



朗詩綠色生活

— LANDSEA GREEN LIFE —

Landsea Green Life Service Company Limited

朗詩綠色生活服務有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock code 股份代號 : 1965

Annual Report
年報 **2022**





Contents 目錄

Corporate Information	公司資料	4
Definitions	釋義	6
Major Events and Accolades	大事記與榮譽	10
Chairman's Report	主席報告	24
Biographies of Directors and Senior Management	董事及高級管理人員簡介	34
Management Discussion and Analysis	管理層討論及分析	48
Corporate Governance Report	企業管治報告	74
Report of Directors	董事局報告	96
Independent Auditor's Report	獨立核數師報告	126
Consolidated Statement of Comprehensive Income	綜合全面收益表	135
Consolidated Balance Sheet	綜合資產負債表	137
Consolidated Statement of Changes in Equity	綜合權益變動表	139
Consolidated Statement of Cash Flows	綜合現金流量表	141
Notes to the Consolidated Financial Statements	綜合財務報表附註	143
Financial Summary	財務摘要	268
Particulars of Investment Properties	投資物業詳情	272



LEADING GREEN LIFE

引領綠色生活





CORPORATE INFORMATION

公司資料

EXECUTIVE DIRECTORS

Ms. Zhou Qin
Mr. Wu Xu (*Chief Executive Officer*)
Mr. Liu Chao

NON-EXECUTIVE DIRECTOR

Mr. Tian Ming (*Chairman of the Board*)
Mr. Liu Yong (*appointed with effect from 8 June 2022*)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Lu Mei
Dr. Chen Kevin Chien-wen
Ms. Katherine Rong Xin
(*appointed with effect from 12 April 2022*)
Dr. Wong Chi Wing (*resigned on 2 June 2022*)

AUDIT COMMITTEE

Dr. Chen Kevin Chien-wen (*Chairman*)
Ms. Lu Mei
Ms. Katherine Rong Xin

REMUNERATION COMMITTEE

Ms. Katherine Rong Xin (*Chairman*)
Ms. Zhou Qin
Dr. Chen Kevin Chien-wen

NOMINATION COMMITTEE

Ms. Lu Mei (*Chairman*)
Ms. Zhou Qin
Ms. Katherine Rong Xin

AUTHORISED REPRESENTATIVES

Mr. Wu Xu
Mr. Liu Chao

COMPANY SECRETARY

Mr. Liu Chao

COMPLIANCE ADVISER

Rainbow Capital (HK) Limited
Room 5B, 12/F, Tung Ning Building
2 Hillier Street
Sheung Wan, Hong Kong

AUDITOR

PricewaterhouseCoopers
Certified Public Accountants
Registered Public Interest Entity Auditor

執行董事

周勤女士
吳旭先生 (*行政總裁*)
劉超先生

非執行董事

田明先生 (*董事長*)
Liu Yong 先生 (*於二零二二年六月八日獲委任*)

獨立非執行董事

魯梅女士
陳建文博士
Katherine Rong Xin 女士
(*於二零二二年四月十二日獲委任*)
王志榮博士 (*於二零二二年六月二日辭任*)

審核委員會

陳建文博士 (*主席*)
魯梅女士
Katherine Rong Xin 女士

薪酬委員會

Katherine Rong Xin 女士 (*主席*)
周勤女士
陳建文博士

提名委員會

魯梅女士 (*主席*)
周勤女士
Katherine Rong Xin 女士

授權代表

吳旭先生
劉超先生

公司秘書

劉超先生

合規顧問

泓博資本有限公司
香港上環
禧利街2號
東寧大廈12樓5B室

核數師

羅兵咸永道會計師事務所
執業會計師
註冊公眾利益實體核數師

PRINCIPAL BANKERS

Industrial and Commercial Bank of China Ltd.
Nanjing Jianye Road Branch
China Merchant's Bank Co., Ltd.
Nanjing Branch Aoti Sub-branch

REGISTERED OFFICE

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

10-11/F, 98 Jianye Road
Qinhuai District
Nanjing, Jiangsu Province
PRC, 210004

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 407
8 Queen's Road East
Wan Chai, Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Conyers Trust Company (Cayman) Limited

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

HONG KONG SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited

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

STOCK CODE

1965

WEBSITE

<http://www.landseawy.com/>

主要往來銀行

中國工商銀行股份有限公司
南京建鄴路支行
招商銀行股份有限公司
南京分行奧體支行

註冊辦事處

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

總部及中國主要營業地點

中國江蘇省南京市
秦淮區
建鄴路98號10至11層
郵編：210004

香港主要營業地點

香港灣仔
皇后大道東8號
407室

開曼群島股份登記總處

Conyers Trust Company (Cayman) Limited

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

香港股份登記處

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

股票代號

1965

公司網址

<http://www.landseawy.com/>

DEFINITIONS

釋義

In this report, unless the context otherwise requires, the following expressions have the following meanings:

於本報告內，除文義另有所指外，下列詞彙具有以下涵義：

“Advisory Committee” 「諮詢委員會」	a committee appointed by the Board comprising Mr. Tian, Ms. Zhou Qin and Mr. Wu Xu, with the power and authority to administer and distribute Shares under the Share Award Scheme 由田先生、周勤女士及吳旭先生組成的董事局委任的委員會，具有權力及授權根據股份獎勵計劃管理以及分發股份
“Articles of Association” 「組織章程細則」	the articles of association of the Company, as amended from time to time 本公司組織章程細則，經不時之修訂
“Audit Committee” 「審核委員會」	the audit committee of the Board 董事局審核委員會
“Board” 「董事局」	the board of Directors 董事局
“CG Code” 「企業管治守則」	the Corporate Governance Code set out in Appendix 14 of the Listing Rules 上市規則附錄十四所載企業管治守則
“Chairman” 「董事長」	the chairman of the Board 董事局的董事長
“Company” or “Landsea Green Life” 「本公司」或「朗詩綠色生活」	Landsea Green Life Service Company Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange (stock code: 1965) 朗詩綠色生活服務有限公司，於開曼群島註冊成立的有限公司，其已發行股份於聯交所主板上市（股份代號：1965）
“connected person(s)” 「關連人士」	has the meaning as ascribed to it under the Listing Rules 具有上市規則所賦予涵義
“controlling shareholder(s)” 「控股股東」	has the meaning as ascribed to it under the Listing Rules 具有上市規則所賦予涵義
“Director(s)” 「董事」	director(s) of the Company 本公司董事
“ESG” 「ESG」	environmental, social and governance 環境、社會及管治
“GFA” 「建築面積」	gross floor area 建築面積

“Group” 「本集團」	the Company and its subsidiaries 本公司及其附屬公司
“HKFRSs” 「香港財務報告準則」	Hong Kong Financial Reporting Standards 香港財務報告準則
“HKICPA” 「香港會計師公會」	the Hong Kong Institute of Certified Public Accountants 香港會計師公會
“HK\$” 「港元」	Hong Kong dollars, the lawful currency of Hong Kong 香港法定貨幣港元
“Hong Kong” 「香港」	the Hong Kong Special Administrative Region of the PRC 中國香港特別行政區
“Landsea Green Management” 「朗詩綠色管理」	Landsea Green Management Limited (Formerly know as Landsea Green Properties Co., Ltd.), a company listed on the main board of the Stock Exchange (stock code: 106) 朗詩綠色管理有限公司(前稱為朗詩綠色地產有限公司)·於聯交所主板上市的公司(股份代號:106)
“Landsea Group” or “Landsea Holdings” 「朗詩集團」或「朗詩控股」	Landsea Group Co., Ltd. (朗詩集團股份有限公司), a joint stock company established in the PRC with limited liability on 24 December 2001 which is controlled as to 50.0% by Mr. Tian 朗詩集團股份有限公司, 於二零零一年十二月二十四日在中國成立的股份有限公司, 由田先生控制50.0%
“Landsea Property Management” 「朗詩物業管理」	Nanjing Landsea Property Management Co., Ltd. (南京朗詩物業管理有限公司), a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company 南京朗詩物業管理有限公司, 於中國成立的有限公司, 本公司的間接全資附屬公司
“Listing” 「上市」	the listing of the Shares on the main board of the Stock Exchange 股份於聯交所主板上市
“Listing Date” 「上市日期」	8 July 2021, being the date of the Listing 二零二一年七月八日, 即上市日期
“Listing Rules” 「上市規則」	the Rules Governing the Listing of Securities on the Stock Exchange 聯交所證券上市規則
“Model Code” 「標準守則」	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules 上市規則附錄十所載上市發行人董事進行證券交易的標準守則

DEFINITIONS

釋義

“Nomination Committee” 「提名委員會」	the nomination committee of the Board 董事局提名委員會
“PRC” 「中國」	the People’s Republic of China 中華人民共和國
“Prospectus” 「招股章程」	the prospectus of the Company dated 25 June 2021 本公司日期為二零二一年六月二十五日的招股章程
“Remuneration Committee” 「薪酬委員會」	the remuneration committee of the Board 董事局薪酬委員會
“Reorganisation” 「重組」	the reorganisation of the Group in preparation of the Listing as disclosed in the Prospectus 誠如招股章程所披露，本集團為籌備上市而進行之重組
“RMB” 「人民幣」	Renminbi, the lawful currency of the PRC 中國法定貨幣人民幣
“SFO” 「證券及期貨條例」	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) 香港法例第571章證券及期貨條例
“Shareholder(s)” 「股東」	holder(s) of the Shares 股份持有人
“Share(s)” 「股份」	ordinary shares of HK\$0.01 each in the share capital of the Company 本公司股本中每股面值0.01港元的普通股
“Share Award Scheme” 「股份獎勵計劃」	the share award scheme adopted by the Company on 18 March 2022 本公司於二零二二年三月十八日所採納的股份獎勵計劃
“Share Option Scheme” 「股份期權計劃」	the share option scheme conditionally approved and adopted by the Company on 15 June 2021 本公司於二零二一年六月十五日有條件批准並採納的股份期權計劃

“Shenlu Property Management” 「深綠物業管理」	Nanjing Landsea Shenlu Property Management Co., Ltd. (南京朗詩深綠物業管理有限公司), a company established in the PRC with limited liability and an indirect wholly owned subsidiary of the Company 南京朗詩深綠物業管理有限公司，於中國成立的有限公司，本公司的間接全資附屬公司
“sq.m.” 「平方米」	square meters 平方米
“Stock Exchange” or “Hong Kong Stock Exchange” or “The Stock Exchange of Hong Kong” 「聯交所」或「香港聯交所」或 「香港聯合交易所」	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
“U.S.” 「美國」	the United States of America 美利堅合眾國
“Xindi Ruiyi” or “Anhui Xindi Ruiyi Property” 「新地銳意」或 「安徽新地銳意物業」	Anhui Xindi Ruiyi Property Services Co., Ltd. (安徽新地銳意物業服務有限公司), a company established in the PRC with limited liability 安徽新地銳意物業服務有限公司，於中國成立的有限公司
“Year” or “Year of 2022/FY2022” or “Period” 「年度」或「二零二二年／ 二零二二財年」或「期間」	the year ended 31 December 2022 截至二零二二年十二月三十一日止年度
“%” 「%」	per cent. 百分比

MAJOR EVENTS AND ACCOLADES IN 2022

2022年大事記與榮譽



CORPORATE'S ACCOLADES OR AWARDS IN 2022:

- On 11 January, Landsea Green Life was awarded the “**Most Valuable Property Company (最具價值物業公司)**” in the 6th Annual Awards Ceremony for Golden Hong Kong Stock (第六屆金港股年度頒獎盛典) jointly held by Zhitongcaijing and Hithink RoyalFlush Information Network Co.,Ltd.

2022年公司的榮譽或獎項：

- 1月11日，在智通財經、同花順財經共同舉辦的第六屆金港股年度頒獎盛典上，朗詩綠色生活收穫「**最具價值物業公司**」稱號。



- On 26 April, the 2022 Research Results of the Top 100 Property Management Companies in China (2022中國物業服務百強企業研究成果) were announced in Beijing. The ranking of Landsea Green Life was raised to the 23rd, honouring it with the Top 100 Property Management Enterprises in China (中國物業服務百強企業) for six consecutive years. Landsea Green Life was also awarded the “**China Leading Property Management Companies in terms of Service Quality 2022**”, the “**China Leading Property Management Companies in terms of Customer Satisfaction 2022**”, the “**China Leading Property Management Companies in terms of Marketisation of Business 2022**”, the “**Property Management Enterprise with Social Responsibility in China for Year 2022 (2022中國物業服務年度社會責任感企業)**” and the “**China Outstanding Enterprise in terms of ESG Development in 2022**”.
- 4月26日，2022中國物業服務百強企業研究成果在北京隆重揭曉，朗詩綠色生活排名提升至第23位，是朗詩綠色生活連續第六年榮膺中國物業服務百強企業稱號。朗詩綠色生活同時榮獲「**2022中國物業服務百強服務質量領先企業**」、「**2022中國物業服務百強滿意度領先企業**」、「**2022中國物業管理行業市場化運營領先企業**」、「**2022中國物業服務年度社會責任感企業**」及「**2022中國物業服務ESG發展優秀企業**」。

MAJOR EVENTS AND ACCOLADES IN 2022

2022年大事記與榮譽



- On 26 May, Landsea Green Life was ranked as the “**TOP 5 Leading Listed Property Companies with Development Potentials 2022**” by CRIC Property Management and Shanghai E-house Real Estate Research Institute.
- 5月26日，朗詩綠色生活被克而瑞物管、上海易居房地產研究院評為「**2022物業上市公司領先企業發展潛力TOP5**」。
- On 7 July, Landsea Green Life was awarded the “**2022 Leading Enterprise in terms of Property Management Quality in Jiangsu (2022江蘇省物業服務質量領先企業)**”, while the Nanjing Haiyue Mingdu (南京海玥名都) project was awarded the “**2022 Property Management Benchmark Project in Nanjing (2022南京市物業服務標杆項目)**”.
- 7月7日，朗詩綠色生活獲評「**2022江蘇省物業服務質量領先企業**」，同時，南京海玥名都項目獲評「**2022南京市物業服務標杆項目**」。



- On 15 September, the “2022 Chinese Real Estate Brand Value Research Results Release Conference cum the 19th Chinese Real Estate Brand Development Summit (2022中國房地產品牌價值研究成果發佈會暨第十九屆中國房地產品牌發展高峰論壇)” was held in Beijing. Landsea Green Life was awarded the “2022 Branded Property Management Enterprise in Eastern China (2022中國物業服務華東區域品牌企業)”. Meanwhile, it was awarded the “2022 Leading Branded Property Management Enterprise with Professional Operations in China (2022中國物業服務專業化運營領先品牌企業)”.
- 9月15日，「2022中國房地產品牌價值研究成果發佈會暨第十九屆中國房地產品牌發展高峰論壇」在北京隆重召開，朗詩綠色生活榮膺「2022中國物業服務華東區域品牌企業」，同時斬獲「2022中國物業服務專業化運營領先品牌企業」。

MAJOR EVENTS AND ACCOLADES IN 2022

2022年大事記與榮譽



- On 16 September, the “**2022 Chinese Real Estate Strategy Summit cum 2022 Top 100 Property Management Companies Summit in China**” (2022中國房地產業戰略峰會暨2022中國物業服務企業百強峰會) was held where Landsea Green Life was granted the “**2022 TOP30 Property Companies with Comprehensive Strengths in China (2022中國物業企業綜合實力TOP30)**”, the “**2022 TOP20 Listed Property Companies in China (2022中國上市物業企業TOP20)**” and the “**2022 TOP10 Listed Property Companies with Development Characteristics (Green Building Property Management) (2022中國上市物業企業發展特色TOP10(綠色建築物業服務))**. At the same time, it was awarded the “**2022 Role Model Company in terms of Customers’ Satisfaction on Property Management in China (2022中國物業服務客戶滿意度模範企業)**”, the “**2022 Leading Company in terms of Competitiveness on Property Management in Eastern China (2022中國物業服務華東區域競爭力領先企業)**”, the “**2022 Leading Company in terms of Property Management Brand Value in China (2022中國物業服務品牌價值領先企業)**” and the “**2022 Excellent Growing Property Management Company in China (2022中國物業服務成長性優秀企業)**”.
- 9月16日，「**2022中國房地產業戰略峰會暨2022中國物業服務企業百強峰會**」隆重召開，朗詩綠色生活被授予「**2022中國物業企業綜合實力TOP30**」及「**2022中國上市物業企業TOP20**」、「**2022中國上市物業企業發展特色TOP10(綠色建築物業服務)**」，同時榮獲「**2022中國物業服務客戶滿意度模範企業**」、「**2022中國物業服務華東區域競爭力領先企業**」、「**2022中國物業服務品牌價值領先企業**」、「**2022中國物業服務成長性優秀企業**」。



- On 29 September, Landsea Green Life was granted the “**Annual Valuable Green Company (年度價值綠色企業)**” by National Business Daily.
- On 1 November, the 2022 Research Results of the Comprehensive Strengths of Property Management Companies in China (2022中國物業服務企業綜合實力研究成果) and the 2022 Research Report for Brand Value of Property Management Companies in China (2022中國物業服務企業品牌價值研究報告) were issued. Landsea Green Life was once again awarded the “**Top 50 Property Management Companies with Comprehensive Strengths in China (2022中國物業服務企業綜合實力50強)**”, the “**2022 Leading Urban Property Management Company in China (2022中國城市物業服務領先企業)**”, the “**2022 Leading Property Management Company for Industrial Parks in China (2022中國產業園區物業服務領先企業)**”, the “**2022 Top 100 Property Management Companies in terms of Brand Value (2022中國物業服務企業品牌價值100強)**” and the “**2022 Featured Brand of Property Management Services in China (Green Operation) (2022中國物業品牌特色企業(綠色運營))**”.
- 9月29日，每日經濟新聞授予朗詩綠色生活「年度價值綠色企業」稱號。
- 11月1日，2022中國物業服務企業綜合實力研究成果、2022中國物業服務企業品牌價值研究報告在隆重發佈，朗詩綠色生活再次榮膺，同時榮獲「**2022中國物業服務企業綜合實力50強**」、「**2022中國城市物業服務領先企業**」、「**2022中國產業園區物業服務領先企業**」及「**2022中國物業服務企業品牌價值100強**」、「**2022中國物業品牌特色企業(綠色運營)**」。

* For identification purposes only

MAJOR EVENTS AND ACCOLADES IN 2022

2022年大事記與榮譽



2022中国物业服务上市公司治理(G)优秀企业 (按市值排序)

股票代码	企业名称	股票代码	企业名称
09909.HK	宝龙商业	02210.HK	京城伟业
06049.HK	保利物业	02205.HK	碧桂园生活
06098.HK	碧桂园服务	01965.HK	朗诗绿色生活
02270.HK	招商积余	02869.HK	绿城服务
02352.HK	东原仁知服务	01516.HK	融创服务
03913.HK	合景资源	09928.HK	时代地产
01209.HK	华润万象生活	00873.HK	世茂服务
02168.HK	佳兆业美好	03379.HK	逸生生活服务
09983.HK	建发新生活	06626.HK	越秀服务
01502.HK	金融街物业	02669.HK	中海物业

资料来源:中指研究院、联商网、中指证券研究院

2022中国物业服务上市公司环境责任(E)优秀企业 (按市值排序)

股票代码	企业名称	股票代码	企业名称
06049.HK	保利物业	01965.HK	朗诗绿色生活
06098.HK	碧桂园服务	09928.HK	时代地产
02270.HK	招商积余	00873.HK	世茂服务
02107.HK	第一置业控股	01755.HK	新城悦服务
03913.HK	合景资源	01995.HK	绿城永升服务
01953.HK	绿城服务	03379.HK	融创服务
02168.HK	佳兆业美好	06677.HK	远洋服务
09983.HK	建发新生活	06626.HK	越秀服务
09666.HK	金科服务	04958.HK	正荣服务
01502.HK	金融街物业	01538.HK	中融居家

资料来源:中指研究院、联商网、中指证券研究院

2022中国物业服务上市公司社会责任(S)优秀企业 (按市值排序)

股票代码	企业名称	股票代码	企业名称
09909.HK	宝龙商业	02205.HK	碧桂园生活
06049.HK	保利物业	01965.HK	朗诗绿色生活
06098.HK	碧桂园服务	02869.HK	绿城服务
03316.HK	滨江服务	01516.HK	融创服务
02107.HK	第一置业控股	09928.HK	时代地产
02352.HK	东原仁知服务	01755.HK	新城悦服务
01971.HK	弘阳服务	01995.HK	绿城永升服务
01209.HK	华润万象生活	06677.HK	远洋服务
09983.HK	建发新生活	06928.HK	正荣服务
09666.HK	金科服务	02669.HK	中海物业

资料来源:中指研究院、联商网、中指证券研究院

- On 6 December, Landsea Green Life was awarded the “**2022 Outstanding Company in terms of Environmental Responsibilities (E) of Listed Property Management Companies in China (2022中國物業服務上市公司環境責任(E)優秀企業)**”, the “**2022 Outstanding Company in terms of Social Responsibilities (S) of Listed Property Management Companies in China (2022中國物業服務上市公司社會責任(S)優秀企業)**”, the “**2022 Outstanding Company in terms of Corporate Governance (G) of Listed Property Management Companies in China (2022中國物業服務上市公司公司治理(G)優秀企業)**” and the “**2022 Outstanding Company in terms of ESG Practice of Listed Property Management Companies (2022中國物業服務上市公司ESG實踐優秀企業)**” by China Index Academy;
- 12月6日，朗詩綠色生活獲中指研究院評為「**2022中國物業服務上市公司環境責任(E)優秀企業**」、「**2022中國物業服務上市公司社會責任(S)優秀企業**」、「**2022中國物業服務上市公司公司治理(G)優秀企業**」、「**2022中國物業服務上市公司ESG實踐優秀企業**」；



- On 8 December, Landsea Green Life was awarded the “**2022 TOP30 Property Companies with Digital Power in China (2022中國物業企業數字力TOP30)**” at the 5th CIOC 2022 Real Estate Digitisation Summit (第五屆CIOC 2022不動產數位化峰會).
- On 16 December, it was announced by the 2022 Research Results of the TOP100 Property Management Companies with Supreme Capabilities in China (2022中國物企超級服務力TOP100研究成果) on the 2022 Super Product Competitiveness Innovation Conference (2022超級產品力創新大會) that Landsea Green Life was awarded the “**2022 TOP30 Property Management Companies with Supreme Capabilities in China (21st place) (2022中國物企超級服務力TOP30(第21位))**”, the “**2022 Leading Property Management Company Serving Eastern China with Influence (2022中國物業服務華東區域服務影響力領先企業)**”, the “**2022 Property Management Company with Employer Brand Influence in China (2022中國物業服務雇主品牌影響力企業)**”, when Xindi Center in Hefei was awarded the “**2022 Property Management Benchmark for Public Buildings in China (2022中國公建物業服務標杆)**” and the Suzhou Campus of Renmin University of China was awarded the “**2022 Property Management Benchmark for Schools in China (2022中國學校物業服務標杆)**”;
- 12月8日，第五屆CIOC 2022不動產數位化峰會上，朗詩綠色生活被授予「**2022中國物業企業數字力TOP30**」。
- 12月16日，在2022超級產品力創新大會上，2022中國物企超級服務力TOP100研究成果發布，朗詩綠色生活獲得「**2022中國物企超級服務力TOP30(第21位)**」、「**2022中國物業服務華東區域服務影響力領先企業**」、「**2022中國物業服務雇主品牌影響力企業**」，合肥新地中心獲「**2022中國公建物業服務標杆**」、中國人民大學蘇州校區獲「**2022中國學校物業服務標杆**」;

MAJOR EVENTS AND ACCOLADES IN 2022

2022年大事記與榮譽



- On 26 December, Landsea Green Life was jointly rated as the “**2022 Top 100 Property Management Enterprises in Eastern China (2022華東區域物業服務力百強企業)**”, the “**2022 Top 10 Property Management Enterprises in Nanjing (2022物業服務力南京十強企業)**” and the “**2022 Top 10 Property Management Enterprises in Suzhou (2022物業服務力蘇州十強企業)**” by CRIC Property Management and CPMRI.
- On 26 December, Landsea Green Life was awarded the “**Most Valuable Real Estate and Property Company (最具價值地產及物業公司)**” at the “**Capital Market Forum of Zhitongcaijing (智通財經資本市場論壇)**”.
- 12月26日，朗詩綠色生活被克而瑞物管、中物研協共同評為「**2022華東區域物業服務力百強企業**」、「**2022物業服務力南京十強企業**」、「**2022物業服務力蘇州十強企業**」。
- 12月26日，在「**智通財經資本市場論壇**」上，朗詩綠色生活獲評「**最具價值地產及物業公司**」。



MAJOR EVENTS IN 2022:

- On 28 April, Landsea Green Life released its first ESG report after the listing, proposing the concept of “sustainable low-carbon communities” and focusing on three major areas, namely “warm and inclusive”, “safe and healthy” and “green and low-carbon” for the promotion of emission reduction in all scenarios of urban community life.
- On 30 May, Landsea Green Life officially completed the equity transfer of Anhui Xindi Ruiyi Property with an additional contracted GFA of approximately 7.03 million sq.m.
- In May, Landsea Friends celebrated its first anniversary, and released the standard guidelines for fully closed-loop cultural marketing, including the Instructions for Full Life Cycle of Cultural Products of Landsea Friends for Community (诗友公社社区文化产品全生命周期使用说明书), the Standards for Regular Holiday Activities in Community (社区常规节日活动标准手册), the Guidelines for the Development of Community Associations (社区社团发展指引手册) and other hands-on guidances.

2022年大事記：

- 4月28日，朗詩綠色生活發佈上市後首份ESG報告，提出「可持續低碳社區」理念，聚焦「溫暖包容」、「安全健康」及「綠色低碳」三大領域，推動社區生活全場景減排。
- 5月30日，朗詩綠色生活旗正式完成安徽新地銳意物業的股權交割，新增合約建築面積約703萬平方米。
- 5月，詩友公社於成立一周年，發布全閉環文化行銷標準指南，包括《詩友公社社區文化產品全生命周期使用說明書》《社區常規節日活動標準手冊》《社區社團發展指引手冊》等多份實操性指導手冊。

MAJOR EVENTS AND ACCOLADES IN 2022

2022 年大事記與榮譽



- On 2 June, Landsea Green Life and the Lishui Institute of Ecological Environment, Nanjing University jointly held the “Wonderful Carbon Cycle – Magic on Community Carbon Reduction! Where has the Food Waste Gone? (碳循美好 – 社區減碳行動之神奇廚餘去哪裏)”.
- On 21 June, “Ideal Home with Premium Car Park”, the asset management brand for car parking, was officially launched to assist customers in digital marketing and thus sales for parking spaces, solving the problem of overstock parking spaces.
- 6月2日，朗詩綠色生活和南京大學(溧水)生態環境研究院聯合舉辦「碳循美好 – 社區減碳行動之神奇廚餘去哪裏」。
- 6月21日，車位資產管理品牌「優家優位」正式亮相，助力客戶車位元行銷去化，解決存量車位銷售難題。



- On 28 June, Landsea Green Life and Jiangsu Nanfang Real Estate Group became partners of a joint venture, jointly establishing Nanjing Landsea Nanfang Property Management Co., Ltd.*
- On 8 November, Landsea Green Life won the reward from the Nanjing government for a listing project.
- 6月28日，朗詩綠色生活與江蘇南房房產集團達成合資合作，聯合成立南京朗詩南房物業管理有限公司。
- 11月8日，朗詩綠色生活獲南京市上市專項獎勵。

* For identification purposes only



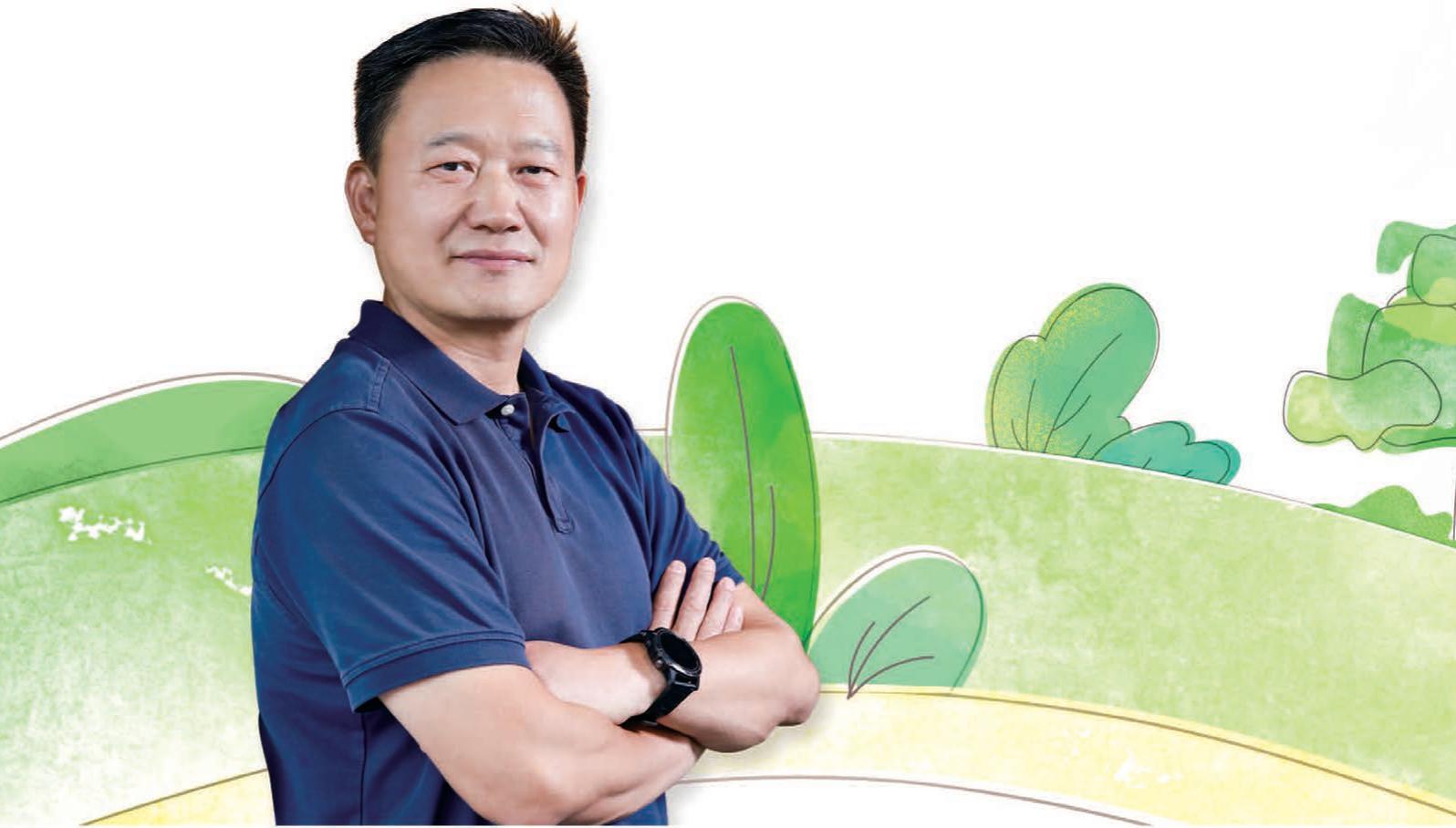
LEADING GREEN LIFE

引領綠色生活



CHAIRMAN'S REPORT

主席報告



2022 REVIEW

In the past year, the property service industry in China, facing the severe pandemic situation and prevention policies domestically with its impingement on market prosperity, still steadily marched forward against those headwinds. The support and guidance from relevant national policies was increasingly positive and inspiring. Property management enterprises were encouraged to become the “pillar of community governance” to improve the living standards within the whole society, which leads to a confident conclusion that the development prospects of property management industries remaining promising. 2022 was the Group’s first full year of operation after the Listing, when we adhered to the customer-oriented principle, and drove business innovation satisfying customers’ needs, with a digital system built to reduce costs and enhance efficiency, so as to accelerate the transformation from a traditional property service enterprise to a life service platform committed to materializing business development as well as scale growth of better quality and sustainability.

二零二二年回顧

過去一年，中國物業服務行業面臨國內嚴峻的防疫形勢及政策對市場景氣度的影響，在諸多挑戰中穩步前行。國家相關政策支持 and 引導更為積極、力度更大，鼓勵物管企業作為「社區治理基層支柱」，提升全社會生活水平，本集團有信心物業管理行業發展前景依然廣闊。二零二二年是本集團上市後的第一個完整經營年度，我們始終堅持以客戶為中心，圍繞客戶需求推動業務創新，建設數字化體系，降本增效，加速推進由傳統物業服務企業向生活服務平台的轉型，致力於實現更高質量、更可持續的業務發展與規模增長。



RESULTS OVERVIEW

During the Reporting Period, revenue of the Group amounted to approximately RMB889 million, representing an increase of approximately 20.6% as compared with approximately RMB737 million for the corresponding period, when gross profit for the period increased by approximately 6.5% to approximately RMB198 million, from approximately RMB186 million for the corresponding period. Excluding the impact of impairment losses, the adjusted profit for the period was approximately RMB64 million, which implied a decrease of approximately 5.9% as compared with approximately RMB68 million for the corresponding period.

業績概覽

於本期間，本集團收入約為人民幣8.89億元，較同期約人民幣7.37億元增長約20.6%；期內毛利約為人民幣1.98億元，較同期約人民幣1.86億元增長約6.5%；剔除減值虧損的影響後，期內經調整溢利約人民幣0.64億元，較同期約人民幣0.68億元減少約5.9%。

CHAIRMAN'S REPORT

主席報告

BUSINESS UPDATE

In 2022, with customers' needs as our direction, the Group consolidates our service quality and stretches our service boundaries and business fields. Specifically, on one hand, we are resilient on creating advantages and brand characteristics to differentiate ourselves in terms of sustainable operation based on high-quality services. On the other hand, we deeply engage ourselves in the field of providing value-added services by focusing on the actual needs of residents and their problems in reality, exploring the business model in relation to community elderly care and continuously promoting business development in areas such as rental and sales for housing stock, home decoration and renovation, for the construction of a warm community. At the same time, as China has entered a new stage of urbanisation, we also actively expand business in the urban service sector to contribute to the construction and governance of intelligent cities.

In recent years, property owners have demanded more for the service level and quality of community property service providers. As a community service provider and a property manager, the Group adheres to the bottom line of high-quality property services, promoting orderly community life through the establishment of a standardised service system. During the period, the Group carried out multiple quality inspections and increased mutual inspections among local branches to improve the service quality control system. We have also issued engineering visualisation and self-inspection manuals to optimize the standardised management of customer services and business processes. During the pandemic, our service staff not only held on at the frontline for epidemic prevention sparing no effort for safeguarding necessary supplies to property owners, but also actively cooperated with relevant government departments to ensure the orderly implementation of epidemic prevention in the communities.

In terms of scale growth, the Group facilitated the quality scalability through the dual-wheel drive of market expansion and equity cooperation. In addition to continuously cultivating serving abilities for residential properties, industrial parks and commercial and office premises, the Group successfully expanded into the field of urban services and gradually built up service capabilities for all types of business in the industry. In 2022, the Group started its cooperation with Jiangsu Nanfang Real Estate Group, reaching cooperation intention in relation to industrial park projects. Acquisition of Anhui Xindi Ruiyi Property Services Co., Ltd.* (安徽新地銳意物業服務有限公司) ("Xindi Ruiyi") was completed in May 2022 with our recognition and competitiveness in the Anhui and Shandong regions strengthened. In

業務進展

二零二二年，本集團以客戶需求為導向，夯實服務品質，並拓寬服務邊界和業務領域。具體而言，一方面，我們堅持以高品質服務為基礎，構築可持續運營的差異化優勢和品牌特色；另一方面，我們深耕增值服務領域，聚焦住戶真實需求與痛點，探索社區養老業務模式，持續推進存量房屋租售、家裝換新等業務開展，建設有溫度的社區；同時，隨著中國進入城鎮化新階段，我們也積極拓展城市服務賽道，為推動城市智慧化建設與治理貢獻力量。

近年來，業主對社區物業人員服務水平、服務質量的要求持續提高。本集團兼顧社區服務者與物業管理者的雙重身份，堅守優質基礎服務底線，並通過建設標準化服務體系，推進社區生活秩序的規範化。期內本集團開展多次品質巡檢，並增加城市公司間互檢，完善服務質量管控體系；我們也發布了工程可視化手冊、查驗工作手冊等，完善對客服務、業務流程的標準化管理；疫情期間，本集團物業服務人員不僅堅守抗疫第一線，全力為業主提供生活保障，還積極配合相關政府部門，保障社區防疫工作開展井然有序。

規模增長方面，本集團通過市場拓展與股權合作的雙輪驅動，穩步推進有質量的規模發展；在精耕住宅、園區、商寫物業的同時，成功拓展到城市服務領域，逐步構建全業態服務能力。二零二二年，本集團與江蘇南房房產集團合資合作並達成產業園項目合作意向；於二零二二年五月完成收購安徽新地銳意物業服務有限公司（「新地銳意」），強化在安徽、山東區域的知名度和競爭力；城市服務方面，進駐安徽省天長市秦欄鎮，提供環境衛生養護與城

terms of urban services, the Group entered the market of Qinlan Town, Tianchang City, Anhui Province by providing environmental hygiene maintenance and urban service governance. As of 31 December 2022, the Group has expanded its property management services to 36 cities with a GFA under management of approximately 29.18 million sq.m. and the total contracted GFA of approximately 37.09 million sq.m., serving more than 240,000 households. Our capability of independent market expansion has also been increasing, with the portion of GFA under management from independent third parties (including properties receiving project management services from Landsea Green Management Limited (“Landsea Green Management”)) to the total GFA under management raised by nearly 15 percentage points from approximately 42.3% for the corresponding period to approximately 57.2%. Due to quality growth in scale and improvement in service capabilities, the revenue from property management services has climbed by approximately 32.3%.

In terms of community value-added services, the Group focuses on customer asset services by actively carrying out leasing and sales business. In response to the growing demand for elderly care, community services for home-based elderly care were explored to alleviate the contradiction caused between families and societies. In the mean time, in order to satisfy the living needs of residents in aspects such as clothing, food, housing and transportation, we commenced the pilot for home decoration and renovation service and promoted the new community retail business. Despite the effects from the epidemic control, revenue from community value-added services during the period under review amounted to approximately RMB80 million, representing an increase of nearly 20% as compared with the corresponding period. In addition, the Group has made great efforts in organising branding activities for the Landsea Friends. Throughout the year, upgrading of our own standard products was completed, with construction of community spirits and culture further developed and neighbourhood relationship improved by publishing the guidance manuals for community culture standardisation and community development, which assist in leading property owners to create and build a beautiful and harmonious home together. In 2022, the Group carried out a total of 616 events for community, social groups and online activities, among which, approximately 82 events of the activities was independently planned by the property owners. In terms of value-added services to non-property owners, the Group strives to provide quality, standardised and professional solutions for on-site management, developing property consulting services with green building operation and maintenance as our core competitiveness and also property agency services to respond to customers' needs with rapid sales and de-stocking achieved.

市治理服務。截至二零二二年十二月三十一日，本集團物業管理服務拓展至36個城市，在管總建築面積約為2,918萬平方米，合約總建築面積約為3,709萬平方米，為超過24萬戶住戶提供服務。本集團獨立市場拓展能力也在持續加強，獨立第三方在管建築面積（含朗詩綠色管理有限公司（「朗詩綠色管理」）代建的物業）佔總在管建築面積的比例由同期約42.3%提升近15個百分點至約57.2%。基於有質量的規模增長和服務能力的提升，物業管理服務業務收入增長約32.3%。

在社區增值服務上，本集團聚焦客戶資產服務，積極開展租售業務；針對日益增長的養老需求，探索社區居家養老服務，緩和養老問題引發的家庭與社會矛盾；同時，為滿足住戶衣食住行等生活需求，開展家裝煥新服務試點，推進社區新零售業務。回顧期內，雖受疫情管控的影響，社區增值服務收入仍較同期提升近20%至約人民幣0.80億元。此外，本集團傾力打造的詩友公社品牌活動，在年內完成自身標準產品的更迭，並通過發布社區文化標準化及社團發展指引手冊，深入推動社區精神文化層面建設，改善鄰里關係，引領業主共創、共建和美家園。二零二二年，本集團共開展社區、社群及在線活動616場，其中約82場活動由業主自主策劃。非業主增值業務方面，本集團著力提供高質量、標準化、專業化的案場管理解決方案，發展以綠色建築運維為核心競爭力的物業諮詢服務和以響應客戶需求實現快速銷售去化的物業代理服務。

CHAIRMAN'S REPORT

主席報告

Digital construction is the breakthrough element against the fierce market competition at the time and also the key to facilitate the transformation of the Group into a life service platform. For basic services with digital intelligence and intelligent communities, we have established a mature and stable management platform for basic property services by enhancing the online contact for customer service and the management system. By optimizing the digital and intelligent service experience under multiple scenarios such as visitors, vehicles & pedestrians, and security, as well as realizing the online management of community group purchase and household leasing and sales, our community convenience is enhanced and the development of life service business is facilitated. At the same time, in terms of digital management transformation, we have improved the digital back-end system which enabled various departments such as the Human Resources, Financing and Operation to give supports to the projects under management, and started the use of electronic staff cards in projects to promote the refined management of corporate and project operation.

CORPORATE SOCIAL RESPONSIBILITY AND SUSTAINABILITY

Holding on to our core values of “people orientation, positive and green”, the Group actively fulfils our corporate social responsibilities. In 2022, the pandemic was still haunting many places across the country, when we were not afraid to take the responsibility for community epidemic prevention. During the pandemic in Shanghai, more than 400 property service staff were stationed at the frontline, with 16+ hours of work per day and 3,000+ pieces of materials delivered per day. The Shanghai Luodian Hospital (上海羅店醫院), a project under management, has become a designated unit for patient, with 122 property service staff working around the clock to provide services for 1,089 confirmed cases or cases requiring intensive care. In addition, the service team of Dongyang Chengtou Landsea Property in Zhejiang went out of the community and was stationed in the local quarantine facilities to provide a series of services from reception, disinfection, catering, monitoring, patrolling, logistics to emergency response.

數字化建設是時下激烈市場競爭的破局點，也是助推本集團向生活服務平台轉型的關鍵。在數智基礎服務和智慧社區方面，我們通過完善在線對客服務觸點及管理體系，搭建成熟穩定的基礎物業服務管理平台；通過優化訪客、車行及人行、安防等各類應用場景下的數智化服務體驗，以及實現對社區團購、房屋租售的在線管理，增強社區便利度，助力生活服務業務開展。同時，在數字化管理轉型方面，我們完善了數字化管理後台，支持人力、財務、運營等多部門賦能在管項目，並在項目端上線電子工牌，推動企業經營和項目運營的精細化管理。

企業社會責任與可持續發展

本集團秉持「人本、陽光、綠色」的核心價值觀，積極履行企業社會責任。二零二二年，全國多地疫情反覆，我們勇於擔負社區防疫重任，在上海疫情期間，400餘名物業人駐守一線，每日工作時長達16+小時，日均運送各類物資3,000+件；在管項目上海羅店醫院成為定點收治單位，122位物業工作人員不捨晝夜、嚴陣以待，陸續服務1,089位確診、危重症人員。此外，浙江東陽城投朗詩物業服務團隊走出社區，進駐當地方艙，提供從人員接待、消毒、餐飲、監控、巡邏、後勤到應急處置等系列服務。

The Group has strictly followed the principle of coordinated development on economy, society and environment, and conducted business operations in a responsible manner, committed to contributing to the sustainable development of enterprises and communities. On 28 April 2022, the Group officially released its first Environmental, Social and Governance (“ESG”) Report after the Listing. The report systematically illustrates our efforts and achievements in building a sustainable community and contributing to urban carbon neutrality in the past focusing on the three major areas of “warm and inclusive”, “safe and healthy” and “green and low-carbon”, which have expedited the emission reduction in all kinds of scenarios in community and guarded the green and healthy life for the public. In 2022, focusing on the difficulties and problems from carbon emission management in property services, we continued to cooperate with the Lishui Institute of Ecological Environment, Nanjing University for the joint implementation of the “Landsea model of low-carbon community (低碳社區朗詩模式)”, a scientific research project, and successively developed a series of intellectual property rights and technical patents under self-research by Landsea related to green operation and maintenance, with a community platform for low-carbon and intelligent management.

OUTLOOK FOR 2023

Looking forward to 2023, the property management industry will retrieve the development path of giving priority to service quality, when continuing to stretch its scope of service by extending to different types of services to maintain steady development. With the adjustment of the epidemic control policies, the consumption level and desires of residents remain scaling-up. The same goes with recovering pursuit of a better life, which shall bring good opportunities for the development of value-added services for the property management industry. In addition, in terms of reaching the goal of “carbon peaking and carbon neutrality”, it is possible for property management enterprises, as an important vehicle for urban governance, to become a crucial force for low-carbon transformation and sustainable development of the society.

本集團一直以來嚴格遵循經濟、社會和環境協調發展的原則，負責任地開展企業運營，致力於為企業、社區的可持續發展貢獻力量。於二零二二年四月二十八日，本集團正式發布上市後的首份環境、社會及管治(「ESG」)報告。該報告系統闡述了過去我們在構建可持續社區、助力城市碳中和進程的努力與成果，聚焦「溫暖包容」、「安全健康」及「綠色低碳」三大領域，推動社區生活全場景減排，守護人居綠色健康生活。二零二二年，圍繞物業服務中碳排放管理的難點痛點，我們繼續與南京大學(溧水)生態環境研究院聯合開展「低碳社區朗詩模式」科研項目，並陸續研發出一系列與綠色運維相關的朗詩自主知識產權、技術專利，搭建社區低碳智慧管理平台。

二零二三年展望

展望二零二三年，物業管理行業將回歸以服務品質為先的發展道路，並繼續拓展服務邊界、延伸服務業態，保持穩步發展。隨著疫情政策調整，居民消費水平和意願持續抬升，對美好生活的追求也將逐步恢復，為物管行業帶來良好的增值服務發展機遇。此外，圍繞「雙碳」目標的發展，物管企業有望作為城市治理的重要抓手，成為社會低碳轉型與可持續發展的攻堅力量。

CHAIRMAN'S REPORT

主席報告

The Group will continue to accelerate our transformation and upgrading toward a life service platform. Therefore, we will adhere to the customer-oriented approach for improvement on operation quality. Business development on community life service will be accelerated with our own resource and intelligence, when non-residential and urban service areas will be vigorously explored to promote quality scale growth. Digital transformation will be strengthened and speeded up for enriching customer service experience and enhancing corporate operation efficiency, so as to facilitate the implementation of diversified service areas. In 2022, performance of the Group deteriorated as affected by the external environment, while we shall strive to achieve substantial improvement in our results in 2023. In response to the implementation of the national goal of carbon peaking and carbon neutrality, the Group plans to achieve our goal of carbon neutrality in scope 1 of our “Carbon Neutrality Roadmap of Landsea Group (本集團碳中和路線圖)^{Note}” by 2023 through green energy-saving transformation in office space, increasing usage of renewable energy for electricity, and energy conservation and emission reduction in terms of eco-offices and employee behaviour.

We will embrace our dreams and ambition aiming high, adhere to the long-term development, and do difficult but right things. In the process of strategic transformation, the Group will rely on cumulatively refined operation and management, scientific organization reforms and human-oriented and pragmatic business philosophy to gain improvement with better quality, increasing efficiency and higher sustainability.

本集團將繼續加速推動企業向生活服務平台的轉型升級。為此，我們將堅持以客戶為中心，提升運營質量；結合自身資源稟賦，加快發展社區生活服務業務；我們也將大力拓展非住、城市服務領域，推進有質量的規模增長；加強、加快數字化變革，提升客戶服務體驗和企業運營效率，助力多元服務場景落地。2022年，本集團業績受外部環境影響有所下滑，今年，我們將努力實現業績的大幅提升。在推動國家雙碳目標落地，通過辦公空間的綠色節能改造、增加可再生能源電力的使用，推動綠色辦公與員工行為的節能減排，本集團計劃於二零二三年實現「本集團碳中和路線圖^註」範圍一的碳中和目標。

我們將懷抱理想，志存高遠，堅持長期主義，做難而正確的事。在戰略轉型的過程中，依托更精細化的經營管理、科學化的組織變革以及人本務實的經營理念，實現更有質量、更有效益、更可持續的發展。

Note: For details, please refer to the announcement titled “VOLUNTARY ANNOUNCEMENT ROADMAP TO CARBON NEUTRALITY” and published by the Group on 24 December 2021.

註：詳情參見本集團於二零二一年十二月二十四日公告「自願性公告碳中和路線圖」。

ACKNOWLEDGEMENT

On behalf of the Board, I would like to express my sincere gratitude to all our employees, investors, customers and business partners, and thank you for holding our hands on the path of the Group's development and transformation!

In 2023, we will continue to spread the culture of never giving up and always uphold the spirits of entrepreneurship and innovation. Besides, we will from time to time be modest with courage for rightness, learn to overcome challenges and continue to create diversified values for customers, shareholders, employees, partners and other stakeholders.

Mr. Tian Ming

Non-executive Director and Chairman of the Board

Hong Kong, 31 March 2023

致謝

我謹代表董事局向全體員工、投資者、客戶及合作夥伴致以衷心的謝意，感謝大家在朗詩綠色生活發展與轉型的道路上與我們攜手同行！

二零二三年，我們將繼續發揚奮鬥者文化，時刻秉持創業創新精神，也常懷敬畏之心，恪守正念、砥礪前行，持續為客戶、股東、員工、合作方，以及其他利益相關方創造多元價值。

田明先生

非執行董事兼董事長

香港，二零二三年三月三十一日

LEADING GREEN LIFE

引領綠色生活





BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員簡介

CHAIRMAN AND NON-EXECUTIVE DIRECTOR

MR. TIAN MING (“MR. TIAN”)

Mr. Tian Ming (田明), born on 24 January 1961, was appointed as our Director on 1 December 2020 and re-designated as our non-executive Director and chairman of the Board on 15 January 2021. Mr. Tian is primarily responsible for providing guidance on the overall development of our Group. Mr. Tian is the founder of Landsea Group, which Landsea Green Life Service was a part of until the Reorganisation. Mr. Tian has more than 20 years of extensive experience in the fields of competitive strategy, operation management and property investment and development. In December 2001, Mr. Tian founded Landsea Group and has since served as its director and chief executive officer, and began serving as the chairman of the board and an executive director of Landsea Green Management, a company listed on the Stock Exchange (stock code:106), since July 2013. Since July 2013, Mr. Tian has also served as the chairman of Shanghai Landleaf Architecture Technology Co., Ltd., the shares of which were listed on the National Equities Exchange and Quotations Co., Ltd. (stock code:870998) from February 2017 to March 2020. Furthermore, Mr. Tian has served as the chairman of the board and a director of Landsea Homes Corporation, a company listed on the NASDAQ Stock Market (stock code: “LSEA”) since January 2021. He has been appointed as an independent non-executive director of Chervon Holdings Limited (stock code: 2285), a company listed on the Stock Exchange, since 8 December 2021.

Mr. Tian obtained a diploma in Chinese language and literature from Nanjing Amateur Liberal Arts University (南京業餘文科大學) in the PRC in December 1988, completed a master’s course programme in administrative management from Nanjing University (南京大學) in the PRC in August 1997, and obtained an executive master’s of business administration (EMBA) from China Europe International Business School (“CEIBS”) (中歐國際工商學院) in the PRC. In October 2019, Mr. Tian was awarded the “EY Entrepreneur of the Year” (安永企業家獎) by Ernst & Young, recognising his entrepreneurial achievements in the field of property development. Mr. Tian has also served on various committees, such as the China Real Estate Chamber of Commerce (全聯房地產商會) and the CEIBS Alumni Association.

董事長兼非執行董事

田明先生(「田先生」)

田明先生，出生於一九六一年一月二十四日，於二零二零年十二月一日獲委任為董事，並於二零二一年一月十五日獲調任為非執行董事兼董事長。田先生主要負責就本集團整體發展提供指導。田先生為朗詩集團創始人，而朗詩綠色生活服務直至重組前為朗詩集團的一部分。田先生於競爭戰略、經營管理以及物業投資及開發的領域有逾二十年的豐富經驗。田先生於二零零一年十二月創立朗詩集團，自此擔任其董事兼行政總裁；自二零一三年七月起擔任聯交所上市公司朗詩綠色管理(股份代號：106)的董事長兼執行董事。自二零一三年七月起，田先生亦擔任上海朗綠建築科技股份有限公司(於二零一七年二月至二零二零年三月期間於全國中小企業股份轉讓系統有限責任公司上市，股份代號870998)董事長，此外，田先生自二零二一年一月起擔任納斯達克股票市場上市公司Landsea Homes Corporation(股份代碼：「LSEA」)的董事長兼董事。彼自二零二一年十二月八日起獲委任為聯交所上市公司泉峰控股有限公司(股份代號：2285)的獨立非執行董事。

田先生於一九八八年十二月在中國南京業餘文科大學取得中國語言文學專業文憑，並於一九九七年八月在南京大學完成行政管理學專業研究生課程進修，以及自中國中歐國際工商學院(「中歐商學院」)取得EMBA碩士學位。田先生於二零一九年十月獲安永頒發「安永企業家獎」，表彰其於物業開發領域的創業成果。田先生亦於多個協會任職，如全聯房地產商會、中歐商學院校友總會等。

EXECUTIVE DIRECTORS

MS. ZHOU QIN (“MS. ZHOU”)

Ms. ZHOU Qin (周勤), aged 48, was appointed as an executive Director on 15 January 2021. Ms. Zhou is currently our deputy chairman and is primarily responsible for formulating strategies for the overall development of our Group, and supervising our corporate governance and business operations. Ms. Zhou has nearly 25 years of experience in business development, investment and operation management in real estate. Ms. Zhou joined Landsea Group in July 2002 and served in various managerial positions until June 2012 including as regional general manager in Shanghai. From September 2012 to March 2013, Ms. Zhou has assumed positions at Landsea Group including the assistant to chairman, the head of the secretariat and the head of the supervision office and the general manager of Shanghai Landleaf Architecture Technology Co., Ltd listed on the National Equities Exchange and Quotations Co., Ltd. (stock code: 870998) from February 2017 to March 2020, where she was responsible for the business operations of Landsea Group in the U.S. She used to be the general manager of Shanghai Tangzheng Programming Construction Design Co., Ltd (“**Architecture Design Institute**”), an indirect subsidiary of Landsea Group Company established to engage in construction design services. Ms. Zhou has served as the vice president of Landsea Group Company since March 2014, where she was a non-executive director and an executive director of Landsea Green Management, a company listed on the Stock Exchange (stock code: 106) from January 2015 to August 2016 and from August 2016 to June 2020 respectively. Since January 2021, Ms. Zhou has served as a director of Landsea Homes Corporation, a company listed on the NASDAQ Stock Market (stock code: “LSEA”).

Ms. Zhou obtained a diploma in decoration engineering from Yangzhou University (揚州大學) in the PRC in July 1993, a master’s of business administration from Nanjing University (南京大學) in the PRC in June 2006, and an executive master’s of business administration (EMBA) from CEIBS in the PRC in October 2011. Ms. Zhou was certified as a senior engineer by the Evaluation Committee of Advanced Professional Technical Qualifications for Construction Engineering in Nanjing, Jiangsu Province (江蘇省南京市建設工程高級專業技術資格評審委員會), and was awarded the Green Ecological Building Gold Award – Elite Residential Technology Awards (綠色生態建築金獎 – 精瑞住宅科學技術獎) by the Ministry of Science and Technology of the PRC (中華人民共和國科學技術部), to recognise her achievements in innovating with and applying green technologies.

執行董事

周勤女士(「周女士」)

周勤女士，48歲，於二零二一年一月十五日獲委任為執行董事。周女士現任副董事長，主要負責制定本集團的整體發展戰略以及監督企業管治及業務經營。周女士在房地產業務開發、投資和運營管理方面擁有近25年的經驗。周女士於二零零二年七月加入朗詩集團，曾擔任多個管理職位至二零一二年六月，包括在上海擔任區域總經理。於二零一二年九月至二零一三年三月期間，周女士曾擔任朗詩集團多個職位，包括董事長助理、秘書處主任及監理室主任、上海朗綠建築科技股份有限公司(於二零一七年二月至二零二零年三月期間於全國中小企業股份轉讓系統有限責任公司上市，股份代號870998)的總經理，期間彼亦負責朗詩集團的美國業務營運，曾擔任上海朗詩規劃設計院有限公司(「**設計院**」，朗詩集團公司為從事建築設計服務而成立的一間間接附屬公司)總經理。周女士亦自二零一四年三月起兼任朗詩集團公司的副總裁，期間於二零一五年一月至二零一六年八月期間擔任聯交所上市公司朗詩綠色管理(股份代號：106)的非執行董事，並於二零一六年八月至二零二零年六月期間擔任朗詩綠色管理執行董事。周女士自二零二一年一月起擔任納斯達克股票市場上市公司Landsea Homes Corporation(股份代碼：「LSEA」)的董事。

周女士於一九九三年七月畢業於中國揚州大學建築裝飾專業，於二零零六年六月自中國南京大學取得工商管理碩士學位，以及於二零一一年十月自中歐商學院取得EMBA碩士學位。周女士獲江蘇省南京市建設工程高級專業技術資格評審委員會認證為高級工程師，並獲中華人民共和國科學技術部頒授綠色生態建築金獎 – 精瑞住宅科學技術獎，表彰其綠色技術創新及應用方面的成就。

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員簡介

MR. WU XU (“MR. WU”)

Mr. WU Xu (吳旭), aged 44, was appointed as an executive Director on 15 January 2021. Mr. Wu is currently our chief executive officer and is primarily responsible for overseeing our daily operations, community value-added services, customer relations management, formulating our business strategies and development plans and implementing our Board decisions. Mr. Wu joined our Group in May 2017 and currently serves as general manager of Landsea Property Management, where he is responsible for overall management.

Prior to joining our Group, Mr. Wu was the superintendent of Xiandai Huagai Design Ltd. (上海現代華蓋建築設計研究院有限公司), a subsidiary of Arcplus Group PLC (華東建築集團股份有限公司), the shares of which are listed on the Shanghai Stock Exchange (stock code: 600629) between October 2010 and April 2014. Mr. Wu was the general manager of Architecture Design Institute and the asset operation department of companies under Landsea Group between August 2016 and May 2017. Since May 2017, Mr. Wu has been the general manager of Landsea Green Life Service.

Mr. Wu obtained a bachelor's degree in construction engineering from the University of Shanghai for Science and Technology in the PRC in July 2001. Mr. Wu was awarded the Shanghai engineering planning and design professional qualification (上海市工程系列規劃設計專業高級專業技術職務). Mr. Wu has also served on various industry committees, such as the China Real Estate Chamber of Commerce City Renewal and Existing Building Remodeling Branch (全聯房地產商會城市更新和既有建築改造分會) as well as the Commercial and Tourism Real Estate Professional Committee of the China Real Estate Association (中國房地產協會商業和旅遊地產專業委員會).

吳旭先生(「吳先生」)

吳旭先生，44歲，於二零二一年一月十五日獲委任為執行董事。吳先生現任行政總裁，主要負責監督我們的日常經營管理、社區增值業務、客戶關係管理業務、制定業務戰略及發展規劃以及執行董事局決策。吳先生於二零一七年五月加入本集團，現任朗詩物業管理的總經理，負責整體管理。

加入本集團前，吳先生於二零一零年十月至二零一四年四月擔任華東建築集團股份有限公司(其股份於上海證券交易所上市，股份代號：600629)附屬公司上海現代華蓋建築設計研究院有限公司的所長。於二零一六年八月至二零一七年五月，吳先生同時擔任設計院及朗詩集團公司資產運營事業部的總經理。自二零一七年五月起，吳先生開始擔任朗詩綠色生活服務的總經理。

吳先生於二零零一年七月自中國上海理工大學取得建築工程學士學位。吳先生獲上海市工程系列規劃設計專業高級專業技術職務，亦於多個行業協會任職，如全聯房地產商會城市更新和既有建築改造分會、中國房地產協會商業和旅遊地產專業委員會。

MR. LIU CHAO (“MR. LIU”)

Mr. LIU Chao (劉超), aged 42, was appointed as our Executive Director on 15 January 2021. Mr. Liu has been redesignated from the position of the chief financial officer of the Company (“CFO”) to the positions of the vice president in charge of operations and the board secretary of the Company with effect from 14 September 2022. Mr. Liu remains as an executive Director, the company secretary and the authorised representative of Company. Mr. Liu joined Landsea Green Life in September 2019. Prior to his joining, Mr. Liu served successively as an audit associate and a senior audit associate at PricewaterhouseCoopers Zhong Tian CPAs Ltd. Dalian Branch. Since June 2011, Mr. Liu has been the senior financial manager of Dalian Haichang Corporation Development Co.,Ltd. (大連海昌企業發展有限公司), the senior financial manager of Haichang (China) Co.,Ltd. (海昌(中國)有限公司) and the financial manager at Haichang Holdings (Hong Kong) Ltd. (海昌控股(香港)有限公司) as well as the company secretary at Haichang Ocean Park Holdings Ltd. (海昌海洋公園控股有限公司), a company listed on the Stock Exchange (stock code:2255). Since December 2018, Mr. Liu has served as the board secretary of Landsea Green Management, where he is responsible for overseeing corporate governance, compliance with Listing Rules requirements and investor relations.

Mr. Liu obtained a bachelor’s degree in business management from Liaoning University in the PRC in July 2003, a master’s degree in banking and finance from Monash University in Australia in November 2006 and a master’s degree in Business Administration (MBA) with the Hong Kong University of Science and Technology in November 2020. Mr. Liu is taking the Doctor of Business Administration (DBA) Programme at the City University of Hong Kong currently. Mr. Liu is a certified member of the Chinese Institute of Certified Public Accountants (CICPA) (中國註冊會計師協會), an associate member of the Association of International Accountants (國際會計師公會), a member of the Hong Kong Institute of Certified Public Accountants (HKICPA) and an affiliated person of The Hong Kong Chartered Governance Institute.

劉超先生(「劉先生」)

劉超先生，42歲，於二零二一年一月十五日獲委任為執行董事。劉先生由本公司首席財務官(「首席財務官」)調任為本公司分管運營副總裁兼董事局秘書，自二零二二年九月十四日起生效。劉先生留任本公司執行董事、公司秘書及授權代表。劉先生於二零一九年九月加入朗詩綠色生活。此前，劉先生曾擔任普華永道中天會計師事務所大連分所審計員及高級審計員。自二零一一年六月起，劉先生先後擔任大連海昌企業發展有限公司的高級財務經理、海昌(中國)有限公司的高級財務經理及海昌控股(香港)有限公司的財務經理、聯交所上市公司海昌海洋公園控股有限公司(股份代號：2255)的公司秘書。自二零一八年十二月起，劉先生擔任朗詩綠色管理的董事局秘書，負責監督企業管治、上市規則規定的遵守情況及投資者關係。

劉先生於二零零三年七月自中國遼寧大學取得工商管理學士學位，於二零零六年十一月自澳大利亞蒙納士大學取得銀行及金融碩士學位，以及於二零二零年十一月自香港科技大學取得工商管理碩士學位(MBA)。劉先生目前於香港城市大學在讀工商管理博士(DBA)課程。劉先生為中國註冊會計師協會認證會員(CICPA)、國際會計師公會(Association of International Accountants)會員、香港會計師公會會員(HKICPA)及香港公司治理公會聯席成員。

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員簡介

NON-EXECUTIVE DIRECTOR

MR. LIU YONG

Mr. Liu Yong, aged 45, was appointed as a non-executive Director of the Company since 8 June 2022. He completed his correspondence study of Finance in Peking University in July 2003. Mr. Liu Yong served as human resources manager of Anhui Guoxun Education Technology Co., Ltd. (安徽國訊教育科技有限責任公司) from 2001 to 2005, recruitment and training manager of Anhui Xinhua Group (安徽新華集團) from 2005 to 2006. Since 2006, he has worked in Anhui Jindadi Investment Holding Co., Ltd. (安徽金大地投資控股有限公司) (“**Anhui Jindadi**”), in which he was the human resources manager from 2006 to 2014; the general manager assistant and human resources administration director from 2014 to 2015, the deputy general manager and is also in charge of Anhui Xindi Ruiyi Property Services Co., Ltd. (安徽新地銳意物業服務有限公司) (“**Xindi Ruiyi**”) from 2015 to 2021. He has been the real estate sector general manager of Anhui Jindadi since 2021 and is in charge of Xindi Ruiyi. Xindi Ruiyi is an indirect wholly-owned subsidiary of the Company.

