



**Radiance Holdings (Group) Company Limited**  
**金輝控股(集團)有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

*(於開曼群島註冊成立的有限公司)*

**(Stock Code 股份代號: 9993)**



**ANNUAL  
REPORT  
2023**  
年報



# CONTENTS

## 目錄

Corporate Profile 公司簡介	2
Corporate Information 公司資料	3
Major Events of Radiance 金輝大事記	5
Glossary and Definition 詞彙及釋義	7
Chairman's Statement 主席報告	10
Performance Highlights 表現摘要	13
Management Discussion and Analysis 管理層討論及分析	15
Biographies of Director and Company Secretary 董事及公司秘書簡歷	40
Corporate Governance Report 企業管治報告	45
Directors' Report 董事會報告	63
Independent Auditor's Report 獨立核數師報告	79
Consolidated Statement of Profit or Loss and Other Comprehensive Income 綜合損益及其他全面收益表	87
Consolidated Statements of Financial Position 綜合財務狀況表	88
Consolidated Statements of Changes in Equity 綜合權益變動表	90
Consolidated Statements of Cash Flows 綜合現金流量表	91
Notes to Financial Statements 財務報表附註	94
Financial Summary 財務概要	213
Particulars of Major Investment Properties 主要投資物業詳情	215

# CORPORATE PROFILE

## 公司簡介

### ABOUT RADIANCE

Radiance Holdings (Group) Company Limited (stock code: 9993.HK) is a reputable large property developer with national presence, regional focus and leading positions in select cities, and we focus on providing quality residential properties to first-time homebuyers and first-time upgraders. With over 27 years' experience, we have expanded our operations into eight regions with strong growth potential in China, namely, the Yangtze River Delta, the Bohai Economic Rim, Shenzhen/Huizhou, Southeastern China, Eastern China, Central China, Southwestern China and Northwestern China.

In terms of comprehensive strengths, we were ranked as one of "China's Top 50 Real Estate Developers" ("中國房地產企業綜合前50強") by the China Real Estate Association (中國房地產協會) and the China Real Estate Appraisal Center of Shanghai E-house China Research Institute (上海易居房地產研究院) for ten consecutive years since 2014 and was named "2023 Top 23 Comprehensive Strength of Real Estate Listed Companies".

### COMPANY MISSION

Build properties with craftsmanship and make homes better.

### CORPORATE VALUES

Customer-first, the pursuit of excellence, win-win cooperation, pragmatic and responsible, positive-thinking and integrity

### CORPORATE VISION

We endeavour to pursue better products and services and aim to become a trusted partner in quality benchmarking

### 關於金輝：

金輝控股(集團)有限公司(股票代碼：9993.HK)是一家全國佈局、區域聚焦、城市領先且聲譽卓著的大型地產開發商，專注於為首次購房者及首次改善型購房者提供優質的住宅物業。憑借逾27年的經驗，我們已將業務擴展至中國八大經濟發展勢頭強勁的區域，包括長三角、環渤海、深惠、東南、華東、華中、西南及西北。

按綜合實力計，我們自2014年起連續10年獲中國房地產協會及上海易居房地產研究院中國房地產測評中心評為「中國房地產企業綜合前50強」；並榮獲「2023房地產上市公司綜合實力第23強」等榮譽。

### 企業使命

用心建好房，讓家更美好。

### 核心價值觀

客戶第一、追求卓越、協作共贏、務實擔當、陽光誠信

### 企業願景

追求更好的產品及服務，成為可信賴的品質標杆企業

## BOARD OF DIRECTORS

### Executive Directors

Mr. Lam Ting Keung (*Chairman*)  
Mr. Lam Yu  
Mr. Huang Junquan  
Mr. Xu Xiaodong

### Independent non-executive Directors

Mr. Zhang Huaqiao  
Mr. Tse Yat Hong  
Mr. Chung Chong Sun

## AUDIT COMMITTEE

Mr. Chung Chong Sun (*Chairman*)  
Mr. Zhang Huaqiao  
Mr. Tse Yat Hong

## REMUNERATION COMMITTEE

Mr. Zhang Huaqiao (*Chairman*)  
Mr. Tse Yat Hong  
Mr. Lam Yu

## NOMINATION COMMITTEE

Mr. Lam Ting Keung (*Chairman*)  
Mr. Zhang Huaqiao  
Mr. Chung Chong Sun

## COMPANY SECRETARY

Ms. Kwok Yan Ting Jennis

## AUTHORISED REPRESENTATIVES

Mr. Xu Xiaodong  
Ms. Kwok Yan Ting Jennis

## AUDITOR

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

## LEGAL ADVISER

Sidley Austin

## 董事會

### 執行董事

林定強先生 (*主席*)  
林宇先生  
黃俊泉先生  
徐小冬先生

### 獨立非執行董事

張化橋先生  
謝日康先生  
鍾創新先生

## 審核委員會

鍾創新先生 (*主席*)  
張化橋先生  
謝日康先生

## 薪酬委員會

張化橋先生 (*主席*)  
謝日康先生  
林宇先生

## 提名委員會

林定強先生 (*主席*)  
張化橋先生  
鍾創新先生

## 公司秘書

郭恩廷女士

## 授權代表

徐小冬先生  
郭恩廷女士

## 核數師

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

## 法律顧問

盛德律師事務所



## CORPORATE INFORMATION 公司資料

### REGISTERED OFFICE

PO Box 309, Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

### HEAD OFFICE IN THE PRC

42/F, Radiance Plaza  
Qiyang Road  
Wangjing  
Chaoyang District  
Beijing  
PRC

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 6709, 67/F  
The Center  
99 Queen's Road Central  
Central  
Hong Kong

### HONG KONG BRANCH SHARE REGISTRAR

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

### CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Services (Cayman Islands) Limited  
Third Floor, Century Yard,  
Cricket Square P.O. Box 902  
Grand Cayman  
KY1-1103  
Cayman Islands

### PRINCIPAL BANKS

Agricultural Bank of China  
Industrial and Commercial Bank of China  
Bank of China  
China Construction Bank  
China Minsheng Bank  
China Merchants Bank  
China Everbright Bank  
China Guangfa Bank  
Industrial Bank

### WEBSITE

<http://www.radiance.com.cn>

### STOCK CODE

9993

### 註冊辦事處

PO Box 309, Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

### 中國總辦事處

中國  
北京  
朝陽區  
望京  
啟陽路  
金輝大廈42樓

### 香港主要營業地點

香港  
中環  
皇后大道中99號  
中環中心  
67樓6709室

### 香港股份過戶登記分處

卓佳證券登記有限公司  
香港夏慤道16號  
遠東金融中心17樓

### 開曼群島股份過戶登記總處

Tricor Services (Cayman Islands) Limited  
Third Floor, Century Yard,  
Cricket Square P.O. Box 902  
Grand Cayman  
KY1-1103  
Cayman Islands

### 主要往來銀行

中國農業銀行  
中國工商銀行  
中國銀行  
中國建設銀行  
中國民生銀行  
中國招商銀行  
中國光大銀行  
廣發銀行  
興業銀行

### 網站

<http://www.radiance.com.cn>

### 股份代號

9993

# MAJOR EVENTS OF RADIANCE

## 金輝大事記

### MAJOR EVENTS OF RADIANCE

#### February 2023

On 24 February, Radiance Group was recognized as one of the Top 100 Hong Kong Listed Companies for its excellence in five metrics, including revenue, capitalization, net profit after tax, return on equity and total return, in the Hong Kong Listed Companies Development Summit Forum 2022 cum the 10th Top 100 Hong Kong Listed Companies Award Ceremony held at the Island Shangri-La Hotel. Radiance Group was also awarded the Most Powerful Growth Award for New Stocks in the Top 100 Hong Kong Stock Exchange.

#### March 2023

On 16 March, the 2023 China Top 100 Real Estate Developer Research Results Conference cum the 20th China's Top 100 Real Estate Entrepreneurs' Summit made its mark in Beijing.

With its outstanding performance for the year, Radiance Holdings (Group) Company Limited ranked 37th in the China Top 100 Real Estate Enterprises 2023 and was named as one of the Top 10 Real Estate Companies in Excellent Delivery 2023, becoming a double real estate enterprise.

On 23 March, Radiance Holdings ranked among the Top 50 for 12 years in a row and was named one of the Top 10 Real Estate Companies in Operating Performance 2023 in the Top 500 Real Estate Development Enterprises – Comprehensive Strength 2023 co-sponsored by China Real Estate Association and Shanghai E-House China Research Institute.

#### May 2023

On 20 May, Radiance Group's community IP "Spectrum Community" made its debut. Taking growth, parent-child, elderly, neighborhood, love, sports, and public welfare as the seven metrics of community and family life, it not only provides a link to connect community and family, but also a multi-dimensional lifestyle and content production platform stemming from more than 20 years of research in contemporary family and population. With its commitment to make more fascinating things possible, Radiance Group thus since opened up a more diversified "spectrum" for the community.

On 30 May, Radiance Holdings (9993.HK) was named as one of the Top 23 Real Estate Listed Companies in Comprehensive Strength in the 2023 China Top 70 Overall Strength of Real Estate Listed Companies jointly released by the China Real Estate Association and Shanghai E-House China Research Institute by virtue of its high-quality and steady development, as one of the central powers of China's listed real estate enterprises.

### 金輝大事記

#### 2023年2月

2月24日，《數字化轉型共創新價值》2022香港上市公司發展高峰論壇暨第十屆「港股100強」頒獎活動在港島香格里拉大酒店隆重舉行，金輝控股因在營業額、總市值、稅後淨利潤、淨資產收益率及總回報率五重維度上表現優秀，獲得行業認可，入選第十屆港股100強榜單，並榮獲「新股最具增長動力獎」。

#### 2023年3月

3月16日，2023年中國房地產百強企業研究成果發佈會暨第二十屆中國房地產百強企業家峰會在北京順利舉行。

金輝集團股份有限公司憑藉年度優異表現，蟬聯「2023中國房地產百強企業」，排名第37位，榮獲「2023交付力優秀企業十強」，成為雙料房企！

3月23日，由中國房地產業協會、上海易居房地產研究院共同主辦的2023房地產開發企業綜合實力500強發佈中，金輝控股連續十二年蟬聯TOP50，並獲「2023房地產開發企業經營績效TOP10」。

#### 2023年5月

5月20日，金輝集團發佈了集團社群IP「光譜社區」。把成長、親子、熟年、鄰里、熱愛、運動、公益作為社區與家庭生活的7大維度研究課題，它不僅是一個連結社區家庭的紐帶，更是一個基於二十餘年當代家庭與人群樣本研究的多領域生活方式與內容製造平台。致力彙聚和點亮更多美好可能，金輝集團由此開啟多樣化社群的「光譜模式」。

5月30日，中國房地產業協會、上海易居房地產研究院聯合發佈「2023中國房地產上市公司綜合實力榜」，金輝控股（9993.HK）憑藉高質量的穩健發展，榮獲「2023中國房地產上市公司綜合實力第23強」，成為中國上市房企中堅力量。



## MAJOR EVENTS OF RADIANCE 金輝大事記

### June 2023

On 7 June, Radiance Holdings was recognized again as a High Quality Enterprise with Comprehensive Robust Development at the 20th (2023) Blue Chip Annual Meeting sponsored by the Economic Observer.com.cn held in Beijing, by virtue of its high-quality and stable development.

### July 2023

Radiance Group created an architectural-friendly design and went out for diversified property development with its insights into customer needs, both from the perspective of the city and owners, bringing buyers with better homes, the Radiance way. Issued the declaration of "Ideal Home" to promote urban advancement and better life.

### September 2023

Since 2023, our brand name as a real estate powerhouse has been far-reaching. From implementation of R&D, design, construction, community space to delivery procedures across the entire development chain, our strategy has brought to life our brand with its unique quality of product, delivery and services.

On 21 September, Radiance Group ranked among the TOP29 Real Estate Development Enterprise – Brand Value 2023 in the Research and Evaluation on Brand Value of Real Estate Enterprises 2023 conducted with the guidance of China Real Estate Association and hosted by Shanghai E-House China Research Institute. Results of the evaluation on the value of human capital jointly completed by China Real Estate Association and the Human Capital Value Evaluation Center of Cricchina.com were officially released. Radiance Group ranked the 17th among the TOP50 Human Capital Value of Chinese Real Estate Enterprises 2023. In addition, Radiance Group was awarded the China Real Estate Enterprises 30 Best Employers 2023 five years in a row due to the provision of development platform for employees.

On 25 September, Radiance Group was named as an Annual Valuable Real Estate Listed Company at the 13th China Value Real Estate Annual Meeting in 2023 sponsored by National Business News. Upholding the stable and high-quality development concept, we continued to create quality and value from the dual dimensions of capital market and consumer products.

### December 2023

In December 2023, Radiance Group was named among the TOP 30 in the list of TOP100 Chinese Real Estate Companies in Product Strength unveiled by Yi Han Zhi Ku. The evaluation benchmark of this product power list lies not only within the traditional product design level, but also around the industrial low-carbon, product system, market branding and beyond. Radiance Group stands out with the excellent quality of its product, a reflection of the trust and recognition of its refined pieces of product that go far beyond the expectations of home buyers.

### 2023年6月

6月7日，由《經濟觀察報》主辦的「第二十屆(2023)藍籌年會」在北京隆重舉行，金輝控股憑藉高質量穩健發展，再獲認可，摘得「綜合穩健發展優質企業」殊榮。

### 2023年7月

金輝集團洞察客戶需求，以城市與業主雙重視角，打造友好建築界面，多元物業拓展，帶來金輝式美好家。發佈「看鑒家」宣言，推動城市進步與美好生活。

### 2023年9月

2023年以來，實力房企的品牌形象行穩致遠。金輝集團品牌戰略，從貫徹研發設計、建築施工、社群空間、交付程序等全開發鏈出發，將產品力、交付力、服務力作為品牌的生命力。

9月21日，由中國房地產業協會指導、上海易居房地產研究院主持開展的2023房地產企業品牌價值測評研究成果中，金輝集團躋身2023年房地產開發企業品牌價值TOP29。由中國房地產業協會、克而瑞人力資本價值測評中心合作共同完成的人力資本價值測評成果正式發佈。2023中國房地產企業人力資本價值TOP50中，金輝集團高居第17位。同時，金輝集團還積極為員工提供成長平台，榮獲2023中國房地產企業最佳僱主30。此次獲獎，是金輝集團連續五年蟬聯中國房地產企業最佳僱主30企業。

9月25日在由《每日經濟新聞》主辦的2023第十三屆中國價值地產年會上，金輝集團榮獲2023「年度價值地產上市公司」殊榮。秉承穩健的高質量發展理念，從資本市場與客戶產品雙維度，持續打造品質價值。

### 2023年12月

2023年12月，億翰智庫發佈「中國房企超級產品力TOP100」榜單，金輝集團榮獲TOP 30。這份產品力榜單評選基準，不止在於傳統產品設計層面，更圍繞行業低碳、產品體系以及市場品牌等多元評價維度。金輝集團以過硬產品實力脫穎而出，這是對長期以來精研產品力的信任認可，也是金輝用精細產品對市場交出的美好答卷。

# GLOSSARY AND DEFINITION

## 詞彙及釋義

“2023 Notes” 「2023票據」	指	the 8.8% senior notes due September 2023 in the aggregate principal amount of US\$250 million listed on the Singapore Exchange Securities Trading Limited and issued by Radiance Capital 金輝資本發行於2023年9月到期本金總額為250,000,000美元的8.8%優先票據，並於新加坡證券交易所有限公司上市
“2024 AGM” 「2024年股東周年大會」	指	the annual general meeting of the Company to be convened and held on 31 May 2024 本公司將於2024年5月31日召開及舉行的股東周年大會
“2024 Notes” 「2024票據」	指	the 7.8% senior notes due March 2024 in the aggregate principal amount of US\$300 million listed on the Stock Exchange and issued by the Company 本公司發行於2024年3月到期本金總額為300,000,000美元的7.8%優先票據，並於聯交所上市
“ABS” 「資產抵押證券」	指	asset-backed securities 資產抵押證券
“Articles” 「章程細則」	指	the second amended and restated articles of association of the Company adopted on 18 May 2023 本公司於2023年5月18日採納的第二份經修訂和重述的公司章程大綱細則
“ASP” 「平均售價」	指	average selling price 平均售價
“Board” 「董事會」	指	the board of Directors 董事會
“BVI” 「英屬處女群島」	指	the British Virgin Islands 英屬處女群島
“China” or “PRC” 「中國」	指	the People’s Republic of China 中華人民共和國
“Company” or “our Company” or “Radiance” or “Radiance Holdings” 「本公司」或「金輝」或「金輝控股」	指	Radiance Holdings (Group) Company Limited (金輝控股(集團)有限公司), a company incorporated in the Cayman Islands as an exempted company with limited liability 金輝控股(集團)有限公司，一間在開曼群島註冊成立的獲豁免有限公司
“Controlling Shareholder(s)” 「控股股東」	指	has the meaning ascribed thereto under the Listing Rules and, unless the context requires otherwise, collectively refers to Mr. Lam, Ms. Lam, Radiance Group Holdings and Glowing Shine 具有上市規則賦予該詞的涵義，除非文義另有所指，否則為林先生、林女士、金輝集團控股以及啟輝的統稱
“CG Code” 「企業管治守則」	指	Corporate Governance Code as set out in Appendix 14 to the Listing Rules in force during the year ended 31 December 2023 (i.e. the new Appendix C1 to the Listing Rules with effect from 31 December 2023) 上市規則於2023年12月31日止年度仍然生效的附錄十四(即自2023年12月31日生效的上市規則附錄C1)所載的企業管治守則
“Deed of Non-competition” 「不競爭契據」	指	the deed of non-competition dated 13 October 2020 entered into by the Controlling Shareholders with and in favor of the Company, further information of which is set out in the section headed “Relationship with Controlling Shareholders” in the Prospectus 控股股東與本公司所訂立並以本公司為受益人，日期為2020年10月13日的不競爭契據，詳情載於招股章程「與控股股東的關係」一節
“Directors” 「董事」	指	director(s) of the Company 本公司董事



## GLOSSARY AND DEFINITION

### 詞彙及釋義

<p>“GFA” 「總建築面積」</p>	<p>指</p>	<p>gross floor area 總建築面積</p>
<p>“Glowing Shine” 「啟輝」</p>	<p>指</p>	<p>Glowing Shine Limited (啟輝有限公司), a company incorporated in the BVI with limited liability, which is wholly owned by Radiance Group Holdings, and is one of the Controlling Shareholders 啟輝有限公司，一間在英屬處女群島註冊成立的有限公司，由金輝集團控股全資擁有，並為控股股東之一</p>
<p>“Group,” “our Group,” “we,” “our” or “us” 「本集團」或「我們」</p>	<p>指</p>	<p>the Company and its subsidiaries 本公司及其附屬公司</p>
<p>“Hong Kong dollars” or “HK\$” 「港元」</p>	<p>指</p>	<p>Hong Kong dollars, the lawful currency of Hong Kong 香港法定貨幣港元</p>
<p>“Independent Third Party(ies)” 「獨立第三方」</p>	<p>指</p>	<p>an individual(s) or company(ies) who or which is/are to the best of our Director’s knowledge, information and belief, having made all reasonable enquiries, is/are not our connected persons as defined under the Listing Rules 據董事經作出一切合理查詢後所深知、盡悉及確信，並非我們的關連人士（定義見上市規則）的人士或公司</p>
<p>“Listing” 「上市」</p>	<p>指</p>	<p>the listing of the Shares on the main board of the Stock Exchange on 29 October 2020 股份於2020年10月29日在聯交所主板上市</p>
<p>“Listing Date” 「上市日期」</p>	<p>指</p>	<p>29 October 2020, the date on which dealings in the Shares on the Stock Exchange first commence 2020年10月29日，股份首次於聯交所買賣當日</p>
<p>“Listing Rules” 「上市規則」</p>	<p>指</p>	<p>the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司證券上市規則</p>
<p>“Model Code” 「標準守則」</p>	<p>指</p>	<p>Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules in force during the year ended 31 December 2023 (i.e. the new Appendix C3 to the Listing Rules with effect from 31 December 2023) 上市規則於2023年12月31日止年度仍然生效的附錄十（即自2023年12月31日生效的上市規則附錄C3）所載的上市發行人董事進行證券交易的標準守則</p>
<p>“Mr. Lam” 「林先生」</p>	<p>指</p>	<p>Mr. Lam Ting Keung (林定強), an executive Director and one of the Controlling Shareholders 林定強先生，為我們的執行董事及控股股東之一</p>
<p>“Ms. Lam” 「林女士」</p>	<p>指</p>	<p>Ms. Lam Fung Ying (林鳳英), the spouse of Mr. Lam and one of the Controlling Shareholders 林鳳英女士，為林先生的配偶及控股股東之一</p>
<p>“Over-allotment Option” 「超額配股權」</p>	<p>指</p>	<p>the option which had been exercised on 25 November 2020 by the Joint Global Coordinators (for themselves on behalf of the International Underwriters) in respect of an aggregate of 45,227,000 Over-allotment Shares, under the International Underwriting Agreement as described in Prospectus 聯席全球協調人（為其本身及代表國際包銷商）根據招股章程所述的國際包銷協議於2020年11月25日就合共45,227,000股超額配股股份行使的購股權</p>
<p>“Prospectus” 「招股章程」</p>	<p>指</p>	<p>the prospectus of the Company dated 16 October 2020 being issued in connection with the Listing 本公司就上市而刊發日期為2020年10月16日的招股章程</p>

## GLOSSARY AND DEFINITION 詞彙及釋義

<p>“Radiance Capital” 「金輝資本」</p>	<p>指</p>	<p>Radiance Capital Investments Limited (金輝資本投資有限公司), a company incorporated in the BVI and an indirect non-wholly owned subsidiary of the Company 金輝資本投資有限公司, 一間在英屬維爾京群島成立的公司, 並為本公司之間接非全資附屬公司</p>
<p>“Radiance Group” 「金輝集團」</p>	<p>指</p>	<p>Radiance Group Co., Ltd. (金輝集團股份有限公司), a company incorporated in the People’s Republic of China and an indirect non-wholly owned subsidiary of the Company 金輝集團股份有限公司, 一間在中國成立的有限公司, 並為本公司之間接非全資附屬公司</p>
<p>“Radiance Group Holdings” 「金輝集團控股」</p>	<p>指</p>	<p>Radiance Group Holdings Limited (金輝集團控股有限公司), a company incorporated in the Cayman Islands as an exempted company with limited liability which is owned as to 64.97% by Mr. Lam and 35.03% by Ms. Lam, and one of the Controlling Shareholders 金輝集團控股有限公司, 一間在開曼群島註冊成立的獲豁免有限公司, 分別由林先生及林女士擁有64.97%及35.03%, 並為控股股東之一</p>
<p>“Register of Members” 「股東名冊」</p>	<p>指</p>	<p>the register of members of the Company 本公司的股東登記冊</p>
<p>“Renminbi” or “RMB” 「人民幣」</p>	<p>指</p>	<p>the lawful currency of the PRC 中國法定貨幣</p>
<p>“SFO” 「證券及期貨條例」</p>	<p>指</p>	<p>Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) 香港法例第571章證券及期貨條例</p>
<p>“Share(s)” 「股份」</p>	<p>指</p>	<p>ordinary share(s) in the capital of the Company with the nominal value of HK\$0.01 each 本公司股本中每股面值0.01港元的普通股</p>
<p>“Share Option Scheme” 「購股權計劃」</p>	<p>指</p>	<p>the share option scheme adopted by the Company on 5 October 2020 本公司於2020年10月5日採納的購股權計劃</p>
<p>“Shareholder(s)” 「股東」</p>	<p>指</p>	<p>holder(s) of the Shares 股份持有人</p>
<p>“sq.m.” 「平方米」</p>	<p>指</p>	<p>square meter(s) 平方米</p>
<p>“Stock Exchange” 「聯交所」</p>	<p>指</p>	<p>The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司</p>
<p>“US\$,” “USD” or “\$” 「美元」</p>	<p>指</p>	<p>U.S. dollars, the lawful currency of the United States 美國法定貨幣美元</p>

# CHAIRMAN'S STATEMENT

## 主席報告

### DEAR SHAREHOLDERS,

I am pleased to present to all Shareholders the annual results and business review for the year ended 31 December 2023 as well as the prospects for 2024 of the Company.

### ANNUAL RESULTS

For the year ended 31 December 2023, the Group's revenue was RMB34,248.7 million, representing a year-on-year decrease of 3.0% as compared to the corresponding period of last year. Gross profit for the year ended 31 December 2023 amounted to RMB2,528.7 million, representing a year-on-year decrease of approximately 51.2% as compared to 2022. Loss attributable to the owners of the Company for the year ended 31 December 2023 was RMB581.2 million.

### MARKET AND POLICY REVIEW

In 2023, the real estate market in China showed a year-on-year downward trend in terms of investment and sales. In 2023, the investment in real estate development across China was RMB1.11 billion, representing a year-on-year decrease of 9.6%, of which the investment in residential properties was RMB840 million, representing a year-on-year decrease of 9.3%. The floor area sold of commodity properties nationwide was 1.12 billion sq.m., representing a year-on-year decrease of 8.5%, of which the floor area sold of residential properties decreased by 8.2% year-on-year. The sales of commodity properties nationwide were RMB11.7 trillion, down by 6.5% year-on-year, of which the sales of residential properties fell 6.0% year-on-year.

With the current market environment, in order to cope with changes in supply and demand, the central government of the PRC continued to relax its control policies on the real estate market. Second-and third-tier cities and below gradually moved towards a full lifting of purchase restriction policies while first-tier cities also partially relaxed their corresponding policies. Meanwhile, mortgage policies were also adjusted to support people's reasonable needs for self-occupancy and reduce home purchase costs, including lowering mortgage interest rates and increasing loan limits of the provident fund.

In 2023, the central government of the PRC proposed the "Three Major Projects" for the first time, making important arrangements for affordable housing, urban village renovation and infrastructure construction. This policy trend not only emphasized the essential position of the real estate market in the national economy but also increased the capital investment by diverting social capital into the sector, thereby forming a diversified investment pattern.

In general, in the face of the prevailing real estate market, the central government adopted active and effective response measures, which not only stabilized market expectations but also promoted the transformation and upgrading of the market. The implementation of these measures provided a strong guarantee for the stable and healthy development of the real estate market.

### 尊敬的各位股東：

本人欣然向各位股東提呈金輝控股截至2023年12月31日止年度之全年業績、業務回顧與2024年展望。

### 全年業績

截至2023年12月31日止年度，本集團營業收入人民幣34,248.7百萬元，較去年同期同比下跌3.0%；毛利潤人民幣2,528.7百萬元，較去年同期同比下跌約51.2%；截至2023年12月31日止年度本公司擁有人應佔虧損為人民幣581.2百萬元。

### 市場及政策回顧

2023年全國房地產市場在投資、銷售等方面均呈現出同比下降的趨勢。2023年，全國房地產開發投資11.1億元，同比下降9.6%，其中住宅投資8.4億元，同比下降9.3%。全國商品房銷售面積11.2億平方米，同比下降8.5%，其中住宅銷售面積同比下降8.2%。全國商品房銷售額11.7萬億元，同比下降6.5%，其中住宅銷售額同比下降6.0%。

在目前的市場環境下，為了應對供求關係發生的變化，中央持續放鬆房地產市場調控政策。二三線及以下城市已逐步趨向全面解除限購政策，一線城市限購政策也出現局部放鬆。同時，房貸政策也得到了調整，旨在支持居民合理自住需求，降低購房成本，包括降低房貸利率、提高公積金貸款額度等。

2023年，中央首提「三大工程」，對保障性住房、城中村改造、基礎設施建設三方面做出重要部署。這一政策導向不僅強調了房地產市場在國民經濟中的重要地位，同時加大了資金投入，引導社會資本參與其中，形成多元化的投資格局。

總的來說，面對當前房地產市場，中央採取了積極有效的應對措施，既穩定了市場預期，又推動了市場的轉型升級。這些措施的實施，為房地產市場的平穩健康發展提供了有力保障。

### Committed to Building Perfect Home for Satisfactory Delivery

In 2023, the Company completed the delivery of more than 40,000 units in 72 batches in 27 cities across the country, bringing owners the long-awaited new homes. Since the establishment of the delivery mechanism featuring the "Standardization System for Assessing the Home", the Company's stringent standards have been implemented throughout the entire process of project sales-construction-delivery and deeply planted in the development cycle of homes, serving as the most essential guideline for project execution, quality control and service capabilities. All these aimed at creating beautiful future homes that can be "standardised and assessed" by customers.

### Forge Ahead by Overcoming Difficulties

Given the current market environment, the Group pursued a strategy of steady progress by strictly adhering to its financial discipline, maintaining reasonable liquidity, lowering leverage levels and optimizing the capital structure. As of 31 December 2023, the Group's outstanding debts was RMB29,428.4 million, representing a decrease of 22.2% from RMB37,815.8 million as of 31 December 2022. During the year ended 31 December 2023, the weighted average cost of debts of the Group was 5.99%, slightly lower than that of 6.22% for the year ended 31 December 2022.

### Prospects for 2024

Looking forward to the development of the real estate market in 2024, in terms of financial policies, given the implementation of the white list system and the introduction of the "three no less than" assessment indicators, it reflects the central bank and major banks' positive attitude of strengthening the financial support for the real estate market, which will help increase market liquidity, reduce financing costs for real estate companies and stimulate demand from individual home buyers. In terms of regulatory policies, first-tier cities and second-tier cities with promising potential still have certain room for optimization, namely household registration policies and life spans of social security.

However, it should be noted that although the policy environment is conducive to the stable development of the real estate market in general, certain challenges and risks are still threatening the market. The Group will continue to maintain a steady development strategy, take "guaranteed delivery" as its bottom line, fulfill its corporate responsibilities, achieve high-quality development and provide a better living environment for home buyers.

All in all, as the policy signal for the real estate sector turns more positive, we believe that the sector is expected to become stabilized gradually, thus realizing its role as a key industry capable of stabilizing the momentum for investment growth and ushering in promising prospects for business development in the future.

### 滿意交付，臻心築家

2023年，金輝共完成全國27城、72批次、40000餘套交付工作，為業主帶來了期盼已久的新家。自「看鑒家」交付體系創建以來，金輝式嚴苛標準貫穿於項目銷售-建設-交付的全流程，深度融於家的生長週期，同時也作為項目執行力、品質管控制及服務力的頂層指引，為客戶用心打磨能夠「看鑒」的未來美好家。

### 攻堅克難，砥礪前行

面對目前的市場環境，本集團深耕穩健前行的戰略，嚴守財務紀律，保持合理流動性，降低槓桿水平，優化資本結構，截止2023年12月31日，本集團債務餘額人民幣29,428.4百萬元，較截至2022年12月31日的人民幣37,815.8百萬元降低22.2%。於2023年12月31日止年度本集團加權平均債務成本5.99%，相較於截止2022年12月31日年度的加權平均債務成本6.22%略有下降。

### 2024年展望

展望2024年房地產市場的發展，在金融政策方面，伴隨白名單制度的落地、「三個不低於」考核指標提出，反映了央行和各大銀行對房地產市場加強金融支持的態度，有助於增加市場的流動性，降低房企的融資成本，激活個人購房者的需求。在調控政策方面，一線城市及強二線城市仍有局部優化空間，例如戶籍政策、社保年限等方面。

然而，需要注意的是，雖然政策環境整體有利於房地產市場的穩定發展，但市場仍面臨著一些挑戰和風險。本集團將繼續保持穩健的發展戰略，以「保交付」為底線，踐行企業責任，實現高質量發展，還為廣大購房者提供了更加優質的居住環境。

總而言之，伴隨房地產行業的政策信號愈發積極，我們相信房地產行業有望逐步企穩，並實現其作為穩投資、穩增長重點產業的作用，迎來更加廣闊的發展前景。



## CHAIRMAN'S STATEMENT 主席報告

### Appreciation

On behalf of members of the Board, I would like to express the most sincere appreciation to all the Shareholders, investors, business partners and customers of the Group for their supports to, and trust in, the Company, and all members of the management team and all employees for their dedication and hard work in the preceding year. In the future, the Group will continue to maintain a stable, balanced and high-quality corporate development prospects, and adhere to the philosophy of "Building Properties with Craftsmanship and Make Better Homes" to facilitate urban development, help people live a better life, bring better products and services to the industry and users and create higher value for shareholders and investors.

**Lam Ting Keung**

*Chairman*

### 致謝

在此，本人謹代表董事會同仁，就本集團所有股東、投資者、合作夥伴及客戶對本公司的支持和信任，全體管理團隊和全體員工在過去一年的辛勤付出與努力，表示最誠摯的感謝。未來，本集團將繼續保持穩健、平衡、高質的企業發展預期，以「用心建好房，讓家更美好」理念，助推城市發展、助力人民美好生活，為行業和用戶帶來更好的產品和服務，為股東和投資者創造更好的價值。

主席

林定強

# PERFORMANCE HIGHLIGHTS

## 表現摘要

		As of 31 December 截至12月31日	
		2023 2023年	2022 2022年
<b>Highlights of financial information</b>	<b>財務資料摘要</b>		
Recognised revenue (RMB'000)	已確認收入 (人民幣千元)	<b>34,248,685</b>	35,318,003
Gross profit (RMB'000)	毛利 (人民幣千元)	<b>2,528,708</b>	5,179,484
(Loss)/profit attributable to the owners of the Company	本公司擁有人應佔 (虧損) / 利潤	<b>(581,248)</b>	1,705,026
Gross profit margin (%)	毛利率(%)	<b>7.38%</b>	14.70%
Net profit margin (%)	淨利率(%)	<b>-1.27%</b>	5.90%
(Loss)/earnings per Share (basic and diluted) (RMB cents)	每股 (虧損) / 盈利 (基本及攤薄) (人民幣分)	<b>(14)</b>	42
Total assets (RMB'000)	資產總值 (人民幣千元)	<b>129,777,988</b>	161,675,553
Total indebtedness (RMB'000) <sup>(1)</sup>	債務總額 (人民幣千元) <sup>(1)</sup>	<b>29,428,437</b>	37,815,752
Net indebtedness (RMB'000) <sup>(2)</sup>	淨負債額 (人民幣千元) <sup>(2)</sup>	<b>22,355,517</b>	25,496,222
Equity attributable to owners of the parent company (RMB'000)	母公司擁有人應佔權益 (人民幣千元)	<b>23,952,919</b>	24,534,167
Current ratio (times) <sup>(3)</sup>	流動比率 (倍) <sup>(3)</sup>	<b>1.3</b>	1.3
Weighted average cost of indebtedness (%) <sup>(4)</sup>	加權平均債務成本(%) <sup>(4)</sup>	<b>5.99%</b>	6.22%
Net gearing ratio (%) <sup>(5)</sup>	淨負債率(%) <sup>(5)</sup>	<b>62.19%</b>	71.70%
Liability asset ratio after excluding receipts in advance (%) <sup>(6)</sup>	剔除預收款項後的資產負債率(%) <sup>(6)</sup>	<b>60.98%</b>	65.20%



## PERFORMANCE HIGHLIGHTS

### 表現摘要

#### Notes:

1. Total indebtedness represents total interest-bearing bank and other borrowings, proceeds from asset-backed securities, corporate banks and senior notes.
2. Net indebtedness is calculated by total borrowings (including current and long-term interest-bearing bank and other borrowings, current and long-term proceeds from asset-backed securities, current and long-term senior notes as well as current and long-term corporate bonds) minus cash and bank balances (including restricted cash, pledged deposits as well as cash and cash equivalents).
3. Current ratio is calculated based on total current assets divided by total current liabilities as of the respective dates.
4. Weighted average cost of indebtedness represents the weighted average of interest costs of all outstanding indebtedness.
5. Net gearing ratio is calculated by dividing total borrowings (including current and long-term interest-bearing bank and other borrowings, current and long-term proceeds from asset-backed securities, current and long-term senior notes as well as current and long-term corporate bonds) minus cash and bank balances (including restricted cash, pledged deposits as well as cash and cash equivalents) by total equity.
6. Liability asset ratio after excluding receipts in advance is calculated by dividing total liabilities minus contract liabilities by total assets minus contract liabilities.

#### 附註：

1. 債務總額指計息銀行及其他借款、從資產抵押證券獲得的所得款項、優先票據及公司債券總額。
2. 淨負債額是按借貸總額(包括即期及長期計息銀行及其他借款、即期及長期從資產抵押證券獲得的所得款項、即期及長期優先票據及即期及長期公司債券)減現金及銀行餘額(包括受限制現金、已抵押存款及現金及現金等價物)計算。
3. 流動比率按截至有關日期的流動資產總額除以流動負債總額計算。
4. 加權平均債務成本是各項未償還債務的利息成本之加權平均。
5. 淨負債率是按借貸總額(包括即期及長期計息銀行及其他借款、即期及長期從資產抵押證券獲得的所得款項、即期及長期優先票據及即期及長期公司債券)減現金及銀行餘額(包括受限制現金、已抵押存款及現金及現金等價物)再除以權益總額計算。
6. 剔除預收款項後的資產負債率是按負債總額減合同負債再除以資產總額減合同負債之差額計算。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### PROPERTY DEVELOPMENT AND SALES

We focus on suitable locations in selected cities in eight major regions of Yangtze River Delta, the Bohai Economic Rim, Southeastern China, Eastern China, Central China, Southwestern China, Northwestern China and Shenzhen/Huizhou. The table below sets forth our revenue generated from each region, total GFA delivered in each region and the respective recognised ASP per sq.m. for each region for the periods indicated:

### 物業開發及銷售

我們專注於長三角、環渤海、東南、華東、華中、西南、西北及深惠八大區域選定城市的合適位置。下表載列所示期間各地區產生的收入、各地區已交付總建築面積以及各地區各自物業的已確認每平方米的平均售價：

		Year ended 31 December 截至12月31日止年度							
		2023 2023年				2022 2022年			
		Revenue		GFA Delivered	Recognised ASP	Revenue		GFA Delivered	Recognised ASP
		收入		已交付 建築面積	已確認 平均售價	收入		已交付 建築面積	已確認 平均售價
		RMB'000	%	sq.m.	RMB/sq.m.	RMB'000	%	sq.m.	RMB/sq.m.
		人民幣千元	%	平方米	人民幣元/ 平方米	人民幣千元	%	平方米	人民幣元/ 平方米
Yangtze River Delta	長三角	9,094,232	26.9	481,558	18,885	8,408,202	24.1	439,914	19,113
Northwestern China	西北	5,767,467	17.0	368,772	15,640	5,560,144	15.9	361,056	15,400
Southwestern China	西南	2,059,481	6.1	200,496	10,272	4,266,348	12.3	296,578	14,385
Southeastern China	東南	3,052,760	9.0	271,310	11,252	4,163,374	11.9	363,311	11,460
Central China	華中	1,667,332	4.9	185,006	9,012	3,892,016	11.1	383,073	10,160
Eastern China	華東	6,477,204	19.2	632,905	10,234	3,522,967	10.1	354,541	9,937
Bohai Economic Rim	環渤海	5,124,246	15.2	472,789	10,838	3,022,301	8.7	267,190	11,311
Shenzhen/Huizhou	深惠	571,552	1.7	45,212	12,642	2,071,352	5.9	120,241	17,227
Total	總計	33,814,274	100	2,658,048	12,721	34,906,704	100	2,585,904	13,499

### INVESTMENT PROPERTIES

As at 31 December 2023, the Group had 27 investment properties with a total GFA of approximately 1,361,422 sq.m., and one investment property held for future development with a total GFA of 69,530 sq.m.

### 投資物業

於2023年12月31日，本集團持有27項投資物業，總建築面積約為1,361,422平方米，並持有一處持作未來開發的投資物業，估計總建築面積為69,530平方米。

### PROJECTS UNDER CONSTRUCTION

As of 31 December 2023, the total planned GFA of the Group's projects under construction was 12,141,245 sq.m., representing a decrease of approximately 24.6% compared to the total planned GFA of 16,104,002 sq.m. as at 31 December 2022.

### 在建項目

截至2023年12月31日，本集團在建項目的計劃總建築面積為12,141,245平方米，較截至2022年12月31日的計劃總建築面積為16,104,002平方米減少約24.6%。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### LAND BANK

As of 31 December 2023, the Group's land bank GFA and total land bank GFA attributable to the Group were approximately 21,618,967 sq.m. and 17,386,668 sq.m., respectively.

The table below sets forth the breakdown of the total land bank of the subsidiaries, joint ventures and associate companies of the Group as at 31 December 2023:

Region	Project	Main Planned Usage of Projects	Actual/Estimated Completion Year 實際/預計竣工年份	Site Area 佔地面積 (sq.m) (平方米)	Gross Land Bank Area 土地儲備面積合計 (sq.m) (平方米)	Attributable Interests Held by the Group 本集團所持應佔權益 (%) (%)
<b>Properties developed by the Group and its subsidiaries</b> 本集團及其附屬公司開發的物業						
<b>Chongqing Company</b> 重慶公司						
Chongqing 重慶	Tianchen Elite's Mansion 天宸雲著	Residential/commercial 住宅/商業	2022	52,683	14,191	49.00%
Chongqing 重慶	Jiangshan Elite's Mansion/Lanyin World 江山雲著/藍茵天地	Residential/commercial 住宅/商業	2024	69,489	170,073	57.60%
Chongqing 重慶	Zhongyang King's Garden 中央銘著	Residential/commercial 住宅/商業	2019-2022	157,925	96,589	96.00%
Chongqing 重慶	Yujiang House 御江府	Residential/commercial 住宅/商業	2020	77,342	16,700	96.00%
Chongqing 重慶	Boshe 泊舍	Residential/commercial 住宅/商業	2020	52,086	17,596	96.00%
Chongqing 重慶	Changjiang King's Garden 長江銘著	Residential/commercial 住宅/商業	2020	59,031	16,648	96.00%
Chongqing 重慶	Jinhui City Phase IV 金輝城四期	Residential/commercial 住宅/商業	2018	135,452	76,780	96.00%
Chongqing 重慶	Jinhui City Phase V 金輝城五期二標	Office building/commercial 辦公樓/商業	2026	9,932	71,235	96.00%
Chongqing 重慶	Binjiang Complex 濱江綜合	Commercial 商業	2024	12,738	18,522	96.00%
Chongqing 重慶	Jinhui Plaza 金輝廣場	Commercial 商業	2015	28,229	123,801	96.00%
Chongqing 重慶	Jinhui Elite's Mansion 玖瓏雲璟	Residential 住宅	2022	25,896	14,840	96.00%
Chongqing 重慶	Caihu Yunjing 彩湖雲璟	Residential 住宅	2024	44,496	41,415	96.00%
Chongqing 重慶	Tanzikou 灘子口	Residential 住宅	2024	25,006	78,614	96.00%
Chongqing 重慶	Hushan Elite's Mansion Phase I 湖山雲著一期	Residential/commercial 住宅/商業	2024	105,693	45,248	48.00%
Chongqing 重慶	Hushan Elite's Mansion Phase II 湖山雲著二期	Residential/commercial 住宅/商業	2024	67,358	150,713	48.00%
Chengdu 成都	Jinhui New Block Garden 金輝優步花園	Residential/commercial 住宅/商業	2021	41,112	7,598	96.00%
Chengdu 成都	Fengqi Yunjing 鳳棲雲璟	Residential 住宅	2024	46,094	88,890	96.00%
Subtotal of Chongqing Company 重慶公司小計					1,049,453	
Subtotal of interests in Chongqing Company 重慶公司權益小計					841,430	

### 土地儲備

截至2023年12月31日止，本集團土地儲備總建築面積及應佔總建築面積分別約為21,618,967平方米及17,386,668平方米。

下表載列於2023年12月31日本集團附屬公司、合營企業及聯營公司所開發及管理總土地儲備的明細：

MANAGEMENT DISCUSSION AND ANALYSIS  
管理層討論及分析

Region	Project	Main Planned Usage of Projects	Actual/Estimated Completion Year 實際/預計竣工年份	Site Area (sq.m) (平方米)	Gross Land Bank Area 土地儲備面積合計 (sq.m) (平方米)	Attributable Interests Held by the Group 本集團所持應佔權益 (%) (%)
地區	項目	項目主要規劃用途		佔地面積 (平方米)	土地儲備面積合計 (平方米)	應佔權益 (%)
<b>Wuhuan Company</b>						
<b>武漢公司</b>						
Wuhan	Jinhui City	Residential/commercial	2026	188,736	601,832	96.0%
武漢	金輝城	住宅/商業				
Wuhan	Jiangyue Elite's Mansion	Residential/commercial	2024	128,280	317,270	38.4%
武漢	江樾雲著	住宅/商業				
Wuhan	Jiangshan Elite's Mansion	Residential/commercial	2027	151,926	835,794	62.4%
武漢	江山雲著	住宅/商業				
Wuhan	New Block Lakeside	Residential/commercial	2020	69,985	26,313	96.0%
武漢	優步湖畔	住宅/商業				
Xiangyang	Xiangyang New Block Academy	Residential/commercial	2025	172,060	418,690	72.0%
襄陽	襄陽優步學府	住宅/商業				
Changsha	Hongtao Jade Bay Phase I	Residential	2018	22,771	3,249	96.0%
長沙	鴻濤翡翠灣一期	住宅				
Changsha	Hongtao Jade Bay Phase II	Residential/commercial	2025	37,374	16,413	96.0%
長沙	鴻濤翡翠灣二期	住宅/商業				
Changsha	Xingyu Academy	Residential/commercial	2024	105,625	209,736	96.0%
長沙	星語學府	住宅/商業				
Changsha	Xingyue Yundi	Residential/commercial	2026	115,142	232,294	96.0%
長沙	星樾雲邸	住宅/商業				
Hefei	Land parcel 06, Hefei New Station	Residential/commercial	2024	61,928	174,119	96.0%
合肥	合肥新站06地塊	住宅/商業				
Hefei	New Block Academy	Residential/commercial	2021	100,289	3,977	67.2%
合肥	優步學府	住宅/商業				
Hefei	Cloudworld Garden	Residential	2020	16,262	6,391	96.0%
合肥	雲景花園	住宅				
Hefei	Xin'an Garden	Residential/commercial	2021	34,505	3,299	96.0%
合肥	新安花園	住宅/商業				
Hefei	Xin'an Yayuan	Residential/commercial	2023	64,532	24,237	96.0%
合肥	新安雅苑	住宅/商業				
Hefei	Xizi Garden	Residential	2021	104,760	2,955	22.1%
合肥	西子花園	住宅				
Hefei	Yunman Xijing	Residential/commercial	2024	60,128	152,074	96.0%
合肥	雲縵熙境	住宅/商業				
Subtotal of Wuhuan Company					3,028,643	
武漢公司小計						
Subtotal of interests in Wuhuan Company					2,340,108	
武漢公司權益小計						

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

Region	Project	Main Planned Usage of Projects	Actual/Estimated Completion Year 實際/預計竣工年份	Site Area (sq.m) (平方米)	Gross Land Bank Area 土地儲備面積合計 (sq.m) (平方米)	Attributable Interests Held by the Group 本集團所持應佔權益 (%) (%)
地區	項目	項目主要規劃用途		佔地面積 (sq.m) (平方米)	土地儲備面積合計 (sq.m) (平方米)	應佔權益 (%) (%)
<b>Beijing Company</b>						
<b>北京公司</b>						
Beijing	Chaoyang Port No.1 Block	Office building	2022	73,891	175,469	96.0%
北京	朝陽口岸1號地	辦公樓				
Beijing	Radiance Plaza	Office building/commercial	2016	11,423	106,212	96.0%
北京	金輝大廈	辦公樓/商業				
Tianjin	Xueshi Garden	Residential/commercial	2023	80,124	3,300	96.0%
天津	學仕花園	住宅/商業				
Tianjin	Yunqi Garden	Residential/commercial	2024	40,442	28,971	96.0%
天津	雲棲花園	住宅/商業				
Tianjin	Yunhui Garden	Residential/commercial	2026	36,586	91,460	96.0%
天津	雲輝花園	住宅/商業				
Tianjin	Yunque Garden	Residential/commercial	2022	42,078	487	96.0%
天津	雲闕花園	住宅/商業				
Tianjin	Hu'an Garden	Residential/commercial	2021	98,930	5,602	96.0%
天津	湖岸花園	住宅/商業				
Tianjin	Yuncui Garden	Residential/commercial	2021	25,236	2,825	96.0%
天津	雲萃花園	住宅/商業				
Tianjin	Mingzhu Garden	Residential/commercial	2025	81,437	219,441	96.0%
天津	銘著花園	住宅/商業				
Langfang	New Block Riverside Garden	Residential/commercial	2026	167,549	307,963	96.0%
廊坊	優步水岸花園	住宅/商業				
Shijiazhuang	New Block Star	Residential/commercial	2023	39,389	7,435	96.0%
石家莊	優步星辰	住宅/商業				
Shijiazhuang	Jinhui Elite's Mansion	Residential/commercial	2020	65,052	14,815	52.8%
石家莊	金輝雲著	住宅/商業				
Shijiazhuang	New Block (Pinyuan)	Residential	2020	48,378	6,996	32.6%
石家莊	優步小區(品園)	住宅				
Shijiazhuang	West District of New Block Shangfu	Residential/commercial	2023	52,543	5,989	96.0%
石家莊	優步尚符西區	住宅/商業				
Shijiazhuang	East District of New Block Shangfu	Residential	2024	35,286	88,456	96.0%
石家莊	優步尚符東區	住宅				
Shijiazhuang	Kaiyuan House	Residential/commercial	2022	54,619	5,823	96.0%
石家莊	開元府	住宅/商業				
Shijiazhuang	New Block Yayuan	Residential/commercial	2025	45,729	46,467	76.8%
石家莊	優步雅園	住宅/商業				
Shenyang	Jiangshan Elite's Mansion	Residential/commercial	2020	127,325	17,711	96.0%
瀋陽	江山雲著	住宅/商業				
Shenyang	Land parcel 88-1, Shenyang Yuhong New Town	Residential/commercial	2026	55,258	150,522	96.0%
瀋陽	瀋陽於洪新城88-1地塊	住宅/商業				
Subtotal of Beijing Company 北京公司小計					1,285,944	
Subtotal of interests in Beijing Company 北京公司權益小計					1,214,752	

MANAGEMENT DISCUSSION AND ANALYSIS  
管理層討論及分析

Region	Project	Main Planned Usage of Projects	Actual/Estimated Completion Year 實際/預計竣工年份	Site Area (sq.m) (平方米)	Gross Land Bank Area 土地儲備面積合計 (sq.m) (平方米)	Attributable Interests Held by the Group 本集團所持應佔權益 (%) (%)
地區	項目	項目主要規劃用途		佔地面積 (平方米)	土地儲備面積合計 (平方米)	應佔權益 (%)
<b>Shanghai Company</b>						
<b>上海公司</b>						
Hangzhou	Jiushang Elite's Mansion	Residential	2020	64,505	20,659	96.0%
杭州	久尚雲築	住宅				
Hangzhou	Ziya Elite's Mansion	Residential	2020	11,349	16,065	96.0%
杭州	紫雅雲邸	住宅				
Shaoxing	New Block Guanlan Garden	Residential/commercial	2022	70,150	33,240	96.0%
紹興	悠步觀瀾苑	住宅/商業				
Shaoxing	Shaoxing Mirror Lake	Residential/commercial	2022	48,883	21,731	96.0%
紹興	紹興鏡湖	住宅/商業				
Shaoxing	Peninsula Elite's Mansion	Residential	2022	57,812	10,063	96.0%
紹興	半島雲著府	住宅				
Shaoxing	Jingyue Elite's Mansion	Residential	2023	63,210	94,702	96.0%
紹興	璟樾雲著府	住宅				
Shaoxing	Huiyi Elite's Yunting	Residential/commercial	2024	29,366	89,150	96.0%
紹興	輝逸雲庭	住宅/商業				
Suzhou	Sea Breeze Garden	Residential/commercial	2020	18,866	8,491	96.0%
蘇州	海上風華花園	住宅/商業				
Suzhou	New Block Four Seasons Garden Phase I	Residential	2021	25,934	8,074	96.0%
蘇州	悠步四季花園一期	住宅				
Suzhou	New Block Four Seasons Garden Phase II	Residential	2022	28,102	10,817	96.0%
蘇州	悠步四季花園二期	住宅				
Suzhou	Qianwan Commercial Center	Commercial	2019	39,428	45,567	96.0%
蘇州	淺灣商業中心	商業				
Suzhou	Runyuan Mansion Yayuan	Residential	2021	43,611	9,645	96.0%
蘇州	潤元名著雅苑	住宅				
Suzhou	New Block Jiang Lai	Residential/commercial	2027	85,305	136,095	96.0%
蘇州	悠步江來	住宅/商業				
Suzhou	Taicang Block No.17	Commercial	2025	35,504	72,999	96.0%
蘇州	太倉17號地塊	商業				
Suzhou	Riverside Yunjing Garden	Residential/commercial	2023	41,941	22,550	67.2%
蘇州	濱河雲環花園	住宅/商業				
Suzhou	Runyuan King's Garden	Residential	2019	80,669	18,771	96.0%
蘇州	潤元名著花園	住宅				
Nantong	Jinhui Elite's Mansion	Residential	2024	38,049	68,328	96.0%
南通	輝語星辰	住宅				
Wuxi	Xidong King's Garden	Residential	2024	128,379	202,868	96.0%
無錫	熙東銘築	住宅				
Shanghai	Jinhui Tiancui Garden	Residential	2019	32,142	7,869	96.0%
上海	金輝天萃苑	住宅				
Shanghai	Jingang Commercial Plaza	Commercial	2017	31,438	46,484	96.0%
上海	金港商業廣場	商業				
Shanghai	Shanghai Jiulong Hotel	Commercial/hotel	2023	1,943	31,750	96.0%
上海	上海九龍賓館	商業/酒店				

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

Region	Project	Main Planned Usage of Projects	Actual/Estimated Completion Year 實際/預計竣工年份	Site Area (sq.m) (平方米)	Gross Land Bank Area 土地儲備面積合計 (sq.m) (平方米)	Attributable Interests Held by the Group 本集團所持應佔權益 (%) (%)
地區	項目	項目主要規劃用途		佔地面積 (sq.m) (平方米)	土地儲備面積合計 (sq.m) (平方米)	應佔權益 (%) (%)
<b>Shanghai Company (Continued)</b> 上海公司 (續)						
Ningbo	Huiyi Yunting	Residential/commercial 住宅/商業	2022	26,477	1,395	96.0%
Ningbo	Jiangyue Waterflow	Residential/commercial 住宅/商業	2024	122,292	25,432	57.6%
Ningbo	Zilin Yuntin	Residential/commercial 住宅/商業	2025	48,012	123,720	96.0%
Ningbo	Chengyang Yunfu	Residential/commercial 住宅/商業	2024	25,091	65,127	96.0%
Ningbo	Yuyao Meishan Road Project	Residential/commercial 住宅/商業	2025	54,476	135,375	96.0%
Huai'an	Jinhui City Phase III	Residential/commercial 住宅/商業	2023	108,819	824	97.4%
Huai'an	Jinhui City Square	Residential/commercial/ office building 住宅/商業/辦公樓	2025	93,398	272,971	57.6%
Huai'an	Jinhui City Phase II	Residential/commercial 住宅/商業	2020	86,833	3,018	96.0%
Huai'an	Jinhui Swan Bay Phase I	Residential/commercial 住宅/商業	2016	66,440	6,716	96.0%
Huai'an	Jinhui Swan Bay Phase II	Residential/commercial 住宅/商業	2020	63,426	16,541	96.0%
Huai'an	Jinhui Four Seasons Community Phase II	Residential/commercial 住宅/商業	2021	72,902	23,055	96.0%
Huai'an	Jinhui Four Seasons Community Phase I	Residential/commercial 住宅/商業	2024	70,750	62,506	96.0%
Huai'an	New Block Garden	Residential/commercial 住宅/商業	2023	28,600	70,684	96.0%
Huai'an	New Block Dongjun	Residential/commercial 住宅/商業	2024	56,712	66,784	96.0%
Huai'an	New Block Academy	Residential/commercial 住宅/商業	2024	29,312	80,822	96.0%
Huai'an	New Block Academy 2	Residential/commercial 住宅/商業	2026	52,215	168,323	96.0%
Huai'an	New Block Academy 3	Residential 住宅	2026	56,833	183,403	96.0%
Huai'an	New Block Academy 4	Residential 住宅	2025	56,913	184,843	96.0%
Huai'an	World City Phase 5	Residential/commercial 住宅/商業	2027	20,136	65,538	96.0%
Huai'an	Southern Plot of City Plaza	Residential 住宅	2026	47,869	155,161	57.6%
Huai'an	Northern Plot of City Plaza	Residential 住宅	2026	46,677	151,284	57.6%

MANAGEMENT DISCUSSION AND ANALYSIS  
管理層討論及分析

Region	Project	Main Planned Usage of Projects	Actual/ Estimated Completion Year 實際/預計 竣工年份	Site Area (sq.m) (平方米)	Gross Land Bank Area 土地儲備 面積合計 (sq.m) (平方米)	Attributable Interests Held by the Group 本集團所持 應佔權益 (%) (%)
地區	項目	項目主要規劃用途		佔地面積 (sq.m) (平方米)	土地儲備 面積合計 (sq.m) (平方米)	應佔權益 (%) (%)
<b>Shanghai Company (Continued)</b> 上海公司 (續)						
Lianyungang 連雲港	Jinhui Four Seasons 四季金輝	Residential/commercial 住宅/商業	2019	223,045	57,859	96.0%
Lianyungang 連雲港	Jinhui Four Seasons Guanlan 四季金輝觀嵐	Residential 住宅	2021	49,756	11,310	96.0%
Lianyungang 連雲港	Yunting Riverside 雲庭水岸	Residential 住宅	2023	97,508	109,638	96.0%
Lianyungang 連雲港	Parcel LTC2020-19 LTC2020-19號地塊	Residential 住宅	2023	34,819	95,962	48.0%
Lianyungang 連雲港	Yundi 雲邸	Residential/commercial 住宅/商業	2025	165,929	516,476	96.0%
Lianyungang 連雲港	Peninsula Elite's Mansion 半島雲築	Residential/commercial 住宅/商業	2025	61,705	129,485	96.0%
Lianyungang 連雲港	Elite's Mansion 雲築	Residential/commercial 住宅/商業	2026	93,032	267,947	96.0%
Lianyungang 連雲港	Yunxie 雲榭	Residential 住宅	2026	59,397	175,488	96.0%
Lianyungang 連雲港	Outlets 奧特萊斯	Commercial 商業	2025	108,623	148,258	96.0%
Yancheng 鹽城	Jinhui City 金輝城	Residential/commercial 住宅/商業	2027	76,441	111,834	96.0%
Yancheng 鹽城	Jinhui New Block Garden 金輝優步花苑	Residential/commercial 住宅/商業	2021	31,180	15,126	96.0%
Yancheng 鹽城	Jinhui Tongyin Yunshang 金輝通銀雲尚	Residential/commercial 住宅/商業	2024	46,650	98,972	52.8%
Yancheng 鹽城	Junhefu 琚和府	Residential/commercial 住宅/商業	2026	72,422	200,643	49.0%
Xuzhou 徐州	Xinbu Lanting 信步蘭庭	Residential/commercial 住宅/商業	2023	55,982	0	96.0%
Zhenjiang 鎮江	Jinhui Four Seasons Guanlan 四季金輝觀嵐	Residential/commercial/ hotel 住宅/商業/酒店	2026	37,422	122,850	96.0%
Zhenjiang 鎮江	New Block Xinyuan 優步鑫苑	Residential 住宅	2027	76,715	176,878	96.0%
Zhenjiang 鎮江	Yundu Shangyuan 芸都尚院	Residential 住宅	2024	50,041	59,964	96.0%
Yangzhou 揚州	New Block Avenue 優步大道	Residential/commercial 住宅/商業	2024	128,052	70,673	96.0%
Yangzhou 揚州	Eden Garden 怡翠花園	Residential/commercial 住宅/商業	2021	52,581	4,640	32.0%
Yangzhou 揚州	Qihu Cloud Atrium 棲湖雲庭	Residential/commercial 住宅/商業	2024	93,813	171,403	96.0%
Yangzhou 揚州	Yuedu Cloud Atrium 悅都雲庭	Residential/commercial 住宅/商業	2023	43,528	56,312	47.0%
Subtotal of Shanghai Company 上海公司小計					5,441,158	
Subtotal of interests in Shanghai Company 上海公司權益小計					4,771,027	

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

Region	Project	Main Planned Usage of Projects	Actual/Estimated Completion Year 實際/預計竣工年份	Site Area (sq.m) (平方米)	Gross Land Bank Area 土地儲備面積合計 (sq.m) (平方米)	Attributable Interests Held by the Group 本集團所持應佔權益 (%) (%)
地區	項目	項目主要規劃用途		佔地面積 (sq.m) (平方米)	土地儲備面積合計 (sq.m) (平方米)	應佔權益 (%) (%)
<b>Xi'an Company</b>						
<b>西安公司</b>						
Xi'an	Jinghe Town	Residential/commercial	2028	697,823	2,001,614	96.0%
西安	涇河小鎮	住宅/商業				
Xi'an	Academy Mansion	Residential/commercial	2021	46,649	11,558	96.0%
西安	崇文府	住宅/商業				
Xi'an	New Block Avenue	Residential/commercial	2027	189,256	812,326	96.0%
西安	優步大道	住宅/商業				
Xi'an	Jinhui World City Upper East Side Phase I	Residential/commercial	2018	43,653	15,236	96.0%
西安	金輝世界城上東區一期	住宅/商業				
Xi'an	Jinhui World City Upper East Side Phase II	Residential/commercial	2020	22,884	0	96.0%
西安	金輝世界城上東區二期	住宅/商業				
Xi'an	Gaoxin Elite's Mansion	Residential/commercial	2021	37,326	1,139	96.0%
西安	高新雲璟	住宅/商業				
Xi'an	Jinhui Chang'an Elite's Mansion	Residential/commercial	2023	53,859	219,831	96.0%
西安	金輝長安雲築	住宅/商業				
Xi'an	Jinhui New Block Garden	Residential/commercial	2020	39,412	2,378	96.0%
西安	金輝優步花園	住宅/商業				
Xi'an	Jinhui East King's Garden	Residential/commercial/ hotel	2023	127,015	166,932	96.0%
西安	金輝東方銘著	住宅/商業/酒店				
Xi'an	Jinhui World City Phase A1-2	Residential/commercial	2016	60,300	15,674	96.0%
西安	金輝世界城A1-2期	住宅/商業				
Xi'an	Jinhui World City Phase A3	Residential/commercial	2019	40,774	28,235	96.0%
西安	金輝世界城A3期	住宅/商業				
Xi'an	Jinhui World City Phase B3	Residential/commercial	2021	26,000	3,964	96.0%
西安	金輝世界城B3期	住宅/商業				
Xi'an	Jinhui World City Phase C1	Residential/commercial	2019	48,700	927	96.0%
西安	金輝世界城C1期	住宅/商業				
Xi'an	Jinhui World City Phase C2	Residential/commercial	2021	38,780	32,514	96.0%
西安	金輝世界城C2期	住宅/商業				
Xi'an	Jinhui World City Block D	Residential/commercial	2022	126,133	23	96.0%
西安	金輝世界城D地塊	住宅/商業				
Xi'an	Jinhui World City Block G	Residential/commercial	2020	28,399	35,781	96.0%
西安	金輝世界城G地塊	住宅/商業				
Xi'an	Jinhui Global Plaza Phase I	Office building/commercial	2017	14,402	83,482	96.0%
西安	金輝環球廣場一期	辦公樓/商業				

MANAGEMENT DISCUSSION AND ANALYSIS  
管理層討論及分析

Region	Project	Main Planned Usage of Projects	Actual/ Estimated Completion Year 實際/預計 竣工年份	Site Area (sq.m) (平方米)	Gross Land Bank Area 土地儲備 面積合計 (sq.m) (平方米)	Attributable Interests Held by the Group 本集團所持 應佔權益 (%) (%)
地區	項目	項目主要規劃用途		佔地面積 (sq.m) (平方米)	土地儲備 面積合計 (sq.m) (平方米)	應佔權益 (%) (%)
<b>Xi'an Company (Continued)</b> 西安公司 (續)						
Xi'an	Jinhui Global Plaza Phase II	Office building/commercial	2020	32,247	262,741	96.0%
西安	金輝環球廣場二期	辦公樓/商業				
Xi'an	Jinhui World City Block I/J	Residential/commercial	2028	115,320	581,335	96.0%
西安	金輝世界城I/J地塊	住宅/商業				
Xi'an	Jinhui Building (International Plaza)	Office building/commercial	2015	15,908	48,685	96.0%
西安	金輝大廈(國際廣場)	辦公樓/商業				
Xi'an	Chuangzhi Building	Office building/commercial	2019	6,035	20,497	96.0%
西安	創智大廈	辦公樓/商業				
Xi'an	Xi'an Jinhui Plaza	Commercial	2029	35,237	280,827	96.0%
西安	西安金輝廣場	商業				
Xi'an	Xi'an Jinhui Fengxi Elite's Mansion	Residential/commercial	2024	38,775	41,888	96.0%
西安	西安金輝鳳棲雲著	住宅/商業				
Zhengzhou	Jinhui New Block Garden	Residential	2023	48,549	3,197	96.0%
鄭州	金輝優步花園	住宅				
Zhengzhou	Jinhui New Block Garden	Residential	2024	47,062	154,535	96.0%
鄭州	金輝悠步蘭庭	住宅				
Zhengzhou	Jinhui Youbu Lanting	Residential	2026	33,704	109,965	96.0%
鄭州	金輝悠步雲庭	住宅				
Subtotal of Xi'an Company 西安公司小計					4,935,284	
Subtotal of interests in Xi'an Company 西安公司權益小計					4,737,873	



