以下已頒佈但尚未生效的新訂及經修訂國際財務報告準則。

國際財務報告準則第10號及國際會計準則第28號(2011年)之修訂本	投資者與其聯營公司或合營公司之間的資產出售或注資 <sup>3</sup>
國際財務報告準則第16號之修訂本	售後租回交易中的租賃負債 <sup>2</sup>
國際財務報告準則第17號	保險合約 <sup>1</sup>
國際財務報告準則第17號之修訂本	保險合約 <sup>1,5</sup>
國際財務報告準則第17號之修訂本	首次應用國際財務報告準則第17號及國際財務報告準則第9號—比較資料 <sup>6</sup>
國際會計準則第1號之修訂本	負債分類為即期或非即期(「2020年修訂本」) <sup>2,4</sup>
國際會計準則第1號之修訂本	附帶契諾的非流動負債(「2022年修訂本」) <sup>2</sup>
國際會計準則第1號及國際財務報告準則實務說明第2號之修訂本	會計政策的披露 <sup>1</sup>
國際會計準則第8號之修訂本	會計估計的定義 <sup>1</sup>
國際會計準則第12號之修訂本	與單一交易產生的資產及負債有關的遞延稅項 <sup>1</sup>

- <sup>1</sup> 於2023年1月1日或之後開始的年度期間生效
- <sup>2</sup> 於2024年1月1日或之後開始的年度期間生效
- <sup>3</sup> 尚未釐定強制生效日期，惟可予採納
- <sup>4</sup> 因應2022年修訂本，2020年修訂本的生效日期已延後至於2024年1月1日或之後開始的年度期間

## 2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS (CONTINUED)

- <sup>5</sup> As a consequence of the amendments to IFRS 17 issued in June 2020, IFRS 4 was amended to extend the temporary exemption that permits insurers to apply IAS 39 rather than IFRS 9 for annual periods beginning before 1 January 2023
- <sup>6</sup> An entity that chooses to apply the transition option relating to the classification overlay set out in this amendment shall apply it on initial application of IFRS 17

The Group is in the process of making an assessment of the impact of these new and revised IFRSs upon initial application. So far, the Group considers that, these new and revised IFRSs are unlikely to have a significant impact on the Group's results of operations and financial position.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Investments in associates and joint ventures

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The Group's investments in associates and joint ventures are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses.

## 2.3 已頒佈但尚未生效的國際財務報告準則 (續)

- <sup>5</sup> 因應於2020年6月頒佈的國際財務報告準則第17號之修訂本，國際財務報告準則第4號已作出修訂，以擴大暫時豁免，允許保險公司於2023年1月1日之前開始的年度期間應用國際會計準則第39號而非國際財務報告準則第9號
- <sup>6</sup> 選擇應用與本修訂本中載列的分類疊加有關的過渡選項的實體須在首次應用國際財務報告準則第17號時應用過渡選項

本集團正評估此等新訂及經修訂國際財務報告準則於首次採納之影響。迄今為止，本集團認為此等新訂及經修訂國際財務報告準則不會對本集團經營業績及財務狀況產生重大影響。

## 2.4 主要會計政策概要

### 於聯營公司及合營企業投資

聯營公司為本集團於其擁有一般不少於20%股本投票權之長期權益，並可對其施以重大影響之實體。重大影響是指參與投資對象的財務及經營政策的權力，但不是控制或共同控制這些政策的權力。

合營企業為一項合營安排，對安排擁有共同控制權之訂約方據此對合營企業之資產淨值擁有權利。共同控制指按照合約協定對一項安排所共有之控制，共同控制權僅在有關活動要求享有控制權之訂約方作出一致同意之決定時存在。

本集團於聯營公司及合營企業之投資根據權益會計法按本集團應佔資產淨值減任何減值虧損，於綜合財務狀況表列賬。



## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Investments in associates and joint ventures (continued)

The Group's share of the post-acquisition results and other comprehensive income of associates and joint ventures is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate and joint venture, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its joint ventures are eliminated to the extent of the Group's investments in the joint ventures, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates or joint ventures is included as part of the Group's investments in associates or joint ventures.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

When an investment in a joint venture is classified as held for sale, it is accounted for in accordance with IFRS 5 Non-current Assets Held for Sale and Discontinued Operations.

## 2.4 主要會計政策概要 (續)

### 於聯營公司及合營企業投資 (續)

本集團應佔聯營公司及合營企業收購後業績及其他全面收益分別計入綜合損益表及綜合其他全面收益內。此外，當直接在聯營公司及合營企業的權益中確認變動時，本集團會在綜合權益變動表內確認其應佔的任何變動（如適用）。本集團與其合營企業交易產生之未變現收益及虧損與本集團於合營企業之投資對銷，惟未變現虧損提供證據證明已轉讓資產減值則作別論。收購聯營公司或合營企業產生之商譽計入本集團於聯營公司或合營企業之投資部份。

倘於聯營公司之投資變為於合營企業之投資或出現相反情況，則不會重新計量保留權益。反之，該投資會繼續根據權益法入賬。在所有其他情況下，失去對聯營公司有重大影響力或對合營企業之共同控制權後，本集團會按其公允價值計量及確認任何保留投資。聯營公司或合營企業於失去重大影響力或共同控制權時的賬面值與所保留投資及出售所得款項的公允價值之間的任何差額乃於損益表內確認。

於合營企業之投資分類為持作出售之投資時，根據國際財務報告準則第5號持作出售之非流動資產及已終止經營業務入賬。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Business combinations and goodwill

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

The Group determines that it has acquired a business when the acquired set of activities and assets includes an input and a substantive process that together significantly contribute to the ability to create outputs.

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

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

## 2.4 主要會計政策概要 (續)

### 業務合併及商譽

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

當所收購的一組活動及資產包括對共同創造產出能力作出重大貢獻的資源投入及一項實質過程，本集團認為其已收購一項業務。

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

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

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Business combinations and goodwill (continued)

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

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

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

## 2.4 主要會計政策概要 (續)

### 業務合併及商譽 (續)

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

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

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

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Business combinations and goodwill (continued)

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

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

### Fair value measurement

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

## 2.4 主要會計政策概要 (續)

### 業務合併及商譽 (續)

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

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

### 公允價值計量

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

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Fair value measurement (continued)

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

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

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

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

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

## 2.4 主要會計政策概要 (續)

### 公允價值計量 (續)

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

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

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

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

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

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, deferred tax assets, financial assets, completed properties held for sale, properties under development, investment properties and non-current assets/a disposal group classified as held for sale), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs. In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset (e.g., a headquarters building) is allocated to an individual cash-generating unit if it can be allocated on a reasonable and consistent basis or, otherwise, to the smallest group of cash-generating units.

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

## 2.4 主要會計政策概要 (續)

### 非金融資產減值

如果一項資產(除了存貨、遞延稅項資產、金融資產、持作銷售已落成物業、開發中物業、投資物業及非流動資產/分類為持作銷售的出售組別)存在減值跡象,或需要進行年度減值測試,則需估計該資產的可收回金額。資產可收回金額按該資產或現金產出單元的使用價值和公允價值減出售費用兩者中的較大者計算,並按單個資產單獨確認,除非該資產不能產出基本上獨立於其他資產或資產組所產生的現金流入,這種情況下,可確認該資產所屬的現金產出單元的可收回金額。在對現金產出單元進行減值測試時,倘企業資產(如總部大樓)的部分賬面金額可按合理及持續基準分配,其則獲分配至個別現金產出單元,否則將分配至最小組別的現金產出單元。

只有資產賬面金額超過其可收回金額時,才確認減值虧損。評估使用價值時,採用反映當前市場對資金時間價值和資產的特定風險的估價的稅前折現率,將估計未來現金流量折成現值。減值虧損於其產生期間自損益表中與減值資產功能一致的有關開支類別列支扣除,除非該資產以重估的金額入賬,在此情況下,減值虧損按該重估資產的相關會計政策入賬。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Impairment of non-financial assets (continued)

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

### Related parties

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

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

or

## 2.4 主要會計政策概要 (續)

### 非金融資產減值 (續)

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

### 關聯方

在下列情況下，以下各方被視為與本集團有關連：

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

或

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Related parties (continued)

- (b) the party is an entity where any of the following conditions applies:
- (i) the entity and the Group are members of the same group;
  - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
  - (iii) the entity and the Group are joint ventures of the same third party;
  - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
  - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
  - (vi) the entity is controlled or jointly controlled by a person identified in (a);
  - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
  - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

## 2.4 主要會計政策概要 (續)

### 關聯方 (續)

- (b) 該方為符合以下任何情況之實體：
- (i) 該實體與本集團為同一集團之成員；
  - (ii) 該實體為另一實體（或該另一實體之母公司、附屬公司或同系附屬公司）之聯營公司或合營企業；
  - (iii) 該實體與本集團為同一第三方之合營企業；
  - (iv) 某實體為第三方之合營企業，而另一實體為該第三方之聯營公司；
  - (v) 實體為本集團或與本集團有關連之實體就僱員福利設立之離職後福利計劃；
  - (vi) 該實體由(a)項界定的人士控制或共同控制；
  - (vii) (a)(i)項界定的個人對該實體能夠實施重大影響，或該人士為該實體或該實體之母公司的主要管理人員；及
  - (viii) 實體或其所屬集團之任何成員公司向本集團或本集團之母公司提供主要管理人員服務。



## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Property and equipment and depreciation

Property and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

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

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

Buildings	4.75%
Hotel properties	2.38%
Office equipment	9.5% to 19%
Motor vehicles	19%
Leasehold improvements	Over the shorter of the lease terms and 19%

## 2.4 主要會計政策概要 (續)

### 物業及設備及折舊

物業及設備 (在建工程除外) 乃按成本值減累計折舊及任何減值虧損入賬。物業及設備的成本包括其購買價及任何使資產達至營運狀況及地點以作計劃用途的直接相關成本。

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

各物業及設備項目採用直線法在計算折舊的估計使用年限內削減其成本至其殘值。為此而採用之主要年折舊率如下：

樓宇	4.75%
酒店物業	2.38%
辦公室設備	9.5%至19%
汽車	19%
租賃物業裝修	按租期及19%之較短者

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Property and equipment and depreciation (continued)

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

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

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

## 2.4 主要會計政策概要 (續)

### 物業及設備及折舊 (續)

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

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

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

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Investment properties

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

Gains or losses arising from changes in the fair values of investment properties are included in the statement of profit or loss in the year in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in the statement of profit or loss in the year of the retirement or disposal.

The Group determines whether completed properties held for sale and properties under development would be transferred to investment properties when, only when, there is a change in use, evidenced by the following criteria: (a) the Group has prepared a business plan that reflects the future rental income generated by the property and this is supported with evidence that there is demand for rental space; (b) the Group can demonstrate that it has the resources, including the necessary financing or capital, to hold and manage an investment property; (c) the change in use is legally permissible; (d) if the property must be further developed for the change in use, the development has commenced and (e) the change in use is approved by the board.

## 2.4 主要會計政策概要 (續)

### 投資物業

投資物業為持作賺取租金收入及／或資本增值（而非用於生產或供應貨品或服務或行政目的），或在日常業務過程中出售之土地及樓宇（包括在其他方面符合投資物業定義之持有為使用權資產之租賃物業）之權益。投資物業包括已落成投資物業及在建投資物業。該等物業最初以包括交易成本的成本計量。於初始確認後，投資物業按反映報告期末市況的公允價值列賬。

投資物業公允價值之變動所產生之收益或虧損，計入所產生年度之損益表。

報廢或出售投資物業之任何收益或虧損均於報廢或出售年度之損益表中予以確認。

本集團釐定持作銷售已落成物業及開發中物業是否轉撥至投資物業，當且僅當用途出現變更且由如下標準加以佐證時：(a)本集團已擬訂反映物業日後租金收入的業務計劃，並有租賃需求證據作支持；(b)本集團能證明其有資源（包括必要融資或資本）持有及管理投資物業；(c)法律允許變更改用途；(d)如須進一步發展物業以改變物業用途，則已開始相關發展及(e)董事會批准變更改用途。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Properties under development

Properties under development are stated at the lower of cost and net realisable value and comprise land costs, construction costs, borrowing costs, professional fees and other costs directly attributable to such properties incurred during the development period.

Properties under development which are already under construction or expected to be under construction within twelve months or have an explicit business plan for construction are classified as current assets. Other properties under development are classified as non-current assets.

### Completed properties held for sale

Completed properties held for sale are stated at the lower of cost and net realisable value. Cost is determined by an apportionment of the total costs of land and buildings attributable to the unsold properties. Net realisable value takes into account the selling price, less estimated costs to be incurred in selling the properties based on prevailing market conditions.

## 2.4 主要會計政策概要 (續)

### 開發中物業

開發中物業乃按成本及可變現淨值兩者的較低者列賬，包括土地成本、建築成本、借入成本、專業費用及該物業於開發期間直接應佔的其他成本。

在建設中或預期將於十二個月內建設或有明確建設業務計劃之開發中物業分類為流動資產。其他開發中物業分類為非流動資產。

### 持作銷售已竣工物業

持作銷售已竣工物業按成本及可變現淨值兩者的較低者列賬。成本按待售物業應佔土地及樓宇總成本的比例釐定。可變現淨值已基於現行市況，考慮銷售價格，並減去估計銷售物業所產生的成本。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Other intangible assets (other than goodwill)

Other intangible assets acquired separately are measured on initial recognition at cost. The cost of other intangible assets acquired in a business combination is the fair value at the date of the acquisition. The useful lives of other intangible assets are assessed to be either finite or indefinite. Other intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the other intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each reporting period.

The principal estimated useful lives of other intangible assets are as follows:

Category	Estimated useful life
Brandname	20 years

## 2.4 主要會計政策概要 (續)

### 其他無形資產 (商譽除外)

獨立購入的其他無形資產於初始確認時按成本計量。於業務合併中購入的其他無形資產成本為於收購日期的公允價值。其他無形資產的可使用年期評定為有限或無限。具有有限年期的其他無形資產其後於可使用經濟年期攤銷並在有跡象顯示其他無形資產可能出現減值時作出減值評估。具有限可使用年期的無形資產的攤銷期及攤銷方法至少於各報告期進行檢討。

其他無形資產的主要估計可使用年期如下：

類別	估計使用年期
品牌名稱	20年

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

#### Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

#### (a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Buildings	5 to 20 years
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If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

## 2.4 主要會計政策概要 (續)

### 租賃

本集團於合約開始時評估合約是否為租賃或包含租賃。倘合約為換取代價而授予在一段期間內已識別資產之使用控制權，則該合約為租賃或包含租賃。

#### 本集團作為承租人

本集團對所有租賃應用單一確認及計量方法，惟短期租賃及低價值資產租賃除外。本集團確認租賃負債以作出租賃付款，並確認使用權資產代表使用相關資產的權利。

#### (a) 使用權資產

使用權資產乃於租賃開始日期(即相關資產可供使用當日)確認。使用權資產按成本減任何累計折舊及任何減值虧損計量，並就租賃負債之任何重新計量作出調整。使用權資產之成本包括已確認租賃負債金額、已產生的初始直接成本，以及於開始日期或之前作出之租賃付款減任何已收租賃獎勵。使用權資產以直線法於以下租賃期限及資產估計使用年期(以較短者為準)內計提折舊：

樓宇	5至20年
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倘租賃資產的擁有權於租賃期限結束時轉移至本集團或成本反映行使購買選擇權，則使用資產的估計使用年期計算折舊。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Leases (continued)

#### Group as a lessee (continued)

##### (b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

## 2.4 主要會計政策概要 (續)

### 租賃 (續)

#### 本集團作為承租人 (續)

##### (b) 租賃負債

租賃負債於租賃開始日期按租賃期限將作出的租賃付款的現值確認。租賃付款包括固定付款(包括實質上固定付款)減任何應收租賃優惠、取決於指數或比率的可變租賃付款以及餘值擔保下預期應付的款項。租賃付款亦包括本集團合理確定將會行使的購買選擇權的行使價及倘租賃期限反映本集團行使選擇權終止租賃的情況下,則包括支付的終止租賃的罰款。並非取決於指數或比率的可變租賃付款於觸發付款的事件或情況發生的期間內確認為開支。

在計算租賃付款的現值時,由於租賃中所隱含的利率不易釐定,故本集團使用於租賃開始日期的增量借款利率。於開始日期之後,租賃負債金額就反映利息的累積而增加及因作出的租賃付款而減少。此外,如有修改、租賃期限發生變化、租賃付款變化(例如指數或比率的變動導致未來租賃付款發生變化)或購買相關資產的選擇權評估發生變化,則租賃負債的賬面值將予重新計量。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Leases (continued)

#### Group as a lessee (continued)

##### (c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of office equipment and laptop computers that are considered to be of low value.

Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

#### Group as a lessor

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

## 2.4 主要會計政策概要 (續)

### 租賃 (續)

#### 本集團作為承租人 (續)

##### (c) 短期租賃及低價值資產租賃

本集團將短期租賃確認豁免應用於其機器及設備的短期租賃(租賃期限為自開始日期起12個月或以下且不包括購買選擇權之該等租賃)。其亦對辦公室設備及筆記本電腦的租賃(被視為屬低價值)應用低價值資產租賃之確認豁免。

短期租賃及低價值資產租賃的租賃付款於租賃期限內按直線法確認為開支。

#### 本集團作為出租人

當本集團作為出租人時，其於租賃開始時(或當租賃有修訂時)將其各項租賃分類為經營租賃或融資租賃。

本集團並未轉移資產擁有權附帶的絕大部分風險及回報的租賃分類為經營租賃。當合約包含租賃及非租賃組成部分時，本集團按相對獨立售價將合約中的代價分配予各組成部分。租金收入按直線法於租賃期限內入賬，並因其經營性質而計入損益表內之收入。磋商及安排經營租賃所產生的初步直接成本計入租賃資產的賬面值，並按租金收入相同的基準於租賃期限內確認。或然租金於其賺取的期間確認為收入。



## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Investments and other financial assets

#### Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15 in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

## 2.4 主要會計政策概要 (續)

### 投資及其他金融資產

#### 初始確認及計量

金融資產於初始確認時分類為其後按攤銷成本計量、按公允價值計入其他全面收益及按公允價值計入損益。

金融資產於初始確認時的分類視乎金融資產合約現金流量的特徵及本集團管理該等資產的業務模式。除並無重大融資成分或本集團就此應用不調整重大融資成分影響實際權宜方法的應收貿易賬款外，本集團初始按金融資產的公允價值加（倘並非按公允價值計入損益的金融資產）交易成本計量金融資產。如下文「收入確認」所載政策，並無重大融資成分或本集團就此應用實際權宜方法的應收貿易賬款根據國際財務報告準則第15號按交易價格計量。

為使金融資產按攤銷成本或按公允價值計入其他全面收益分類及計量，其需產生僅為支付本金及未償還本金利息（「SPPI」）的現金流量。具有並非SPPI的現金流量的金融資產，不論業務模式，均獲分類並按公允價值計入損益計量。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Investments and other financial assets (continued)

#### Initial recognition and measurement (continued)

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

## 2.4 主要會計政策概要 (續)

### 投資及其他金融資產 (續)

#### 初始確認及計量 (續)

本集團管理金融資產的業務模式指為產生現金流量管理金融資產的方式。業務模式釐定現金流量會否來自收取合約現金流量、出售金融資產或以上兩者。按攤銷成本分類及計量的金融資產於旨在持有金融資產以收取合約現金流量的業務模式內持有，而按公允價值計入其他全面收益分類及計量的金融資產則在旨在持有以收集合約現金流量及出售的業務模式內持有。並非在上述業務模式內持有的金融資產則按公允價值計入損益分類及計量。

所有金融資產常規買賣均於交易日確認，即本集團承諾購買或者出售該項資產的日期。所謂常規買賣乃指需按法規規定或市場慣例在一定期間內交付資產的金融資產買賣。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Investments and other financial assets (continued)

#### Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

#### *Financial assets at amortised cost (debt instruments)*

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the statement of profit or loss when the asset is derecognised, modified or impaired.

#### *Financial assets at fair value through other comprehensive income (debt instruments)*

For debt investments at fair value through other comprehensive income, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income. Upon derecognition, the cumulative fair value change recognised in other comprehensive income is recycled to the statement of profit or loss.

## 2.4 主要會計政策概要 (續)

### 投資及其他金融資產 (續)

#### 其後計量

其後計量的金融資產視其以下分類而定：

#### *按攤銷成本列賬的金融資產 (債務工具)*

按攤銷成本列賬的金融資產隨後使用實際利率法計量，並可予減值。收益及虧損於資產終止確認、修改或減值時於收益表中確認。

#### *按公允價值計入其他全面收益之金融資產 (債務工具)*

就按公允價值計入其他全面收益的債務工具而言，利息收入、外匯重估及減值虧損或回撥乃於損益表確認，計算方式與計算按攤銷成本計量的金融資產者相同。餘下公允價值變動於其他全面收益確認。於終止確認後，於其他全面收益確認的累計公允價值變動回流至損益表。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Investments and other financial assets (continued)

#### Subsequent measurement (continued)

*Financial assets designated at fair value through other comprehensive income (equity investments)*

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity investments designated at fair value through other comprehensive income when they meet the definition of equity under IAS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to the statement of profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case such gains are recorded in other comprehensive income. Equity investments designated at fair value through other comprehensive income are not subject to impairment assessment.

*Financial assets at fair value through profit or loss*

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on equity investments classified as financial assets at fair value through profit or loss are also recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

## 2.4 主要會計政策概要 (續)

### 投資及其他金融資產 (續)

#### 其後計量 (續)

*指定為按公允價值計入其他全面收益之金融資產 (股本投資)*

於初始確認後，倘股本投資符合國際會計準則第32號金融工具：呈列項下的股權定義，且並非持作買賣，本集團可選擇不可撤回地將該股本投資分類為指定為按公允價值計入其他全面收益之股本投資。分類乃按個別工具基準而釐定。

該等金融資產的收益及虧損永不回流損益表。倘已確立股息付款權，而股息相關經濟利益很可能流向本集團，且股息金額能可靠計量，則股息於損益表確認為其他收入，惟倘本集團受惠於該等所得款項作為收回部分金融資產成本，則作別論，在此情況下，有關收益會入賬為其他全面收益。指定為按公允價值計入其他全面收益的股本投資毋須進行減值評估。

*按公允價值計入損益的金融資產*

按公允價值計入損益的金融資產乃於財務狀況表按公允價值列賬，而公允價值變動淨額則於損益表確認。

該分類包括本集團並無不可撤銷地選擇分類為按公允價值計入其他全面收益的股本投資。股本投資之股息分類為按公允價值計入損益之金融資產，並於付款權確認時亦於損益表確認為其他收入，其可能涉及經濟利益可能流入本集團，且股息金額能可靠計量。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

## 2.4 主要會計政策概要 (續)

### 終止確認金融資產

金融資產(或(倘適用)一項金融資產之一部份或一組同類金融資產之一部份)在下列情況將首先終止確認(即自本集團綜合財務狀況表剔除):

- 收取該項資產所得現金流量的權利已屆滿;或
- 本集團已轉讓其收取該項資產所得現金流量的權利,或須根據一項「轉付」安排,有責任在無重大延誤情況下將所收取現金流量悉數支付予第三方;及(a)本集團已轉讓該項資產的絕大部份風險及回報,或(b)本集團並無轉讓或保留該項資產的絕大部份風險及回報,但已轉讓該項資產的控制權。

當本集團已轉讓其收取該項資產所得現金流量的權利或已訂立一項轉付安排,會評估其有否保留該項資產所有權的絕大部份風險和回報,以及其程度。如本集團並無轉讓或保留該項資產的絕大部份風險及回報,且並無轉讓該項資產的控制權,本集團將按本集團的持續參與程度而繼續確認轉讓資產。在此情況下,本集團亦確認相關負債。已轉讓的資產及相關負債按反映本集團已保留的權利及責任的基準計量。

以轉讓資產擔保方式之持續參與按資產之原賬面值與本集團可能被要求償還之代價最高金額之較低者計量。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Impairment of financial assets

The Group recognises an allowance for expected credit losses (“ECLs”) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

#### General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information. The Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

## 2.4 主要會計政策概要 (續)

### 金融資產的減值

本集團確認對並非持有按公允價值計入損益的所有債務工具預期信貸虧損（「預期信貸虧損」）的撥備。預期信貸虧損乃基於根據合約到期的合約現金流量與本集團預期收取的所有現金流量之間的差額而釐定，並以原實際利率的近似值貼現。預期現金流量將包括出售所持抵押的現金流量或組成合約條款的其他增信措施。

#### 一般方法

預期信貸虧損分兩個階段進行確認。就自初始確認以來未有顯著增加的信貸風險而言，本集團就未來12個月內可能發生違約事件而導致的信貸虧損（12個月預期信貸虧損）作出預期信貸虧損撥備。就自初始確認以來已顯著增加的信貸風險而言，不論何時發生違約，於餘下風險年期內的預期信貸虧損均須計提虧損撥備（全期預期信貸虧損）。

於各報告日期，本集團就金融工具之信貸風險自初始確認以來有否大幅增加進行評估。作出評估時，本集團將報告日期金融工具發生違約之風險與初始確認日期金融工具發生違約之風險進行比較，並會考慮無需付出不必要的成本或努力即可獲得之合理可靠資料，包括歷史經驗及前瞻性資料。本集團認為，倘合約付款逾期超過30日，則信貸風險會顯著增加。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Impairment of financial assets (continued)

#### General approach (continued)

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables which apply the simplified approach as detailed below.

- |         |   |  |
|---------|---|--|
| Stage 1 | – | Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs   |
| Stage 2 | – | Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs |
| Stage 3 | – | Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs                          |

## 2.4 主要會計政策概要 (續)

### 金融資產的減值 (續)

#### 一般方法 (續)

本集團認為，倘合約付款逾期超過90日，則金融資產違約。然而，在若干情況下，倘內部或外部資料反映，在計及本集團持有的任何增信措施前，本集團不大可能悉數收到未償還合約款項，則本集團亦可認為金融資產違約。倘無法合理預期可收回合約現金流量，則撇銷金融資產。

按攤銷成本列賬之金融資產須根據一般方法估計減值，且彼等被分類為下列計量預期信貸虧損之階段，惟下文所詳述之應收貿易賬款使用簡化法除外。

- |      |   |   |
|------|---|---|
| 第一階段 | – | 信貸風險自初始確認以來並無顯著增加且按相當於12個月預期信貸虧損之金額計量虧損撥備之金融工具              |
| 第二階段 | – | 信貸風險自初始確認以來已顯著增加而並非已發生信貸減值之金融資產，且按相當於全期預期信貸虧損之金額計量虧損撥備之金融工具 |
| 第三階段 | – | 於報告日期已發生信貸減值（惟並非購入或產生時已發生信貸減值）且按相當於全期預期信貸虧損之金額計量虧損撥備之金融資產   |

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Impairment of financial assets (continued)

#### Simplified approach

For trade receivables that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For trade receivables that contain a significant financing component and lease receivables, the Group chooses as its accounting policy to adopt the simplified approach in calculating ECLs with policies as described above.

### Financial liabilities

#### Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as loans and borrowings, or payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, amounts due to related companies, lease liabilities and interest-bearing bank and other borrowings.

## 2.4 主要會計政策概要 (續)

### 金融資產的減值 (續)

#### 簡化法

就並無重大融資成分或當本集團就此應用不調整重大融資成分影響實際權宜方法的應收貿易賬款而言，本集團於計算預期信貸虧損時應用簡化法。根據簡化法，本集團並無追溯信貸風險變動，而是根據各報告日期的全期預期信貸虧損確認虧損撥備。本集團已設立根據其過往信貸虧損經驗計算之撥備矩陣，並按債務人之特定前瞻性因素及經濟環境作出調整。

就包含重大融資成份及租賃應收款項之應收貿易賬款而言，本集團於上述政策中選擇於計算預期信貸虧損時採用簡化法作為其會計政策。

### 金融負債

#### 初始確認與計量

金融負債於初始確認時被分類為貸款及借款或應付款項 (如適用)。

初始確認所有金融負債時，按公允價值計量，若為貸款及借款以及應付款項，則須扣除直接歸屬之交易成本。

本集團的金融負債包括應付貿易賬款及其他應付款項、應付關聯公司款項、租賃負債以及計息銀行及其他借款。



## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Financial liabilities (continued)

#### Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

#### *Financial liabilities at amortised cost (loans and borrowings)*

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the statement of profit or loss.

#### *Financial guarantee contracts*

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contracts at the higher of: (i) the ECL allowance determined in accordance with the policy as set out in "Impairment of financial assets"; and (ii) the amount initially recognised less, when appropriate, the cumulative amount of income recognised.

