

# 華南城

China South City

## China South City Holdings Limited 華南城控股有限公司

(incorporated in Hong Kong with limited liability)  
(於香港註冊成立的有限公司)

Stock code 股份代號: 1668

- Rental 租賃
- Trade Centres 商品交易中心
- Logistics & Warehouse 物流與倉儲
- Residential Projects 住宅項目
- Multi-Purpose Properties 多功能物業
- Property Management 物業管理
- Outlet 奧特萊斯
- Urban Renewal 城市更新
- Conventions & Exhibitions 會議及博覽會
- Financial Services 金融服務
- E-Commerce 電子商務



Annual Report  
2023 年報

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華南城  
China South City



# CORPORATE INFORMATION

## 公司資料

### Board of Directors Co-Chairmen

Mr. Li Wenxiong (Non-Executive Director)<sup>(2)(3)</sup>  
Mr. Cheng Chung Hing (Executive Director)<sup>(2)(3)</sup>

### Executive Directors\*

Ms. Geng Mei (Chief Operating Officer)  
Mr. Wan Hongtao (Group's Vice President)  
Ms. Fang Ling (Group's Financial Controller)  
Ms. Cheng Ka Man Carman

### Non-Executive Directors\*\*

Mr. Fung Sing Hong Stephen  
Ms. Shen Lifeng<sup>(1)</sup>  
Ms. Li Aihua  
Ms. Deng Jin

### Independent Non-Executive Directors\*\*\*

Mr. Leung Kwan Yuen Andrew GBM, GBS, JP<sup>(1)(2)(3)</sup>  
Mr. Li Wai Keung<sup>(1)(2)(3)</sup>  
Mr. Hui Chiu Chung JP<sup>(1)</sup>  
Ms. Zee Helen<sup>(2)(3)</sup>  
Dr. Li Xu<sup>(2)(3)</sup>

### Chief Financial Officer

Mr. Chan Mau Cheong Bryan (CPA, CFA)

### Company Secretary

Mr. Chan Hing Chau (CPA)

### Auditor

Ernst & Young

### Legal Advisors

As to Hong Kong law

Linklaters

Reed Smith Richards Butler

As to China law

Commerce & Finance Law Offices

<sup>(1)</sup> Member of Audit Committee  
<sup>(2)</sup> Member of Remuneration Committee  
<sup>(3)</sup> Member of Nomination Committee

\* Mr. Qin Wenzhong resigned as Executive Director and Group's Financial Controller with effect from 3 April 2024.

\* Ms. Fang Ling has been appointed as Executive Director and Group's Financial Controller with effect from 3 April 2024.

\*\* Mr. Cheng Tai Po resigned as Non-Executive Director with effect from 25 August 2023.

\*\* Mr. Fung Sing Hong Stephen has been appointed as Non-Executive Director and resigned as Senior Adviser of the Group with effect from 25 August 2023.

\*\* Ms. Li Aihua has been appointed as Non-Executive Director from 16 May 2023.

\*\* Ms. Deng Jin has been appointed as Non-Executive Director from 16 May 2023.

\*\*\* Dr. Li Xu has been appointed as Independent Non-Executive Director and a member of each of the Nomination Committee and the Remuneration Committee with effect from 16 May 2023.

### 董事會 聯席主席

李文雄先生(非執行董事)<sup>(2)(3)</sup>  
鄭松興先生(執行董事)<sup>(2)(3)</sup>

### 執行董事\*

耿梅女士(運營總裁)  
萬鴻濤先生(集團副總裁)  
方玲女士(集團財務總監)  
鄭嘉汶女士

### 非執行董事\*\*

馮星航先生  
申麗鳳女士<sup>(1)</sup>  
李愛花女士  
鄧津女士

### 獨立非執行董事\*\*\*

梁君彥先生大紫荊勳章、金紫荊星章、太平紳士<sup>(1)(2)(3)</sup>  
李偉強先生<sup>(1)(2)(3)</sup>  
許照中先生太平紳士<sup>(1)</sup>  
徐閔女士<sup>(2)(3)</sup>  
李煦博士<sup>(2)(3)</sup>

### 集團首席財務總監

陳茂昌先生(CPA, CFA)

### 公司秘書

陳慶嘯先生(CPA)

### 核數師

安永會計師事務所

### 法律顧問

香港法律

年利達律師事務所

禮德齊伯禮律師行

中國法律

通商律師事務所

<sup>(1)</sup> 審核委員會成員  
<sup>(2)</sup> 薪酬委員會成員  
<sup>(3)</sup> 提名委員會成員

\* 覃文忠先生自2024年4月3日起辭任執行董事兼集團財務總監。

\* 方玲女士自2024年4月3日起獲委任為執行董事兼集團財務總監。

\*\* 鄭大報先生自2023年8月25日起辭任非執行董事。

\*\* 馮星航先生自2023年8月25日起獲委任為非執行董事，並辭任本集團之資深顧問。

\*\* 李愛花女士自2023年5月16日起獲委任為非執行董事。

\*\* 鄧津女士自2023年5月16日起獲委任為非執行董事。

\*\*\* 李煦博士自2023年5月16日起獲委任為獨立非執行董事兼任提名委員會及薪酬委員會成員。



## Corporate Information (Continued)

### 公司資料(續)

#### Principal Bankers

Industrial and Commercial Bank of China Limited  
PingAn Bank Co., Ltd.  
Bank of China Limited  
Bank of Dongguan Co., Ltd.  
Shanghai Pudong Development Bank Co., Ltd.  
China Construction Bank Corporation  
Bank of Communications Co., Ltd.  
Bank of Jiangsu Co., Ltd.  
China Citic Bank Corporation Limited  
Bank of Hangzhou Co., Ltd.  
China Minsheng Banking Corp., Ltd.  
China Everbright Bank Co., Ltd.  
Agricultural Development Bank of China  
Industrial Bank Co., Ltd.  
China Zheshang Bank Co., Ltd.  
China Guangfa Bank Co., Ltd.  
Bank of Shanghai Co., Ltd.  
Zhongyuan Bank Co., Ltd.  
Nanyang Commercial Bank, Limited

#### Registered Office

Suites 3306–08, 33/F., Tower 5, The Gateway,  
15 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong

#### Share Registrar

Computershare Hong Kong Investor Services Limited  
Shops 1712–1716, 17th Floor, Hopewell Centre,  
183 Queen's Road East, Wanchai, Hong Kong

#### Listing Information

##### Share Listing

The Stock Exchange of Hong Kong Limited  
Stock code: 1668

#### Senior Notes Listing

The Singapore Exchange Securities Trading Limited  
The Company's 9% senior notes due April 2024  
(ISIN: XS2085883119)  
The Company's 9% senior notes due June 2024  
(ISIN: XS2120092882)  
The Company's 9% senior notes due October 2024  
(ISIN: XS2238030162)  
The Company's 9% senior notes due December 2024  
(ISIN: XS2227909640)  
The Company's 4.5% senior notes due August 2027  
(ISIN: XS1720216388)

#### Website

www.chinasouthcity.com

#### Investor Relations

Telephone: (852) 3188-3111  
Fax: (852) 3188-1323  
Email: ir@chinasouthcity.com

#### 主要往來銀行

中國工商銀行股份有限公司  
平安銀行股份有限公司  
中國銀行股份有限公司  
東莞銀行股份有限公司  
上海浦東發展銀行股份有限公司  
中國建設銀行股份有限公司  
交通銀行股份有限公司  
江蘇銀行股份有限公司  
中信銀行股份有限公司  
杭州銀行股份有限公司  
中國民生銀行股份有限公司  
中國光大銀行股份有限公司  
中國農業發展銀行  
興業銀行股份有限公司  
浙商銀行股份有限公司  
廣發銀行股份有限公司  
上海銀行股份有限公司  
中原銀行股份有限公司  
南洋商業銀行有限公司

#### 註冊辦事處

香港九龍尖沙咀廣東道15號  
港威大廈第五座33樓3306–08室

#### 證券登記處

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

#### 上市資料

##### 股份上市

香港聯合交易所有限公司  
股份代號：1668

#### 優先票據上市

新加坡證券交易所有限公司  
本公司於2024年4月到期的9%優先票據  
(ISIN: XS2085883119)  
本公司於2024年6月到期的9%優先票據  
(ISIN: XS2120092882)  
本公司於2024年10月到期的9%優先票據  
(ISIN: XS2238030162)  
本公司於2024年12月到期的9%優先票據  
(ISIN: XS2227909640)  
本公司於2027年8月到期的4.5%優先票據  
(ISIN: XS1720216388)

#### 網站

www.chinasouthcity.com

#### 投資者關係

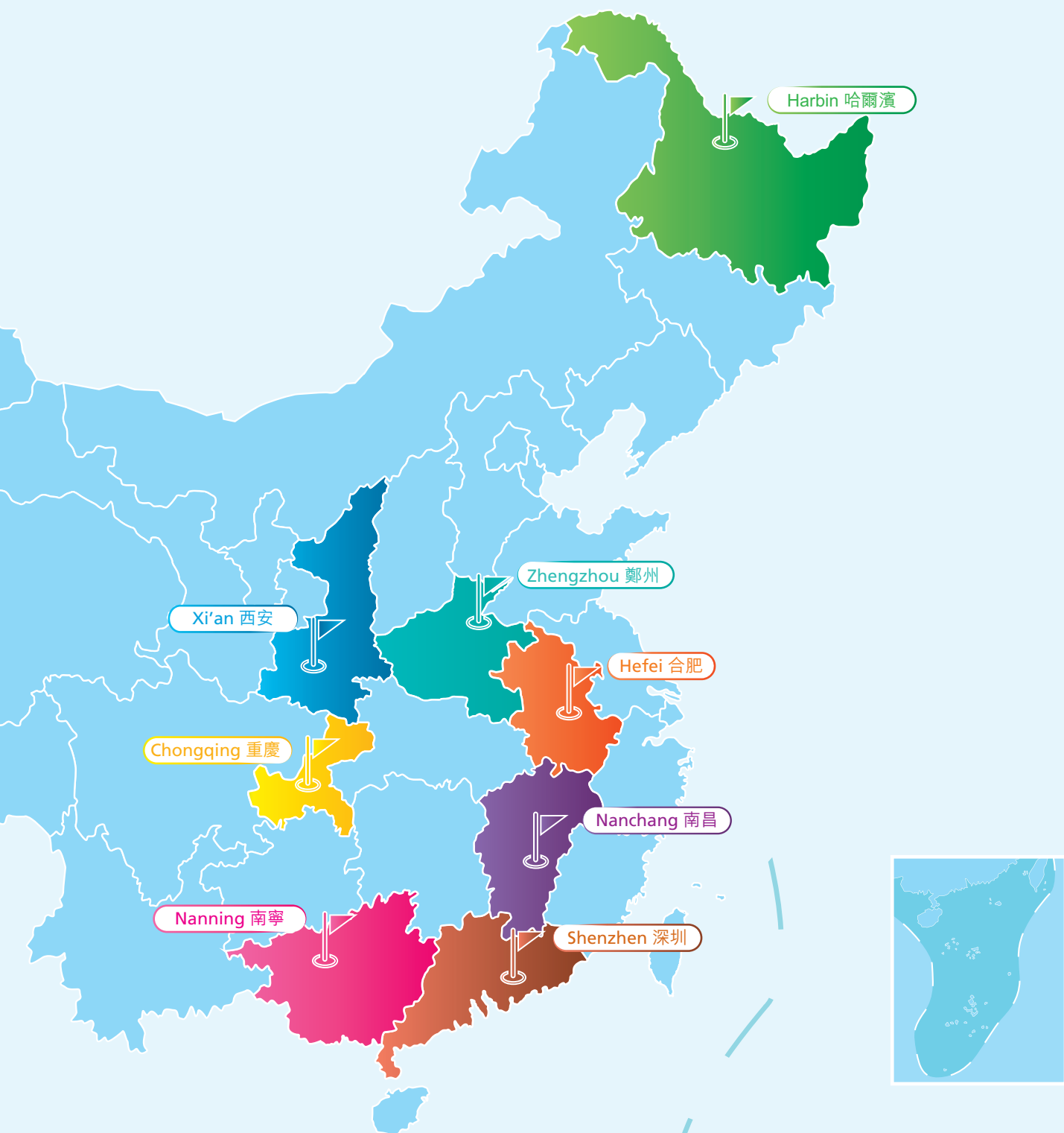
電話：(852) 3188-3111  
傳真：(852) 3188-1323  
電郵：ir@chinasouthcity.com



## 八城聯動 全國佈局

China South City has its eight projects layout highly adhered to important national strategies such as “Greater Bay Area”, the “Belt and Road” initiative and “Yangtze River Economic Belt”.

華南城於中國八城佈局與國家已實施的「粵港澳大灣區」、「一帶一路」和「長江經濟帶」等重大戰略高度契合。





# PROJECT OVERVIEW

## 項目概況

### Shenzhen 深圳



立足深圳  
依托珠三角  
輻射全世界

#### China South City Shenzhen

China South City Shenzhen (“CSC Shenzhen”), situated at the Pinghu Logistics Base in Longgang District, Shenzhen, is the Group’s first project. Shenzhen City, one of the four first-tier cities in China, is located at the heart of the Greater Bay Area amid an extensive transportation network with about 17.66 million permanent resident population that was announced in May 2022. The total Gross Domestic Product (“GDP”) in 2023 increased by about 5.2% compared with 2022, achieving high growth. The growth rate is the fastest among the four major first-tier cities in China with economic volume ranking the fifth among Asian cities.

Located in the northeast of Shenzhen, Longgang District recorded a regional GDP year-on-year growth of 6.3% to RMB503.4 billion in 2023, ranking the second in the city. With the local government further developing Longgang District as an innovation centre in the east of Shenzhen, its ancillary infrastructure such as logistics, healthcare and education will continue to advance, bringing more convenience to merchants of CSC Shenzhen.

The new shopping experience at Wanda Plaza featuring tourism, culture, social interaction and lifestyle created synergies with CSC Shenzhen’s original market and customer base, as well as its well-established offerings for industries wholesale, warehousing and logistics, e-commerce, and living facilities. As a result, this further stimulated the vitality of the project site and drove passenger flow. Transportation around the project has also been improving. CSC Shenzhen is only 2.6 km away from the Pinghu Railway Station. The Metro Line 10 passing through CSC Shenzhen has also been opened to traffic, together with a dedicated station of “Huanan Cheng Station”, which will generate more business opportunities and uplift visitor flow for CSC Shenzhen.

The project is located at the Pinghu Logistics Park in Longgang District of Shenzhen, covering a site area of approximately 1.02 million square metres (“sq.m.”). As at 31 December 2023, CSC Shenzhen had acquired

#### 深圳華南城

深圳華南城位於深圳市龍崗區平湖物流園區，為本集團旗下首個項目。深圳市是中國四個一線城市之一，位處粵港澳大灣區的核心地帶，擁有完善的交通網絡，2022年5月普查公佈常住人口逾1,766萬。2023年GDP總量相比2022年增長約5.2%，實現高位增長，增速屬國內四大一線城市最快，經濟總量居亞洲城市前五。

龍崗區位於深圳市東北部，2023年地區生產總值同比增長6.3%，逾人民幣5,034億元，居全市第二。隨著當地政府進一步推動龍崗區作為深圳東部創新中心的建設，區內包括物流、醫療、教育等配套設施將繼續完善，為深圳華南城商家的經營帶來更多便利。

基於深圳華南城在專業批發、倉儲物流、電子商務、生活配套等成熟配套及原有穩定市場和客戶的基礎，結合萬達廣場主打旅遊、文化、社交、生活等時尚新體驗，雙方業態形成有效互補，進一步激發園區活力、帶動客流。同時項目周邊的交通配套亦在進一步完善。深圳華南城距離平湖火車站僅2.6公里，途經深圳華南城的地鐵10號線亦已通車，設點「華南城站」為深圳華南城的運營帶來更多的商機及客流。

項目位於深圳龍崗區平湖物流園區，佔地面積約102萬平方米。截至2023年12月31日，深圳華南城已購得規劃建築面積約271萬平方米土地，並已完成約239

## Project Overview (Continued)

### 項目概況(續)

Qianlong Logistics  
乾龍物流



The Fourth-generation Wanda Plaza in CSC Shenzhen  
位於深圳華南城項目的第四代萬達廣場



of gross floor area (“GFA”) of land approximately 2.71 million sq.m., of which construction of approximately 2.39 million sq.m. completed, including trade centres, residential ancillary, multi-purpose commercial properties, logistics park, hotels, etc.

Positioned as a modern large-scale integrated logistics and trading platform to serve the Greater Bay Area, CSC Shenzhen covers a wide spectrum of product range, including textile and clothing, leather and accessories, electronic parts, printing, paper products and packaging, metals and chemicals, plastic materials, hotel supplies, tea and teaware, cross-border products, e-commerce, outlets, home furnishing, child education, produce and flower market, etc., on its trade centre premises, complementary with various facilities and services on site, such as banking and finance, hotels and restaurants, governmental bodies, leisure and entertainment. On 14 April 2023, CSC Shenzhen Business Management Company\* and Zhongyi Han Fangguan\* reached a cooperation agreement. Zhongyi Han Fangguan (Shenzhen) Traditional Chinese Medicine Industrial Development Co., Ltd.\* will settle in the No. 3 Living Room Project\* in CSC Shenzhen Park. In the future, it will create two new development hubs, being Zhang Zhongjing University of Traditional Chinese Medicine (Shenzhen)\* and Traditional Chinese Medicine Science and Technology Industrial Park\*. In addition, CSC Shenzhen provides micro-credit service for on-site small-and-medium-sized enterprises (“SMEs”), assisting them in resolving financing difficulties for business development. As a unit of the “Market Procurement Trade Pilot Scheme”, CSC Shenzhen continues to provide a convenient customs clearance environment for small and micro enterprises tenants engaged in export trade. At the same time, together with the national e-commerce base platform and the additional auxiliary facilities of Heung Kong Furniture and Wanda, CSC Shenzhen further builds a regional consumption centre and industrial centre, driving the economic development and overall improvement of the northeastern Shenzhen.

萬平方米建設，包括商品交易中心、住宅、多功能商辦及公寓、物流園及酒店等。

作為服務粵港澳大灣區的現代化大型綜合商貿物流及商品交易平台，深圳華南城經營業態廣泛，商品交易中心所涵蓋業態包括紡織服裝、皮革皮具、電子配件、印刷、紙製品及包裝、五金化工、塑膠、酒店用品、茶葉茶具、跨境商品、電子商務、奧特萊斯、家居家品、兒童教育、水果及花卉市場等，並配備已進駐的各項銀行金融、酒店食肆、政府機構、消閑娛樂等設施及服務。2023年4月14日，深圳華南城商管公司與中壹漢方館達成合作簽約，中壹漢方館(深圳)中醫藥實業發展有限公司將落戶深圳華南城園區3號客廳項目，未來將打造張仲景國醫大學(深圳)、中醫藥科技產業園兩大發展新高地。同時，針對協助中小企解決運營上貸款困難的問題，深圳華南城為項目內中小企提供小貸款服務。作為「市場採購貿易試點」單位，深圳華南城持續為華南城內從事出口貿易的小微企業提供便利的通關環境。同時，結合國家電子商務基地平台，以及香江家居、萬達等綜合配套入駐，深圳華南城進一步打造區域消費中心、產業中心，輻射並帶動深圳東北部新城的經濟發展和整體提升。

\* For identification purpose only



## Nanning 南寧



立足南寧  
服務西南  
輻射東盟

### China South City Nanning

China South City Nanning (“CSC Nanning”) is located at Jiangnan District of Nanning, the capital of the Guangxi Zhuang Autonomous Region, a critical gateway between China and the Association of Southeast Asian Nations (“ASEAN”) countries. The project is easily accessible by railway stations, highways and an international airport. The Metro Line 6 passing through CSC Nanning is under planning, which would set up the “Sanjin Station”, “Huanan Cheng West Station”, “Huanan Cheng East Station” in the Park that are expected to be completed in 2028. Strategically located in close proximity to Southeast Asia and enjoying the advantage of a tariff waiver on cross-border trade activities within the China-ASEAN Free Trade Area, CSC Nanning endeavors to serve as a key hub for cross-border trade catering to the demand from the Northern Bay Region and Southeast Asia.

As a Key Project of the Autonomous Region as well as Nanning Municipal Key Logistics Infrastructure Project, CSC Nanning has been named as “China-ASEAN Plaza”, “China-ASEAN Digital Trade Hub”, “New Western Land-Sea Corridor Digital Trade Hub”, and “National AAA Class Tourist Attraction”. At the same time, CSC Nanning is also actively focusing on industrial upgrading, and has reached a milestone by successfully introducing sports industry projects and BYD vehicles delivery centre.

### 南寧華南城

南寧華南城位於廣西壯族自治區省會南寧市江南區，是中國與東盟成員國之間的重要視窗，項目與火車站、高速公路及國際機場接連，交通便利。途徑南寧華南城的地鐵6號線正在規劃中，擬在園區設點「三津站」、「華南城西站」、「華南城東站」，預計2028年建成。受惠於中國—東盟自由貿易區於跨境貿易活動豁免關稅，南寧華南城致力成為重要的跨境貿易樞紐，以滿足北部灣及東南亞地區的需求。

作為自治區統籌推進的重大項目和南寧市重點物流基礎設施項目，南寧華南城被授予「中國—東盟商品交易中心」、「中國—東盟數字貿易樞紐中心」、「西部陸海新通道數字貿易樞紐中心」及「國家AAA級旅遊景區」等稱號。同時，南寧華南城亦積極聚焦產業升級，成功引進體育產業項目以及比亞迪汽車交付中心，產業轉型更進一步。



## Project Overview (Continued)

### 項目概況(續)



Commercial Complex 1668 Square and Residential Ancillary (Jiangnanhuafu) in CSC Nanning  
南寧華南城的商業綜合體1668廣場及住宅配套(江南華府)

Birdview – CSC Nanning Project Site  
南寧華南城園區鳥瞰圖

CSC Nanning has a total planned net land area of approximately 1.83 million sq.m. and a total planned GFA of approximately 4.88 million sq.m.. As at 31 December 2023, CSC Nanning had a total planned GFA of approximately 2.48 million sq.m. of land acquired, of which construction of approximately 1.95 million sq.m. completed, including trade centres, residential ancillary, multi-purpose commercial properties, logistics park, exhibition centre, public facilities like primary school, etc.

CSC Nanning is now in operation, and covers industries including textile and clothing, small commodities, ASEAN products, home furnishing, tea and teaware, e-commerce, groceries, automobile and motorcycle parts and outlets, etc., on its trade centre premises. Through organizing a series of expositions, such as the China ASEAN Expo and Light Industrial Exhibition, Folk Culture Trading Festival cum Expo, traffic flow to the project as well as regional brand recognition of the project were enhanced. In addition, the commercial complex, 1668 Square, a commercial complex project launched by CSC Nanning, recorded great operating performance, so as to satisfy demands on entertainment, leisure and shopping within the community. This, at the same time, could enhance the overall commercial attributes on the project.

南寧華南城的規劃淨佔地面積約183萬平方米，總規劃建築面積約488萬平方米。截至2023年12月31日，南寧華南城已購得總規劃建築面積約248萬平方米的土地，並已完成約195萬平方米建設，包括商品交易中心、住宅、多功能商辦及公寓、物流園、會展中心、公共設施如小學等。

南寧華南城已投入營運。商品交易中心所涵蓋的經營業態包括紡織服裝、小商品、東盟產品、家居家品、茶葉茶具、電子商貿、綜合食品、汽摩汽配及奧特萊斯等。通過舉辦中國—東盟博覽會輕工展、民俗文化商貿節等一系列展會活動帶旺項目人氣並提升品牌的區域知名度。此外，南寧華南城推出的商業綜合體項目—1668廣場運營良好，滿足區內居民的娛樂、休閒及購物的需求，提升了南寧華南城綜合商貿屬性。

## Nanchang 南昌



立足江西  
推動中部崛起

### China South City Nanchang

China South City Nanchang (“CSC Nanchang”) is located at Honggutan New District of Nanchang, the capital of Jiangxi Province. Situated at the transportation hub for the Yangtze River Delta and Pearl River Delta, the project is readily accessible to suppliers, manufacturers and merchants via major highways, the largest port on the Gan River and a complete freight network which includes a cargo marshal yard, a container terminus and an international airport, coupled with Nanchang West Railway Station – a principal high-speed rail station just 1.2 km away. CSC Nanchang is also adjacent to the new provincial government office. As a new business centre of Nanchang, Honggutan New District is becoming more influential in administrative, commercial and cultural aspects day by day. In addition, the gradual completion of local amenities is driving visitor traffic and generating business opportunities, laying a solid foundation for the development of CSC Nanchang.

CSC Nanchang has a total planned land area of approximately 2.61 million sq.m. and a total planned GFA of approximately 6.87 million sq.m.. As at 31 December 2023, CSC Nanchang had a total planned GFA of approximately 4.79 million sq.m. of land acquired, of which the construction of approximately 2.40 million sq.m. completed, including trade centres, residential ancillary, logistics park, public facilities like primary school, etc. CSC Nanchang is now in operation, and covers industries including building and decoration materials, small commodities, textile and clothing, leather and accessories, healthy and green products, outlets, etc., on its trade centre premises.

### 南昌華南城

南昌華南城坐落江西省省會南昌市的紅谷灘新區，位於長三角及珠三角經濟區的交通樞紐；毗連主要高速公路及贛江的最大港口，並擁有完善的貨運網絡，包括鐵路編組站、鐵海聯運集裝箱堆場及國際機場，且距離主要高鐵車站—南昌西客站僅1.2公里，為供應商、生產商及商家提供方便的交通連接。同時，南昌華南城毗鄰省委省政府新址，紅谷灘新區作為南昌市新型商務中心，其行政、商業及文化功能日漸顯現，同時區域內生活配套的逐步完善帶動了客流及商流的聚集，為南昌華南城的發展奠定基礎。

南昌華南城總規劃佔地面積約261萬平方米，總規劃建築面積約687萬平方米。截至2023年12月31日，南昌華南城已購得總規劃建築面積約479萬平方米的土地，並已完成約240萬平方米建設，包括商品交易中心、住宅、物流園、公共設施如小學等。南昌華南城已投入營運，商品交易中心所涵蓋的經營業態包括家居建材、小商品、紡織服裝、皮革皮具、健康綠色食品及奧特萊斯等。



## Project Overview (Continued)

### 項目概況(續)

Grand delivery of Huachuangli int CSC Nanchang  
南昌華南城華創裡盛大交付-交付現場



Grand delivery of Huafu in CSC Nanchang Huanan Cheng  
West Station – Birdview  
南昌華南城西站華府盛大交付-實景鳥瞰



As a Provincial Key Project and the first E-commerce Demonstration Base in Jiangxi Province and state-level University Students' E-commerce Business Incubator in Nanchang, a great number of e-commerce enterprises have moved in the project since its establishment. CSC Nanchang collaborated with local tertiary institutes to seamlessly connect e-commerce startups and manufacturers, by proactively integrated resources of wholesale markets and e-commerce and eventually assisted on-site SMEs in business transform and upgrade. An area of nearly 30,000 sq.m. influencer livestreaming base has been set up to provide one-stop services covering from anchor training, operation management to film and television productions. CSC Nanchang introduced a Veteran Entrepreneurship Base targeting new consumption experiences such as beauty, automobiles, and science and technology experience halls to assist merchants in the project site to better develop e-commerce services and nurture startups. In addition, CSC Nanchang focuses on the two national level industrial bases of "National E-commerce Demonstration Base" and "National Entrepreneurship Incubation Demonstration Base", focusing on quality and improving services. In October 2023, CSC Nanchang launched the "2023 CSC Nanchang Building Materials and Home Furnishing Exhibition", gathering plenty of well-known brands in the industry together. In conjunction with the double festival activities, the exhibition provided quality services to merchants.

In addition, CSC Nanchang has engaged in the "Nanchang High Speed Rail CBD Project" for the development of an ecosystem economy with quality service industry in Jiangxi. The project was planned to cover "seven attributes in one city": teenage education, business headquarters, commercial shopping complexes, business and cultural tourism and talent acquisition. It is built to be the central business district ("CBD") and high-speed rail trading and logistics hub of Jiangxi upon completion.

南昌華南城作為江西省重點項目，江西省首個省級電子商務示範基地及國家級南昌市大學生電子商務創業孵化基地，自成立以來已成功吸納眾多電商企業入駐，並與當地高等院校合作，通過積極整合批發市場及電商資源，創造電商創業企業與生產企業的緊密對接，建立了近3萬平方米的網絡直播員培訓基地，提供主播培訓、運營管理、影視製作等一條龍服務，協助項目內中小企業進行轉型及升級。南昌華南城引入退伍軍人創業孵化基地，結合美妝、汽車、科技體驗館等新消費業態，協助園區商戶更好地開展電商服務及創業發展。此外，南昌華南城圍繞「國家電子商務示範基地」、「國家創業孵化示範基地」兩大國家級產業基地，聚焦品質，提升服務，2023年10月，南昌華南城推出「2023南昌華南城建材家居展銷會」，眾多行業知名品牌商雲集，配合雙節活動，服務商戶收穫良好成效。

同時，南昌華南城根據已簽約的「南昌高鐵商務中心城」項目，打造江西現代服務業高質量發展的生態經濟圈，項目整體按照「一城七中心」規劃，涵蓋青少年教育中心、總部商務中心、商業廣場中心、商旅文化中心及人才服務中心，全面建成後，將成為江西高鐵商務的核心商圈和高鐵貿易物流核心樞紐。



## Xi'an 西安



輻射大西北  
連通亞歐  
大陸橋

### China South City Xi'an\*

China South City Xi'an ("CSC Xi'an") is located at the Xi'an International Trade and Logistics Park in Xi'an, the capital of Shaanxi Province. As a local key project, the Xi'an International Trade and Logistics Park is an open economic pilot zone and a core area for modern service industry, aiming to become the largest international transit hub and logistics distribution centre along the Silk Road Economic Belt and an important strategic platform for the "Belt and Road" initiative. In addition, the Xi'an International Trade and Logistics Park is one of the three largest clusters of China (Shaanxi) Pilot Free Trade Zone. Benefiting from such geographic advantages, CSC Xi'an is highly accessible via the Xi'an City Expressway and Beijing-Kunming Expressway, Lianyungang-Khorgos Expressway, Shaanxi-Shanghai Expressway, Baotou-Maoming Expressway and other national highways, forming an intricate spider network which opens to all directions. Besides, the strategic location of CSC Xi'an is connected to a railway container terminal and the largest bonded area in the north western region of China, along with two metro lines that cross the project site. Metro line 3, which passes through CSC Xi'an, has commenced operation.

### 西安華南城\*

西安華南城位於陝西省省會西安市國際港務區內。國際港務區是當地政府重點打造的開放型經濟先導區與現代服務業核心功能區，旨在成為絲綢之路經濟帶上最大國際中轉樞紐港與商貿物流集散地，是聯接「一帶一路」戰略的重要平台。同時，國際港務區為中國（陝西）自由貿易試驗區三大片區之一。受惠於國際港務區的優越地理位置，西安華南城交通便利，通往區內的西安繞城高速公路與京昆高速、連霍高速、陝滬高速、包茂高速等國家公路運輸樞紐緊密銜接，形成「米」字型對外高速公路網格局。此外，西安華南城的策略位置接連通往鐵路集裝箱中心及中國西北地區最大保稅區的龐大交通網絡，並處於兩條已規劃地下鐵路項目的沿線。途經西安華南城的地鐵3號線已正式通車。

## Project Overview (Continued)

### 項目概況(續)



CSC Xi'an has a total planned land area of approximately 10.00 million sq.m. and the total planned GFA of approximately 17.50 million sq.m.. As at 31 December 2023, CSC Xi'an had a total planned GFA of approximately 4.17 million sq.m. of land acquired, of which the construction of approximately 2.41 million sq.m. completed, including trade centres, logistics park, supporting facilities, etc.

CSC Xi'an is now in operation, and covers industries including hardware materials and machinery products, curtains and fabrics, textile and clothing, leather and fur, automobile and motorcycle parts, building and decoration materials, 1668 New Times Square, outlets, cross-border e-commerce, Central Asia and ASEAN product exhibition centre, etc., on its trade centre premises, of which the commercial complex, 1668 New Times Square, was included in Shaanxi Provincial Key Project in 2019 and 2020. Leveraging its geographical advantage in the starting point of the Silk Road Economic Belt, CSC Xi'an is actively poised to capture the immense opportunities arising from the "Belt and Road" initiative.

The completion of the disposal of Xi'an China South City of the Group took place in May 2023. The Group has become interested approximately 30.65% in Xi'an China South City and Xi'an China South City has become an associate of the Group.

\* The Group's associate

西安華南城總規劃佔地面積約1,000萬平方米，總規劃建築面積約1,750萬平方米。截至2023年12月31日，西安華南城已購得總規劃建築面積約417萬平方米的土地，並已完成約241萬平方米建設，包括商品交易中心、物流園及其他配套設施等。

西安華南城已投入營運。商品交易中心所涵蓋的經營業態包括五金機電、窗簾布藝、紡織服裝、皮革皮草、汽摩汽配、家居建材、1668新時代廣場、奧特萊斯、跨境電商、中亞與東盟產品展示中心等，其中1668新時代廣場項目被列入陝西省2019年及2020年重點項目。憑藉作為絲綢之路經濟帶起點的地理位置優勢，西安華南城積極蓄勢，以把握「一帶一路」倡議帶來的巨大商機。

本集團已於2023年5月完成出售西安華南城部分股權，本集團擁有西安華南城約30.65%股權，西安華南城為本集團的聯營公司。

\* 本集團之聯營公司



## Harbin 哈爾濱



立足東三省  
輻射東北亞

### China South City Harbin

Located at the Daowai District of Harbin, the capital of Heilongjiang Province, and enjoying geographical advantages of Northeast China, China South City Harbin (“CSC Harbin”), is the cross-border trade hub among Northeast Asian Countries. Being the Provincial No. 1 Investment Promotion Project, together with its proximity to the China-Russia border and merely couple-of-kilometre away from the Xinxiangfang North station (Harbin-Mudanjiang High Speed Rail), CSC Harbin actively integrate bilateral trade resources for the development of regional economy and trade with its superiority of geographical location and coverage of local industries. It has organized the 6th China-Russia Expo, so as to develop an economy and trade logistic gateway to Russia and form a trading platform in Northeast Asia Economic Circle. On 20 February 2023, China South City Middle School located in CSC Harbin started to come into operation, and enrollment officially began on 1 September this year. The infrastructure and teaching conditions around CSC Harbin have been further improved, which have also driven the demand for living facilities around the park.

### 哈爾濱華南城

哈爾濱華南城位於黑龍江省省會哈爾濱市道外區，盡享中國東北部的地理優勢，是東北亞國家的跨境貿易主要樞紐，也是黑龍江省政府1號招商引資項目。加上鄰近中俄邊界，以及距哈爾濱華南城僅一公里多的哈牡高鐵新香坊北站運營通車，哈爾濱華南城利用自身地理位置及當地產業優勢，積極整合邊貿資源，推進區域經濟貿易的發展，如承辦第六屆中俄博覽會，建立對俄經貿物流園區，打造東北亞經濟圈智慧商貿大平台等。2023年2月20日，位於哈爾濱華南城的華南城中學投入使用，今年9月1日正式招生入學。哈爾濱華南城周邊基礎設施及教學條件進一步提升，同時也帶動園區周邊生活配套的需求。



## Project Overview (Continued)

### 項目概況(續)

Second Batch of Grand delivery of Zijingmingdu in CSC Harbin  
哈爾濱華南城紫荊名都2批次盛大交付-交付



Leather and Fur Trade Centre in CSC Harbin  
哈爾濱華南城的皮革皮草交易中心



CSC Harbin has a total planned land area of approximately 10.00 million sq.m. and the total planned GFA of approximately 12.00 million sq.m.. As at 31 December 2023, CSC Harbin had a total planned GFA of approximately 5.78 million sq.m. of land acquired, of which the constructions of approximately 1.91 million sq.m. completed, including trade centres, residential ancillary, logistics park, supporting facilities, etc.

CSC Harbin is now in operation, and covers industries including hardware and building materials, chemicals, machinery products, automobile and motorcycle parts, green food, small commodities, hotel supplies, leather and fur, e-commerce, etc., on its trade centre premises. The seed market of the Heilongjiang Academy of Agricultural Sciences in the project site operates well. While building a one-stop agricultural material industrial park, it actively promotes digitalization in the project site ad part of the effort to promote rural revitalization. In October 2023, CSC Harbin's double festival built a momentum and launched a series of activities such as the "Autumn Agricultural Materials and New Energy Power Products Purchasing Festival". The activities covered agricultural materials, electric vehicle product agents, dealer chains and other resources. They have greatly enhanced the park's merchants' confidence, helped expand transaction channels, and effectively driven sales of related products.

哈爾濱華南城總規劃佔地面積約1,000萬平方米，總規劃建築面積約1,200萬平方米。截至2023年12月31日，哈爾濱華南城已購得總規劃建築面積約578萬平方米的土地，並已完成約191萬平方米建設，包括商品交易中心、住宅、物流園及其他配套設施等。

哈爾濱華南城已投入營運。商品交易中心所涵蓋的經營業態包括五金建材、化工、機電、汽摩汽配、綠色食品、小商品、酒店用品、皮革皮草及電子商務等。園區內的黑龍江省農科院種子市場運營良好，在打造一站式採購的農業生產資料產業園的同時，積極推進智慧園區建設，促進鄉村振興。2023年10月，哈爾濱華南城以雙節造勢，推出「秋季農資農用、新能源動力產品採購節」等系列活動，涵蓋農資農用及電動車產品代理商、經銷商鏈條等資源，大大提升園區商戶信心、幫助拓展交易渠道，有效帶動相關產品銷售。

## Zhengzhou 鄭州



中原商貿  
市場群

### China South City Zhengzhou

China South City Zhengzhou (“CSC Zhengzhou”) is located in Zhengzhou, the capital of Henan Province, and adjacent to the Airport Economy Zone (“AEZ”) of Zhengzhou, which is the only state-level AEZ with a complete network containing an international airport, highspeed train, intercity train, metro and highway, to act as an integrated transport hub as a whole to provide seamless connectivity. The project is highly accessible and enjoys extensive transportation links – it is a mere 16 km away from Zhengzhou Xinzheng International Airport and a couple of kilometres away from the Beijing-Guangzhou Railway Freight Station and Beijing-Hong Kong-Macau Highway. The metro south line 2 across CSC Zhengzhou with three stations is currently in full operation. In addition, there are several exits from the Beijing-Hong Kong-Macao Highway, the Airport Highway, and the City Beltway to the surroundings of CSC Zhengzhou; in particular, there are two exits in merely 3 km area of the project site, which will generate more business opportunities and visitor flow for CSC Zhengzhou.

CSC Zhengzhou has a total planned net land area of approximately 7.00 million sq.m., and total planned GFA of approximately 12.00 million sq.m.. As at 31 December 2023, CSC Zhengzhou had a total planned GFA of approximately 10.19 million sq.m. of land acquired, of which the construction of approximately 5.21 million sq.m. completed, including trade centres, residential ancillary, logistics park, public facilities like park, etc.

### 鄭州華南城

鄭州華南城位於河南省省會鄭州市，鄰近鄭州航空港經濟綜合實驗區。該實驗區乃目前全國唯一一個國家級航空港經濟綜合實驗區，是集國際航空、高鐵、城際鐵路、地鐵及高速公路於一體，可實現綜合樞紐的無縫銜接。項目享有廣闊的運輸網絡，四通八達，與鄭州新鄭國際機場相距僅16公里，與京廣鐵路貨運站及京港澳高速公路亦只有數公里之遙。於鄭州華南城內設有三個車站的地鐵2號線南延線已全線正式通車；除此之外，京港澳高速、機場高速、繞城高速三大高速在鄭州華南城周邊設有出入口，其中僅繞城高速就在華南城周邊3公里範圍內設置兩個出入口，為鄭州華南城聚集更多商流及客流。

鄭州華南城總規劃淨佔地面積約700萬平方米，總規劃建築面積約為1,200萬平方米。截至2023年12月31日，鄭州華南城已購得總規劃建築面積約1,019萬平方米的土地，並已完成約521萬平方米建設，包括商品交易中心、住宅、物流園及公共設施如公園等。



## Project Overview (Continued)

### 項目概況(續)

China South City 1st primary school in Zhengzhou  
華南城第一小學



Grand delivery of CSC Zhengzhou Central Park Trio – Site view  
鄭州華南城中園三組團盛大交付-交付現場2



Grand delivery of CSC Zhengzhou Central Park Trio – Birdview  
鄭州華南城中園三組團盛大交付-實景鳥瞰



CSC Zhengzhou is now in operation, and covers industries including building materials, small commodities, hardware materials and machinery products, home furnishing, automobile and motorcycle parts, non-staple food, outlets, e-commerce, etc., on its trade centre premises. In the second half of 2023, the CSC Zhengzhou Central Park Trio ushered in a grand delivery. As the first batch of delivery projects this year, Central Park Trio not only intuitively reflects the project quality and brand strength of CSC Zhengzhou; it also demonstrates the social responsibility and corporate responsibility of China South City Group. Moreover, it also plays a positive leading role for more follow-up projects to be delivered and sales work. In addition, by successfully holding CSC Zhengzhou Central Region (Spring/Autumn) Building Materials, Hardware and Home Furnishing Fairs for nine times in five consecutive years, and by creating the clusters for professional markets in the project, CSC Zhengzhou has developed into an influential trade and logistics centre in central China. CSC Zhengzhou will speed up the development of residential ancillary and commercial facilities, in order to meet the local demands.

CSC Zhengzhou was elected to be “Provincial Key Project”, “Provincial Key Investment Promotion Project”, and “Priority Relocation Site for Wholesale Markets of Zhengzhou City Centre”. In response to the local policy to support innovation and entrepreneurship, CSC Zhengzhou is also actively promoting emerging industries, specially the e-commerce industry base. CSC Zhengzhou has gradually become a “Provincial E-commerce Demonstration Base” since 2016, “Provincial Cross-border E-Commerce Demonstration Base” and “Provincial Innovation Model Bases for Micro and Small Enterprises”.

鄭州華南城已投入營運。商品交易中心所涵蓋的經營業態包括建材、小商品、五金機電、傢俱、汽摩汽配、副食品、服裝、奧特萊斯及電子商貿等。2023年下半年，鄭州華南城中園三組團迎來盛大交付。中園三組團作為今年第一批的交付項目，不但直觀體現了鄭州華南城的項目品質兌現力、品牌實力；同時也彰顯了華南城集團的社會責任和企業擔當；更為後續交付項目和銷售工作起到了正面積極的帶頭作用。此外，通過成功舉辦五年九屆鄭州華南城•中部(春/秋季)建材五金家居展銷會、加強項目專業市場集群化發展，鄭州華南城已發展成為中原地區頗具影響力的綜合商貿物流中心。同時，鄭州華南城將繼續加強其住宅及商業等配套設施方面的業務，進一步滿足華南城及周邊市場的需求。

鄭州華南城被列為「河南省重點建設項目」、「河南省重大招商引資項目」及「鄭州中心城區市場外遷先進承接地」。針對地方政府鼓勵扶持創新創業，鄭州華南城亦積極發展新興業態，其中於電商產業培育上，鄭州華南城從2016年起逐步成為「省級電子商務示範基地」、「河南省跨境電子商務示範基地」及「河南省小微企業創業創新示範基地」。

## Hefei 合肥



立足安徽  
輻射江浙滬

### China South City Hefei

China South City Hefei (“CSC Hefei”) is located at Anhui Feixi Economic Development Zone of Hefei, the capital of Anhui Province. Anhui Feixi Economic Development Zone of Hefei is a core area for municipal development – Hefei “1331 Project”, and was elected to be “Anhui Provincial Key Investment Project”, “Anhui Provincial Dispatch Project” and “Anhui Provincial 861 Construction Project”. As Hefei city plays its role as the political, economic, cultural and financial centre at the heart of Eastern China, CSC Hefei benefits from the advantageous geographical location equipped with well developed infrastructure: a planned transportation system of railways, highways and river transportation across China. The metro south line 4 across CSC Hefei is expected to open to the traffic in 2024.

CSC Hefei has a total planned net land area of approximately 10.00 million sq.m. with a total planned GFA of approximately 12.00 million sq.m.. As at 31 December 2023, CSC Hefei had a total planned GFA of approximately 5.99 million sq.m. of land acquired, of which the construction of approximately 3.68 million sq.m. completed, including trade centre, residential ancillary, logistics park, public facilities like secondary school, etc.

### 合肥華南城

合肥華南城位於安徽省省會合肥市肥西經濟開發區，是合肥「1331」市場空間發展新格局核心區域，被列為「安徽省重點招商引資項目」、「安徽省重大調度項目」及「安徽省861工程項目」。隨著合肥市發揮其作為華東中心地帶的政治、經濟、文化及金融中心的功能，合肥華南城盡享完善基礎建設的策略地利，依托優質地理環境，並配備規劃的鐵路、高速公路及河連運輸系統接連全中國。其中，途經合肥華南城的地鐵4號南延線預計將於2024年開通運營。

合肥華南城總規劃淨佔地面積約1,000萬平方米，總規劃建築面積約為1,200萬平方米。截至2023年12月31日，合肥華南城已購得總規劃建築面積約599萬平方米的土地，並已完成約368萬平方米建設，包括商品交易中心、住宅、物流園及公共設施如中學等。

## Project Overview (Continued)

### 項目概況(續)



CSC Hefei is now in operation, and covers industries including automobile and motorcycle parts, hardware materials and machinery products, building and decoration materials, textile and clothing, hotel supplies, outlets, small commodities, non-staple food, etc., on its trade centre premises, combining various functions, such as trading, logistics and distribution, production display and promotion, information exchange and innovation, industry cluster, featured tours and comprehensive supporting facilities for urbanization as a whole.

As Hefei further plays its role as the political, economic, cultural and financial centre at the heart of Eastern China, CSC Hefei aims to capture the opportunities arising from the area. This would bring about business and huge visitor flow, and in turn simulate advancement and become the core large-scale integrated logistics and trade centre in the region.

合肥華南城已投入營運。商品交易中心所涵蓋的經營業態包括汽摩汽配、五金機電、家居建材、紡織服裝、酒店用品、奧特萊斯、小商品及副食品等業態，集商貿交易、會議展覽、物流集散、展示推廣、信息交流、創新促進、產業培育、特色旅遊、城市化綜合配套服務等多種功能於一體。

隨著合肥進一步發揮其作為華東中心地帶的政治、經濟、文化及金融中心的功能，合肥華南城積極把握該區湧現的機遇，激發園區創新活力，形成產業集群化發展態勢。



## Chongqing 重慶



中原重慶  
輻射西南

### China South City Chongqing

China South City Chongqing (“CSC Chongqing”) is strategically located at Banan District of Chongqing, the only direct-administered municipality in midwestern China, as well as the essential location seamlessly connecting both “Belt and Road” initiative and “Yangtze River Economic Belt”. CSC Chongqing is also the Group’s first project in direct-administered municipality. The project is highly accessible to the city centre and other regions given its highway network strategic location in the Chongqing Highway Logistics Base, the state-level giant transportation infrastructure in the western region. Such location is also the starting point of national strategies of “The New International Land-sea Trade Corridor” and “Chongqing-ASEAN International Logistics Channel”.

Under the background where the government has put great efforts to promote the development of Chengdu-Chongqing Economic Circle and the expansion and upgrade of Chongqing High-tech Zone, Chongqing has shifted its focus towards the development of the western area of the city, making CSC Chongqing which is located at the prime area of Western Chongqing a new hot spot for development with huge potential for future development. In addition, coupled with the growing maturity of business in Banan district, the groundwork of transportation infrastructure and commercial environment was laid for the project. During the period, CSC Chongqing Banan Huafu • Yundi\* ushered in a grand delivery. In terms of architectural design, the local humanities and natural environment are used as the background color, emphasizing compatibility with the urban temperament, and adopting a new Asian architectural style to create a perfect living experience that integrates ecological, cultural, and artistic concepts while meeting the needs of local people. From 13 to 14 September 2023, the “CSC Chongqing Furniture and Building Materials Exhibition” will be held at the China South City Convention and Exhibition Centre. A total of more than 140 furniture manufacturers from Nankang City, Jiangxi Province and Chengdu City, Sichuan Province participated in the exhibition, and 3,000+ dealers, agents, and ordinary consumers came to the exhibition. This was also the first large-scale exhibition held by Chongqing Business Management Division in recent years.

\* For identification purpose only

### 重慶華南城

重慶華南城策略性地位於中國中西部唯一的直轄市重慶市的巴南區，是「一帶一路」和「長江經濟帶」在重慶實現無縫連接的重要連結點，為本集團首個落戶直轄市的項目。坐擁西部國家級大型交通基建—重慶公路物流基地的策略性地利，項目連接完善的高速公路網絡，貫通市中心及全國其他地區，亦是國家戰略「國際陸海貿易新通道」及「重慶東盟國際物流大通道」之起點。

在國家大力推動成渝雙城經濟圈建設、重慶高新區擴容升級的時代背景下，重慶吹響向西發展號角，地處重慶西城核心地帶的重慶華南城站上發展新風口，後期發展潛力無限。同時，隨著巴南區商圈的發展漸趨成形，為項目未來的交通配套及商業環境奠定了良好的基礎。期內，重慶華南城巴南華府•雲邸迎來盛大交付。在建築設計上，以當地人文、自然環境為底色，強調與城市氣質的兼容並蓄，採用新亞洲建築風格，打造融合生態、文化、藝術理念，同時又符合當地人需求的完美居住體驗。2023年9月13至14日，「重慶華南城家具建材展」在華南城會展中心舉辦。共有140餘家來自江西省南康市、四川省成都市家具廠商參展，3,000+經銷商、代理商、普通消費者來展，這也是近年來重慶商管首次舉辦的大型展覽活動。

## Project Overview (Continued)

### 項目概況(續)



CSC Chongqing has a total planned net land area of approximately 5.90 million sq.m. with a total GFA of approximately 13.10 million sq.m.. As at 31 December 2023, CSC Chongqing had a total planned GFA of approximately 6.50 million sq.m. of land acquired, of which the construction of approximately 2.52 million sq.m. completed, including trade centres, residential properties, logistics park, public facilities like primary and secondary schools, etc.

CSC Chongqing is now in operation, and covers industries such as small commodities, hardware materials and machinery products, hotel supplies, building and decoration materials, textiles and clothing, automobile and motorcycle parts, lightings and lamps, outlets, metals, cultural tourism, etc., on its trade centre premises, providing a tremendous momentum for the development of commercial logistics and trading industry in Southwest Region. Four functional areas of CSC Chongqing include exhibition and trading area, central park commercial and leisure area, facilities for living area and logistics and warehousing.

There are Southwest University CSC Primary School and CSC Junior High School established on CSC Chongqing to cope with the on-site demand in course of development. With the opening of the schools, apart from attracting the flow of people to CSC Chongqing, it drives the need of various facilities for living, which in turn further accelerates pace of development on the project.

重慶華南城總規劃淨佔地面積約590萬平方米，總規劃建築面積約為1,310萬平方米。截至2023年12月31日，重慶華南城已購得總規劃建築面積約650萬平方米的土地，並已完成約252萬平方米建設包括商品交易中心、住宅、物流園及公共設施如中、小學等。

重慶華南城已投入營運。商品交易中心所涵蓋的經營業態包括小商品、五金機電、酒店用品、家居建材、紡織服裝、汽摩汽配、燈具燈飾、奧特萊斯、金屬材料及文化旅遊等，為西南地區商貿物流產業發展注入巨大的發展動力。重慶華南城包括展示交易區、中央公園商業休閒區、配套生活區和物流倉儲四大功能區。

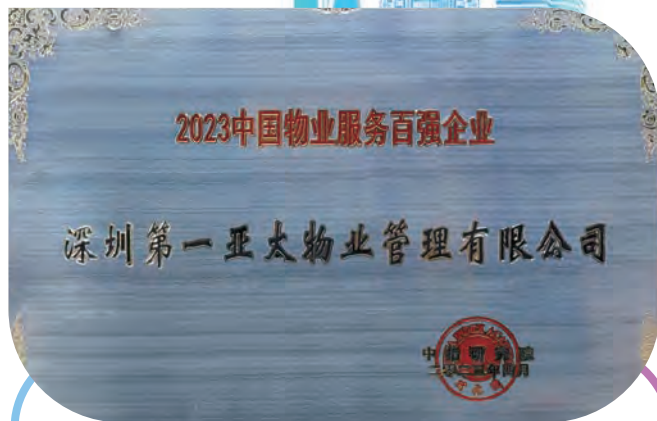
為配合項目發展需要，重慶華南城內設有西南大學華南城小學及西南大學華南城初級中學。隨著2所學校陸續開學，除帶動園區人流，也帶動園區各項周邊生活配套的需要，進一步加快項目的建設發展步伐。



# FY2023 MAJOR EVENTS

## 2023財年大事紀

### April 四月



First Asia Pacific Property Management Shenzhen was honored as one of the “2023 Top 100 Property Service Enterprises in China”  
 深圳第一亞太物業榮獲「2023中國物業服務百強企業」

### June 六月



China South City was honored as one of the “Top Ten” national e-commerce demonstration bases  
 華南城獲評國家電商示範基地「十佳」之一





## June六月



BYD Vehicles Delivery Centre Landed in  
CSC Nanning  
比亞迪汽車交付中心落戶南寧華南城

## August八月



“Zhen Product Star Selection • Gathering momentum  
for innovation” 2023 Longgang District's first live  
broadcast + cross-border e-commerce product selection  
conference and shopping carnival grand opening  
「圳品星選 • 聚勢向新」2023龍崗區首屆直播+  
跨境電商選品大會暨購物嘉年華盛大開幕

## October十月



CSC Zhengzhou held 2023  
Central China (Autumn) Building Materials and  
Hardware Exhibition  
鄭州華南城舉辦 2023 中部(秋季)建材五金展銷會

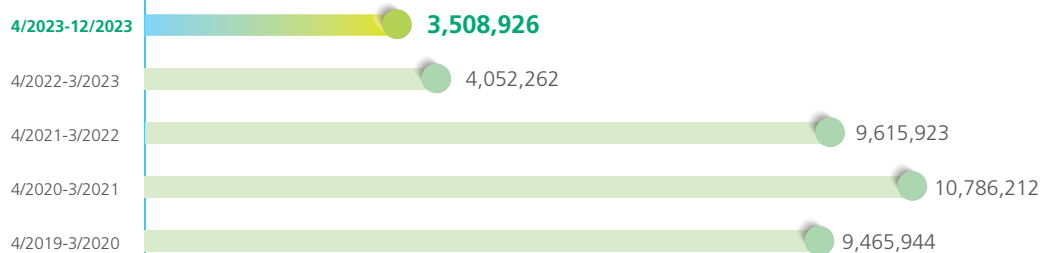


# FINANCIAL HIGHLIGHTS

## 財務摘要

(in HK\$'000 千港元)

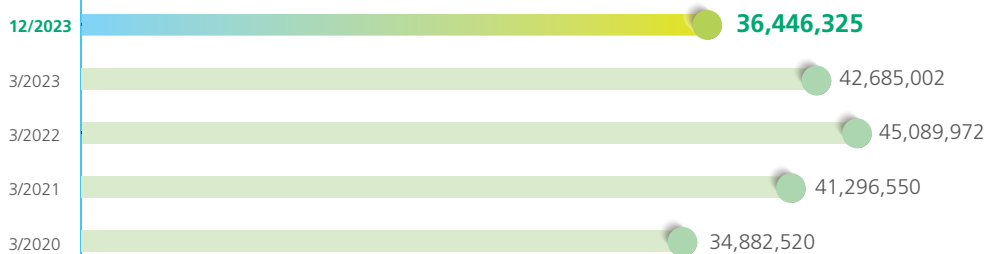
### Revenue 收入



### Profit attributable to owners of the parent 母公司擁有人應佔利潤



### Net assets value 資產淨值



## Financial Highlights (Continued)

### 財務摘要(續)

		For the nine months ended 31 December 截至12月31日 止九個月 2023 HK\$'000 千港元	For the year ended 31 March 截至3月31日 止年度 2023 HK\$'000 千港元	Change 變幅
Continuing operation Revenue	持續經營業務收入	3,508,926	4,052,262	-13.4%
Loss from continuing operations	來自持續經營業務之虧損	(4,317,590)	(1,555,306)	+177.6%
Profit from a discontinued operation	來自已終止經營業務之利潤	-	2,254,801	N/A 不適用
(Loss)/profit attributable to owners of the parent	母公司擁有人應佔(虧損)/利潤	(4,317,462)	699,984	N/A 不適用
(Loss)/earning per Share – Basic	每股(虧損)/盈利 – 基本	HK(37.73) cents港仙	HK6.34 cents港仙	N/A 不適用



# CHAIRMEN'S STATEMENT

## 主席報告

During the reporting period, our sales fell short of expectations and the cash flow was only sufficient to fund our daily operations. The Group was experiencing much difficulty in repaying the principal of and interest on our debt obligations. In recent years, we have taken various proactive measures and successfully extended the maturity date of our offshore US dollar denominated bonds several times. However, our operations and financial situation have not yet sufficiently improved, thus we were not able to make the mandatory redemption payment due on 9 February 2024 with respect to the October 2024 Notes, which led to an event of default. Moreover, we were not able to make the interest payment due on 12 February 2024 with respect to the April 2024 Notes, nor to pay the interests within the 30-day grace period (by 13 March 2024), which led to an event of default. As at this report date, the Group incurred a defaulted and/or cross-defaulted principal of HK\$30,956 million in its total loans, which had a significant material adverse effect on our business, operations and financial condition, and could possibly lead to insolvency or other forms of restructuring. The Company has been actively discussing debt management strategies with the defaulted and/or cross-defaulted borrowings creditors and note holders. We are considering different options, including but not limited to consent solicitation, schemes and exchange offers, and will provide an update to the market as and when appropriate.

Despite facing many difficulties, the Group made every effort to improve its operation level, optimize its management structure, and strive to reduce costs and increase efficiency and to lay a solid foundation for future development during the reporting period, however, the Group's contract sales and investment promotion performance fell short of expectations, resulting in increased cash flow pressure. The Group maintains the normal operation and strives to generate sufficient cash flow to fulfill its financial commitments and protect the interests of all creditors and shareholders.

報告期內，集團銷售不及預期，現金流只能保證日常經營所需，集團面臨著巨大的還本付息壓力。我們自近年以來採取了各種積極措施，成功將境外美元債進行了幾次展期。但公司經營以及資金狀況未能及時改善，我們未能就2024年10月票據於2024年2月9日到期的強制贖回款項進行支付，導致2024年10月票據發生違約事件；此外，我們沒有就2024年4月票據於2024年2月12日到期的筆利息進行支付，也未能於30天寬限期內（2024年3月13日前）支付該利息，導致2024年4月票據發生違約事件。截止到本報告日，若干借款的違約及／或交叉違約總額約309.56億港元，這對我們的業務、經營及財務狀況造成重大不利影響，包括可能導致破產或其他形式的重組。本公司一直積極與已違約及／或交叉違約的貸款債權人和票據持有人討論債務管理策略。我們正在考慮不同的選擇，包括但不限於徵求同意、債務重組計劃和交換要約，並會在適當時候向市場作出更新。

儘管面對各種困難，報告期內本集團依然全力提升運營水平，優化管理架構，努力降本增效，以夯實未來發展根基。但是，集團合同銷售及招商業績不及預期，導致現金流壓力增大。本集團維持公司正常運營，努力產生充足的現金流以履行集團的財務承諾，保障本集團全體債權人及股東的利益。

## Review of Marketing and Operations

During the reporting period, affected by multiple factors, the Group's sales were under great pressure, resulting in unsatisfactory sales performance. The Group will quickly adjust its strategy, continue to revitalize its assets and withdraw funds. Meanwhile, with mutual efforts, projects in Zhengzhou, Nanchang, Hefei and Harbin have been delivered successfully, and other projects are also progressing steadily.

During the reporting period, the Group's investment promotion work encountered great challenges, with the rental rate and rental income adversely affected. According to the market environment, the Group adjusted the investment promotion operation management, concentrated on improving the investment promotion operation level, strengthened peer cooperation, advanced transformation and upgrading, and cultivated and introduced a variety of business formats, including cultural and sports, new energy vehicles, home building materials, etc., to further improve the project site industrial ecosystem.

CSC Zhengzhou held two large-scale central China building materials and hardware fairs in spring and autumn, which reached new records in scale, service, innovation and influence, greatly drove local merchants and activated the project site popularity. At the end of the year, various China South City projects across China re-launched the brand Spring Festival Shopping Event to help merchants operate and increase the project site sales significantly.

After years of development, First Asia Pacific Group, an associate of the Group, has gained national first-class property management qualification, and is one of the few comprehensive integrated property management companies capable of managing both trade centre premises and residential properties in China. During the reporting period, First Asia Pacific Group won the honorary titles of "2023 China's Top 100 Property Services Enterprises" and "2023 China's Leading Enterprise of Special Property Services – Service Provider of Integrated Commercial Park" for its excellent comprehensive strength and service level. At present, First Asia Pacific Group has more than 120 property management service projects, with an area under management exceeding 22 million square meters.

## 市場及運營回顧

報告期內，受多重因素影響，本集團銷售去化承受巨大壓力，導致年內銷售業績不理想。本集團會快速調整策略，繼續堅持資產盤活，回籠資金。同時，在多方努力推動下，鄭州、南昌、合肥和哈爾濱的多個項目已成功交付，其他項目也在穩步推進中。

報告期內，本集團招商工作遇到極大挑戰，出租率和租金收入均受到不利影響。根據市場環境，本集團對招商運營管理作出調整，集中力量提升招商運營水平、加強業內合作、推進轉型升級，培育和引入了包括文體產業、新能源汽車產業、家居建材產業等多種業態，進一步完善園區產業生態圈。

鄭州華南城舉辦中部春季和秋季兩場大型建材五金展銷會，規模、服務、創新化和影響力再創新高，極大帶動當地商戶，激活園區人氣。年末，各地華南城品牌年貨節再次啟動，助力商戶經營，帶動園區銷售明顯提升。

第一亞太物業(集團聯營公司)經過多年發展，已擁有國家一級資質物業服務，是國內少數兼具管理商品交易中心以及住宅物業能力的綜合商業管理公司。報告期內，第一亞太物業憑藉其優秀的綜合實力和服務水平榮獲「2023中國物業服務百強企業」、「2023中國特色物業服務領先企業—商貿綜合園區服務商」榮譽稱號。目前，第一亞太物業管理服務項目超過120個，在管面積超2,200萬平方米。

Based on the principle of reducing costs and increasing efficiency, Qianlong Logistics has carried out strategic structural adjustment, devoted itself to building core business capabilities, and focused on three aspects of "design of standard warehouses, construction of warehouses and investment operation of projects". Qianlong Logistics continued to benchmark and learn the business models of industry leading logistics real estate developers, focus on the development, leasing and asset management of logistics real estate, and create high-quality logistics park operation services. During the Reporting Period, Qianlong Logistics attended the "17th China (Shenzhen) International Logistics and Supply Chain Fair", demonstrating the three core capabilities, modern high-standard warehouses and integrated refrigerated storage, and was awarded "Outstanding Logistics and Supply Chain Service Provider" in the 2023 CILF.

Huasheng Outlet actively seeks project opportunities with its advantages of asset-light strategy and seasoned comprehensive business experience. During the reporting period, Huasheng Outlet launched a series of China South City Super Shopping Carnival activities, and joined hands with many brand merchants to create a super shopping feast. Huasheng Outlet took advantage of the Mid-Autumn Festival and National Day with super-high discounts and surprise membership activities to achieve a GMV increase of over 30% year-on-year and over 100% quarter-on-quarter. In addition, Huasheng Outlet received the market recognition and won many awards, in which Shenzhen Huasheng was awarded the "2022-2023 China Top 50 Outlet Index", Zhengzhou Huasheng was granted the "2022-2023 China Outlet Growth Star", and Huasheng Commercial was shortlisted in the "2022 China Top 100 Commercial Retailers". During the period, Huasheng Outlet recorded an about 30% year-on-year growth in gross merchandise volume (GMV).

In a word, the Group's financial performance continued to be under pressure during the reporting period, and we realized much room for improvement in the Company's management and operation. At present, we continued to further examine the management system and structure and further strengthen the fund control, hoping to better maintain our operating environment and better safeguard our interests.

乾龍物流以降本增效為原則，開展戰略性結構調整，致力於構建核心業務能力，聚焦「標準倉的設計、倉庫的工程建設、園區招商運營」三方面，繼續對標學習業內領先的物流地產商的經營模式，專注物流地產的開發、租賃和資產管理，打造高品質的物流園區運營服務。報告期內，乾龍物流亮相第十七屆中國(深圳)國際物流與供應鏈博覽會，對外展示3大核心能力、現代化高標倉及綜合冷庫等最新建設成果，並獲評2023年物博會「優秀物流與供應鏈服務商」獎項。

華盛奧萊利用輕資產運營優勢、借助多年積累的綜合商業經驗，積極尋求外拓項目機會。報告期內，華盛奧萊推出華南城超級購物嘉年華系列活動，攜手眾多品牌商戶打造超級購物盛宴，以超高商品折扣、驚喜會員活動等形式，借勢中秋及國慶黃金節點，實現整體業績同比提升30%以上，環比提升超100%的優異成績。此外，華盛奧萊獲得市場的認可，取得多個獎項，深圳華盛獲評「2022-2023年度中國奧萊指數50強」；鄭州華盛獲評「2022-2023年度中國奧萊成長之星」；華盛商業入圍「2022年度中國商業零售百強榜」。本期，華盛奧萊的商品成交金額(GMV)實現同比增長約30%。

總而言之，本集團在報告期內的財務表現繼續承壓，我們意識到公司的管理和經營層面仍然存在較大的提升空間。目前我們持續對管理體系和結構的進一步審視，以及對資金管控的進一步加強，希望能更好的維持公司的經營環境，更好的維護公司利益。



### Future Prospects

Looking ahead, the market environment is still full of challenges, the Group will maintain a positive attitude and take all measures to resolve the crisis. This may include making more market-flexible adjustments on property sales, seeking new financing from shareholders, financial institutions or other third parties through asset mortgage and other various channels, and making every effort to strive for various reasonable and compliant financing channels, so as to ensure the Company's normal operation and lay the foundation for long-term development.

Finally, a mission lies ahead of us, and we will go out to reverse the current predicament. We are always confident that we can tide over the difficulties. On behalf of the Board, we would like to thank our valued shareholders, customers and business partners for their understanding and trust in the group, and we would also like to thank the management and all staff members for their efforts and contributions to China South City.

**Li Wenxiong and Cheng Chung Hing**

*Co-Chairmen*

### 未來前景

展望未來，當前市場環境仍充滿挑戰，本集團會以積極的態度面對，採取一切措施化解危機，其中不排除對物業銷售做出更具市場靈活性的調整，不排除向股東、金融機構、或其他第三方通過資產抵押等多種渠道尋求新增融資，盡一切努力去爭取各種合理合規的融資途徑，從而保障公司的正常運作，為長期發展打下基礎。

最後，使命重在擔當，奮鬥創造未來，我們會全力以赴扭轉當前困局，我們謹代表董事會，感謝本集團尊貴的股東、客戶以及業務夥伴一直以來對本集團的理解和信任，同時亦感謝管理層及全體員工對華南城作出的努力和貢獻。

*聯席主席*

李文雄及鄭松興

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Business Review

#### Investment and Development Division

The Investment and Development Division mainly focuses on project investment, development and construction, laying a solid foundation for subsequent merchant recruitment and project operations. To meet local demands of projects in different places, the Group has developed various types of commercial complexes in a number of regions, such as Zhengzhou, Chongqing, Nanchang and Shenzhen, to develop multi-functional commercial complexes and related supporting facilities. During the Reporting Period, driven by the efforts of various parties, a number of projects in Zhengzhou, Nanchang, Hefei and Harbin have been successfully delivered, and other projects were also progressing steadily.

The Investment and Development Division promoted asset deleveraging, and strengthened funds withdrawal. Recently, as the state further strengthened financing support for real estate projects, several projects of the Group have been successfully included in the “White List” for financing, and a number of projects are under active application, providing financial support for delivering projects.

#### Business Management Division

The Business Management team is mainly dedicated to the Group’s project tenant recruitment and operation management, providing professional operation and management services for all links of China South City, including development, investing and financing. The business scope includes trade centres, logistics parks, hotels, comprehensive business centres, commercial blocks, community centres, residential, multi-functional properties etc..

During the Reporting Period, the Business Management Division continued to introduce high-quality businesses and tenants, further improved its investment promotion, operation and service quality, implemented the concept of “stabilizing and supporting business”, cultivated and introduced various business formats including cultural and sports industry, new energy vehicle industry and home building materials industry, and further improved the industrial ecosystem of the park. In addition, China South City has promoted the operation of merchants and activated the popularity of the park through brand exhibitions such as large-scale building materials and hardware exhibitions and New Year’s Shopping Festival. Merchant information was conveyed to more people through our professional market magazines and smart industrial parks mini-programs, with a combination of online and offline methods, to further expand the brand influence of China South City in the market.

### 業務回顧

#### 投資開發板塊

投資開發團隊主要專注於本集團的項目投資開發建設，為後期招商運營打下基礎。為滿足各地項目的不同需要，本集團於鄭州、重慶、南昌和深圳等多地發展各類商業綜合體，開發多功能商業及相關配套。報告期內，投開板塊在多方努力推動下，鄭州、南昌、合肥和哈爾濱的多個項目已成功交付，其他項目也在穩步推進中。

投開板塊審時度勢，根據市場情況及時調整策略，全力推進資產去化，加強資金回籠；近期國家進一步加強了對房地產的融資支持，本集團各地多個項目已成功入選融資「白名單」，還有多個項目正積極申請中，為項目交付提供了資金支持。

#### 招商運營板塊

商業管理團隊主要致力於本集團的項目招商及運營管理，為華南城的開發、投資、融資的全價值鏈各環節提供專業的運營、管理服務，業務範圍包括商品交易中心、物流園、酒店、綜合商貿中心、商業街區、鄰里中心、住宅、多功能物業等多種類型物業。

報告期內，商管集團持續引入優質業態和商戶，進一步提升招商運營和服務水平，貫徹「穩商、扶商」理念，培育和引入了包括文體產業、新能源汽車產業、家居建材產業等多種業態，進一步完善園區產業生態圈。此外，為助力園區商戶更好發展，各地華南城通過大型建材五金展銷會、年貨節等品牌展會，帶動商戶經營，激活園區人氣。華南城專業市場雜誌及智慧園區小程序，則通過線上線下相結合的方式，將商戶信息傳遞至更多人群，進一步拓展華南城市場品牌影響力。

During the Reporting Period, the overall layout of China South City highly adheres to major national strategies such as the “Guangdong-Hong Kong-Macao Greater Bay Area” and “Accelerated Push for Building a National Unified Market”. The relevant industrial policies have brought benefits to the business of China South City, which is conducive to the expansion and strengthening of the Group’s trade and logistics industry, thereby driving the overall business environment and commercial value.

### Outlet Operations

The Huasheng business team is specialized in outlet development and operation, and increasingly enhances its commercial value through professional and effective commercial asset management. During the Reporting Period, Huasheng Outlet upgraded its diversified experience, leading to a year-on-year increase of 30% in the Gross Merchandise Volume (GMV). Huasheng Outlet launched the activity of “Mid-Autumn Festival Party • Discounts for the Golden Autumn – China South City Shopping Carnival” in September 2023. Leveraging on the precious period of the Mid-Autumn Festival and the National Day, Huasheng Outlet cooperated with a number of brand merchants to create a super shopping feast, and carried out strong marketing in the form of ultralow commodity discounts and surprise membership activities. The overall performance increased by more than 30% period-on-period, representing an increase of more than 100% quarter-on-quarter. During the Reporting Period, Shenzhen Huasheng was awarded the “Top 50 China Outlets Index 2022–2023”; Zhengzhou Huasheng was awarded the “2022–2023 China Outlets Growth Star”; Huasheng Commercial was included in the “2022 Top 100 Commercial Retail Enterprises in China”.

### Logistics and Warehousing Services

Based on the principle of cost reduction and efficiency enhancement, Qianlong Logistics carried out strategic restructuring, strived to build core business capabilities, focused on the three aspects of “standard warehouse design, warehouse engineering construction, and park investment and operation”, continued to learn the business model of leading logistics real estate companies in the industry, focused on the development, leasing and asset management of logistics real estate, and created high-quality logistics park operation services. During the Reporting Period, Qianlong Logistics made its debut at the “17th China (Shenzhen) International Logistics and Supply Chain Fair”, showcasing the latest construction achievements such as three core capabilities, modern high-standard warehouses and integrated refrigerated storage, and was awarded “Outstanding Logistics and Supply Chain Service Provider” in the 2023 CILF.

報告期內，華南城整體佈局與國家實施的「粵港澳大灣區」及「加快建設全國統一大市場」等重大發展戰略高度契合，相關產業政策對華南城業態形成利好，有利於本集團做大做強商貿物流產業，進而帶動整體商業環境和商業價值提升。

### 奧特萊斯運營

華盛商業團隊專注奧特萊斯商業模式開發和運營，通過專業化、高效商業資產管理不斷提升商業價值。報告期內，華盛奧萊升級多元體驗，帶動整體商品成交金額(GMV)同比提升30%。2023年9月推出「月滿華誕•禮惠金秋，華南城購物嘉年華系列活動」，攜手眾多品牌商戶打造超級購物盛宴，以超高商品折扣、驚喜會員活動等形式，借勢中秋及國慶黃金節點，整體業績同比提升30%以上，環比提升超100%。報告期內，深圳華盛獲評「2022–2023年度中國奧萊指數50強」；鄭州華盛獲評「2022–2023年度中國奧萊成長之星」；華盛商業入圍「2022年度中國商業零售百強榜」。

### 物流與倉儲服務

乾龍物流以降本增效為原則，開展戰略性結構調整，致力於構建核心業務能力，聚焦「標準倉的設計、倉庫的工程建設、園區招商運營」三方面，繼續對標學習業內領先的物流地產商的經營模式，專注物流地產的開發、租賃和資產管理，打造高品質的物流園區運營服務。報告期內，乾龍物流亮相「第十七屆中國(深圳)國際物流與供應鏈博覽會」，對外展示3大核心能力、現代化高標倉及綜合冷庫等最新建設成果，並獲評2023年物博會「優秀物流與供應鏈服務商」獎項。



#### First Asia Pacific Group (Associated Company)

As a property service provider in China South City, First Asia Pacific Group has developed a diversified and flexible property management and ancillary service model to ensure stable revenue sources and sustainable development in the future. Residential facilities, shopping malls, wholesale markets, as well as conference and exhibition, are developed to create synergy. Business is tuned and optimized according to local market demands. After years of development, the property management segment has gained National First-Class Property Management Qualification. It was one of the few integrated business management enterprises capable of managing both trade centre premises and residential properties in China.

During the Reporting Period, Shenzhen First Asia Pacific Property Management Company Limited won a number of honorary titles, such as the “2023 China’s Top 100 Property Service Enterprises” and “2023 China’s Leading Enterprise of Special Property Services – Service Provider of Integrated Commercial Park”. Up to now, First Asia Pacific Property Management has more than 120 property management service projects with an area under management of over 22 million sq.m..

#### Exhibitions and Events

During the Reporting Period, the Group actively carried out various outdoor exhibition events, which greatly improved the popularity of the park and drove the consumption in the park.

In May 2023, “the CSC Furniture and Building Materials Fair cum Central China (Spring) Building Materials and Hardware Exhibition in 2023” was opened, creating a leading procurement party for the entire upstream and downstream chain of building materials, hardware and furniture in Central China.

In August 2023, “2023 First Live Streaming in Longgang District + Cross-border E-commerce Product Selection Conference and Shopping Carnival” was grandly opened in CSC, Pinghu, Longgang District. The Group cooperated with domestic leading live resources to build the first “live streaming e-commerce industry base” in Longgang District with a full ecological chain, guiding the formation of an industrial agglomeration and facilitating the innovation and development of enterprises.

#### 第一亞太集團(聯營公司)

第一亞太集團作為華南城園區的物業服務提供方，已發展出多元靈活的物業管理及配套服務模式，確保穩定收入來源及未來可持續發展。住宅、商場、專業市場、會展等協同發展，並根據當地市場需求，不斷調整和優化業務重點。經過多年發展，華南城物管已擁有國家一級資質物業服務，是國內少數兼具管理商品交易中心以及住宅物業能力的綜合商業管理公司。

報告期內，深圳第一亞太物業管理有限公司憑藉其優秀的綜合實力和服務水平榮獲「2023中國物業服務百強企業」、「2023中國特色物業服務領先企業－商貿綜合園區服務商」榮譽稱號。截至目前，第一亞太物業管理服務項目超過120個，在管面積超2,200萬平方米。

#### 展會及活動

報告期內，本集團積極開展各類戶外展會活動，大大提升了園區的人氣，帶動園區消費。

於2023年5月，「2023華南城家居建材博覽會暨中部(春季)建材五金展銷會」開幕，打造中部首屈一指的建材、五金、家居上下游全鏈條的採購大派對。

於2023年8月，「2023龍崗區首屆直播+跨境電商選品大會暨購物嘉年華」在龍崗平湖華南城盛大開幕。聯合國內頭部直播資源，打造龍崗區首個具備全生態鏈條的「直播電商產業基地」，引導形成產業聚集效應，助力企業創新發展。

## Management Discussion and Analysis (Continued)

### 管理層討論及分析(續)

In September 2023, the “7th CSC Zhengzhou Mooncake Exhibition in 2023” was successfully held, which lasted for 33 days with a total of 55 main booths to further increase the market share of non-staple food in the regional market and promote the merchants recruitment of non-staple food. CSC Shenzhen launched the “Shopping Carnival • One-stop Shopping Season for Festival Gifts”, which attracted a large number of enterprises and consumers to purchase. During the period from 23 September to 6 October 2023, business management division in Shenzhen and CSC Heung Kong Furniture jointly held the “CSC Shenzhen Shopping Carnival • Heung Kong Furniture Decoration Consumption Season”.

In October 2023, CSC Nanchang launched the “CSC Nanchang Building Materials and Furniture Fairs in 2023”, which achieved good results together with the activities on the Mid-Autumn Festival and National Day. CSC Harbin took advantage of the Mid-Autumn Festival and National Day to launch a series of activities such as the Autumn Agricultural Materials for Farming and New Energy Power Products Procurement Festival. CSC Zhengzhou successfully held the three-day “2023 CSC Furniture and Building Materials Fair cum the 11th CSC Zhengzhou • Central China (Autumn) Building Materials and Hardware Exhibition”. According to incomplete statistics, the exhibition held by CSC Zhengzhou attracted a total of approximately over 50,000 buyers, with on-site sales of approximately RMB63 million and intended orders of cooperation of approximately over RMB153 million. It hit a new high in terms of specification, scale, service, influence, innovation and diversification, making it the largest event in the past.

In addition, China South City and professional companies and also held various marketing campaigns and small-scale exhibitions across its various projects based on local characteristics and holiday trends to enliven market popularity and drive up consumption.

### Land Bank

Adapting a unique and flexible business model, the Group intends to retain commercial properties including logistics and warehousing facilities and hotels as well as certain trade centre units for self-use or long-term leasing purposes in order to generate stable recurring income and achieve asset appreciation. The remaining certain trade centre units and residential properties will be listed for sale to generate cash flow for the Group's development.

於2023年9月，鄭州華南城「2023年第七屆月餅展銷會」順利舉行。本次展會為期33天，設置總展位55個，進一步加大副食業態在地區市場的佔有率，促進副食業態招商。深圳華南城推出「購物嘉年華活動•節慶禮品一站式採購季」，活動期間吸引了大批企業和消費者前來選購。2023年9月23日至10月6日，深圳商管公司與香江家居華南城店共同舉辦「深圳華南城購物嘉年華活動•香江家居家裝煥新消費季」。

於2023年10月，南昌華南城推出「2023南昌華南城建材家居展銷會」，配合雙節活動，收穫良好成效。哈爾濱華南城以雙節造勢，順勢推出秋季農資農用、新能源動力產品採購節等系列活動。鄭州華南城舉辦了為期三天的「2023華南城家居建材博覽會暨第十一屆鄭州華南城•中部(秋季)建材五金展銷會」順利舉行。據不完全统计，鄭州華南城本屆展會共吸引採購商超5萬，現場銷售額約人民幣6,300萬元，合作意向訂單額約超人民幣1.53億元，無論從規格、規模、服務、影響力、創新性、多元化，都再創新高，成為歷屆規模最大的一屆盛會。

此外，各地華南城及專業公司紛紛結合當地特色和節日熱點，開展各類營銷及小型展會活動，活躍市場人氣，帶動消費提升。

### 土地儲備

按其獨特且富靈活性的商業模式，本集團將保留物流及倉儲設施、酒店等商業物業及若干的商品交易中心商舖作為自營或長期出租用途，以獲得穩定持續性收入以及資產增值，而餘下若干商品交易中心商舖及住宅物業，本集團將逐步出售，為本集團發展提供所需的現金流。

## Management Discussion and Analysis (Continued)

### 管理層討論及分析(續)

The table below sets forth the breakdown of the total land bank of the subsidiaries and an associate company of the Group as at 31 December 2023:

下表載列於2023年12月31日本集團附屬公司及聯營公司所開發的總土地儲備明細：

Region	Main Planned Usage of Projects	Site Area	Gross Land Bank Area <sup>(1)</sup>	Attributable Interests Held by the Group
地區	項目主要規劃用途	佔地面積	土地儲備面積合計 <sup>(1)</sup>	本集團所持應佔權益
		(sq.m)	(sq.m)	(%)
		(平方米)	(平方米)	(%)
<b>Properties developed by the Group and its subsidiaries</b>				
<b>本集團及其附屬公司開發的物業</b>				
Shenzhen 深圳	Trade centres, commercial, hotels, warehouse and other ancillary facilities 交易中心·商業·酒店·倉儲及其他配套設施	1,023,500	1,757,300	100%
Nanchang 南昌	Trade centres, residential, commercial, warehouse and other ancillary facilities 交易中心·住宅·商業·倉儲及其他配套設施	1,799,400	3,180,000	100%
Nanning 南寧	Trade centres, residential, commercial, warehouse and other ancillary facilities 交易中心·住宅·商業·倉儲及其他配套設施	728,400	2,380,800	100%
Xi'an 西安	Commercial and other ancillary facilities 商業及其他配套設施	58,200	116,500	100%
Harbin 哈爾濱	Trade centres, residential, commercial, hotels, warehouse and other ancillary facilities 交易中心·住宅·商業·酒店·倉儲及其他配套設施	2,143,600	6,421,500	100%
Zhengzhou 鄭州	Trade centres, residential, commercial, warehouse and other ancillary facilities 交易中心·住宅·商業·倉儲及其他配套設施	3,193,800	8,153,400	100%
Hefei 合肥	Trade centres, residential, commercial, warehouse and other ancillary facilities 交易中心·住宅·商業·倉儲及其他配套設施	2,022,000	3,740,400	100%
Chongqing 重慶	Trade centres, residential, commercial, warehouse and other ancillary facilities 交易中心·住宅·商業·倉儲及其他配套設施	2,339,300	5,891,700	100%
Sub-total of land bank developed by the Group and its subsidiaries 本集團及其附屬公司開發的土地儲備小計			31,641,600	
Sub-total of interests in the land bank developed by the Group and its subsidiaries 本集團及其附屬公司開發的土地儲備權益小計			31,641,600	



## Management Discussion and Analysis (Continued)

### 管理層討論及分析(續)

Region	Main Planned Usage of Projects	Site Area	Gross Land Bank Area <sup>(1)</sup>	Attributable Interests Held by the Group
地區	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 <sup>(1)</sup> (sq.m) (平方米)	本集團所持應佔權益 (%) (%)
<b>Properties developed by the Group's associate</b>				
<b>本集團聯營公司開發的物業</b>				
Xi'an 西安	Trade centres, residential, commercial, warehouse and other ancillary facilities 交易中心·商業·倉儲及其他配套設施	1,444,300	3,204,600	30.65%
Sub-total of land bank developed by the Group's associate 本集團聯營公司開發的土地儲備小計			3,204,600	
Sub-total of interests in the land bank developed by the Group's associate 本集團聯營公司開發的土地儲備權益小計			982,100	
<b>Total</b> 總計			<b>34,846,200</b>	
<b>Total interests</b> 權益總計			<b>32,623,700</b>	

Note:

註：

1. Gross land bank area in term of GFA equals to the sum of total completed GFA available for sale and leasable GFA, total GFA under development and held for future development (including public space area).

1. 土地儲備面積等於已竣工可供銷售總建築面積及可出租總建築面積，開發中及持作未來開發的總建築面積的總和(包括公共面積)。

#### Financial Review

The main objective of the Group's financial management is to pursue long-run sustainable growth while maintaining financial health through a strong and stable capital base.

The Group actively manages its financing structure through various financing channels, from onshore and offshore bank loans to different interbank and capital market instruments, in order to achieve an optimal capital structure and maturity profile. As at 31 December 2023, the total interest-bearing debts of the Group were HK\$31,752.3 million (31 March 2023: HK\$32,830.8 million). The gearing ratio was 84.0% (31 March 2023: 71.0%). Furthermore, as at 31 December 2023, cash and bank balances were HK\$1,143.6 million (31 March 2023: HK\$2,525.1 million).

Comparing with the last fiscal year, the revenue of the Group decreased by 13.4% to HK\$3,508.9 million (FY2022/23: HK\$4,052.3 million). Net loss attributable to owners of the parent was HK\$4,317.5 million (FY2022/23: profit of HK\$700.0 million) and the basic loss per share was HK37.73 cents (FY2022/23: earnings of HK6.34 cents). The net loss attributable to owners of the parent and loss per share are mainly due to (i) fair value losses on financial liabilities; (ii) assets impairment of trade receivables and other receivables; (iii) increase in the provision for inventory impairment; (iv) fair value losses on investment properties; and (v) decrease in rental income.

The Group changed its financial year end date from 31 March to 31 December at the end of 2023. Accordingly, the 2023 financial period covered the nine months ended 31 December 2023 whereas the preceding financial period covered the twelve months ended 31 March 2023. Therefore, the relevant figures shown are not directly comparable.