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

Region	Project	Main Planned Usage of Projects	Actual/Estimated Completion Year 實際/預計竣工年份	Site Area (sq.m) (平方米)	Gross Land Bank Area 土地儲備面積合計 (sq.m) (平方米)	Attributable Interests Held by the Group 本集團所持應佔權益 (%) (%)
地區	項目	項目主要規劃用途		佔地面積 (sq.m) (平方米)	土地儲備面積合計 (sq.m) (平方米)	應佔權益 (%) (%)
<b>Fujian Company</b>						
<b>福建公司</b>						
Quanzhou 泉州	Shishi Jinhui City Phase I 石獅金輝城一期	Residential/commercial 住宅/商業	2022	38,866	13,121	81.6%
Quanzhou 泉州	Shishi Jinhui City Phase II 石獅金輝城二期	Residential/commercial 住宅/商業	2025	183,643	442,954	81.6%
Quanzhou 泉州	Jinhui New Block Academy 金輝優步學府	Residential/commercial 住宅/商業	2023	30,865	27,199	96.0%
Quanzhou 泉州	Parcel No. 11 at Luojiang 洛江11號地	Residential/commercial 住宅/商業	2023	64,921	116,168	25.0%
Quanzhou 泉州	Land parcel J-05-01 at Anxi 安溪J-05-01地塊	Residential/commercial 住宅/商業	2023	20,267	5,729	86.4%
Quanzhou 泉州	Shishi Heming 石獅和鳴項目	Residential/commercial 住宅/商業	2023	31,959	0	49.0%
Quanzhou 泉州	Parcel S2021-13 in Shishi 石獅S2021-13號地塊	Residential/commercial 住宅/商業	2025	21,879	78,230	81.6%
Quanzhou 泉州	Parcel S2021-14 in Shishi 石獅S2021-14號地塊	Residential/commercial 住宅/商業	2025	19,646	71,115	81.6%
Fuzhou 福州	Jinhui New Block Garden 金輝優步花園	Residential/commercial 住宅/商業	2021	19,891	7,894	96.0%
Fuzhou 福州	Jinhui Lanlinxuan 金輝瀾林軒	Residential/commercial 住宅/商業	2021	63,518	15,400	96.0%
Fuzhou 福州	Huai'an Phase I 淮安一期	Residential/commercial 住宅/商業	2014	266,962	3,488	57.6%
Fuzhou 福州	Huai'an Phase II 淮安二期	Residential/commercial 住宅/商業	2020	357,309	17,739	57.6%
Fuzhou 福州	Huai'an Phase III 淮安三期	Residential 住宅	2025	360,992	82,945	57.6%
Fuzhou 福州	Huai'an Phase V 淮安五期	Residential 住宅	2016	56,873	8,373	57.6%
Fuzhou 福州	Radiance Plaza 金輝大廈	Commercial 商業	1999	1,141	16,760	96.0%
Fuzhou 福州	Jinhui New Block Mansion 金輝優步公館	Residential/commercial 住宅/商業	2023	22,088	54,459	96.0%
Shangrao 上饒	Shangrao Tongluowan 上饒銅鑼灣	Residential/commercial 住宅/商業	2027	232,917	595,788	49.0%
Fuqing 福清	New Block Avenue 優步大道	Residential/commercial 住宅/商業	2022	43,071	3,359	96.0%
Fuqing 福清	Jiangshan Elite's Mansion 江山雲著	Residential/commercial 住宅/商業	2021	49,504	8,454	37.4%
Fuqing 福清	Guanlan Elite's Mansion 觀瀾雲著	Residential/commercial 住宅/商業	2020	49,440	759	96.0%
Fuqing 福清	New Block Academy 優步書苑	Residential/commercial 住宅/商業	2020	53,168	4,083	34.6%
Fuqing 福清	New Block Garden 優步花園	Residential/commercial 住宅/商業	2022	45,138	475	49.0%
Fuqing 福清	East Elite's Mansion 東方雲著	Residential 住宅	2022	16,330	1,720	49.0%

MANAGEMENT DISCUSSION AND ANALYSIS  
管理層討論及分析

Region	Project	Main Planned Usage of Projects	Actual/Estimated Completion Year 實際/預計竣工年份	Site Area (sq.m) (平方米)	Gross Land Bank Area 土地儲備面積合計 (sq.m) (平方米)	Attributable Interests Held by the Group 本集團所持應佔權益 (%) (%)
地區	項目	項目主要規劃用途		佔地面積 (sq.m) (平方米)	土地儲備面積合計 (sq.m) (平方米)	應佔權益 (%) (%)
<b>Fujian Company (Continued)</b> 福建公司 (續)						
Fuqing	Zhongyang King's Garden	Residential/commercial	2022	65,225	2,921	67.2%
福清	中央銘著	住宅/商業				
Fuqing	Land Parcel No.2021 Lot-13	Residential/commercial	2025	91,256	199,094	57.6%
福清	2021拍-13號地塊	住宅/商業				
Foshan	New Block Avenue	Residential/commercial	2021	43,523	12,403	96.0%
佛山	優步大道	住宅/商業				
Foshan	Lingnan Elite's Mansion	Residential/commercial	2021	17,165	17,818	96.0%
佛山	嶺南雲著	住宅/商業				
Foshan	New Block Academy	Residential	2020	23,275	10,635	48.0%
佛山	優步學府	住宅				
Foshan	Yunjing Garden	Residential/commercial	2023	44,207	158,255	96.0%
佛山	雲璟花園	住宅/商業				
Foshan	Yunzhu Garden	Residential/commercial	2023	66,439	224,112	96.0%
佛山	雲築花園	住宅/商業				
Huizhou	Dongdi Huayuan	Residential/commercial	2020	19,231	14,257	96.0%
惠州	東堤華園	住宅/商業				
Huizhou	Jinhui Elegant Pavilion	Residential/commercial	2021-2022	49,915	30,770	96.0%
惠州	金輝風雅軒	住宅/商業				
Huizhou	New Block Mansion	Residential/commercial	2022	12,415	9,372	96.0%
惠州	悅步公館	住宅/商業				
Huizhou	Gaoling Phase II	Residential/commercial	2023	67,841	317,080	57.6%
惠州	高嶺二期	住宅/商業				
Huizhou	Land parcel at Kaoling Township, Qiuchang Street, Huiyang District	Residential/commercial	2024	39,344	174,545	96.0%
惠州	惠陽區秋長街道高嶺村地塊	住宅/商業				
Huizhou	Land parcel at Jiangjun Road, Qiuchang Street, Huiyang District	Residential/commercial	2024	43,506	148,330	96.0%
惠州	惠陽區秋長街道將軍路地塊	住宅/商業				
Huizhou	North of Baiyun district, 67,000 sq.m	Residential/commercial	2026	72,128	223,999	96.0%
惠州	白雲北6.7萬方	住宅/商業				
Subtotal of Fujian Company 福建公司小計					3,119,803	
Subtotal of interests in Fujian Company 福建公司權益小計					2,410,389	
<b>Subtotal of land bank developed by the Group and its subsidiaries</b> 本集團及其附屬公司開發的土地儲備小計					<b>18,860,285</b>	
<b>Subtotal of interests in the land bank developed by the Group and its subsidiaries</b> 本集團及其附屬公司開發的土地儲備權益小計					<b>16,315,578</b>	

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

Region	Project	Main Planned Usage of Projects	Actual/Estimated Completion Year 實際/預計竣工年份	Site Area (sq.m) (平方米)	Gross Land Bank Area 土地儲備面積合計 (sq.m) (平方米)	Attributable Interests Held by the Group 本集團所持應佔權益 (%) (%)
<b>Properties developed by the Group's joint ventures and associates</b> 本集團合營企業及聯營公司開發的物業						
<b>Chongqing Company</b> 重慶公司						
Chongqing 重慶	Luming House 麓銘府	Residential/commercial 住宅/商業	2021	157,427	40,772	32.6%
Chongqing 重慶	Jinke Jinhui Meiyuan 金科金輝美院	Residential/commercial 住宅/商業	2018-2021	177,239	27,462	47.0%
Chongqing 重慶	Jinke Jinhui Bocui Mountain 金科金輝博翠山	Residential/commercial 住宅/商業	2018-2021	188,419	17,959	47.0%
Chongqing 重慶	Liyue Jiangshan 禮悅江山	Residential/commercial 住宅/商業	2019-2023	61,919	25,944	19.2%
Chengdu 成都	Midea Jinhui Town 美的·金輝郡	Residential 住宅	2022	41,940	1,443	48.0%
Chengdu 成都	Peninsula Elite's Mansion Community Phase I 半島雲著小區一期	Residential/commercial 住宅/商業	2019	39,038	15,842	48.0%
Chengdu 成都	Peninsula Elite's Mansion Community Phase II 半島雲著小區二期	Residential/commercial 住宅/商業	2019	71,472	22,479	48.0%
Subtotal of Chongqing Company 重慶公司小計					151,901	
Subtotal of interests in Chongqing Company 重慶公司權益小計					58,742	
<b>Wuhan Company</b> 武漢公司						
Hefei 合肥	Duhui City 都荟上城	Residential/commercial 住宅/商業	2022-2023	109,852	28,908	24.0%
Changsha 長沙	Jinhui Weichu Mansion 金輝惟楚花園	Residential/commercial 住宅/商業	2022	60,331	10,225	48.0%
Jingzhou 荊州	Chuyue Elite's Mansion 楚樾雲著	Residential/commercial 住宅/商業	2022	51,187	31,720	48.0%
Subtotal of Wuhan Company 武漢公司小計					70,853	
Subtotal of interests in Wuhan Company 武漢公司權益小計					27,072	

MANAGEMENT DISCUSSION AND ANALYSIS  
管理層討論及分析

Region	Project	Main Planned Usage of Projects	Actual/Estimated Completion Year 實際/預計竣工年份	Site Area (sq.m) (平方米)	Gross Land Bank Area 土地儲備面積合計 (sq.m) (平方米)	Attributable Interests Held by the Group 本集團所持應佔權益 (%) (%)
地區	項目	項目主要規劃用途		佔地面積 (sq.m) (平方米)	土地儲備面積合計 (sq.m) (平方米)	應佔權益 (%) (%)
<b>Beijing Company</b> 北京公司						
Tianjin 天津	Yonghe Yayuan 雍和雅苑	Residential 住宅	2027	45,437	90,126	38.4%
Tianjin 天津	Yunzhu Garden 雲著花園	Residential/commercial 住宅/商業	2027	62,024	107,526	57.6%
Shijiazhuang 石家莊	Jinke Tianyu Community 金科天譽小區	Residential 住宅	2026	56,946	161,604	33.6%
Shenyang 瀋陽	Jimei Wanxiang 集美萬象	Residential/commercial 住宅/商業	2020	78,517	17,651	31.7%
Beijing 北京	Daxing Huang Village Project 大興黃村項目	Residential/commercial 住宅/商業	2025	108,244	393,784	24.0%
Subtotal of Beijing Company 北京公司小計					770,691	
Subtotal of interests in Beijing Company 北京公司權益小計					250,946	
<b>Shanghai Company</b> 上海公司						
Hangzhou 杭州	Zizhangtai Apartment 紫璋台公寓	Residential 住宅	2020	68,263	96,492	49.0%
Hangzhou 杭州	Huiyi Elite's Mansion 輝逸雲築	Residential 住宅	2020	59,668	48,852	47.0%
Shaoxing 紹興	Guanlan Yunting 觀瀾雲庭	Residential 住宅	2024	117,391	300,012	48.0%
Ningbo 寧波	Jinhui & Powerlong Plaza 金輝寶龍城市廣場	Residential/commercial 住宅/商業	2023	86,528	283,991	47.0%
Suzhou 蘇州	Lanxi Bay Yuyuan 瀾溪灣玉園	Residential 住宅	2019	66,738	10,496	30.7%
Suzhou 蘇州	Shanghu King's Garden 上湖名著花園	Residential 住宅	2019	46,004	20,348	31.7%
Suzhou 蘇州	Sea Time Garden 海上時光花園	Residential 住宅	2020	69,206	40,066	15.4%
Suzhou 蘇州	Huaman Seasons Garden 花漫四季花園	Residential 住宅	2020	32,044	345	49.0%
Suzhou 蘇州	Jiangnan Elite's Mansion Garden Phase I 江南瀟著花園一期	Residential 住宅	2020	24,583	15,504	47.0%
Suzhou 蘇州	Jiangnan Elite's Mansion Garden Phase II 江南瀟著花園二期	Residential 住宅	2021	30,760	16,700	47.0%
Suzhou 蘇州	Jiangnan Elite's Mansion Garden Phase III 江南瀟著花園三期	Commercial/office 商業/辦公樓	2023	7,239	53,459	47.0%

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

Region	Project	Main Planned Usage of Projects	Actual/Estimated Completion Year 實際/預計竣工年份	Site Area (sq.m) (平方米)	Gross Land Bank Area 土地儲備面積合計 (sq.m) (平方米)	Attributable Interests Held by the Group 本集團所持應佔權益 (%) (%)
地區	項目	項目主要規劃用途		佔地面積 (sq.m) (平方米)	土地儲備面積合計 (sq.m) (平方米)	應佔權益 (%) (%)
<b>Shanghai Company (Continued)</b> 上海公司 (續)						
Lianyungang 連雲港	New Block Academy 優步學府	Residential 住宅	2020	51,452	23,245	49.0%
Lianyungang 連雲港	Gaoxin Elite's Mansion 高新雲環	Residential 住宅	2023	79,720	17,273	48.0%
Lianyungang 連雲港	New Block Garden Phase I 優步花園一期	Residential/commercial 住宅/商業	2023	122,205	28,641	8.7%
Lianyungang 連雲港	New Block Garden Phase II 優步花園二期	Residential/commercial 住宅/商業	2022	124,566	7,365	8.7%
Lianyungang 連雲港	New Block Garden Phase III 優步花園三期	Residential/commercial 住宅/商業	2024	131,888	207,743	8.7%
Nanjing 南京	Time Mansion 時光悅府	Residential/commercial 住宅/商業	2022	131,964	5,454	47.0%
Nanjing 南京	Mansion Yayuan 名著雅苑	Residential/commercial 住宅/商業	2019	28,257	2,144	57.6%
Yangzhou 揚州	Tang Yuan 棠苑	Residential/commercial 住宅/商業	2020	72,660	4,109	48.0%
Xuzhou 徐州	Jiangshan Yunjing Community 江山雲環小區	Residential/commercial 住宅/商業	2024	25,157	80,801	48.0%
Xuzhou 徐州	Jiangshan Yunjing Community 江山雲環小區	Residential 住宅	2024	24,514	83,246	48.0%
Xuzhou 徐州	New Block Riverside 優步水岸	Residential/commercial 住宅/商業	2021	50,212	14,541	48.0%
Xuzhou 徐州	Jiangshan Yunjing Community 江山雲環小區	Residential/commercial 住宅/商業	2025	26,358	87,181	48.0%
Subtotal of Shanghai Company 上海公司小計					1,448,008	
Subtotal of interests in Shanghai Company 上海公司權益小計					578,224	
<b>Xi'an Company</b> 西安公司						
Xi'an 西安	Jinhui Mansion 金輝悅府	Residential/commercial 住宅/商業	2017	64,269	21,086	96.0%
Zhengzhou 鄭州	Binhe Elite's Mansion 金輝濱河彩雲築	Residential/commercial 住宅/商業	2023	88,578	26,804	49.0%
Subtotal of Xi'an Company 西安公司小計					47,890	
Subtotal of interests in Xi'an Company 西安公司權益小計					33,366	

MANAGEMENT DISCUSSION AND ANALYSIS  
管理層討論及分析

Region	Project	Main Planned Usage of Projects	Actual/Estimated Completion Year 實際/預計竣工年份	Site Area (sq.m) (平方米)	Gross Land Bank Area 土地儲備面積合計 (sq.m) (平方米)	Attributable Interests Held by the Group 本集團所持應佔權益 (%) (%)
地區	項目	項目主要規劃用途		佔地面積 (sq.m) (平方米)	土地儲備面積合計 (sq.m) (平方米)	應佔權益 (%) (%)
<b>Fujian Company</b>						
<b>福建公司</b>						
Fuzhou	Lexin Garden	Residential/commercial	2022	125,737	40,199	31.7%
福州	樂信花園	住宅/商業				
Fuzhou	Yuzhou Jinhui Zhongyang Garden	Residential/commercial/ office building	2020	45,134	14,834	32.6%
福州	禹州金輝中央花園	住宅/商業/辦公樓				
Fuzhou	Jinhui Longyue Garden District 1	Residential	2022	86,558	48,123	57.6%
福州	金輝瓏岳花園一區	住宅				
Fuzhou	Jinhui Longyue Garden District 2	Residential/commercial	2019	19,163	3,183	57.6%
福州	金輝瓏岳花園二區	住宅/商業				
Fuzhou	Guanlan Mansion	Residential/commercial	2026	19,515	59,439	47.0%
福州	觀瀾公館	住宅/商業				
Fuqing	Bright Binjiang	Residential/commercial	2021	99,992	12,323	47.0%
福清	璀璨濱江	住宅/商業				
Fuqing	Bright Tianjing	Residential/commercial	2021	26,133	12	47.0%
福清	璀璨天境	住宅/商業				
Fuqing	Bright Tianyue	Residential/commercial	2021	36,757	6,951	15.0%
福清	璀璨天悅	住宅/商業				
Fuqing	City Plaza	Residential/commercial	2021	75,854	17,505	48.0%
福清	城市廣場	住宅/商業				
Fuqing	Boyue Mansion	Residential/commercial	2020	41,675	1,836	32.0%
福清	鉅悅公館	住宅/商業				
Foshan	Elite's Mansion Mingyuan	Residential/commercial	2021	39,844	64,090	49.0%
佛山	雲著名苑	住宅/商業				
Huizhou	Baoliyue Mansion	Residential/commercial	2020	27,990	844	32.0%
惠州	保利悅公館	住宅/商業				
Subtotal of Fujian Company 福建公司小計					269,339	
Subtotal of interests in Fujian Company 福建公司權益小計					122,572	
<b>Subtotal of land bank developed by the Group's joint ventures and associates</b> 本集團合營企業及聯營公司開發的土地儲備小計					<b>2,758,682</b>	
<b>Subtotal of interests in the land bank developed by the Group's joint ventures and associates</b> 本集團合營企業及聯營公司開發的土地儲備權益小計					<b>1,071,089</b>	
<b>Total</b> 總計					<b>21,618,967</b>	
<b>Total interests</b> 權益總計					<b>17,386,667</b>	

Note:

The GFA of the Group's land bank includes (i) GFA available for sale and total rentable GFA of completed projects; (ii) total GFA for properties under development; and (iii) total GFA for properties held for future development. In respect of the non-wholly owned projects, the GFA will be adjusted according to the equity interests of the Group in relevant projects.

附註：

本集團土地儲備的總建築面積包括(i)已竣工物業可供出售建築面積及可出租總建築面積，(ii)開發中物業的總建築面積及(iii)持作未來開發物業的總建築面積。就非全資控股的項目而言，總建築面積將按照本集團在相關項目中的股權進行調整。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### FINANCIAL REVIEW

#### Revenue

For the year ended 31 December 2023, the revenue of the Group was approximately RMB34,248.7 million, representing a decrease of 3.0% as compared to RMB35,318.0 million of the corresponding period last year. Our revenue mainly derived from the development and sales of the Group's residential properties and commercial properties, we also derived revenue from leasing of commercial properties, and provision of management consulting services for the overall operation of property projects to our joint ventures and associates.

The table below sets forth the information related to our revenue for the periods indicated:

		Year ended 31 December 截至12月31日止年度			
		2023 2023年		2022 2022年	
		RMB'000 人民幣千元	% %	RMB'000 人民幣千元	% %
Property development and sales	物業開發及銷售	<b>33,814,274</b>	<b>98.7</b>	34,906,704	98.8
Residential	住宅	<b>33,098,817</b>	<b>96.6</b>	33,746,782	95.6
Commercial	商業	<b>715,457</b>	<b>2.1</b>	1,159,922	3.2
Property leasing	物業租賃	<b>416,878</b>	<b>1.2</b>	390,410	1.1
Management consulting services	管理諮詢服務	<b>17,533</b>	<b>0.1</b>	20,889	0.1
Total	總計	<b>34,248,685</b>	<b>100</b>	35,318,003	100

#### Revenue from Property Development and Sales

As of 31 December 2023, the revenue from property development and sales was approximately RMB33,814.3 million, representing a decrease of 3.1% as compared to approximately RMB34,906.7 million of the corresponding period last year. The decrease in the Group's revenue from property development and sales was primarily attributable to a decrease in the total GFA delivered by the Group during the year ended 31 December 2023.

#### Rental Income

Revenue from property leasing consists of recurring rental revenue from leasing our commercial properties, such as office buildings, shopping malls and shopping streets. Our rental income increased by approximately 6.8% to RMB416.9 million for the year ended 31 December 2023 from RMB390.4 million for the year ended 31 December 2022.

### 財務回顧

#### 收入

截至2023年12月31日止年度，本集團收入約人民幣34,248.7百萬元，較去年同期約為人民幣35,318.0百萬元減少3.0%。收入來源主要來自本集團的住宅物業及商業物業的開發及銷售，本集團亦提供租賃商業物業及就物業項目的整體營運向合營企業和聯營公司提供管理諮詢服務而獲得收入。

下表載列所示期間有關收入的資料：

		Year ended 31 December 截至12月31日止年度			
		2023 2023年		2022 2022年	
		RMB'000 人民幣千元	% %	RMB'000 人民幣千元	% %
Property development and sales	物業開發及銷售	<b>33,814,274</b>	<b>98.7</b>	34,906,704	98.8
Residential	住宅	<b>33,098,817</b>	<b>96.6</b>	33,746,782	95.6
Commercial	商業	<b>715,457</b>	<b>2.1</b>	1,159,922	3.2
Property leasing	物業租賃	<b>416,878</b>	<b>1.2</b>	390,410	1.1
Management consulting services	管理諮詢服務	<b>17,533</b>	<b>0.1</b>	20,889	0.1
Total	總計	<b>34,248,685</b>	<b>100</b>	35,318,003	100

#### 物業開發及銷售的收入

於截至2023年12月31日止，物業開發及銷售產生的收入約為人民幣33,814.3百萬元，較去年同期約為人民幣34,906.7百萬元減少3.1%。本集團於截至2023年12月31日止年度物業開發及銷售收入減少乃主要歸因於本集團已交付總建築面積減少所致。

#### 租金收入

物業租賃收入包括出租辦公樓、購物商場及購物街等商業物業的經常性租金收入。租金收入由截至2022年12月31日止年度的人民幣390.4百萬元增加約6.8%至截至2023年12月31日止年度的人民幣416.9百萬元。

### Management Consulting Services

The Group provides management consulting services to its joint ventures and associates, such services mainly include management consultation services provided to these entities in connection with the construction, sales and marketing of properties, and overall project management during the development and sales of properties. Our revenue from management consulting services decreased by approximately 16.3% to RMB17.5 million for the year ended 31 December 2023 from RMB20.9 million for the year ended 31 December 2022, which was mainly due the decrease in scale of projects developed by our joint ventures and associates to which we provided management consulting services.

### Cost of Sales

Cost of property development and sales mainly consists of construction costs, land acquisition costs and capitalized interest. During the year ended 31 December 2023, our cost of sales amounted to approximately RMB31,720.0 million, representing an increase of 5.2% as compared to that of RMB30,138.5 million for the year ended 31 December 2022, which was mainly due to increase in the Group's provision for impairment of inventories during the year ended 31 December 2023, resulting in an increase in cost of sales.

### Gross Profit and Gross Profit Margin

The Group's gross profit decreased to RMB2,528.7 million for the year ended 31 December 2023 from RMB5,179.5 million for the year ended 31 December 2022.

The Group's gross profit margin decreased to 7.4% for the year ended 31 December 2023 from 14.7% for the year ended 31 December 2022.

### Finance Income

The Group's finance income primarily consists of interest income from bank deposits, interest income from funds the Group advanced to our joint ventures and associates and interest received from third parties. For the year ended 31 December 2023, the Group's finance cost was approximately RMB51.6 million, representing a decrease of approximately 43.5% as compared to RMB91.3 million for the year ended 31 December 2022, which was mainly due to the decrease in average bank deposits of the Group during the year ended 31 December 2023.

### 管理諮詢服務

本集團向合營企業及聯營公司提供管理諮詢服務，相關服務主要包括於物業開發及銷售過程中向該等實體就建設、物業銷售及營銷以及整體項目管理提供管理諮詢服務。管理諮詢服務所得收入由截至2022年12月31日止年度的人民幣20.9百萬元減少約16.3%至截至2023年12月31日止年度的人民幣17.5百萬元，主要是由於我們所提供管理諮詢服務的合營企業及聯營公司開發的項目規模有所縮少。

### 銷售成本

物業開發及銷售成本主要包括建設成本、土地收購成本及資本化利息。截至2023年12月31日止年度，銷售成本約為人民幣31,720.0百萬元，較截至2022年12月31日止年度為人民幣30,138.5百萬元增加5.2%，主要是由於本集團2023年12月31日止年度新增計提存貨跌價準備增加，導致銷售成本增加。

### 毛利及毛利率

本集團的毛利由截至2022年12月31日止年度的人民幣5,179.5百萬元減少至截至2023年12月31日止年度的人民幣2,528.7百萬元。

本集團的毛利率由截至2022年12月31日止年度的14.7%下降至截至2023年12月31日止年度的7.4%。

### 財務收入

本集團的財務收入主要包括銀行存款產生的利息收入、向本集團的合營企業及聯營公司墊付資金而產生的利息收入以及自第三方收取的利息。截至2023年12月31日止年度，本集團的財務收入約為人民幣51.6百萬元，較截至2022年12月31日止年度為人民幣91.3百萬元減少約43.5%，主要是由於截至2023年12月31日止年度本集團平均銀行存款減少導致。





## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### Other Income and Gains

The Group's other income and gains decreased to RMB23.1 million for the year ended 31 December 2023 from RMB60.0 million for the year ended 31 December 2022, which was mainly due to the absence of one-off gain on disposal of associate in the corresponding period in 2023.

#### Selling and Distribution Expenses

The Group's selling and distribution expenses mainly consist of (i) promotion and advertising expenses, which primarily represent costs incurred in connection with advertisement in media and promotional events; (ii) employee benefit expenses, which primarily represent salaries paid to our Group's selling and marketing personnel; (iii) office and property management expenses, which primarily represent the expenses incurred in daily operation and management of the Group's sales offices; (iv) sales expenses, which primarily represent commissions paid to third-party sales agencies; (v) depreciation and amortization, which primarily represent the depreciation and amortization of equipment and devices used by the Group's selling and marketing personnel; (vi) travelling and entertainment expenses; and (vii) after-sales service expenses, which primarily represent expenses incurred during the provision of our Group's after-sales services to our customers.

The Group's selling and distribution expenses increased by approximately 10.6% to RMB1,030.5 million for the year ended 31 December 2023 from RMB931.7 million for the year ended 31 December 2022, which was mainly due to the carry-forward of projects pre-sold in 2023 in the current period, and the contract assets carried forward as sales agency fees in accordance with the carry-forward ratio of projects increased during the year ended 31 December 2023 as compared with the corresponding period of last year.

#### Administrative Expenses

Our administrative expenses mainly consist of (i) employee benefit expenses, which primarily represent salaries paid to our Group's administrative personnel; (ii) tax and surcharges, which primarily represent stamp duties in relation to sales contracts the Group entered into and property tax in relation to properties our Groups leased; (iii) depreciation and amortization, which primarily represent the depreciation and amortization of the Group's offices and office equipment; (iv) office expenses, which primarily represent the expenses incurred by our Group's administrative personnel in the daily operations of our Group's offices; (v) professional consulting expenses, which primarily represent the expenses for the consulting services the Group engaged in order to increase our operational efficiency; (vi) bank service charges, which primarily represent the expenses for miscellaneous bank services; (vii) travelling and entertainment expenses; and (viii) service expenditures.

The Group's administrative expenses decreased by approximately 19.6% to RMB686.3 million for the year ended 31 December 2023 from RMB853.7 million for the year ended 31 December 2022, which was primarily attributable to the decrease in staff salaries and office expenses.

#### 其他收入及收益

本集團的其他收入及收益由截至2022年12月31日止年度的人民幣60.0百萬元減少至截至2023年12月31日止年度的人民幣23.1百萬元，主要是由於2023年同期未有出售聯營公司之一次性收益導致。

#### 銷售及分銷開支

本集團的銷售及分銷開支主要包括(i)促銷及廣告開支，其主要指與媒體廣告及促銷活動有關的已產生成本；(ii)僱員福利開支，其主要指支付予本集團銷售及營銷人員的薪金；(iii)辦公室及物業管理開支，其主要指本集團銷售辦公室日常經營及管理產生的開支；(iv)銷售開支，其主要指支付予第三方銷售代理的佣金；(v)折舊及攤銷，其主要指本集團銷售及營銷人員所用設備及裝置的折舊及攤銷；(vi)差旅及招待開支；及(vii)售後服務開支，其主要指本集團向客戶提供售後服務期間產生的開支。

本集團的銷售及分銷開支由截至2022年12月31日止年度的人民幣931.7百萬元增加約10.6%至截至2023年12月31日止年度的人民幣1,030.5百萬元，主要由於2023年預售的項目本期結轉，合同資產按照項目的結轉比例結轉為銷售代理費於截至2023年12月31日止年度較去年同期有所增加導致。

#### 行政開支

行政開支主要包括(i)僱員福利開支，其主要指支付予本集團行政人員的薪金；(ii)稅項及附加費，其主要指與本集團所訂立的銷售合同有關的印花稅以及本集團所租賃物業的物業稅；(iii)折舊及攤銷，其主要指本集團辦公室及辦公室設備的折舊及攤銷；(iv)辦公室開支，其主要指本集團行政人員在本集團辦公室日常經營中所產生的開支；(v)專業諮詢開支，其主要指本集團為提高經營效率而委聘的諮詢服務開支；(vi)銀行服務費用，其主要指雜項銀行服務開支；(vii)差旅及招待開支；及(viii)服務開支。

本集團的行政開支由截至2022年12月31日止年度的人民幣853.7百萬元減少約19.6%至截至2023年12月31日止年度的人民幣686.3百萬元，主要是由於員工薪金及辦公費用減少導致。

### Finance Cost

Our finance costs mainly consist of (i) interest on bank and other borrowings, corporate bonds, asset-backed securities, senior notes and lease liabilities; and (ii) interest expense arising from revenue contracts, which represents interest expenses recognised for the significant financing components included in contract liabilities during the period from the receipt of sales proceeds to the delivery of the underlying properties, less capitalized interest directly relating to properties under development.

The Group's finance cost increased by approximately 25.3% to RMB295.8 million for the year ended 31 December 2023 from RMB236.1 million for the year ended 31 December 2022, which was primarily attributable to the increase in the expensed project interest expenses of the Group in 2023.

The Group's weighted average cost of debt as at 31 December 2023 was approximately 5.99% (31 December 2022: 6.22%).

### Other Expenses

The Group's other expenses decreased by approximately 20.6% to RMB152.1 million for the year ended 31 December 2023 from RMB191.6 million for the year ended 31 December 2022, which was Mainly due to the decrease in exchange loss as a result of the decrease of Renminbi depreciation as compared with the previous year.

### Fair Value Gains on Investment Properties

Fair value gains on investment properties represent the changes in the fair value of our investment properties. For the year ended 31 December 2023, the Group recorded fair value gains on investment properties of RMB359.8 million, representing a decrease of 57.4% compared to that of RMB844.6 million for the year ended 31 December 2022. Such decrease was mainly due to the higher appreciation of new property in 2022.

### Share of Profits and losses of Joint Ventures

For the year ended 31 December 2023, the Group recorded share of losses of joint ventures of RMB99.4 million, while we recorded share of profits of joint ventures of RMB732.6 million for the year ended 31 December 2022. Such change was mainly attributable to the provision for impairment losses of the property projects held by the Group's joint ventures during the year ended 31 December 2023.

### Share of Profits of Associates

For the year ended 31 December 2023, the Group's recorded share of profits of associates of RMB0.1 million, while we recorded share of profits of associates of RMB491.0 million for the year ended 31 December 2022, which was primarily attributable to the decrease in GFA of property projects delivered held by the Group's associates for the year ended 31 December 2023.

### 融資成本

融資成本主要包括(i)銀行及其他借款、公司債券、資產抵押證券、優先票據及租賃負債的利息；及(ii)收入合約利息開支，指於收到銷售所得款項至交付相關物業期間包括於合約負債內就重大融資組成部分確認之利息開支，減去開發中物業直接相關的資本化利息。

本集團的融資成本由截至2022年12月31日止年度的人民幣236.1百萬元增加約25.3%至截至2023年12月31日止年度的人民幣295.8百萬元，主要是由於本集團2023年項目利息支出費用化增加所致。

本集團於2023年12月31日的加權平均債務成本約為5.99% (2022年12月31日：6.22%)。

### 其他開支

本集團的其他開支由截至2022年12月31日止年度的人民幣191.6百萬元減少約20.6%至截至2023年12月31日止年度的人民幣152.1百萬元，主要是由於人民幣貶值幅度較上年減少，匯兌損失減少所致。

### 投資物業公平值收益

投資物業公平值收益指投資物業公平值的變動。於截至2023年12月31日止年度，本集團錄得投資物業公平值收益人民幣359.8百萬元，較截至2022年12月31日止年度的人民幣844.6百萬元減少57.4%。有關減少主要是2022年新增物業增值較高。

### 應佔合營企業溢利及虧損

本集團於截至2023年12月31日止年度錄得應佔合營企業虧損人民幣99.4百萬元，而於截至2022年12月31日止年度則錄得應佔合營企業溢利人民幣732.6百萬元。有關變動主要是由於截至2023年12月31日止年度本集團合營公司持有的物業項目計提減值撥備所致。

### 應佔聯營公司溢利

本集團於截至2023年12月31日止年度錄得應佔聯營公司溢利人民幣0.1百萬元，而於截至2022年12月31日止年度則錄得應佔聯營公司溢利人民幣491.0百萬元，主要是由於截至2023年12月31日止年度本集團聯營公司持有的物業項目交付面積減少導致。

### Profit before Tax

The Group's profit before tax decreased by approximately 81.2% to RMB697.8 million for the year ended 31 December 2023 from RMB3,706.4 million for the year ended 31 December 2022.

### Income Tax Expenses

The Group's income tax expenses for the year ended 31 December 2023 included the provision made for PRC enterprise Income tax and land appreciation tax. The Group's income tax expenses decreased by approximately 30.3% to RMB1,131.7 million for the year ended 31 December 2023 from RMB1,623.3 million for the year ended 31 December 2022, which was primarily attributable to the decrease in income tax expenses for the current year.

### (Loss)/Profit for the Year

As a result of the change in the Group's financial data mentioned above, the Group recorded a net loss of RMB433.9 million for the year ended 31 December 2023, as compared to profit after tax of 2,083.2 million for the year ended 31 December 2022, decreased by approximately 120.8%.

## LIQUIDITY AND FINANCIAL RESOURCES

### Net Current Assets

As at 31 December 2023, the Group's net current assets was RMB23,233.3 million (2022: RMB33,858.4 million). In particular, the Group's total current assets decreased by approximately 24.7% to RMB99,234.8 million as at 31 December 2023 from RMB131,789.1 million as at 31 December 2022. The Group's total current liabilities decreased by approximately 22.4% to RMB76,001.6 million as at 31 December 2023 from RMB97,930.8 million as at 31 December 2022. The decrease of the Group's net current assets was mainly attributable to (i) the decrease in properties under development as a result of our completion and delivery of properties; and (ii) the decrease in cash and bank balances during the year ended 31 December 2023. Such decrease in net current assets was partly offset by the decrease in contracted liabilities as a result of decrease in sales of properties during the year ended 31 December 2023.

### Cash Position

As at 31 December 2023, the Group's cash and bank balances was RMB7,072.9 million (2022: RMB12,319.5 million).

### 除稅前溢利

本集團的除稅前溢利由截至2022年12月31日止年度的人民幣3,706.4百萬元減少約81.2%至截至2023年12月31日止年度的人民幣697.8百萬元。

### 所得稅開支

本集團截至2023年12月31日止年度的所得稅開支包括就中國企業所得稅及土地增值稅所作撥備，經扣除遞延稅項。本集團的所得稅開支由截至2022年12月31日止年度的人民幣1,623.3百萬元減少約30.3%至截至2023年12月31日止年度的人民幣1,131.7百萬元，主要由於當期的所得稅費用減少導致。

### 年內(虧損)/溢利

基於上述的本集團財務數據變動，本集團於截至2023年12月31日止年度錄得淨虧損人民幣433.9百萬元，而截至2022年12月31日止年度的稅後溢利為人民幣2,083.2百萬元，減少約120.8%。

## 流動資金及財務資源

### 流動資產淨額

於2023年12月31日，本集團的流動資產淨值為人民幣23,233.3百萬元（2022年：人民幣33,858.4百萬元）。具體而言，本集團的流動資產總額由2022年12月31日的人民幣131,789.1百萬元減少約24.7%至2023年12月31日的人民幣99,234.8百萬元。本集團的流動負債總額由2022年12月31日的人民幣97,930.8百萬元減少約22.4%至2023年12月31日的人民幣76,001.6百萬元。本集團流動資產淨額的減少主要是由於(i)因我們竣工交付導致開發中物業減少及(ii)2023年12月31日止年度現金及銀行結餘減少。該等流動資產淨額減少部分被因截至2023年12月31日止年度物業銷售減少導致合約負債減少所抵減。

### 現金狀況

於2023年12月31日，本集團的現金及銀行結餘為人民幣7,072.9百萬元（2022年：人民幣12,319.5百萬元）。

## Indebtedness

As at 31 December 2023, the Group's outstanding borrowings amounted to RMB29,428.4 million (2022: RMB37,815.8 million), of which RMB15,994.1 million (2022: RMB19,109.5 million) carried interests at fixed rate. Save for the RMB2,142.8 million senior notes which were denominated in US dollars, all other borrowings of the Group were denominated in Renminbi.

The table below sets forth the components of the Group's borrowings as at the dates indicated:

## 債務

於2023年12月31日，本集團的未償還借款總額為人民幣29,428.4百萬元（2022年：人民幣37,815.8百萬元），其中人民幣15,994.1百萬元（2022年：人民幣19,109.5百萬元）按固定利率計息。除人民幣2,142.8百萬元優先票據以美元計值外，本集團所有其他借款以人民幣列值。

下表載列本集團截至所示日期的借款組成部分：

		As of 31 December 截至12月31日	
		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
<b>Current</b>	<b>即期</b>		
Other loans – secured	其他貸款—有抵押	–	1,190,000
Current portion of long term bank loans – secured	長期銀行貸款的即期部分—有抵押	11,141,143	8,520,513
Current portion of other loans – secured	其他貸款的即期部分—有抵押	593,260	1,226,840
Corporate bonds	公司債券	15,707	667,743
Senior notes	優先票據	2,142,841	440,607
Proceeds from asset-backed securities	資產抵押證券所得款項	47,606	70,696
<b>Total current</b>	<b>即期總額</b>	<b>13,940,557</b>	12,116,399
<b>Non-current</b>	<b>非即期</b>		
Bank loans – secured	銀行貸款—有抵押	10,268,920	14,718,167
Bank loans – unsecured	銀行貸款—無抵押	–	50,000
Other loans – secured	其他貸款—有抵押	767,800	839,300
Corporate bonds	公司債券	2,778,304	2,797,578
Senior notes	優先票據	–	2,075,827
Proceeds from asset-backed securities	資產抵押證券所得款項	1,672,856	5,218,481
<b>Total non-current</b>	<b>非即期總額</b>	<b>15,487,880</b>	25,699,353
<b>Total borrowings</b>	<b>借款總額</b>	<b>29,428,437</b>	37,815,752
Secured	有抵押	27,285,596	31,713,301
Unsecured	無抵押	2,142,841	6,102,451
<b>Total borrowings</b>	<b>借款總額</b>	<b>29,428,437</b>	37,815,752

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

The following table sets out the maturity of the Group's total borrowings and the extent of the Group's total borrowings subject to fixed or floating interest rates as at the dates indicated:

下表載列本集團借款總額及本集團以固定或浮動利率計息的借款總額於所示日期的到期情況：

		As of 31 December 截至12月31日	
		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Bank loans repayable:	須償還銀行貸款：		
Within one year	一年內	11,141,143	8,520,513
Between one and two years	一年至兩年	4,475,407	12,584,529
Between two and five years	兩年至5年	1,740,387	1,629,823
More than five years	五年以上	4,053,126	553,815
		<b>21,410,063</b>	23,288,680
Other borrowings repayable:	須償還其他借款：		
Within one year	一年內	593,260	2,416,840
Between one and two years	一年至兩年	599,800	839,300
Between two and five years	兩年至5年	168,000	-
		<b>1,361,060</b>	3,256,140
Other senior notes, corporate bonds and proceeds from asset-backed securities repayable	須償還的優先票據、公司債券及資產抵押證券所得款項		
Within one year	一年內	2,206,154	1,179,046
Between one and four years	一年至4年內	2,850,026	5,072,690
Over four years	四年以上	1,601,134	5,019,196
		<b>6,657,314</b>	11,270,932
<b>Total</b>	<b>總計</b>	<b>29,428,437</b>	<b>37,815,752</b>
<b>By fixed or floating interest rates</b>	<b>按固定或浮動利率劃分</b>		
Fixed interest rate	固定利率	15,994,087	19,109,501
Floating interest rate	浮動利率	13,434,350	18,706,251
<b>Total Indebtedness</b>	<b>債務總額</b>	<b>29,428,437</b>	<b>37,815,752</b>

### Pledged Assets

As at 31 December 2023, the Group's borrowings was secured by the Group's assets that amounted to RMB44,992.8 million (2022: RMB55,954.2 million), such assets included (i) property, plant and equipment; (ii) land use rights; (iii) investment properties; (iv) properties under development; (v) completed properties held for sale; and (vi) pledged deposits.

### Financial Risk

The Group's businesses exposed us to various financial risks, including interest rate risk, foreign exchange risk, credit risk and liquidity risk. In order to minimize such risk exposures of the Group, we do not use any derivatives and other instruments for hedging. The Group does not hold or issue financial derivatives for trading purpose.

### Interest Rate Risk

The Group's exposure to changes in market interest rate relates primarily to the Group's interest-bearing bank and other borrowings. The Group does not use financial derivatives to hedge interest rate risk, and uses variable rate bank borrowings and other borrowings to manage its interest cost.

### Foreign Exchange Risk

The Group mainly operates its business in China, and substantial of its revenue and expenses are denominated in Renminbi. As at 31 December 2023, among the Group's cash and bank balances, RMB1.3 million and RMB14.9 million was denominated in Hong Kong dollars and US dollars, respectively, such amounts were subject to the exchange rate fluctuation. The Group does not have any policy to hedge against foreign exchange risk. However, the Group will closely monitor its foreign exchange exposure, and strive to maintain the value of the Group's cash.

### Credit Risk

The Group divides financial instruments on basis of shared credit risk characteristics, such as instrument type and credit risk ratings for the purpose of determining significant increases in credit risk and calculation of impairment. To manage risk arising from trade receivables, the Group has policies in place to ensure that credit terms are made only to counterparties with an appropriate credit history and management performs ongoing credit evaluations of the Group's counterparties. The credit quality of these customers is assessed after taking into account their financial position, past experience and other factors. The Group also has other monitoring procedures to ensure that follow-up action is taken to recover overdue receivables. In addition, the Group regularly reviews the recoverable amount of trade receivables to ensure that adequate impairment losses are made for irrecoverable amounts. The Group has no significant concentrations of credit risk, with credit risk spread over a large number of counterparties and customers.

### 資產抵押

於2023年12月31日，本集團的借款以本集團人民幣44,992.8百萬元（2022年：人民幣55,954.2百萬元）的資產作抵押，該等資產包括(i)物業、廠房及設備；(ii)土地使用權；(iii)投資物業；(iv)開發中物業；(v)持作出售的已竣工物業；及(vi)已抵押存款。

### 財務風險

本集團的業務使其承受多種財務風險，包括利率風險、外幣風險、信貸風險及流動資金風險。為將本集團所面臨的該等風險保持最低，本集團並無使用任何衍生及其他工具作對沖目的。本集團未持有或發行作交易用途的衍生金融工具。

### 利率風險

本集團面臨的市場利率變動風險主要與本集團計息銀行及其他借款有關。本集團並無使用衍生金融工具對沖利率風險，並使用浮息銀行借款及其他借款管理其利息成本。

### 外幣風險

本集團主要在中國經營其業務，且其絕大部分收入及開支以人民幣計值。於2023年12月31日，本集團的現金及銀行結餘中，人民幣1.3百萬元和人民幣14.9百萬元分別以港元和美元計值，該等款項受到匯率波動影響。本集團並無外幣對沖政策。然而，本集團將密切監察其匯率風險，以盡力維護本集團的現金價值。

### 信貸風險

本集團基於共同信貸風險特徵（比如工具類型及信貸風險等級）對金融工具進行分類，以釐定信貸風險大幅增加及計量減值。為管理貿易應收款項產生的風險，本集團已制定政策確保僅向具備適當信貸歷史的對手方授出信貸期，且管理層將對本集團的對手方持續進行信貸評估。客戶的信貸質量乃經考慮其財務狀況、過往經驗及其他因素而進行評估。本集團亦已擁有其他監控程序以確保落實跟進行動以收回逾期應收款項。此外，本集團定期檢討貿易應收款項的可收回金額，以確保就不可收回金額計提適當的減值虧損。本集團並無高度集中的信貸風險，且其信貸風險分散至大量對手方及客戶。

### Liquidity Risk

The Group's objective is to maintain a balance between sustainability and flexibility of funding through the use of interest-bearing bank and other borrowings. The Group reviews its liquidity position on an ongoing basis.

### Contingent Liabilities

The Group has arrangements with various banks for the provision of mortgage financing and, where required, provides our customers with guarantees as security for mortgage loans. The terms of such guarantees typically last until the issuance of the real estate ownership certificate upon the completion of guarantee registration or satisfaction of mortgage loan by the purchaser. As a guarantor, if the purchaser defaults in payment, the Group is obligated to repay all outstanding amounts owed by the purchaser to the mortgagee bank under the loan and have the right to claim such amount from the defaulting purchaser. As at 31 December 2023, the Group did not incur any material losses in respect of the guarantees provided for mortgage facilities granted to purchasers of the Group's completed properties held for sale. The Directors considered that the likelihood of default in payments by purchasers is minimal and therefore the financial guarantees measured at fair value was immaterial. As such, no provision has been made in connection with the guarantees.

As at 31 December 2023, the Group has provided guarantee to the banks amounting to RMB27,106.0 million (2022: RMB35,685.8 million) in total for the financing granted to the purchasers of the Group's properties. As at 31 December 2023, the Group has provided guarantee to the banks and other institutions amounting to RMB1,341.7 million (2022: RMB1,044.1 million) in total for the financing granted to the Group's related companies. As at 31 December 2023, the Group did not have any outstanding loan capital, bank overdrafts and acceptance liabilities or other similar indebtedness, debentures, mortgages, charges or loans, or acceptance credits or hire purchase commitments, guarantees or other material contingent liabilities or any covenant. The Directors have confirmed that there had not been any material change in the indebtedness, capital commitments and contingent liabilities of the Group up to the latest practicable date for the purpose of the indebtedness statement.

### Legal Contingents

The Group may be involved in lawsuits and other proceedings from time to time during the ordinary course of business. The Group believes that the liabilities resulting from these proceedings will not have a material adverse effect on our business, financial condition or operating results.

### Commitment

As at 31 December 2023, the Group had capital commitment of RMB18,430.8 million (2022: RMB24,893.2 million) in respect of properties under development, merger and acquisition of equity interest and capital injection for investment in joint ventures and associates.

### 流動性風險

本集團的目標為透過運用計息銀行及其他借款維持融資持續性與靈活性之間的平衡。本集團持續密切監控現金流量。

### 或然負債

本集團已與多家銀行安排提供抵押融資，並在需要時向本集團的客戶提供擔保作為抵押貸款的抵押。通常在購買者完成擔保登記或償還抵押貸款後獲發房地產所有權證書之後，此類擔保才終止。作為擔保人，如果購買者拖欠付款，本集團有義務償還買方根據該貸款欠抵押人銀行的所有未償還款項，並有權向違約購買者索賠該金額。於2023年12月31日，本集團沒有就授予本集團持作出售竣工物業購買者的抵押貸款的擔保產生任何重大損失。董事認為，買方不履行付款義務的可能性極小，因此以公平值計量的融資擔保並不重大。因此，未就擔保計提任何撥備。

於2023年12月31日，本集團就授予本集團物業買家融資向銀行提供的擔保總額為人民幣27,106.0百萬元（2022年：人民幣35,685.8百萬元）。於2023年12月31日，本集團就授予本集團關聯公司向銀行及其他機構提供的擔保總額為人民幣1,341.7百萬元（2022年：人民幣1,044.1百萬元）。於2023年12月31日，本集團並無任何未償還借貸股本、銀行透支及承兌負債或其他類似債務、債權證、按揭、押記或貸款，或承兌借貸或租購承擔、擔保或其他重大或然負債或任何有關契諾。就債務聲明而言，董事已確認本集團的債務、資本承擔及或然負債直至最後實際可行日期並無任何重大變動。

### 或然法律事項

本集團於正常業務過程中或會不時捲入法律訴訟及其他訴訟。本集團認為，該等訴訟產生的負債概不會對我們的業務、財務狀況或經營業績造成重大不利影響。

### 承擔

於2023年12月31日，本集團與開發中物業、股權並購以及於合營企業及聯營公司投資的出資相關的資本承擔為人民幣18,430.8百萬元（2022年：人民幣24,893.2百萬元）。

### Off-Balance Sheet Commitment and Arrangements

Save for the contingent liabilities disclosed above, as at 31 December 2023, the Group did not have any outstanding loan capital issued or agreed to be issued, bank overdrafts, loans, loan securities, borrowings or other similar indebtedness, acceptance liabilities (save for normal commercial notes), acceptance credits, debentures, mortgages, charges, finance lease or hire purchase commitments, guarantees or other material contingent liabilities.

### Significant Investments Held, Material Acquisitions and Disposals of Subsidiaries, Associates and Joint Ventures

During the year ended 31 December 2023, the Company has no other significant investments held or material acquisitions or disposals of subsidiaries, associates and joint ventures.

### Future Plan for Significant Investment

The Group did not have any other immediate plans for material investments and capital assets as of 31 December 2023.

### Employees

As at 31 December 2023, the Group has a total of 1,367 employees (2022: 2,257 employees), with most of them were based in China. For the year ended 31 December 2023, staff costs (including Directors) was approximately RMB325.6 million (2022: approximately RMB435.1 million). The Group determined the salary based on the qualifications, position and experience of each employee. The Group has established a regular assessment mechanism to assess the performance of our employees, the assessment results are used as the basis for determining salary increment, bonuses and promotions.

Due to an inadvertent clerical error, the total number of employees of the Group as at 31 December 2023 was stated as 1,432 in the annual results announcement of the Company dated 28 March 2024. Save for such figure, which has been restated in this annual report, all other information in the annual results announcement remains unchanged.

### Subsequent Events

Subsequent to 31 December 2023, as disclosed in the announcement of the Company dated 20 March 2024, the Group did not pay principal of US\$300,000,000 for certain senior notes due in March 2024 (the "2024 Notes"). As disclosed in the announcement of the Company dated 15 April 2024, the Company has deposited all necessary funds into the designated bank account of the trustee for redemption of the 2024 Notes at their principal amount together with interest accrued. Save as disclosed, subsequent to 31 December 2023 and up to the date of this annual report, there is no other event that may have a material impact on the Group's operating and financial performance that needs to be disclosed.

### 資產負債表外承擔及安排

除上文所披露的或然負債外，於2023年12月31日，本集團並無任何已發行或同意將予發行的未償還借款資本、銀行透支、貸款、債務證券、借款或其他類似債務、承兌負債（一般商業票據除外）、承兌信貸、債權證、按揭、押記、融資租賃或租購承擔、擔保或其他重大或然負債。

### 所持的重大投資、附屬公司、聯營公司及合營企業的重大收購及出售

截至2023年12月31日止年度，本集團並無其他附屬公司、聯營公司及合營企業的重大投資或重大收購及出售。

### 重大投資的未來計劃

截至2023年12月31日，本集團並無重大投資及資本資產的任何其他實時計劃。

### 僱員

於2023年12月31日，本集團共有1,367名僱員（2022年：2,257名僱員），絕大多數僱員均位於中國。截至2023年12月31日止年度，員工成本（包括董事）約為人民幣325.6百萬元（2022年：約人民幣435.1百萬元）。本集團按各僱員的資質、職位及資歷釐定薪金。本集團已制定年度評審制度，用以評估僱員表現，其成為漲薪、獎金及晉升的評定依據。

由於無意的文書錯誤，於本公司日期為2024年3月28日的全年業績公告中，本集團截至2023年12月31日的僱員總數載列為1,432名。除該數字所披露者外（已於本年報重述），該全年業績公告的其他資料維持不變。

### 期後事項

於2023年12月31日後，誠如本公司日期為2024年3月20日的公告所披露，本集團未支付2024年3月到期的若干優先票據（「2024年票據」）的300,000,000美元本金。誠如本公司日期為2024年4月15日的公告所披露，本公司已將所需資金悉數存入受託人的指定銀行賬戶，用作贖回2024年票據（其未償還本金額連同累計的利息）。除所披露者外，自2023年12月31日起至本年報日期止，不存在任何需要披露的其他可能對本集團經營及財務業績產生重大影響的事件。



# BIOGRAPHIES OF DIRECTOR AND COMPANY SECRETARY

## 董事及公司秘書簡歷

### DIRECTORS

#### Executive Directors

**Mr. Lam Ting Keung (林定強)**, aged 57, founded our Group in September 1996. Mr. Lam was appointed as our Director on 17 October 2019 and was re-designated as our executive Director on 16 March 2020. Mr. Lam is currently the chairman of the Board and the chief executive officer of the Group as well. He is primarily responsible for the leadership, overall strategic planning, major investment and decision making of our Group. Mr. Lam also has over 29 years of experience in the PRC real estate industry.

Currently, Mr. Lam is a member of the National Committee of the Chinese People's Political Consultative Conference (全國政治協商會議全國委員會) since March 2013, a standing member of All-China Federation of Returned Overseas Chinese (中華全國歸國華僑聯合會) since July 2009, a vice president of the Overseas Chinese Charity Foundation of China (中國華僑公益基金會) since December 2015, a vice president of the Overseas Chinese Entrepreneurs Association (中國僑商聯合會) since December 2010. He is also a permanent honorary chairman of Hong Kong-Fujian Association (香港福建社團聯會), Hong Kong Federation Overseas Chinese Association (香港僑屆社團聯會) and Hong Kong-Fuzhou Shiyi Fellow Association (香港福州十邑同鄉會) since May 2008, December 2018 and July 2002, respectively. Mr. Lam obtained the Enthusiastic Overseas Chinese Outstanding Contribution Award (熱心海外華教人士傑出貢獻獎) granted by Overseas Chinese Affairs Office of the State Council (國務院僑務辦公室) in December 2017 and the 2018 Annual Overseas Chinese Charity Star (2018年度僑愛心慈善之星) granted by Overseas Chinese Charity Foundation of China (中國華僑公益基金會) in December 2018.

Mr. Lam is the father of Mr. Lam Yu, our executive Director.

Mr. Lam is the sole director of Radiance Group Holdings and Glowing Shine, both of which have interests in the Shares that are discloseable under the provisions of Divisions 2 and 3 of Part XV of the SFO.

**Mr. Lam Yu (林宇)**, aged 33, was appointed as our Director on 17 October 2019 and was re-designated as our executive Director on 16 March 2020. Mr. Lam Yu is also an executive president of our Group and is primarily responsible for the management of Marketing Investment Management Centre of our Group. He joined our Group in March 2011 as a director of Yancheng Jinhui Juye and had been a director of our various subsidiaries.

Mr. Lam Yu participated in the Advanced Seminar for Chief Executive Officers on Real Estate Development and Investment and Finance at Tsinghua University (清華大學房地產開發與投融資總裁高級研修班) from May 2010 to March 2011.

Mr. Lam Yu is the son of Mr. Lam, our executive Director.

### 董事

#### 執行董事

**林定強先生**，57歲，於1996年9月創立本集團。林先生於2019年10月17日獲委任為我們的董事並於2020年3月16日獲調任為我們的執行董事。林先生現時為本集團董事會主席及行政總裁。其主要負責本集團的領導、全面戰略規劃、重大投資及決策事宜。林先生在中國的房地產行業擁有逾28年的經驗。

目前，林先生自2013年3月起擔任全國政治協商會議全國委員會委員，自2009年7月起擔任中華全國歸國華僑聯合會常務委員，自2015年12月起擔任中國華僑公益基金會副會長以及自2010年12月起擔任中國僑商聯合會副會長。其亦自2008年5月、2018年12月及2002年7月起分別擔任香港福建社團聯會、香港僑屆社團聯會及香港福州十邑同鄉會永遠榮譽會長。林先生於2017年12月榮獲國務院僑務辦公室頒發的「熱心海外華教人士傑出貢獻獎」，並於2018年12月榮獲中國華僑公益基金會頒發的「2018年度僑愛心慈善之星」。

林先生為執行董事林宇先生之父。

林先生為金輝集團控股及啟輝的唯一董事並擁有根據證券及期貨條例第XV部第2及第3分部的條文須披露的權益。

**林宇先生**，33歲，於2019年10月17日獲委任為董事並於2020年3月16日獲調任為我們的執行董事。林宇先生同時擔任本集團執行總裁並主要負責本集團的營銷投資管理中心的管理事宜。其於2011年3月加入本集團，出任鹽城金輝居業董事，並擔任我們多家附屬公司的董事。

林宇先生自2010年5月至2011年3月參加清華大學房地產開發與投融資總裁高級研修班。

林宇先生為執行董事林先生之子。

## BIOGRAPHIES OF DIRECTOR AND COMPANY SECRETARY 董事及公司秘書簡歷

**Mr. Huang Junquan (黃俊泉)**, aged 51, was appointed as our Director on 17 October 2019 and was redesignated as our executive Director on 16 March 2020. Mr. Huang joined our Group in January 2009 as the vice president and director of Radiance Group, and was responsible for the Group's architectural design, project operations, brand marketing and cost control of our Group. He was redesignated as the General Manager of our Fujian company and is primarily responsible for the operation and management of our Fujian company in August 2023.

From September 1995 to December 2005, Mr. Huang served in Xiamen Zhongjian Northeast Architectural Design & Research Institute Co., Ltd. (廈門中建東北設計院有限公司) with his last position as the director in a branch office, where he was primarily responsible for the design management of the Fuzhou branch. From January 2006 to December 2008, he served as a director in the Fuzhou branch of Beijing Zhonghuajian Planning and Design Institute Co., Ltd. (北京中華建規劃設計研究院有限公司福建分公司), where he was primarily responsible for the design business and overall operation of such company.

Mr. Huang obtained a bachelor's degree in architecture from Tianjin University (天津大學) in the PRC in July 1995. He obtained qualifications for Class 1 Registered Architect (一級註冊建築師) granted by MOHURD, Ministry of Human Resource and Social Security of the People's Republic of China (中華人民共和國人力資源和社會保障部) formerly known as Ministry of Personnel of the People's Republic of China (中華人民共和國人事部) and Fujian Provincial Department of Human Resource and Social Security in April 2001. He obtained the qualification of Senior Architect (高級建築師) granted by 中國建築東北設計研究院 (China Construction Northeast Architectural Design & Research Institute) in September 2002. He is the vice president of Fuzhou Real Estate Association (福州房地產業協會).

**Mr. Xu Xiaodong (徐小冬)**, aged 41, was appointed as our executive Director on 25 March 2022. Mr. Xu joined the Group in December 2016 and was promoted as assistant executive president of the Group in November 2020. In September 2021, Mr. Xu was appointed and is currently serving as a director of Radiance Group, an indirect non-wholly owned subsidiary of the Company. Mr. Xu is primarily responsible for the financial and treasury management of the Group.

Mr. Xu has over 17 years of experience in financial management, treasury management, capital market financing, risk management and internal control management. Prior to joining the Group, Mr. Xu worked at Deloitte Touche Tohmatsu Certified Public Accountants LLP, Deloitte & Touche LLP (Singapore), China Resources Land Limited, the shares of which are listed on the Stock Exchange (stock code: 1109), Sincere Holding Group Co., Ltd., Hopson Development Holdings Limited, the shares of which are listed on the Stock Exchange (stock code: 754).

Mr. Xu is a non-practicing member of the Chinese Institute of Certified Public Accountants (CICPA), a fellow member of the Chartered Institute of Management Accountants (CIMA) and a member of China Certified Tax Agents Association (CCTAA). Mr. Xu is also a qualified practitioner under the Securities Association of China (SAC) and Asset Management Association of China (AMAC).

Mr. Xu holds a bachelor's degree in science and management from Nanjing University, a master's degree in professional accounting and a master's degree in economics from Peking University and an MBA degree from Tsinghua University. He is currently pursuing a doctorate degree at Emlyon business school.

**黃俊泉先生**，51歲，於2019年10月17日獲委任為董事並於2020年3月16日獲調任為我們的執行董事。黃先生於2009年1月加入本集團，出任金輝集團副總裁及董事，並先後負責本集團的建築設計、項目營運、品牌行銷及成本管理事宜。並於2023年8月調任福建公司總經理，負責福建公司經營管理業務。

1995年9月至2005年12月，黃先生效勞於廈門中建東北設計院有限公司，最後擔任的職位為建築分所所長，主要負責福州分所的設計管理工作。2006年1月至2008年12月，擔任北京中華建規劃設計研究院有限公司福建分公司院長，主要負責該公司的設計業務及整體運營。

黃先生於1995年7月獲得中國天津大學建築學學士學位。其於2001年4月獲住房和城鄉建設部、中華人民共和國人力資源和社會保障部(前稱為中華人民共和國人事部)及福建省人力資源和社會保障廳聯合頒發的一級註冊建築師資格證書。其於2002年9月獲中國建築東北設計研究院頒發的高級建築師資格證書。其目前為福州房地產業協會副會長。

**徐小冬先生**，41歲，於2022年3月25日獲委任為我們的執行董事。徐先生於2016年12月加入本集團，並於2020年11月晉升為本集團的總裁助理。於2021年9月，徐先生獲委任為並於目前擔任金輝集團(本公司一家間接非全資附屬公司)董事。徐先生主要負責本集團的財務及資金管理事宜。

徐先生在財務管理、資金管理、資本市場融資、風險管理及內控管理等方面具有超過17年的工作經驗。加盟本集團前，徐先生於德勤華永會計師事務所、Deloitte & Touche LLP(新加坡)、華潤置地有限公司(其股份於聯交所上市(股份代號：1109))、協信控股集團有限公司、及合生創展集團有限公司(其股份於聯交所上市(股份代號：754))等任職。

徐先生亦為中國註冊會計師協會非執業會員、英國皇家特許管理會計師公會資深會員及中國註冊稅務師協會會員。徐先生亦具有中國證券業協會及中國證券投資基金業協會從業資格。

徐先生在南京大學獲得理學及管理學學士學位，在北京大學獲得會計碩士學位及經濟學碩士學位，在清華大學獲得工商管理碩士學位，目前在法國里昂商學院(Emlyon)攻讀博士學位。

### Independent non-executive Directors

**Mr. Zhang Huaqiao (張化橋)**, aged 60, was appointed as the independent director of Radiance Group in June 2016. Mr. Zhang's appointment was solely to enable him to serve as an independent director of Radiance Group upon its listing on the Shanghai Stock Exchange, the application for which was still pending at the time of his appointment. As such listing has not taken place, he has not taken part in the day-to-day operations and management of Radiance Group or of the Group. Mr. Zhang was further appointed as our independent non-executive Director on 5 October 2020. Mr. Zhang is primarily responsible for providing independent advice on the operations and management of our Group.

Mr. Zhang is also currently an independent non-executive director of Fosun International Limited (復星國際有限公司) (stock code: 0656), Logan Group Company Limited (龍光地產控股有限公司) (stock code: 3380), Zhong An Group Limited (眾安集團有限公司) (stock code: 0672), and Luye Pharma Group Ltd. (綠葉製藥集團有限公司) (stock code 02186), all of which are listed on the Stock Exchange.

From July 1994 to July 1995, Mr. Zhang worked as analyst in Equity Capital Markets Department of Swiss Bank Corporation Warburg. From June 1999 to April 2006, he worked in the equities department of Union Bank of Switzerland (Hong Kong branch) (瑞士銀行), a Swiss multinational investment bank and financial services company, with the last position as the co-head of the China research team. From May 2006 to September 2008, he served in Shenzhen Investment Limited (深圳控股有限公司) (listed on the Stock Exchange, stock code: 0604) with his last position as chief operation officer and executive director, a real estate development company. From September 2008 to June 2011, he was employed by UBS AG with the last capacity as a deputy head of UBS China IBD with the corporate rank of managing director in the Investment Banking Department. From September 2011 to April 2012, he served as an executive director and chief executive officer of Man Sang International Limited (民生國際有限公司) (listed on the Stock Exchange, stock code: 0938), a real estate development company.

Mr. Zhang was also a non-executive director of Boer Power Holdings Limited (博耳電力控股有限公司) (listed on the Stock Exchange, stock code: 1685), an independent non-executive director of China Huirong Financial Holdings Limited (中國匯融金融控股有限公司) (listed on the Stock Exchange, stock code: 1290), an independent non-executive director of China Rapid Finance Limited (listed on the New York Stock Exchange, stock code: XRF), a non-executive director, executive director and chairman of China Smartpay Group Holdings Limited (中國支付通集團控股有限公司) (listed on the Stock Exchange, stock code: 8325), and an independent non-executive director of Haitong International Securities Group Limited (海通國際證券集團有限公司) (listed on the Stock Exchange, stock code: 0665, and was delisted in January 2024).

### 獨立非執行董事

**張化橋先生**，60歲，於2016年6月獲委任為金輝集團獨立董事。張先生的委任完全是為了讓其在金輝集團於上海證券交易所上市後擔任獨立董事，而在其獲委任之時上市申請仍在處理中。由於尚未上市，其並無參與金輝集團或本集團的日常經營及管理。張先生於2020年10月5日進一步獲委任為獨立非執行董事。張先生主要負責就本集團的經營管理提供獨立建議。

張先生目前亦為復星國際有限公司(股份代號：0656)、龍光集團有限公司(股份代號：03380)、眾安集團有限公司(股份代號：0672)、綠葉製藥集團有限公司(股份代號：02186)的獨立非執行董事(以上公司均於香港聯交所上市)。

1994年7月至1995年7月，張先生出任Swiss Bank Corporation Warburg股權投資市場部分分析師。1999年6月至2006年4月，其任職於瑞士銀行(瑞士跨國投資銀行和金融服務公司)香港分行股票部門，最後擔任的職位為中國研究團隊聯席主管。2006年5月至2008年9月，其效勞於深圳控股有限公司(其股份於聯交所上市，股份代號：0604)，最後擔任的職位為營運總監兼執行董事。2008年9月至2011年6月，其受聘於瑞銀集團，最後擔任瑞銀中國投資銀行部副主管，職銜為投資銀行部董事總經理。2011年9月至2012年4月，其擔任民生國際有限公司(其股份於聯交所上市，股份代號：0938)的執行董事兼首席執行官。

張先生亦曾擔任博耳電力控股有限公司(其股份於聯交所上市，股份代號：01685)的非執行董事，中國匯融金融控股有限公司(其股份於聯交所上市，股份代號：01290)的獨立非執行董事，China Rapid Finance Ltd.(其股份於紐約證券交易所上市，股份代號：XRF)的獨立非執行董事，中國支付通集團控股有限公司(其股份於聯交所上市，股份代號：08325)的非執行董事、執行董事、董事會主席，及海通國際控股有限公司(其股份曾於聯交所上市，股份代號：0665，並於2024年1月於聯交所退市)的獨立非執行董事。

## BIOGRAPHIES OF DIRECTOR AND COMPANY SECRETARY 董事及公司秘書簡歷

Mr. Zhang obtained a bachelor's degree in financial and banking from Zhongnan University of Economics and Law (中南財經政法大學) (formerly known as Hubei Financial and Banking Institute (湖北財經學院)) in July 1983. He also obtained a master's degree in economics from both the Graduate School of the People's Bank of China (中國人民銀行研究生部) in the PRC in July 1986 and Australian National University in Australia in April 1991, respectively.

**Mr. Tse Yat Hong (謝日康)**, aged 54, was appointed as our independent non-executive Director on October 5, 2020. Mr. Tse is primarily responsible for providing independent advice on the operations and management to our Board.

