



**FULLSUN INTERNATIONAL  
HOLDINGS GROUP CO., LIMITED**  
福晟國際控股集團有限公司

(Incorporated in Bermuda with limited liability) (於百慕達註冊成立之有限公司)

**Stock Code 股份代號: 627**

**2022**

ANNUAL REPORT 年報



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# 公司資料

## CORPORATE INFORMATION

### 董事會 執行董事

潘浩然先生(行政總裁)

利錦榮先生

### 獨立非執行董事

江宇先生

鄭楨先生

邱伯瑜先生

### 審核委員會

鄭楨先生(主席)

江宇先生

邱伯瑜先生

### 薪酬委員會

鄭楨先生(主席)

潘浩然先生

邱伯瑜先生

### 提名委員會

邱伯瑜先生(主席)

潘浩然先生

鄭楨先生

### 公司秘書

徐靜女士

### 核數師

大信梁學濂(香港)會計師事務所有限公司

### 法律顧問

劉賀韋律師事務所有限法律責任合夥

(CMS德和信律師事務所聯盟)

### 主要往來銀行

恒生銀行有限公司

富邦銀行(香港)有限公司

中國建設銀行(亞洲)股份有限公司

交通銀行股份有限公司

### BOARD OF DIRECTORS

#### EXECUTIVE DIRECTORS

Mr. Pan Haoran (*Chief Executive Officer*)

Mr. Li Jinrong

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Kong Tat Yee

Mr. Zheng Zhen

Mr. Yau Pak Yue

#### AUDIT COMMITTEE

Mr. Zheng Zhen (*Chairman*)

Mr. Kong Tat Yee

Mr. Yau Pak Yue

#### REMUNERATION COMMITTEE

Mr. Zheng Zhen (*Chairman*)

Mr. Pan Haoran

Mr. Yau Pak Yue

#### NOMINATION COMMITTEE

Mr. Yau Pak Yue (*Chairman*)

Mr. Pan Haoran

Mr. Zheng Zhen

#### COMPANY SECRETARY

Ms. Xu Jing

#### AUDITOR

PKF Hong Kong Limited

#### LEGAL ADVISERS

Lau, Horton & Wise LLP

(*In association with CMS Hasche Sigle, Hong Kong LLP*)

#### PRINCIPAL BANKERS

Hang Seng Bank Limited

Fubon Bank (Hong Kong) Limited

China Construction Bank (Asia) Corporation Limited

Bank of Communications Co., Ltd.

### 註冊辦事處

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

### 主要營業地點

香港  
中環皇后大道中138號  
威享大廈18樓1811室

### 主要股份登記處

Conyers Corporate Services (Bermuda) Limited  
Clarendon House, 2 Church Street  
Hamilton HM11  
Bermuda

### 香港股份過戶登記分處

卓佳登捷時有限公司  
香港  
夏慤道16號  
遠東金融中心17樓

### 上市資料

香港聯合交易所有限公司  
普通股(股份代號: 627)

### 公司網址

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

### 投資者關係

電郵: [cs@fullsun.com.hk](mailto:cs@fullsun.com.hk)

### REGISTERED OFFICE

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

### PRINCIPAL PLACE OF BUSINESS

Room 1811, 18/F, V Heun Building,  
138 Queen's Road Central, Central,  
Hong Kong

### PRINCIPAL SHARE REGISTRAR

Conyers Corporate Services (Bermuda) Limited  
Clarendon House, 2 Church Street  
Hamilton HM11  
Bermuda

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

### LISTING INFORMATION

The Stock Exchange of Hong Kong Limited  
Ordinary Shares (Stock Code: 627)

### COMPANY WEBSITE

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

### INVESTOR RELATIONS

Email: [cs@fullsun.com.hk](mailto:cs@fullsun.com.hk)



# 釋義

## DEFINITIONS

| 簡稱      | 釋義                              | Term                     | Definition   |
|---------|---------------------------------|--------------------------|--|
| 董事會     | 董事會                             | Board                    | The board of the Directors   |
| 本公司     | 福晟國際控股集團有限公司                    | Company                  | Fullsun International Holdings Group Co., Limited  |
| 董事      | 本公司董事                           | Director(s)              | The directors of the Company   |
| 本集團     | 本公司連同其附屬公司                      | Group                    | The Company and its subsidiaries   |
| 香港      | 香港特別行政區                         | Hong Kong                | The Hong Kong Special Administrative Region  |
| 港元      | 港元                              | HK\$/HKD                 | Hong Kong dollars  |
| 上市規則    | 聯交所證券上市規則                       | Listing Rules            | The Rules Governing the Listing of Securities on the Stock Exchange  |
| 標準守則    | 上市發行人董事進行證券交易的標準守則              | Model Code               | Model Code for Securities Transactions by Directors of Listed Issuers  |
| 年度／年內   | 2022年1月1日至2022年12月31日           | Year/<br>During the Year | 1 January 2022 to 31 December 2022   |
| 中國／中國內地 | 中華人民共和國，就本報告而言，不包括香港、澳門特別行政區及台灣 | PRC/Mainland China       | The People's Republic of China, excluding Hong Kong, Macau Special Administrative Region and Taiwan for the purpose of this report |
| 過往年度    | 2021年1月1日至2021年12月31日           | Previous Year            | 1 January 2021 to 31 December 2021   |
| 人民幣     | 人民幣元                            | RMB                      | Renminbi Yuan  |
| 證券及期貨條例 | 證券及期貨條例                         | SFO                      | Securities and Futures Ordinance   |
| 股份      | 本公司普通股                          | Share(s)                 | Ordinary shares of the Company   |
| 聯交所     | 香港聯合交易所有限公司                     | Stock Exchange           | The Stock Exchange of Hong Kong Limited  |
| 美元      | 美元                              | USD                      | United States dollars  |

\*註：  
在本報告中，除非另有說明外，在中國註冊成立的公司的英文名稱翻譯僅供識別之用。

\*Note:  
For the purpose of this report and unless otherwise specified, the English translation of the name of the companies incorporated in the PRC are used for identification purpose only.

# 致股東

## STATEMENT TO SHAREHOLDERS

### 尊敬的各位股東：

本人謹代表董事會，呈報本集團截至2022年12月31日止年度業績。

去年，香港及中國內地的COVID-19疫情（「疫情」）繼續肆虐。中國內地於2022年首季度後期及整個第四季度的疫情嚴重。在實施嚴格的防控措施下，中國內地封鎖多個城市。因此，本集團於中國內地的表現無可避免受到重大影響，2022年銷售營業額下降。

從宏觀經濟角度而言，中國仍然面對嚴峻複雜的國內外環境。於2023年，由於中國政府的物業監管政策及融資受到嚴格審查，房地產行業仍處於充滿挑戰的環境中。

### 展望

展望2023年，管理層預期資本重組、認購事項及計劃（統稱為「重組交易」）將會完成。重組交易的詳情載於本公司日期為2022年5月13日、2022年6月13日、2022年7月14日、2022年8月12日、2022年9月12日、2022年10月3日、2022年11月3日、2022年12月2日、2022年12月18日、2023年1月5日、2023年2月3日、2023年3月3日及2023年3月23日的公告內。

香港及中國內地放寬絕大部份防疫措施，經濟及社會活動逐步復常。物業市場的前景應會改善。中央政府實行的財政及貨幣政策在推動穩定經濟及社會發展方面繼續發揮成效。新推出的措施支持房地產市場持續發展成支柱行業，預期對經濟帶來刺激作用。

本集團堅持專注發展核心業務，同時繼續發掘行內具業務拓展潛力的項目。隨著大灣區發展日漸成熟，本集團放眼此處，把握業務發展機遇。儘管預期房地產融資將會繼續收緊，我們仍尋求不同的方法為到期債務進行再融資，並盡力降低本集團的融資成本水平。隨著市場復甦，本集團會爭取發展機會，參與優質地段的項目，提升本集團的盈利能力並為股東締造更理想的回報。

最後，謹代表集團董事會，為各股東及員工的支持，致以由衷謝意！

執行董事兼行政總裁  
潘浩然  
香港，2023年3月31日

### Dear Shareholders,

On behalf of the Board, I hereby present the annual results of the Group for the year ended 31 December 2022.

During the last year, the COVID-19 pandemic (the "Pandemic") continued to rage in Hong Kong and Mainland China. In Mainland China, it had severe outbreaks of the Pandemic in the late first quarter and for the whole fourth quarter of 2022. Under the strict prevention and control measures of Mainland China, many cities were locked down. Inevitably, the Group's performance in Mainland China had greatly been affected with a decrease in sales revenue in 2022.

In view of the macro economy, China still faced complicated domestic and international environment. In 2023, the real estate industry is still in the challenging environment due to the property regulatory policies of the PRC Government and financing under scrutiny.

### PROSPECTS

Looking forward to 2023, the management expects the capital re-organisation, the subscription and the scheme (collectively referred as "Restructuring Transactions") will be completed. The details of the Restructuring Transactions were disclosed in the announcements of the Company dated 13 May 2022, 13 June 2022, 14 July 2022, 12 August 2022, 12 September 2022, 3 October 2022, 3 November 2022, 2 December 2022, 18 December 2022, 5 January 2023, 3 February 2023, 3 March 2023 and 23 March 2023, respectively.

The relaxation of almost anti-pandemic measures in Hong Kong and Mainland China and economic and social activities have gradually resumed. The outlook for the property markets should be improved. Fiscal and monetary policies implemented by the Central Government continue to play a role in promoting steady economic and social development. New measures have been launched to support the continuous development of the real estate market as a pillar industry and are expected to have a stimulating effect on the economy.

The Group will continue to focus on developing our core business. We continuously explore projects that hold the potential for business expansion in the industry. As the Greater Bay Area gradually matures, we closely monitor the region and seize business development opportunities that arise. Although it is predicted that the real estate financing will continue to tighten, we still seek for different means to refinance mature debts and seek to reduce the level of finance costs level of the Group. As the market recovers, the Group will seek for development opportunities and consider to participate in projects in high quality locations in order to improve the profitability of the Group and aim of delivering better returns to our shareholders.

Last but not least, on behalf of the Board, I would like to express my sincere gratitude to all shareholders and employees for supporting the Group.

Pan Haoran  
Executive Director and Chief Executive Officer  
Hong Kong, 31 March 2023

# 管理層討論與分析

## MANAGEMENT DISCUSSION AND ANALYSIS

### 業務回顧

### BUSINESS REVIEW

於2022年12月31日，本集團持作發展／銷售項目明細如下：

Breakdown of the projects held for development/sales of the Group as at 31 December 2022 was as follows:

| 項目   | 位置                      | 總建築面積 <sup>(1)</sup><br>(平方米)        | 權益       | 應佔總建築面積 <sup>(1)</sup><br>(平方米)<br>Total GFA <sup>(1)</sup><br>attributable to<br>the shareholding | 項目類型<br>(附註)              | 預計建成年份                      |
|--|-------------------------|--------------------------------------|----------|--|---------------------------|-----------------------------|
| Project  | Location                | Total GFA <sup>(1)</sup><br>(sq. m.) | Interest | Total GFA <sup>(1)</sup><br>(sq. m.)   | Type of project<br>(Note) | Expected<br>completion year |
| <b>湖南省長沙市</b>                                      |                         |                                      |          |  |                           |                             |
| <b>Changsha City, Hunan Province</b>               |                         |                                      |          |  |                           |                             |
| 錢隆首府<br>Qianlong Premier Mansion                   | 天心區<br>Tianxin District | 103                                  | 100%     | 103  | R                         | 已竣工<br>Completed            |
| 錢隆世家<br>Qian Royal Family                          | 開福區<br>Kaifu District   | 40,465                               | 100%     | 40,465   | C/R/A                     | 已竣工<br>Completed            |
| 錢隆國際<br>Qianlong International                     | 開福區<br>Kaifu District   |                                      |          |  |                           |                             |
| 一期<br>Phase 1                                      |                         | 13,082                               | 100%     | 13,082   | C                         | 已竣工<br>Completed            |
| 二期<br>Phase 2                                      |                         | 23,584                               | 100%     | 23,584   | C/R/A                     | 已竣工<br>Completed            |
| 興汝金城<br>Xingru Jincheng                            | 天心區<br>Tianxin District |                                      |          |  |                           |                             |
| 三期<br>Phase 3                                      |                         | 197,379                              | 51%      | 100,663  | C/R                       | 不適用<br>N/A                  |
| 福晟國際金融中心<br>Fullsun International Financial Centre | 岳麓區<br>Yuelu District   | 98,727                               | 100%     | 98,727   | C                         | 已竣工<br>Completed            |
| 克拉美麗山莊<br>Kela Meili Shanzhuang                    | 天心區<br>Tianxin District |                                      |          |  |                           |                             |
| 一期<br>Phase 1                                      |                         | 14,445                               | 100%     | 14,445   | C/R                       | 已竣工<br>Completed            |
| 二期<br>Phase 2                                      |                         | 32,470                               | 100%     | 32,470   | C/R                       | 已竣工<br>Completed            |
| 三期<br>Phase 3                                      |                         | 90,965                               | 100%     | 90,965   | C/R/A                     | 已竣工<br>Completed            |
| 亞太暮雲大道項目<br>Yatai Muyun Road Project               | 天心區<br>Tianxin District | 26,792                               | 100%     | 26,792   | C/R/A                     | 已竣工<br>Completed            |
| 福晟翡翠灣<br>Fullsun Emerald Bay                       | 岳麓區<br>Yuelu District   | 159,308                              | 100%     | 159,308  | C/R/A                     | 已竣工<br>Completed            |

業務回顧(續)

BUSINESS REVIEW (Continued)

| 項目   | 位置                                    | 總建築面積 <sup>(1)</sup><br>(平方米)        | 權益       | 應佔總建築面積 <sup>(1)</sup><br>(平方米)   | 項目類型<br>(附註)              | 預計建成年份                      |
|--|---------------------------------------|--------------------------------------|----------|---|---------------------------|-----------------------------|
| Project  | Location                              | Total GFA <sup>(1)</sup><br>(sq. m.) | Interest | Total GFA <sup>(1)</sup><br>attributable to<br>the shareholding<br>(sq. m.) | Type of project<br>(Note) | Expected<br>completion year |
| <b>福建省寧德市</b>  |                                       |                                      |          |   |                           |                             |
| <b>Ningde City, Fujian Province</b>                                      |                                       |                                      |          |   |                           |                             |
| 寧德福晟碧桂園·天驕<br>Ningde Fullsun Country Garden<br>· Tianjiao                | 蕉城區<br>Jiaocheng District             | 575                                  | 34%      | 196   | C/R                       | 已竣工<br>Completed            |
| <b>上海市</b>   |                                       |                                      |          |   |                           |                             |
| <b>Shanghai City</b>   |                                       |                                      |          |   |                           |                             |
| 前灘·福晟錢隆廣場 <sup>□</sup><br>Qiantan · Fusheng Qianlong Square <sup>□</sup> | 浦東新區<br>Pudong<br>New District        | 60,840                               | 20%      | 12,168  | C/R                       | 已竣工<br>Completed            |
| <b>浙江省嘉興市</b>  |                                       |                                      |          |   |                           |                             |
| <b>Jiaxing City, Zhejiang Province</b>                                   |                                       |                                      |          |   |                           |                             |
| 富麗廣場<br>Fuli Plaza   | 嘉興港區<br>Jiaxing Port District         |                                      |          |   |                           |                             |
| 一期<br>Phase 1  |                                       | 54,036                               | 75%      | 40,527  | C/R/A                     | 已竣工<br>Completed            |
| 二期<br>Phase 2  |                                       | 75,453                               | 75%      | 56,590  | C/A                       | 不適用<br>N/A                  |
| <b>廣東省中山市</b>  |                                       |                                      |          |   |                           |                             |
| <b>Zhongshan City,<br/>Guangdong Province</b>                            |                                       |                                      |          |   |                           |                             |
| 福晟·錢隆灣畔<br>Fullsun · Qianlong Bay  | 火炬開發區<br>Torch<br>Development<br>Zone | 5,806                                | 100%     | 5,806   | C/R                       | 已竣工<br>Completed            |
| <b>香港</b>  |                                       |                                      |          |   |                           |                             |
| <b>Hong Kong</b>   |                                       |                                      |          |   |                           |                             |
| 晟林(附註2)<br>La Salle Residence (Note 2)                                   | 何文田<br>Ho Man Tin                     | 1,790                                | 100%     | 1,790   | R                         | 已竣工<br>Completed            |
|  |                                       | 394,030                              |          | 715,891   |                           |                             |

(1) 總建築面積(「總建築面積」)指(i)已竣工物業可供銷售總建築面積及可出租總建築面積、(ii)開發中物業的總建築面積、(iii)持作未來開發物業的總建築面積及(iv)停車場、配套設施及其他總建築面積的總和。

(2) 該等接管人於2022年1月接管該項目，該項目的總建築面積已排除在外。

附註：

C 指商業

R 指住宅

A 指公寓

□ 本項目由本集團通過本集團一間合營公司擁有

(1) Total GFA represents the sum of (i) gross floor area (“GFA”) available for sale and total leasable GFA for completed properties, (ii) GFA for properties under development, (iii) GFA for properties held for future development and (iv) GFA of car parks, ancillary and others.

(2) The project was taken over by the receivers in January 2022, the total GFA of this project was excluded.

Note:

C represents commercial

R represents residential

A represents apartments

□ This project is owned by the Group through a joint venture of the Group



# 管理層討論與分析

## MANAGEMENT DISCUSSION AND ANALYSIS

### 業務回顧(續)

於2022年12月31日，本集團的投資物業詳情如下：

### BUSINESS REVIEW (Continued)

Details of investment properties of the Group as at 31 December 2022 was as follows:

| 項目   | 位置                    | 總建築面積 <sup>(2)</sup><br>(平方米)        | 權益       | 應佔總建築面積 <sup>(2)</sup><br>(平方米)<br>Total GFA <sup>(2)</sup><br>attributable to<br>the shareholding | 項目類型<br>(附註)              | 租賃類別                 |
|--|-----------------------|--------------------------------------|----------|--|---------------------------|----------------------|
| Project  | Location              | Total GFA <sup>(2)</sup><br>(sq. m.) | Interest | (sq. m.)   | Type of project<br>(Note) | Category<br>of lease |
| <b>湖南省長沙市</b>                                      |                       |                                      |          |  |                           |                      |
| <b>Changsha City, Hunan Province</b>               |                       |                                      |          |  |                           |                      |
| 福晟國際金融中心<br>Fullsun International Financial Centre | 岳麓區<br>Yuelu District | 45,705                               | 100%     | 45,705   | C                         | 中期<br>Medium         |
| <b>福建省福州市</b>                                      |                       |                                      |          |  |                           |                      |
| <b>Fuzhou City, Fujian Province</b>                |                       |                                      |          |  |                           |                      |
| 錢隆公館<br>Qianlong Gongguan                          | 閩侯縣<br>Minhou County  | 241                                  | 100%     | 241  | C                         | 中期<br>Medium         |
|  |                       | 45,946                               |          | 45,946   |                           |                      |

(2) 總建築面積指(i)已竣工物業可供銷售總建築面積及可出租總建築面積及(ii)停車場、配套設施及其他總建築面積的總和。

(2) Total GFA represents the sum of (i) GFA available for sale and total leasable GFA for completed properties and (ii) GFA of carparks, ancillary and others.

附註：  
C 指商業

Note:  
C represents commercial

年內，本集團總收入約人民幣1,793,763,000元，較截至2021年12月31日止年度(「過往年度」)減少18.5%(過往年度：人民幣2,200,196,000元)。

During the Year, the total revenue of the Group was approximately RMB1,793,763,000, decreased by 18.5% as compared to that of the year ended 31 December 2021 (the "Previous Year") (Previous Year: RMB2,200,196,000).

年內，本公司擁有人應佔年內虧損為人民幣663,554,000元(過往年度：本公司擁有人應佔年內虧損人民幣579,754,000元)。

During the Year, loss for the year attributable to owners of the Company was RMB663,554,000 (Previous Year: Loss for the year attributable to owners of the Company RMB579,754,000).

年內，每股基本虧損為人民幣5.84分(過往年度：每股基本虧損人民幣5.10分)。年內，每股攤薄虧損為人民幣5.84分(過往年度：每股攤薄虧損人民幣5.10分)。

During the Year, the basic loss per share was RMB5.84 cents (Previous Year: basic loss per share RMB5.10 cents). During the Year, the diluted loss per share was RMB5.84 cents (Previous Year: diluted loss per share RMB5.10 cents).

於2022年12月31日，本集團擁有13項發展中及待售的項目，總建築面積約894,030平方米，本集團應佔總建築面積約715,891平方米。本集團另持有2項投資物業，本集團應佔總建築面積45,946平方米。

As at 31 December 2022, the Group owned 13 projects under development and for sale and had a total gross floor area of approximately 894,030 sq.m. with gross floor area attributable to the Group of approximately 715,891 sq.m.. The Group also owned 2 investment properties with gross floor area attributable to the Group of 45,946 sq.m..

## 合約銷售

年內，本集團的合約銷售額約人民幣1.86億元(過往年度：約人民幣4.63億元)。

約人民幣15.8億元之合約負債預計於未來12個月內確認為收入，視乎物業擁有權實際轉移予客戶的時間而定。

## 物業發展

年內，物業銷售收入約人民幣1,793,263,000元(過往年度：人民幣2,198,956,000元)。

年內，物業銷售收入主要來自不同地區的若干項目。位於中國內地的錢隆國際、寧德福晟碧桂園·天驕、錢隆世家、克拉美麗山莊及富麗廣場。年內確認的銷售額較過往年度減少18.4%，乃由於年內需求下降。

年內下半年，整體毛利率下降，年內毛損率約16.7%(過往年度毛利率：11.1%)，此乃由於年內交付毛利率較低的物業以及中國疫情嚴重所致。

## 物業投資

年內租金收入約人民幣500,000元(過往年度：人民幣1,240,000元)。租金收入主要來自物業長沙福晟國際金融中心。由於於年內上半年經濟不穩，若干租戶遷出，故租金收入下降。年內，由於中國COVID-19疫情爆發的不利影響，本集團投資物業組合的公允價值損失約為人民幣36,881,000元。於過往年度，公允價值損失約為人民幣106,764,000元，此乃由於本集團於2021年9月出售企業廣場三期之時香港整體經濟環境的惡化及受中國和香港兩地COVID-19疫情不利影響所致。

## 營運開支

年內，銷售及分銷費用約人民幣42,822,000元(過往年度：人民幣66,074,000元)，按相關費用除以年內收入計算的費用收入比率為2.39%(過往年度：3.00%)。年內，行政開支約為人民幣55,610,000元(過往年度：人民幣52,582,000元)，按相關費用除以年內收入計算的費用收入比率為3.10%(過往年度：2.39%)。營運開支減少乃由於年內營運的有效成本控制所致。

## CONTRACTED SALES

During the Year, the Group had contracted sales of approximately RMB186 million (Previous Year: approximately RMB463 million).

Approximately RMB1.58 billion of contract liabilities is estimated to be recognised as income in the coming 12 months upon the time of the actual transfer of the title of the properties to customers.

## PROPERTY DEVELOPMENT

During the Year, revenue from sales of properties was approximately RMB1,793,263,000 (Previous Year: RMB2,198,956,000).

The revenue from sales of properties was mainly contributed by projects in different regions during the Year. Qianlong International, Ningde Fullsun Country Garden · Tianjiao, Qianlong Royal Family, Kela Meili Shanzhuang and Fuli Plaza in the Mainland China. The recognised sales during the Year has decreased by 18.4% as compared to that of the Previous Year due to weakened demand during the Year.

During the Year, the overall gross margin was harmed during the second half of the Year and gross loss ratio was approximately 16.7% (Previous Year: gross profit ratio of 11.1%) due to properties with lower margin and serious outbreak of the pandemic in the PRC delivered during the Year.

## PROPERTY INVESTMENT

Rental income for the Year was approximately RMB500,000 (Previous Year: RMB1,240,000). Rental income was mainly contributed by the premises Fullsun International Financial Centre in Changsha. Due to the uncertain economy during the first half of the Year, certain tenants moved out so rental income has dropped. During the Year, the fair value loss on the Group's investment properties portfolio was approximately RMB36,881,000 due to the adverse impact of the COVID-19 pandemic in the PRC. For the Previous Year, the fair value loss was approximately RMB106,764,000 due to the deterioration of the overall economic environment in Hong Kong when the Group disposed the Enterprise Square III in September 2021 and the adverse impact of the COVID-19 pandemic in both the PRC and Hong Kong.

## OPERATING EXPENSES

During the Year, the selling and distribution expenses was approximately RMB42,822,000 (Previous Year: RMB66,074,000), the cost-income ratio calculated as the relevant expenses divided by the revenue for the Year was 2.39% (Previous Year: 3.00%). During the Year, the administrative expenses was approximately RMB55,610,000 (Previous Year: RMB52,582,000), the cost-income ratio calculated as the relevant expenses divided by the revenue for the Year was 3.10% (Previous Year: 2.39%). The decrease in operating expenses was due to the effective cost control of the operation during the Year.

### 融資成本

融資成本包括銀行及其他借貸利息、租賃負債利息及合約負債利息減發展中物業資本化的利息金額。年內融資成本約為人民幣136,954,000元(過往年度：人民幣122,136,000元)。

### 所得稅開支

年內，所得稅開支約人民幣53,397,000元(過往年度：人民幣117,168,000元)。所得稅開支減少主要由於年內本集團中國附屬公司的稅損狀況撥備因此減少計提中國企業所得稅撥備所致。

### 股息

董事會不建議就年內派付任何末期股息(過往年度：無)。

### 流動資金、財務資源及資本負債比率

於2022年12月31日，銀行結餘及現金約為人民幣183,449,000元(2021年：人民幣277,168,000元)，其主要以人民幣及港元計值。本集團銀行及其他借貸總額約為人民幣2,704,114,000元(2021年：人民幣3,017,367,000元)，並按固定利率計息及以人民幣及港元計值。於2022年12月31日，本集團銀行及其他借貸總額除以資產總值為32.0%(2021年：30.3%)。於2022年12月31日，按借貸總額減銀行結餘及現金以及受限制銀行存款金額除以本集團權益總額計算的淨資本負債比率為1,104.2%(2021年：268.1%)。

於2022年12月31日，本集團流動資產(包括於取消合併附屬公司之權益)約為人民幣7,616,001,000元(2021年：人民幣9,086,867,000元)，而流動負債約為人民幣7,916,622,000元(2021年：人民幣8,698,668,000元)。本集團於2022年12月31日的淨資產約為人民幣227,334,000元(2021年：淨資產約人民幣948,346,000元)，減少約76%。

### FINANCE COSTS

Finance costs comprised of interest on bank and other borrowings, interest on lease liabilities and interest on contract liabilities less the amount of capitalised interest relating to properties under development. The finance costs was approximately RMB136,954,000 for the Year (Previous Year: RMB122,136,000).

### INCOME TAX EXPENSE

During the Year, income tax expense amounted to approximately RMB53,397,000 (Previous Year: RMB117,168,000). The decrease in income tax expense was mainly due to the provision of tax loss position of the Group's PRC subsidiaries and so less PRC EIT provision made during the Year.

### DIVIDEND

The Board does not recommend the payment of any final dividend for the Year (Previous Year: Nil).

### LIQUIDITY, FINANCIAL RESOURCE AND GEARING RATIO

As at 31 December 2022, bank balances and cash amounted to approximately RMB183,449,000 (2021: RMB277,168,000), which were principally denominated in RMB and HKD. The Group had total bank and other borrowings of approximately RMB2,704,114,000 (2021: RMB3,017,367,000) which carried interest at fixed interest rates and were denominated in RMB and HKD. The Group's total bank and other borrowings divided by total assets as at 31 December 2022 was 32.0% (2021: 30.3%). The net gearing ratio calculated as total borrowings and less of amounts of bank balances and cash and restricted bank deposits divided by total equity of the Group as at 31 December 2022 was 1,104.2% (2021: 268.1%).

As at 31 December 2022, the Group had current assets (including interests in deconsolidated subsidiaries) of approximately RMB7,616,001,000 (2021: RMB9,086,867,000) and current liabilities of approximately RMB7,916,622,000 (2021: RMB8,698,668,000). The net assets of the Group as at 31 December 2022 was approximately RMB227,334,000 (2021: net assets of approximately RMB948,346,000) decreased by approximately 76%.

## 匯率波動風險

本集團的主要業務營運及投資位於中國及香港。於2022年12月31日，所有未償還貸款餘額以人民幣及港元計值。本集團面對人民幣、美元及港元的匯率波動風險，惟由於本集團認為其潛在匯率風險有限，故並未訂立任何工具對沖匯率風險。然而，本集團會密切注意匯率波動，並將採取適當行動以降低匯率風險。

## 主要風險及不確定因素

本集團的業務、財務狀況或經營業績受下列多項主要風險及不確定因素影響，並可能會有其他風險或不確定因素，包括本集團並未知悉或本集團目前認為並不重大，但未來可能影響本集團的風險。

本集團大部分資產位於中國，而本集團大部分收入亦來自中國。因此，本集團業務在許多方面受到多項政府法規所規限，極易受到中國監管環境變動所影響。該等法規可能會對本集團的業務、經營業績及財務狀況造成重大影響。

本集團業務亦承受與中國經濟及全球經濟狀況直接有關的市場風險（包括但不限於利率及外幣風險）、信貸風險及流動資金風險。本集團的財務風險管理分析載於本年報綜合財務報表附註38。

## 資產抵押及或然負債

本集團的資產抵押及或然負債於本年報的綜合財務報表附註39及43披露。

## 其他承擔

本集團其他承擔披露於本年報綜合財務報表附註41。

## 重大投資或資本資產的未來計劃

於本年報日期，本集團並無任何有關重大投資或資本資產的計劃。

## EXPOSURE TO FLUCTUATIONS IN EXCHANGE RATES

The Group's principal business operations and investments are in the PRC and Hong Kong. As at 31 December 2022, all outstanding balances of its loans are denominated in RMB and HKD. The Group is exposed to fluctuations in the foreign exchange rates of the RMB, USD and HKD, but does not have any instruments to hedge its exposure to foreign exchange rates as it considers the potential exposure to foreign exchange rate risks is limited. The Group nonetheless closely monitors the fluctuations in exchange rates and will take appropriate actions to reduce the exchange rate exposure.

## KEY RISKS AND UNCERTAINTIES

The Group's business, financial conditions or results of operations are affected by a number of key risks and uncertainties outlined below. There may be other risks or uncertainties, including those which are not known to the Group or which the Group currently deems to be immaterial but may affect the Group in future.

The majority of the Group's assets are located in the PRC, and the majority of the Group's revenue is derived from the PRC. As a result, the Group is subject to extensive government regulations in most aspects of its operations and is highly susceptible to changes in the regulatory environment in the PRC. Those regulations may have a significant impact on the Group's business, operating results and financial condition.

The Group's business also exposes to market risk (including but not limited to interest rate and foreign currency risk), credit risk and liquidity risk which are directly related to the economic condition of the PRC and the global economy. An analysis of the Group's financial risk management is provided in note 38 to the consolidated financial statements in this Annual Report.

## PLEDGE OF ASSETS AND CONTINGENT LIABILITIES

The pledge of assets and contingent liabilities of the Group are disclosed in the notes 39 and 43 to the consolidated financial statements in this Annual Report.

## OTHER COMMITMENTS

The other commitments of the Group is disclosed in the note 41 to the consolidated financial statements in this Annual Report.

## FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

As at the date of this Annual Report, the Group did not have any plans for material investments or capital assets.



### 巨額投資、重大收購及出售事項

除本報告披露者外，本集團年內並無任何巨額投資、重大收購及出售事項。

### 股本

於2022年1月1日及2022年12月31日，本公司已發行股份數目均為11,365,386,067股。

### 訴訟

於2022年3月19日，本公司接獲銀順(香港)投資有限公司(「銀順」)針對本公司向百慕達高等法院(「百慕達法院」)提出的清盤呈請(「呈請」)，內容有關其指稱本公司未能根據本公司以銀順為受益人作出日期為2019年8月21日的擔保以擔保人身份促使償還欠負的本金及應付利息(「隆通違約借貸」)。呈請延期並將於2023年7月14日上午9時30分(百慕達時間)於百慕達法院聆訊。詳情載於本公司日期為2023年4月14日的公告。倘若授出呈請，清盤開始後就本公司財產(包括據法權產)作出的任何產權處置，以及任何股份轉讓、本公司成員地位的任何變更或後段所述的重組交易，除非百慕達法院另有命令，否則均屬無效。

本集團非全資間接附屬公司湖南興汝城房地產開發有限公司(「湖南興汝」)接獲湖南省長沙市中級人民法院(「長沙法院」)發出的民事判決書，當中長沙法院接納若干債權人(「湖南興汝債權人」)就湖南興汝破產清算的申請，理據為湖南興汝未能償還其欠負湖南興汝債權人的若干債務。有關判決於2023年1月17日生效。詳情載於本公司日期為2023年2月12日的公告。

### 員工及薪酬政策

於2022年12月31日，本集團有106名員工，包括董事。員工薪酬乃參考市場基準後釐定，符合業內同類職務的薪酬水平。員工因應個人表現酌情獲發年終花紅。本集團根據相關法律及法規提供福利。本集團的中國員工為中國政府營運的國家管理退休福利計劃的成員，而香港員工乃香港強制性公積金計劃的成員。

### SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSALS

Save as disclosed herein, the Group did not have any significant investments, material acquisitions and disposals during the Year.

### SHARE CAPITAL

The number of issued Shares as at 1 January 2022 and 31 December 2022 were both 11,365,386,067 Shares.

### LITIGATION

On 19 March 2022, the Company received a winding up petition (the "Petition") filed by Harbor Sure (HK) Investments Limited ("Harbor Sure") with the Supreme Court of Bermuda (the "Bermuda Court") against the Company in respect of the Company's alleged failure as guarantor, pursuant to a guarantee dated 21 August 2019 given by the Company in favour of Harbor Sure, to pay the outstanding principal and interest payables (the "Vivalink Defaulted Borrowing"). The Petition had been adjourned and will be heard before the Bermuda Court at 09:30 a.m. on 14 July 2023 (Bermuda time). Details are set out in the Company's announcement dated 14 April 2023. Should the Petition be granted, any disposition of the property of the Company, including things in action, and any transfer of Shares, alteration in the status of the members of the Company or the restructuring transactions mentioned in the subsequent paragraph, made after the commencement of the winding-up shall be void unless the Bermuda Court otherwise orders.

Hunan Xingrucheng Real Estate Development Co., Ltd. (湖南興汝城房地產開發有限公司) ("Hunan Xingru"), a non-wholly owned indirect subsidiary of the Group, received a civil judgment letter issued by Changsha City Intermediate People's Court (湖南省長沙市中級人民法院) (the "Changsha Court"), whereby the Changsha Court accepted the application of several creditors (the "Hunan Xingru Creditors"), for the winding-up of Hunan Xingru on the ground that Hunan Xingru was unable to repay various debts owing from it to the Hunan Xingru Creditors. The judgment took effect on 17 January 2023. Details are set out in the Company's announcement dated 12 February 2023.

### EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2022, the Group had 106 employees, including the Directors. Remuneration of employees is determined by reference to the market terms and commensurate with the level of pay for similar positions within the industry. Discretionary year-end bonuses are payable to employees based on individual performance. The Group provides benefits in accordance with the relevant laws and regulations. The employees of the Group in the PRC are members of a state-managed retirement benefit scheme operated by the government of the PRC, and the employees in Hong Kong are members of the Mandatory Provident Fund Scheme of Hong Kong.

## 員工及薪酬政策(續)

本集團按照強制性公積金計劃條例，為所有合資格參與強制性公積金計劃(「強積金計劃」)的香港僱員設立界定供款退休福利計劃。本集團及其香港僱員各自須向強積金計劃作出供款，金額為僱員有關收入之5%，上限為每月1,500港元。

本集團在中國經營的附屬公司之僱員須參與由當地市政府運作的中央養老金計劃(「中央養老金計劃」)。根據有關規例，本集團內各公司應承擔的供款主要根據僱員基本薪金的百分比釐定，惟須受若干上限所規限。年內及過往年度，中央養老金計劃的適用百分比列示如下：

|       | 百分比        |                        | Percentage |
|-------|------------|------------------------|------------|
| 養老金保險 | 12.0-20.0% | Pension insurance      | 12.0–20.0% |
| 醫療保險  | 5.2-10.5%  | Medical insurance      | 5.2–10.5%  |
| 失業保險  | 0.32-1.5%  | Unemployment insurance | 0.32–1.5%  |
| 住房公積金 | 5.0-12.0%  | Housing fund           | 5.0–12.0%  |

本集團對強積金計劃及中央養老金計劃作出的供款，均立即全數歸僱員所有。於年內及過往年度，本集團並無沒收供款，亦無動用有關被沒收供款來減少日後供款。於2022年及2021年12月31日，並無任何被沒收供款可供本集團用於降低對強積金計劃及中央養老金計劃的現有供款水平。

## 報告期後事項

報告期後事項詳情載於本年報綜合財務報表附註48。

## EMPLOYEES AND REMUNERATION POLICY

(Continued)

The Group operates a defined contribution retirement benefit plan under the Mandatory Provident Fund Schemes Ordinance for all of its employees in Hong Kong who are eligible to participate in the Mandatory Provident Fund Scheme (the “MPF Scheme”). The Group and its employees in Hong Kong are each required to make contributions to the MPF Scheme at 5% of the employees’ relevant income and capped at HK\$1,500 per month.

The employees of the Group’s subsidiaries which operate in the PRC are required to participate in the central pension schemes operated by the local municipal governments (the “Central Pension Schemes”). According to the relevant regulations, contributions that should be borne by the companies within the Group are principally determined based on percentages of the basic salaries of employees, subject to certain ceilings imposed. The applicable percentages for the Central Pension Schemes for the Year and Previous Year are listed below:

The Group’s contributions to the MPF Scheme and the Central Pension Schemes vest fully and immediately with the employees. During the Year and Previous Year, there were neither contributions forfeited by the Group nor had there been any utilisation of such forfeited contributions to reduce future contributions. As at 31 December 2022 and 2021, there were no forfeited contributions which were available for utilisation by the Group to reduce the existing level of contributions to the MPF Scheme and the Central Pension Schemes.

## EVENTS AFTER THE REPORTING PERIOD

Details of events after the Reporting Period are set out in the note 48 to the consolidated financial statements in this Annual Report.

# 董事會報告

## REPORT OF THE DIRECTORS

董事會欣然呈本集團年內的年報及經審核綜合財務報表。

### 主要業務

本公司的主要業務為投資控股。本公司主要附屬公司詳情及主要業務載於綜合財務報表附註46。本集團的主要業務為中國及香港的物業發展及銷售以及物業投資。

### 業績及股息

年內，本集團業績及現金流量以及本集團於2022年12月31日的財務狀況載於本年報第48至178頁的綜合財務報表。

董事會並不建議就年內派付任何末期股息。

### 股息政策

本公司於2018年12月31日採納一項股息政策。董事會於建議或宣派股息前須考慮以下因素：

- 財務業績；
- 現金流量情況；
- 業務狀況及策略；
- 未來營運及盈利；
- 資本需求及支出計劃；
- 股東權益；
- 根據適用法律、相關法規及本公司的公司細則（「公司細則」）派付股息的任何限制；及
- 董事會可能認為相關的其他因素。

### 業務回顧

本集團業務回顧的討論載於本年報「管理層討論與分析」。

### 主要物業

本集團於2022年12月31日所擁有主要物業載於本年報第6至8頁。

### 物業、廠房及設備

年內，本集團的物業、廠房及設備變動詳情載於綜合財務報表附註17。

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

### PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details and principal activities of the Company's principal subsidiaries are set out in note 46 to the consolidated financial statements. The principal activities of the Group are development and sale of properties and property investment in the PRC and Hong Kong.

### RESULTS AND DIVIDENDS

The results and the cash flows of the Group for the Year and the financial position of the Group as at 31 December 2022 are set out in the consolidated financial statements on pages 48 to 178 of this Annual Report.

The Board does not recommend the payment of any final dividend for the Year.

### DIVIDEND POLICY

The Company has adopted a dividend policy on 31 December 2018. The Board shall consider the following factors before recommending or declaring dividends:

- financial results;
- cash flow situation;
- business conditions and strategies;
- future operations and earnings;
- capital requirements and expenditure plans;
- interests of shareholders;
- any restrictions on payment of dividends under the applicable laws, the relevant regulations and the Company's Bye-laws (the "Bye-laws"); and
- other factors that the Board may consider relevant.

### BUSINESS REVIEW

A discussion of the business review of the Group is set out in the section headed "Management Discussion and Analysis" of this Annual Report.

### PRINCIPAL PROPERTIES

The principal properties owned by the Group as at 31 December 2022 are set out on pages 6 to 8 of this Annual Report.

### PROPERTY, PLANT AND EQUIPMENT

Details of the movements in the property, plant and equipment of the Group during the Year are set out in note 17 to the consolidated financial statements.

## 銀行貸款及其他貸款

本集團於2022年12月31日的銀行貸款及其他貸款詳情載於綜合財務報表附註30。

## 資本化利息

年內，有關本集團資本化利息的詳情載於綜合財務報表附註11。

## 股本

年內，本公司的股本變動詳情載於綜合財務報表附註32。

## 本公司可分派儲備

年內，本公司的儲備變動詳情載於綜合財務報表附註47。

於2022年12月31日，本公司的可供分派儲備為人民幣975,000元（2021年12月31日：人民幣669,058,000元）。

## 慈善捐款

年內，本集團並無作出慈善捐款（過往年度：人民幣零元）。

## 主要客戶及供應商

年內，本集團五大客戶合共佔本集團總收益約2.02%（過往年度：4.41%），而最大客戶則佔本集團總收入約0.7%（過往年度：2.3%）。年內，本集團五大供應商合共佔本集團採購總額約51.3%（過往年度：80.9%），而最大供應商則佔本集團採購總額約37.2%（過往年度：48.8%）。

據董事所知，董事、董事的聯繫人或本公司股東（就董事所知，其擁有本公司股本逾5%）於年內任何時間概無於本集團任何五大供應商或客戶中擁有權益。

## BANK LOANS AND OTHER LOANS

Details of bank loans and other loans of the Group as at 31 December 2022 are set out in note 30 to the consolidated financial statements.

## INTEREST CAPITALISED

Details relating to the interest capitalised by the Group during the Year are set out in note 11 to the consolidated financial statements.

## SHARE CAPITAL

Details of the movements in the share capital of the Company during the Year are set out in note 32 to the consolidated financial statements.

## DISTRIBUTABLE RESERVES OF THE COMPANY

Details of the movements in the Company's reserves during the Year are set out in note 47 to the consolidated financial statements.

At 31 December 2022, the Company had distributable reserves amounting to RMB975,000 (31 December 2021: RMB669,058,000).

## CHARITABLE DONATIONS

No donation for charitable purposes were made by the Group during the Year (Previous Year: RMB Nil).

## MAJOR CUSTOMERS AND SUPPLIERS

During the Year, the five largest customers of the Group together accounted for approximately 2.02% (Previous Year: 4.41%), with the largest customer accounted for approximately 0.7% (Previous Year: 2.3%) of the Group's total revenue. The five largest suppliers of the Group together accounted for approximately 51.3% (Previous Year: 80.9%), with the largest supplier accounted for approximately 37.2% (Previous Year: 48.8%) of the Group's total purchases during the Year.

To the best of the Directors' knowledge, at no time during the Year did a Director, an associate of a Director or a shareholder of the Company (which to the knowledge of the Directors owns more than 5% of the Company's share capital) had an interest in any of the Group's five largest suppliers or customers.



### 優先購買權

公司細則並無有關行使任何優先購買權的條文，或百慕達法例並無就該等權利設有任何限制，規定本公司須以按比例基準向現有股東發售新股。

### 發行股本證券

年內，本公司及其附屬公司並無配發、發行及授出任何股本證券、購股權、認股權證或類似權利(包括可兌換為股本證券的證券)。

### 購買、出售或贖回上市證券

本公司或其任何附屬公司概無於年內購買、出售或贖回本公司的任何上市證券。

### 報告期後事項

本集團的報告期後事項詳情載於綜合財務報表附註48。

### 財務概要

本集團於過去五個財政期間的業績及資產與負債概要載列於本年報第179至180頁。

### 董事及董事服務合約

於年內及直至本年報日期，董事為：

#### 執行董事

潘浩然先生  
利錦榮先生

#### 獨立非執行董事

江宇先生  
鄭楨先生  
邱伯瑜先生

各董事與本公司已訂立服務合約或委聘書，任何一方可向另一方發出不少於三個月書面通知終止，須根據公司細則於股東週年大會上輪席告退並膺選連任。

概無董事與本公司訂有不可於一年內終止而毋須作出補償(法定賠償除外)之服務合約或委聘書。

### PRE-EMPTIVE RIGHTS

There is no provision for the exercise of any pre-emptive rights under the Bye-laws, or there was no restriction against such rights under the laws of Bermuda, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

### ISSUE OF EQUITY SECURITIES

The Company and its subsidiaries did not allot, issue or grant any equity securities, option, warrants or similar rights including securities convertible into equity securities during the Year.

### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

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

### EVENTS AFTER THE REPORTING PERIOD

Details of the events after the reporting period of the Group are set out in note 48 to the consolidated financial statements.

### FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the past five financial periods is set out on pages 179 to 180 of this Annual Report.

### DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

The Directors during the Year and up to the date of this Annual Report were:

#### EXECUTIVE DIRECTORS

Mr. Pan Haoran  
Mr. Li Jinrong

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Kong Tat Yee  
Mr. Zheng Zhen  
Mr. Yau Pak Yue

Each of the Directors has entered into a service contract or a letter of appointment with the Company and is subject to termination by either party giving not less than three months' prior written notice to the other, subject to retirement by rotation and re-election at the annual general meeting in accordance with the Bye-Laws.

None of the Directors has a service contract or a letter of appointment with the Company which is not determinable the Company within one year without payment of compensation, other than statutory compensation.

根據公司細則第84條，於每屆本公司股東週年大會上，當時三分之一的董事（或如董事人數並非三的倍數時，則最接近但不少於三分之一的董事）須輪值退任，而每名董事須至少每三年退任一次，屆時將符合資格重選連任。因此，利錦榮先生及江宇先生將輪席退任，且符合資格並願意於應屆股東週年大會上重選連任。

於應屆股東週年大會提呈重選連任的董事概無與本公司或其附屬公司訂立任何不可由本集團於一年內終止而毋須支付賠償（法定賠償除外）的服務合約。

### 董事及高級管理人員履歷

董事及高級管理人員的履歷載於本年報第24至26頁。

### 董事及／或控股股東於重大合約的權益

除「關連交易」及「持續關連交易」所披露者外，本公司、其最終控股公司或其任何附屬公司或同系附屬公司概無訂立本公司董事或控股股東或其關連實體直接或間接擁有重大權益且於年終或於年內任何時間仍屬有效並對本集團業務而言屬重大的交易、安排或合約。

### 購買股份或債券的安排

除「購股權計劃」一節所披露者外，本公司或其附屬公司、同系附屬公司或其控股公司於年內任何時間並無訂立任何安排，使董事可藉透過購買本公司或任何其他法人團體的股份或債券而獲益。

Pursuant to Bye-law 84, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. As such, Mr. Li Jinrong and Mr. Kong Tat Yee will retire from office by rotation and being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

None of the Directors proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

### DIRECTORS' AND SENIOR MANAGEMENT BIOGRAPHIES

Biographical details of the Directors and senior management are set out on pages 24 to 26 of this Annual Report.

### DIRECTORS' AND/OR CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Other than as disclosed under the section headed "Connected Transactions" and "Continuing Connected Transactions", no transactions, arrangements or contract of significance in relation to the Group's business to which the Company, its ultimate holding company or any of its subsidiaries or fellow subsidiaries was a party and in which a director of the Company or a controlling shareholder or his/her connected entities had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the Year.

### ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Save as disclosed under the section headed "Share Option Scheme", at no time during the Year was the Company or its subsidiaries, fellow subsidiaries or its holding companies a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares or debentures of the Company or any other body corporate.

## 獲准許的彌償條文

於年內及直至本年報日期，本公司的獲准許彌償條文(定義見香港法例第622章公司條例第470條)現仍有效。年內，本公司已購買董事及高級職員責任保險，以就其董事及高級職員可能面對因企業活動而引起的若干法律行動提供適當保障。

## 董事於競爭業務的權益

於年內及截至本年報日期，除上述所披露者外，董事或彼等各自的緊密聯繫人(定義見上市規則)並無被視為擁有直接或間接與本集團業務競爭或可能存在競爭的任何業務權益。

## 管理合約

年內，本公司並無訂立或存在任何有關整體業務或任何重要部分業務的管理及行政合約(僱傭合約除外)。

## 關連交易

年內，本集團並無進行任何關連交易。

## 持續關連交易

根據上市規則的規定，本集團於年內並無進行持續關連交易。

誠如綜合財務報表附註44所披露，潘浩然先生、潘偉明先生、陳偉紅女士、福晟集團、福建福晟集團及通達於2022年12月31日所提供擔保構成持續關連交易，根據上市規則第14A.90條獲得全面豁免。

除上文所披露交易外，於年內已落實其他持續關連交易的所有適用百分比率均低於5%，而代價總額少於3,000,000港元，故此獲全面豁免遵守獨立股東批准、年度審閱及所有披露規定。

本公司已就本集團於年內訂立的關連交易及持續關連交易遵守上市規則第14A章的披露規定。

## PERMITTED INDEMNITY PROVISIONS

During the Year and up to the date of this Annual Report, there is permitted indemnity provision (within the meaning in Section 470 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)) being in force. The Company has maintained directors' and officers' liability insurance throughout the Year, which provides appropriate cover certain legal actions brought against its directors and officers arising out of corporate activities.

## DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the Year and up to the date of this Annual Report, save as disclosed above, none of the Directors, nor their respective close associates (as defined in the Listing Rules) is considered to have any interest in a business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group.

## MANAGEMENT CONTRACTS

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

## CONNECTED TRANSACTIONS

There are no connected transactions conducted by the Group during the Year.

## CONTINUING CONNECTED TRANSACTIONS

Pursuant to requirements of the Listing Rules, there are no continuing connected transactions conducted by the Group during the Year.

The guarantee as provided by Mr. Pan Haoran, Mr. Pan Weiming, Ms. Chen Weihong, Fusheng Group, Fujian Fullsun Group and Tongda as at 31 December 2022, as disclosed in note 44 to the consolidated financial statements, constituted continuing connected transactions and are fully exempted under Rule 14A.90 of the Listing Rules.

Save for the transactions disclosed above, all applicable percentage ratios of other continuing connected transactions which took place during the Year are lower than 5% and the total consideration is less than HK\$3,000,000, and are therefore fully exempted from independent shareholders' approval, annual review and all disclosure requirements.

The Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules with respect to the connected transactions and the continuing connected transactions entered into by the Group during the Year.

## 董事及主要行政人員於股份、相關股份及債券中的權益及淡倉

於2022年12月31日，下列董事或本公司主要行政人員或彼等的聯繫人於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的任何股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉，或根據證券及期貨條例第352條須登記於該條所述登記冊的權益或淡倉，或須根據上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所的權益或淡倉：

### (I) 於本公司的權益

| 董事／行政人員姓名                            | 身份   | 權益性質                       | 總計<br>(附註1)                            | 佔本公司已發行股本的<br>概約百分比<br>(附註2)  |
|--------------------------------------|--|----------------------------|--|---|
| Name of director/<br>chief executive | Capacity   | Nature of interests        | Total<br>(Note 1)                      | Approximate percentage of<br>the Company's issued<br>share capital (Note 2) |
| 潘浩然先生<br>Mr. Pan Haoran              | 於受控制法團的權益<br>Interest of controlled<br>corporation | 公司權益<br>Corporate interest | 6,416,140,000 (L)<br>(附註3)<br>(Note 3) | 56.45%  |

### (II) 於相聯法團普通股的權益

| 董事／行政人員姓名                            | 相聯法團名稱                                 | 身份／權益性質                         | 所持股份數目(附註1)                       | 佔相聯法團股權的<br>概約百分比<br>Percentage of<br>shareholding in<br>the associated corporation<br>(Approximate) |
|--------------------------------------|--|---------------------------------|-----------------------------------|--|
| Name of Director/<br>chief executive | Name of<br>associated corporation      | Capacity/<br>nature of interest | Number of<br>shares held (Note 1) |  |
| 潘浩然先生<br>Mr. Pan Haoran              | 通達企業有限公司<br>Tongda Enterprises Limited | 實益擁有人<br>Beneficial owner       | 50,000(L)                         | 100%   |

附註：

- (L)指股份／相關股份的好倉。
- 於2022年12月31日已發行股份總數11,365,386,067股用作計算概約百分比。
- 6,416,140,000股股份由通達企業有限公司（「通達」）擁有，通達由執行董事潘浩然先生全資擁有。因此，潘浩然先生被視為於通達所持相同數目的股份中擁有權益。

## DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARE, UNDERLYING SHARE AND DEBENTURES

As at 31 December 2022, the following Directors or chief executives of the Company or his associates had interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or as recorded in the register to be kept under Section 352 of the SFO or as notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), were as follows:

### (I) INTEREST IN THE COMPANY

| Director / Chief Executive | Capacity                           | Nature of interests | Total<br>(Note 1)             | Approximate percentage of<br>the Company's issued<br>share capital (Note 2) |
|----------------------------|------------------------------------|---------------------|-------------------------------|---|
| Mr. Pan Haoran             | Interest of controlled corporation | Corporate interest  | 6,416,140,000 (L)<br>(Note 3) | 56.45%  |

### (II) INTEREST IN THE ORDINARY SHARES OF ASSOCIATED CORPORATION

| Director / Chief Executive | Name of associated corporation | Capacity / nature of interest | Number of shares held (Note 1) | Percentage of shareholding in the associated corporation (Approximate) |
|----------------------------|--------------------------------|-------------------------------|--------------------------------|--|
| Mr. Pan Haoran             | Tongda Enterprises Limited     | Beneficial owner              | 50,000(L)                      | 100%   |

Notes:

- (L) represents long position in Shares/underlying Shares.
- The total number of 11,365,386,067 Shares in issue as at 31 December 2022 has been used for the calculation of the approximate percentage.
- 6,416,140,000 Shares are owned by Tongda Enterprises Limited ("Tongda") which is wholly owned by Mr. Pan Haoran, an executive Director. As such, Mr. Pan Haoran is deemed to be interested in the same number of Shares held by Tongda.



## 主要股東及其他人士於本公司股份及相關股份的權益

於2022年12月31日，下列人士（董事或本公司主要行政人員除外）於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部條文須向本公司披露的權益或淡倉，或須列入本公司根據證券及期貨條例第336條須予存置的主要股東登記冊的權益或淡倉，或以其他方式知會本公司及聯交所的權益或淡倉如下：

## SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 December 2022, the following persons (other than the Directors or chief executives of the Company) had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register of substantial shareholders required to be kept by the Company under Section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange as follows:

| 名稱  | 身份  | 總計<br>(附註1)       | 佔本公司<br>已發行股本的<br>概約百分比<br>(附註2)<br>Approximate<br>percentage of<br>the Company's<br>issued share<br>capital (Note 2) |
|---|---|-------------------|---|
| Name  | Capacity  | Total<br>(Note 1) |   |
| 通達<br>Tongda  | 實益擁有人<br>Beneficial owner                       | 6,416,140,000(L)  | 56.45%  |
| 鄭家瑩(附註3)<br>Zheng Jiaying (Note 3)                                    | 配偶權益<br>Interest of spouse                      | 6,416,140,000(L)  | 56.45%  |
| 順安基金開放式基金型公司-順安機<br>遇1號基金<br>CIS FUND OFC-CIS OPPORTUNITIES I<br>FUND | 實際擁有人<br>Beneficial owner                       | 1,307,019,402(L)  | 11.5%   |
| CIS Securities Asset Management<br>HONG KUNSEN Limited                | 投資經理<br>Investment manager                      | 1,307,019,402(L)  | 11.5%   |
| 洪坤森<br>Hong Kunsen  | 於受控制法團的權益<br>Interest of controlled corporation | 1,307,019,402(L)  | 11.5%   |

附註：

- (L)指股份／相關股份的好倉。
- 於2022年12月31日已發行股份總數11,365,386,067股用作計算概約百分比。
- 鄭家瑩女士（潘浩然先生的配偶）被視為於潘浩然先生及通達所持相同數目的股份中擁有權益。

Notes:

- (L) represents long position in Shares/underlying Shares.
- The total number of 11,365,386,067 Shares in issue as at 31 December 2022 has been used for the calculation of the approximate percentage.
- Ms. Zheng Jiaying, being the spouse of Mr. Pan Haoran, is deemed to be interested in the same number of Shares held by Mr. Pan Haoran and Tongda.

除上文披露者外，於2022年12月31日，本公司並不知悉於股份或本公司相關股份中，擁有記錄於根據證券及期貨條例第336條本公司須予存置的登記冊的任何其他相關權益或淡倉。

Save as disclosed above, the Company has not been notified of any other relevant interests or short positions in the Shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO as at 31 December 2022.

## 股票掛鈎協議

本集團已經面對嚴峻的流動資金挑戰，且積極尋求重組其業務的機會，致力改善財務狀況。儘管面對各種經濟及COVID-19相關的不利因素，惟董事認為，認購事項涉及的新投資金額將(i)為本集團提供償還未償還債務的所需資金；及(ii)屬本公司恢復業務的機會。認購事項(定義見下文)所得款項淨額將按本公司指定者用作支付計劃(作為計劃代價)，以向債權人結付計劃項下的債務及負債。

於2022年7月11日(交易時段後)，本公司與順安基金開放式基金型公司-順安機遇1號基金(「認購人」)訂立有條件認購協議(「認購協議」)，據此，認購人有條件同意認購，而本公司有條件同意配發及發行1,307,019,402股，緊隨股本重組生效後，本公司的普通股中每股面值0.01港元的股份(「認購股份」)，代價為168,000,000港元，即每股認購股份之認購價約0.1285港元(「認購事項」)。認購事項須待本公司於2022年9月13日的公告「認購事項—先決條件」一段所載各項條件達成後，方告作實。

認購協議的詳情載於本公司於2022年9月13日的公告。

## 購股權計劃

購股權計劃詳情載於本公司日期為2017年10月27日的通函附錄九法定及一般資料「H.購股權計劃」一段及本年報綜合財務報表附註42。

於2022年1月1日、2022年12月31日及本年報日期，可授出的購股權總數分別為每股面值0.01港元的1,123,674,979股股份，分別相當於本公司已發行股份總數約9.89%。

自採納購股權計劃以來，本公司概無授出、行使或取消任何購股權。且於2022年12月31日及於本年報日期，購股權計劃下並無未行使的購股權。

## EQUITY-LINKED AGREEMENTS

The Group has faced severe liquidity challenges and has been actively seeking to restructure its business and improve its financial position. The Directors are of the view that despite the various economic and COVID-19 related headwinds, investment of new money under the Subscription (i) will provide the Group with the necessary funding to repay its outstanding debts; and (ii) presents an opportunity to restore the Company's business. The net proceeds from the Subscription (defined as below) will, as nominated by the Company, be paid to the scheme as the scheme consideration to settle the debts and liabilities to the creditors under the scheme.