#### 財務回顧

本集團的財務管理目標主要是通過堅實穩定的資本基礎，確保其長遠可持續發展，並同時達至財務穩健。

集團通過境內外銀行貸款和銀行間及資本市場不同融資渠道積極管理融資結構，以實現最佳資本架構及債務到期組合。截至2023年12月31日，本集團總計息債務為317.523億港元(2023年3月31日：328.308億港元)；資本負債比率為84.0%(2023年3月31日：71.0%)。此外，於2023年12月31日，現金及銀行存款為11.436億港元(2023年3月31日：25.251億港元)。

與去年財政年度比較，本集團於本期間的收入減少13.4%至35.089億港元(2022/23財政年度：40.523億港元)。母公司擁有人應佔淨虧損為43.175億港元(2022/23財政年度盈利：7.000億港元)。每股基本虧損為37.73港仙(2022/23財政年度盈利：6.34港仙)。母公司擁有人應佔虧損及每股基本虧損減少主要(i)金融資產公平值虧損；(ii)應收及其他應收款項之資產減值；(iii)存貨減值撥備增加；(iv)投資物業公平值虧損；及(v)租賃收入下跌所致。

本集團於2023年底將財政年度年結日由3月31日更改為12月31日。因此，本財政期涵蓋截至2023年12月31日止的九個月，而上個財政期則涵蓋截至2023年3月31日止的十二個月。因此相關顯示的數字不可直接比較。

## Management Discussion and Analysis (Continued)

### 管理層討論及分析(續)

#### Revenue

Revenue for the Period decreased by 13.4% to HK\$3,508.9 million (FY2022/23: HK\$4,052.3 million) comparing with last fiscal year. The decrease was mainly attributable to decrease in recurring income during the Period.

#### 收入

與去年財政年度比較，本期內的收入減少13.4%至35.089億港元(2022/23財政年度：40.523億港元)，減少主要原因是由於本期內持續性收入減少所致。

		For the nine months ended 31 December 2023 截至 12月31日 2023年 HK\$'000 千港元	For the year ended 31 March 2023 截至 3月31日 2023年 HK\$'000 千港元	Change 變幅 %
Sale of properties	物業銷售	2,522,694	2,372,775	+6.3
Recurring income	持續性收入	986,232	1,679,487	-41.3
Property leasing income	物業租金收入	456,863	775,809	-41.1
Other recurring revenue	其他持續性收入	529,369	903,678	-41.4
		3,508,926	4,052,262	-13.4

#### Sales of Properties

Revenue from sale of properties increased by 6.3% to HK\$2,522.7 million (FY2022/23: HK\$2,372.8 million). The increase was mainly due to the fact that during the Period, more properties that had completed contract sales in previous periods were delivered during the Year. Due to the overall property market situation, property contract sales during the Period recorded a deep adjustment compared to the same period last year.

#### 銷售物業

銷售物業收入增加6.3%至25.227億港元(2022/23財政年度：23.728億港元)。增加主要原因是由於本期內有較多的在之前期間已經完成合同銷售的物業在本期內完成物業交付。由於整體物業市場情況，期內物業合同銷售比對去年同期錄得深度調整。



#### Property Leasing Income

The Group intends to retain certain of trade centre units for self-use or rental purposes. Meanwhile, the Group also provide property management services for its trade centres, shops and residential properties delivered and in use. Given the diversity of its property types and industries in China South City projects, the Group's business management division continued to provide diversified leasing and property management services, to cater the needs of different property types and industries across respective projects during the Year. The Group disposed of 50% equity interest in First Asia Pacific Group which engages in the provision of property management services of China South City projects had been completed in December 2022. Since then, the disposal was classified as a discontinued operation, and the Group did not record related property management service income. Property leasing income will become an important component of the recurring income of the Group in the long run. CSC Shenzhen, being the more mature project in the Group's portfolio, contributed a substantial part of the property leasing income. During the Period, due to decline of leasing demand, the Group's property rental income was HK\$456.9 million, an annualized decrease of 21.5% compared with the same period of last fiscal year (FY2022/23 financial year: HK\$775.8 million).

#### Other Recurring Revenue

Other recurring revenue decreased by 41.4% to HK\$529.4 million (FY2022/23: HK\$903.7 million). Revenue from logistics and warehousing services was HK\$179.0 million (FY2022/23: HK\$267.8 million) due to the decrease in the third party logistic services income for the Period, and the revenue from outlet operations was HK\$261.5 million (FY2022/23: HK\$296.0 million).

#### Cost of Sales

The Group's cost of sales mainly includes construction costs, capitalized interest and land costs of properties sold, and operating costs of recurring business. During the Period, the cost of sales decreased by 16.5% to HK\$2,700.2 million (FY2022/23: HK\$3,232.2 million).

#### Gross Profit

Gross profit decreased by 1.4% to HK\$808.7 million (FY2022/23: HK\$820.0 million). During the Period, gross profit margin increased to 23.0% (FY2022/23: 20.2%), which was mainly due to the relatively high in average selling price of properties previous sold.

#### 物業租賃收入

本集團規劃保留若干商品交易中心商舖作為自營和出租用途。與此同時，本集團亦為已交付及投入使用的交易中心、商舖及住宅的項目提供物業管理服務。由於本集團的物業類型及產業具有多樣化性，本集團商管團隊於本報告期間繼續提供多樣化的租賃服務，以支持各地項目內的不同物業類型及產業的所需。於2022年12月，本集團完成出售從事為華南城項目提供物業管理服務的第一亞太集團50%股權。自此，出售事項分類為終止經營業務，因此本集團於本期間並無錄得相關物業管理服務收入。長遠而言，物業租賃收入將是本集團持續性收入的重要組成部分。深圳華南城是本集團項目組合中較成熟的項目，也是物業租賃收入的主要貢獻單位。於本期間，因租賃需求下降，本集團的物業租賃收入4.569億港元，年化後較去年同一財政年度(2022/23財政年度：7.758億港元)減少21.5%。

#### 其他持續性收入

其他持續性收入減少41.4%至5.294億港元(2022/23財政年度：9.037億港元)。因第三方物流服務收入減少引致物流及倉儲服務收入於本期內為1.790億港元(2022/23財政年度：2.678億港元)，及奧特萊斯營業收入為2.615億港元(2022/23財政年度：2.960億港元)。

#### 銷售成本

本集團的銷售成本主要包括已售物業的建築成本、資本化利息和土地成本及各持續性收入業務的運營成本。在本期內，銷售成本減少16.5%至27.002億港元(2022/23財政年度：32.322億港元)。

#### 毛利

毛利下降1.4%至8.087億港元(2022/23財政年度：8.200億港元)。於本期內，毛利率上升至23.0%(2022/23財政年度：20.2%)，主要是來源於前期已預售物業平均銷售單價較高所致。

### Other Income and (Losses)/Gains

During the Period, other income decreased by 40.1% to HK\$95.5 million (FY2022/23: HK\$159.5 million), which was mainly attributable to the decrease in interest income and government grant. In addition, other losses increased from HK\$19.8 million for the corresponding period of last year to HK\$632.9 million, which was mainly attributable to the fair value losses on financial liabilities at fair value through profit or loss during the Period.

### Fair Value (Losses)/Gains on Investment Properties

The fair value losses on investment properties were HK\$2,317.4 million (FY2022/23: Gains of HK\$151.6 million), mainly due to the decrease in demand for leasing.

For each of the interim and annual financial reporting date, the Group appoints an independent professional qualified valuer to determine the fair value of our investment properties. The change in fair value of our investment properties may be affected by a variety of internal and external factors, such as rental area, rental rate, market prices of comparable properties.

### Selling and Distribution Expenses

The Group's selling and distribution expenses decreased by 24.1% to HK\$166.0 million (FY2022/23: HK\$218.7 million). The decrease was mainly attributable to the implementation of effective cost control measures over marketing activities on the sales of properties during the Period.

### Administrative Expenses

Administrative expenses decreased by 22.0% to HK\$660.0 million (FY2022/23: HK\$846.7 million), mainly because the Period lasted only nine months, average monthly expenses were similar to last year.

### Other Expenses

Other expenses increased by 91.6% to HK\$1,670.5 million (FY2022/23: HK\$871.7 million), which was mainly attributable to the impairment of trade receivables, properties held for sales and financial assets included in prepayments, other receivables and other assets and other long-term receivables.

### 其他收入及(虧損)/收益

於本期內，其他收入減少40.1%至0.955億港元(2022/23財政年度：1.595億港元)，主要是由於來自利息收入及政府獎補的減少。另外，其他虧損由去年同期的0.198億港元增加至6.329億港元，主要於本期內，透過損益以公平值列賬之金融負債之公平值虧損之虧損所致。

### 投資物業公平值(虧損)/收益

投資物業公平值虧損為23.174億港元(2022/23財政年度：收益1.516億港元)主要由於租賃需求下降所致。

於各中期及年度財務報告日，本集團均委聘一家獨立專業合資格估價師，以評估本集團的投資物業的公平值。投資物業公平值的改變，將受到各種內部和外部因素的影響，例如出租面積、租金率、可比物業的市場價格等。

### 銷售及分銷開支

本集團的銷售及分銷開支減少24.1%至1.660億港元(2022/23財政年度：2.187億港元)，下降主要由於本期內在物業銷售推廣方面推行多項成本管理措施所致。

### 行政開支

行政開支降低22.0%至6.600億港元(2022/23財政年度：8.467億港元)，主要是由於本期間只有九個月時間，平均月度支出與去年相若。

### 其他開支

其他開支增加91.6%至16.705億港元(2022/23財政年度：8.717億港元)。主要是由於應收貿易賬款、持作銷售物業、預付款項、其他應收款項及其他資產及其他長期應收款之金融資產減值所致。

### Finance Costs

Finance costs was HK\$633.7 million (FY2022/23: HK\$769.4 million). By optimizing the financial structure, the Group's weighted average effective interest rate decreased to 7.3% as at 31 December 2023 (31 March 2023: 8.1%). The weighted average effective interest rate of bank and other borrowings and senior notes are 6.8% and 8.2% respectively as at 31 December 2023 (31 March 2023: 7.6% and 9.0%).

### Share of Profits of Associates

During the Period, the Group recorded share of profits of associates of HK\$98.9 million (FY2022/23: 36.1 million), which was primarily attributable to the profits contributed by First Asia Pacific Group during the Period.

### Tax

Income tax reported a credit of HK\$759.8 million (FY2022/23: HK\$3.9 million), which was due to deferred taxation arising from impairment of assets and fair value losses on financial liabilities at fair value through profit or loss during the Period.

### Liquidity and Financial Resources

The Group finances its development and operations primarily through internally generated funds, bank and other borrowings, and the issuance of different types of bonds and notes on the onshore and offshore market, which includes but not limited to senior notes, short-term notes, medium-term notes, corporate bonds and domestic company bonds. The Group will continue to explore different financing means and to extend its financing channels.

### Cash and Bank Balances

As at 31 December 2023, the Group had HK\$1,143.6 million cash and bank balances (31 March 2023: HK\$2,525.1 million), of which HK\$913.6 million were restricted cash (31 March 2023: HK\$1,150.4 million). The Group's cash and bank balances were primarily denominated in Renminbi, HK dollars and US dollars.

Subsequent to 31 December 2023, the Group have paid the principal and interest of senior notes amounting to approximately US\$22,442,000 and the principal and interest of bank and other borrowings amounting to approximately HK\$971.1 million.

### 融資成本

融資成本為6.337億港元(2022/23財政年度：7.694億港元)。於2023年12月31日，由於財務結構優化，本集團的加權平均有效利率下降至7.3%(2023年3月31日：8.1%)。於2023年12月31日，計息銀行及其他借貸及優先票據的加權平均有效利率分別是6.8%及8.2%(2023年3月31日：7.6%及9.0%)。

### 應佔聯營公司之利潤

本期內，本集團錄得應佔聯營公司之利潤0.989億港元(2022/23財政年度：0.361億港元)，主要是由於本期間的第一亞太集團利潤貢獻所致。

### 稅項

所得稅錄得7.598億港元的回撥(2022/23財年：3.9百萬港元)，乃由於本期內因資產減值及按公平值計入損益的金融負債的公平值虧損而產生的遞延稅項回撥所致。

### 流動資金及財務資源

本集團主要透過內部產生的資金、銀行及其他借貸、在境內和境外市場發行各種票據和債券，包括但不限於優先票據、短期融資券、中期票據、企業債券和境內公司債券等融資撥付其業務發展及運營所需資金。本集團將一如既往不斷探討不同的融資方式，並拓展其融資渠道。

### 現金及銀行存款

於2023年12月31日，本集團持有現金及銀行存款為11.436億港元(2023年3月31日：25.251億港元)，其中受限現金為9.136億港元(2023年3月31日：11.504億港元)。本集團持有的現金及銀行存款主要以人民幣、港元及美元為單位。

2023年12月31日之後，本集團已支付優先票據本金及利息約22,442,000美元，銀行及其他借款本金及利息約9.711億港元。



## Management Discussion and Analysis (Continued)

### 管理層討論及分析(續)

#### Borrowing and Charges on the Group's Assets

As at 31 December 2023, the total interest-bearing debts of the Group were HK\$31,752.3 million (31 March 2023: HK\$32,830.8 million). The details of borrowings and charges on the Group's assets are set out below.

#### Interest-bearing Bank and Other Borrowings

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

#### 借貸及本集團資產抵押

於2023年12月31日，本集團的計息債務為317.523億港元(2023年3月31日：328.308億港元)，本集團的借貸和抵押資產詳見如下。

#### 計息銀行及其他借貸

下表載列本集團計息銀行及其他借貸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：

		For the nine months ended 31 December 2023 截至2023年 12月31日 止九個月 HK\$'000 千港元	For the year ended 31 March 2023 截至2023年 3月31日 止年度 HK\$'000 千港元
<b>Interest-bearing bank and other borrowings</b>	<b>須償還銀行貸款及其他借貸</b>		
<b>repayable:</b>			
Within one year	一年內	7,403,739	11,862,881
Between one and two years	一年至兩年	4,288,092	1,725,349
Between three and five years	三年至五年	4,862,537	2,617,039
More than five years	五年以上	4,741,412	5,073,887
Total	總額	21,295,780	21,279,156
<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	6,604,133	8,390,363
Floating interest rate	浮動利率	14,691,647	12,888,793
Total	總額	21,295,780	21,279,156

As at 31 December 2023, the Group's interest-bearing bank and other borrowings of approximately HK\$20,707.0 million were secured by certain buildings, investment properties, properties under development, properties held for sales and bank deposits with a total carrying value of approximately HK\$54,013.0 million. All interest-bearing bank and other borrowings of the Group were denominated in HK dollars, Renminbi or US dollars.

Subsequent to 31 December 2023, the Company did not repay a principal of US\$12 million (equivalent to HK\$91 million) and interest of US\$13 million (equivalent to HK\$101 million) for certain senior notes due in February 2024. As of the date of this report, the total amount of defaulted and/or cross-defaulted on certain borrowings is approximately HK\$30,956 million.

### Issuance of Notes

#### Senior Notes

During the Year, the Company has obtained the consent from the note holders that the 9.0% senior notes due July 2024 were extended for further thirty-seven months and the corresponding new maturity date and the interest rates notes were 19 August 2027 and 4.5% respectively.

Subsequent to 31 December 2023, the Company did not repay a principal of US\$12 million (equivalent to HK\$91 million) and interest of US\$13 million (equivalent to HK\$101 million) for certain senior notes due in February 2024. As of the date of this report, the total amount of defaulted and/or cross-defaulted on certain borrowings is approximately HK\$30,956 million.

於2023年12月31日，本集團的計息銀行及其他借貸中約為207.070億港元是以若干樓宇、投資物業、發展中物業、持作銷售物業及銀行存款作抵押，其賬面總值約為540.130億港元。本集團所有其他計息銀行及其他借貸均以港元、人民幣或美元為單位。

於2023年12月31日後，本公司無償還於2024年2月到期的若干優先票據的1,200萬美元本金(相當於0.91億港元)及1,300萬美元利息(相當於1.01億港元)。截止到本報告日，若干借款的違約及／或交叉違約總額約309.56億港元。

### 票據之發行

#### 優先票據

本年度，本公司已取得票據持有人同意，將2024年7月到期的9.0%優先票據再展期三十七個月，相應的新到期日及利率票據分別為2027年8月19日和4.5%。

於2023年12月31日後，本公司無償還於2024年2月到期的若干優先票據的1,200萬美元本金(相當於0.91億港元)及1,300萬美元利息(相當於1.01億港元)。截止到本報告日，若干借款的違約及／或交叉違約總額約309.56億港元。

## Management Discussion and Analysis (Continued)

### 管理層討論及分析(續)

Other details of movement during the Period are set out below:

本期內的其他變動詳情載列如下：

		9.0% senior notes due April 2024	9.0% senior notes due June 2024	4.5% senior notes due August 2027 (9.0% senior notes due July 2024)	9.0% senior notes due October 2024	9.0% senior notes due December 2024
		2024年4月到期 之優先票據	2024年6月到期 之優先票據	2027年8月到期 之優先票據 (9.0% 之優先票據)	2024年10月到期 之優先票據	2024年12月到期 之優先票據
ISIN	ISIN	XS2085883119	XS2120092882	XS1720216388	XS2238030162	XS2227909640
		US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元
Issued nominal value	發行面值	350,000	350,000	300,000	225,000	370,000
As at 1 April 2023	於2023年4月1日	306,240	321,780	262,675	213,750	360,750
Interest capitalized	利息資本	-	-	1,704	-	-
Redeem upon maturity	到期時回購	(17,400)	(34,600)	(27,650)	(11,250)	(27,750)
As at 31 December 2023	於2023年12月31日	288,840	287,180	236,729	202,500	333,000

All of the notes above are listed and traded on the Singapore Stock Exchange.

上述所有票據在新加坡證券交易所上市及買賣。

As at 31 December 2023, the carrying value of Senior Notes were HK\$10,456.5 million (31 March 2023: HK\$11,551.6 million). The Senior Notes are jointly guaranteed by certain subsidiaries and part of the Senior Notes are secured by pledges of share of certain subsidiaries.

於2023年12月31日，優先票據的賬面值為104.565億港元(2023年3月31日：115.516億港元)。優先票據由若干附屬公司共同擔保，部份優先票據由若干附屬公司之股份作抵押擔保。

### Gearing Ratio

The Group's gearing ratio (net debt divided by total equity) was 84.0% as at 31 December 2023 (31 March 2023: 71.0%).

### 資本負債比率

本集團於2023年12月31日的資本負債比率(債務淨額除權益總額)為84.0%(2023年3月31日：71.0%)。



### Net Current Assets and Current Ratio

As at 31 December 2023, the Group had net current assets of HK\$6,603.8 million (31 March 2023: HK\$11,499.8 million) and a current ratio of 1.17 (31 March 2023: 1.28).

### Contingent Liabilities

The Group has provided guarantees mainly with respect to banking facilities granted by certain banks in connection with mortgage loans made by purchasers of the Group's trade centres and residential properties, and bank loans made by lessees of the Group's residential and commercial properties. The guarantees granted to purchasers of trade centres and residential properties will be released when the purchasers obtain building ownership certificates, which will then be pledged to the banks. For leased residential and commercial properties, the guarantees will be released accordingly when the lessees repaid the loan. Further details to the above and other matters will be set out in notes to the financial statements.

Pursuant to the investment agreement dated 16 December 2022, China South City Group Co., Ltd. ("the Seller"), China South International Industrial Materials City (Shenzhen) Co., Ltd. ("China South International") and Xi'an China South City Co., Ltd. ("the Target Company") granted to (Shenzhen Shenji No. 1 Industrial Park Investment and Operation Co., Ltd. ("the Subscriber") the Put Option (the "Put Option"), pursuant to which the Subscriber is entitled to sell at its discretion all or part of the shares held by it in the Target Company to the Seller and/or China South International from the date falling 54 months after completion, where certain events do not occur, at the exercise price.

The exercise price shall be calculated based on the following formula and be settled in cash:

$$\text{Exercise price} = A + A \times B \times C / 360 - D$$

A = subscription consideration actually paid by the Subscriber

B = a return rate of 6.0%

C = actual number of days from the date on which the subscription consideration is paid by the Subscriber to the date on which the exercise price is received by the Subscriber

D = dividend of the Target Company distributed to and actually received by the Subscriber (if any)

### 流動資產淨值及流動比率

於2023年12月31日，本集團流動資產淨值為66.038億港元(2023年3月31日：114.998億港元)，流動比率為1.17(2023年3月31日：1.28)。

### 或然負債

本集團主要為其交易中心及住宅物業買家與銀行訂立的按揭貸款以及其住宅及商業物業承租人與銀行訂立的銀行貸款提供擔保。授予買家的擔保將於買家取得房地產所有權證，並於其後抵押予銀行時解除。就租賃住宅及商業物業而言，擔保將於承租人償還貸款時相應解除。以上及其他事宜的進一步詳情將載於財務報表附註內。

根據2022年12月16日的投資協議，華南城集團有限公司(「賣方」)、華南國際工業原料城(深圳)有限公司(「華南國際」)和西安華南城有限公司(「目標公司」)，授予認購方深圳市深基壹號產業園區投資運營有限公司(「認購方」)認沽期權(「認沽期權」)，據此，倘若若干事件未發生，認購方有權自交割後滿54個月之日起，酌情以行使價向賣方和/或華南國際出售其在目標公司所持的全部或部分股份。

行使價應基於以下公式計算，並以現金支付：

$$\text{行使價} = A + A \times B \times C / 360 - D$$

A = 認購方實際支付的認購代價

B = 6.0%的回報率

C = 認購方支付認購代價之日起計至認購方收到行使價之日結束的實際天數

D = 分配給認購方且認購方實際收到的目標公司股息(倘有)

As of the end of the period, the actual subscription consideration paid by the subscriber was RMB3,500.0 million. As of 31 December 2023, the fair value of the Put Option was HK\$1,070.1 million and has been recognized as a financial liability at fair value through profit and loss.

### Commitments

As at 31 December 2023, the Group had future capital expenditure contracted but not yet provided for amounting to HK\$6,430.6 million (31 March 2023: HK\$9,808.4 million).

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

On 16 December 2022, an indirect wholly-owned subsidiary of the Company, China South City Group Co., Ltd (“China South City Group”), a direct wholly-owned subsidiary of the Company, China South International Industrial Materials City (Shenzhen) Co., Ltd. (“Shenzhen China South City”) and Shenzhen Shenji No. 1 Industrial Park Investment and Operation Co., Ltd. (“Shenzhen Shenji No. 1”) entered into the investment agreement, pursuant to which Shenzhen Shenji No. 1 agreed to subscribe, and the Xi’an China South City Co., Ltd. (“Xi’an China South City”) agreed to issue, the Subscription Shares at the Subscription Consideration of RMB5 billion. The completion of the disposal of Xi’an China South City took place in May 2023. Upon completion, China South City Group has become interested approximately 30.65% in Xi’an China South City and Xian China South City has become an associate of the Company. As of 31 December 2023, the Subscription Consideration received amounts to RMB3.5 billion. Further details of the above disposal of Xi’an China South City were disclosed in the Company’s announcement dated 18 December 2022. For the nine months ended 31 December 2023, the Company has no other significant investments or material acquisitions or disposals of subsidiaries and associates.

截止本期末，認購方實際支付的認購代價為人民幣35億元。於2023年12月31日，認沽期權的公允價值為10.701億港元，已被確認為透過損益以公平值列賬之金融負債。

### 承擔

於2023年12月31日，本集團的已訂約但未計提撥備的未來資本開支金額為64.306億港元(2023年3月31日：98.084億港元)。

### 所持的重大投資、附屬公司及聯營公司的重大收購及出售

於2022年12月16日，本公司的間接全資附屬公司華南城集團有限公司(「華南城集團」)、本公司的直接全資附屬公司華南國際工業原料城(深圳)有限公司與深圳市深基壹號產業園區投資運營有限公司(「深圳市深基壹號」)訂立投資協議，據此，深圳市深基壹號同意以人民幣50億元的認購代價對認購股份進行認購，而西安華南城有限公司(「西安華南城」)同意以該價款發行認購股份。出售西安華南城已於2023年5月完成。完成後，華南城集團擁有西安華南城約30.65%股權，而西安華南城成為本公司的聯營公司。截至2023年12月31日，已收認購代價人民幣35億元。上述出售西安華南城之進一步詳情已於本公司日期為2022年12月18日的公告中披露。截至2023年12月31日止九個月，本集團並無收購及出售其他附屬公司及聯營公司的重大投資。

#### Foreign Exchange Risk

The Group conducts its business primarily in Renminbi. The income and bank deposits of the Group were substantially denominated in Renminbi to meet the Group's development and operation needs in the PRC. Other than the bank deposits, bank borrowings and senior notes denominated in foreign currency, the Group does not have any other material exposure to foreign exchange risk.

The Group continues to adopt a proactive approach to closely monitor the foreign currency market and explore the domestic capital market for financing opportunities. Other hedging arrangements will be made if such need arises.

#### Economic, Commercial and Other Risks

The Group may be affected by multiple uncertainties, which may lead to a decrease in property sales and prices, property rental income and occupancy rates, as well as a decrease in demand for the supporting services and facilities it provides. It may also result in credit constraints and increased financing and other operating costs. As the Group takes time to develop, it may be affected by various risks. Although the Group engages high-quality partners for project development, it may still be affected by risks arising from the quality and safety of the products and services they provide. The management of the Group will make timely adjustments in response to such changes and risks. The Group's further approach to managing financial risks are set out in the notes to the financial statements.

#### Land for Projects and Restriction on Sales

The Group enters into project agreements with local governments prior to the development of all projects in order to outline the long-term blueprints of relevant projects. These agreements generally set out the size and use of lands and the related development plans. However, the actual acquisition of lands, land area and terms and conditions of such acquisition are subject to the relevant regulations and local governments' requirements, the Group's development plans and the results of the relevant public tender, auction and listing. Since the development of each of these projects may last for more than ten years, the Group and the local government may discuss to adjust the details of these agreements to align with the actual needs of developments.

#### 外匯風險

本集團之業務主要以人民幣進行。本集團之收入及銀行存款大部分為人民幣，以滿足其在國內的發展和運營所需。除以外幣計值的銀行存款、銀行借貸、優先票據外，本集團並沒有其他重大的外匯風險。

本集團繼續採納積極態度密切監察外幣市場，同時開拓國內資本市場以爭取融資機會，並在需要時作出匯率對沖之其他安排。

#### 經濟、商業及其他風險

本集團或受到多重不確定因素影響，或會導致物業銷售及其價格、物業租金及佔有率下降，以及對其提供的配套服務與設施需求的下降。其亦或會導致信貸受限、融資及其他運營成本上升。由於本集團開發需時，其或受到多種風險影響。儘管本集團委聘優質合作夥伴進行項目開發，但仍可能受其提供產品與服務之品質及安全性所帶來風險的影響。本集團管理層將因應該等變化和風險做出適時調整。本集團進一步管理財務風險的辦法載於財務報表附註內。

#### 項目土地及銷售限制

本集團在發展各項目均與當地政府簽訂項目協議，以勾畫相關項目長遠的概要藍圖，該等協議一般會就項目土地規模、性質及發展作概要約定，但實質土地的取得、土地面積及取得之條款將按相關規定、當地政府要求、本集團的發展規劃及招拍掛的結果為準。由於各項目的發展期間可能超過十年，本集團及當地政府可能會因應項目發展的需要而協商調整協議內容。



The pace of the land acquisition and project development depends on the progress of the Group's planning, as well as the procedural formalities as determined by the local government departments. As the procedures and requirements set by different local governments vary, the Group may adjust the development of each project according to relevant conditions. In view of its substantial land bank and flexibility in project planning, the Group believes such circumstances will not have material impact on its development as a whole.

Pursuant to certain project and land related contracts and documents, some of the land acquired by the Group may have sales restrictions on properties built on it. According to the Group's business model, the Group intends to hold certain trade centres and commercial facilities for leasing and self-use, the related sales restrictions will not have significant impact on the Group.

### Human Resources

As at 31 December 2023, the Group had a workforce of 2,787 employees (including associate companies). The Group aims to optimize the organizational structure and talent structure to further control operating costs, remunerations and other benefits of employees are reviewed annually in response to both market conditions and trends, and are based on qualifications, experience, responsibilities and performance. In addition to basic salaries and other staff benefits, discretionary bonuses and share options may be awarded to employees who display outstanding performance and contributions to the Group.

### Clarification in relation to the annual results announcement for the nine months ended 31 December 2023

Reference is made to the annual results announcement for the nine months ended 31 December 2023 (the "Annual Results Announcement") dated 28 March 2024. The Company would like to clarify that the Group's put option liability of HK\$1,070,077,000 as at 31 December 2023 should be classified as non-current liabilities, instead of current liabilities. Accordingly, the Groups total non-current liabilities should increase by HK\$1,070,077,000 whereas the current liabilities should decrease by the same amount. Save for the above adjustments, information and contents set out in the Annual Results Announcement remain unchanged.

本集團項目土地的取得及建設的進度，除視乎內部之規劃外，亦視乎項目當地政府部門各程序之手續。各地政府的程序和要求各異，因此，本集團對各項目的發展將視乎有關情況而作相應的調整和配合，但由於本集團的項目用地充裕，規劃上具較強的彈性，本集團認為有關情況對本集團的整體發展影響不大。

根據若干項目及土地相關合同和文件，部分項目土地所建之物業存在銷售限制。按本集團商業模式，本集團規劃持有若干交易中心及商業配套設施作租賃和自用，有關銷售限制對本集團的影響不大。

### 人力資源

於2023年12月31日，本集團有僱員2,787人(含聯營公司)。本集團致力優化組織架構及人才結構，進一步控制運營成本，僱員的薪酬及其他福利乃參考市況及市場趨勢，以及按彼等的資歷、經驗、職責及表現每年進行檢討。除基本薪金及其他員工福利外，表現優秀且為本集團作出貢獻的僱員亦可獲獎勵酌情花紅及購股權。

### 有關截至2023年12月31日止九個月年度業績公告的澄清

茲提述日期為2024年3月28日的截至2023年12月31日止九個月的年度業績公告(「年度業績公告」)。1,070,077,000港元的認沽期權負債應歸類為非流動負債，而非流動負債。因此，本集團的非流動負債總額應增加1,070,077,000港元，而流動負債應減少相同金額。除上述調整外，年度業績公告所載明的資訊及內容均維持不變。

# PROJECT PORTFOLIO

## 項目組合

### Major Completed Properties held for sale/finance lease

### 主要已竣工持作銷售／融資租賃物業

Project	Location	Group's Interest	Site Area (sq.m.)	Description	Approx. GFA (sq.m.)
項目	地點	本集團權益	佔地面積 (平方米)	內容	概約建築面積 (平方米)
China South City Nanchang 南昌華南城	No. 1 Huanan Avenue, Honggutan New District, Nanchang City, Jiangxi Province, China 中國江西省南昌市紅谷灘新區 華南大道一號	100%	1,799,400	Phase 1 trade centres 一期交易中心	171,700
China South City Nanning 南寧華南城	No. 56 Shajing Avenue, Jiangnan District, Nanning City, Guangxi Zhuang Autonomous Region, China 中國廣西壯族自治區南寧市 江南區沙井大道56號	100%	728,400	Phase 1 trade centres 一期交易中心	335,800

## Project Portfolio (Continued)

### 項目組合(續)

Project	Location	Group's Interest	Site Area (sq.m.)	Description	Approx. GFA (sq.m.)
項目	地點	本集團權益	佔地面積 (平方米)	內容	概約建築面積 (平方米)
China South City Harbin 哈爾濱華南城	Tuanjie Town, Daowai District, Harbin City, Heilongjiang Province, China 中國黑龍江省哈爾濱市道外區團結鎮	100%	2,143,600	Phase 1 trade centres 一期交易中心	641,600
China South City Zhengzhou 鄭州華南城	Longhu Town, Xinzheng City, Zhengzhou City, Henan Province, China 中國河南省鄭州市新鄭市龍湖鎮	100%	3,193,800	Phase 1 trade centres 一期交易中心	555,600
China South City Hefei 合肥華南城	Fanhua Avenue, Taohua Industrial Park, Feixi County of Hefei City, Anhui Province, China 中國安徽省合肥市肥西桃花工業園繁華大道	100%	2,022,000	Phase 1 trade centres 一期交易中心	15,500
China South City Chongqing 重慶華南城	No. 1 Dongcheng Avenue, Nanpeng, Banan District, Chongqing Municipality, China 中國重慶市巴南區南彭東城大道一號	100%	2,339,300	Phase 1 trade centres 一期交易中心	416,500



## Project Portfolio (Continued)

### 項目組合(續)

## Major Investment Properties

## 主要投資物業

Project	Location	Description	Approx. GFA (sq.m.)	Lease Term
項目	地點	內容	概約建築面積 (平方米)	契約年期
1. China South City Shenzhen 深圳華南城	No. 1 Hua Nan Main Road, Pinghu, Longgang District, Shenzhen, China 中國深圳市龍崗區平湖 華南大道一號	Phase I trade centres 一期交易中心	167,100	Medium Term Lease 中期契約
		Phase I commercial and other ancillary facilities 一期商業及其他配套設施		
		– Business centres – 商務中心	22,400	Medium Term Lease 中期契約
		– Hotel properties – 酒店物業	32,100	Medium Term Lease 中期契約
		Phase II trade centres 二期交易中心	446,400	Medium Term Lease 中期契約
2. China South City Nanchang 南昌華南城	No. 1 Huanan Avenue, Honggutan New District, Nanchang City, Jiangxi Province, China 中國江西省南昌市紅谷灘新區 華南大道一號	Phase III trade centres 三期交易中心	304,800	Medium Term Lease 中期契約
		– Warehouse – 倉儲	135,600	Medium Term Lease 中期契約
		Phase I trade centres 一期交易中心	253,500	Medium Term Lease 中期契約
3. China South City Nanning 南寧華南城	No. 56 Shajing Avenue, Jiangnan District, Nanning City, Guangxi Zhuang Autonomous Region, China 中國廣西壯族自治區南寧市 江南區沙井大道56號	Phase I trade centres and offices 一期交易中心和寫字樓	555,100	Medium Term Lease 中期契約

## Project Portfolio (Continued)

### 項目組合(續)

Project	Location	Description	Approx. GFA (sq.m.)	Lease Term
項目	地點	內容	概約建築面積 (平方米)	契約年期
4. China South City Harbin 哈爾濱華南城	Tuanjie Town, Daowai District, Harbin City, Heilongjiang Province, China 中國黑龍江省哈爾濱市道外區 團結鎮	Phase I trade centres and multi purpose properties 一期交易中心和多用途物業	456,800	Medium Term Lease 中期契約
5. China South City Zhengzhou 鄭州華南城	Longhu Town, Xinzheng City, Zhengzhou City, Henan Province, China 中國河南省鄭州市新鄭市 龍湖鎮	Phase I trade centres 一期交易中心	832,300	Medium Term Lease 中期契約
6. China South City Hefei 合肥華南城	Fanhua Avenue, Taohua Industrial Park, Feixi County of Hefei City, Anhui Province, China 中國安徽省合肥市肥西桃花工業園 繁華大道	Phase I trade centres 一期交易中心	1,070,400	Medium Term Lease 中期契約
7. China South City Chongqing 重慶華南城	No. 1 Dongcheng Avenue, Nanpeng, Banan District, Chongqing Municipality, China 中國重慶市巴南區 南彭東城大道一號	Phase I trade centres 一期交易中心	439,700	Medium Term Lease 中期契約

## Project Portfolio (Continued)

### 項目組合(續)

#### Properties under Development

#### 發展中物業

Project/Location	Group's Interest	Site area <sup>(1)</sup> (sq.m.)	Gross Land Bank Area <sup>(2)</sup> (sq.m.)	Description	Properties under Development (sq.m.)	Stage of completion	Estimated completion calendar year <sup>(3)</sup>
項目/地點	本集團權益	佔地面積 <sup>(1)</sup> (平方米)	土地儲備面積合計 <sup>(2)</sup> (平方米)	內容	發展中物業 (平方米)	完成階段	預計竣工曆年 <sup>(3)</sup>
<b>1. China South City Shenzhen</b> 深圳華南城 No. 1 Hua Nan Main Road, Pinghu, Longgang District, Shenzhen, China 中國深圳市龍崗區平湖 華南大道一號	100%	1,023,500	1,757,300	Trade centres, warehouse and other ancillary facilities 交易中心、倉儲及其他配套設施	243,300	Foundation work and superstructure in progress 地基工程及上蓋工程進行中	2024
<b>2. China South City Nanchang</b> 南昌華南城 No. 1 Huanan Avenue, Honggutan New District, Nanchang City, Jiangxi Province, China 中國江西省南昌市紅谷灘新區 華南大道一號	100%	1,799,400	3,180,000	Trade centres, residential, commercial, warehouse and other ancillary facilities 交易中心、住宅、商業、倉儲及其他配套設施	1,741,100	Foundation work and superstructure in progress 地基工程及上蓋工程進行中	2024
<b>3. China South City Nanning</b> 南寧華南城 No. 56 Shajing Avenue, Jiangnan District, Nanning City, Guangxi Zhuang Autonomous Region, China 中國廣西壯族自治區南寧市 江南區沙井大道56號	100%	728,400	2,380,800	Trade centres, warehouse and other ancillary facilities 交易中心、倉儲及其他配套設施	848,100	Foundation work and superstructure in progress 地基工程及上蓋工程進行中	2024
<b>4. China South City Xi'an (Qianlong)</b> 西安華南城(乾龍) East and West Six Horizons of Xi'an Jinghe Industrial Park (North District), Xi'an City, Shaanxi Province, China 中國陝西省西安市西安涇河工業園 (北區)東西六橫	100%	58,200	116,500	Commercial and other ancillary facilities 商業及其他配套設施	116,500	Planning 規劃中	-
<b>5. China South City Harbin</b> 哈爾濱華南城 Tuanjie Town, Daowai District, Harbin City, Heilongjiang Province, China 中國黑龍江省哈爾濱市道外區團結鎮	100%	2,143,600	6,421,500	Trade centres, residential, commercial, hotels, warehouse and other ancillary facilities 交易中心、住宅、商業、酒店、倉儲及其他 配套設施	4,301,500	Foundation work and superstructure in progress 地基工程及上蓋工程進行中	2024

## Project Portfolio (Continued)

### 項目組合(續)

Project/Location	Group's Interest	Site area <sup>(1)</sup> (sq.m.)	Gross Land Bank Area <sup>(2)</sup> (sq.m.)	Description	Properties under Development (sq.m.)	Stage of completion	Estimated completion calendar year <sup>(3)</sup>
項目/地點	本集團權益	佔地面積 <sup>(1)</sup> (平方米)	土地儲備面積合計 <sup>(2)</sup> (平方米)	內容	發展中物業 (平方米)	完成階段	預計竣工曆年 <sup>(3)</sup>
<b>6. China South City Zhengzhou</b> <b>鄭州華南城</b> Longhu Town, Xinzheng City, Zhengzhou City, Henan Province, China 中國河南省鄭州市新鄭市 龍湖鎮	100%	3,193,800	8,153,400	Trade centres, residential, commercial, warehouse and other ancillary facilities 交易中心、住宅、商業、倉儲及其他配套設施	4,891,600	Foundation work and superstructure in progress 地基工程及上蓋工程進行中	2024
<b>7. China South City Hefei</b> <b>合肥華南城</b> Fanhua Avenue, Taohua Industrial Park, Feixi County of Hefei City, Anhui Province, China 中國安徽省合肥市肥西 桃花工業園繁華大道	100%	2,022,000	3,740,400	Trade centres, commercial, warehouse and other ancillary facilities 交易中心、商業、倉儲及其他配套設施	1,830,200	Foundation work and superstructure in progress 地基工程及上蓋工程進行中	2024
<b>8. China South City Chongqing</b> <b>重慶華南城</b> No. 1 Dongcheng Avenue, Nanpeng, Banan District, Chongqing Municipality, China 中國重慶市巴南區南彭東城大道一號	100%	2,339,300	5,891,700	Trade centres, residential, commercial, warehouse and other ancillary facilities 交易中心、住宅、商業、倉儲及其他配套設施	3,416,200	Foundation work and superstructure in progress 地基工程及上蓋工程進行中	2024

#### Notes:

- (1) Represents the land area acquired by the Group as at 31 December 2023.
- (2) Gross land bank area in term of GFA equals to the sum of total completed GFA available for sale and leasable GFA, total GFA under development and held for future development (including public space area). The actual GFA to be built may vary subsequently according to needs of the Group.
- (3) Represents the estimated time for completing the first phase of the project.

#### 附註：

- (1) 代表本集團於2023年12月31日已購得之土地。
- (2) 土地儲備面積等於已竣工可供銷售總建築面積及可出租總建築面積，開發中及持作未來開發的總建築面積的總和(包括公共面積)，後續實際建設的面積可能會因應本集團的需要而有所變更。
- (3) 代表該項目首期竣工的估計時間。



# FIVE YEARS' FINANCIAL SUMMARY

## 五年財務概要

### Summary of Consolidated Statement of Profit or Loss 綜合損益表概要

		For the nine months ended 31 December 截至12月31日止 九個月 2023 HK\$'000 千港元	For the year ended 31 March 截至3月31日止年度			
		2023 HK\$'000 千港元	2022 HK\$'000 千港元	2021 HK\$'000 千港元	2020 HK\$'000 千港元	
<b>RESULTS</b>	<b>業績</b>					
<b>CONTINUING OPERATIONS</b>	<b>持續經營業務</b>					
Revenue	收入	3,508,926	4,052,262	9,615,923	10,786,212	9,465,944
Gross Profit	毛利	808,681	820,035	2,847,639	4,766,129	4,438,176
(Loss)/profit before tax from continuing operations	來自持續經營業務之 稅前(虧損)/利潤	(5,077,435)	(1,559,162)	1,511,302	3,299,849	4,431,119
Income tax credit/(expenses)	所得稅回撥/(開支)	759,845	3,856	(834,738)	(957,361)	(1,823,668)
(Loss)/profit for the period/year from continuing operations	來自持續經營業務之 本期/年度(虧損)/ 利潤	(4,317,590)	(1,555,306)	676,564	2,342,488	2,607,451
<b>DISCONTINUED OPERATION</b>	<b>已終止經營業務</b>					
Profit for the period/year from a discontinued operation	來自已終止經營業務之 本期/年度利潤	–	2,254,801	82,560	72,641	20,697
(Loss)/profit for the period/year	本期/年度(虧損)/利潤	(4,317,590)	699,495	759,124	2,415,129	2,628,148
Attributable to:	下列各方應佔：					
Owners of the parent	母公司擁有人	(4,317,462)	699,984	760,200	2,415,498	2,633,141
Non-controlling interests	非控股權益	(128)	(489)	(1,076)	(369)	(4,993)
<b>(Losses)/Earnings per share attributable to ordinary equity holders of the parent</b>	<b>歸屬於母公司普通股 權益持有人之 每股(虧損)/盈利</b>					
Basic	基本	HK(37.73) cents 港仙	HK6.34 cents 港仙	HK9.39 cents 港仙	HK29.85 cents 港仙	HK32.47 cents 港仙
Diluted	攤薄	HK(37.73) cents 港仙	HK6.34 cents 港仙	HK9.39 cents 港仙	HK29.85 cents 港仙	HK32.47 cents 港仙

Five Years' Financial Summary (Continued)  
五年財務概要(續)

Summary of Consolidated Statement of Financial Position  
綜合財務狀況表概要

		As at 31 December 於12月31日	As at 31 March 於3月31日			
		2023 HK\$'000 千港元	2023 HK\$'000 千港元	2022 HK\$'000 千港元	2021 HK\$'000 千港元	2020 HK\$'000 千港元
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>					
Non-current assets	非流動資產	56,005,030	61,964,453	64,954,963	64,328,859	59,080,150
Current assets	流動資產	44,370,021	52,259,942	59,432,461	56,214,071	54,353,902
Total assets	資產總值	100,375,051	114,224,395	124,387,424	120,542,930	113,434,052
Current liabilities	流動負債	37,766,268	40,760,184	53,005,850	47,786,203	50,299,050
Non-current liabilities	非流動負債	26,162,458	30,779,209	26,291,602	31,460,177	28,252,482
Total liabilities	負債總額	63,928,726	71,539,393	79,297,452	79,246,380	78,551,532
Equity attributable to owners of parent	母公司擁有人應佔權益	36,431,814	42,670,045	45,073,744	41,278,881	34,832,726
Non-controlling interests	非控股權益	14,511	14,957	16,228	17,669	49,794
Total equity	權益總額	36,446,325	42,685,002	45,089,972	41,296,550	34,882,520

# BIOGRAPHICAL DETAILS OF DIRECTORS AND KEY MANAGEMENT

## 董事及主要管理層履歷

### Co-Chairmen

**Mr. Li Wenxiong**, aged 54, has been appointed as a Co-Chairman of the Group and a Non-Executive Director of the Company since 23 September 2022, and is primarily responsible for advising on the formulation of the Group's general business model, development strategies and major business matters as well as leading the Board together with Mr. Cheng Chung Hing. Mr. Li is currently the secretary of the Party Committee and the chairman of Shenzhen SEZ Construction and Development Group Co., Ltd.\* (深圳市特區建設發展集團有限公司) ("SZCDG") and a member of the second session of the council of China Ocean Development Foundation\* (中國海洋發展基金會第二屆理事會理事). Mr. Li had previously served as the deputy secretary of the Party Committee and the secretary of the Disciplinary Committee, a director, the general manager of the SZCDG; and also served as the deputy secretary of the Party Committee and the secretary of the Disciplinary Committee of Shenzhen Yantian Port Group Co., Ltd.\* (深圳市鹽田港集團有限公司). Mr. Li obtained a Bachelor's degree in Philosophy from Sun Yat-sen University\* (中山大學) and a Master's degree in Law from Xi'an Jiaotong University\* (西安交通大學).

**Mr. CHENG Chung Hing**, aged 63, is our Co-Chairman and an Executive Director. He is a co-founder of our Group and has been a Director since 2 August 2002. He acted as Co-Chairman of the Group from 30 September 2009 until he was re-designated as Chairman of the Group on 25 July 2017, then has been re-designated as Co-Chairman of the Group on 23 September 2022. Mr. Cheng is primarily responsible for formulating the overall strategies and assessing the performance of the Group as well as providing leadership for the Board with Mr. Li Wenxiong. He has more than 40 years of management experience in the manufacturing, wholesale and distribution businesses. Mr. Cheng is the father of Ms. Cheng Ka Man Carman, an Executive Director.

### 聯席主席

**李文雄先生**，54歲，自2022年9月23日獲委任為本集團聯席主席兼本公司非執行董事，主要負責就制定本集團的整體業務模式、發展策略及重大事項提供意見，並與鄭松興先生合力領導董事會。李先生現為深圳市特區建設發展集團有限公司(「特區建發集團」)黨委書記、董事長，兼任中國海洋發展基金會第二屆理事會理事。李先生曾任特區建發集團黨委副書記兼紀委書記、董事、總經理；亦曾兼任深圳市鹽田港集團有限公司黨委副書記兼紀委書記。李先生擁有中山大學哲學學士學位及西安交通大學法學碩士學位。

**鄭松興先生**，63歲，聯席主席兼執行董事。彼為本集團的創辦人之一，自2002年8月2日獲委任為董事。彼由2009年9月30日起擔任集團聯席主席至2017年7月25日調任為集團主席，其後於2022年9月23日調任為本集團聯席主席。鄭先生主要負責制定本集團的整體策略及評估本集團的業績，並與李文雄先生合力領導董事會。彼在製造及批發分銷業務方面擁有逾40年管理經驗。鄭先生為執行董事鄭嘉汶女士之父親。

\* For identification purpose only

#### Executive Directors

**Ms. GENG Mei**, aged 53, is our Executive Director and Chief Operating Officer. Ms. Geng joined the Group as the Chief Operating Officer of the Group since 1 April 2021, and she has been appointed as an Executive Director of the Company and the Chief Operating Officer of the Group with effect from 20 April 2021. She is primarily responsible for the overall operation and management of the Group to achieve the long-term development goals of the Group. Ms. Geng has more than 23 years of experience in the operation and management of real estate companies. Ms. Geng studied for an EMBA at Renmin University of China. Prior to joining the Group, Ms. Geng served as a cadre of the International Hotel Youth League Committee of the National Tourism Administration\*, the vice president of Beijing Xinhengji Group\*, the vice president of Beijing Huahan Group\*, the managing director of the Northern Region of Ping An Real Estate Co., Ltd. and the managing director of Headquarters Construction and Operations Centre of Ping An Real Estate Co., Ltd..

**Mr. WAN Hongtao**, aged 45, has been appointed as an Executive Director of the Company and the Group's Vice President since 16 June 2022. Mr. Wan is primarily in charge of the Company's operation management, strategic coordination and new business development. Prior to joining the Group, Mr. Wan previously held various positions in SZCDG and its certain subsidiaries, including a supervisor of Guangdong Special Construction Development East Investment Co., Ltd.\* (廣東特建發東部投資有限公司), a subsidiary of SZCDG; and the deputy director of the Discipline Inspection and Supervision Office (Office of the Board of Supervisors), the deputy director of the Office (Secretariat of the Board of Directors), and the deputy director of the Office (Secretariat of the Board of Directors) of SZCDG. Mr. Wan graduated from Nanjing University of Science and Technology with a major in Economic Law and a minor in Accounting in 2000, and obtained a Master's degree in Business Administration from Lanzhou University in 2016.

#### 執行董事

**耿梅女士**，53歲，執行董事兼集團運營總裁。耿女士於2021年4月1日加入本集團擔任集團運營總裁，並於2021年4月20日起獲委任為本公司執行董事兼集團運營總裁，負責本集團之整體營運及管理工作，以實現本集團的長遠發展目標。耿女士擁有逾23年房地產企業營運及管理經驗。耿女士曾修讀中國人民大學高級管理人員工商管理碩士。於加入本集團前，耿女士曾任國家旅遊局國際飯店團委幹部、北京新恒基集團副總裁、北京華瀚集團副總裁、平安不動產有限公司北方區域董事總經理及平安不動產有限公司總部建設運營中心董事總經理。

**萬鴻濤先生**，45歲，自2022年6月16日獲委任為本公司之執行董事兼集團副總裁，主要分管公司運營管理、戰略協同和新業務發展工作。加入本集團前，萬先生曾出任特區建發集團及其若干子公司的多個職位，包括廣東特建發東部投資有限公司(特區建發集團的子公司)監事，特區發展集團的紀檢監察室(監事會辦公室)副主任、辦公室(董事會秘書處)副主任、辦公室(董事會秘書處)主任。萬先生2000年畢業於南京理工大學，主修經濟法及輔修會計學，並於2016年取得蘭州大學工商管理碩士學位。

\* For identification purpose only



## Biographical Details of Directors and Key Management (Continued)

### 董事及主要管理層履歷(續)

**Ms. FANG Ling**, aged 45, has been appointed as an Executive Director and the Group's Financial Controller since 3 April 2024. Ms. Fang is primarily in charge of internal audit, financial management, tax management and fund management, coordinating the financing of the Company and is responsible for coordinating domestic financing, assist with overseas financing, etc. Ms. Fang previously held various positions in SZCDG and its certain subsidiaries, including the director of the operation and management department of SZCDG and a director of Shenzhen SEZ Technology Park Development Co., Ltd.\* (深圳市特區建發科技園區發展有限公司) (a subsidiary of SZCDG). Prior to joining the Group, Ms. Fang served as the deputy director of the financial management department of SZCDG, the financial controller of Shenzhen Luqiao Construction and Development Group Co., Ltd.\* (深圳市路橋建設發展集團有限公司), and the director of the financial management department of Shenzhen SEZ Investment Development Co., Ltd.\* (深圳市特區建發投資發展有限公司). Ms. Fang obtained a Bachelor of Management with a major in Accounting from the Hunan University in 2000.

**Ms. CHENG Ka Man Carman**, aged 34, has been an Executive Director since 4 May 2017. She is primarily responsible for the administration and operations of the Group. Ms. Cheng graduated from the University of London with a Bachelor of Science degree in Financial and Business Economics. She also obtained a Master of Science degree in Management from the Imperial College London and a Master of Philosophy degree in Real Estate Finance from the University of Cambridge. Prior to joining the Group, Ms. Cheng was an executive director of Man Sang International Limited, a company listed on the Main Board of The Hong Kong Stock Exchange (stock code: 938). She had also worked in a leading investment firm in Asia. Ms. Cheng is the daughter of Mr. Cheng Chung Hing, a Co-Chairman and Executive Director.

方玲女士，45歲，自2024年4月3日獲委任為執行董事兼集團財務總監，主要分管審計內控、財務管理、稅務管理和資金管理工作，統籌公司融資工作並負責境內融資、協助境外融資等。方女士曾任特區建發集團及其若干子公司的多個職位，包括特區建發集團運營管理部部長兼深圳市特區建發科技園區發展有限公司(特區建發集團的子公司)董事。加入本集團前，方女士曾任特區建發集團財務管理部副部長、深圳市路橋建設發展集團有限公司財務總監、深圳市特區建發投資發展有限公司財務管理部部長。方女士於2000年取得湖南大學管理學學士學位(主修會計)。

鄭嘉汶女士，34歲，自2017年5月4日獲委任為執行董事，主要負責本集團的行政工作，並參與本集團的運營工作。鄭女士畢業於英國倫敦大學取得金融及商業經濟學學士學位，彼亦取得英國帝國理工學院之管理學碩士學位及英國劍橋大學之房產金融碩士學位。於加盟本集團前，鄭女士為民生國際有限公司(一家於香港聯交所主板上市的公司，股份代號：938)之執行董事。彼亦曾於一間亞洲領先的投資公司任職。鄭女士為聯席主席兼執行董事鄭松興先生之女兒。

\* For identification purpose only

#### Non-Executive Directors

**Mr. FUNG Sing Hong Stephen**, aged 59, has been appointed as a Non-Executive Director of the Company since 25 August 2023. He is primarily responsible for advising on the formulation of the Group's general business models, development strategies and the resolution of major issues. Mr. Fung first joined our Group in July 2006 and since then he acted as the Group's Chief Financial Officer until 19 May 2016. He was an Executive Director of the Company from August 2014 to April 2020. Mr. Fung was the Chief Executive Officer of the Group from 1 January 2016 until he was promoted to Vice Chairman of the Group on 4 May 2017. Mr. Fung resigned as Vice Chairman of the Group and an Executive Director and was appointed as a Senior Adviser of the Group on 1 April 2020. Since then Mr. Fung has been appointed as Non-Executive Director and resigned as Senior Adviser on 25 August 2023. Mr. Fung has more than 30 years of experience in financial management, mergers and acquisitions, capital markets financing and corporate restructuring. Prior to joining our Group, Mr. Fung was an executive director and the chief financial officer of Guangdong Investment Limited ("GDI"). Before joining GDI, Mr. Fung served as an executive director and the chief financial officer of Guangdong Land Holdings Limited (formerly known as Kingway Brewery Holdings Limited) ("GDL"). Both GDI and GDL are companies listed on the Main Board of The Hong Kong Stock Exchange (stock codes: 270 and 124, respectively). Mr. Fung graduated from the University of Wales, United Kingdom with a master's degree in business administration. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and a member of the American Institute of Certified Public Accountants. Mr. Fung is a Hong Kong Accounting Advisor appointed by the Ministry of Finance of the People's Republic of China, a member of the Hong Kong Election Committee, a member of the Advisory Committee of the Accounting and Financial Reporting Council in Hong Kong, a vice president of the Association of Hong Kong Accounting Advisors, the former president of the Hong Kong Business Accountants Association, an executive committee member of the Hong Kong Professionals and Senior Executives Association, a standing member of the Chongqing Committee of the Chinese People's Political Consultative Conference and an executive vice president of the Hong Kong Chongqing Friendship Federation.

#### 非執行董事

**馮星航先生**，59歲，自2023年8月25日獲委任為本公司之非執行董事，主要負責就制定本集團的整體業務模式、發展策略及重大事項提供意見。馮先生於2006年7月加入本集團，並擔任本集團首席財務總監至2016年5月19日。馮先生在2014年8月至2020年4月期間出任本公司執行董事，並於2016年1月1日至2017年5月4日期間擔任本集團行政總裁。馮先生於2017年5月4日晉升為集團副主席。馮先生自2020年4月1日起辭任本集團副主席兼執行董事，並獲委任為本集團之資深顧問。其後馮先生於2023年8月25日獲委任為非執行董事及辭任資深顧問。馮先生於財務管理、合併及收購、資本市場融資及企業重組方面擁有超過30年經驗。加入本集團之前，馮先生為粵海投資有限公司(「粵海投資」)執行董事及財務總監。在加入粵海投資前，馮先生擔任粵海置地控股有限公司(前稱金威啤酒集團有限公司)(「粵海置地」)執行董事及財務總監。粵海投資及粵海置地均為港交所主板上市的公司(股份代碼：分別為270及124)。馮先生畢業於英國威爾斯大學，持有工商管理碩士學位。彼為香港會計師公會資深會員及美國執業會計師公會會員。馮先生為中華人民共和國財政部聘任的香港會計諮詢專家、香港選舉委員會委員、香港會計及財務匯報局諮詢委員會委員、香港會計諮詢專家協會副會長、香港商界會計師協會前會長、香港專業及資深行政人員協會理事、中國人民政治協商會議重慶市委員會常務委員及香港重慶總會常務副會長。

## Biographical Details of Directors and Key Management (Continued)

### 董事及主要管理層履歷(續)

**Ms. SHEN Lifeng**, aged 58, was appointed as an Independent Non-Executive Director since 16 June 2022, then has been re-designated as a Non-Executive Director of the Company with effect from 6 January 2023, and is primarily responsible for advising on the formulation of the Group's general business models, development strategies and the resolution of major issues. Prior to joining the Group, Ms. Shen served as the legal director and deputy general manager of China Textile Import & Export Corporation Hebei Branch Company\* (中紡進出口總公司河北省分公司), the executive deputy general manager of Shenglun Import & Export Group Co., Ltd. (聖倫進出口集團股份有限公司), the vice chairman of board of directors and the general manager of Shaanxi Kunzheng Mining Co., Ltd.\* (陝西坤正礦業股份有限公司), the chief executive officer of Hong Kong Porda Havas International Financial Communication Group\* (香港博達浩華國際財經傳訊集團). Ms. Shen is currently an executive director of China Tianbao Group Development Company Limited (stock code: 1427) and an independent non-executive director of Hebei Construction Group Corporation Limited (stock code: 1727), shares of both companies are listed on the Stock Exchange. She is also the deputy secretary general of the Hong Kong State-owned Assets Investment Association and an independent director of SZCDG. Ms. Shen has solid basic professional knowledge of civil law, company law, financial law and other civil and commercial law. She has worked in multinational institutions in Hong Kong for 7 years and has 20 years of experience in large state-owned enterprises, foreign companies, multinational companies, and had been executives and independent directors of listed companies. Ms. Shen obtained a Master's degree in Sociology from the University of Hong Kong, a Master's degree in Economics from Hebei University, and a Ph.D in Civil and Commercial Law from Peking University.

申麗鳳女士，58歲，自2022年6月16日獲委任為獨立非執行董事，其後於2023年1月6日被調任為本公司之非執行董事，主要負責就制定本集團的整體業務模式、發展策略及重大事項提供意見。加入本集團前，申女士曾任中紡進出口總公司河北省分公司法務總監、副總經理，聖倫進出口集團股份有限公司常務副總經理，陝西坤正礦業股份有限公司副董事長、總經理，香港博達浩華國際財經傳訊集團行政總裁。申女士現為股份於聯交所上市之中國天保集團發展有限公司(股份代號：1427)之執行董事及河北建設集團股份有限公司(股份代號：1727)之獨立非執行董事，兼任香港國資投資總會副秘書長、特區建發集團外部獨立董事。申女士具有紮實的民法、公司法、金融法等民商法專業基礎知識，在香港跨國機構工作7年，擁有20年大型國企、外企、跨國公司、上市公司高管及獨立董事經驗。申女士擁有香港大學文學院社會學碩士、河北大學經濟學碩士、北京大學民商法博士學位。

\* For identification purpose only

## Biographical Details of Directors and Key Management (Continued)

### 董事及主要管理層履歷(續)

**Ms. LI Aihua**, aged 36, has been appointed as a Non-Executive Director of the Company since 16 May 2023. Ms. Li is primarily responsible for advising on the formulation of the Group's general business models, development strategies and the resolution of major issues. Ms. Li is currently the director of the financial management department of SZCDG and the supervisor of Shenzhen Special Zone Construction & Development Group, Marine Industry Development Co., Ltd. (深圳市特區建發海洋產業發展有限公司) and Shenzhen Marine Expo Co., Ltd.\* (深圳海博會有限公司) (both of which are a subsidiary of SZCDG). Ms. Li previously served as the deputy director of the financial management department of SZCDG and the director of the financial management department of Shenzhen Special Zone Construction & Development Group, Marine Industry Development Co., Ltd.. Ms. Li obtained a Bachelor of Management from the Shenzhen University with a major in Accounting in 2009, and obtained a Master of Science in Real Estate from the University of Greenwich in 2016.

**Ms. DENG Jin**, aged 33, has been appointed as a Non-Executive Director of the Company since 16 May 2023. Ms. Deng is primarily responsible for advising on the formulation of the Group's general business models, development strategies and the resolution of major issues. Ms. Deng currently serves as the deputy director of the strategy and investment department of SZCDG and a director of Shenzhen Infrastructure Investment Fund Management Co., Ltd.\* (深圳市基礎設施投資基金管理有限責任公司) (a subsidiary of SZCDG). Ms. Deng obtained a Bachelor of Economics from Northwest University in Xian City, the People's Republic of China in 2010 with a major in Finance, and obtained a Master of Science in Management from Case Western Reserve University in 2011.

**李愛花女士**，36歲，自2023年5月16日獲委任為本公司之非執行董事，主要負責就制定本集團的整體業務模式、發展策略及重大事項提供意見。李女士現任特區建發集團之財務管理部部長，並兼任深圳市特區建發海洋產業發展有限公司及深圳海博會有限公司(均為特區建發集團之附屬公司)之監事。李女士曾任特區建發集團之財務管理部副部長及深圳市特區建發海洋產業發展有限公司之財務管理部部長。李女士於2009年從深圳大學取得管理學學士學位，主修會計學，並於2016年從格林尼治大學\*(University of Greenwich)取得房地產理學碩士學位。

**鄧津女士**，33歲，自2023年5月16日獲委任為本公司之非執行董事，主要負責就制定本集團的整體業務模式、發展策略及重大事項提供意見。鄧女士現任特區建發集團之戰略與投資部副部長，兼任深圳市基礎設施投資基金管理有限責任公司(為特區建發集團之附屬公司)董事。鄧女士2010年在位於中華人民共和國西安市的西北大學取得經濟學學士學位，主修金融學，並於2011年取得美國凱斯西儲大學\*(Case Western Reserve University)管理學理學碩士學位。

\* For identification purpose only

\* 僅供識別



#### Independent Non-Executive Directors

**Mr. LEUNG Kwan Yuen Andrew**, *GBM, GBS, JP*, aged 73, has been an Independent Non-Executive Director since 4 September 2009. He has more than 44 years of management experience in the textile manufacturing, wholesale and distribution businesses. Mr. Leung was elected as the President of the Sixth and Seventh Legislative Council of Hong Kong and a member of the Industrial (First) Functional Constituency of the Legislative Council of Hong Kong, he is also a member of the 13th of National Committee of the Chinese People's Political Consultative Conference. Mr. Leung is currently the honorary chairman of Textile Council of Hong Kong, the honorary president of the Federation of Hong Kong Industries, a fellow member of the Textiles Institute as well as the Clothing and Footwear Institute in the United Kingdom. He was a council member of the Hong Kong Trade Development Council. In addition, Mr. Leung is an independent non-executive director of Wharf Real Estate Investment Company Limited (stock code: 1997) and Dah Sing Financial Holdings Limited (stock code: 440), both are companies listed on the Main Board of The Hong Kong Stock Exchange.

**Mr. LI Wai Keung**, aged 67, has been an Independent Non-Executive Director since 4 September 2009. Mr. Li has more than 46 years of experience in financial management. Mr. Li graduated from the Hong Kong Polytechnic and holds a Master degree in Business Administration from the University of East Asia, Macau (currently known as the University of Macau). He is a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. Mr. Li was a standing member of the Twelfth Guangdong Provincial Committee of the Chinese People's Political Consultative Conference, the honorary president and director of Hong Kong Business Accountants Association, a member of China Overseas Friendship Association, the secretary of the Financial and Accounting Affairs Steering Committee of the Hong Kong Chinese Enterprises Association and Advisor of Management Accounting of the Ministry of Finance, PRC. Mr. Li is an independent non-executive director of Shenzhen Investment Limited ("SZ Investment"), Hans Energy Company Limited ("Hans"), Centenary United Holdings Limited ("Centenary United") and Midland IC&I Limited ("Midland IC&I"). SZ Investment, Hans, Centenary United and Midland IC&I are listed on the Main Board of The Hong Kong Stock Exchange (stock codes: 604, 554, 1959 and 459 respectively). Mr. Li was an executive director and chief financial officer of GDH Limited, an executive director of Guangdong Land Holdings Limited (stock code: 124) and a non-executive director of Guangdong Investment Limited (stock code: 270). Mr. Li had worked for Henderson Land Development Company Limited (stock code: 12).

#### 獨立非執行董事

**梁君彥先生**，大紫荊勳章、金紫荊星章、太平紳士，73歲，自2009年9月4日獲委任為獨立非執行董事。彼於紡織品製造、批發及分銷業務方面擁有逾44年管理經驗。梁先生獲當選為第六及第七屆香港立法會主席，彼現為香港立法會工業界(第一)功能界別成員，亦為第十三屆中國人民政治協商會議全國委員會委員。梁先生同時亦為香港紡織業聯會理事委員會名譽會長、香港工業總會名譽會長、英國的紡織學會以及製衣業及鞋類學會資深會員。彼曾為香港貿易發展局理事會成員。此外，梁先生為香港聯交所主板上市之九龍倉置業地產投資有限公司(股份代號：1997)及大新金融集團有限公司(股份代號：440)之獨立非執行董事。

**李偉強先生**，67歲，自2009年9月4日獲委任為獨立非執行董事。李先生擁有逾46年財務管理經驗。李先生畢業於香港理工學院，並持有澳門東亞大學(現稱為澳門大學)工商管理碩士學位。彼為英國特許公認會計師公會及香港會計師公會資深會員。李先生曾為第十二屆中國人民政治協商會議廣東省委員會常務委員、香港商界會計師協會榮譽會長兼董事、中華海外聯誼會理事、香港中國企業協會財會專業委員會秘書長及中華人民共和國財政部管理會計諮詢專家。李先生現為深圳控股有限公司(「深圳控股」)、漢思能源有限公司(「漢思」)、世紀聯合控股有限公司(「世紀聯合」)及美聯工商舖有限公司(「美聯工商舖」)之獨立非執行董事。深圳控股、漢思、世紀聯合及美聯工商舖為在香港聯交所主板上市的公司(股份代號分別為604、554、1959及459)。李先生曾為粵海控股集團有限公司之執行董事兼財務總監、粵海置地控股有限公司之執行董事(股份代號：124)及粵海投資有限公司(股份代號：270)之非執行董事。李先生曾任職於恆基兆業地產有限公司(股份代號：12)。

## Biographical Details of Directors and Key Management (Continued)

### 董事及主要管理層履歷(續)

**Mr. HUI Chiu Chung Stephen, JP**, aged 76, has been an Independent Non-Executive Director since 11 April 2011. Mr. Hui has over 52 years of experience in the securities and investment industry. He served as a council member and vice chairman of The Hong Kong Stock Exchange, a member of the Advisory Committee of the Hong Kong Securities and Futures Commission, a director of the Hong Kong Securities Clearing Company Limited, a member of the Listing Committee of the Hong Kong Exchanges and Clearing Limited, an appointed member of the Securities and Futures Appeal Tribunal, a member of the Standing Committee on Company Law Reform and an appointed member of the Hong Kong Institute of Certified Public Accountants Investigation Panel A, a member of the Committee on Real Estate Investment Trusts of the Hong Kong Securities and Futures Commission and a member of Government "Appointees" (independent member) of the Appeal Panel of the Travel Industry Council of Hong Kong for a number of years. Mr. Hui was appointed by the Government of the Hong Kong Special Administrative Region a Justice of the Peace (JP) in 2004 and was also appointed as a member of the Zhuhai Municipal Committee of the Chinese People's Political Consultative Conference from 2006 to 2017. He is a fellow member of The Hong Kong Institute of Directors and a senior fellow member of Hong Kong Securities and Investment Institute. Mr. Hui also serves as a non-executive director of Luk Fook Holdings (International) Limited (stock code: 590), Gemdale Properties and Investment Corporation Limited (formerly known as Frasers Property (China) Limited) (stock code: 535), SINOPEC Engineering (Group) Co., Limited (stock code: 2386), Agile Group Holdings Limited (formerly known as Agile Property Holdings Limited) (stock code: 3383), FSE Lifestyle Services Limited (formerly known as FSE Services Group Limited) (stock code: 331) and HK Acquisition Corporation (stock code 7841), of which the shares are listed on The Hong Kong Stock Exchange. Since 30 April 1998, Mr. Hui has been an independent non-executive director of Zhuhai Holdings Investment Group Limited (formerly under stock code: 908), the shares of which were delisted from The Hong Kong Stock Exchange on 18 June 2021. Mr. Hui is at present an independent non-executive director of Lifestyle International Holdings Limited (former stock code: 1212) whose shares had also been delisted from The Hong Kong Stock Exchange on 20 December 2022.

許照中先生，太平紳士，76歲，自2011年4月11日獲委任為獨立非執行董事。許先生具備逾52年之證券及投資經驗。彼多年來曾出任香港聯交所理事會理事及副主席、香港證券及期貨事務監察委員會諮詢委員會委員、香港中央結算有限公司董事、香港交易及結算所有限公司上市委員會委員、證券及期貨事務上訴審裁處委員、公司法改革常務委員會委員及香港會計師公會調查小組A組委員、香港證券及期貨事務監察委員會房地產投資信託基金委員會委員及香港旅遊業議會上訴委員會獨立委員。許先生於2004年獲香港特區政府頒授太平紳士榮銜，並由2006年至2017年獲中國珠海市人民政治協商會議委任為政協委員。彼為香港董事學會資深會員和香港證券及投資學會傑出資深會員。許先生現為股份於香港聯交所上市之六福集團(國際)有限公司(股份代號：590)之非執行董事、金地商置集團有限公司(前稱星獅地產(中國)有限公司)(股份代號：535)、中石化煉化工程(集團)股份有限公司(股份代號：2386)、雅居樂集團控股有限公司(前稱雅居樂地產控股有限公司)(股份代號：3383)、豐盛生活服務有限公司(前稱豐盛服務集團有限公司)(股份代號：331)及香港匯德收購公司(股份代號：7841)之獨立非執行董事。許先生自1998年4月30日起擔任珠海控股投資集團有限公司(前股份代號：908)之獨立非執行董事，該公司的股份於2021年6月18日從香港聯交所除牌。許先生現時也是已於2022年12月20日從香港聯交所除牌的利福國際集團有限公司(前股份代號：1212)之獨立非執行董事。

## Biographical Details of Directors and Key Management (Continued)

### 董事及主要管理層履歷(續)

**Ms. ZEE Helen**, aged 56, has been appointed as an Independent Non-Executive Director of the Company since 6 January 2023. Ms. Zee has 20 years of experience in investment banking and corporate finance, and held various senior positions including Deputy Chief Executive and Managing Director in Haitong International Capital Limited from 2013 to 2019. Ms. Zee has vast experiences in public services, she is currently a member of the Mandatory Provident Fund Schemes Advisory Committee, University Grants Committee and Chinese Medicine Council of Hong Kong. She was a former member of the Listing Committee of the Main Board and GEM of The Stock Exchange of Hong Kong Limited from 2013 to 2019. In addition, Ms. Zee is an independent non-executive director of Henderson Sunlight Asset Management Limited (as the manager of Sunlight Real Estate Investment Trust (stock code: 435), a real estate investment trust listed on The Hong Kong Stock Exchange). Ms. Zee holds a Bachelor of Science, Business Administration degree from University of California, Berkeley, and is a member of the American Institute of Certified Public Accountants.

徐閔女士，56歲，自2023年1月6日獲委任為本公司之獨立非執行董事。加入本集團前，徐女士於投資銀行及企業融資擁有20年經驗，曾於多個機構擔任要職，其中包括2013年至2019年期間為海通國際資本有限公司之副行政總裁兼董事總經理。徐女士現時擔任多項公職，包括強制性公積金計劃諮詢委員會成員、大學教育資助委員會成員及香港中醫藥管理委員會成員。彼曾於2013年至2019年期間擔任香港聯合交易所有限公司主板及GEM上市委員會成員。此外，徐女士為恆基陽光資產管理有限公司(為於香港聯交所上市之陽光房地產投資信託基金(股份代號：435)之管理人)之獨立非執行董事。徐女士持有美國加州大學柏克萊分校工商管理學士學位，亦為美國會計師公會會員。

## Biographical Details of Directors and Key Management (Continued)

### 董事及主要管理層履歷(續)

**Dr. Li Xu**, aged 49, has been appointed as an Independent Non-Executive Director of the Company since 16 May 2023. He obtained a Bachelor of Economics with a major in International Business Administration from the University of International Business and Economics in 1997. He obtained his Master's degree in Finance from Boston College in 1998 and his Doctor of Philosophy (in Accounting) from Massachusetts Institute of Technology in 2004. Dr. Li joined the School of Business of The University of Hong Kong ("HKU") as an Associate Professor in Accounting in July 2012 and he teaches accounting and finance related courses and conducts related research there since then. Currently Dr. Li also serves as the Programme Director of the Executive Master of Business Administration (EMBA) Programme offered by the School of Business, HKU. Before joining HKU, Dr. Li worked as an Assistant Professor in Lehigh University from August 2010 to June 2012 and The University of Texas at Dallas from July 2004 to August 2010, respectively. In 1999, he worked as an associate manager in Lucent Technologies, Inc., a strategic information technology consulting firm, where he was primarily responsible for conducting financial analysis. Dr. Li has obtained the Certified Financial Analyst (CFA) qualification from the Association for Investment Management and Research (now known as the CFA Institute) in October 2003. Dr. Li is currently an independent non-executive director of China Tianbao Group Development Company Limited (stock code: 1427), the shares of which are listed on the Main Board of The Hong Kong Stock Exchange, China Kangda Food Company Limited, the shares of which are primarily listed on the Main Board of The Hong Kong Stock Exchange (stock code: 834) and secondarily listed on the Singapore Exchange Securities Trading Limited (stock code: P74) and Pizu Group Holdings Limited, the shares of which are listed on GEM of The Hong Kong Stock Exchange (stock code: 8035).

**李煦博士**，49歲，自2023年5月16日獲委任為本公司之獨立非執行董事兼提名委員會及薪酬委員會成員。李博士於1997年從對外經濟貿易大學取得經濟學學士學位，主修國際企業管理，於1998年取得波士頓學院的金融學碩士學位，以及於2004年取得麻省理工學院的哲學博士學位(會計專業)。自2012年7月起，李博士擔任香港大學(「港大」)經濟及工商管理學院的副教授，主要負責教授會計及金融相關課程及進行相關研究。李博士目前亦為港大經濟及工商管理學院開辦的高級管理人員工商管理碩士(EMBA)課程總監。於加入港大前，李博士分別自2010年8月至2012年6月於理海大學\* (Lehigh University)擔任助理教授，以及自2004年7月至2010年8月於德克薩斯大學達拉斯分校\* (The University of Texas at Dallas)擔任助理教授。於1999年，彼於Lucent Technologies, Inc. (一間戰略信息技術諮詢公司)擔任副經理，主要負責進行金融分析。於2003年10月，李博士獲得投資管理和研究協會(現稱特許金融分析師協會)的特許金融分析師資格。李博士現為中國天保集團發展有限公司(其股份於香港聯合交易所有限公司(「港交所」)主板上市，股份代號：1427)、中國康大食品有限公司(其股份主要於港交所主板上市，股份代號：834，及其次於新加坡交易所上市，股份代號：P74)及比優集團控股有限公司(其股份於港交所GEM上市，股份代號：8035)的獨立非執行董事。

\* 僅供識別



#### Key Management

**Mr. CHAN Mau Cheong Bryan**, aged 45, is the Group's Chief Financial Officer. Mr. Chan joined our Group as the Group's Chief Finance Officer since 15 November 2019 and also served as Company Secretary from 1 February to 15 August 2021. Mr. Chan is responsible for the overall financial management of the Group, establishing and maintaining investor relations and executing the Group's capital market financing, mergers and acquisitions, and business cooperation projects. Mr. Chan has 22 years of experience in financial management, specializing in auditing, accounting, financial due diligence and investments management. Mr. Chan graduated from The Chinese University of Hong Kong with a first class honours degree in Bachelor of Business Administration. Mr. Chan is a member of the Hong Kong Institute of Certified Public Accountants and a Chartered Financial Analyst. Prior to joining the Group, Mr. Chan was the chief financial officer of a Hong Kong based family office. Mr. Chan had worked in Big Four international accounting firms – Arthur Andersen & Co. Hong Kong, PricewaterhouseCoopers Ltd. and PricewaterhouseCoopers Consultants (Shenzhen) Co., Ltd. Shanghai Branch for about 15 years.

**Mr. YU Mingming**, aged 45, is the Group's Vice President and Business Management Division's President, General Manager of Qianlong Logistics, Secretary of Party Branch, currently in charge of Business Management Division and Qianlong Logistics. Mr. Yu joined our Group in June 2017 as the General Manager of Qianlong Logistics Group Limited, and was appointed as the Group's Vice President in June 2021. He assists in overall operation of the Group and is responsible for the overall operation and management of Qianlong Logistics Group Limited. Mr. Yu graduated from Shanghai Maritime University with a Bachelor degree in Logistics Management and subsequently graduated from the Economics and Management School of Wuhan University with an EMBA degree. Mr. Yu was qualified as a Senior Logistician by 湖北省人力資源和社會保障廳 (Hubei Provincial Department of Human Resources and Social Security\*) in 2016. Mr. Yu has extensive experience in investment, operation and management of logistics parks. Prior to joining the Group, Mr. Yu was the general manager of Southern Region of China Merchants Logistics Group Limited and an assistant to the general manager of China Merchants Logistics Group Limited (a subsidiary of China Merchants Group Limited which is a state-owned backbone enterprise directly administered by the central government of China with its head office based in Hong Kong).

\* For identification purpose only

#### 主要管理層

**陳茂昌先生**，45歲，集團首席財務總監。陳先生於2019年11月15日加入本集團擔任集團首席財務總監，曾於2021年2月1日至8月15日兼任公司秘書。陳先生主要負責本集團的整體財務管理、建立和維護投資者關係、執行本集團資本市場融資、收購合併及業務合作項目等。陳先生擁有22年財務管理經驗，於審計、會計、財務盡職調查和投資管理等方面擁有豐富經驗。陳先生畢業於香港中文大學，並取得工商管理一級榮譽學士學位。陳先生為香港會計師公會會員及特許金融分析師。加入本集團前，陳先生於一家香港家族辦公室任財務總監。陳先生曾於四大國際會計師事務所—安達信會計師事務所香港分公司、羅兵咸永道會計師事務所及普華永道諮詢(深圳)有限公司上海分公司任職約15年。

**虞明銘先生**，45歲，集團副總裁兼商業管理集團總裁、乾龍物流總經理、黨支部書記，現分管商管和乾龍物流。虞先生於2017年6月加入本集團擔任乾龍物流集團有限公司總經理，並於2021年6月獲委任為集團副總裁，協助本集團的整體營運及負責乾龍物流集團的整體營運及管理工作。虞先生畢業於上海海事大學物流管理專業本科，其後獲得武漢大學高級管理人員工商管理碩士學位。虞先生於2016年獲湖北省人力資源和社會保障廳頒發高級物流師資格。虞先生於物流園區招商運營和管理等方面有豐富經驗。於加入本集團前，虞先生曾任招商局物流集團有限公司華南區總經理及招商局物流集團有限公司總經理助理(招商局集團有限公司，總部位於香港，一家中央直接管理的國有重要骨幹企業，之附屬公司)。

## Biographical Details of Directors and Key Management (Continued)

### 董事及主要管理層履歷(續)

**Mr. CHEN Weiguo**, aged 56, is the Group's Vice President, currently in charge of the Public Affairs Centre and Business Operating Centre. Mr. Chen joined our Group as the General Manager of CSC Nanning in February 2018. In December 2018, he was appointed as the Business Management Division's Executive Vice President, was appointed as President of the Business Management Division in April 2020, and was then appointed as Group's Vice President in September 2022. Mr. Chen graduated from Chemistry Department, Hanshan Normal University. Mr. Chen has extensive experience in merchants recruitment and management in the wholesale market. Prior to joining the Group, Mr. Chen worked as managing director of China Pearls and Jewellery International City Co., Ltd. (a subsidiary of Man Sang International Limited, a company listed on the Main Board of The Hong Kong Stock Exchange, stock code: 938). He had also worked with Man Hing Industry Development (Shenzhen) Co., Ltd..

**Mr. XU Lei**, aged 44, the Group's Vice President, responsible for the development of business segments, and in charge Centre's of Cost Procurement, Planning and Design, Engineering Management and Marketing Management. Mr. Xu joined our Group on 5 September 2022 as Assistant President, then served as the Group's Vice President in March 2023. Mr. Xu has 16 years of experience in real estate development and management, and has extensive experience in design, construction and sales. Mr. Xu graduated from Jilin Jianzhu University with a Bachelor degree. Before joining the Group, Mr. Xu served as the chairman of the Northeast Region of CITIC Real Estate Co., Ltd. ("CITIC Real Estate") and worked in CITIC Real Estate for 12 years.

**陳衛國先生**，56歲，集團副總裁，現在分管公共事務中心及招商運營中心。陳先生於2018年2月加入本集團擔任南寧華南城總經理，並於2018年12月獲委任為商業管理集團常務副總裁，於2020年4月獲委任為華南城商業管理集團總裁，其後於2022年9月獲委任為集團副總裁。陳先生畢業於韓山師範學院化學專業。陳先生於專業市場招商和管理等方面有豐富經驗。於加入本集團前，陳先生曾任諸暨華東國際珠寶城有限公司(民生國際有限公司，一家於香港聯交所主板上市的公司，股份代號938，之附屬公司)之董事總經理，亦曾任職民興實業發展(深圳)有限公司經理。

**徐雷先生**，44歲，集團副總裁，負責開發板塊業務，分管成本招採、規劃設計、工程管理、營銷管理等中心。徐先生於2022年9月5日加入本集團擔任助理總裁，其後於2023年3月擔任集團副總裁。徐先生擁有16年房地產開發管理經驗，於設計、施工、和銷售等方面擁有豐富經驗。徐先生畢業於吉林建築大學，取得學士學位。於加入本集團前，徐先生曾任中信房地產股份有限公司(「中信地產」)東北區域董事長職務，在中信地產任職12年。

## Biographical Details of Directors and Key Management (Continued)

### 董事及主要管理層履歷(續)

**Mr. ZHANG Wenhong**, aged 38, is the Group's Vice President. Mr. Zhang joined the Group in September 2012 and has successively served as Assistant to the Chairman of the Group, Deputy Director of the Headquarters Office, General Manager of the Comprehensive Management Centre, Chairman and President of HOBA Home Furnishing, and Chairman of the China South City E-commerce Industry Alliance, and has been appointed as Group's Vice President of the Group in August 2023, he is now in charge of President Office, Comprehensive Management Centre, HOBA Home Furnishing, China South City E-commerce Industry Alliance and the Legal Management Section of the Risk Control Management Centre. Mr. Zhang graduated from China University of Political Science and Law with a Bachelor's degree in Law, and later obtained a Master's degree in Business Administration from Peking University. He is the sixth and seventh party representative of Longgang District, Shenzhen City, the vice president of the Shenzhen Chamber of Commerce, and a mediation expert of the Shenzhen Court of International Arbitration. Before joining the Group, Mr. Zhang worked for BYD Co., Ltd. (a company listed on The Hong Kong Stock Exchange and the Shenzhen Stock Exchange, stock codes 1211 and 002594 respectively) as the manager of the international legal department.

**Mr. CHAN Hing Chau**, aged 44, has been appointed as the Company Secretary since 16 August 2021, is responsible for the offshore financing of the Group, company secretarial duties and investor relations. He has more than 18 years of extensive experience in financial management, mergers and acquisitions, corporate governance, company secretarial matters, and establishing and maintaining investor relations. Mr. Chan obtained his bachelor's degree of arts in accountancy and master degree of Corporate Governance from The Hong Kong Polytechnic University in November 2004 and September 2018 respectively. He is a member of Hong Kong Institute of Certified Public Accountants. Prior to joining our Group, Mr. Chan was a general manager of finance department of Redco Holdings (Hong Kong) Co., Limited in March 2013, then served as a company secretary of Redco Properties Group Limited (it is listed on the main board of The Hong Kong Stock Exchange with stock code: 1622) from October 2013 to July 2021. Mr. Chan worked for the Big Four international accounting firm – PricewaterhouseCoopers for about 9 years.

**張文鴻先生**，38歲，集團副總裁。張先生於2012年9月加入本集團，歷任集團董事長助理、總部辦公室副主任、綜合管理中心總經理、好百年家居董事長兼總裁、華南城電商產業聯盟主席，並於2023年8月獲委任為集團副總裁，現分管總裁辦、綜合管理中心、好百年家居、華南城電商產業聯盟及風控管理中心法務管理版塊工作。張先生畢業於中國政法大學，取得法學學士學位，其後取得北京大學工商管理碩士學位。彼為深圳市龍崗區第六屆、第七屆黨代表，深圳市商業聯合會副會長，深圳國際仲裁院調解專家。於加入本集團前，張先生曾就職於比亞迪股份有限公司（一家於香港聯合交易所及深圳證券交易所上市的公司，股份代號分別為1211及002594），任國際法務部經理。

**陳慶嘯先生**，44歲，於2021年8月16日獲委任為公司秘書，負責本集團的境外融資，公司秘書事務和投資者關係等。彼於財務管理、合併及收購、企業管治、公司秘書事務、建立和維護投資者關係方面擁有逾18年豐富經驗。陳先生分別於2004年11月及2018年9月獲香港的香港理工大學頒發會計學文學士學位及企業管治碩士學位。陳先生為香港會計師公會會員。加入本集團之前，陳先生於2013年3月出任力高集團（香港）有限公司的財務部總經理，其後於2013年10月至2021年7月出任力高地產集團有限公司（其股份於港交所主板上市，股份代號：1622）的公司秘書。陳先生曾於四大國際會計師事務所—羅兵咸永道會計師事務所任職約9年。

# REPORT OF THE DIRECTORS

## 董事會報告

The Board hereby presents this annual report and the audited consolidated financial statements of the Group for the nine months ended 31 December 2023 (“FY2023” or the “Year” or the “Period”).