From January 1994 to May 2000, Mr. Tse worked as an audit manager in PricewaterhouseCoopers, an accounting firm. From June 2000 to May 2019, Mr. Tse worked as the chief financial officer in Shenzhen International Holdings Limited (深圳國際控股有限公司), a company engages in the investment, construction and operation of logistics infrastructure facilities, whose shares are listed on the Stock Exchange (stock code: 0152), where he was primarily responsible for the overall financial management and capital market operation of such company. From August 2000 to March 2008, Mr. Tse also worked as the company secretary of Shenzhen International Holdings Limited. From September 2004 to September 2007, Mr. Tse worked as a joint company secretary of Shenzhen Expressway Company Limited (深圳高速公路股份有限公司).

Mr. Tse is currently an independent non-executive director of China Bohai Bank Co., Ltd. (渤海銀行股份有限公司), the H shares of which are listed on the Stock Exchange (stock code: 9668), an independent non-executive director of China Huirong Financial Holdings Limited (中國匯融金融控股有限公司), the shares of which are listed on the Stock Exchange (stock code: 1290) and an independent non-executive director of E-Star Commercial Management Company Limited (星盛商業管理股份有限公司), the shares of which are listed on the Stock Exchange (stock code: 6668). Mr. Tse served as a non-executive director of Shenzhen Expressway Company Limited (深圳高速公路集團股份有限公司) from January 2009 to December 2017, the shares of which are listed on the Stock Exchange (stock code: 0548) and the Shanghai Stock Exchange (stock code: 600548), and served as an independent non-executive director of Sky Light Holdings Limited (天彩控股有限公司) from December 2017 to November 2022, the shares of which are listed on the Stock Exchange (stock code: 3882).

Mr. Tse obtained a bachelor's degree in science from Monash University in Australia in April 1992. He is a Fellow of the Hong Kong Institute of Certified Public Accountants (HKICPA) and a FCPA of CPA Australia.

張先生於1983年7月自中南財經政法大學(前稱湖北財經學院)獲得金融與銀行學士學位。其亦分別於1986年7月及1991年4月在中國及澳大利亞獲得中國人民銀行研究生部及澳大利亞國立大學的經濟學碩士學位。

**謝日康先生**，54歲，於2020年10月5日獲委任為獨立非執行董事。謝先生主要負責就經營管理向董事會提供獨立建議。

1994年1月至2000年5月，謝先生在一家國際會計公司擔任審計經理。2000年6月至2019年5月，謝先生在深圳國際控股有限公司擔任財務總監(其股份在聯交所上市，股份代號：0152)，其主要負責該公司的整體財務管理和資本市場運作。2000年8月至2008年3月，謝先生還曾擔任深圳國際控股有限公司的公司秘書。2004年9月至2007年9月，謝先生擔任深圳高速公路股份有限公司的聯席公司秘書。

謝先生現為渤海銀行股份有限公司(其H股在聯交所上市，股份代號：9668)的獨立非執行董事及中國匯融金融控股有限公司(其股份在聯交所上市，股份代號：1290)的獨立非執行董事、星盛商業管理股份有限公司(其股份在聯交所上市，股份代號：6668)的獨立非執行董事。謝先生於2009年1月至2017年12月擔任深圳高速公路股份有限公司的非執行董事(其股份在聯交所上市，股份代號：0548及上海證券交易所上市，證券代碼：600548)，其亦於2017年12月至2022年11月擔任天彩控股有限公司(其股份在聯交所上市，股份代號：3882)的獨立非執行董事。

謝先生於1992年4月獲得澳大利亞莫納什大學理學學士學位。其為香港會計師公會資深會計師，亦為澳洲會計師公會的澳洲資深註冊會計師。

## BIOGRAPHIES OF DIRECTOR AND COMPANY SECRETARY

### 董事及公司秘書簡歷

**Mr. Chung Chong Sun (鍾創新)**, aged 48, was appointed as our independent non-executive Director on October 5, 2020. Mr. Chung is primarily responsible for providing independent advice on the operations and management of our Group.

From July 1997 to May 2000, Mr. Chung worked as an associate of the investment bank department in Standard Chartered Bank (Hong Kong) as his last position, where he was primarily responsible for the projects of initial public offering, corporate finance and financial advice. From May 2000 to July 2001, Mr. Chung worked as a senior executive in Deloitte & Touche Corporate Finance Limited, where he was primarily responsible for the projects of initial public offering, corporate finance and financial advice. From August 2001 to August 2003, Mr. Chung worked as an associate director of merger and acquisition department in Cooperative Rabobank U.A. Hong Kong Branch, a Dutch multinational banking and financial services company. From August 2003 to December 2005, Mr. Chung worked as an investor support officer in InvestHK of the government of Hong Kong. From December 2005 to September 2018, Mr. Chung worked as senior vice president of Issuer Services, Market Development Department in Hong Kong Exchanges and Clearing Limited. From September 2018 to July 2019, Mr. Chung worked as a chief financial officer in Xiaoi Robot Technology (H.K.) Limited, where he was primarily responsible for financial functions, risk management, fund raising, capital market operation and investor relations. He has been the director of Resourceful Minds Limited (滙路有限公司) since September 2019, a consulting company, where he has been primarily responsible for the development strategies and daily operation of such company.

Mr. Chung is currently an independent non-executive director of Strawbear Entertainment Group (稻草熊娛樂集團), the shares of which are listed on the Stock Exchange (stock code: 2125) and an independent non-executive director of Zhong An Intelligent Living Service Limited (眾安智慧生活服務有限公司), the shares of which are listed on the Stock Exchange (stock code: 2271).

Mr. Chung obtained a bachelor's degree in business administration from the Chinese University of Hong Kong in Hong Kong in May 1997. He is also a CPA of American Institute of Certified Public Accountants, a CPA of Washington State Board of Accountancy and a CFA of CFA Institute. Mr. Chung has been appointed as a member of the Advisory committee of IT Innovation Lab in Secondary School Initiative of Hong Kong secondary schools by the government of Hong Kong since September 2020.

### Company Secretary

**Ms. Kwok Yan Ting Jennis (郭恩廷)** is the Company Secretary, the Authorised Representative and the Process Agent of the Company. Ms. Kwok joined the Group as Assistant Company Secretary in February 2020. Prior to joining the Group, she worked in various companies listed on the Stock Exchange and professional services providers, with over 10 years of experience in corporate governance, company secretarial and compliance fields. Ms. Kwok is currently a Chartered Secretary, a Chartered Governance Professional and a fellow member of both The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries) and The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators) in the United Kingdom.

**鍾創新先生**, 48歲, 於2020年10月5日獲委任為獨立非執行董事。鍾先生主要負責就本集團的經營管理提供獨立建議。

1997年7月至2000年5月, 鍾先生在渣打銀行(香港)的最後職位為投資銀行部副經理, 主要負責首次公開發售、公司融資及財務諮詢項目。2000年5月至2001年7月, 鍾先生在德勤企業財務顧問有限公司擔任高級經理, 主要負責首次公開發售、公司融資及財務諮詢項目。2001年8月至2003年8月, 鍾先生在Cooperative Rabobank U.A.香港分行的併購部擔任副董事, 該公司是一家荷蘭跨國銀行和金融服務公司。2003年8月至2005年12月, 鍾先生在香港政府投資推廣署擔任投資者支持官。2005年12月至2018年9月, 鍾先生在香港交易及結算有限公司擔任發行人服務及市場發展部的高級副總裁。2018年9月至2019年7月, 鍾先生在香港智臻智能網絡科技有限公司擔任首席財務官, 主要負責財務職能、風險管理、集資、資本市場運作及投資者關係。自2019年9月起, 其一直擔任諮詢公司滙路有限公司的董事, 主要負責該公司的發展戰略和日常運營。

鍾先生現為稻草熊娛樂集團(其股份在聯交所上市, 股份代號: 2125)的獨立非執行董事及眾安智慧生活服務有限公司(其股份在聯交所上市, 股份代號: 2271)的獨立非執行董事。

鍾先生於1997年5月在香港中文大學獲得工商管理學士學位。其亦為美國註冊會計師協會的註冊會計師、華盛頓州會計委員會的註冊會計師和CFA協會的特許金融分析師。鍾先生自2020年9月起獲香港政府委任為香港中學「中學IT創新實驗室」計劃諮詢委員會委員。

### 公司秘書

**郭恩廷女士**為本公司之公司秘書、授權代表及法律程序文件代理人。郭女士於2020年2月加入本集團擔任助理公司秘書。加入本集團前, 彼曾於多間聯交所上市公司及專業服務公司工作, 並於企業管治、公司秘書及合規之範疇擁有逾十年經驗。郭女士現為特許秘書、公司治理師, 以及香港公司治理公會(前稱香港特許秘書公會)及英國特許公司治理公會(前稱英國特許秘書及行政人員公會)之資深會員。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The Board is pleased to present the corporate governance report of the Group for the year ended 31 December 2023.

### BOARD COMPOSITION

As at 31 December 2023, the Board consists of four executive Directors, namely Mr. Lam Ting Keung (Chairman), Mr. Lam Yu, Mr. Huang Junquan and Mr. Xu Xiaodong and three independent non-executive Directors, namely Mr. Zhang Huaqiao, Mr. Tse Yat Hong, and Mr. Chung Chong Sun.

Mr. Lam Ting Keung is the father of Mr. Lam Yu, an executive Director. Other than that, there are no financial, business, family or other material relationships among the members of the Board.

During the year ended 31 December 2023, the Board has at all times met the requirements of Rules 3.10(1) and (2) of the Listing Rules relating to the appointment of at least three independent non-executive directors with at least one independent non-executive director possessing appropriate professional qualifications, or accounting or related financial management expertise. The three independent non-executive Directors represent more than one-third of the Board, complying with the requirement under Rule 3.10A of the Listing Rules whereby independent non-executive directors of a listed issuer must represent at least one-third of the board. The Board believes there is sufficient independence element in the Board to safeguard the interest of Shareholders.

During the year ended 31 December 2023, the Board performed the following corporate governance duties:

1. reviewed the Company's policies and practices on corporate governance;
2. reviewed the compliance with Model Code for Directors;
3. reviewed the training and continuous professional development of Directors;
4. reviewed the effectiveness of the risk management system and internal control system; and
5. reviewed the Company's compliance with the CG Code and disclosure in the Corporate Governance Report of this annual report.

董事會欣然呈列本集團截至2023年12月31日止年度的企業管治報告。

### 董事會組成

於2023年12月31日，董事會包括四名執行董事，分別為林定強先生（主席）、林宇先生、黃俊泉先生及徐小冬先生，以及三名獨立非執行董事，分別為張化橋先生、謝日康先生及鍾創新先生。

林定強先生為執行董事林宇先生的父親。除此之外，董事會成員之間概無財務、商業、家屬或其他重大關係。

截至2023年12月31日止年度，董事會一直遵守上市規則第3.10(1)及(2)條所載有關最少委任三名獨立非執行董事及最少其中一名獨立非執行董事須具備適當的專業資格或會計或相關財務管理專長的規定。三名獨立非執行董事於董事會佔比超過三分之一，符合上市規則第3.10A條項下有關上市發行人的獨立非執行董事須至少佔董事會三分之一的規定。董事會認為，董事會成員的組成有足夠的獨立性以保障本公司股東利益。

截至2023年12月31日止年度，董事會已履行以下企業管治職責：

1. 檢討本公司的企業管治政策及常規；
2. 檢討董事遵守標準守則的合規情況；
3. 檢討董事的培訓及持續專業發展；
4. 檢討風險管理制度及內部監控制度的有效性；及
5. 檢討本公司遵守企業管治守則的情況及於本年報的企業管治報告中之披露。

## DIRECTORS' RESPONSIBILITIES

The Board is responsible for the leadership and control of the Company and oversees all major matters of the Company, including the formulation and approval of all policy matters, overall strategies, internal control and risk management systems, and monitor the performance of the senior executives. All Directors have carried out their duties in good faith and in compliance with the standards of applicable laws and regulations, and have acted in the interests of the Company and its shareholders at all times. As at 31 December 2023, the Board comprised seven Directors, including four executive Directors and three independent non-executive Directors. Their names and biographical details are set out in the "Biographies of Director" and Company Secretary section of this report. Liability insurance for Directors of the Company is maintained by the Company with appropriate coverage for certain legal liabilities which may arise in the course of performing their duties.

The Board has also established mechanisms to ensure independent views are available to the Board, including providing the Directors with sufficient resources to perform its duties and shall seek, at the Company's expense, independent professional advice to perform its responsibilities if necessary. The Board shall at all times comprise at least three independent non-executive Directors that represent at least one-third of the Board, such that there is always a strong element of independence on the Board which can effectively exercise independent judgment. All the Directors, including the independent non-executive Directors, are given equal opportunity and channels to communicate and express their views to the Board and have separate and independent access to the management of the Group in order to make informed decisions. The chairman of the Board will hold meetings with the independent non-executive Directors without the involvement of other Directors at least annually to discuss any issues and concerns. Any Director or his/her associate who has a conflict of interest in a matter to be considered by the Board will be dealt with by a physical Board meeting rather than by written resolutions. Such Director will be required to declare his/her interests before the meeting and abstain from voting and not counted towards the quorum on the relevant resolutions. Independent non-executive Directors who, and whose associates, have no interest in the matter should attend the Board meeting. The Board has reviewed and considered that the mechanisms are effective in ensuring that independent views and input are provided to the Board during the year ended 31 December 2023.

## 董事的責任

董事會負責領導及控制本公司以及監督本公司所有主要事務，包括制定及批准所有政策事務、整體策略、內部控制及風險管理系統，以及監察高級行政人員的表現。全體董事已遵照適用法律及法規之準則真誠地履行彼等之職責，並一直按符合本公司及其股東利益的方式行事。於2023年12月31日，董事會由七名董事組成，包括四名執行董事及三名獨立非執行董事。彼等的姓名及履歷詳情載於本報告「董事及公司秘書簡歷」一節。本公司已為董事購買責任保險，就彼等履行職責時引起的若干法律責任提供適當保障。

董事會亦已建立可確保董事會能夠獲得獨立意見的機制，包括向董事提供足夠的資源來履行其職責，並在必要時尋求獨立專業意見以履行其職責，費用由本公司承擔。董事會應始終由至少三名獨立非執行董事組成，彼等佔董事會成員至少三分之一，以使董事會始終具有很強的獨立性，能夠有效地作出獨立判斷。所有董事（包括獨立非執行董事）均享有與董事會溝通及向董事會表達意見的平等機會及渠道，並可單獨及獨立接觸本集團管理層以作出知情決定。董事會主席將在並無其他董事參與的情況下每年與獨立非執行董事舉行至少一次會議，以討論任何事宜及疑慮。任何在董事會將予考慮的事項中存在利益衝突的董事或其聯繫人，將通過現場董事會會議而非書面決議案來處理。有關董事將須在舉行會議前申報其利益並放棄投票，且會不計入相關決議案的法定人數。於該事項並無利益的獨立非執行董事及其聯繫人應出席董事會會議。董事會已檢討並認為該機制可有效確保於截至2023年12月31日止年度內向董事會提供獨立觀點及意見。

## DELEGATION BY THE BOARD

The management, consisting of executive Directors along with other senior executives, is delegated with responsibilities for implementing the strategy and direction as adopted by the Board from time to time, and conducting the day-to-day management and operations of the Group. Executive Directors and senior executives meet regularly to review the performance of the businesses of the Group as a whole, co-ordinate overall resources and make financial and operational decisions. The Board also gives clear directions as to their powers of management including circumstances where management should report back, and will review the delegation arrangements on a periodic basis to ensure that they remain appropriate to the needs of the Group.

## DIRECTORS' RESPONSIBILITIES FOR FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for preparing the consolidated financial statements of the Group in accordance with statutory requirements and applicable accounting standards. The Directors also acknowledge their responsibilities to ensure that the consolidated financial statements of the Group are published in a timely manner.

As stipulated in the announcement dated 20 March 2024, the Company did not repay a principal of US\$300,000,000 for certain senior notes due in March 2024. This condition along with other matters as set forth in note 2.1, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern as at 28 March 2024.

For details, please refer to the section headed "THE BOARD'S VIEW AND PLANS TO ADDRESS THE MODIFIED OPINION" in this annual report.

However, the Board wishes to inform the Shareholders that as disclosed in the announcement of the Company dated 15 April 2024, the Company has deposited all necessary funds into the designated bank account of the trustee for redemption of the 2024 Notes at their principal amount together with interest accrued.

Accordingly, the Board considers that barring any unforeseeable circumstances, the consolidated financial statements of the Group for the year ending 31 December 2024 will be prepared on a going concern basis.

## 董事會轉授權力

董事會授權管理層（由執行董事及其他高級行政人員組成），負責實行由董事會不時採納的策略及方針，並處理本集團日常營運業務。執行董事及高級行政人員會定期會面，檢討本集團整體的業務表現、協調整體資源及作出財務及營運決定。董事會亦對於彼等的管理權力，包括管理層須向董事會作報告的情況，作出清晰的指引，並會定期檢討轉授權力的安排，確保一直切合本集團的需要。

## 董事就財務報表承擔的責任

董事知悉其有責任根據法例規定及適用的會計準則，編製本集團的綜合財務報表，並知悉其有責任確保適時公佈本集團的綜合財務報表。

誠如本公司日期為2024年3月20日的公告所載明，本公司未償還2024年3月到期的若干優先票據的本金300,000,000美元。該等情況加上綜合財務報表附註2.1所載其他事宜，顯示於2024年3月28日存在可能對本集團能否繼續持續經營構成重大疑問的重大不確定因素。

詳情請參閱本年報「董事會對非無保留意見的觀點及應對計劃」一節。

然而，董事會欲知會股東，誠如本公司日期為2024年4月15日的公告所披露，本公司已將所需資金悉數存入受託人的指定銀行賬戶，用作贖回2024年票據（其未償還本金額連同累計的利息）。

因此，董事會認為，除非出現不可預見的情況，否則本集團截至2024年12月31日止年度的綜合財務報表將以持續經營為基礎編製。



## INDEPENDENT NON-EXECUTIVE DIRECTORS

The independent non-executive Directors play a significant role in the Board by virtue of their independent judgment and their views carry significant weight in the Board's decision. The functions of independent non-executive Directors include bringing an impartial view and judgement on issues of the Company's strategies, performance and control; and scrutinising the Company's performance and monitoring performance reporting.

All independent non-executive Directors possess extensive academic, professional and industry expertise and management experience and have made positive contributions to the development of the Company through providing their professional advice to the Board.

All independent non-executive Directors are appointed for a term of three years.

### Confirmation of independence

The independence of the independent non-executive Directors has been assessed in accordance with the applicable Listing Rules and each of the independent non-executive Directors has made an annual written confirmation of independence to the Company for the purpose of Rule 3.13 of the Listing Rules. The Company is of the view that all independent non-executive Directors meet the guidelines for assessing independence set out in Rule 3.13 of the Listing Rules and are independent.

## BOARD DIVERSITY POLICY

The Board has adopted a board diversity policy which sets out the approach to achieve diversity of the Board. The Company recognises and embraces the benefits of having a diverse Board and sees increasing diversity at the Board level as an essential element in supporting the attainment of the Company's strategic objectives and sustainable development. The Company seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments will be based on meritocracy and candidates will be considered against objective criteria, having due regard to the benefits of diversity on the Board.

The Directors have a balanced mix of knowledge, skills and experience, including commercial property operation, overall business management, finance and investment. They obtained degrees in various majors including business administration, electrical engineering and automation, real estate, computerized accounting. The Company has three independent non-executive Directors who have different industry backgrounds, representing over one-third of our Board members. Furthermore, the Board has a wide range of age, ranging from 33 years old to 60 years old. We have taken and will continue to take steps to promote gender diversity at all levels of our Company, including but without limitation at our Board and senior management levels. Taking into account our business model and specific needs, we consider that the composition of the Board satisfies our board diversity policy.

## 獨立非執行董事

獨立非執行董事憑藉獨立判斷於董事會擔任重要角色，其意見對於董事會的決策舉足輕重。獨立非執行董事的職能是就本公司的策略、表現及監控事宜提供不偏不倚的意見及判斷，審查本公司的表現及監察表現報告。

全體獨立非執行董事擁有廣泛的學術、專業及行業專長以及管理經驗，透過向董事會提供專業意見而對本公司的發展作出積極貢獻。

全體獨立非執行董事的任期均為3年。

### 獨立性確認

本公司已根據適用的上市規則評估獨立非執行董事的獨立性，而各獨立非執行董事已就上市規則第3.13條就其獨立性向本公司作出年度書面確認。本公司認為，所有獨立非執行董事均符合上市規則第3.13條所載評估獨立性的指引，且均為獨立人士。

## 董事會多元化政策

董事會已採納董事會多元化政策，其載有實現董事會多元化的方式。本公司認同及接受董事會多元化的好處，並認為董事會日漸多元化乃支持實現本公司戰略目標及可持續發展的重要因素。為尋求達致董事會多元化，本公司會考慮眾多因素，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年限。董事會所有委任均以用人唯才為原則，並在考慮人選時以客觀標準充分顧及董事會多元化的裨益。

董事擁有各種知識、技能及經驗，包括商業物業運營、整體業務管理、融資及投資。彼等獲得工商管理、電氣工程及自動化、房地產、會計電算化等各種專業學位。本公司擁有三名具備不同行業背景的獨立非執行董事，佔董事會成員的三分之一以上。此外，董事會年齡範圍廣泛，介乎33歲至60歲之間。我們已採取並將繼續採取措施推進本公司所有層面（包括但不限於董事會及高級管理層層面）的性別多元化。經計及我們的業務模式及具體需求，我們認為董事會的組成符合董事會多元化政策。

With regard to gender diversity on the Board, all Board members are male and the Company is aware that a single gender Board will not be considered as having achieved gender diversity. The board diversity policy further provides that the Board shall take opportunities to increase the proportion of female members over time when selecting and making recommendations on suitable candidates for Board appointments. The Board would ensure that appropriate balance of gender diversity is achieved with reference to stakeholders' expectation and international and local recommended best practices, with the ultimate goal of bringing our Board to gender parity, and with at least one female board representation by 31 December 2024. Going forward and with a view to developing a pipeline of potential successors to the Board that may meet the targeted gender diversity ratio set out below, we will (i) continue to make appointments based on merits with reference to board diversity as a whole; (ii) take steps to promote gender diversity at all levels of the Group by recruiting staff of different gender; (iii) consider the possibility of nominating female management staff who has the necessary skills and experience to the Board; and (iv) provide career development opportunities and more resources in training female staff with the aim of promoting them to the senior management or board of the Company so that we will have a pipeline of female senior management and potential successors to our Board in a few years' time.

The Nomination Committee will use its best efforts to identify and recommend female candidates to the Board for consideration for appointment as Directors with an ultimate aim to achieve at least 20% female representation in the Board within five years of Listing, subject to there being suitable candidates and the Directors being satisfied with the qualification and experience of the relevant candidates after a reasonable review process based on selection criteria designed with the best interests of the Company's business in mind. The Directors will exercise fiduciary duties in the process, acting in the best interests of the Company and the Shareholders as a whole when making the relevant appointments.

The Nomination Committee is responsible for ensuring diversity of the Board members and will use its best efforts to identify and recommend suitable candidates, including female candidates, for the Board's consideration. We also welcome candidates of different gender to apply for our mid to senior level positions. The ultimate decision of the appointment will be based on merits and the contribution which the selected candidates could bring to our Board and management team. The Board believes that such merit-based selection criteria will best enable the Company to serve the Shareholders and other stakeholders going forward.

就董事性別多元化而言，所有董事會成員均為男性，而本公司知悉單性別董事會將不被視為已實現性別多元化。董事會多元化政策進一步規定，董事會應該隨著時間於選擇及推薦合適候選人加入董事會時適時增加女性成員的比例。董事會將參考持份者的期望以及國內外推薦的最佳慣例以確保實現性別多元化的適當平衡，最終目標為實現董事會在性別方面的平等及至2024年12月31日，董事會中會至少有一名女性代表。日後及為開發可能滿足下文所載性別多元化比率目標的董事會潛在繼任人管道，我們將(i)繼續基於才幹並參考董事會多元化(作為一個整體)進行委聘；(ii)透過招聘不同性別的員工，採取措施提升本集團各層級的性別多元化；(iii)考慮向董事會提名具備必要技能及經驗的女性管理層員工的可能性；及(iv)提供職業發展機會及在培訓女性員工時提供更多資源，旨在提拔彼等至高級管理層或本公司董事會，從而我們在幾年內將可擁有女性高級管理層以及為董事會潛在繼任人候選人。

提名委員會將盡最大努力向董事會識別及推薦女性候選人以獲聘為董事，最終目標為上市後5年內實現董事會內至少擁有20%女性席位，但須有合適的候選人，且董事根據以本公司業務的最佳利益為出發點而設計的甄選標準，經過合理的審查程序後信納相關候選人的資格及經驗。董事將在過程中行使受信責任，在進行相關任命時以本公司及股東的整體最佳利益行事。

提名委員會負責確保董事會成員的多元化並盡力物色和推薦合適的人選，包括女性候選人，供董事會考慮。我們亦歡迎不同性別的候選人申請我們的中高級職位。最終任命決定將根據經選定候選人的優點及能為董事會及管理層團隊作出的貢獻而作出。董事會認為，有關擇優選拔標準將使本公司往後能更好地為股東及其他利益相關者服務。

## APPOINTMENT, RE-ELECTION AND REMOVAL OF DIRECTORS

Each of the executive Directors and independent non-executive Directors has entered into a service contract with the Company for a term of 3 years. Such term is subject to his retirement by rotation and re-election at an annual general meeting of the Company in accordance with the Company's Articles of Association. Pursuant to the Article 16.2 of the Articles, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting.

Pursuant to the Article 16.17 of the Articles, at every annual general meeting of the Company one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Any Director required to stand for re-election pursuant to Article 16.2 shall not be taken into account in determining the number of Directors and which Directors are to retire by rotation. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat. The Company at any annual general meeting at which any Directors retire may fill the vacated office by electing a like number of persons to be Directors.

Pursuant to the Article 16.5 of the Articles, the members of the Company may by ordinary resolution at any time remove any Director (including a Managing Director or other executive Director) before the expiration of his term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director and may by ordinary resolution elect another person in his stead. Any person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed. Nothing in this Article should be taken as depriving a Director removed under any provision of this Article of compensation or damages payable to him in respect of the termination of his appointment as Director or of any other appointment or office as a result of the termination of his appointment as Director or as derogatory from any power to remove a Director which may exist apart from the provision of this Article.

## 委任、重選及罷免董事

各執行董事及獨立非執行董事已與本公司訂立為期3年的服務合約，並須根據本公司的組織章程細則於本公司股東周年大會告退及重選連任。根據章程細則第16.2條，董事會有權不時並且在任何時候為填補董事會的臨時職位空缺或者為任命新任董事而指定某人為董事。任何以該等方式任命的董事僅能任職至其委任後本公司首屆股東大會召開之前，但合資格可以在該會議上被重新選舉為董事。

根據章程細則第16.17條，在本公司每年的股東周年大會上，屆時三分之一的董事（如果董事人數不是三人或者不是三的倍數，則必須為最接近但是不少於三分之一的董事人數）須輪流退任，但前提是每一位董事（包括有特定任期的董事）須最少每3年輪流退任一次。在確定輪流退任的董事人數及身份時，並不計算根據本公司章程細則第16.2條須重新參選的董事。退任的董事將任職至其退任的會議結束為止，並且有資格重新參選。本公司在任何董事退任的股東周年大會上，可選舉相同人數的人士出任董事以填補空缺。

根據章程細則第16.5條，儘管本公司章程細則或者本公司與董事簽訂的任何協議另有規定，本公司股東可以在任何時間通過普通決議免除任何任期未屆滿的董事（包括董事總經理或者任何其他執行董事）並且可以通過普通決議選舉另一人以接替其職位。任何以該等方式當選的人士應當僅能任職至其代替的董事在沒有被免除董事職位的情況下可以任職的時間。本條細則的任何條文均不應被視為剝奪根據本條細則任何的規定而遭免職的董事因終止董事職務、或因為終止董事職務而終止任何其他聘任或者職務而應當獲得的補償或賠償，也不會被視為削弱本條細則規定之外罷免董事的權力。

## DIRECTORS' TRAINING AND PROFESSIONAL DEVELOPMENT

On the first occasion of each Director's appointment, the Company would arrange a comprehensive, formal and tailored induction session on his/her appointment to ensure he/she would have a proper understanding of the Company's businesses and operations as well as his/her responsibilities under relevant statutes, laws, rules and regulations as a director of a listed company.

As part of continuous professional development of the Directors, the Company also provides briefings and other trainings to develop and refresh the Director's knowledge and skills, and continuously update Directors on the latest developments regarding the Group's business, the Listing Rules and other applicable legal and regulatory requirements to ensure compliance and enhance their awareness of good corporate governance practices.

During the year ended 31 December 2023, all the Directors namely, Mr. Lam Ting Keung, Mr. Lam Yu, Mr. Huang Junquan, Mr. Xu Xiaodong, Mr. Zhang Huaqiao, Mr. Tse Yat Hong and Mr. Chung Chong Sun, have complied with code provision C.1.4 of the CG Code and participated in continuous professional development to develop and refresh their knowledge and skills.

## 董事培訓及專業發展

每位董事首次獲委任時，本公司在其上任時會安排全面、正式及定制的就職培訓，確保其清楚了解本公司的業務及營運，以及其作為上市公司董事在相關憲法、法例、規則及法規下肩負的責任。

作為董事持續專業發展的一部分，本公司亦提供簡介會及其他培訓為董事豐富知識與技能及溫故知新，並且不斷為董事更新有關本集團業務、上市規則及其他適用法律及監管規定的最新發展，確保彼等遵守及加倍意識到良好企業管治慣例。

截至2023年12月31日止年度，全體董事（即林定強先生、林宇先生、黃俊泉先生、徐小冬先生、張化橋先生、謝日康先生及鍾創新先生）均已遵守企業管治守則的守則條文第C.1.4條，並已參與持續專業發展以發展及更新彼等的知識及技能。

## BOARD MEETINGS

The Board meets regularly to discuss and formulate the overall strategy as well as the operation and financial performance of the Group. Directors may participate either in person or through electronic means of communications.

Pursuant to code provision C.5.1 of the CG Code, the Board should meet regularly and board meetings should be held at least four times a year. In addition to regular Board meetings, the Directors also participate in deliberation and approval of routine and operational matters of the Company by way of written resolutions with supporting explanatory materials, supplemented by additional written information from the management when required. Additional Board meetings would be held whenever warranted.

During the year ended 31 December 2023, the Company held four Board meetings and one general meeting. Apart from that, the chairman also held a meeting solely with the independent non-executive Directors.

The attendance record of each Director is set out below:

## 董事會會議

董事會定期會面商討及制定本集團的整體策略以及營運及財務表現。董事可親身出席或以電子通訊方式參與會議。

按照企業管治守則的守則條文C.5.1，董事會須定期會面並最少每年舉行四次董事會會議。除定期董事會會議外，董事亦透過審議附有輔助說明材料之書面決議案，及需要時由管理層提供額外書面補充資料，參與仔細考慮與批核本公司之日常及營運事項。在需要時，董事會會舉行額外之會議。

截至2023年12月31日止年度，本公司共舉行四次董事會會議及一次股東大會。除此之外，主席亦與獨立非執行董事單獨舉行一次會議。

各董事的出席記錄如下：

Name of Directors 董事姓名		Number of meetings attended/ Number of meetings held for the year ended 31 December 2023 截至2023年12月31日止年度 出席會議次數／舉行會議次數	
		Board 董事會	General meeting 股東大會
<b>Executive Directors</b>	<b>執行董事</b>		
Mr. Lam Ting Keung	林定強先生	4/4	1/1
Mr. Lam Yu	林宇先生	4/4	1/1
Mr. Huang Jinquan	黃俊泉先生	4/4	1/1
Mr. Xu Xiaodong	徐小冬先生	4/4	1/1
<b>Independent Non-Executive Directors</b>	<b>獨立非執行董事</b>		
Mr. Zhang Huaqiao	張化橋先生	4/4	1/1
Mr. Tse Yat Hong	謝日康先生	4/4	1/1
Mr. Chung Chong Sun	鍾創新先生	4/4	1/1

## COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as its code of conduct for the Directors' dealings in the securities of the Company. Upon specific enquiries of all the Directors, each of them has confirmed that he had complied with all applicable code provisions under the Model Code for the year ended 31 December 2023.

As required by the Company, relevant officers and employees of the Company are also bound by the Model Code, which prohibits them to deal in securities of the Company at any time when he/she possesses inside information of the Group. No incident of non-compliance of the Model Code by the relevant officers and employees was noted by the Company.

## DIVIDEND POLICY

The determination to pay dividends will be made at the discretion of our Directors, depending on our results of operations, working capital, financial position, future prospects, and capital requirements, as well as any other factors which our Directors may consider relevant. Dividends may be paid only out of our distributable profits as permitted under the relevant laws. Any final dividend distribution shall also be subject to the approval of the Shareholders in a Shareholders' meeting. There was no arrangement under which a Shareholder has waived or agreed to waive any dividends during the year.

## CORPORATE GOVERNANCE PRACTICES

The Directors recognise the importance of incorporating elements of good corporate governance in the management structures and internal procedures of the Group so as to achieve effective accountability. The Company is committed to the view that the Board should include a balanced composition of executive Directors and independent non-executive Directors so that there is a strong independent element on the Board, which can effectively exercise independent judgment. During the year ended 31 December 2023, the Company has applied the principles of good corporate governance and complied with the code provisions as set out in Part 2 of the CG Code except for the deviation from CG Code provision C.2.1 for reasons set out below.

## 遵守董事進行證券交易的標準守則

本公司已採用標準守則作為董事進行本公司證券交易的操守準則。經向全體董事進行具體查詢後，每名董事均已確認截至2023年12月31日止年度其已遵守標準守則下的所有適用守則條文。

按本公司所要求，本公司的相關高級人員及僱員同時受標準守則約束，禁止彼等在擁有本集團的內幕消息的任何時候買賣該等證券。本公司並未獲悉相關高級人員及僱員不遵守標準守則的事件。

## 股息政策

派付股息的決策經董事視我們的經營業績、運營資金、財務狀況、未來前景及資本需求以及董事可能認為相關的其他因素酌情作出。股息僅可從根據相關法例許可可供分派的溢利中派付。任何末期股息分派亦須於股東大會上經由股東批准。年內並無股東放棄或同意放棄任何股息的安排。

## 企業管治慣例

董事深明在本集團管理架構及內部程序中融入良好企業管治元素對實現有效問責的重要性。本公司認為，董事會中執行董事與獨立非執行董事的組合應保持平衡，以使董事會具備較高的獨立性，能夠有效作出獨立判斷。截至2023年12月31日止年度，除出於以下理由偏離企業管治守則條文第C.2.1條外，本公司已應用良好企業管治原則及遵守企業管治守則第二部分所載的守則條文。

## CHAIRMAN AND CHIEF EXECUTIVE OFFICER

CG Code provision C.2.1 stipulates that the roles of the chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Lam Ting Keung is the chairman of the Board and the chief executive officer of the Company. In view of the fact that Mr. Lam has been taking up day-to-day responsibilities in operating and managing the Group since its establishment, the Board believes that it is in the best interest of the Group to have Mr. Lam Ting Keung taking up both roles for effective management and business development. Therefore, the Directors consider that the deviation from CG Code provision C.2.1 is appropriate in such circumstance.

Notwithstanding the above, the Board views that such management structure is effective for the Group's operations and sufficient checks and balances are in place.

## BOARD COMMITTEES

The Board has established three committees with specific written terms of reference to oversee particular aspects of the Group's affairs. All the Board committees are empowered by the Board under their own terms of reference which have been posted on Stock Exchange's website and/or the Company's website.

### Audit Committee

The Company established an Audit Committee in compliance with Rule 3.21 of the Listing Rules with written terms of reference in compliance with the CG Code on 5 October 2020. The primary duties of our Audit Committee are to assist our Board by providing an independent view of the effectiveness of our Group's financial reporting process, internal control and risk management system, to monitor the scope, effectiveness and results of internal audit functions, to oversee the audit process, to develop and review our policies and to perform other duties and responsibilities as assigned by our Board.

The Audit Committee consists of three independent non-executive Directors, namely Mr. Chung Chong Sun (being the chairman of the Audit Committee), Mr. Zhang Huaqiao and Mr. Tse Yat Hong.

## 主席及行政總裁

企業管治守則條文第C.2.1規定主席與行政總裁之角色應分開，並由不同人士擔任。林定強先生為董事會主席兼本公司行政總裁。鑒於林先生自本集團成立以來一直承擔營運及管理本集團的日常責任，董事會相信林定強先生同時承擔有效管理及業務發展的職責符合本集團的最佳利益。因此，董事認為偏離企業管治守則條文第C.2.1條在有關情況下乃屬恰當。

儘管有上述情況，但董事會認為有關管理層架構對本集團營運而言乃屬有效且有足夠的制衡。

## 董事委員會

董事會已成立三個委員會，並以書面訂明其職權範圍，以監督本集團特定方面的事務。所有董事委員會均由董事會授權，其職權範圍已發佈在聯交所網站及／或本公司網站。

### 審核委員會

本公司已於2020年10月5日遵照上市規則第3.21條成立審核委員會，並遵照企業管治守則以書面訂明其職權範圍。審核委員會的主要職責為協助董事會就本集團財務匯報過程、內部控制及風險管理系統的成效提出獨立意見、監察內部審核職能的範圍、有效性及結果、監督審核程序、制定及檢討政策以及履行董事會指派的其他職務及職責。

審核委員會包括三名獨立非執行董事，分別為鍾創新先生（審核委員會主席）、張化橋先生及謝日康先生。

During the year ended 31 December 2023, the Audit Committee held three meetings with the senior executive and independent auditor of the Company to consider the independence and audit scope of independent auditor, and to review and discuss the risk management and internal control systems, the effectiveness of the Company's internal audit function, interim and annual financial statements of the Company and the opinion and report of independent auditor before reporting and submitting to the Board for their approval.

The attendance of each member is as follows:

截至2023年12月31日止年度，審核委員會與本公司高級行政人員及獨立核數師共舉行三次會議，考慮獨立核數師的獨立性及審核範圍，並審閱及討論風險管理及內部監控系統、本公司內部審計功能的有效性、本公司的中期及年度財務報表以及獨立核數師的意見及報告，然後向董事會匯報及提呈審批。

各成員的出席記錄如下：

Name of members 成員姓名	Number of meetings attended/ Number of meetings held for the year ended 31 December 2023 截至2023年 12月31日止年度 出席會議次數／舉行會議次數 Audit Committee 審核委員會
Mr. Chung Chong Sun ( <i>Audit Committee Chairman</i> ) 鍾創新先生 (審核委員會主席)	3/3
Mr. Zhang Huaqiao 張化橋先生	3/3
Mr. Tse Yat Hong 謝日康先生	3/3

### Remuneration Committee

The Company established a Remuneration Committee with written terms of reference in compliance with Rule 3.25 of the Listing Rules on 5 October 2020. The primary duties of the Remuneration Committee include to establish and review the policy and structure of the remuneration for our Directors and senior management, to make recommendations on employee benefit arrangement and to review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules.

The Remuneration Committee consists of three members, two of whom are independent non-executive Directors. The three members are Mr. Zhang Huaqiao (being the chairman of the Remuneration Committee), Mr. Tse Yat Hong and Mr. Lam Yu.

### 薪酬委員會

本公司已於2020年10月5日遵照上市規則第3.25條成立薪酬委員會，並以書面訂明其職權範圍。薪酬委員會的主要職責包括制訂及檢討董事及高級管理層的薪酬政策及架構，以就僱員福利安排提出建議，並檢討及／或批准有關上市規則第十七章項下股份計劃的事宜。

薪酬委員會包括三名成員，其中兩名為獨立非執行董事。三名成員為張化橋先生（薪酬委員會主席）、謝日康先生及林宇先生。



During the year ended 31 December 2023, the Remuneration Committee held two meetings to review the remuneration structure of the Directors and make recommendations to the Board on the remuneration packages of the executive Directors for 2023.

The attendance of each member is as follows:

截至2023年12月31日止年度，薪酬委員會共舉行兩次會議，以檢討董事及本集團高級管理人員的薪酬架構，以及就執行董事在2023年的薪酬組合向董事會提出建議。

各成員的出席記錄如下：

Name of members 成員姓名		Number of meetings attended/Number of meetings held for the year ended 31 December 2023 截至2023年 12月31日止年度 出席會議次數／舉行會議次數 Remuneration Committee 薪酬委員會
Mr. Zhang Huaqiao ( <i>Remuneration Committee Chairman</i> )	張化橋先生 ( <i>薪酬委員會主席</i> )	2/2
Mr. Tse Yat Hong	謝日康先生	2/2
Mr. Lam Yu	林宇先生	2/2

### Nomination Committee

The Company established a Nomination Committee with written terms of reference in compliance with the CG Code on 5 October 2020. The primary duties of our Nomination Committee are to make recommendations to the Board on the appointment of members of the Board.

The Nomination Committee consists of three members, two of whom are independent non-executive Directors. The three members are Mr. Lam (being the chairman of the Nomination Committee), Mr. Zhang Huaqiao and Mr. Chung Chong Sun.

### 提名委員會

本公司已於2020年10月5日遵照企業管治守則成立提名委員會，並以書面訂明其職權範圍。提名委員會的主要職責是就任命董事會成員向董事會提出建議。

提名委員會包括三名成員，其中兩名為獨立非執行董事。三名成員為林先生（提名委員會主席）、張化橋先生及鍾創新先生。

During the year ended 31 December 2023, the Nomination Committee held two meetings to review the structure and composition of the Board and its committees, made recommendation to the Board on the re-appointment of Directors and assessed the independence of independent non-executive Directors.

截至2023年12月31日止年度，提名委員會共舉行兩次會議，以審閱董事會及其委員會的架構及組成；並就重新委任董事向董事會提供推薦建議以及評估獨立非執行董事的獨立性。

The attendance of each member is as follows:

各成員的出席記錄如下：

Name of members 成員姓名		Number of meetings attended/Number of meetings held for the year ended 31 December 2023 截至2023年 12月31日止年度 出席會議次數／舉行會議次數 Nomination Committee 提名委員會
Mr. Lam Ting Keung (Nomination Committee Chairman)	林定強先生 (提名委員會主席)	2/2
Mr. Zhang Huaqiao	張化橋先生	2/2
Mr. Chung Chong Sun	鍾創新先生	2/2

### Nomination policy

The Nomination Committee utilises various methods for identifying candidates for directorship, including recommendations from Board members, management, and professional search firms. In addition, the Nomination Committee will consider candidates for directorship properly submitted by the Shareholders. The evaluation of candidates for directorship by the Nomination Committee may include, without limitation, review of resume and job history, personal interviews, verification of professional and personal references and performance of background checks. The Board will consider the recommendations of the Nomination Committee and is responsible for designating the candidates for directorship to be considered by the Shareholders for their election at the general meeting of the Company, or appointing the suitable candidate to act as Director to fill the Board vacancies or as an additional to the Board members, subject to compliance of the constitutional documents of the Company. All appointments of Director should be confirmed by letter of appointment and/or service contract setting out the key terms and conditions of the appointment of Directors.

### 提名政策

提名委員會使用多種方式尋找董事候選人，包括董事會成員、管理層及專業獵頭公司的推薦。此外，提名委員會將考慮由股東適當提出的董事候選人。提名委員會對董事候選人的評估包括但不限於審閱簡歷及工作經歷、面談、核實專業及個人推薦及進行背景審查。董事會將考慮提名委員會的推薦建議並負責指定董事候選人，供股東考慮並在本公司股東大會上進行選舉，或委任適當的候選人擔任董事，以填補董事會職位空缺或作為新增董事會成員，相關事宜均須遵照本公司章程進行。所有董事的委任均應經委任函及／或服務合約（其中載明委任董事的主要條款及條件）確認。

The Nomination Committee should consider the following qualifications as a minimum to be required for a candidate in recommending to the Board to be a potential new Director, or the continued service of existing Director:

- the highest personal and professional ethics and integrity;
- proven achievement and competence in the nominee's field and the ability to exercise sound business judgment;
- skills that are complementary to those of the existing Board;
- the ability to assist and support management and make significant contributions to the Company's success;
- an understanding of the fiduciary responsibilities that is required for a member of the Board and the commitment of time and energy necessary to diligently carry out those responsibilities;
- independence: the candidates for independent non-executive directorship should meet the "independence" criteria as required under the Listing Rules and the composition of the Board is in conformity with the provisions of the Listing Rules.

## FINANCIAL REPORTING SYSTEM, RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM

### Financial reporting system

The Board, supported by the finance department, is responsible for the preparation of the financial statements of the Company and the Group. The directors prepared the financial statements on a going concern basis. International Financial Reporting Standards have been adopted and the appropriate accounting policies have been consistently used and applied. The Board aims to present a clear and balanced assessment of the Group's performance in the annual and interim reports to the Shareholders, and make appropriate disclosure and announcements in a timely manner. Pursuant to code provision D.1.1 of the Code, management would provide such explanation and information to the Board as will enable the Board to make an informed assessment of the financial and other information put before the Board for approval.

The work scope and reporting responsibilities of Ernst & Young, the Company's external auditor, are set out in the "Independent Auditor's Report" on pages 79 to 86 of this report.

提名委員會在向董事會推薦潛在新董事的候選人，或建議現有董事繼續任職時，應考慮以下最低資格要求：

- 最高標準的個人及職業道德與操守；
- 被提名人在其領域擁有良好的成績及能力，並有能力作出良好的商業判斷；
- 對現有董事會有所補充的技能；
- 有能力協助及支持管理層並對本公司的成功作出重大貢獻；
- 了解作為董事會成員所需承擔的受託責任及勤勉履行該等責任所需投入的時間及精力；
- 獨立性：獨立非執行董事的候選人應符合上市規則所規定的「獨立性」標準且董事會成員組成應符合上市規則的規定。

## 財務匯報系統、風險管理及內部控制系統

### 財務匯報系統

董事會負責在財務部門的支持下編製本公司及本集團的財務報表。董事已使用持續經營基準編製財務報表。本集團已採納國際財務報告準則並貫徹使用及應用適當的會計政策。董事會的目的是在年度及中期報告中向股東呈列對本集團的表現作出的清晰平衡評估，並適時作出適當的披露及公告。根據守則的守則條文D.1.1條，管理層將向董事會提供相關解釋及資料，以便董事會能夠對提呈以供董事會審批的財務及其他資料作出知情評估。

本公司外部核數師安永會計師事務所的工作範圍及匯報責任載於本報告第79至86頁的「獨立核數師報告」。

## Risk management and internal control system

The Board has established a comprehensive risk management and internal control system, which consist of an organization framework, as well as policies, procedures and risk management methods that the Board considers to be appropriate for our business operations. The system is designed to allow us to identify, report and address those risk and incidents that may significantly affect our performance or otherwise expose us to significant losses, liability or non-compliance with applicable laws and regulations. The risk management system comprises the formulation and implantation of a set of policies and procedures relating to relevant risk areas, including compliance with laws and regulations, construction quality, work safety and environmental matters. We are constantly monitoring the effectiveness of our risk management system. The Board oversees the implementation of the risk management and internal control measures and is responsible with reviewing the effectiveness of such system. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. The Board is responsible for approving our business and investment plans, adjusting the risk management plans and strategies in response to risks identified in our business operations. The internal control system covers various aspects of the operations, including information system control, procurement and accounts payable control, cash management, compensation management and financial reporting control. The Company has an internal audit function which has also been carried out under the leadership of the Board and the Audit Committee.

During the year ended 31 December 2023, the Group has implemented procedures and internal controls for the handling and dissemination of inside information. In particular, the Group:

- has conducted its affairs with close regard to the disclosure requirement under the Listing Rules as well as the "Guidelines on Disclosure of Inside Information" published by the Securities and Futures Commission in June 2012;
- has established its own disclosure obligation procedures, which set out the procedures and controls for the assessment of potential inside information and the handling and dissemination of inside information. The procedures have been communicated to the senior management and staff of the Company, and their implementation was monitored by the Company; and
- has made broad, non-exclusive disclosure of information to the public through channels such as financial reports, public announcements and its website.

The risk management and internal control systems are reviewed and assessed on an on-going basis by the Audit Committee and the executive Directors, and will be further reviewed and assessed at least once each year by the Board. During the year ended 31 December 2023, these systems covering all material controls, including financial, operational and compliance controls, were reviewed and considered effective and adequate.

## 風險管理及內部控制系統

董事會已建立全面的風險管理及內部控制制度，其包括組織框架以及董事會認為適用於業務運營的政策、程序及風險管理方法。該制度旨在使我們識別、報告及解決可能對我們表現有重大影響或以其他方式使我們遭受重大損失、負債或違反適用法律法規的該等風險及事件。我們的風險管理制度包括制定及實施一套與相關風險領域有關的政策及程序，涉及遵守法律法規、施工質量、工作安全及環境事宜。我們持續監控風險管理系統的效力。董事會監督我們風險管理及內部控制措施的實施情況，並負責檢討該系統的有效性。該等系統旨在管理而非消除未能達成業務目標的風險，而且只能就不會有重大的失實陳述或損失作出合理而非絕對的保證董事會負責審批我們的業務及投資計劃，針對我們在業務運營中出現的風險對我們的風險管理計劃及策略作出調整。我們的內部控制制度涵蓋我們運營的各方面，包括信息系統控制、採購及應付賬款控制、現金管理、薪酬管理及財務報告控制。本公司設有內部審計職能已於董事會及審核委員會的領導下進行。

截至2023年12月31日止年度，本集團已就處理及發放內幕消息實施程序及內部控制。具體而言，本集團：

- 處理事務時已密切關注上市規則項下之披露規定及證券及期貨事務監察委員會於2012年6月頒佈的《內幕消息披露指引》；
- 已制定本身的披露責任程序，當中列出評估潛在內幕消息以及處理及發放內幕消息的程序及監控措施。有關程序已通報本公司高級管理層及員工，並由本公司監控其實施；及
- 透過財務報告、公佈及其網站等途徑，已向公眾廣泛及非獨家地披露資料。

審核委員會及執行董事已按持續經營基準檢討及評估風險管理及內部控制系統，且董事會將至少每年一次作進一步檢討及評估。截至2023年12月31日止年度，該等涉及所有重大監控（包括財務、營運及合規監控）的系統已經檢討及視為有效及充足。

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

## AUDITOR'S REMUNERATION

For the year ended 31 December 2023, the remuneration paid or payable to Ernst and Young in respect of its audit services and non-audit services was approximately RMB5.7 million and HK\$68,000, respectively. The non-audit services in 2023 consisted of taxation consulting services.

## REMUNERATION OF DIRECTORS

The Company has adopted full disclosure of remunerations of Directors with disclosure in note 8 to the financial statements. The remuneration of the Directors is determined with reference to salaries paid by comparable companies, time commitment and responsibilities of the Directors and performance of the Group.

As at 31 December 2023, the Company has no member of senior management.

## COMPANY SECRETARY

As disclosed in the Company's announcement dated 29 September 2023, Ms. Kwok Yan Ting Jennis was appointed as the Company Secretary, the Authorised Representative and the Process Agent of the Company with effect from 30 September 2023 following the resignation of the then Company Secretary, Authorised Representative and the Process Agent of the Company, Mr. Chiu Ngam.

Ms. Kwok possesses professional qualification and extensive experience in discharging her duties as the Company Secretary of the Company. Ms. Kwok is an employee of the Company and directly reports to the Chairman. Ms. Kwok is responsible for advising the Board on governance matters, new director's induction and professional developments of Directors as well as ensuring good information flow between the Board members and compliance of the policy and procedures of the Board.

Ms. Kwok has confirmed that she has received relevant professional training of no less than 15 hours in compliance with the Rule 3.29 of the Listing Rules to update her skills and knowledge during the year.

本公司亦維持嚴格的反貪污政策，以識別及處理賄賂及貪污行為，並處理本集團的企業捐贈及贊助活動，這適用於所有僱員及與本集團有業務往來的相關第三方。本公司已制定舉報政策，旨在為僱員及本公司其他相關外部各方設立舉報程序，以報告及上報任何可疑的不當行為。根據該政策，我們會保護所有舉報人免受任何形式的報復。舉報人提供的所有資料均將嚴格保密。

## 核數師薪酬

截至2023年12月31日止年度，就安永會計師事務所之審核服務及非審核服務已付或應付的薪酬分別約為人民幣5.7百萬元及68,000港元。2023年之非審核服務金額包括稅務諮詢服務。

## 董事的薪酬

本公司已於財務報表附註8全面披露董事薪酬。董事薪酬乃參考可資比較公司所付薪金、董事的時間投入及職責以及本集團的表現釐定。

於2023年12月31日，本公司並無任何高級管理層成員。

## 公司秘書

誠如本公司日期為2023年9月29日的公告所披露，於本公司時任公司秘書、授權代表及法律程序文件代理人趙岩先生辭任後，郭恩廷女士獲委任為本公司之公司秘書、授權代表及法律程序文件代理人，自2023年9月30日起生效。

郭女士具備履行本公司公司秘書職務所需的專業資格及豐富經驗。郭女士為本公司僱員，直接向主席彙報。郭女士負責就企業管治事宜、新董事的入職培訓及董事的專業發展向董事會提供建議並確保董事會成員之間有良好溝通以及遵循董事會政策及程序。

郭女士已確認彼於年內已遵照《上市規則》第3.29條，接受不少於15小時的相關專業培訓，以更新彼之技能與知識。

## SHAREHOLDERS' RIGHTS

### Convening an extraordinary general meeting

Pursuant to article 12.3 of the Articles, one or more Shareholders holding not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings shall have the right, by written requisition to the Board or the company secretary, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitioner(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to the requisitioner(s) by the Company.

### Putting forward proposals at Shareholders' meetings

There are no provisions in the Articles or the Companies Law of the Cayman Islands for Shareholders to put forward new resolutions at general meetings. Shareholders who wish to put forward a new resolution may request the Company to convene a general meeting in accordance with the procedures set out in the above paragraph heading "Convening an extraordinary general meeting".

### Shareholders' communication policy

The Company believes that effective communication with shareholder is essential to enhance investor relations and to keep investors informed of the Group's business performance and strategies. The Company has established various and a wide range of communication channels with Shareholders, including general meeting, annual results and interim results, annual and interim reports, announcements and circulars and performance conference. To facilitate the communication between the Company and investors, the Company holds meetings, briefings and roadshows with investors and analysts from time to time. Apart from that, the Company invites investors and business stakeholders to visit our management site every now and then, giving them the opportunities to meet with the local management and visit our facilities. Shareholders may make enquires with the Company through channels mentioned above, and provide comments and recommendations to the Directors or managements at any time. Upon receipt of written enquiries from Shareholders, the Company will make actual responses to the shareholders as soon as possible.

In addition, the Company updates its website from time to time to keep the Shareholders updated of the recent development of the Company. The Company endeavors to maintain an ongoing dialogue with shareholders. At the annual general meeting, the Directors (or their delegates as appropriate) will be available to meet with the Shareholders and answer their enquiries. In view of the above, the Company considers the implementation of the Shareholders' communication policy during 2023 was effective.

## 股東權利

### 召開股東特別大會

根據章程細則第12.3條，持有附帶於股東大會表決權的本公司繳足股本不少於十分之一的一名或多名股東將有權向董事會或公司秘書提呈書面要求，以要求董事會召開股東特別大會，處理有關要求中指明的任何事項。有關會議須於遞交有關請求後兩個月內召開。倘有關請求遞交後21日內董事會未能召開相關會議，則請求人可按相同方式自行召開會議，而請求人因董事會未有召開大會而產生的所有合理開支須由本公司償付予請求人。

### 於股東大會上提出建議

章程細則或開曼群島公司法並無有關股東於股東大會上提呈新決議案的條文。股東如欲提呈新決議案，可根據上文「召開股東特別大會」一段所載程序要求本公司召開股東大會。

### 股東通訊政策

本公司認為，與股東有效溝通至加強投資者關係及讓投資了解本集團業務表現及策略相當重要。本公司已與股東建立各種溝通渠道，包括股東大會、全年業績及中期業績、年報及中期報告、公告及通函以及業績發佈會。為促進本公司與投資者的溝通，本公司會不時與投資者及分析師舉行會議、說明會及路演。除此之外，本公司不時邀請投資者及商業持份者訪問我們的管理現場，讓彼等有機會與當地管理層會面及參觀我們的設施。股東可透過上述渠道向本公司作出查詢，並隨時向董事或管理層提供意見及建議。本公司在收到股東書面查詢後，將盡快向股東作出實際回覆。

此外，本公司會不時更新其網站，以使股東了解本公司的最新發展。本公司努力與股東保持持續對話。於股東週年大會上，董事(或彼等的代表(如適用))將與股東會面，並回答彼等的問詢。鑑於上述情況，本公司認為2023年股東通訊政策的實施乃屬有效。

### Enquiries to the Board

Shareholders may at any time make enquiries to the Board in writing to the Board or its company secretary at the principal place of business in Hong Kong at Unit 6709, 67/F, The Center, 99 Queen's Road Central, Central, Hong Kong or by email at [irhk@radiance.com.cn](mailto:irhk@radiance.com.cn) or directly by raising questions at general meetings.

### CONSTITUTIONAL DOCUMENTS

On 30 March 2023, in order to reflect and align with the new requirements under the amendments to the Listing Rules with effect from 1 January 2022 relating to shareholder protection standards, the Board proposed to put forward to the Shareholders for approval a special resolution to amend the then existing memorandum and articles of association of the Company. The proposed amendments and adoption of an amended and restated memorandum and articles of association of the Company were approved by the Shareholders at the annual general meeting of the Company convened and held on 18 May 2023. Save as disclosed above, there was no other change to the Company's constitutional documents during the year ended 31 December 2023.

The latest version of the Company's Memorandum and Articles is available on the Company's website and the Stock Exchange's website.

### 向董事會查詢

股東可隨時以書面形式致函香港主要營業地點的董事會或公司秘書向董事會作出查詢，地址為香港中環皇后大道中99號中環中心67樓6709室或電郵至[irhk@radiance.com.cn](mailto:irhk@radiance.com.cn)或直接於股東大會上提問。

### 章程文件

於2023年3月30日，為反映及符合於2022年1月1日起生效的上市規則修訂本有關股東保障準則的新規定，董事會擬向股東提呈一項特別決議案供其批准，以修訂本公司當時的組織章程細則。建議修訂及採納本公司經修訂及經重述的組織章程細則，已於本公司於2023年5月18日召開及舉行的股東週年大會上獲得股東批准。除上文所披露者外，截至2023年12月31日止年度，本公司組織章程文件概無任何變動。

本公司組織章程大綱及細則的最新版本已登載於本公司網站及聯交所的網站，可供閱覽。

The Board is pleased to present the annual report together with the audited consolidated financial statements of the Group for the year ended 31 December 2023.

## PRINCIPAL ACTIVITIES

The Company is an investment holding company and its subsidiaries are principally engaged in property development. An analysis of the Group's revenue and operating results for the year ended 31 December 2023 by its principal activities is set out in note 1 to the consolidated financial statements of the Group on page 94 to 109 in this report.

## RESULTS

The results of the Group for the year ended 31 December 2023 are set out in the "Chairman's Statement" section of this report and the consolidated statements of profit or loss and other comprehensive income of the Group on page 87 of this report.

## BUSINESS REVIEW

### General

A review of the business of the Group and a discussion on the Group's future business development during the year are set out in the sections headed "Chairman's statement" and "Management Discussion and Analysis" on pages 10 to 12 and pages 15 to 39, respectively, of this report. An analysis of the Group's performance during the year using financial key performance indicators is set out in the "Management Discussion and Analysis" on pages 15 to 39 of this report. Particulars of important events affecting the Group that have occurred since the end of the financial year ended 31 December 2023 are set out in note 45 to the consolidated financial statements on page 210 in this report.

### Principal risks and uncertainties

Principal risks and uncertainties the Group faces include (i) risks related to the performance of the economic conditions in the PRC and the PRC property markets; (ii) uncertainty as to identifying desirable locations or acquiring land use rights for future property development on favorable terms; (iii) uncertainty as to obtaining sufficient funding for land acquisitions and future developments and capital resources may not be available on favorable terms; (iv) risks related to the fluctuation of profitability of property projects; (v) risks related to the government policies and regulations regarding the PRC property industry; and (vi) risks related to the increasing raw materials price and labor costs.

The Group's financial risk management objectives and policies of the Group are set out in note 44 to the consolidated financial statements.

董事會欣然呈列本集團截至2023年12月31日止年度的年度報告連同經審核綜合財務報表。

## 主要業務

本公司為投資控股公司，而其附屬公司主要從事物業開發。本集團截至2023年12月31日止年度按主要業務劃分的收益及經營業績之分析載於本報告第94至109頁本集團的綜合財務報表附註1。

## 業績

本集團截至2023年12月31日止年度的業績載於本報告「主席報告」一節及本報告第87頁之本集團綜合損益及其他全面收益表內。

## 業務回顧

### 一般事項

年內本集團的業務回顧及本集團未來業務發展之討論分別載於本報告第10至12頁及第15至39頁之「主席報告」及「管理層討論及分析」各節內。有關採用財務關鍵表現指標對本集團年內的表現作出的分析載於本報告第15至39頁之「管理層討論及分析」內。有關截至2023年12月31日止財政年度結束以來發生影響本集團之重大事項的詳情載於本報告第210頁之綜合財務報表附註45。

### 主要風險及不確定因素

本集團主要風險及不確定因素包括：(i)與中國經濟狀況及中國物業市場表現相關的風險；(ii)關於以優惠的條款物業理想地點或收購土地使用權作日後物業發展的不確定性；(iii)關於取得足夠資金作土地收購及日後發展的不確定性，且未必可以優惠條款獲得資金來源；(iv)與物業項目盈利能力波動相關的風險；(v)與政府就中國物業行業頒佈的政策及法規有關的風險；及(vi)與原材料價格及勞工成本日益上升相關的風險。

本集團的財務風險管理目標及本集團的政策載於綜合財務報表附註44。



## Environmental policies and performance

It is the Group's corporate and social responsibility in promoting a sustainable and environmental friendly environment, and the Group strives to minimise its environmental impact and comply with the applicable environmental laws and regulations. The measures it takes to ensure its compliance with the applicable environmental laws and regulations include: (i) strictly selecting construction contractors and supervising the process of construction; (ii) applying for review by the relevant government authorities in a timely manner after the project is completed; and (iii) actively adopting environmentally friendly equipment and designs. The Group also takes voluntary actions with respect to environmental protection and make energy conservation and emission reduction as primary considerations when designing its property projects. None of the Group's properties had received any material fines or penalties associated with the breach of any environmental laws or regulations during the year ended 31 December 2023. The 2023 Environmental, Social and Governance Report of the Group shall be published separately.

## Relationship with Employees

The Group believes high-quality employees who value its corporate culture are essential elements to promote its sustainable growth. The Group intends to attract and retain skilled and talented employees from reputable universities of PRC through various initiatives, including creative trainee programs, competitive compensation packages and effective incentive system. To motivate, attract and retain employees, the Company has adopted the Share Option Scheme. Details of the Share Option Scheme are set out in the section headed "Director's report – Share Option Scheme".

For details regarding employees and staff costs and the emolument policy of the Group, please refer to the section headed "Management Discussion and Analysis – Employees".

Details of the pension obligations of the Group are set out in Note 2.4 to the consolidated financial statements in this annual report.

## Employee Diversity

As at 31 December 2023, the Company has achieved a 59:41 ratio of females to males in the workforce and the Board considers that gender diversity across the workforce has been achieved. The Company will continue to encourage diversity at workforce level and it has put in place appropriate recruitment and selection practices such that a diverse range of candidates with different age, gender and experiences are considered. The Group has also established talent management and training programs to provide career development guidance and promotion opportunities to develop a broad and diverse pool of skilled and experienced employees.

## Relationship with Suppliers

The Group is dedicated to develop good relationship with suppliers as long-term business partners to ensure stability of the Group's businesses. It reinforces business partnerships with suppliers by ongoing communication in a proactive and effective manner. For further details regarding the Group's major suppliers, please refer to the section headed "Directors' Report – Major Customers and Suppliers".

## 環境政策及表現

促進可持續發展及有利保護的環境是本集團的企業及社會責任，且本集團致力盡可能減低其環境影響，並遵守適用環保法律及法規。我們為遵守適用環保法律及法規而採取的措施包括：(i)嚴格選聘建築承包商並對其施工過程進行監督；(ii)在項目竣工後適時申請相關政府部門的審查；及(iii)積極採用環保設備及設計。本集團亦會在環境保護方面採取自願行動，並在設計其物業項目時優先考慮節能減排。截至2023年12月31日止年度，本集團的物業並無收到任何與違反任何環保法律或法規有關的重大罰款或處罰。本集團的2023年環境、社會及管治報告將獨立刊發。

## 與僱員的關係

本集團相信，重視其企業文化的優質僱員，是其促進可持續發展必要元素。本集團擬通過各種激勵措施，包括創新的培訓生課程、具競爭力的薪酬計劃以及有效的激勵制度，以吸引及挽留來自中國名校有技能與才幹的僱員。為激勵、吸引及挽留僱員，本公司已採納購股權計劃。購股權計劃詳情載於「董事會報告—購股權計劃」一節。

有關本集團僱員及員工成本以及薪酬政策的詳情，請參閱「管理層討論及分析—僱員」一節。

本集團退休金責任詳情載於本年報綜合財務報表附註2.4。

## 員工多元化

截至2023年12月31日，公司員工中男女比例達到59:41，且董事會認為已經實現員工性別多元化。公司將繼續鼓勵員工多元化，並已實施適當的招聘和選拔實踐，使得具有不同年齡、性別和經驗的候選人被考慮。集團亦建立人才管理及培訓以提供職業發展指導和晉升機會而建立具有廣泛及多樣化的技能和經驗豐富的員工。

## 與供應商的關係

本集團致力於與作為長期業務夥伴的供應商建立良好關係，以確保本集團的業務穩定。透過積極有效的持續溝通，其與供應商的業務關係得到加強。有關本集團主要供應商的進一步詳情，請參閱「董事會報告—主要客戶及供應商」一節。

## Relationship with Customers

Customers satisfaction with services and products has a profound effect on the profitability. The Group's dedicated sales team is in constant communication with its customers and potential customers to uncover and create customer needs and help customers make informed decisions. Identification of customers' pain points alongside grasping the market trend are critical for the Group to timely adjust our operating strategies to fit the market requirement. For details regarding the Group's major customers, please refer to the sections headed "Directors' Report – Major Customers and Suppliers".

## Compliance with laws and regulations

The Company is incorporated in the Cayman Islands with the Shares listed on the Main Board of the Stock Exchange. The Group's subsidiaries are incorporated in the BVI, Hong Kong and the PRC. The Group's operations are mainly carried out by the Group's subsidiaries in China while the Group also has a corporate and administrative office in Hong Kong.

Its establishments and operations accordingly shall comply with relevant laws and regulations in the Cayman Islands, the BVI, the PRC and Hong Kong. During the year ended 31 December 2023 and up to the date of this report, the Group has complied with all the relevant laws and regulations in the Cayman Islands, the BVI, the PRC and Hong Kong that have a significant impact on the Group.

## FINAL DIVIDEND

The Board did not recommend payment of final dividend for the year ended 31 December 2023 (2022: NIL).

## PROPERTY, PLANT AND EQUIPMENT

Changes to the property, plant and equipment of the Group and the Company during the year ended 31 December 2023 are set out in note 13 to the consolidated financial statements.

## BORROWINGS

Details of the Group's borrowings during the year ended 31 December 2023 are set out in note 31 to the consolidated financial statements.