## 2.4 主要會計政策概要 (續)

### 金融負債 (續)

#### 其後計量

金融負債按其分類之其後計量如下：

#### *按攤銷成本計量之金融負債 (貸款及借款)*

在初始確認後，計息貸款及借款其後採用實際利率法按攤銷成本計量，除非折現影響不重大，這種情況下，它們按成本計量。在終止確認負債以及透過實際利率進行攤銷程序時，收益及虧損於損益表中確認。

攤銷成本按照考慮任何折現或收購溢價以及作為實際利率一部份之費用或成本計算所得。實際利率之攤銷包含於損益表的財務費用中。

#### *財務擔保合約*

本集團作出的財務擔保合約即要求發行人作出特定付款以償付持有人因特定債務人未能根據債務工具的條款償還到期款項而招致損失的合約。財務擔保合約初步按其公允價值確認為一項負債，並就作出該擔保直接產生的交易成本作出調整。於初始確認後，本集團按(i)根據「金融資產的減值」所載政策計量的預期信貸虧損撥備；及(ii)初始確認的金額減(如適用)所確認的累計收入金額(以較高者為準)計量財務擔保合約。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

### Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average basis. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and on disposal.

## 2.4 主要會計政策概要 (續)

### 金融負債之終止確認

如果負債義務已履行、撤銷或屆滿，則金融負債終止確認。

如果現有金融負債被同一貸款方以實質上幾乎全部不同條款之另一金融負債取代，或者現有負債條款幾乎全部被實質性修改，則此類替換或修改作為終止確認原負債以及確認一項新負債處理，且各自賬面金額之間的差額於損益表確認。

### 抵銷金融工具

當現時存在一項可依法強制執行之權利可抵銷已確認金額，且亦有意以淨額結算或同時變現資產及償付債務時，則金融資產及金融負債可予抵銷，而其淨額於財務狀況表內呈列。

### 存貨

存貨按成本及可變現淨值兩者較低者計價。成本按加權平均法釐定。可變現淨值按估計銷售價減去任何完成交易及出售將產生的估計成本計算。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

### Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the statement of profit or loss.

A contingent liability recognised in a business combination is initially measured at its fair value. Subsequently, it is measured at the higher of (i) the amount that would be recognised in accordance with the general policy for provisions above; and (ii) the amount initially recognised less, when appropriate, the amount of income recognised in accordance with the policy for revenue recognition.

## 2.4 主要會計政策概要 (續)

### 現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括手頭現金及活期存款，以及購入後通常於三個月內到期的可隨時轉換為已知金額現金的短期高變現能力但價值改變的風險不大的投資，減須於要求時償還的銀行透支，組成本集團現金管理的一部份。

就綜合財務狀況表而言，現金及現金等價物包括手頭現金及銀行存款（包括並無限制用途的定期存款及性質類似現金的資產）。

### 撥備

倘因過往事件須承擔現時的責任（法定或推定），而承擔該責任可能導致日後資源外流，且對責任金額能夠可靠地估計，則確認撥備。

當折現的影響重大時，就撥備確認的金額乃指預計在日後履行責任時所需開支在報告期末的現值。由於時間流逝導致折現值的金額的增加，乃作為財務費用在損益表內入賬。

於業務合併中確認的或有負債初始確認時以其公允價值計量。其後，其則以(i)根據上述計提撥備的一般政策確認的金額；及(ii)初始確認金額扣減（倘適用）按照收入確認政策計算的收入金額中的較高者計量。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Employee retirement benefits

Pursuant to the relevant regulations of the PRC government, the companies comprising the Group operating in Mainland China (the “**PRC group companies**”) have participated in a local municipal government retirement benefit scheme (the “**Scheme**”), whereby the PRC group companies are required to contribute a certain percentage of the salaries of their employees to the Scheme to fund their retirement benefits. The only obligation of the Group with respect to the Scheme is to pay the ongoing contributions under the Scheme. Contributions under the Scheme are charged to the statement of profit or loss as incurred. Contributions paid to the Scheme for an employee are not available to reduce the Group’s future obligations to the Scheme even if the employee leaves.

Employee benefits to all eligible employees of the overseas subsidiaries are made in accordance with the rules set forth in the collective labor agreement, and recorded as an expense in the period they are due as a charge to the statement of profit or loss.

### Income tax

Income tax comprises current and deferred tax and land appreciation tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

## 2.4 主要會計政策概要 (續)

### 僱員退休福利

按照中國政府的有關法規，在中國內地經營的公司（「**中國集團公司**」）已經參加了當地市政府的退休金計劃（「**該計劃**」），該計劃要求中國集團公司按公司員工基本工資一定比例向該計劃供款，為職工的退休福利提供資金。本集團在該計劃的唯一義務是持續向該計劃繳納所規定的供款。該計劃項下的供款在發生時計入損益表。即使僱員離職，為僱員向該計劃作出供款並不適用於減少本集團對該計劃的未來責任。

向海外附屬公司所有合資格僱員提供的僱員福利乃根據集體勞動協議所載規則作出，並於到期期間入賬為開支，自損益扣除。

### 所得稅

所得稅包括即期及遞延稅項以及土地增值稅。與在損益以外確認的項目有關的所得稅在損益以外的其他全面收益內確認或直接於權益內確認。

當期稅項資產及負債以預期從稅務當局收回或向其支付之金額予以估量，基於本集團業務經營所在國家普遍通行之解釋與慣例，按照已頒佈或在報告期末前已經實質執行之稅率（及稅務法例）來確定。

遞延稅項乃於報告期末就資產及負債的稅基與其作財務報告用途的賬面值之間的所有暫時差額採用負債法作出撥備。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Income tax (continued)

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries and joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries and joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

## 2.4 主要會計政策概要 (續)

### 所得稅 (續)

遞延稅項負債根據全部應課稅暫時差額確認入賬，但以下情況除外：

- 倘遞延稅項負債源於首次確認商譽或交易（並非業務合併，且於交易時不影響會計利潤亦不影響應課稅利潤或虧損）的資產及負債除外；及
- 就於附屬公司及合營公司的投資有關的應課稅暫時差額而言，倘暫時差額的撥回時間可予控制及暫時差額在可見將來可能不會撥回時。

所有可扣減暫時性差額及未動用稅項抵免與任何未動用稅務虧損結轉，均被確認為遞延稅項資產。倘可能具有應課稅利潤抵銷可扣減暫時性差額、及未動用稅項抵免及未動用稅項虧損結轉，則會確認遞延稅項資產，惟下述情況除外：

- 因有關可扣減暫時性差額的遞延稅項資產源自初次確認一項交易中的資產或負債，而有關交易（業務合併除外）進行時不會影響會計溢利或應課稅利潤或虧損；及
- 就有關附屬公司及合營公司投資所產生之可扣減暫時性差額而言，遞延稅項資產僅於暫時性差額於可預見的將來可能撥回，而且具有應課稅利潤用以抵銷暫時性差額時，方會予以確認。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Income tax (continued)

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

## 2.4 主要會計政策概要 (續)

### 所得稅 (續)

遞延稅項資產賬面值會在各報告期末予以檢討，並在不大可能再有足夠應課稅利潤撥用全部或部份遞延稅項資產時予以削減。未確認的遞延稅項資產於各報告期末亦須予以重新檢討，並在可能仍有足夠應課稅利潤收回全部或部份遞延稅項資產時予以確認。

遞延稅項資產及負債乃以報告期末已實行或大體上實行的稅率（及稅務法例）為基礎，按預期有關資產或有關負債予以變現或列支的期間適用的稅率計算。

倘存在一項可依法強制執行之權利可就同一應課稅實體或擬於各未來期間（預期將結清或收回大量遞延稅項負債或資產）以淨額基準償付當期稅項負債及資產或同時變現資產及償付負債之不同應課稅實體，將當期稅項資產與當期稅項負債抵銷，且遞延稅項涉及同一應課稅實體及同一稅務機關，則可將遞延稅項資產與遞延稅項負債互相抵銷。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, for which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the statement of profit or loss over the expected useful life of the relevant asset by equal annual instalments or deducted from the carrying amount of the asset and released to the statement of profit or loss by way of a reduced depreciation charge.

### Revenue recognition

#### Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

## 2.4 主要會計政策概要 (續)

### 政府補貼

企業能夠合理地保證政府補貼所附條件得到滿足，並且能夠收到該補貼，此時即應按公允價值確認政府補貼。與開支項目有關的補貼，應在有關期間（即能夠使該補貼系統地與被補償費用相匹配的期間）確認為收入。

與資產有關的補貼，應將其公允價值記入遞延收益賬的貸項，並在有關資產的預期使用年限內，以等額按年攤分方式撥入損益表，或自資產賬面值扣除及以削減折舊支出方式在損益表內解除。

### 收入確認

#### 客戶合約收入

客戶合約收入乃於貨品或服務的控制權轉移至客戶時按反映本集團預期該等貨品或服務所換取的代價金額確認。

當合約代價包含可變金額時，代價金額按本集團將就向客戶轉讓貨品或服務所換取的代價金額進行估計。可變代價於合約開始時作出估計並受估計金額所限，除非可變代價相關的不確定因素於其後消除，否則很可能不會在已確認的累計收入金額中出現重大的收入回撥。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Revenue recognition (continued)

#### Revenue from contracts with customers (continued)

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group with a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in IFRS 15.

(a) *Revenue from the sales of properties*

For property development and sales contracts for which the control of the property is transferred at a point in time, revenue is recognised when the purchasers obtain the physical possession or the legal title of the completed properties and the Group has the present right to payment from the purchasers.

(b) *Revenue from hotel operation*

Revenue from hotel operation is derived from room rental, food and beverage sales and income from the provision of other ancillary services, and is recognised when the services are rendered.

## 2.4 主要會計政策概要 (續)

### 收入確認 (續)

#### 客戶合約收入 (續)

倘合約包含融資部分，其為客戶提供明顯的裨益，即為向客戶轉讓貨品或服務提供超過一年的資金，收入乃按應收款項的現值計量，使用合約開始時本集團與客戶間另行訂立的一項融資交易中反映的折現率折現。當合約包含融資部分，其為本集團提供超過一年的重大財務裨益，則合約項下確認的收入包括合約負債根據實際利率法所產生利息開支。就客戶付款與轉讓承諾貨品或服務的相隔為一年或以內的合約而言，交易價格使用國際財務報告準則第15號項下的實際權宜方法，不會作出調整以反映重大融資部分的影響。

(a) *物業銷售收入*

就物業的控制權按某一時間點轉移之物業開發及銷售合約而言，收入於買方獲得物業控制權或已完工物業的法定所有權且本集團現時有權向買方收取付款時確認。

(b) *酒店營運收入*

酒店營運收入來自房租、食品及飲料銷售及提供其他配套服務的收入，並於服務提供時確認。



## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Revenue recognition (continued)

#### Revenue from contracts with customers (continued)

(c) *Revenue from other services*

Revenue from other services is recognised over the scheduled period on a straight-line basis because the customer simultaneously receives and consumes the benefits provided by the Group.

#### Revenue from other sources

Rental income is recognised on a time proportion basis over the lease terms. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are incurred.

#### Other income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Dividend income is recognised when the shareholders' right to receive payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

## 2.4 主要會計政策概要 (續)

### 收入確認 (續)

#### 客戶合約收入 (續)

(c) *其他服務收入*

由於客戶同時收取及消耗本集團提供的利益，故其他服務收入在預定期間按直線法確認。

#### 其他來源收入

租金收入於租期內按時間比例確認。並非取決於指數或比率的可變租賃付款將於產生的會計期間確認為收入。

#### 其他收入

利息收入以實際利率法按應計基準確認，而所採用的利率為將估計未來現金收入按金融工具預期年期或較短期間（如適用）準確折現至金融資產賬面淨值之利率。

股息收入乃當股東收取款項的權利已確定時予以確認，本集團很可能取得與股息有關的經濟利益且股息金額能夠可靠計量。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

### Commission in obtaining contracts

Sales commissions incurred directly attributable to obtaining a contract, if recoverable, are capitalised and recorded in other assets. Capitalised sales commissions are charged to profit or loss when the revenue from the related property sale is recognised and are included as selling and marketing expenses at that time. The Group has elected to apply the practical expedient and did not recognise the effects of the sales commission if the time period is one year or less.

### Share-based payments

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services in exchange for equity instruments ("**equity-settled transactions**").

The cost of equity-settled transactions with employees for grants after 7 November 2002 is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial model, further details of which are given in note 31 to the financial statements.

## 2.4 主要會計政策概要 (續)

### 合約負債

當本集團於轉讓相關貨品或服務前，已向客戶收取付款或付款已到期（以較早者為準），則確認合約負債。合約負債於本集團履行合約時（即向客戶轉讓相關貨品或服務之控制權）確認為收入。

### 獲得合約之佣金

若可收回款項為獲得合約而直接產生之銷售佣金，則將其資本化及入賬列為其他資產。資本化銷售佣金於確認來自有關物業銷售之收入時在損益表中扣除，並計入當時之銷售及營銷開支。本集團已選擇應用實際權宜作法而不確認期限不超過一年的銷售佣金的影響。

### 以股份為基礎的支付

本公司設有一項購股權計劃，旨在對本集團業務成功作出貢獻的合資格參與者提供鼓勵與獎賞。本集團僱員（包括董事）以股份為基礎的支付方式收取報酬，而僱員則提供服務以換取股本工具（「**股權結算交易**」）。

與2002年11月7日之後獲授購股權的僱員進行股權結算交易的成本是參考授出購股權當日的公允價值計算。公允價值由外部估值師採用二項式期權定價模型釐定，有關進一步詳情載於財務報表附註31。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Share-based payments (continued)

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the statement of profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

## 2.4 主要會計政策概要 (續)

### 以股份為基礎的支付 (續)

股權結算交易之成本，連同權益相應增加部份，在表現及／或服務條件獲得履行之期間於僱員福利開支內確認。在歸屬日期前，每個報告期末確認之股權結算交易之累計開支，反映歸屬期已到期部份及本集團對最終將會歸屬之股本工具數目之最佳估計。在某一期間內在損益表內扣除或進賬，乃反映累計開支於期初與期終確認之變動。

於釐定獎勵的授出日期公允價值時，不會考慮服務及非市場表現條件，惟會對達成條件的可能性作出評估，作為本集團有關最終將獲歸屬之股本工具數目的最佳估計之一部份。市場表現條件會於授出日期公允價值內反映。獎勵附帶的任何其他條件（但並無關連服務規定）被視為非歸屬條件。非歸屬條件會於獎勵的公允價值內反映並引致即時將獎勵支銷，惟亦有服務及／或表現條件時則除外。

對於因未達成非市場表現及／或服務條件而最終未歸屬的獎勵，不會確認任何開支。倘獎勵包括市場或非歸屬條件，只要所有其他表現及／或服務條件已經達成，則不論市場或非歸屬條件是否達成，交易均會被視為歸屬。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Share-based payments (continued)

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

## 2.4 主要會計政策概要 (續)

### 以股份為基礎的支付 (續)

倘若以股權支付的獎勵的條款有所變更，在獎勵之原有條款獲達成之情況下，所確認的開支最少須達到猶如條款並無任何變更的水平。此外，倘若按變更日期計量，任何變更導致以股份為基礎的支付交易的總公允價值有所增加，或對僱員帶來其他利益，則應就該等變更確認開支。

倘若股權結算的獎勵被註銷，應被視為已於註銷日期歸屬，任何尚未確認有關授予獎勵的開支，均應即時確認。這包括在本集團所能控制的非歸屬條件或僱員未能達至下的任何獎勵。然而，若授予新獎勵代替已註銷的獎勵，並於授出日期指定為替代獎勵，則已註銷的獎勵及新獎勵，均應被視為原獎勵的變更（如前段所述）。

計算每股盈利時，未行使購股權之攤薄效應，反映為額外股份攤薄。

### 借款成本

收購、興建或生產合資格資產（即需要大量時間製作以供擬定用途或銷售的資產）應佔的直接借款費用，將資本化作為該等資產的部份成本。在該等資產實際上可作擬定用途或銷售時終止借款費用的資本化。待用作合資格資產開支的特定借款的臨時投資所賺取的投資收入，自資本化的借款費用中扣除。所有其他借款成本在產生期間內列作開支。借款成本包括實體就借入資金產生的利息及其他成本。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Borrowing costs (continued)

Where funds have been borrowed generally and used for the purpose of obtaining qualifying assets, a capitalisation rate of 7.39% (2021: 8.77%) has been applied to the expenditure on the individual assets.

### Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting.

Interim dividends are simultaneously proposed and declared. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

### Foreign currencies

The functional currency of the Company is the Hong Kong dollar (“HK\$”), and the functional currencies of subsidiaries incorporated outside Mainland China are the HK\$, the United States dollar (“US\$”) and the Great Britain Pound (“GBP”), respectively. The functional currency of Mainland China subsidiaries is the RMB. As the Group mainly operates in Mainland China, the RMB is used as the presentation currency of the Group. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

## 2.4 主要會計政策概要 (續)

### 借款成本 (續)

如一般借入資金，及用作取得合資格資產，對個別資產開支應用7.39%（2021年：8.77%）的資本化率。

### 股息

末期股息於股東在股東大會上予以批准時確認為負債。

中期股息乃同時建議派發及宣派。因此，中期股息乃於建議派發及宣派時隨即確認為負債。

### 外幣

本公司的功能貨幣為港元（「港元」）及於中國內地以外註冊成立的附屬公司的功能貨幣分別為港元、美元（「美元」）及英鎊（「英鎊」）。中國內地附屬公司記賬本位幣為人民幣。由於本集團主要在中國內地經營，故人民幣被用作本集團的呈報貨幣。本集團屬下各實體均可自行釐定所用的記賬本位幣，而各實體的財務報表計入的項目均以該記賬本位幣列賬。本集團屬下各實體記錄的外幣交易最初以交易日的各自記賬本位幣匯率入賬。以外幣計值的貨幣資產及負債按報告期末的記賬本位幣匯率換算。結算或換算貨幣項目的差額計入損益表。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Foreign currencies (continued)

Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss with the exception of monetary items that are designated as part of the hedge of the Group's net investment of a foreign operation. These are recognised in other comprehensive income until the net investment is disposed of, at which time the cumulative amount is reclassified to the statement of profit or loss. Tax charges and credits attributable to exchange differences on those monetary items are also recorded in other comprehensive income.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

## 2.4 主要會計政策概要 (續)

### 外幣 (續)

結算或換算貨幣項目所產生之差額計入損益表，惟不包括被指定作為本集團之海外業務淨投資之部份對沖之貨幣項目。有關差額乃於其他全面收益中確認，直至售出淨投資為止，屆時，累計金額會於損益表中重新分類。該等貨幣項目之匯兌差額應佔稅項支出及抵免亦會於其他全面收益入賬。

按歷史成本以外幣計量的非貨幣項目，以最初交易日的匯率換算。按公允價值計量並以外幣為單位的非貨幣項目按計量公允價值當日的匯率換算。換算以公允價值計量及非貨幣項目所產生的收益或虧損與確認該項目公允價值變動的收益或虧損的處理方法一致（換言之，於其他全面收益或損益確認公允價值收益或虧損的項目的匯兌差額，亦分別於其他全面收益或損益確認）。

於釐定終止確認與墊付代價有關的非貨幣資產或非貨幣負債的相關資產、開支或收入於初步確認的匯率時，初步交易日期為本集團初步確認因預付代價而產生的非貨幣資產或非貨幣負債的日期。倘有多次預支或預收，本集團就每次支付或收取墊付代價釐定交易日期。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Foreign currencies (continued)

The functional currencies of non-PRC established subsidiaries are currencies other than the RMB. As at the end of the reporting period, the assets and liabilities of these entities are translated into RMB at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into RMB at the exchange rates that approximate to those prevailing at the dates of the transactions.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

For the purpose of the consolidated statement of cash flows, the cash flows of non-PRC established subsidiaries are translated into RMB at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of non-PRC established companies which arise throughout the year are translated into RMB at the weighted average exchange rates for the year.

## 2.4 主要會計政策概要 (續)

### 外幣 (續)

若干非於中國成立的附屬公司之記賬本位幣為人民幣以外的貨幣。於報告期末，該等實體的資產與負債乃根據報告期末的現行匯率換算為人民幣，而損益表是按與交易日期相若的匯率換算為人民幣。

因此產生之匯兌差額於其他全面收益內確認及在匯兌波動儲備內累計。於出售海外業務時，有關該特定海外業務的其他全面收益部分於損益表確認入賬。

收購海外業務產生的任何商譽及對收購產生的資產及負債賬面值作出的任何公允價值調整作為海外業務的資產及負債處理，並按收市匯率換算。

就綜合現金流量表而言，非於中國成立附屬公司的現金流量按產生現金流量當日的現行匯率換算為人民幣。非於中國成立公司在整個年度內經常產生的現金流量是按年內的加權平均匯率換算為人民幣。

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

#### Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

##### (i) Property lease classification – Group as a lessor

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the present value of the minimum lease payments not amounting to substantially all the fair value of the commercial property, that it retains substantially all the significant risks and rewards incidental to ownership of these properties which are leased out and accounts for the contracts as operating leases.

### 3. 重大會計判斷及估計

編製本集團的財務報表時，管理層須作出判斷、估計及假設，而該等判斷、估計及假設會影響所呈報收入、開支、資產及負債的金額及其隨附披露以及對或有負債的披露。由於有關假設及估計的不確定因素，可導致管理層須就未來受影響的資產或負債賬面金額作出重大調整。

#### 判斷

在應用本集團會計政策過程中，管理層作出下列對財務報表內所確認金額有最重大影響的判斷，涉及估計者除外：

##### (i) 物業租賃分類—本集團作為出租人

本集團就其投資物業組合訂有商用物業租約。本集團根據對有關安排條款及條件的評估（例如租賃期限並不構成商業物業經濟年期的主要部分及最低租賃付款的現值未達至商業物業的絕大部分公允價值），釐定其租出及有關合約作為經營租賃列賬的物業保留絕大部分與擁有權有關的重大風險及回報。



### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

#### Judgements (continued)

**(ii) Classification between investment properties, completed properties held for sale and owner-occupied properties**

The Group determines whether a property qualifies as an investment property and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group.

Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

**(iii) Classification of current and non-current properties under development**

The Group classifies properties under development according to the construction progress and estimated commencement date of pre-sale. Properties under development are classified as current assets after the construction commences or having a clear plan for construction. As for the rest properties under development, the Group classify them as non-current.

### 3. 重大會計判斷及估計 (續)

#### 判斷 (續)

**(ii) 投資物業、持作銷售已落成物業及業主自佔物業的分類**

本集團會釐定物業是否符合資格列為投資物業並已建立作出判斷的準則。投資物業為持有以賺取租金或資本增值或兩者的物業。因此，本集團考慮物業產生的現金流是否大部份獨立於本集團持有的其他資產。

若干物業部份持有以供賺取租金或資本增值，而部份則持有供生產或供應貨品或服務或行政用途。倘若該等部份可單獨銷售，本集團會將該等部份分開入賬。倘若該等部份不能夠單獨銷售，則僅會在持有供生產或供應貨品或服務或行政用途的部份只佔很微小部份時，方視物業為投資物業。判斷乃按個別物業基準作出，以釐定配套服務所佔比例是否偏高以致有關物業不符合被列為投資物業。

**(iii) 流動及非流動開發中物業分類**

本集團根據建造進度及估計開始預售日期分類開發中物業。開發中物業於動工後分類為流動資產或就建造擁有明確計劃。對於餘下開發中物業，本集團將其分類為非流動。

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

#### Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below:

##### (i) Fair value of investment properties

Investment properties were revalued based on the appraised market value by independent professional valuers. Such valuations were based on certain assumptions, which are subject to uncertainty and might materially differ from the actual results. In making the estimate, the Group considers information from current prices in an active market for similar properties and uses assumptions that are mainly based on market conditions existing at the end of the reporting period.

In the absence of current prices in an active market for similar properties, the Group considers information from a variety of sources, including:

- (a) current prices in an active market for properties of a different nature, condition or location or subject to different lease or other contracts, adjusted to reflect those differences;
- (b) recent prices of similar properties on less active markets, with adjustments to reflect any changes in economic conditions since the dates of the transactions that occurred at those prices; and

### 3. 重大會計判斷及估計 (續)

#### 估計的不明朗因素

於報告期末，有關未來的主要假設及估計的不明朗因素的其他主要來源構成須對下一財政年度資產及負債的賬面值作出重大調整的重大風險，茲論述如下：

##### (i) 投資物業公允價值

投資物業按獨立專業估值師對其評估市值重估。該等估值乃基於若干假設，而該等假設受不明朗因素影響，並可能與實際結果有大幅偏差。在作出估計時，本集團考慮活躍市場類似物業的現價，並採用主要依據報告期末現有市況而作出的假設。

若無類似物業在活躍市場的現價，本集團按照來自不同來源之資料釐定公允價值，包括：

- (a) 不同性質、狀況或地點或受不同租約或其他合約規限之物業當時在活躍市場上之價格(可予調整以反映該等差異)；
- (b) 活躍程度稍遜之市場所提供類似物業近期價格(可予調整以反映自按有關價格成交當日以來經濟狀況之任何變動)；及

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

#### Estimation uncertainty (continued)

##### (i) Fair value of investment properties (continued)

- (c) discounted cash flow projections based on reliable estimates of future cash flows, supported by the terms of any existing leases and other contracts and (when possible) by external evidence such as current market rents for similar properties in the same location and condition, and using discount rates that reflect current market assessments of the uncertainty in the amount and timing of the cash flows.

The principal assumptions for the Group's estimation of the fair value include those related to current market rents for similar properties in the same location and condition, appropriate discount rates, expected future market rents and future maintenance costs. The carrying amount of investment properties at 31 December 2022 was RMB5,276,900,000 (2021: RMB5,290,500,000). Further details, including the key assumptions used for fair value measurement, are given in note 13 to the financial statements.

##### (ii) Net realisable value of properties under development and completed properties held for sale

The Group's properties under development and completed properties held for sale are stated at the lower of cost and net realisable value. Based on the Group's historical experience and the nature of the subject properties, the Group makes estimates of the selling prices, the costs of completion of properties under development, and the costs to be incurred in selling the properties based on prevailing market conditions.

### 3. 重大會計判斷及估計 (續)

#### 估計的不明朗因素 (續)

##### (i) 投資物業公允價值 (續)

- (c) 根據未來現金流量之可靠估計而作出之折現現金流量預測，該預測乃根據任何現有租賃及其他合約之條款，以及(如有可能)外在因素(如相同地點及狀況之類似物業之現行市場租金等)而作出，並採用可反映當時市場對不確定之現金流量金額及時間之評估之折現率計算。

本集團估計公允價值的主要假設包括地處相同位置及狀況之類似物業之當前市場租金、適用折現率、預計未來市場租金及未來維修成本。於2022年12月31日，投資物業賬面值為人民幣5,276,900,000元(2021年：人民幣5,290,500,000元)。進一步詳情(包括公允價值計量所使用的主要假設)載於財務報表附註13。

##### (ii) 開發中物業及持作銷售已落成物業的可變現淨值

本集團開發中物業及持作銷售已落成物業按成本及可變現淨值兩者的較低者列賬。本集團根據其過往經驗及有關物業的性質，基於現行市況估計售價、開發中物業竣工成本及銷售物業產生的成本。

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

#### Estimation uncertainty (continued)

##### (ii) Net realisable value of properties under development and completed properties held for sale (continued)

If there is an increase in costs to completion or a decrease in net sales value, the net realisable value will decrease and this may result in a provision for properties under development and completed properties held for sale. Such provision requires the use of judgements and estimates. Where the expectation is different from the original estimate, the carrying value and provision for properties in the period in which the estimate is changed will be adjusted accordingly.

##### (iii) PRC land appreciation tax (“LAT”)

LAT in the PRC is levied at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds from sale of properties less deductible expenditures including land costs, borrowing costs and other property development expenditures.

The subsidiaries of the Group engaging in the property development business in Mainland China are subject to LAT. However, the implementation of these taxes varies amongst various cities in Mainland China and the Group has not finalised its LAT returns with various tax authorities. Accordingly, significant judgement is required in determining the amount of land appreciation and its related taxes. The ultimate tax determination is uncertain during the ordinary course of business. The Group recognises these liabilities based on management’s best estimates. Where the final tax outcome of these matters is different from the amounts that were initially recorded, the differences will impact the statement of profit or loss and the provision for LAT in the period in which the determination is made.