INDEPENDENT NON-EXECUTIVE DIRECTORS

MS. LU MEI (“MS. LU”)

Ms. Lu Mei (魯梅), aged 61, was appointed as an independent non-executive Director on 15 June 2021. Ms. Lu is responsible for providing independent judgement on strategy, policy, performance, accountability, internal control and corporate governance. Ms. Lu served in various government positions, including the department of administration and national defence of the National Audit Office of the PRC (國家審計署行政國防司) and the Ministry of Commerce of the PRC (中國國家商務部) after graduation from university. Since January 1999, she has assumed positions such as the vice president of China Jinmao Holdings Group Limited (中國金茂控股集團有限公司), a company listed on the Stock Exchange (stock code: 0817) and the head of administrative affairs of GP Capital Co., Ltd. (金浦產業投資基金管理有限公司).

Ms. Lu obtained a Bachelor’s Degree in economics from the Shanghai University of Finance and Economics (上海財經大學) in the PRC in July 1984 and an executive master’s of business administration (EMBA) from CEIBS in the PRC in September 2005. Ms. Lu has also applied her expertise to advise social organisations and academic institutions, serving as institution supervisor at the Shanghai Lequn Social Work Service (上海樂群社工服務社), as well as senior consultant at the Chinese Academy of Financial Inclusion at the Renmin University of China (中國人民大學中國普惠金融研究院).

非執行董事

LIU YONG 先生

Liu Yong 先生，45歲，自二零二二年六月八日起獲委任為本公司非執行董事。彼於二零零三年七月完成北京大學金融學專業函授學習。Liu Yong 先生於二零零一年至二零零五年擔任安徽國訊教育科技有限責任公司的人事經理，於二零零五年至二零零六年擔任安徽新華集團的招聘培訓經理。自二零零六年起，彼任職安徽金大地投資控股有限公司（「**安徽金大地**」），其中彼於二零零六年至二零一四年擔任人力資源部經理，於二零一四年至二零一五年擔任總經理助理兼人力行政總監，於二零一五年至二零二一年擔任副總經理，同時分管安徽新地銳意物業服務有限公司（「**新地銳意**」）。彼自二零二一年起擔任安徽金大地的地產板塊總經理，同時分管新地銳意。新地銳意為本公司間接全資附屬公司。

獨立非執行董事

魯梅女士（「魯女士」）

魯梅女士，61歲，於二零二一年六月十五日獲委任為獨立非執行董事。魯女士負責就戰略、政策、表現、問責、內部監控及企業管治提供獨立判斷。魯女士於大學畢業後曾擔任多個政府職位，包括中國國家審計署行政國防司及中國國家商務部。於一九九九年一月起，彼曾擔任聯交所上市公司中國金茂控股集團有限公司（股份代號：0817）的副總裁，金浦產業投資基金管理有限公司的行政事務主管等。

魯女士於一九八四年七月自中國上海財經大學取得經濟學士學位，並於二零零五年九月自中國中歐商學院取得EMBA碩士學位。魯女士亦運用其專業知識為社會組織及學術機構提供意見，彼擔任上海樂群社工服務社的機構監事及中國人民大學中國普惠金融研究院的高級顧問。

DR. CHEN KEVIN CHIEN-WEN (“DR. CHEN”)

Dr. Chen Kevin Chien-wen (陳建文), aged 68, was appointed as an independent non-executive Director on 15 June 2021. Dr. Chen is responsible for providing independent judgement on strategy, policy, performance, accountability, internal control and corporate governance.

Dr. Chen has successively served as professor, chair professor of accounting and the head of the Department of Accounting of the Hong Kong University of Science and Technology (香港科技大學) since July 1996, when he served as assistant professor and associate professor of the department of accounting at Rutgers University in the U.S. Dr. Chen is now an independent non-executive director of Chanjet Information Technology Company Limited (暢捷通信息技術股份有限公司) (stock code: 1588), where he is primarily responsible for providing independent opinion and judgement to the board, particularly with regard to the financial aspects of the company.

Dr. Chen obtained a bachelor's degree in business administration with a major in accountancy from National Taiwan University (國立臺灣大學) in June 1976, a master's degree in accounting science from the University of Illinois at Urbana-Champaign in the U.S. in May 1983 and a doctoral degree of philosophy in accountancy from the University of Illinois at Urbana-Champaign in the U.S. in May 1985. Dr. Chen was certified as a Chartered Accountant by the Ministry of Examination of the Republic of China (中華民國考選部). Dr. Chen was a member of the Financial Reporting Review Panel of the Hong Kong Financial Reporting Council and became a member of the Market Misconduct Tribunal in April 2019.

陳建文博士(「陳博士」)

陳建文博士，68歲，於二零二一年六月十五日獲委任為獨立非執行董事。陳博士負責就戰略、政策、表現、問責、內部監控及企業治理提供獨立判斷。

陳博士自一九九六年七月起先後擔任香港科技大學會計學系的教授、講座教授、會計學系主任，期間亦曾擔任美國羅格斯大學(Rutgers University)會計學系的助理教授及副教授。陳博士現擔任暢捷通信息技術股份有限公司(股份代號：1588)的獨立非執行董事，主要負責向董事局提供獨立意見及判斷，特別是該公司的財務範疇。

陳博士於一九七六年六月自國立臺灣大學取得工商管理學士學位，主修會計，於一九八三年五月自美國伊利諾大學厄巴納—香檳分校(University of Illinois at Urbana-Champaign)取得會計科學碩士學位，並於一九八五年五月自美國伊利諾大學厄巴納—香檳分校(University of Illinois at Urbana-Champaign)取得會計學博士學位。陳博士獲中華民國考選部認可為註冊會計師。陳博士曾擔任香港財務彙報局財務彙報檢討委員會的成員，並於二零一九年四月擔任市場失當行為審裁處的成員。

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員簡介

MS. KATHERINE RONG XIN (“MS. XIN”)

Ms. Xin, aged 58, was appointed as an independent non-executive Director of the Company since 12 April 2022. She received a master’s degree in applied linguistics from the Graduate School of Chinese Academy of Sciences in July 1986, and a master’s degree in business administration (MBA) from The California State University in June 1991. She obtained a doctor’s degree in business administration from The University of California in June 1995. Ms. Xin has been a professor of management since September 2001 at China Europe International Business School. She served as an assistant professor of management at The University of Southern California from September 1995 to August 1999. She served as an associate professor of management at The Hong Kong University of Science and Technology from September 1999 to August 2001, and as a professor of management in the Faculty of IMD, Lausanne, Switzerland from August 2006 to December 2009. Ms. Xin was awarded the Chinese Most Cited Researchers by Elsevier, a global provider of scientific, technical, and medical information, for consecutive years from 2014 till now. Ms. Xin is currently an independent non-executive director of the following companies listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”): Fosun Tourism Group (stock code: 1992), Euro Eyes International Eye Clinic Limited (stock code: 1846) and Kingdee International Software Group Company Limited (stock code: 268).

KATHERINE RONG XIN 女士 (「XIN 女士」)

Xin女士，58歲，自二零二二年四月十二日起獲委任為本公司獨立非執行董事。彼於一九八六年七月自中國科學院研究生院取得應用語言學碩士學位，並於一九九一年六月自加州州立大學取得工商管理學碩士(MBA)學位。彼於一九九五年六月自加州大學取得工商管理博士學位。Xin女士自二零零一年九月起擔任中歐國際工商學院管理學教授。於一九九五年九月至一九九九年八月，彼擔任美國南加州大學管理學助理教授。彼於一九九九年九月至二零零一年八月擔任香港科技大學管理學副教授，並於二零零六年八月至二零零九年十二月擔任瑞士洛桑管理學院管理學教授。Xin女士於二零一四年至今連續數年榮獲全球科學、技術及醫學資訊供應商愛思唯爾(Elsevier)頒發中國高被引學者(Chinese Most Cited Researchers)。Xin女士現擔任以下於香港聯合交易所有限公司(「聯交所」)主板上市公司的獨立非執行董事：復星旅遊文化集團(股份代號：1992)、德視佳國際眼科有限公司(股份代號：1846)及金蝶國際軟件集團有限公司(股份代號：268)。

DR. WONG CHI WING (“DR. WONG”)

Dr. WONG Chi Wing (王志榮), aged 59, was appointed as an independent non-executive Director on 15 June 2021. Dr. Wong is primarily responsible for providing independent judgment on strategy, policy, performance, accountability, internal control and corporate governance. Dr. Wong served in various positions at PCCW Solutions (formerly known as Unihub Limited) such as the assistant vice president and the vice president. He has also served in companies such as Accenture Consulting for Greater China as the managing director, Big Data Elite Asia Limited and GCE Consulting as a managing partner, Autotoll Limited as an independent non-executive director, Veson Holdings Limited (formerly known as SCUD Group Limited), a company listed on the Stock Exchange (stock code: 1399) as an independent non-executive director and Cirtex Holdings Limited, a company listed on the Stock Exchange (stock code: 1433) as an independent non-executive director.

Dr. Wong obtained a bachelor’s degree in science from the Chinese University of Hong Kong in December 1986, a master’s degree in business administration from the City University of Hong Kong in November 1995, a master’s degree of science in electronic commerce from the City University of Hong Kong in November 2003 and a doctorate degree in business administration from the City University of Hong Kong in February 2011. Dr. Wong has been a fellow of the HKICPA.

Dr. Wong has been appointed as a specialist consultant of the Company for provision of consultancy on strategy, management and digital transformation and training services. To avoid conflict of roles affecting his independence, Dr. Wong has resigned as an independent non-executive Director, with effect from 2 June 2022.

王志榮博士 (「王博士」)

王志榮博士，59歲，於二零二一年六月十五日獲委任為獨立非執行董事。王博士主要負責就戰略、政策、表現、問責、內部監控及企業管治提供獨立判斷。王博士曾於電訊盈科企業方案(前稱優創有限公司)先後擔任助理副總裁及副總裁等多個職位；於埃森哲諮詢公司大中華區(Accenture Consulting for Greater China)擔任董事總經理，擔任亞洲大數據精英諮詢有限公司及環球華人精英諮詢有限公司的執行事務合夥人，快易通有限公司的獨立非執行董事，聯交所上市公司銳信控股有限公司(前稱飛毛腿集團有限公司，股份代號：1399)的獨立非執行董事，聯交所上市公司常達控股有限公司(股份代號：1433)的獨立非執行董事等。

王博士於一九八六年十二月自香港中文大學取得理學士學位，於一九九五年十一月自香港城市大學取得工商管理碩士學位，於二零零三年十一月自香港城市大學取得電子商貿理學碩士學位，並於二零一一年二月自香港城市大學取得工商管理博士學位。王博士為香港會計師公會資深會員。

王博士已獲任命為本公司的專家顧問，提供有關戰略、管理和數字化轉型的諮詢建議及培訓服務。為避免因角色衝突影響其獨立性，王博士同時辭任獨立非執行董事，自二零二二年六月二日起生效。

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員簡介

COMPANY SECRETARY

MR. LIU CHAO (“MR. LIU”)

Mr. LIU Chao (劉超), aged 42, was appointed as the company secretary and the authorised representative of Company on 15 January 2021. The biographical details of Mr. Liu are set out under this section headed “Biographies of Directors — Executive Directors”.

SENIOR MANAGEMENT

MR. DENG PENG (“MR. DENG”)

Mr. DENG Peng (鄧鵬), aged 45, is our vice president. Mr. Deng is primarily responsible for overseeing the operation and management of our property management business. Mr. Deng joined Landsea Green Life in October 2007 and has held various positions successively such as the project manager, the internal training manager, the branch manager of southern Jiangsu area, the general manager of the Zhejiang area branch, the general manager of the Shenzhen area premises and the assistant to general manager and deputy general manager of the Company.

Mr. Deng graduated from the Central Party School of the Communist Party of China (中共中央黨校) in the PRC in December 2004 with his professional in law, and the University of International Business and Economics (對外經濟貿易大學) in the PRC in January 2020 through completing online courses. Mr. Deng was certified as a National Property Management Enterprise Manager (全國物業管理企業經理) by MOHURD. Mr. Deng was certified as a Property Management Project Excellence Evaluation Expert Committee Member (杭州市物業管理優秀專案考評專家庫成員) by the Hangzhou Property Management Association (杭州物業管理協會). Mr. Deng was recognised as one of the “2019 Top 100 Property Management Talent in China” (2019中國物業經理人百強) by a joint committee including representatives from the China Property Management Association (中國物業管理協會), recognising his achievements in the field of property management.

公司秘書

劉超先生(「劉先生」)

劉超先生，42歲，於二零二一年一月十五日獲委任為本公司公司秘書及授權代表。劉先生之履歷詳情載於本節「董事簡介 — 執行董事」。

高級管理人員

鄧鵬先生(「鄧先生」)

鄧鵬先生，45歲，為我們的副總裁。鄧先生主要負責監督物業管理業務的營運及管理。鄧先生於二零零七年十月加入朗詩綠色生活，先後擔任多個職位，如項目經理、培訓總監、蘇南區域分公司經理、浙江區域分公司總經理、深圳區域物業總經理，以及公司總經理助理、副總經理。

鄧先生於二零零四年十二月畢業於中國中共中央黨校法律專業，並於二零二零年一月完成網上課程畢業於中國對外經濟貿易大學。鄧先生獲住房和城乡建设部認可為全國物業管理企業經理，獲杭州物業管理協會認可為杭州市物業管理優秀專案考評專家庫成員，並獲來自中國物業管理協會的代表組成的聯合委員會頒授「2019中國物業經理人百強」之一，以表揚彼於物業管理領域的成就。

MS. XUE YUAN (薛媛) (“MS. XUE”)

Ms. Xue Yuan, aged 40, has been redesignated from the position of the chief human resources officer to the position of the vice president and chief financial officer of the Company with effect from 14 September 2022. Ms. Xue joined Landsea Green Life in August 2021.

Prior to her joining, Ms. Xue has held various positions under Landsea Group since February 2004, including the chief financial officer, the assistant to general manager and the director of human resources and administration of the Shanghai branch of Landsea Green Management, the deputy general manager and the finance director of long-term rental apartment division of Landsea Group and the person in charge of the support platform for our innovative business.

Ms. Xue obtained a Bachelor’s Degree in management from Nanjing Audit University in June 2004, with the accountant certification of intermediate level from the Ministry of Human Resources and Social Security and the Ministry of Finance of the PRC.

薛媛女士 (「薛女士」)

薛媛女士，40歲，已由首席人力資源官調任為本公司副總裁兼首席財務官，自二零二二年九月十四日起生效。薛女士於二零二一年八月加入朗詩綠色生活。

在此之前，薛女士自二零零四年二月起在朗詩集團先後任職多個職位，包括朗詩綠色管理上海公司財務總監、總經理助理兼人力行政總監，朗詩集團長租公寓事業部副總經理及財務負責人，創新業務支持平台負責人。

薛女士於二零零四年六月自南京審計大學取得管理學學士學位，並取得國家人力資源和社會保障部、財政部中級會計師認證。

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員簡介

MR. YIN FENG (“MR. YIN”)

Mr. Yin Feng (尹鋒), aged 46, is our chief investment officer. Mr. Yin is primarily responsible for overseeing our investment activities and market expansion efforts. Mr. Yin joined Landsea Green Life in July 2019.

Prior to joining our Group, Mr. Yin served in various positions at the Yangzhou Housing Security and Real Estate Administration Development Management Office (揚州市住房保障和房產管理局), including as a deputy division chief and the head of the Yangzhou Property Management Centre (揚州市物業管理中心). He joined A-Living Services Co., Ltd. (雅居樂雅生活服務股份有限公司), a company listed on the Stock Exchange (stock code: 3319) in December 2017 as the general manager of the investment strategy centre and later served as the general manager of the Nanjing branch of Shandong Mingde Property Management Co., Ltd. (山東明德物業管理集團有限公司), where he was responsible for overseeing property management business in the East China region.

Mr. Yin obtained his bachelor's degree in civil engineering from Yangzhou University (揚州大學) in the PRC in July 2005. Mr. Yin has also served on various industry committees, including the Industry Development Research Center of the China Property Management Association (中國物業管理協會行業發展研究中心), the Property Management Maintenance Fund Research Committee of the CPMA (中國物業管理協會物業維修資金研究專業委員會) and the Industry Development Research Committee of the CPMA (中國物業管理協會產業發展研究委員會).

尹鋒先生(「尹先生」)

尹鋒先生，46歲，為我們的首席投資官。尹先生主要負責監督投資活動及市場拓展工作。尹先生於二零一九年七月加入朗詩綠色生活。

加入本集團前，尹先生於揚州市住房保障和房產管理局擔任多個職位，包括擔任揚州市物業管理中心的副處長及主管。彼於二零一七年十二月加入聯交所上市公司雅居樂雅生活服務股份有限公司(股份代號：3319)擔任戰略投資中心總經理；後擔任山東明德物業管理集團有限公司南京分公司總經理，負責監督華東地區的物業管理業務。

尹先生於二零零五年七月自中國揚州大學取得土木工程學士學位。尹先生亦於不同行業委員會任職，包括中國物業管理協會行業發展研究中心、中國物業管理協會物業維修資金研究專業委員會、中國物業管理協會產業發展研究委員會等。

MS. WANG LIN (王琳) (“MS. WANG”)

Ms. Wang Lin, aged 45, is appointed as the assistant to president in November 2021. Ms. Wang is mainly responsible for our innovative businesses such as home economics services and elderly care services in the community.

Ms. Wang joined Landsea Group in November 2001 and has held various positions during this period such as the deputy director of the President's Office of Landsea Group, the director of human resources, the assistant to general manager of our administration centre for human resources, the general manager of human resources and administration and the deputy general manager of the Nanjing Real Estate Company under Landsea Group. Ms. Wang has been the deputy general manager of the elderly care service division of Landsea Group since May 2015.

Ms. Wang graduated from Southeast University majoring in construction engineering in July 1998 and has obtained a master's degree in business administration from Nanjing University of Science and Technology.

MR. HE XIN (何鑫) (“MR. HE”)

Mr. He Xin, aged 50, is appointed as the assistant to president in November 2021. Mr. He is mainly responsible for innovative businesses such as housing (涉房) and post-investment management of joint ventures.

Previously, Mr. He has worked in Jiangsu Provincial Communications Research Institute Co., Ltd. (江蘇省交通科學研究院股份有限公司) as the head of audit and Nanjing Central Shopping Centre Co., Ltd. as the general manager. Mr. He joined Landsea Group in December 2014 and has served as the director of the supervision and audit office of Landsea Group and the chief supervision and audit officer of Landsea Group.

He obtained a Bachelor's Degree in financial management from East China University of Political Science and Law in July 2015. Mr. He is also certified as a certified public accountant by the Chinese Institute of Certified Public Accountants, an accountant by the Ministry of Human Resources and Social Security and the Ministry of Finance and an auditor by the Ministry of Human Resources and Social Security and the National Audit Office of the PRC.

王琳女士 (「王女士」)

王琳女士，45歲，於二零二一年十一月委任為總裁助理。王女士主要負責家政服務、社區養老服務等創新業務。

王女士於二零零一年十一月加入朗詩集團，期間任職多個職位，如朗詩集團總裁辦副主任、人力資源總監、人力行政中心總經理助理、人力行政總經理；朗詩集團南京地產公司副總經理。王女士自二零一五年五月起擔任朗詩集團養老服務事業部副總經理。

王女士於一九九八年七月畢業於東南大學建築工程專業，後於南京理工大學取得工商管理碩士學位。

何鑫先生 (「何先生」)

何鑫先生，50歲，於二零二一年十一月委任為總裁助理。何先生主要負責涉房等創新業務及合資公司投後管理工作。

此前，何先生曾任職江蘇省交通科學研究院股份有限公司任職審計負責人，南京中央商場股份有限公司任職總經理，何先生於二零一四年十二月加入朗詩集團，曾先後擔任朗詩集團監察審計室主任、朗詩集團首席監察審計總監。

何先生於二零一五年七月自華東政法大學取得金融管理學士學位。何先生亦取得中國註冊會計師協會註冊會計師認證，國家人力資源和社會保障部、財政部會計師認證及人社部和審計署審計師認證。



LEADING GREEN LIFE

引領綠色生活



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

The Group is a growing life service provider well-established in the Yangtze River Delta that provides diversified types of property management services and value-added services. According to China Index Academy (“CIA”), we ranked the 23rd among the “2022 Top 100 Property Management Companies in the PRC” (2022中國物業服務百強企業) in terms of overall strength, considering factors including respective property management scale, operational performance, service quality and growth potential.

As of 31 December 2022, our property management services covered 36 cities, including 27 cities in the Yangtze River Delta and 9 other cities in the PRC. Our gross floor area (“GFA”) under management amounted to approximately 29.18 million sq.m. with a total of 203 managed properties, including 163 residential properties, 25 commercial and office buildings and involving 15 urban services, serving over 240,000 households.

As a property management service company that carries a “green” gene and has put profound efforts in the management of green buildings, Landsea Green Life focuses on green development and continues to enhance the differentiated competitiveness of green operations in the community. Meanwhile, maintaining our focus on our customers, we make business innovation serving their needs, actively exploring a new business model of “Property Service + Life Service” in the pursuit of efficient and high-quality growth in scale and hence transforming from a traditional property service company into a green life service provider.

業務回顧

本集團是一家扎根長江三角洲並持續增長的生活服務提供商。我們提供多元化的物業管理服務及增值服務。根據中國指數研究院(「中指院」)的數據，按照由各自的物業管理規模、經營表現、服務質量及增長潛力等因素構成的綜合實力，我們名列「2022中國物業服務百強企業」第23名。

截至二零二二年十二月三十一日，我們的物業管理服務涵蓋36個城市，包括27個長江三角洲城市及9個中國其他城市；我們的在管建築面積(「建築面積」)約為2,918萬平方米，共計203項在管物業，包括163項住宅物業、25項商業及寫字樓及15項城市服務，為逾24萬戶住戶提供服務。

作為一家擁有「綠色」基因，深耕綠色建築物業管理服務企業，朗詩綠色生活聚焦綠色發展，持續強化社區綠色運營的差異化競爭能力。與此同時，我們堅持以客戶為中心，圍繞客戶需求進行業務創新，積極探索「物業服務+生活服務」的新興業務模式，追求高效、高質量的規模增長，由傳統物業服務企業向綠色生活服務商轉型。

We strive to provide high quality and featured property management services and value-added services to various customers. By strengthening market-oriented operations to enhance brand value, we have earned numerous recognitions for the year. As of 31 December 2022, we received the “China Leading Property Management Companies in terms of Service Quality 2022” (2022中國物業服務百強服務質量領先企業) from CIA for six consecutive years, and have been bestowed honours of the “China Leading Property Management Companies in terms of Customer Satisfaction 2022” (2022中國物業服務百強滿意度領先企業), the “China Leading Property Management Companies in terms of Marketisation of Business 2022” (2022中國物業管理行業市場化運營領先企業), the “China Leading Property Management Companies in terms of Social Responsibility 2022” (2022中國物業服務年度社會責任感企業) and the “China Outstanding Enterprise in terms of ESG Development in 2022 (2022中國物業服務ESG發展優秀企業)”. We also received the “TOP5 Leading Listed Property Companies with Development Potentials 2022 (2022 物業上市公司領先企業發展潛力TOP5)” from E-house China R&D Institute (上海易居房地產研究院), and the “2022 TOP20 Listed Property Companies in China (2022中國上市物業企業TOP20)”, the “2022 TOP30 Property Companies with Comprehensive Strengths in China (2022中國物業企業綜合實力TOP30)”, the “2022 Leading Company in terms of Property Management Brand Value in China (2022中國物業服務品牌價值領先企業)” and the “2022 Excellent Growing Property Management Company in China (2022中國物業服務成長性優秀企業)” from EH Consulting (億翰智庫 • 嘉和家業) and the “2022 Leading Urban Property Management Company in China (2022 中國城市物業服務領先企業)” and the “2022 Leading Property Management Company for Industrial Parks in China (2022 中國產業園區物業服務領先企業)” from CPMRI.

我們致力於為各類客戶提供高質量、特色化的物業管理服務與增值服務。通過強化市場化運營，提升品牌價值，我們於本年度贏得多項認可。截至二零二二年十二月三十一日，我們連續六年獲得中指院頒發的「2022中國物業服務百強服務質量領先企業」稱號，並獲評為「2022中國物業服務百強滿意度領先企業」、「2022中國物業管理行業市場化運營領先企業」、「2022中國物業服務年度社會責任感企業」及「2022中國物業服務ESG發展優秀企業」。同時榮膺上海易居房地產研究院頒發的「2022物業上市公司領先企業發展潛力TOP5」稱號，億翰智庫 • 嘉和家業頒發的「2022中國上市物業企業TOP20」、「2022中國物業企業綜合實力TOP30」、「2022中國物業服務品牌價值領先企業」、「2022中國物業服務成長性優秀企業」稱號，此外，獲得中物研協頒發的「2022中國城市物業服務領先企業」、「2022中國產業園區物業服務領先企業」榮譽。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS SEGMENTS

The Group provides diversified property management services to property owners and residents, mainly serving residential properties with an expanding portfolio of non-residential properties. We also offer value-added services to non-property owners, primarily property developers, to meet their various needs for property management. With an aim to providing quality property management services, we also offer a range of community value-added services to our property owners and residents of our managed residential properties. Our community value-added services complement our property management services and contribute to enhancing the satisfaction and loyalty of property owners and residents.

PROPERTY MANAGEMENT SERVICES

The Group provides property developers, property owners and residents with a range of property management services, primarily including security, cleaning, gardening and landscaping, car parking management, and daily repair and maintenance services. Our project portfolio included residential properties, commercial and office buildings and urban service projects, among which, the projects of commercial and office buildings cover office buildings and rental apartments, whereas urban service projects cover urban civil services and the services of public facilities, industrial parks and branches of bank.

The Group continued to put profound efforts in the Yangtze River Delta by adhering to multi-channel expansion for sustainable scale growth. The Group will increase our types of project management business, actively entering the undeveloped regional markets. As of 31 December 2022, the contracted GFA of the Group was approximately 37.09 million sq.m. For the Year of 2022, the new contracted GFA were approximately 10.85 million sq.m., of which, in terms of customer type, the new contracted GFA from independent third parties were approximately 10.70 million sq.m., accounting for approximately 98.6% of the total new contracted areas for 2022. In terms of property type, the new contracted GFA from our projects of commercial and office buildings were approximately 440,000 sq.m., accounting for approximately 4.1% of the total new contracted areas for 2022.

業務板塊

本集團向業主及住戶提供多元化的物業管理服務，主要為住宅物業提供服務，並不斷擴大非住宅物業組合。我們亦為非業主（主要是物業開發商）提供增值服務，滿足其在物業管理方面的各項需要。為了提供優質物業管理服務，我們亦向在管住宅物業的業主及住戶提供一系列的社區增值服務。社區增值服務是對物業管理服務的補充並有助於提升業主及住戶的滿意度及忠誠度。

物業管理服務

本集團向物業開發商、業主及住戶提供一系列物業管理服務，主要包括保安、清潔、園藝及景觀、停車場管理以及日常維修及保養服務。我們的項目組合包括住宅物業、商業及寫字樓及城市服務項目，其中商業及寫字樓項目涵蓋辦公大樓和租賃性公寓，城市服務項目涵蓋城市市政服務、公共設施、產業園區及銀行網點的服務。

本集團持續深耕長江三角洲，堅持多渠道拓展，追求可持續的規模增長；增加項目管理業態，積極進入空白區域市場。截至二零二二年十二月三十一日，本集團合約建築面積約為3,709萬平方米。二零二二年新增合約建築面積約為1,085萬平方米，其中，按客戶類型劃分，來自獨立第三方的新增合約建築面積約為1,070萬平方米，佔二零二二年總新增的比重約為98.6%；按物業類型劃分，來自商業及寫字樓項目的新增合約建築面積約為44萬平方米，佔二零二二新增的比重約為4.1%。

The breakdown of our revenue from property management services by property types and GFA under management of the Group were as follows:

本集團按物業類型劃分的物業管理服務收入及在管建築面積明細如下：

		As of 31 December 2022			As of 31 December 2021			Year-on-year growth rate of revenue
		GFA under management 截至 二零二二年 十二月三十一日 在管建築面積 Ten thousand sq.m. 萬平方米	Revenue 二零二二年 收入 Ten thousand RMB 人民幣萬元	% of revenue 收入佔比 %	GFA under management 截至 二零二一年 十二月三十一日 在管建築面積 Ten thousand sq.m. 萬平方米	Revenue 二零二一年 收入 Ten thousand RMB 人民幣萬元	% of revenue 收入佔比 %	
Residential properties	住宅物業	2,768.9	53,660.7	86.3%	1,862.6	41,307.9	87.9%	29.9%
Commercial and office buildings	商業及寫字樓	149.1	6,695.5	10.8%	82.3	4,777.9	10.2%	40.1%
Urban services	城市服務	N/A 不適用	1,822.4	2.9%	N/A 不適用	905.3	1.9%	101.3%
Total	合計	2,918.0	62,178.6	100.0%	1,944.9	46,991.1	100.0%	32.3%

During the Period, the Group actively and strategically developed the non-residential market, and focused on projects such as public buildings, industrial parks and commercial buildings. As of 31 December 2022, the GFA under management of commercial and office buildings was approximately 1.49 million sq.m.. With the proportion of project scale further increased, the revenue of commercial and office buildings increased by approximately 40.1% as compared to the corresponding period.

期內，本集團積極佈局非住市場，聚焦公建、產業園、商寫等業態，截至二零二二年十二月三十一日，商業及寫字樓在管建築面積約達到149萬平方米，項目規模佔比進一步提升，收入比同期上升約40.1%。

Urban services represent a new breakthrough in the property industry. Since our entering of the urban service field for the first time in 2021, the Group has continued to make efforts in it. In particular, the sanitation and cleaning project in Qinlan Town (秦欄鎮) acquired during the period is a key breakthrough for the Group in the field of urban services, where revenue from urban service projects under management reached RMB18.22 million denoting an increase of 101.3% over the corresponding period, which may contribute to the construction of urban life service concept of the Group and to the further enrichment of our business portfolio.

城市服務承載著物業行業新的突破方向，繼二零二一年首次進入城市服務領域以來，本集團在該領域持續發力。其中，期內獲取的秦欄鎮環衛保潔項目是本集團在城市服務領域的重點突破，城市服務項目在管收入達人民幣1,822萬元，較同期上升101.3%，將助力本集團城市生活服務概念的塑造及業態進一步豐富。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The breakdown of our revenue from property management services by customer types and GFA under management of the Group were as follows:

本集團按客戶類型劃分的物業管理服務收入及在管建築面積明細如下：

	As of 31 December 2022			As of 31 December 2021			Year-on-year growth rate of revenue	
	GFA under management 截至 二零二二年 十二月三十一日 在管建築面積 Ten thousand sq.m. 萬平方米	2022 Revenue 二零二二年 收入 Ten thousand RMB 人民幣萬元	% of revenue 收入佔比 %	GFA under management 截至 二零二一年 十二月三十一日 在管建築面積 Ten thousand sq.m. 萬平方米	2021 Revenue 二零二一年 收入 Ten thousand RMB 人民幣萬元	% of revenue 收入佔比 %		
Properties developed by Landsea Green Management Limited (Formerly as "Landsea Green Properties Co., Ltd.") ("Landsea Green Management")	朗詩綠色管理有限公司(前稱「朗詩綠色地產有限公司」) (「朗詩綠色管理」)開發的物業	826.3	22,385.5	36.0%	790.6	21,598.4	46.0%	3.6%
Properties developed by joint ventures and associates of Landsea Green Management	朗詩綠色管理合聯營公司 開發的物業	422.4	9,330.3	15.0%	332.0	7,528.3	16.0%	23.9%
Properties receiving project management services from Landsea Green Management	朗詩綠色管理代建的物業	189.3	3,898.9	6.3%	149.7	3,152.2	6.7%	23.7%
Properties developed by independent third-party	獨立第三方開發的物業	1,480.0	26,563.9	42.7%	672.6	14,712.2	31.3%	80.6%
Total	合計	2,918.0	62,178.6	100.0%	1,944.9	46,991.1	100.0%	32.3%

The growth of results performance of the Group for 2022 was also benefitted from expansion and acquisition by fairly balancing both quality and scale. The Group has 30 new projects through bidding in the market with a new contracted GFA of approximately 3.82 million sq.m. and a new GFA under management of approximately 5.22 million sq.m. The Group has 30 new projects through acquisition with a new contracted GFA of approximately 7.03 million sq.m. and a new GFA under management of approximately 5.98 million sq.m.:

本集團二零二二的業績增長亦得益於堅持質量與規模兼顧的外部拓展與收購，其中通過市場投標新增項目30個，新增簽約建築面積約382萬平方米，新增在管建築面積約522萬平方米；通過收購新增項目30個，新增簽約建築面積約703萬平方米，新增在管建築面積約598萬平方米：

		Additional Contracts signed	(Addition in 2022 compared with that of 2021) (二零二二年 新增比 二零二一年 新增)	Addition under management	(Addition in 2022 compared with that of 2021) (二零二二年 新增比 二零二一年 新增)
Additional Contracts signed					
新增簽約		新增簽約		新增在管	
Residential properties					
	住宅物業				
Number of projects	項目個數	41	Increased by 9 增加9個	45	Increased by 20 增加20個
Area (in ten thousand sq.m.)	面積(萬平方米)	1,041	116.6%	1,047	338.5%
Number of households	戶數	80,449	249.2%	76,122	350.8%
Commercial and office buildings					
	商業及寫字樓				
Number of projects	項目個數	7	Increased by 0 增加0個	9	Increased by 2 增加2個
GFA (in ten thousand sq.m.)	建築面積(萬平方米)	44	114.0%	73	61.5%
Urban services					
	城市服務				
Number of projects	項目個數	12	Increased by 9 增加9個	12	Increased by 9 增加9個

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Adhering to a flexible and open market-oriented cooperative attitude, the Group has reached strategic cooperation with state-owned government enterprises and regional property developers and established partner companies to handle the property management services arising from projects developed and delivered by and from the projects to be developed by the companies by leveraging mature service system and management standardization strength of Landsea Green Life. As of 31 December 2022, a total of 15 partner companies have been established, among which six were consolidated into the Group, namely (1) Landsea Property Management (Xuzhou) Co., Ltd.* (朗詩寶物業管理(徐州)有限公司); (2) Anju Landsea Property Management Service (Yangzhou) Co., Ltd.* (安居朗詩物業服務(揚州)有限公司); (3) Jiangsu Landsea Sea Lake Property Management Co., Ltd.* (江蘇朗詩海湖物業有限公司); (4) Sichuan Langshang Property Management Co., Ltd.* (四川朗商物業管理有限公司), (5) Xi'an Langze Property Management Co., Ltd.* (西安朗澤物業管理有限公司); and (6) Anhui Xindi Zhihui City Technology Services Co., Ltd.* while the accounts of the remaining nine were not consolidated into that of the Group where only investment gains would be shared, namely (1) Chengdu Fulang Property Services Co., Ltd.* (成都福朗物業服務有限公司); (2) Huizhou Landsea Dezhou Property Management Co., Ltd.* (惠州朗詩德州物業管理有限公司); (3) Zhejiang Langheng Property Management Co., Ltd.* (浙江朗恆物業管理有限公司); (4) Shanghai Landsea Savills Property Management Co., Ltd.* (上海朗詩第一太平戴維斯物業管理有限公司); (5) Dongyang City Investment Landsea Property Service Co., Ltd.* (東陽市城投朗詩物業服務有限公司); (6) Suzhou Langtong Green Elevator Service Co., Ltd.* (蘇州朗通綠色電梯服務有限公司); (7) Suzhou Gaolang Green Life Services Co., Ltd.* (蘇州高朗綠色生活服務有限公司); (8) Nanjing Landsea Nanfang Property Management Co., Ltd.* (南京朗詩南房物業管理有限公司); and (9) Nanjing Lang Yue Property Management Co., Ltd.* (南京朗越物業管理有限公司). For 2022, the Group has seven new off-balance-sheet management projects with new off-balance-sheet GFA under management amounting to approximately 170,000 sq.m.. The total number of off-balance-sheet management projects was 23 with off-balance-sheet GFA under management amounting to approximately 2.38 million sq.m. by the end of 2022.

本集團秉承靈活開放的市場化合作態度，與政府國企、區域地產開發商達成戰略合作，並成立合作公司，利用朗詩綠色生活成熟的服務體系、管理標準化優勢，操盤管理已有開發交付項目並將為後續開發項目提供物業服務。截至二零二二年十二月三十一日止本集團共成立合作公司15家。其中，本集團併表的6家，分別為(1)朗詩寶物業管理(徐州)有限公司；(2)安居朗詩物業服務(揚州)有限公司；(3)江蘇朗詩海湖物業有限公司；(4)四川朗商物業管理有限公司；(5)西安朗澤物業管理有限公司；及(6)安徽新地智慧城市科技服務有限公司。本集團非併表但分享投資收益的9家，分別為(1)成都福朗物業服務有限公司；(2)惠州朗詩德州物業管理有限公司；(3)浙江朗恆物業管理有限公司；(4)上海朗詩第一太平戴維斯物業管理有限公司；(5)東陽市城投朗詩物業服務有限公司；(6)蘇州朗通綠色電梯服務有限公司；(7)蘇州高朗綠色生活服務有限公司；(8)南京朗詩南房物業管理有限公司；及(9)南京朗越物業管理有限公司。二零二二年本集團新增非併表管理項目7個，新增非併表在管建築面積約為17萬平方米；截至二零二二年底，非併表管理項目總數達23個，非併表在管建築面積約為238萬平方米。

* For identification purposes only

As at the end of 2021, Southern Land International Company Limited (a wholly-owned subsidiary of the Company), Lucky Front Investments Limited, Dream Seeker, and Xindi Ruiyi entered into a share transfer agreement for the acquisition of 100% equity interests in Dream Seeker. The projects under management of Xindi Ruiyi, a subsidiary of Dream Seeker, include the Xindi Center (新地中心), a landmark in Anhui Province and a super high-rise office building with a height of 240 meters. This acquisition assisted the Group in exploring into the Anhui regional market, and formed effective synergy with the existing areas under the Group's management, thereby achieving the construction of a multi-level brand system. With the continuous exchanges and integration of the two parties in terms of corporate culture and management concepts, the influence of the Group in the Anhui market was also increasing in 2022. The completion of the acquisition took place on 30 May 2022 and the Group's contracted GFA increased accordingly by approximately 7.03 million sq.m. and the GFA under management increased by approximately 5.98 million sq.m.

The Group insisted on the standardization of service quality during enhancement of service diversification, realising the steady increase in the average price of property management fees. The Group passed the first-year supervision audits on ISO50001 energy management system and ISO27001 information security management system certifications in February and March 2022 successively. In July 2022, the Company passed the first-year supervision audits for the re-certification of ISO90001 Quality Management System, ISO14001 Environmental Management System and ISO45001 Occupational Health and Safety Management System, as smooth and orderly operation was in place for the management systems. Meanwhile, in January and May 2022, the Group passed the certification of GB/T31950 Corporate Integrity Management System and SA8000 Corporate Social Responsibility Management System respectively, which provided systematic support for the standardisation of corporate integrity management and fulfilment of social responsibility. With the expansion of scale in property management, the improvement of branding impact and quality standardization, the average property management fee per sq.m. per month for 2022 reached approximately RMB2.10, among which, the average property management fee for residential properties amounted to approximately RMB1.86 while the average property management fee for commercial and office buildings as a whole was approximately RMB6.74.

二零二一年末，Southern Land International Company Limited (本公司全資附屬公司)、Lucky Front Investments Limited、Dream Seeker及新地銳意訂立股份轉讓協議，以購買Dream Seeker 100%的股權，Dream Seeker附屬公司新地銳意的在管項目中，包含了安徽省的地標建築，高度為240米的超高層辦公樓新地中心，此次併購幫助本集團拓展了安徽區域市場，並與本集團現有管理區域形成有效協同，實現多層級品牌體系的構建。二零二二年，隨著雙方在企業文化和管理理念上的不斷交流與融合，本集團在安徽市場的影響力也不斷增強。該項目於二零二二年五月三十日完成交割，本集團的合約建築面積相應增加約703萬平方米，在管建築面積增加約598萬平方米。

本集團在提升服務多樣化的同時堅持服務質量標準化，實現物業管理費均價穩步提升。本集團於二零二二年二月及三月先後通過了ISO50001能源管理體系及ISO27001信息安全體系第一年的監督審核；於二零二二年七月通過了ISO90001質量管理體系、ISO14001環境管理體系及ISO45001職業健康安全體系再認證的第一年監督審核，各項管理體系平穩有序運營。同時，本集團於二零二二年一月及五月先後通過了GB/T31950企業誠信管理體系、SA8000企業社會責任管理體系認證，為規範企業誠信經營、擔當社會責任提供了體系支撐。隨著物業管理規模的擴展，品牌效應和質量標準化的提升，二零二二年的平均物業管理費每月每平方米達約人民幣2.10元。其中，住宅物業平均物業管理費約人民幣1.86元；商業及寫字樓整體平均物業管理費約人民幣6.74元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

VALUE-ADDED SERVICES TO NON-PROPERTY OWNERS

The Group offers value-added services to non-property owners to address their various needs on property management, including (i) sales assistance services, which mainly include visitors reception, on-site cleaning, security, repair and maintenance services to assist property developers in showcasing and marketing their properties at the pre-sale stage; (ii) consultancy services and other pre-delivery services such as cleaning, inspection, repair and maintenance services at the pre-delivery stage and to a lesser extent, repair and maintenance services after delivery where such services are required by property developers based on inspection of relevant properties; and (iii) property agency services provided for sales and leases of properties to property developers.

The following table sets out a breakdown of the revenue of value-added services to non-property owners by types for Year of 2022:

非業主增值服務

本集團提供非業主增值服務以滿足其各類物業管理需求，包括(i)案場服務，主要包括訪客接待、現場清潔、保安、維修及保養服務，在預售階段協助物業開發商展示及推銷其物業；(ii)諮詢顧問服務以及其他前期服務，例如前期階段的清潔、檢查、維修及保養服務，以及在物業開發商檢查相關物業後需要有關服務時在交付後提供少量維修及保養服務；(iii)為銷售及租賃物業開發商提供物業代理服務。

二零二二年度按類型劃分的非業主增值服務收益明細：

		Whole year of 2022 二零二二年全年		Whole year of 2021 二零二一年全年		Year-on-Year growth rate of revenue 收入同比 增長率
		Revenue 收入 Ten thousand RMB 人民幣萬元	% of revenue 收入佔比 %	Revenue 收入 Ten thousand RMB 人民幣萬元	% of revenue 收入佔比 %	%
Sales assistance services	案場服務	5,765.9	30.8%	6,425.6	32.1%	-10.3%
Property consultancy services	物業諮詢服務	4,917.7	26.2%	4,779.9	23.9%	2.9%
Property agency services	物業代理服務	8,062.4	43.0%	8,816.7	44.0%	-8.6%
Total	合計	18,746.0	100.0%	20,022.2	100.0%	-6.5%

The Group is engaged in providing perfect “first impression” to customers by building professional sales assistance services teams. As of 31 December 2022, the Group provided sales assistance services to 47 sales offices of Landsea Green Management and its partners and property companies which were independent third parties, which included 8 newly added sales offices during the period representing a decrease in income from sales assistance services of approximately 10.3% as a result of the impact of the pandemic as compared to the corresponding period.

Leveraging on its experience in operating green buildings for years, the Group managed to secure more property consultancy services. The Group has signed a strategic cooperation agreement with the Building Research Establishment (BRE) to jointly cultivate talents for green building certification assessment and for operation and maintenance management, promote the concept and standards for green building operation and maintenance, and has obtained the status as the exclusive certification assessment institution of BREEAM In-Use green building operation and maintenance standards (residence) in China. In 2022, the contracted service area increased by approximately 280,000 sq.m. and the contracted amount reached approximately RMB2.23 million, when the revenue from property consultancy services increased by approximately 2.9% as compared with the corresponding period.

We provided property agency services to developers and property owners to facilitate the sale of new or remaining properties of developers and meet the home purchase and car parking space purchase demand of more property owners. During the Year of 2022, we established a professional sales team for property agency services assisting community management service providers in enhancing service quality based on analysis on customers’ needs and facilitated 200 residential properties transactions, 869 car parking space transactions and 5 apartment transactions. In addition to providing property agency services for sales of car parking spaces and shops owned by property developers, we sourced potential property buyers, assisted property developers in entering into property sale and purchase agreements with buyers and the sales of new properties, thereby expanding our property agency services. During the Period, revenue from property agency services amounted to approximately RMB80.62 million, representing a decrease of approximately 8.6% as compared with approximately RMB88.17 million for the corresponding period as a result of the impact of the fluctuation of the property market and the pandemic.

本集團堅持第一印象管理，打造專業化案場服務團隊，截至二零二二年十二月三十一日，向朗詩綠色管理及其合作企業、獨立第三方地產公司提供售樓處案場服務累計47宗，期內新增8宗；受疫情影響，案場服務收入較同期下降約10.3%。

多年來綠色建築運維的經驗，幫助本集團獲得了更多物業顧問諮詢服務業務；本集團與英國建築研究院(BRE)簽署了戰略合作協議，聯合培養綠色建築認證評估人才與運維管理人才、推廣綠色建築運維理念與標準，並獲得BREEAM In-Use綠色建築運維標準(住宅)在中國的獨家認證評估機構地位。二零二二年新增合約服務面積約28萬平方米，簽約額達約人民幣223萬元；物業諮詢服務收入較同期增長約2.9%。

我們為開發商與業主提供物業代理服務，以促進開發商新房或尾盤的銷售，並滿足更多業主置業及購買車位的需求；本集團組建專業物業代理服務銷售團隊，協同小區管家，基於客戶需求分析，提升服務質量，二零二二年內分別促成200項住宅物業交易、869項停車位的交易和5項公寓交易。除通過協助物業開發商出售停車位及店鋪為彼等提供物業代理服務外，我們還物色潛在物業買家及協助物業開發商與買家訂立物業買賣協議，協助物業開發商銷售新物業，從而擴展向彼等提供的物業代理服務。期內，受房地產市場波動及疫情影響，本集團的物業代理服務收入達約人民幣8,062萬元，較去年同期約人民幣8,817萬元下降約8.6%。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

COMMUNITY VALUE-ADDED SERVICES

The Group offers a wide range of community value-added services in its residential properties under management to cater for the evolving needs of its customers and improve their quality of life. The services primarily consist of (i) home-living services such as house cleaning, home repair and maintenance services; (ii) public resource management services, which primarily include public spaces leasing and advertising activities; and (iii) property agency services for properties which relate to the sales and leases of properties, car parking spaces and use rights of the car parking spaces.

The following table sets out a breakdown of the revenue of community value-added services by types for the Year of 2022:

社區增值服務

本集團為在管住宅物業提供各種社區增值服務，以滿足客戶不斷變化的需求及改善其生活質量。該服務主要包括(i)居家生活服務，例如家居清潔、房屋維修及保養服務；(ii)公共資源管理服務，主要包括公共空間租賃及廣告活動；及(iii)有關出售及租賃房屋、停車位及停車位使用權的物業代理服務。

二零二二年度按類型劃分的社區增值服務收入明細：

		Whole year of 2022		Whole year of 2021		Year-on-Year
		二零二二年全年		二零二一年全年		growth rate
		Revenue	% of revenue	Revenue	% of revenue	of revenue
		收入	收入佔比	收入	收入佔比	收入同比
		Ten thousand		Ten thousand		增長率
		RMB	%	RMB	%	%
		人民幣萬元	%	人民幣萬元	%	%
Home-living services	居家生活服務	3,918.3	48.9%	3,292.4	49.1%	19.0%
Public resource management services	公共資源管理服務	1,999.8	24.9%	1,711.0	25.5%	16.9%
Asset management services	資產管理服務	2,102.7	26.2%	1,705.1	25.4%	23.3%
Total	合計	8,020.8	100.0%	6,708.5	100.0%	19.4%

Home-living services are provided in terms of household maintenance, housekeeping and cleaning and partial house renovation. We cooperate with professional housekeeping service providers to provide housekeeping services, including interior cleaning, exterior cleaning, carpet cleaning and disinfection and hourly home services. Property owners and residents can obtain information about our products such as agricultural products and cleaning services online and submit orders to the property service center. This service fosters interaction between our customers and us, allowing us to well understand their needs. Despite the impact of the pandemic, total revenue from this business recorded an increase of approximately 19.0% as compared with the corresponding period. Such increase was primarily due to the increase in number of projects and GFA under management of the Group.

The public resource management services mainly focus on the lease of both advertisement spots and community space. We lease certain public areas to third parties on behalf of the property owners for advertising and other uses, such as advertising space inside and outside elevators and in public spaces in the community. We determine the lease price with the lessee, generally taking into account the advertising theme, target location and lease term and other factors. Revenue from leasing public areas will be primarily used to fund public repairs and maintenance, and could also be used to pay for smart community upgrades. We collect rent on behalf of the property owners and recognise it as income based on a defined percentage of the rent. The total revenue of this business recorded an increase of approximately 16.9% as compared with the corresponding period.

Regarding our asset management business, in 2022, we started 747 transactions for our trading business and 1,366 transactions for our lease business with the transaction amount of approximately RMB399 million. We continued to focus on the needs of the customers so as to get closer to the lives of the property owners. Through long-term and high-quality services, we will continue to develop the stock market, broaden the boundaries of life services, and strive to bring more beautiful life experiences to the property owners' families. The total revenue of this business recorded an increase of approximately 23.3% as compared to the corresponding period. Such increase was primarily due to the orderly commencement of lease and sales business.

居家生活服務以入戶維修、家政保潔、房屋局部改造等內容開展，我們與專業的家政服務供貨商合作，提供家政類上門服務，包括室內保潔、外牆清潔、地毯清洗消毒及鐘點家居服務等。業主和住戶可以在在線獲取我們的產品信息，例如農產品、保潔服務等，並可以向物業服務中心提交訂單。該項服務增進了我們與客戶的互動，及對其需求的深入瞭解。雖受疫情影響，該業務總收入較二零二一年同期提升約19.0%。該增加主要由於本集團項目數量增加及在管建築面積擴大。

公共資源管理服務主要以廣告點位出租及社區空間租賃為主，我們代表業主向第三方出租某些公共區域作為廣告及其他用途，如電梯內外及社區公共空間的廣告位。我們在綜合考慮廣告主題、目標位置及租賃期間等因素後與承租人確定租賃價格。租賃公共區域所得收入將主要用於公共維修及維護資金，並可用於智慧社區升級。我們代表業主收取租金並將租金的一定比例作為收入。該業務總收入較同期提升約16.9%。

資產管理業務方面，二零二二年度開展買賣業務747單，租賃業務1,366單，交易金額達人民幣約3.99億元。持續以客戶需求為中心，貼近業主生活，通過長期、優質的服務，不斷發力存量市場，持續拓寬生活服務的邊界，致力於為業主家人帶來更多美好生活體驗。該業務總收入同期提升約23.3%。該增加主要由於租售業務有序開展。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

With the Landsea Friends (詩友公社) as the medium, the Group has encouraged neighborhood relationship through the buildup of community culture so as to satisfy the spiritual and cultural needs of customers. In order to realize the warm communities, we have polished our system for standardized products by publishing 4 sets of guides for community cultural standards including the “Instruction Statements for the Full Life-Cycle of Community Cultural Products of The Landsea Friends (詩友公社社區文化產品全生命週期使用說明書)”. Meanwhile, the mini-programs for “The Landsea Friends” groups, the platforms for community cultural activities, were launched with 18,311 registered users and 199,307 cumulative visits as at 31 December 2022. Besides, 19 national and city-level interest groups were established and 210 community groups were connected, when 616 activities were held, of which 82 were organized by the residents on their own, successfully gaining more than 380,000 customer visits with 49,000 families participating in various kinds of community cultural activities.

INFORMATISATION ESTABLISHMENT

The Group continues to promote the digital establishment of project services and internal operation and management to further improve customer service experience and corporate operational efficiency. As of 31 December 2022, our corporate service account covered all projects under management, and the WeChat accounts of our project managers and our WeCom (管家企業) basically achieved full cover of families, when customer service mini-program was also fully launched, basically realising the function of property management services including online payment, repair request, complaint, announcement and inquiry.

本集團以詩友公社為載體，通過社區文化建設促進鄰里關係，滿足客戶的精神文化需求。為將有溫度社區實現落地化，我們打磨標準化產品體系，推出《詩友公社社區文化產品全生命週期使用說明書》等4套社區文化標準化指導手冊。同時，上線朗詩社區文化活動平台－「詩友公社」社群小程序，於二零二二年十二月三十一日，該小程序已有18,311名註冊用戶，累計訪問量達199,307次，以及成立了19個全國、城市級社團，連接210個社區社團。開展活動616場，其中82場由住戶自主策劃，成功傳播覆蓋超38萬人次客戶，共有4.9萬戶住戶參加各類社區文化活動。

信息化建設

本集團持續推進項目服務端和內部經營管理端的數字化建設，進一步提升客戶服務體驗及企業運營效率。截至二零二二年十二月三十一日企業服務號覆蓋全部在管項目，項目經理及管家企業微信號已基本實現家庭全覆蓋，對客服服務小程序也已全面上線，基本實現線上繳費、報修、投訴、公告諮詢等物業管理服務功能。

The intelligent inspection of internal equipment and facilities of the Group covers all projects under management, realizing platform-based management from maintenance and repair to warehousing and settlement when optimization of related functions continues to be implemented. The Group has upgraded the intelligent management systems for community visitors and parking to enhance customers' experience in our management on the construction of the financial sharing system and platform, such that mechanical and repetitive works could be reduced and management efficiency could be further improved to support the optimisation of the organisation. In terms of value-added services to property owners, the Group added and launched a community service platform for group purchase, a service platform for home delivery, a service platform for non-motor vehicle charging and other platforms, which enhanced service experience and effectively promoted the development of value-added business simultaneously. At the same time, a community activity platform was also launched this year to help in building a warm community for active community cultural activities.

SOCIAL RESPONSIBILITY

The Group actively promoted environmental, social and governance work, and published the 2021 Environmental, Social and Governance Report in the first half of the year. In December 2021, we announced the roadmap and action plan for carbon neutrality, striving to contribute to high-quality environmental and social development through green, premium and low-carbon products and services. On the basis of constructing "more inclusive, safer and healthier" sustainable communities, we will further explore the construction of sustainable and low-carbon communities, and promote sustainable communities with reducing level of carbon through the iteration of energy-saving technologies, the improvement of supporting equipment for new energy vehicles, the advocacy of low-carbon actions in communities and other actions. We further strengthened our management on the basis of the original eight professional capabilities on operation and maintenance, including green management, disaster prevention and resilience, health and well-being, and energy consumption management, to create differentiated operation and maintenance capabilities, and expanded for more kinds of architecture such as commercial and public buildings, so as to provide a sustainable management model for the increasing number of green buildings in urban areas and provide support for the construction of low-carbon cities, thereby accelerating the realisation of the "30 • 60" goal of carbon peaking and carbon neutrality.

本集團內部設備設施智能巡檢覆蓋全部在管項目，實現從養護、維修到倉儲及結算的平台化管理並持續推進相關功能的優化。本集團升級智能社區訪客及車場管理系統，增強客戶體驗，進一步提升項目經營效率。社區公共資源管理業務上線了空間經營點位管理系統，有效降低了人力資源投入。本集團還持續進行人力資源共享及財務共享系統平台的建設，減少了機械性和重複性的工作，進一步提升管理效率，支撐組織優化。在業主增值服務方面本年新增建設上線了社區團購服務平台、到家服務平台及非機動車充電服務平台等，增強了服務體驗的同時，有效推動了增值業務的開展。同時，本年度還上線了社群活動平台，為活躍社區文化活動打造有溫度的社區提供助力。

社會責任

本集團積極推進環境、社會和管治方面的工作，並於本年度上半年發佈《二零二一年環境、社會及管治報告》。我們在2021年12月公佈了碳中和路線圖和行動計劃，致力於為通過低碳綠色的優質的產品和服務，為實現高質量的環境和社會發展做出貢獻。在「更包容、更安全、更健康」的可持續社區基礎上，進一步探索可持續低碳社區的建設，通過節能技術迭代、完善新能源車輛配套設備、社區低碳行動倡導等方面，推動可持續社區更加低碳。我們更進一步，在原有綠色管理、防災韌性、健康福祉、能耗管理等八大專業運維能力基礎上持續深化管理，打造差異化運維能力，並拓展至商業、公建等更多領域建築，為城市範圍內更多綠色建築提供可持續的管理模式，為低碳城市建設提供支持，加速「30 • 60」雙碳目標實現。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

We are committed to fighting against the pandemic, protecting the communities and assuming our social responsibilities. In 2022, the society, economy and our daily lives were hit hard by the outbreak of COVID-19, when we were staying at our position by fulfilling our social responsibilities, adhering to our mission and fighting against the pandemic at the first line of defense and being determined to make useful contributions to protect our property owners and achieve success in pandemic control, thereby gaining recognition from the society. In addition to the recognition of our property management teams and individuals by local governments in 2020 and 2021, during the Year of 2022, the Nantong Chunhui Garden (南通春暉花園) project was rated as the “advanced unit for anti-epidemic” and the management team of Nanjing Landsea for green garden and property was rated as the “advanced construction partner for combating the pandemic”. The Green Home (綠色家園) of Shanghai Landsea was rated as the “most beautiful volunteer team for epidemic prevention” and the Future Home of Wuxi Landsea was rated as the “most beautiful volunteer team”. The Linglong Yu of Nanjing Landsea (南京朗詩玲瓏嶼) obtained a certificate of honour for epidemic prevention and control. The Nanjing Poly Landsea Weilan (南京保利朗詩蔚藍雅苑) obtained a certificate of appreciation for volunteer service unit. The property management team of Changzhou Landsea Garden (常州朗詩競園) won a praise flag for community epidemic prevention and control, and a number of employees of the projects won personal honours for epidemic prevention and control.

我們積極抗疫，保護社區安全，承擔社會責任。於二零二二年，新冠疫情給社會經濟、人民生活帶來巨大衝擊中，我們堅守崗位，積極履行社會責任，牢記使命，始終奮戰於抗疫一線，為保障業主生命安全和成功抗擊疫情做出了自己的貢獻，得到社會各界的認可。繼二零二零、二零二一年我們多個物業管理團隊及個人受到地方政府表彰之後，二零二二年度南通春暉花園項目被評為「抗疫“先進單位”」，南京朗詩綠色花園物業團隊被評為「抗擊疫情先進共建」，上海朗詩綠色家園被評為「最美防疫志願團隊」、無錫朗詩未來之家被評為「最美志願者團隊」，南京朗詩玲瓏嶼獲得疫情防控榮譽證書，南京保利朗詩蔚藍雅苑獲得致謝志願服務單位證書，常州朗詩競園物業團隊獲得社區疫情表彰錦旗，另有多項目多名員工疫情防控工作個人榮譽。

FINANCIAL REVIEW REVENUE

The Group's revenue increased by approximately 20.6% from approximately RMB737 million for the Year of 2021 to approximately RMB889 million for the Year of 2022, due to (i) the increase in number of projects and GFA under management of the Group, resulting in another increase in revenue from property management services; and (ii) the gradual scope expansion of community value-added services provided by the Group as a result of our continuous business development.

The following table sets out a breakdown of the Group's revenue by business line for the periods indicated:

		2022 二零二二年		2021 二零二一年	
		RMB'000 人民幣千元	% %	RMB'000 人民幣千元	% %
Property management services	物業管理服務	621,786	70.0	469,911	63.7
Value-added services to non-property owners	非業主增值服務	187,460	21.0	200,222	27.2
Community value-added services	社區增值服務	80,208	9.0	67,085	9.1
Total	合計	889,454	100.0	737,218	100.0

Revenue from property management services increased by approximately 32.3% from approximately RMB470 million for the Year of 2021 to approximately RMB622 million for the Year of 2022. Such increase was primarily due to the increase in number of projects and GFA under management of the Group.

財務回顧 收益

本集團的收益由二零二一年度約人民幣7.37億元增加約20.6%至二零二二年度約人民幣8.89億元，乃由於(i)本集團的項目數量增加及在管建築面積擴大，令物業管理服務所得收入持續增長；(ii)隨著業務不斷發展，本集團提供的社區增值服務範圍逐步擴大。

下表載列於所示期間本集團按業務線劃分的收益明細：

提供物業管理服務的收益由二零二一年的約人民幣4.70億元增加約32.3%至二零二二年的約人民幣6.22億元。該增加乃主要由於本集團項目數量增加及在管建築面積擴大。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Revenue from value-added services to non-property owners decreased by approximately 6.5% from approximately RMB200 million for the Year of 2021 to approximately RMB187 million for the Year of 2022. Such decrease was due to the impact of the fluctuation of the property market and the pandemic resulting in the decrease in revenue from sales assistance services and property agency services.

Revenue from community value-added services increased by approximately 19.4% from approximately RMB67 million for the Year of 2021 to approximately RMB80 million for the Year of 2022. Such increase was primarily due to (i) the orderly commencement of lease and sales business; and (ii) the increase in number of projects and GFA under management of the Group.

COST OF SALES AND SERVICES

The Group's cost of sales and services includes employee benefit expenses, cleaning costs, security costs, maintenance costs, utilities, greening and gardening costs, depreciation and others.

The Group's cost of sales and services increased by approximately 25.4% from approximately RMB551 million for the Year of 2021 to approximately RMB691 million for the Year of 2022. Such increase was primarily due to the increase in staff headcount and subcontracting costs as a result of the expansion of the Group's business.

GROSS PROFIT AND GROSS PROFIT MARGIN

As a result of the foregoing, the Group's gross profit increased by approximately 6.5% from approximately RMB186 million for the Year of 2021 to approximately RMB198 million for the Year of 2022. The gross profit margin decreased by approximately 2.9 percentage points from approximately 25.2% for the Year of 2021 to approximately 22.3% for the Year of 2022. The decrease in gross profit margin was mainly attributable to (i) the increase in staff costs of property management services; and (ii) the decline in the gross profit margins of sales assistance services and property consultancy services as a result of the cyclical impact of the property industry and the impact of pandemic.

提供非業主增值服務的收益由二零二一年的約人民幣2.00億元減少約6.5%至二零二二年的約人民幣1.87億元。該減少是由於受房地產市場波動及疫情影響，案場服務服務收益、物業代理服務收益有所減少。

提供社區增值服務的收益由二零二一年的約人民幣0.67億元增加約19.4%至二零二二年的約人民幣0.80億元。該增加乃主要由於(i)資產管理服務有序開展及(ii)本集團項目數量增加及在管建築面積擴大。

銷售及服務成本

本集團的銷售及服務成本包括僱員福利開支、清潔成本、保安成本、保養成本、公用事業費用、綠化及園藝成本、折舊及其他。

本集團的銷售及服務成本由二零二一年的約人民幣5.51億元增加約25.4%至二零二二年的約人民幣6.91億元。該增加主要由於本集團業務擴展令員工人數及分包成本有所增加。

毛利及毛利率

由於以上所述，本集團的毛利由二零二一年度的約人民幣1.86億元增加約6.5%至截至二零二二年度約人民幣1.98億元。毛利率由二零二一年度的約25.2%降低約2.9個百分點至二零二二年度約22.3%，毛利率降低主要由於(i)物業管理服務人工成本上漲(ii)受地產行業周期性及疫情影響案場服務及物業諮詢服務毛利率有所下降。

OTHER INCOME AND GAINS

The Group's other income mainly represents government grants, additional VAT deductibles and others.

The Group's other income increased from approximately RMB5 million for the Year of 2021 to approximately RMB11 million for the Year of 2022, primarily due to the constant business expansion of the Group.

SELLING EXPENSES

The Group's selling expenses mainly represent employee benefit expenses, business development expenses, travel expenses, office expenses and others.

The Group's selling expenses increased by approximately 50.0% from approximately RMB14 million for the Year of 2021 to approximately RMB21 million for the Year of 2022, primarily due to the continuous expansion of the Group's business.

ADMINISTRATIVE EXPENSES

The Group's administrative expenses mainly represent employee benefit expenses, professional fees, travel expenses, office expenses and others.

The Group's administrative expenses increased by approximately 6.3% from approximately RMB96 million for the Year of 2021 to approximately RMB102 million for the Year of 2022, primarily due to scale expansion of the Group.

FINANCE INCOME – NET

The Group's net finance income represent various interest expenses and interest income from bank deposits.

The Group's net finance income increased from net income of approximately RMB2.05 million for the Year of 2021 to net income of approximately RMB2.14 million for the Year of 2022, primarily due to an increase in interest income.

