

zhenro 正榮地產

正榮地產集團有限公司
Zhenro Properties Group Limited

(於開曼群島註冊成立的有限公司)
(Incorporated in the Cayman Islands with limited liability)

股份代號 Stock Code : 6158

2023年報 ANNUAL REPORT



目錄 Contents

公司資料	Corporate Information	2
主席報告	Chairman's Statement	4
管理層討論及分析	Management Discussion and Analysis	7
土地儲備	Land Bank	28
董事及高級管理層履歷	Biographies of the Directors and Senior Management	42
董事會報告書	Directors' Report	49
企業管治報告	Corporate Governance Report	74
獨立核數師報告	Independent Auditor's Report	94
綜合損益表	Consolidated Statement of Profit or Loss	98
綜合全面收益表	Consolidated Statement of Comprehensive Income	99
綜合財務狀況表	Consolidated Statement of Financial Position	100
綜合權益變動表	Consolidated Statement of Changes in Equity	103
綜合現金流量表	Consolidated Statement of Cash Flows	105
財務報表附註	Notes to Financial Statements	109
五年財務概要	Five Years' Financial Summary	276

公司資料

Corporate Information

董事會

執行董事

黃仙枝先生
(自二零二三年一月二十日起辭任
董事會主席兼執行董事)

劉偉亮先生
(自二零二三年一月二十日起
由董事會副主席調任為主席)

李洋先生

非執行董事

歐國偉先生

獨立非執行董事

陸海林博士
王傳序先生
謝駿先生

審核委員會

陸海林博士 (主席)
歐國偉先生
王傳序先生

提名委員會

黃仙枝先生
(主席, 自二零二三年一月二十日起辭任)
劉偉亮先生
(主席, 自二零二三年一月二十日起獲委任)
王傳序先生
謝駿先生

薪酬委員會

王傳序先生 (主席)
黃仙枝先生
(自二零二三年一月二十日起辭任)
劉偉亮先生
(自二零二三年一月二十日起獲委任)
謝駿先生

聯席公司秘書

陳競德先生
鄺燕萍女士 (FCG, HKFCG)

BOARD OF DIRECTORS

Executive Directors

Mr. HUANG Xianzhi
(resigned as chairman of the Board and executive director with effect
from 20 January 2023)

Mr. LIU Weiliang
(re-designated from vice-chairman to chairman of the Board with effect
from 20 January 2023)

Mr. LI Yang

Non-executive Director

Mr. OU Guowei

Independent Non-executive Directors

Dr. LOKE Yu (alias LOKE Hoi Lam)
Mr. WANG Chuanxu
Mr. XIE Jun

AUDIT COMMITTEE

Dr. LOKE Yu (alias LOKE Hoi Lam) (Chairman)
Mr. OU Guowei
Mr. WANG Chuanxu

NOMINATION COMMITTEE

Mr. HUANG Xianzhi
(chairman, resigned with effect from 20 January 2023)
Mr. LIU Weiliang
(chairman, appointed with effect from 20 January 2023)
Mr. WANG Chuanxu
Mr. XIE Jun

REMUNERATION COMMITTEE

Mr. WANG Chuanxu (Chairman)
Mr. HUANG Xianzhi
(resigned with effect from 20 January 2023)
Mr. LIU Weiliang
(appointed with effect from 20 January 2023)
Mr. XIE Jun

JOINT COMPANY SECRETARIES

Mr. CHAN King Tak
Ms. KWONG Yin Ping, Yvonne (FCG, HKFCG)

授權代表

黃仙枝先生
(自二零二三年一月二十日起辭任)
劉偉亮先生
(自二零二三年一月二十日起獲委任)
鄺燕萍女士

核數師

安永會計師事務所
執業會計師
註冊公眾利益實體核數師
香港鰂魚涌英皇道979號
太古坊一座27樓

公司網址

www.zhenrodc.com

股份代號

06158

開曼群島註冊辦事處、主要 股份過戶登記處及轉讓代 理人

Walkers Corporate Limited
190 Elgin Avenue, George Town
Grand Cayman KY1-9008, Cayman Islands

香港證券登記處

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號舖

中國總部

中國上海市閔行區申虹路666弄
虹橋正榮中心7號樓3樓

香港主要營業地點

香港灣仔港灣道26號
華潤大廈32樓3201室

AUTHORIZED REPRESENTATIVES

Mr. HUANG Xianzhi
(resigned with effect from 20 January 2023)
Mr. LIU Weiliang
(appointed with effect from 20 January 2023)
Ms. KWONG Yin Ping, Yvonne

AUDITOR

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

COMPANY'S WEBSITE

www.zhenrodc.com

STOCK CODE

06158

CAYMAN ISLANDS REGISTERED OFFICE, PRINCIPAL SHARE REGISTRAR AND TRANSFER AGENT

Walkers Corporate Limited
190 Elgin Avenue, George Town
Grand Cayman KY1-9008, Cayman Islands

HONG KONG SHARE REGISTRAR

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

HEAD OFFICE IN THE PRC

3/F, Building 7, Hongqiao Zhenro Center
666 Shenhong Road, Minhang District, Shanghai, PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 3201, 32/F, China Resources Building
No. 26 Harbour Road, Wanchai, Hong Kong

主席報告

Chairman's Statement

尊敬的各位股東：

本人謹此代表董事會向各位股東提呈本集團截至二零二三年十二月三十一日止年度之業績、經營回顧與二零二四年展望。

業績

截至二零二三年十二月三十一日止年度，本集團的收益為人民幣38,774.9百萬元；虧損為人民幣9,485.6百萬元；及母公司擁有人應佔虧損為人民幣8,467.9百萬元。董事會不建議派發截至二零二三年十二月三十一日止年度的末期股息。

市場以及經營回顧

繼2022年後，2023年依然對房地產來說是不平凡的一年，經濟處於復蘇階段，國家經濟經歷著一個波浪式發展、曲折式前進的過程，還面臨著「有效需求不足、部分行業產能過剩、社會預期偏弱、風險隱患仍然較多，國內大循環存在堵點，外部環境的複雜性、嚴峻性、不確定性上升」等諸多困難和挑戰。居民住房消費需求依然偏弱，購房意願持續下降，房地產市場繼2022年後，在2023年依然普遍出現負增長，並承受著巨大的經營和資金壓力。

本集團的運營以及流動性因外部環境的變化受到顯著影響，但儘管面對複雜的外部壓力和挑戰，本集團敢於面對困局，「跨越山海，拓路啟新」，重點聚焦「保交付」核心任務，於2023年實現交付43,600餘套新房。本集團致力穩定生產及經營，重塑市場信心，促進企業的良好性循環。

Dear shareholders,

On behalf of the board, I hereby present to you the results and business review of the Group for the year ended 31 December 2023 and its outlook for 2024.

RESULTS

For the year ended 31 December 2023, the revenue of the Group was RMB38,774.9 million; the loss was RMB9,485.6 million; and the loss attributable to owners of the parent was RMB8,467.9 million. The Board does not recommend the payment of a final dividend for the year ended 31 December 2023.

MARKET AND BUSINESS REVIEW

The year of 2023 continued to be an extraordinary year for the real estate after 2022. As the economy was in the recovery stage, the national economy underwent a process of uneven development and tortuous progress. Moreover, it encountered various difficulties and challenges such as insufficient effective demand, excess capacity in some industries, weak social expectations, numerous hidden risks, blockages in the domestic circulation, and the rising complexity, severity and uncertainty of the external environment. Demand for buying residential housing remained weak, reflecting a continuing decline in willingness of home buying. Following the year of 2022, the real estate market experienced a negative growth in general, and withstood tremendous operating and financial pressure in 2023.

The Group's operations and liquidity were significantly impacted by the changes in the external environment. Despite the complicated external pressures and challenges, the Group dared to face adversity through "surmounting difficulties one after another and opening a new development chapter", focusing on the core task of "ensuring delivery". More than 43,600 new homes were delivered in 2023. The Group was committed to stabilising production and operations, restoring market confidence and promoting a virtuous circle of enterprises.

為此，本集團努力克服各種不利因素以及外部環境壓力，保障項目工程有序展開；堅持打造高品質的產品，滿足客戶需求；同時加強客戶信心及樹立企業口碑。另一方面，為解決流動性問題，本集團繼2022年後，繼續實施流動性管理以及成本節約措施，包括尋求融資展期和豁免、加快銷售和現金回收、持續精簡企業組織架構以及減少非核心業務運營和行政費用。本集團一直積極與其法律顧問及財務顧問就其境外整體債務管理方案進行合作，協助本集團對境外債務進行整體重組，以實現長期可持續的資本結構，解決流動資金問題，穩定本集團運營，同時兼顧所有持份者的利益。

展望

展望2024，本集團堅持「保交付，提品質，守貨值，穩經營」，全力確保經營活動的有序開展，堅持初心，保持戰略定力，在穩健經營的基礎上，實現突破，尋求新的發展空間。隨著中央一系列支持政策出臺，在反複強調「一視同仁滿足不同所有制房地產企業合理融資需求」以及「各地對房地產銷售放開限購政策」的大環境下，預計房地產市場將逐步企穩。本集團將努力抓住經濟及房地產市場逐步回暖的時機，加大營銷力度、提高銷售質量，進一步提升資產價值回收效果。

本集團將秉承「安全、健康、可持續」的經營方針，加強財務風險管理，優化資產結構，嚴控經營成本，以確保本集團的財務穩定性。此外，本集團將繼續提高產品品質和服務質量，滿足客戶住房需求。本集團將繼續提升內部管理體系及構建高效團隊，為本集團的可持續發展奠定堅實的人才基礎。

To this end, the Group endeavoured to overcome various adverse factors and pressures from the external environment so as to ensure the smooth implementation of the project works, persisted in creating high quality products to meet customer needs, meanwhile, bolstered customers' confidence and established corporate reputation. Furthermore, in order to address liquidity issues, the Group has continued to implement liquidity management and cost saving measures since 2022, including seeking financing extension and exemption, accelerating sales and cash collection, continuing to streamline the corporate organisational structure, and reducing non-core business operation and administrative expenses. The Group has been actively working with its legal advisor and financial advisers on its offshore holistic liability management solutions to assist it with a holistic restructuring of its offshore indebtedness, in order to achieve a long-term sustainable capital structure, resolve its liquidity issue and stabilise the Group's operations, taking into account the interest of all its stakeholders.

OUTLOOK

Looking ahead to 2024, the Group will uphold the philosophy of “ensuring delivery, improving quality, preserving value and stabilising operation”, and channel all efforts to guarantee the orderly commencement of business activities, adhere to its original intention, maintain strategic focus, and achieve breakthroughs and seek new development space on the basis of sound operation. With the release of a series of supportive policies by the central government which puts strong emphasis on “giving equal treatment to meet the reasonable financing needs of different ownership of real estate enterprises” and “relaxing the policy of purchase limits for the real estate properties in various regions”, it is expected that the real estate market will gradually become stabilised. The Group will seize the opportunity from the gradual recovery of the economy and the real estate market by increasing marketing efforts and improving the sales quality, so as to further improve the outcome of asset value recovery.

The Group will adhere to the operating principles of “safety, health, and sustainability”, strengthen financial risk management, optimise asset structure and strictly control operating costs to ensure the financial stability the Group. In addition, the Group will continue to improve product and service quality to meet the housing needs of its customers. The Group will also enhance its internal management system and build an efficient team in an effort to lay a solid talent foundation for the Group's sustainable development.

致謝

最後，本人謹代表董事會同仁，就所有股東、投資者、合作方及客戶對本公司的支持，全體員工的辛勤努力及付出，致以誠摯的感謝。本公司將繼續秉承「正直構築繁榮」的核心價值觀，實現本公司穩定及可持續的發展，為本公司的股東、投資者及持份者帶來價值。

正榮地產集團有限公司
董事會主席
劉偉亮

中國上海
二零二四年三月二十八日

APPRECIATION

Finally, on behalf of the Board, I would like to express our sincere appreciation to all shareholders, investors, business partners and customers for their support, and all employees for their dedication and hard work. The Company will continue to uphold our core value of “prosperity from integrity” and achieve stable and sustainable development while bringing value to shareholders, investors and other stakeholders of the Company.

Zhenro Properties Group Limited
LIU Weiliang
Chairman of the Board

Shanghai, PRC
28 March 2024

管理層討論及分析 Management Discussion and Analysis

房地產開發

合約銷售

於截至二零二三年十二月三十一日止年度（「二零二三年度」），本集團連同合營企業及聯營公司錄得合約銷售金額人民幣15,385.3百萬元，較二零二二年同比減少54.0%；總合約銷售建築面積（「建築面積」）約為1.0百萬平方米，較二零二二年同比減少51.8%。於二零二三年度，合約平均售價（「平均售價」）為人民幣14,986元／平方米，而截至二零二二年十二月三十一日止年度（「二零二二年度」）為人民幣15,718元／平方米。

下表載列本集團連同合營企業及聯營公司於二零二三年按地區劃分的合約銷售明細。

PROPERTY DEVELOPMENT

Contracted Sales

For the year ended 31 December 2023 (“Year 2023”), the Group, together with its joint ventures and associated companies, recorded contracted sales of RMB15,385.3 million, representing a 54.0% year-over-year decrease from 2022; total contracted gross floor area (“GFA”) sold amounted to approximately 1.0 million sq.m., representing a 51.8% year-over-year decrease from 2022. Contracted average selling price (“ASP”) for Year 2023 was RMB14,986 per sq.m., whilst that for the year ended 31 December 2022 (“Year 2022”) was RMB15,718 per sq.m..

The following table sets forth the geographic breakdown of the contracted sales of the Group, together with its joint ventures and associated companies, in 2023.

		合約銷售 建築面積	合約銷售 金額	合約平均 售價	合約銷售 百分比 % of
		Contracted GFA Sold	Contracted Sales	Contracted ASP	Contracted Sales
		平方米 sq.m.	人民幣千元 RMB'000	人民幣元／ 平方米 RMB/sq.m.	%
長三角地區	Yangtze River Delta Region	418,349	6,541,723	15,637	42.5
海峽西岸地區	Western Taiwan Straits Region	217,638	3,116,769	14,321	20.3
環渤海地區	Bohai Rim Region	80,245	1,479,373	18,436	9.6
華中地區	Central China Region	125,499	1,269,825	10,118	8.3
華西地區	Western China Region	103,536	1,607,623	15,527	10.4
珠三角地區	Pearl River Delta Region	81,372	1,369,978	16,836	8.9
總計	Total	1,026,639	15,385,291	14,986	100.0

銷售物業已確認收益

於二零二三年度，銷售物業已確認收益為人民幣38,648.3百萬元，較二零二二年度的人人民幣25,707.6百萬元增加50.3%，主要由於交付建築面積增加。於二零二三年度，本集團的銷售物業已確認平均售價為人民幣15,433元/平方米，較二零二二年度的人人民幣12,183元/平方米增加26.7%，主要由於售價較高的物業在二零二三年度交付的佔比有所上升所致。

於二零二三年度，本集團交付的物業包括南京弘陽望江悅府、南京正榮江望潤府、南京正榮潤棠府、蘇州保利正榮棠悅花園、長沙正榮濱江紫閣台、西安正榮紫閣台等。

下表載列本集團於所示期間物業銷售已確認收益的地區明細：

Revenue Recognized from Sales of Properties

Revenue recognized from sales of properties increased by 50.3% from RMB25,707.6 million for Year 2022 to RMB38,648.3 million for Year 2023, primarily due to an increase in GFA being delivered. The Group's recognized ASP from sales of properties for Year 2023 was RMB15,433 per sq.m., representing a 26.7% increase from RMB12,183 per sq.m. for Year 2022, primarily due to the increase in the proportion of properties with higher selling price being delivered in Year 2023.

During the Year 2023, the properties delivered by the Group included Nanjing Hongyang Riverside Joy Mansion, Nanjing Zhenro Riverbank Mansion, Nanjing Zhenro Begonia Mansion, Suzhou Poly Zhenro Oriental Mansion, Changsha Riverside Zhenro Pinnacle, Xi'an Zhenro Pinnacle and others.

The following table sets forth the geographic breakdown of the revenue recognized from sales of properties of the Group for the periods indicated:

		銷售物業已確認收益		估銷售物業 已確認收益百分比		已交付總建築面積		已確認平均售價	
		Recognized Revenue from Sales of Properties		% of Recognized Revenue from Sale of Properties		Total GFA Delivered		Recognized ASP	
		二零二三年 2023	二零二二年 2022	二零二三年 2023	二零二二年 2022	二零二三年 2023	二零二二年 2022	二零二三年 2023	二零二二年 2022
		人民幣千元 RMB'000	人民幣千元 RMB'000	%	%	平方米 sq.m.	平方米 sq.m.	人民幣元/ RMB/Sq.m.	人民幣元/ RMB/Sq.m.
長三角地區	Yangtze River Delta Region	20,405,330	14,328,391	52.8	55.8	1,156,372	896,002	17,646	15,991
海峽西岸地區	Western Taiwan Straits Region	8,297,508	9,281,489	21.5	36.1	570,774	1,009,997	14,537	9,190
環渤海地區	Bohai Rim Region	-	1,763	-	0.0	-	930	-	1,897
華中地區	Central China Region	6,184,660	233,879	16.0	0.9	482,727	33,283	12,812	7,027
華西地區	Western China Region	3,760,833	1,057,251	9.7	4.1	294,372	103,740	12,776	10,191
珠三角地區	Pearl River Delta Region	-	804,840	-	3.1	-	66,254	-	12,148
總計	Total	38,648,331	25,707,613	100.0	100.0	2,504,245	2,110,206	15,433	12,183

持作出售已竣工物業

持作出售物業指於各財務期末未出售的已竣工物業，按成本與可變現淨值的較低者列賬。持作出售的物業成本乃根據未出售物業所產生相關成本的分配釐定。

於二零二三年十二月三十一日，本集團擁有持作出售已竣工物業人民幣29,801.2百萬元，較於二零二二年十二月三十一日的人民幣9,904.2百萬元增加200.9%。該增加主要是由於本集團於二零二三年的已竣工物業建築面積增加所致。本集團已就所有持作出售已竣工物業取得竣工證明書。

開發中物業

開發中物業擬於竣工後持作出售。開發中物業按包括土地成本、建設成本、資本化利息及該等物業在開發期間直接應佔的其他成本在內的成本與可變現淨值的較低者列賬。竣工後，該等物業轉撥至持作出售已竣工物業。

於二零二三年十二月三十一日，本集團開發中的物業金額為人民幣64,430.2百萬元，較於二零二二年十二月三十一日的人民幣113,364.4百萬元減少43.2%。該減少主要是由於本集團於二零二三年竣工物業增加及開發項目數量減少所致。

物業投資

租金收入

本集團於二零二三年度的租金收入為人民幣77.5百萬元，較二零二二年度的人民幣90.0百萬元減少13.9%。由於受到整體市道欠佳影響，二零二三年度的租金收入有所下降。

投資物業

於二零二三年十二月三十一日，本集團持有11項投資物業，總建築面積為684,476平方米。本集團的該等投資物業組合當中，8項總建築面積為429,429平方米的投資物業已開始出租。

Completed Properties Held for Sale

Properties held for sale represent completed properties remaining unsold at the end of each financial period and are stated at the lower of cost and net realizable value. Cost of properties held for sale is determined by an apportionment of related costs incurred attributable to the unsold properties.

As at 31 December 2023, the Group had completed properties held for sale of RMB29,801.2 million, representing a 200.9% increase from RMB9,904.2 million as at 31 December 2022. The increase was primarily due to an increase in GFA for completed properties by the Group in 2023. The Group has obtained the construction completion certificates in respect of all completed properties held for sale.

Properties Under Development

Properties under development are intended to be held for sale after completion. Properties under development are stated at the lower of cost comprising land costs, construction costs, capitalized interests and other costs directly attributable to such properties incurred during the development period and net realizable value. Upon completion, the properties are transferred to completed properties held for sale.

As at 31 December 2023, the Group had properties under development of RMB64,430.2 million, representing a 43.2% decrease from RMB113,364.4 million as at 31 December 2022. The decrease was primarily due to an increase in completed properties and a decrease in the number of projects developed by the Group in 2023.

PROPERTY INVESTMENT

Rental Income

The Group's rental income for Year 2023 was RMB77.5 million, representing a 13.9% decrease from RMB90.0 million for Year 2022. Rental income in Year 2023 fell due to poor overall market conditions.

Investment Properties

As at 31 December 2023, the Group had 11 investment properties with a total GFA of 684,476 sq.m. Out of the investment properties portfolio of the Group, 8 investment properties with a total GFA of 429,429 sq.m. had commenced leasing.

土地儲備

於二零二三年，本集團未有補充任何土地。截至二零二三年十二月三十一日，本集團連同合營企業及聯營公司擁有總建築面積12.98百萬平方米的土地儲備。有關土地儲備詳情，請參閱本年報之「土地儲備」一節。

財務回顧

收益

本集團的收益由二零二二年度的人民幣25,895.5百萬元增加49.7%至二零二三年度的人民幣38,774.9百萬元，主要是由於交付建築面積增加。下表載列本集團於所示年度各組成部分的收益、佔總收益的百分比及相關變動。

		二零二三年 2023		二零二二年 2022		同比變動 Year-over- Year Change
		收益 Revenue 人民幣千元 RMB'000	佔總收益 百分比 % of Total Revenue %	收益 Revenue 人民幣千元 RMB'000	佔總收益 百分比 % of Total Revenue %	
物業銷售	Sales of properties	38,648,331	99.7	25,707,613	99.3	50.3
物業租賃	Property lease	77,529	0.2	90,013	0.3	(13.9)
管理諮詢服務 ⁽¹⁾	Management consulting services ⁽¹⁾	42,851	0.1	85,565	0.3	(49.9)
貨物銷售	Sales of goods	6,224	0.0	12,287	0.1	(49.3)
總計	Total	38,774,935	100.0	25,895,478	100.0	49.7

附註：

(1) 主要包括向合營企業、聯營公司以及第三方提供設計諮詢服務所得收益。

LAND BANK

In 2023, the Group did not replenish any land parcel. As at 31 December 2023, the Group, together with its joint ventures and associated companies, had a land bank with an aggregate GFA of 12.98 million sq.m.. Please refer to the “Land Bank” section of this annual report for details of the land bank.

FINANCIAL REVIEW

Revenue

The Group's revenue increased by 49.7% from RMB25,895.5 million for Year 2022 to RMB38,774.9 million for Year 2023, which was primarily attributable to an increase in GFA being delivered. The following table sets forth the Group's revenue for each of the components, the percentage of total revenue represented and the relevant changes for the years indicated.

Note:

(1) Primarily includes revenue generated from provision of design consultation services to joint ventures, associated companies and third parties.

銷售成本

本集團的銷售成本主要指就房地產開發活動以及租賃業務及管理諮詢服務直接產生的成本。房地產開發的銷售成本的主要組成部分包括已售物業成本，乃指建設期間的直接建設成本、土地使用權成本及就房地產開發取得相關借款的資本化利息成本。

Cost of Sales

The Group's cost of sales primarily represents the costs directly incurred for the property development activities as well as leasing operations and management consulting services. The principal components of cost of sales for property development include cost of properties sold, which represents direct construction costs, land use right costs and capitalized interest costs on related borrowings for the purpose of property development during the period of construction.

本集團的銷售成本由二零二二年度的人民幣24,146.1百萬元增加51.6%至二零二三年度的人民幣36,596.2百萬元，主要是由於本集團於二零二三年度交付的建築面積增加所致。

毛利及毛利率

由於上文所述，本集團的毛利由二零二二年度的人民幣1,749.3百萬元增加24.5%至二零二三年度的人民幣2,178.7百萬元。毛利率由二零二二年度的6.8%減少1.2個百分點至二零二三年度的5.6%。

其他收入及收益

本集團的其他收入及收益主要包括利息收入、政府補助、商業賠償及其他。利息收入主要包括銀行存款利息收入，商業賠償主要指因若干潛在客戶其後未與本集團訂立銷售合約而沒收從其收取的按金及因若干客戶違反銷售或預售合約而從其收取的違約金。

其他收入及收益由二零二二年度的人民幣254.1百萬元減少67.6%至二零二三年度的人民幣82.2百萬元，主要是由於二零二三年度內利息收入減少、沒有出售合營企業及聯營公司收益及回購優先票據收益所致。

銷售及分銷開支

銷售及分銷開支主要包括廣告、營銷及業務發展開支、銷售及營銷員工成本、辦公室開支、支付予第三方銷售代理的費用、租金以及與物業銷售及物業租賃服務有關的其他開支。

本集團的銷售及分銷開支由二零二二年度的人民幣976.2百萬元減少5.5%至二零二三年度的人民幣923.0百萬元，主要是由於本集團於二零二三年度對銷售及分銷開支加強管控和銷售及營銷活動整體有所減少所致。

The Group's cost of sales increased by 51.6% from RMB24,146.1 million for Year 2022 to RMB36,596.2 million for Year 2023, primarily due to an increase in GFA being delivered by the Group during Year 2023.

Gross Profit and Gross Profit Margin

As a result of the foregoing, the Group's gross profit increased by 24.5% from RMB1,749.3 million for Year 2022 to RMB2,178.7 million for Year 2023. Gross profit margin for Year 2023 decreased by 1.2 percentage points to 5.6% from 6.8% for Year 2022.

Other Income and Gains

The Group's other income and gains primarily consist of interest income, government grants, commercial compensation and others. Interest income primarily consists of interest income on bank deposits. Commercial compensation primarily represents forfeited deposits received from certain potential customers who did not subsequently enter into sales contracts with the Group and penalties received from certain customers due to their breach of sales or pre-sales contracts.

Other income and gains decreased by 67.6% from RMB254.1 million for Year 2022 to RMB82.2 million for Year 2023, primarily due to the decrease in interest income, absence of gain on disposal of joint ventures and associates and gain on repurchase of senior notes during Year 2023.

Selling and Distribution Expenses

Selling and distribution expenses primarily consist of advertising, marketing and business development expenses, sales and marketing staff costs, office expenses, fees paid to third-party sales agents, rental and other expenses relating to sales of properties and property leasing services.

The Group's selling and distribution expenses decreased by 5.5% from RMB976.2 million for Year 2022 to RMB923.0 million for Year 2023, primarily due to the enhanced control over selling and distribution expenses with the overall reduction of sales and marketing campaigns by the Group during Year 2023.

行政開支

行政開支主要包括管理及行政人員成本、招待開支、辦公室及會議開支、印花稅及其他稅項、租金成本、物業、廠房及設備折舊、專業費用、差旅開支、銀行手續費、上市開支及其他一般辦公開支以及雜項開支。

本集團的行政開支由二零二二年度的人民幣924.8百萬元減少29.1%至二零二三年度的人人民幣655.9百萬元，主要原因是本集團於二零二三年度精簡企業架構及對行政項目加強成本管控。

其他開支

其他開支由二零二二年度的人人民幣8,920.8百萬元減少48.5%至二零二三年度的人人民幣4,594.6百萬元，其中主要包括匯兌虧損淨額人民幣160.9百萬元(二零二二年度：人民幣432.5百萬元)及因整體住房需求下滑及本集團持有的項目售價下降導致確認開發中物業及持作出售已竣工物業減值虧損人民幣4,375.9百萬元(二零二二年度：人民幣8,395.5百萬元)。

金融資產減值虧損淨額由二零二二年度的人人民幣1,838.2百萬元減少22.4%至二零二三年度的人人民幣1,426.4百萬元。

投資物業公平值虧損

本集團長期開發及持有若干商業物業以獲得租金收入或資本增值。受不利宏觀市場環境的影響，商業物業租賃需求下降，導致投資物業公平值下降。於二零二三年度，本集團錄得投資物業公平值虧損人民幣644.4百萬元，而二零二二年度則錄得投資物業公平值虧損人民幣410.6百萬元。

Administrative Expenses

Administrative expenses primarily consist of management and administrative staff costs, entertainment expenses, office and meeting expenses, stamp duties and other taxes, rental costs, depreciation of property, plant and equipment, professional fees, travelling expenses, bank charges, listing expenses and other general office expenses and miscellaneous expenses.

The Group's administrative expenses decreased by 29.1% from RMB924.8 million for Year 2022 to RMB655.9 million for Year 2023, primarily because the Group streamlined its organizational structure and enhanced cost control over its administrative items during Year 2023.

Other Expenses

Other expenses decreased by 48.5% from RMB8,920.8 million for Year 2022 to RMB4,594.6 million for Year 2023, which mainly include foreign exchange loss, net, of RMB160.9 million (Year 2022: RMB432.5 million) and the impairment losses recognized for properties under development and completed properties held for sale of RMB4,375.9 million (Year 2022: RMB8,395.5 million) as a result of a decline in the overall housing demand and lower selling prices of projects held by the Group.

Impairment losses on financial assets, net, decreased by 22.4% from RMB1,838.2 million for Year 2022 to RMB1,426.4 million for Year 2023.

Fair Value Losses on Investment Properties

The Group develops and holds certain commercial properties on a long-term basis for rental income or capital appreciation. Under the impact of the unfavourable macro market environment, there was a decrease in the fair value of investment properties as a result of the decline in demand for commercial property. For Year 2023, the Group recorded fair value losses on investment properties of RMB644.4 million, as compared with fair value losses on investment properties of RMB410.6 million for Year 2022.

融資成本

融資成本主要包括銀行及其他借款的利息開支(扣除有關開發中物業的資本化利息)。

本集團的融資成本由二零二二年度的人民幣1,370.3百萬元增加88.9%至二零二三年度的人民幣2,588.9百萬元，主要是由於二零二三年借款利息資本化率較低所致。

應佔合營企業及聯營公司虧損

本集團於二零二三年度的應佔合營企業虧損為人民幣28.2百萬元，對比二零二二年度的應佔合營企業虧損人民幣29.9百萬元，主要是由於合營企業交付物業數目減少及利潤率下降。

本集團於二零二三年度的應佔聯營公司虧損為人民幣149.7百萬元，對比二零二二年度的應佔聯營公司虧損人民幣225.6百萬元，主要是由於聯營公司交付物業數目減少及利潤率下降。

所得稅開支

所得稅開支指本集團的中國附屬公司應付的企業所得稅(「企業所得稅」)和土地增值稅。

本集團的所得稅開支由二零二二年度的人民幣1,775.7百萬元減少72.9%至二零二三年度的人民幣481.3百萬元，主要是由於本集團於二零二三年度企業所得稅減少所致。

年內虧損

由於上文所述，本集團於二零二三年度的虧損為人民幣9,485.6百萬元，對比二零二二年度的虧損為人民幣14,617.2百萬元。

Finance Costs

Finance costs primarily consist of interest expenses for bank and other borrowings net of capitalized interest relating to properties under development.

The Group's finance costs increased by 88.9% from RMB1,370.3 million for Year 2022 to RMB2,588.9 million for Year 2023, primarily due to a lower capitalization rate for interest on borrowings in 2023.

Share of Losses of Joint Ventures and Associated Companies

The Group's share of losses of joint ventures was RMB28.2 million for Year 2023, compared with the share of losses of RMB29.9 million for Year 2022, primarily due to decrease in the number of properties delivered by and the decline in profit margin for joint ventures.

The Group's share of losses of associated companies was RMB149.7 million for Year 2023, compared with the share of losses of RMB225.6 million for Year 2022, primarily due to the decrease in the number of properties delivered by and the decline in profit margin for associated companies.

Income Tax Expenses

Income tax expenses represent corporate income tax ("CIT") and land appreciation tax payable by the Group's subsidiaries in the PRC.

The Group's income tax expenses decreased by 72.9% from RMB1,775.7 million for Year 2022 to RMB481.3 million for Year 2023, primarily due to a decrease in the Group's CIT for Year 2023.

Loss for the Year

As a result of the foregoing, the Group's loss for Year 2023 was RMB9,485.6 million, compared with a loss of RMB14,617.2 million for Year 2022.

流動資金、財務及資本資源

本集團經營所在行業屬資本密集型行業，過去一直並預期將繼續以預售及出售物業所得款項、自商業銀行獲得的貸款、公司債券或其他證券發售所得款項以及股東注資撥付其營運資金、資本開支及其他資本需求。本集團的短期流動資金需求主要與償還貸款及營運所需資金有關，而本集團的短期流動資金乃來自現金結餘、預售及出售物業所得款項和新增融資。本集團的長期流動資金需求與撥付發展新物業項目及償還長期借款所需資金有關。

現金狀況

於二零二三年十二月三十一日，本集團擁有現金及銀行結餘人民幣5,035.6百萬元(二零二二年十二月三十一日：人民幣9,249.7百萬元)，其中包括現金及現金等價物人民幣1,717.0百萬元(二零二二年十二月三十一日：人民幣3,270.1百萬元)、已抵押存款人民幣131.4百萬元(二零二二年十二月三十一日：人民幣86.9百萬元)及受限制現金人民幣3,187.3百萬元(二零二二年十二月三十一日：人民幣5,892.8百萬元)。

債務

於二零二三年十二月三十一日，本集團擁有總額為人民幣29,000.5百萬元的尚未償還銀行及其他借款(二零二二年十二月三十一日：人民幣30,883.6百萬元)、賬面值為人民幣4,953.7百萬元(二零二二年十二月三十一日：人民幣4,695.4百萬元)的公司債券、賬面值為人民幣24,162.2百萬元(二零二二年十二月三十一日：人民幣23,859.5百萬元)的優先票據(二零二二年十二月三十一日：人民幣1,391.9百萬元)的優先永續資本證券(「永續資本證券」)(二零二二年十二月三十一日：人民幣1,311.8百萬元)。本集團的借款以人民幣、港元及美元計值。

LIQUIDITY, FINANCIAL AND CAPITAL RESOURCES

The industry in which the Group engages is a capital-intensive industry. The Group has met, and expects to continue meeting, its operating capital, capital expenditure and other capital needs with proceeds from pre-sale and sale of properties, loans from commercial banks, proceeds from corporate debts or other securities offerings, and capital injections from shareholders. The Group's need for short-term liquid capital is mainly associated with loan repayments and capital needs for operation, and the Group's short-term liquid capital comes from cash balance, proceeds from pre-sale and sale of properties and new financings. The Group's need for long-term liquid capital is associated with capital allocated for new property development projects and repayment of long-term borrowings.

Cash Positions

As at 31 December 2023, the Group had cash and bank balances of RMB5,035.6 million (31 December 2022: RMB9,249.7 million), which included cash and cash equivalents of RMB1,717.0 million (31 December 2022: RMB3,270.1 million), pledged deposits of RMB131.4 million (31 December 2022: RMB86.9 million) and restricted cash of RMB3,187.3 million (31 December 2022: RMB5,892.8 million).

Indebtedness

As at 31 December 2023, the Group had total outstanding bank and other borrowings of RMB29,000.5 million (31 December 2022: RMB30,883.6 million), corporate bond with carrying amounts of RMB4,953.7 million (31 December 2022: RMB4,695.4 million), senior notes with carrying amounts of RMB24,162.2 million (31 December 2022: RMB23,859.5 million) and senior perpetual capital securities (the "PCS") with carrying amounts of RMB1,391.9 million (31 December 2022: RMB1,311.8 million). The Group's borrowings are denominated in Renminbi, Hong Kong dollars and US dollars.

下表載列本集團於所示日期的借款總額：

The following table sets forth the Group's total borrowings as at the dates indicated:

		於十二月三十一日 As at 31 December	
		二零二三年 2023	二零二二年 2022
		人民幣千元 RMB'000	人民幣千元 RMB'000
即期借款：	Current borrowings:		
銀行借款－有抵押	Bank borrowings – secured	242,189	126,303
銀行借款－無抵押	Bank borrowings – unsecured	478,877	379,536
其他借款－有抵押	Other borrowings – secured	2,674,189	2,715,432
其他借款－無抵押	Other borrowings – unsecured	–	109,696
加：非即期借款的即期部分	Plus: current portion of non-current borrowings		
銀行借款－有抵押	Bank borrowings – secured	17,423,140	16,448,535
銀行借款－無抵押	Bank borrowings – unsecured	1,345,892	1,675,221
其他借款－有抵押	Other borrowings – secured	3,670,561	4,246,357
優先票據及公司債券	Senior notes and Corporate bonds	25,349,985	28,554,931
永續資本證券(附註)	PCS (Note)	1,391,908	1,311,845
即期借款總額	Total current borrowings	52,576,741	55,567,856
非即期借款：	Non-current borrowings:		
銀行借款－有抵押	Bank borrowings – secured	2,022,481	4,587,247
其他借款－有抵押	Other borrowings – secured	1,143,150	595,270
公司債券	Corporate bonds	3,765,969	–
非即期借款總額	Total non-current borrowings	6,931,600	5,182,517
總計	Total	59,508,341	60,750,373

附註：於二零二二年一月四日，本公司公告根據永續資本證券行使選擇權以全額贖回永續資本證券。截至二零二二年十二月三十一日及截至本年報日期，贖回尚未發生。有關進一步詳情，請參閱下文「有關未支付若干優先票據及永續資本證券本金、利息及／或分派」一節。

Note: On 4 January 2022, the Company announced its exercise of option under the PCS to redeem the PCS in full. As at 31 December 2022 and up to the date of this annual report, the redemption had not taken place. Please refer to the section headed “NON-PAYMENT OF PRINCIPAL, INTEREST AND/OR DISTRIBUTION OF CERTAIN SENIOR NOTES AND PCS” below for further details.

下表載列本集團於所示日期的借款總額到期情況：

The following table sets forth the maturity profiles of the Group's total borrowings as at the dates indicated:

		於十二月三十一日 As at 31 December	
		二零二三年 2023	二零二二年 2022
		人民幣千元 RMB'000	人民幣千元 RMB'000
須於一年內償還	Repayable within one year	52,576,741	55,567,856
須於第二年償還	Repayable in the second year	2,496,231	1,486,947
須於三至五年內償還	Repayable within three to five years	4,435,369	3,589,570
須於五年以上償還	Repayable more than five years	–	106,000
總計	Total	59,508,341	60,750,373

資產抵押

於二零二三年十二月三十一日，本集團的資產組合包括賬面值為人民幣192.9百萬元的物業、廠房及設備(二零二二年十二月三十一日：人民幣210.5百萬元)、賬面值為人民幣165.8百萬元的使用權資產(二零二二年十二月三十一日：人民幣174.6百萬元)、賬面值約為人民幣6,277.3百萬元的投資物業(二零二二年十二月三十一日：人民幣7,008.3百萬元)、賬面值為人民幣33,019.5百萬元的開發中物業(二零二二年十二月三十一日：人民幣56,708.1百萬元)及賬面值為人民幣11,260.9百萬元持作出售已竣工物業(二零二二年十二月三十一日：人民幣1,579.9百萬元)，該資產組合已質押，作為本集團有抵押借款的抵押品。

Charge on Assets

As at 31 December 2023, the Group's asset portfolio which included property, plant and equipment with carrying value of RMB192.9 million (31 December 2022: RMB210.5 million), right-of-use assets with carrying value of RMB165.8 million (31 December 2022: RMB174.6 million), investment properties with carrying value of approximately RMB6,277.3 million (31 December 2022: RMB7,008.3 million), properties under development with carrying value of RMB33,019.5 million (31 December 2022: RMB56,708.1 million) and completed properties held for sale with carrying value of RMB11,260.9 million (31 December 2022: RMB1,579.9 million) were pledged as security for the Group's secured borrowings.

財務風險

本集團主要於中國經營其業務。本集團用以計值及對絕大部分交易進行清算的貨幣為人民幣。人民幣出現任何貶值均會對本集團支付予中國境外股東任何股息的價值產生不利影響。本集團有以外幣列值的銀行現金，並面臨外匯風險。本集團現時未從事旨在或意在管理外匯匯率風險的對沖活動。本集團將繼續監察外匯變動，以盡量保障本集團的現金價值。本集團亦因市場利率變動會對本集團的銀行及其他借款造成影響而面臨利率風險。本集團現時未有使用衍生金融工具對沖利率風險。

於二零二三年，中國房企的物業預售繼續下滑，融資依舊困難，這對本集團從資本市場和其他渠道獲得融資的能力產生了不利影響，並顯著減少了本集團可用於解決到期債務的資金。本集團實施了一連串流動性管理和成本節約措施，包括但不限於在不影響本集團的交付工作和正常運營情況下尋求融資延期和豁免、尋求資產處置、加快銷售和現金回收、精簡企業架構，以及減少非核心業務運營和行政費用。本公司亦已開始實施其境外債務整體管理方案（「**境外整體債務管理方案**」）。

有關財務風險管理的詳情請參閱財務報表附註43。

主要財務比率

本集團於二零二三年十二月三十一日的流動比率為0.97（二零二二年十二月三十一日：1.0）。本集團於二零二三年十二月三十一日的淨債務與權益比率（界定為於二零二三年十二月三十一日借款總額減現金及銀行結餘除以權益總額）為885.5%（二零二二年十二月三十一日：294.6%）。

FINANCIAL RISKS

The Group primarily operates its business in the PRC. The currency in which the Group denominates and settles substantially all of its transactions is Renminbi. Any depreciation of Renminbi would adversely affect the value of any dividends the Group pays to shareholders outside of the PRC. The Group had cash at banks denominated in foreign currencies, which exposed the Group to foreign exchange risk. The Group currently does not engage in hedging activities designed or intended to manage foreign exchange rate risk. The Group will continue to monitor foreign exchange changes to best preserve the Group's cash value. The Group is also exposed to interest rate risk for changes in market interest rates which would have impact on the Group's bank and other borrowings. The Group currently does not use derivative financial instruments to hedge interest rate risk.

In 2023, pre-sale of properties by Chinese property developers continued to decrease and financing continued to be difficult, which had adversely impacted the Group's ability to obtain financing from the capital markets and other sources, and significantly curtailed the funding available to the Group to address its upcoming debt maturities. The Group has implemented a wide range of liquidity management and cost saving measures including without limitation, seeking extensions and waivers regarding its financings, seeking disposal of assets, accelerating sales and cash collection, streamlining corporate structure, as well as reducing non-core business operations and administrative expenses so long as such measures do not affect the Group's delivery efforts and normal operations. The Company has also commenced the implementation of its holistic management solutions for its offshore indebtedness (the "Offshore Holistic Liability Management Solutions").

Details of financial risk management is set out in Note 43 to the financial statements.

KEY FINANCIAL RATIOS

The Group's current ratio was 0.97 as at 31 December 2023 (31 December 2022: 1.0). The Group's net gearing ratio (defined as total borrowings less cash and bank balances divided by total equity as at 31 December 2023) was 885.5% as at 31 December 2023 (31 December 2022: 294.6%).

或然負債

按揭擔保

本集團就銀行提供予本集團客戶的按揭貸款提供按揭擔保，以就該等客戶的還款責任作出擔保。按揭擔保於授出相關按揭貸款之日起發出，並於下列較早者解除(i)相關房屋所有權證過戶予客戶，或(ii)客戶結清按揭貸款。倘買家拖欠按揭貸款，本集團一般須通過付清按揭貸款的方式回購相關物業。倘未能付清按揭貸款，按揭銀行將拍賣相關物業，而若未償還貸款款項超過止贖權銷售所得款項淨額，則由本集團支付餘額。

於二零二三年十二月三十一日，本集團就金融機構給予本集團客戶的按揭貸款而向其提供擔保所產生的重大或然負債為人民幣29,210.5百萬元(二零二二年十二月三十一日：人民幣40,128.8百萬元)。

董事確認，本集團並無遭遇其所提供按揭擔保的買方違約，而合計對本集團的財務狀況及經營業績造成重大不利影響。

其他金融擔保

於二零二三年十二月三十一日，本集團就向關聯公司及一個第三方的借款而向銀行及其他機構提供的擔保為人民幣2,886.9百萬元(二零二二年十二月三十一日：人民幣4,464.4百萬元)。

法律或然事件

本集團可能不時於日常業務過程中牽涉訴訟及其他法律程序。本集團認為，截至本年報日期，該等法律程序產生的負債不會對本集團的業務、財務狀況或經營業績造成重大不利影響。

承擔

本集團於二零二三年十二月三十一日已訂約但尚未撥備的資本承擔為人民幣9,329.1百萬元(二零二二年十二月三十一日：人民幣23,072.1百萬元)。

CONTINGENT LIABILITIES

Mortgage Guarantees

The Group provides mortgage guarantees to banks in respect of the mortgage loans they provided to the Group's customers in order to secure the repayment obligations of such customers. The mortgage guarantees are issued from the date of grant of the relevant mortgage loans and released upon the earlier of (i) the transfer of the relevant real estate ownership certificates to the customers, or (ii) the settlement of mortgage loans by the customers. If a purchaser defaults on the mortgage loan, the Group is typically required to repurchase the underlying property by paying off the mortgage loan. If it fails to do so, the mortgagee banks will auction the underlying property and recover the balance from the Group if the outstanding loan amount exceeds the net foreclosure sale proceeds.

As at 31 December 2023, the material contingent liabilities incurred for the Group's provision of guarantees to financial institutions in respect of the mortgage loans they provided to the Group's customers were RMB29,210.5 million (31 December 2022: RMB40,128.8 million).

The Directors confirm that the Group has not encountered defaults by purchasers in which it provided mortgage guarantees that, in aggregate, had a material adverse effect on the financial condition and results of operations of the Group.

Other Financial Guarantees

As at 31 December 2023, the guarantees given to banks and other institutions in connection with borrowings made to the related companies and a third party by the Group were RMB2,886.9 million (31 December 2022: RMB4,464.4 million).

Legal Contingents

The Group may be involved in lawsuits and other proceedings in its ordinary course of business from time to time. The Group considers that as at the date of this annual report, no liabilities resulting from these proceedings will have a material adverse effect on business, financial condition or results of operations of the Group.

Commitments

As at 31 December 2023, the Group's capital commitment contracted but yet provided for was RMB9,329.1 million (31 December 2022: RMB23,072.1 million).

資產負債表外承擔及安排

除上文所披露的或然負債及綜合財務報表及其附註所披露的事項外，於二零二三年十二月三十一日，本集團並無任何已發行或同意將予發行的未償還借貸資本、銀行透支、貸款、債務證券、借款或其他類似債項、承兌負債（正常商業票據除外）、承兌信貸、債券證、按揭、押記、融資租約或租購承擔、擔保或其他重大或然負債。

有關未支付若干優先票據及永續資本證券本金、利息及／或分派

茲提述本公司日期為二零二二年四月十日、二零二二年五月三十一日、二零二二年六月三十日、二零二二年八月三日、二零二二年八月三十日、二零二二年十一月九日、二零二二年十二月十二日、二零二三年三月六日、二零二三年三月十四日、二零二三年三月三十一日、二零二三年五月五日、二零二三年九月十五日、二零二四年三月六日及二零二四年四月十二日的公告。

截至本年報日期，本公司並未支付下表所列證券的到期未償還本金及／或應付分派及／或應付利息：

債務證券說明

Description of Debt Securities

二零二二年六月到期年息7.125%的優先票據
（「二零二一年人民幣票據」）

7.125% Senior Notes due June 2022
（the “2021 RMB Notes”）

二零二二年四月到期年息5.98%的優先票據
（「二零二一年四月票據」）

5.98% Senior Notes due April 2022
（the “April 2021 Notes”）

二零二三年九月到期年息8.3%的優先票據
（「二零二零年六月票據」）

8.3% Senior Notes due September 2023
（the “June 2020 Notes”）

OFF-BALANCE SHEET COMMITMENTS AND ARRANGEMENTS

Except for the contingent liabilities disclosed above and the matters disclosed in the consolidated financial statements and the notes thereto, as at 31 December 2023, the Group did not have any outstanding loan capital issued or agreed to be issued, bank overdrafts, loans, debt securities, borrowings or other similar indebtedness, liabilities under acceptances (other than normal trade bills), acceptance credits, debentures, mortgages, charges, finance leases or hire purchase commitments, guarantees or other material contingent liabilities.

NON-PAYMENT OF PRINCIPAL, INTEREST AND/OR DISTRIBUTION OF CERTAIN SENIOR NOTES AND PCS

References are made to the announcements of the Company dated 10 April 2022, 31 May 2022, 30 June 2022, 3 August 2022, 30 August 2022, 9 November 2022, 12 December 2022, 6 March 2023, 14 March 2023, 31 March 2023, 5 May 2023, 15 September 2023, 6 March 2024 and 12 April 2024.

As at the date of this annual report, the Company had not made payment of the outstanding principal and/or the accrued distribution and/or the accrued interest that were due for the securities as set out in the following table:

支付情況

Payment Status

未支付到期未償還本金人民幣10,020,000元及應付利息

Did not make payment for outstanding principal of RMB10,020,000 and accrued interest that were due

未支付到期未償還本金23,361,000美元及應付利息

Did not make payment for outstanding principal of US\$23,361,000 and accrued interest that were due

未支付到期未償還本金200,000,000美元及應付利息

Did not make payment for outstanding principal of US\$200,000,000 and accrued interest that were due

債務證券說明 Description of Debt Securities	支付情況 Payment Status
二零二四年三月到期年息8.35%的優先票據 (「二零二零年五月票據」) 8.35% Senior Notes due March 2024 (the “May 2020 Notes”)	未支付到期未償還本金200,000,000美元及應付利息 Did not make payment for outstanding principal of US\$200,000,000 and accrued interest that were due
二零二四年四月到期年息7.875%的優先票據 (「二零二零年一月票據」) 7.875% Senior Notes due April 2024 (the “January 2020 Notes”)	未支付到期未償還本金290,000,000美元及應付利息 Did not make payment for outstanding principal of US\$290,000,000 and accrued interest that were due
二零二四年九月到期年息7.1%的優先票據 (「二零二一年六月票據」) 7.1% Senior Notes due September 2024 (the “June 2021 Notes”)	未支付到期應付利息 Did not make payment for accrued interest that were due
二零二五年二月到期年息7.35%的優先票據 (「二零二零年九月票據」) 7.35% Senior Notes due February 2025 (the “September 2020 Notes”)	未支付到期應付利息 Did not make payment for accrued interest that were due
二零二三年五月到期年息9.15%的優先票據 (「二零一九年十一月票據」) 9.15% Senior Notes due May 2023 (the “November 2019 Notes”)	未支付到期未償還本金300,000,000美元及應付利息 Did not make payment for outstanding principal of US\$300,000,000 and accrued interest that were due
二零二二年八月到期年息8.7%的優先票據 (「二零一九年十月票據」) 8.7% Senior Notes due August 2022 (the “October 2019 Notes”)	未支付到期未償還本金29,777,000美元及應付利息 Did not make payment for outstanding principal of US\$29,777,000 and accrued interest that were due
二零二六年一月到期年息6.63%的優先票據 (「二零二一年一月票據」) 6.63% Senior Notes due January 2026 (the “January 2021 Notes”)	未支付到期應付利息 Did not make payment for accrued interest that were due
二零二六年八月到期年息6.7%的優先票據 (「二零二一年二月票據」) 6.7% Senior Notes due August 2026 (the “February 2021 Notes”)	未支付到期應付利息 Did not make payment for accrued interest that were due
二零二二年九月到期年息6.50%的優先票據 (「二零二一年九月票據」) 6.50% Senior Notes due September 2022 (the “September 2021 Notes”)	未支付到期未償還本金31,239,000美元及應付利息 Did not make payment for outstanding principal of US\$31,239,000 and accrued interest that were due

債務證券說明

Description of Debt Securities

支付情況

Payment Status

永續資本證券
PCS

未支付到期未償還本金200,000,000美元及應付分派
Did not make payment for outstanding principal of
US\$200,000,000 and accrued distribution that were due

二零二三年三月到期年息8.0%的優先票據
(「二零二二年三月票據」)
8.0% Senior Notes due March 2023
(the “March 2022 Notes”)

未支付到期未償還本金728,623,000美元及應付利息
Did not make payment for outstanding principal of
US\$728,623,000 and accrued interest that were due

二零二三年三月到期年息8.0%的優先票據
(「二零二二年三月人民幣票據」)
8.0% Senior Notes due March 2023
(the “March 2022 RMB Notes”)

未支付到期未償還本金人民幣1,589,980,000元及應付利息
Did not make payment for outstanding principal of
RMB1,589,980,000 and accrued interest that were due

二零二一年人民幣票據、二零二一年四月票據、二零一九年十月票據及二零二一年九月票據：未能於到期時支付未償還本金及於30天寬限期屆滿時支付應付利息均已構成二零二一年人民幣票據、二零二一年四月票據、二零一九年十月票據及二零二一年九月票據項下的違約事件。然而，相關優先票據的不支付事項並無觸發及將不會觸發由本公司所發行的其他優先票據及永續資本證券條款的其他任何交叉違約。

2021 RMB Notes, April 2021 Notes, October 2019 Notes and September 2021 Notes: Failure to pay the outstanding principal at maturity, and accrued interest upon expiration of the 30-day grace period, both constituted events of default under the 2021 RMB Notes, the April 2021 Notes, the October 2019 Notes and the September 2021 Notes. However, the non-payment under the respective senior notes has not triggered, and will not trigger, any cross-default under the terms of other senior notes and the PCS issued by the Company.

二零二零年六月票據、二零二零年五月票據、二零二零年一月票據、二零二一年六月票據、二零二零年九月票據、二零一九年十一月票據、二零二一年一月票據、二零二一年二月票據、永續資本證券、二零二二年三月票據及二零二二年三月人民幣票據：未能於到期時支付未償還本金及於相關的寬限期屆滿時支付應付分派及／或應付利息均已構成該等永續資本證券及相關的優先票據項下的違約事件（視情況而言）。倘若違約事件發生（如30天寬限期失效）並持續，受託人或當時尚未償還的永續資本證券及／或相關優先票據本金總額至少25%的持有人可通過向本公司及受託人發出書面通知，宣佈相關永續資本證券及優先票據的本金、溢價（如有）及應計未付分派及／或利息即時到期並應付（「**加速通知**」）。於二零二三年十二月三十一日及本年報批准日期，本公司未有接獲任何因相關永續資本證券及／或優先票據不支付事項而導致的加速通知。

境外整體債務管理方案

茲提述本公司日期為二零二二年八月三十日、二零二二年十一月九日、二零二二年十二月十二日、二零二三年三月六日、二零二三年三月十四日、二零二三年三月三十一日、二零二三年五月五日、二零二三年八月十日、二零二三年九月十五日、二零二三年十一月一日、二零二四年一月二日、二零二四年一月二十五日、二零二四年一月三十一日及二零二四年四月十一日的公告。

June 2020 Notes, May 2020 Notes, January 2020 Notes, June 2021 Notes, September 2020 Notes, November 2019 Notes, January 2021 Notes, February 2021 Notes, the PCS, March 2022 Notes and March 2022 RMB Notes: Failure to pay the outstanding principal at maturity, and accrued distribution and/or accrued interest upon expiration of the respective grace periods, both constituted events of default under the PCS and respective senior notes (as the case may be). If an event of default has occurred (such as 30-day grace period lapses) and is continuing, the trustee or holders of at least 25% in aggregate principal amount of the PCS and/or relevant senior notes then outstanding may, by written notice to the Company and to the trustee, declare the principal of, premium, if any, and accrued and unpaid distribution and/or interest on the relevant PCS and senior notes to be immediately due and payable (the “**Acceleration Notice**”). As at 31 December 2023 and up to the date of approval of this annual report, the Company has not received any Acceleration Notice as a result of the non-payment under the respective PCS and/or senior notes.

THE OFFSHORE HOLISTIC LIABILITY MANAGEMENT SOLUTIONS

References are made to the announcements of the Company dated 30 August 2022, 9 November 2022, 12 December 2022, 6 March 2023, 14 March 2023, 31 March 2023, 5 May 2023, 10 August 2023, 15 September 2023, 1 November 2023, 2 January 2024, 25 January 2024, 31 January 2024 and 11 April 2024.

本公司一直與其顧問積極推進境外整體債務管理方案。於二零二三年十一月一日，本公司與包括本公司境外票據若干持有人的債權人特別小組（「債權人特別小組」）成員訂立重組條款書（「條款書」）。條款書構成本公司與債權人特別小組之間協議的基礎，並受合約約束。本公司和債權人特別小組同意並承諾真誠合作，並盡商業上最大努力(a)於重組支持協議（「重組支持協議」）中商定進一步的詳細條款，而其將取代條款書，及(b)隨後簽訂進一步的協議（如有必要），以令境外整體債務管理方案生效，使其在所有重大方面與條款書保持一致。

於二零二四年一月二日，本集團與債權人特別小組訂立重組支持協議。

於二零二四年一月二十四日下午五時正（香港時間）前，持有超過79%現有境外債務的債權人已加入重組支持協議。

在債權人的支持下，本公司正努力實施境外整體債務管理方案。

然而，考慮到房地產行業近期波動情況以及截至二零二三年十二月三十一日止年度之財務業績，加上境外整體債務管理方案能否成功實施將取決於諸多本集團無法控制的因素，本公司需要更多時間考慮重組支持協議目前納入的商業條款是否仍可作為本集團解決境外債務的合適方案，從而確保本公司維持長遠可持續的可行業務。本公司管理層認為，延後實施計劃屬審慎之舉，並符合本公司全體債權人的最佳利益。因此，本公司已尋求法院許可取消定於二零二四年五月二日舉行的聆訊。進一步詳情請參閱本公司日期為二零二四年四月十一日的公告。

本公司將於適當時候就境外整體債務管理方案的進展刊登進一步公告。

The Company has been working actively with its advisers to advance its Offshore Holistic Liability Management Solutions. On 1 November 2023, the Company entered into a restructuring term sheet (the “Term Sheet”) with the members of an ad hoc group of creditors comprising certain holders of the Company’s offshore notes (“AHG”). The Term Sheet forms the basis of the agreement between the Company and the AHG and is subject to contract. The Company and the AHG agreed and undertook to work together in good faith and use commercially reasonable endeavours to (a) agree further detailed terms in a restructuring support agreement (the “RSA”), which shall supersede the Term Sheet, and (b) subsequently conclude further agreements as necessary to effect the Offshore Holistic Liability Management Solutions, such that they are consistent in all material respects with the Term Sheet.

On 2 January 2024, the Group and the AHG entered into the RSA.

By 5:00 p.m. Hong Kong time on 24 January 2024, creditors holding over 79% of the existing offshore debts have acceded to the RSA.

The Company is working diligently towards the implementation of the Offshore Holistic Liability Management Solutions with the support from the creditors.

However, in light of the recent volatility of the property industry and the financial results for the year ended 31 December 2023, and given that the successful implementation of the Offshore Holistic Liability Management Solutions will depend on a number of factors beyond the Group’s control, the Company requires more time to consider whether the commercial terms as currently presented in the RSA remains the appropriate solution to the Group’s offshore indebtedness in order to secure a sustainable and viable business for the Company in the long-term. The Company’s management is of the view that the prudent course of action, which is in the best interests of all the Company’s creditors, would be to postpone the implementation of the Scheme. As such, the Company has sought leave from the Court to vacate the hearing fixed for 2 May 2024. For further details, please refer to the announcement of the Company dated 11 April 2024.

The Company will make further announcement(s) on the progress of the Offshore Holistic Liability Management Solutions as and when appropriate.

出售附屬公司、合營企業及聯營公司

茲提述本公司日期為二零二三年六月二十一日的公告。

於二零二三年六月二十一日，南京正奈置業發展有限公司（「南京正奈」，為本公司的附屬公司）、湖北長江產業載體投資開發有限公司（「湖北長江」）、上海翊夏企業發展有限公司、南京正琪置業發展有限公司（「南京正琪」）、南京長投正邦置業有限公司、南京長投正利裝飾工程有限公司及正榮地產控股有限公司（前稱正榮地產控股股份有限公司）（「正榮地產控股」）訂立協議。據此，南京正奈同意出售而湖北長江同意購買南京正琪的待售股權（相當於南京正琪的80%股權）及待售貸款的利益（相當於南京正琪欠南京正奈的未償還金額），代價為人民幣75,000,000元，已由湖北長江以現金支付予南京正奈（「南京正琪出售事項」）。

南京正琪出售事項已於二零二三年下半年完成。南京正琪出售事項完成後，本集團不再持有南京正琪的任何權益，而南京正琪不再作為本公司的附屬公司入賬。

有關南京正琪出售事項的詳情請參閱本公司日期為二零二三年六月二十一日的公告。

除上述已披露情況外，於二零二三年，本公司概無重大收購或出售附屬公司、合營企業及聯營公司。

本集團所持有重大投資

於二零二三年度，本集團概無持有重大投資。

DISPOSALS OF SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES

Reference is made to the announcement of the Company dated 21 June 2023.

On 21 June 2023, Nanjing Zhengnai Real Estate Development Co., Ltd.* (南京正奈置業發展有限公司) (“Nanjing Zhengnai”, a subsidiary of the Company), Hubei Changjiang Industrial Carrier Investment Development Co., Ltd.* (湖北長江產業載體投資開發有限公司) (“Hubei Changjiang”), Shanghai Yixia Enterprise Development Co., Ltd.* (上海翊夏企業發展有限公司), Nanjing Zhengqi Real Estate Development Co., Ltd.* (南京正琪置業發展有限公司) (“Nanjing Zhengqi”), Nanjing Changtou Zhengbang Real Estate Co., Ltd.* (南京長投正邦置業有限公司), Nanjing Changtou Zhengli Decoration Engineering Co., Ltd.* (南京長投正利裝飾工程有限公司) and Zhenro Properties Holdings Company Limited* (正榮地產控股有限公司, formerly known as 正榮地產控股股份有限公司) (“Zhenro Properties Holdings”) entered into an agreement, pursuant to which Nanjing Zhengnai agreed to dispose of, and Hubei Changjiang agreed to purchase, the sale equity interest, representing 80% of the equity interest of Nanjing Zhengqi, and the benefit of the sale loan, representing the amount outstanding and owing by Nanjing Zhengqi to Nanjing Zhengnai, for a consideration of RMB75,000,000, which has been paid by Hubei Changjiang to Nanjing Zhengnai in cash (the “Nanjing Zhengqi Disposal”).

Completion of the Nanjing Zhengqi Disposal took place in the second half of 2023. Upon completion of the Nanjing Zhengqi Disposal, the Group no longer held any interest in Nanjing Zhengqi and Nanjing Zhengqi ceased to be accounted as a subsidiary of the Company.

For details regarding the Nanjing Zhengqi Disposal, please refer to the announcement of the Company dated 21 June 2023.

Save as disclosed above, there was no material acquisition or disposal of subsidiaries, joint ventures and associates by the Company in 2023.

SIGNIFICANT INVESTMENTS HELD BY THE GROUP

During Year 2023, there was no significant investment held by the Group.

未來重大投資及資本資產計劃

本集團目前並無計劃進行任何重大投資或收購資本資產。

僱員及薪酬政策

於二零二三年十二月三十一日，本集團擁有合共515名僱員（二零二二年十二月三十一日：736名僱員）。

本集團通過多種渠道，例如招聘公司、內部推介及於互聯網刊登廣告，在當地市場招募熟練及合資格人員。本集團重視對自身工作有忠誠度及注重企業文化，以及擁有相關工作經驗的僱員。本集團的未來發展在很大程度上取決於能否物色、聘用、培訓及留住合適的僱員，包括具相關專業技能的管理人員。因此，本集團已根據僱員的職位及專長為其建立系統性培訓計劃。

本集團與全體僱員均簽訂勞動合同及向僱員提供具競爭力的薪酬待遇，包括基本薪金、酌情花紅及績效工資。本公司亦採納一項購股權計劃（「購股權計劃」）。

根據適用中國法律及法規，本集團須遵守社會保險繳納計劃。本集團亦根據強制性公積金計劃條例（香港法例第485章）（「強積金計劃」）的規則及規例為其於香港的全體僱員參加退休金計劃。

期後事件

除上文「境外整體債務管理方案」一節所披露事件外，本集團於二零二三年十二月三十一日後直至本年報日期止並無進行任何重大事件。

根據上市規則的持續披露責任

茲提述本公司日期為二零一九年七月五日、二零二零年八月七日及二零二零年九月二十九日的公告。

FUTURE PLAN FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

The Group currently has no plan to make any significant investment or acquisition of capital assets.

EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2023, the Group had a total of 515 employees (31 December 2022: 736 employees).

The Group recruits skilled and qualified personnel in local markets through various channels, such as recruiting firms, internal referrals and advertisement on the Internet. The Group values employees who demonstrate loyalty to their work and who values corporate culture, as well as those with relevant working experience. The Group's future development, to a considerable extent, depends on its ability to identify, hire, train and retain suitable employees, including management personnel, with relevant professional skills. Therefore, the Group has established systematic training programs for employees based on their positions and expertise.

The Group enters into labor contracts with all employees and offers employees competitive remuneration packages that include basic salaries, discretionary bonuses and performance-based payments. The Company has also adopted a share option scheme (the "Share Option Scheme").

Under the applicable PRC laws and regulations, the Group is subject to social insurance contribution plans. The Group also participates in a pension scheme under the rules and regulations of the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) (the "MPF Scheme") for all employees in Hong Kong.

SUBSEQUENT EVENTS

Save for the matters as disclosed under the section headed "THE OFFSHORE HOLISTIC LIABILITY MANAGEMENT SOLUTIONS" above, no material events were undertaken by the Group subsequent to 31 December 2023 and up to the date of this annual report.

CONTINUING DISCLOSURE OBLIGATIONS PURSUANT TO THE LISTING RULES

References are made to the announcements of the Company dated 5 July 2019, 7 August 2020 and 29 September 2020.

於二零一九年七月，本公司（作為借款人）及其若干全資附屬公司（作為初始擔保人）與恒生銀行有限公司、中國民生銀行股份有限公司香港分行、東亞銀行有限公司、高盛（亞洲）有限責任公司及法國巴黎銀行（透過其香港分行行事）（合為初始貸款人）訂立融資協議（「二零一九年融資協議」），據此本公司獲授234,000,000港元及90,000,000美元（合共約120,000,000美元）的雙幣種定期貸款融資（「二零一九年貸款融資」，各自為一筆「二零一九年貸款融資」），期限自二零一九年融資協議日期起計三十六個月。

二零一九年融資協議規定，倘歐宗榮先生、歐國強先生及歐國偉先生共同(a)並無或不再直接或間接擁有本公司至少51%實益股權（附帶本公司至少51%投票權，其中至少45%實益股權在首次動用二零一九年貸款融資當日或其後任何時間須不附帶任何抵押）；(b)並非或不再為本公司單一最大股東；及/或(c)並無或不再擁有本公司管理控制權，二零一九年貸款融資項下的承諾可予撤銷及二零一九年貸款融資項下所有未清償款項連同累計利息及所有其他累計款項可立即成為到期應付款項。

於二零二零年八月，本公司（作為借款人）及其若干全資附屬公司（作為初始擔保人）與中國銀行（香港）有限公司、招商永隆銀行有限公司、恒生銀行有限公司及若干其他金融機構（合為貸款人）訂立一項融資協議（「二零二零年融資協議」），據此本公司獲授273,000,000港元及106,000,000美元（合共約141,000,000美元）的雙幣種定期貸款融資，期限為三十六個月，自貸款融資首個使用日期起計。於二零二零年九月，創興銀行有限公司（作為貸款人）根據二零二零年融資協議的條款參與二零二零年融資協議（「該參貸」）。隨該參貸執行後，本公司根據二零二零年融資協議獲得的貸款融資總額相等於約161,000,000美元（「二零二零年貸款融資」，各自為一筆「二零二零年貸款融資」）。

In July 2019, pursuant to a facility agreement (the “2019 Facility Agreement”) entered into between, among others, the Company as borrower, certain wholly-owned subsidiaries of the Company as original guarantors, Hang Seng Bank Limited, China Minsheng Banking Corp., Ltd., Hong Kong Branch, The Bank of East Asia, Limited, Goldman Sachs (Asia) L.L.C. and BNP Paribas, acting through its Hong Kong Branch, collectively as original lenders, dual-currency term loan facilities in the amount of HK\$234,000,000 and US\$90,000,000 (totaling approximately US\$120,000,000) (the “2019 Loan Facilities”, each a “2019 Loan Facility”) were made available to the Company for a term of 36 months from the date of the 2019 Facility Agreement.

As provided in the 2019 Facility Agreement, if Mr. OU Zongrong, Mr. OU Guoqiang and Mr. OU Guowei collectively (a) do not or cease to, directly or indirectly, own at least 51% of the beneficial shareholding in the Company, carrying at least 51% of the voting right in the Company, of which at least 45% beneficial shareholding must, at any time on or after the first date of utilisation of the 2019 Loan Facility, be free from any security; (b) are not or cease to be the single largest shareholder of the Company; and/or (c) do not or cease to have management control over the Company, the commitments under the 2019 Loan Facilities may be cancelled and all amounts outstanding together with accrued interest and all other amounts accrued under the 2019 Loan Facilities may become immediately due and payable.

In August 2020, a facility agreement (the “2020 Facility Agreement”) was entered into between, among others, the Company as borrower, certain wholly-owned subsidiaries of the Company as the original guarantors, Bank of China (Hong Kong) Limited, CMB Wing Lung Bank Limited, Hang Seng Bank Limited and certain other financial institutions, collectively as lenders, whereby dual-currency term loan facilities in the amount of HK\$273,000,000 and US\$106,000,000 (totaling approximately US\$141,000,000) were made available to the Company for a term of 36 months from the date of the first utilisation of the loan facility. In September 2020, Chong Hing Bank Limited (as lender) acceded to the 2020 Facility Agreement in accordance with the terms of the 2020 Facility Agreement (the “Accession”). Following the execution of the Accession, the total amount of loan facilities made available to the Company under the 2020 Facility Agreement was approximately US\$161,000,000 (the “2020 Loan Facilities”, each a “2020 Loan Facility”).

二零二零年融資協議規定，倘(i)歐宗榮先生、歐國強先生及歐國偉先生(統稱為「**相關人士**」)共同(a)並無或不再直接或間接擁有本公司至少51%實益股權(附帶本公司至少51%投票權，其中至少45%實益股權在自二零二零年融資協議日期起至仍有任何未償還負債或仍存在有效承擔的任何時間須不附帶任何抵押)；(b)並非或不再為本公司單一最大股東；及/或(c)並無或不再擁有本公司管理控制權；及/或(ii)本公司主席並非黃仙枝先生、劉偉亮先生(為現任執行董事)或陳偉健先生或任何相關人士，貸款融資項下的承諾可予撤銷及貸款融資項下所有未清償款項連同累計利息及所有其他累計款項可立即成為到期應付款項。

於二零二三年十二月三十一日及本年報批准日期，本公司並未支付二零一九年貸款融資及二零二零年貸款融資的到期未償還本金及/或應付利息，已構成二零一九年貸款融資及二零二零年貸款融資項下的違約事件。有鑒於此，本公司已開始實施境外整體債務管理方案，詳情載於上文「境外整體債務管理方案」一節。

除本年報所披露者外，於二零二三年十二月三十一日，董事並不知悉會導致根據上市規則第13.20、13.21及13.22條須作出的披露責任的任何情況。

As provided in the 2020 Facility Agreement, if (i) Mr. OU Zongrong, Mr. OU Guoqiang and Mr. OU Guowei (collectively, the “**Relevant Persons**”) collectively (a) do not or cease to, directly or indirectly, own at least 51% of the beneficial shareholding in the Company, carrying at least 51% of the voting right in the Company, of which at least 45% of the beneficial shareholding must, at all times from the date of the 2020 Facility Agreement for so long as any liability is outstanding or any commitment is in force, be free from any security; (b) are not or cease to be the single largest shareholder of the Company; and/or (c) do not or cease to have management control over the Company; and/or (ii) the chairman of the Company is not any of Mr. HUANG Xianzhi, Mr. LIU Weiliang (being an existing executive Director) or Mr. CHAN Wai Kin or any of the Relevant Persons, the commitments under the loan facilities may be cancelled and all amounts outstanding together with accrued interest and all other amounts accrued under the loan facilities may become immediately due and payable.