### 3. 重大會計判斷及估計 (續)

#### 估計的不明朗因素 (續)

##### (ii) 開發中物業及持作銷售已落成物業的可變現淨值 (續)

倘若完工成本增加，或售價淨額減少，則可變現淨值將會減少，並可能因而導致就開發中物業及持作銷售已落成物業作出撥備。該撥備須運用判斷及估計。在預期與原有估計有差異時，將於該估計有改變的期間對物業的賬面值及撥備作出相應調整。

##### (iii) 中國土地增值稅 (「土地增值稅」)

中國的土地增值稅按土地增值(即出售物業所得款項減可扣減支出(包括土地成本、借款成本及其他物業發展支出))以累進稅率30%至60%徵收。

本集團在中國內地從物業開發業務的附屬公司須繳納土地增值稅。然而，在中國內地不同城市，該等稅項的實施各有差異，且本集團尚未與不同稅務機關落實其土地增值稅報稅表。因此，在釐定土地增值金額及其相關稅項時須作出重大判斷。於日常業務過程中最終的稅項釐定仍不確定。本集團按照管理層的最佳估計確認該等負債。倘該等事項的最終稅項結果與最初記賬的金額不同，則有關差異將會影響損益表，並就該釐定期間的土地增值稅作出撥備。

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

#### Estimation uncertainty (continued)

##### (iv) Leases – Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate (“IBR”) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group “would have to pay”, which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when it needs to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary’s functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary’s stand-alone credit rating).

##### (v) Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets (including the right-of-use assets) at the end of each reporting period. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm’s length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

### 3. 重大會計判斷及估計 (續)

#### 估計的不明朗因素 (續)

##### (iv) 租賃—估計增量借款利率

本集團無法輕易釐定租賃內所隱含的利率，因此，其使用增量借款利率（「增量借款利率」）計量租賃負債。增量借款利率為本集團於類似經濟環境中為取得與使用權資產價值相近之資產而以類似抵押品於類似期間借入所需資金應支付的利率。因此，增量借款利率反映本集團「應支付」的利率，當無可觀察的利率時（例如就並無訂立融資交易的附屬公司而言）或當須對利率進行調整以反映租賃的條款及條件時（例如當租賃並非以附屬公司的功能貨幣訂立時），則須作出估計。當可觀察輸入數據可用時，本集團使用可觀察輸入數據（例如市場利率）估計增量借款利率，並須作出若干實體特定的估計（例如附屬公司的獨立信貸評級）。

##### (v) 非金融資產（商譽除外）減值

本集團於各報告期末評估所有非金融資產（包括使用權資產）是否存在任何減值跡象。當存在賬面值不可收回的跡象時，會就其他非金融資產進行減值測試。當資產或現金產出單元的賬面值超出其可收回金額（即其公允價值減出售成本及其使用價值的較高者），則存在減值。公允價值減出售成本乃根據自類似資產的公平交易中的具約束力銷售交易可取得的數據或可觀察的市場價格減出售該資產的增量成本計算。當進行使用價值計算時，管理層必須估計來自該資產或現金產出單元的預期未來現金流量，並選擇合適貼現率以計算該等現金流量的現值。

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

#### Estimation uncertainty (continued)

##### (vi) Deferred tax assets

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies.

##### (vii) Fair value of unlisted equity investments

The unlisted equity investments have been valued based on a market-based valuation technique as detailed in note 39 to the financial statements. The valuation requires the Group to determine the comparable public companies (peers) and select the price multiple. In addition, the Group makes estimates about the discount for illiquidity and size differences. The Group classifies the fair value of these investments as Level 3. The fair value of the unlisted equity investments at 31 December 2022 was RMB353,534,000 (2021: RMB335,050,000). Further details are included in note 17 to the financial statements.

### 3. 重大會計判斷及估計 (續)

#### 估計的不明朗因素 (續)

##### (vi) 遞延稅項資產

遞延稅項資產乃於可能取得應課稅溢利而可動用可扣減暫時差額及虧損抵銷時就所有可扣減暫時差額及未動用稅項虧損予以確認。釐定可確認遞延稅項資產金額時，管理層需要根據未來應課稅溢利的大致時間及水平以及未來稅務計劃戰略作出重大判斷。

##### (vii) 非上市股本投資的公允價值

非上市股本投資乃根據市場基準估值技術估值，詳情載於財務報表附註39。該估值要求本集團釐定可資比較公眾公司（同業）並選擇價格倍數。此外，本集團作出有關非流動性及規模差異的折讓估計。本集團將該等投資的公允價值分類為第三級。於2022年12月31日，非上市股本投資的公允價值為人民幣353,534,000元（2021年：人民幣335,050,000元）。進一步詳情載於財務報表附註17。

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

#### Estimation uncertainty (continued)

##### (viii) Provision for ECLs on trade receivables and other financial assets

The Group uses a provision matrix to calculate ECLs for trade receivables and other financial assets. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e. by service type, customer type and rating).

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions are expected to deteriorate over the next year which can lead to an increased number of defaults in the property development sector, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual default in the future.

### 3. 重大會計判斷及估計 (續)

#### 估計的不明朗因素 (續)

##### (viii) 應收貿易賬款及其他金融資產預期信貸虧損撥備

本集團使用撥備矩陣計算應收貿易賬款及其他金融資產的預期信貸虧損。撥備率乃基於多個具有類似虧損模式 (即服務類型、客戶類型及評級) 之客戶分部組合的逾期天數釐定。

撥備矩陣初始基於本集團的過往觀察所得違約率。本集團將調整矩陣，以根據前瞻性資料調整過往信貸虧損經驗。例如，若預測經濟狀況預期在來年惡化，可能導致物業開發部門違約事件增加，則過往違約率予以調整。於各報告日期，過往觀察所得違約率予以更新，並對前瞻性估計改動進行分析。

對過往觀察所得違約率、經濟狀況預測及預期信貸虧損之間相關性的評估為一項重要估計。預期信貸虧損的金額受情況變化及預測經濟狀況影響。本集團的過往信貸虧損經驗及經濟狀況預測亦可能無法代表客戶未來的實際違約。

## 4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on income derived from business and has four reportable operating segments as follows:

- (a) the commercial property development segment develops and sells commercial properties in Mainland China and Japan;
- (b) the property rental segment leases investment properties in Mainland China;
- (c) the hotel operations segment owns and operates hotels; and
- (d) the “others” segment comprises, the Group’s project management business and other business that the Group is involved in. On 3 February 2021, the Group had entered into an equity transfer agreement with Zhong An Group to dispose the entire equity interest in Zhejiang Runzhou Property Services Co., Ltd., Yuyao Zhongli Property Management Co., Ltd. and Hangzhou Zhonghong Property Service Co., Ltd., all of which are engaged in commercial property management business at an aggregate of consideration of RMB104.65 million (equivalent to approximately HK\$125.58 million) (“**Transfers**”). The Transfers was fully completed on 13 April 2021. Ever since the completion of the Transfers, the Group is no longer engaged in commercial property management business.

Management monitors the results of the Group’s operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/loss, which is a measure of adjusted profit/loss before tax from continuing operations. The adjusted profit/loss before tax from continuing operations is measured consistently with the Group’s profit/loss before tax from continuing operations except that interest income and finance costs are excluded from the measurement.

Segment assets exclude deferred tax assets, tax recoverable, pledged deposits, cash and cash equivalents, and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude interest-bearing bank and other borrowings, tax payable, deferred tax liabilities and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

## 4. 經營分部資料

就管理而言，本集團根據業務所產生收入設立業務單位，並有如下四個可報告經營分部：

- (a) 商用物業開發分部，在中國內地和日本開發及銷售商用物業；
- (b) 物業租賃分部，在中國內地租賃投資物業；
- (c) 酒店營運分部，擁有及經營酒店；及
- (d) 「其他」分部包括本集團的項目管理業務及本集團涉及的其他業務。於2021年2月3日，本集團與眾安集團就按總代價人民幣104.65百萬元（相當於約125.58百萬港元）出售浙江潤洲物業服務有限公司、餘姚眾力物業管理有限公司及杭州眾宏物業服務有限公司的全部股權訂立股權轉讓協議，該等公司均從事商業物業管理業務（「轉讓」）。轉讓已於2021年4月13日悉數完成。自完成轉讓起，本集團不再從事商業物業管理業務。

管理層會單獨監察本集團各經營分部業績以作出有關資源分配及表現評估的決定。分部表現根據可報告分部利潤／虧損（以來自持續經營業務之經調整除稅前利潤／虧損計量）予以評估。來自持續經營業務之經調整除稅前利潤／虧損與本集團來自持續經營業務之除稅前利潤一貫計量，惟利息收入及融資成本均不計入該計量內。

分部資產不包括遞延稅項資產、可收回稅項、質押存款、現金及現金等價物及其他未分配總辦事處及企業資產，原因是該等資產在集團層面統一管理。

分部負債不包括計息銀行及其他借款、應繳稅項、遞延稅項負債及其他未分配總辦事處及企業負債，原因是該等負債在集團層面統一管理。



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

Year ended 31 December 2022 截至2022年12月31日止年度

4. OPERATING SEGMENT INFORMATION (CONTINUED)

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

4. 經營分部資料 (續)

分部間銷售及轉讓參照根據當時通行市價向第三方作出的銷售所採用的售價進行交易。

Year ended 31 December 2022	截至2022年 12月31日止年度	Commercial property development 商用物業開發 RMB'000 人民幣千元	Property rental 物業租賃 RMB'000 人民幣千元	Hotel operations 酒店營運 RMB'000 人民幣千元	Other services 其他服務 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Segment revenue</b>	<b>分部收入</b>					
Sales to external customers	對外部客戶銷售	137,416	101,528	221,657	131,182	591,783
Intersegment sales	分部間銷售	-	30,912	-	-	30,912
		137,416	132,440	221,657	131,182	622,695
<i>Reconciliation:</i>	<i>調節:</i>					
Elimination of intersegment sales	分部間銷售對銷					(30,912)
Revenue from operations	經營業務收入					591,783
<b>Segment results</b>	<b>分部業績</b>	(87,482)	(108,955)	(69,651)	(106,053)	(372,141)
<i>Reconciliation:</i>	<i>調節:</i>					
Interest income	利息收入					34,536
Finance costs	財務費用					(139,909)
Loss before tax	除稅前虧損					(477,514)
<b>Segment assets</b>	<b>分部資產</b>	7,886,306	5,314,376	2,005,169	785,334	15,991,185
<i>Reconciliation:</i>	<i>調節:</i>					
Elimination of intersegment receivables	分部間應收款項對銷					(2,028,277)
Corporate and other unallocated assets	總部及其他未分配資產					1,216,868
Total assets	總資產					15,179,776
<b>Segment liabilities</b>	<b>分部負債</b>	4,022,847	338,359	846,809	1,421,953	6,629,968
<i>Reconciliation:</i>	<i>調節:</i>					
Elimination of intersegment payables	分部間應付款項對銷					(2,028,277)
Corporate and other unallocated liabilities	總部及其他未分配負債					5,270,176
Total liabilities	總負債					9,871,867
<b>Other segment information:</b>	<b>其他分部資料:</b>					
Share of losses of a joint venture	應佔一間合營企業虧損	-	-	-	1,014	1,014
Impairment losses recognized in the statement of profit or loss	損益表確認的減值虧損	-	-	-	47,661	47,661
Depreciation and amortisation	折舊及攤銷	5,102	1,481	92,403	50,528	149,514
Investment in a joint venture	於一間合營企業投資	-	-	-	31,427	31,427
Capital expenditure	資本開支	31,827	522	41,450	44,752	118,551

## 4. OPERATING SEGMENT INFORMATION (CONTINUED)

## 4. 經營分部資料 (續)

Year ended 31 December 2021	截至2021年 12月31日止年度	Commercial property development 商用物業開發 RMB'000 人民幣千元	Property rental 物業租賃 RMB'000 人民幣千元	Hotel operations 酒店營運 RMB'000 人民幣千元	Other services 其他服務 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Segment revenue</b>	<b>分部收入</b>					
Sales to external customers	對外部客戶銷售	410,180	122,282	173,177	165,427	871,066
Intersegment sales	分部間銷售	-	23,855	-	5,180	29,035
		410,180	146,137	173,177	170,607	900,101
<i>Reconciliation:</i>	<i>調節:</i>					
Elimination of intersegment sales	分部間銷售對銷					(29,035)
Revenue from operations	經營業務收入					871,066
<b>Segment results</b>	<b>分部業績</b>	141,222	3,398	(71,084)	(240,971)	(167,435)
<i>Reconciliation:</i>	<i>調節:</i>					
Interest income	利息收入					113,505
Finance costs	財務費用					(223,094)
Loss before tax	除稅前虧損					(277,024)
<b>Segment assets</b>	<b>分部資產</b>	6,498,012	5,305,729	2,006,166	818,383	14,628,290
<i>Reconciliation:</i>	<i>調節:</i>					
Elimination of intersegment receivables	分部間應收款項對銷					(1,168,314)
Corporate and other unallocated assets	總部及其他未分配資產					2,044,864
Total assets	總資產					15,504,840
<b>Segment liabilities</b>	<b>分部負債</b>	2,765,220	106,448	1,134,504	1,374,375	5,380,547
<i>Reconciliation:</i>	<i>調節:</i>					
Elimination of intersegment payables	分部間應付款項對銷					(1,168,313)
Corporate and other unallocated liabilities	總部及其他未分配負債					5,559,011
Total liabilities	總負債					9,771,245
<b>Other segment information:</b>	<b>其他分部資料:</b>					
Share of losses of a joint venture	應佔一間合營企業虧損	-	-	-	(805)	(805)
Impairment loss recognized in the statement of profit or loss	損益表確認的減值虧損	-	-	-	110,431	110,431
Depreciation and amortisation	折舊及攤銷	3,820	1,344	69,667	87,444	162,275
Investment in a joint venture	於一間合營企業投資	-	-	-	32,441	32,441
Capital expenditure	資本開支	45,872	112	20,985	51,972	118,941

## 4. OPERATING SEGMENT INFORMATION (CONTINUED)

### Geographical information

#### (a) Revenue from external customers

		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Mainland China	中國內地	543,767	836,569
Others	其他	48,016	34,497
		<b>591,783</b>	871,066

The revenue information above is based on the locations of the customers.

#### (b) Non-current assets

		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Mainland China	中國內地	8,898,682	9,048,833
Others	其他	102,138	163,904
		<b>9,000,820</b>	9,212,737

The non-current asset information above is based on the locations of the assets and excludes equity investments designated at fair value through other comprehensive income and deferred tax assets.

### Information about major customers

No sales to a single customer or a group of customers under common control accounted for 10% or more of the Group's revenue for the years ended 31 December 2022 and 2021.

## 4. 經營分部資料 (續)

### 地區資料

#### (a) 來自外部客戶之收入

	2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
	543,767	836,569
	48,016	34,497
	<b>591,783</b>	871,066

上述收益資料乃基於客戶之位置。

#### (b) 非流動資產

	2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
	8,898,682	9,048,833
	102,138	163,904
	<b>9,000,820</b>	9,212,737

上述非流動資產資料乃基於資產之位置，且不包括指定為按公允價值計入其他全面收益的股本投資及遞延稅項資產。

### 關於主要客戶的資料

並無對某單一客戶或處於共同控制下的客戶組別的銷售額佔本集團截至2022年及2021年12月31日止年度收入的10%或以上。

## 5. REVENUE, OTHER INCOME AND GAINS, NET, AND OTHER EXPENSES

An analysis of revenue is as follows:

		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
<b>Revenue from contracts with customers</b>	<b>客戶合約收入</b>	<b>490,255</b>	748,784
<b>Revenue from other sources</b>	<b>其他來源收入</b>		
Gross rental income from investment property operating leases	來自投資物業經營租賃之總租金收入	101,528	122,282
		<b>591,783</b>	871,066

收入的分析如下：

### Revenue from contracts with customers

#### (i) Disaggregated revenue information

For the year ended 31 December 2022

Segments	分部	Commercial property development 商業物業發展 RMB'000 人民幣千元	Hotel operations 酒店經營 RMB'000 人民幣千元	Other services 其他服務 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Types of goods or services</b>	<b>貨品或服務類型</b>				
Sale of properties	物業銷售	137,416	-	-	137,416
Hotel operation services	酒店營運服務	-	221,657	-	221,657
Other services	其他服務	-	-	131,182	131,182
Total revenue from contracts with customers	客戶合約收入總額	137,416	221,657	131,182	490,255
<b>Timing of revenue recognition</b>	<b>收入確認時間</b>				
At a point in time	某一時間點	137,416	221,657	-	359,073
Over time	一段時間	-	-	131,182	131,182
Total revenue from contracts with customers	客戶合約收入總額	137,416	221,657	131,182	490,255

### 客戶合約收入

#### (i) 分拆收入資料

截至2022年12月31日止年度

## 5. REVENUE, OTHER INCOME AND GAINS, NET, AND OTHER EXPENSES (CONTINUED)

### Revenue from contracts with customers (continued)

#### (i) Disaggregated revenue information (continued)

For the year ended 31 December 2021

Segments	分部	Commercial property development	Hotel operations	Other services	Total
		商業物業發展 RMB'000 人民幣千元	酒店經營 RMB'000 人民幣千元	其他服務 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
<b>Types of goods or services</b>	<b>貨品或服務類型</b>				
Sale of properties	物業銷售	410,180	-	-	410,180
Hotel operation services	酒店營運服務	-	173,177	-	173,177
Other services	其他服務	-	-	165,427	165,427
Total revenue from contracts with customers	客戶合約收入總額	410,180	173,177	165,427	748,784
<b>Timing of revenue recognition</b>	<b>收入確認時間</b>				
At a point in time	某一時間點	410,180	173,177	-	583,357
Over time	一段時間	-	-	165,427	165,427
Total revenue from contracts with customers	客戶合約收入總額	410,180	173,177	165,427	748,784

Revenue from the sale of properties recognised that was included in contract liabilities at the beginning of the reporting period is amounted to RMB64,150,000 (2021: RMB205,232,000).

## 5. 收入、其他收入及收益淨額以及其他開支 (續)

### 客戶合約收入 (續)

#### (i) 分拆收入資料 (續)

截至2021年12月31日止年度

於報告期初確認並計入合約負債之物業銷售收入為人民幣64,150,000 (2021年：人民幣205,232,000元)。

## 5. REVENUE, OTHER INCOME AND GAINS, NET, AND OTHER EXPENSES (CONTINUED)

## 5. 收入、其他收入及收益淨額以及其他開支(續)

			2022	2021
		Note	2022年	2021年
		附註	RMB'000	RMB'000
			人民幣千元	人民幣千元
<b>Other income</b>	<b>其他收入</b>			
Subsidy income*	補貼收入*		2,951	16,217
Interest income	利息收入		34,536	113,505
Others	其他		23,450	93,887
			<b>60,937</b>	223,609
<b>Gains</b>	<b>收益</b>			
Foreign exchange gain	匯兌收益		244	-
Gains on disposal of subsidiaries	出售附屬公司收益	33	-	56,515
Gain on disposal of right-of-use assets	出售使用權資產的收益		335	25,823
Gain on disposal of items of property and equipment	出售物業及設備項目的收益		55,954	14,427
Dividend income from equity investments at fair value through other comprehensive income	按公允價值計入其他全面收益的股本投資的股息收入		-	54,315
			<b>117,470</b>	374,689

\* There are no unfulfilled conditions or contingencies relating to these grants.

\* 該等補貼並無任何未達成條件或或然事件。

## 5. REVENUE, OTHER INCOME AND GAINS, NET, AND OTHER EXPENSES (CONTINUED)

## 5. 收入、其他收入及收益淨額以及其他開支 (續)

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<b>Other expenses</b>	<b>其他開支</b>		
Impairment of goodwill	商譽減值	-	(98,995)
Impairment provision for property and equipment	物業及設備的減值撥備	<b>(12,867)</b>	(11,436)
Impairment provision for intangible assets	無形資產的減值撥備	<b>(14,858)</b>	-
Impairment provision for right-of-use assets	使用權資產的減值撥備	<b>(19,936)</b>	-
Loss on disposal of investment properties	出售投資物業的虧損	<b>(23,683)</b>	(3,977)
Foreign exchange loss	外匯虧損	-	(557)
Donations	捐款	<b>(250)</b>	(314)
Compensation	補償	<b>(10,937)</b>	(30,955)
Others	其他	<b>(991)</b>	(5,592)
		<b>(83,522)</b>	(151,826)

## 6. LOSS BEFORE TAX

## 6. 除稅前虧損

The Group's loss before tax is arrived at after charging/(crediting):

本集團除稅前虧損經扣除／(計入) 下列各項：

			2022	2021
			2022年	2021年
		Notes	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元
Cost of properties sold	已出售物業成本	22	181,349	335,844
Depreciation of property and equipment	物業及設備折舊	12	115,087	110,719
Depreciation of right-of-use assets	使用權資產折舊	15	32,692	49,821
Amortisation of other intangible assets	其他無形資產攤銷	16	1,735	1,735
Lease payments not included in the measurement of lease liabilities	並無計入租賃負債計量之租賃付款	15	14,074	20,585
Auditor's remuneration	核數師酬金		2,100	2,100
Staff costs including directors' and chief executive's remuneration:	員工成本(包括董事及主要行政人員酬金)：	8		
– Salaries and other staff costs	– 工資及其他員工成本		127,153	150,822
– Pension scheme contributions*	– 退休金計劃供款*		24,201	21,839
Foreign exchange differences, net	匯兌差額，淨值		(244)	557
Direct operating expenses (including repairs and maintenance arising on investment properties)	直接經營開支(包括投資物業產生的維修及修理)		5,736	4,681
Equity-settled share option expense	以權益結算之購股權開支	31	1,403	11,388
Loss on disposal of investment properties	出售投資物業之虧損		23,683	3,977
Gain on disposal of subsidiaries	出售附屬公司之收益	33	–	(56,515)
Gain on disposal of right-of-use assets	出售使用權資產之收益	5	(335)	(25,823)
Gain on disposal of items of property and equipment	出售物業及設備項目之收益	5	(55,954)	(14,427)
Dividend income from equity investments at fair value through other comprehensive income	來自按公允價值計入其他全面收益的股本投資的股息收入	5	–	(54,315)
Fair value losses, net:	公允價值虧損，淨額：			
Changes in fair value of investment properties	投資物業公允價值的變動	13	115,160	60,311
Changes in fair value of financial assets at fair value through profit or loss	按公允價值計入損益之金融資產之公允價值變動		22	42
Impairment provision for property and equipment **	物業及設備減值撥備**	12	12,867	11,436
Impairment provision for intangible assets**	無形資產的減值撥備**	16	14,858	–
Impairment provision for right-of-use assets**	使用權資產的減值撥備**	15	19,936	–
Impairment of goodwill**	商譽減值**		–	98,995

\* There are no forfeited contributions that may be used by the Group as the employer to reduce the existing level of contributions.

\* 概無被沒收的供款可供本集團作為僱主用作減少現有供款水平。

\*\* Included in "Other expenses" in the consolidated statement of profit or loss.

\*\* 計入綜合損益表「其他開支」。



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Year ended 31 December 2022 截至2022年12月31日止年度

## 7. FINANCE COSTS

An analysis of the Group's finance costs is as follows:

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Interest on bank and other borrowings	銀行及其他借款利息	289,985	340,718
Interest on lease liabilities	租賃負債利息	7,923	9,266
Total interest expense on financial liabilities not at fair value through profit or loss	並非按公允價值計入損益的金融負債利息開支總額	297,908	349,984
Less: Interest capitalised in properties under development	減：於開發中物業的利息	(157,999)	(126,890)
		<b>139,909</b>	223,094

## 7. 財務費用

本集團的財務費用分析如下：

## 8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of information about Benefits of Directors) Regulation, is as follows:

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Fees	袍金	600	600
Other emoluments:	其他薪酬：		
Salaries, bonuses and allowances	薪金、花紅及津貼	1,737	1,810
Pension scheme contributions	退休金計劃供款	18	44
		<b>1,755</b>	1,854
		<b>2,355</b>	2,454

## 8. 董事及主要行政人員酬金

根據上市規則、香港公司條例第383(1)(a)、(b)、(c)及(f)條，以及公司（披露董事利益資料）規例第2部之規定，年內董事及主要行政人員酬金如下：

## 8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (CONTINUED)

Certain directors were granted share options as disclosed in note 31 to the financial statements. The fair value of the options was determined as at the date of grant. In respect of their services to the Group, the relevant accounting impact was accounted for in the consolidated financial statements for the financial year and included in the above directors' remuneration disclosures.

### (a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

Mr. Ng Sze Yuen, Terry	吳士元先生
Mr. Yim Chun Leung	嚴振亮先生
Mr. Xu Chengfa	須成發先生

There were no other emoluments payable to the independent non-executive directors during the year (2021: Nil).

## 8. 董事及主要行政人員酬金 (續)

若干董事獲授購股權，如財務報表附註31所披露。該等購股權的公允價值於授出日期釐定。就彼等對本集團的服務而言，於財政年度的綜合財務報表中及上述董事薪酬披露中已計及相關會計影響。

### (a) 獨立非執行董事

年內已付獨立非執行董事之袍金載列如下：

	2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
	200	200
	200	200
	200	200
	<b>600</b>	600

年內並無其他應付獨立非執行董事之薪酬 (2021年：無)。

## 8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (CONTINUED)

### (b) Executive directors, a non-executive director and the chief executive

		Salaries and allowances	Bonuses	Pension scheme contributions	Share option expense	Total
		薪金及津貼 RMB'000 人民幣千元	花紅 RMB'000 人民幣千元	退休金 計劃供款 RMB'000 人民幣千元	購股權 開支 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
<b>2022</b>	<b>2022年</b>					
<i>Executive directors:</i>	<i>執行董事：</i>					
Ms. Tang Yiyang <sup>①</sup>	唐怡燕女士 <sup>①</sup>	-	-	-	-	-
Mr. Liu Bo	劉波先生	641	-	18	-	659
		641	-	18	-	659
<i>Non-executive directors:</i>	<i>非執行董事：</i>					
Mr. Shi Zhongan	施中安先生	-	-	-	-	-
Mr. Tang Min	唐岷先生	-	-	-	-	-
Mr. Zhang Chunsheng <sup>②</sup>	張春生先生 <sup>②</sup>	92	-	-	-	92
		92	-	-	-	92
<i>Chief executive and executive director:</i>	<i>主要行政人員及執行董事：</i>					
Mr. Shi Nanlu	施南路先生	1,004	-	-	-	1,004
		1,737	-	18	-	1,755
<b>2021</b>	<b>2021年</b>					
<i>Executive directors:</i>	<i>執行董事：</i>					
Ms. Tang Yiyang	唐怡燕女士	-	-	-	-	-
Mr. Liu Bo	劉波先生	795	-	44	-	839
		795	-	44	-	839
<i>Non-executive directors:</i>	<i>非執行董事：</i>					
Mr. Shi Zhongan	施中安先生	-	-	-	-	-
Mr. Tang Min	唐岷先生	-	-	-	-	-
<i>Chief executive and executive director:</i>	<i>主要行政人員及執行董事：</i>					
Mr. Shi Nanlu	施南路先生	1,015	-	-	-	1,015
		1,810	-	44	-	1,854

<sup>①</sup> Ms. Tang Yiyang resigned on 28 September 2022.

<sup>②</sup> Mr. Zhang Chunsheng was appointed on 28 September 2022.

<sup>①</sup> 唐怡燕女士於2022年9月28日辭任。

<sup>②</sup> 張春生先生於2022年9月28日獲委任。

There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2021: Nil).

年內概無董事放棄或同意放棄任何薪酬的安排(2021年：無)。

## 9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year include one (2021: one) director. Details of directors' remuneration are set out in note 8 above. Details of the remuneration of the four (2021: four) non-director, highest paid employees for the year are as follows:

		<b>2022</b>	2021
		<b>2022年</b>	2021年
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
Salaries, bonuses and allowances	薪金、花紅及津貼	<b>3,235</b>	3,605
Pension scheme contributions	退休金計劃供款	<b>63</b>	62
		<b>3,298</b>	3,667

The number of non-director, highest paid employees whose remuneration fell within the following bands is as follows:

		<b>Number of employees</b>	
		僱員人數	
		<b>2022</b>	2021
		<b>2022年</b>	2021年
Nil to HK\$1,000,000	零至1,000,000港元	<b>4</b>	–
Over HK\$1,000,000	超過1,000,000港元	<b>–</b>	4
		<b>4</b>	4

No share options were granted to the non-director, highest paid employees.

## 9. 五名最高薪人士

年內五名最高薪僱員包括一名董事（2021年：一名）。董事之酬金詳情已載於上文附註8。年內四名（2021年：四名）非董事最高薪僱員的酬金詳情如下：

薪酬介乎以下組別的非董事最高薪酬僱員人數如下：

並無向非董事最高薪酬僱員授出購股權。

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## 10. INCOME TAX

The Group's subsidiaries incorporated in Hong Kong and United Kingdom were not liable for income tax as they did not have any assessable profits currently arising in Hong Kong and United Kingdom during the year (2021: Nil).