其他收入及收益

本集團的其他收入主要為政府補助、增值稅的額外抵扣以及其他。

本集團的其他收入由二零二一年的約人民幣0.05億元增加至二零二二年的約人民幣0.11億元，主要由於本集團持續加大業務擴張。

銷售開支

本集團的銷售開支主要為僱員福利開支、業務發展開支、差旅開支、辦公室開支及其他。

本集團的銷售開支由二零二一年的約人民幣0.14億元增加約50.0%至二零二二年的約人民幣0.21億元，主要由於本集團持續加大業務擴張。

行政開支

本集團的行政開支主要為僱員福利開支、專業費用、差旅開支、辦公室開支及其他。

本集團的行政開支由二零二一年的約人民幣0.96億元增加約6.3%至二零二二年的約人民幣1.02億元，主要由於集團規模擴大。

財務收入淨額

本集團的財務收入淨額為各類利息支出及銀行存款利息收入。

本集團的財務收入淨額由二零二一年的淨收入約人民幣205萬元增加至二零二二年的淨收入約人民幣214萬元，主要是由於利息收入的增加。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

SHARE OF GAINS OF ASSOCIATES

The Group recorded a share of the gains of associates of approximately RMB0.77 million for the Year of 2022.

SHARE OF GAINS OF JOINT VENTURES

Our share of gains of joint ventures for the Year of 2022 was approximately RMB0.05 million.

INCOME TAX EXPENSES

The Group's income tax refers to PRC enterprises income tax at a tax rate of 25% on taxable profits of our subsidiaries incorporated in the PRC and the land appreciation taxes required in accordance with the relevant tax laws and regulations in the PRC. Some subsidiaries of the Group are qualified as small and micro businesses and enjoy preferential tax rate of 10% for the Year of 2022.

The Group's income tax expenses decreased by approximately 33.3% from approximately RMB18 million for the Year of 2021 to approximately RMB12 million for the Year of 2022, mainly attributable to the decrease in profit before income tax.

PROFIT FOR THE YEAR

The Group's profit for the year was approximately RMB29 million. Excluding the impact of impairment losses, the adjusted profit for the year was approximately RMB64 million, representing a decrease of approximately 5.9% as compared with approximately RMB68 million for the corresponding period. The net profit margin for the Year of 2022 was approximately 3.3%, representing a decrease of 4.6 percentage points from approximately 7.9% for the corresponding period.

LIQUIDITY, RESERVES AND CAPITAL STRUCTURE

As at 31 December 2022, the Group's current assets amounted to approximately RMB897 million, representing an increase of approximately 10.7% as compared with approximately RMB810 million as at 31 December 2021.

應佔聯營公司收益

本集團二零二二年度應佔聯營公司收益錄得約人民幣77萬元。

應佔合營公司收益

本集團二零二二年度應佔合營公司收益錄得約人民幣5萬元。

所得稅開支

本集團的所得稅是指於中國註冊成立的附屬公司的應課稅溢利按25%的稅率繳納的中國企業所得稅和按中國相關稅務法律及法規所載規定繳納的土地增值稅。本集團若干附屬公司符合小型微利企業資格，因此於二零二二年度享有10%的優惠稅率。

本集團的所得稅開支由二零二一年度約人民幣0.18億元減少約33.3%至二零二二年度約0.12億人民幣，主要由於除所得稅前溢利減少。

年內溢利

本集團年內溢利約為人民幣0.29億元，剔除減值虧損的影響後，年內經調整溢利約人民幣0.64億元，較同期約人民幣0.68億元減少約5.9%。二零二二年度淨利潤率約為3.3%，較同期的約7.9%降低4.6個百分點。

流動資金、儲備及資本架構

於二零二二年十二月三十一日，本集團的流動資產約為人民幣8.97億元，較於二零二一年十二月三十一日的約人民幣8.10億元增加約10.7%。

As at 31 December 2022, the Group's cash and cash equivalents, denominated in Renminbi, Hong Kong dollar and U.S. dollar, amounted to approximately RMB358 million, representing a decrease of approximately 19.4% as compared with approximately RMB444 million as at 31 December 2021, mainly due to the net cash inflow from operating activities of approximately RMB54 million, representing an increase in net cash inflow by approximately RMB55 million from the net outflow of approximately RMB1 million for the previous year, and the net cash outflow from investing activities of approximately RMB135 million, representing an increase in net outflow by approximately RMB38 million as compared with the net outflow of approximately RMB97 million for the previous year, and the net outflow from financing activities of approximately RMB5 million, representing a decrease in net inflow of approximately RMB233 million from the net inflow of approximately RMB228 million for 2021.

TRADE RECEIVABLES

The Group's trade receivables primarily consist of receivables for our property management services and community value-added services from our customers.

The trade receivables of the Group as at 31 December 2022 were approximately RMB309 million, representing an increase of approximately 43.7% from approximately RMB215 million as at 31 December 2021. Such increase was primarily due to the increase in the Group's revenue.

PREPAYMENTS AND OTHER RECEIVABLES

As at 31 December 2022, the Group's prepayments, deposits and other receivables amounted to approximately RMB228 million, representing an increase of approximately 53.0% as compared with approximately RMB149 million as at 31 December 2021. It was primarily due to (i) the acquisition deposit of RMB30 million; and (ii) an increase in the deposit for the exclusive sales agency business for the year.

TRADE AND OTHER PAYABLES

As at 31 December 2022, the Group's trade and other payables amounted to approximately RMB412 million, representing an increase of approximately 36.4% as compared with approximately RMB302 million as at 31 December 2021. This was primarily due to the increase in the number of projects of the Group and the expansion of the GFA under management.

於二零二二年十二月三十一日，本集團的現金及現金等價物（以人民幣、港元及美元計值）約為人民幣3.58億元，較於二零二一年十二月三十一日的約人民幣4.44億元減少約19.4%，主要因為經營活動現金淨流入約人民幣54百萬元，較去年的淨流出約人民幣1百萬元增加淨流入約人民幣55百萬元，投資活動現金淨流出約人民幣135百萬元，較去年的淨流出約人民幣97百萬元增加淨流出約人民幣38百萬元，籌資活動淨流出約人民幣5百萬元，較去年的淨流入約人民幣228百萬元減少淨流入約人民幣233百萬元。

貿易應收款項

本集團的貿易應收款項主要包括就物業管理服務及社區增值服務來自客戶的應收款項。

本集團於二零二二年十二月三十一日的貿易應收款項約為人民幣3.09億元，較二零二一年十二月三十一日的約人民幣2.15億元增加約43.7%。貿易應收款項增加主要由於本集團的收益增加。

預付款項及其他應收款項

本集團於二零二二年十二月三十一日的預付款項、按金及其他應收款項約為人民幣2.28億元，較二零二一年十二月三十一日的約人民幣1.49億元增加約53.0%。此乃主要由於(i)支付收購意向金人民幣0.30億元；(ii)本年度獨家銷售代理業務保證金增加。

貿易及其他應付款項

本集團於二零二二年十二月三十一日的貿易及其他應付款約為人民幣4.12億元，較二零二一年十二月三十一日的約人民幣3.02億元增加約36.4%。此乃主要由於本集團項目數量增加及在管建築面積擴大。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CONTRACT LIABILITIES

The Group receives payments from customers based on billing schedules as stipulated in the property management agreements. Certain payments are usually received in advance of the performance under the contracts which are mainly from property management services.

As at 31 December 2022, the Group's contract liabilities amounted to approximately RMB207 million, representing an increase of approximately 29.4% as compared with approximately RMB160 million as at 31 December 2021. Such increase was primarily due to the increase in number of projects and the GFA under management of the Group.

BORROWINGS

As at 31 December 2022, the Group had no bank borrowings.

SIGNIFICANT INVESTMENTS HELD

The Group did not hold any significant investment during the Year of 2022.

MATERIAL ACQUISITIONS AND DISPOSALS

As mentioned above, the completion of the acquisition of the entire equity interest in Dream Seeker took place on 30 May 2022 and Dream Seeker has become a wholly-owned subsidiary of the Company.

As approved by the independent shareholders of the Company at the extraordinary general meeting of the Company held on 20 March 2023, the following connected transactions and continuing connected transactions were approved:

- (i) On 16 December 2022, Langhong (Nanjing) Enterprise Management Co., LTD* (朗鴻(南京)企業管理有限公司), a wholly-owned subsidiary of the Group, entered into an equity transfer agreement (as amended by a supplemental agreement dated 24 February 2023) with Huge Wealth Group Limited (濠旺集團有限公司) ("Huge Wealth"), Beihai Langrun Commercial Management Limited* (北海朗潤商業管理有限公司) ("Beihai Langrun") and Nanjing Langjun Commercial Management Limited* (南京朗郡商業管理有限公司) ("Nanjing Langjun"), which is ultimately owned as to 50% by Mr. Tian Ming, a non-executive Director and the controlling shareholder of the Company and thus a connected person of the Company. Accordingly, Nanjing Langjun is an associate of Mr. Tian Ming and a connected person of the

合約負債

本集團按物業管理協議內規定的結算時間表收取客戶付款。部分付款款項通常根據合約(主要來自物業管理服務)履行情況預先收取。

本集團於二零二二年十二月三十一日的合約負債約為人民幣2.07億元，較二零二一年十二月三十一日的約人民幣1.60億元增加約29.4%。此乃主要由於本集團項目數量增加及在管建築面積擴大。

借款

於二零二二年十二月三十一日，本集團無銀行借款。

持有之重大投資

二零二二年度本集團並無持有任何重大投資。

重大收購及出售

如上所述，Dream Seeker的全部股權收購於2022年5月30日完成，Dream Seeker已成為公司的全資子公司。

經本公司獨立股東於二零二三年三月二十日舉行的本公司股東特別大會上批准後，以下關連交易及持續關連交易已獲批准：

- (i) 於二零二二年十二月十六日，本集團全資附屬公司朗鴻(南京)企業管理有限公司與濠旺集團有限公司(「濠旺」)、北海朗潤商業管理有限公司(「北海朗潤」)及南京朗郡商業管理有限公司(「南京朗郡」，由本公司非執行董事兼控股股東田明先生最終擁有50%權益，因此為本公司關連人士)訂立股權轉讓協議(經日期為二零二三年二月二十四日的補充協議修訂)。因此，南京朗郡為田明先生的聯繫人及本公司的

Company. Therefore, the equity transfer agreement, in relation to the Group's acquisition of the entire equity interest in Beihai Langrun at a total consideration of RMB201,700,000 constituted a connected transaction of the Company under Chapter 14A of the Listing Rules.

On 24 February 2023, Langhong (Nanjing) Corporate Management Limited* (朗鴻(南京)企業管理有限公司) ("Langhong Nanjing"), a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company, Nanjing Langlun, Huge Wealth and Beihai Langrun entered into a supplemental agreement in relation to, among other things, the disposal of 100% equity interests in Shanghai Liansheng Zhichuang Management Consulting Co., Ltd.* (上海聯勝致創管理諮詢有限公司) by Langhong Nanjing to Nanjing Langlun at the consideration of RMB197,000,000 (the "Disposal").

As explained above, as Mr. Tian Ming is a connected person of the Company, and Nanjing Langlun is an associate of Mr. Tian Ming and a connected person of the Company, the Disposal also constituted a connected transaction of the Company under Chapter 14A of the Listing Rules.

- (ii) On 16 December 2022, Beihai Langrun and Shanghai Landsea Apartment Industrial Development Limited* (上海朗詩寓實業發展有限公司) ("Shanghai Landsea Apartment") also entered into an operation and management framework agreement, pursuant to which members of Beihai Langrun and its subsidiaries will provide operation and management services for long-term apartment leasing and management to members of Shanghai Landsea Apartment, from the commencement date to 31 December 2025, with individual agreements to be entered between members of Beihai Langrun and members of Shanghai Landsea Apartment in accordance with the principles and terms of the operation and management framework agreement.

Mr. Tian Ming is a non-executive Director and the controlling shareholder of the Company and thus a connected person of the Company. Shanghai Landsea Apartment is ultimately owned as to 50% by Mr. Tian Ming. Accordingly, Shanghai Landsea Apartment is an associate of Mr. Tian Ming and thus a connected person of the Company. The operation and management framework agreement will constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

關連人士。因此，根據上市規則第14A章，有關本集團以總代價人民幣201,700,000元收購北海朗潤全部股權之股權轉讓協議構成本公司之關連交易。

於二零二三年二月二十四日，朗鴻(南京)企業管理有限公司(「朗鴻南京」，於中國成立之有限責任公司，本公司之間接全資附屬公司)、南京朗郡、濠旺及北海朗潤訂立補充協議，內容有關(其中包括)朗鴻南京向南京朗郡出售上海聯勝致創管理諮詢有限公司之100%股權，代價為人民幣197,000,000元(「出售事項」)。

誠如上文所闡釋，由於田明先生為本公司之關連人士，而南京朗郡為田明先生之聯繫人及本公司之關連人士，故根據上市規則第14A章，出售事項亦構成本公司之關連交易。

- (ii) 於二零二二年十二月十六日，北海朗潤與上海朗詩寓實業發展有限公司(「上海朗詩寓」)亦訂立經營及管理框架協議，據此，北海朗潤及其附屬公司的成員公司將自開始日期起至二零二五年十二月三十一日向上海朗詩寓成員公司提供有關長期公寓租賃及管理的經營及管理服務，惟北海朗潤的成員公司與上海朗詩寓的成員公司須根據經營及管理框架協議的原則及條款分訂立個別協議。

田明先生為本公司非執行董事兼控股股東，故為本公司的關連人士。上海朗詩寓由田明先生最終擁有50%權益。因此，上海朗詩寓乃田明先生之聯繫人，故為本公司之關連人士。根據上市規則第14A章，經營及管理框架協議將構成本公司的持續關連交易。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Save as disclosed in this report, during the Year of 2022, the Company did not conduct any material acquisitions or disposals of assets, subsidiaries and affiliated companies.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2022, the Group had a total of 3,891 employees (as at 31 December 2021: 3,568). The Group offers employees competitive remuneration packages that include fees, salaries, allowances and benefits in kind, bonuses and pension scheme contribution and social welfare. The Group contributes to social insurance for its employees, including medical insurance, work-related injury insurance, retirement insurance, maternity insurance, unemployment insurance and housing funds.

PLEDGE OF ASSETS

As at 31 December 2022, the Group had no pledge of assets or charges on the group assets.

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

The Group will continue to focus on its existing property management services and community value-added services. Save as disclosed in the prospectus of the Company dated 25 June 2021 (the "Prospectus"), no concrete plan for future investment is in place as at the date of this report.

GEARING RATIO

Gearing ratio, defined as bank and other borrowings, lease liabilities and amounts due to related parties divided by total equity and multiplied by 100% was 0.57% as at 31 December 2022 as the Group has no bank loan and other borrowings (as at 31 December 2021: 0.57%).

USE OF PROCEEDS FROM THE LISTING

The shares of the Company were listed on the Stock Exchange on 8 July 2021 (the "Listing Date") by way of global offering, 100,000,000 shares were issued, and the total of 110,765,000 shares were issued after the over-allotment options were partially exercised, raising the total net proceeds (after deducting underwriting commissions and other related listing expenses) of approximately HK\$288.9 million. The unutilised net proceeds as at 31 December 2022 was approximately HK\$84.8 million.

除本報告中披露的情況外，二零二二年期間，公司未進行任何重大收購或資產、附屬公司和聯屬公司的處置。

僱員及薪酬政策

於二零二二年十二月三十一日，本集團合計擁有3,891名僱員（於二零二一年十二月三十一日：3,568名）。本集團為僱員提供袍金、薪金、津貼及實物福利、花紅及退休金計劃供款及社會福利等具有競爭性的薪酬待遇。本集團為其僱員繳納醫療保險、工傷保險、養老保險、生育保險、失業保險及住房公積金等社會保險。

資產押記

本集團於二零二二年十二月三十一日，沒有任何資產質押或押記。

未來重大投資計劃及資本資產

本集團將繼續專注當前的物業管理服務及社區增值服務。除本公司日期為二零二一年六月二十五日的招股章程（「招股章程」）所披露者外，於本報告日期，概無未來投資方面的任何具體計劃。

資本負債比率

於二零二二年十二月三十一日，資本負債比率為0.57%（界定為銀行及其他借款、租賃負債及應付關聯方款項除以權益總額，再乘以100%）（於二零二一年十二月三十一日：0.57%）。

上市所得款項用途

本公司股份以全球發售的方式於二零二一年七月八日（「上市日期」）於聯交所上市，發行100,000,000股股份，於超額配股權獲部分行使後，合共發行110,765,000股股份，經扣除包銷佣金及其他相關上市開支後，共籌集所得款項淨額約288.9百萬港元。截至二零二二年十二月三十一日，尚未動用的所得款項淨額約為84.8百萬港元。

The analysis on the utilization of the net proceeds from the Listing Date to 31 December 2022 is as follows:

上市日期至二零二二年十二月三十一日期間，所得款項淨額用途分析如下：

Use		Percentage of the net proceeds as stated in the Prospectus and allocation of the net proceeds after taking into account the partial exercise of the over-allotment option on 30 July 2021		Actual use of net proceeds up to 31 December 2022	Unutilised net proceeds as at 31 December 2022	Expected Timeline
		% of total amount	HK\$ Million	HK\$ Million	HK\$ Million	
用途		佔總金額的百分比	百萬港元	百萬港元	百萬港元	預期時間表
Strategic acquisitions and investments	戰略收購及投資	56.8%	164.1	164.1	-	Completed 已完成
Further upgrading the software and hardware of the Group's digitalised smart systems, improving customer data security and establishing a strategy analysis platform, developing and upgrading the Group's internal management systems and continuing to upgrade the Group's Landsea e Cloud and the IT tools and software for running the Group's WeChat service accounts	進一步升級本集團數字化智能系統的軟硬件、加強客戶數據安全及設立戰略分析平台、開發與升級本集團內部管理系統以及持續升級本集團朗e雲以及信息技術工具及軟件以營運本集團微信服務號	15.3%	44.2	7.3	36.9	2023/12/31
Enriching community living and cultural activities, expanding and further promoting the Group's property agency services, enriching and promoting the Group's community value-added services, establishing a WeChat Mini Program	豐富社區生活與文化活動、擴展及進一步推廣本集團的物業代理服務、豐富及推廣本集團社區增值服務、設立微信小程序	10.2%	29.5	10.5	19.0	2024/12/31

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Use	Percentage of the net proceeds as stated in the Prospectus and allocation of the net proceeds after taking into account the partial exercise of the over-allotment option on 30 July 2021		Actual use of net proceeds up to 31 December 2022	Unutilised net proceeds as at 31 December 2022	Expected Timeline	
	% of total amount	HK\$ Million	HK\$ Million	HK\$ Million		
用途	招股章程載列所得款項淨額與計及超額配股權於二零二一年七月三十一日部分行使後所得款項淨額分配的百分比		二零二二年十二月三十一日的所得款項淨額實際用途	於二零二二年十二月三十一日尚未動用的所得款項淨額	預期時間表	
	% of total amount	HK\$ Million	HK\$ Million	HK\$ Million		
	佔總金額的百分比	百萬港元	百萬港元	百萬港元		
Continuing to incentivise, retain and recruit talents in order to better the Group's human resources management	持續激勵、留聘及招聘人才以加強本集團人力資源管理	7.7%	22.2	22.2	–	Completed 已完成
Working capital and other general corporate purposes	營運資金及其他一般企業用途	10.0%	28.9	–	28.9	2024/12/31

FINANCIAL RISKS

The Group is exposed to risks arising from its financial instruments such as interest rate risk, credit risk and liquidity risk.

INTEREST RATE RISK

The Group has not used any financial derivatives to hedge its interest rate risk. All bank interests were received at fixed rates.

財務風險

本集團面臨其金融工具所產生的風險（如利率風險、信貸風險及流動資金風險）。

利率風險

本集團並無使用衍生金融工具對沖利率風險，且獲得的銀行利息均以固定計息。

CREDIT RISK

The Group's financial instruments have been grouped based on shared credit risk characteristics such as instrument types and credit risk ratings for the purpose of determining significant increases in credit risk and impairment measurement.

As at 31 December 2022, the carrying amounts of cash and cash equivalents, trade receivables, amounts due from related parties and other receivables included in the statement of financial position represent the Group's maximum exposure to credit risk in relation to its financial assets.

As at 31 December 2022, all cash and cash equivalents were deposited in high-credit-quality financial institutions without significant credit risk.

FOREIGN EXCHANGE RISK

As all of the Group's businesses were conducted in the PRC, the revenue and profit for the Year of 2022 were denominated in Renminbi. The major foreign currency source for the Group was the fundraising following the successful listing on the Stock Exchange during the Period, all of which were in Hong Kong dollars. As at 31 December 2022, the Group did not have significant foreign currency exposure from its operations. The Group has not used any financial derivatives to hedge its foreign exchange risk. The Group will closely monitor its foreign currency exposure and will consider hedging significant foreign currency exposure should the need arise.

CONTINGENT LIABILITIES

As at 31 December 2022, the Group did not have any outstanding guarantees or other material contingent liabilities.

LIABILITIES TO ASSETS RATIO

Liabilities to assets ratio is calculated based on our total liabilities as at the end of the relevant period divided by our total assets as at the end of such period. As at 31 December 2022, our liabilities to assets ratio was 62.4% (as at 31 December 2021: 56.9%).

信貸風險

本集團按相同的信貸風險特徵分類金融工具，如工具類別及信貸風險評級，以釐定信貸風險的顯著增加及減值計量。

於二零二二年十二月三十一日，列入財務狀況表的現金及現金等價物、貿易應收款項、應收關聯方款項及其他應收款項的賬面值為本集團就其金融資產承受的最大信貸風險。

於二零二二年十二月三十一日，所有現金及現金等價物均存放於信貸等級良好的金融機構，並無重大信貸風險。

外匯風險

由於本集團所有業務均於中國開展，故二零二二年度的收益及溢利均以人民幣計值。本集團主要的外幣來源為期內在聯交所成功上市後募集的資金，其全部為港元。於二零二二年十二月三十一日，本集團並無因營運而面對的重大外幣風險。本集團目前並無使用衍生金融工具對沖其外匯風險。本集團將密切監控其外幣風險並將考慮於需要時對沖重大外幣風險。

或然負債

於二零二二年十二月三十一日，本集團並無任何未償還擔保或其他重大或然負債。

資產負債率

資產負債率按於有關期末的負債總額除以於該期末的資產總值計算。於二零二二年十二月三十一日，資產負債率為62.4%（二零二一年十二月三十一日：56.9%）。

CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Group is committed to achieving a high standard of corporate governance to protect the Shareholders' overall interests.

The Company has adopted and applied the code provisions under the CG Code as its own corporate governance code. To the best knowledge of the Directors, the Company has complied with all applicable code provisions under Part 2 of the CG Code during FY2022.

The Board should establish the Company's purpose, value and strategy and satisfy itself that they are aligned with its culture.

BOARD OF DIRECTORS

As at the date of this report, The Board consists of three executive Directors (namely Ms. Zhou Qin, Mr. Wu Xu and Mr. Liu Chao respectively), two non-executive Directors (namely Mr. Tian Ming, the Chairman and Mr. Liu Yong) and three independent non-executive Directors (namely Ms. Katherine Rong Xin, Ms. Lu Mei and Dr. Chen Kevin Chien-wen respectively). An updated list of Directors and their roles and functions is posted on the websites of the Stock Exchange and the Company, respectively. Their names and biographical details are set out in the "Biographies of Directors and Senior Management" section of this report. The Board has the overall management of the Company's operations, as well as the responsibility for overseeing and formulating the overall business strategy.

There is no financial, business, family and other material or relevant relationship among the respective Directors, the chairman and the general manager of the Company.

In FY2022, the Board has consistently complied with Rules 3.10(1) and (2) of the Listing Rules regarding the appointment of at least three independent non-executive Directors and at least one independent non-executive Director who shall have appropriate professional qualifications or accounting and financial management expertise. The three independent non-executive Directors account for one-third of the Board, which meets the requirements of Rule 3.10A of the Listing Rules, that is, the independent non-executive Directors of the listed issuer must represent at least one-third of the Board. The Board believes that the Board has sufficient independence to safeguard the interests of the Shareholders.

企業管治常規

本集團致力達致高水平的企業管治，以保障股東的整體利益。

本公司已採納並應用企業管治守則作為其本身的企業管治守則。據董事所深知，二零二二財年，本公司一直遵守企業管治守則第二部分所有適用守則條文。

董事局應建立本公司的目標、價值、策略，並信任其與該等文化貫徹一致。

董事局

截至本報告日期，董事局由三名執行董事（分別為周勤女士、吳旭先生及劉超先生）、兩名非執行董事（即董事長田明先生及Liu Yong先生），及三名獨立非執行董事（分別為Katherine Rong Xin女士、魯梅女士及陳建文博士）組成。董事及其角色和職能的最清單分別在聯交所和本公司網站發佈。彼等的姓名及履歷詳情載於本報告「董事及高級管理層履歷」一節。董事局擁有對本公司營運的總體管理，及監督和制定整體業務戰略的職責。

本公司各董事、董事長及總裁之間概無財務、業務、家庭及其他重大關係或相關關係。

二零二二財年，董事局始終符合上市規則第3.10(1)及(2)條有關任命至少三名獨立非執行董事，及至少一名獨立非執行董事具有適當專業資格或會計及財務管理專業知識的董事。三名獨立非執行董事佔董事局人數三分之一以上，符合上市規則第3.10A條規定，即上市發行人的獨立非執行董事必須至少代表董事局的三分之一。董事局認為，董事局有足夠的獨立性來維護股東利益。

CHAIRMAN AND CHIEF EXECUTIVE

Under code provision C.2.1 of the CG Code, the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. Mr. Tian Ming is the Chairman and Mr. Wu Xu is the chief executive officer of the Company. The Company considered that the division of the responsibilities between the chairman and chief executive officer is clearly established.

DUTIES OF DIRECTORS

The Board is responsible for overseeing all major matters of the Company, including formulating and approving all policy matters, overall strategy, internal control and risk management systems, and supervising the duty performance of senior management. Directors shall make objective decisions based on the Company's overall interests.

The liability insurance of the Directors and senior management of the Company is maintained by the Company to prevent and cover certain legal liabilities that may arise in the course of performing their duties.

BOARD AUTHORISATION

The management consisting of executive Directors and other senior management is authorised to implement the strategies and guidelines approved by the Board from time to time and is responsible for the day-to-day management and operations of the Group. The executive Directors and senior executives meet regularly to review the performance of the Group's overall business, coordinate overall resources, and make financial and operating decisions. The Board also gives clear instructions on its management powers (including circumstances where the management should report to it) and will regularly review the authorisation arrangements to ensure that they are suitable for the needs of the Group.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility to prepare the Group's consolidated financial statements in accordance with statutory requirements and applicable accounting standards. The Directors also acknowledge their responsibilities to ensure the timely release of the Group's consolidated financial statements. The Directors are not aware of any significant uncertainties related to events or conditions, and these uncertainties may have a significant impact on the Company's ability to continue as a going concern. Therefore, the Directors have prepared the consolidated financial statements of the Group in accordance with the going concern standard.

董事長與行政總裁

根據企業管治守則之守則條文第C.2.1條，董事長與行政總裁之角色應有區分，並不應由一人同時兼任。田明先生為董事長，吳旭先生為本公司行政總裁。本公司認為，已清晰制定董事長與行政總裁之職責區分方法。

董事職責

董事局負責監督本公司所有重大事項，包括制定及批准所有政策事項、整體戰略、內部監控及風險管理制度，並監督高級管理人員的履職情況。董事必須從本公司整體利益出發作出客觀決定。

本公司董事及高級管理人員的責任保險由本公司維護，以防範及涵蓋在履行職責過程中可能產生的某些法律責任。

董事局授權

由執行董事及其他高級管理人員組成的管理層被授權執行董事局通過的戰略及方針，並負責本集團的日常管理及營運。執行董事與高級行政人員定期開會，以檢討本集團整體業務的表現、統籌整體資源、並作出財務及營運決策。董事局亦就其管理權力(包括管理層應向其報告的情況)給予明確指示，並將定期檢討授權安排，以確保其合乎本集團需求。

董事對財務報表的責任

董事確認其有責任根據法定要求和適用的會計準則編制本集團的綜合財務報表。董事亦確認其責任，以確保及時發佈本集團的綜合財務報表。董事並不知悉與事件或條件有關的任何重大不確定因素，這些不確定因素可能對本公司的持續經營能力構成重大影響。因此，董事已按持續經營標準編制本集團的綜合財務報表。

CORPORATE GOVERNANCE REPORT

企業管治報告

INDEPENDENT NON-EXECUTIVE DIRECTORS

Independent non-executive Directors play an important role in the Board by virtue of their independent judgments, and their views are of great significance in the decision of the Board. The functions of independent non-executive Directors include holding impartial views and judgments on such issues as the Company's strategy, performance and control; and reviewing the Company's performance and monitoring performance reports.

All independent non-executive Directors have extensive academic, professional, industry knowledge and management experience, and have made positive contributions to the Company's development by providing professional advice to the Board.

CONFIRMATION OF INDEPENDENCE

The independence of the independent non-executive Directors has been assessed in accordance with the applicable Listing Rules, and the Company has received from each independent non-executive Director an annual written confirmation of his/her independence in accordance with Rule 3.13 of the Listing Rules. The Company considers that all independent non-executive Directors meet the guidelines for assessing independence set out in Rule 3.13 of the Listing Rules and are independent.

BOARD DIVERSITY POLICY

Our Board has adopted a board diversity policy (the “**Board Diversity Policy**”) setting out the approach to achieve diversity on our Board. The Company recognizes and embraces the benefits of a diversified Board, and considers board-level diversity to be an important element in supporting the achievement of the Company's strategic goals and sustainable development. Pursuant to the Board Diversity Policy, the Company seeks to make decisions based on the strengths of the candidates and their contribution to the Board through the consideration of a number of factors, including but not limited to gender, age, cultural and educational background, professional qualification, experience, independence, skills, and knowledge, as well as the Company's business characteristics and future development needs. The Company will select potential Board candidates based on merit and his/her potential contribution to our Board while taking into account the Board Diversity Policy and other factors of the Company. Our Company will also take into consideration our own business model and specific needs from time to time. All Board appointments will be based on meritocracy and succession planning candidates, will be considered against objective criteria, having due regard to the benefits of diversity on our Board.

獨立非執行董事

獨立非執行董事憑藉其獨立判斷在董事局發揮著重要作用，其觀點在董事局的決策中具有重要意義。獨立非執行董事的職能包括對本公司的戰略、績效和控制等問題持公正的觀點及判斷；並審查本公司的績效並監督績效報告。

全體獨立非執行董事均具有廣泛的學術、專業、行業知識及管理經驗，並通過向董事局提供專業建議為本公司的發展做出積極貢獻。

獨立性確認

獨立非執行董事的獨立性已根據適用上市規則進行評估，並且本公司已收到各獨立非執行董事根據上市規則第3.13條就其獨立性的年度書面確認。本公司認為，所有獨立非執行董事均符合上市規則第3.13條所載獨立性評估指引，且均為獨立人士。

董事局多元化政策

董事局已採納董事局多元化政策（「**董事局多元化政策**」），該政策闡明了實現董事局多元化的方法。本公司認識並擁護多元化董事局的好處，並認為董事局層面多元化是支持本公司實現戰略目標及可持續發展的重要一環。根據董事局多元化政策，本公司通過考慮一系列因素，力求根據人選的能力及等董事局所作貢獻作出決定，該等因素包括但不限於性別、年齡、文化及教育背景、專業資格、經驗、獨立性、技能、知識以及本公司的業務特性及未來發展需求。本公司將基於個人優點及其對董事局的潛在貢獻，並考慮董事局多元化政策及本公司的其他因素，亦會考慮我們本身的業務模式及具體需求，選拔潛在董事局候選人。董事局的所有委任及繼任計劃候選人均以用人唯才為原則，並在考慮候選人時根據客觀標準充分顧及董事局多元化的裨益。

The Board, which reflects the current management of our Group, comprises eight members, including a female executive Director and two female independent non-executive Directors. As such, the Board considers gender diversity has been achieved. The Directors of the Company have a balanced mix of experiences, including business management, property investment, real estate development, accounting and audit, and administrative experiences. Furthermore, the ages of the Directors of the Company range from 42 years old to 68 years old. The Company have taken and will continue to take steps to promote gender diversity at all levels of our Company, including but without limitation at our Board and senior management levels.

Taking into account the business model and specific needs of the Company as well as the presence of three female Directors out of a total of eight Board members, the Company considers that the composition of our Board satisfies the Board Diversity Policy of the Company. The Company has also taken and will continue to take measures to enhance diversity at all levels of the Company, including, but not limited to, the Board, management levels and general workforce. Although the Company recognizes that the existing composition of the Board can increase the diversity of the Board, it will continue to refer to the Board Diversity Policy and apply the rules of appointment based on the actual situation.

With regards to gender diversity on our Board, the Board Diversity Policy further provides that our Board shall take opportunities to increase the proportion of female members when selecting and making recommendations on suitable candidates for Board appointments. The Group will also ensure that there is a gender gap when recruiting staff at the mid to senior level so that there are female senior management and potential successors to our Directors going forward. It is the objective of the Company to maintain an appropriate balance of gender diversity with reference to stakeholders' expectation and international and local recommended best practices. As at 31 December 2022, the gender ratio of the Group is as follows:

Types	Male	Female
Senior management	70.0%	30.0%
All employees	60.4%	39.6%

The Board will review the structure, size and composition of the Board once a year to ensure the effective implementation of the Diversity Policy of the Board members. The nomination committee will also review the Board Diversity Policy from time to time to ensure its continued effectiveness.

本公司董事局反映本集團的現行管理，包括八名成員，其中包括一名女性執行董事及兩名女性獨立非執行董事。由此，董事會認為性別多元化之目標已達成。本公司董事擁有均衡經驗，當中包括商業管理、物業投資、房地產開發、會計及審核以及行政經驗。此外，本公司董事年齡介乎42至68歲。本公司已採取並將繼續採取措施促進本公司各層級的性別多元化，包括但不限於董事局及高級管理層的層級。

經考慮本公司的業務模式及具體需求，以及現時合共八名董事局成員當中有三名女性董事，故本公司認為董事局的組成符合本公司董事局多元化政策。本公司也已經並將繼續採取措施，以提升本公司各個層面的多元化，包括但不限於董事局和管理層層面。儘管本公司認識到董事局的現有組成可以提高董事局的多樣性，但會繼續參照董事局的多元化政策，根據實際情況適用委任規則。

關於董事局中的性別多元化，董事局多元化政策進一步規定，董事局在選擇合適的人選並提出建議時，應趁機增加女性成員的比例。本集團還將確保在招聘中高級職位時存在性別差異，以便將來有女性高級管理人員和董事局的潛在繼任者。本公司的目標是參考持份者的期望以及國際和本地推薦的最佳常規，在性別多元之中保持適當的平衡。於二零二二年十二月三十一日，本集團之性別比例如下：

類型	男性	女性
高級管理層	70.0%	30.0%
全體員工	60.4%	39.6%

董事局將每年一次檢討董事局的架構、規模及組成，確保董事局成員有效推行多元化政策。提名委員會亦將不時檢討董事局多元化政策，以確保其持續有效。

CORPORATE GOVERNANCE REPORT

企業管治報告

APPOINTMENT, RE-ELECTION AND REMOVAL OF DIRECTORS

The Company entered into a service contract with each of the executive Directors for a term of three years commencing from the Listing Date. The Company entered into an appointment letter with each of the non-executive Director and the independent non-executive Directors for a term of three years commencing from 15 June 2021. Each Director shall be subject to the retirement by rotation and re-election in accordance with the Articles of Association of the Company.

At any time before the expiration of the Director's term, the Shareholders may dismiss any Director by an ordinary resolution at any general meeting convened and held in accordance with the Articles of Association, despite the contrary in the Articles of Association or the existence of any agreement reached between the Company and the Director (but without prejudice to any claim for damages under that agreement).

Under article 84 of the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. According to CG Code B.2.2, every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

In accordance with article 84(1) of the Articles of Association, Mr. Liu Chao, Ms. Lu Mei and Dr. Chen Kevin Chien-wen shall retire and, being eligible, offer themselves for re-election at the forthcoming annual general meeting of the Company.

DIRECTOR TRAINING AND PROFESSIONAL DEVELOPMENT

According to the code provision C.1.4 of the CG Code, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant.

Each newly appointed Director receives comprehensive, formal and customised training at the time of appointment. Subsequently, the Directors will obtain the latest developments regarding the Listing Rules, legal and other regulatory requirements, as well as the Group's business development, and they will be encouraged to participate in continuous professional development to expand their knowledge and skills.

委任、重選及罷免董事

本公司與各執行董事已訂立服務合約，自上市日期起為期三年。本公司分別與非執行董事及獨立非執行董事訂立委任函件，自二零二一年六月十五日起為期三年。各董事須根據本公司組織章程細則輪值退任並重選連任。

在董事任期屆滿之前的任何時間，股東可以在根據公司章程細則召開及舉行的任何股東大會上，以普通決議案方式通過罷免董事，儘管組織章程細則中有相反規定或存有本公司與該董事之間達成的任何協議（但不影響根據該協議提出的任何損害賠償要求）。

根據組織章程細則第84條，在每屆股東週年大會上，當時三分之一的董事（或如人數並非三（3）的倍數即最接近但不少於三分之一的人數）應輪值告退，惟每名董事應至少每三年在股東週年大會上退任一次。根據企業管治守則第B.2.2條，每名董事（包括按特定任期委任者）應至少每三年輪值告退一次。

依據本公司之組織章程細則第84(1)條，劉超先生、魯梅女士及陳建文博士將於應屆股東週年大會上輪值告退，且符合資格並願意膺選連任。

董事培訓與專業發展

根據企業管治守則之守則條文第C.1.4條，全體董事應參與持續專業發展以增進及重溫知識與技能，確保在具備全面資訊及切合所需之情況下對董事局作出貢獻。

每名新委任的董事在獲委任時都會得到全面、正式和定制化的培訓。其後，董事將獲得與上市規則、法律和其他監管規定，以及本集團業務發展有關的最新動態，並鼓勵彼等參與持續專業發展以擴展其知識及技能。

All Directors have participated in continuous professional development by attending seminars or in-house briefing relating to their role as Director/taking part in business-related training/acting as speaker for seminars and refreshed their knowledge and skills and provided to the Company a record of training they received for the financial year ended 31 December 2022.

截至二零二二年十二月三十一日止財政年度，全體董事透過出席彼等作為董事之職務之相關研討會或內部簡報／參加業務相關培訓／擔任研討會之演講者參與持續專業發展及重溫知識與技能，並已向本公司提供所接受培訓之記錄。

The following table sets forth the training received by the existing Directors of the Company during the year:

下表載列本公司現任董事於年內接受的培訓：

Directors		Continuing professional training	Reading materials related to regulation and governance (newspaper, publication or information) 有關法規及管治的閱讀材料 (報紙、刊物或資料)
董事		持續專業培訓	資料)
Ms. Zhou Qin	周勤女士	Yes 有	Yes 有
Mr. Wu Xu	吳旭先生	Yes 有	Yes 有
Mr. Liu Chao	劉超先生	Yes 有	Yes 有
Mr. Tian Ming	田明先生	Yes 有	Yes 有
Mr. Liu Yong (appointed on 8 June 2022)	Liu Yong 先生 (於二零二二年六月八日獲委任)	Yes 有	Yes 有
Dr. Wong Chi Wing (reigned on 2 June 2022)	王志榮博士(於二零二二年六月二日辭任)	Yes 有	Yes 有
Ms. Lu Mei	魯梅女士	Yes 有	Yes 有
Dr. Chen Kevin Chien-wen	陳建文博士	Yes 有	Yes 有
Ms. Katherine Rong Xin (appointed on 12 April 2022)	Katherine Rong Xin 女士 (於二零二二年四月十二日獲委任)	Yes 有	Yes 有

DIRECTOR ATTENDANCE RECORD

The Board meets regularly to discuss and formulate the overall strategy, operations and financial performance of the Group. Directors can participate in person or through electronic communication. The Board holds at least four meetings per year at a frequency of approximately once a quarter, and will arrange ad hoc meetings if necessary. The date of each meeting is set in advance so that the Directors can attend the meeting in person.

董事出席記錄

董事局定期會面以討論及制定本集團的整體策略、營運及財務表現。董事可以親自參加，也可以通過電子通訊方式參加。董事局按每季度約一次，每年舉行至少四次定期會議，如有需要將安排臨時會議。每次定期會議的日期均事先確定，以便董事親身出席會議。

CORPORATE GOVERNANCE REPORT

企業管治報告

For the Year of 2022, the attendance records of the Directors at Board meetings, meetings of special committees under the Board and general meeting are as follows:

二零二二年，董事出席董事局會議、董事局各特別委員會會議以及股東大會的出席記錄如下：

		Board 董事局 (1)	Audit Committee 審核委員會 (2)	Remuneration Committee 薪酬委員會 (3)	Nomination Committee 提名委員會 (4)	General Meeting 股東大會 (5)
Executive Director	執行董事					
Ms. Zhou Qin	周勤女士	4/4	不適用	1/1	1/1	1/1
Mr. Wu Xu	吳旭先生	4/4	不適用	不適用	不適用	1/1
Mr. Liu Chao	劉超先生	4/4	不適用	不適用	不適用	1/1
Non-executive Director	非執行董事					
Mr. Tian Ming (<i>Chairman</i>)	田明先生(<i>董事長</i>)	3/4	不適用	不適用	不適用	1/1
Mr. Liu Yong	Liu Yong 先生	3/3	不適用	不適用	不適用	1/1
Independent non-executive Director	獨立非執行董事					
Dr. Wong Chi Wing	王志榮博士	1/1	1/1	1/1	1/1	0
Ms. Lu Mei	魯梅女士	4/4	2/2	不適用	1/1	1/1
Dr. Chen Kevin Chien-wen	陳建文博士	4/4	2/2	1/1	不適用	1/1
Ms. Katherine Rong Xin	Katherine Rong Xin 女士	3/3	1/1	0	0	1/1

Notes:

(1) Mr. Tian Ming was absent from 1 of the Board meetings as he was required to abstain from voting on the relevant resolutions considered at those meetings due to his material interests in the transactions contemplated therein;

Mr. Liu Yong was appointed on 8 June 2022, and three Board meetings were held during his tenure of office in 2022;

Dr. Wong Chi Wing resigned on 2 June 2022, and one Board meeting was held during his tenure of office in 2022;

Ms. Katherine Rong Xin was appointed on 12 April 2022, and three Board meetings were held during her tenure of office in 2022.

附註：

(1) 田明先生曾缺席 1 次董事局會議，原因乃其在該等會議考慮的相關決議案所載擬進行交易中擁有重大利益，導致其須就該等決議案放棄投票；

Liu Yong 先生於二零二二年六月八日獲委任，而於二零二二年其在任期間曾舉行三次董事局會議；

王志榮博士於二零二二年六月二日辭任，而於二零二二年其在任期間曾舉行一次董事局會議；

Katherine Rong Xin 女士於二零二二年四月十二日獲委任，而於二零二二年其在任期間曾舉行三次董事局會議。

- (2) During the Year of 2022, the Audit Committee held two meetings.
- Dr. Wong Chi Wing ceased to be a member of Audit Committee on 2 June 2022, and one Audit Committee meeting was held during his tenure of Audit Committee in 2022;
- Ms. Katherine Rong Xin was appointed as a member of Audit Committee on 2 June 2022, and one Audit Committee meeting was held during her tenure of office in 2022.
- (3) During the Year of 2022, the Remuneration Committee held one meeting.
- Dr. Wong Chi Wing ceased to be the chairperson of the Remuneration Committee on 2 June 2022, and one Remuneration Committee meeting was held during his tenure of office in 2022;
- Ms. Katherine Rong Xin was appointed as the chairperson of the Remuneration Committee on 2 June 2022, and no Remuneration Committee meeting was held during her tenure of office in 2022.
- (4) During the Year of 2022, the Nomination Committee held one meeting.
- Dr. Wong Chi Wing ceased to be a member of Nomination Committee on 2 June 2022, and one Nomination Committee meeting was held during his tenure of office in 2022;
- Ms. Katherine Rong Xin was appointed as a member of Nomination Committee on 2 June 2022, and no Nomination Committee meeting was held during her tenure of office in 2022.
- (5) Mr. Liu Yong was appointed on 8 June 2022, and one general meeting was held during his tenure of office in 2022;
- Dr. Wong Chi Wing resigned on 2 June 2022, and no general meeting was held during his tenure of office in 2022;
- Ms. Katherine Rong Xin was appointed on 12 April 2022, and one general meeting was held during her tenure of office in 2022.
- (2) 於二零二二年度，審核委員會曾舉行兩次會議。
- 王志榮博士於二零二二年六月二日不再擔任審核委員會成員，而於二零二二年其在任期間曾舉行一次審核委員會會議；
- Katherine Rong Xin女士於二零二二年六月二日獲委任為審核委員會成員，而於二零二二年其在任期間曾舉行一次審核委員會會議。
- (3) 於二零二二年度，薪酬委員會曾舉行一次會議。
- 王志榮博士於二零二二年六月二日不再擔任薪酬委員會主席，而於二零二二年其在任期間曾舉行一次薪酬委員會會議；
- Katherine Rong Xin女士於二零二二年六月二日獲委任為薪酬委員會主席，而於二零二二年其在任期間並無舉行薪酬委員會會議。
- (4) 於二零二二年度，提名委員會曾舉行一次會議。
- 王志榮博士於二零二二年六月二日不再擔任提名委員會成員，而於二零二二年其在任期間曾舉行一次提名委員會會議；
- Katherine Rong Xin女士於二零二二年六月二日獲委任為提名委員會成員，而於二零二二年其在任期間並無舉行提名委員會會議。
- (5) Liu Yong先生於二零二二年六月八日獲委任，而於二零二二年其在任期間曾舉行一次股東大會；
- 王志榮博士於二零二二年六月二日辭任，而於二零二二年其在任期間並無舉行股東大會；
- Katherine Rong Xin女士於二零二二年四月十二日獲委任，而於二零二二年其在任期間曾舉行一次股東大會。

CORPORATE GOVERNANCE REPORT

企業管治報告

POLICY TO ENSURE INDEPENDENT VIEWS AND INPUT

The Company has adopted a policy to ensure independent views and input are available to the Board, which includes:

- (1) The Chairman should be responsible for ensuring that directors receive, in a timely manner, adequate information, which must be accurate, clear, complete and reliable.
- (2) The Chairman should at least annually hold meetings with the independent non-executive Directors without the presence of other Directors. The meeting should include reviewing the performance of the Board and the flow of information of between management and the Board.
- (3) The Directors may seek independent professional advice in appropriate circumstances, at the Company's expense.
- (4) The Company will, upon reasonable request, provide separate independent professional advice to Directors to assist the relevant Directors to perform their duties to the Company.

The above policies will be reviewed on an annual basis for its effectiveness.

ACCESS TO INFORMATION

The Board or Board committees shall be supplied with adequate information, in a timely manner, by the senior management, to enable it to make informed decisions. Such information supplied shall be complete and reliable. Where any Director requires more information than is volunteered by the management, each Director has the right to separately and independently access the Company's senior management to make further enquiries, if necessary.

Directors are entitled to have access to board papers and related materials in a form and quality sufficient to enable the Board to make informal decisions on matters placed before it. Directors will receive a prompt and full response to his/her enquiry, if any is raised.

確保獨立意見及投入的政策

本公司已採納一項政策，確保向董事局提供獨立的意見及建議，包括：

- (1) 主席應負責確保董事及時接收充足資訊，有關資訊必須準確、清晰、完整及可靠。
- (2) 主席應至少每年與獨立非執行董事舉行一次會議，而並無其他董事在席。會議內容應包括審查董事局的表現以及管理層與董事局之間的資訊流動。
- (3) 董事可在適當情況下尋求獨立的專業意見，費用由公司承擔。
- (4) 本公司將應合理要求向董事提供獨立的專業意見，協助有關董事履行彼等對本公司承擔的職責。

以上政策將每年檢討以確保其有效性。

獲取資訊

董事局或董事局委員會應及時向高級管理層獲取充足資訊，以使其能夠作出知情的決定。所提供有關資訊應為完整及可靠。倘任何董事需要更多的資訊，則管理層可自願提供，每名董事均有權個別及獨立接觸本公司的高級管理層，以於有需要時作出進一步查詢。

董事有權查閱形式及品質足以讓董事局就有關事宜作出知情決定的董事局文件及相關材料。如董事提出任何疑問，彼將得到迅速及全面的回應。

NOMINATION POLICY

The Nomination Committee adopts a variety of methods to determine candidates for directors, including recommendations from Board members, the management and professional intermediaries. In addition, the Nomination Committee will consider director candidates appropriately submitted by Shareholders. The evaluation of the Nomination Committee on director candidates may include, but is not limited to, review of resumes and work experience, personal interviews, verification of professional and personal recommendation letters, and performing background checks. The Board will consider the recommendations of the Nomination Committee and be responsible for designating candidates for directors to be elected by Shareholders at the Company's general meeting, or appointing suitable candidates to serve as Directors to fill Board vacancies or as supplements to Board members, and to comply with the Articles of Association. All director appointments should be confirmed through a letter of appointment and/or service contract, which should state the main terms and conditions of director appointment.

The Nomination Committee shall consider the following qualification requirements, which are the requirements for candidates to recommend potential new Directors to the Board or continue to provide existing Directors:

- Personal and professional conduct and integrity;
- Nominees' proven personal achievements and abilities and their ability to make reasonable business judgments;
- Skills that complement the existing boards;
- Ability to assist and support management and make a significant contribution to the success of the Company;
- Understand the time and effort required for board members to be trusted and to perform their duties diligently;

Candidates for independent non-executive directors should meet the "independence" criteria set out in the Listing Rules and the composition of the Board complies with the provisions of the Listing Rules.

The Nomination Committee shall consider other appropriate factors as it considers appropriate to the best interest of the Company and Shareholders.

提名政策

提名委員會採用各種方法來確定董事候選人，包括董事局成員、管理層及專業中介人的建議。此外，提名委員會還將考慮股東適當提交的董事候選人。提名委員會對董事候選人的評估可能包括但不限於審查履歷及工作經驗、個人面試、專業和個人推薦信的核實以及執行背景調查。董事局將考慮提名委員會的建議並負責指定將由股東在本公司股東大會選舉的董事候選人，或任命合適的候選人擔任董事以填補董事局空缺或作為董事局成員的補充，以符合組織章程細則。所有董事任命均應通過委任書及／或服務合同確認，當中應列明董事任命的主要條款及條件。

提名委員會應考慮以下資格要求，此為候選人向董事局推薦潛在新董事或繼續提供現有董事的要求：

- 個人及專業道德與誠信；
- 被提名人證明個人成就和能力以及行使合理的商業判斷能力；
- 與現有董事局相輔相成的技能；
- 協助及支持管理層並為本公司的成就作出重大貢獻的能力；
- 瞭解董事局成員所需受託責任，以及勤勉履職所需時間和精力；

獨立非執行董事候選人應符合上市規則所要求「獨立性」標準，董事局的組成應符合上市規則規定。

提名委員會也可考慮其認為符合本公司及股東整體利益的其他因素。

CORPORATE GOVERNANCE REPORT

企業管治報告

COMPLIANCE WITH THE MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code as the guidelines for Directors' dealings in the securities of the Company. Upon specific enquiries with all Directors, each of them has confirmed that he/she has complied with all applicable code provisions under the Model Code in FY2022.

According to the Company's requirements, the relevant management personnel and employees are also subject to the Model Code, which prohibits them from dealing in the Company's securities whenever they possess inside information related to the securities. The Company was not aware of any incidents of non-compliance with the Model Code by relevant personnel and employees.

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

Details of emoluments of the Directors and chief executive and the remuneration of each of the five highest paid individuals are set out in Notes 13 and 14 to the consolidated financial statements of the Group in FY2022. In FY2022, none of the Directors has waived or agreed to waive any emoluments. There were no emoluments paid by the Group to any of the Directors or the five highest paid individuals as an inducement to join, or upon joining the Group, or as compensation for loss of office.

The remuneration is determined by reference to the experience, qualification, position and performance of each Director and senior management and the goals, strategies and performance of the Company. The remuneration is also aligned with the market practice and conditions. The Group also has in place the Share Option Scheme and the Share Award Scheme as long term incentive for performance.

The remuneration of the senior management of the Company by band in FY2022 is as follows:

Remuneration band (HK dollar) 薪酬組別 (港元)		Number of individuals 人數
500,001–1,000,000	500,001–1,000,000	1
1,000,001–1,500,000	1,000,001–1,500,000	2

遵守董事進行證券交易的標準守則

本公司已採用標準守則作為董事進行本公司證券交易的指引。經與全體董事進行具體查詢後，每位董事均已確認，於二零二二財年，其已遵守標準守則項下所有適用守則條文。

按本公司規定，本公司的相關管理人員及僱員同樣受標準守則所約束，該守則禁止彼等在擁有與證券有關的內幕消息的任何時候買賣本公司證券。本公司並不知悉任何相關人員及僱員違反標準守則的事件。

董事及高級管理人員薪酬

董事及主要行政人員薪酬以及五名最高薪酬人士各自的薪酬詳情載於本集團二零二二財年綜合財務報表附註13及14。於二零二二財年，概無董事放棄或同意放棄任何酬金。本集團並無向任何董事或五名最高薪酬人士支付酬金，以吸引其加入本集團或作為加入本集團後的獎勵或作為離職補償。

薪酬經參考各董事及高級管理人員的經驗、資歷、職位及表現以及本公司的目標、策略及表現後釐定。薪酬亦與市場慣例及狀況相符。本集團亦採納股份期權計劃及股份獎勵計劃作為表現的長期激勵。

二零二二財年本公司高級管理層薪酬組別如下：

DIVIDEND POLICY

The payment and amount (if any) of dividends depend on the Group's operating results, cash flow, financial position, legal and regulatory restrictions on dividends, future prospects and other relevant factors. Shareholders will be entitled to receive dividend on a pro-rata basis based on their respective paid-up Shares or paid-up capital which has been credited to the Shares. The Company determines the declaration, payment and amount of dividends at its sole discretion. The proposed payment of dividends must also be at the discretion of the Board, and any declaration of final dividend is subject to shareholders' approval. The Board will conduct annual review on the dividend policy and does not guarantee any declaration or payment of dividends in any specific amount for any specific period.

As at 31 December 2022, no arrangement was reached pursuant to which the shareholders of the Company waived or agreed to waive their dividends.

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing corporate governance duties, including:

- To develop and review the policies and practices on corporate governance, including anti-bribery, anti-corruption matters and whistleblowing disclosures;
- To review and monitor the training and continuous professional development of the Directors and senior management;
- To review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- To develop, review and monitor the code of conduct and compliance manual applicable to employees and the Directors; and
- To review the Company's compliance with Appendix 14 to the Listing Rules (CG Code).

In FY2022, the Board has performed the above duties.

股息政策

股息的支付及金額(如有)取決於本集團的經營業績、現金流量、財務狀況、對股息的法定及監管限制、未來前景以及其他相關因素。股東將有權根據彼等各自已記入股份的繳足股份或繳足資本按比例收取該股息。股息的宣派、支付及金額將由本公司全權決定。建議派付股息亦須由董事局酌情決定，而宣派任何末期股息均須獲得股東批准。董事局將每年檢討股息政策，概不保證在任何特定期間以任何特定金額宣派或支付股息。

於二零二二年十二月三十一日，並無達成任何安排可供本公司股東依據放棄或同意放棄股息。

企業管治職能

董事局負責履行企業管治職責，包括：

- 制定和審查有關公司管治的政策及常規，包括反行賄、反貪污相關事宜及通報披露事件；
- 檢討及監察董事及高級管理人員的培訓及持續專業發展；
- 檢討及監察本公司遵守法律及法規規定的政策及常規；
- 制訂、審查及監督適用於員工及董事的操守準則及合規手冊；及
- 審查本公司對上市規則附錄十四(企業管治守則)的遵守情況。

於二零二二財年，董事局已履行上述職責。

CORPORATE GOVERNANCE REPORT

企業管治報告

AUDIT COMMITTEE

The Company has established the Audit Committee in accordance with Rules 3.21 to 3.23 of the Listing Rules and has established its written terms of reference in accordance with the CG Code. The Audit Committee is mainly responsible for making recommendations to the Board on the appointment, re-appointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal of such auditor; reviewing the interim and annual reports and financial statements of the Group; and overseeing the Company's financial reporting system including the adequacy of resources, qualifications and experience of staff in charge of the Company's financial reporting function and their training arrangement and budget, and to review the risk management and internal control systems as well as their effectiveness.

The Audit Committee meets the external auditor regularly to discuss any area of concern during the audit. The Audit Committee reviews the interim and annual reports before submission to the Board. The Audit Committee focuses not only on the impact of the changes in accounting policies and practices but also on the compliance with reporting and accounting standards, the Listing Rules and the legal requirements in the review of the Company's interim and annual report.

As at the date of this report, the Audit Committee consists of three members, namely Ms. Katherine Rong Xin, Ms. Lu Mei and Dr. Chen Kevin Chien-wen, being independent non-executive Directors. The Audit Committee is chaired by Dr. Chen Kevin Chien-wen, an independent non-executive Director with appropriate accounting and related financial management expertise, which meet the requirements of Rule 3.21 of the Listing Rules.

In accordance with the requirements under Code Provision D3.3(e)(1) of the CG Code, the Audit Committee shall meet at least twice a year with the auditors of the Company. For the Year of 2022, the Audit Committee held 2 meetings with the senior management and the independent auditors of the Company, (i) to consider the independence of the independent auditors and the scope of their audit; (ii) to review and discuss the risk management and internal control system of the Group, the effectiveness of the internal audit and risk control management function of the Company, and (iii) to consider the 2021 annual results and the annual report, the 2022 interim results and the interim report and the opinions and report of the independent auditors, and submit the results to the Board for approval.

審核委員會

本公司根據上市規則第3.21至3.23條成立審核委員會，並根據企業管治守則訂立書面職權範圍。審核委員會主要負責就委任、續聘及罷免外聘核數師、批准外聘核數師之酬金及委聘條款以及有關核數師辭任或罷免之任何問題向董事局提出建議；審閱本集團之中期報告、年報及財務報表；及監察本公司之財務匯報系統，包括資源充足性、負責本公司財務匯報之員工資格及經驗以及彼等之培訓安排及預算，以及檢討風險管理及內部監控系統及其有效性。

審核委員會定期與外聘核數師會面，以討論審核過程中任何關注事宜。審核委員會向董事局提呈中期報告及年報前會先行審閱。審核委員會不僅關注會計政策及慣例變動之影響，於審閱本公司之中期報告及年報時亦著重是否已遵守申報及會計準則、上市規則及法例規定。

截至本報告日期，審核委員會由三名成員組成，包括Katherine Rong Xin女士、魯梅女士及陳建文博士，彼等均為獨立非執行董事。審核委員會主席為陳建文博士，彼為獨立非執行董事，具有適當的會計及相關財務管理專業知識，符合上市規則第3.21條要求。

根據企業管治守則條文第D3.3(e)(1)條規定，審核委員會應每年與本公司核數師至少舉行兩次會議。二零二二年，審核委員會與本公司高級管理層和獨立核數師曾舉行2次會議，以(i)考慮獨立核數師的獨立性及其審核範圍；(ii)檢討及討論本集團的風險管理及內部監控制度，本公司內部審核及風險控制管理職能的有效性；及(iii)考慮二零二一全年業績及年度報告、二零二二中期業績及中期報告以及獨立核數師的意見和報告等內容，並將業績提交董事局批准。

REMUNERATION COMMITTEE

The Company has established the Remuneration Committee in accordance with the CG Code and has established its written terms of reference. The main functions of the Remuneration Committee are to make recommendations to the Board on the Company's policy and structure on the remuneration packages for all Directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy, to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives, to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management, to make recommendations to the Board on the remuneration of non-executive Directors' and to review and/or approve matters relating to the share schemes under Chapter 17 of the Listing Rules.

As at the date of this report, the Remuneration Committee consists of three members, namely Ms. Zhou Qin, an executive Director, and Ms. Katherine Rong Xin and Dr. Chen Kevin Chien-wen, being independent non-executive Directors. Ms. Katherine Rong Xin, an independent non-executive Director, served as the chairman of the Remuneration Committee.

For the Year of 2022, the Remuneration Committee held 1 meeting, to work with the matters including determined the policy for the remuneration of executive directors, assessed performance of executive directors and approved the terms of executive directors' service contracts, performed by the Remuneration Committee, and made recommendations to the Board on the remuneration packages of individual executive Directors and senior management. The committee members also reviewed the share award scheme, granting of share awards and share options to certain Directors and employees and recommended the Board to approve.

薪酬委員會

本公司已按照企業管治守則成立薪酬委員會，並訂有書面職權範圍。薪酬委員會之主要職能為就全體董事及高級管理人員之薪酬政策及薪酬待遇架構以及制訂薪酬政策建立一套正式及透明程序向董事局提出建議；參考董事局之公司目標與宗旨以檢討及批准管理層薪酬建議；就個別執行董事及高級管理人員之薪酬待遇向董事局提出建議；就非執行董事之薪酬向董事局提出建議，及檢討和／或批准上市規則第十七章所述有關股份計劃的事宜。

截至本報告日期，薪酬委員會由三名成員組成，包括執行董事周勤女士以及獨立非執行董事 Katherine Rong Xin 女士及陳建文博士，薪酬委員會主席為獨立非執行董事 Katherine Rong Xin 女士。

二零二二年，薪酬委員會曾舉行一次會議，以處理有關事項，當中包括制定有關執行董事薪酬的政策，評估執行董事的表現並批准執行董事的服務合約條款，有關事項由薪酬委員會執行，亦包括就個別執行董事及高級管理層薪酬待遇向董事局提出推薦建議。薪酬委員會亦考慮及批准採納股份獎勵計劃、根據股份獎勵計劃及股份期權計劃向某些董事及員工進行授予，並建議董事局批准。

CORPORATE GOVERNANCE REPORT

企業管治報告

NOMINATION COMMITTEE

The Company has established the Nomination Committee in accordance with the CG Code, and has established its terms of reference. The main responsibilities of the Nomination Committee are, among others:

- (1) To review the structure, size and composition of our Board on a regular basis and make recommendations to our Board regarding any proposed changes to the composition of our Board;
- (2) To identify, select or make recommendations to our Board on the selection of individuals nominated for directorship, and ensure the diversity of our Board members; and
- (3) To assess the independence of our independent non-executive Directors and make recommendations to our Board on relevant matters relating to the appointment, reappointment and removal of our Directors and succession planning of our Directors.

As at the date of this report, the Nomination Committee consists of three members, namely Ms. Zhou Qin, an executive Director, and Ms. Katherine Rong Xin and Ms. Lu Mei, being independent non-executive Directors. Ms. Lu Mei served as the chairman of the Nomination Committee.

During the Year of 2022, the Nomination Committee held one meeting. At the meeting, the committee members reviewed the structure, size and diversity of the Board, assessed the independence of the independent non-executive Directors and considered the election and re-election of Directors based on the nomination procedures of the Company. For details, please refer to the section headed "Nomination Policy" of this report.

提名委員會

本公司已按照企業管治守則成立提名委員會，並訂有職權範圍。提名委員會的主要職責其中包括：

- (1) 定期審查董事局的結構、規模和組成，並就董事局組成的任何建議變動向董事局提出建議；
- (2) 確定、甄選董事局成員或提名董事候選人，或向董事局提出建議，並確保董事局成員的多樣性；及
- (3) 評估獨立非執行董事的獨立性，並就與董事的任命，重新任命和罷免以及董事的繼任計劃有關的事項向董事局提出建議。

截至本報告日期，提名委員會由三名成員組成，包括執行董事周勤女士以及獨立非執行董事 Katherine Rong Xin 女士及魯梅女士。提名委員會主席為魯梅女士。

二零二二年，提名委員會舉行了一次會議。於會議上，委員會成員根據本公司的提名程序於提交董事局討論及批准前，檢討了董事局之架構、人數及成員多元化問題；評估了獨立非執行董事之獨立身份，並考慮董事推選及重選事宜，詳情請參閱本報告「提名政策」一節。

FINANCIAL REPORTING SYSTEM

The Board, with the support of the finance department, is responsible for the preparation of financial statements of the Group. In preparation of the financial statements, the Group adopted HKFRS and consistently used and applied appropriate accounting policies. The purpose of the Board is to make a clear and balanced assessment of the Group's results in its annual and interim reports to the shareholders, and to make appropriate disclosures and announcements in a timely manner. Under Code Provision D.1.1 of the CG Code, the management will provide explanations and necessary information to the Board to enable it to make an informed assessment of financial and other information submitted to the Board for approval.

The scope of work and reporting responsibilities of PricewaterhouseCoopers, the Company's external auditor, are set out in the "Independent Auditor's Report" of this report.

RISK MANAGEMENT AND INTERNAL CONTROL SYSTEMS

The Board acknowledges its overall responsibility for maintaining appropriate and effective risk management and internal control systems of the Group on an ongoing basis and reviewing their effectiveness at least annually.