## 與客戶的關係

客戶滿意服務與產品，對盈利能力產生深遠的影響。本集團的專業銷售團隊與客戶及潛在客戶不斷溝通，發掘及創造客戶需要，並協助客戶作出知情決定。把握市場走勢同時識別客戶痛點對本集團及時調整我們的經營策略以適應市場需求至關重要。有關本集團主要客戶的進一步詳情，請參閱「董事會報告—主要客戶及供應商」各節。

## 遵守法律及法規

本公司於開曼群島註冊成立，而股份於聯交所主板上市。本集團的附屬公司於英屬處女群島、香港及中國註冊成立。本集團主要由本集團的中國附屬公司進行營運，而本集團亦於香港設有企業及行政辦公室。

因此，其成立及營運須遵守開曼群島、英屬處女群島、中國及香港的相關法律及法規。截至2023年12月31日止年度及直至本報告日期，本集團一直遵守開曼群島、英屬處女群島、中國及香港所有對本集團有重大影響的相關法律及法規。

## 末期股息

董事會不建議截至2023年12月31日止年度向股東派發末期股息（2022年：無）。

## 物業、廠房及設備

本集團及本公司截至2023年12月31日止年度的物業、廠房及設備變動載於綜合財務報表附註13。

## 借款

本集團截至2023年12月31日止年度的借款詳情載於綜合財務報表附註31。

## SHARE CAPITAL

As at the date of this annual report, the Company has 4,045,227,000 Shares in issue.

## SENIOR NOTES AND CORPORATE BONDS

Details of senior notes and corporate bonds of the Company during the year are set out in note 33 and note 34 respectively to the consolidated financial statements.

On 24 August 2023, Radiance Group has issued the first tranche of 2023 medium-term notes with a principal amount of RMB800 million at a coupon rate of 4.00% and it is a three-year bond.

On 20 December 2023, Radiance Group has issued the second tranche of 2023 medium-term notes with a principal amount of RMB800 million at a coupon rate of 4.28% and it is a three-year bond.

## RESERVES

Details of the movement in the reserves of the Group and of the Company during the year ended 31 December 2023 are set out on pages 188 and pages 211 to 212 of this report. In respect of Company, the amount of reserves available for distribution under the Companies Laws of the Cayman Islands as at 31 December 2023 was RMB320.5 million.

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

### 2023 Notes

On 17 September 2023, Radiance Capital redeemed the 2023 Notes in full at their outstanding principal amount together with interest accrued to the maturity date. Upon redemption of the outstanding 2023 Notes, all the redeemed 2023 Notes have been cancelled.

### 2024 Notes

On 15 April 2024, the Company has deposited all necessary funds into the designated bank account of the trustee for redemption redeemed the 2024 Notes in full at their outstanding principal amount together with the interest accrued. Upon redemption of the outstanding Notes, all the redeemed 2024 Notes have been cancelled.

Save as disclosed in this report, the Company and its subsidiaries did not purchase, sell or redeem any of the listed securities of the Group during the year ended 31 December 2023.

## 股本

於本年報日期，本公司已發行股份為4,045,227,000股。

## 優先票據及公司債券

本公司於年內的優先票據及公司債券詳情分別載於綜合財務報表附註33及附註34。

於2023年8月24日，金輝集團公開發行2023年度第一期中期票據，發行規模為人民幣8億元，三年期債券，票面利率為4.00%。

於2023年12月20日，金輝集團公開發行2023年度第二期中期票據，發行規模為人民幣8億元，三年期債券，票面利率為4.28%。

## 儲備

本集團及本公司截至2023年12月31日止年度的儲備變動詳情載於本報告第188頁及第211頁至212頁。就本公司而言，於2023年12月31日，開曼群島公司法下的可供分派儲備金額為人民幣320.5百萬元。

## 購買、出售或贖回本集團的上市證券

### 2023年票據

於2023年9月17日，金輝資本已全額贖回2023票據（其未償還本金額連同累計至到期日的利息）。完成贖回未償還之2023票據後，所有已贖回之2023票據已被註銷。

### 2024年票據

於2024年4月15日，本公司已將所需資金悉數存入受託人的指定銀行賬戶，用作贖回2024年票據（其未償還本金額連同累計的利息）。完成贖回未償還之2024年票據後，所有已贖回之2024票據已被註銷。

除本報告所披露者外，截至2023年12月31日止年度，本公司及其任何附屬公司並無購買、出售或贖回本集團任何上市證券。

## DONATIONS

Donations made by the Group during the year ended 31 December 2023 amounted to RMB4.1 million (2022: RMB28.0 million).

## FINANCIAL STATEMENTS

The results of the Group for the year ended 31 December 2023 and the state of the Group's financial position as at that date are set out in the consolidated financial statements on pages 87 to 212 in this report.

## DIRECTORS

The Directors during the year ended 31 December 2023 and up to the date of this annual report were:

Name of director	Position
Mr. Lam Ting Keung	Executive Director
Mr. Lam Yu	Executive Director
Mr. Huang Junquan	Executive Director
Mr. Xu Xiaodong	Executive Director
Mr. Zhang Huaqiao	Independent non-executive Director
Mr. Tse Yat Hong	Independent non-executive Director
Mr. Chung Chong Sun	Independent non-executive Director

In accordance with Article 16.17 of the Articles, at every annual general meeting of the Company one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Any Director required to stand for re-election pursuant to Article 16.2 shall not be taken into account in determining the number of Directors and which Directors are to retire by rotation. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat. The Company at any annual general meeting at which any Directors retire may fill the vacated office by electing a like number of persons to be Directors.

The Company at the general meeting at which a Director retires may fill the vacated office. Accordingly, Mr. Huang Junquan, Mr. Xu Xiaodong and Mr. Chong Chung Sun shall retire from office by rotation at the 2024 AGM and being eligible, will offer themselves for re-election.

The Company has received, from each of the independent non-executive Directors, an annual confirmation of his independence for purpose of Rule 3.13 of the Listing Rules. The Company confirms it considers all of the independent non-executive Directors are independent.

## 捐款

本集團截至2023年12月31日止年度作出的捐款為人民幣4.1百萬元（2022年：人民幣28.0百萬元）。

## 財務報表

本集團截至2023年12月31日止年度的業績及本集團於該日的財務狀況表載於本報告第87至212頁的綜合財務報表。

## 董事

截至2023年12月31日止年度及直至本年報日期的董事為：

董事姓名	職位
林定強先生	執行董事
林宇先生	執行董事
黃俊泉先生	執行董事
徐小冬	執行董事
張化橋先生	獨立非執行董事
謝日康先生	獨立非執行董事
鍾創新先生	獨立非執行董事

根據章程細則第16.17條，在本公司每年的股東周年大會上，屆時三分之一的董事（如果董事人數不是三人或者不是三的倍數，則必須為最接近但是不少於三分之一的董事人數）須輪流退任，但前提是每一位董事（包括有特定任期的董事）須最少每3年輪流退任一次。在確定輪流退任的董事人數及身份時，並不計算根據本公司章程細則第16.2條須重新參選的董事。退任的董事將任職至其退任的會議結束為止，並且有資格重新參選。本公司在任何董事退任的股東周年大會上，可選舉相同人數的人士出任董事以填補空缺。

本公司可於董事退任的股東大會上填補空缺。因此黃俊泉先生、徐小冬先生及鍾創新先生於2024年股東周年大會上須輪值退任，並將符合資格及願意重選連任。

本公司已接獲各獨立非執行董事就上市規則第3.13條作出的年度獨立性確認書。本公司確認其認為全體獨立非執行董事均屬獨立。

## DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service agreement with the Company for a term of three years. Each of the independent non-executive Directors has signed an appointment letter with the Company effective from 29 October 2023 for a term of 3 years. None of the Directors who are proposed for election or re-election at the 2024 AGM has a service contract with the Company which is not determinable within one year without payment of compensation, other than statutory compensation. There is no arrangement under which a director has waived or agreed to waive any emoluments.

## DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year ended 31 December 2023, none of the Directors nor their respective associates (as defined in the Listing Rules) had any interest in a business that competed or might likely compete, either directly or indirectly, with the business of the Group.

## NON-COMPETITION UNDERTAKING

Each of Mr. Lam, being the executive Director and the Controlling Shareholder, Ms. Lam, Radiance Group Holdings and Glowing Shine, all being the Controlling Shareholders, has confirmed to the Company that, since the Listing Date and up to 31 December 2023 he/she/it has complied with the Deed of Non-competition dated 13 October 2020 (the "Undertakings") as disclosed in the Prospectus.

The independent non-executive Directors had reviewed the status of compliance and the confirmation provided by the Controlling Shareholders as part of the annual review process. On the basis that: (i) the Company has received the confirmations from the Controlling Shareholders regarding the Undertakings; (ii) there was no competing business reported by the Controlling Shareholders; and (iii) there was no particular situation rendering the full compliance of the Undertakings being questionable, the independent non-executive Directors are of the view that the Undertakings have been complied with and been enforced by the Company in accordance with the terms.

## SHARE OPTION SCHEME

### Details of the Share Option Scheme

#### 1) Purpose

The Share Option Scheme is a share incentive scheme established to recognise and acknowledge the contributions that the Eligible Participants (as defined in paragraph (2) below) had or may have made to our Group. The Share Option Scheme will provide the Eligible Participants an opportunity to have a personal stake in our Company with the view to achieving the following objectives:

- (i) motivate the Eligible Participants to optimize their performance efficiency for the benefit of our Group; and
- (ii) attract and retain or otherwise maintain an on-going business relationship with the Eligible Participants whose contributions are or will be beneficial to the long-term growth of our Group.

## 董事服務合約

各執行董事已與本公司訂立服務協議。而各獨立非執行董事已與本公司簽訂委任函，任期為3年，自2023年10月29日生效。於2024年股東周年大會上擬參選或重選連任的董事概無與本公司訂立不可由本公司於1年內終止而毋須賠償（法定賠償除外）的服務合約。概無董事根據任何安排放棄或同意放棄任何酬金。

## 董事於競爭業務的權益

截至2023年12月31日止年度，本公司董事或彼等各自的聯繫人（定義見上市規則）概無於任何與本集團業務構成或可能構成直接或間接的競爭的業務中擁有任何權益。

## 不競爭承諾

林先生（執行董事兼控股股東）、林女士、金輝集團控股及啟輝（全部均為控股股東）已各自向本公司確認，自上市日期起及直至2023年12月31日，其一直遵守招股章程所披露日期為2020年10月13日的不競爭契據（「承諾」）。

獨立非執行董事已審閱合規情況及控股股東提供的確認書，作為年度審閱過程的一部分。鑑於：(i)本公司已接獲控股股東有關承諾的確認書；(ii)控股股東並無申報競爭業務；及(iii)概無特別情況致令全面遵守承諾存疑，獨立非執行董事認為，本公司已按照條款遵守及執行承諾。

## 購股權計劃

### 購股權計劃的詳情

#### 1) 目的

購股權計劃為一項股份獎勵計劃，旨在認可及嘉許合資格參與者（定義見下文(2)段）對本集團作出或可能已作出的貢獻。購股權計劃將向合資格參與者提供機會於本公司擁有個人權益，以達致下列目標：

- (i) 激勵合資格參與者為本集團的利益而優化其表現效率；及
- (ii) 吸引及挽留合資格參與者或以其他方式與該等合資格參與者保持持續業務關係，而該等合資格參與者的貢獻乃對或將會對本集團的長遠發展有利。

## 2) Participants

The Board may, at its discretion, offer to grant an option to the following persons (collectively the "Eligible Participants") to subscribe for such number of new Shares as the Board may determine at an exercise price determined in accordance with paragraph (6) below:

- (i) any full-time or part-time employees, executives or officers of our Company or any of its subsidiaries;
- (ii) any directors (including independent non-executive directors) of our Company or any of its subsidiaries; and
- (iii) any advisors, consultants, suppliers, customers, distributors and such other persons who in the sole opinion of the Board will contribute or have contributed to our Company or any of its subsidiaries.

## 3) Maximum number of Shares

The total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme shall not in aggregate exceed 10% of the aggregate of the Shares in issue on the Listing Date, and such 10% limit represents 400,000,000 Shares, representing approximately 9.89% of the total Shares in issue as at the date of this report.

## 4) Maximum number of options to any one individual

Unless approved by the Shareholders, the total number of Shares issued and to be issued upon exercise of the options granted and to be granted under the Share Option Scheme and any other share option scheme of the Group (including both exercised and outstanding options) to each participant in any 12-month period shall not exceed 1% of the Shares in issue as at the date of grant.

## 5) Acceptance and exercise of options

An option shall be deemed to have been granted and accepted by the grantee and to have taken effect when the duplicate offer document constituting acceptances of the options duly signed by the grantee, together with a remittance in favor of the Company of HK\$1.00 by way of consideration for the grant thereof, is received by the Company on or before the relevant acceptance date.

The exercise period of any share option granted under the Share Option Scheme shall be determined by the Board in its absolute discretion but such period must not exceed ten years from the date of grant of the relevant share option. There is no minimum period specified by the Share Option Scheme, for which the option must be held before it can be exercised.

## 2) 參與者

董事會可酌情決定向下列人士（統稱「合資格參與者」）授出購股權，以按下文第(6)段所釐定的行使價認購董事會可能釐定的相關新股份數目：

- (i) 本公司或其任何附屬公司的任何全職或兼職僱員、行政人員或高級人員；
- (ii) 本公司或其任何附屬公司的任何董事（包括獨立非執行董事）；及
- (iii) 董事會全權認為將對或已對本公司或其任何附屬公司作出貢獻的任何顧問、諮詢人、供應商、客戶、分銷商及其他有關人士。

## 3) 股份數目上限

因根據購股權計劃將予授出的全部購股權獲行使而可予發行的股份總數，合共不得超過上市日期已發行股份總數的10%，而該10%上限相當於400,000,000股股份，佔於本報告日期已發行股份總數約9.89%。

## 4) 向任何個別人士授出購股權的數目上限

除股東批准外，於任何12個月期間，因根據購股權計劃及本集團任何其他購股權計劃向各參與者授出及將予授出的購股權（包括已行使及尚未行使的購股權）獲行使而發行及將予發行的股份總數，不得超過於授出日期已發行股份的1%。

## 5) 購股權的接納及行使

本公司於相關接納日期或之前收到由承授人正式簽署構成接納購股權的一式兩份要約文件連同以本公司為受益人的1.00港元的匯款作為其授出購股權代價後，購股權即被視為已授出及已獲承授人接納及已生效。

根據購股權計劃授出的任何購股權的行使期應由董事會全權酌情釐定，惟有關期限不得超過相關購股權授出日期起計十年。購股權計劃並無規定於可以行使前須持有之最短期限。

## 6) Price of Shares

The subscription price for a Share under the Share Option Scheme shall be determined by the Board in its absolute discretion, but must be at least the highest of:

- (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of grant, which must be a day on which the Stock Exchange is open for the business of dealing in securities;
- (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant; and
- (iii) the nominal value of a Share.

## 7) The duration of the Share Option Scheme

The Share Option Scheme shall be valid and effective until 4 October 2030, i.e. for the period of ten years commencing from the date of adoption of the Share Option Scheme, after which no further options shall be granted, but in all other respects the provisions of the Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any options granted prior thereto or otherwise as may be required in accordance with the provisions of the rules of the Share Option Scheme. As at the date of the report, the remaining life of the Share Option Scheme is approximately 6 years and 6 months.

For further details of the Share Option Scheme, please refer to the section headed "Statutory and general information – D. Share Option scheme" in Appendix V to the Prospectus.

Since the adoption of the Share Option Scheme and up to the date of this report, no option has been granted by the Company pursuant to the Share Option Scheme. The number of options available for grant under the Share Option Scheme as at 1 January 2023 and as at 31 December 2023 remained at 400,000,000 Shares.

## 6) 股價

根據購股權計劃股份的認購價須由董事會全權酌情釐定，惟必須至少為下列各項當中的最高者：

- (i) 股份於授出日期（必須為聯交所開市買賣證券的日子）於聯交所每日報價表所報的收市價；
- (ii) 緊接授出日期前五個營業日股份於聯交所每日報價表所報的平均收市價；及
- (iii) 一股股份的面值。

## 7) 購股權計劃的期限

購股權計劃直至2030年10月4日有效及具有效力，即自購股權計劃採納日期起的十年期間，此後不得授出其他購股權，惟購股權計劃之條文在所有其他方面將仍具有十足效力及作用，足以使行使購股權計劃屆滿前所授出的任何購股權或根據購股權計劃規則條文可能規定的其他情況生效。截至本報告日，購股權計劃尚餘約6年6個月。

有關購股權計劃的進一步詳情，請參閱招股章程附錄五「法定及一般資料—D.購股權計劃」一節。

自購股權計劃採納以來及直至本報告日期為止，本公司並無根據購股權計劃授出購股權。截至2023年1月1日及2023年12月31日，根據購股權計劃可授予的購股權數目仍為400,000,000股股份。

## DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ITS ASSOCIATED CORPORATIONS

As at 31 December 2023, the interests and short positions of the Directors and the chief executives of the Company in the Shares, underlying Shares and debentures of the Company or its associated corporation (within the meaning of Part XV of the SFO which were required to be entered in the register kept by the Company pursuant to section 352 of the SFO, or which were otherwise required, to be notified to the Company and the Stock Exchange pursuant to the Model Code, are set out below:

### Interests in shares of the Company

Name of Director/Chief Executive 董事／最高行政人員姓名	Nature of Interest 權益性質	Number of Shares or underlying Shares 股份或相關股份數目	Approximate percentage of shareholding 概約持股百分比
Mr. Lam 林先生	Interest in controlled corporations (note 1) 於受控法團的權益 (附註1)	3,400,000,000	84.05%

Notes:

(1) Pursuant to Division 7 of Part XV of the SFO, 3,400,000,000 Shares held by Mr. Lam are deemed corporate interests through Radiance Group Holdings and Glowing Shine.

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

於2023年12月31日，董事及本公司最高行政人員於本公司或其相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中擁有須根據證券及期貨條例第352條登記於本公司備存的登記冊或須根據標準守則知會本公司及聯交所的權益及淡倉如下：

### 於本公司股份的權益

附註：

(1) 根據證券及期貨條例第XV部第7分部，林先生持有的3,400,000,000股股份被視透過金輝集團控股及啟輝持有的公司權益。

### Interests in shares/debentures of associated corporations of the Company

Name of Director 董事姓名	Name of associated corporation 相聯法團名稱	Nature of interest 權益性質	Number of shares/Amount of debentures 股份數目／ 債權證金額	Approximate percentage in relevant shares/ debentures 佔相關股份／ 債權證概約 百分比
Mr. Lam 林先生	Radiance Group Holdings 金輝集團控股	Beneficial owner 實益擁有人	6,172,150 Shares 6,172,150股	64.97%

Save as disclosed above, as at 31 December 2023, none of the Directors and chief executives of the Company had any interests or short positions in the Shares, underlying Shares and debentures of the Company or its associated corporations, recorded in the register required to be kept under section 352 of the SFO or required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

### 於本公司相聯法團股份／債權證的權益

除上文所披露者外，於2023年12月31日，概無董事及本公司最高行政人員於本公司或其相聯法團的股份、相關股份及債權證中擁有已登記於根據證券及期貨條例第352條須備存的登記冊內或根據標準守則須知會本公司及聯交所的任何權益或淡倉。



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

So far as is known to the Company, as at 31 December 2023, as recorded in the register required to be kept by the Company under section 336 of the SFO, the following persons, other than a Director or chief executive of the Company, had an interest of 5% or more in the Shares or underlying Shares:

Name of substantial shareholder 主要股東名稱	Number of Shares directly or indirectly held 直接或間接 持有的股份數目	Approximate percentage of Shares in issue 佔已發行 股份概約百分比
Radiance Group Holdings 金輝集團控股	3,400,000,000	84.05%
Glowing Shine 啟輝	3,400,000,000	84.05%

Note:

- (1) Radiance Group Holdings is owned as to 64.97% and 35.03% by Mr. Lam and Ms. Lam, respectively.
- (2) Radiance Group Holdings is the beneficial owner of all the issued shares in Glowing Shine and, therefore, Radiance Group Holdings is deemed, or taken to be interested in the Shares owned by Glowing Shine for the purpose of the SFO.
- (3) Mr. Lam is the sole director of Radiance Group Holdings and Glowing Shine. By virtue of their respective ownership of shares in Radiance Group Holdings, each of Mr. Lam and Ms. Lam is deemed or taken to be interested in the Shares owned by Glowing Shine for the purpose of the SFO.

Save as disclosed above, as at 31 December 2023, the Company had not been notified of any persons (other than a Director or chief executive of the Company) who had an interest or short position in the Shares or underlying Shares that were recorded in the register required to be kept under section 336 of the SFO.

## 主要股東及其他人士於本公司股份及相關股份的權益及淡倉

於2023年12月31日，就本公司所知，按本公司根據證券及期貨條例第336條須備存的登記冊所記錄，以下人士（董事或本公司最高行政人員除外）於股份或相關股份中擁有5%或以上的權益：

Name of substantial shareholder 主要股東名稱	Number of Shares directly or indirectly held 直接或間接 持有的股份數目	Approximate percentage of Shares in issue 佔已發行 股份概約百分比
Radiance Group Holdings 金輝集團控股	3,400,000,000	84.05%
Glowing Shine 啟輝	3,400,000,000	84.05%

附註：

- (1) 金輝集團控股由林先生及林女士分別擁有64.97%及35.03%權益。
- (2) 金輝集團控股為啟輝所有已發行股份的實益擁有人，因此，就證券及期貨條例而言，金輝集團控股被視為或當作於啟輝擁有的股份中擁有權益。
- (3) 林先生為金輝集團控股及啟輝的唯一董事。憑藉其於金輝集團控股擁有的股份，就證券及期貨條例而言，林先生及林女士分別被視為或當作於啟輝擁有的股份中擁有權益。

除上文所披露者外，於2023年12月31日，本公司並無獲任何人士（董事或本公司最高行政人員除外）知會其於股份或相關股份中擁有已登記於根據證券及期貨條例第336條須備存的登記冊內的權益或淡倉。

## ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Other than the Share Option Scheme, at no time during the year was the Company, its holding company, or any of its subsidiaries, a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in, or debt securities including debentures of, the Company or any other body corporate.

## DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as the related party transactions disclosed in Note 41 to the consolidated financial statements and the continuing connected transactions disclosed in the section headed "Continuing Connected Transactions" in this report, no transactions, arrangements or contracts of significance in relation to which the Company or any of its subsidiaries was a party and in which a Director or his connected entities had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year ended 31 December 2023.

## CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save for the continuing connected transactions as disclosed in the section headed "Continuing Connected Transactions" in this report, during the year ended 31 December 2023, there was no other contract of significance between the Company or any of its subsidiaries and any controlling shareholder of the Company or any of its subsidiaries nor other contract of significance for the provision of services to the Company or any of its subsidiaries by a controlling shareholder or any of its subsidiaries.

## MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 December 2023, revenue attributable to the five largest customers in aggregate accounted for less than 30% of the Group's revenue for the year.

During the year ended 31 December 2023, purchases attributable to the Group's largest supplier amounted to approximately 13.6% of the Group's total purchases and the Group five largest suppliers in aggregate accounted for approximately 32.3% of the Group's total purchase for the year.

None of the Directors, their close associates or any Shareholders, which to the knowledge of the Directors owned more than 5% of the Company's issued Shares, had an interest in the share capital of any of the five largest suppliers and customers.

## 購買股份或債權證的安排

除購股權計劃外，本公司、其控股公司或其任何附屬公司於年內任何時候概無訂立任何安排，致使董事藉收購本公司或任何其他法團的股份（或包括債權證在內的債務證券）而獲益。

## 董事於重大交易、安排或合約中的權益

除本報告綜合財務報表附註41披露的關聯方交易及「持續關連交易」一節披露的持續關連交易所披露者外，截至2023年12月31日止年度年末或年內任何時間，本公司或其任何附屬公司概無訂立任何董事或與董事有關連之實體於當中擁有直接或間接重大權益之重大交易、安排或合約。

## 控股股東於重大合約中的權益

除本報告「持續關連交易」一節所披露的持續關連交易外，截至2023年12月31日止年度，本公司控股股東或其附屬公司概無與本公司或附屬公司訂立其他重大合約或向本公司或附屬公司提供服務的重大合約。

## 主要客戶及供應商

截至2023年12月31日止年度，本集團五大客戶合共佔本集團年內收入少於30%。

截至2023年12月31日止年度，本集團最大供應商應佔採購額相當於本集團採購總額約13.6%，而本集團五大供應商合共佔本集團年內採購總額約32.3%。

概無董事、彼等的緊密聯繫人或任何股東（就董事所知，其擁有本公司已發行股份超過5%）於任何五大供應商及客戶的股本中擁有任何權益。

## CONTINUING CONNECTED TRANSACTIONS

Set out below are the continuing connected transactions of the Group for the year ended 31 December 2023, which are subject to the reporting and annual review requirements under Chapter 14A of the Listing Rules:

### Property Management Services

On 22 December 2023, the Company entered into a Property Management Related Services Framework Agreement with Radiance Lifestyle Holdings Limited (“**Radiance Lifestyle Holdings**”), pursuant to which we agreed to engage Radiance Lifestyle Holdings and/or its subsidiaries to provide property management and related services to our Group, including but not limited to (i) management services for unsold units and unsold car parking spaces; (ii) pre-delivery management and value-added services which primarily include (a) planning and design consultancy; (b) inspection, cleaning and repair of units; (c) site security; and (d) ancillary facilities management services; and (iii) sales management services which primarily include property management of display units, and off- and on-site sales offices, with a term commencing from 1 January 2023 to 31 December 2025.

The maximum transaction amounts under the New Property Management Related Services Framework Agreement for the three years ending 31 December 2025 shall not exceed RMB300 million, RMB350 million and RMB400 million, respectively. For details, please refer to the announcement of the Company dated 30 December 2022.

For the year ended 31 December 2023, the total amount of service fee payable by the Company to Radiance Lifestyle Holdings and/or its subsidiaries for the Property Management Related Services amounted to RMB90 million, which is within the annual cap of RMB300 million.

Radiance Lifestyle Holdings is wholly owned by Radiance Group Holdings, which is in turn owned as to 64.97% by Mr. Lam and 35.03% by Ms. Lam. Radiance Lifestyle Holdings is therefore a connected person of our Company for the purpose of the Listing Rules. Accordingly, the transactions contemplated under the Property Management Related Services Framework Agreement constitute continuing connected transactions for our Company under Chapter 14A of the Listing Rules.

## 持續關連交易

以下為本集團截至2023年12月31日止年度的持續關連交易，須遵守上市規則第十四A章的申報及年度審閱規定：

### 物業管理服務

於2022年12月30日，本公司與輝生活控股有限公司（「**輝生活控股**」）訂立一份物業管理相關服務框架協議，據此，我們同意委聘輝生活控股及／或其附屬公司向本集團提供物業管理及相關服務，包括但不限於(i)為未售單位及未售車位提供管理服務；(ii)提供交房前管理及增值服務，主要包括(a)規劃及設計諮詢；(b)驗房、清潔及維修單位；(c)現場安保；及(d)配套設施管理服務；及(iii)提供銷售管理服務，主要包括樣板間以及場外及場內售樓部之物業管理，期限為自2023年1月1日起至2025年12月31日止。

截至2025年12月31日止三個年度，新物業管理相關服務框架協議下的最大交易金額將分別不得超過人民幣300百萬元、人民幣350百萬元及人民幣400百萬元。有關詳情，請參閱本公司日期為2022年12月30日的公告。

截至2023年12月31日止年度，本公司就物業管理相關服務而應向輝生活控股及／或其附屬公司的服務費總額為人民幣90百萬元，屬於年度上限人民幣300百萬元範圍內。

輝生活控股由金輝集團控股全資擁有，而金輝集團控股由林先生及林女士分別擁有64.97%及35.03%。因此，輝生活控股就上市規則而言為本公司的關連人士。相應地，根據上市規則第十四A章的規定，物業管理相關服務框架協議項下擬進行的交易將構成本公司的持續關連交易。

As each of the applicable percentage ratios (except for the profit ratio) under the Listing Rules in respect of the highest annual cap in relation to the Property Management Related Services Framework Agreement was over 0.1% but less than 5% on an annual basis, the transactions contemplated thereunder are exempt from the independent Shareholders' approval requirement but subject to the reporting, annual review and announcement requirements under Chapter 14A of the Listing Rules.

Pursuant to Rule 14A.55 of the Listing Rules, all independent non-executive Directors have reviewed and confirmed that the above continuing connected transaction has been entered into (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms or better; and (iii) according to the relevant agreements governing the transaction on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

For the purpose of Rule 14A.56 of the Listing Rules, Ernst and Young, the auditor of the Company, was engaged to report on the continuing connected transactions and has provided a letter to the Board, confirming that nothing has come to its attention that causes it to believe that the continuing connected transaction mentioned above (i) has not been approved by the Board; (ii) was not entered into, in all material respects, in accordance with the relevant agreements governing such transactions; and (iii) has exceeded the annual cap.

## RELATED PARTY TRANSACTIONS

Details of related party transactions of the Group during the year ended 31 December 2023 are set out in note 41 to the consolidated financial statements. Save as disclosed in the section headed "Continuing Connected Transaction" above, certain of these transactions also constitute connected transactions or continuing connected transactions for the Company under Chapter 14A of the Listing Rules but are not required to be disclosed in this report under the Listing Rules. The Company confirmed that it has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

## PRE-EMPTIVE RIGHTS AND TAX RELIEF

There is no provision for pre-emptive rights under the Articles or the laws of the Cayman Islands, being the jurisdiction in which the Company is incorporated, under which would oblige the Company to offer new shares on a pro-rata basis to existing Shareholders.

The Company is not aware of any tax relief and exemption available to the Shareholders by reason of their holding of the Company's securities.

與物業管理相關服務框架協議相關的最高年度上限於上市規則項下的各項使用百分比率(盈利比率除外)超過0.1%但低於5%，根據上市規則第十四A章，其項下擬進行的交易獲豁免遵守獨立股東批准規定，但須遵守上市規則第十四A章項下的申報、年度審閱及公告規定。

根據上市規則第14A.55條，所有獨立非執行董事已審閱及確認上述持續關連交易(i)於本集團的日常業務中訂立；(ii)按一般商務條款或更佳條款進行；及(iii)根據有關交易的協議進行，條款公平合理，並且符合股東的整體利益。

就上市規則第14A.56條而言，本公司核數師安永會計師事務所從事申報持續關連交易並已向董事會提供一份函件，確認其並無發現任何事宜，致使其相信上述持續關連交易(i)未經董事會批准；(ii)並非於所有重大方面根據有關交易的相關協議訂立；及(iii)已超出年度上限。

## 關聯方交易

本集團於截至2023年12月31日止年度的關聯方交易詳情載於綜合財務報表附註41。除上文「持續關連交易」一節所披露者外，若干該等交易亦構成上市規則第14A章項下本公司的關連交易或持續關連交易但根據上市規則無需在本報告中披露。本公司確認其已遵守上市規則第14A章項下的披露規定。

## 優先購買權及稅項寬免

章程細則或開曼群島(即本公司註冊成立的司法權區)法例並無優先購買權條文，規定本公司須向現有股東按持股比例提呈發售新股。

本公司並不知悉股東因持有本公司證券而享有任何稅項寬免及豁免。

## CONTINUING DISCLOSURE OBLIGATIONS PURSUANT TO THE LISTING RULES

### Specific Performance Obligations on the Controlling Shareholder Under Rule 13.18 of the Listing Rules

The Company does not have any other disclosure obligations under Rules 13.20, 13.21 and 13.22 of the Listing Rules.

## CHANGE IN INFORMATION OF DIRECTORS

Changes in information of Directors in details since the date of approval of the 2022 annual report of the Company, which are required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules, are set out below:

Name of Director 董事姓名	Details of changes in information 資料變動詳情
Mr. Zhang Huaqiao 張化橋先生	Mr. Zhang has resigned as an independent non-executive Director of Haitong International Securities Group Limited (listed on the Stock Exchange, stock code: 0665, and was delisted in January 2024) with effect on 13 March 2024. 張先生已辭任海通國際控股有限公司(其股份曾於聯交所上市, 股份代號: 0665, 並於2024年1月於聯交所退市)的獨立非執行董事, 自2024年3月13日起生效。

## PUBLIC FLOAT

The Stock Exchange has granted the Company a public float waiver under Rule 8.08(1)(a) of the Listing Rules to accept a lower public float percentage of the total issued share capital of 15.95%. Details of the waiver is set out in the section headed "Waivers from Strict Compliance with the Listing Rules – Waiver in relation to Public Float" of the Prospectus.

As at the date of this report, based on information that was public available to the Company and to the best knowledge of the Directors, the Company maintained the amount of public float as required under the public float waiver.

## CORPORATE GOVERNANCE

The Board is of the opinion that the Company had adopted, applied and complied with all applicable code provisions as set out in Part 2 of the CG Code during the year under review, except for the deviation from CG Code provision C.2.1 as detailed under the section headed "Chairman and Chief Executive Officer" set out in the "Corporate Governance Report" section of this report.

## FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out in the section headed "Financial summary" on pages 213 to 214 of this report.

## SUBSIDIARIES

Particulars of the Company's subsidiaries as at 31 December 2023 are set out in note 1 to the consolidated financial statements.

## 根據上市規則下的持續披露責任

### 控股股東根據上市規則第13.18條須履行的特定責任

本公司並無任何其他根據上市規則第13.20條、第13.21條及第13.22條項下須履行的披露責任。

## 董事資料之變動

自本公司2022年年報批准之日起, 根據上市規則第13.51B(1)條須予披露的董事資料變更詳情, 載列如下:

## 公眾持股量

聯交所已豁免本公司遵守上市規則第8.08(1)(a)條有關公眾持股量的規定, 接納佔已發行股本總數15.95%的較低公眾持股百分比。豁免詳情載於招股章程「豁免嚴格遵守上市規則規定—有關公眾持股量的豁免」一節。

於本報告日期, 基於本公司公開可得資料及據董事所深知, 本公司已按公眾持股量豁免規定維持公眾持股量。

## 企業管治

董事會認為, 於回顧年度, 除出於「主席及行政總裁」一節內詳述之理由而偏離企業管治守則條文第C.2.1條外, 本公司已採納、應用及遵守第二部分的企業管治守則所載所有適用守則條文載於本報告「企業管治報告」一節。

## 財務概要

本集團最近五個財政年度的業績以及資產及負債之概要載於本報告第213至214頁「財務概要」一節。

## 附屬公司

本公司於2023年12月31日的附屬公司詳情載於綜合財務報表附註1。

## PERMITTED INDEMNITY

The Articles provide that every Director is entitled to be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which he may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts, except such (if any) as they shall incur or sustain through their own fraud or dishonesty.

The Group has taken out and maintained directors' liability insurance for the year ended 31 December 2023, which provides appropriate cover for the Directors. The permitted indemnity provision was in force during the year ended 31 December 2022 and remained in force as at the date of this report for the benefit of the Directors.

## EQUITY-LINKED AGREEMENTS

Save as disclosed in the above paragraph headed "Share Option Scheme" in this section, no equity-linked agreements were entered into by the Group, or existed during the year and subsisted at the end of the year.

## MANAGEMENT CONTRACTS

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

## 2024 AGM AND CLOSURE OF REGISTER OF MEMBERS

The 2024 AGM will be convened and held on Friday, 31 May 2024. A notice convening the 2024 AGM will be published on the Company's website and the Stock Exchange's website and despatched to the Shareholders in accordance with the requirements of the Listing Rules in due course. For the purposes of determining the Shareholders' eligibility to attend, speak and vote at the 2024 AGM, the Register of Members will be closed from Tuesday, 28 May 2024 to Friday, 31 May 2024, both days inclusive, during which period no transfer of the Shares will be effected. In order to determine the identity of members who are entitled to attend and vote at the 2024 AGM, all share transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 27 May 2024.

## AUDITOR

There has been no change in auditor since the Listing Date. The consolidated financial statements of the Group for the year ended 31 December 2023 have been audited by Ernst & Young who will retire at the 2024 AGM. Ernst & Young, being eligible, will offer themselves for re-appointment. A resolution for the re-appointment of Ernst & Young as the auditor of the Company will be proposed at the 2024 AGM.

## 獲准許彌償保證

章程細則訂明，每名董事均有權獲得以本公司資產作為彌償保證及擔保，使其不會因就各自之職務或信託履行其職責或假定職責作出、同意或遺漏的任何行為而招致或蒙受之一切訴訟、費用、收費、損失、損害賠償及開支而蒙受損失，惟因（如有）彼等各自本身欺詐或不誠實而招致或蒙受者除外。

截至2023年12月31日止年度，本集團已投購及續保董事責任保單，為董事提供適當保障。以董事為受益人訂立的獲准許彌償條文於截至2023年12月31日止年度一直生效且於本報告日期仍有效力。

## 股本掛鈎協議

除本節上文「購股權計劃」一段所披露者外，概無股本掛鈎協議於年內由本集團訂立或存在訂立及於年末存續。

## 管理合約

概無有關本公司整體或任何重大部分業務之管理或行政的合約於年內訂立或存在或於年末存續。

## 2024股東周年大會及暫停股東登記

2024年股東周年大會將於2024年5月31日（星期五）召開及舉行。召開2024股東周年大會的通告將刊發於本公司網站及聯交所網站，並根據上市規則規定於適當時候寄發予股東。為釐定股東出席2024年股東周年大會並於會上發言及投票的資格將於2024年5月28日（星期二）至2024年5月31日（星期五）（包括首尾兩日）暫停股東登記，期間將不會辦理股份過戶。為確定有權出席2024年股東周年大會及於會上投票的股東身份，所有股份過戶文件連同相關股票必須在不遲於2024年5月27日（星期一）下午四時三十分送達本公司的香港股份過戶登記分處卓佳證券登記有限公司，地址為香港夏慤道16號遠東金融中心17樓，辦理登記。

## 核數師

自上市日期以來，核數師並無變動。本集團截至2023年12月31日止年度之綜合財務報表已由安永會計師事務所審核，而安永會計師事務所將於2024年股東周年大會上退任。安永會計師事務所合資格並願意重選連任。有關續聘安永會計師事務所作為本公司核數師的決議案將於2024年股東周年大會上提呈。

## MODIFIED OPINION

The Company's independent auditor has issued a modified opinion on the consolidated financial statements of the Group, details of which are set out in the independent auditor's report.

### Basis of Modified Opinion

#### *Material uncertainty related to going concern*

As stipulated in the announcement dated 20 March 2024, the Company did not repay a principal of US\$300,000,000 for certain senior notes due in March 2024. This condition along with other matters as set forth in note 2.1, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

### The Board's View and Plans to Address the Modified Opinion

In relation to the modified opinion (the "Modified Opinion") issued by the auditor of the Company as detailed in Note 2.1 of the notes to the consolidated financial statements, the Directors agree with the view of the Company's auditor and are aware of that there is a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern as at 28 March 2024.

However, as disclosed in the announcement of the Company dated 15 April 2024, the Company has deposited all necessary funds into the designated bank account of the trustee for redemption of the 2024 Notes at their principal amount together with interest accrued.

Accordingly, the Board considers that barring any unforeseeable circumstances, the consolidated financial statements of the Group for the year ending 31 December 2024 will be prepared on a going concern basis.

### The Audit Committee's view

The Audit Committee has reviewed the Company's annual results for the year ended 31 December 2023 and this annual report. In particular, the Audit Committee has critically reviewed the Modified Opinion and the redemption of the 2024 Notes as disclosed in the Company's announcement dated 15 April 2024. The Audit Committee agreed with the Board's Position based on the reasons above.

By order of the Board

**Lam Ting Keung**

Chairman

Hong Kong, 28 March 2024

## 非無保留意見

本公司獨立核數師已對本集團綜合財務報表發出非無保留意見，詳情載於獨立核數師報告。

### 非無保留意見的基礎

#### *持續經營的重大不確定性*

誠如本公司日期為2024年3月20日的公告所載明，本公司未償還2024年3月到期的若干優先票據的本金300,000,000美元。該等情況加上綜合財務報表附註2.1所載其他事宜，顯示存在可能對本集團能否繼續持續經營構成重大疑問的重大不確定因素。吾等的意見未有就此事項作出修訂。

### 董事會對非無保留意見的觀點及應對計劃

就綜合財務報表附註附註2.1所載本公司核數師發出的非無保留意見（「非無保留意見」）而言，董事同意本公司核數師的意見，並意識到於2024年3月28日存在可能對本集團能否繼續持續經營構成重大疑問的重大不確定因素。

然而，誠如本公司日期為2024年4月15日的公告所披露，本公司已將所需資金悉數存入受託人的指定銀行賬戶，用作贖回2024年票據（其未償還本金額連同累計的利息）。

因此，董事會認為，除非出現不可預見的情況，否則本集團截至2024年12月31日止年度的綜合財務報表將以持續經營為基礎編製。

### 審核委員會的意見

審核委員會已審閱本公司截至2023年12月31日止年度的年度業績及本年報。其中，審核委員會已仔細審閱非無保留意見及本公司日期為2024年4月15日的公告中所披露的2024年票據贖回事宜。審核委員會基於上述理由同意董事會的立場。

承董事會命

主席

林定強

香港，2024年3月28日

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

To the shareholders of Radiance Holdings (Group) Company Limited  
(Incorporated in the Cayman Islands with limited liability)

### OPINION

We have audited the consolidated financial statements of Radiance Holdings (Group) Company Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 87 to 212, which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated statement of profit or loss and other 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 International Financial Reporting Standards (“IFRSs”) issued by the International Accounting Standards Board (the “IASB”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### BASIS FOR OPINION

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

致金輝控股(集團)有限公司全體股東  
(於開曼群島註冊成立的有限公司)

### 意見

吾等已審計列載於第87至212頁的金輝控股(集團)有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表,此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及其他全面收益表、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,包括重要會計政策資料概要。

吾等認為,該等綜合財務報表已根據國際會計準則理事會(「國際會計準則理事會」)頒佈的國際財務報告準則(「國際財務報告準則」)真實及公平地顯示 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及綜合現金流量,並已遵照香港公司條例的披露規定妥為編製。

### 意見的基礎

吾等已根據香港會計師公會(「香港會計師公會」)頒佈的香港審計準則(「香港審計準則」)進行審核。吾等在該等準則下承擔的責任已在本報告核數師就審核綜合財務報表承擔的責任一節中作進一步闡述。根據香港會計師公會頒佈的專業會計師道德守則(「守則」),吾等獨立於 貴集團,並已履行守則中的其他專業道德責任。吾等相信,吾等所獲得的審核憑證能充足及適當地為吾等的審核意見提供基礎。



## MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

As stipulated in the announcement dated 20 March 2024, the Company did not repay a principal of US\$300,000,000 for certain senior notes due in March 2024. This condition along with other matters as set forth in note 2.1, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

## 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. In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report. 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.

## 有關持續經營的重大不確定因素

根據日期為2024年3月20日的公告訂明，貴公司未有償還若干於2024年3月到期的優先票據，未償還本金額為300,000,000美元。該情況連同附註2.1所載的其他事項顯示貴集團繼續以持續基準經營的能力可能存在重大疑問。吾等的意見未有就此事項作出修訂。

## 關鍵審核事項

關鍵審核事項是根據吾等的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。除有關持續經營的重大不確定因素所述的事宜外，吾等已將下述釐定需要在報告中溝通的關鍵審核事項。該等事項是在吾等審核整體綜合財務報表及出具意見時處理，且吾等不對該等事項提供單獨的意見。吾等對下述每一事項在審核中是如何對的描述也以此為背景。有關吾等在審核過程中如何處理下述事項的描述乃以此為背景。

吾等已經履行本報告核數師就審核綜合財務報表承擔的責任一節闡述的責任，包括與該等關鍵審核事項相關的責任。相應地，吾等的審核工作包括執行為應對評估的綜合財務報表重大錯報風險而設計的審核程序。吾等執行審核程序的結果，包括應對下述關鍵審核事項所執行的程序，為綜合財務報表整體發表審核意見提供了基礎。

KEY AUDIT MATTERS (Continued)

關鍵審核事項 (續)

Key audit matter  
關鍵審核事項

How our audit addressed the key audit matter  
吾等於審核中如何處理關鍵審核事項

Valuation of investment properties  
投資物業估值

The Group owned investment properties in Chinese Mainland, including completed investment properties and investment properties under construction, which were measured at fair value and their aggregate carrying amount was approximately RMB16,845,700,000 as at 31 December 2023.

貴集團於中國內地擁有的投資物業，包括已竣工投資物業及在建投資物業，按公平值計量，於2023年12月31日，其總賬面值約為人民幣16,845,700,000元。

The Group engaged Jones Lang LaSalle Corporate Appraisal and Advisory Limited, Shenzhen Cushman & Wakefield Real Estate Evaluation Co., Ltd. and Savills Valuation and Professional Services (China) Limited, independent professionally qualified valuers to perform the valuations of the aforementioned properties as at 31 December 2023. Significant judgement was required to determine the fair values of the investment properties, which reflected market conditions as at the end of the reporting period. The fair value of completed commercial properties was determined using the income approach by taking into account the 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 have been then capitalised to determine the fair value at an appropriate capitalisation rate. The fair value of commercial properties under construction was determined using the cost method, which has taken into account the market value of land use right plus the construction cost incurred so far and an appropriate gross margin. Changes in these assumptions would have significant effects on the valuation of the investment properties. Accordingly, the valuation of the investment properties was identified as a key audit matter.

貴集團已委聘獨立專業合資格估值師仲量聯行企業評估及諮詢有限公司、戴德量行房地產評估(深圳)有限公司及第一太平戴維斯(中國)估值及專業顧問有限公司對該等物業於2023年12月31日進行估值。釐定投資物業的公平值需要作出重大判斷，而其反映報告期末的市場狀況。已竣工商業物業的公平值乃使用收益法釐定，方法是通過計入以現有租賃所得及／或在現有市場上可收取的物業租金收入，且已就租賃的復歸收入潛力作適當估量，並已按適當的資本化率進行資本化以釐定公平值。在建商業物業的公平值使用成本法釐定，該方法已計及土地使用權的市場價值加上迄今產生的建築成本，並應用適當的毛利率。該等假設的變化將對投資物業的估值產生重大影響。因此，投資物業的估值被確定為關鍵審核事項。

The accounting policies and disclosures of the investment properties were included in note 2.4, note 3 and note 14 to the consolidated financial statements.

投資物業的會計政策及披露載於綜合財務報表附註2.4、附註3及附註14。

We have assessed and evaluated the design and operating effectiveness of the key controls of management in the valuation of investment properties.

吾等已評估及評價管理層在投資物業估值時的關鍵控制之設計及運行的有效性。

We have evaluated the competency, independence and objectivity of the external valuer. We obtained an understanding of the valuation approach and key assumptions used by the external valuers.

吾等已評估外聘估值師的能力、獨立性及客觀性。吾等已了解外聘估值師使用的估值方法及主要假設。

We have assessed the validity of the property related data used as inputs for the valuations and involved our internal valuation experts to assist us in evaluating the valuation methodology and the underlying assumptions. We have evaluated the source data used in the valuation by benchmarking them to the relevant market information on a sampling basis.

吾等已評估用作估值資料的物業相關數據的有效性，並邀請吾等的內部估值專家協助吾等評估估值方法及相關假設。吾等已按抽樣基準將估值所使用的源數據與相關市場資料作基準比較，從而對其進行評估。

We have assessed the disclosures related to the valuation of investment properties in the consolidated financial statements with reference to the requirements of the prevailing accounting standards. We have referred to the requirements of the prevailing accounting standards. We have referred to the requirements of the prevailing accounting standards. We have referred to the requirements of the prevailing accounting standards.

吾等已參考現行會計準則的規定，評估綜合財務報表內有關投資物業估值的披露。

## KEY AUDIT MATTERS (Continued)

### Key audit matter 關鍵審核事項

#### *Provision for land appreciation tax* 土地增值稅撥備

The Group is a property developer in Chinese Mainland focusing on the development of residential properties and the development, operation and management of commercial and mixed-use properties. Land appreciation tax ("LAT") in Chinese Mainland was one of the main components of the Group's taxation charge. LAT is levied on the sale of properties at progressive rates ranging from 30% to 60% based on the appreciation of land value. As at 31 December 2023, the management of the Group estimated the provision for LAT based on their understanding and interpretation of the relevant tax rules and regulations, and the estimated total sales of properties less total deductible expenditure, which included lease charges for land use rights, property development costs, borrowing costs and development expenditure. Provision for LAT in Chinese Mainland was significant to the consolidated financial statements of the Group and involved significant management's judgement and interpretation of the relevant tax provisions. Accordingly, provision for LAT was identified as a key audit matter.

貴集團為一家中國內地物業開發企業，專注於開發住宅物業，以及開發、營運及管理商業及綜合物業。中國內地的土地增值稅（「土地增值稅」）為貴集團稅項支出的主要組成部分之一。物業銷售的土地增值稅乃按照30%至60%的累進稅率對土地增值額徵收。於2023年12月31日，貴集團管理層會根據其對相關稅務規則及法規的理解及詮釋，以及估計物業銷售總額減可扣減開支總額（包括土地使用權租賃開支、物業開發成本、借款成本及開發支出），對土地增值稅撥備作出估計。中國內地土地增值稅撥備對貴集團綜合財務報表而言屬重大，且涉及管理層的重大判斷及對相關稅率的詮釋。因此，土地增值稅撥備被確定為關鍵審核事項。

The accounting policies and disclosures of the provision for land appreciation tax were included in note 2.4, note 3 and note 10 to the consolidated financial statements.

土地增值稅撥備的會計政策及披露載於綜合財務報表附註2.4、附註3及附註10。

## 關鍵審核事項 (續)

### How our audit addressed the key audit matter 吾等於審核中如何處理關鍵審核事項

We assessed and evaluated the design and operating effectiveness of the key controls of management in the calculation of the provision for LAT.

吾等評估及評價管理層在計算土地增值稅撥備時關鍵控制之設計及運行的有效性。

We involved our internal tax specialists to assist us to perform a review on the LAT position, including the review of the estimates and assumptions used by the Group and the evaluation of tax exposure based on communications with the relevant tax authorities by applying our knowledge and experience. We also recalculated the tax computation and compared our calculations with the amounts recorded by the Group.

吾等已委聘我們內部稅務專家協助吾等對土地增值稅狀況進行審閱，包括審閱貴集團使用的估計及假設，以及根據與相關稅務部門的溝通及運用吾等的知識及經驗評估稅務風險。吾等亦已重新計算稅項計算結果，並將吾等的計算結果與貴集團錄得的金額進行比較。

We assessed the disclosures related to the provision for LAT in the consolidated financial statements with reference to the requirements of the prevailing accounting standards.

吾等參考現行會計準則的規定，評估綜合財務報表內有關土地增值稅撥備的披露。

## KEY AUDIT MATTERS (Continued)

## 關鍵審核事項(續)

### Key audit matter 關鍵審核事項

### How our audit addressed the key audit matter 吾等於審核中如何處理關鍵審核事項

*Provision for impairment of properties under development and completed properties held for sale*

發展中物業及持作出售竣工物業的減值撥備

The Group had properties under development and completed properties for sale of RMB62,580,103,000 and RMB15,408,278,000, respectively, as at 31 December 2023, which represented 48% and 12% of the Group's total assets, respectively. The carrying amounts of properties under development and completed properties for sale are stated at the lower of cost and net realisable value.

於2023年12月31日，本集團的發展中物業及持作銷售物業分別為人民幣62,580,103,000元及人民幣15,408,278,000元，分別相當於本集團總資產48%及12%。發展中物業及可供出售之竣工物業乃按成本與可變現淨值之較低者計算。

The determination of net realisable value (the "NRV") of the properties under development and completed properties for sale involved critical accounting estimates on the selling price, costs to make the sale and, for properties under development, the costs to completion. Given the significant balance of properties under development and completed properties for sale and the involvement of critical accounting estimates, the assessment of the net realisable value of properties under development and completed properties for sale was considered as a key audit matter.

確定發展中物業及可供出售之竣工物業的可變現淨值（「可變現淨值」）涉及對銷售價格、銷售成本及就可供出售之竣工物業而言之完工成本的關鍵會計估計。鑒於發展中物業及可供出售之竣工物業的重大結餘以及涉及關鍵會計估計，評估發展中物業及可供出售之竣工物業的可變現淨值被視為關鍵審計事項。

The accounting policies and disclosures of the properties under development and completed properties for sale were included in note 2.4, note 3, note 20 and note 21 to the consolidated financial statements.

發展中物業及可供出售之竣工物業的會計政策及披露載於綜合財務報表附註2.4、附註3、附註20及附註21。

We assessed and evaluated the design and operating effectiveness of the key controls of management in the calculation of the provision for impairment of properties under development and completed properties held for sale.

吾等已評估及評價管理層在計算發展中物業及持作出售已竣工物業減值撥備時關鍵控制之設計及運行的有效性。

In assessing the NRV of the properties under development and completed properties held for sale, we evaluated, on a sampling basis, the reasonableness of their forecasted selling price based on the current market price of properties of comparable locations and conditions, and involved our internal valuation experts to assist us in evaluating the methodology and key assumptions adopted in the impairment assessments.

吾等於評估發展中物業及可供出售竣工物業的可變現淨值時，以抽樣方式根據具可比地段及條件物業的當前市場價格，對其預測銷售價格之合理性作出評價，並邀請內部估計專家協助我們評估於減值評估中所採用的方法及主要假設。

For construction costs to be incurred to complete properties under development, we obtained an understanding of management's process in estimating the future costs to completion for the properties under development and assessed the reasonableness of the budgeted construction costs, on a sampling basis, by comparing to the actual development costs of similar projects recently completed by the Group and by checking to construction contracts and other relevant documents.

就完成發展中物業將產生的建築成本而言，我們已了解管理層對發展中物業之未來竣工成本的估計過程，並以抽樣方式，通過與貴集團最近完成之類似項目的實際開發成本進行對比及核對建築合約及其他相關文件，對預計建築成本之合理性作出評估。

We assessed the disclosures related to the provision for impairment of properties under development and completed properties held for sale in the consolidated financial statements with reference to the requirements of the prevailing accounting standards.

吾等已參考現行會計準則的規定，評估綜合財務報表內有關發展中物業及持作出售已竣工物業減值撥備的披露。



## INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

### OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

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

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

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

### RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

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

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

### 刊載於年報內的其他資料

貴公司董事需對其他資料負責。其他資料包括刊載於年報內的資料，但不包括綜合財務報表及吾等的核數師報告。

吾等對綜合財務報表的意見並不涵蓋其他資料，吾等亦不對該等其他資料發表任何形式的鑒證結論。

結合吾等對綜合財務報表的審核，吾等的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或吾等在審核過程中所了解的情況存在重大抵觸或者似乎存在重大錯報的情況。基於吾等已執行的工作，如果吾等認為其他資料存在重大錯報，吾等需要報告該事實。吾等就此並無任何報告。

### 董事就綜合財務報表須承擔的責任

貴公司董事須負責根據國際會計準則理事會頒佈的國際財務報告準則及香港公司條例的披露規定擬備真實而公允的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯報所需的內部控制負責。

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

審核委員會協助貴公司董事履行職責監督貴集團的財務報告過程。

### 核數師就審核綜合財務報表承擔的責任

吾等的目標，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報取得合理保證，並出具包括吾等意見的核數師報告。吾等僅對全體股東作出報告，除此以外，本報告並無其他用途。吾等不會就核數師報告的內容向任何其他人士負責或承擔任何責任。

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

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.
- 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.

## 核數師就審核綜合財務報表承擔的責任 (續)

合理保證是高水平的保證，但不能保證按照香港審計準則進行的審核，在某一重大錯報存在時總能發現。錯報可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響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，則有關的錯報可被視作重大。

在根據香港審計準則進行審核的過程中，吾等運用了專業判斷，保持了專業懷疑態度。吾等亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯報的風險，設計及執行審核程序以應對該等風險，以及獲取充足和適當的審核憑證，作為吾等意見的基礎。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報的風險高於未能發現因錯誤而導致的重大錯報的風險。
- 了解與審核相關的內部控制，以設計適當的審核程序，但目的並非對 貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審核憑證，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。如果吾等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，則吾等應當發表非無保留意見。吾等的結論是基於核數師報告日止所取得的審核憑證。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公允反映相關交易和事項。
- 就 貴集團內實體或業務活動的財務信息獲取充足、適當的審核憑證，以便對綜合財務報表發表意見。吾等負責 貴集團審核的方向、監督及執行。吾等為審核意見承擔全部責任。



## INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

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

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Ho Wai Ling.

*Certified Public Accountants*  
Hong Kong

28 March 2024

### 核數師就審核綜合財務報表承擔的責任 (續)

除其他事項外，吾等與審核委員會溝通了計劃的審核範圍、時間安排、重大審核發現等，包括吾等在審核中識別出內部控制的任何重大缺陷。

吾等亦向審核委員會提交聲明，說明吾等已符合有關獨立性的相關專業道德要求，並與彼等溝通有可能合理地被認為會影響吾等獨立性的所有關係及其他事項，以及在適用的情況下，為消除威脅而採取的適用行動或防範措施。

從與審核委員會溝通的事項中，吾等確定對本期綜合財務報表的審核最為重要的事項，因而構成關鍵審核事項。吾等在核數師報告中描述該等事項，除非法律法規不允許公開披露該等事項，或在極端罕見的情況下，如果合理預期在吾等報告中溝通某事項造成的負面後果超過產生的公眾利益，吾等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核項目合夥人為何惠玲。

執業會計師  
香港

2024年3月28日

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 綜合損益及其他全面收益表

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
<b>REVENUE</b>	<b>收入</b>	5	<b>34,248,685</b>	35,318,003
Cost of sales	銷售成本		<b>(31,719,977)</b>	(30,138,519)
<b>Gross profit</b>	<b>毛利</b>		<b>2,528,708</b>	5,179,484
Other income and gains	其他收入及收益	5	<b>23,105</b>	60,041
Selling and distribution expenses	銷售及分銷開支		<b>(1,030,479)</b>	(931,729)
Administrative expenses	行政開支		<b>(686,337)</b>	(853,707)
Finance income	財務收入		<b>51,611</b>	91,290
Finance costs	財務成本	7	<b>(295,840)</b>	(236,100)
Other expenses	其他開支		<b>(152,134)</b>	(191,638)
Fair value gains on investment properties	投資物業的公平值收益	14	<b>359,762</b>	844,574
Fair value losses on financial assets at fair value through profit or loss	按公平值計入損益的金融資產的 公平值虧損		<b>(1,418)</b>	(14,168)
Share of profits and losses of:	應佔下列公司溢利及虧損：			
Joint ventures	合營企業	17	<b>(99,360)</b>	(732,632)
Associates	聯營公司	18	<b>139</b>	491,020
<b>PROFIT BEFORE TAX</b>	<b>除稅前溢利</b>	6	<b>697,757</b>	3,706,435
Income tax expense	所得稅開支	10	<b>(1,131,700)</b>	(1,623,285)
<b>(LOSS)/PROFIT FOR THE YEAR</b>	<b>年內(虧損)/溢利</b>		<b>(433,943)</b>	2,083,150
<b>OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX</b>	<b>年內其他全面收入，扣除稅項</b>		<b>-</b>	-
<b>TOTAL COMPREHENSIVE (LOSS)/INCOME FOR THE YEAR</b>	<b>年內全面(虧損)/收入總額</b>		<b>(433,943)</b>	2,083,150
Attributable to:	以下各項應佔：			
Owners of the parent	母公司擁有人		<b>(581,248)</b>	1,705,026
Non-controlling interests	非控股權益		<b>147,305</b>	378,124
			<b>(433,943)</b>	2,083,150
<b>(LOSS)/EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT</b>	<b>母公司普通權益持有人應佔每股 (虧損)/盈利</b>			
Basic and diluted (loss)/earnings per share	每股基本及攤薄(虧損)/盈利	12	<b>RMB(0.14) yuan 人民幣(0.14)元</b>	RMB0.42 yuan 人民幣0.42元



# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

31 December 2023

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
	Notes 附註			
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	13	884,656	519,023
Right-of-use assets	使用權資產	15	729,667	744,232
Investment properties	投資物業	14	16,845,700	16,330,200
Intangible assets	無形資產	16	21,697	24,199
Investments in joint ventures	於合營企業的投資	17	2,581,944	2,421,726
Investments in associates	於聯營公司的投資	18	5,705,529	5,688,636
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	26	84,405	105,020
Deferred tax assets	遞延稅項資產	19	2,286,927	2,650,754
Other non-current assets	其他非流動資產	25	1,402,644	1,402,644
Total non-current assets	非流動資產總值		30,543,169	29,886,434
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Properties under development	開發中物業	20	62,580,103	88,551,479
Completed properties held for sale	持作出售的竣工物業	21	15,408,278	12,472,551
Trade receivables	貿易應收款項	22	39,458	50,510
Contract cost assets	合約成本資產	23	899,672	1,205,954
Due from related parties	應收關聯方款項	41	4,100,131	6,621,121
Prepayments, other receivables and other assets	預付款項、其他應收款項及 其他資產	24	8,028,479	9,395,145
Tax recoverable	可收回稅項		1,082,370	1,168,535
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	26	23,408	4,294
Cash and bank balances	現金及銀行結餘	27	7,072,920	12,319,530
Total current assets	流動資產總值		99,234,819	131,789,119
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Trade payables	貿易應付款項	28	11,053,574	13,106,078
Other payables and accruals	其他應付款項及應計費用	29	2,676,974	2,592,136
Contract liabilities	合約負債	30	37,659,856	59,397,834
Due to related parties	應付關聯方款項	41	4,928,152	5,437,467
Tax payable	應付稅項	10	5,739,088	5,270,090
Interest-bearing bank and other borrowings	計息銀行及其他借款	31	11,734,403	10,937,353
Proceeds from asset-backed securities	資產抵押證券所得款項	32	47,606	70,696
Senior notes	優先票據	33	2,142,841	440,607
Corporate bonds	公司債券	34	15,707	667,743
Lease liabilities within one year	一年內的租賃負債	15	3,354	10,747
Total current liabilities	流動負債總額		76,001,555	97,930,751

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
**綜合財務狀況表**

31 December 2023

2023年12月31日

		Notes 附註	<b>31 December 2023 2023年 12月31日 RMB'000 人民幣千元</b>	31 December 2022 2022年 12月31日 RMB'000 人民幣千元
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>		<b>23,233,264</b>	33,858,368
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>資產總值減流動負債</b>		<b>53,776,433</b>	63,744,802
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Interest-bearing bank and other borrowings	計息銀行及其他借款	31	<b>11,036,720</b>	15,607,467
Proceeds from asset-backed securities	資產抵押證券所得款項	32	<b>1,672,856</b>	5,218,481
Senior notes	優先票據	33	-	2,075,827
Corporate bonds	公司債券	34	<b>2,778,304</b>	2,797,578
Lease liabilities	租賃負債	15	<b>2,497</b>	3,343
Deferred tax liabilities	遞延稅項負債	19	<b>2,336,955</b>	2,459,068
Total non-current liabilities	非流動負債總額		<b>17,827,332</b>	28,161,764
<b>Net assets</b>	<b>資產淨值</b>		<b>35,949,101</b>	35,583,038
<b>EQUITY</b>	<b>權益</b>			
<b>Equity attributable to owners of the parent</b>	<b>母公司擁有人應佔權益</b>			
Share capital	股本	35	<b>35,095</b>	35,095
Reserves	儲備	36	<b>23,917,824</b>	24,499,072
			<b>23,952,919</b>	24,534,167
Non-controlling interests	非控股權益		<b>11,996,182</b>	11,048,871
<b>Total equity</b>	<b>權益總額</b>		<b>35,949,101</b>	35,583,038

**Mr. Lam Ting Keung**

林定强先生

Director

董事

**Mr. Xu Xiaodong**

徐小冬先生

Director

董事

# 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 parent 母公司擁有人應佔							Non-controlling interests		Total equity
		Share capital	Share premium	Capital reserve	Statutory surplus reserve	Asset revaluation reserve	Retained profits	Total			
		股本	股份溢價	資本儲備	法定盈餘儲備	資產重估儲備	保留溢利	總計	非控股權益	權益總額	
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
		Note 35	Note 36(a)	Note 36(b)	Note 36(c)	Note 36(d)					
		附註35	附註36(a)	附註36(b)	附註36(c)	附註36(d)					
As at 31 December 2022 and 1 January 2023	於2022年12月31日及 2023年1月1日	35,095	679,084	(555,406)	2,844,218	5,287	21,525,889	24,534,167	11,048,871	35,583,038	
(Loss)/profit for the year	年內(虧損)/溢利	-	-	-	-	-	(581,248)	(581,248)	147,305	(433,943)	
Other comprehensive (loss)/income for the year	年內其他全面(虧損)/收入	-	-	-	-	-	-	-	-	-	
Total comprehensive (loss)/income for the year	年內全面(虧損)/收入總額	-	-	-	-	-	(581,248)	(581,248)	147,305	(433,943)	
Appropriations to statutory surplus reserves	計提法定盈餘儲備	-	-	-	186,443	-	(186,443)	-	-	-	
Disposal of a subsidiary	出售一間附屬公司	-	-	-	-	-	-	-	(164,127)	(164,127)	
Capital contribution by the non-controlling shareholder of a subsidiary	附屬公司非控股股東出資	-	-	-	-	-	-	-	980,800	980,800	
Dividends declared to the non-controlling shareholders of subsidiaries	各附屬公司非控股股東宣派股息	-	-	-	-	-	-	-	(16,667)	(16,667)	
At 31 December 2023	2023年12月31日	35,095	679,084*	(555,406)*	3,030,661*	5,287*	20,758,198*	23,952,919	11,996,182	35,949,101	
As at 31 December 2021 and 1 January 2022	於2021年12月31日及 2022年1月1日	35,095	1,204,964	(273,227)	2,517,580	5,287	20,147,501	23,637,200	13,934,505	37,571,705	
Profit for the year	年內溢利	-	-	-	-	-	1,705,026	1,705,026	378,124	2,083,150	
Other comprehensive (loss)/income for the year	年內其他全面(虧損)/收入	-	-	-	-	-	-	-	-	-	
Total comprehensive income for the year	年內全面收入總額	-	-	-	-	-	1,705,026	1,705,026	378,124	2,083,150	
Appropriations to statutory surplus reserves	計提法定盈餘儲備	-	-	-	326,638	-	(326,638)	-	-	-	
Acquisition of non-controlling interests	收購非控股權益	-	-	(282,179)	-	-	-	(282,179)	(3,273,774)	(3,555,953)	
Capital contribution by the non-controlling shareholder of a subsidiary	附屬公司非控股股東出資	-	-	-	-	-	-	-	24,000	24,000	
Dividends declared to the non-controlling shareholders of subsidiaries	向附屬公司非控股股東宣派股息	-	-	-	-	-	-	-	(13,984)	(13,984)	
Dividends and distributions	股息及分派	-	(525,880)	-	-	-	-	(525,880)	-	(525,880)	
At 31 December 2022	於2022年12月31日	35,095	679,084*	(555,406)*	2,844,218*	5,287*	21,525,889*	24,534,167	11,048,871	35,583,038	

\* These reserve accounts comprise the consolidated reserves of RMB23,917,824,000 (2022: RMB24,499,072,000) in the consolidated statement of financial position.

