



金地商置

Gemdale Properties & Investment

Gemdale Properties and Investment Corporation Limited

金地商置集團有限公司*

(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: 535)

* For identification purpose only 僅供識別

2023 ANNUAL REPORT

年報





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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Ling Ke
Mr. Huang Juncan (*Chairman*)
Mr. Xu Jiajun (*Chief Executive Officer*)
Mr. Wei Chuanjun (*Chief Financial Officer*)

Non-executive Directors

Mr. Loh Lian Huat
Ms. Zhang Feiyun

Independent Non-executive Directors

Mr. Hui Chiu Chung
Mr. Chiang Sheung Yee, Anthony
Mr. Xia Xiping

COMMITTEES

Audit Committee

Mr. Xia Xiping (*Chairman*)
Mr. Hui Chiu Chung
Mr. Chiang Sheung Yee, Anthony

Nomination Committee

Mr. Huang Juncan (*Chairman*)
Mr. Hui Chiu Chung
Mr. Chiang Sheung Yee, Anthony

Remuneration Committee

Mr. Hui Chiu Chung (*Chairman*)
Mr. Xia Xiping
Mr. Xu Jiajun

COMPANY SECRETARY

Mr. Wong Ho Yin

REGISTERED OFFICE

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

董事會

執行董事

凌克先生
黃俊燦先生 (*主席*)
徐家俊先生 (*行政總裁*)
韋傳軍先生 (*財務總裁*)

非執行董事

Loh Lian Huat先生
張斐鸞女士

獨立非執行董事

許照中先生
蔣尚義先生
夏新平先生

委員會

審核委員會

夏新平先生 (*主席*)
許照中先生
蔣尚義先生

提名委員會

黃俊燦先生 (*主席*)
許照中先生
蔣尚義先生

薪酬委員會

許照中先生 (*主席*)
夏新平先生
徐家俊先生

公司秘書

黃灝賢先生

註冊辦事處

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

Corporate Information

公司資料

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

19/F, Central Tower
28 Queen's Road Central
Central
Hong Kong

香港總辦事處及主要營業地址

香港
中環
皇后大道中28號
中匯大廈19樓

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

MUFG Fund Services (Bermuda) Limited
4th Floor, North Cedar House
41 Cedar Avenue
Hamilton HM 12
Bermuda

股份過戶登記總處

MUFG Fund Services (Bermuda) Limited
4th Floor, North Cedar House
41 Cedar Avenue
Hamilton HM 12
Bermuda

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

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

香港股份過戶登記分處

卓佳標準有限公司
香港
夏慤道16號
遠東金融中心17樓

AUDITORS

Ernst & Young
Certified Public Accountants
Registered Public Interest Entity Auditor

核數師

安永會計師事務所
執業會計師
註冊公眾利益實體核數師

LEGAL ADVISERS

Sidley Austin
Sit, Fung, Kwong & Shum

法律顧問

盛德律師事務所
薛馮鄭岑律師行

PRINCIPAL BANKERS

The Bank of East Asia, Limited
Bank of Communications (Hong Kong) Limited
Chong Hing Bank Limited
Industrial Bank Co., Ltd. Hong Kong Branch
Standard Chartered Bank (Hong Kong) Limited

主要往來銀行

東亞銀行有限公司
交通銀行(香港)有限公司
創興銀行有限公司
興業銀行香港分行
渣打銀行(香港)有限公司

COMPANY WEBSITE

<http://www.gemdalepi.com>

公司網址

<http://www.gemdalepi.com>

STOCK CODE

535

股份代號

535

Chairman's Statement

主席報告



主席
黃俊燦
Chairman
Huang Juncan

I am pleased to present to shareholders the business review and outlook of Gemdale Properties and Investment Corporation Limited (the “**Company**”), together with its subsidiaries (collectively the “**Group**”), for the year ended 31 December 2023.

MARKET OVERVIEW

In 2023, though facing new challenges and complex international circumstances, the Chinese economy achieved a 5.2% growth rate, which was mainly supported by a substantial increase in internal consumption. Meanwhile, the real estate market has continued to experience a downward trend, mainly contributed by insufficient demand and variable risks in difference areas. Though many industry easing policies were introduced by various local government to stimulate demand, sales remained sluggish for most regions.

BUSINESS REVIEW

Though facing difficult market environment unseen in decades, the Group devoted its very effort for stable growth, prudent investments, financial stability, costs reduction and sustainable development. Through tool-based and standardized decision-making systems, project investments, engineering, sales launch and delivery processes were streamlined to enhance operations efficiencies. “Cashflow is King” is the core and utmost important principle to adhere to for the Group. The Group adopted various measures to maximize its cash flow and maintain a balance between price and sales volume in 2023. It has successfully explored various new long-term and low financing channels during the year.

During the year, the Group achieved contracted sales of RMB35.58 billion, a decrease of 42% as compared to corresponding period last year. In 2023, the Group was proud to announce that we have delivered more than 34,000 quality housing units on schedule, with customer satisfaction above 90%.

本人欣然向各位股東提呈金地商置集團有限公司（「**本公司**」）連同其附屬公司（統稱「**本集團**」）截至2023年12月31日止年度之業務回顧與展望。

市場概況

於2023年，儘管面臨新的挑戰和複雜的國際形勢，中國經濟仍取得5.2%的增長，這主要得益於國內消費的大幅增長。與此同時，房地產市場繼續呈下行趨勢，主要原因是需求不足和不同地區的風險變化。儘管各地方政府已推出許多行業寬鬆政策來刺激需求，但大多數地區的銷售仍然低迷。

業務回顧

儘管面對數十年來未見之艱難市場環境，本集團仍致力實現穩定增長、審慎投資、財務穩健、成本降低及可持續發展等核心企業價值。通過工具和標準化決策系統、簡化項目投資、工程、銷售和交付流程，以提高營運效率。「現金流為王」是本集團堅持的最核心、最重要的原則。於2023年，本集團採取多項措施使現金流最大化，在價格與銷量之間維持平衡。本集團於年內成功探索多種新的長期和低成本融資管道。

於年內，本集團實現合約銷售額為人民幣355.8億元，較去年同期下降42%。2023年，本集團驕傲宣佈我們按時交付超過3.4萬套優質住房予業主，客戶滿意度超過90%。本集團截至2023年12月31日止年度的綜合收入為人民幣174.5億元，本公司股東應

Chairman's Statement

主席報告

The consolidated revenue of the Group for the year ended 31 December 2023 was RMB17.45 billion. The profit attributed to the shareholders of the Company was RMB343 million. Basic earnings per share was RMB0.0206 per share.

Though the Group's financial performance has been under pressure in 2023, it managed to be one of the few privately-owned Mainland property developers that record net profits attributable to shareholders and did not default on outstanding debts. This is largely contributed by our indulgence of quality management, prudent operations and commitment to investing commercial properties and business parks which deliver steady cashflow and operating profits.

We devoted long-term efforts in expanding our presence in commercial properties and business parks to improve profits quality and stability. With 20-years' experience in this area, we extended our footprint in investing business parks and commercial properties to enhance investment returns. In 2023, the rental income from commercial properties and business parks increased from RMB1.69 billion to RMB1.94 billion, representing a year-on-year growth of 15%. The Group currently runs 16 commercial projects and 22 business parks in the PRC, covering a GFA of approximately 1,075,000 square meters and 2,002,000 square meters, respectively. It is expected two new commercial projects would commence operations in 2024 which covers GFA of approximately 200,000 square meters. Our business parks business segment has been awarded with "CRIC Top 3 Industrial Park Operators".

The rental income from rental housing business was approximately RMB234.51 million in 2023. Our rental housing brand "Gemdale Strongberry" has aimed at providing quality affordable rental apartments to youths. As of 31 December 2023, it has managed for approximately 9,000 rooms. It has won the title of "CRIC China's Top 10 Outstanding Housing Rental Enterprise Brand" and "Guandian Index • 2023 Influential Housing Rental Brand". We believe in providing quality apartments, bearing social responsibilities and balancing investment returns are the ultimate goals for sustainable development of Gemdale Strongberry. In particular, we would go full steam ahead for issuance of C-REITs in affordable rental housing.

INVESTMENT AND LAND BANK

The Group adhered to prudent investment strategy with primary focus on top tier cities with quality investment returns. As of 31

佔溢利為人民幣3.43億元。每股基本盈利為人民幣0.0206元。

儘管本集團的財務表現在2023年承受壓力，但本集團仍然成功成為少數錄得股東應佔純利且並無拖欠未償還債務的內地私營物業發展商之一。此乃主要由於我們擁有優質的管理、審慎的營運及致力於投資商業物業及產業園，從而帶來穩定的現金流及經營利潤。

我們長期致力於擴大商用物業及產業園業務，以提高盈利質量及穩定性。憑藉在該領域超過20年的經驗，我們將業務擴展至投資產業園及商用物業，以提高投資回報。2023年，商用物業及產業園租金收入由人民幣16.9億元增加至人民幣19.4億元，同比增長15%。本集團目前於中國經營16個商業項目及22個產業園，總建面分別約1,075,000平方米及2,002,000平方米。預期兩個新商業項目將於2024年開始營運，總建面約200,000平方米。我們的產業園業務板塊榮獲「克而瑞產業園區運營商前3名」的獎項。

2023年，租賃住房業務租金收入約人民幣2.3451億元。我們的租賃住房品牌「金地草莓」旨在為年輕人提供優質的經濟租賃公寓。截至2023年12月31日，現行營運約9,000間客房。金地草莓榮獲「克而瑞中國住房租賃企業優秀品牌10強」以及「觀點指數•2023年度影響力住房租賃品牌」。我們相信，提供優質公寓、承擔社會責任及平衡投資回報是金地草莓可持續發展的最終目標。特別是，我們將積極推進發行租賃住房業務之C-REITs。

投資與土地儲備

本集團堅持審慎的投資策略，主要專注於具有優質投資回報的一線城市。截至2023年12月31日，我

Chairman's Statement

主席報告

December 2023, we had land bank with total GFA of 16.07 million square meters under which approximately 83% of landbank were located in first and second tier cities. This quality land bank should support the Group's development for the next 2 years or more.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE

The Group integrates social responsibility into our core value and long-term development goal. It actively responded to the national dual-carbon strategy and established a team implementing various improvement in daily operations to achieve dual-carbon goals. As of 31 December 2023, more than 18.76 million square meters of our developed/under development projects met the green building standards, showing our commitment and devotion in persuading low-carbon and sustainable development corporate mission.

OUTLOOK

Looking forward to 2024, China's economy should record a relatively rapid growth of 4-6%. Its property market is expected to bottom out in second half of 2024 and then recover at a gradual pace from 2025 onwards. As one of the most well-managed real estate enterprises with good financial discipline, the Group should be able to seize the opportunities of resumed demand in real estate market and deliver satisfactory operating results to our shareholders in 2024.

CONCLUSION

On behalf of the Board, I would like to express my heartfelt thanks to our shareholders, business partners and customers for their full support to the Group in such a difficult year 2023. I would also like to take this opportunity to express my gratitude to our directors, management and staffs for their valuable contributions. We will continue to forge ahead and maintain sustainable growth, enhancing our competitiveness and operating efficiency to become one of the most successful property developers and operators in China.

Mr. Huang Juncan

Chairman

Hong Kong, 12 March 2024

我們的土地儲備總建面約1,607萬平方米，其中約83%位於一二線城市。優質土地儲備將支持本集團未來兩年或以上的發展。

環境、社會及管治

本集團將社會責任融入我們的核心價值及長期發展目標。積極響應國家雙碳戰略，組建團隊，在日常運營中落實各項提升，實現雙碳目標。截至2023年12月31日，我們擁有超過1,876萬平方米的已建成／在建項目符合綠色建築標準，展現我們對低碳和可持續發展的企業使命的承諾和追求。

展望

展望2024年，中國經濟應錄得4-6%的較高速增長。預計房地產市場將於2024年下半年觸底，並將於2025年開始逐步復甦。本集團作為管理最完善的房地產企業之一，且具有良好的財務紀律，應能把握房地產市場恢復需求的機會，並於2024年為股東帶來令人滿意的經營業績。

結語

本人謹代表董事會向各位股東、合作夥伴及客戶於艱難的2023年對本集團的全力支持致以衷心謝意。本人亦藉此機會感謝各位董事、管理層及員工的寶貴貢獻。我們將繼續銳意進取，保持可持續增長，提高我們的競爭力和運營效率，成為中國最成功的房地產開發商和運營商之一。

黃俊燦先生

主席

香港，2024年3月12日

Financial Highlights

財務概要

		Year ended 31 December 2023	Year ended 31 December 2022
		截至2023年 12月31日 止年度	截至2022年 12月31日 止年度 (Restated) (重列)
(In RMB'000)	(以人民幣千元為單位)		
Revenue	收入	17,452,374	10,302,492
Profit attributable to owners of the Company	本公司持有人應佔溢利	342,718	2,323,906
Earnings per share (Basic: RMB)	每股盈利(基本：人民幣元)	0.0206	0.1400

		As at 31 December 2023	As at 31 December 2022
		於2023年 12月31日	於2022年 12月31日 (Restated) (重列)
(In RMB'000)	(以人民幣千元為單位)		
Total assets	資產總額	91,098,407	86,034,492
Total liabilities	負債總額	64,750,005	59,012,850
Total equity (including non-controlling interests)	權益總額 (包括非控股股東權益)	26,348,402	27,021,642
Total borrowings	貸款總額	22,850,660	24,364,062
Net borrowings	貸款淨額	17,689,391	17,516,820
Net asset value per share (RMB)	每股資產淨值(人民幣元)	1.353	1.351
Cash and bank deposits over total current portion borrowings	現金及銀行存款除以 流動借款總額	1.9	1.9
Gearing ratio	負債比率	87%	90%
Net borrowings over total equity	貸款淨額除以權益總額	67%	65%

Financial Review

財務回顧

FINANCIAL REVIEW

The accounting policies and methods of computation used in the preparation of the financial statements for the year ended 31 December 2023 were consistent with those used in the last financial year ended 31 December 2022, except that the Group has applied, for the first time, the new and revised Hong Kong Financial Reporting Standards (“HKFRSs”, which included all HKFRSs, Hong Kong Accounting Standards and Interpretations) issued by Hong Kong Institute Certified Public Accountants which are effective for the Group’s financial year beginning on or after 1 January 2023.

RESULTS FOR THE YEAR ENDED 31 DECEMBER 2023

The revenue of the Group for the year ended 31 December 2023 increased to RMB17,452.4 million from RMB10,302.5 million for the year ended 31 December 2022. The increase was primarily due to the increase in revenue recognised from sales of properties by RMB7,356.6 million.

Other income and gains increased to RMB1,604.1 million for the year ended 31 December 2023 from RMB1,122.6 million for the year ended 31 December 2022. The increase was mainly due to increase in remeasurement gain of RMB300.0 million arising from acquisition of subsidiaries. Further, interest income and consultancy fee income were also increased by RMB235.5 million in total.

The fair value gain of investment properties of RMB611.4 million was reported for the year ended 31 December 2023, against RMB1,437.0 million for the year ended 31 December 2022. Furthermore, the Group’s financial assets at fair value recorded a fair value loss of RMB0.9 million for the year ended 31 December 2023, against fair value gain of RMB40.8 million for the year ended 31 December 2022.

財務回顧

編製截至2023年12月31日止年度之財務報表所採用之會計政策及計算方法，與截至2022年12月31日止上一財政年度所採用者一致，惟本集團已首次採納由香港會計師公會頒佈並自2023年1月1日或之後本集團財政年度開始生效之新訂及經修訂香港財務報告準則（「香港財務報告準則」）（包括所有香港財務報告準則、香港會計準則及詮釋）除外。

截至2023年12月31日止年度業績

本集團截至2023年12月31日止年度之收入由截至2022年12月31日止年度之人民幣10,302,500,000元增加至人民幣17,452,400,000元。本年度收入增加主要是由於物業銷售確認之收入增加人民幣7,356,600,000元。

截至2023年12月31日止年度之其他收入及收益由截至2022年12月31日止年度之人民幣1,122,600,000元增加至人民幣1,604,100,000元。主要增加原因乃來自收購附屬公司之評估收益增加人民幣300,000,000元。此外，利息收入及顧問服務收入也合共增加人民幣235,500,000元。

截至2023年12月31日止年度內之投資物業公允價值收益錄得人民幣611,400,000元，而截至2022年12月31日止年度則為人民幣1,437,000,000元。此外，本集團以公允價值計量之金融資產截至2023年12月31日止年度內錄得公允價值損失人民幣900,000元，而截至2022年12月31日止年度公允價值收益則為人民幣40,800,000元。

Financial Review

財務回顧

The Group's direct operating expenses and administrative expenses for the year ended 31 December 2023 decreased to RMB1,479.8 million and RMB127.6 million from RMB1,639.3 million and RMB200.4 million for the year ended 31 December 2022, respectively. The decrease is mainly due to reduction in salaries and wages and control of various expenses incurred during the year.

The finance costs went up to RMB1,345.4 million for the year ended 31 December 2023 from RMB1,116.5 million for the year ended 31 December 2022, increased by RMB228.9 million. It is mainly due to increase in financing for the investment properties in operation and the rise in interest rates on HK\$ and US\$ bank borrowings.

Due to the unfavourable changes in the real estate market of Chinese Mainland, the Group made further impairment losses of RMB407.6 million for the inventory of properties of certain subsidiaries for the year ended 31 December 2023, against impairment losses of RMB598.1 million for the year ended 31 December 2022. In addition, the Group made impairment losses of RMB325.9 million for the receivables for the year, against RMB54.4 million for the prior year. The increase in impairment of receivables was mainly due to impairment losses of RMB250.7 million provided for the receivables from certain joint ventures in respect of the impairment made for the inventory of properties held by these joint ventures.

Share of results of joint ventures and associates of the Group reported an aggregate loss of RMB356.3 million for the year ended 31 December 2023, against an aggregate profit of RMB2,159.7 million for the year ended 31 December 2022, representing decrease of RMB2,516.0 million. During the year, the Group made impairment losses for the inventory of properties held by certain joint ventures and associates and resulted in large losses incurred by joint ventures and associates.

Overall, the Group's profit attributable to owners of the Company decreased from RMB2,323.9 million for the year ended 31 December 2022 to RMB342.7 million for the year ended 31 December 2023. The decrease was mainly due to large impairment losses made for the inventory of properties during the year.

The Group recorded basic earnings per share of RMB0.0206 for the year ended 31 December 2023, against basic earnings per share of RMB0.1400 for the year ended 31 December 2022, representing a decrease of 85%. The diluted earnings per share for the current year and prior year were RMB0.0206 and RMB0.1398 respectively.

本集團截至2023年12月31日止年度錄得之直接經營開支及行政開支，由截至2022年12月31日止年度之人民幣1,639,300,000元及人民幣200,400,000元分別減少至人民幣1,479,800,000元及人民幣127,600,000元。開支減少原因主要是年內人工工資減少及控制各項費用支出。

截至2023年12月31日止年度之財務費用由截至2022年12月31日止年度人民幣1,116,500,000元上升至人民幣1,345,400,000元，增加人民幣228,900,000元。主要原因是在營投資物業融資金額有所增加，以及港元及美元銀行借款利率上升所致。

由於國內房地產市場之不利變化，截至2023年12月31日止年度本集團進一步對若干附屬公司之物業存貨計提減值損失人民幣407,600,000元，而截至2022年12月31日止年度物業存貨減值損失則為人民幣598,100,000元。此外，本集團年內就應收賬款計提減值虧損人民幣325,900,000元，相對上年度為人民幣54,400,000元。應收賬款減值增加主要因本集團合營公司之物業存貨也存在減值損失，導致對相關合營公司之應收款計提減值虧損人民幣250,700,000元。

本集團截至2023年12月31日止年度錄得應佔合營公司及聯營公司之虧損總額為人民幣356,300,000元，而截至2022年12月31日止年度則為溢利總額人民幣2,159,700,000元，減少人民幣2,516,000,000元。本集團於年內就若干合營及聯營公司之物業存貨計提減值撥備，以致合營公司及聯營公司業績錄得大額虧損。

整體而言，本集團截至2023年12月31日止年度錄得之本公司持有人應佔溢利由截至2022年12月31日止年度人民幣2,323,900,000元減少至人民幣342,700,000元。溢利減少主要原因乃本年度就物業存貨計提大額減值所致。

本集團錄得截至2023年12月31日止年度每股基本盈利為人民幣0.0206元，截至2022年12月31日止年度則為人民幣0.1400元，減少85%。本年度及上年度之每股攤薄盈利分別為人民幣0.0206元及人民幣0.1398元。

Financial Review

財務回顧

BUSINESS SEGMENTS

Property development

For the year ended 31 December 2023, the revenue of property development segment increased to RMB16,263.7 million, representing 93% of the total revenue, compared with RMB8,907.1 million, representing 86% of the total revenue for the year ended 31 December 2022. The increase in the segment revenue was primarily due to increase in the areas delivery of the sales properties. The segment result for the current year reported a profit of RMB1,053.6 million, against RMB2,314.0 million for the last year, decreased by RMB1,260.4 million. The decrease in segment result was mainly due to large impairment losses made for the inventory of properties during the year.

Property investment and management

The revenue earned by the property investment and management segment for the year ended 31 December 2023 increased from RMB1,128.6 million, representing 11% of the total revenue for the year ended 31 December 2022, to RMB1,188.6 million, representing 7% of the total revenue. The increase was mainly contributed by Shenzhen Business Park Phase III with higher occupancy rate as compared with the prior year. The segment results for the year ended 31 December 2023 reported a profit of RMB2,076.5 million, against a profit of RMB2,153.5 million for the year ended 31 December 2022, a decrease of RMB77.0 million. It was mainly due to a decrease in fair value gain on investment properties.

SHAREHOLDERS' EQUITY

The Group's attributable to shareholders' equity slightly increased from RMB22,442.8 million as at 31 December 2022 to RMB22,484.5 million as at 31 December 2023.

業務分部

物業發展

截至2023年12月31日止年度，物業發展分部之收入增加至人民幣16,263,700,000元，佔總收入之93%，相對截至2022年12月31日止年度之收入則為人民幣8,907,100,000元，佔總收入之86%。分部收入增加主要是本年銷售物業交付之面積增加所致。本年度物業發展分部之溢利錄得人民幣1,053,600,000元，相對上年則為人民幣2,314,000,000元，減少人民幣1,260,400,000元，主要原因是本年度對物業存貨作出大額減值。

物業投資及管理

物業投資及管理分部獲得之收入由截至2022年12月31日止年度之人民幣1,128,600,000元，佔總收入11%，增加至截至2023年12月31日止年度之人民幣1,188,600,000元，佔總收入之7%。收入增加主要因深圳威新科技園第3期之出租率較去年有所上升。截至2023年12月31日止年度之分部業績錄得溢利人民幣2,076,500,000元，而截至2022年12月31日止年度之業績則為溢利人民幣2,153,500,000元，減少人民幣77,000,000元。分部業績減少主要是本年度投資物業公允值收益減少。

股東權益

本集團股東權益總額由2022年12月31日人民幣22,442,800,000元輕微增加至2023年12月31日人民幣22,484,500,000元。

FINANCIAL RESOURCES, LIQUIDITY AND CAPITAL STRUCTURE

財務資源、流動資金及資本架構

Liquidity and capital resources

The Group's deposits, bank and cash balances (including restricted cash) decreased by 25% to RMB5,161.3 million as at 31 December 2023 from RMB6,847.2 million as at 31 December 2022. The decrease was mainly due to payments of property development costs and PRC taxes, and repayment of debts.

流動資金及資本資源

本集團之存款、銀行及現金結餘(包括受限制現金)由2022年12月31日人民幣6,847,200,000元下降25%至2023年12月31日人民幣5,161,300,000元。減少之原因主要支付物業開發成本、國內稅項及償還債務。

Borrowings

During the year, the Group has arranged several bank borrowings amounting to RMB10,266.8 million of which RMB9,055.4 million were secured long-term bank borrowings. Meanwhile, the Group has also repaid bank and other borrowings amounting to RMB6,124.3 million. As at 31 December 2023, total bank and other borrowings of the Group amounted to RMB11,452.7 million with interest rates ranging from 3.15% to 7.36% per annum.

貸款

本集團於本年內已安排了若干銀行貸款合共人民幣10,266,800,000元，其中人民幣9,055,400,000元銀行貸款乃有抵押長期銀行貸款。同時，本集團亦已償還銀行貸款及其他貸款人民幣6,124,300,000元。於2023年12月31日，本集團之銀行及其他貸款總額為人民幣11,452,700,000元，年利率介乎3.15%至7.36%。

The net debt (measured by total borrowings minus cash and bank deposits (including restricted cash)) increased by RMB172.6 million to RMB17,689.4 million as at 31 December 2023 from RMB17,516.8 million as at 31 December 2022. The Group's net debt ratio (defined as net debt over total equity, including non-controlling interests) increased to 67% as at 31 December 2023, from 65% as at 31 December 2022. The Group's net debt ratio is at a reasonable level with healthy debt structure and high proportion of long-term borrowings. The safety margin is considered relatively sufficient.

債務淨額(以貸款總額減現金及銀行存款(包括受限制現金)計算)於2023年12月31日為人民幣17,689,400,000元，較2022年12月31日人民幣17,516,800,000元，增加人民幣172,600,000元。本集團之債務淨額比率(定義為債務淨額除以權益總額，包括非控股股東權益)由2022年12月31日之65%上升至2023年12月31日之67%。本集團債務淨額比率處於合理區間，長期負債佔比較高，債務結構健康，安全邊際相對充足。

Financial Review

財務回顧

The maturity profiles of the Group's outstanding borrowings as at 31 December 2023 and 31 December 2022 are summarised as below:

本集團於2023年12月31日及2022年12月31日尚未償還貸款之還款期情況概述如下：

		As at 於	
		31 December 2023 12月31日 RMB'000 人民幣千元	31 December 2022 2022年 12月31日 RMB'000 人民幣千元
Short-term and long-term bank and other borrowings:	短期與長期銀行及其他貸款:		
Within the first year or on demand	於第一年內或按要求時償還	1,211,774	3,203,482
In the second year	於第二年內	1,541,583	594,845
In the third to fifth years, inclusive	於第三至第五年內,包括首尾兩年	2,717,447	891,574
Over five years	五年以上	5,981,944	1,308,323
		11,452,748	5,998,224
Loans from related parties:	關連方貸款:		
Within the first year or on demand	於第一年內或按要求時償還	63,626	-
In second year	於第二年內	-	3,617,591
In the third to fifth years, inclusive	於第三至第五年內,包括首尾兩年	4,714,602	14,748,247
Over five years	五年以上	6,619,684	-
		11,397,912	18,365,838
Total borrowings	貸款總額	22,850,660	24,364,062

Financial Review

財務回顧

FINANCIAL MANAGEMENT

Foreign currency risk

As at 31 December 2023, borrowings were denominated in United States dollar (“US\$”), RMB and HK\$. The Group mainly operates in Chinese Mainland and most of the transactions, assets and liabilities are denominated in RMB, thus the Group is exposed to foreign currency risk. Moderate fluctuation of RMB against HK\$ and US\$ was expected, the Group considered the foreign currency risk exposure was acceptable. The Group will review and monitor its currency exposure from time to time and when appropriate hedge its currency risk.

The currency denominations of the Group’s outstanding borrowings as at 31 December 2023 and 31 December 2022 are summarised below:

		As at	
		31 December	31 December
		2023	2022
		2023年	2022年
		12月31日	12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
HK\$	港幣	362,288	1,443,633
RMB	人民幣	13,898,511	13,101,537
US\$	美元	8,589,861	9,818,892
Total	總額	22,850,660	24,364,062

Interest rate risk

As at 31 December 2023, 61% of borrowings of the Group were on a floating rate basis (31 December 2022: 66%) where 97% (31 December 2022: 82%) of floating rate loans were denominated in RMB. While low fluctuation of RMB interest rate was expected, the interest rate risk exposure was considered acceptable and no hedging was considered necessary. The Group will continue to monitor the suitability and cost efficiency of hedging instrument (including interest rates swaps) and consider a mix of fixed and floating rate borrowings in order to manage interest rate risk.

財務管理

外匯風險

於2023年12月31日，貸款按美元、人民幣及港幣記賬。本集團主要於中國大陸內經營業務，大部份交易、資產及負債按人民幣記帳，因而本集團正承受外匯風險。預期人民幣兌港幣及美元之匯率有適量之變動，但本集團認為有關外匯風險仍可接受。本集團將不時檢討及監察貨幣風險，並於適當時候對沖其貨幣風險。

本集團於2023年12月31日及2022年12月31日尚未償還之貸款按記賬貨幣分類概述如下：

		As at	
		31 December	31 December
		2023	2022
		2023年	2022年
		12月31日	12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
HK\$	港幣	362,288	1,443,633
RMB	人民幣	13,898,511	13,101,537
US\$	美元	8,589,861	9,818,892
Total	總額	22,850,660	24,364,062

利率風險

於2023年12月31日，本集團61%（2022年12月31日：66%）貸款按浮動利率計息，當中97%（2022年12月31日：82%）之浮動利率貸款乃按人民幣記賬。預期人民幣貸款利率變動不大，利率風險被視為可接受，故毋須考慮對沖。本集團將繼續監控對沖工具（包括利率掉期）之適當性及成本效益，以及考慮固定及浮動利率組合貸款之需要，以便管理其利率風險。

Financial Review

財務回顧

PLEDGE OF ASSETS

The Group had the following pledged assets to secure bank borrowings granted to the Group as at 31 December 2023 and 31 December 2022:

資產抵押

於2023年12月31日及2022年12月31日，本集團已抵押以下資產以獲取向本集團授出之銀行貸款：

		As at	
		31 December	31 December
		2023	2022
		2023年	2022年
		12月31日	12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Investment properties	投資物業	14,641,920	1,665,680
Properties under development	發展中物業	3,190,026	-
Properties held for sale	待出售物業	200,560	-
Restricted cash	受限制資金	240,603	-
Total	總額	18,273,109	1,665,680

CONTINGENT LIABILITIES

(a) As at 31 December 2023, the Group provided guarantees to certain banks in respect of mortgage granted by banks relating to the mortgage loans arranged for purchasers of the Group's properties. Pursuant to the terms of the guarantees, upon default in mortgage payments by these purchasers, the Group is responsible for repaying the outstanding mortgage principals together with the accrued interest and penalty owed by the defaulting purchasers to the banks and the Group is entitled but not limited to take over the legal titles and possession of the related properties. The Group's guarantee period starts from the dates of grant of the relevant mortgage loans and ends upon issuance of the real estate ownership certificates. As at 31 December 2023, the Group's outstanding guarantees in connection with the arrangement amounted to RMB4,313,704,000 (31 December 2022: RMB4,199,480,000).

或然負債

(a) 於2023年12月31日，就銀行提供按揭貸款予本集團物業之買家，本集團向若干該等銀行提供擔保。根據擔保條款，若該等買家拖欠按揭款項，本集團有責任向銀行償還該等買家拖欠之未償還按揭本金連同應付利息及罰款，而本集團有權但不限於接管有關物業之法定所有權及其擁有權。本集團之擔保期限由提供相關按揭貸款當日開始至出具物業房產證為止。於2023年12月31日，本集團尚未結清之擔保為人民幣4,313,704,000元（2022年12月31日：人民幣4,199,480,000元）。

Financial Review

財務回顧

The Directors consider that the fair value of the guarantees is not significant and in case of defaulting payments, the net realisable value of the related properties will be sufficient to cover the outstanding mortgage principals, the accrued interest and penalty. Therefore, no provision has been made in the financial statements for the year ended 31 December 2023 (31 December 2022: Nil) for these guarantees.

- (b) At the end of the reporting period, the Group provided an aggregate maximum guarantees of US\$125,956,000 (equivalent to RMB892,110,000) (31 December 2022: US\$152,376,000 (equivalent to RMB1,061,240,000)) to financial institutions for facilities granted to joint ventures of the Group. As at 31 December 2023, the facilities guaranteed by the Group to the joint ventures were utilised to the extent of approximately RMB753,271,000 (31 December 2022: RMB933,272,000).

The Directors consider that the fair value of the guarantees is not significant and in case of defaulting payments, the net realisable value of properties under development owned by these joint ventures will be sufficient to cover the outstanding mortgage principals, the accrued interest and penalty. Therefore, no provision has been made in the financial statements for the year ended 31 December 2023 (2022: Nil) for these guarantees.

董事考慮擔保之公允值並不重大，並且倘出現買家拖欠款項時，有關物業之可變現淨值將足以彌補未償還按揭本金、應付利息及罰款，因此，截至2023年12月31日止年度並無就該等擔保於財務報表內計提撥備（2022年12月31日：無）。

- (b) 於本報告期末，就金融機構授出融資予本集團合營公司，本集團向該等金融機構提供最高擔保總額美元125,956,000（相等於人民幣892,110,000元）（2022年12月31日：美元152,376,000（相等於人民幣1,061,240,000元））。於2023年12月31日，由本集團擔保而提供予該等合營公司之融資已動用人民幣753,271,000元（2022年12月31日：人民幣933,272,000元）。

董事認為擔保之公允值並不重大，並且倘出現買家拖欠款項時，該等合營公司持有之發展中物業之可變現淨值將足以彌補未償還按揭本金、應付利息及罰款，因此，截至2023年12月31日止年度並無就該等擔保於財務報表內計提撥備（2022年：無）。

Five-year Financial Summary

五年財務概要

		Year ended 31 December 2023 截至2023年 12月31日 年度	Year ended 31 December 2022 截至2022年 12月31日 年度	Year ended 31 December 2021 截至2021年 12月31日 年度	Year ended 31 December 2020 截至2020年 12月31日 年度	Year ended 31 December 2019 截至2019年 12月31日 年度
(In RMB'000)	(以人民幣千元為單位)		(Restated) (重列)	(Restated) (重列)	(Restated) (重列)	(Restated) (重列)
Results		業績				
Revenue	收入	17,452,374	10,302,492	14,184,795	16,884,335	11,710,186
Profit before tax	除稅前溢利	1,785,034	3,488,168	5,723,802	7,280,175	7,431,491
Tax	稅項	(952,282)	(1,121,404)	(1,383,974)	(2,426,158)	(2,922,999)
Profit for the year	年內溢利	832,752	2,366,764	4,339,828	4,854,017	4,508,492
Attributable to:	以下人士應佔:					
Owners of the Company	本公司持有人	342,718	2,323,906	4,025,125	4,373,323	3,804,469
Non-controlling interests	非控股股東權益	490,034	42,858	314,703	480,694	704,023
		832,752	2,366,764	4,339,828	4,854,017	4,508,492
		As at 31 December 2023 於2023年 12月31日	As at 31 December 2022 於2022年 12月31日	As at 31 December 2021 於2021年 12月31日	As at 31 December 2020 於2020年 12月31日	As at 31 December 2019 於2019年 12月31日
(In RMB'000)	(以人民幣千元為單位)		(Restated) (重列)	(Restated) (重列)	(Restated) (重列)	(Restated) (重列)
Assets and liabilities		資產與負債				
Total assets	資產總額	91,098,407	86,034,492	77,113,146	64,431,150	63,174,488
Total liabilities	負債總額	(64,750,005)	(59,012,850)	(52,489,027)	(43,308,088)	(45,272,201)
Total equity (including non-controlling interests)	權益總額(包括非控股股東權益)	26,348,402	27,021,642	24,624,119	21,123,062	17,902,287

Review of Operations

業務回顧

LAND BANK

Our management believes that a sizable and quality land bank is the key for a property developer to succeed in a competitive property market in the PRC. Our core competitive edge includes good timing for land acquisition at competitive pricing as well as professional projects cashflow management.

As at 31 December 2023, the Group's land bank totalled 16.07 million square meters. Under the Group's land bank, approximately 27% were located in first-tier cities, which included Beijing, Shanghai, Guangzhou and Shenzhen; 56% were located in the second-tier cities, including Nanjing, Suzhou, Hangzhou, Qingdao, Wuhan, Changsha, Chengdu, Kunming, Jinan, Nanchang, Xuzhou and Wenzhou, etc.; and the remaining 17% were located in the third-tier and other cities.

Land acquisitions in 2023

During 2023, the Group acquired two land projects in the PRC, with attributable total planned GFA of approximately 109,100 square meters. The attributable consideration paid by the Group amounted to approximately RMB508 million and the average land acquisition cost of which was approximately RMB4,700 per square meter.

SEGMENT INFORMATION

Properties sales and development

As the overall sales of property in the PRC slowdown rapidly, the Group achieved an aggregated contracted sales of approximately RMB35,578 million in 2023 with a total contracted sales area of approximately 2,522,000 square meters, representing a decrease of 42% and 15% compared to 2022, respectively. The average selling price was approximately RMB14,100 per square meter in 2023, representing a decrease of 32% compared to 2022.

Property investment and management

The Group is committed to acquiring investment properties in prime locations situated in economically developed cities. At present, the Group's property investments mainly include commercial/office projects, business parks and rental housing, etc.

土地儲備

我們的管理層相信，規模龐大且優質的土地儲備是物業發展商在中國競爭激烈的房地產市場取得成功的關鍵，我們的核心競爭優勢包括適時以具競爭力的價格收購土地以及專業項目現金流管理。

於2023年12月31日，本集團的土地儲備合共1,607萬平方米。本集團的土地儲備中約27%位於北京、上海、廣州及深圳的一線城市；56%位於二線城市（包括南京、蘇州、杭州、青島、武漢、長沙、成都、昆明、濟南、南昌、徐州、溫州等）；其餘17%位於三線及其他城市。

2023年的土地收購

於2023年期間，本集團於中國收購了兩個土地項目，應佔規劃總樓面面積約10.91萬平方米。本集團支付的應佔代價約人民幣5.08億元，其平均土地收購成本每平方米約人民幣4,700元。

分部資料

物業銷售及發展

隨著中國房地產整體銷售急速放慢，本集團於2023年實現累計合約銷售總額約人民幣355.78億元，總合約銷售面積約252.2萬平方米，較2022年同期分別下跌42%及15%，2023年銷售均價為每平方米約人民幣14,100元，較2022年下跌32%。

物業投資及管理

本集團致力獲取於經濟發達城市優質地段之投資物業，目前本集團的物業投資類型主要包括：商辦項目、產業園以及租賃住房等。

Review of Operations

業務回顧

As of 31 December 2023, the Group (including those under associates and joint ventures) had a GFA of approximately 3.35 million square meters of investment properties (including sub-leasing properties) in operation in China, representing a year-on-year growth of 32%. Total revenue from rental and related services generated from these properties was approximately RMB2.17 billion during the year, representing a year-on-year growth of 14%.

The Group (including those under associates and joint ventures) held operating commercial/office projects with a total GFA of approximately 1.07 million square meters, and generated total revenue from rental and related services of approximately RMB1,110 million, representing a year-on-year growth of approximately 9%. Among them, the annual average occupancy rate of Phases 1 and 2 of Vision Shenzhen Business Park in Nanshan District, Shenzhen reached 94%. And the occupancy rate of Phase 3 of Vision Shenzhen Business Park reached 83%. Its tenants in Phases 1, 2 and 3 of Vision Shenzhen Business Park include large listed companies such as Intel, Nvidia, BASF, Tencent and Flextronics.

Meanwhile, the Group (including those under associates and joint ventures) held the business parks in operation with a total GFA of approximately 2 million square meters, and recorded a total revenue from rental and related services of approximately RMB830 million in 2023, representing a year-on-year growth of 24%. The average occupancy rate of the business park projects during the stable operation period reached 95% or above. The business park operations has been ranked the Top 3 in the authoritative list of the industry for two consecutive years, and projects such as Chengdu Chenghua Innovation Base, Guangzhou Huangpu Science and Technology Innovation Park and Shanghai Dadai Artificial Intelligence Innovation Park have won the industry's excellent business park awards.

截至2023年12月31日止，本集團（含聯營及合營企業）於國內持有已開業投資物業（包括轉租物業）之總建面約335萬平方米，同比增長32%。該等物業在本年度錄得租賃及相關服務之總收入約人民幣21.7億元，同比增長14%。

本集團（含聯營及合營企業）持有在營運的商辦項目總建面約107萬平方米，錄得租賃及相關服務總收入約人民幣11.1億元，同比增長約9%。其中，深圳南山區深圳威新科技園1、2期全年平均出租率達94%。同時，深圳威新科技園3期出租率已達83%。深圳威新科技園1、2、3期入駐企業包括英特爾、英偉達、巴斯夫、騰訊及偉創力等大型上市公司。

同時，本集團（含聯營及合營企業）持有在營運的產業園總建面約200萬平方米，於2023年錄得租賃及相關服務總收入約人民幣8.3億元，同比增長24%。穩定運營期的產業園項目的平均出租率達95%或以上。產業園業務連續兩年進入行業權威榜單Top 3，成都成華創新基地、廣州黃埔科創園及上海達闢人工智能創新園等項目均獲得行業優秀產業園區獎項。

Review of Operations

業務回顧

Our rental housing brand “Gemdale Strongberry” aims to provide high-quality and affordable rental apartments to youths. The rental housing business recorded revenue of approximately RMB230 million for the year, representing a year-on-year growth of 5%. Our rental housing business has entered the Top 10 of the authoritative list of the industry, and won the honor of the most influential housing rental brand in 2023. Our Shanghai Baoshan Nanda subsidized rental housing project is under construction and it progressed smoothly, It set an example for heavy asset investment in rental housing and promoting the long-term development of the rental housing business.

The investment properties held by the Group under proposed construction and under construction will also be put into operation successively, which will continue to generate stable revenue and cash inflow to the Group.

我們的租賃住房品牌「金地草莓社區」旨在為年輕人提供優質的經濟租賃公寓。租賃住房業務在本年度錄得收入約人民幣2.3億元，同比增長5%。租賃住房業務進入行業權威榜單Top 10，並獲得2023年度影響力住房租賃品牌的殊榮，在建的上海寶山南大保障性租賃住房項目目前進展順利，為租賃住房重資產投資樹立了典範，促進租賃住房業務的長遠發展。

本集團持有之擬建及在建投資物業也將相繼投入運營，並將持續為本集團帶來穩定收益及現金流入。

Profiles of Directors and Company Secretary

董事及公司秘書簡介

EXECUTIVE DIRECTORS

Mr. Ling Ke (“Mr. Ling”), aged 64, has been an Executive Director of the Company since November 2012. Mr. Ling worked at Gemdale Corporation during the period from 1992 to 2023. He was the chairman and a director of Gemdale Corporation and was overall responsible for the development of Gemdale Corporation, particularly in charge of strategic planning. Mr. Ling has extensive experience in strategic planning, property development and corporate management. He holds a master’s degree in Engineering Management from Zhejiang University, the PRC. He is granted the professional title of Senior Economist.

Mr. Huang Juncan (“Mr. Huang”), aged 53, has been an Executive Director of the Company and the Chairman of the Group since November 2012. He is also the chairman of the Nomination Committee of the Company. Mr. Huang joined Gemdale Corporation in 1992. He is also a director, the President and the acting Chairman of Gemdale Corporation who is in charge of the whole operation of Gemdale Corporation. Mr. Huang has extensive experience in property investment, design, construction, marketing and corporate management. He holds a bachelor’s degree in Civil Engineering from Tongji University, the PRC and an EMBA from Wudaokou College of Finance, Tsinghua University.

Mr. Xu Jiajun (“Mr. Xu”), aged 45, has been an Executive Director and the Chief Executive Officer of the Company since October 2012 and January 2013, respectively. He is also a member of the Remuneration Committee of the Company. Mr. Xu is a director, Senior Vice President and the Board Secretary of Gemdale Corporation and is responsible for capital management, strategic planning and daily operation of Gemdale Corporation. Mr. Xu has extensive experience property development, property investment, corporate management and strategic planning. He was awarded the “Gold medal prize of Board Secretary” by New Fortune Magazine from 2010 to 2016, and was awarded the “Best Board Secretary” by Money Week in 2011 and 2012. He holds a master’s degree in management from Shanghai University of Finance and Economics, the PRC.

Mr. Wei Chuanjun (“Mr. Wei”), aged 55, has been an Executive Director and the Chief Financial Officer of the Company since October 2012. Mr. Wei joined Gemdale Corporation in 2003 and currently is a director, Senior Vice President and the Chief Financial Officer of Gemdale Corporation who is responsible for overall finance & accounting and financing of Gemdale Corporation. Mr. Wei has extensive experience in property development and financial management. He is a fellow member of Association of Chartered Certified Accountants and a member of The Chinese Institute of Certified Public Accountants. He holds a MBA from Shanghai University of Finance and Economics, the PRC.

執行董事

凌克先生（「凌先生」），64歲，自2012年11月起擔任本公司執行董事。凌先生於1992至2023年期間任職金地（集團）股份有限公司，擔任金地（集團）股份有限公司董事長及董事，全面負責金地（集團）股份有限公司發展，特別是負責戰略規劃方面的工作。凌先生於戰略規劃、物業開發及企業管理方面擁有豐富經驗。彼持有中國浙江大學工程管理碩士學位，並取得高級經濟師的專業資格。

黃俊燦先生（「黃先生」），53歲，自2012年11月起擔任本公司執行董事及本集團主席。彼亦為本公司提名委員會主席。黃先生於1992年加入金地（集團）股份有限公司。彼亦擔任金地（集團）股份有限公司董事、總裁及代行董事長，負責金地（集團）股份有限公司之整體運營工作。黃先生於物業投資、設計、建造、營銷和企業管理方面擁有豐富經驗。彼持有中國同濟大學工學學士學位及清華大學五道口金融學院EMBA學位。

徐家俊先生（「徐先生」），45歲，分別自2012年10月及2013年1月起擔任本公司執行董事及行政總裁。彼亦為本公司薪酬委員會成員。徐先生亦擔任金地（集團）股份有限公司董事、高級副總裁及董事會秘書，負責金地（集團）股份有限公司之資本管理、戰略規劃以至日常營運的工作。徐先生於物業發展、物業投資、企業管理及戰略規劃方面擁有豐富經驗。彼於2010年至2016年獲《新財富》雜誌授予「金牌董秘」稱號，並於2011年及2012年獲《理財周報》評為「最佳董事會秘書」。彼持有中國上海財經大學管理學碩士學位。

韋傳軍先生（「韋先生」），55歲，自2012年10月起擔任本公司執行董事兼財務總裁。韋先生於2003年加入金地（集團）股份有限公司，現擔任金地（集團）股份有限公司董事、高級副總裁兼公司財務負責人，負責金地（集團）股份有限公司之整體財務及會計以及融資工作。韋先生於物業發展及財務管理方面擁有豐富經驗。彼為特許公認會計師公會資深會員，亦為中國註冊會計師協會會員。彼持有中國上海財經大學MBA學位。

Profiles of Directors and Company Secretary

董事及公司秘書簡介

NON-EXECUTIVE DIRECTORS

Mr. Loh Lian Huat (“Mr. Loh”), aged 60, has been a Non-executive Director of the Company since May 2015. Mr. Loh is the Founder of Silkrouteasia Capital Partners Pte. Ltd., an investment advisory, asset management and direct real estate investments firm. He has over 22 years of experience in the corporate real estate asset management industry. Prior to setting-up Silkrouteasia Capital Partners Pte. Ltd. in 2011, Mr. Loh worked at MEAG Pacific Star Asset Management Pte. Ltd. from May 2005 to July 2008. From 2000 to 2005, Mr. Loh worked at GIC Real Estate Pte. Ltd. Mr. Loh was the lead independent director of OUE Commercial REIT Management Pte. Ltd., the manager of OUE Commercial REIT, which is listed on the Singapore Stock Exchange. Mr. Loh holds a Bachelor of Science degree in Mechanical Engineering from the National Defense Academy, Japan, and a Master of Science degree in defence technology from the Royal Military College of Science, United Kingdom.

Ms. Zhang Feiyun (“Ms. Zhang”), aged 38, has been a Non-executive Director of the Company since May 2015. Ms. Zhang founded Zhongsai Capital in 2013 and served as the managing partner. She has been the CEO of Meridian and Saturn Capital since 2022, focusing on the management of equity investment funds, securities investment funds and direct investment in projects. The funds she manages include Guangdong Southern Media Convergence Development Investment Fund, Shanghai Hengsai Qingxi Venture Capital Fund, Shanghai Dongshu Venture Capital Fund, Shanghai Shuyuan Venture Capital Fund and Shanghai Huitai Zhongsai Private Equity Investment Fund. From 2010 to 2012, Ms. Zhang worked in the investment securities division of Daiwa Bank and oversaw investments in the real estate industry. Ms. Zhang holds a Bachelor degree in journalism from Fudan University in the PRC, and a Master degree in management from the University of Edinburgh in the United Kingdom.

非執行董事

Loh Lian Huat先生(「Loh先生」)，60歲，自2015年5月起擔任本公司非執行董事。Loh先生為投資顧問、資產管理及房地產直接投資公司Silkrouteasia Capital Partners Pte. Ltd.之創辦人。彼擁有逾22年企業房地產資產管理行業經驗。於2011年成立Silkrouteasia Capital Partners Pte. Ltd.前，Loh先生於2005年5月至2008年7月任職於MEAG Pacific Star Asset Management Pte. Ltd.。於2000年至2005年期間，Loh先生任職於GIC Real Estate Pte. Ltd.。Loh先生曾任OUE Commercial REIT Management Pte. Ltd. (於新加坡證券交易所上市之OUE Commercial REIT之管理人)之首席獨立董事。Loh先生持有日本防衛大學機械工程學士學位以及英國皇家軍事科學學院防衛技術學碩士學位。

張斐贊女士(「張女士」)，38歲，自2015年5月起擔任本公司非執行董事。張女士於2013年創立中賽資本並擔任主管合夥人，於2022年起擔任Meridian and Saturn Capital的行政總裁，專注於股權投資基金、證券投資基金的管理和項目的直接投資，其管理的基金包括：廣東南方媒體融合發展投資基金、上海恒賽青熙創業投資基金、上海東數創業投資基金、上海數元創業投資基金和上海惠泰中賽私募投資基金。自2010年至2012年，張女士任職於大華銀行投資證券部，並監督房地產之投資。張女士持有中國復旦大學新聞學學士學位及英國愛丁堡大學管理碩士學位。

Profiles of Directors and Company Secretary

董事及公司秘書簡介

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Hui Chiu Chung (“Mr. Hui”), aged 76, has been an Independent Non-executive Director of the Company since December 2004. He is also the chairman of the Remuneration Committee as well as a member of the Audit Committee and the Nomination Committee of the Company. Mr. Hui is currently the chairman and chief executive officer of Luk Fook Financial Services Limited. He also serves as a non-executive Director of Luk Fook Holdings (International) Limited, an independent non-executive director of Agile Group Holdings Limited, China South City Holdings Limited, FSE Lifestyle Services Limited, SINOPEC Engineering (Group) Co., Ltd. and HK Acquisition Corporation, whose shares are listed on the Hong Kong Stock Exchange. Mr. Hui has over 52 years of experience in the securities and investment industry. He had for years been serving as an independent non-executive director of Hong Kong Exchanges and Clearing Limited, a council member and vice chairman of The Stock Exchange of Hong Kong Limited, a member of the Advisory Committee and the Committee on Real Estate Investment Trusts of the Hong Kong Securities and Futures Commission, a director of the Hong Kong Securities Clearing Company Limited, a member of the Listing Committee of the Hong Kong Exchanges and Clearing Limited, an appointed member of the Securities and Futures Appeal Tribunal, a member of the Standing Committee on Company Law Reform, and an appointed member of the Hong Kong Institute of Certified Public Accountants Investigation Panel. Mr. Hui was appointed by the Government of the HKSAR a Justice of the Peace in 2004 and was also appointed a member of the Zhuhai Municipal Committee of the Chinese People’s Political Consultative Conference from 2006 to 2017.

Mr. Chiang Sheung Yee, Anthony (“Mr. Chiang”), aged 66, has been an Independent Non-executive Director of the Company since November 2012. He is also a member of the Audit Committee and the Nomination Committee of the Company. Mr. Chiang is a practicing solicitor in Hong Kong. He obtained a Bachelor of Laws degree at the University of Hong Kong in 1980 and was admitted as a solicitor of Hong Kong in 1983. He was appointed by the Ministry of Justice in the PRC as an attesting officer in 1995. Mr. Chiang has substantial experience in foreign investment and property transactions in the PRC.

獨立非執行董事

許照中先生(「許先生」)，76歲，自2004年12月起擔任本公司獨立非執行董事。彼亦為本公司薪酬委員會主席，並為審核委員會及提名委員會成員。許先生現為六福金融服務有限公司主席兼行政總裁。彼亦擔任六福集團(國際)有限公司非執行董事，以及雅居樂集團控股有限公司、華南城控股有限公司、豐盛生活服務有限公司、中石化煉化工程(集團)股份有限公司及香港匯德收購公司之獨立非執行董事，該等公司之股份均於香港聯交所上市。許先生積逾52年證券及投資經驗。許先生曾多年出任香港交易及結算所有限公司獨立非執行董事、香港聯合交易所有限公司理事會理事及副主席、香港證券及期貨事務監察委員會諮詢委員會委員及房地產投資信託基金委員會委員、香港中央結算有限公司董事、香港交易及結算所有限公司上市委員會委員、證券及期貨事務上訴審裁處委員、公司法改革常務委員會委員、香港會計師公會調查小組委員。許先生於2004年獲香港特別行政區政府委任為太平紳士及於2006至2017年期間獲中國珠海市人民政治協商會議委任為政協委員。

蔣尚義先生(「蔣先生」)，66歲，自2012年11月起擔任本公司獨立非執行董事。彼亦為本公司審核委員會及提名委員會成員。蔣先生為香港執業律師，於1980年獲得香港大學法律學士學位，並於1983年獲得香港律師資格。彼於1995年獲中華人民共和國司法部委任為公證人。蔣先生在外商於中國之投資及物業交易領域具有豐富經驗。

Profiles of Directors and Company Secretary

董事及公司秘書簡介

Mr. Xia Xinping (“Mr. Xia”), aged 58, has been an Independent Non-executive Director of the Company since May 2019. He is also the chairman of the Audit Committee and a member of the Remuneration Committee of the Company. Currently, Mr. Xia is a professor at the Department of Finance under the College of Management of Huazhong University of Science and Technology and a mentor of doctoral candidates. He served as the vice director of the College of Management from 2003 to 2011; he also pursued further studies and conducted research as a visiting scholar at Harvard University in the U.S. as well as the University of Toronto and HEC Montréal in Canada. Mr. Xia served as a director of Wuhan HUST High-Tech Group, a member of the budget committee of Huazhong University of Science and Technology, and an independent director of Shenzhen New Nanshan Holding (Group) Co., Ltd., Fiberhome Telecommunication Technologies Co., Ltd. and Hubei Fuxing Science and Technology Co., Ltd. He was also an independent director of Gemdale Corporation (Shanghai Stock Code: 600383), the controlling shareholder of the Company, from May 2009 to April 2017 and was the chairman of the audit committee as well as a member of the remuneration and assessment committee of the board of directors of that company from 2010 to 2017. Currently, he serves as an independent director of Hubei Dinglong Holding Co., Ltd. (Shenzhen Stock Code: 300054) and an independent non-executive director of Kindstar Globalgene Technology, Inc. (Hong Kong Stock Code: 09960). Mr. Xia graduated from Huazhong Institute of Technology in 1985 with a bachelor’s degree in engineering, from Huazhong University of Science and Technology in 1990 with a master’s degree in management, and then from Huazhong University of Science and Technology in 2000 with a doctoral degree in management.

COMPANY SECRETARY

Mr. Wong Ho Yin (“Mr. Wong”), aged 48, has been the Company Secretary of the Company since October 2012. Mr. Wong was graduated from the Hong Kong University of Science and Technology with a master’s degree in business administration. Mr. Wong is a member of the Hong Kong Institute of Certified Public Accountants and a CFA charter holder. Before joining the Group, Mr. Wong worked in several Hong Kong listed/private companies as chief financial officer. Mr. Wong has more than 26 years of experience in accounting, treasury, finance and merger and acquisition.

夏新平先生(「夏先生」)，58歲，自2019年5月起擔任本公司獨立非執行董事。彼亦為本公司審核委員會主席及薪酬委員會成員。夏先生現為華中科技大學管理學院財務金融系教授、博士研究生導師。於2003至2011年擔任華中科技大學管理學院副院長；曾赴美國哈佛大學、加拿大多倫多大學、蒙特利爾大學高等商學院(HEC)進修和訪問研究。夏先生曾擔任武漢華中科技大學產業集團有限公司董事、華中科技大學預算委員會委員；深圳市新南山控股(集團)股份有限公司、烽火通信科技股份有限公司及湖北福星科技股份有限公司之獨立董事。彼亦曾於2009年5月至2017年4月期間擔任金地(集團)股份有限公司(上海股份代號：600383)(本公司之控股股東)之獨立董事，以及2010年至2017年期間擔任該公司董事會審計委員會主席、薪酬與考核委員會委員。現擔任湖北鼎龍控股股份有限公司(深圳股份代號：300054)之獨立董事及康聖環球基因技術有限公司(香港股份代號：09960)之獨立非執行董事。夏先生於1985年畢業於華中工學院獲工學學士學位；1990年畢業於華中理工大學獲管理學碩士學位；2000年畢業於華中科技大學獲管理學博士學位。

公司秘書

黃灝賢先生(「黃先生」)，48歲，自2012年10月起擔任本公司之公司秘書。黃先生畢業於香港科技大學，取得工商管理碩士學位。黃先生為香港會計師公會會員，亦為特許財務分析師。在加入本集團前，黃先生曾於多家香港上市／私人公司擔任財務總裁職位。黃先生於會計、司庫、財務及併購方面擁有逾26年經驗。

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE

The Company (together with its subsidiaries, the “Group”) is committed to maintain a high standard of corporate governance with an emphasis on a quality board of directors, sound risk management and internal control, good principles and practices, and transparency and accountability to all shareholders of the Company (the “Shareholders”) in order to optimise return for its shareholders and enhance the performance of the Group.

The Company has adopted and complied with all the mandatory disclosure requirements and the applicable code provisions as set out in the section headed “Part 2 — Principles of good corporate governance, code provisions and recommended best practices” of the Corporate Governance Code (the “CG Code”) as set out in Appendix 14 (which has been re-numbered as Appendix C1 with effect from 31 December 2023) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) throughout the year ended 31 December 2023 (“FY2023”) with the exception of code provisions C.1.6, C.5.1 and F.2.2.

Under the code provision C.1.6, independent non-executive directors and other non-executive directors should generally attend general meetings to gain and develop a balanced understanding of the views of shareholders. Due to other pre-arranged business commitments, Mr. Loh Lian Huat and Ms. Zhang Feiyun were not able to attend the annual general meeting of the Company held on 29 June 2023.

Under the code provision C.5.1, board meetings should be held at least four times a year at approximately quarterly intervals. During the year, only two regular board meetings were held to review and approve the annual and interim results of the Company. The Company does not announce its quarterly results and hence does not consider the holding of quarterly meetings as necessary. Management provides adequate and timely information to the board and the directors would make further enquiries to the senior management from time to time to ensure that they are provided with sufficient information to fulfill their directors’ duties.

Under the code provision F.2.2, the chairman of the board should attend the annual general meeting. Due to other pre-arranged business commitments, Mr. Huang Juncan, the chairman of the board, was not able to attend the annual general meeting of the Company on 29 June 2023.

企業管治

本公司(連同其附屬公司,「本集團」)致力維持高水平之企業管治常規,強調高質素之董事會、有效之風險管理及內部監控、良好之原則和慣例,且具高透明度及對本公司全體股東(「股東」)負責,保障股東的利益及提高本集團的表現。

本公司在截至2023年12月31日止年度(「2023年度」)採納及遵守香港聯合交易所有限公司證券上市規則(「上市規則」)附錄十四(自2023年12月31日起重新編號為附錄C1)所載企業管治守則(「企管守則」)中「第二部份 — 良好企業管治的原則、守則條文及建議最佳常規」一節所載的所有強制披露要求及適用守則條文,惟守則條文C.1.6、C.5.1及F.2.2除外。

根據守則條文C.1.6,一般而言,獨立非執行董事及其他非執行董事應出席股東大會,對公司股東的意見有全面、公正的了解。鑒於Loh Lian Huat先生及張斐贊女士有其他已事先安排之業務承諾,故此未能出席本公司於2023年6月29日舉行之股東周年大會。

根據守則條文C.5.1,董事會會議應每年召開至少四次,大約每季一次。年內,僅舉行了兩次董事會常規會議以審閱及批准本公司年度及中期業績。本公司並無公佈其季度業績,故認為毋須每季舉行會議。管理層不時向董事會提供充足的適時資料,董事亦可不時向高級管理人員作進一步查詢,以確保他們獲提供足夠信息履行其董事職責。

根據守則條文F.2.2,董事會主席應出席股東周年大會。鑒於董事會主席黃俊燦先生有其他已事先安排之業務承諾,故此未能出席本公司於2023年6月29日舉行之股東周年大會。

Corporate Governance Report

企業管治報告

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers, as amended from time to time, (the “**Model Code**”) as set out in Appendix 10 (which has been re-numbered as Appendix C3 with effect from 31 December 2023) to the Listing Rules as its own code of conduct regarding securities transactions by the Directors. Following specific enquiries made by the Company, all Directors had complied with the required standards set out in the Model Code throughout the year. The Model Code also applies to other specified senior management of the Company.

VISION, MISSION AND CORPORATE VALUES

Our vision and mission are to expand the scale of residential and commercial businesses, combine industrial properties and more innovative businesses so as to achieve scale upgrades. Based on asset management platforms, we aim to realize as an integrated property developer by focusing on residential, commercial, industrial projects, and build higher-quality projects on the basis of respecting urban culture as well as build core values for the cities with the mentality of intensive cultivation. The Group regards “dedication, integrity, resolute and aspiration” as the core corporate values, thereby encouraging employees to break conventions and continue to pursue excellence. The Group has set up a comprehensive training system, covering employees of all levels and the contents of training courses include corporate culture. The Group believes that this will not only benefit to the personal and professional development of employees, but also enhance the operating performance of the Group and are essential to enhance corporate governance and sustainable development of the Group.

董事進行證券交易之標準守則

本公司已採納上市規則附錄十(自2023年12月31日起重新編號為附錄C3)所載上市發行人董事進行證券交易的標準守則(「標準守則」)(經不時修訂)作為本公司董事進行證券交易之操守守則。經本公司作出特定諮詢後，全體董事於年內一直遵守標準守則所規定之標準。標準守則亦應用於本公司其他指定高級管理人員。

願景、使命及企業價值

本集團的願景及使命是基於住宅和商業的規模做大，結合產業地產及更多的創新業務，實現規模升級，在資管平台基礎上，實現以住宅／商業／產業為主體的多元化綜合開發企業，並且在尊重城市文化的基礎上打造更高品質的項目，以精耕細作之心態為城市築就核心價值。本集團以「用心做事、誠信為人、果敢進去及永懷夢想」為企業核心價值觀，鼓勵員工敢於打破常規，不斷追求卓越。本集團已制定完善的培訓體系，對象涵蓋各級別員工，培訓課程內容包括企業文化。本集團相信，此舉不但有利於僱員的個人及事業發展，亦能同時提升本集團的營運表現，對本集團加強公司管治及可持續發展至關重要。

Corporate Governance Report

企業管治報告

BOARD OF DIRECTORS

Board Composition

As at the date of this report, the Board of Directors of the Company (the “**Board**”) currently comprises four executive Directors, two non-executive Directors (“**NEDs**”) and three independent non-executive Directors (“**INEDs**”). The Directors during the year and up to the date of this annual report were:

Executive Directors

Mr. Ling Ke
Mr. Huang Juncan (*Chairman*)
Mr. Xu Jiajun (*Chief Executive Officer*)
Mr. Wei Chuanjun (*Chief Financial Officer*)

NEDs

Mr. Loh Lian Huat
Ms. Zhang Feiyun

INEDs

Mr. Hui Chiu Chung
Mr. Chiang Sheung Yee, Anthony
Mr. Xia Xinping

The Directors’ profile is set out on pages 20 to 23 of this annual report.

董事會

董事會組成

於本報告日期，本公司董事會（「**董事會**」）目前由四名執行董事、兩名非執行董事（「**非執行董事**」）及三名獨立非執行董事（「**獨立非執行董事**」）組成。年內及直至本年報日期之董事為：

執行董事

凌克先生
黃俊燦先生（*主席*）
徐家俊先生（*行政總裁*）
韋傳軍先生（*財務總裁*）

非執行董事

Loh Lian Huat先生
張斐贊女士

獨立非執行董事

許照中先生
蔣尚義先生
夏新平先生

董事簡介載於本年報第20至23頁。

Corporate Governance Report

企業管治報告

Board Independence

The NEDs (including INEDs) have other skills and experience in areas which help to enhance the board's balance of skills, experience and diversity of perspectives. They play an important role on the board, including to, keep up-to-date with the Group's business affairs and be involved in scrutinising the Group's performance in achieving agreed corporate goals and objectives, and monitor performance reporting and risk management; bring independent judgment to bear on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conduct, and help review some of the board's major decisions, the Group's performance in relation to corporate goals, and monitor performance reporting; take the lead where potential conflicts of interest arise; and serve on the audit, remuneration, nomination and other governance committees, if invited.

All NEDs (including INEDs) has been appointed with a letter of appointment and subject to retirement by rotation and, being eligible, offer themselves for re-election at the annual general meetings in accordance with the Bye-laws of the Company. Bye-law 84(1) of the Company's Bye-laws provides that at each annual general meeting, 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. Also, pursuant to Bye-law 83(2) of the Company's Bye-laws, any Director appointed to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election.

The three INEDs represent one-third of the Board. The Board possesses a mix and balance of skills and experience which are appropriate for the requirements of the business of the Company. The opinions raised by the INEDs in Board meetings facilitate the maintenance of good corporate governance practices. One of the INEDs has the appropriate professional qualifications or accounting or related financial management expertise as required by Rule 3.10(2) of the Listing Rules. A balanced composition of executive Directors, NEDs and INEDs also generates a strong independent element on the Board, which allows for an independent and objective decision-making process for the best interests of the Company and its shareholders.

Pursuant to Rule 3.13 of the Listing Rules, the Company considers that all the three INEDs are independent.

董事會獨立性

所有非執行董事(包括獨立非執行董事)具備其他方面的技巧及經驗，有助強化董事會成員在技巧、經驗及多元觀點方面的組合。他們在董事會有著重要的角色，包括：時刻掌握有關本集團業務的最新資訊，參與監察本集團在實現既定企業目的及目標的表現，並監督相關匯報及風險管理；在涉及策略、政策、公司表現、問責性、資源、主要委任及操守準則等事宜上，提供獨立的意見，以及協助審閱董事會的部份主要決策及本集團有關企業目標的表現，並監督相關匯報；在出現潛在利益衝突時發揮牽頭引導作用；及應邀擔任審核、薪酬、提名及其他管治委員會成員等。

所有非執行董事(包括獨立非執行董事)乃按委任函委任，並須根據本公司之公司細則於股東周年大會輪值退任，並依願重選連任。本公司之公司細則第84(1)條規定，於每屆股東周年大會上，當時為數三分之一的董事(或如董事人數並非三的倍數，則須為最接近但不少於三分之一的董事人數)均須輪值退任，惟每名董事須至少每三年退任一次。此外，根據本公司之公司細則第83(2)條，任何獲委任填補董事會臨時空缺之董事或作為現有董事會的增補董事將留任至本公司下屆股東周年大會時止，惟合資格膺選連任。

三名獨立非執行董事代表董事會三分之一之人數。董事會擁有不同而平衡的技能及經驗，適合本公司業務要求。獨立非執行董事在董事會會議提出之意見有助維持良好的企業管治常規。其中一名獨立非執行董事擁有上市規則第3.10(2)條所規定具備適當的專業資格，或具備適當的會計或相關的財務管理專長。執行董事、非執行董事及獨立非執行董事的平衡組成亦為董事會帶來強大獨立元素，令決策過程獨立客觀，符合本公司及其股東之最佳利益。

根據上市規則第3.13條，本公司認為三名獨立非執行董事全部均具獨立性。

Corporate Governance Report

企業管治報告

The Company would also periodically remind each INED that he has to inform the Company and the Stock Exchange as soon as practicable if there is any subsequent change of circumstances which may affect his independence.

The Company recognises that the Board independence is key to good corporate governance. The Board considers that the balance between executive Directors and NEDs (including INEDs) is reasonable and adequate to provide sufficient checks and balances and can ensure independent views and inputs from directors would be conveyed to the Board that safeguard the interests of the Company and its shareholders. The Board considered that such mechanisms were properly implemented and effective.

Board Diversity

The Company notes increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives, sustainable and balanced development. The Nomination Committee reviews and assesses Board composition on behalf of the Board periodically and will recommend the appointment of new Director, when necessary, pursuant to the diversity policy.

In designing the Board's composition, the Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and education background, ethnicity, professional experience, skills, knowledge and length of service. The Nomination Committee will also consider factors based on the Company's business model, specific needs and meritocracy from time to time in determining the optimum composition of the Board.

During the year under review, the Board comprises 9 Directors, including 4 executive Directors, 2 NEDs and 3 INEDs, thereby promoting critical review and control of the management process. Currently, out of 9 Directors, one is female representing 11% of the Board. The Board will endeavour to at least maintain female representation on the Board and take opportunities to increase the proportion of female members over time as and when suitable candidates are identified. As of 31 December 2023, as set out in the section headed "2.1 Employment" section from page 42 of the Environmental, Social and Governance Report, among the 2,700 employees (including senior management) of the Group, the percentages of male employees and female employees are approximately 60% and 40%, respectively. The Board considers that the Group's workforce (including senior management) are diverse in terms of gender.