The Board and senior management are responsible for establishing, reviewing and implementing the Group's risk management and internal control systems. The internal control system covers all major aspects of the Group's operations, including sales, procurement, financial reporting, asset management, budget and accounting processes, as well as compliance controls. The Group's risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable but not absolute assurance against material misstatement or loss. The Group also has internal audit and risk control functions, which mainly analyze and independently evaluate the adequacy and effectiveness of risk management and internal control systems, and report its findings to the senior management at least annually.

財務報告系統

董事局在財務部門的支持下，負責編製本集團的財務報表。在編制財務報表時，本集團已採納香港財務報告準則，並且貫徹使用和應用了適當的會計政策。董事局旨在於向股東提呈的年度報告及中期報告中對本集團的業績進行清晰、平衡的評估，並及時作出適當的披露及公告。根據企業管治守則守則條文D.1.1，管理層將向董事局提供解釋及所需資料，以使董事局能夠對提交董事局批准的財務及其他資料進行知情評估。

本公司外聘核數師羅兵咸永道會計師事務所的工作範圍及報告職責在本報告第「獨立核數師報告」中載列。

風險管理及內部監控制度

董事局知悉須持續負責維持本集團之適當及有效的風險管理及內部監控制度並至少每年檢討其有效性。

董事局和高級管理層負責建立、審查及執行本集團的風險管理及內部監控制度。內部監控制度涵蓋本集團營運的所有重大方面，包括銷售、採購、財務報告、資產管理、預算及會計流程以及合規控制。本集團的風險管理與內部監控制度旨在管理而非消除未能達成業務目標的風險，而且只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。本集團亦設有內部審計及風險控制職能，主要對風險管理和內部監控制度的充足性和有效性進行分析及獨立評估，並至少每年向高級管理層報告其發現。

CORPORATE GOVERNANCE REPORT

企業管治報告

Regarding the Group's risk management and internal control measures, the Group has formulated a comprehensive set of policies and guidelines, which detail all aspects of internal control standards, process used to identify, evaluate and manage significant risks, division of responsibilities, approval procedures, and personnel accountability. The Group has implemented procedures and internal controls to process and disclose inside information. In particular, the Group:

- has handled in strict accordance with the disclosure requirements of the Listing Rules and the Inside Information Disclosure Guidelines issued by the Securities and Futures Commission of Hong Kong in June 2012;
- has established its own disclosure obligation procedures that set out procedures and controls for assessing potential internal information and for processing and disseminating internal information;
- the procedures have been communicated to the Company's senior management and employees and the Company monitors its implementation;
- made extensive, non-exclusive information disclosure to the public in financial reports, announcements and through channels such as websites;
- adopted policy that supports anti-corruption laws and regulations; and
- adopted a whistleblowing policy and system.

According to the overall strategy on internal control of the Company, the Operation Department (經營業務部門) of the Group is responsible for organizing and implementing related operations for internal control this year, and is liable for providing the Audit and Supervision Department (審計監察部) with relevant information on internal control for the business, mainly comprising internal control design, operation and self-inspection for internal control. Should there be any material changes in internal control, reporting would be conducted in time. Self-inspection for internal control would be carried out with draft report on internal control completed, based upon the annual assessment plan of the Group on internal control. When internal control defects are discovered, internal control rectification would be implemented after reporting for approval by the Audit and Supervision Department (審計監察部) and the Board of the Group.

關於本集團的風險管理及內部監控措施，本集團制定了一套全面的政策及指引，其中詳細規定了內部監控標準、用於識別、評估及管理重大風險的流程、職責分工、批准程序及人員問責制的各個方面。本集團亦進行定期內部評估及培訓，以確保其僱員對該等政策及指引有足夠的瞭解。本集團已實施程序及內部監控以處理及披露內幕消息。特別是，本集團：

- 已嚴格按照上市規則的披露規定以及香港證券及期貨事務監察委員會於二零一二年六月發佈的「內幕信息披露指引」進行處理；
- 已經自行建立披露責任程序，其中規定了評估潛在內部信息以及處理和傳播內部信息；
- 相關程序已傳達至本公司高級管理人員及員工，並由本公司監控其執行情況；
- 通過財務報告，公告和網站等渠道向公眾進行了廣泛、非獨家的信息披露；
- 採納支持反貪污法例及法規的政策；及
- 採納通報政策及制度。

集團經營業務部門根據公司內部控制工作整體部署，負責組織落實本年度內部控制相關工作，負責向審計監察部提供本業務內部控制相關信息，主要包括內部控制設計、運行情況和對內部控制自我檢查情況，如遇內部控制重大變化及時匯報。按照集團年度內部控制評價方案，執行內部控制自我檢查工作，完成內部控制自我檢查底稿；並對發現的內控缺陷，報經集團審計監察部及董事會批准後進行內部控制的整改。

The Audit and Supervision Department (審計監察部) would organize, prepare and review the annual plan for self-assessment on internal control which would be organized and conducted by itself. Besides, it would investigate and tackle violations of regulations and disciplines therein, and would propose solutions to and report on important issues occurring in the establishment of internal control. On the other hand, the Board would review and approve the self-assessment report on internal control of the Group, before the approval of the identification report of substantial defects (including the defect rectification plan).

For the Year of 2022, the Board has reviewed the relevant risk management and internal control systems. Details are as follows:

- (1) reviewed the function of internal audit of the Group;
- (2) confirmed that the risk management and internal control systems were reviewed on an annual basis. This review covered the period from 1 January 2022 to 31 December 2022; and
- (3) listened to the work report on the Company's internal control and corporate governance made by the risk control and legal affairs centre of the Company. Upon review, the Board of the Company was of the view that the Company's internal control and risk management systems were effective and sufficient.

The risk management and internal control systems are continuously reviewed and evaluated by the Audit Committee and executive Directors, and will be further reviewed and evaluated by the Board at least annually, covering all material controls, including financial, operational and compliance controls. During the Year of 2022, the Board, through the Audit Committee, has reviewed the Company's internal control and risk management systems and considered the systems to be effective and adequate.

審計監察部組織編製並審核年度內部控制自我評價的工作方案，組織實施內部控制自我評價工作，對過程中違規違紀事件進行調查和處理，並對內部控制建設工作中出現的重要問題提出解決方案並匯報。董事會審閱和批准集團內部控制自我評價報告，批准內部控制重要、重大缺陷認定報告(含缺陷整改方案)。

於二零二二年度，董事局已審閱相關風險管理及內部監控制度。詳情如下：

- (1) 審閱本集團的內部審核職能；
- (2) 確認已按年審閱風險管理及內部監控制度。本次審閱涵蓋二零二二年一月一日至二零二二年十二月三十一日止期間；及
- (3) 聽取本公司風險控制及法律事務中心就本公司內部監控及企業管治發出的工作報告。於作出審閱後，本公司董事局認為本公司的內部監控及風險管理制度有效及充份。

風險管理和內部監控制度由審核委員會及執行董事進行持續審查和評估(涵蓋所有重大控制，包括財務、營運及合規控制)，並將至少每年由董事局進一步審查及評估一次。於二零二二年度，董事局通過審核委員會審查本公司的內部監控及風險管理制度，並認為該等制度為有效及充份。

CORPORATE GOVERNANCE REPORT

企業管治報告

AUDITOR'S REMUNERATION

The Audit Committee of the Company is responsible for reviewing and supervising independence of auditors and objectiveness and effectiveness of audit procedures. The Audit Committee receives letters from the auditors, confirms their independence and objectiveness, and holds meetings with the auditors for the purpose of consideration of the audit scope offered by them, and consideration of and approval for the fees charged by them and the scope and appropriateness of non-audit services (if any). The Audit Committee also advises the Board on appointment and retention of independent auditors.

PricewaterhouseCoopers was engaged as the auditor of the Company with a term of office till the end of the 2023 annual general meeting of the Company. For the year ended 31 December 2022, the remuneration paid/payable to the Company's auditor, PricewaterhouseCoopers is set out below:

核數師酬金

審核委員會負責審核及監察核數師的獨立性以及審計程序的客觀性及有效性。審核委員會接收核數師函件，確認其獨立性及客觀性，並與核數師舉行會議以考慮將由其提供的審核範圍、審批其收取的費用以及非審核服務(如有)的範圍及適當性。審核委員會亦就獨立核數師的委任及留任向董事局提供意見。

羅兵咸永道會計師事務所獲聘為本公司核數師，任期至公司二零二三年股東週年大會結束為止。截至二零二二年十二月三十一日止年度，已付／應付本公司核數師羅兵咸永道會計師事務所之酬金如下：

		RMB'000
		人民幣千元
Services rendered by PricewaterhouseCoopers	羅兵咸永道會計師事務所提供之服務	
Audit services	審核服務	2,350
Non-audit services (Note)	非審核服務(附註)	100
		<u>2,450</u>

Note: The non-audit services was related to preliminary announcement of results and continued connected transactions, the fee paid/payable for each non-audit service was RMB50 thousand.

附註：非審核服務與初步業績公佈和持續關聯交易相關，每項非審核服務支付／應付費用約為人民幣5萬元。

COMPANY SECRETARY

As at the date of this report, Mr. Liu Chao act as company secretary. Mr. Liu Chao has conducted and received at least 15 hours of continuous professional learning and training in accordance with Listing Rule 3.29 to update his skills and knowledge.

公司秘書

截至本報告日期，劉超先生擔任公司秘書。劉超先生已根據上市規則3.29條的要求接受至少15小時的相關專業學習及培訓，以更新其技能及知識。

SHAREHOLDERS' RIGHT

The Company treats all shareholders equally with an aim to ensure that their rights can be fully exercised and their legitimate interests can be safeguarded and that the shareholders' general meeting can be convened and held in strict compliance with the relevant laws and regulations. The Company's corporate governance structure is to ensure that all shareholders, especially the minority shareholders, can enjoy equal benefits and undertake corresponding responsibilities.

CONVENING EXTRAORDINARY GENERAL MEETING

Pursuant to the Articles of Association of the Company, the Board may convene an extraordinary general meeting as it thinks fit. Shareholders requisitioning extraordinary general meetings or class meetings shall abide by the following procedures:

Any one or more members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the company secretary, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Shareholders of the Company who would like to put forward any proposals at the shareholders' meeting should follow the above procedures, and deposit such written requisition addressed to the Board or the company secretary of the Company at the principal place of business of the Company in Hong Kong, i.e. Unit 407, 4/F, 8 Queen's Road East, Wan Chai, Hong Kong.

股東權利

本公司平等對待所有股東，確保股東能充分行使權利，保障其合法權益；能夠嚴格按照相關法例及法規的要求召開及舉行股東大會。本公司的公司管治結構確保所有股東，特別是少數股東享有平等權利，並承擔相應義務。

召開股東特別大會

根據本公司組織章程細則，董事局可於其認為合適的情況下召開股東特別大會。股東如要求召開股東特別大會或類別股東會議，應遵守以下程序：

任何一位或以上於遞呈要求日期持有本公司繳足股本（賦有於本公司股東大會上投票權）不少於十分之一的股東於任何時候均有權透過向董事局或公司秘書發出書面要求，要求董事局召開股東特別大會，以處理有關要求中指明的任何事項；且該大會應於遞呈該要求後兩(2)個月內舉行。若於遞呈後二十一(21)日內，董事局未有召開該大會的程序，則遞呈要求人士可以同樣方式作出此舉，而遞呈要求人士因董事局之缺失而合理產生的所有開支須由本公司向遞呈要求人作出償付。

如本公司股東意欲於股東大會提呈任何議案，須遵循以上程序，並將該書面請求交於董事局或本公司公司秘書，地址為本公司於香港之主要營業地點—香港灣仔皇后大道東8號4樓407室。

CORPORATE GOVERNANCE REPORT

企業管治報告

INVESTOR RELATIONS

The Group is committed to maintaining stable and constructive communication with shareholders and investors, adheres to the principles of integrity, regulation and high transparency, and discloses relevant information in compliance with requirements under the Listing Rules. The Group disseminates information to its shareholders in the following manner:

- (1) delivering results and reports to all shareholders.
- (2) publishing announcements on the disclosure website designated by the Stock Exchange and the website of the Company and dispatching circulars for shareholders as required under the Listing Rules; investors are enabled to access the Company's particulars, statutory announcements, and annual reports, interim reports, inside information (if applicable), circulars and announcements published since its listing on the website of the Company, which can be found in the column headed "Investor Relations" on the website.
- (3) holding general meetings and extraordinary general meetings as an effective communication channel between the Board and shareholders.
- (4) the "investor relations department" of the Company takes charge of liaison with investors and analysts by answering their questions, organizing field trips to the office premises and/or project sites of the Group, gathering, in a timely manner, opinions and comments from analysts and investors on the operation of the Group, and considering and adopting them in the course of the Group's operation according to actual conditions.
- (5) communicating actively with various parties, especially holding briefing sessions, press conferences and one-on-one meetings with institutional investors upon publication of results and material investments.

The Board is of the view that the above shareholders' communication policy is effective as there is direct two-way communication between the Shareholders and the Company, and the Shareholders could put enquirers to the Board throughout the year. The Board will continue to review the effectiveness of its shareholders' communication policies.

投資者關係

本集團致力與股東及投資者維持穩固及具建設性的溝通，堅持誠信、規範及高透明度的原則並根據上市規則的要求披露相關信息，本集團通過以下各種方式為股東提供資料：

- (1) 向全體股東送呈業績報告。
- (2) 根據上市規則要求在聯交所指定披露平網站及本公司網站刊發公告及派發股東通函；於本公司網站，投資者可隨時查詢本集團的情況、法定公告、上市以來刊發的年報、中期報告、內幕消息(如適用)、通函、公告，上述資料均載於網站「投資者關係」一欄。
- (3) 召開股東大會及股東特別大會，作為董事局與股東之間有效溝通的渠道。
- (4) 本公司的「投資者關係部」負責與投資者及分析員聯絡，回答彼等的提問，安排彼等前往本集團辦公地點及／或項目現場進行實地考察，並及時收集分析員與投資者對本集團營運的意見及建議，並於本集團的營運中根據實際情況考慮並予以採納。
- (5) 主動與各方人士溝通，特別是於公佈業績及重大投資後舉行簡介會、媒體發佈會及與機構投資者的一對一會議。

董事局認為，因股東與本公司之間可以直接進行雙向溝通，且股東於年內均可向董事局作出查詢，故以上股東溝通政策為有效。董事局將持續檢討股東溝通政策的有效性。

ENQUIRIES TO THE BOARD

The Company maintains a website at <http://www.landseawy.com/>, where information on the Company's businesses and projects, key corporate governance policies and announcements, financial reports and other information are available for public access. Shareholders and investors may send written enquiries or requests to the company secretary of the Company by one of the following ways:

Address: Unit 407, 4/F, 8 Queen's Road East, Wan Chai,
Hong Kong

Tel: (852) 2879 6805

Email: irwy@landsea.hk

As regards matters concerning nominating candidate(s) for election as a Director(s) by shareholders and specific matters concerning shareholder communications, the procedures of nominating director candidate by relevant shareholders and the shareholder communications policies are available on the website of the Company.

THE ARTICLES OF ASSOCIATION

There is no change in the Company's articles of association during the year. To comply with the new Listing Rules requirements regarding the adoption of Core Shareholder Protection Standards for shareholders' information and protection, the Board of the Company proposes to (i) make certain amendments (the "**Proposed Amendments**") to the existing articles of association of the Company (the "**Existing Articles of Association**") in order to bring them in line with the latest legal and regulatory requirements, including the applicable laws of Cayman Islands and those relating to the amendments to the Listing Rules which took effect on 1 January 2022; and (ii) to adopt the new Articles of Association incorporating and consolidating all the Proposed Amendments in substitution for and to the exclusion of the Existing Articles of Association.

向董事局作出查詢

本公司設有網站(<http://www.landseawy.com/>)可供公眾人士瀏覽有關本集團業務及項目、主要企業管治政策及公告、財務報告及其他資料的資訊。股東及投資者可按以下任一方式向本公司公司秘書發出書面查詢或請求：

地址：香港灣仔皇后大道東8號407室

電話：(852) 2879 6805

電郵：irwy@landsea.hk

有關股東提名人選參選董事的事宜及股東通訊等具體事宜，可於本公司網站參閱有關股東提名董事候選人程序及股東通訊政策。

組織章程細則

於本年度，本公司之組織章程細則並無變動。為遵守新上市規則有關採納核心股東保障水平的規定以為股東提供資料及保護，本公司董事局建議(i)對本公司的組織章程細則(「**現有組織章程細則**」)作出若干修訂(「**建議修訂**」)，以使其符合最新的法律及監管規定，包括開曼群島適用法律及於二零二二年一月一日生效的上市規則修訂有關的法律及監管規定；及(ii)採納已納入並合併所有建議修訂之新組織章程細則，以替換現有組織章程細則。

REPORT OF DIRECTORS

董事局報告

The Board is pleased to present the annual report and audited consolidated financial statements of the Group for the Year of 2022.

PRINCIPAL BUSINESS

The Company and its subsidiaries are principally engaged in the provision of property management services, non-owner value-added services, and community value-added services in the PRC. An analysis of the Group's revenue and operating results for the Year of 2022 is set out in Note 6 to the consolidated financial statements of the Group in this report.

RESULTS AND OVERALL PERFORMANCE

The Group's results for the Year of 2022 are set out in the Consolidated Statement of Comprehensive Income in this report.

BUSINESS REVIEW

The Group's business review, including the discussion on the major risk exposure and uncertainties facing the Group and the potential business development course of the Group in the future, is set out in the sections headed "Report of Directors" and "Management Discussion and Analysis".

"Management Discussion and Analysis" in this annual report contains part of the analysis on the Group's annual performance using key financial performance indicators. For explanations on the major relations between the Company and its employees, customers and suppliers, please refer to the sections headed "Management Discussion and Analysis — Employees and Remuneration Policies" and "Report of Directors — Major Customers and Suppliers" in this report.

These discussions form part of the Report of Directors.

RELATIONSHIP WITH STAKEHOLDERS

The Group recognises that employees, customers and business partners are keys to its sustainable development. The Group is committed to establishing a close and caring relationship with its employees, providing quality services to its customers and enhancing cooperation with its business partners. The Company provides a fair and safe workplace, promotes diversity to its staff, provides competitive remuneration and benefits and career development opportunities based on their merits and performance. The Group also puts ongoing efforts to provide adequate trainings and development resources to the employees so that they can keep abreast of the latest development of the market and the industry and, at the same time, improve their performance and self-fulfillment in their positions.

董事局欣然提呈本集團二零二二年度的年報及經審核綜合財務報表。

主要業務

本公司及附屬公司主要在中國從事提供物業管理服務、非業主增值服務及社區增值服務。本集團於二零二二年度收入及營運業績的分析載於本報告本集團綜合財務報表附註6。

業績及整體表現

本集團於二零二二年度的業績載於本報告綜合全面收益表。

業務回顧

本集團的業務回顧(包括有關本集團面對的主要風險及不確定因素以及本集團未來潛在業務發展進程的討論)載於「董事局報告」及「管理層討論及分析」各節。

本年報內「管理層討論及分析」載有使用主要財務表現指標對本集團年度表現的部分分析。有關本公司與其僱員、客戶及供應商之間主要關係的說明，請參閱本報告「管理層討論與分析 — 僱員及薪酬政策」及「董事局報告 — 主要客戶及供應商」各節。

該等討論構成董事局報告的一部分。

與利益相關方的關係

本集團視僱員、客戶及業務夥伴為其可持續發展的關鍵。本集團致力與其僱員建立密切及關愛的關係，為客戶提供優質服務，並加強與業務夥伴合作。本公司提供公平及安全的工作場所，向員工提倡多元化，根據員工的優點及表現提供具競爭力的薪酬及福利以及職業發展機會。本集團亦不斷致力為僱員提供充足的培訓及發展資源，使彼等可緊貼市場及行業的最新發展，同時提升彼等的表現及自行履行職務的情況。

The Group understands that it is important to maintain good relationship with customers. The Group enhances the relationship by continuous interaction with customers to gain insight on the changing market demand so that the Group can respond proactively. The Group has also established procedures in place for handling customers' complaints to ensure customers' complaints are dealt with in a prompt and timely manner.

The Group is also dedicated to developing good relationship with suppliers as long-term business partners to ensure stability of the Group's business. The Group reinforces business partnerships with suppliers by ongoing communication in a proactive and effective manner so as to ensure quality and timely delivery.

COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

As far as the Board and the management are aware, the Group has complied in all material aspects with the relevant laws and regulations that have a significant impact on the business and operation of the Group. During the Year of 2022, there was no material breach of, or non-compliance, with applicable laws and regulations by the Group.

本集團明白與客戶維持良好關係十分重要。本集團透過與客戶持續互動增進關係，以洞察不斷改變的市場需求，從而使本集團能主動應對。本集團亦已設立處理客戶投訴的程序，以確保客戶的投訴獲迅速及時處理。

本集團亦致力與供應商發展良好關係，以成為長期業務夥伴，從而確保本集團業務穩定。本集團藉以積極有效的方式持續溝通，加強與供應商的業務夥伴關係，以確保質量與及時交貨。

遵守相關法律及法規

就董事局及管理層所知，本集團已於所有重大方面遵守對本集團業務及營運有重大影響的相關法律及法規。於二零二二年度，本集團並無嚴重違反或不遵守適用法律及法規。

REPORT OF DIRECTORS

董事局報告

FINAL DIVIDEND

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

BORROWINGS

For the Year of 2022, the Group had no borrowings.

SHARE CAPITAL

Details of the movements in the share capital of the Company for the Year of 2022 are set out in Note 28 to the consolidated financial statements.

RESERVES

Details of the movements in the reserves of the Company for the Year of 2022 are set out on in Note 30 to the consolidated financial statements. The reserves available for distribution to shareholders of the Company as at 31 December 2022 was RMB388 million.

CHARITABLE DONATIONS

No donations made by the Group during the Year of 2022.

FINANCIAL STATEMENTS

The results of the Group for the Year of 2022 and its financial position as at 31 December 2022 are set out in the consolidated financial statements on pages 135 to 138 of this report.

末期股息

董事局不建議就二零二二年度派付任何末期股息(截至二零二一年十二月三十一日止年度：無)。

借貸

本集團於二零二二年度並無借貸。

股本

本公司於二零二二年度的股本變動詳情載於綜合財務報表附註28。

儲備

本公司於二零二二年度的儲備變動詳情載於綜合財務報表附註30。截至二零二二年十二月三十一日可分配股東的儲備為人民幣3.88億。

慈善捐款

本集團於二零二二年度並無作出捐款。

財務報表

本集團於二零二二年度的業績及其於二零二二年十二月三十一日的財務狀況載於本報告第135至138頁的綜合財務報表。

DIRECTORS

For the Year of 2022 and up to the date of this report, the Directors are as follows:

董事

於二零二二年度及直至本報告日期止，董事如下：

Name of Directors 董事姓名	Position 職位
Ms. Zhou Qin (周勤) 周勤女士	Executive Director 執行董事
Mr. Wu Xu (吳旭) 吳旭先生	Executive Director 執行董事
Mr. Liu Chao (劉超) 劉超先生	Executive Director 執行董事
Mr. Tian Ming (田明) (Chairman) 田明先生(主席)	Non-executive Director 非執行董事
Mr. Liu Yong (appointed on 8 June 2022) Liu Yong 先生(於二零二二年六月八日獲委任)	Non-executive Director 非執行董事
Dr. Wong Chi Wing (王志榮) (resigned on 2 June 2022) 王志榮博士(於二零二二年六月二日辭任)	Independent Non-executive Director 獨立非執行董事
Ms. Lu Mei (魯梅) 魯梅女士	Independent Non-executive Director 獨立非執行董事
Dr. Chen Kevin Chien-wen (陳建文) 陳建文博士	Independent Non-executive Director 獨立非執行董事
Ms. Katherine Rong Xin (appointed on 12 April 2022) Katherine Rong Xin 女士(於二零二二年四月十二日獲委任)	Independent Non-executive Director 獨立非執行董事

DIRECTORS' SERVICE CONTRACTS

The Company entered into a service contract with each of the executive Directors for a term of three years commencing from the Listing Date. The Company entered into an appointment letter with each of the non-executive Directors and the independent non-executive Directors for a term of three years. Each Director shall be subject to retirement by rotation and re-election in accordance with the Articles of Association of the Company. None of the Directors has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

董事服務合約

本公司與各執行董事已訂立服務合約，自上市日期起為期三年。本公司分別與非執行董事及獨立非執行董事訂立委任函件，為期三年。各董事須根據本公司組織章程細則輪值退任並重選連任。概無董事與本公司或任何附屬公司訂立本集團不可於一年內在免付賠償(法定賠償除外)情況下終止的服務合約。

REPORT OF DIRECTORS

董事局報告

DIRECTORS' INTERESTS IN COMPETING BUSINESS

For the Year of 2022, none of the Directors or their respective associates (as defined under the Listing Rules) had any interests in any business which competes or is likely to compete with the business of the Group. The independent non-executive Directors were not aware of any violation of such commitment.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

As at 31 December 2022, the interests and short positions of the Directors and chief executives of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions in which they were deemed or taken to have under such provisions of the SFO), or were required pursuant to section 352 of the SFO to be entered in the register referred to therein, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code as set out in Appendix 10 to the Listing Rules, were as follows:

(I) LONG POSITION IN THE SHARES

董事於競爭業務之權益

於二零二二年度，概無董事或彼等各自的聯繫人（定義見上市規則）於與本集團業務構成競爭或可能構成競爭的任何業務中擁有任何權益。獨立非執行董事並不知悉任何違反有關承諾的情況。

董事及主要行政人員於本公司股份、相關股份及債券的權益及淡倉

於二零二二年十二月三十一日，董事及本公司最高行政人員於本公司或任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及8分部已知會本公司及聯交所的權益及淡倉（包括彼等根據證券及期貨條例相關條文被當作或視為擁有的任何權益或淡倉），或根據證券及期貨條例第352條已記錄於該條所指的登記冊內的權益及淡倉，或根據上市規則附錄十所載的標準守則已知會本公司及聯交所的權益及淡倉如下：

(I) 於股份的好倉

Name	Capacity/Nature of interest	Number of Shares Held	Approximate percentage in total number of issued shares 佔已發行股份總數之概約百分比
姓名	身份／權益性質	所持股份數目	
Mr. Tian Ming (“Mr. Tian”) 田明先生（「田先生」）	Interest in controlled corporation 受控法團權益	165,137,165 ^(Note)	40.20%

Note:

These include (i) 95,620,820 Shares held through Honor Limited; (ii) 23,998,345 Shares held through Green Sailing (PTC) Limited, a wholly-owned subsidiary of Honor Limited; (iii) 202,000 Shares held through Easycorps Group Limited (“Easycorps”); (iv) 4,316,000 Shares held through Greensheid Corporation (“Greensheid”) and (v) 41,000,000 Shares held through Tian Family Investment Pte. Ltd. (“Tian Family Investment”).

Mr. Tian is the sole and legal beneficial owner of Honor Limited. Greensheid is wholly-owned by Landsea International Holdings Limited, which is in turn wholly-owned by Landsea Group. Landsea Group is owned as to 34.15% by Nanjing Ding Chong Investment Management Consultants Ltd. (“Nanjing Ding Chong”) and 15.85% by Mr. Tian. Nanjing Ding Chong is a company wholly and beneficially owned by Mr. Tian. Easycorps is a company wholly and beneficially owned by Mr. Tian. Tian Family Investment is wholly-owned by Tian Family Holding Pte. Ltd. which is in turn wholly and beneficially owned by Mr. Tian. Therefore, Mr. Tian is deemed to be interested in these 165,137,165 Shares held by Honor Limited, Green Sailing (PTC) Limited, Easycorps, Greensheid and Tian Family Investment pursuant to the SFO.

附註：

該股份包括(i)透過Honor Limited持有的95,620,820股股份；(ii)透過Honor Limited全資子公司Green Sailing (PTC) Limited持有的23,998,345股股份；(iii)透過Easycorps Group Limited(「Easycorps」)持有的202,000股股份；(iv)透過Greensheid Corporation(「Greensheid」)持有的4,316,000股股份；及(v)透過Tian Family Investment Pte. Ltd.(「Tian Family Investment」)持有的41,000,000股股份。

田先生為Honor Limited的唯一合法實益擁有人。Greensheid由Landsea International Holdings Limited全資擁有，而Landsea International Holdings Limited則由朗詩集團全資擁有。朗詩集團由南京鼎重投資管理顧問有限公司(「南京鼎重」)擁有34.15%及由田先生擁有15.85%。南京鼎重為田先生全資實益擁有的公司。Easycorps為田先生全資實益擁有的公司，Tian Family Investment由Tian Family Holding Pte. Ltd.全資擁有，而Tian Family Holding Pte. Ltd.為田先生全資實益擁有的公司。因此，根據證券及期貨條例，田先生被視為於該等分別由Honor Limited, Green Sailing (PTC) Limited, Easycorps, Greensheid及Tian Family Investment所持有的165,137,165股股份中擁有權益。

(II) LONG POSITION IN SHARE OPTIONS GRANTED UNDER THE SHARE OPTION SCHEME

(II) 於根據股份期權計劃授出的股份期權好倉

Name of Director	Capacity/Nature of interest	Aggregate long position in the underlying shares	Approximate percentage in total number of issued shares (Note 1)
董事姓名	身份／權益性質	於相關股份的好倉總額	佔已發行股份總數的概約百分比 (附註1)
Wu Xu 吳旭	Beneficial owner 實益擁有人	444,000 (Note 2) 444,000 (附註2)	0.11% 0.11%
Liu Chao 劉超	Beneficial owner 實益擁有人	333,000 (Note 2) 333,000 (附註2)	0.08% 0.08%

Notes:

- The total number of shares in issue of the Company as of 31 December 2022 was 410,765,000.
- For details, please refer to the section headed “GRANT OF SHARE OPTIONS” of this report.

附註：

- 截至二零二二年十二月三十一日，本公司已發行股份總數為410,765,000股。
- 有關詳情，請參閱本報告「授出股份期權」一節。

REPORT OF DIRECTORS

董事局報告

(III) LONG POSITION IN SHARE AWARDS GRANTED UNDER THE SHARE AWARD SCHEME

(III) 於根據股份獎勵計劃授出的股份獎勵好倉

Name of Director	Capacity/Nature of interest	Aggregate long position in the shares	Approximate percentage in total number of issued shares (Note 1)
董事姓名	身份／權益性質	於股份的好倉總額	佔已發行股份總數的概約百分比 (附註1)
Zhou Qin	Beneficiary of a trust (other than a discretionary interest)	1,480,000 (Notes 2, 3)	0.36%
周勤	信託受益人(酌情權益除外)	1,480,000 (附註2、3)	0.36%
Wu Xu	Beneficiary of a trust (other than a discretionary interest)	2,480,000 (Notes 2, 3)	0.60%
吳旭	信託受益人(酌情權益除外)	2,480,000 (附註2、3)	0.60%

Notes:

- The total number of shares in issue of the Company as of 31 December 2022 was 410,765,000.
- The awarded shares are held on trust by Green Sailing (PTC) Limited, the trustee of the Share Award Scheme of the Company, the trustee of the Share Award Scheme of the Company, pursuant to a trust deed dated 18 January 2021.
- For details, please refer to the section headed "GRANT OF AWARDED SHARES" of this report.

附註：

- 截至二零二二年十二月三十一日，本公司已發行股份總數為410,765,000股。
- 根據日期為二零二一年一月十八日的信託契據，獎勵股份由本公司股份獎勵計劃的受託人Green Sailing (PTC) Limited以信託方式持有。
- 有關詳情，請參閱本報告「授出獎勵股份」一節。

Save as disclosed above, as at 31 December 2022, none of the Directors and chief executives of the Company had any interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required pursuant to section 352 of the SFO to be entered in the register referred to therein, or which were required pursuant to the Model Code to be otherwise notified to the Company and the Stock Exchange.

除上文所披露者外，於二零二二年十二月三十一日，董事及本公司最高行政人員概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債權證中擁有記錄於根據證券及期貨條例第352條須予存置的登記冊內的任何權益或淡倉，或根據標準守則須另行知會本公司及聯交所的任何權益或淡倉。

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES

As at 31 December 2022, so far as the Directors are aware, the following persons (other than the Directors or chief executives of the Company) had or were deemed or taken to have an interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO:

主要股東及其他人士在股份及相關股份的權益及淡倉

於二零二二年十二月三十一日，就董事所知，下列人士（並非董事或本公司最高行政人員）於股份或相關股份中擁有或被視作或當作擁有根據證券及期貨條例第XV部第2及3分部之條文須向本公司及聯交所披露的權益或淡倉，或記入本公司根據證券及期貨條例第336條須存置的登記冊的權益或淡倉：

Name	Capacity/Nature of interest	Number of Shares held (note 1)	Approximate percentage in total number of issued Shares (note 2)
姓名／名稱	身份／權益性質	持有股份數目 (附註1)	佔已發行股份總人數的概約百分比(附註2)
Ms. Murong Xinyao (Note 3) 慕容馨飆女士(附註3)	Interest of spouse 配偶權益	165,137,165	40.20%
Honor Limited (Note 4) Honor Limited (附註4)	Beneficial owner and interest in controlled corporation 實益擁有人及受控法團權益	119,619,165	29.12%
Green Sailing (PTC) Limited (Note 4) Green Sailing (PTC) Limited (附註4)	Trustee 受託人	23,998,345	5.84%
Tian Family Investment Pte. Ltd. (Note 5) Tian Family Investment Pte. Ltd. (附註5)	Beneficial owner 實益擁有人	41,000,000	9.98%
Tian Family Holding Pte. Ltd. (Note 5) Tian Family Holding Pte. Ltd. (附註5)	Interest in controlled corporation 受控法團權益	41,000,000	9.98%

REPORT OF DIRECTORS

董事局報告

Name	Capacity/Nature of interest	Number of Shares held (note 1)	Approximate percentage in total number of issued Shares (note 2)
姓名／名稱	身份／權益性質	持有股份數目 (附註1)	佔已發行股份總人數的概約百分比(附註2)
Hong Kong New Tourism Corporation Limited (Note 6) 香港新旅國際有限公司(附註6)	Beneficial owner 實益擁有人	71,575,509	17.42%
南京輕紡產業(集團)有限公司(Note 6) 南京輕紡產業(集團)有限公司(附註6)	Interest in controlled corporation 受控法團權益	71,575,509	17.42%
南京新工投資集團有限責任公司(Note 6) 南京新工投資集團有限責任公司(附註6)	Interest in controlled corporation 受控法團權益	71,575,509	17.42%
State-owned Assets Supervision and Administration Commission of Nanjing Municipal Government (Note 6) 南京市人民政府國有資產監督管理委員會(附註6)	Interest in controlled corporation 受控法團權益	71,575,509	17.42%
Mr. Lin Jinfeng 林勁峰先生	Beneficial owner 實益擁有人	43,735,222	10.64%
Mr. Chen Huaijun (Note 7) Chen Huaijun 先生(附註7)	Beneficial owner and interest in controlled corporation 實益擁有人及受控法團權益	30,501,000	7.43%
Lucky Front Investments Limited (Note 7) Lucky Front Investments Limited (附註7)	Beneficial owner 實益擁有人	26,801,000	6.52%

Notes:

1. The letter "L" denotes the person's long position in the Shares.
2. The calculation is based on the total number of 410,765,000 Shares issued by the Company as of 31 December 2022.
3. Ms. Murong Xinyao is the spouse of Mr. Tian. By virtue of the SFO, Ms. Murong Xinyao is deemed to be interested in the Shares in which Mr. Tian is interested.
4. These include (i) 95,620,820 Shares held through Honor Limited; and (ii) 23,998,345 Shares held through Green Sailing (PTC) Limited. Green Sailing (PTC) Limited acts as the trustee of the Green Life Trust, which is set up for the purpose of a share incentive scheme to be adopted at least six months after Listing, and is wholly owned by Honor Limited. By virtue of the SFO, Honor Limited is deemed to be interested in the Shares in which Green Sailing (PTC) Limited is interested.
5. Tian Family Investment Pte. Ltd. is wholly owned by Tian Family Holding Pte. Ltd.. By virtue of the SFO, Tian Family Holding Pte. Ltd. is deemed to be interested in the Shares in which Tian Family Investment Pte. Ltd. is interested.
6. Hong Kong New Tourism Corporation Limited is wholly owned by 南京輕紡產業(集團)有限公司. 南京輕紡產業(集團)有限公司 is wholly owned by 南京新工投資集團有限責任公司 which is in turn held as to 90.79% by the State-owned Assets Supervision and Administration Commission of Nanjing Municipal Government ("Nanjing SASAC"). By virtue of the SFO, each of 南京輕紡產業(集團)有限公司, 南京新工投資集團有限責任公司 and Nanjing SASAC is deemed to be interested in the Shares in which Hong Kong New Tourism Corporation Limited is interested.
7. These include (i) 26,801,000 Shares held through Lucky Front Investments Limited, a company wholly-owned by Mr. Chen Huaijun; and (ii) 3,700,000 Shares held by Mr. Chen Huaijun. By virtue of the SFO, Mr. Chen Huaijun is deemed to be interested in the Shares in which Lucky Front Investments Limited is interested.

Save as disclosed above, as at 31 December 2022, the Company is not aware that any other person has any interests or short positions in the Shares and underlying Shares, which is required to be notified to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO, or which is required to be entered in the register maintained by the Company under section 336 of the SFO.

附註：

1. 字母「L」指該人士於股份中的好倉。
2. 根據本公司於二零二一年十二月三十一日已發行股份總數410,765,000股計算。
3. 慕容馨飆女士為田先生的配偶。根據證券及期貨條例，慕容馨飆女士被視為為於田先生擁有權益的股份中擁有權益。
4. 該等股份包括(i)透過Honor Limited持有的95,620,820股股份；及(ii)透過Green Sailing (PTC) Limited持有的23,998,345股股份。Green Sailing (PTC) Limited擔任Green Life Trust的受託人，該信託是為將於上市至少六個月後採納的股份獎勵計劃而設立，由Honor Limited全資擁有。根據證券及期貨條例，Honor Limited被視為為於Green Sailing (PTC) Limited擁有權益的股份中擁有權益。
5. Tian Family Investment Pte. Ltd. 由Tian Family Holding Pte. Ltd. 全資擁有。根據證券及期貨條例，Tian Family Holding Pte. Ltd. 被視為為於Tian Family Investment Pte. Ltd. 擁有權益的股份中擁有權益。
6. 香港新旅國際有限公司由南京輕紡產業(集團)有限公司全資擁有。南京輕紡產業(集團)有限公司由南京新工投資集團有限責任公司全資擁有，而南京新工投資集團有限責任公司則由南京市人民政府國有資產監督管理委員會(「**南京國資委**」)持有90.79%權益。根據證券及期貨條例，南京輕紡產業(集團)有限公司、南京新工投資集團有限責任公司及南京國資委各自被視為為香港新旅國際有限公司擁有權益的股份中擁有權益。
7. 該等股份包括(i)透過Chen Huaijun先生全資擁有的公司Lucky Front Investments Limited持有的26,801,000股股份；及(ii)由Chen Huaijun先生持有的3,700,000股股份。根據證券及期貨條例，Chen Huaijun先生被視為為於Lucky Front Investments Limited擁有權益的股份中擁有權益。

除上文所披露者外，於二零二二年十二月三十一日，本公司並不知悉任何其他人士於股份及相關股份中擁有根據證券及期貨條例第XV部第2及3分部須知會本公司的任何權益或淡倉，或根據證券及期貨條例第336條須予存置的登記冊的任何權益或淡倉。

REPORT OF DIRECTORS

董事局報告

SHARE AWARD SCHEME

The purposes of the Share Award Scheme are to recognise the contributions to the Group by certain eligible participants (as defined under Chapter 17 of the Listing Rules) and/or to give incentives in order to motivate certain eligible persons for the continuing development and long-term growth of the Group. The Share Award Scheme shall be valid and effective for a term of 10 years commencing on the Adoption Date, being 18 March 2022 and shall remain effective until 17 March 2032.

Green Sailing (PTC) Limited (“**Green Sailing (PTC)**”) has been appointed as the trustee of the trust pursuant to a trust deed dated 18 January 2021, and holds Shares to be granted to the eligible persons under the Share Award Scheme. As at the date of this report, Green Sailing (PTC) holds 23,998,345 Shares on trust for the Share Award Scheme, representing 5.84% of the number of issued shares of the Company.

Pursuant to the Share Award Scheme, the Advisory Committee may, from time to time, choose the selected participants to participate in the Share Award Scheme and determine the number of awarded shares to be awarded, the vesting conditions (if any) and the vesting schedule of the awarded shares. An offer letter setting out, among others, the number, the vesting conditions (if any) and the vesting schedule of the awarded shares to be granted will be issued by the Advisory Committee to the selected participants.

GRANT OF AWARDED SHARES

On 5 July 2022, the Advisory Committee granted an aggregate of 4,960,000 awarded shares to 3 grantees under the Share Award Scheme.

股份獎勵計劃

股份獎勵計劃旨在認可若干合資格參與者(如上市規則第十七章所界定)對本集團的貢獻及/或給予獎勵,以激勵若干合資格人士為本集團的持續發展及長期增長而努力。股份獎勵計劃將自採納日期起計為期10年內有效及生效,即自二零二二年三月十八日至二零三二年三月十七日期間。

根據日期為二零二一年一月十八日的信託協議, Green Sailing (PTC) Limited(「**Green Sailing (PTC)**」)已獲委任為信託的受託人,並持有將根據股份獎勵計劃授予合資格人士的股份。截至本報告發佈日, Green Sailing (PTC) 就股份獎勵計劃以信託方式持有 23,998,345 股股份,佔本公司已發行股份數目的 5.84%。

根據股份獎勵計劃,諮詢委員會可不時選擇選定參與者參與該計劃,並釐定將予授出的獎勵股份數目、歸屬條件(如有)及獎勵股份的歸屬時間表。諮詢委員會將向選定參與者發出一份載有(其中包括)將予授出的獎勵股份數目、歸屬條件(如有)及歸屬時間表的要約函件。

授出獎勵股份

於二零二二年七月五日,諮詢委員會根據股份獎勵計劃向三名承授人授出合共4,960,000股獎勵股份。

Among the awarded shares granted above, 3,960,000 awarded shares were granted to two Directors, the details of which are as follows:

於上述已授出獎勵股份中，3,960,000 股獎勵股份已授予兩名董事，其詳情如下：

Category	Date of award	Unvested awards as at 1 January 2022 於二零二二年一月一日未歸屬獎勵	Awarded shares during the 2022 year 二零二二年度獎勵股份	Vested awards during the 2022 year 二零二二年度已歸屬獎勵	Cancelled/Lapsed awards during the 2022 year 二零二二年度註銷/失效的獎勵	Unvested awards as at 31 December 2022 於二零二二年十二月三十一日未歸屬獎勵	Vesting period 歸屬期
Executive Directors							
執行董事							
Zhou Qin 周勤	5 July 2022 二零二二年七月五日	-	1,480,000	-	-	1,480,000	
Wu Xu 吳旭	5 July 2022 二零二二年七月五日	-	2,480,000	-	-	2,480,000	
Sub-total of Directors 董事小計		-	3,960,000	-	-	3,960,000	
Employee participants 僱員參與者	5 July 2022 二零二二年七月五日	-	1,000,000	-	-	1,000,000	
Sub-total of Employee participants 僱員參與者小計		-	1,000,000	-	-	1,000,000	
Total 總計		-	4,960,000	-	-	4,960,000	Note 附註

Note:

The awarded shares were granted without purchase price and will all be transferred from Green Sailing (PTC) Limited, the trustee of the Share Award Scheme of the Company, to the names of the respective grantees after five years lock-up period, i.e. on 5 July 2027.

The closing price of the shares immediately prior to the date of granting of award and on the date of grant of award were HK\$3.01 and HK\$3.02, respectively. Please refer to note 2.24 headed "Share-based Payment" and note 29 headed "Employee Share Scheme" in notes to consolidated financial statements for the fair value of awards at the date of grant, as well as the accounting standard and policy adopted.

附註：

授出的獎勵股份並無購買價，全部將於五年鎖定期後即二零二七年七月五日由本公司股份獎勵計劃的受託人 Green Sailing (PTC) Limited 轉讓至各承授人名下。

股份於緊接授出獎勵日期前及於授出獎勵日期的收市價分別為3.01港元及3.02港元。有關獎勵股份於授予日的公允價值以及採用的會計準則及政策，請參閱綜合財務報表附註2.24「股份付款」及附註29「僱員股份計劃」。

MAXIMUM ENTITLEMENT OF EACH PARTICIPANT UNDER THE SCHEME

The maximum entitlement of each participant under the Share Award Scheme shall comply with all applicable regulations, including those imposed by the Listing Rules, and shall not exceed the individual limit set out in Rule 17.03D of the Listing Rules.

該計劃下各參與者的最大權利

股份獎勵計劃下各參與者的最大權利應符合所有適用法規（包括上市規則施加者），且不得超過上市規則第17.03D條所載個別限額。

REPORT OF DIRECTORS

董事局報告

VESTING PERIOD OF AWARDS GRANTED UNDER THE SCHEME AND BASIS OF PURCHASE PRICE

Vesting period will be determined by the committee at its absolute discretion, during which the trustee of the share award scheme shall hold the shares on the terms of the trust deed, and the relevant awarded shares shall vest in the selected participant during and on the expiry of the applicable vesting period in accordance with the scheme rules of the share award scheme.

Vesting conditions, which will be set out in the notice of award to the relevant selected participants, will contain such conditions imposed by the advisory committee as it deems appropriate with respect to the entitlement of the selected participant to the awarded shares (including the conditions in relation to the vesting, the vesting schedule and any purchase price (if any)).

ACCEPTANCE

An Award shall be deemed to have been irrevocably accepted by a selected participant unless the selected participant shall within five business days after receipt of the notice of award notify the Company in writing that he would decline to accept such awarded shares.

GRANT OF SHARE OPTIONS

The Company adopted the Share Option Scheme for the purpose of recognising and acknowledging the contributions of the eligible participants (including employee participants, service providers and related entity participants as defined under Chapter 17 of the Listing Rules) made to the Group.

On 5 July 2022, the Company offered to grant an aggregate of 6,476,600 share options to the option grantees to recognise and acknowledge their contributions made to the Group in accordance with the terms of the Share Option Scheme.

The grant of such share options will enable the option grantees to subscribe for an aggregate of 6,476,600 new Shares, representing approximately 1.58% of the issued share capital of the Company.

根據該計劃授出的獎勵歸屬期及購買價基礎

歸屬期將由委員會全權酌情釐定，在此期間，股份獎勵計劃的受託人須根據信託契據的條款持有股份，相關獎勵股份應在適用歸屬期間及於有關期間屆滿時，根據股份獎勵計劃的計劃規則歸屬選定參與者。

將在授予相關選定參與者的通知中載列歸屬條件，有關條件將包含諮詢委員會認為適當有關選定參與者獲得獎勵股份權利的條件(包括與歸屬、歸屬時間表及購買價(如有)有關的條件)。

接納

除非選定參與者在收訖獎勵通知後五個營業日內以書面形式通知本公司其將拒絕接納有關獎勵股份，否則獎勵將被視為已獲選定參與者不可撤銷地接納。

授出股份期權

本公司採納股份期權計劃旨在承認並認可合資格參與者(包括僱員參與者、服務提供商及上市規則第17章所界定相關實體參與者)對本集團作出的貢獻。

於二零二二年七月五日，依據股份期權計劃的條款，本公司向期權承授人提呈授出合共6,476,600份股份期權，以認可及承認彼等對本集團作出的貢獻。

授出該等股份期權將使期權承授人可認購合共6,476,600股新股份，佔本公司於已發行股份數目的約1.58%。

Among the 6,476,600 share options granted, 777,000 share options were granted to the following Directors, whereas a total of 5,699,600 share options were granted to certain employees of the Group, details of which are as follows:

於6,476,600份已授出股份期權中，777,000份股份期權已授予以下董事，而合共5,699,600份股份期權則已授予本集團若干僱員，其詳情如下：

Category	Date of grant	Exercise price per Share (HK\$)	Outstanding	Granted during the 2022 year	Exercised during the 2022 year	Cancelled during the 2022 year	Lapsed during the 2022 year	Outstanding options	Vesting period	Exercise period
			options as at 1 January 2022					as at 31 December 2022		
類別	授出日期	每股行使價 (港元)	於二零二二年一月一日尚未行使的股份期權	於二零二二年度授出	於二零二二年度行使	於二零二二年度註銷	於二零二二年度失效	於二零二二年十二月三十一日尚未行使的股份期權	歸屬期	行使期
Executive Directors										
執行董事										
Wu Xu 吳旭	5 July 2022 二零二二年七月五日	3.02	-	444,000	-	-	-	444,000	Notes 1, 2 附註1、2	Notes 1, 2 附註1、2
Liu Chao 劉超	5 July 2022 二零二二年七月五日	3.02	-	333,000	-	-	-	333,000	Notes 1, 3 附註1、3	Notes 1, 3 附註1、3
Sub-total of Directors			-	777,000	-	-	-	777,000		
Sub-total of Directors										
董事小計										
Employee participants 僱員參與者	5 July 2022 二零二二年七月五日	3.02	-	5,699,600	-	202,300	-	5,497,300	Note 1 附註1	Note 1 附註1
Sub-total of Employee participants			-	5,699,600	-	202,300	-	5,497,300		
Sub-total of Employee participants			-	5,699,600	-	202,300	-	5,497,300		
Total			-	6,476,600	-	202,300	-	6,274,300	Note 4 附註4	
Total			-	6,476,600	-	202,300	-	6,274,300		
總計			-	6,476,600	-	202,300	-	6,274,300		

Note:

附註：

- The closing price of the shares immediately before the date of grant was HK\$3.01, and the closing price on the date of grant was HK\$3.02. The share options granted are vested on the percentage of 25%, 35% and 40% on 5 July 2023, 5 July 2024 and 5 July 2025, and exercisable from 5 July 2023 to 4 July 2032, 5 July 2024 to 4 July 2032 and 5 July 2025 to 4 July 2032, respectively. Please refer to note 2.24 headed "share-based payment" and note 29 headed "Employee Share Scheme" in notes to consolidated financial statements for the fair value of options at the date of grant, as well as the accounting standard and policy adopted.
 - 111,000 shares will vest on 5 July 2023 and become exercisable from 5 July 2023 to 4 July 2032; 155,400 shares will vest on 5 July 2024 and become exercisable from 5 July 2024 to 4 July 2032; and 177,600 shares will vest on 5 July 2025 and become exercisable from 5 July 2025 to 4 July 2032.
 - 83,250 shares will vest on 5 July 2023 and become exercisable from 5 July 2023 to 4 July 2032; 116,550 shares will vest on 5 July 2024 and become exercisable from 5 July 2024 to 4 July 2032; and 133,200 shares will vest on 5 July 2025 and become exercisable from 5 July 2025 to 4 July 2032.
 - As of 31 December 2022, no share options were vested, 202,300 share options are cancelled due to employee resignation during the period, and the remaining unvested share options are 6,274,300.
- 股份於緊接授出日期前的收市價為3.01港元，而於授出日期的收市價為3.02港元。所授出期權分別於二零二三年七月五日、二零二四年七月五日及二零二五年七月五日按25%、35%及40%的百分比歸屬，並分別可於二零二三年七月五日至二零二二年七月四日、二零二四年七月五日至二零二二年七月四日及二零二五年七月五日至二零二二年七月四日行使。有關期權於授予日的公允價值及採用的會計準則及政策，請參閱綜合財務報表附註2.24「股份付款」及附註29「僱員股份計劃」。
 - 111,000股將於二零二三年七月五日歸屬，並可於二零二三年七月五日至二零二二年七月四日期間行使；155,400股將於二零二四年七月五日歸屬，並可於二零二四年七月五日至二零二二年七月四日期間行使；以及177,600股將於二零二五年七月五日歸屬，並可於二零二五年七月五日至二零二二年七月四日期間行使。
 - 83,250股將於二零二三年七月五日歸屬，並可於二零二三年七月五日至二零二二年七月四日期間行使；116,550股將於二零二四年七月五日歸屬，並可於二零二四年七月五日至二零二二年七月四日期間行使；以及133,200股將於二零二五年七月五日歸屬，並可於二零二五年七月五日至二零二二年七月四日期間行使。
 - 截至二零二二年十二月三十一日，並無股份期權已歸屬，202,300份股份期權因期內僱員離職而註銷，而剩餘未歸屬股份期權為6,274,300份。

REPORT OF DIRECTORS

董事局報告

Pursuant to the terms and conditions of the Share Option Scheme, unless approved by the shareholders of the Company, the maximum number of Shares in respect of which options may be granted under the Share Option Scheme and any other schemes must not in aggregate exceeds 10% of the Shares in issue as at the Listing Date, being 40,000,000 Shares, representing 9.7% of the Shares in issue as at the date of this report.

Subject to earlier termination by our Company in general meeting or by the Board, the Share Option Scheme shall be valid and effective for a period of 10 years from 15 June 2021, and the Share Option Scheme will expire on 14 June 2031.

Unless approved by shareholders of the Company, total number of shares of the Company issued and to be issued upon the exercise of the options granted to each participant including both exercised and unexercised options under the Share Option Scheme or any other share option scheme adopted by the Company in any 12-month period must not exceed 1% of the Shares in issue on the date of grant. Any further grant of share options in excess of this limit is subject to shareholder's approval in a general meeting.

An option may be exercised in accordance with the terms of the Share Option Scheme at any time after the date upon which the option is deemed to be granted and accepted and prior to the expiry of 10 years from that date. The period during which an option may be exercised will be determined by the Board in its absolute discretion, save that no option may be exercised more than 10 years after it has been granted.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors (excluding any independent non-executive director who is a proposed grantee of the share options). In addition, any share options granted to 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 in issue at any time and with an aggregate value (based on the official closing price of the Company's shares at the date of the grant) in excess of HK\$5,000,000, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

根據股份期權計劃的條款及條件，除非經本公司股東批准，否則根據股份期權計劃及任何其他計劃可予授出的股份期權所涉及的最高股份數目，合共不得超過於上市日期的已發行股份的10%（即40,000,000股股份），相當於本報告日已發行股份的9.7%。

股份期權計劃於採納日期（即二零二一年六月十五日）起計十年期間內有效，即股份期權計劃將於二零三一年六月十四日到期，惟可由本公司經股東大會或由董事局提早終止。

除非獲本公司股東批准，於任何十二個月期間，各參與者按股份期權計劃或本公司採納的任何其他股份期權計劃獲授的股份期權（包括已行使及尚未行使）行使時，已發行及將予發行的本公司股份總數，不得超過於授出日期已發行股份的1%。如進一步授出的股份期權涉及的股份數目超逾此上限，須在股東大會上獲股東批准。

股份期權可根據股份期權計劃的條款於股份期權被視為獲授出以及獲接納當日後至自該日期起計10年屆滿前隨時行使。可行使股份期權的期限將由董事局全權酌情釐定，惟不得在授出股份期權後超過10年後行使股份期權。

向本公司董事、主要行政人員或主要股東或彼等任何聯繫人士授出股份期權，必須獲得獨立非執行董事（不包括任何屬股份期權建議承授人的獨立非執行董事）的事先批准。此外，倘在任何十二個月期間向本公司主要股東或獨立非執行董事或彼等任何聯繫人士授出的任何股份期權超過任何時間已發行股份的0.1%，或總值（按本公司股份於授出日期的正式收市價計算）超過5,000,000港元，則必須經股東於股東大會上事先批准。

The limit on the number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes of the Company must not exceed 30% of the shares in issue from time to time. No options may be granted under any share option schemes of the Company if this will result in the limit being exceeded.

The offer of a grant of share options may be accepted within 21 days from the date of offer, upon payment of nominal consideration of HK\$1 in total by the grantee. An option may be exercised in accordance with the terms of the Share Option Scheme and the terms of grant which shall not be more than 10 years from the date of grant.

The subscription price for the Shares to be issued upon exercise of the options shall be no less than the higher of (i) the closing price of the Shares as stated in the daily quotation sheet issued by the Stock Exchange on the date of grant; (ii) the average closing price of the Shares as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant; and (iii) the nominal value of a share of the Company on the date of grant. The subscription price will be determined by the board of directors at the time the option is offered to the participants.

OTHER INFORMATION ABOUT THE SHARE SCHEMES

At the beginning of the 2022 Year, 40,000,000 share options were available for grant under the Share Option Scheme, 6,476,600 share options were granted during the 2022 Year. As at 31 December 2022 and as at the date of this report, 33,725,700 share options, representing 33,725,700 shares of the Company, were available for grant under the Share Option Scheme.

At the beginning of the 2022 Year, 23,998,345 share awards were available for grant under the Share Award Scheme, 4,960,000 share awards have been awarded during the 2022 Year. As at 31 December 2022, 19,038,345 share awards were available for grant under the Share Award Scheme.

The total number of shares of the Company that may be issued in respect of the share options and share awards granted under the Share Option Scheme and the Share Award Scheme of the Company during the 2022 Year is 6,476,600, divided by the weighted average number of shares of the Company in issue for the 2022 Year is 1.58%.

因行使按股份期權計劃及本公司的任何其他計劃已授出但尚未行使的所有股份期權而可予發行的股份總數，不得超過不時已發行股份的30%。如授出股份期權將導致超逾此上限，則不得根據本公司任何股份期權計劃授出股份期權。

授出股份期權的要約由提呈要約當日起計21日內可供接納，惟承授人須支付合共1港元的名義代價。於授出日期起計不超過10年內，股份期權可按股份期權計劃的條款及授出條款行使。

因行使股份期權將予發行的股份認購價不得低於以下各項中的較高數值：(i) 股份於授出日期在聯交所發出的每日報價表所示的收市價；(ii) 股份於緊接授出日期前五個營業日在聯交所發出的每日報價表所示的收市價平均值；及(iii) 本公司股份於授出日期的面值。董事局將於向參與者提呈股份期權時釐定認購價。

有關股份計劃的其他資料

於二零二二年度初期，可根據股份期權計劃授出40,000,000份股份期權，於二零二二年度，已授出6,476,600份股份期權。於二零二二年十二月三十一日及於本報告日期，33,725,700份股份期權（相當於33,725,700股本公司股份）可根據股份期權計劃授出。

於二零二二年度初期，可根據股份獎勵計劃授出23,998,345份股份獎勵，於二零二二年度，已授出4,960,000份股份獎勵。於二零二二年十二月三十一日，19,038,345份股份獎勵可根據股份獎勵計劃授出。

於二零二二年度，就根據本公司股份期權計劃及股份獎勵計劃授出的股份期權及股份獎勵可發行的本公司股份總數為6,476,600股，除以本公司加權平均已發行股份數目為1.58%。

REPORT OF DIRECTORS

董事局報告

Under the Share Option Scheme and Share Award Scheme, save as disclosed in this report, there are no:

- (i) participants with options and awards granted that is in excess of the 1% individual limit; and
- (ii) options and awards granted and to be granted to any related entity participant or service provider in any 12-month period exceeding 0.1% of the relevant class of shares in issue.

Saved for the above-mentioned Share Option Scheme and the Share Award Scheme, neither the Company nor its subsidiaries had any other share-incentive plan during the year ended 31 December 2022.

ARRANGEMENT TO PURCHASE EQUITY OR DEBT SECURITIES

For the Year of 2022, none of the Company, its holding company, or any of its subsidiaries was a party to any arrangement enabling the Directors to acquire benefits by means of the acquisition of equity or debt securities, including the debentures of the Company or any other body corporate.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

For the Year of 2022, save as disclosed in this report, there was no transaction, arrangement or contract of significance, to which the Company, its holding company or subsidiary or the controlling shareholder was a party, and in which the Directors or their respective connected entities were materially interested, either directly or indirectly.

SIGNIFICANT CONTRACTS

From the Year of 2022, save as disclosed in the section headed "Related Party Transactions" below, there was no significant contract relating to the business of the Group between the Company (or any of its subsidiaries) and its controlling shareholders (or any of its/their subsidiaries), nor was there any significant contract for the provision of services by the controlling shareholders (or any of its/their subsidiaries) to the Company (or any of its subsidiaries).

根據股份期權計劃及股份獎勵計劃，除本報告所披露外，並無：

- (i) 參與者獲授超過1%個人限額的股份期權及獎勵；及
- (ii) 在任何12個月期間授予以及將授予任何相關實體參與者或服務提供商超過相關類別已發行股份0.1%的股份期權及獎勵。

除上述所提及之股份期權計劃及股份獎勵計劃外，本公司及附屬公司於截至二零二二年十二月三十一日止年度概無任何其他股份激勵計劃。

購買股本或債務證券的安排

二零二二年，本公司、其控股公司或其任何附屬公司概無訂立任何安排，致使董事可藉收購股本或債務證券（包括本公司或任何其他法人團體的債權證）而獲益。

董事於交易、安排或重大合約中的權益

二零二二年，除本報告所披露者外，本公司、其控股公司或附屬公司或控股股東概無訂立任何交易、安排或合約，而董事或彼等各自的關連實體於其中直接或間接擁有重大權益。

重大合約

二零二二年，除下文「關連人士交易」一節所披露者外，本公司（或其任何附屬公司）與控股股東（或其任何附屬公司）概無訂立與本集團業務有關的重大合約，亦無就控股股東（或其任何附屬公司）向本公司（或其任何附屬公司）提供服務訂立任何重大合約。

MAJOR CUSTOMERS AND SUPPLIERS

For the Year of 2022, the revenue attributable to the Group's largest customer, and five largest customers in aggregate, represented approximately 4.3% and 11.6% of the Group's total annual revenue, respectively.

For the Year of 2022, the purchase attributable to the Group's largest suppliers and five largest suppliers in aggregate, represented approximately 3.5% and 14.0% of the Group's total annual purchase, respectively.

Except that the controlling shareholder of the Company is interested in Landsea Group Co., Ltd. and its subsidiaries for the Year of 2022, none of the other Directors, their respective associates or other Shareholders (to the knowledge of the Directors, who are interested in more than 5% of the issued Shares) had any interests in the five largest suppliers or customers of the Group.

CONTINUING CONNECTED TRANSACTIONS AND CONNECTED TRANSACTIONS

The following transactions have been entered into and/or continued between certain connected persons (as defined under the Listing Rules) and the Company, and the Company made the following relevant disclosures in accordance with Chapter 14A of the Listing Rules:

CONTINUING CONNECTED TRANSACTION

(a) Trademark Licensing Agreement

On 16 June 2021, the Company entered into a trademark licensing agreement with Landsea Group (the "**Trademark Licensing Agreement**"), pursuant to which Landsea Group agreed to irrevocably and unconditionally grant the Group an exclusive, non-transferable licence to use certain trademarks registered by Landsea Group in the PRC (the "**PRC Trademarks**") for a perpetual term commencing from the date of the Trademark Licensing Agreement on a royalty-free basis.

主要客戶及供應商

於二零二二年度，本集團最大客戶及五名最大客戶合共應佔收益分別佔本集團年度總收益約4.3%及11.6%。

於二零二二年度，本集團最大供應商及五名最大供應商合共應佔採購額分別佔本集團年度採購總額約3.5%及14.0%。

除本公司控股股東於朗詩集團股份有限公司及其子公司中擁有權益外，於二零二二年度，概無其他董事、彼等各自的聯繫人或其他股東（據董事所知擁有已發行股份5%以上權益）於本集團五名最大供應商或客戶中擁有任何權益。

持續關連交易及關連交易

若干關連人士（定義見上市規則）與本公司之間已訂立及／或持續進行以下交易，而本公司根據上市規則第14A章作出如下披露：

持續關連交易

(a) 商標許可協議

於二零二一年六月十六日，本公司與朗詩集團訂立商標許可協議（「**商標許可協議**」），據此，朗詩集團同意不可撤回及無條件地授予本集團自商標許可協議日期起永久免特許權使用費使用朗詩集團於中國註冊的若干商標（「**中國商標**」）的獨家、不可轉讓許可。

REPORT OF DIRECTORS

董事局報告

Landsea Group, as the registered proprietor of the PRC Trademarks, is beneficially held as to 50% by Mr. Tian. Landsea Group is therefore a connected person of the Company under the Listing Rules. Accordingly, the transaction under the Trademark Licensing Agreement constitutes a continuing connected transaction of the Company under Chapter 14A of the Listing Rules.

As the right to use the PRC Trademarks is granted to the Group on a royalty-free basis, the transaction under the Trademark Licensing Agreement will be within the de minimis threshold provided under Rule 14A.76 of the Listing Rules and will be exempt from the reporting, annual review, announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

For the Year of 2022, none was paid by the Group to Landsea Group under the Trademark Licensing Agreement.

(b) **Landsea Green Management and Consulting Agreement**

On 28 December 2020, Landsea Property Management (for itself and on behalf of its subsidiaries) entered into a framework services agreement with Landsea Green Management (for itself and on behalf of its subsidiaries) (the “**Landsea Green Management and Consulting Agreement**”), pursuant to which the Group agreed to provide green management and consulting services to Landsea Green Management and its subsidiaries from time to time (the “**Landsea Green Management Group**”). The Landsea Green Management and Consulting Agreement has a term of three years from 1 January 2021 to 31 December 2023, which may be renewed as the parties may mutually agree, subject to compliance with the requirements under Chapter 14A of the Listing Rules and all other applicable laws and regulations.