As at 31 December 2023 and as at the date of approval of this annual report, the Company had not made payment of the outstanding principal and/or the accrued interest that were due for the 2019 Loan Facilities and the 2020 Loan Facilities, which constituted an event of default under the 2019 Loan Facilities and the 2020 Loan Facilities. In light of this, the Company has commenced the implementation for the Offshore Holistic Liability Management Solutions, details of which are set out in the section headed “THE OFFSHORE HOLISTIC LIABILITY MANAGEMENT SOLUTIONS” above.

Save as disclosed in this annual report, as at 31 December 2023, the Directors are not aware of any circumstances that would trigger the disclosure requirement under Rules 13.20, 13.21 and 13.22 of the Listing Rules.

土地儲備 Land Bank

序號	項目名稱	城市	本集團應佔權益 Interest Attributable to the Group	主要規劃用途 ⁽¹⁾ Primary Intended Use ⁽¹⁾	地盤面積 (平方米) Site Area (sq.m.)	土地成本 (人民幣萬元) Land Cost (RMB10,000)	實際/預計竣工日期 Actual/Estimated Completion Date	土地儲備 ⁽²⁾ (平方米) Land Bank ⁽²⁾ (sq.m.)	
#	Project Names	City							
本集團附屬公司開發的物業									
Properties Developed by the Group's Subsidiaries									
1	虹橋正榮府	Shanghai Hongqiao Zhenro Mansion	上海 Shanghai	100.00%	R/RE	82,362	256,000	2022/07	115,123
2	正榮國領	Shanghai Zhenro Royal Kingdom	上海 Shanghai	90.25%	R/RE	110,022	136,038	2016/05	25,209
3	上海正榮悅隴府	Shanghai Zhenro Yuelong Mansion	上海 Shanghai	90.25%	R	19,393	67,897	2023/03	11,310
4	蘇州正榮和風名築	Suzhou Zhenro Wind Mansion	蘇州 Suzhou	52.25%	R	45,742	108,550	2021/10	12,293
5	張家港棠頌雲著	Zhangjiagang Tangsong Cloud Garden	蘇州 Suzhou	49.29%	R/RE	76,416	105,138	2022/10	18,885
6	蘇州映溪四季花園	Suzhou Riverside Four Seasons Garden	蘇州 Suzhou	47.95%	R	64,382	75,533	2024/06	58,070
7	蘇州正榮閩湖山雅苑	Suzhou Zhenro Riverside Garden	蘇州 Suzhou	32.30%	R/RE	49,502	70,886	2022/11	2,007
8	蘇州保利正榮棠悅花園	Suzhou Poly Zhenro Oriental Mansion	蘇州 Suzhou	47.50%	R/A	103,259	240,495	2023/11	215,850
9	蘇州正榮西津月	Suzhou Zhenro West to The Moon	蘇州 Suzhou	83.75%	R	31,176	58,694	2023/06	17,689
10	杭州鶴亭熙青府	Hangzhou Heting Xiqing Mansion	杭州 Hangzhou	96.15%	R/RE	30,764	89,412	2024/10	81,664
11	南京正榮奧體南宸紫閣	Nanjing Zhenro Aoti Nanchen Pinnacle	南京 Nanjing	26.14%	R/RE	31,902	323,000	2023/12	122,851
12	南京正榮潤錦城	Nanjing Zhenro Splendid Land	南京 Nanjing	100.00%	R/RE	105,353	210,000	2019/01	6,445
13	南京正榮潤江城	Nanjing Zhenro Riverside Wonderland	南京 Nanjing	100.00%	R/RE	71,345	152,000	2018/12	936
14	南京正榮潤峯	Nanjing Zhenro Royal Fame	南京 Nanjing	100.00%	R/RE	84,546	312,000	2019/05	22
15	南京正榮濱江紫閣	Nanjing Zhenro Riverside Violet Pinnacle	南京 Nanjing	100.00%	RE/S&O	83,048	340,000	2022/05	180,794
16	南京時代天樾	Nanjing Times Tianyue	南京 Nanjing	20.00%	R/RE/S&O	44,787	170,000	2022/11	156,931
17	南京正榮悅江府	Nanjing Zhenro River Mansion	南京 Nanjing	36.67%	R/RE	32,622	152,000	2022/05	15,866
18	南京和峰南岸	Nanjing South Riverside Peak	南京 Nanjing	20.50%	R/RE	26,829	114,000	2021/06	5,637
19	南京正榮悅東府	Nanjing Zhenro East Mansion	南京 Nanjing	100.00%	R	84,929	144,000	2023/04	148,745
20	南京正榮悅辰府	Nanjing Zhenro Joy City Mansion	南京 Nanjing	49.00%	R	11,561	51,000	2022/04	3,733
21	南京正榮潤辰府	Nanjing Zhenro Waterfront Mansion	南京 Nanjing	51.00%	R/RE	36,292	145,000	2022/04	30,874
22	南京正榮潤嵐府	Nanjing Zhenro Mist Mansion	南京 Nanjing	100.00%	R/RE	34,696	138,000	2022/12	18,789
23	南京正榮潤棠府	Nanjing Zhenro Begonia Mansion	南京 Nanjing	75.02%	R	63,074	250,000	2022/12	44,362
24	南京正榮江望潤府	Nanjing Zhenro Riverbank Mansion	南京 Nanjing	51.01%	R/RE	40,522	246,000	2022/12	13,950
25	南京弘陽望江悅府	Nanjing Hongyang Riverside Joy Mansion	南京 Nanjing	51.00%	R	65,227	258,000	2022/12	68,326
26	滁州正榮府	Chuzhou Zhenro Mansion	滁州 Chuzhou	40.00%	R/RE	80,867	41,300	2021/03	8,953
27	滁州時光風華園	Chuzhou Time Elegance Garden	滁州 Chuzhou	50.10%	R	55,719	22,250	2022/06	12,981
28	滁州正榮潤熙府	Chuzhou Zhenro Splendid Mansion	滁州 Chuzhou	100.00%	R/RE	92,170	112,400	2025/12	158,868
29	宿遷鐘吾正榮府	Suqian Zhongwu Zhenro Mansion	宿遷 Suqian	100.00%	R/RE	112,213	130,616	2023/06	212,745
30	徐州雲龍湖正榮府	Xuzhou Yunlonghu Zhenro Mansion	徐州 Xuzhou	100.00%	R	55,719	60,113	2022/12	45,382

項目地址

Project Address

中國上海市青浦區北至徐和路，西至聯民路，南至倪家角路	South to Nijiajiao Road, West to Lianmin Road, North to Xuhe Road, Qingpu District, Shanghai, PRC
中國上海市寶山區蕪遠路1211弄	Lane 1211, Fuyuan Road, Baoshan District, Shanghai, PRC
中國上海市嘉定區東至地塊邊界，南至雅丹路，西至百安公路，北至車站河	North to Chezhan River, West to Bai'an Road, South to Yadan Road, East to Dikuai Boundary, Jiading District, Shanghai, PRC
中國江蘇省常熟市經濟技術開發區高新技術產業園建業路2號1幢	Building 1, No.2 Jianye Road, Gaoxin Technology Industrial Park, Economic and Technological Development Zone, Changshu, Jiangsu Province, PRC
中國江蘇省蘇州市經開區張楊公路北側	North to Zhangyang Avenue, Jingkai District, Suzhou, Jiangsu Province, PRC
中國江蘇省蘇州市相城區望亭鎮閘渡路東、牡丹路北	North to Mudan Road, East to Wendu Road, Wangting Town, Xiangcheng District, Suzhou, Jiangsu Province, PRC
中國江蘇省蘇州市太湖國家旅遊度假區香山北路西側、麗波路南側	South to Libo Road, West to Xiangshanbei Road, Taihu National Tourism Resort, Suzhou, Jiangsu Province, PRC
中國江蘇省蘇州市開發區蓬萊路北側、富春江西側	West to Fuchunjiang Road, North to Penglai Road, Kaifa District, Suzhou, Jiangsu Province, PRC
中國江蘇省蘇州市吳中區木瀆鎮西津橋路北側、木光河西側	West to Muguang River, North to Xijiniao Road, Mudu Town, Wuzhong District, Suzhou, Jiangsu Province, PRC
中國浙江省杭州市臨安經濟開發區東至星港路，南至鶴亭大街，西至崇文路，北至公園綠地	North to Park Green Space, West to Congwen Road, South to Heting Street, East to Xinggang Road, Lin'an Economic Development District, Hangzhou, Zhejiang Province, PRC
中國江蘇省南京市南部新城七橋片區東至承天大道，南至應天大街，西至冶東一路，北至紅花路	North to Honghua Road, West to Zhidong First Road, South to Yingtian Street, East to Chengtian Avenue, Qiqiao District, Nanbu New Town, Nanjing, Jiangsu Province, PRC
中國江蘇省南京市浦口區望江路2號正榮潤錦城	Zhenro Splendid Land, No.2 of Wangjiang Road, Pukou District, Nanjing, Jiangsu Province, PRC
中國江蘇省南京市浦口區鎮南河路99號正榮潤江城	Zhenro Riverside Wonderland, No.99 of Zhennanhe Road, Pukou District, Nanjing, Jiangsu Province, PRC
中國江蘇省南京市建鄴區河西西南路27-1號	No.27-1 of Hexi South Road, Jianye District, Nanjing, Jiangsu Province, PRC
中國江蘇省南京市建鄴區吳侯街與鄭城路交界處	Crossroad of Wuhou Street and Yecheng Road, Jianye District, Nanjing, Jiangsu Province, PRC
中國江蘇省南京市江寧區永勝路18號	No.18, Yongsheng Road, Jiangning District, Nanjing, Jiangsu Province, PRC
中國江蘇省南京市浦口區珠泉西路與江淼路交叉路口	Crossroad of Zhuquan West Road and Jiangmiao Road, Pukou District, Nanjing, Jiangsu Province, PRC
中國江蘇省南京市雨花臺區西善橋街道岱山中路與岱山北路交叉口	Crossroad of Daishan Middle Road and Daishan North Road, Xishanqiao Street, Yuhuatai District, Nanjing, Jiangsu Province, PRC
中國江蘇省南京市棲霞區龍潭新城花園路以西、平港路以北	North to Pinggang Road, West to Huayuan Road, Longtan New Town, Qixia District, Nanjing, Jiangsu Province, PRC
中國江蘇省南京市江北新區東至規劃幼雅園及社區中心，南至規劃道路，西至迎江路，北至廣西埂大街	North to Guangxigeng Street, West to Yingjiang Road, South to Guihuadao Road, East to Guihua Kindergarten and Community Center, Jiangbei New District, Nanjing, Jiangsu Province, PRC
中國江蘇省南京市江北新區七裡河大街以北、江北快速路以東地塊	Parcel East to Jiangbei Expressway, North to Qilihe Sub-District, Jiangbei New District, Nanjing, Jiangsu Province, PRC
中國江蘇省南京市棲霞區仙林街道、江甯區麒麟街道，東至規劃經三路，南至規劃緯五路，西至規劃經二路，北至規劃麒麟路	North to Guihua Qilin Road, West to Guihua Jinger Road, South to Guihua Weiwu Road, East to Guihua Jingsan Road, Qilin Street, Jiangning District, Xianlin Street, Qixia District, Nanjing, Jiangsu Province, PRC
中國江蘇省南京市浦口區迎江路以南、康安路以東	East to Kangan Road, South to Yingjiang Road, Pukou District, Nanjing, Jiangsu Province, PRC
中國江蘇省南京市鼓樓區東至城河北路，南至方家營80號，西至方家營784號，北至方家營路	North to Fangjiaying Road, West to Fangjiaying No.784, South to Fangjiaying No. 80, East to Chenghe North Road, Gulou District, Nanjing, Jiangsu Province, PRC
中國江蘇省南京市浦口區江浦街道迎江路以南、康健路以東地塊	Parcel East to Kangjian Road, South to Yingjiang Road, Jiangpu Street, Pukou District, Nanjing, Jiangsu Province, PRC
中國安徽省滁州市南譙區醉翁東路與陽明南路交匯處東北側	Northeast to the Crossroad of Zuiweng East Road and Yangming South Road, Nanqiao District, Chuzhou, Anhui Province, PRC
中國安徽省滁州市仁和路和敬梓路交叉口東南側	Southeast to the Crossroad of Renhe Road and Jingzi Road, Chuzhou, Anhui Province, PRC
中國江蘇省滁州市清流路與定遠路交叉口東北側	Northeast to the Crossroad of Qingliu Road and Dingyuan Road, Chuzhou, Jiangsu Province, PRC
中國江蘇省宿遷市經濟技術開發區	Economic and Technological Development Zone, Suqian, Jiangsu Province, PRC
中國江蘇省徐州市玉帶大道西側、彭城歡樂世界南地塊	South to Pengcheng Happy Valley, West to Yudai Avenue, Xuzhou, Jiangsu Province, PRC

序號	項目名稱	城市	本集團應佔權益 Interest Attributable to the Group	主要規劃用途 ⁽¹⁾ Primary Intended Use ⁽¹⁾	地盤面積 (平方米) Site Area (sq.m.)	土地成本 (人民幣萬元) Land Cost (RMB10,000)	實際/預計竣工日期 Actual/Estimated Completion Date	土地儲備 ⁽²⁾ (平方米) Land Bank ⁽²⁾ (sq.m.)
#	Project Names	City						
31	合肥都會1907	Hefei City 1907	25.00%	R/RE	111,380	180,500	2019/12	20,505
32	合肥北城正榮府-楓苑	Hefei Beicheng Zhenro Mansion - Feng Garden	100.00%	R/RE	50,857	71,709	2022/06	34,867
33	合肥北城正榮府-雅苑	Hefei Beicheng Zhenro Mansion - Ya Garden	100.00%	R/RE	30,488	42,988	2022/03	20,568
34	合肥北城正榮府-頌苑	Hefei Beicheng Zhenro Mansion - Song Garden	100.00%	R/RE	43,324	61,087	2022/11	33,009
35	合肥翡翠正榮府	Hefei Jade Zhenro Mansion	100.00%	R/RE	58,464	111,374	2022/09	45,003
36	合肥正榮旭輝政務未來	Hefei Zhenro Cifi Zhengwu Future	55.00%	R/RE	107,128	161,978	2023/10	78,579
37	六安碧桂園正榮鳳凰城北苑	Lu'an Country Garden Zhenro North Phoenix Mansion	34.38%	R/RE	199,748	111,500	2023/06	289,963
38	阜陽穎州正榮府	Fuyang Yingzhou Zhenro Mansion	100.00%	R/RE	192,371	124,112	2024/06	312,165
長三角小計 Yangtze River Delta Region Sub-total					2,620,199	5,445,570	2,649,951	
39	鄭州城南正榮府	Zhengzhou Chengnan Zhenro Mansion	97.90%	R	198,941	90,000	2023/07	385,898
40	鄭州正榮御首府天樾23#	Zhengzhou Zhenro Yushou Mansion Tianyue 23#	26.01%	R	49,924	47,279	2024/06	195,309
41	鄭州正榮御首府天樾24#	Zhengzhou Zhenro Yushou Mansion Tianyue 24#	26.01%	R	54,041	51,069	2022/11	158,858
42	鄭州正榮御首府天境25#	Zhengzhou Zhenro Yushou Mansion Tianjing 25#	26.01%	R/RE	62,477	59,041	2023/05	221,365
43	武漢盤龍正榮府	Wuhan Panlong Zhenro Mansion	100.00%	R/RE	49,251	92,210	2022/12	23,296
44	武漢正榮悅璫府	Wuhan Zhenro Yuelong Mansion	100.00%	R/RE	33,331	44,335	2023/03	131,986
45	武漢正榮恒瑞御峯	Wuhan Zhenro Propitious Peak	49.66%	R/RE	15,478	63,566	2022/12	68,903
46	武漢正榮悅環台	Wuhan Zhenro Yuejing Mansion	100.00%	R/RE	27,390	60,560	2023/06	90,754
47	武漢蔡甸悅璫府東	Wuhan Caidian Yuelong Mansion East	100.00%	R/RE	34,012	44,470	2023/06	118,011
48	長沙正榮財富中心	Changsha Zhenro Fortune Center	100.00%	R/RE	145,220	45,040	2021/12	64,756
49	長沙正榮濱江紫闕台	Changsha Riverside Zhenro Pinnacle	100.00%	R/RE/S&O	107,493	83,000	2022/10	163,662
50	長沙正榮梅溪紫闕台	Changsha Meixi Zhenro Pinnacle	100.00%	R/RE/S&O	20,275	76,781	2022/12	86,096
51	長沙中梁正榮府	Changsha Zhongliang Zhenro Mansion	51.00%	R/RE	80,802	119,250	2023/12	240,625
中部小計 Central China Region Sub-total					878,636	876,601		1,949,519

項目地址

Project Address

中國安徽省合肥市貴陽路與四川路交叉口西北角

Northwest corner of the Crossroad of Guiyang Road and Sichuan Road, Hefei, Anhui Province, PRC

中國安徽省合肥市長豐縣楊廟路與茨淮路交叉口東北角

Northeast corner of the Crossroad of Yangmiao Road and Cihuai Road, Changfeng County, Hefei, Anhui Province, PRC

中國安徽省合肥市長豐縣茨淮路與阜陽北路交叉口東北角

Northeast corner of the Crossroad of Cihuai Road and Fuyang North Road, Changfeng County, Hefei, Anhui Province, PRC

中國安徽省合肥市長豐縣阜陽北路與濟河路交叉口東北角

Northeast corner of the Crossroad of Fuyang North Road and Jihe Road, Changfeng County, Hefei, Anhui Province, PRC

中國安徽省合肥市肥西縣翡翠路與仙霞路交叉口東北角

Northeast corner of the Crossroad of Feicui Road and Xianxia Road, Feixi County, Hefei, Anhui Province, PRC

中國安徽省合肥市肥西縣上派鎮燈塔路與創新大道交口東南側

Southeast to the Crossroad of Dengta Road and Chuangxin Avenue, Shangpai Town, Feixi County, Hefei, Anhui, PRC

中國安徽省六安市清溪路與星光大道交叉口

Crossroad of Qingxi Road and Xingguang Avenue, Lu'an, Anhui Province, PRC

中國安徽省阜陽市城南新區三清路南側、城泉路東側

East to Chengquan Road, South to Sanqing Road, Chengnan New District, Fuyang, Anhui Province, PRC

中國河南省鄭州市新鄭市龍湖鎮規劃三路南側、大學南路輔道東側

Daxue South Road auxiliary road (East side), Guihua Third Road (South side), Longhu Town, Xinzheng, Zhengzhou, Henan Province, PRC

中國河南省鄭州市新鄭市龍湖鎮：祥雲路南側、經一路西側

West to Jingyi Road, South to Xiangyun Road, Longhu Town, Xinzheng, Zhengzhou, Henan Province, PRC

中國河南省鄭州市新鄭市龍湖鎮緯三街北側、經一路西側

West to Jingyi Road, North to Weisan Road, Longhu Town, Xinzheng, Zhengzhou, Henan Province, PRC

中國河南省鄭州市新鄭市龍湖鎮祥和路北側、規劃路西側

West to Guihua Road, North to Xianghe Road, Longhu Town, Xinzheng, Zhengzhou, Henan Province, PRC

中國湖北省武漢市盤龍城經濟開發區盤龍大道以東、後湖大道以南

South to Houhu Avenue, East to Panlong Avenue, Panlongcheng Economic Development District, Wuhan, Hubei Province, PRC

中國湖北省武漢市蔡甸區蔡甸街高福大街與天成路交匯處以西

West to the Crossroad of Gaofu Street and Tiancheng Road, Caidian Street, Caidian District, Wuhan, Hubei Province, PRC

中國湖北省武漢市東湖新技術開發區神墩五路以南、芷泉路以西、高新三路以北、豹溪路以東

East to Baoxi Road, North to Gaoxinsan Road, West to Zhiquan Road, South to Shendunwu Road, Donghu New Technology Development District, Wuhan, Hubei Province, PRC

中國湖北省武漢市東湖新技術開發區康魅路以北、光谷二路以西、流芳路以東、康力街以南

South to Kangli Street, East to Liufang Road, West to Guanggu Second Road, North to Kangmei Road, Donghu New Technology Development District, Wuhan, Hubei Province, PRC

中國湖北省武漢市蔡甸區蔡甸街高福大街與天成路交匯處以西

West to the Crossroad of Gaofu Avenue and Tiancheng Road, Caidian Street, Caidian District, Wuhan, Hubei Province, PRC

中國湖南省長沙市望城區高塘嶺街道家園北路與唯羅克路交叉西南角

Southwest corner of the Crossroad of Gaotanglingjiedaojiayuan North Road and Weiluoke Road, Wangcheng District, Changsha, Hunan Province, PRC

中國湖南省長沙市嶽麓區銀杉路與穀山路交匯處東南

Southeast to the Crossroad of Yinshan Road and Gushan Road, Yuelu District, Changsha, Hunan Province, PRC

中國湖南省長沙市嶽麓區梅溪湖片區F-19地塊

Parcel F-19, Meixi Lake Area, Yuelu District, Changsha, Hunan Province, PRC

中國湖南省長沙市長沙縣星沙街道涼塘路以南

South to Liangtang Road, Xingsha Street, Changsha County, Changsha, Hunan Province, PRC

序號	項目名稱		城市	本集團應佔權益 Interest Attributable to the Group	主要規劃用途 ⁽¹⁾ Primary Intended Use ⁽¹⁾	地盤面積 (平方米) Site Area (sq.m.)	土地成本 (人民幣萬元) Land Cost (RMB10,000)	實際/預計竣工日期 Actual/Estimated Completion Date	土地儲備 ⁽²⁾ (平方米) Land Bank ⁽²⁾ (sq.m.)
#	Project Names		City						
52	西安北辰天樾北	Xi'an Beichen Tianyue North	西安 Xi'an	34.00%	R/RE	53,117	85,830	2024/07	187,138
53	西安北辰天樾南	Xi'an Beichen Tianyue South	西安 Xi'an	34.00%	R/RE	41,900	68,000	2024/01	148,748
54	西安正榮府	Xi'an Zhenro Mansion	西安 Xi'an	100.00%	RE/S&O	39,322	32,440	2022/08	45,943
55	西安正榮紫閣台(西區)	Xi'an Zhenro Pinnacle(West)	西安 Xi'an	93.49%	R/RE/S&O	36,042	72,400	2023/04	143,026
56	成都桂湖正榮府二期	Chengdu Guihu Zhenro Mansion Phase 2	成都 Chengdu	100.00%	R	20,179	32,232	2022/10	17,304
57	成都都江堰正榮悅瓏府	Chengdu Dujiangyan Zhenro Yuelong Mansion	成都 Chengdu	100.00%	R/RE	48,140	31,772	2022/10	127,832
58	成都潤錦府	Chengdu Run Mansion	成都 Chengdu	100.00%	R	29,403	90,561	2023/06	97,307
59	成都春華錦田	Chengdu Spring Rural Fields	成都 Chengdu	65.00%	R	24,639	4,377	2022/12	7,540
60	重慶悅溪正榮府	Chongqing Yuexi Zhenro Mansion	重慶 Chongqing	100.00%	R	88,177	82,000	2023/03	41,760
61	重慶正榮朗基悅江灣	Chongqing Zhenro Langji Yuejiang Mansion	重慶 Chongqing	51.00%	R/RE	46,757	51,400	2023/06	133,829
西部小計 Western China Region Sub-total						427,676	551,012		950,426
62	福州觀瀾公館	Fuzhou Guanlan Mansion	福州 Fuzhou	51.00%	R	19,515	32,500	2024/01	57,543
63	福州潤棠公館	Fuzhou Begonia Mansion	福州 Fuzhou	100.00%	R/RE	46,429	74,000	2024/11	118,173
64	福州璟秀公館	Fuzhou Jingxiu Mansion	福州 Fuzhou	100.00%	R	24,964	33,200	2023/10	54,148
65	福州正榮財富中心	Fuzhou Zhenro Fortune Center	福州 Fuzhou	100.00%	R/RE/S&O	113,333	127,700	2017/12	77,371
66	福州正榮府	Fuzhou Zhenro Mansion	福州 Fuzhou	100.00%	R/RE/S&O	66,874	191,000	2019/12	600
67	福州正榮馬尾三江雲麓	Fuzhou Zhenro Mawei Sanjiang Habitat	福州 Fuzhou	100.00%	R	36,014	47,760	2024/08	54,199
68	福州馬尾正榮財富中心一期	Fuzhou Mawei Zhenro Fortune Center Phase 1	福州 Fuzhou	100.00%	R/RE	67,032	85,665	2019/08	18,436
69	福州正榮望海潮	Fuzhou Zhenro Seascape Wonderland	福州 Fuzhou	26.50%	R/RE	33,436	74,700	2022/05	28,836
70	福州濱江正榮府	Fuzhou Riverview Zhenro Mansion	福州 Fuzhou	80.00%	R/RE	110,191	289,000	2023/03	191,017
71	福州正榮棠悅濱江	Fuzhou Zhenro Begonia Riverview	福州 Fuzhou	100.00%	R/RE	23,973	67,200	2023/05	82,081
72	福州正榮悅榕府	Fuzhou Zhenro Yuerong Mansion	福州 Fuzhou	100.00%	R/RE	61,510	189,300	2021/12	55,792
73	福州正榮巨成金山洋房	Fuzhou Zhenro Jucheng Jinshan Community	福州 Fuzhou	70.00%	R	11,116	45,700	2022/05	6,336
74	福州湖濱府	Fuzhou Hubin Mansion	福州 Fuzhou	34.00%	R/RE	42,420	90,800	2022/11	17,832
75	福州玉融正榮府02號	Fuzhou Yurong Zhenro Mansion 02	福州 Fuzhou	100.00%	R/RE	68,079	100,800	2020/11	9,792
76	福州玉融正榮府03號	Fuzhou Yurong Zhenro Mansion 03	福州 Fuzhou	100.00%	R	64,728	90,000	2021/12	22,763
77	平潭正榮府悅璽	Pingtan Zhenro Mansion Yuexi	福州 Fuzhou	100.00%	R/RE	66,560	110,000	2020/11	90,487
78	廈門正榮中梁天著潤宸	Xiamen Zhenro Zhonglingqiang Tianzhu Run Mansion	廈門 Xiamen	51.00%	R/RE	19,978	188,000	2023/12	86,479
79	廈門聯發正榮府	Xiamen Lianfa Zhenro Mansion	廈門 Xiamen	51.00%	R/RE	19,209	157,000	2023/12	73,700
80	廈門中梁正榮府	Xiamen Zhongliang Zhenro Mansion	廈門 Xiamen	40.80%	R/RE	17,228	100,000	2022/11	16,195
81	廈門翔安正榮府	Xiamen Xiang'an Zhenro Mansion	廈門 Xiamen	100.00%	R/RE	27,596	117,000	2023/09	116,420
82	莆田正榮財富中心	Putian Zhenro Fortune Center	莆田 Putian	100.00%	R/RE/S&O	199,941	91,600	2022/08	280,894
83	莆田正榮荔園華府	Putian Zhenro Litchi Garden	莆田 Putian	100.00%	R/RE	35,268	1,721	2010/06	819

項目地址

Project Address

中國陝西省西安市涇河新城樂華二路以東、涇河灣一路以南、樂華一路以西	West to Lehua First Road, South to Jinghewan First Road, East to Lehua Second Road, Jinghe New Town, Xi'an, Shaanxi Province, PRC
中國陝西省西安市涇河新城樂華二路以東、涇河灣二路以北、樂華一路以西	West to Lehua First Road, North to Jinghewan Second Road, East to Lehua Second Road, Jinghe New Town, Xi'an, Shaanxi Province, PRC
中國陝西省西安市二環北路東段與永慶路交叉口東北角	Northeast corner of the Crossroad of Erhuan North Road (East part) and Yongqing Road, Xi'an, Shaanxi Province, PRC
中國陝西省西安市御井路與永城路交叉口西南角及東南角	Southwest corner and Southeast corner of the Crossroad of Yujing Road and Yongcheng Road, Xi'an, Shaanxi Province, PRC
中國四川省成都市新都區桂湖街道(原新都街道)五桂村	Wugui Village, Guihu Street (Former: Xindu Street), Xindu District, Chengdu, Sichuan Province, PRC
中國四川省都江堰市幸福街道彩虹社區	Caihong Community, Xingfu Street, Dujiangyan, Sichuan Province, PRC
中國四川省成都市武侯區機投橋街道半邊街村7組、簇橋街道瓦房村3、4組	Group 3, 4 of Wafang Village, Cuiqiao Street, Group 7 of Banbianjie Village, Jitouqiao Street, Wuhou District, Chengdu, Sichuan Province, PRC
中國四川省成都市郫都區團結鎮寶華村第五農業合作社	5th Agricultural Cooperative, Baohua Village, Tuanjie Town, Pidu District, Chengdu, Sichuan Province, PRC
中國重慶市兩江新區水土園豐和路以北和源路以東	East to Heyuan Road, North to Fenghe Road, Shuitu Park Area, Liangjiang New District, Chongqing, PRC
中國重慶市大渡口區大渡口組團F分區F9-10號宗地	Parcel F9-10, F Sub-district, Dadukouzuotuan, Dadukou District, Chongqing, PRC

中國福建省福州市長樂區營前街道營濱路東側、臨江南路北側	North to Linjiang South Road, East to Yingbin Road, Yingqian Street, Changle District, Fuzhou, Fujian Province, PRC
中國福建省福州市閩侯縣竹岐鄉榕東村	Rongdong Village, Zhuqi Township, Minhou County, Fuzhou, Fujian Province, PRC
中國福建省福州市晉安區新店鎮湯斜村、繞城高速公路以南	South to Raocheng Express Way, Tangxie Village, Xindian Town, Jing'an District, Fuzhou, Fujian Province, PRC
中國福建省福州市閩侯縣上街鎮新保路18號	No. 18, Xinbao Road, Shangjie Town, Minhou County, Fuzhou, Fujian Province, PRC
中國福建省福州市晉安區桂山路西側、站東路以東	East to Zhandong Road, West to Guishan Road, Jin'an District, Fuzhou, Fujian Province, PRC
中國福建省福州市馬尾區沿山西路北側	Yanshan West Road (North side), Mawei District, Fuzhou, Fujian Province, PRC
中國福建省福州市馬尾區君竹路以東、上岐路以北	North to Shangqi Road, East to Junzhu Road, Mawei District, Fuzhou, Fujian Province, PRC
中國福建省馬尾市東南至羅星西路，東北至中佳藍灣，西南至上岐路	Southwest to Shangqi Road, Northeast to Zhongjialan Bay, Southeast to Luoxing West Road, Mawei, Fujian Province, PRC
中國福建省馬尾市東南至羅星西路，東北至中佳藍灣，西南至上岐路	Southwest to Shangqi Road, Northeast to Zhongjialan Bay, Southeast to Luoxing West Road, Mawei, Fujian Province, PRC
中國福建省福州市閩侯縣甘蔗街道長江村	Changjiang Village, Ganzhe Street, Minhou County, Fuzhou, Fujian Province, PRC
中國福建省福州市晉安區六一路以東洋下危房地塊水頭舊屋改造地塊一	Parcel 1, Reconstruction of the old house in the submarine dangerous land block, East to Liuyi Road, Jing'an District, Fuzhou, Fujian Province, PRC
中國福建省福州市倉山區金塘路南側、金亭社區二期北側、洪灣北路東側的麥浦綜合開發地塊一	Maipu Comprehensive Development Lot 1 on the East side of Hongwanbei Road, North side of Jinting Community phase 2, the South side of Jintang Road, Cangshan District, Fuzhou City, Fujian Province, PRC
中國福建省福州市倉山區永南路以南、火車南站東側	East to South Railway Station, South to Yongnan Road, Cangshan District, Fuzhou, Fujian Province, PRC
中國福建省福清市龍山街道玉峯村、東劉村	Yufeng Village, Dongliu Village, Longshan Street, Fuqing, Fujian Province, PRC
中國福建省福清市龍山街道玉峯村、玉塘村	Yufeng Village, Yutang Village, Longshan Street, Fuqing, Fujian Province, PRC
中國福建省福州市平潭縣興港中路(原金井二路)西側，誠意路(原天大山北路)南側	South side of Chengyi Road (Former: Tiandashan North Road), West side of Xinggang Middle Road (Former: Jinjing Second Road), Pingtan County, Fuzhou, Fujian Province, PRC
中國福建省廈門市集美新城片區集美大道與集美北大道交叉口西側	West to the Crossroad of Jimei Avenue and Jimei North Avenue, Jimei New Town Sub-district, Xiamen, Fujian Province, PRC
中國福建省廈門市集美區集美新城片區兌英中路與兌英北路交叉口西側	West to the Crossroad of Duiying Middle Road and Duiying North Road, Jimei New Town Sub-district, Jimei District, Xiamen, Fujian Province, PRC
中國福建省廈門市集美區大學城片區文菊路與博博路交叉口南側	South to the Corner of Wenju Road and Bojian Road, Daxuecheng Sub-district, Jimei District, Xiamen, Fujian Province, PRC
中國福建省廈門市翔安區蓮河片區沙美路與翔安南路交叉口東北側	Northeast to the Crossroad of Shamei Road and Xiang'an South Road, Lianhe Sub-district, Xiang'an District, Xiamen, Fujian Province, PRC
中國福建省莆田市荔園路與天妃路交叉口，毗鄰木蘭溪	Adjacent to Mulanxi, Crossroad of Liyuan Road and Tianfei Road, Putian, Fujian Province, PRC
中國福建省莆田市荔城區北大路南側	South to North Avenue, Licheng District, Putian, Fujian Province, PRC

序號	項目名稱	城市	本集團應佔權益	主要規劃用途 ⁽¹⁾	地盤面積 (平方米)	土地成本 (人民幣萬元)	實際/預計竣工日期	土地儲備 ⁽²⁾ (平方米)
#	Project Names	City	Interest Attributable to the Group	Primary Intended Use ⁽¹⁾	Site Area (sq.m.)	Land Cost (RMB10,000)	Actual/Estimated Completion Date	Land Bank ⁽²⁾ (sq.m.)
84	莆田正榮時代廣場	莆田 Putian	100.00%	R/RE	118,943	1,721	2008/11	41,768
85	莆田正榮御品世家	莆田 Putian	100.00%	R/RE	42,431	1,721	2016/10	4,663
86	莆田正榮白雲雲麓	莆田 Putian	100.00%	R	79,698	98,000	2023/06	83,655
87	莆田御溪正榮府	莆田 Putian	100.00%	R	16,116	26,600	2022/08	5,052
88	莆田玖璽正榮府三期	莆田 Putian	100.00%	R/RE	57,959	122,600	2023/03	182,394
89	莆田涵江正榮府	莆田 Putian	100.00%	R	19,895	28,500	2023/06	66,135
90	泉州石獅正榮府	泉州 Quanzhou	100.00%	R	33,942	36,300	2020/04	13
91	泉州正榮寶嘉江濱府	泉州 Quanzhou	46.50%	R/RE	59,486	50,000	2021/11	4,156
92	泉州晉東正榮府	泉州 Quanzhou	34.00%	R/RE	57,632	41,600	2021/11	23,894
93	晉江正榮潯興世紀春天	泉州 Quanzhou	51.00%	R/RE	34,124	53,300	2022/04	19,265
94	泉州晉江正榮府	泉州 Quanzhou	100.00%	R/RE	104,664	83,400	2023/11	340,558
95	南昌正榮中興悅臺	南昌 Nanchang	62.00%	R/RE	39,116	56,023	2022/08	43,761
96	南昌正榮大湖之都	南昌 Nanchang	100.00%	R/RE	872,794	25,200	2017/06	17,874
97	南昌正榮悅雲府	南昌 Nanchang	51.00%	R/RE	46,576	63,157	2022/10	59,170
98	南昌正榮華潤玲瓏府	南昌 Nanchang	48.00%	R/RE	72,103	57,971	2019/11	1,149
99	南昌新力合園	南昌 Nanchang	39.00%	R/RE	90,414	72,833	2019/11	35,040
100	南昌正榮金茂美的雲境	南昌 Nanchang	34.00%	R/RE	53,563	73,435	2023/12	42,372
101	南昌正榮灣棠	南昌 Nanchang	100.00%	R/RE	22,842	21,036	2022/09	6,951
102	南昌招商金茂正榮依雲上城	南昌 Nanchang	34.00%	R/RE	101,483	139,894	2023/08	206,831
103	南昌正榮棠悅	南昌 Nanchang	100.00%	R/RE	58,729	121,448	2022/10	33,853
104	吉安廬陵府一期	吉安 Ji'an	100.00%	R/RE	74,388	73,922	2021/12	11,423
105	吉安廬陵府二期	吉安 Ji'an	100.00%	R/RE	67,590	77,557	2022/03	21,326
106	宜春金投正榮府	宜春 Yichun	35.00%	R/RE	55,227	26,600	2022/06	25,080
107	宜春正榮悅玲瓏一期	宜春 Yichun	100.00%	R/RE	48,549	27,375	2022/05	6,312
108	宜春正榮悅玲瓏二期	宜春 Yichun	100.00%	R/RE	49,205	37,900	2023/11	76,986
109	宜春正榮陽光城翡翠江悅	宜春 Yichun	49.00%	R/RE	38,920	20,700	2023/11	109,194
海峽西岸小計 Western Taiwan Straits Region Sub-total				3,491,781	3,743,439		2,928,790	

項目地址

Project Address

中國福建省莆田市東園路和北大路交匯處	Crossroad of Dongyuan Road and North Avenue, Putian, Fujian Province, PRC
中國福建省莆田市荔城區，毗鄰東園路(後塘片區IV區)	Adjacent to Dongyuan Road (IV Houtang Area), Licheng District, Putian, Fujian Province, PRC
中國福建省莆田市涵江區白塘鎮西湖，南環路附近	Near South Ring Road, West Lake, Baitang Town, Hanjiang District, Putian, Fujian Province, PRC
中國福建省莆田市城廂區洋西片區	Yangxi Sub-district, Chengxiang District, Putian, Fujian Province, PRC
中國福建省莆田市西霞林分區，公交南站西側	West to Gongjiao South Stop, Xialin West District, Putian, Fujian Province, PRC
中國福建省莆田市涵江區新涵工業園分區單元控規範圍內	Within the control range of Xinhan Industrial Park, Hanjiang District, Putian, Fujian Province, PRC
中國福建省泉州市石獅市靈秀鎮鈔坑中國石獅服裝城東部	East to Chaokeng China Shishi Garment Mall, Lingxiu Town, Shishi, Quanzhou, Fujian Province, PRC
中國福建省泉州市洛江區位於沈海高速公路橋與濱江路交叉口南側，東臨濱江路，西臨沈海高速公路，南臨後埭安置社區	South to Houdaianzhi Community, West to Shenhai Express Way, East to Binjiang Road, Crossroad of Shenhai Express Way Bridge and Binjiang Road (South Side), Luojiang District, Quanzhou, Fujian Province, PRC
中國福建省泉州市晉江市東側沿海大通道，西側湖源路；北側留源路，南側緊鄰二號路	South to Er'hao Road, North to Liuyuan Road, West to Huyuan Road, East to Yanhai Avenue, Jinjiang, Quanzhou, Fujian Province, PRC
中國福建省泉州市晉江市羅裳片區、世紀大道旁	Next to Shiji Avenue, Luoshang Sub-district, Jinjiang, Quanzhou, Fujian Province, PRC
中國福建省泉州市晉江市經濟開發區新塘園	Xintang Garden, Economy development district, Jinjiang, Quanzhou, Fujian Province, PRC
中國江西省南昌市新建區長坡鎮文化中心南路南側、長坪路北側	North to Changping Road, South to Wenhua Zhongxin South Road, Changleng Town, Xinnan District, Nanchang, Jiangxi Province, PRC
中國江西省南昌市南昌縣振興大道333號	No.333, Zhenxing Avenue, Nanchang County, Nanchang, Jiangxi Province, PRC
中國江西省南昌市青雲譜區佛塔路以西、新地路以南、金鷹路以北	North to Jinying Road, South to Xindi Road, West to Fota Road, Qingyunpu District, Nanchang, Jiangxi Province, PRC
中國江西省南昌市紅谷灘新區文宗街36號	No.36, Wenzong Street, Honggutan New District, Nanchang, Jiangxi Province, PRC
中國江西省南昌市紅谷灘新區閩臯山大道777號	No.777, Gezaoshan Avenue, Honggutan New District, Nanchang, Jiangxi Province, PRC
中國江西省南昌市南昌縣範圍內銀湖中路以東、文山一路以北	North to Wenshanyi Road, East to Yinhuazhong Road, Nanchang County, Nanchang, Jiangxi Province, PRC
中國江西省南昌市灣裡區陳家路以東、雙馬路以南、教導大隊以西、第三輪安置房以北	North to temporary dwellings phase 3, West to Teaching Team, South to Shuangmashi Road, East to Chenjia Road, Wanli District, Nanchang, Jiangxi Province, PRC
中國江西省南昌市青山湖區市場南路以東、月坊南路以南，東至昌東大道、南至天香一路、西至貨場路、北至月坊南路	North to Yuefangnan Road, West to Huochang Road, South to Tianxiangyi Road, East to Changdong Avenue, South to Yuefangnan Road, East to Shichangnan Road, Qingshanhu District, Nanchang, Jiangxi Province, PRC
中國江西省南昌市高新區創新一路以東、艾溪湖一路以北	North to Aixi first Road, East to Chuangxin first Road, Gaoxin District, Nanchang, Jiangxi Province, PRC
中國江西省吉安市城南新區井岡山大道以東、鳳凰洲路以南、白水仙路以西、復興路以北	North to Fuxing Road, West to Baishuixian Road, South to Fenghuangzhou Road, East to Jinggangshan Avenue, Chengnan New District, Ji'an, Jiangxi Province, PRC
中國江西省吉安市城南新區白水仙路以東、復興路以南、古南大道以西、崇文路以北	North to Chongwen Road, West to Gunan Avenue, South to Fuxing Road, East to Baishuixian Road, Chengnan New District, Ji'an, Jiangxi Province, PRC
中國江西省宜春市袁州區宜陽大道宜春正榮金投袁州府	Yichun Zhenro Jintou Yuanzhou Mansion, Yiyang Avenue, Yuanzhou District, Yichun, Jiangxi Province, PRC
中國江西省宜春市袁州區高鐵站對面，南臨袁州大道，東臨袁州東路，西側為規劃龍浦路，北側為廣潤社區	Guangrun Community to the North, Guihualongpu Road to the West, Yuanzhoudong Road to the East, Yuanzhou Avenue to the South, opposite to high-speed rail station, Yuanzhou District, Yichun, Jiangxi Province, PRC
中國江西省宜春市袁州大道以南、高鐵東九路東側	East to Gaotiedongjiu Road, South to Yuanzhou Avenue, Yichun, Jiangxi Province, PRC
中國江西省宜春市袁州大道北側、新坊河東側、宜安公路西側	West to Yi'An Highway, East to Xinfang River, North to Yuanzhou Avenue, Yichun, Jiangxi Province, PRC

序號	項目名稱	城市	本集團應佔權益 Interest Attributable to the Group	主要規劃用途 ⁽¹⁾ Primary Intended Use ⁽¹⁾	地盤面積 (平方米) Site Area (sq.m.)	土地成本 (人民幣萬元) Land Cost (RMB10,000)	實際/預計竣工日期 Actual/Estimated Completion Date	土地儲備 ⁽²⁾ (平方米) Land Bank ⁽²⁾ (sq.m.)
#	Project Names	City						
110	廣州南沙地塊 Guangzhou Nansha Parcel	廣州 Guangzhou	50.00%	R/RE/S&O	12,679	102,135	2024/04	72,580
111	廣州增城地塊 Guangzhou Zengcheng Parcel	廣州 Guangzhou	100.00%	R/RE	50,673	149,000	2024/04	215,383
112	廣州白雲區鐘落潭地塊 Guangzhou Baiyun District Zhongluotan Parcel	廣州 Guangzhou	51.00%	R	58,507	209,088	2024/04	190,917
113	佛山正榮季華正榮府 Foshan Zhenro Jihua Zhenro Mansion	佛山 Foshan	100.00%	R/RE	51,189	124,969	2023/09	138,631
114	佛山金茂碧桂園正榮府 Foshan Jinmao Country Garden Zhenro Mansion	佛山 Foshan	34.00%	R/RE	97,814	300,428	2024/12	47,014
珠三角小計 Pearl River Delta Region Sub-total					270,862	885,620	664,524	
本集團附屬公司開發的土地儲備小計 Sub-total of Land Bank Developed by the Group's Subsidiaries					7,689,154	11,502,242	9,143,211	
本集團合營企業及聯營公司開發的物業 Properties Developed by the Group's Joint Ventures and Associated Companies								
115	上海BU中心 Shanghai BU Center	上海 Shanghai	19.00%	RE/S&O	70,857	143,000	2022/06	347,575
116	蘇州香悅四季雅苑 Suzhou Flavour Yue Four Seasons Garden	蘇州 Suzhou	19.00%	R	56,479	36,069	2019/12	20,244
117	蘇州映溪四季花園 Suzhou Yingxi Four Seasons Garden	蘇州 Suzhou	18.91%	R/RE	95,836	156,170	2022/03	141,340
118	蘇州江南溪著 Suzhou Jiangnan Cloud Chapter	蘇州 Suzhou	38.95%	R/RE/S&O	62,582	249,953	2022/12	53,459
119	無錫正榮璽樾 Wuxi Zhenro Jade Yue	無錫 Wuxi	50.00%	R/RE	78,590	190,117	2023/08	140,182
120	杭州融創正榮杭耀之城 Hangzhou Sunac Zhenro Hangyao City	杭州 Hangzhou	24.23%	R/RE	52,122	284,066	2024/04	219,040
121	南京正榮潤樓府 Nanjing Zhenro Runqi Mansion	南京 Nanjing	35.00%	R/RE	32,844	164,000	2023/10	98,428
122	南京招商正榮東望府 Nanjing China Merchant Zhenro East Forwarding Mansion	南京 Nanjing	49.00%	R/RE/S&O	90,981	224,000	2021/11	48,710
123	南京瓏悅 Nanjing Long Yue	南京 Nanjing	33.00%	R	35,055	134,000	2021/06	8,005
124	南京江悅潤府 Nanjing Riverside Mansion	南京 Nanjing	50.00%	R/RE	67,583	297,500	2023/07	102,234
125	濬州弘陽·時光瀾庭 Chuzhou Hongyang Times Billow Courtyard	濬州 Chuzhou	30.00%	R/RE	89,886	46,600	2020/06	16,917
126	徐州梧桐公館 Xuzhou Parasol Mansion	徐州 Xuzhou	25.00%	R/RE	166,471	83,013	2022/06	146,509
127	徐州嶠山府 Xuzhou Splendid Mountain Mansion	徐州 Xuzhou	33.00%	R/RE	147,532	91,903	2022/06	63,527
128	徐州玖璽 Xuzhou Jade Cullinan	徐州 Xuzhou	30.00%	R/RE	45,351	92,900	2022/01	1,712
129	合肥正榮悅都薈 Hefei Zhenro Capital Yue	合肥 Hefei	52.65%	R/RE/S&O	118,793	195,390	2023/06	100,741
130	合肥悅湖新著 Hefei Joy River New Chapter	合肥 Hefei	33.00%	R/RE	67,834	90,559	2022/05	66,652
131	六安碧桂園正榮鳳凰城南苑 Lu'an Country Garden Zhenro South Phoenix Mansion	六安 Lu'an	34.38%	R/RE	199,979	110,200	2023/12	164,998
132	阜陽穎州正榮府 Fuyang Yingzhou Zhenro Mansion	阜陽 Fuyang	50.00%	R/RE	101,718	86,055	2025/07	309,517
長三角小計 Yangtze River Delta Region Sub-total					1,580,493	2,675,495	2,049,792	

項目地址

Project Address

中國廣東省廣州市南沙區南沙街進港大道南側

South to Jingang Avenue, Nansha Street, Nansha District, Guangzhou, Guangdong Province, PRC

中國廣東省廣州市增城區荔湖街南北大道北側

North to Nanbei Avenue, Lihu Street, Zengcheng District, Guangzhou, Guangdong Province, PRC

中國廣東省廣州市白雲區鐘落潭福龍路東側

East to Fulong Road, Zhongluotan, Baiyun District, Guangzhou, Guangdong Province, PRC

中國廣東省佛山市禪城區聚錦路西側

West to Jujin Road, Chancheng District, Foshan, Guangdong Province, PRC

中國廣東省佛山市順德區樂從鎮樂中路以南、縱三路以西

West to Zongsan Road, South to Lezhong Road, Lecong Town, Shunde District, Foshan, Guangdong Province, PRC

中國上海市青浦區東至蟠秀路西至向陽河路南至盈港東路北至會鼎路

North to Huiding Road, South to Yinggang East Road, West to Xiangyanghe Road, East to Panxiu Road, Qingpu District, Shanghai, PRC

中國江蘇省常熟市古裡鎮森泉吳莊村工業園區4幢

Building 4, Industrial Park District, Miaquanwuzhuang Village, Guli Town, Changshu, Jiangsu Province, PRC

中國江蘇省蘇州市相城區望亭鎮御亭路北、問渡路西

West to Wendu Road, North to Yuting Road, Wangting Town, Xiangcheng District, Suzhou, Jiangsu Province, PRC

中國江蘇省蘇州市太湖新城溪霞街以東、雷山路以西、東太湖路以南、濟之街以北

North to Jizhi Street, South to Dongtaihu Road, West to Leishan Road, East to Xixia Street, Taihu New Town, Suzhou, Jiangsu Province, PRC

中國江蘇省無錫市新吳區新華路與錫賢路交叉口東南側

Southeast to the Crossroad of Xinhua Road and Xixian Road, Xinwu District, Wuxi, Jiangsu Province, PRC

中國浙江省杭州市下沙開發區東至3號大街，南至6號大街，西至規劃景園路，北至規劃南苑路

North to Guihua Nanyuan Road, West to Guihua Jingyuan Road, South to 6th Street, East to 3rd Street, Xiasha Development District, Hangzhou, Zhejiang Province, PRC

中國江蘇省南京市棲霞區馬群街道馬高路以西、芝嘉花園東側

East to Zhijia Garden, West to Magao Road, Maqun Street, Qixia District, Nanjing, Jiangsu Province, PRC

中國江蘇省南京市江寧區九鄉河東路與四望路交叉口東望府

East Forwarding Mansion, Crossroad of Jiuxianghe East Road and Siwang Road, Jiangning District, Nanjing, Jiangsu Province, PRC

中國江蘇省南京市江寧區四望路與九鄉河東路交匯處東側瓏玥名邸

Longyuemingdi, East to the Crossroad of Siwang Road and Jiuxianghe East Road, Jiangning District, Nanjing, Jiangsu Province, PRC

中國江蘇省南京市棲霞區經濟技術開發區地塊三

Parcel No.3, Economic and Technological Development Zone, Qixia District, Nanjing, Jiangsu Province, PRC

中國安徽省滁州市南譙區城南政務新區南譙南路與敬梓路交匯處

Crossroad of Nanqiao South Road and Jingzi Road, Southern Government Affairs New District, Nanqiao District, Chuzhou, Anhui Province, PRC

中國江蘇省徐州市銅山區華山路與漢江路交叉口

Crossroad of Huashan Road and Hanjiang Road, Tongshan District, Xuzhou, Jiangsu Province, PRC

中國江蘇省徐州市銅山區華山路與鳳湖路交匯處向北200米路東

Eastside of 200 meters North to the Crossroad of Huashan Road and Fenghu Road, Tongshan District, Xuzhou, Jiangsu Province, PRC

中國江蘇省徐州市泉山區淮海西路北、礦山東路西

West to Kuangshan East Road and North to Huaihai West Road, Quanshan District, Xuzhou, Jiangsu Province, PRC

中國安徽省合肥市大眾路與淮海大道交叉口東北角

Northeast corner of the Crossroad of Dazhong Road and Huaihai Avenue, Hefei, Anhui Province, PRC

中國安徽省合肥市瑤海區淮海大道與前嶺路交叉口東南角

Southeast to the Crossroad of Huaihai Avenue and Qianling Road, Yaohai District, Hefei, Anhui Province, PRC

中國安徽省六安市清溪路與星光大道交叉口

Crossroad of Qingxi Road and Xingguang Avenue, Lu'an, Anhui Province, PRC

中國安徽省阜陽市潁州區京九路西側，清河東路南側

South to Qinghe East Road, West to Jingjiu Road, Yingzhou District, Fuyang, Anhui Province, PRC

序號	項目名稱		城市	本集團應佔權益 Interest Attributable to the Group	主要規劃用途 ⁽¹⁾ Primary Intended Use ⁽¹⁾	地盤面積 (平方米) Site Area (sq.m.)	土地成本 (人民幣萬元) Land Cost (RMB10,000)	實際/預計竣工日期 Actual/Estimated Completion Date	土地儲備 ⁽²⁾ (平方米) Land Bank ⁽²⁾ (sq.m.)
#	Project Names		City						
133	武漢清能正榮府	Wuhan Qingneng Zhenro Mansion	武漢Wuhan	32.00%	R/RE	156,500	104,800	2022/05	347,119
134	許昌芙蓉閣府	Xuchang Furongyue Mansion	許昌Xuchang	32.16%	R/RE	20,994	18,752	2021/05	16,905
中部小計 Central China Region Sub-total						177,494	123,552		364,024
135	重慶中央雲璟	Chongqing Central Jade Cloud	重慶Chongqing	20.00%	R	150,048	215,072	2025/07	195,465
西部小計 Western China Region Sub-total						150,048	215,072		195,465
136	天津正榮正興紫閣台	Tianjin Zhenro Zhengxing Pinnacle	天津Tianjin	49.95%	R/RE/S&O	18,185	181,000	2023/05	124,500
137	天津中儲正榮棟境	Tianjin Wisdom Luck Elegance Garden	天津Tianjin	14.00%	R/RE/S&O	45,511	194,300	2021/12	10,695
138	天津九和府	Tianjin Jiuhe Mansion	天津Tianjin	18.00%	R/RE	52,482	352,000	2020/12	90,278
139	濟南瓊樾	Jinan Jade Yue	濟南Jinan	50.25%	R/RE/S&O	57,785	110,996	2022/06	60,302
140	濟南正榮悅棠府	Jinan Zhenro Yuetang Garden House	濟南Jinan	24.62%	R/RE/S&O	23,013	110,996	2022/01	20,313
141	濟南玖瓏府	Jinan Jiu Long Mansion	濟南Jinan	32.84%	R/RE	101,792	108,150	2022/12	10,947
142	濟南鳳凰首府	Jinan Phoenix First Mansion	濟南Jinan	19.90%	R/RE	51,597	194,500	2022/02	10,340
143	濟南天宸	Jinan Tianchen Mansion	濟南Jinan	19.90%	R/RE	51,614	194,500	2021/10	9,876
144	濟南錦悅府	Jinan Jingyue Mansion	濟南Jinan	14.93%	R/RE	40,843	149,900	2022/01	7,509
145	濟南公園學府	Jinan Park Academy	濟南Jinan	14.93%	R/RE	46,541	149,900	2021/09	8,042
146	濟南時代領譽	Jinan Times Glory	濟南Jinan	32.84%	R/RE	84,949	168,000	2023/09	26,121
環渤海小計 Bohai Rim Region Sub-total						574,312	1,914,242		378,922
147	廈門聯發正榮臻華府	Xiamen Lianfa Zhenro Zhenhua Mansion	廈門Xiamen	49.00%	R/RE	46,551	266,000	2024/03	142,883
148	莆田聯發正榮玉湖天境	Putian Lianfa Zhenro Yuhu Sky Land	莆田Putian	37.00%	R/RE/A	22,877	60,000	2022/11	72,792
149	南昌東投正榮府	Nanchang Dongtou Zhenro Mansion	南昌Nanchang	40.00%	R/RE	50,811	80,104	2024/11	105,788
150	吉安正榮陽光城文瀾府	Ji'an Zhenro Yango Wen Lan Mansion	吉安Ji'an	48.25%	R/RE	82,468	76,324	2022/06	17,211
151	贛州正榮悅蓉府	Ganzhou Zhenro Yuerong Mansion	贛州Ganzhou	50.00%	R/RE	32,740	17,022	2022/01	10,341
152	馬尾碧桂園正榮悅江灣	Mawei Country Garden Zhenro Yue River Bay	福州Fuzhou	33.33%	R/RE	47,200	39,300	2021/05	39,664
153	福州正榮世茂棠悅山南	Fuzhou Zhenro Shimao Vesture Mountain South	福州Fuzhou	40.00%	R/RE	47,334	181,000	2022/12	160,697
154	福州陽光城保利源溪裡山	Fuzhou Yango Poly Yuanxi Garden	福州Fuzhou	20.00%	R	151,972	122,500	2019/11	102,266
海峽西岸小計 Western Taiwan Straits Region Sub-total						461,953	842,250	651,642	

項目地址

Project Address

中國湖北省武漢市黃陂區武湖街勝海大道以東、漢口北大道以北
中國河南省許昌市建安區青梅路以西宏騰路以北

North to Hankou North Avenue, East to Shenghai Avenue, Wuhu Street, Huangpo District, Wuhan, Hubei Province, PRC
North to Hongteng Road, West to Qingmei Road, Jian'an District, Xuchang, Henan Province, PRC

中國重慶市兩江新區兩路組團C分區

Section C of the two-way group in Liangjiang New District, Chongqing, China

中國天津市南開區黃河道南側

South to Huanghe Road, Nankai District, Tianjin, PRC

中國天津市河東區東興路與新闊路交叉口

Crossroad of Dongxing Road and Xinkuo Road, Hedong District, Tianjin, PRC

中國天津市紅橋區雙環路與佳寧道交叉口西北側

Northwest to the Crossroad of Shuanghuan Road and Jianing Road, Hongqiao District, Tianjin, PRC

中國山東省濟南市歷城區開源中路以北、幸福柳路以東

East to Xingfuliu Road, North to Kaiyuan Middle Road, Licheng District, Jinan, Shandong Province, PRC

中國山東省濟南市歷城區開源中路以北、幸福柳路以東

East to Xingfuliu Road, North to Kaiyuan Middle Road, Licheng District, Jinan, Shandong Province, PRC

中國山東省濟南市濰水大街以東，規劃唐王山路東延以北

North to the planned Tangwangshan Road East Extension, East to Xiushui Main Street, Jinan, Shandong Province, PRC

中國山東省濟南市歷城區開源中路以北、奧體中路以東

East to Aoti Middle Road, North to Kaiyuan Middle Road, Licheng District, Jinan, Shandong Province, PRC

中國山東省濟南市歷城區開源中路以北、奧體中路以東

East to Aoti Middle Road, North to Kaiyuan Middle Road, Licheng District, Jinan, Shandong Province, PRC

中國山東省濟南市歷城區開源中路以北、張馬大街以西

West to Zhangma Main Street, North to Kaiyuan Middle Road, Licheng District, Jinan, Shandong Province, PRC

中國山東省濟南市歷城區開源中路以北、幸福柳路以東

East to Xingfuliu Road, North to Kaiyuan Middle Road, Licheng District, Jinan, Shandong Province, PRC

中國山東省濟南市歷城區開源中路以北、幸福柳路以東

East to Xingfuliu Road, North to Kaiyuan Middle Road, Licheng District, Jinan, Shandong Province, PRC

中國福建省廈門市海滄區新景西三路與新景西二路交叉口西南側

Southwest to the Crossroad of Xinjing Xisan Road and Xinjing Xier Road, Haicang District, Xiamen, Fujian Province, PRC

中國福建省莆田市荔城區玉湖片區控規範圍內

Within the control range of Yuhu Sub-district, Licheng District, Putian, Fujian Province, PRC

中國江西省南昌市南昌縣東祥路以西、文山一路以北

North to Wenshany Road, West to Dongxiang Road, Nanchang County, Nanchang, Jiangxi Province, PRC

中國江西省吉安市吉州大道以東、市環保局新建業務用房以南、石陽路以西、韶山西路以北

North to Shaoshan West Road, West to Shiyang Road, South to New Office Building of City Environment Protection Bureau, East to Jizhou Avenue, Ji'an, Jiangxi Province, PRC

中國江西省贛州市贛南大道南側蓉江大道東側

East to Rongjiang Avenue, South to Gannan Avenue, Ganzhou, Jiangxi Province, PRC

中國福建省福州市馬尾區亭江鎮閩亭

Minting, Tingjiang Town, Mawei District, Fuzhou, Fujian Province, PRC

中國福建省福州市晉安區塔頭路與二環路交叉口西北側

Northwest corner of the Crossroad of Tarou Road and Erhuan Road, Jin'an District, Fuzhou, Fujian Province, PRC

中國福建省福州市晉安區浣溪鎮羅漢村，桂湖後壩社區地塊一

Parcel 1, Guihuohoulong Community, Luohan Village, Huanxi Town, Jin'an District, Fuzhou, Fujian Province, PRC

土地儲備 Land Bank

序號	項目名稱	城市	本集團應佔權益 Interest Attributable to the Group	主要規劃用途 ⁽¹⁾ Primary Intended Use ⁽¹⁾	地盤面積 (平方米) Site Area (sq.m.)	土地成本 (人民幣萬元) Land Cost (RMB10,000)	實際/預計竣工日期 Actual/Estimated Completion Date	土地儲備 ⁽²⁾ (平方米) Land Bank ⁽²⁾ (sq.m.)
#	Project Names	City						
155	佛山正榮力高觀山府 Foshan Zhenro Redco Guanshan Mansion	佛山 Foshan	46.56%	R/RE	51,714	103,700	2024/01	199,597
珠三角小計 Pearl River Delta Region Sub-total				51,714	103,700		199,597	
本集團合營企業及聯營公司開發的土地儲備小計 Sub-total of Land Bank Developed by the Group's Joint Ventures and Associated Companies				2,996,014	5,874,291		3,839,442	
總計 Total					10,685,168	17,376,533		12,982,652

項目地址

Project Address

中國廣東省佛山市西樵新城區樵金路與崇民東路東南側

Southeast to Qiaojin Road and Chongmin Road, Xiqiao New District, Foshan, Guangdong Province, PRC

附註：

Note:

(1) R：住宅；RE：零售；S:SOHO；O：辦公室；
A：配套

(1) R: Residential; RE: Retail; S: SOHO; O: Office; A: Ancillary

(2) 本集團土地儲備的總建築面積包括(i)已竣工物業可供出售建築面積及可出租建築面積，(ii)開發中物業的建築面積及(iii)持作未來開發物業的建築面積。

(2) Total GFA of the Group's land bank includes (i) total GFA available for sale and total leasable GFA for completed properties, (ii) total GFA for properties under development and (iii) total GFA for properties held for future development.

董事及高級管理層履歷

Biographies of the Directors and Senior Management

於本年報批准日期，本公司董事及高級管理層的簡歷如下：

董事

執行董事

劉偉亮先生，39歲，於二零二零年六月八日獲委任為執行董事。彼於二零二一年三月二十六日至二零二三年一月十九日期間擔任董事會副主席，及自二零二三年一月二十日起獲調任為主席。劉先生擁有逾十六年房地產行業經驗。彼於二零零七年在長沙理工大學取得工程管理學士學位。

劉先生於二零一六年六月加入本集團，先後擔任多個重要職位，包括：(i)自二零一六年六月至二零一七年八月擔任正榮(長沙)置業有限公司副總經理兼正榮地產控股有限公司(「正榮地產控股」)宜春項目的項目經理；(ii)自二零一七年八月至二零一九年五月擔任正榮地產控股戰略投資中心併購部總經理及其後擔任戰略投資中心總經理；(iii)自二零一九年五月至二零二一年一月擔任正榮地產控股副總裁；及(iv)自二零一九年十一月至二零二三年六月於正榮地產控股擔任董事。

自二零一八年十一月至今，劉先生亦於正榮集團有限公司(前稱福建正榮集團有限公司)(「正榮集團公司」)擔任多個職務，相繼擔任戰略運營中心副總經理、人力部總經理、總裁助理、常務副總裁及總裁。於二零二二年十一月，劉先生獲委任為正榮服務集團有限公司(「正榮服務」)(香港聯合交易所有限公司(「聯交所」)主板上市公司，股份代號：06958)的非執行董事，其後於二零二三年一月獲委任為正榮服務董事會主席。加入本集團之前，劉先生在中國的若干地產公司任職，包括(i)二零零八年七月至二零一二年五月先後在恒大地產長沙置業公司擔任開發經理及郴州置業公司擔任副總經理；及(ii)二零一二年五月至二零一六年六月在合能地產長沙置業公司擔任副總經理。

Set out below are biographical details of directors and senior management of the Company as at the date of approval of this annual report:

DIRECTORS

Executive Directors

Mr. LIU Weiliang (劉偉亮), aged 39, was appointed as an executive Director on 8 June 2020. He served as the vice-chairman of the Board during the period from 26 March 2021 to 19 January 2023 and was re-designated as the Chairman with effect from 20 January 2023. Mr. LIU has over 16 years of experience in the real estate industry. He obtained a bachelor's degree in engineering management from Changsha University of Science & Technology in 2007.

Mr. LIU joined the Group in June 2016 and has held various key positions successively, including: (i) the deputy general manager of Zhenro (Changsha) Real Estate Co., Ltd. (正榮(長沙)置業有限公司) and the project manager for Yichun project of Zhenro Properties Holdings Company Limited* (正榮地產控股有限公司) (“Zhenro Properties Holdings”) from June 2016 to August 2017; (ii) the general manager of the merger department of the strategic investment centre and subsequently the general manager of the strategic investment centre of Zhenro Properties Holdings from August 2017 to May 2019; (iii) the vice president of Zhenro Properties Holdings from May 2019 to January 2021; and (iv) a director of Zhenro Properties Holdings from November 2019 to June 2023.

Mr. LIU has also held several positions in Zhenro Group Co., Ltd. (正榮集團有限公司) (formerly known as Fujian Zhenro Group Co., Ltd. (福建正榮集團有限公司)) (“Zhenro Group Company”) since November 2018. He served successively as the deputy general manager of the strategic operation centre, the general manager of the human resources department, the assistant to the chief executive officer, the executive vice president and the president. In November 2022, Mr. LIU was appointed as a non-executive director of Zhenro Services Group Limited (“Zhenro Services”) (a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), stock code: 06958) and he was then appointed as the chairman of the board of directors of Zhenro Services in January 2023. Before joining the Group, Mr. LIU worked in several real estate companies in the PRC, including (i) the development manager of Evergrande Properties Changsha Real Estate Co., Ltd. (恒大地產長沙置業公司) and the deputy general manager of Chenzhou Real Estate Co., Ltd. (郴州置業公司) successively from July 2008 to May 2012; and (ii) the deputy general manager of Heneng Properties Changsha Real Estate Co., Ltd. (合能地產長沙置業公司) from May 2012 to June 2016.

李洋先生，38歲，於二零二一年三月二十六日獲委任為執行董事兼本公司常務副總裁，及自二零二二年九月十三日起獲委任為本公司行政總裁。李先生主要負責本集團日常營運的全面管理。彼擁有逾十一年房地產行業經驗。李先生於二零零八年七月獲得安徽工程大學（前稱安徽工程科技學院）文學學士學位，並於二零一一年七月獲得安徽大學文學碩士學位。

李先生於二零一八年四月加入本集團，先後擔任多個重要職務，包括：(i)自二零一八年四月至二零一九年七月先後擔任合肥區域常務副總經理、總經理及鄭州區域總經理；(ii)自二零一九年七月至二零二一年一月先後擔任正榮地產控股總裁助理及副總裁；(iii)自二零二一年一月至二零二二年六月擔任正榮地產控股董事兼常務副總裁；(iv)自二零二二年六月起擔任正榮地產控股總裁；及(v)自二零二一年四月至二零二三年六月擔任正榮地產控股董事。自二零一九年七月起，李先生先後分管設計、運營、投資、銷售及營銷、人力資源及行政、法務及審計等多個職能部門。加入本集團前，李先生在和昌集團有限公司擔任多個職務，包括(i)於二零一一年七月至二零一七年八月先後擔任合肥公司總經理及華東區域總裁助理；及(ii)於二零一七年八月至二零一八年四月擔任華南區域運營副總裁。

非執行董事

歐國偉先生，35歲，於二零一七年九月二十日獲委任為非執行董事。彼為本公司控股股東歐宗榮先生的兒子。歐先生主要負責對本集團的營運及管理提供具戰略意義的意見及建議。彼於中國房地產行業擁有逾13年經驗。歐先生於二零一零年二月畢業於上海交通大學，主修國際經濟與貿易，取得經濟學學士學位。

Mr. LI Yang (李洋), aged 38, was appointed as the executive Director and the executive vice president of the Company on 26 March 2021 and has been appointed as the chief executive officer of the Company with effect from 13 September 2022. Mr. LI is mainly responsible for the overall management of the day-to-day operations of the Group. He has over 11 years of experience in the real estate industry. Mr. LI obtained a bachelor's degree in arts from Anhui Polytechnic University (formerly known as Anhui Institute of Engineering and Technology (安徽工程科技學院)) in July 2008 and obtained a master's degree in arts from Anhui University in July 2011.

Mr. LI joined the Group in April 2018, and has held various key positions successively, including: (i) the regional executive deputy general manager and general manager in the Hefei region, and regional general manager in the Zhengzhou region successively from April 2018 to July 2019; (ii) the assistant to the chief executive officer and vice president of Zhenro Properties Holdings successively from July 2019 to January 2021; and (iii) a director and the executive vice president of Zhenro Properties Holdings from January 2021 to June 2022, (iv) the president of Zhenro Properties Holdings since June 2022 and (v) a director of Zhenro Properties Holdings from April 2021 to June 2023. From July 2019, Mr. LI has been responsible for the management of various functional departments successively, including design, operation, investment, sales and marketing, human resources and administration, legal and audit. Before joining the Group, Mr. LI served in various roles in H-Change Group (和昌集團有限公司), including: (i) a general manager of the Hefei company and an assistant to the president of Eastern China region successively from July 2011 to August 2017; and (ii) the operation vice president of the Southern China region from August 2017 to April 2018.

Non-executive Director

Mr. OU Guowei (歐國偉), aged 35, was appointed as the non-executive Director on 20 September 2017. He is the son of Mr. OU Zongrong, the Company's controlling shareholder. Mr. OU is primarily responsible for providing strategic advice and recommendations on the operations and management of the Group. He has over 13 years of experience in the PRC real estate industry. Mr. OU graduated from Shanghai Jiao Tong University (上海交通大學) in February 2010, with a bachelor's degree in economics majoring in international economics and trade.

加入本公司之前，歐先生於南昌正榮(新加坡)置業有限公司任職多個職務，包括二零零九年十月至二零一一年十一月為人力資源總監、二零一一年十二月至二零一三年二月為總經理及二零一三年三月至二零一四年二月為董事會董事長。二零一三年三月至二零一六年三月，彼亦為正榮集團公司總裁助理，及自二零一五年十二月至二零二三年六月，彼為正榮地產控股的非執行董事。歐先生亦為上海市福建商會副會長。

獨立非執行董事

陸海林博士，74歲，於二零一七年十二月十五日獲委任為獨立非執行董事。彼為本公司審核委員會之主席。陸博士主要負責對本集團的營運及管理提供獨立意見，彼在上市及非上市公司的會計及審計工作、企業管治、財務顧問及企業管理方面擁有逾43年工作經驗。陸博士擁有馬來西亞科技大學工商管理碩士學位及南澳洲大學工商管理博士學位。彼為英格蘭及威爾斯特許會計師學會、香港會計師公會及香港公司治理公會(前稱香港特許秘書公會)的資深會員。陸博士亦為香港獨立非執行董事協會永久會員。

除本公司的董事職務外，陸博士亦於以下股份於聯交所上市的公司出任獨立非執行董事，包括Hang Sang (Siu Po) International Holding Company Limited及美力時集團有限公司，且陸博士亦為銳信控股有限公司(前稱飛毛腿集團有限公司)非執行董事。

Before joining the Company, Mr. OU served various positions in Nanchang Zhenro (Singapore) Real Estate Co., Ltd. (南昌正榮(新加坡)置業有限公司), including the chief officer of human resources from October 2009 till November 2011, the general manager from December 2011 till February 2013 and the chairman of the board of directors from March 2013 till February 2014. He also served as the assistant to the chief executive officer of Zhenro Group Company from March 2013 to March 2016 and was a non-executive director of Zhenro Properties Holdings from December 2015 to June 2023. Mr. OU is also the vice president of Fujian Association of Commerce in Shanghai (上海市福建商會).