### Principal Activities

The principal activities of the Group are developing and operating largescale integrated logistics and trade centres in China, and has developed and been operating eight projects located in Shenzhen, Nanning, Nanchang, Xi’an, Harbin, Zhengzhou, Hefei and Chongqing. Adhering to its “trade and logistics+” model and focusing on real business, China South City endeavors to provide an online-and-offline combined logistics and trade integrated ecosystem for SMEs. Throughout the years, the Group has evolved a diversified and flexible business model. As the projects in various places are becoming mature, China South City has actively been adding new industries and businesses in the respect of innovation and technology on these project sites, apart from continuously strengthening the provision and services on residential units, multipurpose commercial properties, office buildings, commercial complexes, property management, conference and exhibition facilities, warehousing and logistics, outlets and financial services. The Group is striving towards the world-class integrated trade and logistics centre, digital centre, innovation centre and living centre, and aiming to “Integrating Industries into the Projects, Building Beautiful New ‘City’ Conducive to Work and Life”.

Details of the principal activities of the principal subsidiaries are set out under Management Discussion and Analysis as well as in note 1 to the financial statements of this annual report respectively.

### Results and Dividends

The Group’s results for the nine months ended 31 December 2023 and the state of affairs of the Company and the Group at that date are set out under Chairman Statement as well as in the consolidated financial statements on pages 165 to 316 of this annual report respectively.

The Board resolved not to declare any final dividend for the nine months ended 31 December 2023 (FY2022/23: HK2.0 cents per Share).

董事會謹此呈列本集團截至2023年12月31日止九個月(「2023年財政年度」或「本年度」或「本期」)的年報及經審核綜合財務報表。

### 主要業務

本集團的主要業務為在中國開發及經營大型綜合物流及商品交易中心，迄今開發建設並運營深圳、南寧、南昌、西安、哈爾濱、鄭州、合肥及重慶八個項目，堅守「商貿物流+」的獨特商業模式，聚焦實業，致力為中小企業提供結合線上和線下的商貿物流一體化的生態圈。多年來，本集團已發展出多元靈活的業務模式，隨著各地項目的逐漸成熟，華南城在持續提升住宅、多功能商業物業、寫字樓、商業綜合體、物業管理、會議及展覽設施、倉儲物流、奧特萊斯及金融等服務。同時，積極拓展更多新業態、新業務，向科技和創新產業升級轉型，致力打造世界級綜合商貿物流中心、數字中心、創新中心及生活中心，把項目建設成「產城融合、置業宜居美麗新城」。

主要附屬公司的主要業務之詳情分別載於本年報內的管理層討論及分析，以及財務報表附註1。

### 業績及股息

本集團截至2023年12月31日止九個月的業績及本公司與本集團於該日的事務狀況已分別載於本年報內的主席報告，以及第165至316頁之綜合財務報表。

董事會已議決不宣派任何截至2023年12月31日止九個月末期股息(2022/23財政年度：每股2.0港仙)。



## Closure of Register of Members

For the purpose of determining shareholder's (the "Shareholder" of the Company) eligibility to attend, speak and vote at the annual general meeting (the "AGM") on 28 June 2024 (or at any adjournment of it), the register of members of the Company will be closed as set out below:

Latest time to lodge transfer documents for registration with the Company's share registrar . . . . . At 4:30 p.m. on Monday, 24 June 2024

Closure of register of members . . . . . Tuesday, 25 June 2024 to Friday, 28 June 2024 (both days inclusive)

Record date, being the date for determining Shareholders' eligibility . . . . . Friday, 28 June 2024

During the above closure periods, no transfer of shares will be registered. To ensure the relevant rights of Shareholders, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than the aforementioned latest time.

## Business Overview

The business overview of the Group for the nine months ended 31 December 2023 are provided in the Chairman's Statement, the Management Discussion and Analysis and the Environmental, Social and Governance Report of this annual report.

## Share Capital

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

## 暫停辦理股份過戶登記手續

為確定股東(本公司「股東」)出席2024年6月28日之股東周年大會(或其任何續會)並於會上發言及投票的資格，本公司將暫停辦理股份過戶登記手續，詳情載列如下：

股份過戶文件送達  
本公司之股份過戶  
登記處以作登記的  
最後時限 . . . . . 2024年6月24日(星期一)  
下午4時30分前

暫停辦理股份過戶  
登記手續 . . . . . 2024年6月25日(星期二)至  
2024年6月28日(星期五)  
(包括首尾兩天)

記錄日期，即確定  
股東資格之日 . . . . . 2024年6月28日(星期五)

本公司將於上述期間暫停辦理股份過戶登記手續。為確保股東之相關權益，所有填妥之股份過戶文件連同有關股票須於上述最後時限前送達本公司之股份過戶登記處香港中央證券登記有限公司辦理股份過戶登記手續，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。

## 業務回顧

本集團截至2023年12月31日止九個月的業務回顧已於本年報內的主席報告、管理層討論及分析，以及環境、社會與管治報告闡述。

## 股本

本公司於本年度內的股本變動詳情載於財務報表附註32。

## Reserves

Details of the reserves are disclosed in 34 to the financial statements.

Details of movements in the reserves of the Group and the Company during the Year are set out in the section headed “Consolidated Statement of Changes in Equity” and in note 44 to the financial statements, respectively.

## Distributable Reserves

Details of the Company’s reserves available for distribution as at 31 December 2023, calculated in accordance with Part 6 of the Hong Kong Companies Ordinance (Chapter 622 of the Laws of Hong Kong), amounted to approximately HK\$144.0 million (31 March 2023: HK\$307.1 million was retained for daily operation of the Company), was retained for daily operation of the Company, which are disclosed in note 44 to the financial statements.

## Debts Securities

Details of the outstanding senior notes issued by the Company during the Year are disclosed in the section headed “Issuance of Notes” and note 30 to the financial statements.

## Property, Plant and Equipment

Details of movements in the property, plant and equipment of the Group during the Year are set out in note 14 to the financial statements.

## Donations

During the Year, the Group did not make donations to any charitable organizations (FY2022/23: Nil).

## Subsidiaries

Details of the Company’s principal subsidiaries as at 31 December 2023 are set out in note 1 to the financial statements.

## 儲備

有關儲備詳情載於財務報表附註34。

本集團及本公司於本年度內的儲備變動詳情分別載於「綜合權益變動表」一節及財務報表附註44。

## 可分派儲備

本公司按照香港公司條例(香港法例第622章)第6部計算於2023年12月31日的可分派儲備約為1.440億港元(2023年3月31日:3.071億港元已保留用作公司日常營運),已保留用作公司日常營運,有關詳情載於財務報表附註44。

## 債務證券

於本年度內,有關本公司已發行的優先票據詳情分別載於「票據之發行」一節及財務報表附註30。

## 物業、廠房及設備

本集團於本年度內的物業、廠房及設備變動詳情載於財務報表附註14。

## 捐款

於本年度內,本集團沒有向任何慈善機構作捐款(2022/23財政年度:零)。

## 附屬公司

本公司於2023年12月31日的主要附屬公司詳情載於財務報表附註1。

## Directors

The Directors during the Year and up to the date of this report are:

### Co-Chairmen

Mr. Li Wenxiong (*Non-Executive Director*)

Mr. Cheng Chung Hing (*Executive Director*)

### Executive Directors\*

Ms. Geng Mei (*Chief Operating Officer*)

Mr. Wan Hongtao (*Group's Vice President*)

Ms. Fang Ling (*Group's Financial Controller*)

Ms. Cheng Ka Man Carman

### Non-Executive Directors\*\*

Mr. Fung Sing Hong Stephen

Ms. Shen Lifeng

Ms. Li Aihua

Ms. Deng Jin

### Independent Non-Executive Directors\*\*\*

Mr. Leung Kwan Yuen Andrew

Mr. Li Wai Keung

Mr. Hui Chiu Chung

Ms. Zee Helen

Dr. Li Xu

\* Mr. Qin Wenzhong resigned as Executive Director and Group's Financial Controller with effect from 3 April 2024.

\* Ms. Fang Ling has been appointed as Executive Director and Group's Financial Controller with effect from 3 April 2024.

\*\* Mr. Cheng Tai Po resigned as Non-Executive Director with effect from 25 August 2023.

\*\* Mr. Fung Sing Hong Stephen has been appointed as Non-Executive Director from 25 August 2023.

\*\* Ms. Li Aihua has been appointed as Non-Executive Director from 16 May 2023.

\*\* Ms. Deng Jin has been appointed as Non-Executive Director from 16 May 2023.

\*\*\* Dr. Li Xu has been appointed as Independent Non-Executive Director with effect from 16 May 2023.

## 董事

於本年度內及截至本報告日期之董事包括：

### 聯席主席

李文雄先生(*非執行董事*)

鄭松興先生(*執行董事*)

### 執行董事\*

耿梅女士(*運營總裁*)

萬鴻濤先生(*集團副總裁*)

方玲女士(*集團財務總監*)

鄭嘉汶女士

### 非執行董事\*\*

馮星航先生

申麗鳳女士

李愛花女士

鄧津女士

### 獨立非執行董事\*\*\*

梁君彥先生

李偉強先生

許照中先生

徐閔女士

李煦博士

\* 覃文忠先生自2024年4月3日起辭任執行董事兼集團財務總監。

\* 方玲女士自2024年4月3日起獲委任為執行董事兼集團財務總監。

\*\* 鄭大報先生自2023年8月25日起辭任非執行董事。

\*\* 馮星航先生自2023年8月25日起獲委任為非執行董事。

\*\* 李愛花女士自2023年5月16日起獲委任為非執行董事。

\*\* 鄧津女士自2023年5月16日起獲委任為非執行董事。

\*\*\* 李煦博士自2023年5月16日起獲委任為獨立非執行董事。

## Report of the Directors (Continued)

### 董事會報告(續)

The Company's Articles provide rotation and re-election for all Directors. In accordance with the Articles, at each 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. The Articles also provide that any Director appointed by the Board to fill a casual vacancy on the Board shall hold office only until the next following general meeting of the Company and shall then be eligible to offer for re-election, and any Director appointed by the Board as an addition to the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible to offer for re-election.

The Board has received an annual confirmation of independence from each of the Independent Non-Executive Directors pursuant to Rule 3.13 of the Rules governing the Listing of Securities on the Hong Kong Stock Exchange (the "Listing Rules"). The Board considers all Independent Non-Executive Directors to be independent.

The list of names of all Directors who have served on the boards of the subsidiaries of the Company up to the date of this report is available on the Company's website.

### Directors' Service Contracts

Each of the Executive Directors has entered into service contract with the Company while each of the Non-Executive Directors and Independent Non-Executive Directors has entered into letter of appointment with the Company for a term of three years. The service contract and the letter of appointment may be terminated by either party thereto by giving not less than one month's prior written notice.

None of the Directors has entered into any service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

### Directors' Interests in Contracts of Significance

None of the Directors had a material beneficial interest, whether directly or indirectly, in any significant contract to which the Company or any of its subsidiaries, its holding companies or a subsidiary of its holding companies was a party during the Year.

本公司章程規定全體董事須輪席退任及重選連任。根據章程規定，於本公司各屆股東周年大會上，當時三分之一的董事(或倘人數並非三或三的倍數，則為最接近但不少於三分之一的人數)須輪席退任。章程亦規定任何由董事會委任的董事若是為填補董事會臨時空缺，其任期僅直至本公司下次股東大會，屆時將符合資格重選連任；而任何由董事會委任的董事以作為董事會新增成員，其任期僅直至本公司下次股東周年大會，屆時將符合資格重選連任。

本公司已接獲各獨立非執行董事根據香港聯交所證券上市規則(「上市規則」)第3.13條編製的年度獨立確認書。董事會認為全體獨立非執行董事均屬獨立人士。

截至本報告日期，所有出任本公司附屬公司董事會的董事姓名名單已載於本公司網站。

### 董事服務合約

各執行董事已與本公司訂立服務合約，而本公司亦與各非執行董事及獨立非執行董事訂立委任函，該服務合約及委任函為期三年。任何一方可向對方事先發出不少於一個月書面通知終止該合約或委任函。

董事與本公司概無訂立任何本公司於一年內不作賠償(法定賠償除外)而不可終止的服務合約。

### 董事於重大合約的權益

於本年度內，概無董事於本公司或其任何附屬公司、其控股公司或其控股公司的附屬公司訂立的任何重大合約中直接或間接擁有重大實際權益。



## Biographical Information of Directors and Key Management

The biographical information of the Directors and Key Management of the Company is set out in the section headed “Biographical Details of Directors and Key Management” on pages 56 to 68 of this annual report.

## Enforcement of the Deed of Non-Competition

Pursuant to the deed of non-competition dated 4 September 2009 (“Non-Competition Undertaking”) entered into by Mr. Cheng Chung Hing has undertaken with the Company (for itself and on behalf of each other member of the Group) that so long as the Company is listed on the Main Board of The Hong Kong Stock Exchange and so long as:

- in respect of Mr. Cheng Chung Hing, he remains as the controlling shareholder or a director of the Company;

that he shall not, and shall procure his associates not to, either alone or jointly with any other person or entity, or for any other person, firm or company, or as principal, partner, director, employee, consultant or agent through anybody corporate, partnership, joint venture or other contractual arrangement, be engaged, invested, or otherwise involved, whether as a shareholder, director, employee, partner, agent or otherwise, directly or indirectly, in the carrying on of any business in any form or manner in China that is in competition or is likely to be in competition, directly or indirectly, with the business of the Group, unless those business opportunities have been first offered to the Group upon terms which are fair and reasonable and the Board has declined such opportunities, in accordance with the provisions of the Non-Competition Undertaking, Mr. Cheng Chung Hing or his respective associates may pursue such opportunities.

The Company has received an annual confirmation from Mr. Cheng Chung Hing confirming his compliance with the Non-Competition Undertaking during the Year.

## Directors’ Emoluments

Particulars of the Directors’ emoluments for the nine months ended 31 December 2023 are set out in note 8 to the financial statements.

## Directors’ Interests in Competing Business

Save as disclosed above, the Company has received confirmations from all Directors that none of them have engaged or were interested in any business which were in competition or were likely to compete, either directly or indirectly, with the business of the Group during the Year.

## 董事及主要管理層履歷

本公司董事及主要管理層的履歷資料載於本年報第56至68頁「董事及主要管理層履歷」一節內。

## 履行不競爭契據

根據鄭松興先生於2009年9月4日訂立的不競爭契據(「不競爭承諾」)，彼向本公司(就其本身及代表本集團各其他成員公司)承諾，只要本公司仍於香港聯交所主板上市，且以下仍生效：

- 有關鄭松興先生，當彼仍為本公司之控股股東或董事；

彼將不會及促使其聯繫人不會就其本身或聯同任何其他人士或實體或代任何人士、企業或公司，或以其主事人、合夥人、董事、僱員、顧問或代理身份透過任何法人團體、合作夥伴、合營企業或其他合約安排，以股東、董事、僱員、合夥人、代理或其他身份直接或間接於中國以任何形式或方式經營、投資或以其他方式涉足與本集團業務直接或間接構成競爭或可能構成競爭的任何業務，除非該等商機按公平合理的條款首先向本集團提出及由董事會拒絕該等商機後，根據不競爭承諾的條文，鄭松興先生或彼の聯繫人才可尋求該等商機。

本公司已接獲鄭松興先生確認有關彼於本年度內已遵守不競爭承諾。

## 董事酬金

截至2023年12月31日止九個月之董事酬金詳情載於財務報表附註8。

## 董事於競爭業務之權益

除上文披露者外，本公司已接獲所有董事確認彼等於本年度內，並無從事與本集團業務直接或間接競爭之業務或於可能存在競爭之業務中擁有權益。

### Directors' and Chief Executive's Interests in Securities

As at 31 December 2023, the interests and short positions of the Directors in the shares of the Company (the "Shares"), underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register maintained by the Company under section 352 of the SFO or as notified to the Company and The Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") were as follows:

### Long Position in the Shares and Underlying Shares of the Company

### 董事及主要行政人員於證券的權益

於2023年12月31日，董事於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)的本公司股份(「股份」)、相關股份及債權證中擁有載入本公司根據證券及期貨條例第352條須予存置的登記冊，或根據上市發行人董事進行證券交易的標準守則(「標準守則」)須知會本公司及香港聯交所的權益及淡倉如下：

### 於本公司股份及相關股份的好倉

Name of Directors	Class of Shares	Number of Shares held				Share Options	Total	Approximate percentage of the Company's total number of issued Shares <sup>(4)</sup>
		Corporate interest	Personal interest	Family interest	所持有股份數目			
董事姓名	股份類別	公司權益	個人權益	家族權益	購股權	總計	佔本公司已發行股份總數概約百分比 <sup>(4)</sup>	
Cheng Chung Hing 鄭松興	Ordinary Shares 普通股	2,306,553,791 <sup>(1)</sup>	-	-	-	2,306,553,791	20.16%	
Geng Mei 耿梅	Share Options 購股權	-	-	-	30,000,000 <sup>(2)</sup>	30,000,000	0.26%	
Cheng Ka Man Carman 鄭嘉汶	Share Options 購股權	-	-	-	7,800,000 <sup>(2)</sup>	7,800,000	0.07%	
Fung Sing Hong Stephen 馮星航	Ordinary Shares 普通股	-	200,000	-	-	200,000	0.0017%	
Li Wai Keung 李偉強	Share Options 購股權	-	-	-	1,000,000 <sup>(3)</sup>	1,000,000	0.01%	
Leung Kwan Yuen Andrew 梁君彥	Share Options 購股權	-	-	-	1,000,000 <sup>(3)</sup>	1,000,000	0.01%	
Hui Chiu Chung 許照中	Share Options 購股權	-	-	-	1,000,000 <sup>(3)</sup>	1,000,000	0.01%	

Notes:

- (1) Mr. Cheng Chung Hing is interested in 100% of the issued share capital of Accurate Gain Developments Limited which in turn holds 2,306,553,791 Shares and is therefore deemed to be interested in the aforesaid 2,306,553,791 Shares. He is the father of Ms. Cheng Ka Man Carman.
- (2) The relevant interests are share options granted to Ms. Geng Mei and Ms. Cheng Ka Man Carman pursuant to the Company's 2019 Share Option Scheme adopted on 13 September 2019. Further details of the 2019 Share Option Scheme are set out in the section headed "Share Option Scheme" in this report.
- (3) The relevant interests are share options granted to Mr. Leung Kwan Yuen Andrew, Mr. Li Wai Keung and Mr. Hui Chiu Chung pursuant to the Company's 2009 Share Option Scheme adopted on 4 September 2009. Further details of the 2009 Share Option Scheme are set out in the section headed "Share Option Scheme" in this report.
- (4) The percentage shareholding is calculated on the basis of 11,441,892,848 Shares issued as at 31 December 2023.

Save as disclosed above, as at 31 December 2023 to the knowledge of the Directors, none of the Directors or chief executive of the Company had any interests or short positions in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be: (i) notified to the Company and The Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and chief executive were taken or deemed to have under such provisions of the SFO); (ii) entered in the register kept by the Company pursuant to Section 352 of the SFO; or (iii) notified to the Company and The Hong Kong Stock Exchange pursuant to the Model Code.

附註：

- (1) 由於鄭松興先生擁有 Accurate Gain Developments Limited 已發行股本的100%股份權益，而該公司持有2,306,553,791股股份，故鄭先生被視為持有上述2,306,553,791股股份之權益。彼為鄭嘉汶女士之父親。
- (2) 有關之權益是指根據本公司於2019年9月13日採納之2019年購股權計劃而授予耿梅女士及鄭嘉汶女士之購股權。2019年購股權計劃之進一步詳情載於本報告之「購股權計劃」一節內。
- (3) 有關之權益是指根據本公司於2009年9月4日採納之2009年購股權計劃而授予梁君彥先生、李偉強先生及許照中先生之購股權。2009年購股權計劃之進一步詳情載於本報告之「購股權計劃」一節內。
- (4) 本百分比乃根據於2023年12月31日已發行之11,441,892,848股股份計算。

除上文所披露者外，於2023年12月31日，據董事所知，概無董事或本公司主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債權證中擁有：(i)根據證券及期貨條例第XV部第7及第8分部須知會本公司及香港聯交所的權益或淡倉(包括董事及主要行政人員根據證券及期貨條例相關條文被當作或被視為擁有之權益及淡倉)；(ii)本公司根據證券及期貨條例第352條須記錄於登記冊的權益或淡倉；或(iii)根據標準守則須知會本公司及香港聯交所之任何權益或淡倉。

### Substantial Shareholders' Interests in Securities

As at 31 December 2023, to the knowledge of the Directors, the following persons (other than a Director or chief executive of the Company) had or were deemed or taken to have interests or short position in the Shares or underlying Shares which were required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register kept by the Company pursuant to Section 336 of the SFO:

### Long Position in the Shares

### 主要股東於證券的權益

於2023年12月31日，據董事所知，以下人士(董事或本公司主要行政人員除外)於股份或相關股份中擁有或被視為或當作擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露，或載入本公司根據證券及期貨條例第336條須予存置的登記冊的權益或淡倉：

### 於股份中的好倉

Name	Nature of interest	Number of Shares or underlying Shares held	Approximate percentage of the Company's total number of issued Shares <sup>(6)</sup>
姓名／名稱	權益性質	所持股份或相關股份數目	佔本公司已發行股份總數概約百分比 <sup>(6)</sup>
SZCDG 特區建發集團	Deemed interest in controlled corporation 被視作受控制法團權益	3,350,000,000 <sup>(1)</sup>	29.28%
SEZCDHK 特區建發香港	Deemed interest in controlled corporation 被視作受控制法團權益	3,350,000,000 <sup>(1)</sup>	29.28%
SEZCDIH 特區建發投控	Beneficial owner 實益擁有人	3,350,000,000 <sup>(2)</sup>	29.28%
Accurate Gain Developments Limited	Beneficial owner 實益擁有人	2,306,553,791 <sup>(3)</sup>	20.16%
Tencent Holdings Limited 騰訊控股有限公司	Deemed interest in controlled corporation 被視作受控制法團權益	955,936,666 <sup>(4)</sup>	8.35%
THL H Limited	Beneficial owner 實益擁有人	955,936,666 <sup>(4)</sup>	8.35%
Proficient Success Limited	Beneficial owner 實益擁有人	588,984,145 <sup>(5)</sup>	5.15%

#### Notes:

- (1) SEZ Construction & Development International (Hong Kong) LIMITED is wholly owned by SZCDG (“SEZCDHK”).
- (2) SEZ Construction & Development Investment Holding LIMITED is wholly owned by SEZCDHK (“SEZCDIH”).
- (3) Mr. Cheng Chung Hing owns 100% of the issued shares capital of Accurate Gain Developments Limited.
- (4) THL H Limited is wholly owned by Tencent Holdings Limited.
- (5) Mr. Cheng Tai Po owns 100% of the issued share capital of Proficient Success Limited.
- (6) The percentage shareholding is calculated on the basis of 11,441,892,848 Shares issued as at 31 December 2023.

Save as disclosed above, as at 31 December 2023, to the knowledge of the Directors or chief executive of the Company, no other person (other than a Director or chief executive of the Company) had, or were deemed or taken to have interest or short position in the Shares or underlying Shares which were required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register kept by the Company pursuant to Section 336 of the SFO.

### Information on Share Options Share Option Scheme

The share option scheme adopted by the Company on 4 September 2009 became effective on 30 September 2009 and expired on 29 September 2019 (the “2009 Share Option Scheme”). In light of the expiration of the 2009 Share Option Scheme, a new share option scheme was adopted by the shareholders at the annual general meeting of the Company held on 13 September 2019, after which the Company obtained a conditional listing approval for such new share option scheme from The Hong Kong Stock Exchange (the “2019 Share Option Scheme”).

No options can further be granted under the 2009 Share Option Scheme which has been expired on 13 September 2019. However, for the outstanding 3,000,000 share options granted and yet to be exercised under the 2009 Share Option Scheme remain valid and exercisable in accordance with the terms of the 2009 Share Option Scheme, representing approximately 0.026% of the total number of issued Shares of the Company as at the date of this report.

#### 附註：

- (1) 特區建設發展國際(香港)有限公司由特區建發集團全資擁有(「特區建發香港」)。
- (2) 特區建設發展投資控股有限公司由特區建發香港全資擁有(「特區建發投控」)。
- (3) 鄭松興先生擁有Accurate Gain Developments Limited已發行股本的100%股份權益。
- (4) THL H Limited由騰訊控股有限公司全資擁有。
- (5) 鄭大報先生擁有Proficient Success Limited已發行股本的100%股份權益。
- (6) 股本百分比乃根據於2023年12月31日已發行之11,441,892,848股股份計算。

除上文所披露者外，於2023年12月31日，據董事或本公司主要行政人員所知，概無其他人士(董事或本公司主要行政人員除外)於股份或相關股份中擁有或被視為或被當作擁有根據證券及期貨條例第XV部第2及3分部之條文須向本公司披露，或根據證券及期貨條例第336條載入本公司存置的登記冊之權益或淡倉。

### 有關購股權的資料 購股權計劃

本公司於2009年9月4日採納的購股權計劃(「2009年購股權計劃」)於2009年9月30日生效，並於2019年9月29日期滿。鑑於2009年購股權計劃期滿，股東於2019年9月13日舉行的本公司股東周年大會採納新購股權計劃，其後本公司獲得香港聯合交易所就該新購股權計劃出具有條件上市批准(「2019年購股權計劃」)。

於2019年9月13日，2009年購股權計劃已終止，概無其他購股權可進一步授出。然而，就2009年購股權計劃已授出及尚未行使的3,000,000股購股權仍繼續有效，相當於本公司於本報告日期的已發行股份總數約0.026%，並可根據2009年購股權計劃的條款行使。



### 2009 Share Option Scheme

The major terms of the 2009 Share Option Scheme were summarized as follows:

1. The purpose of the Share Option Scheme was to provide incentives to eligible persons for their contribution to the Company and to enable the Company to recruit high-calibre employees and attract human resources that are valuable to the Group.
2. The Board may at its discretion grant options to Directors, employees, officers, agents, consultants or representatives of the Group.
3. The total number of Shares which may be issued upon exercise of all share options granted and yet to be exercised under the Share Option Scheme must not exceed 30% of the Shares in issue from time to time. The total number of Shares in respect of which options granted under the Share Option Scheme was not permitted to exceed 10% in nominal amount of the issued Shares as at the date of commencement of the listing of Shares on The Hong Kong Stock Exchange unless with the prior approval from the Shareholders. The Share Option Scheme limit was refreshed at the annual general meeting of the Company held on 21 August 2013. At the date of this report, the maximum number of the Shares available for issue upon exercise of all share option are granted under the Share Option Scheme is 3,000,000 Shares, representing approximately 0.026% of the total number of issued share of the Company as at the date of this report.
4. The total number of Shares issued upon the exercise of share options granted under the Share Option Scheme (including exercised, cancelled and outstanding share options) to each grantee in any 12-month period up to the date of grant should not exceed 1% of the issued share capital of the Company as at the date of grant. Any further grant of share options in excess of this limit is subject to approval of the Shareholders.
5. The period during which a share option may be exercised would be determined by the Directors at their absolute discretion, save that no share option may be exercised more than 10 years after grant.

### 2009年購股權計劃

2009年購股權計劃的主要條款摘錄如下：

1. 該購股權計劃旨在獎勵合資格人士對本集團所作貢獻，並使本集團得以招聘優秀僱員及吸引人才。
2. 董事會有權酌情向本集團之董事、僱員、高級職員、代理、顧問或代表授出購股權。
3. 因購股權計劃項下已授出但尚未行使其所有購股權獲行使而可予發行的股份總數，不得超過不時已發行股份的30%。除獲本公司股東預先批准，否則根據購股權計劃可予授出的購股權所涉及股份總數，不得超過股份於香港聯交所上市之日期的已發行股份面值的10%。該購股權計劃上限已於2013年8月21日舉行之本公司股東周年大會上更新。於本報告日，根據購股權計劃項下已授出的所有購股權倘獲行使而發行的股份總數為3,000,000股股份，相當於本公司於本報告日期的已發行股份總數約0.026%。
4. 因購股權計劃項下已授出購股權(包括已行使、註銷及未行使之購股權)獲行使而於任何12個月期間起至授出日期止向各承授人發行的股份總數，不得超過本公司於授出日期已發行股本的1%。如要進一步授出超過此限額的購股權，須獲股東批准。
5. 董事可全權酌情決定購股權的行使期，惟以購股權獲授出後10年為限。

## Report of the Directors (Continued)

### 董事會報告(續)

6. The consideration paid by each grantee for each grant of options is HK\$1.
6. 各承授人須支付1港元作為每次獲授購股權的代價。
7. The exercise price in relation to each share option would be determined by the Directors at their absolute discretion and should not be less than the highest of: (i) the official closing price of the Shares as stated in the daily quotation sheet of The Hong Kong Stock Exchange on the date of grant; (ii) the average closing prices of the Shares as stated in the daily quotation sheets of The Hong Kong Stock Exchange for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Shares on the date of grant.
7. 董事可全權酌情決定各購股權的行使價，惟不得低於下列各項的最高者：(i)股份於授出日期在香港聯交所每日報價表所列官方收市價；(ii)股份於緊接授出日期前五個營業日在香港聯交所每日報價表所列平均收市價；及(iii)股份於授出日期的面值。

The table below summarized the details of the movements in the share options granted pursuant to the 2009 Share Option Scheme during the Year:

於本年度內根據2009年購股權計劃授出購股權的變動詳情摘錄於下表之內：

Name	Date of Grant	Vesting Period	Number of Share Options				Cancelled/ Lapsed 已註銷/ 失效	As at 31 December 2023 於2023年 12月31日	Exercise Price 行使價 HK\$ 港元	Exercisable Period 行使期
			As at 1 April 2023 於2023年 4月1日	Granted 已授出	Exercised 已行使					
<b>Directors</b>										
<b>董事</b>										
Fung Sing Hong Stephen 馮星航	13/1/2017 <sup>(1)</sup>	3/7/2017-2/7/2018	40,000,000	-	-	(40,000,000)	-	1.52	3/7/2018-2/7/2023	
Leung Kwan Yuen Andrew 梁君彥	13/4/2018	-	1,000,000	-	-	(1,000,000)	-	1.81	13/4/2018-12/4/2023	
		13/4/2018-12/4/2019	1,000,000	-	-	-	1,000,000	1.81	13/4/2019-12/4/2024	
Li Wai Keung 李偉強	13/4/2018	-	1,000,000	-	-	(1,000,000)	-	1.81	13/4/2018-12/4/2023	
		13/4/2018-12/4/2019	1,000,000	-	-	-	1,000,000	1.81	13/4/2019-12/4/2024	
Hui Chiu Chung 許照中	13/4/2018	-	1,000,000	-	-	(1,000,000)	-	1.81	13/4/2018-12/4/2023	
		13/4/2018-12/4/2019	1,000,000	-	-	-	1,000,000	1.81	13/4/2019-12/4/2024	
<b>Employees</b> <b>僱員</b>	22/8/2016	22/8/2016-21/8/2018	2,000,000	-	-	(2,000,000)	-	1.75	22/8/2018-21/8/2023	
			48,000,000	-	-	(45,000,000)	3,000,000			

Notes:

1. Mr. Fung Sing Hong Stephen has been appointed as Non-Executive Director and resigned as Senior Advisor of the Group with effect from 25 August 2023.
2. Details of the Share Option Scheme are set out in note 33 to the financial information.

**2019 Share Option Scheme**

The major terms of the 2019 Share Option Scheme are summarized as follows:

1. The purpose of the Share Option Scheme is to provide incentives to eligible participants to contribute to the Company and to enable the Group to recruit high-calibre employees and attract human resources that are valuable to the Group.
2. The Board may at its discretion grant options to Directors (including executive and non-executive Directors), employees, officers, agents or consultants of the Company or any subsidiary.
3. The total number of Shares which may be issued upon exercise of all share options granted and yet to be exercised under the Share Option Scheme and all outstanding options must not exceed 30% of the Shares in issue from time to time. The total number of Shares in respect of options which may be granted under the Share Option Scheme is not permitted to exceed 10% of the issued Shares on adoption date that is 810,722,884 Shares. At the date of this report, the maximum number of the Shares available for issue upon exercise of all share options which may be granted under the Share Option Scheme is 730,422,884 Shares, representing approximately 6.38% of the total number of issued Shares of the Company as at the date of this report.

附註：

1. 馮星航先生自2023年8月25日起獲委任為非執行董事，並辭任本集團之資深顧問。
2. 購股權計劃的詳情載於財務信息附註33。

**2019年購股權計劃**

2019年購股權計劃的主要條款摘錄如下：

1. 該購股權計劃旨在獎勵合資格參與者對本集團作出貢獻，並使本集團可招聘優秀僱員及吸引人才。
2. 董事會有權酌情向本公司或任何附屬公司之董事(包括執行或非執行董事)、僱員、高級職員、代理或顧問授出購股權。
3. 所有倘未行使之購股權及因購股權計劃項下已授出但尚未行使之所有購股權獲行使而可予發行的股份總數，不得超過不時已發行股份數目的30%。根據購股權計劃可予授出的購股權所涉及股份總數，不得超過採納日期全部已發行股份的10%即為810,722,884股股份。根據購股權計劃項下可予授出的所有購股權倘獲行使而發行的股份總數為730,422,884股股份，相當於本公司於本報告日期的已發行股份總數約6.38%。

4. The total number of Shares issued and to be issued upon the exercise of share options granted under the Share Option Scheme (including exercised, cancelled and outstanding share options) to each grantee in any 12-month period up to the date of grant shall not exceed 1% of the number of shares in issue of the Company as at the date of grant. Any further grant of share options in excess of this limit is subject to approval of the Shareholders.
  5. The period during which a share option may be exercised will be determined by the Directors at their absolute discretion, save that no share option may be exercised more than 10 years after grant.
  6. The consideration paid by each grantee for each grant of options is HK\$1.
  7. The exercise price in relation to each share option will be determined by the directors at their absolute discretion and shall be at least the highest of: (a) the closing price of Shares as stated in the daily quotation sheets of The Hong Kong Stock Exchange on the date of grant, which must be a business day; and (b) the average closing price of the Shares as stated in the daily quotation sheets of The Hong Kong Stock Exchange for the five business days immediately preceding the date of grant.
  8. No further options will be granted under the Share Option Scheme after the date of expiration. In respect of the options granted and accepted prior to the date of expiration and not then exercised, they shall continue to be valid and exercisable subject to and in accordance with the Share Option Scheme.
4. 因購股權計劃項下已授出購股權(包括已行使、註銷及未行使之購股權)獲行使而於任何12個月期間起至授出日期止向各承授人發行及即將發行的股份總數，不得超過本公司於授出日期已發行股份數目的1%。如要進一步授出超過此限額的購股權，須獲股東批准。
  5. 董事可全權酌情決定購股權的行使期，惟以購股權獲授出後10年為限。
  6. 各承授人須支付1港元作為每次獲授購股權的代價。
  7. 董事可全權酌情決定各購股權的行使價，惟不得低於下列各項的最高者：(a)授出日期(必須為營業日)香港聯交所每日報價表所列的股份收市價；及(b)緊接於授出日期前五個營業日在香港聯交所每日報價表所列的股份平均收市價。
  8. 於購股權計劃屆滿後，不能進一步授出購股權。根據購股權計劃並在其規限下，於屆滿期前已授出並獲接納惟當時尚未行使之購股權將仍然有效及可行使。

## Report of the Directors (Continued)

### 董事會報告(續)

The table below summarized the details of the movements in the share options granted pursuant to the 2019 Share Option Scheme during the Year:

於本年度內根據2019年購股權計劃授出購股權的變動詳情摘錄於下表之內：

Name	Date of Grant	Vesting Period	Number of Share Options					Cancelled/ Lapsed	As at 31 December 2023	Exercise Price	Exercisable Period
			購股權數目								
			As at 1 April 2023	Granted	Exercised	Cancelled/ Lapsed	As at 31 December 2023				
名稱	授出日期	歸屬期	於2023年 4月1日	已授出	已行使	已註銷/ 失效	於2023年 12月31日	行使價 HK\$ 港元	行使期		
<b>Directors</b>											
<b>董事</b>											
Geng Mei	29/6/2021	29/6/2021–28/6/2022	10,000,000	–	–	–	10,000,000	1.00	29/6/2022–28/6/2026		
耿梅		29/6/2021–28/6/2023	10,000,000	–	–	–	10,000,000	1.00	29/6/2023–28/6/2026		
		29/6/2021–28/6/2024	10,000,000	–	–	–	10,000,000	1.00	29/6/2024–28/6/2026		
Cheng Ka Man Carman	7/2/2020	7/2/2020–6/2/2021	2,600,000	–	–	–	2,600,000	1.00	7/2/2021–6/2/2025		
鄭嘉汶		7/2/2020–6/2/2022	2,600,000	–	–	–	2,600,000	1.00	7/2/2022–6/2/2025		
		7/2/2020–6/2/2023	2,600,000	–	–	–	2,600,000	1.00	7/2/2023–6/2/2025		
Employees	7/2/2020	7/2/2020–6/2/2021	7,500,000	–	–	–	7,500,000	1.00	7/2/2021–6/2/2025		
僱員		7/2/2020–6/2/2022	7,500,000	–	–	–	7,500,000	1.00	7/2/2022–6/2/2025		
		7/2/2020–6/2/2023	7,500,000	–	–	–	7,500,000	1.00	7/2/2023–6/2/2025		
	29/6/2021	29/6/2021–30/3/2022	20,000,000	–	–	–	20,000,000	1.00	31/3/2022–30/3/2026		
			80,300,000	–	–	–	80,300,000				

Note: Details of the Share Option Scheme are set out in note 33 to the financial information.

附註：購股權計劃的詳情載於財務信息附註33。



### Directors' Rights to Acquire Shares or Debt Securities

Save as disclosed in the sections headed "Directors' and Chief Executive's Interests in Securities" and "Information on Share Options" in this report and in note 33 to the financial statements, at no time during the Year was the Company or any of its subsidiaries a party to any arrangement to enable the Directors or chief executives of the Company (including their spouses or children under 18 years of age) to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate.

### Continuing Connected Transaction

#### Continuing Connected Transactions in relation to the Property Management Transactions

On 15 July 2022 (after trading hours), First Asia Pacific Group Company Limited (an indirect wholly-owned subsidiary of the Company, the "Vendor"), SZCDG (the "Purchaser") and the Company entered into an equity transfer agreement (the "Equity Transfer Agreement"), pursuant to which the Vendor agreed to sell, and the Purchaser agreed to purchase, 50% equity interest in Shenzhen First Asia Pacific Property Management Company Limited (the "Target Company") at a consideration of RMB1,256,600,000 (equivalent to approximately HK\$1,457,656,000). Completion of the Equity Transfer Agreement took place on 23 December 2022 and the Target Company has ceased to be a subsidiary of the Company and its financial results are no longer consolidated into the Group's financial statements.

Pursuant to the Equity Transfer Agreement, upon completion of the Equity Transfer Agreement, the Company shall (i) engage the Target Company, its subsidiary and branches (the "Target Group") to manage all present and future property projects owned by the Group and (ii) use its best endeavours to procure the engagement of the Target Group in respect of the property management of present and future property projects developed by the Group. Accordingly, the Company and the Target Company entered into a property management transactions framework agreement (the "Property Management Transactions Framework Agreement") on 15 July 2022 (after trading hours) for the provision of property management services by the Target Group for the period from the date of completion of the Equity Transfer Agreement to 31 March 2025.

### 董事認購股份或債務證券的權利

除本報告「董事及主要行政人員於證券的權益」及「有關購股權的資料」章節及財務報表附註33所披露者外，本公司或其任何附屬公司於本年度內任何時候概無進行任何安排，致使董事或本公司主要行政人員（包括彼等的配偶或18歲以下的子女）透過收購本公司或任何其他法人團體的股份或債權證獲取利益。

### 持續關連交易

#### 物管服務交易的持續關連交易

於2022年7月15日(交易時段後)，第一亞太集團有限公司(本公司的間接全資附屬公司，「賣方」、特區建發集團(「買方」)與本公司訂立一份股權轉讓協議(「股權轉讓協議」)，據此，賣方同意出售而買方同意購買深圳第一亞太物業管理有限公司(「目標公司」)的50%股權，代價為人民幣1,256,600,000元(相當於約1,457,656,000港元)。股權轉讓協議已於2022年12月23日交割，目標公司已不再為本公司的附屬公司，其財務業績不再合併至本集團的財務報表。

根據股權轉讓協議，於股權轉讓協議交割後，本公司應(i)委聘目標公司、其附屬公司及分支機構(「目標集團」)管理本集團持有的全部現有及未來物業項目；及(ii)竭盡所能促使目標集團參與本集團開發的現有及未來物業項目的物業管理。因此，本公司與目標公司於2022年7月15日(交易時段後)訂立一份物管服務協議(「物管服務協議」)，以讓目標集團於股權轉讓協議交割日起至2025年3月31日期間提供物業管理服務。

## Report of the Directors (Continued)

### 董事會報告(續)

Key terms of the Property Management Transactions Framework Agreement, among others, are set out below:

物管服務協議的主要條款(其中包括)載列如下：

Date:	15 July 2022 (after trading hours)	日期：	2022年7月15日(交易時段後)
Parties:	(1) The Company (2) The Target Company	訂約方：	(1) 本公司 (2) 目標公司
Term:	Effective from the date of completion of the Equity Transfer Agreement to 31 March 2025 (both days inclusive), subject to termination as agreed by both parties	期限：	自股權轉讓協議交割日起至2025年3月31日(包括首尾兩天)止有效，訂約雙方經協定可予終止
Subject matter:	Property management services from the Target Group to the Group, including security, cleaning service, customer service, maintenance of order, parking management, equipment and facility maintenance, pre-delivery consultancy services, sales office coordination, gardening and road maintenance and polishing services (the "Property Management Transactions").	標的事項：	目標集團向本集團提供包括保安、清潔服務、客戶服務、秩序維護、停車管理、設備及設施維修保養、前期介入諮詢、銷售案場配合、園區道路維護和亮化等物業管理服務(「物管服務交易」)。

The following table sets out the annual caps for the Property Management Transactions:

下表載列物管服務交易的年度上限：

For the year ended 31 March 2023 截至2023年 3月31日止年度 HK\$'000 千港元	For the nine months ended 31 December 2023 截至2023年 12月31日止九個月 HK\$'000 千港元	For the year ending 31 December 2024 截至2024年 12月31日止年度 HK\$'000 千港元	For the three months ending 31 March 2025 截至2025年 3月31日止三個月 HK\$'000 千港元
309,100	299,550	394,825	98,325

For the nine months ended 31 December 2023, the total amounts payable by the Group to the Target Group under the Property Management Transactions Framework Agreement amounted to HK\$277,505,000, which was within the annual cap of HK\$299,550,000 for the same period.

截至2023年12月31日止九個月，本集團根據物管服務協議應向目標集團支付的總額為277,505,000港元，該金額在同期的年度上限299,550,000港元之內。

Upon completion of the Equity Transfer Agreement, the Target Company became a subsidiary of the Purchaser, which is a substantial shareholder of the Company. Accordingly, the Property Management Transactions constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules. As one or more of the applicable percentage ratios in respect of the annual caps for the Property Management Transactions exceed 5%, the Property Management Transactions are subject to the reporting, annual review, announcement and independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

Details of the above have also been disclosed in the circular of the Company dated 24 August 2022. Independent shareholders of the Company have approved the Property Management Transactions at the extraordinary general meeting held on 9 September 2022.

### Continuing Connected Transactions in Xi'an

On 16 December 2022 (after trading hours), China South City Group Co., Ltd. (an indirect wholly-owned subsidiary of the Company, the "Seller"), China South International Industrial Materials City (Shenzhen) Co., Ltd. (a direct wholly-owned subsidiary of the Company, "China South International"), Shenzhen Shenji No.1 Industrial Park Investment and Operation Co., Ltd. (the "Subscriber") and Xi'an China South City Co., Ltd. (the "Target Company") entered into an investment agreement (the "Investment Agreement"), pursuant to which the Subscriber agreed to subscribe, and the Target Company agreed to issue 2,262,938,726 new shares in the Target Company at a consideration of RMB5,000,000,000.

於股權轉讓協議交割後，目標公司成為買方的附屬公司，而買方是本公司的主要股東。因此，物管服務交易根據上市規則第十四A章構成本公司的持續關連交易。由於有關物管服務交易年度上限的一項或多項適用百分比率超過5%，物管服務交易須遵守上市規則第十四A章項下的申報、年度審閱、公告及獨立股東批准的規定。

上述詳情亦披露於本公司日期為2022年8月24日之通函。本公司的獨立股東已於2022年9月9日舉行的股東特別大會上批准了物管服務交易。

### 西安持續關連交易

於2022年12月16日(交易時段後)，華南城集團有限公司(為本公司的間接全資附屬公司，「賣方」、華南國際工業原料城(深圳)有限公司(為本公司的直接全資附屬公司，「華南國際」、深圳市深基壹號產業園區投資運營有限公司(「認購方」)與西安華南城有限公司(「目標公司」)訂立一份投資協議(「投資協議」)，據此，認購方同意認購而目標公司同意發行目標公司的2,262,938,726股新股份，代價為人民幣5,000,000,000元。

On 21 December 2022, China South International and the Target Company entered into supplemental agreements to each of a construction project management agreement (the “Construction Project Management Agreement”), a marketing management and brand licensing agreement (the “Marketing Management and Brand Licensing Agreement”) and a supporting services agreement (the “Supporting Services Agreement”) (together, the “Continuing Transactions Agreements”), such that the expiry date of each of these agreements has been extended from 31 December 2023 to 31 December 2025.

於2022年12月21日，華南國際與目標公司就其訂立的建築項目管理協議(「建築項目管理協議」)、營銷管理及品牌授權協議(「營銷管理及品牌授權協議」)以及配套服務協議(「配套服務協議」)(合稱「持續交易協議」)各自簽訂了補充協議，使該等協議的到期日由2023年12月31日延後至2025年12月31日。

**(I) Construction Project Management Agreement**

The principal terms of the Construction Project Management Agreement, among others, are set out below:

Date: 25 February 2021 (as amended on 21 December 2022)

Parties: (i) China South International; and  
(ii) the Target Company.

Remaining term: For the period from the date of completion of the Investment Agreement to 31 December 2025

Subject matter: Construction project management and consultancy services, including, among others, authorisation to use the product design system and the intelligent fine decoration design and management system, construction cost management, construction quality control, construction technology management, full-cycle customer management and other supporting consultancy services related to the operation of construction projects of the Target Company (the “Construction Project Management Services”).

**(I) 建築項目管理協議**

建築項目管理協議的主要條款(其中包括)載列如下：

日期：2021年2月25日(於2022年12月21日經修訂)

訂約方：(i) 華南國際；及  
(ii) 目標公司。

剩餘期限：投資協議交割日期起至2025年12月31日止期間

標的事項：建築項目管理及諮詢服務，其中包括授權使用產品設計系統以及智能精裝修設計及管理系統、施工成本管理、施工質量控制、施工技術管理、全週期客戶管理及與目標公司建築項目運營有關的其他配套諮詢服務(「建築項目管理服務」)。

**(II) Marketing Management and Brand Licensing Agreement**

The principal terms of the Marketing Management and Brand Licensing Agreement, among others, are set out below:

Date: 25 February 2021 (as amended on 21 December 2022)

Parties: (i) China South International; and  
(ii) the Target Company.

Remaining term: For the period from the date of completion of the Investment Agreement to 31 December 2025

Subject matter: (i) Marketing management and consultancy services including, among others, marketing and public relations management, client and partner management, marketing training, marketing planning and other consultancy services related to the operation of construction projects of the Target Company; and

(ii) Brand licensing services, including the grant of (a) the right to use the trademarks registered by China South International for marketing purposes; (b) the right to incorporate "China South City" in the registered name of the Target Company; and (c) the right to use the achievements and recognitions of China South International for marketing and business negotiation purposes (the "Marketing Management and Brand Licensing Services").

**(II) 營銷管理及品牌授權協議**

營銷管理及品牌授權協議的主要條款(其中包括)載列如下:

日期: 2021年2月25日(於2022年12月21日經修訂)

訂約方: (i) 華南國際; 及  
(ii) 目標公司。

剩餘期限: 投資協議交割日期起至2025年12月31日止期間

標的事項: (i) 營銷管理及諮詢服務, 其中包括營銷及公關管理、客戶及合作夥伴管理、營銷培訓、營銷策劃及與目標公司建築項目營運有關的其他諮詢服務; 及

(ii) 品牌授權服務, 包括授予(a)就營銷目的使用華南國際註冊商標的權利; (b)於目標公司的註冊名稱加入「華南城」的權利; 及(c)就營銷及商業磋商目的使用華南國際的成就及認可的權利(「營銷管理及品牌授權服務」)。



**(III) Supporting Services Agreement**

The principal terms of the Supporting Services Agreement, among others, are set out below:

Date:	25 February 2021 (as amended on 21 December 2022)
Parties:	(i) China South International; and (ii) the Target Company.
Remaining term:	For the period from the date of completion of the Investment Agreement to 31 December 2025
Subject matter:	Supporting consultancy services in relation to, among others, human resources administrative management, finance management, legal management and risk management related to the projects of the Target Company (the “Supporting Services” and, together with the Construction Project Management Services and the Marketing Management and Brand Licensing Services, the “Continuing Transactions”).

**(III) 配套服務協議**

配套服務協議的主要條款(其中包括)載列如下:

日期:	2021年2月25日(於2022年12月21日經修訂)
訂約方:	(i) 華南國際; 及 (ii) 目標公司。
剩餘期限:	投資協議交割日期起至2025年12月31日止期間
標的事項:	配套諮詢服務, 其中包括與目標公司項目有關的人力資源行政管理、財務管理、法律管理及風險管理(「配套服務」, 與建築項目管理服務和營銷管理及品牌授權服務合稱為「持續交易」)。

The following table sets out the annual caps for the Continuing Transactions:

下表載列持續交易的年度上限:

		<b>For the period from 1 June 2023 to 31 December 2023</b> 自2023年6月1日起至2023年12月31日期間 RMB'000 人民幣千元	<b>For the year ending 31 December 2024 and 2025</b> 截至2024年及2025年12月31日止年度 RMB'000 人民幣千元
Construction Project Management Services	建築項目管理服務	26,754	45,864
Marketing Management and Brand Licensing Services	營銷管理及品牌授權服務	54,491	93,413
Supporting Services	配套服務	13,475	23,100

The Subscriber is held as to 90% by Guangdong Shenji Huayuan Equity Investment Limited Partnership, a limited partnership in which Shenzhen Infrastructure Investment Fund Management Co., Ltd. (“Shenzhen Infrastructure Investment”) is a general partner and, through its direct wholly-owned subsidiary Shenzhen Shenji Pengcheng Investment Development Co., Ltd., is interested as to 100% of the equity interest as a limited partner. Shenzhen Infrastructure Investment is a direct non-wholly owned subsidiary of SZCDG. As a result, the Subscriber is also a connected person of the Company by virtue of being an associate of SZCDG.

Upon completion of the Investment Agreement, the Target Company would be held as to 69.35% by the Subscriber and 30.65% by the Seller, respectively, and the Target Company would cease to be a subsidiary of the Company and become a subsidiary of the Subscriber, which is an associate of a connected person of the Company. Accordingly, upon completion of the Investment Agreement, the Continuing Transactions would become continuing connected transactions of the Company under Chapter 14A of the Listing Rules. As one or more of the applicable percentage ratios in respect of the annual caps for the Continuing Transactions exceed 0.1% but are all below 5%, the Continuing Transactions would be subject to the reporting, annual review and announcement requirements but exempt from the circular and independent shareholders’ approval requirements under Chapter 14A of the Listing Rules.

Details of the above have also been disclosed in the circular of the Company dated 17 January 2023.

As completion of the Investment Agreement took place in May 2023, the Target Company was the Group’s associate, and the Continuing Transactions was constituted continuing connected transactions of the Company under Chapter 14A of the Listing Rules on that date.

廣東深基華園股權投資合夥企業(有限責任合伙)持有認購方的90%股權，其中深圳市基礎設施投資基金管理有限責任公司(「深基投資」)為其普通責任合夥人，並通過其直接全資附屬公司深圳市深基鵬程投資發展有限公司作為有限責任合夥人持有認購方的100%股權。深基投資為特區建發集團的直接非全資附屬公司。因此，認購方因屬特區建發集團的聯繫人，亦為本公司的關連人士。

於投資協議交割後，認購方將持有目標公司的69.35%股權，而賣方將持有目標公司的30.65%股權。目標公司將不再為本公司的附屬公司，將成為認購方的附屬公司，而認購方為本公司的關連人士的聯繫人。因此，於投資協議交割後，持續交易將構成本公司上市規則第十四A章項下的持續關連交易。由於有關持續交易的年度上限的一項或多項適用百分比率超過0.1%但全部低於5%，持續交易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，惟可獲豁免遵守通函及獨立股東批准規定。

上述詳情亦披露於本公司日期為2023年1月17日之通函。

投資協議已於2023年5月完成交割，因此目標公司仍為本集團的聯營公司，持續交易在該日已構成本公司上市規則第十四A章項下的持續關連交易。

### Continuing Connected Transactions in relation to the Provision of Business Management Services

On 6 September 2023 (after trading hours), the Company and SZCDG (a substantial shareholder of the Company) entered into the business management services agreement (the “Business Management Services Agreement”) in relation to the provision of the Business Management Services from SZCDG to the Company for the period from 16 June 2023 to 15 June 2025.

Pursuant to the Business Management Services Agreement, SZCDG shall assign the Secondees to the Company to provide business management services to the Company, under which the First Secondee shall act as an executive director of the Company and the Group’s Vice President and the Second Secondee shall act as an executive director of the Company and the Group’s Financial Controller (the “Business Management Services”). The Secondees shall be employees of SZCDG, and SZCDG shall be responsible for their remuneration packages including but not limited to salaries, social insurance contribution and other benefits. There shall be no employment relationship between the Secondees and the Company. SZCDG shall be entitled to replace the Secondees as and when necessary by providing written notice to the Company. On 6 September 2023, the First Secondee is Mr. Wan Hongtao (who has been an Executive Director of the Company and the Group’s Vice President since 16 June 2022) and the Second Secondee is Mr. Qin Wenzhong (who has been an Executive Director of the Company and the Group’s Financial Controller since 16 June 2022). For their biographies, please refer to biographies, please refer to the annual report of the Company report of the Company dated 28 July 2023 for the year ended 31 March 2023.

### 提供企業經營管理服務的持續關連交易

於2023年9月6日(交易時段後)，本公司與特區建發集團(本公司的主要股東)就特區建發集團向本公司提供企業經營管理服務訂立企業經營管理服務協議，期限為自2023年6月16日至2025年6月15日止。

根據企業經營管理服務協議，特區建發集團須向本公司指派派駐人員為本公司提供企業經營管理服務，其中第一位派駐人員擔任本公司執行董事兼本集團副總裁，第二位派駐人員擔任本公司執行董事兼本集團財務總監(「企業經營管理服務」)。派駐人員均與特區建發集團簽訂勞動合同，特區建發集團應承擔派駐人員的薪酬待遇，包括但不限於工資、社會保險費及其他福利。派駐人員與本公司之間不存在僱傭關係。特區建發集團有權根據需要向本公司發出書面通知，更換派駐人員。於2023年9月6日，第一位派駐人員為萬鴻濤先生(其已自2022年6月16日起擔任本公司執行董事兼本集團副總裁)，第二位派駐人員為覃文忠先生(其已自2022年6月16日起擔任本公司執行董事兼本集團財務總監)。關於其履歷，請參見本公司於2023年7月28日發佈的關於截至2023年3月31日的年度報告。

## Report of the Directors (Continued)

### 董事會報告(續)

Key terms of the Business Management Services Agreement, among others, are set out below:

企業經營管理服務協議的主要條款(其中包括)載列如下:

Date: 6 September 2023 (after trading hours)

日期: 2023年9月6日(交易時段後)

Parties: (1) The Company; and  
(2) SZCDG

訂約方: (1) 本公司; 及  
(2) 特區建發集團

Term and termination: The term of the Business Management Services Agreement is from 16 June 2023 to 15 June 2025. Prior to the expiration of the term, the Company or SZCDG may terminate the Business Management Services Agreement by providing three-month prior written notice to the other party and obtaining the other party's written consent.

期限和終止: 企業經營管理服務協議的期限為自2023年6月16日至2025年6月15日止。期限屆滿前,本公司或特區建發集團可提前三個月向另一方發出書面通知並徵得另一方書面同意後,終止企業經營管理服務協議。

Price determination: The service fees payable by the Company to SZCDG during the term shall comprise RMB4,170,000 per year (exclusive of all taxes) in respect of the services provided by the First Seconded and RMB3,870,000 per year (exclusive of all taxes) in respect of the services provided by the Second Seconded. The service fees include expenses incurred by SZCDG from, among others, basic salaries overtime pay, welfare subsidies, social insurance contribution, housing provident fund contribution and annuity payments.

價格之確定: 在期限內,本公司應向特區建發集團支付的服務費包括第一位派駐人員提供服務的費用(每年人民幣4,170,000元,不含所有稅費),以及第二位派駐人員提供服務的費用(每年人民幣3,870,000元,不含所有稅費)。服務費其中包括特區建發集團因支付基本工資、加班費、福利補貼、社會保險費、住房公積金和年金等產生的費用。

The service fees have been determined among the parties after arm's length negotiations with reference to a number of factors including (i) the remuneration packages of the Secondees during the period of providing services to the Company and other fees which may be incurred by SZCDG, taking into account reasonable fluctuations; (ii) an increased demand for the Business Management Services due to the business planning of the Group and the operating costs which the Group may otherwise incur if there are no Business Management Services provided by SZCDG; (iii) the positions, qualifications, work experience and expertise of the Secondees; (iv) the salary levels of enterprises in the industry and the year-on-year increases released by the relevant national and local government departments and the average increase in the salary level of the Company and SZCDG; (v) the management fees of relevant industry peers for provision of similar services; and (vi) the services (and the scope thereof) which are expected to be required from the Secondees.

The rate of the service fees is fair and reasonable, on normal commercial terms and no less favorable to the Group than the rate offered by Independent Third Parties for similar services. During the term, the Company will, as an internal control measure, make reference to the fees and terms in relation to the provision of the Business Management Services of similar nature and of similar terms by Independent Third Parties (if any) on a regular basis and compare them with the fees and terms for the provision of services from SZCDG to the Company to ensure that the fees payable by the Company to SZCDG will be no less favourable to the Group than the rates offered by Independent Third Parties for the provision of services of similar nature and of similar terms, and are based on normal commercial terms and fair and reasonable. Please refer to the "Internal control procedures for the Group's continuing connected transactions" section below for further details.

服務費由訂約方參考以下各項因素後經公平磋商釐定：(i)派駐人員在向本公司提供服務期間的薪酬待遇以及特區建發集團可能產生的其他費用，並考慮薪酬的合理波動；(ii)由於本集團的業務規劃，對企業經營管理服務的需求增加，以及(倘特區建發集團未提供企業經營管理服務)本集團可能產生的運營成本；(iii)派駐人員的職位、資歷、工作經驗和專業知識；(iv)行業內企業的薪酬水平及國家和地方政府有關部門公佈的企業薪酬同比增長情況，以及本公司和特區建發集團薪酬水平的平均增長情況；(v)相關行業同行提供類似服務的管理費用；及(vi)預計需要派駐人員提供的服務(及服務範圍)。

服務費的費率屬公平合理，按一般商業條款訂立，且就本集團而言，不遜於獨立第三方就提供類似服務所收取的費率。在期限內，作為內部控制措施，本公司將定期參考獨立第三方提供類似性質及類似條款的企業經營管理服務(如有)的相關費用及條款，並與特區建發集團向本公司提供服務的費用和條款進行比較，以確保本公司應向特區建發集團支付的費用就本集團而言不遜於獨立第三方就提供類似性質及類似條款的服務所收取的費率，按一般商業條款訂立，且屬公平合理。詳情請參閱下文「集團持續關連交易的內部監控程序」一節。



Payment: The service fees payable by the Company to SZCDG shall be billed semi-annually (based on the annual service fees for the Seconddees and on a pro-rata basis), and paid by bank transfer in RMB before the end of June and the end of December in each year. The service fees shall be funded by the internal resources of the Company.

付款：本公司應向特區建發集團支付的服務費應每半年結算一次(以派駐人員的年度服務費為基礎，根據在崗時間按比例計算)，並在每年6月底和12月底前通過銀行轉賬以人民幣支付。服務費由本公司的內部資金支付。

The following table sets out the annual caps for the Business Management Services:

下表載列企業經營管理服務的年度上限：

For the period from 16 June 2023 to 31 December 2023 2023年6月16日起至2023年12月31日期間	For the year ending 31 December 2024 截至2024年12月31日止年度	For the period from 1 January 2025 to 15 June 2025 2025年1月1日起至2025年6月15日期間
RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
4,361	8,062	3,657

For the nine months ended 31 December 2023, the total amounts payable by the Group to SZCDG under the Business Management Services Agreement amounted to RMB4,361,000, which was within the annual cap for the same period.

截至2023年12月31日止九個月，本集團根據企業經營管理服務協議應向特區建發集團支付的總額為人民幣4,361,000元，該金額在同期的年度上限之內。

On 6 September 2023, SZCDG holds approximately 29.28% of the Shares in issue. Accordingly, SZCDG is a substantial shareholder and hence a connected person of the Company. The transaction contemplated under the Business Management Services Agreement constitutes a continuing connected transaction of the Company under Chapter 14A of the Listing Rules. As one or more of the applicable percentage ratios in respect of the annual caps for the Business Management Services exceed 0.1% but are all below 5%, the Business Management Services are subject to the reporting, annual review and announcement requirements but exempt from the circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

於2023年9月6日，特區建發集團持有已發行股份約29.28%。因此，特區建發集團為本公司的主要股東及關連人士。企業經營管理服務協議項下的交易構成本公司上市規則第十四A章項下的持續關連交易。由於有關企業經營管理服務的年度上限的一項或多項適用百分比率超過0.1%但全部低於5%，企業經營管理服務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，惟可獲豁免遵守函詢及獨立股東批准規定。

Pursuant to Rule 14A.55 of the Listing Rules, the Independent Non-Executive Directors of the Company have conducted an annual review of the continuing connected transactions as disclosed above, and confirmed to the Board that they have been entered into (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms; and (iii) in accordance with the terms of the above agreements (including the relevant pricing policies) on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

根據上市規則第14A.55條之規定，本公司獨立非執行董事已對上述披露的持續關連交易進行年度審閱，並已向董事會確認上述持續關連交易(i)乃在本集團日常及一般業務過程中訂立；(ii)乃按照一般商業條款訂立；及(iii)根據上述協議(包括相關定價政策)條款進行，條款乃屬公平合理，並符合股東之整體利益。

## Report of the Directors (Continued)

### 董事會報告(續)

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

### Purchase, Sale or Redemption of Listed Securities

During the Year, the Company redeemed part of the Senior Notes upon maturity with an aggregated principal amount of US\$118.650 million. Details are set out in the section headed "Senior Notes" and notes to the financial statements.

Save as disclosed above and notes to the financial statements, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the Year.

### Bank Borrowings

Details of the Group's bank borrowings as at 31 December 2023 are set out in note 29 to the financial statements.

### Major Customers and Suppliers

The aggregate sales to the five largest customers of the Group accounted for less than 30% of the Group's total sales for the nine months ended 31 December 2023. The aggregate purchases from the five largest suppliers of the Group accounted for less than 30% of the Group's total purchases for the nine months ended 31 December 2023.

None of the Directors, their associates, or any Shareholders which to the knowledge of the Directors own more than 5% of the Company's total number of issued Shares has any interests in the Group's five largest suppliers or customers.

### Corporate Governance

The Company is committed to achieving high standard of corporate governance. Detailed information on the Company's corporate governance principles and practices are set out in the Corporate Governance Report as contained in this annual report.

本公司獨立核數師已獲聘根據香港會計師公會頒佈的香港核證工作準則第3000號(經修訂)「歷史財務資料審核或審閱以外的鑒證工作」及參照實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」報告本集團的持續關連交易。核數師已根據上市規則第14A.56條發出其無保留意見函件，而該函件載有核數師對有關如上披露的本集團持續關連交易的發現及結論。

### 購買、出售或贖回上市證券

於本年度，本公司到期贖回部份優先票據的本金額為1.18650億美元，詳情載於「優先票據」一節及財務報表附註內。

除上述及財務報表附註披露者外，本公司及其任何附屬公司於本年度概無購買、出售或贖回本公司任何上市證券。

### 銀行借貸

於2023年12月31日，本集團銀行借貸詳情載於財務報表附註29。

### 主要客戶及供應商

截至2023年12月31日止九個月，本集團五大客戶總銷售額約佔本集團總銷售額少於30%。截至2023年12月31日止九個月，本集團五大供應商總採購額約佔本集團總採購額少於30%。

董事知悉，概無擁有本公司已發行股份總數超過5%的董事、其聯繫人或任何股東於本集團五大供應商或客戶中擁有任何權益。

### 企業管治

本公司致力實現高標準的企業管治。有關本公司之企業管治原則及常規載於本年報的企業管治報告內。

## Environmental, Social and Governance

The Group is committed to fulfilling its corporate social responsibility in community affairs, environmental protection and corporate governance during its business operation in order to achieve its sustainable development. The Company's Environmental, Social and Governance Report is set out in this annual report.

## Public Float

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the latest practicable date prior to the issue of this report, the Company has maintained a sufficient public float as required under the Listing Rules.

## Five Year's Financial Summary

A summary of the results and of the assets and liabilities of the Group for the last five fiscal years is set out on pages 54 to 55 of this annual report.

## Management Contract

During the Year, no contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed.

## Events after the Reporting Period

Subsequent to 31 December 2023, the Company did not repay a principal of US\$12 million (equivalent to HK\$91 million) and interest of US\$13 million (equivalent to HK\$101 million) for certain senior notes due in February 2024. As of the date of this report, the total amount of defaulted and/or cross-defaulted on certain borrowings is approximately HK\$30,956 million.

## Auditor

The financial statements have been audited by Messrs. Ernst & Young who will retire and being eligible, offer themselves for re-appointment at the forthcoming AGM. A resolution for the re-appointment of Messrs. Ernst & Young as auditor of the Company is to be proposed at the forthcoming AGM.

For and on behalf of the Board  
**LI WENXIONG and CHENG CHUNG HING**  
Co-Chairmen

28 March 2024

## 環境、社會與管治

本集團在運營過程中致力履行自身在參與社會活動、環境保護及公司管治的企業社會責任，以達至集團的可持續發展。本公司之環境、社會與管治報告載於本年報內。

## 公眾持股量

根據本公司的公開資料及據董事於本報告刊發前之最後實際可行日期所知，本公司已根據上市規則維持本公司股份足夠的公眾持股量。

## 五年財務概要

本集團過去五個財政年度的業績及資產與負債摘要載於本年報第54至55頁。

## 管理合約

於本年度內，本公司並無就全盤業務或其中任何重要部分簽訂或存有任何管理及行政合約。

## 報告期間結束後事項

於2023年12月31日後，本公司無償還於2024年2月到期的若干優先票據的1,200萬美元本金(相當於0.91億港元)及1,300萬美元利息(相當於1.01億港元)。截止到本報告日，若干借款的違約及/或交叉違約總額約309.56億港元。

## 核數師

財務報表由安永會計師事務所審核，其將退休並符合資格於應屆股東周年大會重選連任。續聘安永會計師事務所為本公司獨立核數師之決議案將於應屆股東周年大會提呈。

代表董事會  
**李文雄及鄭松興**  
聯席主席

2024年3月28日

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The Company recognizes the value and importance of achieving high standard of corporate governance to enhance the corporate performance accountability and is committed to doing so. To the best knowledge and belief of the Directors, the Company has complied with the applicable code provisions of the Corporate Governance Code (the “CG Code”) as set out in Appendix 14 to the Listing Rules during the Year.

### The Board of Directors

#### Board Composition

As at 31 December 2023, the Board comprises fifteen Directors, including five of each Executive Directors, Non-Executive Directors and Independent Non-Executive Directors.

The brief biographical details of the Directors are set out in the section headed “Biographical Details of the Directors and Key Management” on pages 56 to 68 of this annual report.

#### Independent Non-Executive Director

During the Year, the Board has at all times met the requirements of Rules 3.10(1), 3.10(2) and 3.10A of the Listing Rules relating to the appointment of at least three Independent Non-Executive Directors and representing at least one-third of the board with at least one Independent Non-Executive Director possessing appropriate professional qualifications, or accounting or related financial management expertise.

During the Year, all existing Independent Non-Executive Directors have made an annual confirmation of independence in accordance with Rule 3.13 of the Listing Rules. The Company considers that each of the Independent Non-Executive Directors to be independent.

本公司認同實現高標準的企業管治以提高企業業績的問責制的價值及重要性，並會致力達成此目標。據本公司董事深知及確信，本公司於本年度內已遵守上市規則附錄14所載企業管治守則（「管治守則」）之適用守則條文。

### 董事會

#### 董事會組成

於2023年12月31日，董事會由十五名董事組成，包括執行董事、非執行董事及獨立非執行董事各五名。

董事履歷詳情載於本年報第56至68頁「董事及主要管理層履歷」一節內。

#### 獨立非執行董事

於本年度內，董事會於任何時間一直符合上市規則第3.10(1)、3.10(2)及3.10A條的要求，委任最少三名獨立非執行董事並佔董事會成員人數至少三分之一，而最少一名獨立非執行董事須具備適當專業資格，或會計或相關財務管理專業知識。

於本年度內，全體獨立非執行董事已根據上市規則第3.13條之規定，各自就其獨立性作出年度確認。本公司認為各獨立非執行董事均為獨立人士。

### Role and Function

The Board is responsible for overall strategic formulation and performance monitoring of the Group. It delegates day-to-day operations of the Group to the Executive Directors and key senior management within the control and authority framework set by the Board. In addition, the Board has also delegated various responsibilities to the Audit Committee, the Remuneration Committee and the Nomination Committee. Further details of these committees are set out in this annual report.

### Relationship between Directors

Mr. Cheng Chung Hing is father of Ms. Cheng Ka Man Carman.

### Change in Information of Directors

There was no change in the information of Directors since the publication of the 2023/24 interim report up to the date of this annual report is set out below pursuant to Rule 13.51B(1) of the Listing Rules.

### Compliance with the Model Code for Securities Transactions

The Company has adopted the Model Code as a code of conduct of the Company for Directors' securities transactions. Having made specific enquiry of all Directors, the Directors have complied with the required standard set out in the Model Code throughout the relevant period of the nine months ended 31 December 2023. Employees who are, or likely to be, in possession of unpublished price sensitive information in relation to the Company or its Shares are required to prohibit from dealing in shares of the Company during the black-out period.

### 角色及職能

董事會負責制定本集團的整體策略及監察其表現，並委派執行董事及主要高級管理人員在董事會設定的控制範圍及職權框架內處理本集團的日常運作。此外，董事會亦將若干責任委派予審核委員會、薪酬委員會及提名委員會。該等委員會的進一步詳情載於本年報內。

### 與董事的關係

鄭松興先生為鄭嘉汶女士的父親。

### 董事資料變動

根據上市規則第13.51B(1)條，於2023/24中期報告刊發後至本年報日期並沒有董事資料變動。

### 遵守董事進行證券交易之標準守則

本公司已採納標準守則，作為本公司董事進行證券交易的標準。本公司已向全體董事作出具體查詢後，董事於截至2023年12月31日止九個月相應期間內一直遵守標準守則所載的規定準則。擁有或可能擁有有關本公司或其股份的未公佈股價敏感資料的僱員不得於禁制期內買賣本公司股份。



**Board Meetings**

During the Year, four Board meetings were convened by the Company.  
The attendance of the Directors at the Board meetings was as follows:

**董事會會議**

於本年度內，本公司共召開四次董事會會議，董事會會議的董事出席情況如下：

Directors	董事	Number of Attendance/ meeting held <sup>(6)</sup> 出席／舉行 會議次數 <sup>(6)</sup>
<b>Co-Chairmen</b>		
Mr. Li Wenxiong ( <i>Non-Executive Director</i> )	李文雄先生( <i>非執行董事</i> )	4/4
Mr. Cheng Chung Hing ( <i>Executive Director</i> )	鄭松興先生( <i>執行董事</i> )	4/4
<b>Executive Directors</b>		
Ms. Geng Mei ( <i>Chief Operating Officer</i> )	耿梅女士( <i>運營總裁</i> )	4/4
Mr. Wan Hongtao ( <i>Group's Vice President</i> )	萬鴻濤先生( <i>集團副總裁</i> )	4/4
Mr. Qin Wenzhong ( <i>Group's Financial Controller</i> )	覃文忠先生( <i>集團財務總監</i> )	4/4
Ms. Cheng Ka Man Carman	鄭嘉汶女士	4/4
<b>Non-Executive Directors</b>		
Mr. Cheng Tai Po <sup>(1)</sup>	鄭大報先生 <sup>(1)</sup>	2/2
Mr. Fung Sing Hong Stephen <sup>(2)</sup>	馮星航先生 <sup>(2)</sup>	2/2
Ms. Shen Lifeng	申麗鳳女士	4/4
Ms. Li Aihua <sup>(3)</sup>	李愛花女士 <sup>(3)</sup>	3/3
Ms. Deng Jin <sup>(4)</sup>	鄧津女士 <sup>(4)</sup>	3/3
<b>Independent Non-Executive Directors</b>		
Mr. Leung Kwan Yuen Andrew	梁君彥先生	4/4
Mr. Li Wai Keung	李偉強先生	4/4
Mr. Hui Chiu Chung	許照中先生	4/4
Ms. Zee Helen	徐閔女士	4/4
Dr. Li Xu <sup>(5)</sup>	李煦博士 <sup>(5)</sup>	3/3

Notes:

- (1) Mr. Cheng Tai Po resigned as Non-Executive Director with effect from 25 August 2023.
- (2) Mr. Fung Sing Hong Stephen has been appointed as Non-Executive Director and resigned as Senior Adviser of the Group with effect from 25 August 2023.
- (3) Ms. Li Aihua has been appointed as Non-Executive Director from 16 May 2023.
- (4) Ms. Deng Jin has been appointed as Non-Executive Director from 16 May 2023.
- (5) Dr. Li Xu has been appointed as Independent Non-Executive Director and a member of each of the Nomination Committee and the Remuneration Committee with effect from 16 May 2023.
- (6) The attendance figure represents actual attendance/the number of meetings such director is entitled to attend.

The Directors are provided with agenda and Board meeting materials related to the agenda before the meeting. They can access to the senior management and the company secretary of the Company at all time and, upon reasonable request, seek independent professional advice at the Company's expense.

附註：

- (1) 鄭大報先生自2023年8月25日起辭任非執行董事。
- (2) 馮星航先生自2023年8月25日起獲委任為非執行董事，並辭任本集團之資深顧問。
- (3) 李愛花女士自2023年5月16日起獲委任為非執行董事。
- (4) 鄧津女士自2023年5月16日起獲委任為非執行董事。
- (5) 李煦博士自2023年5月16日起獲委任為獨立非執行董事兼任提名委員會及薪酬委員會成員。
- (6) 出席數字為董事實際出席有關會議的次數及其有資格出席會議的數目。

會議舉行前，董事預先獲提供議程及與議程相關的董事會資料。彼等可隨時與本公司高級管理人員及公司秘書接洽，在合理情況下尋求獨立專業意見，費用由本公司承擔。

### Appointment and Re-election of Directors

Each of the Executive Directors has entered into service contract with the Company while each of the Non-Executive Directors and the Independent Non-Executive Directors has entered into a letter of appointment with the Company for a term of three years, subject to retirement by rotation and re-election at annual general meeting of the Company.

The Company's Articles provide retirement by rotation and re-election for all Directors. In accordance with the Articles, at each 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. The Articles also provide that any Director appointed by the Board to fill a casual vacancy on the Board shall hold office only until conclusion of the next following general meeting of the Company and shall then be eligible to offer for re-election, and any Director appointed by the Board as an addition to the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible to offer for re-election/election. Accordingly, five Directors, namely, Ms. Geng Mei, Ms. Fang Ling, Ms. Shen Lifeng, Mr. Li Wai Keung and Mr. Hui Chiu Chung will retire from office and are eligible to offer themselves for re-election or election at the forthcoming AGM of the Company.

### Chairman (Co-Chairmen) and Chief Executive Officer

To ensure a balance of power and authority, the roles of the Chairman and the Chief Executive Officer are segregated. Since 23 September 2022, Mr. Li Wenxiong has been appointed as Co-Chairman and Non-Executive, Mr. Cheng Chung Hing has been re-designated from Chairman to Co-Chairman and will continue to serve as Executive Director that they provided leadership for the Board jointly and ensured the proper and effective functioning of the Board in the discharge of its responsibilities, while Ms. Geng, Mei Executive Director and Chief Operating Officer of the Group has taken up the daily operation management until a suitable candidate to take up the vacancy of Chief Executive right after the resignation of Mr. Zhao Lidong from 16 August 2021.

### 委任及重選董事

各執行董事已與本公司訂立服務合約，而非執行董事及獨立非執行董事已與本公司訂立委任函，為期三年，惟須輪席退任，並於本公司的股東周年大會上重選連任。

本公司章程規定全體董事須輪席退任及重選連任。按章程規定，於本公司各屆股東周年大會上，當時三分之一的董事（或倘人數並非三或三的倍數，則為最接近但不少於三分之一的人數）須輪席退任。章程亦規定任何由董事會委任的董事若是為填補董事會臨時空缺，其任期僅直至本公司下次股東大會完結，屆時將符合資格重選連任；而任何由董事會委任的董事以作為董事會新增成員，其任期僅直至本公司下次股東周年大會，屆時將符合資格重選連任／選舉。因此，耿梅女士、方玲女士、申麗鳳女士、李偉強先生及許照中先生等五名董事將退任，並符合資格於本公司應屆股東周年大會上重選或選舉連任。

### 主席(聯席主席)及行政總裁

為確保權力及職權平衡，主席及行政總裁的職責有所區分。自2022年9月23日，李文雄先生獲委任為聯席主席兼非執行董事，而鄭松興先生由主席調任為聯席主席並繼續擔任執行董事，彼等並合力領導董事會，以確保董事會於履行其職責時能正確有效地運作，而集團執行董事兼運營總裁耿梅女士自2021年8月16日起接替趙立東先生辭任後的日常業務管理，直至委任適合的行政總裁人選為止。

### Board Committees

The Board has established three committees, namely, the Audit Committee, the Remuneration Committee and the Nomination Committee, to handle particular responsibilities of the Board and the Company's affairs. All board committees of the Company are established with specific written terms of reference which have been published at the websites of The Hong Kong Stock Exchange and the Company respectively. The board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice at the Company's expense.

#### Audit Committee

The Audit Committee is responsible for the review and supervision of the Group's financial reporting process, risk management and internal control system and review of the Company's financial statements. The written terms of reference are in line with the provisions under the CG Code and the roles and the responsibilities delegated to the Audit Committee by the Board, which include to determine the appropriate corporate governance practices applicable to the Group's circumstances and to ensure processes and procedures are in place to achieve the Group's corporate governance objectives.

As at 31 December 2023, the Audit Committee consists of three Independent Non-Executive Directors and one Non-Executive Director including Mr. Li Wai Keung as chairman, Mr. Leung Kwan Yuen Andrew, Mr. Hui Chiu Chung and Ms. Shen Lifeng. During the Year, two Audit Committee meetings were held to review the FY2022/23 annual results and the FY2023/24 interim results of the Group before submission to the Board.

### 董事委員會

董事會成立三個委員會，包括審核委員會、薪酬委員會及提名委員會，負責處理董事會及本公司的特定事務。本公司所有董事委員會均訂有明確的書面職權範圍，相關職權範圍書已分別刊發於香港聯交所及本公司網站。董事委員會獲提供足夠資源以履行其職責，並可在合理情況下尋求獨立專業意見，費用由本公司承擔。

#### 審核委員會

審核委員會負責檢討及監察本集團的財務申報程序、風險管理及內部監控系統及審閱本公司的財務報表。其書面職權範圍與管治守則項下規定及董事會指派審核委員會的職責及職務相符，其中包括負責釐定適用於本集團情況的恰當企業管治常規、並確保現時流程及程序可達致本集團企業管治的目的。

截至2023年12月31日，審核委員會由三名獨立非執行董事及一名非執行董事組成，包括李偉強先生(主席)、梁君彥先生、許照中先生及申麗鳳女士。於本年度內，曾召開兩次審核委員會會議，以於提交董事會前審閱本集團2022/23財政年度業績及2023/24財政年度中期業績。

During FY2023, the Audit Committee had reviewed the risk management and internal control system, connected transactions, interim results and annual results of the Group and the accounting principles and practices adopted by the Group. The attendance of the Directors at the Audit Committee meetings was as follows:

於2023財政年度，審核委員會已審閱本集團的風險及內部監控系統、關連交易、中期業績及全年業績以及本集團採納的會計原則及慣例。審核委員會會議的董事出席情況如下：

Directors	董事	Number of attendance/ meeting held <sup>(1)</sup> 出席／舉行 會議次數 <sup>(1)</sup>
Mr. Li Wai Keung ( <i>Chairman</i> )	李偉強先生(主席)	2/2
Mr. Leung Kwan Yuen Andrew	梁君彥先生	2/2
Mr. Hui Chiu Chung	梁君彥先生	2/2
Ms. Shen Lifeng	申麗鳳女士	2/2

Note:

(1) The attendance figure represents actual attendance/the number of meetings such director is entitled to attend.

附註：

(1) 出席數字為董事實際出席有關會議的次數及其有資格出席會議的數目。

### Remuneration Committee

The Remuneration Committee is responsible for making recommendations on Directors' and senior management's remuneration and other benefits. The remuneration of all Directors and senior management is subject to regular monitoring by the Remuneration Committee so as to ensure that the level of their remuneration and compensation are reasonable. The specific written terms of reference are in line with the provisions of the CG Code.

As at 31 December 2023, the Remuneration Committee consists of four Independent Non-Executive Directors, one Non-Executive Director and one Executive Director including Mr. Li Wai Keung as chairman, Mr. Leung Kwan Yuen Andrew, Ms. Zee Helen, Dr. Li Xu, Mr. Li Wenxiong and Mr. Cheng Chung Hing.

### 薪酬委員會

薪酬委員會負責就董事及高級管理人員薪酬及其他福利提出建議。薪酬委員會定期監察全體董事及高級管理人員的薪酬，確保彼等的薪酬水平及補償屬合理。其明確書面職權範圍符合管治守則規定。

截至2023年12月31日，薪酬委員會由四名獨立非執行董事、一名非執行董事及一名執行董事組成，包括李偉強先生(主席)、梁君彥先生、徐閔女士、李煦博士、李文雄先生及鄭松興先生。



The primary goal of the Group's remuneration policy for Executive Directors is to enable the Company to retain and motivate Executive Directors by linking their compensation with their individual performance as measured against the Group's corporate objectives and operating results, taking into account also the comparable market conditions. The principal elements of the remuneration package of an Executive Director include basic salary, performance and/or discretionary bonus, participation in the Share Option Scheme and other benefits. The remuneration of Non-Executive Directors (including Independent Non-Executive Directors) includes mainly the director's fee and participation in the Share Option Scheme which is a matter for the Board to decide by reference to their duties and responsibilities and the comparable market conditions.

During the Year, one Remuneration Committee meeting was held to review the structure of the remunerations for Directors of the Company and the grant of share options under the Share Option Scheme to Director of the Company. The attendance of the Directors at the Remuneration Committee meeting was as follows:

本集團的執行董事薪酬政策主要目的為讓本公司執行董事的酬金與彼等的個人表現及本集團的企業目標和經營業績掛鉤，同時考慮可資比較市場情況，藉以挽留及激勵執行董事。執行董事的薪酬待遇主要包括基本薪金、績效及／或酌定花紅，參與購股權計劃及其他福利。非執行董事(包括獨立非執行董事)的薪酬主要包括董事袍金及參與購股權計劃，並由董事會參照彼等的職責及可資比較市場情況後釐定。

於本年度內，曾召開一次薪酬委員會會議，以審閱本公司董事的薪酬架構以及根據購股權計劃授予董事購股權事宜。薪酬委員會會議的董事出席情況如下：

Directors	董事	Number of attendance/ meeting held <sup>(2)</sup> 出席／舉行 會議次數 <sup>(2)</sup>
Mr. Li Wai Keung ( <i>Chairman</i> )	李偉強先生(主席)	1/1
Mr. Leung Kwan Yuen Andrew	梁君彥先生	1/1
Ms. Zee Helen	徐閔女士	1/1
Dr. Li Xu <sup>(1)</sup>	李煦博士 <sup>(1)</sup>	0/0
Mr. Li Wenxiong	李文雄先生	1/1
Mr. Cheng Chung Hing	鄭松興先生	1/1

Notes:

- (1) Dr. Li Xu has been appointed as Independent Non-Executive Director and a member of each of the Remuneration Committee and the Nomination Committee with effect from 16 May 2023.
- (2) The attendance figure represents actual attendance/the number of meetings such director is entitled to attend.

附註：

- (1) 李煦博士自2023年5月16日起獲委任為獨立非執行董事兼薪酬委員會及提名委員會成員。
- (2) 出席數字為董事實際出席有關會議的次數及其有資格出席會議的數目。

## Corporate Governance Report (Continued)

### 企業管治報告(續)

The remuneration of the senior management (excluding Directors) by band for the nine months ended 31 December 2023 is set out below:

截至2023年12月31日止九個月，高級管理人員(不包括董事)之薪酬範圍列載如下：

Remuneration band	薪酬範圍	Number of persons
		人數
Below HK\$1,000,000	1,000,000港元以下	3
HK\$1,000,000 to HK\$2,000,000	1,000,000港元至2,000,000港元	3
		6

Further particulars regarding the directors' emoluments and the five highest paid individuals as required to be disclosed pursuant to Appendix 16 to the Listing Rules are set out in notes 8 and 9 to the financial statements.

關於董事酬金及五名最高薪人士之更多詳情，已按上市規則附錄十六之規定披露，並載於財務報表附註8及9。

#### Nomination Committee

The Nomination Committee is responsible for making recommendation on the nomination of Directors with a view that the appointment of suitable individuals with relevant expertise and experience to enhance the constitution of the Board and to contribute to the Board. The specific written terms of reference are in line with the provisions of the CG Code.