On 11 July 2022 (after trading hours), the Company and the CIS FUND OFC – CIS OPPORTUNITIES I FUND (the “Subscriber”) entered into the conditional subscription agreement (the “Subscription Agreement”), pursuant to which the subscriber has conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue, 1,307,019,402 ordinary share(s) of the Company of a par value of HK\$0.01 each in the share capital of the Company immediately after the capital reorganisation becoming effective (the Subscription Shares”) at the consideration of HK\$168,000,000 (the “Subscription”), which represents a subscription price per Subscription Share of approximately HK\$0.1285. The Subscription is subject to various conditions as set out under the paragraph headed “The Subscription - Conditions precedent” in the announcement of Company dated 13 September 2022.

Details of the Subscription Agreement are set out in the announcement of Company dated 13 September 2022.

## SHARE OPTION SCHEME

Details of the share option scheme were set out in the paragraph headed “H. Share Option Scheme” in Appendix IX Statutory and general information to the circular of the Company dated 27 October 2017 and note 42 to the consolidated financial statements of this Annual Report.

The total number of share option that could be granted as at 1 January 2022, 31 December 2022 and the date of this Annual Report was 1,123,674,979 shares at par value of HK\$0.01 each, respectively, representing approximately 9.89% of the total issued shares of the Company, respectively.

No share option has been granted, exercised or cancelled by the Company since the adoption of the Share Option Scheme. And there was no outstanding share option under the Share Option Scheme as at 31 December 2022 and as at the date of this Annual Report.

## 與供應商、客戶及其他持份者的關係

本公司深明與其供應商及客戶維持良好關係以達成即時及長遠目標的重要性。管理層將繼續發展有效溝通平台，務求提升與個人及企業客戶以及供應商的關係。

## 酬金政策及董事酬金

本集團僱員的選任、薪酬及晉升均按彼等的表現、資歷、工作能力及對本集團的貢獻而釐定。本公司亦已採納購股權計劃作為本集團長期獎勵計劃。

董事酬金詳情載於綜合財務報表附註14。董事薪酬、花紅及其他補償由薪酬委員會經參考董事職務、責任以及本集團表現及業績後釐定。

## 退休福利計劃

本集團退休福利計劃詳情載於本年報綜合財務報表附註45。

## 環境政策及績效

本公司深明節能減排，推進綠色低碳發展的重要性，抓好重點領域節能，開展循環經濟，提高僱員節能減排意識。本集團致力於將低碳發展理念滲入到每一個工作運營的環節中，採取切實可行的措施保護環境及回饋社會。本公司一直緊貼國際環保法例的發展，亦確保其環境政策不但在符合國際標準的情況下得以推行，同時亦確保其與全球同業步伐一致。

## 遵守相關法律法規

年內，本公司並不知悉任何違反相關法律及法規的事項而對本公司有重大影響。

## RELATIONSHIP WITH SUPPLIERS, CUSTOMERS AND OTHER STAKEHOLDERS

The Company understands the importance of maintaining a good relationship with its suppliers and customers to meet its immediate and long-term goals. The management will continue to develop efficient communication platform to enhance relationships with individual and corporate customers and suppliers.

## EMOLUMENT POLICY AND DIRECTORS' EMOLUMENTS

Employees of the Group are selected, remunerated and promoted on the basis of their merit, qualifications, competence and contribution to the Group. The Company has also adopted the Share Option Scheme as a long-term incentive scheme of the Group.

Details of the Directors' emoluments are set out in note 14 to the consolidated financial statements. The Directors' remunerations, bonuses and other compensation are determined by the remuneration committee with reference to the Directors' duties, responsibilities and the Group's performance and results.

## RETIREMENT BENEFITS PLANS

Details of the retirement benefits plans of the Group are set out in note 45 to the consolidated financial statements of this Annual Report.

## ENVIRONMENTAL POLICIES AND PERFORMANCE

The Company is well aware of the importance of energy conservation and low carbon development so that it has implemented various measures to protect environment, like focusing on some key areas' energy conservation, carrying out circular economy and raising employees' awareness of emission reduction. The Group is committed to integrating the concept of low carbon development into every aspect of work for the purpose of protecting environment as well as making contributions to the society. The Company has been closely following the development of international environmental laws for the purpose of ensuring the successful implementation of Company's environmental policies under international standards as well as industrial standards.

## COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

During the Year, the Company was not aware of any non-compliance with any relevant laws and regulations that had a significant impact on it.

## 環境、社會及管治

本集團著力履行社會責任、推廣僱員福利和發展、保護環境、回饋社會並達成可持續發展。

本公司將刊發詳盡獨立的環境、社會及管治報告，並登載於聯交所及本公司網站以供查閱和下載。

## 企業管治

有關本公司企業管治常規的全面詳情載於本年報「企業管治報告」內。

## 稅項減免

本公司未悉任何股東基於其持有股份而有權享有的稅項減免。

## 足夠公眾持股量

根據本公司可公開查閱的資料及就董事所深知，於年內任何時間及直至本報告刊發前最後實際可行日期，已按上市規則規定最少25%本公司已發行股份是由公眾人士持有。

## 核數師

自2021年1月14日起德勤·關黃陳方會計師行辭任本公司核數師之後，大信梁學濂(香港)會計師事務所有限公司(「大信梁學濂」)獲委任為本公司核數師，自2021年1月29日起生效。

除上述變動外，於過去三年，本公司核數師並無變動。

本集團年內的綜合財務報表已由大信梁學濂(香港)會計師事務所有限公司審核，而大信梁學濂將於本公司應屆股東週年大會上退任，惟符合資格並願意續聘。

代表董事會

執行董事兼行政總裁  
潘浩然  
香港，2023年3月31日

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE

The Group is committed to fulfilling social responsibility, promoting employee benefits and development, protecting the environment and giving back to community and achieving sustainable growth.

A detailed and independent environmental, social and governance report will be released and posted on the website of the Stock Exchange and the Company for inspection and download.

## CORPORATE GOVERNANCE

Full details on the Company's corporate governance practices are set out in the "Corporate Governance Report" in this Annual Report.

## TAX RELIEF

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

## SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and to the best knowledge of the Directors, at least 25% of the Company's issued Shares were held by members of the public as at all times in the Year and up to the latest practicable date prior to the issue of this report as required under the Listing Rules.

## AUDITOR

Following the resignation of Deloitte Touche Tohmatsu as the auditors of the Company with effect from 14 January 2021, PKF Hong Kong Limited ("PKF") has been appointed as the auditors of the Company with effect from 29 January 2021.

Save for the abovementioned changes, in any of the preceding three years, the Auditors of the Company have not been changed.

The consolidated financial statements of the Group for the Year have been audited by PKF Hong Kong Limited who will retire and, being eligible, offer itself for re-appointment at the forthcoming annual general meeting of the Company.

On behalf of the Board

PAN Haoran  
Executive Director and Chief Executive Officer  
Hong Kong, 31 March 2023



## 董事及高級管理人員履歷

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### 執行董事

### EXECUTIVE DIRECTORS



潘浩然先生(「潘先生」)，32歲，已獲委任為本公司執行董事、董事會薪酬委員會及提名委員會成員，自2019年9月3日起生效。潘先生自2019年9月7日起擔任董事會主席之職。潘先生已獲委任為本集團行政總裁，自2020年6月30日起生效。潘先生亦曾於2017年12月1日至2018年6月4日期間獲委任為執行董事。潘先生自2014年12月起一直擔任本公司若干附屬公司的董事，主要負責協助進行投資及融資管理。潘先生於2013年6月取得中國暨南大學經濟學學士學位，並於2014年11月取得英國錫菲大學財務及會計學碩士學位。

潘先生為前任執行董事兼董事會主席潘偉明先生及前任執行董事陳偉紅女士的兒子。潘先生分別為前任執行董事潘俊鋼先生的侄子，以及亦為前任執行董事吳繼紅女士的外甥。

潘先生為通達企業有限公司的唯一股東及唯一董事，該公司於英屬維爾京群島註冊成立為有限公司，為本公司的直接及最終控股公司，因而潘先生為控股股東(定義見上市規則)。根據香港法例第571章證券及期貨條例(「證券及期貨條例」)，潘先生基於其持有通達企業有限公司的權益而被視為擁有本公司6,416,140,000股股份之權益，佔本公司已發行股本約56.45%。

**Mr. Pan Haoran (“Mr. Pan”)**, aged 32, has been appointed as an executive Director of the Company, a member of remuneration committee and nomination committee of the Board with effect from 3 September 2019. Mr. Pan performs the duties of the chairman of the Board since 7 September 2019. Mr. Pan has been appointed as the chief executive officer of the Group with effect from 30 June 2020. Mr. Pan has also been appointed as an executive Director during the period from 1 December 2017 to 4 June 2018. Mr. Pan has been a director of certain subsidiaries of the Company since December 2014 and is mainly responsible for assisting the investment and financing management. Mr. Pan obtained a bachelor’s degree in economics from Jinan University (暨南大學) in the PRC in June 2013 and further obtained a master’s degree in finance and accounting from the University of Sheffield in the United Kingdom in November 2014.

Mr. Pan is the son of Mr. Pan Weiming, a former executive Director and the chairman of the Board, and Ms. Chen Weihong, a former executive Director. Mr. Pan is also a nephew of Mr. Pan Jungang, a former executive Director, and also a nephew of Ms. Wu Jihong, a former executive Director, respectively.

Mr. Pan is the sole shareholder and the sole director of Tongda Enterprises Limited, a company incorporated in the British Virgin Islands with limited liability, which in turn is the immediate and ultimate holding of the Company, the controlling shareholder (as defined in the Listing Rules). Mr. Pan is deemed, by virtue of his interest in Tongda Enterprises Limited, to be interested in 6,416,140,000 shares of the Company under the Securities and Futures Ordinance (the “SFO”) (Chapter 571 of the Laws of Hong Kong), representing approximately 56.45% of the issued share capital of the Company.



利錦榮先生(「利先生」)，48歲，自2017年12月1日起獲委任為本公司執行董事。利先生於房地產行業的工程管理及成本管理方面擁有豐富工作經驗。利先生於2008年加入本集團。於加入本集團前，利先生由2001年至2004年期間於中國房地產發展商廣州雲星房地產開發集團有限公司擔任總經理助理。利先生於2004年加入福晟集團，於2007年至2015年期間擔任副總裁。

利先生由2010年起擔任福建省廣東商會常務副會長。利先生於1999年取得中國人民大學財務會計學士學位。利先生亦於2009年修畢中山大學的房地產企業家工商管理碩士課程及於2013年完成北京大學的房地產開發與金融總裁研修班。

**Mr. Li Jinrong (“Mr. Li”)**, aged 48, has been appointed as an executive Director of the Company since 1 December 2017. He has extensive working experience in engineering management and cost management in real estate industry. Mr. Li has joined the Group since 2008. Prior to joining the Group, Mr. Li worked as an assistant to the general manager at Guangzhou Yunxing Real Estate Development Group Company Ltd.\*, a real estate and property developer in the PRC, during 2001 to 2004. Mr. Li joined Fusheng Group in 2004 and served as vice president during 2007 to 2015.

Mr. Li has been the vice executive president of Guangdong Chamber of Commerce in Fujian since 2010. Mr. Li obtained a bachelor’s degree in finance and accounting from Renmin University in the PRC in 1999. Mr. Li also completed the real estate entrepreneurs MBA course in Sun Yat-sen University in 2009 and completed the course for presidents of real estate development and finance from Peking University in 2013.

## 獨立非執行董事

邱伯瑜先生(「邱先生」)，54歲，自2020年12月14日起獲委任為本公司獨立非執行董事、董事會提名委員會主席、審核委員會及薪酬委員會成員。

邱先生持有澳洲伍倫貢大學(University of Wollongong)商學學士學位，主修會計學。彼於2015年5月至2017年1月出任廣州市城發投資基金管理有限的首席知識官，該公司為國有基金管理公司。在此之前，彼於2014年3至7月曾為大洋國際冷鏈集團有限公司行政總裁。彼於2005年至2012年曾為其中一所四大國際會計師事務所的合夥人。彼於併購交易支援及財務盡職審查方面擁有逾25年經驗。邱先生現為易盈達諮詢有限公司董事。

邱先生亦為香港執業會計師及澳洲執業會計師。邱先生目前擔任大昌微綫集團有限公司(一間於聯交所主板上市的公司)(股份代號：567)的非執行董事、海福德集團控股有限公司(一間於聯交所主板上市的公司)(股份代號：442)的獨立非執行董事及新華通訊頻媒控股有限公司(一間於聯交所主板上市的公司)(股份代號：309)的獨立非執行董事。

邱先生於2017年7月至2019年11月出任開易控股有限公司(現更名為中國恒泰集團有限公司)(一間於聯交所主板上市的公司)(股份代號：2011)的獨立非執行董事，於2017年9月至2018年8月出任中壘國際控股有限公司(現更名為中聯發展控股集團有限公司)(一間於聯交所主板上市的公司)(股份代號：264)的獨立非執行董事，於2020年7月至2021年10月出任民眾金融科技控股有限公司(現更名為裕承科金有限公司)(一間於聯交所主板上市的公司)(股份代號：279)的執行董事及於2021年10月至2021年12月出任北大資源(控股)有限公司(一間於聯交所主板上市的公司)(股份代號：618)的非執行董事。

## INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Yau Pak Yue (“Mr. Yau”)**, aged 54, has been appointed as an independent non-executive Director of the Company, chairman of nomination committee, member of audit committee and remuneration committee of the Board with effect from 14 December 2020.

Mr. Yau obtained his Bachelor of Commerce (majoring in Accountancy) from the University of Wollongong in Australia. He was the chief knowledge officer of Guangzhou Chengfa Capital Company Limited, a state-owned fund management company, from May 2015 to January 2017. Prior to that, he was the chief executive officer of Taiyang International Cold Chain (Group) Limited from March 2014 to July 2014, and a partner at one of the big four international accounting firms from 2005 to 2012. He has over 25 years of experience in mergers and acquisitions transaction supports and financial due diligence. Mr. Yau is currently the director of Ewin Advisory Company Limited.

Mr. Yau is also a certified public accountant in Hong Kong and a certified practising accountant in Australia. Mr. Yau currently serves as a non-executive director of Daisho Microline Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 567), an independent non-executive director of Hifood Group Holdings Co. Limited, a company listed on the Main Board of the Stock Exchange (stock code: 442) and an independent non-executive director of Xinhua New Media Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 309).

Mr. Yau was an independent non-executive director of KEE Holdings Company Limited (currently renamed as China Apex Group Limited), a company listed on the Main Board of the Stock Exchange (stock code: 2011) from July 2017 to November 2019 an independent non-executive director of Ascent International Holdings Limited (currently renamed as China International Development Corporation Limited), a company listed on the Main Board of the Stock Exchange (stock code: 264) from September 2017 to August 2018. an executive director of Freeman FinTech Corporation Limited (currently renamed as China Apex Group Limited), a company listed on the Main Board of the Stock Exchange (stock code: 279) from July 2020 to October 2021 and a non-executive director of Peking University Resources (Holdings) Company Limited, a company listed on the Main Board of the Stock Exchange (stock code: 618) from October 2021 to December 2021.

## 董事及高級管理人員履歷

### BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

江宇先生(「江先生」)，46歲，於2021年3月22日起獲委任為本公司獨立非執行董事、董事會審核委員會成員、董事會提名委員會成員及董事會薪酬委員會成員。

江先生於2000年5月在美國紐約的紐約州立大學賓漢頓分校\*(Binghamton University, State University of New York)獲得生物科學學士學位，並於2003年5月在美國喬治亞州的埃默里大學\*(Emory University)獲得公共衛生碩士學位。

江先生目前為裕康瑰麗有限公司的執行董事。在加入本公司前，江先生曾在若干全球性企業任職，包括美國奧夫豪瑟公司\*(Aufhäuser Corporation)、美國科勒公司\*(Kohler Co.)及AMC Konson & Co.。江先生於國際業務發展及併購方面擁有逾20年經驗。

此外，江先生目前於多間全球性非牟利組織任職，包括於國際婦產科協會\*(International Federation of Gynecology and Obstetrics)、矯形外科研究與教育基金會\*(Orthopaedic Research and Education Foundation)、美國科融醫學研究院\*(The Forum Institute)及瑰麗基金會\*(The Rosewood Foundation)擔任董事會成員或名譽顧問。

鄭楨先生(「鄭先生」)，46歲，於2021年4月30日起獲委任為本公司獨立非執行董事、董事會審核委員會及薪酬委員會主席以及提名委員會成員。

鄭先生畢業於西南財經大學，主修會計。鄭先生於多個行業累積逾20年會計及財務經驗。彼現為聯交所上市公司絲路物流控股有限公司(股份代號：988)之附屬公司絲路物流(遷安)有限公司之財務總監。於2013年5月至2020年12月，彼亦為聯交所上市公司中基長壽科學集團有限公司(前稱亞太絲路投資有限公司，股份代號：767)之獨立非執行董事。

**Mr. Kong Tat Yee (“Mr. Kong”)**, aged 46, has been appointed as an independent non-executive Director of the Company, a member of the audit committee of the Board, a member of the nomination committee of the Board and a member of the remuneration committee of the Board with effect from 22 March 2021.

Mr. Kong obtained his bachelor’s degree in Biological Science from Binghamton University, State University of New York in New York in the United States in May 2000 and obtained his master’s degree in Public Health from Emory University in Georgia in the United States in May 2003.

Mr. Kong is currently an executive director of Yukon Alliant Inc. Before joining the Company, Mr. Kong has served certain global enterprises, including Aufhäuser Corporation, Kohler Co. and AMC Konson & Co. Mr. Kong has over 20 years of experiences in international business development, mergers and acquisitions.

In addition, Mr. Kong currently serves in various global non-profit organizations including International Federation of Gynecology and Obstetrics (FIGO), Orthopaedic Research and Education Foundation (OREF), The Forum Institute, and The Rosewood Foundation as a board member or a distinguished adviser.

**Mr. Zheng Zhen (“Mr. Zheng”)**, aged 46, has been appointed as an independent non-executive Director of the Company, the chairman of the Audit Committee and the Remuneration Committee and a member of the Nomination Committee of the Board with effect from 30 April 2021.

Mr. Zheng graduated from Southwestern University of Finance and Economics, majoring in Accounting. Mr. Zheng possesses over 20 years of experiences in accounting and finance in various industries. Currently, he is the financial controller of 絲路物流(遷安)有限公司 (Silk Road Logistics (Qian’an) Limited\*) which is a subsidiary of Silk Road Logistics Holdings Limited, a company listed on the Stock Exchange (stock code: 988). From May 2013 to December 2020, he was also an independent non-executive director of Zhong Ji Longevity Science Group Limited (formerly known as Asia Pacific Silk Road Investment Company Limited), a company listed on the Stock Exchange (stock code: 767).



# 企業管治報告

## CORPORATE GOVERNANCE REPORT

本集團深明達致配合其業務所需且符合其所有持份者最佳利益的最高標準企業管治的重要性，而董事會一直致力進行有關工作。董事會相信，高水準企業管治能為本集團奠定良好架構，紮穩根基，不單有助管理業務風險及提高透明度，亦能維持高水準問責性及保障持份者的利益。

本公司實施整個集團適用的多項管治政策及系統（須予定期檢討），以支持其對高水準營商、專業及道德操守之承擔，且確保整個組織實行最佳常規。本公司亦設定舉報渠道，以供外界各方以保密或匿名方式就本集團、其僱員或董事的潛在不當行為提出質疑。董事會已授權審核委員會定期檢討本集團的反賄賂及反貪污政策以及舉報政策，並就有關違反本集團反賄賂及反貪污政策以及舉報披露之事宜收取最新資料。

### 企業管治常規

除下文所披露者外，本集團已於年內一直遵守上市規則附錄14所載守則條文（「企業管治守則」）及（倘適用）企業管治守則的適用建議最佳常規。

根據企業管治守則之守則條文C.2.1，主席及行政總裁之角色應分開及不應由同一人士擔任。

自本公司前任主席於2019年9月7日辭任起，本公司並無任何職銜「主席」之人員。年內，執行董事潘浩然先生已兼任主席職務。潘先生於2014年12月加入本集團，自2014年12月起一直為本公司若干附屬公司之董事。潘先生於2020年6月30日起出任行政總裁職務。董事會認為，由同一人兼任主席與行政總裁有助於執行本公司的業務策略，並最大程度地提高其運營效率。由於所有重大決定必須經董事會成員磋商後作出，而董事會有三名獨立非執行董事提供獨立見解，故董事會認為已有足夠保障確保董事會內之權力保持適當平衡。董事會亦會就遵守企業管治守則和維持本集團高水平的企業管治常規繼續檢討和監察本公司的實務常規。

The Group recognises the importance of achieving the highest standard of corporate governance consistent with the needs and requirements of its businesses and the best interest of all of its stakeholders, and the Board is fully committed to doing so. The Board believes that high standards of corporate governance provide a framework and solid foundation for the Group to manage business risks, enhance transparency, achieve high standard of accountability and protect stakeholders' interests.

The Company has implemented a number of Group-wide governance policies and systems, which are subject to regular review, to support its commitment to high standards of business, professional, and ethical conduct, and to ensure best practices across the organisation. The Company has also established whistleblowing channels for external parties to raise concerns in relation to possible misconduct of the Group, its employees or directors in a confidential or anonymous manner, or both. The Board has delegated authority to the Audit Committee to review the Group Anti-Bribery and Anti-Corruption Policy and the Group Whistleblowing Policy periodically and receive updates on matters concerning breaches of the Group Anti-Bribery and Anti-Corruption Policy and whistleblowing disclosures.

### CORPORATE GOVERNANCE PRACTICES

Save as disclosed below the Group has complied with the code provisions set out in Appendix 14 (the "CG Code") to the Listing Rules throughout the Year and, where appropriate, the applicable recommended best practices of the CG Code.

Under the code provision C.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual.

The Company does not have any officer carrying the title of "Chairman" since the resignation of the ex-chairman of the Company on 7 September 2019. Mr. Pan Haoran, an executive Director, has assumed the duties as chairman during the Year. Mr. Pan joined the Group in December 2014 and has been a director of certain subsidiaries of the Company since December 2014. Mr. Pan has been appointed as the CEO with effect from 30 June 2020. The Board considers that vesting the roles of the chairman and the CEO in the same person facilitates the execution of the Company's business strategies and maximizes the effectiveness of its operations. As all major decisions are made in consultation with the members of the Board, and there are three Independent Non-executive Directors on the Board offering independent perspectives, the Board is therefore of the view that there are adequate safeguards in place to ensure sufficient balance of powers within the Board. The Board will also continue to review and monitor the practices of the Company for the purpose of complying with the CG Code and maintaining a high standard of corporate governance practices of the Company.



## 董事進行的證券交易

本公司已採納上市規則附錄10所載上市發行人董事進行證券交易的標準守則作為董事買賣本公司證券的操守準則。本公司已作出具體查詢，而全體董事已確認，彼等於年內一直遵守標準守則所載規定準則。

## 董事會

董事會負責本集團整體管理，包括制定本公司目的、價值及策略，領導及監控本公司並監管本集團的業務、策略決定、內部監控、風險管理及表現。董事會作出符合本公司利益的客觀決定。董事會保留對部分職務的權利，當中包括：監察及審批重大交易、涉及本公司主要股東或董事利益衝突的事宜、批准中期及全年業績、對公眾或監管機構披露的其他資料以及內部監控制度，有關該等事宜必須由董事會決定。其他非指定保留的董事會職務以及本公司日常運作所需的事務，則在個別董事的監督下委派管理層處理。

此外，董事會設有機制以確保董事會獲得獨立意見，包括向董事提供充足資源以便履行其職務，董事需要時就履行職責尋求獨立專業意見，費用均為本公司承擔。董事會在任何時間最少有三名獨立非執行董事，佔董事會成員最少三分之一，致使董事會的組成持續具備強大的獨立元素，可有效行使獨立判斷。全體董事(包括獨立非執行董事)均有同等機會及渠道與董事會溝通及向董事會表達其意見，彼等亦可個別及獨立與本集團管理層聯繫，以便作出知情決策。董事會主席將每年最少與獨立非執行董事舉行會議一次以討論任何事宜及關注事項，會上其他董事不得出席。董事會審議的事宜如任何董事或其聯繫人涉及利益衝突，有關事宜將以舉行實體董事會會議方式處理，不會以書面決議案方式處理。有關董事須於會議前申報其利益並放棄投票，其亦不計入有關決議案的法定人數。就董事會會議上討論的事宜不涉及利益的獨立非執行董事及其聯繫人應出席董事會會議。截至2022年12月31日止年度，董事會已檢討且認為有關機制可有效確保董事會獲得獨立觀點及意見。

## DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules as the code of conduct for dealing in securities of the Company by the Directors. All Directors have confirmed, upon specific enquiries made by the Company, that they have complied with the required standard set out in the Model Code during the Year.

## BOARD OF DIRECTORS

The Board is responsible for the overall management of the Group, which includes establish the purpose, values and strategy of the Company, leadership and control of the Company and oversee the Group's businesses, strategic decisions, internal control, risk management and performances. The directors take decisions objectively in the interests of the Company. Some functions including, inter alia, monitor and approval of material transactions, matters involving conflict of interest for a substantial shareholder or director(s) of the Company, the approval of the interim and annual results, other disclosures to the public or regulators and the internal control system are reserved by the Board and the decisions relating to such matters shall be subject to the decision of the Board. Matters not specifically reserved to the Board and necessary for the daily operations of the Company are delegated to the management under the supervision of the respective Directors.

The Board has also established mechanisms to ensure independent views are available to the Board, including providing the Directors with sufficient resources to perform its duties and shall seek, at the Company's expense, independent professional advice to perform its responsibilities if necessary. The Board shall at all times comprise at least three independent non-executive Directors that represent at least one-third of the Board, such that there is always a strong element of independence on the Board which can effectively exercise independent judgment. All the Directors, including the independent non-executive Directors, are given equal opportunity and channels to communicate and express their views to the Board and have separate and independent access to the management of the Group in order to make informed decisions. The chairman of the Board will hold meetings with the independent non-executive Directors without the involvement of other Directors at least annually to discuss any issues and concerns. Any Director or his associate who has a conflict of interest in a matter to be considered by the Board will be dealt with by a physical Board meeting rather than by written resolutions. Such Director will be required to declare his/her interests before the meeting and abstain from voting and not counted towards the quorum on the relevant resolutions. Independent non-executive Directors who, and whose associates, have no interest in the matter should attend the Board meeting. The Board has reviewed and considered that the mechanisms are effective in ensuring that independent views and input are provided to the Board during the year ended 31 December 2022.

於本年報日期，董事會由兩名執行董事潘浩然先生(行政總裁)及利錦榮先生以及三名獨立非執行董事江宇先生、鄭楨先生及邱伯瑜先生組成。

現任董事的履歷及彼等的關係(如有)載於本年報第24至26頁「董事及高級管理人員履歷」內。

董事會定期舉行會議，以討論整體策略以及本公司的營運及財務表現，並審閱及批准本公司中期及全年業績。全體董事均可建議項目加入議程提交例行董事會會議，並可接觸公司秘書，以確保遵從所有董事會程序、規則及規例。公司秘書保存完整董事會會議記錄，並於發出合理通知後可供查閱。年內，董事會舉行4次會議，每名董事出席董事會會議的情況，載於本年報「董事會及委員會會議」一節。

任何董事均可於必要時就履行職務獲取獨立專業意見，費用由本公司承擔。本公司已為董事可能因從事企業活動所承擔的責任作出適當的投保安排，有關安排符合企業管治守則。保險的保障範圍將每年予以檢討。

根據公司細則第83條，獲委任以填補臨時空缺或作為董事會新成員的董事僅可留任至隨後下一次本公司股東週年大會，屆時將符合資格重選連任。

根據公司細則第84條，於本公司每屆股東週年大會上，當時三分之一的董事(或如董事人數並非三的倍數時，則最接近但不少於三分之一的董事)須輪值退任，而每名董事須至少每三年輪值退任一次，屆時將符合資格重選連任。

根據公司細則第83條，本公司股東可以普通決議案罷免任期未屆滿的董事(但根據任何有關協議可提出的索賠要求不受此影響)，並可以普通決議案委任他人取代。

## 主席及行政總裁

本集團主席及行政總裁的角色已清晰界定及區分，以確保其獨立性且能互相制衡。主席負責制定本公司的業務策略及方針，並具有執行責任，領導董事會，確保董事會在履行其職責時能正確及有效地運作。行政總裁須向董事會負責，全面執行本公司策略及協調整體業務營運。

As at the date of this Annual Report, the Board comprises two executive Directors, namely Mr. Pan Haoran (chief executive officer), and Mr. Li Jinrong and three independent non-executive Directors, namely Mr. Kong Tat Yee, Mr. Zheng Zhen and Mr. Yau Pak Yue.

The biographies of the current Directors and their relationship, if any, are set out in "Biographical Details of Directors and Senior Management" on pages 24 to 26 of this Annual Report.

The Board meets regularly to discuss the overall strategy as well as the operation and financial performance of the Company, and to review and approve the Company's interim and annual results. All Directors are given the opportunity to put items on the agenda for regular Board meetings, and have access to the Company Secretary to ensure that all Board procedures and rules and regulations are followed. Full minutes of Board meetings are kept by the Company Secretary and are available for inspection on reasonable notice. During the Year, 4 Board meetings were held and the attendance of each Director at the Board meetings is set out in the section headed "Board and Committees Meetings" of this Annual Report.

Any Director may, in furtherance of his duties, take independent professional advice where necessary at the expense of the Company. The Company has arranged for appropriate insurance covering the liabilities of the Directors that may arise out of the corporate activities, which has been complied with the CG Code. The insurance coverage is reviewed on an annual basis.

In accordance with Bye-law 83, a director appointed to fill a casual vacancy or as an addition to the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

According to Bye-law 84, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three, 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 by rotation at least once every three years, and shall then be eligible for re-election.

In accordance with Bye-law 83, the shareholders of the Company may by an ordinary resolution remove a director (but without prejudice to any claim for damages under any such agreement) before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead.

## CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The roles of the chairman and the chief executive officer of the Group are clearly defined and segregated to ensure independence and proper checks and balances. The chairman focuses on the business strategy and direction of the Company and has executive responsibilities, provides leadership for the Board and ensures proper and effective functioning of the Board in discharging of its responsibilities. The chief executive officer is accountable to the Board for the overall implementation of the Company's strategies and the co-ordination of overall business operations.

# 企業管治報告

## CORPORATE GOVERNANCE REPORT

根據企業管治守則條文C.2.1，主席及行政總裁的角色應分開及不應由同一人士擔任。自本公司前任主席潘偉明先生於2019年9月7日辭任起，本公司並無任何職銜「主席」的人員。年內，本公司行政總裁潘先生已承擔董事會主席的職務。本公司並無將主席與行政總裁之職務區分，原因載於企業管治報告上文「企業管治常規」一段。

### 獨立非執行董事的獨立性

本公司已接獲於年內及直至本年報日期擔任獨立非執行董事鄭楨先生、江宇先生及邱伯瑜先生各自根據上市規則第3.13條就其獨立性發出的確認書。

董事會已審閱所有獨立非執行董事的獨立性，並認為彼等均屬上市規則所界定的獨立人士。此外，截至本報告日期，董事會並不知悉已發生任何事件，致使其認為任何一位獨立非執行董事的獨立性受損。

### 董事入職及持續專業發展

於委任新董事時，各新董事會收到入職資料，範圍涵蓋本公司的業務營運、政策及程序以及作為董事的一般、法定及監管責任，以確保彼足夠瞭解彼於上市規則及其他相關監管規定下的責任。

董事將持續接收有關相關法律、規則及法規的修訂或最新資料。此外，本公司鼓勵董事報讀與上市規則、香港公司條例及企業管治常規有關的不同類型專業發展課程及研討會，以便彼等可持續提升其相關知識及技能，費用由本公司承擔（倘適用）。另外，本公司已向全體董事提供閱覽材料，讓彼等得以豐富及更新彼等的專業知識。

年內，全體董事已確認年內已出席研討會及簡介會以及閱讀相關材料，符合企業管治守則條文C.1.4。年內，董事參與有關監管事宜的最新消息、董事的職務及／或職責以及本集團業務的持續專業發展，包括閱讀有關上市規則、一般業務或董事職責以及其他相關培訓材料；及／或出席研討會及／或講座。

Under the code provision C.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. The Company does not have any officer carrying the title of "Chairman" since the resignation of Mr. Pan Weiming, the ex-chairman of the Company, on 7 September 2019. During the Year, Mr. Pan, the chief executive officer of the Company, has assumed the duties as the chairman of the Board. The Company does not segregate the roles of chairman and chief executive officer, as explained in the paragraph headed "Corporate Governance Practices" above in the Corporate Governance Report.

### INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received confirmation of independence from each of independent non-executive Directors during the Year and up to the date of this Annual Report, namely Mr. Zheng Zhen, Mr. Kong Tat Yee and Mr. Yau Pak Yue, in accordance with Rule 3.13 of the Listing Rules.

The Board has also reviewed the independence of all independent non-executive Directors and concluded that all of them are independent within the definition of the Listing Rules. Furthermore, the Board is not aware of the occurrence of any events which would cause it to believe that the independence of any of the independent non-executive Directors has been impaired up to the date of this report.

### DIRECTORS' INDUCTION AND CONTINUOUS PROFESSIONAL DEVELOPMENT

Upon appointing a new Director, each new Director receives an induction package covering business operations, policy and procedures of the Company as well as the general, statutory and regulatory obligations of being a Director to ensure that he/she is sufficiently aware of his/her responsibilities under the Listing Rules and other relevant regulatory requirements.

The Directors, on an ongoing basis, will receive amendments to or updates on the relevant laws, rules and regulations. In addition, the Company encourages the Directors to enroll in a wide range of professional development courses and seminars relating to the Listing Rules, Hong Kong Companies Ordinance and corporate governance practices so that they can continuously improve their relevant knowledge and skills at the expenses of the Company where applicable. The Company has also provided reading materials to all Directors to develop and refresh their professional knowledge.

All Directors have confirmed that they had complied with CG Code provision C.1.4 during the Year by attending seminars and briefings and reading relevant materials. During the Year, the Directors participated in the continuous professional developments in relation to regulatory update, the duties and/or responsibility of the directors and the business of the Group, including reading relevant Listing Rules, the general business or responsibilities of the directors and other relevant training materials; and/or attended seminars and/or lectures.



## 董事會成員多元化政策

本集團已採納董事會成員多元化政策(「董事會成員多元化政策」)，制定達致董事會成員多元化而採取的方針。本公司相信可透過實施董事會成員多元化政策達致多元化範疇。董事會成員多元化須按多元化範疇評核，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年期。經充分顧及董事會成員多元化的裨益後，最終將按客觀條件、人選的長處及可為董事會提供的貢獻而作決定。

董事會提名委員會(「提名委員會」)將定期檢討董事會成員多元化政策以確保其行之有效。董事的年齡介乎32歲至54歲，彼等具備有關物業發展和銷售、物業投資、審核和會計、商業管理等領域的知識和經驗。提名委員會認為，董事會成員在年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年期方面組合均衡。

為確保董事會成員性別多元化，避免董事會由同一性別的成員組成，董事會旨在委任或維持最少一名與其他成員性別不同的董事。董事會成員目前全部為男性。董事會日後將盡力加入女性成員，希望於2024年12月31日前達成目標。

本公司亦致力採納類似的方法，以推廣管理層(包括但不限於高級管理層)及僱員多元化，以提高企業管治的成效。目前，本集團僱員(包括高級管理人員)的男女比例大約為57比49。董事會認為，本公司現已達到僱員性別多元化。

## 提名政策

本公司於2018年12月31日採納一項提名政策(「提名政策」)。有關政策適用於本公司董事及(倘適用)高級管理人員根據本公司的繼任計劃為董事會職位作出準備。董事會可向提名委員會授權其甄選及委任董事的權力及職責。

## BOARD DIVERSITY POLICY

The Group adopted a board diversity policy (the “Board Diversity Policy”) setting out the approach to diversify members of the Board. The Company believes that a diversified perspective can be achieved through implementation of the Board Diversity Policy. The diversity of the Board members should be assessed on a diversity of perspectives including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on objective criteria, merit and contribution that the selected candidates will bring to the Board having due regard for the benefits of diversity on the Board.

The nomination committee of the Board (the “Nomination Committee”) reviews the Board Diversity Policy on a regular basis to ensure its continued effectiveness. The Directors range from 32 years old to 54 years old and have knowledge and experience in the areas of development and sale of properties and property investment, auditing and accounting, business administration. The Nomination Committee is of the view that the Directors have a balanced mix of age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length.

To ensure gender of the members of the Board is diversified and avoid the Board be composed by members of the same gender, the Board aims to appoint or maintain at least one director being different sex from the others in the composition of the Board. The Board only comprises males currently. The Board will do the best of its abilities to bring female candidate to join the Board in the future and achieve the target before 31 December 2024.

The Company is also committed to adopting a similar approach to promote diversity of the management (including but not limited to the senior management) and employees to enhance the effectiveness of corporate governance. Currently, the male to female ratio in the workforce of the Group including senior management is approximately 57:49. The Board considers that the gender diversity in workforce is currently achieved.

## NOMINATION POLICY

The Company has adopted a nomination policy (the “Nomination Policy”) on 31 December 2018. Such policy applies to the directors of the Company and where applicable, senior management prepared for the Board positions under the succession planning for the Company. The Board may delegate its authority and duties for matters relating to selection and appointment of Directors to the Nomination Committee.



### 甄選標準

提名委員會在評估建議候選人是否合適時會參考下列因素：

- (1) 誠信聲譽；
- (2) 在本集團所從事業務方面的成就及經驗；
- (3) 可投入時間及相關事務關注的承諾；
- (4) 各方面的多元化，包括但不限於種族、性別、年齡（18歲或以上）、文化及教育背景及服務年期；
- (5) 資質，包括與本公司業務及公司策略相關的專業資格、技能、知識及經驗；
- (6) 現有董事人數及可能需要候選人垂注的其他承諾；
- (7) 上市規則關於董事會須擁有獨立非執行董事的規定，以及有關候選人參照上市規則第3.08、3.09及3.13條所載的獨立性指引是否具獨立身份；
- (8) 本公司的董事會成員多元化政策以及提名委員會為實現董事會成員多元化而採取的任何可計量目標；及
- (9) 對本公司業務而言屬適當的其他方面。

### SELECTION CRITERIA

The factors listed below would be used as reference by the Nomination Committee in assessing the suitability of a proposed candidate:

- (1) reputation for integrity;
- (2) accomplishment and experience in the business in which the Group is engaged in;
- (3) commitment in respect of available time and relevant interest;
- (4) diversity in all its aspects, including but not limited to race, gender, age (18 years or above), cultural and educational background and length of service;
- (5) qualifications which include professional qualifications, skills, knowledge and industry experience that are relevant to the Company's business and corporate strategy;
- (6) the number of existing directorships and other commitments that may demand the attention of the candidate;
- (7) requirement for the Board to have independent non-executive directors in accordance with the Listing Rules and whether the candidates would be considered independent with reference to the independence guidelines set out in Rules 3.08, 3.09 and 3.13 of the Listing Rules;
- (8) Board Diversity Policy of the Company and any measurable objectives adopted by the Nomination Committee for achieving diversity on the Board; and
- (9) such other perspectives appropriate to the Company's business.

## 董事提名程序

提名委員會遵從下列程序及進程就委任董事向董事會作出推薦建議：

- (1) 提名委員會及／或董事會將根據甄選標準所載標準物色潛在候選人(可能請求外部代理機構及／或顧問協助進行)；
- (2) 提名委員會及／或本公司之公司秘書將向董事會提供有關候選人的履歷詳情以及該候選人與本公司及／或董事之間的關係詳情、所任董事職位、技能及經驗、需投入大量時間的其他職位以及上市規則、開曼群島公司法及其他監管要求規定須就任何候選人獲選進入董事會而披露的任何其他詳情；
- (3) 提名委員會將就建議候選人以及委任條款及條件向董事會作出推薦建議；
- (4) 提名委員會應確保，建議候選人將會提高董事會成員多元化，尤其要關注性別平衡；
- (5) 就委任獨立非執行董事而言，提名委員會及／或董事會應取得與建議董事有關的所有資料，以令董事會可依照上市規則第3.08、3.09及3.13條(以聯交所可能不時作出的任何修訂為準)所載因素充分評估該董事的獨立性；及
- (6) 董事會隨後將基於提名委員會的推薦建議進行商討並決定是否委任。

## 監察及匯報

提名委員會監察提名政策的實施情況及每年向董事會匯報。

## PROCEDURES FOR NOMINATING DIRECTOR

The Nomination Committee will recommend to the Board for the appointment of a Director in accordance with the following procedures and process:

- (1) The Nomination Committee and/or Board will identify potential candidates based on the criteria as set out in the selection criteria, possibly with assistance from external agencies and/or advisors;
- (2) The Nomination Committee and/or the company secretary of the Company will provide the Board with the biographical details and details of the relationship between the candidate and the Company and/or Directors, directorships held, skills and experience, other positions which involve significant time commitment and any other particulars required by the Listing Rules, the Companies Law of the Cayman Islands and other regulatory requirements for any candidate for appointment to the Board;
- (3) The Nomination Committee will make recommendation to the Board on the proposed candidate(s) and the terms and conditions of the appointment;
- (4) The Nomination Committee should ensure that the proposed candidate(s) will enhance the diversity of the Board, being particularly mindful of gender balance;
- (5) In the case of the appointment of an independent nonexecutive director, the Nomination Committee and/or the Board should obtain all information in relation to the proposed director to allow the Board to adequately assess the independence of the Director in accordance with the factors set out in Rules 3.08, 3.09 and 3.13 of the Listing Rules, subject to any amendments as may be made by the Stock Exchange from time to time; and
- (6) The Board will then deliberate and decide on the appointment based upon the recommendation of the Nomination Committee.

## MONITORING AND REPORTING

The Nomination Committee monitors the implementation of the Nomination Policy and reports to the Board annually.

## 審核委員會

審核委員會現時由三名獨立非執行董事組成，分別為鄭楨先生(審核委員會主席)、江宇先生及邱伯瑜先生。

審核委員會的主要職責為(i)審閱本集團財務資料；(ii)監察本集團財務申報制度、內部監控及風險管理制度；(iii)就委任、續聘及罷免外聘核數師提供推薦建議；及(iv)檢討及監察外聘核數師的獨立身分及客觀性。此外，審核委員會亦就外聘核數師與監管機構提出的事項進行討論，以確保採納適當建議。

年內及截至本年報日期，審核委員會已履行其職責，檢討本公司內部監控制度及風險管理、本集團反賄賂及反貪污政策及本集團舉報政策的成效並審閱外聘核數師的委任以及本集團持續關連交易。審核委員會亦已聯同本公司管理層審閱本集團截至2022年6月30日止六個月的中期業績，以及聯同外聘核數師審閱本集團截至2021年及2022年12月31日止年度的年度業績，並認為有關業績的編製符合相關會計準則、規則及規例，且已作出充分披露。

## 薪酬委員會

薪酬委員會現時由執行董事潘浩然先生以及三名獨立非執行董事鄭楨先生(薪酬委員會主席)、江宇先生及邱伯瑜先生組成。

薪酬委員會的主要職責為(i)就全體董事及高級管理人員的薪酬政策及架構，及就設立正規而具透明度的程序制訂此等薪酬政策，向董事會提供推薦建議；(ii)向董事會建議個別執行董事、非執行董事及高級管理人員的薪酬待遇；(iii)審議及批准向執行董事及高級管理人員就其喪失或終止職務或委任而須支付的賠償；(iv)審批有關董事行為失當遭解除或罷免的補償安排；及(v)檢討及/或批准上市規則第17章項下有關股份計劃的事宜。薪酬委員會由職權範圍規管，有關職權範圍嚴格遵守企業管治守則的規定，並經董事會不時修訂及批准。

## AUDIT COMMITTEE

The Audit Committee currently comprises three independent non-executive Directors, Mr. Zheng Zhen (the chairman of the Audit Committee), Mr. Kong Tat Yee and Mr. Yau Pak Yue.

The primary duties of the Audit Committee are to (i) review the Group's financial information; (ii) oversight of the Group's financial reporting system, internal control and risk management system; (iii) make recommendations in relation to the appointment, reappointment and removal of the external auditor; and (iv) review and monitor the external auditor's independence and objectivity. In addition, the Audit Committee discusses matters raised by the external auditor and regulatory bodies to ensure that appropriate recommendations are implemented.

During the Year and up to the date of this Annual Report, the Audit Committee has performed its duties, reviewed the effectiveness of the internal control system and risk management of the Company, the Group Anti-Bribery and Anti-Corruption Policy and the Group Whistleblowing Policy, reviewed the appointment of the external auditors and the Group's continuing connected transactions. The Audit Committee has also reviewed with the management of the Company the interim results of the Group for the six months ended 30 June 2022 and also with the external auditor the annual results of the Group for the years ended 31 December 2021 and 2022, and was of the opinion that the preparation of such results was in compliance with the relevant accounting standards, rules and regulations and that adequate disclosures have been made.

## REMUNERATION COMMITTEE

The Remuneration Committee currently comprises an executive Director, Mr Pan Haoran and three independent non-executive Directors, Mr. Zheng Zhen (the chairman of the Remuneration Committee), Mr. Kong Tat Yee and Mr. Yau Pak Yue.

The primary duties of the Remuneration Committee are to (i) make recommendations to the Board on the policy and structure for all directors' and senior management remuneration and on the establishment of a formal and transparent procedure for remuneration policy; (ii) make recommendations to the Board on the remuneration package of individual executive directors, non-executive directors and senior management; (iii) review and approve compensation payable to executive directors and senior management for any loss or termination of office or appointment; (iv) review and approve compensation arrangements relating to dismissal or removal of directors for misconduct; and (v) review and/or approve matters relating to share schemes under Chapter 17 under Listing Rules. The Remuneration Committee is regulated by the terms of reference which follow closely the requirements of the CG Code and shall be modified and approved by the Board from time to time.

年內，薪酬委員會已討論及檢討本公司的薪酬政策，檢討並就董事會成員的薪酬提出建議，以獲董事會批准。薪酬委員會已採納向董事會履行顧問職責的運作模式，董事會保留批准個別執行董事及高級管理人員的薪酬待遇的最終權力。

### 董事及高級管理人員的薪酬政策

本集團僱員的酬金政策乃按彼等的表現、資歷及工作能力而釐定。董事酬金乃經計及本公司營運業績、董事個別表現、經驗、職責、工作量及投入本公司的時間，以及可資比較市場統計數據後，由薪酬委員會建議並供董事會批准。各執行董事均可享有底薪，底薪會按年檢討。另外，各執行董事可按薪酬委員會的建議收取酌定花紅，有關金額須由董事會批准。

董事於年內的酬金金額詳情載於綜合財務報表附註14。

### 提名委員會

提名委員會現時由執行董事潘浩然先生以及三名獨立非執行董事鄭楨先生、江宇先生及邱伯瑜先生(提名委員會主席)組成。

提名委員會的主要職責為(i)檢討董事會的架構、人數及組成(包括技能、知識及經驗方面)，並就任何擬對董事會作出的變動提供推薦建議；(ii)物色具備合適資格可擔任董事會成員的人士；(iii)評核獨立非執行董事的獨立性；(iv)就委任或重新委任董事以及董事繼任計劃向董事會提供推薦建議；及(v)制定及維持董事會成員的提名政策。提名委員會由職權範圍規管，有關職權範圍嚴格遵守企業管治守則的規定，並經董事會不時修訂及批准。

年內，提名委員會已檢討董事會的架構、人數及組成、董事於應屆股東週年大會退任及重選事宜、考慮委任新董事，並評核獨立非執行董事的獨立性。

During the Year, the Remuneration Committee has discussed and reviewed the remuneration policies of the Company, reviewed and made recommendations with respect to the remuneration of Board members for approval by the Board. The Remuneration Committee has adopted the operation model where it performs an advisory role to the Board, with the Board retaining the final authority to approve the remuneration packages of individual executive Directors and senior management.

### REMUNERATION POLICY FOR DIRECTORS AND SENIOR MANAGEMENT

The emolument policy of the employees of the Group is determined on the basis of their merit, qualifications and competence. The emoluments of the Directors are recommended by the Remuneration Committee, having regard to the Company's operating results, individual performance, experience, responsibility, workload and time devoted to the Company and comparable market statistics, for Board approval. Each of the executive Directors is entitled to a basic salary which is reviewed annually. In addition, each of the executive Directors may receive a discretionary bonus as the Remuneration Committee may recommend. Such amount has to be approved by the Board.

Details of the amount of Directors' emoluments for the Year are set out in note 14 to the consolidated financial statements.

### NOMINATION COMMITTEE

The Nomination Committee currently comprises an executive Director, Mr Pan Haoran and three independent non-executive Directors, Mr. Zheng Zhen, Mr. Kong Tat Yee and Mr. Yau Pak Yue (the chairman of the Nomination Committee).

The primary duties of the Nomination Committee are to (i) review the structure, size and composition (including skills, knowledge and experience) of the Board and make recommendations on any proposed changes to the Board; (ii) identify individuals suitably qualified to become Board members; (iii) assess the independence of independent non-executive Directors; (iv) make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors; and (v) develop and maintain a policy for nomination of Board members. The Nomination Committee is regulated by the terms of reference which follow closely the requirements of the CG Code and shall be modified and approved by the Board from time to time.

During the Year, the Nomination Committee has reviewed the structure, size and composition of the Board, the retirement and re-election of the Directors at the forthcoming annual general meeting, considered the appointment of the new Director and assess the independence of the independent non-executive Directors.



## 董事會及委員會會議

各董事於年內出席本公司各會議的個別出席記錄載列如下：

| 董事姓名   | Name of Director                            | 股東週年大會<br>Annual<br>general<br>meeting | 董事會<br>Board | 審核委員會<br>Audit<br>Committee | 薪酬委員會<br>Remuneration<br>Committee | 提名委員會<br>Nomination<br>Committee |
|--|---|--|--------------|-----------------------------|------------------------------------|----------------------------------|
| <b>執行董事</b><br><i>Executive Directors</i>                    |   |  |              |                             |                                    |                                  |
| 潘浩然先生<br>(行政總裁)  | Mr. Pan Haoran<br>(Chief Executive Officer) | 1/1                                    | 8/8          | -                           | 1/1                                | 1/1                              |
| 利錦榮先生  | Mr. Li Jinrong                              | 1/1                                    | 8/8          | -                           | -                                  | -                                |
| <b>獨立非執行董事</b><br><i>Independent Non-executive Directors</i> |   |  |              |                             |                                    |                                  |
| 邱伯瑜先生  | Mr. Yau Pak Yue                             | 1/1                                    | 8/8          | 3/3                         | 1/1                                | 1/1                              |
| 江宇先生   | Mr. Kong Tat Yee                            | 1/1                                    | 8/8          | 3/3                         | 1/1                                | 1/1                              |
| 鄭楨先生   | Mr. Zheng Zhen                              | 1/1                                    | 7/8          | 3/3                         | 1/1                                | 1/1                              |

## 企業管治職能

就企業管治而言，董事會履行以下職責：

1. 制定及審閱本公司的企業管治政策及常規；
2. 審閱及監察董事及高級管理人員的培訓及持續專業發展；
3. 審閱及監察本公司在遵守法律及監管規定方面的政策及常規；
4. 制定、審閱及監察員工及董事的操守準則及合規手冊(如有)；及
5. 審閱本公司遵守企業管治守則的情況及在企業管治報告內的披露。

本公司制定的企業管治政策著重董事會的質素、有效的內部監控、嚴格的披露常規，以及向本公司全體股東的透明度及問責程度。董事會致力遵守守則條文，定期審閱其企業管治政策，藉以維持高水平的商業道德及企業管治，以及確保本集團的營運全面遵守適用法律及法規。

## BOARD AND COMMITTEES MEETINGS

The individual attendance records of each Director at the various meetings of the Company during the Year are set out below:

| 董事姓名   | Name of Director                            | 股東週年大會<br>Annual<br>general<br>meeting | 董事會<br>Board | 審核委員會<br>Audit<br>Committee | 薪酬委員會<br>Remuneration<br>Committee | 提名委員會<br>Nomination<br>Committee |
|--|---|--|--------------|-----------------------------|------------------------------------|----------------------------------|
| <b>執行董事</b><br><i>Executive Directors</i>                    |   |  |              |                             |                                    |                                  |
| 潘浩然先生<br>(行政總裁)  | Mr. Pan Haoran<br>(Chief Executive Officer) | 1/1                                    | 8/8          | -                           | 1/1                                | 1/1                              |
| 利錦榮先生  | Mr. Li Jinrong                              | 1/1                                    | 8/8          | -                           | -                                  | -                                |
| <b>獨立非執行董事</b><br><i>Independent Non-executive Directors</i> |   |  |              |                             |                                    |                                  |
| 邱伯瑜先生  | Mr. Yau Pak Yue                             | 1/1                                    | 8/8          | 3/3                         | 1/1                                | 1/1                              |
| 江宇先生   | Mr. Kong Tat Yee                            | 1/1                                    | 8/8          | 3/3                         | 1/1                                | 1/1                              |
| 鄭楨先生   | Mr. Zheng Zhen                              | 1/1                                    | 7/8          | 3/3                         | 1/1                                | 1/1                              |

## CORPORATE GOVERNANCE FUNCTION

For corporate governance, the Board performs the following duties:

1. to develop and review the Company's policies and practices on corporate governance;
2. to review and monitor the training and continuous professional development of directors and senior management;
3. to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
4. to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors; and
5. to review the Company's compliance with the CG code and disclosure in the Corporate Governance Report.

The corporate governance policy is formulated with an emphasis on the Board's quality, effective internal control, stringent disclosure practices and transparency and accountability to all shareholders of the Company. The Board strives to comply with the code provisions and reviews its corporate governance policy regularly in order to maintain high standards of business ethics and corporate governance, and to ensure the full compliance of the Group's operations with applicable laws and regulations.

## 董事就財務報表的責任

董事知悉彼等有責任就各財政期間編製財務報表，以真實而公平地反映本公司的事務狀況。編製報告期內的財務報表時，董事已選取並貫徹應用適當的會計政策、審慎作出公平合理的判斷及估計，以及按持續經營基準編製財務報表。

## 會計記錄

董事負責確保本集團的會計記錄能合理並準確地披露本集團的財務狀況，從而根據香港會計師公會頒佈的香港財務報告準則編製財務報表。

## 持續經營不確定性

誠如本年報上文及獨立核數師報告所述，董事確認其有責任編製真實而中肯的財務報表。

本公司得悉，核數師沒有就本集團的綜合財務報表發表意見，如核數師報告內「不發表意見的基礎」所述，其認為原因是多項不確定因素之間可能存在互相作用以及可能對綜合財務報表產生累計影響。

本公司管理層認同核數師的意見，審核委員會亦確認和認同核數師的意見。

誠如綜合財務報表附註2所述，本公司管理層已採取多項計劃及措施，以改善本集團的流動性及財務狀況及重組現有借貸。本公司已就上述行動計劃和措施與審核委員會及核數師作全面討論。本公司預計於下一個年度審核工作（即截至2023年12月31日止財政年度審核工作）可移除不發表意見，惟條件為上述計劃及措施奏效或取得有利的結果。核數師關注的為下列各項於報告日期的狀況和發展：(i)本集團多項違約借貸；(ii)呈請；(iii)重組交易的進展；及(iv)本公司擁有人應佔虧絀。如本集團能解決各項有關事宜至滿意水平，核數師將考慮於本公司未來的核數工作中移除不發表意見。

## DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors acknowledged their responsibility for preparing the financial statements for each financial period to give a true and fair view of the state of affairs of the Company. In preparing the financial statements for the Reporting Period, the Directors have selected suitable accounting policies and applied them consistently, made judgments and estimates that are prudent, fair and reasonable and prepared the financial statements on a going concern basis.

## ACCOUNTING RECORDS

The Directors are responsible for ensuring that the Group keeps accounting records which disclose with reasonable accuracy the financial position of the Group and which enable the preparation of financial statements in accordance with the Hong Kong Financial Reporting Standards as promulgated by the Hong Kong Institute of Certified Public Accountants.

## GOING CONCERN UNCERTAINTIES

As mentioned in the above and the Independent Auditor's Report contained in the Annual Report, the Directors have acknowledged their responsibilities for preparing the financial statements which give true and fair view of the Group.

The Company understands that the Auditor does not express an opinion on the consolidated financial statements of the Group as the Auditor thinks there is the potential interaction of the multiple uncertainties and their possible cumulative effect on the consolidated financial statements as described in the Basis for Disclaimer of Opinion section of the Auditor's Report.

The management of the Company concurs with the view of the Auditor. The Audit Committee also confirms and concurs with the view of the Auditor.

As described in note 2 to the consolidated financial statements, the management of the Company has been undertaking a number of plans and measures to improve the Group's liquidity and financial position and to restructure the existing borrowings. The above action plans and measures have been fully discussed with the Audit Committee and the Auditors. Contingent on the aforementioned plans and measures having a successful or favourable outcome, the Company expects that the Disclaimer of Opinion can be removed in the following year's audit of the Company (i.e. the audit for the financial year ending 31 December 2023). The Auditor's concern is on the status and development of (i) the Group's various defaulted borrowings; (ii) the Petition; (iii) the progress of the Restructuring Transactions; and (iv) deficit attributable to the owners of the Company at the reporting date. When the Group is able to resolve each of these matters to a satisfactory level, the Auditors will consider the removal of the Disclaimer of opinion in the coming audits of the Company.