本公司亦會定期提醒各獨立非執行董事，如日後情況有任何變化而可能影響其獨立性，則須在切實可行的情況下盡快通知本公司及聯交所。

本公司認為董事會的獨立性是良好企業管治的關鍵。董事會認為執行董事與非執行董事（包括獨立非執行董事）之間的平衡合理且充足，可提供充分的制衡，並會確保董事的獨立意見和投入能夠傳達給董事會，從而維護本公司及其股東利益。董事會認為該等機制已妥善執行且有效。

董事會成員多元化

本公司視董事會層面日益多元化為支持其達致策略目標及可持續均衡發展的關鍵元素。提名委員會代表董事會定期審核及評估董事會之組成，並在必要時根據多元化政策就委任新董事提供推薦意見。

本公司在設定董事會之組成時，會從多個方面考慮董事會成員多元化，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、知識及服務任期。在釐定董事會的最佳組成時，提名委員會亦會根據本公司之業務模式、具體需求及任人唯賢原則不時考慮各項因素。

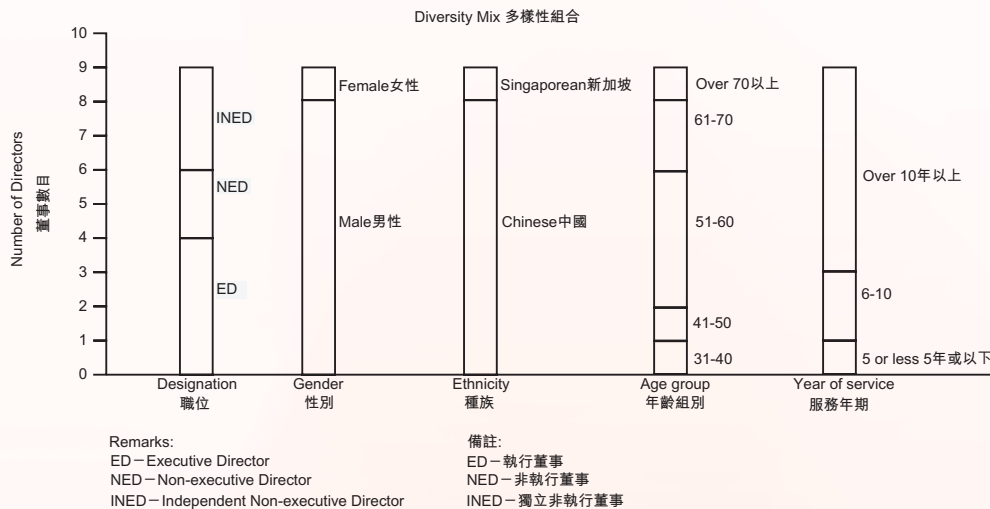
於回顧年度內，董事會由9名董事組成，包括4名執行董事、2名非執行董事及3名獨立非執行董事，有助嚴格審查及監控管理程序。目前，9名董事當中有1名女性，佔董事會的11%。董事會將努力至少維持女性在董事會中佔有席位，並將於物色到合適人選時抓住機會逐漸增加女性成員的比例。截至2023年12月31日止，根據環境、社會及管治報告第42頁的「2.1僱傭」章節所述，本集團2,700名僱員（包括高級管理層）中，男性僱員及女性僱員比例分別約為60%及40%。董事會認為，本集團的工作團隊（包括高級管理層）在性別方面屬多元化。

Corporate Governance Report

企業管治報告

As at the date of this report, the Board's composition under major diversified perspectives was summarized as follows:

於本報告日期，董事會在主要多元化層面之組成概述如下：



The Company will review the composition of the Board from time to time to ensure that the Board possesses the appropriate and necessary expertise, skills, diversity of perspective and industrial experience and will consider gender, age, cultural and educational background, professional qualifications as well as the needs of the Group's business in order to meet the board diversity policy of the Company at all levels so as to enhance the shareholders' value.

本公司將不時審閱董事會之組成，以確保董事會擁有合適及所需之專業知識、技能、不同觀點及行業經驗，並會考慮性別、年齡、文化及教育背景、專業資格以及本集團業務所需，以在各層面中滿足本公司多元化政策，以加強股東價值。

Role of the Board

The Board is responsible for ensuring continuity of leadership, development of sound business strategies, availability of adequate capital and managerial resources to implement the business strategies adopted, adequacy of systems of financial, risk management and internal control and conduct of business in conformity with applicable laws and regulations. All Directors have made full and active contribution to the affairs of the Board and the Board has always acted in the best interest of the Group.

董事會的角色

董事會須負責確保領導之延續性、發展健全之業務策略、具備充裕資金及管理資源，以落實採納之業務策略、財務、風險管理及內部監控系統之完備性，且業務運作遵守適用法律及法規。全體董事已對董事會事務作出完全及積極貢獻，而董事會亦經常以本集團之最佳利益行事。

The Board strives to foster and promote a desired culture down to all levels of the Company, and ensure the desired culture is reflected in the Company's strategy, business models and operating practices. It is the ultimate decision-making body of the Company except for matters requiring the approval of the shareholders in accordance with the Company's Bye-laws, the Listing Rules or other applicable laws and regulations.

董事會致力在公司的各個層面培養和推廣理想的文化，並確保理想的文化在公司的策略、業務模式和運營實踐中得以反映。除根據本公司之公司細則、上市規則或其他適用法例及法規下必須獲股東批准的事宜外，其為本公司的最終決策機關。

Corporate Governance Report

企業管治報告

In addition, all Directors are provided with monthly updates on the Company's performance, position and industry prospects to enable the Board as a whole and each Director to fulfil their duties.

Corporate Governance Function

The Board has undertaken and adopted the responsibility for performing the corporate governance duties pursuant to the CG Code and is committed to ensuring that an effective governance structure is in place to continuously review, monitor and improve the corporate governance practices within the Group with regard to the prevailing legal and regulatory requirements. The Board is responsible for performing the corporate governance duties including:

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

During the year, the Board has reviewed the policies and practices on the Group's corporate governance, developing a code of conduct applicable to the Directors and employees, monitoring the Company's legal and regulatory compliance and training and continuing professional development of Directors and senior management as well as reviewing the Company's compliance with the CG Code and the disclosure in this annual report.

This corporate governance report has been reviewed by the Board in discharge of its corporate governance function.

此外，董事亦獲提供有關本公司表現、狀況及行業前景的每月更新資料，以便董事會整體及各董事履行職務。

企業管治職能

董事會負責根據企管守則履行企業管治職責，並致力確保實行有效的管治架構，以因應現行法律及監管要求，持續檢討、監察及改善本集團內的企業管治常規。董事會負責執行企業管治的職責包括：

- (a) 制定及檢討本公司的企業管治政策及常規；
- (b) 檢討及監察董事及高級管理人員的培訓及持續專業發展；
- (c) 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
- (d) 制定、檢討及監察僱員及董事的操守準則及合規手冊（如有）；及
- (e) 檢討本公司就企管守則的合規性及在《企業管治報告》內的披露。

年內，董事會已審閱本集團之企業管治政策及常規、完善董事及僱員適用之行為守則、監察本公司之法律和監管合規、董事及高管培訓和持續專業發展，以及審閱本公司遵守企管守則及本年報內之披露情況。

為履行企業管治職責，董事會已審閱本企業管治報告。

Corporate Governance Report

企業管治報告

Directors' Induction and Continuous Professional Development

On appointment to the Board, each newly appointed Director receives a comprehensive induction package covering business operations, policy and procedures of the Company as well as the general, statutory and regulatory obligations of being a Director and attends a director's training hosted by legal adviser to ensure that he/she is sufficiently aware of his/her responsibilities under the Listing Rules and other relevant regulatory requirements.

The Directors are regularly briefed on the amendments to or updates on the relevant laws, rules and regulations. In addition, the Company has been encouraging the Directors and senior executives to enrol in a wide range of professional development courses and seminars relating to the Listing Rules, Companies Ordinance/Act and corporate governance practices organized by professional bodies, independent auditors and/or chambers in Hong Kong so that they can continuously update and further improve their knowledge and skills.

From time to time, Directors are provided with written materials to develop and refresh their professional skills. The Company Secretary also organises and arranges seminars on the latest development of applicable laws, rules and regulations for the Directors to assist them in discharging their duties. During the year, all Directors, namely, Mr. Ling Ke, Mr. Huang Juncan, Mr. Xu Jiajun, Mr. Wei Chuanjun, Mr. Loh Lian Huat, Ms. Zhang Feiyun, Mr. Hui Chiu Chung, Mr. Chiang Sheung Yee, Anthony and Mr. Xia Xiping have received the requisite directors' training/training materials for compliance with the requirement of the code provision C.1.4 of the CG Code on continuous professional development.

董事之入職及持續專業發展

每名新獲委任之董事加入董事會時均會收到一份全面之入職資料，範圍涵蓋本公司之業務營運、政策及程序以及作為董事之一般、法定及監管責任，並出席由法律顧問提供的董事培訓，以確保董事足夠了解彼於上市規則及其他相關監管規定下之責任。

董事定期獲知會相關法例、規則及規例之修訂或最新版本。此外，本公司一直鼓勵董事及高級行政人員報讀由香港專業團體、獨立核數師及／或商會舉辦有關上市規則、公司條例／法例及企業管治常規之廣泛專業發展課程及講座，使彼等可持續更新及進一步提高知識及技能。

董事將不時獲提供旨在發展及更新其專業技能之書面材料；公司秘書每年均會為董事籌備及安排由合資格專業人士主持有關適用法例、規則及規例最新發展之培訓研討會，以協助彼等履行職責。為符合企管守則之守則條文C.1.4關於持續專業發展之規定，本公司全體董事（即凌克先生、黃俊燦先生、徐家俊先生、韋傳軍先生、Loh Lian Huat先生、張斐鸞女士、許照中先生、蔣尚義先生及夏新平先生）於年內均已接受所需的董事培訓／培訓材料。

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RELATIONSHIPS AND ASSOCIATIONS AMONG THE DIRECTORS

Each of the executive Directors is/was also a director and/or top management of Gemdale Corporation, which is the holding company of Glassy An Limited. Glassy An Limited is the controlling shareholder of the Company. Gemdale Corporation is a company established in the PRC with its shares listed on the Shanghai Stock Exchange (Stock Code: 600383). To the best knowledge, information and belief of the Company having made all reasonable enquiries, based on the latest public information available, the single largest shareholder of Gemdale Corporation is FunDe Sino Life Insurance Co., Ltd. (富德生命人壽保險股份有限公司), which is interested in approximately 29.8% of Gemdale Corporation.

Save as disclosed above, there was no relationship between members of the Board (including financial, business, family or other material/relevant relationship(s)).

RESPONSIBILITY OF DIRECTORS AND MANAGEMENT

The executive Directors and senior management are delegated with respective levels of authorities with regard to key corporate strategy and policy and contractual commitments. Management is responsible for the day-to-day operations of the Group with divisional heads responsible for different aspects of the business.

董事間之關係及聯繫

各執行董事亦為／曾為金地(集團)股份有限公司之董事及／或高級管理層，金地(集團)股份有限公司為潤安有限公司之控股公司，而潤安有限公司為本公司之控股股東。金地(集團)股份有限公司為一家在中國成立的公司，其股份於上海證券交易所上市(股份代號：600383)。據本公司經一切合理查詢後所深知，全悉及確信，根據最新可獲得的公開信息，金地(集團)股份有限公司的單一最大股東為富德生命人壽保險股份有限公司，該公司持有金地(集團)股份有限公司約29.8%權益。

除上文所披露者外，董事會成員之間並無任何關係(包括財務、業務、家庭或其他重大／相關關係)。

董事與管理層之責任

執行董事及高級管理層就重要之公司策略、政策及合約承諾，按有關之授權級別接受委託。管理層負責本集團日常運作，而各部門主管負責不同範疇業務。

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CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The Chairman of the Board is Mr. Huang Juncan and the Chief Executive Officer is Mr. Xu Jiajun. The positions of the Chairman and the Chief Executive Officer are held by separate individuals with a view to maintaining an effective segregation of duties between the management of the Board and the day-to-day management of the Group's business and operations.

One of the important roles of the Chairman is to provide leadership for the Board to ensure that the Board always acts in the best interest of the Group. The Chairman shall ensure that the Board works effectively and fully discharges its responsibilities, and provides leadership for the Board in setting objectives and strategies, and ensure good corporate governance practices are enforced as well as all key issues are discussed by the Board in a timely manner. The Chairman has taken into account, where appropriate, any matters proposed by the Directors for inclusion in the agenda. The Chairman has delegated the responsibility of drawing up the agenda for each board meeting to the Chief Executive Officer and the Company Secretary. With the support of the Chief Executive Officer and the Company Secretary, the Chairman will ensure that issues to be raised at the Board meetings will be reported in advance, and adequate and reliable information will be received in a timely manner. The Chief Executive Officer is responsible for leading the management of the Company in conducting its business affairs in accordance with the Company's objectives, and implementing the Group's strategies and policies.

DIRECTORS' AND OFFICERS' INSURANCE POLICY

The Company has arranged appropriate and sufficient Directors' and officers' liability insurance to indemnify its Directors and officers against liabilities arising out of legal action on corporate activities. Such insurance coverage is reviewed and renewed on an annual basis.

主席及行政總裁

董事會主席及行政總裁分別為黃俊燦先生及徐家俊先生。為有效區分董事會管理層與本集團之日常管理及業務營運，主席及行政總裁之職位分別由兩名個別人士擔任。

主席之其中一項重要職能乃領導董事會，以確保董事會一直以本集團之最佳利益行事。主席須確保董事會有效運作，完全履行其職責，並領導董事會制訂目標及策略，確保實施良好企業管治常規，以及所有重大問題能及時於董事會討論。主席已考慮（如適用）董事擬載於議程之任何事項。主席已將每次董事會會議議程起草之責任委託予行政總裁及公司秘書。在行政總裁及公司秘書之協助下，主席會確保全體董事在會議上將提出的問題會獲得事前匯報，並已及時收到充分及可靠之資料。行政總裁負責領導本公司管理層根據本公司目標管理業務以及執行本集團的策略及政策。

董事及高級人員責任保險

本公司已為董事及高級人員安排適當而且足夠的責任保險，以保障董事及高級人員免受企業活動之法律行動所產生之責任。該等保險之範圍按年度基準審閱及續期。

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MEETINGS

During the year, the Board met regularly and held 2 meetings. The attendance record of members of the Board, on a named basis, at the board meetings and general meetings is set out in the following table:

會議

年內，董事會定期會晤，曾舉行2次會議。董事會會議及股東大會之出席記錄（以列名形式）載列於以下列表：

		Number of meetings attend/held 出席／舉行會議次數	
		Board Meetings 董事會會議	Annual General Meeting 股東周年大會
Executive Directors	執行董事		
Mr. Ling Ke	凌克先生	2/2	0/1
Mr. Huang Juncan	黃俊燦先生	2/2	0/1
Mr. Xu Jiajun	徐家俊先生	2/2	0/1
Mr. Wei Chuanjun	韋傳軍先生	2/2	0/1
NEDs	非執行董事		
Mr. Loh Lian Huat	Loh Lian Huat 先生	2/2	0/1
M.Zhang Feiyun	張斐韻女士	2/2	0/1
INEDs	獨立非執行董事		
Mr. Hui Chiu Chung	許照中先生	2/2	1/1
Mr. Chiang Sheung Yee, Anthony	蔣尚義先生	2/2	1/1
Mr. Xia Xiping	夏新平先生	2/2	1/1

Sufficient notices of not less than 14 days for regular board meetings and reasonable notice for non-regular board meetings were given to all Directors so as to ensure that each of them had an opportunity to attend the meetings. Board papers will be given to the Board before the date of the Board meeting by the company secretary of the Company (the “**Company Secretary**”). If potential conflict of interest involving a substantial shareholder or a Director arises which the Board has determined to be material, the matter will be dealt with by a physical board meeting rather than a written resolution, and the parties with conflict of interest are required to abstain from voting. The Directors attend meetings in persons or through other means of electronic communication in accordance with the Bye-laws of the Company.

全體董事已就定期董事會會議接獲不少於14日之足夠通知期，而就非定期董事會會議而言亦接獲合理的通知期，以確保各董事均有機會出席該等會議。本公司之公司秘書（「**公司秘書**」）會於董事會會議日期前向董事會發出董事會文件。當董事會認為主要股東或董事涉及潛在重大利益衝突時，有關事宜將以現場董事會會議處理，而非以書面決議處理，且有利益衝突的成員須放棄投票。根據本公司之公司細則，董事可親身出席或以其他電子通訊方式參與會議。

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The Company Secretary shall attend all regular board meetings to advise on corporate governance and statutory compliance, when necessary. Directors shall have full access to information on the Group and are able to obtain independent professional advice whenever deemed necessary by the Directors. The Company Secretary shall prepare minutes and keep records of matters discussed and decisions resolved at all board meetings.

BOARD COMMITTEES

The Board has established three board committees, namely, the audit committee, remuneration committee and nomination committee, each of which has the specific written terms of reference that will be reviewed and updated periodically where necessary. Copies of minutes of all meetings and resolutions of the board committees are kept by the Company Secretary and are open for inspection at reasonable time on reasonable notice by any Director. Each board committee is required to report to the Board on its decisions and recommendations, where appropriate. Each board committee is also provided with sufficient resources to perform its duties and has access to independent professional advice at the Company's expense according to the Company's policy, if necessary.

Audit Committee

The audit committee of the Board (the "Audit Committee") has been established with specific written terms of reference stipulating its authorities and duties in compliance with Rule 3.21 of the Listing Rules, which are available on the websites of the Company (www.gemdalepi.com) and HKExnews (www.hkexnews.hk). The Audit Committee currently comprises Mr. Xia Xinping (Chairman), Mr. Hui Chiu Chung and Mr. Chiang Sheung Yee, Anthony. All Audit Committee members are INEDs.

公司秘書須出席全部董事會例會，如有需要，對公司管治及遵守法規上提供意見。董事有權全面取閱本集團之資料，並可在董事認為必要時取得獨立專業意見。公司秘書會編備會議記錄，並把所有董事會會議曾討論之事宜和決議作記錄。

董事委員會

董事會已成立三個董事委員會，即審核委員會、薪酬委員會及提名委員會，各委員會有特定書面職權範圍，並將定期或有需要時獲審閱及更新。所有會議記錄及董事委員會決議案由公司秘書保管，並可供任何董事在合理通知期下於任何合理時間作出查詢。各董事委員會須就其決策及推薦意見（按適用情況而定）向董事會匯報。根據本公司政策（如需要），各董事委員會亦獲得充足資源以履行其職務，並可取得獨立專業意見，費用由本公司承擔。

審核委員會

董事會轄下審核委員會（「審核委員會」）已遵照上市規則第3.21條成立，有關訂明其權限及職能之明確書面職權範圍，可於本公司網站（www.gemdalepi.com）及披露易網站（www.hkexnews.hk）查閱。審核委員會現由夏新平先生（主席）、許照中先生及蔣尚義先生組成。所有審核委員會成員均為獨立非執行董事。

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The role and function of the Audit Committee are, among other things, responsible for assisting the Board to ensure objectivity and credibility of financial reporting, including interim and final results, and that the directors have exercised the care, diligence and skills prescribed by law when presenting the Group's results to the shareholders. The Audit Committee is also responsible for assisting the Board to ensure effective risk management and internal control systems of the Group are in place and good corporate governance standards and practices are maintained within the Group and to monitor the internal and external audit functions and to make relevant recommendations to the Board to ensure effective and efficient operations and reliable reporting. The functions of the Audit Committee will be reviewed regularly by the Board and amended from time to time, as and when appropriate, in order to ensure compliance with the applicable code provisions of the CG Code (as amended from time to time). The Company has various internal control procedures to ensure that all continuing connected transactions will be conducted in compliance with the Listing Rules.

During the year, the Audit Committee held 2 meetings with the senior management, of which were joined by the external auditors. The attendance record of the committee members, on a named basis, at these meetings is set out in the following table:

Members of Audit Committee	審核委員會成員	Number of meetings attend/held 出席／舉行會議次數
Mr. Xia Xiping	夏新平先生	2/2
Mr. Hui Chiu Chung	許照中先生	2/2
Mr. Chiang Sheung Yee, Anthony	蔣尚義先生	2/2

The following is a summary of the work performed by the Audit Committee and its recommendations made to the Board during the year:

- (a) reviewing (i) the annual results of the Company for the year ended 31 December 2022 ("FY2022") and (ii) the interim results of the Company for the 6 months ended 30 June 2023 and ensuring the full, complete and accurate disclosure in the aforesaid financial statements pursuant to the accounting standards and other legal requirements for presenting the same to the Board for approval;

審核委員會之角色及職能負責(其中包括)協助董事會審閱財務報告(包括中期及年度業績),確保財務報告的客觀性及可信性,以及向股東提呈本集團業績時,董事已根據法律規定要求以應有的謹慎、勤勉盡責及技能行事。審核委員會亦負責協助董事會確保本集團設立有效的風險管理及內部監控系統及於本集團內維持良好的企業管治標準及常規、監察內部及外部審核職能,並向董事會作出相關建議,確保有效和有效率的營運和可靠報告。審核委員會之職能將由董事會定期審閱及於有需要時不時修訂,以確保遵守企管守則(經不時修訂)之適用守則條文。本公司有不同的內部監控程序以確保所有持續關連交易按照上市規則進行。

年內,審核委員會已與高級管理層舉行2次會議,均有外聘核數師出席。委員會成員出席該等會議之記錄(以列名形式)載列於以下列表:

年內,審核委員會已履行之工作概況及向董事會作出之推薦意見如下:

- (a) 審閱(i)本公司截至2022年12月31日止年度(「2022年度」)之年度業績及(ii)本公司截至2023年6月30日止六個月之中期業績,以確保上述根據會計準則及其他法律規定編製之財務報表作出全面、完整及準確披露,並呈列予董事會以供批准;

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| (b) proposing the re-appointment of external auditors for FY2023; | (b) 建議續聘2023年度外聘核數師； |
| (c) reviewing the audit fee proposal for FY2023 for auditors of the Company to perform audit services and other special corporate projects; | (c) 審閱本公司核數師於2023年度之審核費用建議，以進行審核服務及其他企業特別項目； |
| (d) reviewing the external audit plan for FY2023; | (d) 審閱於2023年度之外部審計計劃； |
| (e) reviewing the report on monitoring of risk management and internal control systems of the Group during the year and the overall effectiveness of the Company's internal audit function; | (e) 審閱年內本集團風險管理及內部監控系統的監控報告，以及審視本公司內部審核功能的整體有效性； |
| (f) reviewing the adequacy of resources, qualifications and experience of the staff and the accounting and financial reporting matters; and | (f) 審閱資源、員工之資格及經驗以及會計及財務報告事項之完備性；及 |
| (g) reviewing the connected transactions and continuing connected transactions of the Group for FY2022. | (g) 審閱本集團2022年度之關連交易及持續關連交易。 |

All issues raised by the Audit Committee have been addressed by the management. The work and findings of the Audit Committee have been reported to the Board. During the year, there were no issues brought to the attention of the management and the Board that required disclosure in this annual report.

管理層已處理審核委員會所提出之所有問題。審核委員會之工作情況及結果已向董事會報告。年內，並無已提呈管理層及董事會注意之事項而須於本年報內披露。

Remuneration Committee

The remuneration committee of the Board (the “**Remuneration Committee**”) has been established with specific written terms of reference stipulating its authorities and duties, which are available on the websites of the Company (www.gemdalepi.com) and HKExnews (www.hkexnews.hk). The Remuneration Committee currently comprises Mr. Hui Chiu Chung (INED and Chairman of the committee), Mr. Xia Xinping (INED) and Mr. Xu Jiajun (executive Director).

薪酬委員會

本公司已成立董事會轄下薪酬委員會（「**薪酬委員會**」），有關訂明其權限及職能之明確書面職權範圍，可於本公司網站(www.gemdalepi.com)及披露易網站(www.hkexnews.hk)查閱。薪酬委員會現由許照中先生（獨立非執行董事及委員會主席）、夏新平先生（獨立非執行董事）及徐家俊先生（執行董事）組成。

The role and function of the Remuneration Committee are as follows:

薪酬委員會之角色及職能如下：

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| (a) to make recommendations to the Board on the Company's policy and structure for all Directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy; | (a) 就本公司董事及高級管理人員的全體薪酬政策及架構，及就設立正規而具透明度的程序制訂薪酬政策，向董事會提出建議； |
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| (b) | to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives; | (b) | 因應董事會所訂企業方針及目標而檢討及批准管理層的薪酬建議； |
| (c) | to determine, with delegated responsibility, the remuneration packages of individual executive directors and senior management (including salaries, bonuses, benefits in kind, and the terms on which they participate in any share or other incentive scheme and any provident fund or other retirement benefit scheme) taking into consideration salaries paid by comparable companies, time commitment and responsibilities and the Group's financial performance; | (c) | 獲董事會轉授責任，釐定個別執行董事及高級管理人員的薪酬待遇（包括薪金、花紅、非金錢利益、及其參與任何股份或其他獎勵計劃及任何公積金或其他退休福利計劃的條款），並考慮同類公司支付的薪酬、須付出的時間及職責，以及本集團之財務表現； |
| (d) | to make recommendations to the Board on the remuneration of non-executive Directors; | (d) | 就非執行董事的薪酬向董事會提出建議； |
| (e) | to review and approve compensation payable to executive Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive; | (e) | 檢討及批准向執行董事及高級管理人員就其喪失或終止職務或委任而須支付的賠償，以確保該等賠償與合約條款一致；若未能與合約條款一致，賠償亦須公平合理，不致過多； |
| (f) | to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate; | (f) | 檢討及批准因董事行為失當而解僱或罷免有關董事所涉及的賠償安排，以確保該等安排與合約條款一致，若未能與合約條款一致，有關賠償亦須合理適當； |
| (g) | to ensure that no Director or any of his/her associates is involved in deciding his/her own remuneration; | (g) | 確保任何董事或其任何聯繫人不得參與釐定其本身的薪酬； |
| (h) | to exercise such other powers, authorities and discretions, and perform such other duties, of the Board in relation to the remuneration of the executive directors and senior management as the Board may from time to time delegate to it, having regard to the CG Code set out in Appendix 14 (which has been re-numbered as Appendix C1 with effect from 31 December 2023) to the Listing Rules; and | (h) | 在符合上市規則附錄十四（自2023年12月31日起重新編號為附錄C1）的企管守則的情況下，委員會須就常務董事及高級管理人員的薪酬問題，行使董事會不時轉授予委員會的其他董事會權力、授權及酌情權，以及履行董事會不時轉授予委員會的其他董事會職責；及 |
| (i) | in exercising its power, authorities and discretions and performing its duties, to take full account of the CG Code and the Listing Rules. | (i) | 在行使其權力、授權及酌情權及履行其職責時，須全面遵照企管守則及上市規則的規定。 |

Corporate Governance Report

企業管治報告

During the year, the Remuneration Committee held one meeting. The attendance record of the committee members, on a named basis, at this meeting is set out in the following table:

年內，薪酬委員會舉行一次會議。委員會成員出席該會議之記錄（以列名形式）載列於以下列表：

Members of Remuneration Committee	薪酬委員會成員	Number of meetings attend/held	出席／舉行會議次數
Mr. Hui Chiu Chung	許照中先生		1/1
Mr. Xia Xinping	夏新平先生		1/1
Mr. Xu Jiajun	徐家俊先生		1/1

The following is a summary of the work performed by the Remuneration Committee and its recommendations made to the Board during the year:

年內，薪酬委員會已履行之工作概況及向董事會作出之推薦意見如下：

- | | |
|-------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|
| (a) reviewing and determining the bonus payment of the senior management for FY2022 and their annual salary for FY2023; | (a) 審閱並釐定向高級管理層支付2022年度之年終花紅及2023年度之年度薪酬；及 |
| (b) reviewing and determining the bonus payment of the executive Director(s) for FY2022; and | (b) 審閱並釐定向執行董事支付2022年度之年終花紅；及 |
| (c) proposing the Directors' fee for individual director for FY2023. | (c) 建議2023年度各董事之董事袍金。 |

The Board defined that the senior management of the Company comprises the Executive Directors, the Chief Executive Officer and the Chief Financial Officer. Details of the Directors' remuneration for the year are set out in note 10 to the consolidated financial statements contained in this annual report.

董事會界定本公司之高級管理人員包括本公司之執行董事、行政總裁及財務總裁。年內董事薪酬之詳情載於本年報綜合財務報表附註10。

Nomination Committee

The nomination committee of the Board (the "Nomination Committee") has been established with specific written terms of reference stipulating its authorities and duties, which are available on the websites of the Company (www.gemdalepi.com) and HKExnews (www.hkexnews.hk). The Nomination Committee currently comprises Mr. Huang Juncan (Chairman of the Board and the committee), Mr. Hui Chiu Chung (INED) and Mr. Chiang Sheung Yee, Anthony (INED).

提名委員會

本公司已成立董事會轄下提名委員會（「提名委員會」），有關訂明其權限及職能之明確書面職權範圍，可於本公司網站(www.gemdalepi.com)及披露易網站(www.hkexnews.hk)查閱。提名委員會現由黃俊燦先生（董事會及委員會主席）、許照中先生（獨立非執行董事）及蔣尚義先生（獨立非執行董事）組成。

The Nomination Committee shall consider the following criteria, procedures and process in evaluating and selecting candidates for directorship. These provisions constitute the Nomination Policy of the Company.

提名委員會在評定及甄選董事候選人時將會考慮下列元素、程序及流程，所述條件構成本公司之提名政策。

Corporate Governance Report

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Selection Criteria

- (a) reputation, integrity and accomplishment;
- (b) qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy;
- (c) willingness to devote adequate time and effort to discharge duties as a member of the Board;
- (d) diversity in all its aspects, including but not limited to gender, age (18 years or above), cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service;
- (e) such other perspectives appropriate to the Company's business or as suggested by the Board.
- (f) retiring Directors are eligible for nomination by the Board to stand for re-election at a general meeting. For those who have served as INEDs for a period of nine consecutive years standing for re-election, the Nomination Committee will consider the independence of such Director for nomination by the Board to stand for election at a general meeting and state the reasons in the circular to the Shareholders for the re-election; and
- (g) candidate(s) will be asked to submit the necessary personal information, together with their written consent to be appointed as Director(s) for the purpose of or in relation to their standing for election as Director(s).

甄選標準

- (a) 聲譽、誠信及成就；
- (b) 具備資格包括對本公司之業務及公司策略相關的專業資格、技巧、知識及經驗；
- (c) 願意投入足夠時間及精力以履行作為董事會成員之職責；
- (d) 各方面的多樣性，包括但不限於性別、年齡（18歲或以上）、文化和教育背景、種族、專業經驗、技能、知識和服務任期；
- (e) 適用於本公司之業務或由董事會提出建議之其他角度。
- (f) 退任董事有資格獲董事會提名於股東大會上膺選連任。就已連續9年擔任獨立非執行董事的膺選連任董事而言，提名委員會將考慮該董事的獨立性，以供董事會於股東大會提名選舉，並於致股東之通函中就重選陳述理由；及
- (g) 候選人須提交必要的個人資料，連同同意獲委任為董事的書面同意書。

Corporate Governance Report

企業管治報告

Nomination Procedures

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

- (a) The Secretary of the Nomination Committee shall call a meeting of the Nomination Committee, and put forward the nominations of candidates from Board members, if any, for consideration by the Nomination Committee;
- (b) The Nomination Committee may adopt any process it deems appropriate in evaluating the suitability of the candidates, such as interviews, background checks, and third party reference checks, etc.;
- (c) The proposed candidates will be asked to submit the necessary personal information and biography for the Nomination Committee's consideration;
- (d) The Nomination Committee may request candidate(s) to provide additional information and documents, if considered necessary;
- (e) Upon considering a candidate suitable for the directorship, the Nomination Committee will hold a meeting and/or by way of written resolutions to, if thought fit, approve the recommendation to the Board for appointment;
- (f) The Board may arrange for the selected candidate to be interviewed by the members of the Board and the Board will thereafter deliberate and decide the appointment as the case may be; and
- (g) The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at any general meeting.

提名程序

提名委員會將根據下列程序及流程就委任董事一事向董事會作出建議：

- (a) 提名委員會秘書須召開提名委員會會議，並提交董事會成員提名人選（如有）供提名委員會考慮；
- (b) 提名委員會在評核候選人的適合程度時可採納其認為合適的任何流程，例如：面試、背景查核、對於第三方轉介作出查核等等；
- (c) 建議人選將會被要求提交所需的個人資料及履歷供提名委員會作考慮；
- (d) 倘屬必要，提名委員會可要求候選人提供額外資料及文件；
- (e) 在考慮某名候選人是否適合擔任董事一職之後，提名委員會將舉行會議及／或以書面決議案的方式（如其認為合適）以批准向董事會建議作出委任；
- (f) 董事會可安排獲選候選人接受董事會成員面試，而董事會其後將會商議及決定委任事宜（視乎情況而定）；及
- (g) 董事會對於其推薦候選人在股東大會上參選的所有事宜有最後決定權。

Corporate Governance Report

企業管治報告

The role and function of the Nomination Committee are as follows:

提名委員會之角色及職能如下：

- | | |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|
| (a) to review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy; | (a) 至少每年檢討董事會的架構、人數及組成（包括技能、知識、經驗及不同觀點），並就任何為配合本公司的公司策略而擬對董事會作出的變動提出建議； |
| (b) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships; | (b) 物色具備合適資格可擔任董事的人士，並挑選提名有關人士出任董事或就此向董事會提供意見； |
| (c) to review the Board diversity policy and any measurable objectives for implementing such Board diversity policy as may be adopted by the Board from time to time and to review the progress on achieving the objectives; and to make disclosure of its review results in the annual report of the Company annually; | (c) 審閱董事會成員多元化政策及任何可計量目的，以推行可能由董事會不時採納之該董事會成員多元化政策，並審閱達標的進度；並於本公司之年報每年披露審閱結果； |
| (d) to assess the independence of INEDs; and | (d) 評核獨立非執行董事的獨立性；及 |
| (e) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman and the chief executive officer. | (e) 就董事委任或重新委任以及董事（尤其是主席及行政總裁）繼任計劃向董事會提出建議。 |

Corporate Governance Report

企業管治報告

During the year, the Nomination Committee held 1 meeting. The attendance record of the committee members, on a named basis, at this meeting is set out in the following table:

年內，提名委員會舉行1次會議。委員會成員出席該等會議之記錄（以列名形式）載列於以下列表：

Members of Nomination Committee	提名委員會成員	Number of meetings attend/held	出席／舉行會議次數
Mr. Huang Juncan	黃俊燦先生		1/1
Mr. Hui Chiu Chung	許照中先生		1/1
Mr. Chiang Sheung Yee, Anthony	蔣尚義先生		1/1

A summary of the work performed by the Nomination Committee and its recommendations made to the Board during the year including nominating relevant individuals as deputy presidents of the Company, considering its appropriate qualifications (including skills, knowledge, experience and diversity of perspectives), and making recommendations to the board of directors in this regard.

年內，提名委員會已履行之工作概況及向董事會作出之推薦意見，包括提名有關人士出任本公司副總裁，考慮其具備合適資格（包括技能、知識、經驗及不同觀點），並就此向董事會提出建議。

The Nomination Committee would review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the board as well as the Board diversity policy from time to time and would make recommendations on any proposed changes to the Board to complement the Company's corporate strategy. During the year, the proposed re-election of the retiring directors was approved by the Board and approved by shareholders at the annual general meeting of the Company. Besides, in accordance with Rule 3.13 of the Listing Rules, the Board considers that all three INEDs are independent.

提名委員會會不時檢討董事會的架構、人數及組成（包括技能、知識、經驗及不同觀點）以及董事會成員多元化政策，並會就任何為配合公司策略而擬對董事會作出的變動提出建議。年內，建議重選退任董事已獲董事會批准，並於本公司股東周年大會上獲股東批准。此外，根據上市規則第3.13條，董事會認為三名獨立非執行董事全部均具獨立性。

COMPANY SECRETARY

The Company Secretary is responsible to the Board for ensuring that board procedures are followed and that the Board is fully briefed on all legislative, regulatory and corporate governance developments and that it has regard to them when making decisions and would also facilitate induction and professional development of directors. The Company Secretary is also directly responsible for the Group's compliance with the continuing obligations under the Listing Rules, Codes on Takeovers and Mergers and Share Buy-backs, Companies Ordinance, Securities and Futures Ordinance and other applicable laws, rules and regulations.

公司秘書

公司秘書乃對董事會負責，確保已遵從董事會程序，並保證董事會已就全部法例、監管和公司管治發展獲得全面簡報，且董事會在決策時會考慮這些情況，並負責安排董事的入職培訓及專業發展。公司秘書亦直接負責本集團遵守上市規則、香港公司收購、合併及股份購回守則、公司條例、證券及期貨條例以及其他適用法律、規則及規例下之持續責任。

Corporate Governance Report

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Mr. Wong Ho Yin, who was appointed as a full-time company secretary of the Company, reports to the Board and is responsible for, inter alia, providing updated information on the Listing Rules and regulatory and corporate governance developments to all Directors from time to time. During the year, Mr. Wong has complied with Rule 3.29 of the Listing Rules and taken not less than 15 hours of relevant professional trainings.

ACCOUNTABILITY AND AUDIT

Financial Reporting

The Board considers that, the Group has applied the appropriate accounting policies that are consistently adopted and made judgements/estimates that are reasonable and prudent in accordance with the applicable Hong Kong Financial Reporting Standards, as issued by the Hong Kong Institute of Certified Public Accountants when it prepared the financial statements. The publication of the financial statements of the Group is also in a timely manner.

The Board, having made appropriate enquiries, is of the view that the Group has adequate resources to continue in operational existence for the foreseeable future and that, for this reason, it is appropriate for the Group to adopt the going concern basis in the preparation of the financial statements.

The Directors acknowledge their responsibility for preparing the financial statements which give a true and fair view and are in compliance with Hong Kong Financial Reporting Standards, statutory requirements and other regulatory requirements. As at 31 December 2023, the Board was not aware of any material misstatement or uncertainties that might put doubt on the Group's financial position or continue as a going concern. The Board endeavours to ensure a balanced, clear and understandable assessment of the Group's performance, position and prospects in financial reporting.

A statement by the external auditors of the Company relating to its reporting responsibilities on the financial statements of the Company is set out on pages 89 to 98 of this annual report. There are no material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

黃灝賢先生獲委任為本公司之全職公司秘書，向董事會報告及負責（其中包括）不時向所有董事提供有關上市規則及監管與企業管治發展之最新資料。年內，黃先生已遵守上市規則第3.29條，接受不少於15小時之相關專業培訓。

問責及審核

財務報告

董事會認為，於編製財務報表時，本集團已按香港會計師公會頒佈之適用香港財務報告準則貫徹應用適當會計政策，並作出合理及審慎之判斷／評估。本集團之財務報表亦得以及時發佈。

董事會經作出適當查詢後認為，本集團在可預見未來擁有充裕資源維持業務經營。因此，本集團採納持續經營基準編製財務報表實屬適當。

董事確認彼等有責任編製真實公正的財務報表，財務報表須符合香港財務報告準則、法定規定及其他規管規定。於2023年12月31日，董事會並不知悉任何可能對本集團財務狀況或繼續經營產生疑問之重大失實陳述或不確定因素。董事會致力於確保在財務報告中對本集團之表現、狀況及前景作出平衡、清晰及可理解之評估。

本公司外聘核數師就本公司財務報表作出之匯報責任聲明載於本年報第89至98頁。並無任何重大不確定因素或情況可能會對本公司持續經營能力產生重大質疑。

Corporate Governance Report

企業管治報告

External Auditors' Remuneration

For the year, the fees paid/payable to the Company's external auditors in respect of audit and non-audit services provided to the Group are set out below:

外聘核數師之薪酬

年內，本公司就外聘核數師向本集團提供之審核及非審核服務的已付／應付之費用載列如下：

Services rendered	提供的服務	2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Audit services	審核服務	3,746	4,297
Non-audit services	非審核服務		
Review and other reporting services	審閱及其他申報服務	1,270	1,240
		5,016	5,537

Risk Management and Internal Control

The Board is responsible for overseeing and improving the Group's risk management and internal control systems continuously to safeguard the Group's assets and shareholders' interests. These systems were closely reviewed for their effectiveness periodically by the Audit Committee. The Audit Committee assists the Board in fulfilling its oversight and corporate governance roles in the Group's financial, operational, compliance, risk management and internal control, and the resourcing of the finance and internal audit functions. The legal department of the Group together with the internal audit department of the holding company of the Company ("Internal Audit Departments") is delegated to assist the Board and/or the Audit Committee in the review of the effectiveness of the Group's risk management and internal control systems on an ongoing basis. The Directors through the Internal Audit Departments are kept regularly apprised of significant risks that may impact on the Group's performance. The internal audit function is independent of the operating businesses of the Group.

The Internal Audit Departments would review the effectiveness and adequacy of the risk management and internal control procedures, and the findings will be provided to the Audit Committee to assist them in performing their periodic reviews. The Audit Committee enquires with the management from time to time to ensure that they are well informed for reviewing the internal control procedures.

風險管理及內部監控

董事會負責持續監管及完善本集團的風險管理及內部監控系統，以保障本集團之資產及股東利益，以及由審核委員會定期仔細檢討該等系統的成效。審核委員會協助董事會履行其於本集團財務、營運、合規、風險管理及內部監控，以及財務及內部審計職能方面資源的監管及企業管治角色。本集團的法務監察部連同本公司控股公司的審計監察部門（「內部審核部門」）獲授權協助董事會及／或審核委員會持續檢討本集團風險管理及內部監控系統的成效。董事透過該內部審核部門定期獲悉可能影響本集團表現的重大風險。內部審核部門乃獨立於本集團經營業務。

內部審核部門會審查風險管理及內部監控程序的有效性及其充分性，並向審核委員會提供調查結果，以協助彼等進行定期審查。審核委員會可隨時向管理層詢問，以確保彼等能得到充分了解以審查內部監控程序。

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企業管治報告

The Group has in place an organisational structure with defined lines of responsibility and authority delegation. It has established policies and procedures for financial planning and budgeting, information and reporting systems, assessment of risk and monitoring the Group's overall operations and performance. The information systems in place are designed to ensure that the financial information reported and all other data collected is up to date and reliable. In addition, the Company will engage independent consultants to conduct review of the risk management and internal control system of the Group as and when necessary. The Board is responsible for approving and overall reviewing internal control policy while the responsibility of day-to-day assessment and management of operational risks lies with the management.

The systems and internal control measures are designed to manage, rather than eliminate the risk of failure to achieve business objectives so as to help safeguard the Group's assets against fraud and other irregularities but can only provide reasonable and not absolute assurance against material misstatements or losses. In addition, it should provide a basis for the maintenance of proper and fair accounting records and assist in the compliance with relevant rules and regulations.

During the year, the Board conducted an in-depth review over all material measures on risk management and internal control, including financial, operational and compliance controls and risk management function. It also worked with Audit Committee and the Internal Audit Departments to review the effectiveness and adequacy of the Group's risk management and internal control system, adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function as well as regular training provided to management and staff, etc. They have concluded that they satisfied the effectiveness and adequacy as well as in compliance with our policies.

The Group considered that internal control should be adapted to the size, scope of business, competitiveness and risk level of the Group and be adjusted in a timely manner when macro-environment changes. The Group will continue to improve the risk management and internal control system, standardise its implementation, and strengthen internal supervision and inspection so as to promote the sustainable development of the Group.

本集團按已制定的組織結構與職責及授權行事。本集團已建立有關財務規劃及預算政策，資訊及報告制度，以評估風險，並監察本集團整體的經營及業績的程序，現時的資訊系統確保財務資訊的報告及所有收集的其他數據是最新且可靠的。此外，本公司將於必要時將委聘獨立顧問對本集團之風險管理及內部監控系統進行檢討。董事會負責批准及全面檢討內部監控政策，而管理人員則負責日常評估及營運風險之管理。

有系統及內部監控措施的訂立旨在管理而非消除未能達致業務目標的風險，以幫助保護本集團資產免受欺詐及其他違規行為，並只能作出合理而非絕對的保證，以防範重大失實陳述或損失。此外，其應為備存妥善及公正的會計記錄提供準則，有助遵守相關規則及法規。

年內，董事會已對所有重要的風險管理及內部監控措施（包括財務、運營及合規控制措施以及風險管理職能）進行深入審查。董事會亦已與審核委員會及內部審計部門合作，審視本集團風險管理及內部監控系統之有效性及充分性、本公司於會計及財務申報職能方面之資源充足度、員工資格及經驗之資料，以及為管理層及員工提供的定期培訓等，並認為彼等已有效及充分符合本集團之政策。

本集團認為，內部監控應與本集團經營規模、業務範圍、競爭狀態和風險水平等互相適應，並隨著大環境的變化及時加以調整。本集團將繼續完善風險管理及內部監控制度，規範執行，強化內部監督檢查，從而促進本集團的可持續發展。

Corporate Governance Report

企業管治報告

Anti-corruption Policy

The Group strongly adheres to the principles of openness, responsibility, honesty and integrity. All employees are required to strictly adhere to individual and professional ethical standards. The legal department regularly organizes integrity training for staffs which serves to warn all staffs to abide by laws and uphold integrity in their conducts. The Audit Departments regularly pushes anti-corruption and compliance publicity on the Company's intranet. All new staff are required to participate in integrity/anti-corruption training as a mandatory training course.

The Group requires employees to report conflicts of interest on a regular basis (When clues that may involve corruption matters are obtained through receiving whistle-blowing reports or internal audits, the legal department will organize special investigations and prepare investigation reports accordingly), to prevent their private interests from interfering with the interests of the Group in any way, and stipulate that they must not assume any position involving conflicts of interest, and cannot participate in any decision involving conflicts of interest. If employees have any questions about such matters as anti-corruption, integrity and business ethics, they can also consult the legal department by phone and email for appropriate guidance.

In addition, the Group also attaches great importance to corporate ethics in the process of business dealings with suppliers. The Group has extensively signed integrity agreements with cooperative units (suppliers), specifying the code of conduct that employees of the Group and suppliers must abide by when dealing with each other.

反貪污政策

本集團一直努力不懈堅守開明、負責任及正直誠實的宗旨，所有僱員均需嚴格遵守個人及職業道德標準。法務監察部定期開展員工廉潔教育宣講培訓，警示廣大員工遵紀守法、廉潔從業。審計監察部定期在公司內聯網推送反腐及合規宣傳。而所有新入職的僱員均需參與廉潔／反貪腐培訓，作為新人培訓必修課。

本集團要求僱員定期上報利益衝突情況，通過受理投訴舉報或內部審計獲得可能涉及貪腐事項的線索，法務監察部會組織開展專項調查，並相應地出具調查報告，以防他們的私人利益以任何方式妨礙集團的利益，並規定其不得擔當任何涉及利益衝突的職務，也不能參與任何涉及利益衝突的決策。如果僱員對反貪腐、廉潔及商業道德事宜有任何疑問，他們亦可以透過電話及電郵諮詢公司法務監察部，取得適當的指引。

此外，本集團同樣重視與供應商業務往來過程中的企業操守。本集團與合作單位（供應商）廣泛簽訂廉潔協議，明確本集團員工及供應商員工往來時須恪守的行為規範。

Corporate Governance Report

企業管治報告

Whistleblowing Policy

The Group formulated and promulgated the “Gemdale Group Supervision and Management System”, “Gemdale Group Internal Control Evaluation and Audit System”, and “Gemdale Group Accountability System” as the basis for investigating and handling fraud and other irregularities and disciplines.

The Group has clear whistle-blowing mechanisms and channels, including a 24-hour hotline. Upon receiving a case of whistle-blowing, the independent legal department will immediately conduct preliminary verification and evaluation to form a preliminary assessment and further handle the case according to the preliminary assessment. If the case proves to be valid, the supervisory staff will conduct a comprehensive and in-depth investigation by collecting business data and information, site visits, inquiring the persons concerned and insiders, onsite verification, summarization, comparison and analysis. The findings will be reported to the management of the Group, who will then decide whether to take further legal actions depending on the nature and impact of the case. In order to ensure the legal rights of the whistle-blower, the supervisory staff adheres to confidentiality principles and keeps the contents and progress of investigation strictly confidential. Close attention will be paid to the methods of investigation in order not to reveal any information about the whistle-blower.

SHAREHOLDERS’ RIGHTS

Procedures for Shareholders to convene a special general meeting (“SGM”)

Pursuant to Bye-law 58 of the Company’s Bye-laws, registered holders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may do so in accordance with the provisions of Section 74(3) of the Companies Act 1981 of Bermuda.

舉報政策

本集團制訂並發佈了《金地商置集團監察管理制度》、《金地商置集團內控評估及審計制度》、《金地商置集團崗位責任追究制度》，作為調查和處理舞弊等違規、違紀行為的依據。

本集團擁有清晰之舉報機制及管道，包括24小時運作的熱線。一旦收到舉報，獨立的法務監察部門將第一時間進行初步核實與評估，形成初步評估結果，並根據評估結果進行進一步處理。如舉報屬實，監察人員將通過收集業務資料及資訊、走訪調查、詢問當事人及知情人、現場核查、匯總梳理、比對分析等方法進行全面深入調查。並將調查結果向集團管理層彙報，視乎事件性質和影響決定是否採取進一步法律行動。為保證投訴舉報人的合法權益，監察人員堅守保密原則，對調查內容及進展情況嚴格保密，在調查方法方面也十分注意，避免披露投訴舉報人的資訊。

股東權益

股東召開股東特別大會（「股東特別大會」）之程序

根據本公司細則第58條，於遞呈要求日期持有不少於本公司繳足股本（附有於本公司股東大會表決權利）十分之一的股東，於任何時候有權透過向董事會或本公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明的任何事項或決議案；且該大會應於遞呈該要求後兩個月內舉行。倘遞呈後二十一日期內，董事會未有召開該大會，則遞呈要求人士可自行根據百慕達1981年公司法第74(3)條規定召開該大會。

Corporate Governance Report

企業管治報告

Procedures for Shareholders to put forward proposals at a general meeting

Pursuant to the Companies Act 1981 of Bermuda, either any number of the registered Shareholders holding not less than one-twentieth (5%) of the paid-up capital of the Company carrying the right of voting at general meetings of the Company (“**Requisitionists**”), or not less than 100 of such registered Shareholders, can request the Company in writing to (a) give to Shareholders entitled to receive notice of the next annual general meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting; and (b) circulate to Shareholders entitled to have notice of any general meeting any statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

The requisition signed by all the Requisitionists may consist of several documents in like form, each signed by one or more of the Requisitionists; and it must be deposited at the Company's registered office (or head office and principal place of business in Hong Kong) with a sum reasonably sufficient to meet the Company's relevant expenses, not less than six weeks before the meeting in case of a requisition requiring notice of a resolution or not less than one week before the meeting in the case of any other requisition, provided that if an annual general meeting is called for a date six weeks or less after the requisition has been deposited, the requisition though not deposited within the time required shall be deemed to have been properly deposited for the purposes thereof.

於股東大會上提呈議案之程序

根據百慕達1981年公司法，持有本公司附帶權利可於本公司股東大會投票之繳足股本不少於二十分之一(5%)之登記股東(「呈請人」)，或不少於100名有關登記股東，可向本公司提交書面要求：(a)向有權接收下一屆股東周年大會通告之股東發出通知，以告知任何可能於該大會上正式動議及擬於會上動議之決議案；及(b)向有權接收任何股東大會通告之股東傳閱不超過1,000字之陳述書，以告知於該大會上提呈之決議案所述事宜或將處理之事項。

由所有呈請人簽署之呈請可由若干相同格式之文件組成，各自須經一名或以上呈請人簽署；且呈請須在不少於(倘為要求通知的決議案之呈請)大會舉行前六周或(倘為任何其他呈請)大會舉行前一周，遞交至本公司註冊辦事處(或香港總辦事處及主要營業地址)，並須支付足以彌補本公司相關開支之款項。惟倘在遞交呈請後六周或較短時間內之某一日召開股東周年大會，則該呈請雖未有在規定時間內遞交，就此而言亦將被視為已妥為遞交。

Corporate Governance Report

企業管治報告

Procedures for Shareholders to propose a person for election as a Director

Pursuant to Bye-law 85 of the Company's Bye-laws, no person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven days and that (if the Notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgement of such Notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting.

Accordingly, if a shareholder of the Company intends to propose a person other than a Director of the Company for election as a Director at any general meeting, (i) a notice in writing of his/her intention to propose such person for election as a Director and (ii) a notice in writing executed by that person of his/her willingness to be elected as a director together with (a) that candidate's information as required to be disclosed under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and (b) the candidate's written consent to the publication of his/her personal data, must be validly lodged at the Company's head office in Hong Kong for the attention of the Company Secretary no later than seven days prior to the date of such general meeting.

股東推選某人參選董事之程序

根據本公司細則第85條，除非獲董事推薦參選，否則除會上退任董事外，概無任何人士合資格於任何股東大會上參選董事，除非由正式合資格出席大會並於會上表決的股東（並非擬參選人）簽署通告，其內表明建議提名該人士參選的意向，並附上所提名人士簽署表示願意參選的通告，送至總辦事處或股份過戶登記處而發出該等通告的期間最少須為七日，且（倘前述通告是在指定進行選舉之股東大會通告交寄以後提交）提交該等通告之期間應於指定進行選舉之股東大會通告交寄翌日開始至股東大會之日前不少於七日結束。

因此，倘本公司股東擬在任何股東大會上提名本公司董事以外人士參選董事，則該股東必須不遲於該股東大會舉行日期至少七天前，將(i)有意提名該人士參選為董事的提名通知書，以及(ii)經由該人士簽署表示其有意參選之書面通知，連同(a)該候選人就香港聯合交易所有限公司證券上市規則第13.51(2)條規定須披露的候選人資料及(b)候選人同意公佈其個人資料的同意書，必須有效送達本公司於香港的總辦事處並送交公司秘書。

Corporate Governance Report

企業管治報告

INVESTOR RELATIONS

Constitutional documents

During the year, there had been no significant change to the Company's constitutional documents.

Environmental, Social and Governance Report

The Group's Environmental, Social and Governance Report (the "ESG Report") has been prepared in accordance with the ESG Reporting Guide set out in Appendix 27 (which has been re-numbered as Appendix C2 with effect from 31 December 2023) to the Listing Rules, which covers ESG issues related to property development, property investment and management businesses of the Group in Chinese Mainland from 1 January 2023 to 31 December 2023.

The ESG Report is available and can be accessed on the Company's website at www.gemdalepi.com by clicking "ESG Reports" on the Company's website under "Investor Relations" section; or browsing through the HKExnews' website at www.hkexnews.hk.

Shareholders' Communication Policy

The Company aims at promoting and maintaining effective communications with shareholders and investors (both individuals and institutions) (collectively the "Stakeholders") to ensure that the Group's information is disseminated to Stakeholders in a timely manner so as to enable them to have a clear assessment of our performance. Various shareholder's communication policies have been adopted by the Company and will be reviewed and fine-tuned on a regular basis to ensure its effectiveness and timely dissemination of information to Shareholders at all times.

Information shall be communicated to Shareholders and investors mainly through the following communication channels:-

- (i) the Company's website, including but not limited to, press releases, announcements, circulars, annual reports and interim reports; and
- (ii) annual general meetings and other general meetings.

投資者關係

憲法文件

年內，本公司之憲法文件並無任何重大變動。

環境、社會及管治報告

本集團之環境、社會及管治報告根據上市規則附錄二十七（自2023年12月31日起重新編號為附錄C2）所載之《環境、社會及管治報告指引》而編製，涵蓋本集團於2023年1月1日至2023年12月31日期間在中國大陸與物業發展、物業投資及管理業務相關的環境、社會及管治事宜。

環境、社會及管治報告可於本公司網站 www.gemdalepi.com 「投資者關係」欄下點擊「環境、社會及管治報告」鏈接瀏覽；或在香港交易所披露易網站 www.hkexnews.hk 瀏覽。

股東通訊政策

本公司旨在促進並維持與股東及投資者（包括個人及機構，統稱「持份者」）的有效溝通，以確保本集團之資料及時傳達至持份者，以便其對我們表現作出清晰評估。本公司已採納一系列股東溝通政策，並會定期檢討及完善以確保其成效以及可及時地向股東發佈信息

信息主要通過以下溝通渠道傳達給股東及投資者：

- (i) 本公司網站，包括但不限於新聞稿、公告、通函、年報及中期報告；及
- (ii) 股東周年大會及其他股東大會。

Corporate Governance Report

企業管治報告

Extensive information on the Group's activities and financial position will be disclosed in the annual reports, interim reports, announcements, circulars and other corporate communications which will be sent to shareholders and/or published on the websites of HKExnews (www.hkexnews.hk) and the Company (www.gemdalepi.com). Other inside information is released by way of formal public announcements as required by the Listing Rules and the provisions in relation to disclosure of Inside Information under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Company also acknowledges that annual general meetings and various general meetings are valuable forums for the Board to communicate directly with the shareholders and members of the Board and the members of various committees are encouraged to attend and answer questions at these meetings.

The annual general meeting ("**AGM**") of the Company was held on 29 June 2023. Notice of AGM and related documents were sent to shareholders at least 21 days before the meeting. Directors and senior management were present to answer questions from shareholders. External Auditor also attended the meeting. Each separate issue was proposed by a separate resolution. All resolutions were voted on by poll and the poll results were posted on the Company's website at www.gemdalepi.com and HKExnews' website at www.hkexnews.hk on the same day.

During the year, the Company considered that the shareholders communication policy was properly implemented and considered effective.

有關本集團業務及財務狀況之廣泛資料會於年報、中期報告、公告、通函及其他公司通訊披露，並寄發予股東，及／或於披露易網站(www.hkexnews.hk)及本公司網站(www.gemdalepi.com)刊載。其他內幕消息已根據上市規則及香港法例第571章證券及期貨條例第XIVA部項下有關於內幕消息之披露條文規定正式公佈。

本公司亦理解股東周年大會及不同股東大會為董事會直接與股東溝通之重要平台，並鼓勵董事會成員及各委員會成員出席大會並回應提問。

本公司股東周年大會於2023年6月29日舉行。股東周年大會通知及相關文件已於至少在會議召開前21天發送給股東。董事及高級管理人員均出席解答股東提問。外聘核數師亦有出席會議。每個單獨的議程均是由單獨的決議案提出。所有決議案均以點票方式表決，點票結果亦於同日刊載於本公司網站www.gemdalepi.com及披露易網站www.hkexnews.hk。

年內，本公司認為股東通訊政策得到妥善實施，並視為有效。

Corporate Governance Report

企業管治報告

Enquiries from Shareholders

Shareholders may at any time send their enquiries and concerns to the Board in writing through the Company Secretary whose contact details are as follows:

19/F, Central Tower
28 Queen's Road Central
Central
Hong Kong
Email: hhx@gemdalepi.com

Shareholders may also make enquiries with the Board at the general meetings of the Company.

In addition, Shareholders can contact Tricor Standard Limited, the branch share registrar and transfer office of the Company in Hong Kong, if they have any enquiries about their shareholdings or entitlement to dividend. Relevant contact details are set out under the "Company Information" section of this annual report.

股東作出查詢

股東可隨時透過公司秘書以書面形式將其查詢及問題遞交予董事會。公司秘書之聯絡詳情如下：

香港
中環
皇后大道中28號
中匯大廈19樓
電郵：hhx@gemdalepi.com

股東亦可在本公司之股東大會上向董事會作出查詢。

此外，股東如對其持股或享有股息有任何查詢，可聯絡本公司於香港之股份過戶登記分處卓佳標準有限公司，相關聯繫方式載於本年報「公司資料」部份。

Directors' Report

董事會報告

The directors of the Company (the “**Directors**”) present their report of the Company and the audited consolidated financial statements of the Company and its subsidiaries (the “**Group**”) for the year ended 31 December 2023.

PRINCIPAL ACTIVITIES

The principal activity of the Company continues to be investment holding while the principal activities of the Group are property development, property investment and property management.

RESULTS AND DIVIDENDS

The audited consolidated results of the Group for the year ended 31 December 2023 and the financial position of the Group at that date are set out on pages 99 to 278 of this annual report.

The Board has resolved to recommend the payment of a final dividend of RMB0.00103 (2022: RMB0.007, equivalent to HK\$0.0076 per share) per share for the year ended 31 December 2023, subject to shareholders' approval at the forthcoming annual general meeting of the Company. The proposed final dividend, if approved, will be paid on or about 23 September 2024 to shareholders whose names appear on the register of members of the Company on 24 July 2024. The proposed final dividend shall be declared in RMB and paid in Hong Kong dollars. The final dividend payable in Hong Kong dollars will be converted from RMB at the average middle rate of RMB to Hong Kong dollars as announced by the People's Bank of China for the period from 15 April 2024 to 19 April 2024.

No interim dividend was declared and paid during the year.

本公司董事（「**董事**」）謹此提呈本公司截至2023年12月31日止年度之董事會報告以及本公司及其附屬公司（統稱「**本集團**」）截至該年度之經審核綜合財務報表。

主要業務

本公司繼續以投資控股為主要業務，而本集團主要從事物業發展、物業投資及物業管理。

業績及股息

本集團截至2023年12月31日止年度之經審核綜合業績與本集團於該日之財務狀況載於本年報第99至278頁。

董事會決議，建議待本公司股東於即將舉行之股東周年大會上批准後，派付截至2023年12月31日止年度之末期股息每股人民幣0.00103元（2022：每股人民幣0.007元，相等於每股0.0076港元）。該建議末期股息（如獲批准）將約於2024年9月23日派付予於2024年7月24日名列本公司股東名冊之股東。建議末期股息將以人民幣宣派並以港元支付。應付末期股息將按中國人民銀行於2024年4月15日至2024年4月19日期間所公佈人民幣兌港元的中間匯率平均價轉換為港元。

年內並無宣派或派付中期股息。

DIVIDEND POLICY

The Board has approved and adopted a dividend policy (the “**Dividend Policy**”). According to the Dividend Policy, in deciding whether to propose a dividend and in determining the dividend amount, the Board shall take into account the following factors:

- (a) the financial results of the Group;
- (b) overall financial conditions of the Group;
- (c) the Group's capital requirements, cashflows and surplus cash amount;
- (d) the Group's forecast over future operations and earnings; and
- (e) any other factors that the Board considers relevant.

The recommendation of dividends by the Company shall be determined at the sole discretion of the Board and shall be subject to any restrictions under the Companies Law of Bermuda, the Bye-laws of the Company and other applicable laws, rules and regulations. Any declaration of annual dividend for the year will be subject to the approval by the shareholders of the Company. The Dividend Policy adopted by the Board is intended for the Company to maintain adequate cash reserves to meet its working capital requirements, fund its future growth and enhance shareholders' value when dividends are recommended.

The Dividend Policy will continue to be reviewed from time to time and there can be no assurance that dividends will be proposed or declared in any particular amount for any given period.

股息政策

董事會已批准及採納股息政策（「**股息政策**」）。根據股息政策，董事會於建議宣派股息及釐定股息金額時須考慮以下因素：

- (a) 本集團的財務業績；
- (b) 本集團的整體財務狀況；
- (c) 本集團的資金需求、現金流及現金盈餘金額；
- (d) 本集團預計之未來營運及盈利；及
- (e) 董事會認為相關的任何其他因素。

本公司的股息建議須由董事會的全權酌情決定，亦須遵守百慕達公司法及本公司的組織章程細則及其他適用法律、規則及規例下的任何限制，惟宣派任何年度的年度股息須待本公司股東批准後方可作實。董事會採納的股息政策旨在建議股息分派時，本公司亦能維持足夠現金儲備以應付其營運資金需求，為未來增長提供資金，以及提高股東價值。

股息政策將繼續不時予以檢討，且概不保證將在任何特定期間建議或宣派任何特定金額的股息。

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BUSINESS REVIEW

A review of the business of the Group during the year, a discussion on the Group's performance during the year including analysis using financial key performance indicators, and future business development are set out in the Chairman's Statement and the Management Discussion and Analysis on pages 4 to 6 and page 7 to 19 of this annual report. The Group's environmental policies and performance are set out in the Environmental, Social and Governance Report which is available and can be accessed on the Company's website at www.gemdalepi.com by clicking "ESG Reports" on the Company's website under "Investor Relations" section; or browsing through the HKExnews' website at www.hkexnews.hk.

Major Possible Risks And Uncertainties Facing The Group

The Group's financial conditions, results of operations, businesses and prospects may be affected by a number of risks and uncertainties. The following are the key risks and uncertainties identified by the Group. There may be other risks and uncertainties which are not known to the Group or which may be immaterial now but could turn out to be material in the future.

Business Risk

A substantial portion of the operating assets of the Group are located in the PRC and the Group expects that a material portion of the revenue will continue to be derived from the operations in the PRC. The results of operations and prospects are subject, to a significant degree, to economic, political and legal developments in the PRC. The economy of the PRC differs from the economies of most developed countries in many respects, including the extent of government involvement, the level of development, the growth rate and government control of foreign exchange. The Group cannot predict whether changes in the PRC's political, economic and social conditions, laws, regulations and policies will have any material adverse effect on the current or future business, results of operation or financial condition of the Group.

業務回顧

本集團年內業務回顧，與本集團年內的表現（包括財務關鍵表現指標分析）及對未來業務發展的論述載於本年報第4至6頁的主席報告及第7至19頁的管理層討論及分析。本集團環境政策及表現載於環境、社會及管治報告，該報告可於本公司網站 www.gemdalepi.com「投資者關係」欄下點擊「環境、社會及管治報告」鏈接瀏覽；或在香港交易所披露易網站 www.hkexnews.hk 瀏覽。

本集團可能面對之主要風險及不確定因素

本集團之財務狀況、經營業績、業務及前景可能受多項風險及不確定因素影響。以下為本集團所識別之主要風險及不確定因素，惟可能出現不為本集團所知或目前並不重大而可能於未來成為重大之其他風險及不確定因素。

業務風險

本集團大多數營運資產乃位於中國，因此預期其絕大部份收入將繼續來自中國業務。經營業績及前景很大程度取決於中國之經濟、政治及法律發展。中國經濟在多方面有別於大部份已發展國家之經濟，包括政府干預程度、發展水平、增長率及政府外匯管制。本集團無法預測中國政治、經濟及社會狀況、法律、法規及政策之變動會否對本集團現時或未來業務、經營業績或財務狀況造成任何重大不利影響。

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Financial Risk

The financial risk management objectives and policies of the Group are set out in the Management Discussion and Analysis on pages 7 to 19 of this annual report and note 44 to the financial statements.

In response to the tightening of macro-economic policies in the PRC, sharp changes in real estate market, and the complex international circumstances in recent years, the Group collected the external risk factors such as the economic situation, industrial policies, financing environment, market competition, resource supply, laws and regulations, regulatory requirements as well as the internal risk factors such as organisational structure, business methods, research and development, financial situation, business results, and operation management for conducting risk analysis and evaluation by adopting a combination of quantitative and qualitative methods for management to formulate risk response strategies.

財務風險

本集團之財務風險管理目標及政策載於本年報第7至19頁的管理層討論及分析及財務報表附註44。

為應對近年國內宏觀政策日益收緊、房地產市場態勢急劇變動及複雜的國際形勢影響，本集團對經濟形勢、產業政策、融資環境、市場競爭、資源供給、法律法規、監管要求等外部風險因素，以及組織結構、經營方式、研究開發、財務狀況、經營成果、營運管理等內部風險因素進行收集研究，並採用定量與定性相結合的方法進行風險分析及評估，為管理層制訂風險應對策略提供依據。

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In response to the above-mentioned risk factors, the Group has adopted countermeasures. When formulating development strategies, the Group will fully analyse future market trends and policy changes, including (1) subject to compliance with the disclosure and relevant requirements of “connected transactions” under the Listing Rules, tapping the value of linkage with Gemdale Corporation’s residential, financial businesses and management business through flexible and effective matching of different business combinations to improve the Company’s profitability; (2) Adhere to the two-wheel drive strategy of development and held for rental: Balance the relationship between short-term property development and long-term property investment holding in order to increase the proportion of property investment business gradually, and strengthen its ability to traverse the industry cycle; (3) Grasp sales well: Adapt to market changes, we will formulate sales strategies to meet the sales targets set by the Company, and to enhance cash collection rate to increase its liquidity; (4) Precise investment: Conduct in-depth and detailed studies on market and policy changes in various regions and cities, adhere to the bottom line of investment, and make careful selection to ensure the quality of investment in new projects; (5) Enhance product and service capabilities: We will continue to enhance the competitiveness of our residential products and build up our product brand. We will explore the needs of customers in the holding business and enhance the level of service refinement and satisfaction; (6) Enhance digitalization standards: Enhance the integration of business and finance, and use digital means to continuously improve the efficiency of operation and management; (7) Build a high-performance organization: Based on business development, we will continue to enhance our organizational efficiency, and at the same time design a mechanism to give full play to the advantages of our diversified businesses and create differentiated competitiveness. The management and the Group’s strategy department convene meetings from time to time to study and discuss various industrial and real estate-related policies and tax policies implemented by countries/cities/regions and analyse the impact on the Group’s business. We anticipate possible changes in policies and formulate corresponding strategies to minimize the risk impact caused by policy changes.

Management will hold meetings from time to time to discuss the new government, industrial and property related policies as well as tax policies implemented in various cities/regions and will analyse their impact over the Group’s business. Therefore, management can assess the possible changes in policies in an early stage so as to formulate appropriate strategies to manage the risk of policy changes. Besides, management are provided business/financial analysis report on monthly basis so that management can have a clear and timely understanding of the Group’s operating conditions, projects’ progress and capital requirements so as to identify the potential risks.

針對上述風險因素，本集團已採取對策。在制定發展戰略時，本集團會充分分析未來市場走勢及政策變化，包括(1)挖掘與金地集團住宅業務、金融業務、管理業務的聯動價值。在遵守上市規則有關「關連交易」的披露及相關規定的前提下，通過不同業務間靈活有效的搭配組合來提升本公司的盈利水準；(2)堅持開發+持有的雙輪驅動戰略：平衡短期開發業務投入與長期持有業務發展之間的關係，逐步提升持有業務貢獻，增強穿越行業周期的能力；(3)抓好銷售：根據市場變化，合理制定銷售策略，完成公司制訂的銷售目標，精細管控回款工作，提高回款率以增加其流動性；(4)精準投資：深入細緻研究各區域、城市市場與政策變化情況，堅守投資底線，精挑細選確保新專案投資品質；(5)提升產品力和服務力：持續提升住宅產品的競爭力，樹立產品品牌力。深入挖掘持有業務客戶需求，提升服務精細度和滿意度；(6)提升數位化水準：加強業財一體化建設，運用數位化手段，不斷提升運營管理效率；(7)做好高效能組織能力建設：根據業務發展，持續提升組織效能，同時做好機制設計，發揮多元化業務優勢，打造差異化競爭能力。管理層及集團戰略部不定期召開會議研究、討論國家／城市／地區推行的各項產業及房地產相關政策、稅收政策等，並分析對本集團業務的影響。及早預見政策的可能變化，制定相應的策略，降低政策變化造成的風險影響。

管理層會不時召開會議，研究、討論各城市／地區推行的新設立政府、產業及房地產以及稅收相關等新政策，並分析對本集團業務的影響。因此，管理層能及早預見政策的可能變化，從而制定相應的策略，管理政策變化的風險。此外，還會每月向管理層提供涵蓋經營業務／財務分析報告，以便管理層可及時清楚了解本集團的經營狀況、項目進度、資金需求等不同資訊，以識別潛在風險。

Microfinance business

The size, diversity, sources of clients as well as source of funding of the microfinance business

The Company was involved in a microfinance business and provides financial services to property buyers and small businesses. Most of the loans require collateral/corporate or personal guarantee as a necessary condition. As at 31 December 2023, there was a total number of 672 customers, out of which 496 were individuals and 176 were corporations, in the microfinance segment and had made loans amounting to approximately RMB2.344 billion. Except for the loan with an amount of approximately RMB2.2 billion which is secured, other loans are unsecured. Unsecured loans generally are smaller loan amounts, higher interest rates and shorter loan term. The source of funds for the microfinance business is funded by the internal resources of the Group. During the year, a total of approximately RMB118 million interest income was recognized by the Group.