#### 提名委員會

提名委員會負責就董事提名提供建議，以委任具備相關專業知識及經驗的適當人選，以強化董事會成員架構，為董事會作出貢獻。其明確書面職權範圍符合管治守則規定。

As at 31 December 2023, the Nomination Committee comprises four Independent Non-Executive Director, one Non-Executive Director and one Executive Director, including Mr. Leung Kwan Yuen Andrew as chairman, Mr. Li Wai Keung, Ms. Zee Helen, Dr. Li Xu, Mr. Li Wenxiong and Mr. Cheng Chung Hing. During the Year, the Nomination Committee were reviewed the structure, size and composition of the Board, including the skill, knowledge, experience and diversity of background of its members, and the re-designation of senior management of the Company. The attendance of the Directors at the Nomination Committee meeting was as follows:

截至2023年12月31日，提名委員會由四名獨立非執行董事、一名非執行董事及一名執行董事組成，包括梁君彥先生(主席)、李偉強先生、徐閔女士、李煦博士、李文雄先生及鄭松興先生。於本年度內，提名委員檢討了董事會結構、人數及構成，包括董事會成員的技能、知識、經驗及背景的多樣性，以及本公司高級管理層之調任。提名委員會會議的董事出席情況如下：

Directors	董事	Number of attendance/ meeting held <sup>(2)</sup>
		出席／舉行 會議次數 <sup>(2)</sup>
Mr. Leung Kwan Yuen Andrew (Chairman)	梁君彥先生(主席)	1/1
Mr. Li Wai Keung	李偉強先生	1/1
Ms. Zee Helen	徐閔女士	1/1
Dr. Li Xu <sup>(1)</sup>	李煦博士 <sup>(1)</sup>	0/0
Mr. Li Wenxiong	李文雄先生	1/1
Mr. Cheng Chung Hing	鄭松興先生	1/1

Notes:

- (1) Dr. Li Xu has been appointed as Independent Non-Executive Director and a member of each of the Remuneration Committee and the Nomination Committee with effect from 16 May 2023.
- (2) The attendance figure represents actual attendance/the number of meetings such director is entitled to attend.

### Board Diversity Policy

The Company seeks to achieve Board diversity by adopting a board diversity policy which stipulates that when identifying individuals suitably qualified to become Directors, the Nomination Committee will consider the benefits of all aspects of diversity, including but not limited to a number of factors, such as age, race, cultural and educational background, professional and business-related experience, reputation of candidates for integrity and his/her accomplishment, skills, knowledge and length of service, in order to maintain an appropriate range of balance of skills, experience and background on the Board. The appointments of Directors will be based on meritocracy and take into account the aforesaid factors as a whole for the benefits of the Company, as well as the business model and specific needs of the Company from time to time.

### Directors' and Officers' Insurance

During the Year, the Company arranged appropriate Directors' and Officers' liabilities insurance coverage in respect of legal action against its Directors and officers.

附註：

- (1) 李煦博士自2023年5月16日起獲委任為獨立非執行董事兼薪酬委員會及提名委員會成員。
- (2) 出席數字為董事實際出席有關會議的次數及其有資格出席會議的數目。

### 董事會成員多元化政策

為達至董事會成員多元化，本公司採納董事會成員多元化政策，當提名委員會物色具備合適資格擔任董事之人士時，將考慮多元化在各方面的裨益，包括但不限於一些因素例如年齡、種族、文化及教育背景、專業及業務相關經驗、候選人的誠信度及彼之成就、技能、知識及服務任期，以使董事會具備合適且比例均稱的專門技術、經驗及背景。董事之委任將以有能者居之為原則，並就本公司的利益整體考慮上述因素，及不時考慮本公司本身的業務模式及具體需要。

### 董事及要員責任保險

於本年度內，本公司已就董事及高級職員可能會面對的法律行動安排投保適當的董事及高級職員責任保險。

## Risk Management and Internal Control

The Board is responsible for overseeing the risk management and internal control systems of the Group and reviewing its effectiveness. A defined management structure with specified limits of authority and responsibilities is developed for safeguarding assets against unauthorized use or disposition, the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publications and the compliance of applicable laws, rules and regulations.

The Group has established an internal audit department to perform regular financial and operational reviews and recommend necessary actions to the relevant management. The works carried out by the internal audit department ensure the risk management and internal control systems are in place and function properly as intended. The results of the internal audit and reviews are reported to the Executive Directors and Audit Committee of the Company.

For the annual review on the risk management and internal control, the Audit Committee considered the internal control report and risk management report were satisfied as to effectiveness of the Group's risk management and internal control systems. There were no matters of material concerns relating to financial, operational or compliance control. The Board is satisfied with the adequacy and the effectiveness of the systems of the risk management and internal control of the Group during the Year.

## Independent Auditor's Remuneration

The Group's independent auditor is Messrs. Ernst & Young. During the last three years, the Group did not change any independent auditor. For FY2023, the remuneration paid and payable by the Group to the independent auditor in respect of audit and non-audit services provided by them were as follows:

		HK\$'000 千港元
Audit and review services	審核及審查服務	3,770

## 風險管理及內部監控

董事會負責本集團之風險管理及內部監控系統，並檢討其有效性。本公司已制定明確界定的管理架構，並訂明職權範圍及職責，以防止未經授權使用或處置資產、確保維持妥善會計記錄，以提供可靠財務資料供內部使用或刊發，並遵守適用法例、規則及法規。

本集團設有內部審核部門，以定期進行財務及運營檢討，並向有關管理人員建議所需行動。內部審核部門所進行的工作乃為確保風險管理及內部監控系統合適地進行，並按擬定功能有效運作。內部審核及審閱的結果會向本公司執行董事及審核委員會報告。

就風險及內部監控的年度審閱而言，審核委員會審議內部監控報告及風險管理報告，並信納本集團風險及內部監控系統屬有效，且並無有關財務、運營或合規監控而須高度關注的事宜。董事會信納本集團於本年度的風險管理及內部監控系統屬足夠及有效性。

## 獨立核數師酬金

本集團的獨立核數師為安永會計師事務所。在過去三年，本集團沒有更換獨立核數師。截至2023財政年度，本集團向獨立核數師就彼等所提供審核及非審核服務已付及應付的酬金如下：

### Directors' Responsibility

Every newly appointed Director will receive briefings and comprehensive induction on appointment to ensure understanding of the Directors' responsibilities and obligations under the Listing Rules and relevant regulatory requirements. Directors are encouraged to participate in continuous professional development to refresh their knowledge and skills and the Company would organize appropriate directors' training to help ensure they are apprised of the role, functions and duties being a director of the Company.

The Directors are aware that they should give sufficient time and attention to the affairs of the Company and they are continually adapted with regulatory developments and business development of the Group to discharge their responsibilities. The Directors' knowledge and skills are continuously developed and refreshed by, inter alia, the following means:

- (1) Attending training session organized by and/or reading materials provided by the Company, which included but not limited to legal and regulatory changes and matters relevant to the Directors in discharging their duties, including the laws, rules and regulations relating to the corporate governance;
- (2) Participating in continuous professional training seminars/conferences/courses/workshops on subjects relating to directors' duties and corporate governance, and rules and regulatory changes, organized by the other companies, professional bodies or government authorities; and
- (3) Reading news, journals, magazines or other reading materials from time to time as regards legal and regulatory changes, economics and matters relevant to the Directors in discharging their duties.

### 董事責任

每位新獲委任董事將會接獲一份有關委任的綜合資料，藉此可確保其了解在上市規則和相關監管規定下之董事責任和義務。董事鼓勵參與持續專業發展以更新其知識和技能，而本公司亦會在適當時組織及安排董事培訓，藉以確保他們了解作為本公司董事之角色、職能及責任。

董事知悉彼等須付出足夠時間及注意力以處理本公司事務，及彼等獲持續提供最新的上市規則發展及本集團的業務發展，以助彼等履行職務。透過(其中包括)以下形式以持續發展並更新董事之知識及技能：

- (1) 參加由本公司舉辦之董事培訓講座和閱覽所提供的相關資料，內容包括但不限於法律及規管變動，以及董事履行其職責之相關事項，包括企業管治事項之法例、規則及規例；
- (2) 參與由其他公司、專業團體或政府機構舉辦有關董事職責和企業管治，及法規和監管變更有關的課題或持續專業培訓講座、會議、課程或研討會；及
- (3) 不時閱讀就有關法律及規管變更、經濟，以及其他有關董事履行其責任相關事宜之新聞、期刊、雜誌或其他閱讀資料。



## Corporate Governance Report (Continued)

### 企業管治報告(續)

According to the records provided by the existing Directors, the Directors received the following trainings as at 31 December 2023:

根據現任董事所提供的記錄，截至2023年12月31日，董事參與之培訓如下：

Directors	董事	Type of Training 培訓類型
<b>Co-Chairmen</b>		
Mr. Li Wenxiong ( <i>Non-Executive Director</i> )	李文雄先生( <i>非執行董事</i> )	(1) and及 (3)
Mr. Cheng Chung Hing ( <i>Executive Director</i> )	鄭松興先生( <i>執行董事</i> )	(1) and及 (3)
<b>Executive Directors</b>		
Ms. Geng Mei ( <i>Chief Operating Officer</i> )	耿梅女士( <i>運營總裁</i> )	(1) and及 (3)
Mr. Wan Hongtao ( <i>Group's Vice President</i> )	萬鴻濤先生( <i>集團副總裁</i> )	(1) and及 (3)
Mr. Qin Wenzhong ( <i>Group's Financial Controller</i> )	覃文忠先生( <i>集團財務總監</i> )	(1) and及 (3)
Ms. Cheng Ka Man Carman	鄭嘉汶女士	(1) and及 (3)
<b>Non-Executive Directors</b>		
Mr. Fung Sing Hong Stephen	馮星航先生	(1) and及 (3)
Ms. Shen Lifeng	申麗鳳女士	(1) and及 (3)
Ms. Li Aihua	李愛花女士	(1) and及 (3)
Ms. Deng Jin	鄧津女士	(1) and及 (3)
<b>Independent Non-Executive Directors</b>		
Mr. Leung Kwan Yuen Andrew	梁君彥先生	(1) and及 (3)
Mr. Li Wai Keung	李偉強先生	(1) and及 (3)
Mr. Hui Chiu Chung	許照中先生	(1) and及 (3)
Ms. Zee Helen	徐閔女士	(1) and及 (3)
Dr. Li Xu	李煦博士	(1) and及 (3)

### Directors' and Auditor's Responsibilities for the Financial Statements

The Directors acknowledge their responsibility for the preparation of the consolidated financial statements of the Group for FY2023 which were prepared in accordance with statutory requirements and applicable accounting standards.

The reporting responsibility of the independent auditor of the Company on the consolidated financial statements of the Group is set out in the independent auditor's report on pages 161 to 164.

### 董事及核數師就財務報表承擔的責任

董事及核數師確認其對編製本集團2023財政年度綜合財務報表的責任，並已按照法定規定及適用會計準則編製。

本公司獨立核數師對本集團綜合財務報表的申報責任載於第161至164頁的獨立核數師報告內。

## Company Secretary

Mr. Chan Hing Chau has been the Company Secretary of the Company since 16 August 2021. He is a full time employee of the Company with professional qualifications and extensive experience, and has adequate working knowledge on the Company to discharge his duty as the Company Secretary. During the Year, Mr. Chan confirmed that he has received relevant professional training of not less than 15 hours to update his skills and knowledge.

## Communication with Shareholders and Noteholders

The 2024 AGM of the Company to be held at Conference Room, 22/F., Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Friday, 28 June 2024 at 3:00 p.m..

The Company believes that effective communication with shareholders, noteholders and other investment communities is essential. During the Year, the Executive Directors, Chief Financial Officer and team of investor relations of the Group held regular briefings, press conferences and analyst meetings of interim and annual results, attended investor forums and participated in roadshows, conducted meetings and visits to projects of the Group with institutional investors and financial analysts in China, Hong Kong and overseas to keep them abreast of the Group's business and development. Investors can also communicate with the Company through email at [ir@chinasouthcity.com](mailto:ir@chinasouthcity.com).

The shareholders' meeting provides a useful platform for the shareholders to exchange views with the Board. The Directors and Chief Financial Officer of the Group will attend the shareholders' meetings to answer the questions raised by the shareholders. Shareholders can also direct their enquiries and proposals to the Company. The contact details of the Company are set out in the "Contact Us" section of the Company's website at [www.chinasouthcity.com](http://www.chinasouthcity.com).

## Shareholders' Right

Pursuant to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), shareholders of the Company holding not less than 5% of the total voting rights of all the members having a right to vote at general meeting may request the Directors to call a general meeting. The request must state the general nature of business to be dealt with at the meeting and may be sent to the Company in hard copy form or in electronic form and must be authenticated by the person or persons making it in accordance with the provisions under sections 566 to 568 of the Companies Ordinance and the Company's Articles.

## 公司秘書

陳慶嘯先生自2021年8月16日起出任本公司之公司秘書。彼為本公司全職僱員，具有專業資格和資深經驗，及具備足夠的工作經驗，以履行公司秘書的職責。於本年度內，陳先生確認彼已接受不少於15小時之相關專業培訓以更新其技能和知識。

## 與股東及票據持有人溝通

本公司謹訂於2024年6月28日(星期五)下午3時正假座香港中環干諾道中十三至十四號歐陸貿易中心二十二樓會議室舉行2024年股東周年大會。

本公司認為，與股東、票據持有人及其他投資團體作出有效溝通乃至關重要。於本年度內，執行董事、集團首席財務總監及投資者關係團隊定期舉行簡報會、新聞發佈會以及中期及年度業績分析會議、於中國、香港及海外國家出席投資者論壇，與機構投資者及財務分析員參與路演、舉行會議及參觀本集團之項目，讓彼等能了解本集團的業務及最新發展。投資者亦可透過電郵 [ir@chinasouthcity.com](mailto:ir@chinasouthcity.com) 與本公司聯絡。

股東會議提供具裨益的平台，供股東與董事會互相交流意見。董事及集團首席財務總監將出席股東大會解答股東提出的提問。股東亦可以向本公司提出諮詢及建議。本公司的聯絡詳情載於本公司網站 [www.chinasouthcity.com](http://www.chinasouthcity.com) 「聯絡我們」一節。

## 股東權利

根據《公司條例》(香港法例第622章)，本公司全體有權於股東會議上投票並持有本公司總投票權不少於5%的股東均可要求董事召開股東會議。有關請求需明述將會於會上處理之事務，並獲該提出要求的人士認證後，可採用書面或電子形式送交予本公司，並須根據《公司條例》第566至568條的規定以及本公司章程進行。

## Corporate Governance Report (Continued)

### 企業管治報告(續)

The attendance of the Directors at the annual general meeting of the Company which was held on 22 September 2023 was as follows:

董事於2023年9月22日舉行之本公司股東周年大會的出席情況如下：

Directors	董事	Number of Attendance/ meeting held <sup>(1)</sup> 出席／舉行 會議次數 <sup>(1)</sup>
<b>Co-Chairmen</b>		
Mr. Li Wenxiong ( <i>Non-Executive Director</i> )	李文雄先生(非執行董事)	1/1
Mr. Cheng Chung Hing ( <i>Executive Director</i> )	鄭松興先生(執行董事)	1/1
<b>Executive Directors</b>		
Ms. Geng Mei ( <i>Chief Operating Officer</i> )	耿梅女士(運營總裁)	1/1
Mr. Wan Hongtao ( <i>Group's Vice President</i> )	萬鴻濤先生(集團副總裁)	1/1
Mr. Qin Wenzhong ( <i>Group's Financial Controller</i> )	覃文忠先生(集團財務總監)	1/1
Ms. Cheng Ka Man Carman	鄭嘉汶女士	1/1
<b>Non-Executive Directors</b>		
Mr. Fung Sing Hong Stephen	馮星航先生	1/1
Ms. Shen Lifeng	申麗鳳女士	1/1
Ms. Li Aihua	李愛花女士	1/1
Ms. Deng Jin	鄧津女士	1/1
<b>Independent Non-Executive Directors</b>		
Mr. Leung Kwan Yuen Andrew	梁君彥先生	1/1
Mr. Li Wai Keung	李偉強先生	1/1
Mr. Hui Chiu Chung	許照中先生	1/1
Ms. Zee Helen	徐閔女士	1/1
Dr. Li Xu	李煦博士	1/1

Note:

(1) The attendance figure represents actual attendance/the number of meetings such director is entitled to attend.

附註：

(1) 出席數字為董事實際出席有關會議的次數及其有資格出席會議的數目。

Published documents together with the latest corporate information and news are available on the Company's website at [www.chinasouthcity.com](http://www.chinasouthcity.com).

有關發佈文件連同最新的公司資料及新聞，可瀏覽本公司網站[www.chinasouthcity.com](http://www.chinasouthcity.com)。



2023

Environmental, Social  
and Governance Report  
環境、社會及管治報告



## About this Report

This report is the environmental, social and governance report (the “Report”) of China South City Holdings Limited (the “Company”) and its subsidiaries (the “Group”, “China South City”, “we” or “us”). The Group has been adhering to the sustainable development philosophy to create and share sustainable values with its stakeholders in environmental, economic and social (“ESG”) aspects. The Report detailed China South City’s contribution to sustainability management.

The Report was prepared in accordance with the “Environmental, Social and Governance Reporting Guide” (the “Guide”) set out by The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The Report has complied with all the “Comply or Explain” provisions of the Guide and reported on all the recommended disclosures in the Guide.

## Reporting Principles

The Group has considered the following reporting principles in preparing the Report:

- **Materiality:** The Group identifies the material environmental and social issues through interviews with the management and questionnaire surveys targeted at internal and external stakeholders, as well as evaluating the impact of various environmental, social and governance issues on the operations of the Group. For more information, please refer to the “Materiality Assessment” section.
- **Quantitative:** The Report would perform annual performance comparison with suitable quantitative data recorded and estimated by relevant departments of the Group when applicable, and state the information on the standards, methodologies, assumptions or calculations wherever appropriate.
- **Balance:** The information in the Report was mainly derived from our internal statistical reports, documents and communications for 2023. We are committed to providing an unbiased picture of our performance and fair disclosure of progress and ongoing challenges in the most critical aspects for the Group’s performance.
- **Consistency:** The Group uses consistent reporting and calculation methods, as far as practicable, to facilitate the comparability of ESG performance between years. In case of any changes in methodologies, the Group will present and explain in detail in the corresponding sections.

## 關於本報告

本環境、社會及管治報告(「本報告」)為華南城控股有限公司(「本公司」)及其附屬公司(「本集團」、「華南城」及「我們」)，本集團一直秉承可持續發展的經營理念，與持份者在環境、經濟及社會(「ESG」)層面創造及共享可持續價值，本報告詳載華南城為可持續性管理而作出的貢獻。

本報告按照香港聯合交易所有限公司(「聯交所」)載列的《環境、社會及管治報告指引》(「指引」)編製。本報告已遵守指引的所有「不遵守就解釋」條文，並匯報了指引的所有建議披露內容。

## 匯報原則

本集團在制定本報告時，考慮了下列報告原則：

- **重要性：**本集團透過管理層訪談及內、外部持份者問卷調查的結果，以及評估各項環境、社會及管治事宜對本集團營運的影響，以識別重大環境社會議題，如需更多資料，請參照「重要性評估」的章節。
- **量化：**本集團的相關部門對量化資料作出紀錄及估算，在可行情況下，本報告會對適當的量化資料進行年度績效比較，並在適當之處列出有關標準、方法、假設或計算方式的資料。
- **平衡性：**本報告的資料主要來自於2023年度的內部的統計報告、文檔及溝通文件。我們承諾會提供無偏頗的表現概況，並就本集團表現最關鍵方面的進度及持續挑戰作出公平披露。
- **一致性：**本報告為保持ESG表現的年度可比性，本集團在合理可行的情況下儘量採用一致的匯報及計算方法。如使用的方法有作出任何變更，本集團會在相應章節呈列並解釋。





## Scope of the Report and Reporting Period

The Report covers the businesses which are financially significant and operationally influential to the Group, including the five core services of the projects in Shenzhen, Nanchang, Nanning, Xi'an, Zhengzhou, Harbin, Hefei and Chongqing in the PRC, including project investment and development ("China South City Holdings"), e-commerce platform ("Huasheng Commercial") business management and operations, property leasing and management, and logistics and warehousing services ("Qianlong Logistics") and outlet operations. The above core businesses accounted for over 90% of the Group's revenue.

Reporting period: 1 April 2023 to 31 December 2023, same as the financial period of the annual report.

## Cornerstone for Sustainable Development

The Group has always adhered to its business philosophy of "Innovation, Integrity, Consensus and Collaboration". While striving to develop its business, the Group also pays attention to the demands, opinions and expectations of various stakeholders and integrates the concept of sustainable development into its corporate management, group culture and operational strategies to continuously optimize its performance and development in relation to environment, society and corporate governance.

## Statement on ESG Governance from the Board of Directors

The Company believes that sound ESG governance is crucial to enhance the value of our investments and bringing long-term returns to our stakeholders and the Group. In order to implement and improve the ESG management policy, the Company's board of directors (the "Board") is responsible for ESG management and supervision, establishing and reviewing the overall ESG vision, approach, strategy or initiative. Various communication channels have been established to promote the coordination and communication between various departments in the Group. Regarding ESG-related risk management, the Board monitors the risk evaluation process on sustainability and ESG related issues, focus on the potential impacts of business operations on market trends, and seek for improvements in ESG strategy, in order to reduce the negative impacts on the Group's business.

## 報告範圍及報告期

本報告內容涵蓋對本集團有財務重要性及營運影響力的業務，包括中國深圳、南昌、南寧、西安、鄭州、哈爾濱、合肥及重慶項目的核心服務，包括項目投資及開發(「華南城控股」)、電子商貿平台(「華盛商業」)及管理及物流與倉儲服務(「乾隆物流」)。以上五個核心業務佔本集團的盈收九成以上。

報告期：2023年4月1日至2023年12月31日，與年報的財政期間相同。

## 可持續發展基石

本集團一直堅持「創新、誠信、和諧、共享」的經營理念，致力發展業務的同時，亦關注各持份者的需求、意見及期望，將可持續發展概念融入企業管理、集團文化、運營策略當中，不斷優化對環境、社會及企業管治相關的表現及發展。

## 董事會ESG管治聲明

本公司相信完善的ESG管治原則會有效提升我們的投資價值，為持份者及本集團帶來長期回報。為了更好地推行及改善ESG管理方針，本公司董事會(「董事會」)負責ESG管理和監督工作，設立及檢討ESG的整體願景、方法、策略或倡議。同時亦會建立本集團部門之間的溝通橋樑，促進和督導各部門之間的協調及溝通，使ESG管治工作能流暢進行。除此，在ESG相關風險管理方面，董事會監督預測ESG風險和執行緩解方案的整個過程，關注業務營運在市場走勢的潛在影響，並作出方針上的調整，以減少對本集團業務帶來的負面影響。

To collect the opinions of the Group's stakeholders on ESG issues, the Board has engaged a third-party ESG consultant in conducting a materiality assessment to identify issues that are likely to impact the business operation and our stakeholders, especially to the environmental and social aspects. The issues would be reviewed and prioritised, and those with high significance to the Group and stakeholders are considered as material. The Board has reviewed and approved the material ESG issues identified by the ESG consultant. In order to formulate and implement effective ESG measures, the Board regularly reviews the Group's ESG performance and the progress of achieving its goals, and adjusts the ESG management policy to lead the ESG process of the entire Group.

The Group's management reviews the plans and implementation of ESG-related work, as well as related goals and indicators at regular meetings. The Company communicated with stakeholders on ESG progress, especially through the Company's annual ESG report. The Board will continue to seek opportunities to improve ESG performance.

### ESG Development Strategies

Based on its environmental, social and governance considerations, China South City has achieved business operations in a sustainable way and maintained transparency and accountability to stakeholders. The Group has developed the environmental, social and governance policy (the "Policy"), which outlines our ESG commitments and related management practices as well as guides the Group towards and achieves its vision of sustainable development and its mission to become a premium logistics trade centre in China. Our sustainability approach is divided into five core aspects, including environment, employees, customers, supply chain and community, which guide the overall ESG direction of the Group.

在重大ESG議題方面，本集團於報告期委聘第三方ESG顧問公司，以助識別重要ESG議題，並就其ESG表現作出建議。顧問公司協助收集及分析本集團持份者對ESG議題的意見，並進行重要性評估。董事會亦會以持份者的身份參與重要性評估提出意見、覆核由ESG顧問協助進行的評估結果及其識別出的重要ESG議題。董事會亦會制定政策回應ESG相關的重要議題，為制定和執行有效之ESG措施亦定期檢討本集團的ESG表現及其目標達成的進度，適時對ESG管理方針作出調整，以領導整個集團的ESG進程。

本集團管理層在定期會議上檢視ESG相關工作之計劃和執行情況及相關方向性目標和指標。本集團亦與不同持份者分享其ESG進展情況，尤其是透過本公司之年度ESG報告。董事會將會繼續尋求機會改善ESG方面之表現。

### ESG發展策略

華南城結合對環境、社會及管治方面的考量，實現可持續的方式營運業務，並保持透明度和為持份者負責。本集團已制定了環境、社會及管治政策（「本政策」），概述我們在ESG上的承諾和相關管理方針，指引著本集團邁向及實現華南城的可持續發展願景，成為中國的優質物流交易中心的使命。我們的可持續發展方針劃分為五個核心範疇，包括環境、員工、顧客、供應鏈及社群，為本集團的整體ESG發展方向提供指引。



ESG Policy Highlights of China South City

華南城的ESG政策重點

<b>Environment</b> 環境	<p>The Group is dedicated to using renewable energy and reusable materials while reducing emissions of air pollutants, greenhouse gases, harmful and non-hazardous waste, and wastewater. We continuously monitor and manage the significant environmental impacts of our operations and require all relevant departments to practice and strengthen environmental management. Furthermore, we conduct climate risk assessments to identify potential impacts of climate change on our business operations and develop appropriate response strategies.</p> <p>本集團致力於使用可再生能源和可重複使用的材料，同時減少空氣污染物、溫室氣體、有害和非危險廢棄物以及污水的排放。我們持續監測和管理業務所帶來的重大環境影響，要求所有相關部門實踐並加強環境管理。此外，我們進行氣候風險評估，以識別氣候變化對我們業務運營的潛在影響，並制定適當的應對策略。</p>
<b>Employees</b> 員工	<p>The Group is committed to regularly reviewing employee compensation and welfare, and providing a safe working environment that protects employees from occupational hazards. We actively encourage our employees to pursue continuous learning and development, and provide them with training opportunities to enhance their knowledge and skills in fulfilling their job responsibilities. Additionally, we strictly adhere to our company's labor standard guidelines to ensure that we do not employ child labor or engage in forced labor practices.</p> <p>本集團持續關注員工待遇和福利等相關情況，提供安全的工作環境，以保障員工免受職業危害。我們鼓勵員工不斷進修，積極安排員工培訓，提高員工履行工作職責的知識和技能。同時，我們嚴格遵守本公司針對勞工準則的指引，以確保不會僱用童工或實行強迫勞動。</p>
<b>Customers</b> 顧客	<p>The Group is committed to continuously improving the quality of our products and services, ensuring that the products we sell do not compromise the safety of our customers and users, and complying with standards and regulations related to advertising, labeling, and other matters. Additionally, we prioritize the security of our customers' and any relevant employment-related personal data, and ensure that we collect, hold, use, and process such data in a lawful and prudent manner.</p> <p>本集團致力於持續提高產品和服務品質，確保所售出的產品不會影響客戶和用戶的安全，同時遵守廣告、標籤等相關標準和法規。此外，我們重視客戶和任何相關僱傭個人資料的安全，並確保以合法和謹慎的方式收集、擁有、使用和處理相關資料。</p>
<b>Supply chain</b> 供應鏈	<p>The Group upholds the principles of fair trade and works with suppliers to enhance sustainability performance across all aspects of our operations. We also prioritize the importance of anti-corruption measures and strive to strengthen employee awareness and ethics, preventing any bribery, extortion, fraud, or money laundering activities.</p> <p>本集團秉持公平交易原則，與供應商共同提升可持續發展表現。同時，我們重視反貪污措施，並致力於強化員工的認知和道德操守，杜絕任何賄賂、勒索、欺詐或洗黑錢的行為。</p>
<b>Community</b> 社區	<p>The Group makes appropriate community investments in the areas where we operate and provides financial or other resource assistance to those in need.</p> <p>本集團在經營地區對周邊利益相關方進行適當的社區投資，同時對有需要的人士提供金錢或其他資源援助。</p>

### ESG Governance Framework

China South City believes that good ESG governance is an important cornerstone for the sustainable development of our business. The Policy sets out the management framework to enable us to deliver on our ESG commitment. The Board of Directors undertakes overall responsibility for the Group's ESG strategies and oversees the implementation of the Company's sustainability strategies. Meanwhile, the Board of Directors has also appointed the ESG working group comprising representatives from different departments to carry out ESG development work, thereby enhancing the ESG governance framework and integrating ESG management concepts into all aspects of corporate management from top to bottom, so as to explore and grasp opportunities to promote sustainable development.

Members of the ESG working group are selected from the management of each business unit and are responsible for implementing ESG policies and promoting their development. The working group reports regularly to the Board of Directors on the ESG implementation and collects feedback to further improve ESG governance and promote its development, so as to achieve sustainable business growth.

The ESG governance framework of China South City is as follows:

### ESG管治框架

華南城堅信良好的ESG管治是推動我們業務可持續發展的重要基石。本政策訂明管理框架，使我們能實踐對環境、社會及企業管治方面的承諾。董事會對本集團的環境、社會及管治策略承擔整體責任，並監督本公司可持續發展策略的執行。同時，董事會亦委託由不同部門代表組成的環境、社會及管治工作小組專門執行ESG發展工作，從而提升ESG管治架構，由上至下將ESG管理理念融入企業經營管理的各個層面，從而探索和把握推動可持續發展的機會。

ESG工作小組成員由各業務部門管理層中甄選組成，職責在於執行ESG政策及推動其發展。工作小組定期向董事會報告ESG執行情況及收集意見，進一步完善ESG管治及推動其發展，達至可持續的業務增長。

華南城ESG管治架構如下：



## Awards and Recognitions

## 獎項及榮譽

Company 公司名稱	Issuing/Certification Organization 頒發／認證機構	Award/Name of Certification 獎項／證書名稱
<b>China South City Holdings</b> 華南城控股	Henan Provincial Department of Housing and Urban-Rural Development 河南省住房和城鄉建設廳	Henan Province Construction Project Safety and Civilization Standardization Demonstration Site (Zijing Mingdu) 河南省建築工程安全文明標準化示範工地(紫荊名都)
<b>China South City Holdings</b> 華南城控股	Ping'an Construction Work Leadership Group, Xinzheng City 新鄭市平安建設工作領導小組	Advanced Collective for Safe Construction in Xinzheng City in 2022 and Security Work for the Yellow Emperor's Hometown Ancestral Ceremony in 2023 (Zhongyuan EPC Project, Zijing Mingdu) 新鄭市2022年度平安建設和2023年黃帝故里拜祖大典維穩安保工作先進集體(中園EPC項目、紫荊名都)
<b>Qianlong Logistics</b> 乾龍物流	China Association of Foreign Investment Enterprises, Shenzhen Association of Foreign Investment Enterprises 中國外商投資企業協會、深圳外商投資企業協會	National Excellent Foreign Investment Enterprise – Double Excellence Enterprise 全國優秀外商投資企業－雙優企業
<b>Qianlong Logistics</b> 乾龍物流	Traffic and Transportation Management of Feixi County 肥西縣交通運輸管理	AAA Grade Quality and Reputation Unit for Road Freight Transport Enterprises in Feixi County in 2019 2019年肥西縣道路貨物運輸企業AAA級質量信譽單位
<b>Qianlong Logistics</b> 乾龍物流	Statistical Bureau of Guangxi Zhuang Autonomous Region 廣西壯族自治區統計局	Demonstration Unit for the Standardized Construction of Grassroots Statistics in the New Era in Guangxi 廣西新時代基層統計工作規範化建設示範單位



Company 公司名稱	Issuing/Certification Organization 頒發／認證機構	Award/Name of Certification 獎項／證書名稱
<b>Qianlong Logistics</b> 乾龍物流	Shenzhen Municipal Bureau of Commerce 深圳市商務局	Shenzhen Headquarters Enterprise of Multinational Companies 深圳市跨國公司總部企業
<b>Qianlong Logistics</b> 乾龍物流	China (Shenzhen) International Logistics and Supply Chain Expo 中國(深圳)國際物流與供應鏈博覽會	Excellent Logistics and Supply Chain Service Provider 優秀物流與供應鏈服務商
<b>Qianlong Logistics</b> 乾龍物流	Logistics Park Professional Committee of China Federation of Logistics and Purchasing 中國物流與採購聯合會物流園區專業委員會	Excellent Logistics Park in 2021 2021年度優秀物流園區
<b>Qianlong Logistics</b> 乾龍物流	Shenzhen Association of Foreign Investment Enterprises 深圳外商投資企業協會	National Excellent Foreign Investment Enterprise – Double Excellence Enterprise Award (Shenzhen) 全國(深圳)優秀外商投資企業—雙優企業獎

## Review, Reporting and Disclosure

Recognizing that stakeholders' expectations are constantly changing, the Group regularly reviews its business operations and proactively communicates with stakeholders to identify and respond to emerging issues as appropriate. In addition, the Group's Sustainability Committee regularly reviews its performance and practices on corporate social responsibilities and reports to the Group's Board of Directors. The Group's performance on corporate social responsibilities is not only disclosed through internal communication channels, but also truthfully disclosed to the public through the Group's website, annual report and ESG report.

## 檢討、匯報與披露

本集團明白持份者的期望會不斷改變，故會定期檢討其業務營運並積極與持份者溝通，以識別新出現的問題，並作出適切回應。再者，本集團的可持續發展委員會定期檢討企業社會責任表現及慣例，並向本集團董事會匯報。本集團的企業社會責任表現除了透過內部通訊渠道進行披露，亦會透過本集團網頁、年度報告和環境、社會及管治報告等，如實向外界披露。



## Stakeholder Engagement

The Group places great emphasis on communication with stakeholders and strives to understand the ESG expectations, opinions and suggestions that are of concern to stakeholders. The Group incorporates these concerns into its operations and decision-making processes and always seeks to maximize shared value with stakeholders. The Group's key stakeholders including customers, employees, shareholders and investors, regulators, suppliers and local communities. The communication channels are set out below:

## 持份者參與

本集團十分著重持份者的溝通，極力了解其關注的環境、社會及管理的期望、意見和建議，將關注點融入本集團的運營和決策過程，一直追求與各持份者共同價值的最大化。本集團的主要權益人包括客戶、僱員、股東及投資者、監管機構、供應商及當地社區。溝通渠道載列如下：

Stakeholder Group 持份者組別	Communication Channels 溝通渠道
<b>Customers</b> 客戶	<ul style="list-style-type: none"> <li>❖ Customer evaluation form 客戶評價表</li> <li>❖ Telephone/email 電話／電子郵件</li> <li>❖ Customer visits and factory audits 客戶參觀及工廠審核</li> <li>❖ Questionnaire, industry exhibitions 問卷調查行業展覽會</li> </ul>
<b>Employees</b> 僱員	<ul style="list-style-type: none"> <li>❖ Regular meetings 定期會議</li> <li>❖ Occupational health and safety training 職業健康與安全培訓</li> <li>❖ Internal publications/memo boards 內部刊物／告示板</li> <li>❖ Questionnaire comment box/mail/email 問卷調查意見箱／信箱／電子郵件</li> <li>❖ Performance appraisal 工作表現評核</li> </ul>
<b>Shareholders and investors</b> 股東及投資者	<ul style="list-style-type: none"> <li>❖ Annual and interim reports 年報及中期報告</li> <li>❖ Annual and interim results announcements 全年及中期業績公佈</li> <li>❖ Company website 企業網站</li> </ul>
<b>Regulators</b> 監管機構	<ul style="list-style-type: none"> <li>❖ Official documents/meetings 公文／會議</li> <li>❖ Government websites 政府網站</li> <li>❖ Report paper/visits 文書報告／拜訪</li> <li>❖ Supervision/inspection and evaluation 監督／檢查及評估</li> </ul>

Stakeholder Group 持份者組別	Communication Channels 溝通渠道
<b>Suppliers</b> 供應商	<ul style="list-style-type: none"> <li>❖ Annual audit of suppliers 供應商年度審核</li> <li>❖ Telephone/email 電話／電子郵件</li> <li>❖ Site visits 實地考察</li> <li>❖ Questionnaire 問卷調查</li> </ul>
<b>Local communities</b> 當地社區	<ul style="list-style-type: none"> <li>❖ Participation in community activities 參與社區活動</li> <li>❖ Donation/sponsorship 捐獻／贊助</li> </ul>

### Materiality Assessment

The Group has been working to effectively assess and identify the issues that are most important to its stakeholders. The materiality assessment was carried out independently by professional consultants to understand the expectations of our stakeholders and the challenges we face in global sustainability. This will help us to develop our sustainability strategies and identify core aspects to improve our overall sustainability performance for inclusion in the Report.

During the reporting period, the Group has updated the materiality assessment through questionnaires of the Board and stakeholders to identify the sustainability issues that are most important to the Group and its stakeholders. The list of materiality issues and the results of the assessment have been submitted to the Board for confirmation and approval.

### 重要性評估

本集團一直不斷努力，致力以更有效地評估及識別對持份者最為重要的議題。重要性評估工作會由專業顧問獨立執行，了解持份者的期望和我們在全球可持續發展所面對的挑戰。藉此有助我們制定可持續發展策略，並確定核心範疇，從而全面提升我們的可持續發展績效，並納入報告當中。

在本報告期內，本集團已透過董事會及持份者問卷調查，更新重要性評估，以確定對本集團及其持份者最為重要的可持續發展事宜。重要性議題清單和評估結果已提交董事會確認及審批。



## Materiality Assessment Process 重要性評估過程

### 1. Identification 識別

To identify major ESG issues that are considered relevant and important to our businesses and stakeholders based on the ESG guidelines issued by Hong Kong Stock Exchange, company policies and management strategies, characteristics of the industry, and business risks and opportunities.

參考香港聯交所ESG指引、公司政策及管理策略、行業特點及業務的風險與機遇等，以識別對集團業務和持份者最為相關和重要的ESG議題。

### 2. Opinion Collection 收集意見

To conduct a questionnaire survey and invite stakeholders including the board, employees, suppliers and customers to evaluate the importance of each issue from their own perspectives.

進行問卷調查，邀請包括董事會、員工、供應商及客戶等持份者從自身角度評價各議題的重要性程度。

### 3. Prioritization 優先排序

To select the important issues, draw the materiality assessment matrix, and obtain the preliminary evaluation results, so as to determine the strategic focus of sustainable development and improve the governance of sustainable development.

篩選出重要議題，並繪製重要性評估矩陣，得出初步評估結果，從而確定可持續發展戰略重點，完善可持續發展管治。

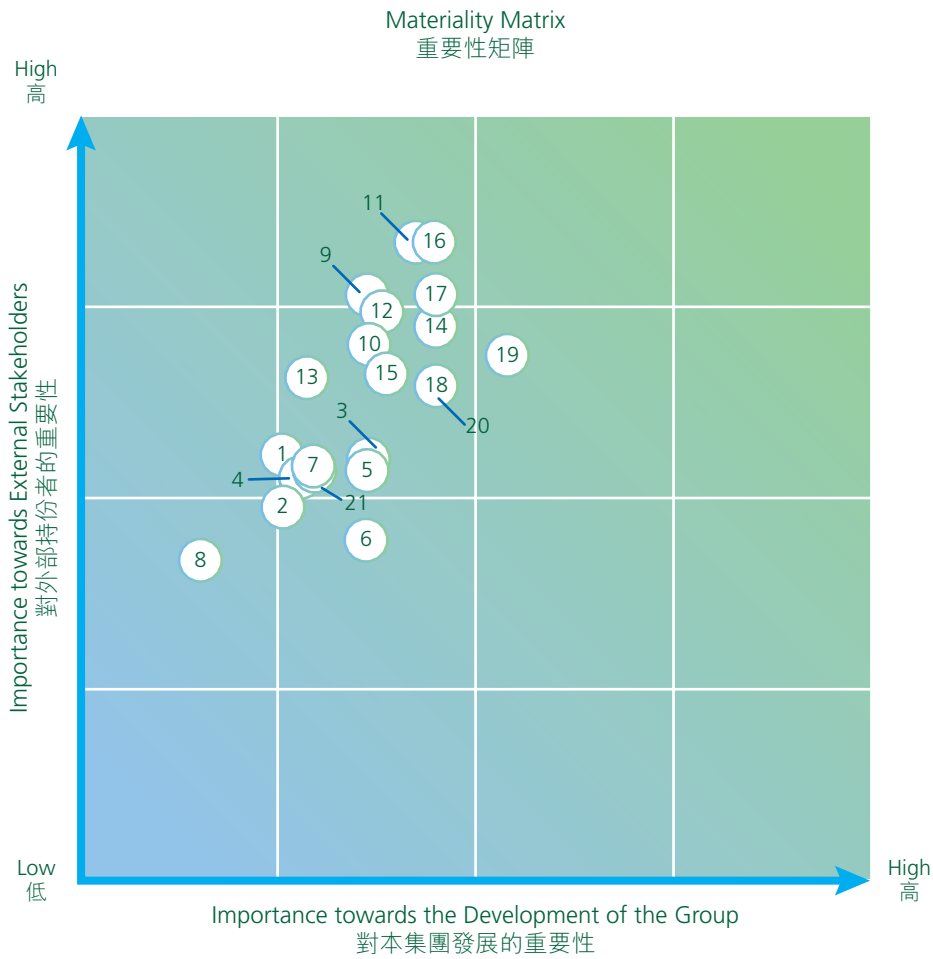
### 4. Confirmation 確認

The ESG working group will discuss about and identify the assessment result to get final results of the materiality assessment. Final results are reported to the Board.

由ESG工作小組對評估結果進行討論和確認，並將最終確定重要性評估結果，匯報給董事會。

The Group identified the most relevant and important ESG issues to its business and stakeholders with reference to the ESG Guide of the Stock Exchange, industry characteristics as well as risks and opportunities of its business, corporate policies and management strategies. Through the questionnaire survey, stakeholders including the Board of Directors, employees, suppliers and customers were invited to evaluate the materiality of each issue from their own perspective. The key issues were selected and a materiality assessment matrix was drawn up to produce preliminary findings, thus determining the core of its sustainability strategies. The ESG working group then discussed and validated the findings of the materiality assessment and reported to the Board.

本集團參考聯交所ESG指引、行業特點及業務的風險與機遇、公司政策及管理策略等，以識別對本集團業務和持份者最為相關和重要的ESG議題。透過進行問卷調查，邀請包括董事會、員工、供應商及客戶等持份者從自身角度評價各議題的重要程度。篩選出關鍵議題，並繪製重要性評估矩陣，得出初步評估結果，從而確定可持續發展策略的核心。其後，由ESG工作小組對重要性評估的結果進行討論和確認，並向董事會匯報。



No. 編號	ESG Issues ESG議題	No. 編號	ESG Issues ESG議題
1	Exhaust emissions 廢氣排放	12	Talent management and development 人才管理及發展
2	Greenhouse gas emissions 溫室氣體排放	13	Procurement and supply chain management 採購與供應鏈管理
3	Waste and recycling materials management 廢棄物及回收物料管理	14	Product quality 產品品質
4	Energy management 能源管理	15	Product innovation 產品創新
5	Water management 用水管理	16	Customer services 客戶服務
6	Packaging materials management 包裝物料的管理	17	Information security and personal data protection 資訊安全及個人資料保護
7	Environment and natural resources 環境及天然資源	18	Protection of intellectual property rights 保障智慧財產權
8	Climate change 氣候變化	19	Corporate governance and risk management 企業管治及風險管理
9	Employee benefits and welfare 員工福利及待遇	20	Anti-competition 反競爭行為
10	Equal opportunities 平等機會	21	Community involvement 社區參與
11	Health and safety 健康與安全		



During the reporting period, the Group engaged an independent consulting company to conduct an ESG-related questionnaire survey and materiality assessment with stakeholders so that the Group can better understand the concerns and expectations of various stakeholders. By analyzing the results of the survey, the Group identified the following 3 issues as the most important among the 21 ESG-related issues:

Customer services  
客戶服務

Health and safety  
健康與安全

Corporate governance  
and risk management  
企業管治及風險管理

For more information on the above ESG issues, please refer to the relevant sections of the Report.

### Integrity and Compliance

The Group strictly enforces applicable laws, environmental codes of practice and social standards in the jurisdictions in which it operates. The Group has always adhered to the principles of “compliance and legality, honesty and trustworthiness, and fair trading” and strictly prohibits any acts of bribery and corruption during its business operation. The Group strictly complies with national laws and regulations, and has prepared an employee handbook in accordance with relevant requirements and ethical requirements of the industry, which clearly stipulates the code of conduct for employees’ integrity and self-discipline. The code illustrates how to deal with employees’ business activities, part-time jobs, personal investments, commissions, kickbacks, and bribes from trade associations. In addition, the Group requires all suppliers, business partners and agents to sign the Anti-Commercial Bribery Clause when signing contracts with the Company to clarify the responsibilities of both parties in anti-corruption. Besides, the Group also engages an external independent auditor to conduct financial audits to objectively, fairly and accurately reflect the company’s financial status.

本報告年內，本集團委託獨立顧問公司與持份者進行 ESG 相關問卷調查及重要性評估，使本集團更清楚了解各持份者的關注點及期望。通過分析問卷調查結果，本集團在 21 項 ESG 相關議題中，以下 3 項是最為重要的議題：

如欲了解更多上述的 ESG 議題，請參閱本報告中相關的章節。

### 清正廉潔與合規合法

本集團嚴格執行在司法管轄區內的適用法例、環境作業守則及社會標準。本集團一直堅守以「合規合法、誠實守信、公平交易」為原則，嚴禁在運營過程中有任何賄賂及貪腐行為。本集團嚴格遵守國家法律法規，並依照相關要求及行業道德制定員工手冊，明確規定了員工廉潔自律準則，準則中已經包含了：員工的經營活動、兼職、個人投資、佣金、回扣、商賄賂的處理方式。再者，本集團要求所有供應商、營商夥伴和代理人與公司在簽訂合同時，必須簽署《反商業賄賂條款》，明確雙方在反商業賄賂中應盡的責任。此外，本集團亦聘請外部獨立會計師進行財務審計，以客觀、公正、準確地反映公司財務狀況。

The Board is the Group's highest governance body responsible for developing, reviewing and monitoring the Group's corporate governance policies and practices in compliance with the relevant law and regulations. The Board strives to uphold the highest level of business ethics and strictly prohibits and stands against any form of bribery, extortion, fraud, or corruption in our business operations. To comply with the applicable laws and regulations, the Group implements internal policies and control mechanisms to strengthen the management practices and prevent improper conduct and unethical behaviour. The Group has also communicated the preventive measures on bribery and corruption to the Directors and the Group's employees.

If any employee of the Group commits any bribery and corruption, which seriously affects the reputation and image of the Company, he/she will be dismissed immediately and those suspected of committing crimes will be referred to the judicial authorities. The Group also has a whistle-blowing mechanism, where whistle-blowers can report in their real names or anonymously through hotline, email, and mailbox (physical). If any of our colleagues are found to have obtained commissions or rebates from our customers without reporting to the Group, they shall report to the Group. Those who fail to do so shall be punished accordingly to enhance the deterrent effect.

To strengthen the anti-corruption culture, the Group held regular education and training sessions on compliance with the law and integrity in Business during the year. Special training sessions were held to teach employees how to be clean and honest, and the consequences of corruption and bribery were shared through case studies. All employees are required to undergo induction training upon joining the Group. As an important part of the Employee Handbook, the corruption prevention policy must be trained and assessed on new employees, so as to enable them to establish a culture of integrity. The directors of the Group also received practical advice and tips through participation in the Directors' Training Programme offered by the Hong Kong Stock Exchange to refresh and enhance their knowledge and skills, and lead the Group towards better anti-corruption governance. During the reporting period, the Group had no litigation cases on corruption.

董事會為本集團最高的管治組織，負責制定、檢討及監察本集團的企業管治政策及常規，確保其遵守相關法律及規例。董事會力爭堅守最高的商業道德標準，嚴令禁止並反對我們業務運營中任何形式的賄賂、勒索、欺詐或腐敗。為遵守適用的法律法規，本集團實施了內部政策和控制機制，以加強管理實踐，防止不當行為和不道德行為。本集團亦已向董事及本集團員工傳達有關賄賂及貪污的預防措施。

如本集團員工有任何賄賂及貪腐行為，嚴重影響公司聲譽和形象，將會立即開除，並將涉嫌犯罪的員工會交由司法機關處理。本集團亦設有告密機制，告密者可以通過：熱線電話、電子郵箱、信箱(實體)進行實名或無記名舉報。如發現本集團同事私自向客戶索取佣金或回扣，而未向本集團申報，須向本集團匯報。知情不報者，也應受到相應的處罰，以增強阻嚇力。

為加強反腐文化，年內本集團定期舉行遵紀守法、廉潔從業教育培訓，召開了專題培訓會議，教導員工如何廉潔奉公，並以案例的形式講解貪污受賄所付出的代價。所有員工入職時必須經過入職培訓，防貪政策作為《員工手冊》的重要內容之一，新員工必須接受培訓和考核，以樹立清正廉潔的文化。本集團的董事亦通過參與香港交易所提供的董事培訓計劃，獲得實務建議及提示，溫故及增進他們的知識和技能，帶領本集團邁向更良好的反貪管治。本報告期內，本集團並無貪污訴訟案件。



## Protecting the Environment and Pursuing Green and Low-Carbon Development

In order to achieve corporate sustainability development, China South City has been fulfilling its corporate social responsibility to reduce its carbon footprint, control carbon emissions, optimize the use of resources and improve the management of pollutant emissions. We continue to innovate and implement effective environmental measures to reduce the impacts of our entire industry chain, including our activities and operations, on the environment, community and governance. Meanwhile, we have been doing our best to improve our environmental performance of the entire industrial chain, from design to construction, by promoting a number of recycling programs, in a bid to meet the national goal of “carbon neutrality”.

### Environmental Management

For the sake of avoiding irreversible damage to the environment, the Group prudently complies with the relevant requirements of the Energy Conservation and Emission Reduction Management Regulations that have been prepared to ensure effective reduction of emissions in the course of operation. The project management and property management teams are responsible for introducing and evaluating energy-saving technologies and equipment, managing and developing programs and data analysis respectively. At the same time, the Group strictly complies with the laws and regulations of local governments, including the regulations on waste sorting, for example, the CSC Shenzhen complies with the Shenzhen Municipal Regulations on the Management of Domestic Waste Sorting.

## 保護環境與綠色低碳

華南城為實現企業可持續發展，致力減少碳足跡，控制碳排放，並不斷優化資源使用，改善污染物排放的管理。我們持續革新並採取有效的環保措施，藉此減低整個產業鏈包括園區活動及營運過程對環境、社區及管治所造成的影響。同時竭盡所能，透過推動多項循環再用的計劃，提高從設計到施工等整個產業鏈的環境績效，致力配合完成國家「碳中和」目標。

### 環境管理

本集團為避免對環境造成不可逆轉的破壞，嚴格遵循已編製《節能減排管理規定》的相關規定，以確保營運過程中能有效減少排放物。並由項目管理及物業管理團隊分別肩負起引進及評估節能技術和設備、管理和制定方案及資料分析的職責。同時，本集團嚴格遵守各地地方政府的法律法規，包括垃圾分類規定，例如深圳華南城園區遵守的是《深圳市生活垃圾分類管理條例》。

The Group's emission targets and the measures taken to achieve these targets are as follows: 本集團的排放目標和為實現這些目標而採取的措施如下：

Environmental	Directional Indicators	Measures Taken during the Year
Targets	Directional Indicators	年內的措施
環保目標	方向性指標	年內的措施
Improve energy efficiency 提升能源效益	<ul style="list-style-type: none"> <li>Adopt energy-saving products and measures 使用節能產品及措施</li> </ul>	<ul style="list-style-type: none"> <li>Air conditioner was set to approximately 26 to 28 degrees Celsius 辦公室的空調溫度設置為大約攝氏26至28度</li> <li>Adopted energy-saving products and measures 採用節能產品及措施</li> <li>When purchasing electrical appliances and other equipment, products with excellent energy efficiency were prioritized 採購電器等設備時，優先考慮能源效益優良的產品</li> <li>Used LED lighting system 使用LED照明系統</li> <li>The time for heating supply was adjusted according to the season, geographical location, climate and other factors to save unnecessary energy use 根據季節、地理位置、氣候等因素調整供暖時間，節省不必要的能源使用</li> <li>Posted environmental protection and energy saving slogans and signs in each park to encourage employees to be environmentally friendly and energy saving 在各個園區張貼環保節能的標語及標誌，藉以鼓勵員工環保節能</li> </ul>
Promote the use of renewable energy 推動再生能源	<ul style="list-style-type: none"> <li>Establish the equipment using renewable energy 加設再生能源設備</li> </ul>	<ul style="list-style-type: none"> <li>Installed a large solar water heating panel to supply hot water using solar energy 安裝了大型太陽能熱水板，利用太陽能來提供熱水供應</li> <li>Added new energy electric trucks for distribution to reduce reliance on fossil fuels 增設新能源電動貨車進行配送，減少對化石燃料的依賴</li> <li>Built charging stations for new energy vehicles in Logistics Parks to facilitate and encourage tenants to use new energy vehicles 在園區內建新能源車輛充電站，方便和鼓勵租戶使用新能源車輛</li> </ul>



Environmental	Directional Indicators	Measures Taken during the Year
Targets	Directional Indicators	年內的措施
環保目標	方向性指標	年內的措施
Reduce air emissions 減少廢氣排放	<ul style="list-style-type: none"> <li>Minimize the emission of exhaust gases, so as to reduce the emission of direct greenhouse gas 減少廢氣的產生，務求減少直接溫室氣體的產生</li> <li>Reduce the demands for electricity, so as to reduce the emission of indirect greenhouse gas 降低對電的需求，達至減少間接溫室氣體的產生</li> </ul>	<ul style="list-style-type: none"> <li>Advocated employees to travel low-carbon and take public transportation to reduce the direct generation of greenhouse gases 倡導員工低碳出行，搭乘公共交通工具，藉以減少直接溫室氣體的產生</li> <li>Applied 30 new energy electric trucks to replace fuel vehicles and reduced emissions, such as nitrogen oxides 使用30台新能源電動貨車，代替燃油車輛，減少產生廢氣，例如：氮氧化物</li> <li>Participated in annual vehicle review and regular exhaust emissions inspections as required by the transportation authorities to reduce the emission of direct greenhouse gas 按交通部門規定參加車輛年審，定期檢驗尾氣排放，藉此減少直接溫室氣體的產生</li> <li>Cement and other construction materials which are easily blown into the air were sealed and stored, and construction waste was discharged and transported through special airtight refuse passages or containers to reduce air pollutants 水泥和其他易飛揚顆粒建築材料密閉存放，施工垃圾清運採用封閉式專用垃圾通道或封閉式容器吊運，藉此減少空氣污染物</li> <li>When purchasing electrical appliances and other equipment, products with excellent energy efficiency were prioritized to improve the efficiency of electricity consumption and thereby reduce the emission of indirect greenhouse gas 採購電器等設備時，優先考慮能源效益優良的產品，提升用電效能，藉此減少間接溫室氣體的產生</li> <li>LED lighting system was established to optimize the efficiency of electricity consumption and thus reduce the emission of indirect greenhouse gas 增設LED照明系統，優化用電效能，藉此減少間接溫室氣體的產生</li> </ul>





Environmental	Directional Indicators	Measures Taken during the Year
Targets	方向性指標	年內的措施
環保目標		
Reduce the use of water 減少用水	<ul style="list-style-type: none"> <li>Reuse treated sewage to minimize the use of water 重用已處理過的污水，減少用水</li> <li>Use water-saving facilities 使用節水設施</li> </ul>	<ul style="list-style-type: none"> <li>The rainwater, sewage and wastewater from construction sites were treated separately. Sewage went through technical treatment before being reclaimed. The remainder of processed water was discharged into municipal sewage pipelines or recycled for greening and road flushing to reduce the generation of sewage 施工基地的雨水、污水、廢水進行分流處理。廢水經技術處理後回收使用，使用不完的方可排入市政污水管線或回收用於綠化及道路沖洗等，減少用水及污水產生</li> <li>Applied water-saving facility such as sensor-activated taps to save water usage 運用節水設施，如：感應式水龍頭，以節省水資源的使用</li> </ul>
Reduce waste 減低廢棄物	<ul style="list-style-type: none"> <li>Reduce the use of paper 減少使用紙張</li> <li>Promote recycling 推動回收</li> </ul>	<ul style="list-style-type: none"> <li>Adopted OA system for daily office application processes and promote paperless office 使用OA系統進行日常辦公的各項申請流程，提倡無紙化辦公</li> <li>Created electronic files to reduce copying and printing 建立電子檔案，減少複印和列印</li> <li>Encouraged employees to use double-sided printing as much as possible when printing and to use them for draft paper or environmentally friendly printing paper 鼓勵員工列印時儘量使用雙面列印，並善用為草稿紙或環保打印紙</li> <li>Set up recycling bins to promote a recycling culture 設立回收箱，推動資源回收文化</li> <li>Encourage advocacy and participation in community waste classification publicity, education and training activities 鼓勵倡導參與社區的垃圾分類宣傳教育培訓活動</li> </ul>
Reduce carbon emissions 減少碳排放	<ul style="list-style-type: none"> <li>Increase awareness of energy conservation and emission reduction 提升節能減排意識</li> </ul>	<ul style="list-style-type: none"> <li>Encourage employees to participate in tree planting activities 鼓勵倡導員工參與植樹活動</li> <li>Encourage employees to participate in community carbon reduction publicity, education and training activities 鼓勵倡導員工參與社區的減碳宣傳教育培訓活動</li> <li>Regularly evaluate and proactively provide personal direction for carbon reduction 定期評估，並積極提供個人的減碳方向方法</li> </ul>



## Responding to Climate Change

In recent years, climate change is one of the most important risks to companies. Climate risks can be classified into acute risk and transition challenge. Acute risks include natural disasters, such as increased frequency of super typhoons and floods, or desertification. In the short term, acute natural events can directly damage the Group's assets and facilities, hence affecting the progress of construction and logistics. In the long term, chronic changes in climate can also gradually weaken the Group's business areas and lead to asset impairment.

In addition to acute risks, climate-related business transition challenges may have a negative impact on the business, operating results and financial condition of the Group, and may be detrimental to the reputation of the Group. It is particularly important to understand the nature and scale of these potential risks in order to mitigate their impact. Therefore, the Group regularly assesses and reviews the risk of climate change and prepares for acute risks and transformational challenges.

## 應對氣候變化

近年來，氣候變遷是對企業最重要的幾大風險之一。氣候風險可分為立即性風險及轉型挑戰。即時性風險包括天災，如增加超強颱風及水災的頻率，或沙漠化等。短期而言，即時的天災事件會直接破壞本集團資產及設施，影響工程施工及物流等進度。長期而言，氣候的慢性變化亦可逐漸削弱本集團業務範疇，並導致資產減值。

除了即時性風險之外，氣候相關的業務轉型挑戰可對本集團的業務、營運業績及財務狀況造成負面影響，並可能對本集團聲譽不利。了解該等潛在風險、性質及規模，從而減低其影響是尤其重要的。因此，我們定期評估及檢討氣候變化風險，為立即性風險及轉型挑戰作出部署。

During the reporting period, the types of risks, descriptions and countermeasures for climate change of the Group are as follows: 本集團報告期內的氣候變化的風險類型、描述及應對措施如下：

Type of Risk 風險類型	Description 風險描述	Response Measures 風險應對措施
Market risk 市場風險	<p>The increasing consumer concern for sustainability and environmental responsibility is leading to changes in market demand and consumer preferences. Failure to adapt to these changes may result in the risk of market share decline and weakened competitiveness.</p> <p>消費者對可持續性和環境責任的關注不斷增加，導致市場需求和消費者偏好發生變化。如未能適應這種變化，可能面臨市場份額下降和競爭力減弱的風險。</p>	<p>The company has adopted measures such as using new energy electric vehicles for delivery, implementing green construction guidelines, promoting green buildings, engaging in green procurement, strengthening supplier evaluation and communication. These initiatives help reduce carbon emissions, protect the environment, and enhance environmental sustainability.</p> <p>本集團已使用新能源電動貨車進行配送、推行綠色施工準則、推動綠色建築、進行綠色採購、加強供應商評審和溝通。這些措施有助於降低碳排放、環境保護和提高環境可持續性。</p>
Chronic risk 長期性風險	<p>The gradual transformation of the natural environment caused by climate change has made the virus increasingly strong, causing a pandemic and affecting the health of employees.</p> <p>因氣候變化而導致的自然環境逐漸轉變，令到病毒日益強壯，造成大流行，影響員工健康。</p>	<p>The Group continuously enhances the cleaning procedures and increases the frequency of cleaning. Additionally, we maintain close collaboration with relevant government and local authorities, sharing the latest disease prevention guidelines and information to ensure our measures align with the highest standards. We are committed to establishing a safe and healthy environment, safeguarding the well-being of our employees and visitors.</p> <p>本集團持續優化清潔程序，增加清潔頻率。同時，我們與相關政府和地方機構密切合作，分享最新的疾病預防指南和資訊，以確保我們的措施符合最佳標準。我們致力於建立一個安全、健康的環境，保護員工和訪客的健康。</p>
Policies and laws 政策及法律	<p>The progressive tightening of legal regulations related to climate change in products, services and operations has resulted in higher operating costs, including increased product development and compliance costs.</p> <p>在與產品、服務及營運方面的氣候變化相關的法律監管逐步收緊，因而導致營運成本上升、包括產品開發、合規成本增加。</p>	<p>The Group has implemented various energy saving and emission reduction measures for its businesses and strictly complied with relevant environmental regulations, striving to enhance energy saving and emission reduction standards while complying with laws and increasing production capacity.</p> <p>本集團的各個業務均實行多項的節能減排措施，並嚴格遵守相關環境相關的法規，務求在符合法例及增加產能的同時，仍能提升節能減排的水準。</p>



## Green Operations

The Group undertakes corporate citizenship responsibilities by incorporating environmental considerations into its business activities, and effectively reduced the impact of its business on the environment through using new energy facilities. In addition, the Group has increased green procurement and extended the concept of environmental protection to the entire supply chain, thus promoting sustainable development in all aspects.

## Green Procurement

We continue to implement a green procurement policy, giving priority to suppliers that obtained environmental certification (e.g. ISO 14001), local suppliers and purchasing materials and new energy equipment that meet the national first-class energy consumption, such as electric forklifts, energy-efficient appliances and biodegradable plastic bags. Moreover, the Group's contracts with suppliers clearly state the relevant rules and regulations to ensure that the suppliers' production, transportation, sales and after-sales activities comply with national environmental laws. The Group also regularly evaluates suppliers and project execution to review the suppliers' compliance on environmental protection. In the meantime, the Group strengthens communication with suppliers and continues to advocate and support green procurement.

Taking Qianlong, a subsidiary of the Group, as an example, its main business is warehousing, transportation services, and they will sign long-term cooperation agreement with transportation fleets, the fleet must also ensure the transportation of Qianlong Logistics when supply is tight transportation requirements. At the same time, Qianlong Logistics has also established some new energy fleets, which can use free blending as an effective supplement.

## 綠色營運

本集團一直承擔企業公民責任，積極將環保元素加入到企業經營活動當中，藉著加入新能源設備，有效減少業務對環境的影響。此外，本集團亦加強綠色採購，把環境保護理念推廣至整條供應鏈，全面實踐可持續發展。

## 綠色採購

我們持續實行綠色採購方針，優先考慮已獲得環境認證(例如ISO 14001)的供應商、本地供應商、採購符合國家一級能耗材料及新能源設備，如：電動叉車、能源效益優良的電器、生物可降解塑膠袋等。此外，本集團與供應商定立的合約上明確列明相關守則，確保供應商其生產、運輸、銷售及售後等活動符合國家環境法例。本集團亦定期評審供應商和項目執行，檢視供應商在環境保護方面的履約情況。與此同時，本集團加強與供應商的溝通，持續倡導和支持綠色採購。

以本集團的附屬公司乾龍為例，其主要業務為倉儲、運輸服務，而他們在運輸方面會與運輸車隊簽訂長期合作協議，供應緊張時車隊也必須保證乾龍物流的運輸要求，同時乾龍物流也建立了部分新能源車隊，可以自由調配作為有效的補充。

### Green Buildings

In construction operations, the Group insists on adding green concepts to our buildings to promote green buildings. Among the completed green buildings, including Hefei “Qianlong E-Commerce Logistics Park Warehouse Nos. 1–7” and “CSC Xi’an Logistics Park D Zone Warehouse Nos. 11–12”, we have applied eco-friendly construction materials such as autoclaved aerated concrete blocks and ALC panels to reduce the negative impact on the environment during and after the construction of the buildings. We have also adopted an energy saving and emission reduction plan in the CSC Hefei by installing large solar panels on the top floor of the complex to store solar energy to provide warm water to users. Besides, the architectural design of our park was designed by a professional company and evaluated by the relevant national authorities. During the year, all residential projects developed by China South City were designed and built with gardens and green areas in order to meet national requirements, thereby achieving the goal of optimizing the environment.

### Green Construction

The Group is committed to handling construction emissions in a responsible manner. We strictly comply with the regulations of competent government departments on traffic, construction noise and production safety at the construction sites, complete the relevant procedures in accordance with the regulations and notify Party A and the supervisor in writing. We also strictly have aligned with applicable laws and regulations on environmental protection, and has formulated civilized construction standards, including the Environmental Protection and Occupational Health and Safety Management Standards, Management Standard for Safe and Civilized Construction at Sites with Diagrams, Standard for Fire Safety at Construction Sites, Management System for Safe and Civilized Construction, Management System for Fire Safety in Construction, etc.

In respect of exhaust gas and dust pollution, we strictly abide by applicable laws and regulations, including the Ambient Air Quality Standards. Cement and other construction materials which are easily blown into the air are sealed and stored; and construction waste is discharged and transported through special airtight refuse passages or containers. Construction sites are also equipped with enclosed waste stations where construction waste and domestic waste are classified and stored.

### 綠色建築

本集團在建築營運中，堅持將綠色的概念加入至我們的建築上，推動綠色建築。在已落成的綠色建築當中，包括合肥「乾龍電商物流產業園1–7號倉庫」及「西安華南城物流園D區11–12號倉庫」，我們使用環保的建築材料如蒸壓加氣混凝土塊及ALC板等環保材料，以減少建築物興建時及落成後對環境的負面影響；合肥華南城亦採用了節能減排方案，於綜合樓頂樓設置大型的太陽能熱水板，儲存太陽能來提供熱水給用戶。再者，我們的園區建築設計交由專業公司設計，並有國家相關部門評審。華南城所開發所有住宅項目均設計並建設花園，綠化面積亦根據國家要求執行，達至優化環境的目標。

### 綠色施工

本集團致力以負責的態度處理施工排放事項，嚴格遵守政府主管部門對施工場地交通、施工噪音以及和安安全生產有關的管理規定，按規定辦理有關手續，並以書面形式知會甲方、監理，嚴格遵守有關環境保護法律法規，並制定了文明施工的準則，包括《環境保護和職業健康安全管理標準》、《施工現場安全文明施工管理標準及附圖》、《施工現場消防安全標準》、《安全文明施工管理制度》、《工程消防安全管理制度》等。

在污水排放管理方面，我們遵從相關法律法規，包括《污水綜合排放標準》。混凝土運輸車清洗處設沉澱池，對施工基地的雨水、污水、廢水進行分流處理。廢水經技術處理後回收使用，使用不完的方可排入市政污水管線或回收用於綠化及道路沖洗等。施工現場的油料、稀料、油漆等，必須存放於庫房內，庫房地面必須進行防滲處理，避免污染地下水。





In respect of sewage discharge, we comply with relevant laws and regulations, including the Comprehensive Sewage Discharge Standard. Sedimentation tanks have been built at the cleaning space for concrete carrier vehicles for diversion of rain, sewage and wastewater from construction sites. Sewage is treated through technical treatment before being reclaimed. The remainder of treated water is discharged into municipal sewage pipelines or recycled for greening and road flushing. The oil, thinner and paint on construction sites must be placed in storage rooms whose ground must have received anti-seepage treatment to prevent any groundwater pollution.

In addition, the Group strengthens the environmental management at the construction sites in strict compliance with the requirements of environmental inspection and audit. We strictly implement measures to prevent and control the pollution of dust and waste water as well as ecological protection and soil and water conservation measures during the construction process, striving to protect the surrounding environment.

#### Energy Management

The Group uses energy in a prudent manner, and manages electricity conservation. Hence, through regular monitoring and evaluation of electricity consumption, the Group is able to set energy saving targets and promote more energy saving and low carbon measures.

We are committed to promoting the use of renewable energy. During the year, Qianlong Logistics used energy electric trucks for distribution and will continue to promote it. During the year, large solar water heating panels were installed on the top floor of the complex in the Hefei Company to supply warm water to users, thereby reducing the consumption of electricity for water heaters by the users. In addition, the Group also formulated and implemented the regulations related to water and electricity consumption in the Management Regulations on Energy Saving and Emission Reduction (Version 2020A). During the year, we proposed to give priority to energy-efficient products based on the energy efficiency label assessment provided by the manufacturers when purchasing electrical appliances and other equipment; set the air-conditioning temperature in offices at approximately 26 to 28 degrees Celsius; and use LED lighting systems in most of Qianlong Logistics' warehouses. In addition, the time for heating supply is adjusted according to the season, geographical location, climate and other factors to save unnecessary energy use. Besides, we also posted energy saving slogans and signs in each park to encourage our employees to be environmentally friendly and energy saving. In the future, the Group will strive to promote energy saving and emission reduction measures and equipment to move towards the national goal of "carbon neutrality".

在廢氣揚塵污染管理方面，我們嚴守相關法律法規，包括《環境空氣品質標準》。水泥和其他易飛揚顆粒建築材料密閉存放，施工垃圾清運採用封閉式專用垃圾通道或封閉式容器吊運。施工現場設密閉式垃圾站，施工垃圾及生活垃圾分類存放。

此外，本集團嚴格按照環境檢查審核要求，加強施工現場的環境管理，在施工過程中嚴格落實粉塵、廢水等污染防治措施及生態保護、水土保持措施，致力保護周邊環境。

#### 能源管理

本集團以審慎的態度使用能源，並在節約用電作出管理。故此，本集團透過定期監測及評估用電情況，有助於訂立省源節能目標，推進更多節約用電及低碳措施。

我們致力推動使用可再生能源，年內乾龍物流使用新能源電動貨車進行配送，並會持續進行推廣；年內合肥公司綜合樓頂樓安裝了大型的太陽能熱水板，為綜合樓的用戶提供熱水供應，減少了用戶熱水器電能的消耗。再者，本集團亦制定及執行《節能減排管理規定》(2020A版)中用水用電相關規定。年內，我們建議採購電器等設備時，根據廠家提供的能源效益標籤評核，優先考慮能源效益優良的產品；辦公室的空調溫度設置為大約攝氏26至28度；乾龍物流大部分倉庫使用LED照明系統。此外，根據季節、地理位置、氣候等因素調整供暖時間，節省不必要的能源使用。同時，我們亦會在各個園區張貼環保節能的標語及標誌，藉以鼓勵員工環保節能。未來，本集團會致力推動節能減排的措施及設備，向著國家「碳中和」的目標邁進。

### Water Management

The Group adheres to and strives to implement a strict water resources management system. We require water conservation in all its operations, strictly regulate sewage treatment and optimize water resources management. During the reporting period, the Group strictly complied with national laws and regulations on water resources and applied for relevant discharge permits in accordance with local government regulations, and was subject to the supervision of local environmental protection monitoring authorities. Besides, we also implemented water conservation measures in accordance with the regulations on water and electricity consumption as set out in the Management Regulations on Energy Saving and Emission Reduction (Version 2020A) formulated by the Group. We regularly reviewed the use of domestic water and the effectiveness of water conservation, and strengthened the management for water resources to protect water resources. During the reporting period, our domestic wastewater was disposed of in the municipal wastewater treatment plant through the municipal wastewater treatment network. In respect of water saving, CSC Shenzhen and CSC Harbin have applied water saving equipment and facilities, using sensor-activated taps and pedal-enabled water-saving toilets, which effectively reduced the water usage of the plazas and public areas. Administrative Tower and Trade Centre Plaza 3 of CSC Nanchang and Trade Centre Plaza 2 of CSC Xi'an have applied water saving equipment and facilities. During the reporting period, the Group did not encounter any problems with water sourcing.

### Packaging Materials

The Group is mainly engaged in logistics, transportation and business management, which are not manufacturing or retail industries and thus does not involve any packaging process. As such, packaging materials are not significantly related to our business. As a result, the Group does not keep records for packaging materials and no relevant records are available for the reporting period.

### 水資源管理

本集團一直堅持及努力執行嚴格水資源管理制度。我們要求各業務節約用水，嚴格規管污水處理，以及優化水資源管理。報告期內，本集團嚴格遵守國家水資源相關的法律法規，亦按當地政府規定進行申請相關排放許可證，並接受當地環保監測部門的監督。同時，我們亦跟據本集團制定的《節能減排管理規定》(2020A版)中用水用電相關規定執行節約用水措施，定期審視生活用水的使用情況，以及節約用水之成效，加強本集團對水資源的管理，從而保護水資源。報告期內，本集團的生活廢水會透過城市污水處理管網，流向城市污水處理廠統一進行污水處理。於節約用水方面，深圳華南城及哈爾濱華南城採用節水設備及設施，應用自動感應水龍頭及腳踏板節水沖便器，有效減少了園區內交易廣場及公共區域用水。南昌華南城行政樓、三號交易廣場及西安華南城二號交易廣場亦採用節水設備。本報告期內，本集團未有遇到採集水源的問題。

### 包裝物料

本集團以物流運輸及商管等業務為主，並非製造業或零售業，當中沒有涉及任何包裝過程，所以包裝物料與本業務沒有重大關聯。因此，本集團沒有就包裝物料作記錄，所以本報告期內沒有相關記錄。



### Waste Management

The Group attaches great importance to waste management and expects to reduce waste generation and properly handle hazardous waste. We classify hazardous wastes in accordance with the National List of Hazardous Waste and comply with the Environmental Protection and Occupational Health and Safety Management Standards to store toxic and hazardous waste in qualified containers. During the reporting period, we strictly prohibited the mixing of different types or incompatible toxic and hazardous waste in the same container to avoid danger. Containers containing toxic and hazardous waste shall be sealed, packaged and properly marked for identification, and stored in designated storage areas. Toxic and hazardous waste shall be handed over to units that have the qualifications for the transportation of toxic and hazardous waste issued by the environmental protection department for disposal, so that hazardous waste can be safely and properly managed.

In addition, the Group has also implemented a series of waste reduction measures for non-hazardous waste. For example, the OA system was used for application processes in daily office to promote paperless office; the document management team has established electronic files and scanned all contract documents to reduce copying and printing; we encourage employees to use double-sided printing as much as possible when printing, and the blank side of non-confidential documents should be used as draft paper or environmentally friendly printing paper; old stationery was traded in for new ones to reduce waste; recycling bins were set up in shopping malls to promote a recycling culture; environmental protection slogans and signs were posted in each park to encourage employees to make good use of resources, so as to effectively reduce non-hazardous waste. The Group also sorts recyclable waste (e.g. waste paper, plastic products, wooden boards, etc) by cleaning staff and notifies professional collectors for recycling.

### Air Emission Management

During daily operation, the Group has strictly abided by the Law of the People's Republic of China on Prevention and Control of Air Pollution and the emission standards of different local governments. Furthermore, the Group also tries to reduce the generation of air pollutant with advanced technology.

### 廢棄物管理

本集團非常重視廢棄物的管理，期望減少產生廢棄物及妥善處理有害廢物。我們跟據《國家危險廢物名錄》，將危險廢物作出分類，並遵守《環境保護和職業健康安全管理標準》，將有毒有害廢物存放在合格的容器內。本報告期內，我們嚴禁將不同種類或互不相容的有毒有害廢物混和在同一容器內，以免發生危險。而裝有毒有害廢物的容器應當密封並包裝後，作出適當標識，以之識別，並存放於指定的存放區。有毒有害廢物會被交到具備環保部門頒發的有毒有害廢棄物運輸資質的單位作處理，使有害廢棄物得到安全且妥善的管理。

此外，本集團亦針對無害廢棄物，作出一系列的減廢措施。例如：使用OA系統進行日常辦公的各項申請流程，提倡無紙化辦公；機要管理組建立電子檔案，所有合同檔掃描建檔，減少複印和列印；公司鼓勵員工列印時儘量使用雙面列印，而非機要檔的空白一面要善用為草稿紙或環保打印紙；文具提倡以舊換新，減少浪費；在商場設置回收箱，推動回收文化；各個園區有張貼環保的標語及標誌，鼓勵員工善用資源，藉此有效減少無害廢棄物。本集團並對可回收垃圾（如廢紙皮、塑膠製品、木板等）派保潔員進行分類整理，通知專業收集商進行回收。

### 廢氣管理

在日常營運中，本集團嚴格遵守《中華人民共和國大氣污染防治法》、以及不同地方政府的廢氣排放標準。同時，本集團亦設法以先進技術減低空氣污染的產生。

The Group strictly controls emissions and implements emission reduction measures to ensure that the emissions from each of its operations meet the local government regulations. During the reporting period, the air emissions from the Group's operations were in compliance with the local government regulations. The vehicles owned by Qianlong Group have attended annual review as required by the transportation authorities, with their air emissions meeting the national regulations and passing annual inspections. We regularly review our exhaust treatment in order to minimize air emissions.

In addition, the Group continued to promote the development of electric vehicles during the year, with a view to gradually replacing the oil-fired forklifts. During the reporting period, Qianlong Logistics basically replaced fuel trucks with rechargeable trucks in its warehouses and will continue to promote them. Besides, CSC Shenzhen and CSC Nanning built charging stations for new energy vehicles in the park to facilitate and encourage tenants to use new energy vehicles. As a result, roadside emissions were greatly reduced and roadside air quality was improved.

### People-Oriented, Diversity and Inclusion

The outstanding operation of our group's business is achieved through the talent, contributions, and innovation of our employees. This enables us to ensure our talent strategy meets both immediate and long-term operational needs in a fiercely competitive market. China South City adheres to a "people-oriented" management philosophy and is committed to protecting the legitimate rights and interests of our employees and supporting their development. We are committed to providing an equal, diversified, warm and inclusive platform for our employees, continuously promoting their personal development and protecting the physical and mental health of all employees, in order to enhance their happiness and sense of belonging.

本集團嚴格管控廢氣物的排放，並推行相應的減排措施，以確保各個業務的廢氣排放量達到當地政府的法規。本報告期內，本集團業務的廢氣排放符合當地政府的法規。乾龍集團擁有的車輛按交通部門規定參加年審，尾氣排放達到國家規定並通過年度檢驗。我們會定期檢視廢氣處理，務求將廢氣排放量降低。

此外，本集團在年內持續推動電動車的發展，期望能逐步取締燃油式叉車。本報告期內，乾龍物流的倉庫基本以充電式叉車替代燃油式叉車，並會持續進行推廣。再者，深圳園區、南寧園區分別在園區內建新能源車輛充電站，方便和鼓勵租戶使用新能源車輛。藉此，大大減低路面上的廢氣，改善路邊空氣質素。

### 以人為本與多元共融

本集團業務的傑出營運是有賴僱員的才能、貢獻和創新力而取得的成功，使我們能在競爭激烈的市場內確保人才戰略能夠滿足即時及長期的營運需求。華南城秉承「以人為本」的管理理念，致力維護員工的合法權益、支持員工發展。我們承諾為員工提供平等、多元化、溫暖及包容的平台，持續促進員工的個人發展及保障所有僱員的身心健康，以提升員工的幸福感和歸屬感。





## Talent Management

China South City strictly abides by the laws and regulations and relevant practices such as the Labor Law of the People's Republic of China, the Labor Contract Law of the People's Republic of China, the Employment Promotion Law of the People's Republic of China, the Special Provisions on Labor Protection of Female Employees, the Trade Union Law of the People's Republic of China, the Law of the People's Republic of China on the Protection of Minors and the Employment Ordinance of Hong Kong. In accordance with the above laws and regulations, we also constantly improve the monitoring and protection system for employees' rights and interests to ensure fairness and impartiality in recruitment and promotion as well as create an equal and diversified workforce. We prohibit any form of discrimination and arrange working hours and holidays for employees in a lawful and reasonable manner, striving to provide a healthy and safe working environment for employees and promote the common development of the enterprise and employees.

## Talent Recruitment and Retention

China South City allocates human resources according to the actual needs of business development and makes timely adjustments to the team structure. We have a comprehensive and transparent recruitment process to ensure that the entire recruitment process is fair, just and open. For all job vacancies, we usually only consider the applicants' working experience, talents and academic qualifications. In considering the promotion of employees, we adopt the principle of "fit for purpose" and make reference to the performance evaluation of employees, their experience and personal abilities and potentials as the criteria for promotion. During the year, the Group adopted a digital system in human resources management and brought technology into the operation. Apart from providing customers more convenience, the Group can reorganize its job structure in line with its development demands.

## 人才管理

華南城嚴格遵守《中華人民共和國勞動法》、《中華人民共和國勞動合同法》、《中華人民共和國就業促進法》、《女職工勞動保護特別規定》、《中華人民共和國工會法》、《中華人民共和國未成年人保護法》及香港《僱傭條例》等法律法規及相應的慣例。我們亦根據上述的法例法規，不斷完善員工權益監督和保障體系，確保招聘、晉升過程的公平公正，打造平等、多元化的員工團隊，禁止任何形式的歧視行為，合法合理安排員工工作時間及假期，為員工提供健康、安全的工作環境，推動企業與員工共同發展。

## 招攬及保留人才

華南城根據業務發展的實際需要來作出團隊架構調整及分配人力資源。我們擁有完善及透明的招聘流程，以確保整個招聘程序公平、公正、公開。對於所有職位空缺，我們通常只會考慮申請者的個人工作經驗、才能及學歷資格等。在審視員工晉升時，我們以「適才適用」為原則，並參照員工的工作表現評估、就其經驗及個人能力及潛力作為員工晉升的條件。本年度內，本集團在人力資源管理方面採取了數據化系統，把科技帶進營運當中，方便客戶使用，同時本集團按業務發展需求重組職位架構。



### Equal Opportunities and Diversity and Inclusion

By adhering to its philosophy of diversity and anti-discrimination personnel management, the Group is dedicated to offering equal opportunities to its employees. Our equal employment opportunity policy applies to employment arrangements including recruitment, employment, promotion, job replacement, layoff and dismissal, ensuring that all employees and candidates are treated equally regardless of race, religion, gender, family status, sexual orientation, physical disability or any other reasons. During the year, the Group continued its efforts to regulate the collaborative relationship among employees through effective allocation of human resources and achieved a win-win situation for both employees and the Company.

### Welfare Benefit

We provide competitive compensation packages and employee benefits to enhance the Group's competitiveness in attracting and retaining talent. The Group has established a set of objective and fair remuneration guidelines. The remuneration of our employees is determined with reference to the overall economic environment and the remuneration levels of our peers, as well as taking into account factors such as position, personal ability, performance, education and professional qualifications. In addition, we enforce our labor system in strict compliance with national and local laws such as the Labor Law of the People's Republic of China, the Labor Contract Law of the People's Republic of China, the Employment Promotion Law of the People's Republic of China and the Employment Ordinance of Hong Kong.

The Group has formulated its employee benefit system in accordance with the requirements of the Ministry of Human Resources and Social Security of the People's Republic of China, including a reasonable leave system for sick leave, casual leave, marriage leave, bereavement leave, maternity leave, paternity leave, lactation leave, annual leave, injury leave and statutory holidays. The employee benefit system is under constant improvement to take better care of our employees and their personal growth.

### Care for Employees

The Group endeavors to cultivate a communication environment that is sincere, open, and efficient, where employees are harmonious and trustful to one another. We encourage two-way communication between management and employees to build mutual trust, increase productivity, and boost employee morale.

### 平等機會及多元共融

本集團致力為各階層員工提供平等的機會，並堅持守護多元化及反歧視人員管理理念。我們的平等就業機會政策適用於包括招聘、僱傭、晉升、換崗、裁員及解僱等的僱傭安排，確保不論種族、宗教、性別、家庭狀況、性取向、肢體傷健或任何其他因由，所有員工及應徵者均獲平等對待。於本年度，本集團繼續致力透過有效分配人力資源來規範員工協作關係，實現員工和企業發展的雙贏。

### 福利保障

本集團提供具競爭力的薪酬待遇及員工福利，致力吸納及保留人才。本集團設有一套客觀及公平的薪酬指引，員工的薪酬會參考整體經濟環境與同行業薪酬水平，以及結合職位、個人能力、業績、學歷及專業資格等因素釐定。此外，我們嚴格遵守《中華人民共和國勞動法》、《中華人民共和國勞動合同法》、《中華人民共和國就業促進法》及《香港僱傭條例》等國家及地方法律，依法執行勞工制度。

本集團按照中華人民共和國人力資源和社會保障部的要求制訂員工福利系統，包括病假、事假、婚假、喪假、產假、陪產假、哺乳假、年休假、工傷假、法定節日假在內的合理休假制度。本集團不斷完善員工福利體系，關愛員工，並促進員工的個人成長。

### 關愛員工

本集團致力於建立一個真誠、開放和高效的溝通環境，讓員工和諧相處並互相信任。我們鼓勵管理層與員工之間進行雙向溝通，建立相互信任，以增加生產力和激勵員工士氣。



The Group attaches great importance to caring for and helping employees. Adhering to the concept of “The Company Has Love, Mutual Assistance”, we raised charitable donations for employees who suffered from family tragedies, providing care and economic support to them and their families. Besides, we also care about the physical and mental health of our employees. To this end, our factories regularly organize diversified activities for employees to enrich their spare time, promote their communication and teamwork, thereby enhancing friendship and cohesiveness.

### Talent Development

The key to the long-term prosperity of the Group are the continuous development and personal growth of our employees. Therefore, in China South City, we put more efforts to the career planning of employees, including the balanced development between personal career and life. We continue to enhance our employee training system and provide training for all levels of employees, including orientation and training for management development. We have extensive and diverse training programs, including lectures and seminars, online learning, outward bound courses and experience sharing programs. We hope to effectively assist our employees in enhancing their skills through various types of training, helping them to realize their career planning and fully utilize their strengths and potentials in their respective positions.

### New Talent Development

The Group provides orientation for new employees, covering corporate culture, systems and procedures, to help them quickly integrate and understand the working environment and culture of the Group. In addition, it has been the talent management objective of China South City to nurture the best young generation for the society. With diversified businesses, China South City can provide graduates with a sound platform to facilitate their integration into the workplace, so that outstanding graduates can show and explore their talents and build their ideal career.

### Leadership Training Program

China South City believes that by enhancing the capabilities and qualities of our management personnel, we can lead our teams to adapt to economic development and respond to market changes. Therefore, the Group have established a “Leadership Training Program” that focuses on providing targeted training for our senior management to enhance their abilities and qualities. The program covers topics such as Essential Commitment Management System, Leadership Grid, DISC Personality Assessment, and Achieving Results in Interpersonal Relationships. Through this training, our managers will be equipped to face challenges, establish credibility and reputation, motivate team members, and foster highly efficient and collaborative teams, making valuable contributions to the company's development.