The services include (i) property management services, including but not limited to, preliminary property management services for property projects prior to their delivery to the property owners, management services for property units and car parking lots which remain unsold and house repairing services; (ii) sales agency services for residential properties, commercial properties and car parking lots of property projects which remain unsold; and (iii) pre-delivery property consultancy and management services, including but not limited to, preliminary planning and design consultancy services and display units managements services.

朗詩集團作為中國商標的註冊擁有人，由田先生實益持有50%。因此，根據上市規則，朗詩集團為本公司的關連人士。因此，商標許可協議項下的交易構成上市規則第14A章項下本公司的持續關連交易。

由於本集團以免特許權使用費形式獲授中國商標的使用權，因此商標許可協議項下的交易將符合上市規則第14A.76條規定的最低豁免水平限額，並將獲豁免遵守上市規則第十四A章項下申報、年度審閱、公告及獨立股東批准的規定。

於二零二二年度，根據商標許可協議本集團無須向朗詩集團支付任何款項。

(b) **朗詩綠色管理及諮詢協議**

於二零二零年十二月二十八日，朗詩物業管理（為其本身及代表其附屬公司）與朗詩綠色管理（為其本身及代表其附屬公司）訂立框架服務協議（「**朗詩綠色管理及諮詢協議**」），據此，本集團同意不時向朗詩綠色管理及其附屬公司（「**朗詩綠色管理集團**」）提供綠色管理及諮詢服務。朗詩綠色管理及諮詢協議自二零二一年一月一日起至二零二三年十二月三十一日止為期三年，可由訂約方互相協定重續，惟須遵守上市規則第十四A章以及所有其他適用法律及法規項下的規定。

該等服務包括(i)物業管理服務，包括但不限於向業主交付物業項目前的前期物業管理服務、仍未售出物業單位及停車場的管理服務以及房屋維修服務；(ii)仍未售出物業項目的住宅物業、商業物業及停車場的銷售代理服務；及(iii)交付前物業諮詢及管理服務，包括但不限於前期規劃及設計諮詢服務以及示範單位管理服務。

Landsea Green Management is indirectly held as to 58.53% by Mr. Tian, and therefore is a connected person of the Company by virtue of being an associate of Mr. Tian.

The Directors estimate that the maximum amount of service fees payable by Landsea Green Management Group to the Group in relation to the Landsea Green Management and Consulting Services for FY2021, FY2022 and FY2023 will not exceed RMB75.0 million, RMB78.0 million and RMB82.0 million, respectively.

The total amount of the fee payable by Landsea Green Management Group to the Group under the Landsea Green Management and Consulting Agreement for the Year of 2022 was RMB36.5 million, which did not exceed the annual cap of RMB78.0 Million for the Year of 2022.

(c) Mr. Tian Properties and Consulting Agreement

On 16 June 2021, the Group entered into a framework services agreement with Mr. Tian (the “**Mr. Tian Properties and Consulting Agreement**”), pursuant to which the Group agreed to provide properties and consulting services to Mr. Tian’s associates (excluding Landsea Green Management and its subsidiaries but including its joint ventures and associates) (the “**Associates**”). The Mr. Tian Properties and Consulting Agreement has a term from the Listing Date to 31 December 2023, which may be renewed as the parties may mutually agree, subject to compliance with the requirements under Chapter 14A of the Listing Rules and all other applicable laws and regulations.

The following sets forth the principal terms of the Mr. Tian Properties and Consulting Agreement:

The services include (i) property management services, including but not limited to, preliminary property management services for property projects prior to their delivery to the property owners, management services for property units and car parking lots which remain unsold and house repairing services; (ii) sales agency services for residential properties, commercial properties and car parking lots of property projects which remain unsold; and (iii) pre-delivery property consultancy and management services, including but not limited to, preliminary planning and design consultancy services and display units managements services.

朗詩綠色管理由田先生間接持有58.53%權益，其因而成為田先生的聯繫人，故為本公司的關連人士。

董事估計，於二零二一財年、二零二二財年及二零二三財年，朗詩綠色管理集團就朗詩綠色管理及諮詢服務應付本集團的最高服務費金額將分別不超過人民幣75.0百萬元、人民幣78.0百萬元及人民幣82.0百萬元。

朗詩綠色管理根據朗詩綠色管理及諮詢協議於二零二二年度應付本集團的費用總金額為人民幣36.5百萬元，並無超出二零二二年的年度上限人民幣78.0百萬元。

(c) 田先生物業及諮詢協議

於二零二一年六月十六日，本集團與田先生訂立框架服務協議（「**田先生物業及諮詢協議**」），據此，本集團同意向田先生的聯繫人（不包括朗詩綠色管理及其附屬公司，惟包括其合營企業及聯營公司，「**聯繫人**」）提供物業及諮詢服務。田先生物業及諮詢協議期限為自上市日期起至二零二三年十二月三十一日止，經雙方互相同意後可予重續，惟須遵守上市規則第十四A章以及所有其他適用法律及法規項下的規定。

以下載列田先生物業及諮詢協議的主要條款：

該等服務包括(i)物業管理服務，包括但不限於向業主交付物業項目前的前期物業管理服務、仍未售出物業單位及停車場的管理服務以及房屋維修服務；(ii)仍未售出物業項目的住宅物業、商業物業及停車場的銷售代理服務；及(iii)交付前物業諮詢及管理服務，包括但不限於前期規劃及設計諮詢服務以及示範單位管理服務。

REPORT OF DIRECTORS

董事局報告

The Directors estimate that the maximum amount of service fees payable by the Associates to us in relation to Mr. Tian Properties and Consulting Services for FY2021, FY2022 and FY2023 will not exceed RMB155.0 million, RMB155.0 million and RMB156.0 million, respectively.

The total amount of the fee payable by the Associates to the Group under the Mr. Tian's Properties and Consulting Agreement for the Year of 2022 was RMB125.4 million, which did not exceed the annual cap of RMB155.0 Million for the Year of 2022.

As Mr. Tian is beneficially interested in 50% of the total number of issued shares of Landsea Group, which in turn is interested in more than 50% of the total number of issued shares of Landsea Green Management, Landsea Group, Landsea Green Management and the Associates are therefore connected persons of our Company under the Listing Rules. Accordingly, the transactions contemplated under the Landsea Green Management and Consulting Agreement and the Mr. Tian Properties and Consulting Agreement will constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

(d) **Landsea Green Management Exclusive Sales Agency Agreement**

On 22 November 2021, the Company (for itself and on behalf of its subsidiaries) and Landsea Green Management (for and on behalf of the Landsea Green Management Group) entered into the exclusive sales agency agreement (the "**Landsea Green Management Exclusive Sales Agency Agreement**"), pursuant to which, Landsea Green Management Group agreed to engage the Group as the exclusive sales agent of the properties held by Landsea Green Management Group from the commencement date to 31 December 2023. Pursuant to the Landsea Green Management Exclusive Sales Agency Agreement, the Group shall pay the Landsea Green Management Group certain security deposit for the performance by the Group of its obligations under the Landsea Green Management Exclusive Sales Agency Agreement.

董事估計，於二零二一財年、二零二二財年及二零二三財年，該等聯繫人就田先生物業及諮詢服務應付我們的最高服務費金額將分別不超過人民幣155.0百萬元、人民幣155.0百萬元及人民幣156.0百萬元。

聯繫人根據田先生物業及諮詢協議於二零二二年度應付本集團的費用總金額為人民幣125.4百萬元，並無超出二零二二年的年度上限人民幣155.0百萬元。

由於田先生實益擁有朗詩集團已發行股份總數的50%，而朗詩集團擁有朗詩綠色管理的已發行股份總數超過50%，因此，根據上市規則，朗詩集團、朗詩綠色管理及聯繫人為本公司的關連人士。因此，根據上市規則第14A章，朗詩綠色管理及諮詢協議以及田先生物業及諮詢協議項下擬進行的交易將構成本公司的持續關連交易。

(d) **朗詩綠色管理獨家銷售代理協議**

於二零二一年十一月二十二日，本公司（為其本身及代表其附屬公司）與朗詩綠色管理（為及代表朗詩綠色管理集團）訂立獨家銷售代理協議（「朗詩綠色管理獨家銷售代理協議」），據此，朗詩綠色管理集團同意委聘本集團自開始日期起至二零二三年十二月三十一日止擔任朗詩綠色管理集團所持有物業的獨家銷售代理。根據朗詩綠色管理獨家銷售代理協議，本集團須就履行其於朗詩綠色管理獨家銷售代理協議項下之責任向朗詩綠色管理集團支付若干保證金。

The Directors estimate that the maximum amount of agency security deposits payable by the Group to the Landsea Green Management Group in relation to Landsea Green Management Exclusive Sales Agency Agreement for FY2021, FY2022 and FY2023 will not exceed RMB4.0 million, RMB6.0 million and RMB3.0 million, respectively.

The aggregate security deposits payable by Group to Landsea Green Management Group under the Landsea Green Management Exclusive Sales Agency Agreement for the Year of 2022 was RMB0, which did not exceed the annual cap of RMB6.0 million for the Year of 2022.

(e) Mr. Tian Exclusive Sales Agency Agreement

On 22 November 2021, the Company (for itself and on behalf of its subsidiaries) and Mr. Tian (for himself and on behalf of Mr. Tian's Associates) entered into an exclusive sales agency agreement (the "**Mr. Tian Exclusive Sales Agency Agreement**") pursuant to which, the Associates agreed to engage the Group as the exclusive sales agent of the properties held by Mr. Tian and Mr. Tian's Associates for the term. Pursuant to the Mr. Tian Exclusive Sales Agency Agreement, the Group shall pay the Associates certain security deposit for the performance by the Group of its obligations under the Mr. Tian Exclusive Sales Agency Agreement.

The Directors estimate that the maximum amount of agency security deposits payable by the Group to the Associates in relation to Mr. Tian Exclusive Sales Agency Agreement for FY2021, FY2022 and FY2023 will not exceed RMB98.0 million, RMB183.0 million and RMB163.0 million, respectively.

The aggregate security deposits payable by Group to the Associates under the Mr. Tian Exclusive Sales Agency Agreement for the Year of 2022 was RMB163.0 million, which did not exceed the annual cap of RMB183.0 million for the Year of 2022.

As Mr. Tian and Landsea Green Management are connected persons of the Company, the transactions contemplated under Landsea Green Management Exclusive Sales Agency Agreement and Mr. Tian Exclusive Sales Agency Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

董事估計，於二零二一財年、二零二二財年及二零二三財年，本集團就朗詩綠色管理獨家銷售代理協議應付朗詩綠色管理集團的代理保證金最高金額將分別不超過人民幣4.0百萬元、人民幣6.0百萬元及人民幣3.0百萬元。

本集團根據朗詩綠色管理獨家銷售代理協議於二零二二年度應付朗詩綠色管理集團的保證金總金額為人民幣0元，並無超出二零二二年的年度上限人民幣6.0百萬元。

(e) 田先生獨家銷售代理協議

於二零二一年十一月二十二日，本公司（為其本身及代表其附屬公司）與田先生（為其本身及代表田先生聯繫人）訂立獨家銷售代理協議（「田先生獨家銷售代理協議」），據此，聯繫人同意委聘本集團為田先生及田先生聯繫人於年期內持有物業的獨家銷售代理。根據田先生獨家銷售代理協議，本集團須就本集團履行其於田先生獨家銷售代理協議項下的責任向聯繫人支付若干保證金。

董事估計，於二零二一財年、二零二二財年及二零二三財年，本集團就田先生獨家銷售代理協議應付聯繫人的代理保證金最高金額將分別不超過人民幣98.0百萬元、人民幣183.0百萬元及人民幣163.0百萬元。

本集團根據田先生獨家銷售代理協議於二零二二年度應付聯繫人的保證金總額為人民幣163.0百萬元，並無超出二零二二年的年度上限人民幣183.0百萬元。

由於田先生與朗詩綠色管理為本公司的關連人士，故朗詩綠色管理獨家銷售代理協議及田先生獨家銷售代理協議項下擬進行的交易構成上市規則第14A章項下本公司的持續關連交易。

REPORT OF DIRECTORS

董事局報告

Please refer to the section headed “Material Acquisitions and Disposals” for further details of the continuing connected transactions of the Group entered into for the FY2022 and approved by the independent shareholders of the Company at the extraordinary general meeting held on 20 March 2023.

CONNECTED TRANSACTIONS

Please refer to the section headed “Material Acquisitions and Disposals” for further details of the connected transactions of the Group entered into for the FY2022 and approved by the independent shareholders of the Company at the extraordinary general meeting held on 20 March 2023.

REVIEW AND APPROVAL OF CONTINUING CONNECTED TRANSACTIONS BY INDEPENDENT NON-EXECUTIVE DIRECTORS

Pursuant to Rule 14A.55 of the Listing Rules, all independent non-executive Directors have reviewed the continuing connected transactions and have confirmed that such continuing connected transactions were:

- (1) entered into in the ordinary and usual course of business of the Group;
- (2) conducted on normal commercial terms or better terms; and
- (3) carried out pursuant to the agreements of relevant transactions, the terms of which are fair and reasonable, and in the interests of shareholders of the Company as a whole.

有關本集團於二零二二財年訂立並於二零二三年三月二十日舉行的股東特別大會上獲本公司獨立股東批准的持續關連交易更多詳情，請參閱「重大收購及出售」一節。

關連交易

有關本集團於二零二二財年訂立並於二零二三年三月二十日舉行的股東特別大會上獲本公司獨立股東批准的關連交易更多詳情，請參閱「重大收購及出售」一節。

由獨立非執行董事審閱及批准的持續關連交易

根據上市規則第14A.55條，全體獨立非執行董事已審閱持續關連交易，並已確認該等持續關連交易：

- (1) 於本集團一般及日常業務過程中訂立；
- (2) 按一般商業條款或更佳條款進行；及
- (3) 根據有關交易的協議進行，而該等條款屬公平合理，並且符合本公司股東的整體利益。

REVIEW OF CONTINUING CONNECTED TRANSACTIONS BY THE AUDITOR

Pursuant to Rule 14A.56 of the Listing Rules, the Company's external auditor, PricewaterhouseCoopers was engaged to report on the Group's continuing connected transactions.

Below was set out in the letter from the auditor containing their findings and conclusions of the review in respect of the disclosed continuing connected transactions:

- (1) nothing has come to the auditor's attention that causes the auditor to believe that the disclosed continuing connected transactions have not been approved by the Board;
- (2) for the transactions that involve the provision of goods or services by the Group, nothing has come to the auditor's attention that causes the auditor to believe that the transactions were not conducted, in all material respects, in accordance with the pricing policies of the Group;
- (3) nothing has come to the auditor's attention that causes the auditor to believe that the transactions were not carried out, in all material respects, in accordance with the relevant agreements governing such transactions; and
- (4) with respect to the aggregate amount of each of the continuing connected transactions, nothing has come to the auditor's attention that causes the auditor to believe that the amounts of the disclosed continuing connected transactions have exceeded the annual caps set by the Company.

A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

由核數師審閱的持續關連交易

根據上市規則第14A.56條，本公司的外聘核數師羅兵咸永道會計師事務所獲委聘就本集團的持續關連交易作出報告。

下文載列核數師發出的函件，當中載有其對所披露持續關連交易進行審閱的結果及結論：

- (1) 核數師並無注意到任何事項令核數師相信所披露的持續關連交易未獲董事局批准；
- (2) 就涉及本集團提供商品或服務的交易而言，核數師並無注意到任何事項令核數師相信該等交易在所有重大方面未有按照本集團的定價政策進行；
- (3) 核數師並無注意到任何事項令核數師相信該等交易在各重大方面未有根據管轄該等交易的相關協議進行；及
- (4) 就每項持續關連交易的總金額而言，核數師並無注意到任何事項令核數師相信該等已披露的持續關連交易的金額已超出本公司設定的年度上限。

本公司已向聯交所提供核數師函件副本。

REPORT OF DIRECTORS

董事局報告

RELATED PARTY TRANSACTIONS

Details of significant related party transactions entered into by the Group during the Year of 2022 are set out in Note 35 to the consolidated financial statements. Save as disclosed in the paragraph headed “Continuing Connected Transactions and Connected Transactions” in this annual report, no related party transaction of the Group falls under the definition of “connected transaction” or “continuing connected transaction” in Chapter 14A of the Listing Rules.

In relation to the continuing connected transactions mentioned above, the Board confirms that the Company has complied with the disclosure requirements under Chapter 14A of the Listing Rules.

DEED OF NON-COMPETITION

On 17 June 2021, Mr. Tian Ming and Honor Limited, the controlling shareholders of the Company, executed a deed of non-competition in favour of the Company to the effect that each of them will not, and will procure each of their respective close associates not to, directly or indirectly participate in, or hold any right or interest, or otherwise be involved in any business which may be in competition with the business of the Group.

Mr. Tian Ming and Honor Limited have provided the Company with a written confirmation dated 18 March 2023, in which Mr. Tian Ming and Honor Limited confirmed that, from the Listing Date to the date of such written confirmation, they did not have and their close associates did not have interest in any business apart from the business of the Group which competes or is likely to compete, directly or indirectly, with the Group’s business.

關聯方交易

本集團於二零二二年度內訂立的重大關聯方交易詳情載於綜合財務報表附註35。除於本年報「持續關連交易」及「關連交易」段落所披露的內容外，本集團並無任何關聯方交易構成上市規則第14A章所界定之「關連交易」或「持續關連交易」。

就上述持續關連交易而言，董事局確認本公司已遵守上市規則第14A章的披露規定。

不競爭契據

於二零二一年六月十七日，本公司控股股東田明先生與Honor Limited簽立一份有利本公司的不競爭契據，以致其各自不會並將促使其各自相關緊密聯繫人不會直接或間接參與或持有任何權利或利益或以其他方式參與可能與本集團業務競爭的任何業務。

田明先生及Honor Limited已向本公司提供日期為二零二三年三月十八日的確認書，其中田明先生及Honor Limited確認，於上市日期至該確認書日期期間，其本身及其緊密聯繫人概無在本集團業務以外直接或間接與本集團業務競爭或可能競爭的任何業務中擁有任何權益。

PRE-EMPTIVE RIGHTS AND TAX RELIEF OR EXEMPTION

There is no provision on pre-emptive rights in the Articles of Association and under the laws of the Cayman Islands. The Company is not aware of any tax relief or exemption available to any existing shareholder by reason of his/her holding of the securities of the Company.

Intending holders and investors of the Company's shares are recommended to consult their professional advisers if they are in any doubt as to the taxation implications (including tax relief) of subscribing for, purchasing, holding, disposing of or dealing in the shares of the Company.

It is emphasized that none of the Company or its directors or officers will accept any responsibility for any tax effect on, or liabilities of, holders of shares in the Company resulting from their subscription for, purchase, holding, disposal of or dealing in such shares of the Company.

LOAN AGREEMENTS WITH COVENANTS RELATING TO SPECIFIC PERFORMANCE OF THE CONTROLLING SHAREHOLDERS

The Company did not enter into any new loan agreement, which contained any covenant relating to specific performance of the controlling shareholders and shall be disclosed as required by Rule 13.18 of the Listing Rules.

TAX RELIEF

The Company is not aware of any relief from taxation available to the Shareholders by reason of their holding of the Shares. Intending holders and investors of the Company's shares are recommended to consult their professional advisers if they are in any doubt as to the taxation implications (including tax relief) of subscribing for, purchasing, holding, disposing of or dealing in shares. It is emphasized that none of the Company or its Directors or officers will accept any responsibility for any tax effect on, or liabilities of, holders of shares in the Company resulting from their subscription for, purchase, holding, disposal of or dealing in such shares

優先認購權及稅務寬減或豁免

組織章程細則及開曼群島法律並無優先認購權的條款。本公司並不知悉任何現有股東因持有本公司證券而享有任何稅務寬減或豁免。

本公司股份的未來持有人及投資者如對認購、購買、持有、出售或買賣本公司股份的稅務影響(包括課稅寬免)有任何疑問，務請諮詢其專業顧問。

特此強調，本公司及其董事及高級職員均不對本公司股份持有人因認購、購買、持有、出售或買賣本公司有關股份而產生的任何稅務影響或責任承擔任何責任。

附有有關控股股東特定履約契諾的貸款協議

本公司並無訂立任何新貸款協議，當中載有有關控股股東特定履約的任何契諾，並須根據上市規則第13.18條的規定予以披露。

稅務寬免

本公司並不知悉股東因其所持股份而獲得任何稅務寬免。本公司股份之準持有人及投資者如對認購、購買、持有、出售或買賣股份之稅務影響(包括稅務寬免)有任何疑問，務請諮詢其專業顧問。謹此強調，本公司或其董事或高級人員將一概不會就本公司股份持有人因認購、購買、持有、出售或買賣本公司股份而產生之稅務影響或承擔之責任向彼等負責。

REPORT OF DIRECTORS

董事局報告

SUFFICIENCY OF PUBLIC FLOAT

Based on the information publicly available to the Company and to the best knowledge of the Directors, the Directors have confirmed that the Company has maintained the prescribed minimum public float under the Listing Rules since the Listing Date and up to the date of this report.

FIVE-YEAR FINANCIAL SUMMARY

Summary of the Group's results and assets and liabilities for the latest five financial years is set out in the section headed "Financial Summary" on pages 268 to 271 of this report.

PRINCIPAL SUBSIDIARIES

Details of the principal subsidiaries of the Company as at 31 December 2022 are set out in Note 37 to the consolidated financial statements.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

The biographical details of the Directors and senior management are set out under the section headed "Directors and Senior Management" of this annual report, respectively.

PERMITTED INDEMNITY

The Group has purchased and maintained liability insurance for the Directors for the Year of 2022, which provides appropriate cover for the Directors.

The permitted indemnity is in force for the benefit of one or more Directors of the Company, or of an associate company of the Company, during the financial year.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

For the Year of 2022, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

MANAGEMENT CONTRACT

No contract concerning management and administration of the whole or substantial part of any business of the Company was entered into during the Year of 2022, or subsisted at the end of the Year of 2022.

足夠公眾持股量

根據本公司公開獲得的資料並據董事所知，董事確認，本公司自上市日期起及直至本報告日期均維持上市規則所規定的最少公眾持股量。

五年度財務概要

本集團於最近五個財政年度的業績以及資產及負債概要載於本報告第268至271頁「財務概要」一節。

主要附屬公司

本公司於二零二二年十二月三十一日的主要附屬公司詳情載於綜合財務報表附註37。

董事及高級管理層履歷詳情

董事及高級管理層的履歷詳情分別載於本年報「董事及高級管理層」一節。

獲准許的彌償

本集團於二零二二年度已為董事購買及維持責任保險，為董事提供適當保障。

於財政年度內，獲准許彌償乃惠及本公司、或本公司聯營公司之一名或以上之董事而生效。

購買、出售或贖回本公司上市證券

二零二二年度，本公司及其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

管理合約

並無於二零二二年度訂立或於二零二二年度末仍然存續有關本公司全部或重大部分業務的管理及行政合約。

SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD

Save for the acquisition of the entire equity interest in Beihai Langrun as disclosed in the section “Material Acquisitions and Disposals” above, there is no other material subsequent event undertaken by the Company or the Group after 31 December 2022 and up to the date of this report.

RETIREMENT BENEFITS PLAN

Details of the retirement benefits plan of the Group for the relevant year are set out in Note 13 to the consolidated financial statements.

During the Year of 2022, no forfeited contributions had been used by the Group to reduce the existing level of contributions.

REMUNERATION OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

Details of remuneration of Directors and five highest paid individuals for the relevant year are set out in Notes 13 and 14 to the consolidated financial statements.

ANNUAL GENERAL MEETING

The annual general meeting of the Company for the Year of 2023 (the “AGM”) is expected to be held on Friday, 30 June 2023 at Landsea Green Center, Building 5, Lane 280, Linhong Road, Changning District, Shanghai, China. The notice of the AGM will be published on the Company’s website (www.landseawy.com) and the website of the Stock Exchange and despatched to the shareholders of the Company in the manner as required by the Listing Rules in due course.

CLOSURE OF REGISTER OF MEMBERS FOR THE AGM

For the purpose of determining the identity of the shareholders entitled to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 23 June 2023 to Friday, 30 June 2023, both dates inclusive, during which period no transfer of shares will be effected. All transfer of shares accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 21 June 2023.

報告期後重大事項

除上文「重大收購及出售」一節所披露收購北海朗潤全部股權外，自二零二二年十二月三十一日起至本報告日期，本公司或本集團並無進行其他重大後續事項。

退休福利計劃

本集團於相關年度的退休福利計劃詳情載於綜合財務報表附註13。

於二零二二年，本集團並無動用沒收供款降低現有供款水平。

董事及五名最高薪酬人士的薪酬

董事及五名最高薪酬人士於相關年度的薪酬詳情載於綜合財務報表附註13及14。

股東週年大會

本公司二零二三年股東週年大會（「股東週年大會」）預期於二零二三年六月三十日（星期五）假座於上海長寧區臨虹路280弄5號樓朗詩綠色中心舉行。股東週年大會通告將於適當時候登載於本公司網站（www.landseawy.com）及聯交所網站，並按上市規則規定的方式寄予本公司股東。

就股東週年大會暫停辦理過戶登記手續

為釐定有權出席股東週年大會並於會上投票的股東身份，本公司將於二零二三年六月二十三日（星期五）至二零二三年六月三十日（星期五）（包括首尾兩日）暫停辦理過戶登記手續，期間不會進行股份過戶。所有股份過戶文件連同有關股票須於二零二三年六月二十一日（星期三）下午四時三十分前送交本公司的香港股份過戶登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712–1716號舖，以辦理登記手續。

REPORT OF DIRECTORS

董事局報告

AUDITOR

The consolidated financial statements of the Group for the Year of 2022 have been audited by PricewaterhouseCoopers.

A resolution for the re-appointment of PricewaterhouseCoopers as the Company's auditor for the ensuing year is to be proposed at the upcoming annual general meeting to be held on Friday, 30 June 2023.

There has been no change of the auditor of the Company since the Listing.

ACCOUNTS REVIEW

The Audit Committee of the Company has been established in accordance with Appendix 14 to the Listing Rules, with written terms of reference. The Audit Committee is authorised by the Board to review and supervise the Company's financial reporting, risk management and internal control systems, and assist the Board in performing its duties to the Group.

The Audit Committee has reviewed the audited consolidated financial statements of the Group for the Year of 2022, and discussed the accounting principles and practices adopted by the Group, as well as internal controls, financial reporting and other matters, with the Group's management.

核數師

本集團於二零二二年度的綜合財務報表已由羅兵咸永道會計師事務所審核。

有關續聘羅兵咸永道會計師事務所為本公司下一個年度核數師的決議案，將在二零二三年六月三十日（星期五）舉行的應屆股東週年大會上提呈。

本公司的核數師自上市日期起以來並無變動。

賬目審閱

本公司已根據上市規則附錄十四成立審核委員會，並制定書面職權範圍。審核委員會獲董事局授權審閱及監督本公司的財務申報、風險管理及內部監控系統，並協助董事局履行其對本集團的職責。

審核委員會已審閱本集團於二零二二年度的經審核綜合財務報表，並與本集團管理層討論本集團採納的會計原則及慣例，以及內部監控、財務申報及其他事宜。

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is committed to the long-term sustainability of the environment and communities in which it operates. The Group operates its business in compliance with applicable environmental protection laws and regulations and has implemented relevant environmental protection measures in compliance with the required standards under applicable PRC laws and regulations.

For further details of the Group's environmental policies and performance will be disclosed in the ESG Report of the Company for the Year of 2022 to be published at the same time as this report in accordance with the Listing Rules. The 2022 ESG Report will be published on the website of the Company at <http://www.ir.landseawy.com/> and can be accessed at the section headed "Announcements and Circulars" of the Company and on the website of the Stock Exchange.

By order of the Board

Landsea Green Life Service Company Limited

Mr. Tian Ming

Non-executive Director and Chairman of the Board

Hong Kong, 31 March 2023

環保政策及表現

本集團致力於其營運所在環境及社區的長期可持續發展。本集團根據適用環保法律及法規經營業務，並已根據適用中國法律及法規的規定標準實施相關環保措施。

有關本集團環境政策及表現的進一步詳情將於本公司二零二二年度的ESG報告中披露，該報告將根據上市規則與本報告同時刊發。二零二二年ESG報告將於本公司網站<http://ir.landseawy.com/>「公告及通函」欄目及於聯交所網站上載。

承董事局命

朗詩綠色生活服務有限公司

非執行董事兼董事局主席

田明先生

香港，二零二三年三月三十一日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

To the Shareholders of Landsea Green Life Service Company Limited

(incorporated in the Cayman Islands with limited liability)

OPINION

WHAT WE HAVE AUDITED

The consolidated financial statements of Landsea Green Life Service Company Limited (the “**Company**”) and its subsidiaries (the “**Group**”), which are set out on pages 135 to 267, comprise:

- the consolidated balance sheet as at 31 December 2022;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include significant accounting policies and other explanatory information.

OUR OPINION

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

致朗詩綠色生活服務有限公司股東

(於開曼群島註冊成立之有限公司)

意見

我們已審計的內容

朗詩綠色生活服務有限公司(「**貴公司**」)及其附屬公司(「**貴集團**」)列載於第135至267頁的綜合財務報表，包括：

- 於二零二二年十二月三十一日的綜合資產負債表；
- 截至該日止年度的綜合全面收益表；
- 截至該日止年度的綜合權益變動表；
- 截至該日止年度的綜合現金流量表；及
- 綜合財務報表附註，包括主要會計政策及其他解釋信息。

我們的意見

我們認為，該等綜合財務報表已根據香港會計師公會(「**香港會計師公會**」)頒佈的《香港財務報告準則》(「**香港財務報告準則**」)真實而中肯地反映了 貴集團於二零二二年十二月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

BASIS FOR OPINION

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

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

INDEPENDENCE

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

KEY AUDIT MATTERS

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

The key audit matter identified in our audit is related to impairment assessment of trade receivables and other receivables.

意見的基礎

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

我們相信，我們所獲得的審計憑證能充足及適當地為我們的意見提供基礎。

獨立性

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

關鍵審計事項

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

從我們的審計中識別出的關鍵審計事項與貿易應收款項及其他應收款項減值評估有關。

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

我們的審計如何處理關鍵審計事項

Impairment assessment of trade receivables and other receivables

貿易應收款項及其他應收款項的減值評估

Refer to note 3.1(b) (Credit risk), note 23 (Trade receivables), note 24 (Prepayments and other receivables) and note 4(a) (Critical accounting estimates and judgments for allowance on doubtful receivables) to the consolidated financial statements. 請參閱綜合財務報表附註3.1(b) (信貸風險)、附註23 (貿易應收款項)、附註24 (預付款項及其他應收款項)及附註4(a) (應收呆賬撥備的關鍵會計估計及判斷)。

As at 31 December 2022, net carrying amount of the Group's trade receivables and other receivables was RMB309.10 million and RMB208.24 million respectively. For the year ended 31 December 2022, the Group recognized impairment provision of RMB25.84 million and RMB20.07 million respectively against trade receivables and other receivables.

於二零二二年十二月三十一日，貴集團貿易應收款項及其他應收款項的賬面淨值分別為人民幣309.10百萬元及人民幣208.24百萬元。截至二零二二年十二月三十一日止年度，貴集團分別就貿易應收款項及其他應收款項確認減值撥備人民幣25.84百萬元及人民幣20.07百萬元。

To measure the expected credit loss, trade receivables and other receivables have been grouped based on shared credit risk characteristics.

為計量預期信貸虧損，貿易應收款項及其他應收款項已根據共同的信貸風險特徵進行分類。

The Group provided for impairment of trade receivables based on lifetime expected credit loss. The expected credit loss is estimated based on historical data, including the past settlement profile and incurred credit losses in observed periods, and existing market conditions with adjustment to reflect forward looking factors.

貴集團根據存續期預期信貸虧損就貿易應收款項減值計提撥備。預期信貸虧損根據歷史數據估計，包括過往結算情況及觀察期內產生的信貸虧損以及現時市況，並進行調整以反映前瞻性因素。

Our procedures in relation to impairment assessment of trade receivables and other receivables are included below.

我們對貿易應收款項及其他應收款項進行減值評估的程序載於下文。

We obtained an understanding of the management's internal control and process of impairment assessment of trade receivables and other receivables and assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors.

我們了解管理層對貿易應收款項及其他應收款項減值評估進行的內部監控措施及流程，經考慮估計不確定因素的程度及其他固有風險因素的水平後，評估重大錯誤陳述的固有風險。

We evaluated and tested, on a sample basis, the key controls over the Group's assessment of impairment provision for trade receivables and other receivables.

我們評估及抽樣測試貴集團對貿易應收款項及其他應收款項的減值撥備評估的主要控制。

Key Audit Matter

關鍵審計事項

The Group used a three-stage impairment model to calculate expected credit loss for other receivables by assessing if the credit risk has significantly increased since initial recognition. The expected credit loss is measured at a probability-weighted amount that reflects the possibility that a credit loss occurs, and time value of money with consideration of past settlement patterns, current conditions of the debtors and forward-looking macro-economic information.

貴集團使用三階段減值模型計算其他應收款項的預期信貸虧損，方法為評估信貸風險自初始確認以來有否大幅增加。預期信貸虧損按概率加權金額計量，該金額反映信貸虧損發生的可能性及貨幣的時間價值，並考慮過往結算模式、債務人的當前狀況及前瞻性宏觀經濟資料。

We consider impairment assessment of trade receivables and other receivables a key audit matter because the estimation of the impairment provision is inherently subjective and requires the exercise of significant management judgment.

我們視貿易應收款項及其他應收款項的減值評估為關鍵審計事項，原因乃減值撥備的估計本質上具有主觀性，並需要管理層行使重大判斷。

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

We evaluated the appropriateness of the provisioning methodologies adopted by management including the appropriateness of grouping based on our understanding on the Group's business and credit risk characteristics of the relevant trade and other receivables:

我們已評估管理層採用的撥備方法適當性，當中包括基於我們對貴集團業務以及相關貿易及其他應付款項的信貸風險特徵的理解進行分類的適當性：

1. For trade receivables, we agreed historical data, including past settlement profile and incurred credit losses in observed periods, on a sample basis, to the relevant accounting and operating records of the Group. We also tested, on a sample basis, the ageing profile of trade receivables.

就貿易應收款項而言，我們按抽樣基準，同意歷史數據，包括過往結算情況以及所觀察期間產生的信貸虧損與貴集團的相關會計及經營記錄一致。我們亦抽樣測試貿易應收款項的賬齡情況。

2. For other receivables, we assessed on a sample basis, the reasonableness of the classification of the three stages adopted in the model, based on the financial information and other non-financial and external evidence of the debtors including the days past due and credit ratings that are publicly available. We assessed on a sample basis the key data inputs including the historical data and current data used in the model to calculate the expected credit loss by checking the past settlement details and current conditions of the debtors.

就其他應收款項而言，我們根據債務人的財務資料以及其他非財務及外部證據（包括逾期日數及公開可得之信貸評級），抽樣評估模型所用三個階段分類的合理性。我們透過檢查債務人的過往結算詳情及當前狀況，抽樣評估關鍵輸入數據，當中包括用於計算預期信貸虧損模型的過往數據及當前數據。

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

我們的審計如何處理關鍵審計事項

We reviewed the economic indicators selected by management in determining forward looking factors and evaluated the economic scenarios and the underlying probability weightings applied by management based on our understanding of the relevant industry and with reference to external macro-economic data.

我們已審閱管理層在釐定前瞻性因素時選擇的經濟指標，並根據我們對相關行業的理解以及參考外部宏觀經濟數據，評估管理層應用的經濟方案及相關概率加權情況。

We tested the mathematical accuracy of the calculation of impairment provision of trade receivables and other receivables.

我們測試貿易應收款項及其他應收款項減值撥備計算的數學準確性。

Based on the procedures performed, we found the judgements and estimates used in the impairment assessment of trade receivables and other receivables to be supportable by available evidence.

根據所執程序，我們發現貿易應收款項及其他應收款項減值評估所用判斷及估計有可得證據支持。

OTHER INFORMATION

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

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

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

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

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

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

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

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

其他信息

貴公司董事須對其他信息負責。其他資料包括年報所載一切資料，惟綜合財務報表及我們就其發表的核數師報告除外。

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

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

基於我們所執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事及審核委員會就綜合財務報表須承擔的責任

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

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

審核委員會須負責監督 貴集團的財務報告過程。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

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

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

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

核數師就審計綜合財務報表承擔的責任

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

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

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

- 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.
- 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信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

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

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。

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.

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

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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 Chan Chiu Kong, Edmond.

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，則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陳朝光。

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 31 March 2023

羅兵咸永道會計師事務所
執業會計師

香港，二零二三年三月三十一日

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

		For the year ended 截至以下日期止年度	
		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
		Note 附註	
Revenue	收益	6	889,454
Cost of sales and services	銷售及服務成本	9	(691,246)
Gross profit	毛利		198,208
Other income	其他收入	7	11,398
Selling expenses	銷售開支	9	(21,388)
Administrative expenses	行政開支	9	(102,192)
Impairment losses under expected credit loss model	預期信貸虧損模式下的減值虧損	3.1 (b)	(45,914)
Other (losses)/gains — net	其他(虧損)/收益淨額	8	(1,880)
Operating profit	經營溢利		38,232
Finance income	財務收入	10	2,213
Finance costs	財務成本	10	(76)
Finance income — net	財務收入淨額	10	2,137
Share of gains of associates	應佔聯營公司收益	19	766
Share of gains of joint ventures	應佔合營企業收益	20	51
Profit before income tax	除所得稅前溢利		41,186
Income tax expenses	所得稅開支	11	(11,900)
Profit for the year	年內溢利		29,286

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

		For the year ended 截至以下日期止年度	
		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
		Note 附註	
Other comprehensive income/(loss)	其他全面收益／(虧損)		
<i>Items that may be reclassified to profit or loss:</i>	<i>可能重新分類至損益的項目：</i>		
— Exchange difference on translation of foreign operations	— 換算海外業務的匯兌差額		
		(19,932)	299
<i>Items that will not be reclassified to profit or loss:</i>	<i>將不會重分類至損益的項目：</i>		
— Exchange difference on translation of foreign operations	— 換算海外業務的匯兌差額		
		23,443	(4,122)
Other comprehensive income/(loss) for the year, net of tax	本年度其他全面收益／(虧損)，扣除稅項		
		3,511	(3,823)
Total comprehensive income for the year	年內全面收益總額		
		32,797	54,519
Profit for the year attributable to:	以下各方應佔年內溢利：		
— Equity owners of the Company	— 本公司權益擁有人	28,420	58,331
— Non-controlling interests	— 非控股權益	866	11
		29,286	58,342
Total comprehensive income for the year attributable to:	以下各方應佔年內全面收益總額：		
— Equity owners of the Company	— 本公司權益擁有人	31,931	54,508
— Non-controlling interests	— 非控股權益	866	11
		32,797	54,519
Earnings per share attributable to equity owners of the Company	本公司權益擁有人應佔每股盈利		
Basic earnings per share	每股基本盈利	12	0.074
Diluted earnings per share	每股攤薄盈利	12	0.074

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

上述綜合全面收益表應與隨附附註一併閱讀。

CONSOLIDATED BALANCE SHEET

綜合資產負債表

As at 31 December 2022 於二零二二年十二月三十一日

			31 December 2022	31 December 2021
			二零二二年 十二月三十一日	二零二一年 十二月三十一日
		Note 附註	RMB'000 人民幣千元	RMB'000 人民幣千元
ASSETS	資產			
Non-current assets	非流動資產			
Investment properties	投資物業	15	750	7,552
Property, plant and equipment	物業、廠房及設備	16	16,931	7,835
Right-of-use assets	使用權資產	17	1,291	1,257
Intangible assets	無形資產	18	48,718	4,679
Interests in associates	於聯營公司的權益	19	2,377	1,611
Interests in joint ventures	於合營企業的權益	20	851	–
Deferred income tax assets	遞延所得稅資產	27	32,102	15,377
Goodwill	商譽	21	60,750	–
			163,770	38,311
Current assets	流動資產			
Trade receivables	貿易應收款項	23	309,095	215,426
Inventories	存貨		1,049	1,228
Prepayments and other receivables	預付款項及其他應收款項	24	228,117	148,564
Restricted cash	受限制現金	25	780	360
Cash and cash equivalents	現金及現金等價物	25	358,166	444,093
			897,207	809,671
Total assets	資產總值		1,060,977	847,982
LIABILITIES	負債			
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	17	502	56
Deferred income tax liabilities	遞延所得稅負債	27	10,228	–
			10,730	56

CONSOLIDATED BALANCE SHEET

綜合資產負債表

As at 31 December 2022 於二零二二年十二月三十一日

			31 December 2022	31 December 2021
			二零二二年 十二月三十一日	二零二一年 十二月三十一日
		Note 附註	RMB'000 人民幣千元	RMB'000 人民幣千元
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	26	411,824	302,284
Contract liabilities	合約負債	6	207,293	160,280
Lease liabilities	租賃負債	17	570	871
Current income tax liabilities	即期所得稅負債		31,532	18,815
			651,219	482,250
Total liabilities	負債總額		661,949	482,306
EQUITY	權益			
Capital and reserves attributable to equity owners of the Company	本公司權益擁有人應佔資本及儲備			
Share capital	股本	28	3,421	3,421
Reserves	儲備	30	388,344	357,994
			391,765	361,415
Non-controlling interests	非控股權益	31	7,263	4,261
Total equity	權益總額		399,028	365,676
Total liabilities and equity	負債及權益總額		1,060,977	847,982

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

上述綜合資產負債表應與隨附附註一併閱讀。

The financial statements on pages 135 to 267 were approved by the Board on 31 March 2023 and were signed on its behalf.

第135至267頁的財務報表已由董事局於二零二三年三月三十一日批准，並已代為簽署。

Wu Xu

吳旭

Director

董事

Liu Chao

劉超

Director

董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

		Attributable to equity owners of the Company 本公司權益擁有人應佔							Non-controlling interests		Total equity
		Share capital	Share premium	Other reserves	Statutory reserve	Translation Reserve	Retained earnings	Total	Non-controlling interests	Total equity	
		股本	股份溢價	其他儲備	法定儲備	匯兌儲備	保留盈利	總計	非控股權益	權益總額	
Note		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
附註		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
At 1 January 2021	於二零二一年一月一日	-	-	11,034	8,698	66	108,585	128,383	-	128,383	
Profit for the year	年內溢利	-	-	-	-	-	58,331	58,331	11	58,342	
Exchange difference arising from translation of foreign operations	換算海外業務產生的匯兌差額	-	-	-	-	(3,823)	-	(3,823)	-	(3,823)	
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	(3,823)	58,331	54,508	11	54,519	
Issue of shares in connection with the Capitalisation Issue	就資本化發行發行股份	2,498	(2,498)	-	-	-	-	-	-	-	
Issue of shares in connection with the Listing	就上市發行股份	833	243,809	-	-	-	-	244,642	-	244,642	
Issue of shares in connection with the over-allotment option	就超額配股權發行股份	90	26,706	-	-	-	-	26,796	-	26,796	
Deemed distribution	視作分派	30(a)	-	(92,914)	-	-	-	(92,914)	-	(92,914)	
Contributions from non-controlling interests	非控股權益注資	31	-	-	-	-	-	-	4,250	4,250	
Appropriation to statutory reserve	撥至法定儲備	30(b)	-	-	6,969	-	(6,969)	-	-	-	
Subtotal of transactions with equity owners of the Company	與本公司權益擁有人交易小計	3,421	268,017	(92,914)	6,969	-	(6,969)	178,524	4,250	182,774	
At 31 December 2021	於二零二一年十二月三十一日	3,421	268,017	(81,880)	15,667	(3,757)	159,947	361,415	4,261	365,676	

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

		Attributable to equity owners of the Company 本公司權益擁有人應佔										
		Share capital	Share premium	Share based compensation reserve	Employee share trust	Other reserves	Statutory reserve	Translation Reserve	Retained earnings	Total	Non-controlling interests	Total equity
		股本	股份溢價	股權報酬儲備	僱員股份信託	其他儲備	法定儲備	匯兌儲備	保留盈利	總計	非控股權益	權益總額
Note 附註		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2022	於二零二二年一月一日	3,421	268,017	-	-	(81,880)	15,667	(3,757)	159,947	361,415	4,261	365,676
Profit for the year	年內溢利	-	-	-	-	-	-	-	28,420	28,420	866	29,286
Exchange difference arising from translation of foreign operations	換算海外業務產生的匯兌差額	-	-	-	-	-	-	3,511	-	3,511	-	3,511
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	-	-	3,511	28,420	31,931	866	32,797
Movement of employee share trust account	僱員股份信託賬變動	29(a)	-	-	(2,873)	-	-	-	-	(2,873)	-	(2,873)
Employee share based compensation	僱員股權報酬	29(a)	-	1,292	-	-	-	-	-	1,292	-	1,292
Acquisition of subsidiaries	收購附屬公司	33	-	-	-	-	-	-	-	-	1,915	1,915
Contributions from non-controlling interests	非控股權益出資	31	-	-	-	-	-	-	-	-	221	221
Appropriation to statutory reserve	撥至法定儲備	30(b)	-	-	-	-	4,800	-	(4,800)	-	-	-
Subtotal of transactions with equity owners of the Company	與本公司權益擁有人交易小計	-	-	1,292	(2,873)	-	4,800	-	(4,800)	(1,581)	2,136	555
At 31 December 2022	於二零二二年十二月三十一日	3,421	268,017	1,292	(2,873)	(81,880)	20,467	(246)	183,567	391,765	7,263	399,028

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

上述綜合權益變動表應與隨附附註一併閱讀。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

		For the year ended 截至以下日期止年度	
		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
		Note 附註	
Cash flows from operating activities		經營活動現金流量	
Cash generated from operations	經營活動所得現金	34	70,554
Income tax paid	已付所得稅		(16,652)
<i>Net cash generated from/(used in) operations</i>			<u>53,902</u>
Cash flows from investing activities		投資活動現金流量	
Capital injection in joint ventures	於合營企業注資	20	(800)
Capital injection to associates	於聯營公司注資	19	-
Purchases of property, plant and equipment	購買物業、廠房及設備	16	(6,725)
Purchases of intangible assets	購買無形資產	18	(3,974)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項		4
Proceeds from disposal of investment properties	出售投資物業所得款項		8,902
Funding to related parties	向關聯方出資	35(e)	(313,566)
Repayment of funding to related parties	向關聯方出資還款	35(e)	207,778
Payment for acquisition of subsidiaries, net of cash and cash equivalents	就收購附屬公司付款，扣除現金及現金等價物	33	(26,329)
<i>Net cash used in investing activities</i>			<u>(134,710)</u>
Cash flows from financing activities		融資活動現金流量	
Proceeds from issue of ordinary shares — net	發行普通股所得款項淨額		-
Interest paid	已付利息	34(b)	(76)
Deemed distribution	視作分派	30(a)	-
Proceeds from related parties	來自關聯方的所得款項	35(e)	87
Repayment to related parties	向關聯方還款	35(e)	(37)
Contributions from non-controlling interests	非控股權益注資	31	221
Principal elements of lease payments	租賃付款本金部分	34(b)	(1,963)
Shares bought back for employee share trust	就僱員股份信託購回股份	30	(2,873)
Listing expenses paid	已付上市開支		-
<i>Net cash (used in)/generated from financing activities</i>			<u>(4,641)</u>

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

		For the year ended 截至以下日期止年度	
		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
	Note 附註		
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物(減少)/增加淨額	(85,449)	130,394
Cash and cash equivalents at beginning of year	年初現金及現金等價物	444,093	314,265
Effect of foreign exchange rate changes	外幣匯率變動影響	(478)	(566)
Cash and cash equivalents at end of year	年末現金及現金等價物	358,166	444,093
	25		

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes. 上述綜合全面收益表應與隨附附註一併閱讀。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

1 GENERAL INFORMATION, REORGANISATION AND BASIS OF PRESENTATION

1.1 GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 1 December 2020 as an exempted company with limited liability under the Companies Act, Cap 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of the Company's registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KYI-1111, Cayman Islands.

The Company is an investment holding company. The Company and its subsidiaries (collectively, the “**Group**”) are principally engaged in the provision of property management services, community value-added services and value-added services to non-property owners (collectively referred to as the “**Listing Business**”) in the People's Republic of China (the “**PRC**”).

The Company was listed on the Main Board of the Stock Exchange of Hong Kong Limited on 8 July 2021 (the “**Listing**”). In the opinion of the directors of the Company, the ultimate holding company and ultimate controlling shareholder of the Company is Honor Limited (“**Honor**”), a company incorporated under the laws of British Virgin Islands (“**BVI**”), and Mr. Tian Ming, the non-executive director of the Group.

The consolidated financial statements are presented in thousands of Renminbi (“**RMB'000**”) unless otherwise stated.

The financial statements have been approved for issue by the board of the Company (the “**Board**”) on 31 March 2023.

1 一般資料、重組及呈列基準

1.1 一般資料

本公司於二零二零年十二月一日根據開曼群島法例第22章公司法(一九六一年第三號法例，經綜合及修訂)在開曼群島註冊成立為獲豁免有限公司。本公司註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KYI-1111, Cayman Islands。

本公司為投資控股公司。本公司及其附屬公司(統稱「**本集團**»)主要在中華人民共和國(「**中國**»)從事提供物業管理服務、社區增值服務及非業主增值服務(統稱「**上市業務**»)。

本公司於二零二一年七月八日於香港聯合交易所有限公司主板上市(「**上市**»)。本公司董事認為，本公司的最終控股公司及最終控股股東為Honor Limited(「**Honor**», 一間根據英屬處女群島(「**英屬處女群島**»)法律註冊成立的公司)及本集團非執行董事田明先生。

除非另有說明，否則財務資料乃以人民幣千元(「**人民幣千元**»)呈列。

財務報表已於二零二三年三月三十一日經本公司董事局(「**董事局**»)批准刊發。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

1 GENERAL INFORMATION, REORGANISATION AND BASIS OF PRESENTATION (Continued)

1.2 REORGANISATION

Prior to the incorporation of the Company, the Listing Business was mainly operated by Nanjing Landsea Property Management Co., Ltd. (南京朗詩物業管理有限公司) (“**Landsea Property Management**”) and its PRC subsidiaries (collectively, the “**Operating Companies**”). Landsea Property Management was also engaged in the system operation services, mainly providing professional operation and maintenance services for residential properties installed with the technological systems (the “**Excluded Business**”). Due to the difference in nature of the Listing Business and Excluded Business, they were managed and operated separately under different management, sales and business strategies.

During October to December 2019, Landsea Community Service Co., Ltd. (“**Landsea Community Service**”, formerly known as “**Landsea Green Life Service Company Limited**”) acquired the entire equity interests of the Operating Companies from the then shareholder, Landsea Group Co., Ltd. (“**Landsea Group**”) with cash consideration of RMB72,959,000. Prior to the Reorganisation, Landsea Greenlive International Company Limited (“**Landsea Greenlive**”) and Southern Land International Company Limited (“**Southern Land**”) were the intermediate holding companies of the Operating Companies.

For the purpose of preparing for the Listing, the Group underwent a group reorganisation pursuant to which the Listing Business were transferred to the Company. The Reorganisation involved the followings:

1 一般資料、重組及呈列基準(續)

1.2 重組

於本公司註冊成立前，上市業務主要由南京朗詩物業管理有限公司(「朗詩物業管理」)及其中國附屬公司(統稱「營運公司」)營運。朗詩物業管理於往績記錄期間亦從事系統營運服務，主要為安裝科技系統的住宅物業提供專業營運及保養服務(「除外業務」)。由於上市業務及除外業務的性質有別，故兩者根據不同管理、銷售及業務策略獨立管理及營運。

於二零一九年十月至十二月期間，Landsea Community Service Co., Ltd. (「Landsea Community Service」，前稱「朗詩綠色生活服務有限公司」)向當時股東朗詩集團股份有限公司(「朗詩集團」)以現金代價人民幣72,959,000元收購營運公司的全部股權。於重組前，Landsea Greenlive International Company Limited (「Landsea Greenlive」) 及 Southern Land International Company Limited (「Southern Land」) 為營運公司的中間控股公司。

為籌備上市，本集團進行集團重組，據此，上市業務已轉讓予本公司。重組涉及以下方面：

1 GENERAL INFORMATION, REORGANISATION AND BASIS OF PRESENTATION *(Continued)*

1.2 REORGANISATION *(Continued)*

- (i) On 25 December 2019, Nanjing Landsea Equipment Management Co., Ltd. (南京朗詩設施管理有限公司) (a company wholly-owned by the Landsea Group) (“**Landsea Equipment**”) was incorporated and organised under the laws of the PRC as a limited company. In order to promote further growth and development of the Listing Business, Landsea Property Management and Landsea Equipment entered into a framework agreement (the “**Landsea Framework Agreement**”), pursuant to which (a) the assets, liabilities and interests in relation to the Listing Business were retained within Landsea Property Management, and the other assets, liabilities and interests of the Excluded Business were transferred to Landsea Equipment; and (b) the employees of the Excluded Business were transferred to Landsea Equipment based on their respective businesses (“**Business Transfer**”). The Business Transfer was completed in January 2021 and the Excluded Business will be transferred to Landsea Equipment at fair value and settled by cash after netting off the relevant amounts paid/received by the Listing Business on behalf of the Excluded Business. Upon the completion of the Business Transfer, the Excluded Business was no longer operated under the name of Landsea Property Management.

1 一般資料、重組及呈列基準 *(續)*

1.2 重組 *(續)*

- (i) 於二零一九年十二月二十五日，南京朗詩設施管理有限公司（「**朗詩設施**」，由朗詩集團全資擁有）根據中國法律註冊成立及組建為有限公司。為推動上市業務的進一步增長及發展，朗詩物業管理與朗詩設施訂立框架協議（「**朗詩框架協議**」），據此(a)於朗詩物業管理保留上市業務相關資產、負債及權益，以及將除外業務其他資產、負債及權益轉讓予朗詩設施；及(b)除外業務僱員根據彼等各自業務轉讓予朗詩設施（「**業務轉讓**」）。業務轉讓已於二零二一年一月完成，而除外業務將按公平值轉讓予朗詩設施，並在扣除上市業務代表除外業務支付／收取的相關款項後以現金償付。業務轉讓完成後，除外業務不再以朗詩物業管理名義經營。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

1 GENERAL INFORMATION, REORGANISATION AND BASIS OF PRESENTATION (Continued)

1.2 REORGANISATION (Continued)

- (ii) On 1 December 2020, the Company was incorporated in the Cayman Islands with an authorised share capital of HK\$380,000 divided into 38,000,000 ordinary shares of HK\$0.01 each. Upon the incorporation of the Company, one nil-paid share was issued and allocated at par to an independent initial subscriber. On the same date, such share was transferred to Honor Limited and the Company issued and allocated 99,999 nil-paid shares to the then shareholders, including Honor Limited, of Landsea Community Service to reflect the allottees' effective shareholding in Landsea Community Service.
- (iii) On 6 January 2021, the Company entered into a share transfer agreement with Landsea Community Service, pursuant to which Landsea Community Service transferred all the issued shares of Landsea Greenlive and Southern Land to the Company. As settlement, the Company credited the above nil-paid shares held by the then shareholders as fully paid shares.

Upon the completion of the above transfers, the Company became the holding company of the companies now comprising the Group engaged in the Listing Business.

1 一般資料、重組及呈列基準(續)

1.2 重組(續)

- (ii) 於二零二零年十二月一日，本公司於開曼群島註冊成立，法定股本為380,000港元，分為38,000,000股每股面值0.01港元的普通股。於本公司註冊成立後，一股未繳股款股份按面值發行及配發予一名獨立初步認購人。於同日，該股份轉讓予 Honor Limited，而本公司向 Landsea Community Service 當時的股東(包括 Honor Limited)發行及配發 99,999 股未繳股款股份，反映承配人於 Landsea Community Service 的實際股權。
- (iii) 於二零二一年一月六月，本公司與 Landsea Community Service 訂立股份轉讓協議，據此，Landsea Community Service 向本公司轉讓 Landsea Greenlive 及 Southern Land 的全部已發行股份。作為結算，本公司將當時股東持有的上述未繳股款股份入賬列作繳足股份。

上述轉讓完成後，本公司成為從事上市業務的本集團旗下公司的控股公司。

1 GENERAL INFORMATION, REORGANISATION AND BASIS OF PRESENTATION *(Continued)*

1.3 BASIS OF PRESENTATION

Immediately prior to and after the Reorganisation, the Listing Business was carried out by the Operating Companies. The Reorganisation, which was the transaction between shareholders of the Operating Companies, did not change the business substance of the Listing Business. Pursuant to the Reorganisation, the Listing Business were effectively controlled by the Company through its acquisition of the entire equity interest in the Operating Companies indirectly. The Company had not been involved in any business prior to the Reorganisation and its operations did not meet the definition of a business. Therefore, the Reorganisation was merely a recapitalisation of the Listing Business and did not change the business substance, management or controlling shareholders of the Listing Business. Accordingly, the Group resulting from the Reorganisation is regarded as a continuation of the Listing Business conducted by the Operating Companies. For the purpose of these financial statements, the consolidated statements of comprehensive income, changes in equity and cash flows for the years ended 31 December 2021 have been prepared to present the results and cash flows of the companies now comprising the Group, as if the group structure upon the completion of the Reorganisation had been in existence throughout the year ended 31 December 2021 or since their respective dates of incorporation/establishment/acquisition, where applicable.

1 一般資料、重組及呈列基準 *(續)*

1.3 編製基準

緊接重組前及緊隨重組後，上市業務由營運公司經營。重組為營運公司股東之間的交易，並無變更上市業務的業務實質。根據重組，上市業務由本公司通過收購營運公司全部股權的方式間接實際控制。本公司於重組前並無涉足任何業務，且其營運並不符合業務的定義。因此，重組僅為上市業務的資本重組，並無導致上市業務的業務實質、管理層或控股股東發生任何變化。因此，因重組產生的本集團被視為營運公司所經營上市業務的延續。為該等財務報表而言，截至二零二一年十二月三十一日止年度的綜合全面收益表、權益變動表及現金流量表已編製以呈列本集團現時旗下公司之業績及現金流量，猶如於重組完成時的集團架構於截至二零二一年十二月三十一日止年度或自該等公司各自註冊成立／成立／收購日期（倘適用）起一直存在。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the significant accounting policies adopted in the preparation of the consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial statements are for the Group, consisting of the Company and its subsidiaries.

2.1 BASIS OF PREPARATION

(a) Compliance with Hong Kong Financial Reporting Standards (“HKFRSs”) and Hong Kong Companies Ordinance Cap. 622 (“HKCO”)

The consolidated financial statements of the Group have been prepared in accordance with HKFRSs and disclosure requirements of HKCO.

(b) Historical cost convention

The consolidated financial statements have been prepared under the historical cost convention.

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

2 主要會計政策概要

本附註列明於編製綜合財務報表時所採納的主要會計政策。除非另有說明，否則該等政策已於所呈列全部年度貫徹應用。財務報表為由本公司及附屬公司組成的本集團而設。

2.1 編製基準

(a) 遵守香港財務報告準則（「香港財務報告準則」）及第622章香港公司條例（「香港公司條例」）

本集團之綜合財務報表根據香港財務報告準則及香港公司條例之披露規定編製。

(b) 過往成本慣例

綜合財務報表按過往成本慣例編製。

編製符合香港財務報告準則之財務報表須運用若干關鍵會計估計。其亦需要管理層於應用本集團會計政策過程中作出判斷。涉及較高度判斷或複雜水平之範疇，或假設及估計對綜合財務報表具有重大意義之範疇在附註4披露。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 BASIS OF PREPARATION (Continued)

(c) **New and amended standards adopted by the Group**

The Group has applied the following standards and amendments for the first time for the reporting period commencing 1 January 2022. The adoption of these standards and amendments does not have significant impact on the Group's financial performance and position.

- Merger Accounting for Common Control Combination — Amendments to Accounting Guideline 5
- Property, Plant and Equipment: Proceeds before intended use — Amendments to HKAS 16
- Onerous Contracts — Cost of Fulfilling a Contract — Amendments to HKAS 37
- Reference to the Conceptual — Amendments to HKFRS 3
- Annual Improvements to HKFRS Standards 2018 — 2020

2 主要會計政策概要 (續)

2.1 編製基準 (續)

(c) 本集團採納之新訂及經修訂準則

本集團於二零二二年一月一日開始之報告期間首次應用以下準則及修訂本。採納該等準則及修訂本對本集團財務表現及狀況並無任何重大影響。

- 共同控制合併的合併會計法 — 會計指引第5號(修訂本)
- 物業、廠房及設備：作擬定用途前的所得款項 — 香港會計準則第16號(修訂本)
- 虧損性合約 — 履行合約的成本 — 香港會計準則第37號(修訂本)
- 概念框架之提述 — 香港財務報告準則第3號(修訂本)
- 香港財務報告準則二零一八年至二零二零年之年度改進

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 BASIS OF PREPARATION (Continued)

(d) **New and amendments to existing standards have been issued but are not effective for the financial year beginning on 1 January 2022 and have not been early adopted by the Group**

Standards, amendments and interpretations 準則、修訂本及詮釋		Effective for annual periods beginning on or after 於以下日期或之後開始的年度期間生效
HKFRS 17 香港財務報告準則第17號	Insurance contracts 保險合約	1 January 2023 二零二三年一月一日
Hong Kong Interpretation 5 (2020) 香港詮釋第5號(二零二零年)	Classification by Borrower of a Term Loan that Contains a Repayment on Demand Clause 借款人對包含按要求償還條款的有期貸款的分類	1 January 2023 二零二三年一月一日
Amendments to HKAS 1 and HKFRS Practice Statement 2 香港會計準則第1號及香港財務報告準則實務聲明第2號(修訂本)	Disclosure of Accounting Policies 會計政策披露	1 January 2023 二零二三年一月一日
Amendments to HKAS 8 香港會計準則第8號(修訂本)	Definition of Accounting Estimates 會計估計定義	1 January 2023 二零二三年一月一日
Amendments to HKAS 12 香港會計準則第12號(修訂本)	Deferred Tax related to Assets and Liabilities arising from a Single Transaction 與單一交易產生的資產及負債相關的遞延稅項	1 January 2023 二零二三年一月一日
Amendments to IAS 1 國際會計準則第1號(修訂本)	Classification of Liabilities as Current or Non-current 負債分類為流動或非流動	1 January 2024 二零二四年一月一日
Amendments to HKFRS 10 and HKAS 28 香港財務報告準則第10號及香港會計準則第28號(修訂本)	Sale or contribution of assets between an investor and its associate or joint venture 投資者與其聯營公司或合營企業之間的資產出售或投入	To be determined 待定

2 主要會計政策概要(續)

2.1 編製基準(續)

(d) **新訂準則及現有準則修訂本已頒佈但尚未於二零二二年一月一日開始之財政年度生效，亦未獲本集團提早採納**

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.2 SUBSIDIARIES

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

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

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated balance sheet, consolidated statement of comprehensive income and consolidated statement of changes in equity respectively.

2.3 ASSOCIATES

Associates are all entities over which the Group has significant influence but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting (see note 2.5 below), after initially being recognised at cost.

2 主要會計政策概要 (續)

2.2 附屬公司

附屬公司為本集團控制的所有實體(包括結構性實體)。倘本集團承擔或享有參與實體所得可變回報的風險或權利，且有 ability 透過對實體的權力影響該等回報，則本集團對該實體擁有控制權。附屬公司自控制權轉移至本集團之日起綜合入賬，自控制權終止之日起取消綜合入賬。

公司間交易、結餘及集團公司間交易的未變現收益均予對銷。除非交易有證據證明所轉讓資產出現減值，否則未變現虧損亦予對銷。附屬公司的會計政策已於必要時作出改變，以確保與本集團所採納的政策保持一致。

附屬公司的業績及權益中的非控股權益分別於綜合資產負債表、綜合全面收益表及綜合權益變動表中單獨列示。

2.3 聯營公司

聯營公司為本集團對其有重大影響力而無控制權或共同控制權的所有實體。該情況通常為本集團持有20%至50%投票權。於聯營公司的投資初步按成本確認後以權益會計法入賬(見下文附註2.5)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.4 JOINT ARRANGEMENTS

Joint arrangements are classified as either joint ventures or joint operations depending on the contracted rights and obligations of each investor. The Group has assessed the nature of its joint arrangements and determined them to be joint ventures.

Interests in joint ventures are accounted for using the equity method (see note 2.5 below), after initially being recognised at cost in the consolidated balance sheets.

2.5 EQUITY ACCOUNTING

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

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

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

The carrying amount of equity-accounted investments is tested for impairment in accordance with the policy described in note 2.14.