\* 該等儲備賬包括綜合財務狀況表中的綜合儲備人民幣23,917,824,000元(2022年: 人民幣24,499,072,000元)。

# 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
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>經營活動所得現金流量</b>		
Profit before tax	除稅前溢利	<b>697,757</b>	3,706,435
Adjustments for:	調整：		
Depreciation of items of property, plant and equipment	物業、廠房及設備項目折舊	6,13	28,406
Depreciation of right-of-use assets	使用權資產折舊	6,15(a)	46,921
Amortisation of intangible assets	無形資產攤銷	6,16	3,645
Impairment losses recognised for properties under development	開發中物業確認的減值虧損	6,20	111,632
Impairment losses recognised for completed properties held for sale	持作出售已竣工物業確認的減值虧損	6,21	233,966
Impairment losses recognised for financial assets	金融資產確認的減值虧損	6,22,24	19,646
Exchange loss	匯兌虧損		292,534
Fair value losses from financial assets at fair value through profit or loss	按公平值計入損益的金融資產的公平值虧損		14,168
Gain on derecognition of fair value through profit or loss	終止確認按公平值計入損益的收益	5	(234)
Gain on disposal of an associate	出售一間聯營公司的收益	5	(28,616)
Share of profits and losses of joint ventures	分佔合營企業溢利及虧損	17	732,632
Share of profits and losses of associates	分佔聯營公司溢利及虧損	18	(491,020)
Fair value gains on investment properties	投資物業的公平值收益	14	(844,574)
Net gain on disposal of items of property, plant and equipment	出售物業、廠房及設備項目的淨收益		(29)
Gain on disposal of right-of-use assets	出售使用權資產的收益		-
Finance costs	財務成本	7	236,100
Finance income	財務收入		(91,290)
Decrease in properties under development and completed properties held for sale	開發中物業及持作出售已竣工物業減少		18,190,531
Decrease in prepayments and other receivables	預付款項及其他應收款項減少		1,829,937
Decrease/(increase) in restricted cash	受限制現金減少／(增加)		(558,025)
Decrease in trade receivables	貿易應收款項減少		3,190
Decrease/(increase) in contract cost assets	合約成本資產減少／(增加)		(260,759)
Increase in trade payables	貿易應付款項增加		(450,884)
Increase in amounts due from related parties	應收關聯方款項增加		(762,103)
Increase in other payables and accruals	其他應付款項及應計費用增加		787,806
Decrease in contract liabilities	合約負債減少		(13,293,343)
Increase in amounts due to related parties	應付關聯方款項增加		30,809
<b>Cash generated from operations</b>	<b>經營所得現金</b>	<b>8,509,623</b>	9,487,481
Interest received	已收利息	51,611	91,290
Tax paid	已付稅項	(457,840)	(1,231,955)
<b>Net cash flows from operating activities</b>	<b>經營活動所得現金流量淨額</b>	<b>8,103,394</b>	8,346,816

# 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
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Purchases of items of property, plant and equipment		(169,041)	(33,895)
Purchases of intangible assets	16	(1,970)	(9,153)
Purchases of right-of-use assets		(24,850)	(24,158)
Increase in investment properties		(375,738)	(46,610)
Acquisition of financial assets at fair value through profit or loss		(19,977)	(18,838)
Disposal of financial assets at fair value through profit or loss		20,168	79,466
Advances to related parties	41	(51,498)	(420,003)
Receipt of advances to related parties	41	2,562,477	2,435,824
Disposal of intangible assets	16	-	82
Disposal of items of property, plant and equipment		3,114	407
<b>Net cash flows from investing activities</b>		<b>1,942,685</b>	<b>1,963,122</b>
<b>CASH FLOWS USED IN FINANCING ACTIVITIES</b>			
Proceeds from issue of convertible bonds	34	1,586,859	1,186,991
Repayment of proceeds from issue of corporate bonds		(2,081,300)	(4,370,000)
Repayment of proceeds from issue of senior notes		(409,992)	(2,198,422)
Capital contribution from non-controlling shareholders of the subsidiaries		980,800	24,000
Interest paid		(2,064,017)	(3,082,240)
Advances from related parties	41	203,332	1,437,701
Repayment of advances from related parties	41	(752,620)	(1,009,385)
Repayment of proceeds from asset-backed securities		(3,580,944)	(28,372)
Decrease in pledged deposits	27	10,000	840,000
Decrease in restricted cash		-	315,248
Proceeds from interest-bearing bank and other borrowings		6,573,940	5,494,300
Repayment of interest-bearing bank and other borrowings		(10,107,215)	(15,045,507)
Payment of lease liabilities	15	(7,497)	(16,542)
Dividends paid		-	(479,749)
Acquisition of additional interests in subsidiaries		-	(207,416)
<b>Net cash flows used in financing activities</b>		<b>(9,648,654)</b>	<b>(17,139,393)</b>
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>		<b>397,425</b>	<b>(6,829,455)</b>

**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
Cash and cash equivalents at beginning of year	年初現金及現金等價物		4,410,184	11,221,917
Effect of foreign exchange rate changes, net	外匯匯率變動的淨影響		428	17,722
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<b>年末現金及現金等價物</b>		<b>4,808,037</b>	4,410,184
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物結餘的分析</b>			
Cash and bank balances	現金及銀行結餘	27	7,072,920	12,319,530
Less: Restricted cash	減：受限制現金	27	2,264,883	7,899,346
Pledged deposits	已抵押存款	27	-	10,000
Cash and cash equivalents as stated in the statement of cash flows	現金流量表所列現金及現金等價物		4,808,037	4,410,184



# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

31 December 2023  
2023年12月31日

### 1. CORPORATE AND GROUP INFORMATION

The Company is an exempted company incorporated in the Cayman Islands. The Company's shares were listed on the Main Board of the Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") on 29 October 2020. The registered office address of the Company is P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands.

The Company is an investment holding company. During the year, the Group was involved in the development and sale of properties, property leasing and the provision of management consulting services.

In the opinion of the directors, the holding company and the ultimate holding company of the Company is Radiance Group Holdings Limited, which is incorporated in the Cayman Islands.

### 1. 公司及集團資料

本公司為一間於開曼群島註冊成立的獲豁免公司。本公司股份於2020年10月29日在香港聯合交易所有限公司（「**聯交所**」）主板上市。本公司的註冊辦事處地址為P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands。

本公司為投資控股公司。於年內，本集團參與物業開發及銷售、物業租賃及提供管理諮詢服務。

董事認為，本公司的控股公司及最終控股公司為於開曼群島註冊成立的金輝集團控股有限公司。

## 1. CORPORATE AND GROUP INFORMATION (Continued)

### Information about subsidiaries

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

Names of companies	Notes	Place of incorporation/ registration and business	Nominal value of registered share capital	Effective percentage of the controlling equity interest attributable to the Company 本公司應佔 實際控制 權益百分比	Principal activities
公司名稱	附註	註冊成立/ 註冊及營業地點	註冊股本 面值 ('000) (以千計)		主要業務
<b>Directly held:</b> 直接持有：					
Jubalance Properties Limited		British Virgin Islands 英屬處女群島	US\$0.003 0.003美元	100.00%	Investment holding 投資控股
<b>Indirectly held:</b> 間接持有：					
Radiance Group Co., Ltd. ("Radiance Group") 金輝集團股份有限公司 (「金輝集團」)	(1)	PRC/ Mainland China 中國/中國內地	RMB1,800,000 人民幣1,800,000元	96.00%	Property development 物業開發
Beijing Juye Real Estate Co., Ltd. ("Beijing Juye Real Estate") 北京居業置業有限公司 (「北京居業置業」)	(1)	PRC/ Mainland China 中國/中國內地	RMB3,961,408 人民幣3,961,408元	96.00%	Property development and leasing 物業開發及租賃
Beijing Beijian Land Port International Logistics Co., Ltd. ("Beijing Beijian Land Port International") 北京北建陸港國際物流有限公司 (「北京北建陸港國際」)	(1)	PRC/ Mainland China 中國/中國內地	RMB124,000 人民幣124,000元	96.00%	Property development 物業開發
Shenyang Guangxing Properties Development Co., Ltd. ("Shenyang Guangxing Properties") 瀋陽廣興房地產開發有限公司 (「瀋陽廣興房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB21,000 人民幣21,000元	96.00%	Property development 物業開發
Shijiazhuang Ronghui Properties Development Co., Ltd. ("Shijiazhuang Ronghui Properties") 石家莊融輝房地產開發有限公司 (「石家莊融輝房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB10,000 人民幣10,000元	96.00%	Property development 物業開發
Fuzhou Ronghui Properties Co., Ltd. ("Fuzhou Ronghui Properties") 福州融輝房地產有限公司 (「福州融輝房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB216,000 人民幣216,000元	96.00%	Property development 物業開發
Rongqiao (FuZhou) Real Estate Co., Ltd. ("Rongqiao (Fuzhou) Real Estate") 融僑(福州)置業有限公司 (「融僑(福州)置業」)	(1)	PRC/ Mainland China 中國/中國內地	US\$30,000 30,000美元	57.60%	Property development 物業開發

## 1. 公司及集團資料 (續)

### 有關附屬公司的資料

本公司主要附屬公司的詳情載列如下：



# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

31 December 2023

2023年12月31日

### 1. CORPORATE AND GROUP INFORMATION (Continued)

#### Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are as follows:  
(Continued)

Names of companies	Notes	Place of incorporation/ registration and business	Nominal value of registered share capital	Effective percentage of the controlling equity interest attributable to the Company 本公司應佔 實際控制 權益百分比	Principal activities
公司名稱	附註	註冊成立/ 註冊及營業地點	註冊股本 面值 (‘000) (以千計)		主要業務
<i>Indirectly held: (Continued)</i> 間接持有：(續)					
Fujian Pingtan Zhuojia Juye Architectural Decoration Co., Ltd. ("Fujian Pingtan Zhuojia Juye Architectural") 福建省平潭築嘉居業建築裝飾有限責任公司 (「福建省平潭築嘉居業建築」)	(1)	PRC/ Mainland China 中國/中國內地	RMB500,000 人民幣500,000元	96.00%	Construction decoration 建築裝修
Chongqing Jinhui Changjiang Properties Co., Ltd. ("Chongqing Jinhui Changjiang") 重慶金輝長江房地產有限公司 (「重慶金輝長江」)	(1)	PRC/ Mainland China 中國/中國內地	RMB741,701 人民幣741,701元	96.00%	Property development 物業開發
Huizhou Hengshengtai Properties Development Co., Ltd. ("Huizhou Hengshengtai Properties") 惠州市恒盛泰房地產開發有限公司 (「惠州市恒盛泰房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB120,000 人民幣120,000元	96.00%	Property development 物業開發
Xi'an Jinhui Properties Development Co., Ltd. ("Xi'an Jinhui Properties") 西安金輝房地產開發有限公司 (「西安金輝房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB746,424 人民幣746,424元	96.00%	Property development 物業開發
Xi'an Jinhui Juye Properties Development Co., Ltd. ("Xi'an Jinhui Juye Properties") 西安金輝居業房地產開發有限公司 (「西安金輝居業房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB392,157 人民幣392,157元	96.00%	Property development 物業開發
Xi'an Ronghui Properties Development Co., Ltd. ("Xi'an Ronghui Properties") 西安融輝房地產開發有限公司 (「西安融輝房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB100,000 人民幣100,000元	96.00%	Property development 物業開發
Xi'an Qujiang Yuanshan Real Estate Co., Ltd. ("Xi'an Qujiang Yuanshan Real Estate") 西安曲江原山置業有限公司 (「西安曲江原山置業」)	(1)	PRC/ Mainland China 中國/中國內地	RMB105,260 人民幣105,260元	96.00%	Property development 物業開發

### 1. 公司及集團資料 (續)

#### 有關附屬公司的資料 (續)

本公司主要附屬公司的詳情載列如下：(續)

## 1. CORPORATE AND GROUP INFORMATION (Continued)

### Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are as follows:  
(Continued)

Names of companies	Notes	Place of incorporation/ registration and business	Nominal value of registered share capital	Effective percentage of the controlling equity interest attributable to the Company 本公司應佔 實際控制 權益百分比	Principal activities
公司名稱	附註	註冊成立/ 註冊及營業地點	註冊股本 面值 (‘000) (以千計)		主要業務
<i>Indirectly held: (Continued)</i> 間接持有：(續)					
Xi'an Qujiang Hechuang Properties Development Co., Ltd. ("Xi'an Qujiang Hechuang Properties") 西安曲江合創房地產開發有限公司 (「西安曲江合創房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB100,000 人民幣100,000元	96.00%	Property development 物業開發
Xi'an Bolang Properties Development Co., Ltd. ("Xi'an Bolang Properties Development") 西安博朗房地產開發有限公司 (「西安博朗房地產開發」)	(1)	PRC/ Mainland China 中國/中國內地	RMB20,000 人民幣20,000元	96.00%	Property development 物業開發
Xi'an Huiyao Properties Development Co., Ltd. ("Xi'an Huiyao Properties") 西安輝耀房地產開發有限公司 (「西安輝耀房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB21,050 人民幣21,050元	96.00%	Property development 物業開發
Shaanxi Fenghong Properties Development Co., Ltd. ("Shaanxi Fenghong Properties") 陝西楓泓房地產開發有限公司 (「陝西楓泓房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB50,000 人民幣50,000元	96.00%	Property development 物業開發
Suzhou Jinhui Xinyuan Real Estate Co., Ltd. ("Jinhui Xinyuan") 蘇州金輝新園置業有限公司 (「金輝新園」)	(1)	PRC/ Mainland China 中國/中國內地	RMB20,000 人民幣20,000元	96.00%	Property development 物業開發
Jurong Gonghua Properties Development Co., Ltd. ("Jurong Gonghua Properties") 句容恭華房地產開發有限公司 (「句容恭華房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB20,000 人民幣20,000元	96.00%	Property development 物業開發
Huaian Jinhui Real Estate Co., Ltd. ("Huaian Jinhui Real Estate") 淮安金輝置業有限公司 (「淮安金輝置業」)	(1)	PRC/ Mainland China 中國/中國內地	RMB100,000 人民幣100,000元	96.00%	Property development 物業開發

## 1. 公司及集團資料 (續)

### 有關附屬公司的資料 (續)

本公司主要附屬公司的詳情載列如下：(續)

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

31 December 2023

2023年12月31日

### 1. CORPORATE AND GROUP INFORMATION (Continued)

#### Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are as follows:  
(Continued)

Names of companies	Notes	Place of incorporation/ registration and business	Nominal value of registered share capital	Effective percentage of the controlling equity interest attributable to the Company 本公司應佔 實際控制 權益百分比	Principal activities
公司名稱	附註	註冊成立/ 註冊及營業地點	註冊股本 面值 (‘000) (以千計)		主要業務
<i>Indirectly held: (Continued)</i> 間接持有：(續)					
Lianyungang Ronghui Real Estate Co., Ltd. ("Lianyungang Ronghui Real Estate") 連雲港融輝置業有限公司 (「連雲港融輝置業」)	(1)	PRC/ Mainland China 中國/中國內地	RMB100,000 人民幣100,000元	96.00%	Property development 物業開發
Yancheng Jinhui Juye Properties Development Co., Ltd. ("Yancheng Jinhui Juye Properties") 鹽城金輝居業房地產開發有限公司 (「鹽城金輝居業房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB100,000 人民幣100,000元	96.00%	Property development 物業開發
Zhenjiang Ronghui Real Estate Co., Ltd. ("Zhenjiang Ronghui Real Estate") 鎮江融輝置業有限公司 (「鎮江融輝置業」)	(1)	PRC/ Mainland China 中國/中國內地	RMB100,000 人民幣100,000元	96.00%	Property development 物業開發
Yangzhou Rongyu Properties Development Co., Ltd. ("Yangzhou Rongyu Properties") 揚州融宇房地產開發有限公司 (「揚州融宇房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB246,500 人民幣246,500元	96.00%	Property development 物業開發
Wuhan Yaoxing Properties Development Co., Ltd. ("Wuhan Yaoxing Properties") 武漢耀星房地產開發有限責任公司 (「武漢耀星房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB1,000,000 人民幣1,000,000元	62.40%	Property development 物業開發
Zhenjiang Rongyu Properties Development Co., Ltd. ("Zhenjiang Rongyu Properties Development") 鎮江融宇房地產開發有限公司 (「鎮江融宇房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB50,000 人民幣50,000元	96.00%	Property development 物業開發
Anhui Jinhui Real Estate Development Co., Ltd. ("Anhui Jinhui Real Estate") 安徽金輝房地產開發有限公司 (「安徽金輝房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB50,000 人民幣50,000元	96.00%	Property development 物業開發

### 1. 公司及集團資料 (續)

#### 有關附屬公司的資料 (續)

本公司主要附屬公司的詳情載列如下：(續)

## 1. CORPORATE AND GROUP INFORMATION (Continued)

### Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are as follows:  
(Continued)

Names of companies	Notes	Place of incorporation/ registration and business	Nominal value of registered share capital	Effective percentage of the controlling equity interest attributable to the Company	Principal activities
公司名稱	附註	註冊成立/ 註冊及營業地點	註冊股本 面值 (‘000) (以千計)	本公司應佔 實際控制 權益百分比	主要業務
<i>Indirectly held: (Continued)</i> 間接持有：(續)					
Fujian Xinlianhui Properties Development Co., Ltd. ("Fujian Xinlianhui Properties") 福建鑫聯輝房地產開發有限公司 (「福建鑫聯輝房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB10,000 人民幣10,000元	81.60%	Property development 物業開發
Wuhan Sanjianghui Logistics Investment Co., Ltd. ("Wuhan Sanjianghui") 武漢三江匯物流投資有限公司 (「武漢三江匯」)	(2)	PRC/ Mainland China 中國/中國內地	RMB500,000 人民幣500,000元	38.40%	Property development 物業開發
Xi'an Yaowei Real Estate Limited ("Xi'an Yaowei Real Estate") 西安耀威置業有限公司 (「西安耀威置業」)	(1)	PRC/ Mainland China 中國/中國內地	RMB550,000 人民幣550,000元	96.00%	Property development 物業開發
Zhengzhou Jinhui Hechuang Properties Development Co., Ltd. ("Zhengzhou Jinhui Hechuang") 鄭州金輝合創房地產開發有限公司 (「鄭州金輝合創房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB612,245 人民幣612,245元	96.00%	Property development 物業開發
Huizhou Shengjie Properties Development Co., Ltd. ("Huizhou Shengjie Properties") 惠州市升捷房地產開發有限公司 (「惠州市升捷房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB260,000 人民幣260,000元	96.00%	Property development 物業開發
Zhangjiagang Ronghui Properties Development Co., Ltd. ("Zhangjiagang Ronghui Properties") 張家港融輝房地產開發有限公司 (「張家港融輝房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB50,000 人民幣50,000元	67.20%	Property development 物業開發
Huai'an Huiyao Properties Co., Ltd. ("Huai'an Huiyao Properties") 淮安輝耀房地產有限公司 (「淮安輝耀房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB69,497 人民幣69,497元	96.00%	Property development 物業開發

## 1. 公司及集團資料 (續)

### 有關附屬公司的資料 (續)

本公司主要附屬公司的詳情載列如下：(續)

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

31 December 2023

2023年12月31日

### 1. CORPORATE AND GROUP INFORMATION (Continued)

#### Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are as follows:  
(Continued)

Names of companies	Notes	Place of incorporation/ registration and business	Nominal value of registered share capital	Effective percentage of the controlling equity interest attributable to the Company 本公司應佔 實際控制 權益百分比	Principal activities
公司名稱	附註	註冊成立/ 註冊及營業地點	註冊股本 面值 (‘000) (以千計)		主要業務
<i>Indirectly held: (Continued)</i> 間接持有：(續)					
Lianyungang Jinhui Properties Development Co., Ltd. ("Lianyungang Jinhui Properties") 連雲港金輝房地產開發有限公司 (「連雲港金輝房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB50,000 人民幣50,000元	96.00%	Property development 物業開發
Wuxi Yunhui Properties Development Co., Ltd. ("Wuxi Yunhui Properties") 無錫雲輝房地產開發有限公司 (「無錫雲輝房地產」)	(3)	PRC/ Mainland China 中國/中國內地	RMB200,000 人民幣200,000元	48.96%	Property development 物業開發
Fuqing Jinhai Properties Development Co., Ltd. ("Fuqing Jinhai Properties") 福清金海房地產開發有限公司 (「福清金海房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB500,000 人民幣500,000元	67.20%	Property development 物業開發
Foshan Chanhui Properties Co., Ltd. ("Foshan Chanhui Properties") 佛山市禪輝房地產有限公司 (「佛山市禪輝房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB10,000 人民幣10,000元	96.00%	Property development 物業開發
Quanzhou Qihui Properties Development Co., Ltd. ("Quanzhou Qihui Properties") 泉州啟輝房地產開發有限公司 (「泉州啟輝房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB50,000 人民幣50,000元	96.00%	Property development 物業開發
Chongqing Qihui Yaocheng Properties Development Co., Ltd. ("Chongqing Qihui Yaocheng") 重慶啟輝耀城房地產開發有限公司 (「重慶啟輝耀城房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB30,000 人民幣30,000元	96.00%	Property development 物業開發
Yangzhou Jinghui Properties Development Co., Ltd. ("Yangzhou Jinghui Properties") 揚州京輝房地產開發有限公司 (「揚州京輝房地產」)	(1)	PRC/ Mainland China 中國/中國內地	US\$193,705 193,705美元	64.32%	Property development 物業開發

### 1. 公司及集團資料 (續)

#### 有關附屬公司的資料 (續)

本公司主要附屬公司的詳情載列如下：(續)

## 1. CORPORATE AND GROUP INFORMATION (Continued)

### Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are as follows:  
(Continued)

## 1. 公司及集團資料 (續)

### 有關附屬公司的資料 (續)

本公司主要附屬公司的詳情載列如下：(續)

Names of companies	Notes	Place of incorporation/ registration and business	Nominal value of registered share capital	Effective percentage of the controlling equity interest attributable to the Company 本公司應佔 實際控制 權益百分比	Principal activities
公司名稱	附註	註冊成立/ 註冊及營業地點	註冊股本 面值 (‘000) (以千計)		主要業務
<i>Indirectly held: (Continued)</i> 間接持有：(續)					
Huai'an Xianghui Properties Co., Ltd. ("Huai'an Xianghui Properties") 淮安祥輝房地產有限公司 (「淮安祥輝房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB50,000 人民幣50,000元	96.00%	Property development 物業開發
Huai'an Xinyao Properties Co., Ltd. ("Huai'an Xinyao Properties") 淮安信耀房地產有限公司 (「淮安信耀房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB50,000 人民幣50,000元	96.00%	Property development 物業開發
Lianyungang Huiyao Real Estate Development Co., Ltd. ("Lianyungang Huiyao Real Estate") 連雲港輝耀房地產開發有限公司 (「連雲港輝耀房地產」)	(2)	PRC/ Mainland China 中國/中國內地	RMB313,200 人民幣313,200元	48.00%	Property development 物業開發
Beijing Jinhui Beiwang Business Management Co., Ltd. ("Beijing Jinhui Beiwang") 北京金輝北望商業管理有限公司 (「北京金輝北望」)	(1)	PRC/ Mainland China 中國/中國內地	RMB50,000 人民幣50,000元	96.00%	Business management 業務管理
Tianjin Huiyao Real Estate Development Co., Ltd. ("Tianjin Huiyao Real Estate") 天津輝耀房地產開發有限公司 (「天津輝耀房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB50,000 人民幣50,000元	96.00%	Property development 物業開發
Shijiazhuang Qiyang Real Estate Development Co., Ltd. ("Shijiazhuang Qiyang Real Estate") 石家莊啟陽房地產開發有限公司 (「石家莊啟陽房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB50,000 人民幣50,000元	76.80%	Property development 物業開發
Nantong Jinghui Real Estate Co., Ltd. ("Nantong Jinghui Real Estate") 南通京輝置業有限公司 (「南通京輝置業」)	(1)	PRC/ Mainland China 中國/中國內地	RMB51,000 人民幣51,000元	96.00%	Property development 物業開發

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

31 December 2023

2023年12月31日

### 1. CORPORATE AND GROUP INFORMATION (Continued)

#### Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are as follows:  
(Continued)

Names of companies	Notes	Place of incorporation/ registration and business	Nominal value of registered share capital	Effective percentage of the controlling equity interest attributable to the Company 本公司應佔 實際控制 權益百分比	Principal activities
公司名稱	附註	註冊成立/ 註冊及營業地點	註冊股本 面值 (‘000) (以千計)		主要業務
<i>Indirectly held: (Continued)</i> 間接持有：(續)					
Xi'an Jiapan Real Estate Co., Ltd. ("Xi'an Jiapan Real Estate") 西安嘉磐置業有限公司 (「西安嘉磐置業」)	(1)	PRC/ Mainland China 中國/中國內地	RMB50,000 人民幣50,000元	96.00%	Property development 物業開發
Yancheng Zhaorui Real Estate Development Co., Ltd. ("Yancheng Zhaorui Real Estate") 鹽城兆瑞房地產開發有限公司 (「鹽城兆瑞房地產」)	(3)	PRC/ Mainland China 中國/中國內地	RMB46,000 人民幣46,000元	48.96%	Property development 物業開發
Chengdu Ruihua Enterprise (Group) Co., Ltd. ("Chengdu Ruihua Enterprise") 成都瑞華企業(集團)有限責任公司 (「成都瑞華企業」)	(1)	PRC/ Mainland China 中國/中國內地	RMB25,000 人民幣25,000元	96.00%	Property development 物業開發
Xiaogan Quanzhou Hongbo Real Estate Co., Ltd. ("Xiaogan Quanzhou Hongbo") 孝感全洲鴻博置業有限公司 (「孝感全洲鴻博置業」)	(1)	PRC/ Mainland China 中國/中國內地	RMB100,000 人民幣100,000元	96.00%	Property development 物業開發
Hubei Chijing Real Estate Co., Ltd. ("Hubei Chijing Real Estate") 湖北馳景房地產有限公司 (「湖北馳景房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB133,333 人民幣133,333元	72.00%	Property development 物業開發
Zhengzhou Jinhui Rongyu Real Estate Co., Ltd. ("Zhengzhou Jinhui Rongyu") 鄭州金輝融宇房地產開發有限公司 (「鄭州金輝融宇房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB50,000 人民幣50,000元	96.00%	Property development 物業開發
Changsha Rongyu Real Estate Co., Ltd. ("Changsha Rongyu Real Estate") 長沙融宇房地產有限公司 (「長沙融宇房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB103,000 人民幣103,000元	96.00%	Property development 物業開發

### 1. 公司及集團資料 (續)

#### 有關附屬公司的資料 (續)

本公司主要附屬公司的詳情載列如下：(續)

## 1. CORPORATE AND GROUP INFORMATION (Continued)

### Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are as follows:  
(Continued)

Names of companies	Notes	Place of incorporation/ registration and business	Nominal value of registered share capital	Effective percentage of the controlling equity interest attributable to the Company	Principal activities
公司名稱	附註	註冊成立/ 註冊及營業地點	註冊股本 面值 (‘000) (以千計)	本公司應佔 實際控制 權益百分比	主要業務
<i>Indirectly held: (Continued)</i> 間接持有：(續)					
Changsha Ronghui Real Estate Co., Ltd. ("Changsha Ronghui Real Estate") 長沙融輝房地產有限公司 (「長沙融輝房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB103,000 人民幣103,000元	96.00%	Property development 物業開發
Chongqing Yuhui Jiajing Real Estate Development Co., Ltd. ("Chongqing Yuhui Jiajing Real Estate") 重慶渝輝嘉景房地產開發有限公司 (「重慶渝輝嘉景房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB30,000 人民幣30,000元	96.00%	Property development 物業開發
Anhui Lanhui Real Estate Co., Ltd. ("Anhui Lanhui Real Estate") 安徽覽輝置業有限公司 (「安徽覽輝置業」)	(1)	PRC/ Mainland China 中國/中國內地	RMB50,000 人民幣50,000元	96.00%	Property development 物業開發
Anhui Gaoyue Real Estate Co., Ltd. ("Anhui Gaoyue Real Estate") 安徽高悅置業有限公司 (「安徽高悅置業」)	(1)	PRC/ Mainland China 中國/中國內地	RMB50,000 人民幣50,000元	96.00%	Property development 物業開發
Chongqing Huiderui Real Estate Development Co., Ltd. ("Chongqing Huiderui Real Estate") 重慶輝德睿房地產開發有限公司 (「重慶輝德睿房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB750,000 人民幣750,000元	57.60%	Property development 物業開發
Ningbo Qihui Real Estate Co., Ltd. ("Ningbo Qihui Real Estate") 寧波啟輝置業有限公司 (「寧波啟輝置業」)	(1)	PRC/ Mainland China 中國/中國內地	RMB500,000 人民幣500,000元	57.60%	Property development 物業開發
Taicang Ronghui Real Estate Development Co., Ltd. ("Taicang Ronghui Real Estate") 太倉融輝房地產開發有限公司 (「太倉融輝房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB512,500 人民幣512,500元	96.00%	Property development 物業開發

## 1. 公司及集團資料 (續)

### 有關附屬公司的資料 (續)

本公司主要附屬公司的詳情載列如下：(續)



# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

31 December 2023

2023年12月31日

### 1. CORPORATE AND GROUP INFORMATION (Continued)

#### Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are as follows:  
(Continued)

Names of companies	Notes	Place of incorporation/ registration and business	Nominal value of registered share capital	Effective percentage of the controlling equity interest attributable to the Company 本公司應佔 實際控制 權益百分比	Principal activities
公司名稱	附註	註冊成立/ 註冊及營業地點	註冊股本 面值 (‘000) (以千計)		主要業務
<i>Indirectly held: (Continued)</i> 間接持有：(續)					
Yangzhou Rongyu Youbu Real Estate Development Co., Ltd. ("Yangzhou Rongyu Youbu Real Estate") 揚州融宇優步房地產開發有限公司 (「揚州融宇優步房地產」)	(2)	PRC/ Mainland China 中國/中國內地	RMB15,500 人民幣15,500元	47.04%	Property development 物業開發
Huai'an Qihui Real Estate Co., Ltd. ("Huai'an Qihui Real Estate") 淮安啟輝房地產有限公司 (「淮安啟輝房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB250,000 人民幣250,000元	57.60%	Property development 物業開發
Ningbo Yunjing Real Estate Co., Ltd. ("Ningbo Yunjing Real Estate") 寧波雲景置業有限公司 (「寧波雲景置業」)	(1)	PRC/ Mainland China 中國/中國內地	RMB50,000 人民幣50,000元	96.00%	Property development 物業開發
Shaoxing Yuehui Real Estate Co., Ltd. ("Shaoxing Yuehui Real Estate") 紹興越輝置業有限公司 (「紹興越輝置業」)	(1)	PRC/ Mainland China 中國/中國內地	RMB50,000 人民幣50,000元	96.00%	Property development 物業開發
Ningbo Yunhui Real Estate Co., Ltd. ("Ningbo Yunhui Real Estate") 寧波雲輝置業有限公司 (「寧波雲輝置業」)	(1)	PRC/ Mainland China 中國/中國內地	RMB50,000 人民幣50,000元	96.00%	Property development 物業開發
Huizhou Chijing Investment Co., Ltd. ("Huizhou Chijing Investment") 惠州市馳景投資有限公司 (「惠州市馳景投資」)	(1)	PRC/ Mainland China 中國/中國內地	RMB50,000 人民幣50,000元	96.00%	Investment holding 投資控股
Foshan Xianghui Real Estate Co., Ltd. ("Foshan Xianghui Real Estate") 佛山市祥輝房地產有限公司 (「佛山市祥輝房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB10,000 人民幣10,000元	96.00%	Property development 物業開發

### 1. 公司及集團資料 (續)

#### 有關附屬公司的資料 (續)

本公司主要附屬公司的詳情載列如下：(續)

## 1. CORPORATE AND GROUP INFORMATION (Continued)

### Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are as follows:  
(Continued)

Names of companies	Notes	Place of incorporation/ registration and business	Nominal value of registered share capital	Effective percentage of the controlling equity interest attributable to the Company 本公司應佔 實際控制 權益百分比	Principal activities
公司名稱	附註	註冊成立/ 註冊及營業地點	註冊股本 面值 (‘000) (以千計)		主要業務
<i>Indirectly held: (Continued)</i> 間接持有：(續)					
Beijing Juye Real Estate Consultation Co., Ltd. ("Beijing Juye Real Estate") 北京居業房地產諮詢有限公司 (「北京居業房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB6,000 人民幣6,000元	96.00%	Consulting 諮詢
Tianjin Qihui Real Estate Development Co., Ltd. ("Tianjin Qihui Real Estate") 天津啟輝房地產開發有限公司 (「天津啟輝房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB50,000 人民幣50,000元	96.00%	Property development 物業開發
Tianjin Lanhui Real Estate Development Co., Ltd. ("Tianjin Lanhui Real Estate") 天津覽輝房地產開發有限公司 (「天津覽輝房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB50,000 人民幣50,000元	96.00%	Property development 物業開發
Huaian Huisheng Real Estate Co., Ltd. ("Huaian Huisheng Real Estate") 淮安盛輝房地產有限公司 (「淮安盛輝房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB50,000 人民幣50,000元	52.80%	Property development 物業開發
Shijiazhuang Wanyue Real Estate Development Co., Ltd. ("Shijiazhuang Wanyue Real Estate") 石家莊萬悅房地產開發有限公司 (「石家莊萬悅房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB50,000 人民幣50,000元	96.00%	Property development 物業開發
Shijiazhuang Chijing Real Estate Development Co., Ltd. ("Shijiazhuang Chijing Real Estate") 石家莊馳景房地產開發有限公司 (「石家莊馳景房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB50,000 人民幣50,000元	96.00%	Property development 物業開發
Shijiazhuang Gaoyue Real Estate Development Co., Ltd. ("Shijiazhuang Gaoyue Real Estate") 石家莊高悅房地產開發有限公司 (「石家莊高悅房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB50,000 人民幣50,000元	96.00%	Property development 物業開發

## 1. 公司及集團資料 (續)

### 有關附屬公司的資料 (續)

本公司主要附屬公司的詳情載列如下：(續)

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

31 December 2023

2023年12月31日

### 1. CORPORATE AND GROUP INFORMATION (Continued)

#### Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are as follows:  
(Continued)

Names of companies	Notes	Place of incorporation/ registration and business	Nominal value of registered share capital	Effective percentage of the controlling equity interest attributable to the Company 本公司應佔 實際控制 權益百分比	Principal activities
公司名稱	附註	註冊成立/ 註冊及營業地點	註冊股本 面值 (‘000) (以千計)		主要業務
<i>Indirectly held: (Continued)</i> 間接持有：(續)					
Shanghai Ronggang Real Estate Development Co., Ltd. ("Shanghai Ronggang Real Estate") 上海融港置業有限公司 (「上海融港置業」)	(1)	PRC/Chinese Mainland 中國/中國內地	RMB100,000 人民幣100,000元	96.00%	Property development 物業開發
Langfang Qihui Real Estate Development Co., Ltd. ("Langfang Qihui Real Estate") 廊坊市啟輝房地產開發有限公司 (「廊坊市啟輝房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB50,000 人民幣50,000元	96.00%	Property development 物業開發
Shijiazhuang Jinhui Real Estate Development Co., Ltd. ("Shijiazhuang Jinhui Real Estate") 石家莊金輝房地產開發有限公司 (「石家莊金輝房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB750,000 人民幣750,000元	52.80%	Property development 物業開發
Fuzhou Jinghui Real Estate Co., Ltd. ("Fuzhou Jinghui Real Estate") 福州京輝房地產有限公司 (「福州京輝房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB100,000 人民幣100,000元	96.00%	Property development 物業開發
Fuzhou Lanhui Real Estate Co., Ltd. ("Fuzhou Lanhui Real Estate") 福州覽輝房地產有限公司 (「福州覽輝房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB50,000 人民幣50,000元	96.00%	Property development 物業開發
Quanzhou Zhaoming Real Estate Co., Ltd. ("Quanzhou Zhaoming") 泉州兆銘置業有限公司 (「泉州兆銘置業」)	(3)	PRC/ Mainland China 中國/中國內地	RMB200,000 人民幣200,000元	48.96%	Property development 物業開發
Quanzhou Huiyao Real Estate Development Co., Ltd. ("Quanzhou Huiyao Real Estate") 泉州輝耀房地產開發有限公司 (「泉州輝耀房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB200,000 人民幣200,000元	86.40%	Property development 物業開發

### 1. 公司及集團資料 (續)

#### 有關附屬公司的資料 (續)

本公司主要附屬公司的詳情載列如下：(續)

## 1. CORPORATE AND GROUP INFORMATION (Continued)

### Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are as follows:  
(Continued)

Names of companies	Notes	Place of incorporation/ registration and business	Nominal value of registered share capital	Effective percentage of the controlling equity interest attributable to the Company 本公司應佔 實際控制 權益百分比	Principal activities
公司名稱	附註	註冊成立/ 註冊及營業地點	註冊股本 面值 (‘000) (以千計)		主要業務
<i>Indirectly held: (Continued)</i> 間接持有：(續)					
Lianyungang Jinghui Real Estate Development Co., Ltd. ("Lianyungang Jinghui Real Estate") 連雲港京輝房地產開發有限公司 (「連雲港京輝房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB729,730 人民幣729,730元	96.00%	Property development 物業開發
Chongqing Jinhuixingyao Real Estate Development Co., Ltd. ("Chongqing Jinhuixingyao Real Estate") 重慶金輝星耀房地產開發有限公司 (「重慶金輝星耀房地產」)	(3)	PRC/ Mainland China 中國/中國內地	RMB390,800 人民幣390,800元	48.10%	Property development 物業開發
Xuzhou Jinhui Real Estate Development Co., Ltd. ("Xuzhou Jinhui Real Estate") 徐州金輝房地產開發有限公司 (「徐州金輝房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB155,000 人民幣155,000元	96.00%	Property development 物業開發
Chongqing Jinhui Jinjiang Real Estate Co., Ltd. ("Chongqing Jinhui Jinjiang Real Estate") 重慶金輝錦江房地產有限公司 (「重慶金輝錦江房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB596,120 人民幣596,120元	96.00%	Property development 物業開發
Chongqing Ronghui Real Estate Co., Ltd. ("Chongqing Ronghui Real Estate") 重慶融輝房地產有限公司 (「重慶融輝房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB177,250 人民幣177,250元	96.00%	Property development 物業開發
Suzhou Jinhui Juye Co., Ltd. ("Suzhou Jinhui Juye") 蘇州金輝居業有限公司 (「蘇州金輝居業」)	(1)	PRC/ Mainland China 中國/中國內地	RMB100,000 人民幣100,000元	96.00%	Property development 物業開發
Suzhou Xinbaoyuan Enterprise Management Consulting Co., Ltd. ("Suzhou Xinbaoyuan") 蘇州鑫寶源企業管理諮詢有限公司 (「蘇州鑫寶源」)	(1)	PRC/ Mainland China 中國/中國內地	RMB20,000 人民幣20,000元	96.00%	Management Consulting 管理諮詢

## 1. 公司及集團資料 (續)

### 有關附屬公司的資料 (續)

本公司主要附屬公司的詳情載列如下：(續)

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

## 1. CORPORATE AND GROUP INFORMATION (Continued)

### Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are as follows:  
(Continued)

Names of companies	Notes	Place of incorporation/ registration and business	Nominal value of registered share capital	Effective percentage of the controlling equity interest attributable to the Company 本公司應佔 實際控制 權益百分比	Principal activities
公司名稱	附註	註冊成立/ 註冊及營業地點	註冊股本 面值 (‘000) (以千計)		主要業務
<i>Indirectly held: (Continued)</i> 間接持有：(續)					
Hangzhou Ronghui Real Estate Co., Ltd. ("Hangzhou Ronghui") 杭州融輝置業有限公司 (「杭州融輝置業」)	(1)	PRC/ Mainland China 中國/中國內地	RMB50,000 人民幣50,000元	96.00%	Property development 物業開發
Shangrao Tongluowan Commercial Operation Management Co., Ltd. ("Shangrao Tongluowan") 上饒市銅鑼灣商業運營管理有限公司 (「上饒市銅鑼灣」)	(1)	PRC/ Mainland China 中國/中國內地	RMB100,000 人民幣100,000元	52.80%	Property management 物業管理
Fuqing Jinhui Real Estate Development Co., Ltd. ("Fuqing Jinhui Real Estate") 福清金輝房地產開發有限公司 (「福清金輝房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB150,000 人民幣150,000元	96.00%	Property development 物業開發
Wuhan Jinhui Rongyu Real Estate Development Co., Ltd. ("Wuhan Jinhui Rongyu Real Estate") 武漢金輝融宇房地產開發有限公司 (「武漢金輝融宇房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB102,041 人民幣102,041元	96.00%	Property development 物業開發
Xi'an Juye Construction Engineering Co., Ltd. ("Xi'an Juye Construction") 西安居業建築工程有限公司 (「西安居業建築」)	(1)	PRC/Chinese Mainland 中國/中國內地	RMB1,100,000,000 人民幣 1,100,000,000元	96.00%	Property development 物業開發
Fuzhou Yunhui Real Estate Co., Ltd. ("Fuzhou Yunhui Real Estate") 福州雲輝房地產有限公司 (「福州雲輝房地產」)	(3)	PRC/Chinese Mainland 中國/中國內地	RMB1,100,000,000 人民幣 1,100,000,000元	48.96%	Property development 物業開發

The English names of all group companies registered in the PRC represent the best efforts made by the management of the Company to translate their Chinese names as they do not have an official English name. The legal form of all the principal subsidiaries disclosed above is limited liability company.

## 1. 公司及集團資料 (續)

### 有關附屬公司的資料 (續)

本公司主要附屬公司的詳情載列如下：(續)

Names of companies	Notes	Place of incorporation/ registration and business	Nominal value of registered share capital	Effective percentage of the controlling equity interest attributable to the Company 本公司應佔 實際控制 權益百分比	Principal activities
公司名稱	附註	註冊成立/ 註冊及營業地點	註冊股本 面值 (‘000) (以千計)		主要業務
<i>Indirectly held: (Continued)</i> 間接持有：(續)					
Hangzhou Ronghui Real Estate Co., Ltd. ("Hangzhou Ronghui") 杭州融輝置業有限公司 (「杭州融輝置業」)	(1)	PRC/ Mainland China 中國/中國內地	RMB50,000 人民幣50,000元	96.00%	Property development 物業開發
Shangrao Tongluowan Commercial Operation Management Co., Ltd. ("Shangrao Tongluowan") 上饒市銅鑼灣商業運營管理有限公司 (「上饒市銅鑼灣」)	(1)	PRC/ Mainland China 中國/中國內地	RMB100,000 人民幣100,000元	52.80%	Property management 物業管理
Fuqing Jinhui Real Estate Development Co., Ltd. ("Fuqing Jinhui Real Estate") 福清金輝房地產開發有限公司 (「福清金輝房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB150,000 人民幣150,000元	96.00%	Property development 物業開發
Wuhan Jinhui Rongyu Real Estate Development Co., Ltd. ("Wuhan Jinhui Rongyu Real Estate") 武漢金輝融宇房地產開發有限公司 (「武漢金輝融宇房地產」)	(1)	PRC/ Mainland China 中國/中國內地	RMB102,041 人民幣102,041元	96.00%	Property development 物業開發
Xi'an Juye Construction Engineering Co., Ltd. ("Xi'an Juye Construction") 西安居業建築工程有限公司 (「西安居業建築」)	(1)	PRC/Chinese Mainland 中國/中國內地	RMB1,100,000,000 人民幣 1,100,000,000元	96.00%	Property development 物業開發
Fuzhou Yunhui Real Estate Co., Ltd. ("Fuzhou Yunhui Real Estate") 福州雲輝房地產有限公司 (「福州雲輝房地產」)	(3)	PRC/Chinese Mainland 中國/中國內地	RMB1,100,000,000 人民幣 1,100,000,000元	48.96%	Property development 物業開發

所有於中國註冊之集團公司之英文名稱為本集團管理層根據其中文名稱盡力翻譯之對應英文譯名，其並無官方英文譯名。以上披露之所有附屬公司之法律形式均為有限責任公司。

## 1. CORPORATE AND GROUP INFORMATION (Continued)

### Information about subsidiaries (Continued)

Notes:

- (1) These entities are subsidiaries of a non-wholly-owned subsidiary of the Company and, accordingly, are accounted for as subsidiaries by virtue of the Company's control over them.
- (2) Pursuant to the articles of association, the Group has been entitled with voting right to control and operate these entities. Thus, these entities are accounted for as subsidiaries of the Group despite of the Group holding less than 50% of equity interests in them.
- (3) These entities are accounted for as subsidiaries of the Group despite of the Group holding less than 50% of equity interests in them because the non-wholly-owned subsidiaries of the Company hold more than 50% equity interests in these entities to control and operate them.

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

The Group disposed one insignificant subsidiary during the year which had no material effect on the consolidated financial statements.

## 2. ACCOUNTING POLICIES

### 2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRSs") (which include all standards and interpretations, International Accounting Standards ("IASs") and Standing Interpretations Committee interpretations) approved by the International Accounting Standards Board (the "IASB") 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 through profit or loss 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 (續)

### 有關附屬公司的資料 (續)

附註：

- (1) 該等實體為本公司的非全資附屬公司，因本公司對其擁有控制權，故入賬列作附屬公司。
- (2) 根據組織章程細則，本集團享有充足的投票權以控制及經營該等實體。因此，儘管本集團持有其少於50%的權益，該等實體被入賬列作本集團的附屬公司。
- (3) 儘管本集團持有該等實體不少於50%的股權，該等實體被入賬列作本集團的附屬公司，因本公司的非全資附屬公司持有逾50%的股權以控制及經營該等實體。

上表列出董事認為對年內業績有重大影響或構成本集團資產淨值重大部分的本公司附屬公司。董事認為，提供其他附屬公司的詳情將導致篇幅過於冗長。

本集團於年內出售一間非重大附屬公司，其對綜合財務報表並無重大影響。

## 2. 會計政策

### 2.1 編製基準

該等財務報表乃根據國際會計準則理事會（「國際會計準則理事會」）批准的國際財務報告準則（「國際財務報告準則」，包括所有準則及詮釋、國際會計準則（「國際會計準則」）及常設準則詮釋委員會的詮釋）以及香港公司條例的披露規定編製。除投資物業及按公平值計入損益的金融資產按公平值計量外，該等財務報表乃根據歷史成本慣例編製。該等財務報表以人民幣（「人民幣」）呈列，除另有指明者外，否則所有金額均約整至最接近的千位數。

## 2.1 BASIS OF PREPARATION (Continued)

### Basis of consolidation

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, 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).

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

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

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

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

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

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)

### 合併基準

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日止年度的財務報表。附屬公司指本公司直接或間接控制的實體。當本集團就參與投資對象業務而承擔可變回報風險或享有可變回報權利以及能透過對投資對象行使權力（即現有的可讓本集團有能力主導投資對象相關活動的權利）影響該等回報時，即取得控制權。

一般而言，過半數投票權被假定为控制權。倘本公司直接或間接擁有投資對象半數以下的投票權或類似權利，則本集團於評估其是否可對投資對象行使權力時會考慮一切相關事實及情況，包括：

- (a) 與投資對象其他投票持有人訂立的合同安排；
- (b) 根據其他合同安排享有的權利；及
- (c) 本集團的投票權及潛在投票權。

附屬公司的財務報表在相同報告期間採用與本公司一致的會計政策編製。自本集團取得控制權之日起合併附屬公司的業績，並繼續合併直至該控制權終止之日。

損益及其他全面收入的各組成部分歸屬於本集團母公司擁有人及非控股權益，即使這導致非控股權益有赤字結餘。本集團成員公司間交易產生的所有集團內公司間資產及負債、權益、收入、開支和現金流量於合併時悉數對銷。

倘有事實及情況顯示上文所述三個控制因素中有一個或以上出現變動，則本集團將重新評估是否仍控制投資對象。附屬公司之擁有權權益變動（並無喪失控制權）被視為股權交易入賬。

倘本集團失去附屬公司的控制權，則會終止確認相關資產（包括商譽）及負債、任何非控股權益以及匯兌波動儲備；並於損益中確認任何保留投資的公平值以及所產生的任何虧絀。先前已於其他全面收入確認之本集團應佔組成部分乃重新分類至損益或保留溢利（視適用情況而定），基準與本集團直接出售相關資產或負債所需使用之基準相同。

## 2.1 BASIS OF PREPARATION (Continued)

### Going concern basis

The Group recorded a net loss of RMB433,943,000 for the year ended 31 December 2023. As at 31 December 2023, the Group had cash and bank balances (including restricted cash) of RMB7,072,920,000, short-term borrowings of RMB13,940,557,000 including interest-bearing bank and other borrowings, proceeds from asset-backed securities, senior notes and corporate bonds. As stipulated in the announcement dated 20 March 2024, the Company did not repay a principal of US\$300,000,000 for certain senior notes due in March 2024. There is a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern.

The Group is using its best endeavors to resolve and strives to maintain close communications with the noteholders, seeking out the optimal solution to ensure that the interests of all stakeholders are safeguarded. In view of these circumstances and the current economic environment, the directors of the Company have given consideration to the future liquidity of the Group and its available sources of financing including credit facilities in assessing whether the Group will have sufficient financial resources to continue as a going concern. The directors of the Company also have implemented various measures to ensure that the Group maintains adequate working capital, including:

- (i) accelerating the pre-sale of properties and speeding up the collection of sales proceeds;
- (ii) closely monitoring the process of construction of its property development projects to ensure that construction and related payments are fulfilled and the relevant properties sold under pre-sale arrangements are completed and delivered to the customers on schedule, such that the Group is able to release restricted pre-sale proceeds as planned;
- (iii) seeking continuously 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; maintaining close communications with the noteholders, seeking out the optimal solution to ensure that the interests of all stakeholders are safeguarded; and
- (iv) not committing on significant capital expenditures and land acquisitions before securing the necessary funding.

## 2.1 編製基準 (續)

### 持續經營基準

本集團於截至2023年12月31日止年度錄得淨虧損人民幣433,943,000元。於2023年12月31日，本集團現金及銀行結餘(包括受限制現金)為人民幣7,072,920,000元，短期借款為人民幣13,940,557,000元，包括計息銀行及其他借款、資產抵押證券所得款項、優先票據及公司債券。誠如日期為2024年3月20日的公告所載明，本公司未償還若干於2024年3月到期的優先票據的本金300,000,000美元。現時存在可能對本集團能否繼續持續經營構成重大疑問的重大不確定因素。

本集團現正盡力解決問題，並力求與票據持有人保持緊密聯繫，以尋求最佳解決方案，從而保障所有利益相關者的權益。鑒於該等情況及當前經濟環境，本公司董事於評估本集團是否將擁有充足財務資源持續經營時，已考慮本集團未來流動資金狀況及可動用之融資渠道(包括信貸融資)。本公司董事亦已採取各種措施以確保本集團維持充足營運資金，包括：

- (i) 加快預售物業並加快收回銷售所得款項；
- (ii) 密切監察物業發展項目的建造進程，確保建造及有關款項如期完成，以及根據預售安排出售的有關物業按期完工並交付客戶，使本集團能夠按計劃解除受限制的預售所得款項；
- (iii) 繼續以本集團可接受的成本尋求現有借款以及新債務融資及銀行借款的再融資，以資助解決其現有財務責任及日後營運和資本開支，以及與票據持有人保持緊密聯繫，以尋求最佳解決方案，從而保障所有利益相關者的權益；及
- (iv) 在獲得所需資金前，不會承諾重大的資金支出及土地收購。



## NOTES TO 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 (i) the Group's net current assets position of RMB23,233,264,000; (ii) the cash flow projection including the Group's ability to obtain new financing and to renew or refinance the existing credit facilities before maturity; (iii) the availability of unpledged assets that are immediately available for sales, 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. Accordingly, these consolidated financial statements have been prepared on the going concern basis which assumes, inter alia, the realisation of assets and satisfaction of liabilities in the normal course of business.

Notwithstanding the above, significant uncertainties exist as to whether the Group is able to achieve its plans and measures as described above.

Should the going concern assumption be inappropriate, adjustments may have to be made to write down the values of assets to their recoverable amounts, to provide for any further liabilities that might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in the consolidated financial statements.

## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

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

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

## 2.1 編製基準 (續)

### 持續經營基準 (續)

經考慮(i)本集團的流動資產淨值狀況為人民幣23,233,264,000元；(ii)現金流量預測，包括本集團取得新融資的能力及為現有信貸額度在到期前續期或再融資的能力；(iii)可立即出售的未質押資產之可用性，本公司董事認為本集團擁有充足營運資金，可悉數履行自報告期末起至少未來十二個月內到期的財務責任。因此，此等綜合財務報表乃按持續經營基準編製，其假設(其中包括)在正常業務過程中變現資產並清償債務。

儘管上文所述，本集團能否實現上述計劃及措施仍存在重大不確定因素。

倘持續經營假設不適當，可能須作出調整，撇減資產價值至其可收回金額，為任何可能產生之進一步負債作出撥備，並將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整之影響並無於綜合財務報表內反映。

## 2.2 會計政策變動及披露

本集團已就本年度的財務報表首次採納以下新訂及經修訂國際財務報告準則。

國際財務報告準則第17號	<i>保險合約</i>
國際會計準則第1號及國際財務報告準則實務報告第2號(修訂本)	<i>會計政策披露</i>
國際會計準則第8號(修訂本)	<i>會計估計的定義</i>
國際會計準則第12號(修訂本)	<i>與單一交易產生的資產及負債有關的遞延稅項</i>
國際會計準則第12號(修訂本)	<i>國際稅收改革—支柱二立法模板</i>

## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

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

- a) Amendments to IAS 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 IFRS 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 IAS 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 會計政策變動及披露(續)

適用於本集團的新訂及經修訂國際財務報告準則的性質及影響載列如下：

- (a) 國際會計準則第1號(修訂本)要求實體披露其重大會計政策資料，而非其主要會計政策。倘連同實體財務報表內其他資料一併考慮，會計政策資料可以合理預期會影響通用財務報表的主要使用者根據該等財務報表所作出的決定，則該會計政策資料屬重大。國際財務報告準則實務報告第2號(修訂本)作出**重大性判**提供有關如何將重要性概念應用於會計政策披露的非強制性指引。本集團已於財務報表附註2中披露重大會計政策。該等修訂對本集團財務報表中任何項目的計量、確認或呈列產生任何影響。
- (b) 國際會計準則第8號(修訂本)澄清會計估計變更與會計政策變更之間的區別。會計估計被界定為財務報表中存在計量不確定性的貨幣金額。該等修訂亦澄清實體如何使用計量技術及輸入數據來制定會計估計。由於本集團的方針及政策與該等修訂一致，故該等修訂對本集團的財務報表續並無任何影響。

## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

- c) Amendments to IAS 12 *Deferred Tax related to Assets and Liabilities arising from a Single Transaction* narrow the scope of the initial recognition exception in IAS 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.

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 balances of retained profits and non-controlling interests at that date. The amendments did not have any significant impact on the Group's financial statements.

- d) Amendments to IAS 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 會計政策變動及披露 (續)

- (c) 國際會計準則第12號 (修訂本) 與單一交易產生的資產及負債有關的遞延稅項收窄國際會計準則第12號中的初始確認豁免的範圍，使其不再適用於產生相同應課稅及可扣稅暫時性差異的交易，如租賃及退役責任等。因此，實體需就該等交易產生的暫時性差異確認遞延稅項資產 (前提是存在充足的應課稅利潤) 及遞延稅項負債。

本集團已於2022年1月1日將該等修訂應用於租賃相關暫時差額。於初步應用該等修訂時，本集團已(i)就與租賃負債有關的所有可扣稅暫時性差異確認遞延稅項資產 (惟須有充足應課稅溢利)，及(ii)就與於2022年1月1日的使用權資產有關的所有應課稅暫時性差異確認遞延稅項負債，而累積影響被確認為對保留溢利及非控股權益於當日結餘的調整。該等修訂對本集團財務報表並無任何重大影響。

- (d) 國際會計準則第12號 (修訂本) 國際稅收改革一支柱二立法模板在確認及披露因實施經濟合作與發展組織公佈的支柱二立法模板而產生的遞延稅項方面引入強制性暫時豁免。該等修訂亦引入對受影響實體的披露要求，幫助財務報表使用者更好地了解支柱二所得稅對實體的影響，包括於支柱二法規有效期間單獨披露與支柱二所得稅有關的即期稅項，以及於法規頒佈或實質性頒佈但尚未生效期間披露與支柱二所得稅對實體的影響有關的已知或合理估計資料。本集團已追溯應用該等修訂。由於本集團不屬於支柱二立法模板的範圍，故該等修訂對本集團並無任何影響。

### 2.3 ISSUED BUT NOT YET EFFECTIVE IFRSS

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

Amendments to IFRS 10 and IAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> <sup>3</sup>
Amendments to IFRS 16	<i>Lease Liability in a Sale and Leaseback</i> <sup>1</sup>
Amendments to IAS 1	<i>Classification of Liabilities as Current or Non-current (the "2020 Amendments")</i> <sup>1</sup>
Amendments to IAS 1	<i>Non-current Liabilities with Covenants (the "2022 Amendments")</i> <sup>1</sup>
Amendments to IAS 7 and IFRS 7	<i>Supplier Finance Arrangements</i> <sup>1</sup>
Amendments to IAS 21	<i>Lack of Exchangeability</i> <sup>2</sup>

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

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2025

<sup>3</sup> No mandatory effective date yet determined but available for adoption

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

Amendments to IFRS 10 and IAS 28 address an inconsistency between the requirements in IFRS 10 and in IAS 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 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 IFRS 10 and IAS 28 was removed by the IASB. However, the amendments are available for adoption now.

Amendments to IFRS 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 IFRS 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 已頒佈但尚未生效的國際財務報告準則

本集團尚未於該等財務報表應用以下已頒佈但尚未生效的經修訂國際財務報告準則。本集團擬於該等經修訂國際財務報告準則生效後應用該等準則（如適用）。

國際財務報告準則第10號及國際會計準則第28號（修訂本）	投資者與其聯營公司或合營企業之間的資產出售或注資 <sup>3</sup>
國際財務報告準則第16號（修訂本）	售後租回的租賃負債 <sup>1</sup>
國際會計準則第1號（修訂本）	負債分類為流動或非流動（「2020年修訂本」） <sup>1</sup>
國際會計準則第1號（修訂本）	附帶契諾的非流動負債（「2022年修訂本」） <sup>1</sup>
國際會計準則第7號及國際財務報告準則第7號（修訂本）	供應商融資安排 <sup>1</sup>
國際會計準則第21號（修訂本）	缺乏可交換性 <sup>2</sup>

<sup>1</sup> 於2024年1月1日或之後開始的年度期間生效

<sup>2</sup> 於2025年1月1日或之後開始的年度期間生效

<sup>3</sup> 尚未釐定強制生效日期，惟可供採納

預期將適用於本集團的該等國際財務報告準則的進一步資料於下文載述

國際財務報告準則第10號及國際會計準則第28號（修訂本）針對國際財務報告準則第10號及國際會計準則第28號之間有關投資者與其聯營公司或合營企業之間資產出售或注資兩者規定之不一致情況。該等修訂規定，當資產出售或注資構成一項業務時，須全數確認因下游交易導致的收益或虧損。當交易涉及不構成一項業務之資產時，由該交易產生之收益或虧損於該投資者之損益內確認，惟僅以不相關投資者於該聯營公司或合營企業之權益為限。該等修訂已前瞻應用。國際會計準則理事會已剔除國際財務報告準則第10號及國際會計準則第28號之修訂的以往強制生效日期。然而，該等修訂現時可供採納。

國際財務報告準則第16號（修訂本）訂明賣方一承租人於計量售後租回交易產生的租賃負債時使用的規定，以確保賣方一承租人不確承認與其保留使用權有關的任何收益或虧損金額。該等修訂於2024年1月1日或之後開始的年度期間生效，並須追溯應用於首次應用國際財務報告準則第16號當日（即2019年1月1日）後訂立的售後租回交易。可提早應用。允許提早應用有關修訂本。有關修訂本對本集團的財務狀況及表現並無任何重大影響。

### 2.3 ISSUED BUT NOT YET EFFECTIVE IFRSS (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.

Amendments to IAS 7 and IFRS 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 IAS 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 已頒佈但尚未生效的國際財務報告準則 (續)

2020年修訂將負債分類為流動及非流動的規定，包括延期結算權利的含義，以及延期權利必須在報告期末存在。負債的分類不受實體行使其延期結算權利的可能性所影響。該等修訂亦澄清，負債可以其本身的權益工具結算，且僅在可換股負債之換股權本身作為權益工具入賬的情況下，負債的條款方不會影響其分類。2022年修訂進一步澄清在貸款安排產生的負債契諾中，僅實體於報告日期或之前必須遵守的契諾會影響該負債分類為流動或非流動。實體須於報告期後12個月內遵守未來契諾的非流動負債須作出額外披露。該等修訂將追溯應用，並允許提前應用。提前應用2020年修訂的實體須同時應用2022年修訂，反之亦然。本集團目前正在評估該等修訂的影響，以及現有貸款協議是否需要修訂。根據初步評估，該等修訂預期不會對本集團的財務報表產生任何重大影響。

國際會計準則第7號及國際財務報告準則第7號(修訂本)澄清供應商融資安排的特點，並要求對有關安排作出額外披露。該等修訂的披露規定旨在協助財務報表使用者了解供應商融資安排對實體負債、現金流量及流動資金風險的影響。該等修訂允許提前應用。該等修訂對比較資料、年度報告期初的定量資料及中期披露提供若干過渡寬免。預期該等修訂不會對本集團的財務報表造成任何重大影響。

國際會計準則第21號(修訂本)訂明實體應如何評估貨幣是否可轉換為另一種貨幣，以及在缺乏可轉換性的情況下如何估計計量日期的即期匯率。該等修訂要求披露可讓財務報表使用者了解缺乏交易性貨幣的影響的資料。允許提前應用。於應用該等修訂時，實體不得重列比較資料。首次應用該等修訂的任何累計影響須確認為對首次應用日期保留溢利期初結餘或於權益單獨部分累計的匯兌差額累計金額(如適用)的調整。預期該等修訂不會對本集團的財務報表造成任何重大影響。

## 2.4 MATERIAL ACCOUNTING POLICIES

### Investments in associates and joint ventures

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

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

The Group's investments in associates and joint ventures are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. 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 other comprehensive income. 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 assets transferred. Goodwill arising from the acquisition of associates or joint ventures is included as part of the Group's investments in associates or joint ventures.

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

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

## 2.4 重要會計政策

### 於聯營公司及合營企業的投資

聯營公司為本集團於其一般不少於20%股本投票權中擁有長期權益的實體，且可對其發揮重大影響力。重大影響力指參與投資對象的財務和經營決策的權力，但不是控制或共同控制該等決策的權力。

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

本集團於聯營公司及合營企業的投資乃按本集團根據權益會計法應佔資產淨值減任何減值虧損於綜合財務狀況表列賬。倘出現任何不相符的會計政策，即會作出調整加以修正。本集團應佔聯營公司及合營企業收購後業績及其他全面收益計入綜合損益及其他全面收益表。此外，倘於聯營公司或合營企業的權益直接確認變動，則本集團會於綜合權益變動表確認其應佔任何變動(倘適用)。本集團與其聯營公司或合營企業間交易的未變現收益及虧損將以本集團於聯營公司或合營企業的投資為限對銷，惟倘未變現虧損證明所轉讓資產減值則除外。收購聯營公司或合營企業所產生的商譽計入本集團於聯營公司或合營企業的投資內作為其中一部分。

倘於聯營公司的投資變成於合營企業的投資或出現相反情況，則不會重新計量保留權益。反之，該投資繼續根據權益法入賬。在所有其他情況下，失去對聯營公司的重大影響力或對合營企業的共同控制權後，本集團按其公平值計量及確認任何保留投資。聯營公司或合營企業於失去重大影響力或共同控制權時的賬面值與保留投資及出售所得款項的公平值之間的任何差額乃於損益內確認。

當聯營公司或合營企業的投資歸類為持作出售時，則按國際財務報告準則第5號持作出售非流動資產及已終止經營業務入賬。

**2.4 MATERIAL ACCOUNTING POLICIES (Continued)****Fair value measurement**

The Group measures its investment properties 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.

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 重要會計政策 (續)****公平值計量**

本集團於各報告期末投資物業。公平值乃在市場參與者於計量日期進行的有序交易中出售資產所收取或轉移負債所支付的價格。公平值計量乃基於假設出售資產或轉移負債的交易於資產或負債的主要市場或於未有主要市場的情況下，則於資產或負債的最有利市場進行。主要或最有利市場須位於本集團能到達的地方。資產或負債的公平值乃基於市場參與者為資產或負債定價所用的假設計量（假設市場參與者依照彼等的最佳經濟利益行事）。

非金融資產公平值的計量則參考市場參與者可從使用該資產得到的最高及最佳效用，或把該資產售予另一可從使用該資產得到最高及最佳效用的市場參與者所產生的經濟效益。

本集團使用適用於不同情況的估值方法，而其有足夠資料計量公平值，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。

於財務報表中計量或披露公平值的所有資產及負債，均根據對公平值計量整體而言屬重大的最低級別輸入數據在下列公平值層級內進行分類：

- |      |   |                                       |
|------|---|---------------------------------------|
| 第一層級 | – | 基於相同資產或負債於活躍市場的所報價格（未經調整）             |
| 第二層級 | – | 基於對公平值計量而言屬重大的可觀察（直接或間接）最低級別輸入數據的估值方法 |
| 第三層級 | – | 基於對公平值計量而言屬重大的不可觀察最低級別輸入數據的估值方法       |

就按經常基準於財務報表中確認的資產及負債而言，本集團於各報告期末會重新評估分類方法（根據對整體公平值計量而言屬重大的最低級別輸入數據），以釐定轉撥是否已於各層級之間發生。

**2.4 MATERIAL ACCOUNTING POLICIES (Continued)****Fair value measurement (Continued)**

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, properties under development, completed properties held for sale, deferred tax assets, financial 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.

**Impairment of non-financial assets**

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 profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

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 profit or loss in the period in which it arises.