Independent Non-executive Directors

Dr. LOKE Yu (alias LOKE Hoi Lam, 陸海林), aged 74, was appointed as an independent non-executive Director on 15 December 2017. He is the chairman of the audit committee of the Company. Dr. LOKE is primarily responsible for providing independent advice on the operations and management of the Group. He has over 43 years of working experience in accounting and auditing for listed and unlisted companies, corporate governance, financial consultancy and corporate management. Dr. LOKE holds a Master of Business Administration degree from Universiti Teknologi Malaysia and a Doctor of Business Administration degree from University of South Australia. He is a fellow of The Institute of Chartered Accountants in England and Wales, Hong Kong Institute of Certified Public Accountants and The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries). Dr. LOKE is also a life member of The Hong Kong Independent Non-Executive Director Association.

In addition to his directorship in the Company, Dr. LOKE also serves as an independent non-executive director of the following companies whose shares are listed on the Stock Exchange: Hang Sang (Siu Po) International Holding Company Limited and Matrix Holdings Limited, and Dr. LOKE is also a non-executive director of Veson Holdings Limited (formerly known as SCUD Group Limited).

於緊接本年報批准日期前的三年內，陸博士曾於以下期間出任以下股份於聯交所上市／曾於聯交所上市及隨後從聯交所除牌的公司之獨立非執行董事：二零一零年六月至二零二一年十二月－齊合環保集團有限公司；二零零五年五月至二零二二年五月－瘋狂體育集團有限公司（前稱第一視頻集團有限公司）；二零一六年四月至二零二二年九月－時代環球集團控股有限公司（前稱申基國際控股有限公司）；二零一八年八月至二零二三年二月－捷利交易寶金融科技有限公司；二零零九年六月至二零二一年六月－眾安集團有限公司（前稱眾安房產有限公司）；二零一二年十二月至二零二三年六月－天津發展控股有限公司；二零一八年六月至二零二三年十一月－中華銀科技控股有限公司（前稱達進東方照明控股有限公司）及二零一七年五月至二零二四年二月－香港資源控股有限公司。陸博士因違反上市規則第3.08條及向聯交所提交的上市規則附錄五B表格所作出的聲明及承諾，即在其擔任香港資源控股有限公司董事期間應盡力遵守上市規則，並盡力促使香港資源控股有限公司就其放貸業務遵守上市規則，而被聯交所上市委員會公開譴責。詳情請參閱本公司日期為二零二三年十二月五日的公告。

王傳序先生，53歲，於二零一七年十二月十五日獲委任為獨立非執行董事。彼主要負責為本集團的營運及管理提供獨立意見。王先生於中國金融業及向上市公司提供秘書及公司服務方面擁有逾20年經驗。彼於一九九四年七月在中國華東理工大學主修工業造型設計，取得工程學士學位，並於一九九八年七月在中國華東師範大學主修政治經濟學，取得經濟學碩士學位。王先生於一九九九年十二月獲中國證券監督管理委員會授予證券投資諮詢資格。於二零零八年十一月，彼亦取得深圳證券交易所發出的上市公司董事會秘書證書。

During the three years immediately preceding the date of approval of this annual report, Dr. LOKE was an independent non-executive director of the following companies whose shares are listed on/were listed on and subsequently delisted from the Stock Exchange: Chiho Environmental Group Limited from June 2010 to December 2021, Crazy Sports Group Limited (formerly known as V1 Group Limited) from May 2005 to May 2022, Times Universal Group Holdings Limited (formerly known as Forebase International Holdings Limited) from April 2016 to September 2022, TradeGo Fintech Limited from August 2018 to February 2023, Zhong An Group Limited (formerly known as Zhong An Real Estate Limited) from June 2009 to June 2021, Tianjin Development Holdings Limited from December 2012 to June 2023, China Silver Technology Holdings Limited (formerly known as TC Orient Lighting Holdings Limited) from June 2018 to November 2023 and Hong Kong Resources Holdings Company Limited from May 2017 to February 2014. Dr. Loke was publicly censured by the Listing Committee of the Stock Exchange for breaching Rule 3.08 of the Listing Rules and his declaration and undertaking given to the Stock Exchange in the form set out in Appendix 5B to the Listing Rules to comply with the Listing Rules to the best of his ability and to use his best endeavours to procure the compliance with the Listing Rules by Hong Kong Resources Holdings Company Limited in respect of its money lending business during his tenure of directorship in Hong Kong Resources Holdings Company Limited. For details, please refer to the announcement of the Company dated 5 December 2023.

Mr. WANG Chuanxu (王傳序), aged 53, was appointed as an independent non-executive Director on 15 December 2017. He is primarily responsible for providing independent advice on the operations and management of the Group. Mr. WANG has over 20 years of experience in the finance industry and providing secretarial and corporate service to listed companies in the PRC. He obtained his bachelor's degree in engineering majoring in industrial moulding design from East China University of Science and Technology (華東理工大學) in the PRC in July 1994 and his master's degree in economics majoring in political economics from East China Normal University (華東師範大學) in the PRC in July 1998. Mr. WANG was granted the qualification of securities investment consulting by China Securities Regulatory Commission in December 1999. He also obtained the certificate of secretary to the board of directors of listed companies issued by Shenzhen Stock Exchange in November 2008.

王先生曾擔任多家上市公司的若干職務，包括：自一九九八年六月至二零零七年五月擔任興業證券股份有限公司（上海證券交易所上市公司，股份代號：601377.SH）研究員，隨後擔任投資銀行部高級經理；自二零零七年五月至二零零八年十二月擔任國金證券股份有限公司（上海證券交易所上市公司，股份代號：600109.SH）投資銀行部業務董事；自二零零八年十二月至二零一一年九月擔任福建中福實業股份有限公司（現稱中福海峽（平潭）發展股份有限公司）（深圳證券交易所上市公司，股份代號：000592.SZ）副總經理及董事會秘書等多個職務；自二零一一年十一月至二零一四年四月擔任泰禾集團股份有限公司（深圳證券交易所上市公司，股份代號：000732.SZ）副總經理及董事會秘書；及自二零一四年七月至二零一五年三月擔任上海大名城企業股份有限公司（上海證券交易所上市公司，股份代號：600094.SH）副總經理。

自二零一五年八月至二零二零年八月，王先生擔任上海渡微軟件有限公司執行董事；自二零二零年八月起，彼擔任南京市司渡信息科技有限公司顧問及自二零二一年十二月起擔任上海渡微諮詢管理有限公司執行董事。

謝駿先生，45歲，於二零二二年九月十三日獲委任為獨立非執行董事。謝先生在資本市場、房地產行業、跨境投融資業務、跨國企業、大型國企、民企及高淨值個人的資產管理方面擁有近20年的豐富經驗。謝先生擁有英國赫特福德大學工商管理碩士學位。彼獲香港證券及期貨事務監察委員會授予牌照，就證券及期貨條例（香港法例第571章）（「證券及期貨條例」）第1類（證券交易）、第4類（就證券提供意見）及第9類（提供資產管理）受規管活動擔任克而瑞證券有限公司的負責人員。彼亦獲中國證券業協會授予中國證券業務執業資格及獲中國銀行業協會授予中國銀行從業資格，並且分別通過中國證券監督管理委員會及中國銀保監會認可的高級管理人員資格測試。

Mr. WANG had held several positions in a number of listed companies, including being: a researcher and then the senior manager of investment banking of Industrial Securities Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 601377.SH) from June 1998 to May 2007, a business director of investment banking department of Sinolink Securities Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 600109.SH) from May 2007 to December 2008, the vice general manager, the secretary to the board of directors and other positions of Fujian Zhongfu Industries Co., Ltd. (currently known as Zhongfu Straits (Pingtan) Development Company Limited) (a company listed on the Shenzhen Stock Exchange, stock code: 000592.SZ) from December 2008 to September 2011, the vice general manager and the secretary to the board of Thaihot Group Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 000732.SZ) from November 2011 to April 2014 and the vice general manager of Greattown Holdings Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 600094.SH) from July 2014 to March 2015.

Mr. WANG served as an executive director of Shanghai NextDV Software Company Limited (上海渡微軟件有限公司) from August 2015 to August 2020. He has served as a consultant of Nanjing Sidu Information Technology Co., Ltd. (南京市司渡信息科技有限公司) since August 2020 and as an executive director of Shanghai Duwei Consulting Management Co., Ltd. (上海渡微諮詢管理有限公司) since December 2021.

Mr. XIE Jun (謝駿), aged 45, was appointed as an independent non-executive Director on 13 September 2022. Mr. XIE has nearly 20 years of extensive experience in the capital markets, real estate industry, cross-border investment and financing business, multinational enterprises, large state-owned enterprises, private enterprises and asset management for high-net-worth individuals. Mr. XIE holds a master's degree in business administration from the University of Hertfordshire, United Kingdom. He is licensed by the Securities and Futures Commission of Hong Kong as a responsible officer of CRIC Securities Company Limited in relation to Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO"). He was also granted Certification of Securities Professional in China by Securities Association of China and Certification of China Banking Professional by China Banking Association, and passed the Senior Management Qualification Tests approved by China Securities Regulatory Commission and China Banking Insurance Regulatory Commission, respectively.

於緊接本年報批准日期前的三年內，謝先生曾於二零二三年九月至二零二四年二月出任上坤地產集團有限公司（一家於聯交所上市之公司）的獨立非執行董事）。

謝先生自二零一九年一月起擔任克而瑞證券有限公司（一家香港證券及期貨條例下的持牌法團）的首席執行官及自二零二一年六月起擔任日本株式會社Snow Park Resort董事長。彼曾擔任多家公司的管理職務，包括：自二零一九年六月至二零二二年六月先後擔任日本Leading證券株式會社的董事和董事長；自二零一六年一月至二零一八年十二月擔任西部證券股份有限公司（深圳證券交易所上市公司，股份代號：002673.SZ）國際業務部總經理；自二零一一年十一月至二零一五年十二月擔任法國巴黎銀行（中國）有限公司資產及財富管理總經理；自二零零七年六月至二零一一年十一月擔任瑞士信貸銀行股份有限公司上海分行資產及財富管理總經理；及自二零零四年四月至二零零七年六月擔任滙豐銀行（中國）有限公司上海香港廣場支行副行長。

高級管理層

聯席公司秘書

陳競德先生，本公司財務總監及聯席公司秘書，於二零二二年九月加入本公司。彼擁有逾22年資本市場、財務管理、企業融資、上市規則合規工作以及企業管治方面的經驗。彼於二零零二年畢業於香港理工大學並取得主修會計學學士學位，及於二零二一年畢業於香港中文大學並取得高級行政人員工商管理學碩士學位。彼現為英國特許公認會計師公會的資深會員以及香港會計師公會會員。在加入本公司前，陳競德先生曾任職於多家上市公司及國際會計師事務所。

During the three years immediately preceding the date of approval of this annual report, Mr. XIE was an independent non-executive director of Sunkwan Properties Group Limited (a company listed on the Stock Exchange) from September 2023 to February 2024.

Mr. XIE has been the chief executive officer of CRIC Securities Company Limited, a licensed corporation under the SFO in Hong Kong, since January 2019 and has been the chairman of Snow Park Resort Japan Company Limited since June 2021. He had held several management positions in a number of companies, including being: a director and the chairman of Leading Securities Company Limited of Japan from June 2019 to June 2022; the general manager of the international business department of Western Securities Company Limited (a company listed on the Shenzhen Stock Exchange, stock code: 002673.SZ) from January 2016 to December 2018; the general manager of asset and wealth management of BNP Paribas (China) Limited from November 2011 to December 2015; the general manager of asset and wealth management of Credit Suisse AG Shanghai Branch from June 2007 to November 2011; and the vice president of Shanghai Hong Kong Plaza Sub-branch of HSBC Bank (China) Company Limited from April 2004 to June 2007.

SENIOR MANAGEMENT

Joint Company Secretaries

Mr. CHAN King Tak (陳競德), the chief financial officer and joint company secretary of the Company, joined the Company in September 2022. He has over 22 years of experience in capital markets, financial management, corporate finance, compliance with the Listing Rules and corporate governance. He graduated from The Hong Kong Polytechnic University with a bachelor's degree majoring in Accountancy in 2002, and graduated from The Chinese University of Hong Kong with an executive master's degree in business administration in 2021. He is currently a fellow member of Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants. Prior to joining the Company, Mr. CHAN worked in several listed companies and an international accounting firm.

鄭燕萍女士，本公司聯席公司秘書，為方圓企業服務集團(香港)有限公司之總監。彼持有香港理工大學會計學學士學位。彼為香港公司治理公會(前稱香港特許秘書公會)及特許公司治理公會(前稱特許秘書及行政人員協會)的資深會員。鄭女士於向諸多私營及上市公司提供公司秘書及合規服務方面擁有豐富經驗。彼目前擔任多家聯交所上市公司的具名公司秘書或聯席公司秘書。

Ms. KWONG Yin Ping, Yvonne (鄭燕萍), the joint company secretary of the Company. She is a vice president of SWCS Corporate Services Group (Hong Kong) Limited. She holds a bachelor's degree in accountancy from the Hong Kong Polytechnic University and is a fellow of The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries) and The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators). Ms. KWONG has extensive experience in providing company secretarial and compliance services to numerous private and listed companies. She is currently the named company secretary or joint company secretary of several companies listed on the Stock Exchange.

主要業務

本公司是一家投資控股公司。本集團主要業務為房地產開發及物業租賃。

業務回顧

一般事項

有關本集團年內業務的回顧與對本集團未來業務發展的論述分別載於本年報的主席報告及管理層討論及分析章節內。有關採用財務關鍵表現指標對本集團年內的表現作出的分析載於本年報管理層討論及分析章節內。除本年報「管理層討論及分析－期後事件」一節所披露者外，於截至二零二三年十二月三十一日止財政年度結束後直至本年報批准日期，本集團並無任何重大事項。

主要風險及不確定因素

本集團面臨的主要風險及不確定因素包括(i)按商業可接受價格在合適地點購得發展用途的土地儲備方面的不確定性；(ii)擴張業務至新地域的不確定性；(iii)取得購置土地及未來發展所需充裕資金的不確定性；(iv)地產項目盈利能力波動相關的風險；(v)取得行政證書相關的風險；(vi)中國房地產市場表現相關的風險；(vii)中國房地產行業的政府政策及法規相關的風險；及(viii)原材料價格及勞工成本上升相關的風險。

本集團的財務風險主要包括外匯匯率風險、利率風險、信用風險及流動性風險。該等財務風險以及本集團所使用的相關風險管理政策及常規於本年報綜合財務報表附註43「財務風險管理目標及政策」中論述。

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of the Group are property development and property leasing.

BUSINESS REVIEW

General

A review of the business of the Group during the year and a discussion on the Group's future business development are set out in the Chairman's Statement, as well as the Management Discussion and Analysis sections, respectively, of this annual report. An analysis of the Group's performance during the year using financial key performance indicators is set out in the Management Discussion and Analysis section of this annual report. Save as disclosed in the section headed "Management Discussion and Analysis – Subsequent Events" in this annual report, the Group has no significant events after the end of the financial year ended 31 December 2023 and up to the date of approval of this annual report.

Principal Risks and Uncertainties

Principal risks and uncertainties the Group faces include (i) uncertainty as to the acquiring of land reserves for development in desirable locations at commercially acceptable prices; (ii) uncertainty as to business expansion into new geographic locations; (iii) uncertainty as to obtaining sufficient funding for land acquisitions and future developments; (iv) risks related to the fluctuation of profitability of property projects; (v) risks related to obtaining administrative certificates; (vi) risks related to the performance of the PRC property markets; (vii) risks related to the government policies and regulations regarding the PRC property industry; and (viii) risks related to the increasing raw materials price and labour costs.

The financial risks of the Group mainly include foreign exchange rate risk, interest rate risk, credit risk and liquidity risk. These financial risks, and the related risk management policies and practices used by the Group are discussed in note 43 headed "Financial Risk Management Objectives and Policies" to the consolidated financial statements of this annual report.

環境政策及表現

促進可持續發展及有利保護的環境是本集團的企業及社會責任，且本集團致力盡可能減低其環境影響，並遵守適用環保法律及法規。本集團為遵守適用環保法律及法規而採取的措施包括：(i)嚴格選聘建築承包商並對其施工過程進行監督；(ii)在項目竣工後及時申請相關政府部門的檢測；及(iii)積極採用環保設備及設計。本集團亦會在環境保護方面採取自願行動，並在設計物業項目時優先考慮節能減排。

於二零二三年度，本集團的物業並無收到任何與違反任何環保法律或法規有關的重大罰款或處罰。

本集團的二零二三年環境、社會及管治報告將與本年報同日另行刊發。

遵守法律及法規

本集團繼續保持更新及遵守適用的相關法律及法規規定，以確保合規。本集團已在所有重大方面遵守所有相關法律及法規並已從相關監管機關取得所有適用的重要執照、批准及許可證。

與僱員的關係

本集團相信，重視企業文化的優質僱員，是促進本集團可持續發展的必要元素。本集團擬通過各種激勵措施，包括培訓課程、具競爭力的薪酬待遇以及有效的激勵制度，以吸引及挽留有技能和才幹的僱員。有關本集團僱員及員工成本及薪酬政策的詳情，請參閱「董事會報告書－僱員及薪酬政策」一節。

Environmental Policies and Performance

It is the Group's corporate and social responsibility in promoting a sustainable and environmental friendly environment, and the Group strives to minimize its environmental impact and comply with the applicable environmental laws and regulations. The measures the Group takes to ensure its compliance with the applicable environmental laws and regulations include: (i) strictly selecting construction contractors and supervising the process of construction; (ii) applying for review by the relevant government authorities in a timely manner after the project is completed; and (iii) actively adopting environmentally friendly equipment and designs. The Group also takes voluntary actions with respect to environmental protection and makes energy conservation and emission reduction as primary considerations when designing its property projects.

None of the Group's properties had received any material fines or penalties associated with the breach of any environmental laws or regulations during Year 2023.

The Group's 2023 Environmental, Social and Governance Report shall be published separately on the same date as this annual report.

Compliance with Laws and Regulations

The Group continues to keep itself updated over the requirement of the relevant laws and regulations applicable to it to ensure compliance. The Group had complied with all relevant laws and regulations in all material aspects and has obtained all applicable material licenses, approvals and permits from relevant regulatory authorities.

Relationship with Employees

The Group believes high-quality employees who value its corporate culture are essential elements to promote the Group's sustainable growth. The Group intends to attract and retain skilled and talented employees through various initiatives, including training programs, competitive compensation packages and effective incentive system. For details regarding employees and staff costs and the emolument policy of the Group, please refer to the section headed "Directors' Report – Employees and Remuneration Policy".

與供應商的關係

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

與客戶的關係

客戶對本集團服務和產品的滿意度對業務及回報產生深遠的影響。本集團專業的銷售團隊與客戶及潛在客戶不斷的溝通，發現及創造客戶需要並最終協助客戶在知情的基礎上作出決策。把握市場走勢同時識別客戶痛點對本集團及時調整經營策略以適應市場需求至關重要。有關本集團主要客戶的詳情，請參閱「董事會報告書－主要客戶及供應商」一節。

財務報表

本集團二零二三年度的業績及本集團於該日的財務狀況載於財務報表第98至275頁。

末期股息

董事會不建議派發二零二三年度末期股息(二零二二年度：無)。於二零二三年十二月三十一日，概無本公司股東放棄或同意放棄任何股息的安排。

Relationship with Suppliers

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

Relationship with Customers

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

FINANCIAL STATEMENTS

The results of the Group for Year 2023 and the state of the Group's financial position as at that date are set out in the financial statements on pages 98 to 275.

FINAL DIVIDEND

The Board does not recommend the payment of final dividend for Year 2023 (Year 2022: Nil). As at 31 December 2023, there was no arrangement under which a shareholder of the Company had waived or agreed to waive any dividends.

股東週年大會及暫停辦理股份過戶登記

本公司的股東週年大會（「股東週年大會」）將於二零二四年六月十四日（星期五）召開，而召開股東週年大會之通告將於本公司網站及聯交所網站刊發，並於適當時候按上市規則的要求寄發予本公司股東。為釐定出席股東週年大會及於會上投票的資格，本公司將於二零二四年六月十一日（星期二）至二零二四年六月十四日（星期五）期間（首尾兩日包括在內）暫停辦理股東登記，期內將不會辦理任何本公司股份過戶登記。為符合資格出席將於二零二四年六月十四日（星期五）舉行的應屆股東週年大會及於會上投票，所有股份過戶文件連同相關股票必須於二零二四年六月七日（星期五）下午四時三十分（香港時間）前，送達本公司的香港證券登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。

儲備

本集團於二零二三年度的儲備變動載於綜合權益變動表。

物業、廠房及設備

本集團及本公司於二零二三年度的物業、廠房及設備變動載於財務報表附註13。

附屬公司

本公司主要附屬公司於二零二三年十二月三十一日的詳情載於綜合財務報表附註1。

捐款

本集團於二零二三年度作出的捐款合共約人民幣0.5百萬元。

財務概要

本集團過去五個財政年度的業績及資產及負債摘要載於本年報第276頁。

ANNUAL GENERAL MEETING AND CLOSURE OF REGISTER OF MEMBERS

The annual general meeting of the Company (the "AGM") will be held on Friday, 14 June 2024. A notice convening the AGM will be published on the Company's website and the Stock Exchange's website and dispatched to the shareholders of the Company in accordance with the requirements of the Listing Rules in due course. For the purpose of determination of eligibility to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 11 June 2024 to Friday, 14 June 2024 (both days inclusive), during which period no transfer of shares of the Company will be effected. In order to be entitled to attend and vote at the forthcoming AGM to be held on Friday, 14 June 2024, all transfer of shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch 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 4:30 p.m. (Hong Kong time) on Friday, 7 June 2024.

RESERVES

Changes to the reserves of the Group during Year 2023 are set out in the consolidated statement of changes in equity.

PROPERTY, PLANT AND EQUIPMENT

Changes to the property, plant and equipment of the Group and the Company during Year 2023 are set out in Note 13 to the financial statements.

SUBSIDIARIES

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

DONATIONS

Donations made by the Group during Year 2023 amounted to approximately RMB0.5 million.

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 276 of this annual report.

購買、出售及贖回本集團上市證券

除本年報所披露外，於二零二三年度，概無本公司及其附屬公司購買、出售或贖回本集團任何上市證券。

董事

於二零二三年度及直至本年報批准日期，董事如下：

董事姓名

Directors Name

黃仙枝先生

Mr. HUANG Xianzhi

劉偉亮先生

Mr. LIU Weiliang

李洋先生

Mr. LI Yang

歐國偉先生

Mr. OU Guowei

陸海林博士

Dr. LOKE Yu (alias LOKE Hoi Lam)

王傳序先生

Mr. WANG Chuanxu

謝駿先生

Mr. XIE Jun

根據本公司的組織章程細則，李洋先生及王傳序先生將於應屆股東週年大會上輪值退任，且彼等符合資格及願意膺選連任。

PURCHASE, SALE AND REDEMPTION OF THE GROUP'S LISTED SECURITIES

Saved as disclosed in this annual report, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the listed securities of the Group during Year 2023.

DIRECTORS

The Directors during Year 2023 and up to the date of approval of this annual report were:

職位

Position

執行董事及董事會主席(自二零二三年一月二十日起辭任執行董事及董事會主席)

Executive Director and chairman of the Board (resigned as an executive Director and chairman of the Board with effect from 20 January 2023)

執行董事兼董事會副主席(自二零二三年一月二十日起由董事會副主席調任至董事會主席)

Executive Director and vice chairman of the Board (re-designated from vice chairman of the Board to chairman of the Board with effect from 20 January 2023)

執行董事、行政總裁兼常務副總裁

Executive Director, chief executive officer and executive vice president

非執行董事

Non-executive Director

獨立非執行董事

Independent non-executive Director

獨立非執行董事

Independent non-executive Director

獨立非執行董事

Independent non-executive Director

In accordance with the articles of association of the Company, Mr. LI Yang and Mr. WANG Chuanxu shall retire by rotation at the forthcoming AGM and being eligible, offer themselves for re-election.

李洋先生和王傳序先生概無與本公司或其任何附屬公司訂立於一年內不可在不予賠款(一般法定責任除外)的情況下終止尚未屆滿的服務合同。

董事及本公司高級管理層的履歷載於本年報「董事及高級管理層履歷」一節。

董事於重大交易、安排及共同的權益

除財務報表附註40所披露的關聯方交易及本董事會報告書「持續關連交易」一節所披露的持續關連交易外，本公司或其任何附屬公司在年末或於二零二三年度內任何時間，概無訂立任何董事直接或間接擁有重大權益且存續的重大交易、安排或合同。

控股股東於重大合約的權益

除本董事會報告書中「持續關連交易」一節所披露的持續關連交易外，於二零二三年度，本公司或其任何附屬公司與本公司或其任何附屬公司的任何控股股東概無訂立其他重大合約，亦無就控股股東或其任何附屬公司向本公司或其任何附屬公司提供服務而訂立其他重大合約。

None of Mr. LI Yang and Mr. Wang Chuanxu has an unexpired service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than under normal statutory obligations.

The biographical details of the Directors and senior management of the Company are set out in the section headed “Biographies of the Directors and Senior Management” section in this annual report.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS OF SIGNIFICANCE

Save as the related party transactions as disclosed in Note 40 to the financial statements and the continuing connected transactions as disclosed in the section headed “Continuing Connected Transactions” in this Directors' Report, no transactions, arrangements or contracts of significance to which the Company or any of its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during Year 2023.

CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save for the continuing connected transactions as disclosed in the section headed “Continuing Connected Transactions” in this Directors' Report, there was no other contract of significance between the Company or any of its subsidiaries and any controlling shareholder of the Company or any of its subsidiaries, nor other contract of significance for the provision of services to the Company or any of its subsidiaries by a controlling shareholder or any of its subsidiaries during Year 2023.

董事及最高行政人員於本公司或其相聯法團的股份、相關股份及債權證的權益及淡倉

於二零二三年十二月三十一日，董事或本公司最高行政人員於本公司或其相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中擁有根據證券及期貨條例第352條規定本公司須存置的登記冊所記錄，或根據上市規則附錄C3所載之「上市發行人董事進行證券交易的標準守則」（「標準守則」）須知會本公司及聯交所的權益或淡倉如下：

於本公司股份或相關股份中的權益

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

As at 31 December 2023, the interests and short positions of the Directors or the chief executive of the Company in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO or as notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules (the "Model Code") were as follows:

Interest in the Shares or underlying Shares of the Company

董事／最高行政人員姓名 Name of Director/Chief Executive	本集團成員公司／ 相聯法團名稱 Name of Group member/ associated corporation	身份／權益性質 ⁽¹⁾ Capacity/ Nature of interest ⁽¹⁾	股份數目 Number of Shares	佔本公司股權 概約百分比 Approximate percentage of shareholding in the Company
歐國偉先生 Mr. OU Guowei	本公司 The Company	受控法團權益 ⁽³⁾ Interest in controlled corporation ⁽³⁾	217,140,000 ⁽²⁾	4.97%

附註：

- (1) 所列全部權益均為好倉。
- (2) 該等217,140,000股股份全部由Warm Shine Limited持有。
- (3) 歐國偉先生為Warm Shine Limited的唯一合法及實益擁有人，且根據證券及期貨條例，彼被視為於Warm Shine Limited擁有權益的股份中擁有權益。

Notes:

- (1) All interests stated are long positions.
- (2) These 217,140,000 Shares are all held by Warm Shine Limited.
- (3) Mr. OU Guowei is the sole legal and beneficial owner of Warm Shine Limited and is deemed to be interested in the Shares in which Warm Shine Limited is interested under the SFO.

於本公司債權證中的權益

Interest in debentures of the Company

董事／最高行政人員姓名 Name of Director/Chief Executive	本集團成員公司／ 相聯法團名稱 Name of Group member/ associated corporation	身份／權益性質 ⁽¹⁾ Capacity/ Nature of interest ⁽¹⁾	債權證 本金金額 Principal amount of debentures	佔相關已發行 同類別債券概 約百分比 Approximate percentage of holding in the debentures of same class in issue
歐國偉先生 Mr. OU Guowei	本公司 The Company	受控法團權益 ⁽³⁾ Interest in controlled corporation ⁽³⁾	1,410,000美元 ⁽²⁾ US\$1,410,000 ⁽²⁾	0.19% ⁽⁴⁾

附註：

Notes:

- | | |
|---|---|
| <p>(1) 所列全部權益均為好倉。</p> <p>(2) 該等債權證全部由Strike Investment Holdings Limited持有。</p> <p>(3) 歐國偉先生為Strike Investment Holdings Limited的唯一合法及實益擁有人，且根據證券及期貨條例，彼被視為於Strike Investment Holdings Limited擁有權益的債權證中擁有權益。</p> <p>(4) 相關債券為於二零二三年三月到期、本金總額728,623,000美元及按8.0%年利率計息的綠色優先票據。</p> | <p>(1) All interests stated are long positions.</p> <p>(2) These debentures are all held by Strike Investment Holdings Limited.</p> <p>(3) Mr. OU Guowei is the sole legal and beneficial owner of Strike Investment Holdings Limited and is deemed to be interested in the debentures in which Strike Investment Holdings Limited is interested under the SFO.</p> <p>(4) The debentures are the green senior notes due March 2023 with an aggregate principal amount of US\$728,623,000 bearing interest at a rate of 8.0% per annum.</p> |
|---|---|

除上文所披露者外，於二零二三年十二月三十一日，概無董事及本公司最高行政人員於本公司或其相聯法團（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任何根據證券及期貨條例第352條規定本公司須存置的登記冊所記錄的權益或淡倉，或須根據標準守則知會本公司及聯交所的權益或淡倉。

Save as disclosed above, as at 31 December 2023, none of the Directors nor the chief executive of the Company had any interests or short positions in any of the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO or as notified to the Company and the Stock Exchange pursuant to the Model Code.

主要股東及其他人士於股份及相關股份的權益及淡倉

於二零二三年十二月三十一日，以下人士（董事或本公司最高行政人員除外）於股份或相關股份中擁有任何根據證券及期貨條例第336條規定本公司須存置的登記冊所記錄的權益或淡倉：

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

As at 31 December 2023, the following persons (other than the Directors or the chief executive of the Company) had interests or short positions in the Shares or underlying Shares as recorded in the register required to be kept by the Company under section 336 of the SFO:

股東姓名／名稱 Name of shareholder	權益性質 Nature of interest	所持有股份 或證券數目 ⁽¹⁾ Number of Shares or securities held ⁽¹⁾	權益概約 百分比 Approximate percentage of interest
歐宗榮先生 ⁽²⁾ Mr. OU Zongrong ⁽²⁾	受控法團權益 Interest in a controlled corporation	1,997,258,000 (L)	45.73%
林淑英女士 ⁽³⁾ Ms. LIN Shuying ⁽³⁾	配偶權益 Interest of spouse	1,997,258,000 (L)	45.73%
RoYue Limited	實益擁有人 Beneficial owner	1,890,826,000 (L)	43.29%
中國東方資產管理股份有限公司 China Orient Asset Management Co., Ltd.	於股份中擁有抵押權益的人士 Person having a security interest in shares	575,000,000 (L)	13.16%
	受控法團權益 ⁽⁴⁾ Interest in a controlled corporation ⁽⁴⁾	25,000,000 (L)	0.57%

附註：

Notes:

- (1) 字母「L」指有關人士於該等股份的好倉。
- (2) 於該等1,997,258,000股股份中，1,890,826,000股股份由RoYue Limited持有，106,404,657股股份由RoJing Limited持有，及27,343股股份由RoJing ZR (PTC) Limited持有。歐宗榮先生為RoYue Limited、RoJing Limited及RoJing ZR (PTC) Limited的唯一合法及實益擁有人，因此，歐宗榮先生被視為於RoYue Limited持有的1,890,826,000股股份、RoJing Limited持有的106,404,657股股份及RoJing ZR (PTC) Limited持有的27,343股股份中擁有權益。
- (3) 林淑英女士為歐宗榮先生的配偶。根據證券及期貨條例第XV部，林淑英女士被視為於歐宗榮先生擁有權益的相同數目股份中擁有權益。

- (1) The letter "L" denotes the person's long position in such Shares.
- (2) These 1,997,258,000 Shares represent 1,890,826,000 Shares held by RoYue Limited, 106,404,657 Shares held by RoJing Limited and 27,343 shares held by RoJing ZR (PTC) Limited. Mr. Ou Zongrong is the sole legal and beneficial owner of RoYue Limited, RoJing Limited and RoJing ZR (PTC) Limited, therefore Mr. Ou Zongrong is deemed to be interested in 1,890,826,000 Shares, 106,404,657 Shares and 27,343 Shares held by RoYue Limited, RoJing Limited and RoJing ZR (PTC) Limited, respectively.
- (3) Ms. Lin Shuying is the spouse of Mr. Ou Zongrong. Under Part XV of the SFO, Ms. Lin Shuying is deemed to be interested in the same number of Shares in which Mr. Ou Zongrong is interested.

(4) 東興證券(香港)金融控股有限公司由東興證券股份有限公司全資擁有，而東興證券股份有限公司由中國東方資產管理股份有限公司擁有52.74%權益。根據證券及期貨條例，中國東方資產管理股份有限公司及東興證券股份有限公司被視為於東興證券(香港)金融控股有限公司擁有權益的股份中擁有權益。

除上文所披露者外，本公司董事及最高行政人員並不知悉任何其他人士(董事或本公司最高行政人員除外)於二零二三年十二月三十一日於本公司股份或相關股份中擁有根據證券及期貨條例第336條規定本公司須存置的登記冊所記錄的權益或淡倉。

管理合同

概無有關本公司任何業務整體或任何重大環節的管理及行政方面的合同於年內訂立或仍然有效。

主要客戶及供應商

於二零二三年，因本集團業務性質使然，從其五大客戶獲得的收益佔總收益30%以下，且從其五大供應商的採購金額佔總採購成本30%以下。

審核委員會

本公司根據上市規則第3.21條及企業管治守則成立審核委員會(「審核委員會」)並訂明其書面職權範圍。審核委員會包括三名成員，即獨立非執行董事陸海林博士及王傳序先生以及非執行董事歐國偉先生。陸海林博士獲委任為審核委員會主席，是具備適當專業資格的獨立非執行董事。審核委員會的主要職責包括：(i)就委任及罷免本公司外部核數師提出推薦建議；(ii)審閱本公司的會計政策及財務狀況；(iii)審查及監督本公司的內部審計職能及內部控制架構；及(iv)審查及監察本公司的風險管理。

(4) Dongxing Securities (Hong Kong) Financial Holdings Limited is wholly-owned by Dongxing Securities Co., Ltd which in turn is owned as to 52.74% by China Orient Asset Management Co., Ltd. By virtue of the SFO, China Orient Asset Management Co., Ltd. and Dongxing Securities Co., Ltd are deemed to be interested in the Shares in which Dongxing Securities (Hong Kong) Financial Holdings Limited is interested.

Save as disclosed above, the Directors and chief executive are not aware of any other person, not being a Director or chief executive of the Company, who had an interest or short position in the Shares or the underlying Shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO as at 31 December 2023.

MANAGEMENT CONTRACTS

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

MAJOR CUSTOMERS AND SUPPLIERS

In 2023, due to the nature of the Group's business, revenue derived from its top five customers accounted for less than 30% of total revenue, and the purchases from its top five suppliers accounted for less than 30% of total purchase cost.

AUDIT COMMITTEE

The Company established an audit committee (the "Audit Committee") with written terms of reference in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code. The Audit Committee consists of three members, namely Dr. LOKE Yu (alias LOKE Hoi Lam) and Mr. WANG Chuanxu, being independent non-executive Directors, and Mr. OU Guowei, the non-executive Director. Dr. LOKE Yu (alias LOKE Hoi Lam) has been appointed as the chairman of the Audit Committee, and is the independent non-executive Director possessing the appropriate professional qualifications. The primary duties of the Audit Committee include: (i) making recommendations regarding the appointment and removal of external auditors of the Company; (ii) reviewing the accounting policies and financial positions of the Company; (iii) reviewing and supervising the internal audit functions and internal control structure of the Company; and (iv) reviewing and overseeing the risk management of the Company.

二零二三年度的本集團經審核綜合財務報表於向董事會提呈批准建議前已由審核委員會審閱。

優先購買權及稅項寬免

儘管開曼群島法律並無對優先購買權施加限制，但本公司的組織章程細則亦無有關該等權利的規定。

本公司並不知悉股東因持有本公司證券而可享有任何稅項寬免及豁免。

僱員及薪酬政策

於二零二三年十二月三十一日，本集團擁有合共515名僱員（二零二二年十二月三十一日：736名僱員）。有關二零二三年度發生的僱員薪酬及福利開支（包括董事及最高行政人員薪酬）詳情，請參閱本年報內的財務報表附註6、8、9及41。

本集團通過多種渠道，例如招聘公司、內部推介及於互聯網刊登廣告，在當地市場招募合資格人員。本集團尤其重視對自身工作有忠誠度及注重企業文化，以及擁有相關工作經驗的僱員。本集團的未來發展取決於能否物色、聘用、培訓及留住合適的熟練及合資格僱員，包括具相關專業技能的管理人員。因此，本集團已根據僱員的職位及專長為其建立系統性培訓計劃。

本集團與全體僱員均簽訂勞動合同及向僱員提供具競爭力的薪酬待遇，包括基本薪金、酌情花紅及績效工資。本公司亦採納購股權計劃，其詳情載於「董事會報告書－購股權計劃」一節。

根據適用中國法律及法規，本集團須遵守社會保險繳納計劃。本集團亦為其於香港的全體僱員參加強積金計劃。

The Group's audited consolidated financial statements for the Year 2023 were reviewed by the Audit Committee before recommendation to the Board for approval.

PRE-EMPTIVE RIGHTS AND TAX RELIEF

There is no provision for pre-emptive rights under the articles of association of the Company, although there are no restrictions against such rights under the laws in the Cayman Islands.

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

EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2023, the Group had a total of 515 employees (31 December 2022: 736 employees). Please refer to Notes 6, 8, 9 and 41 to the notes to financial statements in this annual report for details of employee remuneration and benefit expense (including directors' and chief executive's remuneration) incurred for Year 2023.

The Group recruits qualified personnel in local markets through various channels, such as recruiting firms, internal referrals and advertisement on the Internet. The Group particularly values employees who demonstrate loyalty to their work and who value corporate culture, as well as those with relevant working experiences. The Group's future development, to a considerable extent, depends on its ability to identify, hire, train and retain suitably skilled and qualified employees, including management personnel, with relevant professional skills. Therefore, the Group has established systematic training programs for employees based on their positions and expertise.

The Group enters into labor contracts with all employees and offers employees competitive remuneration packages that include basic salaries, discretionary bonuses and performance-based payments. The Company has also adopted the Share Option Scheme, details of which are set out in the section headed "Directors' Report – Share Option Scheme".

Under the applicable PRC laws and regulations, the Group is subject to social insurance contribution plans. The Group also participates in the MPF Scheme for all employees in Hong Kong.

僱員退休福利

本集團主要在中國內地經營業務。本集團的中國內地僱員須根據規則及法規參加中國有關省及市政府運作的多項定額供款退休福利計劃（「中國退休計劃」）。本集團於中國運營的附屬公司須每月按僱員薪金的百分比向該等計劃供款。省及市政府承諾承擔根據上述計劃應付的全部現有及未來中國退休僱員的退休福利責任。除每月供款外，本集團無須就其僱員承擔退休及其他退休後福利的支付責任。該等計劃的資產與本集團資產分開，由中國政府獨立管理的基金保管。

本集團亦為其於香港的全體僱員參加強積金計劃。強積金計劃的供款乃按合資格僱員的相關收入總額的5%及1,500港元（以較低者為準）的最低法定供款要求作出。該強積金計劃的資產與本集團資產分開持有，並由獨立管理的基金保管。

中國退休計劃及強積金計劃概無條文可使沒收供款用作於減少未來供款。本集團的僱員退休福利詳情載於財務報表附註2.4、6、8、9及41。

購股權計劃

於二零一七年十二月十五日，本公司當時的股東有條件批准並採納購股權計劃，該購股權計劃須待上市後方告落實。

(1) 目的

購股權計劃旨在為本公司提供途徑激勵參與者（定義見下文）及挽留本集團僱員，並鼓勵僱員致力工作提升本公司的價值及推動本公司的長期發展。

EMPLOYEE RETIREMENT BENEFITS

The Group operates its business mainly in the Chinese Mainland. The Chinese Mainland based employees of the Group participate in various defined contribution retirement benefit plans operated by the relevant municipal and provincial governments in the PRC (the “PRC Retirement Scheme”) in accordance with the rules and regulations. The Group’s subsidiaries which operate in the PRC are required to make monthly contributions to these plans calculated as a percentage of the employees’ salaries. The municipal and provincial governments undertake to assume the retirement benefit obligations of all existing and future retired PRC based employees’ payable under the plans described above. Other than the monthly contributions, the Group has no further obligation for the payment of retirement and other post-retirement benefits of its employees. The assets of these plans are held separately from those of the Group in independently administrated funds managed by the PRC government.

The Group also participates in the MPF Scheme for all employees in Hong Kong. The contributions to the MPF Scheme are based on minimum statutory contribution requirement of the lower of 5% of eligible employees’ relevant aggregate income and HK\$1,500. The assets of this MPF Scheme are held separately from those of the Group in independently administered funds.

There are no provisions under the PRC Retirement Scheme and MPF Scheme whereby forfeited contributions may be used to reduce future contributions. Particulars of the employee retirement benefits of the Group are set out in Notes 2.4, 6, 8, 9 and 41 to the financial statements.

SHARE OPTION SCHEME

On 15 December 2017, the Share Option Scheme was conditionally approved and adopted by the then shareholders of the Company and its implementation is conditional on the listing.

(1) Purpose

The purpose of the Share Option Scheme is to provide the Company with a means to incentivise the Participants (as defined below) and retain employees of the Group, and to encourage employees to work towards enhancing the value of the Company and promote the long-term development of the Company.

(2) 參與者、期限及剩餘期限

根據購股權計劃的條款，董事會有權於採納日期起計10年期間（自二零一七年十二月十五日起至二零二七年十二月十四日止）內隨時向董事會全權酌情認為已對或將對本集團作出貢獻的任何董事或本集團僱員（「參與者」）授出購股權。除非經本公司於股東大會或經董事會提前終止，否則購股權計劃自採納日期起計10年期間內有效。於二零二三年十二月三十一日，購股權計劃之餘下有效期約為三年十一個月。

在上市規則禁止的情況下，當參與者將會或可能會被上市規則或任何適用規則、規例或法律禁止買賣股份時，不得作出要約，且不得向任何參與者授出購股權。特別是，於緊接下列日期（以較早者為準）前一個月起計至實際刊發業績公告日期止期間內，將不會授出購股權：(i)就批准本公司任何年度、半年、季度或其他中期期間業績而召開的董事會會議日期（根據上市規則首次知會聯交所的有關日期）；及(ii)本公司根據上市規則刊發其中期或年度業績公告的期限。

(3) 可予發行的最高股份數目

因行使根據購股權計劃及本公司當時已有的所有其他購股權計劃將授出的所有購股權而可予發行的最高股份數目，合共不得超過400,000,000股股份，相當於股份於聯交所上市日期已發行股份總數的10%（「計劃授權上限」），亦相當於於本年報批准日期已發行股份總數的9.16%。於二零二三年十二月三十一日止年度的年初及年末，購股權計劃項下可供授出的購股權數量為400,000,000份。

(2) Participants, Duration and Remaining Life

Subject to the terms of the Share Option Scheme, the Board shall be entitled at any time within the period of 10 years after the adoption date, being 15 December 2017 to 14 December 2027, to grant options to any director or employee of the Group who in the sole discretion of the Board has contributed or will contribute to the Group (the "Participant"). Subject to earlier termination by the Company in general meetings or by the Board, the Share Option Scheme shall be valid and effective for a period of 10 years commencing on the adoption date. As at 31 December 2023, the remaining life of the Share Option Scheme is approximately 3 years and 11 months.

No offer shall be made and no option shall be granted to any Participant in circumstances prohibited by the Listing Rules at a time when the Participant would or might be prohibited from dealing in the Shares by the Listing Rules or by any applicable rules, regulations or law. In particular, no options may be granted during the period commencing one month immediately preceding the earlier of (i) the date of the Board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the Company's results for any year, half-year, quarterly or other interim period; and (ii) the deadline for the Company to publish its interim or annual results announcement under the Listing Rules; and ending on the date of actual publication of such results announcement.

(3) Maximum Number of Shares Available for Issue

The maximum number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and all other share option schemes existing at such time of the Company shall not in aggregate exceed 400,000,000 Shares (representing 10% of the total number of Shares in issue as of the date of the listing of the Shares on the Stock Exchange, the "Scheme Mandate Limit"), which represents 9.16% of the total number of Shares in issue as at the date of approval of this annual report. The number of options available for grant under the Share Option Scheme at the beginning and the end of the year ended 31 December 2023 was 400,000,000.

本公司可在獲得股東事先批准的情況下隨時更新計劃授權上限，惟無論如何根據已更新上限，因行使根據購股權計劃及本公司任何其他購股權計劃將授出的所有購股權而可予發行的股份總數，不得超過於批准更新計劃授權上限之日已發行股份的10%。

(4) 每個參與者的最大權利和計劃限制

於任何12個月期間內因行使根據購股權計劃及本公司任何其他購股權計劃向任何參與者授出或將予授出的購股權(包括已行使、已註銷及尚未行使者)而已發行及將予發行的最高股份數目，不得超過授出時已發行股份的1%，除非於股東大會上另行取得股東批准，且該名參與者及其聯繫人放棄投票。

因行使根據購股權計劃及本公司任何其他購股權計劃已授出但尚未行使的所有購股權而可予發行的最高股份數目，於任何時間均不得超過不時已發行股份總數的10%。

(5) 向關連人士或其任何聯繫人授出購股權

向本公司的董事、主要行政人員或主要股東或彼等各自的任何聯繫人授出任何購股權，須獲得獨立非執行董事(不包括身為建議承授人的獨立非執行董事)的批准。如向本公司主要股東或獨立非執行董事或彼等各自的任何聯繫人授出購股權，將致使因於截至向參與者發出授出購股權要約的日期(「要約日期」)(包括該日)止12個月期間根據本公司任何購股權計劃已經及將會授予該名人士的所有購股權(包括已行使、已註銷或尚未行使的購股權)獲行使而已發行及將予發行的股份，合共相當於要約日期已發行股份逾0.1%，則授出購股權須經本公司股東於股東大會批准，而承授人、彼等之聯繫人及所有本公司核心關連人士須就相關決議案放棄投票。

The Company may renew the Scheme Mandate Limit at any time subject to prior shareholders' approval but in any event, the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company under the limit as refreshed must not exceed 10% of the Shares in issue as at the date of approval of the renewal of the Scheme Mandate Limit.

(4) Maximum Entitlement of Each Participant and Scheme Limit

The maximum number of Shares issued and to be issued upon exercise of the options granted and to be granted to any Participant under the Share Option Scheme and any other share option schemes of the Company (including exercised, cancelled and outstanding options) in any 12 month period shall not at the time of grant exceed 1% of the Shares in issue, unless otherwise separately approved by shareholders in general meeting with such Participant and his associates abstaining from voting.

At any time, the maximum number of Shares which may be issued upon exercise of all options which then have been granted and have yet to be exercised under the Share Option Scheme and any other share option schemes of the Company shall not exceed 10% of the total number of Shares in issue from time to time.

(5) Grant of Options to Connected Persons or Any of their Associates

Each grant of options to a Director, chief executive or substantial shareholder of the Company, or their respective associate(s), must be approved by the independent non-executive Directors (excluding any independent non-executive Director who is the proposed grantee). Where any grant of options to a substantial shareholder or an independent non-executive Director, or their respective associate(s), would result in the Shares issued and to be issued upon exercise of all options granted and to be granted under any share option scheme(s) of the Company (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date on which an offer of the grant of option is made to the Participant (the "Offer Date") representing in aggregate over 0.1% of the Shares in issue at the Offer Date, such grant of options must be approved by the shareholders of the Company in general meeting, in which the grantee, his/her associates and all core connected persons of the Company must abstain from voting in favour of such resolution.

(6) 接納及行使購股權，歸屬期限

參與者須支付1.00港元作為接納彼等所獲授購股權的代價。有關支付並無設特定期限。相關接納及付款的期間由董事會於授出購股權時釐定。

於授出任何購股權條款的規限下，購股權可由承授人於購股權時期內任何時間根據要約指定的歸屬時間及其他條款行使。授出日期起計10年後，不得再歸屬任何購股權。

(7) 行使價

行使價應由董事會釐定且應知會一名參與者，並於任何情況下不得低於以下各項的較高者：

- 股份於購股權授出日期(必須為營業日)在聯交所每日報價表所列收市價；
- 股份於緊接要約日期前五個營業日在聯交所每日報價表所列平均收市價；及
- 於授出日期的股份面值。

(8) 購股權授出

二零二三年度，本公司概無根據購股權計劃授出或同意授出、行使、註銷、失效或尚未行使的購股權。

購股權計劃主要條款的進一步詳情載於本公司日期為二零一七年十二月二十八日的招股章程。

(6) Acceptance and Exercise of Options, Vesting Period

Participants are required to pay HK\$1.00 as consideration for the acceptance of an option granted to them. There is no specific period set for such payment. The period for such acceptance and payment are determined by the Board at the time of granting the options.

Subject to the terms of grant of any option, an option may be exercised by the grantee at any time during the option period and in accordance with the vesting schedule and other terms specified in the offer. No option may be vested more than 10 years after the date of grant.

(7) Exercise Price

The exercise price shall be a price determined by the Board and notified to a Participant but in any event shall be at least the higher of:

- the closing price of the Shares as stated in the Stock Exchange's daily quotation sheets on the date of grant of the option, which must be a business day;
- the average of the closing price of the Shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the Offer Date; and
- the nominal value of a Share on the date of grant.

(8) Option Granted

For Year 2023, no option had been granted or agreed to be granted by the Company pursuant to the Share Option Scheme, or were exercised, cancelled, lapsed or outstanding.

Further details of the principal terms of the Share Option Scheme are set out in the prospectus of the Company dated 28 December 2017.

公眾持股量

於本年報批准日期及根據本公司循公開渠道可獲得的資料以及就董事所知，本公司已維持上市規則規定的最低25%公眾持股量。

核數師

財務報表已由安永會計師事務所審核，彼將於應屆股東週年大會上退任，並符合資格膺選連任。續聘核數師的決議案將於應屆股東週年大會上提呈。本公司的核數師於過去三年並未有變動。

可供分派儲備

於二零二三年十二月三十一日，本集團沒有可供分派予本公司股東的儲備。

債務

於二零二三年十二月三十一日，本集團擁有總額為人民幣29,000.5百萬元的尚未償還銀行及其他借款(二零二二年十二月三十一日：人民幣30,883.6百萬元)、賬面值為人民幣4,953.7百萬元的公司債券(二零二二年十二月三十一日：人民幣4,695.4百萬元)、賬面值為人民幣24,162.2百萬元的優先票據(二零二二年十二月三十一日：人民幣23,859.5百萬元)及賬面值為人民幣1,391.9百萬元的永續資本證券(二零二二年十二月三十一日：人民幣1,311.8百萬元)。本集團的借款以人民幣、港元及美元計值。詳情載於「管理層討論及分析-流動資金、財務及資本資源-債務」一節。

PUBLIC FLOAT

As at the date of approval of this annual report and based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained the minimum public float of 25% as required under the Listing Rules.

AUDITOR

The financial statements have been audited by Ernst & Young who shall retire at the forthcoming AGM and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of auditor will be proposed at the forthcoming AGM. There has been no change in the auditor of the Company during the past three years.

DISTRIBUTABLE RESERVES

As at 31 December 2023, the Group had no reserve available for distribution to shareholders of the Company.

INDEBTEDNESS

As at 31 December 2023, the Group had total outstanding bank and other borrowings of RMB29,000.5 million (31 December 2022: RMB30,883.6 million), corporate bond with carrying amounts of RMB4,953.7 million (31 December 2022: RMB4,695.4 million), senior notes with carrying amounts of RMB24,162.2 million (31 December 2022: RMB23,859.5 million) and PCS with carrying amounts of RMB1,391.9 million (31 December 2022: RMB1,311.8 million). The Group's borrowings are denominated in Renminbi, Hong Kong dollars and US dollars. The details are set out in the section headed "Management Discussion and Analysis – Liquidity, Financial and Capital Resources – Indebtedness".

購買本公司證券的權利及股本掛鈎協議

於二零二三年度內任何時間，本公司、或其任何控股公司或附屬公司、或其任何同系附屬公司概無參與作出任何安排，讓董事或本公司最高行政人員或其各自的聯繫人（定義見上市規則）有權認購本公司或其任何相聯法團（定義見證券及期貨條例）的證券，或透過收購本公司或任何其他法團的股份或債券而獲得利益，且除於「本董事會報告書—購股權計劃」一節所披露外，本公司亦無訂立任何股本掛鈎協議。

董事於競爭性業務的權益

於本年報批准日期，董事及本公司附屬公司的董事或其各自的聯繫人概無於直接或間接與本公司及其附屬公司的業務構成或可能構成競爭的業務中擁有權益而須根據上市規則予以披露。

根據上市規則第13.51B(1)條披露的董事及最高行政人員履歷變動

除「董事及高級管理層履歷」一節及綜合財務報表附註8所披露者外，自本公司二零二三年中報日期起並無其他根據上市規則第13.51B(1)條須予披露的董事履歷變動。

控股股東作出的不競爭承諾

為限制與本公司的業務競爭，控股股東歐宗榮先生、歐國強先生、歐國偉先生、RoYue Limited、RoJing Limited、RoSheng Limited及Warm Shine Limited（「**控股股東**」）於二零一七年十二月十五日訂立以本公司為受益人的不競爭契據（「**不競爭契據**」）。根據不競爭契據，控股股東承諾（其中包括）不與本集團業務競爭，不競爭契據詳情載於本公司日期為二零一七年十二月二十八日的招股章程「與控股股東的關係」一節「不競爭契據」分節。

RIGHTS TO ACQUIRE THE COMPANY'S SECURITIES AND EQUITY-LINKED AGREEMENTS

At no time during Year 2023 was the Company, or any of its holding companies or subsidiaries, or any of its fellow subsidiaries, a party to any arrangement to enable the Directors or chief executive of the Company or their respective associates (as defined under the Listing Rules) to have any right to subscribe for securities of the Company or any of its associated corporations as defined in the SFO or to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate, nor did the Company enter into any equity-linked agreement save as disclosed in the section headed "Share Option Scheme" in this Directors' Report.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at the date of approval of this annual report, none of the Directors and directors of the Company's subsidiaries, or their respective associates had interests in businesses, which compete or are likely to compete either directly or indirectly, with the businesses of the Company and its subsidiaries as required to be disclosed pursuant to the Listing Rules.

CHANGES IN DIRECTOR'S AND CHIEF EXECUTIVE'S BIOGRAPHICAL DETAILS UNDER RULE 13.51B(1) OF THE LISTING RULES

Save as disclosed in the section headed "Biographies of the Directors and Senior Management" and Note 8 to the financial statements, there is no other change in Directors' biographical details which is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules since the date of the 2023 interim report of the Company.

NON-COMPETITION UNDERTAKING BY CONTROLLING SHAREHOLDERS

In order to restrict competition activities with the Company, the controlling shareholders, namely Mr. OU Zongrong, Mr. OU Guoqiang, Mr. OU Guowei, RoYue Limited, RoJing Limited, RoSheng Limited and Warm Shine Limited (the "**Controlling Shareholder(s)**"), entered into a deed of non-competition in favor of the Company on 15 December 2017 (the "**Deed of Non-competition**"). Pursuant to the Deed of Non-competition, the Controlling Shareholders have undertaken, among others, not to compete with the business of the Group, and details of the Deed of Non-competition are set out in the sub-section headed "Deed of Non-competition" in the section headed "Relationship with Controlling Shareholders" of the prospectus of the Company dated 28 December 2017.

各控股股東已就於二零二三年度（「有關期間」）遵守不競爭契據中的承諾（「承諾」）向董事會作出書面確認。

收到控股股東的確認後，獨立非執行董事已進行審查作為年度審閱程序的一部分。在為釐定控股股東於有關期間是否已全面遵守承諾而進行的年度評估中，獨立非執行董事注意到：(a) 控股股東聲明彼等於有關期間已全面遵守承諾；(b) 控股股東於有關期間並無報告新的競爭業務；及(c) 並無任何特定情況致使全面遵守承諾受到質疑。鑒於以上所述，獨立非執行董事確認，盡其所能肯定控股股東已於有關期間遵守所有承諾。

獲准許的彌償條文

在適用法律規限下及根據本公司組織章程細則，董事及要員可從本公司的資產及溢利獲得彌償，並確保董事及要員免就因執行各自的職務或應有職責所作出或發生的作為或不作為而招致或蒙受的所有訴訟、費用、收費、損失、損害及開支招致任何損害。本公司於整個年內已就可能向董事及要員提出的法律訴訟投購適當的董事及要員責任保險。

持續關連交易

於本年報批准日期，歐宗榮先生（本公司一名控股股東及本公司非執行董事歐國偉先生的父親）為正榮服務的控股股東。正榮服務及其附屬公司（「正榮服務集團」）因而均為控股股東的聯繫人及本公司的關連人士。因此，正榮服務集團與本集團之間的交易構成本公司根據上市規則第14A章的關連交易或持續關連交易（視情況而定）。

Each of the Controlling Shareholders has made a written confirmation to the Board in respect of their compliance with the undertakings in the Deed of Non-competition (the “Undertakings”) during Year 2023 (the “Relevant Period”).

Upon receiving the confirmations from the Controlling Shareholders, the independent non-executive Directors had reviewed the same as part of the annual review process. In determining whether the Controlling Shareholders had fully complied with the Undertakings in the Relevant Period for the annual assessment, the independent non-executive Directors noted that: (a) the Controlling Shareholders declared that they had fully complied with the Undertakings in the Relevant Period; (b) no new competing business was reported by the Controlling Shareholders during the Relevant Period; and (c) there was no particular situation rendering the full compliance of the Undertakings being questionable. In view of the above, the independent non-executive Directors confirmed that, as far as they can ascertain, all of the Undertakings were complied with by the Controlling Shareholders in the Relevant Period.

PERMITTED INDEMNITY PROVISION

Subject to applicable laws, the Directors and key officers shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices, pursuant to the articles of association of the Company. The Company has arranged for appropriate insurance cover for Directors' and key officers' liabilities in respect of legal actions that may be brought against the Directors and key officers throughout the year.

CONTINUING CONNECTED TRANSACTIONS

As at the date of approval of this annual report, Mr. OU Zongrong (a Controlling Shareholder and father of the Company's non-executive Director, Mr. OU Guowei) is the Controlling Shareholder of Zhenro Services. Hence, each of Zhenro Services and its subsidiaries (“Zhenro Services Group”) is an associate of the Controlling Shareholder and a connected person of the Company. Accordingly, the transactions between Zhenro Services Group and the Group constitute connected transactions or continuing connected transactions (as the case may be) of the Company under Chapter 14A of the Listing Rules.

(1) 二零二三年交付前物業管理服務協議

本公司(為其本身及代表其附屬公司)於二零二二年十一月十五日與正榮服務(為其本身及代表其附屬公司)訂立框架協議(「二零二三年交付前物業管理服務協議」),內容有關提供交付前物業管理服務。根據二零二三年交付前物業管理服務協議,正榮服務集團將(倘其於根據相關交付前物業管理法律及法規進行的招標程序後被選中)根據招標文件及正榮服務集團與本集團成員公司將不時訂立的最終管理服務協議就本集團開發的住宅物業項目於該等物業交付予業主前提供交付前管理服務(包括但不限於安保、清潔、園藝、公共區域及共用設施的維修及維護)(統稱「交付前服務」)。二零二三年交付前物業管理服務協議已自二零二三年一月一日起生效,直至二零二五年十二月三十一日(包括該日)為止,訂約方互相協定後可續期,惟須遵守適用法律法規的規定。本集團就交付前服務應付正榮服務集團的服務費須按正榮服務集團根據相關招標提交的報價及相關政府部門建議的定價條款釐定。於二零二三年,本集團就其服務支付予正榮服務集團的管理服務費總額為人民幣1.2百萬元,並無超過該交易於二零二三年的年度上限人民幣20.0百萬元。二零二三年交付前物業管理服務協議項下擬進行的交易構成本公司於上市規則第14A章項下的持續關連交易。由於二零二三年交付前物業管理服務協議項下管理及相關服務交易之年度上限的一項或多項適用百分比率超過0.1%但其全部低於5%,該等交易須遵守上市規則第14A.76(2)條有關申報、年度審核及公告規定,惟獲豁免遵守獨立股東批准規定。根據國際財務報告準則,二零二三年交付前物業管理服務協議項下擬進行的交易亦構成本公司的關聯方交易,其詳情載於財務報表附註40。

有關二零二三年交付前物業管理服務協議及相關年度上限之詳情載於本公司日期為二零二二年十一月十五日的公告。

(1) 2023 Pre-Delivery Property Management Services Agreement

The Company (for itself and on behalf of its subsidiaries) entered into a framework agreement in relation to the provision of pre-delivery property management services with Zhenro Services (for itself and on behalf of its subsidiaries) on 15 November 2022 (the "2023 Pre-Delivery Property Management Services Agreement"). Under the 2023 Pre-Delivery Property Management Services Agreement, Zhenro Services Group shall, where it is selected following the tender processes in accordance with the relevant pre-delivery property management laws and regulations, provide pre-delivery management services for residential property projects developed by the Group before the delivery of such properties to property owners (including but not limited to security, cleaning, landscaping, repair and maintenance of common area and shared facilities) according to the tender documents and definitive management agreements to be entered into between Zhenro Services Group and members of the Group from time to time (collectively, the "Pre-Delivery Services"). The 2023 Pre-Delivery Property Management Services Agreement had been effective from 1 January 2023 and up to and including 31 December 2025 and its term may be renewed as the parties may agree, subject to applicable laws and regulations. The service fees payable by the Group to Zhenro Services Group for the Pre-Delivery Services shall be based on the fee quotes to be submitted by the Zhenro Services Group under the relevant tender bids and the pricing terms as recommended by the relevant government authorities. The aggregate management service fees paid by the Group to Zhenro Services Group for their service in 2023 were RMB1.2 million, which did not exceed the annual cap of the transaction for 2023 of RMB20.0 million. The transactions contemplated under the 2023 Pre-Delivery Property Management Services Agreement constituted continuing connected transactions for the Company under Chapter 14A of the Listing Rules. As one or more of the applicable percentage ratios of the transactions of the annual cap in respect of the management and related services under the 2023 Pre-Delivery Property Management Services Agreement exceeded 0.1% but all of them were less than 5%, the transactions were subject to the reporting, annual review and announcement requirements but are exempt from the independent shareholders' approval requirement under Rule 14A.76(2) of the Listing Rules. The transactions contemplated under the 2023 Pre-Delivery Property Management Services Agreement also constituted related party transactions of the Company under IFRS, details of which are set out in Note 40 to the financial statements.

Details of the 2023 Pre-Delivery Property Management Services Agreement with the annual caps relating thereto are set out in the Company's announcement dated 15 November 2022.

(2) 二零二三年管理服務協議

本公司(為其本身及代表其附屬公司)於二零二二年十一月十五日與正榮服務(為其本身及代表其附屬公司)訂立框架管理服務協議(「二零二三年管理服務協議」),內容有關提供管理及相關服務。根據二零二三年管理服務協議,正榮服務集團將根據正榮服務集團與本集團成員公司將不時訂立的最終管理服務協議,為本集團的住宅物業項目及其示範單位、銷售辦事處、社區會所以及本集團營運的商業物業提供管理及相關服務,包括但不限於上述場所的清潔、園藝、門房、維持公共秩序、安保服務及其他相關增值服務(統稱「管理服務」)。本集團就管理服務應付正榮服務集團的管理費須按公平基準並考慮二零二三年管理服務協議中定價政策所述的多種因素而釐定。二零二三年管理服務協議已自二零二三年一月一日起生效,直至二零二五年十二月三十一日(包括該日)為止,訂約方互相協定後可續期,惟須遵守適用法律法規的規定。於二零二三年,本集團向正榮服務集團支付的管理服務費總額為人民幣47.9百萬元,並無超過該交易於二零二三年的年度上限人民幣50.0百萬元。二零二三年管理服務協議項下擬進行的交易構成本公司於上市規則第14A章項下的持續關連交易。由於二零二三年管理服務協議項下管理及相關服務交易之年度上限的一項或多項適用百分比率超過0.1%但其全部低於5%,該等交易須遵守上市規則第14A.76(2)條有關申報、年度審核及公告規定,惟獲豁免遵守獨立股東批准規定。根據國際財務報告準則,二零二三年管理服務協議項下擬進行的交易亦構成本公司的關聯方交易,其詳情載於財務報表附註40。

有關二零二三年管理服務協議及相關年度上限之詳情載於本公司日期為二零二二年十一月十五日的公告。

(2) 2023 Management Services Agreement

The Company (for itself and on behalf of its subsidiaries) entered into a framework management services agreement in relation to the provision of management and related services with Zhenro Services (for itself and on behalf of its subsidiaries) (the “2023 Management Services Agreement”) on 15 November 2022. Under the 2023 Management Services Agreement, Zhenro Services Group shall provide management and related services to the residential property projects of the Group and their display units, sales offices and community clubhouses as well as commercial properties operated by the Group, including but not limited to cleaning, landscaping, concierge, maintenance of public order, security services and other related value-added services to the aforesaid venues according to the definitive management agreements to be entered into between Zhenro Services Group and members of the Group from time to time (collectively, the “Management Services”). The management fees payable by the Group to the Zhenro Services Group for the Management Services shall be determined on arm's length basis taking into account a wide range of factors set out in the pricing policy in the 2023 Management Services Agreement. The 2023 Management Services Agreement had been effective from 1 January 2023 and up to and including 31 December 2025 and its term may be renewed as the parties may agree, subject to applicable laws and regulations. The aggregate management service fees paid by the Group to Zhenro Services Group in 2023 were RMB47.9 million, which did not exceed the annual cap of the transaction for 2023 of RMB50.0 million. The transactions contemplated under the 2023 Management Services Agreement constituted continuing connected transactions for the Company under Chapter 14A of the Listing Rules. As one or more of the applicable percentage ratios of the transactions of the annual cap in respect of the management and related services under the 2023 Management Services Agreement exceeded 0.1% but all of them were less than 5%, the transactions were subject to the reporting, annual review and announcement requirements but were exempt from the independent shareholders' approval requirement under Rule 14A.76(2) of the Listing Rules. The transactions contemplated under the 2023 Management Services Agreement also constituted related party transactions of the Company under IFRS, details of which are set out in Note 40 to the financial statements.

Details of the 2023 Management Services Agreement with the annual caps relating thereto are set out in the Company's announcement dated 15 November 2022.

(3) 二零二三年諮詢服務協議

於二零二二年十一月十五日，本公司與正榮商業管理有限公司（「正榮商業」，為正榮服務的非全資附屬公司）訂立諮詢服務協議（「二零二三年諮詢服務協議」），內容有關正榮商業及其附屬公司（「正榮商業集團」）向本集團提供商業物業運營及諮詢服務（統稱「諮詢服務」）。二零二三年諮詢服務協議已自二零二三年一月一日起生效，直至二零二五年十二月三十一日（包括該日）為止，訂約方互相協定後可續期，惟須遵守適用法律法規的規定。本集團就諮詢服務應付正榮商業集團的服務費須考慮二零二三年諮詢服務協議中定價政策所述的多種因素而釐定。於二零二三年，本公司就支付予正榮商業的商業物業運營及諮詢服務費總額為人民幣1.7百萬元，並無超過該交易於二零二三年的年度上限人民幣15.0百萬元。二零二三年諮詢服務協議項下擬進行的交易構成本公司於上市規則第14A章項下的持續關連交易。由於二零二三年諮詢服務協議項下商業物業運營及諮詢服務交易之年度上限的一項或多項適用百分比率超過0.1%但全部均低於5%，該等交易須遵守上市規則第14A.76(2)條有關申報、年度審核及公告規定，惟獲豁免遵守獨立股東批准規定。根據國際財務報告準則，二零二三年諮詢服務協議項下擬進行的交易亦構成本公司的關聯方交易，其詳情載於財務報表附註40。

有關二零二三年諮詢服務協議及相關年度上限之詳情載於本公司日期為二零二二年十一月十五日的公告。

(3) 2023 Consultancy Services Agreement

On 15 November 2022, the Company entered into the Consultancy Services Agreement (the “2023 Consultancy Services Agreement”) with Zhenro Commercial Management Co., Ltd.* (正榮商業管理有限公司) (“Zhenro Commercial”), a non-wholly owned subsidiary of Zhenro Services, in relation to the provision of commercial property operational and consultancy services (collectively, the “Consultancy Services”) by Zhenro Commercial and its subsidiaries (the “Zhenro Commercial Group”) to the Group. The 2023 Consultancy Services Agreement has been effective from 1 January 2023 and up to and including 31 December 2025 and its term may be renewed as the parties may agree, subject to applicable laws and regulations. The service fees payable by the Group to the Zhenro Commercial Group for the Consultancy Services shall be determined taking into account a wide range of factors set out in the pricing policy in the 2023 Consultancy Services Agreement. The aggregate commercial property operational and consultancy services fees paid by the Company to the Zhenro Commercial in 2023 were RMB1.7 million, which did not exceed the annual cap of the transaction for 2023 of RMB15.0 million. The transactions contemplated under the 2023 Consultancy Services Agreement constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules. As one or more of the applicable percentage ratios of the transactions in relation to the annual cap in respect of the commercial property operational and consultancy services under the 2023 Consultancy Services Agreement exceed(s) 0.1% but all of them are less than 5%, the transactions are subject to the reporting, annual review and announcement requirements but are exempt from the independent shareholders' approval requirement under Rule 14A.76(2) of the Listing Rules. The transactions contemplated under the 2023 Consultancy Services Agreement also constitute related party transactions of the Company under IFRS, details of which are set out in Note 40 to the financial statements.

Details of the 2023 Consultancy Services Agreement with the annual caps relating thereto are set out in the Company's announcement dated 15 November 2022.