本集團高度重視對員工關懷和幫助，秉承「企業有愛，人人互助」的理念，我們為家庭遭遇不幸的員工，進行愛心募捐，向他們及其家人表達了關懷和經濟援助。另外，我們亦十分關心員工的身心健康。為此，本集團的工廠會定期組織多元化員工活動，豐富員工業餘生活，促進員工交流和團隊之間的合作，從而增進友誼、增強凝聚力。

### 培育人才

僱員的持續發展及個人成長是本集團長遠蓬勃發展的關鍵。因此華南城對員工職業規劃，包括個人事業及生活平衡發展非常注重。我們持續深化員工培訓制度，為各級員工提供包括新入職、管理層能力發展等培訓。我們的培訓模式亦十分豐富及多樣化，當中包括知識講座、在線學習、戶外拓展及經驗分享計劃等，期望通過各類型培訓，有效協助員工提升技能，幫助員工實現職業生涯規劃，及在各自崗位上充分發揮所長和潛能。

### 新人培育

本集團設有新入職培訓，培訓內容涵蓋企業文化、制度流程等，以幫助新員工快速融入及了解本集團的工作環境和文化。此外，為社會培育優秀年輕一代亦是華南城一直堅持的人才管理目標。華南城多元化的業務能為畢業生提供一個完善的平台，幫助他們順利投身職場，讓優秀畢業生能展現和發掘自己的才能，建立理想的職業生涯。

### 領導培訓計劃

華南集團相信，透過提升管理人員的能力和素質，能夠引領團隊適應經濟發展、應對市場變化。故此，本集團設有領導培訓計畫，對高階管理層進行重點培訓，以提升管理者的能力與品質。內容涵蓋要事承諾管理系統、領導力方格、DISC性格測驗和人際關係達成成果。透過培訓，管理人員將在工作中應對挑戰、建立威信和信譽、激勵團隊成員、打造高效協作團隊，為企業發展做出貢獻。

## Occupational Safety and Health Management

Occupational safety and health are the top priority of the Group to ensure our employees' welfare. China South City endeavors to take various preventive measures to minimize potential occupational safety risks in our operations and to provide a healthy and safe working environment for our employees. The Group's occupational health and safety policies are formulated in accordance with laws and regulations such as the Law of the People's Republic of China on Prevention and Control of Occupational Diseases and the Occupational Safety and Health Ordinance of Hong Kong.

### Park Safety Management

In the daily operations, project inspections by the safety team are arranged to eliminate potential safety risks and proactively eliminate hazards, and regularly inspect fire-fighting facilities and safety signs. As required by the State Council, the Group also carried out the "Production Safety Month" activities to promote safety management in places, including but not limited to, office premises, construction sites and the entire project area.

### Construction Safety

Although the construction works of China South City are completed by contractors, in view of the relatively high occupational safety and health risks associated with the construction business, we require the main contractor to prepare an effective occupational risk management plan to identify, assess and control potential sources of hazards on all projects and to ensure the safety of the project works through control measures in accordance with the national and project location regulations, rules and contractual requirements on safe and civilized construction. The Group also revised the "China South City Holdings Group Safe and Civilized Construction Management System (2023 Revision)" to regulate its safety management committee and project management centre to conduct regular inspections and assessments for the safe and civilized construction of each project on a regular basis, so as to protect the health and safety of workers through a two-pronged approach by strengthening the attention of the main contractor and the supervisory unit to safety.

## 職安健管理

職業安全與健康是本集團確保員工福祉的首要任務。華南城致力採取各種預防措施，把營運過程中的潛在職業安全風險降至最低，為員工提供一個健康與安全的工作環境。本集團根據法律法規如《中華人民共和國職業病防治法》及《香港職業安全及健康條例》制訂職業健康及安全政策。

### 園區安全管理

在日常運營中，安排安全小組巡查項目工作，排除可能潛在的安全風險並積極消除隱患，定期檢查消防設施與安全標識等。而本集團亦會按國務院要求，積極落實「安全生產月」的活動，以促進包括但不限於辦公場所、施工地點及整個項目園區的安全管理水平提升。

### 施工安全

雖然華南城的工程施工均由承建商完成，但是鑒於建築業務存在較大的職安健風險，故此我們要求總承建商按國家及項目所在地關於安全文明施工的法規、規定及合同要求，編製有效的職業風險管理計劃，以識別、評估及控制所有工程項目上的潛在危險源，並透過監控措施確保項目工程的安全性。本集團亦修訂《華南城控股集團安全文明施工管理制度(2023修訂)》規範本集團的安全管理委員會及項目管理中心，定期為各項目的安全文明施工進行定期檢查和評估，通過對總承建商及監理單位兩方面同時加強對安全的重視，雙管齊下，以保障工人的健康安全。



### Health and Safety Culture

The cornerstone of a successful production safety system is safety education and training. Therefore, the Group has established and implemented a sound production safety education and training system. We provided regular occupational safety education courses and training to our employees, conducted multiple safety seminars and fire drills to enhance the safety awareness of all employees and upgrade their safety skills. Apart from accident prevention, we have also invested resources to enhance the health awareness among employees. Moreover, in response to the prevailing running trend in recent years, we have organized running groups and hired professional coaches to give guidance. CSC Shenzhen has its employee dormitories furnished with various fitness facilities such as gyms and table-tennis tables, treadmills, multi-training machines, indoor cycling accessories, etc.

In response to work-related accidents, the Group communicates and reports to the Human Resources and Social Security Bureau immediately and ensures adequate risk prevention and emergency response measures by reviewing the accidents. The Group also delegates its labor union personnel to visit the injured employees, console their family members and seek for the best treatment plan from various aspects in cooperation with medical institutions. During the reporting period, there is no lost day due to work injuries.

### Labor Standards

The Group conducts regular inspections to prevent child labor or forced labor, and strengthens internal training to raise awareness of its subsidiaries for laws and regulations, so as to achieve the goal of prohibiting child labor and forced labor. During the reporting period, the Group did not record any cases of child labor or forced labor. In case of any violations, the Group will refer them to the law enforcement agencies in accordance with the law. The Group also recruits in accordance with the Employment Ordinance of Hong Kong and the Labor Law of the People's Republic of China, which prohibit any form of forced labor and compulsory overtime work.

### 健康安全文化

成功落實安全生產體系實有賴全面的安全教育和培訓。因此，本集團已建立和落實健全的安全生產教育和培訓制度，通過定期向員工提供職業安全教育課程及培訓，開展了多次安全講座及消防演習，增強全員安全防範意識，提升員工安全技能。除防止意外發生，我們亦投入資源增強僱員間之健康意識。針對近年熾熱跑步風氣組織了跑團，並請專業教練指導。深圳華南城僱員宿舍內亦配備各種健體設施，如健身房、乒乓球桌、跑步機、綜合訓練機、動感單車設施等。

應對員工工傷事故，本集團會於事故的第一時間向人力資源和社會保障局溝通申報，通過檢討工傷事故做好風險防範及應急處理措施。同時本集團亦會派出工會人員進行傷病員工慰問探訪，並與醫療機構配合，為員工家屬做好心理輔導，從多方面尋求最佳治療方案。報告期內沒有因工傷損失工作日數。

### 勞工準則

本集團會定時檢查及防止童工或強制勞工的情況，做好內部培訓工作，提高旗下附屬公司法律法規意識，來達到禁止僱用童工和強迫勞動的目標。在報告期內，本集團並未發現任何童工或強迫勞工的情況。如發現任何違規情況，本集團會依法交由執法機關處理。本集團亦根據《香港僱傭條例》及《中華人民共和國勞動法》依法招聘，嚴禁任何形式的強迫勞動及強迫超時工作。



### Prevention of Forced Labor

The Group enters into employment contracts that meet the requirements of local laws and regulations with employees before their official employment, which clearly stipulate the rights and responsibilities of both parties, protect the rights and interests of employees, prohibit any form of forced labor, ensure that all employees work on a voluntary basis, and prohibit the use of any forced labor or indentured labor, corporal punishment, imprisonment, or threat of violence. If overtime work is required for manufacturing operations or under special circumstances, overtime work must be arranged with the consent of the employee without affecting the employee's physical condition and compensated by overtime pay.

### Prevention of Child Labor

To eliminate the occurrence of such incidents, we check and review the identity documents, relevant certificates and work experience of job applicants during the recruitment process to verify their age. Once child labor is found, we will immediately stop their work and conduct investigations to identify loopholes and implement remedial measures to prevent the recurrence of such incidents.

The Group strictly complies with relevant laws and regulations on the prevention of child labor or forced labor, including the Labor Law of the People's Republic of China, and there were no violations during the period.

### Quality Property and Considerate Services

China South City remains committed to its quality management policy, which prioritizes continuous improvement, brand protection, and customer satisfaction. To achieve this, the company continually enhances its internal project quality management processes, ensuring that its customers enjoy a comfortable and high-quality commercial and residential environment. We are committed to enhancing the overall sustainability of our value chain while maintaining our competitive edge. We proactively communicate with and manage our suppliers and contractors to establish long-term and mutually beneficial partnerships, thus creating synergies and bringing positive impact to the society.

### 防止強制勞工

在員工正式入職前，本集團會與僱員簽訂符合當地法規要求的僱傭合同，當中清楚列明雙方權責，保障員工得到應有的權益，禁止任何形式的強迫勞工，確保所有員工都在自願的基礎上工作，禁止使用任何勞役或契約式勞工、體罰、監禁，或暴力威脅。如因應製造經營需要或特殊情況下需要加班，則需經員工同意並不影響員工身體狀況下安排加班，並得到加班費作為補償。

### 防止童工

為徹底杜絕該類事件發生，在招聘過程中檢查及審閱求職者的身份證明文件、相關證書及工作經驗，以核實彼等年齡，一旦發現童工，我們將立即停止其工作，並進行調查以識別漏洞，實施補救措施，防止事件再次發生。

本集團嚴格遵守有關防止童工或強制勞工的相關法律及規例，例如《中華人民共和國勞動法》，期內並未有違規情況。

### 優質物業與貼心服務

華南城一直秉持著以品質為本、持續改進、維護品牌及客戶滿意度的品質管理方針。為實現此目標，該公司不斷提升內部項目的品質管理流程，確保客戶享受到舒適且優質的商業和住宅環境。我們承諾在保持競爭優勢的同時，積極提升價值鏈整體的可持續性。我們積極與供應商和承辦商溝通和實行管理，建立長遠互惠的夥伴關係，創造協同效應，堅持為社會帶來積極的影響力。





## Customer Health and Safety

The health and safety of our customers is always the top priority for the Group's business. The Group has set up a Safety Management Committee, which is responsible for formulating rules and regulations on fire prevention and disaster prevention for various areas from the safety office to construction environment, and to the management of the entire project area, and all relevant departments are required to comply with these rules and regulations. The Safety Management Committee also inspects and prevents individual safety matters. For example, it regularly checks the implementation of safety measures of each construction unit and the project site, and reminds employees and relevant units to beware of fire and theft before the long leave.

## Establishing Relationships with Customers

China South City recognizes that the opinions of its customers are crucial to the sustainable development of the company. As such, we actively seek out and listen to feedback from customers through various channels, such as satisfaction surveys and complaint handling. By doing so, we continually improve the quality of our services and strive to enhance the overall customer experience and satisfaction.

The Group has formulated the implementation rules of customer satisfaction surveys. The Group would collect and analyze the extent of customer satisfaction to China South City in respect of product planning and design, property management, construction quality, business operation and customer service through customer satisfaction surveys. Accordingly, specific optimization policies would be developed based on the analysis results to continuously improve customer management and services and hence enhance customer satisfaction and repurchase rate.

To ensure that customer complaints can be responded to and resolved in a prompt, effective, fair and reasonable manner, the Group strictly follows the policy for customer complaint management and handling guidelines, which clearly define the responsibilities and authority of the property service centres of the Group in the management of customer complaints in every aspect. General complaints would be concluded within two working days from the date of receipt in order to appropriately address customers' demands. During the Reporting Period, the Group received and processed 784 customer complaints in accordance with the regulations, with a completion rate of 100%.

## 客戶健康與安全

客戶的健康與安全始終是本集團業務的重要首位，本集團設有安全管理委員會，專責制訂從安全辦公室到施工環境、以至整個項目園區管理的消防及防災等規章制度，並責令各相關部門遵守。安全管理委員會亦就個別安全事項作出檢查及預防。如定期檢查各施工單位及園區安全措施實施情況，於長假期開始前提醒員工及相關單位作出防火防盜預防等。

## 建立客戶關係

本集團深明客戶的意見對公司的可持續發展至關重要。因此，我們積極通過多種渠道，如滿意度調查和投訴處理，尋求並聆聽客戶的反饋意見。通過不同方式持續改進服務質量，致力於提升客戶體驗和滿意度。

本集團已制定公司客戶滿意度調查實施細則，進行客戶滿意度的調查，收集及分析客戶對華南城產品在規劃設計與物業管理、工程質量、商業經營、及客戶服務等方面的滿意度，並按分析結果來制訂專項優化方針，以持續完善客戶管理與服務，不斷提升客戶滿意度和回購率。

為確保客戶投訴能得到即時、有效、公平、合理的回應及解決，本集團嚴格按照客戶投訴管理政策及處理指引執行，該指引明確規範本集團的物業服務中心在各層面客戶投訴管理工作中的職責與權限。一般投訴在受理投訴日起兩個工作日內結案，務求適切處理客戶需求。本報告期內，本集團收到並按規定處理完成客戶投訴784單，完成率100%。

## Quality Assurance

Recognizing that product quality and safety are paramount to our customers, the community, and our corporate reputation, China South City places a high priority on ensuring these aspects are met. We consider delivering exceptional product quality and fulfilling our product responsibilities as the fundamental building blocks of our business. The Group strictly complies with the Construction Law of the People's Republic of China, the Regulations on Quality Control of Construction Projects, the Law of the People's Republic of China on the Protection of Consumer Rights and Interests and the Advertising Law of the People's Republic of China, and other laws and regulations and industry standards related to product quality and safety that have a significant impact on the Group. During the reporting period, the Group has recorded no non-compliance incident.

## Project Quality Management

We have formulated the Project Management Manual of China South City Holdings Group to regulate project management responsibilities and quality management systems for the early, middle and later stages of projects and project delivery and acceptance, such as management system for project inspection and evaluation, management system for prevention and control of common defects in project quality, management system for safe and civilized construction, management system for emergency plan for major engineering accidents, project inspection and reporting system, management guidelines for project delivery and acceptance, etc. All these systems have been designed to ensure the quality management in all stages of projects.

During the year, the Zijingmingdu project of CSC Zhengzhou was awarded the certification by the Construction Industry Branch of China Safety Industry Association and the "Sanxia Cup Quality Structural Project" by Chongqing Construction Engineering Quality Association, demonstrating our efforts in project quality management.

## 品質保證

華南城認識到產品品質和安全對我們的客戶、社區及企業聲譽至關重要。因此，我們高度重視並致力確保這些方面得到滿足。我們認為提供卓越的產品品質和履行產品責任是本集團業務的基礎。本集團嚴格遵守《中華人民共和國建築法》、《建設工程質量管理條例》、《中華人民共和國消費者權益保護法》及《中華人民共和國廣告法》等對本集團有重大影響產品質量與安全相關的法律法規和其他行業標準。報告期內本集團沒有任何違規事件發生。

## 工程質量管理

我們制定了《華南城控股集團工程管理手冊》，規範項目工程的管控職責、工程項目前、中及後期及交付驗收的質量管理制度，例如：工程巡檢評估理、工程質量通病防治管理、安全文明施工管理制度、重大工程事故應急預案管理制度、工程檢查和報告制度、項目交付驗收管理工作指引等，確保工程項目各階段的質量管理均有制度可依。

年內，本集團的鄭州華南城紫荊名都項目獲得由中國安全產業協會建築行業分會的認證及由重慶市建設工程質量協會頒發的「三峽杯優質結構工程」的榮譽，以彰顯本集團在工程質量管控的努力。



## Operation Manual for Project Management Quality Control of China South City Group 《華南城集團工程項目管理質量控制操作手冊》

### Before commencing construction 動工前

Regulate the preliminary management of project construction, carry out overall planning of the project management process in the early stage of construction so that the construction layout, project progress, quality, safe and civilized construction and other project management work can be more standardized, reasonable and efficient, and strengthen the project pre-control management to ensure the smooth implementation of the project.

規範項目建設的前期管理工作，通過工程建設前期對工程管理過程進行總體策劃，使施工總平面佈置、工程進度、質量、安全文明施工等工程管理內容更加規範、合理、高效、強化工程預控管理，保證項目順利實施。

### During the construction 工程中

Regulate the management of project construction process, clarify the control points and difficulties of project management, ensure the management for the quality, progress, safe and civilized construction of the whole process of project, continuously improve the level of project management, and finally achieve project development goals.

規範項目建設過程管理，明確工程管理的控制重點和難點，確保對工程項目實施全過程的質量、進度、安全文明施工管理，不斷提升工程管理水平，最終達成項目開發目標。

### After completion 竣工後

Regulate the management of completion acceptance to ensure the smooth completion of the project completion acceptance on schedule. The Project Management Department shall cooperate with the Project Department and the Outreach Department to prepare the special acceptance plan, preliminary acceptance plan and completion acceptance plan.

規範竣工驗收管理，確保按期順利完成工程竣工驗收工作。工程管理部配合工程部和外聯部編製專項驗收計劃、初步驗收計劃和竣工驗收計劃。

### Advertising Standards

China South City has consistently prioritized transparency and accuracy when introducing new products and disseminating promotional materials, ensuring that customers are well-informed and able to make informed decisions. Our frontline employees are also required to provide customers with complete and clear product descriptions, and misleading advertising or sales practices are strictly prohibited. China South City adopts responsible marketing strategies to ensure the compliance of all advertising and other promotional materials with applicable local and national laws and regulations, including the Advertising Law of the People's Republic of China and other applicable regulations.

### 廣告標準

華南城在發佈產品及推廣資料時一貫重視透明度和準確性，確保客戶獲得充分的信息以便做出合適的決定。我們的前線人員亦須向顧客提供完備和清晰的產品描述，並嚴禁採用誤導性的廣告或銷售手法。華南城致力實行負責任的營銷策略，確保所有廣告及其他推廣資料嚴格遵循相關地方及國家法規，包括《中華人民共和國廣告法》和其他適用的法規。

### Protecting Customer Privacy and Intellectual Property

Maintaining the trust of our customers and employees relies on our commitment to safeguarding personal data. The Group is committed to maintaining and protecting the personal data privacy of our customers and employees. We strictly comply with the Law of the People's Republic of China on the Protection of Consumer Rights and Interests and other privacy-related laws and regulations, and require all employees who have access to technical and trade secrets of the Group and its customers to observe confidentiality obligations, so as to prevent leakage of information and trade secrets and ensure the confidentiality of customer information. To protect consumer information and privacy, customers' personal data has been uploaded to the Mingyuan system, which is equipped with the latest firewall and anti-virus software and is protected by a dedicated person responsible for the use of the system account. Access to customer information is restricted to authorized persons on a need-to-know and need-to-use basis.

We also emphasize originality and respect intellectual property rights. Therefore, employees are not allowed to disclose or exploit any patents and trademarks of the Group and its customers without authorization. Moreover, the Group has signed a non-disclosure agreement with its employees when they enter into employment contracts, which stipulates that employees are obligated to prevent the disclosure of the information of the Group and protect the interests of the Group and relevant stakeholders. During the report year, the Group owns a total of 225 intellectual properties.

### Supply Chain Management

The Group's strong business development hinges on the dependable support of our suppliers, who are integral stakeholders in our business value chain. To build a mutually beneficial partnership, China South City is fully committed to working closely with our suppliers. We strive to adopt environmentally and socially responsible practices throughout our supply chain, gradually integrating environmental and safety standards into our established procurement workflow. By doing so, we are better equipped to meet the demands that may arise from future policy changes. We remain vigilant of market trends and will respond proactively to any specific circumstances.

### 保護客戶私隱和知識產權

維護客戶和員工的信任取決於我們保護個人資料的承諾。本集團致力維護和保障客戶及僱員的個人資料私隱。我們嚴格遵守《中華人民共和國消費者權益保護法》等私隱相關法律法規，並要求所有接觸到本集團及其客戶的技術及商業機密的員工緊守保密義務，防止信息和商業機密的洩漏，確保客戶資料保密。為保障消費者資料及私隱，客戶個人私隱數據均上傳至設有最新防火牆及防毒軟體，並受嚴密保護的明源系統，並由專人負責系統賬戶的使用。客戶資料只供獲授權人士按須知及須用的原則存取。

我們亦十分注重原創性及尊重知識產權，故員工不得擅自披露或利用本集團及其客戶的任何專利及商標。同時，本集團與員工簽訂勞動合同時，會同步簽署保密協議，協議要求員工有責任防止本集團資料外泄，以保障本集團及利益既得者的權益。年內本集團合共擁有225個知識產權項目。

### 供應鏈管理

本集團的穩健業務發展有賴於供應商的可靠支持，他們是我們業務價值鏈中不可或缺的利益相關者。為了建立互利共贏的夥伴關係，華南城致力於與供應商緊密合作。我們努力在整個供應鏈中採用對環境和社會負責任的做法，持續地將環境和安全標準融入我們既定的採購工作流程中。我們將更好地滿足未來政策變化可能帶來的需求，並密切關注市場趨勢，根據具體情況做出積極回應。





### Sustainable Supply Chain

In line with the Group's vision and mission of sustainable development and corporate citizenship, we also expect our suppliers to work together with us to reduce the environmental and social impacts during business operations. Therefore, when selecting suppliers, the Group also takes into account their environmental awareness and social responsibility. We adopt a collaborative approach throughout our supply chain and encourage suppliers and other partners to explore and implement sustainable business practices.

### Supplier Selection System

The Group values product quality and cost control, also most of its procurement would go through a tender process. The Group has established standardized management practices for tender procurement, which clearly specify the procurement methods and regulate the tender procurement process, as well as provide for rewards and penalties for procurement inspection and assessment, in a bid to enhance the efficiency and quality of procurement and safeguard the legitimate interests of the Group. During the reporting period, the above management policies and employment practices were applied to 530 suppliers.

### Supplier Management

The Group has established a supplier management process to strengthen supplier management and ensure the quality of products and services provided by suppliers.

### 可持續發展供應鏈

為了符合本集團的可持續發展願景和使命及企業公民的實現，我們也期望供應商與我們一起努力，減少業務運營期間對環境和社會的影響。故在選擇供應商時，本集團亦會將供應商的環保意識及社會責任感納入考慮範圍。我們在整個供應鏈採取協作方式，鼓勵供應商及其他合作夥伴探索和實施可持續的經營實務。

### 供應商遴選制度

本集團重視產品的質量及成本的控制，大部分的採購均通過招標進行。本集團設有標準化的招標採購管理辦法，其中明確列明採購方式及規範招標採購流程，同時訂明採購巡查考核的獎罰，以提高採購效益及質量，維護本集團的合法權益。於本報告期內，本集團向其執行上述管理政策及聘用慣例的供應商共530家。

### 供應商管理流程

本集團設供應商管理流程，以加強供應商管理及保證供應商所提供的產品及服務的質量。

Supplier sourcing	The Group sources suppliers through a variety of methods, including public solicitation and peer solicitation. For suppliers through internal referrals, we require our employees to make referrals in real name to avoid potential risks in the relevant supply chain.
供應商尋源	本集團透過多種方式，包括公開徵集、同行徵集等。而涉及內部推薦的供應商，我們會要求公司員工使用實名推薦，以避免有關供應鏈的潛在風險。
Supplier admission	Inspection teams from different departments of the Group will conduct inspections and professional evaluations of suppliers. <ul style="list-style-type: none"><li>• Goodwill verification: remove those suppliers with quality defects, illegal acts or bad reputation in the past two years</li><li>• Preliminary vetting: verify supplier's qualification, financial status and past performance</li></ul>
供應商入庫	由本集團不同部門派的考察小組為供應商進行考察及專業的評價。 <ul style="list-style-type: none"><li>• 商譽核實：剔除過去兩年內存在質量缺陷、違法行為、信譽不良的供應商</li><li>• 資質預審：核實供應商的資質、財務狀況及過去表現</li></ul>
Performance evaluation	We will conduct performance evaluation of our partner suppliers and manage them in a tiered manner to monitor and evaluate their sustainable performance, so as to ensure the supply quality.
履約評價	我們定對合作供應商進行履約評估，並對供應商進行分級分類管理，以監察和評估他們的可持續發展績效，保障供應質量。



### Communication with Suppliers

The Group promotes its concepts and experience in sustainable development to the supply chain through supplier conferences, supplier visits and on-site exchanges. Meanwhile, we learn from advanced experiences and latest technologies at home and abroad to keep abreast of the times.

### Contributing to Society for Harmony and Inclusion

China South City has been actively engaged in charity affairs at communities to create harmonious communities by giving back to the areas it serves.

The Group operates in many parts of China and is closely involved in the development of communities. We are always concerned about the development needs of the community and are committed to making contributions to the community. We are also deeply concerned about the sustainable development needs of different operating regions, and we must consider the interests of the community and give back to society when conducting any business operations.

### 供應商溝通

本集團通過供應商大會、供應商走訪、實地考察交流等形式在供應鏈上傳遞可持續發展理念和經驗，同時積極學習國內外先進經驗和最新技術，與時俱進。

### 貢獻社會與和諧共融

華南城積極參與社區公益事務，回饋所服務的地區，共創和諧社區。

本集團的營運地點遍佈中國多個地方，與小區發展密切相關。我們一直關注社區的發展需求，致力為社區作出貢獻。我們亦十分關懷不同營運地區的可持續發展需要，在進行任何業務營運時，定必考慮到對社區的利益，進而回饋社會。



Sustainability at a Glance

可持續發展概覽

Energy Consumption <sup>1</sup> 能源耗量 <sup>1</sup>		2023
Direct energy consumption 直接能源耗量	kWh 千瓦時	886,918.98
Intensity of direct energy consumption 直接能源耗量密度	kWh/Employee 千瓦時／僱員	441.91
Indirect energy consumption 間接能源耗量	kWh 千瓦時	27,572,086.00
Intensity of indirect energy consumption 間接能源耗量密度	kWh/Employee 千瓦時／僱員	13,737.96
Total energy consumption 總能源耗量	kWh 千瓦時	28,459,004.98
Intensity of total energy consumption 總能源耗量密度	kWh/Employee 千瓦時／僱員	14,179.87
<b>Direct Energy Consumption</b> 直接能源耗量		
Oil fuel consumption <sup>2</sup> 燃油耗量 <sup>2</sup>	kWh 千瓦時	886,918.98
Intensity of oil fuel consumption 燃油耗量密度	kWh/Employee 千瓦時／僱員	441.91
Gas fuel consumption <sup>3</sup> 燃汽耗量 <sup>3</sup>	kWh 千瓦時	-
Intensity of gas fuel consumption 燃汽耗量密度	kWh/Employee 千瓦時／僱員	-
<b>Indirect energy consumption</b> 間接能源耗量		
Electricity consumption 電力耗量	kWh 千瓦時	27,572,086.00
Intensity of electricity consumption 電力耗量密度	kWh/Employee 千瓦時／僱員	13,737.96
<b>Water Consumption</b> 耗水量		
Water consumption 耗水量	m <sup>3</sup> 立方米	186,782.00
Intensity of water consumption 耗水量密度	m <sup>3</sup> /Employee 立方米／僱員	93.07

<sup>1</sup> The energy data referenced uses the low calorific value conversion provided by the National Energy Administration and is expressed in kWh  
 能源數據參考較國家能源總署提供的低熱值換算為千瓦時

<sup>2</sup> Oil fuel consumption includes unleaded gasoline and diesel  
 燃油耗量包括無鉛汽油及柴油

<sup>3</sup> Gas fuel consumption includes purchased natural gas  
 燃氣耗量包括購買的天然氣

**Waste Generated Volume**

廢棄物生產量		2023
Hazardous waste 有害廢棄物	tonnes 噸	N/A 不適用 <sup>4</sup>
Intensity of hazardous waste 有害廢棄物密度	tonnes/Employee 噸/僱員	N/A 不適用 <sup>4</sup>
Non-hazardous waste 無害廢棄物	tonnes 噸	0.71
Intensity of non-hazardous waste 無害廢棄物密度	tonnes/Employee 噸/僱員	<0.01

**Exhaust Gas Pollutant Emission Volume**

廢氣排放量		2023
Nitrogen oxides (NO <sub>x</sub> ) 氮氧化物	kg 公斤	53.00
Sulphur oxide (SO <sub>x</sub> ) 硫氧化物	kg 公斤	1.44
Particle (PM) 顆粒物	kg 公斤	3.90

**Greenhouse Gas (GHG) Emission<sup>5</sup>**

溫室氣體排放 <sup>5</sup>		2023
Direct emissions (Scope 1) <sup>6</sup> 直接排放(範圍一) <sup>6</sup>	tonnes of CO <sub>2</sub> e 公噸二氧化碳當量	419.33
Energy indirect emissions (Scope 2) <sup>7</sup> 能源間接排放(範圍二) <sup>7</sup>	tonnes of CO <sub>2</sub> e 公噸二氧化碳當量	15,724.36
Other indirect emissions (Scope 3) <sup>8</sup> 其他間接排放(範圍三) <sup>8</sup>	tonnes of CO <sub>2</sub> e 公噸二氧化碳當量	335.27
Total GHG emissions 總溫室氣體排放量	tonnes of CO <sub>2</sub> e 公噸二氧化碳當量	16,478.96
Intensity of total GHG emissions 總溫室氣體排放量密度	tonnes of CO <sub>2</sub> e/Employee 公噸二氧化碳當量/僱員	8.21

<sup>4</sup> The government clears and transports hazardous waste for enterprises, and thus there is no relevant record  
政府為企業清運有害廢棄物，故沒有相關記錄

<sup>5</sup> The calculations of GHG emission were based on the Reporting Guidance on Environmental KPIs issued by the Stock Exchange, 2006 IPCC Guidelines for National Greenhouse Gas Inventories, IPCC Sixth Assessment Report, and the latest emission factors for grid electricity  
溫室氣體排放計算乃基於聯交所發布的環境關鍵績效指標報告指引、二零零六年IPCC國家溫室氣體清單指南、IPCC第六次評估報告、最新全國電力平均排放因子

<sup>6</sup> Scope 1 includes gasoline use from mobile vehicles, diesel use and carbon dioxide fire extinguishers  
範圍1：包括來自移動車輛的汽油使用、柴油使用及二氧化碳滅火器

<sup>7</sup> Scope 2: includes energy indirect emissions from purchased electricity  
範圍2：包括購買電力的能源間接排放

<sup>8</sup> Scope 3: includes business travel  
範圍3：包括商務差旅



<b>Number of Employees by Different Categories</b>	<b>按不同類別劃分的僱員人數</b>	<b>2023</b>
<b>By Gender</b>	<b>按性別劃分</b>	
Male	男性	1,151
Female	女性	856
<b>By Employment Type</b>	<b>按僱傭類型劃分</b>	
Full-time	全職	1,990
Part-time	兼職	1
Others	其他	16
<b>By Age Group</b>	<b>按年齡組別劃分</b>	
≤25	≤25歲	59
25-34	25至34歲	658
35-44	35至44歲	858
45-54	45至54歲	364
55-64	55至64歲	67
≥65	≥65歲	1
<b>By Geographical Region</b>	<b>按地區劃分</b>	
Chinese Mainland	中國大陸	1,997
Hong Kong SAR	香港特別行政區	10
Other Region	其他地區	0

<b>Employee's Turnover Rate</b>		
<b>by Different Categories<sup>9</sup></b>	按不同類別劃分的流失比率 <sup>9</sup>	<b>2023</b> (%)
<b>By Gender</b>	按性別劃分	
Male	男性	2.32
Female	女性	2.04
<b>By Age Group</b>	按年齡組別劃分	
≤25	≤25歲	4.24
25-34	25至34歲	3.14
35-44	35至44歲	1.84
45-54	45至54歲	1.33
55-64	55至64歲	0.75
≥65	≥65歲	0
<b>By Geographical Region</b>	按地區劃分	
Chinese Mainland	中國大陸	2.22
Hong Kong SAR	香港特別行政區	0
Other	其他	0

<b>The Percentage of Total Employees Trained</b>		
<b>by Different Categories<sup>10</sup></b>	按不同類別劃分的受訓員工百分比 <sup>10</sup>	<b>2023</b> (%)
<b>By Gender</b>	按性別劃分	
Male	男性	54.95
Female	女性	45.05
<b>By Employee Category</b>	按僱員類別劃分	
Senior management	高層	55.98
Middle management	中層	37.60
General employees	一般員工	6.42

<sup>9</sup> Average monthly turnover rate of employees in a specific category = the full-year number of resigned employees in a specific category/12/ average monthly number of employees in a specific category x 100%

特定類別僱員的每月平均流失率 = 特定類別僱員的全年離職人數 / 12 / 特定類別僱員的每月平均人數 x 100%

<sup>10</sup> Calculation formula: Percentage of the number of trainees in a specific category = total number of trainees in a specific category/total number of employees in a specific category x 100%

計算公式：特定類別受訓人數的比例 = 特定類別僱員的總受訓人數 / 特定類別僱員的總人數 x 100%



### The Average Training Hours Completed per Employee by Different Categories<sup>11</sup>

按不同類別劃分每名僱員的平均受訓時數<sup>11</sup>
**2023**  
(Hour)  
(小時)

By Gender	按性別劃分	
Male	男性	5.10
Female	女性	5.43
By Employee Category	按僱員類別劃分	
Senior management	高層	4.03
Middle management	中層	7.04
General staff	一般員工	8.69

### Health & Safety

健康與安全

**2023**

Number and rate of work-related fatalities occurred in the reporting year 因工亡故的人數及比率	%	0
Lost days due to work injury 因工傷損失工作日數	Days 日	0

### Number of Suppliers by Region

不同地區劃分的供應商數目

**2023**

Shenzhen	深圳	124
Nanning	南寧	36
Nanchang	南昌	70
Xi'an	西安	45
Harbin	哈爾濱	2
Zhengzhou	鄭州	68
Hefei	合肥	54
Chongqing	重慶	59
Other	其他	126

### Anti-corruption

反貪污

**2023**

Number of concluded legal cases regarding corrupt practices during the reporting period 於彙報期內提出並已審結的貪污訴訟案件總數	0
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<sup>11</sup> Calculation formula: average training hours per employee = total training hours of employees in a specific category/total number of employees in a specific category

計算公式：每名僱員平均受訓時數 = 特定類別僱員的總受訓時數 / 特定類別僱員的總人數

Index to the Environmental, Social and Governance Reporting Guide of the Stock Exchange 聯交所《環境、社會及管治報告指引》索引

A Environmental A 環境		Section 章節
Aspect A.1 方面A.1	Emissions 排放物	
KPI A.1.1	The types of emissions and respective emissions data.	Environmental Management 環境管理
指標A.1.1	排放物種類及相關排放數據。	
KPI A.1.2	Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Air emission Management 廢氣管理
指標A.1.2	直接(範圍1)及能源間接(範圍2)溫室氣體排放量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	
KPI A.1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Waste Management 廢棄物管理
指標A.1.3	所產生有害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	
KPI A.1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Waste Management 廢棄物管理
指標A.1.4	所產生無害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	
KPI A.1.5	Description of emissions target(s) set and steps taken to achieve them.	Environmental Management 環境管理
指標A.1.5	描述所訂立的排放量目標及為達到這些目標所採取的步驟。	
KPI A.1.6	Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them.	Waste Management 廢棄物管理
指標A.1.6	描述處理有害及無害廢棄物的方法，及描述所訂立的減廢目標及為達到這些目標所採取的步驟。	
		The government clears and transports hazardous waste for enterprises, and thus there is no relevant record. 政府為企業清運有害廢棄物，故沒有相關記錄。



A Environmental A 環境		Section 章節
Aspect A.2 方面A.2	Use of Resources 資源使用	
KPI A.2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility).	Energy Management
指標A.2.1	按類型劃分的直接及／或間接能源(如電、氣或油)總耗量(以千個千瓦時計算)及密度(如以每產量單位、每項設施計算)。	能源管理
KPI A.2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility).	Water Management
指標A.2.2	總耗水量及密度(如以每產量單位、每項設施計算)。	水資源管理
KPI A.2.3	Description of energy use efficiency target(s) set and steps taken to achieve them.	Environmental Management
指標A.2.3	描述所訂立的能源使用效益目標及為達到這些目標所採取的步驟。	環境管理
KPI A.2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them.	Water Management
指標A.2.4	描述求取適用水源上可有任何問題，以及所訂立的用水效益目標及為達到這些目標所採取的步驟。	水資源管理
KPI A.2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced.	Packaging Materials
指標A.2.5	製成品所用包裝材料的總量(以噸計算)及(如適用)每生產單位佔量。	包裝物料
Aspect A.3 方面A.3	The Environment and Natural Resources 環境及天然資源	
KPI A.3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.	During the Reporting Period, there was no incident that had a significant impact on the environment and natural resources
指標A.3.1	描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	期內未有對環境及天然資源的重大影響的事故
Aspect A.4 方面A.4	Climate Change 氣候變化	
KPI A.4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them.	Responding to Climate Change
指標A.4.1	描述已經及可能會對發行人產生影響的重大氣候相關事宜，及應對行動。	應對氣候變化



B Social B 社會		Section 章節
<b>Employment and Labour Practices</b> 僱傭及勞工常規		
Aspect B.1	Employment	People-oriented, Diversity and Inclusion 以人為本 多元共融 Our Team 我們的團隊
方面B.1	僱傭	
<i>KPI B.1.1</i>	Total workforce by gender, employment type (for example, full- or part-time), age group and geographical region.	
<i>指標B.1.1</i>	按性別、僱傭類型(如全職或兼職)、年齡組別及地區劃分的僱員總數。	我們的團隊
<i>KPI B.1.2</i>	Employee turnover rate by gender, age group and geographical region.	Our Team
<i>指標B.1.2</i>	按性別、年齡組別及地區劃分的僱員流失比率。	我們的團隊
Aspect B.2	Health and Safety	Occupational Safety and Health Management 職安健管理
方面B.2	健康與安全	
<i>KPI B.2.1</i>	Number and rate of work-related fatalities occurred in each of the past three years including the reporting year.	
<i>指標B.2.1</i>	過去三年(包括匯報年度)每年因工亡故的人數及比率。	There was no work-related fatality during the past three years including the reporting period. 包括本報告期內的過去三年沒有任何因工身故事件。
<i>KPI B.2.2</i>	Lost days due to work injury.	Health and Safety Culture
<i>指標B.2.2</i>	因工傷損失工作日數。	健康安全文化
<i>KPI B.2.3</i>	Description of occupational health and safety measures adopted, and how they are implemented and monitored.	Occupational Safety and Health Management
<i>指標B.2.3</i>	描述所採納的職業健康與安全措施，以及相關執行及監察方法。	職安健管理
Aspect B.3	Development and Training	Talent Management 人才管理 Talent Development 培育人才
方面B.3	發展及培訓	
<i>KPI B.3.1</i>	The percentage of employees trained by gender and employee category (e.g. senior management, middle management).	
<i>指標B.3.1</i>	按性別及僱員類別(如高級管理層、中級管理層)劃分的受訓僱員百分比。	培育人才
<i>KPI B.3.2</i>	The average training hours completed per employee by gender and employee category.	Talent Development
<i>指標B.3.2</i>	按性別及僱員類別劃分，每名僱員完成受訓的平均時數。	培育人才



B Social B 社會		Section 章節
Aspect B.4 方面B.4	Labour Standards 勞工準則	Labour Standards 勞工準則
KPI B.4.1 指標B.4.1	Description of measures to review employment practices to avoid child and forced labour.	Labour Standards
KPI B.4.2 指標B.4.2	Description of steps taken to eliminate such practices when discovered.	勞工準則
指標B.4.2	描述在發現違規情況時消除有關情況所採取的步驟。	No violations during the reporting period. 本報告期內未有違規情況。
<b>Operating Practices</b> 營運慣例		
Aspect B.5 方面B.5	Supply Chain Management 供應鏈管理	Supply Chain Management 供應鏈管理
KPI B.5.1 指標B.5.1	Number of suppliers by geographical region.	Supply Chain Management 供應鏈管理
指標B.5.1 KPI B.5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored.	供應鏈管理
指標B.5.2	描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目，以及相關執行及監察方法。	All new have gone through the relevant assessment process of the Group prior to procurement. Furthermore, all suppliers in our current partnership have passed the annual assessment. 所有新供應商在採購前已通過本集團的相關評估過程，而現正合作的供應商也通過年度評估。
KPI B.5.3 指標B.5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.	Supply Chain Management 供應鏈管理
KPI B.5.4 指標B.5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored.	Supply Chain Management 供應鏈管理
指標B.5.4	描述在揀選供應商時促使多用環保產品及服務的慣例，以及相關執行及監察方法。	供應鏈管理



B Social B 社會		Section 章節
Aspect B.6 方面B.6	Product Responsibility 產品責任	Quality Assurance 品質保證
KPI B.6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons.	No products were recalled for safety and health reasons during the reporting period.
指標B.6.1	已售或已運送產品總數中因安全與健康理由而須回收的百分比。	本報告期內未有產品因安全與健康理由而須回收。
KPI B.6.2	Number of products and service related complaints received and how they are dealt with.	During the Reporting Period, the Group received and processed 1,014 customer complaints in accordance with the regulations, with a completion rate of 100%.
指標B.6.2	接獲關於產品及服務的投訴數目以及應對方法。	本報告期內，本集團收到並按規定處理完成客戶投訴1,014單，完成率100%。
KPI B.6.3	Description of practices relating to observing and protecting intellectual property rights.	Quality Assurance
指標B.6.3	描述與維護及保障知識產權有關的慣例。	品質保證
KPI B.6.4	Description of quality assurance process and recall procedures.	Quality Assurance
指標B.6.4	描述質量檢定過程及產品回收程序。	品質保證
KPI B.6.5	Description of consumer data protection and privacy policies, and how they are implemented and monitored.	Quality Assurance
指標B.6.5	描述消費者資料保障及私隱政策，以及相關執行及監察方法。	品質保證
Aspect B.7 方面B.7	Anti-corruption 反貪污	Integrity and Compliance 清正廉潔 合規合法



B Social B 社會		Section 章節
<i>KPI B.7.1</i>	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases.	No litigation cases on corruption during the reporting period.
<i>指標B.7.1</i>	於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。	本報告期內未有貪污訴訟案件。
<i>KPI B.7.2</i>	Description of preventive measures and whistle-blowing procedures, and how they are implemented and monitored.	Integrity and Compliance
<i>指標B.7.2</i>	描述防範措施及舉報程序，以及相關執行及監察方法。	清正廉潔 合規合法
<i>KPI B.7.3</i>	Description of anti-corruption training provided to directors and staff.	Integrity and Compliance
<i>指標B.7.3</i>	描述向董事及員工提供的反貪污培訓。	清正廉潔 合規合法
<b>Community 社區</b>		
Aspect B.8	Community Investment	Contributing to Society for Harmony and Inclusion
方面B.8	社區投資	貢獻社區 和諧共融
<i>KPI B.8.1</i>	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport).	Contributing to Society for Harmony and Inclusion
<i>指標B.8.1</i>	專注貢獻範疇(如教育、環境事宜、勞工需求、健康、文化、體育)。	貢獻社區 和諧共融
<i>KPI B.8.2</i>	Resources contributed (e.g. money or time) to the focus area.	Contributing to Society for Harmony and Inclusion
<i>指標B.8.2</i>	在專注範疇所動用資源(如金錢或時間)。	貢獻社區 和諧共融

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告



To the members of China South City Holdings Limited  
(Incorporated in Hong Kong with limited liability)

### Disclaimer of opinion

We were engaged to audit the consolidated financial statements of China South City Holdings Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 165 to 316, which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the nine months then ended, and notes to the consolidated financial statements, including material accounting policy information.

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

### Basis for Disclaimer of Opinion

#### Multiple uncertainties relating to going concern

As set out in note 2.1 to the consolidated financial statements, the Group recorded net loss of HK\$4,318 million for the nine months ended 31 December 2023, and as at 31 December 2023, the Group’s current portion of interest-bearing debts amounted to HK\$16,295 million, while its cash and cash equivalents amounted to HK\$230 million. Subsequent to the year end date and up to 28 March 2024, the principal or interest payable relating to an aggregate amount of HK\$21,696 million of interest-bearing debts had not been repaid according to their scheduled repayment date (the “Defaulted Borrowings”), triggering an aggregate amount of HK\$9,260 million interest-bearing debts (the “Cross Defaulted Borrowings”) to become repayable on demand. These conditions, together with other matters disclosed in note 2.1 to the consolidated financial statements, indicate the existence of material uncertainties which cast significant doubt on the Group’s ability to continue as a going concern.

致華南城控股有限公司各股東  
(於香港註冊成立之有限公司)

### 無法表示意見

我們獲委聘審核華南城控股有限公司(「貴公司」)及其附屬公司(「貴集團」)載於第165至316頁的綜合財務報表，當其載有於2023年12月31日的綜合財務狀況表、及截至該日止九個月的綜合損益表、綜合全面收益表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，包括重大會計政策信息。

我們不對 貴集團的綜合財務報表發表意見。由於與持續經營有關的多項不確定因素的潛在相互作用及其對綜合財務報表可能產生的累積影響(如我們報告中意見無法表示意見的基礎一節所述)，我們不可能對該等綜合財務報表形成意見。我們認為，在所有其他方面，綜合財務報表已遵照香港公司條例妥為編制。

### 無法表示意見的基礎

#### 與持續經營有關的多項不確定因素

如綜合財務報表附註2.1所載，截至2023年12月31日止九個月，貴集團錄得淨虧損43.18億港元。於2023年12月31日，貴集團的計息負債即期部分總額為162.95億港元，而其現金及現金等價物為2.30億港元。年終日期隨後的截至2024年3月28日，有關216.96億港元有息負債之應付本金或利息未依規定在預定還款日期償還(「違約借款」)，觸發有息負債總額為92.60億港元(「交叉違約借款」)須於要求時償還。該等狀況連同綜合財務報表附註2.1所披露的其他事項，顯示存在重大不確定因素使 貴集團持續經營的能力受到重大質疑。

**Basis for Disclaimer of Opinion (Continued)**

**Multiple uncertainties relating to going concern**

(Continued)

The directors of the Company have been undertaking restructuring plans and measures to improve the Group's liquidity and financial position, which are set out in note 2.1 to the consolidated financial statements. The validity of the going concern assumptions on which the consolidated financial statements have been prepared depends on the outcome of these measures, which are subject to multiple uncertainties, including:

- (i) successful and timely debt restructuring with the lenders of the Group's Defaulted Borrowings;
- (ii) successfully negotiating with the Group's existing lenders of Defaulted and Cross Defaulted Borrowings and reaching agreements with them for not taking any actions against the Group to exercise their right to demand immediate payment of the principals and interest of these borrowings;
- (iii) successful and timely implementation of the plans to dispose of certain of the Group's equity interests in certain property projects to raise the level of liquid funds;
- (iv) timely implementation of the plans to accelerate the pre-sales and sales of its properties under development and completed properties, and to speed up the collection of outstanding sales proceeds and other receivables; and
- (v) successfully execution of active measures to control administrative costs and maintain containment of capital expenditures.

As a result of these multiple uncertainties, their potential interaction, and the possible cumulative effect thereof, we were unable to form an opinion as to whether the going concern basis of preparation is appropriate. Should the Group fail to achieve the abovementioned plans and measures, it might not be able to continue to operate as a going concern, and adjustments would have to be made to write down the carrying amount of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in these consolidated financial statements.

**無法表示意見的基礎(續)**

**與持續經營有關的多項不確定因素(續)**

貴公司董事一直採取重組計畫及措施改善 貴集團的流動資金及財務狀況，該等措施載於綜合財務報表附註2.1。編制綜合財務報表所依據的持續經營假設的有效性取決於該等措施的結果，有關結果受多項不確定因素影響，包括：

- (i) 成功及時與貸款人就 貴集團違約借款進行債務重組；
- (ii) 成功與 貴集團現有的違約及交叉違約貸款人談判並達成協議，不對 貴集團採取任何行動以行使其要求立即支付該等借款本金及利息的權利；
- (iii) 成功並及時地實施出售 貴集團於部份房地產項目中的部分資產股權以提高流動資金水平的計畫。
- (iv) 及時落實加快在在建物業及已竣工物業的預售及銷售的計劃，並加快收回未收回的銷售款及其他應收款；以及
- (v) 成功執行積極措施控制行政成本並維持資本支出的控制。

由於該等多項不確定因素、有關因素的潛在相互作用及其可能產生的累積影響，我們無法就持續經營編制基準是否屬適當形成意見。倘 貴集團未能實現上述計畫及措施，其可能無法繼續以持續經營方式經營，並須作出調整以將 貴集團資產的賬面值撇減至其可收回金額，就可能出現的任何進一步負債計提撥備，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。該等調整的影響並未於該等綜合財務報表中反映。

#### Responsibilities of the directors for the consolidated financial statements

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and 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 responsibility is to conduct an audit of the Group's consolidated financial statements in accordance with Hong Kong Standards on Auditing issued by the HKICPA and to issue an auditor's report. Our report is made solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. However, because of the matters described in the Basis for Disclaimer of Opinion section of our report, it is not possible for us to form an opinion on the consolidated financial statements.

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

#### 董事就綜合財務報表須承擔之責任

貴公司董事須負責根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則及香港公司條例規定編製綜合財務報表使其真實而公允地列報，及制訂董事認為必要之相關內部監控，以使綜合財務報表之編製不會存在由於欺詐或錯誤而導致之重大錯誤陳述。

在編製綜合財務報表時，貴公司董事須負責評估貴集團持續經營之能力，並在適用情況下披露與持續經營有關之事項。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。

貴公司董事在審核委員會協助下履行監督貴集團財務報告過程之責任。

#### 核數師就審核綜合財務報表須承擔之責任

我們的責任為按照香港會計師公會頒佈的香港核數準則對貴集團的綜合財務報表進行審核，並發表核數師報告。我們的報告僅根據香港公司條例第405條向全體股東作出，不可用作其他用途。我們概不就本報告的內容，對任何其他人士負上或承擔任何責任。然而，由於我們報告無法表示意見的基礎一節所述的事項，我們不可能對綜合財務報表形成意見。

根據香港會計師公會的專業會計師道德守則(「守則」)，我們獨立於貴集團，並已根據守則履行其他道德責任。



## Independent Auditor's Report (Continued)

### 獨立核數師報告(續)

The engagement partner on the audit resulting in this independent auditor's report is M.L. Chau.

本獨立核數師報告之審核項目合夥人為周文樂。

#### **Ernst & Young**

*Certified Public Accountants*

27/F, One Taikoo Place

979 King's Road

Quarry Bay

Hong Kong

28 March 2024

#### **安永會計師事務所**

*執業會計師*

香港

鰂魚涌

英皇道979號

太古坊一座27樓

2024年3月28日

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS

## 綜合損益表

For the nine months ended 31 December 2023 截至2023年12月31日止九個月

		Notes 附註	For the nine months ended 31 December 2023 截至2023年 12月31日 九個月 HK\$'000 千港元	For the year ended 31 March 2023 截至2023年 3月31日 止年度 HK\$'000 千港元
<b>CONTINUING OPERATIONS</b>	持續經營業務			
<b>REVENUE</b>	收入	5	3,508,926	4,052,262
Cost of sales	銷售成本		(2,700,245)	(3,232,227)
Gross profit	毛利		808,681	820,035
Other income and (losses)/gains, net	其他收入及(虧損)/收益，淨額	5	(537,406)	139,687
Fair value (losses)/gains on investment properties	投資物業公平值(虧損)/收益	5	(2,317,419)	151,588
Selling and distribution expenses	銷售及分銷開支		(166,005)	(218,710)
Administrative expenses	行政開支		(660,025)	(846,710)
Other expenses	其他開支		(1,670,490)	(871,695)
Finance costs	融資成本	7	(633,667)	(769,426)
Share of profits of associates	應佔聯營公司之利潤		98,896	36,069
<b>LOSS BEFORE TAX FROM CONTINUING OPERATIONS</b>	來自持續經營業務之 稅前虧損	6	(5,077,435)	(1,559,162)
Income tax credit	所得稅回撥	10	759,845	3,856
<b>LOSS FOR THE PERIOD/YEAR FROM CONTINUING OPERATIONS</b>	來自持續經營業務之 本期/年度虧損		(4,317,590)	(1,555,306)
<b>DISCONTINUED OPERATION</b>	已終止經營業務			
Profit for the period/year from a discontinued operation	來自已終止經營業務之 本期/年度利潤	11	-	2,254,801
<b>(LOSS)/PROFIT FOR THE PERIOD/YEAR</b>	本期/年(虧損)/利潤		(4,317,590)	699,495
Attributable to:	下列各方應佔：			
Owners of the parent	母公司擁有人		(4,317,462)	699,984
Non-controlling interests	非控股權益		(128)	(489)
			(4,317,590)	699,495
<b>(LOSSES)/EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT</b>	歸屬於母公司普通股 權益持有人之 每股(虧損)/盈利	13		
Basic	基本			
- for (loss)/profit for the period/year	- 本期/年內(虧損)/利潤		(HK37.73 cents港仙)	HK6.34 cents港仙
- for loss from continuing operations	- 來自持續經營業務之 虧損		(HK37.73 cents港仙)	(HK14.10 cents港仙)
Diluted	攤薄			
- for (loss)/profit for the period/year	- 本期/年內(虧損)/利潤		(HK37.73 cents港仙)	HK6.34 cents港仙
- for loss from continuing operations	- 來自持續經營業務之 虧損		(HK37.73 cents港仙)	(HK14.10 cents港仙)

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 綜合全面收益表

For the nine months ended 31 December 2023 截至2023年12月31日止九個月

		For the nine months ended 31 December 2023 截至2023年 12月31日 九個月 HK\$'000 千港元	For the year ended 31 March 2023 截至2023年 3月31日 止年度 HK\$'000 千港元
<b>(LOSS)/PROFIT FOR THE PERIOD/YEAR</b>	本期／年(虧損)／利潤	<b>(4,317,590)</b>	699,495
<b>OTHER COMPREHENSIVE LOSSES</b>	<b>其他全面虧損</b>		
Other comprehensive losses that may be reclassified to profit or loss in subsequent periods:	將於其後期間有可能重分類至損益的其他全面虧損：		
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額	<b>(1,707,773)</b>	(4,974,716)
<b>OTHER COMPREHENSIVE LOSSES FOR THE PERIOD/YEAR, NET OF TAX</b>	本期／年度除稅後其他全面虧損	<b>(1,707,773)</b>	(4,974,716)
<b>TOTAL COMPREHENSIVE LOSSES FOR THE PERIOD/YEAR</b>	本期／年度總全面虧損	<b>(6,025,363)</b>	(4,275,221)
Attributable to:	下列各方應佔：		
Owners of the parent	母公司擁有人	<b>(6,024,917)</b>	(4,273,950)
Non-controlling interests	非控股權益	<b>(446)</b>	(1,271)
		<b>(6,025,363)</b>	(4,275,221)

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

As at 31 December 2023 於2023年12月31日

			31 December 2023 2023年12月31日	31 March 2023 2023年3月31日
	Notes 附註	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>NON-CURRENT ASSETS</b>				
Property, plant and equipment	14	543,607		716,799
Investment properties	15	45,988,804		53,430,054
Right-of-use assets	17	311,462		497,759
Properties under development	16	1,065,512		1,456,194
Interest in associates	18	3,961,055		1,471,483
Financial assets at fair value through profit or loss	19	3,724		5,668
Other long-term receivables	20	81,626		896,447
Deferred tax assets	31	4,049,240		3,490,049
Total non-current assets		56,005,030		61,964,453
<b>CURRENT ASSETS</b>				
Properties held for finance lease	21	145,637		126,888
Properties held for sale	21	40,502,022		45,628,055
Inventories	22	12,993		32,698
Trade receivables	23	712,725		977,068
Prepayments, other receivables and other assets	24	1,714,334		2,826,618
Amount due from a related party	27	138,666		143,541
Restricted cash	25	913,556		1,150,358
Cash and cash equivalents	25	230,088		1,374,716
Total current assets		44,370,021		52,259,942
<b>CURRENT LIABILITIES</b>				
Trade and other payables	26	6,893,983		7,253,709
Amounts due to associates	27	869,925		926,257
Amounts due to related parties	27	1,205,832		2,474,573
Contract liabilities	28	8,936,049		13,413,366
Interest-bearing bank and other borrowings	29	7,403,739		11,862,881
Senior notes	30	8,891,111		922,065
Financial liabilities at fair value through profit or loss	19	4,618		8,489
Tax payables		3,561,011		3,898,844
Total current liabilities		37,766,268		40,760,184
<b>NET CURRENT ASSETS</b>		6,603,753		11,499,758
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		62,608,783		73,464,211

## Consolidated Statement of Financial Position (Continued)

### 綜合財務狀況表(續)

As at 31 December 2023 於2023年12月31日

			31 December 2023 2023年12月31日	31 March 2023 2023年3月31日
	Notes 附註	HK\$'000 千港元	HK\$'000 千港元	
<b>NON-CURRENT LIABILITIES</b>				
		<b>非流動負債</b>		
Interest-bearing bank and other borrowings	29	計息銀行及其他借貸	13,892,041	9,416,275
Senior notes	30	優先票據	1,565,410	10,629,541
Other long-term payables	17(ii)	其他長期應付款項	–	15,828
Financial liabilities at fair value through profit or loss	19	透過損益以公平值列賬之金融負債	1,070,077	–
Deferred tax liabilities	31	遞延稅項負債	9,634,930	10,717,565
Total non-current liabilities		非流動負債總額	26,162,458	30,779,209
<b>Net assets</b>		<b>資產淨值</b>	36,446,325	42,685,002
<b>EQUITY</b>		<b>權益</b>		
Equity attributable to owners of the parent		母公司擁有人應佔權益		
Share capital	32	股本	9,131,812	9,131,812
Other reserves	34	其他儲備	27,300,002	33,538,233
Non-controlling interests		非控股權益	36,431,814	42,670,045
			14,511	14,957
<b>Total equity</b>		<b>權益總額</b>	36,446,325	42,685,002

CHENG CHUNG HING 鄭松興

Director 董事

QIN WENZHONG 覃文忠

Director 董事



# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

For the nine months ended 31 December 2023 截至2023年12月31日止九個月

		Attributable to owners of the parent 母公司擁有人應佔										
		Share capital	Statutory surplus reserve	Share option reserve	Exchange fluctuation reserve	Capital reserve	Revaluation reserve	Retained profits	Total	Non-controlling interests	Total equity	
		股本	法定盈餘儲備	購股權儲備	匯兌波動儲備	資本儲備	重估儲備	保留利潤	總計	非控股權益	權益總額	
Notes		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
附註		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
		Note (i) 附註(i)										
At 1 April 2022	於2022年4月1日	7,222,312	3,500,666	48,086	3,177,562	(250,537)	286,456	31,089,199	45,073,744	16,228	45,089,972	
Profit for the year	本年度利潤	-	-	-	-	-	-	699,984	699,984	(489)	699,495	
Other comprehensive loss for the year:	本年度其他全面虧損：											
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額	-	-	-	(4,973,934)	-	-	-	(4,973,934)	(782)	(4,974,716)	
Total comprehensive loss for the year	本年度總全面虧損	-	-	-	(4,973,934)	-	-	699,984	(4,273,950)	(1,271)	(4,275,221)	
Issuance of new shares	發行新股份	32	1,909,500	-	-	-	-	-	1,909,500	-	1,909,500	
Disposal of a subsidiary	處置附屬公司	35	-	-	(40,409)	-	-	-	(40,409)	-	(40,409)	
Transfer of share option reserve upon the forfeiture or lapse of share options	購股權沒收或失效而轉讓購股權儲備		-	-	(19,795)	-	-	19,795	-	-	-	
Equity-settled share option arrangements	以權益結算的購股權安排	33	-	-	1,160	-	-	-	1,160	-	1,160	
Transfer from retained profits	轉撥自保留利潤		-	69,998	-	-	-	(69,998)	-	-	-	
At 31 March 2023	於2023年3月31日	9,131,812	3,570,664*	29,451*	(1,836,781)*	(250,537)*	286,456*	31,738,980*	42,670,045	14,957	42,685,002	

## Consolidated Statement of Changes in Equity (Continued)

### 綜合權益變動表(續)

For the nine months ended 31 December 2023 截至2023年12月31日止九個月

		Attributable to owners of the parent 母公司擁有人應佔									
		Share capital	Statutory surplus reserve	Share option reserve	Exchange fluctuation reserve	Capital reserve	Revaluation reserve	Retained profits	Non-controlling interests	Total equity	
		股本	法定盈餘儲備	購股權儲備	匯兌波動儲備	資本儲備	重估儲備	保留利潤	非控股權益	權益總額	
Notes		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
附註		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
		Note (i) 附註(i)									
At 1 April 2023	於2023年4月1日	9,131,812	3,570,664	29,451	(1,836,781)	(250,537)	286,456	31,738,980	42,670,045	14,957	42,685,002
Loss for the period	本期虧損	-	-	-	-	-	-	(4,317,462)	(4,317,462)	(128)	(4,317,590)
Other comprehensive loss for the period:	本期其他全面虧損：										
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額	-	-	-	(1,707,455)	-	-	-	(1,707,455)	(318)	(1,707,773)
Total comprehensive loss for the period	本期總全面虧損	-	-	-	(1,707,455)	-	-	(4,317,462)	(6,024,917)	(446)	(6,025,363)
Disposal of subsidiaries	處置附屬公司	35	-	-	15,062	-	-	-	15,062	-	15,062
Transfer of share option reserve upon the forfeiture or lapse of share options	購股權沒收或失效而轉讓購股權儲備	-	-	(17,556)	-	-	-	17,556	-	-	-
Equity-settled share option arrangements	以權益結算的購股權安排	33	-	-	462	-	-	-	462	-	462
Final 2022/2023 dividend declared	已宣派2022/2023年末期股息	12	-	-	-	-	-	(228,838)	(228,838)	-	(228,838)
Transfer from retained profits	轉撥自保留利潤	-	39,057	-	-	-	-	(39,057)	-	-	-
At 31 December 2023	於2023年12月31日	9,131,812	3,609,721*	12,357*	(3,529,174)*	(250,537)*	286,456*	27,171,179*	36,431,814	14,511	36,446,325

\* These reserve accounts comprise the consolidated other reserves of HK\$27,300,002,000 (31 March 2023: HK\$33,538,233,000) in the consolidated statement of financial position.

\* 該等儲備賬包括綜合財務狀況表所載的綜合其他儲備27,300,002,000港元(2023年3月31日: 33,538,233,000港元)。

## Consolidated Statement of Changes in Equity (Continued)

### 綜合權益變動表(續)

For the nine months ended 31 December 2023 截至2023年12月31日止九個月

Note:

- (i) In accordance with the PRC Company Law, the Company's subsidiaries registered in the PRC are required to appropriate 10% of the annual statutory profit after tax (after offsetting any prior years' losses) to the statutory surplus reserve. When the balance of this reserve fund reaches 50% of the entity's registered capital, any further appropriation is optional. The statutory surplus reserve can be utilised to offset prior years' losses or to increase capital. However, the balance of the statutory surplus reserve must be maintained at a minimum of 25% of the registered capital after such usages.

附註：

- (i) 根據中國公司法，本公司於中國註冊的附屬公司須將年度法定稅後利潤(經抵銷任何過往年度虧損後)的10%撥入法定盈餘儲備。當儲備資金結餘達至實體註冊資本的50%時，可以選擇是否再次撥入資金。法定盈餘儲備可用於抵銷過往年度虧損或增加資本。然而，法定盈餘儲備於作出該等用途後的結餘必須最少維持於註冊資本的25%。

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

For the nine months ended 31 December 2023 截至2023年12月31日止九個月

		For the nine months ended 31 December 2023 截至2023年 12月31日 九個月 HK\$'000 千港元	For the year ended 31 March 2023 截至2023年 3月31日 止年度 HK\$'000 千港元
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>經營活動現金流量</b>		
Loss before tax from continuing operations	持續經營稅前虧損	(5,077,435)	(1,559,162)
Profit before tax from a discontinued operation	已終止經營業務的稅前利潤	-	2,607,342
Adjustments for:	調整：		
Finance costs	融資成本	633,667	778,991
Share of profits of associates	應佔聯營公司之利潤	(98,896)	(36,069)
Interest income	利息收入	(59,375)	(137,406)
Losses/(gains) on disposal of property, plant and equipment and right-of-use assets, net	處置物業、廠房及設備及使 用權資產之虧損/ (收益)·淨額	1,952	(23)
Gains on disposal of investment properties	處置投資物業之收益	(5,641)	-
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	67,254	123,828
Depreciation of right-of-use assets	使用權資產折舊	12,860	22,387
Changes in fair value of investment properties	投資物業公平值變動	2,317,419	(151,588)
Impairment of trade receivables	應收貿易賬款減值	41,556	21,431
Impairment of financial assets included in prepayments, other receivables and other assets and other long-term receivables	計入預付款項、其他應收款 項及其他資產及其他長期 應收款項之金融資產減值	756,490	217,372
Impairment of properties held for sale	持作銷售物業減值	660,810	517,103
(Reversal of)/impairment of inventories	存貨(沖回)/減值	(1,237)	2,892
Losses/(gains) on disposal of subsidiaries	處置附屬公司之虧損/ (收益)	118,351	(2,553,014)
Gains on modification of senior notes	優先票據之修正收益	(348,655)	-
Fair value losses/(gains) on financial assets/ liabilities at fair value through profit or loss, net	透過損益以公平值列賬之金 融資產/負債公平值之 虧損/(收益)·淨額	854,129	(7,045)
Losses on disposal of financial assets/liabilities at fair value through profit or loss, net	處置透過損益以公平值列賬 之金融資產/負債之虧 損·淨額	2,644	17,911
Equity-settled share option expense	以權益結算的購股權開支	462	1,160
		(123,645)	(133,890)
Change in properties held for finance lease and sale	持作融資租賃及銷售物業之變化	1,650,556	1,518,843
Change in inventories	存貨之變化	19,705	18,655
Change in other long-term receivables	其他長期應收款項之變化	-	(26,846)
Change in trade receivables	應收貿易賬款之變化	(15,838)	890,452
Change in amounts due to associates and related parties	應付聯營公司及關聯方款項之 變化	(43,633)	926,257
Change in prepayments, other receivables and other assets	預付款項、其他應收款項及其他 資產之變化	245,538	699,780
Change in contract liabilities	合約負債之變化	(1,734,214)	(2,130,199)
Change in restricted cash	受限制現金之變化	236,802	1,704,537
Change in trade and other payables	貿易及其他應付款項之變化	(366,043)	(1,878,412)
Cash (used in)/generated from operations	經營所(用)/得的現金	(130,772)	1,589,177
Taxes paid	已付稅項	(111,733)	(203,564)
Net cash flows (used in)/from operating activities	經營活動現金(流出)/流入淨額	(242,505)	1,385,613

## Consolidated Statement of Cash Flows (Continued)

### 綜合現金流量表(續)

For the nine months ended 31 December 2023 截至2023年12月31日止九個月

		Notes 附註	For the nine months ended 31 December 2023 截至2023年 12月31日止 九個月 HK\$'000 千港元	For the year ended 31 March 2023 截至2023年 3月31日 止年度 HK\$'000 千港元
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	<b>投資活動現金流量</b>			
Purchases of property, plant and equipment	購買物業、廠房及設備		(17,147)	(82,702)
Payment on disposal of financial liabilities at fair value through profit or loss	處置透過損益以公平值列賬之金融負債所支付款項		(2,644)	–
Proceeds from disposal of property, plant and equipment	處置物業、廠房及設備所得款項		5,720	863
Proceeds from land resumption	處置土地收儲所得款項		–	275,176
Change in amounts due to other related party	應付其他關聯方款項之變化		551,750	2,284,600
Net inflow on disposal of subsidiaries	處置附屬公司現金流入淨額	35	1,216,502	1,129,140
Proceeds from disposal of investment properties	處置投資物業所得款項		56,274	–
Additions to properties under development	發展中物業添置		(1,286,861)	(951,222)
Interest received	已收利息		3,518	58,530
Decrease in time deposits with maturity of more than three months	減少超過三個月到期的定期存款		–	271,260
Net cash flows from investing activities	投資活動現金流入淨額		527,112	2,985,645



## Consolidated Statement of Cash Flows (Continued)

### 綜合現金流量表(續)

For the nine months ended 31 December 2023 截至2023年12月31日止九個月

			For the nine months ended 31 December 2023 截至2023年 12月31日 九個月 HK\$'000 千港元	For the year ended 31 March 2023 截至2023年 3月31日 止年度 HK\$'000 千港元
		Notes 附註		
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>融資活動現金流量</b>			
Proceeds from issuance of new shares	發行新股所得款項	32	–	1,909,500
Payment of interest	利息付款		<b>(1,843,361)</b>	(3,303,214)
Repayment of senior notes	償還優先票據	30	<b>(925,470)</b>	(782,379)
Repayment of medium-term notes	償還中期票據		–	(738,071)
Repayment of domestic company bonds	償還境內公司債券		–	(1,616,435)
New bank and other borrowings	新借銀行及其他貸款		<b>7,252,660</b>	7,924,040
Repayment of bank and other borrowings	償還銀行及其他貸款		<b>(6,410,453)</b>	(7,726,224)
Changes in amount due to a related party	應付關聯方款項之變化		<b>464,524</b>	189,973
Principal portion of lease payments	支付租賃的本金部份	17	<b>(9,004)</b>	(14,891)
Dividends paid	分派股息		–	(242,757)
Net cash flows used in financing activities	融資活動現金流出淨額		<b>(1,471,104)</b>	(4,400,458)
<b>NET CHANGE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物淨額之 變化</b>		<b>(1,186,497)</b>	(29,200)
Cash and cash equivalents at the beginning of period/year	期/年初的現金及現金等 價物		<b>1,374,716</b>	1,554,913
Effect of foreign exchange rate changes, net	匯率變動影響淨額		<b>41,869</b>	(150,997)
<b>CASH AND CASH EQUIVALENTS AT THE END OF PERIOD/YEAR</b>	<b>期/年末的現金及現金等 價物</b>		<b>230,088</b>	1,374,716
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物結餘分析</b>			
Cash and cash equivalents	現金及現金等價物	25	<b>230,088</b>	1,374,716

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

31 December 2023 2023年12月31日

### 1. Corporate and Group Information

China South City Holdings Limited (the “Company”) is a limited liability company incorporated in Hong Kong. The registered office of the Company is located at Suites 3306–08, 33/F., Tower 5, The Gateway, 15 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong.

During the period, the Company and its subsidiaries (collectively referred to as the “Group”) were principally engaged in the development and operation of large-scale integrated logistics and trade centres, the development of residential and commercial ancillary facilities, property management and the provision of logistics and warehousing services, outlet operations and E-commerce services.

#### Information about subsidiaries

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

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及經營地點	Nominal value of issued ordinary/ registered share capital as at 31 December 2023 於2023年12月31日已發行 普通/註冊股本面值	Date of incorporation/ registration 註冊成立/註冊日期	Percentage of equity attributable to the Company 本公司 應佔權益百分比		Principal activities 主要業務
				Direct 直接 %	Indirect 間接 %	
China South International Industrial Materials City (Shenzhen) Company Limited (ii)(iv) (“China South International”) 華南國際工業原料城(深圳)有限公司(ii)(iv) (「華南國際」)	The People’s Republic of China (“PRC”)/ Chinese Mainland 中國/中國大陸	HK\$2,200,000,000 2,200,000,000港元	18 December 2002 18-12-2002	100	–	Development and operation of integrated logistics and trade centres 綜合商貿物流及商品交易中心開發及運營
Nanchang China South City Company Limited (i)(iv) (“CSC Nanchang”) 南昌華南城有限公司(i)(iv) (「南昌華南城」)	PRC/Chinese Mainland 中國/中國大陸	Renminbi (“RMB”) 1,100,000,000 人民幣1,100,000,000元	16 November 2007 16-11-2007	–	100	Development and operation of integrated logistics and trade centres 綜合商貿物流及商品交易中心開發及運營
Nanning China South City Company Limited (iii)(iv) (“CSC Nanning”) 南寧華南城有限公司(iii)(iv) (「南寧華南城」)	PRC/Chinese Mainland 中國/中國大陸	RMB1,000,000,000 人民幣1,000,000,000元	28 August 2009 28-08-2009	–	100	Development and operation of integrated logistics and trade centres 綜合商貿物流及商品交易中心開發及運營

### 1. 公司及本集團資料

華南城控股有限公司(「本公司」)在香港註冊成立為有限公司。本公司註冊辦事處位於香港九龍尖沙咀廣東道15號港威大廈第五座33樓3306–08室。

期內，本公司及其附屬公司(統稱「本集團」)主要從事發展及經營大型綜合物流及商品交易中心、開發商住配套設施、物業管理以及提供物流及倉儲服務、奧特萊斯運營及電子商貿服務。

#### 附屬公司資料

本公司的主要附屬公司詳情如下：

31 December 2023 2023年12月31日

## 1. Corporate and Group Information (Continued)

### Information about subsidiaries (Continued)

## 1. 公司及本集團資料(續)

### 附屬公司資料(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及經營地點	Nominal value of issued ordinary/ registered share capital as at 31 December 2023 於2023年12月31日已發行 普通/註冊股本面值	Date of incorporation/ registration 註冊成立/註冊日期	Percentage of equity attributable to the Company 本公司 應佔權益百分比		Principal activities 主要業務
				Direct 直接 %	Indirect 間接 %	
Harbin China South City Company Limited (iii) 哈爾濱華南城有限公司(iii)	PRC/Chinese Mainland 中國/中國大陸	RMB1,500,000,000 人民幣1,500,000,000元	9 January 2012 09-01-2012	–	100	Development and operation of integrated logistics and trade centres 綜合商貿物流及商品交易中心 開發及運營
Harbin Baolitong Market Development Management Company Limited (iii) 哈爾濱寶力通市場開發管理有限公司(iii)	PRC/Chinese Mainland 中國/中國大陸	RMB500,000,000 人民幣500,000,000元	22 December 2011 22-12-2011	–	100	Development and operation of integrated logistics and trade centres 綜合商貿物流及商品交易中心 開發及運營
Zhengzhou China South City Company Limited (iii)(iv) ("CSC Zhengzhou") 鄭州華南城有限公司(iii)(iv) (「鄭州華南城」)	PRC/Chinese Mainland 中國/中國大陸	RMB1,000,000,000 人民幣1,000,000,000元	17 May 2012 17-05-2012	–	100	Development and operation of integrated logistics and trade centres 綜合商貿物流及商品交易中心 開發及運營
Hefei China South City Company Limited (ii)(iv) ("CSC Hefei") 合肥華南城有限公司(ii)(iv) (「合肥華南城」)	PRC/Chinese Mainland 中國/中國大陸	RMB1,200,000,000 人民幣1,200,000,000元	25 December 2012 25-12-2012	–	100	Development and operation of integrated logistics and trade centres 綜合商貿物流及商品交易中心 開發及運營
Chongqing China South City Company Limited (ii)(iv) ("CSC Chongqing") 重慶華南城有限公司(ii)(iv) (「重慶華南城」)	PRC/Chinese Mainland 中國/中國大陸	RMB1,000,000,000 人民幣1,000,000,000元	27 December 2013 27-12-2013	–	100	Development and operation of integrated logistics and trade centres 綜合商貿物流及商品交易中心 開發及運營
Shenzhen Huasheng Commercial Development Company Limited (iii) 深圳華盛商業發展有限公司(iii)	PRC/Chinese Mainland 中國/中國大陸	RMB100,000,000 人民幣100,000,000元	19 November 2010 19-11-2010	–	100	Management of outlet operations 奧特萊斯商場運營管理
Shenzhen China South City Digital Technology Company Limited (ii) 深圳市華南城數字科技有限公司(ii)	PRC/Chinese Mainland 中國/中國大陸	RMB100,000,000 人民幣100,000,000元	19 April 2012 19-04-2012	–	100	Development, operation and management of an E-commerce platform 電子商貿平台開發、運營及 管理

## Notes to Financial Statements (Continued)

### 財務報表附註(續)

31 December 2023 2023年12月31日

#### 1. Corporate and Group Information (Continued) Information about subsidiaries (Continued)

#### 1. 公司及本集團資料(續) 附屬公司資料(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及經營地點	Nominal value of issued ordinary/ registered share capital as at 31 December 2023 於2023年12月31日已發行 普通/註冊股本面值	Date of incorporation/ registration 註冊成立/註冊日期	Percentage of equity attributable to the Company 本公司 應佔權益百分比		Principal activities 主要業務
				Direct 直接 %	Indirect 間接 %	
Shenzhen China South City Logistics Group Limited (ii) 深圳華南城物流集團有限公司(ii)	PRC/Chinese Mainland 中國/中國大陸	RMB10,000,000 人民幣10,000,000元	11 November 2021 11-11-2021	–	100	Provision of logistics services 提供物流服務
Shenzhen HOBA Home Furnishing Chain Store Company Limited (ii) 深圳市好百年家居連鎖股份有限公司(ii)	PRC/Chinese Mainland 中國/中國大陸	RMB480,000,000 人民幣480,000,000元	12 October 2001 12-10-2001	–	98.3411	Furnishing market operation 家居廣場運營
Shenzhen China South City Commerce Group Limited (ii) 深圳市華南城商業集團有限公司(ii)	PRC/Chinese Mainland 中國/中國大陸	RMB100,000,000 人民幣100,000,000元	20 December 2018 20-12-2018	–	100	Provision of commercial management services 提供商業管理服務
China South City Management Company Limited 華南城管理有限公司	Hong Kong 香港	HK\$1 1港元	9 November 2007 09-11-2007	–	100	Provision of management services 提供管理服務
China South City Group Company Limited (iii) 華南城集團有限公司(iii)	PRC/Chinese Mainland 中國/中國大陸	RMB300,000,000 人民幣300,000,000元	20 July 2004 20-07-2004	–	100	Investment holding 投資控股
Chongqing Zhenzhong Real Estate Development Company Limited (iii) 重慶振中房地產開發有限公司(iii)	PRC/Chinese Mainland 中國/中國大陸	RMB50,000,000 人民幣50,000,000元	24 May 2016 24-05-2016	–	100	Development and operation of residential and commercial ancillary 商住配套設施開發及運營

31 December 2023 2023年12月31日

## 1. Corporate and Group Information (Continued) Information about subsidiaries (Continued)

Notes:

- (i) Sino-foreign equity joint ventures under PRC law.
- (ii) Wholly-foreign-owned enterprises under PRC law.
- (iii) Limited companies under PRC law.
- (iv) Pursuant to certain project and land related contracts signed by the subsidiaries of the Group and the local governments, as well as pursuant to the requirements of the local governments and the local authorities related to the relevant public tender, auction and listing, some parcels of the land acquired have sales restrictions on properties built on them. The saleable area of the trade centres of China South International is limited to 30% of the total buildable gross floor area ("GFA") of the properties built on the relevant parcels of land. The saleable area of the trade centres and logistics facilities built on the parcels of land acquired by CSC Nanchang and CSC Nanning in 2010 is limited to 60% of the relevant total buildable GFA. The saleable area of trade centres or commercial properties built by CSC Hefei and CSC Chongqing is limited to 50% of their relevant total buildable GFA. The saleable areas of trade centres or commercial properties of phase I and future phases of CSC Zhengzhou are limited to 60% and 50%, respectively, of the relevant total buildable GFA. Except for the restrictions mentioned herein, there is no sales restriction on the parcels of land acquired by the Group.

The above table lists the subsidiaries of the Company which, in the opinion of the directors of the Company (the "Directors"), principally affected the results for the period 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.

## 1. 公司及本集團資料(續) 附屬公司資料(續)

附註：

- (i) 中國法律下的中外合資經營公司。
- (ii) 中國法律下的外商獨資企業。
- (iii) 中國法律下的有限公司。
- (iv) 根據本集團附屬公司與當地政府簽訂的若干項目及土地相關合同，以及根據當地政府或招拍掛相關部門的文件要求，部分項目所建物業存在銷售限制，包括華南國際相關地塊上的交易中心的可銷售面積限於總可建建築面積的30%；南昌華南城和南寧華南城於2010年取得的若干土地，其上建設的交易中心及倉儲設施的可銷售面積限於該等物業總可建建築面積的60%；合肥華南城及重慶華南城建設的交易中心或商業物業的可銷售面積限於該等物業總可建建築面積的50%；鄭州華南城建設的一期及以後各期的交易中心或商業物業的可銷售面積分別限於該等物業總可建建築面積的60%及50%。除上述情況之外，本集團的土地並沒有銷售限制。

上表所列乃本公司的董事認為對本期業績有重大影響或構成本集團資產淨值主要部分之本公司附屬公司。董事認為提供其他附屬公司之詳情將過於冗長。



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## 2.1 Basis of Preparation

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

### Going concern basis

The Group recorded net loss of HK\$4,318 million for the nine months ended 31 December 2023, and as at 31 December 2023, the Group’s current portion of interest-bearing debts amounted to HK\$16,295 million, while its cash and cash equivalents amounted to HK\$230 million. Subsequent to the year end date and up to 28 March 2024, the principal or interest payment relating to an aggregate amount of HK\$21,696 million interest-bearing debts had not been repaid according to their scheduled repayment date (the “Defaulted Borrowings”), triggering an aggregate amount of HK\$9,260 million of interest-bearing debts (the “Cross Defaulted Borrowings”) to become repayable on demand.

The above conditions indicate the existence of material uncertainties which cast significant doubt over the Group’s ability to continue as a going concern. In view of such circumstances, the directors of the Company have undertaken a number of plans and measures to improve the Group’s liquidity and financial position, including:

- (i) The Group is liaising with financial advisers to assist it with a restructuring of its Defaulted and Cross Defaulted Borrowings, in order to reach a consensual solution with all the lenders as soon as practical.

## 2.1 編製基準

該等財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)(當中包括所有香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)及香港公司條例之規定而編製，並按歷史成本法編製，惟投資物業及透過損益以公平值列賬之金融資產按公平值計量則除外。除另有說明外，此等財務報表以港元呈列，所有數值均已四捨五入至最接近千位數。

### 持續經營基礎

截至2023年12月31日止九個月，本集團錄得淨虧損43.18億港元。於2023年12月31日，本集團的計息負債即期部分總額為162.95億港元，而其現金及現金等價物為2.30億港元。年終日期隨後的截至2024年3月28日，有關216.96億港元有息負債之應付本金或利息未依規定在預定還款日期償還(「違約借款」)，觸發有息負債總額為92.60億港元(「交叉違約借款」)須於要求時償還。

上述情況顯示存在重大不確定因素，對本集團持續經營的能力構成重大疑問。鑒於該等情況，本公司董事已採取多項計劃及措施改善本集團的流動資金及財務狀況，包括：

- (i) 本集團正在聯絡財務顧問，協助其重組違約與交叉違約借款，以在實際可行情況下儘快與所有貸款人達成一致的解決方案。

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## 2.1 Basis of Preparation (Continued)

### Going concern basis (Continued)

- (ii) The Group is negotiating with its existing lenders of interest-bearing bank and other borrowings in order to reach agreements with them for not taking actions against the Group to exercise their right to demand immediate payment of the principals and interests of these borrowings;
- (iii) The Group is actively identifying targeted buyers for the disposal of the Group's equity interest in certain property projects to raise the level of liquid funds;
- (iv) The Group will continue to implement measures to accelerate the pre-sales and sales of its properties under development and completed properties, and to speed up the collection of outstanding sales proceeds and other receivables; and
- (v) The Group will continue to take active measures to control administrative costs and maintain containment of capital expenditures.

The board of directors have reviewed the Group's cash flow projections prepared by management, which cover a period of not less than twelve months from 31 December 2023. They are of the opinion that, taking into account the above-mentioned plans and measures, the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within twelve months from 31 December 2023. Accordingly, the directors are satisfied that it is appropriate to prepare the consolidated financial statements on a going concern basis.

## 2.1 編製基準(續)

### 持續經營基礎(續)

- (ii) 本集團正在與現有的計息銀行和其他借款貸款人進行談判，以便與他們達成協議，不對本集團採取行動以行使其權利要求立即支付該等借款的本金及利息。
- (iii) 本集團正在物色潛在買家，就出售本集團若干物業項目的權益以提高流動資金水平。
- (iv) 本集團繼續採取措施，加快在建物業及已竣工物業的預售及銷售，並加速收回未收回的銷售款及其他應收款；及
- (v) 同時本集團繼續採取積極措施控制行政成本並維持資本支出的控制。

董事已審閱管理層編製的本集團現金流量估計，涵蓋自2023年12月31日起不少於十二個月之期間。彼等認為，經考慮合適的計劃及措施，本集團將有足夠營運資金為其業務提供資金，並履行其於2023年12月31日起十二個月內到期的財務承擔。因此，董事認為，按持續經營基礎編製綜合財務報表實屬適當。

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## 2.1 Basis of Preparation (Continued)

### Going concern basis (Continued)

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

- (i) successful and timely debt restructuring with the lenders of the Group's Defaulted Borrowings;
- (ii) successfully negotiating with the Group's existing lenders of Defaulted and Cross Defaulted Borrowings and reaching agreements with them for not taking any actions against the Group to exercise their right to demand immediate payment of the principals and interest of these borrowings;
- (iii) successfully and timely implementation of the plans to dispose of certain of the Group's equity interests in certain property projects to raise the level of liquid funds;
- (iv) timely implementation of the plans to accelerate the pre-sales and sales of its properties under development and completed properties, and to speed up the collection of outstanding sales proceeds and other receivables; and
- (v) successfully execution of active measures to control administrative costs and maintain containment of capital expenditures.

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

## 2.1 編製基準(續)

### 持續經營基礎(續)

儘管如此，本集團能否實現上述計劃及措施仍存在重大不確定性。本集團能否持續經營將取決於下列因素：

- (i) 成功及時與貸款人就本集團違約借款進行債務重組；
- (ii) 成功與本集團現有的違約及交叉違約貸款人談判並達成協議，不對本集團採取任何行動以行使其要求立即支付該等借款本金及利息的權利；
- (iii) 成功並及時地實施出售本集團於部份房地產項目中的部分資產權益以提高流動資金水平的計劃。
- (iv) 及時落實加快在建物業及已竣工物業的預售及銷售的計劃，並加快收回未收回的銷售款及其他應收款；及
- (v) 成功執行積極措施控制行政成本並維持資本支出的控制。

倘本集團未能實現上述計劃及措施並持續經營，則須作出調整，將本集團資產的賬面值撇減至其可收回金額，以撥備可能產生的任何進一步負債，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。該等調整的影響並未於該等綜合財務報表中反映。

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## 2.1 Basis of Preparation (Continued)

### Change of financial year end date

Pursuant to a resolution of the Board dated 30 November 2023, the financial year end date of the Company has been changed from 31 March to 31 December commencing from the financial period ended 31 December 2023 in order to align the financial year end date with that of the principal operating subsidiaries of the Company, which are statutorily required to fix their financial year end date at 31 December in the Chinese Mainland. Accordingly, the accompanying consolidated financial statements for the current financial period covers a period of nine months from 1 April 2023 to 31 December 2023. The corresponding comparative figures presented for the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity, consolidated statement of cash flows and related notes cover the audited figures of the financial year from 1 April 2022 to 31 March 2023 and therefore are not comparable with those shown for the current period.