## 核數師就財務報表的責任

本公司外聘核數師就其對本公司財務報表所承擔申報責任而發表的聲明，載於本年報「獨立核數師報告」。

## 核數師酬金

本公司委聘大信梁學濂(香港)會計師事務所有限公司(「大信梁學濂」)為其年內的外聘核數師。董事會與審核委員會就外聘核數師甄選、委任、辭任或罷免方面並無意見分歧。報告期內，就審核服務及非審核服務已付本公司外聘核數師的酬金載列如下：

### 所提供服務

審核服務  
其他非審核服務(包括企業財務顧問服務及於一項非常重大出售交易擔任申報會計師)

## AUDITORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The statement of the external auditor of the Company regarding their reporting responsibilities on the financial statement of the Company is set out in the "Independent Auditor's Report" of this report.

## AUDITOR'S REMUNERATION

The Company engaged PKF Hong Kong Limited ("PKF") as its external auditor for the Year. There was no disagreement between the Board and the Audit Committee on the selection, appointment, resignation or dismissal of the external auditor. The remuneration paid to the Company's external auditor, in respect of audit services and non-audit services, during the Reporting Period is set out below:

| Services rendered  | 已付／應付費用<br>Fee paid/payable<br>人民幣千元<br>RMB'000 |
|--|---|
| Audit services   | 1,660   |
| Other non-audit services (including corporate financial advisory services and acted as a reporting accountants in a very substantial disposal transaction) | 301   |
|  | 1,961   |

## 內部監控及風險管理

董事會確認其對建立及維持內部監控及風險管理的全面責任，包括本公司財務申報、營運、合規及風險管理方面，並持續監察該等內部監控及風險管理的成效。董事會已委派本公司管理層負責該等職責。在董事會監督下，管理層已確立既定程序，以識別、評估及管理本集團所面對的重大風險。

董事會及審核委員會每年或於有必要時審閱對本集團而言屬重大的內部監控系統及風險管理的成效。董事會及審核委員會亦考慮本集團在會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算是否充足。

## INTERNAL CONTROL AND RISK MANAGEMENT

The Board acknowledges that it has overall responsibility for establishing and maintaining the internal controls and risk management which covers financial reporting, operations, compliance and risk management of the Company, as well as continuous monitoring the effectiveness of such internal controls and risk management. The Board has delegated such responsibility to the management of the Company. The management, under the supervision of the Board, has established an on-going process for identifying, evaluating and managing significant risks faced by the Group.

The Board and the Audit Committee review the effectiveness of internal control system and risk management that are significant to the Group annually or at any time necessary. The Board and the Audit Committee also considers the adequacy of resources, qualifications and experience of staff of the Group's accounting and financial reporting function, as well as their training programmes and budgets.

**(A) 用於識別、評估及管理重大風險的程序**

本集團用於識別、評估及管理重大風險的程序概述如下：

**風險識別**

- 識別可能對本集團業務及營運構成潛在影響的風險。

**風險評估**

- 使用管理層建立的評估標準，評估已識別的風險；及
- 考慮風險對業務的影響及出現的可能性。

**風險應對**

- 透過比較風險評估的結果，排列風險優先次序；及
- 釐定風險管理策略及內部監控程序，以防止、避免或降低風險。

**風險監察及匯報**

- 持續並定期監察有關風險，以及確保設有適當內部監控程序；
- 於出現任何重大變動時，修訂風險管理政策及內部監控程序；及
- 向管理層及董事會定期匯報風險監察的結果。

**(B) 風險管理及內部監控制度的主要特點**

本集團已制定監控程序，旨在保障資產不會被未經授權挪用及處置；確保遵守有關法例、規則及規例；確保有關為業務用途或供刊發提供可靠財務資料的會計記錄得到妥善保管；及針對重大錯誤陳述、損失或欺詐行為提供合理保證。

**(A) THE PROCESS USED TO IDENTIFY, EVALUATE AND MANAGE SIGNIFICANT RISKS**

The processes used to identify, evaluate and manage significant risks by the Group are summarised as follows:

**Risk Identification**

- Identifies risks that may potentially affect the Group's business and operations.

**Risk Assessment**

- Assesses the risks identified by using the assessment criteria developed by the management; and
- Considers the impact and consequence on the business and the likelihood of their occurrence.

**Risk Response**

- Prioritises the risks by comparing the results of the risk assessment; and
- Determines the risk management strategies and internal control processes to prevent, avoid or mitigate the risks.

**Risk Monitoring and Reporting**

- Performs ongoing and periodic monitoring of the risk and ensures that appropriate internal control processes are in place;
- Revises the risk management strategies and internal control processes in case of any significant change of situation; and
- Reports the results of risk monitoring to the management and the Board regularly.

**(B) THE MAIN FEATURES OF THE RISK MANAGEMENT AND INTERNAL CONTROL SYSTEMS**

Control procedures have been designed to safeguard assets against misappropriation and disposition; ensure compliance with relevant laws, rules and regulations; ensure proper maintenance of accounting records for provision of reliable financial information used within the business or for publication; and to provide reasonable assurance against material misstatement, loss or fraud.



**(C) 董事會承認其須對風險管理及內部監控制度負責，並有責任檢討該等制度的有效性**

董事會負責本公司風險管理及內部監控制度，以及檢討其成效。董事會監督本集團整體風險管理，致力識別、控制已識別風險的影響，並促進施行協調緩解風險措施。本公司風險管理及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失實陳述或損失作出合理而非絕對的保證。

**(D) 用以檢討風險管理及內部監控制度有效性的程序以及解決嚴重的內部監控缺失的程序**

本公司於本集團財務部擁有內部審核職能，負責本集團的內部監控並審閱其成效。相關系統旨在管理而非消除未能實現業務目標的風險，且僅可提供合理而非絕對的保證，以防止重大錯誤陳述或損失。

本公司亦設有嚴格的反貪污政策，以確認及應付賄賂及貪污，並處理本集團的公司捐贈及贊助活動，政策適用於本集團所有僱員及與本集團相關往來的第三方。本公司實施舉報政策，旨在為本公司僱員及其他相關外界各方設立舉報程序，以舉報及向上級通報任何潛在不當行為。根據政策，我們會保護舉報者不遭受任何形式的報復。舉報者提供的所有資料絕對保密。

董事會亦已委聘 Riskory Compliance Consultancy and Internal Control Services Limited 作為其風險管理及內部監控審閱顧問（「顧問」），以就年內的風險管理及內部監控制度進行年度檢討。有關檢討每年進行，並輪流檢討各個週期。檢討範圍先前已獲董事會釐定及審批。顧問已向審核委員會及管理層匯報結果及有待改善的地方。董事會／審核委員會認為並無發現重大內部監控不足之處。顧問提供的所有推薦建議均獲本集團適當跟進，以確保該等推薦建議可於合理時間內執行。

**(C) AN ACKNOWLEDGEMENT BY THE BOARD THAT IT IS RESPONSIBLE FOR THE RISK MANAGEMENT AND INTERNAL CONTROL SYSTEMS AND REVIEWING THEIR EFFECTIVENESS**

The Board is responsible for the risk management and internal control systems of the Company and reviewing their effectiveness. The Board oversees the overall risk management of the Group and endeavours to identify, control impact of the identified risks and facilitate implementation of coordinated mitigating measures. The risk management and internal control systems of the Company are designed to manage rather than eliminate the risk of failures to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

**(D) THE PROCESS USED TO REVIEW THE EFFECTIVENESS OF THE RISK MANAGEMENT AND INTERNAL CONTROL SYSTEMS AND TO RESOLVE MATERIAL INTERNAL CONTROL DEFECTS**

The Company has an internal audit function under the finance department of the Group which is responsible for internal control of the Group and for reviewing its effectiveness. Such system is designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Company also maintains strict anti-corruption policies to recognize and deal with bribery and corruption and to handle corporate donation and sponsorship activities of the Group, which applies to all employees and related third parties who deal with the Group. The Company has a whistle-blowing policy that serves the purpose of establishing whistle-blowing procedures for employees and other relevant external parties of our Company, in order to report and escalate any suspicious misconducts. In accordance with the policy, we protect all whistle-blowers from any kind of retaliation. All the information provided by the whistle-blowers will be strictly confidential.

The Board has engaged Riskory Compliance Consultancy and Internal Control Services Limited as its risk management and internal control review adviser (the “Adviser”) to conduct the annual review of the risk management and internal control systems for the Year. Such review is conducted annually and cycles reviewed are under rotation basis. The scope of review was previously determined and approved by the Board. The Adviser has reported findings and areas for improvement to the Audit Committee and management. The Board/Audit Committee are of the view that there are no material internal control defeats noted. All recommendations from the Adviser are properly followed up by the Group to ensure that they are implemented within a reasonable period of time.

## (E) 處理及發佈內幕消息的程序及內部監控措施

本公司訂有信息披露政策，確保能掌握潛在內幕消息並加以保密，直至按上市規則作出一致且適時的披露為止。該政策規管處理及發放內幕消息的方式，其中包括以下各項：

- 特設匯報渠道，讓不同營運單位向指定部門匯報潛在內幕消息的信息；
- 指定人士及部門按需要決定進一步行動及披露方式；及
- 指定人士獲授權出任發言人並回應外界查詢。

董事會信納，於回顧年度內及截至本年報日期，現有內部監控制度涵蓋所有重大監控，包括財務、經營及合規監控以及風險管理職能，並屬合理地有效及足夠。

## 公司秘書

徐靜女士（由外部秘書服務供應商卓優企業服務有限公司指派）已獲委任為本公司的公司秘書，自2021年4月21日起生效。

年內，徐女士確認其已接受不少於15個小時之相關專業培訓。

## 股息政策

本公司已採納一個股息政策，其旨在為股東提供穩定及持續的回報。在建議派付任何股息時，董事會須考慮（其中包括）集團之財務狀況、營運資金需求及未來擴展計劃、實際營運及流動資金狀況、本公司的保留盈利、可分派儲備及現金流狀況、一般經濟狀況以及董事會認為適當的其他因素。

## (E) THE PROCEDURES AND INTERNAL CONTROLS FOR THE HANDLING AND DISSEMINATION OF INSIDE INFORMATION

An information disclosure policy is in place to ensure potential inside information being captured and confidentiality of such information being maintained until consistent and timely disclosure are made in accordance with the Listing Rules. The policy regulates the handling and dissemination of inside information, which includes:

- Designated reporting channels from different operations informing any potential inside information to designated departments;
- Designated persons and departments to determine further escalation and disclosure as required; and
- Designated persons authorised to act as spokespersons and respond to external enquiries.

The Board is satisfied that the internal control system in place covering all material controls including financial, operational and compliance controls and risk management functions for the Year under review and up to the date of the annual report is reasonably effective and adequate.

## COMPANY SECRETARY

Ms. Xu Jing, who is delegated by an external secretarial service provider, Excellent Enterprise Services Limited, has been appointed as the Company Secretary of the Company with effect from 21 April 2021.

During the Year, Ms Xu Jing has confirmed that she has taken no less than 15 hours of relevant professional training.

## DIVIDEND POLICY

The Company has adopted a Dividend Policy. It aims to provide the Shareholders with stable and sustainable returns. In proposing any dividend payout, the Board shall take into account, inter alia, the Group's financial condition, working capital requirements and future expansion plans, actual operations and liquidity position, the Company's retained earnings, distributable reserves and cash flow situation, general economic condition and other factors that the Board considers appropriate.

## 股東權利

### 股東召開股東特別大會(「股東特別大會」)的程序

於發出要求當日持有附帶權利可於本公司股東大會投票的本公司已繳足股本不少於十分一的股東，可隨時向董事會或公司秘書提交經簽署且列明目的的書面要求，要求召開股東特別大會。倘董事會並無於發出要求日期起計21日內召開股東特別大會，則提出要求的人士或其中任何持有佔全體提出要求的人士總投票權過半數的人士可自行召開股東特別大會，惟任何就此召開的股東特別大會不可於發出要求日期第21日起計3個月屆滿後舉行。

### 股東於股東大會上提呈議案的程序

根據公司細則(經不時修訂)，有意動議決議案的股東可於依循上述程序後發出召開股東特別大會的要求。

### 股東查詢及建議

股東查詢可透過發送電子郵件至cs@fullsun.com.hk或郵寄至本公司主要辦事處(地址為香港中環皇后大道中138號威享大廈18樓1811室)送交本公司。股東亦可於股東大會上直接向董事會提出查詢。

## SHAREHOLDERS' RIGHTS

### PROCEDURES FOR SHAREHOLDERS TO CONVENE A SPECIAL GENERAL MEETING ("SGM")

Shareholders holding at the date of the deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at the general meetings of the Company shall at all times submit a signed written requisition, specifying the purpose, to the Board or the Company Secretary to require the convening of a SGM. If within 21 days of such deposit the Board fails to proceed to convene the SGM, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, themselves may convene a SGM, but any SGM so convened shall not be held after the expiration of 3 months from 21 days of the deposit.

### PROCEDURES FOR SHAREHOLDERS TO PUT FORWARD PROPOSALS AT A GENERAL MEETING

Pursuant to the Bye-laws (as amended from time to time), the shareholders who wish to move a resolution may by means of requisition convene a SGM follow the procedures as set out above.

### SHAREHOLDERS' ENQUIRES AND PROPOSALS

Enquiries of shareholders can be sent to the Company either by email at cs@fullsun.com.hk or by post to the principal office of the Company at Room 1811, 18/F, V Heun Building, 138 Queen's Road Central, Central, Hong Kong. Shareholders can also make enquires with the Board directly at the general meetings.

## 投資者關係

本公司認為，與股東進行有效溝通有助增進投資者關係，以及投資者對本集團業務的瞭解。本公司設有股東溝通政策，以確保股東的意見和關注得到妥善處理。政策會定期檢討，以確保其成效。董事會認為現行常規年內均有效實行，成效理想。

本公司堅持採取開誠的態度，定期與股東溝通，並向他們作出合理的資料披露。本公司資料以下列方式向股東傳達：

- 向全體股東送呈本公司中期及年度業績與報告；
- 在本公司網站及聯交所網站上刊發有關本公司中期及年度業績的公告及根據上市規則項下的持續披露責任刊發的其他公告及股東通函；及
- 本公司的股東大會亦是董事會與股東之間進行有效溝通的渠道。

本公司網站<http://www.fullsun.com.hk>為公眾及股東提供有效溝通平台。

股東或投資者亦可通過上文「股東查詢及建議」一節所述的渠道向本公司查詢，並隨時向董事或管理層提出意見及推薦建議。本公司接獲股東的書面查詢後，本公司將在可行的情況下盡快回覆有關股東。

## 憲章文件

目前由股東批准的公司細則可於本公司及聯交所網站查閱。

年內，本公司憲章文件並無任何變動。

## INVESTOR RELATIONS

The Company considers effective communication with shareholders is essential for enhancing investor relations and investor understanding of the Group's business. The Company has in place a shareholder communication policy to ensure that Shareholders' views and concerns are appropriately addressed. The policy is regularly reviewed to ensure its effectiveness. The Board considers our current practices were all well-implemented throughout the Year and achieved satisfactory results.

The Company is committed to a policy of open and regular communication and reasonable disclosure of information to its shareholders. Information of the Company is disseminated to the shareholders in the following manners:

- Delivery of annual and interim results and reports to all shareholders;
- Publication of announcements on the annual and interim results on the website of the Company and the website of the Stock Exchange, and issue of other announcements and shareholders' circulars in accordance with the continuing disclosure obligations under the Listing Rules; and
- The general meeting of the Company is also an effective communication channel between the Board and shareholders.

The website of the Company at <http://www.fullsun.com.hk> has provided an effective communication platform to the public and the shareholders.

Shareholders or investors may also make enquires with the Company through the channels mentioned above the section headed "Shareholders Enquires and Proposals", and provide comments and recommendations to the Directors or managements at any time. Upon receipt of written enquiries from Shareholders, the Company will make responses to the shareholders as soon as possible.

## CONSTITUTIONAL DOCUMENTS

Currently approved Bye-laws by the shareholders is available on the website of the Company and the Stock Exchange.

During the Year, there had been no changes in the constitutional documents of the Company.



# 獨立核數師報告

## INDEPENDENT AUDITOR'S REPORT



26/F, Citicorp Centre  
18 Whitfield Road  
Causeway Bay  
Hong Kong

大信梁學濂(香港)會計師事務所有限公司

香港  
銅鑼灣  
威非路18號  
萬國寶通中心26樓

致福晟國際控股集團有限公司列位股東

**To the Members of Fullsun International Holdings Group Co., Limited**

(於百慕達註冊成立的有限公司)

(Incorporated in Bermuda with limited liability)

### 不發表意見

我們獲委聘審計福晟國際控股集團有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表，載於第48至第178頁，其中包括：

- 於2022年12月31日綜合財務狀況表；
- 截至該日止年度綜合損益及其他全面收益表；
- 截至該日止年度綜合權益變動表；
- 截至該日止年度綜合現金流量表；及
- 綜合財務報表附註，包括主要會計政策。

我們沒有就貴集團的綜合財務報表發表意見。如我們報告內「不發表意見的基礎」所述，由於多項不確定因素之間可能存在互相作用以及可能對綜合財務報表產生累計影響，故此我們無法就綜合財務報表發表意見。在所有其他方面，我們認為綜合財務報表已遵照香港公司條例的披露規定妥為編製。

### DISCLAIMER OF OPINION

We were engaged to audit the consolidated financial statements of Fullsun International Holdings Group Co., Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 48 to 178, which comprise:

- the consolidated statement of financial position as at 31 December 2022;
- the consolidated statement of profit or loss and other 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 a summary of significant accounting policies.

We do not express an opinion on the consolidated financial statements of the Group. Because of the potential interaction of the multiple uncertainties and their possible cumulative effect on the consolidated financial statements as described in the Basis for Disclaimer of Opinion section of our report, it is not possible for us to form an opinion on these consolidated financial statements. In all other respects, in our opinion the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

## 不發表意見的基礎

### 有關持續經營的多項不確定因素

誠如綜合財務報表附註2所述，於截至2022年12月31日止年度，貴集團錄得虧損淨額約人民幣7.33億元。於2022年12月31日，貴公司擁有人應佔貴集團總虧絀為人民幣6.73億元，其流動負債較其流動資產超出人民幣3.01億元。同日，貴集團的總借貸為人民幣27.04億元（包括流動部份人民幣26.95億元），其中人民幣25.81億元以總賬面值人民幣24.43億元的貴集團物業、廠房及設備及發展中物業及待售物業以及投資物業作抵押。於2022年12月31日，貴集團非受限制現金及現金等價物總額為人民幣1.83億元。

於2022年12月31日，貴集團無法按預定還款期償還數名貸款人之借貸及應付利息，本金總計人民幣26.38億元及相關應付利息為人民幣12.0億元（「違約借貸」）。該等未償還款項統稱「違約事件」。因此，違約借貸的全部未償還本金及應付利息人民幣38.38億元須於各貸款人要求時立即償還。除違約貸款外，本金總額人民幣5,700萬元及其他借貸連同相關應付利息人民幣1,200萬元亦須於一年內或要求時立即償還。此外，貴集團就一間取消合併附屬公司，隆通有限公司（「隆通」）的借貸向貸款人提供財務擔保，借貸的未償還本金額及應付利息為人民幣2.30億元。該等情況連同在綜合財務報表附註2所述其他事宜顯示存有重大不確定因素，可能對貴集團持續經營能力構成重大疑慮。

## BASIS FOR DISCLAIMER OF OPINION

### MULTIPLE UNCERTAINTIES RELATING TO GOING CONCERN

As described in note 2 to the consolidated financial statements, the Group reported a net loss of RMB733 million during the year ended 31 December 2022. As at 31 December 2022, the Group's total deficit attributable to owners of the Company amounted to RMB673 million and its current liabilities exceeded its current assets RMB301 million. At the same date, the Group's total borrowings amounted to RMB2,704 million (including the current portion of RMB2,695 million), of which RMB2,581 million were collateralised by the Group's property, plant and equipment properties under development, properties for sale and investment properties recorded at a total carrying amount of RMB2,443 million. As at 31 December 2022, the Group had total unrestricted cash and cash equivalents of RMB183 million.

As at 31 December 2022, the Group was unable to repay borrowings and interest payables (the "Defaulted Borrowings") from several lenders according to the repayment schedule with total principal amounts of RMB2,638 million and related interest payables of RMB1,200 million. Such non-repayment are collectively referred to as the "Default Events". As a result, the entire outstanding principal and interest payables of the Defaulted Borrowings of RMB3,838 million, would be immediately repayable if requested by the respective lenders. Other than these Defaulted Borrowings, other borrowings with total principal amounts of RMB57 million and related interest payables of RMB12 million are also repayable within one year or on demand. Furthermore, the Group provided financial guarantee in respect of borrowings of a deconsolidated subsidiary, Vivalink Limited ("Vivalink") for outstanding sum of principals and interest payables of RMB230 million to lenders. These conditions, together with other matters as described in note 2 to the consolidated financial statements, indicate the existence of material uncertainties which may cast significant doubt about the Group's ability to continue as a going concern.

貴公司管理層已採取多項計劃及措施，以改善貴集團的流動性及財務狀況及重組現有借貸，有關資料載列於綜合財務報表附註2。綜合財務報表乃按持續經營基準編製，其有效性取決於該等計劃及措施的結果，其受制於多項不確定因素，包括(a)與違約借貸、隆通獲轉讓借貸及隆通違約借貸的貸款人的磋商結果，以於貴集團能夠獲得額外新資金來源並重組現有借貸前不會行使要求貴集團立即償還有關借貸的本金及應付利息的權利；(b)貴公司、認購人與計劃債權人達成相互協議，以適時解除貴集團的借貸及應付利息之重大部份；(c)及時地從貴集團正與之積極磋商的銀行及金融機構獲取新融資，以為其現有借貸的重組以及物業建設的持續融資提供資金。獲取新融資取決於(1)當前的監管環境及政策調整的改善力度；(2)貸款人是否同意該等融資及再融資協議項下的條款及條件；及(3)貴集團持續遵守該等條款及條件的能力；(d)加快建設以及預售及銷售其發展中物業，其中須滿足所有必要條件以推出預售，並按預期售價及按照管理層於現金流量預測(「現金流量預測」)中預測的時間表進行該等預售；及(e)貴集團產生經營現金流量及獲得額外融資來源(上述來源除外)以滿足貴集團的持續資金需求以及成功控制行政成本及資本開支的能力。

由於該等多項不確定因素，該等不確定因素的潛在相互作用及其可能的累計影響，我們無法就採用持續經營的編製基準是否適當發表意見。

倘若貴集團未能實現上述計劃及措施，則未必能繼續按持續經營業務基準經營，屆時會作出調整以將貴集團的資產的賬面值撇減至可收回金額，就可能產生的任何進一步負債作出撥備，及將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整的影響尚未在該等綜合財務報表內反映。

Management of the Company has been undertaking plans and measures to improve the Group's liquidity and financial position and to restructure the existing borrowings, which are set out in note 2 to the consolidated financial statements. The consolidated financial statements have been prepared on a going concern basis, the validity of which depends on the outcome of these plans and measures, which are subject to multiple uncertainties, including (a) negotiations results with the lenders of the Defaulted Borrowings, the Vivalink Assigned Borrowings and the Vivalink Defaulted Borrowing not to exercise their rights to demand immediate payment of the principals and interest payables of these borrowings before the Group is able to secure additional new sources of funding and restructure its existing borrowings (b) mutual agreement of the Restructuring Transactions between the Company, the Subscriber and the Scheme Creditors in order to discharge the Group of a material portion of its borrowings and interest payables in time; (c) timely securing new financing from banks and financial institutions with which the Group is actively negotiating to restructure its existing borrowings as well as the continued financing of the construction of properties. Securing new financing depends on (1) the current regulatory environment and the improvement strength of policy adjustment; (2) whether the lenders are agreeable to the terms and conditions of the financing and refinancing agreements; and (3) the Group's ability to continuously comply with these terms and conditions; (d) accelerating the construction as well as pre-sale and sale of its properties under development, which requires the meeting all of the necessary conditions to launch the pre-sale, and to make these pre-sales at the expected sale prices in accordance with the timelines projected by management in the Group's cash flow projections prepared by management (the "Cash Flow Projections"); and (e) the Group's ability to generate operating cash flows and obtain additional sources of financing other than those mentioned above, to meet the Group's ongoing funding needs as well as successfully controlling administrative costs and capital expenditure.

As a result of these multiple uncertainties, the potential interaction of these uncertainties and the possible cumulative effect thereof, we were unable to form an opinion as to whether the going concern basis of preparation is appropriate.

Should the Group fail to achieve the abovementioned plans and measures, it might not be able to continue to operate as a going concern, and adjustments would have to be made to write down the carrying values of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in these consolidated financial statements.

## 董事及治理層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(「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，並為其認為必須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內部監控負責。

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。

治理層須負責監督 貴集團財務報告過程。

## 核數師就審計綜合財務報表須承擔的責任

我們的責任，是根據香港會計師公會頒佈的香港審計準則對 貴集團的綜合財務報表進行審計，並出具核數師報告。我們是按照百慕達公司法第90條的規定，僅向閣下(作為整體)報告，除此之外，我們的報告不可用作其他目的。我們概不就本報告的內容，對任何其他人士負責或承擔法律責任。然而，基於本報告「不發表意見的基礎」一節所述的事項，我們由於多項不確定事項之間可能存在互相影響以及可能對綜合財務報表產生累計影響，故無法對該等綜合財務報表形成意見。

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

出具本獨立核數師報告的審計受委董事為溫德勝(執業證書編號：P04844)。

大信梁學濂(香港)會計師事務所有限公司  
執業會計師  
香港  
2023年3月31日

## RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

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

Our responsibility is to conduct an audit of the Group's consolidated financial statements in accordance with Hong Kong Standards on Auditing issued by the HKICPA and to issue an auditor's report. We report solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. However, because of the matters described in the Basis for Disclaimer of Opinion section of our report, it is not possible for us to form an opinion on these consolidated financial statements due to the potential interaction of the multiple uncertainties and their possible cumulative effect on the consolidated financial statements.

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.

The engagement director on the audit resulting in the independent auditor's report is Wan Tak Shing (Practising Certificate Number: P04844).

PKF Hong Kong Limited  
Certified Public Accountants  
Hong Kong  
31 March 2023



# 綜合損益及其他全面收益表

## CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

截至2022年12月31日止年度 For the year ended 31 December 2022

|   |   | 附註<br>NOTES | 2022年<br>2022<br>人民幣千元<br>RMB'000 | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
|---|---|-------------|-----------------------------------|-----------------------------------|
| 收入  | Revenue   | 6           |                                   |                                   |
| 客戶合約                                      | Contracts with customers  |             | <b>1,793,263</b>                  | 2,198,956                         |
| 租賃  | Leases  |             | <b>500</b>                        | 1,240                             |
| 總收入                                       | Total revenue   |             | <b>1,793,763</b>                  | 2,200,196                         |
| 銷售成本                                      | Cost of sales   |             | <b>(2,093,759)</b>                | (1,955,155)                       |
| (毛損)/毛利                                   | Gross (loss)/profit   |             | <b>(299,996)</b>                  | 245,041                           |
| 其他收入                                      | Other income  | 9           | <b>10,462</b>                     | 22,088                            |
| 其他收益及虧損                                   | Other gains and losses  | 9           | <b>(83,194)</b>                   | 10,591                            |
| 銷售及分銷費用                                   | Selling and distribution expenses   |             | <b>(42,822)</b>                   | (66,074)                          |
| 行政開支                                      | Administrative expenses   |             | <b>(55,610)</b>                   | (52,582)                          |
| 投資物業的公允價值變動                               | Change in fair value of investment properties   | 19          | <b>(36,881)</b>                   | (106,764)                         |
| 按公允價值計入損益<br>(「按公允價值計入損益」)的<br>金融資產公允價值變動 | Change in fair value of financial asset at<br>fair value through profit or loss ("FVTPL") |             | -                                 | 237                               |
| 取消合併附屬公司權益的<br>公允價值變動                     | Change in fair value of interests in<br>deconsolidated subsidiaries                       |             | <b>(13,397)</b>                   | -                                 |
| 減值虧損(扣除撥回)                                | Impairment losses, net of reversal  | 8           | <b>(283,578)</b>                  | (242,282)                         |
| 其他費用                                      | Other expenses  | 10          | <b>(722)</b>                      | (24,160)                          |
| 出售一間附屬公司之虧損                               | Loss on disposal of a subsidiary  | 35          | -                                 | (34,154)                          |
| 取消合併一間附屬公司的收益                             | Gain on deconsolidation of a subsidiary   | 35          | <b>263,251</b>                    | -                                 |
| 融資成本                                      | Finance costs   | 11          | <b>(136,954)</b>                  | (122,136)                         |
| 除稅前虧損                                     | Loss before taxation  |             | <b>(679,441)</b>                  | (370,195)                         |
| 所得稅開支                                     | Income tax expense  | 12          | <b>(53,397)</b>                   | (117,168)                         |
| 年內虧損                                      | <b>Loss for the year</b>  | 13          | <b>(732,838)</b>                  | (487,363)                         |

綜合損益及其他全面收益表  
CONSOLIDATED STATEMENT OF  
PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

截至2022年12月31日止年度 For the year ended 31 December 2022

|                             | 附註<br>NOTES  | 2022年<br>2022<br>人民幣千元<br>RMB'000 | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
|-----------------------------|--|-----------------------------------|-----------------------------------|
| <b>其他全面收益／(開支)</b>          |  |                                   |                                   |
| <i>其後可能重新分類至<br/>損益的項目：</i> | <b>Other comprehensive income/(expense)</b><br><i>Items that may be reclassified subsequently to<br/>profit or loss:</i> |                                   |                                   |
| 換算海外業務產生的<br>匯兌差額           | Exchange differences arising on translating<br>foreign operations  | <b>3,716</b>                      | (23,201)                          |
| 取消合併／出售附屬公司時<br>解除換算儲備      | Release of translation reserve upon<br>deconsolidation/disposal of subsidiaries  | <b>8,110</b>                      | 5,764                             |
| 年內其他全面收益／(開支)               | Other comprehensive income/(expense) for<br>the year   | <b>11,826</b>                     | (17,437)                          |
| 年內全面開支總額                    | Total comprehensive expense for the year   | <b>(721,012)</b>                  | (504,800)                         |
| 下列各項應佔年內<br>(虧損)／利潤：        | (Loss)/profit for the year<br>attributable to:   |                                   |                                   |
| 本公司擁有人                      | Owners of the Company  | <b>(663,554)</b>                  | (579,754)                         |
| 非控股權益                       | Non-controlling interests  | <b>(69,284)</b>                   | 92,391                            |
|                             |  | <b>(732,838)</b>                  | (487,363)                         |
| 以下各項應佔全面<br>(開支)／收益總額：      | Total comprehensive (expense)/income<br>attributable to:   |                                   |                                   |
| 本公司擁有人                      | Owners of the Company  | <b>(651,728)</b>                  | (597,191)                         |
| 非控股權益                       | Non-controlling interests  | <b>(69,284)</b>                   | 92,391                            |
|                             |  | <b>(721,012)</b>                  | (504,800)                         |
| <b>每股虧損</b>                 | <b>Loss per share</b>  |                                   |                                   |
| —基本(人民幣分)                   | – Basic (RMB cents)  | 16                                | (5.10)                            |
| —攤薄(人民幣分)                   | – Diluted (RMB cents)  | 16                                | (5.10)                            |

# 綜合財務狀況表

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

於2022年12月31日 At 31 December 2022

|   |  | 附註<br>NOTES | 2022年<br>2022<br>人民幣千元<br>RMB'000 | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
|---|--|-------------|-----------------------------------|-----------------------------------|
| <b>非流動資產</b>                                  | <b>Non-current Assets</b>  |             |                                   |                                   |
| 物業、廠房及設備                                      | Property, plant and equipment  | 17          | 21,481                            | 23,185                            |
| 使用權資產   | Right-of-use assets  | 18          | 20,831                            | 21,715                            |
| 投資物業  | Investment properties  | 19          | 657,490                           | 694,371                           |
| 於一間合營企業的權益                                    | Interest in a joint venture  | 20          | -                                 | -                                 |
| 按公允價值計入損益的金融資產                                | Financial asset at FVTPL   | 21          | -                                 | 7,987                             |
| 指定按公允價值計入其他全面<br>收益(「按公允價值計入其他全<br>面收益」)的股本工具 | Equity instrument designated at fair value<br>through other comprehensive income<br>("FVTOCI") | 22          | 500                               | 500                               |
| 遞延稅項資產  | Deferred tax assets  | 33          | 131,844                           | 132,546                           |
|   |  |             | <b>832,146</b>                    | 880,304                           |
| <b>流動資產</b>                                   | <b>Current Assets</b>  |             |                                   |                                   |
| 發展中物業／待售物業                                    | Properties under development/<br>properties for sale   | 23          | 5,901,290                         | 7,054,409                         |
| 應收賬款及其他應收款項<br>以及預付款項                         | Trade and other receivables and<br>prepayments   | 24          | 1,036,054                         | 1,075,111                         |
| 應收非控股股東款項                                     | Amounts due from non-controlling<br>shareholders   | 25          | 284,362                           | 274,906                           |
| 預付所得稅   | Prepaid income tax   |             | 177,684                           | 171,518                           |
| 受限制銀行存款                                       | Restricted bank deposits   | 26          | 10,448                            | 197,644                           |
| 銀行結餘及現金                                       | Bank balances and cash   | 26          | 183,449                           | 277,168                           |
|   |  |             | <b>7,593,287</b>                  | 9,050,756                         |
| 於取消合併附屬公司的權益                                  | Interests in deconsolidated subsidiaries   | 36          | 22,714                            | 36,111                            |
|   |  |             | <b>7,616,001</b>                  | 9,086,867                         |

# 綜合財務狀況表

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

於2022年12月31日 At 31 December 2022

|                   | 附註<br>NOTES | 2022年<br>2022<br>人民幣千元<br>RMB'000 | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
|-------------------|-------------|-----------------------------------|-----------------------------------|
| <b>流動負債</b>       |             |                                   |                                   |
| 應付賬款及其他應付款項以及應計費用 | 27          | <b>3,088,388</b>                  | 1,918,274                         |
| 合約負債              | 28          | <b>1,722,401</b>                  | 3,404,922                         |
| 應付所得稅             |             | <b>410,563</b>                    | 366,104                           |
| 借貸－於一年內到期         | 30          | <b>2,695,270</b>                  | 3,009,191                         |
| 租賃負債              | 31          | -                                 | 177                               |
|                   |             | <b>7,916,622</b>                  | 8,698,668                         |
| <b>流動(負債)資產淨值</b> |             | <b>(300,621)</b>                  | 388,199                           |
| <b>資產總值減流動負債</b>  |             | <b>531,525</b>                    | 1,268,503                         |
| <b>資本及儲備</b>      |             |                                   |                                   |
| 股本                | 32          | <b>96,031</b>                     | 96,031                            |
| 儲備                |             | <b>(769,276)</b>                  | (117,548)                         |
| 本公司擁有人應佔虧拙        |             | <b>(673,245)</b>                  | (21,517)                          |
| 非控股權益             | 46          | <b>900,579</b>                    | 969,863                           |
| <b>權益總額</b>       |             | <b>227,334</b>                    | 948,346                           |
| <b>非流動負債</b>      |             |                                   |                                   |
| 借貸－於一年後到期         | 30          | <b>8,844</b>                      | 8,176                             |
| 租賃負債              | 31          | -                                 | 42                                |
| 遞延稅項負債            | 33          | <b>295,347</b>                    | 311,939                           |
|                   |             | <b>304,191</b>                    | 320,157                           |
|                   |             | <b>531,525</b>                    | 1,268,503                         |

第48頁至第178頁的綜合財務報表由本公司董事於2023年3月31日通過及授權發出，並由以下董事代表簽署：

The consolidated financial statements on pages 48 to 178 were approved and authorised for issue by the directors of the Company on 31 March 2023 and are signed on its behalf by:

**Mr. Pan Haoran**  
潘浩然先生  
DIRECTOR  
董事

**Mr. Li Jinrong**  
利錦榮先生  
DIRECTOR  
董事



# 綜合權益變動表

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至2022年12月31日止年度 For the year ended 31 December 2022

|                                 |   | 本公司擁有人應佔<br>Attributable to owners of the Company |                       |                                       |                             |                             |   |                            |   |                            |                  |                                    | 非控股權益<br>Non-controlling interests | 總計<br>Total |
|---------------------------------|---|---|-----------------------|---------------------------------------|-----------------------------|-----------------------------|---|----------------------------|---|----------------------------|------------------|------------------------------------|------------------------------------|-------------|
|                                 |   | 股本<br>Share capital                               | 股份溢價<br>Share premium | 資本儲備<br>Capital reserve               | 重估儲備<br>Revaluation reserve | 換算儲備<br>Translation reserve | 其他儲備<br>Other reserve                   | 注資<br>Capital contribution | 法定儲備<br>Statutory reserve                 | 累計虧損<br>Accumulated losses | 總計<br>Total      | 非控股權益<br>Non-controlling interests | 總計<br>Total                        |             |
|                                 |   | 人民幣千元<br>RMB'000                                  | 人民幣千元<br>RMB'000      | 人民幣千元<br>RMB'000<br>(附註i)<br>(Note i) | 人民幣千元<br>RMB'000            | 人民幣千元<br>RMB'000            | 人民幣千元<br>RMB'000<br>(附註ii)<br>(Note ii) | 人民幣千元<br>RMB'000           | 人民幣千元<br>RMB'000<br>(附註iii)<br>(Note iii) | 人民幣千元<br>RMB'000           | 人民幣千元<br>RMB'000 | 人民幣千元<br>RMB'000                   | 人民幣千元<br>RMB'000                   |             |
| 於2021年1月1日                      | At 1 January 2021   | 96,031  | 85,940                | (518,960)                             | 308                         | 100,721                     | 61,295                                  | 835,821                    | 139,952                                   | (225,434)                  | 575,674          | 877,472                            | 1,453,146                          |             |
| 年內(虧損)/溢利                       | (Loss)/profit for the year  | -   | -                     | -                                     | -                           | -                           | -                                       | -                          | -   | (579,754)                  | (579,754)        | 92,391                             | (487,363)                          |             |
| 年內其他全面(開支)/<br>收益：              | Other comprehensive (expense)/<br>income for the year:                              |   |                       |                                       |                             |                             |   |                            |   |                            |                  |                                    |                                    |             |
| 換算海外業務產生的<br>匯兌差額               | Exchange differences arising<br>on translating foreign<br>operations                | -   | -                     | -                                     | -                           | (23,201)                    | -                                       | -                          | -   | -                          | (23,201)         | -                                  | (23,201)                           |             |
| 出售一間附屬公司時<br>解除換算儲備             | Release of translation reserve<br>upon disposal of<br>a subsidiary                  | -   | -                     | -                                     | -                           | 5,764                       | -                                       | -                          | -   | -                          | 5,764            | -                                  | 5,764                              |             |
| 年內全面開支總額                        | Total comprehensive expense<br>for the year   | -   | -                     | -                                     | -                           | (17,437)                    | -                                       | -                          | -   | (579,754)                  | (597,191)        | 92,391                             | (504,800)                          |             |
| 計提法定儲備                          | Appropriation to statutory<br>reserve   | -   | -                     | -                                     | -                           | -                           | -                                       | -                          | 22,431                                    | (22,431)                   | -                | -                                  | -                                  |             |
| 於2021年12月31日及<br>2022年1月1日      | At 31 December 2021<br>and 1 January 2022   | 96,031  | 85,940                | (518,960)                             | 308                         | 83,284                      | 61,295                                  | 835,821                    | 162,383                                   | (827,619)                  | (21,517)         | 969,863                            | 948,346                            |             |
| 年內虧損                            | Loss for the year   | -   | -                     | -                                     | -                           | -                           | -                                       | -                          | -   | (663,554)                  | (663,554)        | (69,284)                           | (732,838)                          |             |
| 年內其他全面收益：                       | Other comprehensive income<br>for the year:   |   |                       |                                       |                             |                             |   |                            |   |                            |                  |                                    |                                    |             |
| 換算海外業務產生的<br>匯兌差額               | Exchange differences arising<br>on translating foreign<br>operations                | -   | -                     | -                                     | -                           | 3,716                       | -                                       | -                          | -   | -                          | 3,716            | -                                  | 3,716                              |             |
| 取消合併一間附屬公司時<br>解除換算儲備<br>(附註35) | Release of translation reserve<br>upon deconsolidation of<br>a subsidiary (note 35) | -   | -                     | -                                     | -                           | 8,110                       | -                                       | -                          | -   | -                          | 8,110            | -                                  | 8,110                              |             |
| 年內全面收益/(開支)<br>總額               | Total comprehensive income/<br>(expense) for the year                               | -   | -                     | -                                     | -                           | 11,826                      | -                                       | -                          | -   | (663,554)                  | (651,728)        | (69,284)                           | (721,012)                          |             |
| 計提法定儲備                          | Appropriation to statutory<br>reserve   | -   | -                     | -                                     | -                           | -                           | -                                       | -                          | 3,843                                     | (3,843)                    | -                | -                                  | -                                  |             |
| 取消合併一間附屬公司<br>時解除(附註35)         | Release upon deconsolidation of<br>a subsidiary (note 35)                           | -   | -                     | 518,960                               | -                           | -                           | (61,295)                                | -                          | -   | (457,665)                  | -                | -                                  | -                                  |             |
| 於2022年12月31日                    | At 31 December 2022   | 96,031  | 85,940                | -                                     | 308                         | 95,110                      | -                                       | 835,821                    | 166,226                                   | (1,952,681)                | (673,245)        | 900,579                            | 227,334                            |             |

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至2022年12月31日止年度 For the year ended 31 December 2022

附註：

- i. 資本儲備指緊接收購事項(定義見本公司日期為2017年10月27日的通函)前本公司已發行股本及股份溢價與隆通(會計收購方)的股本之間的差額。於2022年1月1日取消合併隆通後，金額已重新分類至累計虧損。
- ii. 其他儲備指就將本公司全資附屬公司隆通的若干附屬公司的股權由潘偉明先生(「前最終控股股東」)控制的公司轉讓予隆通，隆通所支付代價與該等附屬公司的註冊資本的賬面值之間的差額。於2022年1月1日取消合併隆通後，金額已重新分類至累計虧損。
- iii. 根據於中華人民共和國(「中國」)成立的所有附屬公司的組織章程細則，該等附屬公司須將除稅後利潤的10%轉撥至法定儲備，直至該儲備達到註冊資本的50%為止。轉撥至該儲備須於向權益持有人分派股息之前作出。法定儲備可用以彌補過往年度的虧損、擴充現有經營業務或轉換為該等附屬公司的額外資本。

Notes:

- i. Capital reserve represents the difference between the issued share capital and share premium of the Company and the share capital of Vivalink (the accounting acquirer) immediately before the Acquisition (as defined the Company's circular dated 27 October 2017). The amount was reclassified to accumulated losses upon deconsolidation of Vivalink on 1 January 2022.
- ii. Other reserve represents the difference between the consideration paid by Vivalink, a wholly-owned subsidiary of the Company, and the carrying amount of registered capital of certain subsidiaries of Vivalink, in respect of the transfer of equity interests of those subsidiaries to Vivalink from the companies controlled by Mr. Pan Weiming (the "Former Ultimate Controlling Shareholder"). The amount was reclassified to accumulated losses upon deconsolidation of Vivalink on 1 January 2022.
- iii. In accordance with the Articles of Association of all subsidiaries established in the People's Republic of China (the "PRC"), those subsidiaries are required to transfer 10% of the profit after taxation to the statutory reserve until the reserve reaches 50% of the registered capital. Transfer to this reserve must be made before distributing dividends to equity holders. The statutory reserve can be used to make up for previous years' losses, expand the existing operation or convert into additional capital of the subsidiaries.

# 綜合現金流量表

## CONSOLIDATED STATEMENT OF CASH FLOWS

截至2022年12月31日止年度 For the year ended 31 December 2022

|                       |   | 2022年<br>2022<br>人民幣千元<br>RMB'000   | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
|-----------------------|---|-------------------------------------|-----------------------------------|
| <b>經營活動</b>           | <b>OPERATING ACTIVITIES</b>   |                                     |                                   |
| 除稅前虧損                 | Loss before taxation  | <b>(679,441)</b>                    | (370,195)                         |
| 就下列各項的調整：             | Adjustments for:  |                                     |                                   |
| 取消合併一間附屬公司的收益         | Gain on deconsolidation of a subsidiary   | <b>(263,251)</b>                    | -                                 |
| 出售一間附屬公司虧損            | Loss on disposal of a subsidiary  | -                                   | 34,154                            |
| 物業、廠房及設備折舊            | Depreciation of property, plant and equipment   | <b>1,598</b>                        | 5,619                             |
| 使用權資產折舊               | Depreciation of right-of-use assets   | <b>792</b>                          | 924                               |
| 出售及撇銷物業、廠房及設備的虧損      | Loss on disposal and written off of property, plant and equipment                       | <b>5</b>                            | 288                               |
| 終止租賃的收益               | Gain on termination of leases   | <b>(10)</b>                         | -                                 |
| 融資成本                  | Finance costs   | <b>136,954</b>                      | 122,136                           |
| 利息收入                  | Interest income   | <b>(5,828)</b>                      | (1,946)                           |
| 匯兌虧損/(收益)，淨額          | Exchange loss/(gain), net   | <b>83,194</b>                       | (10,591)                          |
| 投資物業的公允價值變動           | Change in fair value of investment properties   | <b>36,881</b>                       | 106,764                           |
| 取消合併附屬公司權益的公允價值變動     | Change in fair value of interests in deconsolidated subsidiaries                        | <b>13,397</b>                       | -                                 |
| 按公允價值計入損益的金融資產公允價值變動  | Change in fair value of financial asset at FVTPL  | -                                   | (237)                             |
| 發展中物業/待售物業的減值虧損(扣除撥回) | Impairment losses on properties under development/properties for sales, net of reversal | <b>184,957</b>                      | 218,701                           |
| 其他應收款項減值虧損            | Impairment losses on other receivables  | <b>21,428</b>                       | 211,338                           |
| 應收非控股股東款項減值虧損(扣除撥回)   | Impairment losses on amounts due from non-controlling shareholders, net of reversal     | <b>(9,456)</b>                      | 30,944                            |
| 應收取消合併附屬公司款項減值虧損      | Impairment losses on amounts due from deconsolidated subsidiaries                       | <b>271,606</b>                      | -                                 |
| 未計營運資金變動前的經營現金流量      | Operating cash flows before movements in working capital                                | <b>(207,174)</b>                    | 347,899                           |
| 發展中物業/待售物業減少          | Decrease in properties under development/properties for sale                            | <b>1,507,592</b>                    | 1,707,404                         |
| 應收賬款及其他應收款項以及預付款項增加   | Increase in trade and other receivables, and prepayments                                | <b>(747,644)</b>                    | (981,935)                         |
| 應付賬款及其他應付款項以及應計費用增加   | Increase in trade and other payables and accruals                                       | <b>958,635</b>                      | 856,514                           |
| 合約負債減少                | Decrease in contract liabilities  | <b>(1,691,683)</b>                  | (1,911,551)                       |
| 營運(所用)/所得現金(已支付)退回所得稅 | Cash (used in)/generated from operations<br>Income tax (paid)/refunded                  | <b>(180,274)</b><br><b>(30,994)</b> | 18,331<br>(125,142)               |
| <b>經營活動所用現金淨額</b>     | <b>NET CASH USED IN FROM OPERATING ACTIVITIES</b>                                       | <b>(211,268)</b>                    | (106,811)                         |

綜合現金流量表  
CONSOLIDATED STATEMENT OF CASH FLOWS

截至2022年12月31日止年度 For the year ended 31 December 2022

|                            | 附註<br>NOTE | 2022年<br>2022<br>人民幣千元<br>RMB'000 | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
|----------------------------|------------|-----------------------------------|-----------------------------------|
| <b>投資活動</b>                |            |                                   |                                   |
| 提取受限制銀行存款                  |            | 189,887                           | 39,179                            |
| 已收利息                       |            | 5,828                             | 1,946                             |
| 出售物業、廠房及設備所得款項             |            | 101                               | –                                 |
| 還款自／(墊款予)非控股股東             |            | –                                 | 83,149                            |
| 還款自一名第三方                   |            | –                                 | 72,277                            |
| 取消合併／出售附屬公司之<br>淨現金(流出)／流入 | 35         | (892)                             | 641,201                           |
| 增加受限制銀行存款                  |            | (2,691)                           | (4,250)                           |
| <b>投資活動所得現金淨額</b>          |            | <b>192,233</b>                    | 833,502                           |



# 綜合現金流量表

## CONSOLIDATED STATEMENT OF CASH FLOWS

截至2022年12月31日止年度 For the year ended 31 December 2022

|                       |   | <b>2022年</b>     | 2021年       |
|-----------------------|---|------------------|-------------|
|                       |   | <b>2022</b>      | 2021        |
|                       |   | <b>人民幣千元</b>     | 人民幣千元       |
|                       |   | <b>RMB'000</b>   | RMB'000     |
| <b>融資活動</b>           | <b>FINANCING ACTIVITIES</b>   |                  |             |
| 償還借貸                  | Repayments of borrowings  | <b>(109,822)</b> | (919,520)   |
| 已付利息                  | Interest paid   | <b>(16,670)</b>  | (136,111)   |
| 償還租賃負債                | Repayments of leases liabilities  | <b>(125)</b>     | (283)       |
| 償還可換股債券               | Repayment of convertible bonds  | -                | (11,155)    |
| 增加借貸                  | Additions of borrowings   | <b>51,510</b>    | 41,272      |
| <b>融資活動所用現金淨額</b>     | <b>NET CASH USED IN FINANCING ACTIVITIES</b>  | <b>(75,107)</b>  | (1,025,797) |
| <b>現金及現金等值項目減少淨額</b>  | <b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>  | <b>(94,142)</b>  | (299,106)   |
| 於年初的現金及現金等值項目         | <b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR</b>                                     | <b>277,348</b>   | 582,121     |
| 外幣匯率變動的影響             | <b>EFFECT OF FOREIGN EXCHANGE RATE CHANGES</b>  | <b>243</b>       | (5,667)     |
|                       |   | <b>183,449</b>   | 277,348     |
| <b>於年末的現金及現金等值項目，</b> | <b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR,</b>  |                  |             |
| 指於綜合財務狀況表呈列的銀行結餘及現金   | representing bank balances and cash as stated in the consolidated statement of financial position | <b>183,449</b>   | 277,168     |
| 指取消合併附屬公司權益應佔銀行結餘及現金  | representing bank balances and cash attributable to interests in deconsolidated subsidiaries      | -                | 180         |
|                       |   | <b>183,449</b>   | 277,348     |

截至2022年12月31日止年度 For the year ended 31 December 2022

**1. 一般資料**

福晟國際控股集團有限公司(「本公司」，連同其附屬公司統稱「本集團」)於百慕達註冊成立為有限公司，其股份於香港聯合交易所有限公司(「聯交所」)主板上市。本公司註冊辦事處地址為Clarendon House, 2 Church Street, Hamilton HM11, Bermuda。主要營業地點為香港中環皇后大道中138號威亨大廈18樓1811室。本公司的主要業務為投資控股，而其附屬公司及合營企業主要從事物業發展及物業投資業務。

本公司的直接及最終控股公司為通達企業有限公司(「通達」)，該公司為於英屬維爾京群島(「英屬維爾京群島」)成立的有限公司，由潘偉明先生全資擁有。於2019年9月9日，本公司獲潘偉明先生知會，作為家族繼任計劃的一部份，彼以饋贈方式及零金錢代價轉讓(i)通達全部已發行股份予潘偉明先生的兒子潘浩然先生；及(ii)由潘偉明先生直接持有本公司每股面值0.01港元的1,080,000股普通股予通達。轉讓後，潘浩然先生成為本公司最終控股股東，透過通達轉讓間接持有本公司全部已發行股份約56.45%。

綜合財務報表以人民幣(「人民幣」)(其亦為本公司的功能貨幣)呈列。

**1. GENERAL INFORMATION**

Fullsun International Holdings Group Co., Limited (the "Company", together with its subsidiaries, collectively referred to as the "Group") is incorporated in Bermuda as a limited liability company and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM11, Bermuda. The principal place of business is Room 1811, 18/F, V Heun Building, 138 Queen's Road Central, Central, Hong Kong. The principal activity of the Company is investment holding and the principal activities of its subsidiaries and joint venture are principally engaged in property development and property investment business.

The immediate and ultimate holding company of the Company is Tongda Enterprises Limited ("Tongda"), a company established in the British Virgin Islands (the "BVI") with limited liability and was previously 100% owned by Mr. Pan Weiming. On 9 September 2019, the Company was notified by Mr. Pan Weiming that he transferred (i) all the issued shares in Tongda to Mr. Pan Haoran, the son of Mr. Pan Weiming; and (ii) the 1,080,000 ordinary shares of par value HK\$0.01 each in the Company directly held by Mr. Pan Weiming to Tongda, by way of a gift with no monetary consideration as part of a family succession plan. After the transfer, Mr. Pan Haoran became the ultimate controlling shareholder of the Company, indirectly holding approximately 56.45% of all the shares in issue of the Company through Tongda Transfers.

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

截至2022年12月31日止年度 For the year ended 31 December 2022

## 2. 綜合財務報表的編製基準

綜合財務報表乃根據香港財務報告準則（「香港財務報告準則」）及香港公司條例第622章之披露規定編製。綜合財務報表乃按歷史成本基準編製，惟投資物業及按公允價值計入其他全面收益／損益的若干金融資產（按公允價值列賬）除外。

### 持續經營基礎

於截至2022年12月31日止年度，本集團錄得虧損淨額約人民幣7.33億元。於2022年12月31日，本公司擁有人應佔本集團總虧絀約為人民幣6.73億元，其流動負債較其流動資產超出約人民幣3.01億元。同日，本集團的總借貸約為人民幣27.04億元（包括流動部份約人民幣26.95億元），其中約人民幣25.81億元以總賬面值約人民幣24.43億元的本集團物業、廠房及設備及發展中物業及待售物業以及投資物業作抵押。於2022年12月31日，本集團非受限制現金及現金等價物總額約為人民幣1.83億元。

於2022年12月31日，本集團無法按預定還款期償還數名貸款人本金總計約人民幣26.38億元的借貸及相關應付利息約人民幣12.00億元（「違約借貸」）。該等未償還款項統稱「違約事件」。因此，違約借貸的全部未償還本金及應付利息金額約人民幣38.38億元將於該等貸款人要求時立即償還。除違約貸款外，本金總額約人民幣5,700萬元及其他借貸連同相關應付利息約人民幣1,200萬元亦須於一年內或要求時立即償還。此外，本集團就一間取消合併附屬公司，隆通有限公司（「隆通」）的借貸向貸款人提供財務擔保，借貸的未償還本金及應付利息分別約為人民幣2.03億元及約人民幣2,700萬元。該等情況連同綜合財務報表附註2所述其他事宜顯示存有重大不確定因素，可能對本集團持續經營能力構成重大疑慮。

## 2. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statement have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRS") and the disclosure requirements of the Hong Kong Companies Ordinance Cap. 622. The consolidated financial statements have been prepared on a historical cost basis, except for investment properties and certain financial assets at fair value through other comprehensive income/profit or loss, which are carried at fair value.

### GOING CONCERN BASIS

The Group reported a net loss of approximately RMB733 million during the year ended 31 December 2022. As at 31 December 2022, the Group's total deficit attributable to owners of the Company amounted to approximately RMB673 million and its current liabilities exceeded its current assets approximately RMB301 million. At the same date, the Group's total borrowings amounted to approximately RMB2,704 million (including the current portion of approximately RMB2,695 million), of which approximately RMB2,581 million were collateralised by the Group's property, plant and equipment, properties under development, properties for sale and investment properties recorded at a total carrying amount of approximately RMB2,443 million. As at 31 December 2022, the Group had total unrestricted cash and cash equivalents of approximately RMB183 million.

As at 31 December 2022, the Group was unable to repay borrowings and interest payables (the "Defaulted Borrowings") from several lenders according to the repayment schedule with total principal amounts of approximately RMB2,638 million and related interest payables of approximately RMB1,200 million. Such non-repayments are collectively referred to as the "Defaulted Events". As a result, the entire outstanding principal and interest payables of the Defaulted Borrowings of approximately RMB3,838 million would be immediately repayable if requested by the respective lenders. Other than these Defaulted Borrowings, other borrowings with total principal amounts of approximately RMB57 million and related interest payables of approximately RMB12 million are also repayable within one year or on demand. Furthermore, the Group provided financial guarantee in respect of borrowings of a deconsolidated subsidiary, Vivalink Limited ("Vivalink") for outstanding sum of principals and interest payables of approximately RMB203 million and approximately RMB27 million to lenders respectively. These conditions, together with other matters as described in note 2 to the consolidated financial statements, indicate the existence of material uncertainties which may cast significant doubt about the Group's ability to continue as a going concern.

截至2022年12月31日止年度 For the year ended 31 December 2022

**2. 綜合財務報表的編製基準** (續)

截至綜合財務報表批准日期，本集團尚未償還違約借貸以及其他銀行及其他借貸的任何本金及應付利息。

管理層考慮到高額利息及預期產生的再融資成本，預期本集團截至2023年12月31日止年度的經營業績在此等情況下或受嚴重影響。

於2021年11月30日，金置投資有限公司（「金置」）及Wise Think Global Limited（「Wise Think」）因拖欠隆通的借貸（「隆通獲轉讓借貸」）以及貸款人、隆通獲轉讓借貸之承讓人（「承讓人」）及承讓人就此委任的接管人（「該等接管人」）採取的後續行動而被取消合併，詳情載於本公司截至2021年12月31日止年度的年度報告綜合財務報表附註2。截至2022年12月31日止年度，鑒於該等接管人對隆通採取的其他行動（包括委任隆通的董事），因此本公司管理層視本集團不再控制隆通並將隆通取消合併，自2022年1月1日起生效。金置、Wise Think及隆通統稱為「取消合併附屬公司」。

於2022年3月19日，本公司接獲銀順（香港）投資有限公司（「銀順」）針對本公司向百慕達高等法院（「百慕達法院」）提出的清盤呈請（「呈請」），內容有關其指稱本公司未能根據本公司以銀順為受益人作出日期為2019年8月21日的擔保以擔保人身份促使償還欠負的本金及應付利息（「隆通違約借貸」）。呈請延期並將於2023年7月14日上午9時30分（百慕達時間）於百慕達法院聆訊。詳情載於本公司日期為2023年4月14日的公告。倘若授出呈請，清盤開始後就本公司財產（包括據法權產）作出的任何產權處置，以及任何股份轉讓、本公司成員地位的任何變更或後段所述的重組交易，除非百慕達法院另有命令，否則均屬無效。

**2. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS** (Continued)

Up to the approval date of these consolidated financial statements, the Group did not repay of any principal and interest payables of the Defaulted Borrowings and other bank and other borrowings.