(4) 租賃協議

本集團成員公司(作為出租人)於二零二一年五月十日或之前已與正榮商業集團成員公司(作為承租人)訂立現有租賃協議(「現有租賃協議」)及新訂租賃協議(「新訂租賃協議」)，內容有關相關承租人向本集團相關成員公司(作為出租人)租賃整個物業並有權招租及分租相關物業的任何單位，以及就相關物業進行廣告、管理及運營活動。現有租賃協議及新訂租賃協議已各自簽訂日期起生效，直至二零二三年十二月三十一日(包括該日)為止，訂約方互相協定後可續期，惟須遵守適用法律法規的規定。於二零二三年，正榮商業集團成員公司概無就現有租賃協議及新訂租賃協議支付予本公司租金。現有租賃協議及新訂租賃協議項下擬進行的交易構成本公司於上市規則第14A章項下的持續關連交易。就現有租賃協議而言，根據上市規則第14A.60(1)條，本公司須就現有租賃協議下的持續關連交易遵守上市規則第14A章項下的年度審閱及披露規定，各協議均具有固定期限及固定條款。任何現有租賃協議如有變更或重續，本公司將遵守上市規則第14A章項下所有適用規定。就新訂租賃協議而言，由於有關新訂租賃協議的最高年度上限之所有適用百分比率(定義見上市規則第14.07條)均低於0.1%，故新訂租賃協議根據上市規則第14A.76(1)(a)條獲全面豁免遵守股東批准、年度審閱及所有披露規定。根據國際財務報告準則，現有租賃協議及新訂租賃協議項下擬進行的交易亦構成本公司的關聯方交易，其詳情載於財務報表附註40。

有關現有租賃協議及新訂租賃協議及相關年度上限之詳情載於本公司日期為二零二一年五月十九日的公告。

(4) Lease Agreement

Members of the Group (as lessor) entered into the Existing Lease Agreements (“Existing Lease Agreements”) and the New Lease Agreement (“New Lease Agreement”) with members of Zhenro Commercial Group (as lessee) by 10 May 2021, pursuant to which the such respective lessee leases the entire property from the relevant member of the Group (as lessor), and has the right to procure tenants and sub-lease any units in the relevant property, and to engage in advertising, management and operation activities in respect of the relevant property. The Existing Lease Agreements and the New Lease Agreement have been effective from their respective signing date and up to and including 31 December 2023 and the terms may be renewed as the parties may mutually agree, subject to applicable laws and regulations. There was no rental fees paid by members of Zhenro Commercial Group to the Company in respect of the Existing Lease Agreements and the New Lease Agreement in 2023. The transactions contemplated under the Existing Lease Agreements and the New Lease Agreement constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules. With respect to the Existing Lease Agreements, pursuant to Rule 14A.60(1) of the Listing Rules, the Company is required to comply with the annual review and disclosure requirements under Chapter 14A of the Listing Rules regarding the continuing connected transactions under the Existing Lease Agreements, each of which is an agreement for a fixed period with fixed terms. The Company will comply with all applicable requirements under Chapter 14A of the Listing Rules upon variation or renewal of any of the Existing Lease Agreements. With respect to the New Lease Agreement, as all of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in relation to the highest annual cap for the New Lease Agreement were less than 0.1%, the New Lease Agreement was fully exempted from the shareholders’ approval, annual review and all disclosure requirements under Rule 14A.76(1)(a) of the Listing Rules. The transactions contemplated under the Existing Lease Agreements and the New Lease Agreement also constitute related party transactions of the Company under IFRS, details of which are set out in Note 40 to the financial statements.

Details of the Existing Lease Agreements and the New Lease Agreement and the annual caps relating thereto are set out in the Company’s announcement dated 19 May 2021.

(5) 二零二四年租賃協議

為重續於二零二三年十二月三十一日屆滿的現有租賃協議及新訂租賃協議，於二零二三年十二月二十九日，本公司與正榮商業集團成員公司（作為承租人）訂立租賃協議（「二零二四年租賃協議」），內容有關相關承租人向本集團相關成員公司（作為出租人）租賃整個物業並有權招租及分租相關物業的任何單位，以及就相關物業進行廣告、管理及運營活動。

雖然二零二四年租賃協議於二零二三年度內訂立的，但每份二零二四年租賃協議的期限為二零二四年一月一日至二零二五年十二月三十一日（包括首尾兩日），訂約方可重續，惟須遵守上市規則第14A章及所有其他適用法律及法規的規定。

正榮服務集團應付本集團的租金須經公平磋商後參考鄰近該物業的可資比較物業之現行市場租金而釐定。

於二零二三年度，概無根據二零二四租賃協議所進行的交易。有關二零二四租賃協議及相關年度上限之詳情載於本公司日期為二零二三年十二月二十九日的公告。

(5) 2024 Lease Agreements

In order to renew the Existing Lease Agreement and the New Lease Agreement which were due to expire on 31 December 2023, on 29 December 2023, the Company and members of Zhenro Commercial Group (as lessee) entered into lease agreements (the "2024 Lease Agreements"), pursuant to which the such respective lessee leases the entire property from the relevant member of the Group (as lessor), and has the right to procure tenants and sub-lease any units in the relevant property, and to engage in advertising, management and operation activities in respect of the relevant property.

While the 2024 Lease Agreements were entered into during Year 2023, the term of each 2024 Lease Agreements will be from 1 January 2024 to 31 December 2025 (both days inclusive), which may be renewed as the parties may agree, subject to compliance with the requirements under Chapter 14A of the Listing Rules and all other applicable laws and regulations.

The rental fees payable by Zhenro Services Group to the Group shall be determined on arm's length basis and with reference to the prevailing market rental fee for comparable premises in the vicinity of the property.

During Year 2023, there was no transactions contemplated under the 2024 Lease Agreements. Details of the 2024 Lease Agreements and the annual caps relating thereto are set out in the Company's announcement dated 29 December 2023.

(6) 獨立非執行董事及外部核數師審閱

所有獨立非執行董事已審閱有關持續關連交易，並確認該等持續關連交易乃：

- (i) 於本集團正常及日常業務過程中訂立；
- (ii) 按正常商業條款或更優惠條款而訂立；及
- (iii) 根據規管該等交易的協議按公平合理的條款訂立，且符合本公司股東的整體利益。

本公司的外部核數師安永會計師事務所獲委聘就持續關連交易作出報告，且其已向董事會遞交函件，確認：

- (i) 並無注意到任何事項使其相信所披露持續關連交易未獲董事會批准；
- (ii) 就涉及本集團提供貨物或服務的交易，並無注意到任何事項使其相信持續關連交易在所有重大方面未根據本集團的定價政策訂立；
- (iii) 並無注意到任何事項使其相信持續關連交易在所有重大方面未根據規管該等交易的有關協議訂立；及
- (iv) 並無注意到任何事項使其相信所披露持續關連交易已超過本公司所設定的年度上限。

(6) Review by the independent non-executive Directors and external auditor

All the independent non-executive Directors have reviewed the continuing connected transactions and confirmed that the continuing connected transactions have been entered into:

- (i) in the ordinary and usual course of business of the Group;
- (ii) on normal commercial terms or better; and
- (iii) according to the agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The Company's external auditor, Ernst & Young, was engaged to report on the continuing connected transactions and they have provided a letter to the Board of Directors confirming that:

- (i) nothing has come to their attention that caused them to believe that the disclosed continuing connected transactions have not been approved by the Board;
- (ii) for transactions involving the provision of goods or services by the Group, nothing has come to their attention that caused them to believe that the continuing connected transactions were not entered into, in all material respects, in accordance with the pricing policies of the Group;
- (iii) nothing has come to their attention that caused them to believe that the continuing connected transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions; and
- (iv) nothing has come to their attention that caused them to believe that the disclosed continuing connected transactions have exceeded the annual cap set by the Company.

(7) 一般事項

除上文披露者外，於二零二三年度，本集團並未訂立任何根據上市規則須於本年報披露的關連交易或持續關連交易。

除上文所披露者外，財務報表附註40所披露的其他關聯方交易並不構成上市規則項下須予披露的「關連交易」或「持續關連交易」。構成本集團持續關連交易的關聯方交易已遵守上市規則第14A章的披露規定。

上文有關本年報其他章節、報告或附註的所有提述，構成本年報的一部分。

承董事會命
董事會主席
劉偉亮

中國上海，二零二四年三月二十八日

(7) General

Save as disclosed above, for Year 2023, the Group had not entered into any connected transactions or continuing connected transactions which are required to be disclosed in this annual report pursuant to the Listing Rules.

Save as disclosed above, the other related party transactions as disclosed in Note 40 to the financial statements did not constitute “connected transactions” or “continuing connected transactions” required to be disclosed under the Listing Rules. The related party transactions that constituted continuing connected transactions of the Group have complied with the disclosure requirements under Chapter 14A of the Listing Rules.

All references above to other sections, reports or notes in this annual report form part of this annual report.

By order of the Board
LIU Weiliang
Chairman of the Board

Shanghai, PRC, 28 March 2024

企業管治報告

Corporate Governance Report

本公司透過專注於誠信、問責、透明、獨立、盡責及公平原則，致力達到高水平的企業管治。本公司制定實施了健全的治理政策，董事會負責履行本公司治理職責。董事會參考企業管治守則持續檢討及監督本公司的治理情況，以維持本公司高水準的企業管治常規。

就董事所知，於二零二三年度內，本公司一直遵守上市規則附錄C1所載的守則條文。

董事會及多元化政策

董事會負責透過指導及監督本公司事務，推動本公司邁向成功。董事會擁有管理及從事本公司業務的一般權力。董事會將日常經營及管理權力授予本公司管理層負責，管理層將執行董事會釐定的策略及指引。

董事會將不時根據現況檢討董事會架構及組成，以保持本公司的高水準企業管治慣例。

董事會具備適合本公司業務需要的技能和經驗。本公司亦已採納董事會多元化政策，載列董事會就董事會成員多元化而制訂的方針。在董事會的組成方面，一直從多個方面考慮董事會的多樣性，包括但不限於性別、年齡、文化和教育背景、行業經驗、技術及專業技能及／或資格、知識、作為本公司董事的服務時長及投入的時間。本公司亦將考慮有關自身業務模式及不時的特定需要等

The Company is committed to achieving high standards of corporate governance by focusing on principles of integrity, accountability, transparency, independence, responsibility and fairness. The Company has developed and implemented sound governance policies and measures with the Board being responsible for performing such corporate governance duties. The Board will continue to review and monitor the governance of the Company with reference to the Corporate Governance Code so as to maintain a high standard of corporate governance practices of the Company.

So far as the Directors are aware, during Year 2023, the Company has complied with the code provisions set out in Appendix C1 of the Listing Rules.

BOARD OF DIRECTORS AND DIVERSITY POLICY

The Board is responsible for directing and supervising the Company's affairs in order to lead the Company towards success. The Board has general powers for the management and conduct of the Company's business. The day-to-day operations and management are delegated by the Board to the management of the Company, who will implement the strategy and direction as determined by the Board.

The Board will review the structure and composition of the Board from time to time in light of prevailing circumstances, in order to maintain a high standard of corporate governance practices of the Company.

The Board has a balance of skills and experience appropriate for the requirements of the business of the Company. The Company has also adopted a board diversity policy setting out the approach adopted by the Board regarding diversity of Board members. In designing the Board's composition, Board diversity has been considered from a number of perspectives, including but not limited to gender, age, cultural and educational background, industry experience, technical and professional skills and/or qualifications, knowledge, length of services and time to be devoted as a director of the Company. The Company will also take into account factors relating to its own business model and specific needs from

因素。最終決定將基於候選人將帶給董事會的裨益及貢獻。截至本年報批准日期，董事會組成的分析如下：

time to time. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. As at the date of approval of this annual report, the analysis of the Board composition is as follow:

人數 No. of person	職位 Position	年齡組別 Age Group	技能／行業經驗 Skill/Industry Experiences	董事服務年資 Years of Directors' service	教育背景 Educational Background	性別 Gender				
1	執行董事 Executive Director	30-40歲 30-40 years old	房地產開發及管理、戰略投資及綜合管理 Real estate development and management, strategic investment and comprehensive management	超過5年 Over 5 years	工程管理 Engineering management	男性 Male				
2					文學 Literature					
3	非執行董事 Non-executive Director				41-50歲 41-50 years old		審計及會計、企業管治及金融 Audit and accounting, corporate governance and finance	2-6年 2-6 years	經濟學 Economic	
4	獨立非執行董事 Independent non-executive Director									51-60歲 51-60 years old
5										60歲或以上 60 years old or above
6										

就職位、年齡、技能及行業經驗、服務年資及知識而言，董事會屬相當多元化。就性別而言，董事會目前未有女性董事。董事會正物色具備合適技能、資格及經驗的女性候選人加入董事會，以加強董事會層面的性別多元化。本公司將通過內部提拔或外部招聘方式，於二零二四年十二月三十一日或以前努力委任至少一名女性董事，並持續尋找機會增加董事會女性代表。

The Board is fairly diverse in terms of position, age, skills and industry experience, length of service and knowledge. In terms of gender, there is currently no female Director on the Board. The Board is in the progress of identifying female candidate(s) who possesses suitable skills, qualifications and experience to join the Board in order to enhance gender diversity at the Board level. The Company will endeavour to appoint at least one female Director on or before 31 December 2024 through internal promotion or external recruitment, and will continue to seek opportunities to increase female representation on the Board.

於二零二三年十二月三十一日，本集團的僱員（包括高級管理人員在內）中女性和男性分別佔28.5%和71.5%，董事會感到滿意並認為符合房地產行業屬性。由於本集團根據學術背景、工作經驗和表現等標準而並非根據性別選擇或提拔合適的人才，因此並無令實現全體僱員（包括高級管理人員）性別多元化更具挑戰性或更無關的任何緩解因素或情況。本集團將繼續在招聘時及招聘中高級員工時考慮性別多元化，及維持甚至提高各個層級的女性員工比例，以實現性別平等為最終目標。

本公司的非執行董事歐國偉先生為歐宗榮先生（本公司的控股股東之一）的兒子，其詳情載於「董事及高級管理層履歷-董事」一節。除上文所披露者外，董事會成員與本公司其他董事會成員、主席及行政總裁並無其他關係。董事履歷載於本年報「董事及高級管理層履歷-董事」一節。

本公司已與各執行董事訂立服務合約，及已向非執行董事及各獨立非執行董事發出委任函。該等服務合約及委任函的主要詳情為(a)任期自二零二三年九月十六日（就非執行董事歐國偉先生而言）、二零二三年六月八日（就執行董事劉偉亮先生而言）、二零二四年三月二十六日（就執行董事李洋先生而言）、二零二三年十二月十五日（就獨立非執行董事陸海林博士及王傳序先生而言）及二零二二年九月十三日（就獨立非執行董事謝駿先生而言）起計為期三年；及(b)可根據彼等各自的條款予以終止。服務合約可根據本公司組織章程細則及適用規章續訂。

二零二三年度，向董事應付的薪酬總額（包括袍金、薪金、退休金計劃供款、以股份為基礎的薪酬開支、酌情花紅、住房及其他津貼以及其他實物福利）約為人民幣7.9百萬元。

As at 31 December 2023, 28.5% and 71.5% of the employees (including senior management) of the Group were female and male, respectively, which is regarded by the Board as satisfactory and is in line with the attributes of the real estate industry. There are no mitigating factors or circumstances which make achieving gender diversity across the workforce (including senior management) more challenging or less relevant as the Group selects or promotes suitable talents based on criteria such as academic background, working experience and performances rather than on the ground of gender. The Group will continue to take gender diversity into consideration during recruitment and when recruiting staff members of mid to senior levels, and will maintain or even increase female proportion at all levels with the ultimate goal of achieving gender parity.

The Company's non-executive Director, Mr. OU Guowei, is the son of Mr. OU Zongrong, one of the Company's Controlling Shareholders, and his details are set out in the section headed "Biographies of the Directors and Senior Management – Directors". Save as disclosed above, no Board member has other relationship with the other Board members, the chairman and the chief executive officer of the Company. The biographies of the Directors are set out in the section headed "Biographies of the Directors and Senior Management – Directors" of this annual report.

The Company has entered into service contracts with each of the executive Directors and has issued letters of appointment to non-executive Director and each of the independent non-executive Directors. The principal particulars of these service contracts and letters of appointment are (a) for an initial fixed term of three years commencing from 16 September 2023 (for non-executive Director Mr. OU Guowei), 8 June 2023 (for executive Director Mr. LIU Weiliang), 26 March 2024 (for executive Director Mr. LI Yang), 15 December 2023 (for independent non-executive Directors Dr. LOKE Yu (alias LOKE Hoi Lam) and Mr. WANG Chuanxu) and 13 September 2022 (for independent non-executive Director Mr. XIE Jun), and (b) subject to termination in accordance with their respective terms. The service contracts may be renewed in accordance with the articles of association of the Company and the applicable Rules.

The aggregate remuneration (including fees, salaries, contributions to pension schemes, share-based compensation expenses, discretionary bonuses, housing and other allowances and other benefits in kind) payable to the Directors for Year 2023 was approximately RMB7.9 million.

董事薪酬乃經參考可資比較公司所支付的薪金、董事需付出的時間及職責以及本集團的業績予以釐定。二零二三年度董事及高級管理層薪酬詳情載於財務報表附註8及9。此外，根據企業管治守則之守則條文第E.1.5條，於二零二三年度，高級管理層成員年度薪酬按範圍載列如下：

The remuneration of the Directors is determined with reference to salaries paid by comparable companies, time commitment and responsibilities of the Directors and performance of the Group. Details of the remuneration of the Directors and senior management for 2023 are set out in Notes 8 and 9 to the financial statements. In addition, pursuant to code provision E.1.5 of the Corporate Governance Code, the annual remuneration of members of the senior management by band for Year 2023 is set out below:

按範圍劃分之高級管理層薪酬	Remuneration to the senior management by band	高級管理層人數 Number of senior management
2,500,001 港元至 3,000,000 港元	HK\$2,500,001 to HK\$3,000,000	1
總計	Total	1

於二零二三年度，本公司共有三名獨立非執行董事，符合上市規則所規定獨立非執行董事人數須佔董事會成員人數至少三分之一且不得少於三人。

During Year 2023, the Company has three independent non-executive Directors, which meets the requirement of the Listing Rules that the number of independent non-executive directors must represent at least one-third of the Board and should not be less than three.

獨立非執行董事在確保董事會獲得獨立意見方面發揮了重要作用。他們運用獨立的分析和專業的判斷，為董事會的決策提供專業而公平的意見。這能保障本公司及股東的利益。全體董事（包括獨立非執行董事）皆通過多種渠道與董事會溝通及表達彼等之觀點，且可各自獨立接觸本集團之管理，以作出知情決定。董事會主席應每年與獨立非執行董事召開一次沒有其他董事出席的會議，討論重大事項及任何關注事項。此外，全體董事或任何彼等緊密聯繫人於擬於會議上審議的任何事項中有重大權益，應就相關決議案放棄投票，且不被計入會議法定出席人數。於該等事項無權益之獨立非執行董事及其聯繫人應出席該會議。

The independent non-executive Directors play an important role in ensuring the Board obtains independent views. They use their independent analysis and professional judgments to provide professional and fair opinions on the decisions made by the Board. This ensures the interests of the Company and the shareholders are being protected. All Directors, including the independent non-executive Directors, are given various channels to communicate and express their views to the Board and have separate and independent access to the management of the Group in order to make informed decisions. The chairman of the Board should hold at least one meeting every year, with the independent non-executive Directors and without the presence of other Directors, to discuss significant matters and any concerns. Further, all Directors or any of their close associates who have a material interest in any matter to be considered in a meeting should abstain from voting on the relevant resolution, and shall not be included in the quorum of the meeting. Independent non-executive Directors who, and whose associates, have no interest in the matter should attend the meeting.

董事會每年審閱上述機制，以確保董事會可取得獨立意見，以及此機制的實施和有效性，並確認於二零二三年度此機制有效實施。

提名委員會獲授權以評估獨立非執行董事之獨立性。獨立非執行董事須就彼等之獨立性向本公司提供年度確認書及在隨後出現影響彼等之獨立性的任何情況變動時盡快通知本公司。根據上市規則第3.13條，本公司已收到來自各獨立非執行董事對其獨立性的年度書面確認，且認為彼等均為獨立。

董事可獲公司秘書提供服務，以確保董事會程序得到遵守。於二零二三年度，陳競德先生為本公司的聯席公司秘書之一。本公司亦已委聘鄺燕萍女士（方圓企業服務集團（香港）有限公司（一間公司秘書服務供應商）的總監）擔任另一名聯席公司秘書，協助陳競德先生履行其作為本公司公司秘書之職務。鄺燕萍女士於本公司的主要聯繫人為陳競德先生。

為遵守上市規則第3.29條的規定，於二零二三年度，陳競德先生及鄺燕萍女士各自均已進行不少於15小時的相關專業培訓。

The Board reviews the above mechanisms annually to ensure independent views are available to the Board and the implementation and effectiveness of such mechanisms, and confirmed that such mechanisms were effective during Year 2023.

The nomination committee is authorised to assess the independence of the independent non-executive Directors. The independent non-executive Directors are required to provide an annual confirmation of their independence to the Company and to notify the Company as soon as possible of any subsequent change of circumstances that may affect their independence. The Company has received the annual written confirmation of independence from each of the independent non-executive Directors pursuant to Rule 3.13 of the Listing Rules, and considers them to be independent.

Directors have access to the services of the company secretary to ensure that the Board procedures are followed. During Year 2023, Mr. CHAN King Tak was one of the Company's joint company secretaries. The Company has also engaged Ms. KWONG Yin Ping, Yvonne, a vice president of SWCS Corporate Services Group (Hong Kong) Limited (a company secretarial service provider), as another joint company secretary to assist Mr. CHAN King Tak in discharging his duties as company secretary of the Company. Ms. KWONG Yin Ping, Yvonne's primary contact person at the Company was Mr. CHAN King Tak.

In compliance with Rule 3.29 of the Listing Rules, each of Mr. CHAN King Tak and Ms. KWONG Yin Ping, Yvonne have undertaken no less than 15 hours of relevant professional training during Year 2023.

各董事於首次獲委任時，本公司已安排全面入職培訓，確保其對本公司的運營及業務有適當的了解，且充分知悉董事於上市規則及其他相關法定要求項下的責任。本公司將為全體董事安排合適培訓，以發展及更新其知識與技能，作為其持續專業發展的一部分。於二零二三年度，本公司已安排上市規則相關的培訓，以作為董事持續專業發展的一部分，董事的培訓記錄的概要載列如下：

On the first occasion of each Director's appointment, the Company has arranged a comprehensive induction to ensure that he/she has a proper understanding of the Company's operations and business and is fully aware of the director's responsibilities under the Listing Rules and other relevant statutory requirements. The Company will arrange suitable training for all Directors in order to develop and refresh their knowledge and skills as part of their continuous professional development. During Year 2023, the Company has arranged Listing Rules-related training as part of Directors' continuous professional development and the training records of the Directors are summarized as follows:

出席簡介會、培訓或
研討會及閱讀材料
Attending briefings,
trainings or seminars
and reading materials

執行董事

黃仙枝先生(自二零二三年一月二十日起辭任) Mr. HUANG Xianzhi (resigned with effect from 20 January 2023) ✓
劉偉亮先生 Mr. LIU Weiliang ✓
李洋先生 Mr. LI Yang ✓

非執行董事

歐國偉先生 Mr. OU Guowei ✓

獨立非執行董事

陸海林博士 Dr. LOKE Yu (alias LOKE Hoi Lam) ✓
王傳序先生 Mr. WANG Chuanxu ✓
謝駿先生 Mr. XIE Jun ✓

企業管治守則之守則條文第C.5.1條規定，每年應最少舉行四次定期董事會會議，大約每季舉行一次。

Code provision C.5.1 of the Corporate Governance Code requires that at least four regular Board meetings should be held each year at approximately quarterly intervals.

於二零二三年度，本公司舉行7次董事會會議及一次股東週年大會。董事會會議中合共審議35份提案，包括有關審議本公司二零二二年年報、二零二二年年業績公告、二零二三年中期報告及二零二三年中期業績公告之提案。

During Year 2023, the Company held 7 Board meetings and one annual general meeting. A total of 35 proposals were considered at the Board meetings, including proposals for the consideration of the Company's 2022 annual report, 2022 annual results announcement, 2023 interim report and 2023 interim results announcement.

下表載列於二零二三年度各董事出席所召開的董事會會議、董事會委員會及股東大會的詳情。

The table below sets out the details of the attendance of each Director at the Board meetings, Board committee meetings and general meeting held during Year 2023.

		出席／應出席會議次數				
		Number of meetings attended/meetings eligible to attend				
董事會		審核委員會	提名委員會	薪酬委員會	股東大會	
The Board		Audit Committee	Nomination committee	Remuneration committee	General meeting	
執行董事		Executive Directors				
黃仙枝先生 ⁽¹⁾	Mr. HUANG Xianzhi ⁽¹⁾	1/1	—	—	—	—
劉偉亮先生	Mr. LIU Weiliang	7/7	—	2/2	2/2	1/1
李洋先生	Mr. LI Yang	7/7	—	—	—	1/1
非執行董事		Non-executive Director				
歐國偉先生	Mr. OU Guowei	7/7	2/2	—	—	1/1
獨立非執行董事		Independent non-executive Directors				
陸海林博士	Dr. LOKE Yu (alias LOKE Hoi Lam)	7/7	2/2	—	—	1/1
王傳序先生	Mr. WANG Chuanxu	7/7	2/2	2/2	2/2	1/1
謝駿先生	Mr. XIE Jun	7/7	—	2/2	2/2	1/1

附註：

(1) 黃仙枝先生於二零二三年一月二十日起辭任執行董事。由於在二零二三年一月一日至二零二三年一月十九日期間僅舉行1次董事會會議，故彼僅需出席1次董事會會議。於二零二三年一月一日至二零二三年一月十九日期間並無舉行股東大會。

Note:

(1) Mr. HUANG Xianzhi resigned as an executive Director with effect from 20 January 2023. Since there was only 1 Board meeting during the period from 1 January 2023 up to 19 January 2023, he was only required to attend 1 Board meeting. There was no general meeting held during the period from 1 January 2023 up to 19 January 2023.

企業管治職能

董事會負責履行企業管治守則之守則條文第A.2.1條所載之職能。董事會已檢討本公司之企業管治政策及慣例、董事及高級管理層之培訓及持續專業發展、本公司在遵守法律法規規定、遵守標準守則及書面員工指引以及遵守企業管治守則方面之政策及慣例及於本企業管治報告中作出的披露。

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the functions set out in the code provision A.2.1 of the Corporate Governance Code. The Board reviewed the Company's corporate governance policies and practices, training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code and written employee guidelines, and the Company's compliance with the Corporate Governance Code and disclosure in this Corporate Governance Report.

董事委員會

本公司設有三個主要董事委員會，即審核委員會、提名委員會及薪酬委員會。各個董事委員會均按其職權範圍運作。董事委員會之職權範圍於本公司及聯交所網站可供查閱。

董事委員會獲提供履行職責的充足資源，並在適當情況下（在提出合理要求後）可徵詢獨立專業意見，費用由本公司承擔。

審核委員會

本公司根據上市規則第3.21條及企業管治守則成立審核委員會並訂明其書面職權範圍。審核委員會包括三名成員，即獨立非執行董事陸海林博士及王傳序先生以及非執行董事歐國偉先生。陸海林博士獲委任為審核委員會主席，是具備適當專業資格的獨立非執行董事。審核委員會的主要職責包括：(i)就委任及罷免本公司外部核數師提出推薦建議；(ii)審閱本公司的會計政策及財務狀況；(iii)審查及監督本公司的內部審計職能及內部控制架構；及(iv)審查及監察本公司的風險管理。

於二零二三年度，審核委員會已檢討財務報告系統、合規程序、內部控制（包括資源的充足性、員工資格及經驗、本公司會計及財務報告部門的培訓計劃及預算）、風險管理系統及流程、舉報政策以及重新委任外部核數師。董事會並未偏離審核委員會就外部核數師的甄選、委任、辭職或解僱所提出的任何建議。

審核委員會亦審閱本公司及其附屬公司於中期及財政年度的中期及年終業績，以及外部核數師就審計過程中的會計事項及主要調查結果而編製的審計報告。

BOARD COMMITTEES

The Company has three principal Board committees, namely the Audit Committee, the nomination committee and the remuneration committee. Each of the Board committees operates under its terms of reference. The terms of reference of the Board committees are available on the website of the Company and that of the Stock Exchange.

The Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expense.

AUDIT COMMITTEE

The Company established an Audit Committee with written terms of reference in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code. The Audit Committee consists of three members, namely Dr. LOKE Yu (alias LOKE Hoi Lam) and Mr. WANG Chuanxu, being independent non-executive Directors, and Mr. OU Guowei, the non-executive Director. Dr. LOKE Yu (alias LOKE Hoi Lam) has been appointed as the chairman of the Audit Committee, and is the independent non-executive Director possessing the appropriate professional qualifications. The primary duties of the Audit Committee include: (i) making recommendations regarding the appointment and removal of external auditors of the Company; (ii) reviewing the accounting policies and financial positions of the Company; (iii) reviewing and supervising the internal audit functions and internal control structure of the Company; and (iv) reviewing and overseeing the risk management of the Company.

During Year 2023, the Audit Committee reviewed the financial reporting system, compliance procedures, internal control (including the adequacy of resources, staff qualifications and experience, training programs and budgeting of the Company's accounting and financial reporting departments) and risk management systems and processes, whistleblowing policy and the reappointment of the external auditor. The Board had not deviated from any recommendation given by the Audit Committee on the selection, appointment, resignation or dismissal of external auditor.

The Audit Committee also reviewed interim and final results of the Company and its subsidiaries for the interim period and the fiscal year as well as the audit report prepared by the external auditor relating to accounting issues and major findings in the course of audit.

提名委員會

本公司根據企業管治守則成立提名委員會並訂明其書面職權範圍。於二零二三年度，提名委員會主席為黃仙枝先生（彼於二零二三年一月二十日辭任），及劉偉亮先生（彼於二零二三年一月二十日獲委任為提名委員會主席）。其他提名委員會成員為獨立非執行董事王傳序先生及謝駿先生（各自為獨立非執行董事）。提名委員會的主要職責包括：(i) 檢討董事會的構成及評估董事的能力與經驗；(ii) 就董事的委任及罷免向董事會提出推薦建議；及(iii) 評估獨立非執行董事的獨立性。

董事會已採納董事會提名政策，其中載列識別和推薦候選人參加董事會選舉的目的及原則、程序以及標準。提名委員會已獲董事會授權物色具備合適資格成為董事的人士，並就甄選及委任獲提名人士擔任董事職位向董事會提出建議。於評核董事會的組成時，提名委員會考慮董事會多元化政策所述的多項範疇，包括但不限於性別、年齡、文化及教育背景、行業經驗、技術及專業技能及／或資格、知識、作為本公司董事的服務時長及投入的時間。提名委員會將討論及協定取得董事會多元化之度量目標（倘必要）及向董事會推薦予以採納。

於物色及選擇合適的董事人選時，提名委員會向董事會作出建議前會考慮人選的品格、資歷、經驗、獨立性及其他可配合企業策略及達致董事會多元化（倘合適）的必要條件。

於二零二三年度，提名委員會已檢討提名政策及董事會多元化政策；評估獨立非執行董事的獨立性；及就於股東週年大會上重選退任董事向董事會提出建議。

NOMINATION COMMITTEE

The Company established a nomination committee with written terms of reference in compliance with the Corporate Governance Code. During Year 2023, the chairman of the nomination committee was Mr. HUANG Xianzhi, who resigned with effect from 20 January 2023, and Mr. LIU Weiliang was appointed as the chairman of the nomination committee with effect from 20 January 2023. The other members of the nomination committee were Mr. WANG Chuanxu and Mr. XIE Jun, each an independent non-executive Director. The primary duties of the nomination committee include: (i) reviewing the composition of the Board of Directors and assessing the ability and experience of Directors; (ii) making recommendations to the Board on the appointment and removal of Directors; and (iii) assessing the independence of the independent non-executive Directors.

The Board had adopted a board nomination policy which sets out the purposes and principles, the process and criteria for identifying and recommending candidates for election to the Board. The nomination committee has been delegated by the Board to identify individuals suitably qualified to become a Director and make recommendations to the Board on the selection and appointment of individuals nominated for directorships. In assessing the Board composition, the nomination committee would take into account various aspects set out in the board diversity policy, including but not limited to gender, age, cultural and educational background, industry experience, technical and professional skills and/or qualifications, knowledge, length of services and time to be devoted as a director of the Company. The nomination committee would discuss and agree on measurable objectives for achieving diversity on the Board, where necessary, and recommend them to the Board for adoption.

In identifying and selecting suitable candidates for directorships, the nomination committee would consider the candidate's character, qualifications, experience, independence and other relevant criteria necessary to complement the corporate strategy and achieve board diversity, where appropriate, before making recommendation to the Board.

During Year 2023, the nomination committee has reviewed the nomination policy and the board diversity policy; assessed the independence of independent non-executive Directors; and made recommendation to the Board in relation to the re-election of retiring Directors at the annual general meeting.

薪酬委員會

本公司根據上市規則第3.25條及企業管治守則成立薪酬委員會並訂明其書面職權範圍。薪酬委員會主席為獨立非執行董事王傳序先生，薪酬委員會其他成員為謝駿先生（為獨立非執行董事），黃仙枝先生（彼於二零二三年一月二十日辭任）及劉偉亮先生（於二零二三年一月二十日獲委任）（各自為執行董事）。薪酬委員會的主要職責包括：(i)檢討董事及高級管理層的薪酬政策並就此向董事會提出推薦建議；(ii)監督薪酬政策的實施；(iii)評估執行董事的表現並批准執行董事服務合同的條款；及(iv)根據上市規則第17章審閱及／或批准有關股份計劃的事宜。

本公司制定董事薪酬政策，確保以適當水平的薪酬來吸引及挽留高素質人才，以監管本集團業務及發展。有關本集團薪酬政策的詳情，請參閱「董事會報告書－僱員及薪酬政策」一節。薪酬委員會已於其職權範圍中採納企業管治守則之守則條文第E.1.2(c)(ii)條所述的標準。

於二零二三年度，薪酬委員會已討論及檢討本公司有關董事及高級管理層的服務協議、委任函及薪酬政策，並已就個別執行董事及高級管理層的服務協議、委任函及薪酬待遇向董事會提出建議，但並沒有與股份計劃有關的事項需要由薪酬委員會審查及／或批准。

董事進行證券交易的標準守則

本公司已採納上市規則附錄C3所載上市發行人董事進行證券交易的標準守則（「標準守則」）作為有關董事進行證券交易之行為守則。經本公司作出特定查詢後，全體董事確認，彼等於二零二三年度內已遵守標準守則。

REMUNERATION COMMITTEE

The Company established a remuneration committee with written terms of reference in compliance with Rule 3.25 of the Listing Rules and the Corporate Governance Code. The chairman of the remuneration committee was Mr. WANG Chuanxu, an independent non-executive Director, and the other members of remuneration committee were Mr. XIE Jun, an independent non-executive Director, and Mr. HUANG Xianzhi (resigned with effect from 20 January 2023) and Mr. LIU Weiliang (appointed with effect from 20 January 2023), each an executive Director. The primary duties of the remuneration committee include: (i) reviewing and making recommendations to the Board regarding remuneration policies for Directors and senior management; (ii) supervising the implementation of remuneration policies; (iii) assessing performance of executive directors and approving the terms of executive directors' service contracts; and (iv) reviewing and/or approving matters relating to share schemes under Chapter 17 of the Listing Rules.

The Company has in place a policy on Directors' remuneration to ensure that there is an appropriate level of remuneration to attract and retain people of high calibre to oversee the Group's business and development. For details regarding the emolument policy of the Group, please refer to the section headed "Directors' Report – Employees and Remuneration Policy". The remuneration committee has adopted the model described in code provision E.1.2(c)(ii) of the Corporate Governance Code in its terms of reference.

During Year 2023, the remuneration committee discussed and reviewed the service agreements, appointment letters and remuneration policy for Directors and senior management of the Company, and made recommendations to the Board on the service agreements, appointment letters and remuneration packages of individual executive Directors and senior management, but there were no matters relating to share schemes that were required to be reviewed and/or approved by the remuneration committee.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix C3 to the Listing Rules as its code of conduct regarding Directors' securities transactions. All Directors have confirmed, following specific enquiry made by the Company, that they have complied with the Model Code during Year 2023.

股息政策

本公司已採納股息政策(「股息政策」)，據此，本公司可向本公司股東宣派及派發股息，惟本集團錄得除稅後溢利且宣派及派發股息不會影響本集團的正常運營。

支付任何股息的建議視乎董事會酌情決定，且宣派末期股息須待本公司股東批准後方可作實。於提議派發任何股息時，董事會亦須考慮(其中包括)本集團的營運、盈利、財務狀況、資金規定及董事認為當時相關的任何其他條件。本公司支付任何股息亦須受開曼群島公司法及本公司組織章程細則的任何限制所規限。

本公司將不時檢討股息政策，且概不保證於任何特定期間擬派或宣派股息。

外部核數師

於二零二三年度，就本集團財務報表的審計已付本公司的外部核數師－安永會計師事務所的費用為人民幣6.7百萬元。

年內，安永會計師事務所及其附屬公司和其他關聯實體向本集團提供的非審計服務，包括稅務申報及周轉和重組戰略服務的費用約為人民幣1.1百萬元。

問責及審計

董事負責監督財務報表的編製工作，以真實公平地反映本集團的事務狀況以及報告期的業績及現金流量。核數師就其對財務報表的申報責任的聲明載於本年報第94至97頁。於編製二零二三年度的財務報表時，董事已選擇合適的會計政策並貫徹應用；作出審慎、公平及合理的判斷及估計；並按持續基準編製財務報表，其原因載於財務報表附註2.1。

DIVIDEND POLICY

The Company has adopted a dividend policy (“Dividend Policy”), pursuant to which the Company may declare and distribute dividends to the shareholders of the Company, provided that the Group records a profit after tax and that the declaration and distribution of dividends does not affect the normal operations of the Group.

The recommendation of the payment of any dividend is subject to the discretion of the Board, and any declaration of final dividend will be subject to the approval of the shareholders of the Company. In proposing any dividend payout, the Board shall also take into account, inter alia, the Group’s operations, earnings, financial condition, capital requirements and any other conditions the Directors may deem relevant at such time. Any payment of the dividend by the Company is also subject to any restrictions under the Companies Law of the Cayman Islands and the articles of association of the Company.

The Dividend Policy will be reviewed from time to time and there is no assurance that a dividend will be proposed or declared in any specific periods.

EXTERNAL AUDITOR

For Year 2023, the fees paid to the Company’s external auditor, Ernst & Young, for the audit of the financial statements of the Group were RMB6.7 million.

During the year, the fees of non-audit services, including tax filing and turnaround and restructuring strategy service provided by Ernst & Young and its subsidiary and other affiliate entities to the Group are approximately RMB1.1 million.

ACCOUNTABILITY AND AUDIT

The Directors are responsible for overseeing the preparation of the financial statements in order to give a true and fair view of the state of affairs of the Group and of the results and cash flow during the reporting period. A statement from the auditor about its reporting responsibilities on the financial statements is set out on pages 94 to 97 of this annual report. In preparing the financial statements for Year 2023, the Directors have selected suitable accounting policies and applied them consistently, made judgments and estimates that are prudent, fair and reasonable and prepared the financial statements on a going concern basis for the reasons as set out in note 2.1 to the financial statements.

董事注意到，如獨立核數師報告無法表示意見之基準章節所述，由於有關持續經營的多項不確定事項之間可能存在互相影響以及可能對綜合財務報表產生累計影響，本公司外部核數師並無就本集團截至二零二三年十二月三十一日止年度的綜合財務報表發表意見。

本集團截至二零二三年十二月三十一日止年度錄得淨虧損人民幣9,485,562,000元。於二零二三年十二月三十一日，(i)本集團的流動負債超過流動資產人民幣4,813,176,000元；(ii)本集團的計息銀行及其他借款、優先票據、公司債券、永續資本證券及資產支持證券總額為人民幣61,863,490,000元，其中人民幣54,603,520,000元將在未來十二個月內到期償還，其現金及現金等價物為人民幣1,716,960,000元；(iii)本集團尚未按預定還款日期償還若干優先票據的本息合計人民幣12,763,266,000元及若干優先票據的利息合計人民幣1,824,355,000元，導致人民幣13,377,932,000元的若干優先票據違約事件；(iv)尚未按預定還款日期償還計息銀行及其他借款的本金合計人民幣9,459,284,000元，導致人民幣6,684,544,000元的若干長期計息銀行及其他借款須按要求償還；(v)本集團未能償還於二零二二年十一月到期的公司債券本息人民幣1,187,772,000元；及(vi)本集團未能償還永續資本證券的本息人民幣1,610,788,000元。

上述狀況顯示存在重大不確定性，對本集團持續經營的能力構成重大疑問。鑒於該等情況，本公司董事已實施多項計劃及措施以改善本集團的流動資金及財務狀況，包括：

(a) 本集團一直積極與其法律顧問及財務顧問就其境外整體債務管理方案進行合作，以實現長期可持續的資本結構，解決流動資金問題，穩定本集團運營，同時兼顧所有持份者的利益。

The Directors noted that the Company's external auditor did not express an opinion on the consolidated financial statements of the Group for the year ended 31 December 2023 due to the potential interaction of multiple uncertainties related to going concern and their possible cumulative effect on the consolidated financial statements as described in the Basis for Disclaimer of Opinion section of the independent auditor's report.

The Group recorded a net loss of RMB9,485,562,000 for the year ended 31 December 2023. As at 31 December 2023, (i) the Group's current liabilities exceeded its current assets by RMB4,813,176,000; (ii) the Group's total interest-bearing bank and other borrowings, senior notes, corporate bonds, perpetual capital securities and asset-backed securities amounted to RMB61,863,490,000, out of which RMB54,603,520,000 will be due for repayment within the next twelve months, while its cash and cash equivalents amounted to RMB1,716,960,000; (iii) the Group had not repaid an aggregate amount of principal and interest of RMB12,763,266,000 for certain senior notes and an aggregate amount of interest amounting to RMB1,824,355,000 for certain senior notes according to their scheduled repayment dates, triggering events of default for certain senior notes amounting to RMB13,377,932,000; (iv) an aggregate amount of principal of RMB9,459,284,000 for interest-bearing bank and other borrowings had not been repaid according to their scheduled repayment dates, triggering certain long-term interest-bearing bank and other borrowings amounting to RMB6,684,544,000 becoming repayable on demand; (v) the Group failed to repay the principal and interest amounting to RMB1,187,772,000 for a corporate bond due in November 2022; and (vi) the Group failed to repay the principal and interest amounting to RMB1,610,788,000 for the perpetual capital securities.

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:

(a) The Group has been actively working with its legal advisor and financial advisers on its offshore holistic liability management solutions, in order to achieve a long-term sustainable capital structure, resolve its liquidity issue and stabilise the Group's operations, taking into account the interests of all its stakeholders.

- (b) 本集團一直與現有貸款人就延期償還若干借款展開積極磋商。本集團或可延長若干計息銀行及其他借款的付款時間。然而，有關延期的確認須待貸款人的最終批准方可作實。

本集團於尋求延期償還若干借款方面取得較大成功。例如，截至二零二三年十二月三十一日，本集團成功將尚未償還總額為人民幣186,288,000元、人民幣142,082,000元及人民幣1,036,620,000元的資產支持證券的到期日分別延長至二零二六年九月、二零二六年十一月及二零二四年四月，及本集團成功將本金總額為人民幣1,000,000,000元（「正榮債券VII」）、人民幣1,000,000,000元（「正榮債券VIII」）及人民幣1,320,000,000元（「正榮債券IX」）的公司債券的到期日分別延長至二零二七年一月、二零二七年三月及二零二八年一月，於合理時限內緩解流動資金壓力。

- (c) 本集團一直與多家金融機構就以合理成本獲得新貸款展開積極磋商，以確保其在建物業項目的交付。
- (d) 本集團將繼續尋求其他替代性融資及借貸，藉以為清償其現有融資責任以及未來營運及資本開支提供資金。
- (e) 本集團已制定一項業務戰略規劃，主要針對加快物業銷售。
- (f) 本集團已實施措施加快未收的銷售所得款項的回籠及有效控制成本與開支。
- (g) 本集團將繼續尋求合適機會出售其於若干項目開發公司的股權，藉以產生額外現金流量。

- (b) The Group has been actively negotiating with existing lenders on the extension for repayments of certain borrowings. The Group may be able to extend the payment schedule for certain interest-bearing bank and other borrowings. Nevertheless, the confirmation of such extension is subject to the final approval from the lenders.

The Group has achieved considerable success in securing extensions for repayments of certain borrowings. For example, as of 31 December 2023, the Group successfully extended the maturity date of asset-backed securities of the aggregate outstanding amounts of RMB186,288,000, RMB142,082,000 and RMB1,036,620,000 to September 2026, November 2026 and April 2024, respectively, and the Group successfully extended the maturity date of corporate bonds of the aggregate principal amounts of RMB1,000,000,000 (“Zhenro Bond VII”), RMB1,000,000,000 (“Zhenro Bond VIII”), and RMB1,320,000,000 (“Zhenro Bond IX”) to January 2027, March 2027 and January 2028, respectively, alleviating the pressure on liquidity within a reasonable timeframe.

- (c) The Group has been actively negotiating with several financial institutions to obtain new loans at a reasonable cost for ensuring delivery of its property projects under development.
- (d) The Group will continue to seek for other alternative financing and borrowings to finance the settlement of its existing financial obligations and future operating and capital expenditures.
- (e) The Group has prepared a business strategy plan mainly focusing on the acceleration of the sales of properties.
- (f) The Group has implemented measures to speed up the collection of outstanding sales proceeds and effectively control costs and expenses.
- (g) The Group will continue to seek suitable opportunities to dispose of its equity interests in certain project development companies in order to generate additional cash inflows.

董事已審閱管理層編製的本集團現金流量預測，預測涵蓋自二零二三年十二月三十一日起不少於十二個月的期間。董事亦注意到，誠如本公司日期為二零二四年四月十一日之公告所披露，本公司需要更多時間考慮重組支持協議的商業條款是否仍可作為本集團解決境外債務的合適方案。因此，本公司尋求法院許可取消原定於二零二四年五月二日就計劃舉行的聆訊，並繼續與其顧問努力就本公司境外債務的整體重組達成可行方案。董事認為，經考慮上述計劃及措施，本集團將有足夠營運資金為其營運提供資金，並能夠履行其自二零二三年十二月三十一日起計未來十二個月內到期的財務責任。因此，董事信納按持續經營基準編製綜合財務報表屬適當。

儘管如此，本集團管理層能否完成上述計劃及實施上述措施存在重大不確定因素。本集團能否持續經營將取決於下列因素：

- (a) 成功完成其境外債務全面重組；
- (b) 成功與本集團現有貸款人磋商，重續或延期償還本集團計息銀行及其他借貸；
- (c) 成功為合資格項目開發及時取得項目開發貸款；
- (d) 於需要時成功取得額外新融資資源；
- (e) 成功開展本集團業務戰略規劃（包括加快物業銷售）；
- (f) 成功實施措施加快未收的銷售所得款項的回籠及有效控制成本與開支；及
- (g) 成功於適當時候出售本集團於若干項目開發公司的股權。

The 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. The directors also noted that, as disclosed in the Company's announcement dated 11 April 2024, the Company requires more time to consider whether the commercial terms of the RSA remains the appropriate solution to the Group's offshore indebtedness. As such, the Company sought leave from the Court to vacate the convening hearing for the Scheme originally fixed for 2 May 2024, and will continue to work with its advisors on reaching a feasible outcome on the holistic restructuring of the offshore debts of the Company. 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.

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:

- (a) successfully completing the holistic restructuring of its offshore indebtedness;
- (b) successfully negotiating with the Group's existing lenders for the renewal or extension for repayment of the Group's interest-bearing bank and other borrowings;
- (c) successfully securing project development loans for qualified project development in a timely manner;
- (d) successfully obtaining additional new sources of financing as and when needed;
- (e) successfully carrying out the Group's business strategy plan including the acceleration of the sales of properties;
- (f) successfully implementing measures to speed up the collection of the outstanding sales proceeds and effectively control costs and expenses; and
- (g) successfully disposing of the Group's equity interests in certain project development companies when suitable.

倘本集團未能完成上述計劃及實施上述措施及持續經營，則需要作出調整以將本集團資產的賬面值撇減至其可收回金額，為可能產生的任何進一步負債作出撥備，並將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整的影響並未於綜合財務報表中反映。

審核委員會已與董事會及本集團管理層討論外部核數師的擔憂以及計劃及措施的可能影響。審核委員會及董事會已審慎考慮本集團未來流動資金及表現及其可用融資來源以評估本集團是否有足夠財務來源持續經營，並已考慮(其中包括)(1)境外整體債務管理方案取得的進展；(2)中國若干城市針對首套房購房者及二套房購房者置業的首付比例有所下降；(3)本集團於二零二三年延長部分借款的到期日；(4)本集團已獲得若干地方政府及若干金融機構批准的專項貸款，以確保項目交付；及(5)管理層編製的現金流量預測，涵蓋自二零二三年十二月三十一日起不少於十二個月的期間。審核委員會同意管理層及董事會就持續經營事宜作出的立場及採納的主要判斷領域評估基礎。

管理層將考慮採取適當行動解決無法表示意見。此將包括(其中包括)持續實施及優化計劃及措施，並持續與外部核數師討論，以解決無法表示意見。

審核委員會也討論及理解外部核數師的擔憂，即管理層是否能夠實現計劃及措施存在多項不確定因素。審核委員會對外部核數師關於無法表示意見的立場並無異議。

Should the Group be unable 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 values of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in the consolidated financial statements.

The Audit Committee has discussed with the Board and the management of the Group about the concerns of the external auditor and the possible impacts of the Plans and Measures. The Audit Committee and the Board have given careful consideration to the future liquidity and performance of the Group and its available sources of financing in assessing whether the Group will have sufficient financial sources to continue as a going concern, and have also taken into considerations that, among other things, (1) progress made in relation to the Offshore Holistic Liability Management Solutions; (2) the downpayment for purchasing residential units for first time homebuyers and second homebuyers have been lowered in certain cities in the PRC; (3) the extension of maturity dates for certain borrowings of the Group in 2023; (4) the approvals of special loans by several local governments and certain financial institutions to the Group to ensure project delivery; and (5) the cash flow projections prepared by the management, which cover a period of not less than twelve months from 31 December 2023. The Audit Committee agreed with the position taken by and the basis of assessment on major judgmental areas adopted by the management and the Board regarding the going concern issue.

The management will consider taking appropriate actions to address the Disclaimer of Opinion. This will include, among others, implementing and optimizing the plans and measures on an ongoing basis, and discussing with the external auditor on an ongoing basis to address the Disclaimer of Opinion.

The Audit Committee also discussed and understood the concerns of the external auditor that uncertainties exist as to whether the management will be able to achieve the Plans and Measures. There was no disagreement by the Audit Committee with the external auditor's position regarding the Disclaimer of Opinion.

內部監控及風險管理

董事會負責維持健全有效的內部控制和風險管理系統，以維護本集團的資產和股東權益，並每年檢討本集團內部控制和風險管理系統的有效性，涵蓋所有重大管控包括財務、運營及合規管控，以確保現行的內部控制和風險管理系統是否足夠。該等系統旨在管理而非消除未能達成業務目標的風險（包括但不限於與環境、社會和治理相關的重大風險），並僅可對防範重大錯誤陳述或損失提供合理而非絕對的保證。本公司亦具有內部審計職能，主要分析和獨立評估發行人的風險管理和內部控制系統的充分和有效與否，解決重大內部控制缺陷，並至少每年向董事會報告其調查結果。

本集團已搭建多維度的風險管理體系，其中包括(1)信息平台保障風險管理系統得以高效運轉；(2)建立風險管理政策，確保本集團執行一致的風險識別、計量及報告的程序與標準；(3)識別各業務環節及重要程序的潛在風險；(4)風險評估及處理程序確保對已識別的風險及時作出評估及提出解決方案；及(5)對風險管理政策、風險評估程序、風險管理措施及其效果進行監督和檢討，並且匯報結果至董事會。此外，本集團的內部控制和風險管理系統包括一套完善的組織架構，有明確界定的責任和權限。日常部門的運作委託給個別部門，對其行為和業績負責，並要求在授權範圍內經營自己部門的業務，並執行和嚴格遵守由本公司不時設定的戰略和政策。每個部門還需要向董事會通報部門業務的重大發展，以及實施由董事會定期制定的政策和戰略的情況。

INTERNAL CONTROLS AND RISK MANAGEMENT

The Board is responsible for maintaining sound and effective internal control and risk management systems in order to safeguard the Group's assets and shareholders' interests and reviewing the effectiveness of the Group's internal control and risk management systems, covering all material controls, including financial, operational and compliance controls, on an annual basis, so as to ensure that internal control and risk management systems in place are adequate. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives (including, among others, material risks relating to environmental, social and governance), and can only provide reasonable and not absolute assurance against material misstatement or loss. The Company also has an internal audit function which primarily carries out the analysis and independent appraisal of the adequacy and effectiveness of the issuer's risk management and internal control systems, resolves material internal control defects and reports their findings to the Board on at least an annual basis.

The Group has established a multi-dimensional risk management system, which includes (1) an information platform that ensures the efficient operation of the risk management system; (2) formulating risk management policies to ensure the Group carries out consistent procedures and standards for risk identification, measurement and reporting; (3) identifying potential risks of various business segments and key procedures; (4) risk assessment and action procedures to ensure identified risks are assessed and solutions are proposed in a timely manner; and (5) monitoring and reviewing the risk management policies, risks assessment procedures, measures for managing risks and their effectiveness, and report the findings to the Board. In addition, the Group's internal control and risk management systems include a well-established organizational structure with clearly defined lines of responsibility and authority. The day-to-day departmental operations are entrusted to individual department which is accountable for its own conduct and performance and is required to operate its own department's business within the scope of the delegated authority and to implement and strictly adhere to the strategies and policies set by the Company from time to time. Each department is also required to keep the Board informed of material developments of the department's business and implementation of the policies and strategies set by the Board on a regular basis.

於二零二三年度內，董事會已檢討本集團內部監控及風險管理制度的有效性，以確保管理層根據協定程序及標準維持及運作一個良好的體系。檢討範圍涵蓋所有重大監控，包括財務、營運及合規監控及風險管理職能。尤其是，董事會考慮本公司在會計、內部審計及財務申報職能方面的資源、員工資格及經驗以及員工所接受的培訓課程及有關預算是否充足。該檢討乃經與本公司的管理層、其外聘及內部核數師討論後作出，且有關評估由審核委員會進行。董事會認為，現有內部控制和風險管理系統乃足夠及充分有效，尤其是在財務申報及遵守上市規則方面。

舉報及反腐敗政策

構建方便和透明的舉報體系是本集團致力於推動廉潔治理的重要組成部分。為此，本集團制定了《舉報管理指引》，明確本集團內部和外部的舉報管理機制、舉報渠道和方式，並制定了統一的舉報受理及處理程序。同時，《舉報管理指引》明確了對舉報人的保護和獎勵的規定，要求受理方嚴格保密舉報人的信息，以最大程度上保障舉報人權益和利益。

此外，本集團嚴格遵守相關法律法規，建立了《員工職務行為準則》等制度，規範僱員違反廉潔、濫用職權、利益衝突等行為，並明確本集團價值導向，使全體僱員盡忠職守、廉正自律，共同維護本集團整體利益。本集團已安排並將持續加強董事及僱員反貪腐及反舞弊培訓，加強腐敗預防宣傳，樹立清正廉潔的員工文化。

During Year 2023, the Board has reviewed the effectiveness of the internal control and risk management systems of the Group to ensure that a sound system is maintained and operated by the management in compliance with the agreed procedures and standards. The review covered all material controls, including financial, operational and compliance controls and risk management functions. In particular, the Board considered the adequacy of resources, staff qualifications and experience, training programs and budget of the Company's accounting, internal audit and financial reporting functions. The review was made by discussions with the management of the Company, its external and internal auditors and the assessment was conducted by the Audit Committee. The Board considers that the existing internal control and risk management systems are adequate and effective, in particular, for financial reporting and Listing Rules compliance.

WHISTLEBLOWING AND ANTI-CORRUPTION POLICIES

Building a convenient and transparent reporting system is a crucial component of the Group's collective effort towards clean and honest governance. To this end, the Group has formulated the "Guidelines for Reporting Management", which outline the Group's internal and external reporting management mechanisms, reporting channels and methods and set forth standardized procedures for the acceptance and processing of reports. Meanwhile, the "Guidelines for Reporting Management" provide explicit protection and reward provisions for whistleblowers, and require that any information about whistleblowers be kept confidential by the recipient, so as to safeguard the rights and interests of whistleblowers to the greatest possible extent.

In addition, the Group adheres strictly to relevant laws and regulations and has established systems such as "Code of Conduct for Employees", which regulates employee behavior, including violations of integrity, abuse of power and conflict of interests, and defines the Group's value orientation, enabling employees to perform their duties with loyalty, integrity, and self-discipline, and jointly safeguard the overall interests of the Group. The Group arranged and will continue to reinforce anti-corruption and anti-fraud training for Directors and employees, intensifies corruption prevention campaigns and fosters a culture of honesty and integrity among its workforce.

內幕消息

在處理及發放內幕消息之程序及內部監控方面，本公司高度重視其於證券及期貨條例XIVA部及上市規則下之責任。本公司已採納持續披露合規政策，政策載列對本集團董事及管理人員之指引及程序，以確保本集團之內幕消息公平、及時地公開。本集團定期為管理人員舉行簡報會，協助彼等了解及遵守相關政策。

股東權利及股東通訊政策

本公司於開曼群島註冊成立。董事會可於其認為適當的情況下隨時召開股東大會。根據本公司的組織章程細則，本公司任何一名或以上於提請要求當日持有不少於本公司繳足股本（賦有權利在本公司股東大會投票）十分之一的股東向董事會或本公司公司秘書發出書面要求後亦可召開股東大會。有關大會應於提請要求後兩個月內舉行。倘於提請要求後二十一日內董事會未有召開大會，則提請要求的人士自身可按相同方式召開股東大會，而本公司須向提請要求的人士補償因董事會未有召開大會而自行召開大會所產生的所有合理開支。

為保障股東權益及權利，本公司將就各重大事宜（包括選舉個別董事）於股東大會提呈獨立決議案。

INSIDE INFORMATION

With respect to procedures and internal controls for the handling and dissemination of inside information, the Company takes seriously of its obligations under Part XIVA of the Securities and Futures Ordinance and the Listing Rules. The Company has adopted a Continuous Disclosure Compliance Policy which sets out guidelines and procedures to the Directors and officers of the Group to ensure inside information of the Group is to be disseminated to the public in equal and timely manner. Briefing session is held regularly for officers to facilitate their understanding and compliance with the policy.

SHAREHOLDERS' RIGHTS AND SHAREHOLDERS' COMMUNICATION POLICY

The Company is incorporated in the Cayman Islands. The Board may whenever it thinks fit call general meetings. Pursuant to the articles of association of the Company, general meetings shall also be convened on the written requisition to the Board or the company secretary of the Company of any one or more members of the Company holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company. Such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may convene the general meeting in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

To safeguard shareholders' interests and rights, separate resolutions are and will be proposed at general meetings on each substantial issue, including the election of individual Directors.

股東提名人士參選董事的程序可於本公司網站(www.zhenrodc.com)查閱。股東可將書面建議送交本公司公司秘書(地址為香港灣仔皇后大道東248號大新金融中心40樓)，惟遞交該書面通知的最短期限須至少為七天，且提交該通知的期限不應早於寄發就有關選舉而召開有關股東大會通告日期翌日開始，及不得遲於舉行有關股東大會日期前七天完結。為確保其他股東有充足時間接收及考慮獲提名董事候選人的資料，謹請股東於相關股東大會前盡早且無論如何不遲於相關股東大會擬定舉行日期前12個營業日(定義見上市規則，即聯交所開市進行證券買賣日)提交建議提名相關人士參選董事的書面通知，使本公司能與本公司的證券登記處完成核查程序，及遵循上市規則項下適用規定促使刊發公告及/或向股東寄發補充通函。倘本公司於相關股東大會舉行日期前第12個營業日後接獲任何有關書面通知，則本公司將需要考慮是否押後相關會議，以根據上市規則提前至少10個營業日通知股東有關議案。

為與股東保持公開有效的溝通，董事會已採納股東通訊政策，並及時向股東更新有關本集團業務的相關資料。該政策會定期檢討以確保其有效性。本公司已建立多個與股東溝通的渠道，具體如下：

- (i) 可於聯交所網站(www.hkexnews.hk)及本公司網站(www.zhenrodc.com)查閱之公司通訊，如年度報告、中期報告及通函；
- (ii) 分別於聯交所及本公司網站刊發上市規則規定之公告及其他披露；
- (iii) 本公司的公司資料及聯繫方式於本公司網站可供查閱；

The procedures for shareholder to propose a person for election as a director are available on the Company's website (www.zhenrodc.com). Shareholders may lodge written proposal to the company secretary of the Company at 40/F, Dah Sing Financial Centre, 248 Queen's Road East, Wanchai, Hong Kong, provided that the minimum length of the period, during which such written notice is given, shall be at least seven days and that the lodgment of such notice shall commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting. In order to ensure that other shareholders would have sufficient time to receive and consider the information of the person proposed for election as a director, shareholders are urged to lodge their written notice of his intention to propose a person for election as director as early as practicable in advance of the relevant general meeting and, in any case, not less than 12 business days (as defined in the Listing Rules, i.e. day(s) on which the Stock Exchange is open for business of dealing in securities) before the date scheduled for holding the relevant general meeting, so that the Company can complete the verification procedure with the Company's share registrar, and procure the publication of an announcement and/or the dispatch of a supplementary circular to shareholders in compliance with the applicable requirements under the Listing Rules. In the event that any such written notice is received by the Company later than the 12th business day before the date of holding the relevant general meeting, the Company will need to consider whether to adjourn the relevant meeting so as to give shareholders a notice of at least 10 business days of the proposal in accordance with the Listing Rules.

The Board has adopted the shareholders' communication policy to maintain an open and effective communication with the shareholders and to update the shareholders on relevant information on the Group's business in a timely manner. The policy is regularly reviewed to ensure its effectiveness. The Company has established several channels to communicate with its shareholders as follows:

- (i) Corporate communications such as annual reports, interim reports and circulars are available on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.zhenrodc.com;
- (ii) Announcements and other disclosures as required under the Listing Rules are published on the respective websites of the Stock Exchange and the Company;
- (iii) Corporate information and contact details of the Company are made available on the Company's website;

- (iv) 股東週年大會及特別股東大會為股東就本公司提出查詢及意見，並與董事及高級管理人員交換意見提供平台；及
- (v) 本公司香港股份過戶登記處香港中央證券登記有限公司，為股東提供股份登記、派發股息及相關事宜之服務。

於二零二三年度，本公司維持著充足的聯絡資料，以供股東向董事會提出詢問。此外，本公司於二零二三年六月十六日舉行股東週年大會，股東於會上與董事會主席交流意見。企業通訊將及時刊發於本公司及聯交所網站。於二零二三年度，董事會已審閱股東通訊政策的實施與成效，基於上述因素，董事會認為，股東通訊政策屬有效。

章程文件

本公司於二零二三年六月十六日舉行的股東週年大會上通過一項特別決議案，批准修訂本公司組織章程大綱（「**組織大綱**」）及本公司細則（「**細則**」）及採納經修訂及重列的組織大綱及細則，且自二零二三年六月十六日起生效。詳情請參閱本公司日期為二零二三年四月二十八日的通函及本公司日期為二零二三年六月十六日的投票結果公告。

經修訂及重列的組織大綱及細則可於本公司及香港聯合交易所有限公司（「**聯交所**」）網站查閱。

- (iv) Annual and extraordinary general meetings provide a forum for the shareholders to raise queries and make comments about the Company, and exchange views with the Directors and senior management; and
- (v) The Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, serves the shareholders in respect of share registration, dividend payment and related matters.

During Year 2023, the Company has maintained sufficient contact details for shareholders to put forward enquiries to the Board. In addition, the Company held an AGM on 16 June 2023 at which shareholders were able to communicate their views with the chairman of the Board. Corporate communications were published on the websites of the Company and the Stock Exchange in a timely manner. The Board has reviewed the implementation and effectiveness of the shareholders' communication policy during Year 2023 and based on the above factors, the Board considers the shareholders' communication policy to be effective

CONSTITUTIONAL DOCUMENTS

A special resolution was passed at the annual general meeting of the Company held on 16 June 2023, which approved the amendment of the memorandum of association of the Company (the "**Memorandum**") and the articles of association of the Company (the "**Articles**") and the adoption of the amended and restated Memorandum and Articles with effect from 16 June 2023. Please refer to the circular of the Company dated 28 April 2023 and the poll results announcement of the Company dated 16 June 2023 for details.

The amended and restated Memorandum and Articles is available on the websites of the Company and The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

獨立核數師報告 Independent Auditor's Report



Ernst & Young
27/F, One Taikoo Place
979 King's Road
Quarry Bay, Hong Kong

安永會計師事務所
香港鰂魚涌英皇道979號
太古坊一座27樓

Tel 電話: +852 2846 9888
Fax 傳真: +852 2868 4432
ey.com

致正榮地產集團有限公司全體股東
(於開曼群島註冊成立的有限公司)

To the shareholders of Zhenro Properties Group Limited
(Incorporated in the Cayman Islands with limited liability)

無法表示意見

吾等獲委聘審核第98至275頁所載正榮地產集團有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表,包括於二零二三年十二月三十一日的綜合財務狀況表、截至該日止年度的綜合損益表、綜合全面收益表、綜合權益變動表及綜合現金流量表以及綜合財務報表附註(包括重大會計政策資料)。

吾等並無就貴集團的綜合財務報表發表意見。如本報告無法表示意見之基準所述,有關持續經營的多項不確定事項之間可能存在互相影響以及可能對綜合財務報表產生累計影響,故此吾等無法就綜合財務報表發表意見。在所有其他方面,吾等認為該等綜合財務報表已遵照香港公司條例的披露規定妥為擬備。

DISCLAIMER OF OPINION

We were engaged to audit the consolidated financial statements of Zhenro Properties Group Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 98 to 275, which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

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 the consolidated financial statements. In all other respects, in our opinion, the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

無法表示意見之基準

與持續經營相關的多項不確定事項

誠如綜合財務報表附註2.1所述，貴集團截至二零二三年十二月三十一日止年度錄得淨虧損人民幣9,485,562,000元。於二零二三年十二月三十一日，(i) 貴集團的流動負債超過流動資產人民幣4,813,176,000元；(ii) 貴集團的計息銀行及其他借款、優先票據、公司債券、永續資本證券及資產支持證券總額為人民幣61,863,490,000元，其中人民幣54,603,520,000元將在未來十二個月內到期償還，其現金及現金等價物為人民幣1,716,960,000元；(iii) 貴集團尚未按預定還款日期償還若干優先票據的本息合計人民幣12,763,266,000元及若干優先票據的利息合計人民幣1,824,355,000元，導致人民幣13,377,932,000元的若干優先票據違約事件；(iv) 尚未按預定還款日期償還計息銀行及其他借款的本金合計人民幣9,459,284,000元，導致人民幣6,684,544,000元的若干長期計息銀行及其他借款須按要求償還；(v) 貴集團未能償還於二零二二年十一月到期的公司債券本息人民幣1,187,772,000元；及(vi) 貴集團未能償還永續資本證券的本息人民幣1,610,788,000元。該等情況連同財務報表附註2.1所載其他事宜，表明存在令貴集團的持續經營能力存在質疑的重大不確定因素。

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 a net loss of RMB9,485,562,000 for the year ended 31 December 2023. As at 31 December 2023, (i) the Group's current liabilities exceeded its current assets by RMB4,813,176,000; (ii) the Group's total interest-bearing bank and other borrowings, senior notes, corporate bonds, perpetual capital securities and asset-backed securities amounted to RMB61,863,490,000, out of which RMB54,603,520,000 will be due for repayment within the next twelve months, while its cash and cash equivalents amounted to RMB1,716,960,000; (iii) the Group had not repaid an aggregate amount of principal and interest of RMB12,763,266,000 for certain senior notes and an aggregate amount of interest amounting to RMB1,824,355,000 for certain senior notes according to their scheduled repayment dates, triggering events of default for certain senior notes amounting to RMB13,377,932,000; (iv) an aggregate amount of principal of RMB9,459,284,000 for interest-bearing bank and other borrowings had not been repaid according to their scheduled repayment dates, triggering certain long-term interest-bearing bank and other borrowings amounting to RMB6,684,544,000 becoming repayable on demand; (v) the Group failed to repay the principal and interest amounting to RMB1,187,772,000 for a corporate bond due in November 2022; and (vi) the Group failed to repay the principal and interest amounting to RMB1,610,788,000 for the perpetual capital securities. These conditions, together with other matters disclosed in note 2.1 to the financial statements, indicate the existence of material uncertainties which cast significant doubt on the Group's ability to continue as a going concern.

無法表示意見之基準 (續)

與持續經營相關的多項不確定事項 (續)

貴公司董事正在實施計劃及採取措施，以改善 貴集團流動資金及財務狀況，詳情載於綜合財務報表附註2.1。綜合財務報表已按持續經營假設編製，假設之有效性取決於該等措施的結果，其存在多種不確定性，包括(i)成功完成其境外債務全面重組；(ii)成功與 貴集團現有貸款人磋商，重續或延期償還 貴集團計息銀行及其他借款；(iii)成功為合資格項目開發及時取得項目開發貸款；(iv)於需要時成功取得額外新融資資源；(v)成功開展 貴集團業務戰略規劃(包括加快物業銷售)；(vi)成功實施措施加快未收的銷售所得款項的回籠及有效控制成本與開支；及(vii)成功並及時實施計劃以出售 貴集團於若干項目開發公司的股權，並及時回收所得款項。

由於多項不確定事項、多項不確定事項之間可能存在互相影響以及可能產生的累計影響，吾等無法對按持續經營基準編製是否屬恰當提供意見。倘 貴集團無法實現上述計劃及措施， 貴集團可能無法持續經營，則可能需要作出調整以將 貴集團資產的賬面值撇減至其可收回金額，為可能產生的任何進一步負債作出撥備，並將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整的影響並未於綜合財務報表中反映。

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據國際會計準則理事會頒佈的國際財務報告準則及香港公司條例的披露規定，編製真實而公平地反映情況的綜合財務報表，並進行董事釐定對編製綜合財務報表屬必要的有關內部監控，以使該等綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

BASIS FOR DISCLAIMER OF OPINION (Continued)

Multiple uncertainties relating to going concern (Continued)

The directors of the Company have been undertaking 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 assumption on which the consolidated financial statements have been prepared depends on the outcome of these measures, which are subject to multiple uncertainties, including: (i) successfully completing the holistic restructuring of its offshore indebtedness; (ii) successfully negotiating with the Group's existing lenders for the renewal or extension for repayment of the Group's interest-bearing bank and other borrowings; (iii) successfully securing project development loans for qualified project development timely; (iv) successfully obtaining additional new sources of financing as and when needed; (v) successfully carrying out the Group's business strategy plan including the acceleration of the sales of properties; (vi) successfully implementing measures to speed up the collection of outstanding sales proceeds and effectively control costs and expenses; and (vii) the successful and timely implementation of the plans to dispose of its equity interests in certain project development companies, and the timely collection of the proceeds.

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 the consolidated financial statements.

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 International Financial Reporting Standards issued by the International Accounting Standards Board and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

董事就綜合財務報表須承擔的責任 (續)

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的能力，並披露與持續經營有關的事項(如適用)。除非貴公司董事擬將貴集團清盤或停止營運，或除此之外並無其他實際可行的辦法，否則須採用以持續經營為基礎的會計法。

審核委員會協助貴公司董事履行彼等監督貴集團財務報告程序的責任。

核數師就審核綜合財務報表須承擔的責任

吾等的責任是根據香港會計師公會(「香港會計師公會」)頒佈之香港核數準則對貴集團的綜合財務報表進行審核工作，並為全體股東出具核數師報告，除此以外，本報告不作其他用途。吾等概不就本報告的內容對任何其他人士負責或承擔任何責任。然而，由於吾等報告中無法表示意見之基準一節所述的事項，吾等無法就綜合財務報表發表意見。

根據香港會計師公會的職業會計師道德守則(「守則」)，吾等獨立於貴集團，並已履行守則中的其他職業道德責任。

出具本獨立核數師報告的審核項目合夥人為Ho Wai Ling。

安永會計師事務所
執業會計師
香港
二零二四年三月二十八日

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

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 Hong Kong Institute of Certified Public Accountants ("HKICPA") and to issue an auditor's report. We report solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. 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.