### Basis of consolidation

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

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;

## 2.1 編製基準(續)

### 更改財政年度結算日

根據董事會於2023年11月30日通過的決議，本公司的財政年度結算日自2023年12月31日的財政期間開始已從3月31日更改為12月31日，以使財政年度結算日與本公司主要經營附屬公司的財政年期結算日一致，法律要求此中國附屬公司其財政年度結算日定為12月31日。因此，所附本財政期間合併財務報表涵蓋2023年4月1日至2023年12月31日的九個月期間。合併損益表和其他綜合損益表、合併權益變動表、合併現金流量表和相關附註所列的相應比較數字涵蓋2022年4月1日至2023年3月31日財政年度的經審計數字，因此與本期顯示的數字不可比較。

### 綜合基準

合併財務報表包括本集團截至2023年12月31日止九個月的財務報表。附屬公司為本公司直接或間接控制的實體(包括結構性實體)。當本集團承受或享有參與投資對象業務所得的可變回報，且能透過對投資對象的權力(即賦予本集團現有能力主導投資對象相關活動的既存權利)影響該等回報時，即取得控制權。

一般假設中，多數投票權會產生控制權。

倘本公司擁有少於投資對象大多數的投票或類似權利，則本集團於評估其是否擁有對投資對象的權力時，會考慮一切相關事實及情況，包括：

- (a) 與投資對象其他投票持有人的合約安排；

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## 2.1 Basis of Preparation (Continued)

### Basis of consolidation (Continued)

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

## 2.1 編製基準(續)

### 綜合基準(續)

- (b) 其他合約安排所產生的權利；及
- (c) 本集團的投票權及潛在投票權。

附屬公司的財務報表乃就與本公司相同的報告期間採納一致的會計政策編製。附屬公司的業績由本集團取得控制權當日起綜合計算，並會繼續綜合，直至該等控制權終止。

即使會導致非控股權益出現虧蝕結餘，損益及其他全面收入的各個組成部分仍會歸屬於本集團母公司擁有人及非控股權益。

所有集團內公司間資產及負債、權益、收入、開支以及與本集團成員公司間交易有關的現金流，將於綜合時悉數對銷。

倘事實或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其是否仍控制該投資對象。於附屬公司擁有權益的變動(並無喪失控制權)於入賬時列作權益交易。

倘本集團失去附屬公司的控制權，則會終止確認(i)該附屬公司的資產(包括商譽)及負債；(ii)任何非控股權益的賬面值；及(iii)計入權益的累計匯兌差額；並確認(i)已收代價的公平值；(ii)任何獲保留投資的公平值；及(iii)其因而產生計入損益的盈餘或虧蝕。先前已於其他全面收入確認的本集團應佔部分，乃按照本集團直接出售相關資產及負債時所規定的相同基準，在適當的情況下重新分類至損益或保留利潤。



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## 2.2 Changes in Accounting Policies and Disclosures

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

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

The nature and the impact of the new and revised HKFRSs are described below:

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

## 2.2 會計政策的變更及披露

本集團已就本期之財務報表首次採納以下經修訂香港財務報告準則。

香港財務報告準則第17號	<i>保險合約</i>
香港會計準則第1號及香港財務報告準則實務報告第2號(修訂)	<i>會計政策披露</i>
香港會計準則第8號(修訂)	<i>會計估計之定義</i>
香港會計準則第12號(修訂)	<i>與單一交易產生之資產及負債相關之遞延稅項</i>
香港會計準則第12號(修訂)	<i>國際稅務改革 – 第二支柱示範規則</i>

下文列出經新及修訂香港財務報告準則的性質和影響：

- (a) 香港會計準則第1號(修訂)要求實體披露其重大會計政策資料，而非其主要會計政策。倘將會計政策資料與實體財務報表中所載的其他資料一併考慮時，可合理預期會影響一般財務報表主要使用者根據該等財務報表作出的決定，則該會計政策資料屬重大。香港財務報告準則實務公告第2號(修訂)作出重大性判斷為如何將重大性的概念應用於會計政策披露提供了非強制性指引。本集團已在財務報表附註2中披露了重要會計政策資訊。該修訂並未對本集團財務報表之任何項目的計量、確認或呈列方式產生任何影響。
- (b) 香港會計準則第8號(修訂)澄清了會計估計變更與會計政策變更之間的區別。會計估計被定義為財務報表中存在計量不確定性的貨幣金額。該等修訂亦澄清了實體如何使用計量技術及輸入值制定會計估計。由於本集團的會計方針及政策符合該修訂，故該修訂並無對本集團的財務報表產生影響。

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**2.2 Changes in Accounting Policies and Disclosures**

(Continued)

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

Upon the application of the amendments, the Group has determined the temporary differences arising from right-of-use assets and lease liabilities separately. However, they did not have any material impact on the overall deferred tax balances presented in the consolidated statement of financial position as the related deferred tax balances qualified for offsetting under HKAS 12.

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

**2.2 會計政策的變更及披露(續)**

- (c) 香港會計準則第12號修訂與單一交易產生之資產及負債有關之遞延稅項縮小了香港會計準則第12號初始確認例外情況的範圍，使其不再適用於產生相等應課稅及可扣減暫時性差異的交易，如租賃及退役責任。因此，實體必須就該等交易產生的暫時性差異確認遞延稅款資產(假設有足夠的應納稅利潤)及遞延稅款負債。

在應用修訂後，本集團分別確定使用權資產和租賃負債所產生的暫時性差異。然而，由於相關遞延稅項結餘符合香港會計準則第12號規定的抵銷資格，因此對綜合財務狀況表中呈列的整體遞延稅項結餘並無任何重大影響。

- (d) 香港會計準則第12號之修訂國際稅務改革—第二支柱示範規則對執行由經濟合作與發展組織發佈的第二支柱範本規則而產生的遞延稅項的確認和披露引進了一項強制性臨時豁免。該等修訂還對受影響的實體引進了披露要求以協助財務報表的使用者更加了解實體在第二支柱所得稅的風險，包括於第二支柱立法生效期間單獨披露第二支柱所得稅相關的當前稅項，以及於立法制定或實質上制定但尚未生效期間披露其第二支柱所得稅風險的已知或可合理估計的資料。本集團已追溯應用該等修訂。由於本集團不屬於第二支柱示範規則的範圍，因此修訂不會對本集團產生任何影響。

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### 2.3 Issued But Not Yet Effective Hong Kong Financial Reporting Standards

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

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

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

### 2.3 已頒佈但尚未生效之香港財務報告準則

本集團並無於該等財務報表應用下列已頒佈但尚未生效之新訂及經修訂香港財務報告準則：

香港財務報告準則第10號及香港會計準則第28號(修訂)	<i>投資者與其聯營公司或合營企業之間的資產出售或注資</i> <sup>3</sup>
香港財務報告準則第16號(修訂)	<i>售後租回的租賃負債</i> <sup>1</sup>
香港會計準則第1號(修訂)	<i>負債分類為流動或非流動(「2020年(修訂)」)</i> <sup>1, 4</sup>
香港會計準則第1號(修訂)	<i>附帶契約的非流動負債(「2022年(修訂)」)</i> <sup>1, 4</sup>
香港會計準則第7號及香港財務報告準則第7號(修訂)	<i>供應商融資安排</i> <sup>1</sup>
香港會計準則第21號(修訂)	<i>缺乏可兌換性</i> <sup>2</sup>

<sup>1</sup> 於2024年1月1日或之後開始之年度期間生效

<sup>2</sup> 於2025年1月1日或之後開始之年度期間生效

<sup>3</sup> 尚未釐定強制生效日期但可供採納

<sup>4</sup> 由於2020年修訂及2022年修訂，香港詮釋第5號財務報表的呈報－借款人對載有按要求償還條款的定期貸款的分類已進行修訂，以使相應措詞保持一致而結論不變

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### 2.3 Issued But Not Yet Effective Hong Kong Financial Reporting Standards (Continued)

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

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

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

### 2.3 已頒佈但尚未生效之香港財務報告準則(續)

預期將適用於本集團之香港財務報告準則之進一步資料載述如下：

香港財務報告準則第10號及香港會計準則第28號(修訂)針對香港財務報告準則第10號及香港會計準則第28號的規定於處理投資者與其聯營公司或合營企業之間的資產出售或注資時的不一致性。該等修訂規定投資者與其聯營公司或合營企業之間的資產出售或注資構成一項業務時，須確認由於於下游交易導致全數確認收益或虧損。至於涉及不構成業務的資產交易，交易所產生收益或虧損於投資者的損益中確認，惟僅以非關連投資者於該聯營公司或合營企業的權益為限。該等修訂將按未來適用法應用。香港會計師公會取消香港財務報告準則第10號及香港會計準則第28號(修訂)的先前強制生效日期。然而，該等修訂現時可供採納。

香港財務報告準則第16號修訂訂明賣方承租人於計量售後租回交易中產生的租賃負債時所採用的規定，以確保賣方承租人不確認與其保留的使用權有關的任何損益金額。該等修訂於2024年1月1日或之後開始的年度期間生效，並將追溯應用於香港財務報告準則第16號首次應用日期(即2019年1月1日)之後簽訂的售後租回交易。允許提早應用。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。

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### 2.3 Issued But Not Yet Effective Hong Kong Financial Reporting Standards (Continued)

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

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

### 2.3 已頒佈但尚未生效之香港財務報告準則(續)

2020年修訂澄清將負債分類為流動或非流動的要求，包括推遲結算權的涵義，以及推遲結算權必須在報告期結束時存在。負債的分類不受實體行使推遲結算權的可能性的影響。修訂還澄清負債可以以其自己的權益工具結算，並且只有在可轉換負債中的轉換期權本身被作為權益工具核算的情況下，負債的條款才不會影響其分類。2022年修訂進一步澄清在貸款安排產生的負債契約中，只有實體必須在報告日期或之前遵守的契約影響該負債的流動或非流動分類。對於實體在報告期後12個月內遵守未來契約的非流動負債，需要進行額外披露。修訂應追溯應用，允許提前應用。提前應用2020年修訂的實體需要同時應用2022年修訂，反之亦然。本集團目前正在評估修訂的影響以及現有貸款協議是否可能需要修訂。根據初步評估，預計修訂不會對本集團的財務報表產生任何重大影響。

香港會計準則第7號及香港財務報告準則第7條修訂澄清供應商融資安排的特徵，並要求對此類安排進行額外披露。澄清中的披露要求旨在幫助財務報表用戶了解供應商融資安排對實體負債、現金流和流動性風險敞口的影響。允許提前適用修訂。修訂在比較信息、年度報告期初的定量信息和臨時披露方面提供了某些過渡性緩解。預計該等修訂不會對本集團的財務報表產生任何重大影響。



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### 2.3 Issued But Not Yet Effective Hong Kong Financial Reporting Standards (Continued)

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

### 2.4 Summary of Significant Accounting Policies Investments in associates

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

The Group's investments in associates 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.

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

### 2.3 已頒佈但尚未生效之香港財務報告準則(續)

香港會計準則第21號修訂規定了實體應如何評估一種貨幣是否可兌換為另一種貨幣，以及在缺乏可兌換性的情況下，應當如何估計計量日的即期匯率。該修訂要求披露信息，以使財務報表使用者能夠理解一種貨幣不可兌換的影響。允許提前適用。在適用該等修訂時，主體不得重述比較信息。初始適用該修訂的任何累積影響應確認為初始應用日留存收益期初餘額或權益中單獨組成部分累計折算差額的調整(如適用)。預計該等修訂不會對本集團的財務報表產生任何重大影響。

### 2.4 重大會計政策概要 於聯營公司的投資

聯營公司為本集團一般擁有不少於20%股本投票權的長期權益，並能對其發揮重大影響力的實體。重大影響力為參與投資對象財政及經營政策決策的權力，但並非控制或共同控制該等政策。

本集團於聯營公司的投資乃按以權益會計法計算之本集團應佔資產淨值減任何減值虧損於綜合財務狀況表內列賬。

本集團應佔聯營公司收購後業績和其他全面收入分別計入綜合損益表及綜合其他全面收益內。此外，倘直接於聯營公司的權益確認變動，則本集團會於綜合權益變動表確認其應佔的任何變動(如適用)。本集團與其聯營公司進行交易而出現的未實現利益及虧損會互相抵銷，金額以本集團於聯營公司的投資為限，但如果未實現虧損證明所轉讓資產發生減值則除外。收購聯營公司產生的商譽計入本集團於聯營公司的投資的一部分。

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## 2.4 Summary of Significant Accounting Policies

(Continued)

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

When an investment in an associate is classified as held for sale, it is accounted for in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*.

### Business combinations and goodwill

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

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

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

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

## 2.4 重大會計政策概要(續)

倘於聯營公司的投資變為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，對聯營公司失去重大影響力，本集團按其公平值計量及確認任何保留投資。於失去重大影響力後聯營公司的賬面值與保留投資及來自處置所得款項之公平值之間的差額於損益內確認。

當聯營公司的投資被視為持作銷售，將會以香港財務報告準則第5號持作待售之非流動資產及非持續業務計量。

### 業務併購及商譽

業務併購乃使用收購法入賬。所轉讓之代價乃以收購日期之公平值計量，該公平值為本集團所轉讓之資產於收購日期之公平值、本集團自被收購方之前年度擁有人承擔之負債，及本集團發行以換取被收購方控制權之股權之總和。就各業務合併而言，本集團選擇以公平值或被收購方可識別資產淨值之應佔比例，計算於被收購方中現時屬擁有權益並賦予其持有人權利可於清盤時按比例分佔資產淨值之非控股權益。非控股權益之所有其他部分按公平值計量。有關收購成本於產生時支銷。

當所收購的一組活動及資產包括一項資源投入及一項實質過程，而兩者對創造產出的能力有重大貢獻，本集團認為其已收購一項業務。

當本集團收購一項業務時，會根據合約條款、於收購日期之經濟環境及相關條件，評估將承接之金融資產及負債，以作出適合之分類及指定用途。此包括將被收購方主合約中之嵌入式衍生工具分開計算。

倘業務併購分階段進行，先前持有股權應按收購日期公平值計入損益表重新計量及任何產生之收益或虧損確認於損益。

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## 2.4 Summary of Significant Accounting Policies

(Continued)

### Business combinations and goodwill (Continued)

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

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

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

## 2.4 重大會計政策概要(續)

### 業務併購及商譽(續)

由收購方將予轉讓的任何或然代價將按收購日期的公平值確認。分類為資產或負債之或然代價按公平值計量，而公平值變動於損益確認。倘或然代價歸類為權益毋須重新計量，其日後結算於權益列賬。

商譽起初按成本計量，即已轉讓代價、已確認非控股權益及本集團先前持有的被收購方股權之公平值之總和，超逾與所收購可識別資產淨值及所承擔負債的差額。倘此代價及其他項目的總和低於所收購資產淨值的公平值，於重新評估後其差額將於損益表內確認為議價購買收益。

於初始確認後，商譽按成本減任何累計減值虧損計量。商譽須每年作減值測試，倘有事件發生或情況改變顯示賬面值有可能減值，則會更頻密地進行檢討。本集團於12月31日進行商譽的年度減值測試。為進行減值測試，因業務合併而購入的商譽自購入之日被分配至預期可從合併產生的協同效益中獲益的本集團各個現金產生單位或現金產生單位組別，而無論本集團其他資產或負債是否已分配予該等單位或單位組別。

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## 2.4 Summary of Significant Accounting Policies

(Continued)

### Business combinations and goodwill (Continued)

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

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

### Fair value measurement

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

## 2.4 重大會計政策概要(續)

### 業務併購及商譽(續)

減值乃通過評估與商譽相關之現金產生單位(或現金產生單位組別)之可收回金額釐定。倘現金產生單位(或現金產生單位組別)之可收回金額低於賬面值時，減值虧損則予以確認。已就商譽確認之減值虧損不得於其後期間撥回。

倘商譽被分配為現金產生單位(或現金產生單位組別)之一部分，而該單位內部分業務被出售，則出售業務相關商譽於釐定出售業務收益或虧損時列入業務之賬面值。在這些情況下處置之商譽根據已出售業務及所保留現金產生單位部分之相對價值計算。

### 公平值計量

本集團於各報告期末按公平值計量其投資物業及透過損益以公平值列賬之金融資產／負債。公平值為市場參與者於計量日期在有序交易中出售資產所收取的價格或轉讓負債所支付的價格。公平值計量乃假設出售資產或轉讓負債的交易於資產或負債主要市場或(在無主要市場情況下)最具優勢市場進行而作出。主要或最具優勢市場須為本集團可進入之市場。資產或負債的公平值乃基於市場參與者於資產或負債定價所用的假設計量(即假設市場參與者會以最佳經濟利益行事)。

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## 2.4 Summary of Significant Accounting Policies

(Continued)

### Fair value measurement (Continued)

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

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

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized 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 categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

## 2.4 重大會計政策概要(續)

### 公平值計量(續)

非金融資產的公平值計量須計及市場參與者透過最大限度使用該資產達致最佳用途，或將該資產出售予將最大限度使用該資產達致最佳用途的其他市場參與者以產生經濟利益的能力。

本集團採納適用於不同情況且具備充分數據以供計量公平值的估值方法，以盡量使用相關可觀察元素及盡量減少使用不可觀察元素。

所有於財務報表計量或披露公平值的資產及負債乃基於對公平值計量整體而言屬重大的最低層輸入數據按以下公平值層級分類：

- 第一級 – 基於相同資產或負債於活躍市場的報價(未經調整)
- 第二級 – 按估值技術計量，而對公平值計量而言屬重大的最低層元素可直接或間接觀察得出
- 第三級 – 按估值技術計量，而對公平值計量而言屬重大的最低層元素不可觀察得出

就按經常性基準於財務報表確認的資產及負債而言，本集團透過於各報告期末重新評估分類(基於對公平值計量整體而言屬重大的最低層元素)確定是否發生不同層級轉移。



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## 2.4 Summary of Significant Accounting Policies

(Continued)

### Impairment of non-financial assets

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

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

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

## 2.4 重大會計政策概要(續)

### 非金融資產減值

倘有跡象顯示減值存在，或當必須為資產(存貨、遞延稅項、金融資產及投資物業除外)作出年度減值測試時，則會估計資產的可收回金額。資產的可收回金額為資產或現金產生單位的使用價值與其公平值減處置成本兩者的較高者，並就個別資產而釐定，惟不可產生大體上獨立於其他資產或資產組別的現金流入的資產則除外，在此情況下，可收回金額就資產所屬的現金產生單位而釐定。就減值對現金產生單位進行測試時，公司資產賬面值的一部分(例如總部大樓)於可按合理一致基準分配時分配至個別現金產生單位，否則會分配至現金產生單位最小組別。

僅於資產的賬面值超逾其可收回金額時，減值虧損方予確認。評估使用價值時，估計日後現金流量乃使用可反映金額時間值的現行市場評估及該資產特有的風險的稅前折現率折現至現值。減值虧損於其產生期間自收益表與該減值資產功能一致的該等費用類別內扣除。

於各申報日期結束時均評估是否有任何跡象顯示於過往確認的減值虧損可能不再存在或可能已經減少。如該等跡象存在，則會估計可收回金額。僅於用作釐定資產的可收回金額的估計出現變動時，資產(商譽除外)過往確認的減值虧損方可撥回；惟撥回金額不得高於(倘該資產於過往年度未有確認減值虧損)將可釐定的賬面值(扣除任何折舊／攤銷)。有關減值虧損的撥回於產生期間計入損益表，但如該資產按重估金額列賬，則減值損失撥回會根據該重估資產的有關會計政策列賬。

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**2.4 Summary of Significant 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 重大會計政策概要(續)****關聯人士**

有關人士在下列情況下被視為與本集團有關聯：

- (a) 該人士為一名人士或該人士之近親，而該人士：
  - (i) 控制或共同控制本集團；
  - (ii) 對本集團有重大影響力；或
  - (iii) 為本集團或本集團母公司的其中一名主要管理層成員；

或

- (b) 該人士為符合下列任何一項條件之實體：
  - (i) 該實體與本集團屬同一集團之成員公司；
  - (ii) 該實體為另一家實體之聯營公司或合營企業(或另一家實體之母公司、附屬公司或同系附屬公司)；
  - (iii) 該實體與本集團均為同一第三方之合營企業；
  - (iv) 該實體為第三方實體之合營企業，而另一家實體則為該第三方實體的聯營公司；
  - (v) 該實體為就本集團或與本集團有關連之實體之僱員之利益而設之離職後福利計劃；
  - (vi) 該實體受(a)項所識別之人士控制或共同控制；
  - (vii) 於(a)(i)項所識別之人士對該實體有重大影響力或屬該實體(或該實體之母公司)之主要管理層成員之一；及
  - (viii) 實體或實體作為集團任何成員公司其中一部分向本集團或本集團的母公司提供主要管理人員服務。

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**2.4 Summary of Significant Accounting Policies**

(Continued)

**Property, plant and equipment and depreciation**

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

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

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

Buildings	3% to 9%
Furniture, fixtures and equipment	9% to 30%
Motor vehicles	9% to 30%

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 the statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

**2.4 重大會計政策概要(續)****物業、廠房和設備及折舊**

物業、廠房及設備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使其投入現時運作狀況及將其運往擬定用途地點的任何直接應佔成本。

物業、廠房及設備項目投入使用後所產生的開支，如維修保養費用，通常於產生期間在收益表扣除。在符合確認條件的情況下，大的檢修開支於資產賬面值資本化，作為置換。倘大部分物業、廠房及設備須定期置換，本集團確認該等部分為具備特定可使用年期及據此折舊之個別資產。

折舊乃以直線法於估計可使用年期撇銷各物業、廠房及設備項目的成本至其剩餘價值計算。就此而言使用的主要年率如下：

樓宇	3%至9%
傢俬、裝置及設備	9%至30%
汽車	9%至30%

倘物業、廠房及設備項目的部分有不同的可使用年期，則該項目的成本以合理基準在該等部分之間分配，而各部分將會分開折舊。至少於各財政年結日檢討剩餘價值、可使用年期及折舊方法，並在適當情況下調整。

物業、廠房及設備項目包括初步確認之任何重大部分於處置或預期不會從使用或處置有關項目而取得未來經濟利益時終止確認。於終止確認資產的年度內在損益表確認的任何處置或報廢該等項目的盈虧乃指銷售所得款項淨額與有關資產賬面值的差額。

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## 2.4 Summary of Significant Accounting Policies

(Continued)

### Investment properties

Investment properties are interests in land and buildings (including right-of-use asset) held to earn rental income and/or for capital appreciation. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

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

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

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. For a transfer from inventories to investment properties, any difference between the fair value of the property at that date and its previous carrying amount is recognised in the statement of profit or loss.

### Properties under development

Properties under development are stated at the lower of cost and net realisable value. Cost comprises the land costs, construction costs, capitalised borrowing costs and other costs directly attributed to such properties during the period of construction.

Properties under development are initially classified as non-current assets and transferred to current assets under the category of properties held for sale when the construction of the relevant properties commences and the construction period of the relevant property development project is expected to complete within the normal operating cycle.

## 2.4 重大會計政策概要(續)

### 投資物業

投資物業為持作賺取租金收入及／或用作資本增值的於土地及樓宇的權益(包括使用權資產)。該等物業初步以成本(包括交易成本)計量。於初步確認後，投資物業乃按反映報告期間結束時的市場狀況的公平值列賬。

投資物業公平值變動產生的盈虧，會於產生年度計入損益表。

報廢或處置投資物業產生的任何盈虧，會於報廢或處置的年度在損益表確認。

就投資物業轉撥至業主自用物業或存貨而言，物業日後視作會計處理的成本為用途變更當日的公平值。就將存貨轉為投資物業而言，物業在該日的公平值與其先前賬面值之間的差額於損益表確認。

### 發展中物業

發展中物業按成本值及可變現淨值兩者的較低者列賬。成本包括土地成本、發展開支、借貸成本及其他於建築期間該等物業應佔的直接成本。

起始時發展中物業分類為非流動資產，並於有關物業的建設開始及有關發展項目之預計施工期於正常營運週期內結轉至流動資產中的持作銷售物業。

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**2.4 Summary of Significant Accounting Policies**

(Continued)

**Leases**

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

**Group as a lessee**

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

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

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

Leasehold land	40 years
Property	1 to 8 years
Machinery	2 to 3 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.

**2.4 重大會計政策概要(續)****租賃**

本集團於合約開始時評估合約是否租賃或包含租賃。倘合約為換取代價而給予在一段時間內控制可識別資產使用的權利，則該合約是租賃或包含租賃。

**本集團作為承租人**

本集團就所有租賃應用單一確認及計量方法，惟短期租賃及低價值資產租賃除外。本集團確認作出租賃付款的租賃負債及代表使用相關資產權利的使用權資產。

**(a) 使用權資產**

使用權資產於租賃開始日期(即相關資產可供使用之日)確認。使用權資產按成本減任何累計折舊及任何減值虧損計量，並就租賃負債的任何重新計量作出調整。使用權資產的成本包括已確認租賃負債的金額、已產生的初始直接成本及於開始日期或之前作出的租賃付款，扣減任何已收租賃優惠。使用權資產按直線法於資產的租期與估計可使用年期兩者中的較短者折舊，詳情如下：

租賃土地	40年
物業	1年至8年
機器	2年至3年

倘於租期結束時租賃資產的擁有權轉移予本集團或成本反映行使購買權，則折舊採用資產的估計可使用年期計算。



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## 2.4 Summary of Significant Accounting Policies

(Continued)

**Leases** (Continued)

**Group as a lessee** (Continued)

### (b) Lease liabilities

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

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

The Group's lease liabilities are included in trade and other payables and other long-term liabilities.

## 2.4 重大會計政策概要(續)

租賃(續)

本集團作為承租人(續)

### (b) 租賃負債

租賃負債乃於租賃開始日期按租期內將作出的租賃付款的現值確認。租賃付款包括定額付款(含實質定額款項)減任何租賃優惠應收款項、取決於指數或利率的可變租賃付款以及預期根據剩餘價值擔保支付的金額。租賃付款亦包括本集團合理確定將行使的購買選擇權的行使價及(倘租期反映本集團行使終止租賃選擇權)有關終止租賃的罰款。不取決於指數或利率的可變租賃付款在出現觸發付款的事件或條件的期間內確認為開支。

於計算租賃付款的現值時，由於租賃內含的利率並不容易確定，本集團使用其於租賃開始日期的增量借款利率計算。於開始日期後，租賃負債金額會作調增以反映利息的增長及就作出的租賃付款作調減。此外，倘出現租期的修改、變動、租賃付款的變動(例如由指數或利率變動引起的未來租賃付款變動)或對購買相關資產的選擇權的評估變動，則會重新計量租賃負債的賬面值。

本集團的租賃負債包括貿易及其他應付款項和其他長期債務。

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## 2.4 Summary of Significant Accounting Policies

(Continued)

### Leases (Continued)

#### Group as a lessee (Continued)

##### (c) Short-term leases

The Group applies the short-term lease recognition exemption to its short-term leases of property and machinery (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).

Lease payments on short-term leases is recognised as an expense on a straight-line basis over the lease term.

#### Group as a lessor

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

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

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.

## 2.4 重大會計政策概要(續)

### 租賃(續)

#### 本集團作為承租人(續)

##### (c) 短期租賃

本集團就其物業和機器之短期租賃(即自開始日期起計租期12個月或以下,並且不包含購買選擇權之租賃)應用短期租賃確認豁免。

短期租賃之租賃付款於租賃期內按直線法確認為開支。

#### 本集團作為出租人

倘本集團作為出租人時,其於租賃開始時(或倘出現租賃修改時)將各租賃分類為經營租賃及融資租賃。

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。倘合約包括租賃及非租賃部分時,則本集團按相對獨立售價基準將合約中的代價分配至各個部分。由於其經營性質,租金收入於租期內會按直線法列賬並計入損益表之收入。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。

轉移相關資產所有權所附帶的絕大部分風險及回報至承租人之租賃作為融資租賃入賬。

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## 2.4 Summary of Significant Accounting Policies

(Continued)

### Investments and other financial assets

#### Initial recognition and measurement

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

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

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

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. 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.

## 2.4 重大會計政策概要(續)

### 投資及其他金融資產

#### 初步確認及計量

金融資產於初步確認時分類為其後按攤銷成本及按公平值計入損益計量。

初步確認時的金融資產分類取決於金融資產的合約現金流量特性及本集團管理該等資產的業務模式。除不含有重大融資部分或本集團已應用不調整重大融資部分之影響的實務情況之應收貿易賬款外，本集團初步按公平值加上(如屬並非按公平值計入損益的金融資產)交易成本計量金融資產。不含有重大融資部分或本集團已應用實務情況之應收貿易賬款乃根據下文「收入確認」所載政策，按根據香港財務報告準則第15號釐定之交易價格計量。

為按攤銷成本分類或按公平值計入其他全面收益及計量金融資產，該金融資產需要產生純粹為支付本金及尚未清償本金額之利息(「純粹為支付本金及利息」)的現金流量。現金流量並非純粹為支付本金及利息的金融資產，乃按公平值計入損益分類及計量(不論其業務模式)。

本集團管理金融資產的業務模式指如何管理金融資產以產生現金流量。業務模式釐定現金流量是否會自收取合約現金流量、出售金融資產或兩者產生。按攤銷成本分類及計量之金融資產乃於持有金融資產為目的的業務模式內持有，旨在收取合約現金流量，而按公平值計入其他全面收益分類及計量之金融資產於持有金融資產為目的的業務模式內持有，旨在收取合約現金流量及出售。並未於上述業務模式內持有之金融資產按公平值計入損益分類及計量。

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## 2.4 Summary of Significant Accounting Policies

(Continued)

### Investments and other financial assets (Continued)

#### Initial recognition and measurement (Continued)

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

#### Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

#### *Financial assets at amortised cost (debt instruments)*

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the statement of profit or loss when the asset is derecognised, modified or impaired.

#### *Financial assets at fair value through profit or loss*

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on equity investments classified as financial assets at fair value through profit or loss are also recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

## 2.4 重大會計政策概要(續)

### 投資及其他金融資產(續)

#### 初步確認及計量(續)

所有一般金融資產買賣概於交易日(即本集團承諾購買或出售該資產當日)予以確認。一般買賣乃指按照一般市場規定或慣例在一定期間內交付資產的金融資產買賣。

#### 後續計量

金融資產按分類進行後續計量，分類如下：

#### *按攤銷成本計量之金融資產(債務工具)*

按攤銷成本計量之金融資產其後採用實際利率法計量及須作出減值測試。收益及虧損於資產不再確認、修訂或減值時於損益內確認。

#### *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，公平值變動淨額則於損益內確認。

此類別包括本集團並未不可撤銷地選擇按公平值計入其他全面收益計量之方式分類的衍生工具和股權投資。倘已確立支付權，則分類為按公平值計入損益之金融資產股權投資的股息亦在損益內確認為其他收入，本集團將很有可能獲得與股息相關的經濟利益並能夠可靠地計算股息金額。

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## 2.4 Summary of Significant Accounting Policies

(Continued)

### Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

## 2.4 重大會計政策概要(續)

### 終止確認金融資產

金融資產(或(如適用)金融資產的一部分或同類金融資產組別的一部分)在下列情況下終止確認(從本集團綜合財務狀況表移除):

- 從資產收取現金流量的權利屆滿時;或
- 本集團已轉讓其收取該項資產所得現金流量的權利,或須根據一項「轉付」安排,有責任在無重大延誤情況下將所收取現金流量悉數付予第三方;及(a)本集團已轉讓該項資產的絕大部分風險及回報,或(b)本集團並無轉讓或保留該項資產的絕大部分風險及回報,但已轉讓該項資產的控制權。

當本集團已轉讓其收取該項資產所得現金流量的權利或已訂立一項轉付安排,會評估其是否保留該項資產所有權的風險及回報以及其程度。倘並無轉讓或保留該項資產的絕大部分風險及回報,且並無轉讓該項資產的控制權,該項資產將按本集團於資產的持續參與而確認入賬。在此情況下,本集團亦確認相關負債。已轉讓的資產及相關負債按反映本集團已保留的權利及責任的基準計量。

持續涉及指本集團就已轉讓資產作出之保證,已轉讓資產乃以該項資產之原賬面值及本集團或須償還之代價數額上限(以較低者為準)計算。



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## 2.4 Summary of Significant Accounting Policies

(Continued)

### Impairment of financial assets

The Group recognises an allowance for expected credit losses (“ECLs”) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

#### General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information. The Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

The Group considers a financial asset in default when contractual payments are 60 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

## 2.4 重大會計政策概要(續)

### 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損失撥備。預期信貸損失乃基於根據合約到期的合約現金流量與本集團預期收取並按初始實際利率的概約利率折現的所有現金流量之間的差額釐定。預期現金流量將包括出售所持抵押品或合約條款所包含的其他信貸升級措施所得的現金流量。

#### 一般方法

預期信貸損失分兩個階段確認。就初步確認以來信貸風險並無大幅增加的信貸敞口而言，會為未來12個月(12個月預期信貸損失)可能發生的違約事件所產生的信貸損失計提預期信貸損失撥備。就初步確認以來信貸風險大幅增加的信貸敞口而言，須就預期於敞口的剩餘年期產生的信貸損失計提減值撥備，不論違約時間(全期預期信貸損失)。

於各報告日期，本集團評估金融工具的信貸風險自初步確認以來是否顯著增加。作出評估時，本集團將金融工具於報告日期的違約風險與初步確認時的違約風險進行比較，並考慮無需付出過多成本及努力即可獲得的合理可靠資料，包括歷史及前瞻性資料。本集團認為，當合同付款逾期超過30天時，信用風險顯著增加。

當合同付款逾期60天時，本集團認為金融資產違約。但是，在某些情況下，倘內部或外部資料反映，在未計及本集團所持任何信貸增強前，本集團不大可能悉數收到未償還合約款項，則本集團認為金融資產違約。倘無法合理預期收回合約現金流量，則撇銷金融資產。

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**2.4 Summary of Significant Accounting Policies**

(Continued)

**Impairment of financial assets** (Continued)**General approach** (Continued)

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and contract assets which apply the simplified approach as detailed below.

Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs

Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs

Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

**Simplified approach**

For trade receivables and contract assets 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.

**2.4 重大會計政策概要(續)****金融資產減值(續)****一般方法(續)**

按攤銷成本計量的金融資產須按一般方法減值，除應收貿易賬款及合約資產應用下文詳述的簡化方法外，金融資產按以下級別分類用於計量預期信貸損失。

第一級 – 金融工具的信貸風險自初步確認以來並未顯著增加，且其虧損撥備按12個月預期信貸損失等額計量

第二級 – 金融工具的信貸風險自初步確認以來顯著增加，但並非信貸減值金融資產，且其虧損撥備按全期預期信貸損失等額計量

第三級 – 於報告日期出現信貸減值的金融資產(但並非購入或承辦信貸減值)，且其虧損撥備按全期預期信貸損失等額計量

**簡化方法**

對於不含有重大融資部分或本集團已應用不調整重大融資部分之影響的實務情況之應收貿易賬款及合約資產，本集團應用簡化方法計算預期信貸損失。根據簡化方法，本集團並無追蹤信貸風險變動，但於各報告日期根據全期預期信貸損失確認減值撥備。本集團已根據其歷史信貸損失經驗，建立撥備矩陣，並就債務人及經濟環境的特定前瞻性因素作出調整。

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## 2.4 Summary of Significant Accounting Policies

(Continued)

### Financial liabilities

#### Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings or payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, financial liabilities at fair value through profit or loss, interest-bearing bank and other borrowings, other long-term payables, senior notes, medium-term notes and domestic company bonds.

#### Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

#### *Financial liabilities at fair value through profit or loss*

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by HKFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the statement of profit or loss. The net fair value gain or loss recognised in the statement of profit or loss does not include any interest charged on these financial liabilities.

## 2.4 重大會計政策概要(續)

### 金融負債

#### 初始確認及計量

金融負債於初始確認時分類為以公平值列值計入損益表的金融負債、貸款及借貸或應付款項，視情況而定。

所有金融負債乃按公平值初步確認，而倘為貸款及借貸及應付款項，則扣除直接計入應佔交易成本。

本集團的金融負債包括貿易及其他應付款項、透過損益以公平值列賬之金融負債計息銀行及其他借貸、其他長期應付款項、優先票據、中期票據及境內公司債券。

#### 其後計量

金融負債的其後計量視其以下分類而定：

#### *按公平值計入損益的金融負債*

按公平值計入損益的金融負債包括持作買賣的金融負債及於初次確認時指定為按公平值計入損益的金融負債。

倘金融負債產生目的為於短期內購回，則分類為持作買賣。此分類亦包括本集團所訂立的衍生金融工具，有關工具並非指定為香港財務報告準則第9號所界定對沖關係下的對沖工具。除非其指定為有效對沖工具，獨立嵌入式衍生工具亦分類為持作買賣。持作買賣負債的收益或虧損於綜合收益表確認。於綜合收益表確認的公平值收益或虧損淨額不包括就該等金融負債支付的任何利息。

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**2.4 Summary of Significant Accounting Policies**

(Continued)

**Financial liabilities** (Continued)**Subsequent measurement** (Continued)**Financial liabilities at fair value through profit or loss**

(Continued)

Financial liabilities designated upon initial recognition as at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in HKFRS 9 are satisfied. Gains or losses on liabilities designated at fair value through profit or loss are recognised in the statement of profit or loss, except for the gains or losses arising from the Group's own credit risk which are presented in other comprehensive income with no subsequent reclassification to the statement of profit or loss. The net fair value gain or loss recognised in the statement of profit or loss does not include any interest charged on these financial liabilities.

**Financial liabilities at amortised cost (loans and borrowings)**

After initial recognition, interest-bearing bank and other borrowings, other long-term payables, senior notes, medium-term notes and domestic company bonds are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the statement of profit or loss.

**Put option liabilities**

Put option liabilities are financial instruments granted by the Group whereby counterparties may have the rights to request the Group to purchase their equity interests in certain of the Group's subsidiaries for cash when certain conditions are met. The put option liabilities are classified as financial liabilities at fair value through profit or loss on initial recognition and are measured at fair value with changes in fair value recognised in profit or loss.

**2.4 重大會計政策概要(續)****金融負債(續)****其後計量(續)****按公平值計入損益的金融負債(續)**

於初次確認時指定為按公平值計入損益的金融負債於初次確認日期且僅於符合香港財務報告準則第9號的準則時進行指定。指定為按公平值計入損益的負債的收益或虧損於綜合收益表確認，惟本集團本身的信貸風險所產生收益或虧損則除外，該等收益或虧損於其他全面收益呈列，其後不會重新分類至綜合收益表。於綜合收益表確認的公平值收益或虧損淨額不包括就該等金融負債支付的任何利息。

**按攤銷成本之金融負債(貸款及借貸)**

於初步確認後，計息銀行及其他借貸、其他長期應付款項、優先票據、中期票據及境內公司債券其後用實際利率法按攤銷成本計量，惟倘貼現影響並不重大，則於該情況下，金融負債按成本列賬。損益乃於負債終止確認時及於實際利率法攤銷過程中於損益表中確認。

攤銷成本乃計算自收購的任何折扣或溢價及屬於實際利率構成部分的費用或成本。實際利率攤銷乃計入損益表中的融資成本內。

**認沽期權負債**

認沽期權負債是本集團授予的金融工具，交易對手方有權在滿足一定條件時要求本集團以現金購買其於本集團若干子公司的股權。認沽期權負債於初始確認時分類為以公平值計量且其變動計入當期損益的金融負債，並以公平值計量，公平值變動計入損益。

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## 2.4 Summary of Significant Accounting Policies

(Continued)

### Financial liabilities (Continued)

#### Subsequent measurement (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.

##### Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

##### Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

## 2.4 重大會計政策概要(續)

### 金融負債(續)

#### 其後計量(續)

##### 財務擔保合同

本集團發行的財務擔保合同乃規定於特定債務人未能按照債務票據條款於到期時支付款項時須支付款項以補償持有人所蒙受損失。財務擔保合同初步以公平值確認為負債，並按與發出財務擔保合同有直接關係的交易成本予以調整。在初步確認後，本集團對財務擔保合同的計量以(i)根據「金融資產減值」所釐定的總預期信貸虧損撥備；及(ii)按初步確認金額減(如適用)已確認的累計收入金額，兩者之較高者計算。

##### 終止確認金融負債

當負債項下的責任已解除、取消或期滿，則終止確認金融負債。

如現有金融負債被同一貸款人按條款大部分不同的另一項金融負債取代，或現有負債的條款被大幅修改，有關置換或修改會被視作終止確認原有負債並確認新負債，而其各自賬面值間的差額於損益表確認。

##### 金融工具的抵銷

當目前有可執行法定權利以抵銷已確認金額並擬按淨額基準結算，或將資產變現及償還負債時，金融資產及金融負債會互相抵銷，並在財務狀況表內以淨額列示。



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## 2.4 Summary of Significant Accounting Policies

(Continued)

### Derivative financial instruments

#### Initial recognition and subsequent measurement

The Group uses derivative financial instruments, such as forward currency contracts and interest rate swaps to hedge its foreign currency risk and interest rate risk, respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

Any gains or losses arising from changes in fair value of derivatives are taken directly to the statement of profit or loss.

### Properties held for sale and held for finance lease

Properties held for sale and held for finance lease include completed properties held for sale and held for finance lease and properties under development expected to be completed within the normal operating cycle. Properties held for sale and held for finance lease are stated at the lower of cost and net realisable value. Cost includes land costs, all development expenditure, applicable borrowing costs and other direct costs attributable to such properties. Net realisable value is determined by reference to the prevailing market prices, on an individual property basis.

### Inventories

Inventories comprise merchandise purchased for resale and are stated at the lower of cost and net realisable value. Cost of merchandise is determined on the first-in, first-out basis. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

## 2.4 重大會計政策概要(續)

### 衍生金融工具

#### 初步確認及後續計量

本集團使用衍生金融工具，例如外匯遠期合約及利率掉期交易去對沖外匯率風險及利率風險。衍生金融工具初步按訂立衍生工具合約當日的公平值確認入賬，其後按公平值重新計算。衍生工具於公平值為正數時列作資產，而於公平值為負數時則列作負債。

衍生工具公平值變動而產生的任何盈虧均直接計入損益表。

### 持作銷售及持作融資租賃物業

持作銷售及持作融資租賃物業包括持作銷售及持作融資租賃已落成物業及建築期間預計在正常經營週期內的發展中物業。持作銷售及持作融資租賃物業按成本值及可變現淨值兩者的較低者列賬。成本包括土地成本、所有發展開支、適用的借貸成本及該等物業應佔的其他直接成本。可變現淨值乃參考當前市價按個別物業基準釐定。

### 存貨

存貨包括為購買後作轉售的商品，並按成本或可變現淨值兩者較低者列賬。商品成本會根據先入先出法而釐定。可變現淨值按估計售價減任何尚需投入的完成生產及處置的估計成本計算。

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## 2.4 Summary of Significant Accounting Policies

(Continued)

### Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

### Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the statement of profit or loss.

## 2.4 重大會計政策概要(續)

### 現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括手頭現金及活期存款，以及可隨時轉換為已知金額現金的短期高流動性投資，該筆現金承受價值轉變的較低風險，一般於收購起計三個月內到期，並已減去須應要求償還的銀行透支，而成為本集團現金管理的一部分。

就綜合財務狀況表而言，現金及現金等價物包括手頭現金及銀行存款，當中包括定期存款及性質與現金相類的資產，該等存款用途不受限制。

### 撥備

撥備乃於本集團因以往的事件導致現行的責任（不論法定或推定）產生，並將有可能需要於日後作出資源流出以履行責任時確認，惟須可靠地估計有關責任的金額。

倘折現的影響重大，確認為撥備的金額則為預期須用作履行責任的日後開支於報告期末的現值。折現的現值因時間流逝而產生的升幅，乃於損益表中列作融資成本。

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## 2.4 Summary of Significant Accounting Policies

(Continued)

### Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes except that deferred tax is not recognised for the Pillar Two income taxes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries and associates, 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.

## 2.4 重大會計政策概要(續)

### 所得稅

所得稅包括即期及遞延稅項。於損益以外確認項目相關的所得稅於損益以外之其他全面收入或直接於權益確認。

即期稅項資產和負債按預期可自稅務機關收回或須支付予稅務機關的金額，基於報告期末時已頒佈或實際已頒佈的稅率(和稅法)，計及本集團營運所在國家現行詮釋及慣例計量。

在報告期末時，資產與負債的稅基與作為財務報告用途的資產與負債賬面值之間的全部暫時性差異，須按負債法計提遞延稅項撥備除第二支柱所得稅不承認遞延稅。

所有應課稅暫時性差異均確認為遞延稅項負債，惟下列各項除外：

- 倘若遞延稅項負債的起因，是由於商譽而產生，或在一宗非屬業務合併的交易中初步確認資產或負債，而於進行交易時，對會計利潤或應課稅利潤或虧損均無影響；及
- 對於與於附屬公司及聯營公司的投資的權益有關的應課稅暫時性差異而言，倘若撥回暫時性差異的時間可以控制，而暫時性差異不甚可能在可見將來撥回。

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## 2.4 Summary of Significant Accounting Policies

(Continued)

### Income tax (Continued)

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries and associates, 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 重大會計政策概要(續)

### 所得稅(續)

對於所有可扣減暫時性差異、結轉未動用稅項抵免及任何未動用稅項虧損，若日後有可能出現應課稅利潤，可用以抵銷該等可扣減暫時性差異、結轉未動用稅項抵免及未動用稅項虧損，則遞延稅項資產確認入賬，惟下列各項除外：

- 倘若有關可扣減暫時性差異的遞延稅項資產的起因，是由於在一宗非屬業務合併的交易中初步確認資產或負債，而於進行交易時，對會計利潤或應課稅利潤或虧損均無影響；及
- 對於與附屬公司及聯營公司的投資的權益有關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，而且日後有可能出現應課稅利潤，可用以抵銷該等暫時性差異時，方會確認遞延稅項資產。

遞延稅項資產的賬面值，在各報告期末時予以審閱，若不再可能有足夠應課稅利潤可用以抵扣全部或部分遞延稅項資產，則扣減遞延稅項資產賬面值。過往未予確認的遞延稅項資產於各報告期末時重新評估，而在可能有足夠應課稅利潤可用以抵扣全部或部分遞延稅項資產，則確認過往未予確認的遞延稅項資產。

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## 2.4 Summary of Significant 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 the statement of profit or loss over the expected useful life of the relevant asset by equal annual installments or deducted from the carrying amount of the asset and released to the statement of profit or loss by way of a reduced depreciation charge.

## 2.4 重大會計政策概要(續)

### 所得稅(續)

變現資產或清償負債的期間預期適用的稅率，會用作計量遞延稅項資產及負債，並以報告期末時已經頒佈或實際已經頒佈的稅率(及稅法)為基準。

當及僅當本集團有法定可強制執行權力抵銷即期稅項資產及即期稅項負債，而遞延稅項資產及遞延稅項負債與同一稅務當局向同一應課稅實體或不同應課稅實體徵收之所得稅有關，且計劃在預期有重大金額的遞延稅項負債或資產須予清償或收回的每個未來期間，按淨額基準清償即期稅項負債及資產，或同時變現該資產及清償該負債，將抵銷遞延稅項資產及遞延稅項負債。

### 政府補助

政府補助於合理地確保本集團將取得該補助並將可符合所有隨附條件時按公平值確認。與開支項目有關的補助，則有系統地於擬作成本開銷期間確認為收入。

當該補助與資產有關時，則以其公平值記錄於遞延收入中，再於有關資產之預計可使用年內，分期每年分攤計入損益表，或在資產之賬面值扣除，並以扣減折舊費用方式計入損益表。



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## 2.4 Summary of Significant Accounting Policies

(Continued)

### Revenue recognition

#### Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group with a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

## 2.4 重大會計政策概要(續)

### 收入確認

#### 客戶合約收益

於貨物或服務的控制權按反映本集團預期就交換該等貨物或服務有權收取的代價的金額轉讓予客戶時確認客戶合約收益。

當合約代價包含可變金額時，代價金額估計為本集團就向客戶轉讓貨物或服務而有權換取的數額。可變代價於合約開始時估計並受到約束，直至其後消除關乎可變代價的不確定因素，使已確認累計收入金額不大可能發生重大收入撥回。

倘合約包含就向客戶轉讓貨物或服務為客戶提供超過一年的重大融資利益的融資部分，則收入按應收款項的現值計量，並使用本集團與客戶於合約開始時單獨融資交易中反映的折現率貼現。倘合約包含為本集團提供超過一年的重大融資利益的融資部分，則根據該合約確認的收入包括按實際利率法計算的合約負債所產生的利息開支。就客戶付款與承諾貨物或服務轉移期間為一年或一年以下的合約而言，採納香港財務報告準則第15號中實務情況後交易價格不會因重大融資成分的影響而調整。

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## 2.4 Summary of Significant Accounting Policies

(Continued)

### Revenue recognition (Continued)

#### Revenue from contracts with customers (Continued)

##### (a) Sale of properties

Revenue from the sale of properties is recognised at the point in time when the purchaser obtains the physical possession of the completed property and the Group has a present right to payment and the collection of the consideration is probable.

##### (b) Property management service, E-commerce, logistics and warehousing services

Property management service income, E-commerce income, logistics and warehousing service income are recognised over time when the services are rendered.

##### (c) Outlet operations

In outlet operations, revenue from the sale of merchandise and commissions from concessionaire sales is recognised at the point in time when control of the goods is transferred to the customer.

Some contracts for the sale of merchandise provide customers with rights of return. The rights of return give rise to variable consideration.

#### Rights of return

For contracts which provide a customer with a right to return the goods within a specified period, the expected value method is used to estimate the goods that will not be returned because this method best predicts the amount of variable consideration to which the Group will be entitled. The requirements in HKFRS 15 on constraining estimates of variable consideration are applied in order to determine the amount of variable consideration that can be included in the transaction price. For goods that are expected to be returned, instead of revenue, a refund liability is recognised. A right-of-return asset (and the corresponding adjustment to cost of sales) is also recognised for the right to recover products from a customer.

## 2.4 重大會計政策概要(續)

### 收入確認(續)

#### 客戶合約收益(續)

##### (a) 物業銷售

物業銷售的收入於買方取得已落成物業實際擁有權的時間點確認，而本集團已取得現有支付權並且可能收取代價。

##### (b) 物業管理服務、電子商務、物流和倉儲服務

物業管理服務收入、電子商務收入、物流及倉儲服務收入於提供服務時隨時確認。

##### (c) 奧特萊斯運營

在奧特萊斯運營中，來自商品銷售和特許經銷商銷售佣金之收入在貨品的控制權轉移給客戶時已確認。

一些商品銷售合同為客戶提供了退貨權。退貨權引起了可變的考慮。

#### 退貨權

對於為客戶提供在指定期限內退貨的權利的合同，預期價值法用於估計不會退回的貨物，因為該方法最能預測本集團有權獲得的可變對價金額。香港財務報告準則第15號有關限制可變代價估計的規定適用於確定可計入交易價格的可變代價金額。對於預計將退回的貨物而非收入，退款負債將被確認。對於從客戶處回收產品的權利，還確認了退貨權資產(以及相應的銷售成本調整)。

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## 2.4 Summary of Significant Accounting Policies

(Continued)

### Revenue recognition (Continued)

#### Revenue from other sources

Rental income is recognised on a time proportion basis over the lease terms.

Finance lease income is recognised when the significant risks and rewards incidental to ownership of the properties have been transferred to the lessee.

#### Other income

Interest income and micro-credit services income are recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Revenue from the provision of consulting services is recognised over the scheduled period on a straight-line basis because the customer simultaneously receives and consumes the benefits provided by the Group.

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).

## 2.4 重大會計政策概要(續)

### 收入確認(續)

#### 其他來源的收益

租金收入於租期內按時間比例確認。

融資租賃收入在物業所有權附帶的重大風險和報酬已轉移給承租人時確認。

#### 其他收入

利息收入及小額信貸服務之確認，以計提基準，於金融工具的預期年期或較短期間(如適用)內採用實際利息法按估計未來現金收入準確折現至金融資產賬面淨額的折現率。

由於客戶一般同時接受及享用本集團所提供之利益，故來自提供諮詢服務之收入於指定期間內以直線法確認。

股息收入於股東收取付款權利時確認，與股息相關的經濟利益很可能流入本集團且股息金額能夠可靠地計量。

#### 合約負債

於本集團轉讓有關貨物或服務前自客戶已收付款或付款到期時(以較早者為準)確認合約負債。合約負債於本集團履行合約(即向客戶轉讓有關貨物或服務的控制權)時確認為收入。

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## 2.4 Summary of Significant Accounting Policies

(Continued)

### Contract costs

Other than the costs which are capitalised as inventories, property, plant and equipment and intangible assets, costs incurred to fulfil a contract with a customer are capitalised as an asset if all of the following criteria are met:

- (a) The costs relate directly to a contract or to an anticipated contract that the entity can specifically identify.
- (b) The costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future.
- (c) The costs are expected to be recovered.

The capitalised contract costs are amortised and charged to the statement of profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the asset related. Other contract costs are expensed as incurred.

### Right-of-return assets

A right-of-return asset is recognised for the right to recover the goods expected to be returned by customers. The asset is measured at the former carrying amount of the goods to be returned, less any expected costs to recover the goods and any potential decreases in the value of the returned goods. The Group updates the measurement of the asset for any revisions to the expected level of returns and any additional decreases in the value of the returned goods.

### Refund liabilities

A refund liability is recognised for the obligation to refund some or all of the consideration received (or receivable) from a customer and is measured at the amount the Group ultimately expects it will have to return to the customer. The Group updates its estimates of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period.

## 2.4 重大會計政策概要(續)

### 合約成本

倘符合以下所有條件，則達成與客戶訂立的合約所產生成本(資本化為存貨、物業、廠房及設備以及無形資產的成本除外)資本化為資產：

- (a) 成本與實體可具體識別的合約或預期合約直接相關。
- (b) 成本產生或加強實體資源，將用於未來達成(或繼續達成)履約責任。
- (c) 預期將收回成本。

資本化的合約成本按與轉讓資產相關貨品或服務予客戶一致的系統化基準攤銷並於損益表扣除。其他合約成本於產生時支銷。

### 退貨權資產

退貨權資產代表有權收回客戶預期退回的貨物。資產按以前退回貨物的賬面金額減去收回貨物的預期成本及退回貨物價值的任何可能減少計量。本集團更新所記錄資產的計量，以對其預期退貨水平進行任何修訂，以及退回貨物價值的任何額外減少。

### 退款負債

退款負債是退還部分或全部客戶對價的義務，並按本集團最終預期必須返還給客戶的金額計量。本集團於各報告期末更新其退款負債估計(及交易價格的相應變動)。

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## 2.4 Summary of Significant Accounting Policies

(Continued)

### Share-based payments

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including Directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as in exchange for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees for grants after 7 November 2002 is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using an appropriate pricing model, further details of which are given in note 33 to the financial statements.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefit expense. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the statement of profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

## 2.4 重大會計政策概要(續)

### 以股份形式付款

本公司營運購股權計劃，向為本集團業務成就作出貢獻的合資格參與者提供獎勵及報酬。本集團僱員(包括董事)按以股份形式付款方式收取薪酬，僱員以提供服務作為權益工具的交換(「以權益結算的交易」)。

與僱員之間於2002年11月7日後的以權益結算的交易成本乃參考授出日期的公平值計量。公平值乃由外聘估值師採用適當定價模式釐定，進一步詳情載於財務報表附註33。

權益結算交易之成本在績效及／或服務條件達成之期間，連同權益之相應升幅一併確認。就權益結算交易於各告期間結束時至歸屬日期確認之累計開支，反映歸屬期屆滿之程度以及本集團就最終歸屬之權益工具數目之最佳估計。期內在損益表扣除或計入之金額，指於該期間期初及期終所確認之累計開支變動。

釐定獎勵獲授當日之公平值時，並不計及服務及非市場績效條件，惟在有可能符合條件的情況下，則評估為本集團對最終將會歸屬權益工具數目最佳估計之一部分。市場績效條件反映於獎勵獲授當日之公平值。獎勵之任何其他附帶條件(但不帶有服務要求)視作非歸屬條件。非歸屬條件反映於獎勵之公平值，除非同時具服務及／或績效條件，否則獎勵即時支銷。

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## 2.4 Summary of Significant Accounting Policies

(Continued)

### Share-based payments (Continued)

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

## 2.4 重大會計政策概要(續)

### 以股份形式付款(續)

因非市場績效及／或服務條件未能達成而最終無歸屬之獎勵並不確認為支出。凡獎勵包含市場或非歸屬條件，無論市場條件或非歸屬條件獲履行與否，而所有其他績效及／或服務條件均獲履行，則交易仍被視為一項歸屬。

當以權益結算的獎勵的條款經修改，倘符合獎勵的原有條款，則會確認最低額度的開支，猶如條款未經修改。此外，就引致以股份形式付款的總公平值上升或以其他方式對僱員有利的任何改動(以改動當日的計量為準)確認開支。

當一項以權益結算的獎勵註銷，會被視作猶如於註銷當日歸屬，及並未就獎勵確認的任何開支將即時確認。此乃包括受本集團或僱員控制的非歸屬條件未能達成的任何獎勵。然而，如一項新獎勵取代一項註銷獎勵，並於授出當日界定為取替的獎勵，如上段所述，註銷及新獎勵兩者會被視為原有獎勵的改動。

尚未行使購股權的攤薄影響用於計算每股盈利時反映為額外股份攤薄。



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## 2.4 Summary of Significant Accounting Policies

(Continued)

### Other employee benefits

#### Pension schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the “MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance for all of its employees in Hong Kong. Contributions are made based on a percentage of the employees’ basic salaries and are charged to the statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group’s subsidiaries which operate in Chinese Mainland are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of their respective payroll costs to the central pension scheme. The contributions are charged to the statement of profit or loss as they become payable in accordance with the rules of the central pension scheme.

#### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

## 2.4 重大會計政策概要(續)

### 其他僱員福利

#### 退休金計劃

本集團根據強制性公積金計劃條例為其所有香港僱員參與強制性公積金計劃(「強積金計劃」)營運一項定額供款強積金計劃。供款按僱員基本薪金的若干百分比作出，並於根據強積金計劃規則的規定於應付時自收益表扣除。強積金計劃的資產乃與本集團資產分開以獨立管理基金持有。本集團對強積金計劃作出的僱主供款，在供款作出時全數歸屬僱員。

本集團旗下在中國大陸營運的附屬公司的僱員，須參與由地方市政府營運的中央公積金計劃。該等附屬公司須按彼等各自己的支薪成本的若干百分比向中央公積金計劃作出供款。供款須按照中央公積金計劃規則的規定於應付時在損益表內扣除。

#### 借貸成本

因收購、建設或生產合資格資產(即須頗長期間準備方可用作其擬定用途或銷售的資產)直接產生的借貸成本，乃作為該等資產的部分成本予以資本化。當資產大致達到擬定用途或銷售時，該等借貸成本則不再予以資本化。待作出合資格資產開支的特定借貸臨時投資所賺取的投資收入於借貸成本資本化時扣除。所有其他借貸成本會於發生當期支銷。借貸成本包括利息及其他由公司借貸資金而產生之費用。

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## 2.4 Summary of Significant Accounting Policies

(Continued)

### 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 note 12 to the financial statements.

### Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

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 重大會計政策概要(續)

### 股息

當末期股息於股東大會上獲股東批准，該等股息則被確認為負債。擬派末期股息於財務報表附註12披露。

### 外幣

此等財務報表按港元呈列，而港元為本公司的功能貨幣。本集團內各實體決定其本身的功能貨幣，而各實體的財務報表內各項目均使用該功能貨幣計量。本集團實體所入賬的外幣交易初步普遍按交易日期其各自的功能貨幣匯率入賬。以外幣為單位的貨幣資產及負債，乃按報告期末的功能貨幣匯率換算。因結算或換算貨幣項目產生的一切差額乃於損益表入賬。

按外幣的歷史成本計量的非貨幣項目按最初交易當日的匯率換算。按外幣公平值計量的非貨幣項目按釐定公平值當日的匯率換算。換算非貨幣項目產生的收益或虧損乃按與確認該項目的公平值變動產生按公平值的收益或虧損一致的方法處理(即公平值收益或虧損於其他全面收入或損益確認的項目的換算差額，亦分別於其他全面收入或損益確認)。

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## 2.4 Summary of Significant 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.

The functional currencies of certain overseas subsidiaries and associates are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollars at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into Hong Kong dollars at the weighted average exchange rates for the period.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the period are translated into Hong Kong dollars at the weighted average exchange rates for the period.

## 2.4 重大會計政策概要(續)

### 外幣(續)

在確定與終止代價有關的非貨幣性資產或非貨幣性負債終止確認時相關資產、費用或收入的初始確認時的匯率，初始交易日期為本集團初步確認的日期預付代價產生的非貨幣性資產或非貨幣性負債。如果之前有多筆付款或收據，則本集團會確定每筆付款或收到預付對價的交易日期。

若干海外附屬公司及聯營公司的功能貨幣為港元以外的貨幣。於報告期末時，該等實體的資產及負債按報告期末時的匯率換算為港元，而該等公司的損益表按該期間普遍的平均匯率換算為港元。

所產生的匯兌差額確認為其他全面收入，並累計於匯兌波動儲備。處置海外實體時，在其他全面收入有關該特定海外業務的金額在損益表確認。

就綜合現金流量表而言，海外附屬公司的現金流量按現金流量日期的匯率換算為港元。海外附屬公司於期內經常產生的現金流量則按該期內的加權平均匯率換算為港元。

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### 3. Significant Accounting Judgements and Estimates

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

#### Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

#### Revenue from contracts with customers

The Group applied the following judgements that significantly affect the determination of the amount and timing of revenue from contracts with customers:

**(i) Determining the timing of satisfaction of contracts related to the sale of properties**

The Group determined that the sales contracts with customers require the Group to complete the development of property before transferring the physical possession of the relevant property to the customer. The Group also determined that the Group does not have an enforceable right to payment from customers for performance completed to date before the transfer of the physical possession of the relevant property to the customer. Consequently, the Group concluded that the timing of transfer of properties is at the point in time when the purchaser obtains the physical possession of the completed property.

### 3. 重大會計判斷及估計

編製本集團財務報表時需管理層作出影響於報告期末的收入、費用、資產及負債及其隨附披露事項以及或然負債之呈報金額的判斷、估計及假設。然而，此等假設及估計的不明朗因素將引致受影響之資產或負債賬面值於將來或作出重大調整。

#### 判斷

在應用本集團的會計政策的過程中，除該等涉及估計者外，管理層已作出下列對財務報表確認的金額有最重大影響的判斷：

#### 客戶合約收益

本集團採用以下判斷，顯著影響與客戶合約收入金額及時間的確定：

**(i) 確定與出售物業有關的合約的滿足時間**

本集團確定與客戶簽訂的銷售合約要求本集團在將相關物業的實際擁有權轉讓給客戶前完成物業發展。本集團亦確定，本集團並無向客戶支付可執行的權利，以確保在將相關物業的實際擁有權轉讓給客戶之前已完成的業績。因此，本集團得出結論，物業轉讓的時間是在買方取得已完工物業的實際擁有權的時間點。

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### 3. Significant Accounting Judgements and Estimates (Continued)

#### Judgements (Continued)

##### Revenue from contracts with customers (Continued)

##### (ii) Determining the method to estimate variable consideration and assessing the constraint for the sale of merchandise

Certain contracts for the sale of merchandise include a right-of-return that gives rise to variable consideration. In estimating the variable consideration, the Group is required to use either the expected value method or the most likely amount method based on which method better predicts the amount of consideration to which it will be entitled.

The Group determined that the expected value method is the appropriate method to use in estimating the variable consideration for the sale of merchandise with rights of return, given the large number of customer contracts that have similar characteristics.

Before including any amount of variable consideration in the transaction price, the Group considers whether the amount of variable consideration is constrained. The Group determined that the estimates of variable consideration are not constrained based on its historical experience, business forecasts and the current economic conditions. In addition, the uncertainty on the variable consideration will be resolved within a short time frame.

##### Property lease classification – Group as lessor

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the present value of the minimum lease payments not amounting to substantially all the fair value of the commercial property, that it retains substantially all the significant risks and rewards incidental to ownership of these properties which are leased out and accounts for the contracts as operating leases.

### 3. 重大會計判斷及估計(續)

#### 判斷(續)

##### 客戶合約收益(續)

##### (ii) 確定估計可變對價和評估商品銷售限制的方法

某些商品銷售合同包括產生可變對價的退貨權。在估計可變代價時，本集團需根據那種方法更好地預測其有權獲得的代價金額，使用預期價值法或最可能金額法。

鑑於具有類似特徵的大量客戶合約，本集團確定預期價值法是用於估計出售具有退貨權的商品的可變對價的適當方法。

在將任何數額的可變對價納入交易價格之前，本集團會考慮可變對價的金額是否受到限制。本集團根據其歷史經驗、業務預測及當前經濟狀況確定可變對價的估計不受限制。此外，可變對價的不確定性將在短時間內得到解決。

##### 經營租賃承擔—本集團作為出租人

本集團已就其投資物業組合訂立商用物業租約。根據對有關安排條款及條件的評估，如租期不構成商用物業經濟壽命的主要部分及最低租賃款項現值不等於商用物業的絕大部分公平值，本集團已釐定其保留該等物業所有權附帶的絕大部分風險及回報，並將有關合約以經營租賃入賬。

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### 3. Significant Accounting Judgements and Estimates (Continued)

#### Judgements (Continued)

##### Transfer from properties under development to investment properties

Properties under development are transferred to investment properties when there is a change in use with sufficient evidence. The Group determines whether a change in use has occurred based on an assessment of all relevant facts and circumstances, which include but are not limited to: (a) a business plan that reflects the future rental income generated by the property; (b) the resources to hold and manage an investment property; (c) legal permissibility for the change in use; and (d) the commencement of development if the property requires further development for the change in use. Any excess of fair value over the original carrying amount of such properties at the date of transfer was recognised as current period profit or loss.

##### 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 independent 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.

### 3. 重大會計判斷及估計(續)

#### 判斷(續)

##### 發展中物業轉移至投資物業

當有充足證明用途轉變時，發展中物業轉移至投資物業。本集團乃基於所有相關事實及情況的評估釐定用途有否轉變，其中包括但不限於：(a)反映此物業將來產生租金收入的商業計劃；(b)持有及經營投資物業所需的資源；(c)容許改變有關用途的法律許可；及(d)如物業改變用途需其他開發，有關開發需開始進行。於轉移日期該等物業的公平值超出原賬面值的任何金額確認為本期損益。

##### 投資物業與業主自用物業之間的分類

本集團釐定物業是否符合投資物業的條件，並已制定出一套判斷準則。投資物業是持作賺取租金或資本增值或兩者俱備的物業。因此，本集團考慮物業產生現金流量時是否大體獨立於本集團持有的其他資產。某些物業的部分是為賺取租金或資本增值而持有，而另一部分是為用於生產或供應貨品或服務或作行政用途而持有。倘若此等部分可以分開出售或根據融資租賃分開出租，本集團將把有關部分分開入賬。倘若該等部分無法分開出售，則僅在非主要部分持作生產或供應貨品或服務或作行政用途時，有關物業方會列作投資物業。本集團按基準對個別物業作出判斷，以決定配套服務是否重要，以致物業不符合作為投資物業的條件。



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### 3. Significant Accounting Judgements and Estimates (Continued)

#### Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

#### Estimation of fair value of investment properties

The Group engaged Savills Valuation and Professional Services Limited (“Savills”), an independent professional qualified valuer, to perform the valuation of the Group’s investment properties at the end of the reporting period. Such valuations were based on certain assumptions, which are subject to uncertainty. In making the estimation, information about the market unit rental rate and capitalisation rate is considered and assumptions that are mainly based on market conditions existing at the end of each reporting period are used. The carrying amount of investment properties as at 31 December 2023 was HK\$45,988,804,000 (31 March 2023: HK\$53,430,054,000). Further details are given in note 15.

#### Provision for expected credit losses on trade receivables, other receivables and other long-term receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. 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, service type, customer type and rating).

The provision matrix is initially based on the Group’s historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing 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 analyzed.

### 3. 重大會計判斷及估計(續)

#### 估計的不確定因素

有關未來的主要假設以及於報告期末時存在重大風險導致於下一個財政年度對資產及負債的賬面值作出重大調整的其他主要估計不確定因素來源在下文論述。

#### 投資物業公平值估計

本集團委聘獨立專業合資格估值師第一太平戴維斯估值及專業顧問有限公司(「第一太平戴維斯」)進行本集團投資物業於報告期末時的估值。此類估值基於若干具有不確定性的假設。在進行估計時，有關市場單位租金率和資本化率的信息會被考慮，並且使用主要基於各報告期末存在的市場條件的假設。於2023年12月31日，投資物業的賬面值為45,988,804,000港元(2023年3月31日：53,430,054,000港元)。詳情載於附註15。

#### 應收貿易賬款的預期信貸損失撥備，其他應收款項及其他長期應收款項

本集團使用撥備矩陣計算應收貿易賬款的預期信貸虧損。撥備率基於具有類似損失模式(即，按產品類型、服務類型、客戶類型和評級)的各個客戶群分組的過期天數。

撥備矩陣最初基於集團歷史觀察到的違約率。本集團將校準矩陣以使用前瞻性信息調整歷史信貸虧損經驗。例如，如果預計經濟狀況(即國內生產總值)預計在明年惡化，這可能導致製造業違約數量增加，則調整歷史違約率。在每個報告日期，更新歷史觀察到的違約率並分析前瞻性估計值的變化。

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### 3. Significant Accounting Judgements and Estimates (Continued)

#### Estimation uncertainty (Continued)

#### Provision for expected credit losses on trade receivables, other receivables and other long-term receivables

(Continued)

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 is disclosed in note 23 to the financial statements.

The Group estimates loss allowance for expected credit losses for other receivables and other long-term receivables resulting from the expected cash shortfalls. The Group bases the estimates on the information about past events, current conditions and forecasts of future economic conditions. The Group's historical credit loss experience and forecast of economic conditions may not be representative of a customer's actual default in the future. If the above conditions were to deteriorate, actual provisions would be higher than estimated. The information about the ECLs on the Group's other receivables and other long-term receivables is disclosed in notes 24 and 20 to the financial statements, respectively.

As explained in note 19 to the financial statements, put option liabilities arising from the buy-back upon the occurrence of certain triggering events are recognised as financial liabilities. When determining the classification and measurement of the put option liabilities, judgements are exercised, including determining whether the Group has the present ownership interest in the shares subject to the put option liabilities, the timing that the triggering events would occur and the possibility that the buy-back would be exercised.

#### Land appreciation tax

Under the Provisional Regulations on Land Appreciation Tax ("LAT") implemented upon the issuance of the Provisional Regulations of the PRC on 27 January 1995, all gains arising from the transfer of real estate properties in Chinese Mainland with effect from 1 January 1994 are subject to LAT at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds from sales of properties less deductible expenditures including land use rights, borrowing costs and all property development expenditures.

### 3. 重大會計判斷及估計(續)

#### 估計的不確定因素(續)

#### 應收貿易賬款的預期信貸損失撥備，其他應收款項及其他長期應收款項(續)

對歷史觀察到的違約率，預測經濟狀況和預期信貸虧損之間的相關性的評估是一個重要的估計。預期信貸虧損的數量對環境變化和預測經濟條件敏感。本集團的歷史信用損失經驗和經濟狀況預測也可能無法代表客戶未來的實際違約。有關本集團應收貿易賬款預期信貸虧損的信息披露於財務報表附註23。

本集團就估計現金差額所產生其他應收款項及其他長期應收款項使用預期信貸虧損估計虧損撥備。本集團的估計建基於過往事件、現時情況及對未來經濟狀況之預測之資料。本集團過往信貸虧損經驗及經濟條件預測可能不能代表客戶於未來實際違約。如以上提及之情況轉壞，實際撥備將高於估計撥備金額。有關本集團其他應收款項及其他長期應收款項的預期信貸虧損資料，分別披露於財務報表附註24及20。

如財務報表附註19所述，因發生某些觸發事件而回購產生的認沽期權負債確認為金融負債。在確定認沽期權負債的分類和計量時，需要進行判斷，包括確定本集團目前是否擁有認沽期權負債標的股份的所有者權益，觸發事件發生的時間以及回購的可能性。

#### 土地增值稅

根據於1995年1月27日頒佈實施的中華人民共和國土地增值稅(「土地增值稅」)暫行條例實施細則，於中國大陸轉讓房地產物業產生的所有收益自1994年1月1日起須按介乎土地增值的30%至60%之累進稅率繳納土地增值稅。土地增值指出售物業所得款項減應課稅開支，包括土地使用權、借貸成本及所有物業開發開支。

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### 3. Significant Accounting Judgements and Estimates (Continued)

#### Estimation uncertainty (Continued)

##### Land appreciation tax (Continued)

The subsidiaries of the Group engaging in the property development business in Chinese Mainland are subject to LAT, which has been included in income tax. However, the implementation of these taxes varies amongst various Chinese Mainland cities and the Group has not finalised its LAT returns with various tax authorities. Accordingly, significant judgement is required in determining the amount of land appreciation and its related taxes. The ultimate tax determination is uncertain during the ordinary course of business. The Group recognises these liabilities based on management's best estimates. When the final tax outcome of these matters is different from the amounts that were initially recorded, the differences will impact the income tax and provisions for land appreciation taxes in the period in which the determination is made.

##### Withholding tax arising from the distribution of dividends

The PRC New Corporate Income Tax Law, which became effective on 1 January 2008, states that the distribution of dividends by a foreign-invested enterprise established in Chinese Mainland to its foreign investors, from its earnings of 2008 or thereafter, shall be subject to withholding taxes at an applicable rate of 5% or 10%. The Group's determination as to whether to recognise deferred tax liability for withholding taxes from the distribution of dividends from the subsidiaries in the PRC according to the relevant tax jurisdictions is subject to judgement on the timing of distribution of dividends. The Directors had assessed whether it is probable for the Group's PRC subsidiaries to distribute dividends out of their profits earned after 1 January 2008. Further details are given in note 31 to the financial statements.

##### 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. The carrying value of deferred tax assets relating to recognised tax losses as at 31 December 2023 was HK\$826,535,000 (31 March 2023: HK\$801,680,000). The amount of unrecognised tax losses as at 31 December 2023 was HK\$4,025,275,000 (31 March 2023: HK\$3,600,399,000). Further details are contained in note 31 to the financial statements.

### 3. 重大會計判斷及估計(續)

#### 估計的不確定因素(續)

##### 土地增值稅(續)

本集團附屬公司於中國大陸從事物業開發業務，須繳納土地增值稅(計入所得稅)。然而，中國大陸的不同城市對土地增值稅的實施不盡相同，故本集團並未完成向不同稅務機關申報土地增值稅。因此，有關釐定土地增值及相關稅項須作出重大判斷。於日常業務中釐定的最終稅項金額並不確定。本集團基於管理層之最佳估計確認該等負債。當該等事宜之最終稅項支出與初步列賬之數額出現差異時，該等差額將影響釐定稅項期間之所得稅及土地增值稅撥備。

##### 股息分派產生的預扣稅

新的中國企業所得稅法於2008年1月1日起生效，規定在中國大陸成立之外資企業從其於2008年或以後的利潤中向外國投資者派發股息時，須繳納適用稅率為5%或10%的扣繳稅。本集團根據相關稅務管轄區決定是否確認遞延所得稅負債以預扣來自中國境內附屬公司的股息分配的稅款，取決於股息分配時間的判斷。董事已評估本集團中國附屬公司是否有可能從其於2008年1月1日後賺取的利潤中派發股息。進一步詳情載於財務報表附註31。

##### 遞延稅項資產

僅在可能取得應課稅利潤作扣減虧損的情況下，方確認由所有未動用稅項虧損產生的遞延稅項資產。在釐定可予確認的遞延稅項資產款項時，管理層須根據可能的時間、未來應課稅利潤的水平連同未來稅項計劃策略，作出重大的判斷。於2023年12月31日，有關因稅項虧損而確認的遞延稅項資產的賬面值為826,535,000港元(2023年3月31日：801,680,000港元)。於2023年12月31日，未確認的稅項虧損為4,025,275,000港元(2023年3月31日：3,600,399,000港元)。詳情載於財務報表附註31。

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### 3. Significant Accounting Judgements and Estimates (Continued)

#### Estimation uncertainty (Continued)

##### 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 set out in note 2.1 to the consolidated financial statements.

### 4. Operating Segment Information

For management purposes, the Group is organized into business units based on their products and services and has three reportable operating segments as follows:

- (a) the property development segment engages in the development of integrated logistics and trade centres and residential and commercial ancillary facilities;
- (b) the property investment segment invests in integrated logistics and trade centres and residential and commercial ancillary facilities; and
- (c) the "others" segment comprises, principally, the provision of logistics and warehousing services, outlet operations, micro-credit services, consulting service related to property, E-commerce services and other services.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/loss, which is a measure of adjusted profit/loss before tax from continuing operation. The adjusted profit/loss before tax from continuing operation is measured consistently with the Group's profit/loss before tax from continuing operation except that interest income, finance costs, fair value gains/losses from the Group's financial instruments, head office, corporate expenses and unallocated cost of sales are excluded from this measurement.

### 3. 重大會計判斷及估計(續)

#### 估計的不確定因素(續)

##### 持續經營考慮

在應用本集團會計政策的過程中，除涉及估計的會計政策外，管理層在編製綜合財務報表時均假設本集團能夠在未來一年持續經營，該項關鍵判斷對綜合財務報表中確認的金額產生最重大影響。對持續經營假設的評估涉及董事在特定時間點對本質上不確定的事件或條件的未來結果做出判斷。董事認為本集團有能力持續經營，且發生可能導致業務風險的重大事件或情況，可能單獨或共同對綜合財務報表附註2.1所載的持續經營假設產生重大疑問。

### 4. 經營分部資料

就管理而言，本集團根據其產品和服務劃分為多個業務部門，並有三個可申報營運分部，如下所示：

- (a) 物業發展分部從事發展綜合物流及商品交易中心及住宅及商業配套設施；
- (b) 物業投資分部投資綜合物流及商品交易中心及住宅及商業配套設施；及
- (c) 「其他」分部基本上包括提供物流及倉儲服務、奧特萊斯運營、小額貸款服務、物業諮詢相關服務、電子商務服務及其他服務。

管理層會獨立監察營運分部之業績而作出資源分配決定及評定其表現。分部表現乃根據可呈報分部利潤／虧損(即自持續經營經調整稅前利潤／虧損來評估。自持續經營經調整稅前利潤／虧損與本集團自持續經營稅前利潤／虧損計量方式一致，惟利息收入、融資成本、本集團金融工具公平值收益／虧損以及總辦事處，公司開支及未分配銷售成本均無計算在內。

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#### 4. Operating Segment Information (Continued)

Segment assets exclude cash and cash equivalents, restricted cash and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude interest-bearing bank and other borrowings, senior notes, tax payables and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

No geographical segment analysis is presented as the majority of the assets and operations of the Group are located in the PRC, which is considered as one geographical location in an economic environment with similar risks and returns.

There was no single customer from which the revenue amounted to 10% or more of the Group's revenue during the nine months ended 31 December 2023 (year ended 31 March 2023: Nil).

#### 4. 經營分部資料(續)

分部資產不包括現金及現金等價物，受限制現金及其他未分配總辦事處及公司資產，原因為該等資產按集團整體管理。

分部負債不包括計息銀行及其他借貸、優先票據、應付稅項及其他未分配總辦事處及公司負債，原因為該等負債按集團整體管理。

由於本集團的大部分資產及經營均位於中國(被視為處於具類似風險及回報的經濟環境的一個地理位置)，本集團並無呈列地理分部分析。

截至2023年12月31日止九個月，沒有單一客戶進行的銷售佔本集團收入10%或以上(截至2023年3月31日止年度：無)。

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## 4. Operating Segment Information (Continued)

For the nine months ended 31 December 2023

## 4. 經營分部資料(續)

截至2023年12月31日止九個月

		Property development 物業發展 HK\$'000 千港元	Property investment 物業投資 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Segment revenue:</b>	<b>分部收入：</b>				
Sales to external customers	對外部客戶銷售	2,522,694	456,863	529,369	3,508,926
Segment results before changes in fair value of investment properties	投資物業公平值變動前分部業績	334,576	379,240	94,907	808,723
Changes in fair value of investment properties	投資物業公平值變動	-	(2,317,419)	-	(2,317,419)
Segment results after changes in fair value of investment properties	投資物業公平值變動後分部業績	334,576	(1,938,179)	94,907	(1,508,696)
Unallocated cost of sales	未分配銷售成本				(42)
Interest income	利息收入				59,375
Fair value losses on financial assets/liabilities at fair value through profit or loss, net	透過損益以公平值列賬之金融資產/負債公平值之虧損，淨額				(854,129)
Losses on disposal of financial assets/liabilities at fair value through profit or loss, net	處置透過損益以公平值列賬之金融資產/負債之虧損，淨額				(2,644)
Unallocated income and gains, net	未分配收入及收益，淨額				358,888
Unallocated expenses	未分配開支				(2,496,520)
Finance costs	融資成本				(633,667)
Loss before tax from continuing operations	來自持續經營業務之稅前虧損				(5,077,435)
<b>As at 31 December 2023</b>	<b>2023年12月31日</b>				
<b>Segment assets</b>	<b>分部資產</b>	<b>53,503,931</b>	<b>37,959,754</b>	<b>1,936,951</b>	<b>93,400,636</b>
Reconciliation:	對帳：				
Unallocated assets	未分配資產				6,974,415
Total assets	資產總額				100,375,051
<b>Segment liabilities</b>	<b>分部負債</b>	<b>12,947,053</b>	<b>8,344,177</b>	<b>443,817</b>	<b>21,735,047</b>
Reconciliation:	對帳：				
Unallocated liabilities	未分配負債				42,193,679
Total liabilities	負債總額				63,928,726
<b>Other segment information:</b>	<b>其他部分資料：</b>				
Depreciation and amortisation	折舊及攤銷	74,357	2,184	3,748	80,289
Capital expenditure*	資本開支*	1,582,797	166,478	141	1,749,416



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## 4. Operating Segment Information (Continued)

Year ended 31 March 2023

## 4. 經營分部資料(續)

截至2023年3月31日止年度

		Property development 物業發展 HK\$'000 千港元	Property investment 物業投資 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Segment revenue:</b>	<b>分部收入：</b>				
Sales to external customers	對外部客戶銷售	2,372,775	775,809	903,678	4,052,262
Segment results before changes in fair value of investment properties	投資物業公平值變動 前分部業績	(95,662)	655,773	260,607	820,718
Changes in fair value of investment properties	投資物業公平值變動	-	151,588	-	151,588
Segment results after changes in fair value of investment properties	投資物業公平值變動 後分部業績	(95,662)	807,361	260,607	972,306
Unallocated cost of sales	未分配銷售成本				(683)
Interest income	利息收入				137,350
Fair value gains on financial assets/ liabilities at fair value through profit or loss, net	透過損益以公平值列賬之金融 資產/負債公平值之收益， 淨額				7,045
Losses on disposal of financial assets/ liabilities at fair value through profit or loss, net	處置透過損益以公平值列賬之 金融資產/負債之虧損， 淨額				(17,911)
Unallocated income and gains, net	未分配收入及收益，淨額				49,272
Unallocated expenses	未分配開支				(1,937,115)
Finance costs	融資成本				(769,426)
Loss before tax from continuing operations	來自持續經營業務之稅前虧損				(1,559,162)
<b>As at 31 March 2023</b>	<b>2023年3月31日</b>				
<b>Segment assets</b>	<b>分部資產</b>	60,317,097	45,998,532	903,681	107,219,310
Reconciliation:	對帳：				
Unallocated assets	未分配資產				7,005,085
Total assets	資產總額				114,224,395
<b>Segment liabilities</b>	<b>分部負債</b>	17,573,742	9,027,107	547,631	27,148,480
Reconciliation:	對帳：				
Unallocated liabilities	未分配負債				44,390,913
Total liabilities	負債總額				71,539,393
<b>Other segment information:</b>	<b>其他部分資料：</b>				
Depreciation and amortisation	折舊及攤銷	129,785	2,771	13,503	146,059
Capital expenditure*	資本開支*	1,027,363	172,353	6,489	1,206,205

\* Capital expenditure consists of additions to property, plant and equipment, prepaid land lease payments included in right-of-use assets, properties under development and investment properties.

\* 資本開支包括物業、廠房及設備、使用權資產中的預付土地出租金、發展中物業及投資物業添置。

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## 5. Revenue, Other Income and (Losses)/Gains, Net, Fair Value (Losses)/Gains on Investment Properties

An analysis of revenue is as follows:

		For the nine months ended 31 December 2023 截至2023年 12月31日止 九個月 HK\$'000 千港元	For the year ended 31 March 2023 截至2023年 3月31日 止年度 HK\$'000 千港元
Revenue from contracts with customers	客戶合約收益	2,855,696	3,037,675
Revenue from other sources	其他來源收入		
Rental income	租金收入	456,863	775,809
Others	其他	196,367	238,778
Subtotal	小計	653,230	1,014,587
Total	總計	3,508,926	4,052,262

Above include amounts of HK\$261,540,000 for the nine months ended 31 December 2023 (year ended 31 March 2023: HK\$295,951,000) related to income from outlet operations and HK\$179,004,000 for the nine months ended 31 December 2023 (year ended 31 March 2023: HK\$267,770,000) related to income from logistics and warehousing services.