Reasons for entering into microfinance business and how it matches with Company's business strategies

The Group utilised its idle cash to grant loans (most of loans carry with asset pledge/personal guarantee/corporate guarantee) to have a stable interest income and cashflow with risk under control. The Directors are of the view that the terms of and the entering into the loan agreements were of normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The loan amount of the largest borrower of the Group was RMB50 million, approximately 2.1% of the total loan receivables and the aggregate loan amount of the five largest borrowers were approximately RMB244 million, approximately 10.4% of the total loan receivables. All of the five largest borrowers made loans carried with assets pledged.

To the best knowledge, information and belief of the Board, all these borrowers and their respective ultimate beneficial owners (in the case of corporate clients) are independent of the Company and its connected persons (as ascribed under the Listing Rules). The Group has complied with requirements set out in Chapter 14 and/or 14A of the Listing Rules when it granted the loans to each of the borrowers.

小額貸款業務

客戶規模、多樣性及來源，以及小額貸款業務的資金來源

本集團有從事小額貸款業務，為購房者及小企業提供融資服務，大部分貸款以抵押品／企業或個人擔保作貸款必要條件。於2023年12月31日，小額信貸分部合共672名客戶，其中496名屬個人客戶及176名屬公司客戶，貸款總額約人民幣23.44億元。除約人民幣22億元的有抵押品貸款外，餘下貸款均無抵押。無抵押貸款一般來說貸款額較少，利率較高且貸款年期較短。小額貸款業務的資金來源為本集團內部資源。年內，本集團合共確認約人民幣1.18億元利息收入。

進入小貸業務的原因及小貸業務怎樣與公司業務策略匹配

本集團利用閒置現金發放貸款（大部分貸款附有資產質押／個人或企業擔保），利息收入及現金流量穩定，風險可控。董事認為，貸款協議的條款及訂立均屬正常商業條款，公平合理，並符合本公司及股東的整體利益。

本集團最大借款人的貸款金額為人民幣5,000萬元，佔應收貸款總額約2.1%，前5名借款人的貸款總額約人民幣2.44億元，佔應收貸款總額約10.4%，前5名借款人的貸款均有資產抵押。

據董事會所知、所悉及所信，所有該等借款人及其各自的最終實益擁有人（就公司客戶而言）均獨立於本公司及其關連人士（定義見上市規則）。本集團已遵守上市規則第14及／或14A章所載的規定，向各借款人授予貸款。

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Maturity profile of loan receivables

The distribution of the remaining maturity of loan receivables as at 31 December 2023 was as follows:

應收貸款的到期情況

於2023年12月31日，應收貸款剩餘期限分佈如下：

		RMB'million 人民幣百萬元
Within one year	1年內	2,342
Between one and two years	1年至2年之間	2
		2,344

Movements in impairment provisions in the year

The Group conducts continuous credit assessments for all clients not only upon the establishment of business relationships but also throughout the term of business relationships with the clients. The credit assessment focuses on the client's credit status, financial status and repayment ability, as well as the business/market factors which may affect the client's source of income or, in the case of any client being a corporation, the client's credit status will be judged based on its audited financial statements and its company's operating performance to determine its repayment ability. Besides, the value of the collateral is assessed annually. When circumstances arise which might indicate that the Group will not be able to recover the amount according to the original terms. Our department colleagues will immediately report to the company's supervisor/management to formulate a plan to recover the loan, including realising the collateral/requesting additional collateral or taking legal action.

In the microfinance segment of the Group, the impairment recognised in the consolidated statement of profit and loss for year ended 31 December 2022 and 2023 were approximately RMB30.98 million and RMB29.81 million, respectively.

The Company adopted the requirements in respect of ECL assessment set forth in HKFRS 9 issued by the HKICPA in determining the impairment loss allowance for its loan receivables. The details of the accounting policies in respect of the impairment assessment of financial assets are set out in note 23 to the consolidated financial statements of the Group in the Annual Report.

本年度減值撥備變動

本集團不僅在建立業務關係時及在與客戶的業務關係的整個期限內會對所有客戶進行持續信貸評估。信貸評估側重於客戶的信貸狀況、財務狀況及還款能力，以及可能影響客戶收入來源的業務／市場因素，或者如客戶屬公司，客戶之信貸狀況則會按其審計報表以及其公司之運營表現來判斷其還款能力。此外，抵押品的價值每年評估一次。當出現可能令本集團將無法按原來條款收回金額的情況時，部門同事將立即向公司主管/管理層匯報，製訂追收貸款的計劃，包括變現抵押品/追加抵押品或採取法律行動。

在本集團的小額貸款業務中，截至2022年12月31日及2023年12月31日止年度在綜合損益表中確認的減值分別約人民幣3,098萬元及人民幣2,981萬元。

本公司採納了香港會計師公會頒佈的香港財務報告準則第9號關於預期信貸損失評估的規定來確定其應收貸款的減值損失撥備。有關金融資產減值評估的會計政策詳情載於年報中本集團綜合財務報表附註23。

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As at 31 December 2023, the aggregate allowance for ECLs of loan receivables are approximately RMB463 million (2022: RMB433 million).

Key Internal Control

The Group has adopted and followed a series of internal control procedures to regulate microfinance business to ensure comprehensive risk management, so as to safeguard the interests of the Company and its shareholders. The key internal controls adopted by the Group in terms of credit risk assessment, credit approval and ongoing monitoring of loan recoverability and loan collection.

Credit risk assessment

Before granting loans to potential customers, the Group performs credit assessment and due diligence process to assess the potential customers' credit quality individually as well as the fair value of the collateralized asset to determine the credit limits, the interest rate and loan tenor.

The credit assessment and due diligence process encompasses (i) to obtain personal information for identity verification and authentication; (ii) to proceed detailed assessment on the credit history and financial background of the potential customers, including but not limited to apply from the Credit Reference Center of the People's Bank of China to review the borrower's credit report; (iii) to obtain information about the purpose of loan, repayment plan, and source of funds for repayment; (iv) the fair value of the collateral and the realisability of the collateral; (v) to assess the overall risk level of provision of loans; (vi) to ensure the potential customer whether he/she is an independent third party and not connected with the Group and its connected person(s) (as ascribed under the Listing Rules) and, if not, make relevant disclosure under the Listing Rules, if required; and (vii) to assess other matters as may be considered necessary.

於2023年12月31日，應收貸款的預期信貸損失撥備總額約人民幣4.63億元（2022年：人民幣4.33億元）。

關鍵內部控制

本集團已採納並遵守一系列內部控制程序以規範小額貸款業務，以確保全面風險管理，保障本公司及其股東的利益。本集團在信貸風險評估、貸款審批及持續監控貸款的可收回性及貸款催收方面採用關鍵內部控制。

信貸風險評估

在向潛在客戶授出貸款前，本集團會進行信貸評估及盡職審查程序，個別評估潛在客戶的信貸質素，以及其抵押品之公允值以判斷授予借款人的信貸限額、利率及貸款期限。

信貸評估及盡職調查過程包括(i)獲取個人信息以進行身份驗證及認證；(ii)對潛在客戶的信貸記錄及財務背景進行詳細評估，包括但不限於向中國人民銀行徵信中心申請查閱借款人的信貸報告；(iii)了解貸款用途、還款計劃、還款資金來源等信息；(iv)抵押品之公允值及其抵押品之可變現能力；(v)評估提供貸款的整體風險水平；(vi)確保潛在客戶是否為獨立第三方且與本集團及其關連人士（定義見上市規則）無關，如否，則根據上市規則作出相關披露（如需要）；以及(vii)評估可能認為必要的其他事項。

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Loan approval

Based on the results of the credit risk assessment, the finance department of the relevant subsidiary of the Company will compile a proposal formulating the key terms of the loan on a case-by-case basis, including the principal amount, the interest rate and the tenure, and submit the same to the management of that subsidiary for review and approval. The interest rate determined and the collateral required should reflect the risk level for the transaction subject to limits or requirements under applicable laws.

Ongoing monitoring of loan recoverability

The finance department of the Group is responsible for ongoing monitoring of the loan portfolio, credit limit of loans, loan recoverability, fair value/realisable value of collateral and loan collection status, identifying potential problems and recommending mitigating measures. The Group will conduct regular assessment on the repayment schedule for individual customers and the date of payment in order to monitor and determine the overall risk level is controllable. The Group will request borrowers for provision of any updated financial information if considered necessary to update their financial ability, credit risk and assess the loan recoverability. When the risk of the loan of individual customers increases, the Group will require customers to provide additional collateral. These exercises are to monitor if any material adverse change may arise on the financial or legal conditions on the borrowers.

Loan collection

Regarding monitoring the recoverability of the loans, the Company will quarterly review and monitor the loan repayment status subsequent to the drawdown of loans to ensure that loan repayments were punctual and past due accounts were handled efficiently. When there were past due accounts, the Group would take actions including reminding call, interview, issue demand notes, discuss the repayment terms or settlement proposals with the borrowers and, if unsuccessful, the collateral will be immediately confiscated and legal action would be taken against the borrowers.

貸款審批

根據信貸風險評估的結果，本公司相關附屬公司的財務部將編製建議書，制定貸款的主要條款，包括本金金額、利率及期限，並提交予該子公司管理層審批。確定的利率及所需之抵押品應反映交易的風險水平，並受適用法律或要求所限制。

持續監控貸款的可收回性

本集團財務部負責持續監控貸款組合、貸款信貸額度、貸款可收回性、抵押品之公允值／可變現值及貸款催收情況，識別潛在問題，並建議緩解措施。本集團將定期對個別客戶之還款時間表及還款日期進行評估，以監控及確定整體風險水平可控。本集團將在認為有需要時要求借款人提供任何更新的財務資料，以更新其財務能力、信貸風險及評估貸款可收回性在個別客戶貸款風險提高時，本集團將要求客戶提供額外抵押品。該等程序目的為監控借款人的財務或法律狀況是否可能出現任何重大不利變化。

貸款催收

關於監控貸款的可收回性，本公司將每季度審查及監控提取貸款後的貸款還款情況，以確保按時還款及有效處理逾期賬款。當出現逾期賬款時，本集團會採取包括電話提醒、面談、發出催繳單、與借款人商討還款條款或結算方案等，倘仍未能成功，將立即把其抵押品沒收，再對借款人採取法律行動。

Relationship With Key Stakeholders

The Group fully understand that employees, customers, vendors and partners as well as shareholders are the key to our sustainable and stable development. The Group is committed to establish a close relationship with our employees, provide high-quality products and services to our customers, and enhance cooperation with our vendors and business partners to enable the Group's sustainable development for the benefit of the shareholders of the Company.

Our staff is regarded as the most important resource of the Group. Hence, the Group has been endeavouring to provide our staff with a fair and harmonious workplace where individuals with diverse cultural backgrounds are treated equally. The Group offers a competitive remuneration package and promotion opportunities based on employees' performances. The Group also provides our staff with regular trainings, including internal trainings and refresher courses offered by professional organisations, so as to keep them abreast of the latest development in the market, industry and various business sectors.

In order to achieve the goal of "providing top-quality products and services to customers", the Group adheres to the core values of "be devoted and be sincere; be brave and be a dreamer" in every aspect of our work. The Group values the feedback from customers and always try to understand their thoughts through daily communication, after-sale return visit and customer satisfaction surveys via our 'Engineering and Customer Service Department'. In addition, the Group also sets up a customer service hotline to respond to the feedback and complaints from customers.

與主要持份者關係

本集團深明僱員、客戶、供應商、合作夥伴以及股東是本集團持續穩定發展的關鍵。本集團致力與僱員緊密聯繫，為客戶提供優質的產品及服務，並加強與供應商及合作夥伴的合作，以實現本集團可持續發展，從而令本公司股東獲益。

本集團視僱員為最重要的資源，因此，本集團一直致力為僱員提供公平的工作環境，提倡共融及多元文化。本集團按照僱員的表現提供具競爭力的薪酬待遇及不同的晉升機會。本集團為僱員提供定期培訓，包括內部培訓和由專業機構提供的進修課程，以使僱員及時對市場、行業及各項業務領域的最新發展有所了解。

為實現「向客戶提供最優質產品及服務」的目標，本集團秉承「用心做事、誠信為人；果敢進取、永懷夢想」的核心價值，以此貫徹本集團的工作。本集團非常重視客戶的意見，並透過我們的「工程客服部」隊伍與客戶日常溝通、售後回訪和客戶滿意度調查以了解他們的想法。此外，本集團亦設立客戶服務熱線，用於處理客戶反饋和投訴。

Directors' Report

董事會報告

The Group firmly believes that our vendors and business partners (including contractors) are equally important in building high-quality development projects. The Group proactively communicates with our vendors to ensure they are committed to delivering high-quality and sustainable products and services. Each contract the Group enters into with our vendors is annexed to an "Integrity Cooperation Commitment", in which clearly require our vendors to strictly comply with our professional ethics set out by the Group, and clarify various requirements, including but not limited to compliance with laws and regulations, anti-corruption measures and other business ethics. The Group effectively implements the vendor assessment process by conducting sampling checks, site visits, evaluations on the performance of contracts, third-party certifications and other measures, to ensure the performance of our vendors. For vendors who provide unqualified products/services that do not meet the requirements of the contract, the Group will impose fines/prohibit the vendor from bidding in future contracts.

One of the corporate goals of the Group is to enhance corporate value to its shareholders. The Group is poised to foster business developments for achieving the sustainability of earnings growth and rewarding shareholders by stable dividend payouts taking into account the capital adequacy levels, liquidity positions and future business expansion needs of the Group.

本集團堅信若要營造優質的發展項目，服務供應商及商業合作夥伴（包括承建商）的角色亦同樣重要。本集團積極與供應商溝通，以提供優質可持續的產品及服務。本集團與供應商訂立的合同，均附有《廉潔合作協定》，向合作方要求遵守本集團所定之職業操守，並明確各項要求，包括但不限於遵守法規、防止貪污賄賂措施以及其他商業道德守則。本集團切實執行供應商評核程式，通過包括抽樣檢查、實地視察、履約評估、第三方認證及其他措施，以確保供應商之表現。對於供應商提供不合格／不乎合同要求之產品／服務，本集團會予以罰款／禁止該供應商在未來合同中投標。

本集團其中一個企業目標是為股東提升企業價值。本集團在促進業務發展以實現可持續盈利增長時，同時考慮本集團的資本充足水平、流動資金狀況及未來業務拓展的需要後穩定派息，以回報股東。

Compliance With Laws And Regulations

The principal activities of the Group are property development, property investment and property management. Compliance procedures and internal control measures are in place to ensure adherence to applicable laws, rules and regulations, in particular, those that have significant impact on the industry, including planning, construction, lease and/or sales, and property management; any changes in the applicable laws, rules and regulations affecting our businesses are brought into attention of relevant employees and relevant operation teams from time to time. The Group is also committed to safeguarding the security of personal data. When collecting and processing such data, the Group complies with the Personal Data (Privacy) Ordinance and the guidelines issued by the Office of the Privacy Commissioner for Personal Data. The Group is also subject to various corporate and administrative requirements under other laws and regulations such as Companies Ordinance (Cap. 622), the Bermuda Companies Act, the Listing Rules, Securities and Futures Ordinance, Codes on Takeovers and Merges and Share Buy-backs and Employment Ordinance. Through various internal control and approval procedures that are in place, the Company seeks to ensure the compliance with these requirements.

During the year, as far as the Company is aware, there was no material breach of or non-compliance with applicable laws and regulations by the Group that has a significant impact on the business and operations of the Group.

遵守法律及法規

本集團之主要業務為物業發展、物業投資及物業管理。本集團訂有合規程序及內控守則，以確保遵守（尤其是對行業具有重大影響）包括規劃、施工、租賃及／或銷售以及物業管理等相關適用的法律、規則及法規。倘與業務相關適用的法律、規則及法規有任何變動，本公司均會不時通知相關僱員及相關營運團隊。本集團亦致力保障個人資料的安全，本集團在收集及處理有關資料時必定遵守個人資料（私隱）條例及個人資料私隱專員公署發佈的指引。其他法律及法規下的多項企業及行政規定亦適用於本集團，如《公司條例》（第622章）、百慕達公司法、上市規則、《證券及期貨條例》、《公司收購、合併及股份回購守則》及《僱傭條例》等。本公司通過各種內部監控及審批程序，以確保本集團遵守有關規定。

年內，據本公司所知，本集團並無嚴重違反或不遵守適用法例及法規而對本集團業務及營運構成重大影響。

Directors' Report

董事會報告

SEGMENTAL INFORMATION

The Group's consolidated revenue and operating profit/(loss) for the year by business segment is as follows:

By business segment (consolidated basis):

(In RMB' 000)	(以人民幣千元為單位)	Property development 物業發展	Property investment and management 物業投資及管理	Corporate and others 企業費用及其他	Total 總額
Revenue	收入	16,263,730	1,188,644	–	17,452,374
Segment profit/(loss)	分部溢利/(虧損)	1,053,620	2,076,526	(117,004)	3,013,142

分部資料

年內，本集團按業務分部之綜合收入及經營溢利/(虧損)如下：

按業務分部(按綜合基準)：

SUBSIDIARIES

Details of the Company's principal subsidiaries as at 31 December 2023 are set out in note 46 to the financial statements.

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and assets and liabilities of the Group for the past five financial years is set out on page 16 of this annual report.

SHARE CAPITAL AND SHARE OPTIONS

Details of movements in share capital and share options of the Company during the year are set out in notes 25(a) and 25(b)(i) to the financial statements, respectively.

DISTRIBUTABLE RESERVES

At 31 December 2023, the Company's reserves, including the contributed surplus, available for distribution as dividends amounted to RMB4,126,844,000 (equivalent to HK\$4,881,725,000) (2022: RMB4,349,832,000 (equivalent to HK\$5,129,845,000)).

WARRANTS, OPTIONS OR SIMILAR RIGHTS

Other than the share option schemes of the Company and the outstanding options granted under such share option schemes as disclosed in note 25(b) to the financial statements, the Company had no outstanding warrants, options or similar rights as at 31 December 2023.

附屬公司

本公司於2023年12月31日之主要附屬公司詳情載於財務報表附註46。

五年財務概要

本集團於過去五個財政年度之業績及資產與負債概要載於年報第16頁。

股本及購股權

本公司股本及購股權於年內之變動詳情分別載於財務報表附註25(a)及25(b)(i)。

可供分派儲備

於2023年12月31日，本公司之可供股息分派儲備(包括繳入盈餘)為人民幣4,126,844,000元(相等於港幣4,881,725,000元)(2022: 人民幣4,349,832,000元(相等於港幣5,129,845,000元))。

認股權證、購股權或類似權利

除已於財務報表附註25(b)披露之本公司購股權計劃及其項下授出而尚未行使之購股權外，本公司於2023年12月31日概無任何尚未行使之認股權證、購股權或類似權利。

Directors' Report

董事會報告

DONATIONS

No donations was made by the Group during the year (2022: Nil).

DIRECTORS

The Directors during the year and up to the date of this annual report were:

Executive Directors

Mr. Ling Ke
Mr. Huang Juncan (*Chairman*)
Mr. Xu Jiajun (*Chief Executive Officer*)
Mr. Wei Chuanjun (*Chief Financial Officer*)

Non-executive Directors (“NEDs”)

Mr. Loh Lian Huat
Ms. Zhang Feiyun

Independent non-executive Directors (“INEDs”)

Mr. Hui Chiu Chung
Mr. Chiang Sheung Yee, Anthony
Mr. Xia Xinping

According to the Company's Bye-laws, at each annual general meeting, 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.

DIRECTORS' SERVICE CONTRACTS

No Directors being proposed for re-election at the forthcoming annual general meeting of the Company has a service contract with the Company or any of its subsidiaries which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

PROFILES OF DIRECTORS AND COMPANY SECRETARY

Profiles of Directors and Company Secretary of the Company are set out on pages 20 to 23 of this annual report.

捐款

年內，本集團並無捐款(2022：無)。

董事

年內及直至本年報日期之董事如下：

執行董事

凌克先生
黃俊燦先生(主席)
徐家俊先生(行政總裁)
韋傳軍先生(財務總裁)

非執行董事

Loh Lian Huat先生
張斐贊女士

獨立非執行董事

許照中先生
蔣尚義先生
夏新平先生

根據本公司之公司細則，在每屆股東周年大會上，當時為數三分之一的董事(或如董事人數並非三的倍數，則須為最接近但不少於三分之一的董事人數)均須輪值退任，惟每名董事須至少每三年退任一次。

董事之服務合約

擬將於應屆股東周年大會上重選連任之董事概無與本公司或其任何附屬公司訂立不可於一年內由本公司無償(法定賠償除外)終止之服務合約。

董事及公司秘書簡介

本公司董事及公司秘書簡介載於本年報第20至23頁。

Directors' Report

董事會報告

SHARE OPTION SCHEMES

A share option scheme was adopted by the Company on 20 May 2003 (the “**Share Option Scheme 2003**”) which was expired on 20 May 2013 and another share option scheme was adopted by the Company on 15 May 2013 (the “**Share Option Scheme 2013**”) for the purpose of continuing to give incentive to, rewarding, remunerating, compensating and/or providing benefits to the Qualifying Grantees (as defined in the Share Option Scheme 2013) of the Company. The Share Option Scheme 2013 was also expired on 15 May 2023. Any share options which were granted under the Share Option Scheme 2003 and the Share Option Scheme 2013 prior to their expiry shall continue to be valid and exercisable in accordance with the terms as set out therein.

A summary of the Share Option Scheme 2003 and the Share Option Scheme 2013 (collectively “**Share Option Schemes**”) is set out as follows:

Purposes of the Share Option Schemes

The purposes of the Share Option Schemes are to attract and retain the best quality personnel for the development of the Company's businesses, to provide additional incentives to Directors and employees, etc., and to promote the long term financial success of the Company by aligning the interests of option holders to shareholders.

Participants of the Share Option Schemes

Eligible participants of the Share Option Schemes include any employee or any proposed employee of the Company or any affiliates (including an officer or Director (whether executive or non-executive) or alternate Director of the Company or any affiliate, etc.)

Total number of shares available for issue under the Share Option Schemes and percentage of issued share capital as at the date of this annual report

As at the date of this report, all share options outstanding under the Share Option Scheme 2003 were lapsed during the year. The total number of shares which may be issued upon exercise of all share options granted and yet to be exercised under the Share Option Scheme 2013 amounted to 25,648,000. Based on these outstanding share options, the total number of shares available for issue was 25,648,000, representing approximately 0.15% of the total issued shares of the Company as at the date of this report.

購股權計劃

本公司於2003年5月20日採納的購股權計劃(「**2003年購股權計劃**」)已於2013年5月20日屆滿，而本公司於2013年5月15日已採納另一購股權計劃(「**2013年購股權計劃**」)，旨在繼續為本公司合資格承授人(定義見2013年購股權計劃)給予鼓勵、獎勵、報酬、補償及／或提供福利，而2013年購股權計劃亦已於2023年5月15日屆滿。根據2003年購股權計劃及2013年購股權計劃屆滿前授出的任何購股權仍根據該等計劃的條款有效及可予行使。

2003年購股權計劃及2013年購股權計劃(統稱「**購股權計劃**」)之概要如下：

購股權計劃目的

購股權計劃旨在吸引及挽留優秀人才，協力發展本公司業務；向董事及僱員等提供額外獎勵，以及透過令購股權持有人之利益與股東利益一致，促使本公司在財政上獲得長遠成功。

購股權計劃參與人士

購股權計劃之合資格參與人士包括本公司或任何聯屬公司任何僱員或任何準僱員(包括本公司或其他關聯公司之行政人員或董事(不論執行或非執行)或替任董事等)。

根據購股權計劃可供發行之股份總數及佔於本年報日期已發行股本之百分比

截至本報告日期，所有根據2003年購股權計劃尚未行使的購股權均已在年內失效。根據2013年購股權計劃授出而尚未行使之購股權總數為25,648,000份。根據該等尚未行使之購股權，合共可發行25,648,000股股份，佔本公司於本報告日期已發行股份總數約0.15%。

Maximum entitlement of each participant under the Share Option Schemes

The total number of shares issued and to be issued upon exercise of the options granted (including exercised, cancelled and outstanding options) to each participant in any 12-month period must not exceed 1% of the shares of the Company in issue as at the date of grant unless the same is approved by shareholders in a general meeting.

The total number of shares issued and to be issued upon exercise of the options granted to a director, chief executive or substantial shareholder of the Company, or to any of their respective associates, are subject to the approval in advance by the INEDs of the Company, excluding the INED(s) of the Company who is/are the grantee(s) of the share options. In addition, any share option (including exercised, cancelled and outstanding options) granted to a substantial shareholder or an INED of the Company, or to any of their respective associates, in any 12-month period must not exceed 0.1% of the shares of the Company in issue as at the date of grant or with an aggregate value (based on the closing price of the Company's shares as at the date of grant) must not exceed HK\$5 million unless the same is approved by shareholders in a general meeting.

The period within which the shares must be taken up under an option

The exercise period of the share options granted is determined by the Board, and commences on a specified date and ends on a date which is not later than 10 years from the date of grant of the share options.

The minimum period for which an option must be held before it can be exercised

1 year

The amount payable on application or acceptance of the options and the period within which payments or calls must or may be made or loans for such purposes must be paid

HK\$1 is to be paid by each grantee as consideration for the grant of options within 28 days from the date of offer.

購股權計劃項下各參與人士之最高配額

於任何12個月期間根據授予各參與人士的購股權(包括已行使、註銷及尚未行使)獲行使而發行及將予發行的股份總數不得超過本公司於授出日期已發行股份之1%，惟獲股東於股東大會上批准除外。

向本公司董事、主要行政人員或主要股東或彼等各自之任何聯繫人授予購股權獲行使而發行及將發行的股份總數，須獲本公司獨立非執行董事(惟本身亦為購股權承授人之本公司獨立非執行董事除外)事先批准後，方可作實。此外，於任何12個月期間，向本公司主要股東或獨立非執行董事或彼等各自之任何聯繫人所授出之任何購股權(包括已行使、註銷及尚未行使)不得超過本公司於授出日期已發行股份之0.1%或總值不得超過港幣5,000,000元(按本公司股份於授出日期之收市價計算)，惟獲股東於股東大會上批准除外。

根據購股權必須認購股份的期限

授出購股權之行使期由董事會釐定，由指定之日期開始至終止該日，不得超過授出購股權當日起計10年。

購股權可予行使前須持有之最短期限

1年

申請或接納購股權時應付之金額以及必須或可能需要繳付金額或催繳金額或就此而必須繳付貸款的期限

每名承授人須於建議授出日期起計28日內繳付港幣1元作為獲授購股權之代價。

Directors' Report

董事會報告

The basis of determining the exercise price

The exercise price shall be determined by the Directors, being at least the highest of:

- (a) the closing price of shares as stated in The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”)’s daily quotations sheet on the date of offer, which must be a business day;
- (b) the average closing price of shares as stated in the Stock Exchange’s daily quotations sheets for the five business days immediately preceding the date of offer; and
- (c) the nominal value of a Company’s share.

The remaining life of the Share Option Schemes

The Share Option Schemes shall be valid and effective for a period of 10 years commencing on the respective dates of their adoption. The Share Option Scheme 2003 and the Share Option Scheme 2013 were expired on 20 May 2013 and 15 May 2023, respectively.

釐定行使價之基準

行使價由董事會釐定，最少為下列較高者：

- (a) 於建議授出日期（必須為營業日）香港聯合交易所有限公司（「**聯交所**」）每日報價表所示的股份收市價；
- (b) 緊接建議授出日期前五個營業日聯交所每日報價表所示的股份平均收市價；及
- (c) 本公司股份的面值。

購股權計劃尚餘年期

購股權計劃自其獲採納日期起計10年期內有效及生效。2003年購股權計劃及2013年購股權計劃分別已於2013年5月20日及2023年5月15日屆滿。

Directors' Report

董事會報告

Details of the movements of the share options under the Share Option Schemes during the year were as follows: 根據購股權計劃之購股權於年內的變動詳情如下：

	Year of grant (Note 1) 授出年份 (附註1)	Number of share options 購股權數目			Outstanding as at 31/12/2023 (Note 4) 於2023年 12月31日 (附註4)
		Outstanding as at 1/1/2023 (Note 2) 於2023年 1月1日 (附註2)	Exercised during the year (Note 3) 於年內行使 (附註3)	Lapsed during the year 於年內失效	
Independent non-executive Directors					
獨立非執行董事					
Mr. Hui Chiu Chung					
許照中先生	2013*	3,000,000	–	(3,000,000)	–
Mr. Chiang Sheung Yee, Anthony					
蔣尚義先生	2013	2,000,000	–	(2,000,000)	–
	2013*	3,000,000	–	(3,000,000)	–
	2014	3,000,000	–	–	3,000,000
		8,000,000	–	(5,000,000)	3,000,000
Sub-total					
小計		11,000,000	–	(8,000,000)	3,000,000
Others (In aggregate)					
其他(合計)	2013	10,160,000	–	(10,160,000)	–
	2013*	147,939,000	–	(147,939,000)	–
	2014	26,648,000	(4,000,000)	–	22,648,000
Sub-total					
小計		184,747,000	(4,000,000)	(158,099,000)	22,648,000
TOTAL					
總數		195,747,000	(4,000,000)	(166,099,000)	25,648,000

Directors' Report

董事會報告

Notes:

附註：

1.

1.

Year of Grant 授出年份	Date of grant 授出日期	Exercise period 行使期	Exercise price 行使價 HK\$ 港幣元	Closing price# 收市價# HK\$ 港幣元
2013	07/01/2013	07/01/2014 – 06/01/2023	0.550	0.455
2013*	20/05/2013	20/05/2014 – 19/05/2023	0.792	0.780
2014	29/12/2014	29/12/2015 – 28/12/2024	0.440	0.430

The closing price of the Company's share quoted on the Stock Exchange immediately before the date of grant

本公司股份於緊接授出日期前在聯交所所報之收市價

2. All share options granted have been vested and exercisable in full in accordance with the vesting period set out in their respective offer letters.

2. 所有授出之購股權已根據其各自的要約函件所載之歸屬期已全數歸屬及可予以行使。

3. The exercise date was 3 April 2023. The closing price of the shares immediately before the date on which the options were exercised was HK\$0.54.

3. 行使日期為2023年4月3日。股份在緊接行使購股權之前的收市價為港幣0.54元。

4. No share option was granted or cancelled during the year ended 31 December 2023.

4. 截至2023年12月31日止年度並無授出或註銷購股權。

Directors' Report

董事會報告

During the year, the subscription rights attaching to 4,000,000 share options were exercised at an exercise price of HK\$0.44 per share and resulting in an issuance of 4,000,000 new ordinary shares of the Company at a nominal value of HK\$0.1 each for a total cash consideration, before expenses, of HK\$1,760,000. The proceeds from these exercises of share options would be applied for general working capital of the Group.

Apart from the aforesaid, at no time during the year was the Company or any of its holding companies, subsidiaries or fellow subsidiaries a party to any arrangement to enable the directors and chief executive of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

DIRECTORS' INTERESTS IN SECURITIES

As at 31 December 2023, the following Directors and the chief executive of the Company had the following interests and 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 (Chapter 571 of the Laws of Hong Kong) (the "SFO")) as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Part XV of the SFO or the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") under the Listing Rules:

年內，有4,000,000份購股權所附帶的認購權已按行使價每股港幣0.44元獲行使，就此發行合共4,000,000股每股面值港幣0.1元之本公司新普通股，總現金代價（扣除開支前）為港幣1,760,000元。行使該等購股權的所得款項將用作本集團的一般營運資金。

除上文所提述外，本公司或其任何控股公司、附屬公司或同系附屬公司於年內任何時間並無參與任何安排，致使本公司董事及最高行政人員得以藉購入本公司或任何其他法人團體之股份或債權證取得利益。

董事於證券之權益

於2023年12月31日，本公司下列董事及最高行政人員於本公司或其相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債權證中持有根據證券及期貨條例第352條記錄於本公司須存置登記冊之權益及淡倉；或根據證券及期貨條例第XV部或上市規則載列之上市公司董事進行證券交易的標準守則（「標準守則」）須另行知會本公司及聯交所之權益及淡倉如下：

Directors' Report

董事會報告

(a) Long position in the shares and share options of the Company (a) 於本公司股份及購股權之好倉

Name of director 董事姓名	Nature of interest 權益性質	Number of shares 股份數目	Number of share options outstanding (Note 1) 尚未行使之購股權數目 (附註1)	Total number of underlying shares 相關股份總數	Approximate percentage of total shareholding (Note 2) 佔股權總額之概約百分比 (附註2)
Mr. Ling Ke 凌克先生	Beneficial Owner 實益擁有人	167,450,000	–	167,450,000	1.01%
Mr. Huang Juncan 黃俊燦先生	Beneficial Owner 實益擁有人	144,460,000	–	144,460,000	0.87%
Mr. Xu Jiajun 徐家俊先生	Beneficial Owner 實益擁有人	126,230,000	–	126,230,000	0.76%
Mr. Wei Chuanjun 韋傳軍先生	Beneficial Owner 實益擁有人	94,150,000	–	94,150,000	0.57%
Mr. Loh Lian Huat Loh Lian Huat 先生	Beneficial Owner 實益擁有人	12,000,000	–	12,058,000	0.07%
	Interest of his spouse 配偶利益	58,000	–		
Mr. Hui Chiu Chung 許照中先生	Beneficial Owner 實益擁有人	2,500,000	–	3,500,000	0.02%
	Interest of his spouse 配偶利益	1,000,000	–		
Mr. Chiang Sheung Yee, Anthony 蔣尚義先生	Beneficial Owner 實益擁有人	–	3,000,000	3,000,000	0.02%

Directors' Report

董事會報告

Notes:

1. The share options were granted on 29 December 2014, each with an exercise price of HK\$0.44 per share and a validity period from 29 December 2014 to 28 December 2024 under the Share Option Scheme 2013.
2. The percentage shareholding in the Company is calculated on the basis of 16,613,686,827 shares in issue as at 31 December 2023.

附註：

1. 該等購股權根據本公司2013年購股權計劃於2014年12月29日授出，各自之行使價為每股港幣0.44元，於2014年12月29日至2024年12月28日止期間有效。
2. 於本公司之股權百分比乃按2023年12月31日之已發行股份16,613,686,827股為基準計算。

(b) Long position in the shares and underlying shares of the associated corporation of the Company – Gemdale Corporation

(b) 於本公司相聯法團金地(集團)股份有限公司(「金地集團」)之股份及相關股份之好倉

Name of Director 董事姓名	Nature of interest 權益性質	Number of shares 股份數目	Approximate percentage of total shareholding 佔股權總額之概約百分比
Mr. Ling Ke 凌克先生	Beneficial owner 實益擁有人	3,808,400	0.08%
Mr. Huang Juncan 黃俊燦先生	Beneficial owner 實益擁有人	2,065,600	0.05%
Mr. Xu Jiajun 徐家俊先生	Beneficial owner 實益擁有人	1,050,800	0.02%
Mr. Wei Chuanjun 韋傳軍先生	Beneficial owner 實益擁有人	960,100	0.02%

Directors' Report

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Save as disclosed above, as at 31 December 2023, none of the Directors and the chief executive of the Company had any interest or short position in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Part XV of the SFO or the Model Code.

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SECURITIES

As at 31 December 2023, the following persons (other than a Director or chief executive of the Company) had the following 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:

Long position in the shares of the Company

除上文披露者外，於2023年12月31日，本公司董事及最高行政人員概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債權證中，擁有根據證券及期貨條例第352條記錄於本公司須存置登記冊之任何權益或淡倉；或根據證券及期貨條例第XV部或標準守則須另行知會本公司及聯交所之權益或淡倉。

主要股東於證券之權益

於2023年12月31日，以下人士（本公司董事及最高行政人員除外）於本公司股份或相關股份中擁有下列根據證券及期貨條例第336條記錄於本公司須存置登記冊之權益或淡倉：

於本公司股份之好倉

Name of shareholder 股東名稱	Notes 附註	Nature of interest/capacity 權益性質／身份	Number of shares 股份數目	Approximate percentage of total shareholding (Note 3) 佔股權總額之 概約百分比 (附註3)
Glassy An Limited 潤安有限公司	1	Directly beneficially owned 直接實益擁有	6,689,716,983	40.27%
Beacon Limited	2	Directly beneficially owned 直接實益擁有	4,148,474,322	24.97%

Notes:

1. As at 31 December 2023, Glassy An Limited was an indirectly wholly-owned subsidiary of Gemdale Corporation. Gemdale Corporation is a company established in the People's Republic of China ("PRC") with limited liability and the A-shares of which are listed on the Shanghai Stock Exchange (Stock Code: 600383). To the best knowledge, information and belief of the Company having made all reasonable enquiries, based on the latest public information available, the single largest shareholder of Gemdale Corporation is FunDe Sino Life Insurance Co., Ltd., which is interested in approximately 29.8% of Gemdale Corporation.

附註：

1. 於2023年12月31日，潤安有限公司為金地集團之間接全資附屬公司。金地集團是於中華人民共和國（「中國」）成立的有限公司，其A股於上海證券交易所上市（股份代號：600383）。據本公司經一切合理查詢後所深知，全悉及確信，根據最新可獲得的公開信息，金地集團的單一最大股東為富德生命人壽保險股份有限公司，該公司持有金地集團約29.8%權益。

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2. As at 31 December 2023, Beacon Limited was a wholly-owned subsidiary of OUE Limited, whose shares are listed on the Singapore Stock Exchange (Stock Code: LJ3). OUE Limited was a subsidiary of Lippo ASM Asia Property Limited, which was owned as to 50% by HKC Property Investment Holdings Limited and as to 50% by Admiralty Station Management Limited. HKC Property Investment Holdings Limited was a subsidiary of Lippo Capital Limited which was owned as to 60% by Lippo Capital Holdings Company Limited and as to 40% by PT Trijaya Utama Mandiri. Lippo Capital Holdings Company Limited was beneficially owned by Mr. Stephen Riady while PT Trijaya Utama Mandiri was beneficially owned by Mr. James Tjahaja Riady. Admiralty Station Management Limited was beneficially owned by Mr. Chan Kin.

3. The percentage shareholding in the Company was calculated on the basis of 16,613,686,827 shares of the Company in issue as at 31 December 2023.

Save as disclosed above, as at 31 December 2023, no other person had any interest or short position 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.

DIRECTORS' AND CONTROLLING SHAREHOLDER'S MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Each of Messrs. Ling Ke, Huang Juncan, Xu Jiajun and Wei Chuanjun, all being the executive Directors, is/was also a director and/or top management of Gemdale Corporation which is the ultimate controlling shareholder of the Company and is a connected person of the Company under the Listing Rules, while Mr. Ling Ke resigned as a director of Gemdale Corporation in October 2023. Therefore, each of Messrs. Ling Ke, Huang Juncan, Xu Jiajun and Wei Chuanjun was materially interested in the transactions as disclosed in the sub-headed "(a) Continuing Connected Transactions" under the section headed "Connected Transactions" below.

2. 於2023年12月31日，Beacon Limited是OUE Limited之全資附屬公司(OUE Limited之股份在新加坡證券交易所上市(股份代號：LJ3))。OUE Limited是Lippo ASM Asia Property Limited之附屬公司，該公司分別由HKC Property Investment Holdings Limited及Admiralty Station Management Limited各持有50%權益。HKC Property Investment Holdings Limited是Lippo Capital Limited之附屬公司，該公司分別由Lippo Capital Holdings Company Limited持有60%及PT Trijaya Utama Mandiri持有40%。Lippo Capital Holdings Company Limited由Stephen Riady先生實益擁有，而PT Trijaya Utama Mandiri則由James Tjahaja Riady先生實益擁有。Admiralty Station Management Limited則由陳健先生實益擁有。

3. 於本公司之股權百分比乃按本公司於2023年12月31日之已發行股份16,613,686,827股為基準計算。

除上文披露者外，於2023年12月31日，概無其他人士於本公司股份或相關股份中擁有根據證券及期貨條例第336條記錄於本公司須存置之登記冊之權益或淡倉。

董事及控股股東於交易、安排或合約中之重大權益

本公司執行董事凌克先生、黃俊燦先生、徐家俊先生及韋傳軍先生各人亦為／曾為金地集團之董事及／或高級管理人員(凌克先生已於2023年10月辭任金地(集團)股份有限公司董事)。金地集團為本公司之最終控股股東，因此根據上市規則為本公司之關連人士。因此，凌克先生、黃俊燦先生、徐家俊先生及韋傳軍先生各人於下文「關連交易」一節中「(a)持續關連交易」項下所披露之交易擁有重大權益。

Directors' Report

董事會報告

Save for the transactions as disclosed in the section headed "Connected Transactions" below and the material related party transactions as disclosed in note 41 to the financial statements, there were no other transactions, arrangements or contracts of significance in relation to the Group's business to which the Company's holding company or any of its subsidiaries or fellow subsidiaries was a party, and in which a Director or its connected entities had a material interest (whether directly or indirectly) subsisting at the end of the year or at any time during the year.

OTHER DIRECTORS' INTEREST

As at the date of this report, the following Directors were also a director or an employee of the following companies, each of which had or was deemed to have an interest or short position in the shares or underlying shares in respect of equity derivatives 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:

除下文「關連交易」一節所披露之交易及財務報表附註41披露之重大關連方交易外，截至年末及於年內任何時間，本公司之控股公司或其各附屬公司或同系附屬公司並無訂立任何與本公司董事或其關連實體直接或間接擁有重大權益而與本公司業務有重大聯繫之其他交易、安排或合約。

董事其他權益

於本報告日期，下列董事亦為以下公司之董事或僱員，而各公司均於本公司股份及有關股本衍生工具之相關股份擁有根據證券及期貨條例第XV部第2及第3分部規定須向本公司披露之權益或淡倉：

Name of Director 董事名稱	Name of substantial shareholder of the Company 本公司主要股東名稱		Position in substantial shareholder of the Company 於本公司主要股東之職位	
Mr. Ling Ke 凌克先生	Glassy An Limited	潤安有限公司	Director	董事
Mr. Huang Juncan 黃俊燦先生	Gemdale Corporation	金地集團	Director	董事
Mr. Xu Jiajun 徐家俊先生	Gemdale Corporation	金地集團	Director	董事
Mr. Wei Chuanjun 韋傳軍先生	Gemdale Corporation	金地集團	Director	董事

CONNECTED TRANSACTIONS

The Group has entered into the following connected transactions during the year:

(a) Continuing Connected Transactions

1. On 7 December 2022, a property development and technical services agreement was entered into between the Company and Gemdale Corporation (the "**Services Agreement**"), pursuant to which Gemdale Corporation agreed to provide property development and technical services to the Group in relation to certain property projects of the Group for the year ended 31 December 2023 at the services fee calculated based on 0.6% of the contracted sales of the Group's properties receiving such services from Gemdale Corporation.

Gemdale Corporation is the ultimate controlling shareholder of the Company and is therefore a connected person of the Company under the Listing Rules. The Company set the annual cap for the aggregate amount of services fee payable pursuant to the Services Agreement at RMB21,660,000 for the year ended 31 December 2023.

During the year, the aggregate amount of services fee of approximately RMB7,985,000 was paid to Gemdale Corporation under the Services Agreement.

2. On 7 December 2022, an entrusted operation agreement was entered into between the Company, Beijing Ganglu Property Management Co., Ltd. ("**Beijing Ganglu**", a subsidiary of the Company, as trustee), Beijing Gemdale Hongyun Real Estate Development Co., Ltd. ("**Beijing Gemdale**") and Beijing Gemdale, Chaoyang Branch (together with Beijing Gemdale, as principal) (the "**Entrusted Operation Agreement**"), pursuant to which the principal agreed to engage Beijing Ganglu to manage the operations of Beijing Gemdale Plaza located in Beijing, the PRC for and on its behalf for the year ended 31 December 2023 at the entrusted management fee calculated based on the operating cost for provision of relevant services plus a margin of 20%.

關連交易

本集團於年內曾訂立下列關連交易：

(a) 持續關連交易

1. 於2022年12月7日，本公司與金地集團訂立物業開發及技術服務協議（「**服務協議**」），據此，金地集團同意於截至2023年12月31日止年度就本集團之若干物業項目向本集團提供物業開發及技術服務，服務費按本集團物業使用由金地集團提供相關服務之合約銷售額之0.6%計算。

金地集團為本公司之最終控股股東，因此根據上市規則為本公司之關連人士。本公司截至2023年12月31日止年度根據服務協議應付服務費總額的年度上限設定為人民幣21,660,000元。

年內，本公司於服務協議下已向金地集團支付服務費總額約人民幣7,985,000元。

2. 於2022年12月7日，本公司、北京港旅物業管理有限公司（「**北京港旅**」，本公司之附屬公司，作為受託人）、北京金地鴻運房地產開發有限公司（「**北京金地**」）及北京金地朝陽分公司（連同北京金地，作為委託人）訂立項目運營委託協議（「**項目運營委託協議**」），據此，委託人同意聘請北京港旅於截至2023年12月31日止年度代其管理位於中國北京之北京金地廣場之營運，運營託管費按提供相關服務所產生之經營成本上浮20%計算。

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Beijing Gemdale is a subsidiary of Gemdale Corporation and is therefore a connected person of the Company under the Listing Rules. The Company set the annual cap for the entrusted management fee receivable pursuant to the Entrusted Operation Agreement at RMB26,500,000 for the year ended 31 December 2023.

During the year, an entrusted management fee of approximately RMB26,400,000 was received from Beijing Gemdale under the Entrusted Operation Agreement.

- On 7 December 2022, a framework agreement was entered into between the Company and Shenzhen Gemdale Property Management Ltd. (“**Gemdale Property**”) (the “**Property Management Framework Agreement**”), pursuant to which Gemdale Property and/or its subsidiaries and/or its designated affiliated companies under the same control agreed to provide property management services during the development stage of the property projects of the Group for the year ended 31 December 2023 at the management services fee calculated based on the relevant costs for provision of the relevant services plus a margin of 10% plus tax.

Gemdale Property is a subsidiary of Gemdale Corporation and is therefore a connected person of the Company under the Listing Rules. The Company set the annual cap for the aggregate amount of management services fee payable pursuant to the Property Management Framework Agreement at RMB43,090,000 for the year ended 31 December 2023.

During the year, the aggregate amount of management services fee of approximately RMB40,882,000 was paid to Gemdale Property or its subsidiaries/designated affiliated companies under the same control under the subsidiary agreement(s) to the Property Management Framework Agreement.

北京金地為金地集團之附屬公司，因此根據上市規則為本公司之關連人士。本公司截至2023年12月31日止年度根據項目運營委託協議應收運營託管費之年度上限設定為人民幣26,500,000元。

年內，本公司於項目運營委託協議下已向北京金地收取運營託管費約人民幣26,400,000元。

- 於2022年12月7日，本公司與深圳金地物業管理有限公司（「**金地物業**」）訂立框架協議（「**物業管理框架協議**」），據此，金地物業及／或其附屬公司及／或指定與其受同一控制之關聯公司同意於截至2023年12月31日止年度就本集團物業項目之開發期提供物業管理服務，管理服務費按提供相關服務所產生之相關成本上浮10%及另加稅費計算。

金地物業為金地集團之附屬公司，因此根據上市規則為本公司之關連人士。本公司截至2023年12月31日止年度根據物業管理框架協議應付管理服務費總額之年度上限設定為人民幣43,090,000元。

年內，本公司於物業管理框架協議下所訂立之附屬協議已向金地物業及／或其附屬公司及／或指定與其受同一控制之關聯公司支付管理服務費總額約人民幣40,882,000元。

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4. On 7 December 2022, a framework agreement was entered into between the Company and Shenzhen Gemdale Building Project Co., Ltd. (“**Gemdale Building**”) (the “**Framework System Installation Agreement**”), pursuant to which Gemdale Building agreed to provide certain intelligent system project services for the various property projects of the Group for the year ended 31 December 2023 at the project fees calculated based on the relevant cost for provision of relevant services plus a margin of 1.25% plus tax.

Gemdale Building is a subsidiary of Gemdale Corporation and is therefore a connected person of the Company under the Listing Rules. The Company set the annual cap for the aggregate amount of project fees payable pursuant to the Framework System Installation Agreement at RMB36,350,000 for the year ended 31 December 2023.

During the year, the aggregate amount of project fees of approximately RMB12,255,000 was paid to Gemdale Building under the subsidiary agreement(s) to the Framework System Installation Agreement.

5. On 7 December 2022, a tenancy framework agreement was entered into between the Company and Gemdale Corporation (the “**Tenancy Framework Agreement**”), pursuant to which, the Company (as landlord) will lease certain premises in Vision Shenzhen Business Park located in Shenzhen, the PRC to Gemdale Corporation, its subsidiaries and/or its associated companies. Designated floors will be determined in accordance with individual lease contracts otherwise agreed.

The Company set the annual cap for the aggregate amount of the rent and property management fee receivable pursuant to the Tenancy Framework Agreement at RMB34,340,000 for the year ended 31 December 2023.

During the year, the aggregate amount of the rent and property management fee of approximately RMB20,541,000 was received from Gemdale Corporation, its subsidiaries and/or its associated companies under the lease contracts to the Tenancy Framework Agreement.

4. 於2022年12月7日，本公司與深圳市金地樓宇工程有限公司（「**金地樓宇**」）訂立框架協議（「**系統裝設工程框架協議**」），據此，金地樓宇同意就本集團各物業項目於截至2023年12月31日止年度提供若干智能化系統裝設工程服務，工程費按提供相關服務所產生之相關成本上浮1.25%及另加稅費計算。

金地樓宇為金地集團之附屬公司，因此根據上市規則為本公司之關連人士。本公司截至2023年12月31日止年度根據系統裝設工程框架協議應付工程費總額之年度上限設定為人民幣36,350,000元。

年內，本公司於系統裝設工程框架協議下所訂立之附屬協議已向金地樓宇支付工程費總額約人民幣12,255,000元。

5. 於2022年12月7日，本公司與金地集團訂立租賃框架協議（「**租賃框架協議**」），據此，截至2023年12月31日止年度，本公司附屬公司（作為業主）將向金地集團、其附屬公司及／或其聯營公司出租位於中國深圳市深圳威新軟件科技園的部份物業，具體租賃樓層將根據個別租賃合同而確定。

本公司截至2023年12月31日止年度根據租賃框架協議應收租金及物業管理費總額之年度上限設定為人民幣34,340,000元。

年內，本公司於租賃框架協議下之租賃合同已向金地集團、其附屬公司及／或其聯營公司收取之租金及物業管理費總額約人民幣20,541,000元。

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6. On 7 December 2022, a framework agreement was entered into between Guangzhou Guangdian Real Estate Development Group Co., Ltd. (“**Guangzhou Guangdian**”), which is owned as to 76% by the Company, and Gemdale Corporation (the “**Financial Consulting Framework Agreement**”), pursuant to which Gemdale Corporation (as trustee) agreed to provide financial advisory and consultation services to Guangzhou Guangdian (as principal) and/or its subsidiaries, joint ventures and associated companies for their property projects' funding activities for three years commencing from 1 January 2023 to 31 December 2025 at a maximum rate of 1% per annum over the facility amount obtained by Guangzhou Guangdian and/or its subsidiaries, joint ventures and associated companies.

The Company set the annual caps for the aggregate amount of the financial consultancy fee payable by Guangzhou Guangdian pursuant to the Financial Consulting Framework Agreement at RMB50 million, RMB60 million and RMB70 million for the three years ending 31 December 2023, 2024 and 2025, respectively.

During the year, the aggregate amount of the financial consultancy fee of approximately RMB26,536,000 was paid by Guangzhou Guangdian to Gemdale Corporation under the subsidiary agreement(s) to the Financial Consulting Framework Agreement.

7. On 23 December 2021, a framework agreement was entered into between Shenzhen Xinchengtian Construction Engineering Co., Ltd. (“**Shenzhen Xinchengtian**”, a subsidiary of Gemdale Corporation) and the Company (the “**Decoration Services Framework Agreement**”), pursuant to which the Company (as principal) agreed to engage Shenzhen Xinchengtian (as trustee) to provide decoration services for certain property projects developed by the Group and its associates or joint ventures for three years commencing from 1 January 2022 to 31 December 2024 at the decoration fee of fitting out works calculated based on the relevant costs for provision of relevant services plus a margin of about 7% to 15%.

6. 於2022年12月7日，廣州廣電房地產開發集團股份有限公司（「廣州廣電」）（本公司擁有其76%股權）與金地集團訂立框架協議（「財務顧問框架協議」），據此，金地集團（作為受託人）同意就廣州廣電（作為委託人）及／或其附屬公司、合營公司及聯營公司的物業項目提供融資活動的財務顧問及諮詢服務，為期由2023年1月1日起至2025年12月31日止3年，財務顧問費年費率按廣州廣電及／或其附屬公司、合營公司及聯營公司各自已獲取之融資款不高於1%計算。

本公司截至2023年、2024年及2025年12月31日止3個年度根據財務顧問框架協議廣州廣電應付財務顧問費總額之年度上限分別設定為人民幣50,000,000元、人民幣60,000,000元及人民幣70,000,000元。

年內，廣州廣電於財務顧問框架協議下所訂立之附屬協議已向金地集團支付財務顧問費總額約人民幣26,536,000元。

7. 於2021年12月23日，深圳新誠天建築工程有限公司（「深圳新誠天」，金地集團之附屬公司）與本公司訂立框架協議（「批量精裝服務框架協議」），據此，本公司（作為委託人）同意委託深圳新誠天（作為受託人）就本集團及其聯營公司開發的若干物業提供批量精裝服務，為期由2022年1月1日起至2024年12月31日止3年，裝修工程費按提供相關服務所產生之相關成本上浮約7%至15%計算。

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The Company set the annual caps for the aggregate amount of the decoration fee payable pursuant to the Decoration Services Framework Agreement at RMB100 million, RMB200 million and RMB300 million for the three years ending 31 December 2022, 2023 and 2024, respectively.

During the year, the aggregate amount of the decoration fee of approximately RMB18,380,000 was paid to Shenzhen Xinchengtian under the subsidiary agreement(s) to the Decoration Services Framework Agreement.

(b) Annual review of the continuing connected transactions

In accordance with Rule 14A.55 of the Listing Rules, the INEDs had reviewed the continuing connected transactions as contemplated under the (i) Services Agreement, (ii) Entrusted Operation Agreement, (iii) Property Management Framework Agreement, (iv) Framework System Installation Agreement, (v) Tenancy Framework Agreement, (vi) Financial Consulting Framework Agreement and (vii) Decoration Services Framework Agreement (collectively, the “**2023 Continuing Connected Transactions**”) which were subsisting during the year and confirmed that the 2023 Continuing Connected Transactions had been entered into:

- (i) in the ordinary and usual course of business of the Group;
- (ii) on normal commercial terms; and
- (iii) according to the relevant agreements governing the 2023 Continuing Connected Transactions on terms that are fair and reasonable and in the interests of the Company's shareholders as a whole.

本公司截至2022年、2023年及2024年12月31日止3個年度根據批量精裝服務框架協議應付裝修工程費總額之年度上限分別設定為人民幣100,000,000元、人民幣200,000,000元及人民幣300,000,000元。

年內，本公司於批量精裝服務框架協議下所訂立之附屬協議已向深圳新誠天支付裝修工程費總額約人民幣18,380,000元。

(b) 持續關連交易的年度審閱

根據上市規則第14A.55條，獨立非執行董事已審閱年內於(i)服務協議，(ii)項目運營委託協議，(iii)物業管理框架協議，(iv)系統裝設工程框架協議，(v)租賃框架協議、(vi)財務顧問框架協議及(vii)批量精裝服務框架協議項下所進行之持續關連交易（統稱「**2023年持續關連交易**」），並確認2023年持續關連交易乃：

- (i) 在本集團的日常業務中訂立；
- (ii) 按照一般商務條款進行；及
- (iii) 根據2023年持續關連交易之相關協議進行，條款公平合理，其且符合本公司股東的整體利益。

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The Company's auditors were engaged to report on the Group's 2023 Continuing Connected Transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditors have issued an unqualified letter containing their findings and conclusions in respect of the 2023 Continuing Connected Transactions disclosed above by the Group in accordance with Rule 14A.56 of the Listing Rules.

Save as disclosed above, none of the material related party transactions as disclosed in note 41 to the financial statements for the year constituted discloseable non-exempted connected transaction or non-exempted continuing connected transaction under the Listing Rules.

To the extent of the above material related party transactions constituting connected transactions as defined in the Listing Rules, the Company had complied with the relevant requirements under Chapter 14A of the Listing Rules during the year.

DIRECTORS' INTEREST IN COMPETING BUSINESS

During the year and up to the date of this annual report, Mr. Ling Ke, Mr. Huang Juncan, Mr. Xu Jiajun and Mr. Wei Chuanjun, all being executive Directors, held shareholding or other interests and/or directorships in companies/entities within the group of Gemdale Corporation, while Mr. Ling Ke resigned as a director of Gemdale Corporation in October 2023. Gemdale Corporation mainly focuses on residential property development and participates in large-scale urban complex/commercial projects in the top 50 cities (by population/economic scale) in the PRC.

The Board also includes two NEDs and three INEDs whose views carry significant weight in the Board's decisions. Therefore, the Board is independent from the board of directors/governing committees of Gemdale Corporation and none of the above-mentioned Directors can personally manage the Board. The audit committee of the Company, which consists of three INEDs, meets regularly to assist the Board in reviewing the financial performance, risk management and internal control, and compliance systems of the Group.

本公司之核數師受聘根據香港會計師公會頒佈之香港審核工作準則第3000號(經修訂)審核或審閱歷史性財務資料以外的審核工作及參照實務說明第740號關於香港上市規則所述持續關連交易的核數師函件報告本集團之2023年持續關連交易。本公司核數師已根據上市規則第14A.56條發出無保留函件，當中載列有關本集團上述所披露有關2023年持續關連交易之發現結果及結論。

除上文披露者外，於財務報表附註41內所披露於年內之重大關連方交易並不構成根據上市規則屬須予披露之不獲豁免之關連交易或不獲豁免之持續關連交易。

在上述根據上市規則界定下屬關連交易之重大關連方交易，本公司已根據上市規則第14A章於年內符合相關要求。

董事於競爭業務之權益

於年內及直至本年報日期，凌克先生、黃俊燦先生、徐家俊先生及韋傳軍先生(均為執行董事)於金地集團其下集團公司／實體持有股權或其他權益及／或擔任董事職務(而凌克先生已於2023年10月辭任金地集團董事)。金地集團主要專注於住宅物業開發及參與中國50大城市(按人口／經濟規模計)的大型城市綜合／商業項目。

本公司董事會亦包括兩名非執行董事及三名獨立非執行董事，彼等的觀點在董事會決策中具有重要影響。因此董事會獨立於金地集團的董事會／監管委員會，且上述董事概不能自行管理董事會。本公司審核委員會包括三名獨立非執行董事，彼等定期會面協助董事會檢討本集團財務表現、風險管理與內部監控以及合規系統。

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Further, each of the above-mentioned Directors is fully aware of, and has been discharging, his/her fiduciary duty to the Company and has acted and will continue to act in the best interest of the Company and its shareholders as a whole. Therefore, the Group is capable of carrying on its businesses independently of, and at arm's length from, the businesses of such companies/entities in which Directors have declared interests.

Save as disclosed above, so far as the Directors are aware, none of the Directors nor their respective close associates had any interest in any business, which competes or may compete, either directly or indirectly, with the business of the Group.

PERMITTED INDEMNITY PROVISION

Pursuant to the Company's Bye-laws, every Director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he/she may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto.

The Company has arranged sufficient directors' and officers' liability insurance coverage for the Directors and officers of the Group throughout the year.

ARRANGEMENT TO PURCHASE SHARES OR DEBENTURES

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

EQUITY-LINKED AGREEMENTS

Save for disclosed under the section headed "Share Option Schemes" above, no equity-linked agreements were entered into by the Group, or existed during the year.

此外，上述各董事全悉及一直履行其對本公司的受信責任，並已經及將會繼續按本公司及其股東整體的最佳利益行事。因此，本集團有能力在董事已申報擁有權益的該等公司／實體的業務以外獨立及公平經營其本身業務。

除上文披露者外，就董事所知，董事或彼等各自的緊密聯繫人概無於與本集團業務直接或間接競爭或可能競爭的任何業務中擁有任何權益。

獲准許的彌償條文

根據本公司之公司細則規定，公司的每名董事就履行其職務或職責或有關的其他事情而蒙受或招致任何損失或責任，均有權獲得公司以其資產賠償。

年內，本公司有為本集團董事及高級人員安排足夠的董事及高級人員責任保險。

購買股份或債券之安排

除上文「購股權計劃」一節披露者外，本年度內，本公司或其任何控股公司、附屬公司或同系附屬公司並無參與任何安排，致令本公司董事可藉認購本公司或任何其他法人團體之股份或債券而從中獲益。

股票掛鈎協議

除上文「購股權計劃」一節披露者外，本年度內，本集團並無訂立或存在任何股票掛鈎協議。

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董事會報告

MANAGEMENT CONTRACTS

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

MAJOR CUSTOMERS AND SUPPLIERS

For the year, the five largest suppliers and the largest supplier of the Group accounted for approximately 18.7% and 5.9% of the total value of the Group's purchases respectively.

The aggregate revenue attributable to the Group's five largest customers and the largest customer accounted for approximately 0.7% and 0.2%, respectively, of the Group's revenue.

At no time during the year did the Directors, their associates or any shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any beneficial interests in these suppliers or customers referred to above.

RETIREMENT BENEFITS SCHEME

Details of the Group's retirement benefits scheme are set out on page 155 of this annual report.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

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

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Bye-laws or the laws of Bermuda, being the jurisdiction in which the Company was incorporated.

管理合約

年內，本公司並無就全盤業務或其中任何重要部份簽訂或存有管理及行政合約。

主要客戶及供應商

年內，本集團之五大供應商及最大供應商分別佔本集團購貨總值約18.7%及5.9%。

本集團五大客戶及最大客戶分別所佔總收入佔本集團收入約0.7%及0.2%。

於年內任何時間，概無本公司董事、彼等之聯繫人或任何股東（據董事所深知擁有本公司已發行股本5%以上之股東）於上述供應商或客戶中擁有任何實益權益。

退休福利計劃

本集團退休福利計劃之詳情載於本年報第155頁。

購買、出售或贖回本公司之上市證券

年內，本公司或其任何附屬公司概無於聯交所購買、出售或贖回本公司任何上市證券。

優先認購權

本公司之公司細則或百慕達（本公司註冊成立所在司法權區）之法例中並無優先認購權之條文。

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EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2023, the Group had approximately 2,700 (2022: 3,300) employees. Salaries of employees are maintained at competitive levels while bonuses may be granted on a discretionary basis with reference to the Group's performance as well as the individual's performance. Other employee benefits include mandatory provident fund, housing provident fund, insurance and medical insurance, subsidised educational and training programmes as well as employee share option schemes.

The emoluments of the Directors are determined by the Remuneration Committee and the Board with reference to the Directors' duties and responsibilities as well as the Company's remuneration policy.

DISCLOSURE PURSUANT TO RULE 13.51B(1) OF THE LISTING RULES

Pursuant to Rule 13.51B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the changes in information of Directors of the Company subsequent to the date of the 2023 Interim Report are set out below:

Mr. Ling Ke, an executive Director of the Company, resigned as the chairman and a director of Gemdale Corporation, the controlling shareholder of the Company, in October 2023.

Mr. Xia Xinping, an INED of the Company, have step down as independent director of Hubei Fuxing Science and Technology Co., Ltd. and has been appointed as an independent director of Hubei Dinglong Holding Co., Ltd. (Shenzhen Stock Code: 300054).

Save for the information disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information publicly available to the Company and within the knowledge of the Directors as at the date of this annual report, the Company has maintained the prescribed public float under the Listing Rules.

僱員及薪酬政策

於2023年12月31日，本集團共僱用約2,700名（2022年：3,300名）員工。僱員之薪酬維持於具競爭力水平，個別僱員之花紅則可按酌情基準且參考本集團表現及個人表現後授出。其他僱員福利包括強積金、住房公積金、保險及醫療保險、教育及培訓津貼計劃，以及僱員購股權計劃。

董事酬金乃由薪酬委員會及董事會根據董事之職責及責任，以及本公司之薪酬政策釐定。

根據上市規則第13.51B(1)條作出披露

根據香港聯合交易所有限公司證券上市規則第13.51B條，2023年半年度報告日後本公司董事資料變動情況如下：

本公司執行董事凌克先生已於2023年10月辭任金地（集團）股份有限公司（本公司之控股股東）董事長及董事。

本公司獨立非執行董事夏新平先生已卸任湖北福星科技股份有限公司之獨立董事，另獲委任為湖北鼎龍控股股份有限公司（深圳股份代號：300054）之獨立董事。

除上述披露資料外，概無其他資料需根據上市規則第13.51B(1)條作出披露。

足夠公眾持股量

根據本公司於本年報日期獲得的公開資料以及據董事所知，本公司已維持上市規則訂明的公眾持股量。

Directors' Report

董事會報告

CORPORATE GOVERNANCE REPORT

Details of the Corporate Governance Report are set out on pages 24 to 53 of this annual report.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The Environmental, Social and Governance Report is available and can be accessed on the Company's website at www.gemdalepi.com by clicking "ESG Reports" on the Company's website under "Investor Relations" section; or browsing through the HKExnews' website at www.hkexnews.hk.

AUDITORS

Ernst & Young will retire and, being eligible, offer themselves for re-appointment. A resolution for their re-appointment as auditors of the Company will be proposed at the forthcoming annual general meeting of the Company.

For and on behalf of the Board of
Gemdale Properties and Investment Corporation Limited

Mr. Huang Juncan
Chairman

Hong Kong, 12 March 2024

企業管治報告

企業管治報告詳情列載於本年報第24至53頁。

環境、社會及管治報告

環境、社會及管治報告可於本公司網站 www.gemdalepi.com「投資者關係」欄下點擊「環境、社會及管治報告」鏈接瀏覽；或在香港交易所披露易網站 www.hkexnews.hk 瀏覽。

核數師

安永會計師事務所將退任，惟符合資格並願意連任。本公司將於應屆股東周年大會提呈決議案，續聘其為本公司核數師。

代表金地商置集團有限公司
董事會

主席
黃俊燦先生

香港，2024年3月12日

Independent Auditor's Report

獨立核數師報告



To the shareholders of Gemdale Properties and Investment Corporation Limited

(Incorporated in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of Gemdale Properties and Investment Corporation Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 99 to 278, which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2023, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

致金地商置集團有限公司全體股東

(於百慕達註冊成立之有限公司)

意見

我們已審計列載於第99至第278頁的金地商置集團有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表，該綜合財務報表包括於2023年12月31日的綜合財務狀況表與截至該日止年度的綜合損益表、綜合全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會頒佈的香港財務報告準則真實而中肯地反映了貴集團於2023年12月31日的綜合財務狀況及截至該日止年度的綜合財務表現和綜合現金流量，並已遵照香港公司條例的披露規定妥為擬備。

Independent Auditor's Report

獨立核數師報告

BASIS FOR OPINION

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

KEY AUDIT MATTERS

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

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

意見的基礎

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

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。對下述每一事項，我們在這方面提供了我們在審計中是如何處理這些事項的描述。

我們已經履行了本報告核數師就審計綜合財務報表承擔的責任一節內所闡述的責任，包括與這些關鍵審計事項相關的責任。相應地，我們的審計工作包括執行就應對綜合財務報表重大錯誤陳述風險的評估而設計的審計程式。我們執行審計程式的結果(包括應對下述關鍵審計事項所執行的程式)為所附綜合財務報表發表審計意見提供了基礎。

Independent Auditor's Report

獨立核數師報告

Key Audit Matter 關鍵審計事項

Estimation of fair value of investment properties

As at 31 December 2023, investment properties (including completed investment properties, investment properties under construction and right-of-use assets classified as investment properties) measured at fair value amounted to approximately RMB18,391 million, with the corresponding fair value gain of approximately RMB492 million recognised in the statement of profit or loss. The valuation process is inherently subjective, and dependent on a number of estimates, such as reversionary rental value, vacancy rate and yield rate. The Group engaged external valuers to perform valuation of the investment properties.

於2023年12月31日，按公允價值計量的投資物業（包括竣工投資物業、在建投資物業及分類為投資物業之使用權資產）約為人民幣183.91億元，有關公允價值收益約為人民幣4.92億元於損益表內確認。估值過程本質上是主觀的，並取決於多項估計，如租期外租金、空置率和收益率。貴集團聘請外部估值師對投資物業進行估值。

Relevant disclosures are included in notes 3 and 15 to the financial statements.

相關披露載於財務報表附註3及15。

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

投資物業公允價值的估計

We performed the following procedures in relation to the estimation of fair value of investment properties:

- evaluating the competence, capabilities and objectivity of the valuation experts engaged by the Group, and obtaining an understanding of the work of the valuation experts;
- with the assistance from our internal valuation experts, assessing the data used as inputs for the valuation, such as reversionary rental value, vacancy rate and yield rate, and evaluating major assumptions and methodologies adopted in the valuation of investment properties held by the Group; and
- considering the adequacy of disclosures in the financial statements.

就投資物業公允價值的估計，我們執行了以下的程序：

- 評估 貴集團聘請的評估專家的技能，能力和客觀性，亦對評估專家的工作作出瞭解；
- 透過我們內部估值專家的協助，評估用作估值所需的輸入值數據，包括租期外租金、空置率及收益率，並評定 貴集團投資物業估值所採用的主要假設和方法；及
- 考慮財務報表所載披露是否足夠。

Independent Auditor's Report

獨立核數師報告

Key Audit Matter

關鍵審計事項

Recognition of revenue from sales of properties

During the year, the Group recognised revenue from sales of properties amounted to RMB16,264 million. The recognition of revenue from sales of properties requires management to make judgement in assessing the timing when the performance obligation has been satisfied.

貴集團於年內確認的物業銷售收入為人民幣162.64億元。確認物業銷售收入需管理層就履行履約義務的時間於評估時作出判斷。

Management inspected the contract terms and determined that revenue from the sales of properties is recognised to which the Group expects to be entitled in exchange for transferring the properties to the customers, at the point in time when control of the assets is transferred to the customer, generally on delivery of the properties.