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

Ernst & Young
Certified Public Accountants
Hong Kong
28 March 2024

綜合損益表

Consolidated Statement of Profit or Loss

截至二零二三年十二月三十一日止年度

Year ended 31 December 2023

		附註 Notes	二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
收益	REVENUE	5	38,774,935	25,895,478
銷售成本	Cost of sales		(36,596,210)	(24,146,144)
毛利	Gross profit		2,178,725	1,749,334
其他收入及收益	Other income and gains	5	82,244	254,149
銷售及分銷開支	Selling and distribution expenses		(922,979)	(976,217)
行政開支	Administrative expenses		(655,900)	(924,754)
金融資產減值虧損淨額	Impairment losses on financial assets, net	24, 40	(1,426,423)	(1,838,180)
其他開支	Other expenses	5	(4,594,607)	(8,920,797)
投資物業的公平值虧損	Fair value losses on investment properties	14	(644,419)	(410,565)
按公平值計入損益的 金融資產的公平值虧損	Fair value losses on financial assets at fair value through profit or loss		(254,155)	(148,721)
融資成本	Finance costs	7	(2,588,893)	(1,370,339)
應佔以下單位虧損：	Share of losses of:			
合營企業	Joint ventures		(28,178)	(29,861)
聯營公司	Associates		(149,697)	(225,558)
除稅前虧損	LOSS BEFORE TAX	6	(9,004,282)	(12,841,509)
所得稅開支	Income tax expense	10	(481,280)	(1,775,714)
年內虧損	LOSS FOR THE YEAR		(9,485,562)	(14,617,223)
以下人士應佔：	Attributable to:			
母公司擁有人	Owners of the parent		(8,467,942)	(12,877,046)
永續資本證券持有人	Holders of perpetual capital securities		—	7,750
非控股權益	Non-controlling interests		(1,017,620)	(1,747,927)
			(9,485,562)	(14,617,223)
母公司普通權益持有人 應佔每股虧損	LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT			
基本及攤薄	Basic and diluted	12	人民幣(1.94)元 RMB(1.94) yuan	人民幣(2.95)元 RMB(2.95) yuan

綜合全面收益表

Consolidated Statement of Comprehensive Income

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

		二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
年內虧損	LOSS FOR THE YEAR	(9,485,562)	(14,617,223)
其他全面虧損	OTHER COMPREHENSIVE LOSS		
可於往後期間重新分類至損益 之其他全面虧損：	Other comprehensive loss that may be reclassified to profit or loss in subsequent periods:		
匯兌差額：	Exchange differences:		
換算海外業務產生的匯兌差額	Exchange differences on translation of foreign operations	(183,035)	(1,329,722)
年內其他全面虧損，扣除稅項	OTHER COMPREHENSIVE LOSS FOR THE YEAR, NET OF TAX	(183,035)	(1,329,722)
年內全面虧損總額，扣除稅項	TOTAL COMPREHENSIVE LOSS FOR THE YEAR, NET OF TAX	(9,668,597)	(15,946,945)
以下人士應佔：	Attributable to:		
母公司擁有人	Owners of the parent	(8,650,977)	(14,206,768)
永續資本證券持有人	Holders of perpetual capital securities	–	7,750
非控股權益	Non-controlling interests	(1,017,620)	(1,747,927)
		(9,668,597)	(15,946,945)

綜合財務狀況表

Consolidated Statement of Financial Position

二零二三年十二月三十一日

31 December 2023

		附註 Notes	二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
非流動資產	NON-CURRENT ASSETS			
物業、廠房及設備	Property, plant and equipment	13	1,244,300	1,269,775
投資物業	Investment properties	14	8,006,900	8,627,400
使用權資產	Right-of-use assets	15	247,203	278,535
其他無形資產	Other intangible assets	16	28	48
於合營企業的投資	Investments in joint ventures	17	2,179,692	2,207,870
於聯營公司的投資	Investments in associates	18	6,346,465	7,598,662
遞延稅項資產	Deferred tax assets	19	578,263	971,749
非流動資產總值	Total non-current assets		18,602,851	20,954,039
流動資產	CURRENT ASSETS			
按公平值計入損益的 金融資產	Financial assets at fair value through profit or loss	20	2,701	282,473
開發中物業	Properties under development	21	64,430,208	113,364,362
持作出售已竣工物業	Completed properties held for sale	22	29,801,224	9,904,155
貿易應收款項	Trade receivables	23	574,284	747,858
應收關聯公司款項	Due from related companies	40	10,281,064	11,528,983
預付款項、其他應收款項及 其他資產	Prepayments, other receivables and other assets	24	22,465,143	26,333,040
可收回稅項	Tax recoverable		1,994,545	2,101,667
受限制現金及已抵押存款	Restricted cash and pledged deposits	25	3,318,649	5,979,604
現金及現金等價物	Cash and cash equivalents	25	1,716,960	3,270,111
流動資產總值	Total current assets		134,584,778	173,512,253

綜合財務狀況表
Consolidated Statement of Financial Position

二零二三年十二月三十一日
31 December 2023

		附註 Notes	二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
流動負債	CURRENT LIABILITIES			
貿易應付款項及應付票據	Trade and bills payables	26	17,734,022	15,604,977
其他應付款項及應計費用	Other payables and accruals	27	13,522,987	11,589,405
合約負債	Contract liabilities	28	45,469,076	76,723,225
應付關聯公司款項	Due to related companies	40	5,608,784	6,129,358
計息銀行及其他借款	Interest-bearing bank and other borrowings	29	25,834,848	25,701,080
優先票據	Senior notes	30	24,162,213	23,859,544
公司債券	Corporate bonds	31	1,187,772	4,695,387
永續資本證券	Perpetual capital securities	34	1,391,908	1,311,845
應付稅項	Tax payable	10	4,472,318	4,708,084
租賃負債	Lease liabilities	15	14,026	29,290
流動負債總額	Total current liabilities		139,397,954	170,352,195
流動(負債)/資產淨值	NET CURRENT (LIABILITIES)/ASSETS		(4,813,176)	3,160,058
總資產減流動負債	TOTAL ASSETS LESS CURRENT LIABILITIES		13,789,675	24,114,097

綜合財務狀況表

Consolidated Statement of Financial Position

二零二三年十二月三十一日
31 December 2023

		附註 Notes	二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
非流動負債	NON-CURRENT LIABILITIES			
計息銀行及其他借款	Interest-bearing bank and other borrowings	29	3,165,631	5,182,517
其他應付款項及應計費用	Other payables and accruals	27	328,370	942,383
公司債券	Corporate bonds	31	3,765,969	–
遞延稅項負債	Deferred tax liabilities	19	367,883	496,707
租賃負債	Lease liabilities	15	10,293	12,833
非流動負債總額	Total non-current liabilities		7,638,146	6,634,440
淨資產	Net assets		6,151,529	17,479,657
權益	EQUITY			
母公司擁有人應佔權益	Equity attributable to owners of the parent			
股本	Share capital	32	282	282
儲備	Reserves	33	(3,889,245)	4,758,652
			(3,888,963)	4,758,934
非控股權益	Non-controlling interests		10,040,492	12,720,723
權益總額	Total equity		6,151,529	17,479,657

劉偉亮先生
董事

李洋先生
董事

Mr. Liu Weiliang
Director

Mr. Li Yang
Director

綜合權益變動表

Consolidated Statement of Changes in Equity

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

母公司擁有人應佔
Attributable to owners of the parent

		股本	股份溢價	合併儲備	資本儲備	法定盈餘 儲備	匯兌波動 儲備	累計虧損	總計	非控股權益	權益總額
		Share capital	Share premium	Merger reserve	Capital reserve	Statutory surplus reserves	Exchange fluctuation reserve	Accumulated losses	Total	Non- controlling interests	Total equity
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
		(附註32) (note 32)	(附註33(a)) (note 33(a))	(附註33(b)) (note 33(b))	(附註33(c)) (note 33(c))	(附註33(d)) (note 33(d))	(附註33(e)) (note 33(e))				
於二零二三年一月一日	As at 1 January 2023	282	3,696,478*	4,527,360*	(218,148)*	1,719,294*	(842,992)*	(4,123,340)*	4,758,934	12,720,723	17,479,657
年內虧損	Loss for the year	-	-	-	-	-	-	(8,467,942)	(8,467,942)	(1,017,620)	(9,485,562)
年內其他全面虧損：	Other comprehensive loss for the year:										
換算海外業務產生的 匯兌差額	Exchange differences on translation of foreign operations	-	-	-	-	-	(183,035)	-	(183,035)	-	(183,035)
年內全面虧損總額	Total comprehensive loss for the year	-	-	-	-	-	(183,035)	(8,467,942)	(8,650,977)	(1,017,620)	(9,668,597)
收購非控股權益	Acquisition of non-controlling interests	-	-	-	3,080	-	-	-	3,080	(1,238,308)	(1,235,228)
出售附屬公司(附註37)	Disposal of subsidiaries (note 37)	-	-	-	-	-	-	-	-	(20,635)	(20,635)
向附屬公司非控股股東 派付股息	Dividends paid to non-controlling shareholders of subsidiaries	-	-	-	-	-	-	-	-	(403,668)	(403,668)
轉撥至法定盈餘儲備	Appropriations to statutory surplus reserves	-	-	-	-	131,727	-	(131,727)	-	-	-
於二零二三年 十二月三十一日	As at 31 December 2023	282	3,696,478*	4,527,360*	(215,068)*	1,851,021*	(1,026,027)*	(12,723,009)*	(3,888,963)	10,040,492	6,151,529

綜合權益變動表

Consolidated Statement of Changes in Equity

截至二零二三年十二月三十一日止年度

Year ended 31 December 2023

		母公司擁有人應佔										
		Attributable to owners of the parent										
		股本	股份溢價	合併儲備	資本儲備	法定盈餘儲備	匯兌波動儲備	累計虧損	總計	永續資本證券	非控股權益	權益總額
		Share capital	Share premium	Merger reserve	Capital reserve	Statutory surplus reserves	Exchange fluctuation reserve	Accumulated losses	Total	Perpetual capital securities	Non-controlling interests	Total equity
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		(附註32)	(附註33(a))	(附註33(b))	(附註33(c))	(附註33(d))	(附註33(e))	(附註33(e))	(附註33(e))	(附註33(e))	(附註33(e))	(附註33(e))
		(note 32)	(note 33(a))	(note 33(b))	(note 33(c))	(note 33(d))	(note 33(e))	(note 33(e))	(note 33(e))	(note 33(e))	(note 33(e))	(note 33(e))
於二零二二年一月一日	As at 1 January 2022	282	3,696,478*	4,527,360*	170,346*	1,511,728*	486,730*	8,961,272*	19,354,196	1,401,587	20,186,728	40,942,511
年內(虧損)/溢利	(Loss)/profit for the year	-	-	-	-	-	-	(12,877,046)	(12,877,046)	7,750	(1,747,927)	(14,617,223)
年內其他全面虧損：	Other comprehensive loss for the year:											
換算海外業務產生的匯兌差額	Exchange differences on translation of foreign operations	-	-	-	-	-	(1,329,722)	-	(1,329,722)	-	-	(1,329,722)
年內全面虧損總額	Total comprehensive loss for the year	-	-	-	-	-	(1,329,722)	(12,877,046)	(14,206,768)	7,750	(1,747,927)	(15,946,945)
附屬公司非控股股東出資	Capital contribution from non-controlling shareholders of subsidiaries	-	-	-	-	-	-	-	-	-	78,511	78,511
收購非控股權益	Acquisition of non-controlling interests	-	-	-	(388,494)	-	-	-	(388,494)	-	(2,675,032)	(3,063,526)
出售附屬公司(附註37)	Disposal of subsidiaries (note 37)	-	-	-	-	-	-	-	-	-	(2,439,475)	(2,439,475)
向附屬公司非控股股東派付股息	Dividends paid to non-controlling shareholders of subsidiaries	-	-	-	-	-	-	-	-	-	(682,082)	(682,082)
公佈贖回永續資本證券	Announcement of redemption of perpetual capital securities	-	-	-	-	-	-	-	-	(1,337,914)	-	(1,337,914)
向永續資本證券持有人派付股息	Dividends to the holders of perpetual capital securities	-	-	-	-	-	-	-	-	(71,423)	-	(71,423)
轉撥至法定盈餘儲備	Appropriations to statutory surplus reserves	-	-	-	-	207,566	-	(207,566)	-	-	-	-
於二零二二年十二月三十一日	As at 31 December 2022	282	3,696,478*	4,527,360*	(218,148)*	1,719,294*	(842,992)*	(4,123,340)*	4,758,934	-	12,720,723	17,479,657

* 該等儲備賬目包括綜合財務狀況表內的綜合儲備人民幣(3,889,245,000)元(二零二二年：人民幣4,758,652,000元)。

* These reserve accounts comprise the consolidated reserves of RMB(3,889,245,000) (2022: RMB4,758,652,000) in the consolidated statement of financial position.

綜合現金流量表

Consolidated Statement of Cash Flows

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

	附註 Notes	二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
經營活動現金流量			
CASH FLOWS FROM OPERATING ACTIVITIES			
除稅前虧損		(9,004,282)	(12,841,509)
調整：			
物業、廠房及設備折舊	6, 13	24,231	34,511
使用權資產折舊	6, 15	33,275	40,104
攤銷其他無形資產	6, 16	20	144
出售物業、廠房及設備 項目的收益淨額	6	(4,428)	(2,419)
出售附屬公司的虧損淨額	6, 37	25,243	64,253
回購優先票據的收益	5	–	(47,375)
出售按公平值計入損益 的金融資產的虧損/ (收益)淨額	6	9,504	(8,860)
出售合營企業及聯營公司 的收益		–	(33,108)
應佔以下單位虧損：			
合營企業		28,178	29,861
聯營公司		149,697	225,558
按公平值計入損益的金融 資產的公平值虧損		254,155	148,721
投資物業公平值變動	14	644,419	410,565
計入預付款項、其他應收 款項及其他資產的金融 資產減值撥備	6	1,426,423	1,838,180
就開發中物業及持作出售 已竣工物業確認的減值 虧損	5, 6	4,375,883	8,395,500
融資成本	7	2,588,893	1,370,339
利息收入	5	(50,813)	(128,349)
		500,398	(503,884)

綜合現金流量表 Consolidated Statement of Cash Flows

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

	附註 Notes	二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
開發中物業及持作出售 已竣工物業減少	Decrease in properties under development and completed properties held for sale	25,438,484	5,755,337
受限制現金減少	Decrease in restricted cash	2,705,499	6,702,836
已抵押存款(增加)/減少	(Increase)/decrease in pledged deposits	(48,789)	677,615
貿易應收款項減少	Decrease in trade receivables	173,574	5,920
預付款項、其他應收款項及 其他資產減少/(增加)	Decrease/(increase) in prepayments, other receivables and other assets	1,709,214	(6,475,404)
應收關聯公司款項增加	Increase in amounts due from related companies	(25,675)	(16,313)
貿易應付款項及應付票據 增加/(減少)	Increase/(decrease) in trade and bills payables	2,142,215	(3,758,916)
其他應付款項及應計費用 增加	Increase in other payables and accruals	1,116,483	4,927,756
合約負債減少	Decrease in contract liabilities	(31,254,149)	(5,572,632)
應付關聯公司款項 增加	Increase in amounts due to related companies	26,008	11,212
經營所得現金	Cash generated from operations	2,483,262	1,753,527
已收利息	Interest received	50,813	128,349
已付稅項	Tax paid	(346,582)	(1,032,681)
經營活動所得現金流量淨額	Net cash flows from operating activities	2,187,493	849,195

綜合現金流量表
Consolidated Statement of Cash Flows

截至二零二三年十二月三十一日止年度

Year ended 31 December 2023

	附註 Notes	二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
投資活動現金流量			
CASH FLOWS FROM INVESTING ACTIVITIES			
購買物業、廠房及設備項目		(1,698)	(81,580)
添置投資物業		(23,919)	(55,032)
出售附屬公司	37	109,002	1,077,712
出售合營企業		-	1,527,459
出售按公平值計入損益的金融資產		38,711	89,546
出售一項投資物業		-	36,967
於合營企業的投資		-	(100,000)
出售物業、廠房及設備項目		7,370	3,200
投資活動所得現金流量淨額		129,466	2,498,272
融資活動現金流量			
CASH FLOWS FROM FINANCING ACTIVITIES			
附屬公司非控股股東出資		-	78,511
向附屬公司非控股股東派付股息		-	(682,082)
向永續資本證券持有人派付股息		-	(71,423)
收購非控股權益		(159,565)	(3,063,526)
關聯公司墊款	40	786,164	7,017,127
償還關聯公司墊款	40	(1,332,747)	(8,066,075)
償還給予關聯公司的墊款	40	148,086	10,004,622
給予關聯公司的墊款	40	(114,396)	(10,063,608)
已抵押存款減少		4,245	7,299,107
計息銀行及其他借款所得款項		534,956	2,683,083
償還計息銀行及其他借款		(2,716,765)	(17,519,443)
償還公司債券		(3,753)	(5,000)
償還資產支持證券		-	(270,457)
已付資產支持證券之利息		(2,411)	(82,736)
租賃款項(包括相關利息)	15	(22,392)	(29,547)
已付利息		(992,566)	(2,078,199)
融資活動所用現金流量淨額		(3,871,144)	(14,849,646)

綜合現金流量表

Consolidated Statement of Cash Flows

截至二零二三年十二月三十一日止年度

Year ended 31 December 2023

		附註 Notes	二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
現金及現金等價物減少淨額	NET DECREASE IN CASH AND CASH EQUIVALENTS		(1,554,185)	(11,502,179)
年初現金及現金等價物	Cash and cash equivalents at beginning of year		3,270,111	14,727,132
匯率變動的影響，淨額	Effect of foreign exchange rate changes, net		1,034	45,158
年末現金及現金等價物	CASH AND CASH EQUIVALENTS AT END OF YEAR		1,716,960	3,270,111
現金及現金等價物結餘分析	ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
現金及銀行結餘	Cash and bank balances	25	5,035,609	9,249,715
減：受限制現金	Less: Restricted cash	25	3,187,254	5,892,753
已抵押存款	Pledged deposits	25	131,395	86,851
現金流量表及財務狀況表所列現金及現金等價物	Cash and cash equivalents as stated in the statement of cash flows and statement of financial position		1,716,960	3,270,111

財務報表附註

Notes to Financial Statements

二零二三年十二月三十一日
31 December 2023

1. 公司及集團資料

本公司於二零一四年七月二十一日在開曼群島註冊成立為獲豁免有限公司。本公司股份於二零一八年一月十六日在香港聯合交易所有限公司（「聯交所」）主板上市。本公司的註冊辦事處位於Walkers Corporate Limited, 190 Elgin Avenue, George Town, Grand Cayman KY1-9008, Cayman Islands。

於年內，本集團主要從事物業開發及物業租賃。

本公司董事認為，本公司的最終控股股東為歐宗榮先生。

有關附屬公司的資料

本公司主要附屬公司的詳情載列如下：

1. CORPORATE AND GROUP INFORMATION

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 21 July 2014. The Company's shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 16 January 2018. The registered office of the Company is located at Walkers Corporate Limited, 190 Elgin Avenue, George Town, Grand Cayman KY1-9008, Cayman Islands.

During the year, the Group was principally involved in property development and property leasing.

In the opinion of the directors of the Company, the ultimate controlling shareholder of the Company is Mr. Ou Zongrong.

Information about subsidiaries

Particulars of the Company's principal subsidiaries are set out below:

附屬公司	註冊成立／登記及營業地點	已發行普通股／註冊股本	本公司應佔 股權百分比	主要業務
Subsidiaries	Place of incorporation/ registration and business	Issued ordinary/ registered share capital	Percentage of equity interest attributable to the Company	Principal activities
直接持有：				
Directly held:				
Zhenro International Limited	英屬處女群島	50,000美元	100%	投資控股
Zhenro International Limited	British Virgin Islands	US\$50,000		Investment holding
Blooming Force Limited	英屬處女群島	50,000美元	100%	投資控股
Blooming Force Limited	British Virgin Islands	US\$50,000		Investment holding
間接持有：				
Indirectly held:				
Zhenro Hong Kong Limited	香港	10,000港元	100%	投資控股
Zhenro Hong Kong Limited	Hong Kong	HK\$10,000		Investment holding
Sheen Billion Investment Limited	香港	10,000港元	100%	投資控股
Sheen Billion Investment Limited	Hong Kong	HK\$10,000		Investment holding
True Dragon (Singapore) Pte. Ltd.	新加坡	5,000,000新加坡元	100%	投資控股
True Dragon (Singapore) Pte. Ltd.	Singapore	SGD5,000,000		Investment holding

財務報表附註 Notes to Financial Statements

二零二三年十二月三十一日
31 December 2023

1. 公司及集團資料 (續)

有關附屬公司的資料 (續)

本公司主要附屬公司的詳情載列如下：(續)

附屬公司	註冊成立/登記及營業地點	已發行普通股/註冊股本	本公司應佔 股權百分比	主要業務
Subsidiaries	Place of incorporation/ registration and business	Issued ordinary/ registered share capital	Percentage of equity interest attributable to the Company	Principal activities
間接持有：(續)				
Indirectly held: (Continued)				
福州匯衡貿易有限公司	中華人民共和國 (「中國」)/中國內地	人民幣10,000,000元	100%	投資控股
Fuzhou Huiheng Trading Co., Ltd.	People's Republic of China ("PRC")/ Chinese Mainland	RMB10,000,000		Investment holding
福州豐澤威實業有限公司	中國/中國內地	人民幣1,000,000,000元	100%	投資控股
Fuzhou Fengzewei Industrial Co., Ltd.	PRC/Chinese Mainland	RMB1,000,000,000		Investment holding
福州華策企業管理有限公司	中國/中國內地	人民幣200,000,000元	100%	投資控股
Fuzhou Huace Enterprise Management Co., Ltd.	PRC/Chinese Mainland	RMB200,000,000		Investment holding
福州駿泰商業管理有限公司	中國/中國內地	人民幣800,000,000元	100%	投資控股
Fuzhou Juntai Commercial Management Co., Ltd.	PRC/Chinese Mainland	RMB800,000,000		Investment holding
正榮地產控股有限公司	中國/中國內地	人民幣8,200,000,000元	100%	投資控股
Zhenro Property Holdings Company Limited	PRC/Chinese Mainland	RMB8,200,000,000		Investment holding
正榮御品(上海)置業發展有限公司*	中國/中國內地	人民幣100,000,000元	95%	物業開發及物業租賃
Zhenro Yupin (Shanghai) Real Estate Development Co., Ltd.*	PRC/Chinese Mainland	RMB100,000,000		Property development and property leasing
正榮御園(上海)置業發展有限公司*	中國/中國內地	人民幣100,000,000元	95%	物業開發
Zhenro Yuyuan (Shanghai) Real Estate Development Co., Ltd.*	PRC/Chinese Mainland	RMB100,000,000		Property development
正榮御尊(上海)置業發展有限公司*	中國/中國內地	人民幣50,000,000元	95%	物業開發
Zhenro Yuzun (Shanghai) Real Estate Development Co., Ltd.*	PRC/Chinese Mainland	RMB50,000,000		Property development

1. CORPORATE AND GROUP INFORMATION

(Continued)

Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are set out below:
(Continued)

1. 公司及集團資料 (續)

有關附屬公司的資料 (續)

本公司主要附屬公司的詳情載列如下：(續)

1. CORPORATE AND GROUP INFORMATION

(Continued)

Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are set out below: (Continued)

附屬公司	註冊成立/登記及營業地點	已發行普通股/註冊股本	本公司應佔 股權百分比	主要業務
Subsidiaries	Place of incorporation/ registration and business	Issued ordinary/ registered share capital	Percentage of equity interest attributable to the Company	Principal activities
間接持有：(續)				
Indirectly held: (Continued)				
正榮(莆田)置業發展有限公司 Zhenro (Putian) Real Estate Development Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣310,000,000元 RMB310,000,000	100%	物業開發及物業租賃 Property development and property leasing
正榮財富(福建)置業有限公司 Zhenro Fortune (Fujian) Real Estate Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣101,100,000元 RMB101,100,000	100%	物業開發及物業租賃 Property development and property leasing
正榮(長沙)置業有限公司 Zhenro (Changsha) Real Estate Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣60,000,000元 RMB60,000,000	100%	物業開發及物業租賃 Property development and property leasing
南昌正榮(新加坡)置業有限公司 (「南昌置業」) Nanchang Zhenro (Singapore) Real Estate Co., Ltd. ("Nanchang Real Estate")	中國/中國內地 PRC/Chinese Mainland	人民幣105,000,000元 RMB105,000,000	100%	物業開發及物業租賃 Property development and property leasing
南昌世歐房地產開發有限公司 Nanchang Shiou Properties Development Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣99,039,200元 RMB99,039,200	100%	物業開發 Property development
湖南秀山麗水置業有限公司 Hunan Xiushan Lishui Real Estate Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣8,000,000元 RMB8,000,000	100%	物業開發 Property development
南京正高置業發展有限公司 Nanjing Zhenggao Real Estate Development Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣98,000,000元 RMB98,000,000	100%	物業開發 Property development

財務報表附註 Notes to Financial Statements

二零二三年十二月三十一日
31 December 2023

1. 公司及集團資料 (續)

有關附屬公司的資料 (續)

本公司主要附屬公司的詳情載列如下：(續)

附屬公司 Subsidiaries	註冊成立/登記及營業地點 Place of incorporation/ registration and business	已發行普通股/註冊股本 Issued ordinary/ registered share capital	本公司應佔 股權百分比 Percentage of equity interest attributable to the Company	主要業務 Principal activities
間接持有：(續) Indirectly held: (Continued)				
昆山建寶置業有限公司** Kunshan Jianbao Real Estate Co., Ltd.**	中國/中國內地 PRC/Chinese Mainland	人民幣1,200,000,000元 RMB1,200,000,000	50%	物業開發 Property development
南京弘正房地產開發有限公司* Nanjing Hongzheng Real Estate Development Co., Ltd.*	中國/中國內地 PRC/Chinese Mainland	人民幣50,000,000元 RMB50,000,000	51%	物業開發 Property development
正潤(莆田)置業發展有限公司 Zhengrun (Putian) Real Estate Development Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣80,800,000元 RMB80,800,000	100%	物業開發 Property development
正升(平潭)置業發展有限公司 Zhengsheng (Pingtan) Real Estate Development Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣50,000,000元 RMB50,000,000	100%	物業開發 Property development
福州景睦企業管理有限公司** Fuzhou Jingmu Enterprise Management Co., Ltd.**	中國/中國內地 PRC/Chinese Mainland	人民幣900,000,000元 RMB900,000,000	34%	物業開發 Property development
滁州正祥置業發展有限公司 Chuzhou Zhengxiang Real Estate Development Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣20,000,000元 RMB20,000,000	100%	物業開發 Property development
武漢正榮正升置業有限公司 Wuhan Zhenro Zhengsheng Real Estate Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣100,100,000元 RMB100,100,000	100%	物業開發 Property development

1. CORPORATE AND GROUP INFORMATION

(Continued)

Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are set out below:
(Continued)

1. 公司及集團資料 (續)

有關附屬公司的資料 (續)

本公司主要附屬公司的詳情載列如下：(續)

附屬公司	註冊成立/登記及營業地點	已發行普通股/註冊股本	本公司應佔 股權百分比	主要業務
Subsidiaries	Place of incorporation/ registration and business	Issued ordinary/ registered share capital	Percentage of equity interest attributable to the Company	Principal activities
間接持有：(續)				
Indirectly held: (Continued)				
廈門市榮聯嘉置業有限公司 Xiamen Ronglianjia Real Estate Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣1,570,000,000元 RMB1,570,000,000	100%	物業開發 Property development
佛山迅茂房地產開發有限公司 Foshan Xunmao Real Estate Development Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣500,000,000元 RMB500,000,000	100%	物業開發 Property development
廈門市正樑置業有限公司 Xiamen Zhengliang Real Estate Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣300,000,000元 RMB300,000,000	100%	物業開發 Property development
南京正榮江濱投資發展有限公司 Nanjing Zhenro Jiangbin Investment Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣100,100,000元 RMB100,100,000	100%	物業開發 Property development
福州海光榮創置業有限公司** Fuzhou Haiguangrong Real Estate Co., Ltd.**	中國/中國內地 PRC/Chinese Mainland	人民幣500,000,000元 RMB500,000,000	27%	物業開發 Property development
南京正榮置業發展有限公司 Nanjing Zhenro Real Estate Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣110,000,000元 RMB110,000,000	100%	物業開發 Property development
長沙悅源置業有限公司* Changsha Yueyuan Real Estate Co., Ltd.*	中國/中國內地 PRC/Chinese Mainland	人民幣300,000,000元 RMB300,000,000	51%	物業開發 Property development
蘇州新正美置業有限公司** Suzhou Xinzhengmei Real Estate Co., Ltd.**	中國/中國內地 PRC/Chinese Mainland	人民幣350,000,000元 RMB350,000,000	34%	物業開發 Property development
正榮集團蘇南(蘇州)投資有限公司* Zhenro Group Sunan (Suzhou) Investment Co., Ltd.*	中國/中國內地 PRC/Chinese Mainland	人民幣105,265,000元 RMB105,265,000	95%	物業開發 Property development

1. CORPORATE AND GROUP INFORMATION

(Continued)

Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are set out below:
(Continued)

本公司應佔
股權百分比
Percentage of
equity interest
attributable to
the Company
主要業務
Principal activities

間接持有：(續)

Indirectly held: (Continued)

廈門市榮聯嘉置業有限公司
Xiamen Ronglianjia Real Estate Co., Ltd.

佛山迅茂房地產開發有限公司
Foshan Xunmao Real Estate Development
Co., Ltd.

廈門市正樑置業有限公司
Xiamen Zhengliang Real Estate Co., Ltd.

南京正榮江濱投資發展有限公司
Nanjing Zhenro Jiangbin Investment Co., Ltd.

福州海光榮創置業有限公司**
Fuzhou Haiguangrong Real Estate Co., Ltd.**

南京正榮置業發展有限公司
Nanjing Zhenro Real Estate Co., Ltd.

長沙悅源置業有限公司*
Changsha Yueyuan Real Estate Co., Ltd.*

蘇州新正美置業有限公司**
Suzhou Xinzhengmei Real Estate Co., Ltd.**

正榮集團蘇南(蘇州)投資有限公司*
Zhenro Group Sunan (Suzhou) Investment
Co., Ltd.*

財務報表附註 Notes to Financial Statements

二零二三年十二月三十一日
31 December 2023

1. 公司及集團資料 (續)

有關附屬公司的資料 (續)

本公司主要附屬公司的詳情載列如下：(續)

附屬公司	註冊成立/登記及營業地點	已發行普通股/註冊股本	本公司應佔 股權百分比	主要業務
Subsidiaries	Place of incorporation/ registration and business	Issued ordinary/ registered share capital	Percentage of equity interest attributable to the Company	Principal activities
間接持有：(續)				
Indirectly held: (Continued)				
江西省正榮房地產開發有限公司 Jiangxi Zhenro Real Estate Development Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣1,000,000,000元 RMB1,000,000,000	100%	物業開發 Property development
南京正康置業發展有限公司 Nanjing Zhengkang Real Estate Development Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣2,500,000,000元 RMB2,500,000,000	100%	物業開發 Property development
南京正榮德信房地產開發有限公司 Nanjing Zhenro Dexin Property Development Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣1,430,306,200元 RMB1,430,306,200	100%	物業開發及物業租賃 Property development and property leasing
南京正通置業發展有限公司 Nanjing Zhengtong Real Estate Development Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣1,380,000,000元 RMB1,380,000,000	100%	物業開發 Property development
南京正業置業發展有限公司* Nanjing Zhengye Real Estate Development Co., Ltd.*	中國/中國內地 PRC/Chinese Mainland	人民幣2,460,000,000元 RMB2,460,000,000	51%	物業開發 Property development
南京善盛房地產開發有限公司** Nanjing Shansheng Property Development Co., Ltd.**	中國/中國內地 PRC/Chinese Mainland	人民幣900,000,000元 RMB900,000,000	21%	物業開發 Property development
榮巨(福州)投資發展有限公司* Rongju (Fuzhou) Investment Development Co., Ltd.*	中國/中國內地 PRC/Chinese Mainland	人民幣470,000,000元 RMB470,000,000	70%	物業開發 Property development

1. CORPORATE AND GROUP INFORMATION

(Continued)

Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are set out below:
(Continued)

1. 公司及集團資料 (續)

有關附屬公司的資料 (續)

本公司主要附屬公司的詳情載列如下：(續)

1. CORPORATE AND GROUP INFORMATION

(Continued)

Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are set out below:
(Continued)

附屬公司	註冊成立/登記及營業地點	已發行普通股/註冊股本	本公司應佔 股權百分比	主要業務
Subsidiaries	Place of incorporation/ registration and business	Issued ordinary/ registered share capital	Percentage of equity interest attributable to the Company	Principal activities
間接持有：(續)				
Indirectly held: (Continued)				
南昌建美房地產有限公司** Nanchang Jianmei Property Co., Ltd.**	中國/中國內地 PRC/Chinese Mainland	人民幣10,000,000元 RMB10,000,000	39%	物業開發 Property development
合肥正華置地發展有限公司* Hefei Zhenghua Real Estate Development Co., Ltd. *	中國/中國內地 PRC/Chinese Mainland	人民幣196,000,000元 RMB196,000,000	98%	物業開發 Property development
廈門市榮築置業有限公司 Xiamen Rongzhu Real Estate Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣246,940,000元 RMB246,940,000	100%	物業開發 Property development
武漢正楚置業發展有限公司 Wuhan Zhengchu Real Estate Development Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣50,000,000元 RMB50,000,000	100%	物業開發 Property development
正瑞(福清)置業發展有限公司 Zhengrui (Fuqing) Real Estate Development Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣50,000,000元 RMB50,000,000	100%	物業開發 Property development
正欣(平潭)置業發展有限公司 Zhengxin (Pingtan) Real Estate Development Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣50,000,000元 RMB50,000,000	100%	物業開發 Property development
重慶正弘朗源置業發展有限公司* Chongqing Zhenghong Langyuan Real Estate Development Co., Ltd. *	中國/中國內地 PRC/Chinese Mainland	人民幣175,000,000元 RMB175,000,000	51%	物業開發 Property development
泉州榮晉置業有限公司** Quanzhou Rongjin Real Estate Co., Ltd.**	中國/中國內地 PRC/Chinese Mainland	人民幣150,000,000元 RMB150,000,000	34%	物業開發 Property development

財務報表附註 Notes to Financial Statements

二零二三年十二月三十一日
31 December 2023

1. 公司及集團資料 (續)

有關附屬公司的資料 (續)

本公司主要附屬公司的詳情載列如下：(續)

附屬公司	註冊成立/登記及營業地點	已發行普通股/註冊股本	本公司應佔 股權百分比	主要業務
Subsidiaries	Place of incorporation/ registration and business	Issued ordinary/ registered share capital	Percentage of equity interest attributable to the Company	Principal activities
間接持有：(續)				
Indirectly held: (Continued)				
長沙正澤置業有限公司 Changsha Zhengze Real Estate Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣800,000,000元 RMB800,000,000	100%	物業開發 Property development
鄭州新榮桂置業有限公司* Zhengzhou Xinronggui Real Estate Co., Ltd.*	中國/中國內地 PRC/Chinese Mainland	人民幣3,000,000,000元 RMB3,000,000,000	98%	物業開發 Property development
泉州榮匯置業有限公司* Quanzhou Ronghui Real Estate Co., Ltd.*	中國/中國內地 PRC/Chinese Mainland	人民幣100,000,000元 RMB100,000,000	51%	物業開發 Property development
榮升(福州)置業發展有限公司 Rongsheng (Fuzhou) Real Estate Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣1,930,000,000元 RMB1,930,000,000	100%	物業開發 Property development
南京糧榮信房地產開發有限公司** Nanjing Liangrongxin Property Development Co., Ltd.**	中國/中國內地 PRC/Chinese Mainland	人民幣480,000,000元 RMB480,000,000	37%	物業開發 Property development
六安正裕房地產開發有限公司** Lu'an Zhengyu Property Development Co., Ltd.**	中國/中國內地 PRC/Chinese Mainland	人民幣150,000,000元 RMB150,000,000	35%	物業開發 Property development
襄陽市長房正創置業有限公司 Xiangyang Changfang Zhengchuang Real Estate Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣50,000,000元 RMB50,000,000	100%	物業開發 Property development
滁州弘正房地產開發有限公司* Chuzhou Hongzheng Real Estate Co., Ltd.*	中國/中國內地 PRC/Chinese Mainland	人民幣50,000,000元 RMB50,000,000	51%	物業開發 Property development
正隆(佛山)置業發展有限公司* Zhenglong (Foshan) Real Estate Co., Ltd.*	中國/中國內地 PRC/Chinese Mainland	人民幣305,145,000元 RMB305,145,000	51%	物業開發 Property development

1. CORPORATE AND GROUP INFORMATION

(Continued)

Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are set out below:
(Continued)

1. 公司及集團資料 (續)

有關附屬公司的資料 (續)

本公司主要附屬公司的詳情載列如下：(續)

附屬公司	註冊成立/登記及營業地點	已發行普通股/註冊股本	本公司應佔 股權百分比	主要業務
Subsidiaries	Place of incorporation/ registration and business	Issued ordinary/ registered share capital	Percentage of equity interest attributable to the Company	Principal activities
間接持有：(續)				
Indirectly held: (Continued)				
阜陽榮蒼置業發展有限公司 Fuyang Ronghui Real Estate Development Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣100,000,000元 RMB100,000,000	100%	物業開發 Property development
南昌榮麟置業有限公司* Nanchang Ronglin Real Estate Co., Ltd.*	中國/中國內地 PRC/Chinese Mainland	人民幣200,000,000元 RMB200,000,000	51%	物業開發 Property development
廣州福茂房地產開發有限公司** Guangzhou Fumao Property Development Co., Ltd.**	中國/中國內地 PRC/Chinese Mainland	人民幣500,000,000元 RMB500,000,000	34%	物業開發 Property development
南昌榮銘房地產開發有限公司** Nanchang Rongming Property Development Co., Ltd.**	中國/中國內地 PRC/Chinese Mainland	人民幣294,118,000元 RMB294,118,000	34%	物業開發 Property development
南京正紫置業發展有限公司 Nanjing Zhengzi Real Estate Development Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣50,000,000元 RMB50,000,000	100%	物業開發 Property development
鄭州榮熙置業發展有限公司* Zhengzhou Rongxi Real Estate Development Co., Ltd.*	中國/中國內地 PRC/Chinese Mainland	人民幣100,000,000元 RMB100,000,000	51%	物業開發 Property development
合肥榮瑞房地產開發有限公司 Hefei Rongrui Property Development Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣100,000,000元 RMB100,000,000	100%	物業開發 Property development
鄭州榮瑞置業發展有限公司* Zhengzhou Rongrui Real Estate Development Co., Ltd.*	中國/中國內地 PRC/Chinese Mainland	人民幣100,000,000元 RMB100,000,000	51%	物業開發 Property development

1. CORPORATE AND GROUP INFORMATION

(Continued)

Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are set out below:
(Continued)

本公司應佔
股權百分比
Percentage of
equity interest
attributable to
the Company
主要業務
Principal activities

Indirectly held: (Continued)

Fuyang Ronghui Real Estate Development Co., Ltd. 100% 物業開發
Property development

Nanchang Ronglin Real Estate Co., Ltd.* 51% 物業開發
Property development

Guangzhou Fumao Property Development Co., Ltd.** 34% 物業開發
Property development

Nanchang Rongming Property Development Co., Ltd.** 34% 物業開發
Property development

Nanjing Zhengzi Real Estate Development Co., Ltd. 100% 物業開發
Property development

Zhengzhou Rongxi Real Estate Development Co., Ltd.* 51% 物業開發
Property development

Hefei Rongrui Property Development Co., Ltd. 100% 物業開發
Property development

Zhengzhou Rongrui Real Estate Development Co., Ltd.* 51% 物業開發
Property development

財務報表附註 Notes to Financial Statements

二零二三年十二月三十一日
31 December 2023

1. 公司及集團資料 (續)

有關附屬公司的資料 (續)

本公司主要附屬公司的詳情載列如下：(續)

附屬公司 Subsidiaries	註冊成立/登記及營業地點 Place of incorporation/ registration and business	已發行普通股/註冊股本 Issued ordinary/ registered share capital	本公司應佔 股權百分比 Percentage of equity interest attributable to the Company	主要業務 Principal activities
間接持有：(續) Indirectly held: (Continued)				
合肥榮金房地產開發有限公司 Hefei Rongjin Property Development Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣100,000,000元 RMB100,000,000	100%	物業開發 Property development
襄陽正耀房地產開發有限公司 Xiangyang Zhengyao Property Development Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣50,000,000元 RMB50,000,000	100%	物業開發 Property development
正惠程成都置業有限公司 Zhenghuicheng Chengdu Real Estate Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣30,000,000元 RMB30,000,000	100%	物業開發 Property development
宿遷正項置業發展有限公司 Suqian Zhengxiang Real Estate Development Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣1,850,000,000元 RMB1,850,000,000	100%	物業開發 Property development
西安正弘豐置業有限公司* Xi'an Zhenghongfeng Real Estate Co., Ltd.*	中國/中國內地 PRC/Chinese Mainland	人民幣10,363,000元 RMB10,363,000	97%	物業開發 Property development
南昌築正房地產開發有限公司* Nanchang Zhuzheng Real Estate Development Co., Ltd.*	中國/中國內地 PRC/Chinese Mainland	人民幣330,000,000元 RMB330,000,000	62%	物業開發 Property development
蘇州正冠房地產開發有限公司* Suzhou Zhengguan Property Development Co., Ltd.*	中國/中國內地 PRC/Chinese Mainland	人民幣500,000,000元 RMB500,000,000	51%	物業開發 Property development
ZhenHui Starworld Limited ZhenHui Starworld Limited	英屬處女群島 British Virgin Islands	29,000,000美元 US\$29,000,000	100% (附註) (note)	投資控股 Investment holding
ZhenKai Gloryvictor Limited ZhenKai Gloryvictor Limited	英屬處女群島 British Virgin Islands	21,000,000美元 US\$21,000,000	100% (附註) (note)	投資控股 Investment holding

1. CORPORATE AND GROUP INFORMATION

(Continued)

Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are set out below:
(Continued)

1. 公司及集團資料 (續)

有關附屬公司的資料 (續)

本公司主要附屬公司的詳情載列如下：(續)

附屬公司	註冊成立/登記及營業地點	已發行普通股/註冊股本	本公司應佔 股權百分比	主要業務
Subsidiaries	Place of incorporation/ registration and business	Issued ordinary/ registered share capital	Percentage of equity interest attributable to the Company	Principal activities
間接持有：(續)				
Indirectly held: (Continued)				
艾宏(蘇州)商業管理有限公司 Aihong (Suzhou) Business Management Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣39,216,000元 RMB39,216,000	100% (附註) (note)	物業開發 Property development
福州恒瑞華升投資發展有限公司 Fuzhou Hengrui Huasheng Investment Development Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣98,039,000元 RMB98,039,000	100% (附註) (note)	物業開發 Property development
福州凱瑞投資發展有限公司 Fuzhou Kairui Investment Development Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣19,608,000元 RMB19,608,000	100% (附註) (note)	物業開發 Property development
力潮(蘇州)商業管理有限公司 Li Chao (Suzhou) Commerce Management Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣39,215,700元 RMB39,215,700	100% (附註) (note)	物業開發 Property development
閩侯盛瑞置業發展有限公司 Minhou Shengrui Real Estate Development Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣20,000,000元 RMB20,000,000	100% (附註) (note)	物業開發 Property development
南京正得置業發展有限公司 Nanjing Zhengde Real Estate Development Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣384,467,000元 RMB384,467,000	100% (附註) (note)	物業開發 Property development
南京正奈置業發展有限公司 Nanjing Zhengnai Real Estate Development Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣411,940,000元 RMB411,940,000	100% (附註) (note)	物業開發 Property development

1. CORPORATE AND GROUP INFORMATION

(Continued)

Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are set out below:
(Continued)

財務報表附註 Notes to Financial Statements

二零二三年十二月三十一日
31 December 2023

1. 公司及集團資料 (續)

有關附屬公司的資料 (續)

本公司主要附屬公司的詳情載列如下：(續)

附屬公司	註冊成立/登記及營業地點	已發行普通股/註冊股本	本公司應佔 股權百分比 Percentage of equity interest attributable to the Company	主要業務 Principal activities
Subsidiaries	Place of incorporation/ registration and business	Issued ordinary/ registered share capital		
間接持有：(續)				
Indirectly held: (Continued)				
南京正昇置業發展有限公司 Nanjing Zhengsheng Real Estate Development Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣100,000,000元 RMB100,000,000	100% (附註) (note)	物業開發 Property development
南京正亭置業發展有限公司 Nanjing Zhengting Real Estate Development Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣196,078,400元 RMB196,078,400	100% (附註) (note)	物業開發 Property development
啟致(蘇州)商業管理有限公司 Qizhi (Suzhou) Commerce Management Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣20,000,000元 RMB20,000,000	100% (附註) (note)	物業開發 Property development
廈門市榮瀾置業有限公司 Xiamen Ronglan Real Estate Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣824,285,700元 RMB824,285,700	100% (附註) (note)	物業開發 Property development
廈門市榮璐置業有限公司 Xiamen Ronglu Real Estate Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣50,000,000元 RMB50,000,000	100% (附註) (note)	物業開發 Property development
徐州正誠置業發展有限公司 Xuzhou Zhengcheng Real Estate Development Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣100,000,000元 RMB100,000,000	100% (附註) (note)	物業開發 Property development
長沙正榮正璟置業有限公司 Changsha Zhengro Zhengjing Real Estate Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣10,000,000元 RMB10,000,000	100% (附註) (note)	物業開發 Property development
正坤(廣州)置業發展有限公司 Zhengkun (Guangzhou) Real Estate Development Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣10,000,000元 RMB10,000,000	100% (附註) (note)	物業開發 Property development

1. CORPORATE AND GROUP INFORMATION

(Continued)

Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are set out below:
(Continued)

1. 公司及集團資料 (續)

有關附屬公司的資料 (續)

本公司主要附屬公司的詳情載列如下：(續)

附屬公司	註冊成立/登記及營業地點	已發行普通股/註冊股本	本公司應佔 股權百分比	主要業務
Subsidiaries	Place of incorporation/ registration and business	Issued ordinary/ registered share capital	Percentage of equity interest attributable to the Company	Principal activities
間接持有：(續)				
Indirectly held: (Continued)				
正鑫(廣州)置業發展有限公司 Zhengxin (Guangzhou) Real Estate Development Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣10,000,000元 RMB10,000,000	100% (附註)	物業開發 (note) Property development
仲坤(蘇州)企業管理有限公司 Zhongkun (Suzhou) Enterprise Management Co., Ltd.	中國/中國內地 PRC/Chinese Mainland	人民幣1,000,000元 RMB1,000,000	100% (附註)	物業開發 (note) Property development

所有於中國註冊的集團公司的英文名稱乃由本公司管理層盡最大努力對該等公司中文名稱翻譯所得，乃因其並無正式英文名稱。上文披露的所有主要附屬公司的法律形式為有限公司。

上表所列乃董事認為對年度業績有主要影響，或構成本集團淨資產主要部份的本公司附屬公司。董事認為若列出其他附屬公司的詳情，會令資料過於冗長。

1. CORPORATE AND GROUP INFORMATION

(Continued)

Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are set out below:
(Continued)

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

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

財務報表附註 Notes to Financial Statements

二零二三年十二月三十一日
31 December 2023

1. 公司及集團資料 (續)

有關附屬公司的資料 (續)

附註：

於二零二三年十二月三十一日，本集團將於下列附屬公司的股權合法轉讓予信託融資公司作為抵押品。

ZhenHui Starworld Limited
ZhenKai Gloryvictor Limited
艾宏 (蘇州) 商業管理有限公司
福州恒瑞華升投資發展有限公司
福州凱瑞投資發展有限公司
力潮 (蘇州) 商業管理有限公司
閩侯盛瑞置業發展有限公司
南京正得置業發展有限公司
南京正奈置業發展有限公司
南京正昇置業發展有限公司
南京正亭置業發展有限公司
啟致 (蘇州) 商業管理有限公司
廈門市榮瀾置業有限公司
廈門市榮璐置業有限公司
徐州正誠置業發展有限公司
長沙正榮正璟置業有限公司
正坤 (廣州) 置業發展有限公司
正鑫 (廣州) 置業發展有限公司
仲坤 (蘇州) 企業管理有限公司

根據上述安排，本集團有責任於借款償還後在未來某個日期按固定金額向信託融資公司購買相關股權。

1. CORPORATE AND GROUP INFORMATION

(Continued)

Information about subsidiaries (Continued)

Note:

The Group legally transferred the equity interests in the following subsidiaries as collateral to trust financing companies as at 31 December 2023.

於二零二三年
十二月三十一日的
質押權益百分比
Percentage of equity
pledged as at
31 December 2023

ZhenHui Starworld Limited	49%
ZhenKai Gloryvictor Limited	49%
Aihong (Suzhou) Business Management Co., Ltd.	99%
Fuzhou Hengrui Huasheng Investment Development Co., Ltd.	49%
Fuzhou Kairui Investment Development Co., Ltd.	100%
Li Chao (Suzhou) Commerce Management Co., Ltd.	49%
Minhou Shengrui Real Estate Development Co., Ltd.	70%
Nanjing Zhengde Real Estate Development Co., Ltd.	49%
Nanjing ZhengNai Real Estate Development Co., Ltd.	39%
Nanjing Zhengsheng Real Estate Development Co., Ltd.	42%
Nanjing Zhengting Real Estate Development Co., Ltd.	49%
Qizhi (Suzhou) Commerce Management Co., Ltd.	49%
Xiamen Ronglan Real Estate Co., Ltd.	100%
Xiamen Ronglu Real Estate Co., Ltd.	49%
Xuzhou Zhengcheng Real Estate Development Co., Ltd.	14%
Changsha Zhengro Zhengjing Real Estate Co., Ltd.	67%
Zhengkun (Guangzhou) Real Estate Development Co., Ltd.	49%
Zhengxin (Guangzhou) Real Estate Development Co., Ltd.	49%
Zhongkun (Suzhou) Enterprise Management Co., Ltd.	99%

Under the aforementioned arrangements, the Group was obliged to purchase the related equity interests at a fixed amount on a future date upon repayment of the borrowings from the trust financing companies.

1. 公司及集團資料 (續)

有關附屬公司的資料 (續)

附註：(續)

此外，經各公司(即信託融資公司)法定權益持有人確認，本集團保留在日常業務過程中控制該等公司的權力。就此而言，考慮到該安排的實質乃為項目開發借款提供該等附屬公司的部分股權作為抵押物及本集團保留實際能力管理該等項目公司的財務及經營政策以自該等項目公司的經營活動獲取利益，本公司董事認為該等公司的財務狀況及經營業績應併入本集團財務報表。

* 該等公司為本公司的非全資附屬公司的附屬公司，因本公司於該等公司擁有控制權而入賬列為附屬公司。

** 根據與附屬公司其他股東訂立的合約安排及附屬公司之組織章程細則，本集團在股東大會上獲授絕大多數表決權，這使本集團目前具有指導該等公司相關活動的能力。因此，本集團對該等公司擁有控制權，故該等公司列作本集團的附屬公司。

2. 會計政策

2.1 編製基準

該等財務報表乃根據國際會計準則理事會(「國際會計準則理事會」)批准的國際財務報告準則(「國際財務報告準則」)(包括國際會計準則(「國際會計準則」)及詮釋)及香港公司條例的披露要求編製。該等財務報表乃根據歷史成本慣例法編製，惟已按公平值計量的投資物業及按公平值計入損益的金融資產除外。該等財務報表以人民幣(「人民幣」)呈列，除另有說明外，所有金額約整至最接近千位數。

1. CORPORATE AND GROUP INFORMATION

(Continued)

Information about subsidiaries (Continued)

Note: (Continued)

In addition, the Group retains the power to control these companies in the ordinary course of business by confirmation from the legal equity holder of each company (i.e., the trust financing company). In this regard, considering the facts that the substance of the arrangements is to collateralise some equity interests in these subsidiaries for the borrowings for project development and the Group retains the practical ability to govern the financial and operating policies of these project companies so as to obtain benefits from the operating activities of these project companies, the directors of the Company are of the view that the financial position and operating results of these companies should be consolidated into the Group's financial statements.

* These companies are subsidiaries of non-wholly-owned subsidiaries of the Company and, accordingly, are accounted for as subsidiaries by virtue of the Company's control over them.

** The Group was granted more than a majority of voting rights in the shareholders' meeting according to the contractual arrangements with the other shareholders of the subsidiaries, and the articles of associates of the subsidiaries, which gives the Group the current ability to direct the relevant activities of these companies. Accordingly, the Group has control over these companies which are accounted for as subsidiaries of the Group.

2. ACCOUNTING POLICIES

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRSs") (which include International Accounting Standards ("IASs") and interpretations) approved by the International Accounting Standards Board (the "IASB") and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for investment properties and financial assets at fair value through profit or loss which have been measured at fair value. These financial statements are presented in Renminbi ("RMB") and all values are rounded to the nearest thousand except when otherwise indicated.

2.1 編製基準 (續)

持續經營基準

本集團截至二零二三年十二月三十一日止年度錄得淨虧損人民幣9,485,562,000元。於二零二三年十二月三十一日，(i)本集團的流動負債超過流動資產人民幣4,813,176,000元；(ii)本集團的計息銀行及其他借款、優先票據、公司債券、永續資本證券及資產支持證券總額為人民幣61,863,490,000元，其中人民幣54,603,520,000元將在未來十二個月內到期償還，其現金及現金等價物為人民幣1,716,960,000元；(iii)本集團尚未按預定還款日期償還若干優先票據的本息合計人民幣12,763,266,000元及若干優先票據的利息合計人民幣1,824,355,000元，導致人民幣13,377,932,000元的若干優先票據違約事件；(iv)尚未按預定還款日期償還計息銀行及其他借款的本金合計人民幣9,459,284,000元，導致人民幣6,684,544,000元的若干長期計息銀行及其他借款須按要求償還；(v)本集團未能償還於二零二二年十一月到期的公司債券本息人民幣1,187,772,000元；及(vi)本集團未能償還永續資本證券的本息人民幣1,610,788,000元。

2.1 BASIS OF PREPARATION (Continued)

Going concern basis

The Group recorded a net loss of RMB9,485,562,000 for the year ended 31 December 2023. As at 31 December 2023, (i) the Group's current liabilities exceeded its current assets by RMB4,813,176,000; (ii) the Group's total interest-bearing bank and other borrowings, senior notes, corporate bonds, perpetual capital securities and asset-backed securities amounted to RMB61,863,490,000, out of which RMB54,603,520,000 will be due for repayment within the next twelve months, while its cash and cash equivalents amounted to RMB1,716,960,000; (iii) the Group had not repaid an aggregate amount of principal and interest of RMB12,763,266,000 for certain senior notes and an aggregate amount of interest amounting to RMB1,824,355,000 for certain senior notes according to their scheduled repayment dates, triggering events of default for certain senior notes amounting to RMB13,377,932,000; (iv) an aggregate amount of principal of RMB9,459,284,000 for interest-bearing bank and other borrowings had not been repaid according to their scheduled repayment dates, triggering certain long-term interest-bearing bank and other borrowings amounting to RMB6,684,544,000 becoming repayable on demand; (v) the Group failed to repay the principal and interest amounting to RMB1,187,772,000 for a corporate bond due in November 2022; and (vi) the Group failed to repay the principal and interest amounting to RMB1,610,788,000 for the perpetual capital securities.

2.1 編製基準 (續)

持續經營基準 (續)

上述狀況顯示存在重大不確定性，對本集團持續經營的能力構成重大疑問。鑒於該等情況，本公司董事已實施多項計劃及措施以改善本集團的流動資金及財務狀況，包括：

- (a) 本集團一直積極與其法律顧問及財務顧問就其境外整體債務管理方案進行合作，以實現長期可持續的資本結構，解決流動資金問題，穩定本集團運營，同時兼顧所有持份者的利益。

本集團於境外整體債務管理方案取得重大進展。本公司分別於二零二三年十一月一日及二零二四年一月二日與債權人特別小組成員（不時組成的現有債務持有人的特別小組，由債權人特別小組顧問提供建議）訂立重組條款書及重組支持協議（「**重組支持協議**」）。持有超過79%現有境外債務的參與債權人已於二零二四年一月二十四日下午五時正（香港時間）前加入重組支持協議。此外，就建議重組計劃（「**計劃**」）召開的聆訊計劃將於二零二四年五月二日在香港高等法院進行。

2.1 BASIS OF PREPARATION (Continued)

Going concern basis (Continued)

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:

- (a) The Group has been actively working with its legal advisor and financial advisers on its offshore holistic liability management solutions, in order to achieve a long-term sustainable capital structure, resolve its liquidity issue and stabilise the Group's operations, taking into account the interests of all its stakeholders.

The Group has achieved significant progress on the offshore holistic liability management solutions. The Company entered into a restructuring term sheet and restructuring support agreement ("RSA") with the AHG members (an ad hoc group of holders of the existing debt as constituted from time to time who are advised by the AHG advisors) on 1 November 2023 and 2 January 2024, respectively. Participating creditors holding over 79% of the existing offshore debts acceded to the RSA by 5:00 p.m. Hong Kong time on 24 January 2024. Furthermore, the convening hearing in respect of the proposed restructuring scheme ("Scheme") is scheduled to be heard before the High Court of Hong Kong on 2 May 2024.

2.1 編製基準 (續)

持續經營基準 (續)

- (b) 本集團一直與現有貸款人就延期償還若干借款展開積極磋商。本集團或可延長若干計息銀行及其他借款的付款時間。然而，有關延期的確認須待貸款人的最終批准方可作實。

本集團於尋求延期償還若干借款方面取得較大成功。例如，截至二零二三年十二月三十一日，本集團成功將尚未償還總額為人民幣186,288,000元、人民幣142,082,000元及人民幣1,036,620,000元的資產支持證券的到期日分別延長至二零二六年九月、二零二六年十一月及二零二四年四月，及本集團成功將本金總額為人民幣1,000,000,000元（「正榮債券VII」）、人民幣1,000,000,000元（「正榮債券VIII」）及人民幣1,320,000,000元（「正榮債券IX」）的公司債券的到期日分別延長至二零二七年一月、二零二七年三月及二零二八年一月，於合理時限內緩解流動資金壓力。

- (c) 本集團一直與多家金融機構就以合理成本獲得新貸款展開積極磋商，以確保其在建物業項目的交付。
- (d) 本集團將繼續尋求其他替代性融資及借貸，藉以為清償其現有融資責任以及未來營運及資本開支提供資金。

2.1 BASIS OF PREPARATION (Continued)

Going concern basis (Continued)

- (b) The Group has been actively negotiating with existing lenders on the extension for repayments of certain borrowings. The Group may be able to extend the payment schedule for certain interest-bearing bank and other borrowings. Nevertheless, the confirmation of such extension is subject to the final approval from the lenders.

The Group has achieved considerable success in securing extensions for repayments of certain borrowings. For example, as of 31 December, 2023, the Group successfully extended the maturity date of asset-backed securities of the aggregate outstanding amounts of RMB186,288,000, RMB142,082,000 and RMB1,036,620,000 to September 2026, November 2026 and April 2024, respectively, and the Group successfully extended the maturity date of corporate bonds of the aggregate principal amounts of RMB1,000,000,000 (“Zhenro Bond VII”), RMB1,000,000,000 (“Zhenro Bond VIII”), and RMB1,320,000,000 (“Zhenro Bond IX”) to January 2027, March 2027 and January 2028, respectively, alleviating the pressure on liquidity within a reasonable timeframe.

- (c) The Group has been actively negotiating with several financial institutions to obtain new loans at a reasonable cost for ensuring delivery of its property projects under development.
- (d) The Group will continue to seek for other alternative financing and borrowings to finance the settlement of its existing financial obligations and future operating and capital expenditures.

2.1 編製基準 (續)

持續經營基準 (續)

- (e) 本集團已制定一項業務戰略規劃，主要針對加快物業銷售。
- (f) 本集團已實施措施加快未收的銷售所得款項的回籠及有效控制成本與開支。
- (g) 本集團將繼續尋求合適機會出售其於若干項目開發公司的股權，藉以產生額外現金流量。

董事已審閱管理層編製的本集團現金流量預測，預測涵蓋自二零二三年十二月三十一日起不少於十二個月的期間。董事認為，經考慮上述計劃及措施，本集團將有足夠營運資金為其營運提供資金，並能夠履行其自二零二三年十二月三十一日起計未來十二個月內到期的財務責任。因此，董事信納按持續經營基準編製綜合財務報表屬適當。

儘管如此，本集團管理層能否完成上述計劃及實施上述措施存在重大不確定因素。本集團能否持續經營將取決於下列因素：

- (a) 成功完成其境外債務全面重組；
- (b) 成功與本集團現有貸款人磋商，重續或延期償還本集團計息銀行及其他借貸；
- (c) 成功為合資格項目開發及時取得項目開發貸款；
- (d) 於需要時成功取得額外新融資資源；

2.1 BASIS OF PREPARATION (Continued)

Going concern basis (Continued)

- (e) The Group has prepared a business strategy plan mainly focusing on the acceleration of the sales of properties.
- (f) The Group has implemented measures to speed up the collection of outstanding sales proceeds and effectively control costs and expenses.
- (g) The Group will continue to seek suitable opportunities to dispose of its equity interests in certain project development companies in order to generate additional cash inflows.

The 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.

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:

- (a) successfully completing the holistic restructuring of its offshore indebtedness;
- (b) successfully negotiating with the Group's existing lenders for the renewal or extension for repayment of the Group's interest-bearing bank and other borrowings;
- (c) successfully securing project development loans for qualified project development in a timely manner;
- (d) successfully obtaining additional new sources of financing as and when needed;

2.1 編製基準 (續)

持續經營基準 (續)

- (e) 成功開展本集團業務戰略規劃(包括加快物業銷售)；
- (f) 成功實施措施加快未收的銷售所得款項的回籠及有效控制成本與開支；及
- (g) 成功於適當時候出售本集團於若干項目開發公司的股權。

倘本集團未能完成上述計劃及實施上述措施及持續經營，則需要作出調整以將本集團資產的賬面值撇減至其可收回金額，為可能產生的任何進一步負債作出撥備，並將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整的影響並未於綜合財務報表中反映。

合併基準

該等綜合財務報表包括本公司及其附屬公司(統稱為「本集團」)截至二零二三年十二月三十一日止年度的財務報表。附屬公司為由本公司直接或間接控制的實體(包括結構性實體)。當本集團對參與投資對象業務所得的浮動回報承擔風險或享有權利以及能透過其對投資對象的權力(即本集團獲賦予現有能力以指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。

2.1 BASIS OF PREPARATION (Continued)

Going concern basis (Continued)

- (e) successfully carrying out the Group's business strategy plan including the acceleration of the sales of properties;
- (f) successfully implementing measures to speed up the collection of the outstanding sales proceeds and effectively control costs and expenses; and
- (g) successfully disposing of the Group's equity interests in certain project development companies when suitable.

Should the Group be unable 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 values of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in the consolidated financial statements.

Basis of consolidation

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

2.1 編製基準 (續)

合併基準 (續)

於一般情況下均存在多數投票權形成控制權之推定。倘本公司擁有少於投資對象大多數投票或類似權利，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；
- (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本公司的相同報告期使用貫徹一致的會計政策編製。附屬公司的業績乃自本集團獲取控制權之日開始作合併計算，並繼續綜合入賬直至有關控制權終止之日為止。

即使導致非控股權益出現赤字餘額，損益及其他全面收益各部份仍歸屬於本集團母公司擁有人及非控股權益。所有有關本集團各成員公司間之交易的集團內公司間資產及負債、權益、收入、開支及現金流量會於綜合賬目時全數抵銷。

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

2.1 BASIS OF PREPARATION (Continued)

Basis of consolidation (Continued)

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

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

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

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

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

2.1 編製基準 (續)

合併基準 (續)

倘本集團失去對附屬公司之控制權，則會終止確認相關資產(包括商譽)、負債、任何非控股權益以及匯兌波動儲備；並確認任何保留投資之公平值及損益中任何因此產生之盈餘或虧絀。先前已於其他全面收益確認之本集團應佔組成部份乃重新分類至損益或保留溢利(如適用)，基準與本集團直接出售相關資產或負債所須使用之基準相同。

2.2 會計政策及披露變動

本集團於本年度財務報表首次採納以下經修訂國際財務報告準則。

國際會計準則第1號及國際財務報告準則實務報告第2號的修訂

Amendments to IAS 1 and IFRS Practice Statement 2

國際會計準則第8號的修訂
Amendments to IAS 8

國際會計準則第12號的修訂
Amendments to IAS 12

國際會計準則第12號的修訂
Amendments to IAS 12

2.1 BASIS OF PREPARATION (Continued)

Basis of consolidation (Continued)

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

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

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

會計政策的披露

Disclosure of Accounting Policies

會計估計的定義

Definition of Accounting Estimates

與單一交易產生之資產及負債相關的遞延稅項

Deferred Tax related to Assets and Liabilities arising from a Single Transaction

國際稅務改革－支柱二立法模板

International Tax Reform – Pillar Two Model Rules

2.2 會計政策及披露變動 (續)

本集團適用之經修訂國際財務報告準則的性質及影響如下：

- (a) 國際會計準則第1號的修訂要求實體披露重大會計政策資料，而非主要會計政策。倘會計政策資料與實體財務報表所載其他資料一併考慮時，可能合理預期影響一般用途財務報表的主要使用者基於該等財務報表作出的決定，則該等資料屬重大。國際財務報告準則實務報告第2號的修訂作出重要性判斷為如何應用會計政策披露的重要性概念提供非強制性指引。本集團已於財務報表附註2披露重大會計政策資料。該等修訂並無對本集團財務報表中任何項目的計量、確認或呈列產生任何影響。
- (b) 國際會計準則第8號的修訂澄清會計估計變動與會計政策變動之間的區別。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。該修訂亦澄清實體如何使用計量技術及輸入值編製會計估計。由於本集團的方法及政策與該等修訂一致，因此該等修訂並無對本集團的財務報表產生影響。

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

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

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

2.2 會計政策及披露變動 (續)

- (c) 國際會計準則第12號的修訂與單一交易產生之資產及負債相關的遞延稅項縮小初步確認國際會計準則第12號的例外情況的範圍，使其不再適用於產生相同的應課稅及可扣稅暫時差額的交易(如租賃及棄置責任)。因此，實體須就該等交易產生的暫時差額確認一項遞延稅項資產(前提是有足夠的應課稅溢利)及一項遞延稅項負債。

本集團已提早應用有關租賃暫時差額的修訂。於首次應用該等修訂後，本集團(i)就與租賃負債相關的所有可扣減暫時差額確認遞延稅項資產(前提為有足夠的應課稅溢利可供使用)，及(ii)就與使用權資產相關的所有應課稅暫時差額確認遞延稅項負債，累計影響確認為對當日保留溢利及非控制性權益餘額的調整。該等修訂對本集團之財務報表並無任何重大影響。

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

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

The Group early applied the amendments on temporary differences related to leases. Upon initial application of these amendments, the Group recognised (i) a deferred tax asset for all deductible temporary differences associated with lease liabilities (provided that sufficient taxable profit is available), and (ii) a deferred tax liability for all taxable temporary differences associated with right-of-use assets, with cumulative effect recognised as an adjustment to the balances of retained profits and non-controlling interests at that date. The amendments did not have any significant impact on the Group's financial statements.

2.2 會計政策及披露變動 (續)

- (d) 國際會計準則第12號的修訂國際稅務改革-支柱二立法模板，引入因實施經濟合作及發展組織公佈的支柱二立法模板而產生的遞延稅項的確認及披露的強制性臨時例外情況。該等修訂亦為受影響的實體引入了披露要求，以幫助財務報表使用者更好地了解實體面臨的支柱二所得稅風險，包括在支柱二立法生效期間單獨披露與支柱二所得稅相關的當期稅項，以及在立法已頒佈或實質上已頒佈但尚未生效期間披露其面臨的支柱二所得稅風險的已知或可合理估計的資料。本集團追溯性地應用了該等修訂。由於本集團並不屬於支柱二立法模板範圍，該等修訂對本集團並無任何影響。

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

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

2.3 已頒佈但未生效的國際財務報告準則

本集團尚未於該等財務報表內應用下列已頒佈但未生效的經修訂國際財務報告準則。本集團擬於該等經修訂國際財務報告準則(如適用)生效時應用該等經修訂國際財務報告準則。

國際財務報告準則第10號及國際會計準則第28號的修訂

Amendments to IFRS 10 and IAS 28

國際財務報告準則第16號的修訂

Amendments to IFRS 16

國際會計準則第1號的修訂

Amendments to IAS 1

國際會計準則第1號的修訂

Amendments to IAS 1

國際會計準則第7號及國際財務報告準則第7號的修訂

Amendments to IAS 7 and IFRS 7

國際會計準則第21號的修訂

Amendments to IAS 21

¹ 於二零二四年一月一日或之後開始的年度期間生效

² 於二零二五年一月一日或之後開始的年度期間生效

³ 未釐定強制生效日期，惟仍可供採納

預期將適用於本集團之該等國際財務報告準則之進一步資料概述如下。

2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS

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

投資者與其聯營公司或合營企業之間的資產出售或注資³

*Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*³

售後租回中的租賃負債¹

*Lease Liability in a Sale and Leaseback*¹

負債分類為流動或非流動(「二零二零年修訂」)¹

*Classification of Liabilities as Current or Non-current (the "2020 Amendments")*¹

附有契約的非流動負債(「二零二二年修訂」)¹

*Non-current Liabilities with Covenants (the "2022 Amendments")*¹

供應商融資安排¹

*Supplier Finance Arrangements*¹

缺乏可兌換性²

*Lack of Exchangeability*²

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

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

³ No mandatory effective date yet determined but available for adoption

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

2.3 已頒佈但未生效的國際財務報告準則 (續)

國際財務報告準則第10號及國際會計準則第28號的修訂處理國際財務報告準則第10號及國際會計準則第28號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方面的規定的不一致情況。該等修訂規定，當資產出售或注資構成一項業務時，須全面確認下游交易產生的盈虧。對於涉及並無構成一項業務的資產的交易而言，該項交易產生的盈虧於投資者的損益中確認，惟僅以不相關投資者於該聯營公司或合營企業的權益為限。該等修訂將按前瞻性基準應用。已剔除國際財務報告準則第10號及國際會計準則第28號的修訂的以往強制生效日期。然而，該等修訂可於現時採納。根據初步評估，該等修訂預計不會對本集團的財務報表產生任何重大影響。

國際財務報告準則第16號的修訂訂明賣方—承租人於計量售後租回交易產生的租賃負債時使用的規定，以確保賣方—承租人不會確認與其所保留使用權有關的任何收益或虧損金額。該等修訂於二零二四年一月一日或之後開始的年度期間生效，並須追溯應用於首次應用國際財務報告準則第16號當日（即二零一九年一月一日）後訂立的售後租回交易。可提早應用。預期該等修訂不會對本集團之財務報表構成任何重大影響。

2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

Amendments to IFRS 10 and IAS 28 address an inconsistency between the requirements in IFRS 10 and in IAS 28 in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss resulting from a downstream transaction when the sale or contribution of assets constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to IFRS 10 and IAS 28 was removed. However, the amendments are available for adoption now. Based on a preliminary assessment, the amendments are not expected to have any significant impact on the Group's financial statements.