The provision for the PRC income tax has been provided at the applicable income tax rate of 25% (2021: 25%) on the assessable profits of the Group's subsidiaries in Mainland China.

LAT is levied at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds from the sale of properties less deductible expenditures including land costs, borrowing costs and other property development expenditures. The Group has estimated, made and included in taxation a provision for LAT according to the requirements set forth in the relevant PRC tax laws and regulations. Prior to the actual cash settlement of the LAT liabilities, the LAT liabilities are subject to the final review/approval by the tax authorities.

## 10. 所得稅

本集團於香港及英國註冊成立的附屬公司於年內均無於香港及英國產生任何即期應課稅利潤，故此毋須繳納所得稅（2021年：無）。

中國所得稅已就本集團在中國內地的附屬公司的應課稅利潤按25%（2021年：25%）的適用所得稅稅率作出撥備。

土地增值稅按土地增值（即出售物業所得款項減可扣減支出（包括土地成本、借款成本及其他物業發展支出））以累進稅率30%至60%徵收。本集團已根據中國有關稅務律法規，估計、作出及在稅項內計入土地增值稅撥備。在以現金實際結算土地增值稅負債之前，土地增值稅負債須由稅務當局最終審議／核准。

		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Current –	即期稅項—		
PRC corporate income tax for the year	中國年內企業所得稅	19,161	52,771
Current –	即期稅項—		
PRC LAT for the year	中國年內土地增值稅	30,742	11,195
Deferred	遞延稅項	(65,777)	(38,175)
		20	
<b>Total tax charge for the year</b>	<b>年內稅項開支總額</b>	<b>(15,874)</b>	25,791

## 10. INCOME TAX (CONTINUED)

A reconciliation of the tax expense applicable to profit before tax using the statutory rate for the jurisdiction in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rate is as follows:

## 10. 所得稅 (續)

根據本公司及其大多數附屬公司所在司法權區的法定稅率計算除稅前利潤適用稅項開支與根據實際稅率計算的稅項開支對賬如下：

		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Loss before tax	除稅前虧損	(477,514)	(277,024)
Tax at the statutory tax rate of 25% (2021: 25%)	按25% (2021年: 25%) 法定稅率計算的稅項	(119,378)	(69,256)
Effect of withholding tax at 10% on the distributable profits of the Group's PRC subsidiaries	就本集團中國附屬公司可供分派利 潤繳納10%預扣稅的影響	(6,529)	128
Income not subject to tax	毋須課稅收入	-	(22,042)
Expenses not deductible for tax	不可扣稅開支	4,150	707
Tax losses utilised from previous periods	來自先前期間之已動用稅項虧損	(23,169)	(5,701)
Tax losses and temporary differences not recognised	未確認稅項虧損及暫時性差額	105,996	113,559
Provision for LAT	土地增值稅撥備	30,742	11,195
Tax effect on LAT	土地增值稅的稅務影響	(7,686)	(2,799)
Tax charge at the Group's effective rate	按本集團實際稅率計算的稅項開支	(15,874)	25,791
Tax payable in the consolidated statement of financial position represents:	於綜合財務狀況表內的應付稅項指：		
PRC corporate income tax	中國企業所得稅	162,025	151,932
PRC LAT	中國土地增值稅	296,755	278,872
		<b>458,780</b>	<b>430,804</b>

## 11. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of basic loss per share is based on the loss for the year attributable to ordinary equity holders of the parent of RMB432,523,000 (loss for 2021: RMB295,136,000) and the weighted average number of ordinary shares of 2,010,768,000 (2021: 2,010,768,000) in issue of shares during the year, as adjusted to reflect the rights issued during the year.

The calculation of basic loss per share is based on:

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<b>Loss</b>	<b>虧損</b>		
Loss attributable to ordinary equity holders of the parent	母公司普通股權益持有人應佔虧損	<b>(432,523)</b>	(295,136)
		<b>Number of shares</b>	
		股份數目	
		2022	2021
		2022年	2021年
<b>Shares</b>	<b>股份</b>		
Weighted average number of ordinary shares in issue during the year	年內已發行普通股之加權平均數	<b>2,010,768,000</b>	2,010,768,000

The Group had no potentially dilutive ordinary shares in issue during the years ended 31 December 2022 and 2021.

## 11. 母公司普通股權益持有人應佔每股虧損

每股基本虧損是根據母公司普通股權益持有人應佔年內虧損人民幣432,523,000元（2021年虧損：人民幣295,136,000元），以及年內已發行股份的普通股的加權平均數2,010,768,000股（2021年：2,010,768,000股）計算，已予調整以反映年內已發行的權利。

每股基本虧損根據下列各項計算：

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<b>Loss</b>	<b>虧損</b>		
Loss attributable to ordinary equity holders of the parent	母公司普通股權益持有人應佔虧損	<b>(432,523)</b>	(295,136)
		<b>Number of shares</b>	
		股份數目	
		2022	2021
		2022年	2021年
<b>Shares</b>	<b>股份</b>		
Weighted average number of ordinary shares in issue during the year	年內已發行普通股之加權平均數	<b>2,010,768,000</b>	2,010,768,000

於截至2022年及2021年12月31日止年度，本集團並無已發行潛在攤薄普通股。

## 12. PROPERTY AND EQUIPMENT

## 12. 物業及設備

		Buildings	Hotel properties	Office equipment	Motor vehicles	Leasehold improvements	Construction in progress	Total
		樓宇 RMB'000 人民幣千元	酒店物業 RMB'000 人民幣千元	辦公設備 RMB'000 人民幣千元	汽車 RMB'000 人民幣千元	租賃物業 改良 RMB'000 人民幣千元	在建工程 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
At 1 January 2021, net of accumulated depreciation and impairment	於2021年1月1日， 扣除累計折舊及減值	204,300	2,005,028	70,750	20,995	132,317	50,192	2,483,582
Additions	添置	230	2,856	17,747	5,934	75,814	16,360	118,941
Disposals	出售	(9,355)	-	(436)	(1,780)	-	(247)	(11,818)
Disposal of subsidiaries (note 33)	出售附屬公司 (附註33)	-	-	(24,608)	(1,375)	(40,013)	(475)	(66,471)
Depreciation provided during the year	年內計提折舊	(7,170)	(60,144)	(11,881)	(3,436)	(28,088)	-	(110,719)
Impairment	減值	-	-	(766)	-	(10,670)	-	(11,436)
At 31 December 2021, net of accumulated depreciation and impairment	於2021年12月31日， 扣除累計折舊及減值	188,005	1,947,740	50,806	20,338	129,360	65,830	2,402,079
At 31 December 2021: Cost	於2021年12月31日： 成本	222,841	2,233,960	84,961	44,564	199,221	65,830	2,851,377
Accumulated depreciation and impairment	累計折舊及減值	(34,836)	(286,220)	(34,155)	(24,226)	(69,861)	-	(449,298)
Net carrying amount	賬面淨值	188,005	1,947,740	50,806	20,338	129,360	65,830	2,402,079
At 1 January 2022, net of accumulated depreciation and impairment	於2022年1月1日， 扣除累計折舊及減值	188,005	1,947,740	50,806	20,338	129,360	65,830	2,402,079
Additions	添置	2,976	28,697	4,365	4,377	17,456	60,680	118,551
Disposals	出售	(1,371)	-	(636)	(276)	(14,434)	-	(16,717)
Construction in progress completed	完成在建工程	-	-	-	-	1,798	(1,798)	-
Depreciation provided during the year	年內計提折舊	(6,242)	(76,445)	(7,534)	(3,196)	(21,670)	-	(115,087)
Impairment	減值	-	-	(452)	-	(12,415)	-	(12,867)
At 31 December 2022, net of accumulated depreciation and impairment	於2022年12月31日， 扣除累計折舊及減值	183,368	1,899,992	46,549	21,243	100,095	124,712	2,375,959
At 31 December 2022: Cost	於2022年12月31日： 成本	223,419	2,262,657	86,359	47,916	172,406	124,712	2,917,469
Accumulated depreciation and impairment	累計折舊及減值	(40,051)	(362,665)	(39,810)	(26,673)	(72,311)	-	(541,510)
Net carrying amount	賬面淨值	183,368	1,899,992	46,549	21,243	100,095	124,712	2,375,959



## 12. PROPERTY AND EQUIPMENT (CONTINUED)

Although the Group had obtained the land use rights certificates of construction in progress, building ownership certificates may be not obtained before the completion of construction work.

At 31 December 2022, certain items of the Group's property and equipment with a net carrying amount of approximately RMB1,177,639,000 (2021: RMB1,185,489,000) were pledged to secure interest-bearing bank and other borrowings granted to the Group as disclosed in note 29.

During the year ended 31 December 2022, the management of the Group concluded there were indications for impairment and conducted impairment assessment on recoverable amounts of certain leasehold improvements and office equipment with carrying value in aggregate amounted to RMB24,956,000 and RMB1,302,000, respectively. As at 31 December 2022, the carrying amount of the pre-education business CGU, to which the asset belongs when it is not possible to estimate the recoverable amount individually, exceeds its recoverable amount, therefore, an impairment loss of RMB12,867,000 for property and equipment within the CGU was recognised in the consolidated financial statements for the year ended 31 December 2022. Assumptions used in the value in use calculation of the pre-education business CGU for 31 December 2022 are disclosed in note 16 to the financial statements.

## 12. 物業及設備 (續)

儘管本集團已獲得在建工程的土地使用權證書，但在建築工程竣工前可能無法取得房產證。

於2022年12月31日，本集團若干物業及設備項目賬面淨值約為人民幣1,177,639,000元（2021年：人民幣1,185,489,000元），如附註29所披露，已作為本集團獲授計息銀行及其他借款的抵押。

截至2022年12月31日止年度，本集團管理層認為存在減值跡象，對若干租賃物業裝修及辦公室設備的可收回金額進行減值評估，賬面值合共分別為人民幣24,956,000元及人民幣1,302,000元。於2022年12月31日，於無法個別估計資產的可收回金額時，該資產所屬的學前教育業務的賬面值超過其可收回金額，因此，於截至2022年12月31日止年度的綜合財務報表中確認該資產組內的物業及設備計提減值虧損人民幣12,867,000元。用於計算2022年12月31日學前教育業務現金產出單元使用價值的假設於財務報表附註16內披露。

## 13. INVESTMENT PROPERTIES

## 13. 投資物業

		Completed investment properties 已竣工 投資物業 RMB'000 人民幣千元	Investment properties held for sale 持作銷售 投資物業 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 31 December 2020 and 1 January 2021	於2020年12月31日及2021年1月1日	5,359,845	54,755	5,414,600
Increase in investment properties	投資物業增加	8,728	-	8,728
Transfer to investment properties held for sale	轉撥至持作銷售投資物業	(59,660)	59,660	-
Disposal	出售	-	(72,517)	(72,517)
Changes in fair value of investment properties	投資物業的公允價值變動	(62,959)	2,648	(60,311)
At 31 December 2021 and 1 January 2022	於2021年12月31日及2022年1月1日	<b>5,245,954</b>	<b>44,546</b>	<b>5,290,500</b>
Increase in investment properties	投資物業增加	<b>224,818</b>	-	<b>224,818</b>
Transfer to investment properties held for sale	轉撥至持作銷售投資物業	<b>(151,561)</b>	<b>151,561</b>	-
Disposal	出售	-	<b>(123,258)</b>	<b>(123,258)</b>
Changes in fair value of investment properties	投資物業的公允價值變動	<b>(117,211)</b>	<b>2,051</b>	<b>(115,160)</b>
At 31 December 2022	於2022年12月31日	<b>5,202,000</b>	<b>74,900</b>	<b>5,276,900</b>

### 13. INVESTMENT PROPERTIES (CONTINUED)

### 13. 投資物業 (續)

		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Non-current assets	非流動資產	5,202,000	5,245,954
Current assets	流動資產	74,900	44,546
		<b>5,276,900</b>	<b>5,290,500</b>

(a) All investment properties of the Group were revalued at the end of the year by an independent professionally qualified valuer, CBRE Limited, at fair value. CBRE Limited is an industry specialist in investment property valuation. The fair value represents the amount at which the assets could be exchanged between a knowledgeable and willing buyer and a seller in an arm's length transaction at the date of valuation, in accordance with International Valuation Standards.

The following table gives information about how the fair values of these investment properties are determined (in particular, the valuation techniques and inputs used), as well as the fair value hierarchy into which the fair value measurements are categorised (Levels 1 to 3) based on the degree to which the inputs to the fair value measurements are observable.

Investment properties held by the Group in the consolidated statement of financial position were valued into fair value hierarchy level 3 as shown below. During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and there were investment properties with amounts of RMB26,100,000 transfers out of Level 3 into Level 2 (2021: there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3). The valuation techniques adopted are the direct comparison approach and the income approach (term and reversion approach), and key inputs are:

- (1) Term yield: the higher the term yield, the lower the fair value;
- (2) Reversionary yield: the higher the reversionary yield, the lower the fair value;
- (3) Market unit rent: the higher the market unit rent, the higher the fair value; and
- (4) Price per square metre: the higher the price, the higher the fair value.

(a) 本集團全部投資物業於年終由獨立專業合資格估值師世邦魏理仕有限公司按公允價值重估。世邦魏理仕有限公司乃專門為投資物業估值的行業專家。公允價值指可按知情自願買家及賣家於估值日期根據國際估值標準經公平交易交換資產的金額。

下表載列如何釐定此等投資物業的公允價值(尤其是,所用的估值技術及輸入數據)的資料以及根據公允價值計量輸入數值可觀察程度劃分公允價值計量的公允價值架構(第1至第3級)。

綜合財務狀況表中本集團所持有投資物業乃按下文所列的公允價值等級第3級進行估值。年內,公允價值計量概無於第1級及第2級之間轉移,而投資物業人民幣26,100,000元由第3級轉入第2級(2021年:公允價值計量概無於第1級及第2級之間轉移,亦無轉入或轉出第3級)。採納的估值技術為直接比較法及收入法(租期復歸法),而主要輸入數據為:

- (1) 租期收益率:租期收益率越高,公允價值越低;
- (2) 復歸收益率:復歸收益率越高,公允價值越低;
- (3) 市場單位租金:市場單位租金越高,公允價值越高;及
- (4) 每平方米價格:價格越高,公允價值越高。

### 13. INVESTMENT PROPERTIES (CONTINUED)

(a) (continued)

#### The significant unobservable inputs

##### Investment properties held

##### by the Group

##### 本集團所持有投資物業

Property 1 –  
Property in Hangzhou  
(Guomao Building)  
1號物業－杭州物業  
(國貿大廈)

##### Significant unobservable inputs

##### 重大不可觀察輸入數據

Term yield, taking into account yield of 4% for office portion and 5.5% for retail portion, generated from comparable properties and adjustment to reflect the certainty of term income secured and to be received.

經計及同類物業產生的收益及為反映確切已取得及即將收取之租期收入而作出之調整，辦公部份租期收益率為4%及零售部份為5.5%。

Reversionary yield of 5.5% for office portion and 6% for retail portion, taking into account annual unit market rental income and unit market value of the comparable properties.

經計及單位市場年度租金收入及同類物業的單位市值，辦公部份復歸收益率為5.5%及零售部份為6%。

Market unit rent of RMB1.7/sqm/day for office portion and RMB4.8/sqm/day for retail portion, using direct market comparables and taking into account location and other individual factors such as road frontage, size of property and facilities.

使用直接市場比較方法並經計及位置及臨街道路、物業大小及設施等其他個別因素，市場單位租金為每平方米每天人民幣1.7元（辦公部份）及每平方米每天人民幣4.8元（商舖部份）。

Price of RMB8,515/sqm for office portion and RMB14,607/sqm for retail portion, using market direct comparables and taking into account location and other individual factors such as road frontage and size of property.

使用直接市場比較法並計及位置與臨街道路及物業大小等其他個別因素，價格為每平方米人民幣8,515元（辦公部份）及每平方米人民幣14,607元（商舖部份）。

### 13. 投資物業 (續)

(a) (續)

#### 重大不可觀察輸入數據

### 13. INVESTMENT PROPERTIES (CONTINUED)

(a) (continued)

#### The significant unobservable inputs (continued)

##### Investment properties held

##### by the Group

本集團所持有投資物業

Property 2 –  
Property in Shanghai  
(La Vie)  
2號物業－上海物業  
(逸樂軒)

##### Significant unobservable inputs

重大不可觀察輸入數據

Term yield, taking into account yield of 5%, generated from comparable properties and adjustment to reflect the certainty of term income secured and to be received.

經計及同類物業產生的收益及為反映確切已取得及即將收取之租期收入而作出之調整，租金收益率為5%。

Reversionary yield of 5.5%, taking into account annual unit market rental income and unit market value of the comparable properties.

經計及單位市場年度租金收入及同類物業的單位市值，復歸收益率為5.5%。

Market unit rent of RMB7.8/sqm/day, using direct market comparables and taking into account location and other individual factors such as road frontage, size of property and facilities.

使用直接市場比較方法並經計及位置及臨街道路、物業大小及設施等其他個別因素，市場單位租金為每平方米每天人民幣7.8元。

Price of RMB46,943/sqm, using market direct comparables and taking into account location and other individual factors such as road frontage and size of property.

使用直接市場比較法並計及位置與臨街道路及物業大小等其他個別因素，價格為每平方米人民幣46,943元。

### 13. 投資物業 (續)

(a) (續)

#### 重大不可觀察輸入數據 (續)

### 13. INVESTMENT PROPERTIES (CONTINUED)

(a) (continued)

#### The significant unobservable inputs (continued)

##### Investment properties held by the Group

本集團所持有投資物業

Property 3 –  
Property in Hangzhou  
(Integrated Service Center)  
3號物業－杭州物業  
(綜合服務中心)

##### Significant unobservable inputs

重大不可觀察輸入數據

Term yield, taking into account yield of 5.5%, generated from comparable properties and adjustment to reflect the certainty of term income secured and to be received.  
經計及同類物業產生的收益及為反映確切已取得及即將收取之租期收入而作出之調整，租期收益率為5.5%。

Reversionary yield of 6%, taking into account annual unit market rental income and unit market value of the comparable properties.

經計及單位市場年度租金收入及同類物業的單位市值，復歸收益率為6%。

Market unit rent of RMB3.6/sqm/day, using direct market comparables and taking into account location and other individual factors such as road frontage, size of property and facilities.

使用直接市場比較方法並經計及位置及臨街道路、物業大小及設施等其他個別因素，市場單位租金為每平方米每天人民幣3.6元。

Price of RMB11,956/sqm, using market direct comparables and taking into account location and other individual factors such as road frontage and size of property.

使用直接市場比較法並計及位置與臨街道路及物業大小等其他個別因素，價格為每平方米人民幣11,956元。

### 13. 投資物業 (續)

(a) (續)

#### 重大不可觀察輸入數據 (續)

### 13. INVESTMENT PROPERTIES (CONTINUED)

(a) (continued)

#### The significant unobservable inputs (continued)

##### Investment properties held by the Group

本集團所持有投資物業

Property 4 –  
Property in Hangzhou  
(Retail portion of Highlong Plaza)  
4號物業－杭州物業  
(恒隆廣場商舖部份)

##### Significant unobservable inputs

重大不可觀察輸入數據

Term yield, taking into account yield of 5.5%, generated from comparable properties and adjustment to reflect the certainty of term income secured and to be received.  
經計及同類物業產生的收益及為反映確切已取得及即將收取之租期收入而作出之調整，租期收益率為5.5%。

Reversionary yield of 6%, taking into account annual unit market rental income and unit market value of the comparable properties.  
經計及單位市場年度租金收入及同類物業的單位市值，復歸收益率為6%。

Market unit rent of RMB6.3/sqm/day, using direct market comparables and taking into account location and other individual factors such as road frontage, size of property and facilities.  
使用直接市場比較方法並經計及位置及臨街道路、物業大小及設施等其他個別因素，市場單位租金為每平方米每天人民幣6.3元。

Price of RMB20,612/sqm, using market direct comparables and taking into account location and other individual factors such as road frontage and size of property.  
使用直接市場比較法並計及位置與臨街道路及物業大小等其他個別因素，價格為每平方米人民幣20,612元。

### 13. 投資物業 (續)

(a) (續)

#### 重大不可觀察輸入數據 (續)

### 13. INVESTMENT PROPERTIES (CONTINUED)

(a) (continued)

#### The significant unobservable inputs (continued)

##### Investment properties held by the Group

本集團所持有投資物業

Property 5 –  
Property in Hangzhou  
(Hidden Dragon Bay)  
5號物業－杭州物業  
(隱龍灣)

##### Significant unobservable inputs

重大不可觀察輸入數據

Term yield, taking into account yield of 5%, generated from comparable properties and adjustment to reflect the certainty of term income secured and to be received.

經計及同類物業產生的收益及為反映確切已取得及即將收取之租期收入而作出之調整，租期收益率為5%。

Reversionary yield of 6%, taking into account annual unit market rental income and unit market value of the comparable properties.

經計及單位市場年度租金收入及同類物業的單位市值，復歸收益率為6%。

Market unit rent of RMB4.3/sqm/day, using direct market comparables and taking into account location and other individual factors such as road frontage, size of property and facilities.

使用直接市場比較方法並經計及位置及臨街道路、物業大小及設施等其他個別因素，市場單位租金為每平方米每天人民幣4.3元。

Price of RMB11,564/sqm, using market direct comparables and taking into account location and other individual factors such as road frontage and size of property.

使用直接市場比較法並計及位置與臨街道路及物業大小等其他個別因素，價格為每平方米人民幣11,564元。

### 13. 投資物業 (續)

(a) (續)

#### 重大不可觀察輸入數據 (續)



### 13. INVESTMENT PROPERTIES (CONTINUED)

(a) (continued)

#### The significant unobservable inputs (continued)

##### Investment properties held by the Group

本集團所持有投資物業

Property 6 –  
Property in Yuyao  
(Intime City)  
6號物業－餘姚物業  
(銀泰城)

##### Significant unobservable inputs

重大不可觀察輸入數據

Term yield, taking into account yield of 5.75%, generated from comparable properties and adjustment to reflect the certainty of term income secured and to be received.  
經計及同類物業產生的收益及為反映確切已取得及即將收取之租期收入而作出之調整，租期收益率為5.75%。

Reversionary yield of 6.25%, taking into account annual unit market rental income and unit market value of the comparable properties.  
經計及單位市場年度租金收入及同類物業的單位市值，復歸收益率為6.25%。

Market unit rent of RMB4.0/sqm/day, using direct market comparables and taking into account location and other individual factors such as road frontage, size of property and facilities.  
使用直接市場比較方法並經計及位置及臨街道路、物業大小及設施等其他個別因素，市場單位租金為每平方米每天人民幣4.0元。

Price of RMB11,007/sqm, using market direct comparables and taking into account location and other individual factors such as road frontage and size of property.  
使用直接市場比較法並計及位置與臨街道路及物業大小等其他個別因素，價格為每平方米人民幣11,007元。

### 13. 投資物業 (續)

(a) (續)

#### 重大不可觀察輸入數據 (續)

### 13. INVESTMENT PROPERTIES (CONTINUED)

(a) (continued)

#### The significant unobservable inputs (continued)

##### Investment properties held by the Group

本集團所持有投資物業

Property 7 –  
Property in Yuyao  
(Retail portion of Time Square I)  
7號物業－餘姚物業  
(時代廣場一期商舖部分)

##### Significant unobservable inputs

重大不可觀察輸入數據

Term yield, taking into account yield of 5.75%, generated from comparable properties and adjustment to reflect the certainty of term income secured and to be received.  
經計及同類物業產生的收益及為反映確切已取得及即將收取之租期收入而作出之調整，租期收益率為5.75%。

Reversionary yield of 6.25%, taking into account annual unit market rental income and unit market value of the comparable properties.  
經計及單位市場年度租金收入及同類物業的單位市值，復歸收益率為6.25%。

Market unit rent of RMB2.8/sqm/day, using direct market comparables and taking into account location and other individual factors such as road frontage, size of property and facilities.  
使用直接市場比較方法並經計及位置及臨街道路、物業大小及設施等其他個別因素，市場單位租金為每平方米每天人民幣2.8元。

Price of RMB10,046/sqm, using market direct comparables and taking into account location and other individual factors such as road frontage and size of property.  
使用直接市場比較法並計及位置與臨街道路及物業大小等其他個別因素，價格為每平方米人民幣10,046元。

### 13. 投資物業 (續)

(a) (續)

#### 重大不可觀察輸入數據 (續)

### 13. INVESTMENT PROPERTIES (CONTINUED)

(a) (continued)

#### The significant unobservable inputs (continued)

##### Investment properties held

##### by the Group

本集團所持有投資物業

Property 8 –  
Property in Yiwu  
(Zhong'an Plaza)  
8號物業－義烏物業  
(眾安廣場)

##### Significant unobservable inputs

重大不可觀察輸入數據

Term yield, taking into account yield of 6.50%, generated from comparable properties and adjustment to reflect the certainty of term income secured and to be received.  
經計及同類物業產生的收益及為反映確切已取得及即將收取之租期收入而作出之調整，租期收益率為6.50%。

Reversionary yield of 7.00%, taking into account annual unit market rental income and unit market value of the comparable properties.  
經計及單位市場年度租金收入及同類物業的單位市值，復歸收益率為7.00%。

Market unit rent of RMB2.1/sqm/day, using direct market comparables and taking into account location and other individual factors such as road frontage, size of property and facilities.  
使用直接市場比較方法並經計及位置及臨街道路、物業大小及設施等其他個別因素，市場單位租金為每平方米每天人民幣2.1元。

Price of RMB5,850/sqm, using market direct comparables and taking into account location and other individual factors such as road frontage and size of property.  
使用直接市場比較法並計及位置與臨街道路及物業大小等其他個別因素，價格為每平方米人民幣5,850元。

### 13. 投資物業 (續)

(a) (續)

#### 重大不可觀察輸入數據 (續)

### 13. INVESTMENT PROPERTIES (CONTINUED)

(a) (continued)

Reconciliation of fair value measurements categorised within Level 3 of the fair value hierarchy:

### 13. 投資物業 (續)

(a) (續)

分類為第三級公允價值等級之公允價值計量之對賬：

		<b>Commercial properties 商用物業 RMB'000 人民幣千元</b>
Carrying amount at 1 January 2021	於2021年1月1日之賬面值	2,900,300
Net loss from a fair value adjustment recognised in changes in fair value of investment properties	於投資物業公允價值變動確認之公允價值調整之虧損淨額	(20,900)
Carrying amount at 31 December 2021 and 1 January 2022	於2021年12月31日及 2022年1月1日之賬面值	<u>2,879,400</u>
Addition	添置	224,818
Disposal	出售	(50,643)
Transfer	轉撥	(26,100)
Net loss from a fair value adjustment recognised in changes in fair value of investment properties	於投資物業公允價值變動確認之公允價值調整之虧損淨額	(50,075)
Carrying amount at 31 December 2022	於2022年12月31日之賬面值	<u>2,977,400</u>

Under the discounted cash flow method, fair value is estimated using assumptions regarding the benefits and liabilities of ownership over the asset's life including an exit or terminal value. This method involves the projection of a series of cash flows on a property interest. A market-derived discount rate is applied to the projected cash flow in order to establish the present value of the income stream associated with the asset. The exit yield is normally separately determined and differs from the discount rate.

根據貼現現金流量法，公允價值乃採用於資產年限內的所有權利益及負債的假設估值（包括退出值或最終價值）。該方法涉及對物業權益一系列現金流量的預測。對預測現金流量應用市場衍生的貼現率，以確立該資產相關收益流的現值。退出收益率通常是單獨釐定且有別於貼現率。

### 13. INVESTMENT PROPERTIES (CONTINUED)

(a) (continued)

The duration of the cash flows and the specific timing of inflows and outflows are determined by events such as rent reviews, lease renewal and related reletting, redevelopment or refurbishment. The appropriate duration is driven by market behaviour that is a characteristic of the class of property. The periodic cash flow is estimated as gross income less vacancy, non-recoverable expenses, collection losses, lease incentives, maintenance costs, agent and commission costs and other operating and management expenses. The series of periodic net operating income, along with an estimate of the terminal value anticipated at the end of the projection period, is then discounted.

A significant increase (decrease) in the estimated rental value and the market rent growth rate per annum in isolation would result in a significant increase (decrease) in the fair value of the investment properties.