管理層須監察銷售物業合約條款及釐定確認銷售物業收入的時間點。銷售物業收入應於 貴集團就資產控制權轉讓予客戶時某一時點（通常交付貨品）而預期有權換取收益時進行確認。

Relevant disclosures are included in notes 3 and 5 to the financial statements.

相關披露載於財務報表附註3及5。

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

物業銷售收入確認

We performed the following procedures in relation to the recognition of revenue from sales of properties:

- inspecting contracts, on a sample basis, and assessing the Group's accounting policies, including the determination of timing of revenue recognition, with reference to the requirements of the prevailing accounting standards;
- evaluating the design, implementation and operating effectiveness of key internal controls which govern revenue recognition;
- inspecting the underlying contracts, bank-in slips for settled balances, construction completion certificates and delivery of properties on a sample basis, and assessing whether the related revenue had been recognised in accordance with the Group's revenue recognition policies; and
- considering the adequacy of disclosures in the financial statements.

就物業銷售收入確認，我們執行了以下的程序：

- 抽樣檢查銷售物業合約，並參考現行會計準則規定以評估 貴集團的會計政策，包括釐定收入的確認時間；
- 評估物業銷售收入確認的關鍵內部監控的設計、實施及運行效力；
- 抽樣對比年內記錄之收入交易與相關合約、已結算結餘的銀行存入收條、工程竣工證明及交付物業證明，並評估相關收入有否已根據 貴集團之收入確認政策進行確認；及
- 考慮財務報表所載披露是否足夠。

Independent Auditor's Report

獨立核數師報告

Key Audit Matter 關鍵審計事項

Assessment of provisions for impairment of properties under development and properties held for sale

The Group had properties under development and properties held for sale of RMB21,503 million and RMB4,428 million, respectively, as at 31 December 2023, which represented 23.6% and 4.9% of the Group's total assets, respectively.

於2023年12月31日，貴集團發展中物業及待出售物業分別為人民幣215.03億元及人民幣44.28億元，分別佔貴集團總資產的23.6%及4.9%。

Management assessed the provision for impairment of properties under development and properties held for sale based on estimation of the net realisable value of properties and the determination of net realisable value of the properties under development and properties for sale involved critical accounting estimates on the selling prices, costs to make the sale and, for properties under development, the costs to completion. Based on management's assessment, a provision of RMB408 million for the Group's inventory of properties was made during the year ended 31 December 2023.

管理層根據發展中物業及待出售物業的可變現淨值作出減值撥備估計，評估發展中物業及待出售物業的可變現淨值涉及對售價、出售成本及（就發展中物業而言）完成開發所需成本的關鍵會計估計。根據管理層評估，截至2023年12月31日的止年度，貴集團確認的減值撥備為人民幣4.08億元。

Relevant disclosures are included in notes 3, 16 and 17 to the financial statements.

相關披露載於財務報表附註3、16及17。

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

發展中物業及待出售物業之減值撥備估計

We performed the following procedures in relation to assessment of provisions for impairment of properties under development and properties held for sale:

- obtaining an understanding of the management's internal control and process of the assessment of the net realisable value of properties under development and properties for sale and, in relation to properties under development, evaluating the property construction cycle with particular focus on, but not limited to, reviewing the cost budgeting for estimated costs to completion;
- evaluating management's assessment about the estimated selling price less the estimated cost to make the sale and the estimated cost to completion by checking the recent market transaction prices of properties with comparable locations and conditions, where applicable; comparing with the average historical costs to make the sales of the Group; comparing the latest estimated costs to completion to the budget approved by management and examining the supporting documents such as construction contracts, internal correspondences and approvals;

Independent Auditor's Report

獨立核數師報告

Key Audit Matter 關鍵審計事項

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

- conducting site visits to properties under development and properties held for sale, on a sample basis, to observe the development progress;
- evaluating management's development budgets reflected in the latest forecasts with reference to market statistics about estimated construction costs, signed construction contracts and/or unit construction costs of recently completed projects developed by the Group; and
- considering the adequacy of disclosures in the financial statements.

就發展中物業及待出售物業之減值撥備估計，我們執行了以下的程序：

- 瞭解管理層的內部監控和評估發展中物業及待出售物業可變現淨值的過程，就發展中物業而言，評估物業建設周期，特別關注（但不限於）審查了估計完工成本的成本預算；
- 通過檢查具有可比位置和條件的物業的近期市場交易價格（如適用）來評估管理層對估計銷售價格減去估計銷售成本和估計完成成本的評估；與 貴集團銷售的平均歷史成本進行比較；並將最新的完工估計成本與管理層批准的預算進行比較，並檢查了施工合同、內部信函和批准等支持性文檔；
- 抽樣對發展中物業及待出售物業進行實地視察以觀察其發展狀況；
- 通過參考有關建設成本估計的市場統計資料、簽訂的施工合同及／或 貴集團最近完成開發的項目單位建設成本，來評估管理層在最新預測中反映的發展預算；以及
- 考慮財務報表所載披露是否足夠。

Independent Auditor's Report

獨立核數師報告

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

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

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

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

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

年報內的其他資訊

貴公司董事需對其他資訊負責。其他資訊包括刊載於年報內的資訊，但不包括綜合財務報表及我們的核數師報告。

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

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

董事就綜合財務報表承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則和香港公司條例的披露規定編製真實而中肯的綜合財務報表，並進行董事認為需要之內部控制，以使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述。

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

審計委員會協助貴公司董事履行職責、監督貴集團的財務報告過程。

Independent Auditor's Report

獨立核數師報告

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, in accordance with section 90 of Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們遵照百慕達公司法1981年第90條僅對全體股東作出報告，而並不可作其他用途。我們不會就核數師報告的內容向任何其他人士負上或承擔任何責任。

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

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

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

Independent Auditor's Report

獨立核數師報告

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

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

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

Independent Auditor's Report

獨立核數師報告

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

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

The engagement partner on the audit resulting in this independent auditor's report is Chan Ching Man.

Ernst & Young

Certified Public Accountants
27th Floor, One Taikoo Place
979 King's Road, Quarry Bay
Hong Kong

12 March 2024

我們還向審計委員會提交聲明，說明我們已符合有關獨立性的相關職業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，消除威脅而採取的行動或防範措施。

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

出具本獨立核數師報告的審計項目合夥人是陳靜雯。

安永會計師事務所

執業會計師
香港
鰂魚涌英皇道979號
太古坊一座27樓

2024年3月12日

Consolidated Statement of Profit or Loss

綜合損益表

Year ended 31 December 2023
截至2023年12月31日止年度

		Notes 附註	2023 2023年 RMB' 000 人民幣千元	2022 2022年 RMB' 000 人民幣千元 (Restated) (重列)
Revenue	收入	5	17,452,374	10,302,492
Cost	成本		(13,839,469)	(7,965,803)
Gross profit	毛利		3,612,905	2,336,689
Direct operating expenses	直接經營開支		(1,479,764)	(1,639,287)
Other income and gains	其他收入及收益	5	1,604,120	1,122,608
Changes in fair values of investment properties	投資物業之公允值變動	15	611,420	1,436,986
Changes in fair values of financial assets at fair value	以公允值計量之金融資產之 公允值變動		(879)	40,847
Administrative expenses	行政開支		(127,599)	(200,381)
Impairment losses of receivables	應收賬款減值	7	(325,856)	(54,351)
Impairment losses of inventory of properties	物業存貨減值		(407,558)	(598,125)
Finance costs	財務費用	6	(1,345,442)	(1,116,494)
Share of profits and losses of:	應佔盈虧:			
Joint ventures	合營公司		(125,750)	1,602,725
Associates	聯營公司		(230,563)	556,951
Profit before tax	除稅前溢利	8	1,785,034	3,488,168
Tax	稅項	9	(952,282)	(1,121,404)
Profit for the year	本年度溢利		832,752	2,366,764
Attributable to:	以下人士應佔:			
Owners of the Company	本公司持有人		342,718	2,323,906
Non-controlling interests	非控股股東權益		490,034	42,858
			832,752	2,366,764
Earnings per share attributable to owners of the Company	本公司持有人應佔 每股盈利			
– Basic (RMB)	– 基本(人民幣元)	11	0.0206	0.1400
– Diluted (RMB)	– 攤薄(人民幣元)	11	0.0206	0.1398

Consolidated Statement of Comprehensive Income

綜合全面收益表

Year ended 31 December 2023

截至2023年12月31日止年度

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元 (Restated) (重列)
Profit for the year	本年度溢利	832,752	2,366,764
Other comprehensive (loss)/income	其他全面(虧損)/收益		
– Other comprehensive (loss)/income that may be reclassified to profit or loss in subsequent periods	– 可於往後期間重新分類往損益之其他全面(虧損)/收益		
Exchange differences:	匯兌變動儲備：		
Exchange differences on translation of foreign operations	換算海外業務之匯兌差額	(208,250)	(1,313,881)
Share of exchange differences on translation of foreign operations of joint ventures and associates	應佔合營公司及聯營公司換算海外業務之匯兌差額	49,026	257,728
Release upon deregistration of subsidiaries	註銷附屬公司之回撥	12	–
Net other comprehensive loss that may be reclassified to profit or loss in subsequent periods	可於往後期間重新分類往損益之其他全面虧損淨額	(159,212)	(1,056,153)
– Other comprehensive income that will not be reclassified to profit or loss in subsequent periods	– 將不可於往後期間重新分類往損益之其他全面收益		
Exchange differences:	匯兌變動儲備：		
Exchange differences on translation of financial statements	財務報表換算之匯兌差額	90,482	573,666
Net other comprehensive income that will not be reclassified to profit or loss in subsequent periods	將不可於往後期間重新分類往損益之其他全面收益淨額	90,482	573,666
Other comprehensive loss for the year, net of tax	本年度其他全面虧損，已扣除稅項	(68,730)	(482,487)
Total comprehensive income for the year	本年度全面收益總額	764,022	1,884,277
Attributable to:	以下人士應佔：		
Owners of the Company	本公司持有人	274,325	1,835,131
Non-controlling interests	非控股股東權益	489,697	49,146
		764,022	1,884,277

Consolidated Statement of Financial Position

綜合財務狀況表

31 December 2023
於2023年12月31日

			31 December 2023 2023年 12月31日 RMB'000 人民幣千元	31 December 2022 2022年 12月31日 RMB'000 人民幣千元 (Restated) (重列)	1 January 2022 2022年 1月1日 RMB'000 人民幣千元 (Restated) (重列)
NON-CURRENT ASSETS	非流動資產				
Property, plant and equipment	物業、廠房及設備	13	135,413	83,657	61,803
Investment properties	投資物業	15	18,390,578	16,218,372	14,096,568
Intangible assets	無形資產	20	–	6,936	15,164
Right-of-use assets	使用權資產	14	5,517	17,154	21,168
Prepayments, deposits and other receivables	預付款項、按金及其他應收賬款	23	28,778	208,001	582,392
Investments in joint ventures	於合營公司之投資	18	16,160,837	19,381,319	18,180,067
Investments in associates	於聯營公司之投資	19	6,265,631	6,464,201	4,901,001
Amount due from a related company	應收關連公司款項	32	1,109,923	1,233,465	–
Financial assets at fair value	以公允值計量之金融資產	21	1,255,352	1,261,779	1,050,847
Deferred tax assets	遞延稅項資產	33	1,424,988	1,153,658	1,003,218
Total non-current assets	非流動資產總額		44,777,017	46,028,542	39,912,228
CURRENT ASSETS	流動資產				
Properties held for sale	待出售物業	16	4,427,830	5,097,106	3,511,440
Properties under development	發展中物業	17	21,503,248	13,413,636	12,090,972
Trade receivables	應收貿易賬款	22	65,711	40,256	36,022
Prepayments, deposits and other receivables	預付款項、按金及其他應收賬款	23	5,180,250	5,284,025	4,327,845
Amounts due from group companies	應收集團公司款項	32	36,952	19,259	30,562
Amounts due from joint ventures and associates	應收合營公司及聯營公司款項	32	5,942,252	5,791,346	5,401,009
Amounts due from non-controlling shareholders	應收非控股股東款項	32	3,179,017	2,877,287	1,599,916
Amount due from a related company	應收關連公司款項	32	13,031	–	–
Prepaid tax	預付稅金		811,830	635,793	577,207
Restricted cash	受限制現金	24	2,706,967	794,086	854,063
Deposits, bank and cash balances	存款、銀行及現金結餘	24	2,454,302	6,053,156	8,771,882
Total current assets	流動資產總額		46,321,390	40,005,950	37,200,918

Consolidated Statement of Financial Position

綜合財務狀況表

31 December 2023

於2023年12月31日

			31 December 2023 2023年 12月31日 RMB'000 人民幣千元	31 December 2022 2022年 12月31日 RMB'000 人民幣千元 (Restated) (重列)	1 January 2022 2022年 1月1日 RMB'000 人民幣千元 (Restated) (重列)
CURRENT LIABILITIES	流動負債				
Trade and bills payables	應付貿易賬款及票據	27	5,830,528	4,479,705	4,567,428
Advanced receipts, accruals and other payables	預收款項、應計提賬項及其他應付賬款	28	18,454,655	12,191,951	9,233,526
Interest-bearing bank borrowings	付息銀行貸款	30	1,211,774	3,203,482	4,902,939
Lease liabilities	租賃負債	31	77,475	99,395	85,949
Amounts due to group companies	應付集團公司款項	32	2,918,971	2,850,497	566,930
Amounts due to joint ventures and associates	應付合營公司及聯營公司款項	32	7,974,591	8,176,163	9,841,556
Amounts due to non-controlling shareholders	應付非控股股東款項	32	1,313,365	1,193,949	308,487
Amount due to a related company	應付關連公司款項		-	-	2,984
Tax payable	應付稅項		2,064,340	2,580,838	2,328,564
Total current liabilities	流動負債總額		39,845,699	34,775,980	31,838,363
NET CURRENT ASSETS	流動資產淨值		6,475,691	5,229,970	5,362,555
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總額減流動負債		51,252,708	51,258,512	45,274,783

Consolidated Statement of Financial Position

綜合財務狀況表

31 December 2023
於2023年12月31日

		Notes	31 December 2023 2023年 12月31日 RMB'000 人民幣千元	31 December 2022 2022年 12月31日 RMB'000 人民幣千元 (Restated) (重列)	1 January 2022 2022年 1月1日 RMB'000 人民幣千元 (Restated) (重列)
NON-CURRENT LIABILITIES	非流動負債				
Interest-bearing bank and other borrowings	付息銀行及其他貸款	30	10,240,974	2,794,742	284,387
Lease liabilities	租賃負債	31	862,391	936,157	920,908
Amounts due to group companies	應付集團公司款項	32	11,334,286	18,365,838	17,766,545
Deferred tax liabilities	遞延稅項負債	33	2,466,655	2,140,133	1,678,824
Total non-current liabilities	非流動負債總額		24,904,306	24,236,870	20,650,664
NET ASSETS	資產淨值		26,348,402	27,021,642	24,624,119
EQUITY	權益				
Equity attributable to owners of the Company	本公司持有人應佔權益				
Issued capital	已發行股本	25(a)	1,505,164	1,504,813	1,502,930
Reserves	儲備	26	20,979,353	20,937,951	20,270,704
			22,484,517	22,442,764	21,773,634
Non-controlling interests	非控股股東權益		3,863,885	4,578,878	2,850,485
TOTAL EQUITY	權益總額		26,348,402	27,021,642	24,624,119

Mr. Xu Jiajun

徐家俊先生

Executive Director and Chief Executive Officer

執行董事兼行政總裁

Mr. Wei Chuanjun

韋傳軍先生

Executive Director and Chief Financial Officer

執行董事兼財務總裁

Consolidated Statement of Changes in Equity

綜合權益變動表

Year ended 31 December 2023
截至2023年12月31日止年度

	Attributable to owners of the Company 本公司持有人應佔												
	Issued capital 已發行股本 RMB'000 人民幣千元	Share premium account 股份溢價賬 RMB'000 人民幣千元	Contributed surplus 繳入盈餘 RMB'000 人民幣千元	Capital redemption reserves 資本贖回儲備 RMB'000 人民幣千元	Hedging reserve 對沖儲備 RMB'000 人民幣千元	Exchange fluctuation reserves 匯兌變動儲備 RMB'000 人民幣千元	Share-based compensation reserves 股份酬金儲備 RMB'000 人民幣千元	Merger reserves 合併儲備 RMB'000 人民幣千元	Other reserves [†] 其他儲備 [†] RMB'000 人民幣千元	FA at FVOCI reserves 以公允價值計入其他全面收益之金融資產撥備 RMB'000 人民幣千元	Retained profits 保留溢利 RMB'000 人民幣千元	Total reserves 總額 RMB'000 人民幣千元	Non-controlling interests 非控股股東權益 RMB'000 人民幣千元
At 31 December 2022	1,504,813	82,504	4,000,000	207	2,829	(787,256)	36,997	(132,041)	8,407	17,048,161	22,394,977	4,578,878	26,973,855
Effect of adoption of amendments to HKAS 12 (Note 2.2(c))	-	-	-	-	-	(787,256)	-	-	-	47,787	47,787	-	47,787
At 1 January 2023 (Restated)	1,504,813	82,504	4,000,000	207	2,829	(787,256)	36,997	(132,041)	8,407	17,095,948	22,442,764	4,578,878	27,021,642
Profit for the year	-	-	-	-	-	-	-	-	-	342,718	342,718	490,034	832,752
Other comprehensive income for the year	-	-	-	-	-	(68,405)	-	-	-	-	(68,405)	(337)	(68,742)
Exchange differences	-	-	-	-	-	12	-	-	-	-	12	-	12
Release upon deregistration of subsidiaries	-	-	-	-	-	(68,393)	-	-	-	-	(68,393)	-	(68,393)
Total comprehensive income for the year	-	-	-	-	-	(68,393)	-	-	-	342,718	274,325	489,697	764,022
Final 2022 dividend declared	-	-	-	-	-	-	-	-	-	(116,296)	(116,296)	-	(116,296)
Dividends paid to non-controlling shareholders	-	-	-	-	-	-	-	-	-	-	-	(669,545)	(669,545)
Capital returned to a non-controlling shareholder	-	-	-	-	-	-	-	-	-	-	-	(103,357)	(103,357)
Issue of new shares on exercise of share options	351	1,675	-	-	-	-	(539)	-	-	-	1,487	-	1,487
Cancellation of share options	-	-	-	-	-	-	(32,953)	-	-	32,953	-	-	-
Partial disposal of subsidiaries that did not result in loss of control	-	-	-	-	-	-	-	5,868	-	-	5,868	(5,868)	-
Transfer to other reserves	-	-	-	-	-	-	-	-	-	(178,590)	-	-	(178,590)
Acquisition of non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	(575,341)	(575,341)
Share of other reserves of a joint venture	-	-	-	-	-	-	-	-	-	-	-	(88,461)	(88,461)
Non-controlling interests arising on acquisitions of subsidiaries (Note 35)	-	-	-	-	-	-	-	-	-	-	-	132,110	132,110
Capital contributions by non-controlling shareholders	-	-	-	-	-	-	-	-	-	-	-	17,311	17,311
At 31 December 2023	1,505,164	84,179*	4,000,000*	207*	2,829*	(855,649)*	3,505*	(132,041)*	8,407*	17,176,733*	22,484,517	3,863,885	26,348,402

Consolidated Statement of Changes in Equity

綜合權益變動表

Year ended 31 December 2023
截至2023年12月31日止年度

	Attributable to owners of the Company 本公司持有人應佔												
	Issued capital 已發行股本 RMB'000 人民幣千元	Share premium account 股份溢價賬 RMB'000 人民幣千元	Contributed surplus 撥入盈餘 RMB'000 人民幣千元	Capital redemption reserves 資本贖回儲備 RMB'000 人民幣千元	Hedging reserve 對沖儲備 RMB'000 人民幣千元	Exchange fluctuation reserves 匯兌變動儲備 RMB'000 人民幣千元	Share-based compensation reserves 股份酬金儲備 RMB'000 人民幣千元	Merger reserves 合併儲備 RMB'000 人民幣千元	Other reserves ¹ 其他儲備 ¹ RMB'000 人民幣千元	Retained profits 保留溢利 RMB'000 人民幣千元	Total equity 權益總額 RMB'000 人民幣千元		
At 31 December 2021 Effect of adoption of amendments to HKAS 12 (Note 2.2(c))	1,502,930	4,070,053	-	207	2,829	(298,461)	42,829	(132,041)	779,369	15,763,221	21,739,123	2,850,465	24,589,608
於2021年12月31日 採納香港會計準則第12號之 修訂之影響(附註2.2(c))										8,407	21,739,123	2,850,465	24,589,608
At 1 January 2022 (Restated)	1,502,930	4,070,053	-	207	2,829	(298,461)	42,829	(132,041)	779,369	15,763,221	21,739,123	2,850,465	24,589,608
於2022年1月1日(重列)										8,407	21,739,123	2,850,465	24,589,608
Profit for the year (Restated)	-	-	-	-	-	-	-	-	-	2,323,906	2,323,906	42,869	2,366,764
Other comprehensive income for the year Exchange differences	-	-	-	-	-	(488,775)	-	-	-	-	(488,775)	6,289	(482,487)
本年溢利(重列)										2,323,906	2,323,906	42,869	2,366,764
本年及其他全面收益 匯兌差額						(488,775)					(488,775)	6,289	(482,487)
Total comprehensive income for the year (Restated)	-	-	-	-	-	(488,775)	-	-	-	2,323,906	1,835,131	49,146	1,884,277
Final 2021 dividend declared	-	-	-	-	-	-	-	-	-	(996,581)	(996,581)	-	(996,581)
Issue of new shares on exercise of share options	1,883	12,451	-	-	-	-	(5,632)	-	-	-	8,702	-	8,702
宣派2021年末期股息										(996,581)	(996,581)		(996,581)
發行新股份行使新股份 期權	1,883	12,451					(5,632)				8,702		8,702
Partial disposal of subsidiaries that did not result in loss of control	-	-	-	-	-	-	-	2,422	-	-	2,422	(2,422)	-
Disposal of subsidiaries that result in loss of control (Note 27)	-	-	-	-	-	-	-	-	-	-	-	(4,151)	(4,151)
Reduction of share premium and transfer to contributed surplus	-	(4,000,000)	4,000,000	-	-	-	-	-	-	-	-	-	-
Transfer to other reserves	-	-	-	-	-	-	-	-	(29,109)	(29,109)	-	-	-
Acquisition of non-controlling interests	-	-	-	-	-	-	-	(182,576)	-	-	(182,576)	(73,806)	(256,382)
Share of other reserves of a joint venture	-	-	-	-	-	-	-	2,032	-	-	2,032	-	2,032
Non-controlling interests arising on acquisitions of subsidiaries (Notes 35, 36)	-	-	-	-	-	-	-	-	-	-	-	1,040,742	1,040,742
Capital contributions by non-controlling shareholders	-	-	-	-	-	-	-	-	-	-	-	718,884	718,884
非控股股東股本投入												718,884	718,884
At 31 December 2022 (Restated)	1,504,813	82,504	4,000,000	207	2,829	(787,266)	36,997	(132,041)	630,356	17,065,946	22,442,764	4,578,978	27,021,642
於2022年12月31日(重列)										8,407	22,442,764	4,578,978	27,021,642

Included the profits of the Group's subsidiaries in the People's Republic of China (the "PRC") of RMB1,541,977,000 (2022: RMB1,363,387,000) transferred to reserve funds (i.e., other reserves), which are restricted as to use, pursuant to the relevant laws and regulations.

包括本集團於中華人民共和國(「中國」)之附屬公司根據相關法律及法規轉撥至有限制使用儲備基金(即其他儲備)之溢利人民幣1,541,977,000元(2022年:人民幣1,363,387,000元)。

* These reserve accounts comprise the consolidated reserves of RMB20,979,353,000 (2022: RMB20,937,951,000 (Restated)) in the consolidated statement of financial position.

* 該等儲備賬目包括於綜合財務狀況表中之綜合儲備人民幣20,979,353,000元(2022年:人民幣20,937,951,000元(重列))。

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 December 2023

截至2023年12月31日止年度

	Notes 附註	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元 (Restated) (重列)
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		1,785,034	3,488,168
Adjustments for:	就下列各項作出調整:		
Finance costs	財務費用	1,345,442	1,116,494
Bank interest income	銀行利息收入	(49,544)	(32,311)
Interest income from a related company	關連公司利息收入	(52,147)	(51,486)
Interest income from joint ventures and associates	合營公司及聯營公司利息收入	(265,206)	(255,596)
Interest income from financial assets at fair value	以公允價值計量之金融資產之利息收入	(18,958)	(21,545)
Gains on disposal of financial assets at fair value	出售以公允價值計量之金融資產收益	(2,037)	(2,226)
Net gains on disposal of items of property, plant and equipment	出售物業、廠房及設備項目之收益淨額	(140)	(43)
Gains on lease termination	終止租賃之收益	(4)	-
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	46,699	23,561
Depreciation of right-of-use assets	使用權資產之折舊	12,529	16,357
Amortisation of intangible assets	無形資產攤銷	6,936	8,228
Impairment losses of receivables, net	應收賬款減值, 淨額	325,856	54,351
Impairment losses of inventory of properties	物業存貨減值	407,558	598,125
Changes in fair values of investment properties	投資物業之公允價值變動	(611,420)	(1,436,986)
Changes in fair values of investment properties – right-of-use assets	投資物業 – 使用權資產之公允價值變動	119,844	164,553
Changes in fair values of financial assets at fair value	以公允價值計量之金融資產之公允價值變動	879	(40,847)
Release of exchange fluctuation reserves upon deregistration of subsidiaries	註銷附屬公司之匯兌變動儲備回撥	12	-
Net loss/(gain) on disposal of subsidiaries	出售附屬公司之虧損/(收益)淨額	3,784	(20,617)
Net gains on disposal of joint ventures	出售合營公司之收益淨額	(1,092)	(34,043)
Remeasurement gains on interests previously held in joint ventures	對過往於合營公司所持有權益重新計量之收益	(540,375)	(240,345)
Gain on acquisition of interest in a joint venture	收購合營公司權益之收購收益	(10,779)	-
Gains on bargain purchase	議價收購收益	-	(4,061)
Share of profits and losses of joint ventures	應佔合營公司盈虧	125,750	(1,602,725)
Share of profits and losses of associates	應佔聯營公司盈虧	230,563	(556,951)
Operating profit before working capital changes	營運資金變動前之經營溢利	2,859,184	1,170,055
Decrease in properties held for sale	待出售物業之減少	13,193,438	1,727,273
(Increase)/decrease in properties under development	發展中物業之(增加)/減少	(4,883,576)	1,211,848
Decrease in trade receivables, prepayments, deposits and other receivables	應收貿易賬款、預付款項、按金及其他應收賬項之減少	2,503,600	3,263,178
Decrease in trade and bills payables, advanced receipts, accruals and other payables	應付貿易賬款及票據、預收款項、應計提賬項及其他應付賬款之減少	(10,622,030)	(4,733,739)
Cash generated from operations	經營業務所得之現金	3,050,616	2,638,615
Taxes paid	已付稅項	(1,282,419)	(560,329)
Net cash from operating activities	經營業務所得之現金淨額	1,768,197	2,078,286

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 December 2023
截至2023年12月31日止年度

	Notes 附註	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元 (Restated) (重列)
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchases of items of property, plant and equipment	13	(99,224)	(48,494)
Additions/improvements to investment properties	15(a)	(461,673)	(588,430)
Improvements to investment properties – right-of-use assets	15(b)	(4,914)	(50,262)
Changes in balances with joint ventures and associates		60,916	(1,952,945)
Changes in balances with non-controlling shareholders		–	(394,883)
Changes in balances with related companies		110,511	(1,236,449)
Net inflow of cash and cash equivalents in respect of acquisition of subsidiaries	35	122,441	6,370
Net (outflow)/inflow of cash and cash equivalents in respect of acquisition of assets through acquisition of subsidiaries	36	(70,798)	458,551
Net inflow of cash and cash equivalents in respect of disposal of subsidiaries	37	154,755	43,705
Proceeds from disposal of items of property, plant and equipment		589	1,468
Acquisition of financial assets at fair value		(24,628)	(123,592)
Proceeds from disposal of financial assets at fair value		42,876	5,226
Bank interest received		49,544	32,311
Interest received from a related company		52,147	51,486
Interest received from joint ventures and associates		325,558	325,268
Interest received from financial assets at fair value		18,958	21,545
Capital contributions to joint ventures		(315,172)	(1,757,157)
Capital contributions to associates		(575,306)	(1,740,358)
Return of capital from joint ventures		903,404	420,429
Dividends from joint ventures		346,516	592,096
Dividends from associates		397,891	243,166
Acquisition of interests in joint ventures		(72,000)	–
Proceeds from disposal of interests in joint ventures		190,388	62,884
Net cash from/(used in) investing activities		1,152,779	(5,628,065)

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 December 2023

截至2023年12月31日止年度

		Notes 附註	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元 (Restated) (重列)
CASH FLOWS FROM FINANCING ACTIVITIES				
	融資業務之現金流量			
Issue of shares on exercise of share options	行使購股權發行股份	25(a)(i)	1,487	8,702
Dividends paid	已付股息		(116,296)	(996,581)
Interest and other bank charges paid	支付利息及其他銀行費用		(1,662,599)	(1,360,357)
Acquisition of non-controlling interests	收購非控股股東權益		(610,511)	(256,382)
Amounts received from group companies	已收集團公司款項		32,408,396	31,248,929
Amounts paid to group companies	已付集團公司款項		(39,557,132)	(28,995,712)
Capital contributions from non-controlling shareholders	非控股股東股本投入		17,316	718,884
Capital returned to non-controlling shareholders	返還非控股股東股本		(103,357)	-
Dividends paid to non-controlling shareholders	已付非控股股東股息		(669,545)	-
Amounts paid to non-controlling shareholders	已付非控股股東款項		(2,094,726)	-
Amounts received from non-controlling shareholders	已收非控股股東款項		1,332,064	-
New bank and other borrowings	新增銀行及其他貸款		10,266,781	4,882,938
Repayment of bank and other borrowings	償還銀行及其他貸款		(6,124,325)	(4,415,926)
Decrease in restricted cash	受限制現金之減少		504,916	59,977
Payment of lease liabilities	支付租賃負債		(144,319)	(132,388)
Net cash (used in)/from financing activities	融資業務所得(所耗)/之現金淨額		(6,551,850)	762,084
NET DECREASE IN CASH AND CASH EQUIVALENTS				
	現金及現金等值項目之減少淨額		(3,630,874)	(2,787,695)
Cash and cash equivalents at beginning of year	年初之現金及現金等值項目		6,053,156	8,771,882
Effect of foreign exchange rate changes, net	外幣匯率變動之影響, 淨額		32,020	68,969
Cash and cash equivalents at end of year	年末之現金及現金等值項目		2,454,302	6,053,156
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS:				
	現金及現金等值項目結餘之分析:			
Cash and bank balances	現金及銀行結餘		2,454,302	6,045,114
Non-pledged time deposits	無抵押定期存款		-	8,042
Deposits, bank and cash balances as stated in the consolidated statement of financial position	於綜合財務狀況表所列示之存款、銀行及現金結餘		2,454,302	6,053,156
Cash and cash equivalents at end of year	年末之現金及現金等值項目		2,454,302	6,053,156

Notes to the Financial Statements

財務報表附註

31 December 2023
2023年12月31日

1. CORPORATE AND GROUP INFORMATION

Gemdale Properties and Investment Corporation Limited (the “Company”) is a limited liability company incorporated in Bermuda. The registered office of the Company is located at Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM10, Bermuda.

During the year, the principal activity of the Company was investment holding while the Group was involved in property development, property investment and property management.

The immediate holding company of the Company is Glassy An Limited, a company incorporated in the British Virgin Islands with limited liability. In the opinion of the Directors, the ultimate holding company of the Company is 金地(集團)股份有限公司(“Gemdale Corporation”), which is established in the PRC with limited liability and whose shares are listed on the Shanghai Stock Exchange.

Particulars of the Company’s principal subsidiaries are disclosed in note 46.

2. ACCOUNTING POLICIES

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for investment properties and financial assets at fair value which have been measured at fair value. These financial statements are presented in Renminbi (“RMB”) and all values are rounded to the nearest thousand except when otherwise indicated.

1. 公司及集團資料

金地商置集團有限公司(「本公司」)乃於百慕達註冊成立之有限公司，其註冊辦事處地址為Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM10, Bermuda。

於年內，本公司以投資控股為主要業務，而本集團則從事物業發展、物業投資及物業管理。

本公司之直接控股公司乃一家於英屬處女群島註冊成立之有限公司－潤安有限公司。董事認為本公司之最終控股公司乃一家於中國成立之有限公司－金地(集團)股份有限公司(「金地集團」)，其股份在上海證券交易所上市。

本公司主要附屬公司詳情已於附註46中披露。

2. 會計政策

2.1 編製基準

本財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)(包括所有香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)、香港公認會計原則及香港公司條例之披露要求而編製。除投資物業及以公允值計量之金融資產乃按公允值計算外，本財務報表依據歷史成本慣例編製。本財務報表以人民幣(「人民幣」)呈列，除另有註明者外，所有數值均進位至最接近千位數。

Notes to the Financial Statements

財務報表附註

31 December 2023

2023年12月31日

2.1 BASIS OF PREPARATION (continued)

Going concern basis

As at 31 December 2023, notwithstanding that the Group had a net current assets of RMB6,476 million, out of which RMB25,931 million represented properties held for sale and properties under development and RMB5,161 million represented its cash and bank balances (including restricted cash), the Group has interest-bearing bank borrowings due within one year amounting to RMB1,212 million and current portion of amounts due to Gemdale Corporation and its subsidiaries amounting to RMB2,919 million.

In addition, the Group's bank loans amounting to RMB11,453 million are with cross default provision, out of which RMB2,298 million are guaranteed by Gemdale Corporation. With the existence of the cross default provision, either of the following conditions will trigger a default on these bank loans, when the Group (as borrower), Gemdale Corporation (as guarantor), or the affiliates of Gemdale Corporation: i) have defaulted on any of its debts, obligations or guarantee; or ii) are in the event of liquidation. With an event of default, any outstanding loan balance will become immediately due. These bank loans that are guaranteed by Gemdale Corporation are also secured by the investment properties and properties under development of the Group, in which their fair values are sufficient to cover the outstanding loans.

2.1 編製基準(續)

持續經營基礎

於二零二三年十二月三十一日，儘管本集團流動資產淨額為人民幣64.76億元，其中人民幣259.31億為發展中物業及待出售物業，人民幣51.61億元為現金及銀行存款（包括受限制資金），本集團付息銀行貸款於一年內到期部份為人民幣12.12億元，應付金地集團及其附屬公司款項即期部份為人民幣29.19億元。

此外，本集團人民幣114.53億元銀行貸款均附有交叉違約條款，其中人民幣22.98億元由金地集團提供擔保。由於交叉違約條款之存在，當本集團（作為借款人），金地集團（作為擔保人），或金地集團之附屬公司發生下列任何一種情形也會引發該等銀行貸款之交叉違約：i) 對其債務、責任或擔保出現違約，或ii) 發生清盤。在發生違約時，所有未償還貸款將會即時到期。該等由金地集團擔保之銀行貸款也由本集團之投資物業及發展中物業作出抵押，而該等抵押物業之公允值足以抵償未償還之借款。

Notes to the Financial Statements

財務報表附註

31 December 2023
2023年12月31日

2.1 BASIS OF PREPARATION (continued)

Going concern basis (continued)

In view of these circumstances, the prevailing slow-down of the property market in the PRC and the current economic environment, the directors of the Company have given careful consideration to the future liquidity requirement and operating performance of the Group, as well as its available sources of financing in assessing whether the Group will have sufficient funds to fulfill its financial obligations and to continue as a going concern for at least 12 months from 31 December 2023. The directors of the Company also have implemented various measures to ensure the Group maintains adequate working capital, including:

- (i) to accelerate the pre-sale of properties and to speed up the collection of sales proceeds;
- (ii) to closely monitor the process of construction of its property development projects to ensure that construction and related payments are fulfilled, the relevant properties sold under pre-sale arrangement are completed and delivered to the customers on schedule, such that the Group is able to release restricted cash held by banks on pre-sale proceeds as planned;
- (iii) to continue to seek for re-financing of existing borrowings as well as new debt financing and bank borrowings at costs acceptable to the Group to finance the settlement of its existing financial obligations and future operating and capital expenditures;
- (iv) to dispose of certain of its assets to generate more cashflow when needed; and
- (v) not to commit on significant capital expenditures and land acquisitions before securing the necessary funding.

2.1 編製基準(續)

持續經營基礎(續)

鑒於這些情況，考慮到中國房地產市場普遍放緩和當前經濟環境，董事審慎考慮本集團未來之流動性需求、營運表現以及可獲得之資金來源，以評估本集團是否有足夠資金履行其財務責任及直至2023年12月31日起至少十二個月能持續經營。本公司董事亦已實施多種措施以確保本集團保持足夠營運資金，包括：

- (i) 加快物業預售並加速收回銷售所得款項；
- (ii) 密切關注物業發展項目之建造進度，確保建造及相關款項得以支付，根據預售安排出售之相關物業按期竣工並交付予客戶，從而使本集團能夠按計劃解除受限制之預售所得款項；
- (iii) 繼續以本集團可接受的成本，尋求現有借款以及新債務和銀行借款再融資，以資助解決其現有財務責任和日後之營運和資本開支；
- (iv) 如有需要，出售部分資產以產生更多現金流；以及
- (v) 在獲得所需的資金之前，本集團不會承諾進行重大之資本支出及土地收購。

Notes to the Financial Statements

財務報表附註

31 December 2023

2023年12月31日

2.1 BASIS OF PREPARATION (continued)

Going concern basis (continued)

Taking into account the various measures mentioned above and the fact that (i) the Group is in net current assets position of RMB6,476 million as at 31 December 2023, (ii) the Group has successfully extended the repayment of current portion of bank loan of approximately RMB181 million after the end of the reporting period and up to the date of this report; (iii) the fair value of investment properties exceeds the total amount of bank loans as of 31 December 2023 and (iv) the Group can repay the outstanding loans and borrowings through realisation of assets, the directors of the Company consider that the Group has sufficient working capital to meet in full its financial obligations as they fall due for at least the next twelve months from the end of the reporting period.

Basis of consolidation

Subsidiaries

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2023. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

2.1 編製基準(續)

持續經營基礎(續)

考慮到上述多種措施，及(i)本集團流動資產淨值人民幣64.76億元，(ii)本集團於報告期末直至本報告日期成功延長人民幣1.81億元銀行貸款流動部份償還期限，(iii)於2023年12月31日之投資物業公允值超出銀行貸款總額，(iv)本集團能出售其資產以償還未償付之貸款，本公司董事認為，本集團擁有充足營運資金可履行其自報告期結束後未來十二個月到期之財務責任。

綜合基準

附屬公司

本綜合財務報表包括本公司及其附屬公司(統稱「本集團」)截至2023年12月31日止年度之財務報表。附屬公司(包括結構性實體)乃指由本公司直接或間接地控制之實體。當本集團面對或擁有就其對被投資方之參與而取得可變回報之風險或權利，以及擁有其透過對被投資方行使權力而影響有關回報之能力(即現時之權利給予本集團支配被投資方相關活動之現有權力)時，即表示已取得控制權。

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2.1 BASIS OF PREPARATION (continued)

Basis of consolidation (continued)

Subsidiaries (continued)

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

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

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

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

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

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

2.1 編製基準(續)

綜合基準(續)

附屬公司(續)

一般而言，擁有大多數表決權即假定為擁有控制權。當本公司直接或間接地只擁有被投資方少數投票權或相類似權利，於評估本集團是否對被投資方擁有權力時，會考慮所有相關之事實及情況，包括：

- (a) 與被投資方之其他投票權擁有人之合約安排；
- (b) 其他合約安排所產生之權利；及
- (c) 本集團之投票權及潛在投票權。

附屬公司財務報表之編製期間與本公司財務報表相同，並採用一致的會計政策。附屬公司之業績乃自收購日期，即本集團取得控制權之日起予以綜合計算，並繼續綜合計算，至該控制權停止當日為止。

即使導致非控股股東權益產生虧絀結餘，本公司持有人及非控股股東權益皆分佔本集團盈餘或虧損及各項其他全面收益。本集團內公司間交易帶來之所有集團內公司間資產及負債、權益、收入、開支及現金流量全部於綜合賬目時悉數對銷。

倘若於上述附屬公司會計政策中所描述之三項控制權有一項或多項出現改變之事實及情況下，本集團重新評估是否其對被投資方擁有控制權。於並無失去控制權之情況下，附屬公司所有權權益變動均視作權益交易處理。

倘本集團失去附屬公司之控制權，本集團終止確認相關之資產(包括商譽)、負債、任何非控股股東權益及匯兌變動儲備，以及確認任何仍保留之投資公允值及任何因而於損益中產生之盈餘或虧損。本集團早前於其他全面收益中確認之各項應佔數額將猶如本集團直接出售有關資產或負債，按相關規定之基準適當地重新分類往損益或保留溢利。

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財務報表附註

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2.1 BASIS OF PREPARATION (continued)

Basis of consolidation (continued)

Business combination involving entities under common control (continued)

The consolidated financial statements include the results of each of the combining entities or businesses from the earliest date presented or since the date when combining entities or businesses first came under the control of the controlling parties, where this is a shorter period, regardless of the date of the common control combination.

The comparative amounts in the consolidated financial statements are presented as if the entities or businesses had been combined at the previous reporting date or when they first came under control of the controlling parties, whichever is shorter.

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

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

HKFRS 17	<i>Insurance Contracts</i>
Amendments to HKAS 1 and HKFRS Practice Statement 2	<i>Disclosure of Accounting Policies</i>
Amendments to HKAS 8	<i>Definition of Accounting Estimates</i>
Amendments to HKAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i>
Amendments to HKAS 12	<i>International Tax Reform – Pillar Two Model Rules</i>

2.1 編製基準(續)

綜合基準(續)

涉及共同控制下實體之業務合併(續)

綜合財務報表由被合併實體或企業最初呈報日或自控股方取得被合併實體或企業之控制權當日之較短期間起開始納入被合併實體或企業之業績，而不需理會共同控制合併之日期。

綜合財務報表內呈列之比較數字，猶如被合併實體或企業於過往報告日或自控股方取得被合併實體或企業之控制權當日之較近日期已合併。

2.2 會計政策及披露之變動

本集團已於本年度之財務報表首次採納下列經修訂之香港財務報告準則。

香港財務報告準則第17號	<i>保險合約</i>
香港會計準則第1號及香港財務報告準則實務聲明書第2號之修訂	<i>會計政策的披露</i>
香港會計準則第8號之修訂	<i>會計估計的定義</i>
香港會計準則第12號之修訂	<i>單一交易所產生之資產與負債相關遞延稅項</i>
香港會計準則第12號之修訂	<i>國際稅務改革 – 支柱二規則範本</i>

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2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

The nature and the impact of the new and revised HKFRSs that are applicable to the Group are described below:

- (a) Amendments to HKAS 1 require entities to disclose their material accounting policy information rather than their significant accounting policies. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. Amendments to HKFRS Practice Statement 2 *Making Materiality Judgements* provide non-mandatory guidance on how to apply the concept of materiality to accounting policy disclosures. The Group has disclosed the material accounting policy information in note 2 to the financial statements. The amendments did not have any impact on the measurement, recognition or presentation of any items in the Group's financial statements.
- (b) Amendments to HKAS 8 clarify the distinction between changes in accounting estimates and changes in accounting policies. Accounting estimates are defined as monetary amounts in financial statements that are subject to measurement uncertainty. The amendments also clarify how entities use measurement techniques and inputs to develop accounting estimates. Since the Group's approach and policy align with the amendments, the amendments had no impact on the Group's financial statements.

2.2 會計政策及披露之變動(續)

本集團適用之新訂及經修訂香港財務報告準則之性質及影響載列如下：

- (a) 香港會計準則第1號之修訂要求實體披露其重大會計政策信息，而不是其重要會計政策。倘會計政策與實體財務報表內其他信息一併考慮時，可以合理地預期會影響主要財務報表用家根據該等財務報表作出之決策，則有關會計政策屬於重大性。香港財務報告準則實務聲明書第2號之修訂對重大性作出判斷就如何將重大性概念應用於會計政策披露提供非強制性指導。本集團之重大會計政策信息已於財務報表附註2中披露。該等修訂對本集團綜合財務報表中任何項目之計量、確認及呈報也無影響。
- (b) 香港會計準則第8號之修訂澄清了會計估計變更及會計政策變更兩者之分別。會計估計定義為財務報表中有關貨幣金額之不確定性預測。該等修訂也明確實體如何使用測量技術及相關輸入以制定會計估計。由於本集團採用之方法及政策與該等修訂一致，因此該等修訂對本集團財務報表並無影響。

Notes to the Financial Statements

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2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

- (c) Amendments to HKAS 12 *Deferred Tax related to Assets and Liabilities arising from a Single Transaction* narrow the scope of the initial recognition exception in HKAS 12 so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences, such as leases and decommissioning obligations. Therefore, entities are required to recognise a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability for temporary differences arising from these transactions.

Prior to the initial application of these amendments, the Group applied the initial recognition exception and did not recognise a deferred tax asset and a deferred tax liability for temporary differences for transactions related to leases. The Group has applied the amendments on temporary differences related to leases as at 1 January 2022. Upon initial application of these amendments, the Group recognised (i) a deferred tax asset for all deductible temporary differences associated with lease liabilities (provided that sufficient taxable profit is available), and (ii) a deferred tax liability for all taxable temporary differences associated with right-of-use assets at 1 January 2022, with cumulative effect recognised as an adjustment to the balance of retained profits at that date. The quantitative impact on the financial statements is summarised below.

2.2 會計政策及披露之變動(續)

- (c) 香港會計準則第12號之修訂單一交易所產生之資產與負債相關遞延稅項收窄了香港會計準則第12號對於初始確認豁免之應用範圍，使其不再適用於產生相等應課稅暫時性差異及可抵扣暫時性差異之交易，例如租賃及復原義務，因此，實體需就有關交易產生之暫時性差異確認遞延所得稅資產（前提是有足夠之應課稅溢利）及遞延所得稅負債。

在首次採納該等修訂之前，本集團應用了初始確認豁免，因而並未就與租賃相關交易之暫時性差異確認遞延所得稅資產及遞延所得稅負債。於2022年1月1日本集團已就租賃之相關暫時性差異應用該等修訂，在首次應用該等修訂時，本集團確認於2022年1月1日(i)與租賃負債相關之所有可抵扣暫時性差異之遞延稅項資產（前提是有足夠之應課稅溢利），以及(ii)與使用權資產相關之所有應課稅暫時性差異之遞延稅項負債，有關累積影響於當日之保留溢利結餘確認為調整金額。對財務報表之量化影響總結如下。

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2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued) 2.2 會計政策及披露之變動(續)

(c) (continued)

Impact on the consolidated statements of financial position:

(c) (續)

綜合財務狀況表之影響：

		Increase 增加		
		As at 31 December 2023 於2023年 12月31日 RMB'000 人民幣千元	As at 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元	As at 1 January 2022 於2022年 1月1日 RMB'000 人民幣千元
Assets	資產			
Investments in joint ventures	於合營公司投資	22,590	22,955	20,779
Deferred tax assets (Note)	遞延稅項資產(附註)	30,281	24,832	13,732
Total non-current assets	非流動資產總額	52,871	47,787	34,511
Total assets	資產總額	52,871	47,787	34,511
Net assets	資產淨值	52,871	47,787	34,511
Equity	權益			
Retained profits (included in reserves)	保留溢利(包括在儲備項下)	52,871	47,787	34,511
Equity attributable to owners of the Company	本公司持有人應佔權益	52,871	47,787	34,511
Total equity	權益總額	52,871	47,787	34,511

Note:

The deferred tax asset and the deferred tax liability arising from lease contracts of the same subsidiary have been offset in the statement of financial position for presentation purposes.

附註：

同一附屬公司之租賃所產生之遞延稅項資產及遞延稅項負債於財務狀況表呈報時已互相抵消。

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2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued) 2.2 會計政策及披露之變動(續)

(c) (continued)

Impact on the consolidated statements of profit or loss:

(c) (續)

綜合損益表之影響：

		(Decrease)/increase (減少)/增加	
		Year ended 31 December 截至12月31日止年度	
		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Share of profits and losses of joint ventures	合營公司應佔盈虧	(365)	2,176
Tax credit	稅項得益	5,449	11,100
Profit for the year	本年度溢利	5,084	13,276
Attributable to: Owners of the Company	以下人士應佔： 本公司持有人	5,084	13,276
Earnings per share attributable to owners of the the Company:	本公司持有人應佔 每股盈利：		
– Basic (RMB)	–基本(人民幣元)	0.0003	0.0008
– Diluted (RMB)	–攤薄(人民幣元)	0.0003	0.0008
Total comprehensive income for the year	本年度全面收益總額	5,084	13,276
Attributable to: Owners of the Company	以下人士應佔： 本公司持有人	5,084	13,276

The adoption of amendments to HKAS 12 did not have any impact on other comprehensive income for the years ended 31 December 2023 and 2022.

採納香港會計準則第12號之修訂對截至2023年12月31日及2022年12月31日止年度之其他全面收益並無任何影響。

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2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(d) Amendments to HKAS 12 *International Tax Reform – Pillar Two Model Rules* introduce a mandatory temporary exception from the recognition and disclosure of deferred taxes arising from the implementation of the Pillar Two model rules published by the Organisation for Economic Co-operation and Development. The amendments also introduce disclosure requirements for the affected entities to help users of the financial statements better understand the entities' exposure to Pillar Two income taxes, including the disclosure of current tax related to Pillar Two income taxes separately in the periods when Pillar Two legislation is effective and the disclosure of known or reasonably estimable information of their exposure to Pillar Two income taxes in periods in which the legislation is enacted or substantively enacted but not yet in effect. The Group has applied the amendments retrospectively. Since the Group did not fall within the scope of the Pillar Two model rules, the amendments did not have any impact to the Group.

2.2 會計政策及披露之變動(續)

(d) 香港會計準則第12號之修訂*國際稅務改革 – 支柱二規則範本*就確認及披露因執行經濟合作與發展組織發佈之二支柱規則範本而產生之遞延稅項引入一項強制性臨時豁免。該等修定還對受影響之實體引入披露要求，以幫助財務報表使用者更好地瞭解二支柱所得稅對實體之影響，包括要求實體獨立披露在二支柱立法生效後各期間有關二支柱所得稅之當期稅項，以及在立法生效或實質頒佈但尚未生效期間披露其二支柱所得稅風險之已知或合理估計之資訊。本集團已追溯應用該等修訂。由於本集團不屬於二支柱規則範本之範圍，因此該等修訂不會對本集團產生任何影響。

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2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following revised HKFRSs, that have been issued but are not yet effective, in these financial statements. The Group intends to apply these revised HKFRSs, if applicable, when they become effective.

Amendments to HKFRS 10 and HKAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ³
Amendments to HKFRS 16	<i>Lease Liability in a Sale and Leaseback</i> ¹
Amendments to HKAS 1	<i>Classification of Liabilities as Current or Non-current</i> (the “2020 Amendments”) ^{1,4}
Amendments to HKAS 1	<i>Non-current Liabilities with Covenants</i> (the “2022 Amendments”) ^{1,4}
Amendments to HKAS 7 and HKFRS 7	<i>Supplier Finance Arrangements</i> ¹
Amendments to HKAS 21	<i>Lack of Exchangeability</i> ²

¹ Effective for annual periods beginning on or after 1 January 2024

² Effective for annual periods beginning on or after 1 January 2025

³ No mandatory effective date yet determined but available for adoption

⁴ As a consequence of the 2020 Amendments and 2022 Amendments, Hong Kong Interpretation 5 *Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause* was revised to align the corresponding wording with no change in conclusion

2.3 已頒佈但尚未生效之香港財務報告準則

本集團並無於本財務報表應用以下已頒佈但尚未生效之新訂及經修訂香港財務報告準則。

香港財務報告準則第10號及香港會計準則第28號之修訂	投資方與其聯營公司或合營公司之間的資產出售或資產注資 ³
香港財務報告準則第16號之修訂	售後回租之租賃負債 ¹
香港會計準則第1號之修訂	流動或非流動負債的分類(「2020年之修訂」) ^{1,4}
香港會計準則第1號之修訂	附有協定承諾之非流動負債(「2022年之修訂」) ^{1,4}
香港會計準則第7號及香港財務報告準則第7號之修訂	供應商融資安排 ¹
香港會計準則第21號之修訂	缺乏可兌換性 ²

¹ 於2024年1月1日或之後開始之年度期間生效

² 於2025年1月1日或之後開始之年度期間生效

³ 並未訂定強制性生效日期，惟已可作採納

⁴ 因應2020年之修訂及2022年之修訂，香港詮釋第5號財務報表的呈報－借入人對包含有按要求償還條款的定期貸款的分類已作修訂，使相應之措辭保持一致而結論不變

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2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

Further information about those HKFRSs that are expected to be applicable to the Group is described below.

Amendments to HKFRS 10 and HKAS 28 address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss resulting from a downstream transaction when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to HKFRS 10 and HKAS 28 was removed by the HKICPA. However, the amendments are available for adoption now.

Amendments to HKFRS 16 specify the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains. The amendments are effective for annual periods beginning on or after 1 January 2024 and shall be applied retrospectively to sale and leaseback transactions entered into after the date of initial application of HKFRS 16 (i.e., 1 January 2019). Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

2.3 已頒佈但尚未生效之香港財務報告準則(續)

預期適用於本集團之該等香港財務報告準則之進一步資料載列如下。

香港財務報告準則第10號及香港會計準則第28號之修訂解決香港財務報告準則第10號及香港會計準則第28號對於處理投資方與其聯營公司或其合營公司之間有關資產出售或注資之不一致規定。該等修訂規定倘投資方與其聯營公司或其合營公司之間之資產出售或資產注資構成業務時，需全面確認順流交易中產生之盈虧。若涉及資產之交易不構成業務，則投資方於損益中確認交易產生之盈虧只限於不屬於投資方於其聯營公司或其合營公司權益之部份。該等修訂乃採用未來適用法。香港財務報告準則第10號及香港會計準則第28號早前訂定之強制性生效日期已被香港會計師公會刪除，儘管如此，該等修訂現已可作採納。

香港財務報告準則第16號之修訂確保賣方一承租人在計量售後回租交易中產生之租賃負債時，就其保留有關之使用權不確認任何盈虧。該等修訂自2024年1月1日或之後開始之年度期間生效，並應追溯適用於香港財務報告準則第16號首次應用日(即2019年1月1日)之後訂立之售後回租交易，但可提前採納。該等修訂預計不會對本集團之財務報表產生任何重大影響。

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2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

The 2020 Amendments clarify the requirements for classifying liabilities as current or non-current, including what is meant by a right to defer settlement and that a right to defer must exist at the end of the reporting period. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement. The amendments also clarify that a liability can be settled in its own equity instruments, and that only if a conversion option in a convertible liability is itself accounted for as an equity instrument would the terms of a liability not impact its classification. The 2022 Amendments further clarify that, among covenants of a liability arising from a loan arrangement, only those with which an entity must comply on or before the reporting date affect the classification of that liability as current or non-current. Additional disclosures are required for non-current liabilities that are subject to the entity complying with future covenants within 12 months after the reporting period. The amendments shall be applied retrospectively with early application permitted. An entity that applies the 2020 Amendments early is required to apply simultaneously the 2022 Amendments, and vice versa. The Group is currently assessing the impact of the amendments and whether existing loan agreements may require revision. Based on a preliminary assessment, the amendments are not expected to have any significant impact on the Group's financial statements.

2.3 已頒佈但尚未生效之香港財務報告準則(續)

2020年之修訂釐清將負債分類為流動負債或非流動負債之要求，包括何謂推遲償還債務之權利及有關權利須於財務報告日已存在，而實體是否將行使其推遲償還債務之權利並不影響負債之分類。該等修改也明確債務能以其自身權益工具清償，惟只可在可轉換負債中之轉換選擇權本身被分類作為權益工具進行會計處理之情況下，有關可轉換負債之條款才不影響負債之分類。2022年之修訂進一步澄清因貸款安排而產生之負債協定承諾，只有實體於報告日或之前須遵守之協定承諾才影響對該項負債分類為流動或非流動性質。此外，就實體於報告期後12個月內須遵守未來協定承諾才可將該等負債分類為非流動負債之情況，需進行額外披露。該等修訂按追溯法採用，但允許可提前採納。實體提前應用2020年之修訂時必須同時應用2022年之修訂，反之亦然。本集團現正評估該等修訂之影響，以及現有貸款協議是否需要修訂。根據初步評估，預期該等修訂對本集團之財務報表並無任何重大影響。

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2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

Amendments to HKAS 7 and HKFRS 7 clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk. Earlier application of the amendments is permitted. The amendments provide certain transition reliefs regarding comparative information, quantitative information as at the beginning of the annual reporting period and interim disclosures. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to HKAS 21 specify how an entity shall assess whether a currency is exchangeable into another currency and how it shall estimate a spot exchange rate at a measurement date when exchangeability is lacking. The amendments require disclosures of information that enable users of financial statements to understand the impact of a currency not being exchangeable. Earlier application is permitted. When applying the amendments, an entity cannot restate comparative information. Any cumulative effect of initially applying the amendments shall be recognised as an adjustment to the opening balance of retained profits or to the cumulative amount of translation differences accumulated in a separate component of equity, where appropriate, at the date of initial application. The amendments are not expected to have any significant impact on the Group's financial statements.

2.3 已頒佈但尚未生效之香港財務報告準則(續)

香港會計準則第7號及香港財務報告準則第7號之修訂釐清供應商融資安排之特性，並要求額外披露有關安排。該等修訂之披露要求旨在幫助財務報表使用者瞭解供應商融資安排對實體負債、現金流量及流動性風險之影響。該等修訂可提前採納。就有關比較資訊、年度報告期初之金額資料及中期披露，該等修訂提供了若干過渡性減免。預期該等修訂對本集團財務報表並無產生任何重大影響。

香港會計準則第21號之修訂訂明實體應如何評估一種貨幣是否可兌換為另一種貨幣，以及當缺乏可兌換性時應如何估算計量日之即期匯率。該等修訂要求披露相關資訊，使財務報表使用者能瞭解貨幣不可兌換之影響。該等修訂可提前採納。於採納該等修訂時，實體不可重述比較資訊。首次應用該等修訂之任何累積影響應在首次應用日確認為保留溢利之期初結餘調整金額，或在適當情況下，確認為權益中換算差異項目之累計金額調整。預期該等修訂對本集團財務報表並無產生任何重大影響。

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2.4 MATERIAL ACCOUNTING POLICIES

Investments in associates and joint ventures

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

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

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

Adjustments are made to bring into line any dissimilar accounting policies that may exist.

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

2.4 重大會計政策概要

於聯營公司及合營公司之投資

聯營公司指本集團持有其通常不少於20%股本表決權之長期權益，並可對其發揮重大影響力之實體。重大影響力為可參與投資對象之財務及營運政策決定，而非控制或共同控制該等政策。

合營公司指一種合營安排，對安排擁有共同控制權的訂約方據此對合營公司之資產淨值擁有權利。共同控制指按照合約協定對一項安排所共有之控制，共同控制僅在有關活動要求享有控制權之訂約方作出一致同意的決定時存在。

本集團之聯營公司及合營公司投資根據權益會計法按本集團應佔淨資產減任何減值損失於綜合財務狀況表列賬。

倘若會計政策存在任何不一致，則會作出相應調整。

本集團於綜合損益表及綜合其他全面收益分別計入其應佔聯營公司及合營公司收購後業績及其他全面收益。此外，當直接確認聯營公司或合營公司之權益有變動時，則本集團在適當的情況下於綜合權益變動表確認應佔之變動。本集團與其聯營公司或合營公司之交易產生之未變現盈虧會對銷，對銷金額以本集團對聯營公司或合營公司之投資為限，除非未變現虧損能證明被轉移資產出現減值。收購聯營公司或合營公司產生之商譽被納入為本集團於聯營公司或合營公司投資之一部份。

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2.4 MATERIAL ACCOUNTING POLICIES (continued)

Investments in associates and joint ventures (continued)

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

Business combinations and goodwill

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

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

2.4 重大會計政策概要(續)

於聯營公司及合營公司之投資(續)

若於聯營公司之投資變為於合營公司之投資或相反情況下，不需重新計量保留權益。反之，該投資繼續根據權益法入賬。在所有其他情況下，倘本集團失去對聯營公司之重大影響或合營公司之共同控制，本集團則以其公允值計量任何保留投資。於聯營公司失去重大影響力之或合營公司失去共同控制時，其賬面值與保留投資之公允值及出售所得款項之差異於損益內確認。

業務合併及商譽

業務合併乃以收購法入賬。轉讓之代價乃以收購日期之公允值計量，即就換取被收購方控制權，本集團向被收購方前擁有人所轉讓資產、本集團所承擔負債，及本集團發行股本權益於收購日期之公允值總和。就各項業務合併而言，本集團選擇按公允值或是按被收購方可識別資產淨值之應佔比例計量被收購方之非控股股東權益。所有非控股股東權益其他組成部份均按公允值計量。收購相關成本乃於產生時支銷。

當所收購之一系列活動與資產中包涵輸入及有實質性過程，並共同對創造產出有能力作出顯著之貢獻時，本集團確定該收購為業務之收購。

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2.4 MATERIAL ACCOUNTING POLICIES (continued) 2.4 重大會計政策概要(續)

Business combinations and goodwill (continued)

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

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

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

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

業務合併及商譽(續)

當本集團收購一項業務時，會根據合約條款、於收購日期之經濟情況及相關條件，評估將承擔金融資產及負債，以作出適當分類及指定，其中包括區分被收購方主合約中之嵌入式衍生工具。

倘業務合併分階段達成，收購方先前持有之股權按收購日之公允值重新計算，並將因而產生之任何盈虧計入損益內。

收購方就給予之任何轉讓或然代價按收購日之公允值確認。分類為資產或負債之或然代價續後按公允值計量，相關公允值變動於損益確認。倘或然代價分類為權益，續後則毋須重新計量，而其後之結算在權益中入賬。

商譽初步按成本值計量，即所轉讓總代價、已確認非控股股東權益之金額及本集團先前持有被收購方股權之公允值之總和，超出所收購可識別資產及所承擔負債淨額之差額。倘此代價及其他項目之總和低於資產淨值之公允值，於評估後，其差額將於損益內確認為議價收購收益。

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2.4 MATERIAL ACCOUNTING POLICIES (continued)

Business combinations and goodwill (continued)

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

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

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

2.4 重大會計政策概要(續)

業務合併及商譽(續)

於初始確認後，商譽按成本值減任何累計減值虧損計量。商譽須每年作減值檢測，倘有事件發生或情況改變顯示賬面值有可能減值時，則會更頻密地進行檢測。本集團每年對截至12月31日之商譽進行減值檢測。就減值檢測而言，於業務合併所收購商譽，乃自收購日期起分配至預期於合併所產生之協同效益中受惠之本集團各現金產生單位或各現金產生單位組，而不論本集團其他資產或負債有否轉撥至該等單位或單位組。

減值按與商譽有關之現金產生單位(現金產生單位組)可收回金額評估釐定。倘現金產生單位(現金產生單位組)之可收回金額低於賬面值，則確認減值虧損。就商譽確認之減值虧損不會於往後期間撥回。

倘商譽分配至現金產生單位(或現金產生單位組)組成部份，該單位部份業務出售時，與售出業務有關之商譽將計入業務賬面值，以釐定出售盈虧。於該等情況售出之商譽，按售出業務及保留現金產生單位部份相對價值基準計算。

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2.4 MATERIAL ACCOUNTING POLICIES (continued) 2.4 重大會計政策概要(續)

Fair value measurement

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

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

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

公允值計量

本集團於各報告期末按公允值計量其投資物業、若干應收合營公司貸款、債權投資及股權投資。公允值乃在市場參與者於計量日期進行之有序交易中出售資產所收取或轉移負債所支付之價格。公允值計量乃基於假設出售資產或轉移負債之交易於資產或負債的主要市場或於未有主要市場之情況下，則於資產或負債之最有利市場進行。主要或最有利市場須為本集團能進入之市場。資產或負債的公允值乃基於市場參與者為資產或負債定價所用之假設計量（假設市場參與者依照彼等之最佳經濟利益行事）。

非金融資產之公允值計量參考市場參與者可從使用該資產得到之最高及最佳效用，或將該資產售予另一可從使用該資產得到最高及最佳效用之市場參與者，從而產生經濟效益之能力。

本集團使用適用於不同情況之估值方法，而其有足夠資料計量公允值，以盡量利用相關可觀察輸入數據及盡量減少使用不可觀察輸入數據。

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2.4 MATERIAL ACCOUNTING POLICIES (continued)

Fair value measurement (continued)

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

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

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

2.4 重大會計政策概要(續)

公允值計量(續)

於財務報表計量或披露公允值之所有資產及負債，根據對於公允值計量整體屬重要之最低輸入值水準按如下所述在公允值架構中分類：

- 第一級 – 根據相同資產或負債於活躍市場之報價(未經調整)價格
- 第二級 – 根據估值方法，當中對於公允值計量有重大影響之最低輸入值為可直接或間接觀察
- 第三級 – 根據估值方法，當中對於公允值計量有重大影響之最低輸入值為不可觀察數據

對於在財務報表以持續基準確認之資產及負債，本集團按對於公允值計量整體有重大影響之最低輸入值於各報告期末重新評估分類，以確定架構各級之間是否出現轉移。

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2.4 MATERIAL ACCOUNTING POLICIES (continued) 2.4 重大會計政策概要(續)

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than properties held for sale, properties under development, contract assets, deferred tax assets, and investment properties), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset (e.g., a headquarters building) is allocated to an individual cash-generating unit if it can be allocated on a reasonable and consistent basis or, otherwise, to the smallest group of cash-generating units.

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

非金融資產減值

倘有跡象顯示存在減值，或須就資產（待出售物業、發展中物業、合同資產、遞延稅項資產及投資物業除外）進行年度減值測試，則會估計該資產之可收回金額。資產之可收回金額為該資產或現金產生單位之使用價值與其公允值減銷售成本之較高金額，並就個別資產釐定，除非有關資產在很大程度上獨立於其他資產或資產組別且沒有產生現金流入，在此情況下，可收回金額就按該資產所屬現金產生單位而釐定。

在對現金產生單位進行減值測試時，若企業資產（例如總部大樓）可合理及一致地進行分配，企業資產一部份賬面金額可分配給個別現金產生單位，否則將分配給最小現金產生單位組別。

減值虧損僅於資產之賬面值超逾其可收回金額時確認。於評估使用價值時，未來現金流量之估算按可反映現時市場對貨幣時間價值及資產特定風險之評估所用之稅前貼現率折算至現值。減值虧損於產生期間於損益表中與已減值資產功能一致之支出項目內扣除。

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2.4 MATERIAL ACCOUNTING POLICIES (continued)

Impairment of non-financial assets (continued)

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

Related parties

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

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

or

2.4 重大會計政策概要(續)

非金融資產減值(續)

於各報告期末須評估是否有跡象顯示過往確認減值虧損不再存在或已減少。如存在該跡象，則會估計可收回金額。過往確認之資產(商譽除外)減值虧損，僅會於用以釐定該資產可收回金額之估計有所改變時撥回，惟撥回後之金額不得高於假設過往年度並無就資產確認減值虧損而應已釐定之賬面值(扣除任何折舊／攤銷)。減值虧損撥回於產生期間計入損益表。

關連方

下列人士將視為與本集團有關連：

- (a) 有關人士為個人或該人士之直屬家庭成員，而該人士
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本集團或本集團母公司之主要管理人員之一名成員；

或

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2.4 MATERIAL ACCOUNTING POLICIES (continued)

Related parties (continued)

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

2.4 重大會計政策概要(續)

關連方(續)

- (b) 該人士為實體並符合下列任何一項條件，而：
- (i) 該實體與本集團屬同一集團之成員公司；
 - (ii) 一間實體為另一間實體之聯營公司或合營公司（或另一間實體之母公司、附屬公司或同系附屬公司）；
 - (iii) 該實體與本集團為同一第三方之合營公司；
 - (iv) 一間實體為第三方實體之合營公司，而另一方實體為第三方實體之聯營公司；
 - (v) 該實體為本集團或與本集團有關連之實體就僱員福利設立之離職後福利計劃；
 - (vi) 該實體受(a)定義之人士控制或共同控制；
 - (vii) (a)(i)定義之人士對該實體有重大影響力或屬該實體（或該實體之母公司）之主要管理人員；及
 - (viii) 該實體或其所屬集團內之任何成員提供主要管理人員服務予本集團或本集團之母公司。

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2.4 MATERIAL ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation

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

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

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

Leasehold improvements	The lease terms or 5 years, whichever is shorter
Office equipment, furniture and fixtures	3 to 5 years
Motor vehicles	4 to 5 years

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

2.4 重大會計政策概要(續)

物業、廠房及設備與折舊

物業、廠房及設備按成本值減累積折舊及任何減值虧損入賬。物業、廠房及設備成本包括其購入價及將該項資產達致現行運作狀況及地點以供擬定用途之直接成本。

物業、廠房及設備項目投入運作後之支出，如維修及保養費用，一般於產生期間自損益表扣除。在符合確認標準之情況下，用於重大檢測之開支將作為重置該資產，並撥作資本性費用列入該資產之賬面值中。倘物業、廠房及設備之重要部份需不時更換，本集團會將該等部份確認為具特定可使用年期之個別資產及相應作出折舊處理。

物業、廠房及設備項目乃按直線法，就其估計可使用年期，撇銷成本至其剩餘價值計算折舊如下：

租賃物業	按租約年期或五年，取兩者較短期限
辦公室設備、傢俬及裝置裝修	三年至五年
汽車	四年至五年

當物業、廠房及設備項目之部份各有不同可使用年期，該項目之成本按合理基準在各部份中分配，而各部份個別折舊。剩餘價值、可使用年期及折舊方法在適當情況下至少於每個財政年度結束時進行檢討並調整。

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2.4 MATERIAL ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation (continued)

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

Investment properties

Investment properties are interests in land and buildings (including right-of-use assets) held to earn rental income and/or for capital appreciation. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

Properties under construction or development for further use as investment properties are classified as investment properties under construction. If the fair value cannot be reliably determined, the investment properties under construction will be measured at cost until such time as fair value can be determined or construction is completed. The Group has concluded that the fair value of its investment properties under construction can be measured reliably, and therefore, the Group's investment properties under construction are measured at fair value.