Taking into account the high interest and refinancing costs expected to be incurred, management expects that the Group's operating results for the year ending 31 December 2023 might be significantly affected under such circumstance.

Gold Asset Investment Limited ("Gold Asset"), Wise Think Global Limited ("Wise Think") were deconsolidated on 30 November 2021 as a consequence of the default of a borrowing (the "Vivalink Assigned Borrowing") of Vivalink and the subsequent actions taken by the lender, the assignee of the Vivalink Assigned Borrowing (the "Assignee") and the receivers ("Receivers") thereby appointed by the Assignee, details of which are set out in note 2 of the consolidated financial statements of the Company's annual report for the year ended 31 December 2021. During the year ended 31 December 2022, the management of the Company, having considered other actions taken by Receivers on Vivalink, including appointment of director of Vivalink, deemed the Group no longer control Vivalink and accordingly, deconsolidated Vivalink, effective from 1 January 2022 onwards. Gold Asset, Wise Think and Vivalink are collectively referred to as the "Deconsolidated subsidiaries".

On 19 March 2022, the Company received a winding up petition (the "Petition") filed by Harbor Sure (HK) Investments Limited ("Harbor Sure") with the Supreme Court of Bermuda (the "Bermuda Court") against the Company in respect of the Company's alleged failure as guarantor, pursuant to a guarantee dated 21 August 2019 given by the Company in favour of Harbor Sure, to pay the outstanding principal and interest payables (the "Vivalink Defaulted Borrowing"). The Petition had been adjourned and will be heard before the Bermuda Court at 09:30 a.m. on 14 July 2023 (Bermuda time). Details are set out in the Company's announcement dated 14 April 2023. Should the Petition be granted, any disposition of the property of the Company, including things in action, and any transfer of Shares, alteration in the status of the members of the Company or the restructuring transactions mentioned in the subsequent paragraph, made after the commencement of the winding-up shall be void unless the Bermuda Court otherwise orders.



截至2022年12月31日止年度 For the year ended 31 December 2022

**2. 綜合財務報表的編製基準(續)**

隆通獲轉讓借貸及隆通違約借貸未償還本金及應付利息已於取消合併隆通時予以終止確認，管理層預期各取消合併附屬公司有足夠變現資產償還隆通的各項違約借貸，故此並無於2022年12月31日就其財務擔保進行撥備。於2022年12月31日，倘若貸款人根據擔保條款提出要求，本集團須即時償還隆通獲轉讓借貸及隆通違約借貸未償還本金及應付利息合共人民幣2.30億元。

於2022年7月11日，本公司與一名認購人（「認購人」）訂立有條件認購協議（經日期為2022年9月9日的補充協議以及日期為2023年3月3日的第二份補充協議補充及修訂）（統稱「認購協議」），據此，認購人有條件同意認購，而本公司有條件同意配發及發行1,307,019,402股認購股份，代價為168,000,000港元（「認購事項」）。認購事項附帶若干條件，其中包括(i)本公司股本重組（「股本重組」）生效；及(ii)本公司與計劃債權人（「計劃債權人」）訂立的計劃（「計劃」）於不遲於認購事項完成日期生效，以解除計劃債權人的申索，申索金額於2022年11月30日為27.8億港元（約人民幣24.8億元）。股本重組、認購事項及計劃統稱為「重組交易」。詳情分別載於本公司日期為2022年5月13日、2022年6月13日、2022年7月14日、2022年8月12日、2022年9月12日、2022年10月3日、2022年11月3日、2022年12月2日、2022年12月18日、2023年1月5日、2023年2月3日、2023年3月3日及2023年3月23日的公告內。

**2. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The outstanding principals and interest payables of the Vivalink Assigned Borrowing and the Vivalink Defaulted Borrowing were derecognised upon the deconsolidation of Vivalink and no financial guarantee provisions have been recognised as at 31 December 2022 as the management expects these defaulted borrowings of Vivalink would be sufficiently paid out by realising assets of the Deconsolidated Subsidiaries. As at 31 December 2022, the outstanding sum of principals and interest payables of the Vivalink Assigned Borrowing and the Vivalink Defaulted Borrowing totalled RMB230 million, respectively, might be fall due for repayment immediately if requested by the lenders pursuant to the guarantee clauses.

On 11 July 2022, the Company and a subscriber (the "Subscriber") entered into a conditional subscription agreement (as supplemented and amended by a supplemental agreement dated 9 September 2022 and a second supplemental agreement dated 3 March 2023) (collectively the "Subscription Agreement"), pursuant to which the Subscriber has conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue 1,307,019,402 Subscription Shares at the consideration of HK\$168,000,000 (the "Subscription"). The Subscription is subject to various conditions including, among others, (i) the capital reorganisation (the "Capital Reorganisation") of the Company having become effective; and (ii) a scheme (the "Scheme") between the Company and the Scheme's creditors (the "Scheme Creditors") to discharge the claims from the Scheme Creditors for an amount of HK\$2.78 billion (approximately RMB2.48 billion) as at 30 November 2022 having become effective no later than the date of completion of the Subscription. The Capital Reorganisation, the Subscription and the Scheme are collectively referred to as the "Restructuring Transactions". Details are set out in the Company's announcements dated 13 May 2022, 13 June 2022, 14 July 2022, 12 August 2022, 12 September 2022, 3 October 2022, 3 November 2022, 2 December 2022, 18 December 2022, 5 January 2023, 3 February 2023, 3 March 2023 and 23 March 2023, respectively.

截至2022年12月31日止年度 For the year ended 31 December 2022

**2. 綜合財務報表的編製基準** (續)

截至該等綜合財務報表批准日期，本集團與承讓人及銀順並無達成任何和解計劃，上述重組交易亦尚未獲批、完成或生效。

本集團非全資間接附屬公司湖南興汝城房地產開發有限公司(「湖南興汝」)接獲湖南省長沙市中級人民法院(「長沙法院」)發出的民事判決書，當中長沙法院接納若干債權人(「湖南興汝債權人」)就湖南興汝破產清算的申請，理據為湖南興汝未能償還其欠負湖南興汝債權人的若干債務。有關判決於2023年1月17日生效。於2022年12月31日，湖南興汝的資產淨值為人民幣406,322,000元。當破產清算程序完成後，本集團將不再確認湖南興汝為其附屬公司。詳情載於本公司日期為2023年2月12日的公告。

上述狀況顯示存在重大不確定事項，可能對本集團能否持續經營業務構成重大疑問。鑒於上述情況，本公司管理層在評估本集團會否擁有充足財務資源持續經營業務時，已審慎考慮本集團的未來流動資金及表現以及其可動用的融資來源。管理層已經或將採取若干計劃及措施以減輕本集團的流動資金壓力及改善其現金流量，當中包括但不限於以下各項：

- a. 本集團將持續竭力說服隆通獲轉讓借貸、隆通違約借貸的貸款人以及違約借貸的其他貸款人不對本集團(作為借款方或擔保方)採取任何行動，以要求本集團立即償還有關借貸的本金及應付利息；
- b. 本集團將繼續與銀順磋商，希望就隆通違約借貸達成相互可接受解決方案(包括計劃)，並且向百慕達法院撤回呈請；

**2. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS** (Continued)

As at the approval date of these consolidated financial statements, no settlement plan has been reached by the Group with the Assignee and Harbour Sure, nor has any of the aforementioned Restructuring Transactions been approved, completed or effected.

Hunan Xingrucheng Real Estate Development Co., Ltd.\* (湖南興汝城房地產開發有限公司) ("Hunan Xingru"), a non-wholly owned indirect subsidiary of the Group, received a civil judgment letter issued by Changsha City Intermediate People's Court (湖南省長沙市中級人民法院) (the "Changsha Court"), whereby the Changsha Court accepted the application of several creditors (the "Hunan Xingru Creditors"), for the winding-up of Hunan Xingru on the ground that Hunan Xingru was unable to repay various debts owing from it to the Hunan Xingru Creditors. The judgment took effect on 17 January 2023. As at 31 December 2022, The net assets value of Hunan Xingru was RMB406,322,000. Upon completion of the winding-up procedures, the Group will cease to recognise Hunan Xingru as its subsidiary. Details are set out in the Company's announcement dated 12 February 2023.

The above conditions indicate the existence of material uncertainties which cast significant doubt regarding the Group's ability to continue as a going concern. In view of such circumstances, management of the Company has given careful consideration to the future liquidity and performance of the Group and its available sources of financing in assessing whether the Group will have sufficient financial resources to continue as a going concern. Certain plans and measures have been or will be taken by management to mitigate the Group's liquidity pressure and to improve its cashflows which include, but are not limited to, the following:

- a. the Group will continue its ongoing efforts to convince the lenders of the Vivalink Assigned Borrowing, the Vivalink Defaulted Borrowing and other lenders of the Defaulted Borrowings not to take any actions against the Group as borrower or guarantor for immediate payment of the principals and interest payables of these borrowings;
- b. the Group will continue the negotiation with Harbor Sure for a mutually acceptable resolution (including the Scheme) over the Vivalink Defaulted Borrowing and to withdraw the Petition from the Bermuda Court;

截至2022年12月31日止年度 For the year ended 31 December 2022

## 2. 綜合財務報表的編製基準(續)

- c. 本集團一直積極與認購人及計劃債權人磋商，以促成重組交易取得進展。本集團接獲2023年3月23日香港特別行政區高等法院(「高等法院」)的命令，(其中包括)將於2023年5月19日舉行獲召開之計劃債權人會議(「計劃會議」)，以審議及酌情批准(不論有否修訂或不論高等法院有否批准及施加條件)本公司與計劃債權人根據香港特別行政區法律第622章公司條例第670、671、673及674條建議作出的計劃。詳情載於本公司日期為2023年3月23日的公告；
- d. 本集團亦正尋求其他潛在投資者，彼等有興趣共同發展或收購本集團的物業發展項目及投資物業；及
- e. 本集團已實施措施控制行政成本及降低資本開支；現正尋求其他替代融資方案，為結付其現有財務責任及未來經營支出提供資金。

董事已審閱管理層所編製的本集團現金流量預測(「現金流量預測」)，該預測涵蓋期間為由2022年12月31日起不少於十二個月。董事認為，經考慮上述計劃及措施後，本集團在2022年12月31日起計十二個月內，將有充足營運資金撥付其營運及應付其到期財務責任。因此，董事相信以持續經營業務基準編製綜合財務報表乃屬恰當。

## 2. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS (Continued)

- c. the Group has been actively negotiating with the Subscriber and the Scheme Creditors to facilitate the progress of the Restructuring Transactions. The Group received an order from the High Court of the Hong Kong Special Administrative Region (the “High Court”) on 23 March 2023, among others, that a meeting (the “Scheme Meeting”) of the Scheme Creditors be convened to be held on 19 May 2023 for the purpose of considering and, if thought fit, approving (with or without modification or condition approved and imposed by the High Court), the Scheme proposed to be made between the Company and the Scheme Creditors pursuant to Sections 670, 671, 673 and 674 of the Companies Ordinance (Chapter 622 of the Laws of the Hong Kong Special Administrative Region). Details are set out in the Company’s announcement dated 23 March 2023;
- d. the Group is also seeking for other potential investors who are interested in co-development or acquisition of the Group’s properties development projects and investment property; and
- e. the Group has implemented measures to control administrative costs and contain capital expenditures; and to seek other alternative financing to fund the settlement of its existing financial obligations and future operating expenditure.

The Directors have reviewed the Group’s cash flow projections prepared by management (the “Cash Flow Projections”), which cover a period of not less than twelve months from 31 December 2022. The Directors are of the opinion that, taking into account the abovementioned plans and measures, the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within twelve months from 31 December 2022. Accordingly, the Directors are satisfied that it is appropriate to prepare the consolidated financial statements on a going concern basis.

截至2022年12月31日止年度 For the year ended 31 December 2022

**2. 綜合財務報表的編製基準(續)**

儘管存在上述情況，管理層能否達成其上述計劃及措施仍存在重大不確定性。本集團能否持續經營業務將取決於以下情況：

- a. 與違約借貸、隆通獲轉讓借貸及隆通違約借貸的貸款人的磋商結果，以於本集團能夠獲得額外新資金來源並重組現有借貸前不會行使要求本集團立即償還有關借貸的本金及應付利息的權利；
- b. 本公司、認購人與計劃債權人達成相互協議，以適時解除本集團的借貸及應付利息之重大部份；
- c. 及時地從本集團正與之積極磋商的銀行及金融機構獲取新融資，以為其現有借貸的重組以及物業建設的持續融資提供資金。獲取新融資取決於(1)當前的監管環境及政策調整的改善力度；(2)貸款人是否同意該等融資及再融資協議項下的條款及條件；及(3)本集團持續遵守該等條款及條件的能力；
- d. 加快建設以及預售及銷售其發展中物業，其中須滿足所有必要條件以推出預售，並按預期售價及按照管理層於現金流量預測中預測的時間表進行該等預售；及
- e. 本集團產生經營現金流量及獲得額外融資來源(上述來源除外)以滿足本集團的持續資金需求以及成功控制行政成本及資本開支的能力。

倘若本集團未能實現上述計劃及措施，則未必能繼續按持續經營業務基準經營，屆時會作出調整以將本集團的資產的賬面值撇減至可收回金額，就可能產生的任何進一步負債作出撥備，及將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整的影響尚未在該等綜合財務報表內反映。

**2. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Notwithstanding the above, significant uncertainties exist as to whether management will be able to achieve its plan and measures as described above. Whether the Group will be able to continue as a going concern would depend upon the following:

- a. negotiation results with the lenders of the Defaulted Borrowings, the Vivalink Assigned Borrowing and the Vivalink Defaulted Borrowing not to exercise their rights to demand immediate payment of the principals and interest payables of these borrowings before the Group is able to secure additional new sources of funding and restructure its existing borrowing;
- b. mutual agreement of the Restructuring Transactions between the Company, the Subscriber and the Scheme Creditors in order to discharge the Group of a material portion of its borrowings and interest payables in time;
- c. timely securing new financing from banks and financial institutions with which the Group is actively negotiating to restructure its existing borrowings as well as the continued financing of the construction of properties. Securing new financing depends on (1) the current regulatory environment and the improvement strength of policy adjustment; (2) whether the lenders are agreeable to the terms and conditions of the financing and refinancing agreements; and (3) the Group's ability to continuously comply with these terms and conditions;
- d. accelerating the construction as well as presale and sale of its properties under development, which requires the meeting of all of the necessary conditions to launch the presale, and to make these pre-sales at the expected sale prices and in accordance with the timelines projected by management in the Cash Flow Projections; and
- e. the Group's ability to generate operating cash flows and obtain additional sources of financing other than those mentioned above, to meet the Group's ongoing funding needs as well as successfully controlling administrative costs and capital expenditure.

Should the Group fail to achieve the abovementioned plans and measures, it might not be able to continue to operate as a going concern, and adjustments would have to be made to write down the carrying values of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in these consolidated financial statements.



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### 3. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)

於本年度強制生效的新訂及經修訂香港財務報告準則

於本年度，本集團首次應用香港會計師公會頒佈的以下香港財務報告準則(修訂本)，其於2022年1月1日或之後開始的年度期間強制生效，用以編製綜合財務報表：

|                  |                            |
|------------------|----------------------------|
| 香港財務報告準則第3號(修訂本) | 概念框架之提述                    |
| 香港會計準則第16號(修訂本)  | 物業、廠房及設備—擬定用途前之所得款項        |
| 香港會計準則第37號(修訂本)  | 條件繁苛的合約—履行合約的成本            |
| 香港財務報告準則(修訂本)    | 2018年至2020年週期香港財務報告準則的年度改進 |

應用該等香港財務報告準則修訂本對本集團本年度及過往年度的財務狀況及表現及／或綜合財務報表的披露並無重大影響。

### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

NEW AND AMENDMENTS TO HKFRSs THAT ARE MANDATORILY EFFECTIVE FOR THE CURRENT YEAR

In the current year, the Group has applied the following amendments to HKFRSs issued by the HKICPA for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2022 for the preparation of the consolidated financial statements:

|                       |   |
|-----------------------|---|
| Amendments to HKFRS 3 | Reference to the Conceptual Framework                       |
| Amendments to HKAS 16 | Property, plant and equipment – Proceed before Intended Use |
| Amendments to HKAS 37 | Onerous Contracts – Cost of Fulfilling a Contract           |
| Amendments to HKFRSs  | Annual Improvements to HKFRSs 2018-2020 Cycle               |

The application of these amendments to HKFRSs had no material impact on the Group’s financial position and performance for the current and prior years and/or on the disclosure set out in the consolidated financial statement.

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### 3. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈惟仍未生效的新訂及經修訂香港財務報告準則

本集團並未提早應用以下已頒佈惟仍未生效的新訂及經修訂香港財務報告準則：

|                                |                                       |
|--------------------------------|---------------------------------------|
| 香港財務報告準則第17號                   | 保險合約及相關修訂 <sup>1</sup>                |
| 香港財務報告準則第16號(修訂本)              | 售後回租的租賃負債 <sup>3</sup>                |
| 香港會計準則第1號(修訂本)                 | 負債分類為流動或非流動 <sup>1</sup>              |
| 香港會計準則第1號及香港財務報告準則實務報告第2號(修訂本) | 會計政策的披露 <sup>1</sup>                  |
| 香港會計準則第8號(修訂本)                 | 會計估計的定義 <sup>1</sup>                  |
| 香港會計準則第12號(修訂本)                | 與單一交易產生的資產及負債相關的遞延稅項 <sup>1</sup>     |
| 香港財務報告準則第10號及香港會計準則第28號(修訂本)   | 投資者與其聯營公司或合營公司之間的資產銷售或注資 <sup>2</sup> |

<sup>1</sup> 於2023年1月1日或之後開始的年度期間生效。

<sup>2</sup> 待定日期或之後開始的年度期間生效。

<sup>3</sup> 於2024年1月1日或之後開始的年度期間生效。

董事預計應用新訂及經修訂香港財務報告準則在可見將來不會對綜合財務報表構成重大影響。

### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued) NEW AND AMENDMENTS TO HKFRSs IN ISSUE BUT NOT YET EFFECTIVE

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:

|   |  |
|---|--|
| HKFRS 17  | Insurance Contracts and the Related Amendments <sup>1</sup>  |
| Amendments to HKFRS 16                              | Lease Liability in a Sale and Leaseback <sup>3</sup>   |
| Amendments to HKAS 1                                | Classification of Liabilities as Current or Non-current <sup>1</sup>                               |
| Amendments to HKAS 1 and HKFRS Practice Statement 2 | Disclosure of Accounting Policies <sup>1</sup>   |
| Amendments to HKAS 8                                | Definition of Accounting Estimates <sup>1</sup>  |
| Amendments to HKAS 12                               | Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction <sup>1</sup>      |
| Amendments to HKFRS 10 and HKAS 28                  | Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>2</sup> |

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2023.

<sup>2</sup> Effective for annual periods beginning on or after a date to be determined.

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2024.

The Directors anticipate that the application of new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

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#### 4. 主要會計政策

綜合財務報表乃根據香港會計師公會所頒佈香港財務報告準則編製。就編製綜合財務報表而言，倘該等資料合理預期將會影響主要使用者作出決定，則該等資料被視為重大。此外，綜合財務報表載有香港聯合交易所有限公司證券上市規則（「上市規則」）及香港公司條例規定的適用披露資料。

綜合財務報表乃根據歷史成本法而編製，惟於各報告期末按公允價值計量的投資物業及若干按公允價值計入損益／按公允價值計入其他全面收益金融資產除外，詳情見下文會計政策。

歷史成本一般按為換取貨品及服務而付出代價的公允價值計算。

公允價值為市場參與者於計量日期進行有序交易出售資產將收取或轉讓負債將支付的價格，不論該價格是否直接觀察所得或採用另一估值技術估計。估計資產或負債的公允價值時，本集團考慮市場參與者於計量日期為該資產或負債定價時將會考慮的資產或負債特徵。在該等綜合財務報表中計量及／或披露的公允價值均按此基準釐定，惟香港財務報告準則第2號《以股份為基礎付款》（「香港財務報告準則第2號」）範圍內的以股份為基礎付款交易、根據香港財務報告準則第16號《租賃》（「香港財務報告準則第16號」）入賬的租賃交易及與公允價值類似但並非公允價值的計量（例如香港會計準則第2號《存貨》中的可變現淨值或香港會計準則第36號《資產減值》（「香港會計準則第36號」）中的使用價值）除外。

非金融資產的公允價值計量考慮市場參與者通過以最佳及最有效方式使用該資產或將該資產出售予另一將會以最佳及最有效方式使用該資產的市場參與者而產生的經濟利益的能力。

#### 4. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for investment properties and certain financial assets at FVTPL/FVTOCI which are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 "Share-based Payment" ("HKFRS 2"), leasing transactions that are accounted for in accordance with HKFRS 16 "Leases" ("HKFRS 16"), and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 "Inventories" or value in use in HKAS 36 "Impairment of Assets" ("HKAS 36").

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

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**4. 主要會計政策(續)**

就按公允價值轉讓的金融工具及投資物業以及於其後期間計量公允價值時使用不可觀察輸入數據的估值方法而言，估值方法會予以調整以使估值方法結果與交易價相等。

此外，就財務報告而言，公允價值計量根據公允價值計量的輸入數據可觀察程度及輸入數據對公允價值計量的整體重要性分為第一級、第二級或第三級，載述如下：

- 第一級輸入數據為實體可於計量日期得出相同資產或負債的活躍市場報價（未經調整）；
- 第二級輸入數據為第一級所包括的報價以外的資產或負債直接或間接可觀察輸入數據；及
- 第三級輸入數據為資產或負債的不可觀察輸入數據。

主要會計政策載於下文。

**綜合基準**

綜合財務報表包括本公司與本公司所控制實體及其附屬公司的財務報表。倘屬以下情況，則本公司獲得控制權：

- 可對投資對象行使權力；
- 因參與投資對象的業務而可獲得或有權享有可變回報；及
- 有能力藉行使其權力影響該等回報。

倘有事實及情況顯示上述三項控制權元素中有一項或以上出現變動，本集團會重新評估其是否控制投資對象。

**4. SIGNIFICANT ACCOUNTING POLICIES***(Continued)*

For financial instruments and investment properties which are transacted at fair value and a valuation technique that unobservable inputs are to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that the results of the valuation technique equals the transaction price.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below.

**BASIS OF CONSOLIDATION**

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved where the Company:

- has the power over the investee;
- is exposed, or has right, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.



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#### 4. 主要會計政策(續)

##### 綜合基準(續)

於本集團取得附屬公司的控制權起開始將有關附屬公司綜合入賬，並於本集團失去有關附屬公司的控制權時取消綜合入賬。具體而言，年內所收購、出售或取消合併附屬公司的收入及開支乃自本集團取得控制權當日起計入綜合損益及其他全面收益表，直至本集團不再控制有關附屬公司當日為止。

損益及各項其他全面收益項目歸屬於本公司擁有人及非控股權益。附屬公司的全面收益總額歸屬於本公司擁有人及非控股權益，即使此舉將導致非控股權益出現虧絀結餘。

如有需要，會對附屬公司的財務報表作出調整，以使其會計政策與本集團的會計政策一致。

有關本集團成員之間交易的所有集團內公司間的資產及負債、權益、收入、開支及現金流量於綜合賬目時悉數抵銷。

附屬公司的非控股權益與本集團於當中的權益分開呈列，指現時所有權權益，賦予持有人權利於清盤時按比例分佔相關附屬公司資產淨值。

#### 4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

##### BASIS OF CONSOLIDATION (Continued)

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired, disposed of or deconsolidated during the year are included in the consolidated statements of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

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**4. 主要會計政策(續)****業務合併或資產收購****選擇性集中度測試**

本集團可按個別交易基準選擇應用選擇性集中度測試，該測試允許以簡化方式評估所收購的一組活動及資產是否一項業務。倘收購總資產的絕大部分公允價值均集中於單一可識別資產或一組類似可識別資產，則符合集中度測試。接受評估的總資產不包括現金及現金等值項目、遞延稅項資產及遞延稅項負債影響所產生的商譽。倘符合集中度測試，則釐定該組活動並非業務，毋須作進一步評估。

**資產收購**

當本集團收購一組不構成業務的資產及負債時，本集團按於購買當日的相對公允價值將購買價分配至可識別資產及負債，以識別及確認個別可識別的已收購資產及已承擔負債。有關交易並不造成商譽或議價購買收益。

**業務合併**

業務為一組包含共同對創造產出的能力有重大貢獻的一項投入及一項實質性程序的完整活動及資產。倘收購過程對繼續生產產出的能力至關重要，並包括具備執行相關過程所必需的技能、知識或經驗的組織勞動力，則被視為實質性，或對持續生產產出的能力有重大貢獻，則被認為屬獨特或稀缺，或在無重大成本、努力或持續生產產出能力出現延遲的情況下不可取代。

採用收購法入賬。業務合併轉讓的代價乃按公允價值計量，而計算方法為本集團轉讓的資產、本集團對收購對象的前擁有人產生的負債及本集團就交換收購對象的控制權而發行的股權於收購日期的公允價值總和。與收購有關的成本一般於產生時在損益中確認。

**4. SIGNIFICANT ACCOUNTING POLICIES***(Continued)***BUSINESS COMBINATIONS OR ASSET ACQUISITIONS****Optional concentration test**

The Group can elect to apply an optional concentration test, on a transaction-by-transaction basis that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. The gross assets under assessment exclude cash and cash equivalents, deferred tax assets, and goodwill resulting from the effects of deferred tax liabilities. If the concentration test is met, the set of activities is determined not to be a business and no further assessment is needed.

**Assets acquisitions**

When the Group acquires a group of assets and liabilities that do not constitute a business, the Group identifies and recognises the individual identifiable assets acquired and liabilities assumed by allocating the purchase price to the identifiable assets and liabilities on the basis of their relative fair values at the date of purchases. Such a transaction does not give rise to goodwill or bargain purchase gain.

**Business combinations**

A business is an integrated set of activities and assets which includes an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired processes are considered substantive if they are critical to the ability to continue producing outputs, including an organised workforce with the necessary skills, knowledge, or experience to perform the related processes or they significantly contribute to the ability to continue producing outputs and are considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

Acquisitions of businesses, other than business combination under common control are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

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#### 4. 主要會計政策(續)

##### 業務合併或資產收購(續)

##### 業務合併(續)

於收購日期，所收購可識別資產及所承擔負債按彼等的公允價值確認，惟：

- 遞延稅項資產或負債及與僱員福利安排有關的資產或負債分別根據香港會計準則第12號《所得稅》及香港會計準則第19號《僱員福利》確認及計量；
- 收購對象以股份為基礎付款安排或為取代收購對象以股份為基礎付款安排而訂立的本集團以股份為基礎付款安排有關的負債或股本工具根據香港財務報告準則第2號於收購日期計量；
- 根據香港財務報告準則第5號《持作出售的非流動資產及已終止經營業務》劃分為持作出售的資產(或出售組別)乃根據該準則計量；及
- 租賃負債按剩餘租賃付款(定義見香港財務報告準則第16號《租賃》)的現值確認及計量，猶如收購的租賃於收購日為新租賃。使用權資產按與相關租賃負債相同的金額確認及計量，並進行調整以反映與市場條件相比租賃的有利或不利條款。

商譽按轉讓的代價、於收購對象的任何非控股權益金額及收購方先前持有收購對象的股權(如有)公允價值的總和高於所收購可識別資產及所承擔負債於收購日期的淨額的差額計量。倘重估後，所收購可識別資產及所承擔負債的淨額高於所轉讓代價、於收購對象的任何非控股權益金額及收購方先前持有收購對象的權益(如有)公允價值的總和，則多出的金額即時於損益內確認為議價購買收益。

非控股權益指現時所有權權益，並賦予持有人權利於清盤時按比例分佔相關附屬公司資產淨值，初步按非控股權益按比例分佔收購對象可識別資產淨值的已確認金額或公允價值計量。選擇計算基礎乃按個別交易情況而定。

#### 4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

##### BUSINESS COMBINATIONS OR ASSET ACQUISITIONS (Continued)

##### Business combinations (Continued)

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 "Income Taxes" and HKAS 19 "Employee Benefits" respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 at the acquisition date;
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 "Non-current Assets Held for Sale and Discontinued Operations" are measured in accordance with that standard; and
- lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in HKFRS 16 "Leases") as if the acquired leases were new leases at the acquisition date. Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net amount of the identifiable assets acquired and the liabilities assumed as at acquisition date. If, after reassessment, the net amount of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation are initially measured at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets or at fair value. The choice of measurement basis is made on a transaction-by-transaction basis.

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**4. 主要會計政策(續)****商譽**

收購業務產生的商譽乃按於收購業務日期(見上文會計政策)所確定的成本減累計減值虧損(如有)列賬。

為進行減值測試，將商譽分配至預期會從合併的協同效應中受益的本集團各現金產生單位(或現金產生單位組別)，即就內部管理而言監察商譽的最低層面及不大於經營分部。

獲分配商譽的現金產生單位(或現金產生單位組別)會每年進行減值測試，或當有跡象顯示單位可能出現減值時更頻繁地進行測試。就於某一報告期間內因收購所產生的商譽而言，獲分配商譽的現金產生單位(或現金產生單位組別)於該報告期間末前進行減值測試。倘現金產生單位(或現金產生單位組別)的可收回金額少於其賬面值，則減值虧損會先用作減低任何分配至該單位的商譽的賬面值，其後則按該單位內各項資產賬面值的比例分配至該單位的其他資產。

於出售相關現金產生單位或現金產生單位組別內的任何現金產生單位，會於釐定出售的損益金額時計入商譽應佔金額。倘本集團出售現金產生單位(或現金產生單位組別內的現金產生單位)的經營時，所出售商譽的金額乃根據所出售的經營(或現金產生單位)與所保留的現金產生單位(或現金產生單位組別)的部分的相對價值計量。

本集團有關收購合營企業所產生商譽的政策載列如下。

**4. SIGNIFICANT ACCOUNTING POLICIES***(Continued)***GOODWILL**

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy above) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or group of cash-generating units) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

A cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment annually or more frequently when there is an indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata based on the carrying amount of each asset in the unit (or group of cash-generating units).

On disposal of the relevant cash-generating unit or any of the cash-generating unit within the group of cash-generating units, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal. When the Group disposes of an operation within the cash-generating unit (or a cash-generating unit within a group of cash-generating units), the amount of goodwill disposed of is measured on the basis of the relative values of the operation (or the cash-generating unit) disposed of and the portion of the cash-generating unit (or the group of cash-generating units) retained.

The Group's policy for the goodwill arising on the acquisition of a joint venture is described below.



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#### 4. 主要會計政策(續)

##### 於合營企業的投資

合營企業指一項合營安排，對安排擁有共同控制權的訂約方據此對合營安排的資產淨值擁有權利。共同控制是指按照合約約定對某項安排所共有的控制，共同控制僅在當相關活動要求共同享有控制權的各方作出一致同意的決定時存在。

合營企業的業績及資產與負債以權益會計法綜合計入綜合財務報表。對於本集團該等類似交易及相似環境中發生的事項，合營企業使用作權益會計的財務報表以一致會計政策編製。根據權益法，於合營企業的投資初步按成本於綜合財務狀況表確認，並於其後就確認本集團分佔該合營企業的損益及其他全面收益而作出調整。除損益及其他全面收益外，合營企業損益及其他全面收益以外的資產淨值變動不會入賬，除非該等變動導致本集團持有的所有權權益出現變動。當本集團分佔合營企業的虧損超出本集團於該合營企業的權益(包括實質上成為本集團於該合營企業投資淨額一部分的任何長期權益)時，本集團終止確認其所佔進一步虧損。僅於本集團已產生法律或推定責任，或已代表該合營企業支付款項的情況下，方會進一步確認虧損。

於投資對象成為一間合營企業當日，對合營企業的投資採用權益法入賬。於收購一間合營企業的投資時，投資成本超過本集團分佔該投資對象可識別資產及負債公允淨值的任何部分乃確認為商譽，並計入投資的賬面值。倘本集團所佔可識別資產及負債於重新評估後的公允淨值高於投資成本，則會於收購投資的期間即時在損益確認。

#### 4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

##### INVESTMENTS IN JOINT VENTURES

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

The results and assets and liabilities of joint ventures are incorporated in the consolidated financial statements using the equity method of accounting. The financial statements of joint ventures used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the joint venture. Changes in net assets of the joint venture other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of a joint venture exceeds the Group's interest in that joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the joint venture.

An investment in a joint venture is accounted for using the equity method from the date on which the investee becomes a joint venture. On acquisition of the investment in a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

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**4. 主要會計政策(續)****於合營企業的投資(續)**

本集團評估是否具客觀證據證明於合營企業的權益可能減值。倘存在任何客觀證據，則投資的全部賬面值(包括商譽)會根據香港會計準則第36號作為單一資產進行減值測試，方法為比較其可收回金額(使用價值及公允價值減出售成本的較高者)與其賬面值。所確認的任何減值虧損並無分配至任何資產(包括商譽)，均形成投資賬面值一部分。該減值虧損的任何撥回根據香港會計準則第36號確認，惟以其後增加的可收回投資金額為限。

倘本集團失去對合營企業的共同控制權，則按出售於投資對象的全部權益入賬，而所得收益或虧損則於損益中確認。倘本集團保留於原合營企業的權益且該保留權益為香港財務報告準則第9號範疇內的金融資產，則本集團會於該日按公允價值計量保留權益，而該公允價值被視為於初步確認時的公允價值。合營企業的賬面值與任何保留權益及出售合營企業有關權益的任何所得款項公允價值間的差額，會於釐定出售該合營企業的收益或虧損時計入。此外，本集團會將先前在其他全面收益就該合營企業確認的所有金額入賬，基準與該合營企業直接出售相關資產或負債所需基準相同。因此，倘該合營企業先前已於其他全面收益確認的收益或虧損，會於出售相關資產或負債時重新分類至損益。本集團會於出售或部分出售相關合營企業時將收益或虧損由權益重新分類至損益(作為重新分類調整)。

當集團實體與本集團合營企業進行交易時，則與合營企業交易所產生利潤及虧損僅於合營企業的權益與本集團無關時，方於綜合財務報表確認。

**4. SIGNIFICANT ACCOUNTING POLICIES***(Continued)***INVESTMENTS IN JOINT VENTURES** *(Continued)*

The Group assesses whether there is an objective evidence that the interest in a joint venture may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill, forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When the Group ceases to have joint control over a joint venture, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former joint venture and the retained interest is a financial asset within the scope of HKFRS 9, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the joint venture and the fair value of any retained interest and any proceeds from disposing the relevant interest in the joint venture is included in the determination of the gain or loss on disposal of the joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that joint venture on the same basis as would be required if that joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal/partial disposal of the relevant joint venture.

When a group entity transacts with a joint venture of the Group, profits and losses resulting from the transactions with the joint venture are recognised in the consolidated financial statements only to the extent of interests in the joint venture that are not related to the Group.

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#### 4. 主要會計政策(續)

##### 本集團於合營企業的權益變動

當在合營企業中的投資成為聯營公司中的投資時，本集團將繼續採用權益法。所有者權益發生此類變動時，不存在按公允價值進行重新計量的情況。

當本集團減少其在合營企業中的所有者權益但本集團繼續採用權益法時，本集團將此前計入其他全面收益與此次減少所有者權益相關的收益或虧損部份重新分類至損益(如果此項收益或虧損在處置相關資產或負債時將被重新分類至損益)。

##### 客戶合約收入

本集團於(或當)履約責任獲履行時，即當與特定履約責任相關的商品或服務的「控制權」轉讓予客戶時確認收入。

履約責任指個別的商品或服務(或一組商品或服務)或一系列大致相同的個別商品或服務。

#### 4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

##### CHANGES IN THE GROUP'S INTERESTS IN JOINT VENTURES

The Group continues to use the equity method when an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests.

When the Group reduces its ownership interest in a joint venture but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

##### REVENUE FROM CONTRACTS WITH CUSTOMERS

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

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**4. 主要會計政策(續)****客戶合約收入(續)**

倘符合以下其中一項標準，則控制權隨時間轉移，而收入則參照完全履行相關履約責任的進展情況而隨時間確認。

- 於本集團履約時，客戶同時取得並耗用本集團履約所提供的利益；
- 本集團的履約產生或提升一項資產，而該項資產於本集團履約時由客戶控制；或
- 本集團的履約並未產生讓本集團有替代用途的資產，且本集團對迄今已完成履約的付款具有可強制執行的權利。

否則，收入於客戶獲得個別商品或服務控制權的時間點確認。

就物業銷售而言，收入於已竣工物業的控制權轉移至客戶時(於客戶獲得已竣工物業的控制權且本集團已獲得現時收款權並很可能收回代價時的某一點)確認。

合約資產乃指本集團已向客戶轉讓商品或服務而有權收取代價的權利，且該權利尚未為無條件。合約資產的減值根據香港財務報告準則第9號評估。相反，應收款項是指本集團擁有無條件向客戶收取代價的權利，即該權利僅取決於時間流逝的因素。

合約負債指本集團因已向客戶收取代價(或已到期收取代價)，而須向客戶轉讓商品或服務的責任。

與同一合約有關的合約資產及合約負債按淨額基準入賬及呈列。

**4. SIGNIFICANT ACCOUNTING POLICIES***(Continued)***REVENUE FROM CONTRACTS WITH CUSTOMERS***(Continued)*

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

For sale of properties, revenue is recognised when control of completed property is transferred to the customer, being at the point that the customer obtains the control of the completed property and the Group has present right to payment and the collection of the consideration is probable.

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.



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#### 4. 主要會計政策(續)

##### 客戶合約收入(續)

###### 存有重大融資部分

於釐定交易價格時，倘協定的付款時間(不論以明示或暗示方式)為客戶或本集團帶來向客戶轉讓商品或服務的重大融資利益，則本集團就資金時間值的影響調整已承諾的代價金額。在該等情況下，合約含有重大融資部份。無論融資承諾於合約中明確訂明，或合約的訂約方協定的支付條款有所暗示，均可能存在重大融資部份。

就相關商品或服務的付款與轉讓之間的期限少於一年的合約而言，本集團應用不就任何重大融資部份調整交易價格的可行權宜方法。

就於轉移本集團已就任何重大融資而調整已承諾之代價金額之相關貨品及服務前自客戶收取之預付款項而言，本集團應用將於本集團與客戶之間於合約開始之獨立融資交易中反映之折現率。於預收款項與轉移相關貨品及服務兩者期間之相關利息開支，乃按與其他借貸成本相同基準入賬。

###### 獲得合約的增額成本

獲得合約的增額成本指本集團與客戶訂立合約產生的倘未獲得該合約則不會產生的成本。

倘預期可收回有關成本(銷售佣金)，則本集團確認該等成本為一項資產，隨後按與向客戶轉讓有關該資產的商品或服務一致的系統基準於損益攤銷。

倘該等成本將在一年內悉數於損益攤銷，則本集團將應用可行的權宜之計，支銷所有獲得合約的增額成本。

#### 4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

##### REVENUE FROM CONTRACTS WITH CUSTOMERS

(Continued)

###### Existence of significant financing component

In determining the transaction price, the Group adjusts the promised amount of consideration for the effects of the time value of money if the timing of payments agreed (either explicitly or implicitly) provides the customer or the Group with a significant benefit of financing the transfer of goods or services to the customer. In those circumstances, the contract contains a significant financing component. A significant financing component may exist regardless of whether the promise of financing is explicitly stated in the contract or implied by the payment terms agreed to by the parties to the contract.

For contracts where the period between payment and transfer of the associated goods or services is less than one year, the Group applies the practical expedient of not adjusting the transaction price for any significant financing component.

For advance payments received from customers before the transfer of the associated goods and services in which the Group adjusts for the promised amount of consideration for a significant financing component, the Group applies a discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. The relevant interest expenses during the period between the advance payments were received and the transfer of the associated goods and services are accounted for on the same as other borrowing costs.

###### Incremental costs of obtaining a contract

Incremental costs of obtaining a contract are those costs that the Group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained.

The Group recognises such costs (sales commission) as an asset if it expects to recover these costs. The asset so recognised is subsequently amortised to profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the assets relate.

The Group applies the practical expedient of expensing all incremental costs to obtain a contract if these costs would otherwise have been fully amortised to profit or loss within one year.

截至2022年12月31日止年度 For the year ended 31 December 2022

**4. 主要會計政策(續)****租賃****租賃的定義**

倘合約為換取代價而給予在一段時間內控制可識別資產使用的權利，則該合約屬於或包含租賃。

就訂立或修改或產生自業務合併的合約而言，本集團根據香港財務報告準則第16號的定義於首次訂立日期、修訂日期或收購日期（視何者合適而定）評估該合約是否屬於或包含租賃。除非合約的條款及條件其後出現變動，否則有關合約將不予重新評估。

**本集團作為承租人***將代價分攤至合約的各組成部分*

對於包含一項租賃組成部分及一項或多項額外租賃或非租賃組成部分的合約，本集團根據租賃組成部分的相對單獨價格及非租賃組成部分的單獨價格總和將合約代價分配至各個租賃組成部分。

本集團採用可行權宜方法，不將非租賃組成部分從租賃組成部分區分開來，而是將租賃組成部分及任何相關非租賃組成部分作為一項單獨的租賃組成部分進行入賬。

*短期租賃及低價值資產租賃*

本集團對自開始日期起計的租賃期為十二個月或以下並且不包含購買選擇權的辦公室物業租賃採用短期租賃確認豁免。此亦適用於低價值資產租賃的確認豁免。短期租賃及低價值資產租賃的租賃付款乃於租賃期內按直線法確認為開支。

**4. SIGNIFICANT ACCOUNTING POLICIES***(Continued)***LEASES****Definition of a lease**

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

For contracts entered into or modified or arising from business combinations, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception date, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

**The Group as a lessee***Allocation of consideration to components of a contract*

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group applies practical expedient not to separate non-lease components from lease component, and instead account for the lease component and any associated non-lease components as a single lease component.

*Short-term leases and leases of low-value assets*

The Group applies the short-term lease recognition exemption to leases of office premises that have a lease term of twelve months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

截至2022年12月31日止年度 For the year ended 31 December 2022

#### 4. 主要會計政策(續)

##### 租賃(續)

##### 本集團作為承租人(續)

##### 使用權資產

使用權資產的成本包括：

- 租賃負債的初始計量金額；
- 於開始日期或之前所作的任何租賃付款，減去所得的任何租賃獎勵；
- 本集團產生的任何初始直接成本；及
- 本集團拆除及移除相關資產、修復相關資產所在場地或將相關資產恢復至租賃條款及條件所規定狀態將予產生的估計成本。

倘本集團合理確信在租賃期屆滿時取得相關租賃資產的擁有權，則使用權資產自開始日期起至可使用年期屆滿期間折舊。否則，使用權資產按其估計可使用年期及租賃期的較短者以直線法折舊。

本集團於綜合財務狀況表內將使用權資產呈列為一項單獨項目。

##### 租賃土地及樓宇

就包括租賃土地及樓宇部分的物業權益付款而言，在付款無法在租賃土地及樓宇部分之間作可靠分配的情況下，物業作為整體列作本集團的物業、廠房及設備。

##### 可退回租金按金

已付可退回租金按金乃根據香港財務報告準則第9號列賬，初步按公允價值計量。就初步確認的公允價值作出的調整乃視作額外租賃付款，計入使用權資產成本。

##### 租賃負債

於租賃開始日期，本集團按於該日尚未支付租賃付款的現值確認及計量租賃負債。於計算租賃付款的現值時，倘租賃中隱含的利率不易釐定，則本集團使用在租賃開始日期的增量借款利率計量。

#### 4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

##### LEASES (Continued)

##### The Group as a lessee (Continued)

##### Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

##### Leasehold land and building

For payments of a property interest which includes both leasehold land and building elements, the entire property is presented as property, plant and equipment of the Group when the payments cannot be allocated reliably between the leasehold land and building elements.

##### Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

##### Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

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**4. 主要會計政策(續)****租賃(續)****本集團作為承租人(續)****租賃負債(續)**

租賃付款包括：

- 固定付款(包括實質固定付款)減任何應收租賃優惠；
- 基於指數或利率的可變租賃付款，使用於開始日期的指數或利率初步計量；
- 本集團根據剩餘價值擔保預期應付款項；
- 購買選擇權的行使價(倘本集團合理確定行使購買選擇權)；及
- 為終止租賃而支付的罰款(倘租賃期反映本集團正行使選擇權以終止租賃)。

於開始日期後，租賃負債乃經累計利息及租賃付款作出調整。

倘出現任何以下情況，本集團重新計量租賃負債(並就相關使用權資產作出相應調整)：

- 租賃期有所變動或行使購買選擇權的評估發生變化，在此情況下，相關租賃負債透過使用重新評估當日的經修訂貼現率貼現經修訂租賃付款而重新計量。
- 租賃付款因進行市場租金調查後市場租金／擔保剩餘價值下預期付款變動而出現變動，在此情況下，相關租賃負債使用初始貼現率貼現經修訂租賃付款重新計量。

本集團在綜合財務狀況表中將租賃負債呈列為單獨項目。

**4. SIGNIFICANT ACCOUNTING POLICIES***(Continued)***LEASES (Continued)****The Group as a lessee (Continued)***Lease liabilities (Continued)*

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise the option; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review/expected payment under a guaranteed residual value, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.



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#### 4. 主要會計政策(續)

##### 租賃(續)

##### 本集團作為承租人(續)

##### 租賃的修改

除本集團就Covid-19相關的租金減免應用可行權宜方法外，倘存在以下情況，則本集團將租賃的修改作為一項單獨的租賃進行入賬：

- 該項修改通過增加使用一項或多項相關資產的權利擴大了租賃範圍；及
- 增加租賃的代價，增加的金額相當於範圍擴大對應的單獨價格，加上反映特定合約的情況對單獨價格進行的任何適當調整。

對於不作為一項單獨的租賃列賬的租賃的修改，本集團根據經修訂租賃的租賃期透過使用於修改當天生效的經修訂貼現率貼現經修訂租賃付款而重新計量租賃負債減任何應收租賃獎勵。

本集團通過對相關使用權資產進行相應調整，對出租人的租賃負債及租賃激勵的重新計量進行會計處理。當修改後的合約包含租賃組成部分及一個或多個其他租賃或非租賃組成部分時，本集團會根據租賃組成部分的相對獨立價格及非租賃組成部分的總獨立價格將修改後的合約中的代價分配至每個租賃組成部分。

#### 4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

##### LEASES (Continued)

##### The Group as a lessee (Continued)

##### Lease modifications

Except for Covid-19-related rent concessions in which the Group applied the practical expedient, the Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability less any lease incentive receivable, based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities and lease incentives from lessor by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

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**4. 主要會計政策(續)****租賃(續)****本集團作為承租人(續)***Covid-19相關的租金減免*

本集團採用可行權宜方法選擇不評核直接由於2019冠狀病毒疫情產生的租金減免是否屬租賃修改。此僅適用於須達成下列所有條件：

- 租賃付款的變動使租賃代價有所修改，而經修改的代價與緊接變動前租賃代價大致相同，或少於緊接變動前租賃代價；
- 租賃付款的任何減幅僅影響原到期日為2022年6月30日或之前的付款；及
- 租賃的其他條款及條件並無實質變動。

應用可行權宜方法將租金減免導致的租賃付款變動列賬的承租人，以同一方式將應用香港財務報告準則第16號的變動入賬(倘變動並非租賃修訂)。租賃付款的寬免或豁免被入賬列作可變租賃付款。相關租賃負債獲調整以反映寬免或豁免的金額，並於該事件發生的期內在損益中確認相應調整。

**本集團作為出租人***租賃的分類及計量*

本集團為出租人的租賃乃分類為融資或經營租賃。當租賃條款將相關資產擁有權附帶的絕大部分風險及回報轉移至承租人時，該合約乃分類為融資租賃。所有其他租賃乃分類為經營租賃。

經營租賃的租金收入乃按有關租賃協議的租賃期以直線法於損益中確認。協商及安排經營租賃所產生的初步直接成本乃加至租賃資產的賬面值，有關成本於租賃期內按直線法確認為開支，按公允價值模式計量的投資物業則除外。

本集團日常業務過程中所產生的租金收入乃呈列為收入。

**4. SIGNIFICANT ACCOUNTING POLICIES***(Continued)***LEASES (Continued)****The Group as a lessee (Continued)***Covid-19-related rent concessions*

In relation to rent concessions that occurred as a direct consequence of the COVID-19 pandemic, the Group has elected to apply the practical expedient not to assess whether the change is a lease modification if all of the following conditions are met:

- the change in lease payments result in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
- any reduction in lease payments affects only payments originally due on or before 30 June 2022; and
- there is no substantive change to other terms and conditions of the leases.

A lessee applying the practical expedient accounts for changes in lease payments resulting from rent concessions the same way it would account for the changes applying HKFRS 16 if the changes are not a lease modification. Forgiveness or waiver of lease payments are accounted for as variable lease payments. The related lease liabilities are adjusted to reflect the amounts forgiven or waived with a corresponding adjustment recognised in the profit or loss in the period in which the event occurs.

**The Group as a lessor***Classification and measurement of leases*

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, and such costs are recognised as an expense on a straight-line basis over the lease term except for investment properties measured under fair value model.

Rental income which are derived from the Group's ordinary course of business are presented as revenue.

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#### 4. 主要會計政策(續)

##### 租賃(續)

##### 本集團作為出租人(續)

將代價分配至合約的各組成部分

倘合約包括租賃及非租賃組成部分，本集團應用香港財務報告準則第15號《客戶合約收入》(「香港財務報告準則第15號」)，將合約代價分配至租賃及非租賃組成部分。非租賃組成部分與租賃組成部分基於相對獨立銷售價格進行分拆。

##### 可退回租金按金

已收到的可退回租金按金乃根據香港財務報告準則第9號進行核算，並初始按公允價值計量。初始確認時的公允價值調整視為承租人的額外租賃付款。

##### 租賃的修改

不屬於原有條款及條件的租賃合約考慮因素的變化作為租賃修訂入賬，包括通過免除或減少租金提供的租賃獎勵。

本集團自修改生效日起，將經營租賃的修改作為一項新租賃進行會計處理，並將任何與原租賃相關的預付或應計租賃付款視為新租賃的租賃付款的一部分。

#### 4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

##### LEASES (Continued)

##### The Group as a lessor (Continued)

Allocation of consideration to components of a contract

When a contract includes both leases and non-lease components, the Group applies HKFRS 15 "Revenue from Contracts with Customers" ("HKFRS 15") to allocate consideration in a contract to lease and non-lease components. Non-lease components are separated from lease component on the basis of their relative stand-alone selling prices.

##### Refundable rental deposits

Refundable rental deposits received are accounted under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

##### Lease modification

Changes in considerations of lease contracts that were not part of the original terms and conditions are accounted for as lease modifications, including lease incentives provided through forgiveness or reduction of rentals.

The Group accounts for a modification to an operating lease as a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease.

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**4. 主要會計政策(續)****外幣**

編製各個別集團實體財務報表時，以該實體功能貨幣以外的貨幣(即外幣)進行的交易按交易當日的現行匯率確認。於報告期末，以外幣列值的貨幣項目按該日的現行匯率重新換算。按公允價值以外幣列值的非貨幣項目按於釐定公允價值當日的現行匯率重新換算。以外幣過往成本計量的非貨幣項目不予重新換算。

於結算貨幣項目及重新換算貨幣項目時產生的匯兌差額乃於其產生期間在損益內確認。就呈列綜合財務報表而言，本集團業務的資產及負債按各報告期末的現行匯率換算為本集團的呈列貨幣(即人民幣)。收支項目按該期間平均匯率換算。所產生匯兌差額(如有)於其他全面收益確認並於權益中以換算儲備累計。

就呈列綜合財務報表而言，本集團業務之資產及負債乃按各報告期末當時之匯率換算為本集團之呈列貨幣(即人民幣)。收支項目按期間平均匯率換算，除非該期間內匯率出現大幅波動，於此情況下則採用交易當日之匯率。所產生之匯兌差額(如有)乃於其他全面收益確認及於權益中以換算儲備累計。

於出售海外業務(即出售本集團於海外業務的全部權益)或導致喪失對某一包含海外業務附屬公司控制權的出售時，與該業務相關並歸屬於本公司擁有人的所有於權益中累計匯兌差額均重新分類至損益。

**4. SIGNIFICANT ACCOUNTING POLICIES***(Continued)***FOREIGN CURRENCIES**

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchange prevailing at the dates of transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items are recognised in profit or loss in the period in which they arise. For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group i.e. RMB, using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (RMB) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of transaction are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve.

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation), or a disposal involving loss of control over a subsidiary that includes a foreign operation, all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.



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#### 4. 主要會計政策(續)

##### 借貸成本

收購、建造或生產合資格資產(即需要頗長時間方能準備就緒可作擬定用途或銷售的資產)直接應佔的借貸成本計入該等資產的成本，直至大部分資產可作擬定用途或銷售時為止。

在相關資產準備用於其擬定用途或銷售後仍未償還的任何特定借款，均以計算一般借款的資本化率計入一般借款。

所有其他借貸成本於產生期間在損益內確認。

##### 退休福利成本

強制性公積金計劃及國家管理退休福利計劃款項於僱員提供服務而有權獲得有關供款時確認為開支。

##### 短期僱員福利

短期僱員福利按預期於僱員提供服務時支付的未貼現福利金額確認。所有短期僱員福利確認為開支，惟另一項香港財務報告準則規定或允許有關福利納入資產成本，則作別論。

在扣除已經支付的任何金額後，對僱員應得福利(例如工資及薪金、年假及病假)確認負債。

#### 4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

##### BORROWING COSTS

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

Any specific borrowing that remain outstanding after the related asset is ready for its intended use or sale is included in the general borrowing pool for calculation of capitalisation rate on general borrowings.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

##### RETIREMENT BENEFIT COSTS

Payments to the Mandatory Provident Fund Scheme and state-managed retirement benefit schemes are recognised as an expense when employees have rendered service entitling them to the contributions.

##### Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

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**4. 主要會計政策(續)****稅項**

所得稅開支指即期應付稅項與遞延稅項的總額。

即期應付稅項乃按年內應課稅利潤計算。應課稅利潤與除稅前(虧損)/利潤不同，乃由於前者不包括在其他年度應課稅或可扣稅收入或開支項目，並且不包括永不課稅或扣稅的項目。本集團即期稅項負債以報告期末前已頒佈或實質已頒佈的稅率計算。

遞延稅項以資產及負債於綜合財務報表的賬面值與計算應課稅利潤所依據相應稅基間的暫時差額確認。遞延稅項負債通常會就所有應課稅暫時差額確認。遞延稅項資產一般於應課稅利潤有可能用作抵銷該等可扣稅暫時差額的情況下就所有可扣稅暫時差額確認。若於一項既不影響應課稅利潤亦不影響會計利潤的交易中，因業務合併以外原因初步確認資產及負債而產生暫時差額，則不會確認該等遞延稅項資產及負債。

遞延稅項負債就與於附屬公司的投資以及於一間合營企業的權益相關的應課稅暫時差額予以確認，惟本集團可控制暫時差額的撥回及暫時差額可能於可見將來不會撥回除外。與該等投資及權益相關的可扣稅暫時差額所產生遞延稅項資產，僅於可能有足夠應課稅利潤可以使用暫時差額的利益且預計於可見將來可以撥回時方予確認。

遞延稅項資產的賬面值於各報告期末檢討，並於不可能會有足夠應課稅利潤收回全部或部分資產時作調減。

遞延稅項資產及負債乃按預期於負債清償或資產變現期間適用的稅率計算，並以於報告期末前已頒佈或實質已頒佈的稅率(及稅法)為依據。

遞延稅項負債及資產的計量，反映本集團於報告期末以預期收回或清償其資產及負債賬面值的方式所產生的稅務結果。

**4. SIGNIFICANT ACCOUNTING POLICIES***(Continued)***TAXATION**

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from (loss)/profit before taxation because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and interest in a joint venture, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interest are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

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#### 4. 主要會計政策(續)

##### 稅項(續)

就計量使用公允價值模式計量的投資物業的遞延稅項而言，除非該假設被駁回，否則有關物業的賬面值乃假定為透過銷售全部收回。於投資物業為可折舊及按目標為隨時間耗用投資物業內含的絕大部分經濟利益的商業模式持有，而非透過銷售持有的情況下，則有關假設被駁回。

就本集團確認使用權資產及相關租賃負債的租賃交易計量遞延稅項而言，本集團首先釐定使用權資產或租賃負債是否應佔稅項扣減。

就因租賃負債扣減稅項的租賃交易而言，本集團將香港會計準則第12號《所得稅》的規定作為整體應用於租賃交易。使用權資產與租賃負債的臨時差額以淨額評核。由於使用權資產折舊超過租賃負債主要部分的租賃付款，而導致可扣除臨時淨差額。

當有法定可執行權利將當期稅項資產抵銷當期稅項負債時，以及當它們與同一稅務機關對同一應課稅實體徵收的所得稅有關時，遞延所得稅資產和負債均予以抵銷。

即期及遞延稅項於損益內確認，惟倘其與於其他全面收益或直接於權益確認的項目有關，在該情況下，即期及遞延稅項亦分別於其他全面收益或直接於權益確認。倘因對業務合併進行初始會計處理而產生即期稅項或遞延稅項，則稅務影響計入業務合併的會計處理內。

#### 4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

##### TAXATION (Continued)

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 "Income Taxes" requirements to the leasing transaction as a whole. Temporary differences relating to right-of-use assets and lease liabilities are assessed on a net basis. Excess of depreciation on right-of-use assets over the lease payments for the principal portion of lease liabilities resulting in net deductible temporary differences.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

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**4. 主要會計政策(續)****物業、廠房及設備**

持作生產或供應貨品或服務或行政用途的物業、廠房及設備(包括樓宇)為有形資產按成本減任何其後累計折舊及其後累計減值虧損(如有)列賬。

**於租賃土地及樓宇的所有權權益**

當本集團就於物業的所有權權益(包括租賃土地及樓宇成分)付款時，全部代價於租賃土地及樓宇成分之間按初始確認時的相對公允價值的比例分配。

在相關付款可作可靠分配的情況下，入賬列為經營租賃的租賃土地權益於綜合財務狀況表中呈列為「使用權資產」，惟按公允價值模式分類及入賬為投資物業者除外。當代價無法在相關租賃土地的非租賃樓宇成分及未分割權益之間可靠分配時，整項物業分類為物業、廠房及設備。

折舊乃於可使用年內撇銷資產成本減剩餘價值以直線法確認。估計可使用年期、剩餘價值及折舊方法於各報告期末檢討，而任何估計變動的影響按預先計提基準列賬。

物業、廠房及設備項目於出售或預期持續使用資產不會帶來未來經濟利益時終止確認。出售或棄用物業、廠房及設備項目產生的任何收益或虧損乃按出售所得款項與資產賬面值間的差額計算，並於損益內確認。

**4. SIGNIFICANT ACCOUNTING POLICIES***(Continued)***PROPERTY, PLANT AND EQUIPMENT**

Property, plant and equipment including buildings are tangible assets that are held for use in the production or supply of goods or services, or for administration purposes, are stated at cost less any subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

**Ownership interests in leasehold land and building**

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition.