2 主要會計政策概要(續)

2.4 合營安排

合營安排需視乎每名投資者的合約權利及責任而分類為合營企業或共同經營公司。本集團已評估其合營安排的性質，並確定其為合營企業。

於合營企業的權益初步按成本於綜合資產負債表中確認後以權益法入賬(見下文附註2.5)。

2.5 權益會計法

根據權益會計法，投資初步按成本確認，隨後予以調整以於損益確認本集團所佔被投資方收購後溢利或虧損及於其他全面收益確認本集團所佔被投資方其他全面收益變動。已收或應收聯營公司及合營企業的股息乃確認為投資賬面值的減少。

倘本集團所佔以權益法入賬投資的虧損淨額等於或超過其於實體的權益(包括任何其他無抵押長期應收款項)，則本集團不再確認進一步虧損，除非本集團代其他實體承擔義務或支付款項。

本集團與其聯營公司及合營企業之間交易產生的未變現收益在本集團於該等實體的權益中對銷。除非交易有證據證明所轉讓資產出現減值，否則未變現虧損亦予對銷。以權益入賬的被投資者的會計政策已於必要時作出調整，以確保與本集團所採納的政策保持一致。

以權益入賬的投資的賬面值根據附註2.14所述政策進行減值測試。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.6 CHANGES IN OWNERSHIP INTERESTS IN SUBSIDIARIES WITHOUT CHANGE OF CONTROL

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

2.7 BUSINESS COMBINATIONS

Business combinations under common control

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

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

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

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

2 主要會計政策概要 (續)

2.6 不涉及控制權變動的附屬公司擁有權權益變動

本集團將與非控股權益的交易(並不導致喪失控制權)視作與本集團權益擁有人的交易。擁有權權益變動導致控股權益與非控股權益賬面值之間的調整以反映彼等於附屬公司的相關權益。非控股權益調整數額與任何已付或已收代價之間的任何差額於本集團擁有人應佔權益中的獨立儲備內確認。

2.7 業務合併

共同控制下的業務合併

本集團納入共同控制合併的實體或業務的財務報表項目，猶如該等項目自該等實體或業務首次受控制方控制當日起已合併。

合併實體或業務的資產淨值從控制方的角度以現有賬面值合併。概不會就商譽或收購方於被收購方的可識別資產、負債及或然負債的公平淨值權益超逾共同控制合併時的成本的差額確認任何金額，惟以控制方的權益仍存續為限。

綜合全面收益表包括自最早列報日期或合併實體或業務首次受共同控制之日起(以較短期間為準)各合併實體或業務的業績，而不論共同控制合併的日期。

該等實體採用一套統一的會計政策。所有的集團內公司間交易、結餘及合併實體或業務間交易的未變現收益均予以對銷。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.7 BUSINESS COMBINATIONS (Continued)

Business combinations not under common control

The acquisition method of accounting is used to account for all business combinations not under common control, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

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

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

Acquisition-related costs are expensed as incurred.

2 主要會計政策概要(續)

2.7 業務合併(續)

非共同控制下的業務合併

收購會計法用於入賬所有非共同控制下的業務合併，而不論所收購者為權益工具或是其他資產。就收購附屬公司轉讓的代價包括：

- 所轉讓資產的公平值
- 所收購業務的前股東所招致的負債
- 本集團所發行的股本權益
- 或然代價安排產生的任何資產或負債的公平值，及
- 附屬公司任何之前既有的股本權益的公平值。

於業務合併所收購的可識別資產及所承擔的負債及或然負債，除於有限的例外情況外，初步以其於收購日期的公平值計量。本集團按個別收購基準，按公平值或按非控股權益應佔被收購實體的可識別資產淨值比例確認在被收購實體的任何非控股權益。

收購相關成本於產生時支銷。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.7 BUSINESS COMBINATIONS (Continued)

Business combinations not under common control (Continued)

The excess of the

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

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

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

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

2 主要會計政策概要 (續)

2.7 業務合併 (續)

非共同控制下的業務合併 (續)

以下各項：

- 所轉讓代價；
- 於所收購實體的任何非控股權益金額，及
- 於所收購實體的任何過往股本權益的收購日期公平值；

超逾所收購可識別資產淨值公平值的部分入賬列為商譽。倘該等款額低於所收購業務的可識別資產淨值的公平值，有關差額直接於損益確認為議價購買。

倘現金代價的任何部分被遞延結付，則未來應付金額貼現至交換日的現值。所用貼現率為該實體的增量借款利率，即按可資比較的條款及條件自獨立融資方獲得類似借款的利率。

或然負債分類為權益或金融負債。分類為金融負債的款額其後重新計量至公平值，而公平值變動則於損益確認。

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.8 SEPARATE FINANCIAL STATEMENTS

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

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

2.9 SEGMENT REPORTING

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

2.10 FOREIGN CURRENCY TRANSLATION

(a) **Functional and presentation currency**

Items included in the consolidated financial statements are measured using the currency of the primary economic environment in which the entity operates (the “**functional currency**”). The consolidated financial statements are presented in RMB, while the Company's functional currency is Hong Kong dollars (“**HK\$**”).

2 主要會計政策概要(續)

2.8 獨立財務報表

於附屬公司的投資乃以成本減去減值入賬。成本包括投資直接應佔成本。附屬公司的業績乃由本公司按已收及應收股息的基準入賬。

倘投資附屬公司所產生的股息超過附屬公司於宣派股息期間的全面收益總額，或獨立財務報表內的投資賬面值超過綜合財務報表內被投資者的資產淨值(包括商譽)賬面值，則在收取有關投資所得股息時即須對此等投資進行減值測試。

2.9 分部報告

經營分部報告方式與向主要營運決策者提供的內部報告方式一致。主要營運決策者(「**主要營運決策者**」)負責分配資源及評估經營分部表現，已確認為本公司作出戰略決策的董事局。

2.10 外幣換算

(a) **功能及呈列貨幣**

綜合財務報表中的項目均按有關實體營運所在主要經濟環境的貨幣(「**功能貨幣**」)計量。綜合財務報表以人民幣呈列，而本公司的功能貨幣為港元(「**港元**」)。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 FOREIGN CURRENCY TRANSLATION

(Continued)

(b) Transactions and balances

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

All foreign exchange gains and losses are presented in the consolidated statements of comprehensive income within “other (losses)/gains — net”.

(c) Group companies

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

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

2 主要會計政策概要 (續)

2.10 外幣換算 (續)

(b) 交易及結餘

外幣交易按交易日的匯率換算為功能貨幣。該等交易結算及以外幣計值的貨幣資產及負債按年末的匯率換算所產生的匯兌收益及虧損一般於損益內確認。

所有匯兌收益及虧損於綜合全面收益表的「其他(虧損)/收益淨額」呈列。

(c) 集團公司

功能貨幣有別於呈列貨幣的海外業務(當中並無惡性通貨膨脹經濟體系的貨幣)的業績及財務狀況均按以下方式換算為呈列貨幣：

- 於各資產負債表呈列的資產及負債乃按有關資產負債表日的收市匯率換算；
- 於各全面收益表的收入及開支乃按平均匯率換算(除非該值並非交易日期當前匯率的累積影響的合理近似值，在該情況下，收入及開支按交易日期的匯率換算)；及
- 所有因此產生的匯兌差額均於其他全面收益確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.11 PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment is stated at historical cost less accumulated depreciation and impairment losses. The historical cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

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

Depreciation is calculated using the straight-line method to allocate their cost to their residual values, over the shorter of their estimated useful lives or, in case of leasehold improvements, as follows:

Leasehold improvements	Over the shorter of their estimated useful lives or lease terms
Buildings	20 years
Furniture, fixtures and office equipment	3–5 years
Motor vehicles	5 years

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

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (note 2.14).

Gains and losses on disposals are determined by comparing proceeds with carrying amount and are recognised as "other (losses)/gains – net" in the consolidated statements of comprehensive income.

2 主要會計政策概要(續)

2.11 物業、廠房及設備

物業、廠房及設備按歷史成本減累計折舊及減值虧損列賬。資產的歷史成本包括購買價格及使資產進入作擬定用途的工作狀況及運抵地點的任何直接應佔成本。

僅於有關該項目的未來經濟利益可能流至本集團且該項目成本能可靠計量時，後續成本方計入資產賬面值或確認為單一資產(如適用)。替換部分的賬面值終止確認。所有其他成本(如維修及保養)於產生的期間從損益中扣除。

折舊按其估計可使用年期或(就租賃物業裝修而言)以下期間(以較短者為準)以直線法分攤其成本至其剩餘價值計算：

租賃物業裝修	按其估計可使用年期或租期(以較短者為準)
樓宇	20年
傢俬、裝置及辦公室設備	3至5年
汽車	5年

資產的剩餘價值及可使用年期在各報告期末進行審閱並於適當時作出調整。

倘資產的賬面值高於其估計可收回金額，則資產的賬面值即時撇減至其可收回金額(附註2.14)。

出售的收益及虧損乃透過比較所得款項與賬面值而釐定，並於綜合全面收益表的「其他(虧損)/收益淨額」確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.12 INVESTMENT PROPERTIES

Investment properties, representing properties held for leases, are held for rental yields or for capital appreciation or both, and are not occupied by the Group. The Group measured its investment properties at cost, including related transaction costs. Depreciation is calculated using the straight-line method to allocate their cost over their estimated useful lives in 20-40 years.

2.13 INTANGIBLE ASSETS

(a) Goodwill

Goodwill is measured as described in note 2.7. Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortized but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

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

2 主要會計政策概要 (續)

2.12 投資物業

投資物業指持作租賃的物業，為獲得租金收益或資本增值或同時為兩者而持有，並非為本集團所佔用。本集團以成本(包括相關交易成本)計量其投資物業。折舊按估計可使用年期20至40年以直線法分攤其成本計算。

2.13 無形資產

(a) 商譽

商譽如附註2.7所述計量。於收購附屬公司時所產生的商譽計入無形資產。商譽不會攤銷，但會每年進行減值測試，或倘出現商譽可能減值的事宜或情況的變動，則更頻密進行測試，並以成本減累計減值虧損入賬。出售一間實體的盈虧包括有關出售實體的商譽賬面值。

就減值測試而言，商譽被分配至現金產生單位。有關分配乃對預期能從產生商譽的業務合併獲益的該等現金產生單位或每組現金產生單位作出。每個或每組單位被識別為該商譽就內部管理而被監察的最低層，即營運分部。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.13 INTANGIBLE ASSETS (Continued)

(b) Computer software

Acquired software use rights are capitalized on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortized over their estimated useful lives of 10 years on a straight-line basis, which reflects the pattern in which the intangible assets future economic benefits are expected to be consumed.

(c) Customer relationships

Customer relationships acquired in business combinations are recognized at fair value at the acquisition date. The customer relationships have a finite useful life and are carried at cost less accumulated amortization. Amortization is calculated using the straight-line method over the expected useful lives respectively (10 years).

2.14 IMPAIRMENT OF NON-FINANCIAL ASSETS

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

2 主要會計政策概要(續)

2.13 無形資產(續)

(b) 電腦軟件

已獲得的軟件使用權按購買及使用特定軟件所產生的成本資本化。該等成本按其估計可使用年期10年以直線法攤銷，反映無形資產未來經濟利益預計消耗模式。

(c) 客戶關係

於業務合併中獲得的客戶關係乃按於收購日期的公平值確認。客戶關係具有有限的可使用年期，按成本減累計攤銷入賬。攤銷分別按預計可使用年期(10年)以直線法進行計算。

2.14 非金融資產減值

商譽不會攤銷，但會每年進行減值測試，或倘出現商譽可能減值的事宜或情況的變動，則更頻密進行測試。當有事件或情況變化顯示資產賬面值可能無法收回時，對其他資產進行減值測試。當資產賬面值超出其可收回金額時，差額確認為減值虧損。可收回金額為資產公平值減出售成本與使用價值兩者之較高者。就評估減值而言，資產按大致上獨立於其他資產或資產組別(現金產生單位)的現金流入的可獨立識別現金流入的最低水平分組。商譽以外的非金融資產若出現減值，則須於各報告期末評估能否撥回減值。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.15 INVENTORIES

Inventories are assets which are in the form of materials or supplies to be consumed in the rendering of services. Inventories are stated at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

2.16 FINANCIAL ASSETS

(a) Classification

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

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

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

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at financial assets at fair value through other comprehensive income (FVOCI).

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

2 主要會計政策概要 (續)

2.15 存貨

存貨是指以提供服務時所消耗的材料或物資為形式的資產。存貨按成本與可變現淨值兩者中的較低者入賬。可變現淨值為日常業務過程中估計售價減去估計的完成成本及估計銷售所需成本。

2.16 金融資產

(a) 分類

本集團將其金融資產按以下計量類別分類：

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

分類取決於本集團管理金融資產的業務模式及現金流量的合約條款。

就按公平值計量的資產而言，收益及虧損將計入損益或其他全面收益。就並非持作買賣的權益工具的投資而言，則視乎本集團於初始確認時是否已作出不可撤回的選擇，而將該權益投資以按公平值計入其他全面收益(按公平值計入其他全面收益)的金融資產入賬。

本集團於且僅於管理該等資產的業務模式發生變動時，方會重新分類債務投資。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.16 FINANCIAL ASSETS (Continued)

(b) Recognition and derecognition

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

(c) Measurement

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

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

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset.

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in "other income" using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in "other (losses)/gains— net", together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the consolidated statements of comprehensive income.

2 主要會計政策概要(續)

2.16 金融資產(續)

(b) 確認及終止確認

正常途徑買賣的金融資產於交易日確認，交易日指本集團承諾買賣該資產的日期。當從金融資產收取現金流量的權利已屆滿或已轉讓，且本集團已將擁有權的絕大部分風險及回報轉讓時，即終止確認金融資產。

(c) 計量

初始確認時，本集團按公平值計量金融資產，如為非按公平值計入損益(按公平值計入損益)的金融資產，則另加於購入該金融資產時直接歸屬的交易成本。按公平值計入損益計量的金融資產的交易成本於損益支銷。

釐定現金流量是否純粹為支付本金及利息時，附帶嵌入衍生工具的金融資產須按整體考慮。

債務工具

債務工具的后續計量取決於本集團管理資產的業務模式及資產現金流量特徵。

為收取合約現金流量而持有且該等現金流量僅為支付本金及利息的資產按攤銷成本計量。該等金融資產的利息收入使用實際利率法計入「其他收入」。終止確認產生的任何收益或虧損直接於損益確認，並連同匯兌收益及虧損於「其他(虧損)/收益淨額」呈列。減值虧損於綜合全面收益表中作為獨立項目呈列。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.16 FINANCIAL ASSETS (Continued)

(d) Impairment of financial assets

The Group assesses on a forward-looking basis the expected credit loss associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 3.1(b) details how the Group determines whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables, see note 3.1(b) for further details.

2.17 OFFSETTING FINANCIAL INSTRUMENTS

Financial assets and liabilities are offset and the net amount is reported in consolidated balance sheets when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

2.18 TRADE AND OTHER RECEIVABLES

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

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. See note 2.16 and note 3.1(b) for further information about the Group's accounting for trade receivables and a description of the Group's impairment policies.

2 主要會計政策概要 (續)

2.16 金融資產 (續)

(d) 金融資產減值

本集團按前瞻性基準評估與按攤銷成本計量的債務工具有關的預期信貸虧損。所用的減值方法取決於信貸風險是否顯著增加。本集團釐定信貸風險是否顯著增加的方法詳載於附註3.1(b)。

就貿易應收款項而言，本集團採用香港財務報告準則第9號准許的簡化方法，該方法要求於初步確認應收款項開始確認預期存續期的虧損，有關進一步詳情，請見附註3.1(b)。

2.17 抵銷金融工具

當有合法可強制執行權利抵銷已確認金額，且擬同時按淨值結算或變現資產及清償負債時，金融資產及負債會互相抵銷，並於綜合資產負債表內呈報淨值。

2.18 貿易及其他應收款項

貿易應收款項為在日常業務過程中因履行服務而應收客戶的款項。倘若貿易及其他應收款項預計在一年或以內(或(如時間較長)在正常業務經營週期內)收回，則分類為流動資產，否則呈列為非流動資產。

貿易及其他應收款項初步按公平值確認，其後以實際利率法按攤銷成本減去減值撥備計量。有關本集團貿易應收款項會計處理的進一步資料及本集團減值政策的說明，見附註2.16及附註3.1(b)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.19 CASH AND CASH EQUIVALENTS

For the purpose of presentation in the statement of cash flows, cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Restricted cash is excluded from cash and cash equivalents.

2.20 SHARE CAPITAL

Ordinary shares are classified as equity. Share capital is determined using the nominal value of shares that have been issued.

Any transaction costs associated with the issue of shares are deducted from share premium to the extent they are incremental costs directly attributable to the equity transaction.

2.21 TRADE AND OTHER PAYABLES

Trade and other payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade and other payables are classified as current liabilities if payment is due within 12 months after the reporting period (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2 主要會計政策概要(續)

2.19 現金及現金等價物

就現金流量表的呈報而言，現金及現金等價物包括手頭現金、存放於銀行的活期存款、原到期日為三個月或以內的其
他短期流動性極高的投資(有關投資須易於轉換為確定現金數額及價值變動風險極小)。受限制現金不包括在現金及現金等價物內。

2.20 股本

普通股分類為權益。股本採用已發行股份面值釐定。

如與發行股份有關的任何交易成本為股權交易直接應佔的增量成本，則任何該等成本乃從股份溢價中扣除。

2.21 貿易及其他應付款項

貿易及其他應付款項為日常業務過程中向供應商購買商品或服務而應支付的款項。倘貿易及其他應付款項於報告期間後的12個月內(或(如時間較長)在正常業務經營週期內)到期，則分類為流動負債，否則呈列為非流動負債。

貿易及其他應付款項初步按公平值確認及隨後按攤銷成本以實際利率法計量。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.22 CURRENT AND DEFERRED INCOME TAX

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

(a) Current income tax

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

Current income tax also includes PRC land appreciation tax which is levied on the appreciation of land value, being the proceeds of sales of properties less deductible expenditures including land cost, borrowing costs and all property development expenditures.

2 主要會計政策概要 (續)

2.22 即期及遞延所得稅

期內所得稅開支或抵免為按照各司法權區的適用所得稅稅率就即期應課稅收入應付的稅項，並就暫時差額及未動用稅項虧損應佔的遞延稅項資產及負債的變動作出調整。

(a) 即期所得稅

即期所得稅支出根據本公司的附屬公司及聯營公司營運及產生應課稅收入的國家於資產負債表日已頒佈或實質上已頒佈的稅務法例計算。管理層就適用稅務法例詮釋所規限的情況定期評估報稅表的狀況，並在適用情況下根據預期須向稅務機關支付的稅款設定撥備。

即期所得稅亦包括中國土地增值稅（按土地價值的升幅徵收），即銷售物業所得款減可扣減開支，包括土地成本、借款成本及所有房地產開發支出。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.22 CURRENT AND DEFERRED INCOME TAX

(Continued)

(b) Deferred income tax

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

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

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

2 主要會計政策概要(續)

2.22 即期及遞延所得稅(續)

(b) 遞延所得稅

遞延所得稅採用負債法就資產及負債之稅基與其在綜合財務報表的賬面值兩者產生的暫時差額悉數計提撥備。然而，倘遞延稅項負債因初步確認商譽而產生則不予以確認。遞延所得稅如因進行一項不影響會計或應課稅溢利或虧損的交易時，初步確認該項交易（業務合併除外）的資產或負債而產生，則遞延所得稅亦不予入賬。遞延所得稅以於報告期末已頒佈或實質上已頒佈，及預期於相關遞延所得稅資產變現或遞延所得稅負債清償時適用的稅率（及稅法）釐定。

遞延稅項資產僅於未來可能有應課稅金額用於扣減暫時差額及虧損時方予確認。

倘本集團能夠控制暫時差額的撥回時間且將難以於可預見未來撥回該等差額，則不會就海外業務投資的賬面值與稅基之間的暫時差額確認遞延稅項資產及負債。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.22 CURRENT AND DEFERRED INCOME TAX

(Continued)

(b) *Deferred income tax* (Continued)

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

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

2.23 EMPLOYEE BENEFITS

(a) *Short-term obligations*

Liabilities for wages and salaries that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

2 主要會計政策概要 (續)

2.22 即期及遞延所得稅 (續)

(b) *遞延所得稅* (續)

倘有法定可強制執行的權力抵銷即期稅項資產及負債，且遞延稅項結餘涉及同一稅務機關，則會抵銷遞延稅項資產及負債。倘實體有合法可強制執行權利抵銷且擬按淨額基準結算或同時變現資產及結算負債，則會抵銷即期稅項資產及稅項負債。

即期及遞延稅項在損益中確認，惟倘其與在其他全面收益或直接於權益確認的項目有關則除外。在該情況下，稅項分別會在其他全面收益或直接於權益內確認。

2.23 僱員福利

(a) *短期責任*

僱員直至報告期末的服務獲確認工資及薪金負債(預期在僱員提供相關服務期間結束後12個月內悉數結算者)並按結算有關負債預期支付的金額計量。負債於資產負債表內呈列為即期僱員福利責任。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.23 EMPLOYEE BENEFITS (Continued)

(a) Short-term obligations (Continued)

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by the employees up to the balance sheet date. Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(b) Pension obligations

The Group only operates defined contribution pension plans. In accordance with the rules and regulations in the PRC, the PRC based employees of the Group participate in various defined contribution retirement benefit plans organised by the relevant municipal and provincial governments in the PRC under which the Group and the PRC based employees are required to make monthly contributions to these plans calculated as a percentage, which is pre-determined by the local municipal government, of the employees' salaries. The municipal and provincial governments undertake to assume the retirement benefit obligations of all existing and future retired PRC based employees' payable under the plans described above. Other than the monthly contributions, the Group has no further obligation for the payment of retirement and other post-retirement benefits of its employees. The assets of these plans are held separately from those of the Group in independently administrated funds managed by the governments. The Group's contributions to the defined contribution retirement scheme are expensed as incurred and, in most cases, are not reduced by contributions forfeited by those employees who leave the scheme prior to vesting fully in the contributions.

2 主要會計政策概要(續)

2.23 僱員福利(續)

(a) 短期責任(續)

僱員應享年假權利乃於其應計予僱員時確認。就僱員直至資產負債表日所提供的服務而產生的估計年假責任計提撥備。僱員的病假及產假權利直至放假時方予確認。

(b) 退休金責任

本集團僅實施定額供款退休金計劃。根據中國相關規則及法規，本集團的中國僱員須參加中國有關省及市政府組織的多項定額供款退休福利計劃，據此，本集團及中國僱員須每月按僱員薪資的特定百分比（由當地市政府預定）向該等計劃供款。省及市政府承諾承擔根據上述計劃應付的全部現有及未來中國退休僱員的退休福利責任。除每月供款外，本集團毋須就其僱員承擔退休及其他退休後福利的支付責任。該等計劃的資產與本集團其他資產分開持有，並由政府獨立管理的基金保管。本集團向定額供款退休計劃作出的供款於產生時支銷，且在大部分情況下，不會因僱員在供款完全歸屬前離開該計劃致使放棄供款而有所減少。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.23 EMPLOYEE BENEFITS (Continued)

(c) **Housing funds, medical insurances and other social insurances**

Employees of the Group in the PRC are entitled to participate in various government-supervised housing funds, medical insurances and other social insurance plan. The Group contributes on a monthly basis to these funds based on certain percentages of the salaries of the employees, subject to certain ceiling. The Group's liability in respect of these funds is limited to the contributions payable in each year. Contributions to the housing funds, medical insurances and other social insurances are expensed as incurred and forfeited contributions (on behalf of employees who leave the scheme prior to vesting fully in such contributions) may not be used to reduce the existing level of contributions.

(d) **Bonus entitlements**

The expected cost of bonus payments is recognised as a liability when the Group has a present legal or constructive obligation as a result of services rendered by employees and a reliable estimate of the obligation can be made. Liabilities of bonus plan are expected to be settled within twelve months and are measured at the amounts expected to be paid when they are settled.

2 主要會計政策概要 (續)

2.23 僱員福利 (續)

(c) **住房公積金、醫療保險及其他社會保險**

本集團的中國僱員有權參與政府監管的多項住房公積金、醫療保險及其他社會保險計劃。本集團每月按僱員薪資的若干百分比向該等基金供款，惟受到一定上限的規限。本集團與該等基金有關的責任限於每年的應付款項。對住房公積金、醫療保險及其他社會保險的供款在發生時支銷，(代表有關供款悉數歸屬前離開該計劃的僱員)沒收的供款不得用於降低現有的供款水平。

(d) **花紅權益**

支付花紅的預計成本，於因僱員提供服務而使本集團產生現有法定或推定責任，且該責任能夠可靠估計時確認為負債。花紅計劃的負債預期將於十二個月內償付，並按償付時預期須予支付的金額計量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.23 EMPLOYEE BENEFITS (Continued)

(e) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits at the earlier of the following dates: (i) when the Group can no longer withdraw the offer of those benefits; and (ii) when the entity recognises costs for a restructuring that is within the scope of HKAS 37 and involves the payment of termination benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

2.24 SHARE-BASED PAYMENT

Share-based compensation benefit is provided to employees via the share option scheme and share incentive scheme. Information relating to the share-based payment is set out in note 29.

The Group operates above schemes and plans to recognize the contributions by employees. The fair value of the employee services received in exchange for the grant of options and restricted shares is recognized as employee benefit expense.

2 主要會計政策概要(續)

2.23 僱員福利(續)

(e) 離職福利

離職福利於本集團在正常退休日期前終止僱傭或當僱員接受自願裁退以換取此等福利時支付。本集團於以下日期之較早者確認離職福利：(i)本集團無法撤回提供該等福利時；及(ii)實體就介乎香港會計準則第37號範圍且涉及支付離職福利的重組確認成本時。在提出一項要約鼓勵自願裁退的情況下，離職福利乃根據預期接納該要約的僱員數目計量。於報告期末後超過12個月到期支付的福利貼現至現值。

2.24 股份付款

股權報酬福利透過購股權計劃及股份獎勵計劃向僱員提供。有關以股份為基礎付款的資料載於附註29。

本集團實施上述計劃，並計劃確認僱員供款。僱員提供服務以獲授購股權及限制性股份的公平值確認為僱員福利費用。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.24 SHARE-BASED PAYMENT (Continued)

The total amount to be expensed over the vesting period is determined by reference to the value of the options and restricted shares granted:

- including any market performance conditions;
- excluding the impact of any service and non-market performance vesting conditions; and
- including the impact of any non-vesting conditions.

The total expense is recognized over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied.

At each balance sheet date, the Group revises its estimates of the number of options and restricted shares that are expected to be vested. It recognizes the impact of the revision of original estimates, if any, in profit or loss, with a corresponding adjustment to other reserves.

Employee share trust is established, for the purposes of awarding shares to eligible employees under share incentive scheme.

The employee share trust is administered by an independent trustee and is funded by the Group's cash contributions and recorded as contributions to employee share trusts, an equity component. The administrator of the employee share trust buys the Company's shares in the open market for award to employees.

2 主要會計政策概要 (續)

2.24 股份付款 (續)

於歸屬期內將予支銷的總金額參考獲授購股權及限制性股份的價值釐定：

- 包括任何市場表現情況；
- 不包括任何服務及非市場表現歸屬條件的影響；及
- 包括任何非歸屬條件的影響。

總費用於歸屬期內確認，歸屬期指將符合所有特定歸屬條件的期間。

於各結算日，本集團修訂對預期歸屬購股權及限制性股份數目的估計。本集團於損益內確認對原來估計作出修訂的影響（如有），並在其他儲備內作出相應調整。

僱員股份信託乃為根據股份獎勵計劃向合資格僱員授出獎勵股份而設。

僱員股份信託由獨立信託人管理，並由本集團以現金撥付供款，於權益入賬作僱員股份信託供款。僱員股份信託管理人於公開市場購入本公司股份以向僱員作出獎勵。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.25 PROVISIONS

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditure expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

2.26 REVENUE RECOGNITION

Revenue is recognised when or as the control of the goods or services is transferred to the customer. Depending on the terms of the contract and the laws that apply to the contract, control of the goods or services may be transferred over time or at a point in time. Control of the goods or services is transferred over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer; or
- creates and enhances an asset that the customer controls as the Group performs; or
- do not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

2 主要會計政策概要(續)

2.25 撥備

倘本集團因過往事件須承擔現有法定或推定責任，而清償責任有可能須流出資源，且金額能可靠估計時，則確認撥備。未來的營運虧損不會確認撥備。

倘出現多項類似責任，經由考慮整體責任類別釐定清償責任會否導致資源流出。即使同類責任內任何一個項目導致資源流出的可能性不大，仍會確認撥備。

撥備按清償責任預期所需開支的現值計量，採用反映當時市場對貨幣時間價值及責任特定風險的評估的稅前利率。因時間流逝而增加的撥備確認為利息開支。

2.26 收益確認

收益在貨品或服務的控制權轉移至客戶時予以確認。貨品或服務的控制權可能會在一段時間內或在某個時間點轉移，視乎合約條款及適用於合約的法律而定。倘本集團在履約過程中滿足下列條件，貨品或服務的控制權將隨時間轉移：

- 提供全部利益，而客戶亦同步收到及消耗有關利益；或
- 本集團在履約過程中創造及提升客戶控制的資產；或
- 並無創造對本集團而言有其他用途的資產，而本集團可強制執行其權利收回至今已完成履約部分的款項。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.26 REVENUE RECOGNITION (Continued)

If control of the goods or services transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the goods or services.

The Group provides property management services and community value-added services to property owners and non-property owners and value-added services to non-property owners. Revenue from providing services is recognised in the accounting period in which the services are rendered. The following is a description of the accounting policy for the principal revenue stream of the Group.

Property Management Services

For property management services, the Group bills a fixed amount for services provided on a monthly, quarterly, semi-annually or annually basis and recognises as revenue in the amount to which the Group has a right to invoice and that corresponds directly with the value of performance completed.

For property management services income from properties managed under lump sum basis, where the Group acts as principal and is primarily responsible for providing the property management services to the property owners, the Group recognises the fee received or receivable from property owners as its revenue and all related property management costs as its cost of service.

2 主要會計政策概要 (續)

2.26 收益確認 (續)

倘貨品或服務的控制權隨時間轉移，則收益參考已完成履約責任的進度於合約期間內確認。否則，收益於客戶獲得資產控制權的時間點確認。

本集團向業主及非業主提供物業管理服務及社區增值服務及非業主增值服務。提供服務的收益在提供服務的會計期間確認。以下為本集團主要收益來源的會計政策說明。

物業管理服務

就物業管理服務而言，本集團對提供的服務按月份、季度、半年或每年開具固定金額的賬單，並將本集團有權開具發票且與已完成履約的價值直接對應的金額確認為收益。

按包幹制管理的物業指本集團作為委託人並主要負責向業主提供物業管理服務，就其物業管理服務收入而言，本集團將已收或應收業主的費用確認為收益，並將所有相關的物業管理成本確認為服務成本。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.26 REVENUE RECOGNITION (Continued)

Community value-added services

Community value-added services primarily consist of: (i) home-living services, which primarily include house cleaning and home repair and maintenance, (ii) public resources management services, which primarily include public spaces leasing and advertising activities, (iii) property agency services, which relates to the sales and leases of second-hand properties and use rights of car park spaces.

The Group recognises revenue when services are rendered. Revenue is recognised when the related community value-added services are rendered at gross basis except for the public resources management services and property agency services where the Group acts as an agent, and is primarily responsible for arranging and monitoring the services, hence its revenue was recognised at net basis, which is calculated by certain fixed amount or percentage of the total property management fees received or the contract purchase price. Payment of the transaction is due immediately when the community value-added services are rendered to the customer.

Value-added services to non-property owners

Value-added services to non-property owners mainly include: (i) sales assistance services, which mainly include visitors reception, on-site cleaning, security, repair and maintenance services to assist property developers in showcasing and marketing their properties at the pre-sale stage; (ii) preliminary consultancy services and other pre-delivery services, including cleaning, inspection, repair and maintenance services to non-property owners at the pre-delivery stage and to a lesser extent, repair and maintenances services after delivery where such services are required by property developers based on inspection of relevant properties; (iii) property agency services for sales of properties owned by property developers.

2 主要會計政策概要(續)

2.26 收益確認(續)

社區增值服務

社區增值服務主要包括：(i) 居家生活服務，主要包括家庭清潔及房屋維修及保養；(ii) 公共資源管理服務，主要包括公共空間租賃及廣告服務；(iii) 物業代理服務，指出售及租賃二手房及停車位使用權。

本集團在提供服務時確認收益。本集團在提供相關社區增值服務時按總額基準確認收益，惟公共資源管理服務及物業代理服務由本集團擔任代理人，主要負責安排及監督服務，因此按淨額基準確認收益，按已收物業管理費總額或合約購買價的某一固定金額或百分比計算。在向客戶提供社區增值服務時，交易款項隨即到期支付。

非業主增值服務

非業主增值服務主要包括：(i) 案場服務，主要包括訪客接待、現場清潔、保安、維修及保養服務，在物業銷售的預售階段協助物業開發商展示及推銷其物業；(ii) 前期諮詢顧問服務及其他前期服務，包括在前期階段向非業主提供清潔、檢查、維修及保養服務，以及在物業開發商檢查相關物業後需要有關服務時在交付後提供少量維修及保養服務；(iii) 為銷售物業開發商擁有的物業提供物業代理服務。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.26 REVENUE RECOGNITION (Continued)

Value-added services to non-property owners

(Continued)

The Group agrees the price for each service with the non-property owners upfront and recognises revenue in the amount to which the Group has a right to invoice and that corresponds directly with the value of performance completed.

Contract assets and liabilities

When either party to a contract has performed, the Group presents the contract in the balance sheet as a contract asset or a contract liability, depending on the relationship between the Group's performance and the customer's payment.

A contract asset is the Group's right to consideration in exchange for services that the Group has transferred to a customer. Incremental costs incurred to obtain a contract, if recoverable, are capitalised and presented as assets and subsequently amortised when the related revenue is recognised.

If a customer pays consideration or the Group has a right to an amount of consideration that is unconditional, before the Group transfers services to the customer, the Group presents the contract as a contract liability when the payment is received or a receivable is recorded (whichever is earlier). A contract liability is the Group's obligation to transfer services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A receivable is recorded when the Group has an unconditional right to consideration. A right to consideration is unconditional if only the passage of time is required before payment of that consideration is due.

2 主要會計政策概要 (續)

2.26 收益確認 (續)

非業主增值服務 (續)

本集團與非業主預先約定每項服務的價格，並將本集團有權開具發票且與已完成履約的價值直接對應的金額確認為收益。

合約資產及負債

當合約任何一方履約後，本集團視乎本集團履約與客戶付款之間的關係，在資產負債表中將合約呈列為合約資產或合約負債。

合約資產為本集團就其轉移予客戶的服務而享有代價的權利。為取得合約而產生的增量成本如可收回，則予以資本化並呈列為資產，其後在確認相關收益時進行攤銷。

倘若客戶支付代價或本集團有權獲得一筆無條件的代價，在本集團向客戶轉移服務之前，本集團在收取付款或應收款項入賬時(以較早者為準)將該合約呈列為合約負債。合約負債為本集團向客戶轉移其已向該客戶收取代價(或客戶應付代價)的服務的責任。

應收款項於本集團有無條件權利收取代價時入賬。倘該代價僅須隨時間流逝即到期支付，則收取代價的權利為無條件。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.27 INTEREST INCOME

Interest income on financial assets at amortised cost calculated using the effective interest method is recognised in profit or loss as part of “other income”.

Interest income is presented as “finance income” where it is earned from financial assets that are held for cash management purposes, see note 10 below.

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the expected credit loss).

2.28 GOVERNMENT GRANTS

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions. Government grants relating to costs are deferred and recognised in profit or loss over the period necessary to match them with the costs they are intended to compensate.

2 主要會計政策概要(續)

2.27 利息收入

以攤銷成本計量的金融資產的利息收入採用實際利率法計算，並作為「其他收入」的一部分於損益中確認。

利息收入作為「財務收入」呈列，其來自持作現金管理的金融資產，見下文附註10。

利息收入透過對金融資產的賬面總值應用實際利率的方式計算，惟隨後發生信貸減值的金融資產除外。就發生信貸減值的金融資產而言，實際利率適用於金融資產的賬面淨值（經扣除預期信貸虧損後）。

2.28 政府補助

當能夠合理保證將可獲取政府補助，而本集團將會符合所有附帶條件時，政府補助按其公平值確認。與成本有關的政府補助遞延入賬，並在與該補助擬補償的成本配對的所需期間內在損益中確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.29 LEASES

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of real estate for which the Group is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the Group under residual value guarantees
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

The lease payments are discounted using the interest rate implicit in the lease, if that rate can be determined, or the Group's incremental borrowing rate.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

2 主要會計政策概要(續)

2.29 租賃

在本集團可使用租賃資產之日，租賃確認為使用權資產及相應負債。

合約可能包含租賃及非租賃部分。本集團基於相對獨立價分配合約代價予租賃及非租賃部分。然而，就本集團作為承租人的房地產租賃而言，其選擇不分開租賃及非租賃部分，而將其作為單一租賃部分入賬。

由租賃產生的資產及負債初步按現值計量。租賃負債包括以下租賃付款淨現值：

- 固定付款(包括實質固定付款)，減任何應收的租賃優惠
- 基於指數或利率的可變租賃付款，初步按開始日期的指數或利率計量
- 本集團根據剩餘價值擔保預期應付的金額
- 倘本集團合理確定行使購買選擇權，則選擇權的行使價，及
- 倘租賃期反映本集團行使該選擇權，則支付終止租賃的罰款。

租賃付款採用租賃隱含的利率(倘可確定)或本集團的增量借款利率貼現。

租賃付款於本金及財務成本之間分配。財務成本於整個租賃期內的損益中扣除，以對各期負債餘額產生一項固定定期利率。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.29 LEASES (Continued)

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Payments associated with short-term leases of equipment and vehicles and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

Rental income from operating leases where the Group is a lessor is recognised in profit or loss on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognised as expense over the lease term on the same basis as rental income. The respective leased assets are included in the balance sheet based on their nature.

2.30 DIVIDEND DISTRIBUTION

Dividend distribution to the owners of the Company is recognised as a liability in the Group's and the Company's financial statements in the period in which the dividends are approved by the shareholders or directors, which applicable, of the Company.

2 主要會計政策概要(續)

2.29 租賃(續)

使用權資產按成本計量，包括以下各項：

- 租賃負債的初步計量金額
- 於開始日期或以前所作的任何租賃付款，減任何已收取的租賃優惠
- 任何初始直接成本；及
- 修復成本。

使用權資產一般按資產可使用年期或租賃年期(以較短者為準)以直線法折舊。

與設備及車輛短期租賃以及所有低價值資產租賃相關的付款按直線法於損益中確認為開支。短期租賃指租期為12個月或以下的租賃。

來自本集團作為出租人的經營租賃的租金收入於租期內以直線法於損益確認。於獲取經營租賃時產生的初始直接成本加入相關資產的賬面值，並於租期內按與租賃收入相同的基準確認為開支。各租賃資產基於其性質計入資產負債表。

2.30 股息分派

向本公司擁有人分派的股息在股息獲本公司股東或董事(如適用)批准的期間內於本集團及本公司的財務報表內確認為負債。

3 FINANCIAL RISK MANAGEMENT

3.1 FINANCIAL RISK FACTORS

The Group's activities expose it to a variety of financial risks: market risk (including foreign currency risk and interest rate risk), credit risk and liquidity risk. According to the Group's risk management policies, the financial risks shall be assessed continuously by the management taking into account of the prevailing conditions of the financial market and other relevant variables to avoid excessive concentrations of risk.

(a) Market risk

(i) Foreign currency risk

Currency risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group's businesses are principally conducted in RMB. The major non-RMB assets and liabilities are bank deposits denominated in HK\$. The Group has not entered into any forward exchange contract to hedge its exposure to foreign exchange risk.

As at 31 December 2022, if RMB had weakened/strengthened by 5% against HK\$ and US\$, respectively, with all other variables held constant, pre-tax profit for the year ended 31 December 2022 would have been approximately RMB147,000 higher/lower, mainly as a result of foreign exchange differences on translation of HK\$ and US\$ denominated deposits (2021: RMB9,072,000 higher/lower, mainly as a result of foreign exchange differences on translation of HK\$ denominated deposits).

3 財務風險管理

3.1 財務風險因素

本集團的活動令其面臨多種財務風險：市場風險（包括外匯風險及利率風險）、信貸風險及流動資金風險。根據本集團的風險管理政策，管理層應計及金融市場的現況及其他相關變數，持續評估財務風險，以避免風險過度集中。

(a) 市場風險

(i) 外匯風險

貨幣風險指金融工具的公平值或未來現金流量因匯率變動而波動的風險。本集團的業務主要以人民幣進行。主要非人民幣資產及負債為以港元計值的銀行存款。本集團並無訂立任何遠期外匯合約以對沖其外匯風險。

於二零二二年十二月三十一日，倘人民幣兌港元及美元分別貶值／升值5%，而所有其他變數維持不變，則截至二零二二年十二月三十一日止年度的除稅前溢利將增加／減少約人民幣147,000元，主要由於換算港元及美元列值存款的匯兌差額所致（二零二一年：主要由於換算港元列值存款的匯兌差額而增加／減少人民幣9,072,000元）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 FINANCIAL RISK FACTORS (Continued)

(a) Market risk (Continued)

(ii) Interest rate risk

The Group closely monitors trend of interest rate and its impact on the Group's interest rate risk exposure. Borrowings issued at fixed rates and lease liabilities expose the Group to fair value interest rate risk. The Group currently has not used any interest rate swap arrangements but will consider hedging interest rate risk should the need arise.

As at 31 December 2022 and 2021, the Group has no interest bearing liabilities at floating-interest rate.

(b) Credit risk

Credit risk refers to the risk that the counterparty to a financial instrument would fail to discharge its obligation under the terms of the financial instrument and cause a financial loss to the Group. The credit risk of the Group mainly arises from cash and cash equivalents, restricted cash, trade and other receivables. The carrying amounts of these balances represent the Group's maximum exposure to credit risk in relation to financial assets. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

The credit risk on Group's cash and cash equivalents is limited because the counterparties are banks with high credit ratings. While cash and cash equivalents are also subject to the impairment requirements of HKFRS 9, the identified impairment loss was immaterial.

3 財務風險管理(續)

3.1 財務風險因素(續)

(a) 市場風險(續)

(ii) 利率風險

本集團密切監察利率趨勢及其對本集團利率風險的影響。按照固定利率發行的借款及租賃負債使本集團面臨公平值利率風險。本集團目前並無使用任何利率掉期安排，但如有需要，其會考慮對沖利率風險。

於二零二二年及二零二一年十二月三十一日，本集團概無浮動利率計息負債。

(b) 信貸風險

信貸風險指金融工具的交易對手未能根據金融工具的條款履行其責任而對本集團造成財務損失的風險。本集團信貸風險主要來自現金及現金等價物、受限制現金、貿易及其他應收款項。該等結餘的賬面值代表本集團就金融資產所承受的最高信貸風險。管理層已制定信貸政策，並持續監察該等信貸風險。

由於交易對手為高信貸評級的銀行，故本集團的現金及現金等價物的信貸風險有限。儘管現金及現金等價物亦須遵守香港財務報告準則第9號的減值規定，但已識別的減值虧損並不重大。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 FINANCIAL RISK FACTORS (Continued)

(b) Credit risk (Continued)

For trade and other receivables, the Group has monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverability of these receivables at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company believe that there is no material credit risk inherent in the Group's outstanding balance of trade and other receivables.

The Group has no significant concentrations of credit risk, with exposure spread over a large number of counterparties and customers. The Group has monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverability of these receivables at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts.

The Group has the following types of financial assets that are subject to expected credit loss model:

- Cash in banks
- Trade receivables
- Other receivables

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period.

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險(續)

就貿易及其他應收款項而言，本集團設有監察程序，以確保採取後續行動以收回逾期債務。此外，本集團於各報告期末檢討該等應收款項的可收回性，以確保就不可收回的款項計提足夠的減值虧損。就此而言，本公司董事相信，本集團的貿易及其他應收款項的未償還結餘並不存在任何重大信貸風險。

本集團並無重大集中的信貸風險，而且信貸風險分散於大量的交易對手及客戶。本集團設有監察程序，以確保採取後續行動以收回逾期債務。此外，本集團於各報告期末檢討該等應收款項的可收回性，以確保就不可收回的款項計提足夠的減值虧損。

本集團有以下類別受預期信貸虧損模式限制的金融資產：

- 銀行現金
- 貿易應收款項
- 其他應收款項

本集團考慮在初步確認資產時出現違約的可能性，以及信貸風險是否在各報告期間持續大幅增加。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 FINANCIAL RISK FACTORS (Continued)

(b) Credit risk (Continued)

To assess whether there is a significant increase in credit risk, the Group compares the risk of default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following indicators are incorporated:

- internal credit rating
- external credit rating
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations
- actual or expected significant changes in the operating results of the borrower
- significant increases in credit risk on other financial instruments of the same borrower
- significant changes in the expected performance and behaviour of the borrower, including changes in the payment status of borrowers in the Group and changes in the operating results of the borrower.

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險(續)

為評估信貸風險是否大幅增加，本集團將資產於報告日期發生的違約風險與初步確認日期的違約風險進行比較。其考慮可獲得的合理且有理據的前瞻性資料。尤其是納入以下指標：

- 內部信貸評級
- 外部信貸評級
- 業務、財務或經濟狀況的實際或預期重大不利變動，預期導致借款人履約能力發生重大變動
- 借款人經營業績的實際或預期重大變動
- 同一借款人的其他金融工具信貸風險顯著增加
- 借款人預期表現及行為的重大變動，包括本集團借款人付款狀況變動及借款人經營業績變動。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 FINANCIAL RISK FACTORS (Continued)

(b) Credit risk (Continued)

(i) Trade receivables

The Group applies the simplified approach to provide for expected credit loss prescribed by HKFRS 9, which permits the use of lifetime expected credit loss provision for trade receivables. To measure the expected credit loss, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected credit loss also incorporates forward looking information.

As at 31 December 2022, the expected loss rate for trade receivables from related parties was based on historic loss rates, including the credit rating of counter parties and the aging profile of these receivables at each reporting period and probability of default of counter parties on an ongoing basis.

The Group accounts for credit risk by appropriately providing for expected credit loss on a timely basis. In calculating the expected credit loss rates, the Group considers historical loss rates for each category of receivables and adjust for forward looking macroeconomic data.

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險(續)

(i) 貿易應收款項

本集團應用香港財務報告準則第9號規定的簡化方法就預期信貸虧損作出撥備，該準則允許就貿易應收款項使用存續期預期信貸虧損撥備。為計量預期信貸虧損，貿易應收款項已根據共同信貸風險特徵及逾期天數進行分組。預期信貸虧損亦計及前瞻性資料。

於二零二二年十二月三十一日，來自關聯方的貿易應收款項預期虧損率基於過往虧損率，包括各報告期間訂約方的信貸評級及該等應收款項的賬齡情況以及訂約方是否可能持續違約。

本集團透過及時適當計提預期信貸虧損撥備將信貸風險入賬。計算預期信貸虧損率時，本集團計及各類應收款項的歷史虧損率並就前瞻性宏觀經濟數據作出調整。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 FINANCIAL RISK FACTORS (Continued)

(b) Credit risk (Continued)

(i) Trade receivables (Continued)

As at 31 December 2022 and 2021, the expected credit loss provision was determined based on due date as follows:

		Less than 1 year		1-2 years		2-3 years		3-4 years		4-5 years		More than 5 years		Total
		少於一年		一至兩年		兩至三年		三至四年		四至五年		五年以上		
		Related parties	Third parties	Related parties	Third parties	Related parties	Third parties	Related parties	Third parties	Related parties	Third parties	Related parties	Third parties	
31 December 2022	二零二二年 十二月三十一日	關聯方	第三方	關聯方	第三方	關聯方	第三方	關聯方	第三方	關聯方	第三方	關聯方	第三方	總計
Expected credit loss rate	預期信貸虧損率	12.24%	7.96%	12.24%	18.91%	12.24%	37.60%	12.24%	57.76%	不適用	68.21%	不適用	100.00%	
Gross carrying amount	賬面總值													
– Trade receivables	– 貿易應收款項 (附註23)	107,897	123,782	72,061	29,236	1,027	13,424	827	5,686	–	1,343	–	2,199	357,482
Expected credit loss provision	預期信貸虧損撥備													
– Trade receivables	– 貿易應收款項	(13,206)	(9,856)	(8,820)	(5,529)	(126)	(5,048)	(101)	(3,284)	–	(916)	–	(1,501)	(48,387)
Total trade receivables	貿易應收款項總額	94,691	113,926	63,241	23,707	901	8,376	726	2,402	–	427	–	698	309,095
		Less than 1 year		1-2 years		2-3 years		3-4 years		4-5 years		More than 5 years		
		少於一年		一至兩年		兩至三年		三至四年		四至五年		五年以上		
		Related parties	Third parties	Related parties	Third parties	Related parties	Third parties	Related parties	Third parties	Related parties	Third parties	Related parties	Third parties	Total
31 December 2021	二零二一年 十二月三十一日	關聯方	第三方	關聯方	第三方	關聯方	第三方	關聯方	第三方	關聯方	第三方	關聯方	第三方	總計
Expected credit loss rate	預期信貸虧損率	4.12%	8.30%	4.12%	19.53%	4.12%	41.25%	4.12%	66.61%	不適用	90.43%	不適用	100.00%	
Gross carrying amount	賬面總值													
– Trade receivables	– 貿易應收款項 (附註23)	139,518	62,968	1,958	17,447	827	6,316	1,400	1,571	–	608	–	1,461	234,074
Expected credit loss provision	預期信貸虧損撥備													
– Trade receivables	– 貿易應收款項	(5,750)	(5,090)	(81)	(3,264)	(34)	(2,418)	(58)	(850)	–	(340)	–	(763)	(18,648)
Total trade receivables	貿易應收款項總額	133,768	57,878	1,877	14,183	793	3,898	1,342	721	–	268	–	698	215,426

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險(續)

(i) 貿易應收款項(續)

於二零二二年及二零二一年十二月三十一日，根據到期日釐定的預期信貸虧損撥備如下：

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 FINANCIAL RISK FACTORS (Continued)

(b) Credit risk (Continued)

(i) Trade receivables (Continued)

As at 31 December 2022 and 2021, the expected credit loss provision for trade receivables reconciles to the opening expected credit loss for that provision as follows:

		Trade receivables 貿易應收款項 RMB'000 人民幣千元
Opening expected credit loss provision as at 1 January 2021	於二零二一年一月一日的年初 預期信貸虧損撥備	(9,906)
Additional provision	額外撥備	(8,742)
Closing expected credit loss provision as at 31 December 2021	於二零二一年十二月三十一日的 年末預期信貸虧損撥備	(18,648)
Additional provision	額外撥備	(25,839)
Written off	撇銷	35
Acquisition of subsidiaries	收購附屬公司	(3,935)
Closing expected credit loss provision as at 31 December 2022	於二零二二年十二月三十一日的 年末預期信貸虧損撥備	(48,387)

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險(續)

(i) 貿易應收款項(續)

於二零二二年及二零二一年十二月三十一日，貿易應收款項的預期信貸虧損撥備與該撥備的年初預期信貸虧損對賬如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 FINANCIAL RISK FACTORS (Continued)

(b) Credit risk (Continued)

(ii) Other receivables

The Group uses three categories for other receivables which reflect their credit risk and how the expected credit loss provision is determined for each of those categories. The Group accounts for its credit risk by appropriately providing for expected credit loss on a timely basis. In calculating the expected credit loss rates, the Group considers both historical loss rates and forward-looking macroeconomic data. A summary of the assumptions underpinning the Group's expected credit loss model is as follows:

Category	Group definition of category	Basis for recognition of expected credit loss provision	Expected credit loss rate
類別	本集團針對各類的定義	確認預期信貸虧損撥備的基準	預期信貸虧損率
Stage one	Receivables have a low risk of default and a strong capacity to meet contractual cash flows	12 months expected credit loss. Where the expected lifetime of an asset is less than 12 months, expected losses are measured at its expected lifetime	1%–5%
第一階段	應收款項的違約風險較低且具有較強能力滿足合約現金流量	12個月預期信貸虧損。倘資產預期存續期少於12個月，預期虧損按其預期存續期計量	
Stage two	Receivables for which there is a significant increase in credit risk since initial recognition	Lifetime expected credit loss	5%–10%
第二階段	自初始確認起信貸風險顯著增加的應收款項	存續期預期信貸虧損	
Stage three	Receivables for which there is credit loss since initial recognition	Lifetime expected credit loss	10%–100%
第三階段	自初始確認起產生信貸虧損的應收款項	存續期預期信貸虧損	

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險(續)

(ii) 其他應收款項

本集團採用其他應收款項的三個類別，反映其信貸風險及釐定各類別的預期信貸虧損撥備的方式。本集團透過及時適當計提預期信貸虧損撥備將其信貸風險入賬。計算預期信貸虧損率時，本集團計及歷史虧損率及前瞻性宏觀經濟數據。本集團預期信貸虧損模式所依據的假設概述如下：

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 FINANCIAL RISK FACTORS (Continued)

(b) Credit risk (Continued)

(ii) Other receivables (Continued)

As at 31 December 2022 and 2021, the Group provided for expected credit loss provision against other receivables as follows:

31 December 2022	Category	Expected credit loss rate	Estimated gross carrying amount at default	Expected credit loss provision	Carrying amount (net of impairment provision)
二零二二年十二月三十一日	類別	預期信貸類別虧損率	於違約時估計賬面總值 RMB'000 人民幣千元	預期信貸虧損撥備 RMB'000 人民幣千元	賬面值(減去減值撥備) RMB'000 人民幣千元
Amounts due from related parties (note 35(a))	Stage three	12.24%	6,526	(776)	5,750
應收關聯方款項(附註35(a))	第三階段				
Deposits with related parties (note 35(a))	Stage three	12.24%	162,997	(19,950)	143,047
與關聯方有關的按金(附註35(a))	第三階段				
Returnable earnest money (note 35(a))	Stage three	12.24%	30,000	(3,672)	26,328
可退還誠意金(附註35(a))	第三階段				
Others	Stage one	2.28%	33,887	(773)	33,114
其他	第一階段				
			233,410	(25,171)	208,239
31 December 2021					
二零二一年十二月三十一日					
Amounts due from related parties (note 35(a))	Stage one	4.12%	141	(6)	135
應收關聯方款項(附註35(a))	第一階段				
Deposits with related parties (note 35(a))	Stage one	4.12%	93,594	(3,835)	89,759
與關聯方有關的按金(附註35(a))	第一階段				
Others	Stage one	2.98%	49,422	(1,473)	47,949
其他	第一階段				
			143,157	(5,314)	137,843

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險(續)

(ii) 其他應收款項(續)

於二零二二年及二零二一年十二月三十一日，本集團就其他應收款項計提預期信貸虧損撥備如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 FINANCIAL RISK FACTORS (Continued)

(b) Credit risk (Continued)

(ii) Other receivables (Continued)

For other receivables other than those from related parties, management makes periodic collective assessments as well as individual credit evaluations on the debtors' past history of making payments when due and current ability to pay. Other receivables from third parties mainly represent deposit receivables, payments on behalf of property owners and advances to employees which had low historical default rates and there were no major change in the composition and risk profile. Thus, these receivables were under stage one and management applies 2.28% expected credit loss rate to the total other receivables for the year ended December 2022. Credit risk of other receivables remained stable for the year ended 31 December 2022 and 2021.

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險(續)

(ii) 其他應收款項(續)

就關聯方以外的其他應收款項而言，管理層定期進行集體評估以及對債務人過往到期還款記錄及目前支付能力進行個人信貸評估。來自第三方的其他應收款項主要為應收按金、代業主付款及向僱員提供的墊款，其過往違約率較低，且組成及風險狀況並無重大變化。因此，該等應收款項處於第一階段，管理層對截至二零二二年十二月止年度的其他應收款項總額採用2.28%預期信貸虧損率。其他應收款項的信貸風險在截至二零二二年及二零二一年十二月三十一日止年度保持穩定。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 FINANCIAL RISK FACTORS (Continued)

(b) Credit risk (Continued)

(ii) Other receivables (Continued)

The expected credit loss provision for other receivables as at 31 December 2022 and 2021 reconciles to the opening expected credit loss provision are as follows:

		Amounts due from related parties 應收 關聯方款項 RMB'000 人民幣千元	Deposits with related parties 有關的按金 RMB'000 人民幣千元	Returnable earnest money 可退還誠意金 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Opening expected credit loss provision as at 1 January 2021	於二零二一年一月一日的年初預期信貸虧損撥備	(1,327)	-	-	(491)	(1,818)
Additional provision	額外撥備	-	(3,835)	-	(982)	(4,817)
Recoveries	收回款項	1,321	-	-	-	1,321
Closing expected credit loss provision as at 31 December 2021	於二零二一年十二月三十一日的年末預期信貸虧損撥備	(6)	(3,835)	-	(1,473)	(5,314)
Additional provision	額外撥備	(770)	(16,115)	(3,672)	-	(20,557)
Recoveries	收回款項	-	-	-	482	482
Written off	撇銷	-	-	-	411	411
Acquisition of subsidiaries	收購附屬公司	-	-	-	(193)	(193)
Closing expected credit loss provision as at 31 December 2022	於二零二二年十二月三十一日的年末預期信貸虧損撥備	(776)	(19,950)	(3,672)	(773)	(25,171)

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險(續)

(ii) 其他應收款項(續)

於二零二二年及二零二一年十二月三十一日，其他應收款項預期信貸虧損撥備與年初預期信貸虧損撥備對賬如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 FINANCIAL RISK FACTORS (Continued)

(c) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and cash equivalents and the availability of funding through an adequate amount of committed credit facilities.

The Group finances its working capital requirements mainly through internal resources. The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient cash and cash equivalents and adequate credit facilities to meet its liquidity requirements in the short and long term.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity dates. The amounts disclosed in the table are the contractual undiscounted cash flows based on the earliest date on which the Group can be required to pay as of 31 December 2022 and 2021.

3 財務風險管理(續)

3.1 財務風險因素(續)

(c) 流動資金風險

審慎的流動資金風險管理意味著保持充足現金及現金等價物，並透過款額充裕的已承諾信貸融資維持資金額度。

本集團主要透過內部資源撥付其營運資金的需求。本集團的政策為定期監察現時及預期的流動資金需求，以確保其維持充足的現金及現金等價物及充裕的信貸融資，以滿足其短期及長期的流動資金需求。

下表基於資產負債表日至合約到期日剩餘期限，將本集團的金融負債分析為相關到期組別。截至二零二二年及二零二一年十二月三十一日，該表披露的金額為基於本集團可被要求付款的最早日期的合約未貼現現金流量。

		Less than 1 year or repayable on demand 少於一年或 須按要求 償還 RMB'000 人民幣千元	Between 1 and 2 years 介乎一至 兩年 RMB'000 人民幣千元	Between 2 and 5 years 介乎兩至 五年 RMB'000 人民幣千元	Over 5 years 五年以上 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 31 December 2022	於二零二二年十二月三十一日					
Trade and other payables*	貿易及其他應付款項*	277,224	-	-	-	277,224
Lease liabilities (including interest payments)	租賃負債(包括利息付款)	574	54	329	226	1,183
At 31 December 2021	於二零二一年十二月三十一日					
Trade and other payables*	貿易及其他應付款項*	177,256	-	-	-	177,256
Lease liabilities (including interest payments)	租賃負債(包括利息付款)	871	124	-	-	995

* Excluding non-financial liabilities of accruals for staff costs and value-added tax ("VAT") and other taxes payables.

* 不包括員工成本應計費用及增值稅(「增值稅」)以及其他應付稅項的非金融負債。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.2 CAPITAL RISK MANAGEMENT

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for owners and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or obtain borrowings.

The Group monitors its capital structure on a basis of gearing ratio. This ratio is calculated based on the total debt divided by total equity. Total debt is calculated as total borrowings plus total lease liabilities and amounts due to related parties as shown in the consolidated balance sheets.

The gearing ratios as at 31 December 2022 and 2021 are as follows:

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Lease liabilities (note 17)	租賃負債(附註17)	1,072	927
Amounts due to related parties (note 35(b))	應付關聯方款項(附註35(b))	1,201	1,151
Total debt	債務總額	2,273	2,078
Total equity	權益總額	399,028	365,676
Gearing ratio	資產負債比率	0.57%	0.57%

3 財務風險管理(續)

3.2 資本風險管理

本集團管理資本的目標為保障本集團持續經營的能力，以便能夠為股東提供回報及為其他利益相關者提供利益，並維持最佳的資本結構以降低資本成本。

為維持或調整資本架構，本集團可能會調整向股東派付的股息金額、向股東退還資本、發行新股或取得借款。

本集團根據資產負債比率監控其資本結構。該比率按債務總額除以權益總額計算。債務總額按借款總額加綜合資產負債表所示租賃負債總額及應付關聯方款項計算。

於二零二二年及二零二一年十二月三十一日的資產負債比率如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The Group makes judgements, estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing material adjustments to the carrying amounts of assets and liabilities within the next financial year are discussed below:

(A) ALLOWANCE ON DOUBTFUL RECEIVABLES

The Group makes expected credit loss provision on receivables based on assumptions about risk of default and expected loss rates. The Group used judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history of customers and debtors, existing market conditions as well as forward looking estimates at the end of each reporting period.

Where the expectation is different from the original estimate, such difference will impact the carrying amount of receivables and loss provision in the periods in which such estimate has been changed. For details of the key assumptions and inputs used, see 3.1 (b) above.

(B) CURRENT AND DEFERRED INCOME TAX

The Group is subject to corporate income taxes in the PRC. Judgement is required in determining the amount of the provision for taxation and the timing of payment of the related taxations. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

Deferred tax assets relating to certain temporary differences and tax losses are recognised when management considers to be probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised. The outcome of their actual utilisation may be different.

4 重大會計估計及判斷

本集團對未來作出判斷、估計及假設。所得會計估計，顧名思義，很少與相關實際結果相同。下文論述具有重大風險可能導致對下一個財政年度資產與負債賬面值作出重大調整的估計及假設：

(A) 應收呆賬撥備

本集團基於有關違約風險及預期虧損率的假設作出應收款項的預期信貸虧損撥備。本集團基於本集團客戶及債務人的過往記錄、現有市況及於各報告期末的前瞻性估計，運用判斷作出該等假設及選擇計算減值的輸入值。

倘預期與原本估計有所差異，有關差異將影響有關估計發生改變期間應收款項及虧損撥備的賬面值。有關所用主要假設及輸入值的詳情，請參閱上文3.1(b)。

(B) 即期及遞延所得稅

本集團須繳付中國企業所得稅，須就釐定稅項撥備金額及相關稅款支付時間作出判斷。於日常業務過程中有多項最終釐定金額不明確的交易及計算。倘該等事項的最終稅項結果與初步入賬的金額不同，則有關差額將影響釐定稅款期間的所得稅及遞延稅項撥備。

倘管理層認為日後有足夠應課稅溢利用以抵銷暫時差額或稅項虧損，則確認有關若干暫時差額及稅項虧損的遞延稅項資產。實際動用結果或會有異。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(Continued)*

(C) FAIR VALUE ASSESSMENT OF THE CUSTOMER RELATIONSHIPS AND THE RECOGNITION OF GOODWILL ARISING FROM BUSINESS COMBINATIONS

Significant judgements and estimates were involved in the fair value assessment of the identified customer relationships and the recognition of goodwill arising from business combinations. These significant judgements and estimates include the adoption of appropriate valuation methodologies and the use of key assumptions in the valuation (mainly annual revenue growth rate, discount rates and expected useful lives of customer relationships). For details of the key assumptions used and the impact of changes to these assumptions see notes 21 and 33.

(D) IMPAIRMENT OF GOODWILL

For the purposes of goodwill impairment assessment, management considered each of the acquired group a separate group of cash-generated-units (“CGU”) and goodwill has been allocated to each of the acquired group. Management assessed the impairment of goodwill by determining the recoverable amounts of the CGU to which goodwill has been allocated based on the higher of value-in-use calculation and fair value less cost of disposals. Significant judgements and estimates were involved in the goodwill impairment assessment. These significant judgements and estimates include the adoption of appropriate valuation method and the use of key assumptions in the valuation, which primarily include annual revenue growth rate, gross profit margin and discount rate. Further details are given in note 21.