Gains or losses arising from changes in the fair values of investment properties are included in the statement of profit or loss in the year in which they arise. Any gains or losses on the retirement or disposal of an investment property are recognised in the statement of profit or loss in the year of the retirement or disposal.

2.4 重大會計政策概要(續)

物業、廠房及設備與折舊(續)

物業、廠房及設備項目包括初始確認之任何重大部份於出售，或預期使用或出售不再帶來未來經濟效益時，終止確認。在終止確認資產年度內於損益表所確認之出售或報銷盈虧，指有關資產之銷售所得款項淨額與賬面值之差額。

投資物業

投資物業乃持作賺取租金收入及／或作資本增值之土地及樓宇權益(包括使用權資產)。該等物業初始按成本值計量(包括交易成本)。續後投資物業以反映於報告期末市況之公允值入賬。

供進一步用作投資物業之在建或發展中物業分類為在建投資物業。倘公允值無法可靠釐定，在建投資物業將按成本值計量，直至可釐定公允值或工程竣工為止。本集團認為其 在建投資物業之公允值能夠可靠計量，故本集團之在建投資物業按公允值計量。

因投資物業之公允值變動而產生之收益或虧損，於產生之年度計入損益表。因報銷或出售投資物業而產生之盈虧在報銷或出售年度於損益表中確認入賬。

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2.4 MATERIAL ACCOUNTING POLICIES (continued)

Investment properties (continued)

For a transfer from inventories to investment properties, any difference between the fair value of the property at that date and its previous carrying amount is recognised in the statement of profit or loss.

Leases

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

Group as a lessee

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

2.4 重大會計政策概要(續)

投資物業(續)

就存貨轉換為投資物業而言，該物業於轉換日之公允值及其賬面值之任何差額於損益表內確認。

租賃

本集團在合同成立時評估合同是否屬於或包含租賃，若合同在一段時間內轉移已識別資產之控制使用權以換取代價，則該合同屬於或包含租賃。

本集團作為承租人

除短期租賃及低價值資產租賃外，本集團對所有租賃採用單一確認及計量方法。本集團確認用於支付租金之租賃負債及代表相關資產使用權之使用權資產。

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2.4 MATERIAL ACCOUNTING POLICIES (continued) 2.4 重大會計政策概要(續)

Leases (continued)

Group as a lessee (continued)

(a) Right-of-use assets

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

Leasehold land and building over the lease term

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

When the right-of-use assets relate to interests in leasehold land held as inventories, they are subsequently measured at the lower of cost and net realisable value in accordance with the Group's policies for "properties under development" and "properties held for sale". When a right-of-use asset meets the definition of investment property, it is included in investment properties. The corresponding right-of-use asset is initially measured at cost, and subsequently measured at fair value, in accordance with the Group's policy for "investment properties".

租賃(續)

本集團作為承租人(續)

(a) 使用權資產

使用權資產於租賃開始日確認(即相關資產可供使用之日期)。使用權資產按成本減任何累計折舊及任何減值虧損計量,並就任何重新計量之租賃負債作出調整。使用權資產之成本包括已確認之租賃負債金額、已產生之初始直接成本,以及於開始日或之前支付之租賃款項減去收取之任何租賃獎勵。使用權資產於租賃期及該資產如下預計使用年限兩者中之較短期間按直線法計提折舊:

租賃土地及樓宇 按租賃期

倘租賃資產之所有權在租賃期結束時轉移至本集團或成本反映了行使購買權,則該租賃資產按預計使用年限計算折舊。

倘使用權資產與作為存貨持有之租賃土地權益相關時,隨後根據本集團之「發展中物業」及「待出售物業」政策以成本與可變現淨值中之較低者計量。倘使用權資產符合投資物業之定義時,有關使用權資產將包括在投資物業項下,而相應之使用權資產則根據本集團之「投資物業」政策初始按成本入賬,其後按公允值計量。

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2.4 MATERIAL ACCOUNTING POLICIES (continued)

Leases (continued)

Group as a lessee (continued)

(b) Lease liabilities

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

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

2.4 重大會計政策概要(續)

租賃(續)

本集團作為承租人(續)

(b) 租賃負債

租賃負債於租賃開始日按租賃期內租賃付款之現值確認。租賃付款包括固定付款(包括實物固定付款)減去任何應收租賃獎勵、取決於指數或利率之可變租賃付款,以及預期在剩餘價值擔保下支付之金額。租賃付款亦包括本集團合理地確定將會行使購買權之行使價及將會終止租賃之罰款支出(倘租賃期反映本集團行使終止權)。若可變租賃付款並非取決於指數或利率,有關付款將在觸發付款之事件或情況發生之期間內確認為費用。

若未能釐定租賃中之隱含利率,則本集團使用於租賃開始日之增量借貸利率計算租賃付款之現值。於開始日後,租賃負債之金額就反映增生之利息而增加,並就支付租賃付款而減少。此外,如存在修改、指數或利率發生變化引致未來租賃付款變更、租賃期限變更、實質性固定租賃付款變更或購買相關資產之評估變更等,租賃負債之賬面值則須重新計量。

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2.4 MATERIAL ACCOUNTING POLICIES (continued) 2.4 重大會計政策概要(續)

Leases (continued)

Group as a lessee (continued)

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

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

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

Group as a lessor

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

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

租賃(續)

本集團作為承租人(續)

(c) 短期租賃及低價值資產租賃

本集團就其短期之物業租賃(即自生效日起租賃期為12個月或更短之租賃)採用短期租賃確認豁免。就被認為是低價值之辦公室設備租賃, 確認豁免也適用於該等低價值租賃。

短期租賃及低價值資產租賃之租賃付款在租賃期內按直線法確認為費用。

本集團作為出租人

當本集團作為出租人, 在租賃開始時(或發生租賃變更時)將其每項租賃分類為經營租賃或融資租賃。

本集團並無實質上轉移與資產所有權相關之全部風險及報酬之租賃分類為經營租賃。當合同包含租賃和非租賃成分時, 本集團以相對獨立之銷售價格為基礎將合同中之對價分配給每項成分。租金收入在租賃期間按直線法入賬, 由於屬經營性質, 計入為損益表之收益。租賃資產之賬面值包括協商及安排經營租賃所發生之初始直接費用, 並在租賃期間根據與租金收入相同之基礎確認。或有租金在賺取期間確認為收入。

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2.4 MATERIAL ACCOUNTING POLICIES (continued)

Leases (continued)

Group as a lessor (continued)

When the Group is an intermediate lessor, a sublease is classified as a finance lease or operating lease with reference to the right-of-use asset arising from the head lease. If the head lease is a short-term lease to which the Group applies the on-balance sheet recognition exemption, the Group classifies the sublease as an operating lease.

Properties under development

Properties under development are stated at the lower of cost and net realisable value. Cost of properties under development comprises cost of acquisition, land cost, construction costs, development costs, capitalised borrowing costs and other direct costs attributable to the development. The land cost is recognised on the straight-line basis over the lease term. Net realisable value for properties under development is determined by reference to management's estimates of the selling price based on prevailing market conditions, less applicable variable selling expenses and the anticipated costs to completion.

Properties held for sale

Properties held for sale are stated at the lower of cost and net realisable value. Cost is determined by apportionment of total development cost, including capitalised borrowing cost, attributable to the unsold units. Net realisable value for completed properties for sale is determined by reference to management's estimates of the selling price based on prevailing market conditions, less applicable variable selling expenses.

2.4 重大會計政策概要(續)

租賃(續)

本集團作為出租人(續)

當本集團為中間出租人時，轉租賃之分類參照主租賃產生之使用權資產劃分為融資租賃或經營租賃。倘主租賃於本集團資產負債表內確認為豁免適用之短期租約，則本集團將轉租賃分類為經營租約。

發展中物業

發展中物業乃以成本值及可變現淨值兩者中之較低者列賬。發展中物業成本包括收購成本、土地成本、建設成本、開發成本、撥作資本性借貸成本及其他發展應佔之直接成本。土地成本乃按租期以直線法確認。發展中物業之可變現淨值乃參照管理層按現行市場環境對售價之估計，扣除適用之可變銷售費用及預計竣工所需之成本而釐定。

待出售物業

待出售物業乃以成本值及可變現淨值兩者中之較低者列賬。成本乃藉分配未出售單位應佔之總發展成本(包括已撥作資本性借貸成本)而釐定。已竣工待出售物業之可變現淨值乃參照管理層按現行市場環境對售價之估計，扣除適用之可變銷售費用而釐定。

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2.4 MATERIAL ACCOUNTING POLICIES (continued) 2.4 重大會計政策概要(續)

Investments and other financial assets

Initial recognition and measurement

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

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

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

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

投資及其他金融資產

初始確認及計量

金融資產於初步確認時分類為按攤銷成本、以公允值計量且其變動計入其他全面收益及以公允值計量且其變動計入損益，並按此往後計量。

初始確認時之金融資產分類取決於金融資產之合約現金流量特性以及本集團管理該等金融資產之業務模式。除不包含重大融資成分或本集團已採用可行簡化方案而不調整重大融資成分影響之應收貿易賬款外，本集團初步以公允值計量金融資產，另加交易費用（倘金融資產並非以公允值計量且其變動計入損益之情況下）。不包含重大融資成分或本集團已採用可行簡化方案之應收貿易賬款按香港財務報告準則第15號所確定之交易價格根據下文「收入確認」所載之政策計量。

金融資產若按攤銷成本或以公允值計量且其變動計入其他全面收益進行分類及計量，其現金流量僅為未收回本金額之本金和利息支付（「SPPI標準」）。無論何種業務模式，現金流量並非SPPI標準之金融資產均按以公允值計量且其變動計入損益作為分類及計量。

本集團管理金融資產之業務模式是指其如何管理其金融資產以產生現金流量。業務模型確定現金流量是否來自收取合同現金流量、出售金融資產，或兩者兼備。

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2.4 MATERIAL ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Initial recognition and measurement (continued)

Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

Purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

- (a) Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the statement of profit or loss when the asset is derecognised, modified or impaired.

- (b) Financial assets at fair value through other comprehensive income (debt instruments)

For debt investments at fair value through other comprehensive income, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income. Upon derecognition, the cumulative fair value change recognised in other comprehensive income is recycled to the statement of profit or loss.

2.4 重大會計政策概要(續)

投資及其他金融資產(續)

初始確認及計量(續)

業務模式乃收取合同現金流量為目的而持有之金融資產，按攤銷成本作分類及計量；業務模式乃收取合同現金流量及出售為目的而持有之金融資產，按以公允值計量且其變動計入其他綜合收益作分類及計量。不屬於上述業務模式而持有之金融資產，按以公允值計量且其變動計入損益作分類及計量。

按市場規則或慣例一般既定期限內交付之金融資產買賣於交易日(即本集團承諾購買或出售該資產之日期)確認。

隨後計量

金融資產之隨後計量取決於其如下分類：

- (a) 按攤銷成本之金融資產(債權工具)

按攤銷成本計量之金融資產隨後採用實際利率法計量，並需受減值評估。當資產終止確認、修訂或減值時，有關盈虧於損益表內確認。

- (b) 以公允值計量且其變動計入其他全面收益之金融資產(債權工具)

就以公允值計量且其變動計入其他全面收益之債權投資而言，其利息收入、匯兌重估及減值損失或回撥於損益表內確認，計算方式與按攤銷成本計量之金融資產之方式相同。餘下之公允值變動則於其他全面收益確認。於終止確認時，其他全面收益確認之累計公允值變動將轉回損益表。

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2.4 MATERIAL ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Subsequent measurement (continued)

- (c) Financial assets at fair value through other comprehensive income (equity instruments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity investments designated at fair value through other comprehensive income when they meet the definition of equity under HKAS 32 *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to the statement of profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in other comprehensive income. Equity investments designated at fair value through other comprehensive income are not subject to impairment assessment.

- (d) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

2.4 重大會計政策概要(續)

投資及其他金融資產(續)

隨後計量(續)

- (c) 以公允值計量且其變動計入其他全面收益之金融資產(權益工具)

倘持有之股權投資符合香港會計準則第32號金融工具：呈報之權益定義且非為交易性用途，本集團於初始確認時可選擇不可撤銷地將其股權投資分類為以公允值計量且其變動特定計入其他全面收益之股權投資。個別項目之金融工具按其情況可有不同之分類。

該等金融資產之收益及損失將永不轉回損益表。當股息支付權確立時，股息收益於損益表中確認為其他收入，除非本集團收取之所得款屬於收回部份金融資產之成本，在此情況下，該等收益計入其他全面收益。以公允值計量且變動特定計入其他全面收益之股權投資不需作減值評估。

- (d) 以公允值計量且其變動計入損益之金融資產

以公允值計量且其變動計入損益之金融資產以公允值於財務狀況表內呈報，其公允值變動淨額則計入損益表。

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2.4 MATERIAL ACCOUNTING POLICIES (continued)

Impairment of financial assets

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information. The Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

2.4 重大會計政策概要(續)

金融資產減值

集團確認所有並非以公允值計量且其變動計入損益之債權工具之預貸損準備(「預貸損」)。預貸損基於按合同期之現金流量與本集團預期收取之所有現金流量之差額，並以原有實際利率之近似值貼現。預期現金流量將包括出售合同條款內所持有之抵押品或其他信貸增級工具之現金流量。

一般方法

預貸損分兩個階段進行確認。對於自初始確認以來信貸風險並未有顯著增加之信貸風險，預貸損按未來十二個月內可能發生之違約事件而導致之信貸損失(十二個月預貸損)進行撥備。對於自初始確認以來信貸風險顯著增加之信貸風險，無論何時違約，需根據其剩餘風險期限內之預期信貸損失(終身期限預貸損)計算損失準備。

於每個報告日期，本集團評估金融工具自初始確認後之信貸風險有否大幅增加。在進行評估時，本集團將金融工具於報告日發生之違約風險與其於初始確認日發生之違約風險進行比對，並考慮不需成本或人力而可取得之合理且有依據之信息，包括歷史性及前瞻性信息。本集團認為，若合約付款逾期超過三十天，即表示信貸風險已大幅增加。

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2.4 MATERIAL ACCOUNTING POLICIES (continued) 2.4 重大會計政策概要(續)

Impairment of financial assets (continued)

General approach (continued)

For debt investments at fair value through other comprehensive income, the Group applies the low credit risk simplification. At each reporting date, the Group evaluates whether the debt investment is considered to have low credit risk using all reasonable and supportable information that is available without undue cost or effort. In making that evaluation, the Group reassesses the external credit ratings of the debt investments. In addition, the Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Debt investments at fair value through other comprehensive income, financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and contract assets which apply the simplified approach as detailed below.

金融資產減值(續)

一般方法(續)

對於以公允值計量且變動計入其他全面收益之債權投資，本集團採用低信貸風險簡化模式。於每個報告日，本集團使用所有不需成本或人力而可取得之合理且有依據之信息評核債權投資是否被視為具有低信貸風險。此外，本集團認為，若合約付款逾期超過三十天，即表示信貸風險已大幅增加。

若金融資產之合約付款逾期九十天時，本集團認為該金融資產已遭違約。然而，在若干情況下，當內部或外部信息顯示在未考慮本集團持有之任何信貸增級工具前，本集團不可能收到全數未收取之合約金額時，本集團亦可能認為該金融資產已遭違約。倘在合理預期下無法收回收約現金流量時，有關金融資產會被撇銷。

除了應收貿易賬款及合同資產採用簡易方法(以下詳述)外，以公允值計量且其變動計入其他全面收益之債權投資及按攤銷成本計量之金融資產均按一般方法進行減值評估，並按以下分段進行分類以計量預貸損。

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2.4 MATERIAL ACCOUNTING POLICIES (continued)

Impairment of financial assets (continued)

General approach (continued)

Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs

Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs

Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

Simplified approach

For trade receivables that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For trade receivables that contain a significant financing component and lease receivables, the Group chooses as its accounting policy to adopt the simplified approach in calculating ECLs with policies as described above.

2.4 重大會計政策概要(續)

金融資產減值(續)

一般方法(續)

分段一 – 自初始確認以來信貸風險未顯著增加且計量其損失準備為十二個月預貸損金額之金融工具

分段二 – 自初始確認以來信貸風險顯著增加但並未有蒙受信貸損失且計量其損失準備為終身期限預貸損金額之金融工具

分段三 – 於報告日已蒙受信貸損失(但不是購買或原始之信貸損失)且計量其損失準備為終身期限預貸損金額之金融資產

簡易方法

對於不包含重大融資成分或當本集團採用可行簡化方案而不調整重大融資成分影響之應收貿易賬款，本集團採用簡易方法計算預貸損。根據簡易方法，本集團不會追蹤信貸風險之變化，而是根據每個報告日之終身期限預貸損確認損失準備。本集團已根據其歷史信貸損失經驗建立撥備矩陣，並根據債務人及經濟環境之前瞻性因素作出調整。

對於計算含有重大融資成分之應收賬款及應收租賃款之預貸損，本集團選擇採用上述簡易方法之會計政策。

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2.4 MATERIAL ACCOUNTING POLICIES (continued) 2.4 重大會計政策概要(續)

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

終止確認金融資產

金融資產(或一項金融資產部份或類似金融資產組別之部份(如適用))主要在下列情況下被終止確認(即於本集團綜合財務狀況表中移除):

- 自該資產收取現金流量之權利屆滿; 或
- 本集團已轉讓自資產收取現金流量之權利, 或有責任根據「轉手」安排, 在無重大延誤之情況下將已收取之現金流量全部支付予第三方; 及(a)本集團已轉讓該資產之絕大部份風險及回報, 或(b)本集團概無轉讓亦無保留該資產之絕大部份風險及回報, 但已轉讓資產之控制權。

倘本集團已轉讓其收取資產現金流量之權利或已訂立轉手安排, 本集團會評估其是否已保留該資產之擁有權之風險及回報及其程度。倘本集團概無轉讓亦無保留該資產絕大部份風險及回報, 亦無轉讓該資產之控制權, 則按本集團持續參與該資產之程度而繼續確認該已轉讓資產。在此情況下, 本集團亦會確認相關負債。已轉讓資產及相關負債以本集團保留之相關權利及義務為基準計量。

倘以擔保形式而持續參與已轉移資產, 該資產乃按原賬面值或本集團可能需要償還之最高代價, 兩者之最低者計量。

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2.4 MATERIAL ACCOUNTING POLICIES (continued)

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and bills payables and other payables, amounts due to group companies, joint ventures, associates, non-controlling shareholders and a related company, and interest-bearing bank and other borrowings.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

- (a) Financial liabilities at amortised costs (trade and bills payables and other payables, and borrowings)

After initial recognition, trade and other payables, and interest-bearing borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the statement of profit or loss.

2.4 重大會計政策概要(續)

金融負債

初始確認及計量

金融負債於初始時適當地分類為按公允值計入損益之金融負債、貸款和借貸、應付賬款或於有效對沖情況下被指定為對沖工具之衍生工具。

所有金融負債初步以公允值計量，倘屬貸款和借貸及應付賬款，則扣除直接應佔交易成本。

本集團之金融負債包括應付貿易賬款及票據和其他賬款、應付集團公司、合營公司、聯營公司、非控股股東及關連公司款項，以及附息銀行及其他貸款。

隨後計量

金融負債之隨後計量取決於其分類如下：

- (a) 按攤銷成本之金融負債(應付貿易賬款及票據和其他應付賬款及貸款)

於初始確認後，應付貿易賬款和其他應付賬款及附息貸款其後採用實際利率法以攤銷成本計量，除非折現影響並不重大，若此情況，則按成本值列賬。當負債終止確認時，收益及虧損透過以實際利率攤銷形式於損益表確認。

攤銷成本乃經考慮於購入時之任何折價或溢價以及實際利率組成部份之費用或成本後計算。實際利率攤銷額包含在損益表之財務費用中。

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2.4 MATERIAL ACCOUNTING POLICIES (continued)

Financial liabilities (continued)

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash on hand and at banks, and short-term highly liquid deposits with a maturity of generally within three months that are readily convertible into known amounts of cash, subject to an insignificant risk of changes in value and held for the purpose of meeting short-term cash commitments.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and at banks, and short-term deposits as defined above, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

2.4 重大會計政策概要(續)

金融負債(續)

終止確認金融負債

倘金融負債之責任被解除、取消或到期，則須終止確認金融負債。

倘現有金融負債被來自同一貸款人之另一項與現有大部份條款不相同之負債所替代，或現有負債之條款大部份被修訂，該項交換或修訂作為終止確認原有負債及確認新負債處理，兩者相應賬面值之差額於損益表內確認。

抵銷金融工具

倘現行存在合法可強制執行之權利以抵銷已確認金融資產及金融負債金額及有意按淨額基準結算，或可同時變現資產並結算負債，則金融資產及金融負債可互相抵銷，抵銷淨額於財務狀況表內呈報。

現金及現金等值項目

綜合財務狀況表內之現金及現金等值項目包括持有現金及銀行存款，以及到期日少於三個月之短期高度流通之存款，該等存款可隨時兌換為可知數額之現金，且價值變動風險極微，以便能應付短期現金需要。

就綜合財務現金流量表而言，現金及現金等值項目指持有現金及銀行存款，以及短期存款(定義見上一段)，減去按要求償還之銀行透支，而該等銀行透支乃本集團現金管理之一部份。

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2.4 MATERIAL ACCOUNTING POLICIES (continued)

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the statement of profit or loss.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

2.4 重大會計政策概要(續)

撥備

因過去發生之事件而導致目前須承擔責任(法律或推定責任)，並可能導致將來有資源流失以支付該責任，而該責任之金額能可靠估計時，撥備即予確認。

當本集團預期部份或全部撥備將可收回(例如，根據保險合約)，可收回金額將單獨分列確認為資產，但僅當收回金額能肯定可收回時才予以確認。與撥備相關之費用在扣除任何收回金額後於損益表中列報。

當有重大折現影響時，會就預期須用作支付責任之未來開支於報告期末確認其現值作為撥備。因時間流逝導致折算之現值金額增加，有關增加額列入損益表之財務費用。

所得稅

所得稅包括即期及遞延稅項。於損益外確認之各項目，其有關所得稅於其他全面收益或直接於權益內確認。

即期稅項資產及負債乃經考慮本集團經營所在國家之現行詮釋及慣例，根據於報告期末之已制訂或實際已制定之稅率(及稅務法例)，按預期可自稅務機關收回或付予稅務機關之數額計量。

於報告期末，資產與負債之稅基與其作為財務申報用途之賬面值之間之所有暫時差額，須按負債法就遞延稅項作出撥備。

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2.4 MATERIAL ACCOUNTING POLICIES (continued) 2.4 重大會計政策概要(續)

Income tax (continued)

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

所得稅(續)

所有應課稅暫時差額均會確認遞延稅項負債，惟以下情況例外：

- 非業務合併之交易中經初始確認商譽或資產或負債而產生之遞延稅項負債，而進行有關交易時對會計溢利或應課稅損益概無構成影響，且不產生同等應課稅和可抵扣暫時性差異；及
- 對於涉及於附屬公司、於聯營公司及於合營公司之投資之應課稅暫時差額而言，撥回暫時差額之時間可以控制，而暫時差額不甚可能在可見將來撥回。

遞延稅項資產乃就所有可予扣減之暫時差額、承前未動用稅項抵免及任何未動用稅項虧損確認入賬。遞延稅項資產乃在日後可能有應課稅溢利用於抵銷該等可扣減暫時差額、承前未動用稅項抵免及未動用稅項虧損之情況下確認入賬，惟以下情況例外：

- 非業務合併之交易中初始確認資產或負債而產生可扣減暫時差額之遞延稅項資產，而進行有關交易時對會計溢利或應課稅損益概無構成影響，且不產生同等應課稅和可抵扣暫時性差異；及
- 對於涉及於附屬公司、於聯營公司及於合營公司之投資之可扣減暫時差額而言，只有在暫時差額有可能於可見將來撥回，且有可能出現應課稅溢利，用以抵銷該等暫時差額時，方會確認遞延稅項資產。

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2.4 MATERIAL ACCOUNTING POLICIES (continued)

Income tax (continued)

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

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

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, for which it is intended to compensate, are expensed.

2.4 重大會計政策概要(續)

所得稅(續)

遞延稅項資產之賬面值乃於各報告期末進行審閱，並予以相應扣減，直至不可能有足夠應課稅溢利用以抵銷全部或部份遞延稅項資產為止。未確認之遞延稅項資產乃按可能獲得足夠應課稅溢利以抵銷全部或部份遞延稅項資產之情況下於各報告期末重新評估並予以確認。

遞延稅項資產及負債乃根據於各報告期末已實施或已大致實施之稅率（及稅務法例），按變現資產或清償負債之期間預期適用之稅率予以估量。

遞延所得稅資產和遞延所得稅負債在當且僅當具有抵銷即期稅項資產和即期稅項負債之合法權利時才會被抵銷，且遞延所得稅資產和遞延所得稅負債乃與同一稅收機構就同一應課稅實體或不同應課稅實體徵收之所得稅有關，而有關應課稅實體在未來各期間將有大額遞延所得稅負債或資產預期結算或收回並計劃以淨額基準結算即期稅項負債及資產，或同時實現資產與清償負債。

政府補助

政府補助按其公允價值確認，前提是有關政府補助能在合理保證下將會收取且其所附帶之條件能全部遵守。倘補助與某項開支項目相關，而該補助特定作為該費用之補償時，有關補助於該項費用支銷期間內有系統地確認為收入。

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2.4 MATERIAL ACCOUNTING POLICIES (continued) 2.4 重大會計政策概要(續)

Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group with a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

收入確認

來自與客戶間合約之收入

當貨品或服務之控制權轉移至客戶時確認來自與客戶間合約之收入，該金額反映本集團預期將商品或服務轉讓予客戶而可換取之代價金額。

倘合同代價金額包括可變金額，代價金額將根據本集團將商品或服務轉讓予客戶而有權換取之金額時作出估計。可變代價在合約開始時估算並受約束，直至由於可變代價之相關不確定性因素消除，以致已確認之累計收入將不會發生，而很可能需重大轉回收入。

倘合同中包含一項融資成分，致使本集團就貨品或服務之控制權轉移至客戶從而給客戶提供超過一年之重大融資利益時，收入須按應收金額之現值計量，使用之貼現率乃反映本集團與客戶於合約開始時假設進行獨立融資交易之利率。倘合約包含一項融資成分，致使向本集團提供超過一年之重大融資利益時，根據合約所確認之收入須包括按實際利率法計算合約負債所產生之利息開支。對於客戶付款日與承諾商品或服務轉讓日相差為一年或一年以下期間之合同，因採用香港財務報告準則第15號之可行簡化方案，有關交易價格並無就重大融資成分之影響進行調整。

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2.4 MATERIAL ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

Revenue from contracts with customers (continued)

Revenue is recognised when or as the control of the asset is transferred to the customer. Depending on the terms of the contract and the laws that apply to the contract, control of the asset may be transferred over time or at a point in time. Control of the asset is transferred over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer;
- creates and enhances an asset that the customer controls as the Group performs; or
- 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.

If control of the asset transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the asset.

The progress towards complete satisfaction of the performance obligation is measured based on the Group's efforts or inputs to the satisfaction of the performance obligation, by reference to the contract costs incurred up to the end of the reporting period as a percentage of total estimated costs for each contract.

2.4 重大會計政策概要(續)

收入確認(續)

來自與客戶間合約之收入(續)

收入於資產控制權轉讓予客戶時確認。資產控制權可於某一時段或於某一時點轉移，視乎合約條款及適用於合約之法律。倘本集團於履約過程中滿足下列條件，資產之控制權將按於某一時段轉移：

- 客戶同時取得並消耗履約過程中所帶來之利益；
- 客戶能控制本集團於履約過程中所創造及改良之資產；或
- 並無創造對本集團有其他替代用途之資產，而本集團可強制執行其權利就累計至今已完成之履約部份收取款項。

倘資產之控制權於某一時段轉移，收入將於整個合約期間參考已完成履約義務之進度進行確認。否則，收入於按客戶獲取資產控制權之時點確認。

完成履約義務之進度計量是基於本集團為完成履約義務而產生之支出或投入，並參考截至報告期末產生之合約成本佔各合約估計總成本之比例。

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2.4 MATERIAL ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

Revenue from contracts with customers (continued)

- (a) Revenue from the sale of properties is recognised at the point in time when the purchasers obtained the physical possession of the completed property and the Group has present right to payment and the collection of the consideration is probable.
- (b) Property management fee income, entrusted management fee income and utility income are satisfied over time as the services are rendered.

Revenue from other sources

- (a) rental income is recognised on a time proportion basis over the lease terms.
- (b) interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instruments or a shorter period, when appropriate, to the net carrying amount of the financial assets.

Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

2.4 重大會計政策概要(續)

收入確認(續)

來自與客戶間合約之收入(續)

- (a) 銷售物業收入於購買方實物擁有已竣工之物業時，且本集團擁有現行權利要求付款並有可能取得代價之時點確認。
- (b) 物業管理費收入、運營託管費收入及公共業務使用費收入乃按著服務之提供而隨時間推移確認。

其他來源之收入

- (a) 租金收入按時間比例基準於租期內確認；
- (b) 利息收入以實際利率法按應計基準確認，方法為採用將金融工具整個預計年期內或較短期間(如適用)之估計未來現金流入實質貼現至金融資產賬面淨值之利率。

合同負債

本集團於轉讓相關之貨品或服務之前，已收取客戶款項或客戶到期支付款項(以較早者為準)時將有關款項確認為合同負債。當本集團於履行合約(即將相關貨品或服務之控制權轉讓給客戶)時，將合同負債確認為收入。

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2.4 MATERIAL ACCOUNTING POLICIES (continued)

Contract costs

Other than the costs which are capitalised as inventories, property, plant and equipment and intangible assets, costs incurred to fulfil a contract with a customer are capitalised as an asset if all of the following criteria are met:

- (a) The costs relate directly to a contract or to an anticipated contract that the entity can specifically identify.
- (b) The costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future.
- (c) The costs are expected to be recovered.

The capitalised contract costs are amortised and charged to the statement of profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the asset relates. Other contract costs are expensed as incurred.

Employee benefits

(a) Retirement benefit costs

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for all eligible employees. Contributions are made based on a percentage of the employees' salaries, allowances and other benefits and are charged to the statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme, except for the Group's employer voluntary contributions, which are refunded to the Group when the employee leaves employment prior to the contributions vesting fully, in accordance with the rules of the MPF Scheme.

2.4 重大會計政策概要(續)

合同成本

除資本化為存貨、物業、廠房及設備和無形資產之成本外，履行與客戶間合約所發生之成本也資本化為資產，惟需滿足以下所有條件：

- (a) 成本直接與實體可具體確定之合同或預計之合同有關。
- (b) 成本能產生或增強實體之資源，並用於將來履行(或繼續履行)履約義務。
- (c) 成本預計可收回。

已資本化之合同成本根據與其資產相關之商品或服務轉移給客戶之一致基準有系統地攤銷並在損益表內支銷。其他合同成本於產生時列為支出。

僱員福利

(a) 退休福利成本

本集團根據強制性公積金計劃條例，為其所有合資格僱員設立一項既定供款之強制性公積金退休保障計劃(「強積金計劃」)。按強積金計劃條例規定，供款額須按僱員薪金、津貼及其他福利之若干百分比計算，並於應付時在損益表中列賬。強積金計劃之資產與本集團之資產乃分開處理，並由獨立管理基金負責管理。本集團之僱主供款全數與僱員供款歸屬於強積金計劃內，惟根據強積金計劃之規定，屬本集團之僱主自願性供款則除外，該等供款乃僱員於供款全數歸屬前離職之情況下退還本集團。

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2.4 MATERIAL ACCOUNTING POLICIES (continued) 2.4 重大會計政策概要(續)

Employee benefits (continued)

(a) Retirement benefit costs (continued)

The employees of the Group's subsidiaries which operate in Chinese Mainland are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute 18% to 30% of their payroll costs to the central pension scheme. These contributions are charged to the statement of profit or loss as they become payable in accordance with the rules of the central pension scheme.

(b) Employee leave pay

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees as at the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of taking leave.

(c) Share-based payments

The Company operates a share option scheme. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services in exchange for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial model.

僱員福利(續)

(a) 退休福利成本(續)

本集團於中國大陸營運之附屬公司所聘僱員須參與由當地市政府運作之中央退休金計劃。該等附屬公司須按薪金成本之18%至30%作為中央退休金計劃供款。該等供款於其根據中央退休金計劃之規則應付時於損益表內列賬。

(b) 僱員休假

僱員之年假於應享時確認。本集團就報告期末僱員已提供服務而產生之年假之估計負債作出撥備。

僱員之病假及產假在僱員正式休假前不予確認。

(c) 以股份付款

本公司採納一項購股權計劃。本集團之僱員(包括董事)獲得以股份付款形式之薪酬，據此，僱員以提供服務作為交換權益工具(「以權益結算之交易」)之代價。

與僱員有關之以權益結算交易，其成本計量乃參照授出當日之公允值。公允值由外聘估值師根據二項式模式釐定。

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2.4 MATERIAL ACCOUNTING POLICIES (continued)

Employee benefits (continued)

(c) Share-based payments (continued)

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the statement of profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

2.4 重大會計政策概要(續)

僱員福利(續)

(c) 以股份付款(續)

以權益結算交易之成本於職務及／或服務條件達成時與相應之權益增加一併於僱員福利之開支內確認。於各報告期末直至歸屬日期就以權益結算交易確認之累積開支，反映歸屬期間已屆滿及本集團將最終歸屬之權益工具數目之最佳估計。於一段期間內在損益表扣除或計入之金額指於該期間之期初及期末確認之累積開支變動。

釐定獎勵之授出日公允值並不考慮服務及非市場表現條件，惟能達成條件之可能性則被評定為將最終歸屬為本集團權益工具數目之最佳估計之一部份。市場表現條件將反映在授出日之公允值。附帶於獎勵中但並無相關聯服務要求之其他任何條件皆視為非歸屬條件。反映非歸屬條件之獎勵公允值若當中不包含服務及／或表現條件乃即時予以支銷。

因未能達至非市場表現及／或服務條件，而導致最終並無歸屬之獎勵並不會確認支銷，惟包括一項市場或非歸屬條件之獎勵，無論市場或非歸屬條件是否達成，其均會被視為已歸屬，前提是所有其他表現及／或服務條件須已達成。

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2.4 MATERIAL ACCOUNTING POLICIES (continued) 2.4 重大會計政策概要(續)

Employee benefits (continued)

(c) Share-based payments (continued)

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

僱員福利(續)

(c) 以股份付款(續)

倘以權益結算獎勵之條款予以修訂，則倘獎勵之原定條款獲達成，開支會按最低金額予以確認，猶如條款並未修改。此外，倘任何修訂會增加以股份付款之公允值總額，或於修訂日期計量時有利於僱員，則會確認為開支。

倘權益結算獎勵被註銷，則被視為於註銷當日已歸屬處理，而尚未就該獎勵確認之任何開支須即時予以確認，當中包括未達成本集團或僱員控制以內非歸屬條件之任何獎勵。然而，倘有一項新獎勵取代已經註銷獎勵，及於授出當日被指定為該獎勵之替代品，則該已註銷及新獎勵均被視為原有獎勵之修訂(見上段所述)處理。

尚未行使購股權之攤薄影響乃於計算每股盈利時反映為額外股份攤薄。

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2.4 MATERIAL ACCOUNTING POLICIES (continued)

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the financial statements. Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

Foreign currencies

The Company's functional currency is the Hong Kong dollar ("HK\$"), while these financial statements are presented in RMB, which is the Company's presentation currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

2.4 重大會計政策概要(續)

借貸成本

收購、建造或生產符合條件之資產(即必需經過一段相當長之時間方可達到擬定用途或出售之資產)之直接應佔借貸成本,均撥作資本性費用作為資產成本之一部份。當資產實質上達到擬定用途或可供出售時,撥作資本性借貸成本將予以終止。所有其他借貸成本於其產生期間支銷。借貸成本包括實體因資金借貸產生之利息及其他成本。

股息

末期股息於股東大會上獲股東批准後才確認為負債,而建議之末期股息於財務報表附註中披露。由於本公司章程大綱及細則賦予董事宣派中期股息之權力,因此中期股息乃同時進行建議及宣派,就此中期股息在建議及宣派時立即確認為負債。

外幣

本公司之功能貨幣為港幣(「港幣」),而該等財務報表乃以人民幣(即本公司之呈列貨幣)呈列。本集團屬下各企業自行釐定其本身之功能貨幣,而各企業之財務報表項目均以功能貨幣計算。本集團屬下企業之外幣交易初始按交易當日適用之功能貨幣匯率入賬。以外幣列賬之貨幣資產及負債按於報告期末適用之功能貨幣匯率重新換算。結算或換算貨幣項目所產生之差額於損益表內確認。

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2.4 MATERIAL ACCOUNTING POLICIES (continued) 2.4 重大會計政策概要(續)

Foreign currencies (continued)

Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss with the exception of monetary items that are designated as part of the hedge of the Group's net investment of a foreign operation. These are recognised in other comprehensive income until the net investment is disposed of, at which time the cumulative amount is reclassified to the statement of profit or loss. Tax charges and credits attributable to exchange differences on those monetary items are also recorded in other comprehensive income.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

外幣(續)

結算或換算貨幣項目所產生之差額計入損益表，惟不包括被指定作為本集團之海外業務淨投資之部份對沖之貨幣項目。有關差額乃於其他全面收益中確認，直至售出淨投資為止，屆時，累計金額會於損益表中重新分類。該等貨幣項目之匯兌差額應佔稅項支出及抵免亦會於其他全面收益入賬。

以外幣歷史成本計算之非貨幣項目，採用於初始交易日之匯率換算。按公允值計算之非貨幣項目，採用釐訂公允值當日之匯率換算。換算按公允值計算之非貨幣項目所產生之收益或虧損乃按照就該項目公允值變動確認之收益或虧損予以處理(例如，其公允值收益或虧損被確認為其他全面收益或溢利或虧損之項目之換算差額亦分別被確認為其他全面收益或溢利或虧損)。

於釐定與預付／預收代價有關之非貨幣資產或非貨幣負債終止確認時其相關資產、費用或收入之初始確認匯率，初始交易日期為本集團就預付／預收代價產生之非貨幣性資產或非貨幣性負債之初始確認日期。若涉及多筆預付或預收款，則本集團按每筆預付或預收代價釐定交易日期。

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2.4 MATERIAL ACCOUNTING POLICIES (continued)

Foreign currencies (continued)

The functional currencies of the Company, certain subsidiaries and certain joint ventures are currencies other than RMB. As at the end of the reporting period, the assets and liabilities of these entities are translated into RMB at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into RMB at the exchange rates that approximate to those prevailing at the dates of the transactions. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserves, except to the extent that the differences are attributable to non-controlling interests. On disposal of an operation with functional currency other than RMB, the cumulative amount in the reserve relating to that particular operation is recognised in the statement of profit or loss.

For the purpose of the consolidated statement of cash flows, the cash flows of the Company and certain subsidiaries with functional currencies other than RMB are translated into RMB at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of the Company and those subsidiaries which arise throughout the year are translated into RMB at the exchange rates that approximate to those prevailing at the dates of the transactions.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

2.4 重大會計政策概要(續)

外幣(續)

本公司、若干附屬公司及若干合營公司之功能貨幣為人民幣以外之貨幣。於報告期末，該等實體之資產及負債已按於報告期之匯率換算為人民幣，其損益表已按與交易日之現行匯率相近之匯率換算為人民幣。產生之匯兌差額於其他全面收益內確認及累計至匯兌變動儲備，但歸屬於非控股股東權益之匯兌差額除外。於出售以人民幣以外貨幣為功能貨幣之業務時，與該特定業務相關之累計儲備金額於損益表確認。

就綜合現金流量表而言，以人民幣以外貨幣為功能貨幣之本公司及若干附屬公司，其現金流量按現金流量當日之匯率換算為人民幣。本公司及該等附屬公司於整個年度頻密產生之經常現金流量，則按與交易日的現行匯率相近之匯率換算為人民幣。

3. 重大會計判斷及估計

於編製本集團之財務報表時，管理層須作出會影響於收入、開支、資產及負債之已呈報金額，其相關披露以及或然負債披露之判斷、估計及假設。該等假設及估計之不確定因素可能導致須對未來受到影響之資產或負債之賬面值作出重大調整。

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Determining the timing of satisfaction of contracts related to sale of properties

The Group determined that the sales contract with customers requires the Group to complete the development of property before transferring the legal title of the relevant property to customers. The Group also determined that the Group does not have an enforceable right to payment from customers for performance completed to date before the transfer of legal title of the relevant property to customers. Consequently, the Group concluded that the timing of transfer of properties is at the point in time when the purchasers obtained the physical possession or the legal title of the completed property.

Determining whether the acquisition of subsidiaries constituted a business combination

Management determines whether the acquisition of subsidiaries constituted acquisition of assets and liabilities or business combination by assessing if there is business acquired. Management exercises judgements to determine if the acquired set of activities and assets includes an input and a substantive process that together significantly contribute to the ability to create outputs in each acquisition. If the acquired subsidiaries did not contain these elements, management will account for the acquisition of subsidiaries as acquisition of assets and liabilities.

3. 重大會計判斷及估計 (續)

判斷

於應用本集團會計政策過程中，除涉及估計外，管理層已作出下列判斷，該等判斷對財務報表內確認之數額具非常重大影響：

確定滿足與出售物業有關合約之時間

本集團確定與客戶簽訂之銷售合約必須待相關物業之開發竣工後才可將有關物業之合法所有權轉予給客戶。本集團亦確定自有關物業之法定所有權轉讓予客戶前，本集團並無就迄今已完成部份擁有可強制執行支付之權利。因此，本集團認為物業轉讓之時間點乃在購買者取得已竣工物業之實質擁有權或法定所有權之時。

釐定收購附屬公司是否構成業務合併

管理層於收購附屬公司時評估是否存在購買業務以釐定此乃屬於資產及負債收購或是業務合併。管理層於每次收購中作出判斷以確定所購入之一系列活動與資產是否包含輸入及有實質性過程，並共同就創造產出有能力作出顯著之貢獻等要素。倘收購附屬公司不包含該等要素，管理層將收購附屬公司作為資產及負債收購處理。

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Judgements (continued)

Impairment of assets

In determining whether an asset is impaired or the event previously causing the impairment no longer exists, the Group has to exercise judgement in the area of asset impairment, particularly in assessing: (1) whether an event has occurred that may affect the asset value or such event affecting the asset value does not exist; (2) whether the carrying value of an asset can be supported by the net present value of future cash flows which are estimated based upon the continued use of the asset or derecognition; and (3) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate. Changing the assumptions selected by management to determine the level of impairment, including the discount rates or the growth rate assumptions in the cash flow projections, could materially affect the net present value used in the impairment test.

Impairment of other receivables and loans receivable

The policy for the impairment of other receivables and loans receivable of the Group is based on the forward looking basis the expected credit losses associated with its assets carried at amortised cost and financial assets at fair value through other comprehensive income. A considerable amount of judgement is required in assessing the ultimate realisation of these receivables including the Group's historical records, existing market conditions and forward looking estimates at the end of the reporting period. If the financial condition of the Group's other receivables and loans receivable was deteriorated, resulting in an impairment of their abilities to make payments, additional allowances may be required.

3. 重大會計判斷及估計 (續)

判斷 (續)

資產減值

於釐定資產有否出現減值或過往導致減值之事件不再存在時，本集團須就資產減值範圍作出判斷，特別是評估：(1)有否出現可能影響資產價值之事件或影響資產價值之該等事件已不存在；(2)資產賬面值是否獲得日後現金流量現值淨額支援，而日後現金流量按持續使用資產作出評估或終止確認估計；及(3)編製現金流量預測所用合適主要假設包括現金流量預測是否以合適比率折算。若管理層所選用以決定減值水準之假設（包括現金流量預測所用折算率或增長率假設）有變，或對減值檢測所用現值淨額構成重大影響。

其他應收賬款及應收貸款減值

本集團其他應收賬款及應收貸款之減值政策乃基於按攤銷成本列賬之資產及以公允值計量且其變動計入其他全面收益之金融資產之相關預期信貸損失之前瞻性基準而釐定。評估該等應收款項之最終變現能力需作出大量判斷，包括本集團之歷史記錄，現有市場狀況及於報告期末之前瞻性估計。倘本集團之其他應收賬款及應收貸款之財務狀況惡化，從而削弱其付款能力，則可計提額外撥備。

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財務報表附註

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Judgements (continued)

Land appreciation tax

Under the Detailed Rules for the Implementation of Provisional Regulations on Land Appreciation Tax ("LAT") of the PRC on 27 January 1995, all gains arising from the transfer of real estate property in Chinese Mainland effective from 1 January 1994 are subject to LAT at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds from sales of properties less deductible expenditures including amortisation of land use rights, borrowing costs and all property development expenditures.

The subsidiaries of the Group engaging in property development business in Chinese Mainland are subject to LAT. However, the implementation and settlement of LAT vary amongst the cities in Chinese Mainland and the Group has not finalised its LAT calculation and payments with various tax authorities. Accordingly, significant judgement is required in determining the amount of land appreciation and related taxes. The ultimate tax determination is uncertain during the ordinary course of business. The Group recognises these liabilities based on management's best estimates. When the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the provisions for LAT in the period in which such determination is made.

3. 重大會計判斷及估計(續)

判斷(續)

土地增值稅

根據於一九九五年一月二十七日所頒佈之中國土地增值稅(「土地增值稅」)暫行條例實施細則，於中國大陸轉讓房地產物業產生之所有收益自一九九四年一月一日起土地增值額須按介乎30%至60%之土地增值稅累進比率，繳納土地增值稅。土地增值額指出售物業所得款項減可扣減開支，包括土地使用權攤銷、借貸成本及所有物業發展開支。

本集團附屬公司於中國大陸從事物業發展業務亦須繳納土地增值稅。然而，中國大陸不同城市對土地增值稅之實施及結算不盡相同，而本集團尚未與各稅務機關落實土地增值稅之計算及付款。因此，於釐定土地增值及相關稅項時須作出重大判斷。由於釐定最終稅項未能於日常業務中確定，本集團乃基於管理層之最佳估計確認此等負債。若最終稅項支出與初始列賬之數額出現差異時，該等稅項差額將於有關稅項落實期間影響土地增值稅撥備。

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財務報表附註

31 December 2023
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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Judgements (continued)

Property lease classification – Group as lessor

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the present value of the minimum lease payments not amounting to substantially all the fair value of the commercial property, that it retains substantially all the significant risks and rewards incidental to ownership of these properties which are leased out and accounts for the contracts as operating leases.

Significant judgement in determining the lease term of contracts with renewal options

The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate the lease (e.g., construction of significant leasehold improvements or significant customisation to the leased asset).

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below:

3. 重大會計判斷及估計 (續)

判斷 (續)

物業租賃分類 – 本集團作為出租人

本集團已就其投資物業組合訂立商用物業租約。本集團根據安排條款及條件之評估 (如租賃期限不構成商用物業經濟壽命之主要部份，以及最低租賃付款額之現值實質上不等於商用物業之公允值)，確定其實質上保留按經營租約方式出租及入帳之該等物業之全部風險及回報。

在確定具有續約權之合同之租賃期限時之重大判斷

本集團有幾份包括延期和終止選擇權的租賃合同。本集團在評估是否行使選擇權延期或終止租賃時作出判斷。也就是說，它考慮了所有對其進行延期或者終止產生經濟動機的相關因素。在生效日期後，如果發生重大事件或變化情況在其控制範圍內，並且影響其行使或不行使延期或終止選擇權的能力 (例如，建造重大租賃物業或對租賃資產進行重大定制)，本集團將重新評估租賃期限。

估計之不確定因素

有關未來之主要假設以及其他於報告期末會為以後之財政年度資產與負債賬面值帶來重大調整風險之主要估計不確定因素概述如下：

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

Estimation of fair value of investment properties

The best evidence of fair value is current prices in an active market for similar lease terms and other contracts. In the absence of such information, management has determined the amounts within a range of reasonable fair value estimates. In making its estimation, management considers information from (i) current prices in an active market for properties of different nature, conditions or locations, adjusted to reflect those differences; (ii) recent prices of similar properties in less active markets, with adjustments to reflect any changes in economic conditions since the date of transactions that occurred at those prices; and (iii) discounted cash flow projections based on reliable estimates of future cash flows, supported by the terms of any existing lease and other contracts and (when possible) from external evidence such as current market rents for similar properties in the same location and condition, and using discount rates that reflect current market assessments of the uncertainty in the amount and timing of cash flows.

The Group's investment properties were revalued on 31 December 2023 by independent, professionally qualified valuers, Shenzhen Touchstone Evaluation and Consultancy Co., Ltd., on an open market, existing use basis.

Further details, including the key assumptions used for fair value measurement and a sensitivity analysis, are given in note 15 to the financial statements.

3. 重大會計判斷及估計 (續)

估計之不確定因素 (續)

投資物業公允價值之估計

公允價值之最佳證明為同類租約及其他合約於活躍市場之現行價格。倘欠缺有關資料，管理層會根據合理公允價值估計範圍釐定有關數額。在作出有關估算時，管理層會考慮下述資料：(i)不同性質、情況或地區物業於活躍市場之現行價格，並就不同處作出相應調整；(ii)同類物業於較不活躍市場之現行價格（已就按該價格進行交易當日起之任何經濟狀況變化作出調整）；及(iii)根據任何現有租約及其他合約之條款以及（如可行）外在證據（如同區狀況相同之同類物業當時之市場租金）所得，及採用反映當前市場對現金流量金額及時間之不確定性評估之貼現率所計算未來現金流量之可靠估計。

獨立專業合資格估值師（深圳市同致誠土地房地產估價顧問有限公司）已根據公開市場、現時使用基準，於2023年12月31日重估本集團之投資物業。

包括公允價值計量之主要假設及敏感度分析之進一步細節載於財務報表附註15。

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財務報表附註

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

Fair value of unlisted equity investments and debt investment

The unlisted equity investments and debt investment have been valued based on a valuation technique as detailed in note 43 to the financial statements. The Group classifies the fair value of these investments as Level 3. Further details are included in note 21 to the financial statements.

Current taxes and deferred taxes

The Group is subject to income taxes in numerous jurisdictions. Significant estimation and judgement were required in determining the amount of the provision for tax and the timing of payment of the related taxes. There were transactions and calculations for which the ultimate tax determination was uncertain during the ordinary course of business.

As detailed in the Company's accounting policies, deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Where the final tax outcomes of these matters are different from the amounts that were initially recorded, such differences will impact on the income tax and deferred tax provisions in the periods in which such determination is made.

3. 重大會計判斷及估計 (續)

估計之不確定因素 (續)

非上市股權投資及債權投資之公允值

非上市股權投資及債權投資乃根據評估技術進行估值，詳情載於財務報表附註43。本集團將該等投資之公允值分類為第3級。進一步詳情載於財務報表附註21。

即期稅項及遞延稅項

本集團須於多個司法權區繳納所得稅。於釐定稅項撥備金額及相關納稅時間時，需作出重大估計及判斷。於日常業務中存在最終稅項釐定並不確定之交易及計算。

誠如本公司會計政策所詳述，乃就於報告期末之資產及負債之稅基與其就財務報告而言之賬面值之間所有暫時差額，採用負債法作出遞延稅項撥備。

倘該等事項之最終稅項結果有別於初始記錄之金額，該等差額將於有關稅項釐定期間對所得稅及遞延稅項撥備構成影響。

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財務報表附註

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

Estimates for net realisable value of properties under development and completed properties held for sale

The carrying amounts of properties under development and completed properties held for sale amounted to RMB21,503 million (2022: RMB13,414 million) and RMB4,428 million (2022: RMB5,097 million) respectively as at 31 December 2023. The Group assesses the carrying amounts of properties under development and completed properties held for sale according to their net realisable values based on the realisability of these properties. Net realisable value for properties under development is determined by reference to management's estimates of the selling price based on prevailing market conditions, less applicable variable selling expenses and the anticipated costs to completion. Net realisable value for completed properties held for sale is determined by reference to management's estimates of the selling price based on prevailing market conditions, less applicable variable selling expenses.

Write-downs of properties under development and completed properties held for sale to net realisable value during the year amounted to RMB408 million (2022: RMB598 million).

3. 重大會計判斷及估計 (續)

估計之不確定因素 (續)

發展中物業及已竣工待出售物業之可變現淨值估計

於2023年12月31日，發展中物業及已竣工待出售物業之帳面值分別為人民幣215.03億元(2022年：人民幣134.14億元)及人民幣44.28億元(2022年：人民幣50.97億元)。本集團根據發展中物業及已竣工待出售物業之可變現淨值(按其可變現能力為基準)評估其賬面值。發展中物業之可變現淨值乃參考管理層按現行市況對售價之估計，減去適用之可變銷售費用及預期竣工所需之成本而釐定。已竣工待出售物業之可變現淨值乃參考管理層按現行市況對售價之估計，減去適用之可變銷售費用而釐定。

於年內，發展中物業及已竣工待出售物業按可變現淨值作出減值人民幣4.08億元(2022年：人民幣5.98億元)。

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財務報表附註

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

Provision

A provision is recognised when a present obligation has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate of the amount of the obligation can be made. Significant estimation is required in determining the amount of certain obligations. Where the final outcomes of these obligations are different from the amounts that were initially recognised, adjustments will be made according to the latest information available.

Estimation of total budgeted costs and costs of completion for properties under development

Total budgeted costs for properties under development comprise (i) prepaid land lease payments; (ii) building costs; and (iii) any other direct costs attributable to the development of the properties. In estimating the total budgeted costs for properties under development, management makes reference to information such as (i) current offers from contractors and suppliers; (ii) recent offers agreed with contractors and suppliers; and (iii) professional estimation on construction and material costs.

3. 重大會計判斷及估計 (續)

估計之不確定因素 (續)

撥備

因過去發生之事件而導致目前須承擔責任，並可能導致將來有資源流失以就該責任作出支付，而該責任之金額能夠可靠估計時，撥備即予確認。於釐定若干責任之金額時須作出重大估計。倘該等責任之最終結果有別於初始確認之金額，則根據最新可獲得之資料而作調整。

估計發展中物業之總預算成本及完成之成本

發展中物業之總預算成本包括(i)預付土地租賃款項；(ii)樓宇成本；及(iii)發展物業應佔之任何其他直接成本。於估計發展中物業之總預算成本時，管理層參考資料如(i)承包商及供應商之現時出價；(ii)與承包商及供應商協定之最新出價；及(iii)建築及材料成本之專業估計。

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財務報表附註

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

Leases – Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate (“IBR”) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group “would have to pay”, which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when it needs to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary’s functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary’s stand-alone credit rating).

4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has three reportable operating segments as follows:

- (a) the property development segment – development and sale of residential and commercial properties;
- (b) the property investment and management segment – investment and management of business parks and commercial properties;
- (c) the corporate and others segment – the Group’s corporate management services and others.

3. 重大會計判斷及估計 (續)

估計之不確定因素 (續)

租賃 – 估算增量借款利率

本集團未能輕易確定租賃內含之利率，因此，本集團使用增量借款利率來計量租賃負債。增量借款利率是指在類似之經濟環境下，本集團為獲取與使用權資產具有相近價值之資產，並於相似借款期限及具有相似擔保之條件下而借入所需資金之利率。因此，增量借款利率反映了本集團「將或需要支付」之款項，且在沒有可用之可觀察利率（例如，附屬公司未有進行融資交易）或需要進行調整以反映租賃條款和條件時（例如，當租賃不是以附屬公司之功能貨幣安排），有關利率需進行估算。本集團使用可用之可觀察輸入值（例如市場利率）估算增量借款利率，並需就個別實體進行若干特定估算（例如附屬公司之獨立信用評級）。

4. 經營分部資料

就管理層所需，本集團按其產品及服務基準來分類業務單位，現有三個可呈報經營分部如下：

- (a) 物業發展分部 – 發展及銷售住宅及商用物業；
- (b) 物業投資及管理分部 – 投資及管理商業園以及商用物業；
- (c) 企業費用及其他分部 – 本集團之企業理服務及其他。

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4. OPERATING SEGMENT INFORMATION (continued)

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/loss, which is a measure of adjusted profit/loss before tax. The adjusted profit/loss before tax is measured consistently with the Group's profit before tax except that bank interest income, non-lease-related finance costs, changes in fair value of financial assets at fair value, other income from financial assets at fair value as well as head office and corporate expenses are excluded from such measurement.

Segment assets exclude deferred tax assets, certain deposits, bank and cash balances, prepaid tax and financial assets at fair value as these assets are managed on a group basis. Segment liabilities exclude certain interest-bearing bank and other borrowings, tax payable, deferred tax liabilities, and amounts due to group companies, non-controlling shareholders and a related company as these liabilities are managed on a group basis.

During the current and prior years, there were no intersegment transactions.

The corresponding items of segment information for the prior year have been restated following to a change of structure of the Group's internal organisation that causes a change of the composition of its reportable segments in the current year.

Segment information is presented on the Group's primary segment reporting basis, by business segment. No geographical segment information is presented as over 90% (2022: over 90%) of the Group's revenue is derived from customers based in Chinese Mainland, and over 90% (2022: over 90%) of the Group's assets are located in Chinese Mainland.

During the current and prior years, no revenue from transactions with a single external customer amounted to 10% or more of the Group's total revenue.

4. 經營分部資料 (續)

管理層獨立監察本集團經營分部業績，以便就資源配置及績效評估制定決策。分部績效按可呈報分部盈虧作評估，即計量除稅前經調整之盈虧。除稅前經調整盈虧之計量，與本集團之除稅前溢利一致，惟銀行利息收入、非租賃相關之財務費用、以公允值計量之金融資產之公允值變動、以公允值計量之金融資產之其他收入，以及總部及公司費用則不計算在內。

分部資產不包括遞延稅項資產、若干存款、銀行及現金結餘、預付稅金，以及按公允值計量之金融資產，因該等資產乃按集團基準管理。分部負債不包括若干附息銀行及其他貸款、應付稅項、遞延稅項負債、以及應付集團公司款項、非控股股及關連公司款項，因該等負債乃按集團基準管理。

於本年度及上年度內，各業務分部間並無進行任何交易。

由於本集團內部組織結構有所改動，以致本年度可呈報分部組成發生變化，而上年度相應之分部項目信息已作重述。

本集團分部資料按本集團主要分部報告基準－業務分部呈列。由於本集團逾90% (2022年：逾90%)之收入乃來自中國大陸之客戶，且本集團逾90% (2022年：逾90%)之資產位於中國大陸，故並無進一步呈列地區分部資料。

於本年度及上年度內，均無來自單一外部客戶交易之收益佔本集團總收入10%或以上。

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4. OPERATING SEGMENT INFORMATION 4. 經營分部資料(續)

(continued)

Year ended 31 December 2023

截至2023年12月31日止年度

		Property development	Property investment and management	Corporate and others	Total
		物業發展	物業投資及管理	企業費用及其他	總額
		RMB' 000	RMB' 000	RMB' 000	RMB' 000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Segment revenue:	分部收入:				
Sales to external customers	銷售予外界客戶	16,263,730	1,188,644	-	17,452,374
Segment cost	分部成本	(13,295,508)	(543,961)	-	(13,839,469)
Segment gross profit	分部毛利	2,968,222	644,683	-	3,612,905
Segment results:	分部業績:	1,053,620	2,076,526	(117,004)	3,013,142
<i>Reconciliation</i>	<i>對賬</i>				
Bank interest income	銀行利息收入				49,544
Finance costs (other than interest on lease liabilities)	財務費用(不包括租賃負債利息)				(1,297,768)
Changes in fair values of financial assets at fair value	以公允價值計量之金融資產之公允價值變動				(879)
Other income from financial assets at fair value	以公允價值計量之金融資產之其他收入				20,995
Profit before tax	除稅前溢利				1,785,034
Segment assets:	分部資產:	59,806,162	25,491,584	2,074,361	87,372,107
<i>Reconciliation</i>	<i>對賬</i>				
Other unallocated assets	其他未分配資產				3,726,300
Total assets	資產總額				91,098,407

Notes to the Financial Statements

財務報表附註

31 December 2023
2023年12月31日

4. OPERATING SEGMENT INFORMATION 4. 經營分部資料 (續)

(continued)

Year ended 31 December 2023 (continued)

截至2023年12月31日止年度 (續)

		Property development 物業發展 RMB' 000 人民幣千元	Property investment and management 物業投資及管理 RMB' 000 人民幣千元	Corporate and others 企業費用及其他 RMB' 000 人民幣千元	Total 總額 RMB' 000 人民幣千元
Segment liabilities:	分部負債:	43,457,751	11,927,739	52,830	55,438,320
<i>Reconciliation</i>	<i>對賬</i>				
Other unallocated liabilities	其他未分配負債				9,311,685
Total liabilities	負債總額				64,750,005
Other segment information:	其他分部資料:				
Share of profits and losses of joint ventures	應佔合營公司盈虧	1,069,158	(943,408)	-	125,750
Share of profits and losses of associates	應佔聯營公司盈虧	242,369	(11,806)	-	230,563
Changes in fair values of investment properties	投資物業之公允值變動	-	(611,420)	-	(611,420)
Changes in fair values of investment properties – right-of-use assets	投資物業 – 使用權資產之公允值變動	-	119,844	-	119,844
Impairment of inventory of properties	物業存貨減值	407,558	-	-	407,558
Loss on disposal of a subsidiary	出售附屬公司之虧損	-	3,784	-	3,784
Gain on disposal of a joint venture	出售合營公司之收益	-	(1,092)	-	(1,092)
Remeasurement gains on interests previously held in joint ventures	對過往於合營公司所持有權益重新計量之收益	(540,375)	-	-	(540,375)
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	5,757	38,457	2,485	46,699
Depreciation of right-of-use assets	使用權資產之折舊	4,874	576	7,079	12,529
Amortisation	攤銷	-	6,936	-	6,936
Impairment of receivables, net	應收賬款減值, 淨額	256,668	368	68,820	325,856
Capital expenditure*	資本開支*	2,792	615,624	2,336	620,752
Investments in joint ventures	於合營公司之投資	12,434,371	3,726,466	-	16,160,837
Investments in associates	於聯營公司之投資	6,223,883	41,748	-	6,265,631

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4. OPERATING SEGMENT INFORMATION 4. 經營分部資料(續)

Year ended 31 December 2022

截至2022年12月31日止年度

		Property development 物業發展	Property investment and management 物業投資及管理	Corporate and others 企業費用及其他	Total 總額
		RMB'000 人民幣千元	RMB'000 人民幣千元 (Restated) (重列)	RMB'000 人民幣千元 (Restated) (重列)	RMB'000 人民幣千元 (Restated) (重列)
Segment revenue:	分部收入:				
Sales to external customers	銷售予外界客戶	8,907,147	1,128,646	266,699	10,302,492
Segment cost	分部成本	(7,419,576)	(529,852)	(16,375)	(7,965,803)
Segment gross profit	分部毛利	1,487,571	598,794	250,324	2,336,689
Segment results:	分部業績:	2,313,992	2,153,544	(9,566)	4,457,970
<i>Reconciliation</i>	<i>對賬</i>				
Bank interest income	銀行利息收入				32,311
Finance costs (other than interest on lease liabilities)	財務費用(不包括租賃負債利息)				(1,066,731)
Changes in fair values of financial assets at fair value	以公允值計量之金融資產之公允 值變動之其他收入				40,847
Other income from financial assets at fair value	以公允值計量之金融資產之其他 收入				23,771
Profit before tax	除稅前溢利				3,488,168
Segment assets:	分部資產:	56,361,365	24,031,628	2,567,731	82,960,724
<i>Reconciliation</i>	<i>對賬</i>				
Other unallocated assets	其他未分配資產				3,073,768
Total assets	資產總額				86,034,492

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4. OPERATING SEGMENT INFORMATION 4. 經營分部資料(續)

Year ended 31 December 2022 (continued)

截至2022年12月31日止年度(續)

		Property development 物業發展	Property and management 物業投資及管理	Corporate and others 企業費用及其他	Total 總額
		RMB'000 人民幣千元	RMB'000 人民幣千元 (Restated) (重列)	RMB'000 人民幣千元 (Restated) (重列)	RMB'000 人民幣千元 (Restated) (重列)
Segment liabilities:	分部負債:	32,083,659	8,367,737	279,660	40,731,056
<i>Reconciliation</i>	<i>對賬</i>				
Other unallocated liabilities	其他未分配負債				18,281,794
Total liabilities	負債總額				59,012,850
Other segment information:	其他分部資料:				
Share of profits and losses of joint ventures	應佔合營公司盈虧	(1,287,114)	(315,611)	-	(1,602,725)
Share of profits and losses of associates	應佔聯營公司盈虧	(544,256)	(12,695)	-	(556,951)
Changes in fair values of investment properties	投資物業之公允值變動	-	(1,436,986)	-	(1,436,986)
Changes in fair values of investment properties – right-of-use assets	投資物業 – 使用權資產之公允值變動	-	164,553	-	164,553
Impairment of inventory of properties	物業存貨減值	598,125	-	-	598,125
Net gain on disposal of subsidiaries	出售附屬公司之收益淨額	(20,617)	-	-	(20,617)
Net gain on disposal of joint ventures	出售合營公司之收益淨額	(34,043)	-	-	(34,043)
Remeasurement gains on interests previously held in joint ventures	對過往於合營公司所持有權益重新計量之收益	(240,345)	-	-	(240,345)
Gain on bargain purchase	議價收購收益	(4,061)	-	-	(4,061)
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	7,464	13,275	2,822	23,561
Depreciation of right-of-use assets	使用權資產之折舊	8,266	724	7,367	16,357
Amortisation	攤銷	-	8,228	-	8,228
Impairment of receivables, net	應收賬款減值,淨額	(17,335)	485	71,201	54,351
Capital expenditure*	資本開支*	15,220	774,893	6,632	796,745
Investments in joint ventures	於合營公司之投資	16,354,708	3,026,611	-	19,381,319
Investments in associates	於聯營公司之投資	6,430,082	34,119	-	6,464,201

* Capital expenditure consists of additions to property, plant and equipment, investment properties and right-of-use assets.

* 資本開支包括於物業、廠房及設備、投資物業以及使用權資產內之增添。

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5. REVENUE, OTHER INCOME AND GAINS

(a) Revenue

An analysis of revenue is as follows:

	2023	2022
	2023年	2022年
	RMB'000	RMB'000
	人民幣千元	人民幣千元
Revenue from contracts with customers		
Sales of properties	16,263,730	8,907,147
Property management fee income from:		
– fellow subsidiaries	2,089	2,106
– third parties	287,498	313,266
Utility income	–	20,395
Entrusted management fee income from a fellow subsidiary	24,906	24,906
Revenue from other sources		
Gross rental income from operating leases of investment properties:		
– fellow subsidiaries	17,454	17,496
– third parties	856,697	750,477
Others	–	266,699
	17,452,374	10,302,492

5. 收入、其他收入及收益

(a) 收入

收入之分析如下：

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31 December 2023
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5. REVENUE, OTHER INCOME AND GAINS (continued)

(a) Revenue (continued)

Revenue from contracts with customers

(i) Disaggregated revenue information

(a) 收入 (續)

來自與客戶間合約之收入

(i) 收入分拆

		Property development 物業發展 RMB'000 人民幣千元	Property investment and management 物業投資及管理 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
For the year ended 31 December 2023	截至 2023 年 12 月 31 日止年度			
<u>Types of goods or services</u>	<u>貨品及服務類型</u>			
Sale of properties	物業銷售	16,263,730	–	16,263,730
Provision of property management services	提供物業管理服務	–	289,587	289,587
Entrusted management fee income from a fellow subsidiary	收取同系附屬公司之運營託管費收入	–	24,906	24,906
Total revenue from contracts with customers	來自與客戶間合約之收入總額	16,263,730	314,493	16,578,223
<u>Timing of revenue recognition</u>	<u>收入之確認時間</u>			
Goods transferred at a point in time	按時點轉讓之貨品	16,263,730	–	16,263,730
Services transferred over time	按時段轉讓之服務	–	314,493	314,493
Total revenue from contracts with customers	來自與客戶間合約之收入總額	16,263,730	314,493	16,578,223

Notes to the Financial Statements

財務報表附註

31 December 2023

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5. REVENUE, OTHER INCOME AND GAINS (continued)

(a) Revenue (continued)

Revenue from contracts with customers (continued)

(i) Disaggregated revenue information (continued)

(a) 收入 (續)

來自與客戶間合約之收入 (續)

(i) 收入分拆 (續)

		Property development 物業發展 RMB'000 人民幣千元	Property investment and management 物業投資及管理 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
For the year ended 31 December 2022	截至 2022年12月31日止年度			
<u>Types of goods or services</u>	<u>貨品及服務類型</u>			
Sale of properties	物業銷售	8,907,147	-	8,907,147
Provision of property management services	提供物業管理服務	-	315,372	315,372
Utility income	公用業務使用費收入	-	20,395	20,395
Entrusted management fee income from a fellow subsidiary	收取同系附屬公司之運營託管費收入	-	24,906	24,906
Total revenue from contracts with customers	來自與客戶間合約之收入總額	8,907,147	360,673	9,267,820
<u>Timing of revenue recognition</u>	<u>收入之確認時間</u>			
Goods transferred at a point in time	按時點轉讓之貨品	8,907,147	-	8,907,147
Services transferred over time	按時段轉讓之服務	-	360,673	360,673
Total revenue from contracts with customers	來自與客戶間合約之收入總額	8,907,147	360,673	9,267,820

Notes to the Financial Statements

財務報表附註

31 December 2023
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5. REVENUE, OTHER INCOME AND GAINS (continued)

(a) Revenue (continued)

Revenue from contracts with customers (continued)

(i) Disaggregated revenue information (continued)

The following table shows the amounts of revenue recognised in the current reporting period that were included in the contract liabilities at the beginning of the reporting period and recognised from performance obligations satisfied in previous periods:

(a) 收入(續)

來自與客戶間合約之收入(續)

(i) 收入分拆(續)

下表乃包括在本報告期初合同負債內並已達成履約義務而於本報告期確認收入之金額：

		2023 2023年 RMB' 000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Revenue recognised that was included in contract liabilities at the beginning of the reporting period:	包括在本報告期初合同負債內之已確認收入：		
– Sales of properties	– 物業銷售	5,397,247	4,692,827
		5,397,247	4,692,827

Notes to the Financial Statements

財務報表附註

31 December 2023

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5. REVENUE, OTHER INCOME AND GAINS (continued)

(a) Revenue (continued)

Revenue from contracts with customers (continued)

(ii) Performance obligations

Information about the Group's performance obligations is summarised below:

Sales of properties

The performance obligation is satisfied upon the physical possession of the completed property is obtained by the purchasers. The payment is generally received before or at the time of transfer of control.