To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as "right-of-use assets" in the consolidated statement of financial position except for those that are classified and accounted for as investment properties under the fair value model. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

Depreciation is recognised so as to write off the cost of assets less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.



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#### 4. 主要會計政策(續)

##### 投資物業

投資物業指為賺取租金及／或資本增值而持有的物業。

投資物業初步按成本(包括應佔任何直接成本)計量。於初步確認後，投資物業乃按公允價值計量，調整以扣除任何預付或應計的經營租賃收入。

投資物業的公允價值變動所產生的收益或虧損於產生期間計入損益。

投資物業於出售時或當投資物業永久地不再使用及當出售該資產預期不會產生任何未來經濟利益時終止確認。終止確認物業所產生的任何收益或虧損(按該資產的出售所得款項淨額及賬面值的差額計算)於終止確認該物業的期間計入損益。

##### 發展中物業／待售物業

擬待發展完成後出售的發展中物業及待售物業被分類為流動資產。除租賃土地部分按照使用權資產的會計政策按成本模式計量外，發展中物業／待售物業以成本及可變現淨值兩者的較低者入賬。成本按特定識別基準釐定，包括分配所產生的有關開發成本及(倘適用)資本化借貸成本。可變現淨值指物業估計售價減完成銷售的估計成本及作出銷售的必要成本。

當發展中待售物業於完成及以現狀可供銷售時轉移至待售物業。

當持有物業的用途從在一般業務過程中出售轉變為賺取租金或／及資本增值，而且有證據顯示向另一方訂立經營租賃時，本集團將物業由存貨轉為投資物業。物業於轉移當日的公允價值與其先前賬面值之間的任何差異於損益確認。

#### 4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

##### INVESTMENT PROPERTIES

Investment properties are properties held to earn rentals and/or for capital appreciation.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at fair value, adjusted to exclude any prepaid or accrued operating lease income.

Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use or no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

##### PROPERTIES UNDER DEVELOPMENT/PROPERTIES FOR SALE

Properties under development which are intended to be sold upon completion of development and properties for sale are classified as current assets. Except for the leasehold land element which is measured at cost model in accordance with the accounting policies of right-of-use assets, properties under development/properties for sale are carried at the lower of cost and net realisable value. Cost is determined on a specific identification basis including allocation of the related development expenditure incurred and where appropriate, borrowing costs capitalised. Net realisable value represents the estimated selling price for the properties less estimated cost to completion and costs necessary to make the sales.

Properties under development for sale are transferred to properties for sale upon completion and available for sale in present condition.

The Group transfers a property from inventories to investment property when there is a change in use to hold the property to earn rentals or/and for capital appreciation rather than for sale in the ordinary course of business, which is evidenced by the inception of an operating lease to another party. Any difference between the fair value of the property at the date of transfer and its previous carrying amount is recognised in profit or loss.

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**4. 主要會計政策(續)****撥備**

當本集團因過往事件而導致現時的責任(法律或推定)，而本集團可能將須清償該責任，並可對該責任的金額作出可靠估計，則確認撥備。

確認為撥備的款額乃於報告期末清償現時責任所需代價的最佳估計，並已考慮有關責任的風險及不確定性。倘使用現金流量法估計清償現時責任而計量撥備，其賬面值為該等現金流量的現值(金錢的時間價值影響重大)。

**非金融資產的減值**

於各報告期末，本集團審閱其物業、廠房及設備、使用權資產以及其他非金融資產的賬面值，以釐定是否有任何跡象顯示該等資產已出現減值虧損。倘存在任何該等跡象，則會估計有關資產的可收回金額以釐定減值虧損(如有)的程度。

物業、廠房及設備、使用權資產以及其他非金融資產的可收回金額進行個別估計。倘不大可能個別估計可收回金額，本集團會估計有關資產所屬現金產生單位的可收回金額。

此外，本集團對是否有跡象顯示公司資產可能出現減值進行評估。倘存在有關跡象，於可建立合理一致的分配基準時，公司資產會分配至個別現金產生單位，否則有關資產會分配至可建立合理一致分配基準的現金產生單位最小組別。本集團對是否有跡象顯示公司資產可能出現減值進行評估。倘存在有關跡象，則公司資產所屬的現金產生單位或現金產生單位組別確定可收回金額，並與相關現金產生單位或現金產生單位組別的賬面值進行比較。

可收回金額乃公允價值減銷售成本與使用價值的較高者。在評估使用價值時，估計未來現金流量使用稅前貼現率貼現至其現值，該貼現率反映貨幣時間價值的當前市場估計及未來現金流量預期未經調整的資產(或現金產生單位)有關風險。

**4. SIGNIFICANT ACCOUNTING POLICIES***(Continued)***PROVISIONS**

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligations, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

**IMPAIRMENT OF NON-FINANCIAL ASSETS**

At the end of each reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets and other non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

The recoverable amount of property, plant and equipment, right-of-use assets and other non-financial assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In addition, the Group assesses whether there is indication that corporate assets may be impaired. If such indication exists, corporate assets are allocated to individual cash-generating units when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be established. The Group assesses whether there is indication that corporate assets may be impaired. If such indication exists, the recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

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**4. 主要會計政策(續)****非金融資產的減值(續)**

倘估計資產(或現金產生單位)的可收回金額低於其賬面值，則會將資產(或現金產生單位)的賬面值減至其可收回金額。就未能按合理一致的基準分配至現金產生單位的企業資產或部分企業資產，本集團會比較一個組別的現金產生單位賬面值(包括已分配至該組現金產生單位的企業資產或部分企業資產的賬面值)與該組現金產生單位的可收回金額。於分配減值虧損時，減值虧損首先分配至削減任何商譽(倘適用)的賬面值，然後根據該單位或一組現金產生單位內各資產的賬面值按比例削減該單位內其他資產的賬面值。經削減資產賬面值不低於下列最高者：其公允價值減去處置費用(如可計量)、其使用價值(如可釐定)及零。而本應分配至該資產的減值虧損金額會按比例分配至該單位的其他資產或一組現金產生單位。減值虧損即時於損益中確認。

倘其後撥回減值虧損，則資產(或現金產生單位或一組現金產生單位)的賬面值將增至重新估計的可收回數額，惟增加後的賬面值不得超過假設並無於過往年度就資產(或現金產生單位或一組現金產生單位)確認減值虧損而釐定的賬面值。減值虧損的撥回即時於損益確認。

**金融工具**

當集團實體成為工具合約條文的訂約方，則會確認金融資產及金融負債。所有金融資產之日常買賣於交易日確認及不予確認。日常買賣指須根據市場規則或慣例訂立之時間內交收資產之金融資產買賣。

**4. SIGNIFICANT ACCOUNTING POLICIES***(Continued)***IMPAIRMENT OF NON-FINANCIAL ASSETS***(Continued)*

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro-rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit or a group of cash-generating units) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit or a group of cash-generating units) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

**FINANCIAL INSTRUMENTS**

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.



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**4. 主要會計政策(續)****金融工具(續)**

金融資產及金融負債初步均按照公允價值計量，除客戶合約所產生的應收賬款初步根據香港財務報告準則第15號計量外。收購或發行金融資產及金融負債(按公允價值計入損益的金融資產或金融負債除外)直接應佔的交易成本，於初步確認時加入金融資產或金融負債(如適用)的公允價值或從該等公允價值中扣除。收購按公允價值計入損益的金融資產或金融負債直接應佔的交易成本乃即時於損益內確認。

實際利率法乃計算金融資產或金融負債的攤銷成本及於有關期間分配利息收入及利息開支的方法。實際利率乃按債務工具的預期年期或(如適用)較短期間，將估計未來現金付款(包括構成實際利率一部分的一切已付或已收費用及點子、交易成本及其他溢價或折讓)準確貼現至初步確認時賬面淨值的利率。

金融資產或金融負債的利息收入及利息開支按實際利率基準確認。

**金融資產****金融資產的分類及其後計量**

符合下列條件的金融資產其後按攤銷成本計量：

- 以收取合約現金流量為目標的業務模式內持有的金融資產；及
- 金融資產的合約條款規定於指定日期產生的現金流量，僅作為對本金及尚未清償本金的利息的付款。

符合下列條件的金融資產其後按公允價值計入其他全面收益計量：

- 以出售及收取合約現金流量為目標的業務模式內持有的金融資產；及
- 合約條款規定於指定日期產生的現金流量，僅作為對本金及尚未清償本金的利息的付款。

**4. SIGNIFICANT ACCOUNTING POLICIES***(Continued)***FINANCIAL INSTRUMENTS (Continued)**

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest income and interest expense is recognised on an effective interest basis for financial assets and financial liabilities.

**Financial assets****Classification and subsequent measurement of financial assets**

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at FVTOCI:

- the financial asset is held within a business model whose objective is achieved by both selling and collecting contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.



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#### 4. 主要會計政策(續)

##### 金融工具(續)

##### 金融資產(續)

##### 金融資產的分類及其後計量(續)

所有其他金融資產其後按公允價值計入損益計量，但在初步確認金融資產當日，倘該股權投資並非持作買賣，亦非由於收購方在香港財務報告準則第3號《業務合併》所適用的業務合併中確認的或然代價，本集團可不可撤銷地選擇於其他全面收益呈列股權投資的其後公允價值變動。

倘屬下列情況，金融資產為持作買賣：

- 收購金融資產的主要目的為於短期作出售用途；或
- 金融資產於初步確認時構成本集團合併管理的已識別金融工具組合的一部分，並具有最近實際短期獲利模式；或
- 金融資產為非指定的衍生工具及可有效作為對沖工具。

此外，本集團可不可撤回地指定一項須按攤銷成本或按公允價值計入其他全面收益計量的金融資產以按公允價值計入損益計量，前提為有關指定可消除或大幅減少會計錯配。

- (i) 攤銷成本及利息收入
- 其後按攤銷成本計量的金融資產乃使用實際利息法確認利息收入。就購買或原定信貸減值金融資產以外的金融工具而言，利息收入乃對一項金融資產賬面總值應用實際利率予以計算，惟其後出現信貸減值的金融資產除外(見下文)。就其後信貸減值的金融資產而言，自下一報告期起，利息收入乃對金融資產攤銷成本應用實際利率予以確認。倘信貸減值金融工具的信貸風險好轉，使金融資產不再出現信貸減值，於釐定資產不再出現信貸減值後，自報告期開始起利息收入乃對金融資產賬面總值應用實際利率予以確認。

#### 4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

##### FINANCIAL INSTRUMENTS (Continued)

##### Financial assets (Continued)

##### Classification and subsequent measurement of financial assets (Continued)

All other financial assets are subsequently measured at FVTPL, except that at initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 "Business Combinations" applies.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at amortised cost or at FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

- (i) Amortised cost and interest income
- Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. For financial instruments other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

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**4. 主要會計政策(續)****金融工具(續)****金融資產(續)****金融資產的分類及其後計量(續)**

- (ii) 指定按公允價值計入其他全面收益的股本工具

按公允價值計入其他全面收益的股本工具的投資其後按公允價值計量，其公允價值變動產生的收益及虧損於其他全面收益確認及於按公允價值計入重估儲備累計；及毋須作減值評估。累計收益或虧損將不重新分類至出售股權投資的損益，並將轉撥至累計虧損。

當本集團確立收取股息的權利時，該等股本工具投資的股息於損益中確認，除非股息明確表示收回部分投資成本則另作別論。股息計入損益中「其他收入」的項目。

- (iii) 按公允價值計入損益的金融資產並不符合按攤銷成本或按公允價值計入其他全面收益或指定按公允價值計入其他全面收益計量的準則的金融資產乃按公允價值計入損益計量。

按公允價值計入損益的金融資產於各報告期末按公允價值計量，而任何公允價值收益或虧損均於損益內確認。於損益內確認的淨收益或虧損包括就金融資產賺取的任何股息或利息，並計入「其他收益及虧損」項目內。

**4. SIGNIFICANT ACCOUNTING POLICIES***(Continued)***FINANCIAL INSTRUMENTS (Continued)****Financial assets (Continued)****Classification and subsequent measurement of financial assets (Continued)**

- (ii) Equity instruments designated as at FVTOCI

Investments in equity instruments at FVTOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the revaluation reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will be transferred to accumulated losses.

Dividends from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the "other income" line item in profit or loss.

- (iii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or at FVTOCI or designated as at FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial asset and is included in the "other gains and losses" line item.

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#### 4. 主要會計政策(續)

##### 金融工具(續)

##### 金融資產(續)

##### 金融資產及財務擔保的減值

本集團對須根據香港財務報告準則第9號作減值的金融資產(包括應收賬款及若干其他應收款項、應收租賃款項、應收非控股股東款項、受限制銀行存款及銀行結餘)及財務擔保合約根據預期信貸損失(「預期信貸損失」)模式進行減值評估。預期信貸損失的金額於各報告日期更新，以反映自初始確認後信貸風險的變化。

存續期預期信貸損失指將相關工具的預期存續期內所有可能的違約事件產生的預期信貸損失。相反，12個月預期信貸損失(「12個月預期信貸損失」)指預期於報告日期後12個月內可能發生的違約事件導致的存續期預期信貸損失部分。評估乃根據本集團的歷史信貸損失經驗進行，並根據債務人特有的因素、一般經濟狀況以及對報告日期當前狀況的評估以及對未來狀況的預測作出調整。

本集團貫徹就應收賬款及應收租賃款項確認存續期預期信貸損失。該等資產的預期信貸損失進行個別評估。

對於所有其他工具，本集團計量的損失撥備等於12個月預期信貸損失，除非自初步確認後信貸風險顯著增加，在此情況下，本集團確認存續期預期信貸損失。是否應確認存續期預期信貸損失的評估乃基於自初步確認以來發生違約的可能性或風險顯著增加。

(i) 信貸風險顯著增加

於評估自初步確認後信貸風險是否顯著增加時，本集團將於報告日期金融工具發生的違約風險與初步確認日期起金融工具發生的違約風險進行比較。在進行該評估時，本集團會考慮合理且可支持的定量和定性資料，包括毋需付出不必要的成本或努力而可得的歷史經驗及前瞻性資料。

#### 4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

##### FINANCIAL INSTRUMENTS (Continued)

##### Financial assets (Continued)

##### Impairment of financial assets and financial guarantees

The Group performs impairment assessment under expected credit loss ("ECL") model on financial assets (including trade and certain other receivables, lease receivables, amounts due from non-controlling shareholders, restricted bank deposits and bank balances), and financial guarantee contracts which are subject to impairment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL ("12m ECL") represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade and lease receivables. The ECL on these assets are assessed individually.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

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**4. 主要會計政策(續)****金融工具(續)****金融資產(續)****金融資產及財務擔保的減值(續)**

## (i) 信貸風險顯著增加(續)

特別是，在評估信貸風險是否顯著增加時，會考慮以下資料：

- 金融工具的外部(如有)或內部信貸評級的實際或預期顯著惡化；
- 外部市場信貸風險指標的顯著惡化，如信貸利差大幅增加，債務人的信貸違約掉期價格；
- 預計會導致債務人償還債務能力大幅下降的業務、財務或經濟狀況的現有或預測的不利變化；
- 債務人經營業績的實際或預期顯著惡化；
- 導致債務人償還債務能力大幅下降的債務人監管、經濟或技術環境的實際或預期的重大不利變化。

不論上述評估的結果為何，本集團認為，當合約付款逾期超過30天，則自初步確認以來信貸風險已顯著增加，除非本集團有合理且可支持的資料證明。

就財務擔保合約而言，本集團成為不可撤回承擔一方的日期被視為就金融工具評估減值的初步確認日期。在評估信貸風險自財務擔保合約初次確認以來是否顯著增加時，本集團考慮特定債務人合約違約的風險變動。

本集團定期監察識別信貸風險是否大幅增加所用標準的成效，並修訂標準(如適當)確保能夠在款項逾期前識別信貸風險的大幅增加。

**4. SIGNIFICANT ACCOUNTING POLICIES***(Continued)***FINANCIAL INSTRUMENTS (Continued)****Financial assets (Continued)****Impairment of financial assets and financial guarantees (Continued)**(i) Significant increase in credit risk *(Continued)*

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing the financial instrument for impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of financial guarantee contracts, the Group considers the changes in the risk that the specified debtor will default on the contract.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.



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#### 4. 主要會計政策(續)

##### 金融工具(續)

##### 金融資產(續)

##### 金融資產及財務擔保的減值(續)

##### (ii) 違約的定義

就內部信貸風險管理而言，本集團認為，違約事件在內部制訂或得自外界來源的資料顯示債務人不大可能悉數向債權人(包括本集團)還款(未計及本集團所持任何抵押品)時發生。

不論上文為何，倘金融資產已逾期超過90日，則本集團認為已發生違約，除非本集團有合理及可靠資料證明較寬鬆的違約標準更為適用則當別論。

##### (iii) 信貸減值金融資產

金融資產在一項或以上事件(對該金融資產估計未來現金流量構成不利影響)發生時出現信貸減值。金融資產出現信貸減值的證據包括有關下列事件的可觀察數據：

- (a) 發行人或借款人出現重大財務困難；
- (b) 違反合約(如違約或逾期事件)；
- (c) 借款人的貸款人因有關借款人財務困難的經濟或合約理由而向借款人授出貸款人不會另行考慮的優惠；或
- (d) 借款人將可能陷入破產或其他財務重組。

##### (iv) 撇銷政策

資料顯示交易對手處於嚴重財困及無實際收回可能時(例如交易對手被清盤或已進入破產程序時)，本集團則撇銷金融資產。經考慮法律意見後(倘合適)，遭撇銷的金融資產可能仍須按本集團收回程序進行強制執行活動。撇銷構成終止確認事項。任何其後收回在損益中確認。

#### 4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

##### FINANCIAL INSTRUMENTS (Continued)

##### Financial assets (Continued)

##### Impairment of financial assets and financial guarantees (Continued)

##### (ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

##### (iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; or
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

##### (iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

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**4. 主要會計政策(續)****金融工具(續)****金融資產(續)****金融資產及財務擔保的減值(續)****(v) 預期信貸損失的計量及確認**

預期信貸損失的計量為違約概率、違約虧損(即違約時虧損大小)及違約時風險敞口的函數。違約概率及違約虧損的評估乃基於歷史數據並按前瞻性資料作調整。預期信貸損失的預估乃無偏概率加權金額，以各自發生違約的風險為權重確定。本集團採用可行權宜方法，利用撥備矩陣估計應收賬款及應收租賃款項的預期信貸損失，其中考慮歷史信貸損失經驗，並根據可獲得的前瞻性資料進行調整，而無需付出不必要的成本或努力。

一般而言，預期信貸損失為根據合約應付本集團的所有合約現金流量與本集團預期收取的所有現金流量之間的差額，按初步確認時釐定的實際利率貼現。就應收租賃款項而言，用於釐定預期信貸損失的現金流量與按照香港財務報告準則第16號計量應收租賃款項時使用的現金流量一致。

就財務擔保合約而言，本集團僅須當債務人發生違約事件時，根據該工具所擔保的條款付款。因此，預期損失為預期支付予持有人作為發生信貸損失的補償減去任何本集團預期從持有人、債務人或任何其他人士所收取金額的現值。

就財務擔保合約的預期信貸損失而言，倘無法釐定實際利率時，本集團將採用可反映當前市場對貨幣時間價值的評估及現金流特定的風險的貼現率，惟僅倘若及僅限於調整貼現率時方考慮該等風險，而非調整現金差額進行貼現。

應收賬款及應收租賃款項之存續期預期信貸損失乃經考慮逾期資料及前瞻性宏觀經濟資料等相關信貸資料按集體基準作出考量。

就集體評估而言，本集團訂立組別時考慮以下特徵：

- 逾期狀況；
- 債務人之性質、規模及行業；及
- 外部信貸評級(如有)。

**4. SIGNIFICANT ACCOUNTING POLICIES***(Continued)***FINANCIAL INSTRUMENTS (Continued)****Financial assets (Continued)****Impairment of financial assets and financial guarantees (Continued)****(v) Measurement and recognition of ECL**

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data and adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. The Group uses a practical expedient in estimating ECL on trade and leases receivables using a provision matrix taking into consideration historical credit loss experience adjusted for forward-looking information that is available without undue cost or effort.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition. For a lease receivable, the cash flows used for determining the ECL is consistent with the cash flows used in measuring the lease receivable in accordance with HKFRS 16.

For a financial guarantee contract, the Group is required to make payments only in the event of a default by the debtor in accordance with the terms of the instrument that is guaranteed. Accordingly, the expected losses is the present value of the expected payments to reimburse the holder for a credit loss that it incurs less any amounts that the Group expects to receive from the holder, the debtor or any other party.

For ECL on financial guarantee contracts for which the effective interest rate cannot be determined, the Group will apply a discount rate that reflects the current market assessment of the time value of money and the risks that are specific to the cash flows but only if, and to the extent that, the risks are taken into account by adjusting the discount rate instead of adjusting the cash shortfalls being discounted.

Lifetime ECL for trade receivables and lease receivables are considered on a collective basis taking into consideration past due information and relevant credit information such as forward looking macroeconomics information.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

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#### 4. 主要會計政策(續)

##### 金融工具(續)

##### 金融資產(續)

##### 金融資產及財務擔保的減值(續)

##### (v) 預期信貸損失的計量及確認(續)

管理層定期檢討分組之方法，以確保各組別之組成部分仍然具有類似之信貸特徵。

利息收入乃根據金融資產的賬面總額計算，除非金融資產發生信貸減值，在此情況下，利息收入根據金融資產的攤銷成本計算。

本集團藉調整所有金融工具的賬面值於損益確認減值收益或虧損，惟應收賬款則透過損失撥備賬確認相應調整。

##### 終止確認金融資產

本集團僅在收取資產現金流量的已訂約權利屆滿，或將金融資產及該資產所有權的絕大部分風險及回報轉讓予另一實體的情況下方始終止確認一項金融資產。倘本集團並無轉讓亦無保留擁有權的絕大部份風險及回報，並繼續控制已轉讓資產，則本集團會按其可能須支付的金額確認其於資產中的保留權益及相關負債。倘本集團保留已轉讓金融資產擁有權的絕大部份風險及回報，則本集團將繼續確認金融資產，並就已收取的所得款項確認已抵押借款。

於終止確認按攤銷成本列賬的金融資產時，資產賬面值與已收及應收代價之間的差額於損益確認。

於終止確認本集團於首次確認時已選擇按公允價值計入其他全面收益計量的股本工具投資時，先前於重估儲備累計的累計收益或虧損不會重新分類至損益，而會轉撥至累計虧損。

#### 4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

##### FINANCIAL INSTRUMENTS (Continued)

##### Financial assets (Continued)

##### Impairment of financial assets and financial guarantees (Continued)

##### (v) Measurement and recognition of ECL (Continued)

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables where the corresponding adjustment is recognised through a loss allowance account.

##### Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

On derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the revaluation reserve is not reclassified to profit or loss, but is transferred to accumulated losses.

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**4. 主要會計政策(續)****金融工具(續)****金融負債及權益**

分類為債務或權益

債務及股本工具乃根據合約安排的內容及金融負債與股本工具的定義分類為金融負債或權益。

**股本工具**

股本工具為證明實體經扣除其所有負債後的資產中所剩餘權益的任何合約。本公司發行的股本工具按收取的所得款項扣除直接發行成本確認。

**金融負債**

所有金融負債其後採用實際利率法或按公允價值計入損益按攤銷成本計量。

**按攤銷成本計量的金融負債**

金融負債(包括應付賬款及其他應付款項、租賃負債及借貸)其後採用實際利率法按攤銷成本計量。

**財務擔保合約**

財務擔保合約為規定發行人支付指定金額，以補償持有人由於指定債務人未能根據債務工具的條款於到期時付款而蒙受的損失。

財務擔保合約負債初步按其公允價值計量。其後按以下兩者的較高者計量：

- 根據香港財務報告準則第9號釐定的損失撥備金額；及
- 初步確認金額減(如適用)於擔保期間確認的累計攤銷。

**4. SIGNIFICANT ACCOUNTING POLICIES***(Continued)***FINANCIAL INSTRUMENTS (Continued)****Financial liabilities and equity***Classification as debt or equity*

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

*Equity instruments*

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

*Financial liabilities*

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

*Financial liabilities at amortised cost*

Financial liabilities including trade and other payables, lease liabilities and borrowings are subsequently measured at amortised cost, using the effective interest method.

*Financial guarantee contracts*

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Financial guarantee contract liabilities are measured initially at their fair values. It is subsequently measured at the higher of:

- the amount of the loss allowance determined in accordance with HKFRS 9 and
- the amount initially recognised less, where appropriate, cumulative amortisation recognised over the guarantee period.



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#### 4. 主要會計政策(續)

##### 金融工具(續)

##### 金融負債及權益(續)

##### 終止確認金融負債

本集團僅在其責任解除、註銷或屆滿時方始終止確認金融負債。已終止確認的金融負債的賬面值與已付及應付代價間的差額於損益內確認。

##### 金融負債修訂

倘金融負債之合約條款被修訂，本集團會於計及所有相關事實及情況(包括定性因素)後評估經修訂條款是否導致對原有條款作出重大修訂。倘定性評估並無定論，而新條款項下現金流量貼現現值(包括任何已付費用扣除任何已收費用及使用原有實際利率貼現)與原有金融負債之餘下現金流量之貼現現值有最少百分之十之差別，則本集團認為條款有重大差別。據此，有關條款修訂列作消除，產生之任何成本或費用確認為消除之一部份損益。倘有關差異低於百分之十，則交換或修訂視為非重大修訂。

就不會導致終止確認之金融負債非重大修訂，相關金融負債之賬面值將按金融負債原有實際利率貼現之經修訂合約現金流量現值計算。所產生交易成本或費用調整至經修訂金融負債之賬面值及於餘下期間攤銷。金融負債賬面值之任何調整於修訂日期於損益確認。

#### 4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

##### FINANCIAL INSTRUMENTS (Continued)

##### Financial liabilities and equity (Continued)

##### Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

##### Modification of financial liabilities

When the contractual terms of a financial liability are modified, the Group assess whether the revised terms result in a substantial modification from original terms taking into account all relevant facts and circumstances including qualitative factors. If qualitative assessment is not conclusive, the Group considers that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received, and discounted using the original effective interest rate, is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial liability. Accordingly, such modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognised as part of the gain or loss on the extinguishment. The exchange or modification is considered as non substantial modification when such difference is less than 10 per cent.

For non-substantial modifications of financial liabilities that do not result in derecognition, the carrying amount of the relevant financial liabilities will be calculated at the present value of the modified contractual cash flows discounted at the financial liabilities' original effective interest rate. Transaction costs or fees incurred are adjusted to the carrying amount of the modified financial liabilities and are amortised over the remaining term. Any adjustment to the carrying amount of the financial liability is recognised in profit or loss at the date of modification.

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## 5. 重大會計判斷及估計不明朗因素的主要來源

應用附註4所述本集團會計政策時，董事須對未能從其他來源輕易獲得的資產及負債賬面值作出判斷、估計及假設。估計及相關假設以過往經驗及被視為有關的其他因素為依據。實際結果可能與該等估計有所不同。

估計及相關假設會持續審閱。倘會計估計的修訂僅影響修訂期間，則其修訂在該期間確認；倘影響當期期間及未來期間，則同時在修訂及未來期間確認。

### 應用會計政策的重大判斷

以下為除涉及估算之判斷(見下文)外，董事於應用本集團的會計政策時所作出，且對於綜合財務報表確認的金額有最大影響的重大判斷。

#### 持續經營基準

管理層於編製綜合財務報表時對本集團持續經營能力作出評估。評估持續經營假設是否適當時，管理層考慮到日後最少(但不限於)自報告期末起十二個月的所有可用資料。

本集團依賴本集團經營活動現金流入的未來預測以及本集團就持續經營融資持續獲得銀行及其他融資的能力。儘管存有或對附註2所載持續經營假設構成重大疑問的事件及狀況，惟管理層考慮到本集團經營活動現金流入的未來預測以及本集團就持續經營融資持續獲得銀行及其他融資的能力，認為本集團有能力持續經營。因此，管理層已按持續經營基準編製綜合財務報表。

#### 估計不明朗因素的主要來源

以下為有關未來的主要假設及於各報告期末的其他不確定估計主要來源，而該等假設及不確定估計存在導致下一個財政年度內的資產及負債賬面值須作出重大調整的重大風險。

## 5. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 4, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

### CRITICAL JUDGEMENT IN APPLYING ACCOUNTING POLICIES

The following are the critical judgement, apart from those involving estimations (see below), that the Directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

#### Going concern basis

Management makes an assessment of the Group's ability to continue as a going concern when preparing the consolidated financial statements. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but is not limited to, twelve months from the end of the reporting period.

The Group is dependent upon future projections of the Group's cash inflows from the operations and the ability of the Group to obtain continued bank and other financing to finance its continuing operations. Management believes the Group is able to continue as a going concern after taking into account future projections of the Group's cash inflows from operations and the ability of the Group to obtain continued bank and other financing to finance its continuing operation despite of the events and conditions which may cast significant doubt upon the going concern assumption as set out in note 2. Accordingly, Management has prepared the consolidated financial statements on a going concern basis.

### KEY SOURCES OF ESTIMATION UNCERTAINTY

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of each reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

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**5. 重大會計判斷及估計不明朗因素的主要來源(續)****估計不明朗因素的主要來源(續)****物業發展活動直接應佔的發展成本**

本集團將部分土地及發展成本分配至持作待售及待售發展中物業。由於本集團若干物業發展項目分期發展及竣工，整個項目的預算發展成本取決於總發展的估計成果。根據經驗及所承接發展項目性質，管理層就未來事項作出多項在當時情況下屬合理的估計及假設。鑑於物業發展活動所涉及不確定因素，相關實際結果可能會高於或低於報告期末的估計金額。估計及假設出現的任何變動將對本集團未來年度的經營表現造成影響。

**釐定物業存貨的可變現淨值**

評估發展中物業的可變現淨值涉及(其中包括)對具備可資比較標準及位置相若物業的當前市價所作大量分析以及根據現有資產結構及建材價單估計完成發展將須產生的建築成本。倘相關待售發展中物業的實際可變現淨值因市況變動及/或預算發展成本出現重大變動而高於或低於預期，則可能導致減值虧損撥回或就減值虧損計提撥備。於2022年12月31日，發展中物業的賬面值為人民幣3,767,237,000元(2021年：人民幣5,056,546,000元)。

此外，管理層估計待售物業存貨撥備時，參考當前市場環境、過往年度銷售表現及物業的估計可變現淨值，即於日常業務過程中的估計售價減就可供銷售所需必要估計成本。倘物業的估計可變現淨值低於其賬面值，則待售物業計提特定撥備。倘待售物業的實際可變現淨值因市況變動而低於預期，則可能導致就減值虧損計提撥備。於2022年12月31日，持作出售已竣工物業的賬面值為人民幣2,138,053,000元(2021年：人民幣1,997,863,000元)。

**5. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)****KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)****Development costs directly attributable to property development activities**

The Group allocates portions of land and development costs to properties held and under development for sale. As certain of the Group's property development projects are developed and completed by phases, the budgeted development costs of the whole project are dependent on the estimate on the outcome of total development. Based on the experience and the nature of the development undertaken, the management makes estimates and assumptions, concerning the future events that are believed to be reasonable under the circumstances. Given the uncertainties involved in the property development activities, the related actual results may be higher or lower than the amount estimated at the end of the reporting period. Any change in estimates and assumptions would affect the Group's operating performance in future years.

**Determination of net realisable value of inventory of properties**

The assessment of the net realisable value of the properties under development involves, inter-alia, considerable analysis of current market price of properties of a comparable standard and location and construction costs to be incurred to complete the development based on existing asset structure and construction material price lists. If the actual net realisable value of the underlying properties under development for sale are more or less than expected as a result of change in market condition and/or significant variation in the budgeted development cost, reversal of or provision for impairment losses may result. The carrying amount of properties under development at 31 December 2022 is RMB3,767,237,000 (2021: RMB5,056,546,000).

In addition, management estimates the allowance for inventory of properties for sale with reference to the existing market environment, the sales performance in previous years and estimated net realisable value of the properties, i.e. the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale. A specific allowance for properties for sale is made if the estimated net realisable value of the properties is lower than its carrying amount. If the actual net realisable value of the properties for sale are less than expected as a result of change in market condition, provision for impairment losses may result. The carrying amount of the completed properties held for sale at 31 December 2022 is RMB2,138,053,000 (2021: RMB1,997,863,000).



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## 5. 重大會計判斷及估計不明朗因素的主要來源(續)

### 估計不明朗因素的主要來源(續)

#### 估計投資物業的公允價值

就財務報告而言，本集團投資物業按公允價值計量。董事授權本集團財務主管就公允價值計量釐定適當估值技術及主要輸入數據。

估計投資物業的公允價值時，本集團使用可獲得的市場可觀察數據。倘無法獲得第一級輸入數據，本集團會委聘獨立且符合資格的外聘估值師進行估值。本集團財務主管與獨立且符合資格的外聘估值師緊密合作，以建立適當估值技術及模式的主要輸入數據。本集團財務主管向董事報告有關結果，以解釋投資物業公允價值的波動原因。

本集團估計公允價值時使用包括並非以可觀察市場數據為基礎的主要輸入數據的估值技術。有關釐定公允價值所使用估值技術、輸入數據及主要假設的進一步詳情載於附註19。

獨立且符合資格的外聘估值師基於涉及對市況作出若干估計的估值方法釐定公允價值。根據估值報告，董事已對主要輸入數據(如年期收益率、復歸收益率、市值租金及市場可資比較交易)作出彼等的判斷，並信納估值所用假設反映當前市況。本集團認為本集團的投資物業估值為最佳估計，但COVID-19疫情持續導致市場波動較大，視乎COVID-19疫情的進程及發展，導致本年度估值具較高不確定性。該等假設的任何變動均會導致本集團投資物業的公允價值變動，而對損益金額所作相應調整將於損益內確認。

## 5. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

### KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

#### Estimation of fair value of investment properties

The Group's investment properties are measured at fair value for financial reporting purposes. The Directors assigned the Group's financial controller to determine the appropriate valuation techniques and key inputs for fair value measurements.

In estimating the fair value of investment properties, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages independent qualified external valuers to perform the valuation. The Group's financial controller works closely with the independent qualified external valuers to establish the appropriate valuation techniques and key inputs to the model. The Group's financial controller reports the findings to the Directors to explain the cause of fluctuations in the fair value of investment properties.

The Group uses valuation techniques that include key inputs that are not based on observable market data to estimate the fair value. Further details about the valuation techniques, inputs and key assumptions used in the determination of the fair value are set out in note 19.

In determining the fair value, the independent qualified external valuers have based on valuation methods which involve certain estimates of market conditions. In relying on the valuation report, the Directors have exercised their judgments on the key inputs, i.e. term yield, reversionary yield, market rent and market comparable transactions, and are satisfied that the assumptions used in the valuation are reflective of the current market conditions. Whilst the Group considers valuations of the Group's investment properties are the best estimates, the ongoing COVID-19 pandemic has resulted in greater market volatility depending on how the COVID-19 pandemic may progress and evolve, which led to higher degree of uncertainties in respect of the valuations in the current year. Changes to these assumptions would result in changes in the fair value of the Group's investment properties and the corresponding adjustments to the amount of gain or loss would be recognised in profit or loss.



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**5. 重大會計判斷及估計不明朗因素的主要來源(續)****估計不明朗因素的主要來源(續)****土地增值稅(「土地增值稅」)**

本集團須繳納中國土地增值稅。然而，中國各城市不同稅務司法管轄權區的稅項徵收及結算方式均有所不同，而本集團尚未就若干項目與中國地方稅務機關商討落實其土地增值稅的計算及繳付方式。因此，釐定土地增值稅金額及其相關所得稅撥備時須作出重大估計。本集團基於管理層的最佳估計確認土地增值稅。最終稅項結果或會有別於初步列賬的金額，而該等差額將影響與地方稅務機關確定該等稅項期間內的所得稅開支及相關所得稅撥備。

**其他應收款項及應收非控股股東款項減值虧損**

本集團就所面臨之個別風險使用預期信貸損失模式，就其他應收款項及應收非控股股東款項確認信貸虧損撥備。信貸虧損撥備之估計涉及管理層之關鍵估計。管理層就此考慮毋須耗費過多成本或精力而可取得之相關合理可依據資料，包括定量資料(如國際信貸評級機構所報之違約概率及回收率)及定質資料(如根據前瞻性因素進行調整之債務人信貸質素)。預期信貸損失之計量乃違約概率及違約損失之函數，當中涉及管理層之關鍵估計。違約概率及違約損失乃以根據前瞻性因素進行調整之歷史數據為基準進行評估。本集團一般按12個月預期信貸損失基礎確認其他應收款項及應收非控股股東款項之預期信貸損失。對於自初始確認以來信貸風險大幅上升或已出現信貸減值的應收款項，則按存續期預期信貸損失基礎計算。有關其他應收款項及應收非控股股東款項的預期信貸損失評估之詳情載於附註38(B)。

**訴訟撥備**

管理層經考慮法律案件相關的風險及不確定性，估計索償及法律訴訟的結果。管理層與法律顧問就本集團的可能結果及負債進行磋商後，對履行義務所需代價的最佳估計，並隨後確認有關撥備。於2022年12月31日，本集團已就延遲向客戶交付物業及於中國進行的多項法律訴訟撥備約人民幣43,052,000元(2021年：人民幣43,052,000元)。

**5. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY***(Continued)***KEY SOURCES OF ESTIMATION UNCERTAINTY***(Continued)***Land appreciation tax ("LAT")**

The Group is subject to LAT in the PRC. However, the implementation and settlement of the tax varies amongst different tax jurisdictions in various cities of the PRC and certain projects of the Group have not finalised their LAT calculations and payments with the local tax authorities in the PRC. Accordingly, significant estimate is required in determining the amount of land appreciation and its related income tax provisions. The Group recognised the LAT based on management's best estimates. The final tax outcome could be different from the amounts that were initially recorded, and these differences will impact the income tax expense and the related income tax provisions in the periods in which such tax is finalised with local tax authorities.

**Impairment loss on other receivables and amounts due from non-controlling shareholders**

The Group recognises credit loss allowances for other receivables and amounts due from non-controlling shareholders by applying the ECL model to individual exposures. The estimation of credit loss allowances involves key estimates from the management. Management considers reasonably supportable information that is relevant and available without undue cost or effort for this purpose. This includes quantitative information such as probability of default and recovery rate quoted from international credit-rating agencies and qualitative information such as credit quality of the debtors adjusted for forward-looking factors. The measurement of ECL is a function of the probability of default and loss given default, which involves key estimates from the management. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. The Group generally recognises ECL on other receivables and amounts due from non-controlling shareholders on 12m ECL basis. For receivables for which credit risk have increased significantly since initial recognition or became credit-impaired, ECL are measured on lifetime ECL basis. Details of the ECL assessment on other receivables and amounts due from non-controlling shareholders are detailed in note 38(B).

**Provision for litigation**

The management estimates the outcome of the claims and legal proceedings, taking into account the risks and uncertainties surrounding the legal cases. Provisions which are the management's best estimate of the consideration required to settle the obligation, after consultation with the legal counsel on the possible outcomes and liabilities of the Group would then be recognised. As at 31 December 2022, amount of approximately RMB43,052,000 (2021: RMB43,052,000) has been provided for delayed transfer of properties to customers and a number of legal proceedings in the PRC.

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## 6. 收入

### (I) 客戶合約收入分拆

## 6. REVENUE

### (I) DISAGGREGATION OF REVENUE FROM CONTRACTS WITH CUSTOMERS

|               |                                      | 2022年<br>2022<br>人民幣千元<br>RMB'000 | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
|---------------|--------------------------------------|-----------------------------------|-----------------------------------|
| 物業發展分部        | Property development segment         |                                   |                                   |
| <b>貨品種類</b>   | <b>Types of goods</b>                |                                   |                                   |
| 銷售已竣工物業       | Sales of completed properties        | 1,793,263                         | 2,198,956                         |
| <b>地理市場</b>   | <b>Geographical market</b>           |                                   |                                   |
| 中國            | The PRC                              | 1,793,263                         | 2,028,756                         |
| 香港            | Hong Kong                            | -                                 | 170,200                           |
| <b>收入確認時間</b> | <b>Timing of revenue recognition</b> |                                   |                                   |
| 於某一時間點        | A point in time                      | 1,793,263                         | 2,198,956                         |

以下為與客戶合約收入及分部資料所披露金額的對賬。

Set out below is the reconciliation of the revenue from contracts with customers with the amounts disclosed in the segment information.

|         |  | 2022年<br>2022                                       | 2022年<br>2022                                      | 綜合總計<br>Consolidated<br>total |
|---------|--|---|--|-------------------------------|
|         |  | 物業發展<br>Property<br>development<br>人民幣千元<br>RMB'000 | 物業投資<br>Property<br>investment<br>人民幣千元<br>RMB'000 | 人民幣千元<br>RMB'000              |
| 銷售已竣工物業 | Sales of completed properties                    | 1,793,263   | -  | 1,793,263                     |
| 客戶合約收入  | <b>Revenue from contracts<br/>with customers</b> | 1,793,263   | -  | 1,793,263                     |
| 租賃      | Leases   | -   | 500  | 500                           |
| 收入總額    | <b>Total revenue</b>                             | 1,793,263   | 500  | 1,793,763                     |

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6. 收入(續)

(I) 客戶合約收入分拆(續)

|               |  | 物業發展<br>Property<br>development<br>人民幣千元<br>RMB'000 | 2021年<br>2021<br>物業投資<br>Property<br>investment<br>人民幣千元<br>RMB'000 | 綜合總計<br>Consolidated<br>total<br>人民幣千元<br>RMB'000 |
|---------------|--|---|---|---|
| 銷售已竣工物業       | Sales of completed properties                    | 2,198,956   | -   | 2,198,956   |
| <b>客戶合約收入</b> | <b>Revenue from contracts<br/>with customers</b> | 2,198,956   | -   | 2,198,956   |
| 租賃            | Leases   | -   | 1,240   | 1,240   |
| <b>收入總額</b>   | <b>Total revenue</b>                             | 2,198,956   | 1,240   | 2,200,196   |

(II) 客戶合約的履約責任

就出售物業與客戶訂立的合約而言，合約中列明的相關物業乃基於客戶要求，並無其他替代用途。根據相關合約條款、法律環境及相關法律先例，本集團認為，在轉讓相關物業予客戶前，本集團並無收取付款的可強制執行權利。因此，出售物業的收入於已竣工物業轉讓予客戶的時間點確認，即客戶獲得已竣工物業的控制權而本集團擁有收取付款的現時權利及可能收取代價的時間點。

在簽訂買賣協議時，本集團向客戶收取合約價值的5%至100%。就使用銀行所提供按揭貸款的客戶而言，倘客戶滿足銀行的要求，則合約總價值的剩餘部分將由銀行向本集團支付。有關預先付款計劃導致於物業的建築工程仍在進行中的物業建設期內確認有關合約價格全款的合約負債。

6. REVENUE (Continued)

(I) DISAGGREGATION OF REVENUE FROM CONTRACTS WITH CUSTOMERS (Continued)

|               |  | 物業發展<br>Property<br>development<br>人民幣千元<br>RMB'000 | 2021年<br>2021<br>物業投資<br>Property<br>investment<br>人民幣千元<br>RMB'000 | 綜合總計<br>Consolidated<br>total<br>人民幣千元<br>RMB'000 |
|---------------|--|---|---|---|
| 銷售已竣工物業       | Sales of completed properties                    | 2,198,956   | -   | 2,198,956   |
| <b>客戶合約收入</b> | <b>Revenue from contracts<br/>with customers</b> | 2,198,956   | -   | 2,198,956   |
| 租賃            | Leases   | -   | 1,240   | 1,240   |
| <b>收入總額</b>   | <b>Total revenue</b>                             | 2,198,956   | 1,240   | 2,200,196   |

(II) PERFORMANCE OBLIGATIONS FOR CONTRACTS WITH CUSTOMERS

For contracts entered into with customers on sales of properties, the relevant properties specified in the contracts are based on customer's specifications with no alternative use. Based on the relevant contract terms, the legal environment and relevant legal precedent, the Group concluded that the Group does not have an enforceable right to payment prior to transfer of the relevant properties to customers. Revenue from sales of properties is therefore recognised at a point in time when the completed property is transferred to customers, being at the point that the customer obtains the control of the completed property and the Group has present right to payment and collection of the consideration is probable.

The Group receives 5%-100% of the contract value from customers when they sign the sale and purchase agreement. For the customers who use mortgage loans provided by the banks, the remaining portion of the total contract value will be paid to the Group from the banks once the customers meet the requirements of the banks. Such advance payment schemes result in contract liabilities being recognised throughout the property construction period for the full amount of the contract price while construction work of properties is still ongoing.

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**6. 收入(續)****(II) 客戶合約的履約責任(續)**

本集團認為預先付款計劃包含重大融資部分，故考慮到本集團的信貸特徵，代價金額會根據貨幣時間價值的影響作出調整。由於此舉累計增加建築期間的合約責任金額，令將已竣工物業的控制權轉移至客戶時確認的收入金額有所增加。本集團已應用香港財務報告準則第15號的可行權宜方法，且並無考慮預計於客戶付款當日起一年內完成的合約融資部分。

倘該等成本將在一年內悉數於損益攤銷，則本集團將應用可行權宜方法，支銷所有獲得合約的增額成本。

**(III) 分配至客戶合約餘下履約責任的交易價格**

於2022年及2021年12月31日分配至餘下履約責任(未履行或已履行部分)的交易價格，以及有關物業銷售的預期確認收入時間如下：

|      |                    | <b>2022年<br/>2022<br/>人民幣千元<br/>RMB'000</b> | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
|------|--------------------|---|-----------------------------------|
| 一年內  | Within one year    | <b>1,583,944</b>                            | 2,113,158                         |
| 超過一年 | More than one year | <b>138,457</b>                              | 2,679,856                         |
|      |                    | <b>1,722,401</b>                            | 4,793,014                         |

**(IV) 租賃**

就經營租賃：  
固定或依賴於指數或利率的  
租賃付款

For operating leases:  
Lease payments that are fixed or depend on  
an index or a rate

|  |  | <b>2022年<br/>2022<br/>人民幣千元<br/>RMB'000</b> | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
|--|--|---|-----------------------------------|
|  |  | <b>500</b>                                  | 1,240                             |

**6. REVENUE (Continued)****(II) PERFORMANCE OBLIGATIONS FOR CONTRACTS WITH CUSTOMERS (Continued)**

The Group considers the advance payment schemes contain significant financing component and accordingly the amount of consideration is adjusted for the effects of the time value of money taking into consideration the credit characteristics of the Group. As this accrual increases the amount of the contract liability during the period of construction, it increases the amount of revenue recognised when control of the completed property is transferred to the customer. The Group has applied the practical expedient in HKFRS 15 and has not considered the financing component of contracts which are expected to be completed within one year from the date of payment made by customers.

The Group applies the practical expedient of expensing all incremental costs to obtain a contract if these costs would otherwise have been fully amortised to profit or loss within one year.

**(III) TRANSACTION PRICE ALLOCATED TO THE REMAINING PERFORMANCE OBLIGATION FOR CONTRACTS WITH CUSTOMERS**

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December 2022 and 2021, and the expected timing of recognising revenue related to sales of properties are as follows:



截至2022年12月31日止年度 For the year ended 31 December 2022

## 7. 分部資料

為分配資源及評估分部表現而向董事(即主要營運決策者(「主要營運決策者」))彙報的資料集中於所交付或提供貨品或服務的類型。具體而言，根據香港財務報告準則第8號，本集團的可報告分部如下：

|      |                                    |
|------|------------------------------------|
| 物業發展 | 在中國(2021年：在中國及香港)開發及銷售商業物業、公寓及住宅物業 |
| 物業投資 | 在中國(2021年：在中國及香港)租賃投資物業            |

### 分部收入及業績

以下為按可報告分部劃分本集團的收入及業績分析。

截至2022年12月31日止年度

## 7. SEGMENT INFORMATION

Information reported to the Directors, being the chief operating decision makers (“CODM”), for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided. Specifically, the Group’s reportable segments under HKFRS 8 are as follows:

|                      |   |
|----------------------|---|
| Property development | Developing and selling of commercial properties, apartments and residential properties in the PRC (2021: the PRC and Hong Kong) |
| Property investment  | Leasing of investment properties in the PRC (2021: the PRC and Hong Kong)   |

### SEGMENT REVENUE AND RESULTS

The following is an analysis of the Group’s revenue and results by reportable segments.

For the year ended 31 December 2022

|               |   | 物業發展<br>Property<br>development<br>人民幣千元<br>RMB'000 | 物業投資<br>Property<br>investment<br>人民幣千元<br>RMB'000 | 分部總計<br>Segment<br>total<br>人民幣千元<br>RMB'000 |
|---------------|---|---|--|--|
| 分部收入(外界)      | Segment revenue (external)              | 1,793,263   | 500  | 1,793,763                                    |
| 分部虧損          | Segment loss                            | (365,307)   | (47,296)   | (412,603)                                    |
| 減值虧損(扣除撥回)    | Impairment losses, net of reversal      |   |  | (283,578)                                    |
| 融資成本          | Finance costs                           |   |  | (136,954)                                    |
| 銀行利息收入        | Bank interest income                    |   |  | 5,828  |
| 匯兌虧損          | Exchange loss                           |   |  | (83,194)                                     |
| 取消合併一間附屬公司的收益 | Gain on deconsolidation of a subsidiary |   |  | 263,251                                      |
| 未分配開支         | Unallocated expenses                    |   |  | (32,191)                                     |
| 除稅前虧損         | Loss before taxation                    |   |  | (679,441)                                    |

截至2022年12月31日止年度 For the year ended 31 December 2022

**7. 分部資料(續)**  
**分部收入及業績(續)**  
**截至2021年12月31日止年度**

**7. SEGMENT INFORMATION (Continued)**  
**SEGMENT REVENUE AND RESULTS (Continued)**  
**For the year ended 31 December 2021**

|                          |   | 物業發展<br>Property<br>development<br>人民幣千元<br>RMB'000 | 物業投資<br>Property<br>investment<br>人民幣千元<br>RMB'000 | 分部總計<br>Segment<br>total<br>人民幣千元<br>RMB'000 |
|--------------------------|---|---|--|--|
| 分部收入(外界)                 | Segment revenue (external)                          | 2,198,956   | 1,240  | 2,200,196                                    |
| 分部利潤/(虧損)                | Segment profit/(loss)                               | 137,544   | (90,701)   | 46,843                                       |
| 按公允價值計入損益的金融<br>資產公允價值變動 | Change in fair value of financial asset<br>at FVTPL |   |  | 237  |
| 減值虧損                     | Impairment losses                                   |   |  | (242,282)                                    |
| 融資成本                     | Finance costs                                       |   |  | (122,136)                                    |
| 銀行利息收入                   | Bank interest income                                |   |  | 1,946  |
| 匯兌收益                     | Exchange gain                                       |   |  | 10,591                                       |
| 未分配開支                    | Unallocated expenses                                |   |  | (65,394)                                     |
| 除稅前虧損                    | Loss before taxation                                |   |  | (370,195)                                    |

經營分部的會計政策與附註4所述本集團會計政策相同。分部利潤/(虧損)指未分配中央行政成本、董事酬金、按公允價值計入損益的金融資產公允價值變動、取消合併一間附屬公司的收益、銀行利息收入、匯兌收益/(虧損)、減值虧損(發展中物業/待售物業除外)並扣除撥回及融資成本前各分部所賺取利潤/產生之虧損。此乃就分配資源及評估表現向主要經營決策者呈報的計量。

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 4. Segment profit/(loss) represents the profit earned/loss incurred from each segment without allocation of central administration costs, directors' emoluments, change in fair value of financial asset at FVTPL, gain on deconsolidation of a subsidiary, bank interest income, exchange gain/(loss), impairment loss (other than properties under development/properties for sale), net of reversal and finance costs. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

截至2022年12月31日止年度 For the year ended 31 December 2022

**7. 分部資料(續)**  
**分部資產與負債**

以下為按可報告分部劃分本集團的資產及負債分析：

**分部資產**

於2022年12月31日

|        |                           | 物業發展<br>Property<br>development<br>人民幣千元<br>RMB'000 | 物業投資<br>Property<br>investment<br>人民幣千元<br>RMB'000 | 分部總計<br>Segment<br>total<br>人民幣千元<br>RMB'000 |
|--------|---------------------------|---|--|--|
| 分部資產   | Segment assets            | 6,421,717   | 669,276  | 7,090,993                                    |
| 未分配    | Unallocated               |   |  | 1,357,154                                    |
| 綜合資產總值 | Consolidated total assets |   |  | 8,448,147                                    |

於2021年12月31日

At 31 December 2021

|        |                           | 物業發展<br>Property<br>development<br>人民幣千元<br>RMB'000 | 物業投資<br>Property<br>investment<br>人民幣千元<br>RMB'000 | 分部總計<br>Segment<br>total<br>人民幣千元<br>RMB'000 |
|--------|---------------------------|---|--|--|
| 分部資產   | Segment assets            | 7,989,608   | 701,868  | 8,691,476                                    |
| 未分配    | Unallocated               |   |  | 1,275,695                                    |
| 綜合資產總值 | Consolidated total assets |   |  | 9,967,171                                    |

**7. SEGMENT INFORMATION (Continued)**  
**SEGMENT ASSETS AND LIABILITIES**

The following is an analysis of the Group's assets and liabilities by reportable segment:

**Segment assets**

At 31 December 2022

截至2022年12月31日止年度 For the year ended 31 December 2022

**7. 分部資料(續)**  
**分部資產與負債(續)**  
**分部負債**  
 於2022年12月31日

**7. SEGMENT INFORMATION (Continued)**  
**SEGMENT ASSETS AND LIABILITIES (Continued)**  
**Segment liabilities**  
 At 31 December 2022

|        |                                | 物業發展<br>Property<br>development<br>人民幣千元<br>RMB'000 | 物業投資<br>Property<br>investment<br>人民幣千元<br>RMB'000 | 分部總計<br>Segment<br>total<br>人民幣千元<br>RMB'000 |
|--------|--------------------------------|---|--|--|
| 分部負債   | Segment liabilities            | 3,233,745   | 184,374  | 3,418,119                                    |
| 未分配    | Unallocated                    |   |  | 4,802,694                                    |
| 綜合負債總額 | Consolidated total liabilities |   |  | 8,220,813                                    |

於2021年12月31日

At 31 December 2021

|        |                                | 物業發展<br>Property<br>development<br>人民幣千元<br>RMB'000 | 物業投資<br>Property<br>investment<br>人民幣千元<br>RMB'000 | 分部總計<br>Segment<br>total<br>人民幣千元<br>RMB'000 |
|--------|--------------------------------|---|--|--|
| 分部負債   | Segment liabilities            | 4,704,708   | 85,551   | 4,790,259                                    |
| 未分配    | Unallocated                    |   |  | 4,228,566                                    |
| 綜合負債總額 | Consolidated total liabilities |   |  | 9,018,825                                    |

就監察分部表現及於分部間分配資源而言：

For the purposes of monitoring segment performance and allocating resources between segments:

- 所有資產分配至經營分部，惟不包括若干物業、廠房及設備、使用權資產、受限制銀行存款、於一間合營企業的權益、按公允價值計入損益的金融資產、指定按公允價值計入其他全面收益的股本工具、保證金、若干應收賬款及其他應收款項以及預付款項、應收非控股股東款項、銀行結餘及現金、遞延稅項資產、預付所得稅以及未分配總部公司資產。
- 所有負債分配至經營分部，惟不包括應付所得稅、借貸、租賃負債、遞延稅項負債以及未分配總部公司負債。
- 於取消合併附屬公司的權益分配至物業發展分部。
- all assets are allocated to operating segments other than certain property, plant and equipment, right-of-use assets, restricted bank deposits, interest in a joint venture, financial asset at FVTPL, equity instrument designated at FVTOCI, guaranteed deposits, certain trade and other receivables and prepayments, amounts due from non-controlling shareholders, bank balances and cash, deferred tax assets, prepaid income tax and unallocated corporate assets of headquarter.
- all liabilities are allocated to operating segments other than income tax payable, borrowings, lease liabilities, deferred tax liabilities and unallocated corporate liabilities of headquarter.
- Interests in deconsolidated subsidiaries are allocated to the property development segment.



截至2022年12月31日止年度 For the year ended 31 December 2022

**7. 分部資料(續)**  
其他分部資料  
截至2022年12月31日止年度

**7. SEGMENT INFORMATION (Continued)**  
OTHER SEGMENT INFORMATION  
For the year ended 31 December 2022

|                   |  | 物業發展<br>Property<br>development<br>人民幣千元<br>RMB'000 | 物業投資<br>Property<br>investment<br>人民幣千元<br>RMB'000 | 分部總計<br>Segment<br>total<br>人民幣千元<br>RMB'000 | 未分配<br>Unallocated<br>人民幣千元<br>RMB'000 | 總計<br>Total<br>人民幣千元<br>RMB'000 |
|-------------------|--|---|--|--|--|---------------------------------|
| 計入分部損益或分部資產計量的款項： | Amounts included in the measure of segment profit or loss or segment assets: |   |  |  |  |                                 |
| 非流動資產增加           | Additions to non-current assets  | -   | -  | -  | -                                      | -                               |
| 物業、廠房及設備以及使用權資產折舊 | Depreciation of property, plant and equipment and right-of-use assets        | 1,453   | -  | 1,453  | 937                                    | 2,390                           |

截至2021年12月31日止年度

For the year ended 31 December 2021

|                   |  | 物業發展<br>Property<br>development<br>人民幣千元<br>RMB'000 | 物業投資<br>Property<br>investment<br>人民幣千元<br>RMB'000 | 分部總計<br>Segment<br>total<br>人民幣千元<br>RMB'000 | 未分配<br>Unallocated<br>人民幣千元<br>RMB'000 | 總計<br>Total<br>人民幣千元<br>RMB'000 |
|-------------------|--|---|--|--|--|---------------------------------|
| 計入分部損益或分部資產計量的款項： | Amounts included in the measure of segment profit or loss or segment assets: |   |  |  |  |                                 |
| 非流動資產增加           | Additions to non-current assets  | -   | -  | -  | 201                                    | 201                             |
| 物業、廠房及設備以及使用權資產折舊 | Depreciation of property, plant and equipment and right-of-use assets        | 5,933   | -  | 5,933  | 610                                    | 6,543                           |

本集團按不同類別劃分的收入分析載於附註6。

The analysis of the Group's revenue by different types is set out in note 6.