## 5. 收入、其他收入及(虧損)/收益，淨額、投資物業公平值(虧損)/收益

收入分析如下：

		For the nine months ended 31 December 2023 截至2023年 12月31日止 九個月 HK\$'000 千港元	For the year ended 31 March 2023 截至2023年 3月31日 止年度 HK\$'000 千港元
Revenue from contracts with customers	客戶合約收益	2,855,696	3,037,675
Revenue from other sources	其他來源收入		
Rental income	租金收入	456,863	775,809
Others	其他	196,367	238,778
Subtotal	小計	653,230	1,014,587
Total	總計	3,508,926	4,052,262

以上已包括截至2023年12月31日止九個月奧特萊斯運營收入261,540,000港元(截至2023年3月31日止年度：295,951,000港元)及截至2023年12月31日止九個月物流及倉儲服務收入179,004,000港元(截至2023年3月31日止年度：267,770,000港元)。

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## 5. Revenue, Other Income and (Losses)/Gains, Net, Fair Value (Losses)/Gains on Investment Properties (Continued)

### Revenue from contracts with customers

#### (i) Disaggregated revenue information

For the nine months ended 31 December 2023

		Property development 物業發展 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Timing of revenue recognition</b>	<b>收益確認時間</b>			
Revenue recognised at a point in time	在某一時點的收益確定	2,522,694	288,368	2,811,062
Revenue recognised over time	於一段時間內的收益確定	-	44,634	44,634
Total revenue from contracts with customers	總客戶合約收益	2,522,694	333,002	2,855,696

For the year ended 31 March 2023

截至2023年3月31日止年度

		Property development 物業發展 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Timing of revenue recognition</b>	<b>收益確認時間</b>			
Revenue recognised at a point in time	在某一時點的收益確定	2,372,775	549,982	2,922,757
Revenue recognised over time	於一段時間內的收益確定	-	114,918	114,918
Total revenue from contracts with customers	總客戶合約收益	2,372,775	664,900	3,037,675

## 5. 收入、其他收入及(虧損)/收益，淨額、投資物業公平值(虧損)/收益(續)

### 客戶合約收益

#### (i) 分類收入資料

截至2023年12月31日止九個月

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## 5. Revenue, Other Income and (Losses)/Gains, Net, Fair Value (Losses)/Gains on Investment Properties (Continued)

### Revenue from contracts with customers

(Continued)

#### (i) Disaggregated revenue information (Continued)

The following table shows the amounts of revenue recognised in the current reporting period that were included in the contract liabilities at the beginning of the reporting period and recognised from performance obligations satisfied in previous periods:

	31 December 2023 2023年12月31日 HK\$'000 千港元	31 March 2023 2023年3月31日 HK\$'000 千港元
Revenue recognised that was included in contract liabilities at the beginning of the reporting period:		
Sale of properties	1,683,350	1,262,583

#### (ii) Performance obligations

Information about the Group's performance obligations is summarized below:

##### Sale of properties

The performance obligation is satisfied when the physical possession of the completed property is obtained by the purchasers and the Group has a present right to payment and the collection of the consideration is probable.

##### Others

Others include the sale of merchandise and commissions from concessionaire sales included in outlet operations, logistics and warehousing services and E-commerce services. The performance obligation of logistics and warehousing services, consulting service related to property and E-commerce services is satisfied over time as services are rendered. The performance obligation of the sale of merchandise and commissions from concessionaire sales is satisfied when control of the asset is transferred to the customer.

## 5. 收入、其他收入及(虧損)/收益，淨額、投資物業公平值(虧損)/收益(續)

### 客戶合約收益(續)

#### (i) 分類收入資料(續)

下表顯示本報告期間確認的收益金額，該收益金額包含在報告期初的合約負債之中及從先前期間符合的履約責任中確認：

#### (ii) 履約責任

有關本集團履約責任的資料摘錄如下：

##### 物業銷售

履約責任於買方獲得已竣工物業的實際擁有權及本集團獲得現時收款權且很可能收取代價時履行。

##### 其他

其他包括奧特萊斯業務中商品銷售和特許經銷商銷售佣金、物流和倉儲服務、物業諮詢相關服務及電子商貿服務。物流和倉儲服務及電子商貿服務的履約責任會隨著服務的提供而逐漸履行。商品銷售和特許經銷商銷售佣金的履約責任會在資產的控制權轉移給客戶時履行。

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## 5. Revenue, Other Income and (Losses)/Gains, Net, Fair Value (Losses)/Gains on Investment Properties (Continued)

### Revenue from contracts with customers

(Continued)

An analysis of other income and (losses)/gains, net is as follows:

		31 December 2023 2023年12月31日	31 March 2023 2023年3月31日
	Note 附註	HK\$'000 千港元	HK\$'000 千港元
<b>Other income</b>	<b>其他收入</b>		
Interest income	利息收入	59,375	137,350
Government grants*	政府補貼*	5,497	9,776
Others	其他	30,623	12,375
Total other income	其他收入總額	95,495	159,501
<b>(Losses)/gains</b>	<b>(虧損)/收益</b>		
(Losses)/gains on disposal of property, plant and equipment, net	處置物業、廠房及設備之(虧損)/收益, 淨額	(1,952)	23
Gains on disposal of investment properties, net	處置投資物業之收益, 淨額	5,641	-
Fair value (losses)/gains on financial assets/liabilities at fair value through profit or loss, net	透過損益以公平值列賬之金融資產/負債公平值之(虧損)/收益, 淨額	(854,129)	7,045
Losses on disposal of financial assets/liabilities at fair value through profit or loss, net	處置透過損益以公平值列賬之金融資產/負債之虧損, 淨額	(2,644)	(17,911)
Losses on disposal of subsidiaries	處置附屬公司之虧損	(118,351)	-
Gains on modification of senior notes	優先票據修改之收益	348,655	-
Exchange losses, net	匯兌虧損, 淨額	(10,121)	(8,971)
Total losses	虧損總額	(632,901)	(19,814)
Total other income and (losses)/gains	其他收入及(虧損)/收益總額	(537,406)	139,687
Fair value (losses)/gains on investment properties	投資物業公平值(虧損)/收益	(2,317,419)	151,588

\* Various government grants have been received from the relevant government authorities to foster and support the development of the relevant projects of the Group in Chinese Mainland. There are no unfulfilled conditions or contingencies relating to these grants.

## 5. 收入、其他收入及(虧損)/收益, 淨額、投資物業公平值(虧損)/收益(續)

### 客戶合約收益(續)

其他收入及(虧損)/收益, 淨額分析如下:

		31 December 2023 2023年12月31日	31 March 2023 2023年3月31日
	Note 附註	HK\$'000 千港元	HK\$'000 千港元
<b>Other income</b>	<b>其他收入</b>		
Interest income	利息收入	59,375	137,350
Government grants*	政府補貼*	5,497	9,776
Others	其他	30,623	12,375
Total other income	其他收入總額	95,495	159,501
<b>(Losses)/gains</b>	<b>(虧損)/收益</b>		
(Losses)/gains on disposal of property, plant and equipment, net	處置物業、廠房及設備之(虧損)/收益, 淨額	(1,952)	23
Gains on disposal of investment properties, net	處置投資物業之收益, 淨額	5,641	-
Fair value (losses)/gains on financial assets/liabilities at fair value through profit or loss, net	透過損益以公平值列賬之金融資產/負債公平值之(虧損)/收益, 淨額	(854,129)	7,045
Losses on disposal of financial assets/liabilities at fair value through profit or loss, net	處置透過損益以公平值列賬之金融資產/負債之虧損, 淨額	(2,644)	(17,911)
Losses on disposal of subsidiaries	處置附屬公司之虧損	(118,351)	-
Gains on modification of senior notes	優先票據修改之收益	348,655	-
Exchange losses, net	匯兌虧損, 淨額	(10,121)	(8,971)
Total losses	虧損總額	(632,901)	(19,814)
Total other income and (losses)/gains	其他收入及(虧損)/收益總額	(537,406)	139,687
Fair value (losses)/gains on investment properties	投資物業公平值(虧損)/收益	(2,317,419)	151,588

\* 若干政府補貼為相關政府部門給予本集團, 以培育及扶持本集團於中國大陸項目的發展。該等補貼沒有未履行之條件或或然事件。

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**6. Loss Before Tax from Continuing Operations**

The Group's loss before tax from continuing operations is arrived at after charging/(crediting):

**6. 來自持續經營業務之稅前虧損**

本集團的來自持續經營業務之稅前虧損已扣除/(計入)下列各項：

			<b>For the nine months ended 31 December 2023 截至2023年 12月31日止 九個月 HK\$'000 千港元</b>	For the year ended 31 March 2023 截至2023年 3月31日 止年度 HK\$'000 千港元
Cost of properties sold	已售物業成本			
Cost of properties held for finance lease	融資租賃物業成本		<b>2,188,118</b>	2,468,437
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	14	<b>67,429</b>	123,672
Less: Depreciation capitalised in respect of properties under development	減：就發展中物業的資本化折舊		<b>(175)</b>	(312)
			<b>67,254</b>	123,360
Depreciation of right-of-use assets	使用權資產折舊	17(iii)	<b>12,860</b>	22,387
Lease payments not included in the measurement of lease liabilities	未計入租賃負債計量的租賃付款	17(iii)	<b>29,289</b>	7,025
Auditor's remuneration	核數師薪酬		<b>3,770</b>	3,680
Employee benefit expense (including directors' remuneration (note 8)):	僱員福利開支(包括董事薪酬(附註8)):			
Wages and salaries*	工資及薪金*		<b>181,800</b>	261,975
Equity-settled share option expense	以權益結算的購股權開支		<b>462</b>	1,160
Pension scheme contributions	退休金計劃供款		<b>20,494</b>	28,589
			<b>202,756</b>	291,724
Impairment of trade receivables**	應收貿易賬款減值**		<b>41,556</b>	15,954
Impairment of financial assets included in prepayments, other receivables and other assets and other long-term receivables**	計入預付款項、其他應收款項及其他資產及其他長期應收款項之金融資產減值**		<b>756,490</b>	217,372
			<b>798,046</b>	233,326
Impairment of properties held for sale**	持作銷售物業減值**		<b>660,810</b>	517,103
(Reversal of)/impairment of inventories**	存貨(沖回)/減值**		<b>(1,237)</b>	2,892
Contract cancellation costs**	合同取消成本**		<b>99,503</b>	50,967

\* Included an amount of HK\$19,047,000 for the nine months ended 31 December 2023 (year ended 31 March 2023: HK\$29,617,000), which was capitalised under properties under development.

\*\* Included in "Other expenses" in the consolidated statement of profit or loss.

\* 包括截至2023年12月31日止九個月的金額19,047,000港元(截至2023年3月31日止年度：29,617,000港元)，已予以資本化計入發展中物業。

\*\* 計入綜合損益表「其他開支」項內。



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**7. Finance Costs**

An analysis of finance costs is as follows:

**7. 融資成本**

融資成本之分析如下：

		<b>For the nine months ended 31 December 2023 截至2023年 12月31日止 九個月 HK\$'000 千港元</b>	For the year ended 31 March 2023 截至2023年 3月31日 止年度 HK\$'000 千港元
Interest on bank and other borrowings (including senior notes, medium-term notes and domestic company bonds)	銀行及其他借貸利息(包括 優先票據、中期票據及 境內公司債券)	<b>2,062,810</b>	3,100,645
Interest on lease liabilities	租賃負債利息	<b>1,127</b>	1,749
		<b>2,063,937</b>	3,102,394
Less: Interest capitalised	減：資本化利息	<b>(1,430,270)</b>	(2,332,968)
Total	總計	<b>633,667</b>	769,426

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**8. Directors' Emoluments**

Directors' remuneration for the period/year, disclosed pursuant to the Rules Governing the Listing of Securities on The Hong Kong Stock Exchange (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:

**8. 董事酬金**

根據香港聯交所證券上市規則(「上市規則」)、香港公司條例第383(1)(a)、(b)、(c)及(f)條及公司(披露董事利益資料)規例第2部，於本期／年度的董事酬金披露如下：

		<b>For the nine months ended 31 December 2023 截至2023年 12月31日止 九個月 HK\$'000 千港元</b>	For the year ended 31 March 2023 截至2023年 3月31日 止年度 HK\$'000 千港元
Fees	袍金	2,071	2,208
Other emoluments:	其他酬金：		
Salaries, allowances, and benefits in kind	薪金、津貼及實物福利	9,410	13,143
Equity-settled share option expense	以權益結算的購股權開支	462	1,458
Pension scheme contributions	退休金計劃供款	42	54
<b>Total</b>	<b>總計</b>	<b>11,985</b>	<b>16,863</b>

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**8. Directors' Emoluments (Continued)****(a) Independent Non-Executive Directors**

The fees paid to Independent Non-Executive Directors during the period/year were as follows:

	Notes 附註	Equity-settled share option		Total
		Fees	expense	
		袍金	以權益結算的 購股權開支	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
<b>Nine months ended 31 December 2023</b>	<b>截至2023年12月31日止 九個月</b>			
Leung Kwan Yuen Andrew	梁君彥	285	—	285
Li Wai Keung	李偉強	285	—	285
Hui Chiu Chung	許照中	285	—	285
Zee Helen	徐閔	285	—	285
Li Xu	李煦 (iii)	238	—	238
		<b>1,378</b>	<b>—</b>	<b>1,378</b>

	Notes 附註	Equity-settled share option		Total
		Fees	expense	
		袍金	以權益結算的 購股權開支	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
<b>Year ended 31 March 2023</b>	<b>截至2023年3月31日 止年度</b>			
Leung Kwan Yuen Andrew	梁君彥	380	—	380
Li Wai Keung	李偉強	380	—	380
Hui Chiu Chung	許照中	380	—	380
Shen Lifeng	申麗鳳 (i)	295	—	295
Zee Helen	徐閔 (ii)	88	—	88
		<b>1,523</b>	<b>—</b>	<b>1,523</b>

(i) Ms. Shen Lifeng was appointed as an Independent Non-Executive Director on 16 June 2022, then has been redesignated as a Non-Executive Director of the Company on 6 January 2023.

(ii) Ms. Zee Helen was appointed as an Independent Non-Executive Director on 6 January 2023.

(iii) Dr. Li Xu was appointed as an Independent Non-Executive Director on 16 May 2023.

**8. 董事酬金(續)****(a) 獨立非執行董事**

期/年內付予獨立非執行董事的袍金如下：

	Notes 附註	Equity-settled share option		Total
		Fees	expense	
		袍金	以權益結算的 購股權開支	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
<b>Nine months ended 31 December 2023</b>	<b>截至2023年12月31日止 九個月</b>			
Leung Kwan Yuen Andrew	梁君彥	285	—	285
Li Wai Keung	李偉強	285	—	285
Hui Chiu Chung	許照中	285	—	285
Zee Helen	徐閔	285	—	285
Li Xu	李煦 (iii)	238	—	238
		<b>1,378</b>	<b>—</b>	<b>1,378</b>

	Notes 附註	Equity-settled share option		Total
		Fees	expense	
		袍金	以權益結算的 購股權開支	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
<b>Year ended 31 March 2023</b>	<b>截至2023年3月31日 止年度</b>			
Leung Kwan Yuen Andrew	梁君彥	380	—	380
Li Wai Keung	李偉強	380	—	380
Hui Chiu Chung	許照中	380	—	380
Shen Lifeng	申麗鳳 (i)	295	—	295
Zee Helen	徐閔 (ii)	88	—	88
		<b>1,523</b>	<b>—</b>	<b>1,523</b>

(i) 申麗鳳女士於2022年6月16日獲委任為獨立非執行董事；其後於2023年1月6日調任為非執行董事。

(ii) 徐閔女士於2023年1月6日獲委任為獨立非執行董事。

(iii) 李煦博士於2023年5月16日獲委任為獨立非執行董事。

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## 8. Directors' Emoluments (Continued)

### (b) Executive Directors and Non-Executive Directors

## 8. 董事酬金(續)

### (b) 執行董事及非執行董事

	Notes 附註	Salaries, allowances and benefits Performance-related bonuses Equity-settled share option expense Pension scheme contributions					Total 總計
		Fees 袍金	in kind 及實物福利	bonuses 的花紅	expense 購股權開支	contributions 退休金計劃 供款	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>Nine months ended 31 December 2023</b>	<b>截至2023年12月31日止 九個月</b>						
Co-Chairmen:	聯席主席:						
Li Wenxiong (Non-Executive Director)	李文雄 (非執行董事)	(i)	-	-	-	-	-
Cheng Chung Hing (Executive Director)	鄭松興 (執行董事)		-	3,980	-	-	14
			-	3,980	-	-	14
Executive Directors:	執行董事:						
Geng Mei	耿梅		-	4,388	-	462	14
Wan Hongtao	萬鴻濤	(ii)	-	-	-	-	-
Qin Wenzhong	覃文忠	(iii)	-	-	-	-	-
Cheng Ka Man Carman	鄭嘉汶		-	1,042	-	-	14
			-	5,430	-	462	28
Non-Executive Directors:	非執行董事:						
Cheng Tai Po	鄭大報	(ix)	274	-	-	-	-
Fung Sing Hong Stephen	馮星航	(viii)	134	-	-	-	-
Shen Lifeng	申麗鳳		285	-	-	-	-
Li Aihua	李愛花	(vi)	-	-	-	-	-
Deng Jin	鄧津	(vii)	-	-	-	-	-
			693	-	-	-	-
			693	9,410	-	462	42
							10,607

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## 8. Directors' Emoluments (Continued)

### (b) Executive Directors and Non-Executive Directors (Continued)

## 8. 董事酬金(續)

### (b) 執行董事及非執行董事(續)

		Notes	Fees	Salaries, allowances and benefits in kind	Performance-related bonuses	Equity-settled share option expense	Pension scheme contributions	Total
		附註	袍金	薪金、津貼及實物福利	與表現掛鉤的花紅	以權益結算的購股權開支	退休金計劃供款	總計
			HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
			千港元	千港元	千港元	千港元	千港元	千港元
Year ended 31 March 2023	截至2023年3月31日止年度							
Co-Chairmen:	聯席主席:							
Li Wenxiong (Non-Executive Director)	李文雄 (非執行董事)	(i)	-	-	-	-	-	-
Cheng Chung Hing (Executive Director)	鄭松興 (執行董事)		-	5,850	-	-	18	5,868
			-	5,850	-	-	18	5,868
Executive Directors:	執行董事:							
Geng Mei	耿梅		-	5,793	-	1,319	18	7,130
Wan Hongtao	萬鴻濤	(ii)	-	-	-	-	-	-
Qin Wenzhong	覃文忠	(iii)	-	-	-	-	-	-
Cheng Ka Man Carman	鄭嘉汶		-	1,500	-	139	18	1,657
			-	7,293	-	1,458	36	8,787
Non-Executive Directors:	非執行董事:							
Cheng Tai Po	鄭大報		680	-	-	-	-	680
Shen Lifeng	申麗鳳	(iv)	5	-	-	-	-	5
Lei Ming	雷鳴	(v)	-	-	-	-	-	-
			685	-	-	-	-	685
			685	13,143	-	1,458	54	15,340

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**8. Directors' Emoluments (Continued)****(b) Executive Directors and Non-Executive Directors (Continued)**

- (i) Mr. Li Wenxiong has been appointed as Co-Chairman and Non-Executive Director on 23 September 2022. Mr. Li will not receive any director's emolument, annual performance bonus and/or share options granted from the Company.
- (ii) Mr. Wan Hongtao has been appointed as an Executive Director and the Group's Vice President on 16 June 2022. Mr. Wan will not receive any director's emolument, annual performance bonus and/or share options granted from the Company.
- (iii) Mr. Qin Wenzhong has been appointed as an Executive Director and the Group's Financial Controller on 16 June 2022. Mr. Qin will not receive any director's emolument, annual performance bonus and/or share options granted from the Company.
- (iv) Ms. Shen Lifeng has been appointed as a Non-Executive Director on 6 January 2023.
- (v) Mr. Lei Ming resigned as a Non-Executive Director on 10 August 2022 and decided not to receive any director's emolument from the Company, including a director's fee of HK\$380,000 per annum since his appointment.
- (vi) Ms. Li Aihua was appointed as a Non-Executive Director on 16 May 2023. Ms. Li will not receive any director's emolument, annual performance bonus and/or share options granted from the Company.
- (vii) Ms. Deng Jin was appointed as a Non-Executive Director on 16 May 2023. Ms. Deng will not receive any director's emolument, annual performance bonus and/or share options granted from the Company.
- (viii) Mr. Fung Sing Hong was appointed as a Non-Executive Director on 25 August 2023.
- (ix) Mr. Cheng Tai Po resigned as a Non-Executive Director on 25 August 2023.

**8. 董事酬金(續)****(b) 執行董事及非執行董事(續)**

- (i) 李文雄先生於2022年9月23日獲委任為聯席主席兼非執行董事。李先生將不會收取本公司任何董事酬金、年度與表現掛鉤的花紅及／或授予的購股權。
- (ii) 萬鴻濤先生於2022年6月16日獲委任為執行董事兼集團副總裁。萬先生將不會收取本公司任何董事酬金、年度與表現掛鉤的花紅及／或授予的購股權。
- (iii) 覃文忠先生於2022年6月16日獲委任為執行董事兼集團財務總監。覃先生將不會收取本公司任何董事酬金、年度與表現掛鉤的花紅及／或授予的購股權。
- (iv) 申麗鳳女士於2023年1月6日獲委任為非執行董事。
- (v) 雷鳴先生於2022年8月10日辭任非執行董事，並決定自獲委任後不再向本公司收取任何董事酬金，包括每年380,000港元的董事袍金。
- (vi) 李愛花女士於2023年5月16日獲委任為非執行董事。李女士將不會收取本公司任何董事酬金、年度與表現掛鉤的花紅及／或授予的購股權。
- (vii) 鄧津女士於2023年5月16日獲委任為非執行董事。鄧女士將不會收取本公司任何董事酬金、年度與表現掛鉤的花紅及／或授予的購股權。
- (viii) 馮星航先生於2023年8月25日獲委任為非執行董事。
- (ix) 鄭大報先生於2023年8月25日起辭任執行董事。



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**9. Five Highest Paid Individuals**

The five highest paid individuals during the period/year included three (year ended 31 March 2023: three) Directors, details of whose remuneration are set out in note 8 above. Details of the remuneration of the five highest paid individuals for the period/year are as follows:

		For the nine months ended 31 December 2023 截至2023年 12月31日 九個月 HK\$'000 千港元	For the year ended 31 March 2023 截至2023年 3月31日 止年度 HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	13,190	18,214
Performance-related bonuses	與表現掛鈎的花紅	-	1,195
Equity-settled share option expense	以權益結算的購股權開支	462	1,641
Pension scheme contributions	退休金計劃供款	70	90
		<b>13,722</b>	<b>21,140</b>

The number of the five highest paid individuals whose remuneration fell within the following bands is as follows:

		Number of employees 僱員人數	
		31 December 2023 2023年12月31日	31 March 2023 2023年3月31日
HK\$1,000,001 to HK\$10,000,000	1,000,001港元至10,000,000港元	5	5

During the period and in prior years, share options were granted to non-director, highest paid individuals in respect of their services to the Group, further details of which are included in the disclosure in note 33 to the financial statements. The fair value of those options, which is recognised in the consolidated statement of profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current period is included in the above five highest paid individuals' remuneration disclosures.

**9. 五位最高薪人士**

期/年內，五位最高薪人士分別包括三名董事（截至2023年3月31日止年度：三名），其酬金已載於上文附註8。期/年內五名最高薪人士酬金的詳情如下：

	For the nine months ended 31 December 2023 截至2023年 12月31日 九個月 HK\$'000 千港元	For the year ended 31 March 2023 截至2023年 3月31日 止年度 HK\$'000 千港元
Salaries, allowances and benefits in kind	13,190	18,214
Performance-related bonuses	-	1,195
Equity-settled share option expense	462	1,641
Pension scheme contributions	70	90
	<b>13,722</b>	<b>21,140</b>

介乎以下範圍的五名最高薪人士人數如下：

		Number of employees 僱員人數	
		31 December 2023 2023年12月31日	31 March 2023 2023年3月31日
HK\$1,000,001 to HK\$10,000,000	1,000,001港元至10,000,000港元	5	5

期內及過往年度，非董事及最高薪人士就其向本集團提供之服務而獲授購股權，其進一步詳情載於財務報表附註33。該等購股權的公平值（已於歸屬期間於綜合損益表確認）乃於授出日期釐定，而載於本期財務報表的金額已包括於上文五名最高薪人士酬金的披露資料。

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**10. Income Tax Credit**

Hong Kong profits tax has been provided at the rate of 16.5% (year ended 31 March 2023: 16.5%) on the estimated assessable profits arising in Hong Kong during the period. No provision for Hong Kong profits tax has been made as the Group had no assessable profits arising in Hong Kong during the period (year ended 31 March 2023: Nil).

Taxes on profits assessable in Chinese Mainland are calculated at the rates of tax prevailing in the provinces in which the Group operates.

Under the relevant income tax law, the PRC subsidiaries are subject to corporate income tax ("CIT") at the statutory rate of 25% (year ended 31 March 2023: 25%) on their respective taxable income during the period.

The PRC LAT is levied at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds from the sale of properties less deductible expenditures including land costs, borrowing costs and all property development expenditures.

The major components of income tax (credit)/expenses for the period/year are as follows:

**10. 所得稅回撥**

期內，香港利得稅乃根據於香港產生的估計應課稅溢利16.5%（截至2023年3月31日止年度：16.5%）的稅率計提。期內，由於本集團概無源自香港的應課稅利潤，故並無計提香港利得稅撥備（截至2023年3月31日止年度：無）。

中國大陸的應課稅溢利稅項乃按本集團營運所在省份的現行稅率計提。

根據相關所得稅法，期內，中國附屬公司須就各自應課稅收入按法定稅率25%（截至2023年3月31日止年度：25%）繳納企業所得稅。

中國土地增值稅按30%至60%不等的累進稅率就土地價值（即物業銷售所得款項減包括土地成本、借貸成本及所有物業發展開支在內的可扣減開支）增值徵收。

期／年內，所得稅（回撥）／開支主要部分如下：

		<b>For the nine months ended 31 December 2023 截至2023年 12月31日止 九個月 HK\$'000 千港元</b>	For the year ended 31 March 2023 截至2023年 3月31日 止年度 HK\$'000 千港元
Current	即期	<b>381,729</b>	(224,685)
Deferred	遞延	<b>(1,141,574)</b>	220,829
Total tax credit from continuing operations	來自持續經營業務的稅項 回撥總額	<b>(759,845)</b>	(3,856)
Total tax charge from a discontinued operation	來自終止經營業務的稅項開支 總額	-	352,541
		<b>(759,845)</b>	348,685

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**10. Income Tax Credit (Continued)**

A reconciliation of the tax expense applicable to (loss)/profit before tax at the statutory rate to the tax expense at the Group's effective income tax rate is as follows:

**10. 所得稅回撥(續)**

按法定稅率計算適用於稅前(虧損)/利潤的稅項開支與按本集團本年度實際稅率計算的稅項開支的對賬如下:

		<b>For the nine months ended 31 December 2023 截至2023年 12月31日止 九個月 HK\$'000 千港元</b>	For the year ended 31 March 2023 截至2023年 3月31日 止年度 HK\$'000 千港元
Loss before tax from continuing operations	來自持續經營業務之 稅前虧損	<b>(5,077,435)</b>	(1,559,162)
Profit before tax from a discontinued operation	來自已終止經營業務之 稅前利潤	-	2,607,342
		<b>(5,077,435)</b>	1,048,180
Tax at the statutory tax rate of 16.5%	按16.5%法定稅率計算的稅項	<b>(837,777)</b>	172,950
Different tax rates enacted by local authorities	地方機關制定的不同稅率	<b>(383,368)</b>	(16,975)
Income not subject to tax	毋須繳稅收入	<b>(6,508)</b>	(54,290)
Expenses not deductible for tax	不可扣稅開支	<b>255,541</b>	206,915
Tax losses utilised from previous years	動用過往年度的稅項虧損	<b>(31,567)</b>	(34,130)
Tax losses not recognised	未確認的稅項虧損	<b>26,491</b>	330,405
LAT, net of tax effects	土地增值稅的即期與遞延稅務 影響·淨額	<b>222,126</b>	(250,817)
Profit attributable to associates	聯營公司應佔溢利	<b>(24,724)</b>	(9,017)
Effect of withholding tax on the distributable profits of the Group's PRC subsidiaries	按本集團的中國附屬公司的 可分配利潤而計算預扣所得稅 的影響	<b>19,941</b>	3,644
Tax (credit)/charge at the Group's effective rate	按本集團實際稅率計算的稅項 (回撥)/開支	<b>(759,845)</b>	348,685
Tax credit from continuing operations at the effective rate	按實際稅率持續經營業務的稅項 回撥	<b>(759,845)</b>	(3,856)
Tax charge from a discontinued operation at the effective rate	按實際稅率終止經營業務的稅項 開支	-	352,541

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**11. Discontinued Operation**

On 18 July 2022, the Company announced the decision of its board of directors to dispose of a 50% equity interest in Shenzhen First Asia Pacific Property Management Company Limited (“First Asia Pacific Group”), a limited liability company established in the PRC. First Asia Pacific Group engages in the provision of property management services. Such transaction was completed on 23 December 2022.

As at 23 December 2022, First Asia Pacific Group was classified as an associate and as a discontinued operation. With First Asia Pacific Group being classified as a discontinued operation, the provision of property management service is no longer included in the note 4 for operating segment information.

The results of First Asia Pacific Group for the year ended 31 March 2023 are presented below.

**11. 已終止經營業務**

於2022年7月18日，公司發佈公告，董事會決定出售在中國成立的有限責任公司深圳第一亞太物業管理有限公司(「第一亞太集團」)50%的股權。第一亞太集團從事提供物業管理服務。該交易於2022年12月23日完成。

於2022年12月23日，第一亞太集團被分類為聯營公司及已終止經營業務。由於第一亞太集團被歸類為終止經營業務，物業管理服務的提供不再包括在經營分部信息的附註4中。

第一亞太集團於截至2023年3月31日止年度的業績呈列如下。

		For the year ended 31 March 2023 截至2023年 3月31日 止年度 HK\$'000 千港元
Revenue	收入	372,539
Expenses	開支	(308,646)
Finance cost	融資成本	(9,565)
Profit from the discontinued operation	來自己終止經營業務之利潤	54,328
Gain recognised on disposal of the discontinued operation (note 35)	出售已終止經營業務之收益 (附註35)	2,553,014
Profit before tax from the discontinued operation	來自己終止經營業務之除稅前利潤	2,607,342
Income tax:	所得稅：	
Related to pre-tax profit	與除稅前利潤相關	(71,859)
Related to gain recognised on disposal of the discontinued operation – current	與出售已終止經營業務之收益相關 — 即期	(140,341)
Related to gain recognised on disposal of the discontinued operation – deferred	與出售已終止經營業務之收益相關 — 遞延	(140,341)
Profit for the year from the discontinued operation	來自己終止經營業務之年度利潤	2,254,801

## Notes to Financial Statements (Continued)

### 財務報表附註(續)

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#### 11. Discontinued Operation (Continued)

The net cash flows incurred by First Asia Pacific Group are as follows:

		31 March 2023 2023年3月31日 HK\$'000 千港元
Operating activities	經營活動	14,160
Investing activities	投資活動	(231)
Financing activities	融資活動	(9,594)
Net cash inflow	淨現金流入	4,335

		31 March 2023 2023年3月31日
<b>Profit per share</b>	<b>每股盈利</b>	
Basic and diluted, from the discontinued operation	基本及攤薄，來自已終止經營業務	HK20.44 cents 港仙

The calculations of basic and diluted earnings per share from the discontinued operation are based on:

		31 March 2023 2023年3月31日 HK\$'000 千港元
Earnings	盈利	
Profit attributable to ordinary equity holders of the parent from the discontinued operation	來自已終止經營業務之母公司 普通權益持有人應佔利潤	2,254,801

#### 11. 已終止經營業務(續)

第一亞太集團產生的現金流量淨額如下：

		31 March 2023 2023年3月31日 HK\$'000 千港元
Operating activities	經營活動	14,160
Investing activities	投資活動	(231)
Financing activities	融資活動	(9,594)
Net cash inflow	淨現金流入	4,335

		31 March 2023 2023年3月31日
<b>Profit per share</b>	<b>每股盈利</b>	
Basic and diluted, from the discontinued operation	基本及攤薄，來自已終止經營業務	HK20.44 cents 港仙

計算來自已終止經營業務之每股基本及攤薄盈利乃基於：

		31 March 2023 2023年3月31日 HK\$'000 千港元
Earnings	盈利	
Profit attributable to ordinary equity holders of the parent from the discontinued operation	來自已終止經營業務之母公司 普通權益持有人應佔利潤	2,254,801

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**11. Discontinued Operation** (Continued)**11. 已終止經營業務**(續)

		Number of shares 股數
		31 March 2023 2023年3月31日
<b>Shares</b>	<b>股份</b>	
Weighted average number of ordinary shares in issue during the year used in the basic and diluted earnings per share calculation (note 13)	用於計算每股基本及攤薄盈利之年內已發行普通股的加權平均數(附註13)	11,028,879,149

**12. Dividend****12. 股息**

		For the nine months ended 31 December 2023 截至2023年 12月31日止 九個月 HK\$'000 千港元	For the year ended 31 March 2023 截至2023年 3月31日 止年度 HK\$'000 千港元
Final dividend – Nil (31 March 2023: HK2.0 cents per ordinary share)	末期股息—無(2023年3月31日：每股普通股2.0港仙)	—	228,838

At a meeting of the Board held on 28 March 2024, the directors resolved not to propose a final dividend to shareholders (31 March 2023: HK2.0 cents per ordinary share).

本公司於2024年3月28日舉行的董事會會議上，董事議決不建議向股東派付末期股息(2023年3月31日：每股普通股2.0港仙)。

**13. (Losses)/Earnings Per Share Attributable to Ordinary Equity Holders of the Parent**

The calculation of the basic (losses)/earnings per share is based on the (loss)/profit for the period/year attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 11,441,892,848 (year ended 31 March 2023: 11,028,879,149) in issue during the period.

**13. 歸屬於母公司普通股權益持有人的每股(虧損)/盈利**

每股基本(虧損)/盈利乃根據母公司普通股權益持有人應佔期/年內(虧損)/利潤及期內已發行11,441,892,848股(截至2023年3月31日止年度：11,028,879,149股)普通股的加權平均數計算。



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**13. (Losses)/Earnings Per Share Attributable to Ordinary Equity Holders of the Parent (Continued)**

No adjustment has been made to the basic (losses)/earnings per share amounts presented for the nine months ended 31 December 2023 and year ended 31 March 2023 in respect of a dilution as the impact of the share options outstanding had an anti-dilutive effect on the basic (losses)/earnings per share amounts presented.

The calculations of basic and diluted (losses)/earnings per share are based on:

**13. 歸屬於母公司普通股權益持有人的每股(虧損)/盈利(續)**

由於未行使之購股權對所呈列的每股基本(虧損)/盈利金額具有反攤薄影響，故並無就截至2023年12月31日止九個月及2023年3月31日止年度所呈列之每股基本(虧損)/盈利金額作出調整。

每股基本及攤薄(虧損)/盈利的計算乃基於：

		<b>For the nine months ended 31 December 2023 截至2023年 12月31日 九個月 HK\$'000 千港元</b>	For the year ended 31 March 2023 截至2023年 3月31日 止年度 HK\$'000 千港元
<b>(Losses)/earnings</b>	<b>(虧損)/盈利</b>		
(Loss)/profit attributable to ordinary equity holders of the parent, used in the basic and diluted (losses)/earnings per share calculation:	用於計算每股基本及攤薄(虧損)/盈利之母公司普通股權益持有人應佔(虧損)/利潤：		
From continuing operations	自持續經營業務	<b>(4,317,462)</b>	(1,554,817)
From a discontinued operation	自終止經營業務	-	2,254,801
		<b>(4,317,462)</b>	699,984

		<b>Number of shares 股數</b>	
		<b>31 December 2023 2023年12月31日</b>	31 March 2023 2023年3月31日
<b>Shares</b>	<b>股份</b>		
Weighted average number of ordinary shares in issue during the period/year used in the basic and diluted (losses)/earnings per share calculation	用於計算每股基本及攤薄(虧損)/盈利之期/年內已發行普通股的加權平均數	<b>11,441,892,848</b>	11,028,879,149

## Notes to Financial Statements (Continued)

## 財務報表附註(續)

31 December 2023 2023年12月31日

## 14. Property, Plant and Equipment

31 December 2023

## 14. 物業、廠房及設備

2023年12月31日

		Notes	Buildings	Furniture, fixtures and equipment	Motor vehicles	Total
		附註	樓宇	傢俬、裝置 及設備	汽車	總計
			HK\$'000	HK\$'000	HK\$'000	HK\$'000
			千港元	千港元	千港元	千港元
At 1 April 2023:	於2023年4月1日：					
Cost	成本		1,416,058	413,649	60,285	1,889,992
Accumulated depreciation	累計折舊		(866,653)	(250,840)	(55,700)	(1,173,193)
Net carrying amount	賬面淨額		549,405	162,809	4,585	716,799
At 1 April 2023, net of accumulated depreciation	於2023年4月1日， 已扣除累計折舊		549,405	162,809	4,585	716,799
Additions	添置		–	16,585	562	17,147
Disposals	處置		–	(6,743)	(927)	(7,670)
Disposal of a subsidiary	處置附屬公司	35	(84,683)	(3,694)	(189)	(88,566)
Depreciation provided during the period	期內折舊撥備		(35,464)	(31,086)	(879)	(67,429)
Exchange realignment	匯兌調整		(22,977)	(3,495)	(202)	(26,674)
At 31 December 2023, net of accumulated depreciation	於2023年12月31日， 已扣除累計折舊		406,281	134,376	2,950	543,607
At 31 December 2023:	於2023年12月31日：					
Cost	成本		1,200,889	383,737	45,728	1,630,354
Accumulated depreciation	累計折舊		(794,608)	(249,361)	(42,778)	(1,086,747)
Net carrying amount	賬面淨額		406,281	134,376	2,950	543,607

## Notes to Financial Statements (Continued)

### 財務報表附註(續)

31 December 2023 2023年12月31日

#### 14. Property, Plant and Equipment (Continued)

31 March 2023

#### 14. 物業、廠房及設備(續)

2023年3月31日

		Notes	Buildings	Furniture, fixtures and equipment	Motor vehicles	Total
		附註	樓宇	傢俬、裝置 及設備	汽車	總計
			HK\$'000	HK\$'000	HK\$'000	HK\$'000
			千港元	千港元	千港元	千港元
At 1 April 2022:	於2022年4月1日：					
Cost	成本		1,527,326	362,245	70,869	1,960,440
Accumulated depreciation	累計折舊		(852,466)	(227,251)	(63,343)	(1,143,060)
Net carrying amount	賬面淨額		674,860	134,994	7,526	817,380
At 1 April 2022, net of accumulated depreciation	於2022年4月1日· 已扣除累計折舊		674,860	134,994	7,526	817,380
Additions	添置		93	81,934	675	82,702
Disposals	處置		–	(428)	(409)	(837)
Disposal of a subsidiary	處置附屬公司	35	–	(1,063)	(626)	(1,689)
Depreciation provided during the year	年度折舊撥備		(75,467)	(46,496)	(2,177)	(124,140)
Exchange realignment	匯兌調整		(50,081)	(6,132)	(404)	(56,617)
At 31 March 2023, net of accumulated depreciation	於2023年3月31日· 已扣除累計折舊		549,405	162,809	4,585	716,799
At 31 March 2023:	於2023年3月31日：					
Cost	成本		1,416,058	413,649	60,285	1,889,992
Accumulated depreciation	累計折舊		(866,653)	(250,840)	(55,700)	(1,173,193)
Net carrying amount	賬面淨額		549,405	162,809	4,585	716,799

31 December 2023 2023年12月31日

**14. Property, Plant and Equipment (Continued)**

Certain of the Group's buildings with an aggregate carrying value of approximately HK\$3,243,000 as at 31 December 2023 (31 March 2023: HK\$4,720,000) were pledged to secure general banking facilities granted to the Group (note 29).

As at 31 December 2023, certificates of ownership in respect of certain buildings of the Group in the PRC with an aggregate carrying value of approximately HK\$385,658,000 (31 March 2023: HK\$509,854,000) had not been issued by the relevant PRC authorities. The Group is in the process of obtaining the relevant certificates of ownership.

**15. Investment Properties**

		31 December 2023 2023年12月31日	31 March 2023 2023年3月31日
	Notes 附註	HK\$'000 千港元	HK\$'000 千港元
Carrying amount at the beginning of period/year	期/年初的賬面值	<b>53,430,054</b>	57,767,160
Additions	添置	<b>166,267</b>	172,281
Transfer from properties under development	轉撥自發展中物業	<b>49,232</b>	–
Disposal	處置	<b>(50,633)</b>	–
Transfer to properties held for sale	轉撥至持作銷售物業	–	(411,910)
Fair value (losses)/gains on investment properties	來自投資物業(虧損)/收益之公平值	<b>(2,317,419)</b>	151,588
Disposal of a subsidiary	出售一附屬公司	<b>(3,440,713)</b>	–
Exchange realignment	匯兌調整	<b>(1,847,984)</b>	(4,249,065)
Carrying amount at the end of period/year	期/年末的賬面值	<b>45,988,804</b>	53,430,054

The Group's investment properties were revalued on 31 December 2023 by Savills at RMB41,675,400,000 (equivalent to approximately HK\$45,988,804,000) (31 March 2023: RMB46,774,100,000 (equivalent to approximately HK\$53,430,054,000)), on an open market, existing use basis.

The Group's investment properties with an aggregate carrying value of approximately HK\$33,537,271,000 as at 31 December 2023 (31 March 2023: HK\$38,948,531,000), were pledged to secure general banking facilities granted to the Group (note 29).

**14. 物業、廠房及設備(續)**

於2023年12月31日，本集團賬面總值約3,243,000港元(2023年3月31日：4,720,000港元)的若干樓宇已抵押作為本集團獲授一般銀行融資的擔保(附註29)。

於2023年12月31日，本集團於中國賬面總值合共約385,658,000港元(2023年3月31日：509,854,000港元)的若干樓宇未獲相關中國機關發出所有權證。本集團正在領取相關所有權證。

**15. 投資物業**

	31 December 2023 2023年12月31日	31 March 2023 2023年3月31日
	HK\$'000 千港元	HK\$'000 千港元
Carrying amount at the beginning of period/year	<b>53,430,054</b>	57,767,160
Additions	<b>166,267</b>	172,281
Transfer from properties under development	<b>49,232</b>	–
Disposal	<b>(50,633)</b>	–
Transfer to properties held for sale	–	(411,910)
Fair value (losses)/gains on investment properties	<b>(2,317,419)</b>	151,588
Disposal of a subsidiary	<b>(3,440,713)</b>	–
Exchange realignment	<b>(1,847,984)</b>	(4,249,065)
Carrying amount at the end of period/year	<b>45,988,804</b>	53,430,054

第一太平戴維斯於2023年12月31日重估本集團的投資物業，按公開市場現有用途基準的價值為人民幣41,675,400,000元(相等於約45,988,804,000港元)(2023年3月31日：人民幣46,774,100,000元(相等於約53,430,054,000港元))。

於2023年12月31日，本集團賬面總值約33,537,271,000港元(2023年3月31日：38,948,531,000港元)的投資物業已抵押作為本集團獲授一般銀行融資的擔保(附註29)。

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**15. Investment Properties (Continued)**

The Group's investment properties with an aggregate carrying value of approximately HK\$42,642,551,000 as at 31 December 2023 (31 March 2023: HK\$46,198,039,000) are subject to sales restrictions (note 1(iv)).

The Group's investment properties consist of trade centres, commercial and other ancillary facilities in Chinese Mainland. Each year, the Group's management decides 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 finance department has discussions with the valuer on the valuation assumptions and valuation results twice a year when the valuation is performed for interim and annual financial reporting.

**Fair value hierarchy**

The following table illustrates the fair value measurement hierarchy of the Group's investment properties:

**15. 投資物業(續)**

於2023年12月31日，本集團賬面總值約42,642,551,000港元(2023年3月31日：46,198,039,000港元)的投資物業受到銷售限制(附註1(iv))。

本集團的投資物業包括在中國的交易中心、商業及其他配套設施。本集團的管理層每年決定委任負責對本集團物業進行外部估值的外聘估值師人選。篩選準則包括市場知識、聲譽、獨立性，以及是否維持專業水平。就中期及年度財務報告進行估值時，本集團的財務部與估值師於每年中期及年度報告就估值假設及估值結果進行兩次討論。

**公平值層級**

本集團投資物業的公平值計量層級載於下表：

		Fair value measurement as at 31 December 2023 using significant unobservable inputs (Level 3) 於2023年12月31日 使用重大不可觀察 輸入數據計量 公平值 (第3級) HK\$'000 千港元
Recurring fair value measurement for:	就以下各項的經常性公平值計量：	
Trade centres, commercial and other ancillary facilities	交易中心、商業及其他配套設施	<b>45,988,804</b>

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### 15. Investment Properties (Continued) Fair value hierarchy (Continued)

### 15. 投資物業(續) 公平值層級(續)

Fair value measurement as at 31 March 2023 using significant unobservable inputs (Level 3) 於2023年3月31日使用重大不可觀察輸入數據計量公平值(第3級) HK\$'000 千港元

Recurring fair value measurement for:	就以下各項的經常性公平值計量：	
Trade centres, commercial and other ancillary facilities	交易中心、商業及其他配套設施	53,430,054

During the period, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (year ended 31 March 2023: Nil).

期內，第1級與第2級之間概無發生公平值計量的轉移，第3級亦無公平值計量轉入或轉出(截至2023年3月31日止年度：無)。

Below is a summary of the valuation technique 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元素的概要：

	Valuation technique 估值技術	Significant unobservable inputs 重大不可觀察輸入數據	Range 範圍	
			As at 31 December 2023 於2023年12月31日	As at 31 March 2023 於2023年3月31日
Trade centres, commercial and other ancillary facilities 交易中心、商業及其他配套設施	Income capitalisation method 收入資本化法	Market unit rental rate (RMB/sq.m./month) 市場單位租金(人民幣/平方米/月)	23-150	23-161
		Capitalisation rate 資本化率	5.00%-8.25%	4.00%-8.25%



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**15. Investment Properties (Continued)****Fair value hierarchy (Continued)**

The fair values of investment properties are determined principally using the income capitalisation method by capitalising the rental income derived from the existing tenancies with due provisions for the reversionary income potential of the properties. The fair value measurement is positively correlated to the market unit rental rate and negatively correlated to the capitalisation rate. For the portions which were under construction, the expended construction costs and the costs that are expected to be expended to complete the properties have also been taken into account in arriving at their fair values.

**16. Properties Under Development**

	期／年初的賬面值		
Carrying amount at the beginning of period/year			
Additions	添置		
Transfer to properties held for sale	轉撥至持作銷售物業		
Transfer to investment properties	轉撥至投資物業	15	
Exchange realignment	匯兌調整		
Carrying amount at the end of period/year	期／年末的賬面值		

Certain of the Group's properties under development with an aggregate carrying value of approximately HK\$853,393,000 as at 31 December 2023 (31 March 2023: HK\$1,353,296,000), were pledged to secure general banking facilities granted to the Group (note 29).

The government grants related to supporting infrastructure construction and development activities in connection with the Group's property development projects were previously deducted from the additions of properties under development. Among the balance of cost of properties sold during the nine months ended 31 December 2023, approximately RMB18,173,000 (equivalent to HK\$20,001,000) (year ended 31 March 2023: RMB21,064,000 (equivalent to HK\$24,002,000)) were related to these grants previously deducted within properties under development.

**15. 投資物業(續)****公平值層級(續)**

投資物業公平值主要按收入資本化法釐定，方法是將現有租賃所得的租金收入資本化，並就物業的潛在可復歸收入計提適當撥備。公平值計量與市場租金成正比且與資本化率成反比。就正在建造之部分，在確定公平值時，已支銷的建築成本及完成開發項目預計將支銷的成本亦已被考慮在內。

**16. 發展中物業**

	31 December 2023 2023年12月31日	31 March 2023 2023年3月31日
Note 附註	HK\$'000 千港元	HK\$'000 千港元
	1,456,194	1,578,157
	1,566,002	951,222
	(1,845,546)	(954,387)
15	(49,232)	-
	(61,906)	(118,798)
	1,065,512	1,456,194

於2023年12月31日，本集團賬面總值約853,393,000港元(2023年3月31日：1,353,296,000港元)的若干發展中物業已抵押作為本集團獲授一般銀行融資的擔保(附註29)。

為本集團物業發展項目中有關於基礎建設工程及發展活動提供支持的政府補助已於以前在添置發展中物業扣除。截至2023年12月31日止九個月的已售物業成本中，約人民幣18,173,000元(相等於20,001,000港元)的有關政府補助從發展中物業中扣除(截至2023年3月31日止年度：人民幣21,064,000元(相等於24,002,000港元))。

31 December 2023 2023年12月31日

**17. Leases****The Group as a lessee**

The Group has lease contracts for various items of property, machinery and other equipment used in its operations. Lump sum payments were made upfront to acquire the leased land from the owners with lease periods of 40 years, and no ongoing payments will be made under the terms of these land leases. Leases of properties generally have lease terms between 1 and 8 years. Other equipment generally has lease terms of 12 months or less.

**(i) Right-of-use assets**

The carrying amounts of the Group's right-of-use assets and the movements during the period/year are as follows:

		Leasehold land 租賃土地 HK\$'000 千港元	Property 物業 HK\$'000 千港元	Total 合計 HK\$'000 千港元
As at 1 April 2023	於2023年4月1日	485,050	12,709	497,759
Disposal of subsidiaries	處置附屬公司	(152,107)	(4,551)	(156,658)
Depreciation charge	折舊開支	(7,449)	(5,411)	(12,860)
Exchange realignment	匯兌調整	(16,495)	(284)	(16,779)
<b>As at 31 December 2023</b>	<b>於2023年12月31日</b>	<b>308,999</b>	<b>2,463</b>	<b>311,462</b>

		Leasehold land 租賃土地 HK\$'000 千港元	Property 物業 HK\$'000 千港元	Total 合計 HK\$'000 千港元
As at 1 April 2022	於2022年4月1日	538,945	4,992	543,937
Addition	添置	-	16,360	16,360
Depreciation charge	折舊開支	(14,215)	(8,172)	(22,387)
Exchange realignment	匯兌調整	(39,680)	(471)	(40,151)
As at 31 March 2023	於2023年3月31日	485,050	12,709	497,759

**17. 租賃****本集團作為承租人**

本集團有用於其業務營運的物業、機器及其他設備多個項目的租賃合約。已提前作出一次性付款以向業主收購租賃土地，租期為40年，且將不會根據該等土地租賃的條款持續付款。物業的租期通常為1年至8年。其他設備的租期通常為12個月或以下。

**(i) 使用權資產**

本集團使用權資產之賬面值以及於本期／年內之變動如下：

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**17. Leases (Continued)****The Group as a lessee (Continued)****(ii) Lease liabilities**

The carrying amount of lease liabilities (included under trade and other payables and other long-term payables) and the movements during the period/year are as follows:

		<b>31 December 2023</b>	31 March 2023
		<b>2023年12月31日</b>	2023年3月31日
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Carrying amount at 1 April	4月1日之賬面值	<b>26,770</b>	25,271
New leases	新租賃	–	16,360
Disposal of subsidiaries	處置附屬公司	<b>(15,532)</b>	–
Accretion of interest recognised during the period/year	於本期/年度確認的利息增加	<b>1,127</b>	1,749
Payments	付款	<b>(9,004)</b>	(14,891)
Exchange realignment	匯兌調整	<b>(796)</b>	(1,719)
Carrying amount at 31 December/31 March	12月31日/3月31日之賬面值	<b>2,565</b>	26,770
Analyzed into:	分析為：		
Current portion	即期部分	<b>2,565</b>	10,942
Non-current portion	非即期部分	–	15,828

The maturity analysis of lease liabilities is disclosed in note 43 to the financial statements.

**17. 租賃(續)****本集團作為承租人(續)****(ii) 租賃負債**

租賃負債(包括含在「貿易及其他應付款項」和「其他長期應付款項」)之賬面值以及於本期/年內之變動如下：

		<b>31 December 2023</b>	31 March 2023
		<b>2023年12月31日</b>	2023年3月31日
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Carrying amount at 1 April	4月1日之賬面值	<b>26,770</b>	25,271
New leases	新租賃	–	16,360
Disposal of subsidiaries	處置附屬公司	<b>(15,532)</b>	–
Accretion of interest recognised during the period/year	於本期/年度確認的利息增加	<b>1,127</b>	1,749
Payments	付款	<b>(9,004)</b>	(14,891)
Exchange realignment	匯兌調整	<b>(796)</b>	(1,719)
Carrying amount at 31 December/31 March	12月31日/3月31日之賬面值	<b>2,565</b>	26,770
Analyzed into:	分析為：		
Current portion	即期部分	<b>2,565</b>	10,942
Non-current portion	非即期部分	–	15,828

租賃負債之到期日分析於財務報表附註43中披露。

31 December 2023 2023年12月31日

**17. Leases (Continued)****The Group as a lessee (Continued)**

(iii) The amounts recognised in profit or loss in relation to leases are as follows:

		31 December 2023 2023年12月31日 HK\$'000 千港元	31 March 2023 2023年3月31日 HK\$'000 千港元
Interest on lease liabilities	租賃負債利息	1,127	1,749
Depreciation charge on right-of-use assets	使用權資產折舊	12,860	22,387
Expense relating to short-term leases and leases of low-value assets	與短期租賃及低價值資產租賃有關的開支	29,289	7,025
Total amount recognised in profit or loss	於損益確認的總金額	43,276	31,161

(iv) The total cash outflow for leases is disclosed in note 36(c) to the financial statements.

**The Group as a lessor**

The Group leases its investment properties (note 15) 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 period was HK\$456,863,000 (year ended 31 March 2023: HK\$775,809,000), details of which are included in note 5 to the financial statements.

At 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:

		31 December 2023 2023年12月31日 HK\$'000 千港元	31 March 2023 2023年3月31日 HK\$'000 千港元
Within one year	一年內	714,793	745,613
After one year but within two years	一年後但兩年內	556,001	594,585
After two years but within three years	兩年後但三年內	461,593	510,340
After three years but within four years	三年後但四年內	396,205	464,618
After four years but within five years	四年後但五年內	368,260	434,819
After five years	五年後	2,768,954	3,204,794
Total	合計	5,265,806	5,954,769

**17. 租賃(續)****本集團作為承租人(續)**

(iii) 於損益確認與租賃有關之金額如下：

		31 December 2023 2023年12月31日 HK\$'000 千港元	31 March 2023 2023年3月31日 HK\$'000 千港元
Interest on lease liabilities	租賃負債利息	1,127	1,749
Depreciation charge on right-of-use assets	使用權資產折舊	12,860	22,387
Expense relating to short-term leases and leases of low-value assets	與短期租賃及低價值資產租賃有關的開支	29,289	7,025
Total amount recognised in profit or loss	於損益確認的總金額	43,276	31,161

(iv) 計入現金流量表的現金流出總額於財務報表附註36(c)披露。

**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15)。該等租賃的條款一般亦要求承租人支付保證金並根據當時的市場狀況定期調整租金。本集團於本期確認的租賃收入為456,863,000港元(截至2023年3月31日止年度：775,809,000港元)，詳情披露於附註5。

於2023年12月31日，日後本集團根據與其租戶之不可撤銷經營租賃的應收未貼現租賃付款如下：

		31 December 2023 2023年12月31日 HK\$'000 千港元	31 March 2023 2023年3月31日 HK\$'000 千港元
Within one year	一年內	714,793	745,613
After one year but within two years	一年後但兩年內	556,001	594,585
After two years but within three years	兩年後但三年內	461,593	510,340
After three years but within four years	三年後但四年內	396,205	464,618
After four years but within five years	四年後但五年內	368,260	434,819
After five years	五年後	2,768,954	3,204,794
Total	合計	5,265,806	5,954,769

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## 18. Interest in Associates

## 18. 於聯營公司的權益

		31 December 2023 2023年12月31日 HK\$'000 千港元	31 March 2023 2023年3月31日 HK\$'000 千港元
Share of net assets	應佔資產淨值	2,749,602	218,479
Goodwill on acquisition	收購之商譽	1,211,453	1,253,004
		<b>3,961,055</b>	<b>1,471,483</b>

Particulars of the associates are as follows:

聯營公司詳情如下：

Name 名稱	Place of registration and business 註冊與經營地點	Ownership interest 佔有權益	Percentage of 百分比		Principal activity 主要業務
			Voting power 投資權	Profit Sharing 利潤分配	
First Asia Pacific Group 第一亞太集團	PRC/Chinese Mainland 中國／中國大陸	50*	40	50	Property management 物業管理
Xi'an China South City Co., Ltd 西安華南城有限公司	PRC/Chinese Mainland 中國／中國大陸	30.6472	40	30.6472	Property sales 物業銷售

\* In the opinion of the directors, notwithstanding that the Group has 50% ownership interest in First Asia Pacific Group, the Group has been able to exercise significant influence over First Asia Pacific Group because the Group has appointed two of five directors of First Asia Pacific Group for the nine months ended 31 December 2023.

\* 董事會認為，儘管本集團擁有第一亞太集團50%的股權，但由於截至2023年12月31日止九個月，本集團任命第一亞太集團五名中的兩名為董事，因此本集團只能對第一亞太集團施加重大影響。

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**18. Interest in Associates (Continued)**

First Asia Pacific Group is considered an associate of the Group and is accounted for using the equity method in the consolidated financial statements. The following table illustrates the summarised financial information of First Asia Pacific Group adjusted for any differences in accounting policies and reconciled to the carrying amount in the consolidated financial statements:

**18. 於聯營公司的權益(續)**

第一亞太集團被視為本集團的聯營公司，並在綜合財務報表中採用權益會計法。下表列示了第一亞太集團經會計政策差異調整併與綜合財務報表賬面價值進行調節後的財務信息摘要：

		<b>31 December 2023</b>	31 March 2023
		<b>2023年12月31日</b>	2023年3月31日
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Summarised statement of financial position of the associate:	聯營公司財務狀況表摘要：		
Current assets	流動資產	<b>2,037,596</b>	2,335,848
Non-current assets	非流動資產	<b>3,749</b>	1,884
Current liabilities	流動負債	<b>(1,320,601)</b>	(1,900,773)
Net assets	資產淨值	<b>720,744</b>	436,959
Reconciliation to the Group's interest in the associate:	調整本集團於聯營公司的權益：		
Proportion of the Group's ownership	集團持股比例	<b>50%</b>	50%
Group's share of net assets of the associate, excluding goodwill	集團佔聯營公司淨資產的份額，不包括商譽	<b>360,372</b>	218,479
Goodwill on acquisition	收購之商譽	<b>1,211,453</b>	1,253,004
Carrying amount of the investment	投資帳面值	<b>1,571,825</b>	1,471,483
Revenue	收入	<b>752,791</b>	244,366
Profit and total comprehensive income	收入利潤及總全面收益	<b>200,683</b>	72,138



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**18. Interest in Associates (Continued)**

Xi'an China South City Co., Ltd is considered an associate of the Group and is accounted for using the equity method in the consolidated financial statements. The following table illustrates the summarised financial information of Xi'an China South City Co., Ltd adjusted for any differences in accounting policies and reconciled to the carrying amount in the consolidated financial statements:

**18. 於聯營公司的權益(續)**

西安華南城有限公司被視為本集團的聯營公司，並在綜合財務報表中採用權益會計法。下表列示了西安華南城有限公司經會計政策差異調整併與綜合財務報表賬面價值進行調節後的財務信息摘要：

31 December 2023

2023年12月31日

HK\$'000

千港元

Summarised statement of financial position of the associate:	聯營公司財務狀況表摘要：	
Current assets	流動資產	8,410,880
Non-current assets	非流動資產	3,725,457
Current liabilities	流動負債	(3,980,069)
Non-current liabilities	非流動負債	(360,352)
Net assets	資產淨值	7,795,917
Reconciliation to the Group's interest in the associate:	調整本集團於聯營公司的權益：	
Proportion of the Group's ownership	集團持股比例	30.6472%
Group's share of net assets of the associate, excluding goodwill	集團佔聯營公司淨資產的份額，不包括商譽	2,389,230
Carrying amount of the investment	投資帳面值	2,389,230
Revenue	收入	125,295
Loss and total comprehensive losses	虧損及總全面虧損	(4,717)

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## 19. Financial Assets/Liabilities at Fair Value Through Profit or Loss

## 19. 透過損益以公平值列賬之金融資產／負債

		31 December 2023 2023年12月31日	
		Assets 資產	Liabilities 負債
		HK\$'000 千港元	HK\$'000 千港元
Put option liabilities	認沽期權負債	–	1,070,077
Unlisted investments	非上市投資	3,724	–
Interest rate swaps	利率掉期交易	–	4,618
Total	總計	3,724	1,074,695
Current portion	即期部份	–	(4,618)
Non-current portion	非即期部份	3,724	(1,070,077)

		31 March 2023 2023年3月31日	
		Assets 資產	Liabilities 負債
		HK\$'000 千港元	HK\$'000 千港元
Unlisted investments	非上市投資	5,668	–
Interest rate swaps	利率掉期交易	–	8,489
Total	總計	5,668	8,489
Current portion	即期部份	–	(8,489)
Non-current portion	非即期部份	5,668	–

The above unlisted investments were classified as financial assets at fair value through profit or loss as the Group has not elected to recognise the fair value gain or loss through other comprehensive income.

非上市投資分類為透過損益以公平值列賬之金融資產，原因為本集團尚未選擇透過其他全面收益以確認公平值損益。

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### 19. Financial Assets/Liabilities at Fair Value Through Profit or Loss (Continued)

The Group uses derivative financial instruments, such as interest rate swaps with maturity period of twelve months or less, to hedge its foreign currency risk and interest rate risk. These derivative financial instruments are not designated for hedge purposes and are measured at fair value through profit or loss.

According to the agreements entered into between China South City Group Co., Ltd (“China South City Group”), China South International Industrial Materials City (Shenzhen) Co., Ltd. (“Shenzhen China South City”) and Shenzhen Shenji No. 1 Industrial Park Investment and Operation Co., Ltd. (“Shenzhen Shenji No. 1”), Shenzhen Shenji No.1 has been granted a put option, pursuant to which Shenzhen Shenji No.1 has the right (but not an obligation) to require China South International and/or Shenzhen China South City to acquire all equity interest held by Shenzhen Shenji No.1 in Xi’an China South City upon occurrence of certain events. Accordingly, financial liabilities of approximately HK\$1,070,077,000 are recorded as put option liabilities under non-current “financial liabilities at fair value through profit or loss” of the consolidated statement of financial position as at the end of the reporting period.

### 19. 透過損益以公平值列賬之金融資產／負債(續)

本集團使用了衍生金融工具，例如到期日不多於十二個月的利率掉期交易去對沖外匯風險及利率風險。這些衍生金融工具不是指定為了對沖目的，和以公平值計算其損益。

根據華南城集團有限公司(以下簡稱「華南城集團」)、華南國際工業材料城(深圳)有限公司(以下簡稱「深圳華南城」)與深圳市深基壹號產業園區投資運營有限公司(「深圳深基一號」)簽訂的協議。深圳深基壹號已被授予認沽期權，據此，深圳深基一號有權(並非義務)要求華南國際及／或深圳華南城在某些事件發生時，收購深圳深基一號持有的西安華南城全部股權。因此，於報告期末約1,070,077,000港元的金融負債在綜合財務狀況表的非流動負債下的「透過損益以公平值列賬之金融負債」入賬。

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## 20. Other Long-term Receivables

		31 December 2023 2023年12月31日	31 March 2023 2023年3月31日
		HK\$'000 千港元	HK\$'000 千港元
Other long-term receivables	其他長期應收款項	1,020,109	998,147
Loans receivables*	應收貸款*	134,382	269,625
Impairment	減值	(1,072,865)	(371,325)
		<b>81,626</b>	896,447

\* The amounts represent loans made to customers of the Group's micro-credit services. All loans receivables are interest-bearing at rates ranging from 1.5% to 24% (31 March 2023: from 1.5% to 26%) per annum with repayment terms from 6 months to 5 years (31 March 2023: from 3 months to 5 years). Certain loans receivables amounting to HK\$91,168,000 (31 March 2023: HK\$199,337,000) are secured by the properties of the borrowers.

As at 31 December 2023, the loss rate of other long-term receivables applied was 100% (31 March 2023: 30%) and the loss rates of loans receivables applied ranged from 1.5% to 60% (31 March 2023: 1.5% to 60%).

## 20. 其他長期應收款項

\* 該金額為向集團小額信貸服務之客戶提供的貸款。所有應收貸款按年利率介乎1.5%至24% (2023年3月31日：1.5%至26%)計息，還款期介乎6個月至5年(2023年3月31日：3個月至5年)。金額為91,168,000港元(2023年3月31日：199,337,000港元)的若干應收貸款以借款人的物業作抵押。

於2023年12月31日，應用於其他應收款的損失率為100%(2023年3月31日：30%)，應用於應收貸款的損失率為1.5%至60%(2023年3月31日：1.5%至60%)。

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## 21. Properties Held for Finance Lease and Sale

## 21. 持作融資租賃及銷售物業

		31 December 2023 2023年12月31日 HK\$'000 千港元	31 March 2023 2023年3月31日 HK\$'000 千港元
Completed properties held for finance lease	持作融資租賃竣工物業	145,637	126,888
Completed properties held for sale	持作銷售竣工物業	15,416,317	15,218,838
Properties under development expected to be completed within the normal operating cycle	預期於正常營運週期內竣工的發展中物業	25,085,705	30,409,217
		<b>40,502,022</b>	45,628,055
Properties under development expected to be completed and ready for sale	發展中物業預期竣工及可作銷售		
Within one year	一年內	12,194,842	18,332,471
Beyond one year	一年後	12,890,863	12,076,746
Total	總值	<b>25,085,705</b>	30,409,217

Certain of the Group's properties held for finance lease and properties held for sale with aggregate carrying values of HK\$1,654,000 (31 March 2023: HK\$1,712,000) and HK\$18,703,903,000 (31 March 2023: HK\$16,523,247,000) at the end of the reporting period, respectively, were pledged to secure general banking facilities granted to the Group (note 29).

The values of completed properties held for sale and properties under development expected to be completed within the normal operating cycle are assessed at the end of each reporting period. An impairment exists when the carrying value of the property exceeds its net realisable value. As at 31 December 2023, impairment losses on the Group's properties held for sale with an aggregate carrying amount of approximately HK\$1,186,121,000 (31 March 2023: HK\$525,311,000) were recognised.

於報告期末時，本集團的若干持作融資租賃物業及持作銷售物業賬面總值分別為1,654,000港元(2023年3月31日：1,712,000港元)及18,703,903,000港元(2023年3月31日：16,523,247,000港元)已抵押作為本集團獲授一般銀行融資的擔保(附註29)。

於各申報日期結束時，持作銷售竣工物業及預期於正常營運週期內竣工的發展中物業的價值已進行評估。當物業的賬面值超過可變現淨值時，減值虧損會產生。截至2023年12月31日，集團的持作銷售物業的賬面總值約1,186,121,000港元(2023年3月31日：525,311,000港元)確認為減值損失。

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**22. Inventories**

		<b>31 December 2023</b>	31 March 2023
		<b>2023年12月31日</b>	2023年3月31日
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Merchandises	商品	<b>26,399</b>	47,341
Impairment	減值	<b>(13,406)</b>	(14,643)
		<b>12,993</b>	32,698

The value of inventories are assessed at the end of each reporting period. An impairment exists when the carrying value exceeds its net realizable value. As at 31 December 2023, the Group's inventories with an aggregate carrying amount of approximately HK\$13,406,000 (31 March 2023: HK\$14,643,000) recognised impairment losses.

**23. Trade Receivables**

		<b>31 December 2023</b>	31 March 2023
		<b>2023年12月31日</b>	2023年3月31日
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Trade Receivables	應收貿易賬款	<b>1,017,948</b>	1,307,359
Impairment	減值	<b>(305,223)</b>	(330,291)
		<b>712,725</b>	977,068

Trade receivables represent sales income, rental receivables and service income receivables from customers which are payable on issuance of invoices or in accordance with the terms of the related sale and purchase agreements. The Group generally allows a credit period of not exceeding 60 days to its customers. The Group seeks to maintain strict control over its outstanding receivables and closely monitors them to minimize credit risk. Overdue balances are reviewed regularly by senior management. In view of this 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 generally does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

**22. 存貨**

存貨價值於每個報告期末進行評估。當賬面價值超過其可變現淨值時，就存在減值。於2023年12月31日，本集團的存貨賬面值總額約為13,406,000港元(2023年3月31日：14,643,000港元)已確認減值虧損。

**23. 應收貿易賬款**

應收貿易賬款指於出具發票時應收或根據相關買賣協議條款應收客戶的銷售收入、應收租金及服務收入。本集團一般提供不超過60天信貸期予客戶。本集團致力對未償還應收賬款維持嚴謹的控制及監控以把信用風險降至最低。高級管理層會定期審閱逾期結餘。有鑑於此及本集團的應收貿易賬款與大量不同客戶有關，故並無重大集中信貸風險。本集團一般而言並沒有對應收貿易賬款持有任何的抵押或其他信用增級。應收貿易賬款為免息。



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**23. Trade Receivables (Continued)**

An ageing analysis of the trade receivables as at 31 December 2023 and 31 March 2023 based on the payment due date, net of loss allowance, is as follows:

		31 December 2023 2023年12月31日	31 March 2023 2023年3月31日
		HK\$'000 千港元	HK\$'000 千港元
Within 3 months	3個月以內	537,935	880,321
Over 3 months	超過3個月	174,790	96,747
		<b>712,725</b>	<b>977,068</b>

The movements in the loss allowance for impairment of trade receivables are as follows:

		31 December 2023 2023年12月31日	31 March 2023 2023年3月31日
		HK\$'000 千港元	HK\$'000 千港元
At the beginning of period/year	期/年初結餘	330,291	422,163
Impairment losses	減值虧損	41,556	21,431
Disposal of a subsidiary	出售附屬公司	(34,493)	(39,160)
Amount written off as uncollectible	無法收回款項撇銷	(26,392)	(47,327)
Exchange realignment	匯兌調整	(5,739)	(26,816)
		<b>305,223</b>	<b>330,291</b>

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by product type, service type, customer type and rating). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written off if past due for more than one year and are not subject to enforcement activity.

**23. 應收貿易賬款(續)**

於2023年12月31日及2023年3月31日，根據付款到期日，應收貿易賬款扣除信貸虧損後的賬齡分析如下：

		31 December 2023 2023年12月31日	31 March 2023 2023年3月31日
		HK\$'000 千港元	HK\$'000 千港元
Within 3 months	3個月以內	537,935	880,321
Over 3 months	超過3個月	174,790	96,747
		<b>712,725</b>	<b>977,068</b>

應收貿易賬款的減值虧損撥備變動如下：

		31 December 2023 2023年12月31日	31 March 2023 2023年3月31日
		HK\$'000 千港元	HK\$'000 千港元
At the beginning of period/year	期/年初結餘	330,291	422,163
Impairment losses	減值虧損	41,556	21,431
Disposal of a subsidiary	出售附屬公司	(34,493)	(39,160)
Amount written off as uncollectible	無法收回款項撇銷	(26,392)	(47,327)
Exchange realignment	匯兌調整	(5,739)	(26,816)
		<b>305,223</b>	<b>330,291</b>

本集團會在每個財政年度完結時使用撥備矩陣以計量預期信貸虧損。撥備率基於具有類似損失模式的各個客戶群分組的逾期天數(如按產品類型、服務類型、客戶類型和評級)。該計算反映了概率加權結果、貨幣時間價值以及報告日期可獲得的關於過去事件、當前狀況和未來經濟狀況預測的合理和可支持的信息。一般而言，應收貿易賬款如逾期超過一年並且沒有強制追討行動的則予以撇銷。

## Notes to Financial Statements (Continued)

### 財務報表附註(續)

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#### 23. Trade Receivables (Continued)

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

		Past due 逾期					Total 總計
		Current 即期	Less than			Over	
			1 year 少於1年	1-2 years 1至2年	2-3 years 2至3年	3 years 超過3年	
Expected credit loss rate	預期信貸虧損率	6%	6%	49%	78%	100%	30%
Gross carrying amount (HK\$'000)	原賬面金額(千港元)	527,742	94,598	141,079	44,003	210,526	1,017,948
Expected credit losses (HK\$'000)	預期信貸虧損(千港元)	39,601	5,868	14,775	34,453	210,526	305,223

#### 23. 應收貿易賬款(續)

下表載列有關本集團應收貿易賬款的信貸風險使用撥備矩陣的資料：

於2023年12月31日

As at 31 March 2023

於2023年3月31日

		Past due 逾期					Total 總計
		Current 即期	Less than			Over	
			1 year 少於1年	1-2 years 1至2年	2-3 years 2至3年	3 years 超過3年	
Expected credit loss rate	預期信貸虧損率	6%	8%	48%	86%	100%	25%
Gross carrying amount (HK\$'000)	原賬面金額(千港元)	859,606	144,156	67,070	35,418	201,109	1,307,359
Expected credit losses (HK\$'000)	預期信貸虧損(千港元)	54,892	11,399	32,279	30,612	201,109	330,291

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**24. Prepayments, Other Receivables and Other Assets****24. 預付款項、其他應收款項及其他資產**

		<b>31 December 2023</b>	31 March 2023
		<b>2023年12月31日</b>	2023年3月31日
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Prepayments	預付款項	<b>775,772</b>	835,484
Capitalised contract costs*	資本化的合約成本*	<b>119,029</b>	196,444
Land resumption due from the government	應收政府土地款項	–	670,468
Deposits and other receivables	按金及其他應收款項	<b>847,242</b>	1,049,458
Current portion of loans receivables (note 20)	應收貸款之即期部份(附註20)	<b>34,477</b>	81,999
		<b>1,776,520</b>	2,833,853
Impairment allowance	減值準備	<b>(62,186)</b>	(7,235)
		<b>1,714,334</b>	2,826,618

\* Capitalised contract costs relate to the incremental sales commissions whose selling activities resulted in customers entering into sale and purchase agreements for the Group's properties which are still under construction at the reporting date. Contract costs are recognised as part of "selling and distribution expenses" in the statement of profit or loss in the period in which revenue from the related property sales is recognised. The amount of capitalised contract costs that is expected to be recovered after more than one year is HK\$13,366,000 (31 March 2023: HK\$49,046,000).

As at 31 December 2023, the loss rate of other receivables applied ranged from 0.1% to 100% (31 March 2023: 0.1% to 1.5%) and the loss rates of loans receivable applied ranged from 1.5% to 3% (31 March 2023: 1.5% to 3%). Except for the loans receivables, other receivables are unsecured, non-interest-bearing and repayable on demand.

\* 資本化的合約成本與銷售活動導致客戶就本集團在報告日仍在建設中的物業簽訂買賣協議的增量銷售佣金有關。合約成本於確認相關物業銷售收入的期間於損益表確認為「銷售及分銷開支」的一部分。預計超過一年後可收回的資本化合約成本為13,366,000港元(2023年3月31日：49,046,000港元)。

於2023年12月31日，應用於其他應收款的損失率介乎0.1%至100%（2023年3月31日：0.1%至1.5%），應用於應收貸款的損失率介乎1.5%至3%（2023年3月31日：1.5%至3%）。除應收貸款外，其他應收款項為無抵押、免息及應要求償還。

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## 25. Cash and Cash Equivalents and Restricted Cash

## 25. 現金及現金等價物及受限制現金

		31 December 2023 2023年12月31日 HK\$'000 千港元	31 March 2023 2023年3月31日 HK\$'000 千港元
Cash and bank balances	現金及銀行存款	1,143,644	2,525,074
Less: Restricted cash*	減：受限制現金*	(913,556)	(1,150,358)
Cash and cash equivalents	現金及現金等價物	230,088	1,374,716

\* Restricted cash mainly comprises: (i) guarantee deposits for the mortgage loan facilities granted by the banks to purchasers of the Group's properties; (ii) guarantee funds of construction projects to meet local authorities' requirements; (iii) certain amounts of pre-sale proceeds from properties placed as guarantee deposits for the construction of related properties; (iv) certain amounts of proceeds from lease of properties which have been placed as guarantee deposits for the borrowings; and (v) pledged deposits to secure general banking facilities granted to the Group.

At the end of the reporting period, the cash and bank balances of the Group denominated in RMB amounted to HK\$1,141,564,000 (31 March 2023: HK\$2,519,451,000). RMB is not freely convertible into other currencies, however, under Chinese Mainland's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorized to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances and restricted cash are deposited with creditworthy banks with no recent history of default.

Certain of the Group's bank deposits with a carrying amount of HK\$913,556,000 as at 31 December 2023 (31 March 2023: HK\$282,736,000), were pledged to secure general banking facilities granted to the Group (note 29).

\* 受限制現金主要包括：(i)就購買本集團物業之買家獲銀行授予的按揭貸款融資的保證按金；(ii)建設項目的保證金，以符合當地機關的要求；(iii)物業預售的若干所得款項金額，以作為相關物業建設的保證按金；(iv)租賃物業的若干出租所得款項金額以作為借貸保證的保證按金；及(v)已質押銀行存款作為本集團獲授一般銀行融資擔保。

於報告期末，本集團以人民幣為單位的現金及銀行存款達1,141,564,000港元(2023年3月31日：2,519,451,000港元)。人民幣並不可自由兌換為其他貨幣，然而，根據中國大陸的外匯管制條例及結匯、付匯及售匯規定，本集團可以透過獲准進行外匯業務的銀行將人民幣兌換為其他貨幣。

存於銀行之現金根據每日銀行存款利率之浮動利率賺取利息。短期定期存款的存款期各異，由一天至三個月不等，視乎本集團即時的現金需求而定，而利息則按各個短期定期存款利率賺取。銀行存款及受限制現金乃存放於信譽良好且近期並無欠款記錄的銀行。

於2023年12月31日，本集團賬面總值為913,556,000港元(2023年3月31日：282,736,000港元)的若干存款已抵押作為本集團獲授一般銀行融資的擔保(附註29)。

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## 26. Trade and Other Payables

			<b>31 December 2023</b>	31 March 2023
			<b>2023年12月31日</b>	2023年3月31日
		Notes	<b>HK\$'000</b>	HK\$'000
		附註	千港元	千港元
Other payables and accruals	其他應付款項及應計項目		<b>3,710,768</b>	2,727,735
Notes payable	應付票據	(i)	<b>47,107</b>	893,175
Rental and other receipts in advance	預收租金及其他款項		<b>784,526</b>	1,029,846
Lease liabilities	租賃負債	17(ii)	<b>2,565</b>	10,942
Construction fee and retention payables	應付建築費用及保留金	(ii)	<b>2,349,017</b>	2,592,011
			<b>6,893,983</b>	7,253,709

(i) An ageing analysis of the Group's notes payable presented based on the invoice date at the end of the reporting period is as follows:

(i) 於報告期末本集團基於發票日之應付票據的賬齡分析如下：

			<b>31 December 2023</b>	31 March 2023
			<b>2023年12月31日</b>	2023年3月31日
			<b>HK\$'000</b>	HK\$'000
			千港元	千港元
Within 3 months	3個月內		<b>47,107</b>	642,813
Over 3 months	超過3個月		-	250,362
			<b>47,107</b>	893,175

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**26. Trade and Other Payables** (Continued)

- (ii) An ageing analysis of the construction fee and retention payables as at the end of the reporting period is as follows:

		<b>31 December 2023</b> <b>2023年12月31日</b> <b>HK\$'000</b> 千港元	31 March 2023 2023年3月31日 HK\$'000 千港元
Within 1 year	1年內	<b>1,822,364</b>	1,727,870
Over 1 year	超過1年	<b>526,653</b>	864,141
		<b>2,349,017</b>	2,592,011

All the notes payable have maturity dates within one year. As at 31 December 2023, notes payable amounting to HK\$47,107,000 (31 March 2023: HK\$822,339,000) were discounted by these note holders.

The construction fee and retention payables are non-interest-bearing and repayable within the normal operating cycle or on demand.

The other payables are non-interest-bearing.

**26. 貿易及其他應付款項**(續)

- (ii) 於報告期末應付建築費用及保留金的賬齡分析如下：

<b>31 December 2023</b> <b>2023年12月31日</b> <b>HK\$'000</b> 千港元	31 March 2023 2023年3月31日 HK\$'000 千港元
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所有應付票據均於一年內到期。於2023年12月31日，總金額為47,107,000港元(2023年3月31日：822,339,000港元)的應付票據已由票據持有人貼現。

應付建築費用及保留金為免息及須於一般業務週期或應要求償還。

其他應付款項為免息。



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## 27. Amounts due to Related Parties/Amounts due to Associates/Amount due from a Related Party

## 27. 應付關聯方款項／應付聯營公司款項／應收關聯方款項

			31 December 2023 2023年12月31日	31 March 2023 2023年3月31日
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
Trade-related:	貿易相關：			
Amounts due to associates:	應付聯營公司款項：			
First Asia Pacific Group	第一亞太集團	(1)	686,260	280,971
Amounts due to associates:	應付聯營公司款項：			
Xi'an China South City	西安華南城	(2)	34,449	-
Non-trade-related:	非貿易相關：			
Amounts due to associates:	應付聯營公司款項：			
First Asia Pacific Group	第一亞太集團	(1)	190,156	645,286
Amounts due from associates:	應收聯營公司款項：			
Xi'an China South City	西安華南城	(3)	40,940	-
Amounts due to other related parties:	應付關聯方款項：			
Shenzhen Zhenhua Investment and Development Co., Ltd	深圳臻華投資發展有限公司	(4)	649,269	189,973
SZCDG	特區建發集團	(5)	556,563	-
Shenzhen Shenji No.1 Industrial Park Investment and Operation Co., Ltd	深圳市深基壹號產業園區投資運營有限公司	(6)	-	2,284,600
Amount due from a related party:	應收關聯方款項：			
SZCDG	特區建發集團	(7)	138,666	143,541

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**27. Amounts due to Related Parties/Amount due to Associates/Amount due from a Related Party**

(Continued)

Notes:

- (1) As at 31 December 2023, the amount of HK\$499,644,000 due to First Asia Pacific Group was unsecured and interest bearing at a rate of 4.35% per annum, other balances are unsecured and interest-free.
- (2) As at 31 December 2023, the amount due to Xi'an China South City was unsecured and repayable on demand or expected to be settled within one year. The aggregate amount of HK\$34,449,000 was unsecured and interest-free.
- (3) As at 31 December 2023, the amount due from Xi'an China South City was unsecured and receivable on demand or expected to be received within one year. The aggregate amount of HK\$40,940,000 was unsecured and interest-free.
- (4) As at 31 December 2023, the amounts of HK\$649,269,000 (31 March 2023: HK\$189,973,000) due to Shenzhen Zhenhua Investment and Development Co., Ltd (a company controlled by SZCDG) was unsecured and interest bearing at a rate of 6%–8% per annum.
- (5) As at 31 December 2023, the amount due to SZCDG was unsecured and repayable on demand or expected to be settled within one year. The aggregate amount of HK\$556,563,000 was unsecured and interest-free.
- (6) As at 31 March 2023, the amount due to Shenzhen Shenji No. 1 Industrial Park Investment and Operation Co., Ltd (a company controlled by SZCDG) of HK\$2,284,600,000 was unsecured and interest-free.
- (7) As at 31 December 2023, the amount due from SZCDG of HK\$138,666,000 (31 March 2023: HK\$143,541,000) was unsecured and interest-free.

**28. Contract Liabilities**

Details of contract liabilities are as follows:

		31 December 2023 2023年12月31日 HK\$'000 千港元	31 March 2023 2023年3月31日 HK\$'000 千港元
Advances received from customers	收取客戶的預付款項		
Contract liabilities related to sales of properties	與銷售物業相關的合約負債	8,259,432	12,409,581
Value-added tax related to sales of properties as included in pre-sales proceeds	預售收入中與銷售物業有關的增值稅	676,617	1,003,785
Sale of properties	銷售物業	8,936,049	13,413,366

Contract liabilities include advances received from customers in relation to the pre-sale of properties.

附註：

- (1) 於2023年12月31日，應付第一亞太集團的款項499,644,000港元為無抵押且按年利率4.35%計息，其他結餘為無抵押及免息。
- (2) 於2023年12月31日，應付西安華南城款項為無抵押且須按要求償還或預期於一年內償還。總額34,449,000港元為無抵押及免利息。
- (3) 於2023年12月31日，應收西安華南城款項為無抵押且應要求或預計於一年內應收的款項。總額40,940,000港元為無抵押及免利息。
- (4) 於2023年12月31日，應付深圳臻華投資發展有限公司(深圳臻華投資發展有限公司(其公司主要由特區建發集團控制))款項649,269,000港元(2023年3月31日：189,973,000港元)為無抵押，並按年利率6%–8%計息。
- (5) 於2023年12月31日，應付特區建發集團的款項為無抵押且須按要求償還或預期於一年內償還。總額556,563,000港元為無抵押及免利息。
- (6) 於2023年3月31日，應付深圳市深基壹號產業園區投資運營有限公司(其公司主要由特區建發集團控制)款項為2,284,600,000港元，為無抵押及免息。
- (7) 於2023年12月31日，應收特區建發集團款項138,666,000港元(2023年3月31日：143,541,000港元)為無抵押及免利息。

**27. 應付關聯方款項／應付聯營公司款項／應收關聯方款項(續)****28. 合約負債**

合約負債明細列示如下：

合約負債包括預售物業收取客戶所得的預付款項。

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## 29. Interest-Bearing Bank and Other Borrowings

## 29. 計息銀行及其他借貸

		31 December 2023 2023年12月31日		31 March 2023 2023年3月31日	
		Maturity 到期	HK\$'000 千港元	Maturity 到期	HK\$'000 千港元
Current	即期				
Bank and other borrowings	銀行及其他借貸				
– unsecured	– 無抵押	2024	588,820	2023–2024	198,499
Bank and other borrowings	銀行及其他借貸				
– secured	– 有抵押	2024	1,295,001	2023–2024	3,059,856
Current portion of long-term bank and other borrowings:	長期銀行及其他借貸的即期部分：				
Bank and other borrowings	銀行及其他借貸				
– secured	– 有抵押	2024	5,519,918	2023–2024	8,604,526
			<u>7,403,739</u>		<u>11,862,881</u>
Non-current	非即期				
Bank and other borrowings	銀行及其他借貸				
– secured	– 有抵押	2025–2038	13,892,041	2024–2038	9,416,275
			<u>21,295,780</u>		<u>21,279,156</u>

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## 29. Interest-Bearing Bank and Other Borrowings

(Continued)

## 29. 計息銀行及其他借貸(續)

		31 December 2023 2023年12月31日 HK\$'000 千港元	31 March 2023 2023年3月31日 HK\$'000 千港元
Analyzed into:	分析列為：		
Bank and other borrowings repayable:	須於以下期間償還的銀行及其他借貸：		
Within one year	一年內	7,403,739	11,862,881
In the second year	第二年	4,288,092	1,725,349
In the third to fifth years, inclusive	第三至第五年(包括首尾 兩年在內)	4,862,537	2,617,039
Beyond five years	五年後	4,741,412	5,073,887
		<b>21,295,780</b>	<b>21,279,156</b>

Certain of the Group's bank and other borrowings are secured by the Group's buildings, investment properties, properties under development, properties held for finance lease and sale and bank deposits as stated in notes 14, 15, 16, 21 and 25.