Property management fee income, entrusted management fee income and utility income

The performance obligation is satisfied over time as services are rendered and short-term advances are normally required before rendering the services. Management service contracts are for periods of one year or less, or are billed based on the time incurred.

5. 收入、其他收入及收益(續)

(a) 收入(續)

來自與客戶間合約之收入(續)

(ii) 履約義務

本集團之履約義務信息概括如下：

物業銷售

當購買方實物擁有已竣工之物業時確認達成履約義務。一般在轉讓控制權之時或之前收取款項。

物業管理費收入、運營託管費收入及公共業務使用費收入

隨著服務提供而按時段達成履約義務，且一般需在提供服務前要求客戶支付短期預付款。管理服務合同期為一年或以下，或根據產生之時間計費。

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財務報表附註

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5. REVENUE, OTHER INCOME AND GAINS (continued)

(a) Revenue (continued)

Revenue from contracts with customers (continued)

(iii) Unsatisfied performance obligations

For sales of properties, the Group recognises revenue when or as the control of the asset is transferred to the purchaser. Depending on the terms of the contract and the laws that apply to the contract, control of the asset may transfer over time or at a point in time. The amount of unsatisfied performance obligation principally comprises the balance of contract liabilities. The contracted sales amounts allocated to remaining performance obligations which are expected to be recognised as revenue within one year relate to the sale of properties.

For property management fee income, entrusted management fee income and utility income, the Group recognises revenue in the amount that equals to the right to invoice which corresponds directly with the value to the customer of the Group's performance to date, on a monthly basis. The Group has elected the practical expedient for not to disclose the remaining performance obligations for these type of contracts.

5. 收入、其他收入及收益(續)

(a) 收入(續)

來自與客戶間合約之收入(續)

(iii) 尚未履行之履約義務

就物業銷售而言，本集團於資產控制權轉移至購買方時確認收入。視乎合約條款及適用於該合約之法例而定，資產控制權可於某一時段內或某一時點轉移。未履行之履約義務金額主要包括合同負債結餘。分配至餘下履約責任之合約銷售金額預期於一年內就相關之物業銷售確認為收入。

就物業管理費收入、運營託管費收入及公共業務使用費收入而言，本集團按月確認收入，其金額等於發票額之權利，而發票額之權利與本集團迄今為止給客戶所履行義務之價值直接對應。本集團已選擇可行簡化方案，並無披露該等類型合約之剩餘履約責任。

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5. REVENUE, OTHER INCOME AND GAINS (continued)

(b) Other income and gains

An analysis of other income and gains is as follows:

(b) 其他收入及收益

其他收入及收益之分析如下：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Bank interest income	銀行利息收入	49,544	32,311
Interest income on loans receivable	應收貸款之利息收入	117,612	–
Interest income from a related company	來自關連公司之利息收入	52,147	51,486
Interest income from joint ventures and associates	來自合營公司及聯營公司之利息收入	265,206	255,596
Interest income from third parties	來自第三方之利息收入	19,792	23,487
Interest income from financial assets at fair value	來自以公允值計量之金融資產之利息收入	18,958	21,545
Gains on disposal of financial assets at fair value	出售以公允值計量之金融資產收益	2,037	2,226
Consulting services income from:	顧問服務收入來自：		
– fellow subsidiaries	– 同系附屬公司	1,840	–
– joint ventures	– 合營公司	331,229	280,681
– associates	– 聯營公司	36,651	36,166
– third parties	– 第三方	81,723	37,956
Net gains on disposal of subsidiaries (Note 37)	出售附屬公司之收益淨額 (附註37)	–	20,617
Net gains on disposal of joint ventures	出售合營公司之收益淨額	1,092	34,043
Remeasurement gains on interests previously held in joint ventures	對過往於合營公司所持有權益重新計量之收益	540,375	240,345
Gain on bargain purchase (Note 35)	議價收購收益 (附註35)	–	4,061
Gain on acquisition of interest in a joint venture	收購合營公司權益之收購收益	10,779	–
Government grants	政府補助	7,150	28,452
Others	其他	67,985	53,636
		1,604,120	1,122,608

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6. FINANCE COSTS

An analysis of finance costs is as follows:

		2023 2023年 RMB' 000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Interest on bank borrowings	銀行貸款利息	589,934	162,920
Interest expenses to group companies	集團公司之利息支出	1,028,238	1,083,717
Interest expenses to non-controlling shareholders	非控股股東之利息支出	15,938	26,995
Interest expenses to joint ventures and an associate	合營公司及聯營公司之利息支出	8,380	62,426
Interest on other borrowings	其他貸款利息	10,803	15,231
Interest on lease liabilities	租賃負債利息	1,653,293	1,351,289
Other finance costs	其他財務費用	47,674	49,763
		9,306	14,752
Total finance costs incurred	產生之財務費用總額	1,710,273	1,415,804
Less: Interest capitalised in	減: 已資本化利息		
– investment properties under construction (Note 15(a))	– 在建投資物業(附註 15(a))	(54,074)	(5,685)
– properties under development (Note 17)	– 發展中物業(附註 17)	(310,757)	(293,625)
		1,345,442	1,116,494

6. 財務費用

財務費用之分析如下：

7. IMPAIRMENT LOSSES OF RECEIVABLES

During the year, the Group made the impairment losses of receivables as follows:

		2023 2023年 RMB' 000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Loans and other receivables, net (Note 23)	應收貸款及其他應收賬款淨額(附註23)	75,204	54,351
Amounts due from joint ventures (Note)	應收合營公司款項(附註)	250,652	–
		325,856	54,351

7. 應收賬款減值

本集團於年內計提下列應收賬款減值：

Note: Amount represented provisions made for the receivables from certain joint ventures where there were large impairment losses on the inventory of properties held by these joint ventures.

附註：此金額指因若干合營公司持有之物業存貨有重大減損損失而對應收該等合營公司款項計提之撥備。

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8. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/
(crediting):

		2023 2023年 RMB' 000 人民幣千元	2022 2022年 RMB' 000 人民幣千元
Cost of properties sold	物業銷售成本	13,295,508	7,419,576
Depreciation of property, plant and equipment (Note 13)	物業、廠房及設備之折舊(附註 13)	47,212	25,572
Less: Amounts capitalised in property development projects	減: 撥作物業發展項目之資本化金額	(513)	(2,011)
		46,699	23,561
Depreciation of right-of-use assets	使用權資產之折舊	278,070	176,868
Less: Amounts capitalised in property development projects	減: 撥作物業發展項目之資本化金額	(265,541)	(160,511)
		12,529	16,357
Amortisation of intangible assets* (Note 20)	無形資產攤銷*(附註 20)	6,936	8,228
Outgoings (including repairs and maintenance) arising on rental-earning investment properties	收租投資物業所產生之開支(包括維修及保養)	55,842	71,199
Net gains on disposal of items of property, plant and equipment	出售物業、廠房及設備項目之收益淨額	(140)	(43)
Gain on lease termination	終止租賃之收益	4	-
Net loss/(gain) on disposal of subsidiaries (Note 37)	出售附屬公司之虧損/(收益)淨額(附註 37)	3,784	(20,617)
Net gains on disposal of joint ventures	出售合營公司收益淨額	(1,092)	(34,043)
Changes in fair values of investment properties (Note 15(a))	投資物業之公允值變動(附註 15(a))	(611,420)	(1,436,986)
Changes in fair values of investment properties – right-of-use assets** (Note 15(b))	投資物業 – 使用權資產之公允值變動**(附註 15(b))	119,844	164,553
Changes in fair values of financial assets at fair value	以公允值計量之金融資產之公允值變動	879	(40,847)
Gain on bargain purchase (Note 35)	議價收購收益(附註 35)	-	(4,061)
Remeasurement gains on interests previously held in joint ventures	對過往於合營公司所持有權益重新計量之收益	(540,375)	(240,345)
Impairment of receivables, net (Note 7)	應收賬款之減值, 淨額(附註 7)	325,856	54,351
Impairment of inventory of properties	物業存貨減值	407,558	598,125
Lease payments not included in the measurement of lease liabilities	未包括計量入租賃負債之租賃付款	253	427
Employee benefit expense (including directors' emoluments (Note 10)):	僱員福利之開支(包括董事酬金(附註 10)):		
Wages and salaries	工資及薪酬	808,914	1,036,916
Pension schemes contributions	退休計劃供款	87,905	64,922
Total employee benefit expenses	僱員福利之開支總額	896,819	1,101,838
Auditor's remuneration	核數師酬金	5,307	5,852
Foreign exchange differences, net	匯兌差額, 淨額	43,611	9,737

* The amortisation of intangible assets is included in "Direct operating expenses" in the consolidated statement of profit or loss.

** The changes in fair values of investment properties – right-of-use assets is included in "Cost" in the consolidated statement of profit or loss.

8. 除稅前溢利

本集團除稅前溢利經扣除/(計入)下列各項:

	2023 2023年 RMB' 000 人民幣千元	2022 2022年 RMB' 000 人民幣千元
物業銷售成本	13,295,508	7,419,576
物業、廠房及設備之折舊(附註 13)	47,212	25,572
減: 撥作物業發展項目之資本化金額	(513)	(2,011)
	46,699	23,561
使用權資產之折舊	278,070	176,868
減: 撥作物業發展項目之資本化金額	(265,541)	(160,511)
	12,529	16,357
無形資產攤銷*(附註 20)	6,936	8,228
收租投資物業所產生之開支(包括維修及保養)	55,842	71,199
出售物業、廠房及設備項目之收益淨額	(140)	(43)
終止租賃之收益	4	-
出售附屬公司之虧損/(收益)淨額(附註 37)	3,784	(20,617)
出售合營公司收益淨額	(1,092)	(34,043)
投資物業之公允值變動(附註 15(a))	(611,420)	(1,436,986)
投資物業 – 使用權資產之公允值變動**(附註 15(b))	119,844	164,553
以公允值計量之金融資產之公允值變動	879	(40,847)
議價收購收益(附註 35)	-	(4,061)
對過往於合營公司所持有權益重新計量之收益	(540,375)	(240,345)
應收賬款之減值, 淨額(附註 7)	325,856	54,351
物業存貨減值	407,558	598,125
未包括計量入租賃負債之租賃付款	253	427
僱員福利之開支(包括董事酬金(附註 10)):		
工資及薪酬	808,914	1,036,916
退休計劃供款	87,905	64,922
僱員福利之開支總額	896,819	1,101,838
核數師酬金	5,307	5,852
匯兌差額, 淨額	43,611	9,737

* 無形資產攤銷已計入綜合損益表之「直接經營開支」。

** 投資物業 – 使用權資產之公允值變動已計入綜合損益表之「成本」。

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9. TAX

No provision for Hong Kong profits tax has been made as the Group had no assessable profits arising in Hong Kong during the year (2022: Nil). Taxation on Chinese Mainland profits was calculated on the estimated assessable profits for the year at the rates of tax prevailing in the jurisdiction in which the Group operates.

The provision for LAT has been estimated according to the requirements set forth in the relevant PRC laws and regulations. LAT has been provided at ranges of progressive rates of the appreciation value, with certain allowable deductions.

The amount of tax charge in the consolidated statement of profit or loss represents:

9. 稅項

由於本集團於年內並無任何香港應課稅溢利，故並無作出香港利得稅之撥備（2022年：無）。中國大陸溢利之稅項已就本年度估計應課稅溢利，按本集團經營業務所處司法權區之現行稅率計算。

土地增值稅之撥備已按有關中國法例及規條所載之規定作出估計。土地增值稅按增值價值減除若干可扣減之費用後，按遞增稅率之幅度作出撥備。

於綜合損益表之稅項支出如下：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元 (Restated) (重列)
Current – Hong Kong	即期 – 香港	–	–
Current – Chinese Mainland	即期 – 中國大陸		
Charge for the year	本年度內支出	903,276	360,273
(Over)/under provision in prior years	過往年度(超額)/不足撥備	(191,925)	3,494
LAT in Chinese Mainland	中國大陸之土地增值稅	409,121	545,071
Deferred (Note 33)	遞延(附註 33)	(168,190)	212,566
		952,282	1,121,404

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9. TAX (continued)

A reconciliation of the tax expense applicable to profit before tax at the statutory tax rate for the jurisdiction in which the Company and the majority of its subsidiaries are domiciled to the tax charge at the effective tax rate, and a reconciliation of the applicable rate (i.e., the statutory tax rate) to the effective tax rate, are as follows:

		2023 2023年 RMB'000 人民幣千元		2022 2022年 RMB'000 人民幣千元 (Restated) (重列)	
			%		%
Profit before tax	除稅前溢利	1,785,034		3,488,168	
Tax at the applicable statutory tax rate	按適用法定稅率計算之稅項	484,127	27.1	755,880	21.7
Adjustments in respect of current tax of previous periods	調整於過往期間之即期稅項	(191,925)	-10.7	3,494	0.1
Profits and losses attributable to joint ventures	應佔合營公司盈虧	34,656	1.9	(339,172)	-9.7
Profits and losses attributable to associates	應佔聯營公司盈虧	57,432	3.2	(139,238)	-4.0
Income not subject to tax	毋須課稅之收入	(135,972)	-7.6	(92,588)	-2.6
Expenses not deductible for tax	不可扣稅之支出	152,757	8.5	127,178	3.6
Utilisation of previously unrecognised tax losses	動用過往未確認之稅項虧損	(10,672)	-0.6	(6,518)	-0.2
Tax losses for which no deferred tax asset was recognised	未有確認遞延稅項資產之稅項虧損	110,420	6.2	192,532	5.5
LAT in Chinese Mainland	中國大陸之土地增值稅	409,121	22.9	545,071	15.6
Withholding tax in Chinese Mainland	中國大陸之預扣所得稅	(43,418)	-2.4	74,765	2.1
Others	其他	85,756	4.8	-	-
		952,282	53.3	1,121,404	32.1

The share of tax charge attributable to joint ventures amounting to RMB699,384,000 (2022: RMB1,210,847,000) and the share of tax credit attributable to associates amounting to RMB87,000 (2022: tax charge of RMB209,646,000) are included in "Share of profits and losses of joint ventures" and "Share of profits and losses of associates", respectively, in the consolidated statement of profit or loss.

9. 稅項(續)

按本公司及其大部份附屬公司所在司法權區適用於除稅前溢利之法定稅率計算之稅項支出，與按實際稅率計算之稅項支出之對賬，以及適用稅率(即法定稅率)與實際稅率之對賬載列如下：

應佔合營公司稅項支出人民幣699,384,000元(2022年：人民幣1,210,847,000元)及應佔聯營公司稅項得益人民幣87,000元(2022年：稅項支出人民幣209,646,000元)已分別包括在綜合損益表「應佔合營公司盈虧」及「應佔聯營公司盈虧」內。

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10. DIRECTORS' AND FIVE HIGHEST PAID EMPLOYEES' EMOLUMENTS

(a) Directors' emoluments

No remuneration has been paid by the Group to the Directors as an inducement to join upon joining the Group, or as compensation for loss of office during the current and prior years.

There was no arrangement under which a Director waived or agreed to waive any remuneration during the current and prior years.

Directors' emoluments for the year ended 31 December 2023, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, are as follows:

10. 董事及五名最高薪酬員工之酬金

(a) 董事酬金

本年度及上年度內，本集團概無向董事支付任何酬金作為加入本集團之獎勵，或作為離職補償。

本年度及上年度內，概無董事根據任何安排放棄或同意放棄領取酬金。

截至2023年12月31日止年度各董事之酬金根據上市規則、香港公司條例第383(1)(a)、(b)、(c)及(f)條，以及公司(披露董事利益資料)規例第2部披露如下：

Name of Directors	董事姓名	Fees 袍金 RMB' 000 人民幣千元	Salaries, allowances and benefits in kind 薪金、津貼 及實物利益 RMB' 000 人民幣千元	Discretionary bonuses 酌情花紅 RMB' 000 人民幣千元	Employer's contributions to pension scheme 退休金計劃 之僱主供款 RMB' 000 人民幣千元	Total 總額 RMB' 000 人民幣千元
Executive Directors	執行董事					
Mr. Ling Ke	凌克先生	1,036	-	-	-	1,036
Mr. Huang Juncan	黃俊燦先生	1,036	-	-	-	1,036
Mr. Xu Jiajun	徐家俊先生	1,036	721	60	-	1,817
Mr. Wei Chuanjun	韋傳軍先生	1,036	432	36	-	1,504
		4,144	1,153	96	-	5,393
Non-executive Directors	非執行董事					
Mr. Loh Lian Huat	Loh Lian Huat 先生	360	-	-	-	360
Ms. Zhang Feiyun	張斐雲女士	360	-	-	-	360
		720	-	-	-	720
Independent non-executive Directors	獨立非執行董事					
Mr. Hui Chiu Chung	許照中先生	426	-	-	-	426
Mr. Chiang Sheung Yee, Anthony	蔣尚義先生	374	-	-	-	374
Mr. Xia Xiping	夏新平先生	466	-	-	-	466
		1,266	-	-	-	1,266
		6,130	1,153	96	-	7,379

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10. DIRECTORS' AND FIVE HIGHEST PAID EMPLOYEES' EMOLUMENTS (continued)

(a) Directors' emoluments (continued)

Directors' emoluments for the year ended 31 December 2022, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, are as follows:

Name of Directors	董事姓名	Fees 袍金 RMB'000 人民幣千元	Salaries, allowances and benefits in kind 薪金、津貼 及實物利益 RMB'000 人民幣千元	Discretionary bonuses 酌情花紅 RMB'000 人民幣千元	Employer's contributions to pension scheme 退休金計劃 之僱主供款 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
Executive Directors 執行董事						
Mr. Ling Ke	凌克先生	988	-	430	-	1,418
Mr. Huang Juncan	黃俊燦先生	988	-	430	-	1,418
Mr. Xu Jiajun	徐家俊先生	988	689	544	-	2,221
Mr. Wei Chuanjun	韋傳軍先生	988	412	498	-	1,898
		3,952	1,101	1,902	-	6,955
Non-executive Directors 非執行董事						
Mr. Loh Lian Huat	Loh Lian Huat 先生	344	-	-	-	344
Ms. Zhang Feiyun	張斐贊女士	344	-	-	-	344
		688	-	-	-	688
Independent non-executive Directors 獨立非執行董事						
Mr. Hui Chiu Chung	許照中先生	407	-	-	-	407
Mr. Chiang Sheung Yee, Anthony	蔣尚義先生	357	-	-	-	357
Mr. Xia Xinping	夏新平先生	445	-	-	-	445
		1,209	-	-	-	1,209
		5,849	1,101	1,902	-	8,852

No retirement benefit contribution was made for the Directors during the current and prior years.

本年度及上年度內概無向董事作出退休福利供款。

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10. DIRECTORS' AND FIVE HIGHEST PAID EMPLOYEES' EMOLUMENTS (continued)

10. 董事及五名最高薪酬員工之酬金(續)

(b) Five highest paid employees

The five (2022: five) highest paid employees in the Group for the year were non-director employees. The emoluments payable to the five (2022: five) non-director, highest paid employees for the year are as follows:

(b) 五名最高薪酬人士

於本年內，本集團五名(2022年：五名)最高薪酬人士均為非董事僱員。本年五名(2022年：五名)最高薪酬非董事僱員之酬金分析如下：

		2023 2023年 RMB' 000 人民幣千元	2022 2022年 RMB'00 人民幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	10,219	19,542
Discretionary bonuses	酌情花紅	9,065	15,616
Employer's contributions to pension schemes	退休金計劃之僱主供款	699	701
		19,983	35,859

The number of non-director, highest paid employees whose emoluments fell within the following bands is as follows:

最高薪酬非董事僱員列入以下酬金組別之人數：

HK\$	港幣	Number of employees 僱員人數 2023 2023年	2022 2022年
3,000,001 to 3,500,000	3,000,001 至 3,500,000	1	-
3,500,001 to 4,000,000	3,500,001 至 4,000,000	2	-
4,000,001 to 4,500,000	4,000,001 至 4,500,000	-	-
4,500,001 to 5,000,000	4,500,001 至 5,000,000	1	-
5,000,001 to 5,500,000	5,000,001 至 5,500,000	-	3
6,000,001 to 6,500,000	6,000,001 至 6,500,000	-	-
6,500,001 to 7,000,000	6,500,001 至 7,000,000	1	-
8,000,001 to 8,500,000	8,000,001 至 8,500,000	-	1
8,500,001 to 9,000,000	8,500,001 至 9,000,000	-	-
11,000,001 to 11,500,000	11,000,001 至 11,500,000	-	1

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11. EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANYY

(a) Basic earnings per share

The calculation of the basic earnings per share is based on the profit for the year attributable to owners of the Company, and the weighted average number of ordinary shares of 16,612,678,608 (2022: 16,600,544,443) in issue during the year.

(b) Diluted earnings per share

The calculation of the diluted earnings per share is based on the profit for the year attributable to owners of the Company. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the year, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares into ordinary shares.

The calculations of basic and diluted earnings per share are based on:

11. 本公司持有人應佔每股盈利

(a) 每股基本盈利

每股基本盈利乃根據年內本公司持有人應佔溢利及年內已發行普通股之加權平均數16,612,678,608股(2022年: 16,600,544,443股)作計算。

(b) 每股攤薄盈利

每股攤薄盈利乃根據年內本公司持有人應佔溢利計算。用作此項計算之普通股加權平均數為於年內已發行普通股數目(即用以計算每股基本盈利者)以及所有潛在攤薄普通股視作行使或轉換為普通股而假設以零代價發行普通股之加權平均數。

每股基本及攤薄盈利之計算乃基於：

		2023 2023年 RMB' 000 人民幣千元	2022 2022年 RMB'000 人民幣千元 (Restated) (重列)
Earnings	盈利		
Profit attributable to owners of the Company, used in the basic and diluted earnings per share calculation	本公司持有人應佔溢利 (用以計算每股基本盈利及每股攤薄盈利)	342,718	2,323,906

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11. EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY (continued)

The calculations of basic and diluted earnings per share are based on: (continued)

11. 本公司持有人應佔每股盈利(續)

每股基本及攤薄盈利之計算乃基於：(續)

		Number of shares 股數	
		2023 2023年	2022 2022年
Shares	股份		
Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation	於年內已發行普通股之加權平均數(用以計算每股基本盈利)	16,612,678,608	16,600,544,443
Effect of dilution – weighted average number of ordinary shares:	攤薄影響 – 普通股加權平均數:		
Share options	購股權	4,079,432	16,733,188
		16,616,758,040	16,617,277,631

12. DIVIDENDS

12. 股息

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Proposed final dividend – RMB0.00103 (2022: RMB0.007) per ordinary share	擬派末期股息 – 每股普通股 人民幣0.00103元(2022年: 人民幣 0.007 元)	17,112	116,268

At the Board meeting held on 12 March 2024, the Board resolved to recommend the payment of a final dividend of RMB0.00103 per share for the year ended 31 December 2023. The proposed final dividend is not reflected as dividend payable in the consolidated financial statements until it is approved by the shareholders at the forthcoming annual general meeting of the Company.

於2024年3月12日舉行之董事會會議上，董事會議決建議就截至2023年12月31日止年度派發末期股息每股人民幣0.00103元。此擬派末期股息並未於綜合財務報表內反映為應付股息，該股息於本公司即將舉行之股東周年大會上獲股東批准後才入賬。

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13. PROPERTY, PLANT AND EQUIPMENT

13. 物業、廠房及設備

		Leasehold improvements 租賃物業裝修 RMB' 000 人民幣千元	Office equipment 辦公室設備 RMB' 000 人民幣千元	Furniture and fixtures 傢俬及裝置 RMB' 000 人民幣千元	Motor vehicles 汽車 RMB' 000 人民幣千元	Total 總額 RMB' 000 人民幣千元
At 31 December 2023:	於2023年12月31日:					
At 1 January 2023	於2023年1月1日					
Cost	成本	103,699	52,293	19,019	32,559	207,570
Accumulated depreciation and impairment	累積折舊及減值	(51,117)	(34,739)	(13,040)	(25,017)	(123,913)
Net carrying amount	賬面淨值	52,582	17,554	5,979	7,542	83,657
At 1 January 2023, net of accumulated depreciation and impairment	於2023年1月1日, 扣除累積折舊及減值	52,582	17,554	5,979	7,542	83,657
Additions	增添	71,121	26,516	1,206	381	99,224
Acquisition of subsidiaries (Notes 35, 36)	收購附屬公司(附註35,36)	-	109	51	-	160
Disposals	出售	-	(85)	(120)	(244)	(449)
Depreciation (Note 8)	折舊(附註8)	(37,005)	(5,050)	(2,078)	(3,079)	(47,212)
Exchange realignment	匯兌調整	14	7	4	8	33
At 31 December 2023, net of accumulated depreciation and impairment	於2023年12月31日, 扣除累積折舊及減值	86,712	39,051	5,042	4,608	135,413
At 31 December 2023	於2023年12月31日					
Cost	成本	172,059	77,783	19,463	31,853	301,158
Accumulated depreciation and impairment	累積折舊及減值	(85,347)	(38,732)	(14,421)	(27,245)	(165,745)
Net carrying amount	賬面淨值	86,712	39,051	5,042	4,608	135,413
At 31 December 2022:	於2022年12月31日:					
At 1 January 2022	於2022年1月1日					
Cost	成本	71,404	41,067	15,646	32,212	160,329
Accumulated depreciation and impairment	累積折舊及減值	(38,920)	(27,362)	(11,102)	(21,142)	(98,526)
Net carrying amount	賬面淨值	32,484	13,705	4,544	11,070	61,803
At 1 January 2022, net of accumulated depreciation and impairment	於2022年1月1日, 扣除累積折舊及減值	32,484	13,705	4,544	11,070	61,803
Additions	增添	31,742	12,446	3,358	948	48,494
Acquisition of subsidiaries (Notes 35, 36)	收購附屬公司(附註35,36)	-	144	-	-	144
Disposals	出售	-	(1,045)	(97)	(283)	(1,425)
Depreciation (Note 8)	折舊(附註8)	(11,715)	(7,724)	(1,861)	(4,272)	(25,572)
Exchange realignment	匯兌調整	71	28	35	79	213
At 31 December 2022, net of accumulated depreciation and impairment	於2022年12月31日, 扣除累積折舊及減值	52,582	17,554	5,979	7,542	83,657
At 31 December 2022	於2022年12月31日					
Cost	成本	103,699	52,293	19,019	32,559	207,570
Accumulated depreciation and impairment	累積折舊及減值	(51,117)	(34,739)	(13,040)	(25,017)	(123,913)
Net carrying amount	賬面淨值	52,582	17,554	5,979	7,542	83,657

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14. RIGHT-OF-USE ASSETS

The Group as a lessee

The Group has lease contracts for the properties used in its operations. The carrying amounts of the Group's right-of-use assets used in its operations and the movements during the year are as follows:

		2023 2023年 RMB' 000 人民幣千元	2022 2022年 RMB'000 人民幣千元
As at 1 January	於1月1日	17,154	21,168
Additions	增添	867	10,978
Termination	終止	(101)	-
Depreciation	折舊	(12,529)	(16,357)
Exchange realignment	匯兌調整	126	1,365
As at 31 December	於12月31日	5,517	17,154

14. 使用權資產

本集團作為承租人

本集團就其經營所用之物業訂立租賃合同。年內本集團經營所用之使用權資產賬面值及變動如下：

15. INVESTMENT PROPERTIES

15. 投資物業

		2023 2023年 RMB' 000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Completed properties and properties under construction (a)	竣工物業及在建物業(a)	17,501,804	15,214,668
Right-of-use assets (b)	使用權資產(b)	888,774	1,003,704
		18,390,578	16,218,372

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15. INVESTMENT PROPERTIES (continued)

(a) Completed properties and properties under construction

15. 投資物業(續)

(a) 竣工物業及在建物業

		2023 2023年			2022 2022年		
		Completed investment properties	Investment properties under construction	Total	Completed investment properties	Investment properties under construction	Total
		竣工投資物業	在建投資物業	總額	竣工投資物業	在建投資物業	總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Carrying amount at 1 January	於1月1日之賬面值	13,229,918	1,984,750	15,214,668	11,241,314	1,835,840	13,077,154
Additions/ improvements	增添/改善	64,399	451,348	515,747	-	588,430	588,430
Transfer between categories	類別間轉移	1,669,339	(1,669,339)	-	601,000	(601,000)	-
Changes in fair values (Note 8)	公允值之變動 (附註8)	749,309	(137,889)	611,420	1,387,604	49,382	1,436,986
Acquisition of subsidiaries (Notes 35,36)	收購附屬公司 (附註35,36)	-	1,159,969	1,159,969	-	112,098	112,098
Carrying amount at 31 December	於12月31日之賬面值	15,712,965	1,788,839	17,501,804	13,229,918	1,984,750	15,214,668

Additions to investment properties included interest expense of RMB54,074,000 (2022: RMB5,685,000) (Note 6) that was incurred and capitalised during the year.

投資物業之增添包括年內產生及已資本化之利息開支人民幣54,074,000元(2022年: 人民幣5,685,000元)(附註6)。

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15. INVESTMENT PROPERTIES (continued)

- (a) Completed properties and properties under construction (continued)

The Group's investment properties consist of five office properties, two business parks, five shopping centers, one apartment and six properties under construction (2022: four office properties, two business parks, four shopping centers, one apartment and four properties under construction). The Directors have determined that the investment properties consist of four (2022: four) classes of assets, i.e., office, shopping centre and others, properties under construction – office, and properties under construction – shopping centre and others (2022: office, shopping centre and others, properties under construction – office, and properties under construction – shopping centre and others), based on the nature, characteristics and risks of each property. The Group's investment properties were revalued on 31 December 2023 by Shenzhen Touchstone Evaluation and Consultancy Co., Ltd., independent professionally qualified valuers, at an aggregate amount of RMB17,501,804,000 (2022: RMB15,214,668,000). Each year, the Group's chief executive officer decides to appoint which external valuers to be responsible for the external valuations of the Group's properties. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Group's property managers have discussions with the valuers on the valuation assumptions and valuation results annually when the valuation is performed for annual financial reporting.

At 31 December 2023 and 2022, the Group has obtained certificates of land use rights for all of its investment properties in Chinese Mainland.

Further particulars of the Group's major investment properties are included on pages 279 to 281 of the annual report.

15. 投資物業(續)

- (a) 竣工物業及在建物業(續)

本集團投資物業包括五項辦公樓物業、兩項商業園、五項購物中心、一項公寓及六項在建物業(2022年：四項辦公樓物業、兩項商業園、四項購物中心、一項公寓及四項在建物業)。董事按各投資物業之性質、特性及風險決定劃分為四類型(2022年：四類型)資產，即為辦公樓、購物中心及其他、在建物業－辦公樓，以及在建物業－購物中心及其他(2022年：辦公樓、購物中心及其他、在建物業－辦公樓，以及在建物業－購物中心及其他)。本集團之投資物業於2023年12月31日已由獨立專業合資格評估師深圳市同致誠土地房地產估價顧問有限公司作出重估，總值為人民幣17,501,804,000元(2022年：人民幣15,214,668,000元)。由本集團行政總裁每年決定任聘哪家外部評估師負責就本集團之物業進行外部評估。評估師之選擇標準包括市場認知、信譽、獨立性及是否能保持專業水準。本集團物業經理就年度財務報告進行之評估每年與評估師討論有關評估假設及評估結果。

於2023年12月31日及2022年12月31日，本集團位於中國大陸之投資物業均已取得土地使用證。

本集團主要投資物業之進一步詳情載於年報第279至第281頁。

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15. INVESTMENT PROPERTIES (continued)

- (a) Completed properties and properties under construction (continued)

Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's investment properties:

15. 投資物業(續)

- (a) 竣工物業及在建物業(續)

公允值等級架構

下表載列本集團投資物業之公允值計量等級架構：

		Fair value measurement using 公允值計量採用			
		Quoted prices in active markets (Level 1) 活躍市場 之報價 (第一級) RMB' 000 人民幣千元	Significant observable inputs (Level 2) 重大可觀察 輸入值 (第二級) RMB' 000 人民幣千元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入值 (第三級) RMB' 000 人民幣千元	Total 總額 RMB' 000 人民幣千元
At 31 December 2023	於2023年12月31日				
Recurring fair value measurement for:	持續公允值計量:				
- Office	- 辦公樓	-	-	11,825,090	11,825,090
- Shopping centre and others	- 購物中心及其他	-	-	3,887,875	3,887,875
- Properties under construction - office	- 在建物業 - 辦公樓	-	-	1,419,039	1,419,039
- Properties under construction - shopping centre and others	- 在建物業 - 購物中心及其他	-	-	369,800	369,800
		-	-	17,501,804	17,501,804
At 31 December 2022	於2022年12月31日				
Recurring fair value measurement for:	持續公允值計量:				
- Office	- 辦公樓	-	-	10,880,157	10,880,157
- Shopping centre and others	- 購物中心及其他	-	-	2,349,761	2,349,761
- Properties under construction - office	- 在建物業 - 辦公樓	-	-	195,999	195,999
- Properties under construction - shopping centre and others	- 在建物業 - 購物中心及其他	-	-	1,788,751	1,788,751
		-	-	15,214,668	15,214,668

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2022: Nil).

本年內第一級及第二級之間並無公允值計量之轉移，也沒有轉往或轉自第三級(2022年：無)。

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15. INVESTMENT PROPERTIES (continued)

- (a) Completed properties and properties under construction (continued)

Reconciliation of fair value measurements categorised within Level 3 of the fair value hierarchy:

15. 投資物業(續)

- (a) 竣工物業及在建物業(續)

歸納於第三級公允價值等級架構內之公允價值計量對賬：

		Office 辦公樓 RMB' 000 人民幣千元	Shopping centre and others 購物中心 及其他 RMB' 000 人民幣千元	Properties under construction – office 在建物業 –辦公樓 RMB' 000 人民幣千元	Properties under construction – shopping centre and others 在建物業 –購物中心 及其他 RMB' 000 人民幣千元
Carrying amount at 1 January 2023	於2023年1月1日之賬面值	10,880,157	2,349,761	195,999	1,788,751
Additions/improvements	增添／改善	31,639	32,760	320,789	130,559
Transfer between categories	類別間轉移	131,760	1,537,579	(131,760)	(1,537,579)
Acquisition of subsidiaries	收購附屬公司	–	–	1,159,969	–
Changes in fair values	公允價值之變動	781,534	(32,225)	(125,958)	(11,931)
Carrying amount at 31 December 2023	於2023年12月31日之賬面值	11,825,090	3,887,875	1,419,039	369,800

		Office 辦公樓 RMB' 000 人民幣千元	Shopping centre and others 購物中心 及其他 RMB' 000 人民幣千元	Properties under construction – office 在建物業 –辦公樓 RMB' 000 人民幣千元	Properties under construction – shopping centre and others 在建物業 –購物中心 及其他 RMB' 000 人民幣千元
Carrying amount at 1 January 2022	於2022年1月1日之賬面值	8,756,459	2,484,855	601,000	1,234,840
Additions/improvements	增添／改善	–	–	179,406	409,024
Transfer between categories	類別間轉移	601,000	–	(601,000)	–
Acquisition of subsidiaries	收購附屬公司	–	–	–	112,098
Changes in fair values	公允價值之變動	1,522,698	(135,094)	16,593	32,789
Carrying amount at 31 December 2022	於2022年12月31日之賬面值	10,880,157	2,349,761	195,999	1,788,751

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15. INVESTMENT PROPERTIES (continued)

(a) Completed properties and properties under construction (continued)

Below is a summary of the valuation techniques used and the key inputs to the valuation of investment properties:

15. 投資物業(續)

(a) 竣工物業及在建物業(續)

下列為評估投資物業所使用之評估方法
及主要輸入值摘要：

Classes of properties 物業類型	Valuation techniques 評估方法	Significant unobservable inputs 重大不可觀察輸入值	Range or weighted average 範圍或加權平均數	
			2023 2023年	2022 2022年
Offices 辦公樓	Income approach 收益法	Reversionary rental value – Office (per sq.m. per day) (RMB) 租期外租金 – 辦公室 (每平方米每日)(人民幣元)	1.1-5.9	1.1-5.5
		Vacancy rate 空置率	4.0%-10.0%	4.0%-8.0%
		Yield rate 收益率	6.0%-7.5%	6.0%-7.5%
Shopping centre and others 購物中心及其他	Income approach 收益法	Reversionary rental value – Commercial (per sq.m. per day) (RMB) 租期外租金 – 商業 (每平方米每日)(人民幣元)	0.8-6.9	1.1-5.4
		Reversionary rental value – Apartment (per sq.m. per day) (RMB) 租期外租金 – 公寓 (每平方米每日)(人民幣元)	1.5	1.6
		Reversionary rental value – Carpark unit (per unit per day) (RMB) 租期外租金 – 車位 (每個每日)(人民幣元)	18.7	18.3
		Vacancy rate 空置率	3.0%-7.0%	3.0%-11.0%
		Yield rate 收益率	5.0%-8.5%	5.0%-8.5%
		Properties under construction – office 在建物業 – 辦公樓	Residual method 剩餘法	Reversionary rental value (per sq.m. per day) (RMB) 租期外租金(每平方米每日)(人民幣元)
		Vacancy rate 空置率	10.0%	10.0%
		Yield rate 收益率	7.0%	7.0%
		Development costs to completion (RMB million) 續建成本(人民幣百萬元)	564	715
		Construction period (years) 建設期(年)	1.5	2.5
		Deducted sales profit rate 待扣減之銷售利潤率	10.0%	12.0%
Property under construction – shopping centre and others 在建物業 – 購物中心及其他	Residual method 剩餘法	Reversionary rental value (per sq.m. per day) (RMB) 租期外租金(每平方米每日)(人民幣元)	1.0-4.8	1.0-7.7
		Vacancy rate 空置率	5.0%-10%	6.0%-10.0%
		Yield rate 收益率	7.0%-7.5%	7.0%
		Selling price (per sq.m.) (RMB) 售價(每平方米)(人民幣元)	40,000	40,000
		Development costs to completion (RMB million) 續建成本(人民幣百萬元)	9-486	5-205
		Construction period (years) 建設期(年)	1.0-2.0	0.1-2.0
		Deducted sales profit rate 待扣減之銷售利潤率	5.0%-10.0%	8.0%-10.0%

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15. INVESTMENT PROPERTIES (continued)

(b) Right-of-use assets

– the Group as a lessee

The Group has lease contracts for the properties used in its investment business. The carrying amounts of the Group's right-of-use assets used in its investment business and the movements during the year are as follows:

		2023 2023年 RMB' 000 人民幣千元	2022 2022年 RMB'000 人民幣千元
As at 1 January	於1月1日	1,003,704	1,019,414
Additions	增添	–	98,581
Improvements to right-of-use assets	使用權資產改善	4,914	50,262
Changes in fair value (Note 8)	公允值變動(附註8)	(119,844)	(164,553)
As at 31 December	於12月31日	888,774	1,003,704

Below is a summary of the valuation technique used and the key inputs to the valuation of investment properties – rights-of-use asset. The fair value measurements of investment properties – right-of-use assets categorised within level 3 of the fair value hierarchy.

15. 投資物業(續)

(b) 使用權資產

– 本集團作為承租人

本集團已就其投資業務所用之物業訂立租賃合同。年內本集團投資業務所用之使用權資產賬面值及變動如下：

下列為評估投資物業 – 使用權資產所使用之評估方法及主要輸入值摘要。投資物業 – 使用權資產之公允值計量歸類為公允值計量等級之第三級。

Class of properties 物業類型	Valuation technique 評估方法	Significant unobservable inputs 重大不可觀察輸入值	Range or weighted average 範圍或加權平均數	
			2023 2023年	2022 2022年
Apartment 公寓	Income approach 收益法	Annual growth rate 年增長率	2%-3%	2%-3%
		Reversionary rental value (per sq.m. and per day) (RMB) 租期外租金(每平方米及每日)(人民幣元)	1.8-4.1	1.1-4.8
		Vacancy rate 空置率	10%-12%	10%-15%
		Yield rate 收益率	5%-6%	5%-6%

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15. INVESTMENT PROPERTIES (continued)

Under the income approach, the valuation takes into account the net rental income of the properties derived from the existing leases and/or achievable in the existing market with due allowance for the reversionary income potential of the leases, which has been then capitalised to determine the market value at an appropriate capitalisation rate.

The residual method is based on the assumption that the property is newly completed in accordance with the development proposal in terms of property uses, respective saleable areas and construction schedules to establish the gross development value ("GDV"). The total development costs including construction costs, professional fees, infrastructure costs, management costs, financial costs and developer's profit are estimated and deducted from the established GDV. The resultant residual figure is then adjusted back to the valuation date to arrive at the market value of the property interest concerned. The income approach has been used in estimating the GDV.

A significant increase/decrease in the reversionary rental value and GDV would in isolation result in a significant increase/decrease in the fair value of the investment properties. A significant increase/decrease in the vacancy rate, yield rate, development costs, construction period and deducted sales profit rate in isolation would result in a significant decrease/increase in the fair value of the investment properties. Generally, a change in the assumption made for the reversionary rental value is accomplished by a directionally similar change in the yield rate and an opposite change in the vacancy rate.

15. 投資物業(續)

根據收益法，評估乃考慮物業現有租約所能獲取之物業租金收入淨額及／或於現有市場中可獲得之租金收入淨額，並適當計入該物業之租期外潛在租金收入，有關租期外潛在租金收入已按適當之資本化率進行資本化以釐定其市場價值。

剩餘法是假設物業已根據發展方案約定之物業用途、各物業用途對應之可出售面積及建設周期剛開發落成，以確立開發價總值（「開發價總值」），在此基礎上扣減預計總開發成本包括建築安裝工程費、專業費、基礎設施費、管理費用、財務費用及開發商利潤，將計算結果調整至評估日，從而計算出該物業之市場值。開發價總值乃採用收益法作測算。

租期外租金及開發價總值之顯著增加／減少將各自獨立地導致投資物業公允值顯著增加／減少。空置率、收益率、開發成本、建設期及待扣減之銷售利潤率之顯著增加／減少將各自獨立地導致投資物業公允值顯著減少／增加。一般而言，租期外租值之假設有變動，收益率亦有同方向類似之變動，而空置率則有反方向之變動。

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16. PROPERTIES HELD FOR SALE

The properties held for sale of the Group are stated at the lower of cost and net realisable value.

16. 待出售物業

本集團持有之待出售物業按成本值與可變現淨值兩者中之較低者列賬。

17. PROPERTIES UNDER DEVELOPMENT

17. 發展中物業

		2023 2023年 RMB' 000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Land use rights (<i>Note</i>)	土地使用權 (<i>附註</i>)	15,626,872	6,455,630
Development costs	發展成本	5,876,376	6,958,006
Net carrying amount at the end of the financial year	於財政年度末之賬面淨值	21,503,248	13,413,636

Note: The Group's interests in land use rights represent prepaid operating lease payments for parcels of land in the PRC.

附註：本集團於土地使用權之權益指就位於中國地塊預付經營租約之租金。

Additions to properties under development during the year included interest expense of RMB310,757,000 (2022: RMB293,625,000) (Note 6) that was incurred and capitalised during the year.

本年度發展中物業之增添包括年內產生及已資本化之利息開支為人民幣310,757,000元(2022年：人民幣293,625,000元)(附註6)。

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18. INVESTMENTS IN JOINT VENTURES

18. 於合營公司之投資

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
			(Restated)
			(重列)
Share of net assets	應佔資產淨值	16,087,071	19,307,553
Goodwill on acquisition	收購產生之商譽	48,766	48,766
		16,135,837	19,356,319
Loan to a joint venture (<i>Note</i>)	應收合營公司貸款(附註)	25,000	25,000
		16,160,837	19,381,319

Note: The loan to a joint venture is unsecured and not repayable within one year. In the opinion of the Directors, the loan is unlikely to be repaid in the foreseeable future and is considered as part of the Group's net investments in joint ventures.

附註：應收合營公司貸款乃無抵押及無須於一年內償還。董事認為該貸款不大可能在可預見之未來收回，因此被視為本集團於合營公司之投資淨額一部份。

The Group's other balances with joint ventures are disclosed in note 32 to the financial statements.

本集團與合營公司之其他結餘於本財務報表附註32披露。

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18. INVESTMENTS IN JOINT VENTURES (continued)

Particulars of the Group's material joint ventures are as follows:

Name of joint ventures 合營公司名稱	Place of registration and business 登記及營業地點	Registered share capital 註冊資本之面值	Percentage of 百分比			Principal activities 主要業務
			Ownership interest 所佔權益	Voting power 投票權	Profit sharing 利潤分配	
Xuzhou Derong Real Estate Co., Ltd.* ("Derong") 徐州德融置業有限公司(「德融」)	PRC/Chinese Mainland 中國/中國大陸	RMB423,000,000 人民幣423,000,000元	35	35	35	Property development in Chinese Mainland 於中國大陸物業發展
Guangzhou Guangdian Property Development Group Shares Co., Ltd.* ("Guangdian") 廣州廣電房地產開發集團股份有限公司(「廣電」)	PRC/Chinese Mainland 中國/中國大陸	RMB650,000,000 人民幣650,000,000元	76	76	76	Property development and investment and investment holding in Chinese Mainland 於中國大陸物業發展 與投資及投資控股

* For identification purposes only

The above investments are indirectly held by the Company.

Derong and its subsidiary (collectively, "Derong Group"), and Guangdian and its subsidiaries (collectively, "Guangdian Group"), which are considered as material joint ventures of the Group, are engaged in property development and investment in Chinese Mainland and are accounted for using the equity method.

18. 於合營公司之投資(續)

本集團之重大合營公司詳情如下：

Name of joint ventures 合營公司名稱	Place of registration and business 登記及營業地點	Registered share capital 註冊資本之面值	Percentage of 百分比			Principal activities 主要業務
			Ownership interest 所佔權益	Voting power 投票權	Profit sharing 利潤分配	
Xuzhou Derong Real Estate Co., Ltd.* ("Derong") 徐州德融置業有限公司(「德融」)	PRC/Chinese Mainland 中國/中國大陸	RMB423,000,000 人民幣423,000,000元	35	35	35	Property development in Chinese Mainland 於中國大陸物業發展
Guangzhou Guangdian Property Development Group Shares Co., Ltd.* ("Guangdian") 廣州廣電房地產開發集團股份有限公司(「廣電」)	PRC/Chinese Mainland 中國/中國大陸	RMB650,000,000 人民幣650,000,000元	76	76	76	Property development and investment and investment holding in Chinese Mainland 於中國大陸物業發展 與投資及投資控股

* 僅供識別

上列投資為本公司非直接持有。

本集團認為德融與其附屬公司(統稱「德融集團」)及廣電與其附屬公司(統稱「廣電集團」)為本集團之重大合營公司，該等合營公司是於中國大陸內從事物業發展及投資業務。本集團採用權益法對其進行核算。

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18. INVESTMENTS IN JOINT VENTURES (continued)

The summarised financial information in respect of Derong Group and Guangdian Group adjusted for any differences in accounting policies, and reconciled to the carrying amounts in the financial statements, is as follows:

18. 於合營公司之投資(續)

德融集團及廣電集團按本集團會計政策進行調整後之財務資料概要，以及與財務報表賬面值之對賬如下：

		Derong Group	
		德融集團	
		2023	2022
		2023年	2022年
		RMB' 000	RMB'000
		人民幣千元	人民幣千元
Cash and cash equivalents	現金及現金等值項目	1,987	187,139
Other current assets	其他流動資產	3,605,279	5,186,236
Current assets	流動資產	3,607,266	5,373,375
Non-current assets	非流動資產	169	33,445
Current liabilities	流動負債	(2,873,550)	(5,089,361)
Non-current liabilities	非流動負債	—	—
Net assets	資產淨值	733,885	317,459
Reconciliation to the Group's interest in the joint venture	與本集團應佔合營公司權益對賬：		
Proportion of the Group's ownership	本集團之持股比例	35%	35%
Group's share of net assets of the joint venture	本集團應佔合營公司資產淨額	256,860	111,110
Elimination of unrealised profit with the joint venture	對銷與合營公司未變現溢利	(2,916)	(2,916)
Carrying amount of the investment	投資賬面值	253,944	108,194
Revenue	收入	2,458,980	—
Interest income	利息收入	325	2,901
Depreciation	折舊	(2)	(3)
Tax (charge)/credit	稅項(支出)/得益	(138,809)	4,288
Profit/(loss) and total comprehensive income/(loss) for the year	本年度溢利/(虧損)及全面收益/(虧損)總額	416,426	(12,356)

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18. INVESTMENTS IN JOINT VENTURES (continued) 18. 於合營公司之投資(續)

		Guangdian Group 廣電集團	
		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Cash and cash equivalents	現金及現金等值項目	2,129,107	3,100,955
Other current assets	其他流動資產	25,410,713	32,841,259
Current assets	流動資產	27,539,820	35,942,214
Non-current assets	非流動資產	8,088,819	8,911,609
Financial liabilities, excluding trade and other payables	不包括應付貿易賬款及其他應付賬款之金融負債	(140,000)	(339,740)
Other current liabilities	其他流動負債	(22,900,928)	(29,768,845)
Current liabilities	流動負債	(23,040,928)	(30,108,585)
Non-current liabilities	非流動負債	(5,375,688)	(7,621,906)
Net assets	資產淨值	7,212,023	7,123,332
Non-controlling interests	非控股股東權益	(710,988)	(718,376)
Net assets attributable to owners of Guangdian Group	歸屬於廣電集團持有人之資產淨額	6,501,035	6,404,956
Reconciliation to the Group's interest in the joint venture	與本集團應佔合營公司權益對賬：		
Proportion of the Group's ownership	本集團之持股比例	76%	76%
Group's share of net assets of the joint venture	本集團應佔合營公司資產淨額	4,940,787	4,867,766
Elimination of unrealised profit with the joint venture	對銷與合營公司未變現溢利	(62,092)	(24,705)
Fair value adjustment of additional interest acquired	增購股權之公允值調整	27,084	27,084
Carrying amount of the investment	投資賬面值	4,905,779	4,870,145
Revenue	收入	14,371,433	10,501,016
Interest income	利息收入	97,198	31,354
Depreciation	折舊	(7,934)	(8,649)
Tax	稅項	(611,478)	(665,508)
Profit and total comprehensive income for the year	本年度溢利及全面收益總額	242,687	1,144,304

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18. INVESTMENTS IN JOINT VENTURES (continued)

The following table illustrates the aggregate financial information of the Group's joint ventures that are not individually material:

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Share of the joint ventures' profits and losses for the year	應佔合營公司本年度盈虧	(425,706)	890,884
Share of the joint ventures' other comprehensive income for the year	應佔合營公司本年度其他全面收益	48,414	254,864
Share of the joint ventures' total comprehensive (loss)/income for the year	應佔合營公司本年度全面(虧損)/收益總額	(377,292)	1,145,748
Aggregate carrying amount of the Group's investments in the joint ventures	本集團於合營公司投資之賬面值總計	11,001,114	14,402,980

The Group has discontinued the recognition of its share of losses of certain joint ventures because of the share of losses of these joint ventures exceeded the Group's interests in these joint ventures and the Group has no obligation to take up further losses. The amounts of the Group's unrecognised share of losses of these joint ventures for the current year and, cumulatively were RMB1,669,292,000 and RMB2,592,576,000 respectively (2022: RMB427,599,000 and RMB969,038,000 respectively).

18. 於合營公司之投資(續)

下表闡述本集團個別不屬重大合營公司之財務資料總計：

由於應佔若干合營公司之虧損超出本集團於該等合營公司之投資，而本集團亦無義務承擔進一步之虧損，故此本集團終止確認其應佔該等合營公司之虧損。本集團本年及累計未確認應佔該等合營公司虧損分別為人民幣1,669,292,000元及人民幣2,592,576,000元(2022年：分別為人民幣427,599,000元及人民幣969,038,000元)。

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19. INVESTMENTS IN ASSOCIATES

19. 於聯營公司之投資

		2023 2023年 RMB' 000 人民幣千元	2022 2022年 RMB' 000 人民幣千元
Share of net assets	應佔資產淨值	5,677,553	5,876,123
Loan to an associate (Note)	應收聯營公司貸款(附註)	588,078	588,078
Total		6,265,631	6,464,201

Note: The loan to an associate was unsecured, non-interest bearing and not repayable within one year. In the opinion of the directors, the loan was unlikely to be repaid in the foreseeable future and was considered as part of the Group's net investments in associates.

附註：應收聯營公司貸款乃無抵押、免息及無須於一年內償還。董事認為該貸款不大可能在可預見之未來收回，因此被視為本集團於聯營公司之投資淨額一部份。

The Group's other balances with associates are disclosed in note 32 to the financial statements.

本集團與聯營公司之其他結餘於本財務報表附註32披露。

The Group did not have any associate that was individually material at 31 December 2023.

於2023年12月31日，本集團並無個別重大之聯營公司。

The following table illustrates the aggregate financial information of the Group's associates that are not individually material:

下表闡述本集團個別不屬重大聯營公司之財務資料總計：

		2023 2023年 RMB' 000 人民幣千元	2022 2022年 RMB' 000 人民幣千元
Share of the associates' profits and losses for the year	應佔聯營公司本年度盈虧	(230,563)	556,951
Share of the associates' total comprehensive (loss)/income for the year	應佔聯營公司本年度全面(虧損)/收益總額	(229,951)	559,815
Aggregate carrying amount of the Group's investments in associates	本集團於聯營公司投資之賬面值總計	6,265,631	6,464,201

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20. INTANGIBLE ASSETS

20. 無形資產

		Property management contracts 物業管理合約	
		2023 2023年 RMB' 000 人民幣千元	2022 2022年 RMB' 000 人民幣千元
Cost at 1 January, net of accumulated amortisation	於1月1日成本， 扣除累積攤銷	6,936	15,164
Amortisation during the year (Note 8)	本年攤銷(附註8)	(6,936)	(8,228)
At 31 December	於12月31日	–	6,936
At 31 December Cost	於12月31日 成本	58,402	58,402
Accumulated amortisation	累計攤銷	(58,402)	(51,466)
Net carrying amount	賬面淨值	–	6,936

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21. FINANCIAL ASSETS AT FAIR VALUE

21. 以公允值計量之金融資產

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Financial assets at fair value through other comprehensive income	以公允值計量且其變動計入其他全面收益之金融資產		
Equity investments	股權投資		
– Unlisted equity investments, at fair value	– 非上市股權投資，按公允值	107,374	124,898
		107,374	124,898
Financial assets at fair value through profit or loss	以公允值計量且其變動計入損益之金融資產		
Debt investments	債權投資		
– Unlisted debt investments, at fair value	– 非上市債權投資，按公允值	1,147,978	1,136,881
		1,147,978	1,136,881
Total	總額	1,255,352	1,261,779
Non-current portion	非即期部份	(1,255,352)	(1,261,779)
Current portion	即期部份	–	–

The above equity investments were irrecoverably designated at fair value through other comprehensive income as the Group considers these investments to be strategic in nature.

由於本集團認為上述股權投資屬於策略性質，故該等投資不可撤回地指定為以公允值計量且其變動計入其他全面收益。

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22. TRADE RECEIVABLES

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Trade receivables	應收貿易賬款	65,711	40,256
		65,711	40,256

Trade receivables represent rental and property management fee receivables. Rental and property management fee receivables are billed in advance and are payable by tenants/residents upon receipts of billings within an average credit term of one month.

Under normal circumstances, the Group does not grant credit terms to its customers. The Group seeks to maintain strict control over its outstanding receivables and to minimise credit risk. Overdue balances are regularly reviewed by management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing and unsecured.

22. 應收貿易賬款

	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Trade receivables	65,711	40,256
	65,711	40,256

應收貿易賬款指應收租金及物業管理費。應收租金及物業管理費乃預先發出賬單，租客／住戶於收到賬單後支付，平均信貸期為一個月。

在正常情況下，本集團不會向其客戶授出信貸期。本集團對未收回之應收款項保持嚴格控制及盡量減低信貸風險。逾期款項餘額由管理層作出定期檢討。鑒於上述原因及本集團之應收貿易賬款涉及眾多不同客戶，故本集團並無過度集中之信貸風險。本集團並無就其應收貿易賬款結餘持有任何抵押品或其他信貸增級工具。應收貿易賬款為非付息及無抵押之款項。

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22. TRADE RECEIVABLES (continued)

An aging analysis of the trade receivables as at the reporting date, based on the invoice date and net of loss allowance, is as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Within 1 month	一個月之內	29,627	23,459
1 to 3 months	一至三個月	21,616	13,052
Over 3 months	三個月以上	14,468	3,745
		65,711	40,256

An impairment analysis is performed at each reporting date using a provision matrix to measure ECL. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written off if past due for more than one year and are not subject to enforcement activity.

The financial impact of ECL for trade receivables under HKFRS 9 was insignificant for the years ended 31 December 2023 and 2022.

22. 應收貿易賬款(續)

扣除損失準備後之應收貿易賬款(以發票日期為準)於報告日期之賬齡分析如下:

於每個報告日期使用撥備矩陣進行減值分析，以計量預貸損。將具有類似損失模式之各個客戶群分組，並根據分組之逾期天數計算撥備率。有關計算反映了概率加權結果、金錢之時間價值以及於報告日就過去事件、當前狀況與未來經濟狀況預測而獲取之合理且有依據之信息。一般而言，逾期超過一年並且不受執法活動影響之應收貿易賬款將予以撇銷。

截至2023年12月31日及2022年12月31日止年度，應收貿易賬款按香港財務報告準則第9號計算之預貸損並無重大財務影響。

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23. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES 23. 預付款項、按金及其他應收賬款

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Deposits and other receivables	按金及其他應收賬款	2,130,614	2,084,918
Less: impairment allowance	減：減值準備	(108,805)	(63,489)
Deposits and other receivables, net	按金及其他應收賬款，淨額	2,021,809	2,021,429
Loans receivable (Note i)	應收貸款 (附註i)	2,343,859	2,833,240
Less: impairment allowance	減：減值準備	(462,832)	(433,057)
Loans receivable, net	應收貸款，淨額	1,881,027	2,400,183
Prepayments	預付款項	280,929	287,872
Prepaid other taxes and surcharges (Note ii)	預付其他稅款及附加費 (附註ii)	861,419	672,703
Cost of obtaining contracts	取得合同所產生之成本	163,844	109,839
Non-current portion		5,209,028	5,492,026
		(28,778)	(208,001)
Current portion		5,180,250	5,284,025

Notes:

(i) The amounts represent loans made to customers of the Group's micro-financing business.

(ii) The amounts mainly represent value-added tax, other taxes and surcharges prepaid for the sales deposits received from the pre-sale of properties in the PRC.

附註：

(i) 金額乃給予本集團小額融資業務之客戶。

(ii) 金額主要指就預售國內物業收取之銷售按金款項所預繳之增值稅、其他稅金及附加費。

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23. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (continued)

Other receivables and loans receivable

Except for the following receivables, other receivables are unsecured, non-interest-bearing and repayment on demand.

- (i) At 31 December 2023, an other receivable of RMB117,474,000 (2022: RMB117,474,000) was secured by the equity share of a PRC property development company and bearing interest at 8% (2022: 8%). The other receivable is repayable on demand.
- (ii) At 31 December 2023, an other receivable of RMB90,000,000 (2022: RMB120,000,000) was secured by the equity share of a PRC property development company and bearing interest at 8% (2022: 8%). The other receivable is repayable within one year.

23. 預付款項、按金及其他應收賬款(續)

其他應收賬款及應收貸款

除下述之應收賬款外，其他應收賬款乃無抵押、免息及按要求時償還。

- (i) 於2023年12月31日，其他應收款人民幣117,474,000元(2022年：人民幣117,474,000元)由國內一家物業發展公司之股權作抵押，利息為年利率8%(2022年：8%)。該其他應收款按要求時償還。
- (ii) 於2023年12月31日，其他應收款人民幣90,000,000元(2022年：120,000,000元)由國內一家物業發展公司之股權作抵押，利息為年利率8%(2022年：8%)。該其他應收款須於一年內償還。

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23. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (continued) 23. 預付款項、按金及其他應收賬款(續)

Other receivables and loans receivable (continued)

All loans receivable are interest-bearing at rates ranging from 5.2% to 20.0% (2022: from 5.0% to 20.0%) per annum with repayment terms from 2 months to 6 years (2022: from 1 month to 6 years). Certain loans receivables amounting to RMB2,255,858,000 (2022: RMB2,472,104,000) are secured by the other properties of the borrowers or their affiliates, or rent receivables of their other properties (2022: by the other properties of the borrowers or their affiliates, or rent receivables of their other properties), while the remaining loans receivable are unsecured.

The movements in provisions for impairment of other receivables and loans receivable are as follows:

(a) Other receivables

其他應收賬款及應收貸款(續)

所有應收貸款利息為年利率由5.2%至20.0% (2022年：由5.0%至20.0%) 及還款期由兩個月至六年 (2022年：一個月至六年)。除若干應收貸款人民幣2,255,858,000元 (2022年：人民幣2,472,104,000元) 由借款人或其親屬之其他物業或其他物業之應收租金作抵押 (2022年：由借款人或其親屬之其他物業或其他物業之應收租金作抵押) 外，應收貸款乃無抵押。

其他應收賬款及應收貸款之減值撥備變動如下：

(a) 其他應收賬款

		2023	2022
		2023年	2022年
		RMB' 000	RMB'000
		人民幣千元	人民幣千元
At 1 January	於1月1日	63,489	38,972
Impairment losses, net (Note 7)	減值虧損，淨額(附註7)	45,394	23,374
Amount written off as uncollectible	撇銷不可收回金額	(510)	-
Acquisition of subsidiaries	收購附屬公司	-	826
Disposal of subsidiaries	出售附屬公司	-	(3)
Exchange realignment	匯兌調整	432	320
At 31 December	於12月31日	108,805	63,489

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23. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (continued) 23. 預付款項、按金及其他應收賬款 (續)

Other receivables and loans receivable (continued)

(b) Loans receivable

其他應收賬款及應收貸款 (續)

(b) 應收貸款

		2023 2023年 RMB' 000 人民幣千元	2022 2022年 RMB' 000 人民幣千元
At 1 January	於1月1日	433,057	404,074
Impairment losses recognised (Note 7)	已確認減值虧損 (附註7)	29,810	30,977
Amount written off as uncollectible	撇銷不可收回金額	(35)	(1,994)
		462,832	433,057

An impairment analysis is performed at each reporting date. Where no comparable companies with credit ratings can be identified, expected credit losses are estimated by applying a loss rate approach with reference to the historical loss record of the Group. The loss rate is adjusted to reflect the current conditions and forecasts of future economic conditions, as appropriate. As at 31 December 2023, the loss rate of other receivables applied was 5% (2022: 5%) and the loss rates of loans receivable applied were ranging from 1% to 62% (2022: 1% to 62%).

Except for certain other receivables and loans receivable which are impaired, none of the above assets is impaired. The financial assets included in the above balances relate to receivables for which there was no recent history of default and past due amounts.

於每個報告日進行減值分析。倘未能識別具有信貸評級之可比公司，預期信貸損失則參考本集團歷史損失數據，並採用損失率方法作出估計。損失率會根據現時狀況及對未來經濟狀況之預測適當地進行調整。於2023年12月31日，其他應收賬款之損失率為5% (2022年：5%)，而應收貸款之損失率由1%至62% (2022年：1%至62%)。

除若干出現減值之其他應收賬款及應收貸款外，上述資產並無出現減值。以上結餘之財務資產乃近期並無拖欠紀錄之應收賬款。

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24. RESTRICTED CASH, DEPOSITS, BANK AND CASH BALANCES 24. 受限制現金、存款、銀行及現金結餘

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Cash and bank balances (<i>Note a</i>)	現金及銀行結餘 (<i>附註a</i>)	5,161,269	6,847,242
Less: Restricted cash (<i>Note b</i>)	減: 受限制現金 (<i>附註 b</i>)	(2,706,967)	(794,086)
		2,454,302	6,053,156

Notes:

- (a) Cash at banks earns interest at floating rates based on daily bank deposit rates. At 31 December 2023, there was no time deposit (2022: time deposits are made for seven days, and earn interest at the respective time deposit rates). The bank balances are deposited with creditworthy banks with no recent history of default.
- (b) At 31 December 2023, the amount mainly represents proceeds received from sale of properties in the PRC amounting to RMB2,404,552,000 (2022: RMB746,766,000) which are confined to the usage of construction work, and bank balances pledged for bank borrowings amounting to RMB240,603,000 (2022: Nil).

At the end of the reporting period, deposits, bank and cash balances of the Group denominated in RMB, HK\$, United States dollars ("US\$") and Euro amounted to RMB4,912,123,000, RMB6,174,000, RMB242,971,000 and RMB1,000, respectively (2022: RMB, HK\$, US\$ and Euro amounted to RMB6,594,104,000, RMB11,076,000, RMB242,061,000 and RMB1,000, respectively). The RMB is not freely convertible into other currencies, however, under Chinese Mainland's Foreign Exchange Control Regulations and Administration of Settlement, and Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

附註：

- (a) 銀行結餘按銀行每日存款利率之浮動利率計息。於2023年12月31日並無任何定期存款(2022年：定期存款乃七天存款期，並按相關之定期存款利率計息)。銀行結餘乃存放於近期無違約記錄且信譽良好之銀行。
- (b) 於2023年12月31日，該金額主要為用途受限制用於建築工程上之國內物業出售所得款人民幣2,404,552,000元(2022年：人民幣746,766,000元)，以及銀行借款之質押存款人民幣240,603,000元(2022年：無)。

於報告期末，本集團之人民幣、港幣、美元及歐元存款、銀行及現金結餘分為人民幣4,912,123,000元、人民幣6,174,000元、人民幣242,971,000元及人民幣1,000元(2022年：人民幣、港幣、美元及歐元存款、銀行及現金結餘分為人民幣6,594,104,000元、人民幣11,076,000元、人民幣242,061,000元及人民幣1,000元)。人民幣不能自由兌換成其他貨幣；然而，根據中國大陸外匯管理條例和結匯、售匯及付匯管理規定，本集團可通過獲准進行外匯業務之銀行，將人民幣兌換成為其他貨幣。

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25. ISSUED CAPITAL

(a) Authorised and issued capital

Details of the changes in the Company's authorised and issued capital between the beginning and the end of the year are set out below:

		2023 2023年			2022 2022年		
		Number of shares 股份數目	HK\$'000 港幣千元	Equivalent to RMB'000 相等於 人民幣千元	Number of shares 股份數目	HK\$'000 港幣千元	Equivalent to RMB'000 相等於 人民幣千元
Ordinary shares of HK\$0.10 each	普通股每股港幣0.10元						
Authorised:	法定：						
At 1 January and 31 December	於1月1日及12月31日	40,000,000,000	4,000,000		40,000,000,000	4,000,000	
Issued and fully paid:	已發行及繳足：						
At 1 January	於1月1日	16,609,686,827	1,660,969	1,504,813	16,586,856,827	1,658,686	1,502,930
Issue of new shares on exercise of share options (i)	行使購股權所發行新股份(i) of share options (i)	4,000,000	400	351	22,830,000	2,283	1,883
At 31 December	於12月31日	16,613,686,827	1,661,369	1,505,164	16,609,686,827	1,660,969	1,504,813

(i) During the year, the subscription rights attaching to 4,000,000 share options were exercised at an exercise price of HK\$0.44 per share and resulting in the issue of new ordinary shares of the Company at a nominal value of HK\$0.10 each for a total cash consideration, before expenses, of HK\$1,760,000 (equivalent to RMB1,487,000). The proceeds from the exercise of share options would be applied for general working capital of the Group.

25. 已發行股本

(a) 法定及已發行股本

本公司法定及已發行股本之本年度始末變動載列如下：

(i) 年內，4,000,000份購股權所附帶之購股權已按行使價每股港幣0.44元獲行使，並就此發行每股面值港幣0.10元之本公司新普通股，總現金代價（扣除開支前）為港幣1,760,000元（相等於人民幣1,487,000元）。行使購股權之所得款項將用作本集團之一般營運資金。

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25. ISSUED CAPITAL (continued)

(b) Share option schemes

A summary of the share option schemes of the Company is set out in the section headed "Share Option Schemes" in the Directors' Report of the annual report. No share-based compensation expenses were recognised by the Group arising from options vested during the year (2022: Nil) as all share options were vested in full in 2017.

(i) Movements

Movements in the number of share options outstanding and their related weighted average exercise prices during the year are as follows:

		2023 2023年		2022 2022年	
		Weighted average exercise price per share 每股加權 平均行使價 HK\$ 港幣	Number of share options 購股權數目	Weighted average exercise price per share 每股加權 平均行使價 HK\$ 港幣	Number of share options 購股權數目
At 1 January	於1月1日	0.7235	195,747,000	0.7015	218,577,000
Exercised	行使	0.4400	(4,000,000)	0.5129	(22,830,000)
Lapsed	失效	0.7741	(166,099,000)	-	-
At 31 December	於12月31日	0.4400	25,648,000	0.7235	195,747,000

At the end of the reporting period, all (2022: all) outstanding options were exercisable.

25. 已發行股本(續)

(b) 購股權計劃

本公司購股權計劃概要載於年報中董事會報告「購股權計劃」一節內。由於購股權均已於2017年全數歸屬，因此本集團於年內並無就確認歸屬購股權所產生之股份酬金開支(2022年：無)。

(i) 變動

年內尚未行使購股權之數目及彼等之相關加權平均行使價之變動如下：

於報告期末，尚未行使之購股權全部(2022年：全部)均可行使。

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25. ISSUED CAPITAL (continued)

(b) Share option schemes (continued)

(ii) Exercise prices

The exercise prices and exercise periods of the share options outstanding as at the end of the reporting period are as follows:

Date of grant 授出日期	Exercise period 行使期	2023 2023年		2022 2022年	
		Exercise price 行使價 HK\$ 港幣	Number of share options 購股權數目	Exercise price 行使價 HK\$ 港幣	Number of share options 購股權數目
07/01/2013	07/01/2014 – 06/01/2023	0.550	–	0.550	12,160,000
20/05/2013	20/05/2014 – 19/05/2023	0.792	–	0.792	153,939,000
29/12/2014	29/12/2015 – 28/12/2024	0.440	25,648,000	0.440	29,648,000
		0.440	25,648,000		195,747,000

(iii) All share options granted were vested and exercisable in full in 2017 in accordance with the vesting period set out in their respective offer letters.

25. 已發行股本(續)

(b) 購股權計劃(續)

(ii) 行使價

於報告期末尚未行使購股權之行使價及行使期如下：

(iii) 所有授出之購股權已根據其各自的要約函件所載之歸屬期於2017年全數歸屬及可予以行使。

26. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on pages 104 to 105 of the annual report.