截至2022年12月31日止年度 For the year ended 31 December 2022

**7. 分部資料(續)****地區資料**

本集團業務位於中國及香港。有關本集團來自外界客戶的收入資料按業務所在位置呈列。有關本集團非流動資產的資料按資產所在地理位置呈列。

**7. SEGMENT INFORMATION (Continued)****GEOGRAPHICAL INFORMATION**

The Group's operations are located in the PRC and Hong Kong. Information about the Group's revenue from external customers is presented based on location of the operations. Information about the Group's non-current assets is presented based on the geographical location of the assets.

|    |           | 來自外界客戶的收入                         |                                   | 非流動資產                             |                                   |
|----|-----------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
|    |           | Revenue from external customers   |                                   | Non-current assets                |                                   |
|    |           | 2022年<br>2022<br>人民幣千元<br>RMB'000 | 2021年<br>2021<br>人民幣千元<br>RMB'000 | 2022年<br>2022<br>人民幣千元<br>RMB'000 | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
| 中國 | The PRC   | <b>1,793,763</b>                  | 2,029,996                         | <b>699,802</b>                    | 739,271                           |
| 香港 | Hong Kong | -                                 | 170,200                           | -                                 | -                                 |
|    |           | <b>1,793,763</b>                  | 2,200,196                         | <b>699,802</b>                    | 739,271                           |

於本年度，概無客戶佔本集團總收入逾10% (2021年：無)。

There was no customer who accounted for over 10% of the total revenue of the Group for the current year (2021: nil).

**8. 減值虧損(扣除撥回)****8. IMPAIRMENT LOSSES, NET OF REVERSAL**

|            |   | 2022年<br>2022<br>人民幣千元<br>RMB'000 | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
|------------|---|-----------------------------------|-----------------------------------|
| 其他應收款項     | Other receivables                             | <b>21,428</b>                     | 211,338                           |
| 應收非控股股東款項  | Amounts due from non-controlling shareholders | <b>(9,456)</b>                    | 30,944                            |
| 應取消併附屬公司款項 | Amounts due from deconsolidated subsidiaries  | <b>271,606</b>                    | -                                 |
|            |   | <b>283,578</b>                    | 242,282                           |

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9. 其他收入、收益及虧損

9. OTHER INCOME, GAINS AND LOSSES

|                       |   | 2022年<br>2022<br>人民幣千元<br>RMB'000 | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
|-----------------------|---|-----------------------------------|-----------------------------------|
| 其他收入：                 | Other income:   |                                   |                                   |
| 短暫租賃已竣工待售<br>物業所得租金收入 | Rental income from temporary leases of<br>completed properties held for sales | 529                               | 5,579                             |
| 銀行存款利息收入              | Interest income on bank deposits  | 5,828                             | 1,946                             |
| 撥回待售物業減值虧損撥備          | Reversal of provision for impairment losses<br>on properties held for sales   | -                                 | 10,720                            |
| 終止租賃的收益               | Gain on termination of leases   | 10                                | -                                 |
| 其他                    | Others  | 4,095                             | 3,843                             |
|                       |   | <b>10,462</b>                     | 22,088                            |
| 其他收益及虧損：              | Other gains and losses:   |                                   |                                   |
| 匯兌(虧損)/收益，淨額          | Exchange (loss)/gain, net   | <b>(83,194)</b>                   | 10,591                            |

10. 其他費用

10. OTHER EXPENSES

|        |               | 2022年<br>2022<br>人民幣千元<br>RMB'000 | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
|--------|---------------|-----------------------------------|-----------------------------------|
| 罰款     | Penalty       | 180                               | 10,409                            |
| 捐款     | Donation      | 59                                | 5                                 |
| 其他(附註) | Others (note) | 483                               | 13,746                            |
|        |               | <b>722</b>                        | 24,160                            |

附註：金額主要包括就物業延遲交付而向客戶賠償。

Note: Amount mainly comprised compensation to customers in respect of delayed transfer of properties.

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## 11. 融資成本

## 11. FINANCE COSTS

|                          |   | 2022年<br>2022<br>人民幣千元<br>RMB'000 | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
|--------------------------|---|-----------------------------------|-----------------------------------|
| 以下各項的利息                  | Interests on  |                                   |                                   |
| — 銀行及其他貸款                | – bank and other loans  | 667,214                           | 649,143                           |
| 租賃負債利息                   | Interest on lease liabilities   | 8                                 | 29                                |
| 合約負債利息                   | Interest on contract liabilities  | 9,162                             | 4,916                             |
|                          |   | <b>676,384</b>                    | 654,088                           |
| 減：於發展中物業／待售物業<br>撥充資本的款項 | Less: amount capitalised in properties under<br>development/properties for sale | <b>(539,430)</b>                  | (531,952)                         |
|                          |   | <b>136,954</b>                    | 122,136                           |

如附註30所披露，已撥充資本之銀行及其他貸款的利息乃由相關借貸的合約利率釐定。已撥充資本的合約負債利息乃由本集團的增量借貸利率而釐定，該利率最能反映相關合約負債之時間價值。

Interests on bank and other loans capitalised were determined by the contracted interest rates of respective borrowings as disclosed in note 30. Interest on contract liabilities capitalised were determined by the Group's incremental borrowing rate which best depicted the underlying time value of money of the contract liabilities.

## 12. 所得稅開支

## 12. INCOME TAX EXPENSE

|                  |                                   | 2022年<br>2022<br>人民幣千元<br>RMB'000 | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
|------------------|-----------------------------------|-----------------------------------|-----------------------------------|
| 即期稅項開支：          | Current tax expense:              |                                   |                                   |
| 中國企業所得稅(「企業所得稅」) | PRC Enterprise Income Tax ("EIT") | 56,298                            | 63,414                            |
| 土地增值稅            | LAT                               | 12,989                            | 61,764                            |
|                  |                                   | <b>69,287</b>                     | 125,178                           |
| 遞延稅項抵免(附註33)     | Deferred tax credit (note 33)     | <b>(15,890)</b>                   | (8,010)                           |
|                  |                                   | <b>53,397</b>                     | 117,168                           |



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## 12. 所得稅開支(續)

由於在本年度及過往年度香港附屬公司產生稅項虧損，故並無於綜合財務報表計提香港利得稅撥備。

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，中國附屬公司的中國企業所得稅(「企業所得稅」)稅率為25%。

土地增值稅撥備按有關中國稅務法律及法規所載規定估計。土地增值稅已就增值額按累進稅率範圍計提撥備，附帶若干可准許豁免及減免。

年內所得稅開支可與綜合損益及其他全面收益表所示除稅前虧損對賬如下：

## 12. INCOME TAX EXPENSE (Continued)

No provision for Hong Kong Profits Tax has been made in the consolidated financial statements as the Hong Kong subsidiaries incurred tax losses during current and prior years.

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the PRC Enterprise Income Tax ("EIT") tax rate of the PRC subsidiaries is 25%.

The provision of LAT is estimated according to the requirement set forth in the relevant PRC tax law and regulations. LAT has been provided at ranges of progressive rate of the appreciation value, with certain allowable exemptions and deductions.

The income tax expense for the year can be reconciled to the loss before taxation per consolidated statement of profit or loss and other comprehensive income as follows:

|                       |   | 2022年<br>2022<br>人民幣千元<br>RMB'000 | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
|-----------------------|---|-----------------------------------|-----------------------------------|
| 除稅前虧損                 | Loss before taxation  | <b>(679,441)</b>                  | (370,195)                         |
| 按中國企業所得稅率25%計算的稅項(附註) | Tax at PRC EIT rate of 25% (note)                                 | <b>(169,860)</b>                  | (92,549)                          |
| 土地增值稅                 | LAT   | <b>12,989</b>                     | 61,764                            |
| 土地增值稅的稅務影響            | Tax effect on LAT   | <b>(3,247)</b>                    | (15,441)                          |
| 不可扣稅開支的稅務影響           | Tax effect of expenses not deductible for tax purpose             | <b>76,939</b>                     | 75,454                            |
| 毋須課稅收入的稅務影響           | Tax effect of income not taxable for tax purpose                  | <b>(10,269)</b>                   | (34,976)                          |
| 未確認稅項虧損的稅務影響          | Tax effect of tax losses not recognised                           | <b>34,450</b>                     | 12,536                            |
| 確認過往未確認稅項虧損的稅務影響      | Tax effect of recognition of tax losses previously not recognised | <b>(4,399)</b>                    | (8,553)                           |
| 未確認可扣稅暫時差額的稅務影響       | Tax effect of deductible temporary differences not recognised     | <b>116,946</b>                    | 117,926                           |
| 其他                    | Others  | <b>(152)</b>                      | 1,007                             |
| 年內所得稅開支               | Income tax expense for the year                                   | <b>53,397</b>                     | 117,168                           |

附註：採用中國法定稅率是由於本集團大部分業務所處司法管轄權區為中國。

Note: The PRC statutory tax rate used as the PRC is the jurisdiction where the operation of the Group is substantially based.

截至2022年12月31日止年度 For the year ended 31 December 2022

## 13. 年內虧損

## 13. LOSS FOR THE YEAR

|   |   | 2022年<br>2022<br>人民幣千元<br>RMB'000 | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
|---|---|-----------------------------------|-----------------------------------|
| 年內虧損乃經扣除／(計入)<br>下列各項後達致：                                 | Loss for the year has been arrived at after<br>charging/(crediting):  |                                   |                                   |
| 核數師酬金   | Auditors' remuneration  |                                   |                                   |
| 審核服務  | Audit service   | 1,660                             | 1,900                             |
| 非審核服務   | Non-audit services  | 301                               | 100                               |
|   |   | <b>1,961</b>                      | 2,000                             |
| 計入銷售成本的待售物業成本   | Cost of properties for sale included in cost of sales   | <b>1,908,282</b>                  | 1,738,427                         |
| 計入銷售成本的發展中物業／<br>待售物業減值虧損                                 | Impairment losses on properties under<br>development/properties for sale<br>included in cost of sales                     | <b>184,957</b>                    | 229,421                           |
| 出售及撇銷物業、廠房及設備的虧損  | Loss on disposal and written off of property,<br>plant and equipment  | <b>5</b>                          | 288                               |
| 終止租賃的收益   | Gain on termination of leases   | <b>(10)</b>                       | -                                 |
| 物業、廠房及設備折舊(其中人民幣<br>81,000元(2021年：人民幣410,000元)<br>計入銷售成本) | Depreciation of property, plant and equipment of<br>which RMB81,000 (2021: RMB410,000) is included<br>under cost of sales | <b>1,598</b>                      | 5,619                             |
| 使用權資產折舊   | Depreciation of right-of-use assets   | <b>792</b>                        | 924                               |
| 折舊總額  | Total depreciation  | <b>2,390</b>                      | 6,543                             |
| 投資物業所得租金收入總額  | Gross rental income from investment properties  | <b>(500)</b>                      | (1,240)                           |
| 減：就於年內產生租金收入的<br>投資物業計入直接營運開支                             | Less: direct operating expenses included for<br>investment properties that generated<br>rental income during the year     | <b>520</b>                        | 2,973                             |
|   |   | <b>20</b>                         | 1,733                             |
| 員工成本  | Staff costs   |                                   |                                   |
| 員工薪金及津貼   | Staff salaries and allowances   | <b>35,703</b>                     | 33,763                            |
| 退休福利供款  | Retirement benefit contributions  | <b>3,920</b>                      | 3,375                             |
| 員工成本總額(不包括董事酬金)   | Total staff costs, excluding directors' remuneration  | <b>39,623</b>                     | 37,138                            |
| 減：於發展中物業撥充資本<br>的款項                                       | Less: amount capitalised to properties under<br>development   | <b>(9,381)</b>                    | (11,519)                          |
|   |   | <b>30,242</b>                     | 25,619                            |

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#### 14. 董事、僱員及主要行政人員的薪酬

根據適用上市規則及香港公司條例披露的  
年內董事及主要行政人員的薪酬如下：

截至2022年12月31日止年度

#### 14. DIRECTORS', EMPLOYEES' AND CHIEF EXECUTIVE'S EMOLUMENTS

Directors' and chief executive's remuneration for the year, disclosed pursuant to the applicable Listing Rules and the Hong Kong Companies Ordinance, is as follows:

FOR THE YEAR ENDED 31 DECEMBER 2022

|                |                  | 董事袍金   | 薪金及津貼                      | 與表現掛鉤<br>的花紅                    | 退休計劃供款                                | 總計               |
|----------------|------------------|--|----------------------------|---------------------------------|---------------------------------------|------------------|
|                |                  | Directors'<br>fees                             | Salaries and<br>allowances | Performance<br>related<br>bonus | Retirement<br>scheme<br>contributions | Total            |
|                |                  | 人民幣千元<br>RMB'000                               | 人民幣千元<br>RMB'000           | 人民幣千元<br>RMB'000                | 人民幣千元<br>RMB'000                      | 人民幣千元<br>RMB'000 |
| <b>執行董事</b>    |                  | <b>Executive Directors</b>                     |                            |                                 |                                       |                  |
| 潘浩然先生          | Mr. Pan Haoran   | 375  | 469                        | -                               | 10                                    | 854              |
| 利錦榮先生          | Mr. Li Jinrong   | 375  | -                          | -                               | -                                     | 375              |
| 小計             | Sub-total        | 750  | 469                        | -                               | 10                                    | 1,229            |
| <b>獨立非執行董事</b> |                  | <b>Independent Non-executive<br/>Directors</b> |                            |                                 |                                       |                  |
| 邱伯瑜先生          | Mr. Yau Pak Yue  | 103  | -                          | -                               | -                                     | 103              |
| 江宇先生           | Mr. Kong Tat Yue | 103  | -                          | -                               | -                                     | 103              |
| 鄭楨先生           | Mr. Zheng Zhen   | 103  | -                          | -                               | -                                     | 103              |
| 小計             | Sub-total        | 309  | -                          | -                               | -                                     | 309              |
|                |                  | 1,059  | 469                        | -                               | 10                                    | 1,538            |

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**14. 董事、僱員及主要行政人員的  
薪酬(續)**  
截至2021年12月31日止年度

**14. DIRECTORS', EMPLOYEES' AND CHIEF  
EXECUTIVE'S EMOLUMENTS (Continued)**  
FOR THE YEAR ENDED 31 DECEMBER 2021

|                |                         | 附註<br>Notes                                     | 董事袍金<br>Directors'<br>fees<br>人民幣千元<br>RMB'000 | 薪金及津貼<br>Salaries and<br>allowances<br>人民幣千元<br>RMB'000 | 與表現掛鈎<br>的花紅<br>Performance<br>related<br>bonus<br>人民幣千元<br>RMB'000 | 退休計劃供款<br>Retirement<br>scheme<br>contributions<br>人民幣千元<br>RMB'000 | 總計<br>Total<br>人民幣千元<br>RMB'000 |
|----------------|-------------------------|---|--|---|---|---|---------------------------------|
| <b>執行董事</b>    |                         | <b>Executive Directors</b>                      |  |   |   |   |                                 |
| 潘浩然先生          | Mr. Pan Haoran          |   | 363  | 585   | -   | 9   | 957                             |
| 利錦榮先生          | Mr. Li Jinrong          |   | 363  | -   | -   | -   | 363                             |
| 鄧國洪先生          | Mr. Tang Kwok Hung      | 1   | 230  | -   | -   | 10  | 240                             |
| 小計             | Sub-total               |   | 956  | 585   | -   | 19  | 1,560                           |
| <b>獨立非執行董事</b> |                         | <b>Independent Non-<br/>executive Directors</b> |  |   |   |   |                                 |
| 源自立先生          | Mr. Yuen Chee Lap, Carl | 2   | 8  | -   | -   | -   | 8                               |
| 黃鎮雄先生          | Mr. Wong Chun Hung      | 3   | 33   | -   | -   | -   | 33                              |
| 邱伯瑜先生          | Mr. Yau Pak Yue         |   | 100  | -   | -   | -   | 100                             |
| 江宇先生           | Mr. Kong Tat Yue        | 4   | 77   | -   | -   | -   | 77                              |
| 鄭楨先生           | Mr. Zheng Zhen          | 5   | 67   | -   | -   | -   | 67                              |
| 小計             | Sub-total               |   | 285  | -   | -   | -   | 285                             |
|                |                         |   | 1,241  | 585   | -   | 19  | 1,845                           |

附註：

- 董事於2021年8月18日辭任。
- 董事於2021年1月22日辭任。
- 董事於2020年12月14日獲委任，並於2021年4月30日辭任。
- 董事於2021年3月22日獲委任。
- 董事於2021年4月30日獲委任。

Notes:

- The director resigned on 18 August 2021.
- The director resigned on 22 January 2021.
- The director was appointed on 14 December 2020 and resigned on 30 April 2021.
- The director was appointed on 22 March 2021.
- The director was appointed on 30 April 2021.



截至2022年12月31日止年度 For the year ended 31 December 2022

#### 14. 董事、僱員及主要行政人員的薪酬(續)

上文所披露潘浩然先生的薪酬包括彼以行政總裁身份提供服務所涉及薪酬。

上述執行董事的薪酬涉及彼等就管理本公司及本集團事務提供的服務。

上述獨立非執行董事的薪酬涉及彼等以本公司董事身份提供的服務。

年內，概無有關董事或主要行政人員豁免或同意豁免任何薪酬的安排。

截至2022年12月31日止年度，本集團最高薪之五名人士包括一名(2021年：一名)董事。薪酬詳情載於上文。五名最高薪人士中餘下四名(2021年：四名)的薪酬如下：

#### 14. DIRECTORS', EMPLOYEES' AND CHIEF EXECUTIVE'S EMOLUMENTS (Continued)

Mr. Pan Haoran emoluments disclosed above included those for services rendered by him as the Chief Executive.

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group.

The independent non-executive directors' emoluments shown above were for their services as directors of the Company.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.

The five individuals with the highest emoluments in the Group included one director for the year ended 31 December 2022 (2021: one). Details of the emolument is set out above. The emoluments of the remaining four (2021: four) of the five highest paid individuals are as follows:

|          |                                 | 2022年<br>2022<br>人民幣千元<br>RMB'000 | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
|----------|---------------------------------|-----------------------------------|-----------------------------------|
| 薪金及津貼    | Salaries and allowances         | 2,630                             | 3,133                             |
| 與表現掛鈎的花紅 | Performance related bonus       | 79                                | 103                               |
| 退休計劃供款   | Retirement scheme contributions | 56                                | 95                                |
|          |                                 | <b>2,765</b>                      | <b>3,331</b>                      |

五名最高薪人士按酬金組別歸類如下：

The emoluments of the five highest paid individuals fell within the following bands:

|                                 |                              | 人數<br>Number of individuals |               |
|---------------------------------|------------------------------|-----------------------------|---------------|
|                                 |                              | 2022年<br>2022               | 2021年<br>2021 |
| 零至人民幣1,000,000元                 | Nil to RMB1,000,000          | 5                           | 4             |
| 人民幣1,000,001元至<br>人民幣2,000,000元 | RMB1,000,001 to RMB2,000,000 | -                           | 1             |
|                                 |                              | <b>5</b>                    | <b>5</b>      |

截至2022年及2021年12月31日止年度，本集團並無向任何董事、本集團五名最高薪人士支付任何薪酬，作為彼等加入本集團或於加入本集團時的獎金或作為離職補償。

During the years ended 31 December 2022 and 2021, no emoluments was paid by the Group to any of the Directors, five highest paid individuals of the Group as an inducement to join or upon joining the Group or as compensation for loss of office.

截至2022年12月31日止年度 For the year ended 31 December 2022

**15. 股息**

截至2022年及2021年12月31日止年度，概無向本公司股東支付或建議任何股息，自報告期末以來亦無建議任何股息。

**15. DIVIDENDS**

No dividend was paid to or proposed for shareholders of the Company during the years ended 31 December 2022 and 2021, nor has any dividend been proposed since the end of the reporting period.

**16. 每股虧損**

計算本公司擁有人應佔每股基本及攤薄虧損乃以下列數據為基準：

**16. LOSS PER SHARE**

The calculation of the basic and diluted loss per share attributable to owners of the Company is based on the following data:

虧損計算如下：

Loss are calculated as follows:

|                                   |   | <b>2022年<br/>2022<br/>人民幣千元<br/>RMB'000</b> | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
|-----------------------------------|---|---|-----------------------------------|
| 就每股基本及攤薄虧損而言的<br>本公司擁有人<br>應佔年內虧損 | Loss for the purpose of basic and diluted loss<br>per share for the year attributable to owners<br>of the Company | <b>(663,554)</b>                            | (579,754)                         |

**股份數目****NUMBER OF SHARES**

|                        |  | <b>2022年<br/>2022</b> | 2021年<br>2021  |
|------------------------|--|-----------------------|----------------|
| 就每股基本虧損而言的<br>普通股加權平均數 | Weighted average number of<br>ordinary shares for the purpose of<br>basic loss per share | <b>11,365,386,067</b> | 11,365,386,067 |

計算截至2022年及2021年12月31日止年度每股基本虧損所用股份加權平均數乃參考已發行普通股數目釐定。

The weighted average number of shares used for the purpose of calculating basic loss per share for the years ended 31 December 2022 and 2021 are determined by reference to the number of ordinary shares issued.

由於截至2022年及2021年12月31日止年度並無具攤薄效應的普通股，故每股攤薄虧損相等於每股基本虧損。

Since there were no dilutive ordinary shares during the years ended 31 December 2022 and 2021, diluted loss per share is equal to basic loss per share.

截至2022年12月31日止年度 For the year ended 31 December 2022

17. 物業、廠房及設備

17. PROPERTY, PLANT AND EQUIPMENT

|              |                                 | 樓宇<br>Buildings<br>人民幣千元<br>RMB'000 | 租賃裝修<br>Leasehold<br>improvement<br>人民幣千元<br>RMB'000 | 汽車<br>Motor<br>vehicles<br>人民幣千元<br>RMB'000 | 傢俬、裝置<br>及設備<br>Furniture,<br>fixture and<br>equipment<br>人民幣千元<br>RMB'000 | 總計<br>Total<br>人民幣千元<br>RMB'000 |
|--------------|---------------------------------|-------------------------------------|--|---|--|---------------------------------|
| <b>成本</b>    | <b>COST</b>                     |                                     |  |   |  |                                 |
| 於2021年1月1日   | At 1 January 2021               | 22,379                              | 10,940   | 6,901                                       | 11,911   | 52,131                          |
| 撇銷           | Written off                     | (618)                               | -  | -   | (7)  | (625)                           |
| 於2021年12月31日 | At 31 December 2021             | <b>21,761</b>                       | <b>10,940</b>  | <b>6,901</b>                                | <b>11,904</b>  | <b>51,506</b>                   |
| 出售及撇銷        | Disposal and written off        | <b>(115)</b>                        | -  | <b>(684)</b>                                | -  | <b>(799)</b>                    |
| 於2022年12月31日 | At 31 December 2022             | <b>21,646</b>                       | <b>10,940</b>  | <b>6,217</b>                                | <b>11,904</b>  | <b>50,707</b>                   |
| <b>累計折舊</b>  | <b>ACCUMULATED DEPRECIATION</b> |                                     |  |   |  |                                 |
| 於2021年1月1日   | At 1 January 2021               | 1,670                               | 8,529  | 4,487                                       | 8,353  | 23,039                          |
| 本年度支出        | Charge for the year             | 2,068                               | 2,251  | 695   | 605  | 5,619                           |
| 撇銷           | Written-off                     | (336)                               | -  | -   | (1)  | (337)                           |
| 於2021年12月31日 | At 31 December 2021             | <b>3,402</b>                        | <b>10,780</b>  | <b>5,182</b>                                | <b>8,957</b>   | <b>28,321</b>                   |
| 本年度支出        | Charge for the year             | <b>1,074</b>                        | <b>68</b>  | <b>200</b>                                  | <b>256</b>   | <b>1,598</b>                    |
| 出售及撇銷        | Disposal and written-off        | <b>(48)</b>                         | -  | <b>(645)</b>                                | -  | <b>(693)</b>                    |
| 於2022年12月31日 | At 31 December 2022             | <b>4,428</b>                        | <b>10,848</b>  | <b>4,737</b>                                | <b>9,213</b>   | <b>29,226</b>                   |
| <b>賬面值</b>   | <b>CARRYING VALUE</b>           |                                     |  |   |  |                                 |
| 於2022年12月31日 | At 31 December 2022             | <b>17,218</b>                       | <b>92</b>  | <b>1,480</b>                                | <b>2,691</b>   | <b>21,481</b>                   |
| 於2021年12月31日 | At 31 December 2021             | 18,359                              | 160  | 1,719                                       | 2,947  | 23,185                          |

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**17. 物業、廠房及設備(續)**

上述物業、廠房及設備項目經計及其估計剩餘價值後以直線法按以下年率計算折舊：

|          |                     |
|----------|---------------------|
| 樓宇       | 3%至5%               |
| 租賃裝修     | 租賃年期或三年<br>(以較短者為準) |
| 汽車       | 20%至25%             |
| 傢俬、裝置及設備 | 10%至50%             |

於2022年12月31日，本集團賬面值人民幣16,126,000元(2021年：人民幣17,165,000元)的物業、廠房及設備已質押予一間金融機構，以作本集團借貸的抵押(附註39)。

**18. 使用權資產****17. PROPERTY, PLANT AND EQUIPMENT (Continued)**

The above items of property, plant and equipment are depreciated using the straight-line method after taking into account of their estimated residual values at the following rates per annum:

|                                  |   |
|----------------------------------|---|
| Buildings                        | 3%–5%   |
| Leasehold improvement            | Over the shorter of the term of lease, or 3 years |
| Motor vehicles                   | 20%–25%   |
| Furniture, fixture and equipment | 10%–50%   |

As at 31 December 2022, the Group's property, plant and equipment with carrying amount of RMB16,126,000 (2021: RMB17,165,000) were pledged to a financial institution to secure borrowings of the Group (note 39).

**18. RIGHT-OF-USE ASSETS**

|                                 |  | 租賃土地<br>Leasehold<br>land<br>人民幣千元<br>RMB'000 | 辦公室物業<br>Office<br>premises<br>人民幣千元<br>RMB'000 | 總計<br>Total<br>人民幣千元<br>RMB'000   |
|---------------------------------|--|---|---|-----------------------------------|
| 於2022年12月31日<br>賬面值             | <b>As at 31 December 2022</b><br>Carrying amount   | <b>20,831</b>                                 | <b>-</b>  | <b>20,831</b>                     |
| 於2021年12月31日<br>賬面值             | <b>As at 31 December 2021</b><br>Carrying amount   | 21,510  | 204   | 21,715                            |
| 截至2022年12月31日止年度<br>折舊支出        | <b>For the year ended 31 December 2022</b><br>Depreciation charge                                  | <b>680</b>                                    | <b>112</b>                                      | <b>792</b>                        |
| 截至2021年12月31日止年度<br>折舊支出        | <b>For the year ended 31 December 2021</b><br>Depreciation charge                                  | 680   | 244   | 924                               |
|                                 |  |   | <b>2022年<br/>2022<br/>人民幣千元<br/>RMB'000</b>     | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
| 與短期租賃及租賃期於12個月內結<br>束的其他租賃有關的開支 | Expense relating to short-term leases<br>and other leases with lease terms end<br>within 12 months |   | <b>5</b>  | 9                                 |
| 新增使用權資產                         | Additions to right-of-use assets   |   | <b>-</b>  | 201                               |
| 就租賃的現金流出總額                      | Total cash outflow for leases  |   | <b>130</b>                                      | 292                               |



截至2022年12月31日止年度 For the year ended 31 December 2022

### 18. 使用權資產(續)

於過往年度，本集團為其營運而租賃辦公室物業。租賃合約乃按兩至三年的固定年期訂立。租賃期乃按個別基準磋商，並包括範圍廣泛的不同條款及條件。在釐定租期及評估不可撤銷年期時，本集團應用合約的定義，並釐定可強制執行合約的年期。

此外，本集團擁有一幢辦公樓宇，本集團為該物業權益(包括相關租賃土地)的登記業主，並透過一次性付款以取得該等物業權益。僅於付款能夠可靠分配的情況下，單獨呈列所擁有物業的租賃土地部分。

### 19. 投資物業

### 18. RIGHT-OF-USE ASSETS (Continued)

For the prior year, the Group leased office premises for its operations. Lease contracts were entered into fixed term of 2 to 3 years. Lease terms were negotiated on an individual basis and contained a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applied the definition of a contract and determined the period for which the contract was enforceable.

In addition, the Group owns an office building, the Group is the registered owner of the property interest, including the underlying leasehold land. Lump sum payment was made upfront to acquire these property interest. The leasehold land component of the owned property is presented separately only if the payment made can be allocated reliably.

### 19. INVESTMENT PROPERTIES

已竣工投資物業  
Completed  
investment  
properties  
人民幣千元  
RMB'000

|                             |   |                 |
|-----------------------------|---|-----------------|
| 已竣工物業，按公允價值列賬               | Completed properties, at fair value   |                 |
| 於2021年1月1日                  | At 1 January 2021   | 694,630         |
| 投資物業的公允價值變動                 | Change in fair value of investment properties   | (259)           |
| 於2021年12月31日及2022年1月1日      | At 31 December 2021 and 1 January 2022  | 694,371         |
| 投資物業的公允價值變動                 | Change in fair value of investment properties   | <b>(36,881)</b> |
| 於2022年12月31日                | At 31 December 2022   | <b>657,490</b>  |
| 計入截至下列年度止損益的投資物業的未變現公允價值變動： | Unrealised change in fair value of investment properties included in profit or loss for the year ended: |                 |
| — 截至2022年12月31日止年度          | — 31 December 2022  | <b>(36,881)</b> |
| — 截至2021年12月31日止年度          | — 31 December 2021  | (259)           |

截至2022年12月31日止年度 For the year ended 31 December 2022

**19. 投資物業(續)**

本集團所有根據經營租賃持有以賺取租金或計劃於日後賺取租金或作資本增值用途的物業權益採用公允價值模式計量，並分類及入賬列為投資物業。

投資物業位於中國(2021年：中國)。

於2022年及2021年12月31日，本集團投資物業的公允價值乃基於與本集團並無關連且具備合適資格及為有關地點的同類物業進行估值的近期經驗的獨立合資格專業估值師所進行估值而釐定。

於2022年12月31日，公允價值列入第三級，乃採用直接比較法及收入法(2021年：收入法)釐定。直接比較法乃經參考可資比較市場交易得出，並假設可根據市場上的相關交易對類似物業作出推斷，惟受可變因素影響。收入法乃經考慮備有就物業權益任何潛在復歸收入計提撥備的現有租約所得已撥充資本的租金收入而得出。

COVID-19疫情持續導致市場波動較大，視乎COVID-19疫情的進程及發展，導致本年度估值具較大不確定性，獨立估值師就位於中國人民幣657,490,000元(2021年：位於中國人民幣694,371,000元)的投資物業在估值報告內包含不確定性條款。

估計物業公允價值時，物業的最高及最佳用途乃其目前用途。

於2022年12月31日，本集團賬面值為人民幣649,440,000元(2021年：人民幣686,331,000元)的投資物業已質押予一間金融機構，以作本集團借貸的抵押(附註39)。

截至2021年12月31日止年度，計入分類為持作出售之出售組別的資產的投資物業的公允價值減少為人民幣106,505,000元。

下表載列有關如何釐定該等投資物業的公允價值(尤其是所用估值技術及輸入數據)，以及根據公允價值計量所用輸入數據的可觀察程度將公允價值計量分類至所屬公允價值層級的資料。

**19. INVESTMENT PROPERTIES (Continued)**

All of the Group's property interests held under operating leases to earn rentals or intended to earn rentals in future or for capital appreciation purposes are measured using the fair value model and are classified and accounted for as investment properties.

The investment properties are situated in the PRC (2021: the PRC).

As at 31 December 2022 and 2021, the fair value of the Group's investment properties were arrived at on the basis of a valuation carried out by an independent qualified professional valuer not connected with the Group, which has appropriate qualifications and recent experiences in the valuation of similar properties in the relevant locations.

As at 31 December 2022, the fair value was grouped under level 3 and was determined based on the direct comparison approach and income approach (2021: income approach). Direct comparison approach is arrived at by reference to comparable market transactions and suppose that evidence of relevant transactions in the market place can be extrapolated to similar properties, subject to allowance for variable factors. Income approach method is arrived at the capitalised rental income derived from the existing tenancies with due provision for any reversionary income potential of the property interests.

The ongoing COVID-19 pandemic has resulted in greater market volatility depending on how the COVID-19 pandemic may progress and evolve, which has led to higher degree of uncertainties in respect of the valuations in the current year, and independent valuer included uncertainty clauses in the valuation reports in respect of investment properties that are located in the PRC amounted to RMB657,490,000 (2021: located in the PRC amounted to RMB694,371,000).

In estimating the fair value of the properties, highest and best use of the properties is their current use.

As at 31 December 2022, the Group's investment properties with carrying amount of RMB649,440,000 (2021: RMB686,331,000) were pledged to a financial institution to secure borrowings of the Group (note39).

During the year ended 31 December 2021, decrease in fair value of investment properties which was included under assets of disposal group classified as held for sale was RMB106,505,000.

The following table gives information about how the fair values of these investment properties are determined (in particular, the valuation techniques and inputs used), as well as the fair value hierarchy into which the fair value measurements are categorised based on the degree to which the inputs to the fair value measurements is observable.

截至2022年12月31日止年度 For the year ended 31 December 2022

19. 投資物業(續)

19. INVESTMENT PROPERTIES (Continued)

| 本集團所持投資物業  | 於2022年12月31日<br>的公允價值                   | 公允價值<br>層級              | 估值技術及<br>主要輸入數據  | 重大不可觀察輸入數據   | 範圍   | 不可觀察輸入數據與公允價值之間的關係  |
|--|---|-------------------------|--|--|--|---|
| Investment properties<br>held by the Group                               | Fair value as at<br>31 December<br>2022 | Fair value<br>hierarchy | Valuation techniques<br>and key inputs   | Significant<br>unobservable inputs   | Range  | Relationship of<br>unobservable inputs to fair value  |
|  | 人民幣千元<br>RMB'000                        |                         |  |  |  |   |
| 位於中國福建省的<br>商業物業<br>Commercial properties in<br>Fujian Province, the PRC | 8,050                                   | 第三級<br>Level 3          | – 收入法<br>– 主要輸入數據為可資比較<br>物業的年期收益率、復<br>歸收益率及市值租金。<br>– Income approach<br>– key inputs are term yield,<br>reversionary yield and<br>market rent of comparable<br>properties.  | 1. 年期收益率<br>1. Term yield<br><br>2. 復歸收益率<br>2. Reversionary yield   | 4.00%<br><br>4.50%   | 年期收益率輕微上升不會導致公允價值大幅<br>下跌，反之亦然。<br>A slight increase in term yield would not result<br>in significant decrease in fair value, and vice<br>versa.<br><br>復歸收益率輕微上升不會導致公允價值大幅<br>下跌，反之亦然。<br>A slight increase in reversionary yield would not<br>result in significant decrease in fair value, and<br>vice versa.          |
|  |   |                         |  | 3. 市值租金<br>(人民幣/平方米/月)<br>3. Market rent<br>(RMB/sq.m./month)  | 人民幣186元<br>RMB186  | 市值租金大幅上升/下跌會導致公允價值<br>大幅上升/下跌。<br>A significant increase/decrease in market rent<br>would result in significant increase/decrease<br>in fair value.   |
| 位於中國長沙的辦公室<br>Office units in Changsha,<br>the PRC                       | 649,440                                 | 第三級<br>Level 3          | – 收入法<br>– 主要輸入數據為可資比較<br>物業的復歸收益率及市<br>值租金。<br>– Income approach<br>– Key inputs are reversionary<br>yield and market rent of<br>comparable properties.   | 1. 復歸收益率<br>1. Reversionary yield<br><br>2. 市值租金<br>(人民幣/平方米/月)<br>2. Market rent<br>(RMB/sq.m./month)   | 3.5%-6.00%<br><br>人民幣90至<br>160元<br>RMB90-160                                | 復歸收益率輕微上升不會導致公允價值大幅<br>下跌，反之亦然。<br>A slightly increase in reversionary yield would<br>not result in significant decrease in fair value,<br>and vice versa.<br><br>市值租金大幅上升/下跌會導致公允價值<br>大幅上升/下跌。<br>A significantly increase/decrease in market rent<br>would result in significantly increase/decrease<br>in fair value. |
|  |   |                         | – 直接比較法乃基於類似物<br>業的市場可觀察交易，並<br>調整以反映相關物業的位<br>置及狀況。<br>– Direct comparison method<br>based on market<br>observable transactions<br>of similar properties and<br>adjusted to reflect the<br>locations and conditions of<br>the subject property. | 每平方米價格，乃使用市場<br>直接可資比較價格，並<br>考慮位置及其他個別因<br>素，例如樓層、交易時<br>間及物業面積等<br>Price per square meter, using<br>market direct comparables<br>and taking into account<br>of location and other<br>individual factors such<br>as floor level, timing of<br>transaction and size of<br>property etc | 人民幣14,974至<br>人民幣26,631<br>元(人民幣/<br>平方米)<br>14,974 to 26,631<br>(RMB/sq.m.) | 每平方米價格愈高，公允價值愈高。<br>The higher the price per square meter, the<br>higher the fair value.  |
| 總計<br>Total  | 657,490                                 |                         |  |  |  |   |

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## 19. 投資物業(續)

## 19. INVESTMENT PROPERTIES (Continued)

| 本集團所持投資物業  | 於2021年12月31日<br>的公允價值                                       | 公允價值<br>層級              | 估值技術及<br>主要輸入數據   | 重大不可觀察輸入數據   | 範圍  | 不可觀察輸入數據與公允價值之間的關係  |
|--|---|-------------------------|---|--|---|---|
| Investment properties<br>held by the Group                               | Fair value as at<br>31 December<br>2021<br>人民幣千元<br>RMB'000 | Fair value<br>hierarchy | Valuation techniques<br>and key inputs  | Significant<br>unobservable inputs   | Range   | Relationship of<br>unobservable inputs to fair value  |
| 位於中國福建省的<br>商業物業<br>Commercial properties in<br>Fujian Province, the PRC | 8,040   | 第三級<br>Level 3          | - 收入法<br>- 主要輸入數據為可資比較<br>物業的年期收益率、復<br>歸收益率及市值租金。<br>- Income approach<br>- key inputs are term yield,<br>reversionary yield and<br>market rent of comparable<br>properties. | 1. 年期收益率<br>1. Term yield<br><br>2. 復歸收益率<br>2. Reversionary yield                                     | 4.00%<br><br>4.50%                            | 年期收益率輕微上升不會導致公允價值大幅<br>下跌，反之亦然。<br>A slight increase in term yield would not result<br>in significant decrease in fair value, and vice<br>versa.<br><br>復歸收益率輕微上升不會導致公允價值大幅<br>下跌，反之亦然。<br>A slight increase in reversionary yield would not<br>result in significant decrease in fair value, and<br>vice versa.          |
|  |   |                         |   | 3. 市值租金<br>(人民幣/平方米/月)<br>3. Market rent<br>(RMB/sq.m./month)  | 人民幣190元<br>RMB190                             | 市值租金大幅上升/下跌會導致公允價值<br>大幅上升/下跌。<br>A significant increase/decrease in market rent<br>would result in significant increase/decrease<br>in fair value.   |
| 位於中國長沙的辦公室<br>Office units in Changsha,<br>the PRC                       | 686,331   | 第三級<br>Level 3          | - 收入法<br>- 主要輸入數據為可資比較<br>物業的復歸收益率及市<br>值租金。<br>- Income approach<br>- Key inputs are reversionary<br>yield and market rent of<br>comparable properties.                      | 1. 復歸收益率<br>1. Reversionary yield<br><br>2. 市值租金<br>(人民幣/平方米/月)<br>2. Market rent<br>(RMB/sq.m./month) | 3.5%-6.00%<br><br>人民幣90至<br>160元<br>RMB90-160 | 復歸收益率輕微上升不會導致公允價值大幅<br>下跌，反之亦然。<br>A slightly increase in reversionary yield would<br>not result in significant decrease in fair value,<br>and vice versa.<br><br>市值租金大幅上升/下跌會導致公允價值<br>大幅上升/下跌。<br>A significantly increase/decrease in market rent<br>would result in significantly increase/decrease<br>in fair value. |
| 總計<br>Total  | 694,371   |                         |   |  |   |   |

兩年內，概無轉入或轉出第三級。

There were no transfer into or out of level 3 during both years.



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## 20. 於一間合營企業的權益

## 20. INTEREST IN A JOINT VENTURE

|          |                                  | <b>2022年</b><br><b>2022</b><br><b>人民幣千元</b><br><b>RMB'000</b> | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
|----------|----------------------------------|---|-----------------------------------|
| 投資成本，非上市 | Cost of investment, unlisted     | <b>2,500</b>  | 2,500                             |
| 應佔收購後業績  | Share of post-acquisition result | <b>(2,500)</b>  | (2,500)                           |
|          |                                  | -   | -                                 |

於2018年4月，本集團與一間由潘偉明先生控制的關連公司訂立增資及認購協議，據此，本集團向福建錢隆海晟投資有限公司（「福建錢隆」）注資人民幣2,500,000元。本集團擁有福建錢隆20%股權，福建錢隆於中國浦東從事商業及住宅物業發展項目。本集團持有福建錢隆股東大會20%表決權。本集團於合營企業的董事會佔三分之一席位，而主要財務及經營政策需全體董事一致同意批准。

本集團僅在於合營企業之權益減至零時分佔合營企業之虧損，乃由於本集團並無產生任法定或推定責任以確認額外虧損。

In April 2018, the Group entered into a capital increase and subscription agreement with related companies controlled by Mr. Pan Weiming pursuant to which the Group provided capital contribution of RMB2,500,000 to 福建錢隆海晟投資有限公司（“Fujian Qianlong”）。The Group has 20% equity interest in Fujian Qianlong which is engaged in a commercial and residential property development project in Pudong, the PRC. The Group has 20% voting power in the shareholders’ meeting of Fujian Qianlong and has 1 board seat out of 3 and the approval of the major financial and operating policies requires unanimous consent of all the directors of the joint venture.

The Group has shared the loss of the joint venture only up to the extent that the Group’s interest in the joint venture was reduced to zero as the Group has not incurred any legal or constructive obligations to recognise additional losses.

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## 21. 按公允價值計入損益的金融資產 21. FINANCIAL ASSET AT FVTPL

|                                   |  | 2022年<br>2022<br>人民幣千元<br>RMB'000 | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
|-----------------------------------|--|-----------------------------------|-----------------------------------|
| 強制按公允價值計入損益計量的<br>金融資產：<br>人壽保險計劃 | <b>Financial asset mandatorily measured<br/>at FVTPL:</b><br>Life insurance plan | -                                 | 7,987                             |
| 就報告而言分析為：<br>非流動資產                | Analysed for reporting purposes as:<br>Non-current asset                         | -                                 | 7,987                             |

附註：

Notes:

- (a) 於2019年12月31日，本集團已向保險公司購入一份以美元計值的人壽保單，為本公司前董事吳繼紅女士投保。根據該保單，本公司為受益人及保單持有人，投保總額為4,600,000美元（相當於人民幣31,624,000元）。本集團須於保單開立時支付單一保費1,233,000美元（相當於人民幣8,275,000元）。本集團可隨時根據提取日期的保單賬戶價值（「賬戶價值」）提取現金。本集團於2022年1月1日取消合併隆通（附註35）時已將金額悉數終止確認。
- (b) 於2021年12月31日，董事認為上述按保單的賬戶價值計量的人壽保單的賬面值與其公允價值相近。董事認為，該金額預計不會在自報告期末起計十二個月內提取。因此資產，於2021年12月31日，該餘額分類為非流動資產。
- (c) 有關投資的公允價值計量詳情載於附註38(C)。
- (a) As at 31 December 2019, the Group acquired a US\$ denominated life insurance policy with an insurance company to insure Ms. Wu Jihong, a former director of the Company. Under this policy, the Company is the beneficiary and policy holder and the total insured sum is USD4,600,000 (equivalent to RMB31,624,000). The Group was required to pay a single premium of USD1,233,000 (equivalent to RMB8,275,000) at inception. The Group can, at any time, withdraw cash based on the account value of the policy ("Account Value") at the date of withdrawal. The Group derecognised the amount in full upon the deconsolidation of Vivalink (note 35) on 1 January 2022.
- (b) The Directors considered that the carrying amount of the above mentioned life insurance policy which was measured at the Account Value of the policy approximated its fair value as at 31 December 2021. In the opinion of the Directors, the amount was not expected to be withdrawn within twelve months from the end of the reporting period. Accordingly, the balance was classified as non-current asset as at 31 December 2021.
- (c) Details of the fair value measurement of the investment are set out in note 38(C).

## 22. 指定按公允價值計入其他全面收益的股本工具 22. EQUITY INSTRUMENT DESIGNATED AT FVTOCI

|   |   | 2022年<br>2022<br>人民幣千元<br>RMB'000 | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
|---|---|-----------------------------------|-----------------------------------|
| 於中國非上市股本投資：<br>指定按公允價值計入<br>其他全面收益的股本工具 | <b>Unlisted equity investment in the PRC:</b><br>Equity instrument designated at FVTOCI | 500                               | 500                               |
|   |   | 500                               | 500                               |

結餘指福州福利華投資有限公司的5%股權投資，該公司於2018年初在福州收購兩塊土地作物業發展。本集團於此中國私人實體不具備任何董事會席位。本集團不擬於近期出售投資。本集團指定投資為按公允價值計入其他全面收益計量的股本工具，董事認為，該等年內的公允價值均無變動。

The balance represented the 5% equity investment in 福州福利華投資有限公司，which acquired two pieces of land in Fuzhou in the early 2018 for property development. The Group had no board seat in this PRC private entity. The Group does not intend to dispose the investment in the near future. The Group designated the investment as equity instrument measured at FVTOCI, in the opinion of the Directors, there is no change in fair value during both of the years.

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23. 發展中物業／待售物業

23. PROPERTIES UNDER DEVELOPMENT/  
PROPERTIES FOR SALE

|          |                              | <b>2022年</b><br><b>2022</b><br>人民幣千元<br><b>RMB'000</b> | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
|----------|------------------------------|--|-----------------------------------|
| 發展中物業    | Properties under development | <b>3,763,237</b>                                       | 5,056,546                         |
| 待售物業     | Properties for sale          | <b>2,138,053</b>                                       | 1,997,863                         |
|          |                              | <b>5,901,290</b>                                       | 7,054,409                         |
| 租賃土地的分析： | Analysis of leasehold lands: |  |                                   |
| 於1月1日    | <b>As at 1 January</b>       |  |                                   |
| 賬面值      | Carrying amount              | <b>1,119,818</b>                                       | 2,260,945                         |
| 於12月31日  | <b>As at 31 December</b>     |  |                                   |
| 賬面值      | Carrying amount              | <b>1,089,384</b>                                       | 1,119,818                         |

物業存貨位於中國（2021年：中國）。該金額包括發展中物業／待售物業人民幣4,723,911,000元（2021年：人民幣4,785,719,000元），預期將於報告期末起計逾十二個月竣工及變現。

The inventory of properties are located in the PRC (2021: the PRC). Included in the amount are properties under development/properties for sale of RMB4,723,911,000 (2021: RMB4,785,719,000) which are expected to be completed and realised more than twelve months from the end of the reporting period.

截至2022年12月31日止年度，本集團確認發展中物業／待售物業的減值虧損淨額為人民幣184,957,000元（2021年：人民幣218,701,000元）（計入銷售成本）。

During the year ended 31 December 2022, the Group recognised net impairment loss on properties under development/properties for sale of RMB184,957,000 (2021: RMB218,701,000) which was included under cost of sales.

於2022年12月31日，本集團賬面值人民幣462,056,000元（2021年：人民幣2,129,776,000元）的發展中物業／賬面值人民幣1,315,452,000元（2021年：人民幣1,569,986,000元）的待售物業已質押予金融機構，以獲取本集團借貸（附註39）。

As at 31 December 2022, the Group's properties under development /properties for sale with carrying amount of RMB462,056,000 (2021: RMB2,129,776,000) and RMB1,315,452,000 (2021: RMB1,569,986,000), respectively, were pledged to financial institutions to secure borrowings of the Group (note 39).

截至2022年12月31日止年度 For the year ended 31 December 2022

## 24. 應收賬款及其他應收款項以及預付款項

## 24. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS

|                     |   | 2022年<br>2022<br>人民幣千元<br>RMB'000 | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
|---------------------|---|-----------------------------------|-----------------------------------|
| 物業銷售所得應收賬款(附註a)     | Trade receivables from sales of properties (note a)   | 795                               | 28,068                            |
| 應收租賃款項(附註b)         | Lease receivables (note b)                            | 28,551                            | 29,050                            |
| 其他應收款項、按金及預付款項(附註e) | Other receivables, deposits, and prepayments (note e) | 810,836                           | 788,067                           |
| 已付可退還按金             | Refundable deposits paid                              | 41,083                            | 41,449                            |
| 保證金(附註c)            | Guarantee deposits (note c)                           | 81,688                            | 75,518                            |
| 向供應商的預付款項           | Prepayments to suppliers                              | 6,882                             | 18,161                            |
| 預繳其他稅項              | Prepaid other taxes                                   | 62,903                            | 91,681                            |
| 向一名第三方墊款(附註d)       | Advance to a third party (note d)                     | 3,316                             | 3,117                             |
|                     |   | <b>1,036,054</b>                  | 1,075,111                         |

應收賬款主要源自於中國物業銷售。已售物業的代價乃根據相關買賣協議的條款一般於協議日期起計90日內支付。若干物業買家通過向住房公積金管理局申請動用其住房公積金供款支付代價，當中若干部分(3%至5%)代價將於物業買家獲發房屋所有權證時由住房公積金管理局結付。

Trade receivables mainly arise from sales of properties in the PRC. Consideration in respect of properties sold is paid in accordance with the terms of the related sales and purchase agreements, normally within 90 days from the date of agreement. Certain property buyers used their housing fund contributions to pay for the consideration through the application to the Housing Provident Fund Bureau and certain portion of consideration (3% to 5%) will be settled by the Housing Provident Fund Bureau upon the release of building ownership certificate to the property buyers.

附註：

Notes:

- 於2022年12月31日，來自客戶合約的應收賬款為人民幣795,000元(2021年：人民幣28,068,000元)。
- 就應收租賃款項而言，本集團已應用香港財務報告準則第9號的簡化方法以按存續期預期信貸損失計量損失撥備。本集團按個別應收賬款餘額釐定預期信貸損失。應收租賃款項的預期信貸損失被視為並不重大。
- 該金額指向若干信託公司支付的保證金，作為本集團獲提供貸款的質押。保證金人民幣81,688,000元(2021年：人民幣75,518,000元)預期於全數償還貸款後解除。保證金計入於2022年12月31日的流動資產。
- 該筆墊款為無抵押及預期將於一年內收回。墊款主要包括用於潛在項目的意向金。
- 其他應收款項、按金及預付款項包括應收取消合併附屬公司款項約人民幣559,396,000元(2021年：人民幣606,811,000元)，扣除減值虧損人民幣271,606,000元(2021年：無)。該款項概無抵押、免息及須按需求時償還。

- As at 31 December 2022, trade receivables from contracts with customers amounted to RMB795,000 (2021: RMB28,068,000).
- For lease receivables, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. The Group determines the ECLs on individual trade debtors balances. The ECL on lease receivables is considered as insignificant.
- The amounts represent the guarantee deposits paid to certain trust companies, as the security for loans provided to the Group. Guarantee deposits of RMB81,688,000 (2021: RMB75,518,000) are expected to be released upon full repayment of the loan. The guarantee deposits were included in current assets at 31 December 2022.
- The advance is unsecured and expected to be recovered within one year. The advance comprises mainly earnest money for potential projects.
- Other receivables, deposits and prepayments consist of amounts due from deconsolidated subsidiaries of approximately RMB559,396,000 (2021: RMB606,811,000) which is net of impairment loss of RMB271,606,000 (2021: Nil). The amounts are unsecured, interest-free and repayable on demand.



截至2022年12月31日止年度 For the year ended 31 December 2022

## 24. 應收賬款及其他應收款項以及預付款項 (續)

以下為於各報告期末按向客戶交付物業的日期呈列的應收賬款賬齡分析。

|         |                | 2022年<br>2022<br>人民幣千元<br>RMB'000 | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
|---------|----------------|-----------------------------------|-----------------------------------|
| 31至90日  | 31 to 90 days  | -                                 | 1,799                             |
| 91至180日 | 91 to 180 days | -                                 | 26,269                            |
| 超過一年    | Over 1 year    | <b>795</b>                        | -                                 |
|         |                | <b>795</b>                        | 28,068                            |

於各報告期末的應收賬款主要與該等申請以住房公積金供款支付代價的買家有關，而代價最終部分將於買家獲發房屋所有權證時結付。經考慮過去較低拖欠還款比率及集中風險有限，原因為客戶基礎龐大及彼此間並無關係，故截至2022年及2021年12月31日止年度，並無就應收賬款計提減值虧損。

有關2022年及2021年12月31日的應收賬款及其他應收款項減值評估詳情載於附註38(B)。

## 25. 應收非控股股東款項

於2022年及2021年12月31日的應收非控股股東款項屬非交易性質、無抵押、免息及須按要求償還。

於2022年及2021年12月31日的應收非控股股東款項之減值評估詳情載於附註38(B)。

## 24. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS (Continued)

The following is an aged analysis of trade receivables based on the date of delivery of the properties to the customers at the end of each reporting period.

The trade receivables at the end of each reporting period mainly related to those buyers who applied for the Housing Provident Fund contributions to pay for the consideration and the final portion will be settled upon the release of building ownership certificate to the buyers. No impairment loss on trade receivables was provided during the years ended 31 December 2022 and 2021, taking into account the past low default rate and the concentration risk is limited because the customer base is large and unrelated.

Details of impairment assessment of trade and other receivables as at 31 December 2022 and 2021 are set out in note 38(B).

## 25. AMOUNTS DUE FROM NON-CONTROLLING SHAREHOLDERS

Amounts due from non-controlling shareholders as at 31 December 2022 and 2021 were non-trade in nature, unsecured, interest-free and repayable on demand.

Details of impairment assessment of amounts due from non-controlling shareholders as at 31 December 2022 and 2021 are set out in note 38(B).

截至2022年12月31日止年度 For the year ended 31 December 2022

**26. 受限制銀行存款／銀行結餘及現金****26. RESTRICTED BANK DEPOSITS/BANK BALANCES AND CASH**

|                      |   | <b>2022年</b><br><b>2022</b><br>人民幣千元<br><b>RMB'000</b> | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
|----------------------|---|--|-----------------------------------|
| 涉及：                  | In relation to:   |  |                                   |
| 客戶所申請按揭貸款(附註a)       | Mortgage loans applied by customers (note a)                  | <b>10,447</b>  | 197,643                           |
| 就物業項目職工的<br>保證金(附註b) | Security deposit for workers of property<br>projects (note b) | <b>1</b>   | 1                                 |
|                      |   | <b>10,448</b>  | 197,644                           |

附註：

- a. 受限制銀行存款乃作為客戶所申請按揭貸款的擔保，並將於銀行自客戶取得房屋所有權證作為按揭貸款的抵押時解除。
- b. 物業發展項目公司須按相關中國規例規定，將若干銀行存款存放於受限制銀行賬戶，有關存款將在項目公司的承建商無法支付建築職工薪金的情況下用作賠償該等職工，並將於物業項目完成時解除。

Notes:

- a. The restricted bank deposits are secured for the mortgage loans applied by the customers and will be released upon the banks obtained the building ownership certificate from the customers as a pledge for the mortgage loans.
- b. The property development project companies are required by the relevant PRC regulations to place certain bank deposits in restricted bank accounts and they will be utilised to compensate for the construction workers in case the contractors of the project companies failed to pay for the salaries of those workers. They will be released upon the completion of the property projects.

本集團受限制銀行存款按當前市場利率計息。

The Group's restricted bank deposits carry interest at prevailing market rates.

**銀行結餘及現金**

銀行結餘按當前市場利率計息。

**BANK BALANCES AND CASH**

Bank balances carry interest at prevailing market rates.

截至2022年12月31日止年度 For the year ended 31 December 2022

**27. 應付賬款及其他應付款項以及應計費用**

**27. TRADE AND OTHER PAYABLES AND ACCRUALS**

|                  |  | <b>2022年<br/>2022<br/>人民幣千元<br/>RMB'000</b> | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
|------------------|--|---|-----------------------------------|
| 應付賬款             | Trade payables   | <b>177,140</b>                              | 140,344                           |
| 應付保留金            | Retention payables                                     | <b>1,272</b>                                | 1,202                             |
| 應付利息             | Interest payables                                      | <b>1,212,968</b>                            | 550,528                           |
| 其他應付款項及應計費用(附註a) | Other payables and accruals (note a)                   | <b>1,090,176</b>                            | 690,228                           |
| 其他應付稅項           | Other tax payables                                     | <b>177,571</b>                              | 225,101                           |
| 收購一間附屬公司的應付代價    | Consideration payables for acquisition of a subsidiary | <b>82,658</b>                               | 82,658                            |
| 已收訂金             | Deposit received                                       | <b>1,399</b>                                | 6,486                             |
| 應計建築成本           | Accrued construction costs                             | <b>302,152</b>                              | 178,675                           |
| 訴訟撥備             | Provision for litigation                               | <b>43,052</b>                               | 43,052                            |
|                  |  | <b>3,088,388</b>                            | 1,918,274                         |

以下為於報告期末按發票日期呈列的本集團應付賬款賬齡分析。

The following is an aged analysis of the Group's trade payables presented based on invoice date at the end of reporting period.

|          |                 | <b>2022年<br/>2022<br/>人民幣千元<br/>RMB'000</b> | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
|----------|-----------------|---|-----------------------------------|
| 0至60日    | 0 to 60 days    | <b>64,603</b>                               | 43,124                            |
| 61至180日  | 61 to 180 days  | <b>24,693</b>                               | 44,106                            |
| 181至365日 | 181 to 365 days | <b>3,901</b>                                | 18,569                            |
| 超過一年     | Over 1 year     | <b>83,943</b>                               | 34,545                            |
|          |                 | <b>177,140</b>                              | 140,344                           |

附註：

- a. 其他應付款項及應計費用包括應付取消合併附屬公司款項及應付關聯公司款項分別約人民幣559,396,000元及人民幣27,289,000元(2021年：人民幣268,699,000元及人民幣30,262,000元)。該等款項概無抵押、免息及須按需求時償還。

Note:

- a. Other payables and accruals consist of amounts due to deconsolidated subsidiaries and amounts due to related companies of approximately RMB559,396,000 and RMB27,289,000 (2021: RMB268,699,000 and RMB30,262,000), respectively. These amounts are unsecured, interest-free and repayable on demand.