As at 31 December 2023 and 31 March 2023, all interest-bearing bank and other borrowings of the Group are denominated in RMB, HK dollars and US dollars.

Bank and other borrowings with a total amount of HK\$20,706,960,000 (31 March 2023: HK\$21,080,656,000) are secured by:

- (i) Certain of the Group's buildings with an aggregate carrying value of approximately HK\$3,243,000 as at 31 December 2023 (31 March 2023: HK\$4,720,000 (note 14));
- (ii) Certain of the Group's investment properties situated in Chinese Mainland with an aggregate carrying value of approximately HK\$33,537,271,000 as at 31 December 2023 (31 March 2023: HK\$38,948,531,000) (note 15);
- (iii) Certain of the Group's properties under development situated in Chinese Mainland with an aggregate carrying value of approximately HK\$853,393,000 as at 31 December 2023 (31 March 2023: HK\$1,353,296,000) (note 16);

如附註14、15、16、21及25所載，本集團若干銀行及其他借貸由本集團樓宇、投資物業、發展中物業、持作融資租賃及銷售物業及銀行存款作抵押。

於2023年12月31日及2023年3月31日，本集團計息銀行及其他借貸均以人民幣、港幣及美元為單位。

總共20,706,960,000港元(2023年3月31日：21,080,656,000港元)的銀行及其他借貸以下列各項抵押：

- (i) 於2023年12月31日賬面總值約3,243,000港元的本集團若干樓宇(2023年3月31日：4,720,000港元)(附註14)；
- (ii) 於2023年12月31日賬面總值約33,537,271,000港元的本集團位於中國大陸的若干投資物業(2023年3月31日：38,948,531,000港元)(附註15)；
- (iii) 於2023年12月31日賬面總值約853,393,000港元的本集團位於中國大陸的若干發展中物業(2023年3月31日：1,353,296,000港元)(附註16)；

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**29. Interest-Bearing Bank and Other Borrowings**

(Continued)

- (iv) Certain of the Group's properties held for finance lease and properties held for sale with aggregate carrying values of HK\$1,654,000 (31 March 2023: HK\$1,712,000) and approximately HK\$18,703,903,000 (31 March 2023: HK\$16,523,247,000) respectively as at 31 December 2023 (note 21); and
- (v) Certain of Group's bank deposits with a carrying amount of HK\$913,556,000 as at 31 December 2023 (31 March 2023: HK\$282,736,000) (note 25).

All interest-bearing bank and other borrowings of the Group were denominated in HK dollars, Renminbi and US dollars. The weighted average effective interest rate of bank and other borrowings is 6.8% as at 31 December 2023 (31 March 2023: 7.6%).

The carrying amounts of the Group's bank and other borrowings approximate to their fair values, which have been calculated by discounting the expected future cash flows at the prevailing interest rates.

**30. Senior Notes**

The Company issued the following senior notes, which are listed on the Singapore Exchange Securities Trading Limited, in the current period and prior years:

- (i) On 20 November 2017, the Company issued senior notes with an aggregate principal amount of US\$300,000,000 (the "2017 November Notes"). The 2017 November Notes carry interest at the rate of 7.25% per annum, payable semi-annually on 20 May and 20 November in arrears, and was originally scheduled to mature on 20 November 2022, unless redeemed earlier. The offering price was at 97.96% of the principal amount of the 2017 November Notes.

In August 2022, the Company obtained the consent from the note holders that the maturity date of the 2017 November Notes has been extended from 20 November 2022 to 20 July 2024 and the Company may at its option redeem the 2017 November Notes, in whole or in part, at a redemption price equal to 100% of the principal amount of the 2017 November Notes plus the applicable premium and accrued and unpaid interest, if any, as of (but not including) the redemption date. The interest rate of the 2017 November Notes changed from 7.25% per annum to 9.0% per annum.

**29. 計息銀行及其他借貸(續)**

- (iv) 於2023年12月31日本集團若干持作融資租賃物業及持作銷售物業的賬面總值分別為1,654,000港元(2023年3月31日: 1,712,000港元)及約18,703,903,000港元(2023年3月31日: 16,523,247,000港元)(附註21); 及
- (v) 於2023年12月31日賬面總值約913,556,000港元的本集團若干銀行存款(2023年3月31日: 282,736,000港元)(附註25)。

本集團所有其他計息銀行及其他借貸均以港幣、人民幣及美元為單位，於2023年12月31日，計息銀行及其他借款的加權平均有效利率為6.8%(2023年3月31日: 7.6%)。

本集團計息銀行及其他借貸的賬面值與其公平值相若，乃按預期日後現金流量以當時利率貼現計算。

**30. 優先票據**

本公司於本期及過往年度發行以下於新加坡證券交易所有限公司上市優先票據：

- (i) 於2017年11月20日，本公司發行本金總額300,000,000美元的優先票據(「2017年11月票據」)。2017年11月票據按年利率7.25%計息，每半年於5月20日及11月20日支付，並原定於2022年11月20日到期(除非提早贖回)。發售價為2017年11月票據本金總額的97.96%。

2022年8月，本公司已取得票據持有人同意把2017年11月票據的到期日已由2022年11月20日延長至2024年7月20日及本公司可按相等於2017年11月票據本金總額100%的贖回價，另加截至贖回日期(但不包括該日)2017年11月票據的適用溢價以及累計及未付利息(如有)，贖回全部或部分票據。2017年11月票據利率調整為每年7.25%至每年9.0%。

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**30. Senior Notes (Continued)**

(i) (Continued)

In December 2023, the Company obtained the consent from the note holders that the maturity date of the 2017 November Notes has been extended from 20 July 2024 to 19 August 2027 and the Company may at its option redeem the 2017 November Notes, in whole or in part, at a redemption price equal to 100% of the principal amount of the 2017 November Notes plus the applicable premium and accrued and unpaid interest, if any, as of (but not including) the redemption date. The interest rate of the 2017 November Notes changed from 9.0% per annum to 4.5% per annum.

During the period, the Company has repaid the principal amount of US\$27,650,000.

(ii) On 12 December 2019 and 21 January 2020, the Company issued senior notes with the aggregate principal amounts of US\$150,000,000 and US\$200,000,000, respectively, (collectively known as the “2019 December Notes”). The 2019 December Notes carry interest at the rate of 11.50% per annum. Interest will be paid on 12 August and 12 February of each year, commencing from 12 August 2020, and was originally scheduled to mature on 12 February 2022, unless redeemed earlier. The offering prices were at 97.396% and 98.791% of the principal amounts of the 2019 December Notes of US\$150,000,000 and US\$200,000,000, respectively. In January 2022, the Company has obtained the consent from the note holders that the maturity date of the 2019 December Notes has been extended from 12 February 2022 to 12 August 2022. In August 2022, the Company further obtained the consent from the note holders that the maturity date of the 2019 December Notes has been further extended to 12 April 2024. The Company may at its option redeem the 2019 December Notes, in whole or in part, at a redemption price equal to 100% of the principal amount of the 2019 December Notes plus the applicable premium and accrued and unpaid interest, if any, as of (but not including) the redemption date. The interest rate of the 2019 December Notes changed from 11.50% per annum to 9.0% per annum.

During the period, the Company has repaid the principal amount of US\$17,400,000. Subsequent to 31 December 2023, the Company failed to make the payment of the outstanding interest accruing amounted of US\$12,997,800 thereon, which constituted an event of default.

**30. 優先票據(續)**

(i) (續)

2023年12月，本公司已取得票據持有人同意把2017年11月票據的到期日已由2024年7月20日延長至2027年8月19日及本公司可按相等於2017年11月票據本金總額100%的贖回價，另加截至贖回日期(但不包括該日)2017年11月票據的適用溢價以及累計及未付利息(如有)，贖回全部或部分票據。2017年11月票據利率調整為每年9.0%至每年4.5%。

期內，本公司已償還本金27,650,000美元。

(ii) 於2019年12月12日及2020年1月21日，本公司分別發行本金總額150,000,000美元及200,000,000美元的優先票據(統稱為「2019年12月票據」)。2019年12月票據按年利率11.50%計息，利息將由2020年8月12日起，分別於每年8月12日及2月12日支付，並原定於2022年2月12日到期(除非提早贖回)。發售價分別為2019年12月票據之150,000,000美元及200,000,000美元本金總額的97.396%及98.791%。於2022年1月，本公司已取得票據持有人同意把2019年12月票據的到期日已由2022年2月12日延長至2022年8月12日。於2022年8月，本公司進一步向票據持有人取得同意把2019年12月票據的到期日再延至2024年4月12日。本公司可按相等於2019年12月票據本金總額100%的贖回價，另加截至贖回日期(但不包括該日)2019年12月票據的適用溢價以及累計及未付利息(如有)，贖回全部或部分票據。2019年12月票據利率調整為每年11.50%至每年9.0%。

期內，本公司已償還本金17,400,000美元。2023年12月31日後，公司未能支付未償還的應計利息12,997,800美元，構成違約事件。



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### 30. Senior Notes (Continued)

- (iii) On 26 February 2020 and 26 June 2020, the Company issued senior notes with the aggregate principal amounts of US\$225,000,000 and US\$125,000,000, respectively, (collectively known as the “2020 February Notes”). The 2020 February Notes carry interest at the rate of 10.875% per annum, payable semi-annually on 26 June and 26 December in arrears, commencing from 26 June 2020, and was originally scheduled to mature on 26 June 2022, unless redeemed earlier. The offering prices were at 97.073% and 93.092% of the aggregate principal amounts of the 2020 February Notes of US\$225,000,000 and US\$125,000,000, respectively. In January 2022, the Company has obtained the consent from the note holders that the maturity date of the 2020 February Notes has been extended from 26 June 2022 to 26 October 2022. In August 2022, the Company further obtained the consent from note holder that the maturity date of the 2020 February Notes has been further extended to 26 June 2024. The Company may at its option redeem the 2020 February Notes, in whole or in part, at a redemption price equal to 100% of the principal amount of the 2020 February Notes plus the applicable premium and accrued and unpaid interest, if any, as of (but not including) the redemption date. The interest rate of the 2020 February Notes changed from 10.875% per annum to 9.0% per annum.

During the period, the Company has repaid the principal amount US\$34,600,000.

### 30. 優先票據(續)

- (iii) 於2020年2月26日及2020年6月26日，本公司分別發行本金總額225,000,000美元及125,000,000美元的優先票據(統稱為「2020年2月票據」)。2020年2月票據按年利率10.875%計息，利息將由2020年6月26日起，分別於每年6月26日及12月26日支付，並原定於2022年6月26日到期(除非提早贖回)。發售價分別為2020年2月票據之225,000,000美元及125,000,000美元本金總額的97.073%及93.092%。於2022年1月，本公司已取得票據持有人同意把2020年2月票據的到期日已由2022年6月26日延長至2022年10月26日。於2022年8月，本公司進一步向票據持有人取得同意把2020年2月票據的到期日再延至2024年6月26日。本公司可按相等於2020年2月票據本金總額100%的贖回價，另加截至贖回日期(但不包括該日)2020年2月票據的適用溢價以及累計及未付利息(如有)，贖回全部或部分2020年2月票據。2020年2月票據利率調整為每年10.875%至每年9.0%。

期內，本公司已償還本金34,600,000美元。

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### 30. Senior Notes (Continued)

- (iv) On 11 September 2020 and 13 January 2021, the Company issued senior notes with aggregate principal amounts of US\$250,000,000 and US\$120,000,000, respectively (collectively known as the “2020 September Notes”). The 2020 September Notes carry interest at the rate of 10.75% per annum, payable semi-annually on 11 April and 11 October in arrears, commencing from 11 April 2021, and was originally scheduled to mature on 11 April 2023, unless redeemed earlier. The offering prices were at 96.521% and 99.845% of the aggregate principal amounts of the 2020 September Notes of US\$250,000,000 and US\$120,000,000, respectively.

In August 2022, the Company obtained the consent from the note holders that the maturity date of the 2020 September Notes has been extended from 11 April 2023 to 11 December 2024 and the Company may at its option redeem the 2020 September Notes, in whole or in part, at a redemption price equal to 100% of the principal amount of the 2020 September Notes plus the applicable premium and accrued and unpaid interest, if any, as of (but not including) the redemption date. The interest rate of the 2020 September Notes changed from 10.75% per annum to 9.0% per annum.

During the period, the Company has repaid the principal amount US\$27,750,000.

### 30. 優先票據(續)

- (iv) 於2020年9月11日及2021年1月13日，本公司分別發行本金總額250,000,000美元及120,000,000美元的優先票據(統稱為「2020年9月票據」)。2020年9月票據按年利率10.75%計息，利息將由2021年4月11日起，分別於每年4月11日及10月11日支付，並原定於2023年4月11日到期(除非提早贖回)。發售價分別為2020年9月票據之250,000,000美元及120,000,000美元本金總額的96.521%及99.845%。

於2022年8月，本公司已取得票據持有人同意把2020年9月票據的到期日已由2023年4月11日延長至2024年12月11日及本公司可按相等於2020年9月票據本金總額100%的贖回價，另加截至贖回日期(但不包括該日)2020年9月票據的適用溢價以及累計及未付利息(如有)，贖回全部或部分2020年9月票據。2020年9月票據利率調整為每年10.75%至每年9.0%。

期內，本公司已償還本金27,750,000美元。

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### 30. Senior Notes (Continued)

- (v) On 9 March 2021 and 22 March 2021, the Company issued senior notes with aggregate principal amounts of US\$175,000,000 and US\$50,000,000, respectively (collectively known as the "2021 March Notes"). The 2021 March Notes carry interest at the rate of 11.95% per annum, payable semi-annually on 9 September and 9 March in arrears, commencing from 9 September 2021, and was originally scheduled to mature on 9 February 2023, unless redeemed earlier. The offering prices were at 96.081% and 96.081% of the aggregate principal amounts of the 2021 March Notes of US\$175,000,000 and US\$50,000,000, respectively.

In August 2022, the Company obtained the consent from the note holders that the maturity date of the 2021 March Notes has been extended from 9 February 2023 to 9 October 2024 and the Company may at its option redeem the 2021 March Notes, in whole or in part, at a redemption price equal to 100% of the principal amount of the 2021 March Notes plus the applicable premium and accrued and unpaid interest, if any, as of (but not including) the redemption date. The interest rate of the 2021 March Notes changed from 11.95% per annum to 9.0% per annum.

During the period, the Company has repaid the principal amount of US\$11,250,000. Subsequent to 31 December 2023, the Company failed to make the payment of the outstanding principal amount of US\$11,250,000, together with the payment of the outstanding interest accruing amount of US\$9,028,125 thereon, which constituted an event of default.

### 30. 優先票據(續)

- (v) 於2021年3月9日及2021年3月22日，本公司分別發行本金總額175,000,000美元及50,000,000美元的優先票據(統稱為「2021年3月票據」)。2021年3月票據按年利率11.95%計息，利息將由2021年9月9日起，分別於每年9月9日及3月9日支付，並原定於2023年2月9日到期(除非提早贖回)。發售價分別為2021年3月票據之175,000,000美元及50,000,000美元本金總額的96.081%及96.081%。

於2022年8月，本公司已取得票據持有人同意把2021年3月票據的到期日已由2023年2月9日延長至2024年10月9日及本公司可按相等於2021年3月票據本金總額100%的贖回價，另加截至贖回日期(但不包括該日)2021年3月票據的適用溢價以及累計及未付利息(如有)，贖回全部或部分2021年3月票據。2021年3月票據利率調整為每年11.95%至每年9.0%。

期內，本公司已償還本金11,250,000美元。2023年12月31日後，公司未能支付未償還本金11,250,000美元，以及未償還利息9,028,125美元，構成違約事件。

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**30. Senior Notes (Continued)**

At the end of the reporting period, 2017 November Notes, 2019 December Notes, 2020 February Notes, 2020 September Notes and 2021 March Notes (collectively named as the “Senior Notes”) contained liability components and early redemption options as follows:

- (i) The liability component represented the present value of the contractually determined stream of future cash flows discounted at the prevailing market interest rate at that time applicable to instruments with comparable credit status that provided substantially the same cash flows, on the same terms, but without the embedded derivatives.

Interest charged for the year was calculated by applying effective interest rates of approximately 10%, 12%, 12%, 11% and 11% per annum to the liability components of 2017 November Notes, 2019 December Notes, 2020 February Notes, 2020 September Notes and 2021 March Notes, respectively, since they were issued.

- (ii) Early redemption options were regarded as embedded derivatives not closely related to the host contracts. The Directors consider that the fair value of the above early redemption options was insignificant on initial recognition and as at 31 December 2023.

The Senior Notes recognised in the consolidated statement of financial position were calculated as follows:

		<b>31 December 2023</b> <b>2023年12月31日</b> <b>HK\$'000</b> <b>千港元</b>	31 March 2023 2023年3月31日 HK\$'000 千港元
Current portion	即期部份	<b>8,891,111</b>	922,065
Non-current portion	非即期部份	<b>1,565,410</b>	10,629,541
		<b>10,456,521</b>	11,551,606

The fair value of the Senior Notes as at 31 December 2023 amounted to HK\$2,744,443,000 (31 March 2023: HK\$9,466,793,000). The fair value was calculated by using the quoted market price of the Senior Notes on 31 December 2023.

**30. 優先票據(續)**

於報告期末，2017年11月票據、2019年12月票據、2020年2月票據、2020年9月票據及2021年3月票據(統稱為「優先票據」)含有下列負債部分及上述提早贖回權：

- (i) 負債部分指合約所釐定未來現金流量按具有可資比較信貸評級並按相同條款提供大致相同現金流量但無嵌入衍生工具的工具當時適用的現行市場利率折現的現值。

期內的利息費用乃按2017年11月票據、2019年12月票據、2020年2月票據、2020年9月票據及2021年3月票據、票據發行以來的負債部分分別按實際年利率約10%、12%、12%、11%及11%計算。

- (ii) 提早贖回權被視為並非與主合約有密切關係的嵌入衍生工具。董事認為於初始確認及在2023年12月31日，上述提早贖回權的公平值不大。

已於綜合財務狀況表確認的優先票據計算如下：

	<b>31 December 2023</b> <b>2023年12月31日</b> <b>HK\$'000</b> <b>千港元</b>	31 March 2023 2023年3月31日 HK\$'000 千港元
Current portion	<b>8,891,111</b>	922,065
Non-current portion	<b>1,565,410</b>	10,629,541
	<b>10,456,521</b>	11,551,606

於2023年12月31日，優先票據的公平值達2,744,443,000港元(2023年3月31日：9,466,793,000港元)。公平值乃使用優先票據於2023年12月31日的市場價格之報價計算。

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**31. Deferred Tax**

The movements in deferred tax liabilities and assets during the period/year are as follows:

**Deferred tax liabilities**

	Note 附註	Costs to	Accelerated	Revaluation	Withholding	Revaluation of	Capitalised	Fair value	Total
		obtain	tax	of investment	taxes	property, plant	interest	adjustments	
		contracts	depreciation	of investment	taxes	and equipment	expense	arising from	
				properties				remeasure of	
								associates	
								重新計量	
								產生之公平值	
		獲得合約的	加速稅項折舊	投資物業重估	預扣稅	物業、廠房及	資本化利息	調整	總計
		成本	加	投	預	設	資	調	總
		HK\$'000	速	資	扣	備	本	整	計
		千港元	稅	物	稅	重	化	整	計
		千港元	項	業	項	估	利	整	計
		千港元	折	重	項	及	息	整	計
		千港元	舊	估	項	廠	費	整	計
		千港元	折	估	項	房	用	整	計
		千港元	舊	估	項	及	用	整	計
		千港元	折	估	項	廠	用	整	計
		千港元	舊	估	項	房	用	整	計
At 31 March 2023	於2023年3月31日	51,649	1,293,752	7,983,340	420,007	85,085	743,046	140,686	10,717,565
Deferred tax charged/(credited) to the consolidated statement of profit or loss during the period	期內於綜合損益表內扣除/(計入)的遞延稅項	(5,168)	101,359	(537,122)	19,941	-	57,398	26,632	(336,960)
Disposal of a subsidiary	出售附屬公司	-	(29,695)	(340,238)	-	-	4,771	-	(365,162)
Exchange differences	匯兌差異	(1,768)	(43,677)	(288,169)	(14,214)	(2,890)	(25,087)	(4,708)	(380,513)
Gross deferred tax liabilities at 31 December 2023	於2023年12月31日的總遞延稅項負債	44,713	1,321,739	6,817,811	425,734	82,195	780,128	162,610	9,634,930

**Deferred tax assets**

	Note 附註	Tax effect	Losses	Provision for	Tax effect of	Accrued	Provision for	Change in fair	Total
		of LAT	available	impairment	government	expense	impairment of	value of	
			for offsetting	of trade,	grants relating	and properties	inventories	assets at fair	
			against future	other and	to assets	held for sale	and properties	value through	
			taxable profits	long-term			held for sale	profit or loss	
				receivables					
				應收賬款、					
				其他及長期					
				應收款項					
				減值撥備					
				有關資產之					
				政府補助的					
				稅務影響					
				應計開支					
				存貨及					
				持作物業銷售					
				減值撥備					
				金融資產之改變					
				透過損益以					
				公平值列賬之					
				金融資產之改變					
				總計					
				總計					
At 31 March 2023	於2023年3月31日	1,316,252	801,680	184,128	989,804	61,249	135,065	1,871	3,490,049
Deferred tax credited/(charged) to the consolidated statement of profit or loss during the period	期內於綜合損益表內計入/(扣除)的遞延稅項	73,807	139,827	189,571	(4,989)	-	139,772	266,626	804,614
Disposal of a subsidiary	出售附屬公司	(14,440)	(88,109)	(8,623)	(5,818)	-	(12,554)	-	(129,544)
Exchange differences	匯兌差異	(44,514)	(26,863)	(5,755)	(33,087)	(2,080)	(4,219)	639	(115,879)
Gross deferred tax assets at 31 December 2023	於2023年12月31日的總遞延稅項資產	1,331,105	826,535	359,321	945,910	59,169	258,064	269,136	4,049,240

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### 31. Deferred Tax (Continued)

#### Deferred tax liabilities

		Costs to obtain contracts	Accelerated tax depreciation	Revaluation of investment properties	Withholding taxes	Revaluation of property, plant and equipment	Capitalised interest expense	Fair value adjustments arising from remeasure of an associate	Total
		獲得合約的成本	加速稅項折舊	投資物業重估	預扣稅	物業、廠房及設備重估	資本化利息	聯營公司重新計量產生之公平值調整	總計
	Note	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	附註	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 31 March 2022	於2022年3月31日	64,538	1,237,032	8,535,598	456,885	91,841	665,028	-	11,050,922
Deferred tax charged/(credited) to the consolidated statement of profit or loss during the year	年內於綜合損益表內扣除/(計入)的遞延稅項	10 (8,122)	147,355	45,131	3,644	-	126,627	140,341	454,976
Disposal of a subsidiary	出售附屬公司	-	-	-	(6,922)	-	-	-	(6,922)
Exchange differences	匯兌差異	(4,767)	(90,635)	(597,389)	(33,600)	(6,756)	(48,609)	345	(781,411)
Gross deferred tax liabilities at 31 March 2023	於2023年3月31日的總遞延稅項負債	51,649	1,293,752	7,983,340	420,007	85,085	743,046	140,686	10,717,565

### Deferred tax assets

		Tax effect of LAT	Losses available for offsetting against future taxable profits	Provision for impairment of trade, other and long-term receivables	Tax effect of government grants relating to assets	Accrued expense	Provision for impairment of inventories and properties held for sale	Change in fair value of financial assets at fair value through profit or loss	Total
		土地增值稅的稅務影響	可供抵銷未來應課稅利潤的虧損	應收賬款、其他及長期應收款項減值撥備	有關資產之政府補助的稅務影響	應計開支	存貨及持作物業銷售減值撥備	透過損益以公平值列賬之金融資產之改變	總計
	Note	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	附註	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 31 March 2022	於2022年3月31日	1,637,229	700,131	163,551	1,085,058	70,351	24,639	3,287	3,684,246
Deferred tax credited/(charged) to the consolidated statement of profit or loss during the year	年內於綜合損益表內計入/(扣除)的遞延稅項	10 (200,050)	152,676	42,290	(7,985)	(3,917)	111,963	(1,171)	93,806
Disposal of a subsidiary	出售附屬公司	-	-	(9,786)	-	-	-	-	(9,786)
Exchange differences	匯兌差異	(120,927)	(51,127)	(11,927)	(87,269)	(5,185)	(1,537)	(245)	(278,217)
Gross deferred tax assets at 31 March 2023	於2023年3月31日的總遞延稅項資產	1,316,252	801,680	184,128	989,804	61,249	135,065	1,871	3,490,049

### 31. 遞延稅項(續)

#### 遞延稅項負債

### 遞延稅項資產



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### 31. Deferred Tax (Continued)

At the end of reporting period, the Group has unrecognised tax losses arising in Hong Kong of HK\$1,248,228,000 (31 March 2023: HK\$1,154,660,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose.

At the end of reporting period, the Group also has unrecognised tax losses in Chinese Mainland of HK\$2,777,047,000 (31 March 2023: HK\$2,445,739,000) that will expire in one to five years for offsetting against future taxable profits.

Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

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 generated from 1 January 2008. 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 5% or 10%. The Group is therefore liable for withholding taxes on dividends distributed by subsidiaries established in Chinese Mainland in respect of earnings generated from 1 January 2008. In the current period, the Group accrued withholding tax of HK\$19,941,000 (year ended 31 March 2023: HK\$3,644,000) for those subsidiaries established in Chinese Mainland.

As at 31 December 2023, the aggregate amount of temporary differences associated with undistributed earnings of subsidiaries for which deferred tax liabilities have not been recognised was approximately HK\$7,263,676,000 (31 March 2023: HK\$9,721,467,000). No liability has been recognised in respect of these differences because the Group is in a position to control the timing of the reversal of the temporary differences and it is probable that such differences will not reverse in the foreseeable future.

### 31. 遞延稅項(續)

於報告期末時，本集團於香港產生的未確認稅項虧損為1,248,228,000港元(2023年3月31日：1,154,660,000港元)，可無限期結轉，以抵銷產生虧損的公司未來應課稅溢利。

於報告期末時，本集團亦於中國大陸產生的未確認稅項虧損為2,777,047,000港元(2023年3月31日：2,445,739,000港元)，將於一至五年內屆滿，可用以抵銷未來應課稅溢利。

由於該等虧損由已出現虧損一段時期的附屬公司產生，且被認為並不可能有充足應課稅溢利以抵銷該等可動用的稅項虧損，故並無就該等虧損確認遞延稅項資產。

根據中國企業所得稅法，凡於中國大陸成立的外商投資企業向海外投資者宣派的股息須繳納10%預扣所得稅。該規定自2008年1月1日起生效，並適用於2008年1月1日後所產生之盈利。倘中國與海外投資者所處司法權區訂有稅務條約，則可採用較低預扣所得稅率。本集團的適用稅率為5%或10%。因此，本集團須就於中國大陸成立的附屬公司分派2008年1月1日後所賺取盈利的股息而繳納預扣所得稅。於本期，本集團計提預扣所得稅19,941,000港元(截至2023年3月31日止年度：3,644,000港元)。

於2023年12月31日，與附屬公司之投資相關而尚未確認遞延稅項負債之暫時性差額總額合共約為7,263,676,000港元(2023年3月31日：9,721,467,000港元)。概無就有關差額確認負債乃由於本集團可控制撥回暫時性差額之時間及暫時性差額於可預見之將來可能不會撥回。

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**32. Share Capital  
Shares****32. 股本  
股份**

		<b>31 December 2023</b> <b>2023年12月31日</b> <b>HK\$'000</b> 千港元	31 March 2023 2023年3月31日 HK\$'000 千港元
Issued and fully paid:	已發行及繳足：		
11,441,892,848 (31 March 2023: 11,441,892,848) ordinary shares	11,441,892,848股(2023年 3月31日：11,441,892,848 股)普通股	<b>9,131,812</b>	9,131,812

A summary of the movements in the Company's share capital is as follows:

公司股本變動概要如下：

		<b>Number of shares in issue</b> 已發行股份數目	<b>Share capital</b> 股本 HK\$'000 千港元
At 1 April 2022	於2022年4月1日	8,091,892,848	7,222,312
Issuance of new shares (Note (a))	發行新股份(附註(a))	3,350,000,000	1,909,500
At 31 March 2023, 1 April 2023 and 31 December 2023	於2023年3月31日、2023年 4月1日及2023年12月31日	11,441,892,848	9,131,812

Note:

- (a) On 16 May 2022, an aggregate of 3,350,000,000 new shares were issued and allocated under the specific mandate and in accordance with terms and conditions of the subscription agreement by the Company to SZCDG at a subscription price of HK\$0.57 per share.

附註：

- (a) 於2022年5月16日，本公司依據特別授權及認購協議的條款及條件向特區建發集團發行及配發合共3,350,000,000股新股，認購價為每股0.57港元。

**Share options**

Details of the Company's share option scheme and the share options issued under the scheme are included in note 33 to the financial statements.

**購股權**

關於本公司的購股權計劃及於計劃下已發行的購股權已詳載於財務報表的附註33。

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### 33. Share Options

The Company has adopted a share option scheme on 4 September 2009 (the “2009 Share Option Scheme”) to provide incentives and reward to selected eligible persons which include directors, employees, officers, agents, consultants or representatives of the Group for their contribution or potential contribution to the Company or its subsidiaries. The 2009 Share Option Scheme became effective on 30 September 2009 and, has expired on 13 September 2019.

Another share option scheme (the “2019 Share Option Scheme”) was approved by the shareholders in annual general meetings and became effective on 13 September 2019 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date. Pursuant to the terms of the 2019 Share Option Scheme, the Company may grant options at its discretion, to any eligible persons which include executive and non-executive directors, employees, officers, agents or consultants of the Company or any subsidiary for their contribution or potential contribution to the Group.

The following share options were outstanding under the 2009 Share Option Scheme and 2019 Share Option Scheme during the period/year:

### 33. 購股權

本公司已於2009年9月4日採納購股權計劃(「2009年購股權計劃」)，向對本公司或其附屬公司作出貢獻或潛在貢獻的經甄選合資格人士(包括本集團董事、僱員、高級職員、代理、顧問或代表)提供獎勵及回報，2009年購股權計劃自2009年9月30日起生效，及已於2019年9月13日到期。

另一項購股權計劃(「2019年購股權計劃」)於股東周年大會上獲得股東批准，並於2019年9月13日生效，且由該日起生效十年(除非取消或作出修訂)。根據2019年購股權計劃的條款，本公司可酌情向(本公司或任何附屬公司之董事(包括執行或非執行董事)、僱員、高級職員、代理或顧問)任何合資格人士授予購股權，以對他們對本集團的貢獻或潛在貢獻。

於期/年內根據2009年購股權計劃和2019年購股權計劃尚未行使之購股權如下：

		For the period ended 31 December 2023 截至2023年12月31日期間		For the period ended 31 March 2023 截至2023年3月31日期間	
		Weighted average exercise price per share 每股加權 平均行使價 HK\$ 港元	Number of options 購股權數目 '000 千份	Weighted average exercise price per share 每股加權 平均行使價 HK\$ 港元	Number of options 購股權數目 '000 千份
At the beginning of period/year	於期/年初	1.2117	128,300	1.2817	189,300
Lapsed during the period/year	期/年內失效	2.1051	(45,000)	1.7960	(58,000)
Forfeited during the period/year	期/年內沒收	-	-	1.0000	(3,000)
At the end of period/year	於期/年末	1.0292	83,300	1.2117	128,300

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**33. Share Options** (Continued)

The exercise prices and exercise periods of the share options outstanding as at the end of the reporting period are as follows:

**31 December 2023**

Number of options 購股權數目 '000 千股	Exercise price 行使價 HK\$ per share 每股港元	Exercise period 行使期
3,000	1.81	13-04-2019 to 12-04-2024 2019年4月13日至2024年4月12日
10,100	1.00	07-02-2021 to 06-02-2025 2021年2月7日至2025年2月6日
10,100	1.00	07-02-2022 to 06-02-2025 2022年2月7日至2025年2月6日
10,100	1.00	07-02-2023 to 06-02-2025 2023年2月7日至2025年2月6日
10,000	1.00	29-06-2022 to 28-06-2026 2022年6月29日至2026年6月28日
10,000	1.00	29-06-2023 to 28-06-2026 2023年6月29日至2026年6月28日
10,000	1.00	29-06-2024 to 28-06-2026 2024年6月29日至2026年6月28日
20,000	1.00	31-03-2022 to 30-03-2026 2022年3月31日至2026年3月30日
83,300		

**33. 購股權**(續)

於報告期末，未行使購股權的行使價及行使期如下：

**2023年12月31日**

31 December 2023 2023年12月31日

**33. Share Options** (Continued)

31 March 2023

Number of options 購股權數目 '000 千股	Exercise price 行使價 HK\$ per share 每股港元	Exercise period 行使期
2,000	1.75	22-08-2018 to 21-08-2023 2018年8月22日至2023年8月21日
40,000	1.52	03-07-2018 to 02-07-2023 2018年7月3日至2023年7月2日
3,000	1.81	13-04-2018 to 12-04-2023 2018年4月13日至2023年4月12日
3,000	1.81	13-04-2019 to 12-04-2024 2019年4月13日至2024年4月12日
10,100	1.00	07-02-2021 to 06-02-2025 2021年2月7日至2025年2月6日
10,100	1.00	07-02-2022 to 06-02-2025 2022年2月7日至2025年2月6日
10,100	1.00	07-02-2023 to 06-02-2025 2023年2月7日至2025年2月6日
10,000	1.00	29-06-2022 to 28-06-2026 2022年6月29日至2026年6月28日
10,000	1.00	29-06-2023 to 28-06-2026 2023年6月29日至2026年6月28日
10,000	1.00	29-06-2024 to 28-06-2026 2024年6月29日至2026年6月28日
20,000	1.00	31-03-2022 to 30-03-2026 2022年3月31日至2026年3月30日
128,300		

**33. 購股權**(續)

2023年3月31日

31 December 2023 2023年12月31日

### 33. Share Options (Continued)

The Group recognised a share option expense of HK\$462,000 (year ended 31 March 2023: HK\$1,160,000) during the nine months ended 31 December 2023.

At the end of the reporting period, the Company had 83,300,000 share options outstanding under the Share Option Scheme, which represented approximately 0.73% of the Company's shares in issue as at that date. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 83,300,000 additional ordinary shares of the Company and additional share capital of HK\$85,730,000 (before issue expenses).

At the date of approval of these financial statements, the Company had 83,300,000 share options outstanding under the Share Option Scheme, which represented approximately 0.73% of the Company's shares in issue as at that date.

### 34. Other Reserves

The amounts of the Group's reserves and the movements therein for the current period and the prior year are presented in the consolidated statement of changes in equity on pages 169 to 171 of the financial statements.

Pursuant to the relevant laws and regulations for Sino-foreign joint venture enterprises, a portion of the profits of the Group's subsidiaries which are established in the PRC has been transferred to the statutory reserve which is restricted as to use.

The capital reserve represents additional contribution made by the shareholders of the Company's subsidiaries and, in the case of an acquisition of an additional equity interest in a non-wholly-owned subsidiary, the difference between the cost of acquisition and the non-controlling interests acquired.

The revaluation reserve represents the difference arising from the change in use from owner-occupied properties to investment properties carried at fair value.

### 33. 購股權(續)

截至2023年12月31日止九個月，本集團確認購股權開支為462,000港元(截至2023年3月31日止年度：1,160,000港元)。

於報告期末時，根據購股權計劃，本公司有83,300,000份未行使購股權，相當於本公司當日已發行股份約0.73%。根據本公司現時的資本結構而言，全數行使未行使購股權將會導致本公司發行83,300,000股額外普通股及額外股本85,730,000港元(扣除發行開支前)。

於該等財務報表批准當日，根據購股權計劃，本公司有83,300,000份未行使購股權，相當於本公司當日已發行股份約0.73%。

### 34. 其他儲備

有關本集團於本期及去年的儲備及其變動已呈列於財務報表第169至171頁的綜合權益變動表內。

根據中外合營企業相關法律及法規，本集團旗下在中國成立的附屬公司的部分利潤已轉撥至用途受限制的法定儲備金。

資本儲備指本公司附屬公司之股東作出的額外注資，以及在收購一家非全資附屬公司的額外股權後，收購成本與所收購非控制權益兩者之差額。

重估儲備指因用途變更而由自用物業轉為以公平值列賬的投資物業而產生的差額。



31 December 2023 2023年12月31日

**35. Disposal of Subsidiaries**

On 16 December 2022, China South City Group, Shenzhen China South City and Shenzhen Shenji No. 1 entered into the investment agreement (the "Agreement"), pursuant to which Shenzhen Shenji No. 1 agreed to subscribe, and the Xi'an China South City Co., Ltd. ("Xi'an China South City") agreed to issue, the subscription shares at the subscription consideration of RMB5,000 million of which RMB2,000 million (equivalent to HK\$2,285 million) and RMB1,380 million (equivalent to HK\$1,517 million) have been received in March 2023 and April 2023, respectively. The completion of the disposal of Xi'an China South City took place in May 2023. Upon completion, the equity interest in Xi'an China South City of China South City Group decreased from 100% to 30.6472%. The Group lost control over Xi'an China South City. This transaction is accounted for as deemed disposal of a subsidiary.

Pursuant to the buy-back clause contained in the Agreement, upon the occurrence of certain triggering events from the date falling 54 months after completion, Shenzhen Shenji No. 1 is entitled to sell at its discretion all or part of the shares held by it in the Xi'an China South City to the China South City Group and/or Shenzhen China South City from the date falling 54 months after completion at an exercise price set out in an announcement of the Company dated 16 December 2022. The put option liabilities is classified as financial liabilities at fair value through or loss on initial recognition and are measured at fair value with changes in fair value recognised in profit or loss. The Company has assessed the fair value of the put option liabilities amounting to HK\$214,015,000 as at 6 May 2023. The Company has reassessed the fair value of the put option as at 31 December 2023 and the fair value of the put option liabilities amounting to HK\$1,070,077,000.

**35. 處置附屬公司**

2022年12月16日，華南城集團、深圳華南城與深圳深基壹號簽訂投資協議(「協議」)，深圳深基一號同意認購，西安華南城有限公司(「西安華南城」)同意發行認購股份，認購代價為人民幣50億元，其中人民幣20億元(相等於22.85億港元)及人民幣13.8億元(相等於15.17億港元)已分別於2023年3月和2023年4月收取。西安華南市處置於2023年5月完成。完成後，華南城集團持有西安華南城股權由100%降至30.6472%。本集團失去對西安華南城的控制權。本次交易作為處置子公司進行會計處理。

根據協議中的回購條款，自交割後54個月內發生某些觸發事件時，深圳深基一號有權酌情出售其所持有的全部或部分股份。自完成後54個月之日起，依本公司日期為2022年12月16日的公告所載的行使價，將西安華南城轉讓給華南城集團及／或深圳華南城。認沽期權負債為於初始確認時分類為透過損益以公平值列賬之金融負債，並以公平值計量，公平值變動計入損益。本公司已評估認沽期權負債於2023年5月6日的公平值為214,015,000港元。本公司已重新評估認沽期權於2023年12月31日的公平值及認沽期權負債的公平值為1,070,077,000港元。

## Notes to Financial Statements (Continued)

### 財務報表附註(續)

31 December 2023 2023年12月31日

#### 35. Disposal of Subsidiaries (Continued)

The aggregate assets and liabilities in respect of the above disposal were as follows:

		As at 6 May 2023 於2023年5月6日 HK\$'000 千港元
Net assets disposed of:	淨資產之處置：	
Current assets	流動資產	5,990,069
Non-current assets	非流動資產	3,811,320
Current liabilities	流動負債	(7,152,408)
Non-current liabilities	非流動負債	(365,161)
		<b>2,283,821</b>
Put option liabilities	認沽期權負債	214,015
Exchange fluctuation reserve	匯兌波動儲備	15,062
Loss on disposal of a subsidiary	處置附屬公司之虧損	(122,222)
		<b>2,390,676</b>
The fair value of the remaining equity of a subsidiary after the disposal as at 6 May 2023	於2023年5月6日處置附屬剩餘股權的公平值	<b>2,390,676</b>

An analysis of the net inflow of cash and cash equivalents in respect of the disposal of a subsidiary is as follows:

		As at 6 May 2023 於2023年5月6日 HK\$'000 千港元
Cash received from disposal of a subsidiary	處置附屬公司所收取現金	1,517,034
Cash and bank balances disposed of	所處置的現金和銀行存款	(300,532)
		<b>1,216,502</b>
Net inflow of cash equivalents in respect of the disposal of a subsidiary	因處置附屬公司計入的現金及銀行存款淨流入	<b>1,216,502</b>

#### 35. 處置附屬公司(續)

上述處置的資產及負債總額如下：

		As at 6 May 2023 於2023年5月6日 HK\$'000 千港元
Put option liabilities	認沽期權負債	214,015
Exchange fluctuation reserve	匯兌波動儲備	15,062
Loss on disposal of a subsidiary	處置附屬公司之虧損	(122,222)
		<b>2,390,676</b>
The fair value of the remaining equity of a subsidiary after the disposal as at 6 May 2023	於2023年5月6日處置附屬剩餘股權的公平值	<b>2,390,676</b>

處置子公司現金及現金等價物淨流入分析如下：

		As at 6 May 2023 於2023年5月6日 HK\$'000 千港元
Cash received from disposal of a subsidiary	處置附屬公司所收取現金	1,517,034
Cash and bank balances disposed of	所處置的現金和銀行存款	(300,532)
		<b>1,216,502</b>
Net inflow of cash equivalents in respect of the disposal of a subsidiary	因處置附屬公司計入的現金及銀行存款淨流入	<b>1,216,502</b>

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### 35. Disposal of Subsidiaries (Continued)

On 18 July 2022, the Company and its substantial shareholder SZCDG, a company directly owned 29.28% equity interest in the Company entered into one investment agreement (the "Agreement"). Pursuant to the Agreement, SZCDG agrees to invest, by way of share subscription and/or share sale, in the then wholly-owned subsidiary of the Company, namely First Asia Pacific Group, at a consideration (the "Consideration") of approximately HK\$1,435,414,000 (the "Transaction"). The Transaction was completed on 23 December 2022 and SZCDG became a holder of 50% equity interest in First Asia Pacific Group. Since then, First Asia Pacific Group ceased to be a subsidiary of the Company and its financial results was not be consolidated into the Group's financial statements.

Pursuant to the buy-back clause contained in the Agreement, upon the occurrence of the certain triggering events during the three-year investment period, the Company has a contractual obligation to buy-back the 50% equity interest in First Asia Pacific Group from SZCDG at an exercise price set out in an announcement of the Company dated 18 July 2022. The Company has reassessed the fair value of the put option liabilities as at 31 March 2023 and 31 December 2023 and regarded fair value of the put option liabilities as insignificant.

### 35. 處置附屬公司(續)

於2022年12月16日，本公司與直接持有本公司29.28%股權的大股東特區建發集團簽訂了一份投資協議(「協議」)。根據該協議，特區建發集團同意以股份認購及／或出售股份的方式投資於本公司一間全資附屬公司第一亞太集團，代價(「代價」)約為1,435,414,000港元(「交易」)。該交易於2022年12月23日完成，特區建發集團成為第一亞太集團50%股權的持有人。自此，第一亞太集團不再為本公司的附屬公司，其財務業績不再併入本集團的財務報表。

根據協議中的回購條款，在三年投資期內發生某些觸發事件時，本公司有合同義務向特區建發集團回購第一亞太集團50%的股權，並按本公司於2022年7月18日的公告所載的行使價。本公司已重新評估認沽期權負債於2023年3月31日及2023年12月31日的公平值，並認為認沽期權負債的公平值並不重大。

## Notes to Financial Statements (Continued)

### 財務報表附註(續)

31 December 2023 2023年12月31日

#### 35. Disposal of Subsidiaries (Continued)

The aggregate assets and liabilities in respect of the above disposals were as follows:

#### 35. 處置附屬公司(續)

在以上處置的資產總計和負債總計如下：

		As at 23 December 2022 於2022年12月23日 HK\$'000 千港元
Net assets disposed of:	淨資產之處置：	
Current assets	流動資產	1,220,870
Non-current assets	非流動資產	3,326
Current liabilities	流動負債	(865,973)
		358,223
Exchange fluctuation reserve	匯兌波動儲備	(40,409)
Gain on disposal of a subsidiary	處置附屬公司之盈利	2,553,014
		2,870,828
Satisfied by:	支付方式：	
Consideration receivables	交易應收款項	143,541
Cash	現金	1,291,873
		1,435,414
The fair value of the remaining equity of a subsidiary after the Disposal as at 23 December 2022	於2022年12月23日處置附屬公司後之剩餘權益公平值	1,435,414

An analysis of the net inflow of cash and bank balances in respect of the disposal of a subsidiary is as follows:

有關處置一附屬公司的現金及銀行存款淨流入分析如下：

		As at 23 December 2022 於2022年12月23日 HK\$'000 千港元
Cash received from disposal of a subsidiary	處置附屬公司所收取現金	1,291,873
Cash and bank balances disposed of	所處理現金及銀行存款	(162,733)
		1,129,140
Net inflow of cash and bank balances in respect of the disposal of subsidiaries	因處置附屬公司計入的現金及銀行存款淨流入	1,129,140

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**36. Notes to the Consolidated Statement of Cash Flows****(a) Major non-cash transactions**

During the period, the Group had non-cash additions to right-of-use assets and lease liabilities of Nil (year ended 31 March 2023: HK\$16,360,000) and Nil (year ended 31 March 2023: HK\$16,360,000), respectively, in respect of lease arrangements for property.

**(b) Changes in liabilities arising from financing activities****36. 綜合現金流量表附註****(a) 主要非現金交易**

期內，本集團與租賃安排及房產有關的使用權資產及租賃負債之非現金增加分別為無(截至2023年3月31日止年度：16,360,000港元)及無(截至2023年3月31日止年度：16,360,000港元)。

**(b) 融資活動產生的負債變動**

		Interest-bearing bank and other borrowings	Amounts due to related parties	Senior notes	Interest payable included in trade and other payables	Lease liabilities
		計息銀行及其他借貸	應付關聯方款項	優先票據	貿易及其他應付款項內的應付利息	租賃負債
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
At 1 April 2023	於2023年4月1日	21,279,156	189,973	11,551,606	104,189	26,770
Changes from financing cash flows	融資現金流變動	842,207	465,524	(1,935,808)	(1,196,784)	(9,004)
Interest expense	利息開支	–	–	840,723	1,222,087	1,127
Disposal of subsidiaries	處置附屬公司	–	–	–	–	15,532
Exchange realignment	匯兌調整	(825,583)	(5,228)	–	(14,405)	(796)
At 31 December 2023	於2023年12月31日	21,295,780	649,269	10,456,521	245,378	2,565

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**36. Notes to the Consolidated Statement of Cash Flows (Continued)****(b) Changes in liabilities arising from financing activities (Continued)**

		Interest-bearing bank and other borrowings	Amounts due to related parties	Senior notes	Medium-term notes	Domestic company bonds	Interest payable included in trade and other payables	Lease liabilities
		計息銀行及其他借貸	應付關聯方款項	優先票據	中期票據	境內公司債券	貿易及其他應付款項內的應付利息	租賃負債
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2022	於2022年4月1日	21,083,572	-	12,295,164	799,382	1,797,258	199,857	25,271
Changes from financing cash flows	融資現金流變動							
New leases	新租賃	2,107,316	189,973	(2,088,122)	(796,186)	(1,742,965)	(1,812,826)	(14,891)
Interest expense	利息開支	-	-	1,344,564	3,050	47,187	1,720,440	1,749
Exchange realignment	匯兌調整	(1,911,732)	-	-	(6,246)	(101,480)	(3,282)	(1,719)
At 31 March 2023	於2023年3月31日	21,279,156	189,973	11,551,606	-	-	104,189	26,770

**(c) Total cash outflow for leases**

The total cash outflow for leases included in the consolidated statement of cash flows is as follows:

**(c) 租賃總現金流出**

計入綜合現金流量表的租賃總現金流出如下：

		31 December 2023	31 March 2023
		2023年12月31日	2023年3月31日
		HK\$'000	HK\$'000
		千港元	千港元
Within operating activities	計入經營活動內	29,289	7,025
Within financing activities	計入融資活動內	9,004	14,891
		38,293	21,916



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**37. Pledge of Assets**

Details of the Group's assets pledged for the Group's bank and other borrowings are included in notes 14, 15, 16, 21, 25 and 29 to the financial statements.

**38. Contingent Liabilities**

At the end of the reporting period, contingent liabilities not provided for in the financial statements were as follows:

**37. 資產抵押**

以本集團的資產作抵押的銀行及其他借貸詳情載於財務報表附註14、15、16、21、25及29。

**38. 或然負債**

於報告期末，財務報表內未有撥備的或然負債如下：

		31 December 2023 2023年12月31日 HK\$'000 千港元	31 March 2023 2023年3月31日 HK\$'000 千港元
Guarantees given to banks in connection with facilities granted to:	就以下各方獲授的融資而向銀行提供的擔保：		
Third parties	第三方	5,560,098	8,275,671
Related parties	關聯方	3,310,500	-
		<b>8,870,598</b>	8,275,671

At 31 December 2023, the Group has provided guarantees in respect of banking facilities granted to certain related parties amounting to HK\$3,310,500,000 (31 March 2023: Nil), which were utilized to the extent of HK\$1,615,646,000 (31 March 2023: Nil). The Directors consider the fair value of the guarantees is not significant.

The Group has provided guarantees in respect of banking facilities granted by certain banks to the purchasers of the Group's properties held for sale and held for finance lease. Pursuant to the terms of the guarantees, if there is default of the loan payments by the purchasers and lessees, the Group is responsible for repaying the outstanding loans together with accrued interest thereon and any penalty owed by the defaulted purchasers and lessees to banks. The Group is then entitled to take over the legal titles and usage rights of the related properties. For trade centre units and residential properties sold, the guarantee periods commence from the dates of grant of the relevant loans and ends when the purchasers obtain the building ownership certificates which will then be pledged to the banks. For residential and commercial properties under finance lease, the guarantees will be released upon the full repayment of loan principals by the lessees.

於2023年12月31日，本集團已就向若干關聯方授予的銀行融資提供擔保金額為3,310,500,000港元（2023年3月31日：無），其中已使用1,615,646,000港元（2023年3月31日：無）。董事認為，擔保之公平值並不重大。

本集團就若干銀行授予持作銷售物業及融資租賃物業的買家的銀行信貸提供擔保。根據該等擔保條款，倘該等買家及承租人拖欠貸款還款，本集團負責償還未付貸款，連同應計利息，以及欠款買家及承租人結欠銀行的任何罰金。其後，本集團有權接管相關物業的法律業權及使用權。已售交易中心商舖及住宅物業方面，擔保期由相關貸款授出日期起至買家取得其後抵押予銀行的房地產權證日期止。就融資租賃下的住宅及商業物業而言，擔保將隨承租人償還貸款本金解除。

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**38. Contingent Liabilities (Continued)**

The Group did not incur any material losses during the financial year in respect of the guarantees provided for mortgage facilities granted to the purchasers and lessees of the Group's properties. The Directors consider that in case of default on payments, the net realisable value of the related properties can cover the repayment of the outstanding mortgage loans together with any accrued interest and penalty, and therefore the fair value of the guarantees is not significant.

**39. Commitments**

The Group had the following commitments at the end of the reporting period:

		31 December 2023 2023年12月31日 HK\$'000 千港元	31 March 2023 2023年3月31日 HK\$'000 千港元
Contracted, but not provided for:	已訂約但未撥備：		
Properties under development	發展中物業	6,430,567	9,808,395

**40. Related Party Transactions**

(i) In addition to the transactions detailed elsewhere in these financial statements, the Group had the following transactions with SZCDG and its subsidiaries (collectively "SZCDG Group") and First Asia Pacific Group for the nine months ended 31 December 2023:

**38. 或然負債(續)**

本集團於財政年度內並無因向本集團物業的買家及承租人於獲授按揭融資時所提供擔保而錄得任何重大虧損。董事認為，倘出現拖欠款項的情況，相關物業的可變現淨值足以支付未償還按揭貸款連同任何應計利息及罰款，故擔保之公平值並不重大。

**39. 承擔**

本集團於報告末有下列承擔：

**40. 關聯方交易**

(i) 除本財務報表其他部分詳述的交易外，本集團於2023年12月31日為止的九個月與特區建發集團及其附屬公司(統稱「特區建發集團之集團」)及第一亞太集團進行以下交易：

			31 December 2023 2023年12月31日 HK\$'000 千港元	31 March 2023 2023年3月31日 HK\$'000 千港元
First Asia Pacific Group	第一亞太集團			
Property management services	物業管理服務	(1)	277,505	84,489
SZCDG Group	特區建發集團之集團			
Disposal of a subsidiary (note 35)	處置附屬公司 (附註 35)		1,517,034	1,435,414
Advances from disposal of a subsidiary	處置附屬公司的 預付款		-	2,284,600
Business management services	商業管理服務	(1)	4,800	-
Interest-bearing loans	計息貸款	(2)	464,524	189,973
Interest expense	利息開支		13,609	9,601
			1,999,967	3,919,588
Xi'an China South City	西安華南城			
Short-term lease expense	短期租賃費用	(1)	22,515	-

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**40. Related Party Transactions (Continued)****(i)** (Continued)

Notes:

- (1) The rates and conditions of the services are similar to those offered to independent third parties.
- (2) Interest-bearing loans were provided from a subsidiary of SZCDG based on mutually agreed terms and interest bearing at a rate of 6%–8% per annum.

Save as disclosed above and the balances detailed in note 27 to the financial statements, the Group had no material transactions and outstanding balances with related parties for the nine months ended 31 December 2023 and year ended 31 March 2023.

The related party transactions in respect of Property management services HK\$277,505,000 with First Asia Pacific Group and Business management services HK\$4,800,000 with SZCDG Group above also constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules.

**(ii) Compensation of key management personnel of the Group****40. 關聯方交易(續)****(i)** (續)

附註：

- (1) 服務的費率和條件與向獨立第三方提供的服務類似。
- (2) 由特區建發集團之附屬公司的計息貸款是根據雙方約定之條款及6%–8%計息的年利率。

除上文所披露及財務報表附註27詳述的結餘外，截至2023年12月31日止九個月期間及截至2023年3月31日止年度，本集團與關聯方並無重大交易及未清結餘。

與第一亞太集團的物業管理服務277,505,000港元及與特區建發集團之集團的商業管理服務4,800,000港元的關聯方交易亦構成上市規則第十四A章所定義的關連交易或持續關連交易。

**(ii) 本集團主要管理人員薪酬**

		31 December 2023 2023年12月31日 HK\$'000 千港元	31 March 2023 2023年3月31日 HK\$'000 千港元
Short term employee benefits	短期僱員福利	11,481	15,351
Post-employment benefits	離職後福利	42	54
Equity-settled share option expense	以權益結算的購股權開支	462	1,458
Total compensation paid to key management personnel	支付予主要管理人員的薪酬總額	11,985	16,863

Further details of directors' emoluments are included in note 8 to the financial statements.

董事酬金的進一步詳情載於財務報表附註8。

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**41. 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**

		<b>2023年12月31日</b>		
		<b>金融資產</b>		
		<b>Financial assets at fair value through profit or loss</b>		
		<b>透過損益以公平值列賬之金融資產</b>		
		<b>Designated as such upon initial recognition</b>	<b>Financial assets measured at amortised cost</b>	<b>Total</b>
		<b>在初步確認時指定為</b>	<b>按攤銷成本計量之金融資產</b>	<b>總計</b>
		<b>HK\$'000</b>	<b>HK\$'000</b>	<b>HK\$'000</b>
		<b>千港元</b>	<b>千港元</b>	<b>千港元</b>
Trade receivables	應收貿易賬款	–	712,725	712,725
Other long-term receivables	其他長期應收款項	–	81,626	81,626
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之金融資產	–	525,650	525,650
Amount due from a related party	應收關聯公司款項	–	138,666	138,666
Financial assets at fair value through profit or loss	透過損益以公平值列賬之金融資產	3,724	–	3,724
Restricted cash	受限制資金	–	913,556	913,556
Cash and cash equivalents	現金及現金等價物	–	230,088	230,088
		<b>3,724</b>	<b>2,602,311</b>	<b>2,606,035</b>

**Financial liabilities**

		<b>金融負債</b>		
		<b>Financial liabilities at fair value through profit or loss</b>		
		<b>透過損益以公平值列賬之金融負債</b>		
		<b>Mandatorily designated as such</b>	<b>Financial liabilities measured at amortised cost</b>	<b>Total</b>
		<b>強制指定為</b>	<b>按攤銷成本計量之金融負債</b>	<b>總計</b>
		<b>HK\$'000</b>	<b>HK\$'000</b>	<b>HK\$'000</b>
		<b>千港元</b>	<b>千港元</b>	<b>千港元</b>
Financial liabilities included in trade and other payables	計入貿易及其他應付款項之金融負債	–	6,109,457	6,109,457
Amounts due to associates	應付聯營公司款項	–	869,925	869,925
Amounts due to related parties	應付關聯公司款項	–	1,205,832	1,205,832
Financial liabilities at fair value through profit or loss	透過損益以公平值列賬之金融負債	1,074,695	–	1,074,695
Interest-bearing bank and other borrowings	計息銀行及其他借貸	–	21,295,780	21,295,780
Senior notes	優先票據	–	10,456,521	10,456,521
		<b>1,074,695</b>	<b>39,937,515</b>	<b>41,012,210</b>

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#### 41. Financial Instruments by Category (Continued)

##### 31 March 2023

##### Financial assets

		Financial assets at fair value through profit or loss 透過損益以公平值 列賬之金融資產	Designated as such upon initial recognition 在初步確認時 指定為 HK\$'000 千港元	Financial assets measured at amortised cost 按攤銷成本計量 之金融資產 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Trade receivables	應收貿易賬款	-	-	977,068	977,068
Other long-term receivables	其他長期應收款項	-	-	896,447	896,447
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項 及其他資產之金融資產	-	-	1,481,862	1,481,862
Amount due from a related party	應收關聯公司款項	-	-	143,541	143,541
Financial assets at fair value through profit or loss	透過損益以公平值列賬之金融 資產	5,668	-	-	5,668
Restricted cash	受限制資金	-	-	1,150,358	1,150,358
Cash and cash equivalents	現金及現金等價物	-	-	1,374,716	1,374,716
				5,668	6,023,992
					6,029,660

##### Financial liabilities

##### 金融負債

		Financial liabilities at fair value through profit or loss 透過損益以公平值 列賬之金融負債	Mandatorily designated as such 強制指定為 HK\$'000 千港元	Financial liabilities measured at amortised cost 按攤銷成本 計量之金融負債 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Financial liabilities included in trade and other payables	計入貿易及其他應付款項的 金融負債	-	-	6,239,691	6,239,691
Amounts due to associates	應付聯營公司款項	-	-	926,257	926,257
Amounts due to related parties	應付關聯公司款項	-	-	2,474,573	2,474,573
Financial liabilities at fair value through profit or loss	透過損益以公平值列賬之 金融負債	8,489	-	-	8,489
Interest-bearing bank and other borrowings	計息銀行及其他借貸	-	-	21,279,156	21,279,156
Senior notes	優先票據	-	-	11,551,606	11,551,606
Other long-term payables	其他長期應付款項	-	-	15,828	15,828
				8,489	42,487,111
					42,495,600

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**42. 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	
		31 December	31 March	31 December	31 March
		2023	2023	2023	2023
		2023年	2023年	2023年	2023年
		12月31日	3月31日	12月31日	3月31日
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Senior notes	優先票據	10,456,521	11,551,606	2,744,443	9,466,793

Management has assessed that the fair values of cash and bank balances, trade receivables, financial assets included in prepayments, other receivables and other assets, financial liabilities included in trade and other payables and the current portion of interest-bearing bank and other borrowings, approximate to their carrying amounts largely due to the short term maturities of these instruments.

The Group's management is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The management reports directly to the Directors and the audit committee. At each reporting date, management analyzes 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 Directors. The valuation process and results are discussed with the audit committee twice a year for interim and annual financial reporting.

**42. 金融工具之公平值及公平值等級架構**

本集團之金融工具之賬面值及公平值(賬面值與公平值極其相近者除外)如下：

管理層已評估現金及銀行存款、應收賬款、金融資產包括預付款項、其他應收款項及其他資產，金融負債包括貿易及其他應付款項及計息銀行及其他借貸的即期部分與其各自之賬面值相若，主要因為該等工具於短期內到期。

本集團管理層負責釐定金融工具公平值計量之政策及程序。管理層直接向董事及審核委員會報告。於各報告日期，管理層分析金融工具之價值變動並釐定估值中適用的主要元素。估值由董事審核及批准。估值過程及結果由審核委員會每年討論兩次，以便呈列於中期及年度財務報告。



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#### 42. Fair Value and Fair Value Hierarchy of Financial Instruments (Continued)

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair values of the other long-term receivables, other long-term payables and non-current portion of interest-bearing bank and other borrowings have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The Group's own non-performance risk in interest-bearing bank and other borrowings as at 31 December 2023 was assessed to be insignificant. The fair values of the other long-term receivables, other long-term payables and non-current portion of interest-bearing bank and other borrowings are not materially different from their carrying amounts.

The fair values of senior notes were calculated by using the quoted market prices on 31 December 2023.

As at 31 December 2023, the Group's financial instruments which comprised financial assets/liabilities at fair value through profit or loss were measured at fair value. The Group's financial assets/liabilities at fair value through profit or loss comprised unlisted investments, interest rate swaps and put option liabilities. The fair values of the unlisted investments have been estimated using the valuation methodology according to the price of recent investments. The Group signed interest rate swaps with banks in Chinese Mainland. These agreements were measured using valuation techniques including the net present value of the cash flow model. The models incorporate various market observable inputs including the credit quality of the financial institution, risk-free interest rate, interest rate and spot prices. The fair values of put option liabilities have been estimated using the allocation model with Black-Scholes option pricing formula. The models incorporate various market observable inputs including risk-free interest rate as well as other unobservable inputs.

#### 42. 金融工具之公平值及公平值等級架構(續)

金融資產及負債的公平值按可在自願雙方(強迫或清盤銷售除外)在現有交易中進行交換的工具之金額入賬。估計公平值時所用之方法及假設載述如下：

其他長期應收款項、其他長期應付款項及計息銀行及其他借貸之非即期部分的公平值乃透過使用當前可供金融工具使用之現行利率按類似條款、信用風險及餘下到期日，折讓預期未來現金流量而計算。於2023年12月31日，本集團自身於計息銀行及其他借貸之不履約風險被評定為並不重大。其他長期應收款項、其他長期應付款項及計息銀行及其他借貸非即期部分的公平值與賬面值相差不大。

優先票據之公平值乃根據2023年12月31日的市場價格之報價釐定。

於2023年12月31日，本集團的金融工具包括透過損益以公平值列賬之金融資產／負債，以公平值計量。本集團透過損益以公平值列賬之金融資產／負債包括非上市投資、利率掉期及認沽期權負債。非上市投資的公平值是根據近期投資的價格採用估價方法估計的。本集團與中國大陸銀行簽訂利率互換協議。這些協議採用估值技術進行計量，包括現金流量模型的淨現值。該模型納入了各種市場可觀察輸入數據，包括金融機構的信用品質、無風險利率、利率和現貨價格。認沽期權負債的公平值採用Black-Scholes期權定價公式的分配模型進行估計。該模型納入了包括無風險利率各種市場可觀察輸入數據，以及其他不可觀察輸入數據。

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**42. Fair Value and Fair Value Hierarchy of Financial Instruments** (Continued)**Fair value hierarchy**

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

**Assets measured at fair value**

		Fair value measurement using 使用於公平值計量			Total 總額
		Quoted prices in active markets 活躍市場 之報價 (Level 1) (第1級) HK\$'000 千港元	Significant observable inputs 重大可觀察 輸入數據 (Level 2) (第2級) HK\$'000 千港元	Significant unobservable inputs 重大不可觀察 輸入數據 (Level 3) (第3級) HK\$'000 千港元	
As at 31 December 2023	於2023年12月31日				
Unlisted investments	非上市投資	-	-	3,724	3,724
As at 31 March 2023	於2023年3月31日				
Unlisted investments	非上市投資	-	-	5,668	5,668

**Liabilities measured at fair value**

		Fair value measurement using 使用於公平值計量			Total 總額
		Quoted prices in active markets 活躍市場 之報價 (Level 1) (第1級) HK\$'000 千港元	Significant observable inputs 重大可觀察 輸入數據 (Level 2) (第2級) HK\$'000 千港元	Significant unobservable inputs 重大不可觀察 輸入數據 (Level 3) (第3級) HK\$'000 千港元	
As at 31 December 2023	於2023年12月31日				
Put option liabilities	認沽期權負債	-	-	1,070,077	1,070,077
Interest rate swaps	利率掉期交易	-	4,618	-	4,618
As at 31 March 2023	於2023年3月31日				
Interest rate swaps	利率掉期交易	-	8,489	-	8,489

**42. 金融工具之公平值及公平值等級架構** (續)**公平值層級**

本集團之金融工具的公平值計量層級載於下表：

**按公平值計量之資產****Fair value measurement using****使用於公平值計量**

Quoted prices in active markets 活躍市場 之報價 (Level 1) (第1級) HK\$'000 千港元	Significant observable inputs 重大可觀察 輸入數據 (Level 2) (第2級) HK\$'000 千港元	Significant unobservable inputs 重大不可觀察 輸入數據 (Level 3) (第3級) HK\$'000 千港元	Total 總額
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**按公平值計量之負債****Fair value measurement using****使用於公平值計量**

Quoted prices in active markets 活躍市場 之報價 (Level 1) (第1級) HK\$'000 千港元	Significant observable inputs 重大可觀察 輸入數據 (Level 2) (第2級) HK\$'000 千港元	Significant unobservable inputs 重大不可觀察 輸入數據 (Level 3) (第3級) HK\$'000 千港元	Total 總額
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**42. Fair Value and Fair Value Hierarchy of Financial Instruments** (Continued)**Fair value hierarchy** (Continued)**Information about Level 3 fair value measurements**

Below is a summary of significant unobservable inputs to the valuation of financial instruments together with a quantitative sensitivity analysis as at 31 December 2023:

	Valuation techniques	Significant unobservable inputs	Range	Sensitivity relationship of unobservable inputs to fair value
	估值技術	重大不可觀察輸入數據	範圍	不可觀察輸入數據與公平值之敏感度關係
Put option liabilities	Black-Scholes option pricing formula	Volatility	14.37%	5% increase/decrease in volatility would increase/decrease in fair value of HK\$9,157,000/HK\$21,913,000
認沽期權負債	Black-Scholes 期權定價公式	波動率		波動率增加/減少5%將導致公平值增加/減少9,157,000港元/21,913,000港元
		Risk-free interest rate	2.33%	5% increase/decrease in risk-free interest rate would decrease in fair value of HK\$13,174,000/HK\$209,000
		無風險利率		無風險利率增加/減少5%將導致公平值減少13,174,000港元/209,000港元

During the period, there were no transfer of fair value measurements between Level 1 and Level 2 and no transfer into or out of Level 3 for both financial assets and financial liabilities (year ended 31 March 2023: Nil).

本期內，金融資產及金融負債的公平值計量於第1級別與第2級別之間並無轉換及無轉入或轉出至第3級別(截至2023年3月31日止年度：無)。

**42. 金融工具之公平值及公平值等級架構**(續)**公平值等級**(續)**有關第3級公平值計量的信息**

以下是截至 2023 年 12 月 31 日金融工具估值的重要不可觀察輸入數據以及定量敏感度分析的摘要：

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**42. Fair Value and Fair Value Hierarchy of Financial Instruments** (Continued)**Fair value hierarchy** (Continued)**Liabilities for which fair values are disclosed**

As at 31 December 2023

**42. 金融工具之公平值及公平值等級架構** (續)**公平值等級** (續)**已披露公平值之金融負債**

於2023年12月31日

Fair value  
measurement  
using quoted  
prices in  
active markets  
(Level 1)  
使用於活躍市場之  
報價的公平值計量  
(第一級)  
HK\$'000  
千港元

Senior notes	優先票據	2,744,443
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As at 31 March 2023

於2023年3月31日

Fair value  
measurement  
using quoted  
prices in  
active markets  
(Level 1)  
使用於活躍市場之  
報價的公平值計量  
(第一級)  
HK\$'000  
千港元

Senior notes	優先票據	9,466,793
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### 43. Financial Risk Management Objectives and Policies

The Group's principal financial instruments comprise bank and other borrowings, senior notes, medium-term notes, domestic company bonds and cash and short-term deposits. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets such as trade receivables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, credit risk, liquidity risk and foreign exchange risk. The Board of Directors reviews and agrees policies for managing each of these risks and they are summarized below.

#### Interest rate risk

The Group's exposure to interest rate risk relates primarily to the Group's borrowings. The interest rates and terms of repayment of the Group's borrowings are disclosed in notes 29 and 30 to the financial statements. The Group's policy is to obtain the most favourable interest rates available for its borrowings.

The Group constantly assesses the interest rate risk it encounters to decide whether it is required to hedge against the possible interest rate risk that may arise.

On 31 December 2023, if the interest rate of bank borrowings had increased/decreased by 25 basis points and all other factors remained unchanged, the profit after tax for the period of the Group would have decreased/increased by approximately HK\$53,239,000 (31 March 2023: HK\$53,198,000).

### 43. 財務風險管理目標及政策

本集團主要金融工具包括銀行及其他借貸、優先票據、中期票據、境內公司債券及現金及短期存款。該等金融工具主要為本集團業務籌集資金。本集團亦擁有多項其他金融資產，例如直接從業務營運產生的應收貿易賬款。

本集團金融工具所產生的主要風險包括利率風險、信貸風險、流動資金風險及外匯風險。董事會對管理上述各項風險的政策進行檢討及協定，該等風險概述如下。

#### 利率風險

本集團面臨的利率風險主要與本集團的借貸相關。本集團借貸的利率及還款期於財務報表附註29及30中披露。本集團的政策是為其借貸取得最有利的利率。

本集團將持續評估所遇到的利率風險以決定是否需要對沖可能產生的利率風險。

於2023年12月31日，倘銀行借貸的利率上升／下降25個基點及所有其他因素保持不變，則本集團本期間稅後利潤將會減少／增加約53,239,000港元(2023年3月31日：53,198,000港元)。

31 December 2023 2023年12月31日

**43. Financial Risk Management Objectives and Policies** (Continued)**Credit risk****Maximum exposure and period/year-end staging**

The table below shows the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and period/year-end staging classification as at 31 December/31 March.

**As at 31 December 2023**

		12-month ECLs		Lifetime ECLs		Simplified approach	Total
		12個月的預期信貸虧損	Stage 1	Stage 2	Stage 3		
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Other long-term receivables	其他長期應收款項	13,780	120,602	1,020,109	-	-	1,154,491
Trade receivables*	應收貿易賬款*	-	-	-	1,017,948	1,017,948	1,017,948
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收賬項及其他資產的金融資產	527,619	6,089	55,144	-	-	588,852
Restricted cash	受限制資金	913,556	-	-	-	-	913,556
Cash and cash equivalents	現金及現金等價物	230,088	-	-	-	-	230,088
		<b>1,685,043</b>	<b>126,691</b>	<b>1,075,253</b>	<b>1,017,948</b>	<b>1,017,948</b>	<b>3,904,935</b>

**43. 財務風險管理目標及政策**(續)**信貸風險****最高金額和期/年末分期**

下表顯示了基於本集團信貸政策的信貸質量和最高信貸風險金額，除非其他可用信息並不需要額外成本或加工，該信貸政策主要基於過去的信息，以及截至12月31日/3月31日的期/年末分期分類。

**於2023年12月31日**



31 December 2023 2023年12月31日

**43. Financial Risk Management Objectives and Policies (Continued)****Credit risk (Continued)**

As at 31 March 2023

		12-month ECLs 12個月的 預期信貸虧損	Lifetime ECLs 整個期間 預期信貸虧損			
		Stage 1 階段一	Stage 2 階段二	Stage 3 階段三	Simplified approach 簡化方法	Total 總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Other long-term receivables	其他長期應收款項	1,267,772	-	-	-	1,267,772
Trade receivables*	應收貿易賬款*	-	-	-	1,307,359	1,307,359
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應 收賬項及其他資產的 金融資產	1,489,097	-	-	-	1,489,097
Restricted cash	受限制資金	1,150,358	-	-	-	1,150,358
Cash and cash equivalents	現金及現金等價物	1,374,716	-	-	-	1,374,716
		5,281,943	-	-	1,307,359	6,589,302

\* For trade receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 23 to the financial statements.

To manage the risk, deposits are mainly placed with banks with high credit quality. The Group trades only with recognised and creditworthy third parties. For the sale of properties, the Group has policies in place to ensure that sales are made to buyers with appropriate financial strength and appropriate percentage of down payments. The Group would not release the property ownership certificates to the buyers before the buyers fully settle the payment. It also has other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews regularly the recoverable amount of each individual trade receivable to ensure that adequate provisions for impairment losses are made for irrecoverable amounts. With exposure spread over a number of counterparties and customers, the Group has no significant concentration of credit risk.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in note 23 to the financial statements.

**43. 財務風險管理目標及政策(續)****信貸風險(續)**

於2023年3月31日

\* 就本集團採用簡化方法減值的應收貿易賬款，其資料基於撥備矩陣分別於財務報表附註23中披露。

為管理風險，本集團主要將存款存入高信貸質素的銀行。本集團僅與知名及具信譽的第三方進行交易。就出售物業方面，本集團已實行政策確保向具有適當財務實力及支付適當百分比首期付款的買家作出銷售。在買家全數清償付款前，本集團不會向其發出房產證。本集團亦擁有其他監控程序以確保採取跟進措施收回逾期款項。此外，本集團定期審閱每名個人的貿易應收賬款的可收回金額，以確保就不可收回金額作出足夠的減值虧損列賬。本集團並無任何重大集中信貸風險，而所面對的風險分散到多名交易對手及客戶。

有關本集團就貿易應收賬款的信貸風險所承擔的風險的進一步量化數據於財務報表附註23中披露。

31 December 2023 2023年12月31日

### 43. Financial Risk Management Objectives and Policies (Continued)

#### Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank and other borrowings, lease liabilities, senior notes, medium-term notes and domestic company bonds.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, was as follows:

		31 December 2023 2023年12月31日					
		On demand	Within one year	One to two years	Two to five years	Beyond five years	Total
		應要求	一年內	第一至二年	第二至五年	五年後	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Interest-bearing bank and other borrowings	計息銀行及其他借貸	-	8,737,355	5,158,060	5,463,971	5,038,334	24,397,720
Senior notes	優先票據	-	9,654,387	225,271	1,748,299	-	11,627,957
Financial liabilities included in trade and other payables (excluding lease liabilities)	計入應付貿易及其他應付款項的金融負債(不含租賃負債)	-	6,106,892	-	-	-	6,106,892
Lease liabilities	租賃負債	-	2,638	-	-	-	2,638
Amounts due to associates	應付聯營公司款項	-	869,925	-	-	-	869,925
Amounts due to related parties	應付關聯方款項	-	1,205,832	-	-	-	1,205,832
Financial liabilities at fair value through profit or loss	透過損益以公平值列賬之金融負債	-	4,618	-	1,070,077	-	1,074,695
Financial guarantees granted to third parties	對第三方授予財務擔保	5,560,098	-	-	-	-	5,560,098
<b>Total</b>	<b>總計</b>	<b>5,560,098</b>	<b>26,581,647</b>	<b>5,383,331</b>	<b>8,282,347</b>	<b>5,038,334</b>	<b>50,845,757</b>

### 43. 財務風險管理目標及政策(續)

#### 流動資金風險

本集團的目標是透過使用銀行及其他借貸、租賃負債、優先票據、中期票據及境內公司債券，維持資金持續性與靈活性之間的平衡。

本集團於報告期末時的金融負債的到期狀況(按照合同未折現付款)如下：

31 December 2023 2023年12月31日

**43. Financial Risk Management Objectives and Policies** (Continued)**Liquidity risk** (Continued)

		31 March 2023 2023年3月31日					
		On demand	Within one year	One to two years	Two to five years	Beyond five years	Total
		應要求	一年內	第一至二年	第二至五年	五年後	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Interest-bearing bank and other borrowings	計息銀行及其他借貸	-	13,431,068	2,419,290	3,183,828	5,447,812	24,481,998
Senior notes	優先票據	-	2,012,195	11,002,507	-	-	13,014,702
Financial liabilities included in trade and other payables (excluding lease liabilities)	計入應付貿易及其他應付款項的金融負債(不含租賃負債)	-	6,212,921	-	-	-	6,212,921
Lease liabilities	租賃負債	-	12,386	10,450	6,425	-	29,261
Amounts due to associates	應付聯營公司款項	-	926,257	-	-	-	926,257
Amounts due to related parties	應付關聯方款項	-	2,474,573	-	-	-	2,474,573
Financial liabilities at fair value through profit or loss	透過損益以公平值列賬之金融負債	-	8,489	-	-	-	8,489
Financial guarantees granted to third parties	對第三方授予財務擔保	8,275,671	-	-	-	-	8,275,671
<b>Total</b>	<b>總計</b>	<b>8,275,671</b>	<b>25,077,889</b>	<b>13,432,247</b>	<b>3,190,253</b>	<b>5,447,812</b>	<b>55,423,872</b>

**Foreign exchange risk**

The Group only conducts business within Chinese Mainland. Except for interest payables, repayment of foreign currency loans obtained to finance the Group's operations and any potential future dividends of its subsidiaries that might be declared to their shareholders, the bulk of the Group's revenue, capital investment and expenses are denominated in RMB. At the date of approval of the financial statements, the Group has not experienced any difficulties in obtaining government approval for its necessary foreign exchange purchases.

**43. 財務風險管理目標及政策** (續)**流動資金風險** (續)

		31 March 2023 2023年3月31日					
		On demand	Within one year	One to two years	Two to five years	Beyond five years	Total
		應要求	一年內	第一至二年	第二至五年	五年後	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Interest-bearing bank and other borrowings	計息銀行及其他借貸	-	13,431,068	2,419,290	3,183,828	5,447,812	24,481,998
Senior notes	優先票據	-	2,012,195	11,002,507	-	-	13,014,702
Financial liabilities included in trade and other payables (excluding lease liabilities)	計入應付貿易及其他應付款項的金融負債(不含租賃負債)	-	6,212,921	-	-	-	6,212,921
Lease liabilities	租賃負債	-	12,386	10,450	6,425	-	29,261
Amounts due to associates	應付聯營公司款項	-	926,257	-	-	-	926,257
Amounts due to related parties	應付關聯方款項	-	2,474,573	-	-	-	2,474,573
Financial liabilities at fair value through profit or loss	透過損益以公平值列賬之金融負債	-	8,489	-	-	-	8,489
Financial guarantees granted to third parties	對第三方授予財務擔保	8,275,671	-	-	-	-	8,275,671
<b>Total</b>	<b>總計</b>	<b>8,275,671</b>	<b>25,077,889</b>	<b>13,432,247</b>	<b>3,190,253</b>	<b>5,447,812</b>	<b>55,423,872</b>

**外匯風險**

本集團僅在中國大陸經營業務。除應付利息、本集團就撥資營運所需而取得的外幣貸款的還款，以及其附屬公司可能向其股東宣派的任何潛在股息外，本集團大部分收入、資本投資及開支均以人民幣為單位。於財務報表批准日期，本集團在申領政府批文就其外匯購買所需方面，從未遇上任何困難。

31 December 2023 2023年12月31日

**43. Financial Risk Management Objectives and Policies** (Continued)**Foreign exchange risk** (Continued)

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the RMB exchange rate, with all other variables held constant, of the Group's profit/(loss) before tax (due to changes in the fair value of monetary assets and liabilities).

		Changes in RMB rate	Increase/(decrease) in profit before tax
		人民幣匯率變動	稅前利潤 增加/(減少)
		%	HK\$'000 千港元
<b>31 December 2023</b>	<b>2023年12月31日</b>		
If Hong Kong dollar weakens against RMB	倘港元兌人民幣轉弱	5	(9)
If Hong Kong dollar strengthens against RMB	倘港元兌人民幣轉強	5	9
<b>31 March 2023</b>	<b>2023年3月31日</b>		
If Hong Kong dollar weakens against RMB	倘港元兌人民幣轉弱	5	(9)
If Hong Kong dollar strengthens against RMB	倘港元兌人民幣轉強	5	9

**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 maximize shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the nine months ended 31 December 2023 and the year ended 31 March 2023.

**43. 財務風險管理目標及政策**(續)**外匯風險**(續)

下表顯示在所有其他變量維持不變的情況下，本集團稅前利潤/(虧損)於報告期末對人民幣匯率的可能合理變動的敏感度，有關稅前利潤的變動乃因貨幣資產及負債的公平值出現變動所致。

**資本管理**

本集團資本管理的首要目標是為了確保本集團持續發展及穩健資本比率的能力，以支持其業務運作及實現最大股東價值。

本集團根據經濟情況的變動及相關資產的風險特點，管理其資本結構並對其作出調整。為維持或調整資本結構，本集團可能會調整向股東派發的股息付款、向股東返還資本或發行新股。本集團毋須遵守任何外界施加的資本規定。截至2023年12月31日止九個月及截至2023年3月31日止年度，並無更改資本管理的目標、政策或程序。

31 December 2023 2023年12月31日

**43. Financial Risk Management Objectives and Policies** (Continued)**Capital management** (Continued)

The Group monitors capital using a gearing ratio (net debt to total equity) and total liabilities to total assets ratio. Net debt includes interest-bearing bank and other borrowings, senior notes, medium term notes and domestic company bonds, less cash and bank balances. The gearing ratios and total liabilities to total assets ratio as at the end of the reporting periods were as follows:

			31 December 2023 2023年12月31日 HK\$'000 千港元	31 March 2023 2023年3月31日 HK\$'000 千港元
		Notes 附註		
Interest-bearing bank and other borrowings	計息銀行及其他借貸	29	21,295,780	21,279,156
Senior notes	優先票據	30	10,456,521	11,551,606
Less: Cash and bank balances	減：現金及銀行存款	25	(1,143,644)	(2,525,074)
Net debt	債務淨額		30,608,657	30,305,688
Total equity	權益總額		36,446,325	42,685,002
Total assets	總資產		100,375,051	114,224,395
Total liabilities	總負債		63,928,726	71,539,393
Net debt/Total equity	資本負債比率		84%	71%
Total liabilities/Total assets	負債對資產比率		64%	63%

**43. 財務風險管理目標及政策**(續)**資本管理**(續)

本集團採用資本負債比率(債務淨額除以權益總額)和負債對資產比率監控資本情況。債務淨額包括計息銀行及其他借貸、優先票據、中期票據及境內公司債券減現金及銀行存款。於報告期末，資本負債比率及負債對資產比率如下：

31 December 2023 2023年12月31日

## 44. Statement of Financial Position of the Company 44. 公司財務狀況表

		31 December 2023 2023年12月31日 HK\$'000 千港元	31 March 2023 2023年3月31日 HK\$'000 千港元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>		
Property, plant and equipment	物業、廠房及設備	763	839
Investments in subsidiaries	於附屬公司的投資	3,246,707	3,246,707
Total non-current assets	非流動資產總額	3,247,470	3,247,546
<b>CURRENT ASSETS</b>	<b>流動資產</b>		
Amounts due from subsidiaries	應收附屬公司款項	19,172,745	19,987,041
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	756	656
Cash and cash equivalents	現金及現金等價物	449	2,952
Total current assets	流動資產總額	19,173,950	19,990,649
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>		
Other payables, accruals and deposits received	其他應付款項、應計項目及已收按金	722,093	264,189
Amount due to a related party	應付關聯方款項	4,813	-
Interest-bearing bank and other borrowings	計息銀行及其他借貸	1,949,798	1,954,028
Senior notes	優先票據	8,891,111	922,065
Total current liabilities	流動負債總額	11,567,815	3,140,282
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>	7,606,135	16,850,367
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>資產總額減流動負債</b>	10,853,605	20,097,913
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>		
Senior notes	優先票據	1,565,410	10,629,541
Total non-current liabilities	非流動負債總額	1,565,410	10,629,541
<b>Net assets</b>	<b>資產淨值</b>	9,288,195	9,468,372
<b>EQUITY</b>	<b>權益</b>		
Share capital	股本	9,131,812	9,131,812
Reserves (note)	其他儲備(附註)	156,383	336,560
Total equity	權益總額	9,288,195	9,468,372

CHENG CHUNG HING 鄭松興  
Director 董事

QIN WENZHONG 覃文忠  
Director 董事



31 December 2023 2023年12月31日

**44. Statement of Financial Position of the Company**

(Continued)

Note:

A summary of the Company's reserves is as follows:

		Share option reserve 購股權儲備 HK\$'000 千港元	Retained profits 保留利潤 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 31 March 2022	於2022年3月31日	48,086	336,715	384,801
Loss for the year	年內虧損	-	(49,401)	(49,401)
Equity-settled share option arrangements	以權益結算的購股權安排	1,160	-	1,160
Transfer of share option reserve upon the forfeiture or lapse of share options	購股權沒收或失效而轉讓購股權儲備	(19,795)	19,795	-
At 31 March 2023 and 1 April 2023	於2023年3月31日及2023年4月1日	<b>29,451</b>	<b>307,109</b>	<b>336,560</b>
Profit for the period	期內利潤	-	<b>48,199</b>	<b>48,199</b>
Equity-settled share option arrangements	以權益結算的購股權安排	<b>462</b>	-	<b>462</b>
Transfer of share option reserve upon the forfeiture or lapse of share options	購股權沒收或失效而轉讓購股權儲備	<b>(17,556)</b>	<b>17,556</b>	-
Final 2022/2023 dividend declared	已宣派2022/2023年末期股息	-	<b>(228,838)</b>	<b>(228,838)</b>
At 31 December 2023	於2023年12月31日	<b>12,357</b>	<b>144,026</b>	<b>156,383</b>

The share option reserve comprises the fair value of share options granted which are yet to be exercised, as further explained in the accounting policy for share-based payments in note 2.4 to the financial statements. The amount will either be transferred to share capital when the related options are exercised, or be transferred to retained profits should the related options expire.

附註：

公司之儲備變動詳情如下：

購股權儲備包含已授出但未行使之購股權的公平值，其有關以股份形式付款之會計政策已詳載於財務報表附註2.4內，當有關購股權被行使，此金額會轉入股本，或者當有關購股權失效，此金額會轉至保留利潤。

**45. Approval of the Financial Statements**

The financial statements were approved and authorized for issue by the Board of Directors on 28 March 2024.

**45. 批核財務報表**

董事會於2024年3月28日批准及授權刊發財務報表。

華南城

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