The merger reserves of the Group represent the differences between the nominal value of the aggregate share capital of subsidiaries acquired and the nominal value of the share capital of the Company issued in exchange therefor pursuant to the business combination taking place on 29 October 2013.

26. 儲備

本集團之儲備金額及其於本年度及上年度之變動載列於年報第104頁至第105頁之綜合權益變動表。

本集團合併儲備乃本公司於2013年10月29日發生之業務合併中為換取附屬公司而發行之股本面值與被收購附屬公司之總股本面值之差額。

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27. TRADE AND BILLS PAYABLES

An aging analysis of the trade and bills payables as at the reporting date, based on the invoice date, is as follows:

		2023 2023年 RMB' 000 人民幣千元	2022 2022年 RMB' 000 人民幣千元
Within 1 month	一個月之內	3,888,362	2,359,438
1 to 3 months	一至三個月	553,897	648,211
Over 3 months	三個月以上	1,388,269	1,472,056
		5,830,528	4,479,705

Trade and bills payables are non-interest-bearing and are normally settled within an average term of one month.

27. 應付貿易賬款及票據

應付貿易賬款及票據(以發票日期為準)於報告日期之賬齡分析如下:

應付貿易賬款及票據為免息且通常於平均一個月內償還。

28. ADVANCED RECEIPTS, ACCRUALS AND OTHER PAYABLES

Contract liabilities (Note)	合同負債(附註)	15,405,914	9,353,041
Advanced rental receipts	預收租金款項	103,439	88,104
Rental and other deposits received	已收租金及其它按金	366,401	307,768
Accrued expenses	應計提費用	178,629	392,076
Other payables	其他應付賬款	2,400,272	2,050,962
		18,454,655	12,191,951

Other payables are unsecured, non-interest-bearing and have no fixed terms of repayment.

Note:

At 31 December 2023, the contract liabilities of RMB15,405,914,000 (31 December 2022: RMB9,353,041,000 and 1 January 2022: RMB6,589,063,000) include short-term advances received to deliver properties. The increase in contract liabilities in 2023 and 2022 was mainly due to the increase in short-term advances received from customers in relation to the pre-sale of properties during the year.

28. 預收款項、應計提賬項及其他應付賬款

		2023 2023年 RMB' 000 人民幣千元	2022 2022年 RMB' 000 人民幣千元
Contract liabilities (Note)	合同負債(附註)	15,405,914	9,353,041
Advanced rental receipts	預收租金款項	103,439	88,104
Rental and other deposits received	已收租金及其它按金	366,401	307,768
Accrued expenses	應計提費用	178,629	392,076
Other payables	其他應付賬款	2,400,272	2,050,962
		18,454,655	12,191,951

其他應付賬款乃無抵押、免息及無固定還款期。

附註:

於2023年12月31日，合同負債人民幣15,405,914,000元(2022年12月31日：人民幣9,353,041,000元及2022年1月1日：人民幣6,589,063,000元)包括就交付物業所收取之預收賬款。2023年及2022年增加之合同負債主要由於年內預售物業向客戶收取之短期預收款項增加所致。

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29. CONTINGENT LIABILITIES

- (a) As at 31 December 2023, the Group provided guarantees to certain banks in respect of mortgages granted by banks relating to the mortgage loans arranged for purchasers of the Group's properties. Pursuant to the terms of the guarantees, upon default in mortgage payments by these purchasers, the Group is responsible for repaying the outstanding mortgage principals together with the accrued interest and penalty owed by the defaulting purchasers to the banks and the Group is entitled but not limited to take over the legal titles and possession of the related properties. The Group's guarantee period starts from the dates of grant of the relevant mortgage loans and ends upon issuance of the real estate ownership certificates. As at 31 December 2023, the Group's outstanding guarantees amounted to RMB4,313,704,000 (2022: RMB4,199,480,000).

The Directors consider that the fair value of the guarantees is not significant and in case of defaulting payments, the net realisable value of the related properties will be sufficient to cover the outstanding mortgage principals, the accrued interest and penalty. Therefore, no provision has been made in the financial statements for the year ended 31 December 2023 (2022: Nil) for these guarantees.

- (b) At the end of the reporting period, the Group provided an aggregate maximum guarantees of US\$125,956,000 (equivalent to RMB892,110,000) (2022: US\$152,376,000 (equivalent to RMB1,061,240,000)) to financial institutions for facilities granted to the joint ventures of the Group. As at 31 December 2023, the facilities guaranteed by the Group to the joint ventures were utilised to the extent of approximately RMB753,271,000 (2022: RMB933,272,000).

The Directors consider that the fair value of the guarantees is not significant and in case of defaulting payments, the net realisable value of properties under development owned by these joint ventures will be sufficient to cover the outstanding mortgage principals, the accrued interest and penalty. Therefore, no provision has been made in the financial statements for the year ended 31 December 2023 (2022: Nil) for these guarantees.

29. 或然負債

- (a) 於2023年12月31日，就銀行提供按揭貸款予本集團物業之買家，本集團向該等若干銀行提供擔保。根據擔保條款，若該等買家拖欠按揭款項，本集團有責任向銀行清還該等拖欠買家之未償還按揭本金連同應付利息及罰款，而本集團有權但不限於接管有關物業之法定所有權及其擁有權。本集團之擔保期限由提供相關按揭貸款當日開始至出具物業房產證為止。於2023年12月31日，本集團尚未結清之擔保為人民幣4,313,704,000元（2022年：人民幣4,199,480,000元）。

董事認為擔保之公允值並不重大，並且倘出現買家拖欠款項時，有關物業之可變現淨值將足以彌補未償還按揭本金、應付利息及罰款，因此，截至2023年12月31日止年度並無就該等擔保於財務報表內計提撥備（2022年：無）。

- (b) 於報告期末，就金融機構授出融資予本集團合營公司，本集團向該等金融機構提供最高擔保總額為美元125,956,000（相等於人民幣892,110,000元）（2022年：美元152,376,000（相等於人民幣1,061,240,000元））。於2023年12月31日，由本集團擔保而提供予該等合營公司之融資已動用約人民幣753,271,000元（2022年：人民幣933,272,000元）。

董事認為擔保之公允值並不重大，並且倘出現買家拖欠款項時，該等合營公司持有之發展中物業之可變現淨值將足以彌補未償還按揭本金、應付利息及罰款，因此，截至2023年12月31日止年度並無就該等擔保於財務報表內計提撥備（2022年：無）。

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30. INTEREST-BEARING BANK AND OTHER BORROWINGS 30. 附息銀行及其他貸款

		2023 2023年			2022 2022年		
		Effective annual interest rate (%) 實際年利率 (%)	Maturity (Financial year) 到期 (財政年度)	RMB' 000 人民幣千元	Effective annual interest rate (%) 實際年利率 (%)	Maturity (Financial year) 到期 (財政年度)	RMB' 000 人民幣千元
Current	流動						
Bank borrowings	銀行貸款						
- Unsecured	- 無抵押	6.04	2024	249,692	4.89-6.61	2023	2,768,092
Current portion of long term bank borrowings	長期銀行貸款 即期部份						
- Unsecured	- 無抵押	4.80-7.36	2024	374,288	3.80-5.96	2023	51,003
- Secured (Notes a, b, c)	- 有抵押(附註a, b, c)	3.15-5.90	2024	587,794	5.20	2023	100,000
Current portion of long term other borrowings	長期其他貸款 即期部份						
- Secured	- 有抵押	-	-	-	4.50	2023	284,387
				1,211,774			3,203,482
Non-current	非流動						
Bank borrowings	銀行貸款						
- Unsecured	- 無抵押	4.75-4.80	2025-2028	693,000	3.80-5.96	2024-2034	464,742
- Secured (Notes a, b, c)	- 有抵押(附註a, b, c)	3.15-5.90	2025-2043	9,547,974	4.30-5.20	2030-2037	2,330,000
				10,240,974			2,794,742
				11,452,748			5,998,224

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30. INTEREST-BEARING BANK AND OTHER BORROWINGS (continued)

30. 附息銀行及其他貸款(續)

Notes:

- (a) At the end of the reporting period, certain bank borrowings are secured by certain of the Group's properties under development and properties held for sale with aggregate carrying values of RMB3,190,026,000 and RMB200,560,000 respectively (2022: Nil).
- (b) At the end of the reporting period, certain bank borrowings are secured by certain of the Group's investment properties with an aggregate carrying value of RMB14,641,920,000 (2022: RMB1,665,680,000), assignments of rental income from the leases of certain of the Group's investment properties (2022: assignments of rental income from the leases of certain of the Group's investment properties) and bank balances of RMB240,603,000 (2022: Nil).
- (c) At the end of reporting period, bank borrowings of RMB2,298,000,000 (2022: Nil) are guaranteed by Gemdale Corporation.

Interest-bearing bank and other borrowings are repayable as follows:

附註：

- (a) 於報告期末，若干銀行貸款由本集團若干發展中物業及待出售物業作抵押，其賬面值總額分別為人民幣3,190,026,000元及人民幣200,560,000元(2022年：無)。
- (b) 於報告期末，若干銀行貸款由本集團若干投資物業作抵押，其賬面值總額為人民幣14,641,920,000元(2022年：人民幣1,665,680,000元)，及以本集團若干投資物業之租賃租金收入(2022年：本集團若干投資物業之租賃租金收入)及銀行結餘人民幣240,603,000元(2022年：無)作為質押。
- (c) 於報告期末，銀行貸款額人民幣2,298,000,000元(2022年：無)乃由金地集團提供擔保。

附息銀行及其他貸款之償還期如下：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Within one year or on demand	於一年內或按要求時償還	1,211,774	3,203,482
In the second year	於第二年內	1,541,583	594,845
In the third to fifth years, inclusive	於第三年至第五年內， 包括首尾兩年	2,717,447	891,574
Over five years	五年以上	5,981,944	1,308,323
		11,452,748	5,998,224

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30. INTEREST-BEARING BANK AND OTHER BORROWINGS (continued)

The carrying amounts of interest-bearing bank and other borrowings at the reporting date were denominated in the following currencies:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
HK\$	港幣	362,288	1,443,634
RMB	人民幣	11,090,460	2,828,334
US\$	美元	-	1,726,256
		11,452,748	5,998,224

At the end of the reporting period, 100% (2022: 100%) of interest-bearing bank borrowings are at floating rate basis.

At the end of prior year, 100% of interest-bearing other borrowings are at a fixed rate of 4.5% per annum.

於報告期日，附息銀行及其他貸款之賬面值按以下貨幣記賬：

於報告期末，本集團100%（2022年：100%）附息銀行貸款乃按浮動利率計息。

於上年末，100%附息其他貸款乃按固定年利率4.5%計息。

31. LEASE LIABILITIES

The carrying amount of lease liabilities and the movements during the year are as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Carrying amount at 1 January	於1月1日之賬面值	1,035,552	1,006,857
New leases	新增租賃	874	109,559
Accretion of interest recognised during the year	本年內確認之利息	47,674	49,763
Payments	付款	(144,319)	(132,388)
Termination	終止	(105)	-
Exchange realignment	匯兌調整	190	1,761
Carrying amount at 31 December	於12月31日之賬面值	939,866	1,035,552
Analysed into:	分析如下：		
Current portion	即期部份	77,475	99,395
Non-current portion	非即期部份	862,391	936,157
Analysed into:	分析如下：		
Within one year	一年內	77,475	99,395
In the second year	第二年	135,972	126,009
In the third to fifth years, inclusive	第三年至第五年 (包括首尾兩年)	356,017	332,203
Over five years	五年以上	370,402	477,945

The maturity analysis of lease liabilities is disclosed in note 44 to the financial statements.

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租賃負債之到期日分析已於財務附註44中披露。

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財務報表附註

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32. BALANCES WITH RELATED PARTIES

32. 與關連方之結餘

		Notes 附註	2023 2023年 RMB' 000 人民幣千元	2022 2022年 RMB' 000 人民幣千元
Amounts due from group companies	應收集團公司款項	(i)	36,952	19,259
Amounts due from joint ventures and associates	應收合營公司及聯營公司款項	(ii)	5,942,252	5,791,346
Amounts due from non-controlling shareholders	應收非控股股東款項	(iii)	3,179,017	2,877,287
Amount due from a related company	應收關連公司款項	(iv)	1,122,954	1,233,465
			10,281,175	9,921,357
Amounts due to group companies	應付集團公司款項	(v)	(14,253,257)	(21,216,335)
Amounts due to joint ventures and associates	應付合營公司及聯營公司款項	(vi)	(7,974,591)	(8,176,163)
Amounts due to non-controlling shareholders	應付非控股股東款項	(vii)	(1,313,365)	(1,193,949)
			(23,541,213)	(30,586,447)

Notes:

- (i) The balances are unsecured, non-interest bearing and repayable on demand (2022: unsecured, non-interest bearing and repayable on demand). The balances are denominated in HK\$, RMB and US\$ amounting to RMB192,000, RMB34,832,000 and RMB1,928,000 (2022: RMB and US\$ amounting to RMB189,000, RMB17,175,000 and RMB1,895,000) respectively. The carrying amounts of the balances approximate to their fair values.

附註：

- (i) 該等結餘乃無抵押、免息及按要求時償還(2022年：無抵押、免息及按要求時償還)。該等結餘按港元、人民幣及美元記賬，金額分別為人民幣192,000元、人民幣34,832,000元及人民幣1,928,000元(2022年：分別為人民幣189,000元、人民幣17,175,000元及人民幣1,895,000元)。結餘賬面值與其公允值相若。

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32. BALANCES WITH RELATED PARTIES (continued)

Notes: (continued)

(ii) The balances are denominated in HK\$, RMB and US\$ amounting to RMB146,097,000, RMB4,812,650,000 and RMB983,505,000 (2022: RMB132,177,000, RMB4,935,453,000 and RMB723,716,000) respectively. The balances are unsecured, non-interest bearing and repayable on demand (2022: unsecured, non-interest bearing and repayable on demand) except for the balances of RMB22,843,000 (2022: RMB234,104,000) which are interest-bearing at rates ranging from 5% to 8% (2022: 5% to 12%) per annum and the balance of US\$7,490,000 (equivalent to RMB53,052,000) (2022: Nil) which is interest-bearing at an interest rate of 7% per annum. The carrying amounts of the balances approximate to their fair values.

(iii) The balances are denominated in RMB and US\$ (2022: HK\$, RMB and US\$) amounting to RMB2,861,390,000 and RMB317,627,000 (2022: RMB2,753,000, RMB2,677,993,000 and RMB196,541,000) respectively. The balances are unsecured, non-interest bearing and repayable within one year (2022: unsecured, non-interest bearing and repayable within one year) except for the balances of US\$935,000 (equivalent to RMB6,624,000) (2022: US\$1,314,000 (equivalent to RMB9,154,000)) which are interest-bearing at 4.5% (2022: 4.5%) per annum. The carrying amounts of the balances approximate to their fair values.

(iv) The related company is a subsidiary of a substantial shareholder of one of the non-wholly-owned subsidiaries of the Company. The balance is unsecured, interest-bearing at Loan Prime Rate ("LPR") and not repayable within one year. The balance is denominated in RMB.

32. 與關連方之結餘 (續)

附註：(續)

(ii) 該等結餘按港元、人民幣及美元記賬，金額分別為人民幣146,097,000元、人民幣4,812,650,000元及人民幣983,505,000元（2022年：分別為人民幣132,177,000元、人民幣4,935,453,000元及人民幣723,716,000元）。除人民幣22,843,000元（2022年：人民幣234,104,000元）按年利率由5%至8%（2022年：5%至12%）計息，以及美元7,490,000（相等於人民幣53,052,000元）（2022年：無）按年利率7%計息之外，其他結餘乃無抵押、免息及按要求時償還（2022年：無抵押、免息及按要求時償還）。結餘賬面值與其公允值相若。

(iii) 該等結餘按人民幣及美元（2022年：港元、人民幣及美元）記賬，金額分別為人民幣2,861,390,000元及人民幣317,627,000元（2022年：分別為人民幣2,753,000元、人民幣2,677,993,000元及人民幣196,541,000元）。除美元935,000（相等於人民幣6,624,000元）（2022年：美元1,314,000（相等於人民幣9,154,000元））按利率4.5%（2022年：4.5%）計息外，其他結餘乃無抵押、免息及按要求時償還（2022年：無抵押、免息及按要求時償還）。結餘賬面值與其公允值相若。

(iv) 該關連公司乃本公司其中一家非全資附屬公司之一名主要股東之附屬公司。結餘乃無抵押，利息按貸款市場報價利率計算及無須於一年內償還。該等結餘按人民幣記賬。

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32. BALANCES WITH RELATED PARTIES (continued)

Notes: (continued)

- (v) The balances are denominated in RMB and US\$ (2022: RMB and US\$) amounting to RMB4,912,326,000 and RMB9,340,931,000 (2022: RMB12,762,549,000 and RMB8,453,786,000) respectively. The balances are unsecured, non-interest bearing and repayable on demand (2022: unsecured, non-interest bearing and repayable on demand) except for the balances of RMB2,444,425,000 and RMB300,000,000 (2022: RMB10,273,202,000) which are interest-bearing at LPR and at an interest rate of 8% per annum respectively (2022: LPR) and not repayable within one year (2022: not repayable within one year), and the balances of US\$1,214,209,000 (equivalent to RMB8,589,861,000 (2022: US\$1,161,967,000 (equivalent to RMB8,092,636,000))) which are interest-bearing at rates ranging from 3% to 4.95% (2022: 3% to 5.41%) per annum and not repayable within one year (2022: not repayable within one year).
- (vi) The balances are unsecured, non-interest bearing and repayable on demand (2022: unsecured, non-interest bearing and repayable on demand). The balances are denominated in RMB, US\$, HK\$ (2022: RMB and US\$) amounting to RMB7,143,006,000, RMB827,045,000, and RMB4,540,000 (2022: RMB7,815,658,000 and RMB360,505,000) respectively. The carrying amounts of the balances approximate to their fair values.
- (vii) The balances are denominated in RMB and US\$ amounting to RMB1,238,000,000 and RMB75,365,000 (2022: RMB1,119,856,000 and RMB74,093,000) respectively. The balances are unsecured, non-interest bearing and repayable on demand (2022: unsecured, non-interest bearing and repayable on demand) except for the balances of RMB63,626,000 which are interest-bearing at an interest rate of 8% per annum (2022: Nil). The carrying amounts of the balances approximate to their fair values.

32. 與關連方之結餘 (續)

附註：(續)

- (v) 該等結餘按人民幣及美元(2022年：人民幣及美元)記賬，金額分別為人民幣4,912,326,000元及人民幣9,340,931,000元(2022年：分別為人民幣12,762,549,000元及人民幣8,453,786,000元)。除人民幣2,444,425,000元及人民幣300,000,000元(2022年：人民幣10,273,202,000元)分別按貸款市場報價利率及年利率8%(2022年：貸款市場報價利率)計息及無須於一年內償還(2022年：無須於一年內償還)，以及美元1,214,209,000(相等於人民幣8,589,861,000元)(2022年：美元1,161,967,000(相等於人民幣8,092,636,000元))按年利率由3%至4.95%(2022年：3%至5.41%)計息及無須於一年內償還(2022年：無須於一年內償還)之外，其他結餘乃無抵押、免息及按要求時償還(2022年：無抵押、免息及按要求時償還)。
- (vi) 該等結餘乃無抵押、免息及按要求時償還(2022年：無抵押、免息及按要求時償還)。該等結餘按人民幣、美元、港幣(2022年：人民幣及美元)記賬，金額分別為人民幣7,143,006,000元、人民幣827,045,000元及人民幣4,540,000元(2022年：分別為人民幣7,815,658,000元及人民幣360,505,000元)。結餘賬面值與其公允值相若。
- (vii) 該等結餘按人民幣及美元記賬，金額分別為人民幣1,238,000,000元及人民幣75,365,000元(2022年：分別為人民幣1,119,856,000元及人民幣74,093,000元)。除人民幣63,626,000元按年利率8%計息(2022年：無)之外，其他結餘乃無抵押、免息及按要求時償還(2022年：無抵押、免息及按要求時償還)。結餘賬面值與其公允值相若。

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33. DEFERRED TAX

The movements of deferred tax liabilities during the year are as follows:

33. 遞延稅項

遞延稅項負債於年內之變動如下：

		Revaluation of properties 重估物業 RMB' 000 人民幣千元	Depreciation allowance in excess of related depreciation 折舊免稅 額大於折舊額 RMB' 000 人民幣千元	Fair value adjustments arising from acquisition of subsidiaries 收購附屬 公司產生之 公允值調整 RMB' 000 人民幣千元	Withholding income taxes and others 預扣所得稅 及其他 RMB' 000 人民幣千元	Right of use assets 使用權資產 RMB' 000 人民幣千元	Total 總額 RMB' 000 人民幣千元
At 1 January 2023	於2023年1月1日	1,694,228	161,353	2,133	542,833	-	2,400,547
Effect of adoption of amendments to HKAS 12 (Note 2.2(c))	採納香港會計準則第12號之修訂之影響(附註2.2(c))	-	-	-	-	229,476	229,476
At 1 January 2023 (restated)	於2023年1月1日(重列)	1,694,228	161,353	2,133	542,833	229,476	2,630,023
Deferred tax charged/(credited) to the statement of profit or loss (Note 9)	於損益表內扣除/(計入)之遞延稅項(附註9)	(33,933)	50,694	(2,133)	(43,418)	(26,307)	(55,097)
Acquisition of subsidiaries (Notes 35, 36)	收購附屬公司(附註35, 36)	298,525	-	-	-	-	298,525
Exchange realignment	匯兌調整	(50)	-	-	-	-	(50)
At 31 December 2023	於2023年12月31日	1,958,770	212,047	-	499,415	203,169	2,873,401
At 31 December 2021	於2021年12月31日	1,338,999	111,601	3,791	461,926	-	1,916,317
Effect of adoption of amendments to HKAS 12 (Note 2.2(c))	採納香港會計準則第12號之修訂之影響(附註2.2(c))	-	-	-	-	231,993	231,993
At 1 January 2022 (restated)	於2022年1月1日(重列)	1,338,999	111,601	3,791	461,926	231,993	2,148,310
Deferred tax charged/(credited) to the statement of profit or loss (Note 9)	於損益表內扣除/(計入)之遞延稅項(附註9)	228,991	49,752	(1,658)	74,764	(2,517)	349,332
Acquisition of subsidiaries (Notes 35, 36)	收購附屬公司(附註35, 36)	125,844	-	-	-	-	125,844
Exchange realignment	匯兌調整	394	-	-	6,143	-	6,537
At 31 December 2022 (restated)	於2022年12月31日(重列)	1,694,228	161,353	2,133	542,833	229,476	2,630,023

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33. DEFERRED TAX (continued)

The movements of deferred tax assets during the year are as follows:

33. 遞延稅項 (續)

遞延稅項資產於年內之變動如下：

		Tax losses and others	Provision for receivables	Provision for LAT	Accruals	Lease liabilities	Total
		稅項虧損及其他	應收賬款減值準備	土地增值稅預提	預提成本	租賃負債	總額
		RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2023	於2023年1月1日	735,409	128,677	525,154	-	-	1,389,240
Effect of adoption of amendments to HKAS 12 (Note 2.2(c))	採納香港會計準則第12號之修訂之影響(附註2.2(c))	-	-	-	-	254,308	254,308
At 1 January 2023 (restated)	於2023年1月1日(重列)	735,409	128,677	525,154	-	254,308	1,643,548
Deferred tax credited to the statement of profit or loss (Note 9)	於損益表內計入之遞延稅項(附註9)	224,914	72,428	(167,196)	3,805	(20,858)	113,093
Acquisition of subsidiaries (Notes 35, 36)	收購附屬公司(附註35, 36)	38,983	35,984	-	-	-	74,967
Disposal of subsidiaries (Note 37)	出售附屬公司(附註37)	(3)	-	-	-	-	(3)
Exchange realignment	匯兌調整	129	-	-	-	-	129
At 31 December 2023	於2023年12月31日	999,432	237,089	357,958	3,805	233,450	1,831,734
At 31 December 2021	於2021年12月31日	591,429	122,880	512,670	-	-	1,226,979
Effect of adoption of amendments to HKAS 12 (Note 2.2(c))	採納香港會計準則第12號之修訂之影響(附註2.2(c))	-	-	-	-	245,725	245,725
At 1 January 2022 (restated)	於2022年1月1日(重列)	591,429	122,880	512,670	-	245,725	1,472,704
Deferred tax credited to the statement of profit or loss (Note 9)	於損益表內計入之遞延稅項(附註9)	109,902	5,797	12,484	-	8,583	136,766
Acquisition of subsidiaries (Notes 35, 36)	收購附屬公司(附註35, 36)	31,458	-	-	-	-	31,458
Exchange realignment	匯兌調整	2,620	-	-	-	-	2,620
At 31 December 2022 (restated)	於2022年12月31日(重列)	735,409	128,677	525,154	-	254,308	1,643,548

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33. DEFERRED TAX (continued)

For presentation purposes, certain deferred tax assets and liabilities have been offset in the consolidated statement of financial position. The following is an analysis of the deferred tax balances of the Group for financial reporting purposes:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元 (Restated) (重列)
Net deferred tax assets recognised in the consolidated statement of financial position	於綜合財務狀況表確認之遞延稅項資產淨額	1,424,988	1,153,658
Net deferred tax liabilities recognised in the consolidated statement of financial position	於綜合財務狀況表確認之遞延稅項負債淨額	(2,466,655)	(2,140,133)
		(1,041,667)	(986,475)

At the end of the reporting period, the Group had tax losses of RMB1,282,508,000 (2022: RMB973,550,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose, and tax losses of RMB89,965,000 and RMB3,439,516,000 (2022: RMB89,965,000 and RMB3,899,113,000) which will expire within twenty years and five years, respectively, for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets in respect of tax losses of RMB1,293,241,000 (2022: RMB1,859,312,000) have not been recognised as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

The Group is liable for withholding taxes on dividends distributed by those subsidiaries established in Chinese Mainland in respect of earnings generated from 1 January 2008. The applicable rate is 5% or 10% for the Group.

33. 遞延稅項(續)

若干遞延稅項資產及負債於綜合財務狀況表呈報時已互相抵銷。以下為本集團遞延稅項餘額按財務報告呈報方式之分析：

於報告期末，本集團稅項虧損中有人民幣1,282,508,000元（2022年：人民幣973,550,000元）可無限期抵銷該等產生虧損之公司日後應課稅溢利，而稅項虧損人民幣89,965,000元及人民幣3,439,516,000元（2022年：人民幣89,965,000元及人民幣3,899,113,000元）則將分別於二十年內及於五年內可抵銷該等產生虧損之公司日後應課稅溢利。本集團產生之未確認稅項虧損為人民幣1,293,241,000元（2022年：人民幣1,859,312,000元），此乃由於該等附屬公司已虧損多時，且被認為不大可能會產生應課稅溢利以抵銷該等稅項虧損，故本集團未就該等稅項虧損確認相應之遞延稅項資產。

本集團於中國大陸設立之附屬公司自2008年1月1日起取得之利潤須繳納預提所得稅。本集團適用之稅率為5%或10%。

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33. DEFERRED TAX (continued)

At 31 December 2023, no deferred tax has been recognised for withholding taxes that would be payable on certain of the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries, joint ventures and associates established in Chinese Mainland. In the opinion of the Directors, it is not probable that these subsidiaries, joint ventures and associates will distribute such earnings in the foreseeable future. The aggregate amount of temporary differences associated with investments in subsidiaries, joint ventures and associates in Chinese Mainland for which deferred tax liabilities have not been recognised was RMB1,510,768,000 at 31 December 2023 (2022: RMB1,440,013,000).

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

33. 遞延稅項(續)

於2023年12月31日，本集團就其於中國大陸成立之附屬公司、合營公司及聯營公司須繳交預提所得稅之若干未匯出盈利未有確認預提所得稅相關遞延稅項。董事認為，該等附屬公司、合營公司及聯營公司於可見將來分派有關未匯出盈利之機會不大。於2023年12月31日，於中國大陸成立之附屬公司、合營公司及聯營公司之投資所產生之未確認遞延稅項負債之暫時性差額總計為人民幣1,510,768,000元(2022年：人民幣1,440,013,000元)。

本公司分派股息予其股東不附帶任何所得稅影響。

34. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS

Details of the Group's subsidiaries, namely Supreme Asia Investments Limited ("SAI") and its subsidiary, Shanghai Zhongjun Real Estate Development Co., Ltd., that have material non-controlling interests are set out below:

34. 有重大非控股股東權益之非全資附屬公司

有重大非控股股東權益之本集團附屬公司Supreme Asia Investments Limited (「SAI」)及其附屬公司(上海仲駿房地產開發有限公司)詳情載列如下：

		SAI and its subsidiary SAI及其附屬公司	
		2023 2023年	2022 2022年
Percentage of equity interest held by non-controlling interests	非控股股東權益持有之權益百分比	43.26%	43.26%
		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Accumulated balances of non-controlling interests at the reporting date	非控股股東權益於報告日之累計結餘	1,081,014	1,190,795
Profit for the year allocated to non-controlling interests	分配予非控股股東權益之本年度溢利	55,189	87,516
Dividend paid to non-controlling shareholder	已付非控股股東股息	163,880	—

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34. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS (continued)

The following tables illustrate the summarised financial information of the above subsidiaries. The amounts disclosed are before any inter-company eliminations:

34. 有重大非控股股東權益之非全資附屬公司(續)

上述附屬公司之財務資料摘要載列如下。有關披露金額並未扣除集團公司間之對銷：

		SAI and its subsidiary SAI及其附屬公司	
		2023 2023年 RMB' 000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Current assets	流動資產	2,944,960	3,860,492
Non-current assets	非流動資產	90	26,257
Current liabilities	流動負債	(196,811)	(1,094,893)
Non-current liabilities	非流動負債	(195,786)	–
Revenue and other income	收入及其他收入	167,384	1,391,705
Total expenses	費用總額	(45,151)	(1,072,597)
Profit for the year	本年度利潤	122,233	319,108
Total comprehensive income for the year	本年度全面收益總額	121,930	393,817
Net cash used in operating activities	經營業務所耗現金流量淨額	(595,863)	(296,121)
Net cash from/(used in) investing activities	投資業務所得/(所耗) 現金流量淨額	302,532	(2,672,364)
Net cash used in financing activities	融資業務所耗現金流量淨額	(399,063)	(1,003)
Effect of foreign exchange rate changes, net	外幣匯率變動之影響·淨額	32	159
Net decrease in cash and cash equivalents	現金及現金等值項目之減少淨額	(692,362)	(2,969,329)

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35. BUSINESS COMBINATION

In March 2023, the Group and a joint venture partner agreed to amend the Articles and Association of 南京威磐房地產開發有限公司(Nanjing Weipan Real Estate Development Co. Ltd*) (“Weipan”). Weipan is engaged in property development in Chinese Mainland. The Group obtained control over Weipan after the amendment of the Articles of Association. The acquisition is accounted for as a business combination. The Group holds 86.93% interests in Weipan after completion of the acquisition.

In June 2023, the Group and two joint venture partners entered into an agreement pursuant to which the Group obtained control over the joint venture, 南京威景房地產開發有限公司(Nanjing Weijing Real Estate Development Co. Ltd*) (“Weijing”). Weijing is engaged in property development in Chinese Mainland. The acquisition is accounted for as a business combination. The Group holds 42% interests in Weijing after completion of the acquisition.

In the prior year, the Group and two joint venture partners agreed to amend the Articles and Association of a joint venture, 徐州威發企業管理諮詢有限公司(Xuzhou Weifa Corporation Management Consultation Company Limited*) (“Weifa”), in which the Group and the two joint venture partners hold 49.25%, 49% and 1.75% interests respectively. Weifa has a non-wholly-owned subsidiary 徐州威盛房地產開發有限公司(Xuzhou Weisheng Property Development Company Limited*). Weifa and its subsidiary (“Weifa Group”) is engaged in property development in Chinese Mainland. The Group obtained control over Weifa after the amendment of the Articles of Association. The change was accounted for as a business combination.

In the prior year, a wholly-owned subsidiary of the Company entered into a sale and purchase agreement with a joint venture partner of the Group to acquire a 72% equity interest in a joint venture, 武漢金悅鑫漢和置業有限公司(Wuhan Jinyue Xinhanhe Real Estate Company Limited*) (“Jinyue”) at a cash consideration of RMB27,200,000. Jinyue is engaged in property development in Chinese Mainland. After the acquisition, the Group has control over Jinyue. The acquisition was accounted for as a business combination.

* For identification purposes only

35. 業務合併

於2023年3月，本集團與合營公司夥伴同意修訂一家合營公司－南京威磐房地產開發有限公司(「威磐」)之章程。威磐於中國大陸從事物業發展業務。本集團於章程修訂後對威磐具有控制權。有關收購列作企業合併。完成收購後，本集團持有威磐86.93%之權益。

於2023年6月，本集團與兩家合營公司夥伴簽訂一份協議，根據該協議，本集團獲得對合營公司－南京威景房地產開發有限公司(「威景」)之控制權。威景在中國內地從事物業發展業務。有關收購列作企業合併。完成收購後，本集團持有威景42%之權益。

本集團於上年與兩名合營公司夥伴同意修訂一家合營公司－徐州威發企業管理諮詢有限公司(「威發」)之章程，本集團與該兩名合營公司夥伴分別持有威發49.25%、49%及1.75%權益。威發擁有一家非全資附屬公司－徐州威盛房地產開發有限公司，威發及其附屬公司(「威發集團」)於中國大陸從事物業發展業務。本集團於章程修訂後對威發具有控制權。有關變更列作企業合併。

本公司一家全資附屬公司於上年與本集團合營公司夥伴訂立一份買賣協議，以現金代價人民幣27,200,000元收購一家合營公司－武漢金悅鑫漢和置業有限公司(「金悅」)之72%權益。金悅於中國大陸從事物業發展業務。本集團於收購後對金悅具有控制權。有關變更列作企業合併。

* 僅供識別

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35. BUSINESS COMBINATION (continued)

The fair values of the identifiable assets and liabilities of the acquired companies as at the dates of acquisitions are as follows:

35. 業務合併(續)

於收購日，被收購公司之可識別資產及負債公允值如下：

		2023 2023年 Weipan 威磐 RMB' 000 人民幣千元	2023 2023年 Weijing 威景 RMB' 000 人民幣千元	2022 2022年 Weifa Group 威發集團 RMB' 000 人民幣千元	2022 2022年 Jinyue 金悅 RMB' 000 人民幣千元
Property, plant and equipment	物業、廠房及設備	94	51	88	4
Investment properties	投資物業	596,018	451,196	112,098	-
Properties held for sale	待出售物業	-	-	-	1,245,174
Properties under development	發展中物業	9,533,399	3,610,223	2,938,880	-
Prepayments, deposits and other receivables	預付款項、按金及其他應收賬款	540,374	509,275	651,557	79,945
Due from shareholders	應收股東款項	1,182,429	591,014	73,933	-
Prepaid taxes	預付稅金	378,197	125,327	44,786	37,112
Restricted cash	受限制現金	981,927	760,949	-	-
Bank balances	銀行結餘	52,317	70,124	31,510	2,060
Interest-bearing bank borrowings	付息銀行貸款	(881,700)	(383,400)	-	-
Advanced receipts, accruals and other payables	預收款項、應計提賬項及其他應付賬款	(11,106,134)	(3,957,017)	(3,418,097)	(177,991)
Loans from shareholders	應付股東貸項	(40,614)	(34,649)	-	(814,640)
Due to shareholders	應付股東款項	-	(582,165)	(35,269)	(320,851)
Deferred tax liabilities	遞延稅項負債	(152,332)	(47,412)	(103,051)	(7,395)
Total identifiable net assets at fair value	可識別淨資產之公允值	1,083,975	1,113,516	296,435	43,418
Non-controlling interests	非控股股東權益	(49,620)	(82,490)	(150,441)	(1,216)
Transferred from investments in joint ventures	轉自於合營公司之投資	1,034,355	1,031,026	145,994	42,202
Gain on bargain purchase	議價收購收益	(1,034,355)	(1,031,026)	(145,994)	(10,941)
Gain on bargain purchase	議價收購收益	-	-	-	(4,061)
Total consideration	總代價	-	-	-	27,200
Satisfied by:	支付方式：				
Cash	現金	-	-	-	27,200

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35. BUSINESS COMBINATION (continued)

The fair values and gross contractual amounts of deposits and other receivables of Weipan as at the date of acquisition amounted to RMB123,138,000. No receivables are expected to be uncollectible.

The fair values and gross contractual amounts of deposits and other receivables of Weijing as at the date of acquisition amounted to RMB330,834,000. No receivables are expected to be uncollectible.

The fair values and gross contractual amounts of deposits and other receivables of Weifa Group as at the date of acquisition amounted to RMB511,191,000. No receivables are expected to be uncollectible.

The fair values and gross contractual amounts of deposits and other receivables of Jinyue as at the date of acquisition amounted to RMB27,370,000. No receivables are expected to be uncollectible.

An analysis of the cash flows in respect of the acquisitions of subsidiaries is as follows:

35. 業務合併(續)

威磐之按金及其他應收賬款於收購日期之公允值及訂約總額為人民幣123,138,000元。概無預期無法收回之應收賬款。

威景之按金及其他應收賬款於收購日期之公允值及訂約總額為人民幣330,834,000元。概無預期無法收回之應收賬款。

威發集團之按金及其他應收賬款於收購日期之公允值及訂約總額為人民幣511,191,000元。概無應收賬款預期無法收回。

金悅之按金及其他應收賬款於收購日期之公允值及訂約總額為人民幣27,370,000元。概無應收賬款預期無法收回。

收購附屬公司之現金流量分析如下：

		2023 2023年 Weipan 威磐 RMB' 000 人民幣千元	2023 2023年 Weijing 威景 RMB' 000 人民幣千元	2022 2022年 Weifa Group 威發集團 RMB' 000 人民幣千元	2022 2022年 Jinyue 金悅 RMB' 000 人民幣千元
Cash consideration	現金代價	-	-	-	(27,200)
Bank balances acquired	收購之銀行結餘	52,317	70,124	31,510	2,060
Net inflow/(outflow) of cash and cash equivalents included in cash flows from investing activities	於現金流量中投資業務之現金及現金等值項目之流入/(流出)淨額	52,317	70,124	31,510	(25,140)

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35. BUSINESS COMBINATION (continued)

Since the acquisition, Weipan contributed RMB5,654,046,000 to the Group's revenue and RMB649,484,000 to the consolidated profit for the year ended 31 December 2023. Had the combination taken place at the beginning of the year, the revenue and the consolidated profit of the Group for the year would have been RMB17,452,374,000 and RMB830,826,000.

Since the acquisition, Weijing contributed no revenue to the Group's revenue and a loss of RMB1,599,000 to the consolidated profit for the year ended 31 December 2023. Had the combination taken place at the beginning of the year, the revenue and the consolidated profit of the Group for the year would have been RMB17,452,374,000 and RMB842,403,000.

Since the acquisition, Weifa Group contributed RMB1,864,901,000 to the Group's revenue and RMB344,935,000 to the consolidated profit for the year ended 31 December 2022. Had the combination taken place at the beginning of the prior year, the revenue and the consolidated profit of the Group for the prior year would have been RMB10,302,492,000 and RMB2,341,529,000 respectively.

Since the acquisition, Jinyue contributed RMB106,591,000 to the Group's revenue and a loss of RMB15,346,000 to the consolidated profit for the year ended 31 December 2022. Had the combination taken place at the beginning of the prior year, the revenue and the consolidated profit of the Group for the prior year would have been RMB10,478,489,000 and RMB2,440,412,000 respectively.

35. 業務合併(續)

自收購後，威馨為本集團截至2023年12月31日止年度之收入帶來人民幣5,654,046,000元及綜合溢利帶來人民幣649,484,000元。倘合併於本年初進行，本集團本年度之收入及綜合溢利分別為人民幣17,452,374,000元及人民幣830,826,000元。

自收購後，威景為本集團截至2023年12月31日止年度之收入並無帶來任何收入，另為本集團綜合溢利帶來人民幣1,599,000元之虧損。倘合併於本年初進行，本集團本年度之收入及綜合溢利分別為人民幣17,452,374,000元及人民幣842,403,000元。

自收購後，威發集團為本集團截至2022年12月31日止年度之收入帶來人民幣1,864,901,000元及綜合溢利帶來人民幣344,935,000元。倘合併於上年初進行，本集團上年度之收入及綜合溢利分別為人民幣10,302,492,000元及人民幣2,341,529,000元。

自收購後，金悅為本集團截至2022年12月31日止年度之收入帶來人民幣106,591,000元及綜合溢利帶來人民幣15,346,000元之虧損。倘合併於上年初進行，本集團上年度之收入及綜合溢利分別為人民幣10,478,489,000元及人民幣2,440,412,000元。

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36. ACQUISITION OF ASSETS THROUGH ACQUISITION OF SUBSIDIARIES

During the year, a subsidiary of the Company acquired a 51% equity interest in a joint venture, 上海奧匯置業有限公司 (Shanghai Aohui Real Estate Company Limited*) (“Aohui”) from a joint venture partner at a cash consideration of RMB84,000,000. Aohui is engaged in property development in Chinese Mainland. The Group held 49% equity interest in Aohui before the acquisition and has control over Aohui after completion of the acquisition.

In the prior year, a subsidiary of the Company entered into a sale and purchase agreement with a joint venture partner of the Group to acquire a 50% equity interest in a joint venture, 成都瀚想置業有限公司 (Chengdu Hanxiang Real Estate Company Limited*) (“Hanxiang”), in which the Group and the joint venture partner each hold 50% equity interest, at a cash consideration of RMB7,989,000. Hanxiang is engaged in property development in Chinese Mainland. The Group has control over Hanxiang after completion of the acquisition.

In the prior year, the Group and a joint venture partner agreed to amend the Articles and Association of a joint venture, 南京金拓房地產開發有限公司 (Nanjing Jintuo Property Development Company Limited*) (“Jintuo”), in which the Group and the joint venture partner hold 51% and 49% interests respectively. Jintuo is engaged in property development in Chinese Mainland. The Group obtained control over Jintuo after the amendment of the Articles of Association.

36. 透過收購附屬公司收購資產

本公司一家附屬公司於本年以現金代價人民幣84,000,000元從合營公司夥伴收購上海奧匯置業有限公司(「奧匯」)之51%權益。奧匯於中國大陸從事物業發展業務。本集團於收購前持有奧匯49%權益，收購後對奧匯具有控制權。

本公司一家附屬公司於上年與本集團合營公司夥伴訂立一份買賣協議，以現金代價人民幣7,989,000元收購一家合營公司—成都瀚想置業有限公司(「瀚想」)之50%權益。本集團與該合營夥伴各持有瀚想50%權益。瀚想於中國大陸從事物業發展業務。本集團於收購後對瀚想具有控制權。

本集團於上年與合營公司夥伴同意修訂一家合營公司—南京金拓房地產開發有限公司(「金拓」)之章程，本集團與該合營公司夥伴分別持有金拓51%及49%權益。金拓於中國大陸從事物業發展業務。本集團於章程修訂後對金拓具有控制權。

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36. ACQUISITION OF ASSETS THROUGH ACQUISITION OF SUBSIDIARIES (continued)

In the prior year, the Group and a joint venture partner agreed to amend the Articles and Association of a joint venture, 徐州鴻迪房地產開發有限公司(Xuzhou Hongdi Property Development Company Limited*) ("Hongdi"), in which the Group and the joint venture partner hold 35% and 65% interests respectively. Hongdi is engaged in property development in Chinese Mainland. The Group obtained control over Hongdi after the amendment of the Articles of Association.

The above transactions were accounted for as acquisition of assets rather than business combination because the acquired set of assets and activities from the related entities do not included inputs and substantive processes that together significantly contributed to the ability to create outputs. The net (outflow)/inflow of cash and cash equivalents from the acquisitions has been reflected under cash flows from investing activities in the consolidated statement of cash flows.

* For identification purposes only

36. 透過收購附屬公司收購資產(續)

本集團於上年與合營公司夥伴同意修訂一家合營公司－徐州鴻迪房地產開發有限公司(「鴻迪」)之章程，本集團與該合營公司夥伴分別持有鴻迪35%及65%權益。鴻迪於中國大陸從事物業發展業務。本集團於章程修訂後對鴻迪具有控制權。

由於上述被收購實體之資產及活動並未包括投入及實質性過程，且其並無重大地有助於創造產出之能力，故此該等交易按購買資產處理而不按業務合併處理。就收購所產生之現金及現金等值項目之(流出)/流入淨額已於綜合現金流量表之投資業務現金流量中反映。

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36. ACQUISITION OF ASSETS THROUGH ACQUISITION OF SUBSIDIARIES (continued)

36. 透過收購附屬公司收購資產(續)

The net assets acquired in the above acquisitions are as follows:

以上收購之所收購資產淨值如下：

		2023 2023年 Aohui 奧匯 RMB'000 人民幣千元	2022 2022年 Hanxiang 瀚想 RMB'000 人民幣千元	2022 2022年 Jintuo 金拓 RMB'000 人民幣千元	2022 2022年 Hongdi 鴻迪 RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	15	-	-	52
Deferred tax assets	遞延稅項資產	-	-	-	16,060
Properties held for sale	待出售物業	-	-	141,815	1,971,782
Properties under development	發展中物業	2,670,561	148,027	-	-
Investment property	投資性物業	112,755	-	-	-
Prepayments, deposits and other receivables	預付款項、按金及其他應收賬款	146,154	17,441	1,231,247	479,338
Due from shareholders	應收股東款項	-	-	-	168,000
Prepaid taxes	預付稅金	24,618	-	1,481	67,793
Restricted cash	受限制現金	674,921	-	-	-
Bank balances	銀行結餘	13,202	77	245,214	221,249
Advanced receipts, accruals and other payables	預收款項、應計提賬項及其他應付賬款	(3,286,751)	(4,823)	(162,893)	(2,654,702)
Loans from shareholders	應付股東貸項	-	(92,733)	-	-
Deferred tax liabilities	遞延所得稅負債	(23,814)	-	-	-
Net assets	資產淨值	331,661	67,989	1,456,864	269,572
Non-controlling interests	非控股股東權益	-	-	(713,863)	(175,222)
Transferred from investment in joint ventures	轉自於合營公司之投資	(247,661)	(60,000)	(743,001)	(94,350)
Total consideration	總代價	84,000	7,989	-	-
Satisfied by:	支付方式：				
Cash	現金	84,000	7,989	-	-

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36. ACQUISITION OF ASSETS THROUGH ACQUISITION OF SUBSIDIARIES (continued)

An analysis of the cash flows in respect of the acquisition of assets through acquisition of subsidiaries is as follows:

透過收購附屬公司收購資產之現金流量分析如下：

		2023 2023年 Aohui 奧匯 RMB'000 人民幣千元	2022 2022年 Hanxiang 瀚想 RMB'000 人民幣千元	2022 2022年 Jintuo 金拓 RMB'000 人民幣千元	2022 2022年 Hongdi 鴻迪 RMB'000 人民幣千元
Cash consideration	現金代價	(84,000)	(7,989)	-	-
Bank balances acquired	收購之銀行結餘	13,202	77	245,214	221,249
Net (outflow)/inflow of cash and cash equivalents	現金及現金等值項目 (流出) / 流入淨額	(70,798)	(7,912)	245,214	221,249

37. DISPOSAL OF SUBSIDIARIES

During the year, the Group entered into an agreement with two independent third parties. Pursuant to the agreement, the Group disposed of 100% equity interest in a subsidiary of the Company, 上海威恒實業有限公司 (Shanghai Weiheng Real Estate Company Limited*) ("Weiheng") to the two independent third parties, for a consideration of RMB156,600,000. Weiheng has a joint venture, 南京宇龍威新信息科技有限公司 (Nanjing Yulong Weixin Information Technology Company Limited*). The joint venture is engaged in property investment in Chinese Mainland.

37. 出售附屬公司

本集團於年內與兩名獨立第三方簽訂一份協議，根據該協議，本集團以人民幣156,600,000元向該兩名獨立第三方出售本公司一家附屬公司－上海威恒實業有限公司（「威恒」）之100%權益。威恒持有一家合營公司－南京宇龍威新信息科技有限公司。該合營公司於中國大陸從事物業投資業務。

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37. DISPOSAL OF SUBSIDIARIES (continued)

In the prior year, the Group entered into an agreement with a joint venture partner. Pursuant to the agreement, the Group disposed of 20% equity interest in a subsidiary of the Company, Gemdale 85 Cleaveland Road LLC (“85 Cleaveland”), to the joint venture partner at a consideration of US\$3,800,000 (equivalent to RMB25,311,000). 85 Cleaveland is engaged in property development. The Group and the joint venture partner agreed to exercise joint control over 85 Cleaveland after completion of the transaction. The Group has lost control over 85 Cleaveland after completion of the disposal and the remaining equity investment in 85 Cleaveland was accounted for as an investment in a joint venture.

In the prior year, the Group entered into an agreement with a joint venture partner. Pursuant to the agreement, the Group disposed of 20% equity interest in a subsidiary of the Company, Philomena Street Investor, LLC (“Philomena”), to the joint venture partner at a consideration of US\$3,350,000 (equivalent to RMB23,784,000). Philomena is engaged in property development. The Group and the joint venture partner agreed to exercise joint control over Philomena after completion of the transaction. The Group has lost control over Philomena after completion of the disposal and the remaining equity investment in Philomena was accounted for as an investment in a joint venture.

* *For identification purposes only*

37. 出售附屬公司(續)

本集團於上年度與一名合營公司夥伴簽訂一份協議。根據該協議，本集團出售本公司一家附屬公司—Gemdale 85 Cleaveland Road LLC (「85 Cleaveland」)之20%權益予該合營公司夥伴，現金代價為3,800,000美元(相等於人民幣25,311,000元)。85 Cleaveland從事房地產開發業務。本集團及該合營公司夥伴同意於完成交易後共同控制85 Cleaveland。本集團於完成該項出售後失去對85 Cleaveland之控制權，其於85 Cleaveland之餘下股權投資列為於合營公司投資。

本集團於上年度與一名合營公司夥伴簽訂一份協議。根據該協議，本集團出售本公司一家附屬公司—Philomena Street Investor, LLC (「Philomena」)之20%權益予該合營公司夥伴，現金代價為3,350,000美元(相等於人民幣23,784,000元)。Philomena從事房地產開發業務。本集團及該合營公司夥伴同意於完成交易後共同控制Philomena。本集團於完成該項出售後失去對Philomena之控制權，其於Philomena之餘下股權投資列為於合營公司投資。

* *僅供識別*

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37. DISPOSAL OF SUBSIDIARIES (continued)

Details of the net assets disposed of are as follows:

		2023 2023年 Weiheng 威恒 RMB' 000 人民幣千元	2022 2022年 Cleaveland RMB'000 人民幣千元	2022 2022年 Philomena RMB'000 人民幣千元
Deferred tax assets	遞延稅項資產	3	-	-
Investments in joint ventures	於合營公司之投資	315,937	-	-
Properties under development	發展中物業	-	90,913	221,244
Bank balances	銀行結餘	1,845	4,744	646
Trade and bills payables	應付貿易賬款及票據	-	-	(15,975)
Interest-bearing bank borrowings	付息銀行貸款	-	-	(74,197)
Due to an intermediate holding company	應付中間控股公司款項	(157,401)	-	-
Net assets	資產淨值	160,384	95,657	131,718
Non-controlling interests	非控股股東權益	-	(3,022)	(1,129)
Fair value of investments retained as investments in joint ventures upon disposal	於出售時保留於合營公司投資之投資公允值	160,384	92,635	130,589
(Loss)/gain on disposal disposal of subsidiaries	出售附屬公司之(虧損)/收益	-	(92,765)	(101,981)
		(3,784)	25,441	(4,824)
Total consideration	總代價	156,600	25,311	23,784
Satisfied by:	支付方式：			
Cash	現金	156,600	25,311	23,784

37. 出售附屬公司(續)

所出售資產淨額之詳情如下：

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37. DISPOSAL OF SUBSIDIARIES (continued)

An analysis of the net inflow of cash and cash equivalents in respect of the disposal of subsidiaries is as follows:

		2023 2023年 Weiheng 威恒 RMB'000 人民幣千元	2022 2022年 85 Cleaveland RMB'000 人民幣千元	2022 2022年 Philomena RMB'000 人民幣千元
Cash consideration	現金代價	156,600	25,311	23,784
Bank balances disposed of	出售之銀行結餘	(1,845)	(4,744)	(646)
Net inflow of cash and cash equivalents in respect of the disposal of subsidiaries	出售附屬公司之現金及現金等值項目之流入淨額	154,755	20,567	23,138

37. 出售附屬公司(續)

出售附屬公司之現金及現金等值項目之流入淨額分析如下：

38. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

During the year, the Group had non-cash additions to right-of-use assets and lease liabilities of RMB867,000 and RMB874,000 (2022: RMB109,559,000 and RMB109,559,000), respectively, in respect of lease arrangements for properties used in its operation and investment.

38. 綜合現金流量表附註

(a) 非現金主要交易

本年內，本集團就其經營及投資所用物業之租賃安排，使用權資產及租賃負債之非現金流增添分別為人民幣867,000元及人民幣874,000元（2022年：人民幣109,559,000元及人民幣109,559,000元）。

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38. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

38. 綜合現金流量表附註(續)

(b) Changes in liabilities arising from financing activities

(b) 融資活動產生之負債變動

		Lease liabilities 租賃負債 RMB' 000 人民幣千元	Bank and other borrowings 銀行及其他貸款 RMB' 000 人民幣千元	Amounts due to group companies 應付集團公司貸款 RMB' 000 人民幣千元	Amounts due to non-controlling shareholders 應付非控股股東款項 RMB' 000 人民幣千元
At 31 December 2023	於2023年12月31日				
At 1 January 2023	於2023年1月1日	1,035,552	5,998,224	21,216,335	–
Changes from financing cash flow	融資現金流量之變動	(144,319)	4,142,456	(7,148,736)	(762,662)
Interest accrued	預提利息費用	47,674	–	–	–
New leases (Note 31)	新增租賃(附註31)	874	–	–	–
Lease termination (Note 31)	終止租賃(附註31)	(105)	–	–	–
Acquisition of subsidiaries	收購附屬公司	–	1,265,100	34,648	582,165
Transfer to due from group companies	轉往應收集團公司款項	–	–	17,675	–
Transfer to due from non-controlling shareholders	轉往應收非控股股東款項	–	–	–	1,493,862
Exchange realignment	匯兌調整	190	46,968	133,335	–
At 31 December 2023	於2023年12月31日	939,866	11,452,748	14,253,257	1,313,365
At 31 December 2022	於2022年12月31日				
At 1 January 2022	於2022年1月1日	1,006,857	5,187,326	18,333,475	308,487
Changes from financing cash flow	融資現金流量之變動	(132,388)	467,012	2,253,217	–
Interest accrued	預提利息費用	49,763	–	–	–
New leases (Note 31)	新增租賃(附註31)	109,559	–	–	–
Transfer to due from group companies	轉往應收集團公司款項	–	–	(11,489)	–
Transfer to due from non-controlling shareholders	轉往應收非控股股東款項	–	–	–	(314,000)
Exchange realignment	匯兌調整	1,761	343,886	641,132	5,513
At 31 December 2022	於2022年12月31日	1,035,552	5,998,224	21,216,335	–

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38. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

38. 綜合現金流量表附註(續)

(c) Total cash outflow for lease

(c) 租賃之現金流出總額

		2023 2023年 RMB' 000 人民幣千元	2022 2022年 RMB' 000 人民幣千元
Within operating activities	於經營活動內	253	427
Within financing activities	於融資活動內	144,319	132,388
		144,572	132,815

39. PLEDGE OF ASSETS

39. 資產抵押

The Group had the following pledged assets to secure bank borrowings (Note 30(a)) granted to the Group as at 31 December 2023 and 31 December 2022:

於2023年12月31日及2022年12月31日，本集團已抵押以下資產以獲取向本集團授出之銀行貸款(附註30(a))：

		2023 2023年 RMB' 000 人民幣千元	2022 2022年 RMB' 000 人民幣千元
Investment properties	投資物業	14,641,920	1,665,680
Properties under development	發展中物業	3,190,026	-
Properties held for sale	待出售物業	200,560	-
Restricted cash	受限制資金	240,603	-
		18,273,109	1,665,680

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40. COMMITMENTS

(a) Capital commitments

The Group had capital expenditure in respect of investment properties at the end of the reporting period amounted to RMB326,022,000 (2022: RMB371,386,000).

In addition, the Group had the following contractual commitments provided to joint ventures (including the Group's share of commitments made jointly with other joint venturers) :

40. 承擔

(a) 資本承擔

於報告期末，本集團投資物業之資本開支承擔為人民幣326,022,000元（2022年：人民幣371,386,000元）。

此外，本集團對合營公司之資本承擔（包括本集團與其他合營公司夥伴共同提供承擔之應佔份額）如下：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
- Investment properties	- 投資物業	334,572	558,397
- Capital contributions	- 資本投入	49,000	49,000
		383,572	607,397

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40. COMMITMENTS (continued)

(b) Operating lease commitments

– *As lessor*

The Group leases its investment properties (Note 15) under operating lease arrangements. The terms of the leases generally also require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions. Rental income recognised by the Group during the year was RMB874,151,000 (2022: RMB767,973,000), details of which are included in note 5 to the financial statement.

At 31 December 2023, the undiscounted lease payment receivables by the Group in future period under non-cancellable operating leases with its tenants are as follows:

40. 承擔(續)

(b) 經營租約承擔

– 作為出租人

本集團根據經營租約安排出租旗下之投資物業(附註15)。租約條款乃一般要求租戶先繳付保證金及規定須視乎當時市場環境而作出租金調整。本集團於年內確認之租金收入為人民幣874,151,000元(2022年: 人民幣767,973,000元), 詳情載於財務報表附註5。

於2023年12月31日, 本集團根據與其租戶訂立之不可撤銷經營租賃於未來期間之應收未貼現租金款項如下:

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within one year	一年內	788,439	755,978
After one year but within two years	一年後但兩年內	706,397	692,934
After two years but within three years	兩年後但三年內	614,991	555,767
After three years but within four years	三年後但四年內	190,931	475,613
After four years but within five years	四年後但五年內	165,458	107,271
Over five years	五年後	224,591	310,101
		2,690,807	2,897,664

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41. RELATED PARTY TRANSACTIONS

At the end of the reporting period, the ultimate holding company of the Company was Gemdale Corporation, a company established in the PRC.

(a) Related party transactions

Other than the transactions disclosed elsewhere in these financial statements, the following is a summary of the significant related party transactions carried out in the normal course of the Group's business during the year:

41. 關連方交易

於報告期末，本公司之最終控股公司為金地集團，乃一家於中國成立之公司。

(a) 關連方交易

除財務報表內披露之交易外，於年內本集團於日常業務中進行之重大關連方交易之概要如下：

		(Income)/Expenses (收入)/支出	
		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
		Notes 附註	
Entrusted management fee income from a fellow subsidiary	收取同系附屬公司運營託管費收入	(i)	(24,906) (24,906)
Services fee paid to the ultimate holding company	支付予最終控股公司服務費	(ii)	7,547 18,540
Management services fee paid to fellow subsidiaries	支付予同系附屬公司管理服務費	(iii)	38,628 28,734
Project fees paid to a fellow subsidiary	支付予同系附屬公司工程費	(iii)	11,346 13,154
Fitting-out works paid to a fellow subsidiary	支付予同系附屬公司裝修工程款	(iii)	16,862 13,584
Interest expenses to group companies	集團公司之利息支出	(iv)	1,028,238 1,100,094
Interest expenses to non-controlling shareholders	非控股股東之利息支出	(v)	15,919 26,995
Interest expenses to joint ventures and an associate	合營公司及聯營公司之利息支出	(vi)	8,380 62,426
Interest income from a related company	收取關連公司之利息收入	(vii)	(52,147) (51,486)
Interest income from joint ventures and associates	收取合營公司及聯營公司之利息收入	(viii)	(312,694) (277,576)
Consulting services income from joint ventures and associates	收取合營公司及聯營公司顧問服務收入	(ix)	(380,745) (364,539)
Rent and property management fee income from fellow subsidiaries	收取同系附屬公司租金及物業管理費收入	(x)	(19,543) (19,602)
			336,885 525,418

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41. RELATED PARTY TRANSACTIONS (continued)

(a) Related party transactions (continued)

Notes:

- (i) *The income was derived from the management services provided to a fellow subsidiary at a rate similar to the terms and conditions set out in the contracts entered into with the other major customers of the Group.*
- (ii) *Service fees were paid to the ultimate holding company for the provision of property development and technical services at rates determined in accordance with the terms and conditions set out in the agreements entered into with the ultimate holding company.*
- (iii) *This represented the management services, the intelligent system project services and fitting-out services provided by fellow subsidiaries to the Group at rates determined in accordance with the terms and conditions set out in the agreements entered with the relevant parties.*
- (iv) *Interests were paid to the group companies for the loan facilities. Further details are set out in note 32(v) to the financial statement.*
- (v) *Interests were paid to non-controlling shareholders at interest rates ranging from 5.0% to 8.0% (2022: interest rate of 5.0%) per annum.*
- (vi) *Interests were paid to joint ventures and an associate of the Group at an interest rate of 4.35% (2022: interest rate of 4.35%) per annum.*

41. 關連方交易 (續)

(a) 關連方交易 (續)

附註：

- (i) 有關收入乃給予一家同系附屬公司提供管理服務所收取之收入，其收費與本集團跟其他主要客戶簽訂之合同條款相近。
- (ii) 就最終控股公司提供物業開發及技術服務所支付之費用，其收費根據與最終控股公司簽訂之合同條款而釐定。
- (iii) 就同系附屬公司給本集團提供之物業管理服務、智慧化系統工程服務及裝修工程服務所支付之費用，其收費根據有關各方簽訂之合同條款而釐定。
- (iv) 利息支出乃集團公司提供之融資貸款所支付之利息，有關進一步詳情載於財務報表附註32(v)。
- (v) 支付予非控股股東之利息乃按年利率由5.0%至8.0% (2022年：5.0%) 計算。
- (vi) 支付予本集團合營公司及聯營公司之利息按年利率4.35% (2022年：4.35%) 計算。

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41. RELATED PARTY TRANSACTIONS (continued)

(a) Related party transactions (continued)

Notes: (continued)

(vii) Interests were received from a subsidiary of a substantial shareholder of one of the non-wholly-owned subsidiaries of the Company. Further details are set out in note 32(iv) to the financial statements.

(viii) Interests were received from joint ventures and associates of the Group for their project development at interest rates ranging from 5.2% to 15.0% (2022: 5.0% to 12.0%) per annum.

(ix) The income was derived from the provision of consulting services to joint ventures and associates of the Company on their project developments. The consulting service fees from the joint ventures and the associates were aligned with the market rate.

(x) Rent and property management fee was received from fellow subsidiaries. The rent and property management fees were aligned with the market rate.

Items (i) to (iii), (vii) and (x) of the above transactions are connected transactions as defined under Chapter 14A of the Listing Rules.

41. 關連方交易 (續)

(a) 關連方交易 (續)

附註：(續)

(vii) 利息乃收取本公司其中一家非全資附屬公司之一名主要股東之附屬公司之貸款利息。有關進一步詳情載於財務報表附註32(iv)。

(viii) 收取本集團合營公司及聯營公司之利息乃該等聯合營公司項目開發期內之利息，年利率由5.2%至15.0% (2022年：5.0%至12.0%)。

(ix) 收入乃給予合營公司及聯營公司項目開發提供之顧問服務所收取之服務收入。收取合營公司及聯營公司之顧問服務費與市場價格一致。

(x) 收入乃收自同系附屬公司之租金及物業管理費。收取之租金及物業管理費與市場價格一致。

以上第(i)至(iii)項、第(vii)項及第(x)項之交易均為上市規則第十四A章所釐定之關連交易。

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41. RELATED PARTY TRANSACTIONS (continued)

(b) Other transactions with related parties

At the end of the reporting period, the Group provided an aggregate maximum guarantees of US\$125,956,000 (equivalent to RMB892,110,000) (2022: US\$152,376,000 (equivalent to RMB1,061,240,000)) for the facilities granted to the joint ventures of the Group, as further detailed in note 29(b) to the financial statements.

(c) Commitments with related parties

At the end of the reporting period, there subsisted certain lease agreements between a wholly-owned subsidiary of the Company (as landlord) and certain fellow subsidiaries of the Company (as tenants). The amount of rent and property management fee received from the fellow subsidiaries for the current year was included in note 41(a) to the financial statements. The Group expects the total rent and property management fee to be received from the fellow subsidiaries in the year ending 31 December 2024 to be approximately RMB16,262,000 (2022: year ending 31 December 2023 to be approximately RMB18,421,000).

(d) Balances with related parties

Details of the Group's amounts due from/(to) related parties at the end of the reporting period are included in note 32 to the financial statements.

(e) Remuneration of key management personnel of the Group

Short term employee benefits

41. 關連方交易(續)

(b) 與關連方之其他交易

於報告期末，就本集團合資公司獲取之融資，本集團提供為數美元125,956,000(相等於人民幣892,110,000元)(2022年：美元152,376,000(相等於人民幣1,061,240,000元))之擔保，進一步詳情載於財務報表附註29(b)。

(c) 與關連方之承擔

於本報告期末，本公司一家全資附屬公司(作為出租人)與本公司之若干同系附屬公司(作為承租人)存在若干份租賃協議。本年度收取該等同系附屬公司之租金及物業管理費已載列於財務報表附註41(a)。本集團預期截至2024年12月31日止年度應收該等同系附屬公司之租金及物業管理費大約為人民幣16,262,000元(2022年：截至2023年12月31日止年度大約為人民幣18,421,000元)。

(d) 與關連方結餘

本集團於報告期末之應收/(應付)關連方款項詳情載於財務報表附註32。

(e) 本集團主要管理人員之薪酬

	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Short term employee benefits	27,363	44,711

Further details of directors' emoluments are included in note 10 to the financial statements.

有關董事酬金之進一步詳情載於財務報表附註10。

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42. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments at the end of the reporting period are as follows:

Financial assets

42. 按類別劃分之金融工具

各類別金融工具於報告期末之賬面值如下：

金融資產

		2023 2023年		
		Financial assets at amortised cost 按攤銷成本 計算之 金融資產 RMB' 000 人民幣千元	Financial assets at fair value 以公允 計量之 金融資產 RMB' 000 人民幣千元	Total 總額 RMB' 000 人民幣千元
Financial assets at fair value	以公允價值計量之金融資產	–	1,255,352	1,255,352
Trade receivables	應收貿易賬款	65,711	–	65,711
Financial assets included in prepayments, deposits and other receivables	列入預付款項、按金及其他應收賬款之金融資產	3,902,836	–	3,902,836
Amounts due from group companies	應收集團公司款項	36,952	–	36,952
Amounts due from joint ventures and associates	應收合營公司及聯營公司款項	5,942,252	–	5,942,252
Amounts due from non-controlling shareholders	應收非控股股東款項	3,179,017	–	3,179,017
Amount due from a related company	應收關連公司款項	1,122,954	–	1,122,954
Restricted cash	受限制現金	2,706,967	–	2,706,967
Deposits, bank and cash balances	存款、銀行及現金結餘	2,454,302	–	2,454,302
		19,410,991	1,255,352	20,666,343

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42. FINANCIAL INSTRUMENTS BY CATEGORY (continued) 42. 按類別劃分之金融工具 (續)

The carrying amounts of each of the categories of financial instruments at the end of the reporting period are as follows: (continued)

各類別金融工具於報告期末之賬面值如下：
(續)

Financial assets (continued)

金融資產 (續)

		2022 2022年		Total 總額
		Financial assets at amortised cost 按攤銷成本 計算之 金融資產 RMB'000 人民幣千元	Financial assets at fair value 以公允值 計量之 金融資產 RMB'000 人民幣千元	RMB'000 人民幣千元
Financial assets at fair value	以公允值計量之金融資產	–	1,261,779	1,261,779
Trade receivables	應收貿易賬款	40,256	–	40,256
Financial assets included in prepayments, deposits and other receivables	列入預付款項、按金及其他應收賬款之金融資產	4,421,612	–	4,421,612
Amounts due from group companies	應收集團公司款項	19,259	–	19,259
Amounts due from joint ventures and associates	應收合營公司及聯營公司款項	5,791,346	–	5,791,346
Amounts due from non-controlling shareholders	應收非控股股東款項	2,877,287	–	2,877,287
Amount due from a related company	應收關連公司款項	1,233,465	–	1,233,465
Restricted cash	受限制現金	794,086	–	794,086
Deposits, bank and cash balances	存款、銀行及現金結餘	6,053,156	–	6,053,156
		21,230,467	1,261,779	22,492,246

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42. FINANCIAL INSTRUMENTS BY CATEGORY 42. 按類別劃分之金融工具 (續) (continued)

Financial liabilities

金融負債

		2023	2022
		2023年	2022年
		Financial	Financial
		liabilities at	liabilities at
		amortised cost	amortised cost
		按攤銷成本計算	按攤銷成本計算
		之金融負債	之金融負債
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Trade and bills payables	應付貿易賬款及票據	5,830,528	4,479,705
Financial liabilities included in advanced receipts, accruals and other payables	列入預收款項、應計提賬項及其他應付賬款之金融負債	2,913,727	2,584,728
Amounts due to group companies	應付集團公司款項	14,253,257	21,216,335
Amounts due to joint ventures and associates	應付合營公司及聯營公司款項	7,974,591	8,176,163
Amounts due to non-controlling shareholders	應付非控股股東款項	1,313,365	1,193,949
Interest-bearing bank and other borrowings	付息銀行及其他貸款	11,452,748	5,998,224
Lease liabilities	租賃負債	939,866	1,035,552
		44,678,082	44,684,656

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43. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to their fair values, are as follows:

43. 金融工具公允值及公允值等級架構

除賬面值與其公允值相當接近之金融工具外，本集團其他金融工具之賬面值及公允值概述如下：

		2023 2023年		2022 2022年	
		Carrying amounts 賬面值 RMB' 000 人民幣千元	Fair values 公允值 RMB' 000 人民幣千元	Carrying amounts 賬面值 RMB' 000 人民幣千元	Fair values 公允值 RMB' 000 人民幣千元
Financial assets	金融資產				
Non-current portion of financial assets included in prepayments, deposits and other receivables	列入預付款項、按金及其他應收賬款之金融資產非即期部份	28,778	23,742	208,001	202,375
Non-current portion of amount due from a related company	應收關連公司款項非即期部份	1,109,923	1,056,849	1,233,465	1,121,169
Financial assets at fair value	以公允值計量之金融資產	1,255,352	1,255,352	1,261,779	1,261,779
		2,394,053	2,335,943	2,703,245	2,585,323
Financial liabilities	金融負債				
Interest-bearing bank and other borrowings	付息銀行及其他貸款	11,452,748	8,980,218	5,998,224	5,421,033
Non-current portion of amounts due to group companies	應付集團公司款項非即期部份	11,334,286	8,782,577	18,365,838	15,585,454
		22,787,034	17,762,795	24,364,062	21,006,487

Management has assessed that the fair values of deposits, bank and cash balances, restricted cash, trade receivables, the current portion of financial assets included in prepayments, deposits and other receivables, trade and bills payables, financial liabilities included in advanced receipts, accruals and other payables, current portion of amounts due from/to group companies, joint ventures and associates, non-controlling shareholders and a related company approximate to their carrying amounts largely due to the short term maturities of these instruments.