截至2022年12月31日止年度 For the year ended 31 December 2022

## 28. 合約負債

## 28. CONTRACT LIABILITIES

|      |                     | <b>2022年</b><br><b>2022</b><br>人民幣千元<br><b>RMB'000</b> | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
|------|---------------------|--|-----------------------------------|
| 物業銷售 | Sales of properties | <b>1,722,401</b>                                       | 3,404,922                         |

於截至2022年12月31日止年度，計入年初合約負債結餘的物業銷售收入為人民幣1,556,810,000元（2021年：人民幣1,956,526,000元）。

影響已確認合約負債金額的常規付款條款如下：

本集團於客戶簽訂買賣協議而物業建築工程仍在進行中時，向客戶收取合約價值的5%至100%。向銀行申請按揭貸款的客戶將會於客戶符合銀行要求時結清合約總值的餘下代價。該墊付計劃導致於客戶取得已竣工物業的控制權時，方會於整段物業建築期間內確認合約負債。

本集團認為墊付計劃包含重大融資部分，故就貨幣時間價值的影響對代價金額作出調整，當中計及本集團信貸特徵。由於此應計利息費用令合約負債金額於建築期間內增加，其導致已確認收入金額於已竣工物業的控制權轉移至客戶時增加。

本集團已應用香港財務報告準則第15號的可行權宜方法，且並無考慮預期將於客戶付款日期起計一年內完成的合約融資部分。

Revenue from sale of properties during the year ended 31 December 2022 that were included in the contract liabilities balance at the beginning of the year were RMB1,556,810,000 (2021: RMB1,956,526,000).

Typical payment terms which impact on the amount of contract liabilities recognised are as follows:

The Group receives 5% to 100% of the contract value from customers when they sign the sale and purchase agreement while construction work of properties is still ongoing. The customers who apply mortgage loans provided by the banks will settle the remaining consideration of the total contract value once the customers meet the requirements of the banks. Such advance payment schemes result in contract liabilities being recognised throughout the property construction period until the customers obtain control of the completed properties.

The Group considers the advance payment schemes contain significant financing component and accordingly the amount of consideration is adjusted for the effects of the time value of money taking into consideration the credit characteristics of the Group. As this accrued interest increases the amount of the contract liability during the period of construction, it increases the amount of revenue recognised when control of the completed property is transferred to the customer.

The Group has applied the practical expedient in HKFRS 15 and has not considered the financing component of contracts which are expected to be completed within one year from the date of payments made by customers.



截至2022年12月31日止年度 For the year ended 31 December 2022

## 29. 可換股債券

根據本公司與配售代理(「配售代理」)訂立的配售協議，本公司於2017年12月1日向承配人發行本金額200,000,000港元(相當於人民幣169,353,000元)的可換股債券(「可換股債券」)。可換股債券按年利率9厘計息，每過半年支付一次，到期日為發行日期起計3年。可換股債券賦予承配人權利按轉換價每股0.22港元將可換股債券轉換成本公司普通股(「轉換股份」)。轉換期自發行日期起直至到期前三個營業日止(「轉換期」)。可換股債券發行價為可換股債券本金額的100%，而發行可換股債券所得款項淨額(扣除佣金後)為199,000,000港元(相當於人民幣168,506,000元)。

截至2022年及2021年12月31日止年度，可換股債券的債務部分及衍生部分(包括轉換權衍生工具及本公司的提早贖回權衍生工具)的變動如下：

## 29. CONVERTIBLE BONDS

Pursuant to a placing agreement entered into by the Company with the placing agent (the "Placing Agent"), the Company issued convertible bonds ("Convertible Bonds") with principal amount of HK\$200,000,000 (equivalent to RMB169,353,000) to the placees on 1 December 2017. The Convertible Bonds borne interest at the rate of 9% per annum, payable semi-annually in arrears and the maturity date was 3 years from issue date. The Convertible Bonds entitled the placees to convert them into ordinary shares of the Company (the "Conversion Shares") at a conversion price of HK\$0.22 per share. The conversion period was from the date of issue until the third business day prior to maturity (the "Conversion Period"). The issue price of the Convertible Bonds was at 100% of the principal amount of the Convertible Bonds and the net proceeds from the issue of the Convertible Bonds, after deducting commission, was HK\$199,000,000 (equivalent to RMB168,506,000).

The movement of the debt component and the derivative components (including conversion option derivative and the Company's early redemption option derivative) of the Convertible Bonds for the years ended 31 December 2022 and 2021 are set out below:

|  |  | 債務部分<br>Debt<br>component<br>人民幣千元<br>RMB'000 | 衍生部分<br>Derivative<br>components<br>人民幣千元<br>RMB'000 | 總計<br>Total<br>人民幣千元<br>RMB'000 |
|--|--|---|--|---------------------------------|
| 於2021年1月1日                                 | At 1 January 2021  | 11,316  | –  | 11,316                          |
| 還款   | Repayment  | (11,155)                                      | –  | (11,155)                        |
| 匯兌虧損                                       | Exchange loss  | (161)   | –  | (161)                           |
| 於2021年12月31日、<br>2022年1月1日及<br>2022年12月31日 | At 31 December 2021,<br>and 1 January 2022 and<br>31 December 2022 | –   | –  | –                               |

截至2021年12月31日止年度，所有尚未轉換可換股債券已償還。

During the year ended 31 December 2021, all of the outstanding convertible bonds were repaid.

截至2022年12月31日止年度 For the year ended 31 December 2022

## 30. 借貸

## 30. BORROWINGS

|             |                             | 2022年<br>2022<br>人民幣千元<br>RMB'000 | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
|-------------|-----------------------------|-----------------------------------|-----------------------------------|
| 銀行貸款(附註1及3) | Bank loans (notes 1 and 3)  | 151,500                           | 453,274                           |
| 其他貸款(附註2及3) | Other loans (notes 2 and 3) | 2,552,614                         | 2,564,093                         |
|             |                             | <b>2,704,114</b>                  | 3,017,367                         |

| 附註      | Notes   |
|---------|---|
| 1. i.   | 銀行貸款按固定年利率9%計息(2021年：分別按固定年利率6.4%及香港銀行同業拆息(「HIBOR」)加1.50%浮息年利率計息)。  |
| 1. ii.  | 銀行貸款人民幣151,500,000元(2021年：人民幣291,774,000元)於2022年12月31日已逾期欠負。銀行貸款人民幣161,500,000元於2021年12月31日須於一年內償還。   |
| 1. iii. | 銀行貸款為分別獲同屬本公司關連人士的潘偉明先生及陳偉紅女士以及潘先生及陳女士分別持有90%及10%的附屬公司福晟集團有限公司(「福晟集團」)擔保(附註44)。   |
| 2. i.   | 其他貸款按固定年利率介乎8.0%至25.0%(2021年：6.0%至18.05%)計息。  |
| 2. ii.  | 其他貸款人民幣2,486,315,000元(2021年：人民幣2,460,571,000元)於2022年12月31日已逾期欠負，而人民幣57,455,000元(2021年：人民幣95,346,000元)為須按要求償還或須於一年內償還。餘額人民幣8,844,000元(2021年：人民幣8,176,000元)須於一年後償還。 |
| 2. iii. | 其他貸款人民幣2,429,240,000元(2021年：人民幣2,487,217,000元)獲潘浩然先生(本公司最終控股股東、執行董事兼行政總裁)、潘偉明先生、陳偉紅女士、福建福晟集團有限公司(「福建福晟集團」)、通達及本集團若干附屬公司擔保(附註44)。                                  |

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### 30. 借貸(續)

附註(續)

3. 誠如附註2所示，隆通獲轉讓借貸截至2021年12月31日止年度已逾期欠負，隨後於2022年1月4日再轉讓至承讓人。於2022年3月19日，本公司接獲銀順針對本公司向百慕達法院提出的呈請，指稱本公司未能以擔保人身份確保償還隆通違約借貸的未償還本金及應付利息。

隆通獲轉讓借貸及隆通違約借貸的未償還本金及應付利息合共人民幣351,884,000元已於取消合併隆通之時終止確認(附註35)，由於董事預期變現取消合併附屬公司的資產足以償還該等隆通違約借貸，故於2022年12月31日並無確認財務擔保撥備。

截至2022年12月31日，隆通獲轉讓借貸及隆通違約借貸的未償還本金及應付利息合共人民幣229,535,000元可能因貸款人根據擔保條款要求而需即時償還。

### 30. BORROWINGS (Continued)

Notes (Continued)

3. As disclosed in note 2, the Vivalink Assigned Borrowing was defaulted during the year ended 31 December 2021 and subsequently reassigned to the Assignee on 4 January 2022. On 19 March 2022, the Company received the Petition filed by Harbor Sure with the Bermuda Court against the Company in respect of the Company's alleged failure as guarantor to pay the outstanding principal and interest payables of the Vivalink Defaulted Borrowing.

The outstanding principals and interest payables of the Vivalink Assigned Borrowing and the Vivalink Defaulted Borrowing totalled RMB351,884,000 were derecognised upon the deconsolidation of Vivalink (note 35) and no financial guarantee provision has been recognised as at 31 December 2022 as the Directors expect these defaulted borrowings of Vivalink would be sufficiently paid out by realising assets of the deconsolidated subsidiaries.

As at 31 December 2022, the outstanding sum of principals and interest payables of the Vivalink Assigned Borrowing and the Vivalink Defaulted Borrowing totalled RMB229,535,000, respectively, might be fall due for repayment immediately if requested by the lenders pursuant to the guarantee clauses.

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## 30. 借貸(續)

## 30. BORROWINGS (Continued)

|  |  | 2022年<br>2022<br>人民幣千元<br>RMB'000 | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
|--|--|-----------------------------------|-----------------------------------|
| 不含按要求償還條款的借貸的<br>賬面值須於下列期間償還：                | The carrying amounts of the borrowings that<br>do not contain a repayment on demand<br>clause are repayable:                               |                                   |                                   |
| 即時或按要求或須於一年內償還                               | Immediately or on demand or<br>within one year   | <b>2,637,815</b>                  | 1,427,668                         |
| 多於兩年，但不超過五年                                  | More than two years, but not exceeding<br>five years   | <b>8,844</b>                      | 8,176                             |
|  |  | <b>2,646,659</b>                  | 1,435,844                         |
| 包含按要求償還條款的借貸<br>賬面值(流動負債項下所示)，<br>惟須於下列期間償還： | The carrying amounts of the borrowings that<br>contain a repayment on demand clause<br>(shown under current liabilities) but<br>repayable: |                                   |                                   |
| 即時或按要求或須於一年內償還                               | Immediately or on demand or<br>within one year   | <b>57,455</b>                     | 1,581,523                         |
|  |  | <b>2,704,114</b>                  | 3,017,367                         |
| 減：列為流動負債於一年內<br>到期／按要求還款之款項                  | Less: amounts due within one year/repayable on<br>demand shown under current liabilities   | <b>(2,695,270)</b>                | (3,009,191)                       |
| 於一年後到期款項                                     | Amounts due after one year   | <b>8,844</b>                      | 8,176                             |



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30. 借貸(續)

30. BORROWINGS (Continued)

|       |                          | 2022年<br>2022<br>人民幣千元<br>RMB'000 | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
|-------|--------------------------|-----------------------------------|-----------------------------------|
| 有抵押借貸 | Secured borrowings       | 2,580,740                         | 2,913,845                         |
| 無抵押借貸 | Unsecured borrowings     | 123,374                           | 103,522                           |
|       |                          | <b>2,704,114</b>                  | 3,017,367                         |
|       |                          | 2022年<br>2022<br>人民幣千元<br>RMB'000 | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
| 浮息借貸  | Variable-rate borrowings | -                                 | 291,774                           |
| 定息借貸  | Fixed-rate borrowings    | 2,704,114                         | 2,725,593                         |
|       |                          | <b>2,704,114</b>                  | 3,017,367                         |

於各報告期末借貸的實際利率範圍如下：

The range of effective interest rates of borrowings at the end of each reporting period were as follows:

|           |                                      | 2022年<br>2022 | 2021年<br>2021 |
|-----------|--------------------------------------|---------------|---------------|
| 實際利率(每年)： | Effective interest rate (per annum): |               |               |
| 浮息借貸      | Variable-rate borrowings             | 不適用 n/a       | 1.8%–2.1%     |
| 定息借貸      | Fixed-rate borrowings                | 8.0%-25.0%    | 6.0%–18.0%    |

有關本集團質押資產及關聯方所提供擔保的詳情分別載於附註39及44。

Details of Group's pledge of assets and the guarantees provided by the related parties are set out in notes 39 and 44, respectively.

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## 31. 租賃負債

## 31. LEASE LIABILITIES

|                          |   | <b>2022年</b><br><b>2022</b><br>人民幣千元<br><b>RMB'000</b> | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
|--------------------------|---|--|-----------------------------------|
| 應付租賃負債：                  | Lease liabilities payable:  |  |                                   |
| 一年內                      | Within one year   | -  | 177                               |
| 一年至兩年期間                  | Within one year but not more than two years   | -  | 42                                |
|                          |   | -  | 219                               |
| 減：流動負債所示12個月內<br>到期清償的金額 | Less: amount due from settlement with<br>12 months shown under<br>current liabilities | -  | (177)                             |
| 非流動負債所示12個月<br>後到期清償的金額  | Amount due from settlement after 12 months<br>shown under non-current liabilities     | -  | 42                                |

## 32. 股本

## 32. SHARE CAPITAL

|  |   | 股份數目<br><b>Number</b><br>of shares | 金額<br><b>Amount</b><br>千港元<br>HK\$'000 | 等值金額<br><b>Equivalent to</b><br>人民幣千元<br>RMB'000 |
|--|---|------------------------------------|--|--|
| 每股面值0.01港元的普通股   | Ordinary shares of HK\$0.01 each  |                                    |  |  |
| 法定：  | Authorised:   |                                    |  |  |
| 於2021年1月1日、<br>2021年12月31日、<br>2022年1月1日及<br>2022年12月31日 | At 1 January 2021,<br>31 December 2021,<br>1 January 2022 and<br>31 December 2022 | 50,000,000,000                     | 500,000                                | 423,381  |
| 已發行及繳足：  | Issued and fully paid:  |                                    |  |  |
| 於2021年1月1日、<br>2021年12月31日、<br>2022年1月1日及<br>2022年12月31日 | At 1 January 2021,<br>31 December 2021,<br>1 January 2022 and<br>31 December 2022 | <b>11,365,386,067</b>              | <b>113,653</b>                         | <b>96,031</b>                                    |

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### 33. 遞延稅項

以下為截至2020年12月31日止年度已確認的重大遞延稅項資產／(負債)及變動：

### 33. DEFERRED TAXATION

The following are the major deferred tax assets/(liabilities) recognised and movements during the year ended 31 December 2020:

|                        |   | 稅項虧損             | 投資物業的<br>公允價值變動<br>Fair value<br>change of<br>investment<br>properties | 合約負債利息<br>Interest<br>on contract<br>liabilities | 土地增值稅<br>撥備的暫時<br>差額<br>Temporary<br>differences<br>on LAT<br>provision | 中國附屬公司<br>的預扣稅<br>Withholding<br>tax of PRC<br>subsidiaries | 總計<br>Total      |
|------------------------|---|------------------|--|--|---|---|------------------|
|                        |   | 人民幣千元<br>RMB'000 | 人民幣千元<br>RMB'000   | 人民幣千元<br>RMB'000                                 | 人民幣千元<br>RMB'000  | 人民幣千元<br>RMB'000  | 人民幣千元<br>RMB'000 |
| 於2021年1月1日             | At 1 January 2021                         | -                | (172,565)  | 14,276   | (7,063)   | (22,051)  | (187,403)        |
| 計入／(扣除)損益              | Credited/(charged) to profit or loss      | 8,553            | 65   | 664  | (1,272)   | -   | 8,010            |
| 於2021年12月31日及2022年1月1日 | At 31 December 2021 and<br>1 January 2022 | <b>8,553</b>     | <b>(172,500)</b>   | <b>14,940</b>                                    | <b>(8,335)</b>  | <b>(22,051)</b>   | <b>(179,393)</b> |
| (扣除)／計入損益              | (Charged)/credited to profit or loss      | <b>(5,264)</b>   | <b>9,200</b>   | <b>1,381</b>                                     | <b>10,573</b>   | <b>-</b>  | <b>15,890</b>    |
| 於2022年12月31日           | At 31 December 2022                       | <b>3,289</b>     | <b>(163,300)</b>   | <b>16,321</b>                                    | <b>2,238</b>  | <b>(22,051)</b>   | <b>(163,503)</b> |

就呈列綜合財務狀況表而言，若干遞延稅項資產及負債已抵銷。以下為就財務申報目的作出的遞延稅項結餘分析：

For the purpose of presentation in the consolidated statement of financial position, certain deferred taxation assets and liabilities have been offset. The following is the analysis of the deferred taxation balances for financial reporting purposes:

|        |                          | 2022年<br>2022<br>人民幣千元<br>RMB'000 | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
|--------|--------------------------|-----------------------------------|-----------------------------------|
| 遞延稅項資產 | Deferred tax assets      | <b>131,844</b>                    | 132,546                           |
| 遞延稅項負債 | Deferred tax liabilities | <b>(295,347)</b>                  | (311,939)                         |
|        |                          | <b>(163,503)</b>                  | (179,393)                         |

根據中國企業所得稅法，自2008年1月1日起，就中國附屬公司所賺取利潤宣派的股息須繳付預扣稅。由於本集團可控制撥回暫時差額的時間且暫時差額於可見將來不大可能撥回，故並未於綜合財務報表就中國附屬公司於2022年12月31日所賺取利潤約人民幣1,348,700,000元(2021年：人民幣1,178,688,000元)相關的暫時差額計提遞延稅項。

Under the EIT Law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to the profits earned by the PRC subsidiaries amounting to approximately RMB1,348,700,000 as at 31 December 2022 (2021: RMB1,178,688,000), as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not be reversed in the foreseeable future.

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**33. 遞延稅項 (續)**

於2022年12月31日，本集團有於香港產生的未動用稅項虧損人民幣14,481,000元(2021年：人民幣14,481,000元)可供無限期用作抵銷產生虧損公司的未來利潤。

於2022年12月31日，本集團亦有於中國產生的未動用稅項虧損人民幣608,979,000元(2021年：人民幣523,967,000元)，有關稅項虧損可用作抵銷未來利潤而結轉最多五年期間。截至2022年12月31日止年度內，稅項虧損人民幣10,179,000元及人民幣42,610,000元已分別屆滿及使用。

於2022年12月31日，並無就於香港產生稅項虧損人民幣14,481,000元(2021年：人民幣14,481,000元)及於中國產生稅項虧損人民幣595,824,000元(2021年：人民幣489,755,000元)確認遞延稅項資產，乃由於無法預測相關附屬公司的未來利潤來源。

根據中國相關法例及規例，各報告期末於中國產生的未確認稅項虧損將於以下年度屆滿：

**33. DEFERRED TAXATION (Continued)**

As at 31 December 2022, the Group had unused tax losses arising in Hong Kong of RMB14,481,000 (2021: RMB14,481,000) available indefinitely for offsetting against future profits of the companies in which the losses arose.

As at 31 December 2022, the Group also had unused tax losses arising in the PRC of RMB608,979,000 (2021: RMB523,967,000) and such tax losses can be carried forward for a maximum period of five years which are available for offsetting future profits. During the year ended 31 December 2022, tax losses of RMB10,179,000 and RMB42,610,000 has been expired and utilised, respectively.

As at 31 December 2022, no deferred tax asset has been recognised in respect of tax losses of RMB14,481,000 (2021: RMB14,481,000) and RMB595,824,000 (2021: RMB489,755,000) arising in Hong Kong and the PRC, respectively, due to the unpredictability of future profit streams of the related subsidiaries.

Pursuant to the relevant laws and regulations in the PRC, the unrecognised tax losses arising in the PRC at the end of each reporting period will expire in the following years:

|       |      | <b>2022年</b><br><b>2022</b><br>人民幣千元<br><b>RMB'000</b> | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
|-------|------|--|-----------------------------------|
| 2022年 | 2022 | -  | 10,179                            |
| 2023年 | 2023 | <b>90,429</b>  | 94,984                            |
| 2024年 | 2024 | <b>77,606</b>  | 78,115                            |
| 2025年 | 2025 | <b>257,735</b>   | 270,224                           |
| 2026年 | 2026 | <b>36,253</b>  | 36,253                            |
| 2027年 | 2027 | <b>137,801</b>   | -                                 |
|       |      | <b>595,824</b>   | 489,755                           |



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### 34. 融資活動所產生負債的對賬

下表載列本集團融資活動所產生負債的變動詳情，包括現金及非現金變動。融資活動所產生負債乃於本集團綜合現金流量表分類為融資活動所得現金流量或將分類為融資活動所得未來現金流量的負債。

### 34. 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 the future cash flows will be, classified in the Group's consolidated statement of cash flows from financing activities.

|       |                   | 於2022年<br>1月1日          | 租賃終止                     | 取消合併<br>一間附屬公司<br>(附註37)                        | 年內融資<br>現金流量                                  | 年內所產生<br>融資成本                                   | 匯兌差異                   | 於2022年<br>12月31日          |
|-------|-------------------|-------------------------|--------------------------|---|---|---|------------------------|---------------------------|
|       |                   | At<br>1 January<br>2022 | Termination of<br>leases | Deconsolidation<br>of a subsidiary<br>(note 37) | Financing<br>cash flows<br>during<br>the year | Finance costs<br>incurred<br>during<br>the year | Exchange<br>difference | At<br>31 December<br>2022 |
|       |                   | 人民幣千元<br>RMB'000        | 人民幣千元<br>RMB'000         | 人民幣千元<br>RMB'000                                | 人民幣千元<br>RMB'000                              | 人民幣千元<br>RMB'000                                | 人民幣千元<br>RMB'000       | 人民幣千元<br>RMB'000          |
| 應付利息  | Interest payables | 550,528                 | -                        | (21,399)  | (16,670)                                      | 667,214   | 33,295                 | 1,212,968                 |
| 借貸    | Borrowings        | 3,017,367               | -                        | (330,485)                                       | (58,312)                                      | -   | 75,544                 | 2,704,114                 |
| 租賃負債  | Lease liabilities | 219                     | (102)                    | -   | (125)   | 8   | -                      | -                         |
|       |                   | 3,568,114               | (102)                    | (351,884)                                       | (75,107)                                      | 667,222   | 108,839                | 3,917,082                 |
|       |                   | 於2021年<br>1月1日          | 租賃開始                     |   | 年內融資<br>現金流量                                  | 年內所產生<br>融資成本                                   | 匯兌差異                   | 於2021年<br>12月31日          |
|       |                   | At<br>1 January<br>2021 | Inception<br>of lease    |   | Financing<br>cash flows<br>during<br>the year | Finance costs<br>incurred<br>during<br>the year | Exchange<br>difference | At<br>31 December<br>2021 |
|       |                   | 人民幣千元<br>RMB'000        | 人民幣千元<br>RMB'000         |   | 人民幣千元<br>RMB'000                              | 人民幣千元<br>RMB'000                                | 人民幣千元<br>RMB'000       | 人民幣千元<br>RMB'000          |
| 應付利息  | Interest payables | 57,722                  | -                        |   | (136,111)                                     | 628,917   | -                      | 550,528                   |
| 借貸    | Borrowings        | 3,927,332               | -                        |   | (878,248)                                     | 20,226  | (51,943)               | 3,017,367                 |
| 可換股債券 | Convertible bonds | 11,316                  | -                        |   | (11,155)                                      | -   | (161)                  | -                         |
| 租賃負債  | Lease liabilities | 272                     | 201                      |   | (283)   | 29  | -                      | 219                       |
|       |                   | 3,996,642               | 201                      |   | (1,025,797)                                   | 649,172   | (52,104)               | 3,568,114                 |

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**35. 出售／取消合併附屬公司****(A) 出售SPLENDOR KEEN LIMITED  
(「SPLENDOR KEEN」)**

於2021年5月27日，本集團與一名獨立第三方訂立正式有條件買賣協議，以出售Splendor Keen的股權。出售事項已於2021年9月15日完成。此外，於完成日期，最終代價調整至約791,285,000港元(相等於約人民幣659,188,000元)。出售事項完成後，Splendor Keen不再為本集團全資附屬公司。Splendor Keen及其附屬公司於出售日期的資產淨值如下：

|          |                               | 人民幣千元<br>RMB'000 |
|----------|-------------------------------|------------------|
| 投資物業     | Investment properties         | 598,554          |
| 物業、廠房及設備 | Property, plant and equipment | 90,565           |
| 其他應收款項   | Other receivables             | 1,211            |
| 其他應付款項   | Other payables                | (141)            |
| 遞延稅項負債   | Deferred tax liabilities      | (9,070)          |
| 已出售資產淨值  | Net assets disposed of        | 681,119          |

|                    |  | 人民幣千元<br>RMB'000 |
|--------------------|--|------------------|
| <b>出售一間附屬公司虧損：</b> | <b>Loss on disposal of a subsidiary:</b> |                  |
| 現金代價               | Cash consideration                       | 659,188          |
| 出售事項的成本及開支         | Costs and expenses of the Disposal       | (17,987)         |
| 出售事項所得款項淨額         | Net proceeds received from the Disposal  | 641,201          |
| 已出售資產淨值            | Net assets disposed of                   | (681,119)        |
| 獲解除換算儲備            | Translation reserve released             | 5,764            |
| 出售虧損               | Loss on disposal                         | (34,154)         |

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**35. 出售／取消合併附屬公司(續)**

**(A) 出售SPLENDOR KEEN LIMITED  
(「SPLENDOR KEEN」)(續)**

**出售事項產生的現金流入淨額：**

現金代價  
減：  
出售事項成本及開支  
用作償還Splendor Keen及一間附屬  
公司借貸的代價

**Net cash inflow arising from the Disposal:**

Cash consideration  
Less:  
Costs and expenses of the Disposal  
Consideration applied to repayment of borrowings of  
Splendor Keen and a subsidiary

人民幣千元  
RMB'000

659,188  
(17,987)  
(639,374)

1,827

**(B) 取消合併隆通**

除綜合財務報表附註2所披露者外，本集團因該等接管人對本集團間接擁有附屬公司隆通採取行動而於2022年1月1日取消合併隆通，就此錄得取消合併的收益約人民幣263,251,000元。

隆通於取消合併之日的負債淨值如下：

**(B) DECONSOLIDATION OF VIVALINK**

Saved as disclosed in note 2 to the consolidated financial statements, the Group deconsolidated Vivalink, an indirectly owned subsidiary on 1 January 2022 as a result of the actions taken by Receivers on Vivalink, resulting to a gain on deconsolidation of of approximately RMB263,251,000.

The net liabilities of Vivalink at the date of deconsolidation were as follows:

人民幣千元  
RMB'000

按公允價值計入損益的金融資產  
其他應收款項  
銀行結餘  
應收前同系附屬公司款項  
應付前最終控股公司款項  
應付取消合併附屬公司款項  
其他應付款項  
應付利息  
其他借貸

Financial asset at FVTPL  
Other receivables  
Bank balances  
Amounts due from former fellow subsidiaries  
Amount due to former ultimate holding company  
Amounts due to deconsolidated subsidiaries  
Other payables  
Interest payables  
Other borrowings

7,987  
34,621  
892  
478,349  
(159,548)  
(268,781)  
(12,997)  
(21,399)  
(330,485)

獲終止確認的負債淨額

Net liabilities derecognised of

(271,361)

**取消合併隆通的收益：**

現金代價  
獲終止確認的負債淨額  
獲解除換算儲備

**Gain on deconsolidation of Vivalink:**

Cash consideration  
Net liabilities derecognised of  
Translation reserve released

—  
271,361  
(8,110)

取消合併收益

Gain on deconsolidation

263,251

**取消合併隆通產生的**

現金流出淨額：  
現金代價  
減：獲終止確認銀行結餘

**Net cash outflow arising from deconsolidation of Vivalink:**

Cash consideration  
Less: bank balances derecognised

—  
(892)

(892)

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**36. 於取消合併附屬公司的權益**

除本公司截至2021年12月31日止年度的年度報告內綜合財務報表附註2所示之外，本集團於2021年11月30日取消合併金置及Wise Think。

於2022年12月31日，董事認為取消合併附屬公司權益的公允價值為人民幣22,714,000元，代表悉數償還違約借貸及應付利息後金置及Wise Think的估值餘值。有關取消合併附屬公司權益的公允價值計算詳情載於附註38(C)。

**37. 資本風險管理**

本集團管理資金以確保集團旗下實體可持續營運，同時透過優化債務及權益結餘令股東取得最大回報。

本集團的資本結構由債務(包括附註29及30分別披露的可換股債券及借貸)及本公司擁有人應佔權益(包括股本及儲備)組成。

本集團管理層定期檢討資本結構。作為是項檢討其中一部分，管理層審閱工程部門呈交的計劃建築項目，並計及資金撥備情況後編製年度預算案。本集團管理層其後將評估年度預算案，並考慮資本成本及各資本類別所附帶的風險。本公司管理層亦將透過發行新債務或償還現有債務的方式平衡其整體資本結構。

**36. INTERESTS IN DECONSOLIDATED SUBSIDIARIES**

Saved as disclosed in note 2 of the consolidated financial statements of the Company's annual report for the year ended 31 December 2021, the Group deconsolidated Gold Asset and Wise Think on 30 November 2021.

As at 31 December 2022, the Directors considered the fair values of the interests in deconsolidated subsidiaries, representing the estimated residual values of Gold Asset and Wise Think upon the full repayment of the defaulted borrowings and interest payables, are RMB22,714,000. Details of fair value measurement of interests in deconsolidated subsidiaries are disclosed in note 38(C).

**37. CAPITAL RISK MANAGEMENT**

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance.

The capital structure of the Group consists of debt, which includes convertible bonds and borrowings, as disclosed in notes 29 and 30, respectively and equity attributable to owners of the Company, comprising share capital and reserves.

The management of the Group reviews the capital structure periodically. As a part of this review, the management reviews the planned construction projects proposed by engineering department and prepares the annual budget taking into account of the provision of funding. The management of the Group then assesses the annual budget and consider the cost of capital and the risks associated with each class of capital. The management of the Company also balance its overall capital structure through issue of new debts or repayment of existing debts.



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### 38. 金融工具

#### (A) 金融工具類別

### 38. FINANCIAL INSTRUMENTS

#### (A) CATEGORIES OF FINANCIAL INSTRUMENTS

|                          |  | 2022年<br>2022<br>人民幣千元<br>RMB'000 | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
|--------------------------|--|-----------------------------------|-----------------------------------|
| <b>金融資產</b>              | <b>Financial assets</b>                  |                                   |                                   |
| 按攤銷成本計量的金融資產             | Financial assets at amortised cost       | 1,444,528                         | 1,714,987                         |
| 按公允價值計入損益的<br>金融資產       | Financial asset at FVTPL                 | -                                 | 7,987                             |
| 指定按公允價值計入<br>其他全面收益的股本工具 | Equity instrument designated at FVTOCI   | 500                               | 500                               |
| 於取消合併附屬公司的權益             | Interests in deconsolidated subsidiaries | 22,714                            | 36,111                            |
| <b>金融負債</b>              | <b>Financial liabilities</b>             |                                   |                                   |
| 攤銷成本                     | Amortised cost                           | 5,312,779                         | 4,531,865                         |

#### (B) 財務風險管理目標及政策

本集團的主要金融工具包括若干應收賬款及其他應收款項、應收非控股股東款項、受限制銀行存款、銀行結餘及現金、按公允價值計入損益的金融資產、指定按公允價值計入其他全面收益的權益工具、於取消合併附屬公司的權益、若干應付賬款及其他應付款項及借貸。該等金融工具的詳情於相關附註中披露。

管理層透過內部風險評估(當中分析所承受風險的程度及等級)監察及管理有關本集團營運的財務風險。該等風險包括市場風險(包括利率風險及外幣風險)、信貸風險及流動資金風險。有關如何減低該等風險的政策載於下文。管理層管理和監察此等風險，以確保以適時及有效方式執行合適措施。

#### (B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's major financial instruments include certain trade and other receivables, amounts due from non-controlling shareholders, restricted bank deposits, bank balances and cash, financial asset at FVTPL, equity instrument designated at FVTOCI, interests in deconsolidated subsidiaries, certain trade and other payables and borrowings. Details of these financial instruments are disclosed in respective notes.

The management monitors and manages the financial risks relating to the operations of the Group through internal risk assessment which analyses exposures by degree and magnitude of risks. The risks included market risk (including interest rate risk and foreign currency risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

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**38. 金融工具(續)****(B) 財務風險管理目標及政策(續)****市場風險管理**

本集團業務主要承受利率及匯率變動的市場風險。本集團承受的市場風險或管理及計量風險的方式概無重大變動。

*利率風險管理*

由於銀行結餘、受限制銀行存款及浮息借貸的現行市場利率出現波動，故本集團須承受現金流量利率風險。

本集團亦承受公允價值利率風險，該項風險主要與定息借貸及租賃負債有關。本集團目前並無使用任何衍生合約對沖其承受的利率風險。然而，管理層將於有需要時考慮對沖重大利率風險。

*利率敏感度*

由於本集團管理層認為所承受的利率波動並不重大，故並無呈列有關銀行結餘及受限制銀行存款的敏感度分析。

下文的敏感度分析乃根據各報告期末的浮息借貸的利率風險，並假設有關係借貸於整個年度均未償還及於財政年度開始時已規定的變動落實以及(倘為以浮動利率計息的工具)於整個年度內的利率維持不變而釐定。50個基點的增減乃內部用作向主要管理人員匯報利率風險，即管理層就利率可能合理變動所作評估。

倘利率上升/下降50個基點，而所有其他變數維持不變，經計及發展中物業融資成本撥充資本，本集團年內除稅後虧損(2021年：稅後虧損)將無影響，原因為本集團於2022年12月31日並無浮息借貸(2021年：增加/減少人民幣1,094,000元)。

**38. FINANCIAL INSTRUMENTS (Continued)****(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)****Market risk management**

The Group's activities expose primarily to the markets risks of changes in interest rates and foreign exchange rates. There has been no significant change to the Group's exposure to market risks or the manner in which it manages and measures the risks.

*Interest rate risk management*

The Group is exposed to cash flow interest rate risk due to the fluctuation of the prevailing market interest rate on bank balances, restricted bank deposits and variable-rate borrowings.

The Group is also exposed to fair value interest rate risk relates primarily to the fixed-rate borrowings and lease liabilities. The Group currently does not use any derivative contracts to hedge its exposure to interest rate risk. However, the management will consider hedging significant interest rate exposure should the need arise.

*Interest rate sensitivity*

Sensitivity analysis on bank balances and restricted bank deposits is not presented as the management of the Group considers that the exposure to interest rate fluctuation is insignificant.

The sensitivity analysis below has been determined based on the exposure to interest rates for the variable-rate borrowings at the end of each reporting period which was assumed to be outstanding for the whole year and the stipulated change taking place at the beginning of the financial year and held constant throughout the year in the case of instruments that have floating rates. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been increased/decreased by 50 basis points and all other variables were held constant, the Group's post-tax loss (2021: post-tax loss) for the year, after taking into account the capitalisation of the finance costs in properties under development, would have no impact as the Group has no variable-rate borrowing as at 31 December 2022 (2021: increased/decreased by RMB1,094,000).

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### 38. 金融工具(續)

#### (B) 財務風險管理目標及政策(續)

##### 市場風險管理(續)

##### 外幣風險管理

本集團的物業銷售及租金收入以集團旗下實體各自的功能貨幣計值。然而，若干銀行結餘、應收附屬公司款項及借貸由以人民幣作為功能貨幣的實體持有，令本集團承擔外匯風險。

由於港元與美元掛鈎，港元兌美元之匯率波動不大。

本集團以外幣(美元除外)計值的貨幣資產及負債於各報告期間的賬面值如下：

### 38. FINANCIAL INSTRUMENTS (Continued)

#### (B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

##### Market risk management (Continued)

##### Foreign currency risk management

The Group's sales of properties and rental income are denominated in the group entity's respective functional currency. However, certain bank balances, amounts due from subsidiaries and borrowings were held by the entities with the functional currency of RMB, which expose the Group to the foreign currency risk.

Since HK\$ is pegged to USD, material fluctuations in the exchange rates of HK\$ against USD are remote.

The carrying amount of the Group's foreign currency (other than USD) denominated monetary assets and monetary liabilities at the respective reporting periods are as follow:

|           |                    | <b>2022年</b><br><b>2022</b><br>人民幣千元<br><b>RMB'000</b> | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
|-----------|--------------------|--|-----------------------------------|
| <b>資產</b> | <b>Assets</b>      |  |                                   |
| 港元        | HK\$               | <b>47</b>  | 941                               |
| <b>負債</b> | <b>Liabilities</b> |  |                                   |
| 港元        | HK\$               | <b>(51)</b>  | (364,886)                         |

本集團目前並無訂立任何衍生合約以盡量減低貨幣風險。然而，管理層將於有需要時考慮對沖重大貨幣風險。

The Group currently does not enter into any derivative contracts to minimise the currency risk exposure. However, the management will consider hedging significant currency risk should the need arise.

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**38. 金融工具(續)****(B) 財務風險管理目標及政策(續)****市場風險管理(續)**

## 外幣風險管理(續)

## 敏感度分析

本集團主要承受港元兌人民幣波動的影響。

下表詳述本集團對人民幣兌港元升值及貶值10%的敏感度。本年度內部呈報外幣風險供管理層評估外幣匯率合理可能變動所用敏感度比率為10% (2021年：10%)。敏感度分析包括未償還以外幣計值的貨幣項目，並於年末就外幣匯率的10%變動調整換算。正數表示當人民幣兌港元升值10%時兩個年度的稅後虧損減少。就人民幣兌港元貶值10%而言，將會對稅後虧損構成等值及相反影響。

|             |   | 2022年<br>2022<br>人民幣千元<br>RMB'000 | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
|-------------|---|-----------------------------------|-----------------------------------|
| 港元          | HK\$  |                                   |                                   |
| 兩個年度的稅後虧損減少 | Decrease in post-tax loss<br>for both year(s) | -                                 | 27,296                            |

**信貸風險管理及減值評估**

本集團的金融資產包括若干應收賬款及其他應收款項、應收非控股股東款項、受限制銀行存款及銀行結餘及現金。因對手未能就各類已確認金融資產履行其責任而導致本集團的最高信貸風險為該等資產於綜合財務狀況表呈列的賬面值。此外，如附註43所披露，本集團亦就本集團提供的財務擔保承受或然負債產生的信貸風險。

截至2022年及2021年12月31日，本集團並無持有任何抵押品或其他信貸增強措施以保障其金融資產相關信貸風險。

**38. FINANCIAL INSTRUMENTS (Continued)****(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)****Market risk management (Continued)**

## Foreign currency risk management (Continued)

## Sensitivity analysis

The Group mainly exposes to the effects of fluctuation in HK\$ against RMB.

The following table details the Group's sensitivity to a 10% increase and decrease in the RMB against HK\$. Sensitivity rate of 10% is (2021: 10%) is used in the current year when reporting foreign currency risk internally to management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes outstanding foreign currency denominated monetary items and adjusts their translation at the year-end for a 10% change in foreign currency rates. A positive number indicates a decrease in post-tax loss for both years where the RMB strengthens 10% against HK\$. For a 10% weakening of the RMB against HK\$, there would be an equal and opposite impact on the post-tax loss.

**Credit risk management and impairment assessment**

The Group's financial assets include certain trade and other receivables, amounts due from non-controlling shareholders, restricted bank deposits and bank balances and cash. The Group's maximum exposure to credit risk in the event of the counterparties' failure to perform their obligations in relation to each class of recognised financial assets is the carrying amounts of those assets as stated in the consolidated statement of financial position. In addition, the Group also exposure to credit risk from the contingent liabilities in relation to financial guarantees provided by the Group as disclosed in note 43.

As at 31 December 2022 and 2021, the Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.



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### 38. 金融工具(續)

#### (B) 財務風險管理目標及政策(續)

##### 信貸風險管理及減值評估(續)

客戶合約產生的應收賬款及應收租賃款項

為盡量減少信貸風險，本集團僅於收取大部分代價時向客戶移交物業控制權，並委派團隊監察銀行或住房公積金管理局審批客戶按揭貸款的過程。本集團亦設有其他監察程序，確保採取跟進行動收回逾期債項。此外，本集團經參照其內部信貸評級按具共同信貸風險特性將應收賬款及應收租賃款項分組，再根據預期信貸損失模式應用香港財務報告準則第9號進行減值評估，惟個別進行預期信貸損失評估的重大結餘或已信貸減值結餘除外。就此而言，董事認為本集團信貸風險已大幅減少。

本集團應收賬款並無重大集中信貸風險，風險分散至多名買家，而應收債項將自住房公積金管理局收回。

其他應收款項(應收取消合併附屬公司款項除外)

其他應收款項的信貸風險乃透過內部程序管理。作出墊款前會調查各交易對手的信貸質素。本集團亦積極監察各債務人所結欠未償還款項，並及時辨識任何信貸風險，藉以減少信貸相關虧損的風險。於截至2022年12月31日止年度內，除根據其他應收款項之信貸特徵及信貸評級就其他應收款項個別計提減值虧損撥備(扣除撥回)人民幣21,428,000元(2021年：人民幣211,338,000元)外，就餘下結餘而言，董事認為信貸風險自首次確認日期並無大幅增加。因此，並無進一步計提信貸損失撥備。

### 38. FINANCIAL INSTRUMENTS (Continued)

#### (B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

##### Credit risk management and impairment (Continued)

Trade receivables arising from contracts with customers and lease receivables

In order to minimise the credit risk, the Group only passed the control of property to the customer when the consideration has been substantially received by the Group and the Group has delegated a team to monitor the progress for the approval of mortgage loans of customers by banks or Housing Provident Fund Bureau. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. In addition, the Group performs impairment assessment under ECL model application of HKFRS 9 on trade and lease receivables on a group basis with shared credit risk characteristics by reference to the Group's internal credit ratings with the exception of material balances or credit-impaired balances where ECL assessment are performed individually. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

The Group has no significant concentration of credit risk on trade receivables, with exposure spread over a number of purchasers and the trade debts will be recovered from the Housing Provident Fund Bureau.

Other receivables (other than amounts due from deconsolidated subsidiaries)

The credit risk of other receivables is managed through an internal process. The credit quality of each counterparty is investigated before an advance is made. The Group also actively monitors the outstanding amounts owed by each debtor and identifies any credit risks in a timely manner in order to reduce the risk of a credit related loss. Except for impairment loss provision (net of reversal) of RMB21,428,000 (2021: RMB211,338,000) provided for other receivables individually according to their credit characteristics and credit ratings during the year ended 31 December 2022, for the remaining balances, the Directors consider credit risk have not been increased significantly since the date of initial recognition. Accordingly, no allowance for credit loss is further provided.

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**38. 金融工具(續)****(B) 財務風險管理目標及政策(續)****信貸風險管理及減值評估(續)***應收取消合併附屬公司款項*

董事已審閱應收取消合併附屬公司款項的信貸質素，基於(i)取消合併附屬公司可能無償轉讓予計劃債權人作為重組交易的一部份(附註2)；及(ii)取消合併附屬公司權益的公允價值於2022年12月31日有所減少，董事認為該等應收款項自初次確認以來信貸風險大幅上升。因此，已就應收取消合併附屬公司款項作減值虧損撥備人民幣271,606,000元(2021年：無)。

*應收非控股股東款項*

董事於報告期末審閱可收回金額，以確保按預期信貸損失模式項下的可收回金額計提足夠減值撥備。本集團與對手維持良好關係並持續監察對手的財務狀況。於截至2022年12月31日止年度內，本集團已根據應收非控股股東的信貸特徵及信貸評級就該等應收款項確認減值虧損撥備撥回人民幣9,456,000元(2021年：減值虧損撥備人民幣30,944,000元)。就餘下結餘而言，鑒於過往未有拖欠記錄，且董事預計於報告日期後12個月內，整體經濟狀況不會發生重大變化，因此，信貸評級被視為低風險，故此，概無就該等餘額額外提供信貸損失撥備。

*受限制銀行存款及銀行結餘*

本集團受限制銀行存款及銀行結餘的信貸風險有限，原因是交易對手為具備高信用評級及於香港及中國建立良好聲譽的銀行。

**38. FINANCIAL INSTRUMENTS (Continued)****(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)****Credit risk management and impairment assessment (Continued)***Amounts due from deconsolidated subsidiaries*

The Directors reviewed the credit qualities of amounts due from deconsolidated subsidiaries and considered that there is significant increase in credit risks since initial recognition of these receivables in view of (i) the possible transfer of the deconsolidated subsidiaries to the Scheme Creditors as part of the Restructuring Transactions (note 2) at nil consideration and (ii) the decreased fair value of interests in deconsolidated subsidiaries as at 31 December 2022. Accordingly, impairment loss provision of RMB271,606,000 (2021: nil) has been provided in respect of amounts due from deconsolidated subsidiaries.

*Amounts due from non-controlling shareholders*

The Directors review the recoverable amount at the end of the reporting period to ensure that adequate impairment losses under ECL model are made for recoverable amounts. The Group maintains good relationship with the counter parties and continuously monitors the financial conditions. During the year ended 31 December 2022, the Group recognised reversal of impairment loss provision of RMB9,456,000 (2021: impairment loss provision of RMB30,944,000) for amounts due from non-controlling shareholders according to their credit characteristics and credit ratings. For the remaining balances, in view of no historical default record and the Directors expect that the general economic conditions will not significantly changed for the 12 months after the reporting date, therefore, the credit rating is considered to be low risk and accordingly, no allowance for credit loss is further provided.

*Restricted bank deposits and bank balances*

The Group's credit risk on restricted bank deposits and bank balances is limited because the counterparties are banks with high credit ratings and good reputation established in Hong Kong and the PRC.

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### 38. 金融工具(續)

#### (B) 財務風險管理目標及政策(續)

##### 信貸風險管理及減值評估(續)

###### 財務擔保

就仍然在建的物業而言，本集團一般就買家為撥付彼等以最高為物業總購買價60%至70%的金額購買物業所需資金而借取按揭貸款向銀行提供擔保。倘買家未能於擔保期內支付其按揭款項，則持有按揭的銀行可要求本集團償還貸款的未償還金額連同其任何應計利息。在此情況下，本集團可保留客戶的銷售訂金並出售物業，以收回本集團已付銀行的任何款項。就此而言，董事認為本集團的信貸風險已大幅減少。

此外，董事根據香港財務報告準則第9號的規定，使用毋需付出不必要成本或能力而可得的合理且可支持的資料審閱及評估本集團現有的財務擔保合約是否存在減值。截至2022年12月31日概無確認財務擔保撥備，原因為管理層預計變現取消合併附屬公司資產足以償還隆通達約借貸，故此財務擔保合約的虧損撥備額並不重大。除附註30所示外，本集團並無就第三方借貸訂立任何財務擔保合約。

### 38. FINANCIAL INSTRUMENTS (Continued)

#### (B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

##### Credit risk management and impairment assessment (Continued)

###### Financial guarantees

For properties that are still under construction, the Group typically provides guarantees to banks in connection with the purchasers' borrowing of mortgage loans to finance their purchase of the properties for an amount up to 60% to 70% of the total purchase price of the property. If a purchaser defaults on the payment of its mortgage during the term of guarantee, the bank holding the mortgage may demand the Group to repay the outstanding amount of the loan and any accrued interest thereon. Under such circumstances, the Group is able to retain the customer's sales deposit and sell the property to recover any amounts paid by the Group to the bank. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

In addition, the Directors reviewed and assessed the Group's existing financial guarantee contracts for impairment using reasonable and supportable information that is available without undue cost or effort in accordance with the requirements of HKFRS 9. No financial guarantee provision has been recognised as at 31 December 2022 as the management expects the defaulted borrowings of Vivalink would be sufficiently paid out by realising assets of the deconsolidated subsidiaries, hence the amount of loss allowance for financial guarantee contracts are insignificant. Except as disclosed in note 30, the Group did not enter into any financial guarantee contracts in respect of borrowings of third parties.

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**38. 金融工具(續)****(B) 財務風險管理目標及政策(續)****信貸風險管理及減值評估(續)**

本集團內部信貸風險評級包括以下類別：

| 內部信貸評級                    | 描述  | 應收賬款及<br>應收租賃款項                            | 其他金融資產/<br>財務擔保合約   |
|---------------------------|---|--|---|
| Internal<br>credit rating | Description   | Trade receivables<br>and lease receivables | Other financial assets/<br>financial guarantee<br>contracts |
| 低風險                       | 交易對手違約風險為低，並無任何逾期款項   | 存續期預期信貸損失<br>— 非信貸減值                       | 12個月預期信貸損失  |
| Low risk                  | The counterparty has a low risk of default and does not have any past-due amounts   | Lifetime ECL –<br>not credit-impaired      | 12m ECL   |
| 監察名單                      | 債務人頻繁於到期日後還款，但通常於到期日後會結清款項  | 存續期預期信貸損失<br>— 非信貸減值                       | 12個月預期信貸損失  |
| Watch list                | Debtor frequently repays after due dates but usually settle after due date  | Lifetime ECL –<br>not credit-impaired      | 12m ECL   |
| 存疑                        | 依據內部或外部資源的所得資料初步確認以來信貸風險大幅增加  | 存續期預期信貸損失<br>— 非信貸減值                       | 存續期預期信貸損失<br>— 非信貸減值  |
| Doubtful                  | There have been significant increases in credit risk since initial recognition through information developed internally or external resources | Lifetime ECL –<br>not credit-impaired      | Lifetime ECL –<br>not credit-impaired                       |
| 損失                        | 有證據顯示資產出現信貸減值   | 存續期預期信貸損失<br>— 信貸減值                        | 存續期預期信貸損失<br>— 信貸減值   |
| Loss                      | There is evidence indicating the asset is credit-impaired   | Lifetime ECL –<br>credit-impaired          | Lifetime ECL –<br>credit-impaired                           |
| 撇銷                        | 有證據顯示債務人出現嚴重財政困難，本集團可能無法收回款項  | 撇銷款項                                       | 撇銷款項  |
| Write-off                 | There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery            | Amount is written off                      | Amount is written off                                       |



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**38. 金融工具(續)**

**(B) 財務風險管理目標及政策(續)**

**信貸風險管理及減值評估(續)**

下表詳述本集團金融資產及財務擔保合約的信貸風險(須進行預期信貸損失評估)：

**38. FINANCIAL INSTRUMENTS (Continued)**

**(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)**

**Credit risk management and impairment assessment (Continued)**

The tables below detail the credit risk exposures of the Group's financial assets and financial guarantee contracts, which are subject to ECL assessment:

|                                |  | 附註<br>Notes | 外部<br>信貸評級<br>External<br>credit rating | 內部<br>信貸評級<br>Internal<br>credit rating | 12個月或存續期<br>預期信貸損失<br>12m or<br>lifetime ECL                  | 2022年<br>總賬面值<br>2022<br>Gross carrying<br>amount<br>人民幣千元<br>RMB'000 | 2021年<br>總賬面值<br>2021<br>Gross carrying<br>amount<br>人民幣千元<br>RMB'000 |
|--------------------------------|--|-------------|---|---|---|---|---|
| <b>按攤銷成本計量的<br/>金融資產</b>       | <b>Financial assets at<br/>amortised cost</b>  |             |   |   |   |   |   |
| 應收賬款                           | Trade receivables  | 24          | 不適用<br>N/A                              | 低風險<br>(附註3)<br>Low risk<br>(note 3)    | 存續期預期信貸損失<br>(非信貸減值)<br>lifetime ECL<br>(not credit-impaired) | 795   | 28,068  |
| 其他應收款項(應收取消<br>合併附屬公司款項除<br>外) | Other receivables (other<br>than amounts due<br>from deconsolidated<br>subsidiaries) | 24          | 不適用<br>N/A                              | 低風險<br>(附註1)<br>Low risk<br>(note 1)    | 12個月預期信貸損失<br>12m ECL   | 325,973   | 229,161   |
|                                |  |             | 不適用<br>N/A                              | 監察名單<br>(附註2)<br>Watch list<br>(note 2) | 12個月預期信貸損失<br>12m ECL   | 24,291  | 24,291  |
|                                |  |             | 不適用<br>N/A                              | 存疑<br>(附註2)<br>Doubtful<br>(note 2)     | 存續期預期信貸損失<br>(非信貸減值)<br>lifetime ECL<br>(not credit-impaired) | 44,028  | 44,028  |
|                                |  |             | 不適用<br>N/A                              | 損失(附註2)<br>Loss (note 2)                | 存續期預期信貸損失<br>(信貸減值)<br>lifetime ECL<br>(credit-impaired)      | 270,000   | 270,000   |
| 應收取消合併附屬<br>公司款項               | Amounts due from<br>deconsolidated<br>subsidiaries                                   | 24          | 不適用<br>N/A                              | 存疑<br>(附註2)<br>Doubtful<br>(note 2)     | 存續期預期信貸損失<br>(非信貸減值)<br>lifetime ECL<br>(not credit-impaired) | 831,003   | 581,927   |
| 應收非控股股東款項                      | Amounts due from non-<br>controlling shareholders                                    | 25          | 不適用<br>N/A                              | 低風險<br>(附註1)<br>Low risk<br>(note 1)    | 12個月預期信貸損失<br>12m ECL   | 204,582   | 204,582   |
|                                |  |             | 不適用<br>N/A                              | 監察名單<br>(附註2)<br>Watch list<br>(note 2) | 12個月預期信貸損失<br>12m ECL   | 101,268   | 101,268   |

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**38. 金融工具(續)****(B) 財務風險管理目標及政策(續)****信貸風險管理及減值評估(續)**

|             |                                  | 附註<br>Notes | 外部<br>信貸評級<br>External<br>credit rating | 內部<br>信貸評級<br>Internal<br>credit rating | 12個月或存續期<br>預期信貸損失<br>12m or<br>lifetime ECL                  | 2022年<br>總賬面值<br>2022<br>Gross carrying<br>amount<br>人民幣千元<br>RMB'000 | 2021年<br>總賬面值<br>2021<br>Gross carrying<br>amount<br>人民幣千元<br>RMB'000 |
|-------------|----------------------------------|-------------|---|---|---|---|---|
| 受限制銀行結餘     | Restricted bank balances         | 26          | 不適用<br>N/A                              | 不適用<br>N/A                              | 12個月預期信貸損失<br>12m ECL   | 10,448  | 197,644   |
| 銀行結餘        | Bank balances                    | 26          | 不適用<br>N/A                              | 不適用<br>N/A                              | 12個月預期信貸損失<br>12m ECL   | 183,449   | 277,168   |
| <b>其他項目</b> | <b>Other items</b>               |             |   |   |   |   |   |
| 應收租賃款項      | Lease receivables                | 24          | 不適用<br>N/A                              | 低風險<br>(附註3)<br>Low risk<br>(note 3)    | 存續期預期信貸損失<br>(非信貸減值)<br>lifetime ECL<br>(not credit-impaired) | 28,551  | 29,050  |
| 財務擔保合約      | Financial guarantee<br>contracts | 43          | 不適用<br>N/A                              | 監察名單<br>(附註4)<br>Watch list<br>(note 4) | 12個月預期信貸損失<br>12m ECL   | 4,327,698   | 3,662,605   |

附註：

- 就內部信貸風險管理而言，本集團根據其過去的信貸狀況、還款歷史及後續結付以評估信貸風險是否自初步確認以來已顯著增加。董事認為，該等交易對手違約的風險並不重大，且本集團評估該等結餘的預期信貸損失屬微不足道。
- 就數值重大或評估為信貸風險大幅增加的若干其他應收款項、應取消併附屬公司款項及應收非控股股東款項而言，會個別評估預期信貸損失。
- 就應收賬款及應收租賃款項而言，本集團應用香港財務報告準則第9號的簡易法計量存續期預期信貸損失的損失撥備。本集團釐定個別應收賬款結餘的預期信貸損失。
- 就財務擔保合約而言，總賬面值指本集團於相關合約中擔保的最高金額。

Notes:

- For the purposes of internal credit risk management, the Group based on their past credit worthiness, repayment history and subsequent settlement to assess whether credit risk has increased significantly since initial recognition. In the opinion of the Directors, the risk of default by these counterparties is not significant and the Group assessed that the ECLs on these balances are insignificant.
- For certain other receivables, amounts due from deconsolidated subsidiaries and amounts due from non-controlling shareholders that are quantitatively significant or evaluated as significant increase in credit risk, ECLs are assessed individually.
- For trade and lease receivables, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. The Group determines the ECLs on individual trade debtors balances.
- For financial guarantee contracts, the gross carrying amount represents the maximum amount the Group has guaranteed under the respective contracts.