A significant increase (decrease) in the long term vacancy rate and the discount rate in isolation would result in a significant decrease (increase) in the fair value of the investment properties. Generally, a change in the assumption made for the estimated rental value is accompanied by a directionally similar change in the rent growth per annum and the discount rate and an opposite change in the long term vacancy rate.

There are seven properties – the International Office Center, the Office portion of Highlong Plaza, the Serviced apartment portion of Highlong Plaza, the serviced apartment portion of Xixi New City, the Retail portion of Xixi New City, the Office portion of Time Square II, a property in Yuyao, and the Retail portion of Landscape Garden, a property in Hangzhou are valued and categorised into Level 2 fair value hierarchy. The valuation technique adopted is the direct comparison approach, and the key input is price per square metre. The higher the price, the higher the fair value.

### 13. 投資物業 (續)

(a) (續)

現金流量的持續時間及流入和流出的具體時間乃由諸如租金檢討、租賃續租及相關續租、重建或翻新等事件決定。適當的持續時間受市場行為(為物業類別的一個特性)所影響。定期現金流量按總收入扣除空置、不可收回開支、收取虧損、租金獎勵、保養費用、代理及佣金費用以及其他經營及管理開支估計。該一系列定期經營收入淨額，連同預計於預測期終結時的終端價值估計金額，隨後進行貼現。

估計租賃價值及市場租金年增長率單獨大幅增加(減少)將導致投資物業之公允價值大幅增加(減少)。

長期空置率及貼現率單獨大幅增加(減少)將導致投資物業之公允價值大幅減少(增加)。一般而言，就估計租賃價值作出的假設的變動會導致租金年增長及貼現率出現類似方向變動及導致長期空置率出現反向變化。

共有七處物業—國際辦公中心、恒隆廣場辦公部份、恒隆廣場服務式公寓、西溪新城市服務式公寓、西溪新城市零售部分、時代廣場二期辦公部份(一處位於餘姚之物業)及山水苑零售部分(一處位於杭州之物業)已進行估值並分類為公允價值等級第2級。採納的估值技術為直接比較法，而主要輸入數據為每平方米價格。價格越高，公允價值越高。

### 13. INVESTMENT PROPERTIES (CONTINUED)

(a) (continued)

The significant observable input for the International Office Center is the price of RMB22,030/sqm, using market direct comparables and taking into account location and other individual factors such as road frontage and size of property. As at 31 December 2022, the investment property part of the International Office Center was valued and categorised into Level 2 fair value hierarchy with a carrying amount of RMB1,631,000,000 (2021: RMB1,693,000,000).

The significant observable input for the Office portion of Highlong Plaza is the price of RMB11,817/sqm, using market direct comparables and taking into account location and other individual factors such as road frontage and size of property. As at 31 December 2022, the investment property part of the Office portion of Highlong Plaza was valued and categorised into Level 2 fair value hierarchy with a carrying amount of RMB34,200,000 (2021: RMB34,700,000).

The significant observable input for the Serviced apartment portion of Highlong Plaza is the price of RMB14,011/sqm, using market direct comparables and taking into account location and other individual factors such as road frontage and size of property. As at 31 December 2022, the investment property part of the Serviced apartment portion of Highlong Plaza was valued and categorised into Level 2 fair value hierarchy with a carrying amount of RMB9,600,000 (2021: RMB14,000,000).

The significant observable input for the investment property part of the Retail portion of Xixi New City is the price of RMB47,100/sqm, using market direct comparables and taking into account location and other individual factors such as road frontage and size of property. As at 31 December 2022, the carrying amount of investment property part of the Retail portion of Xixi New City was nil with all properties sold out (2021: RMB19,400,000).

### 13. 投資物業 (續)

(a) (續)

國際辦公中心的重大可觀察輸入數據為每平方米人民幣22,030元的價格，該等數值使用直接市場比較法並計及位置以及臨街道路、物業大小等其他個別因素釐定。於2022年12月31日，國際辦公中心的投資物業部份已進行估值並分類為公允價值等級第2級，賬面值為人民幣1,631,000,000元（2021年：人民幣1,693,000,000元）。

恒隆廣場辦公部份的重大可觀察輸入數據為每平方米人民幣11,817元的價格，該等數值使用直接市場比較法並計及位置以及臨街道路、物業大小等其他個別因素釐定。於2022年12月31日，恒隆廣場辦公部份的投資物業部份已進行估值並分類為公允價值等級第2級，賬面值為人民幣34,200,000元（2021年：人民幣34,700,000元）。

恒隆廣場服務式公寓部份的重大可觀察輸入數據為每平方米人民幣14,011元的價格，該等數值使用直接市場比較法並計及位置以及臨街道路、物業大小等其他個別因素釐定。於2022年12月31日，恒隆廣場服務式公寓部份的投資物業部份已進行估值並分類為公允價值等級第2級，賬面值為人民幣9,600,000元（2021年：人民幣14,000,000元）。

西溪新城市零售部份的投資物業部份的重大可觀察輸入數據為每平方米人民幣47,100元的價格，該等數值使用直接市場比較法並計及位置以及臨街道路、物業大小等其他個別因素釐定。於2022年12月31日，西溪新城市零售部份的投資物業部份的賬面值為零，且所有物業已售出（2021年：人民幣19,400,000元）。

### 13. INVESTMENT PROPERTIES (CONTINUED)

(a) (continued)

The significant observable input for the Office portion of Time Square II is the price of RMB5,121/sqm, using market direct comparables and taking into account location and other individual factors such as road frontage and size of property. As at 31 December 2022, the investment property part of Office portion of Time Square II was valued and categorised into Level 2 fair value hierarchy with a carrying amount of RMB6,600,000 (2021: RMB7,000,000) and the carrying amount of investment property of Retail portion of Time Square II was nil with all properties sold out (2021: RMB26,000,000).

The significant observable input for the investment property part of the serviced apartment portion of Xixi New City was the price of RMB35,492/sqm, using market direct comparables and taking into account location and other individual factors such as road frontage and size of property. As at 31 December 2022, the investment property part of the Serviced apartment portion of Xixi New City was valued and categorised into Level 2 fair value hierarchy with a carrying amount of RMB592,000,000 (2021:RMB617,000,000).

The significant observable input for the investment property part of the Retail portion of Landscape Garden was the price of RMB8,065/sqm, using market direct comparables and taking into account location and other individual factors such as road frontage and size of property. As at 31 December 2022, the investment property part of the Retail portion of Landscape Garden was valued and categorised into Level 2 fair value hierarchy with a carrying amount of RMB26,100,000. (As at 31 December 2021, the investment property part of the Retail portion of Landscape Garden was valued and categorised into Level 3 fair value hierarchy with a carrying amount of RMB80,200,000.)

### 13. 投資物業 (續)

(a) (續)

時代廣場二期的辦公部份的重大不可觀察輸入數據為每平方米人民幣5,121元的價格，該等數值使用直接市場比較法並計及位置以及臨街道路、物業大小等其他個別因素釐定。於2022年12月31日，已對時代廣場二期的辦公部份的投資物業部分進行估值並分類為公允價值等級第2級，賬面值為人民幣6,600,000元(2021年：人民幣7,000,000元)，而時代廣場二期的零售部份的投資物業的賬面值為零，且所有物業已售出(2021年：人民幣26,000,000元)。

西溪新城市的服務式公寓投資業務部份的重大可觀察輸入數據為每平方米人民幣35,492元的價格，該等數值使用直接市場比較法並計及位置以及臨街道路、物業大小等其他個別因素釐定。於2022年12月31日，已對西溪新城市的服務式公寓的投資物業部分進行估值並分類為公允價值等級第2級，賬面值為人民幣592,000,000元(2021年：人民幣617,000,000元)。

山水苑零售部份的投資物業部份的重大可觀察輸入數據為每平方米人民幣8,065元的價格，該等數值使用直接市場比較法並計及位置以及臨街道路、物業大小等其他個別因素釐定。於2022年12月31日，已對山水苑零售部份的投資物業部分進行估值並分類為公允價值等級第2級，賬面值為人民幣26,100,000元(於2021年12月31日，已對山水苑零售部份的投資物業部分進行估值並分類為公允價值等級第3級，賬面值為人民幣80,200,000元)。

### 13. INVESTMENT PROPERTIES (CONTINUED)

(a) (continued)

#### Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's investment properties:

Recurring fair value measurement for:	以下各項之經常性公允價值計量：	Fair value measurement as at 31 December 2022 using 於2022年12月31日使用以下各項的公允價值計量			Total 總計 RMB'000 人民幣千元
		Quoted prices in active markets (Level 1) 活躍市場的報價 (第1級別) RMB'000 人民幣千元	Significant observable inputs (Level 2) 重大可觀察輸入數據 (第2級別) RMB'000 人民幣千元	Significant unobservable inputs (Level 3) 重大不可觀察輸入數據 (第3級別) RMB'000 人民幣千元	
Commercial properties	商用物業	-	2,299,500	2,977,400	5,276,900

Recurring fair value measurement for:	以下各項之經常性公允價值計量：	Fair value measurement as at 31 December 2021 using 於2021年12月31日使用以下各項的公允價值計量			Total 總計 RMB'000 人民幣千元
		Quoted prices in active markets (Level 1) 活躍市場的報價 (第1級別) RMB'000 人民幣千元	Significant observable inputs (Level 2) 重大可觀察輸入數據 (第2級別) RMB'000 人民幣千元	Significant unobservable inputs (Level 3) 重大不可觀察輸入數據 (第3級別) RMB'000 人民幣千元	
Commercial properties	商用物業	-	2,411,100	2,879,400	5,290,500



### 13. INVESTMENT PROPERTIES (CONTINUED)

- (b) The Group's investment properties situated on the leasehold land in Mainland China are all leased for 30 to 50 years.
- (c) Investment properties leased out under operating leases

The Group leases out investment properties under operating lease arrangements. All leases run for a period of one to fifteen years, with an option to renew the leases after the expiry dates, at which time all terms will be renegotiated. The Group's total future minimum lease receivables under non-cancellable operating leases arising from investment properties are as follows:

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within one year	一年內	83,792	49,561
In the second to fifth years, inclusive	第二至第五年 (包括首尾兩年)	186,151	98,411
After five years	五年以上	105,847	17,585
		<b>375,790</b>	165,557

- (d) At 31 December 2022, certain of the Group's investment properties with a carrying amount of RMB213,321,000 (2021: RMB2,681,570,000) were pledged to secure interest-bearing bank and other borrowings granted to the Group as disclosed in note 29.
- (e) As at 31 December 2022, the Group entered into certain sales agreements to sell certain investment properties with a carrying amount of RMB74,900,000 (2021: RMB44,546,000). Besides, the Group also received deposits of approximately RMB49,408,000 (2021: RMB37,710,000), and the amount received was recognised as contract liabilities as at 31 December 2022.

### 13. 投資物業 (續)

- (b) 本集團的投資物業 (位於中國內地的租賃土地) 租期均介乎於30至50年。
- (c) 根據經營租賃已租出的投資物業

本集團根據經營租賃安排租出投資物業。所有租賃為期一至十五年，並可選擇於到期日後在重新磋商全部條款下續訂租賃。本集團根據不可取消經營租賃由投資物業所得的日後最低租賃應收款項總額如下：

- (d) 於2022年12月31日，根據附註29所披露，本集團賬面值為人民幣213,321,000元 (2021年：人民幣2,681,570,000元) 的若干投資物業已作本集團獲授計息銀行及其他借款的抵押。
- (e) 於2022年12月31日，本集團訂立若干銷售協議以出售賬面值為人民幣74,900,000元 (2021年：人民幣44,546,000元) 的若干投資物業。此外，本集團亦已收取按金約人民幣49,408,000元 (2021年：人民幣37,710,000元)。於2022年12月31日，已收取金額獲確認為合約負債。

## 14. PROPERTIES UNDER DEVELOPMENT

## 14. 開發中物業

		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Carrying amount at 1 January	於1月1日賬面值	2,887,025	2,109,148
Additions	添置	1,005,375	945,656
Transfer to completed properties held for sale	轉撥至持作銷售已竣工物業	(13,827)	(167,779)
	Note 附註		
Carrying amount at 31 December	於12月31日賬面值	3,878,573	2,887,025
Current assets	流動資產	2,911,714	1,821,537
Non-current assets	非流動資產	966,859	1,065,488
		3,878,573	2,887,025

Except for one property located in Japan, the Group's properties under development are located in Mainland China.

除一處物業位於日本外，本集團開發中物業位於中國內地。

		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
<b>Japan</b>	<b>日本</b>		
Freehold	永久業權	67,825	76,274

The carrying amounts of the properties under development situated on the leasehold land in Mainland China are as follows:

開發中物業(位於中國內地的租賃土地)的賬面值如下：

		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
<b>Mainland China</b>	<b>中國內地</b>		
Lease terms between 30 and 50 years	租期30年至50年	3,810,748	2,810,751

At 31 December 2022, certain of the Group's properties under development with a carrying amount of RMB2,435,636,000 (2021: RMB485,411,000) were pledged to secure interest-bearing bank and other borrowings granted to the Group as disclosed in note 29.

於2022年12月31日，本集團若干開發中物業賬面值為人民幣2,435,636,000元(2021年：人民幣485,411,000元)，如附註29所披露，已作為授予本集團計息銀行及其他借款的抵押。

## 15. LEASES

### The Group as a lessee

The Group has lease contracts for buildings used in its operations. Leases of buildings generally have lease terms between 5 and 20 years. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

#### (a) Right-of-use assets

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
<b>As at 1 January</b>	<b>於1月1日</b>	<b>140,850</b>	318,126
Additions	添置	<b>38,416</b>	73,687
Depreciation charge	折舊支出	<b>(32,692)</b>	(49,821)
Disposals	出售	<b>(6,361)</b>	(201,142)
Impairment	減值	<b>(19,936)</b>	-
<b>As at 31 December</b>	<b>於12月31日</b>	<b>120,277</b>	140,850

As at the end of each reporting period, in view of the unfavorable future prospects and poor performance of certain CGUs, there were indications that the CGUs may suffer an impairment loss. The management of the Group has conducted impairment testing for the CGUs with impairment indications. The recoverable amount of each CGU is determined based on value-in-use calculations by preparing cash flow projections of the relevant CGU derived from the most recent financial forecast approved by the management covering the remaining lease term.

As at 31 December 2022, the carrying amount of the pre-education business CGU exceeds its recoverable amount, therefore, an impairment loss of RMB19,936,000 for right-of-use assets within the CGU was recognised in the consolidated financial statements for the year ended 31 December 2022. Assumptions used in the value in use calculation of the pre-education business CGU for 31 December 2022 are disclosed in note 16 to the financial statements.

## 15. 租賃

### 本集團作為承租人

本集團擁有用於其營運中之樓宇租賃合約。租賃樓宇之租賃期一般介乎5至20年，一般而言，本集團不得轉讓及分租不屬於本集團之租賃資產。

#### (a) 使用權資產

本集團於年內之使用權資產賬面值及變動如下：

	2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
<b>As at 1 January</b>	<b>140,850</b>	318,126
Additions	<b>38,416</b>	73,687
Depreciation charge	<b>(32,692)</b>	(49,821)
Disposals	<b>(6,361)</b>	(201,142)
Impairment	<b>(19,936)</b>	-
<b>As at 31 December</b>	<b>120,277</b>	140,850

於各報告期末，鑒於若干現金產出單元的未來前景及表現不佳，有跡象表明現金產出單元或會遭受減值虧損。本集團管理層已對具減值跡象的現金產出單元進行減值測試。各現金產出單元的可收回金額乃根據使用價值釐定，而使用價值則通過編製管理層批准的最近期財務預測所得相關現金產出單元於餘下租期的現金流預測而計算。

於2022年12月31日，學前教育業務現金產出單元的賬面值超過其可收回金額，因此已於截至2022年12月31日止年度的綜合財務報表的現金產出單元內確認使用權資產的減值虧損人民幣19,936,000元。用於計算2022年12月31日學前教育業務現金產出單元的使用價值的假設於財務報表附註16內披露。

**15. LEASES (CONTINUED)****The Group as a lessee (continued)****(b) Lease liabilities**

The carrying amount of lease liabilities and the movements during the year are as follows:

		<b>2022</b>	2021
		<b>2022年</b>	2021年
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
<b>Carrying amount at 1 January</b>	<b>於1月1日之賬面值</b>	<b>167,745</b>	351,201
New leases	新租賃	<b>38,416</b>	73,687
Accretion of interest recognised during the year	年內確認之利息增加	<b>7,923</b>	9,266
Payments	付款	<b>(24,390)</b>	(39,444)
Disposals	出售	<b>(6,696)</b>	(226,965)
<b>Carrying amount at 31 December</b>	<b>於12月31日之賬面值</b>	<b>182,998</b>	167,745
<b>Analysed into</b>	<b>分析為</b>		
Current portion	流動部分	<b>45,397</b>	29,100
Non-current portion	非流動部分	<b>137,601</b>	138,645

The maturity analysis of lease liabilities is disclosed in note 40 to the financial statements.

**15. 租賃 (續)****本集團作為承租人 (續)****(b) 租賃負債**

於年內之租賃負債賬面值及變動如下：

	<b>2022</b>	2021
	<b>2022年</b>	2021年
	<b>RMB'000</b>	RMB'000
	人民幣千元	人民幣千元
<b>Carrying amount at 1 January</b>	<b>167,745</b>	351,201
New leases	<b>38,416</b>	73,687
Accretion of interest recognised during the year	<b>7,923</b>	9,266
Payments	<b>(24,390)</b>	(39,444)
Disposals	<b>(6,696)</b>	(226,965)
<b>Carrying amount at 31 December</b>	<b>182,998</b>	167,745
<b>Analysed into</b>		
Current portion	<b>45,397</b>	29,100
Non-current portion	<b>137,601</b>	138,645

租賃負債之到期日分析披露於財務報表附註40。

**15. LEASES (CONTINUED)****The Group as a lessee (continued)****(c) The amounts recognised in profit or loss in relation to leases are as follows:**

		<b>2022</b>	2021
		<b>2022年</b>	2021年
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
Interest on lease liabilities	租賃負債利息	<b>7,923</b>	9,266
Depreciation charge of right-of-use assets	使用權資產之折舊支出	<b>32,692</b>	49,821
Expense relating to short-term leases and leases of low-value assets (included in administrative expenses)	與短期租賃及低價值資產租賃有關之開支 (計入行政開支)	<b>14,074</b>	20,585
Impairment provision for right-of-use assets	使用權資產之減值撥備	<b>19,936</b>	-
Total amount recognised in profit or loss	於損益中確認之總額	<b>74,625</b>	79,672

**(d) Extension and termination options**

The Group has no lease contracts that include extension and termination options.

**(e) Variable lease payments**

The Group has no lease contract that contain variable payments.

**(f) The total cash outflow for leases is disclosed in note 34(c) to the financial statements.****15. 租賃 (續)****本集團作為承租人 (續)****(c) 與租賃有關於損益中確認之金額如下：**

	<b>2022</b>	2021
	<b>2022年</b>	2021年
	<b>RMB'000</b>	RMB'000
	人民幣千元	人民幣千元
Interest on lease liabilities	<b>7,923</b>	9,266
Depreciation charge of right-of-use assets	<b>32,692</b>	49,821
Expense relating to short-term leases and leases of low-value assets (included in administrative expenses)	<b>14,074</b>	20,585
Impairment provision for right-of-use assets	<b>19,936</b>	-
Total amount recognised in profit or loss	<b>74,625</b>	79,672

**(d) 延期及終止選擇權**

本集團並無包含延期及終止選擇權之租賃合約。

**(e) 可變租賃付款**

本集團並無包含可變付款之租賃合約。

**(f) 租賃之現金流出總額披露於財務報表附註34(c)。**

## 15. LEASES (CONTINUED)

### The Group as a lessor

The Group leases its investment properties consisting one of commercial property in Shanghai, two commercial properties in Yuyao, one properties in Yiwu and six commercial properties in Hangzhou under operating lease arrangements. The terms of the leases generally require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions. Rental income recognised by the Group during the year was RMB101,528,000 (2021: RMB122,282,000), details of which are included in note 5 to the financial statements.

At 31 December 2022, the undiscounted lease payments receivable by the Group in future periods under non-cancellable operating leases with its tenants are as follows:

## 15. 租賃 (續)

### 本集團作為出租人

本集團根據經營租賃安排出租其投資物業，當中包含一項於上海之商用物業、兩項於餘姚之商用物業、一項於義烏之物業及六項於杭州之商用物業。租賃條款一般要求租戶支付保證金及根據當時市況定期調整租金。本集團於年內確認之租金收入為人民幣101,528,000元(2021年：人民幣122,282,000元)，有關詳情載於財務報表附註5。

於2022年12月31日，本集團根據與其租戶訂立之不可撤銷經營租賃於未來期間應收之未貼現租賃付款如下：

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within one year	一年內	83,792	49,561
After one year but within two years	多於一年但少於兩年	58,481	26,575
After two years but within three years	多於兩年但少於三年	57,140	25,234
After three years but within four years	多於三年但少於四年	39,712	23,913
After four years but within five years	多於四年但少於五年	30,818	22,689
After five years	五年以上	105,847	17,585
		<b>375,790</b>	165,557

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16. OTHER INTANGIBLE ASSETS

16.其他無形資產

		Brandname 品牌名稱 RMB'000 人民幣千元
<b>31 December 2022</b>	<b>2022年12月31日</b>	
Cost at 1 January 2022, net of accumulated amortisation	於2022年1月1日之成本，扣除累計攤銷	<b>30,787</b>
Amortisation provided during the year	年內作出之攤銷	<b>(1,735)</b>
Impairment during the year	年內減值	<b>(14,858)</b>
At 31 December 2022	於2022年12月31日	<b>14,194</b>
At 31 December 2022:	於2022年12月31日：	
Cost	成本	<b>34,690</b>
Accumulated amortization and impairment	累計攤銷及減值	<b>(20,496)</b>
Net carrying amount	賬面淨值	<b>14,194</b>
<b>31 December 2021</b>	<b>2021年12月31日</b>	
Cost at 1 January 2021, net of accumulated amortisation	於2021年1月1日之成本，扣除累計攤銷	32,522
Amortisation provided during the year	年內作出之攤銷	(1,735)
At 31 December 2021	於2021年12月31日	30,787
At 31 December 2021:	於2021年12月31日：	
Cost	成本	34,690
Accumulated amortisation	累計攤銷	(3,903)
Net carrying amount	賬面淨值	30,787

## 16. OTHER INTANGIBLE ASSETS (CONTINUED)

The Group's brandname has an indefinite useful life and is allocated to the Group's pre-education business, which is treated as a cash-generating unit for impairment testing.

The recoverable amount of the pre-education business CGU has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. The discount rate applied to the cash flow projections was 19.83% (2021: 19.76%) and cash flows beyond the five-year period were extrapolated using a growth rate of 2.000% (2021: 2.245%), which was the same as the long term average growth rate of the pre-education industry.

Assumptions were used in the value in use calculation of the pre-education business CGU for 31 December 2022. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of brandname:

**Budgeted gross margins** – The basis used to determine the value assigned to the budgeted gross margins is the average gross margins achieved in the year immediately before the budget year, increased for expected efficiency improvements, and expected market development.

**Discount rate** – The discount rate used is before tax and reflects specific risks relating to the relevant unit.

The values assigned to the key assumptions on the market development of the pre-education business and the discount rate are consistent with external information sources.

As at 31 December 2022, the carrying amount of the pre-education business CGU exceeds its recoverable amount, therefore, an impairment loss of RMB14,858,000 for other intangible assets within the CGU was recognised in the consolidated financial statements for the year ended 31 December 2022.

## 16.其他無形資產(續)

本集團的品牌名稱具有無限使用年期，並分配至本集團的學前教育業務，該業務被視作一個現金產出單元進行減值測試。

學前教育業務現金產出單元之可收回金額已根據使用價值計算使用基於高級管理層所批准涵蓋五年期間之財務預算之現金流量預測釐定。現金流量預測所應用之貼現率為19.83%（2021年：19.76%），而超出五年期間之現金流量使用2.000%（2021年：2.245%）之增長率推算，該增長率與學前教育行業之長期平均增長率相同。

計算於2022年12月31日之學前教育業務現金產出單元之使用價值時採用假設。下文描述管理層為進行品牌名稱減值測試時作出基於其現金流量預測之各項關鍵假設：

**預算毛利率**–用於釐定分配予預算毛利率的價值所採用的基準為緊接預算年度前一年內所實現的平均毛利率，由於預期的效率提升及預期的市場發展而有所提升。

**貼現率**–所使用的貼現率為除稅前之數值並反映與相關單位相關的特定風險。

分配至學前教育業務之市場發展及貼現率之關鍵假設之價值與外部資料來源一致。

於2022年12月31日，學前教育業務現金產出單元的賬面值超過其可收回金額，故已於截至2022年12月31日止年度的綜合財務報表內確認其他無形資產減值虧損人民幣14,858,000元。



## 17. EQUITY INVESTMENTS DESIGNATED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

## 17. 指定為按公允價值計入其他全面收益之股本投資

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<b>Equity investments designated at fair value through other comprehensive income</b>	<b>指定為按公允價值計入其他全面收益之股本投資</b>		
Zhejiang Xinnongdu Industrial Co., Ltd.	浙江新農都實業有限公司	<b>353,534</b>	335,050

The above equity investments were irrevocably designated at fair value through other comprehensive income as the Group considers these investments to be strategic in nature.

由於本集團認為上述股權投資具戰略性質，故本集團將不可撤回地指定該等投資為按公允價值計入其他全面收益。

## 18. LONG TERM PREPAYMENTS

## 18. 長期預付款項

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Prepayment for equity investment*	股權投資預付款項*	<b>247,187</b>	243,694
Deposits for construction completion	竣工按金	<b>8,689</b>	12,487
Maintenance fund	維護資金	<b>21,180</b>	15,980
Prepayments for land acquisition	土地收購之預付款項	-	9,975
Deposits	按金	<b>1,048</b>	1,002
		<b>278,104</b>	283,138

As at 31 December 2022 and 2021, financial assets included in long term prepayments of the Group were considered to be low credit risk and thus the Group assessed that there was no significant loss allowance recognised in accordance with the ECL model under IFRS 9 as at 31 December 2022 and 2021.

於2022年及2021年12月31日，本集團計入長期預付款項之金融資產被視為低信貸風險，因此本集團評估於2022年及2021年12月31日並無根據國際財務報告準則第9號項下之預期信貸虧損模式確認之重大虧損撥備。

\* The details of prepayment for equity investment is disclosed in note 37.