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

2.3 已頒佈但未生效的國際財務報告準則 (續)

二零二零年修訂澄清將負債分類為流動或非流動的規定，包括延遲清償權的含義，以及延遲清償權必須在報告期末存在。負債的分類不受實體將行使其延遲清償權的可能性所影響。該等修訂亦澄清，負債可以用其自身的權益工具清償，以及只有當可轉換負債中的轉換選擇權本身作為權益工具入賬時，負債的條款才不會影響其分類。二零二二年修訂進一步澄清，在貸款安排產生的負債契約中，只有實體於報告日或之前必須遵守的契約才會影響負債分類為流動或非流動。對於實體於報告期後12個月內必須遵守未來契約的非流動負債，須進行額外披露。該等修訂應追溯應用，並允許提早應用。提早應用二零二零年修訂的實體須同時應用二零二二年修訂，反之亦然。本集團目前正在評估該等修訂的影響以及現有貸款協議是否需要修訂。根據初步評估，該等修訂預計不會對本集團的財務報表產生任何重大影響。

國際會計準則第7號及國際財務報告準則第7號的修訂闡明供應商融資安排的特點，並規定須就該等安排作出額外披露。該等修訂的披露規定旨在協助財務報表使用者了解供應商融資安排對實體的負債、現金流量及流動資金風險的影響。允許提早應用該等修訂。該等修訂就於年度報告期及中期披露期初的比較資料及定量資料提供若干過渡性減免。該等修訂預計不會對本集團的財務報表產生任何重大影響。

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

2.3 已頒佈但未生效的國際財務報告準則 (續)

國際會計準則第21號的修訂訂明實體應如何評估某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，實體應如何估計於計量日期的即期匯率。該等修訂要求披露讓財務報表使用者能夠了解貨幣不可兌換的影響的資料，允許提早應用。於應用該等修訂時，實體不能重列比較資料。初始應用該等修訂的任何累計影響應於初始應用當日確認為對保留溢利期初結餘的調整或對權益單獨組成部分中累積的匯兌差額累計金額的調整(如適用)。該等修訂預計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

於聯營公司及合營企業的投資

聯營公司為本集團於其一般不少於20%股本投票權中擁有長期權益且可對其發揮重大影響力的實體。重大影響力指參與投資對象財務及經營政策決策的權力，但並非控制或共同控制該等政策。

合營企業指一種合營安排，對安排擁有共同控制權的訂約方據此對合營企業的淨資產擁有權利。共同控制指按照合約協定對一項安排所共有的控制，共同控制僅於就有關活動的決策要求享有控制權的訂約方一致同意時存在。

2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

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

2.4 MATERIAL ACCOUNTING POLICIES

Investments in associates and joint ventures

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

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

2.4 重大會計政策 (續)

於聯營公司及合營企業的投資 (續)

本集團於聯營公司及合營企業的投資乃按本集團根據權益會計法應佔淨資產減任何減值虧損於綜合財務狀況表列賬。倘會計政策可能存在任何不一致，則會作出調整使其一致。本集團應佔聯營公司及合營企業收購後業績及其他全面收益分別計入綜合損益表及綜合其他全面收益表。此外，倘於聯營公司或合營企業的權益直接確認變動，則本集團於綜合權益變動表確認其應佔任何變動(倘適用)。本集團與其聯營公司或合營企業間交易產生的未變現收益及虧損將以本集團於聯營公司或合營企業的投資為限對銷，惟倘未變現虧損證明所轉讓資產減值則除外。收購聯營公司或合營企業所產生的商譽入賬列作本集團於聯營公司或合營企業的投資的一部分。

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

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Investments in associates and joint ventures (Continued)

The Group's investments in associates and joint ventures are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist. The Group's share of the post-acquisition results and other comprehensive income of associates and joint ventures is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates or joint ventures are eliminated to the extent of the Group's investments in the associates or joint ventures, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates or joint ventures is included as part of the Group's investments in associates or joint ventures.

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

2.4 重大會計政策 (續)

業務合併及商譽

業務合併按收購法列賬。已轉讓代價乃按收購日期的公平值計量，該公平值為本集團所轉讓資產的收購日期的公平值、本集團對被收購方前度擁有人承擔的負債及本集團發行以換取被收購方控制權的股本權益的總和。就各項業務合併而言，本集團選擇是否以公平值或被收購方可識別淨資產的應佔比例，計量於被收購方之非控股權益。非控股權益之所有其他部分乃按公平值計量。收購相關成本於產生時支銷。

當所收購的一組活動及資產包括一項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，則本集團確定其已收購一項業務。

本集團收購一項業務時會根據合約條款、收購日期之經濟狀況及有關條件評估承擔的金融資產及負債，以進行適當分類及指定。這包括分離被收購方主合約中的嵌入式衍生工具。

倘業務合併分階段進行，先前持有的股本權益按其收購日期的公平值重新計算，且產生的任何收益或虧損於損益內確認。

收購方轉讓的任何或然代價將按收購日期的公平值確認。分類為資產或負債的或然代價按公平值計量，且公平值變動於損益內確認。分類為權益的或然代價不再重新計量，且後續結算於權益內入賬。

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Business combinations and goodwill

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

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

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

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

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

2.4 重大會計政策 (續)

業務合併及商譽 (續)

商譽初步按成本計量，即已轉讓代價、就非控股權益確認的金額及本集團先前持有的被收購方股本權益的任何公平值之和超出所收購可識別淨資產及所承擔負債的部分。倘該代價及其他項目之和低於所收購淨資產的公平值，有關差額在重估後於損益內確認為折價收購收益。

初始確認後，商譽按成本減任何累計減值虧損計量。商譽每年進行減值測試，或倘事件或情況變動表明賬面值可能減值，則須進行更頻繁的測試。本集團每年於十二月三十一日對商譽進行減值測試。就減值測試而言，於業務合併時收購的商譽自收購日期起被分配至預期將從合併協同效應受益之本集團各現金產生單位或現金產生單位組別，而不論本集團之其他資產或負債是否被分配至該等單位或單位組別。

減值乃通過評估與商譽有關的現金產生單位(現金產生單位組別)的可收回金額而釐定。倘現金產生單位(現金產生單位組別)的可收回金額低於賬面值，則確認減值虧損。就商譽所確認的減值虧損不會於其後期間撥回。

倘商譽被分配至某現金產生單位(或現金產生單位組別)，而該單位內的部分業務被出售，與被出售業務有關的商譽將於釐定出售收益或虧損時計入該業務的賬面值。在此等情況下被出售的商譽按被出售業務的相對價值及保留的現金產生單位部分計量。

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Business combinations and goodwill (Continued)

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.

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

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

2.4 重大會計政策 (續)

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、衍生金融工具及權益投資。公平值乃在市場參與者於計量日期進行的有序交易中出售資產所收取或轉移負債所支付的價格。公平值計量乃基於假設出售資產或轉移負債的交易於資產或負債的主要市場或於未有主要市場的情況下，則於資產或負債的最有利市場進行。主要或最有利市場須為本集團可進入的市場。資產或負債的公平值乃基於市場參與者為資產或負債定價所用的假設計量(假設市場參與者依照彼等的最佳經濟利益行事)。

非金融資產的公平值計量計及市場參與者通過使用該資產達致其最高及最佳效用，或通過將其出售予另一使用該資產達致其最高及最佳效用的市場參與者而產生經濟效益的能力。

本集團使用適用於不同情況且有足夠數據計量公平值的估值技術，以盡量使用相關可觀察輸入數據及盡量減少使用不可觀察輸入數據。

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Fair value measurement

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

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

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

2.4 重大會計政策 (續)

公平值計量 (續)

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

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

就於財務報表按經常性基準確認之資產及負債而言，本集團於各報告期末根據對公平值計量整體而言屬重大的最低級別輸入數據通過重新評估分類以確定各層級之間是否出現轉移。

非金融資產減值

倘存在減值跡象，或當須每年就資產進行減值檢測 (存貨、遞延稅項資產、金融資產及投資物業除外)，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及其公平值減出售成本兩者中的較高者，並就個別資產而釐定，除非資產並不產生明顯獨立於其他資產或資產組別的現金流入，於此情況下，則就資產所屬現金產生單位釐定可收回金額。

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Fair value measurement (Continued)

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

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

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

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.

2.4 重大會計政策 (續)

非金融資產減值 (續)

於進行現金產生單位減值測試時，倘公司資產的賬面值的一部分能夠按合理及一致的基準或以其他方式被分配至最小現金產生單位組別，則其將被分配至個別現金產生單位。

僅在資產賬面值高於其可收回金額的情況下，方會確認減值虧損。評估使用價值時，估計未來現金流量按可反映幣值時間值及資產特定風險的現時市場評估的稅前貼現率貼現至其現值。減值虧損按與該減值資產功能相符的開支類別於其產生期間自損益中扣除。

於各報告期末，會就是否有跡象顯示先前所確認的減值虧損可能不再存在或可能已減少作出評估。倘存在此等跡象，則會估計可收回金額。僅當用以釐定資產(商譽除外)可收回金額的估計有變時，方會撥回先前就該資產確認的減值虧損，但撥回金額不得超逾倘於過往年度並無就該資產確認減值虧損而應釐定的賬面值(扣除任何折舊／攤銷)。減值虧損撥回會計入其產生期間的損益。

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Impairment of non-financial assets (Continued)

In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset is allocated to an individual cash-generating unit if it can be allocated on a reasonable and consistent basis or, otherwise, to the smallest group of cash-generating units.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to profit or loss in the period in which it arises.

2.4 重大會計政策 (續)

關聯方

以下人士被視為本集團的關聯方，倘：

- (a) 有關方為一名人士或該人士的關係密切家庭成員，而該人士
 - (i) 對本集團擁有控制權或共同控制權；
 - (ii) 對本集團擁有重大的影響力；或
 - (iii) 為本集團或本集團母公司的主要管理人員的其中一名成員；

或

- (b) 該人士為實體且符合下列任何一項條件：
 - (i) 該實體與本集團屬同一集團的成員公司；
 - (ii) 一實體為另一實體（或另一實體的母公司、附屬公司或同系附屬公司）的聯營公司或合營企業；
 - (iii) 該實體與本集團為同一第三方的合營企業；
 - (iv) 一實體為一第三方的合營企業，而另一實體為該第三方的聯營公司；
 - (v) 該實體為就本集團或與本集團有關聯的實體的僱員利益而設立的離職後福利計劃；

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person:
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;

2.4 重大會計政策 (續)

關聯方 (續)

- (b) (續)
- (vi) 該實體為(a)所述人士控制或共同控制；
 - (vii) (a)(i)所述人士對實體擁有重大影響力或為該實體(或該實體母公司)主要管理人員的其中一名成員；及
 - (viii) 該實體或其為其中一部分的任何集團成員公司向本集團或本集團的母公司提供主要管理人員的服務。

物業、廠房及設備與折舊

物業、廠房及設備(在建工程除外)乃按成本減累計折舊及任何減值虧損列賬。物業、廠房及設備項目的成本包括其購買價及任何使資產達至其工作狀態及地點以作擬定用途的直接應佔成本。

於物業、廠房及設備項目投入運作後所產生的支出，如維修及保養支出，通常於其產生期間計入損益。倘達至確認標準，主要檢查支出於資產賬面值中撥充資本為重置成本。倘大部分物業、廠房及設備須不時重置，本集團將該等部分確認為具有特定可使用年期的個別資產並相應地對其進行折舊。

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Related parties (Continued)

- (b) (Continued)
- (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.

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

2.4 重大會計政策 (續)

物業、廠房及設備與折舊 (續)

折舊乃以直線法於各物業、廠房及設備項目的估計可使用年內將各項目的成本撇銷至其剩餘價值計算。主要的估計可使用年期及年度折舊率如下：

		估計可使用年期 Estimated useful lives	年度折舊率 Annual depreciation rates
樓宇	Buildings	20年 20 years	5% 5%
機動車	Motor vehicles	4至5年 4 to 5 years	19%至24% 19% to 24%
辦公設備及電子裝置	Office equipment and electronic devices	3至5年 3 to 5 years	19%至32% 19% to 32%
租賃物業裝修	Leasehold improvements	3至8年 3 to 8 years	12.5%至33% 12.5% to 33%

當物業、廠房及設備項目的各部分有不同可使用年期時，該項目的成本乃按合理基準在各部分之間分配，而各部分單獨進行折舊。剩餘價值、可使用年期及折舊方法至少於各財政年度末檢討，並作出調整（如適用）。

物業、廠房及設備項目（包括初步確認的任何重大部分）於出售或預期其使用或出售不會帶來任何未來經濟利益時終止確認。於資產終止確認年度的損益內確認的任何出售或報廢盈虧乃有關資產出售所得款項淨額與賬面值之間的差額。

在建工程按成本減任何減值虧損列賬且未予折舊。在建工程竣工及可予使用後重新分類至物業、廠房及設備的適當類別。

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Property, plant and equipment and depreciation (Continued)

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 estimated useful lives and the annual depreciation rates are as follows:

		估計可使用年期 Estimated useful lives	年度折舊率 Annual depreciation rates
樓宇	Buildings	20年 20 years	5% 5%
機動車	Motor vehicles	4至5年 4 to 5 years	19%至24% 19% to 24%
辦公設備及電子裝置	Office equipment and electronic devices	3至5年 3 to 5 years	19%至32% 19% to 32%
租賃物業裝修	Leasehold improvements	3至8年 3 to 8 years	12.5%至33% 12.5% to 33%

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.

Construction in progress is stated at cost less any impairment losses, and is not depreciated. It is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

2.4 重大會計政策 (續)

投資物業

投資物業為持有以賺取租金收入及／或作資本增值的土地及樓宇權益(包括使用權資產)。該等物業初始按成本(包括交易成本)計量。於初始確認後，投資物業按反映報告期末市況的公平值入賬。

投資物業公平值變動所產生的盈虧於其產生年度計入損益表。

任何投資物業報廢或出售盈虧於報廢或出售年度於損益內確認表。

由投資物業轉為自用物業或存貨時，該物業期後會計的認定成本為改變用途當日的公平值。倘本集團佔用作自用物業的物業轉為投資物業，本集團直至改變用途當日前根據「物業、廠房及設備與折舊」項下所述政策將自有物業入賬，及／或根據「使用權資產」項下所述政策將持作使用權資產的物業入賬，而物業於當日的賬面值與公平值之間的任何差額則根據上文「物業、廠房及設備與折舊」項下所述政策入賬列作重估。由存貨轉為投資物業時，物業於當日的公平值與其先前的賬面值之間的任何差額於損益表內確認。

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Investment properties

Investment properties are interests in land and buildings (including right-of-use assets) held to earn rental income and/or for capital appreciation. Such properties are measured initially at cost, including transaction costs. 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. If a property occupied by the Group as an owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under "Property, plant and equipment and depreciation" for owned property and/or accounts for such property in accordance with the policy stated under "Right-of-use assets" for property held as a right-of-use asset up to the date of change in use, and any difference at that date between the carrying amount and the fair value of the property is accounted for as a revaluation in accordance with the policy stated under "Property, plant and equipment and depreciation" above. 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.

2.4 重大會計政策 (續)

開發中物業

開發中物業擬於竣工後持作出售。

開發中物業按成本(包括土地成本、建設成本、借款成本、專業費用及於開發期內產生的該等物業直接應佔其他成本)與可變現淨值中的較低者列賬。

除非開發中物業不能於正常營運週期內落成,否則該等開發中物業分類為流動資產。物業於竣工後轉至持作出售已竣工物業。

持作出售已竣工物業

持作出售已竣工物業按成本與可變現淨值兩者中的較低者於財務狀況表列賬。成本按未售物業應佔土地及樓宇成本總額的分攤比例釐定。可變現淨值計及預期最終將變現的價格減出售物業產生的估計成本。

分配物業開發成本

土地成本根據各單位各自的可售建築面積(「建築面積」)佔可售總建築面積的比例分配至各單位。單位相關建設成本按個別情況識別及分配。一般建設成本按與土地成本相若的方式根據可售建築面積分配。

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Properties under development

Properties under development are intended to be held for sale after completion.

Properties under development are stated at the lower of cost comprising land costs, construction costs, borrowing costs, professional fees and other costs directly attributable to such properties incurred during the development period and net realisable value.

Properties under development are classified as current assets unless those will not be realised in the normal operating cycle. On completion, the properties are transferred to completed properties held for sale.

Completed properties held for sale

Completed properties held for sale are stated in the statement of financial position at the lower of cost and net realisable value. Cost is determined by an apportionment of the total costs of land and buildings attributable to the unsold properties. Net realisable value takes into account the price ultimately expected to be realised, less estimated costs to be incurred in selling the properties.

Allocation of property development costs

Land costs are allocated to each unit according to their respective saleable gross floor area ("GFA") to the total saleable GFA. Construction costs relating to units were identified and allocated specifically. Common construction costs have been allocated according to the saleable GFA similar to land costs.

2.4 重大會計政策 (續)

租賃

本集團於合約開始時評估合約是否為或包含租賃。倘合約為換取代價而給予在一段時間內控制已識別資產使用的權利，則該合約為或包含租賃。

本集團作為承租人

本集團就所有租賃(惟短期租賃及低價值資產租賃除外)應用單一確認及計量方法。本集團確認租賃負債以作出租賃付款，而使用權資產指使用相關資產的權利。

(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當日)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。當使用權資產與於作為存貨持有的租賃土地的權益相關時，該等資產其後根據本集團有關「開發中物業」及「持作出售已竣工物業」的政策按成本與可變現淨值中的較低者計量。使用權資產成本包括已確認租賃負債的金額、已產生初始直接成本及於開始日期或之前作出的租賃付款減任何已收租賃優惠。使用權資產於資產的租期及估計可使用年期(以較短者為準)內按直線法折舊如下：

土地使用權	20至40年
Land use rights	20 to 40 years
辦公樓宇	2至5年
Office buildings	2 to 5 years

倘租賃資產的所有權於租期結束時轉讓予本集團或成本反映購買選擇權的行使，則使用資產的估計可使用年期計算折舊。

2.4 MATERIAL 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 and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. When the right-of-use assets relate to interests in leasehold land held as inventories, they are subsequently measured at the lower of cost and net realisable value in accordance with the Group's policies for "properties under development" and "completed properties held for sale". 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:

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 (續)

租賃 (續)

本集團作為承租人 (續)

(a) 使用權資產 (續)

當使用權資產與於作為存貨持有的租賃土地的權益相關時，該等資產其後根據本集團有關「開發中物業」或「持作出售已竣工物業」的政策按成本與可變現淨值中的較低者計量。當使用權資產符合投資物業的定義時，其將計入投資物業。相應的使用權資產初步根據本集團有關「投資物業」的政策按成本計量，且其後按公平值計量。

(b) 租賃負債

租賃負債於租賃開始日期按租期內支付的租賃付款之現值予以確認。租賃付款包括固定付款(包括實質固定付款)減任何應收租賃優惠、基於指數或利率的可變租賃付款及根據剩餘價值擔保預期將予支付的款項。租賃付款亦包括本集團合理確定將予行使的購買選擇權的行使價及倘租期反映本集團正行使終止租賃選擇權時就終止租賃支付的罰款。不取決於指數或利率的可變租賃付款於出現觸發付款的事件或情況的期間內確認為開支。

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Leases (Continued)

Group as a lessee (Continued)

(a) Right-of-use assets (Continued)

When the right-of-use assets relate to interests in leasehold land held as inventories, they are subsequently measured at the lower of cost and net realisable value in accordance with the Group's policy for "properties under development" or "completed properties held for sale". When a right-of-use asset meets the definition of investment property, it is included in investment properties. The corresponding right-of-use asset is initially measured at cost, and subsequently measured at fair value, in accordance with the Group's policy for "investment properties".

(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.

2.4 重大會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

(b) 租賃負債 (續)

於計算租賃付款的現值時，由於租賃內所隱含的利率不易釐定，因此本集團於租賃開始日期使用其增量借款利率。於開始日期後，租賃負債金額就反映利息的累積而增加及因作出的租賃付款而減少。此外，如有修改、租期變化、租賃付款變動 (例如指數或利率變動導致未來租賃付款變動) 或購買相關資產的選擇權評估變更，租賃負債的眼面值將重新計量。

(c) 短期租賃及低價值資產租賃

本集團將短期租賃確認豁免應用於其機動車及辦公設備的短期租賃 (即自開始日期起計租期為十二個月或以下且不包含購買選擇權的租賃)。其亦將低價值資產租賃的確認豁免應用於被認為低價值的辦公設備及筆記本電腦租賃。

本集團就低價值資產訂立租賃時將釐定是否按逐項租賃基準將租賃資本化。短期租賃及低價值資產租賃的租賃付款在租期內按直線法確認為開支。

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Leases (Continued)

Group as a lessee (Continued)

(b) Lease liabilities (Continued)

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

(c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of motor vehicles and office equipment (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of office equipment and laptop computers that are considered to be of low value.

When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

2.4 重大會計政策 (續)

租賃 (續)

本集團作為出租人

本集團作為出租人時，其於租賃開始時(或租賃變更時)將各租賃分類為經營租賃或融資租賃。

本集團並未轉讓資產所有權所附帶的絕大部分風險及回報的租賃歸類為經營租賃。當合約包含租賃及非租賃部分時，本集團按相對獨立的銷售價格基準將合約代價分配至各部分。租金收入於租期內按直線法列賬，且因其經營性質將其計入損益表之收益。於磋商及安排經營租賃時產生的初始直接成本乃添加至租賃資產的賬面值，並於租期內按相同基準確認為租金收入。或然租金乃於所賺取的期間內確認為收益。

將相關資產所有權所附帶的絕大部分風險及回報轉讓予承租人的租賃入賬列作融資租賃。

投資及其他金融資產

初始確認及計量

金融資產於初始確認時分類為隨後按攤銷成本計量、按公平值計入其他全面收益計量及按公平值計入損益計量。

於初始確認時，金融資產分類取決於金融資產的合約現金流量特徵及本集團管理該等金融資產的業務模式。除並無包含重大融資成份或本集團已就其應用並未調整重大融資成份的影響的可行權宜方法的貿易應收款項外，本集團初步按其公平值加上(倘金融資產並非按公平值計入損益)交易成本計量金融資產。並無包含重大融資成份或本集團已就其應用可行權宜方法的貿易應收款項根據下文就「收益確認」所載政策按國際財務報告準則第15號釐定的交易價格計量。

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Leases (Continued)

Group as a lessor

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases that transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee are accounted for as finance leases.

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15 in accordance with the policies set out for "Revenue recognition" below.

2.4 重大會計政策 (續)

投資及其他金融資產 (續)

初始確認及計量 (續)

為使金融資產按攤銷成本或按公平值計入其他全面收益進行分類及計量，其需產生純粹為支付本金及未償還本金利息（「純粹為支付本金及利息」）的現金流量。現金流量並非純粹為支付本金及利息的金融資產，不論其業務模式如何，均按公平值計入損益分類及計量。

本集團管理金融資產的業務模式指其如何管理其金融資產以產生現金流量。業務模式確定現金流量是否來自收集合約現金流量、出售金融資產或兩者兼有。按攤銷成本分類及計量的金融資產於旨在持有金融資產以收取合約現金流量的業務模式內持有，而按公平值計入其他全面收益分類及計量的金融資產於旨在持有以收取合約現金流量及銷售的業務模式內持有。並未於上述業務模式內持有的金融資產按公平值計入損益分類及計量。

購買或出售乃須於一般按市場規例或慣例所設定的期間內交付資產的金融資產於交易日（即本集團承諾購買或出售資產的日期）確認。

後續計量

金融資產的後續計量取決於其分類如下：

按攤銷成本計量的金融資產 (債務工具)

按攤銷成本計量的金融資產其後採用實際利率法計量，並可予減值。當資產終止確認、修改或減值時，收益及虧損於損益表內確認。

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Investments and other financial assets (Continued)

Initial recognition and measurement (Continued)

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.

Purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the statement of profit or loss when the asset is derecognised, modified or impaired.

2.4 重大會計政策 (續)

投資及其他金融資產 (續)

後續計量 (續)

按公平值計入損益的金融資產

按公平值計入損益的金融資產按公平值於財務狀況表列賬，而公平值變動淨額於損益表中確認。

該類別包括本集團並無不可撤回地選擇按公平值計入其他全面收益進行分類的衍生工具及權益投資。在支付權確立時，權益投資的股息亦於損益表內確認為其他收入。

終止確認金融資產

金融資產 (或 (倘適用) 金融資產的一部分或一組類似金融資產的一部分) 主要於下列情況下終止確認 (即從本集團綜合財務狀況表中剔除)：

- 從資產收取現金流量的權利已到期；或
- 本集團已根據「轉手」安排轉讓其從資產收取現金流量的權利，或已承擔向第三方無重大延誤全額支付所收現金流量的責任；及(a)本集團已轉讓資產的絕大部分風險及回報，或(b)本集團雖未轉讓或保留資產的絕大部分風險及回報，但已轉讓資產的控制權。

倘本集團已轉讓其從資產收取現金流量的權利或訂立轉手安排，則其評估有否保留資產所有權的風險及回報及保留的程度。倘其並無轉讓或保留資產的絕大部分風險及回報，亦無轉讓資產控制權，則本集團繼續按本集團持續參與程度確認已轉讓資產。在此情況下，本集團亦確認相關負債。已轉讓資產及相關負債以反映本集團所保留權利及責任的基準計量。

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Investments and other financial assets (Continued)

Subsequent measurement (Continued)

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 the equity investments are also recognised as other income in the statement of profit or loss when the right of payment has been established.

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.

2.4 重大會計政策 (續)

終止確認金融資產 (續)

以擔保形式對已轉讓資產的持續參與，按資產原賬面值與本集團可能須償還的最高代價金額兩者中的較低者計量。

金融資產減值

本集團就並非按公平值計入損益持有的所有債務工具確認預期信貸虧損(「預期信貸虧損」)撥備。預期信貸虧損乃基於根據合約到期的合約現金流量與本集團預期收取並按原始實際利率的概約利率貼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。

一般法

預期信貸虧損分兩個階段確認。就自初始確認以來信用風險並無大幅增加的信貸敞口而言，會為未來12個月可能發生的違約事件所產生的信貸虧損(12個月預期信貸虧損)計提預期信貸虧損撥備。就自初始確認以來信用風險大幅增加的該等信貸敞口而言，須就預期於敞口的餘下年期產生的信貸虧損計提虧損撥備，不論違約的時間(全期預期信貸虧損)。

於各報告日期，本集團評估自初始確認以來金融工具的信用風險是否大幅增加。進行評估時，本集團比較金融工具在報告日期發生違約的風險及金融工具在初始確認日期發生違約的風險，並考慮毋須付出過多的成本或努力即可獲得的合理及可支持的資料，包括歷史及前瞻性資料。本集團認為，當合約付款逾期超過30天時，信貸風險會顯著增加。

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Derecognition of financial assets (Continued)

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group recognises an allowance for expected credit losses (“ECLs”) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information. The Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

2.4 重大會計政策 (續)

金融資產減值 (續)

一般法 (續)

當合約付款逾期90天時，本集團將金融資產視為違約。然而，在若干情況下，當內部或外部資料表明本集團不太可能在考慮到本集團所持有的任何信貸升級措施之前全額收到未支付合約款項時，本集團亦可能將一項金融資產視為違約。金融資產在合理預期無法收回合約現金流量的情況下被撇銷。

按攤銷成本計量的金融資產乃根據一般法減值，且其於以下階段就預期信貸虧損計量予以分類，惟應用下文所述簡易法的貿易應收款項除外。

- 第一階段 – 信用風險自初始確認以來並無大幅增加且其虧損撥備按等於12個月預期信貸虧損的數額計量的金融工具
- 第二階段 – 信用風險自初始確認以來大幅增加但並非信貸減值金融資產且其虧損撥備按等於全期預期信貸虧損的數額計量的金融工具
- 第三階段 – 於報告日期出現信貸減值(但並非購入或源生信貸減值)且其虧損撥備按等於全期預期信貸虧損的數額計量的金融資產

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Impairment of financial assets (Continued)

General approach (Continued)

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables which apply the simplified approach as detailed below.

- Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
- Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
- Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

2.4 重大會計政策 (續)

金融資產減值 (續)

簡易法

就並無包含重大融資成份的貿易應收款項而言，或當本集團應用並未調整重大融資成份的影響的可行權宜方法時，本集團於計算預期信貸虧損時應用簡易法。根據簡易法，本集團並無追蹤信用風險的變化，但於各報告日期根據全期預期信貸虧損確認虧損撥備。本集團已基於其過往信貸虧損經驗建立撥備矩陣，並就債務人及經濟環境的特定前瞻性因素作出調整。

就包含重大融資成份的貿易應收款項及租賃應收款項而言，本集團選擇採用簡易法與上述政策計算預期信貸虧損作為其會計政策。

金融負債

初始確認及計量

金融負債於初始確認時被分類為按公平值計入損益的金融負債、按攤銷成本計量的貸款及借款及應付款項或被指定為一項有效對沖的對沖工具的衍生工具(如適用)。

所有金融負債初步按公平值確認及倘為貸款及借款以及應付款項，則應減去直接應佔交易成本。

本集團的金融負債主要包括貿易應付款項及應付票據、其他應付款項、應付關聯公司款項、計息銀行及其他借款、優先票據及公司債券。

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Impairment of financial assets (Continued)

Simplified approach

For trade receivables that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For trade receivables that contain a significant financing component and lease receivables, the Group chooses as its accounting policy to adopt the simplified approach in calculating ECLs with policies as described above.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, and payables at amortised cost or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities primarily include trade and bills payables, other payables, amounts due to the related companies, interest-bearing bank and other borrowings, senior notes and corporate bonds.

2.4 重大會計政策 (續)

金融負債 (續)

後續計量

金融負債的後續計量取決於其分類如下：

按攤銷成本計量的金融負債(貿易及其他應付款項以及借款)

於初始確認後，貿易及其他應付款項、計息借款以及應付款項(包括資產支持證券項下的應付款項)隨後以實際利率法按攤銷成本計量，除非貼現影響屬微不足道，在該情況下，其按成本列賬。當負債終止確認以及按實際利率法進行攤銷程序時，收益及虧損於損益表內確認。

攤銷成本於計及收購事項任何折讓或溢價及屬實際利率不可或缺一部分的費用或成本後計算。實際利率攤銷計入損益表的融資成本內。

財務擔保合約

本集團發出的財務擔保合約指因特定債務人不能按照債務工具條款於到期時償付款項而須就持有人產生的虧損向其支付賠償款項的該等合約。財務擔保合約按其公平值初步確認為負債，並就發出擔保直接應佔的交易成本進行調整。於初步確認後，本集團按以下兩者中的較高者計量財務擔保合約：(i) 按照「金融資產減值」所載政策釐定的預期信貸虧損撥備；及(ii) 初步確認的金額減(如適用) 確認的累計收入金額。

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Financial liabilities (Continued)

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at amortised cost (trade and other payables, and borrowings)

After initial recognition, trade and other payables, interest-bearing borrowings, and payables (including payables under asset-backed securities) 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.

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.

2.4 重大會計政策 (續)

金融負債 (續)

後續計量 (續)

公司債券

本公司發行含有負債及提早贖回權(與主合約並無密切關連)的公司債券在初始確認時分作不同類別。於發行日期,負債及提早贖回權部分均按公平值確認。在其後期間,公司債券的負債部分使用實際利率法按攤銷成本列賬。提早贖回權按公平值計量,公平值變動於損益內確認。與發行公司債券有關的交易成本按其相關公平值的比例分配至負債及提早贖回權部分。與提早贖回權有關的交易成本即時於損益扣除。與負債部分有關的交易成本計入負債部分的賬面值,並使用實際利率法在公司債券期內攤銷。

優先票據

本公司發行含有負債及提早贖回權(與主合約並無密切關連)的優先票據在初始確認時分作不同類別。於發行日期,負債及提早贖回權部份均按公平值確認。

在其後期間,優先票據的負債部份使用實際利率法按攤銷成本列賬。提早贖回選擇權按公平值計量,其公平值變化計入損益。

與發行優先票據有關的交易成本按有關公平值的比例分配予負債及提早贖回選擇權部份。與提早贖回選擇權有關的交易成本即時計入損益。與負債部份有關的交易成本計入負債部份的賬面值,並使用實際利率法在優先票據期內攤銷。

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Financial liabilities (Continued)

Subsequent measurement (Continued)

Corporate bonds

Corporate bonds issued by the Company that contain both liability and early redemption option (which is not closely related to the host contract) are classified separately on initial recognition. At the date of issue, both the liability and early redemption option components are recognised at fair value. In subsequent periods, the liability component of the corporate bonds are carried at amortised cost using the effective interest method. The early redemption option is measured at fair value with changes in fair value recognised in profit or loss. Transaction costs that relate to the issue of the corporate bonds are allocated to the liability and early redemption option components in proportion to their relative fair values. Transaction costs relating to the early redemption option are charged to profit or loss immediately. Transaction costs relating to the liability component are included in the carrying amount of the liability portion and amortised over the periods of the corporate bonds using the effective interest method.

Senior notes

Senior notes issued by the Company that contain both liability and early redemption option (which is not closely related to the host contract) are classified separately into respective items on initial recognition. At the date of issue, both the liability and early redemption option components are recognised at fair value.

In subsequent periods, the liability component of the senior notes is carried at amortised cost using the effective interest method. The early redemption option is measured at fair value with changes in fair value recognised in profit or loss.

Transaction costs that relate to the issue of the senior notes are allocated to the liability and early redemption option components in proportion to their relative fair values. Transaction costs relating to the early redemption option are charged to profit or loss immediately. Transaction costs relating to the liability component are included in the carrying amount of the liability portion and amortised over the period of the senior notes using the effective interest method.

2.4 重大會計政策 (續)

金融負債 (續)

後續計量 (續)

永續資本證券

有義務償還本金或支付任何分派的永續資本證券乃分類為負債的一部份。在以後期間，永續資本證券使用實際利率法按攤銷成本列賬。與永續資本證券有關的交易成本計入負債的賬面值，並使用實際利率法在永續資本證券期內攤銷。

終止確認金融負債

當金融負債的責任已履行、取消或屆滿時，金融負債會被終止確認。

當現時金融負債被另一項由同一貸款人借出，而條款有重大不同的金融負債所取代，或當現時負債的條款被重大修訂，該取代或修訂被視為對原有負債的終止確認及對新負債的確認，而各自賬面值的差額於損益表內確認。

抵銷金融工具

倘有現行可予執行的法律權利以抵銷確認金額及有意按淨額基準償付，或變現資產與清還負債同時進行，則抵銷金融資產及金融負債及於財務狀況表內呈報淨金額。

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Financial liabilities (Continued)

Subsequent measurement (Continued)

Perpetual capital securities

Perpetual capital securities with obligation to repay principal or to pay any distribution are classified as part of liabilities. In subsequent periods, the perpetual capital securities are carried at amortised cost using the effective interest method. Transaction costs relating to the perpetual capital securities are included in the carrying amount of the liability and amortised over the periods of the perpetual capital securities using the effective interest method.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in 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 (續)

現金及現金等價物

財務狀況表中的現金及現金等價物包括手頭現金及銀行現金，以及到期日通常在三個月內的短期高流動性存款，其可隨時轉換為已知金額的現金，價值變動風險很小及為滿足短期現金承擔而持有。

就綜合現金流量表而言，現金及現金等價物包括手頭及銀行現金以及上文所界定的短期存款，減須按要項償還並構成本集團現金管理組成部分的銀行透支。

撥備

倘因過往事件導致現時承擔責任（法定或推定責任），且日後可能須流失資源以履行責任，並能可靠估計責任的數額，則確認撥備。

倘本集團預期部分或全部撥備將獲償付，而幾乎肯定可獲償付，則有關償付確認為獨立資產。撥備相關開支於損益表內扣除償付金額呈列。

倘貼現影響重大，則確認撥備的金額為預期履行責任所需未來開支於報告期末的現值。貼現現值隨時間增加的金額計入損益表中的融資成本。

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash on hand and at banks, and short-term highly liquid deposits with a maturity of generally within three months that are readily convertible into known amounts of cash, subject to an insignificant risk of changes in value and held for the purpose of meeting short-term cash commitments.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and at banks, and short-term deposits as defined above, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the Group expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the statement of profit or loss.

2.4 重大會計政策 (續)

所得稅

所得稅包括即期及遞延稅項。與於損益以外確認項目相關的所得稅於損益以外的其他全面收益確認或直接於權益確認。

即期稅項資產及負債，乃按預期自稅務當局退回或付予稅務當局的金額，根據於報告期末已實施或實際上已實施的稅率（及稅法），以及考慮本集團經營所在國家當時的詮釋及慣例計量。

遞延稅項採用負債法就於報告期末資產及負債的稅基與兩者用作財務報告的賬面值之間的所有暫時差額計提撥備。

遞延稅項負債乃就所有應課稅暫時差額而確認，惟下列情況除外：

- 遞延稅項負債乃因在一項並非業務合併的交易中初次確認商譽、資產或負債而產生，且於交易時並不影響會計利潤或應課稅溢利或虧損以及不產生同等應課稅及可扣稅暫時差額；及
- 就與於附屬公司、合營企業及聯營公司的投資有關的應課稅暫時差額而言，暫時差額的撥回時間為可控制，且該等暫時差額於可見將來可能不會撥回。

2.4 MATERIAL 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.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and
- in respect of taxable temporary differences associated with investments in subsidiaries, joint ventures 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 (續)

所得稅 (續)

遞延稅項資產乃就所有可扣稅暫時差額、未動用稅項抵免和任何未動用稅項虧損的結轉而確認。遞延稅項資產的確認以將可能有應課稅溢利以動用可扣稅暫時差額、未動用稅項抵免和未動用稅項虧損的結轉作對銷為限，惟下列情況除外：

- 與可扣稅暫時差額有關的遞延稅項資產乃因在一項並非業務合併的交易中初次確認資產或負債而產生，且於交易時並不影響會計利潤及應課稅溢利或虧損以及不產生同等應課稅及可扣稅暫時差額；及
- 就與於附屬公司、合營企業及聯營公司的投資有關的可扣稅暫時差額而言，遞延稅項資產僅於暫時差額於可見將來有可能撥回以及將有應課稅溢利以動用暫時差額作對銷的情況下，方予確認。

於各報告期末審閱遞延稅項資產的賬面值，並於不再可能有足夠應課稅溢利以動用全部或部份遞延稅項資產時，相應扣減該賬面值。未被確認的遞延稅項資產會於各報告期末重新評估，並在可能有足夠應課稅溢利以收回全部或部份遞延稅項資產時予以確認。

遞延稅項資產及負債乃按預期適用於變現資產或清還負債期間的稅率，根據於報告期末已實施或實際上已實施的稅率（及稅法）計算。

2.4 MATERIAL 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 does not give rise to equal taxable and deductible temporary differences; and
- in respect of deductible temporary differences associated with investments in subsidiaries, joint ventures 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.

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.

2.4 重大會計政策 (續)

所得稅 (續)

當且僅當本集團具法定執行權抵銷即期稅項資產與即期稅項負債，且遞延稅項資產及遞延稅項負債有關被同一稅務機關對同一應課稅企業或不同應課稅企業徵收所得稅，而該等企業於各預期將有龐大遞延稅項負債或資產償還或收回之未來期間按淨額基準償還即期稅項負債及資產，或同時變現資產及清償負債，遞延稅項資產可與遞延稅項負債對銷。

政府補助

倘能合理確定將會收取有關補助且符合補助附帶的所有條件，則政府補助將按公平值予以確認。倘補助與開支項目有關，即於所擬補償的成本的支銷期間內系統地確認為收入。

倘補助與資產有關，公平值將計入遞延收入賬戶，並於有關資產的預期可使用年期內，以等額年金調撥至損益表或從資產賬面值中扣減並以經扣減折舊開支調撥至損益表。

收益確認

收益按於本集團日常業務過程中所提供之銷售物業及服務已收或應收代價之公平值計量。收益在扣除稅項後列賬。

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Income tax (Continued)

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 instalments 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.

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable for the sales of properties and services provided in the ordinary course of the Group's activities. Revenue is shown, net of taxes.

2.4 重大會計政策 (續)

收益確認 (續)

銷售物業

收益於資產控制權轉移至買方時確認。資產控制權可於一段時間內或於某一時點轉移，取決於合約之條款與適用於合約之法律。倘本集團在履約過程中滿足下列條件，資產控制權於一段時間內發生轉移：

- 買方同時收到且消耗由本集團履約所帶來之利益；或
- 於本集團履約時創建及增強由買方控制之資產；或
- 並無產生對本集團有替代用途之資產，且本集團就累計至今已完成履約部份擁有可強制執行之付款權利。

倘資產控制權於一段時間內轉移，收益於合約期間內參照已完成履約責任之進度予以確認。否則，收益於買方獲得資產控制權之某一時點確認。

完成履約責任之進度乃基於最能描述本集團完成履約責任表現之本集團為完成履約責任所作之付出或投入計量。

於釐定交易價格時，倘融資部份屬重大，則本集團就融資部份的影響而調整已承諾之代價金額。

對於在某時點轉移物業控制權的房地產開發及銷售合約，收益於買方獲得實物所有權或已竣工物業的法定所有權且本集團現時已有權收取付款並很可能收回代價時確認。

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Revenue recognition (Continued)

Sales of properties

Revenues are recognised when or as the control of the asset is transferred to the purchaser. Depending on the terms of the contract and the laws that apply to the contract, control of the asset may transfer over time or at a point in time. Control of the asset is transferred over time if the Group's performance:

- provides benefits which are received and consumed simultaneously by the purchaser; or
- creates and enhances an asset that the purchaser controls as the Group performs; or
- does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If control of the asset transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the purchaser obtains control of the asset.

The progress towards complete satisfaction of the performance obligation is measured based on the Group's efforts or inputs to the satisfaction of the performance obligation that best depict the Group's performance in satisfying the performance obligation.

In determining the transaction price, the Group adjusts the promised amount of consideration for the effect of a financing component if it is significant.

For property development and sales contracts for which the control of the property is transferred at a point in time, revenue is recognised when the purchaser obtains the physical possession or the legal title of the completed property and the Group has a present right to payment and the collection of the consideration is probable.

2.4 重大會計政策 (續)

收益確認 (續)

銷售貨物

銷售貨物的收益於資產控制權轉移至客戶的時間點(一般為交付貨物時)確認。

管理諮詢服務

來自提供與物業項目開發有關的支持服務的管理諮詢服務收入於提供相關服務及客戶同時取得及消耗本集團所提供之利益時確認。

來自其他來源的收益

租金收益於租賃期間按時間比例基準確認。並不取決於指數或利率的可變租賃款項於產生的會計期間確認為收入。

其他收入

利息收入按應計基準以實際利率法透過採用將金融工具的估計未來所收現金在預計年期或較短期間(如適用)內準確貼現至金融資產賬面值淨值的利率予以確認。

股息收入於股東收取付款的權利確立、與股息相關的經濟收益可能將流入本集團及股息金額能可靠計量時確認。

合約負債

於本集團轉讓相關貨物或服務前從客戶處收取付款或付款到期(以較早者為準)時確認合約負債。合約負債於本集團履行合約(即將相關貨物或服務的控制權轉讓予客戶)時確認為收益。

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Revenue recognition (Continued)

Sale of goods

Revenue from the sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods.

Management consulting services

Management consulting service income derived from the provision of support services in connection with development of property projects is recognised when the relevant services are rendered and the customer simultaneously receives and consumes the benefits provided by the Group.

Revenue from other sources

Rental income is recognised on a time proportion basis over the lease terms. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are incurred.

Other income

Interest income is recognised, on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

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 (續)

合約成本

除資本化為存貨、物業、廠房及設備以及無形資產的成本外，為履行客戶合約所產生的成本如滿足以下所有條件，則資本化為資產：

- (a) 成本與實體可具體識別的合約或預計合約直接相關。
- (b) 成本產生或增加實體將用於達成(或持續達成)未來履約責任的資源。
- (c) 預期將可收回成本。

資本化合約成本按與向客戶轉移有關該資產之貨物或服務一致之系統基準於損益表攤銷及扣除。其他合約成本於產生時支銷。

僱員福利

養老金計劃

本集團根據強制性公積金計劃條例為符合資格參與界定供款強制性公積金退休福利計劃(「強積金計劃」)的僱員設立強積金計劃。供款乃根據僱員基本薪金的一定百分比作出，並於其根據強積金計劃的成為應付款項時自損益表扣除。強積金計劃資產與本集團資產分開，於獨立管理的基金內持有。本集團的僱主供款一旦注入強積金計劃，即悉數歸屬僱員。

本集團於中國內地營運的附屬公司的僱員須參加當地市政府實施的中央養老金計劃。該等附屬公司須按其僱員薪金的若干百分比向中央養老金計劃供款。該等供款於根據中央養老金計劃的規則成為應付款項時自損益表扣除。

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Contract costs

Other than the costs which are capitalised as inventories, property, plant and equipment and intangible assets, costs incurred to fulfil a contract with a customer are capitalised as an asset if all of the following criteria are met:

- (a) The costs relate directly to a contract or to an anticipated contract that the entity can specifically identify.
- (b) The costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future.
- (c) The costs are expected to be recovered.

The capitalised contract cost assets are amortised and charged to the statement of profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the asset relates. Other contract costs are expensed as incurred.

Employee benefits

Pension scheme

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the “MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. 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 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.

2.4 重大會計政策 (續)

借款成本

直接用於購買、興建或生產合資格資產(即需待相當時間方可達致其擬定用途或出售的資產)的借款成本一律撥充作為該等資產的部份成本。一旦資產大致可供擬定用途或出售,則有關借款成本不再撥充資本。所有其他借款成本均於產生期間支銷。借款成本包括實體就借用資金產生的利息及其他成本。

股息

末期股息於股東大會上獲股東批准時確認為負債。擬派末期股息於財務報表附註披露。

外幣

該等財務報表乃以本集團的呈列貨幣人民幣呈列。本公司的功能貨幣為港元,而人民幣用作本公司財務報表的呈列貨幣,以與本集團的呈列貨幣保持一致。本集團旗下各實體確定其自身的功能貨幣,且各實體財務報表中所包含的項目均使用該功能貨幣計量。本集團旗下實體錄得的外幣交易首次按交易日期通行的相關功能貨幣適用匯率列賬。以外幣計值的貨幣資產及負債按報告期末功能貨幣的適用匯率換算。因結算或換算貨幣項目而產生的匯兌差額在損益確認。

以外幣為單位而按歷史成本入賬的非貨幣項目按首次交易日的匯率換算。以外幣為單位而按公平值計量的非貨幣項目按計量公平值當日的匯率換算。換算按公平值計量的非貨幣項目產生的收益或虧損按與確認項目公平值變動的收益或虧損一致的方式處理(即公平值收益或虧損於其他全面收益或損益中確認的項目的匯兌差額亦分別於其他全面收益或損益中確認)。

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the financial statements.

Foreign currencies

These financial statements are presented in RMB, which is the Group's presentation currency. The functional currency of the Company is the Hong Kong dollar while RMB is used as the presentation currency of the financial statements of the Company for the purpose of aligning with the presentation currency of the Group. 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 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 (續)

外幣 (續)

於釐定終止確認預付代價有關之非貨幣資產或非貨幣負債之初始確認相關資產、開支或收入的匯率時，初始交易日期為本集團初始確認預付代價產生之非貨幣資產或非貨幣負債的日期。倘支付或收取多筆預付款項，本集團於支付或收取每一筆預付代價時確定交易日。

若干海外附屬公司的功能貨幣為人民幣以外的貨幣。於報告期末，該等實體的資產及負債按報告期末當時的匯率換算為人民幣，而其損益表按與交易日期當時匯率相若的匯率換算為人民幣。

因此而產生的匯兌差額於其他全面收益確認並於匯兌波動儲備累計，非控股權益應佔的差額除外。出售外國業務時，與該項外國業務有關的儲備累計金額，會在損益表確認。

因收購外國業務而產生的任何商譽及對資產與負債賬面值的公平值調整作為外國業務之資產及負債處理，並按收市匯率換算。

永續資本證券

並無訂約責任償還其本金額或支付任何分派的永續資本證券乃分類為權益的一部份。有義務償還本金或支付任何分派的永續資本證券乃分類為負債的一部份。

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Foreign currencies (Continued)

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currencies of certain overseas subsidiaries are currencies other than RMB. As at the end of the reporting period, the assets and liabilities of these entities are translated into RMB at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into RMB at the exchange rates that approximate to those prevailing at the dates of the transactions.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve, except to the extent that the differences are attributable to non-controlling interests. On disposal of a foreign operation, the cumulative amount in the reserve relating to that particular foreign operation is recognised in the statement of profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

Perpetual capital securities

Perpetual capital securities with no contracted obligation to repay their principal or to pay any distribution are classified as part of equity. Perpetual capital securities with obligation to repay principal or to pay any distribution are classified as part of liabilities.

3. 重大會計判斷及估計

編製本集團的財務報表時，管理層須作出會影響所呈報收益、開支、資產與負債金額及其附帶披露以及或然負債披露的判斷、估計及假設。有關該等假設及估計的不明朗因素可能導致須對日後受到影響的資產或負債的賬面值作出重大調整。

持續經營考慮

於應用本集團會計政策時，除涉及估計者外，管理層已假設本集團來年將能夠按持續經營基準營運以編製綜合財務報表，該假設為一項重大判斷，其對綜合財務報表的已確認金額影響至為重大。評估持續經營假設涉及本公司董事於某一特定時間點就固有不確定性的事件或條件的未來結果作出判斷。董事認為本集團有能力按持續經營基準繼續營運，而個別或共同可能對持續經營假設構成重大疑問並可能產生業務風險的重大事件或條件載於財務報表附註2.1。

判斷

在應用本集團的會計政策時，除涉及估計者外，管理層已作出下列判斷，其對財務報表的已確認金額影響至為重大：

物業租賃分類 — 本集團作為出租人

本集團已就其投資物業組合訂立商業物業租賃。根據對有關安排條款及條件之評估，如租期不構成商用物業之經濟壽命的主要部分且最低租賃款項現值不等於商用物業之絕大部分公平值，本集團已釐定其保留該等已出租物業所有權附帶的絕大部分重大風險及回報，並將有關合約以經營租賃入賬。

3. MATERIAL ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Going concern consideration

In the process of applying the Group's accounting policies, apart from those involving estimations, management has prepared the consolidated financial statements on the assumption that the Group will be able to operate as a going concern in the coming year, which is a critical judgement that has the most significant effect on the amounts recognised in the consolidated financial statements. The assessment of the going concern assumption involves making a judgement by the directors of the Company, at a particular point of time, about the future outcome of events or conditions which are inherently uncertain. The directors consider that the Group has the capability to continue as a going concern and the major events or conditions, which may give rise to business risks, that may individually or collectively cast a significant doubt upon the going concern assumption are set out in note 2.1 to the financial statements.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

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)

釐定有重續選擇權合約的租期時所用重大判斷

本集團擁有多個包含延期及終止選擇權的租賃合約。本集團於評估是否行使重續或終止租賃選擇權時運用判斷。本集團將考慮所有會對行使重續或終止選擇權構成經濟激勵的相關因素。於開始日期後，如在本集團控制範圍內有影響其行使或不行使重續或終止租賃選擇權的重大事件或情況變動 (例如重大租賃物業裝修或重大租賃資產定制)，本集團會重新評估租期。

投資物業與自有物業的分類

本集團決定物業是否符合投資物業的資格，並已制訂作出此判斷的準則。投資物業是為賺取租金或資本增值或同時為達至該等目的而持有的物業。因此，本集團會考慮一項物業產生的現金流量是否大致獨立於本集團持有的其他資產。若干物業包括持作賺取租金或持作資本增值的部分，而另一部分則持作生產用途或供應貨品或服務或作行政用途。倘若該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。倘該等部分無法分開出售，則只會在持作生產用途或供應貨品或服務或作行政用途的部分並不重要時，有關物業才會列作投資物業。判斷乃按照個別物業基準作出，以釐定配套服務是否重要以致物業並不符合投資物業的資格。

估計不明朗因素

下文闡述有關未來的主要假設及於報告期末估計不明朗因素的其他主要來源，其具有導致對下個財政年度的資產與負債賬面值作出重大調整的重大風險。

3. MATERIAL ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Judgements (Continued)

Significant judgement in determining the lease term of contracts with renewal options

The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate the lease (e.g., construction of significant leasehold improvements or significant customisation to the leased asset).

Classification between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately or leased out separately under a finance lease, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

3. 重大會計判斷及估計 (續)

估計不明朗因素 (續)

開發中物業及持作出售已竣工物業的撥備

本集團的開發中物業及持作出售已竣工物業以成本與可變現淨值的較低者入賬。根據本集團以往的經驗及所涉物業的性質，本集團根據當前市況估計售價、開發中物業的竣工成本以及銷售物業將產生的成本。

倘竣工成本增加或銷售淨值降低，則可變現淨值會減少，且這可能導致就開發中物業及持作出售已竣工物業作出撥備。作出相關撥備須運用判斷及估計。倘預期有別於原先估計，則將對相關估計變更期間的物業賬面值及撥備作出相應調整。

貿易應收款項、其他應收款項及存款以及應收關聯方款項之預期信貸虧損撥備

本集團使用撥備矩陣計算貿易應收款項、其他應收款項及存款以及應收關聯方款項之預期信貸虧損。撥備率乃基於擁有類似虧損模式（即客戶類別及評級）的多個客戶分部組別的逾期日數釐定。撥備率乃根據其他應收款項及存款以及應收關聯方款項的違約盈利能力及違約損失而定。

預期虧損率最初基於本集團的歷史觀察違約率。本集團將通過調整矩陣以調整歷史信貸虧損經驗與前瞻性資料。例如，倘預測經濟狀況（如國內生產總值）預期將於未來一年內惡化，這可能導致物業行業違約數量增加，歷史違約率將得到調整。歷史觀察違約率於各報告日期進行更新，並對前瞻性估計的變動進行分析。

3. MATERIAL ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

Provision for properties under development and completed properties held for sale

The Group's properties under development and completed properties held for sale are stated at the lower of cost and net realisable value. Based on the Group's historical experience and the nature of the subject properties, the Group makes estimates of the selling prices, the costs of completion of properties under development, and the costs to be incurred in selling the properties based on prevailing market conditions.

If there is an increase in costs to completion or a decrease in net sales value, the net realisable value will decrease and this may result in a provision for properties under development and completed properties held for sale. Such provision requires the use of judgement and estimates. Where the expectation is different from the original estimate, the carrying value and provision for the properties in the periods in which such estimate is changed will be adjusted accordingly.

Provision for expected credit losses on trade receivables, other receivables and deposits and due from related parties

The Group uses a provision matrix to calculate ECLs for trade receivables, other receivables and deposits and due from related parties. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by customer type and rating). The provision rates are based on profitability of default and the loss given default for other receivables and deposits, and amounts due from related parties.

The expected loss rate is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the properties sector, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

3. 重大會計判斷及估計 (續)

估計不明朗因素 (續)

貿易應收款項、其他應收款項及存款以及應收關聯方款項之預期信貸虧損撥備 (續)

對歷史觀察違約率、預測經濟狀況及預期信貸虧損之間相關性的評估是一項重大估計。預期信貸虧損金額對環境及預測經濟狀況的變動敏感。本集團的歷史信貸虧損經驗及經濟狀況預測亦可能無法代表未來客戶的實際違約。有關本集團貿易應收款項、其他應收款項及存款及應收關聯公司款項之預期信貸虧損的資料分別於財務報表附註23、24及40披露。

中國企業所得稅 (「企業所得稅」)

本集團須繳納中國企業所得稅。由於地方稅務局尚未確認與所得稅有關的若干事項，故釐定將作出的所得稅撥備時須根據目前已頒佈的稅法、法規及其他相關政策作出客觀估計及判斷。倘該等事項的最終稅務結果有別於原先已入賬的金額，則差額將影響差額變現期間的所得稅及稅項撥備。

中國土地增值稅 (「土地增值稅」)

本集團須繳納中國土地增值稅。土地增值稅撥備乃基於管理層根據對中國相關稅務法律及法規所載規定的理解所作最佳估計計提。實際土地增值稅負債須待物業開發項目竣工後由稅務機關釐定。本集團尚未就其全部物業開發項目與稅務機關最終確定其土地增值稅的計算及付款。最終結果可能與初步入賬的金額不同，且任何差額將影響差額變現期間的土地增值稅開支及相關撥備。

3. MATERIAL ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

Provision for expected credit losses on trade receivables, other receivables and deposits and due from related parties (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, other receivables and deposits and due from related companies is disclosed in notes 23, 24 and 40 to the financial statements, respectively.

PRC corporate income tax ("CIT")

The Group is subject to corporate income taxes in the PRC. As a result of the fact that certain matters relating to the income taxes have not been confirmed by the local tax bureau, objective estimation and judgement based on currently enacted tax laws, regulations and other related policies are required in determining the provision for income taxes to be made. Where the final tax outcome of these matters is different from the amounts originally recorded, the differences will impact on the income tax and tax provisions in the period in which the differences realise.

PRC land appreciation tax ("LAT")

The Group is subject to LAT in the PRC. The provision for LAT is based on management's best estimates according to the understanding of the requirements set forth in the relevant PRC tax laws and regulations. The actual LAT liabilities are subject to the determination by the tax authorities upon the completion of the property development projects. The Group has not finalised its LAT calculation and payments with the tax authorities for all its property development projects. The final outcome could be different from the amounts that were initially recorded, and any differences will impact on the LAT expenses and the related provision in the period in which the differences realise.

3. 重大會計判斷及估計 (續)

估計不明朗因素 (續)

投資物業公平值估計

若無類似物業在活躍市場的現有價格，本集團將考慮來自多種來源之資料，其中包括：

- (a) 不同性質、狀況或地點之物業於活躍市場之現有價格(經調整以反映該等差異)；
- (b) 活躍程度稍遜的市場的類似物業的近期價格(經調整以反映自按該等價格進行交易當日以來經濟狀況之任何變動)；及
- (c) 根據對未來現金流量的可靠估計預測經貼現現金流量，此項預測以任何現有租賃及其他合約之條款以及(在可行情況下)外來證據(如地點及狀況相同之類似物業現有市場租值)為憑證，並採用可反映現金流量金額及時間不明朗因素當時市場評估之貼現率。

於二零二三年十二月三十一日，投資物業之賬面值為人民幣8,006,900,000元(二零二二年：人民幣8,627,400,000元)。進一步詳情(包括用作公平值計量之主要假設)載於財務報表附註14。

3. MATERIAL ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

Estimation of fair value of investment properties

In the absence of current prices in an active market for similar properties, the Group considers information from a variety of sources, including:

- (a) current prices in an active market for properties of a different nature, condition or location, adjusted to reflect those differences;
- (b) recent prices of similar properties on less active markets, with adjustments to reflect any changes in economic conditions since the date of the transactions that occurred at those prices; and
- (c) discounted cash flow projections based on reliable estimates of future cash flows, supported by the terms of any existing lease and other contracts and (when possible) by external evidence such as current market rents for similar properties in the same location and condition, and using discount rates that reflect current market assessments of the uncertainty in the amount and timing of the cash flows.

At 31 December 2023, the carrying amount of investment properties was RMB8,006,900,000 (2022: RMB8,627,400,000). Further details, including the key assumptions used for fair value measurement, are given in note 14 to the financial statements.

3. 重大會計判斷及估計 (續)

估計不明朗因素 (續)

非金融資產 (商譽除外) 減值

本集團於各報告期末評估所有非金融資產 (包括使用權資產) 有否任何減值跡象。該等非金融資產在有跡象顯示賬面值可能無法收回時進行減值測試。倘資產或現金產生單位的賬面值超逾其可收回金額 (即其公平值減出售成本與其使用價值中的較高者)，則存在減值。公平值減出售成本按自同類資產公平交易中具約束力的銷售交易的可得數據或可觀察市價減出售資產的增量成本計算。倘採用使用價值計算，則管理層須估計資產或現金產生單位的預期未來現金流量，並選取合適的貼現率以計算該等現金流量的現值。

遞延稅項資產

倘可能有應課稅溢利抵銷可動用的虧損，則就未動用稅項虧損確認遞延稅項資產。需要管理層作出重大判斷，根據未來應課稅溢利的可能出現時間及金額以及未來稅項計劃策略，釐定能夠確認的遞延稅項資產金額。

3. MATERIAL ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets (including the right-of-use assets) at the end of each reporting period. These non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. Impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value-in-use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

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.

4. 經營分部資料

管理層按項目位置監控本集團業務(包括物業開發及租賃及商業物業管理)的經營業績,以對資源分配及表現評估作出決策,且任一單一位置的收益、溢利淨額或總資產分別不會超過本集團綜合收益、溢利淨額或總資產的10%。由於所有位置具備類似經濟特徵,而該等位置的物業開發及租賃與管理的性質、上述業務流程的性質、上述業務的客戶類型或級別以及分配財產或提供服務所用方法類似,因而所有位置乃歸總為一個可報告經營分部。

地區資料

由於本集團來自外部客戶的收益僅為其於中國內地的經營所得且本集團並無非流動資產位於中國內地境外,故並無呈列地區資料。

有關主要客戶的資料

截至二零二二年及二零二三年十二月三十一日止年度,本年度對單一客戶或共同控制下的一組客戶的銷售並無佔本集團收益的10%或以上。

4. OPERATING SEGMENT INFORMATION

Management monitors the operating results of the Group's business which includes property development and leasing and commercial property management by project locations for the purpose of making decisions about resource allocation and performance assessment, while no single location's revenue, net profit or total assets exceed 10% of the Group's consolidated revenue, net profit or total assets, respectively. As the economic characteristics are similar in all the locations, where the nature of property development and leasing and management are similar, and the nature of the aforementioned business processes, the type or class of customer for the aforementioned business and the methods used to distribute the properties or provide the services are also similar, all locations were aggregated as one reportable operating segment.

Geographical information

No geographical information is presented as the Group's revenue from the external customers is derived solely from its operation in Chinese Mainland and no non-current assets of the Group are located outside Chinese Mainland.

Information about major customers

No sales to a single customer or a group of customers under common control accounted for 10% or more of the Group's revenue for the years ended 31 December 2022 and 2023.

5. 收益、其他收入及收益、其他開支

對收益的分析如下：

		二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
收益	Revenue		
客戶合約收益	Revenue from contracts with customers	38,697,406	25,805,465
來自其他來源的收益	Revenue from other sources		
來自投資物業經營租賃的 租金收入總額：	Gross rental income from investment property operating leases:		
租賃款項，包括固定款項	Lease payments, including fixed payments	77,529	90,013
總計	Total	38,774,935	25,895,478

5. REVENUE, OTHER INCOME AND GAINS, OTHER EXPENSES

An analysis of revenue is as follows:

客戶合約收益

(i) 分類收益資料

Revenue from contracts with customers

(i) Disaggregated revenue information

		二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
貨物或服務類型	Types of goods or services		
銷售物業	Sale of properties	38,648,331	25,707,613
銷售貨物	Sale of goods	6,224	12,287
管理諮詢服務	Management consulting services	42,851	85,565
總計	Total	38,697,406	25,805,465
收益確認時間：	Timing of revenue recognition:		
物業或貨物於某一時間點 轉移	Properties or goods transferred at a point in time	38,654,555	25,719,900
服務隨時間轉移	Services transferred over time	42,851	85,565
總計	Total	38,697,406	25,805,465

5. 收益、其他收入及收益、其他開支 (續)

客戶合約收益 (續)

(i) 分類收益資料

下表載列於本報告期間已確認的計入報告期初合約負債及自過往期間履行的履約責任中確認的收益金額：

		二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
計入報告期初合約負債的已確認收益：	Revenue recognised that was included in contract liabilities at the beginning of the reporting period:		
銷售物業	Sales of properties	36,074,192	22,636,501
租金	Rental	9,821	9,749
總計	Total	36,084,013	22,646,250

(ii) 履約責任

有關本集團履約責任的資料概述如下：

銷售物業

就物業銷售合約而言，本集團於買方獲得實物所有權或已竣工物業的法定所有權時將收益確認為相等於合約金額。

銷售貨物

銷售貨物的收益於貨物的控制權轉移至客戶時(即貨物交付予客戶之時點)確認。交易價格於客戶接收材料時即時到期支付。

5. REVENUE, OTHER INCOME AND GAINS, OTHER EXPENSES (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:

(ii) Performance obligations

Information about the Group's performance obligations is summarised below:

Sale of properties

For property sales contracts, the Group recognises revenue equal to the contract amount when the purchaser obtains the physical possession or the legal title of the completed property.

Sale of goods

Revenue from sales of goods is recognised when control of the goods has transferred to the customer, being at the point the goods are delivered to the customer. Payment of the transaction price is due immediately at the point the customer has accepted the materials.

5. 收益、其他收入及收益、其他開支 (續)

客戶合約收益 (續)

(ii) 履約責任 (續)
管理諮詢服務

就管理諮詢服務而言，在有權開具發票的金額與本集團至今表現對於客戶的價值直接聯繫時，本集團將收益確認為相等於有權開具發票的金額。大部分管理諮詢服務合約並無固定期限。交付前及諮詢服務合約的期限一般設定為於對手方告知本集團不再需要該等服務時屆滿。

於十二月三十一日，交易價格金額分配至剩餘履約責任 (未達成或部份未達成) 如下：

5. REVENUE, OTHER INCOME AND GAINS, OTHER EXPENSES (Continued)

Revenue from contracts with customers (Continued)

(ii) Performance obligations (Continued)
Management consulting services

For management consulting services, the Group recognises revenue in the amount that equals to the right to invoice which corresponds directly with the value to the customer of the Group's performance to date. The majority of the management consulting service contracts do not have a fixed term. The term of the contracts for pre-delivery and consulting services is generally set to expire when the counterparties notify the Group that the services are no longer required.

The amounts of transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December are as follows:

		二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
預期將確認為收益金額：	Amounts expected to be recognised as revenue:		
一年內	Within one year	30,780,642	30,646,827
一年後	After one year	19,671,230	52,168,921
總計	Total	50,451,872	82,815,748

財務報表附註
Notes to Financial Statements

二零二三年十二月三十一日
31 December 2023

5. 收益、其他收入及收益、其他開支 (續)

其他收入及收益分析如下：

5. REVENUE, OTHER INCOME AND GAINS, OTHER EXPENSES (Continued)

An analysis of other income and gains is as follows:

		二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
其他收入	Other income		
利息收入	Interest income	50,813	128,349
其他	Others	6,306	3,521
其他收入總額	Total other income	57,119	131,870
收益	Gains		
沒收按金	Forfeiture of deposits	13,050	13,376
政府補助	Government grants	7,074	15,576
出售物業、廠房及設備項目的收益	Gain on disposal of items of property, plant and equipment	4,795	2,689
出售按公平值計入損益的金融資產的收益	Gain on disposal of financial assets at fair value through profit or loss	206	10,155
回購優先票據收益	Gain on repurchase of senior notes	–	47,375
出售合營企業及聯營公司的收益	Gain on disposal of joint ventures and associates	–	33,108
收益總額	Total gains	25,125	122,279
其他收入及收益總額	Total other income and gains	82,244	254,149

5. 收益、其他收入及收益、其他開支 (續)

其他開支分析如下：

5. REVENUE, OTHER INCOME AND GAINS, OTHER EXPENSES (Continued)

An analysis of other expenses is as follows:

		二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
就開發中物業及持作出售的已竣工物業確認的減值虧損 (附註21、22)	Impairment losses recognised for properties under development and completed properties held for sale (notes 21, 22)	4,375,883	8,395,500
匯兌差額淨額	Foreign exchange differences, net	160,866	432,523
出售附屬公司的虧損淨額 (附註6、37)	Losses on disposal of subsidiaries, net (notes 6, 37)	25,243	64,253
出售按公平值計入損益的金融資產的虧損	Losses on disposal of financial assets at fair value through profit or loss	9,710	1,295
出售物業、廠房及設備項目的虧損	Losses on disposal of items of property, plant and equipment	367	270
捐款	Donations	500	4,200
其他	Others	22,038	22,756
其他開支總額	Total other expenses	4,594,607	8,920,797

6. 除稅前虧損

本集團除稅前虧損乃扣除／(計入)
以下各項後達致：

6. LOSS BEFORE TAX

The Group's loss before tax is arrived at after charging/(crediting):

	附註 Notes	二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
已售物業成本	22	36,582,585	24,114,013
就開發中物業及持作出售 已竣工物業確認的減值 虧損	5, 21, 22	4,375,883	8,395,500
物業、廠房及設備項目 折舊	13	24,231	34,511
使用權資產折舊	15	33,275	40,104
其他無形資產攤銷	16	20	144
出售按公平值計入損益的 金融資產的虧損／ (收益)淨額	5	9,504	(8,860)
出售物業、廠房及設備項 目的收益淨額	5	(4,428)	(2,419)
出售附屬公司的虧損淨額	5, 37	25,243	64,253
核數師薪酬		6,700	11,300
金融資產減值虧損淨額	24, 40	1,426,423	1,838,180
僱員福利開支(包括董事 及最高行政人員薪酬 (附註8))：			
工資及薪金		369,615	481,654
養老金計劃供款及社會 福利		61,928	80,272

7. 融資成本

融資成本的分析如下：

		二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
計息銀行及其他借款、公司債券、優先票據以及資產支持證券所得款項的利息	Interest on interest-bearing bank and other borrowings, corporate bonds, senior notes and proceeds from asset-backed securities	4,602,796	4,721,068
收益合約產生的利息開支	Interest expense arising from revenue contracts	1,222,247	870,135
租賃負債利息	Interest on lease liabilities	2,645	3,631
並非按公平值計入損益的金融負債的利息開支總額	Total interest expense on financial liabilities not at fair value through profit or loss	5,827,688	5,594,834
減：資本化利息	Less: Interest capitalised	(3,238,795)	(4,224,495)
總計	Total	2,588,893	1,370,339

7. FINANCE COSTS

An analysis of finance costs is as follows:

8. 董事的薪酬

根據上市規則、香港公司條例第383(1)(a)、(b)、(c)及(f)條以及公司(披露董事利益資料)規例第2部披露的本年度董事及最高行政人員薪酬如下：

		二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
袍金	Fees	900	900
其他酬金：	Other emoluments:		
工資、津貼及實物福利	Salaries, allowances and benefits in kind	5,656	13,918
表現掛鉤花紅	Performance-related bonuses	856	4,284
養老金計劃供款及社會福利	Pension scheme contributions and social welfare	532	624
		7,044	18,826
總計	Total	7,944	19,726

8. DIRECTORS' REMUNERATION

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

* 本公司若干執行董事有權獲得與本集團經營業績相關的花紅付款。

* Certain executive directors of the Company are entitled to bonus payments which are associated with the operating result of the Group.

財務報表附註
Notes to Financial Statements

二零二三年十二月三十一日
31 December 2023

8. 董事的薪酬 (續)

(a) 獨立非執行董事

年內支付予獨立非執行董事的袍金如下：

		二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
袍金	Fees		
陸海林先生	Mr. Loke Yu	300	300
王傳序先生	Mr. Wang Chuanxu	300	300
謝駿先生	Mr. Xie Jun	300	90
林華先生	Mr. Lin Hua	–	210
總計	Total	900	900

年內，並無其他應付獨立非執行董事的薪酬(二零二二年：無)。

8. DIRECTORS' REMUNERATION (Continued)

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

		二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
袍金	Fees		
陸海林先生	Mr. Loke Yu	300	300
王傳序先生	Mr. Wang Chuanxu	300	300
謝駿先生	Mr. Xie Jun	300	90
林華先生	Mr. Lin Hua	–	210
總計	Total	900	900

There were no other emoluments payable to the independent non-executive directors during the year (2022: Nil).