**2.4 重要會計政策 (續)****公平值計量 (續)**

倘存在任何減值跡象，或當須每年就資產進行減值檢測（存貨、開發中物業、持作出售竣工物業、遞延稅項資產、金融資產、投資物業除外），則會估計資產的可收回數額。資產的可收回數額乃按資產或現金產生單位的使用價值或公平值減出售成本兩者的較高者計算，而個別資產須分開計算，除非資產並不產生明顯獨立於其他資產或資產組別的現金流入，於此情況下，則可收回數額按資產所屬現金產生單位的可收回數額計算。

**非金融資產減值**

對現金產生單位進行減值測試時，公司資產（如總部位樓宇）的部分賬面值倘可以按合理、一致基準分配，則分配至單個現金產生單位，否則分配至最小一組現金產生單位。

僅在資產賬面值高於其可收回數額的情況下，方會確認減值虧損。評估使用價值時，估計日後現金流量按可反映幣值時間值及資產特定風險的現時市場評估的稅前貼現率貼現至現值。減值虧損按與該減值資產功能相符的開支類別於產生期間自損益中扣除。

本集團會在各報告期末評估是否有任何跡象顯示以前所確認的減值虧損已不在或可能減少。倘出現此等跡象，則會估計可收回金額。僅當用以確定資產（商譽除外）可收回金額的估計有變時，方會撥回先前確認的減值虧損，但撥回後的數額不得超過假設於過往年度並無就該項資產確認減值虧損而應釐定的賬面值（扣除任何折舊／攤銷）。減值虧損撥回會計入產生期間的損益。



## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

#### 2.4 MATERIAL ACCOUNTING POLICIES (Continued)

##### 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

- (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 重要會計政策 (續)

##### 關聯方

以下人士被視為本集團的關聯方，倘：

- (a) 有關方為一名人士或該人士家庭的緊密家庭成員，而該人士
  - (i) 擁有本集團的控制權或共同控制權；
  - (ii) 對本集團產生重大的影響力；或
  - (iii) 為本集團或本集團母公司的主要管理人員的其中一名成員；

或

- (b) 該人士為實體且符合下列任何一項條件，而：
  - (i) 該實體與本集團屬同一集團的成員公司；
  - (ii) 一實體為另一實體（或另一實體的母公司、附屬公司或同系附屬公司）的聯營或合營企業；
  - (iii) 該實體與本集團為同一第三方的合營企業；
  - (iv) 一實體為一第三方的合營企業，而另一實體為同一第三方的聯營公司；
  - (v) 該實體提供一個僱用後福利計劃予本集團或本集團相關實體的僱員作為福利；
  - (vi) 該實體為(a)所述人士控制或共同控制；
  - (vii) 於(a)(i)所識別人對實體有重大影響或屬該實體（或該實體母公司）主要管理人員的其中一名成員；及
  - (viii) 該實體或由其構成一部分的任何集團的成員公司向本集團或本集團的母公司提供主要管理人員服務。

**2.4 MATERIAL ACCOUNTING POLICIES (Continued)****Property, plant and equipment and depreciation**

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, 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 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:

Buildings	2.25% to 9.50%
Motor vehicles	11.25% to 31.67%
Office equipment and electronic devices	18.00% to 32.33%
Leasehold improvements	Over the shorter of the lease terms and benefit period

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.

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 profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress is stated at cost less any impairment losses, and is not depreciated. It is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

**2.4 重要會計政策 (續)****物業、廠房及設備與折舊**

物業、廠房及設備(在建工程除外)乃按成本減累計折舊及任何減值虧損列賬。物業、廠房及設備項目的成本包括其購買價及任何令資產投入運作及將資產運往擬定用途地點的直接應佔成本。

所有於物業、廠房及設備項目投入運作後所引致的支出,如維修及保養費等,通常於該等支出期間計入損益。倘確認條件達標,相關主要檢查費用可作為重置於資產賬面值內予以資本化。倘大部分物業、廠房及設備須不時重置,本集團確認該部分物業、廠房及設備為具有特定使用年期的個別資產及相應地對其作出折舊。

折舊乃以直線法按其估計可使用年期撇銷各項物業、廠房及設備的成本至其剩餘價值。因於此目的的主要估計年期年利率如下:

樓宇	2.25%至9.50%
汽車	11.25%至31.67%
辦公設備及電子裝置	18.00%至32.33%
租賃物業裝修	按租賃期與收益期兩者較短者為準

當一項物業、廠房及設備的各部分有不同可使用年期時,該項目的成本乃按合理基準在各部分之間分配,而各部分乃個別地折舊。剩餘價值、可使用年期及折舊方法至少於各財政年度末檢討,並作出調整(如適用)。

包括最初經確認的任何重大部分在內,物業、廠房及設備的項目於出售或預期其使用或出售不會帶來任何未來經濟利益時終止確認。因出售或報廢而於該資產終止確認年度在損益內確認的任何盈虧乃有關資產出售所得款項淨額與賬面值的差額。

在建工程乃按成本減任何減值虧損列賬,且不予折舊。在建工程將於落成並可供使用後重新歸入適當之物業、機器及設備類別。

**2.4 MATERIAL ACCOUNTING POLICIES (Continued)****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. After initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

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

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

For a transfer from investment properties to owner-occupied properties or inventories, the deemed cost of a property for subsequent accounting is its fair value at the date of change in use. If a property occupied by the Group as an owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under "Property, plant and equipment and depreciation" for owned property and/or accounts for such property in accordance with the policy stated under "Right-of-use assets" for property held as a right-of-use asset up to the date of change in use, and any difference at that date between the carrying amount and the fair value of the property is accounted for as a revaluation in accordance with the policy stated under "Property, plant and equipment and depreciation" below. For a transfer from inventories to investment properties, any difference between the fair value of the property at that date and its carrying amount is recognised in profit or loss.

**Transfers to or from investment property**

Transfers to or from investment property shall be made when there is a change in use evidenced by:

- (a) commencement of owner-occupation, for a transfer from investment property to owner-occupied property;
- (b) commencement of development with a view to sale, for a transfer from investment property to inventories;
- (c) end of owner-occupation, for a transfer from owner-occupied property to investment property; and
- (d) inception of an operating lease to another party and the property is held for leasing, for a transfer from inventories to investment property.

**2.4 重要會計政策 (續)****投資物業**

投資物業為持作賺取租金收入及／或資本增值(包括作為使用權資產)。該等物業初始按成本(包括交易成本)計量。於初始確認後，投資物業按反映各報告期末市況的公平值入賬。

投資物業公平值變動所產生的盈虧於產生年度歸入損益及其他全面收入表。

報廢或出售投資物業的任何盈虧於報廢或出售年度在損益確認。

由投資物業轉為自用物業或存貨時，該物業其後會計的認定成本為改變用途當日的公平值。如本集團的自用物業轉為投資物業，本集團直至改變用途當日前會根據「物業、廠房、設備與折舊」項下有關於自有物業的政策把該物業入賬及／或根據「使用權資產」項下有關於持作使用權資產的政策把該物業入賬，而物業於當日的賬面值與公平值的任何差額則根據下文「物業、廠房、設備與折舊」項下的政策列作重估。由存貨轉為投資物業時，該物業於當日的公平值與賬面值的任何差額於損益中確認。

**轉至或轉出投資物業**

當有以下證據顯示用途變更，方可轉至或轉出投資物業：

- (a) 業主開始自用時即自投資物業轉至自用物業；
- (b) 開始發展作銷售用途時即自投資物業轉至存貨；
- (c) 業主結束自用時即自自用物業轉至投資物業；及
- (d) 與另一方的經營租賃開始，且該物業持作租賃，即將存貨轉撥至投資物業。

## 2.4 MATERIAL ACCOUNTING POLICIES (Continued)

### Properties under development

Properties under development are intended to be held for sale after completion.

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

Properties under development are classified as current assets unless those will not be realised in the normal operating cycle. On completion, the properties are transferred to completed properties held for sale.

### Completed properties held for sale

Completed properties held for sale are stated in the statement of financial position at the lower of cost and net realisable value. Cost is determined by an apportionment of the total costs of land and buildings attributable to the unsold properties. Net realisable value takes into account the price ultimately expected to be realised, less estimated costs to be incurred in selling the properties.

### Allocation of property development cost

Land costs are allocated to each unit according to their respective saleable gross floor area ("GFA") to the total saleable GFA. Construction costs relating to units were identified and allocated specifically. Common construction costs have been allocated according to the saleable GFA similar to land costs.

### Intangible assets (other than goodwill)

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

Purchased computer software is stated at cost less any impairment loss and is amortised on the straight-line basis over its estimated useful life of 2 to 10 years.

### 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.

## 2.4 重要會計政策 (續)

### 開發中物業

開發中物業擬於完工後持作出售。

開發中物業按成本與可變現淨值的較低者列賬，成本包括土地成本、建築成本、借款成本、專業費用及於開發期內有關物業直接應佔的其他成本。

除非開發中物業不能於正常營運週期內變現，否則相關開發中物業分類為流動資產。物業於完工時轉至持作出售的完工物業。

### 持作出售的竣工物業

持作出售的竣工物業按成本與可變現淨值的較低者於財務狀況表列賬。成本按未出售物業應佔土地及樓宇總成本的比例釐定。可變現淨值計及最終預期將變現的價格減出售物業將產生的估計成本。

### 分配房地產開發成本

土地成本根據各單位的可售建築面積（「建築面積」）佔可售總建築面積的比例分配至各單位。單位相關建築成本按個別情況識別及分配。一般建築成本按與土地成本相若的方式根據可售建築面積分配。

### 無形資產 (商譽除外)

單獨取得的無形資產於初始確認時按成本計量。通過業務合併取得的無形資產的成本為收購日期的公平值。無形資產的可使用年期分為有限期或無限期。有限期的無形資產隨後按可使用經濟年期攤銷，並於有跡象顯示無形資產可能出現減值時評估減值。有限可使用年期的無形資產的攤銷期及攤銷方法至少於每個財政年度末檢討一次。

購買電腦軟件按成本減任何減值虧損列賬，並使用直線法於其2至10年的估計可使用年期內進行攤銷。

### 租賃

本集團於合約開始時評估合約是否為或包含租賃。倘合約為換取代價而給予在一段時間內控制已識別資產使用的權利，則該合約分類為或包含租賃。

**2.4 MATERIAL ACCOUNTING POLICIES (Continued)****Leases (Continued)****Group as a lessee**

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

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

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less 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:

Land use rights	40 to 50 years
Office buildings	1 to 5 years

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 policy for "properties under development" or "completed 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".

**2.4 重要會計政策 (續)****租賃 (續)****本集團作為承租人**

本集團對所有租賃（惟短期租賃及低價值資產租賃除外）採取單一確認及計量方法。本集團確認租賃負債以作出租賃款項，而使用權資產指使用相關資產的權利。

**(a) 使用權資產**

本集團於租賃開始日期（即相關資產可供使用之日）確認使用權資產。使用權資產按成本減任何累計折舊及減值虧損計量，並就任何重新計量租賃負債作出調整。使用權資產的成本包括已確認的租賃負債金額、已發生的初始直接成本，以及在開始日期或之前作出的租賃付款減去收到的任何租賃優惠。使用權資產在資產租賃期及估計可使用年期（以較短者為準）按直線法計提折舊，如下：

土地使用權	40至50年
辦公樓宇	1至5年

倘於租期結束時租賃資產的擁有權轉讓至本集團或成本反映購買權的行使，折舊則根據資產的估計可使用年期計算。

當使用權資產與作為存貨持有的租賃土地的權益相關時，彼等其後根據本集團的「開發中物業」或「持作出售的竣工物業」政策按成本及可變現淨值兩者中之較低者計量。若使用權資產符合投資物業之定義，則其列入投資物業。根據本集團「投資物業」政策，相關使用權資產初始按成本計算，隨後按公平值計算。

## 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.

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

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

## 2.4 重要會計政策 (續)

### 租賃 (續)

#### 本集團作為承租人 (續)

##### (b) 租賃負債

於租賃開始日期確認以租賃期內的租賃付款的現值計量租賃負債。租賃付款包括固定付款 (包括實物固定付款) 減去任何應收租賃優惠、取決於指數或利率的可變租賃付款，以及預期在剩餘價值擔保下支付的金額。租賃付款亦包括本集團合理地肯定行使的購買選擇權的行使價，及如果租賃期限反映了本集團行使終止租賃選擇權，則終止租賃而需支付的罰款。於觸發付款的事件或條件發生時，不依賴於指數或利率的可變租賃付款將於該期間確認為支出。

在計算租賃付款的現值時，由於租賃中所隱含的利率不易確定，則本集團在租賃開始日期使用累計的借款利率。在開始日期之後，租賃負債的金額將會增加，以反映利息的增加及減少租賃付款。此外，如有修改、租賃期限發生變化、租賃付款變化 (例如因指數或利率變化導致的租賃付款變更) 或相關資產的購買選擇權的評估變更，租賃負債的賬面值將重新計量。

##### (c) 短期租賃及低價值資產租賃

本集團將短期租賃確認豁免適用於其辦公室及設備的短期租賃，即自開始日期起計之租期為十二個月或以下並且不包括購買選擇權的租賃。確認低價值資產的租賃豁免亦適用於被認為低價值的辦公設備及筆記型電腦的租賃。

短期租賃的租賃付款及低價值資產租賃在租賃期內按直線法確認為支出。

**2.4 MATERIAL ACCOUNTING POLICIES (Continued)****Leases (Continued)****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 and other comprehensive income 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.

Leases that transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee are accounted for as finance leases.

**Investments and other financial assets****Initial recognition and measurement**

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

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

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

**2.4 重要會計政策 (續)****租賃 (續)****本集團作為出租人**

倘本集團為出租人，於租賃開始時 (或修改租賃時) 將其各個租賃分類為經營租賃或融資租賃。

所有本集團並未轉讓資產所有權所附帶的絕大部分風險及回報的租賃歸類為經營租賃。當合約包含租賃及非租賃部分時，本集團根據其相對獨立出售價格基準將合約中代價分配予各個部分。租金收入於租期內按直線法列賬並按其經營性質計入損益及其他全面收入表中的收益。於磋商及安排經營租賃時產生的初始直接成本乃計入租賃資產的賬面值，並於租期內按相同方法確認為租金收入。或然租金乃於所賺取的期間內確認為收益。

轉讓相關資產所有權所附帶的絕大部分風險及回報予承租人的租賃歸類為經營租賃。

**投資及其他金融資產****初始確認及計量**

金融資產於初始確認時分類為其後按攤銷成本以及按公平值計入損益計量。

於初始確認時，金融資產分類取決於金融資產的合約現金流量特點及本集團管理該等金融資產的業務模式。除並無重大融資成分或本集團已應用可行權宜方法 (即不調整重大融資成分的影響) 的貿易應收款項外，本集團初步按公平值 (倘金融資產並非按公平值計入損益) 另加交易成本計量金融資產。並無重大融資成分或本集團已應用可行權宜方法的貿易應收款項根據下文「收益確認」所載的政策按國際財務報告準則第15號釐定的交易價格計量。

為使金融資產按攤銷成本或按公平值計入其他全面收益進行分類及計量，需產生純粹為支付本金及未償還本金利息 (「純粹為支付本金及利息」) 的現金流量。現金流並非純粹為支付本金及利息的金融資產則按公平值計入損益進行分類及計量且不論業務模式。

## 2.4 MATERIAL ACCOUNTING POLICIES (Continued)

### Investments and other financial assets (Continued)

#### *Initial recognition and measurement (Continued)*

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

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:

#### *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 profit or loss when the asset is derecognised, modified or impaired.

#### *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 profit or loss.

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on the equity investments are also recognised as other income in profit or loss when the right of payment has been established.

## 2.4 重要會計政策 (續)

### 投資及其他金融資產 (續)

#### *初始確認及計量 (續)*

本集團管理金融資產的業務模式指其如何管理其金融資產以產生現金流量。業務模式確定現金流量是否來自收取合約現金流量、出售金融資產，或兩者兼有。按攤銷成本分類及計量的金融資產以持有金融資產收取合約現金流為目的按業務模式持有，而按公平值計入其他全面收入進行分類及計量的金融資產同時以持有收取合約現金流及出售為目的按業務模式持有。未按照上述業務模式持有的金融資產則以公平值計入損益進行分類及計量。

要求在市場規則或慣例一般規定的期間內交付資產的金融資產購買或出售，於交易日（即本集團承諾購買或出售資產的日期）確認。

#### *後續計量*

金融資產隨後視乎其分類按以下方式計量：

#### *按攤銷成本計量的金融資產 (債務工具)*

按攤銷成本列賬的金融資產其後使用實際利率法計量，並可能出現減值。當資產被終止確認、修訂或出現減值時，收益及虧損於損益確認。

#### *按公平值計入損益的金融資產*

按公平值計入損益的金融資產按公平值於財務狀況表列賬，而公平值變動淨額則於損益確認。

該類別包括本集團並無不可撤回地選擇分類為按公平值計入其他全面收益的衍生工具及股權投資。股權投資的股息在支付權確立時，亦於損益中確認為其他收入。



## 2.4 MATERIAL ACCOUNTING POLICIES (Continued)

### Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

### 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).

## 2.4 重要會計政策(續)

### 終止確認金融資產

金融資產(或(如適用)金融資產的部分或同類金融資產組別的部分)主要在下列情況下終止確認(即自本集團的綜合財務狀況表中剔除):

- 自該資產收取現金流量的權利已屆滿;或
- 本集團已轉讓自該資產收取現金流量的權利,或須根據「轉移」安排向第三方在無嚴重延遲的情況下全數支付所獲得的現金流量;及(a)本集團已轉讓該資產的絕大部分風險及回報,或(b)本集團概無轉讓或保留該資產絕大部分風險及回報但已轉讓資產的控制權。

倘若本集團已轉讓自一項資產收取現金流量的權利或訂立轉移安排,則會評估是否保留該資產擁有權的風險及回報以及保留的程度。倘若概無轉讓或保留該資產絕大部分風險及回報,亦無轉讓資產的控制權,則本集團按本集團持續參與資產的程度繼續確認有關已轉讓資產。在此情況下,本集團亦確認相關負債。已轉讓的資產及相關負債按可反映本集團保留的權利及責任的基準計量。

本集團以擔保形式持續參與已轉讓資產,該已轉讓資產乃以該項資產的原賬面值與本集團可能需要支付的最高代價兩者之較低者計量。

### 金融資產減值

本集團就並非按公平值計入損益持有的所有債務工具確認預期信貸虧損(「預期信貸虧損」)撥備。預期信貸虧損乃基於根據合約應付的合約現金流量與本集團預期收取的所有現金流量之間的差額釐定,並按接近原有實際利率的比率貼現。預期現金流量將包括出售所持抵押品或構成合約條款的其他信貸提升措施所得的現金流量。

#### 一般方法

預期信貸虧損分兩個階段確認。就自初始確認以來信貸風險並無大幅增加的信貸風險而言,會就未來12個月可能發生的違約事件所產生的信貸虧損計提預期信貸虧損撥備(12個月預期信貸虧損)。就自初始確認以來信貸風險大幅增加的信貸風險而言,須就預期於風險餘下存續期內產生的信貸虧損計提虧損撥備,不論違約的時間(整個存續期預期信貸虧損)。

**2.4 MATERIAL ACCOUNTING POLICIES (Continued)****Impairment of financial assets (Continued)****General approach (Continued)**

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.

In certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables which apply the simplified approach as detailed below.

- |         |  |
|---------|--|
| Stage 1 | – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs   |
| Stage 2 | – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs |
| Stage 3 | – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs                          |

**2.4 重要會計政策 (續)****金融資產減值 (續)****一般方法 (續)**

於各報告日期，本集團評估金融工具的信貸風險自初始確認以來是否顯著增加。作此評估時，本集團比較金融工具於報告日期出現違約的風險與該金融工具於初始確認日期出現違約的風險，並考慮無須花費不必要成本或精力即可獲得的合理及有理據的資料，包括過往及前瞻性資料。倘合約付款逾期超過30日，本集團會視其信貸風險已大幅增加。

於若干情況下，倘若內部或外部資料顯示，在計及本集團持有的任何信貸提升措施前，本集團不大可能悉數收取未償還合約款項，則本集團亦可認為金融資產違約。倘若無法合理預期收回合約現金流量，則撇銷金融資產。

按攤銷成本列賬的金融資產根據一般方法減值，並分類至以下階段以計量預期信貸虧損，惟下文所述應用簡化方法的貿易應收款項除外。

- |      |  |
|------|--|
| 第一階段 | – 自初始確認以來信貸風險未顯著增加，且其虧損撥備等於12個月預期信貸虧損的金融工具             |
| 第二階段 | – 自初始確認以來信貸風險顯著增加但並非信貸減值，且其虧損撥備等於整個存續期預期信貸虧損的金融工具      |
| 第三階段 | – 於報告日期出現信貸減值（但並非購入或原已出現信貸減值），且其虧損撥備等於整個存續期預期信貸虧損的金融資產 |

**2.4 MATERIAL ACCOUNTING POLICIES (Continued)****Impairment of financial assets (Continued)****Simplified approach**

For trade receivables that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For trade receivables that contain a significant financing component and lease receivables, the Group chooses as its accounting policy to adopt the simplified approach in calculating ECLs with policies as described above.

**Financial liabilities****Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as interest-bearing bank and other borrowings, senior notes, corporate bonds, or payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include interest-bearing bank and other borrowings, corporate bonds and senior notes (collectively called "**loans and borrowings**"), lease liabilities, trade payables, other payables and accruals, and amounts due to related companies.

**Subsequent measurement**

The subsequent measurement of financial liabilities depends on their classification as follows:

**Financial liabilities at amortised cost (trade and other payables, and borrowings)**

After initial recognition, trade and other payables, and interest-bearing borrowings and lease liabilities 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 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 and other comprehensive income.

**2.4 重要會計政策 (續)****金融資產減值 (續)****簡化方法**

並無重大融資成分或本集團應用可行權宜方法(即不調整重大融資成分的影響)的貿易應收款項,本集團應用簡化方法計算預期信貸虧損。簡化方法下,本集團並無追蹤信貸風險的變化,但於各報告日期根據整個存續期預期信貸虧損確認虧損撥備。本集團已根據其以往信貸虧損經驗,建立了撥備矩陣,並就債務人及經濟環境的特定前瞻性因素作出調整。

就包含重大融資成分的貿易應收款項及租賃應收款項而言,本集團在計算預期信貸虧損時選擇採納上述政策的簡化方法作為其會計政策。

**金融負債****初始確認及計量**

金融負債於初始確認時分類為計息銀行及其他借款、優先票據、公司債務及應付款項(如適用)。

所有金融負債均按公平值進行初始確認,對於貸款及借款以及應付款項,則扣除直接應佔交易成本。

本集團的金融負債包括計息銀行及其他借款、公司債券及優先票據(統稱為「**貸款及借款**」)、租賃負債、貿易應付款項、其他應付款項及應計費用及應付關連公司款項。

**後續計量**

金融負債隨後視乎其分類按以下方式計量:

**按攤銷成本列賬的金融負債 (貿易及其他應付款項及借款)**

於初始確認後,貿易及其他應付款項及計息借款及租賃負債其後使用實際利率法按攤銷成本計量,但於貼現影響不大的情況下則按成本列賬。收益及虧損在終止確認負債時及於攤銷過程中以實際利率法確認為損益。

計算攤銷成本時,計及購買時的任何折讓或溢價,以及視為實際利率一部分的費用或成本。按實際利率法計算的攤銷計入損益及其他全面收入表的財務成本。

**2.4 MATERIAL ACCOUNTING POLICIES (Continued)****Financial liabilities (Continued)****Financial guarantee contracts**

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contracts at the higher of: (i) the ECL allowance determined in accordance with the policy as set out in "Impairment of financial assets"; and (ii) the amount initially recognised less, when appropriate, the cumulative amount of income recognised.

**Senior notes**

Senior notes issued by the Company that contain both liability and early redemption option (which is not closely related to the host contract) are classified separately into respective items on initial recognition. At the date of issue, both the liability and early redemption option components are recognised at fair value.

In subsequent periods, the debt component of the senior notes is carried at amortised cost using the effective interest method. The early redemption option is measured at fair value with changes in fair value recognised in profit or loss.

Transaction costs that relate to the issue of the senior notes are allocated to the liability and early redemption option components in proportion to their relative fair values. Transaction costs relating to the early redemption option are charged to profit or loss immediately. Transaction costs relating to the debt component are included in the carrying amount of the liability portion and amortised over the period of the senior notes using the effective interest method.

**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 profit or loss.

**2.4 重要會計政策 (續)****金融負債 (續)****財務擔保合約**

本集團發出之財務擔保合約為因特定借款人未能根據債務工具之條款於債項到期時還款，而本集團須向有關持有人作出彌償虧損之合約。財務擔保合約初步按公平值確認為負債，並就作出擔保所直接應佔交易成本作出調整。初始確認後，本集團會以下列兩者之較高者計算財務擔保合約：(i)根據「金融資產減值」所載政策釐定之預期信貸虧損撥備；及(ii)初始確認之金額減(如適用)已確認之累計收入金額。

**優先票據**

本公司所發行包含負債及提前贖回權(與主合約並無密切關係)的優先票據於初始確認時單獨分類為各個相關項目。於發行日期，負債及提前贖回選擇權部分均按公平值確認。

於其後期間，優先票據的債務部分使用實際利率法按攤銷成本列賬。提前贖回選擇權按公平值計量，公平值變動於損益確認。

與發行優先票據有關的交易成本按其相對公平值的比例分配至負債及提前贖回選擇權部分。與提前贖回選擇權有關的交易成本即時於損益扣除。與債務部分相關的交易成本計入負債部分的賬面值，並使用實際利率法於優先票據的期間內攤銷。

**終止確認金融負債**

金融負債於負債責任獲解除、取消或到期時終止確認。

倘若現有金融負債由同一貸款方授予條款差異重大的其他債項取代，或現有負債的條款經重大修訂，則此類變更或修訂視作終止確認原有負債及確認新負債，各自賬面值的差額於損益確認。

## 2.4 MATERIAL ACCOUNTING POLICIES (Continued)

### 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.

### 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, 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 and other comprehensive income 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 and other comprehensive income.

### 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.

## 2.4 重要會計政策(續)

### 抵銷金融工具

當現時存在法律上可強制執行的權利，可抵銷已確認金額，且有意以淨額結算或同時變現資產及償還負債，則金融資產及金融負債可互相抵銷，並於財務狀況表呈報淨額。

### 現金及現金等價物

財務狀況表中的現金及現金等價物包括手頭及銀行現金，以及一般於三個月內到期，可隨時轉換為已知金額現金的短期高流動性存款，該等存款價值變動風險不大，並為滿足短期現金承擔而持有。

就綜合現金流量表而言，現金及現金等價物包括手頭及銀行現金以及上文所界定的短期存款，減須按要求償還的銀行透支，並構成本集團現金管理的一部分。

### 撥備

倘若本集團因過往事件須承擔現時責任(法定或推定)，而履行該責任可能導致未來資源流出，且該責任涉及金額能夠可靠估計，則確認撥備。

當本集團預期部分或全部撥備將獲補償時，補償金額僅於補償可實質確定時確認為一項獨立資產。與撥備有關的開支在扣除任何補償後於損益及其他全面收益表中呈列。

倘若貼現影響重大，則確認為撥備的金額將為報告期末預期須用作履行責任的未來開支的現值。因時間流逝而產生的貼現現值增額計入損益及其他全面收益表的財務成本內。

### 所得稅

所得稅包括即期及遞延稅項。與並非於損益確認的項目有關的所得稅於損益之外確認，即於其他全面收益或直接於權益確認。

即期稅項資產及負債按預期將自稅務機關收回或向稅務機關支付的金額計量，乃按報告期末已實施或實質已實施的稅率(及稅法)計算，並已考慮到本集團營運所在國家的現行詮釋及慣例。

**2.4 MATERIAL ACCOUNTING POLICIES (Continued)****Income tax (Continued)**

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.

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 carry forward 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.

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.

**2.4 重要會計政策 (續)****所得稅 (續)**

按負債法就報告期末資產和負債的稅基與其財務申報賬面值之間的所有暫時性差異計提遞延稅項撥備。

所有應課稅暫時性差異均會確認遞延稅項負債，惟下述情況除外：

- 倘遞延稅項負債是由於在一項非業務合併交易中初步確認商譽或資產或負債而產生，且於交易時對會計溢利及應課稅溢利或虧損均無影響且不會產生相等的應課稅及可扣減暫時性差額；及
- 對於有關附屬公司、聯營公司及合營企業投資的應課稅暫時性差異而言，倘可控制撥回暫時性差異的時間且暫時性差異不大可能於可見將來撥回。

所有可扣減暫時性差異以及結轉的未動用稅項抵免及任何未動用稅項虧損均確認為遞延稅項資產。遞延稅項資產的確認以可能會產生應課稅溢利並可用於抵銷可扣減暫時性差異以及結轉的未動用稅項抵免及未動用稅項虧損為限，惟下述情況除外：

- 倘有關可扣減暫時性差異的遞延稅項資產是由於在一項非業務合併交易中初步確認資產或負債而產生，且於交易時對會計溢利及應課稅溢利或虧損均無影響且不會產生相等的應課稅及可扣減暫時性差額；及
- 對於有關附屬公司、聯營公司及合營企業投資的可扣減暫時性差異而言，只有在暫時性差異有可能在可見將來撥回，且應課稅溢利可用以抵扣該等暫時性差異時，方會確認遞延稅項資產。

遞延稅項資產的賬面值於各報告期末予以審閱；若不再可能有足夠應課稅溢利用以抵扣全部或部分遞延稅項資產，遞延稅項資產賬面值將予扣減。未確認遞延稅項資產於各報告期末予以重估，並於可能有足夠應課稅溢利令全部或部分遞延稅項資產可被收回時確認。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

## 2.4 MATERIAL ACCOUNTING POLICIES (Continued)

### Income tax (Continued)

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.

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to profit or loss over the expected useful life of the relevant asset by equal annual instalments or deducted from the carrying amount of the asset and released to profit or loss by way of a reduced depreciation charge.

### Revenue recognition

#### *Revenue from contracts with customers*

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

## 2.4 重要會計政策 (續)

### 所得稅 (續)

遞延稅項資產及負債按資產變現或負債清償期間預期適用的稅率計量，並以報告期末已實施或實際已實施的稅率 (及稅法) 為基準。

僅當本集團擁有可依法執行的權利可將即期稅項資產與即期稅項負債抵銷，且遞延稅項資產與遞延稅項負債與同一稅務機關對同一應課稅實體或不同應課稅實體 (於各未來期間預期有大額遞延稅項負債或資產需要結算或清償時，擬按淨額基準結算即期稅務負債及資產或同時變現資產並結算負債) 徵收的所得稅有關時，遞延稅項資產與遞延稅項負債方可予抵銷。

### 政府補助

倘能合理確定將會收取政府補助且符合所有附帶條件，則有關補助將按公平值予以確認。倘補助與開支項目有關，即於擬補償成本的支銷期間內系統地確認為收入。

倘補助與資產有關，公平值將計入遞延收入賬戶，並於有關資產的預期可使用年期內，以等額年金調撥至損益或從資產賬面值中扣減並以經扣減折舊開支調撥至損益。

### 收益確認

#### *客戶合約收益*

客戶合約收入於貨品或服務的控制權轉移予客戶時予以確認，而該金額反映本集團預期就提供該等貨品或服務有權獲得的代價。

當合約中的代價包括可變金額時，估計代價為本集團將貨品或服務轉移予客戶而有權獲得的金額。可變代價在合約開始時作出估計並受其約束，直至與可變代價相關的不確定性消除，累計已確認收入金額極有可能不會發生重大收入轉回時。

## 2.4 MATERIAL ACCOUNTING POLICIES (Continued)

### Revenue recognition (Continued)

#### *Revenue from contracts with customers (Continued)*

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group with a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in IFRS 15.

a. *Sale of properties*

Revenues are recognised when or as the control of the asset is transferred to the customer.

In determining the transaction price, the Group adjusts the promised amount of consideration for the effect of a financing component if it is significant.

For a property development and sales contract for which the control of the property is transferred at a point in time, revenue is recognised when the customer obtains the physical possession, or the legal title of the completed property and the Group has present right to payment and the collection of the consideration is probable.

b. *Management consulting services*

Consulting services income derived from the provision of support services in connection with development of property projects is recognised when the relevant services are rendered, and the customer simultaneously receives and consumes the benefits provided by the entity's performance as the entity performs.

## 2.4 重要會計政策 (續)

### 收益確認 (續)

#### *客戶合約收益 (續)*

倘合約包括融資組成部分，而該部分就轉讓商品或服務予客戶而為客戶提供超過一年的重大財務利益，則收益按應收款項現值（採用將於本集團與客戶於合約開始時所進行獨立融資交易所反映的貼現率貼現）計量。倘合約包括為本集團提供超過一年的重大財務利益的融資組成部分，則根據該合約確認的收益包括合約負債按實際利率法附加的利息費用。對於自客戶付款的時間至轉讓該承諾商品或服務的時間之間的期間為一年或以下的合約，交易價格不會因重大融資組成部分的影響而作出調整，使用國際財務報告準則第15號的實際權宜方法。

a. *物業銷售*

收益於資產控制權轉移至客戶時確認。

釐定交易價格時，本集團就重大融資成分的影響調整承諾的代價金額。

對於物業控制權於某一時間點轉移的物業開發及銷售合約，收益於客戶取得竣工物業的實際管有權或合法業權且本集團已有現時收款權並可能收到代價時確認。

b. *管理諮詢服務*

就物業項目開發提供支持服務產生的諮詢服務收入於提供相關服務且客戶於實體履約時同時收到並消耗實體履約提供的利益時予以確認。



**2.4 MATERIAL ACCOUNTING POLICIES (Continued)****Revenue recognition (Continued)****Revenue from other sources***a. Rental income*

Rental income is recognised on a time proportion basis over the lease terms. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are incurred.

*b. Interest income*

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that discounts the estimated future cash receipts over the expected life of the financial instrument of the net carrying amount of the financial asset.

*c. Dividend income*

Dividend income is recognised when the shareholders' right to receive payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

**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).

**Contract cost assets**

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 cost assets are amortised and charged to profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the asset related. Other contract costs are expensed as incurred.

**2.4 重要會計政策 (續)****收益確認 (續)****其他來源收益***a. 租金收入*

租金收入於租期內按時間比例確認。不取決於指數或利率的可變租賃付款在其出現的會計期間內確認為收入。

*b. 利息收入*

利息收入按應計基準以實際利率法確認，所採用利率於金融工具的預計年期內將估計未來現金收入貼現至金融資產的賬面淨值。

*c. 股息收入*

股息收入在股東收取款項的權利確立，與股息相關的經濟利益很可能流入本集團，並且股息金額能夠可靠地計量時確認。

**合約負債**

倘客戶於本集團將貨品或服務轉讓予客戶前支付代價，則於作出付款或付款到期時（以較早者為準）確認合約負債。合約負債於本集團履行合約時確認為收入（即相關貨品或服務的控制權轉讓予客戶）。

**合約成本資產**

除資本化為存貨、物業、廠房及設備以及無形資產的成本外，倘符合所有下列條件，則將履行客戶合約產生的成本資本化為資產：

- (a) 有關成本與實體可明確識別之合約或預期合約有直接關係。
- (b) 有關成本令實體將用於履行（或持續履行）日後履約責任之資源得以產生或有所增加。
- (c) 有關成本預期可收回。

資本化合約成本資產乃按與轉讓資產相關貨品或服務予客戶一致的系統基準攤銷並自損益扣除。其他合約成本於產生時支銷。

## 2.4 MATERIAL ACCOUNTING POLICIES (Continued)

### Employee benefits

#### Pension schemes

The employees of the Company and its 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 a certain proportion of these payroll costs to the central pension scheme. The only obligation of the Company with respect to the central pension scheme is to make the required contributions. No forfeited contribution under the central pension scheme is available to reduce the contribution payable in future years. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme.

The Group also participates in a pension scheme under the rules and regulations of the Mandatory Provident Fund Scheme Ordinance ("MPF Scheme") for all employees in Hong Kong, which is a defined contribution retirement scheme. The contributions to the MPF Scheme are based on minimum statutory contribution requirement of 5% of eligible employees' relevant aggregate income. No forfeited contribution under the MPF Scheme is available to reduce the contribution payable in future years. The assets of this pension scheme are held separately from those of the Group in independently administered funds.

#### 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 include interest expense, finance charges and exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs. The exchange gains and losses that are adjustments to interest costs include the interest rate differences between borrowing costs that would be incurred if the entity had borrowed funds in its functional currency, and the borrowing costs actually incurred on foreign currency borrowings. Such amounts are estimated based on forward currency rates at the inception of the borrowings. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

## 2.4 重要會計政策 (續)

### 僱員福利

#### 退休金計劃

本公司及其於中國內地運營的附屬公司之僱員須參加由地方市政府運營的中央退休金計劃。該等附屬公司須按工資成本的一定比例向中央退休金計劃供款。本公司於中央退休金計劃的唯一責任為作出所需供款。中央退休金計劃項下概無沒收供款可用作減少未來年度應付的供款。供款於根據中央退休金計劃規則應付時自損益扣除。

本集團亦根據強制性公積金計劃(「強積金計劃」)條例的規則和規例，為其於香港的所有僱員參與一項退休金計劃，該計劃屬一項定額供款退休計劃。強積金計劃的供款乃按合資格僱員相關收入總額5%的最低法定供款規定作出。強積金計劃項下概無沒收供款可用作減少未來年度應付的供款。該退休金計劃的資產由獨立管理基金持有，並與本集團的資產分開持有。

#### 借貸成本

收購、建築或生產未完成資產(即需要經過相當長的一段時間方可作擬定用途或出售的資產)直接應佔的借貸成本乃撥作資產成本的一部分。當資產基本可作擬定用途或出售時，該等借貸成本終止資本化。

所有其他借貸成本均於產生期間支銷。

借款成本包括外幣借貸產生之利息開支、財務費用及匯兌差額，惟有關成本須視為利息成本之調整。為利息成本調整之外匯盈虧包括倘實體於其功能貨幣借出資金涉及之借款成本及實際涉及外幣借款之借貸成本之間之外匯差額。該等金額乃根據獲得借款時的遠期匯率估計得出。借貸成本包括實體就借入資金產生的利息及其他成本。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

#### 2.4 MATERIAL ACCOUNTING POLICIES (Continued)

##### Borrowing costs (Continued)

When the construction of the qualifying assets takes more than one accounting period, the amount of foreign exchange differences eligible for capitalisation is determined for each annual period and is limited to the difference between the hypothetical interest amount for the functional currency borrowings and the actual interest incurred for foreign currency borrowings. Foreign exchange differences that did not meet the criteria for capitalisation in previous years should not be capitalised in subsequent years.

##### 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

Items included in the financial information of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in RMB, which is the Company's functional currency because the Group's principal operations are carried out in the PRC. 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 profit or loss.

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).

#### 2.4 重要會計政策 (續)

##### 借貸成本 (續)

當興建合資格資產需時超過一個會計期間，合資格資本化之外匯差額金額於各年度期間釐定，並受限於功能貨幣借貸之假定利息金額及涉及外幣借款之實際利息之差額。於過去數年不符合資本化標準之外匯差額將不會於其後數年予以資本化。

##### 股息

末期股息於經股東在股東大會上批准時確認為負債。建議末期股息在財務報表附註中披露。

由於本公司的組織章程大綱及細則授予董事宣派中期股息的權力，因此中期股息的建議及宣派同時進行。因而，中期股息於提出建議及宣派時即時確認為負債。

##### 外幣

本集團旗下各實體的財務資料所列項目均以該實體營運所在的主要經濟環境的貨幣（「功能貨幣」）計量。綜合財務報表以本公司的功能貨幣人民幣呈列，因為本集團的主要營運在中國進行。本集團實體入賬的外幣交易初始使用其各自功能貨幣於交易日期的適用匯率入賬。

以外幣計值的貨幣資產及負債按報告期末適用的功能貨幣匯率換算。貨幣項目的結算或換算產生的差額於損益確認。

按外幣歷史成本計量的非貨幣項目使用初始交易日期的匯率換算。以外幣計值按公平值計量的非貨幣項目按釐定公平值當日的匯率換算。按公平值計量的非貨幣項目換算產生的收益或虧損按與該項目的公平值變動收益或虧損的確認一致的方式處理（即公平值收益或虧損於其他全面收益或損益確認的項目的換算差額亦分別於其他全面收益或損益確認）。

## 2.4 MATERIAL ACCOUNTING POLICIES (Continued)

### Foreign currencies (Continued)

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.

## 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.

### Going concern consideration

In the process of applying the Group's accounting policies, apart from those involving estimations, management has prepared the consolidated financial statements on the assumption that the Group will be able to operate as a going concern in the coming year, which is a critical judgement that has the most significant effect on the amounts recognised in the consolidated financial statements. The assessment of the going concern assumption involves making a judgement by the directors, at a particular point of time, about the future outcome of events or conditions which are inherently uncertain. The directors consider that the Group has the capability to continue as a going concern and the major events or conditions, which may give rise to business risks, that may individually or collectively cast a significant doubt upon the going concern assumption are set out in note 2.1 to the financial statements.

### 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 consolidated financial statements:

## 2.4 重要會計政策 (續)

### 外幣 (續)

在終止確認預付代價相關的非貨幣性資產或非貨幣性負債時，為釐定初步確認相關資產、費用或收入的匯率，首次交易日為本集團初步確認預付代價產生的非貨幣性資產或非貨幣性負債之日。如有多次支付或收取預付款項，本集團會釐定各項支付或收取預付代價的交易日期。

## 3. 重大會計判斷及估計

編製本集團的財務報表時，管理層須作出影響收益、開支、資產與負債呈報金額及相關披露以及或然負債披露的判斷、估計及假設。有關該等假設及估計的不明朗因素可能引致日後須對受影響的資產或負債的賬面值作出重大調整。

### 持續經營考慮

於應用本集團會計政策的過程中，除涉及估計之外，管理層已基於本集團來年將能夠持續經營的假設編製綜合財務報表，此乃對綜合財務報表中確認的金額具有最重大影響的關鍵判斷。持續經營假設的評估涉及董事於特定時間點就本質上不確定的事件或情況的未來結果作出判斷。董事認為本集團有能力繼續持續經營，而可能導致業務風險的重大事件或情況（可能個別或共同對持續經營假設構成重大疑慮）載於財務報表附註2.1。

### 判斷

管理層在應用本集團會計政策的過程中，除有關估計外，亦作出下列對綜合財務報表中確認的數額有最重大影響的判斷：

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

#### Judgements (Continued)

##### *Operating lease commitments – 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 of the fair value of the commercial property, that it retains substantially all the significant risks and rewards incidental to ownership of this property and accounts for the contracts as operating leases.

##### *Classification between investment properties and owner-occupied properties*

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately or leased out separately under a finance lease, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

##### *Classification of subsidiaries, joint ventures and associates*

The classification of an investment as a subsidiary, a joint venture or an associate is based on whether the Group is determined to have control, joint control or significant influence over the investee, which involves judgements through the analysis of various factors, including the Group's representation on the chief decision-making authorities of an investee, such as the board of directors' meetings and shareholders' meetings, as well as other facts and circumstances.

Subsidiaries are consolidated, which means each of their assets, liabilities and transactions are included line-by-line in the Group's consolidated financial statements, whereas the interests in joint ventures and associates are equity accounted for as investments in the consolidated statement of financial position.

### 3. 重大會計判斷及估計 (續)

#### 判斷 (續)

##### *經營租賃承擔—本集團作為出租人*

本集團已就其物業投資組合訂立商業物業租約。基於對安排條款及條件的評估，如租期不構成商用物業之經濟年期的主要部分，且最低租賃款項現值未達到商用物業的絕大部分公平值，本集團已決定保留該物業所有權附帶的絕大部分重大風險及回報，並將有關合約以經營租賃入賬。

##### *投資物業與自用物業的分類*

本集團釐定一項物業是否符合資格列作投資物業，並於作出判斷時制定標準。投資物業指持有以賺取租金或資本增值或兩者兼備的物業。因此，本集團考慮一項物業所產生的現金流量是否大部分獨立於本集團持有的其他資產。若干物業包括部分持作賺取租金或資本增值，而其他部分則持有作生產或供應貨品或服務或作行政用途。倘該等部分物業可以獨立出售或根據融資租賃獨立出租，本集團會就各部分獨立入賬。倘該等部分物業不可獨立出售，則僅當持有作生產或供應貨品或服務或作行政用途的部分微不足道時，該物業方為投資物業。判斷按獨立物業基準釐定配套服務是否非常重要，以致該物業不符合資格列作投資物業。

##### *附屬公司、合營企業及聯營公司的分類*

將投資分類為附屬公司、合營企業或聯營公司乃以本集團是否於被投資公司擁有控制權、共同控制權或重大影響為依據，當中涉及通過分析各種因素（包括本集團對被投資公司主要決策權的陳述），如董事會會議及股東大會以及其他事實及情況作出的判斷。

附屬公司會合併入賬，即該公司的各項資產、負債及交易逐項納入本集團的綜合財務報表，而合營企業及聯營公司的權益則在綜合財務狀況表中入賬列作投資。

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

#### Judgements (Continued)

##### *Deferred tax assets*

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and unused tax losses, 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. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. Further details are included in note 19 to the financial statements.

#### 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.

##### *Significant financing component*

In determining the transaction price, the Group adjusts the promised amount of consideration for the effects of the time value of money if the timing of payments agreed by the parties to the contract provides the Group with a significant benefit of financing.

Certain advance payments received from customers provide a significant financing benefit to the Group. Although the Group is required by the government to place all deposits and periodic payments received from the pre-completion sales in a stakeholder account, the Group is able to benefit from those advance payments as it can withdraw money from that account to pay for expended construction costs on the project. The advance payments received in effect reduce the Group's need to rely on other sources of financing.

The amount of the financing component is estimated at the inception of the contract. After contract inception, the discount rate is not updated for changes in interest rates or other circumstances, such as a change in credit risk. The period of financing is from the time that the payment is received until the transfer of goods to the customers is completed.

##### *Provision for expected credit losses on trade receivables and prepayments, other receivables and other assets*

The Group uses a provision matrix to calculate ECLs for trade receivables and prepayments, other receivables and other assets. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by product type, customer type rating and counter party)

### 3. 重大會計判斷及估計 (續)

#### 判斷 (續)

##### *遞延稅項資產*

所有可扣減暫時性差異，以及結轉的未動用稅項抵免及未動用稅項虧損均確認為遞延稅項資產，以可能會產生應課稅溢利並可用於抵銷可扣減暫時性差異，以及結轉的未動用稅項抵免及未動用稅項虧損為限。管理層釐定可確認的遞延稅項資產金額時，須根據未來應課稅溢利的可能時間及水平，以及未來稅務規劃策略，作出重大判斷。進一步詳情載於財務報表附註19。

#### 估計不明朗因素

有關於報告期末估計不明朗因素的未來及其他主要來源的主要假設，存在會導致下一個財政年度內資產及負債賬面值出現重大調整的重大風險，載列如下。

##### *重大融資成分*

於釐定交易價格時，倘訂約方所商定的付款時間為本集團提供重大融資利益，則本集團會根據金錢時間價值影響調整承諾的代價金額。

自客戶收取的若干預付款項為本集團提供重大融資利益。雖然政府規定本集團須將預售所得所有按金及分期付款存放在利益相關者賬戶中，但本集團能自該等預付款項中獲益，此乃由於其能自該賬戶中提取款項用於支付該項目的建築成本。實際收取的預付款項可減少本集團對其他融資來源的倚賴。

融資成分金額於訂立合約時進行估計。合約訂立後，不會就利率變動或其他情況（如信貸風險變動）更新貼現率。融資期間自收取付款之時起計直至向客戶轉移貨品時結束。

##### *貿易應收款項及預付款項、其他應收款項及其他資產之預期信貸虧損撥備*

本集團使用撥備矩陣計算貿易應收款項及預付款項、其他應收款項及其他資產之預期信貸虧損。撥備率乃基於擁有類似虧損模式（即產品類別、客戶類別評級以及對手方）的多個客戶分部組別的逾期日數釐定。

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

#### Estimation uncertainty (Continued)

##### *Provision for expected credit losses on trade receivables and prepayments, other receivables and other assets (Continued)*

The expected loss rate is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the properties sector, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual default in the future. The information about the ECLs on the Group's trade receivables and prepayments, other receivables and other assets is disclosed in note 22 and note 24 to the financial statements, respectively.

##### *Provision for properties under development and completed properties held for sale*

The Group's properties under development and completed properties held for sale are stated at the lower of cost and net realisable value. Based on the Group's historical experience and the nature of the subject properties, the Group makes estimates of the selling prices, the costs of completion of properties under development, and the costs to be incurred in selling the properties based on prevailing market conditions.

If there is an increase in costs to completion or a decrease in net sales value, the net realisable value will decrease and this may result in a provision for properties under development and completed properties held for sale. Such provision requires the use of judgement and estimates. Where the expectation is different from the original estimate, the carrying value and provision for properties in the periods in which such estimate is changed will be adjusted accordingly.

##### *Impairment of non-financial assets (other than goodwill)*

The Group assesses whether there are any indicators of impairment for all non-financial assets at the end of each year. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use.

### 3. 重大會計判斷及估計 (續)

#### 估計不明朗因素 (續)

##### *貿易應收款項及預付款項、其他應收款項及其他資產之預期信貸虧損撥備 (續)*

預期虧損率初始基於本集團的歷史觀察違約率。本集團將通過調整矩陣，並連同前瞻性資料調整歷史信貸虧損經驗。例如，倘預測經濟狀況（如國內生產總值）預期將於未來一年內惡化，這可能導致物業行業違約數量增加，歷史違約率將予以調整。歷史觀察違約率於各報告日期進行更新，並對前瞻性估計的變動進行分析。

對歷史觀察違約率、預測經濟狀況及預期信貸虧損之間相關性的評估為一項重要估計。預期信貸虧損之金額對環境及預測經濟狀況的變動敏感。本集團的歷史信貸虧損經驗及經濟狀況預測亦可能無法代表客戶日後的實際違約情況。有關本集團貿易應收款項及預付款項、其他應收款項及其他資產的預期信貸虧損資料分別於財務報表附註22及附註24披露。

##### *開發中物業及持作出售已竣工物業撥備*

本集團開發中物業及持作出售已竣工物業按成本與可變現淨值之間的較低者列賬。本集團根據其過往經驗及有關物業的性質，基於現行市況估計售價、開發中物業竣工成本及銷售物業產生的成本。

倘若竣工成本增加，或售價淨額減少，則可變現淨值會減少，並可能因而導致須就開發中物業及持作出售已竣工物業計提撥備。該撥備須運用判斷及估計。在預期與原有估計有差異時，將於該估計發生變動的期間對物業的賬面值及撥備作出相應調整。

##### *非金融資產 (商譽除外) 減值*

本集團於各年末評估所有非金融資產是否存在任何減值跡象。在有跡象表明非金融資產的賬面值不可收回時測試其他非金融資產是否減值。若資產或現金產生單位的賬面值超過其可收回金額（為其公平值減出售成本與其使用價值兩者中的較高者），則存在減值。

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

#### Estimation uncertainty (Continued)

##### *Impairment of non-financial assets (other than goodwill) (Continued)*

The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate to calculate the present value of those cash flows.

#### *PRC corporate income tax ("CIT")*

The Group is subject to corporate income taxes in the PRC. As a result of the fact that certain matters relating to the income taxes have not been confirmed by the local tax bureau, objective estimate and judgement based on currently enacted tax laws, regulations and other related policies are required in determining the provision for income taxes to be made. Where the final tax outcome of these matters is different from the amounts originally recorded, the differences will impact on the income tax and tax provisions in the period in which the differences realise.

#### *PRC land appreciation tax ("LAT")*

The Group is subject to LAT in the PRC. The provision for LAT is based on management's best estimates according to the understanding of the requirements set forth in the relevant PRC tax laws and regulations. The actual LAT liabilities are subject to the determination by the tax authorities upon the completion of the property development projects. The Group has not finalised its LAT calculation and payments with the tax authorities for certain of its property development projects. The final outcome could be different from the amounts that were initially recorded, and any differences will impact on the LAT expenses and the related provision in the period in which the differences realise.

#### *Estimate of fair value of investment properties*

Investment properties carried at fair value were revalued at each reporting date based on the appraised market value provided by independent professional valuers. Such valuations were based on certain assumptions, which are subject to uncertainty and might materially differ from the actual results. In making the estimation, the Group considers information from current prices in an active market for similar properties and uses assumptions that are mainly based on market conditions existing at the end of each year.

#### *Deferred tax assets*

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies.

### 3. 重大會計判斷及估計 (續)

#### 估計不明朗因素 (續)

##### *非金融資產 (商譽除外) 減值 (續)*

依據按公平原則交易類似資產的約束性銷售交易中可得的資料或可觀察到的市價減出售資產的增量成本計算公平值減出售成本。在計算使用價值時，管理層須估計資產或現金產生單位的預期未來現金流量，並選擇適當的貼現率以計算該等現金流量的現值。

#### *中國企業所得稅 (「企業所得稅」)*

本集團須繳納中國企業所得稅。由於有關所得稅的若干事宜尚未被地方稅務局確認，於釐定所作出的所得稅撥備時須以目前有效的稅法、法規及其他有關政策作為客觀估計及判斷依據。倘該等事宜的最終稅款數額有別於原本記錄的數額，差額會在所發生的期間對所得稅及稅項撥備產生影響。

#### *中國土地增值稅 (「土地增值稅」)*

本集團須繳納中國土地增值稅。土地增值稅撥備乃根據管理層按照中國相關稅法及法規所載規定的理解，從而作出的最佳估計計提。實際的土地增值稅負債，須待物業開發項目完成後由稅務當局釐定。本集團尚未就其若干物業開發項目與稅務當局最終確定土地增值稅的計算及付款。最終結果可能與初步入賬的金額有所不同，而任何差額會在所發生的期間對土地增值稅開支及相關撥備產生影響。

#### *投資物業的公平值估計*

按公平值列賬的投資物業於各報告日期根據獨立專業估值師提供的評估市值重新估值。該等估值乃基於若干假設作出，存在不確定性，可能與實際結果存在重大差異。進行估計時，本集團考慮活躍市場上類似物業的近期價格信息，並使用主要基於各年末的市況作出的假設進行估計。

#### *遞延稅項資產*

倘可能具有應課稅利潤抵銷虧損，則會就未動用稅項虧損確認遞延稅項資產。管理層在釐定可予以確認的遞延稅項資產金額時，須根據未來應課稅利潤可能出現的時間及水平連同未來稅務計劃策略作出重大判斷。



## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

#### 4. OPERATING SEGMENT INFORMATION

Management monitors the operating results of the Group's business which includes property development, property leasing, and the provision of management consulting services. Property leasing and the provision of management consulting services are not significant in revenue contribution. Thus, property development is the only reportable operating segment of the Group, and no further operating segment analysis thereof is presented.

##### Geographical information

No geographical information is presented as the Group's revenue from the external customers is derived solely from its operation in Chinese Mainland and no non-current assets of the Group are located outside Chinese Mainland.

##### Information about major customers

No revenue from sales to a single customer or a group of customers under common control accounted for 10% or more of the Group's revenue at the end of the reporting period.

#### 5. REVENUE, OTHER INCOME AND GAINS

An analysis of revenue is as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Revenue from contracts with customers	客戶合約收入	33,831,807	34,927,593
Revenue from other sources	其他來源收入		
Property lease income	物業租賃收入	416,878	390,410
Subtotal	小計	34,248,685	35,318,003
Total	總計	34,248,685	35,318,003

#### 4. 經營分部資料

管理層監控本集團業務（包括物業開發、物業租賃及提供管理諮詢服務）的經營業績。物業租賃及提供管理諮詢服務並未貢獻重大收入，故物業開發為本集團的唯一可報告經營分部，且並無呈列其他經營分部分析。

##### 地區資料

由於本集團來自外部客戶的收入僅自其於中國內地的經營所得且本集團並無非流動資產位於中國內地以外地區，故並無呈列地區資料。

##### 有關主要客戶的資料

於報告期末，對單一客戶或共同控制下的一組客戶的銷售概無佔本集團收入的10%或以上。

#### 5. 收入、其他收入及收益

收入的分析如下：

## 5. REVENUE, OTHER INCOME AND GAINS (Continued)

### Revenue from contracts with customers

#### (a) Disaggregated revenue information

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
<b>Types of goods or services</b>	<b>貨品或服務種類</b>		
Sale of properties	物業銷售	33,814,274	34,906,704
Management consulting services	管理諮詢服務	17,533	20,889
Total revenue from contracts with customers 客戶合約收入總額		<b>33,831,807</b>	34,927,593
<b>Timing of revenue recognition</b>	<b>收入確認時間</b>		
Properties transferred at a point in time	於某一時間點轉讓的物業	33,814,274	34,906,704
Services transferred over time	於一段時間內轉讓的服務	17,533	20,889
Total revenue from contracts with customers 客戶合約收入總額		<b>33,831,807</b>	34,927,593

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:

下表載列本報告期確認的收入金額（其於報告期初計入合約負債及自先前期間履行的履約責任而確認）：

		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:	報告期初計入合約負債的已確認收入：		
Sale of properties	物業銷售	28,004,625	30,420,969

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

## 5. REVENUE, OTHER INCOME AND GAINS (Continued)

### Revenue from contracts with customers (Continued)

#### (b) Performance obligations

Information about the Group's performance obligations is summarised below:

##### *Sale of properties*

The performance obligation is satisfied upon delivery of the properties and the Group has already received the payment or has the right to receive the payment probably.

##### *Management consulting services*

For management consulting services, 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. The Group has elected the practical expedient not to disclose the remaining performance obligations for these types of contracts. The majority of the management consulting service contracts do not have a fixed term. The term of the contracts for pre-delivery and consulting services is generally set to expire when the counterparties notify the Group that the services are no longer required.

The amounts of transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December are as follows:

## 5. 收入、其他收入及收益 (續)

### 客戶合約收入 (續)

#### (b) 履約責任

有關本集團履約責任的資料概述如下：

##### *物業銷售*

履約責任乃於交付物業後獲履行，且本集團已收到款項或可能有權收到款項。

##### *管理諮詢服務*

就管理諮詢服務而言，本集團按其金額等於發票額之權利確認收入，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。大部分管理諮詢服務合約並無固定年期。預交付及諮詢服務合約的年期一般設定為於合約對方通知本集團不再需要該等服務時屆滿。

於12月31日分配至剩餘履約責任 (未履行或部分未履行) 的交易價格金額如下：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Amounts expected to be recognised as revenue:	預期確認為收益的金額：		
Within one year	一年內	29,985,130	35,725,545
After one year	一年後	4,092,005	18,551,031
Total	總計	<b>34,077,135</b>	54,276,576

5. REVENUE, OTHER INCOME AND GAINS  
(Continued)

Revenue from contracts with customers (Continued)

(b) Performance obligations (Continued)

An analysis of other income and gains is as follows:

5. 收入、其他收入及收益 (續)

客戶合約收入 (續)

(b) 履約責任 (續)

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
<b>Other income and gains</b>	<b>其他收入及收益</b>		
Gain on disposal of an associate	出售一間聯營公司的收益	-	28,616
Subsidy income	補貼收入	5,152	7,311
Deposit forfeiture	沒收按金	9,240	19,017
Investment income from financial assets at fair value through profit or loss	按公平值計入損益的金融資產的投資收入	108	234
Gain on disposal of items of property, plant and equipment	出售物業、廠房及設備項目的收益	2,552	29
Others	其他	6,053	4,834
<b>Total</b>	<b>總計</b>	<b>23,105</b>	<b>60,041</b>

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

## 6. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/(crediting):

	Notes 附註	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Cost of inventories sold (excluding impairment losses recognised for properties under development and properties held for sale)	21	30,708,935	29,777,817
Cost of services provided		12,273	15,104
Impairment losses recognised for properties under development	20	646,628	111,632
Impairment losses recognised for properties held for sale	21	352,141	233,966
Impairment of financial assets	22,24	26,793	19,646
Depreciation of items of property, plant and equipment	13	21,993	28,406
Amortisation of intangible assets	16	4,472	3,645
Depreciation of right-of-use assets	15(a)	38,839	46,921
Rental expenses	15(c)	4,492	4,969
Auditors' remuneration		10,245	9,353
Employee benefit expense (including directors' and chief executive's remuneration):			
Wages and salaries		278,172	375,672
Pension scheme contributions and social welfare		47,385	59,385
<b>Total</b>	<b>總計</b>	<b>32,152,368</b>	<b>30,686,516</b>

## 6. 除稅前溢利

本集團之除稅前溢利乃在扣除／(計入) 下列各項後列賬：

## 7. 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 loans and borrowings	貸款及借款利息	1,997,329	2,754,540
Interest expense arising from revenue contracts	合約收入產生的利息開支	506,474	230,883
Interest on lease liabilities	租賃負債利息	687	1,297
Total interest expense on financial liabilities not at fair value through profit or loss	並非按公平值計入損益的金融負債的利息開支總額	2,504,490	2,986,720
Less: Interest capitalised	減：資本化利息	(2,208,650)	(2,750,620)
<b>Total</b>	<b>總計</b>	<b>295,840</b>	<b>236,100</b>

## 7. 財務成本

財務成本的分析如下：

## 8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Fees	袍金	810	774
Other emoluments:	其他薪酬：		
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	3,599	4,145
Pension scheme contributions and social welfare	退休金計劃供款及社會福利	158	159
Subtotal	小計	3,757	4,304
Total	總計	4,567	5,078

## 8. 董事及最高行政人員薪酬

董事及最高行政人員於以下年度的薪酬根據上市規則、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：

### (a) Independent non-executive directors

Mr. Tse Yat Hong, Mr. Chung Chong Sun and Mr. Zhang Huaqiao were appointed as independent non-executive directors of the Company on 5 October 2020.

The fees paid to independent non-executive directors during the year were as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Mr. Tse Yat Hong	謝日康先生	270	258
Mr. Chung Chong Sun	鍾創新先生	270	258
Mr. Zhang Huaqiao	張化橋先生	270	258
Total	總計	810	774

There was no other emolument payable to the independent non-executive directors during the year (2022: Nil).

### (a) 獨立非執行董事

謝日康先生、鍾創新先生及張化橋先生於2020年10月5日獲委任為本公司的獨立非執行董事。

年內支付予獨立非執行董事的袍金如下：

年內並無其他應付獨立非執行董事酬金(2022年：零)。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

#### 8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (Continued)

##### (b) Executive directors and the chief executive

Mr. Lam Ting Keung is the chairman and an executive director of the Company. Mr. Lam Yu was appointed as an executive director and executive president on 17 October 2019. Mr. Chen Chaorong was appointed as an executive director on 17 October 2019. Mr. Huang Junquan was appointed as an executive director and the senior vice president on 17 October 2019. Mr. Chen Chaorong resigned on 25 March 2022, and Mr. Xu Xiaodong was designated as an executive director on the same day.

#### 8. 董事及最高行政人員薪酬(續)

##### (b) 執行董事及最高行政人員

林定強先生為本公司主席兼執行董事。林宇先生於2019年10月17日獲委任為執行董事兼執行總裁。陳朝榮先生於2019年10月17日獲委任為執行董事。黃俊泉先生於2019年10月17日獲委任為執行董事兼高級副總裁。陳朝榮先生於2022年3月25日辭任，而徐小冬先生於同日獲委任為執行董事。

		Salaries, allowances and benefits in kind 薪金、津貼及實物福利 RMB'000 人民幣千元	Pension scheme contributions and social welfare 退休金計劃供款及社會福利 RMB'000 人民幣千元	Total remuneration 薪酬總額 RMB'000 人民幣千元
<b>2023</b>	<b>2023年</b>			
Executive directors:	執行董事：			
- Mr. Lam Ting Keung	- 林定強先生	360	14	374
- Mr. Lam Yu	- 林宇先生	360	14	374
- Mr. Xu Xiaodong	- 徐小冬先生	1,400	65	1,465
- Mr. Huang Junquan	- 黃俊泉先生	1,479	65	1,544
Total	總計	3,599	158	3,757
<b>2022</b>	<b>2022年</b>			
Executive directors:	執行董事：			
- Mr. Lam Ting Keung	- 林定強先生	360	12	372
- Mr. Lam Yu	- 林宇先生	360	12	372
- Mr. Chen Chaorong (resigned on: 25 March 2022)	- 陳朝榮先生 (於2022年 3月25日辭任)	275	15	290
- Mr. Xu Xiaodong	- 徐小冬先生	1,400	60	1,460
- Mr. Huang Junquan	- 黃俊泉先生	1,750	60	1,810
Total	總計	4,145	159	4,304

There was no arrangement under which a director waived or agreed to waive any remuneration during the year.

年內並無董事放棄或同意放棄任何薪酬的安排。

NOTES TO FINANCIAL STATEMENTS  
財務報表附註

31 December 2023  
2023年12月31日

9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included two directors (2022: two directors), details of whose remuneration are set out in note 8 above. Details of the remuneration for the year of the three (2022: three) highest paid employees who are neither a director nor chief executive of the Company are as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Salaries, allowances and benefits in kind	薪金、津貼、花紅及實物福利	3,284	2,958
Pension scheme contributions and social welfare	退休金計劃供款及社會福利	170	142
Total	總計	3,454	3,100

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following band is as follows:

		2023 2023年	2022 2022年
Nil to HK\$2,000,000	零至2,000,000港元	3	3

10. INCOME TAX

The Group is subject to income tax on an entity basis on profits arising in or derived from the tax jurisdictions in which members of the Group are domiciled and operate. Pursuant to the rules and regulations of the Cayman Islands, the Group's subsidiaries incorporated in the Cayman Islands and British Virgin Islands are not subject to any income tax. The Group's subsidiaries incorporated in Hong Kong were not liable for income tax as they did not have any assessable profits currently arising in Hong Kong for the year ended 31 December 2023.

9. 五名最高薪僱員

年內五名最高薪僱員包括兩名董事（2022年：兩名董事），其薪酬詳情載於上文附註8。三名（2022年：三名）既非本公司董事亦非最高行政人員的最高薪僱員於年內的薪酬詳情如下：

薪酬介乎下列區間的非董事亦非最高行政人員的最高薪僱員人數如下：

10. 所得稅

本集團須就本集團成員公司註冊及經營所在稅務司法權區產生或源自其的利潤按實體基準繳納所得稅。根據開曼群島的規則及規例，本公司及本集團於開曼群島及英屬處女群島註冊成立的附屬公司無須繳納任何所得稅。本集團於香港註冊成立的附屬公司無須繳納所得稅，因為該等公司於截至2023年12月31日止年度並無於香港產生任何應課稅利潤。



## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

#### 10. INCOME TAX (Continued)

Subsidiaries of the Group operating in Chinese Mainland were subject to PRC corporate income tax with a tax rate of 25% for the year except for the following subsidiary:

Company name 公司名稱	Corporate income tax rate 企業所得稅率
Chongqing Jinhui Changjiang*	重慶金輝長江房地產有限公司* 15%
* According to the Announcement on Further Implementation of Corporate Income Tax Policy for the development of the Western Regions (2012 No.12) issued by the State Taxation Administration and the extension of the Corporate Income Tax Policy for the development of the Western Regions (2020 No.23) jointly issued by the Ministry of Finance, State Taxation Administration and National Development and Reform Commission, Chongqing Jinhui Changjiang, subsidiaries of the Group, is qualified to enjoy the preferential tax policy of western regions enterprise income tax of 15% from 2011 to 2030.	* 根據國家稅務總局頒佈的《關於深入實施西部大開發戰略有關企業所得稅問題的公告》(2012年第12號)，以及由財政部、國家稅務總局及國家發展和改革委員會聯合頒佈的《關於延續西部大開發企業所得稅政策的公告》(2020年第23號)，自2011年至2030年，本集團附屬公司重慶金輝長江合資格享有15%的西部地區企業稅收優惠稅率。

LAT is levied 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 land costs, borrowing costs and other property development expenditures. The Group has estimated, made and included in taxation a provision for LAT according to the requirements set forth in the relevant Chinese Mainland tax laws and regulations. The LAT provision is subject to the final review and approval by the local tax bureau.