管理層已評估存款、銀行及現金結餘、受限制現金、應收貿易賬款、列入預付款項、按金及其他應收賬款之金融資產即期部份、應付貿易賬款及票據、列入預收款項、應計提賬項及其他應付賬款之金融負債、應收／應付集團公司、合營公司及聯營公司、非控股股東及關連公司款項即期部份之公允值，均基本上與賬面值相若，主要因為該等工具於短期內到期。

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43. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

The Group's finance department headed by the finance manager is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance manager reports directly to the chief financial officer. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the chief financial officer. The valuation process and results are discussed with the audit committee twice a year for interim and annual financial reporting.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

The fair values of financial assets as at 31 December 2023 are based on price quotation from the respective fund manager or estimates based on enterprise value to earnings before interest, taxes, depreciation and amortisation ("EV/EBITDA") multiple for similar companies adjusted to reflect the specific circumstances of the investments or asset-based approach or have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. In the opinion of the directors, its application results in a measurement that is more representative of fair value of the unlisted equity investments since no dividend is received from those unlisted equity investments in the current year.

43. 金融工具公允值及公允值等級架構 (續)

本集團以財務經理為首之財務部門負責確定金融工具公允價值計量之政策和程式。財務經理直接向財務總裁報告。在每個報告日，財務部門分析金融工具價值之變動和確定估值所採用之主要輸入值。財務總裁負責審閱及批准有關估值，審核委員會於每年兩次之中期及年度財務報告中就估值之過程和結果進行討論。

金融資產及負債之公允值乃當前交易中訂約各方自願（而非被強制或於清盤出售）按此價值作金融工具交易之金額。

公允值估算所用方法及假設如下：

於2023年12月31日，按公允值計量之金融資產以相關基金經理報價為基礎或根據可比較公司之企業價值與盈利（利息、稅項、折舊及攤銷前）（「企業價值／EBITDA」）之倍數，經該等投資特定之事實與情況調整後為基礎之估算或根據資產基準方法進行估值，或利用現有相類似工具（包括條款、信貸風險及剩餘限期）之利率貼現預計未來現金流。董事認為，由於本年度並沒有從該些非上市股權投資收到股息，應用該等估值方法能為該等非上市股權投資提供更有代表性之公允值。

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43. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

The fair values of non-current portion of amount due from a related company, non-current portion of financial assets included in prepayments, deposits and other receivables, interest-bearing bank and other borrowings and non-current portion of amounts due to group companies have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The Group's non-performance risk for interest-bearing bank and other borrowings as at 31 December 2023 was assessed to be insignificant.

Below is a summary of significant unobservable inputs to the valuation of financial instruments together with a quantitative analysis as at 31 December 2023:

	Valuation techniques 評估方法	Significant unobservable inputs 重大不可觀察輸入值	Range/value 範圍/數值	Sensitivity of fair value to the input 公允值對輸入值之敏感度
Financial assets at fair value – Unlisted equity investments 按公允值計量之金融資產 – 非上市股權投資	Valuation multiples (2022: Valuation multiples) 估值倍數 (2022年: 估值倍數)	Average p/s multiple of market data (2022: Average p/s multiple of market data) 平均市銷率 (2022年: 平均市銷率)	10.25%-18.79% (2022: 13.89%-21.63%)	1% (2022: 1%) increase (decrease) in average p/s multiple of market data (2022: average p/s multiple of market data) would result in increase (decrease) in fair value by RMB7,123,000 (RMB7,123,000) (2022: RMB7,423,000 (RMB7,423,000)) 平均市銷率 (2022年: 平均市銷率) 增加 (減少) 1% (2022年: 1%) 將導致公允值增加 (減少) 人民幣7,123,000元 (人民幣7,123,000元) (2022年: 人民幣7,423,000元 (人民幣7,423,000元))
Financial assets at fair value – Unlisted debt investments 按公允值計量之金融資產 – 非上市債權投資	Enterprise value allocation method (2022: Enterprise value allocation method) 企業價值分配法 (2022年: 企業價值分配法)	Risk free rate (2022: Risk-free rate) 無風險收益率 (2022年: 無風險收益率)	3.97%-5.38% (2022: 3.86%-4.10%)	1% (2022: 1%) increase (decrease) in risk-free rate (2022: risk-free rate) would result in decrease (increase) in fair value by RMB2,493,000 (RMB2,493,000) (2022: RMB2,103,000 (RMB2,103,000)) 無風險收益率 (2022年: 無風險收益率) 增加 (減少) 1% (2022年: 1%) 將導致公允值減少 (增加) 人民幣2,493,000元 (人民幣2,493,000元) (2022年: 人民幣2,103,000元 (人民幣2,103,000元))

43. 金融工具公允值及公允值等級架構 (續)

應收關連公司款項非即期部份、列入預付款項、按金及其他應收賬款之金融資產非即期部份、附息銀行及其他貸款，以及應付集團公司款項非即期部份乃利用現有相類似工具 (包括條款、信貸風險及剩餘限期) 之利率貼現預計未來現金流。本集團於2023年12月31日附息銀行及其他貸款之未能履行風險被評估為不重大。

於2023年12月31日，金融工具評估之重大不可觀察輸入值摘要連同定量分析如下：

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43. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

The Group uses the following hierarchy for determining and disclosing the fair values of financial instruments:

Level 1: fair values measured based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: fair values measured based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly

Level 3: fair values measured based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

43. 金融工具公允值及公允值等級架構 (續)

本集團使用以下等級架構釐定及披露金融工具之公允值：

第一級：按同等資產或負債於活躍市場之報價(未經調整)計量之公允值

第二級：按估值方法計量之公允值，當中對公允值計量具有重大影響之最低級別輸入值乃直接或間接為可觀察數據

第三級：按估值方法計量之公允值，當中對公允值計量具有重大影響之最低級別輸入值乃不可觀察輸入值

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43. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

43. 金融工具公允值及公允值等級架構 (續)

公允值等級架構

下表載列本集團金融工具之公允值計量等級架構：

		Fair value measurement using 公允值計量採用			Total 總額
		Quoted prices in active markets (Level 1) 活躍市場 之報價 (第一級) RMB' 000 人民幣千元	Significant observable inputs (Level 2) 重大可觀察 輸入值 (第二級) RMB' 000 人民幣千元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入值 (第三級) RMB' 000 人民幣千元	
At 31 December 2023	於2023年12月31日				
<i>Assets measured at fair value:</i>	<i>公允值作計量之資產：</i>				
Financial assets at fair value	以公允值計量之金融資產	-	-	1,255,352	1,255,352
		-	-	1,255,352	1,255,352
<i>Assets for which fair values are disclosed:</i>	<i>公允值作披露之資產：</i>				
Non-current portion of financial assets included in prepayments, deposits and other receivables	列入預付款項、按金及其他應收賬款之金融資產非即期部份	-	-	23,742	23,742
Non-current portion of amount due from a related company	應收關連公司款項非即期部份	-	-	1,056,849	1,058,849
		-	-	1,080,591	1,082,591
<i>Liabilities for which fair values are disclosed:</i>	<i>公允值作披露之負債：</i>				
Interest-bearing bank and other borrowings	附息銀行及其他貸款	-	-	8,980,218	8,980,218
Non-current portion of amounts due to group companies	應付集團公司款項非即期部份	-	-	8,782,577	8,782,577
		-	-	17,762,795	17,762,795

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43. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Fair value hierarchy (continued)

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments: (continued)

		Fair value measurement using			Total
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
		活躍市場之報價 (第一級)	重大可觀察輸入值 (第二級)	重大不可觀察輸入值 (第三級)	總額
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 31 December 2022	於2022年12月31日				
<i>Assets measured at fair value:</i>	<i>公允價值計量之資產：</i>				
Financial assets at fair value	以公允價值計量之金融資產	-	-	1,261,779	1,261,779
		-	-	1,261,779	1,261,779
<i>Assets for which fair values are disclosed:</i>	<i>公允價值披露之資產：</i>				
Non-current portion of financial assets included in prepayments, deposits and other receivables	列入預付款項、按金及其他應收賬款之金融資產非即期部份	-	-	202,375	202,375
Amount due from a related company	應收關連公司款項	-	-	1,121,169	1,121,169
		-	-	1,323,544	1,323,544
<i>Liabilities for which fair values are disclosed:</i>	<i>公允價值披露之負債：</i>				
Interest-bearing bank and other borrowings	付息銀行及其他貸款	-	-	5,421,033	5,421,033
Non-current portion of amounts due to group companies	應付集團公司款項非即期部份	-	-	15,585,454	15,585,454
		-	-	21,006,487	21,006,487

The Group did not have any financial liabilities measured at fair value as at 31 December 2023 (2022: Nil).

43. 金融工具公允價值及公允價值等級架構 (續)

公允價值等級架構 (續)

下表載列本集團金融工具之公允價值計量等級架構：(續)

		Fair value measurement using			Total
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
		活躍市場之報價 (第一級)	重大可觀察輸入值 (第二級)	重大不可觀察輸入值 (第三級)	總額
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元

At 31 December 2022	於2022年12月31日				
<i>Assets measured at fair value:</i>	<i>公允價值計量之資產：</i>				
Financial assets at fair value	以公允價值計量之金融資產	-	-	1,261,779	1,261,779
		-	-	1,261,779	1,261,779
<i>Assets for which fair values are disclosed:</i>	<i>公允價值披露之資產：</i>				
Non-current portion of financial assets included in prepayments, deposits and other receivables	列入預付款項、按金及其他應收賬款之金融資產非即期部份	-	-	202,375	202,375
Amount due from a related company	應收關連公司款項	-	-	1,121,169	1,121,169
		-	-	1,323,544	1,323,544
<i>Liabilities for which fair values are disclosed:</i>	<i>公允價值披露之負債：</i>				
Interest-bearing bank and other borrowings	付息銀行及其他貸款	-	-	5,421,033	5,421,033
Non-current portion of amounts due to group companies	應付集團公司款項非即期部份	-	-	15,585,454	15,585,454
		-	-	21,006,487	21,006,487

於2023年12月31日，本集團並無任何按公允價值計量之金融負債(2022年：無)。

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43. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Fair value hierarchy (continued)

The movements in fair value measurement of assets measured at fair value within Level 3 during the year are as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Financial assets at fair value	以公允價值計量之金融資產		
At 1 January	於1月1日	1,261,779	1,050,847
Purchases	購買	24,628	123,592
Disposal	出售	(40,839)	(3,000)
Changes in fair value through profit or loss	計入損益之公允價值變動	(879)	40,847
Exchange realignment	匯兌調整	10,663	49,493
At 31 December	於12月31日	1,255,352	1,261,779

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities (2022: Nil).

43. 金融工具公允價值及公允價值等級架構 (續)

公允價值等級架構 (續)

按公允價值計量之資產其第三級之公允價值計量於本年內之變動如下：

本年內，金融資產及金融負債第一級及第二級之間並無公允價值計量之轉移，也沒有轉往或轉自第三級（2022年：無）。

44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise interest-bearing bank and other borrowings, amounts due from/(to) related parties and cash and short term deposits. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables, and trade and bills payables, which arise directly from its operations. It is, and has been throughout the year under review, the Group's policy that no trading in financial instruments shall be undertaken.

44. 財務風險管理目標及政策

本集團之主要金融工具包括附息銀行及其他貸款、應收／(應付) 關連方款項，以及現金及短期存款。該等金融工具之主要目的乃為本集團業務籌集資金。本集團有多種其他金融資產及負債，如直接源自其業務之應收貿易賬款，以及應付貿易賬款及票據。本集團現時及於本回顧年度內之政策乃一直不進行任何金融工具交易。

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44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

The main risks arising from the Group's financial instruments are foreign currency risk, interest rate risk, credit risk and liquidity risk. The Group's policies for managing each of these risks are summarised below.

Foreign currency risk

The Group mainly operates in Chinese Mainland and most of the transactions, assets and liabilities are denominated in RMB. The Group had certain deposits and bank balances, advanced receipts, accruals and other payables, certain amounts due to group companies and interest-bearing bank and other borrowings denominated in currencies other than the functional currency to which they relate.

On 31 December 2023, assuming that RMB depreciated by 2% (2022: 8%) against HK\$ and US\$, respectively, and all other factors remained unchanged, then the profit after tax of the Group would have increased by RMB317,000 and RMB96,000 (2022: increased by RMB697,000 and RMB378,000), respectively.

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's bank and other borrowings, certain amounts due to group companies and amount due from a related company with floating interest rates. The interest rates and terms of repayment of the Group's borrowings are disclosed in notes 30 and 32 to the financial statements. The Group's policy is to obtain the most favourable interest rates available for its borrowings. Management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

44. 財務風險管理目標及政策(續)

源自本集團金融工具之主要風險為外匯風險、利率風險、信貸風險及流動資金風險。本集團就管理各有關風險之政策概述如下。

外匯風險

本集團主要於中國大陸內經營業務，大部份交易、資產及負債按人民幣記賬。本集團有若干存款及銀行結餘、預收款項、應計提賬項及其他應付賬款，若干應付集團公司款項，以及附息銀行及其他貸款按功能貨幣以外之貨幣記賬。

於2023年12月31日，假設人民幣兌港幣及美元分別貶值2%（2022年：8%），而其他因素仍維持不變，則本集團之除稅後溢利將分別增加人民幣317,000元及人民幣96,000元（2022年：增加人民幣697,000元及人民幣378,000元）。

利率風險

本集團所面對市場利率變動風險主要有關於本集團浮息之銀行及其他貸款、若干應付集團公司款項及應收關連公司款項。本集團貸款之利率及償還期於財務報表附註30及32內披露。本集團之政策乃為其貸款爭取最優惠利率。管理層負責監控利率風險，倘有需要將考慮對沖重大之利率風險。

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44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Interest rate risk (continued)

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit after tax (through the impact of floating rate on bank and other borrowings, certain amounts due to group companies and amount due from a related company) and the Group's equity.

44. 財務風險管理目標及政策(續)

利率風險(續)

下表列示在所有其他變數不變之情況下，本集團除稅後溢利(透過銀行及其他貸款、若干應付集團公司款項，以及應收關連公司款項所受之浮息影響)以及本集團權益對合理可能利率變動之敏感度分析。

		Increase/ (decrease) in basis points 上升/(下降)	Increase/ (decrease) in profit after tax and equity* 除稅後溢利 及權益之 增加/(減少)* RMB' 000 人民幣千元
31 December 2023	2023年12月31日		
Hong Kong dollar	港幣	200	(7,350)
Renminbi	人民幣	200	(133,580)
United States dollar	美元	200	-
Hong Kong dollar	港幣	(200)	7,350
Renminbi	人民幣	(200)	133,580
United States dollar	美元	(200)	-
31 December 2022	2022年12月31日		
Hong Kong dollar	港幣	200	(28,096)
Renminbi	人民幣	200	(35,021)
United States dollar	美元	200	(29,274)
Hong Kong dollar	港幣	(200)	23,200
Renminbi	人民幣	(200)	35,021
United States dollar	美元	(200)	15,357

* Excluding retained profits

* 不包括保留溢利

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44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued) 44. 財務風險管理目標及政策(續)

Credit risk

The Group trades only with recognised and creditworthy third and related parties. Except for the sales of properties, for which no credit is given to the customers, it is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

In respect of credit exposures to customers, the Group normally receives deposits or progress payments from sales of residential properties prior to completion of the sales transactions, and bills customers in advance for property management service. The Group has provided guarantees to secure the purchasers' obligations for repayments before the issuance of the ownership certification. If a purchaser defaults on the payment of its mortgage during the term of the guarantee, the bank holding the mortgage may demand the Group to repay the outstanding amount under the loan and any accrued interest thereon. Under such circumstances, the Group has the right to retain the property 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 minimal.

信貸風險

本集團僅與知名且及信譽良好之第三方及關連方進行貿易。本集團政策是不會提供信貸給予物業銷售客戶，而對所有欲按信貸條款買賣之客戶，均須通過信貸核實程序。此外，應收賬款結餘乃按持續基準作監控，且本集團面對之壞賬風險並不重大。

就客戶之信貸風險而言，本集團通常於完成銷售交易前就出售住宅物業預先收取按金或進度款項，而於提供物業管理服務前向客戶預先開發賬單。在發出房產證前，本集團已提供擔保以確保買家承擔還款之責任。倘買家於擔保期限內違反按揭還款責任，則持有按揭之銀行或會要求本集團償還貸款之未償還款項及其應計利息。在該等情況下，本集團有權保留物業並出售該物業以收回任何本集團支付予銀行之款項。就此而言，本公司董事認為，本集團之信貸風險乃微不足道。

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44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued) 44. 財務風險管理目標及政策 (續)

Credit risk (continued)

The table below shows the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification at the end of the reporting period. The amounts presented are gross carrying amounts for financial assets.

信貸風險 (續)

下表載列基於本集團信貸政策之信貸質量及最高信貸風險，該信貸政策主要根據逾期信息（除非另有其他不需成本或人力而可取得之信息），以及於報告期末按年結分段之分類。呈列金額為金融資產賬面值毛額。

		12-month ECLs		Lifetime ECLs		Total
		十二個月預貸損		終身期限預貸損		
		Stage 1	Stage 2	Stage 3	Simplified approach	
		分段一	分段二	分段三	簡易方法	總額
		RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
As at 31 December 2023	於2023年12月31日					
Trade receivables	應收貿易賬款	-	-	-	65,711	65,711
Financial assets included in prepayments, deposits and other receivables	列入預付款項、按金及其他應收賬款之金融資產					
- Normal*	- 正常*	2,234,081	-	-	-	2,234,081
- Doubtful*	- 可疑*	-	879,167	1,361,225	-	2,240,392
Amount due from a related company	應收關連公司款項	1,122,954	-	-	-	1,122,954
Amounts due from group companies	應收集團公司款項	36,952	-	-	-	36,952
Amounts due from joint ventures and associates	應收合營公司及聯營公司款項					
- Normal*	- 正常*	5,942,252	-	-	-	5,942,252
- Doubtful*	- 可疑*	-	-	250,652	-	250,652
Amounts due from non-controlling shareholders	應收非控股股東款項	3,179,017	-	-	-	3,179,017
Restricted cash	受限制現金	2,706,967	-	-	-	2,706,967
Deposits, bank and cash balances	存款、銀行及現金結餘	2,454,302	-	-	-	2,454,302
		17,676,525	879,167	1,611,877	65,711	20,233,280

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44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued) 44. 財務風險管理目標及政策 (續)

Credit risk (continued)

信貸風險 (續)

		12-month ECLs		Lifetime ECLs		Total
		十二個月預貸損		終身期限預貸損		
		Stage 1	Stage 2	Stage 3	Simplified approach	
		分段一	分段二	分段三	簡易方法	總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
As at 31 December 2022	於2022年12月31日					
Trade receivables	應收貿易賬款	-	-	-	40,256	40,256
Financial assets included in prepayments, deposits and other receivables	列入預付款項、按金及其他應收賬款之金融資產					
- Normal*	- 正常*	3,318,753	-	-	-	3,318,753
- Doubtful*	- 可疑*	-	230,811	1,368,594	-	1,599,405
Amount due from a related company	應收關連公司款項	1,233,465	-	-	-	1,233,465
Amounts due from group companies	應收集團公司款項	19,259	-	-	-	19,259
Amounts due from joint ventures and associates	應收合營公司及聯營公司款項	5,791,346	-	-	-	5,791,346
Amounts due from non-controlling shareholders	應收非控股股東款項	2,877,287	-	-	-	2,877,287
Restricted cash	受限制現金	794,086	-	-	-	794,086
Deposits, bank and cash balances	存款、銀行及現金結餘	6,053,156	-	-	-	6,053,156
Total		20,087,352	230,811	1,368,594	40,256	21,727,013

* The credit quality of the financial assets included in prepayments, deposits and other receivables, and amounts due from joint ventures and associates are considered as "normal" when they are not past due and there is no information indicating that the financial assets have significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets are considered as "doubtful".

* 倘列入預付款項、按金及其他應收賬款之金融資產以及應收合營公司及聯營公司款項均未有逾期，且無資訊顯示該等金融資產自初始確認後其信貸風險顯著增加，其信貸質量被視為「正常」。否則該等金融資產之信貸質量則被視為「可疑」。

Since the Group trades only with recognised and creditworthy third and related parties, there is no requirement for collateral. There are no significant concentrations of credit risk within the Group as the Group's trade receivables are widely dispersed in different sectors.

由於本集團僅與知名及信譽良好之第三方及關連方進行交易，故無需附設抵押品。由於本集團之應收貿易賬款廣泛分散於不同類別，故本集團並無重大集中信貸風險。

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44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk (continued)

The following table contains an analysis of the credit risk exposure of loans receivable for which an ECL allowance is recognised. The gross carrying amount of loans receivable below also represents the Group's maximum exposure to credit risk on these assets.

Movements in gross balance of loans receivable:

44. 財務風險管理目標及政策 (續)

信貸風險 (續)

下表包含對已確認預貸損準備之應收貸款之信貸風險分析。以下應收貸款之賬面值毛額也是本集團對該等資產之最高信貸風險。

應收貸款結餘毛額之變動：

		Stage 1 分段一 RMB' 000 人民幣千元	Stage 2 分段二 RMB' 000 人民幣千元	Stage 3 分段三 RMB' 000 人民幣千元	Total 總額 RMB' 000 人民幣千元
Year ended 31 December 2023	截至2023年12月31日止年度				
At 1 January	於1月1日	1,233,835	230,811	1,368,594	2,833,240
New loans originated	新增貸款	88,852	-	-	88,852
Loans recovered or repaid during the year	本年度收回貸款	(455,432)	(2,730)	(120,071)	(578,233)
Transfers from Stage 1 to Stage 2	轉自分段一至分段二	(581,342)	581,342	-	-
Transfers from Stage 1 to Stage 3	轉自分段一至分段三	(183,858)	-	183,858	-
Transfers from Stage 2 to Stage 1	轉自分段二至分段一	-	-	-	-
Transfers from Stage 2 to Stage 3	轉自分段二至分段三	-	(98,256)	98,256	-
Transfers from Stage 3 to Stage 1	轉自分段三至分段一	1,412	-	(1,412)	-
Transfers from Stage 3 to Stage 2	轉自分段三至分段二	-	168,000	(168,000)	-
Total transfers between stages	分段間轉移總額	(763,788)	651,086	112,702	-
Loans receivable directly written off	本年度應收貸款撤銷	-	-	-	-
		103,467	879,167	1,361,225	2,343,859
Provisions for loans receivable	應收貸款之減值撥備	327	37,493	425,012	462,832
Provisions rate	撥備率	0.32%	4.26%	31.22%	19.75%

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44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued) 44. 財務風險管理目標及政策 (續)

Credit risk (continued)

信貸風險 (續)

		Stage 1 分段一 RMB'000 人民幣千元	Stage 2 分段二 RMB'000 人民幣千元	Stage 3 分段三 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
Year ended 31 December 2022	截至2022年12月31日止年度				
At 1 January	於1月1日	1,639,073	197,800	1,163,910	3,000,783
New loans originated	新增貸款	586,360	2,008	101,080	689,448
Loans recovered or repaid during the year	本年度收回貸款	(621,656)	-	(233,341)	(854,997)
Transfers from Stage 1 to Stage 2	轉自分段一至分段二	(22,229)	22,229	-	-
Transfers from Stage 1 to Stage 3	轉自分段一至分段三	(348,040)	-	348,040	-
Transfers from Stage 2 to Stage 1	轉自分段二至分段一	-	-	-	-
Transfers from Stage 2 to Stage 3	轉自分段二至分段三	-	-	-	-
Transfers from Stage 3 to Stage 1	轉自分段三至分段一	327	-	(327)	-
Transfers from Stage 3 to Stage 2	轉自分段三至分段二	-	8,774	(8,774)	-
Total transfers between stages	分段間轉移總額	(369,942)	31,003	338,939	-
Loans receivable directly written off	本年度應收貸款撇銷	-	-	(1,994)	(1,994)
		1,233,835	230,811	1,368,594	2,833,240
Provisions for loans receivable	應收貸款之減值撥備	9,741	9,916	413,400	433,057
Provisions rate	撥備率	0.79%	4.30%	30.21%	15.28%

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables, deposits and other receivables are disclosed in notes 22 and 23 to the financial statements.

有關本集團來自應收貿易賬款、按金及其他應收賬款之信貸風險進一步量化數據，於財務報表附註22及23內披露。

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44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g., trade receivables) and projected cash flows from operations.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of amounts due to related parties, and interest-bearing bank and other borrowings. The Group will consistently maintain a prudent financing policy and ensure that it maintains sufficient cash and credit lines to meet its liquidity requirements. Through maintaining a reasonable proportion in its asset and liability structure, the Group is able to meet its ongoing financial needs. At 31 December 2023, 6% (2022: 13%) of the Group's debts, which comprise amounts due to related parties, and interest-bearing bank and other borrowings (2022: amounts due to related parties, and interest-bearing bank and other borrowings), would mature in less than one year from the reporting date based on the carrying values of borrowings reflected in the financial statements.

44. 財務風險管理目標及政策(續)

流動資金風險

本集團透過循環流動資金計劃工具，監控資金短缺風險。有關工具考慮其金融工具及金融資產(例如應收貿易賬款)之到期日以及經營業務之預計現金流量。

本集團之目標為透過使用應付關連方款項，以及附息銀行及其他貸款，維持資金於持續性與靈活性之間之平衡。本集團將持續維持穩健之融資政策，並確保能維持充裕之現金及信貸額度，藉以滿足流動資金需求。透過維持資產與負債架構之合理比例，本集團能夠滿足其持續財務需求。根據財務報表內反映之貸款賬面值，於2023年12月31日，本集團6%(2022年：13%)之債項(包括應付關連方款項與附息銀行及其他貸款)(2022年：(包括應付關連方款項與附息銀行及其他貸款))自報告日起將於一年內到期。

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財務報表附註

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44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk (continued)

The maturity profiles of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, are as follows:

流動資金風險(續)

於報告期末，按照已訂約未貼現付款分析，本集團金融負債之到期日情況如下：

		3 to less than					Total
		On demand	Less than 3 months	12 months	1 to 5 years	Over 5 years	
		按要求	少於三個月	三個月至 少於十二個月	一至五年	五年以上	總額
		RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 31 December 2023	於2023年12月31日						
Trade payables	應付貿易賬款	5,830,528	-	-	-	-	5,830,528
Financial liabilities included in advanced receipts, accruals and other payables	列入預收款項、應計提賬項及其他應付賬款之金融負債	2,536,539	166,741	79,303	131,057	87	2,913,727
Amounts due to group companies	應付集團公司款項	2,918,971	132,662	397,987	5,773,641	6,987,017	16,210,278
Amounts due to joint ventures and associates	應付合營公司及聯營公司款項	7,974,591	-	-	-	-	7,974,591
Amounts due to non-controlling shareholders	應付非控股股東款項	1,249,739	64,898	-	-	-	1,314,637
Lease liabilities	租賃負債	-	19,587	61,009	565,087	573,745	1,219,428
Interest-bearing bank and other borrowings	附息銀行及其他貸款	-	654,185	1,052,689	5,697,000	7,278,589	14,682,463
Guarantees given to banks in respect of mortgage loan facilities granted to purchasers of the Group's properties	就銀行授出抵押貸款融資予本集團物業之買家需向銀行提供之擔保	4,313,704	-	-	-	-	4,313,704
Guarantees given to financial institutions in connection with facilities granted to joint ventures	就金融機構向合營公司授出融資而向該等金融機構提供之擔保	753,271	-	-	-	-	753,271
		25,577,343	1,038,073	1,590,988	12,166,785	14,839,438	55,212,627

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44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

44. 財務風險管理目標及政策(續)

Liquidity risk (continued)

流動資金風險(續)

		On demand	3 to less than		1 to 5 years	Over 5 years	Total
			Less than 3 months	12 months			
		按要求	少於三個月	三個月至 少於十二個月	一至五年	五年以上	總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 31 December 2022	於2022年12月31日						
Trade payables	應付貿易賬款	4,479,705	-	-	-	-	4,479,705
Financial liabilities included in advanced receipts, accruals and other payables	列入預收款項、應計提賬項及其他應付賬款之金融負債	2,089,048	232,521	150,120	112,900	139	2,584,728
Amounts due to group companies	應付集團公司款項	2,850,497	221,191	663,571	20,596,727	-	24,331,986
Amounts due to joint ventures and associates	應付合營公司及聯營公司款項	8,176,163	-	-	-	-	8,176,163
Amounts due to non-controlling shareholders	應付非控股股東款項	1,193,949	-	-	-	-	1,193,949
Lease liabilities	租賃負債	-	25,072	77,262	517,445	735,129	1,354,908
Interest-bearing bank and other borrowings	附息銀行及其他貸款	971,928	471,061	1,989,706	3,365,865	1,552,221	8,350,781
Guarantee given to banks in respect of mortgage loan facilities granted to purchasers of the Group's properties	就銀行授出抵押貸款融資予本集團物業之買家需向銀行提供之擔保	4,199,480	-	-	-	-	4,199,480
Guarantee given to financial institutions in connection with facilities granted to joint ventures	就金融機構向合營公司授出融資而向該等金融機構提供之擔保	933,272	-	-	-	-	933,272
		24,894,042	949,845	2,880,659	24,592,937	2,287,489	55,604,972

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44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to run operations on a going concern basis and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2023 and 31 December 2022.

The Group monitors capital using a gearing ratio, which is the total of loans from related parties, and interest-bearing bank and other borrowings divided by total equity. The Group's policy is to maintain the gearing ratio at less than 150% and comply with the relevant requirements of bank loan agreements. The gearing ratios as at the end of the reporting periods are as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元 (Restated) (重列)
Amounts due to group companies	應付集團公司貸款	11,397,912	18,365,838
Interest-bearing bank and other borrowings	付息銀行及其他貸款	11,452,748	5,998,224
Total debts	負債總額	22,850,660	24,364,062
Total equity	權益總額	26,348,402	27,021,642
Gearing ratio	負債比率	87%	90%

44. 財務風險管理目標及政策(續)

資本管理

本集團資本管理之主要目標在於保障本集團持續經營過程中之能力及維持穩健之資本比率，以支持其業務及為股東爭取最大價值。

本集團管理資本結構以及根據經濟狀況轉變及有關資產之風險特徵作出調整。本集團可以透過調整對股東派發之股息、向股東發還資本或發行新股，以保持或調整資本結構。截至2023年12月31日及2022年12月31日止年度，管理資本之目標、政策或程式並無變動。

本集團採用負債比率(即應付關連方貸款，以及付息銀行及其他貸款之總額除以權益總額)監控資本。本集團之政策乃維持負債比率低於150%，以及遵守銀行貸款協議之相關規定。於報告期末之負債比率如下：

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45. STATEMENT OF FINANCIAL POSITION OF THE COMPANY 45. 本公司財務狀況表

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

本公司於報告期末之財務狀況表資料如下：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
NON-CURRENT ASSET	非流動資產		
Investments in subsidiaries	於附屬公司之投資	1,138,349	1,122,144
Total non-current asset	非流動資產總額	1,138,349	1,122,144
CURRENT ASSETS	流動資產		
Due from subsidiaries	應收附屬公司款項	9,576,986	9,185,675
Prepayments, deposits and other receivables	預付款項、按金及其他應收賬款	2,002	1,922
Deposits, bank and cash balances	存款、銀行及現金結餘	8,642	20,808
Total current assets	流動資產總額	9,587,630	9,208,405
CURRENT LIABILITIES	流動負債		
Accruals and other payables	應計提賬項及其他應付賬款	6,659	21,633
Interest-bearing bank borrowings	付息銀行貸款	613,111	2,812,570
Due to subsidiaries	應付附屬公司款項	4,080,579	949,424
Total current liabilities	流動負債總額	4,700,349	3,783,627
NET CURRENT ASSETS	流動資產淨值	4,887,281	5,424,778
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總額減流動負債	6,025,630	6,546,922
NON-CURRENT LIABILITY	非流動負債		
Interest-bearing bank borrowings	付息銀行貸款	-	357,320
Total non-current liability	非流動負債總額	-	357,320
NET ASSETS	資產淨值	6,025,630	6,189,602
EQUITY	權益		
Issued capital	已發行股本	1,505,164	1,504,813
Reserves (Note)	儲備(附註)	4,520,466	4,684,789
TOTAL EQUITY	權益總額	6,025,630	6,189,602

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財務報表附註

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45. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued) 45. 本公司財務狀況表(續)

Note:

A summary of the Company's reserves is as follows:

附註：

本公司儲備概要如下：

		Share premium account	Contributed surplus	Capital redemption reserves	Exchange fluctuation reserves	Share-based compensation reserves	Retained profits	Total
		RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2023	於2023年1月1日	82,504	4,000,000	207	215,249	36,997	349,832	4,684,789
Loss for the year	本年度虧損	-	-	-	-	-	(139,645)	(139,645)
Other comprehensive income for the year	本年度其他全面收益	-	-	-	90,482	-	-	90,482
Exchange differences on translation of financial statements	財務報表換算之匯兌差額	-	-	-	90,482	-	-	90,482
Total comprehensive income/(loss) for the year	本年度全面收益/(虧損)總額	-	-	-	90,482	-	(139,645)	(49,163)
Final 2022 dividend declared	宣派2022年末期股息	-	-	-	-	-	(116,296)	(116,296)
Issue of new shares on exercise of share options	就行使購股權發行新股份	1,675	-	-	-	(539)	-	1,136
Cancellation of share options	註銷購股權	-	-	-	-	(32,953)	32,953	-
At 31 December 2023	於2023年12月31日	84,179	4,000,000	207	305,731	3,505	126,844	4,520,466
At 1 January 2022	於2022年1月1日	4,070,053	-	207	(358,417)	42,629	1,477,747	5,232,219
Profit for the year	本年度溢利	-	-	-	-	-	(131,334)	(131,334)
Other comprehensive loss for the year	本年度其他全面虧損	-	-	-	573,666	-	-	573,666
Exchange differences on translation of financial statements	財務報表換算之匯兌差額	-	-	-	573,666	-	-	573,666
Total comprehensive income/(loss) for the year	本年度全面收益/(虧損)總額	-	-	-	573,666	-	(131,334)	442,332
Final 2021 dividend declared	宣派2021年末期股息	-	-	-	-	-	(996,581)	(996,581)
Issue of new shares on exercise of share options	就行使購股權發行新股份	12,451	-	-	-	(5,632)	-	6,819
Reduction of share premium and transfer to contributed surplus	削減股份溢價及轉撥至繳入盈餘	(4,000,000)	4,000,000	-	-	-	-	-
At 31 December 2022	於2022年12月31日	82,504	4,000,000	207	215,249	36,997	349,832	4,684,789

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45. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

Pursuant to a special resolution passed by the shareholders at the annual general meeting of the Company on 25 May 2022, an amount of RMB4,000,000,000 was transferred from the share premium account to the contributed surplus account of the Company.

46. PRINCIPAL SUBSIDIARIES

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

45. 本公司財務狀況表(續)

根據本公司於2022年5月25日之股東周年大會，股東通過一項特別決議案，將本公司股份溢價賬內之人民幣4,000,000,000元轉撥至繳入盈餘賬內。

46. 主要附屬公司

本公司主要附屬公司之詳情如下：

Name of subsidiaries 附屬公司名稱	Place of incorporation/ registration and business 註冊成立/登記 及營業地點	Issued and fully paid-up ordinary capital/registered share capital 已發行及繳足 普通股/註冊資本	Percentage of equity interest indirectly attributable to the Company 本公司應佔間接 股權百分比		Principal activities 主要業務
			2023 2023年	2022 2022年	
Shanghai Zhongjun Real Estate Development Co., Ltd. (iii) 上海仲駿房地產開發有限公司(iii)	PRC/Chinese Mainland 中國/中國大陸	RMB1,000,000,000 人民幣1,000,000,000元	54.85	54.85	Property development in Chinese Mainland 於中國大陸物業發展
Vision Century Real Estate Development (Dalian) Co., Ltd. (i) 威新房地產開發(大連)有限公司(i)	PRC/Chinese Mainland 中國/中國大陸	US\$10,000,000 美元10,000,000	100	100	Property development in Chinese Mainland 於中國大陸物業發展
Vision (Shenzhen) Software Technology Co., Ltd.* (i) 深圳威新軟件科技有限公司(i)	PRC/Chinese Mainland 中國/中國大陸	RMB309,415,440 人民幣309,415,440元	100	100	Business park development and investment in Chinese Mainland 於中國大陸商業園 發展及投資
Shenyang Gemdale Huacheng Property Company Limited* 瀋陽金地華城置業有限公司	PRC/Chinese Mainland 中國/中國大陸	RMB50,000,000 人民幣50,000,000元	100	100	Property development in Chinese Mainland 於中國大陸物業發展
Shenyang Gemdale Yuefeng Real Estate Development Company Limited* 瀋陽金地悅峰房地產開發有限公司	PRC/Chinese Mainland 中國/中國大陸	RMB10,000,000 人民幣10,000,000元	100	100	Property development in Chinese Mainland 於中國大陸物業發展

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46. PRINCIPAL SUBSIDIARIES (continued)

Particulars of the Company's principal subsidiaries are as follows: (continued)

46. 主要附屬公司(續)

本公司主要附屬公司之詳情如下：(續)

Name of subsidiaries 附屬公司名稱	Place of incorporation/ registration and business 註冊成立/登記 及營業地點	Issued and fully paid-up ordinary capital/registered share capital 已發行及繳足 普通股本/註冊資本	Percentage of equity interest indirectly attributable to the Company 本公司應佔間接 股權百分比		Principal activities 主要業務
			2023 2023年	2022 2022年	
Xi'an Zhutai Real Estate Development Company Limited* 西安築泰房地產開發有限公司	PRC/Chinese Mainland 中國/中國大陸	RMB1,000,000 人民幣1,000,000元	100	100	Property development in Chinese Mainland 於中國大陸物業發展
Xi'an Zhutian Property Company Limited* (i) 西安築天置業有限公司(i)	PRC/Chinese Mainland 中國/中國大陸	US\$3,100,000 美元3,100,000	100	100	Property development in Chinese Mainland 於中國大陸物業發展
Hangzhou Vision Real Estate Development Company Limited* 杭州威新房地產開發有限公司	PRC/Chinese Mainland 中國/中國大陸	RMB11,402,500 (2022: 人民幣10,528,000元) RMB11,402,500 (2022年: 人民幣10,528,000元)	92.33	100	Property development in Chinese Mainland 於中國大陸物業發展
Nanjing Vision Real Estate Development Company Limited* (ii) 南京威新房地產開發有限公司(ii)	PRC/Chinese Mainland 中國/中國大陸	RMB1,116,170,000 人民幣1,116,170,000元	96.41	96.41	Property development in Chinese Mainland 於中國大陸物業發展
Hangzhou Jinhang Real Estate Development Co., Ltd.* 杭州金航房地產開發有限公司	PRC/Chinese Mainland 中國/中國大陸	RMB200,000,000 人民幣200,000,000元	100	100	Property development in Chinese Mainland 於中國大陸物業發展
Huai'an Weixin Real Estate Co., Ltd.* (i) 淮安威新置業有限公司(i)	PRC/Chinese Mainland 中國/中國大陸	US\$97,310,000 (2022: US\$92,310,000) 美元97,310,000 (2022年: 美元92,310,000)	98.91	98.85	Property development in Chinese Mainland 於中國大陸物業發展
Shenzhen Jinchengxin Micro-financing Co., Ltd.* 深圳市金誠信小額貸款有限責任公司	PRC/Chinese Mainland 中國/中國大陸	RMB300,000,000 人民幣300,000,000元	100	100	Provision of loans in Chinese Mainland 於中國大陸提供貸款
Shenzhen Zhi Mei Investment Ltd.* (iv) 深圳置美投資有限公司(iv)	PRC/Chinese Mainland 中國/中國大陸	RMB2,000,000,000 人民幣2,000,000,000元	100	100	Investment holding 投資控股
Beijing Jindi Xingsheng Technology Co., Ltd.* 北京金地興晟科技有限公司	PRC/Chinese Mainland 中國/中國大陸	RMB11,049,700 人民幣11,049,700元	90.5	90.5	Property development in Chinese Mainland 於中國大陸物業發展

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財務報表附註

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46. PRINCIPAL SUBSIDIARIES (continued)

Particulars of the Company's principal subsidiaries are as follows: (continued)

Name of subsidiaries 附屬公司名稱	Place of incorporation/ registration and business 註冊成立/登記 及營業地點	Issued and fully paid-up ordinary capital/registered share capital 已發行及繳足 普通股本/註冊資本	Percentage of equity interest indirectly attributable to the Company 本公司應佔間接 股權百分比		Principal activities 主要業務
			2023 2023年	2022 2022年	
Jiaxing Jintong Real Estate Development Co., Ltd.* 嘉興金桐房地產開發有限公司	PRC/Chinese Mainland 中國/中國大陸	RMB665,533,325 人民幣665,533,325元	88.4	95.74	Property development in Chinese Mainland 於中國大陸物業發展
Nanjing Weipan Real Estate Development Co., Ltd.*(v) 南京威磐房地產開發有限公司(v)	PRC/Chinese Mainland 中國/中國大陸	RMB1,765,800,000 人民幣1,765,800,000元	86.93	-	Property development in Chinese Mainland 於中國大陸物業發展
Shanghai Gemdale Weixin Industrial Co., Ltd.* 上海金地威新實業有限公司	PRC/Chinese Mainland 中國/中國大陸	RMB10,000,000 人民幣10,000,000元	95.66	100	Investment holding 投資控股

* For identification purposes only

Notes:

- (i) Wholly-foreign-owned enterprise
- (ii) Sino-foreign equity joint venture enterprise
- (iii) Foreign equity joint venture enterprise
- (iv) Shenzhen Zhi Mei Investment Ltd. is a wholly-owned subsidiary of Vision (Shenzhen) Software Technology Co., Ltd.
- (v) Acquired during the year

The above table lists the subsidiaries of the Company which, in the opinion of the Directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. Details of other subsidiaries had not been included as, in the opinion of the Directors, they did not have any material impact on these financial statements.

46. 主要附屬公司(續)

本公司主要附屬公司之詳情如下：(續)

Name of subsidiaries 附屬公司名稱	Place of incorporation/ registration and business 註冊成立/登記 及營業地點	Issued and fully paid-up ordinary capital/registered share capital 已發行及繳足 普通股本/註冊資本	Percentage of equity interest indirectly attributable to the Company 本公司應佔間接 股權百分比		Principal activities 主要業務
			2023 2023年	2022 2022年	
Jiaxing Jintong Real Estate Development Co., Ltd.* 嘉興金桐房地產開發有限公司	PRC/Chinese Mainland 中國/中國大陸	RMB665,533,325 人民幣665,533,325元	88.4	95.74	Property development in Chinese Mainland 於中國大陸物業發展
Nanjing Weipan Real Estate Development Co., Ltd.*(v) 南京威磐房地產開發有限公司(v)	PRC/Chinese Mainland 中國/中國大陸	RMB1,765,800,000 人民幣1,765,800,000元	86.93	-	Property development in Chinese Mainland 於中國大陸物業發展
Shanghai Gemdale Weixin Industrial Co., Ltd.* 上海金地威新實業有限公司	PRC/Chinese Mainland 中國/中國大陸	RMB10,000,000 人民幣10,000,000元	95.66	100	Investment holding 投資控股

* 僅供識別

附註：

- (i) 外商獨資企業
- (ii) 中外合資企業
- (iii) 外商合資企業
- (iv) 深圳置美投資有限公司乃深圳威新軟件科技有限公司之全資附屬公司
- (v) 於本年內收購

董事認為，上表列示了對本集團於本年度業績有重要影響或構成本集團資產淨值主要部份之本公司附屬公司。董事認為，概無載列其他附屬公司之詳情，乃由於彼等附屬公司對財務報表並無任何重大影響。

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財務報表附註

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47. COMPARATIVE AMOUNTS

As further explained in note 2.2 to the financial statements, due to the adoption of the new and revised HKFRSs during the current year, the accounting treatment and presentation of certain items and balances in the financial statements have been revised to comply with the new requirements. Accordingly, certain prior year adjustments have been made, and certain comparative amounts have been reclassified and restated to conform with the current year's presentation and accounting treatment, and a third statement of financial position as at 1 January 2022 has been presented.

48. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board of directors on 12 March 2024.

47. 比較數字

由於本年度採納新訂及經修訂之香港財務報告準則，因此財務報表部份項目及餘額之會計處理及呈報作出了修改，以符合最新之要求，見財務報表附註2.2之進一步闡述。上年度部分數字也相應作出調整，若干比較數字也重分類及重列，以符合本年之呈報形式及會計處理，就此也同時呈列截至2022年1月1日之財務狀況表。

48. 批准財務報表

財務報表已於2024年3月12日獲董事會批准及授權刊發。

Particulars of Major Interests in Properties

主要物業權益詳情

31 December 2023
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1. Properties held by Subsidiaries

1. 附屬公司持有之物業

Properties 物業	Uses 用途	Shareholding 持股比例	Gross floor area (m ²) 建築面積(平方米)				Total 總計
			Property held for sale 待出售物業	Property under development 發展中物業	Completed investment property 竣工投資物業	Investment property under construction 在建投資物業	
Beijing Daxing Project Huangcun Town, Daxing District, Beijing 北京大興項目 北京市大興區黃村鎮	Residential/Office/ Commercial 住宅/辦公樓/商業	90.50%	61,200	-	75,800	-	137,000
Beijing Gongchen Project Fangshan District, Beijing 北京拱辰項目 北京市房山區	Residential/Commercial 住宅/商業	96.03%	-	84,500	-	8,700	93,200
Chengdu Qingbaijiang Project Tuanjie Road East, Qingbaijiang District, Chengdu 成都青白江項目 成都市青白江區團結東路	Residential/Commercial 住宅/商業	100.00%	-	90,100	-	-	90,100
Chengdu Chenghua Industrial Project Chenghua District, Chengdu 成都成華產業項目 成都市成華區	Commercial/Office/ Apartment 商業/辦公樓/公寓	100.00%	-	-	62,000	227,600	289,600
Hangzhou Gerndale Plaza Liangzhu Street, Yuhang District, Hangzhou 杭州金地廣場 杭州市余杭區良渚街道	Commercial 商業	100.00%	-	-	56,900	-	56,900
Jiaxing Jintong Project Tongxiang City, Jiaxing 嘉興金桐項目 嘉興市桐鄉市	Residential/Commercial 住宅/商業	95.74%	26,700	29,500	-	-	56,200
Kunshan Feilidong Project Zhoushi Town, Kunshan 昆山翡麗東項目 昆山市周市鎮	Residential 住宅	51.00%	-	55,000	-	-	55,000

Particulars of Major Interests in Properties

主要物業權益詳情

31 December 2023

2023年12月31日

1. Properties held by Subsidiaries (continued)

1. 附屬公司持有之物業(續)

Properties 物業	Uses 用途	Shareholding 持股比例	Gross floor area (m ²) 建築面積(平方米)				Total 總計
			Property held for sale 待出售物業	Property under development 發展中物業	Completed investment property 竣工投資物業	Investment property under construction 在建投資物業	
Langfang Gu'an Project South of Kongque Avenue, Gu'an County, Langfang 廊坊固安項目 廊坊市固安縣孔雀大道南側	Residential/Commercial 住宅/商業	96.44%	2,500	90,600	-	-	93,100
Nanjing Hexi Project South Hexi, Jianyue District, Nanjing 南京河西項目 南京建邺區河西南部	Commercial/Office/ Apartment 商業/辦公樓/公寓	96.41%	18,000	91,300	47,900	-	157,200
Nanjing Nanbuxincheng (Gemdale Dacheng Elegance) Honghua Street, Qinhuai District, Nanjing 南京南部新城(金地大成雅境) 南京市秦淮區紅花街道	Residential/Commercial/ Office 住宅/商業/辦公樓	86.93%	236,800	-	-	124,800	361,600
Nanjing Lishui Project Yongyang Street, Lishui District, Nanjing 南京溧水項目 南京市溧水區永陽街道	Residential/Commercial 住宅/商業	100.00%	-	120,000	-	-	120,000
Nanjing Guoji Road G74 Project Honghua Street, Qinhuai District, Nanjing 南京國際路 G74 項目 南京市秦淮區紅花街道	Residential/Commercial 住宅/商業	41.71%	101,900	-	-	-	101,900
Shanghai Anyang Project Gemdale Viseen Hongqiao Science and Technology Park Sijing Town, Songjiang District, Shanghai 上海安洋項目 金地威新虹橋科創園	Commercial/Office 商業/辦公樓	100.00%	-	-	68,500	-	68,500

Particulars of Major Interests in Properties

主要物業權益詳情

31 December 2023
2023年12月31日

1. Properties held by Subsidiaries (continued)

1. 附屬公司持有之物業(續)

Properties 物業	Uses 用途	Shareholding 持股比例	Gross floor area (m ²) 建築面積(平方米)				Total 總計
			Property held for sale 待出售物業	Property under development 發展中物業	Completed investment property 竣工投資物業	Investment property under construction 在建投資物業	
Phases 1 to 3, Vision Shenzhen Business Park High-tech Industrial Park Nanshan District, Shenzhen 威新科技園第一至第三期 深圳市南山區高新技術產業園	Commercial/Office 商業/辦公樓	100.00%	-	-	350,000	-	350,000
Shenzhen Kelu Electronic Industrial Park Longgang District, Shenzhen 深圳科陸電子工業園 深圳市龍崗區	Commercial/Office 商業/辦公樓	100.00%	-	-	86,200	-	86,200
Shenzhen Guanlan Tianxincun Project Longhua District, Shenzhen 深圳觀瀾田心村項目 深圳龍華區	Residential 住宅	100.00%	-	65,800	-	-	65,800
Tangshan Fengnan Project (Jindi Imperial Peak) Fengnan District, Tangshan 唐山豐南項目(金地禦峯) 唐山市豐南區	Residential/Commercial 住宅/商業	92.94%	6,400	197,600	-	-	204,000
Xuzhou Qianzhouwu Project Tongshan District, Xuzhou 徐州前周窩項目 徐州市銅山區銅山街道	Residential/Commercial/ Office 住宅/商業/辦公樓	49.27%	-	329,500	-	60,000	389,500

Particulars of Major Interests in Properties

主要物業權益詳情

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2. Properties held by Joint Ventures and Associates 2. 合營公司及聯營公司持有之物業

Properties 物業	Uses 用途	Shareholding 持股比例	Property held for sale 待出售物業	Property under development 發展中物業	Gross floor area (m ²) 建築面積(平方米)		Total 總計
					Completed investment property 竣工投資物業	Investment property under construction 在建投資物業	
Beijing Kunding Yizhuang Science Business Park Yizhuang Town, Daxing District, Beijing 北京坤鼎亦莊科學園 北京大興區亦莊鎮	Office 辦公樓	79.20%	-	-	40,900	93,200	134,100
Changsha River City Jinjiang Village Yuelu District, Changsha 長沙蘭亭灣畔 長沙市岳麓區靳江村	Commercial 商業	76.00%	21,400	-	35,600	-	57,000
Changsha Jingya Mingdi Yuhua District, Changsha 長沙靜雅名邸 長沙市雨花區	Residential/Commercial 住宅/商業	22.80%	-	147,800	-	-	147,800
Changsha Dawangshan Project Yuelu District, Changsha 長沙大王山項目 長沙市嶽麓區	Residential/Commercial/ Apartment 住宅/商業/公寓	32.57%	4,700	287,200	-	-	291,900
Changsha Duhui Fenghua Project Yuhua District, Changsha 長沙都會風華項目 長沙市雨花區	Residential/Commercial/ Apartment 住宅/商業/公寓	60.80%	3,200	224,600	-	-	227,800
Chengdu Zhaojiesi 108 Project Chenghua District, Chengdu 成都昭覺寺 108 項目 成都市成華區昭覺寺南路 139 號	Residential/Commercial 住宅/商業	49.45%	-	28,800	-	41,700	70,500
Chengdu Jintang Project Jintang County, Chengdu 成都金堂項目 成都市金堂縣	Residential/Commercial 住宅/商業	76.00%	-	74,100	-	-	74,100

Particulars of Major Interests in Properties

主要物業權益詳情

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2. Properties held by Joint Ventures and Associates (continued) 2. 合營公司及聯營公司持有之物業(續)

Properties 物業	Uses 用途	Shareholding 持股比例	Property held for sale 待出售物業	Property under development 發展中物業	Gross floor area (m ²) 建築面積(平方米)		Total 總計
					Completed investment property 竣工投資物業	Investment property under construction 在建投資物業	
Chengdu Wenjiang Project Wenjiang District, Chengdu 成都溫江項目 成都市溫江區	Office 辦公樓	76.00%	-	-	66,000	72,300	138,300
Guangzhou Lanting Ronghui Zengcheng District, Guangzhou 廣州蘭亭榮荟 廣州市增城區	Residential/Commercial 住宅/商業	37.81%	23,400	29,500	-	-	52,900
Guangzhou Chuangjing Huangpu District, Guangzhou 廣州創景 廣州市黃埔區	Office 辦公樓	40.00%	-	-	92,100	56,300	148,400
Guangzhou Xianglu Ronghui Zengcheng District, Guangzhou 廣州香麓榮荟 廣州市增城區	Residential/Commercial 住宅/商業	37.24%	-	75,700	-	-	75,700
Guangzhou North Railway Station TOD Project Huadu District, Guangzhou 廣州北站 TOD 項目 廣州市花都區	Residential/Commercial/ Apartment 住宅/商業/公寓	51.00%	9,700	308,000	-	82,000	399,700
Guangzhou Hengli Island Project Hengli Island, Nansha District, Guangzhou 廣州南沙區橫瀝島項目 廣州市南沙區橫瀝島	Residential/Commercial/ Apartment 住宅/商業/公寓	24.49%	-	128,800	-	-	128,800
Fusion Garden (Guangzhou Zhongxin Project) Zhongxin Town, Zengcheng District, Guangzhou 融置花園(廣州增城中新項目) 廣州市增城區中新鎮	Residential/Commercial 住宅/商業	75.93%	-	189,200	-	-	189,200

Particulars of Major Interests in Properties

主要物業權益詳情

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2. Properties held by Joint Ventures and Associates (continued) 2. 合營公司及聯營公司持有之物業(續)

Properties 物業	Uses 用途	Shareholding 持股比例	Gross floor area (m ²) 建築面積(平方米)				Total 總計
			Property held for sale 待出售物業	Property under development 發展中物業	Completed investment property 竣工投資物業	Investment property under construction 在建投資物業	
Hangzhou Jinjiang Four-in-One Project Shangcheng District, Hangzhou 杭州近江四合一項目 杭州市上城區	Commercial/Office 商業/辦公樓	88.24%	-	142,100	-	-	142,100
Hangzhou Wuba Vision Business Park Gongshu District, Hangzhou 杭州五八威新產業園 杭州市拱墅區	Office 辦公樓	34.20%	74,400	-	41,500	-	115,900
Henan Nanyang Explosion-Proof Factory Plot Wancheng District, Nanyang 河南南陽防爆廠地塊 南陽市宛城區	Residential 住宅	34.11%	-	159,100	-	-	159,100
Huai'an Fengdeng Road Project Qingjiangpu District, Huai'an 淮安豐登路項目 淮安市清江浦區	Residential/Commercial 住宅/商業	29.87%	-	127,100	-	-	127,100
Huai'an Qinzheng Road Project Qingjiangpu District, Huai'an 淮安勤政路項目 淮安市清江浦區	Residential/Commercial/ Apartment 住宅/商業/公寓	63.66%	-	242,200	-	20,000	262,200
Huai'an Jinji Project Qingjiangpu District, Huai'an 淮安金古項目 淮安市清江浦區	Residential/Commercial/ Apartment 住宅/商業/公寓	48.11%	7,400	208,200	-	-	215,600
Jiangyin Yunlu Shangcheng Xiagang Street, Jiangyin 江陰雲麓上城 江陰市夏港街道	Residential 住宅	37.16%	-	80,100	-	-	80,100

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2. Properties held by Joint Ventures and Associates (continued) 2. 合營公司及聯營公司持有之物業(續)

Properties 物業	Uses 用途	Shareholding 持股比例	Property held for sale 待出售物業	Gross floor area (m ²) 建築面積(平方米)			Total 總計
				Property under development 發展中物業	Completed investment property 竣工投資物業	Investment property under construction 在建投資物業	
Jiangyin Gelinyunzhe Xiangang Street, Jiangyin City 江陰格林雲著 江陰市夏港街道	Residential 住宅	36.96%	-	60,100	-	-	60,100
Jiangyin Tianyu Bay Yunting Street, Jiangyin City 江陰天啟灣 江陰市雲亭街道	Residential/Commercial 住宅/商業	47.96%	-	217,000	-	-	217,000
Jiashan Jinyue Xuefu Jiashan County, Jiaxing 嘉善金悅學府 嘉興市嘉善縣	Residential 住宅	20.63%	147,900	-	-	-	147,900
Jinan Beihu Project Tianqiao District, Jinan 濟南北湖項目 濟南天橋區	Residential/Commercial 住宅/商業	44.95%	341,900	187,000	-	-	528,900
Jiashan Boyue Yiting Huimin Street, Jiashan County 嘉善鉞樾怡庭 嘉善縣惠民街道	Residential 住宅	23.56%	-	67,200	-	-	67,200
Kunming Yunqi Project Wuhua District, Kunming 昆明雲汽項目 昆明市五華區	Residential/Commercial 住宅/商業	38.00%	81,000	44,800	-	-	125,800
Kunming Chunshan Mingyue Taiping Xincheng Street, Anning 昆明春山明月 安寧市太平新城街道	Residential 住宅	38.76%	2,100	50,600	-	-	52,700

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2. Properties held by Joint Ventures and Associates (continued) 2. 合營公司及聯營公司持有之物業(續)

Properties 物業	Uses 用途	Shareholding 持股比例	Gross floor area (m ²) 建築面積(平方米)				Total 總計
			Property held for sale 待出售物業	Property under development 發展中物業	Completed investment property 竣工投資物業	Investment property under construction 在建投資物業	
Kunming Qianhui (Mingyue Garden) Lot 52D, Xishan District, Kunming 昆明乾輝(名悅花園) 昆明市西山區52號片區D地塊	Residential/Commercial 住宅/商業	75.42%	105,500	191,800	-	-	297,300
Henan Luoyang Jukelong Laocheng District, Luoyang 河南洛陽聚客隆 洛陽市老城區	Residential/Commercial 住宅/商業	30.26%	-	319,400	-	-	319,400
Nanchang Jufan Project Xueyuan Road, Gaoxin District, Nanchang 南昌聚帆項目 南昌市高新區學院路	Residential/Commercial/ Apartment 住宅/商業/公寓	31.73%	117,000	293,300	-	79,600	489,900
Nanjing Yaohuamen Project Yaojia Road, Cullin Road, Yaohuamen, Nanjing 南京堯化門項目 南京市堯化門堯佳路、翠林路	Commercial/Office/ Apartment 商業/辦公樓/公寓	46.21%	14,100	114,600	80,100	4,400	213,200
Nanjing Liuhe Project Liuhe District, Nanjing 南京六合項目 南京市六合區	Residential/Commercial 住宅/商業	18.33%	150,900	7,300	-	-	158,200
Nanjing Jiangbei G12 Project Jiangbei New District, Nanjing 南京江北 G12 項目 南京江北新區	Residential/Commercial/ Apartment 住宅/商業/公寓	39.32%	-	242,800	-	-	242,800
Nanjing Jiangbei G17 Project Jiangbei New District, Nanjing 南京江北 G17 項目 南京江北新區	Residential/Commercial/ Office 住宅/商業/辦公樓	38.51%	82,900	-	-	9,300	92,200

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2. Properties held by Joint Ventures and Associates (continued) 2. 合營公司及聯營公司持有之物業(續)

Properties 物業	Uses 用途	Shareholding 持股比例	Gross floor area (m ²) 建築面積(平方米)				Total 總計
			Property held for sale 待出售物業	Property under development 發展中物業	Completed investment property 竣工投資物業	Investment property under construction 在建投資物業	
Nanjing Fengzhe Project Binjiang Avenue, Jiangbei New District, Nanjing 南京豐字河項目 南京市江北新區濱江大道	Commercial/Office/ Apartment 商業/辦公樓/公寓	27.00%	2,800	98,900	-	36,700	138,400
Nantong Rudong Project Rudong County, Nantong 南通如東項目 南通市如東縣	Residential 住宅	33.43%	14,900	59,700	-	-	74,600
Qingdao Guanshan Project (CitangCun) Huangdao District, Qingdao 青島觀珊項目(祠堂村) 青島市黃島區	Residential 住宅	51.00%	80,700	114,800	-	-	195,500
Qingdao Qingyin Project Shibei District, Qingdao 青島青銀項目 青島市市北區	Residential/Commercial/ Office 住宅/商業/辦公樓	22.50%	-	491,800	-	-	491,800
Shanghai Hengdong Waigang Town, Jiading District, Shanghai 上海恆動 上海嘉定區外崗鎮	Office 辦公樓	42.50%	-	-	152,700	-	152,700
Shanghai Jiuting Shidai Centre Jiuting Town, Songjiang District, Shanghai 上海九亭時代中心 上海松江區九亭鎮	Commercial/Office/ Apartment 商業/辦公樓/公寓	77.20%	-	-	85,200	-	85,200
Shanghai Zhitao Shengang Road, Songjiang District, Shanghai 上海志韜 上海市松江區申港路	Office 辦公樓	50.00%	-	-	115,800	-	115,800

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2. Properties held by Joint Ventures and Associates (continued) 2. 合營公司及聯營公司持有之物業(續)

Properties 物業	Uses 用途	Shareholding 持股比例	Property held for sale 待出售物業	Property under development 發展中物業	Gross floor area (m ²) 建築面積(平方米)		Total 總計
					Completed investment property 竣工投資物業	Investment property under construction 在建投資物業	
Shanghai Gemdale Viseen Minhang Science and Technology Innovation Park Zhongchun Road, Minhang District, Shanghai 上海金地威新閔行科創園 上海市閔行區中春路	Office 辦公樓	50.00%	-	-	113,200	-	113,200
Shanghai Yuxin Baoshan District, Shanghai 上海裕新 上海市寶山區	Office 辦公樓	50.00%	-	-	56,100	-	56,100
Shanghai Qibao Project Haowen Road, Xinlong Road, Shanghai 上海七寶項目 上海市毓文路新龍路	Commercial/Office 商業/辦公樓	50.00%	-	-	69,300	-	69,300
Shanghai Pingxin Project Qixin Road, Shanghai 上海平莘項目 上海七莘路	Commercial/Office 商業/辦公樓	49.00%	16,400	-	65,300	-	81,700
Shanghai Meilan City Luodian Town, Meilan Lake Baoshan District, Shanghai 上海美蘭城 上海寶山區美蘭湖羅店鎮	Commercial/Office 商業/辦公樓	25.00%	120,500	-	31,100	183,400	335,000
Shanghai Lier Baoshan District, Shanghai 上海利爾 上海市寶山區	Office 辦公樓	50.00%	-	-	55,700	-	55,700

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2. Properties held by Joint Ventures and Associates (continued) 2. 合營公司及聯營公司持有之物業(續)

Properties 物業	Uses 用途	Shareholding 持股比例	Property held for sale 待出售物業	Property under development 發展中物業	Gross floor area (m ²) 建築面積(平方米)		Total 總計
					Completed investment property 竣工投資物業	Investment property under construction 在建投資物業	
Shanghai Jinta Project Maqiao Town, Shangha 上海金闕項目 上海市馬橋鎮	Office 辦公樓	60.00%	-	-	208,600	124,400	333,000
Shanghai Jinshan Pavilion Jinshan District, Shanghai 上海金山亭林 上海市金山區	Office 辦公樓	50.00%	-	-	66,000	-	66,000
Shanghai Anfusch Project Songjiang District, Shanghai 上海安弗施項目 上海市松江區	Office 辦公樓	70.00%	-	-	57,700	-	57,700
Shanghai Jinting Xianshu Project Shanlian Road, Baoshan District, Shanghai 上海金亭線束項目 上海市寶山區山連路	Office 辦公樓	68.40%	-	-	-	91,700	91,700
Shanghai Baoshan Nanda Project Baoshan District, Shanghai 上海寶山南大項目 上海市寶山區	Commercial 商業	45.90%	-	-	-	71,800	71,800
Shanghai Jianshan Project Jinshan Industrial Zone, Shanghai 上海建杉項目 上海金山工業區	Residential 住宅	15.50%	10,600	63,500	-	-	74,100
Shenzhen Qianhai Project Nanshan District, Shenzhen 深圳前海項目 深圳市南山區	Commercial/Office 商業/辦公樓	35.00%	-	311,700	-	-	311,700

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2. Properties held by Joint Ventures and Associates (continued) 2. 合營公司及聯營公司持有之物業(續)

Properties 物業	Uses 用途	Shareholding 持股比例	Property held for sale 待出售物業	Property under development 發展中物業	Gross floor area (m ²) 建築面積(平方米)		Total 總計
					Completed investment property 竣工投資物業	Investment property under construction 在建投資物業	
Suzhou Mudu Project Wuzhong District, Suzhou 蘇州木瀆項目 蘇州市吳中區	Office 辦公樓	50.00%	-	-	124,600	-	124,600
Taiyuan Xiaowu Project Xiaodian District, Taiyuan 太原小吳項目 太原小店區	Residential/Commercial 住宅/商業	71.00%	-	88,100	-	-	88,100
Tianjin Xiqing Project Xiqing District, Tianjin 天津西青項目 天津市西青區	Office 辦公樓	65.00%	-	59,300	14,100	54,100	127,500
Wenling Chengdong Project Wenling, Taizhou 溫嶺城東項目 台州市溫嶺市	Residential/Commercial 住宅/商業	23.59%	-	73,500	-	-	73,500
Wenling Daxi Project Daxi Town, Wenling, Taizhou 溫嶺大溪項目 台州市溫嶺市大溪鎮	Residential/Commercial 住宅/商業	25.00%	-	116,100	-	-	116,100
Wenzhou Cangnan Project Cangnan County, Wenzhou 溫州蒼南項目 溫州市蒼南縣	Residential/Commercial 住宅/商業	50.00%	-	156,500	-	-	156,500
Gemdale Viseen Jiangxia Technology and Industrial Park Jiangxia Economic and Technological Development Zone, Wuhan 金地威新江夏智造園 武漢市江夏經濟技術開發區	Office 辦公樓	85.00%	99,000	-	39,300	-	138,300

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2. Properties held by Joint Ventures and Associates (continued) 2. 合營公司及聯營公司持有之物業(續)

Properties 物業	Uses 用途	Shareholding 持股比例	Property held for sale 待出售物業	Gross floor area (m ²) 建築面積(平方米)			Total 總計
				Property under development 發展中物業	Completed investment property 竣工投資物業	Investment property under construction 在建投資物業	
Wuhan Liji North Project Liji Road North, Qiaokou District, Wuhan 武漢利濟北項目 武漢市礄口區利濟北路	Residential/Commercial/ Office 住宅/商業/辦公樓	37.92%	-	120,900	-	-	120,900
Wuhan Lanting Dajing (Laoguan Village) Hanyang District, Wuhan 武漢蘭亭大境(老關村) 武漢市漢陽區	Residential/Commercial/ Apartment 住宅/商業/公寓	69.16%	79,700	130,100	-	-	209,800
Wuhan Changjiang Yijing Wuhan Economic and Technological Development Zone, Wuhan 武漢長江藝境 武漢市武漢經濟技術開發區	Residential/Commercial/ Office 住宅/商業/辦公樓	70.00%	107,100	210,000	-	-	317,100
Wuhan Four Seasons Metropolis Miaoshan Industrial Park Jiangxia District, Wuhan 武漢四季都會 武漢市江夏區廟山產業園	Residential/Commercial 住宅/商業	70.00%	75,900	270,900	-	-	346,800
Xuzhou Sanhuan Road Project South to Sanhuan Road North, West to Sanhuan Road West, Xuzhou 徐州三環路項目 徐州市三環北路以南, 三環西路以西	Commercial 商業	25.59%	600	-	60,600	-	61,200
Xuzhou Duhui Xingchen (Armed Police Detachment) Quanshan District, Xuzhou 徐州都會星辰(武警支隊) 徐州市泉山區	Residential/Commercial 住宅/商業	32.74%	117,700	59,700	-	-	177,400

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2. Properties held by Joint Ventures and Associates (continued) 2. 合營公司及聯營公司持有之物業(續)

Properties 物業	Uses 用途	Shareholding 持股比例	Gross floor area (m ²) 建築面積(平方米)				Total 總計
			Property held for sale 待出售物業	Property under development 發展中物業	Completed investment property 竣工投資物業	Investment property under construction 在建投資物業	
Xuzhou Olympic Sport Centre West Project Xincheng District, Xuzhou 徐州奧體西項目 徐州新城區	Residential/Commercial 住宅/商業	24.67%	-	154,700	-	-	154,700
Xuzhou Liyuan Community Quanshan District, Xuzhou 徐州梨園小區 徐州市泉山區	Residential 住宅	58.70%	-	85,200	-	-	85,200
Xuzhou High Speed Rail J Xuzhou Economic and Technological Development Zone, Xuzhou 徐州高鐵J 徐州市徐州經濟技術開發區	Residential 住宅	24.33%	-	119,600	-	-	119,600
Xuzhou Quanrun Project Tongshan District, Xuzhou 徐州泉潤項目 徐州市銅山區	Residential 住宅	30.98%	-	136,400	-	-	136,400
Yancheng Chuanchang River Project Yandu District, Yancheng 鹽城串場河項目 鹽城市鹽都區	Residential/Commercial/ Office 住宅/商業/辦公樓	50.64%	-	188,300	-	67,800	256,100

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