(b) 執行董事、非執行董事及最高行政人員

(b) Executive directors, non-executive director and the chief executive

		袍金	工資、津貼及實物福利	表現掛鈎花紅	股本結算以股份為基礎的付款開支	養老金計劃供款及社會福利	薪酬總計
		Fees	Salaries, allowances and benefits in kind	Performance-related bonuses	Equity-settled share-based payment expenses	Pension scheme contributions and social welfare	Total remuneration
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
二零二三年	2023						
執行董事：	Executive directors:						
黃仙枝先生	Mr. Huang Xianzhi	–	507	–	–	40	547
劉偉亮先生	Mr. Liu Weiliang	–	1,755	205	–	164	2,124
李洋先生	Mr. Li Yang	–	1,549	256	–	164	1,969
非執行董事：	Non-executive director:						
歐國偉先生	Mr. Ou Guowei	–	1,845	395	–	164	2,404
總計	Total	–	5,656	856	–	532	7,044

8. 董事的薪酬 (續)

(b) 執行董事、非執行董事
及最高行政人員 (續)

		袍金	工資、津貼 及實物福利	表現 掛鈎花紅	股本結算以 股份為基礎 的付款開支	養老金計劃 供款及 社會福利 Pension scheme contributions and social welfare	薪酬總計
		Fees	Salaries, allowances and benefits in kind	Performance- related bonuses	Equity-settled share-based payment expenses		Total remuneration
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
二零二二年	2022						
執行董事：	Executive directors:						
黃仙枝先生	Mr. Huang Xianzhi	-	2,851	350	-	153	3,354
陳偉健先生	Mr. Chan Wai Kin	-	5,100	3,000	-	12	8,112
劉偉亮先生	Mr. Liu Weiliang	-	1,945	285	-	153	2,383
李洋先生	Mr. Li Yang	-	1,845	307	-	153	2,305
非執行董事：	Non-executive director:						
歐國偉先生	Mr. Ou Guowei	-	2,177	342	-	153	2,672
總計	Total	-	13,918	4,284	-	624	18,826

黃仙枝先生已辭任董事會主席、執行董事、提名委員會主席、薪酬委員會成員及本公司授權代表，自二零二三年一月二十日起生效。

執行董事劉偉亮先生由董事會副主席調任為主席，並已獲委任為提名委員會主席、薪酬委員會成員及本公司授權代表，自二零二三年一月二十日起生效。

謝駿先生已獲委任為獨立非執行董事，自二零二二年九月十三日起生效。陳偉健先生已辭任執行董事及林華先生已辭任獨立非執行董事，自二零二二年九月十三日起生效。

8. DIRECTORS' REMUNERATION (Continued)

(b) Executive directors, non-executive director and the
chief executive (Continued)

Mr. Huang Xianzhi has resigned as the chairman of the board of directors, an executive director, the chairman of the Nomination Committee, a member of the Remuneration Committee and an authorised representative of the Company with effect from 20 January 2023.

Mr. Liu Weiliang, an executive director, has been re-designated from the vice chairman of the board of directors to the Chairman, and has been appointed as the chairman of the Nomination Committee, a member of the Remuneration Committee and an authorised representative of the Company with effect from 20 January 2023.

Mr. Xie Jun has been appointed as an independent non-executive director with effect from 13 September 2022. Mr. Chan Wai Kin and Mr. Lin Hua have resigned as an executive director and an independent non-executive director, respectively, with effect from 13 September 2022.

8. 董事的薪酬 (續)

(b) 執行董事、非執行董事及最高行政人員 (續)

李洋先生已獲委任為行政總裁，自二零二二年九月十三日起生效。

截至二零二三年十二月三十一日止年度，本集團並無向任何董事支付任何酬金(作為加入本集團或加入本集團後的獎勵)，亦無向任何現任董事或前任董事支付任何酬金(作為離職補償)(二零二二年：無)。

年內，概無董事或最高行政人員放棄或同意放棄任何薪酬的安排(二零二二年：無)。

9. 五名最高薪酬僱員

年內，五名最高薪酬僱員包括三名董事(二零二二年：三名董事)，其薪酬詳情載於上文附註8。並非本公司董事或最高行政人員的餘下兩名(二零二二年：兩名)最高薪酬僱員年內的薪酬詳情如下：

		二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
工資、津貼及實物福利	Salaries, allowances and benefits in kind	3,559	3,359
表現掛鈎花紅	Performance-related bonuses	1,014	1,658
養老金計劃供款及社會福利	Pension scheme contributions and social welfare	181	305
總計	Total	4,754	5,322

8. DIRECTORS' REMUNERATION (Continued)

(b) Executive directors, non-executive director and the chief executive (Continued)

Mr. Li Yang has been appointed as the chief executive officer with effect from 13 September 2022.

During the year ended 31 December 2023, no emolument was paid by the Group to any of the directors as an inducement to join or upon joining the Group or to any directors or past directors as compensation for loss of office (2022: Nil).

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year (2022: Nil).

9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included three directors (2022: three directors), details of whose remuneration are set out in note 8 above. Details of the remuneration for the year of the remaining two (2022: two) highest paid employees who are neither a director nor chief executive of the Company are as follows:

9. 五名最高薪酬僱員 (續)

薪酬位於以下範圍的非董事及非最高行政人員最高薪酬僱員人數如下：

		僱員人數 Number of employees	
		二零二三年 2023	二零二二年 2022
2,000,000 港元至 2,500,000 港元	HK\$2,000,000 to HK\$2,500,000	1	–
2,500,001 港元至 3,000,000 港元	HK\$2,500,001 to HK\$3,000,000	1	1
3,000,001 港元至 3,500,000 港元	HK\$3,000,001 to HK\$3,500,000	–	1
總計	Total	2	2

截至二零二三年十二月三十一日止年度，本集團並無向任何五位最高薪酬僱員支付任何酬金，作為加入本集團或加入本集團後的獎勵或作為離職補償(二零二二年：無)。

9. FIVE HIGHEST PAID EMPLOYEES (Continued)

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following bands is as follows:

During the year ended 31 December 2023, no emolument was paid by the Group to any of the five highest paid employees as an inducement to join or upon joining the Group or as compensation for loss of office (2022: Nil).

10. 所得稅

本集團須就本集團成員公司註冊及經營所在稅務司法權區產生及源自其的溢利按實體基準繳納所得稅。根據開曼群島及英屬處女群島的規則及法規，本集團於開曼群島及英屬處女群島註冊成立的附屬公司毋須繳納任何所得稅。本集團於香港註冊成立的附屬公司毋須繳納所得稅，因為該等公司於截至二零二三年十二月三十一日止年度並無現時於香港產生的任何應課稅溢利。

10. INCOME TAX

The Group is subject to income tax on an entity basis on profits arising in or derived from the tax jurisdictions in which members of the Group are domiciled and operate. Pursuant to the rules and regulations of the Cayman Islands and British Virgin Islands, the Group's subsidiaries incorporated in the Cayman Islands and British Virgin Islands are not subject to any income tax. The Group's subsidiaries incorporated in Hong Kong were not liable for income tax as they did not have any assessable profits currently arising in Hong Kong for the year ended 31 December 2023.

10. 所得稅 (續)

本集團於中國內地經營的附屬公司於年內須按25%的稅率繳納中國企業所得稅。

土地增值稅乃按照30%至60%的累進稅率對土地增值額徵收，土地增值額為出售物業所得款項減可扣減支出(包括土地成本、借款成本及其他物業開發支出)。本集團根據有關中國內地稅務法律及法規的規定為土地增值稅估計、作出及計提稅項撥備。土地增值稅撥備須由當地稅務機關進行最終審核及批准。

10. INCOME TAX (Continued)

Subsidiaries of the Group operating in Chinese Mainland were subject to PRC CIT at a rate of 25% for the year.

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 other property development expenditures. The Group has estimated, made and included in taxation a provision for LAT according to the requirements set forth in the relevant Chinese Mainland tax laws and regulations. The LAT provision is subject to the final review and approval by the local tax bureau.

		二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
即期稅項：	Current tax:		
中國企業所得稅	PRC CIT	214,416	526,293
中國土地增值稅	PRC LAT	2,202	104,647
遞延稅項(附註19)	Deferred tax (note 19)	264,662	1,144,774
年內稅項支出總額	Total tax charge for the year	481,280	1,775,714

10. 所得稅 (續)

本公司及其大部分附屬公司註冊所在司法權區按法定稅率計算的除稅前溢利適用的所得稅開支與按實際所得稅率計算的所得稅開支對賬如下：

10. INCOME TAX (Continued)

A reconciliation of income tax expense applicable to profit before tax at the statutory tax rates for the jurisdictions in which the Company and the majority of its subsidiaries are domiciled to the income tax expense at the effective income tax rate is as follows:

		二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
除稅前虧損	Loss before tax	(9,004,282)	(12,841,509)
按法定所得稅率計算	At the statutory income tax rate	(2,251,071)	(3,210,377)
合營企業及聯營公司應佔溢利及虧損	Profits and losses attributable to joint ventures and associates	44,469	63,855
不可扣稅開支	Expenses not deductible for tax	11,144	17,568
過往年度利用的稅項虧損及可扣減暫時差異	Tax losses and deductible temporary differences utilised from previous years	(179,246)	(21,376)
未確認的可扣減暫時差異	Deductible temporary differences not recognised	1,313,460	3,386,723
未確認的稅項虧損	Tax losses not recognised	1,540,873	1,460,836
土地增值稅撥備	Provision for LAT	2,202	104,647
土地增值稅的稅務影響	Tax effect on LAT	(551)	(26,162)
按本集團實際稅率計算的稅項費用	Tax charge at the Group's effective rate	481,280	1,775,714

年內，合營企業及聯營公司應佔的稅項費用為人民幣70,589,000元（二零二二年：人民幣102,487,000元）。年內，合營企業及聯營公司應佔的稅項抵免人民幣129,881,000元（二零二二年：人民幣187,627,000元）於綜合損益表內列作「合營企業及聯營公司應佔溢利及虧損」。

The share of tax charge attributable to joint ventures and associates amounted to RMB70,589,000 for the year (2022: RMB102,487,000). The share of tax credit attributable to joint ventures and associates amounting to RMB129,881,000 for the year (2022: RMB187,627,000) is included in "Share of profits and losses of joint ventures and associates" in the consolidated statement of profit or loss.

10. 所得稅 (續)

綜合財務狀況表內的應付稅項指：

應付中國企業所得稅	PRC CIT payable
應付中國土地增值稅	PRC LAT payable
應付稅項總額	Total tax payable

10. INCOME TAX (Continued)

Tax payable in the consolidated statement of financial position represents:

二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
-----------------------------------	-----------------------------------

2,989,394	3,241,816
1,482,924	1,466,268
4,472,318	4,708,084

11. 股息

董事會建議不派付截至二零二三年十二月三十一日止年度之末期股息(二零二二年：無)。

11. DIVIDENDS

The board of directors does not recommend the payment of final dividend for the year ended 31 December 2023 (2022: Nil).

12. 母公司普通權益持有人應佔每股虧損

每股基本虧損乃根據母公司普通權益持有人應佔年內虧損以及年內已發行普通股加權平均數4,367,756,000股(二零二二年：4,367,756,000股)計算。

由於本集團於截至二零二三年及二零二二年十二月三十一日止年度並無已發行潛在攤薄普通股，故並未就截至二零二三年及二零二二年十二月三十一日止年度呈列之每股基本盈利作出攤薄調整。

12. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic loss per share amount is based on the loss for the year attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 4,367,756,000 (2022: 4,367,756,000) in issue during the year.

No adjustment has been made to the basic earnings per share amounts presented for the years ended 31 December 2023 and 2022 in respect of a dilution as the Group had no potentially dilutive ordinary shares in issue during the years ended 31 December 2023 and 2022.

12. 母公司普通權益持有人
應佔每股虧損 (續)

每股基本及攤薄虧損金額乃根據
以下項目計算：

12. LOSS PER SHARE ATTRIBUTABLE TO
ORDINARY EQUITY HOLDERS OF THE
PARENT (Continued)

The calculations of the basic and diluted loss per share amounts are
based on:

		二零二三年 2023	二零二二年 2022
虧損	Loss		
母公司普通權益持有人應佔 虧損 (人民幣千元)	Loss attributable to ordinary equity holders of the parent (RMB'000)	(8,467,942)	(12,877,046)
股份	Shares		
年內已發行普通股的加權 平均數	Weighted average number of ordinary shares in issue during the year	4,367,756,000	4,367,756,000
每股虧損	Loss per share		
基本及攤薄	Basic and diluted	人民幣(1.94)元 RMB(1.94)	人民幣(2.95)元 RMB(2.95)

財務報表附註
Notes to Financial Statements

二零二三年十二月三十一日
31 December 2023

13. 物業、廠房及設備

13. PROPERTY, PLANT AND EQUIPMENT

		樓宇	機動車	辦公設備 及電子裝置	租賃 改良工程	在建工程	總計
		Buildings	Motor vehicles	Office equipment and electronic devices	Leasehold improvements	Construction in progress	Total
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
二零二三年 十二月三十一日	31 December 2023						
於二零二三年 一月一日	At 1 January 2023						
成本	Cost	525,332	55,247	46,718	16,182	827,740	1,471,219
累計折舊	Accumulated depreciation	(95,193)	(48,183)	(44,703)	(13,365)	–	(201,444)
賬面淨值	Net carrying amount	430,139	7,064	2,015	2,817	827,740	1,269,775
於二零二三年 一月一日， 扣除累計折舊	At 1 January 2023, net of accumulated depreciation	430,139	7,064	2,015	2,817	827,740	1,269,775
添置	Additions	–	1,683	15	–	–	1,698
出售	Disposals	–	(2,621)	(321)	–	–	(2,942)
年度折舊撥備	Depreciation provided during the year	(20,441)	(685)	(1,091)	(2,014)	–	(24,231)
於二零二三年 十二月三十一日， 扣除累計折舊	At 31 December 2023, net of accumulated depreciation	409,698	5,441	618	803	827,740	1,244,300
於二零二三年 十二月三十一日	At 31 December 2023						
成本	Cost	514,105	50,257	45,718	16,267	827,740	1,454,087
累計折舊	Accumulated depreciation	(104,407)	(44,816)	(45,100)	(15,464)	–	(209,787)
賬面淨值	Net carrying amount	409,698	5,441	618	803	827,740	1,244,300

13. 物業、廠房及設備 (續)

13. PROPERTY, PLANT AND EQUIPMENT (Continued)

		樓宇	機動車	辦公設備 及電子裝置	租賃 改良工程	在建工程	總計
		Buildings	Motor vehicles	Office equipment and electronic devices	Leasehold improvements	Construction in progress	Total
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
二零二二年 十二月三十一日	31 December 2022						
於二零二二年 一月一日	At 1 January 2022						
成本	Cost	525,332	85,470	64,443	128,607	746,988	1,550,840
累計折舊	Accumulated depreciation	(74,760)	(74,998)	(56,816)	(87,680)	–	(294,254)
賬面淨值	Net carrying amount	450,572	10,472	7,627	40,927	746,988	1,256,586
於二零二二年 一月一日， 扣除累計折舊	At 1 January 2022, net of accumulated depreciation	450,572	10,472	7,627	40,927	746,988	1,256,586
添置	Additions	–	732	96	–	80,752	81,580
出售	Disposals	–	(614)	(167)	–	–	(781)
出售附屬公司 (附註37)	Disposal of subsidiaries (note 37)	–	(546)	(571)	(31,982)	–	(33,099)
年度折舊撥備	Depreciation provided during the year	(20,433)	(2,980)	(4,970)	(6,128)	–	(34,511)
於二零二二年 十二月三十一日， 扣除累計折舊	At 31 December 2022, net of accumulated depreciation	430,139	7,064	2,015	2,817	827,740	1,269,775
於二零二二年 十二月三十一日	At 31 December 2022						
成本	Cost	525,332	55,247	46,718	16,182	827,740	1,471,219
累計折舊	Accumulated depreciation	(95,193)	(48,183)	(44,703)	(13,365)	–	(201,444)
賬面淨值	Net carrying amount	430,139	7,064	2,015	2,817	827,740	1,269,775

於二零二三年十二月三十一日，本集團賬面淨值約人民幣192,906,000元(二零二二年：人民幣210,487,000元)的物業、廠房及設備已質押，為本集團獲授的計息銀行及其他借款作抵押(附註29)。

As at 31 December 2023, the Group's property, plant and equipment with a net carrying amount of approximately RMB192,906,000 (2022: RMB210,487,000) were pledged to secure interest-bearing bank and other borrowings granted to the Group (note 29).

14. 投資物業

14. INVESTMENT PROPERTIES

		在建 Under construction 人民幣千元 RMB'000	已竣工 Completed 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
於二零二二年一月一日的賬面值	Carrying amount at 1 January 2022	3,547,821	6,314,179	9,862,000
添置	Additions	55,032	–	55,032
竣工後轉讓	Transfer upon completion	(234,515)	234,515	–
出售	Disposal	–	(36,967)	(36,967)
出售附屬公司(附註37)	Disposal of subsidiaries (note 37)	–	(842,100)	(842,100)
公平值調整虧損淨額	Net loss from a fair value adjustment	(49,139)	(361,426)	(410,565)
於二零二二年十二月三十一日及二零二三年一月一日的賬面值	Carrying amount at 31 December 2022 and 1 January 2023	3,319,199	5,308,201	8,627,400
添置	Additions	23,919	–	23,919
公平值調整虧損淨額	Net loss from a fair value adjustment	(113,419)	(531,000)	(644,419)
於二零二三年十二月三十一日的賬面值	Carrying amount at 31 December 2023	3,229,699	4,777,201	8,006,900

本集團的投資物業位於中國內地。本集團的投資物業乃基於獨立專業合資格估值師仲量聯行企業評估及諮詢有限公司(「仲量聯行」)的評估於二零二三年十二月三十一日重估為人民幣8,006,900,000元(二零二二年：人民幣8,627,400,000元)。本集團的高級財務經理及財務總監經本公司董事會批准後決定委任外部估值師負責本集團物業的外部估值。甄選標準包括市場知識、聲譽、獨立性及是否保持專業標準。本集團的高級財務經理及財務總監已與估值師就進行財務報告估值的估值假設及估值結果進行討論。

於二零二三年十二月三十一日，本集團總賬面值約人民幣6,277,319,000元(二零二二年：人民幣7,008,319,000元)的投資物業已質押，為本集團獲授的計息銀行及其他借款作抵押(附註29)。

The Group's investment properties are situated in Chinese Mainland. The Group's investment properties were revalued on 31 December 2023 based on valuations performed by Jones Lang LaSalle Corporate Appraisal and Advisory Limited ("JLL"), an independent professionally qualified valuer, at RMB8,006,900,000 (2022: RMB8,627,400,000). The Group's senior finance manager and the chief financial officer decide, after approval from the board of directors of the Company, to appoint which external valuer to be responsible for the external valuations of the Group's properties. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Group's senior finance manager and the chief financial officer have discussions with the valuer on the valuation assumptions and valuation results when the valuation is performed for financial reporting.

As at 31 December 2023, the Group's investment properties with an aggregate carrying amount of approximately RMB6,277,319,000 (2022: RMB7,008,319,000) were pledged to secure interest-bearing bank and other borrowings granted to the Group (note 29).

14. 投資物業 (續)

公平值層級

下表說明本集團投資物業的公平值計量層級：

就以下項目進行的
經常性公平值計量：

	Completed commercial properties	–	–	4,777,201	4,777,201
已竣工商業物業	Commercial properties under construction	–	–	3,229,699	3,229,699
在建商業物業					
總計	Total	–	–	8,006,900	8,006,900

14. INVESTMENT PROPERTIES (Continued)

Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's investment properties:

於二零二三年十二月三十一日使用以下級別的公平值計量

Fair value measurement as at 31 December 2023 using			
活躍市場 之報價 (第一級)	重大可觀察 輸入數據 (第二級)	重大不可觀察 輸入數據 (第三級)	總計
Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000

Recurring fair value measurement for:

於二零二二年十二月三十一日使用以下級別的公平值計量

Fair value measurement as at 31 December 2022 using			
活躍市場 之報價 (第一級)	重大可觀察 輸入數據 (第二級)	重大不可觀察 輸入數據 (第三級)	總計
Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000

就以下項目進行的
經常性公平值計量：

	Completed commercial properties	–	–	5,308,201	5,308,201
已竣工商業物業	Commercial properties under construction	–	–	3,319,199	3,319,199
在建商業物業					
總計	Total	–	–	8,627,400	8,627,400

14. 投資物業 (續)

公平值層級 (續)

年內，第一級與第二級之間並無公平值計量的轉撥，亦無轉撥至或轉撥自第三級 (二零二二年：無)。

以下為投資物業估值所用的估值技術及主要輸入數據概要：

	估值技術 Valuation techniques	重大不可觀察輸入數據 Significant unobservable inputs	範圍或加權平均 Range or weighted average	
			二零二三年 2023	二零二二年 2022
已竣工商業物業 Completed commercial properties	收入資本化法 Income capitalisation method	估計租金 (人民幣/每平方米及每月) Estimated rental value (RMB per sq.m. and per month)	30–263	30–258
		資本化比率 Capitalisation rate	4%–6%	3%–6%
在建商業物業 Commercial properties under construction	比較法 Comparison method	預期利潤率 Expected profit margin	10%	10%

已竣工商業物業的公平值乃通過收入資本化法釐定，方法是通過計及有關物業因現有租約而產生及/或在現行市況下可能取得的租金收入淨額(就租約的潛在續租收入作出充分撥備)，然後加以資本化，以按適當的資本化比率釐定公平值。亦會在適當情況下參考相關市場上可獲得的可資比較銷售交易。

估計租金大幅增加/(減少)將導致投資物業的公平值大幅增加/(減少)。資本化比率大幅增加/(減少)將導致投資物業的公平值大幅減少/(增加)。

14. INVESTMENT PROPERTIES (Continued)

Fair value hierarchy (Continued)

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2022: Nil).

Below is a summary of the valuation techniques used and the key inputs to the valuation of investment properties:

The fair value of completed commercial properties is determined by the income capitalisation method, taking into account the net rental income of the properties derived from the existing leases and/or achievable in the existing market with due allowance for the reversionary income potential of the leases, which have been then capitalised to determine the fair value at an appropriate capitalisation rate. Where appropriate, reference has also been made to the comparable sales transactions as available in the relevant market.

A significant increase/(decrease) in the estimated rental value would result in a significant increase/(decrease) in the fair value of the investment properties. A significant increase/(decrease) in the capitalisation rate would result in a significant decrease/(increase) in the fair value of the investment properties.

14. 投資物業 (續)

公平值層級 (續)

在建商業物業的公平值使用比較法釐定，經參考相關市場上可獲得的可資比較交易個案並(如適用)經扣除以下項目後得出物業的公平值(假設其已竣工)：

- 市場參與者完成物業將產生的估計建築成本及專業費用；及
- 市場參與者就持有及開發該物業至竣工所需的估計利潤率。

估計建築成本越高，將會導致在建投資物業公平值越低。預期利潤率越高，將會導致在建投資物業公平值越低。

15. 租賃

本集團作為承租人

本集團擁有用於其業務營運的多個辦公樓、機動車及其他設備項目的租賃合約。本集團已提前作出一次性付款以向業主收購租賃土地(租期為20年至40年)，根據該等土地租賃的條款，本集團將不會繼續支付任何款項。辦公樓的租期通常介乎2至5年。其他設備的租期通常為12個月或以下及/或個別設備的價值較低。一般而言，本集團不可向本集團以外人士轉讓及分租租賃資產。包含續期及終止選擇權及可變租金的多個租賃合約於下文詳述。

14. INVESTMENT PROPERTIES (Continued)

Fair value hierarchy (Continued)

The fair value of commercial properties under construction is determined by using the comparison method, with reference to comparable sales evidence as available in the relevant market to derive the fair value of the property assuming it was completed and, where appropriate, after deducting the following items:

- Estimated construction costs and professional fees to be expensed to complete the properties that would be incurred by a market participant; and
- Estimated profit margin that a market participant would require to hold and develop the property to completion.

The higher the estimated construction costs, the lower the fair value of the investment properties under construction would be resulted. The higher expected profit margin, the lower fair value of the investment properties under construction would be resulted.

15. LEASES

The Group as a lessee

The Group has lease contracts for various items of office buildings, motor vehicles 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 20 to 40 years, and no ongoing payments will be made under the terms of these land leases. Leases of office buildings generally have lease terms between 2 and 5 years. Other equipment generally have lease terms of 12 months or less and/or are individually of low value. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group. There are several lease contracts that include extension and termination options and variable lease payments, which are further discussed below.

15. 租賃 (續)

本集團作為承租人 (續)

(a) 使用權資產

年內本集團使用權資產的賬面值及變動如下：

		土地使用權 Land use rights 人民幣千元 RMB'000	辦公樓 Office buildings 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
於二零二二年一月一日	As at 1 January 2022	258,774	107,373	366,147
添置	Additions	–	17,587	17,587
租期終止所產生之減少	Decrease arising from lease term termination	–	(65,095)	(65,095)
折舊開支	Depreciation charge	(13,015)	(27,089)	(40,104)
於二零二二年十二月三十一日及二零二三年一月一日	As at 31 December 2022 and 1 January 2023	245,759	32,776	278,535
添置	Additions	–	13,265	13,265
租期終止所產生之減少	Decrease arising from lease term termination	–	(11,322)	(11,322)
折舊開支	Depreciation charge	(13,015)	(20,260)	(33,275)
於二零二三年十二月三十一日	As at 31 December 2023	232,744	14,459	247,203

於二零二三年十二月三十一日，本集團總賬面值約人民幣165,775,000元(二零二二年：人民幣174,618,000元)的使用權資產已質押，為本集團獲授的計息銀行及其他借款作抵押(附註29)。

15. LEASES (Continued)

The Group as a lessee (Continued)

(a) Right-of-use assets

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

		土地使用權 Land use rights 人民幣千元 RMB'000	辦公樓 Office buildings 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
於二零二二年一月一日	As at 1 January 2022	258,774	107,373	366,147
添置	Additions	–	17,587	17,587
租期終止所產生之減少	Decrease arising from lease term termination	–	(65,095)	(65,095)
折舊開支	Depreciation charge	(13,015)	(27,089)	(40,104)
於二零二二年十二月三十一日及二零二三年一月一日	As at 31 December 2022 and 1 January 2023	245,759	32,776	278,535
添置	Additions	–	13,265	13,265
租期終止所產生之減少	Decrease arising from lease term termination	–	(11,322)	(11,322)
折舊開支	Depreciation charge	(13,015)	(20,260)	(33,275)
於二零二三年十二月三十一日	As at 31 December 2023	232,744	14,459	247,203

As at 31 December 2023, the Group's right-of-use assets with an aggregate carrying amount of approximately RMB165,775,000 (2022: RMB174,618,000) were pledged to secure interest-bearing bank and other borrowings granted to the Group (note 29).

15. 租賃 (續)

本集團作為承租人 (續)

- (b) 租賃負債
年內租賃負債的賬面值及變動如下：

		二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
於一月一日的賬面值	Carrying amount as at 1 January	42,123	115,547
新租賃	New leases	13,265	17,587
年內已確認利息增幅	Accretion of interest recognised during the year	2,645	3,631
租期終止所產生之減少	Decrease arising from lease term termination	(11,322)	(65,095)
付款	Payments	(22,392)	(29,547)
於十二月三十一日的賬面值	Carrying amount as at 31 December	24,319	42,123
分析為：	Analysed into:		
即期部份	Current portion	14,026	29,290
非即期部份	Non-current portion	10,293	12,833

租賃負債的到期日分析披露於財務報表附註43。

The maturity analysis of lease liabilities is disclosed in note 43 to the financial statements.

- (c) 於損益中確認的租賃相關款項如下：

- (c) The amounts recognised in profit or loss in relation to leases are as follows:

		二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
租賃負債利息	Interest on lease liabilities	2,645	3,631
使用權資產折舊開支	Depreciation charge of right-of-use assets	33,275	40,104
與短期租賃有關的開支 (計入行政開支)	Expense relating to short-term leases (included in administrative expenses)	4,932	6,087
與低價值資產租賃有關的 開支(計入銷售及分銷 開支)	Expense relating to leases of low-value assets (included in selling and distribution expenses)	1,491	7,148
於損益中確認的款項總額	Total amount recognised in profit or loss	42,343	56,970

15. 租賃 (續)

本集團作為承租人 (續)

- (d) 租賃總現金流出及與尚未開始的租賃有關的未來現金流出披露於財務報表附註35。

本集團作為出租人

本集團根據經營租賃安排租賃其投資物業(附註14)，包括6個中國內地商業物業。租賃條款一般要求租戶支付保證金，並規定根據當時市況定期調整租金。本集團於年內確認的租金收入為人民幣77,529,000元(二零二二年：人民幣90,013,000元)，詳情載於財務報表附註5。

於二零二三年十二月三十一日，本集團根據與其租戶訂立的不可撤銷經營租賃於未來期間應收的未貼現租賃款項如下：

		二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
一年內	Within one year	84,049	89,791
一年以上但兩年以內	After one year but within two years	79,818	11,251
兩年以上但三年以內	After two years but within three years	77,991	9,948
三年以上但四年以內	After three years but within four years	6,226	6,226
四年以上但五年以內	After four years but within five years	6,226	6,226
五年後	After five years	30,774	37,000
總計	Total	285,084	160,442

15. LEASES (Continued)

The Group as a lessee (Continued)

- (d) The total cash outflow for leases and future cash outflows relating to leases that have not yet commenced are disclosed in note 35 to the financial statements.

The Group as a lessor

The Group leases its investment properties (note 14) consisting of six commercial properties in Chinese Mainland under operating lease arrangements. The terms of the leases generally require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions. Rental income recognised by the Group during the year was RMB77,529,000 (2022: RMB90,013,000), 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:

16. 其他無形資產

16. OTHER INTANGIBLE ASSETS

		二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
軟件	Software		
於一月一日	At 1 January		
成本	Cost	6,664	22,522
累計攤銷	Accumulated amortisation	(6,616)	(18,493)
賬面淨值	Net carrying amount	48	4,029
於一月一日之成本， 扣除累計攤銷	Cost at 1 January, net of accumulated amortisation	48	4,029
出售附屬公司(附註37)	Disposal of subsidiaries (note 37)	–	(3,837)
年內已撥備攤銷	Amortisation provided during the year	(20)	(144)
於十二月三十一日	At 31 December	28	48
於十二月三十一日： 成本	At 31 December: Cost	6,664	6,664
累計攤銷	Accumulated amortisation	(6,636)	(6,616)
賬面淨值	Net carrying amount	28	48

17. 於合營企業的投資

17. INVESTMENTS IN JOINT VENTURES

		二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
分佔淨資產	Share of net assets	2,179,692	2,207,870

應收及應付合營企業款項於財務報表附註40披露。

The amounts due from and to joint ventures are disclosed in note 40 to the financial statements.

17. 於合營企業的投資 (續)

- (a) 本集團於二零二三年的重要合營企業詳情如下：

公司名稱 Name of company	註冊地點及年份 Place and year of registration	實繳資本 Paid-in capital 人民幣千元 RMB'000	本集團應佔 擁有權百分比 Percentage of ownership interest attributable to the Group	主要活動 Principal activities
合肥梁錦企業管理諮詢有限公司 Hefei Liangjin Enterprise Management Consulting Co., Ltd.	中國合肥 二零一九年 Hefei, PRC 2019	20,000	33%	物業開發 Property development
南京江語城置業有限公司 Nanjing Jiangyucheng Real Estate Co., Ltd.	中國南京 二零二零年 Nanjing, PRC 2020	1,501,841	50%	物業開發 Property development

- (b) 合肥梁錦企業管理諮詢有限公司(被視為本集團截至二零二三年及二零二二年十二月三十一日止年度的重要合營企業)與中國內地的其他合營夥伴共同經營一個物業開發項目，採用權益法入賬。

南京江語城置業有限公司(被視為本集團截至二零二三年十二月三十一日止年度的重要合營企業，但於截至二零二二年十二月三十一日止年度並不被視為重大)與中國內地的其他合營夥伴共同經營一個物業開發項目，採用權益法入賬。

17. INVESTMENTS IN JOINT VENTURES (Continued)

- (a) Particulars of the Group's material joint ventures in 2023 are as follows:

公司名稱 Name of company	註冊地點及年份 Place and year of registration	實繳資本 Paid-in capital 人民幣千元 RMB'000	本集團應佔 擁有權百分比 Percentage of ownership interest attributable to the Group	主要活動 Principal activities
Hefei Liangjin Enterprise Management Consulting Co., Ltd.	中國合肥 二零一九年 Hefei, PRC 2019	20,000	33%	物業開發 Property development
Nanjing Jiangyucheng Real Estate Co., Ltd.	中國南京 二零二零年 Nanjing, PRC 2020	1,501,841	50%	物業開發 Property development

- (b) Hefei Liangjin Enterprise Management Consulting Co., Ltd. is considered a material joint venture of the Group for the years ended 31 December 2023 and 2022. It operates a property development project with the other joint venture partner in Chinese Mainland and was accounted for using the equity method.

Nanjing Jiangyucheng Real Estate Co., Ltd. is considered a material joint venture of the Group for the year ended 31 December 2023 but was not material for the year ended 31 December 2022. It operates a property development project with the other joint venture partner in Chinese Mainland and was accounted for using the equity method.

17. 於合營企業的投資 (續)

(b) (續)

下表列示有關合肥梁錦企業管理諮詢有限公司的財務資料摘要，已就任何會計政策差異作出調整並與綜合財務報表內的賬面值對賬：

17. INVESTMENTS IN JOINT VENTURES (Continued)

(b) (continued)

The following table illustrates the summarised financial information in respect of Hefei Liangjin Enterprise Management Consulting Co., Ltd. adjusted for any differences in accounting policies and reconciled to the carrying amount in the consolidated financial statements:

		二零二三年 十二月三十一日 31 December 2023 人民幣千元 RMB'000	二零二二年 十二月三十一日 31 December 2022 人民幣千元 RMB'000
現金及現金等價物	Cash and cash equivalents	157,735	374,136
其他流動資產	Other current assets	867,988	1,058,935
流動資產	Current assets	1,025,723	1,433,071
非流動資產	Non-current assets	7	18
金融負債，不包括貿易及 其他應付款項	Financial liabilities, excluding trade and other payables	(533,222)	(970,194)
其他流動負債	Other current liabilities	(212,374)	(246,761)
流動負債	Current liabilities	(745,596)	(1,216,955)
淨資產	Net assets	280,134	216,134
與本集團於合營企業的權益 對賬：	Reconciliation to the Group's interest in the joint venture:		
本集團所佔擁有權比例	Proportion of the Group's ownership	33%	33%
本集團應佔合營企業淨資產	Group's share of net assets of the joint venture	92,444	71,324
就關聯方交易的未變現損益 作出調整	Adjustment for unrealised profits and losses from related party transactions	—	—
投資的賬面值	Carrying amount of the investment	92,444	71,324
收益	Revenue	453,234	917,133
開支	Expenses	(389,234)	(777,922)
稅項	Tax	—	(34,803)
年內溢利及全面收益總額	Profit and total comprehensive income for the year	64,000	104,408

17. 於合營企業的投資 (續)

(b) (續)

下表列示有關南京江語城置業有限公司的財務資料摘要，已就任何會計政策差異作出調整並與綜合財務報表內的賬面值對賬：

17. INVESTMENTS IN JOINT VENTURES (Continued)

(b) (continued)

The following table illustrates the summarised financial information in respect of Nanjing Jiangyucheng Real Estate Co., Ltd. adjusted for any differences in accounting policies and reconciled to the carrying amount in the consolidated financial statements:

		二零二三年 十二月三十一日 31 December 2023 人民幣千元 RMB'000
現金及現金等價物	Cash and cash equivalents	19,489
其他流動資產	Other current assets	4,669,789
流動資產	Current assets	4,689,278
非流動資產	Non-current assets	2
金融負債，不包括貿易及 其他應付款項	Financial liabilities, excluding trade and other payables	(2,898,390)
其他流動負債	Other current liabilities	(374,187)
流動負債	Current liabilities	(3,272,577)
淨資產	Net assets	1,416,703
與本集團於合營企業的權益對賬：	Reconciliation to the Group's interest in the joint venture:	
本集團所佔擁有權比例	Proportion of the Group's ownership	50%
本集團應佔合營企業淨資產	Group's share of net assets of the joint venture	708,352
就關聯方交易的未變現損益 作出調整	Adjustment for unrealised profits and losses from related party transactions	-
投資的賬面值	Carrying amount of the investment	708,352
收益	Revenue	1,039,312
開支	Expenses	(859,325)
稅項	Tax	(81,073)
年內溢利及全面收益總額	Profit and total comprehensive income for the year	98,914

17. 於合營企業的投資 (續)

- (c) 下表說明本集團並非個別屬重大的合營企業的概要財務資料：

		二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
年內分佔合營企業損益及全面收益總額	Share of the joint ventures' profits and losses and total comprehensive income for the year	(98,755)	(64,316)
本集團於合營企業投資的賬面值總額	Aggregate carrying amount of the Group's investments in the joint ventures	1,378,896	2,136,546

本公司董事認為，由於於合營企業的投資被視為可全數收回，故於二零二三年十二月三十一日無需計提減值撥備(二零二二年：無)。合營企業已按權益法於該等財務報表入賬。

17. INVESTMENTS IN JOINT VENTURES (Continued)

- (c) The following table illustrates the aggregate financial information of the Group's joint ventures that are not individually material:

		二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
Share of the joint ventures' profits and losses and total comprehensive income for the year		(98,755)	(64,316)
Aggregate carrying amount of the Group's investments in the joint ventures		1,378,896	2,136,546

The directors of the Company are of the opinion that no provision for impairment was necessary as at 31 December 2023 as the investments in joint ventures were considered fully recoverable (2022: Nil). The joint ventures have been accounted for using the equity method in these financial statements.

18. 於聯營公司的投資

應收及應付聯營公司款項於財務報表附註40披露。

18. INVESTMENTS IN ASSOCIATES

		二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
分佔淨資產	Share of net assets	6,346,465	7,598,662

The amounts due from and to associates are disclosed in note 40 to the financial statements.

18. 於聯營公司的投資 (續)

- (a) 本集團重要聯營公司詳情如下：

公司名稱 Name of company	註冊地點及年份 Place and year of registration	實繳資本 Paid-in capital 人民幣千元 RMB'000	本集團應佔 擁有權百分比 Percentage of ownership interest attributable to the Group	主要活動 Principal activities
廈門聯榮悅置業有限公司 Xiamen Lianrongyue Properties Co., Ltd.	中國廈門 二零二一年 Xiamen, PRC 2021	2,660,000	25%	物業開發 Property development
徐州雅豐房地產開發有限公司 Xuzhou Yafeng Real Estate Development Co., Ltd.	中國徐州 二零一八年 Xuzhou, PRC 2018	92,000	33%	物業開發 Property development
南京釗揚置業有限公司 Nanjing Zhaoyang Real Estate Co., Ltd.	中國南京 二零一九年 Nanjing, PRC 2019	1,300,000	45%	物業開發 Property development

附註：根據組織章程細則，本集團僅對南京釗揚置業有限公司有重大影響，乃因該被投資實體的另一名股東擁有充足的投票權以控制及經營該實體。因此，本集團透過持有該實體45%股權而將其作為一家聯營公司入賬。

- (b) 廈門聯榮悅置業有限公司(截至二零二三年及二零二二年十二月三十一日止年度被視為本集團的重要聯營公司)與中國內地的策略性夥伴為投資控股公司，採用權益法入賬。其附屬公司運營物業開發項目。

徐州雅豐房地產開發有限公司及南京釗揚置業有限公司(截至二零二二年十二月三十一日止年度被視為本集團的重要聯營公司但於截至二零二三年十二月三十一日止年度並不被視為重大)與中國內地的策略性夥伴共同運營多個物業開發項目，採用權益法入賬。

18. INVESTMENTS IN ASSOCIATES (Continued)

- (a) Particulars of the Group's material associates are as follows:

Company Name	Place and year of registration	Paid-in capital RMB'000	Percentage of ownership interest attributable to the Group	Principal activities
Xiamen Lianrongyue Properties Co., Ltd.	Xiamen, PRC 2021	2,660,000	25%	Property development
Xuzhou Yafeng Real Estate Development Co., Ltd.	Xuzhou, PRC 2018	92,000	33%	Property development
Nanjing Zhaoyang Real Estate Co., Ltd.	Nanjing, PRC 2019	1,300,000	45%	Property development

Note: Pursuant to the articles of association, the Group only has significant influence on Nanjing Zhaoyang Real Estate Co., Ltd. as another shareholder of the investee has enough voting power to control and operate the entity. Thus, the entity was accounted for as an associate by the Group through the Group's holding of 45% of equity interests in it.

- (b) Xiamen Lianrongyue Properties Co., Ltd., which was considered a material associate of the Group for the years ended 31 December 2023 and 2022, was an investment holding company with strategic partners in Chinese Mainland and is accounted for using the equity method. Its subsidiary operates property development projects.

Xuzhou Yafeng Real Estate Development Co., Ltd. and Nanjing Zhaoyang Real Estate Co., Ltd., which were considered material associates of the Group for the year ended 31 December 2022 but were not material for the year ended 31 December 2023, operate property development projects with strategic partners in Chinese Mainland and are accounted for using the equity method.

18. 於聯營公司的投資 (續)

(b) (續)

下表列示有關廈門聯榮悅置業有限公司的財務資料摘要，已就任何會計政策差異作出調整並與綜合財務報表內的賬面值對賬：

18. INVESTMENTS IN ASSOCIATES (Continued)

(b) (continued)

The following table illustrates the summarised financial information in respect of Xiamen Lianrongyue Properties Co., Ltd. adjusted for any differences in accounting policies and reconciled to the carrying amount in the consolidated financial statements:

		二零二三年 十二月三十一日 31 December 2023 人民幣千元 RMB'000	二零二二年 十二月三十一日 31 December 2022 人民幣千元 RMB'000
現金及現金等價物	Cash and cash equivalents	63	63
其他流動資產	Other current assets	2,712,812	2,769,759
流動資產	Current assets	2,712,875	2,769,822
非流動資產	Non-current assets	10,000	10,000
其他流動負債	Other current liabilities	(63,245)	(120,192)
流動負債	Current liabilities	(63,245)	(120,192)
淨資產	Net assets	2,659,630	2,659,630
與本集團於聯營公司的 權益對賬：	Reconciliation to the Group's interest in the associate:		
本集團所佔擁有權比例	Proportion of the Group's ownership	25%	25%
本集團應佔聯營公司淨資產	Group's share of net assets of the associate	664,908	664,908
就關聯方交易的未變現損益 作出調整	Adjustment for unrealised profits and losses from related party transactions	—	—
投資的賬面值	Carrying amount of the investment	664,908	664,908
收益	Revenue	—	—
開支	Expenses	—	(369)
稅項	Tax	—	—
年內虧損及全面虧損總額	Loss and total comprehensive loss for the year	—	(369)

18. 於聯營公司的投資 (續)

(b) (續)

下表列示有關徐州雅豐房地產開發有限公司的財務資料摘要，已就任何會計政策差異作出調整並與綜合財務報表內的賬面值對賬：

18. INVESTMENTS IN ASSOCIATES (Continued)

(b) (continued)

The following table illustrates the summarised financial information in respect of Xuzhou Yafeng Real Estate Development Co., Ltd. adjusted for any differences in accounting policies and reconciled to the carrying amount in the consolidated financial statements:

		二零二二年 十二月三十一日 31 December 2022 人民幣千元 RMB'000
現金及現金等價物	Cash and cash equivalents	23,672
其他流動資產	Other current assets	1,353,092
流動資產	Current assets	1,376,764
非流動資產	Non-current assets	20,573
金融負債，不包括貿易及 其他應付款項	Financial liabilities, excluding trade and other payables	(106,087)
其他流動負債	Other current liabilities	(183,998)
流動負債	Current liabilities	(290,085)
淨資產	Net assets	1,107,252
與本集團於聯營公司的權益對賬：	Reconciliation to the Group's interest in the associate:	
本集團所佔擁有權比例	Proportion of the Group's ownership	33%
本集團應佔聯營公司淨資產	Group's share of net assets of the associate	365,393
就關聯方交易的未變現損益 作出調整	Adjustment for unrealised profits and losses from related party transactions	(257)
投資的賬面值	Carrying amount of the investment	365,136
收益	Revenue	1,109,803
開支	Expenses	(869,626)
稅項	Tax	(84,357)
年內溢利及全面收益總額	Profit and total comprehensive income for the year	155,820

18. 於聯營公司的投資 (續)

(b) (續)

下表列示有關南京釗揚置業有限公司的財務資料摘要，已就任何會計政策差異作出調整並與綜合財務報表內的賬面值對賬：

18. INVESTMENTS IN ASSOCIATES (Continued)

(b) (continued)

The following table illustrates the summarised financial information in respect of Nanjing Zhaoyang Real Estate Co., Ltd. adjusted for any differences in accounting policies and reconciled to the carrying amount in the consolidated financial statements:

		二零二二年 十二月三十一日 31 December 2022 人民幣千元 RMB'000
現金及現金等價物	Cash and cash equivalents	339,028
其他流動資產	Other current assets	2,843,049
流動資產	Current assets	3,182,077
非流動資產	Non-current assets	12,559
金融負債，不包括貿易及 其他應付款項	Financial liabilities, excluding trade and other payables	(1,451,020)
其他流動負債	Other current liabilities	(486,062)
負債總額	Total liabilities	(1,937,082)
淨資產	Net assets	1,257,554
與本集團於聯營公司的權益對賬：	Reconciliation to the Group's interest in the associate:	
本集團所佔擁有權比例	Proportion of the Group's ownership	45%
本集團應佔聯營公司淨資產 就關聯方交易的未變現損益 作出調整	Group's share of net assets of the associate Adjustment for unrealised profits and losses from related party transactions	565,899 —
投資的賬面值	Carrying amount of the investment	565,899
收益	Revenue	—
開支	Expenses	(31,509)
稅項	Tax	6,734
年內虧損及全面虧損總額	Loss and total comprehensive loss for the year	(24,775)

18. 於聯營公司的投資 (續)

- (c) 下表說明本集團並非個別屬重大的聯營公司的概要財務資料：

		二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
分佔聯營公司損益及 全面收益總額	Share of the associates' profits and losses and total comprehensive income	(149,697)	(265,738)
本集團於聯營公司投資的 賬面值總額	Aggregate carrying amount of the Group's investments in the associates	5,681,557	6,002,719

本公司董事認為，由於於聯營公司的投資被視為可全數收回，故於二零二三年十二月三十一日無需計提減值撥備(二零二二年：無)。聯營公司已按權益法於該等財務報表入賬。

18. INVESTMENTS IN ASSOCIATES (Continued)

- (c) The following table illustrates the aggregate financial information of the Group's associates that are not individually material:

		二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
Share of the associates' profits and losses and total comprehensive income		(149,697)	(265,738)
Aggregate carrying amount of the Group's investments in the associates		5,681,557	6,002,719

The directors of the Company are of the opinion that no provision for impairment was necessary as at 31 December 2023 as the investments in associates were considered fully recoverable (2022: Nil). The associates have been accounted for using the equity method in these financial statements.

19. 遞延稅項

遞延稅項資產及負債於年內的變動如下：

遞延稅項資產

19. DEFERRED TAX

The movements in deferred tax assets and liabilities during the year are as follows:

Deferred tax assets

		可供抵銷 未來應課稅 租賃負債	抵銷未來 應課稅溢利 的廣告費	應計工資 及福利	應計 建築成本	未變現 預收收益	應計土地 增值稅	金融資產 減值虧損	總計	
		Lease liabilities	Advertising fee for offsetting against future taxable profits	Payroll and welfare accrual	Accrued construction cost	Unrealised revenue in advance	Accrued LAT	Impairment losses on financial assets	Total	
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	
於二零二二年一月一日	At 1 January 2022	28,887	104,702	2,841	2,863	201,511	2,210,940	176,976	4,382	2,733,102
出售附屬公司(附註37)	Disposal of subsidiaries (note 37)	-	(23,131)	(41)	-	(39,316)	(162,334)	(32,900)	-	(257,722)
年內(扣除自)/計入損益 的遞延稅項	Deferred tax (charged)/ credited to profit or loss during the year	(18,356)	(66,392)	(2,800)	(1,930)	(56,225)	(1,115,942)	(8,302)	102	(1,269,845)
於二零二二年 十二月三十一日	At 31 December 2022	10,531	15,179	-	933	105,970	932,664	135,774	4,484	1,205,535
年內(扣除自)/計入損益 的遞延稅項	Deferred tax (charged)/ credited to profit or loss during the year	(4,451)	(9,020)	-	(21)	9,052	(444,742)	(1,076)	-	(450,258)
於二零二三年 十二月三十一日	At 31 December 2023	6,080	6,159	-	912	115,022	487,922	134,698	4,484	755,277

財務報表附註
Notes to Financial Statements

二零二三年十二月三十一日
31 December 2023

19. 遞延稅項 (續)

遞延稅項資產及負債於年內的變動如下：(續)

遞延稅項負債

		投資物業 產生的公平值 調整	物業、廠房 及設備產生 的公平值調整 Fair value adjustment arising from property, plant and equipment	業務合併產生 的公平值調整 Fair value adjustment arising from business combination	使用權資產 Right-of-use assets	總計 Total
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
於二零二二年一月一日	At 1 January 2022	740,400	55,692	146,059	26,843	968,994
年內計入損益的 遞延稅項	Deferred tax credited to profit or loss during the year	(102,643)	(3,085)	(694)	(18,649)	(125,071)
出售附屬公司(附註37)	Disposal of subsidiaries (note 37)	(29,622)	–	(83,808)	–	(113,430)
於二零二二年 十二月三十一日	At 31 December 2022	608,135	52,607	61,557	8,194	730,493
年內計入損益的 遞延稅項	Deferred tax credited to profit or loss during the year	(161,105)	(3,085)	(16,827)	(4,579)	(185,596)
於二零二三年 十二月三十一日	At 31 December 2023	447,030	49,522	44,730	3,615	544,897

19. DEFERRED TAX (Continued)

The movements in deferred tax assets and liabilities during the year are as follows: (Continued)

Deferred tax liabilities

		投資物業 產生的公平值 調整	物業、廠房 及設備產生 的公平值調整 Fair value adjustment arising from property, plant and equipment	業務合併產生 的公平值調整 Fair value adjustment arising from business combination	使用權資產 Right-of-use assets	總計 Total
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
於二零二二年一月一日	At 1 January 2022	740,400	55,692	146,059	26,843	968,994
年內計入損益的 遞延稅項	Deferred tax credited to profit or loss during the year	(102,643)	(3,085)	(694)	(18,649)	(125,071)
出售附屬公司(附註37)	Disposal of subsidiaries (note 37)	(29,622)	–	(83,808)	–	(113,430)
於二零二二年 十二月三十一日	At 31 December 2022	608,135	52,607	61,557	8,194	730,493
年內計入損益的 遞延稅項	Deferred tax credited to profit or loss during the year	(161,105)	(3,085)	(16,827)	(4,579)	(185,596)
於二零二三年 十二月三十一日	At 31 December 2023	447,030	49,522	44,730	3,615	544,897

19. 遞延稅項 (續)

就呈列而言，若干遞延稅項資產及負債已於綜合財務狀況表內抵銷。以下為就財務申報目的的遞延稅項結餘分析：

		二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
於綜合財務狀況表內確認的遞延稅項資產淨值	Net deferred tax assets recognised in the consolidated statement of financial position	578,263	971,749
於綜合財務狀況表內確認的遞延稅項負債淨值	Net deferred tax liabilities recognised in the consolidated statement of financial position	(367,883)	(496,707)
總計	Total	210,380	475,042

本集團在中國大陸產生的稅項虧損為人民幣9,542,760,000元(二零二二年：人民幣7,164,704,000元)，將在一至五年內到期以抵銷未來應課稅溢利。並無就該等虧損確認遞延稅項資產，因為其產生於已虧損一段時間的附屬公司，且認為不大可能有應課稅溢利抵銷稅項虧損。本集團可扣稅暫時差額為人民幣20,422,404,000元(二零二二年：人民幣16,336,484,000元)。

根據《中華人民共和國企業所得稅法》，在中國內地成立的外商投資企業向海外投資者宣派的股息將徵收10%的預扣稅。該規定自二零零八年一月一日起生效並適用於二零零七年十二月三十一日後產生的盈利。倘中國內地與該外國投資者所處司法權區存在稅收協定，可採用較低預扣稅率。本集團的適用稅率為10%。因此，本集團須就該等在中國內地成立附屬公司就自二零零八年一月一日起產生的盈利所分派的股息繳納預扣稅。

19. DEFERRED TAX (Continued)

For presentation purposes, certain deferred tax assets and liabilities have been offset in the consolidated statement of financial position. The following is an analysis of the deferred tax balances for financial reporting purposes:

The Group has tax losses arising in Chinese Mainland of RMB9,542,760,000 (2022: RMB7,164,704,000) 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. The Group has deductible temporary differences of RMB20,422,404,000 (2022: RMB16,336,484,000).

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Chinese Mainland. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Chinese Mainland and the jurisdiction of the foreign investors. For the Group, the applicable rate is 10%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in Chinese Mainland in respect of earnings generated from 1 January 2008.

19. 遞延稅項 (續)

於二零二三年十二月三十一日，並無就本集團於中國內地成立的附屬公司須繳納預扣稅的未匯出盈利應付的預扣稅確認任何遞延稅項。本公司董事認為，本集團的資金將就拓展本集團的經營而於中國內地保留，故該等附屬公司於可預見未來不可能分派有關盈利。與於並無確認遞延稅項負債的中國內地附屬公司的投資相關的暫時差異總額合共約為零(二零二二年：零)。

結轉稅項虧損乃按可能產生的未來應課稅溢利而實現的相關稅務利益而確認遞延稅項資產。

20. 按公平值計入損益的金融資產

按公平值計量的上市股權投資	Listed equity investments, at fair value		
按公平值計量的未上市其他投資	Unlisted other investments, at fair value		
總計	Total		

於二零二三年十二月三十一日的上述股權投資乃持作買賣用途，因此被分類為按公平值計入損益的金融資產。

19. DEFERRED TAX (Continued)

As at 31 December 2023, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in Chinese Mainland. In the opinion of the directors of the Company, the Group's fund will be retained in Chinese Mainland for the expansion of the Group's operation, so it is not probable that these subsidiaries will distribute such earnings in the foreseeable future. The aggregate amount of temporary differences associated with investments in subsidiaries in Chinese Mainland for which deferred tax liabilities have not been recognised totalled approximately nil (2022: nil).

Deferred tax assets are recognised for tax losses carried forward to the extent that the realisation of the related tax benefits through future taxable profits is probable.

20. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

		二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
按公平值計量的上市股權投資	Listed equity investments, at fair value	–	417
按公平值計量的未上市其他投資	Unlisted other investments, at fair value	2,701	282,056
總計	Total	2,701	282,473

The above equity investments at 31 December 2023 were classified as financial assets at fair value through profit or loss as they were held for trading.

21. 開發中物業

21. PROPERTIES UNDER DEVELOPMENT

		二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
於一月一日的賬面值	Carrying amount at 1 January	113,364,362	131,073,246
添置	Additions	11,921,383	23,115,555
轉撥至持作出售已竣工物業 (附註22)	Transferred to completed properties held for sale (note 22)	(63,863,847)	(23,848,612)
出售附屬公司(附註37)	Disposal of subsidiaries (note 37)	–	(9,549,188)
已確認減值虧損(附註5、6)	Impairment losses recognised (notes 5, 6)	(4,257,253)	(8,153,767)
轉撥至持作出售已竣工物業的 減值虧損(附註22)	Impairment losses transferred to completed properties held for sale (note 22)	7,265,563	727,128
於十二月三十一日的賬面值	Carrying amount at 31 December	64,430,208	113,364,362

本集團的開發中物業位於中國內地的租賃土地上。

The Group's properties under development are situated on leasehold lands in Chinese Mainland.

於二零二三年十二月三十一日，本集團總賬面值約人民幣33,019,538,000元(二零二二年：人民幣56,708,147,000元)的開發中物業已質押，為本集團獲授的計息銀行及其他借款作抵押(附註29)。

At 31 December 2023, the Group's properties under development with an aggregate carrying amount of approximately RMB33,019,538,000 (2022: RMB56,708,147,000) were pledged to secure interest-bearing bank and other borrowings granted to the Group (note 29).

開發中物業的減值撥備變動如下：

The movements in provision for impairment of properties under development are as follows:

		二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
於一月一日的賬面值	Carrying amount at 1 January	7,988,798	562,159
已確認減值虧損(附註5、6)	Impairment losses recognised (notes 5, 6)	4,257,253	8,153,767
轉撥至持作出售已竣工物業的 減值虧損(附註22)	Impairment losses transferred to completed properties held for sale (note 22)	(7,265,563)	(727,128)
於十二月三十一日的賬面值	Carrying amount at 31 December	4,980,488	7,988,798

21. 開發中物業 (續)

開發中物業的價值於各報告期末評估。倘賬面值超逾其可變現淨值，則存在減值。可變現淨值乃根據現行市價減適用銷售開支並參考售價而釐定。就開發中物業計提減值撥備後，倘影響開發中物業減值的因素已經消失，導致開發中物業的可變現淨值超過其賬面價值，則在原已計提的開發中物業減值撥備金額內予以轉回，轉回的金額計入當期損益。

21. PROPERTIES UNDER DEVELOPMENT (Continued)

The value of properties under development (“PUD”) is assessed at the end of each reporting period. An impairment exists when the carrying value exceeds its net realisable value. The net realisable value is determined by reference to the selling price based on the prevailing market price less applicable selling expenses. After making the provision for impairment of PUD, in case the factors causing impairment of PUD no longer exist, and the net realisable value exceeds the carrying amount, the original provision for impairment shall be released to the profit or loss for the current period.

22. 持作出售已竣工物業

22. COMPLETED PROPERTIES HELD FOR SALE

		二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
於一月一日的賬面值	Carrying amount at 1 January	9,904,155	11,554,582
轉撥自開發中物業 (附註21)	Transferred from properties under development (note 21)	63,863,847	23,848,612
轉撥至銷售成本 (附註6)	Transferred to cost of sales (note 6)	(36,582,585)	(24,114,013)
轉撥自開發中物業的減值虧損 (附註21)	Impairment losses transferred from properties under development (note 21)	(7,265,563)	(727,128)
已確認減值虧損 (附註5、6)	Impairment losses recognised (notes 5, 6)	(118,630)	(241,733)
出售附屬公司 (附註37)	Disposal of subsidiaries (note 37)	–	(416,165)
於十二月三十一日的賬面值	Carrying amount at 31 December	29,801,224	9,904,155

於二零二三年十二月三十一日，本集團總賬面值約人民幣11,260,898,000元(二零二二年：人民幣1,579,940,000元)的持作出售已竣工物業已質押，為本集團獲授的計息銀行及其他借款作抵押(附註29)。

As at 31 December 2023, the Group's completed properties held for sale with an aggregate carrying amount of approximately RMB11,260,898,000 (2022: RMB1,579,940,000) were pledged to secure interest-bearing bank and other borrowings granted to the Group (note 29).

22. 持作出售已竣工物業 (續)

持作出售已竣工物業的減值撥備變動如下：

		二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
於一月一日的賬面值	Carrying amount at 1 January	1,646,272	678,985
減值虧損撇銷(附註6)	Impairment losses written off (notes 6)	(3,019,230)	—
轉撥自開發中物業的減值虧損 (附註21)	Impairment losses transferred from properties under development (note 21)	7,265,563	727,128
已確認減值虧損(附註5、6)	Impairment losses recognised (notes 5, 6)	118,630	241,733
出售附屬公司	Disposal of subsidiaries	—	(1,574)
於十二月三十一日的賬面值	Carrying amount at 31 December	6,011,235	1,646,272

持作出售已竣工物業的價值於各報告期末評估。倘賬面值超逾其可變現淨值，則存在減值。可變現淨值乃根據現行市價減適用銷售開支並參考售價而釐定。就持作出售已竣工物業計提減值撥備後，倘影響持作出售已竣工物業減值的因素已經消失，導致持作出售已竣工物業的可變現淨值超過其賬面價值，則在原已計提的持作出售已竣工物業減值撥備金額內予以轉回，轉回的金額計入當期損益。

開發中物業及持作出售已竣工物業的可變現淨值的釐定涉及預期未來售價、相關稅費以及完成該等物業銷售所需的成本。開發中物業及持作出售已竣工物業於財務報告日期的可變現淨值由本集團管理層計算。本集團管理層委聘外部估值師對若干物業進行獨立估值。中國內地不同城市的地方政府近期實施的房地產市場降溫措施，包括限價政策和限購政策，可能導致該等城市的房地產價格出現波動。

22. COMPLETED PROPERTIES HELD FOR SALE

(Continued)

The movements in provision for impairment of completed properties held for sale are as follows:

		二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
於一月一日的賬面值	Carrying amount at 1 January	1,646,272	678,985
減值虧損撇銷(附註6)	Impairment losses written off (notes 6)	(3,019,230)	—
轉撥自開發中物業的減值虧損 (附註21)	Impairment losses transferred from properties under development (note 21)	7,265,563	727,128
已確認減值虧損(附註5、6)	Impairment losses recognised (notes 5, 6)	118,630	241,733
出售附屬公司	Disposal of subsidiaries	—	(1,574)
於十二月三十一日的賬面值	Carrying amount at 31 December	6,011,235	1,646,272

The value of completed properties held for sale (“PHS”) is assessed at the end of each reporting period. An impairment exists when the carrying value exceeds its net realisable value. The net realisable value is determined by reference to the selling price based on the prevailing market price less applicable selling expenses. After making the provision for impairment of PHS, in case the factors causing impairment of PHS no longer exist, and the net realisable value exceeds the carrying amount, the original provision for impairment shall be released to the profit or loss for the current period.

The determination of the net realizable value of PUD and PHS involves expected future selling prices, the relevant taxes, and costs necessary to complete the sale of these properties. The calculation of the net realisable value for PUD and PHS at the financial reporting date is performed by the Group’s management. The Group’s management engaged an external valuer to perform independent valuations for certain properties. Recent property market cooling measures imposed by the local governments in different cities in Chinese Mainland, which include policies of limiting prices and home purchase restrictions, could lead to volatility in property prices in these cities.

23. 貿易應收款項

23. TRADE RECEIVABLES

		二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
貿易應收款項	Trade receivables	574,284	747,858

貿易應收款項主要指應收租戶租金、銷售物業、銷售貨物及銷售諮詢服務。本集團尋求對其未收回應收款項維持嚴格控制。管理層會定期審閱逾期結餘。鑒於以上所述及本集團的貿易應收款項涉及多元化客戶的事實，並無重大信用風險集中狀況。本集團銷售物業的貿易應收款項主要為應收國有企業及政府部門的款項。本集團並無就其貿易應收款項結餘持有任何抵押品或其他信用提升工具。貿易應收款項為不計息。

貿易應收款項為無抵押且不計息。貿易應收款項的賬面值與其公平值相若。於各報告期末基於發票日期的貿易應收款項賬齡分析如下：

Trade receivables mainly represent rentals receivable from tenants, sales of properties, sales of goods and sales of consultation service. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by management. In view of the aforementioned and the fact that the Group's trade receivables relate to diversified customers, there is no significant concentration of credit risk. Included in the Group's trade receivables of sales of properties are mainly due from state-owned enterprises and government departments. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

Trade receivables are unsecured and non-interest-bearing. The carrying amounts of trade receivables approximate to their fair values. An ageing analysis of the trade receivables as at the end of the reporting period, based on the invoice date, is as follows:

		二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
一年內	Less than 1 year	152,986	291,556
一年以上	Over 1 year	421,298	456,302
總計	Total	574,284	747,858

23. 貿易應收款項 (續)

既未逾期亦未減值的應收款項涉及包括國有企業及政府部門的多元化客戶，該等客戶無近期違約記錄且收款率高。

本集團根據國際財務報告準則第9號的規定應用簡易法為預期信貸虧損計提撥備，該準則允許所有貿易應收款項採用整個存續期的預期虧損撥備。為計算預期信貸虧損，貿易應收款項已根據共享信用風險特徵及逾期日數分類。貿易應收款項的預期虧損率評估為0.4% (二零二二年：1.3%)。根據對預期虧損率及賬面總值的評估，本公司董事認為，有關該等結餘的預期信貸虧損被視為並不重大，因此，並無就其進行虧損津貼撥備。

23. TRADE RECEIVABLES (Continued)

Receivables that were neither past due nor impaired relate to diversified customers including state-owned enterprises and government departments, for whom there was no recent history of default and high collectability.

The Group applies the simplified approach to providing for ECLs prescribed by IFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables. To measure the ECLs, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected loss rate of trade receivables is assessed to be 0.4% (2022: 1.3%). Based on evaluation on the expected loss rate and gross carrying amount, the directors of the Company are of the opinion that the ECL in respect of these balances is considered to be immaterial, and therefore, there has not been a loss allowance provision.

24. 預付款項、其他應收款項及其他資產

24. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

		二零二三年 2023	二零二二年 2022
		人民幣千元 RMB'000	人民幣千元 RMB'000
按金	Deposits	1,302,947	2,704,734
其他可收回稅項	Other tax recoverable	2,603,006	3,106,738
應收附屬公司非控股股東款項	Due from non-controlling shareholders of subsidiaries	14,683,930	15,371,376
合約成本資產	Contract cost assets	1,441,693	1,732,326
存入地方政府及相關機構賬戶的預售物業所得款項	Proceeds from pre-sales of properties deposited in accounts of local governments and related agencies	1,818,423	2,599,375
建築成本預付款項	Prepayments for construction cost	25,412	57,603
其他應收款項	Other receivables	859,332	836,620
		22,734,743	26,408,772
減值撥備	Impairment allowance	(269,600)	(75,732)
總計	Total	22,465,143	26,333,040

24. 預付款項、其他應收款項及其他資產 (續)

其他應收款項及存款的減值撥備變動如下：

		二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
於一月一日的賬面值	Carrying amount at 1 January	75,732	17,525
已確認減值虧損(附註6)	Impairment losses recognised (note 6)	304,703	58,207
出售附屬公司	Disposal of subsidiaries	(110,835)	—
於十二月三十一日的賬面值	Carrying amount at 31 December	269,600	75,732

預付款項、其他應收款項及其他資產為無抵押、不計息且無固定還款期限。

本集團按預期信貸虧損模式對其他應收款項及存款(須根據國際財務報告準則第9號對減值的規定)進行減值評估。預期信貸虧損金額於各報告日期更新，以反映信貸風險自初步確認以來之變動。於二零二三年十二月三十一日，預期信貸虧損為人民幣269,600,000元(二零二二年十二月三十一日：人民幣75,732,000元)。

24. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS (Continued)

The movements in provision for impairment of other receivables and deposits are as follows:

Prepayments, other receivables and other assets are unsecured, non-interest-bearing and have no fixed terms of repayment.

The Group performs impairment assessment under ECL model on other receivables and deposits, which are subject to impairment assessment under IFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition. As at 31 December 2023, the ECLs were RMB269,600,000 (31 December 2022: RMB75,732,000).

25. 現金及現金等價物、受限制現金及已抵押存款

		二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
現金及銀行結餘	Cash and bank balances	5,035,609	9,249,715
減：受限制現金	Less: Restricted cash	3,187,254	5,892,753
已抵押存款	Pledged deposits	131,395	86,851
現金及現金等價物	Cash and cash equivalents	1,716,960	3,270,111

25. CASH AND CASH EQUIVALENTS, RESTRICTED CASH AND PLEDGED DEPOSITS

25. 現金及現金等價物、
受限制現金及已抵押
存款 (續)

根據有關中國法規，本集團的若干房地產開發公司須將若干現金款項存置於指定銀行賬戶作特定用途。於二零二三年十二月三十一日，該部分的受限制現金為人民幣2,938,623,000元(二零二二年：人民幣5,812,649,000元)。於二零二三年十二月三十一日，受限制現金中因訴訟被人民法院查封的金額為人民幣248,631,000元(二零二二年：人民幣80,104,000元)。

於二零二三年十二月三十一日，為數人民幣131,395,000元(二零二二年：人民幣86,851,000元)的銀行存款已為本集團及第三方作出質押，作為買方按揭貸款、項目建設、銀行融資的抵押品，或質押予銀行作為發行銀行承兌票據的抵押品。

25. CASH AND CASH EQUIVALENTS, RESTRICTED
CASH AND PLEDGED DEPOSITS (Continued)

Pursuant to relevant regulations in the PRC, certain property development companies of the Group are required to place certain amounts of cash in the designated bank accounts for a specified use. As at 31 December 2023, the restricted cash for this part amounted to RMB2,938,623,000 (2022: RMB5,812,649,000). As at 31 December 2023, the restricted cash included an amount of RMB248,631,000, which was seized by the People's Court due to lawsuits (2022: RMB80,104,000).

As at 31 December 2023, bank deposits of RMB131,395,000 (2022: RMB86,851,000) were pledged for the Group and third parties as security for purchasers' mortgage loans, construction of projects, bank facilities, or pledged to banks as collateral for issuance of bank acceptance notes.

		二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
現金及現金等價物	Cash and cash equivalents		
以人民幣計值	Denominated in RMB	1,705,939	3,257,121
以美元計值	Denominated in US\$	8,765	7,920
以港元計值	Denominated in HK\$	2,256	5,070
		1,716,960	3,270,111
以人民幣計值的受限制現金及 已抵押存款	Restricted cash and pledged deposits denominated in RMB	3,318,649	5,979,604

人民幣不得自由兌換為其他貨幣，但根據中國內地的《外匯管理條例》及《結匯、售匯及付匯管理規定》，本集團可通過獲授權進行外匯業務的銀行將人民幣兌換為其他貨幣。

The RMB is not freely convertible into other currencies, however, under Chinese Mainland's Foreign Exchange Control Regulations and Administration of Settlement, and Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

25. 現金及現金等價物、受限制現金及已抵押存款 (續)

銀行現金根據每日銀行存款利率按浮動利率計息。銀行結餘存於無近期違約記錄的信譽可靠的銀行。現金及現金等價物的賬面值與其公平值相若。

於二零二三年十二月三十一日，本集團正對受限制現金、已抵押存款及現金及現金等價物進行內部信用評級。本集團已評估受限制現金、已抵押存款及現金及現金等價物之信用風險自初始確認以來並無大幅增加，並按十二個月之預期信貸虧損計量減值，且已評估預期信貸虧損並不重大。

26. 貿易應付款項及應付票據

於報告期末，基於發票日期的本集團貿易應付款項及應付票據賬齡分析如下：

一年內	Within 1 year
一年以上	Over 1 year
總計	Total

貿易應付款項為無抵押，一般基於工程進度結算。於二零二三年十二月三十一日，本公司附屬公司發行的約人民幣1,225,210,000元(二零二二年：人民幣1,364,855,000元)商業承兌票據逾期未付。

25. CASH AND CASH EQUIVALENTS, RESTRICTED CASH AND PLEDGED DEPOSITS (Continued)

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default. The carrying amounts of the cash and cash equivalents approximate to their fair values.

As at 31 December 2023, the internal credit rating of restricted cash, pledged deposits and cash and cash equivalents was performing. The Group has assessed that the credit risk of the restricted cash, pledged deposits and cash and cash equivalents has not increased significantly since initial recognition and measured the impairment based on 12-month ECLs, and has assessed that the ECLs are immaterial.

26. TRADE AND BILLS PAYABLES

An ageing analysis of the Group's trade and bills payables as at the end of the reporting period, based on the invoice date, is as follows:

		二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
一年內	Within 1 year	16,507,435	14,632,614
一年以上	Over 1 year	1,226,587	972,363
總計	Total	17,734,022	15,604,977

The trade payables are unsecured and are normally settled based on the progress of construction. As at 31 December 2023, commercial acceptance bills of approximately RMB1,225,210,000 (2022: RMB1,364,855,000) issued by the Company's subsidiaries were overdue and unpaid.