4 重大會計估計及判斷 *(續)*

(C) 客戶關係的公平值評估及確認業務合併產生的商譽

已識別客戶關係的公平值評估及確認業務合併產生的商譽涉及重大判斷及估計。該等重大判斷及估計包括於估值時採納適當估值方法及使用主要假設(主要為客戶關係的年度收益增長率、貼現率及預計可使用年期)。有關所用主要假設的詳情及該等假設變動的影響，請參閱附註21及33。

(D) 商譽減值

就商譽減值評估而言，管理層視各收購物業管理組別為一組獨立的現金產生單位(「現金產生單位」)，而商譽已獲分配至各收購組別。管理層透過根據使用價值計算及公平值減出售成本兩者中之較高者釐定已獲分配商譽的現金產生單位的可收回金額評估商譽減值。重大判斷及估計涉及商譽減值評估。該等重大判斷及估計包括於估值時採納適當估值方法及使用主要假設，其主要包括年度收益增長率、毛利率及貼現率。進一步詳情載於附註21。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

5 SEGMENT INFORMATION

Management has determined the operating segments based on the reports reviewed by the CODM. The CODM, who is responsible for allocating resources and assessing performance of the operating segment, has been identified as the Board of the Company.

During the year ended 31 December 2022, the Group is principally engaged in the provision of property management services, value-added services to non-property owners and community value-added services in the PRC. Management reviews the operating results of the business as one operating segment to make decisions about resources to be allocated. Therefore, the CODM of the Company regards that there is only one segment which is used to make strategic decisions.

The principal operating entity of the Group is domiciled in the PRC. Accordingly, all of the Group's revenue were derived in the PRC during the year ended 31 December 2022.

As at 31 December 2022 and 2021, all of the non-current assets of the Group were located in the PRC.

5 分部資料

管理層根據經主要營運決策者審閱的報告釐定經營分部。主要營運決策者識別為本公司的董事局，負責分配資源及評估經營分部表現。

截至二零二二年十二月三十一日止年度，本集團主要在中國從事提供物業管理服務、非業主增值服務及社區增值服務。管理層將業務的經營業績作為一個經營分部進行檢討，以便對將予分配的資源作出決策。因此，本公司的主要營運決策者認為僅有一個用於作出戰略決策的分部。

本集團的主要營運實體位於中國。因此，截至二零二二年十二月三十一日止年度本集團的全部收益均源自中國。

於二零二二年及二零二一年十二月三十一日，本集團所有非流動資產均位於中國。

6 REVENUE

Revenue comprises of proceeds from property management services, value-added services to non-property owners and community value-added services. An analysis of the Group's revenue for the years ended 31 December 2022 and 2021 is as follows:

6 收益

收益包括物業管理服務、非業主增值服務及社區增值服務收入。本集團於截至二零二二年及二零二一年十二月三十一日止年度的收益分析如下：

		For the year ended	
		截至以下日期止年度	
		31 December	31 December
		2022	2021
		二零二二年	二零二一年
		十二月三十一日	十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Revenue from customers and recognised over time	來自客戶的隨時間確認的收益		
— Property management services	— 物業管理服務	621,786	469,911
— Value-added services to non-property owners	— 非業主增值服務	101,769	112,055
— Community value-added services	— 社區增值服務	19,998	17,110
		743,553	599,076
Revenue from customers and recognised at point in time	來自客戶的按時間點確認的收益		
— Value-added services to non-property owners	— 非業主增值服務	85,691	88,167
— Community value-added services	— 社區增值服務	60,210	49,975
		145,901	138,142
		889,454	737,218

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

6 REVENUE (Continued)

The Group has recognised the following revenue-related contract liabilities:

6 收益(續)

本集團已確認以下收益相關合約負債：

		31 December 2022	31 December 2021
		二零二二年 十二月三十一日	二零二一年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Contract liabilities related to	與以下各項有關的合約負債		
— Property management services	— 物業管理服務	201,469	154,044
— Community value-added services	— 社區增值服務	5,411	5,255
— Value-added services to non-property owners (note 35(d))	— 非業主增值服務(附註35(d))	413	981
		207,293	160,280

(A) SIGNIFICANT CHANGES IN CONTRACT LIABILITIES

Contract liabilities of the Group mainly arise from the advance payments made by customers while the underlying services are yet to be provided. The increase in contract liabilities was mainly due to the growth of the Group's business.

(A) 合約負債重大變動

本集團的合約負債主要產生自客戶在未獲提供相關服務的情況下作出的預付款項。合約負債有所增加主要由於本集團業務增長所致。

6 REVENUE (Continued)

(B) REVENUE RECOGNISED IN RELATION TO CONTRACT LIABILITIES

The following table shows how much of the revenue recognized in the current reporting period relates to carried-forward contract liabilities.

		For the year ended	
		截至以下日期止年度	
		31 December	31 December
		2022	2021
		二零二二年	二零二一年
		十二月三十一日	十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Revenue recognised that was included in the balance of contract liabilities at the beginning of the year	計入年初合約負債結餘的已確認收益		
— Property management services	— 物業管理服務	154,044	142,453
— Community value-added services	— 社區增值服務	4,976	314
— Value-added services to non-property owners	— 非業主增值服務	981	3,896
		160,001	146,663

(C) UNSATISFIED PERFORMANCE OBLIGATIONS

For property management services and value-added service to non-property owners, the Group recognises revenue in the amount that equals to the right to invoice which corresponds directly with the value to the customer of the Group's performance to date, on a monthly basis. The Group has elected the practical expedient for not to disclose the remaining performance obligations for these type of contracts.

For community value-added services, they are rendered in short period of time, which is generally less than a year, and the Group has elected the practical expedient for not to disclose the remaining performance obligations for these type of contracts.

6 收益(續)

(B) 就合約負債確認的收益

下表載列於本報告期間就結轉合約負債確認的收益金額。

(C) 未履行的履約責任

就物業管理服務及非業主增值服務而言，本集團每月按有權開立發票的金額確認收益，有關金額直接對應本集團迄今為止已向客戶履約的價值。本集團已選擇實際權宜方法，不予披露該等合約類型的尚未履行履約責任。

就社區增值服務而言，其於通常不足一年的短時期內提供，而本集團已選擇實際權宜方法，不予披露該等合約類型的尚未履行履約責任。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

7 OTHER INCOME

7 其他收入

		For the year ended 截至以下日期止年度	
		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
VAT deductibles (a)	增值稅抵扣(a)	5,049	2,638
Government grants (b)	政府補助(b)	6,108	2,123
Others	其他	241	227
		11,398	4,988

(a) VAT deductibles mainly included additional deduction of input value-added tax applicable to the Company and its certain subsidiaries.

(b) Government grants mainly represented financial subsidies granted by local government and refund of the VAT under the “immediate refund of VAT levied” policy. There are no unfulfilled conditions or other contingencies attached to these grants.

(a) 增值稅抵扣主要包括適用於本公司及其若干附屬公司的增值稅進項稅額的額外抵扣。

(b) 政府補助主要為地方政府給予的財政補助及「增值稅即徵即退」政策下的增值稅退還。概無與該等補助有關的未達成條件或其他或然事件。

8 OTHER (LOSSES)/GAINS – NET

8 其他(虧損)/收益淨額

		For the year ended 截至以下日期止年度	
		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Net exchange (losses)/gains	匯兌(虧損)/收益淨額	(3,989)	2,290
Net loss on disposal of property, plant and equipment	出售物業、廠房及設備的虧損淨額	(35)	(23)
Gain on termination of leases	終止租賃的收益	29	–
Net gain on disposal of investment properties	出售投資物業的收益淨額	1,607	2,431
Net gain on derecognition of financial assets	終止確認金融資產的收益淨額	–	1,475
Others	其他	508	(698)
		(1,880)	5,475

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

9 EXPENSES BY NATURE

9 按性質劃分的開支

		For the year ended 截至以下日期止年度	
		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Employee benefit expenses (note 13)	僱員福利開支(附註13)	435,638	368,598
Cleaning costs	清潔成本	124,134	88,869
Security costs	保安成本	79,565	51,668
Maintenance costs	保養成本	44,996	30,193
Utilities	公用事業費用	38,691	29,269
Office expenses	辦公室開支	33,989	24,908
Listing expenses	上市開支	–	18,847
Greening and gardening costs	綠化及園藝成本	15,898	16,463
Legal and professional fees	法律及專業費用	13,539	8,560
Community activities expenses	社區活動開支	7,360	6,131
Depreciation and amortisation charges	折舊及攤銷費用	10,495	5,184
Auditor's remuneration	核數師薪酬		
– Audit services	– 審核服務	2,350	2,100
– Non-audit services	– 非審核服務	100	952
Others	其他	8,071	9,418
		814,826	661,160
Representing:	指：		
Cost of sales and services	銷售及服務成本	691,246	551,145
Administrative expenses	行政開支	102,192	96,226
Selling expenses	銷售開支	21,388	13,789
		814,826	661,160

10 FINANCE COSTS – NET

10 財務成本淨額

		For the year ended 截至以下日期止年度	
		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Finance costs	財務成本		
— Interest expense of lease liabilities	— 租賃負債利息開支	76	48
		76	48
Finance income	財務收入		
— Interest income from bank deposits	— 銀行存款利息收入	(2,213)	(2,095)
		(2,137)	(2,047)

11 INCOME TAX EXPENSES

11 所得稅開支

		For the year ended 截至以下日期止年度	
		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Current income tax	即期所得稅		
— PRC corporate income tax (c)	— 中國企業所得稅(c)	24,310	23,863
— PRC land appreciation tax (c)	— 中國土地增值稅(c)	2,698	—
Deferred income tax (note 27)	遞延所得稅(附註27)	(15,108)	(5,644)
		11,900	18,219

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

11 INCOME TAX EXPENSES (Continued)

(A) The Company is incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Act, Cap 22 (Act 3 of 1961, as consolidated and revised) of Cayman Islands and accordingly, is exempted from Cayman Islands income tax.

(B) Hong Kong profits tax is calculated at 16.5% of the estimated assessable profit for the year. No provision for Hong Kong profits tax was made as the Group did not derive any income subject to Hong Kong profits tax during the years ended 31 December 2022 and 2021.

(C) Income tax provision of the Group in respect of operations in the PRC has been calculated at the applicable tax rate on the estimated assessable profits for the years, based on the existing legislation, interpretations and practices in respect thereof.

The provision for land appreciation tax is estimated according to the requirements set forth in the relevant PRC tax laws and regulations. Land appreciation tax has been provided at ranges of progressive rates of the appreciation value, with certain allowable deductions.

(D) Pursuant to the Detailed Implementation Regulations for Implementation of the Corporate Income Tax Law issued on 6 December 2007, dividends distributed from the profits generated by the PRC companies after 1 January 2008 to their foreign investors shall be subject to withholding tax of 10% and a lower 5% withholding tax rate may be applied when the immediate holding companies of the subsidiaries in the PRC are incorporated in Hong Kong and fulfil the requirements to the tax treaty arrangements between the PRC and Hong Kong. The Group has not accrued any withholding tax for these undistributed earnings of its subsidiaries in the PRC as the Group does not have a plan to distribute these earnings from its subsidiaries in the PRC.

11. 所得稅開支(續)

(A) 本公司為根據開曼群島法例第22章公司法(一九六一年第三號法例，經綜合及修訂)在開曼群島註冊成立的獲豁免有限公司，因此，毋須繳納開曼群島所得稅。

(B) 香港利得稅乃按年內估計應課稅溢利以16.5%計算。由於本集團於截至二零二二年及二零二一年十二月三十一日止年度並無任何須繳納香港利得稅的收入，故並無就香港利得稅計提撥備。

(C) 本集團就中國營運作出的所得稅撥備已根據相關現行法律、詮釋及慣例，以估計該等年度內應課稅溢利的適用稅率計算。

土地增值稅撥備乃根據相關中國稅務法律及法規所載規定估計。土地增值稅已按增值價值的累進稅率範圍作出撥備，並附帶若干可扣減項目。

(D) 根據於二零零七年十二月六日頒佈的企業所得稅法實施條例，於二零零八年一月一日後，以中國公司產生的溢利向其外國投資者分派的股息須繳納10%的預扣稅，倘中國附屬公司的直接控股公司於香港註冊成立，並符合中國與香港之間的稅收協定安排的規定，則適用於5%的較低預扣稅率。由於本集團並無計劃分派中國附屬公司的有關未分派盈利，故本集團並無就來自中國附屬公司的該等盈利累計任何預扣稅。

11 INCOME TAX EXPENSES (Continued)

The reconciliation from income tax calculated based on the applicable tax rates and total profit presented in the consolidated statements of comprehensive income to the income tax expenses is listed below:

11 所得稅開支(續)

按適用稅率計算的所得稅及綜合全面收益表呈列的溢利總額與所得稅開支的對賬載列如下：

		For the year ended 截至以下日期止年度	
		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Profit before income tax	除所得稅前溢利	41,186	76,561
PRC land appreciation tax	中國土地增值稅	(2,698)	—
		38,488	76,561
Tax calculated at tax rate of 25%	按稅率25%計算的稅項	9,622	19,140
Effects of preferential tax rates to different subsidiaries of the Group (i)	優惠稅率對本集團不同附屬公司的影響(i)	(5,279)	(5,620)
Tax effect of non-taxable income (ii)	毋須課稅收入的稅務影響(ii)	(204)	—
Tax effect of non-deductible expenses	不可扣稅開支的稅務影響	585	756
Tax effect of unrecognised tax losses	未確認稅務虧損的稅務影響	3,958	6,698
Others	其他	520	(2,755)
		9,202	18,219
PRC land appreciation tax	中國土地增值稅	2,698	—
		11,900	18,219

(i) Under the Law of the PRC on Corporate Income Tax (the “CIT Law”) and implementation regulations of the CIT Law, the income tax rate of 25% is applicable to the Group’s subsidiaries for the years ended 31 December 2022 and 2021. Some subsidiaries are qualified as small and micro businesses and enjoy preferential income tax rate of 5% or 10% as approved by the local tax authorities for the years ended 31 December 2022 and 2021. Some subsidiaries located in western areas of the PRC engaged in encouraged industries and are subject to a preferential tax rate of 15% in accordance with regulations for the years ended 31 December 2022 and 2021.

(ii) Non-taxable income includes mainly share of results of associates and joint ventures.

(i) 根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，截至二零二二年及二零二一年十二月三十一日止年度，本集團附屬公司適用的所得稅稅率為25%。截至二零二二年及二零二一年十二月三十一日止年度，部分附屬公司符合小微企業資格，經當地稅務機關批准後，享有5%或10%的優惠所得稅稅率。截至二零二二年及二零二一年十二月三十一日止年度，若干位於中國華西地區從事鼓勵類產業的附屬公司根據法規享有15%的優惠稅率。

(ii) 毋須課稅收入主要包括應佔聯營公司及合營企業的業績。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

12 EARNINGS PER SHARE

For the purpose of computing basic and diluted earnings per share, the number of ordinary shares has been adjusted retrospectively for the effect of the Reorganisation and the Capitalisation Issue (as defined and detailed in note 28) as if the Reorganisation and Capitalisation Issue had been completed on 1 January 2020 without taking into account of 23,998,345 shares issued to Green Sailing (PTC) Limited ("Green Sailing (PTC)"), representing 5.84% of the total shares of the Company after completion of the partial exercise of the over-allotment option, that have not yet been granted to employees (note 29).

(A) BASIC EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the profit attributable to equity owners of the Company by the weighted average number of ordinary shares outstanding during the years ended 31 December 2022 and 2021.

12 每股盈利

就計算每股基本及攤薄盈利而言，普通股數目已就重組及資本化發行（於附註28所界定及詳述）的影響作出追溯調整，猶如重組及資本化發行已於二零二零年一月一日完成，並無計及向Green Sailing (PTC) Limited（「Green Sailing (PTC)」）發行的23,998,345股股份（相當於完成部分行使超額配股權後本公司股份總數5.84%），該等股份尚未授予僱員（附註29）。

(A) 每股基本盈利

每股基本盈利乃以截至二零二二年及二零二一年十二月三十一日止年度本公司權益擁有人應佔溢利除以發行在外普通股加權平均數計算。

		For the year ended 截至以下日期止年度	
		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Profit attributable to equity owners of the Company	本公司權益擁有人應佔溢利	28,420	58,331
Number of ordinary shares for the purpose of calculating basic earnings per share (thousands)	計算每股基本盈利的普通股數目 (千股)	386,467	328,762
Basic earnings per share (expressed in RMB per share)	每股基本盈利 (以每股人民幣元列示)	0.074	0.177

12 EARNINGS PER SHARE (Continued)

(B) DILUTED EARNINGS PER SHARE

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Company's share-based payment is of dilutive potential.

12 每股盈利(續)

(B) 每股攤薄盈利

每股攤薄盈利按調整已發行在外的普通股加權平均數以假設所有潛在攤薄普通股獲轉換計算。本公司的以股份為基礎付款具潛在攤薄效應。

		For the year ended 截至以下日期止年度	
		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Profit attributable to owners of the Company used in the diluted earnings per share calculation	計算每股攤薄盈利所用的本公司擁有人應佔溢利	28,420	58,331
Number of ordinary shares for the purpose of calculating basic earnings per share (thousands)	計算每股基本盈利的普通股數目(千股)	386,467	328,762
Adjustment for:	經以下各項調整：		
— Assumed distribution of shares under share award scheme (thousands) (note 29)	— 股份獎勵計劃項下假設的股份分派(千股)(附註29)	36	—
Adjusted weighted average number of ordinary shares for diluted earnings per share (thousands)	用作釐定每股攤薄盈利的普通股經調整加權平均數(千股)	386,503	328,762
Basic earnings per share (expressed in RMB per share)	每股基本盈利(以每股人民幣列示)	0.074	0.177

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

13 EMPLOYEE BENEFIT EXPENSES

13 僱員福利開支

		For the year ended 截至以下日期止年度	
		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Wages, salaries and bonuses	工資、薪金及花紅	364,252	313,551
Pension costs (a)	退休金成本(a)	32,105	27,573
Housing funds, medical insurances and other social insurances (a)	住房公積金、醫療保險及 其他社會保險(a)	27,420	18,406
Other employment benefits	其他僱員福利	11,861	9,068
		435,638	368,598

(A) Employees in the Group's PRC subsidiaries are required to participate in a defined contribution retirement scheme administered and operated by the local municipal government. The Group's PRC subsidiaries contribute funds which are calculated on certain percentage of the average employee salary as agreed by local municipal government to the scheme to fund the retirement benefits of the employees.

(A) 本集團中國附屬公司的僱員須參加當地市政府實施及運作的定額供款退休金計劃。本集團中國附屬公司向該計劃供款，以便為僱員的退休福利提供資金，供款金額按照當地市政府同意的平均僱員薪金的若干百分比計算。

13 EMPLOYEE BENEFIT EXPENSES (Continued)

(B) FIVE HIGHEST PAID INDIVIDUALS

The five highest paid employees during the years ended 31 December 2022 and 2021 are as follows:

		For the year ended 截至以下日期止年度	
		31 December 2022 二零二二年 十二月三十一日	31 December 2021 二零二一年 十二月三十一日
Director	董事	3	2
Non-director	非董事	2	3
		5	5

The emoluments of the remaining two (2021: three) individuals during the year ended 31 December 2022 and 2021 are as follows:

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Basic salaries, housing allowances, share options, other allowances and benefits in kind	基本薪金、房屋津貼、購股權、其他津貼及實物福利	1,890	2,426
Contribution to pension scheme	退休金計劃供款	191	191
Discretionary bonuses	酌情花紅	-	1,105
Inducement fee to join or upon joining the Group	加入本集團或加入本集團後的獎勵	-	-
Compensation for loss of office:	離職補償：		
— contractual payments	— 合約款項	-	-
— other payment	— 其他款項	-	-
		2,081	3,722

13 僱員福利開支(續)

(B) 五名最高薪酬人士

截至二零二二年及二零二一年十二月三十一日止年度，五名最高薪酬僱員如下：

		For the year ended 截至以下日期止年度	
		31 December 2022 二零二二年 十二月三十一日	31 December 2021 二零二一年 十二月三十一日
Director	董事	3	2
Non-director	非董事	2	3
		5	5

截至二零二二年及二零二一年十二月三十一日止年度，餘下兩名(二零二一年：三名)人士的酬金如下：

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Basic salaries, housing allowances, share options, other allowances and benefits in kind	基本薪金、房屋津貼、購股權、其他津貼及實物福利	1,890	2,426
Contribution to pension scheme	退休金計劃供款	191	191
Discretionary bonuses	酌情花紅	-	1,105
Inducement fee to join or upon joining the Group	加入本集團或加入本集團後的獎勵	-	-
Compensation for loss of office:	離職補償：		
— contractual payments	— 合約款項	-	-
— other payment	— 其他款項	-	-
		2,081	3,722

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

13 EMPLOYEE BENEFIT EXPENSES (Continued)

(B) FIVE HIGHEST PAID INDIVIDUALS (Continued)

The number of above remaining employees whose remuneration fee within the following band is as follows:

		For the year ended 截至以下日期止年度	
		31 December 2022 二零二二年 十二月三十一日	31 December 2021 二零二一年 十二月三十一日
Emolument bands (in HK dollar)	薪酬範圍(港元)		
HK\$1,000,001 to HK\$ 1,500,000	1,000,001 港元至 1,500,000 港元	2	2
HK\$1,500,001 to HK\$ 2,000,000	1,500,001 港元至 2,000,000 港元	-	1

13 僱員福利開支(續)

(B) 五名最高薪酬人士(續)

上述薪酬屬於以下範圍的餘下僱員人數如下：

14 DIRECTORS' BENEFITS AND INTERESTS

For the year ended 31 December 2022, the directors of the Company are:

Executive Directors

Ms. Zhou Qin
Mr. Wu Xu
Mr. Liu Chao

Non-executive Director

Mr. Tian Ming
Mr. Liu Yong

Independent Non-Executive Directors

Dr. Wong Chi Wing
Ms. Lu Mei
Mr. Chen Kevin Chien-wen
Ms. Katherine Rong Xin

14 董事福利及權益

截至二零二二年十二月三十一日止年度，本公司的董事為：

執行董事

周勤女士
吳旭先生
劉超先生

非執行董事

田明先生
Liu Yong先生

獨立非執行董事

王志榮博士
魯梅女士
陳建文先生
Katherine Rong Xin女士

14 DIRECTORS' BENEFITS AND INTERESTS

(Continued)

(A) DIRECTORS' EMOLUMENTS

The directors received emoluments from the Group for the year ended 31 December 2022 as follows:

14 董事福利及權益 (續)

(A) 董事酬金

截至二零二二年十二月三十一日止年度，董事自本集團收取的酬金如下：

Name	姓名	Fees	Salary	Discretionary bonuses	Employer's contribution to a retirement benefit scheme	Total
		袍金	薪金	酬情花紅	僱主向退休福利計劃供款	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Executive Director		執行董事				
Ms. Zhou Qin (i)	周勤女士 (i)	-	2,221	-	158	2,379
Mr. Wu Xu (iv)	吳旭先生 (iv)	-	1,080	-	146	1,226
Mr. Liu Chao (i)	劉超先生 (i)	-	1,340	-	16	1,356
Non-executive directors		非執行董事				
Mr. Tian Ming (ii)	田明先生 (ii)	-	-	-	-	-
Mr. Liu Yong (vi)	Liu Yong 先生 (vi)	-	-	-	-	-
Independent non-executive directors		獨立非執行董事				
Dr. Wong Chi Wing (v)	王志榮博士 (v)	63	-	-	-	63
Ms. Lu Mei (iii)	魯梅女士 (iii)	150	-	-	-	150
Mr. Chen Kevin Chien-wen (iii)	陳建文先生 (iii)	150	-	-	-	150
Ms. Katherine Rong Xin (vii)	Katherine Rong Xin 女士 (vii)	144	-	-	-	144
		507	4,641	-	320	5,468

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

14 DIRECTORS' BENEFITS AND INTERESTS

(Continued)

(A) DIRECTORS' EMOLUMENTS (Continued)

The directors received emoluments from the Group (in their role as senior management and employee before their appointment as directors respectively) for the year ended 31 December 2021 as follows:

Name	姓名	Fees	Salary	Discretionary bonuses	Employer's contribution to a retirement benefit scheme	Total
		袍金 RMB'000 人民幣千元	薪金 RMB'000 人民幣千元	酬情花紅 RMB'000 人民幣千元	僱主向退休福利計劃供款 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
Executive Director		執行董事				
Ms. Zhou Qin (i)	周勤女士 (i)	-	242	960	6	1,208
Mr. Wu Xu (iv)	吳旭先生 (iv)	-	1,080	1,600	121	2,801
Mr. Liu Chao (i)	劉超先生 (i)	-	650	291	29	970
Non-executive director		非執行董事				
Mr. Tian Ming (ii)	田明先生 (ii)	-	-	-	-	-
Independent non-executive directors		獨立非執行董事				
Dr. Wong Chi Wing (v)	王志榮博士 (v)	82	-	-	-	82
Ms. Lu Mei (iii)	魯梅女士 (iii)	82	-	-	-	82
Mr. Chen Kevin Chien-wen (iii)	陳建文先生 (iii)	82	-	-	-	82
		246	1,972	2,851	156	5,225

14 董事福利及權益 (續)

(A) 董事酬金 (續)

截至二零二一年十二月三十一日止年度，董事（於其分別獲委任為董事前以高級管理層及僱員身份）自本集團收取的酬金如下：

14 DIRECTORS' BENEFITS AND INTERESTS

(Continued)

(A) DIRECTORS' EMOLUMENTS (Continued)

- (i) Ms. Zhou Qin, Mr. Wu Xu and Mr. Liu Chao were appointed as the Group's executive directors on 15 January 2021. Ms. Zhou Qin and Mr. Liu Chao did not receive any remuneration from the Group during the year ended 31 December 2020.
- (ii) Mr. Tian Ming was appointed as the Group's non-executive director on 15 January 2021. The non-executive director did not receive any remuneration from the Group during the year (2021: nil).
- (iii) Ms. Lu Mei, and Mr. Chen Kevin Chien-wen were appointed as the Group's independent non-executive directors on 15 June 2021.
- (iv) Mr. Wu Xu was the chief executive as of 31 December 2021.
- (v) Dr. Wong Chi Wing was appointed as the Group's independent non-executive directors on 15 June 2021 and resigned on 2 June 2022.
- (vi) Mr. Liu Yong was appointed as the Group's non-executive director on 8 June 2022.
- (vii) Ms. Katherine Rong Xin was appointed as the Group's executive directors on 12 April 2022.

14 董事福利及權益(續)

(A) 董事酬金(續)

- (i) 周勤女士、吳旭先生及劉超先生於二零二一年一月十五日獲委任為本集團執行董事。截至二零二零年十二月三十一日止年度，周勤女士及劉超先生並無自本集團收取任何酬金。
- (ii) 田明先生於二零二一年一月十五日獲委任為本集團非執行董事。年內，非執行董事並無自本集團收取任何酬金(二零二一年：無)。
- (iii) 魯梅女士及陳建文先生於二零二一年六月十五日獲委任為本集團獨立非執行董事。
- (iv) 截至二零二一年十二月三十一日，吳旭先生為最高行政人員。
- (v) 王志榮博士於二零二一年六月十五日獲委任為本集團獨立非執行董事，並於二零二二年六月二日辭任。
- (vi) Liu Yong先生於二零二二年六月八日獲委任為本集團非執行董事。
- (vii) Katherine Rong Xin女士於二零二二年四月十二日獲委任為本集團執行董事。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

14 DIRECTORS' BENEFITS AND INTERESTS

(Continued)

(B) DIRECTORS' RETIREMENT BENEFITS AND TERMINATION BENEFITS

There were no additional retirement benefit received by the directors except for the contribution to defined contribution retirement scheme administered and operated by the local municipal government in accordance with the rules and regulations in the PRC during the year (2021: nil).

(C) DIRECTORS' TERMINATION BENEFITS

There were no termination benefits received by the directors during the year (2021: nil).

(D) CONSIDERATION PROVIDED TO THIRD PARTIES FOR MAKING AVAILABLE DIRECTORS' SERVICES

No consideration was paid to third parties for making available the services of the directors of the Company during the year (2021: nil).

(E) INFORMATION ABOUT LOANS, QUASI-LOANS AND OTHER DEALINGS IN FAVOUR OF DIRECTORS, CONTROLLED BODIES CORPORATE BY AND CONNECTED ENTITIES WITH SUCH DIRECTORS

No consideration was paid for making available the services of the directors of the Company during the year (2021: nil).

(F) DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

No significant transactions, arrangements and contracts in relation to the Group's business to which the Group was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of 2022 or at any time during the year (2021: nil).

14 董事福利及權益(續)

(B) 董事退休福利及離職福利

年內，除根據中國法規及規則向當地市政府管理及運作的定額供款退休金計劃供款外，董事概無收取其他退休福利(二零二一年：無)。

(C) 董事離職福利

年內，董事並無收取離職福利(二零二一年：無)。

(D) 就提供董事服務而向第三方提供的代價

年內，概無就本公司董事提供服務而向第三方支付代價(二零二一年：無)。

(E) 向董事、該等董事控制的法人團體及該等董事的關連實體提供的貸款、類似貸款及其他交易的資料

年內，並無就提供本公司董事的服務支付任何代價(二零二一年：無)。

(F) 董事於交易、安排或合約中的重大權益

於二零二二年末或於年內任何時間，概無訂立與本集團業務有關，且本集團為訂約方及本公司董事於其中直接或間接擁有重大權益的任何重大交易、安排及合約(二零二一年：無)。

15 INVESTMENT PROPERTIES

15 投資物業

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
At 1 January	於一月一日	7,552	5,336
Additions	添置	-	5,464
Depreciation charge	折舊費用	(195)	(408)
Disposals	出售	(6,607)	(2,840)
At 31 December	於十二月三十一日	750	7,552

During the years ended 31 December 2022 and 2021, the rental income and operating expenses arising from leasing of investment properties are as follows:

截至二零二二年及二零二一年十二月三十一日止年度，租賃投資物業產生的租金收入及經營開支如下：

		For the year ended 截至以下日期止年度	
		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Rental income	租金收入	73	325
Direct operating expenses from properties that generate rental income	來自產生租金收入的物業的直接經營開支	126	380

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

15 INVESTMENT PROPERTIES (Continued)

An independent valuation of the investment properties was performed by an independent professionally qualified valuer, who holds a recognised professional qualification and has recent experience in the locations and segments of the investment properties valued. Investment properties were valued by direct comparison method where comparison is made based on prices realised or market prices of comparable properties. Comparable properties of similar size, character and location are carefully weighed against all the respective advantages and disadvantages of each property in order to arrive at a fair comparison of market value. As at 31 December 2022 and 2021, the fair values of the investment properties were approximately RMB3,500,000 and RMB14,480,000 respectively.

15 投資物業(續)

投資物業的獨立估值乃由一名專業合資格獨立估值師進行，其持有認可專業資格，且於所估值投資物業的地點及分部擁有近期經驗。投資物業採用直接比較法進行估值，該方法基於可資比較物業的已變現價格或市價進行比較。面積、特徵及位置相若的可資比較物業乃經審慎權衡每項物業各自的利弊，以作出中肯的市值比較。於二零二二年及二零二一年十二月三十一日，投資物業的公平值分別約為人民幣3,500,000元及人民幣14,480,000元。

16 PROPERTY, PLANT AND EQUIPMENT

16 物業、廠房及設備

		Leasehold improvements	Buildings	Furniture, fixtures and office equipment	Motor vehicles	Total
		租賃物業裝修	樓宇	傢具、裝置及 辦公室設備	汽車	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2022	於二零二二年一月一日					
Cost	成本	8,774	-	8,841	74	17,689
Accumulated depreciation	累計折舊	(4,696)	-	(5,139)	(19)	(9,854)
Net carrying amount	賬面淨值	4,078	-	3,702	55	7,835
Year ended 31 December 2022	截至二零二二年 十二月三十一日止年度					
Opening net carrying amount	年初賬面淨值	4,078	-	3,702	55	7,835
Additions	添置	3,551	-	2,911	263	6,725
Depreciation	折舊	(2,355)	(58)	(1,872)	(385)	(4,670)
Acquisition of subsidiaries (note 33)	收購附屬公司(附註33)	715	2,056	1,522	2,787	7,080
Disposals	出售	-	-	(39)	-	(39)
Closing net carrying amount	年末賬面淨值	5,989	1,998	6,224	2,720	16,931
At 31 December 2022	於二零二二年十二月三十一日					
Cost	成本	13,711	2,432	16,694	3,149	35,986
Accumulated depreciation	累計折舊	(7,722)	(434)	(10,470)	(429)	(19,055)
Net carrying amount	賬面淨值	5,989	1,998	6,224	2,720	16,931

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

16 PROPERTY, PLANT AND EQUIPMENT

(Continued)

16 物業、廠房及設備(續)

		Leasehold improvements	Buildings	Furniture, fixtures and office equipment	Motor vehicles	Total
		租賃物業裝修	樓宇	傢具、裝置及辦公室設備	汽車	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2021	於二零二一年一月一日					
Cost	成本	4,553	–	8,029	49	12,631
Accumulated depreciation	累計折舊	(3,301)	–	(4,810)	(23)	(8,134)
Net carrying amount	賬面淨值	1,252	–	3,219	26	4,497
Year ended 31 December 2021	截至二零二一年十二月三十一日止年度					
Opening net carrying amount	年初賬面淨值	1,252	–	3,219	26	4,497
Additions	添置	4,221	–	1,455	230	5,906
Depreciation	折舊	(1,395)	–	(953)	(184)	(2,532)
Disposals	出售	–	–	(19)	(17)	(36)
Closing net carrying amount	年末賬面淨值	4,078	–	3,702	55	7,835
At 31 December 2021	於二零二一年十二月三十一日					
Cost	成本	8,774	–	8,841	74	17,689
Accumulated depreciation	累計折舊	(4,696)	–	(5,139)	(19)	(9,854)
Net carrying amount	賬面淨值	4,078	–	3,702	55	7,835

Depreciation expenses were charged to the following categories in the consolidated statements of comprehensive income:

折舊開支於綜合全面收益表的以下類別扣除：

		31 December 2022	31 December 2021
		二零二二年十二月三十一日	二零二一年十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Cost of sales	銷售成本	3,698	2,020
Administrative expenses	行政開支	972	512
		4,670	2,532

17 LEASES

This note provides information for leases where the Group is a lessee.

(A) RIGHT-OF-USE ASSETS

17 租賃

本附註提供關於本集團作為承租人的租賃資料。

(A) 使用權資產

		Office properties 辦公物業 RMB'000 人民幣千元
At 1 January 2021	於二零二一年一月一日	
Cost	成本	3,822
Accumulated depreciation	累計折舊	(2,234)
Net carrying amount	賬面淨值	1,588
Year ended 31 December 2021	截至二零二一年十二月三十一日止年度	
Opening net carrying amount	年初賬面淨值	1,588
Additions	添置	1,398
Depreciation	折舊	(1,729)
Closing net carrying amount	年末賬面淨值	1,257
At 31 December 2021	於二零二一年十二月三十一日	
Cost	成本	5,220
Accumulated depreciation	累計折舊	(3,963)
Net carrying amount	賬面淨值	1,257
Year ended 31 December 2022	截至二零二二年十二月三十一日止年度	
Opening net carrying amount	年初賬面淨值	1,257
Additions	添置	1,305
Acquisition of subsidiaries	收購附屬公司	1,007
Depreciation	折舊	(2,148)
Disposal	出售	(130)
Closing net carrying amount	年末賬面淨值	1,291
At 31 December 2022	於二零二二年十二月三十一日	
Cost	成本	7,402
Accumulated depreciation	累計折舊	(6,111)
Net carrying amount	賬面淨值	1,291

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

17 LEASES (Continued)

(B) LEASE LIABILITIES

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Lease liabilities	租賃負債		
Non-current	非流動	502	56
Current	流動	570	871
		1,072	927

17 租賃(續)

(B) 租賃負債

(C) AMOUNTS RECOGNISED IN THE CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

The consolidated statements of comprehensive income show the following amounts relating to leases:

(C) 於綜合全面收益表中確認的金額

綜合全面收益表所示與租賃有關的金額如下：

		For the year ended 截至以下日期止年度	
		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Depreciation charge of right-of-use assets — Office properties	使用權資產折舊費用 — 辦公物業	2,148	1,729
Interest expense (included in finance cost) (note 10)	利息開支(計入財務成本) (附註10)	76	48
Expense relating to short term and low-value leases (included in cost of sales and services and administrative expenses)	與短期及低價值租賃有關的開支 (計入銷售及服務成本以及 行政開支)	2,461	1,729

18 INTANGIBLE ASSETS

18 無形資產

		Computer software 計算機軟件 RMB'000 人民幣千元	Customer relationships 客戶關係 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2021	於二零二一年一月一日			
Cost	成本	4,065	-	4,065
Accumulated amortisation	累計攤銷	(847)	-	(847)
Net carrying amount	賬面淨值	3,218	-	3,218
Year ended 31 December 2021	截至二零二一年十二月三十一日止年度			
Opening net carrying amount	年初賬面淨值	3,218	-	3,218
Additions	添置	1,976	-	1,976
Amortisation charge	攤銷費用	(515)	-	(515)
Closing net carrying amount	年末賬面淨值	4,679	-	4,679
At 31 December 2021	於二零二一年十二月三十一日			
Cost	成本	6,041	-	6,041
Accumulated amortisation	累計攤銷	(1,362)	-	(1,362)
Net carrying amount	賬面淨值	4,679	-	4,679
At 1 January 2022	於二零二二年一月一日			
Cost	成本	6,041	-	6,041
Accumulated amortisation	累計攤銷	(1,362)	-	(1,362)
Net carrying amount	賬面淨值	4,679	-	4,679
Year ended 31 December 2022	截至二零二二年十二月三十一日止年度			
Opening net carrying amount	年初賬面淨值	4,679	-	4,679
Additions	添置	3,974	-	3,974
Acquisition of subsidiaries	收購附屬公司	102	43,445	43,547
Amortisation charge	攤銷費用	(948)	(2,534)	(3,482)
Closing net carrying amount	期末賬面淨值	7,807	40,911	48,718
At 31 December 2022	於二零二二年十二月三十一日			
Cost	成本	10,117	43,445	53,562
Accumulated amortisation	累計攤銷	(2,310)	(2,534)	(4,844)
Net carrying amount	賬面淨值	7,807	40,911	48,718

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

18 INTANGIBLE ASSETS (Continued)

Amortisation expenses were charged to the following categories in the consolidated statements of comprehensive income:

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Selling expenses	銷售開支	2,550	–
Administrative expenses	行政開支	902	515
Cost of sales	銷售成本	30	–
		3,482	515

18 無形資產(續)

攤銷開支於綜合全面收益表的以下類別扣除：

(a) During the year ended 31 December 2021, the Group acquired Dream Seeker Company Limited (“**Dream Seeker**”) (note 33). Total identifiable net assets of these companies as at their respective acquisition dates amounted to approximately RMB108,414,000, including identified customer relationships of RMB43,445,000. A valuation was performed by independent valuers to determine the fair value of the identified customer relationships. The valuation method used for customer relationships is the discounted cash flow method. The key assumptions in determining the fair value of customer relationships are disclosed as follows:

(a) 截至二零二一年十二月三十一日止年度，本集團收購Dream Seeker Company Limited(「**Dream Seeker**」)(附註33)。該等公司於彼等各自收購日期的可識別淨資產總額約為人民幣108,414,000元，其中包括已識別客戶關係人民幣43,445,000元。獨立估值師已進行估值，以釐定已識別客戶關係的公平值。客戶關係所用估值法為貼現現金流量法。釐定客戶關係的公平值的主要假設披露如下：

		Annual revenue growth rate 年度收益 增長率	Discount rate 貼現率	Expected life of the intangible assets 無形資產的 預計年期
Dream Seeker	Dream Seeker	0 – 20.00%	17.93%	10 years

19 INTERESTS IN ASSOCIATES

19 於聯營公司的權益

		For the year ended 截至以下日期止年度	
		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
At 1 January	於一月一日	1,611	–
Additions:	增加：		
— Investments in associates	— 於聯營公司的額外投資	–	1,380
Share of gains of associates	應佔聯營公司收益	766	231
At 31 December	於十二月三十一日	2,377	1,611

Set out below are the associates of the Group as at 31 December 2022. The entities listed below have share capital consisting solely of ordinary shares, which are held directly by the Group. The country of incorporation or registration is also their principal place of business, and the proportion of ownership interest is the same as the proportion of voting rights held.

以下載列本集團於二零二二年十二月三十一日的聯營公司。下列實體的股本僅由普通股組成，由本集團直接持有。註冊成立或登記國家亦為其主要營業地點，而擁有權權益比例與表決權持有比例相同。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

19 INTERESTS IN ASSOCIATES (Continued)

19 於聯營公司的權益(續)

	Place of business/ country of incorporation 營業地點/ 註冊成立國家	% of ownership interest		Measurement method 計量方法	Carrying amount	
		擁有權益百分比			賬面值	
		31 December 2022 二零二二年 十二月三十一日	31 December 2021 二零二一年 十二月三十一日		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Dongyang Chengtou Landsea Property Service Co., Ltd.	東陽市城投朗詩物業服務有限公司 中國	49.00	49.00	Equity method 權益法	1,946	1,265
Suzhou Langtong Green Elevator Service Co., Ltd.	蘇州朗通綠色電梯服務有限公司 中國	20.00	20.00	Equity method 權益法	-	346
Chengdu Fulang Property Service Co., Ltd.	成都福朗物業服務有限公司 中國	49.00	-	Equity method 權益法	431	-
Total interests in associates	於聯營公司權益總額				2,377	1,611

(A) COMMITMENTS AND CONTINGENT LIABILITIES IN RESPECT OF ASSOCIATES

(A) 有關聯營公司的承擔及或然負債

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Commitments	承擔		
— Commitment to pay up the subscription capital	— 承擔繳足認購股本	6,010	5,520

19 INTERESTS IN ASSOCIATES (Continued)

(B) UNRECOGNIZED SHARE OF NET LOSS OF ASSOCIATES

The Group applied the equity method in recognizing its respective shares of net profit or loss of associates. After the Group's interests in associates is reduced to zero, additional shares of losses of associates were not recognized if Group has not incurred legal or constructive obligations or made payments on behalf of the associates.

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Aggregate unrecognized share of net loss of associates	未確認應佔聯營公司淨虧損總額	56	—

19 於聯營公司的權益 (續)

(B) 未確認應佔聯營公司淨虧損

本集團採用權益法確認各自應佔聯營公司的淨利潤或虧損。本集團於聯營公司的權益減至零後，倘本集團並無產生法定或推定責任或代聯營公司支付款項，則不會確認額外應佔聯營公司虧損。

20 INTERESTS IN JOINT VENTURES

		For the year ended 截至以下日期止年度	
		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
At 1 January	於一月一日	—	—
Additions:	增加：		
— Investments in joint ventures	— 於合營企業的投資	800	—
Share of gains of joint ventures	應佔合營企業收益	51	—
At 31 December	於十二月三十一日	851	—

20 於合營企業的權益

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

20 INTERESTS IN JOINT VENTURES (Continued)

Set out below are the joint ventures of the Group as at 31 December 2022. The entities listed below have share capital consisting solely of ordinary shares, which are held directly by the Group. The country of incorporation or registration is also their principal place of business, and the proportion of ownership interest is the same as the proportion of voting rights held.

20 於合營企業的權益(續)

下文所載為本集團於二零二二年十二月三十一日的合營企業，而董事局認為該等公司對本集團屬重大。下文所列實體擁有僅包含本集團直接持有普通股的股本。註冊成立或註冊國家亦為其主要營業地點，而擁有權益比例與持有投票權的比例相同。

	Place of business/ country of incorporation 營業地點/ 註冊成立國家	% of ownership interest		Measurement method 計算法	Carrying amount	
		擁有權益%			賬面值	
		31 December 2022 二零二二年 十二月三十一日	31 December 2021 二零二一年 十二月三十一日		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Suzhou Gaolang Green Life Service Co., Ltd.	蘇州高朗綠色生活服務有限公司 PRC 中國	40.00	-	Equity method 權益法	851	-
Total interests in associates	於合營企業的總權益				851	-

(A) COMMITMENTS AND CONTINGENT LIABILITIES IN RESPECT OF JOINT VENTURES

(A) 關於合營企業的承擔及或然負債

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Commitments	承擔		
— Commitment to pay up the subscription capital	— 繳付認購資本的承擔	1,200	-

21 GOODWILL

21 商譽

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Cost at 1 January, net of accumulated impairment	於一月一日的成本，扣除累計減值	—	—
Acquisition of subsidiaries (note 33)	收購附屬公司(附註33)	60,750	—
Net carrying amount at 31 December	於十二月三十一日的賬面淨值	60,750	—
At 31 December	於十二月三十一日		
Cost	成本	60,750	—
Accumulated impairment	累計減值	—	—
Net carrying amount	賬面淨值	60,750	—

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

21 GOODWILL (Continued)

(a) Goodwill was allocated to the following CGU:

		31 December 2022	31 December 2021
		二零二二年 十二月三十一日	二零二一年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Dream Seeker	Dream Seeker	60,750	–

As at 31 December 2022, management performed impairment testing on goodwill based on five-year cash flow forecasts. With reference to the recoverable amount assessed as at 31 December 2022, the directors of the Company determined that there was no provision for impairment of goodwill for the year ended 31 December 2022. The following table sets out the key assumptions for the CGU that have significant goodwill allocated to them:

21 商譽(續)

(a) 商譽獲分配至以下現金產生單位：

於二零二二年十二月三十一日，管理層根據五年現金流量預測對商譽進行減值測試。參考於二零二二年十二月三十一日評估的可收回金額，本公司董事認為截至二零二二年十二月三十一日止年度並無商譽減值撥備。下表載列獲分配重大商譽的現金產生單位的主要假設：

		Long-term growth rate	Average gross margin (% of revenue)	Pre-tax discount rate
		長期增長率	平均毛利率 (佔收入的 百分比)	稅前貼現率
Dream Seeker	Dream Seeker	2.00%	15.22%	22.14%

22 FINANCIAL INSTRUMENTS BY CATEGORY

The Group hold the following financial instruments as at the respective balance sheet date as follows:

22 按類別劃分的金融工具

於各資產負債表日，本集團持有以下金融工具：

		31 December 2022	31 December 2021
		二零二二年 十二月三十一日	二零二一年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Financial assets	金融資產		
Financial assets at amortised cost	按攤銷成本計量的金融資產		
Trade receivables (note 23)	貿易應收款項(附註23)	309,095	215,426
Other receivables (note 24)	其他應收款項(附註24)	208,239	137,843
Restricted cash and cash and cash equivalents (note 25)	受限制現金以及現金及現金等價物(附註25)	358,946	444,453
		876,280	797,722
Financial liabilities	金融負債		
Financial liabilities at amortised cost	按攤銷成本計量的金融負債		
Lease liabilities (note 17)	租賃負債(附註17)	1,072	927
Trade and other payables* (note 26)	貿易及其他應付款項*(附註26)	277,224	177,256
		278,296	178,183

* Excluding non-financial liabilities

* 不包括非金融負債

The Group's exposure to various risks associated with the financial instruments is disclosed in note 3. The maximum exposure to credit risk as at 31 December 2022 and 2021 is the carrying amount of each class of financial assets mentioned above.

本集團所面臨與融工具相關的各種風險於附註3披露。本集團於二零二二年及二零二一年十二月三十一日所面臨的最大信貸風險為上述各類金融資產的賬面值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

23 TRADE RECEIVABLES

23 貿易應收款項

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Trade receivables (a)	貿易應收款項 (a)		
— Related parties (note 35(c))	— 關聯方 (附註 35(c))	181,811	143,703
— Third parties	— 第三方	175,671	90,371
		357,482	234,074
Less: provision for bad debt (note 3.1(b)(i))	減：壞賬撥備 (附註 3.1(b)(i))	(48,387)	(18,648)
		309,095	215,426

(a) Trade receivables mainly arise from property management services income under lump sum basis and value-added services provided to property owners and non-property owners.

Property management services income are received in accordance with the terms of the relevant services agreements. Service income from property management service is due for payment by the residents upon the issuance of demand note.

The receivables from the provision of value-added services to non-property owners are usually due for payment upon the issuance of document of settlement.

(a) 貿易應收款項主要產生自按包幹制收取的物業管理服務收入及提供予業主和非業主的增值服務。

物業管理服務收入按照相關服務協議的條款收取。物業管理服務的服務收入於發出繳款單後由住戶於到期時支付。

提供非業主增值服務的應收款項一般於發出結算文件後於到期時支付。

23 TRADE RECEIVABLES (Continued)

(a) (Continued)

The ageing analysis of the current trade receivables based on the invoice date is as follows:

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Related parties	關聯方		
— Less than 1 year	— 少於一年	107,896	139,518
— 1 to 2 years	— 一至兩年	72,061	1,958
— 2 to 3 years	— 兩至三年	1,027	827
— 3 to 4 years	— 三至四年	827	1,400
		181,811	143,703
Third parties	第三方		
— Less than 1 year	— 少於一年	122,441	62,968
— 1 to 2 years	— 一至兩年	30,143	17,447
— 2 to 3 years	— 兩至三年	13,723	6,316
— 3 to 4 years	— 三至四年	5,795	1,571
— 4 to 5 years	— 四至五年	1,357	608
— Over 5 years	— 五年以上	2,212	1,461
		175,671	90,371
		357,482	234,074

As at 31 December 2022 and 2021, the fair values of trade receivables approximate their carrying amounts.

23 貿易應收款項(續)

(a) (續)

按發票日期計算的即期貿易應收款項賬齡分析如下：

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Related parties	關聯方		
— Less than 1 year	— 少於一年	107,896	139,518
— 1 to 2 years	— 一至兩年	72,061	1,958
— 2 to 3 years	— 兩至三年	1,027	827
— 3 to 4 years	— 三至四年	827	1,400
		181,811	143,703
Third parties	第三方		
— Less than 1 year	— 少於一年	122,441	62,968
— 1 to 2 years	— 一至兩年	30,143	17,447
— 2 to 3 years	— 兩至三年	13,723	6,316
— 3 to 4 years	— 三至四年	5,795	1,571
— 4 to 5 years	— 四至五年	1,357	608
— Over 5 years	— 五年以上	2,212	1,461
		175,671	90,371
		357,482	234,074

於二零二二年及二零二一年十二月三十一日，貿易應收款項的公平值與其賬面值相若。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

24 PREPAYMENTS AND OTHER RECEIVABLES 24 預付款項及其他應收款項

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Prepayments	預付款項		
— Prepayments to suppliers	— 支付予供應商的預付款項	10,426	6,261
— Prepaid VAT and other surcharges	— 預付增值稅及其他附加費	2,067	1,035
— Other prepayments	— 其他預付款項	7,385	3,425
		19,878	10,721
Other receivables	其他應收款項		
— Amounts due from related parties (note 35(a))	— 應收關聯方款項(附註35(a))	6,526	141
— Deposits with related parties (note 35(a))	— 與關聯方有關的按金(附註35(a))	162,997	93,594
— Deposits	— 按金	17,557	16,782
— Returnable earnest money (note 35(a) (b))	— 可退還誠意金(附註35(a) (b))	30,000	20,000
— Payment on behalf of property owners (a)	— 代業主付款(a)	13,483	8,606
— Others	— 其他	2,847	4,034
		233,410	143,157
Less: provision for bad debt (note 3.1(b)(ii))	減：壞賬撥備(附註3.1(b)(ii))	(25,171)	(5,314)
		208,239	137,843
		228,117	148,564

(a) As at 31 December 2022 and 2021, the amounts represented the payments on behalf of property owners mainly in respect of utilities and elevator maintenance costs of the properties.

(a) 於二零二二年及二零二一年十二月三十一日，該等金額指主要就公用事業及物業的電梯保養成本代業主付款。

24 PREPAYMENTS AND OTHER RECEIVABLES

(Continued)

- (b) On 30 December 2021, the Group entered an agreement with independent third parties, pursuant to which the Group conditionally agreed to purchase, and the seller conditionally agreed to sell the entire shared capital of the Dream Seeker. As of 31 December 2021, a returnable earnest money with the amount of RMB20,000,000 has been paid by the Group to secure the acquisition.

On 16 December 2022, the Group entered into an equity transfer agreement with Nanjing Langjun Commercial Management Limited* (南京朗郡商業管理有限公司, the “First Vendor”, owned as to 50% by Mr. Tian Ming), Huge Wealth Group Limited (濠旺集團有限公司, the “Second Vendor”) and Beihai Langrun Commercial Management Limited* (北海朗潤商業管理有限公司, the “**Target Company**”) to acquire the entire equity interests of the Target Company at a total consideration of RMB201,700,000 (the “**Acquisition**”). Through the Acquisition, the Group will acquire the apartment long-term lease entrusted operation and management business, thereby expanding the businesses and service boundaries of the Group, and adding new revenue and profit growth points, which are in the interests of the Company and its shareholders as a whole. Pursuant to the equity transfer agreement, the Group has paid a deposit in the amount of RMB30,000,000 (the “**Deposit**”) to the First Vendor as of 31 December 2022. As at 31 December 2022, the Acquisition has not completed.

24 預付款項及其他應收款項(續)

- (b) 於二零二一年十二月三十一日，本集團與獨立第三方訂立協議，據此，本集團有條件同意收購而賣方有條件同意出售 Dream Seeker 的全部股本。截止二零二一年十二月三十一日，本集團已支付可退還誠意金人民幣 20,000,000 元以確保收購。

於二零二二年十二月十六日，本集團與南京朗郡商業管理有限公司(「**第一賣方**」，由田明先生擁有 50% 權益)、濠旺集團有限公司(「**第二賣方**」)及北海朗潤商業管理有限公司(「**目標公司**」)訂立股權轉讓協議，以收購目標公司的全部股權，總代價為人民幣 201,700,000 元(「**收購事項**」)。通過收購事項，本集團將收購長租公寓委託運營管理業務，從而擴展本集團的業務及服務邊界，使得本集團的業務體系更加豐富和飽滿，更能夠增加新的營收及利潤增長點，符合本公司及其股東的整體利益。根據股權轉讓協議，本集團已於截至二零二二年十二月三十一日向第一賣方支付金額為人民幣 30,000,000 元的按金(「**按金**」)。於二零二二年十二月三十一日，收購事項尚未完成。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

24 PREPAYMENTS AND OTHER RECEIVABLES

(Continued)

As at 31 December 2022 and 2021, other receivables were unsecured and have no fixed terms of repayment.

As at 31 December 2022 and 2021, the carrying amounts of prepayments and other receivables were denominated in below currencies:

		31 December 2022	31 December 2021
		二零二二年 十二月三十一日	二零二一年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
RMB	人民幣	227,257	148,426
HK\$	港元	860	138
		228,117	148,564

As at 31 December 2022 and 2021, the fair values of prepayments and other receivables approximate their carrying amounts.

24 預付款項及其他應收款項(續)

於二零二二年及二零二一年十二月三十一日，其他應收款項為無抵押及無固定償還期限。

於二零二二年及二零二一年十二月三十一日，預付款項及其他應收款項的賬面值按以下貨幣計值：

於二零二二年及二零二一年十二月三十一日，預付款項及其他應收款項的公平值與其賬面值相若。

25 RESTRICTED CASH AND CASH AND CASH EQUIVALENTS

25 受限制現金以及現金及現金等價物

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Restricted cash	受限制現金	780	360
Cash and cash equivalents	現金及現金等價物	358,166	444,093
		358,946	444,453

The carrying amounts of restricted cash and cash and cash equivalents approximate their fair values.

受限制現金以及現金及現金等價物的賬面值與其公平值相若。

The carrying amounts of restricted cash and cash and cash equivalents were denominated in below currencies:

受限制現金以及現金及現金等價物的賬面值按以下貨幣計值：

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
RMB	人民幣	354,262	420,176
HK\$	港元	2,240	24,277
US\$	美元	2,444	-
		358,946	444,453

Restricted cash represents cash and cash equivalents temporarily restricted for disputes of property management service contract. All the restricted cash are denominated in RMB as at 31 December 2022.

受限制現金指因物業管理服務合約糾紛而暫時受限的現金及現金等價物。於二零二二年十二月三十一日，所有受限制現金均以人民幣列值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

26 TRADE AND OTHER PAYABLES

26 貿易及其他應付款項

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Trade payables	貿易應付款項	148,201	94,338
Other payables	其他應付款項		
— Amounts due to related parties (note 35(b))	— 應付關聯方款項(附註35(b))	1,201	1,151
— Amounts collected on behalf of property owners	— 代業主收取的款項	110,837	68,033
— Deposits received	— 已收按金	12,662	11,021
— Others	— 其他	4,323	2,713
Accruals for staff costs	員工成本應計費用	103,050	100,730
VAT and other tax payables	應付增值稅及其他稅項	31,550	24,298
		411,824	302,284

As at 31 December 2022 and 2021, the carrying amounts of trade and other payables approximate their fair values.

於二零二二年及二零二一年十二月三十一日，貿易及其他應付款項的賬面值與其公平值相若。

As at 31 December 2022 and 2021, amounts due to related parties were unsecured, interest-free and repayable on demand.

於二零二二年及二零二一年十二月三十一日，應付關聯方款項為無抵押、免息及應要求償還。

As at 31 December 2022 and 2021, the ageing analysis of the trade payables based on goods and services received is as follows:

於二零二二年及二零二一年十二月三十一日，按已收貨品及服務計算的貿易應付款項賬齡分析如下：

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Less than 1 year	少於一年	144,857	91,966
1 to 2 years	一至兩年	3,344	2,372
		148,201	94,338

27 DEFERRED INCOME TAX

27 遞延所得稅

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Deferred income tax liabilities to be settled after one year	將於一年後結算的遞延所得稅負債	10,228	–
Deferred income tax assets:	遞延所得稅資產：		
– to be recovered within 12 months	– 將於12個月內收回	21,077	7,491
– to be recovered after 1 year	– 將於1年後收回	11,025	7,886
		32,102	15,377
Deferred income tax assets, net	遞延所得稅資產淨值	21,874	15,377

The movements in deferred income tax, net are as follows:

遞延所得稅淨額的變動如下：

		For the year ended 31 December 2022 截至 二零二二年 十二月三十一日 止年度 RMB'000 人民幣千元	For the year ended 31 December 2021 截至 二零二一年 十二月三十一日 止年度 RMB'000 人民幣千元
At 1 January	於一月一日	15,377	8,685
Credited to profit or loss (note 11)	計入損益(附註11)	15,108	5,644
Deemed distribution	視作分派	–	1,048
Acquisition of subsidiaries (note 33)	收購附屬公司(附註33)	(8,611)	–
At 31 December	於十二月三十一日	21,874	15,377

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

27 DEFERRED INCOME TAX (Continued)

The movements in the deferred income tax liabilities, prior to offsetting, are as follows:

27 遞延所得稅(續)

抵銷前的遞延所得稅負債的變動如下：

		Change in fair value of identified assets upon acquisition of subsidiaries	Total
		收購附屬 公司後已識 別資產的 公平值變動	總計
		RMB'000	RMB'000
		人民幣千元	人民幣千元
At 31 December 2021	於二零二一年十二月三十一日	-	-
As at 1 January 2022	於二零二二年一月一日	-	-
Acquisition of subsidiaries (note 33)	收購附屬公司(附註33)	10,862	10,862
Credited to the consolidated statements of comprehensive income (note 11)	計入綜合全面收益表(附註11)	(634)	(634)
At 31 December 2022	於二零二二年十二月三十一日	10,228	10,228

27 DEFERRED INCOME TAX (Continued)

The movements in the deferred income tax assets, prior to offsetting, are as follows:

27 遞延所得稅(續)

抵銷前的遞延所得稅資產變動如下：

		Allowance on doubtful receivables	Accrued staff costs	Tax losses	Total
		應收 呆賬撥備	應計 員工成本	稅項虧損	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
As at 1 January 2021	於二零二一年一月一日	2,919	5,766	–	8,685
Deemed distribution	視作分派	–	–	1,048	1,048
Credited to the consolidated statements of comprehensive income (note 11)	計入綜合全面 收益表(附註11)	3,059	2,120	465	5,644
At 31 December 2021	於二零二一年十二月 三十一日	5,978	7,886	1,513	15,377
As at 1 January 2022	於二零二二年一月一日	5,978	7,886	1,513	15,377
Acquisition of subsidiaries (note 33)	收購附屬公司(附註33)	1,032	912	307	2,251
Credited to the consolidated statements of comprehensive income (note 11)	計入綜合全面收益表 (附註11)	11,411	2,227	836	14,474
At 31 December 2022	於二零二二年十二月 三十一日	18,421	11,025	2,656	32,102

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

27 DEFERRED INCOME TAX (Continued)

Deferred income tax assets are recognised for tax losses carry-forwards to the extent that the realisation of the related tax benefit through the future taxable profits is probable. The Group did not recognise deferred income tax assets for the tax loss of RMB10,578,000 and RMB6,698,000 as at 31 December 2022 and 2021 in respect of losses amounting to RMB42,312,000 and RMB26,791,000 that can be carried forward against future taxable income.

As at 31 December 2022, the Group has unrecognized deferred income tax liabilities arising from undistributed profits from the Group's subsidiary in the PRC to its immediate holding company in Hong Kong. No provision has been made in respect of such withholding tax as the Company is able to control the timing of distribution from its subsidiaries and the directors expect that such profits will not be distributed in the foreseeable future. Retained earnings in this respect amounted to RMB236,158,000 (2021: RMB148,436,000) respectively.

27 遞延所得稅(續)

遞延所得稅資產乃就結轉的稅項虧損確認，惟以可能通過未來應課稅溢利變現相關稅項利益為限。於二零二二年及二零二一年十二月三十一日，本集團並無就稅項虧損人民幣10,578,000元及人民幣6,698,000元(涉及可結轉以抵銷未來應課稅收入的虧損人民幣42,312,000元及人民幣26,791,000元)確認遞延所得稅資產。

於二零二二年十二月三十一日，本集團有尚未確認遞延所得稅負債，而該等負債來自本集團於中國的附屬公司並無分派予其於香港的直接控股公司的溢利。由於本公司可控制其附屬公司分派的時間且董事預期該等溢利於可預見未來不會分派，故尚未就該等預扣稅計提撥備。就此，保留盈利分別為人民幣236,158,000元(二零二一年：人民幣148,436,000元)。

28 SHARE CAPITAL

28 股本

		Number of ordinary shares 普通股數目	Share capital of the Company 本公司股本	
			HK\$ 港元	RMB'000 人民幣千元
Ordinary shares of HK\$0.01 each		每股0.01港元的普通股		
Authorised:		法定：		
As at 1 January 2022 and 31 December 2022	於二零二二年一月一日及 二零二二年十二月三十一日	2,000,000,000	20,000,000	–
Issued:		已發行：		
As at 1 January 2021	於二零二一年一月一日	100,000	–	–
Credited as fully paid in connection with the Reorganisation (a)	入賬列作繳足，與重組有關(a)	–	1,000	–*
Issue of shares held for share incentive scheme (b)	為股份獎勵計劃而持有的 股份發行(b)	8,695	87	–*
Issue of shares in connection with the capitalization issue (c)	就資本化發行發行股份(c)	299,891,305	2,998,913	2,498
Issue of shares in connection with the Listing (d)	就上市發行股份(d)	100,000,000	1,000,000	833
Issue of shares in connection with the over-allotment option (e)	就超額配股權發行股份(e)	10,765,000	107,650	90
As at 31 December 2021	於二零二一年十二月三十一日	410,765,000	4,107,650	3,421
As at 1 January 2022 and 31 December 2022	於二零二二年一月一日及 二零二二年十二月三十一日	410,765,000	4,107,650	3,421

(a) Refer to note 1.2 Reorganisation, on 6 January 2021, the Company entered into a share transfer agreement with Landsea Community Service, pursuant to which Landsea Community Service transferred all the issued shares of Landsea Greenlive and Southern Land to the Company. As settlement, the Company credited the above nil-paid shares held by the then shareholders as fully paid shares.

(a) 提述附註1.2重組，於二零二一年一月六日，本公司與Landsea Community Service訂立股份轉讓協議，據此，Landsea Community Service向本公司轉讓Landsea Greenlive及Southern Land的全部已發行股份。作為結算，本公司將當時股東持有的上述未繳股款股份入賬列作繳足股份。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

28 SHARE CAPITAL (Continued)

- (b) On 18 January 2021, 8,695 shares were issued and allotted at par value to Green Sailing (PTC), representing approximately 8.0% of the enlarged issued share capital of the Company. Green Sailing (PTC) is a private trust company incorporated in the BVI and wholly owned by Honor as a special purpose vehicle to hold shares to be granted to eligible grantees under a share incentive scheme to be adopted at least six months after the Listing.
- (c) Pursuant to shareholders' written resolutions passed on 15 June 2021, and conditional on the share premium account of the Company being credited as a result of the issue of offer shares pursuant to the proposed share offering described in the prospectus of the Company dated 25 June 2021, the directors are authorised to capitalise an amount of approximately HK\$3.00 million (equivalent to RMB2.50 million), standing to the credit of the share premium account by applying such sum towards the paying up in full at par a total of 299,891,305 shares for allotment and issue to holders of shares whose names appear on the register of members of the Company on the date of passing such resolutions in proportion to their then existing respective shareholding in the Company (the "**Capitalisation Issue**"). The Capitalisation Issue was completed on 8 July 2021 in connection with the Listing.
- (d) On 8 July 2021, the Company issued 100,000,000 new ordinary shares at HK\$3.18 each with HK\$0.01 per share in connection with the Listing and raised gross proceeds of approximately HK\$318 million (equivalent to RMB264.32 million). The excess over the par value of HK\$317 million (equivalent to RMB263.49 million) net of the transaction costs of approximately RMB19.68 million was credited to share premium account with an amount of RMB243.81 million.