#### 10. 所得稅(續)

除以下附屬公司外，本集團於中國內地經營的附屬公司於年內須按25%的稅率繳納中國企業所得稅：

土地增值稅乃按照介乎30%至60%的累進稅率對土地增值額徵收，土地增值額為物業銷售所得款項減可扣減開支(包括土地成本、借款成本及其他物業開發開支)。本集團根據有關中國內地稅務法律及法規的規定為土地增值稅估計、作出及計提稅項撥備。土地增值稅撥備須由當地稅務機關進行最終審核及批准。

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Current tax	即期稅項：		
Corporate income tax	企業所得稅	581,365	1,185,375
LAT	土地增值稅	308,621	305,933
Deferred tax (note 19)	遞延稅項(附註19)	241,714	131,977
Total tax charge for the year	年內稅項支出總額	<b>1,131,700</b>	1,623,285

NOTES TO FINANCIAL STATEMENTS  
財務報表附註

31 December 2023

2023年12月31日

10. INCOME TAX (Continued)

A reconciliation of income tax expense applicable to profit before tax at the statutory rate for the jurisdictions in which the Company and the majority of its subsidiaries are domiciled to the income tax expense at the effective income 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
Profit before tax	除稅前溢利	697,757	3,706,435
At the statutory income tax rate	按法定所得稅率計算	174,439	926,609
Lower tax rates for specific provinces or enacted by local authority	特定省份或當地機構制定的較低稅率	16,295	(7,677)
Expenses not deductible for tax	不可扣稅開支	14,625	15,902
Profits and losses attributable to joint ventures and associates	合營企業及聯營公司應佔溢利及虧損	24,551	60,403
Deductible temporary differences and tax losses utilised from previous years	可扣減暫時性差異及過往年度可動用之稅項虧損	(37,356)	(54,155)
Unrecognised deductible temporary differences and tax losses	未確認可扣減暫時性差異及稅項虧損	705,187	473,236
Adjustment of current tax for previous years	過往年度即期稅項調整	2,493	(20,483)
Provision for LAT	土地增值稅撥備	308,621	305,933
Tax effect on LAT	土地增值稅的稅務影響	(77,155)	(76,483)
Tax charge at the Group's effective rate	按本集團實際稅率計算的稅項支出	1,131,700	1,623,285

The share of tax attributable to associates and joint ventures amounting to RMB46,000 (2022: RMB163,673,000) and RMB33,120,000 (2022: RMB244,211,000), respectively, is included in "Share of profits and losses of joint ventures and associates" in the consolidated statement of profit or loss and other comprehensive income.

Tax payable in the consolidated statement of financial position represents:

本公司及其大部分附屬公司註冊所在司法權區按法定稅率計算的除稅前溢利適用的所得稅開支，以及適用稅率（即法定稅率）與實際稅率的對賬如下：

於本年度分佔聯營公司及合營企業應佔稅項分別為人民幣46,000元（2022年：人民幣163,673,000元）及人民幣33,120,000元（2022年：人民幣244,211,000元），均計入綜合損益及其他全面收入表內「分佔合營企業及聯營公司溢利及虧損」項下。

綜合財務狀況表內的應付稅項呈列如下：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
<b>Tax payables:</b>	<b>應付稅項：</b>		
Corporate income tax	企業所得稅	1,665,418	1,162,538
LAT	土地增值稅	4,073,670	4,107,552
Total tax payable	應付稅項總額	5,739,088	5,270,090

11. DIVIDENDS

The Board does not recommend a final dividend for the year ended 31 December 2023 (2022: Nil).

11. 股息

董事會不建議派發截至2023年12月31日止年度的末期股息（2022年：無）。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

#### 12. (LOSS)/EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic (loss)/earnings per share amount is based on the (loss)/profit for the year attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 4,045,227,000 (2022: 4,045,227,000) in issue during the year.

The weighted average number of ordinary shares used to calculate the basic (loss)/earnings per share amounts for the years ended 31 December 2023 and 2022 was based on 1 share of the Company as at 17 October 2019, 1 share of the Company issued on 6 March 2020, and 3,399,999,998 ordinary shares of the Company issued under the capitalisation issue occurred on 29 October 2020, as if these additional shares issued under the capitalisation issue had been in issue throughout the years ended 31 December 2023 and 2022. On 29 October 2020, the Company issued 600,000,000 new ordinary shares. On 25 November 2020, the over-allotment option has been partially exercised and the Company allotted and issued 45,227,000 additional shares.

No adjustment has been made to the basic (loss)/earnings per share amounts presented for the years ended 31 December 2023 and 2022 in respect of a dilution as the Group had no potentially dilutive ordinary shares in issue during the years ended 31 December 2023 and 2022.

The calculation of the basic (loss)/earnings per share amounts is based on:

#### 12. 母公司普通權益持有人應佔每股(虧損)/盈利

每股基本盈利金額乃根據母公司普通權益持有人應佔年內溢利及年內已發行普通股加權平均數4,045,227,000股(2022年: 4,045,227,000股)計算。

用以計算截至2023年及2022年12月31日止年度每股基本(虧損)/盈利的普通股加權平均數乃根據於2019年10月17日本公司1股股份、於2020年3月6日本公司發行1股股份及根據於2020年10月29日發生的資本化發行而發行的本公司3,399,999,998股普通股(猶如根據資本化發行而發行的該等額外股份已於截至2023年及2022年12月31日止年度全年已發行)計算得出。於2020年10月29日,本公司發行600,000,000股新普通股。於2020年11月25日,超額配股權獲部分行使且本公司配發及發行45,227,000股額外股份。

截至2023年及2022年12月31日止年度,並無就攤薄對列報的每股基本(虧損)/盈利金額作出調整,乃由於本集團於截至2023年及2022年12月31日止年度並無發行任何潛在攤薄普通股。

每股基本及攤薄盈利乃按以下各項計算:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
<b>(Loss)/earnings</b>	<b>(虧損)/盈利</b>		
(Loss)/profit attributable to ordinary equity holders of the parent	母公司普通權益持有人應佔 (虧損)/溢利	<b>(581,248)</b>	1,705,026
		<b>Number of shares</b> 股份數目	
		2023 2023年	2022 2022年
<b>Shares</b>	<b>股份</b>		
Weighted average number of ordinary shares in issue during the year	年內已發行普通股加權平均數	<b>4,045,227,000</b>	4,045,227,000
<b>(Loss)/earnings per share</b>	<b>每股(虧損)/盈利</b>		
Basic and diluted	基本及攤薄	<b>RMB(0.14) yuan</b> 人民幣(0.14)元	RMB0.42 yuan 人民幣0.42元

NOTES TO FINANCIAL STATEMENTS  
財務報表附註

31 December 2023

2023年12月31日

13. PROPERTY, PLANT AND EQUIPMENT

13. 物業、廠房及設備

		Buildings	Motor vehicles	Office equipment and electronic devices	Leasehold improvements	Total
		樓宇	汽車	辦公設備及電子裝置	租賃物業裝修	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>31 December 2023:</b>	<b>2023年12月31日：</b>					
At 31 December 2022 and 1 January 2023	於2022年12月31日及2023年1月1日					
Cost	成本	648,609	138,546	87,090	74,066	948,311
Accumulated depreciation	累計折舊	(164,569)	(125,967)	(68,207)	(70,545)	(429,288)
Net carrying amount	賬面淨值	484,040	12,579	18,883	3,521	519,023
At 1 January 2023, net of accumulated depreciation and impairment	於2023年1月1日，扣除累計折舊及減值	484,040	12,579	18,883	3,521	519,023
Additions	添置	383,484	516	2,897	2,144	389,041
Disposals	出售	(299)	(682)	(434)	-	(1,415)
Depreciation provided during the year (note 6)	年內已撥備折舊 (附註6)	(13,058)	(1,320)	(5,339)	(2,276)	(21,993)
At 31 December 2023, net of accumulated depreciation	於2023年12月31日，扣除累計折舊	854,167	11,093	16,007	3,389	884,656
At 31 December 2023:	於2023年12月31日：					
Cost	成本	1,032,093	139,062	89,987	76,210	1,337,352
Accumulated depreciation and impairment	累計折舊及減值	(177,926)	(127,969)	(73,980)	(72,821)	(452,696)
Net carrying amount	賬面淨值	854,167	11,093	16,007	3,389	884,656

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023

2023年12月31日

13. PROPERTY, PLANT AND EQUIPMENT (Continued)

13. 物業、廠房及設備 (續)

		Buildings	Motor vehicles	Office equipment and electronic devices	Leasehold improvements	Total
		樓宇	汽車	辦公設備及電子裝置	租賃物業裝修	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>31 December 2022:</b>	<b>2022年12月31日：</b>					
At 31 December 2021 and 1 January 2022	於2021年12月31日及2022年1月1日					
Cost	成本	622,512	141,551	88,177	72,218	924,458
Accumulated depreciation	累計折舊	(150,744)	(126,612)	(63,551)	(65,377)	(406,284)
Net carrying amount	賬面淨值	471,768	14,939	24,626	6,841	518,174
At 1 January 2022, net of accumulated depreciation and impairment	於2022年1月1日，扣除累計折舊及減值	471,768	14,939	24,626	6,841	518,174
Additions	添置	26,097	-	1,688	1,848	29,633
Disposals	出售	-	(161)	(217)	-	(378)
Depreciation provided during the year (note 6)	年內已撥備折舊 (附註6)	(13,825)	(2,199)	(7,214)	(5,168)	(28,406)
At 31 December 2022, net of accumulated depreciation	於2022年12月31日，扣除累計折舊	484,040	12,579	18,883	3,521	519,023
At 31 December 2022:	於2022年12月31日：					
Cost	成本	648,609	138,546	87,090	74,066	948,311
Accumulated depreciation and impairment	累計折舊及減值	(164,569)	(125,967)	(68,207)	(70,545)	(429,288)
Net carrying amount	賬面淨值	484,040	12,579	18,883	3,521	519,023

As at 31 December 2023, there were no items of Group's property, plant and equipment which have been pledged to secure asset-backed securities granted to the Group (note 32) (2022: RMB22,263,000).

於2023年12月31日，本集團的物業、廠房及設備概無已質押項目為本集團獲授的銀行及其他借款作抵押 (附註32) (2022年：人民幣22,263,000元)。

NOTES TO FINANCIAL STATEMENTS  
財務報表附註

31 December 2023

2023年12月31日

14. INVESTMENT PROPERTIES

14. 投資物業

		Under construction 在建 RMB'000 人民幣千元	Completed 已竣工 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Carrying amount at 1 January 2022	於2022年1月1日的賬面值	675,700	13,264,100	13,939,800
Transfer from properties under development (note 20)	轉撥自開發中物業 (附註20)	1,572,326	-	1,572,326
Transfer to owner-occupied property	轉撥至自用物業	-	(26,500)	(26,500)
Net gain from a fair value adjustment	公平值調整所得收益淨額	713,674	130,900	844,574
Carrying amount at 31 December 2022 and 1 January 2023	於2022年12月31日及2023年1月1日的賬面值	<b>2,961,700</b>	<b>13,368,500</b>	<b>16,330,200</b>
Transfer from properties under development (note 20)	轉撥自開發中物業 (附註20)	<b>65,478</b>	-	<b>65,478</b>
Transferred	已轉撥	-	<b>(220,000)</b>	<b>(220,000)</b>
Transfer from completed properties held for sale (note 21)	轉撥至持作出售的完工物業 (附註21)	-	<b>310,260</b>	<b>310,260</b>
Net gain from a fair value adjustment	公平值調整所得收益淨額	<b>106,222</b>	<b>253,540</b>	<b>359,762</b>
Carrying amount at 31 December 2023	於2023年12月31日的賬面值	<b>3,133,400</b>	<b>13,712,300</b>	<b>16,845,700</b>

The Group's investment properties are situated in Chinese Mainland. The Group's investment properties were revalued on 31 December 2023 based on valuations performed by Jones Lang LaSalle Corporate Appraisal and Advisory Limited, Shenzhen Cushman & Wakefield Real Estate Evaluation Co., Ltd. and Savills Valuation and Professional Services (China) Limited, independent professionally qualified valuers, at RMB16,845,700,000 (2022: RMB16,330,200,000). The Group's senior finance manager and the Group's financial controller decide, after approval from the board of directors of the Company, to appoint which external valuer 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 senior finance manager has discussions with the valuer on the valuation assumptions and valuation results when the valuations are performed for financial reporting.

As at 31 December 2023, the Group's investment properties with an aggregate carrying amount of approximately RMB7,132,800,000 (2022: RMB4,290,100,000) were pledged to secure bank and other borrowings granted to the Group (note 31).

本集團的投資物業位於中國內地。本集團的投資物業乃基於獨立專業合資格估值師仲量聯行企業評估及諮詢有限公司、戴德量行房地產評估(深圳)有限公司及第一太平戴維斯(中國)估值及專業顧問有限公司的評估於2023年12月31日重估為人民幣16,845,700,000元(2022年:人民幣16,330,200,000元)。本集團的高級財務經理及集團財務總監經本公司董事會批准後決定委任外部估值師負責本集團物業的外部估值。甄選標準包括市場知識、聲譽、獨立性及是否保持專業標準。本集團的高級財務經理已與估值師就進行財務報告估值的估值假設及估值結果進行討論。

於2023年12月31日,本集團總賬面值為約人民幣7,132,800,000元(2022年:人民幣4,290,100,000元)的投資物業已質押,為本集團獲授的銀行及其他借款作抵押(附註31)。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

#### 14. INVESTMENT PROPERTIES (Continued)

As at 31 December 2023, the Group's investment properties with an aggregate carrying amount of approximately RMB2,938,900,000 (2022: RMB8,396,000,000) were pledged to asset-backed securities granted to the Group (note 32).

As at 31 December 2023, the Group's investment properties with an aggregate carrying amount of approximately RMB3,069,600,000 (2022: RMB1,044,200,000) were pledged to corporate bonds granted to the Group (note 34).

#### Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's investment properties:

#### 14. 投資物業 (續)

於2023年12月31日，本集團總賬面值約為人民幣2,938,900,000元（2022年：人民幣8,396,000,000元）的投資物業已質押，為本集團的資產抵押證券作抵押（附註32）。

於2023年12月31日，本集團總賬面值為人民幣3,069,600,000元（2022年：人民幣1,044,200,000元）的投資物業已質押，為本集團的債券作抵押（附註34）。

#### 公平值層級

下表說明本集團投資物業的公平值計量層級：

		Fair value measurement as at 31 December 2023 using 於2023年12月31日使用以下級別的 公平值計量			
		Quoted prices in active markets (Level 1) 於活躍 市場的報價 (第一級) RMB'000 人民幣千元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第二級) RMB'000 人民幣千元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第三級) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Recurring fair value measurement for:	就以下項目進行的 經常性公平值計量：				
Commercial properties under construction	商業物業 在建	-	-	3,133,400	3,133,400
Completed	已竣工	-	-	13,712,300	13,712,300
Total	總計	-	-	16,845,700	16,845,700

14. INVESTMENT PROPERTIES (Continued)

Fair value hierarchy (Continued)

		Quoted prices in active markets (Level 1) 於活躍 市場的報價 (第一級) RMB'000 人民幣千元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第二級) RMB'000 人民幣千元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第三級) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Recurring fair value measurement for:	就以下項目進行的 經常性公平值計量：				
Commercial properties under construction	商業物業 在建	-	-	2,961,700	2,961,700
Completed	已竣工	-	-	13,368,500	13,368,500
<b>Total</b>	<b>總計</b>	<b>-</b>	<b>-</b>	<b>16,330,200</b>	<b>16,330,200</b>

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).

於本年度，第一級與第二級之間並無公平值計量的轉撥，亦無轉撥入或轉出第三級（2022年：零）。

Below is a summary of the valuation techniques used and the key inputs to the valuation of investment properties:

以下為投資物業估值所用的估值技術及主要輸入數據概要：

Valuation techniques 估值技術	Significant unobservable inputs 重大不可觀察輸入數據	Range or weighted average 31 December 範圍或加權平均 12月31日	
		2023 2023年	2022 2022年
Completed commercial properties 已竣工商業物業	Income approach 收益法	Expected rental value (per square metre and per day) 預期租金價值 (每平方米及每日) <b>RMB0.4-16.2 人民幣0.4元至 人民幣16.2元</b>	RMB0.6-16.3 人民幣0.6元至 人民幣16.3元
	Capitalisation rate 資本化率	<b>3%-6%</b>	3%-6%
Commercial properties under construction 在建商業物業	Asset based approach 資產基礎法	Expected selling price (per square metre) 預期銷售價格 (每平方米) <b>RMB3,191-4,462 人民幣3,191元至 4,462元</b>	RMB2,290-8,900 人民幣2,290元至 人民幣8,900元
	Residual method 剩餘法	Expected profit margin 預期溢利	<b>12%</b> N/A 不適用



**14. INVESTMENT PROPERTIES (Continued)****Fair value hierarchy (Continued)**

The fair value of completed commercial properties is determined using the income approach.

The income approach by taking into account the 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 have been then capitalised to determine the fair value at an appropriate capitalisation rate. Where appropriate, reference to the comparable sales transactions as available in the relevant market has also been considered.

A significant increase/decrease in the estimated rental value would result in a significant increase/decrease in the fair value of the investment properties. A significant increase/decrease in the capitalisation rate would result in a significant decrease/increase in the fair value of the investment properties.

The fair value of commercial properties under construction which are at the initial construction stage is determined using the asset-based method and residual method.

The asset-based method is to use the market comparison method to evaluate the fair value of the land use right and consider the book value of the construction and installation costs incurred to obtain the fair value of the project under construction.

The residual method is based on the assumption that the property is newly completed in accordance with the latest 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, contingency 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 capitalisation method has been used in estimating the GDV, the basis of capitalisation of estimated net income derived from the property with consideration of the prevailing market yields.

A significant increase/decrease in the expected profit margin would result in a significant decrease/increase in the fair value of the investment properties.

**14. 投資物業 (續)****公平值層級 (續)**

已竣工商業物業的公平值乃使用收益法釐定。

收益方法是通過計入以現有租賃所得及／或在現有市場上可收取的物業租金收入，且已就租賃的復歸收入潛力作適當估量，並已按適當的資本化率進行資本化以釐定公平值。在適當情況下，亦曾考慮參考相關市場可資比較的銷售交易。

估計租金價值大幅增加／減少將導致投資物業的公平值大幅增加／減少。資本化率大幅增加／減少將導致投資物業的公平值大幅減少／增加。

在建商業物業的公平值於建設初期使用資產基礎法及剩餘法釐定。

資產基礎法是使用市場比較法來評估土地使用權的公平值，並考慮該建設及安裝產生成本的賬面值以獲得在建項目的公平值。

剩餘法乃基於該物業為根據最新發展建議（在物業用途、相關可出售面積及建築時間表方面）新近落成，以確立發展總值（「發展總值」）。總開發成本（包括建築成本、或然成本、專業費用、基建成本、管理成本、財務成本及發展商溢利）乃估計得出，並扣除已確立的發展總值。隨後將所得出的剩餘數字調整回至估值日期，以得出相關物業權益的市值。收入資本化法用於估計發展總值，即來自該物業的估計收入淨額的資本化基準，並考慮現行市場收益率。

預期利潤的大幅增加／減少將導致投資物業的公平值大幅減少／增加。

## 15. LEASES

### The Group as a lessee

The Group has lease contracts for office buildings. Lump sum payments were made upfront to acquire the leased land from the owners with lease periods of 40 to 50 years, and no ongoing payments will be made under the terms of these land leases. Leases of office buildings generally have lease terms between 1 and 3 years. Office equipment generally has lease terms of 12 months or less and/or is individually of low value. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

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

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

		Land use rights 土地使用權 RMB'000 人民幣千元	Office buildings 辦公樓宇 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>As at 1 January 2022</b>	<b>於2022年1月1日</b>	762,779	15,990	778,769
Additions	添置	-	12,384	12,384
Depreciation charge (note 6)	折舊費用 (附註6)	(31,162)	(15,759)	(46,921)
<b>As at 31 December 2022 and 1 January 2023</b>	<b>於2022年12月31日 及2023年1月1日</b>	<b>731,617</b>	<b>12,615</b>	<b>744,232</b>
Additions	添置	24,850	4,141	28,991
Disposal	出售	-	(4,717)	(4,717)
Depreciation charge (note 6)	折舊費用 (附註6)	(31,582)	(7,257)	(38,839)
<b>As at 31 December 2023</b>	<b>於2023年12月31日</b>	<b>724,885</b>	<b>4,782</b>	<b>729,667</b>

As at 31 December 2023, the Group's land use rights with an aggregate carrying amount of approximately RMB608,167,000 (2022: RMB636,345,000) were pledged to secure bank and other borrowings granted to the Group (note 31).

As at 31 December 2023, there were no Group's land use rights were pledged to asset-backed securities granted to the Group (note 32) (2022: RMB19,197,000).

## 15. 租賃

### 本集團作為承租人

本集團有辦公室樓宇租賃合約。已提前作出一次性付款以向業主收購租賃土地，租期為40至50年，而根據該等土地租賃的條款，將不會繼續支付任何款項。辦公室樓宇的租期通常為1至3年。辦公室設備的租期通常為12個月或以下及/或個別價值較低的設備。一般而言，本集團不可向本集團以外人士轉讓及分租租賃資產。

#### (a) 使用權資產

本集團年內使用權資產的賬面值及變動如下：

	Land use rights 土地使用權 RMB'000 人民幣千元	Office buildings 辦公樓宇 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>As at 1 January 2022</b>	762,779	15,990	778,769
Additions	-	12,384	12,384
Depreciation charge (note 6)	(31,162)	(15,759)	(46,921)
<b>As at 31 December 2022 and 1 January 2023</b>	<b>731,617</b>	<b>12,615</b>	<b>744,232</b>
Additions	24,850	4,141	28,991
Disposal	-	(4,717)	(4,717)
Depreciation charge (note 6)	(31,582)	(7,257)	(38,839)
<b>As at 31 December 2023</b>	<b>724,885</b>	<b>4,782</b>	<b>729,667</b>

於2023年12月31日，本集團總賬面值為約人民幣608,167,000元（2022年：人民幣636,345,000元）的土地使用權已質押，為本集團獲授的銀行及其他借款作抵押（附註31）。

於2023年12月31日，本集團並無土地使用權已質押，為本集團的資產抵押證券作抵押（附註32）（2022年：人民幣19,197,000元）。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

#### 15. LEASES (Continued)

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

##### (b) Lease liabilities

The carrying amount of lease liabilities and the movements during the year are as follows:

		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日的賬面值	14,090	16,951
New leases	新租賃	4,141	12,384
Disposal	出售	(5,570)	-
Accretion of interest recognised during the year (note 7)	年內確認的利息增加 (附註7)	687	1,297
Payments	付款	(7,497)	(16,542)
Carrying amount at 31 December	於12月31日的賬面值	5,851	14,090
Analysed into:	分析為：		
Current portion	即期部分	3,354	10,747
Non-current portion	非即期部分	2,497	3,343

The maturity analysis of lease liabilities is disclosed in note 44 to the financial statements.

租賃負債的賬齡分析披露於財務報表附註44。

##### (c) The amounts recognised in profit or loss in relation to leases are as follows:

##### (c) 有關租賃於損益內確認金額如下：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Interest on lease liabilities (note 7)	租賃負債利息 (附註7)	687	1,297
Depreciation charge of right-of-use assets (note 6)	使用權資產折舊開支 (附註6)	38,839	46,921
Expense relating to short-term leases (note 6)	與短期租賃有關的開支 (附註6)	2,201	3,317
Expense relating to leases of low-value assets (note 6)	與低價值資產租賃有關的開支 (附註6)	2,291	1,652
Total amount recognised in profit or loss	於損益內確認款項總額	44,018	53,187

## 15. LEASES (Continued)

### The Group as a lessee (Continued)

(d) The total cash outflow for leases and future cash outflows relating to leases that have not yet commenced are disclosed in notes 37(c) and 44, respectively, to the financial statements.

### The Group as a lessor

The Group leases its investment properties (note 14) under operating lease arrangements. The terms of the leases generally require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions. Rental income recognised by the Group during the year was RMB416,878,000 (2022: RMB390,410,000), details of which are included in note 5 to the financial statements.

31 December 2023, the undiscounted lease payments receivable by the Group in future periods under non-cancellable operating leases with its tenants are as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Within one year	一年內	580,737	525,827
After one year but within two years	一年以上但兩年以內	571,376	477,505
After two years but within three years	兩年以上但三年以內	419,245	472,495
After three years but within four years	三年以上但四年以內	383,978	350,727
After four years but within five years	四年以上但五年以內	226,570	341,894
After five years	五年以上	934,851	456,141
Total	總計	<b>3,116,757</b>	2,624,589

## 15. 租賃(續)

### 本集團作為承租人(續)

(d) 租賃現金流出總額及與尚未開始的租賃有關的未來現金流出分別披露於財務報表附註37(c)及44。

### 本集團作為出租人

本集團根據經營租賃安排出租其投資物業(附註14)。租賃條款一般要求租戶支付抵押按金並根據當時現時市場狀況對租金進行定期調整。本集團確認的年內租金收入為人民幣416,878,000元(2022年:人民幣390,410,000元),其詳情載於財務報表附註5。

於2023年12月31日,本集團於日後期間根據與其租戶之不可撤銷經營租賃的應收未貼現租賃款項如下:

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023

2023年12月31日

16. INTANGIBLE ASSETS

16. 無形資產

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
<b>Software</b>	<b>軟件</b>		
Cost	成本	<b>50,631</b>	41,569
Accumulated amortisation	累計攤銷	<b>(26,432)</b>	(22,796)
Cost at 1 January, net of accumulated amortisation	於1月1日的成本, 扣除累計攤銷	<b>24,199</b>	18,773
Additions	添置	<b>1,970</b>	9,153
Disposals	出售	-	(82)
Amortisation provided during the year (note 6)	年內已撥備攤銷 (附註6)	<b>(4,472)</b>	(3,645)
At 31 December	於12月31日	<b>21,697</b>	24,199
Cost	成本	<b>52,601</b>	50,631
Accumulated amortisation	累計攤銷	<b>(30,904)</b>	(26,432)
Net carrying amount	賬面淨值	<b>21,697</b>	24,199

## 17. INVESTMENTS IN JOINT VENTURES

## 17. 於合營企業的投資

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Share of net assets	分佔資產淨值	2,581,944	2,421,726

The Group's receivable and payable balances with joint ventures are disclosed in note 41 to the financial statements.

本集團於合營企業的應收及應付款項結餘披露於財務報表附註41。

- (a) The directors of the Group consider that none of the joint ventures as at 31 December 2023 were significant to the Group and thus the individual financial information of the joint ventures is not disclosed (31 December 2022: Nil). The following table illustrates the aggregate financial information of the Group's joint ventures that are not individually material:

- (a) 於2023年12月31日，本集團認為並無任何合營企業對本集團屬重大，故合營企業的個別財務資料並未披露（2022年12月31日：零）。下表列示本集團並非個別屬重大的合營企業的合併財務資料：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Share of the joint ventures' loss for the year	分佔合營企業年內虧損	(99,360)	(732,632)
Share of the joint ventures' total comprehensive loss	分佔合營企業全面虧損總額	(99,360)	(732,632)
Aggregate carrying amount of the Group's investments in the joint ventures	本集團於合營企業投資的總賬面值	2,581,944	2,421,726

The directors of the Company are of the opinion that impairment of RMB836,110,000 for investments in joint ventures is necessary as at 31 December 2023 (2022: RMB750,278,000). The joint ventures have been accounted for using the equity method in these financial statements.

於2023年12月31日，本公司董事認為有必要於合營企業投資計提減值人民幣836,110,000元（2022年：人民幣750,278,000元）。合營企業於該等財務報表內使用權益法入賬。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

## 18. INVESTMENTS IN ASSOCIATES

## 18. 於聯營公司的投資

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Share of net assets	分佔資產淨值	5,705,529	5,688,636

The Group's receivable and payable balances with associates are disclosed in note 41 to the financial statements.

本集團與聯營公司的應收及應付款項結餘披露於財務報表附註41。

- (a) The directors of the Group consider that none of the associates as at 31 December 2023 were significant to the Group and thus the individual financial information of the associates is not disclosed (31 December 2022: Nil). The following table illustrates the aggregate financial information of the Group's associates that are not individually material:

- (a) 於2023年12月31日，本集團認為並無任何聯營公司對本集團屬重大，故聯營公司的個別財務資料並未披露（2022年12月31日：零）。下表列示本集團並非個別屬重大的聯營公司的合併財務資料：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Share of the associates' profit for the year	分佔聯營公司年內溢利	139	491,020
Share of the associates' total comprehensive income	分佔聯營公司全面收入總額	139	491,020
Aggregate carrying amount of the Group's investments in the associates	本集團於聯營公司投資的總賬面值	5,705,529	5,688,636

The directors of the Company are of the opinion that impairment of RMB31,345,000 for investments in associates is necessary as at 31 December 2023 (2022: RMB14,590,000). The associates have been accounted for using the equity method in these financial statements.

於2023年12月31日，本公司董事認為有必要於聯營公司的投資計提減值人民幣31,345,000元（2022年：人民幣14,590,000元）。聯營公司於該等財務報表內使用權益法入賬。

## 19. DEFERRED TAX

The movements in deferred tax assets and liabilities during the year are as follows:

### Deferred tax assets

		Losses available for offsetting against future taxable profits	Fair value adjustments arising from financial assets at FVTPL	Expenses for offsetting against future taxable profits	Impairment of assets	Unrealised revenue in contract liabilities	Accrued LAT	Lease liabilities	Total
		可供抵銷未來應課稅溢利的虧損	按公平值計入損益的金融資產產生的公平值調整	抵銷未來應課稅溢利的開支	資產減值	合約負債的未變現收益	應計土地增值稅	租賃負債	總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2022	於2022年1月1日	174,207	785	216,958	132,830	1,925,596	801,730	4,812	3,256,918
Deferred tax credited/(charged) to profit or loss during the year (note 10)	年內計入/(扣除自)損益的遞延稅項(附註10)	197,392	(785)	28,516	59,579	(477,870)	17,725	(1,289)	(176,732)
At 31 December 2022 and 1 January 2023	於2022年12月31日及2023年1月1日	<b>371,599</b>	-	<b>245,474</b>	<b>192,409</b>	<b>1,447,726</b>	<b>819,455</b>	<b>3,523</b>	<b>3,080,186</b>
Deferred tax credited/(charged) to profit or loss during the year (note 10)	年內計入/(扣除自)損益的遞延稅項(附註10)	<b>90,177</b>	-	<b>27,365</b>	<b>6,639</b>	<b>(402,979)</b>	<b>53,524</b>	<b>(668)</b>	<b>(225,942)</b>
At 31 December 2023	於2023年12月31日	<b>461,776</b>	-	<b>272,839</b>	<b>199,048</b>	<b>1,044,747</b>	<b>872,979</b>	<b>2,855</b>	<b>2,854,244</b>

## 19. 遞延稅項

於年內遞延稅項資產及負債的變動如下：

### 遞延稅項資產



# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

31 December 2023

2023年12月31日

### 19. DEFERRED TAX (Continued)

The movements in deferred tax assets and liabilities during the year are as follows: (Continued)

#### Deferred tax liabilities

		Fair value adjustments arising from financial assets at FVTPL	Fair value adjustments arising from investment properties	Fair value adjustments arising from business combinations and costs to obtain contracts	Depreciation of investment properties	Right-of-use assets	Total	
		按公平值計入損益的金融資產產生的公平值調整	投資物業產生的公平值調整	業務合併產生的公平值調整及獲得合約的成本	投資物業折舊	使用權資產	總計	
		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 2022	於2022年1月1日	145,695	-	1,771,496	877,248	134,246	4,570	2,933,255
Deferred tax (credited)/charged to profit or loss during the year (note 10)	年內(計入)/扣除自損益的遞延稅項(附註10)	187,563	786	211,124	(471,114)	28,302	(1,416)	(44,755)
At 31 December 2022 and 1 January 2023	於2022年12月31日及2023年1月1日	<b>333,258</b>	<b>786</b>	<b>1,982,620</b>	<b>406,134</b>	<b>162,548</b>	<b>3,154</b>	<b>2,888,500</b>
Deferred tax (credited)/charged to profit or loss during the year (note 10)	年內(計入)/扣除自損益的遞延稅項(附註10)	18,004	(249)	96,670	(136,292)	38,418	(779)	15,772
At 31 December 2023	於2023年12月31日	<b>351,262</b>	<b>537</b>	<b>2,079,290</b>	<b>269,842</b>	<b>200,966</b>	<b>2,375</b>	<b>2,904,272</b>

### 19. 遞延稅項(續)

於年內遞延稅項資產及負債的變動如下：(續)

#### 遞延稅項負債

**19. DEFERRED TAX (Continued)****Deferred tax liabilities (Continued)**

For presentation purposes, certain deferred tax assets and liabilities have been offset in the consolidated statement of financial position amounting to RMB567,317,000 (2022: RMB429,432,000). The following is an analysis of the deferred tax balances for financial reporting purposes:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Net deferred tax assets recognised in the consolidated statement of financial position	於綜合財務狀況表內確認的遞延稅項資產淨值	2,286,927	2,650,754
Net deferred tax liabilities recognised in the consolidated statement of financial position	於綜合財務狀況表內確認的遞延稅項負債淨額	(2,336,955)	(2,459,068)

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Chinese Mainland. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Chinese Mainland and the jurisdiction of the foreign investors. For the Group, the applicable rate is 10%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in Chinese Mainland in respect of earnings generated from 1 January 2008.

As at 31 December 2023, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in Chinese Mainland. In the opinion of the directors of the Company, the Group's fund will be retained in Chinese Mainland for the expansion of the Group's operation, so it is not probable that these subsidiaries will distribute such earnings in the foreseeable future. The aggregate amount of temporary differences associated with investments in subsidiaries in Chinese Mainland for which deferred tax liabilities have not been recognised totalled approximately RMB2,282,932,000 (2022: RMB2,165,284,000).

**19. 遞延稅項 (續)****遞延稅項負債 (續)**

就呈列而言，金額為人民幣567,317,000元（2022年：人民幣429,432,000元）的若干遞延稅項資產及負債已於綜合財務狀況表內抵銷。以下為就財務申報目的的遞延稅項結餘分析：

根據《中華人民共和國企業所得稅法》，在中國內地成立的外商投資企業向海外投資者宣派的股息將徵收10%的預扣稅。該規定自2008年1月1日起生效並適用於2007年12月31日後產生的盈利。倘中國內地與該外國投資者所處司法權區訂有稅收協定，可採用較低預扣稅率。本集團的適用稅率為10%。因此，本集團須就該等在中國內地成立附屬公司就自2008年1月1日起產生的盈利所分派的股息繳納預扣稅。

於2023年12月31日，並無就本公司及本集團於中國內地成立的附屬公司須繳納預扣稅的未匯出盈利應付的預扣稅確認任何遞延稅項。本公司董事認為，本集團的資金將就拓展本集團的經營而於中國內地保留，故該等附屬公司於可預見未來不可能分派有關盈利。與並無確認遞延稅項負債的中國內地附屬公司的投資相關的暫時差異總額合共約人民幣2,282,932,000元（2022年：人民幣2,165,284,000元）。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

#### 19. DEFERRED TAX (Continued)

##### Deferred tax liabilities (Continued)

Deferred tax assets have not been recognised in respect of the following items:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Tax losses	稅項虧損	6,958,127	4,518,043
Deductible temporary differences	可扣減暫時差額	751,415	510,203
		<b>7,709,542</b>	5,028,246

Deferred tax assets are recognised for tax losses carried forward to the extent that the realisation of the related tax benefits through future taxable profits is probable. As at 31 December 2023, the Group did not recognise deferred tax assets of approximately RMB1,739,532,000 (2022: RMB1,129,511,000) in respect of losses amounting to approximately RMB6,958,127,000 (2022: RMB4,518,043,000), that can be carried forward to offset against future taxable income. These tax losses will expire up to and including years 2024, 2025, 2026, 2027 and 2028.

#### 19. 遞延稅項 (續)

##### 遞延稅項負債 (續)

並未就下列項目確認遞延稅項資產：

倘若相關稅項利益可能透過未來應課稅溢利變現，則會就所結轉的稅項虧損確認遞延稅項資產。於2023年12月31日，本集團並無就約人民幣6,958,127,000元（2022年：人民幣4,518,043,000元）的虧損確認遞延稅項資產約人民幣1,739,532,000元（2022年：人民幣1,129,511,000元），該等虧損可予結轉以抵銷未來應課稅收入。該等稅項虧損將分別於截至2024年、2025年、2026年、2027年及2028年（並包括該等年度）屆滿。

#### 20. PROPERTIES UNDER DEVELOPMENT

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
At the beginning of the year	於年初	88,551,479	106,108,703
Additions	添置	9,047,793	14,364,406
Transferred to investment properties (note 14)	轉撥至投資物業 (附註14)	(65,478)	(1,572,326)
Transferred to completed properties held for sale (note 21)	轉撥至持作出售的竣工物業 (附註21)	(34,440,590)	(30,575,620)
Impairment losses (note 6)	減值虧損 (附註6)	(646,628)	(111,632)
Impairment losses transferred to completed properties held for sale (note 21)	轉撥至持作出售的竣工物業減值虧損 (附註21)	133,527	337,948
At the end of the year	於年末	<b>62,580,103</b>	88,551,479

#### 20. 開發中物業

**20. PROPERTIES UNDER DEVELOPMENT (Continued)**

The movements in provision for impairment of properties under development are as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
At the beginning of the year	於年初	(273,640)	(499,956)
Impairment losses recognised (note 6)	已確認減值虧損 (附註6)	(646,628)	(111,632)
Impairment losses transferred to completed properties held for sale (note 21)	轉撥至持作出售的竣工物業減值虧損 (附註21)	133,527	337,948
At the end of the year	於年末	(786,741)	(273,640)

The Group's properties under development are situated on leasehold lands in Chinese Mainland.

At 31 December 2023, the Group's properties under development with an aggregate carrying amount of approximately RMB32,267,551,000 (2022: RMB40,677,640,000) were pledged to secure bank and other borrowings granted to the Group (note 31).

**20. 開發中物業 (續)**

開發中物業減值撥備的變動如下：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
At the beginning of the year	於年初	(273,640)	(499,956)
Impairment losses recognised (note 6)	已確認減值虧損 (附註6)	(646,628)	(111,632)
Impairment losses transferred to completed properties held for sale (note 21)	轉撥至持作出售的竣工物業減值虧損 (附註21)	133,527	337,948
At the end of the year	於年末	(786,741)	(273,640)

本集團的開發中物業位於中國內地的租賃土地上。

於2023年12月31日，本集團總賬面值約人民幣32,267,551,000元（2022年：人民幣40,677,640,000元）的若干開發中物業已質押，為本集團獲授的銀行及其他借款作抵押（附註31）。

**21. COMPLETED PROPERTIES HELD FOR SALE**

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
At the beginning of the year	於年初	12,472,551	12,246,662
Transferred from properties under development (note 20)	轉撥自開發中物業 (附註20)	34,440,590	30,575,620
Transferred to cost of inventories sold (note 6)	轉撥至已售存貨成本 (附註6)	(30,708,935)	(29,777,817)
Transferred to cost of investment property (note 14)	轉撥至投資物業 (附註14)	(310,260)	-
Impairment losses transferred from properties under development (note 20)	轉撥自開發中物業的減值虧損 (附註20)	(133,527)	(337,948)
Impairment losses (note 6)	減值虧損 (附註6)	(352,141)	(233,966)
At the end of the year	於年末	15,408,278	12,472,551

**21. 持作出售已竣工物業**

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
At the beginning of the year	於年初	12,472,551	12,246,662
Transferred from properties under development (note 20)	轉撥自開發中物業 (附註20)	34,440,590	30,575,620
Transferred to cost of inventories sold (note 6)	轉撥至已售存貨成本 (附註6)	(30,708,935)	(29,777,817)
Transferred to cost of investment property (note 14)	轉撥至投資物業 (附註14)	(310,260)	-
Impairment losses transferred from properties under development (note 20)	轉撥自開發中物業的減值虧損 (附註20)	(133,527)	(337,948)
Impairment losses (note 6)	減值虧損 (附註6)	(352,141)	(233,966)
At the end of the year	於年末	15,408,278	12,472,551

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

#### 21. COMPLETED PROPERTIES HELD FOR SALE (Continued)

The movements in provision for impairment of completed properties held for sale are as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
At the beginning of the year	於年初	(912,117)	(805,486)
Impairment losses transferred to cost of sales	轉撥至銷售成本的減值虧損	269,316	465,283
Impairment losses transferred from properties under development (note 20)	轉撥自開發中物業的減值虧損 (附註20)	(133,527)	(337,948)
Impairment losses recognised	已確認減值虧損	(352,141)	(233,966)
At the end of the year	於年末	(1,128,469)	(912,117)

As at 31 December 2023, the Group's completed properties held for sale with an aggregate carrying amount of approximately RMB2,045,355,000 (2022: RMB1,902,643,000) were pledged to secure bank and other borrowings granted to the Group (note 31).

As at 31 December 2023, the Group's completed properties held for sale with an aggregate carrying amount of approximately RMB997,637,000 (2022: Nil) were pledged to corporate bonds granted to the Group (note 34).

The value of completed properties held for sale was assessed at the end of each reporting period. An impairment exists when the carrying value exceeds its net realisable value. The net realisable value is determined by reference to the selling price based on the prevailing market price less applicable selling expenses.

#### 21. 持作出售已竣工物業 (續)

持作出售已竣工物業減值撥備的變動如下：

	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
於年初	(912,117)	(805,486)
轉撥至銷售成本的減值虧損	269,316	465,283
轉撥自開發中物業的減值虧損 (附註20)	(133,527)	(337,948)
已確認減值虧損	(352,141)	(233,966)
於年末	(1,128,469)	(912,117)

於2023年12月31日，本集團總賬面值分別約人民幣2,045,355,000元（2022年：人民幣1,902,643,000元）的持作出售已竣工物業已質押，為本集團獲授的銀行及其他借款作抵押（附註31）。

於2023年12月31日，本集團總賬面值分別約人民幣997,637,000元（2022年：零）的持作出售已竣工物業已質押，為本集團獲授的公司債券作抵押（附註34）。

持作出售已竣工物業的價值於各報告期末評估。倘賬面值超逾其可變現淨值，則視為已減值。可變現淨值經參考基於當前市值的銷售價格減適用的銷售開支釐定。

## 22. TRADE RECEIVABLES

## 22. 貿易應收款項

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Trade receivables	貿易應收款項	41,682	51,530
Impairment	減值	(2,224)	(1,020)
Total	總計	<b>39,458</b>	50,510

The Group's trade receivables primarily consist of receivables from its property sales and property lease. Proceeds from property sales and property lease are generally received in accordance with the terms stipulated in the sale and purchase agreements. Trade receivables are settled based on the progress payment schedule stipulated in the contract. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables 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.

An ageing analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of loss allowance, is as follows:

本集團的貿易應收款項主要包含來自其物業銷售及物業租賃應收款項。來自物業銷售及物業租賃的所得款項通常根據買賣協議規定的條款收取。應收款項根據合約訂明的進度支付時間表結清。本集團致力嚴格控制未收回之應收款項及設有信貸監控部以將信貸風險減至最低。高級管理人員定期檢討逾期結餘。鑒於上文所述且本集團的貿易應收款項涉及大量不同客戶，並無重大集中的信貸風險。本集團並無就其應收款項結餘持有任何抵押品或其他信用提升措施。貿易應收款項並不計息。

於報告期末基於發票日期及扣除虧損撥備的貿易應收款項的賬齡分析如下：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Within 1 year	一年以內	39,042	31,132
1 to 3 years	一至三年	416	18,944
Over 3 years	超過三年以上	-	434
Total	總計	<b>39,458</b>	50,510

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

## 22. TRADE RECEIVABLES (Continued)

The movements in the loss allowance for impairment of trade receivables are as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
At beginning of year	於年初	1,020	1,253
Impairment losses (note 6)	減值虧損 (附註6)	1,204	(233)
At the end of the year	於年末	2,224	1,020

An impairment analysis is performed at the end of each reporting period using a provision matrix to measure expected credit losses. The provision rates are based on ageing 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.

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

As at 31 December 2023:

		Ageing 賬齡			Total 總計
		Less than 1 year 一年以內	1 to 3 years 一至三年	Over 3 years 三年以上	
Expected credit loss rate	預期信貸虧損率	2.7%	10.3%	100.0%	5.3%
Gross carrying amount	賬面總值	40,143	464	1,075	41,682
Expected credit losses	預期信貸虧損	1,101	48	1,075	2,224

As at 31 December 2022:

		Ageing 賬齡			Total 總計
		Less than 1 year 一年以內	1 to 3 years 一至三年	Over 3 years 三年以上	
Expected credit loss rate	預期信貸虧損率	0.9%	3.2%	19.9%	2.0%
Gross carrying amount	賬面總值	31,416	19,572	542	51,530
Expected credit losses	預期信貸虧損	284	628	108	1,020

## 22. 貿易應收款項 (續)

貿易應收款項減值虧損撥備變動如下：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
At beginning of year	於年初	1,020	1,253
Impairment losses (note 6)	減值虧損 (附註6)	1,204	(233)
At the end of the year	於年末	2,224	1,020

於各報告期末採用撥備矩陣進行減值分析，以計量預期信貸虧損。撥備率乃基於具有類似虧損模式的多個客戶分部組別的賬齡釐定。該計算反映或然率加權結果、貨幣時值及於報告日期可得的有關過往事項、當前狀況及未來經濟條件預測的合理及可靠資料。

下表載列本集團使用撥備矩陣計算的貿易應收款項的信貸風險資料：

於2023年12月31日：

		Ageing 賬齡			Total 總計
		Less than 1 year 一年以內	1 to 3 years 一至三年	Over 3 years 三年以上	
Expected credit loss rate	預期信貸虧損率	2.7%	10.3%	100.0%	5.3%
Gross carrying amount	賬面總值	40,143	464	1,075	41,682
Expected credit losses	預期信貸虧損	1,101	48	1,075	2,224

於2022年12月31日：

		Ageing 賬齡			Total 總計
		Less than 1 year 一年以內	1 to 3 years 一至三年	Over 3 years 三年以上	
Expected credit loss rate	預期信貸虧損率	0.9%	3.2%	19.9%	2.0%
Gross carrying amount	賬面總值	31,416	19,572	542	51,530
Expected credit losses	預期信貸虧損	284	628	108	1,020

NOTES TO FINANCIAL STATEMENTS  
財務報表附註

31 December 2023  
2023年12月31日

23. CONTRACT COST ASSETS

23. 合約成本資產

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Contract cost arising from the sale of properties	物業銷售產生的合約成本	899,672	1,205,954

Management expected that the contract acquisition costs, which represented primarily sales commission for obtaining property sale contracts, are recoverable. The Group has deferred the amounts paid and will charge them to profit or loss when the related revenue is recognised. As at 31 December 2023, the amounts charged to profit or loss were RMB719,577,000 (2022: RMB524,749,000), and there was no impairment loss in relation to the remaining balance.

管理層預期主要以獲得物業銷售合約的銷售佣金呈列的合約認購成本為可收回項目。本集團已遞延支付金額且於確認相關收益時將其計入損益。於2023年12月31日，計入損益的金額分別為人民幣719,577,000元（2022年：人民幣524,749,000元），概無就結餘作減值虧損。

24. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

24. 預付款項、其他應收款項及其他資產

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Prepayments for acquisition of land use rights	購置土地使用權的預付款項	286,000	286,000
Deposits for land auction	土地拍賣按金	10,000	10,000
Deposits related to land use rights to be jointly acquired with third parties	與第三方聯合認購土地使用權有關的按金	458,630	470,759
Prepaid taxes and other tax recoverables	預付稅項及其他可收回稅項	1,518,140	2,196,893
Other deposits	其他按金	653,355	625,405
Prepayments for construction cost	建設成本預付款項	328,633	331,416
Due from non-controlling shareholders of the subsidiaries	應收附屬公司非控股股東款項	4,162,549	5,067,146
Other receivables	其他應收款項	664,871	435,636
		<b>8,082,178</b>	9,423,255
Impairment	減值	(53,699)	(28,110)
Total	總計	<b>8,028,479</b>	9,395,145

Other receivables are unsecured, non-interest-bearing and have no fixed terms of repayment.

其他應收款項為無抵押、不計息且無固定還款期限。



## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

#### 24. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS (Continued)

The movements in provision for impairment of receivables are as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
At the beginning of the year	於年初	28,110	8,231
Impairment losses recognised (note 6)	已確認減值虧損(附註6)	25,589	19,879
At the end of the year	於年末	53,699	28,110

The internal credit ratings of amounts due from non-controlling shareholders of subsidiaries, amounts due from third parties and other deposits were regarded as the grade of performing. The Group has assessed that the credit risk of these receivables has not increased significantly since initial recognition. The expected loss rate of these receivables is assessed to be 0.41%. The Group has evaluated the expected loss rate and gross carrying amount, measured the impairment based on the 12-month expected credit losses, and assessed that the expected credit losses were RMB53,699,000 as at 31 December 2023 (2022: RMB28,110,000).

#### 25. OTHER NON-CURRENT ASSETS

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Prepayments for equity investments	股權投資預付款項	1,402,644	1,402,644

Fuzhou Jinhui Real Estate Co., Ltd. signed an agreement with 泉州市億民建設發展有限公司 ("Quanzhou Yimin Construction Development Co., Ltd.", "Quanzhou Yimin") on 25 February 2016 with the purpose of acquiring land parcels through the purchase of the equity interest in project companies. The total agreed purchase price was RMB2,295,000,000. According to the agreement, the Group has already partly made the payments to bring the balance to RMB940,000,000 as at 31 December 2023. The equity transaction has not been completed as at 31 December 2023.

Xi'an Jinhui Properties signed an property development cooperation agreement with 陝西世紀春天房地產有限公司 ("Shaanxi Shiji Chuntian Real Estate Co., Ltd.") on 25 January 2017 with the purpose of acquiring land parcels through the purchase of the equity interest in a project company, namely Xi'an Zhencui Properties Co., Ltd. ("Xi'an Zhencui Properties"). The total transfer price was RMB966,944,000. According to the agreement, the Group has already partly paid the payments to bring the balance to RMB462,643,500 as at 31 December 2023. The equity transaction has not been completed as at 31 December 2023.

#### 24. 預付款項、其他應收款項及其他資產 (續)

應收款項減值撥備的變動如下：

	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
At the beginning of the year	28,110	8,231
Impairment losses recognised (note 6)	25,589	19,879
At the end of the year	53,699	28,110

應收附屬公司之非控股股東的款項、應收第三方款項及其他按金的內部信用評級被視為表現等級。本集團已評估該等應收款項之信貸風險自初始確認以來並無大幅增加。該等應收款項的預期虧損率預估為0.41%。本集團已評估預期虧損率及總賬面值，並按12個月預期信貸虧損計量減值，以及評估於2023年12月31日的預期信貸虧損為人民幣53,699,000元（2022年：人民幣28,110,000元）。

#### 25. 其他非流動資產

	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Prepayments for equity investments	1,402,644	1,402,644

福州金輝置業有限公司與泉州市億民建設發展有限公司 ("泉州億民") 於2016年2月25日簽訂一份協議，以透過購買項目公司的股權收購地塊。協定的購買總價為人民幣2,295,000,000元。根據該協議，本集團已支付部分款項，於2023年12月31日餘額為人民幣940,000,000元。於2023年12月31日股權交易尚未完成。

西安金輝房地產與陝西世紀春天房地產有限公司 ("陝西世紀春天房地產有限公司") 於2017年1月25日簽訂物業開發合作協議，以透過購買項目公司，即西安臻萃房地產有限公司 ("西安臻萃房地產") 的股權收購地塊。轉讓總價為人民幣966,944,000元。根據該協議，本集團已支付部分款項，於2023年12月31日餘額為人民幣462,643,500元。於2023年12月31日股權交易尚未完成。

26. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

26. 按公平值計入損益的金融資產

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Listed equity investments, at fair value	按公平值列賬之上市股權投資	2,266	2,725
Other unlisted investments, at fair value	按公平值列賬之其他非上市投資	105,547	106,589
		<b>107,813</b>	109,314
Analysed into	分析為		
Current portion	即期部分	23,408	4,294
Non-current portion	非即期部分	84,405	105,020

The above equity investments at the end of the reporting period were classified as financial assets at fair value through profit or loss as they were held for trading.

上述於報告期末的股權投資乃歸類為按公平值計入損益的金融資產，乃因彼等為持作買賣。

The above unlisted investments at the end of the reporting period were wealth management products issued by financial institutions in Chinese Mainland. They were mandatorily classified as financial assets at fair value through profit or loss as their contractual cash flows are not solely payments of principal and interest.

上述於報告期末的非上市投資為中國內地金融機構發行的理財產品。彼等因其合約現金流並非只有本金與利息的支付款項而強制分類為按公平值計入損益的金融資產。

27. CASH AND BANK BALANCES

27. 現金及銀行結餘

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Cash and bank balances	現金及銀行結餘	7,072,920	12,319,530
Less: Restricted cash	減：受限制現金	2,264,883	7,899,346
Pledged deposits	已抵押存款	-	10,000
Cash and cash equivalents	現金及現金等價物	<b>4,808,037</b>	4,410,184

Pursuant to relevant regulations in the PRC, certain property development companies of the Group are required to place certain amounts of cash in designated bank accounts for specified use. As at 31 December 2023, such restricted cash amounted to RMB1,906,620,000 (2022: RMB7,400,578,000).

根據有關中國法規，本集團的若干房地產開發公司須將若干現金款項存置於指定銀行賬戶作特定用途。於2023年12月31日，該等受限制現金為人民幣1,906,620,000元（2022年：人民幣7,400,578,000元）。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

#### 27. CASH AND BANK BALANCES (Continued)

As at 31 December 2023, the restricted cash amounting to RMB117,349,000 (2022: RMB58,542,000) was frozen by the People's Court due to lawsuits, and other restricted cash was mainly restricted as unpledged security for purchasers' mortgage loans, construction of projects or bank and other borrowings.

As at 31 December 2023, no pledged deposits (2022: RMB10,000,000) were pledged as security for bank and other borrowings (note 31).

#### 27. 現金及銀行結餘(續)

於2023年12月31日，人民幣117,349,000元（2022年：人民幣58,542,000元）的受限制現金因訴訟而被人民法院凍結，而其他受限制現金主要因未作為購買者按揭貸款、項目施工或銀行及其他借款的抵押品作質押而受限制。

於2023年12月31日，並無已抵押存款（2022年：人民幣10,000,000元）已抵押作為銀行及其他借款的抵押品（附註31）。

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Cash and cash equivalents:	現金及現金等價物：		
Denominated in RMB	以人民幣計值	4,791,831	4,374,858
Denominated in US\$	以美元計值	14,949	33,834
Denominated in HK\$	以港元計值	1,257	1,492
<b>Total</b>	<b>總計</b>	<b>4,808,037</b>	4,410,184

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.

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default. The carrying amounts of the cash and cash equivalents approximate to their fair values.

As at 31 December 2023, the internal credit rating of restricted cash and cash and cash equivalents were regarded as the grade of performing. The Group has assessed that the credit risk of the restricted cash, pledged deposits and cash and cash equivalents has not increased significantly since initial recognition and measured the impairment based on 12-month expected credit losses, and has assessed that the expected credit losses are immaterial.

人民幣不可自由兌換為其他貨幣，但根據中國內地的《外匯管理條例》及《結匯、售匯及付匯管理規定》，本集團可通過獲授權進行外匯業務的銀行將人民幣兌換為其他貨幣。

銀行現金根據每日銀行存款利率按浮動利率計息。銀行結餘存於無近期違約記錄的信譽可靠的銀行。現金及現金等價物的賬面值與其公平值相若。

於2023年12月31日，受限制現金及現金及現金等價物的內部信用評級被視為表現等級。本集團已評估受限制現金、已抵押存款及現金及現金等價物的信貸風險自初始確認以來並無大幅增加，並按12個月的預期信貸虧損計量減值，且已評估預期信貸虧損並不重大。

**28. TRADE PAYABLES**

An ageing analysis of the Group's trade payables as at the end of the reporting period, 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 year	一年以內	10,390,127	12,445,774
Over 1 year	超過一年	663,447	660,304
<b>Total</b>	<b>總計</b>	<b>11,053,574</b>	<b>13,106,078</b>

There were no trade payables as at 31 December 2023 (31 December 2022: Nil) due to suppliers that have signed up to a supply chain financing program.

Trade payables are unsecured and are normally settled based on the progress of construction.

The fair values of trade payables as at the end of the reporting period approximated to their corresponding carrying amounts due to their relatively short maturity terms.

**28. 貿易應付款項**

於報告期末，基於發票日期的本集團貿易應付款項的賬齡分析如下：

	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Within 1 year	10,390,127	12,445,774
Over 1 year	663,447	660,304
<b>Total</b>	<b>11,053,574</b>	<b>13,106,078</b>

於2023年12月31日，並無應付供應商的貿易應付款項（2022年12月31日：無）已簽署供應鏈融資計劃。

貿易應付款項為無抵押、免息，通常按照施工進度結算。

於報告期末，由於貿易應付款項的屆滿期限相對較短，其公平值與其相應賬面值相若。

**29. OTHER PAYABLES AND ACCRUALS**

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Outstanding payables arising from the acquisition of equity interests	收購權益產生的尚未支付應付款項	29,743	29,743
Due to non-controlling shareholders of subsidiaries	應付附屬公司非控股股東款項	507,551	642,091
Deposits	按金	652,556	434,818
Payroll and welfare payable	應付工資及福利	38,759	78,046
Retention deposits related to construction	與建設有關的保留金	373,034	417,930
Other tax and surcharges	其他稅項及附加費	840,504	670,252
Accrued expenses	應計開支	32,060	185,848
Others	其他	202,767	133,408
<b>Total</b>	<b>總計</b>	<b>2,676,974</b>	<b>2,592,136</b>

Other payables and due to non-controlling shareholders of subsidiaries are unsecured, non-interest-bearing and repayable on demand. The fair values of other payables as at the end of year approximated to their corresponding carrying amounts.

**29. 其他應付款項及應計費用**

其他應付款項及應付附屬公司非控股股東款項為無抵押、免息及須按要求償還。於年末，其他應付款項的公平值與其相應賬面值相若。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

### 30. CONTRACT LIABILITIES

Details of contract liabilities are as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Contract liabilities	合約負債	<b>37,659,856</b>	59,397,834

The Group receives payments from customers based on billing schedules as established in the property sales. Payments are usually received in advance of the performance under the contracts which are mainly from property development.

### 30. 合約負債

合約負債的詳情如下：

本集團根據物業銷售所載開票時間表向客戶收取付款。本集團通常於根據合約（主要來自物業開發）履約前提前收取付款。

### 31. INTEREST-BEARING BANK AND OTHER BORROWINGS

		2023 2023年			2022 2022年		
		Effective Interest rate (%) 實際利率(%)	Maturity 到期	RMB'000 人民幣千元	Effective Interest rate (%) 實際利率(%)	Maturity 到期	RMB'000 人民幣千元
<b>Current</b>	<b>即期</b>						
Other loans – secured	其他貸款－有抵押	–	–	–	9.20–13.50	2023	1,190,000
Current portion of long term bank loans – secured	長期銀行貸款的即期部分－有抵押	<b>3.50–7.50</b>	<b>2024</b>	<b>11,141,143</b>	4.10–8.08	2023	8,520,513
Current portion of long term other loans – secured	長期其他貸款的即期部分－有抵押	<b>8.50–12.80</b>	<b>2024</b>	<b>593,260</b>	8.90–11.50	2023	1,226,840
Subtotal	小計			<b>11,734,403</b>			10,937,353
<b>Non-current</b>	<b>非即期</b>						
Bank loans – secured	銀行貸款－有抵押	<b>3.50–6.50</b>	<b>2025–48</b>	<b>10,268,920</b>	3.90–8.08	2023–35	14,718,167
Bank loans – unsecured	銀行貸款－無抵押	–	–	–	3.90	2025	50,000
Other loans – secured	其他貸款－有抵押	<b>9.20–12.00</b>	<b>2025–26</b>	<b>767,800</b>	8.53–10.00	2024	839,300
Subtotal	小計			<b>11,036,720</b>			15,607,467
Total	總計			<b>22,771,123</b>			26,544,820

### 31. 計息銀行及其他借款

## 31. INTEREST-BEARING BANK AND OTHER BORROWINGS (Continued)

## 31. 計息銀行及其他借款(續)

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Analysed into:	分析為：		
Bank loans repayable	應還銀行貸款：		
Within one year	一年內	11,141,143	8,520,513
In the second year	第二年	4,475,407	12,584,529
In the third to fifth years, inclusive	第三年至第五年(包括首尾兩年)	1,740,387	1,629,823
Beyond five years	五年後	4,053,126	553,815
Subtotal	小計	21,410,063	23,288,680
Other borrowings repayable	其他應還借款		
Within one year	一年內	593,260	2,416,840
In the second year	第二年	599,800	839,300
In the third to fifth years, inclusive	第三年至第五年(包括首尾兩年)	168,000	-
Subtotal	小計	1,361,060	3,256,140
Total	總計	22,771,123	26,544,820

The Group's borrowings are denominated in RMB as at 31 December 2023.

於2023年12月31日，本集團的借款以人民幣計值。

Certain of the Group's bank and other borrowings are secured by the pledges of the following assets with carrying values at the end of the reporting period as follows:

本集團若干銀行及其他借款以下列資產作抵押，該等資產於報告期末的賬面值如下：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Land use rights (note 15)	土地使用權(附註15)	608,167	636,345
Investment properties (note 14)	投資物業(附註14)	7,132,800	4,290,100
Properties under development (note 20)	開發中物業(附註20)	32,267,551	40,677,640
Completed properties held for sale (note 21)	持作出售的已竣工物業(附註21)	2,045,355	1,902,643
Pledged deposits (note 27)	已抵押存款(附註27)	-	10,000

The management of the Company has assessed that the fair values of interest-bearing bank and other borrowings approximate to their carrying amounts largely due to the fact that such borrowings were made between the Group and independent third party financial institutions based on prevailing market interest rates.

本公司管理層經評估認為，計息銀行及其他借款的公平值與其賬面值相若，很大程度上是由於該等借款乃由本集團與獨立第三方金融機構按現行市場利率進行。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

### 31. INTEREST-BEARING BANK AND OTHER BORROWINGS (Continued)

Certain of the bank and other borrowings of up to RMB943,327,500 were guaranteed by the Company's non-controlling shareholders and independent third parties as at 31 December 2023 (2022: RMB1,260,857,500).

Certain of the bank and other borrowing of up to RMB99,000,000 was guaranteed by a company controlled by the ultimate shareholders as at 31 December 2023 (2022: Nil).

### 32. PROCEEDS FROM ASSET-BACKED SECURITIES ("ABS")

Name of ABSs		Principal	Contractual interest rate per annum	Maturity	31 December 2023 Closing balance 2023年12月31日期末結餘 RMB'000 人民幣千元
資產抵押證券名稱		本金 RMB'000 人民幣千元	合約年利息率 (%)	屆滿	
申萬菱信—金輝商業物業資產支持專項計劃 Radiance Commercial Properties	申萬菱信—金輝商業物業資產支持專項計劃 金輝商業物業	1,684,880	6.00/6.5	2021-2039	1,720,462
Less: Current portion	減：即期部分				47,606
Non-current portion	非即期部分				1,672,856

### 31. 計息銀行及其他借款 (續)

於2023年12月31日，本公司非控股股東及獨立第三方為最多人民幣943,327,500元的若干銀行及其他借款提供擔保 (2022年：人民幣1,260,857,500元)。

於2023年12月31日，若干最多人民幣99,000,000元的銀行及其他借款由最終股東控制的公司提供擔保 (2022年：零)。

### 32. 從資產抵押證券(「資產抵押證券」)獲得的所得款項

### 32. PROCEEDS FROM ASSET-BACKED SECURITIES (“ABS”) (Continued)

### 32. 從資產抵押證券(「資產抵押證券」)獲得的所得款項(續)

Name of ABSs	Principal	Contractual interest rate per annum	Maturity	31 December 2022 Closing balance
資產抵押證券名稱	本金 RMB'000 人民幣千元	合約年利息率 (%) (%)	屆滿	2022年 12月31日 期末結餘 RMB'000 人民幣千元
申萬菱信—金輝商業物業資產支持專項計劃 Radiance Commercial Properties	申萬菱信—金輝商業物業資產支持專項計劃 金輝商業物業	6.00/6.5	2021-2039	1,711,367
中金—金輝—金輝大廈資產支持專項計劃 Beijing Radiance Plaza	中金—金輝—金輝大廈資產支持專項計劃 金輝大廈	4.75/5.8	2021-2039	3,577,810
Total	總計			5,289,177
Less: Current portion	減：即期部分			70,696
Non-current portion	非即期部分			5,218,481

The balance represented proceeds received from special purpose entities (“SPE”) set up by financial institutions in the PRC for issuance of asset-backed securities, to which the Group has collateralised certain future trade receivables for the remaining receipts from the provision of property lease income. Under an assignment arrangement between the Group and the SPE, as and when the Group receives the sales proceeds from customers, the Group would remit any cash flows it collects on behalf of the SPE.

As at 31 December 2023, there were no certain of the Group’s asset-backed securities are secured by the pledges of property, plant and equipment (2022: RMB22,263,000) (note 13), right-of-use assets (2022: RMB19,197,000) (note 15). The Group’s investment properties with an aggregate carrying amount of approximately RMB2,938,900,000 (2022: RMB8,396,000,000) were pledged to asset-backed securities granted to the Group (note 14).

結餘指由中國金融機構建立的特殊目的實體(「特殊目的實體」)就發行資產抵押證券收取的所得款項,而本集團將提供物業租賃收入餘下收益的若干未來貿易應收款項作抵押。根據本集團及特殊目的實體的分配安排,本集團自客戶收取銷售所得款項時,本集團將匯出其代表特殊目的實體所收取的任何現金流量。

於2023年12月31日,本集團並無以物業、廠房及設備(2022年:人民幣22,263,000元)(附註13)及使用權資產(2022年:人民幣19,197,000元)(附註15)的質押作為抵押的資產抵押證券。本集團總賬面值約人民幣2,938,900,000元(2022年:人民幣8,396,000,000元)的投資物業已就授予本集團的資產抵押證券作質押(附註14)。



## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

### 33. SENIOR NOTES

### 33. 優先票據

Name of senior notes		1 January 2023 Opening balance 於2023年 1月1日的 期初結餘 RMB'000 人民幣千元	Interest expense 利息開支 RMB'000 人民幣千元	The effect of foreign currency exchange 外匯匯率 的影響 RMB'000 人民幣千元	Payment 付款 RMB'000 人民幣千元	31 December 2023 Closing balance 於2023年 12月31日的 期末結餘 RMB'000 人民幣千元
2023 Notes	2023年票據	395,337	53,297	5,177	(453,811)	-
2024 Notes	2024年票據	2,121,097	161,520	36,077	(175,853)	2,142,841
Total	總計					2,142,841
Analysed into: Non-current portion	分析為： 非流動部分					-
Current portion	流動部分					2,142,841

  

Name of senior notes		1 January 2022 Opening balance 於2022年 1月1日的 期初結餘 RMB'000 人民幣千元	Interest expense 利息開支 RMB'000 人民幣千元	The effect of foreign currency exchange 外匯匯率 的影響 RMB'000 人民幣千元	Payment 付款 RMB'000 人民幣千元	31 December 2022 Closing balance 於2022年 12月31日的 期末結餘 RMB'000 人民幣千元
2022 Notes	2022年票據	1,082,597	9,822	13,905	(1,106,324)	-
2023 Notes	2023年票據	1,525,977	66,974	117,553	(1,315,167)	395,337
2024 Notes	2024年票據	1,932,492	167,927	178,798	(158,120)	2,121,097
Total	總計					2,516,434
Analysed into: Non-current portion	分析為： 非流動部分					2,075,827
Current portion	流動部分					440,607

Subsequent to 31 December 2023, the Company did not repay principal and interest thereon in aggregate amount of US\$298,500,000, net of repurchased notes, before expiry of grace period for the 2024 Notes, triggering certain interest-bearing bank and other borrowings amounted to RMB1,413,463,400 becoming repayable on demand.