\* 股權投資預付款項詳情披露於附註37。

## 19. INVESTMENTS IN A JOINT VENTURE 19. 於一間合營企業的投資

		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Share of net assets	應佔淨資產份額	31,427	32,441

The particular of joint venture is as follows:

合營企業的詳情如下：

Name 名稱	Particulars of issued shares held 持有已發行 股份的詳情	Percentage attributable to the Group 本集團應佔百分比					Principal activities 主要活動
		Place of registration 註冊地點	Ownership interest 所有權權益	Voting power 投票權	Profit sharing 溢利分佔		
Chun'an Qiandao Lake Yulang Superstar Cultural Creativity Co., Ltd. <sup>(1)</sup> 淳安千島湖玉郎巨星文化 創意有限公司 <sup>(1)</sup>	Registered capital of RMB184,957,300 註冊股本 人民幣 184,957,300元	Zhejiang PRC 中國浙江	59%	33%	59%	Project management 項目管理	

<sup>(1)</sup> Established on 5 July 2016

<sup>(1)</sup> 於2016年7月5日成立

The movements in the investments in the joint venture during the reporting period are as follows:

於合營企業的投資於報告期內的變動如下：

		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
At 1 January 2022	於2022年1月1日	32,441	–
Investment in a joint venture	於一間合營企業的投資	–	33,246
Share of losses	應佔虧損	(1,014)	(805)
At 31 December 2022	於2022年12月31日	31,427	32,441

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20. DEFERRED TAX ASSETS AND LIABILITIES

The movements in deferred tax assets and liabilities during the year are as follows:

Deferred tax assets

		Unrealised intragroup profit or loss	Lease liabilities	Losses available for offsetting against future taxable profits	Fair value adjustment of equity investment at fair value through other comprehensive income	Total
		未變現 集團間損益 RMB'000 人民幣千元	租賃負債 RMB'000 人民幣千元	可供抵銷 未來應課稅 利潤的虧損 RMB'000 人民幣千元	按公允價值計入 其他全面收益 之股權投資 公允價值調整 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
At 1 January 2021	於2021年1月1日	1,976	87,802	1,642	-	91,420
Deferred tax (charged)/ credited to the statement of profit or loss during the year	年內於損益表(扣除)/進賬的遞延稅項	-	(45,863)	3,662	-	(42,201)
Deferred tax credited to the statement of other comprehensive income during the year	年內於其他全面收益表進賬的遞延稅項	-	-	-	9,820	9,820
At 31 December 2021 and 1 January 2022	於2021年12月31日及2022年1月1日	1,976	41,939	5,304	9,820	59,039
Deferred tax (charged)/ credited to the statement of profit or loss during the year	年內於損益表(扣除)/進賬的遞延稅項	(139)	3,844	13,560	-	17,265
Deferred tax credited to the statement of other comprehensive income during the year	年內於其他全面收益表進賬的遞延稅項	-	-	-	(4,621)	(4,621)
At 31 December 2022	於2022年12月31日	1,837	45,783	18,864	5,199	71,683

20. 遞延稅項資產及負債

年內遞延稅項資產及負債變動如下：

遞延稅項資產

## 20. DEFERRED TAX ASSETS AND LIABILITIES (CONTINUED)

The movements in deferred tax assets and liabilities during the year are as follows: (continued)

### Deferred tax liabilities

		Fair value adjustment of investment properties	Fair value adjustment of equity investment through other comprehensive income	Fair value adjustment arising from acquisition of a subsidiary	Right-of-use assets	Withholding tax	Others	Total
		投資物業公允價值調整 RMB'000 人民幣千元	按公允價值計入其他全面收益之股權投資公允價值調整 RMB'000 人民幣千元	收購一間附屬公司所導致之公允價值調整 RMB'000 人民幣千元	使用權資產 RMB'000 人民幣千元	預扣稅 RMB'000 人民幣千元	其他 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
At 1 January 2021	於2021年1月1日	771,517	6,550	5,463	79,531	41,384	82,905	987,350
Realised during the year	於年內變現	(10,263)	-	(231)	-	-	(2,080)	(12,574)
Deferred tax (credited)/charged to the statement of profit or loss during the year	年內於損益表(進賬)/扣除的遞延稅項	(15,078)	-	-	(44,318)	128	(8,534)	(67,802)
Deferred tax credited to the statement of other comprehensive income during the year	年內於其他全面收益表進賬的遞延稅項	-	(6,550)	-	-	-	-	(6,550)
At 31 December 2021 and 1 January 2022	於2021年12月31日及2022年1月1日	746,176	-	5,232	35,213	41,512	72,291	900,424
Realised during the year	於年內變現	(28,058)	-	(231)	-	-	(1,342)	(29,631)
Deferred tax (credited)/charged to the statement of profit or loss during the year	年內於損益表(進賬)/扣除的遞延稅項	(28,790)	-	-	(160)	(6,529)	16,598	(18,881)
At 31 December 2022	於2022年12月31日	689,328	-	5,001	35,053	34,983	87,547	851,912

## 20. 遞延稅項資產及負債(續)

年內遞延稅項資產及負債變動如下:(續)

### 遞延稅項負債

## 20. DEFERRED TAX ASSETS AND LIABILITIES (CONTINUED)

For presentation purposes, certain deferred tax assets and liabilities have been offset in the statement of financial position. The following is an analysis of the deferred tax balances of the Group for financial reporting purposes:

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Net deferred tax assets recognised in the consolidated statement of financial position	於綜合財務狀況表中確認的遞延稅項資產淨額	36,630	23,826
Net deferred tax liabilities recognised in the consolidated statement of financial position	於綜合財務狀況表中確認的遞延稅項負債淨額	816,859	865,211

In accordance with the PRC laws and regulations, tax losses could be carried forward for five years to offset against its future taxable profits. Deferred tax assets relating to unutilised tax losses are recognised to the extent that it is probable that sufficient taxable profit will be available to allow these deferred tax assets to be utilised.

The Group has no accumulated tax losses arising in Hong Kong that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. The Group has accumulated tax losses arising in Mainland China of RMB1,364,702,000 (2021: RMB1,172,415,000) that will expire in one to five years for offsetting against future taxable profits. Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

## 20. 遞延稅項資產及負債 (續)

出於呈列目的，若干遞延稅項資產及負債已於財務狀況表中抵銷。為財務報告目的，對本集團遞延稅項結餘的分析如下：

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Net deferred tax assets recognised in the consolidated statement of financial position	於綜合財務狀況表中確認的遞延稅項資產淨額	36,630	23,826
Net deferred tax liabilities recognised in the consolidated statement of financial position	於綜合財務狀況表中確認的遞延稅項負債淨額	816,859	865,211

根據中國法律及法規，稅項虧損可結轉五年以抵銷其日後的應課稅利潤。有關尚未動用稅項虧損的遞延稅項資產，只會在將有足夠應課稅利潤以使該等遞延稅項資產獲得動用時方會確認。

本集團並無於香港產生累計稅項虧損，可用以無限期抵銷各出現虧損的公司日後的應課稅利潤。本集團於中國內地產生人民幣1,364,702,000元（2021年：人民幣1,172,415,000元）的累計稅項虧損，將於一至五年內到期，以抵銷日後的應課稅利潤。由於該等附屬公司已產生虧損一段時間，且認為並無可能有可用作扣減稅務虧損的應課稅利潤，故並無就該等虧損確認遞延稅項資產。

## 20. DEFERRED TAX ASSETS AND LIABILITIES (CONTINUED)

Pursuant to the PRC Corporate Income Tax Law (the “**New CIT Law**”), a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in the PRC. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 10%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in the PRC in respect of earnings generated from 1 January 2008.

Other than the above deferred tax liability in relation to the PRC withholding income tax provided, no deferred taxation has been provided for the distributable retained profits of approximately RMB1,068,894,000 (2021: RMB1,207,069,000), which were derived from the PRC subsidiaries as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

## 20. 遞延稅項資產及負債 (續)

根據中國企業所得稅法(「**新企業所得稅法**」)，須向於中國成立的外資企業的海外投資者宣派股息徵收10%預扣稅。有關規定自2008年1月1日起生效，並適用於2007年12月31日後所產生之盈利。倘中國內地與外資投資者所屬司法權區之間定有稅務優惠則可按較低預扣稅率繳稅。本集團之適用比率為10%。因此，本集團須就該等於中國成立之附屬公司就2008年1月1日起產生之盈利而分派之股息繳交預扣稅。

除與上文載列的中國預扣所得稅相關的遞延稅項負債外，概無就源自中國附屬公司的可分派保留溢利約人民幣1,068,894,000元(2021年：人民幣1,207,069,000元)作出遞延稅項撥備，因為本集團能控制暫時性差額撥回的時間且暫時性差額可能於可見未來不會撥回。

## 21. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS

Details of the Group's subsidiaries that have material non-controlling interests are set out below:

Percentage of equity interest held by non-controlling interests:

		2022 2022年	2021 2021年
Zhejiang Zhong An Sheng Long Commercial Co., Ltd. ("Zhong An Sheng Long")	浙江眾安盛隆商業有限公司 (「眾安盛隆」)	10%	10%
Maggie and Rose Limited ("Maggie and Rose")	Maggie and Rose Limited (「麥琪•蘿絲」)	53.5%	53.5%

Accumulated balances of non-controlling interests at the reporting date:

		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Zhong An Sheng Long	眾安盛隆	150,606	162,053
Maggie and Rose	麥琪•蘿絲	4,880	(9,534)

(Loss)/profit for the year allocated to non-controlling interests:

		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Zhong An Sheng Long	眾安盛隆	(11,446)	12,405
Maggie and Rose	麥琪•蘿絲	14,358	(6,452)

## 21. 部份擁有的附有重大非控股權益的附屬公司

擁有重大非控股權益的本集團附屬公司詳情載列如下：

非控股權益持有股權百分比：

		2022 2022年	2021 2021年
Zhejiang Zhong An Sheng Long Commercial Co., Ltd. ("Zhong An Sheng Long")	浙江眾安盛隆商業有限公司 (「眾安盛隆」)	10%	10%
Maggie and Rose Limited ("Maggie and Rose")	Maggie and Rose Limited (「麥琪•蘿絲」)	53.5%	53.5%

於報告日期非控股權益累計結餘：

		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Zhong An Sheng Long	眾安盛隆	150,606	162,053
Maggie and Rose	麥琪•蘿絲	4,880	(9,534)

年內分派予非控股權益的(虧損)/利潤：

		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Zhong An Sheng Long	眾安盛隆	(11,446)	12,405
Maggie and Rose	麥琪•蘿絲	14,358	(6,452)

## 21. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS (CONTINUED)

The following tables illustrate the summarised financial information of the above subsidiaries.

The amounts disclosed are before any inter-company eliminations:

## 21. 部份擁有的附有重大非控股權益的附屬公司 (續)

下表載列以上附屬公司的財務資料概要。

所披露的金額為於任何公司間對銷前之金額：

2022 2022年		Maggie and Rose 麥琪•蘿絲 RMB'000 人民幣千元	Zhong An Sheng Long 眾安盛隆 RMB'000 人民幣千元
Revenue	收入	27,698	87,824
Other income	其他收益	51,569	-
Changes in fair value of investment properties	投資物業公允價值變動	-	(55,233)
Total expenses	開支總額	(52,419)	(147,055)
Profit/(loss) and total comprehensive income/ (loss) for the year	年內利潤/(虧損)及全面收益/(虧損)總額	26,848	(114,464)
Current assets	流動資產	49,499	5,283,748
Non-current assets	非流動資產	16,931	3,117,354
Current liabilities	流動負債	(57,304)	(6,315,038)
Non-current liabilities	非流動負債	-	(580,000)
Net cash flows generated from/ (used in) operating activities	營運活動產生/(耗用)現金流量淨額	(50,440)	(618,776)
Net cash flows generated from/ (used in) investing activities	投資活動產生/(耗用)現金流量淨額	50,925	(106,346)
Net cash flows used in financing activities	融資活動所用現金流量淨額	-	-
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加/(減少)淨額	485	(725,122)



## 21. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS (CONTINUED)

## 21. 部份擁有的附有重大非控股權益的附屬公司 (續)

		Maggie and Rose 麥琪•蘿絲 RMB'000 人民幣千元	Zhong An Sheng Long 眾安盛隆 RMB'000 人民幣千元
2021			
2021年			
Revenue	收入	34,549	41,049
Other income	其他收益	–	137,377
Changes in fair value of investment properties	投資物業公允價值變動	–	(16,249)
Total expenses	開支總額	(46,613)	(38,123)
(Loss)/profit and total comprehensive (loss)/ income for the year	年內 (虧損) / 利潤及 全面 (虧損) / 收益總額	(12,064)	124,054
Current assets	流動資產	5,951	5,616,971
Non-current assets	非流動資產	28,752	3,203,206
Current liabilities	流動負債	(49,303)	(6,539,649)
Non-current liabilities	非流動負債	(3,227)	(660,000)
Net cash flows generated from operating activities	營運活動產生現金流量淨額	41,151	655,533
Net cash flows (used in)/generated from investing activities	投資活動 (耗用) / 產生現金流量淨額	(41,296)	156,289
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物 (減少) / 增加淨額	(145)	811,822

## 22. COMPLETED PROPERTIES HELD FOR SALE

## 22. 持作銷售已竣工物業

			2022	2021
			2022年	2021年
		<i>Notes</i>	RMB'000	RMB'000
		<i>附註</i>	人民幣千元	人民幣千元
Carrying amount at 1 January	於1月1日之賬面值		1,087,065	1,255,130
Transfer from properties under development	轉撥自開發中物業	14	13,827	167,779
Cost of properties sold	已出售物業成本	6	(181,349)	(335,844)
Carrying amount at 31 December	於12月31日之賬面值		919,543	1,087,065

As at 31 December 2022, certain of the Group's completed properties held for sale of RMB628,696,000 (2021: RMB678,740,000) were pledged to secure interest-bearing bank and other borrowings granted to the Group as disclosed in note 29.

於2022年12月31日，本集團若干持作銷售已竣工物業人民幣628,696,000元（2021年：人民幣678,740,000元），如附註29所披露，已作為授予本集團計息銀行及其他借款的抵押。

## 23. TRADE RECEIVABLES

The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. The credit period is generally one month, extending up to three months for major customers. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables to minimise credit risk. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables related to various diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. The balances of trade receivables are non-interest-bearing and unsecured.

## 23. 應收貿易賬款

本集團與其客戶的貿易條款主要為信貸，惟新客戶一般需要預付款項。信貸期一般為一個月，而主要客戶則最多可延長至三個月。每名客戶均設有最高信貸限額。本集團致力於持續嚴格監控其未償還應收款項以盡量減低信貸風險。高級管理層定期審閱逾期結餘。鑑於上述理由及本集團應收貿易賬款與多名不同客戶有關，故並無重大信貸集中風險。本集團並無就其應收貿易賬款結餘持有任何抵押品或其他信貸加強措施。應收貿易賬款之結餘為免息及無抵押。

**23. TRADE RECEIVABLES (CONTINUED)**

An ageing analysis of the trade receivables as at the end of the reporting period is as follows:

		<b>2022</b>	2021
		<b>2022年</b>	2021年
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
Within six month	一個月內	<b>46,747</b>	40,902
Over six month but within one year	超過六個月但一年內	<b>1,048</b>	344
		<b>47,795</b>	41,246

An impairment analysis is performed at each reporting date using a provision matrix to measure ECLs. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by customer type and rating, and forms of credit insurance). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. For the sales of commercial properties, rentals under operating leases and provision of hotel operation businesses and other business of the Group, management has assessed that the expected credit loss rate for trade receivables is minimal as at 31 December 2022 and 2021. In the opinion of the directors of the Company, the Group's trade receivables relate to a large number of diversified customers with no recent history of default and the balances are considered fully recoverable considering the historical records and forward-looking information.

**23. 應收貿易賬款 (續)**

於報告期末，貿易應收賬款的賬齡分析如下：

	<b>2022</b>	2021
	<b>2022年</b>	2021年
	<b>RMB'000</b>	RMB'000
	人民幣千元	人民幣千元
Within six month	<b>46,747</b>	40,902
Over six month but within one year	<b>1,048</b>	344
	<b>47,795</b>	41,246

於各報告日期採用撥備矩陣進行減值分析，以計量預期信貸虧損。撥備率乃基於具有類似虧損模式的多個客戶分部進行分組（即客戶類別及評級以及其他信貸保險形式）的逾期天數計算。該計算反映概率加權結果、貨幣時間價值及於報告日期可得的有關過往事件、當前條件及未來經濟條件預測的合理及可靠資料。就銷售商業物業、經營租賃項下之租金及提供酒店經營業務及本集團其他業務而言，管理層已評估貿易應收賬款於2022年及2021年12月31日的預期信貸虧損率極低。本公司董事認為，本集團的貿易應收賬款與大量近期並無違約歷史的不同客戶有關及經考慮歷史記錄及前瞻性資料，認為結餘可悉數收回。

## 24. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

## 24. 預付款項、其他應收款項及其他資產

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Prepaid other tax	預付其他稅項	148,443	92,935
Project construction guarantee deposits	項目工程擔保按金	136,502	89,511
Advances to suppliers	墊付予供應商	82,034	31,533
Other receivables	其他應收款項	243,069	168,379
		<b>610,048</b>	382,358

The financial assets included in the above balances relate to receivables for which there was no recent history of default and past due amounts. As at 31 December 2022 and 2021, the loss allowance was assessed to be minimal.

計入上述結餘之金融資產與應收款項有關，該等應收款項並無近期拖欠逾期金額之記錄。於2022年及2021年12月31日，虧損撥備評估為極低。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

Year ended 31 December 2022 截至2022年12月31日止年度

25. CASH AND CASH EQUIVALENTS AND RESTRICTED CASH

25. 現金及現金等價物及受限制現金

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Cash and bank balances	現金及銀行結餘	1,168,239	1,936,034
Time deposits	定期存款	12,000	12,000
		<b>1,180,239</b>	1,948,034
Less: Restricted cash	減：受限制現金	<b>(232,152)</b>	(344,965)
Cash and cash equivalents	現金及現金等價物	<b>948,087</b>	1,603,069
Current assets	流動資產	<b>220,152</b>	332,965
Non-current assets	非流動資產	<b>12,000</b>	12,000
Restricted cash	受限制現金	<b>232,152</b>	344,965

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group and earn interest at the respective short term time deposit rates. The bank balances and restricted cash are deposited with creditworthy banks with no recent history of default.

Pursuant to relevant regulations in the PRC, certain property development companies of the Group are required to place certain amounts of cash in the designated bank accounts for a specified use, and therefore the cash disbursement from these accounts is subjected to some restriction. As at 31 December 2022, these guarantee deposits amounted to approximately RMB218,296,000 (2021: RMB268,856,000).

Besides, certain of the Group's bank accounts of approximately RMB1,856,000 (2021: RMB64,109,000) were pledged to banks for the timely repayment of the loans as disclosed in note 29.

銀行存款基於銀行日常存款率以浮動利率賺取利息。短期定期存款為一天至三個月不等的期限（視本集團的即時現金需求而定），及按不同的短期定期存款利率賺取利息。銀行結餘及受限制現金均存放於近期並無違約歷史的信譽良好之銀行。

根據中國相關法規，本集團的若干物業開發公司須將一定數額的現金存放於指定銀行賬戶以作特定用途，因此自該等賬戶提取現金須受限於若干限制。於2022年12月31日，該擔保按金約為人民幣218,296,000元（2021年：人民幣268,856,000元）。

此外，本集團的若干銀行賬目約人民幣1,856,000元（2021年：人民幣64,109,000元）已質押予銀行以及時償還貸款（誠如附註29所披露）。

## 25. CASH AND CASH EQUIVALENTS AND RESTRICTED CASH (CONTINUED)

As at 31 December 2022, certain of the Group's non-current time deposits amounted to approximately RMB2,000,000 (2021: RMB2,000,000) were pledged to banks as guarantees for mortgage facilities granted to purchasers of the Group's properties.

As at 31 December 2022, pursuant to relevant regulations in the local government, certain of the Group's non-current time deposits amounted to approximately RMB10,000,000 (2021: RMB10,000,000) were required to place in designated bank accounts as guarantee deposits for the construction of the related properties.

At the end of the reporting period, the cash and bank balances of the Group denominated in RMB amounted to RMB1,077,144,000 (2021: RMB1,928,170,000). The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, and Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

## 26. TRADE PAYABLES

An ageing analysis of the Group's trade payables as at the end of the reporting period, based on the payment due dates, is as follows:

Within six months	六個月內
Over six months but within one year	超過六個月但於一年內
Over one year	超過一年

The trade payables are unsecured and interest-free and are normally settled based on the progress of construction.

## 25. 現金及現金等價物及受限制現金 (續)

於2022年12月31日，本集團的若干非即期定期存款約人民幣2,000,000元（2021年：人民幣2,000,000元）已質押予銀行，作為向本集團物業買家獲授按揭信貸之擔保。

於2022年12月31日，根據地方政治的相關法規，本集團的若干非流動定期存款約人民幣10,000,000元（2021年：人民幣10,000,000元）須存置於指定銀行賬戶內，作為相關物業建設的擔保按金。

於報告期末，本集團以人民幣列值的現金及銀行結餘為人民幣1,077,144,000元（2021年：人民幣1,928,170,000元）。人民幣不得自由兌換為其他貨幣，然而，根據中國內地外匯管制規定以及結匯、售匯及付匯管理規定，本集團獲准透過有權進行外匯業務的銀行將人民幣兌換為其他貨幣。

## 26. 應付貿易賬款

本集團應付貿易賬款於報告期末按付款到期日計算的賬齡分析如下：

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within six months	六個月內	549,069	435,333
Over six months but within one year	超過六個月但於一年內	33,819	31,977
Over one year	超過一年	15,870	13,591
		<b>598,758</b>	480,901

應付貿易賬款乃無抵押及免息且一般按施工進度支付。

**27. OTHER PAYABLES AND ACCRUALS****27. 其他應付款項及應計費用**

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Guarantee deposits	擔保按金	46,289	50,695
Tax surcharges	附加稅	14,797	24,513
Deposits related to construction	有關工程的按金	23,175	27,677
Other payables	其他應付款項	163,876	206,923
		<b>248,137</b>	<b>309,808</b>

Other payables are unsecured and interest-free.

其他應付款項為無抵押並且不計息。

**28. CONTRACT LIABILITIES****28. 合約負債**

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Advances received from customers	已收客戶預付款	2,802,955	2,063,292

Contract liabilities represent sales proceeds received from buyers in connection with the Group's pre-sale of properties. As at 31 December 2022, the increase was primarily due to the pre-sale of the properties.

合約負債指就本集團之預售物業已收買方之銷售所得款項。於2022年12月31日，增加乃主要由於於預售物業所致。

## 29. INTEREST-BEARING BANK AND OTHER BORROWINGS

## 29. 計息銀行及其他借款

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Current:	即期：		
Bank loans – secured	銀行貸款－有抵押	531,246	1,527,310
Other loans – secured	其他貸款－有抵押	788,192	–
		<b>1,319,438</b>	1,527,310
Non-current:	非即期：		
Bank loans – secured	銀行貸款－有抵押	2,689,041	1,910,627
Other loans – secured	其他貸款－有抵押	–	1,197,313
		<b>2,689,041</b>	3,107,940
		<b>4,008,479</b>	4,635,250
Repayable:	須於下列期間償還：		
Within one year or on demand	一年內或要求時	1,319,438	1,527,310
Over one year but within two years	多於一年但少於兩年	212,361	1,374,587
Over two years but within five years	多於兩年但少於五年	2,032,080	682,080
Over five years	五年以上	444,600	1,051,273
		<b>4,008,479</b>	4,635,250

Except for bank and other borrowings amounting to RMB774,000,000 (2021: RMB2,384,950,000) that bear interest at fixed rates, all bank loans bear interest at floating rates.

除若干按固定利率計息之銀行及其他借款人民幣774,000,000元（2021年：人民幣2,384,950,000元），所有銀行貸款按浮動利率計息。



## 29. INTEREST-BEARING BANK AND OTHER BORROWINGS (CONTINUED)

The Group's bank and other borrowings bear interest at average effective interest rates as follows:

		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Effective interest rates	實際利率	<b>5.46%</b>	6.65%

The carrying amounts of all the Group's borrowings during the year were denominated as follows:

		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
RMB loans and borrowings	人民幣貸款及借款	<b>3,989,592</b>	4,632,023
GBP loans and borrowings	英鎊貸款及借款	<b>18,887</b>	3,227
		<b>4,008,479</b>	4,635,250

The Group's bank and other borrowings were secured by the pledges of the following assets at the end of the reporting period:

		Notes 附註	2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Carrying value of the Group's assets:	本集團資產的賬面值：			
Investment properties	投資物業	13	<b>213,321</b>	2,681,570
Properties under development	開發中物業	14	<b>2,435,636</b>	485,411
Completed properties held for sale	持作銷售已落成物業	22	<b>628,696</b>	678,740
Restricted cash	受限制現金	25	<b>1,856</b>	64,109
Property and equipment	物業及設備	12	<b>1,177,639</b>	1,185,489
			<b>4,457,148</b>	5,095,319

At 31 December 2022, the Group's borrowings of RMB192,000,000 (2021: RMB50,000,000) were guaranteed by Mr. Shi Zhongan (Note 35(2)(vi)).

At 31 December 2022, the Group's borrowings of RMB1,000,000,000 (2021: Nil) were guaranteed by Zhong An Group Limited (Note 35(2)(vii)).

## 29. 計息銀行及其他借款 (續)

本集團的銀行及其他借款按以下平均實際利率計息：

		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Effective interest rates	實際利率	<b>5.46%</b>	6.65%

本集團於年內所有借款的賬面值按以下貨幣計值，詳情如下：

		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
RMB loans and borrowings	人民幣貸款及借款	<b>3,989,592</b>	4,632,023
GBP loans and borrowings	英鎊貸款及借款	<b>18,887</b>	3,227
		<b>4,008,479</b>	4,635,250

於報告期末，本集團銀行及其他借款由以下資產質押作抵押：

		Notes 附註	2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Carrying value of the Group's assets:	本集團資產的賬面值：			
Investment properties	投資物業	13	<b>213,321</b>	2,681,570
Properties under development	開發中物業	14	<b>2,435,636</b>	485,411
Completed properties held for sale	持作銷售已落成物業	22	<b>628,696</b>	678,740
Restricted cash	受限制現金	25	<b>1,856</b>	64,109
Property and equipment	物業及設備	12	<b>1,177,639</b>	1,185,489
			<b>4,457,148</b>	5,095,319

於2022年12月31日，本集團之借款人民幣192,000,000元（2021年：人民幣50,000,000元）乃由施中安先生提供擔保（附註35(2)(vi)）。

於2022年12月31日，本集團之借款人民幣1,000,000,000元（2021年：無）乃由眾安集團有限公司提供擔保（附註35(2)(vii)）。

## 30. SHARE CAPITAL

## Shares

Authorised:	5,000,000,000 (2021: 5,000,000,000) ordinary shares of HK\$0.10 each
Issued and fully paid:	2,010,768,000 (2021: 2,010,768,000) ordinary shares of HK\$0.10 each

法定：	5,000,000,000股（2021年： 5,000,000,000股）每股面值 0.10港元的普通股
已發行及繳足：	2,010,768,000股（2021年： 2,010,768,000股）每股面值 0.10港元的普通股

## 30. 股本

## 股份

	2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
	HK\$500,000	HK\$500,000
	RMB160,220	RMB160,220

A summary of movements in the Company's issued share capital is as follows:

本公司已發行股本變動概述如下：

	Number of shares in issue 已發行 股份數目	Share capital 股本 RMB'000 人民幣千元	Share premium account 股份溢價賬 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 31 December 2022 and 2021 於2022年及2021年12月31日	2,010,768,000	160,220	719,697	879,917

## 31. OTHER RESERVE

Other reserve represented the reserve from the share option scheme adopted by Zhong An Group Limited (the “**Parent Company**”) and China New City Commercial Development Limited (the “**Company**”).

The parent company of the Group, which operates a share option scheme (the “**Scheme**”) for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the operations. The Scheme became effective on 15 May 2009 and as at 31 December 2022, there were no options granted under to Scheme.

The Company adopted an equity-settled share option scheme in 2015 (the “**New Scheme**”) for the purpose of providing incentives and rewards to eligible persons, including the Company’s directors, independent non-executive directors, employees of the Group and other eligible participants, who contribute to the success of the Group’s operations. The New Scheme became effective on 20 May 2015 and, unless otherwise cancelled or amended, will remain in force for 10 years from the offer date.

The maximum number of shares issuable under share options to each eligible person in the New Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders’ approval in a general meeting.

## 31. 其他儲備

其他儲備指來自眾安集團有限公司（「**母公司**」）及中國新城市商業發展有限公司（「**本公司**」）所採納的購股權計劃的儲備。

購股權計劃（「**該計劃**」）由本集團母公司營運，以向為營運成功作出貢獻的合資格參與者提供鼓勵及獎勵。該計劃於2009年5月15日起生效，且於2022年12月31日概無根據該計劃已授出之購股權。

本公司於2015年採納一項以股權結算之購股權計劃（「**新計劃**」）以向為本集團營運成功作出貢獻的合資格人士（包括本公司董事、獨立非執行董事、本集團僱員及其他合資格參與者）提供鼓勵及獎勵。新計劃於2015年5月20日起生效，除非另行註銷或修訂，否則將由要約日期起十年內有效。

於任何十二個月期間內可根據購股權向該計劃下每名合資格參與者發行的最高股份數目，僅限於母公司於任何時間已發行股份的1%。任何進一步授出超過此限額的購股權須於股東大會上取得股東的批准。

### 31. OTHER RESERVE (CONTINUED)

Share options granted to a director, chief executive officer or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the closing price of the Company's shares at the date of grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 21 days from the date of offer, upon payment of a nominal consideration of HK\$0.998 by each grantee with no other consideration being payable by the grantee. An option may be exercised in accordance with the terms of the New Scheme at any time during a period commencing on such date on or after the date on which the option is granted as the Board may determine in granting the option and expiring at the close of business on such date as the Board may determine in granting the option but in any event shall not exceed 10 years from the date of grant.

The exercise price of share options is determined by the directors, but may not be less than the higher of (i) the Stock Exchange closing price of the Company's shares on the date of offer of the share options; and (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of offer, provided that the exercise price shall not be less than the nominal value of the ordinary shares of the Company, and (iii) per value of the share.