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### 38. 金融工具(續)

#### (B) 財務風險管理目標及政策(續)

##### 流動資金風險管理

管理流動資金風險時，本集團監察其營運所致現金狀況，並維持管理層視為足夠的現金及現金等值項目水平，以撥付本集團營運所需及減低現金流量波動的影響。管理層監察借貸的動用情況及確保遵守貸款契諾。

本集團依賴借貸作為主要流動資金來源。

下表詳列本集團就其金融負債、租賃負債及財務擔保的合約到期情況。該表乃根據以本集團可被要求付款的最早日期為基準的金融負債、租賃負債及財務擔保的未貼現現金流量編製。該表載列利息及本金現金流量。

##### 流動資金表

| 於2022年12月31日            | As at 31 December 2022  |
|-------------------------|---|
| 應付賬款及其他                 | Trade and other payables  |
| 應付款項                    |   |
| 借貸                      | Borrowings  |
| - 定息                    | - fixed-rate  |
| 財務擔保                    | Financial guarantees  |
| - 授予本集團物業買家的按揭融資        | - mortgage facilities granted to purchasers of the Group's properties         |
| - 本集團擔保的一間取消合併附屬公司之違約借貸 | - defaulted borrowings of a deconsolidated subsidiary guaranteed by the Group |

### 38. FINANCIAL INSTRUMENTS (Continued)

#### (B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

##### Liquidity risk management

In the management of the liquidity risk, the Group monitors its cash position resulting from its operations and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of borrowings and ensures compliance with loan covenants.

The Group relies on borrowings as significant sources of liquidity.

The following table details the Group's contractual maturities for its financial liabilities, lease liabilities and financial guarantees. The table has been drawn up based on the undiscounted cash flows of financial liabilities, lease liabilities and financial guarantee based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

##### Liquidity table

| 加權平均<br>實際利率<br>Weighted<br>average<br>effective<br>interest rate | 按要求或<br>於60日內<br>On demand<br>or within<br>60 days | 61至180日<br>61-180<br>days | 181至365日<br>181-365<br>days | 1至2年<br>1-2<br>years | 未貼現<br>現金流量總額<br>Total<br>undiscounted<br>cash flow | 賬面值<br>Carrying<br>amount |
|---|--|---------------------------|-----------------------------|----------------------|---|---------------------------|
| %   | 人民幣千元<br>RMB'000                                   | 人民幣千元<br>RMB'000          | 人民幣千元<br>RMB'000            | 人民幣千元<br>RMB'000     | 人民幣千元<br>RMB'000                                    | 人民幣千元<br>RMB'000          |
| -   | 2,542,790  | 65,875                    | -                           | -                    | 2,608,665   | 2,608,665                 |
| 8.0 - 25.0  | 2,695,403  | 265                       | 398                         | 9,553                | 2,705,619   | 2,704,114                 |
| -   | 4,098,163  | -                         | -                           | -                    | 4,098,163   | -                         |
| 9.8 - 12.0  | 229,535  | -                         | -                           | -                    | 229,535   | -                         |
|   | 9,565,891  | 66,140                    | 398                         | 9,553                | 9,641,982   | 5,312,779                 |

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**38. 金融工具(續)****(B) 財務風險管理目標及政策(續)****流動資金風險管理(續)**

## 流動資金表(續)

|                      | 加權平均<br>實際利率<br>Weighted<br>average<br>effective<br>interest rate<br>% | 按<br>要求或<br>於60日內<br>On demand<br>or within<br>60 days<br>RMB'000        | 61至180日<br>61-180<br>days<br>RMB'000 | 181至365日<br>181-365<br>days<br>RMB'000 | 1至2年<br>1-2<br>years<br>RMB'000 | 2至5年<br>2-5<br>years<br>RMB'000 | 未貼現<br>現金流量總額<br>Total<br>undiscounted<br>cash flow<br>RMB'000 | 賬面值<br>Carrying<br>amount<br>人民幣千元<br>RMB'000 |           |
|----------------------|--|--|--------------------------------------|--|---------------------------------|---------------------------------|--|---|-----------|
| <b>於2021年12月31日</b>  | <b>As at 31 December 2021</b>  |  |                                      |  |                                 |                                 |  |   |           |
| 應付賬款及其他              |  | Trade and other payables   |                                      |  |                                 |                                 |  |   |           |
| 應付款項                 | -  | 1,060,149  | 454,349                              | -                                      | -                               | -                               | 1,514,498  | 1,514,498                                     |           |
| 借貸                   |  | Borrowings   |                                      |  |                                 |                                 |  |   |           |
| — 定息                 | 6.0 - 18.0   | 2,514,150  | 45,839                               | 167,770                                | -                               | 9,832                           | 2,737,591  | 2,725,593                                     |           |
| — 浮息                 | 1.8 - 2.1  | 291,774  | -                                    | -                                      | -                               | -                               | 291,774  | 291,774                                       |           |
| 租賃負債                 | 10.0 - 12.0  | 50   | 84                                   | 56                                     | 43                              | -                               | 233  | 219   |           |
| 財務擔保                 |  | Financial guarantees   |                                      |  |                                 |                                 |  |   |           |
| — 授予本集團物業<br>買家的按揭融資 |  | - mortgage facilities granted to purchasers<br>of the Group's properties |                                      |  |                                 |                                 |  |   |           |
|                      | -  | 3,662,605  | -                                    | -                                      | -                               | -                               | 3,662,605  | -   |           |
|                      |  |  | 7,528,728                            | 500,272                                | 167,826                         | 43                              | 9,832  | 8,206,701                                     | 4,532,084 |

倘浮動利率變動有別於對各報告期末所釐定利率的估計，則計入上述非衍生金融負債的浮動利率工具數額可予變動。

在上述期限分析中，按要求償還條款的借貸包含在「按要求或於60日內」期限內。於2022年12月31日，該等借貸的賬面總值為人民幣57,455,000元（2021年：人民幣1,581,523,000元）。倘若按照貸款協議所載的還款時間表，該等借貸的流動資金數表載列如下：

The amounts included above for variable interest rate instruments for non-derivative financial liabilities is subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of each reporting period.

Borrowings with a repayment on demand clause are included in the “on demand or within 60 days” time band in the above maturity analysis. As at 31 December 2022, the aggregate carrying amounts of these borrowings amounted to RMB57,455,000 (2021: RMB1,581,523,000). The liquidity table of these borrowings, if based on the schedule repayment dates set out in the loan agreements, are set out in the table below:



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**38. 金融工具(續)**

**(B) 財務風險管理目標及政策(續)**

**流動資金風險管理(續)**

|              |                        | 少於1年<br>Less than<br>1 year<br>人民幣千元<br>RMB'000 | 未貼現<br>現金流量總額<br>Total<br>undiscounted<br>cash flow<br>人民幣千元<br>RMB'000 | 賬面值<br>Carrying<br>amount<br>人民幣千元<br>RMB'000 |
|--------------|------------------------|---|---|---|
| 於2022年12月31日 | As at 31 December 2022 | 57,455  | 57,455  | 57,455  |
| 於2021年12月31日 | As at 31 December 2021 | 1,582,579                                       | 1,582,579   | 1,581,523                                     |

計入上述財務擔保合約的金額為本集團於擔保交易對手申索金額時可能須根據全面擔保金額安排結償的最高金額。根據於各報告期末的預期，本集團認為很可能毋須根據安排支付任何金額。然而，此項估計可予變動，視乎交易對手根據擔保提出申索的可能性而定，而此可能性則視乎由交易對手持有的獲擔保財務應收款項會否蒙受信貸損失而定。

**38. FINANCIAL INSTRUMENTS (Continued)**

**(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)**

**Liquidity risk management (Continued)**

The amounts included above for financial guarantee contracts are the maximum amounts the Group could be required to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee. Based on expectations at the end of each reporting period, the Group considers that it is more than likely that no amount will be payable under the arrangement. However, this estimate is subject to change depending on the probability of the counterparty claiming under the guarantee which is a function of the likelihood that the financial receivables held by the counterparty which are guaranteed suffer credit losses.

**(C) 金融工具的公允價值計量**

本集團按經常性基準以公允價值計量的金融資產及金融負債的公允價值

下表載列有關如何釐定公允價值(尤其是所用估值技術及輸入數據)及根據公允價值計量所用輸入數據的可觀察程度將公允價值計量分類至所屬公允價值層級(第一至三級)的資料。

- 第一級公允價值計量乃自相同資產或負債於活躍市場的報價(未經調整)得出。
- 第二級公允價值計量乃自第一級所包括報價以外的直接(即價格)或間接(即源自價格)可觀察資產或負債輸入數據得出。
- 第三級公允價值計量乃自包括並非基於可觀察市場數據的資產或負債輸入數據(不可觀察輸入數據)的估值技術得出。

**(C) FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS**

**Fair values of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis**

The following table gives information about how the fair values are determined (in particular, the valuation techniques and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

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**38. 金融工具(續)****(C) 金融工具的公允價值計量(續)**

本集團按經常性基準以公允價值計量的金融資產及金融負債的公允價值(續)

除下表所披露者外，董事認為於綜合財務報表確認的金融資產及金融負債賬面值與其公允價值相若。

**38. FINANCIAL INSTRUMENTS (Continued)****(C) FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (Continued)**

**Fair values of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (Continued)**

Except as disclosed in the following table, the Directors consider that the carrying amounts of financial assets and financial liabilities recognised in the consolidated financial statements approximate their fair values.

|   | 於以下日期的公允價值<br>Fair value as at    |                                   | 公允價值<br>層級<br>Fair value<br>hierarchy | 估值技術及<br>主要輸入數據<br>Valuation techniques<br>and key inputs  |
|---|-----------------------------------|-----------------------------------|---------------------------------------|--|
|   | 2022年<br>2022<br>人民幣千元<br>RMB'000 | 2021年<br>2021<br>人民幣千元<br>RMB'000 |                                       |  |
| 按公允價值計入損益的<br>金融資產<br>Financial asset at FVTPL                        | -                                 | 7,987                             | 第三級<br>Level 3                        | 基於信貸利率、退保費用、保單費用及保險費用(附註1)<br>Based on credit interest rate, surrender charge, policy charge and insurance charge (note 1)   |
| 指定按公允價值計入其他全面<br>收益的股本工具<br>Equity instrument designated at<br>FVTOCI | 500                               | 500                               | 第三級<br>Level 3                        | 貼現現金流；未來現金<br>流量乃根據預期回報及<br>合約投資成本估算，<br>並按反映不同房地產項<br>目的內部收益率折現<br>(附註2)。<br>Discounted cash flow:<br>future cash flows are<br>estimated based on<br>expected return, and the<br>contracted investment<br>costs, discounted at a rate<br>that reflects the internal<br>rate of return of various<br>property projects (note 2). |
| 於取消合併附屬公司的權益<br>Interests in deconsolidated<br>subsidiaries           | 22,714                            | 36,111                            | 第三級<br>Level 3                        | 加總法：經調整公允價<br>值後的取消合併附屬公<br>司之各項資產及負債之<br>價值總和(附註3)。<br>Summation method:<br>aggregation of values<br>of each separate line<br>of assets and liabilities<br>of the deconsolidated<br>subsidiaries, after adjusted<br>to their corresponding fair<br>values (note 3).   |

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### 38. 金融工具(續)

#### (C) 金融工具的公允價值計量(續)

本集團按經常性基準以公允價值計量的金融資產及金融負債的公允價值(續)

附註：

1. 重大不可觀察輸入數據為信貸利率，倘信貸利率增加，則公允價值將增加，反之亦然。
2. 重大不可觀察輸入數據為貼現率，倘貼現率增加，則公允價值將減少，反之亦然。
3. 取消合併附屬公司的待售物業代表了於取消合併附屬公司的權益之大部分公允價值。待售物業的市場價格之重大不可觀察輸入數據為類似物業的市場可觀察交易之市場價格，當中的每平方米價格已調整以反映相關物業的位置及其他個別因素，例如樓層、交易時間及物業面積等。倘待售物業的市場價格上升，則公允價值將增加，反之亦然。

兩個年度內概無轉入或轉出第三級。

本集團按公允價值計入損益的金融資產於取消合併隆通時終止確認(附註35(B))。

董事採用貼現現金流量分析估計按攤銷成本計量的其他金融資產及金融負債的公允價值與兩個年度末各自的賬面值相若。

### 38. FINANCIAL INSTRUMENTS (Continued)

#### (C) FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (Continued)

Fair values of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (Continued)

Notes:

1. The significant unobservable input is credit interest rate and if the credit interest rate increases, the fair value would increase and vice versa.
2. The significant unobservable input is discount rate and if the discount rate increases, the fair value would decrease and vice versa.
3. The significant unobservable input of the market price of properties for sale of the deconsolidated subsidiaries, which represents a substantial portion of the fair value of interests in deconsolidated subsidiaries, is the market price of observable transactions of similar properties for which price per square meter have been adjusted to reflect the location and other individual factors such as floor level, timing of transactions and size of property, etc. If the market price of properties for sale increases, the fair value would increase and vice versa.

There were no transfers into or out of level 3 during both years.

The Group's financial asset at FVTPL was derecognised upon the deconsolidation of Vivalink (note 35(B)).

The Directors estimate the fair value of other financial assets and financial liabilities measured at amortised costs using the discounted cash flows analysis are approximate to their respective carrying amounts as at both years ended.

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**39. 資產抵押**

下列資產於各報告期末抵押作為本集團若干借貸的擔保。

**39. PLEDGE OF ASSETS**

The following assets were pledged to secure certain borrowings of the Group at the end of each reporting period.

|                |   | <b>2022年</b><br><b>2022</b><br>人民幣千元<br><b>RMB'000</b> | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
|----------------|---|--|-----------------------------------|
| 發展中物業(附註23)    | Properties under development (note 23)  | <b>462,056</b>   | 2,129,776                         |
| 待售物業(附註23)     | Properties held for sale (note 23)      | <b>1,315,452</b>                                       | 1,569,986                         |
| 物業、廠房及設備(附註17) | Property, plant and equipment (note 17) | <b>16,126</b>  | 17,165                            |
| 投資物業(附註19)     | Investment properties (note 19)         | <b>649,440</b>   | 686,331                           |
|                |   | <b>2,443,074</b>                                       | 4,403,258                         |

此外，本集團附屬公司若干股本股份乃就本集團獲授的若干借貸作抵押。

In addition, certain equity shares of the subsidiaries of the Group were pledged to several borrowings granted to the Group.

**40. 經營租賃承擔**

本集團作為出租人

於相關報告期末，本集團與其物業租戶就下列未來最低租賃付款訂約：

**40. OPERATING LEASE COMMITMENTS  
THE GROUP AS LESSOR**

At the end of respective reporting periods, the Group had contracted with tenants of its properties for the following future minimum lease payments:

|     |                    | <b>2022年</b><br><b>2022</b><br>人民幣千元<br><b>RMB'000</b> | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
|-----|--------------------|--|-----------------------------------|
| 一年內 | Within one year    | <b>886</b>   | 886                               |
| 第二年 | In the second year | <b>886</b>   | 886                               |
| 第三年 | In the third year  | <b>886</b>   | 886                               |
| 第四年 | In the fourth year | <b>886</b>   | 886                               |
| 第五年 | In the fifth year  | <b>886</b>   | 886                               |
| 五年後 | After five years   | <b>2,965</b>   | 3,851                             |
|     |                    | <b>7,395</b>   | 8,281                             |

於2022年12月31日，本集團為收取租金而持有的投資物業的租戶承諾期介乎6至12年(2021年：7至13年)。

At 31 December 2022, the investment properties held by the Group for rental purpose have committed tenants of 6 to 12 years (2021: 7 to 13 years).



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## 41. 其他承擔

## 41. OTHER COMMITMENTS

|   | 2022年<br>2022<br>人民幣千元<br>RMB'000 | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
|---|-----------------------------------|-----------------------------------|
| 於綜合財務報表已訂約但未撥備的物業發展承擔   | 3,460,748                         | 1,873,911                         |
| Commitments for property development contracted for but not provided in the consolidated financial statements |                                   |                                   |

## 42. 購股權計劃

## 42. SHARE OPTION SCHEME

本公司於2017年12月1日根據本公司股東於2017年11月20日批准的特別決議案採納購股權計劃(「計劃」)。計劃旨在獎勵曾為本集團作出貢獻的參與者，並鼓勵參與者為本公司及其股東整體利益，努力提升本公司及其股份價值。

The Company adopted a share option scheme (the "Scheme") on 1 December 2017 pursuant to a special resolution approved by the shareholders of the Company on 20 November 2017. The purpose of the Scheme is to reward participants who have contributed to the Group and to encourage participants to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole.

計劃參與者包括本集團執行董事、非執行董事、獨立非執行董事及僱員以及董事會全權酌情認為曾為或將為本集團作出貢獻的任何顧問、專家顧問、分銷商、承建商、供應商、代理、客戶、業務夥伴、合營企業業務合夥人、發起人或本集團任何成員公司的服務供應商。

The participants of the Scheme include executive directors, non-executive directors and independent non-executive directors and employees of the Group and any advisers, consultants, distributors, contractors, suppliers, agents, customers, partners, joint venture business partners, promoters or service providers of any member of the Group who the board of directors considers, in its sole discretion, have contributed or will contribute to the Group.

計劃及本公司及／或任何附屬公司的任何其他購股權計劃項下將予授出的所有購股權獲行使時可予發行的股份總數，合共不得超過採納日期已發行股份面值總額的10% (「10%限額」)。計算10%限額時，並不計及根據計劃及本公司及／或任何附屬公司的其他購股權計劃的條款已告失效或註銷的購股權。10%限額可在本公司股東批准後更新。計劃項下所有已授出但尚未行使的未行使購股權連同本公司及／或任何附屬公司的任何其他購股權計劃項下所有已授出但尚未行使的未行使購股權獲行使時可予發行的股份總數上限，不得超過不時已發行股份數目的30%。

The total number of shares which may be issued upon exercise of all options to be granted under the Scheme and any other share option schemes of the Company and/or any subsidiary shall not in aggregate exceed 10% (the "10% Limit") in nominal amount of the aggregate of the shares in issue on the adoption date. Options lapsed or cancelled in accordance with the terms of the Scheme and such other share option schemes of the Company and/or any subsidiary shall not be counted for the purpose of calculating the 10% Limit. The 10% Limit may be refreshed with the approval of the shareholders of the Company. The limit on the total number of the shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme, together with all outstanding options granted and yet to be exercised under any other share option schemes of the Company and/or any subsidiary, must not exceed 30% of the number of issued shares from time to time.

除非經股東批准，否則於任何12個月期間，計劃及本公司及／或任何附屬公司的任何其他購股權計劃項下各參與者已獲授及將獲授的所有購股權(包括已行使、已註銷及尚未行使的購股權)獲行使時已發行及將發行的股份總數，不得超過建議授出日期已發行股份數目的1%。

The total number of shares issued and to be issued upon exercise of all options granted and to be granted to each participant under the Scheme and any other share option schemes of the Company and/or any subsidiary (including exercised, cancelled and outstanding options) in any 12-month period must not exceed 1% of the number of shares in issue as at the proposed grant date unless the same is approved by the shareholders.

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**42. 購股權計劃** (續)

就任何特定購股權而言，董事會於提出要約時將釐定及通知承授人的期間不得於授出日期起計十年後屆滿。各參與者必須不遲於授出日期後28日就獲授購股權支付代價1港元。

行使價將由董事會釐定，且將不少於下列各項的最高者：(a)股份於授出日期在聯交所每日報價表所示收市價；(b)股份於緊接授出日期前五個營業日在聯交所每日報價表所示平均收市價；及(c)股份面值。

計劃將於授出日期(即2017年12月1日)開始十年期間有效及生效。

自採納計劃以來，本公司並無授出任何購股權。

**43. 或然負債****42. SHARE OPTION SCHEME** (Continued)

In respect of any particular option, the period to be determined and notified by the board to the grantee at the time of making an offer shall not expire later than 10 years from the date of grant. Each participant must pay HK\$1 as consideration for the grant of options not later than 28 days after the grant date.

The exercise price shall be determined by the board of directors, being not less than the highest of (a) the closing price of the shares as stated in the Stock Exchange's daily quotations sheets on the grant date; (b) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheets for the 5 business days immediately preceding the grant date; and (c) the nominal value of the shares.

The Scheme shall be valid and effective for a period of 10 years commencing on the adoption date, i.e. 1 December 2017.

No share options have been granted by the Company since the adoption of the Scheme.

**43. CONTINGENT LIABILITIES**

|                            | <b>2022年</b><br><b>2022</b><br><b>人民幣千元</b><br><b>RMB'000</b> | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
|----------------------------|---|-----------------------------------|
| 就以下各項向銀行或借款人作出的擔保：         |   |                                   |
| 授予本集團物業買家的按揭融資(附註1)        | <b>4,098,163</b>  | 3,662,605                         |
| 本集團擔保的一間取消合併附屬公司之違約借貸(附註2) | <b>229,535</b>  | -                                 |
|                            | <b>4,327,698</b>  | 3,662,605                         |

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### 43. 或然負債(續)

附註：

1. 本集團就若干銀行授出的按揭融資提供擔保，該等按揭融資涉及由本集團物業買家所訂立的按揭貸款。根據擔保條款，倘該等買家拖欠按揭付款，本集團須負責向銀行償還欠款買家結欠的未償還按揭貸款連同其應計利息及任何罰款。屆時，本集團有權接管有關物業的法定所有權。擔保期限自相關按揭貸款授出日期起計，並於銀行自客戶取得房屋所有權證作為按揭貸款的抵押後解除。董事認為，由於信貸風險偏低及財務擔保合約的公允價值屬微不足道，概無就擔保合約作出撥備。
2. 隆通獲轉讓借貸及隆通違約借貸的未償還本金及應付利息合共人民幣351,884,000元已於取消合併隆通之時終止確認(附註35)。於2022年12月31日，隆通獲轉讓借貸及隆通違約借貸的未償還本金及應付利息合共人民幣229,535,000元，相當於假設貸款人根據該等違約借貸的擔保條款要求即時償還到期未償還款項本集團的最高信貸風險。由於董事預期變現取消合併附屬公司的資產足以償還該等隆通違約借貸，故於2022年12月31日並無確認財務擔保撥備。

### 43. CONTINGENT LIABILITIES (Continued)

Notes:

1. The Group had provided guarantees in respect of mortgage facilities granted by certain banks in connection with the mortgage loans entered into by purchasers of the Group's properties. Pursuant to the terms of the guarantees, if there is default of the mortgage payments by these purchasers, the Group is responsible for the repayment of the outstanding mortgage loans together with accrued interests thereon and any penalty owed by the defaulted purchasers to the banks. The Group is then entitled to take over the legal title of the related properties. The guarantee period commences from the dates of grant of the relevant mortgage loans and released upon the banks obtained the building ownership certificate from the customers as a pledge for the mortgage loans. In the opinion of the Directors, no provision for the guarantee contracts is made as the credit risk is low and the fair value of the financial guarantee contracts is insignificant.
2. The outstanding principals and interest payables of the Vivalink Assigned Borrowing and the Vivalink Defaulted Borrowing totalled RMB351,884,000 were derecognised upon the deconsolidation of Vivalink (note 35). As at 31 December 2022, the outstanding sum of principals and interest payables of the Vivalink Assigned Borrowing and the Vivalink Defaulted Borrowing totalled RMB229,535,000, respectively, representing the maximum amount of credit exposure of the Group since the outstanding sums would be fall due for repayment immediately if requested by the lenders pursuant to the guarantee clauses of these defaulted borrowings. No financial guarantee provision has been recognised as at 31 December 2022 as the Director expect these defaulted borrowings of Vivalink would be sufficiently paid out by realising assets of the deconsolidated subsidiaries.

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## 44. 關聯方結餘及交易

- (a) 截至2022年及2021年12月31日止年度，下列各方被識別為本集團的關聯方，彼等各自的關係載列如下：

**關聯方姓名／名稱**  
**Name of related party**

潘浩然先生  
Mr. Pan Haoran

潘偉明先生  
Mr. Pan Weiming

陳偉紅女士  
Ms. Chen Weihong

福建六建集團有限公司(「福建六建」)  
Fujian Liujian Group Co., Ltd. ("Fujian Liujian")

福晟集團  
Fusheng Group

長沙福晟物業有限公司(「長沙福晟」)  
Changsha Fusheng Property Co., Ltd.  
("Changsha Fusheng")

福建福晟集團有限公司(「福建福晟集團」)  
Fujian Fullsun Group Co., Ltd.  
("Fujian Fullsun Group")

廣州福晟  
Guangzhou Fusheng

- (b) 於各報告期末，本集團與關聯方有以下結餘：

## 44. RELATED PARTY BALANCES AND TRANSACTIONS

- (a) During the year ended 31 December 2022 and 2021, the following parties are identified as related parties to the Group and the respective relationships are set out below:

**關係**  
**Relationship**

最終控股股東、執行董事及行政總裁  
Ultimate controlling shareholder, executive director and chief executive officer

前最終控股股東及於2019年9月7日辭任的前董事  
Former ultimate controlling shareholder and former director who resigned on 7 September 2019

潘偉明先生的配偶  
Spouse of Mr. Pan Weiming

潘偉明先生為控股股東  
Mr. Pan Weiming is the controlling shareholder

潘偉明先生為控股股東  
Mr. Pan Weiming is the controlling shareholder

潘偉明先生為控股股東  
Mr. Pan Weiming is the controlling shareholder

潘偉明先生為控股股東  
Mr. Pan Weiming is the controlling shareholder

潘偉明先生為控股股東  
Mr. Pan Weiming is the controlling shareholder

- (b) The Group had the following balances with related parties at the end of each reporting period:

|           |  | <b>2022年</b><br><b>2022</b><br><b>人民幣千元</b><br><b>RMB'000</b> | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
|-----------|--|---|-----------------------------------|
| 建築服務的應付賬款 | Trade payables in respect of construction services |   |                                   |
| 福建六建      | Fujian Liujian                                     | -   | 21,641                            |



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**44. 關聯方結餘及交易 (續)**

- (c) 截至2022年及2021年12月31日止年度，本集團與其關聯方並無進行任何重大交易。
- (d) 本集團五名最高薪僱員的主要管理層人員的酬金如下：

**44. RELATED PARTY BALANCES AND TRANSACTIONS (Continued)**

- (c) The Group did not enter into any material transactions with its related parties during the years ended 31 December 2022 and 2021.
- (d) Remuneration of key management personnel, who are the top five highest paid employees of the Group, is as follows:

|          |                                  | <b>2022年</b><br><b>2022</b><br><b>人民幣千元</b><br><b>RMB'000</b> | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
|----------|----------------------------------|---|-----------------------------------|
| 薪金及津貼    | Salaries and allowances          | <b>3,474</b>  | 4,081                             |
| 與表現掛鉤的花紅 | Performance related bonus        | <b>79</b>   | 103                               |
| 退休福利供款   | Retirement benefit contributions | <b>66</b>   | 104                               |
|          |                                  | <b>3,619</b>  | 4,288                             |

- (e) 福晟集團、福建福晟集團、通達、潘偉明先生、陳偉紅女士及潘浩然先生(均為本公司的關聯方)已(共同或個別地)就授予本集團的各項借貸向本集團提供以貸方為受益人的擔保。

- (e) Fusheng Group, Fujian Fullsun Group, Tongda, Mr. Pan Weiming, Ms. Chen Weihong and Mr. Pan Haoran, all being related parties of the Company, have (jointly or severally) provided guarantees to the Group in favour of lenders in respect of various borrowings of the Group.

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**45. 退休福利計劃**

本集團為其所有香港合資格僱員設立強制性公積金計劃。該等計劃的資產與本集團的資產分開持有，由受託人管理的信託基金所監管。本公司按相關薪金成本的5%向該計劃供款，每名僱員每月上限為1,500港元，供款與僱員一致。

此外，本集團中國附屬公司的僱員均參與中國政府營辦的國家管理退休福利計劃。該等附屬公司須按薪金成本介乎2%至15%向退休福利計劃供款，作為福利之用。本集團對退休福利計劃的唯一責任為作出指定供款。

截至2022年12月31日止年度，於損益確認的總開支人民幣3,939,000元(2021年：人民幣3,394,000元)指本集團按計劃規則所規定比率向該等計劃應繳供款。

**46. 於附屬公司的權益**

除另有說明外，本公司於2022年12月31日間接持有的主要附屬公司詳情如下：

**45. RETIREMENT BENEFITS PLANS**

The Group operates a Mandatory Provident Fund Scheme for all qualifying employees in Hong Kong. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. The Company contributes 5% of relevant payroll costs to the scheme with a cap of HK\$1,500 per employee per month, in which contribution is matched by employees.

In addition, the employees of the Group's subsidiaries in the PRC are members of a state-managed retirement benefit scheme operated by the government of the PRC. The subsidiaries are required to contribute range from 2% to 15% of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

The total expense recognised in profit or loss of RMB3,939,000 (2021: RMB3,394,000) represent the contribution payable to these plans by the Group at rates specified in the rules of the plans by the Group for the year ended 31 December 2022.

**46. INTERESTS IN SUBSIDIARIES**

Particulars of principal subsidiaries indirectly held, unless otherwise stated, by the Company as at 31 December 2022 are as follows:

| 附屬公司名稱   | 註冊成立/<br>成立及經營地點<br>Place of<br>incorporation/<br>establishment<br>and operation | 實繳資本<br>Paid-up capital           | 本集團於以下日期<br>應佔實際股權<br>Effective equity interest<br>attributable to the Group at |                    | 本集團所持投票權比例<br>Proportion of voting power<br>held by the Group at |                    | 主要活動<br>Principal activities |
|--|--|-----------------------------------|---|--------------------|--|--------------------|------------------------------|
|  |  |                                   | 2022年<br>2022<br>%  | 2021年<br>2021<br>% | 2022年<br>2022<br>%   | 2021年<br>2021<br>% |                              |
| 福州福晟集團(ii)<br>Fuzhou Fullsun Group (ii)  | 中國#<br>PRC#  | 50,000,000美元<br>US\$50,000,000    | 100   | 100                | 100  | 100                | 投資控股<br>Investment holding   |
| 湖南福晟集團(i)<br>Hunan Fullsun Group (i)   | 中國^<br>PRC^  | 人民幣445,000,000元<br>RMB445,000,000 | 100   | 100                | 100  | 100                | 投資控股<br>Investment holding   |
| 湖南璋隆房地產開發有限公司(i)<br>Hunan Zhangle Real Estate Development Co., Ltd<br>("Hunan Zhangle") (i)                | 中國^<br>PRC^  | 人民幣400,000,000元<br>RMB400,000,000 | 100   | 100                | 100  | 100                | 物業發展<br>Property development |
| 湖南中旅房地產發展有限公司(i)<br>Hunan Zhonglv Real Estate Development Co., Ltd<br>("Hunan Zhonglv") (i)                | 中國^<br>PRC^  | 人民幣158,820,000元<br>RMB158,820,000 | 100   | 100                | 100  | 100                | 物業發展<br>Property development |
| 湖南福晟房地產開發有限公司<br>(「湖南福晟」)(i)<br>Hunan Fullsun Real Estate<br>Development Co., Ltd<br>("Hunan Fullsun") (i) | 中國^<br>PRC^  | 人民幣400,806,500元<br>RMB400,806,500 | 100   | 100                | 100  | 100                | 物業發展<br>Property development |

截至2022年12月31日止年度 For the year ended 31 December 2022

46. 於附屬公司的權益(續)

46. INTERESTS IN SUBSIDIARIES (Continued)

| 附屬公司名稱  | 註冊成立/<br>成立及經營地點<br>Place of<br>incorporation/<br>establishment<br>and operation | 實繳資本                              | 本集團於以下日期<br>應佔實際股權  |           | 本集團所持投票權比例   |           | 主要活動                         |
|---|--|-----------------------------------|---|-----------|--|-----------|------------------------------|
|   |  |                                   | Effective equity interest<br>attributable to the Group at |           | Proportion of voting power<br>held by the Group at |           |                              |
| Name of subsidiary                                |  | Paid-up capital                   | 2022<br>%   | 2021<br>% | 2022<br>%  | 2021<br>% | Principal activities         |
| 湖南隆祥房地產開發有限公司(i)                                  | 中國 <sup>#</sup><br>PRC <sup>#</sup>  | 人民幣59,000,000元<br>RMB59,000,000   | 100   | 100       | 100  | 100       | 物業發展<br>Property development |
| 湖南晟冉房地產開發有限公司(i)                                  | 中國 <sup>#</sup><br>PRC <sup>#</sup>  | 人民幣30,300,000元<br>RMB30,300,000   | 100   | 100       | 100  | 100       | 物業發展<br>Property development |
| 湖南興汝(i)(附註48)<br>Hunan Xingru (i) (note 48)       | 中國 <sup>#</sup><br>PRC <sup>#</sup>  | 人民幣550,000,000元<br>RMB550,000,000 | 51  | 51        | 51   | 51        | 物業發展<br>Property development |
| 寧德碧晟(iii)<br>Ningde Bisheng (iii)                 | 中國 <sup>#</sup><br>PRC <sup>#</sup>  | 人民幣10,000,000元<br>RMB10,000,000   | 34  | 34        | 67   | 67        | 物業發展<br>Property development |
| 福州康安(i)<br>Fuzhou Kang'an (i)                     | 中國 <sup>#</sup><br>PRC <sup>#</sup>  | 人民幣10,000,000元<br>RMB10,000,000   | 100   | 100       | 100  | 100       | 物業發展<br>Property development |
| 嘉興鉅金(i)<br>Jiaxing Bojin (i)                      | 中國 <sup>#</sup><br>PRC <sup>#</sup>  | 人民幣120,926,750元<br>RMB120,926,750 | 75  | 75        | 75   | 75        | 物業發展<br>Property development |
| 湖南亞太(i)<br>Hunan Yatai (i)                        | 中國 <sup>#</sup><br>PRC <sup>#</sup>  | 人民幣25,000,000元<br>RMB25,000,000   | 100   | 100       | 100  | 100       | 物業發展<br>Property development |
| 湖南正昊(i)<br>Hunan Zhenghao (i)                     | 中國 <sup>#</sup><br>PRC <sup>#</sup>  | 人民幣30,000,000元<br>RMB30,000,000   | 100   | 100       | 100  | 100       | 物業發展<br>Property development |
| 廣州品禮貿易有限公司<br>(「廣州品禮」)<br>("Guangzhou Pinli") (i) | 中國 <sup>#</sup><br>PRC <sup>#</sup>  | 人民幣138,010,000元<br>RMB138,010,000 | 71  | 71        | 71   | 71        | 投資控股<br>Investment holding   |
| 成潤(福建)商業管理<br>有限公司(ii)                            | 中國 <sup>#</sup><br>PRC <sup>#</sup>  | 人民幣10,429,900元<br>RMB10,429,900   | 100   | 100       | 100  | 100       | 物業投資<br>Property investment  |

<sup>#</sup> 根據中國法律註冊為外商獨資企業。

<sup>#</sup> Registered as a wholly-foreign-owned enterprises under the PRC Law.

<sup>^</sup> 根據中國法律註冊為境內有限責任公司。

<sup>^</sup> Registered as domestic limited liability companies under the PRC Law.

上表列示董事所認為主要影響本集團年內業績或構成本集團資產淨值重大部分的本公司附屬公司。董事認為詳列其他附屬公司的資料會導致篇幅過於冗長。

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

於兩個年度末，各附屬公司並無任何債務證券。

None of the subsidiaries had any debt securities at the end of both years.

截至2022年12月31日止年度 For the year ended 31 December 2022

## 46. 於附屬公司的權益(續)

附註：

- (i) 中國附屬公司為根據中國法律成立的有限公司。
- (ii) 附屬公司為根據中國法律成立的外商獨資企業。
- (iii) 儘管本集團僅擁有寧德碧晟34%股權，本集團與另外兩名股東訂立協議，而該等股東在寧德碧晟共持有33%股權，使三名股東合共持有寧德碧晟67%股權，有關股東同意倘若對寧德碧晟股東大會及董事會會議決議案出現意見分歧，本集團的意見為首要、最終及不可推翻。根據寧德碧晟的組織章程大綱及章程細則及上述協議，本集團可取得對寧德碧晟相關業務的控制權，而寧德碧晟被視為本公司非全資附屬公司。

下表列示本公司於2022年及2021年12月31日具有重大非控制權益的非全資附屬公司的詳情。

## 46. INTERESTS IN SUBSIDIARIES (Continued)

Notes:

- (i) The PRC subsidiaries are of limited liability established under the PRC Law.
- (ii) The subsidiaries are wholly foreign-owned enterprises established under the PRC Law.
- (iii) Although the Group only has 34% equity interest in Ningde Bisheng, the Group has entered into an agreement with two other shareholders who in total have 33% shareholding in Ningde Bisheng such that three shareholders altogether holds 67% equity interest in Ningde Bisheng agree that should there be any differences in view on the resolutions in shareholders' meeting and board meeting of Ningde Bisheng, the Group's opinions are overriding, final and conclusive. According to the memorandum and articles of association of Ningde Bisheng and the abovementioned agreement, the Group can obtain control over the relevant activities of Ningde Bisheng, which is considered as a non-wholly owned subsidiary of the Company.

The table below shows details of non-wholly owned subsidiaries of the Company as at 31 December 2022 and 2021 that have material non-controlling interests.

| 所有權比例 | 附屬公司名稱<br>Name of subsidiary | 業務地點<br>Place of business | 於12月31日非控股權益<br>所持所有權權益比例<br>Proportion of ownership<br>interests held by<br>non-controlling interests<br>at 31 December |                    | 截至12月31日止年度<br>分配至非控股權益<br>的利潤/(虧損)<br>Profit/(loss) allocated to<br>non-controlling interests for<br>the year end 31 December |                                   | 於12月31日<br>累計非控股權益<br>Accumulated<br>non-controlling interests<br>at 31 December |                                   |
|-------|------------------------------|---------------------------|--|--------------------|--|-----------------------------------|--|-----------------------------------|
|       |                              |                           | 2022年<br>2022<br>%   | 2021年<br>2021<br>% | 2022年<br>2022<br>人民幣千元<br>RMB'000  | 2021年<br>2021<br>人民幣千元<br>RMB'000 | 2022年<br>2022<br>人民幣千元<br>RMB'000  | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
|       | 湖南興汝<br>Hunan Xingru         | 中國<br>the PRC             | 49   | 49                 | (34,498)   | (476)                             | 473,501  | 507,999                           |
|       | 廣州品禮<br>Guangzhou Pinli      | 中國<br>the PRC             | 29   | 29                 | (10,451)   | (55,439)                          | 318,437  | 328,888                           |
|       | 嘉興鉑金<br>Jiaying Bojin        | 中國<br>the PRC             | 25   | 25                 | (10,833)   | 12,884                            | 5,487  | 16,320                            |
|       | 寧德碧晟<br>Ningde Bisheng       | 中國<br>the PRC             | 66   | 66                 | (13,502)   | 135,422                           | 103,154  | 116,656                           |
|       |                              |                           |  |                    | (69,284)   | 92,391                            | 900,579  | 969,863                           |

有關本公司具有重大非控制權益的附屬公司的財務資料概述載列如下。以下財務資料概述指集團內部抵銷前的金額。

Summarised financial information in respect of Company's subsidiaries that have material non-controlling interests is set out below. The summarised financial information below represented amounts before intra-group eliminations.



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**46. 於附屬公司的權益 (續)**  
財務資料概要 (續)  
湖南興汝

**46. INTERESTS IN SUBSIDIARIES (Continued)**  
**SUMMARISED FINANCIAL INFORMATION (Continued)**  
**Hunan Xingru**

|            |  | <b>2022年</b><br><b>2022</b><br>人民幣千元<br><b>RMB'000</b> | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
|------------|--|--|-----------------------------------|
| 非流動資產      | Non-current assets                                 | <b>15,530</b>  | 14,644                            |
| 流動資產       | Current assets                                     | <b>487,687</b>   | 517,245                           |
| 流動負債       | Current liabilities                                | <b>(96,895)</b>  | (55,163)                          |
| 本公司擁有人應佔虧絀 | Deficit attributable to owners of the Company      | <b>(67,179)</b>  | (31,273)                          |
| 非控股權益      | Non-controlling interests                          | <b>473,501</b>   | 507,999                           |
| 收入         | Revenue  | -  | 1,188                             |
| 開支         | Expense  | <b>(70,404)</b>  | (2,160)                           |
| 年內虧損       | Loss for the year                                  | <b>(70,404)</b>  | (972)                             |
| 本公司擁有人應佔虧損 | Loss attributable to the owners of the Company     | <b>(35,906)</b>  | (496)                             |
| 非控股權益應佔虧損  | Loss attributable to the non-controlling interests | <b>(34,498)</b>  | (476)                             |
| 經營活動現金流出淨額 | Net cash outflow from operating activities         | <b>(3,013)</b>   | (12,320)                          |
| 投資活動現金流入淨額 | Net cash inflow from investing activities          | <b>2,080</b>   | 2,568                             |
| 融資活動現金流入淨額 | Net cash inflow from financing activities          | <b>202</b>   | 9,441                             |
| 現金流出淨額     | Net cash outflow                                   | <b>(731)</b>   | (311)                             |

截至2022年12月31日止年度 For the year ended 31 December 2022

**46. 於附屬公司的權益(續)**  
**財務資料概要(續)**  
**廣州品禮**

**46. INTERESTS IN SUBSIDIARIES (Continued)**  
**SUMMARISED FINANCIAL INFORMATION (Continued)**  
**Guangzhou Pinli**

|             |  | <b>2022年</b><br><b>2022</b><br>人民幣千元<br><b>RMB'000</b> | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
|-------------|--|--|-----------------------------------|
| 流動資產        | Current assets                                     | <b>1,039,621</b>                                       | 1,204,884                         |
| 流動負債        | Current liabilities                                | <b>(921,060)</b>                                       | (1,050,275)                       |
| 本公司擁有人應佔虧絀  | Deficit attributable to owners of the Company      | <b>(199,876)</b>                                       | (174,279)                         |
| 非控股權益       | Non-controlling interests                          | <b>318,437</b>   | 328,888                           |
| 開支          | Expense  | <b>(36,050)</b>  | (191,235)                         |
| 年內虧損        | Loss for the year                                  | <b>(36,050)</b>  | (191,235)                         |
| 本公司擁有人應佔虧損  | Loss attributable to the owners of the Company     | <b>(25,599)</b>  | (135,796)                         |
| 非控股權益應佔虧損   | Loss attributable to the non-controlling interests | <b>(10,451)</b>  | (55,439)                          |
| 經營活動現金流入淨額  | Net cash inflow from operating activities          | <b>112,088</b>   | 148,060                           |
| 融資活動現金流出淨額  | Net cash outflow from financing activities         | <b>(112,099)</b>                                       | (148,059)                         |
| 現金(流出)/流入淨額 | Net cash (outflow)/inflow                          | <b>(11)</b>  | 1                                 |

截至2022年12月31日止年度 For the year ended 31 December 2022

**46. 於附屬公司的權益(續)**  
財務資料概要(續)  
嘉興鉑金

**46. INTERESTS IN SUBSIDIARIES (Continued)**  
**SUMMARISED FINANCIAL INFORMATION (Continued)**  
Jiaxing Bojin

|                 |   | <b>2022年</b><br><b>2022</b><br>人民幣千元<br><b>RMB'000</b> | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
|-----------------|---|--|-----------------------------------|
| 非流動資產           | Non-current assets  | <b>9,294</b>   | 7,615                             |
| 流動資產            | Current assets  | <b>756,911</b>   | 912,664                           |
| 流動負債            | Current liabilities   | <b>(744,258)</b>                                       | (854,997)                         |
| 本公司擁有人應佔權益      | Equity attributable to owners of the Company                | <b>16,460</b>  | 48,963                            |
| 非控股權益           | Non-controlling interests                                   | <b>5,487</b>   | 16,320                            |
| 收入              | Revenue   | <b>224,535</b>   | 475,248                           |
| 開支              | Expense   | <b>(267,871)</b>                                       | (423,709)                         |
| 年內(虧損)/利潤       | (Loss)/profit for the year                                  | <b>(43,336)</b>  | 51,539                            |
| 本公司擁有人應佔(虧損)/利潤 | (Loss)/profit attributable to the owners of the Company     | <b>(32,503)</b>  | 38,655                            |
| 非控股權益應佔(虧損)/利潤  | (Loss)/profit attributable to the non-controlling interests | <b>(10,833)</b>  | 12,884                            |
| 經營活動現金流入淨額      | Net cash inflow from operating activities                   | <b>32,252</b>  | 41,137                            |
| 投資活動現金流入淨額      | Net cash inflow from investing activities                   | <b>186</b>   | 2,322                             |
| 融資活動現金流出淨額      | Net cash outflow from financing activities                  | <b>(50,480)</b>  | (49,810)                          |
| 現金流出淨額          | Net cash outflow  | <b>(18,042)</b>  | (6,351)                           |

截至2022年12月31日止年度 For the year ended 31 December 2022

**46. 於附屬公司的權益(續)**  
**財務資料概要(續)**  
**寧德碧晟**

**46. INTERESTS IN SUBSIDIARIES (Continued)**  
**SUMMARISED FINANCIAL INFORMATION (Continued)**  
**Ningde Bisheng**

|                 |   | <b>2022年</b><br><b>2022</b><br>人民幣千元<br><b>RMB'000</b> | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
|-----------------|---|--|-----------------------------------|
| 非流動資產           | Non-current assets  | <b>2,133</b>   | 3                                 |
| 流動資產            | Current assets  | <b>369,430</b>   | 451,861                           |
| 流動負債            | Current liabilities   | <b>(215,269)</b>                                       | (274,943)                         |
| 非流動負債           | Non-current liabilities                                     | -  | (170)                             |
| 本公司擁有人應佔權益      | Equity attributable to owners of the Company                | <b>53,140</b>  | 60,095                            |
| 非控股權益           | Non-controlling interests                                   | <b>103,154</b>   | 116,656                           |
| 收入              | Revenue   | <b>27,084</b>  | 885,159                           |
| 開支              | Expense   | <b>(47,541)</b>  | (679,975)                         |
| 年內(虧損)/利潤       | (Loss)/profit for the year                                  | <b>(20,457)</b>  | 205,184                           |
| 本公司擁有人應佔(虧損)/利潤 | (Loss)/profit attributable to the owners of the Company     | <b>(6,955)</b>   | 69,762                            |
| 非控股權益應佔(虧損)/利潤  | (Loss)/profit attributable to the non-controlling interests | <b>(13,502)</b>  | 135,422                           |
| 經營活動現金流入/(流出)淨額 | Net cash inflow/(outflow) from operating activities         | <b>115,398</b>   | (1,181)                           |
| 投資活動現金流入淨額      | Net cash inflow from investing activities                   | <b>3</b>   | 10                                |
| 現金流入/(流出)淨額     | Net cash inflow/(outflow)                                   | <b>115,401</b>   | (1,171)                           |



截至2022年12月31日止年度 For the year ended 31 December 2022

**47. 有關本公司財務狀況表的資料**

有關報告期末本公司財務狀況表的資料包括：

**47. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY**

Information about the statement of financial position of the Company at the end of the reporting period includes:

|                   |   | <b>2022年<br/>2022<br/>人民幣千元<br/>RMB'000</b> | 2021年<br>2021<br>人民幣千元<br>RMB'000 |
|-------------------|---|---|-----------------------------------|
| <b>非流動資產</b>      | <b>Non-current assets</b>                           |   |                                   |
| 於附屬公司的投資          | Investments in subsidiaries                         | <b>68</b>                                   | 68                                |
| 應收附屬公司款項          | Amounts due from subsidiaries                       | <b>173,596</b>                              | 647,074                           |
|                   |   | <b>173,664</b>                              | 647,142                           |
| <b>流動資產</b>       | <b>Current assets</b>                               |   |                                   |
| 其他應收款項            | Other receivables                                   | <b>176</b>                                  | 1,479                             |
| 應收附屬公司款項          | Amounts due from subsidiaries                       | <b>43,399</b>                               | 226,251                           |
| 銀行結餘及現金           | Bank balances and cash                              | <b>112</b>                                  | 180                               |
|                   |   | <b>43,687</b>                               | 227,910                           |
| <b>流動負債</b>       | <b>Current liabilities</b>                          |   |                                   |
| 其他應付款項            | Other payables                                      | <b>12,663</b>                               | 3,881                             |
| 借款—一年內到期          | Borrowings – due within one year                    | <b>10,252</b>                               | 9,320                             |
|                   |   | <b>22,915</b>                               | 13,201                            |
| <b>流動資產淨值</b>     | <b>Net Current Assets</b>                           | <b>20,772</b>                               | 214,709                           |
| <b>資產總值減流動負債</b>  | <b>Total Assets Less Current Liabilities</b>        | <b>194,436</b>                              | 861,851                           |
| <b>本公司擁有人應佔權益</b> | <b>Equity attributable to owners of the Company</b> |   |                                   |
| 股本(附註32)          | Share capital (note 32)                             | <b>96,031</b>                               | 96,031                            |
| 儲備                | Reserves  | <b>89,561</b>                               | 757,644                           |
|                   |   | <b>185,592</b>                              | 853,675                           |
| <b>非流動負債</b>      | <b>Non-current liability</b>                        |   |                                   |
| 借款—一年後到期          | Borrowing – due after one year                      | <b>8,844</b>                                | 8,176                             |
|                   |   | <b>8,844</b>                                | 8,176                             |
|                   |   | <b>194,436</b>                              | 861,851                           |

截至2022年12月31日止年度 For the year ended 31 December 2022

**47. 有關本公司財務狀況表的資料**  
(續)

本公司儲備變動如下：

|                            |   | 股份溢價             | 繳入盈餘                      | 其他儲備             | 保留利潤/<br>(累計虧損)                                | 總計               |
|----------------------------|---|------------------|---------------------------|------------------|--|------------------|
|                            |   | Share<br>premium | Contributed<br>surplus    | Other<br>reserve | Retained<br>profit/<br>(accumulated<br>losses) | Total            |
|                            |   | 人民幣千元<br>RMB'000 | 人民幣千元<br>RMB'000<br>(附註i) | 人民幣千元<br>RMB'000 | 人民幣千元<br>RMB'000                               | 人民幣千元<br>RMB'000 |
| 於2021年1月1日                 | At 1 January 2021                         | 85,940           | 535,355                   | 2,646            | 512,186  | 1,136,127        |
| 年內虧損                       | Loss for the year                         | -                | -                         | -                | (378,483)                                      | (378,483)        |
| 於2021年12月31日<br>及2022年1月1日 | At 31 December 2021<br>and 1 January 2022 | 85,940           | 535,355                   | 2,646            | 133,703  | 757,644          |
| 年內虧損                       | Loss for the year                         | -                | -                         | -                | (668,083)                                      | (668,083)        |
| 於2022年12月31日               | At 31 December 2022                       | <b>85,940</b>    | <b>535,355</b>            | <b>2,646</b>     | <b>(534,380)</b>                               | <b>89,561</b>    |

附註：

- (i) 繳入盈餘指根據為準備本公司股份於2000年10月16日完成在聯交所上市而進行的集團重組所收購附屬公司當時的合併淨資產超出本公司就此發行作為代價的股本面值的部分。根據百慕達1981年公司法，本公司的繳入盈餘在若干情況下可供現金分派及／或實物分派。

**47. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY**

(Continued)

The movements of the reserves of the Company are as follows:

|                            |   | 股份溢價             | 繳入盈餘                      | 其他儲備             | 保留利潤/<br>(累計虧損)                                | 總計               |
|----------------------------|---|------------------|---------------------------|------------------|--|------------------|
|                            |   | Share<br>premium | Contributed<br>surplus    | Other<br>reserve | Retained<br>profit/<br>(accumulated<br>losses) | Total            |
|                            |   | 人民幣千元<br>RMB'000 | 人民幣千元<br>RMB'000<br>(附註i) | 人民幣千元<br>RMB'000 | 人民幣千元<br>RMB'000                               | 人民幣千元<br>RMB'000 |
| 於2021年1月1日                 | At 1 January 2021                         | 85,940           | 535,355                   | 2,646            | 512,186  | 1,136,127        |
| 年內虧損                       | Loss for the year                         | -                | -                         | -                | (378,483)                                      | (378,483)        |
| 於2021年12月31日<br>及2022年1月1日 | At 31 December 2021<br>and 1 January 2022 | 85,940           | 535,355                   | 2,646            | 133,703  | 757,644          |
| 年內虧損                       | Loss for the year                         | -                | -                         | -                | (668,083)                                      | (668,083)        |
| 於2022年12月31日               | At 31 December 2022                       | <b>85,940</b>    | <b>535,355</b>            | <b>2,646</b>     | <b>(534,380)</b>                               | <b>89,561</b>    |

Note:

- (i) Contributed surplus represents the excess of the then combined net assets of the subsidiaries acquired pursuant to the group reorganisation in preparation for the listing of the Company's shares on the Stock Exchange completed on 16 October 2000 over the nominal value of the share capital of the Company issued in exchange therefor. In accordance with the Companies Act 1981 of Bermuda, the Company's contributed surplus is available for cash distribution and/or distribution in specie in certain circumstances.

截至2022年12月31日止年度 For the year ended 31 December 2022

#### 48. 報告期末後事項

- i. 除附錄2披露，本集團非全資間接附屬公司湖南興汝接獲長沙法院發出的民事判決書，當中長沙法院接納湖南興汝債權人就湖南興汝破產清算的申請，理據為湖南興汝未能償還其欠負湖南興汝債權人的若干債務。有關判決於2023年1月17日生效。於2022年12月31日，湖南興汝的資產淨值為人民幣406,322,000元。當破產清算程序完成後，本集團將不再確認湖南興汝為其附屬公司。詳情載於本公司日期為2023年2月12日的公告。
- ii. 除附錄2披露，本集團接獲2023年3月23日高等法院的命令，將於2023年5月19日舉行獲召開之計劃債權人的計劃會議，以審議及酌情批准（不論有否修訂或不論高等法院有否批准及施加條件）本公司與計劃債權人根據香港特別行政區法律第622章公司條例第670、671、673及674條建議作出的計劃。詳情載於本公司日期為2023年3月23日的公告。

除另有披露外，本集團於報告期後及直至本年報日期概無任何重大期後事項。

#### 48. EVENTS AFTER THE END OF THE REPORTING PERIOD

- i. Saved as disclosed in note 2, Hunan Xingru, a non-wholly owned indirect subsidiary of the Group received a civil judgment letter issued by the Changsha Court, whereby the Changsha Court accepted the application of the Hunan Xingru Creditors, for the winding-up of Hunan Xingru on the ground that Hunan Xingru was unable to repay various debts owing from it to the Hunan Xingru Creditors. The judgment took effect on 17 January 2023. As at 31 December 2022, the net assets value of Hunan Xingru was RMB406,322,000. Upon completion of the winding-up procedures, the Group will cease to recognise Hunan Xingru as its subsidiary. Details are set out in the Company's announcement dated 12 February 2023.
- ii. Saved as disclosed in note 2, The Group received an order from the High Court on 23 March 2023, among others, that the Scheme Meeting of the Scheme Creditors be convened to be held on 19 May 2023 for the purpose of considering and, if thought fit, approving (with or without modification or condition approved and imposed by the High Court), the Scheme proposed to be made between the Company and the Scheme Creditors pursuant to Sections 670, 671, 673 and 674 of the Companies Ordinance (Chapter 622 of the Laws of the Hong Kong Special Administrative Region). Details are set out in the Company's announcement dated 23 March 2023.

Saved as otherwise disclosed, the Group does not have any material subsequent events after the reporting period and up to the date of this Annual Report.

# 五年財務摘要

## FIVE-YEAR FINANCIAL SUMMARY

下述概要並不構成本年報所載經審核財務報表的一部分。

The summary below does not form part of the audited financial statements included in this Annual Report.

### 業績

### RESULTS

|            |                               | 截至2022年<br>12月31日<br>止年度<br>For the<br>year ended<br>31 December<br>2022<br>人民幣千元<br>RMB'000<br>(附註a, b)<br>(Notes a, b) | 截至2021年<br>12月31日<br>止年度<br>For the<br>year ended<br>31 December<br>2021<br>人民幣千元<br>RMB'000<br>(附註a, b)<br>(Notes a, b) | 截至2020年<br>12月31日<br>止年度<br>For the<br>year ended<br>31 December<br>2020<br>人民幣千元<br>RMB'000<br>(附註a, b)<br>(Notes a, b) | 截至2019年<br>12月31日<br>止年度<br>For the<br>year ended<br>31 December<br>2019<br>人民幣千元<br>RMB'000<br>(附註a, b)<br>(Note a, b) | 截至2018年<br>12月31日<br>止九個月<br>For the<br>nine months<br>ended<br>31 December<br>2018<br>人民幣千元<br>RMB'000<br>(附註a)<br>(Note a) |
|------------|-------------------------------|--|--|--|---|--|
| 收入         | Revenue                       | 1,793,763  | 2,200,196  | 1,164,653  | 1,596,181   | 1,255,548  |
| 除稅前(虧損)/利潤 | (Loss)/profit before taxation | (679,441)  | (370,195)  | (1,390,525)  | 277,438   | 765,867  |
| 所得稅開支      | Income tax expense            | (53,397)   | (117,168)  | (2,551)  | (153,553)   | (263,409)  |
| 年內(虧損)/利潤  | (Loss)/profit for the year    | (732,838)  | (487,363)  | (1,393,076)  | 123,885   | 502,458  |

附註：

- (a) 財務數字乃摘錄自綜合財務報表。
- (b) 上述財務數據於各財政年度按12個月基準編製。

Notes:

- (a) The financial figures were extracted from the consolidated financial statements.
- (b) The above financial figures were prepared in a 12-month basis for each of the financial year.



## 資產及負債

## ASSETS AND LIABILITIES

|                 |  | 於2022年<br>12月31日<br>As at<br>31 December<br>2022<br>人民幣千元<br>RMB'000<br>(附註a)<br>(Note a) | 於2021年<br>12月31日<br>As at<br>31 December<br>2021<br>人民幣千元<br>RMB'000<br>(附註a)<br>(Note a) | 於2020年<br>12月31日<br>As at<br>31 December<br>2020<br>人民幣千元<br>RMB'000<br>(附註a)<br>(Note a) | 於2019年<br>12月31日<br>As at<br>31 December<br>2019<br>人民幣千元<br>RMB'000<br>(附註a)<br>(Note a) | 於2018年<br>12月31日<br>As at<br>31 December<br>2018<br>人民幣千元<br>RMB'000 |
|-----------------|--|---|---|---|---|--|
| 總資產             | Total assets   | <b>8,448,147</b>  | 9,967,171   | 12,588,148  | 13,905,599  | 11,676,137   |
| 總負債             | Total liabilities                                      | <b>(8,220,813)</b>  | (9,018,825)   | (11,135,002)  | (11,054,418)  | (9,894,744)  |
| 本公司擁有人應佔(虧拙)/權益 | (Deficit)/equity attributable to owners of the Company | <b>(673,245)</b>  | (21,517)  | 575,674   | 1,947,816   | 1,765,029  |

附註：

(a) 財務數字乃摘錄自綜合財務報表。

Note:

(a) The financial figures were extracted from the consolidated financial statements.

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