於2023年12月31日後，本公司未有於2024年票據寬限期屆滿前償還本金及相關利息合共298,500,000美元（扣除已購回票據），觸發人民幣1,413,463,400元的若干計息銀行及其他借款須按要求償還。

NOTES TO FINANCIAL STATEMENTS  
財務報表附註

31 December 2023

2023年12月31日

34. CORPORATE BONDS

34. 公司債券

Name of bonds		1 January 2023					31 December 2023
		Opening balance	Issued	Interest expense	Derecognition	Payment	Closing balance
債券名稱		於2023年1月1日的期初結餘	於2023年發行	利息開支	終止確認	付款	於2023年12月31日的期末結餘
		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
21 Jinhui 01	21金輝01	1,399,463	-	44,362	(118,700)	(1,325,125)	-
21 Jinhui 02	21金輝02	875,107	-	33,968	-	(909,075)	-
22 Medium-Term Notes	22中期票據	1,190,751	-	52,161	-	(48,000)	1,194,912
23 Medium-Term Notes 01 (note 1)	23中期票據01 (附註1)	-	793,879	11,289	-	-	805,168
23 Medium-Term Notes 02 (note 2)	23中期票據02 (附註2)	-	792,980	951	-	-	793,931
Total	總計	3,465,321	1,586,859	142,731	(118,700)	(2,282,200)	2,794,011

  

Name of bonds		1 January 2022				31 December 2022
		Opening balance	Issued	Interest expense	Payment	Closing balance
債券名稱		於2022年1月1日的期初結餘	於2022年發行	利息開支	付款	於2022年12月31日的期末結餘
		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
19 Jinhui 01	19金輝01	2,082,772	-	53,228	(2,136,000)	-
20 Jinhui 01	20金輝01	673,613	-	21,562	(695,175)	-
20 Jinhui 02	20金輝02	513,664	-	21,336	(535,000)	-
20 Jinhui 03	20金輝03	1,227,135	-	77,655	(1,304,790)	-
21 Jinhui 01	21金輝01	1,397,751	-	95,537	(93,825)	1,399,463
21 Jinhui 02	21金輝02	875,107	-	59,075	(59,075)	875,107
22 Medium-Term Notes	22中期票據	-	1,186,991	3,760	-	1,190,751
Total	總計	6,770,042	1,186,991	332,153	(4,823,865)	3,465,321

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

#### 34. CORPORATE BONDS (Continued)

At the end of the reporting period, the Group's corporate bonds were repayable as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Repayable within one year	須於一年內償還	15,707	667,743
Repayable within two to five years	須於二至五年內償還	2,778,304	2,797,578
<b>Total</b>	<b>總計</b>	<b>2,794,011</b>	<b>3,465,321</b>

Note 1: On 24 August 2023, Radiance Group, a subsidiary of the Group completed to issue 3-year medium-term notes with a principal amount of RMB800,000,000 ("23 Medium-Term Notes 01"), which were publicly listed on the Inter-bank Bond Market on 24 August 2023. 23 Medium-Term Notes 01 is denominated in RMB and bears interest at a rate of 4.00% per annum.

Note 2: On 21 December 2023, Radiance Group, a subsidiary of the Group completed to issue 3-year medium-term notes with a principal amount of RMB800,000,000 ("23 Medium-Term Notes 02"), which were publicly listed on the Inter-bank Bond Market on 21 December 2023. 23 Medium-Term Notes 02 is denominated in RMB and bears interest at a rate of 4.28% per annum.

As at 31 December 2023, certain of the Group's corporate bonds are secured by the pledges of investment properties of RMB3,069,600,000 (2022: RMB1,044,200,000) (note 14) and completed properties held for sale of RMB997,637,000 (2022: Nil) (note 21).

#### 34. 公司債券 (續)

於報告期末，本集團公司債券的償還期限如下：

	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Repayable within one year	15,707	667,743
Repayable within two to five years	2,778,304	2,797,578
<b>Total</b>	<b>2,794,011</b>	<b>3,465,321</b>

附註1：於2023年8月24日，金輝集團，為本集團的附屬公司，完成公開發行三年期中期票據，發行規模為人民幣800,000,000元（「2023年中期票據01」），已於2023年8月24日於銀行間債券市場上市。2023年度中期票據01以人民幣計值，並按年利率4.00%計息。

附註2：於2023年12月21日，金輝集團，為本集團附屬公司，完成公開發行三年期中期票據，發行規模為人民幣800,000,000元的（「2023年中期票據02」），並於2023年12月21日於銀行間債券市場上市。2023年中期票據02以人民幣計值，並按年利率4.28%計息。

於2023年12月31日，本集團若干企業債券以人民幣3,069,600,000元（2022年：人民幣1,044,200,000元）（附註14）的投資物業及人民幣997,637,000元（2022年：零）的持作出售的竣工物業（附註21）作出的質押作為抵押。

## 35. SHARE CAPITAL

## Shares

## 35. 股本

## 股份

		2023 2023年 HK\$ 港元	2022 2022年 HK\$ 港元
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>		
4,045,227,000 (2022: 4,045,227,000) ordinary shares of HK\$0.01 each (2022: HK\$0.01 each)	4,045,227,000股 (2022年：4,045,227,000股) 每股面值0.01港元 (2022年：每股面值0.01港元) 的普通股	<b>40,452,270</b>	40,452,270

A summary of movements in the Company's share capital is as follows:

本公司股本變動的概要如下：

		Number of shares in issue 已發行股份數目	Share capital 股本 RMB'000 人民幣千元
At 1 January 2022, 31 December 2022, 1 January 2023 and 31 December 2023	於2022年1月1日， 2022年12月31日， 2023年1月1日及 2023年12月31日	4,045,227,000	35,095

The Company was incorporated in the Cayman Islands with limited liability on 17 October 2019 with authorised share capital of HK\$380,000 divided into 38,000,000 shares of HK\$0.01 each at par value.

本公司於2019年10月17日在開曼群島註冊成立，法定股本為380,000港元，分為38,000,000股每股面值0.01港元的股份。

On the date of incorporation, 1 ordinary share of HK\$0.01 was allotted by the Company to a subscriber, and was transferred to Glowing Shine Limited, a company controlled by Mr. Lam Ting Keung and Ms. Lam Fung Ying, on 17 October 2019.

於註冊成立日期，本公司向一名認購人配發一股每股0.01港元的普通股，並於2019年10月17日轉讓予林定強先生及林鳳英女士控制的公司啟輝有限公司。

On 6 March 2020, the Company acquired the entire issued shares of Jubilance Properties from Radiance Group Holdings at a consideration of US\$3.00, which was settled by the Company by allotting and issuing 1 ordinary share to Glowing Shine, being the direct wholly-owned subsidiary of Radiance Group Holdings, on 5 March 2020.

於2020年3月6日，本公司以3.00美元的代價自金輝集團控股收購Jubilance Properties的全部已發行股份，有關代價已由本公司於2020年3月5日以向啟輝（即金輝集團控股的直接全資附屬公司）配發及發行一股份的方式結清。

On 5 October 2020, the Company increased its authorised share capital to HK\$100,000,000 by the creation of 9,962,000,000 additional shares of nominal value of HK\$0.01 each.

於2020年10月5日，本公司通過增設9,962,000,000股每股面值0.01港元的額外股份，將其法定股本增加至100,000,000港元。

On 29 October 2020, upon its listing on the Hong Kong Stock Exchange, the Company issued 600,000,000 new ordinary shares with par value of HK\$0.01 each at HK\$4.30 per share for a total cash consideration of HK\$2,580,000,000 (equivalent to approximately RMB2,238,872,000).

於2020年10月29日，於香港聯交所上市後，本公司按每股4.30港元發行600,000,000股每股面值0.01港元的新普通股，總現金代價為2,580,000,000港元（相當於約人民幣2,238,872,000元）。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

#### 35. SHARE CAPITAL (Continued)

##### Shares (Continued)

On 29 October 2020, 3,399,999,998 shares were issued by way of capitalisation with par value of HK\$0.01 each, and the respective share capital amount was approximately RMB29,504,000.

On 25 November 2020, upon its listing on the Hong Kong Stock Exchange, the over-allotment option has been partially exercised and the Company allotted and issued 45,227,000 additional shares at HK\$4.30 per share for a total cash consideration of HK\$194,476,000 (equivalent to approximately RMB164,955,000).

The amounts of the Group's reserves and the movements therein for the year ended 31 December 2023 are presented in the consolidated statement of changes in equity.

#### 36. RESERVES

The amounts of the Group's reserves and the movements therein for the year ended 31 December 2023 are presented in the consolidated statement of changes in equity.

##### (a) Share premium

The share premium represents the difference between the par value of the shares issued and the consideration received.

##### (b) Capital reserve

The capital reserve represents any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid for acquisition of non-controlling interests in subsidiaries. Details of the movements in the capital reserve are set out in the consolidated statement of changes in equity.

##### (c) Statutory surplus reserve

In accordance with the PRC Company Law and the articles of association of the subsidiaries established in the PRC, the Group is required to appropriate 10% of its net profits after tax, as determined under PRC GAAP, to the statutory surplus reserve until the reserve balance reaches 50% of its registered capital. Subject to certain restrictions set out in the relevant PRC regulations and in the articles of association of the Group, the statutory surplus reserve may be used either to offset losses, or to be converted to increase share capital provided that the balance after such conversion is not less than 25% of the registered capital of the Group. The reserve cannot be used for purposes other than those for which it is created and is not distributable as cash dividends.

##### (d) Asset revaluation reserve

The asset revaluation reserve arises from change in use from an owner-occupied property to an investment property.

#### 35. 股本 (續)

##### 股份 (續)

於2020年10月29日，3,399,999,998股股份乃按每股面值0.01港元撥充資本發行，相關股本金額約為人民幣29,504,000元。

於2020年11月25日，於香港聯交所上市後，超額配股權獲部分行使且本公司按每股4.30港元配發及發行45,227,000股額外股份，總現金代價為194,476,000港元（相等於約人民幣164,955,000元）。

截至2023年12月31日止年度，本集團的儲備金額及其變動於綜合權益變動表呈列。

#### 36. 儲備

截至2023年12月31日止年度，本集團的儲備金額及其變動於綜合權益變動表呈列。

##### (a) 股份溢價

股份溢價指已發行股份面值與所收代價之間的差額。

##### (b) 資本儲備

資本儲備指非控股權益獲調整的金額與收購附屬公司的非控股權益所付代價的公平值之間的任何差額。資本儲備的變動詳情載於綜合權益變動表。

##### (c) 法定盈餘儲備

根據中國公司法及於中國成立的附屬公司的組織章程細則，本集團須按稅後溢利淨額的10%提取法定盈餘儲備，此乃根據中國會計準則釐定，直至儲備餘額達到其註冊資本的50%。受相關中國法規及本集團組織章程細則所載若干限制的規限，法定盈餘儲備可用於抵銷虧損或轉換為增加股本，惟轉換後儲備餘額不得少於本集團註冊資本的25%。儲備不得用於其設立目的以外的其他用途，亦不得作為現金股息分派。

##### (d) 資產重估儲備

資產重估儲備源於一項自用物業的用途更改為投資物業。

37. 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 RMB4,141,000 (2022: RMB12,384,000) in respect of lease arrangements for office buildings.

During the year ended 31 December 2023, the Group has not offset the amounts due from non-controlling interests with the amounts due to non-controlling interests (2022: RMB3,348,537,000).

(b) Changes in liabilities arising from financing activities

37. 綜合現金流量表附註

(a) 主要非現金交易

年內，本集團就辦公室樓宇之租賃安排的的使用權資產及租賃負債的非現金添置為人民幣4,141,000元（2022年：人民幣12,384,000元）。

截至2023年12月31日止年度，本集團並無應付非控股權益款項（2022年：人民幣3,348,537,000元）抵銷應收非控股權益款項。

(b) 融資活動產生的負債變動

		Proceeds from asset-based securities 資產抵押 證券的 所得款項 RMB'000 人民幣千元	Interest- bearing bank and other borrowings 計息銀行及 其他借款 RMB'000 人民幣千元	Senior notes and corporate bonds 優先票據及 公司債券 RMB'000 人民幣千元	Due to related parties 應付 關連方款項 RMB'000 人民幣千元	Lease liabilities 租賃負債 RMB'000 人民幣千元	Total liabilities from financing activities 融資活動的 負債總額 RMB'000 人民幣千元
At 1 January 2022	於2022年1月1日	5,319,575	36,163,523	11,311,108	5,278,388	16,951	58,089,545
Cash flows used in financing activities	融資活動所用現金流量	(299,036)	(11,627,729)	(6,216,485)	(425,053)	(16,542)	(18,584,845)
New operating leases	新經營租賃	-	-	-	-	12,384	12,384
Interest expense	利息開支	268,638	1,909,026	576,876	-	1,297	2,755,837
The effect of foreign currency exchange	外匯影響	-	-	310,256	-	-	310,256
At 31 December 2022	於2022年12月31日	5,289,177	26,444,820	5,981,755	4,853,335	14,090	42,583,177
Cash flows from/(used in) financing activities	融資活動所得/(所用)現金流量	(3,801,643)	(5,049,285)	(1,443,705)	74,817	(7,497)	(10,227,313)
New operating leases	新經營租賃	-	-	-	-	(1,429)	(1,429)
Interest expense	利息開支	232,928	1,375,588	357,548	-	687	1,966,751
The effect of foreign currency exchange	外匯影響	-	-	41,254	-	-	41,254
At 31 December 2023	於2023年12月31日	1,720,462	22,771,123	4,936,852	4,928,152	5,851	34,362,440

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

### 37. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

#### (c) Total cash outflow for leases

The total cash outflow for leases included in the statement of cash flows is as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Within operating activities	經營活動內	5,179	6,266
Within financing activities	融資活動內	7,497	16,542
<b>Total</b>	<b>總計</b>	<b>12,676</b>	<b>22,808</b>

### 37. 綜合現金流量表附註 (續)

#### (c) 租賃的現金流出總額

現金流量表所載的租賃的現金流出總額如下：

### 38. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS

Details of the Group's subsidiaries that have material non-controlling interests were set out below:

### 38. 擁有重大非控股權益的非全資附屬公司

本集團擁有重大非控股權益的附屬公司詳情載列如下：

		Percentage of equity interest no held by controlling interests 控股權益 所持股權 百分比 %	(Loss)/profit for the year allocated to non-controlling interests 分配予非控股 權益的年內 的(虧損)/溢利 RMB'000 人民幣千元	Accumulated on balances controlling of interests 控股權益 的累計結餘 RMB'000 人民幣千元
<b>31 December 2023</b>		<b>2023年12月31日</b>		
Rongqiao (Fuzhou) Real Estate*	融僑(福州)置業*	40	(33,285)	1,209,026
Radiance Group	金輝集團	4	(16,443)	991,480
Ningbo Qihui Real Estate*	寧波啟輝置業*	40	125,644	304,983
<b>31 December 2022</b>		<b>2022年12月31日</b>		
Rongqiao (Fuzhou) Real Estate*	融僑(福州)置業*	40	(22,480)	1,242,311
Radiance Group	金輝集團	4	132,572	1,024,589
Chongqing Huiderei Real Estate*	重慶輝德睿房地產*	58	242,968	447,816
Fuqing Jinchen Properties*	福清金宸房地產*	49	101,311	184,048

\* Rongqiao (Fuzhou) Real Estate, Ningbo Qihui Real Estate, Chongqing Huiderei Real Estate and Fuqing Jinchen Properties are subsidiaries of Radiance Group, and the financial information set out below only reflects the direct non-controlling interests in these entities, and the indirect non-controlling interests have not been included.

\* 融僑(福州)置業、寧波啟輝置業、重慶輝德睿房地產及福清金宸房地產乃金輝集團的附屬公司，下文所載財務資料僅反映於該等實體的直接非控股權益，而並未載列間接非控股權益。

**38. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS (Continued)**

The amounts disclosed are before any inter-company eliminations:

**Rongqiao (Fuzhou) Real Estate**

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Revenue	收益	77,785	273,720
Total expenses	開支總額	(160,998)	(329,920)
Loss for the year	年內虧損	(83,213)	(56,200)
Total comprehensive loss for the year	年內全面虧損總額	(83,213)	(56,200)
Current assets	流動資產	2,769,569	2,943,233
Non-current assets	非流動資產	235,906	219,869
Current liabilities	流動負債	(164,955)	(277,435)
Net cash flows (used in)/generated from operating activities	經營活動(所用)／所得現金流量淨額	(29,599)	22,391
Net cash flows (used in)/generated from investing activities	投資活動(所用)／所得現金流量淨額	(1,589)	99
Net cash flows used in financing activities	融資活動所用現金流量淨額	-	(644)
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物(減少)／增加淨額	(31,188)	21,846

**38. 擁有重大非控股權益的非全資附屬公司(續)**

所披露款項未扣除任何公司間抵銷：

**融僑(福州)置業**



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023

2023年12月31日

38. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS (Continued)

Radiance Group

38. 擁有重大非控股權益的非全資附屬公司 (續)

金輝集團

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Revenue	收益	34,317,604	35,437,801
Total expenses	開支總額	(34,928,988)	(32,870,197)
(Loss)/profit for the year	年內(虧損)/溢利	(611,384)	2,567,604
Total comprehensive (loss)/income for the year	年內全面(虧損)/收入總額	(611,384)	2,567,604
Attributable to:	以下各方應佔:		
Owners of the parent	母公司擁有人	(411,068)	3,191,394
Non-controlling interests	非控股權益	(200,316)	(623,790)
		(611,384)	2,567,604
Current assets	流動資產	99,024,040	131,781,738
Non-current assets	非流動資產	30,537,435	29,882,330
Current liabilities	流動負債	(75,772,075)	(97,891,717)
Non-current liabilities	非流動負債	(15,712,089)	(26,083,662)
		38,077,311	37,688,689
Attributable to:	以下各方應佔:		
Owners of the parent	母公司擁有人	(23,991,283)	24,819,649
Non-controlling interests	非控股權益	62,068,594	12,869,040
		38,077,311	37,688,689
Net cash flows generated from operating activities	經營活動產生現金流量淨額	8,131,485	8,720,280
Net cash flows generated from investing activities	投資活動所得現金流量淨額	1,742,685	893,434
Net cash flows used in financing activities	融資活動所用現金流量淨額	(9,481,922)	(16,326,188)
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加/(減少)淨額	392,248	(6,712,474)

**38. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS (Continued)**

Ningbo Qihui Real Estate

**38. 擁有重大非控股權益的非全資附屬公司 (續)**

寧波啟輝置業

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Revenue	收益	2,412,828	-
Total expenses	開支總額	(2,098,719)	(25,882,442)
Profit/(loss) for the year	年內溢利 / (虧損)	314,109	(25,882,442)
Total comprehensive income/(loss) for the year	年內全面收入 / (虧損) 總額	314,109	(25,882,442)
Current assets	流動資產	998,033	3,322,381
Non-current assets	非流動資產	1,055	44,006
Current liabilities	流動負債	(243,579)	(2,924,987)
Net cash flows (used in)/generated from operating activities	經營活動 (所用) / 所得現金流量	(307,773)	255,254
Net cash flows used in financing activities	融資活動所用現金流量淨額	(50,329)	(555,780)
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(358,102)	(300,526)

**39. CONTINGENT LIABILITIES**

At the end of the reporting period, contingent liabilities not provided for in the financial statements were as follows:

**39. 或然負債**

於報告期末，於財務報表並無計提撥備的或然負債如下：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Guarantees given to banks in connection with facilities granted to purchasers of the Group's properties	向銀行作出的有關授予本集團物業買方融資的擔保	(1) 27,105,993	35,685,795
Guarantees given to banks and other institutions in connection with facilities granted to related companies	向銀行及其他機構作出的有關授予關聯公司融資的擔保	(2) 1,341,688	1,044,126

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

#### 39. CONTINGENT LIABILITIES (Continued)

- (1) The Group provided guarantees in respect of mortgage facilities granted by certain banks to the purchasers of the Group's completed properties held for sale. Pursuant to the terms of the guarantee arrangements, in the case of default on mortgage payments by the purchasers, the Group is responsible for repaying the outstanding mortgage principals together with any accrued interest and penalties owed by the defaulted purchasers to those banks.

Under the above arrangement, the related properties were pledged to the banks as collateral for the mortgage loans, upon default on mortgage repayments by these purchasers, the banks are entitled to take over the legal titles and will realise the pledged properties through open auction.

The Group's guarantee period starts from the dates of grant of the relevant mortgage loans and ends upon the issuance and registration of property ownership certificates to the purchasers, which will generally be available within one to two years after the purchasers take possession of the relevant properties.

The Group did not incur any material losses during the year in respect of the guarantees provided for mortgage facilities granted to purchasers of the Group's completed properties held for sale. The directors of the Company considered that in the case of default on payments, the net realisable value of the related properties would be sufficient to repay the outstanding mortgage loans together with any accrued interest and penalty, and therefore no provision has been made in connection with the guarantees.

- (2) The Group provided guarantees to banks and other institutions in connection with financial facilities granted to the related companies. The directors of the Company consider that no provision is needed in respect of the guarantees since the fair value is not significant. Further details are included in note 41.

Except as disclosed above, during the year and up to the end of the year, neither the Group nor the Company were involved in any litigation, arbitration or administrative proceedings, claims or disputes which had a material adverse effect on the Group's financial condition or results of operation.

#### 39. 或然負債 (續)

- (1) 本集團就若干銀行向本集團持作出售的竣工物業買方授出的按揭融資提供擔保。根據擔保安排的條款，如買方拖欠按揭付款，本集團負責向該等銀行償還未償還按揭本金及違約買方所欠的任何應計利息及罰款。

根據上述安排，相關物業已質押予該等銀行作為按揭貸款的抵押品；倘該等買方拖欠按揭還款，該等銀行有權接管有關法定業權，並透過公開拍賣將抵押物業變現。

本集團的擔保期由授出相關按揭貸款日期起至買方獲發物業所有權證及辦理登記止，有關證明一般會於買方接管相關物業後的一至兩年內取得。

年內，本集團就向本集團持作出售的竣工物業買方授出的按揭融資提供的擔保並未產生任何重大損失。本公司董事認為如出現違約付款，相關物業的可變現淨值足以償還未償還按揭貸款連同任何應計利息及罰款，故並無對擔保計提撥備。

- (2) 本集團就授予關聯公司的借款向銀行及其他機構提供擔保。本公司董事認為，無須就擔保作出撥備，因為公平值並不重大。進一步詳情載於附註41。

除上文所披露者外，於年內及直至本年度末，本集團及本公司並無牽涉任何對本集團的財務狀況或經營業績有重大不利影響的訴訟、仲裁或行政程序、申索或糾紛。

NOTES TO FINANCIAL STATEMENTS  
財務報表附註

31 December 2023

2023年12月31日

40. COMMITMENTS

The Group had the following capital commitments at the end of the reporting period:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Contracted, but not provided for:	已訂約但未撥備：		
– Properties under development	– 開發中物業	15,767,574	22,202,655
– Acquisition of land use right	– 收購土地使用權	287,374	287,374
– Capital contribution for acquisition of equity interests	– 因收購股權而注資	2,274,644	2,274,644
<b>Total</b>	<b>總計</b>	<b>18,329,592</b>	<b>24,764,673</b>

In addition, the Group had the following commitments provided to joint ventures and associates (including the Group's share of commitments made jointly with other joint venturers), which are not included in the above:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Contracted, but not provided for:	已訂約但未撥備：		
– Capital contributions	– 注資	101,171	128,571

40. 承擔

本集團於報告期末有以下資本承擔：

此外，上文並未包括本集團向合營企業及聯營公司提供以下承擔（包括本集團應佔與其他合營企業共同作出之承擔）：

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

#### 41. RELATED PARTY TRANSACTIONS

##### (1) Significant related party transactions

The following transactions were carried out with related parties during the reporting period:

#### 41. 關聯方交易

##### (1) 重大關聯方交易

以下為於報告期內與關聯方進行的交易：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Advances from related companies:	關聯公司墊款：		
Joint ventures	合營企業	17,710	361,697
Associates	聯營公司	185,622	1,076,004
Repayment of advances from related companies:	償還關聯公司墊款：		
Joint ventures	合營企業	171,321	755,265
Associates	聯營公司	581,299	254,120
Management consulting services provided to:	向下方提供的管理諮詢服務：		
Joint ventures	合營企業	329	16,463
Associates	聯營公司	19,394	4,021
Advances to related parties:	向關聯方墊款：		
Joint ventures	合營企業	51,488	418,043
Associates	聯營公司	10	1,960
Receipt of advances to related parties:	收取向關聯方的墊款：		
Joint ventures	合營企業	2,077,793	1,893,785
Associates	聯營公司	484,684	542,039
Sale of properties to related parties	向關聯方出售物業	15,756	-
Other Income from guarantees given to a related party	向關聯方提供擔保的其他收入	2,030	-
Property management services provided by companies controlled by the ultimate controlling shareholders	由最終控股股東控制的公司提供的物業管理服務	89,905	152,798
Property lease income from a company controlled by the ultimate controlling shareholders	自最終控股股東控制的公司所得物業租賃收入	480	1,410

41. RELATED PARTY TRANSACTIONS (Continued)

(2) Other transactions with related parties:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Guarantees provided to related parties:	向關聯方提供的擔保：		
Joint ventures	合營企業	373,700	191,493
Associates	聯營公司	867,988	852,633
Company controlled by ultimate controlling shareholders	由最終控股股東控制的公司	100,000	-

41. 關聯方交易 (續)

(2) 與關聯方的其他交易：

(3) Outstanding balances with related parties

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Due from related parties:	應收關聯方款項：		
Trade-related:	貿易相關：		
Joint ventures	合營企業	-	10,011
Due from related parties:	應收關聯方款項：		
Non-trade-related:	非貿易相關：		
Joint ventures	合營企業	2,740,880	4,767,185
Associates	聯營公司	1,359,251	1,843,925
Due to related parties:	應付關聯方款項：		
Trade-related:	貿易相關：		
Companies controlled by the ultimate shareholders	由最終股東控制的公司	90,649	50,676
Due to related parties:	應付關聯方款項：		
Non-trade-related:	非貿易關聯：		
Joint ventures	合營企業	2,151,696	2,305,307
Associates	聯營公司	2,685,807	3,081,484

Balances with the above related parties were unsecured and repayable on demand.

與上述關聯方的結餘均為無抵押且須按要求償還。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

#### 41. RELATED PARTY TRANSACTIONS (Continued)

##### (4) Compensation of key management personnel of the Group

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Short term employee benefits	短期僱員福利	7,693	7,877
Pension scheme contributions	退休金計劃供款	328	301
Total compensation paid to key management personnel	向主要管理層人員支付的薪酬總額	8,021	8,178

#### 42. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

31 December 2023

##### Financial assets

		Financial assets at amortised cost 按攤銷成本 計量的 金融資產 RMB'000 人民幣千元	Financial assets at FVTPL 按公平值計入 損益的 金融資產 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Trade receivables (note 22)	貿易應收款項 (附註22)	39,458	-	39,458
Financial assets included in prepayments, other receivables and other assets (note 24)	計入預付款項、其他應收款項及其他資產的金融資產 (附註24)	4,815,904	-	4,815,904
Financial assets at fair value through profit or loss (note 26)	按公平值計入損益的金融資產 (附註26)	-	107,813	107,813
Due from related parties (note 41)	應收關聯方款項 (附註41)	4,100,131	-	4,100,131
Restricted cash (note 27)	受限制現金 (附註27)	2,264,883	-	2,264,883
Pledged deposits (note 27)	已抵押存款 (附註27)	-	-	-
Cash and cash equivalents (note 27)	現金及現金等價物 (附註27)	4,808,037	-	4,808,037
Total	總計	16,028,413	107,813	16,136,226

#### 41. 關聯方交易 (續)

##### (4) 本集團主要管理層人員薪酬

#### 42. 按類別劃分的金融工具

於報告期末，各類別金融工具的賬面值如下：

2023年12月31日

##### 金融資產

42. FINANCIAL INSTRUMENTS BY CATEGORY  
(Continued)

## 42. 按類別劃分的金融工具 (續)

## Financial liabilities

## 金融負債

		Financial liabilities at amortised cost 按攤銷成本計量的金融負債 RMB'000 人民幣千元
Trade payables (note 28)	貿易應付款項 (附註28)	11,053,574
Financial liabilities included in other payables and accruals (note 29)	計入其他應付款項及應計費用之金融負債 (附註29)	2,676,974
Due to related parties (note 41)	應付關聯方款項 (附註41)	4,928,152
Interest-bearing bank and other borrowings (note 31)	計息銀行及其他借款 (附註31)	22,771,123
Lease liabilities (note 15)	租賃負債 (附註15)	5,851
Proceeds from asset-backed securities (note 32)	資產抵押證券獲得的所得款項 (附註32)	1,720,462
Senior notes (note 33)	優先票據 (附註33)	2,142,841
Corporate bonds (note 34)	公司債券 (附註34)	2,794,011
<b>Total</b>	<b>總計</b>	<b>48,092,988</b>



## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

#### 42. FINANCIAL INSTRUMENTS BY CATEGORY (Continued)

31 December 2022

##### Financial assets

		Financial assets at amortised cost 按攤銷成本計量的金融資產 RMB'000 人民幣千元	Financial assets at FVTPL 按公平值計入損益的金融資產 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Trade receivables (note 22)	貿易應收款項 (附註22)	50,510	-	50,510
Financial assets included in prepayments, other receivables and other assets (note 24)	計入預付款項、其他應收款項及其他資產的金融資產 (附註24)	5,692,551	-	5,692,551
Financial assets at fair value through profit or loss (note 26)	按公平值計入損益的金融資產 (附註26)	-	109,314	109,314
Due from related parties (note 41)	應收關聯方款項 (附註41)	6,621,121	-	6,621,121
Restricted cash (note 27)	受限制現金 (附註27)	7,899,346	-	7,899,346
Pledged deposits (note 27)	已抵押存款 (附註27)	10,000	-	10,000
Cash and cash equivalents (note 27)	現金及現金等價物 (附註27)	4,410,184	-	4,410,184
<b>Total</b>	<b>總計</b>	<b>24,683,712</b>	<b>109,314</b>	<b>24,793,026</b>

##### Financial liabilities

		Financial liabilities at amortised cost 按攤銷成本計量的金融負債 RMB'000 人民幣千元
Trade payables (note 28)	貿易應付款項 (附註28)	13,106,078
Financial liabilities included in other payables and accruals (note 29)	計入其他應付款項及應計費用之金融負債 (附註29)	2,328,242
Due to related parties (note 41)	應付關聯方款項 (附註41)	5,437,467
Interest-bearing bank and other borrowings (note 31)	計息銀行及其他借款 (附註31)	26,544,820
Lease liabilities (note 15)	租賃負債 (附註15)	14,090
Proceeds from asset-backed securities (note 32)	資產抵押證券獲得的所得款項 (附註32)	5,289,177
Senior notes (note 33)	優先票據 (附註33)	2,516,434
Corporate bonds (note 34)	公司債券 (附註34)	3,465,321
<b>Total</b>	<b>總計</b>	<b>58,701,629</b>

#### 42. 按類別劃分的金融工具 (續)

2022年12月31日

##### 金融資產

	Financial assets at amortised cost 按攤銷成本計量的金融資產 RMB'000 人民幣千元	Financial assets at FVTPL 按公平值計入損益的金融資產 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Trade receivables (note 22)	貿易應收款項 (附註22)	-	50,510
Financial assets included in prepayments, other receivables and other assets (note 24)	計入預付款項、其他應收款項及其他資產的金融資產 (附註24)	-	5,692,551
Financial assets at fair value through profit or loss (note 26)	按公平值計入損益的金融資產 (附註26)	109,314	109,314
Due from related parties (note 41)	應收關聯方款項 (附註41)	-	6,621,121
Restricted cash (note 27)	受限制現金 (附註27)	-	7,899,346
Pledged deposits (note 27)	已抵押存款 (附註27)	-	10,000
Cash and cash equivalents (note 27)	現金及現金等價物 (附註27)	-	4,410,184
<b>Total</b>	<b>總計</b>	<b>109,314</b>	<b>24,793,026</b>

##### 金融負債

	Financial liabilities at amortised cost 按攤銷成本計量的金融負債 RMB'000 人民幣千元	
Trade payables (note 28)	貿易應付款項 (附註28)	13,106,078
Financial liabilities included in other payables and accruals (note 29)	計入其他應付款項及應計費用之金融負債 (附註29)	2,328,242
Due to related parties (note 41)	應付關聯方款項 (附註41)	5,437,467
Interest-bearing bank and other borrowings (note 31)	計息銀行及其他借款 (附註31)	26,544,820
Lease liabilities (note 15)	租賃負債 (附註15)	14,090
Proceeds from asset-backed securities (note 32)	資產抵押證券獲得的所得款項 (附註32)	5,289,177
Senior notes (note 33)	優先票據 (附註33)	2,516,434
Corporate bonds (note 34)	公司債券 (附註34)	3,465,321
<b>Total</b>	<b>總計</b>	<b>58,701,629</b>

### 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 fair values, are as follows:

		Carrying amounts		Fair values	
		賬面值		公平值	
		2023	2022	2023	2022
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Financial assets</b>	<b>金融資產</b>				
Financial assets at fair value through profit or loss (note 26)	按公平值計入損益的金融資產 (附註26)	107,813	109,314	107,813	109,314
<b>Financial liabilities</b>	<b>金融負債</b>				
Interest-bearing bank and other borrowings (note 31)	計息銀行及其他借款 (附註31)	22,771,123	26,544,820	22,808,930	26,557,790
Proceeds from asset-backed securities (note 32)	資產抵押證券獲得的所得款項 (附註32)	1,720,462	5,289,177	1,670,078	5,376,360
Senior notes (note 33)	優先票據 (附註33)	2,142,841	2,516,434	1,730,990	1,703,698
Corporate bonds (note 34)	公司債券 (附註34)	2,794,011	3,465,321	2,806,551	3,292,285
Total	總計	29,428,437	37,815,752	29,016,549	36,930,133

Management has assessed that the fair values of cash and cash equivalents, pledged deposits, restricted cash, trade receivables, trade payables, financial assets included in prepayments, other receivables and other assets, financial liabilities included in other payables and accruals, and amounts due from/to related companies approximate to their carrying amounts largely due to the short term maturities of these instruments.

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 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:

### 43. 金融工具的公平值及公平值層級

本集團金融工具(賬面值與公平值合理相若的金融工具除外)的賬面值及公平值如下:

管理層已進行評估，現金及現金等價物、已抵押存款、受限制現金、貿易應收款項、貿易應付款項、計入預付款項、其他應收款項及其他資產的金融資產、計入其他應付款項及應計費用的金融負債、以及應收/應付關聯公司款項的公平值與其賬面值相若，很大程度乃由於該等工具期限較短。

本集團的財務部門由財務經理領導，負責制定金融工具公平值計量的政策及程序。財務經理直接向財務總監匯報。於各報告日期，財務部門分析金融工具價值的變動情況，並釐定估值所用的主要輸入數據。估值由財務總監審核並批准。估值結果由審核委員會每年進行兩次討論，以作中期及年度財務申報。

金融資產及負債的公平值以自願交易方(強迫或清盤銷售除外)當前交易中該工具的可交易金額入賬。以下為用於估計公平值的方法及假設:

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

#### 43. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

The Group invests in unlisted investments, which represent wealth management products issued by financial institutions in Chinese Mainland. The Group has estimated the fair value of these unlisted investments by using a discounted cash flow valuation model based on the market interest rates of instruments with similar terms and risks.

The fair values of interest-bearing bank and other borrowings and certain proceeds from asset-backed securities 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 own non-performance risk for interest-bearing bank and other borrowings as at 31 December 2023 was assessed to be insignificant.

The fair values of certain proceeds from asset-backed securities, corporate bonds and senior notes are based on quoted market prices.

##### Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

#### 43. 金融工具的公平值及公平值層級 (續)

本集團投資於非上市投資，即由中國內地銀行發行之理財產品。本集團藉按照具有類似條款及風險之工具之市場利率，使用貼現現金流量估值模型估計該等非上市投資之公平值。

計息銀行及其他借款及若干資產抵押證券獲得的所得款項的公平值乃通過將預期未來現金流量按現時可用於具類似條款、信用風險及餘下還款期限之工具的利率進行貼現計算。本集團於2023年12月31日自身的計息銀行及其他借款的不履約風險被評定為並不重大。

若干資產抵押證券獲得的所得款項、公司債券及優先票據的公平值乃按市場報價計算。

##### 公平值層級

下表列示本集團金融工具的公平值計量層級：

按公平值計量的資產：

		Fair value measurement using			
		使用以下各項所作的公平值計量			
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
		活躍市場上 的報價 (第一級)	重大可觀察 輸入數據 (第二級)	重大不可觀察 輸入數據 (第三級)	總計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
As at 31 December 2023	於2023年12月31日				
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	2,266	105,547	-	107,813
As at 31 December 2022	於2022年12月31日				
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	2,725	106,589	-	109,314

#### 43. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

##### Fair value hierarchy(Continued)

Liabilities for which fair values are disclosed:

#### 43. 金融工具的公平值及公平值層級 (續)

##### 公平值層級 (續)

予以披露公平值的負債：

		Fair value measurement using 使用以下各項所作的公平值計量			
		Quoted prices in active markets (Level 1) 活躍市場上 的報價 (第一級) RMB'000 人民幣千元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第二級) RMB'000 人民幣千元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第三級) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at 31 December 2023	於2023年12月31日				
Interest-bearing bank and other borrowings	計息銀行及其他借款	-	22,808,930	-	22,808,930
Proceeds from asset-backed securities	資產抵押證券獲得的所得款項	1,670,078	-	-	1,670,078
Senior notes	優先票據	1,730,990	-	-	1,730,990
Corporate bonds	公司債券	2,806,551	-	-	2,806,551
		6,207,619	22,808,930	-	29,016,549
As at 31 December 2022	於2022年12月31日				
Interest-bearing bank and other borrowings	計息銀行及其他借款	-	26,557,790	-	26,557,790
Proceeds from asset-backed securities	資產抵押證券獲得的所得款項	1,687,955	3,688,405	-	5,376,360
Senior notes	優先票據	1,703,698	-	-	1,703,698
Corporate bonds	公司債券	3,292,285	-	-	3,292,285
Total	總計	6,683,938	30,246,195	-	36,930,133

#### 44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments mainly include cash and bank balances, restricted cash, trade receivables, and trade and other payables, which arise directly from its operations. The Group has other financial assets and liabilities such as interest-bearing bank and other borrowings, senior notes, corporate notes, financial instruments at fair value through profit or loss, amounts with related companies and other receivables. The main purpose of these financial instruments is to raise finance for the Group's operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. Generally, the Group introduces conservative strategies on its risk management. The Group does not hold or issue derivative financial instruments for trading purposes. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

##### (a) Interest rate risk

The Group's exposure to risk for changes in market interest rates relates primarily to the Group's bank and other borrowings set out in note 31. The Group does not use derivative financial instruments to hedge interest rate risk. The Group manages its interest cost using variable rate bank borrowings.

As at 31 December 2023, if the interest rate of bank borrowings had increased/decreased by 1% and all other variables held constant, profit before tax for the year of the Group would have decreased/increased by approximately RMB16,121,000(2022: RMB14,787,000).

#### 44. 財務風險管理目標及政策

本集團的主要金融工具主要包括經營直接產生的現金及銀行結餘、受限制現金、貿易應收款項以及貿易及其他應付款項。本集團擁有其他金融資產及負債，如計息銀行及其他借款、優先票據、公司債券、按公平值計入損益的金融工具、關聯公司款項及其他應收款項。該等金融工具的主要目的乃為本集團的經營籌集資金。

來自本集團金融工具的主要風險為利率風險、外幣風險、信貸風險及流動資金風險。通常，本集團在風險管理方面引入保守的策略。本集團未持有或發行作交易用途的衍生金融工具。董事會審閱並同意管理各類風險的政策，有關政策概述於下。

##### (a) 利率風險

本集團面臨的市場利率變動風險主要與附註31所載本集團銀行及其他借款有關。本集團並無使用衍生金融工具對沖利率風險。本集團使用浮息銀行借款管理其利息成本。

於2023年12月31日，倘在所有其他變量維持不變情況下銀行借款的利率上升／下降1%，則本集團於年內的除稅前溢利將減少／增加約人民幣16,121,000元（2022年：人民幣14,787,000元）。

44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

(b) Foreign currency risk

The Group has transactional currency exposures. Such exposures mainly arise from the Group's cash and cash equivalents and senior notes. The currency in which they are denominated is US\$. There is no significant impact on foreign currency risk.

44. 財務風險管理目標及政策 (續)

(b) 外幣風險

本集團面臨交易貨幣風險。該等風險主要產生自本集團的現金及現金等價物以及優先票據。彼等的貨幣以美元計值。外幣風險概無受到重大影響。

		Increase/ (decrease) in US\$ or HK\$/RMB rate 美元或港元/ 人民幣 匯率上升/ (下跌) %	Increase/ (decrease) in profit before (Or after) tax 除稅前(或 除稅後)溢利 增加/(減少) RMB'000 人民幣千元	Increase/ (decrease) in equity 權益 增加/(減少) RMB'000 人民幣千元
<b>31 December 2023</b>	<b>2023年12月31日</b>			
If the RMB weakens against the US\$	倘人民幣兌美元貶值	(5)	(106,395)	(106,395)
If the RMB strengthens against the US\$	倘人民幣兌美元升值	5	106,395	106,395
If the RMB weakens against HK\$	倘人民幣兌港元貶值	(5)	63	(63)
If the RMB strengthens against HK\$	倘人民幣兌港元升值	5	(63)	63
<b>31 December 2022</b>	<b>2022年12月31日</b>			
If the RMB weakens against the US\$	倘人民幣兌美元貶值	(5)	(124,130)	(124,130)
If the RMB strengthens against the US\$	倘人民幣兌美元升值	5	124,130	124,130
If the RMB weakens against HK\$	倘人民幣兌港元貶值	(5)	75	(75)
If the RMB strengthens against HK\$	倘人民幣兌港元升值	5	(75)	75

#### 44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

##### (c) Credit risk

The Group divides financial instruments on the basis of shared credit risk characteristics, such as instrument type and credit risk ratings for the purpose of determining significant increases in credit risk and calculation of impairment. To manage risk arising from trade receivables, the Group has policies in place to ensure that credit terms are made only to counterparties with an appropriate credit history and management performs ongoing credit evaluations of the Group's counterparties. The credit period granted to the customers is generally six months and the credit quality of these customers is assessed, taking into account their financial position, past experience and other factors. The Group also has other monitoring procedures to ensure that follow-up action is taken to recover overdue receivables. In addition, the Group reviews regularly the recoverable amount of trade receivables to ensure that adequate impairment losses are made for irrecoverable amounts. The Group has no significant concentrations of credit risk, with exposure spread over a large number of counterparties and customers.

Management makes periodic collective assessments for financial assets included in prepayments, other receivables and other assets and amounts due from related parties as well as individual assessments on the recoverability of other receivables and amounts due from related parties based on historical settlement records and past experience. The Group classified financial assets included in prepayments, other receivables and other assets and amounts due from related parties in Stage 1 and continuously monitored their credit risk. The directors of the Company believe that there is no material credit risk inherent in the Group's outstanding balance of financial assets included in prepayments, other receivables and other assets and amounts due from related parties.

##### *Maximum exposure and year-end staging*

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December 2023. The amounts presented are gross carrying amounts for financial assets and the exposure to credit risk for the financial guarantee contracts.

#### 44. 財務風險管理目標及政策 (續)

##### (c) 信貸風險

本集團基於共同信貸風險特徵(例如工具類型及信貸風險等級)對金融工具進行分類,以釐定信貸風險大幅增加及計量減值。為管理貿易應收款項產生的風險,本集團已制定政策確保僅向具備適當信貸歷史的對手方授出信貸期,且管理層將對本集團的對手方持續進行信貸評估。該等客戶獲授的信貸期一般為六個月,且該等客戶的信貸質量乃經考慮其財務狀況、過往經驗及其他因素而進行評估。本集團亦已制定其他監控程式以確保落實跟進行動以收回逾期應收款項。此外,本集團定期檢討貿易應收款項的可收回金額,以確保就不可收回金額計提適當的減值虧損。本集團並無高度集中的信貸風險,且其信貸風險分散至大量對手方及客戶。

管理層定期對計入預付款項、其他應收款項及其他資產以及應收關聯方款項的金融資產作集體評估,並根據以往結算記錄及過往經驗對其他應收款項及應收關聯方款項的可收回性進行單獨評估。本集團已在第一階段對計入預付款項、其他應收款項及其他資產以及應收關聯方款項的金融資產進行分類,並持續監測其信貸風險。本公司董事認為,本集團計入預付款項、其他應收款項及其他資產以及應收關聯方款項的金融資產之未結清結餘本質上並無存在重大信貸風險。

##### *最高風險及年末階段*

下表載列於2023年12月31日的基於本集團信貸政策的信貸質素及最高信貸風險(主要基於逾期資料,除非其他資料可無需花費不必要成本或精力即可獲取,則另作別論)以及年末階段分類。所呈列的金額指金融資產的總賬面值及金融擔保合約的信貸風險。

NOTES TO FINANCIAL STATEMENTS  
財務報表附註

31 December 2023

2023年12月31日

44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

(c) Credit risk (Continued)

As at 31 December 2023

44. 財務風險管理目標及政策 (續)

(c) 信貸風險 (續)

於2023年12月31日

		12-month ECLs		Lifetime ECLs		
		12個月的預期信貸虧損		整個存續期的預期信貸虧損		
		Stage 1	Stage 2	Stage 3	Simplified approach	Total
		第一階段	第二階段	第三階段	簡化方法	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Trade receivables*	貿易應收款項*	-	-	-	39,458	39,458
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產					
- Normal**	—正常**	4,815,904	-	-	-	4,815,904
Due from related parties	應收關聯方款項	4,100,131	-	-	-	4,100,131
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	107,813	-	-	-	107,813
Restricted cash	受限制現金					
- Not yet past due	—尚未到期	2,264,883	-	-	-	2,264,883
Pledged deposits	已抵押存款					
- Not yet past due	—尚未到期	-	-	-	-	-
Cash and cash equivalents	現金及現金等價物					
- Not yet past due	—尚未到期	4,808,037	-	-	-	4,808,037
Total	總計	16,096,768	-	-	39,458	16,136,226



## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

#### 44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

##### (c) Credit risk (Continued)

As at 31 December 2022

		12-month ECLs		Lifetime ECLs		Total
		12個月的預期信貸虧損	12-month ECLs	整個存續期的預期信貸虧損	Lifetime ECLs	
		Stage 1	Stage 2	Stage 3	Simplified approach	Total
		第一階段	第二階段	第三階段	簡化方法	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Trade receivables*	貿易應收款項*	-	-	-	50,510	50,510
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產					
- Normal**	— 正常**	5,692,551	-	-	-	5,692,551
Due from related parties	應收關聯方款項	6,621,121	-	-	-	6,621,121
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	109,314	-	-	-	109,314
Restricted cash	受限制現金					
- Not yet past due	— 尚未到期	7,899,346	-	-	-	7,899,346
Pledged deposits	已抵押存款					
- Not yet past due	— 尚未到期	10,000	-	-	-	10,000
Cash and cash equivalents	現金及現金等價物					
- Not yet past due	— 尚未到期	4,410,184	-	-	-	4,410,184
<b>Total</b>	<b>總計</b>	<b>24,742,516</b>	<b>-</b>	<b>-</b>	<b>50,510</b>	<b>24,793,026</b>

\* For trade receivables to which the Group applies the simplified approach for impairment, information based on the expected credit losses is disclosed in note 22 to the financial statements. There is no significant concentration of credit risk.

\*\* The credit quality of the financial assets included in prepayments, other receivables and other assets is considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition.

\* 本集團就基於預期信貸虧損的減值資料應用簡化方法的貿易應收款項於財務報表附註22披露。並無高度集中的信貸風險。

\*\* 倘計入預付款項、其他應收款項及其他資產的金融資產並無逾期，亦無資料顯示自初步確認起金融資產的信貸風險大幅增加，則其信貸質素被視為「正常」。

##### (d) Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of interest-bearing bank and other borrowings, corporate bonds, senior notes and proceeds from asset-backed securities. Cash flows are being closely monitored on an ongoing basis.

#### 44. 財務風險管理目標及政策 (續)

##### (c) 信貸風險 (續)

於2022年12月31日

##### (d) 流動資金風險

本集團的目標為透過運用計息銀行及其他借款、公司債券、優先票據及資產抵押證券獲得的所得款項維持融資持續性與靈活性之間的平衡。本集團持續密切監控現金流量。

#### 44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

##### (d) Liquidity risk (Continued)

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

#### 44. 財務風險管理目標及政策 (續)

##### (d) 流動資金風險 (續)

本集團於報告期末按合同未貼現付款計算的金融負債的到期情況如下：

		On demand	Less than 3 months	3 to 12 months	Over 1 year	Total
		按要求	三個月以內	三至十二個月	一年以上	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>31 December 2023:</b>	<b>2023年12月31日：</b>					
Trade payables	貿易應付款項	11,053,574	-	-	-	11,053,574
Other payables	其他應付款項	2,676,974	-	-	-	2,676,974
Due to related parties	應付關連方款項	4,928,152	-	-	-	4,928,152
Lease liabilities	租賃負債	83	337	4,346	2,731	7,497
Interest-bearing bank and other borrowings	計息銀行及其他借款	-	449,048	12,280,021	15,699,082	28,428,151
Proceeds from asset-backed securities	資產抵押證券的所得款項	-	29,522	88,495	1,778,849	1,896,866
Senior notes	優先票據	-	2,196,639	-	-	2,196,639
Corporate bonds	公司債券	-	-	114,240	2,980,480	3,094,720
Guarantees given to banks and other institutions in connection with facilities granted to related companies	向銀行及其他機構作出的有關授予關聯公司融資的擔保	1,122,688	-	-	-	1,122,688
<b>Total</b>	<b>總計</b>	<b>19,781,471</b>	<b>2,675,546</b>	<b>12,487,102</b>	<b>20,461,142</b>	<b>55,405,261</b>
<b>31 December 2022:</b>	<b>2022年12月31日：</b>					
Trade payables	貿易應付款項	13,106,078	-	-	-	13,106,078
Other payables	其他應付款項	2,328,242	-	-	-	2,328,242
Due to related parties	應付關連方款項	5,437,467	-	-	-	5,437,467
Lease liabilities	租賃負債	-	409	13,191	2,942	16,542
Interest-bearing bank and other borrowings	計息銀行及其他借款	-	1,616,029	10,509,405	16,437,035	28,562,469
Proceeds from asset-backed securities	資產抵押證券的所得款項	-	84,791	253,339	7,629,789	7,967,919
Senior notes	優先票據	-	81,486	499,709	2,170,866	2,752,061
Corporate bonds	公司債券	-	-	789,904	3,130,924	3,920,828
Guarantees given to banks and other institutions in connection with facilities granted to related companies	向銀行及其他機構作出的有關授予關聯公司融資的擔保	1,044,126	-	-	-	1,044,126
<b>Total</b>	<b>總計</b>	<b>21,915,913</b>	<b>1,782,715</b>	<b>12,065,548</b>	<b>29,371,556</b>	<b>65,135,732</b>

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

#### 44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

##### (e) Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

The Group monitors capital using a net gearing ratio, which is based on total indebtedness less cash and bank balances divided by total equity at the end of the year and multiplied by 100%. Total indebtedness represents total interest-bearing bank and other borrowings, proceeds from asset-backed securities, corporate bonds and senior notes. The net gearing ratios as at the end of the reporting periods were as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Interest-bearing bank and other borrowings	計息銀行及其他借款	22,771,123	26,544,820
Proceeds from asset-backed securities	資產抵押證券獲得的所得款項	1,720,462	5,289,177
Corporate bonds	公司債券	2,794,011	3,465,321
Senior notes	優先票據	2,142,841	2,516,434
Less: Cash and cash equivalents	減：現金及現金等價物	(4,808,037)	(4,410,184)
Restricted cash	受限制現金	(2,264,883)	(7,899,346)
Pledged deposits	已抵押存款	-	(10,000)
<b>Net debt</b>	<b>債務淨額</b>	<b>22,355,517</b>	<b>25,496,222</b>
<b>Total equity</b>	<b>權益總額</b>	<b>35,949,101</b>	<b>35,583,038</b>
<b>Net gearing ratio</b>	<b>資產負債比率</b>	<b>62%</b>	<b>72%</b>

#### 45. EVENTS AFTER THE REPORTING PERIOD

Subsequent to 31 December 2023, the Company did not repay the principal of US\$300,000,000 for certain senior notes due in March 2024. For details, please refer to the announcement of the Company dated 20 March 2024.

#### 44. 財務風險管理目標及政策 (續)

##### (e) 資本管理

本集團資本管理的主要目標為保障本集團持續經營的能力並維持穩健的資本比率，以支持其業務並使股東價值最大化。

本集團會根據經濟狀況的變化管理及調整其資本結構。為維持或調整資本結構，本集團或會調整派付予股東的股息、返還股東資本或發行新股。

本集團採用資產負債比率（按債務總額減現金及銀行結餘，除以年末權益總額再乘以100%計算）來監控資本。債務總額指計息銀行及其他借款、資產抵押證券所得款項、公司債券及優先票據之總額。於各有關期間結束時的資產負債比率如下：

#### 45. 報告期後事件

於2023年12月31日後，本公司並無償還於2024年3月到期的若干優先票據的本金額300,000,000美元。有關詳情，請參閱本公司日期為2024年3月20日的公告。

NOTES TO FINANCIAL STATEMENTS  
財務報表附註

31 December 2023  
2023年12月31日

46. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

46. 本公司的財務狀況表

於報告期末後有關本公司財務狀況表的資料如下：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>		
Investments in subsidiaries	於附屬公司的投資	1	1
Total non-current assets	非流動資產總值	1	1
<b>CURRENT ASSETS</b>	<b>流動資產</b>		
Cash and cash equivalents	現金及現金等價物	5,865	198
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	424	418
Due from subsidiaries	應收附屬公司款項	2,495,612	2,622,655
Total current assets	流動資產總值	2,501,901	2,623,271
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>		
Interest-bearing bank and other borrowings	計息銀行及其他借款	32,220	45,271
Senior notes	優先票據	-	-
Other payables and accruals	其他應付款項及應計費用	-	413
Total current liabilities	流動負債總額	32,220	45,684
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>	<b>2,469,681</b>	2,577,587
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>資產總值減流動負債</b>	<b>2,469,682</b>	2,577,588
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>		
Senior notes	優先票據	2,114,122	2,075,884
Total non-current liabilities	非流動負債總額	2,114,122	2,075,884
Net assets	資產淨值	355,560	501,704
<b>EQUITY</b>	<b>權益</b>		
Share capital	股本	35,095	35,095
Reserves	儲備	320,465	466,609
Total equity	權益總額	355,560	501,704

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

#### 46. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

A summary of the Company's reserves is as follows:

		Share capital 股本 RMB'000 人民幣千元	Share premium 股份溢價 RMB'000 人民幣千元	Accumulated losses 累計虧損 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Balance at 31 December 2021 and 1 January 2022	2021年12月31日及 2022年1月1日的結餘	35,095	1,204,964	(152,034)	1,088,025
Total comprehensive loss for the year	年內全面虧損總額	-	-	(60,441)	(60,441)
Dividends and distributions	股息及分派	-	(525,880)	-	(525,880)
At 31 December 2022	於2022年12月31日的結餘	35,095	679,084	(212,475)	501,704
At 31 December 2022 and 1 January 2023	於2022年12月31日及 2023年1月1日的結餘	<b>35,095</b>	<b>679,084</b>	<b>(212,475)</b>	<b>501,704</b>
Total comprehensive loss for the year	年內全面虧損總額	-	-	(146,144)	(146,144)
At 31 December 2023	於2023年12月31日的結餘	<b>35,095</b>	<b>679,084</b>	<b>(358,619)</b>	<b>355,560</b>

#### 46. 本公司的財務狀況表(續)

本公司的儲備概要如下：

		Share capital 股本 RMB'000 人民幣千元	Share premium 股份溢價 RMB'000 人民幣千元	Accumulated losses 累計虧損 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Balance at 31 December 2021 and 1 January 2022	2021年12月31日及 2022年1月1日的結餘	35,095	1,204,964	(152,034)	1,088,025
Total comprehensive loss for the year	年內全面虧損總額	-	-	(60,441)	(60,441)
Dividends and distributions	股息及分派	-	(525,880)	-	(525,880)
At 31 December 2022	於2022年12月31日的結餘	35,095	679,084	(212,475)	501,704
At 31 December 2022 and 1 January 2023	於2022年12月31日及 2023年1月1日的結餘	<b>35,095</b>	<b>679,084</b>	<b>(212,475)</b>	<b>501,704</b>
Total comprehensive loss for the year	年內全面虧損總額	-	-	(146,144)	(146,144)
At 31 December 2023	於2023年12月31日的結餘	<b>35,095</b>	<b>679,084</b>	<b>(358,619)</b>	<b>355,560</b>

#### 47. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 28 March 2024.

#### 47. 批准財務報表

於2024年3月28日財務報表獲董事會批准並授權刊發。

### CONSOLIDATED INCOME STATEMENT

### 綜合收益表

For the 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	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Revenue	收入	<b>34,248,685</b>	35,318,003	40,025,826	34,875,174	25,963,108
Cost of sales	銷售成本	<b>(31,719,977)</b>	(30,138,519)	(32,278,375)	(27,162,266)	(20,300,888)
Gross profit	毛利	<b>2,528,708</b>	5,179,484	7,747,451	7,712,908	5,662,220
Other income and gains	其他收入及收益	<b>23,105</b>	60,041	183,846	436,406	187,641
Selling and distribution expenses	銷售及分銷開支	<b>(1,030,479)</b>	(931,729)	(1,449,318)	(1,152,834)	(771,495)
Administrative expenses	行政開支	<b>(686,337)</b>	(853,707)	(1,195,415)	(1,196,128)	(988,052)
Finance Income	財務收入	<b>51,611</b>	91,290	183,478	95,302	100,431
Finance costs	融資成本	<b>(295,840)</b>	(236,100)	(349,885)	(525,246)	(494,863)
Other expenses	其他開支	<b>(152,134)</b>	(191,638)	(44,875)	(80,592)	(49,065)
Fair value gains on investment properties	投資物業的公平值收益	<b>359,762</b>	844,574	656,986	437,006	480,869
Fair value gains or loss from financial assets at fair value through profit or loss	按公平值計入損益的金融資產的公平值收益或虧損	<b>(1,418)</b>	(14,168)	(6,085)	(77)	(266)
Share of profits and losses of:	應佔下列公司溢利及虧損：					
Joint ventures	合營企業	<b>(99,360)</b>	(732,632)	98,366	992,533	510,165
Associates	聯營公司	<b>139</b>	491,020	641,082	(182,519)	(68,769)
Profit before tax	除稅前溢利	<b>697,757</b>	3,706,435	6,465,631	6,536,759	4,568,816
Income tax expense	所得稅開支	<b>(1,131,700)</b>	(1,623,285)	(2,771,936)	(2,717,686)	(1,878,828)
Profit for the year	年內溢利	<b>(433,943)</b>	2,083,150	3,693,695	3,819,073	2,689,988
Attributable to:	以下各方應佔：					
Owners of the parent	母公司擁有人	<b>(581,248)</b>	1,705,026	3,274,774	3,127,526	2,508,068
Non-controlling interests	非控股權益	<b>147,305</b>	378,124	418,921	691,547	181,920
		<b>(433,943)</b>	2,083,150	3,693,695	3,819,073	2,689,988

CONSOLIDATED ASSETS, LIABILITIES AND EQUITY

綜合資產、負債及權益

		As at 31 December 於12月31日				
		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
<b>Assets</b>	<b>資產</b>					
Non-current assets	非流動資產	30,543,169	29,886,434	28,172,664	23,216,150	19,698,717
Current assets	流動資產	99,234,819	131,789,119	163,474,648	162,445,338	129,645,846
<b>Total assets</b>	<b>資產總額</b>	<b>129,777,988</b>	<b>161,675,553</b>	<b>191,647,312</b>	<b>185,661,488</b>	<b>149,344,563</b>
<b>Equity and liabilities</b>	<b>權益及負債</b>					
Total equity	權益總額	35,949,101	35,583,038	37,571,705	36,112,406	21,379,202
Non-current liabilities	非流動負債	17,827,332	28,161,764	38,628,520	36,938,270	32,676,990
Current liabilities	流動負債	76,001,555	97,930,751	115,447,087	112,610,812	95,288,371
<b>Total liabilities</b>	<b>負債總額</b>	<b>93,828,887</b>	<b>126,092,515</b>	<b>154,075,607</b>	<b>149,549,082</b>	<b>127,965,361</b>
<b>Total equity and liabilities</b>	<b>權益及負債總額</b>	<b>129,777,988</b>	<b>161,675,553</b>	<b>191,647,312</b>	<b>185,661,488</b>	<b>149,344,563</b>

# PARTICULARS OF MAJOR INVESTMENT PROPERTIES

## 主要投資物業詳情

Project	Type of Properties	City	Address	Total GFA (sq.m.)	Tenure	Status
項目	物業類型	城市	地址	總建築面積 (平方米)	期限	狀態
1. Beijing Radiance Plaza 北京金輝大廈	Office 辦公樓	Beijing 北京	Qiyang Road, Chaoyang District, Beijing, the PRC 中國北京市朝陽區啟陽路	102,975	Medium term lease 中期租賃	Completed 已竣工
2. Beijing Radiance Park 18 北京金輝時八區	Office 辦公樓	Beijing 北京	No. 1 East Fourth Ring South Road, Beijing, the PRC 中國北京市東四環南路甲1號	175,418	Medium term lease 中期租賃	Completed 已竣工
3. Chongqing Jinhui Plaza 重慶金輝廣場	Commercial 商業	Chongqing 重慶	No.13 Fenglin Road, Nan'an District, Chongqing, the PRC 中國重慶市南岸區風臨路13號	120,846	Medium term lease 中期租賃	Completed 已竣工
4. Jinhui City Phase IV (Bronze Road) 金輝城四期三標(銅元道)	Commercial 商業	Chongqing 重慶	No.16 Nanbin Road, Nan'an District, Chongqing, the PRC 中國重慶市南岸區南濱路16號	72,854	Medium term lease 中期租賃	Completed 已竣工
5. Xi'an Jinhui Global Plaza (Mall) 西安金輝環球廣場(商場)	Shopping mall 購物商場	Xi'an 西安	No. 855 Yanta South Road, Yanta District, Xi'an City, Shaanxi Province, the PRC 中國陝西省西安市雁塔區雁塔南路885號	124,336	Medium term lease 中期租賃	Completed 已竣工
6. Jinhui Building (International Plaza) 金輝大廈(國際廣場)	Office 辦公樓	Xi'an 西安	No. 22 of Fenghui South Road North Section, Lianhu District, Xi'an City, Shaanxi Province, the PRC 中國陝西省西安市蓮湖區澧惠南北段22號	48,685	Medium term lease 中期租賃	Completed 已竣工
7. Chuangzhi Building 創智大廈	Commercial 商業	Xi'an 西安	No.1 Tuanjie South Road, Lianhu District, Xi'an City, Shaanxi Province, the PRC 中國陝西省西安市蓮湖區團結南路1號	20,497	Medium term lease 中期租賃	Completed 已竣工
8. Xi'an Jinhui Global Plaza (Block B) 西安金輝環球廣場(B棟)	Office 辦公樓	Xi'an 西安	No. 889 of Jinhutuo Second Road, Yanta District, Xi'an City, Shaanxi Province, the PRC 中國陝西省西安市雁塔區金津沱二路889號	27,905	Medium term lease 中期租賃	Completed 已竣工
9. Fuzhou Jinhui Mansion 福州金輝大廈	Commercial 商業	Fuzhou 福州	No. 492 Hualin Road, Jin'an District, Fuzhou City, Fujian Province, the PRC 中國福建省福州市晉安區華林路492號	16,760	Medium term lease 中期租賃	Completed 已竣工
10. Shanghai Jingang Commercial Plaza 上海金港商業廣場	Commercial 商業	Shanghai 上海	No. 22 Kangnaixin Road, Pudong District, Shanghai, the PRC 中國上海市浦東新區南匯新城康乃馨路22號	30,622	Medium term lease 中期租賃	Completed 已竣工
11. Suzhou Qianwan Commercial Center 蘇州淺灣商業中心	Commercial 商業	Suzhou 蘇州	No. 9 Sangyuan Road, Huqiu District, Suzhou City, Jiangsu Province, the PRC 中國江蘇省蘇州市虎丘區桑園路9號	36,464	Medium term lease 中期租賃	Completed 已竣工
12. Xi'an Jinhui World City Block G 西安金輝世界城G棟	Commercial 商業	Xi'an 西安	No.1201 Yanta South Road, Yanta District, Xi'an City, Shaanxi Province, the PRC 中國陝西省西安市雁塔區雁塔南路1201號	15,074	Medium term lease 中期租賃	Completed 已竣工
13. Chongqing Jinhui City Phase V 重慶金輝城五期二標	Office 辦公樓	Chongqing 重慶	No.19 Nanbin Road, Nan'an District, Chongqing, the PRC 中國重慶市南岸區南濱路19號	69,530	Medium term lease 中期租賃	Held for future Development 持作未來開發



## PARTICULARS OF MAJOR INVESTMENT PROPERTIES

### 主要投資物業詳情

Project	Type of Properties	City	Address	Total GFA (sq.m.)	Tenure	Status
項目	物業類型	城市	地址	總建築面積 (平方米)	期限	狀態
14. Xi'an Jinhui Tianyu Baili Square	Commercial	Xi'an	Southeast corner of the cross of Aerospace Avenue and Chang'an Road, Chang'an District Aerospace Base, Xi'an, Shaanxi, the PRC	147,353	Medium term lease	Under construction
西安金輝天宇柏麗廣場	商業	西安	中國陝西省西安市長安區航天基地航天大道與長安路十字東南角		中期租賃	在建
15. Jinhui World City Block J	Commercial	Xi'an	South to the Xi'an Ring Expressway, East to Yanta South Road, Qujiang New District, Xi'an, Shaanxi, the PRC	252,085	Medium term lease	Under construction
西安世界城J地塊	商業	西安	中國陝西省西安市曲江新區雁塔南路以東繞城高速公路以南		中期租賃	在建
16. Xi'an D16	Commercial	Xi'an	No. 669, Jinhutuo Second Road, Liangjiang New District, Xi'an, Shaanxi, the PRC	26,986	Medium term lease	Under construction
西安D16	商業	西安	中國陝西省西安市兩江新區金滄沱二路669號		中期租賃	在建
17. Jiangshan Elite's Mansion Commercial	Commercial	Chongqing	Lot No. G4-3/02, Area G, Dashiba Group, Jiangbei District, Chongqing, the PRC	61,160	Medium term lease	Under construction
重慶江山雲著商業	商業	重慶	中國重慶市江北區大石壩組團G分區G4-3/02號宗地		中期租賃	在建



**Radiance Holdings (Group) Company Limited**  
金輝控股(集團)有限公司