### 31. 其他儲備 (續)

授予本公司董事、行政總裁或主要股東或彼等任何聯繫人士的購股權，須事先獲得獨立非執行董事的批准。此外，如果於任何十二個月期間授予本公司主要股東或獨立非執行董事，或彼等的任何聯繫人的任何購股權超過本公司於任何時間已發行股份的0.1%或其總值（根據本公司股份於授出日期的收市價計算）超過5,000,000港元，則須事先於股東大會上取得股東批准。

授出購股權的要約可自要約日期起21日內由各承授人支付名義代價0.998港元（承授人並無其他應付代價）後接納。購股權可根據新計劃之條款，於董事會授出購股權時所釐定授出購股權當日或其後日期開始之期間內隨時行使，直至董事會授出購股權時所釐定之日期營業時間結束時屆滿；惟於任何情況下，由授出購股權當日起計不可超過10年。

購股權之行使價由董事釐定，但不可低於以下最高者：(i)本公司股份於購股權要約日期在聯交所之收市價；及(ii)本公司股份於緊接要約日期前五個營業日在聯交所之平均收市價，惟行使價不得少於本公司普通股的面值，及(iii)每股股份的面值。

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

Year ended 31 December 2022 截至2022年12月31日止年度

## 31. OTHER RESERVE (CONTINUED)

The share options granted to eligible participants of the Group were outstanding under the two Scheme during the reporting period:

## 31. 其他儲備 (續)

於報告期間，授予本集團合資格參與者的購股權乃該兩項計劃下尚未行使之購股權：

		2022 2022年		2021 2021年	
		Weighted average exercise price 加權平均 行使價 HK\$ per share 每股港元	Number of options 購股權 數目 '000 千份	Weighted average exercise price 加權平均 行使價 HK\$ per share 每股港元	Number of options 購股權 數目 '000 千份
At 1 January	於1月1日	1.00	173,800	1.01	176,450
Expired during the year	於年內屆滿	1.00	(173,800)	1.85	(2,650)
At 31 December	於12月31日	N/A不適用	—	1.00	173,800

**31. OTHER RESERVE (CONTINUED)**

The exercise prices and exercise periods of the share options outstanding as at the end of the reporting periods are as follows:

**2022**

Number of options 購股權數目 '000 千份	Exercise price* 行使價* per share 每股	Exercise period 行使期
—	N/A 不適用	N/A 不適用

2021

Number of options 購股權數目 '000 千份	Exercise price* 行使價* per share 每股	Exercise period 行使期
173,800	HK\$0.998 0.998港元	13 February 2020 to 12 February 2022 2020年2月13日至2022年2月12日

\* The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Parent Company's share capital.

**31. 其他儲備 (續)**

於報告期末，尚未行使購股權之行使價及行使期如下：

**2022年**

Exercise price* 行使價* per share 每股	Exercise period 行使期
N/A 不適用	N/A 不適用

2021年

Exercise price* 行使價* per share 每股	Exercise period 行使期
HK\$0.998 0.998港元	13 February 2020 to 12 February 2022 2020年2月13日至2022年2月12日

\* 購股權的行使價在供股或紅股發行或母公司股本的其他相若變動情況下可予調整。

## 31. OTHER RESERVE (CONTINUED)

The expected life of the options is based on the historical data over the past three years and is not necessarily indicative of the exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

No other feature of the options granted was incorporated into the measurement of fair value.

The Group recognised RMB1,403,000 share option expense during the year ended 31 December 2022 (2021: RMB11,388,000).

At the end of the reporting period, the Company had no share options outstanding under the New Scheme. (2021:173,800,000).

## 32. RESERVES

### (a) Share premium

The share premium represents the excess of ordinary shares paid by the shareholders over their nominal value.

### (b) Capital reserve

- (i) On 30 May 2014, the Company and its related parties signed the deed of novation, assignment and set-off (the “Deed”). The Deed settled and set-off the outstanding balances of the Company with related parties. The net debts due to and owing by the Company to Ideal World Investments Limited after set-off, amounting to approximately RMB963,639,000, were settled by the Company by allotting and issuing 1,000,000 new shares amounting to RMB80,000 credited as fully paid to Ideal World Investments Limited.

## 31. 其他儲備 (續)

購股權預期年期乃根據過往三年的歷史數據計算，因此未必代表可能出現的行使模式。預計波幅反映歷史波幅代表未來趨勢的假設，亦未必為實際結果。

計量公允價值時並無計及所授出購股權的其他特性。

於截至2022年12月31日止年度，本集團確認購股權開支人民幣1,403,000元（2021年：人民幣11,388,000元）。

於報告期末，本公司並無根據新計劃擁有尚未行使購股權（2021年：173,800,000份）。

## 32. 儲備

### (a) 股份溢價

股份溢價指股東支付之普通股金額超過其面值。

### (b) 資本儲備

- (i) 於2014年5月30日，本公司及其關聯方訂立更替、轉讓及抵銷契據（「該契據」）。該契據結算及抵銷本公司與關聯方的尚未償還結餘。於抵銷後，本公司應付及欠付Ideal World Investments Limited的債務淨額約為人民幣963,639,000元，由本公司透過向Ideal World Investments Limited配發及發行1,000,000股入賬列作繳足新股份而償付，金額達人民幣80,000元。

## 32. RESERVES (CONTINUED)

### (b) Capital reserve (continued)

- (ii) On 31 May 2014, the directors were authorised to capitalise HK\$126,700,000, equivalent to RMB100,825,000, by using the exchange rate on that day, standing to the credit of the capital reserve account of the Company, so that 1,267,000,000 shares were allotted and issued, pursuant to this resolution.
- (iii) Deemed contribution by the controlling shareholder represented certain residual interests of the residential business remaining in certain subsidiaries and was contributed by the controlling shareholder to the Group.

### (c) Statutory surplus reserve

In accordance with the Company Law of the PRC and the respective articles of association of the PRC group companies, each of the subsidiaries of the Group that is domiciled in Mainland China is required to allocate 10% of its profit after tax, as determined in accordance with the PRC Accounting Regulations, to the statutory surplus reserve (the "SSR") until such reserve reaches 50% of its registered capital.

In addition, certain of the PRC group companies are foreign investment enterprises which are not subject to the SSR allocation. According to the relevant PRC regulations applicable to foreign investment enterprises, each of these subsidiaries is required to allocate a certain portion (not less than 10%) of its profit after tax, as determined in accordance with the PRC Accounting Regulations, to the statutory reserve fund until such reserve reaches 50% of its registered capital.

## 32. 儲備 (續)

### (b) 資本儲備 (續)

- (ii) 於2014年5月31日，董事獲授權擴充資本126,700,000港元（按當日匯率計算相當於人民幣100,825,000元），計入本公司資本儲備賬，以根據本決議案配發及發行1,267,000,000股股份。
- (iii) 被視為控股股東出資指若干附屬公司餘下的住宅業務的若干權益，並由控股股東注入本集團。

### (c) 法定盈餘儲備

根據中國公司法及中國集團公司各自的組織章程細則，位於中國內地的本集團各附屬公司須撥付其除稅後利潤的10%（根據中國會計準則釐定）至法定盈餘公積（「法定盈餘公積」），直至該項公積達至其各自註冊資本的50%。

此外，由於若干中國集團公司為外資企業，故毋須提取法定盈餘公積。根據適用於外資企業的有關中國法規，該等附屬公司均須將根據中國會計準則所釐定的除稅後利潤的若干部份（不少於10%）撥至法定準備金，直至該項準備金達至其註冊資本的50%。



# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 December 2022 截至2022年12月31日止年度

### 33. DISPOSAL OF SUBSIDIARIES

### 33. 出售附屬公司

			2021
			2021年
		<i>Notes</i>	RMB'000
		<i>附註</i>	人民幣千元
Net assets disposed of:	已出售資產淨值：		
Property and equipment	物業及設備	12	385
Cash and cash equivalents	現金及現金等價物		5,408
Trade receivables	應收貿易賬款		1,184
Inventories	存貨		98
Prepayments, other receivables and other assets	預付款項、其他應收款項及 其他資產		41,620
Trade payables	應付貿易賬款		(650)
Other payables and accruals	其他應付款項及應計費用		(15,317)
Contract liabilities	合約負債		(5,828)
Tax payable	應付稅項		(1,107)
Non-controlling interests	非控股權益		(1,508)
			<u>24,285</u>
Gain on disposal of subsidiaries	出售附屬公司之收益	5	<u>80,369</u>
			<u>104,654</u>
Satisfied by:	按以下方式償付：		
Cash*	現金*		<u>104,654</u>

\* As disclosed in Note 35(2)(iii), the Group had sold the entire equity interests in Zhejiang Runzhou Property Services Co., Ltd., Yuyao Zhongli Property Management Co., Ltd. and Hangzhou Zhonghong Property Service Co., Ltd., all of which are engaged in commercial property management business, to Zhong An Group at an aggregate of consideration of RMB104.65 million (equivalent to approximately HK\$125.58 million) in 2021.

\* 誠如附註35(2)(iii)所披露，於2021年，本集團已按總代價人民幣104,650,000元（相當於約125,580,000港元）向眾安集團出售浙江潤洲物業服務有限公司、餘姚眾力物業管理有限公司及杭州眾宏物業服務有限公司的全部股權，彼等均從事商業物業管理業務。

33. DISPOSAL OF SUBSIDIARIES  
(CONTINUED)

## 33. 出售附屬公司 (續)

		Notes 附註	2021 2021年 RMB'000 人民幣千元
Net assets disposed of:	已出售資產淨值：		
Property and equipment	物業及設備	12	66,086
Cash and cash equivalents	現金及現金等價物		56
Prepayments, other receivables and other assets	預付款項、其他應收款項及 其他資產		1,600
Trade receivables	應收貿易賬款		19
Inventory	存貨		1,291
Trade payables	應付貿易賬款		(36,331)
Other payables and accruals	其他應付款項及應計費用		(8,862)
Contract liabilities	合約負債		(5)
			23,854
Loss on disposal of a subsidiary	出售一間附屬公司之虧損	5	(23,854)
			-
Satisfied by:	按以下方式償付：		
Consideration	代價		-

**33. DISPOSAL OF SUBSIDIARIES  
(CONTINUED)**

An analysis of the net outflow of cash and cash equivalents in respect of the disposal of subsidiaries is as follows:

		2021 2021年 RMB'000 人民幣千元
Cash consideration	現金代價	104,654
Cash and cash equivalents disposed of subsidiaries	出售附屬公司之現金及現金等值物	(5,464)
Net inflow of cash and cash equivalents in respect of the disposal of subsidiaries	出售附屬公司之現金及現金等價物流入淨額	99,190

**33. 出售附屬公司 (續)**

出售一間附屬公司之現金及現金等價物流出淨額分析如下：

**34. NOTES TO THE CONSOLIDATED  
STATEMENT OF CASH FLOWS****(a) Major non-cash transactions**

During the year, the Group had non-cash additions to right-of-use assets and lease liabilities of RMB38,416,000 and RMB38,416,000 (2021: RMB73,687,000 and RMB73,687,000), respectively, in respect of lease arrangements for buildings. The Group had non-cash transactions related with disposal of lease liabilities as disclosed in note 15.

**34. 綜合現金流量表附註****(a) 主要非現金交易**

年內，本集團有關樓宇租賃安排之使用權資產非現金添置及租賃負債分別為人民幣38,416,000元及人民幣38,416,000元（2021年：人民幣73,687,000元及人民幣73,687,000元）。本集團與出售租賃負債有關的非現金交易於附註15披露。

### 34. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

### 34. 綜合現金流量表附註 (續)

#### (b) Changes in financial liabilities arising from financing activities

#### (b) 融資活動產生之金融負債變動

		Interest-bearing bank and other borrowings 計息銀行及其他借款 RMB'000 人民幣千元	Lease liabilities 租賃負債 RMB'000 人民幣千元
At 1 January 2022	於2022年1月1日	4,635,250	167,745
Changes from financing cash flows	融資現金流量變動	(626,771)	(16,467)
New leases	新租賃	–	38,416
Disposal	出售	–	(6,696)
Interest expense	利息開支	–	7,923
Interest paid classified as operating cash flows	分類為營運現金流量之已付利息	–	(7,923)
At 31 December 2022	於2022年12月31日	4,008,479	182,998
At 1 January 2021	於2021年1月1日	5,468,649	351,201
Changes from financing cash flows	融資現金流量變動	(833,399)	(30,178)
New leases	新租賃	–	73,687
Disposal	出售	–	(226,965)
Interest expense	利息開支	–	9,266
Interest paid classified as operating cash flows	分類為營運現金流量之已付利息	–	(9,266)
At 31 December 2021	於2021年12月31日	4,635,250	167,745

#### (c) Total cash outflow for leases

The total cash outflow for leases included in the statement of cash flows is as follows:

#### (c) 租賃現金流出總額

計入現金流量表之租賃現金流出總額如下：

		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Within operating activities	營運活動內	7,923	9,266
Within financing activities	融資活動內	16,467	30,178
		<b>24,390</b>	<b>39,444</b>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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## 35. RELATED PARTY TRANSACTIONS

(1) Outstanding balances with related parties:

(i) Amounts due from related companies

		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Zhong An Group Co., Ltd.	眾安集團有限公司	-	376,954
Zhong An Group Limited	眾安集團有限公司	-	140,089
Ideal World Investments Limited	Ideal World Investments Limited	-	44,348
Glorious Days Management Limited	好時管理有限公司	-	16,352
Zhong An Financial Holdings Ltd.	眾安金融控股有限公司	-	6,547
Hangzhou Zhonghong Property Service Co., Ltd.	杭州眾宏物業服務有限公司	-	750
		-	585,040

As at 31 December 2021, amounts due from related companies were interest-free, unsecured and had no fixed terms of repayment, except for an amount of RMB376,954,000 due from Zhong An Group Co., Ltd., a fellow subsidiary of the Company, which bore interest at the annual rate of 8%. All the above related party balances as at 31 December 2021 were settled in April 2022.

## 35. 關聯方交易

(1) 與關聯方的未償還結餘：

(i) 應收關聯公司款項

於2021年12月31日，應收關聯公司款項為免息、無抵押及無固定償還期限，惟應收本集團同系附屬公司眾安集團有限公司之人民幣376,954,000元按年利率8%計息除外。所有上述於2021年12月31日之關聯方結餘已於2022年4月結清。

35. RELATED PARTY TRANSACTIONS  
(CONTINUED)

## 35. 關聯方交易 (續)

(1) Outstanding balances with related parties: (continued)

(1) 與關聯方的未償還結餘：(續)

(ii) Amounts due to related companies

(ii) 應付關聯公司款項

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Anhui Zhong An Real Estate Development Co., Ltd.	安徽眾安房地產開發有限公司	321,789	421,263
Hangzhou Huijun Information Technology Co., Ltd.	杭州匯駿信息技術有限公司	107,912	107,912
Yuyao Zhong'an Property Co., Ltd.	餘姚眾安置業有限公司	95,033	81,118
Grand Sail International Trading Limited	宏帆國際貿易(香港)有限公司	76,599	70,110
Hangzhou Junjie Investment Co., Ltd.	杭州駿捷投資有限公司	55,427	55,427
Hong Kong Hui Yuan Real Estate Limited	香港匯源地產有限公司	44,664	40,880
Rui Kai Management Ltd.	瑞凱管理有限公司	36,339	33,261
Zhejiang Runzhou Property Service Co., Ltd.	浙江潤洲物業服務有限公司	6,277	-
Zhong An Finance Limited	眾安財務有限公司	1,780	1,629
Zhong An Asset Management Co., Ltd.	眾安資產管理有限公司	1,779	1,628
Zhong An Corporate Finance Limited	眾安融資有限公司	1,779	1,628
Zhong An Securities Limited	眾安證券有限公司	1,779	1,628
Zhejiang Anyuan Agriculture Development Co., Ltd.	浙江安源農業開發有限公司	1,478	-
Zhong An Service Holding Group Co., Ltd.	眾安服務控股集團有限公司	1,097	1,750
Hangzhou Zhong An Longsheng Urban Development Co., Ltd.	杭州眾安隆盛城市發展有限公司	1,042	-
Zhejiang Anyuan Housekeeping Service Co., Ltd.	浙江安源家政服務有限公司	127	-
		<b>754,901</b>	818,234

Amounts due to related companies are interest-free, unsecured and have no fixed terms of repayment.

應付關聯公司款項為免息、無抵押及無固定償還期限。

35. RELATED PARTY TRANSACTIONS  
(CONTINUED)

(2) The Group had the following transactions carried out with related parties during the year:

(i) Repayment from/loans to related companies

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<i>Repayment from related companies</i>	<i>自關聯公司償還</i>		
The ultimate holding company	最終控股公司	60,724	-
Fellow subsidiaries	同系附屬公司	617,539	435,646
		<b>678,263</b>	435,646

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<i>Loans to related companies</i>	<i>向關聯公司貸款</i>		
The ultimate holding company	最終控股公司	-	10,717
Fellow subsidiaries	同系附屬公司	93,223	-
		<b>93,223</b>	10,717

Loans to related companies are interest-free, unsecured and have no fixed terms of repayment, except the loans to Zhong An Group Co., Ltd., a fellow subsidiary, which bears interest at the annual rate of 8% (2021: 8%) as disclosed in note 35(1)(i).

向關聯公司之貸款為免息、無抵押及無固定償還期限，惟向同系附屬公司眾安集團有限公司之貸款除外，誠如附註35(1)(i)所披露，其按年利率8% (2021年：8%) 計息。

## 35. 關聯方交易 (續)

(2) 於年內本集團與關聯方進行的交易如下：

(i) 自關聯公司償還／向關聯公司貸款

### 35. RELATED PARTY TRANSACTIONS (CONTINUED)

(2) The Group had the following transactions carried out with related parties during the year: (continued)

(ii) Repayment to/loans from related companies

		<b>2022</b>	2021
		<b>2022年</b>	2021年
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
<i>Repayment to related companies</i>	<i>向關聯公司償還</i>		
Fellow subsidiaries	同系附屬公司	<b>63,333</b>	-

		<b>2022</b>	2021
		<b>2022年</b>	2021年
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
<i>Loans from related companies</i>	<i>自關聯公司貸款</i>		
Fellow subsidiaries	同系附屬公司	-	212,324

Loans from related companies are interest-free, unsecured and have no fixed terms of repayment.

(2) 於年內本集團與關聯方進行的交易如下：(續)

(ii) 向關聯公司償還／自關聯公司貸款

<b>2022</b>	2021
<b>2022年</b>	2021年
<b>RMB'000</b>	RMB'000
人民幣千元	人民幣千元

<b>63,333</b>	-
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<b>2022</b>	2021
<b>2022年</b>	2021年
<b>RMB'000</b>	RMB'000
人民幣千元	人民幣千元

-	212,324
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自關聯公司之貸款為免息、無抵押及無固定償還期限。



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35. RELATED PARTY TRANSACTIONS  
(CONTINUED)

35. 關聯方交易 (續)

(2) The Group had the following transactions carried out with related parties during the year: (continued)

(2) 於年內本集團與關聯方進行的交易如下：(續)

(iii) Property service fee

(iii) 物業服務費用

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<i>Property management fee</i>	<i>物業服務費用</i>		
Zhejiang Zhong An Property Management Co., Ltd.	浙江眾安物業服務有限公司	9,240	9,861
Zhejiang Runzhou Property Services Co., Ltd.*	浙江潤洲物業服務有限公司*	8,123	7,701
Yuyao Zhongli Property Management Co., Ltd.*	餘姚眾力物業管理有限公司*	1,528	1,374
Hangzhou Zhonghong Property Service Co., Ltd.*	杭州眾宏物業服務有限公司*	3,824	4,558
		<b>22,715</b>	23,494
<i>Value-added services mainly to property developers</i>	<i>主要向物業開發商提供之增值服務</i>		
Zhejiang Zhong An Property Management Co., Ltd.	浙江眾安物業服務有限公司	796	-
Zhejiang Runzhou Property Services Co., Ltd.*	浙江潤洲物業服務有限公司*	6,348	4,221
		<b>7,144</b>	4,221
<i>Community value added services</i>	<i>社區增值服務</i>		
Zhejiang Zhong An Property Management Co., Ltd.	浙江眾安物業服務有限公司	1,811	2,623
		<b>31,670</b>	30,338

### 35. RELATED PARTY TRANSACTIONS (CONTINUED)

(2) The Group had the following transactions carried out with related parties during the year: (continued)

(iii) Property service fee (continued)

The prices for the above services fees were determined in accordance with the terms and conditions mutually agreed by the contracting parties.

The above related party transactions also constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules.

\* As disclosed in note 4, on 3 February 2021, the Group had entered into sales and purchase agreements with Zhong An Group to agree conditionally to sell the entire equity interests in Zhejiang Runzhou Property Services Co., Ltd., Yuyao Zhongli Property Management Co., Ltd. and Hangzhou Zhonghong Property Service Co., Ltd., all of which are engaged in commercial property management business ("Transfers"). The Transfers was approved in the extraordinary general meeting on 24 March 2021 and fully completed on 13 April 2021.

(iv) Interest income

### 35. 關聯方交易 (續)

(2) 於年內本集團與關聯方進行的交易如下：(續)

(iii) 物業服務費用 (續)

上述服務費用的價格乃根據合約雙方相互協定之條款及條件釐定。

上述關聯方交易亦構成上市規則第14A章所界定之關連交易或持續關連交易。

\* 誠如附註4所披露，於2021年2月3日，本集團已與眾安集團訂立買賣協議，以有條件同意出售浙江潤洲物業服務有限公司、餘姚眾力物業管理有限公司及杭州眾宏物業服務有限公司的全部股權，彼等均從事商業物業管理業務（「轉讓」）。轉讓已於2021年3月24日舉行之股東特別大會上獲批准並於2021年4月13日悉數完成。

(iv) 利息收入

	2022	2021
	2022年	2021年
	RMB'000	RMB'000
	人民幣千元	人民幣千元
Zhong An Group Co., Ltd. 眾安集團有限公司	<b>18,915</b>	109,036

(v) Compensation of key management personnel of the Group, which comprises the remuneration of the directors, is disclosed in note 8.

(vi) As disclosed in note 29, the Group's borrowings of RMB192,000,000 (2021: RMB50,000,000) were guaranteed by Mr. Shi Zhongan at 31 December 2022 at nil consideration.

(v) 本集團主要管理人員的薪酬（包括董事薪酬）已於附註8披露。

(vi) 誠如附註29所披露，於2022年12月31日，本集團之借款人民幣192,000,000元（2021年：人民幣50,000,000元）乃由施中安先生擔保且無需任何代價。

### 35. RELATED PARTY TRANSACTIONS (CONTINUED)

(2) The Group had the following transactions carried out with related parties during the year: (continued)

(vii) As disclosed in note 29, the Group's borrowings of RMB1,000,000,000 (2021: Nil) were guaranteed by Zhong An Group Limited at 31 December 2022.

(3) Financial support

As at 31 December 2022, the Group had net current liabilities of approximately RMB439,574,000. Zhong An Group has provided continuous financial support to the Group to meet the Group's liabilities as and when they fall due for at least the next 12 months from the end of this reporting period.

### 36. COMMITMENTS

The Group had the following commitments for property development expenditure at the end of the reporting period:

Contracted, but not provided for: 已訂約但未撥備：  
Properties under development 開發中物業

### 35. 關聯方交易 (續)

(2) 於年內本集團與關聯方進行的交易如下：(續)

(vii) 誠如附註29所披露，本集團的借款人民幣1,000,000,000元（2021年：無）於2022年12月31日由眾安集團有限公司提供擔保。

(3) 財務支持

於2022年12月31日，本集團的流動負債淨值約為人民幣439,574,000元。眾安集團已向本集團提供持續的財務支持，以償還本集團自本報告期末起至少12個月到期的負債。

### 36. 承擔

於報告期末，本集團就物業開發支出的承擔如下：

2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
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<b>1,049,590</b>	1,330,123
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## 37. CONTINGENT LIABILITIES

### (a) Mortgage facilities granted by banks

The Group provided guarantees in respect of the mortgage facilities granted by certain banks to the purchasers of the Group's properties. Pursuant to the terms of the guarantee arrangements, in case of default on mortgage payments by the purchasers, the Group is responsible for repaying the outstanding mortgage loans together with any accrued interest and penalty owed by the defaulted purchasers to the banks. The Group is then entitled to take over the legal titles of the related properties. The Group's guarantee periods commence from the dates of grant of the relevant mortgage loans and end after the execution of individual purchasers' collateral agreements.

The Group did not incur any material losses during the reporting period in respect of the guarantees provided for mortgage facilities granted to purchasers of the Group's properties. The directors consider that in case of default on payments, the net realisable value of the related properties can cover the repayment of the outstanding mortgage loans together with any accrued interest and penalty, and therefore no provision has been made in connection with the guarantees.

## 37. 或然負債

### (a) 銀行提供之按揭貸款

本集團就若干銀行向本集團物業的買家授出的按揭信貸出具擔保。根據擔保安排條款，倘買家未能償還按揭款項，本集團有責任向銀行償還買家結欠的餘下按揭貸款及任何應計利息及罰款。本集團其後有權接收相關物業的合法所有權。本集團的擔保期由授出相關按揭貸款日期起至個別買家簽署抵押協議後止。

於報告期間，本集團並無就本集團物業的買家獲授予的按揭信貸所提供的擔保而產生任何重大損失。董事認為，倘出現未能還款的情況，相關物業的可變現淨值足以償還餘下的按揭貸款及任何應計利息及罰款，因此並無就該等擔保作出撥備。

	<b>2022</b>	2021
	<b>2022年</b>	2021年
	<b>RMB'000</b>	RMB'000
	<b>人民幣千元</b>	人民幣千元
Guarantees given to banks for:		
Mortgage facilities granted to purchasers of the Group's properties	<b>406,830</b>	316,410

就以下項目給予銀行的擔保：  
本集團物業買家獲授按揭信貸

## 37. CONTINGENT LIABILITIES (CONTINUED)

### (b) Claim arising from the litigation

As disclosed in note 18, on 7 January 2019, the Company allotted and issued 178,280,000 shares to Hangzhou Oriental Culture Tourism Group Co., Ltd. (“the Seller”) for the purpose of acquiring 22.65% of equity interests in Zhejiang Xinnongdu Industrial Co., Ltd. (“XND”) under the equity transfer agreement announced on 20 July 2018 (“the Transaction”). However, the Seller had filed a lawsuit against the Company to cancel the Transaction. The Company had lost the lawsuit in the first trial verdict, and had appealed to higher court. Currently, the lawsuit is still in process. The directors, based on the advice from the Group’s legal counsel, believe that they have a valid defence against the allegation in their appeal to higher court, and have not provided for the claim arising from the litigation, other than the related legal and other costs.