28 股本(續)

- (b) 於二零二一年一月十八日，按面值向 Green Sailing (PTC) 發行及配發 8,695 股股份，相當於本公司經擴大已發行股本約 8.0%。Green Sailing (PTC) 為於英屬處女群島註冊成立的私人信託公司，作為特殊目的公司由 Honor 全資擁有，以持有根據將於上市後最少六個月後採納的股份獎勵計劃授予合資格承授人的股份。
- (c) 根據於二零二一年六月十五日通過的股東書面決議案，待本公司股份溢價賬因本公司日期為二零二一年六月二十五日的招股章程所述根據建議股份發售發行發售股份獲得進賬後，董事獲授權將股份溢價賬中約 3.00 百萬港元（相等於人民幣 2.50 百萬元）的進賬額撥充資本，方式乃動用該款項按面值繳足合共 299,891,305 股股份，以按該等決議案獲通過當日名列本公司股東名冊的股份持有人當時各自於本公司的現有持股比例，向彼等配發及發行股份（「**資本化發行**」）。有關上市的資本化發行於二零二一年七月八日完成。
- (d) 於二零二一年七月八日，本公司就上市按每股 3.18 港元發行 100,000,000 股每股面值 0.01 港元的新普通股，籌集所得款項總額約 318 百萬港元（相當於人民幣 264.32 百萬元）。超出面值 317 百萬港元（相當於人民幣 263.49 百萬元）的部分（扣除交易成本約人民幣 19.68 百萬元）計入股份溢價賬，金額為人民幣 243.81 百萬元。

28 SHARE CAPITAL (Continued)

- (e) On 4 August 2021, the over-allotment option was partially exercised pursuant to which the Company issued 10,765,000 new ordinary shares at HK\$3.18 each with HK\$0.01 per share and raised gross proceeds of approximately HK\$34.23 million (equivalent to RMB28.45 million). The excess over the par value of HK\$34.12 million (equivalent to RMB28.36 million) net of the transaction costs of approximately RMB1.65 million was credited to share premium account with an amount of RMB26.71 million.

29 EMPLOYEE SHARE SCHEME

(A) SHARE INCENTIVE SCHEMES

On 4 January 2021, Green Sailing (PTC), a private trust company was incorporated in the BVI with limited liability and wholly owned by Honor. On 18 January 2021, a trust was established with Green Sailing (PTC) being appointed as the trustee, for the purpose of a share incentive scheme to be adopted by the Company at least six months after the Listing (“**Green Life Trust**”). In accordance with the trust deed of the Green Life Trust, a committee (the “**Committee**”) established and authorised by the Company will make all decisions and provide instructions and recommendations to Green Sailing (PTC) as trustee in relation to the Green Life Trust and the share incentive scheme, including the exercise of rights pertaining to the relevant shares and the grant of share awards under the share incentive scheme. Pursuant to the Capitalisation Issue, the number of shares has been increased to 23,998,345 shares. These shares are treasury shares held by the Company until they are granted to the employees.

On 18 March 2022, the Group adopted a share award scheme (the “**Share Incentive Scheme**”) as an incentive to recognize the contributions by employees and to give incentives in order to retain them for the continuing operation and development of the Group, as well as to attract suitable personnel for further development of the Group.

28 股本(續)

- (e) 於二零二一年八月四日，超額配股權獲部分行使，據此本公司按每股3.18港元發行10,765,000股每股面值0.01港元的新普通股，籌集所得款項總額約34.23百萬港元(相當於人民幣28.45百萬元)。超出面值34.12百萬港元(相當於人民幣28.36百萬元)的部分(扣除交易成本約人民幣1.65百萬元)計入股份溢價賬，金額為人民幣26.71百萬元。

29 僱員股份計劃

(A) 股份獎勵計劃

於二零二一年一月四日，私人信託公司Green Sailing (PTC)於英屬處女群島註冊成立為有限公司，並由Honor全資擁有。於二零二一年一月十八日，本公司成立一項信託，Green Sailing (PTC)獲委任為受託人，為本公司於上市後至少六個月後採納的股份獎勵計劃而設(「**Green Life Trust**」)。根據Green Life Trust的信託契據，本公司成立並授權的委員會(「**委員會**」)將為Green Life Trust及股份獎勵計劃作出所有決定，並向作為受託人的Green Sailing (PTC)提供指示及推薦建議(包括行使有關股份的權利以及根據股份獎勵計劃授出股份獎勵)。根據資本化發行，股份數目已增加至23,998,345股。該等股份為本公司持有的庫存股份，直至有關股份授予僱員為止。

於二零二二年三月十八日，本集團採納股份獎勵計劃(「**股份獎勵計劃**」)，作為獎勵以嘉許僱員所作出的貢獻，激勵並挽留彼等為本集團的持續經營及發展付出努力，並為本集團進一步發展吸引適合人才。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

29 EMPLOYEE SHARE SCHEME (Continued)

(A) SHARE INCENTIVE SCHEMES (Continued)

Pursuant to the Share Incentive Scheme, existing shares of the Company will be bought back for awarded shares (“**Awarded Shares**”) by a trustee appointed by the Company and be held in Green Life Trust for the relevant grantees until such shares are vested with the relevant grantees in accordance with the rules of the Share Incentive Scheme. The Awarded Shares will be awarded with reference to the performance, operating and financial targets and other criteria determined by the Board from time to time.

- (i) The movements of shares held for Share Incentive Scheme by the trustee are as follows:

29 僱員股份計劃(續)

(A) 股份獎勵計劃(續)

根據股份獎勵計劃，本公司所委任的受託人將購回本公司現有股份作為獎勵股份(「**獎勵股份**」)，並以 Green Life Trust 代相關承授人持有，直至有關股份根據股份獎勵計劃的規則歸屬於相關承授人為止。獎勵股份將參考董事局不時釐定的表現、經營及財務目標以及其他標準予以授出。

- (i) 受託人就股份獎勵計劃持有的股份變動如下：

Restricted Shares	限制性股份	For the year ended 31 December 2022 截至二零二二年 十二月三十一日止年度		For the year ended 31 December 2021 截至二零二一年 十二月三十一日止年度	
		Number of shares 股份數目 '000 千股	Employee share trust reserve 僱員股份 信託儲備 RMB'000 人民幣千元	Number of shares 股份數目 '000 千股	Employee share trust reserve 僱員股份 信託儲備 RMB'000 人民幣千元
At 1 January	於一月一日	-	-	-	-
Acquisition of shares	收購股份	1,174	2,873	-	-
At 31 December	於十二月三十一日	1,174	2,873	-	-

29 EMPLOYEE SHARE SCHEME (Continued)

(A) SHARE INCENTIVE SCHEMES (Continued)

On 5 July 2022, the Board resolved to grant 4,960,000 Awarded Shares to 3 eligible participants according to the rules of the Share Incentive Scheme. The vested awarded shares were granted, and will all be transferred from Green Life Trust to the names of those eligible participants on 5 July 2027. Share-based payment expenses at the fair value amount of HK\$1,498,000 (equivalent to approximately RMB1,292,000) were recognized as staff costs and share based compensation reserve respectively for the year ended 31 December 2022.

Details of the Awarded Shares granted by the Company are as follows:

29 僱員股份計劃(續)

(A) 股份獎勵計劃(續)

於二零二二年七月五日，董事局議決根據股份獎勵計劃的規則，向三名合資格參與者授出4,960,000股獎勵股份。所歸屬獎勵股份已授出，並將於二零二七年七月五日由Green Life Trust轉讓至該等合資格參與者名下。截至二零二二年十二月三十一日止年度，以股份為基礎付款開支公平值1,498,000港元(相當於約人民幣1,292,000元)已分別確認為員工成本及股權報酬儲備。

本公司所授出獎勵股份的詳情如下：

Name of employees	僱員姓名	Outstanding at 1 January 2022 於二零二二年 一月一日 尚未行使	Granted during the year 年內授出	Outstanding at 31 December 2022 於二零二二年 十二月三十一日 尚未行使
Directors	董事			
Zhou Qin	周勤	-	1,480,000	1,480,000
Wu Xu	吳旭	-	2,480,000	2,480,000
		-	3,960,000	3,960,000
Other employees	其他僱員			
In aggregate	總計	-	1,000,000	1,000,000
		-	4,960,000	4,960,000

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

29 EMPLOYEE SHARE SCHEME (Continued)

(B) SHARE OPTION SCHEME

On 15 June 2021, the Company conditionally adopted a share option scheme (the “Share Option Scheme”). The Share Option Scheme is valid and effective for a period of 10 years commencing on the date of the Listing unless terminated earlier by the Board or the shareholders in general meeting.

The maximum number of shares issuable upon exercise of all options to be granted under the Share Option Scheme must not in aggregate exceed 10% of 400,000,000 shares, which is the expected shares of the Company in issue as at the date of Listing (excluding any shares which may be issued pursuant to the exercise of the over-allotment option).

On 5 July 2022, the Company offered to grant an aggregate of 6,476,600 share options at the fair value of approximately HK\$19,559,000, to the eligible participants with an exercise price of HK\$3.02 per share. 25%, 35% and 40% of the share options granted will vest on 5 July 2023, 5 July 2024 and 5 July 2025, respectively. As of 31 December 2022, the share options were out-of-the-money, as the exercise price of the share options exceeded the average market price of the Company’s common stock.

29 僱員股份計劃(續)

(B) 購股權計劃

於二零二一年六月十五日，本公司已有條件採納購股權計劃（「購股權計劃」）。除非董事局或股東於股東大會提前終止購股權計劃，否則購股權計劃將自上市日期起計10年期間生效及有效。

根據購股權計劃將予授出的所有購股權獲行使後可予發行的股份數目上限合共不得超過400,000,000股股份的10%，即本公司預期於上市日期已發行股份（不包括因超額配股權獲行使而可能發行的任何股份）。

於二零二二年七月五日，本公司向合資格參與者要約授出合共6,476,600份購股權，公平值約為19,559,000港元，而行使價為每股3.02港元。所授出購股權的25%、35%及40%分別於二零二三年七月五日、二零二四年七月五日及二零二五年七月五日歸屬。截至二零二二年十二月三十一日，購股權處於價外狀態，原因為購股權的行使價格超出本公司普通股的平均市價。

29 EMPLOYEE SHARE SCHEME (Continued)

(B) SHARE OPTION SCHEME (Continued)

Movements in the number of shares options outstanding are as follows:

		For the year ended 31 December 2022 截至二零二二年 十二月三十一日止年度		For the year ended 31 December 2021 截至二零二一年 十二月三十一日止年度	
		Average exercise price in HKD 平均行使價 (港元) '000 千股	Number of share options 購股權數目 RMB'000 人民幣千元	Average exercise price in HKD 平均行使價 (港元) '000 千股	Number of share options 購股權數目 RMB'000 人民幣千元
At 1 January	於一月一日	-	-	-	-
Granted	已授出	3.02	6,476,600	-	-
At 31 December	於十二月三十一日	3.02	6,476,600	-	-

Share options outstanding at the end of the year have the following expiry date and exercise price:

於年末尚未行使購股權的屆滿日期及行使價如下：

Grant date	授出日期	Expiry date	Exercise price	Share options outstanding 31 December 2022 二零二二年 十二月三十一日 的尚未行使 購股權
		屆滿日期	行使價	
5 July 2022	於二零二二年七月五日	4 July 2032 於二零三二年 七月四日	3.02	6,476,600

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

30 RESERVES

30 儲備

		Share premium 股份溢價 RMB'000 人民幣千元	Share based compensation reserve 股權報酬儲備 RMB'000 人民幣千元	Employee share trust 僱員股份信託 RMB'000 人民幣千元	Other reserves 其他儲備 RMB'000 人民幣千元	Statutory reserve 法定儲備 RMB'000 人民幣千元	Translation reserve 匯兌儲備 RMB'000 人民幣千元	Retained earnings 保留盈利 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
At 1 January 2022	於二零二二年一月一日	268,017	-	-	(81,880)	15,667	(3,757)	159,947	357,994
Profit for the year	年內溢利	-	-	-	-	-	-	28,420	28,420
Exchange difference arising from translation of foreign operations	換算海外業務產生的匯兌差額	-	-	-	-	-	3,511	-	3,511
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	-	3,511	28,420	31,931
Movement of employee share trust account	僱員股份信託賬變動	-	-	(2,873)	-	-	-	-	(2,873)
Employee share based compensation	僱員股權報酬	-	1,292	-	-	-	-	-	1,292
Appropriation to statutory reserve	撥至法定儲備	-	-	-	-	4,800	-	(4,800)	-
Transactions with equity owners of the Company	與本公司權益擁有人交易	-	1,292	(2,873)	-	4,800	-	(4,800)	(1,581)
At 31 December 2022	於二零二二年十二月三十一日	268,017	1,292	(2,873)	(81,880)	20,467	(246)	183,567	388,344
At 1 January 2021	於二零二一年一月一日	-	-	-	11,034	8,698	66	108,585	128,383
Profit for the year	年內溢利	-	-	-	-	-	-	58,331	58,331
Exchange difference arising from translation of foreign operations	換算海外業務產生的匯兌差額	-	-	-	-	-	(3,823)	-	(3,823)
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	-	(3,823)	58,331	54,508
Issue of shares in connection with the Capitalisation Issue	就資本化發行發行股份	(2,498)	-	-	-	-	-	-	(2,498)
Issue of shares in connection with the Listing	就上市發行股份	243,809	-	-	-	-	-	-	243,809
Issue of shares in connection with the over-allotment option	就超額配股權發行股份	26,706	-	-	-	-	-	-	26,706
Deemed distribution	視作分派	-	-	-	(92,914)	-	-	-	(92,914)
Appropriation to statutory reserve	撥至法定儲備	-	-	-	-	6,969	-	(6,969)	-
Transactions with equity owners of the Company	與本公司權益擁有人交易	268,017	-	-	(92,914)	6,969	-	(6,969)	175,103
At 31 December 2021	於二零二一年十二月三十一日	268,017	-	-	(81,880)	15,667	(3,757)	159,947	357,994

30 RESERVES (Continued)
(A) DEEMED DISTRIBUTION

30 儲備 (續)
(A) 視作分派

		For the year ended 截至以下日期止年度	
		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Tax losses contributed by Excluded Business	除外業務產生的稅項虧損	-	30,971
Deductible value-added tax ("VAT") input balances and other surcharges contributed by Excluded Business	除外業務產生的可扣減增值稅(「增值稅」)進項結餘及其他附加費	-	27,244
Amounts due from Excluded Business (note 35(a))	應收除外業務款項(附註35(a))	-	(131,658)
Cash and cash equivalent paid to Excluded Business	向除外業務支付的現金及現金等價物	-	(19,471)
		-	(92,914)

As described in note 1.2, since 25 December 2019, Landsea Property Management transferred all of the Excluded Business to Nanjing Landsea Equipment Management Co., Ltd. (南京朗詩設施管理有限公司) ("Landsea Equipment") ("Business Transfer"). Before this Business Transfer, Landsea Property Management operated Excluded Business and had deductible tax losses of RMB30,971,000, and a VAT input balance and other tax surcharges of RMB27,244,000, which can be benefited by the Listing Business after the completion of the Business Transfer. In addition, during the Business Transfer, Landsea Equipment took over the total net liabilities of RMB19,471,000 from the Listing Business. The net liabilities carried by the Excluded Business were fully settled by the Group in May 2021.

如附註1.2所述，自二零一九年十二月二十五日起，朗詩物業管理將所有除外業務轉讓予南京朗詩設施管理有限公司(「朗詩設施」)(「業務轉讓」)。在進行該業務轉讓之前，朗詩物業管理經營除外業務，並擁有可扣減稅項虧損人民幣30,971,000元以及增值稅進項結餘及其他稅項附加費人民幣27,244,000元，可於業務轉讓完成後自上市業務獲益。此外，於業務轉讓期間，朗詩設施接管上市業務的淨負債總額人民幣19,471,000元。除外業務淨負債已於二零二一年五月由本集團悉數結清。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

30 RESERVES (Continued)

(B) STATUTORY RESERVE

In accordance with relevant rules and regulations in the PRC and the Company's Articles of Association, companies incorporated in PRC are required to transfer no less than 10% of their profit after taxation calculated under PRC accounting standards and regulations to the statutory reserve fund, until the accumulated total of the fund reaches 50% of their registered capital. The statutory reserve fund can only be used, upon approval by the relevant authority, to offset previous years' losses or to increase the capital of respective companies.

31 NON-CONTROLLING INTERESTS

30 儲備(續)

(B) 法定儲備

根據中國相關規則及規例以及本公司的組織章程細則，於中國註冊成立的公司須將不少於其稅後溢利的10%（根據中國會計準則及規例計算）轉撥至法定儲備基金，直至基金累計總額達到註冊資本的50%。法定儲備基金僅可在獲得相關機關批准後，方可用於抵銷過往年度的虧損或增加各公司的資本。

31 非控股權益

		For the year ended 截至以下日期止年度	
		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
At 1 January	於一月一日	4,261	–
Profit for the year	年內溢利	866	11
Acquisition of subsidiaries (note 33)	收購附屬公司(附註33)	1,915	–
Contribution from non-controlling interests	非控股權益注資	221	4,250
At 31 December	於十二月三十一日	7,263	4,261

32 DIVIDEND

No dividends were paid, declared or proposed during the year ended 31 December 2022. The directors of the Company have determined that no dividend will be paid in respect of in respect of the year ended 31 December 2022.

33 ACQUISITION OF SUBSIDIARIES BUSINESS COMBINATION

In May 2022, the Group acquired 100% equity interest of Dream Seeker at a total consideration of HK\$129,976,000 (equivalent to RMB108,414,000). After the acquisition, Dream Seeker became a wholly owned subsidiary of the Company.

32 股息

截至二零二二年十二月三十一日止年度，並無派付、宣派或擬派股息。本公司董事決定不就截至二零二二年十二月三十一日止年度派付股息。

33 收購附屬公司 業務合併

於二零二二年五月，本集團以總代價129,976,000港元（相當於人民幣108,414,000元）收購Dream Seeker的100%股權。於收購後，Dream Seeker成為本公司的全資附屬公司。

Purchase consideration	購買代價	Dream Seeker RMB'000 人民幣千元
— Cash consideration	— 現金代價	108,414
Total consideration	總代價	108,414

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

33 ACQUISITION OF SUBSIDIARIES (Continued) BUSINESS COMBINATION (Continued)

The assets and liabilities recognized as a result of the acquisition are as follows:

33 收購附屬公司(續) 業務合併(續)

因收購事項而確認的資產及負債如下：

		Dream Seeker
		RMB'000
		人民幣千元
Property, plant and equipment (note 16)	物業、廠房及設備(附註16)	7,080
Right-of-use assets (note 17)	使用權資產(附註17)	1,007
Intangible assets (note 18)	無形資產(附註18)	43,547
Deferred income tax assets (note 27)	遞延所得稅資產(附註27)	2,251
Trade receivables	貿易應收款項	17,046
Inventory	存貨	7
Prepayments and other receivables	預付款項及其他應收款項	10,017
Cash and cash equivalents	現金及現金等價物	82,085
Lease liabilities (note 17)	租賃負債(附註17)	(962)
Deferred tax liabilities (note 27)	遞延稅項負債(附註27)	(10,862)
Trade and other payables	貿易及其他應付款項	(61,585)
Contract liabilities	合約負債	(37,691)
Current income tax liabilities	即期所得稅負債	(2,361)
		<hr/>
Total net identifiable assets acquired at fair value	按公平值計算之已收購可識別資產淨值總額	49,579
Less: non-controlling interests (note 31)	減：非控股權益(附註31)	(1,915)
Add: goodwill (note 21)	加：商譽(附註21)	60,750
		<hr/>
Total acquired net assets at fair value	按公平值計算之已收購資產淨值總額	108,414
		<hr/>
Cash outflow on acquisition:	收購時之現金流出：	
Total consideration settled by cash	以現金結算的總代價	108,414
Cash in the subsidiary acquired	所收購附屬公司的現金	(82,085)
		<hr/>
		26,329
		<hr/>

34 CASH FLOW INFORMATION

(A) CASH GENERATED FROM OPERATIONS

Reconciliation of profit before income tax to cash generated from operations is as follows:

34 現金流量資料

(A) 經營業務所得現金

除所得稅前溢利與經營業務所得現金的對賬如下：

		For the year ended 截至以下日期止年度	
		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Profit before income tax	除所得稅前溢利	41,186	76,561
<i>Adjustments for:</i>	<i>就以下各項作出調整：</i>		
Depreciation of property, plant and equipment (note 16)	物業、廠房及設備折舊(附註16)	4,670	2,532
Amortisation of intangible assets (note 18)	無形資產攤銷(附註18)	3,482	515
Amortisation of right-of-use assets (note 17)	使用權資產攤銷(附註17)	2,148	1,729
Depreciation of investment properties (note 15)	投資物業折舊(附註15)	195	408
Interest expense (note 10)	利息開支(附註10)	76	48
Net gain on disposal of investment properties (note 8)	出售投資物業收益淨額(附註8)	(1,607)	(2,431)
Share of gains of joint ventures (note 20)	應佔合營企業收益(附註20)	(51)	-
Share of gains of associates (note 19)	應佔聯營公司收益(附註19)	(766)	(231)
Net exchange losses/(gains) (note 8)	匯兌虧損/(收益)淨額(附註8)	3,989	(3,257)
Net loss on disposal of property, plant and equipment (note 8)	出售物業、廠房及設備的虧損淨額(附註8)	35	23
Net gain on derecognition of financial assets	終止確認金融資產收益淨額	-	(1,475)
Employee share based compensation (note 29)	僱員股權報酬(附註29)	1,292	
Provision for impairment losses under expected credit loss model (note 3.1(b))	預期信貸虧損模式下的減值虧損撥備(附註3.1(b))	45,914	12,238
		100,563	86,660
<i>Changes in working capital:</i>	<i>營運資金變動：</i>		
Decrease in inventories	存貨減少	186	611
Increase in trade receivables	貿易應收款項增加	(102,227)	(112,547)
Decrease/(Increase) in prepayments, deposits and other receivables	預付款項、按金及其他應收款項減少/(增加)	16,143	(33,443)
Increase in contract liabilities	合約負債增加	9,322	13,617
Increase in restricted cash	受限制現金增加	(420)	(360)
Increase in trade and other payables	貿易及其他應付款項增加	46,987	48,460
		(30,009)	(83,662)
Cash generated from operations	經營業務所得現金	70,554	2,998

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

34 CASH FLOW INFORMATION (Continued)

(B) RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flow will be, classified in the Group's consolidated statements of cash flows as cash flows from financing activities.

34 現金流量資料(續)

(B) 融資活動所產生負債的對賬

下表詳述本集團融資活動所產生負債的變動(包括現金及非現金變動)。融資活動所產生負債為現金流量或未來現金流量將分類為本集團綜合現金流量表中融資活動所得現金流量。

		Amounts due to related parties (note 26) 應付 關聯方款項 (附註26) RMB'000 人民幣千元	Lease liabilities (note 17) 租賃負債 (附註17) RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
As at 1 January 2021	於二零二一年一月一日	30,899	1,091	31,990
Addition of lease liabilities	新增租賃負債	-	1,398	1,398
Cash flows — principal paid	現金流量 — 已付本金	(29,748)	(1,562)	(31,310)
Cash flows — interest paid	現金流量 — 已付利息	-	(48)	(48)
Accrued interest expense	應計利息開支	-	48	48
As at 31 December 2021	於二零二一年 十二月三十一日	1,151	927	2,078
As at 1 January 2022	於二零二二年一月一日	1,151	927	2,078
Addition of lease liabilities	租賃負債增加	-	1,305	1,305
Lease cancellation	租賃取消	-	(159)	(159)
Cash flows — principal paid	現金流量 — 已付本金	50	(1,963)	(1,913)
Cash flows — interest paid	現金流量 — 已付利息	-	(76)	(76)
Increase from acquisition of subsidiaries (note 33)	收購附屬公司增加 (附註33)	-	962	962
Accrued interest expense	應計利息開支	-	76	76
As at 31 December 2022	於二零二二年 十二月三十一日	1,201	1,072	2,273

35 RELATED PARTY BALANCES AND TRANSACTIONS

In addition to those related party balances and transactions elsewhere disclosed in the consolidated financial statements, the Group had the following significant balances and transactions:

(A) OTHER RECEIVABLES

35 關聯方結餘及交易

除綜合財務報表另行所披露的該等關聯方結餘及交易外，本集團曾有下列重大結餘及交易：

(A) 其他應收款項

		31 December 2022	31 December 2021
		二零二二年 十二月三十一日	二零二一年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Amounts due from related parties (i)	應收關聯方款項 (i)		
— Fellow subsidiaries	— 同系附屬公司	2,076	8
— Joint ventures and associates of the ultimate controlling shareholder	— 最終控股股東的合營企業及聯營公司	4,450	133
		6,526	141
Deposits with related parties (ii)	與關聯方有關的按金 (ii)		
— Fellow subsidiaries	— 同系附屬公司	43,000	46,251
— Joint ventures and associates of the ultimate controlling shareholder	— 最終控股股東的合營企業及聯營公司	119,997	47,343
		162,997	93,594
Returnable earnest money (note 24 (b))	可退還誠意金 (附註24(b))		
— Joint ventures and associates of the ultimate controlling shareholder	— 最終控股股東的合營企業及聯營公司	30,000	—
		30,000	—

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

35 RELATED PARTY BALANCES AND TRANSACTIONS (Continued)

(A) OTHER RECEIVABLES (Continued)

- (i) As of 31 December 2022, current amounts due from fellow subsidiaries and joint ventures and associates of the ultimate controlling shareholder are interest-free.
- (ii) Deposits with related parties represent security deposits paid in connection with the exclusive sales agency agreements entered between the Group and fellow subsidiaries and joint ventures and associates of the ultimate controlling shareholder, which are refundable after the sales of all properties subject to such agreements or the expiry of the term of the such agreements, whichever is earlier.

The carrying amounts of amounts due from related parties approximate their fair values.

(B) AMOUNTS DUE TO RELATED PARTIES

35 關聯方結餘及交易 (續)

(A) 其他應收款項 (續)

- (i) 截至二零二二年十二月三十一日，本期應收同系附屬公司以及最終控股股東的合營企業及聯營公司款項為免息。
- (ii) 與關聯方有關的按金指就本集團及同系附屬公司與最終控股股東的合營企業及聯營公司訂立的獨家銷售代理協議支付的保證金，可於根據該等協議出售所有物業或該等協議的期限屆滿（以較早者為準）後退還。

應收關聯方款項的賬面值與其公平值相若。

(B) 應付關聯方款項

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
— Joint ventures and associates of the ultimate controlling shareholder	— 最終控股股東的合營企業及聯營公司	676	646
— Fellow subsidiaries	— 同系附屬公司	525	505
		1,201	1,151

All amounts due to related parties are non-trade in nature, unsecured and interest-free.

所有應付關聯方款項屬非貿易性質、無抵押及免息。

35 RELATED PARTY BALANCES AND TRANSACTIONS (Continued)

(C) TRADE RECEIVABLES

		31 December 2022	31 December 2021
		二零二二年 十二月三十一日	二零二一年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
— Fellow subsidiaries	— 同系附屬公司	115,232	117,010
— Joint ventures and associates of the ultimate controlling shareholder	— 最終控股股東的合營企業及聯營公司	66,579	26,693
		181,811	143,703

(D) CONTRACT LIABILITIES

		31 December 2022	31 December 2021
		二零二二年 十二月三十一日	二零二一年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
— Fellow subsidiaries	— 同系附屬公司	395	309
— Joint ventures and associates of the ultimate controlling shareholder	— 最終控股股東的合營企業及聯營公司	18	672
		413	981

Contract liabilities from fellow subsidiaries and joint ventures and associates of the ultimate controlling shareholder are trade in nature.

來自同系附屬公司以及最終控股股東的合營企業及聯營公司的合約負債屬貿易性質。

35 關聯方結餘及交易 (續)

(C) 貿易應收款項

		31 December 2022	31 December 2021
		二零二二年 十二月三十一日	二零二一年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
— Fellow subsidiaries	— 同系附屬公司	115,232	117,010
— Joint ventures and associates of the ultimate controlling shareholder	— 最終控股股東的合營企業及聯營公司	66,579	26,693
		181,811	143,703

(D) 合約負債

		31 December 2022	31 December 2021
		二零二二年 十二月三十一日	二零二一年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
— Fellow subsidiaries	— 同系附屬公司	395	309
— Joint ventures and associates of the ultimate controlling shareholder	— 最終控股股東的合營企業及聯營公司	18	672
		413	981

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

35 RELATED PARTY BALANCES AND TRANSACTIONS (Continued)

(E) RELATED PARTY TRANSACTIONS

(i) Funding with related parties

		For the year ended 31 December 2021 截至二零二一年十二月三十一日 止年度	
		Funding to related parties Investing 向關聯方出資 投資 RMB'000 人民幣千元	Repayment of funding to related parties Investing 向關聯方 出資還款 投資 RMB'000 人民幣千元
Fellow subsidiaries	同系附屬公司	46,290	–
Joint ventures and associates of the ultimate controlling shareholder	最終控股股東的合營企業 及聯營公司	47,343	986
		<u>93,633</u>	<u>986</u>
		For the year ended 31 December 2021 截至二零二一年十二月三十一日 止年度	
		Proceeds from related parties Financing 來自關聯方 的所得款項 融資 RMB'000 人民幣千元	Repayment to related parties Financing 向關聯方還款 融資 RMB'000 人民幣千元
Fellow subsidiaries	同系附屬公司	1,786	31,535
Joint ventures and associates of the ultimate controlling shareholder	最終控股股東的合營企業及 聯營公司	1,864	1,863
		<u>3,650</u>	<u>33,398</u>

35 關聯方結餘及交易 (續)

(E) 關聯方交易

(i) 與關聯方資金往來

		For the year ended 31 December 2021 截至二零二一年十二月三十一日 止年度	
		Funding to related parties Investing 向關聯方出資 投資 RMB'000 人民幣千元	Repayment of funding to related parties Investing 向關聯方 出資還款 投資 RMB'000 人民幣千元
Fellow subsidiaries	同系附屬公司	46,290	–
Joint ventures and associates of the ultimate controlling shareholder	最終控股股東的合營企業 及聯營公司	47,343	986
		<u>93,633</u>	<u>986</u>
		For the year ended 31 December 2021 截至二零二一年十二月三十一日 止年度	
		Proceeds from related parties Financing 來自關聯方 的所得款項 融資 RMB'000 人民幣千元	Repayment to related parties Financing 向關聯方還款 融資 RMB'000 人民幣千元
Fellow subsidiaries	同系附屬公司	1,786	31,535
Joint ventures and associates of the ultimate controlling shareholder	最終控股股東的合營企業及 聯營公司	1,864	1,863
		<u>3,650</u>	<u>33,398</u>

35 RELATED PARTY BALANCES AND TRANSACTIONS (Continued)

(E) RELATED PARTY TRANSACTIONS (Continued)

(i) Funding with related parties (Continued)

35 關聯方結餘及交易 (續)

(E) 關聯方交易 (續)

(i) 與關聯方資金往來 (續)

		For the year ended 31 December 2022 截至二零二二年十二月三十一日 止年度	
		Funding to related parties Investing 向關聯方出資 投資 RMB'000 人民幣千元	Repayment of funding to related parties Investing 向關聯方 出資還款 投資 RMB'000 人民幣千元
Fellow subsidiaries	同系附屬公司	45,076	(46,259)
Joint ventures and associates of the ultimate controlling shareholder	最終控股股東的合營企業及 聯營公司	268,490	(161,519)
		313,566	(207,778)

		For the year ended 31 December 2022 截至二零二二年十二月三十一日 止年度	
		Proceeds from related parties Financing 來自關聯方 的所得款項 融資 RMB'000 人民幣千元	Repayment to related parties Financing 向關聯方還款 融資 RMB'000 人民幣千元
Fellow subsidiaries	同系附屬公司	2	-
Joint ventures and associates of the ultimate controlling shareholder	最終控股股東的合營企業及 聯營公司	85	(37)
		87	(37)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

35 RELATED PARTY BALANCES AND TRANSACTIONS (Continued)

(E) RELATED PARTY TRANSACTIONS (Continued)

(ii) Management services, other income and finance cost

35 關聯方結餘及交易 (續)

(E) 關聯方交易 (續)

(ii) 管理服務、其他收入及財務成本

		For the year ended 截至以下日期止年度	
		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Value-added services income to non-property owners from fellow subsidiaries of the ultimate controlling shareholder	最終控股股東的同系附屬公司向非業主提供的增值服務收入	48,071	100,541
Value-added services income to non-property owners from joint ventures and associates of the ultimate controlling shareholder	最終控股股東的合營企業及聯營公司向非業主提供的增值服務收入	93,091	38,997
Property management services income from fellow subsidiaries of the ultimate controlling shareholder	最終控股股東的同系附屬公司提供的物業管理服務收入	11,538	11,315
Property management services income from joint ventures and associates of the ultimate controlling shareholder	最終控股股東的合營企業及聯營公司提供的物業管理服務收入	9,181	18,214
Community value-added services income from fellow subsidiaries of the ultimate controlling shareholder	最終控股股東的同系附屬公司提供的社區增值服務收入	44	1,672
Community value-added services income from joint ventures and associates of the ultimate controlling company	最終控股股東的合營企業及聯營公司提供的社區增值服務收入	167	1,593
Rent expense from fellow subsidiaries of the ultimate controlling shareholder	來自最終控股股東的同系附屬公司的租金開支	1,105	–

35 RELATED PARTY BALANCES AND TRANSACTIONS (Continued)

(E) RELATED PARTY TRANSACTIONS (Continued)

(ii) Management services, other income and finance cost (Continued)

These related party transactions were conducted in accordance with terms as agreed between the respective related parties and us. The Directors have confirmed that all the aforementioned related party transactions during the years ended December 2022 and 2021 were conducted in the ordinary course of business.

- (F) Included in employee benefit expenses are key management personnel compensations which comprises the following categories:

35 關聯方結餘及交易 (續)

(E) 關聯方交易 (續)

(ii) 管理服務、其他收入及財務成本 (續)

該等關聯方交易根據各關聯方訂約方與我們協定的條款進行。董事已確認，截至二零二二年及二零二一年十二月止年度的上述所有關聯方交易均於日常業務過程中進行。

- (F) 計入僱員福利開支內的主要管理人員薪酬包括以下類別：

		For the year ended 截至以下日期止年度	
		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Short term employee benefits	短期僱員福利	8,194	8,427
Contributions to retirement benefits schemes	退休福利計劃供款	280	156
		8,474	8,583

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

36 COMMITMENTS AND CONTINGENT LIABILITIES

(A) COMMITMENTS

(i) Operating lease arrangements

The Group — As lessee

The Group leases various offices under non-cancellable operating leases expiring within 6 months to three years. The leases have varying terms, escalation clauses and renewal rights. On renewal, the terms of the leases are renegotiated.

The Group has recognised right-of-use assets for these leases, except for short-term and low-value leases, see note 2.29 for further information.

Minimum lease payments under non-cancellable operating leases (short-term or low-value lease) contracted for at the end of the reporting period but not recognised in the financial statements are as follows:

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Within 1 year	1 年內	1,147	1,477

The Group — As lessor

As at 31 December 2022 and 2021, the Group did not have any material lease receivables.

(ii) Capital commitments

As at 31 December 2022 and 2021, the Group did not have any material capital commitments.

36 承擔及或然負債

(A) 承擔

(i) 經營租賃安排

本集團 — 作為承租人

本集團根據不可撤銷經營租賃租用多間辦公室，期限為六個月至三年。該等租賃條款不一，當中包含升級條款及重續權利。重續時，該等租賃的條款可重新協商。

本集團已就該等租賃（短期及低價值租賃除外）確認使用權資產，其他資料請參閱附註2.29。

於報告期末已訂約但未於財務報表確認的不可撤銷經營租賃（短期或低價值租賃）項下的最低租賃付款如下：

	31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
	1,147	1,477

本集團 — 作為出租人

於二零二二年及二零二一年十二月三十一日，本集團並無任何重大租賃應收款項。

(ii) 資本承擔

於二零二二年及二零二一年十二月三十一日，本集團並無任何重大資本承擔。

36 COMMITMENTS AND CONTINGENT LIABILITIES (Continued)

(B) CONTINGENT LIABILITIES

As at 31 December 2022 and 2021, the Group did not have any outstanding guarantees or other material contingent liabilities.

37 PRINCIPAL SUBSIDIARIES

As at 31 December 2022, the Group has direct and indirect interests in the following subsidiaries. Unless otherwise stated, the proportion of ownership interests held equals to the voting rights held by the Group.

Company name 公司名稱	Place of incorporation/ establishment and operations 註冊成立/ 成立及經營地點	Date of incorporation/ establishment 註冊成立/ 成立日期	Kind of legal entity 法定實體類別	Registered capital/ issued share capital 註冊股本 /已發行股本	As at 31 December 於十二月三十一日		Directly owned or indirectly owned 直接擁有 或間接擁有	Principal activities 主要業務
					2021 二零二一年	2022 二零二二年		
Landsea Greenlive International Company Limited 英屬處女群島 (〔英屬處女群島〕)	British Virgin Islands (BVI) 英屬處女群島	23 October 2019 二零一九年十月二十三日	Limited liability company 有限公司	50,000 shares of US\$0 each 50,000股 每股面值0美元的股份	100	100	Direct 直接	Investment holding 投資控股
Southern Land International Company Limited 英屬處女群島	BVI 英屬處女群島	7 November 2019 二零一九年十一月七日	Limited liability company 有限公司	50,000 shares of US\$0 each 50,000股 每股面值0美元的股份	100	100	Direct 直接	Investment holding 投資控股
Dream Seeker International Limited* 英屬處女群島	BVI 英屬處女群島	22 December 2022 二零二二年 十二月二十二日	Limited liability company 有限公司	50,000 shares of US\$1 each 50,000股 每股面值1美元的股份	-	100	Indirect 間接	Investment holding 投資控股
Landsea Green Life Holdings Company Limited 香港	Hong Kong 香港	5 November 2019 二零一九年十一月五日	Limited liability company 有限公司	1 share of HK\$1 1股面值1港元的股份	100	100	Indirect 間接	Investment holding 投資控股
Southern City Holdings Company Limited 香港	Hong Kong 香港	21 November 2019 二零一九年 十一月二十一日	Limited liability company 有限公司	1 share of HK\$1 1股面值1港元的股份	100	100	Indirect 間接	Investment holding 投資控股
Landing Life Service Company Limited* 朗金生活服務有限公司	Hong Kong 香港	13 December 2021 二零二一年十二月十三日	Limited liability company 有限公司	1 share of HK\$1 1股面值1港元的股份	-	100	Indirect 間接	Property management services 物業管理服務
Nanjing Landsea Property Management Co., Ltd.* 南京朗詩物業管理有限公司	PRC 中國	12 January 2005 二零零五年一月十二日	Limited liability company 有限公司	RMB230,000,000 人民幣230,000,000元	100	100	Indirect 間接	Property management services 物業管理服務
Anhui Xindi Ruiji Property Service Co., Ltd.* 安徽新地銳意物業服務有限公司	PRC 中國	13 July 2010 二零一零年七月十三日	Limited liability company 有限公司	RMB10,000,000 人民幣10,000,000元	-	100	Indirect 間接	Property management services 物業管理服務
Nanjing Landsea Sports and Cultural Development Co., Ltd.* 南京朗詩體育文化發展有限公司	PRC 中國	12 July 2011 二零一一年七月十二日	Limited liability company 有限公司	RMB3,500,000 人民幣3,500,000元	100	100	Indirect 間接	Fitness service 健身服務

36 承擔及或然負債(續)

(B) 或然負債

於二零二二年及二零二一年十二月三十一日，本集團並無任何未償還擔保或其他重大或然負債。

37 主要附屬公司

於二零二二年十二月三十一日，本集團直接及間接於下列附屬公司擁有權益。除另有註明外，所持擁有權權益比例等同本集團所持投票權。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

37 PRINCIPAL SUBSIDIARIES (Continued)

37 主要附屬公司(續)

Company name 公司名稱	Place of incorporation/ establishment and operations 註冊成立/ 成立及經營地點	Date of incorporation/ establishment 註冊成立/ 成立日期	Kind of legal entity 法定實體類別	Registered capital/ issued share capital 註冊股本 /已發行股本	As at 31 December 於十二月三十一日		Directly owned or indirectly owned 直接擁有 或間接擁有	Principal activities 主要業務
					2021 二零二一年	2022 二零二二年		
Nanjing Landsea Shenlu Property Management Co., Ltd.* 南京朗詩深綠物業管理有限公司	PRC 中國	15 December 2014 二零一四年十二月十五日	Limited liability company 有限公司	RMB21,600,000 人民幣21,600,000元	100	100	Indirect 間接	Property management services 物業管理服務
Nanjing Meijia Environment Engineering Co., Ltd.* 南京美家環境工程有限公司	PRC 中國	16 March 2018 二零一八年三月十六日	Limited liability company 有限公司	RMB5,000,000 人民幣5,000,000元	100	100	Indirect 間接	Engineering services 工程服務
Nanjing Langtuo Property Management Co., Ltd.* 南京朗拓物業管理有限公司	PRC 中國	20 November 2019 二零一九年十一月二十日	Limited liability company 有限公司	RMB5,000,000 人民幣5,000,000元	100	100	Indirect 間接	Investment holding 投資控股
Langhong (Nanjing) Enterprise Management Co., Ltd.* 朗鴻(南京)企業管理有限公司	PRC 中國	18 December 2019 二零一九年十二月十八日	Limited liability company 有限公司	RMB129,500,000 人民幣129,500,000元	100	100	Indirect 間接	Investment holding 投資控股
Langshibao (Xuzhou) Property Management Co., Ltd.* 朗詩寶物業管理(徐州)有限公司	PRC 中國	16 January 2020 二零二零年一月十六日	Limited liability company 有限公司	RMB2,000,000 人民幣2,000,000元	51	51	Indirect 間接	Property management services 物業管理服務
Suzhou Huiyaju Real Estate Brokerage Co., Ltd.* 蘇州匯雅居房地產經紀有限公司	PRC 中國	4 March 2020 二零二零年三月四日	Limited liability company 有限公司	RMB1,000,000 人民幣1,000,000元	100	100	Indirect 間接	Real estate brokerage services 房地產經紀服務
Hangzhou Huilin Yiju Real Estate Brokerage Co., Ltd.* 杭州匯鄰驛居房地產經紀有限公司	PRC 中國	5 March 2020 二零二零年三月五日	Limited liability company 有限公司	RMB1,000,000 人民幣1,000,000元	100	100	Indirect 間接	Real estate brokerage services 房地產經紀服務
Changzhou Huilin Yiju Real Estate Agency Co., Ltd.* 常州市匯鄰驛居房地產經紀有限公司	PRC 中國	16 March 2020 二零二零年三月十六日	Limited liability company 有限公司	RMB1,000,000 人民幣1,000,000元	100	100	Indirect 間接	Real estate brokerage services 房地產經紀服務
Nanjing Huilin Yiju Real Estate Brokerage Co., Ltd.* 南京匯鄰驛居房地產經紀有限公司	PRC 中國	17 March 2020 二零二零年三月十七日	Limited liability company 有限公司	RMB1,000,000 人民幣1,000,000元	100	100	Indirect 間接	Real estate brokerage services 房地產經紀服務
Chengdu Huilin Yiju Real Estate Brokerage Co., Ltd.* 成都匯鄰驛居房地產經紀有限公司	PRC 中國	20 March 2020 二零二零年三月二十日	Limited liability company 有限公司	RMB1,000,000 人民幣1,000,000元	100	100	Indirect 間接	Real estate brokerage services 房地產經紀服務
Shanghai Huilin Yiju Real Estate Agency Co., Ltd.* 上海匯鄰驛居房地產經紀有限公司	PRC 中國	24 March 2020 二零二零年三月二十四日	Limited liability company 有限公司	RMB5,000,000 人民幣5,000,000元	100	100	Indirect 間接	Real estate brokerage services 房地產經紀服務
Wuxi Huilin Yiju Real Estate Brokerage Co., Ltd.* 無錫匯鄰驛居房地產經紀有限公司	PRC 中國	17 April 2020 二零二零年四月十七日	Limited liability company 有限公司	RMB1,000,000 人民幣1,000,000元	100	100	Indirect 間接	Real estate brokerage services 房地產經紀服務

37 PRINCIPAL SUBSIDIARIES (Continued)

37 主要附屬公司(續)

Company name 公司名稱	Place of incorporation/ establishment and operations 註冊成立/ 成立及經營地點	Date of incorporation/ establishment 註冊成立/ 成立日期	Kind of legal entity 法定實體類別	Registered capital/ issued share capital 註冊股本 /已發行股本	As at 31 December 於十二月三十一日		Directly owned or indirectly owned 直接擁有 或間接擁有	Principal activities 主要業務
					2021 二零二一年	2022 二零二二年		
Shanghai Langxing Business Management Co., Ltd.* 上海朗行商業管理有限公司	PRC 中國	30 April 2020 二零二零年四月三十日	Limited liability company 有限公司	RMB3,000,000 人民幣3,000,000元	100	100	Indirect 間接	Real estate brokerage services 房地產經紀服務
Jiangsu Langshihaihu Property Management Co., Ltd.** 江蘇朗詩海湖物業管理有限公司	PRC 中國	10 May 2020 二零二零年五月十日	Limited liability company 有限公司	RMB10,000,000 人民幣10,000,000元	40	40	Indirect 間接	Property management services 物業管理服務
Wuhan Huixianju Real Estate Brokerage Co., Ltd.* 武漢匯賢居房地產經紀有限公司	PRC 中國	3 July 2020 二零二零年七月三日	Limited liability company 有限公司	RMB1,000,000 人民幣1,000,000元	100	100	Indirect 間接	Real estate brokerage services 房地產經紀服務
Sichuan Langshang Property Management Co., Ltd.* 四川朗商物業管理有限公司	PRC 中國	9 July 2020 二零二零年七月九日	Limited liability company 有限公司	RMB1,000,000 人民幣1,000,000元	50	50	Indirect 間接	Property management services 物業管理服務
Guangxi Landsea Shenlu Information Technology Consulting Service Co., Ltd.* 廣西朗詩深綠信息技術諮詢服務有限公司	PRC 中國	29 September 2020 二零二零年九月二十九日	Limited liability company 有限公司	RMB5,000,000 人民幣5,000,000元	100	100	Indirect 間接	Management consulting service 管理諮詢服務
Guangxi Landsea Meiju Information Consultancy Co., Ltd.* 廣西朗詩美居信息諮詢有限公司	PRC 中國	30 September 2020 二零二零年九月三十日	Limited liability company 有限公司	RMB5,000,000 人民幣5,000,000元	100	100	Indirect 間接	Management consulting service 管理諮詢服務
Shanghai Shilan Culture Communications Co., Ltd.* 上海詩藍文化傳播有限公司	PRC 中國	2 February 2021 二零二一年二月二日	Limited liability company 有限公司	RMB5,000,000 人民幣5,000,000元	100	100	Indirect 間接	Advertising service 廣告服務
Anju Landsea Property Service (Yangzhou) Co., Ltd.* 安居朗詩物業服務(揚州)有限公司	PRC 中國	22 April 2021 二零二一年四月二十二日	Limited liability company 有限公司	RMB5,000,000 人民幣5,000,000元	51	51	Indirect 間接	Property management services 物業管理服務
Anhui Xindi Smart City Technology Service Co., Ltd.* 安徽新地智慧城市科技服務有限公司	PRC 中國	21 July 2021 二零二一年七月二十一日	Limited liability company 有限公司	RMB10,000,000 人民幣10,000,000元	-	51	Indirect 間接	Management consulting service 管理諮詢服務
Xian Langze Property Management Co., Ltd.* 西安朗澤物業管理有限公司	PRC 中國	23 July 2021 二零二一年七月二十三日	Limited liability company 有限公司	RMB1,000,000 人民幣1,000,000元	51	51	Indirect 間接	Property management services 物業管理服務
Anhui Weijia Commercial Operation Co., Ltd.* 安徽佳佳商業運營有限公司	PRC 中國	29 September 2021 二零二一年九月二十九日	Limited liability company 有限公司	RMB5,000,000 人民幣5,000,000元	-	100	Indirect 間接	Property management services 物業管理服務
Mianyang Langyue Property Management Co., Ltd.* 綿陽朗悅物業管理有限公司	PRC 中國	20 December 2021 二零二一年十二月二十日	Limited liability company 有限公司	RMB1,000,000 人民幣1,000,000元	100	100	Indirect 間接	Property management services 物業管理服務

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

37 PRINCIPAL SUBSIDIARIES (Continued)

37 主要附屬公司(續)

Company name 公司名稱	Place of incorporation/ establishment and operations 註冊成立/ 成立及經營地點	Date of incorporation/ establishment 註冊成立/ 成立日期	Kind of legal entity 法定實體類別	Registered capital/ issued share capital 註冊股本 /已發行股本	As at 31 December 於十二月三十一日		Directly owned or indirectly owned 直接擁有 或間接擁有	Principal activities 主要業務
					2021 二零二一年	2022 二零二二年		
Anhui Langrui Enterprise Management Co., Ltd.* 安徽朗銳企業管理有限公司	PRC 中國	24 December 2021 二零二一年 十二月二十四日	Limited liability company 有限公司	RMB17,600,000 人民幣17,600,000元	-	100	Indirect 間接	Investment holding 投資控股
Shanghai Liansheng Zhichuang Management Consulting Co., Ltd.* 上海聯勝致創管理諮詢有限公司	PRC 中國	11 January 2022 二零二二年一月十一日	Limited liability company 有限公司	RMB5,000,000 人民幣5,000,000元	-	100	Indirect 間接	Management consulting services 管理諮詢服務
Suzhou Lvting Health Technology Co., Ltd.* 蘇州市綠藤健康科技有限公司	PRC 中國	18 February 2022 二零二二年二月十八日	Limited liability company 有限公司	RMB5,000,000 人民幣5,000,000元	-	100	Indirect 間接	Home elderly care consulting service 居家養老服務諮詢
Anhui Weijia Real Estate Brokerage Co., Ltd.* 安徽佳佳房產經紀有限公司	PRC 中國	17 June 2022 二零二二年六月十七日	Limited liability company 有限公司	RMB5,000,000 人民幣5,000,000元	-	100	Indirect 間接	Real estate brokerage services 房地產經紀服務
Anhui Weijia Parking Lot Management Service Co., Ltd.* 安徽佳佳停車場管理服務有限公司	PRC 中國	21 June 2022 二零二二年六月二十一日	Limited liability company 有限公司	RMB5,000,000 人民幣5,000,000元	-	100	Indirect 間接	Property management services 物業管理服務
Anhui Weijia Advertising Media Co., Ltd.* 安徽佳佳廣告傳媒有限公司	PRC 中國	21 June 2022 二零二二年六月二十一日	Limited liability company 有限公司	RMB5,000,000 人民幣5,000,000元	-	100	Indirect 間接	Advertising service 廣告服務
Nanjing Langyue Property Management Co., Ltd.* 南京朗越物業管理有限公司	PRC 中國	18 November 2022 二零二二年十一月十八日	Limited liability company 有限公司	RMB500,000 人民幣500,000元	-	51	Indirect 間接	Property management services 物業管理服務

Notes:

附註：

* The English name of the subsidiaries represents the best effort by the management of the Group in translating their Chinese names as they do not have an official English name.

* 附屬公司的英文名稱乃本集團管理層盡最大努力翻譯其中文名稱所得，原因乃其並無正式的英文名稱。

** In accordance with the cooperation agreement with the co-developers and the articles of association of this company, the Group has controlling power in the shareholders' meeting and board of directors' meeting in making decision on the operational and financial activities. Accordingly, the Group has exposure or rights to variable returns from its involvement with this company, and has the ability to affect those returns through its voting position and the existing rights to direct the relevant activities. Thus this company is accounted for as a subsidiary of the Group.

** 根據與共同開發商訂立的合作協議及該公司的組織章程細則，本集團於股東大會及董事局會議上擁有對經營及財務活動作出決策的控制權。因此，本集團因參與該公司而承擔有關可變回報的風險或享有相關權利，並有能力透過其投票權及有關指示進行相關活動的現有權利影響該等回報。因此，該公司作為本集團的附屬公司入賬。

38 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY BALANCE SHEET OF THE COMPANY

38 本公司資產負債表及儲備變動

本公司資產負債表

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Non-current assets	非流動資產		
Investments in subsidiaries	於附屬公司的投資	36,722	35,469
Current assets	流動資產		
Other receivables, prepayments and deposits	其他應收款項、預付款項及按金	261,905	54,284
Cash and cash equivalents	現金及現金等價物	2,689	203,624
		264,594	257,908
Total assets	資產總額	301,316	293,377
Current liabilities	流動負債		
Other payables	其他應付款項	11,198	12,380
Equity	權益		
Share capital and premium	股本及溢價	3,421	3,421
Reserves	儲備 (a)	286,697	277,576
Total equity	權益總額	290,118	280,997
Total liabilities and equity	負債及權益總額	301,316	293,377

The balance sheet of the Company was approved by the Board on 31 March 2023 and was signed on its behalf.

Director
董事

本公司資產負債表已於二零二三年三月三十一日獲董事局批准，並已代為簽署。

Director
董事

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

38 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY (Continued)

38 本公司資產負債表及儲備變動(續)

(A) RESERVES MOVEMENT OF THE COMPANY

(A) 本公司儲備變動

	Note 附註	Share premium 股份溢價 RMB'000 人民幣千元	Share based compensation reserve 股權報酬儲備 RMB'000 人民幣千元	Employee share trust 僱員股份信託 RMB'000 人民幣千元	Other reserve 其他儲備 RMB'000 人民幣千元	Translation reserve 匯兌儲備 RMB'000 人民幣千元	Accumulated losses 累計虧損 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2022	於二零二二年一月一日	271,008	-	-	35,469	(4,118)	(24,783)	277,576
Exchange difference arising from translation of foreign operation	換算海外業務產生的匯兌差額	-	-	-	-	23,443	-	23,443
Loss for the year	年內虧損	-	-	-	-	-	(12,741)	(12,741)
Total comprehensive income/(loss) for the year	年內全面收益/(虧損)總額	-	-	-	-	23,443	(12,741)	10,702
Movement of employee share trust account	僱員股份信託賬變動	-	-	(2,873)	-	-	-	(2,873)
Employee share based compensation	僱員股權報酬	-	1,292	-	-	-	-	1,292
Subtotal of transaction with shareholders	與股東交易小計	-	1,292	(2,873)	-	-	-	(1,581)
At 31 December 2022	於二零二二年十二月三十一日	271,008	1,292	(2,873)	35,469	19,325	(37,524)	286,697
At 1 January 2021	於二零二一年一月一日	-	-	-	-	5	(80)	(75)
Exchange difference arising from translation of foreign operation	換算海外業務產生的匯兌差額	-	-	-	-	(4,123)	-	(4,123)
Loss for the year	年內虧損	-	-	-	-	-	(24,703)	(24,703)
Total comprehensive loss for the year	年內全面虧損總額	-	-	-	-	(4,118)	(24,783)	(28,901)
Issue of shares in connection with the Capitalisation Issue	就資本化發行發行股份	(2,498)	-	-	-	-	-	(2,498)
Issue of shares in connection with the Listing	就上市發行股份	246,800	-	-	-	-	-	246,800
Issue of shares in connection with the over-allotment option	就超額配股權發行股份	26,706	-	-	-	-	-	26,706
Effect of group reorganisation in respect of acquisition of Landsea Greenlive and Southern Land	有關收購 Landsea Greenlive 及 Southern Land 的集團重組影響	-	-	-	35,469	-	-	35,469
Subtotal of transaction with shareholders	與股東交易小計	271,008	-	-	35,469	-	-	306,477
At 31 December 2021	於二零二一年十二月三十一日	271,008	-	-	35,469	(4,118)	(24,783)	277,576

39 SUBSEQUENT EVENTS

Refer to note 24 (b), on 24 February 2023, the Group, the First Vendor, the Second Vendor and the Target Company entered into a supplemental agreement in relation to certain amendments to the payment arrangements of the Acquisition. Pursuant to the supplemental agreement, the First Vendor agreed to acquire, and the Group agreed to sell, 100% equity interests in Shanghai Liansheng Zhichuang Management Consulting Co., Ltd. (上海聯勝致創管理諮詢有限公司, a subsidiary of the Group, “**Shanghai Liansheng**”) with a consideration of RMB197,000,000 (the “**Disposal**”). Shanghai Liansheng has no other assets and liabilities other than cash and cash equivalent of RMB197,000,000.

The consideration for the Acquisition is set off at an amount equal to RMB197,000,000 against the consideration payable by the First Vendor to the Group for the Disposal.

As the First Vendor is an associate of Mr. Tian Ming and thus a connected person of the Company. Therefore, the equity transfer agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules, and are also subject to the reporting, announcement and independent shareholders’ approval requirements under Chapter 14A of the Listing Rules. An extraordinary general meeting was held on 20 March 2023 and the Acquisition included in the proposed resolution was duly passed by the independent shareholders by way of poll.

The Disposal has been completed as of 31 March 2023. The First Vendor has returned the Deposit to the Group as of 31 March 2023. Up to the date of approval of these consolidated financial statements by the board of directors, the accounting impact on the Acquisition has not been finalized and is still under review by the management and thus no relevant financial information has been disclosed in these financial statements.

39 期後事項

茲提述附註24(b)，於二零二三年二月二十四日，本集團、第一賣方、第二賣方及目標公司訂立有關收購事項的付款安排若干修訂的補充協議。根據補充協議，第一賣方同意收購而本集團同意出售上海聯勝致創管理諮詢有限公司（「上海聯勝」，為本集團的附屬公司）的100%股權，代價為人民幣197,000,000元（「出售事項」）。除現金及現金等價物人民幣197,000,000元外，上海聯勝並無其他資產及負債。

收購事項代價以相等於人民幣197,000,000元的金額抵銷第一賣方就出售事項應付予本集團的代價。

由於第一賣方為田明先生的聯繫人，故為本公司關連人士。因此，根據上市規則第14A章，股權轉讓協議構成本公司的關連交易，亦須遵守上市規則第14A章項下的申報、公告及獨立股東批准規定。股東特別大會已於二零二三年三月二十日舉行，而建議決議案包含的收購事項已獲獨立股東以投票表決方式正式通過。

出售事項已於二零二三年三月三十一日完成。第一賣方已於二零二三年三月三十一日向本集團退還按金。截至董事局批准該等綜合財務報表日期，管理層尚未落實並仍在審閱對收購事項的會計影響，因此該等財務報表並無披露相關財務資料。

FINANCIAL SUMMARY

財務摘要

TABLE 1: OVERALL PERFORMANCE

表格一：綜合表現

		2022	2021	2020	2019	2018
		二零二二年	二零二一年	二零二零年	二零一九年	二零一八年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Income	收入	889,454	737,218	600,906	432,789	310,123
Growth rate	增長率	20.6%	22.7%	38.8%	39.6%	
Gross profit	毛利	198,208	186,073	160,730	101,100	82,663
Growth rate	增長率	6.5%	15.8%	59.0%	22.3%	
Profit for the year	年內溢利	29,286	58,342	65,560	34,307	30,961
Growth rate	增長率	-49.8%	-11.0%	91.1%	10.8%	
Profit attributable to owners of the parent	母公司擁有人應佔溢利	28,420	58,331	65,560	34,005	25,265
Growth rate	增長率	-51.3%	-11.0%	92.8%	34.6%	
Gross profit margin	毛利率	22.3%	25.2%	26.7%	23.4%	26.7%
Net profit margin	淨利潤率	3.3%	7.9%	10.9%	7.9%	10.0%

TABLE 2: RESULTS BY BUSINESS LINE

表格二：按業務線劃分的業績

		2022	2021	2020	2019	2018
		二零二二年	二零二一年	二零二零年	二零一九年	二零一八年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Income from property management services	物業管理服務收入	621,786	469,911	409,829	296,971	197,863
Growth rate	增長率	32.3%	14.7%	38.0%	50.1%	
Income from community value-added services	社區增值服務收入	80,208	67,085	50,167	37,562	24,375
Growth rate	增長率	19.4%	33.7%	33.6%	54.1%	
Income from value-added services to non-property owners	非業主增值服務收入	187,460	200,222	140,910	98,256	87,885
Growth rate	增長率	-6.5%	42.1%	43.4%	11.8%	
Gross profit from property management services	物業管理服務毛利	81,706	66,814	72,215	46,825	36,487
Gross profit margin	毛利率	13.1%	14.2%	17.6%	15.8%	
Gross profit from community value-added services	社區增值服務毛利	50,021	41,203	32,788	24,958	14,866
Gross profit margin	毛利率	62.4%	61.4%	65.4%	66.4%	61.0%
Gross profit from value-added services to non-property owners	非業主增值服務毛利	66,481	78,056	55,727	29,317	31,310
Gross profit margin	毛利率	35.5%	39.0%	39.5%	29.8%	35.6%

FINANCIAL SUMMARY

財務摘要

TABLE 3: SUMMARY OF BALANCE SHEET

表格三：資產負債表摘要

		2022	2021	2020	2019	2018
		二零二二年	二零二一年	二零二零年	二零一九年	二零一八年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Trade receivables	貿易應收款項	309,095	215,426	115,611	58,343	28,527
Total current assets	流動資產總值	897,207	809,671	592,587	956,508	1,009,022
Total assets	資產總值	1,060,977	847,982	615,911	982,527	1,028,569
Contract liabilities	合約負債	207,293	160,280	146,663	113,133	64,581
Trade and other payables	貿易及其他應付款項	411,824	302,284	310,816	315,971	149,285
Total liabilities	負債總額	661,949	482,306	487,528	919,770	885,926
Total assets	資產總值	1,060,977	847,982	615,911	982,527	1,028,569
Current ratio	流動比率	1.4	1.7	1.2	1.8	2.7

TABLE 4: SUMMARY OF STATEMENT OF CASH FLOWS

表格四：現金流量表摘要

		2022	2021	2020	2019	2018
		二零二二年	二零二一年	二零二零年	二零一九年	二零一八年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Net cash (used in)/ from operations	經營活動(所用)/ 所得現金淨額	53,902	(1,084)	92,921	117,246	93,833
Net cash (used in)/ from investing activities	投資活動(所用)/ 所得現金淨額	(134,710)	(96,625)	119,629	733,266	(423,564)
Net cash (used in)/ from financing activities	融資活動(所用)/ 所得現金淨額	(4,641)	228,103	(554,641)	(278,463)	397,157
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物 (減少)/增加淨額	(85,449)	130,394	(342,091)	572,049	67,426
Cash and cash equivalents	現金及現金等價物	358,166	444,093	314,265	656,290	84,241

TABLE 5: DETAILS OF INCOME FROM PROPERTY MANAGEMENT SERVICES

表格五：物業管理服務收入明細

		2022	2021	2020	2019	2018
		二零二二年	二零二一年	二零二零年	二零一九年	二零一八年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
By property types	按物業類型劃分					
Residential properties	住宅物業	536,607	413,079	358,819	257,054	178,102
Commercial and office buildings as well as urban service	商業及寫字樓、城市服務	85,179	56,832	51,010	39,917	19,761
By property developer	按物業開發商劃分					
Properties developed by Landsea Green Management	朗詩綠色管理開發的物業	223,855	215,984	211,743	183,622	151,960
Properties developed by joint ventures and associates of Landsea Green Management	朗詩綠色管理合聯營公司開發的物業	93,303	75,283	41,519	26,285	12,963
Properties receiving project management services from Landsea Green Management	朗詩綠色管理代建的物業	38,989	31,522	24,759	22,203	11,547
Properties developed by independent third-party	獨立第三方開發的物業	265,639	147,122	131,808	64,861	21,393

PARTICULARS OF INVESTMENT PROPERTIES

投資物業詳情

Location 地點	Nature of property 物業性質	Attributable interest of the Group 本集團應佔權益	Lease term 年期
28 underground parking spaces in Landsea International District No. 259, Changjiang Middle Road (長江中路) Zhonglou District Changzhou City Jiangsu Province 江蘇省 常州市 鐘樓區長江中路259號 朗詩國際街區地下28個車位	Parking space 車位	100% 100%	Medium-term lease 中期租約