## 37. 或然負債 (續)

### (b) 訴訟產生之索償

誠如附註18所披露，於2019年1月7日，本公司向杭州東方文化園旅業集團有限公司（「賣方」）配發及發行178,280,000股股份，用以根據2018年7月20日公告的股權轉讓協議收購浙江新農都實業有限公司（「新農都」）的22.65%股權（「交易」）。然而，賣方已向本公司提起訴訟，要求取消交易。本公司一審判決敗訴並已向高等法院提起上訴。目前，訴訟仍在進行。根據本集團法律顧問的意見，董事認為，彼等能夠在向高等法院提起上訴時對該指控進行有效抗辯且尚未就訴訟產生的索賠作出撥備，惟相關法律及其他成本除外。

### 38. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

2022

### 38. 以類別劃分的金融工具

各類金融工具於報告期末的賬面值如下：

2022年

		Financial assets at fair value through other comprehensive income	Financial assets at fair value through profit or loss		
		按公允價值計入其他全面收益的金融資產	按公允價值計入損益的金融資產		
		Financial assets at amortised cost	Equity investments	Mandatorily designated as such	Total
		按攤銷成本計量的金融資產	股權投資	強制指定為如此	總計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Financial assets:</b>	<b>金融資產：</b>				
Financial assets included in long term prepayments	計入長期預付款的金融資產	29,869	-	-	29,869
Equity investments designated at fair value through other comprehensive income	指定為按公允價值計入其他全面收益的股本投資	-	353,534	-	353,534
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產	-	-	20,164	20,164
Trade receivables	應收貿易賬款	47,795	-	-	47,795
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產	379,571	-	-	379,571
Restricted cash	受限制現金	232,152	-	-	232,152
Cash and cash equivalents	現金及現金等價物	948,087	-	-	948,087
		<b>1,637,474</b>	<b>353,534</b>	<b>20,164</b>	<b>2,011,172</b>

### 38. FINANCIAL INSTRUMENTS BY CATEGORY (CONTINUED)

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:  
(continued)

2022

**Financial liabilities:**

Trade payables

Financial liabilities included in other payables and accruals

Interest-bearing bank and other borrowings

Lease liabilities

Amounts due to related companies

**金融負債：**

應付貿易賬款

計入其他應付款項及應計費用的金融負債

計息銀行及其他借款

租賃負債

應付關聯公司款項

### 38. 以類別劃分的金融工具 (續)

各類金融工具於報告期末的賬面值如下：  
(續)

2022年

**Financial liabilities**

**at amortised cost**

按攤銷成本

計量的金融負債

**RMB'000**

人民幣千元

598,758

233,340

4,008,479

182,998

754,901

5,778,476

### 38. FINANCIAL INSTRUMENTS BY CATEGORY (CONTINUED)

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows: (continued)

2021

### 38. 以類別劃分的金融工具 (續)

各類金融工具於報告期末的賬面值如下：(續)

2021年

		Financial assets at fair value through other comprehensive income 按公允價值 計入其他 全面收益的 金融資產	Financial assets at fair value through profit or loss 按公允價值 計入損益的 金融資產	
	Financial assets at amortised cost 按攤銷成本 計量的金融資產 RMB'000 人民幣千元	Equity investments 股權投資 RMB'000 人民幣千元	Mandatorily designated as such 強制指為如此 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Financial assets:</b>				
Financial assets included in long term prepayments	28,467	-	-	28,467
Equity investments designated at fair value through other comprehensive income	-	335,050	-	335,050
Financial assets at fair value through profit or loss	-	-	68	68
Trade receivables	41,246	-	-	41,246
Financial assets included in prepayments, other receivables and other assets	257,890	-	-	257,890
Amounts due from related companies	585,040	-	-	585,040
Restricted cash	344,965	-	-	344,965
Cash and cash equivalents	1,603,069	-	-	1,603,069
	2,860,677	335,050	68	3,195,795



### 38. FINANCIAL INSTRUMENTS BY CATEGORY (CONTINUED)

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:  
(continued)

2021

### 38. 以類別劃分的金融工具 (續)

各類金融工具於報告期末的賬面值如下：  
(續)

2021年

		Financial liabilities at amortised cost 按攤銷成本計量的金融負債 RMB'000 人民幣千元
<b>Financial liabilities:</b>	<b>金融負債：</b>	
Trade payables	應付貿易賬款	480,901
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	285,295
Interest-bearing bank and other borrowings	計息銀行及其他借款	4,635,250
Lease liabilities	租賃負債	167,745
Amounts due to related companies	應付關聯公司款項	818,234
		<u>6,387,425</u>

### 39. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

### 39. 金融工具的公允價值及公允價值層級

本集團金融工具的賬面值及公允價值如下，惟賬面值與公允價值合理相若者除外：

	Carrying amounts 賬面值		Fair values 公允價值	
	2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
<b>Financial liabilities</b>				
Interest-bearing bank and other borrowings	4,008,479	4,635,250	3,912,969	4,460,020
<b>金融負債</b>				
計息銀行及其他借款				

Management has assessed that the fair values of cash and cash equivalents, the current portion of restricted cash, trade receivables, trade payables, financial assets included in prepayments, other receivables and other assets, financial liabilities included in other payables and accruals, amounts due from/to related companies, approximate to their carrying amounts largely due to the short term maturities of these instruments.

由於現金及現金等價物、受限制現金的即期部份、應收貿易賬款、應付貿易賬款、計入預付款項、其他應收款項及其他資產的金融資產、計入其他應付款項及應計費用中的金融負債、應收／應付關聯公司款項於短期內到期，故管理層評估該等工具公允價值與其賬面值相若。

The fair values of the non-current portion of restricted cash, financial assets included in long term prepayments and financial assets at fair value through profit or loss and financial assets at fair value through other comprehensive income have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities.

受限制現金非即期部份、計入長期預付款的金融資產、按公允價值計入損益的金融資產及按公允價值計入其他全面收益的金融資產的公允價值乃透過使用具有相似條款、信貸風險及剩餘到期日的金融工具現時可用折現率將預期未來現金流量折現而計算。

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

金融資產及負債的公允價值以該工具於自願交易方（而非強迫或清倉銷售）當前交易下的可交易金額入賬。下列方法及假設乃用於估算公允價值：

The fair values of the interest-bearing bank and other borrowings have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities.

計息銀行及其他借款的公允價值乃透過使用具類似條款、信貸風險及餘下到期日的金融工具現時所用折現率將預期未來現金流量折現而計算。

### 39. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

The fair values of listed equity investments are based on quoted market prices. The fair values of unlisted equity investments designated at fair value through other comprehensive income, have been estimated using a market-based valuation technique based on assumptions that are not supported by observable market prices or rates. The valuation requires the directors to determine comparable public companies (peers) based on industry, size, leverage and strategy, and to calculate an appropriate price multiple, such as price to book ratio (“P/B”) multiple and price to earnings (“P/E”) multiple, for each comparable company identified. The multiple is calculated by dividing the enterprise value of the comparable company by an earnings measure. The trading multiple is then discounted for considerations such as illiquidity and size differences between the comparable companies based on company-specific facts and circumstances. The discounted multiple is applied to the corresponding earnings measure of the unlisted equity investments to measure the fair value. The directors believe that the estimated fair values resulting from the valuation technique, which are recorded in the consolidated statement of financial position, and the related changes in fair values, which are recorded in other comprehensive income, are reasonable, and that they were the most appropriate values at the end of the reporting period.

For the fair value of the unlisted equity investments at fair value through other comprehensive income, management has estimated the potential effect of using reasonably possible alternatives as inputs to the valuation model.

### 39. 金融工具的公允價值及公允價值層級 (續)

上市股本投資的公允價值按市場報價釐定。指定為按公允價值計入其他全面收益的非上市股本投資的公允價值使用市場估值方法並假設並無可觀察的市場價格或利率估計。估值要求董事根據行業、規模、槓桿及策略釐定可比較公眾公司 (同業公司) 並就識別的每個可比較公司計算合適的價格倍數，如市賬率 (「市賬率」) 倍數及市盈率 (「市盈率」) 倍數。該倍數按可比較公司的企業價值除以盈利計算，然後根據各公司具體事實及情況就可比較公司間的流動資金及規模差異等因素對交易倍數進行折現。折現後的倍數用於計算非上市股本投資的相應盈利，從而計量公允價值。董事認為估值技術導致的估計公允價值 (於中期簡明財務狀況表入賬) 及公允價值的相關變動 (於其他全面收益入賬) 乃屬合理且為報告期末最適當的估值。

就按公允價值計入其他全面收益的非上市股本投資的公允價值而言，管理層已估計使用合理可能替代工具作為估值模型輸入數據的潛在影響。

### 39. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

Set out below is a summary of significant unobservable inputs to the valuation of financial instruments together with a quantitative sensitivity analysis as at 31 December 2022 and 2021:

### 39. 金融工具的公允價值及公允價值層級 (續)

以下載列於2022年及2021年12月31日金融工具估值所使用的重大不可觀察輸入數據及定量敏感度分析概要：

	Valuation technique 估值技術	Significant unobservable inputs 重大不可觀察輸入數據	Range 範圍	Sensitivity of fair value to the input 公允價值對輸入數據的敏感度 RMB'000 人民幣千元
Unlisted equity investments 非上市股權投資	Valuation multiples 估值倍數	Adopted P/B multiple of peers 同業公司的平均市賬率倍數	2022: 1.6 (2021: 1.6) 2022年：1.6 (2021年：1.6)	5% (2021: 5%) increase/decrease in multiple would result in increase/decrease in fair value by 17,677 (2021: 16,753) 倍數增加/減少5% (2021年：5%) 將導致公允價值增加/減少17,677 (2021年：16,753)
		Discount for lack of marketability 缺乏市場流通性折現	2022: 25% (2021: 25%) 2022年：25% (2021年：25%)	5% (2021: 5%) increase/decrease in discount would result in decrease/increase in fair value by 5,892 (2021: 5,584) 折讓增加/減少5% (2021年：5%) 將導致公允價值減少/增加5,892 (2021年：5,584)

The discount for lack of marketability represents the amounts of premiums and discounts determined by the Group that market participants would take into account when pricing the investments.

缺乏市場流通性折讓指市場參與者在對投資進行定價時會考慮的由本集團釐定的溢價及折讓金額。

### 39. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

All financial instruments for which fair value is recognised or disclosed are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted market prices in an active market (that are unadjusted) for identical assets or liabilities
- Level 2 — Valuation techniques (for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable)
- Level 3 — Valuation techniques (for which the lowest level input that is significant to the fair value measurement is unobservable)

#### Fair value hierarchy

All the above financial assets and liabilities had Level 2 inputs other than financial assets at fair value through profit or loss and equity investments designated at fair value through other comprehensive income which had Level 1, Level 2 and Level 3 inputs respectively. The fair value hierarchy of investment properties is disclosed in note 13 to the financial statements.

### 39. 金融工具的公允價值及公允價值層級 (續)

確認或披露公允價值的所有金融工具，均根據對公允價值計量整體而言屬重要輸入數據之最低層級在下述公允價值等級內進行分類：

- 第1級別 — 同類資產或負債於活躍市場的市場報價 (未經調整)
- 第2級別 — 估值技術 (其對公允價值計量而言屬重要之最低層級輸入數據為可直接或間接觀察)
- 第3級別 — 估值技術 (其對公允價值計量而言屬重要之最低層級輸入數據為不可觀察)

#### 公允價值架構

除按公允價值計入損益的金融資產及指定為按公允價值計入其他全面收益的股本投資有第1級別、第2級別及第3級別輸入數據外，以上所有金融資產及負債均有第2級別輸入數據。投資物業的公允價值等級已於財務報表附註13披露。

### 39. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

#### Fair value hierarchy (continued)

The following table illustrates the fair value measurement hierarchy of the Group's financial instruments:

		Fair value measurement using 使用以下各項的公允價值計量			
		Quoted prices in active markets 活躍市場 的報價 (Level 1) (第1級別) RMB'000 人民幣千元	Significant observable inputs 重大可觀察 輸入數據 (Level 2) (第2級別) RMB'000 人民幣千元	Significant unobservable inputs 重大不可觀察 輸入數據 (Level 3) (第3級別) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產	52	20,112	–	20,164
Equity investments designated at fair value through other comprehensive income	指定為按公允價值計入其他全面收益的股權投資	–	–	353,534	353,534
As at 31 December 2022	於2022年12月31日	52	20,112	353,534	373,698
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產	68	–	–	68
Equity investments designated at fair value through other comprehensive income	指定為按公允價值計入其他全面收益的股權投資	–	–	335,050	335,050
As at 31 December 2021	於2021年12月31日	68	–	335,050	335,118

During the reporting period, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3.

#### 公允價值架構 (續)

下表列示本集團金融工具的公允價值計量層級：

於報告期間，第1級別與第2級別之間並無公允價值計量轉移，且並無轉入或轉出第3級別。

## 40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise cash and cash equivalents, short term deposits, lease liabilities and interest-bearing bank and other borrowings. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The Group does not hold or issue derivative financial instruments for trading purposes. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below:

### (a) Interest rate risk

The Group has no significant interest-bearing assets. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's bank and other borrowings with floating interest rates. The Group has not used any interest rate swaps to hedge its interest rate risk.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's loss before tax (through the impact on floating rate borrowings) and the Group's equity, assuming all the increases or decreases are dealt with in profit or loss, without consideration of interest capitalisation.

## 40. 財務風險管理目標及政策

本集團的金融工具主要包括現金及現金等價物、短期存款、租賃負債和計息銀行及其他借款。這些金融工具主要用於為本集團營運籌集資金。本集團擁有其他各類金融資產及負債，例如應收貿易賬款及應付貿易賬款，是直接從其營運產生。

本集團金融工具所產生的主要風險是利率風險、外幣風險、信貸風險和流動資金風險。本集團沒有持有或發行衍生金融工具作買賣用途。董事會檢討並同意管理該等每項風險的政策概要如下：

### (a) 利率風險

本集團並無重大計息資產。本集團就市場利率轉變所承受的風險主要與本集團的浮息銀行及其他借款有關。本集團未有使用任何利率掉期對沖其利率風險。

下表列出利率合理可能變動下，透過浮動利率借貸的影響，本集團除稅前虧損及本集團權益的敏感度（所有其他可變因素保持不變），假設所有增加或減少於損益入賬，而不計及利息資本化。

## 40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

## 40. 財務風險管理目標及政策 (續)

### (a) Interest rate risk (continued)

### (a) 利率風險 (續)

		(Decrease)/ Increase/ (decrease) in basis points 基點 增加 / (減少)	(Decrease)/ increase in loss before tax 除稅前虧損 (減少) / 增加 RMB'000 人民幣千元	(Decrease)/ increase in equity 權益 (減少) / 增加 RMB'000 人民幣千元
<b>2022</b>	<b>2022年</b>			
RMB	人民幣	50	(16,172)	(12,129)
RMB	人民幣	(50)	16,172	12,129
2021	2021年			
RMB	人民幣	50	(22,285)	(16,714)
RMB	人民幣	(50)	22,285	16,714

### (b) Foreign currency risk

The Group has transactional currency exposures. Such exposures arise from sales or purchases by operating units and financing activities in currencies other than the units' functional currencies.

In addition, the Group has currency exposures from its interest-bearing bank borrowings.

### (b) 外幣風險

本集團須承受交易貨幣風險。有關風險產生自經營單位進行銷售或採購以及以單位功能貨幣以外之貨幣進行融資活動。

此外，本集團自其計息銀行借款產生貨幣風險。



## 40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

### (b) Foreign currency risk (continued)

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the US\$ and HK\$ exchange rates, with all other variables hold constant, of the Group's loss before tax and the Group's equity.

## 40. 財務風險管理目標及政策 (續)

### (b) 外幣風險 (續)

下表列示本集團除稅前虧損及本集團權益於報告期末對美元及港元匯率合理可能變動的敏感度，惟所有其他可變因素保持不變。

		Increase/ (decrease) in foreign currency rate 外幣匯率 增加／(減少) %	Increase/ (decrease) in loss before tax 除稅前虧損 增加／(減少) RMB'000 人民幣千元	Increase/ (decrease) in equity 權益 增加／(減少) RMB'000 人民幣千元
<b>2022</b>	<b>2022年</b>			
If HK\$ weakens against US\$	倘港元兌美元貶值	5	4,404	3,303
If HK\$ strengthens against US\$	倘港元兌美元升值	(5)	(4,404)	(3,303)
<b>2021</b>	<b>2021年</b>			
If HK\$ weakens against US\$	倘港元兌美元貶值	5	929	697
If HK\$ strengthens against US\$	倘港元兌美元升值	(5)	(929)	(697)

## 40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

### (c) Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

#### Maximum exposure and year-end staging

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December. The amounts presented are gross carrying amounts for financial assets and the exposure to credit risk for the financial guarantee contracts.

	12-month ECLs 12個月預期 信貸虧損			Lifetime ECLs 全期預期信貸虧損	
	Stage 1 第一階段 RMB'000 人民幣千元	Stage 2 第二階段 RMB'000 人民幣千元	Stage 3 第三階段 RMB'000 人民幣千元	Simplified approach 簡化法 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>As at 31 December 2022</b> <b>於2022年12月31日</b>					
Trade receivables* 應收貿易賬款*	-	-	-	47,795	47,795
Financial assets included in long term prepayments – Normal** 計入長期預付款的金融資產—正常**	29,869	-	-	-	29,869
Financial assets included in prepayments, other receivables and other assets – Normal** 計入預付款項、其他應收款項及其他資產的金融資產—正常**	379,571	-	-	-	379,571
Restricted cash – Not yet past due 受限制現金—未逾期	232,152	-	-	-	232,152
Cash and cash equivalents – Not yet past due 現金及現金等價物—未逾期	948,087	-	-	-	948,087
	<b>1,589,679</b>	<b>-</b>	<b>-</b>	<b>47,795</b>	<b>1,637,474</b>

## 40. 財務風險管理目標及政策 (續)

### (c) 信貸風險

本集團僅與經認可且信譽良好的第三方進行交易。本集團的政策規定，所有擬按信貸期進行交易的客戶，均須接受信貸核實程序。此外，本集團持續監察應收款項結餘，且本集團的壞賬風險並不重大。

#### 最高風險及年末階段

下表顯示根據本集團信貸政策之信貸質素及最高信貸風險(除非可於毋須產生過度成本或努力之情況下取得其他資料，否則有關資料主要基於逾期資料得出)，以及於12月31日之年末階段分類。所呈列金額為金融資產之總賬面值及財務擔保合約之信貸風險。

## 40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

## 40. 財務風險管理目標及政策 (續)

### (c) Credit risk (continued)

### (c) 信貸風險 (續)

	12-month ECLs 12個月預期 信貸虧損		Lifetime ECLs 全期預期信貸虧損			Total 總計
	Stage 1 第一階段	Stage 2 第二階段	Stage 3 第三階段	Simplified approach 簡化法		
As at 31 December 2021 於2021年12月31日	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	
Trade receivables* 應收貿易賬款*	-	-	-	41,246	41,246	
Financial assets included in long term prepayments – Normal** 計入長期預付款的 金融資產—正常**	28,467	-	-	-	28,467	
Financial assets included in prepayments, other receivables and other assets – Normal** 計入預付款項、其他應收 款項及其他資產的 金融資產—正常**	257,890	-	-	-	257,890	
Amounts due from related companies 應收關聯公司款項						
- Not yet past due 未逾期	585,040	-	-	-	585,040	
Restricted cash – Not yet past due 受限制現金—未逾期	344,965	-	-	-	344,965	
Cash and cash equivalents 現金及現金等價物						
- Not yet past due 未逾期	1,603,069	-	-	-	1,603,069	
	2,819,431	-	-	41,246	2,860,677	

\* For trade receivables to which the Group applies the simplified approach for impairment, information is disclosed in note 23 to the financial statements.

\*\* The credit quality of the financial assets included in prepayments, other receivables and other assets and the financial assets included in long term prepayments are considered to be "Normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be "doubtful".

\* 就本集團應用簡化法計算減值之應收貿易賬款而言，資料披露於財務報表附註23。

\*\* 當計入預付款項、其他應收款項及其他資產的金融資產及計入長期預付款項的金融資產並無逾期，而且並無資料顯示金融資產自首次確認以來其信貸風險已顯著增加，其信貸質素將視為「正常」。否則，金融資產的信貸質素將視為「呆賬」。

## 40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

### (d) Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g., trade receivables) and projected cash flows from operations.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank and other borrowings.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

	On demand	Less than 3 months	3 to less than 12 months	1 to 5 years	Over 5 years	Total
	按要求	少於3個月	少於12個月	1至5年	5年以上	總計
2022	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
2022年	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Interest-bearing bank and other borrowings	-	401,918	917,520	2,244,441	444,600	4,008,479
Interest payable in relation to bank and other borrowings	-	78,254	185,782	366,381	26,901	657,318
Trade payables	-	549,069	49,689	-	-	598,758
Amounts due to related parties	754,901	-	-	-	-	754,901
Financial liabilities included in other payables and accruals	233,340	-	-	-	-	233,340
Lease liabilities	-	29,780	23,141	92,458	83,086	228,465
	988,241	1,059,021	1,176,132	2,703,280	554,587	6,481,261

## 40. 財務風險管理目標及政策 (續)

### (d) 流動資金風險

本集團採用經常性流動資金計劃工具監察其資金短缺風險。該工具考慮其金融工具及金融資產(如應收貿易賬款)兩者之到期情況及經營業務之預計現金流量。

本集團的目的乃透過利用銀行及其他借款，維持資金延續性與靈活性之間的平衡。

根據訂約未貼現付款，本集團金融負債於報告期末的到期概況如下：

## 40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

## 40. 財務風險管理目標及政策 (續)

### (d) Liquidity risk (continued)

	On demand	Less than 3 months	3 to less than 12 months 3個月至 12個月	1 to 5 years	Over 5 years	Total
2021	按要求 RMB'000	少於3個月 RMB'000	少於12個月 RMB'000	1至5年 RMB'000	5年以上 RMB'000	總計 RMB'000
2021年	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Interest-bearing bank and other borrowings	-	53,840	1,473,470	2,056,667	1,051,273	4,635,250
Interest payable in relation to bank and other borrowings	-	78,086	212,960	255,602	60,164	606,812
Trade payables	-	435,333	45,568	-	-	480,901
Amounts due to related parties	818,234	-	-	-	-	818,234
Financial liabilities included in other payables and accruals	285,295	-	-	-	-	285,295
Lease liabilities	-	15,192	21,346	93,788	84,977	215,303
	1,103,529	582,451	1,753,344	2,406,057	1,196,414	7,041,795

### (d) 流動資金風險 (續)

### (e) Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2022 and 2021.

### (e) 資本管理

本集團資本管理的主要目的旨在保障本集團能夠持續經營及維持穩健的資本比率，以支持其業務及使股東價值最大化。

本集團管理其資本結構，並根據經濟環境的變動和相關資產的風險特徵對其作出調整。為維持或調整資本結構，本集團可能調整支付予股東的股息、將資本返還予股東或發行新股份。本集團不受任何外部強加資本要求限制。於截至2022年及2021年12月31日止年度，管理資本的目標、政策或流程概無任何變動。

## 40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

### (e) Capital management (continued)

The Group monitors capital using a gearing ratio, which is net debt divided by capital plus net debt. Net debt includes interest-bearing bank and other borrowings, trade payables, other payables and accruals, and lease liabilities, less cash and cash equivalents. Capital represents equity attributable to owners of the parent. The gearing ratios as at the end of the reporting periods were as follows:

## 40. 財務風險管理目標及政策 (續)

### (e) 資本管理 (續)

本集團運用資產負債比率監控資本，該資產負債比率為債務淨額除以資本加債務淨額。債務淨額包括計息銀行及其他借款、應付貿易賬款、其他應付款項及應計費用以及租賃負債，減現金及現金等價物。資本為母公司擁有人應佔權益。於報告期末的資產負債比率如下：

		As at 31 December 於12月31日	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Interest-bearing bank and other borrowings (note 29)	計息竹 (附註29)	4,008,479	4,635,250
Trade payables	應付貿易賬款	598,758	480,901
Other payables and accruals	其他應付款項及應計費用	248,137	309,808
Lease liabilities	租賃負債	182,998	167,745
Less: Cash and cash equivalents	減：現金及現金等價物	(948,087)	(1,603,069)
Net debt	債務淨額	4,090,285	3,990,635
Equity attributable to owners of the parent	母公司擁有人應佔權益	5,103,573	5,500,142
Capital and net debt	股本及債務淨額	9,193,858	9,490,777
Gearing ratio	資產負債比率	44%	42%

## 41. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

## 41. 本公司之財務狀況表

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

有關本公司於報告期末之財務狀況表之資料如下：

		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
<b>Non-current assets</b>	<b>非流動資產</b>		
Investments in subsidiaries	於附屬公司的投資	1,326,803	1,326,803
Property and equipment	物業及設備	1	2
Long term prepayments	長期預付款	167,382	163,889
Total non-current assets	總非流動資產	1,494,186	1,490,694
<b>Current assets</b>	<b>流動資產</b>		
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	112,172	93,264
Financial assets at fair value through profit or loss	按公允價值計入損益之金融資產	52	68
Amounts due from subsidiaries	應收附屬公司款項	1,568,170	1,372,268
Amounts due from related parties	應收關聯公司款項	-	162,989
Inventories	存貨	110	101
Cash and cash equivalents	現金及現金等價物	60,073	17,440
Total current assets	總流動資產	1,740,577	1,646,130
<b>Current liabilities</b>	<b>流動負債</b>		
Amounts due to subsidiaries	應付附屬公司款項	929,600	930,049
Amounts due to related companies	應付關聯公司款項	128,380	138,936
Trade payables	應付貿易賬款	62	82
Total current liabilities	總流動負債	1,058,042	1,069,067
<b>Net current assets</b>	<b>流動資產淨值</b>	682,535	577,063
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>	2,176,721	2,067,757
<b>Net assets</b>	<b>淨資產</b>	2,176,721	2,067,757
<b>Equity</b>	<b>權益</b>		
Equity attributable to owners of the parent	母公司擁有人應佔權益		
Share capital	股本	160,220	160,220
Reserves (note 32 (a))	儲備 (附註32(a))	2,016,501	1,907,537
<b>Total equity</b>	<b>總權益</b>	2,176,721	2,067,757

## 41. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (CONTINUED)

Note (a):

A summary of the Company's reserves is as follows:

		Share premium account 股份溢價賬 RMB'000 人民幣千元	Exchange fluctuation reserve 匯兌波動儲備 RMB'000 人民幣千元	Accumulated losses 累計虧損 RMB'000 人民幣千元	Capital reserve 資本儲備 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2022	於2022年1月1日	719,697	12,570	(82,363)	1,257,633	1,907,537
Total comprehensive income/(loss) for the year	年內全面收益／(虧損) 總額	-	115,899	(8,338)	1,403	108,964
At 31 December 2022	於2022年12月31日	719,697	128,469	(90,701)	1,259,036	2,016,501
At 31 December 2020 and 1 January 2021	於2020年12月31日及2021年1月1日	719,697	44,817	(66,120)	1,235,872	1,934,266
Total comprehensive loss/(income) for the year	年內全面虧損／(收益) 總額	-	(32,247)	(16,243)	21,761	(26,729)
At 31 December 2021	於2021年12月31日	719,697	12,570	(82,363)	1,257,633	1,907,537

## 41. 本公司之財務狀況表 (續)

附註(a):

本公司儲備概述如下：

## 42. EVENT AFTER THE REPORTING PERIOD

A subsidiary of Zhong An Group Limited proposes to apply for registration of the medium-term notes in an aggregate principal amount of up to RMB1,900,000,000 (“**Medium-term Notes**”), which will be a company bond with a term of no more than three years. The Medium-term Notes are proposed to be guaranteed by an independent third party guarantor of Zhong An Group, with unconditional and irrevocably joint and several liability. On 27 February 2023, the Company and Zhong An Group Limited entered into an agreement, pursuant to which two subsidiaries of the Company will make available and pledge certain properties to the independent third party guarantor of the Medium-term Notes as a counter guarantee (the “**Agreement**”). The Agreement and the transactions contemplated thereunder constitute a non-exempted connected transaction for the Company under Chapter 14A of the Listing Rules, and are subject to independent shareholders' approval in its upcoming extraordinary general meeting.

## 43. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 24 March 2023.

## 42. 報告期後事項

眾安集團有限公司的一間附屬公司擬申請登記本金總額不超過人民幣1,900,000,000元的中期票據(「**中期票據**」)，中期票據將為公司債券，為期不超過三年。中期票據擬由眾安集團的獨立第三方擔保人提供無條件及不可撤銷的連帶責任擔保。於2023年2月27日，本公司與眾安集團有限公司訂立協議，據此，本公司兩間附屬公司將向中期票據的獨立第三方擔保人提供並質押若干物業作為反擔保(「**該協議**」)。根據上市規則第14A章，該協議及其項下擬進行的交易構成本公司的非豁免關連交易，並有待獨立股東於即將召開的股東特別大會上批准。

## 43. 批准財務報表

財務報表已於2023年3月24日獲董事會批准及授權刊發。



# SUMMARY OF CONSOLIDATED FINANCIAL INFORMATION

## 綜合財務資料概要

A summary of the results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the published audited financial statements.

本集團摘錄自已刊發經審核財務報表之過去五個財政年度業績及資產、負債及非控股權益的概要載列如下。

### RESULTS

### 業績

		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Revenue	收入	591,783	871,066	700,370	1,955,853	1,924,619
(Loss)/profit before tax	除稅前(虧損)／ 利潤	(477,514)	(277,024)	108,844	380,128	(130,814)
Income Tax	所得稅	15,874	(25,791)	(83,763)	(334,839)	(91,183)
(Loss)/profit for the year	年內(虧損)／利潤	(461,640)	(302,815)	25,081	45,289	(221,997)
(Loss)/profit attributable to:	以下應佔(虧損)／ 利潤：					
Equity holders of the Company	本公司權益持有人	(432,523)	(295,136)	44,429	26,270	(243,524)
Non-controlling interests	非控股權益	(29,117)	(7,679)	(19,348)	19,019	21,527
		(461,640)	(302,815)	25,081	45,289	(221,997)

### ASSETS, LIABILITIES AND NON- CONTROLLING INTERESTS

### 資產、負債及非控股權益

		31 December 12月31日				
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Total Assets	總資產	15,179,776	15,504,840	15,175,856	14,508,724	13,231,588
Total Liabilities	總負債	(9,871,867)	(9,771,245)	(9,098,438)	(8,367,189)	(7,333,545)
Non-controlling Interests	非控股權益	(204,336)	(233,453)	(242,640)	(357,484)	(315,057)
		5,103,573	5,500,142	5,834,778	5,784,051	5,582,986



中國新城市商業發展有限公司  
China New City Commercial Development Limited