27. 其他應付款項及應計費用

27. OTHER PAYABLES AND ACCRUALS

		二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
附屬公司非控股股東墊款	Advances from non-controlling shareholders of subsidiaries	4,686,623	5,682,388
建築相關留置按金	Retention deposits related to construction	1,428,020	1,575,390
應付工資及福利	Payroll and welfare payable	92,592	126,256
物業銷售相關按金	Deposits related to sales of properties	79,868	330,014
營業稅及附加	Business tax and surcharges	488,838	366,471
維修基金	Maintenance fund	233,681	288,544
資產支持證券所得款項(附註)	Proceeds from asset-backed securities (note)	2,355,149	2,237,786
應付利息	Interest payables	4,459,873	1,881,147
其他	Others	26,713	43,792
		13,851,357	12,531,788
減：即期部分	Less: Current portion	13,522,987	11,589,405
非即期部分	Non-current portion	328,370	942,383

附註：結餘指由中國內地金融機構建立的特殊目的實體（「特殊目的實體」）就發行資產支持證券收取的所得款項，而本集團將銷售物業餘下收益的若干未來貿易應收款項作抵押。根據本集團及特殊目的實體的分配協議，本集團自客戶收取銷售所得款項時，本集團將匯出其代表特殊目的實體收取的任何現金流量。於二零二三年十二月三十一日，資產支持證券所得款項之即期部分為人民幣2,026,779,000元（二零二二年：人民幣1,295,403,000元），非即期部分為人民幣328,370,000元（二零二二年：人民幣942,383,000元）。於二零二二年，資產支持證券未償還款項人民幣990,159,000元的償還已延長至二零二四年四月二十八日。截至二零二三年十二月三十一日止年度，本集團成功與資產支持證券債權人磋商延期償還本息。未償還款項人民幣186,288,000元、人民幣142,082,000元及人民幣1,036,620,000元的償還已分別延期至二零二六年九月十七日、二零二六年十一月八日及二零二四年四月十九日。

Note: The balance represented proceeds received from a special purpose entity ("SPE") set up by a financial institution in Chinese Mainland for issuance of asset-backed securities, to which the Group has collateralised certain future trade receivables for the remaining receipts from sales of properties. Under an assignment arrangement between the Group and the SPE, as and when the Group receives the sales proceeds from customers, the Group would remit any cash flows it collects on behalf of the SPE. As at 31 December 2023, the current portion of the proceeds from asset-backed securities was RMB2,026,779,000 (2022: RMB1,295,403,000) and the non-current portion was RMB328,370,000 (2022: RMB942,383,000). During 2022, repayments of the outstanding amount of RMB990,159,000 for asset-backed securities have been extended to 28 April 2024. During the year ended 31 December 2023, the Group successfully negotiated with creditors of asset-backed securities on the extension for repayments of principal and interest thereon. Repayments of the outstanding amounts of RMB186,288,000, RMB142,082,000 and RMB1,036,620,000 have been extended to 17 September 2026, 8 November 2026 and 19 April 2024, respectively.

27. 其他應付款項及應計費用 (續)

除人民幣2,355,149,000元(二零二二年：人民幣2,237,786,000元)資產支持證券及人民幣460,313,000元(二零二二年：人民幣573,610,000元)若干非控股股東墊款外(該等款項按介乎6%至13%(二零二二年：6%至13%)的固定年利率計息)，來自附屬公司非控股股東的其他應付款項及餘下墊款為無抵押、不計息並應按要求償還。其他應付款項於各報告期末的公平值與其相應的賬面值相若。

28. 合約負債

合約負債詳情如下：

		於二零二三年 十二月三十一日 31 December 2023 人民幣千元 RMB'000	於二零二二年 十二月三十一日 31 December 2022 人民幣千元 RMB'000	於二零二二年 一月一日 1 January 2022 人民幣千元 RMB'000
合約負債	Contract liabilities	45,469,076	76,723,225	90,987,118

本集團根據物業銷售或租賃合約所載的結算安排收取客戶的付款。付款通常在合約履行之前收取，主要來自銷售及租賃。

27. OTHER PAYABLES AND ACCRUALS (Continued)

Except for the asset-backed securities and certain advances from non-controlling shareholders amounting to RMB2,355,149,000 (2022: RMB2,237,786,000) and RMB460,313,000 (2022: RMB573,610,000), respectively, which bear interest at fixed interest rates ranging from 6% to 13% per annum (2022: 6% to 13%), other payables and the remaining advances from non-controlling shareholders of subsidiaries are unsecured, non-interest-bearing and repayable on demand. The fair values of other payables at the end of each of the reporting periods approximated to their corresponding carrying amounts.

28. CONTRACT LIABILITIES

Details of contract liabilities are as follows:

The Group receives payments from customers based on billing schedules as established in the property sales or rental contracts. Payments are usually received in advance of the performance under the contracts which are mainly from sales and rental.

29. 計息銀行及其他借款

29. INTEREST-BEARING BANK AND OTHER BORROWINGS

		二零二三年十二月三十一日 31 December 2023			二零二二年十二月三十一日 31 December 2022		
		實際利率(%) Effective interest rate (%)	到期日 Maturity	人民幣千元 RMB'000	實際利率(%) Effective interest rate (%)	到期日 Maturity	人民幣千元 RMB'000
即期	Current						
銀行貸款-有抵押	Bank loans – secured	4.6–9	2024年/ 按要求 2024/ on demand	242,189	9	2023	126,303
銀行貸款-無抵押	Bank loans – unsecured	4.19–10	2024年/ 按要求 2024/ on demand	478,877	4.19–4.82	2023	379,536
其他貸款-有抵押	Other loans – secured	9.8–12	2024年/ 按要求 2024/ on demand	2,674,189	9.9–12	2023	2,715,432
其他貸款-無抵押	Other loans – unsecured	–	–	–	10	2023	109,696
長期銀行貸款的即期部份-有抵押	Current portion of long term bank loans – secured	4–8.8	2024年/ 按要求 2024/ on demand	17,423,140	4.15–8.8	2023	16,448,535
長期銀行貸款的即期部份-無抵押	Current portion of long term bank loans – unsecured	4.68–8.88	按要求 on demand	1,345,892	4.68–8.88	2023	1,675,221
長期其他貸款的即期部份-有抵押	Current portion of long term other loans – secured	2.8–11	2024年/ 按要求 2024/ on demand	3,670,561	8.8–11	2023	4,246,357
總計-即期	Total – current			25,834,848			25,701,080
非即期	Non-current						
銀行貸款-有抵押	Bank loans – secured	4.3–8.5	2024–2035	2,022,481	4.3–6.2	2024–2035	4,587,247
其他貸款-有抵押	Other loans – secured	2.8–7.4	2025–2026	1,143,150	2.8–11	2025	595,270
總計-非即期	Total – non-current			3,165,631			5,182,517
總計	Total			29,000,479			30,883,597

二零二三年
2023
人民幣千元
RMB'000

二零二二年
2022
人民幣千元
RMB'000

按以下利率計息：	Interest bearing at:	二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
固定利率	Fixed rate	24,844,489	26,423,035
浮動利率	Floating rate	4,155,990	4,460,562
總計	Total	29,000,479	30,883,597

29. 計息銀行及其他借款 (續)

29. INTEREST-BEARING BANK AND OTHER BORROWINGS (Continued)

		二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
分析為：	Analysed into:		
應償還銀行貸款：	Bank loans repayable		
須於一年內或按要求	Within one year or on demand	19,490,098	18,629,595
於第二年	In the second year	1,451,081	3,422,497
於第三至第五年	In the third to fifth years, inclusive	571,400	1,058,750
(包含首尾兩年)			
於五年後	Beyond five years	–	106,000
小計	Subtotal	21,512,579	23,216,842
應償還其他借款：	Other borrowings repayable:		
須於一年內或按要求	Within one year or on demand	6,344,750	7,071,485
於第二年	In the second year	1,045,150	127,270
於第三至第五年	In the third to fifth years, inclusive	98,000	468,000
(包含首尾兩年)			
小計	Subtotal	7,487,900	7,666,755
總計	Total	29,000,479	30,883,597

於二零二三年十二月三十一日，本集團未償還或違約的部分計息銀行及其他借款為人民幣9,459,284,000元(二零二二年：人民幣5,850,640,000元)，其構成違約事件。同日，中國的銀行對本集團若干附屬公司提起訴訟，要求該等附屬公司償還該等計息銀行及其他借款人民幣2,735,166,000元(二零二二年：人民幣3,190,998,000元)，其計入上述違約借款。

根據本集團部分借款協議，本集團優先票據、公司債券或計息銀行及其他借款項下的任何違約將導致相關借款須按要求償還。於二零二三年十二月三十一日，本集團的若干優先票據、若干計息銀行及其他借款及一筆公司債券發生違約，導致合計人民幣6,684,544,000元(二零二二年：人民幣7,347,230,000元)的計息銀行及其他借款須按要求償還。截至二零二三年十二月三十一日，上述違約事項下的借款均列示在本集團綜合財務狀況表的流動負債項下。

As at 31 December 2023, the Group failed to repay or breached the covenants of certain interest-bearing bank and other borrowings amounting to RMB9,459,284,000 (2022: RMB5,850,640,000), which constituted an event of default. At the same date, there were outstanding litigations commenced by banks in the PRC against certain subsidiaries of the Group requesting such subsidiaries to repay certain interest-bearing bank and other borrowings amounting to RMB2,735,166,000 (2022: RMB3,190,998,000), which were included in the above-mentioned defaulted borrowings.

Pursuant to agreements of some of the Group's borrowings, any default under the Group's senior notes, corporate bonds or interest-bearing bank and other borrowings will trigger the relevant borrowings becoming repayable on demand. As at 31 December 2023, the Group was in default of certain senior notes, certain interest-bearing bank and other borrowings and a corporate bond, causing interest-bearing bank and other borrowings of a total amount of RMB6,684,544,000 (2022: RMB7,347,230,000) having become repayable on demand. The above-mentioned borrowings that under events of default are presented under current liabilities in the Group's consolidated statement of financial position as at 31 December 2023.

29. 計息銀行及其他借款 (續)

本集團的若干銀行及其他借款由質押以下於報告期末賬面值如下的資產作抵押：

29. INTEREST-BEARING BANK AND OTHER BORROWINGS (Continued)

Certain of the Group's interest-bearing bank and other borrowings are secured by the pledges of the following assets with carrying values at the end of the reporting period as follows:

		二零二三年 十二月三十一日 31 December 2023 人民幣千元 RMB'000	二零二二年 十二月三十一日 31 December 2022 人民幣千元 RMB'000
投資物業(附註14)	Investment properties (note 14)	6,277,319	7,008,319
使用權資產(附註15)	Right-of-use assets (note 15)	165,775	174,618
開發中物業(附註21)	Properties under development (note 21)	33,019,538	56,708,147
物業、廠房及設備(附註13)	Property, plant and equipment (note 13)	192,906	210,487
持作出售已竣工物業(附註22)	Completed properties held for sale (note 22)	11,260,898	1,579,940

於二零二三年十二月三十一日，本集團已質押為數人民幣415,499,000元(二零二二年：人民幣403,829,000元)的有關已售物業的未來所得款項，作為取得為數人民幣132,154,000元(二零二二年：人民幣325,423,000元)的計息銀行及其他借款的抵押品。

As at 31 December 2023, the Group has pledged future proceeds in respect of properties sold amounting to RMB415,499,000 (2022: RMB403,829,000) as collateral to secure interest-bearing bank and other borrowings amounting to RMB132,154,000 (2022: RMB325,423,000).

於二零二三年十二月三十一日，本集團附屬公司非控股股東已就本集團若干銀行貸款人民幣2,460,750,000元(二零二二年：人民幣2,402,709,000元)作出擔保。

As at 31 December 2023, the non-controlling shareholders of the Group's subsidiaries have guaranteed certain of the Group's bank loans amounting to RMB2,460,750,000 (2022: RMB2,402,709,000).

於二零二三年十二月三十一日，一名第三方已就本集團若干銀行貸款人民幣216,000,000元(二零二二年：人民幣216,000,000元)作出擔保。

As at 31 December 2023, a third party have guaranteed certain of the Group's bank loans amounting to RMB216,000,000 (2022: RMB216,000,000).

本公司管理層已評估，計息銀行及其他借款的公平值與其賬面值相若，在很大程度上是由於該等借款乃基於現行市場利率於本集團與獨立第三方金融機構間作出。

The management of the Company has assessed that the fair values of interest-bearing bank and other borrowings approximate to their carrying amounts largely due to the fact that such borrowings were made between the Group and independent third party financial institutions based on prevailing market interest rates.

30. 優先票據

30. SENIOR NOTES

二零二三年十二月三十一日 31 December 2023						二零二二年十二月三十一日 31 December 2022					
原貨幣 本金 Principal at original currency		合約利率 Contractual interest rate (%)	到期日 Maturity	人民幣千元 RMB'000		原貨幣 本金 Principal at original currency		合約利率 Contractual interest rate (%)	到期日 Maturity	人民幣千元 RMB'000	
二零二二年到期之優先票據III (「二零二二年票據III」)	Senior notes due 2022 III ("2022 Notes III")	22,777美元 US\$22,777	8.70%	2022	161,853	22,777美元 US\$22,777	8.70%	2022	159,159		
二零二三年到期之優先票據II (「二零二三年票據II」)	Senior notes due 2023 II ("2023 Notes II")	300,000美元 US\$300,000	9.15%	2023	2,158,229	300,000美元 US\$300,000	9.15%	2023	2,115,305		
二零二四年到期之優先票據I (「二零二四年票據I」)	Senior notes due 2024 I ("2024 Notes I")	290,000美元 US\$290,000	7.88%	2024	2,085,497	290,000美元 US\$290,000	7.88%	2024	2,044,772		
二零二四年到期之優先票據II (「二零二四年票據II」)	Senior notes due 2024 II ("2024 Notes II")	200,000美元 US\$200,000	8.35%	2024	1,451,044	200,000美元 US\$200,000	8.35%	2024	1,422,183		
二零二三年到期之優先票據III (「二零二三年票據III」)	Senior notes due 2023 III ("2023 Notes III")	200,000美元 US\$200,000	8.30%	2023	1,451,974	200,000美元 US\$200,000	8.30%	2023	1,422,641		
二零二五年到期之優先票據I (「二零二五年票據I」)	Senior notes due 2025 I ("2025 Notes I")	349,000美元 US\$349,000	7.35%	2025	2,516,671	349,000美元 US\$349,000	7.35%	2025	2,468,459		
二零二六年到期之優先票據I (「二零二六年票據I」)	Senior notes due 2026 I ("2026 Notes I")	393,000美元 US\$393,000	6.63%	2026	2,833,992	393,000美元 US\$393,000	6.63%	2026	2,806,085		
二零二六年到期之優先票據II (「二零二六年票據II」)	Senior notes due 2026 II ("2026 Notes II")	291,000美元 US\$291,000	6.70%	2026	2,104,976	291,000美元 US\$291,000	6.70%	2026	2,066,385		
二零二二年到期之優先票據IV (「二零二二年票據IV」)	Senior notes due 2022 IV ("2022 Notes IV")	23,361美元 US\$23,361	5.98%	2022	154,015	23,361美元 US\$23,361	5.98%	2022	151,451		
二零二四年到期之優先票據III (「二零二四年票據III」)	Senior notes due 2024 III ("2024 Notes III")	340,000美元 US\$340,000	7.10%	2024	2,385,752	340,000美元 US\$340,000	7.10%	2024	2,370,769		
二零二二年到期之優先票據V (「二零二二年票據V」)	Senior notes due 2022 V ("2022 Notes V")	人民幣8,141元 RMB8,141	7.13%	2022	8,897	人民幣8,141元 RMB8,141	7.125%	2022	8,580		
二零二二年到期之優先票據VI (「二零二二年票據VI」)	Senior notes due 2022 VI ("2022 Notes VI")	人民幣1,879元 RMB1,879	7.13%	2022	2,041	人民幣1,879元 RMB1,879	7.125%	2022	1,974		
二零二二年到期之優先票據VII (「二零二二年票據VII」)	Senior notes due 2022 VII ("2022 Notes VII")	17,739美元 US\$17,739	6.50%	2022	130,162	17,739美元 US\$17,739	6.50%	2022	127,994		
新美元票據 (「二零二三年票據IV」)	New USD Notes ("2023 Notes IV")	728,623美元 US\$728,623	8.00%	2023	5,098,395	728,623美元 US\$728,623	8.00%	2023	5,084,900		
新人民幣票據 (「二零二三年票據V」)	New RMB Notes ("2023 Notes V")	人民幣1,589,980元 RMB1,589,980	8.00%	2023	1,618,715	人民幣1,589,980元 RMB1,589,980	8.00%	2023	1,608,887		
即期部分總計	Total current portion				24,162,213				23,859,544		

30. 優先票據 (續)

30. SENIOR NOTES (Continued)

二零二三年 十二月三十一日 31 December 2023 人民幣千元 RMB'000	二零二二年 十二月三十一日 31 December 2022 人民幣千元 RMB'000
---	---

本集團應償還的優先票據如下： The Group's senior notes were repayable as follows:

須於一年內或按要求償還	Repayable within one year or on demand	24,162,213	23,859,544
-------------	--	------------	------------

二零二二年票據 III

於二零一九年十月三日，本公司發行本金總額為300,000,000美元的二零二二年票據III，票面利率為8.7%，並於二零二二年到期。本公司籌得所得款項淨額293,962,000美元（經扣除包銷折扣及佣金以及其他開支）。於二零二二年八月三日之前任何時間，本公司可選擇按預先釐定之贖回價贖回二零二二年票據III。贖回價詳情於相關發售備忘錄內披露。

截至二零二二年三月二十一日，本集團已回購本金為7,000,000美元的二零二二年票據III。於二零二二年三月二十九日，本公司已完成二零二二年票據III的交換要約及同意徵求（到期日已延長且已豁免任何潛在違約），本金總額為270,223,000美元的二零二二年票據III已註銷並交換為二零二三年票據IV，而二零二二年票據III的餘下尚未償還本金為22,777,000美元。於二零二二年八月三日，本公司未能支付餘下未償還本金22,777,000美元連同其應計利息，其構成違約事件。

2022 Notes III

On 3 October 2019, the Company issued the 2022 Notes III at a coupon rate of 8.7% due within 2022 with an aggregate principal amount of US\$300,000,000. The Company raised net proceeds of US\$293,962,000 (after deduction of underwriting discounts and commissions and other expenses). At any time and from time to time prior to 3 August 2022, the Company might redeem the 2022 Notes III at a pre-determined redemption price. The details of the redemption price are disclosed in the relevant offering memorandum.

By the end of 21 March 2022, the Group has repurchased the 2022 Notes III in a principal amount of US\$7,000,000. On 29 March 2022, the Company completed the exchange offer and consent solicitation for 2022 Notes III, which extended the maturity date and waived any potential defaults, resulting in an aggregate principal amount of US\$270,223,000 of 2022 Notes III being cancelled and exchanged to 2023 Notes IV, and the remaining outstanding principal amount of the 2022 Notes III was US\$22,777,000. On 3 August 2022, the Company failed to make the payment of the remaining outstanding principal amount of US\$22,777,000, together with interest accrued thereon, which constituted an event of default.

30. 優先票據 (續)

二零二三年票據 II

於二零一九年十一月六日，本公司發行本金總額為300,000,000美元的二零二三年票據II，票面利率為9.15%，並於二零二三年到期。本公司籌得所得款項淨額296,629,000美元（經扣除包銷折扣及佣金以及其他開支）。於二零二三年五月六日之前任何時間，本公司可選擇按預先釐定之贖回價贖回二零二三年票據II。贖回價詳情於相關發售備忘錄內披露。於二零二二年三月二十九日，同步同意徵求已獲票據持有人接納，以豁免與二零二三年票據II有關的任何潛在違約。於二零二三年五月六日，本公司未能支付餘下未償還本金300,000,000美元連同其應計利息，其構成違約事件。

二零二四年票據 I

於二零二零年一月十四日，本公司發行本金總額為290,000,000美元的二零二四年票據I，票面利率為7.88%，並於二零二四年到期。本公司籌得所得款項淨額286,288,000美元（經扣除包銷折扣及佣金以及其他開支）。於二零二四年四月十四日之前任何時間，本公司可按預先釐定的贖回價贖回二零二四年票據I。贖回價的詳情於相關發售備忘錄中披露。於二零二二年三月二十九日，同步同意徵求已獲票據持有人接納，以豁免與二零二四年票據I有關的任何潛在違約。

截至二零二三年十二月三十一日，本公司未能於二零二四年票據I的寬限期屆滿前支付利息45,675,000美元，其構成違約事件。

30. SENIOR NOTES (Continued)

2023 Notes II

On 6 November 2019, the Company issued the 2023 Notes II at a coupon rate of 9.15% due within 2023 with an aggregate principal amount of US\$300,000,000. The Company raised net proceeds of US\$296,629,000 (after deduction of underwriting discounts and commissions and other expenses). At any time and from time to time prior to 6 May 2023, the Company may redeem the 2023 Notes II at a pre-determined redemption price. The details of the redemption price are disclosed in the relevant offering memorandum. On 29 March 2022, the concurrent consent solicitation has been accepted by the note holders to waive any potential defaults in respect of the 2023 Notes II. On 6 May 2023, the Company failed to make the payment of the remaining outstanding principal amount of US\$300,000,000, together with interest accrued thereon, which constituted an event of default.

2024 Notes I

On 14 January 2020, the Company issued the 2024 Notes I at a coupon rate of 7.88% due within 2024 with an aggregate principal amount of US\$290,000,000. The Company raised net proceeds of US\$286,288,000 (after deduction of underwriting discounts and commissions and other expenses). At any time and from time to time prior to 14 April 2024, the Company may redeem the 2024 Notes I at a pre-determined redemption price. The details of the redemption price are disclosed in the relevant offering memorandum. On 29 March 2022, the concurrent consent solicitation was accepted by the note holders to waive any potential defaults in respect of the 2024 Notes I.

By the end of 31 December 2023, the Company failed to pay interest in the amount of US\$45,675,000 before expiry of the grace period for the 2024 Notes I, which constituted an event of default.

30. 優先票據 (續)

二零二四年票據 II

於二零二零年五月二十一日，本公司發行本金總額為200,000,000美元的二零二四年票據II，票面利率為8.35%，並於二零二四年到期。本公司籌得所得款項淨額197,345,000美元（經扣除包銷折扣及佣金以及其他開支）。於二零二四年三月十日之前任何時間，本公司可按預先釐定的贖回價贖回二零二四年票據II。贖回價的詳情於相關發售備忘錄中披露。於二零二二年三月二十九日，同步同意徵求已獲票據持有人接納，以豁免與二零二四年票據II有關的任何潛在違約。

截至二零二三年十二月三十一日，本公司未能於二零二四年票據II的寬限期屆滿前支付利息33,400,000美元，其構成違約事件。

誠如本公司日期為二零二四年三月六日的公告所披露，於二零二三年十二月三十一日後，本公司未能支付未償還本金200,000,000美元（相當於約人民幣1,416,540,000元）連同其應計利息，其構成違約事件。

二零二三年票據 III

於二零二零年六月十五日，本公司發行本金總額為200,000,000美元的二零二三年票據III，票面利率為8.3%，並於二零二三年到期。本公司籌得所得款項淨額197,594,000美元（經扣除包銷折扣及佣金以及其他開支）。於二零二三年九月十五日之前任何時間，本公司可按預先釐定的贖回價贖回二零二三年票據III。贖回價的詳情於相關發售備忘錄中披露。於二零二二年三月二十九日，同步同意徵求已獲票據持有人接納，以豁免與二零二三年票據III有關的任何潛在違約。於二零二三年九月十五日，本公司未能支付餘下未償還本金200,000,000美元連同其應計利息，其構成違約事件。

30. SENIOR NOTES (Continued)

2024 Notes II

On 21 May 2020, the Company issued the 2024 Notes II at a coupon rate of 8.35% due within 2024 with an aggregate principal amount of US\$200,000,000. The Company raised net proceeds of US\$197,345,000 (after deduction of underwriting discounts and commissions and other expenses). At any time and from time to time prior to 10 March 2024, the Company may redeem the 2024 Notes II at a pre-determined redemption price. The details of the redemption price are disclosed in the relevant offering memorandum. On 29 March 2022, the concurrent consent solicitation was accepted by the note holders to waive any potential defaults in respect of the 2024 Notes II.

By the end of 31 December 2023, the Company failed to pay interest in the amount of US\$33,400,000 before expiry of the grace period for the 2024 Notes II, which constituted an event of default.

Subsequent to 31 December 2023, the Company failed to make the payment of the outstanding principal amount of US\$200,000,000 (equivalent to approximately RMB1,416,540,000), together with interest accrued thereon, which constituted an event of default, as disclosed in the announcement of the Company dated 6 March 2024.

2023 Notes III

On 15 June 2020, the Company issued the 2023 Notes III at a coupon rate of 8.3% due within 2023 with an aggregate principal amount of US\$200,000,000. The Company raised net proceeds of US\$197,594,000 (after deduction of underwriting discounts and commissions and other expenses). At any time and from time to time prior to 15 September 2023, the Company may redeem the 2023 Notes III at a pre-determined redemption price. The details of the redemption price are disclosed in the relevant offering memorandum. On 29 March 2022, the concurrent consent solicitation was accepted by the note holders to waive any potential defaults in respect of the 2023 Notes III. On 15 September 2023, the Company failed to make the payment of the remaining outstanding principal amount of US\$200,000,000, together with interest accrued thereon, which constituted an event of default.

30. 優先票據 (續)

二零二五年票據 I

於二零二零年九月十一日，本公司發行本金總額為350,000,000美元的二零二五年票據I，票面利率為7.35%，並於二零二五年到期。本公司籌得所得款項淨額345,592,000美元（經扣除包銷折扣及佣金以及其他開支）。於二零二五年二月五日之前任何時間，本公司可按預先釐定的贖回價贖回二零二五年票據I。贖回價的詳情於相關發售備忘錄中披露。於二零二二年三月二十九日，同步同意徵求已獲票據持有人接納，以豁免與二零二五年票據I有關的任何潛在違約。本集團已回購本金為1,000,000美元的二零二五年票據I。

截至二零二三年十二月三十一日，本公司未能於二零二五年票據I的寬限期屆滿前支付利息51,450,000美元，其構成違約事件。

二零二六年票據 I

於二零二一年一月七日，本公司發行本金總額為400,000,000美元的二零二六年票據I，票面利率為6.63%，並於二零二六年到期。本公司籌得所得款項淨額395,850,000美元（經扣除包銷折扣及佣金以及其他開支）。於二零二六年一月七日之前任何時間，本公司可按預先釐定的贖回價贖回二零二六年票據I。贖回價的詳情於相關發售備忘錄中披露。於二零二二年三月二十九日，同步同意徵求已獲票據持有人接納，以豁免與二零二六年票據I有關的任何潛在違約。本集團已回購本金為7,000,000美元的二零二六年票據I。

截至二零二三年十二月三十一日，本公司未能於二零二六年票據I的寬限期屆滿前支付利息39,780,000美元，其構成違約事件。

30. SENIOR NOTES (Continued)

2025 Notes I

On 11 September 2020, the Company issued the 2025 Notes I at a coupon rate of 7.35% due within 2025 with an aggregate principal amount of US\$350,000,000. The Company raised net proceeds of US\$345,592,000 (after deduction of underwriting discounts and commissions and other expenses). At any time and from time to time prior to 5 February 2025, the Company may redeem the 2025 Notes I at a pre-determined redemption price. The details of the redemption price are disclosed in the relevant offering memorandum. On 29 March 2022, the concurrent consent solicitation was accepted by the note holders to waive any potential defaults in respect of the 2025 Notes I. The Group has repurchased the 2025 Notes I in the principal amount of US\$1,000,000.

By the end of 31 December 2023, the Company failed to pay interest in the amount of US\$51,450,000 before expiry of the grace period for the 2025 Notes I, which constituted an event of default.

2026 Notes I

On 7 January 2021, the Company issued the 2026 Notes I at a coupon rate of 6.63% due within 2026 with an aggregate principal amount of US\$400,000,000. The Company raised net proceeds of US\$395,850,000 (after deduction of underwriting discounts and commissions and other expenses). At any time and from time to time prior to 7 January 2026, the Company may redeem the 2026 Notes I at a pre-determined redemption price. The details of the redemption price are disclosed in the relevant offering memorandum. On 29 March 2022, the concurrent consent solicitation was accepted by the note holders to waive any potential defaults in respect of the 2026 Notes I. The Group has repurchased the 2026 Notes I in the principal amount of US\$7,000,000.

By the end of 31 December 2023, the Company failed to pay interest in the amount of US\$39,780,000 before expiry of the grace period for the 2026 Notes I, which constituted an event of default.

30. 優先票據 (續)

二零二六年票據 II

於二零二一年二月四日，本公司發行本金總額為300,000,000美元的二零二六年票據II，票面利率為6.7%，並於二零二六年到期。本公司籌得所得款項淨額296,661,000美元（經扣除包銷折扣及佣金以及其他開支）。於二零二六年八月四日之前任何時間，本公司可按預先釐定的贖回價贖回二零二六年票據II。贖回價的詳情於相關發售備忘錄中披露。於二零二二年三月二十九日，同步同意徵求已獲票據持有人接納，以豁免與二零二六年票據II有關的任何潛在違約。本集團已回購本金為9,000,000美元的二零二六年票據II。

截至二零二三年十二月三十一日，本公司未能於二零二六年票據II的寬限期屆滿前支付利息38,994,000美元，其構成違約事件。

二零二二年票據 IV

於二零二一年四月十五日，本公司發行本金總額為220,000,000美元的二零二二年票據IV，票面利率為5.98%，並於二零二一年到期。本公司籌得所得款項淨額218,468,000美元（經扣除包銷折扣及佣金以及其他開支）。於二零二二年四月十三日之前任何時間，本公司可選擇按預先釐定之贖回價贖回二零二二年票據IV。贖回價詳情於相關發售備忘錄內披露。

30. SENIOR NOTES (Continued)

2026 Notes II

On 4 February 2021, the Company issued the 2026 Notes II at a coupon rate of 6.7% due within 2026 with an aggregate principal amount of US\$300,000,000. The Company raised net proceeds of US\$296,661,000 (after deduction of underwriting discounts and commissions and other expenses). At any time and from time to time prior to 4 August 2026, the Company may redeem the 2026 Notes II at a pre-determined redemption price. The details of the redemption price are disclosed in the relevant offering memorandum. On 29 March 2022, the concurrent consent solicitation was accepted by the note holders to waive any potential defaults in respect of the 2026 Notes II. The Group has repurchased the 2026 Notes II in the principal amount of US\$9,000,000.

By the end of 31 December 2023, the Company failed to pay interest in the amount of US\$38,994,000 before expiry of the grace period for the 2026 Notes II, which constituted an event of default.

2022 Notes IV

On 15 April 2021, the Company issued the 2022 Notes IV at a coupon rate of 5.98% due within 2021 with an aggregate principal amount of US\$220,000,000. The Company raised net proceeds of US\$218,468,000 (after deduction of underwriting discounts and commissions and other expenses). At any time and from time to time prior to 13 April 2022, the Company might redeem the 2022 Notes IV at a pre-determined redemption price. The details of the redemption price are disclosed in the relevant offering memorandum.

30. 優先票據 (續)

二零二二年票據IV (續)

於二零二二年三月二十九日，本公司已完成二零二二年票據IV的交換要約及同意徵求(到期日已延長且已豁免任何潛在違約)，本金總額為196,639,000美元的二零二二年票據IV已註銷並交換為二零二三年票據IV，而二零二二年票據IV的餘下尚未償還本金為23,361,000美元。於二零二二年四月十三日，本公司未能支付餘下未償還本金23,361,000美元連同其應計利息，其構成違約事件。

二零二四年票據III

於二零二一年六月十日，本公司發行本金總額為340,000,000美元的二零二四年票據III，票面利率為7.1%，並於二零二四年到期。本公司籌得所得款項淨額333,240,000美元(經扣除包銷折扣及佣金以及其他開支)。於二零二四年九月十日之前任何時間，本公司可按預先釐定的贖回價贖回二零二四年票據III。贖回價的詳情於相關發售備忘錄中披露。於二零二二年三月二十九日，同步同意徵求已獲票據持有人接納，以豁免與二零二四年票據III有關的任何潛在違約。

截至二零二三年十二月三十一日，本公司未能於二零二四年票據III的寬限期屆滿前支付利息48,280,000美元，其構成違約事件。

30. SENIOR NOTES (Continued)

2022 Notes IV (Continued)

On 29 March 2022, the Company completed the exchange offer and consent solicitation for the 2022 Notes IV, which extended the maturity date and waived any potential defaults, resulting in an aggregate principal amount of US\$196,639,000 of the 2022 Notes IV being cancelled and exchanged to the 2023 Notes IV, and the remaining outstanding principal amount of the 2022 Notes IV was US\$23,361,000. On 13 April 2022, the Company failed to make the payment of the remaining outstanding principal amount of US\$23,361,000, together with interest accrued thereon, which constituted an event of default.

2024 Notes III

On 10 June 2021, the Company issued the 2024 Notes III at a coupon rate of 7.1% due within 2024 with an aggregate principal amount of US\$340,000,000. The Company raised net proceeds of US\$333,240,000 (after deduction of underwriting discounts and commissions and other expenses). At any time and from time to time prior to 10 September 2024, the Company may redeem the 2024 Notes III at a pre-determined redemption price. The details of the redemption price are disclosed in the relevant offering memorandum. On 29 March 2022, the concurrent consent solicitation was accepted by the note holders to waive any potential defaults in respect of the 2024 Notes III.

By the end of 31 December 2023, the Company failed to pay interest in the amount of US\$48,280,000 before expiry of the grace period for the 2024 Notes III, which constituted an event of default.

30. 優先票據 (續)

二零二二年票據 V

於二零二一年七月二日，本公司發行本金總額為人民幣1,300,000,000元的二零二二年票據V，票面利率為7.125%，並於二零二二年到期。本公司籌得所得款項淨額人民幣1,292,350,000元（經扣除包銷折扣及佣金以及其他開支）。於二零二二年六月三十日之前任何時間，本公司可選擇按預先釐定之贖回價贖回二零二二年票據V。贖回價詳情於相關發售備忘錄內披露。

於二零二二年三月二十九日，本公司已完成二零二二年票據V的交換要約及同意徵求（到期日已延長且已豁免任何潛在違約），本金總額為人民幣1,291,859,000元的二零二二年票據V已註銷並交換為二零二三年票據V，而二零二二年票據V的餘下尚未償還本金為人民幣8,141,000元。於二零二二年六月三十日，本公司未能支付餘下未償還的人民幣8,141,000元連同其應計利息，其構成違約事件。

二零二二年票據 VI

於二零二一年七月二日，本公司發行本金總額為人民幣300,000,000元的二零二二年票據VI，票面利率為7.125%，並於二零二二年到期。本公司籌得所得款項淨額人民幣298,717,000元（經扣除包銷折扣及佣金以及其他開支）。於二零二二年六月三十日之前任何時間，本公司可選擇按預先釐定之贖回價贖回二零二二年票據VI。贖回價詳情於相關發售備忘錄內披露。

30. SENIOR NOTES (Continued)

2022 Notes V

On 2 July 2021, the Company issued the 2022 Notes V at a coupon rate of 7.125% due within 2022 with an aggregate principal amount of RMB1,300,000,000. The Company raised net proceeds of RMB1,292,350,000 (after deduction of underwriting discounts and commissions and other expenses). At any time and from time to time prior to 30 June 2022, the Company might redeem the 2022 Notes V at a pre-determined redemption price. The details of the redemption price are disclosed in the relevant offering memorandum.

On 29 March 2022, the Company completed the exchange offer and consent solicitation for the 2022 Notes V, which extended the maturity date and waived any potential defaults, resulting in an aggregate principal amount of RMB1,291,859,000 of the 2022 Notes V being cancelled and exchanged to 2023 Notes V, and the remaining outstanding principal amount of the 2022 Notes V was RMB8,141,000. On 30 June 2022, the Company failed to make the payment of the remaining outstanding principal amount of RMB8,141,000, together with interest accrued thereon, which constituted an event of default.

2022 Notes VI

On 2 July 2021, the Company issued the 2022 Notes VI at a coupon rate of 7.125% due within 2022 with an aggregate principal amount of RMB300,000,000. The Company raised net proceeds of RMB298,717,000 (after deduction of underwriting discounts and commissions and other expenses). At any time and from time to time prior to 30 June 2022, the Company might redeem the 2022 Notes VI at a pre-determined redemption price. The details of the redemption price are disclosed in the relevant offering memorandum.

30. 優先票據 (續)

二零二二年票據 VI (續)

於二零二二年三月二十九日，本公司已完成二零二二年票據VI的交換要約及同意徵求(到期日已延長至不早於二零二三年三月且已豁免任何潛在違約)，本金總額為人民幣298,121,000元的二零二二年票據VI已註銷並交換為二零二三年票據V，而二零二二年票據VI的餘下尚未償還本金為人民幣1,879,000元。於二零二二年六月三十日，本公司未能支付餘下未償還本金人民幣1,879,000元連同其應計利息，其構成違約事件。

二零二二年票據 VII

於二零二一年九月三日，本公司發行本金總額為250,000,000美元的二零二二年票據VII，票面利率為6.5%，並於二零二二年到期。本公司籌得所得款項淨額247,595,000美元(經扣除包銷折扣及佣金以及其他開支)。於二零二二年九月一日之前任何時間，本公司可選擇按預先釐定之贖回價贖回二零二二年票據VII。贖回價詳情於相關發售備忘錄內披露。

截至二零二二年三月二十一日，本集團已回購本金為13,500,000美元的二零二二年票據VII。於二零二二年三月二十九日，本公司已完成二零二二年票據VII的交換要約及同意徵求(到期日已延長至不早於二零二三年三月且已豁免任何潛在違約)，本金總額為218,761,000美元的二零二二年票據VII已註銷並交換為二零二三年票據IV，而二零二二年票據VII的餘下尚未償還本金為17,739,000美元。於二零二二年九月一日，本公司未能支付餘下未償還本金17,739,000美元連同其應計利息，其構成違約事件。

30. SENIOR NOTES (Continued)

2022 Notes VI (Continued)

On 29 March 2022, the Company completed the exchange offer and consent solicitation for 2022 Notes VI, which extended the maturity date no earlier than March 2023 and waived any potential defaults, resulting in an aggregate principal amount of RMB298,121,000 of the 2022 Notes VI being cancelled and exchanged to the 2023 Notes V, and the remaining outstanding principal amount of the 2022 Notes VI was RMB1,879,000. On 30 June 2022, the Company failed to make the payment of the remaining outstanding principal amount of RMB1,879,000, together with interest accruing thereon, which constituted an event of default.

2022 Notes VII

On 3 September 2021, the Company issued the 2022 Notes VII at a coupon rate of 6.5% due within 2022 with an aggregate principal amount of US\$250,000,000. The Company raised net proceeds of US\$247,595,000 (after deduction of underwriting discounts and commissions and other expenses). At any time and from time to time prior to 1 September 2022, the Company may redeem the 2022 Notes VII at a pre-determined redemption price. The details of the redemption price are disclosed in the relevant offering memorandum.

By the end of 21 March 2022, the Group has repurchased the 2022 Notes VII in the principal amount of US\$13,500,000. On 29 March 2022, the Company completed the exchange offer and consent solicitation for 2022 Notes VII, which extended the maturity date no earlier than March 2023 and waived any potential defaults, resulting in an aggregate principal amount of US\$218,761,000 of the 2022 Notes VII being cancelled and exchanged to the 2023 Notes IV, and the remaining outstanding principal amount of the 2022 Notes VII was US\$17,739,000. On 1 September 2022, the Company failed to make the payment of the remaining outstanding principal amount of US\$17,739,000, together with interest accrued thereon, which constituted an event of default.

30. 優先票據 (續)

二零二三年票據IV

於二零二二年三月二十九日，本公司於完成交換要約及同意徵求後，發行本金總額為728,623,000美元的二零二三年票據IV，票面利率為8%，並於二零二三年三月到期，以交換由本公司合營企業ZhenAn Glory Investment Limited發行由本公司擔保的二零二二年票據III、二零二二年票據IV、二零二二年票據VII及於二零二二年三月到期年息5.95%的優先票據。於二零二三年三月六日之前任何時間，本公司可選擇按預先釐定之贖回價贖回二零二三年票據IV。贖回價詳情於相關發售備忘錄內披露。於二零二三年三月六日，本公司未能支付餘下未償還本金728,623,000美元連同其應計利息，其構成違約事件。

二零二三年票據V

於二零二二年三月二十九日，本公司於完成交換要約及同意徵求後，發行本金總額為人民幣1,589,980,000元的二零二三年票據V，票面利率為8%，並於二零二三年三月到期，以交換二零二二年票據V及二零二二年票據VI。於二零二三年三月六日之前任何時間，本公司可選擇按預先釐定之贖回價贖回二零二三年票據V。贖回價詳情於相關發售備忘錄內披露。於二零二三年三月六日，本公司未能支付餘下未償還本金人民幣1,589,980,000元連同其應計利息，其構成違約事件。

30. SENIOR NOTES (Continued)

2023 Notes IV

On 29 March 2022, with the completion of the exchange offer and consent solicitation, the Company issued the 2023 Notes IV at a coupon rate of 8% due in March 2023 with an aggregate principal amount of US\$728,623,000, in exchange for the 2022 Notes III, 2022 Notes IV, 2022 Notes VII and 5.95% Senior Notes due March 2022, which were guaranteed by the Company and issued by ZhenAn Glory Investment Limited, a joint venture of the Company. At any time and from time to time prior to 6 March 2023, the Company may redeem the 2023 Notes IV at a pre-determined redemption price. The details of the redemption price are disclosed in the relevant offering memorandum. On 6 March 2023, the Company failed to make the payment of the remaining outstanding principal amount of US\$728,623,000, together with interest accrued thereon, which constituted an event of default.

2023 Notes V

On 29 March 2022, with the completion of the exchange offer and consent solicitation, the Company issued the 2023 Notes V at a coupon rate of 8% due in March 2023 with an aggregate principal amount of RMB1,589,980,000, in exchange for the 2022 Notes V and 2022 Notes VI. At any time and from time to time prior to 6 March 2023, the Company may redeem the 2023 Notes V at a pre-determined redemption price. The details of the redemption price are disclosed in the relevant offering memorandum. On 6 March 2023, the Company failed to make the payment of the remaining outstanding principal amount of RMB1,589,980,000, together with interest accrued thereon, which constituted an event of default.

30. 優先票據 (續)

二零二三年票據 V (續)

於二零二三年十二月三十一日，本集團尚未按預定還款日期償還若干優先票據的本息合計人民幣12,763,266,000元(二零二二年十二月三十一日：人民幣455,572,000元)及若干優先票據的利息合計人民幣1,824,355,000元(二零二二年十二月三十一日：人民幣1,520,715,000元)，導致人民幣13,377,932,000元(二零二二年十二月三十一日：人民幣23,410,386,000元)的若干優先票據違約事件，截至二零二三年十二月三十一日，其在本集團綜合財務狀況表的流動負債項下列示。

倘發生違約事件(例如30天寬限期失效)並且仍在繼續，受託人或當時未償還優先票據本金總額至少25%的持有人可以書面通知本公司及受託人，宣佈相關優先票據的本金、溢價(如有)以及應計和未付利息立即到期應付(「**加速通知**」)。

截至本綜合財務報表批准日期，本公司未收到因上述優先票據未支付本金或利息而導致的加速通知。

二零二二年票據III、IV、V、VI及VII、二零二三年票據II、III、IV及V、二零二四年票據I、II及III、二零二五年票據I及二零二六年票據I及II由本集團若干現有附屬公司擔保。

由於二零二三年票據II、III、IV及V、二零二四年票據I、II及III、二零二五年票據I及二零二六年票據I及II的提早贖回期權的公平值並不重大，因此本集團未於發行日期及二零二三年及二零二二年十二月三十一日確認該等公平值。

30. SENIOR NOTES (Continued)

2023 Notes V (Continued)

As at 31 December 2023, the Group had not repaid an aggregate amount of principal and interest of RMB12,763,266,000 (31 December 2022: RMB455,572,000) for certain senior notes and an aggregate amount of interest of RMB1,824,355,000 (31 December 2022: RMB1,520,715,000) for certain senior notes according to their scheduled repayment dates, triggering events of default for certain senior notes amounting to RMB13,377,932,000 (31 December 2022: RMB23,410,386,000), which are presented under current liabilities in the Group's consolidated statement of financial position as at 31 December 2023.

If an event of default has occurred (such as the 30-day grace period lapses) and is continuing, the trustee or holders of at least 25% in the aggregate principal amount of the senior notes then outstanding may, by written notice to the Company and to the trustee, declare the principal of, premium, if any, and accrued and unpaid interest on the relevant senior notes to be immediately due and payable (the "Acceleration Notice").

Up to the date of approval of these consolidated financial statements, the Company has not received any Acceleration Notice as a result of the non-payment of principals or interest for aforementioned senior notes.

The 2022 Notes III, IV, V, VI and VII, the 2023 Notes II, III, IV and V, 2024 Notes I, II and III, 2025 Notes I, and 2026 Notes I and II are guaranteed by certain of the Group's existing subsidiaries.

The fair values of the early redemption options of the 2023 Notes II, III, IV and V, 2024 Notes I, II and III, 2025 Notes I, and 2026 Notes I and II were not significant and therefore were not recognised by the Group on inception and at 31 December 2023 and 2022.

31. 公司債券

31. CORPORATE BONDS

債券名稱	Name of bonds	二零二三年	已發行	利息開支	付款	二零二三年
		一月一日				十二月三十一日
		1 January		Interest	Payment	31 December
		2023	Issued	expense		2023
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
正榮債券V	Zhenro Bond V	1,123,101	–	64,671	–	1,187,772
正榮債券VII	Zhenro Bond VII	1,079,297	–	54,598	1,128	1,132,767
正榮債券VIII	Zhenro Bond VIII	1,062,003	–	54,492	1,120	1,115,375
正榮債券IX	Zhenro Bond IX	1,430,986	–	88,346	1,505	1,517,827
總計	Total	4,695,387	–	262,107	3,753	4,953,741

債券名稱	Name of bonds	二零二二年	已發行	利息開支	付款	二零二二年
		一月一日				十二月三十一日
		1 January		Interest	Payment	31 December
		2022	Issued	expense		2022
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
正榮債券V	Zhenro Bond V	1,058,429	–	64,672	–	1,123,101
正榮債券VII	Zhenro Bond VII	1,016,157	–	64,003	863	1,079,297
正榮債券VIII	Zhenro Bond VIII	1,012,194	–	55,140	5,331	1,062,003
正榮債券IX	Zhenro Bond IX	1,352,070	–	80,163	1,247	1,430,986
總計	Total	4,438,850	–	263,978	7,441	4,695,387

各年度末，本集團應償還的公司債券如下：

As at the end of each of the years, the Group's corporate bonds were repayable as follows:

		二零二三年	二零二二年
		十二月三十一日	十二月三十一日
		31 December	31 December
		2023	2022
		人民幣千元	人民幣千元
		RMB'000	RMB'000
須於一年內或按要求償還	Repayable within one year or on demand	1,187,772	4,695,387
須於第三至五年償還	Repayable within third to five years	3,765,969	–
總計	Total	4,953,741	4,695,387

31. 公司債券 (續)

正榮債券V

於二零一九年十一月四日，正榮地產控股發行本金額為人民幣1,050,000,000元的三年期公司債券（「正榮債券V」）。正榮債券V以人民幣計值並按年利率6.0%計息，應自二零二零年十一月四日起按年支付。經扣除發行成本後，本集團因發行收取所得款項淨額人民幣1,045,275,000元。截至二零二三年及二零二二年十二月三十一日止年度的實際年利率為6.17%。

於二零二三年十二月三十一日，正榮地產控股未能償還本金及利息人民幣1,187,772,000元（二零二二年十二月三十一日：人民幣1,123,101,000元），其構成違約事件。

正榮債券VII及VIII

於二零二零年七月二十七日，正榮地產控股發行本金額為人民幣1,000,000,000元的五年期公司債券（「正榮債券VII」），債券於上海證券交易所上市。正榮債券VII以人民幣計值並按年利率5.75%計息，應自二零二一年七月二十七日起按年支付。經扣除發行成本後，本集團因發行收取所得款項淨額人民幣991,437,000元。截至二零二三年及二零二二年十二月三十一日止年度的實際年利率分別為5.82%及5.95%。

根據二零二三年刊發的一系列公告，正榮地產控股成功將正榮債券VII的利息及未償還本金償還期限延長至二零二七年一月二十七日，並豁免任何潛在違約。

31. CORPORATE BONDS (Continued)

Zhenro Bond V

On 4 November 2019, Zhenro Property Holdings issued a three-year corporate bond with a principal amount of RMB1,050,000,000 (“Zhenro Bond V”). Zhenro Bond V is denominated in RMB and bears interest at a rate of 6.0% per annum, payable annually in arrears, beginning on 4 November 2020. After deducting the issuance costs, the Group received net proceeds of RMB1,045,275,000 from the issuance. The effective interest rate was 6.17% on an annual basis for the years ended 31 December 2023 and 2022.

As at 31 December 2023, Zhenro Property Holdings had failed to repay the principal and interest of RMB1,187,772,000 (31 December 2022: RMB1,123,101,000), which constituted an event of default.

Zhenro Bond VII and VIII

On 27 July 2020, Zhenro Property Holdings issued a five-year corporate bond with a principal amount of RMB1,000,000,000 (“Zhenro Bond VII”), which was listed on the Shanghai Stock Exchange. Zhenro Bond VII is denominated in RMB and bears interest at a rate of 5.75% per annum, payable annually in arrears, beginning 27 July 2021. After deducting the issuance costs, the Group received net proceeds of RMB991,437,000 from the issuance. The effective interest rates were 5.82% and 5.95%, respectively, on an annual basis for the years ended 31 December 2023 and 2022.

Pursuant to the a series of announcements in 2023, Zhenro Property Holdings successfully extended the repayment of interest and the outstanding principal to 27 January 2027, and waived any potential defaults with respect to Zhenro Bond VII.

31. 公司債券 (續)

正榮債券VII及VIII

於二零二零年九月十四日，正榮地產控股發行本金額為人民幣1,000,000,000元的四年期公司債券（「正榮債券VIII」），債券於上海證券交易所上市。正榮債券VIII以人民幣計值並按年利率5.45%計息，應自二零二一年九月十四日起按年支付。經扣除發行成本後，本集團因發行收取所得款項淨額人民幣994,369,000元。截至二零二三年及二零二二年十二月三十一日止年度的實際年利率分別為5.42%及5.61%。

根據二零二三年刊發的一系列公告，正榮地產控股成功將正榮債券VIII的利息及未償還本金的償還期限延長至二零二七年三月十四日，並豁免任何潛在違約。

正榮債券IX

於二零二一年七月二十三日，正榮地產控股發行本金額為人民幣1,320,000,000元的四年期公司債券（「正榮債券IX」）。正榮債券IX以人民幣計值並按年利率6.3%計息，應自二零二二年七月二十三日起按年支付。經扣除發行成本後，本集團因發行收取所得款項淨額人民幣1,314,875,000元。截至二零二三年及二零二二年十二月三十一日止年度的實際利率分別為6.14%及6.41%。

根據二零二三年刊發的一系列公告，正榮地產控股成功將正榮債券IX的利息及未償還本金的償還期限延長至二零二八年一月二十三日，並豁免任何潛在違約。

31. CORPORATE BONDS (Continued)

Zhenro Bond VII and VIII

On 14 September 2020, Zhenro Property Holdings issued a four-year corporate bond with a principal amount of RMB1,000,000,000 (“Zhenro Bond VIII”), which was listed on the Shanghai Stock Exchange. Zhenro Bond VIII is denominated in RMB and bears interest at a rate of 5.45% per annum, payable annually in arrears, beginning 14 September 2021. After deducting the issuance costs, the Group received net proceeds of RMB994,369,000 from the issuance. The effective interest rates were 5.42% and 5.61%, respectively, on an annual basis for the years ended 31 December 2023 and 2022.

Pursuant to the a series of announcements in 2023, Zhenro Property Holdings successfully extended the repayment of interest and the outstanding principal to 14 March 2027, and waived any potential defaults with respect to Zhenro Bond VIII.

Zhenro Bond IX

On 23 July 2021, Zhenro Property Holdings issued a four-year corporate bond with a principal amount of RMB1,320,000,000 (“Zhenro Bond IX”). Zhenro Bond IX is denominated in RMB and bears interest at a rate of 6.3% per annum, payable annually in arrears, beginning 23 July 2022. After deducting the issuance costs, the Group received net proceeds of RMB1,314,875,000 from the issuance. The effective interest rates were 6.14% and 6.41%, respectively, on an annual basis for the years ended 31 December 2023 and 2022.

Pursuant to a series of announcements in 2023, Zhenro Property Holdings successfully extended the repayment of interest and the outstanding principal to 23 January 2028, and waived any potential defaults with respect to Zhenro Bond IX.

31. 公司債券 (續)

正榮債券IX (續)

根據債券持有人會議決議案的公告，未償還本金及應計未付利息已計入正榮債券VII、正榮債券VIII及正榮債券IX的單價。

此外，正榮地產控股已同意通過利用與下列股權相關的股權收益權為正榮債券VII及正榮債券IX提供強化擔保措施：

- 江西省正榮房地產開發有限公司及正榮正泰(香港)有限公司持有的「南京正榮中心」總計100%的股權收益權；
- 正鼎(佛山)置業發展有限公司及Zhenro Zhengheng Hongkong Limited持有的「佛山張槎季華正榮府項目」總計100%的股權收益權；
- 武漢正襄企業管理諮詢有限公司持有的「武漢光谷正榮府項目」總計100%的股權收益權；
- 江西省正榮房地產開發有限公司及南昌正騰置業有限公司持有的「宜春悅玲瓏二期項目」所附共計100%的股權收益權；

31. CORPORATE BONDS (Continued)

Zhenro Bond IX (Continued)

Pursuant to the announcement of the bondholders' meeting resolutions, the outstanding principal amount along with accrued unpaid interest has been included in the unit price of Zhenro Bond VII, Zhenro Bond VIII and Zhenro Bond IX.

Furthermore, Zhenro Property Holdings has agreed to provide enhanced security measures for Zhenro Bond VII and Zhenro Bond IX by leveraging the equity income rights associated with the following equity interests:

- The aggregate 100% equity income rights pertaining to the "Nanjing Zhenro Center Mall and Office Tower" held by Jiangxi Zhenro Real Estate Development Co., Ltd. and Zhenro Zhengtai Hongkong Limited;
- The aggregate 100% equity income rights related to the "Foshan Zhangcha Jihua Zhenro Mansion Project" held by Zhengding (Foshan) Real Estate Development Co., Ltd. and Zhenro Zhengheng Hongkong Limited;
- The aggregate 100% equity income rights concerning the "Wuhan Guanggu Zhenro Mansion Project" held by Wuhan Zhengxiang Enterprise Management Consulting Co., Ltd.;
- The collective 100% equity income rights attached to the "Yichun Yuelinlong Phase II Project" held by Jiangxi Zhengrong Real Estate Development Co., Ltd. and Nanchang Zhengteng Real Estate Co., Ltd.;

31. 公司債券 (續)

正榮債券IX (續)

- 南昌世歐房地產開發有限公司間接持有的「東投正榮府項目」的40%的股權收益權；
- 透過南昌正榮(新加坡)置業有限公司及南昌正鼎置業有限公司持有的與「南昌青雲宸院項目」相關的總計51%的股權收益權；

該等股權收益權作為抵押品，確保償還「正榮債券VII」及「正榮債券IX」。

於二零二三年十二月三十一日，公司債券的公平值為人民幣2,516,379,000元(二零二二年：人民幣1,381,289,000元)。公平值按債券於該等日期的市價計算。正榮房地產控股發行的正榮債券VII、正榮債券VIII及正榮債券IX的公平值計量分類為公平值層級的第一級，原因是其於上海證券交易所上市。正榮地產控股發行的正榮債券V的公平值計量分類為公平值層級的第二級，原因是其未上市。

31. CORPORATE BONDS (Continued)

Zhenro Bond IX (Continued)

- The 40% equity income rights in the “Dongtuo Zhenro Mansion Project” held indirectly by Nanchang Shiou Properties Development Co., Ltd.;
- The aggregate 51% equity income rights associated with the “Nanchang Qingyun Chenyuan Project” held indirectly through Nanchang Zhenro (Singapore) Real Estate Co., Ltd. and Nanchang Zhengding Real Estate Co., Ltd..

These equity income rights serve as collateral to ensure repayment of the Zhenro Bond VII and Zhenro Bond IX.

As at 31 December 2023, the fair value of the corporate bonds was RMB2,516,379,000 (2022: RMB1,381,289,000). The fair value is calculated using the market price of the bonds on those dates. The fair value measurement of Zhenro Bond VII, Zhenro Bond VIII and Zhenro Bond IX issued by Zhenro Property Holdings is categorised within Level 1 of the fair value hierarchy as they are listed on the Shanghai Stock Exchange. The fair value measurement of Zhenro Bond V issued by Zhenro Property Holdings is categorised within Level 2 of fair value hierarchy as it is not listed.

財務報表附註
Notes to Financial Statements

二零二三年十二月三十一日
31 December 2023

32. 股本
股份

32. SHARE CAPITAL
Shares

	二零二三年 十二月三十一日 31 December 2023 美元 US\$	二零二二年 十二月三十一日 31 December 2022 美元 US\$
已發行及悉數繳足： 4,367,756,000股（二零二二年： 4,367,756,000股）每股面值 0.00001美元（二零二二年：每股 面值0.00001美元）的普通股	Issued and fully paid: 4,367,756,000 (2022: 4,367,756,000) ordinary shares of US\$0.00001 each (2022: US\$0.00001 each)	43,678 43,678

本公司股本變動概要如下：

A summary of movements in the Company's share capital is as follows:

	已發行 股份數目 Number of shares in issue	股本 Share capital 人民幣千元 RMB'000
於二零二二年一月一日、 二零二二年十二月三十一日及 二零二三年十二月三十一日	At 1 January 2022, 31 December 2022 and 31 December 2023	4,367,756,000 282

	已發行 股份數目 Number of shares in issue	股本 Share capital 人民幣千元 RMB'000
於二零二一年一月一日、 二零二一年十二月三十一日及 二零二二年十二月三十一日	At 1 January 2021, 31 December 2021 and 31 December 2022	4,367,756,000 282

年內本公司已發行股本並無變動
（二零二二年：無）。

There were no movements in the issued share capital of the Company during the year (2022: Nil).

33. 儲備

截至二零二三年十二月三十一日止年度，本集團的儲備金額及其變動呈列於綜合權益變動表。

(a) 股份溢價

股份溢價指已發行股份賬面值與已收取代價的差額。

(b) 合併儲備

本集團的合併儲備指公司重組及重組完成前本集團現時旗下公司的當時控股公司的已發行股本及本集團現時旗下公司的若干附屬公司權益持有人的注資。

(c) 資本儲備

資本儲備指在收購附屬公司非控股權益的情況下，收購成本及所收購非控股權益之間的差額，或就在不失去控制權的情況下向非控股股東出售附屬公司部分股權而言，出售所得款項及所出售非控股權益之間的差額。資本儲備變動詳情載於綜合權益變動表。

(d) 法定盈餘儲備

根據中國公司法及於中國成立的附屬公司的組織章程細則，本集團須按稅後溢利淨額的10%提取法定盈餘儲備，此乃根據中國會計準則釐定，直至儲備餘額達到其註冊資本50%為止。受相關中國法規及本集團組織章程細則所載若干限制的規限，法定盈餘儲備可用於抵銷虧損或轉換為增加股本，但轉換後儲備餘額不得少於本集團註冊資本的25%。儲備不得用作其設立目的以外的其他用途，亦不得作為現金股息分派。

33. RESERVES

The amounts of the Group's reserves and the movements therein for the year ended 31 December 2023 are presented in the consolidated statement of changes in equity.

(a) Share premium

The share premium represents the difference between the par value of the shares issued and the consideration received.

(b) Merger reserve

The merger reserve of the Group represents the issued capital of the then holding company of the companies now comprising the Group and the capital contributions from the equity holders of certain subsidiaries now comprising the Group before the completion of the Corporate Restructuring and the Reorganisation.

(c) Capital reserve

The capital reserve represents the difference between the cost of acquisition and the non-controlling interests acquired in the case of acquisition of additional non-controlling interests of subsidiaries, or, the difference between the proceeds from disposal and the non-controlling interests disposed of in the case of disposal of partial equity interests in subsidiaries to non-controlling shareholders without loss of control. Details of the movements in the capital reserve are set out in the consolidated statement of changes in equity.

(d) Statutory surplus reserves

In accordance with the PRC Company Law and the articles of association of the subsidiaries established in the PRC, the Group is required to appropriate 10% of its net profits after tax, as determined under the Chinese Accounting Standards, to the statutory surplus reserves until the reserve balance reaches 50% of its registered capital. Subject to certain restrictions set out in the relevant PRC regulations and in the articles of association of the Group, the statutory surplus reserves may be used either to offset losses, or to be converted to increase share capital provided that the balance after such conversion is not less than 25% of the registered capital of the Group. The reserves cannot be used for purposes other than those for which they are created and are not distributable as cash dividends.

33. 儲備 (續)

(e) 匯兌波動儲備

匯兌波動儲備包括換算集團實體的財務報表產生的所有外匯差額。該儲備根據財務報表附註2.4所載的會計政策處理。

34. 永續資本證券 分類為負債

永續資本證券II

於二零一九年六月十九日，本公司發行本金額為200,000,000美元的優先永續資本證券(「永續資本證券II」)。扣除發行成本後的所得款項淨額總額為198,274,000美元。永續資本證券II並無固定到期日，可由本公司選擇於二零二二年一月二十五日或以後按本金額連同應計、未付或延遲派息付款贖回。工具自發行日起至二零二二年一月二十五日的分派率為年息率10.25%，加上以後每年遞進息率5%。本集團並無為永續資本證券II作出擔保或質押。本公司可按其全權酌情選擇根據證券的條款延遲分派。除非及直至本公司全數支付所有未付拖欠分派及任何額外分派金額，否則本公司不得宣派或派付任何股息、或分派或作出付款，並將促使不會就此派付股息或作出其他支付或贖回、削減、註銷、購回或以任何代價收購。本公司可選擇贖回全部而非部份證券。本公司並無責任就永續工具交付現金、支付利息或行使其贖回權。

33. RESERVES (Continued)

(e) Exchange fluctuation reserve

The exchange fluctuation reserve comprises all foreign exchange differences arising from the translation of the financial statements of group entities. The reserve is dealt with in accordance with the accounting policy set out in note 2.4 to the financial statements.

34. PERPETUAL CAPITAL SECURITIES Classified as Liabilities

	二零二三年 十二月三十一日 31 December 2023 人民幣千元 RMB'000	二零二二年 十二月三十一日 31 December 2022 人民幣千元 RMB'000
永續資本證券II	1,391,908	1,311,845

On 19 June 2019, the Company issued senior perpetual capital securities (the “Perpetual Capital Securities II”) with the principal amount of US\$200,000,000. Net proceeds after deducting the issue cost amounted to US\$198,274,000 in total. The Perpetual Capital Securities II have no fixed maturity date and are redeemable on or after 25 January 2022 at the Company’s option at the principal amount together with accrued, unpaid or deferred distribution payments. The distribution rate for the instruments is 10.25% per annum from the date of issue to 25 January 2022, then increases by 5% per annum thereafter. No guarantee or pledge was made by the Group for the Perpetual Capital Securities II. The Company may, at its sole discretion, elect to defer a distribution pursuant to the terms of the securities. Unless and until the Company satisfies in full all outstanding arrears of distribution and any additional distribution amount, the Company shall not declare or pay any dividends or distributions, or make payment on, and will procure that no dividend or other payment is made on or redeem, reduce, cancel, buyback or acquire for any consideration thereof. Securities may be redeemed at the option of the Company, in whole but not in part. The Company has no obligation to deliver cash in respect of the perpetual instruments, pay interest nor exercise its right of redemption.

34. 永續資本證券 (續)

分類為負債 (續)

於二零二二年三月二十九日，已完成永續資本證券II同意徵求。本公司已將證券贖回推遲至二零二三年三月六日，將分派率的首次重置日期延期至二零二三年三月，並對相關債務違約事件作出修改，以豁免任何潛在違約。根據同意徵求備忘錄及日期為二零二二年三月二十九日的信託契據的相關條款，本公司公佈，所有未償還永續資本證券將於二零二三年三月六日（「贖回日期」）悉數贖回，贖回價等於其未償還本金額的102%，加直至贖回日期（不包括該日）的任何應計及未付分派。

董事認為，於二零二二年三月二十九日前，本公司能夠控制向永續資本證券II的持有人交付現金或其他金融資產，因此永續資本證券II被分類為權益工具並呈列為權益的一部分。然而，於二零二二年三月二十九日，由於分發有關永續資本證券II的贖回通告為強制性並於發出後具有約束力，董事認為，於贖回日期將會產生支付義務。因此，永續資本證券II被重新分類為金融負債，並於綜合財務狀況表中呈列為負債的一部分。

於二零二三年十二月三十一日，本公司未能支付永續資本證券的本金及利息人民幣1,610,788,000元，其構成違約事件。

35. 綜合現金流量表附註

(a) 主要非現金交易

年內，本集團就辦公樓宇租賃安排作出之使用權資產及租賃負債的非現金添置為人民幣13,265,000元（二零二二年：人民幣17,587,000元）。

34. PERPETUAL CAPITAL SECURITIES (Continued)

Classified as Liabilities (Continued)

On 29 March 2022, the consent solicitation for the Perpetual Capital Securities II was completed. The Company postponed the redemption of the securities to 6 March 2023, extended the first reset date of distribution rate to March 2023, and made modifications to relevant indebtedness default event in order to waive any potential defaults. Pursuant to the Consent Solicitation Memorandum and relevant terms of the Trust Deed dated 29 March 2022, the Company announced that all outstanding perpetual capital securities would be redeemed in full on 6 March 2023 (the "Redemption Date") at a redemption price equal to 102% of the outstanding principal amount thereof, plus any distributions accrued and unpaid to, but excluding, the Redemption Date.

In the opinion of the directors, before 29 March 2022, the Company was able to control the delivery of cash or other financial assets to the holders of the Perpetual Capital Securities II, therefore the Perpetual Capital Securities II were classified as equity instruments and presented as a part of the equity. However, on 29 March 2022, due to the distribution of redemption notice in relation to the Perpetual Capital Securities II, which is mandatory and binding upon given, the directors believe there would be a payment obligation on the Redemption Date. Therefore, the Perpetual Capital Securities II are reclassified as financial liabilities and presented as a part of the liabilities in the consolidated statement of financial position.

As at 31 December 2023, the Company failed to repay the principal and interest amounting to RMB1,610,788,000 for the perpetual capital securities, which constituted an event of default.

35. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

During the year, Group had non-cash additions to right-of-use assets and lease liabilities of RMB13,265,000 (2022: RMB17,587,000), in respect of lease arrangements for office buildings.

財務報表附註
Notes to Financial Statements

二零二三年十二月三十一日
31 December 2023

35. 綜合現金流量表附註 (續)

35. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

(b) 融資活動產生的負債變動

(b) Changes in liabilities arising from financing activities

		計息銀行及 其他借款	優先票據	公司債券	資產支持 證券	永續資本 證券	租賃負債	應付關聯 公司款項	來自融資 活動的負債 總額
		Interest- bearing bank and other borrowings	Senior notes	Corporate bonds	Asset- backed securities	Perpetual capital securities	Lease liabilities	Due to related companies	Total liabilities from financing activities
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
於二零二二年一月一日	At 1 January 2022	47,959,529	21,740,164	4,438,850	2,432,687	-	115,547	7,167,094	83,853,871
融資活動所得現金流量	Cash flows from financing activities	(16,675,891)	(236,226)	(7,441)	(353,193)	-	(29,547)	(1,048,948)	(18,351,246)
非現金變動	Non-cash movements	(400,041)	2,355,606	263,978	158,292	1,311,845	(43,877)	11,212	3,657,015
於二零二二年 十二月三十一日	At 31 December 2022	30,883,597	23,859,544	4,695,387	2,237,786	1,311,845	42,123	6,129,358	69,159,640
融資活動所得現金流量	Cash flows from financing activities	(3,149,571)	-	(3,753)	(2,411)	-	(22,392)	(503,228)	(3,681,355)
非現金變動	Non-cash movements	1,266,453	302,669	262,107	119,774	80,063	4,588	(17,346)	2,018,308
於二零二三年 十二月三十一日	At 31 December 2023	29,000,479	24,162,213	4,953,741	2,355,149	1,391,908	24,319	5,608,784	67,496,593

(c) 租賃總現金流出

計入現金流量表的租賃總現金流出如下：

(c) Total cash outflow for leases

The total cash outflow for leases included in the statement of cash flows is as follows:

		二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
經營活動內	Within operating activities	6,423	13,235
融資活動內	Within financing activities	22,392	29,547
總計	Total	28,815	42,782

36. 擁有重大非控股權益的非全資附屬公司

本集團擁有重大非控股權益的附屬公司詳情載列如下：

二零二三年十二月三十一日

36. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS

Details of the Group's subsidiaries that have material non-controlling interests were set out below:

31 December 2023

	透過非控股 權益持有的 股權百分比 Percentage of equity interest held by non-controlling interests %	分配至非控股 權益的年內 溢利/(虧損) Profit/(loss) for the year allocated to non-controlling interests 人民幣千元 RMB'000	非控股權益 累計結餘 Accumulated balances of non- controlling interests 人民幣千元 RMB'000
南京弘正房地產開發有限 公司(「南京弘正」) Nanjing Hongzheng Real Estate Development Co., Ltd. ("Nanjing Hongzheng")	49	105,797	90,078
陝西卓越景達置業有限 公司(「陝西卓越」) Shaanxi Zhuoyue Jingda Real Estate Co., Ltd. ("Shaanxi Zhuoyue")	66	(26,969)	73,288
南京正業置業發展有限 公司(「南京正業」) Nanjing Zhengye Real Estate Development Co., Ltd. ("Nanjing Zhengye")	49	109,320	1,220,495

二零二二年十二月三十一日

31 December 2022

	透過非控股 權益持有的 股權百分比 Percentage of equity interest held by non-controlling interests %	分配至非控股 權益的年內 溢利/(虧損) Profit/(loss) for the year allocated to non-controlling interests 人民幣千元 RMB'000	非控股權益 累計結餘 Accumulated balances of non- controlling interests 人民幣千元 RMB'000
南京正高置業發展有限 公司(「南京正高」) Nanjing Zhenggao Real Estate Development Co., Ltd. ("Nanjing Zhenggao")	49	(1)	649,366
南京正江置業發展有限 公司(「南京正江」) Nanjing Zhengjiang Real Estate Co., Ltd. ("Nanjing Zhengjiang")	49	128,087	402,918
泉州寶榮置業有限公司 (「泉州寶榮」) Quanzhou Baorong Real Estate Co., Ltd. ("Quanzhou Baorong")	54	149,486	269,966

財務報表附註
Notes to Financial Statements

二零二三年十二月三十一日
31 December 2023

36. 擁有重大非控股權益的
非全資附屬公司 (續)

下表說明上述附屬公司的概要財務資料。所披露的金額未計及任何公司間抵銷：

二零二三年十二月三十一日

		南京弘正 Nanjing Hongzheng 人民幣千元 RMB'000	陝西卓越 Shaanxi Zhuoyue 人民幣千元 RMB'000	南京正業 Nanjing Zhengye 人民幣千元 RMB'000
收益	Revenue	3,286,298	–	3,117,314
開支總額	Total expenses	(2,965,214)	(40,862)	(2,810,974)
所得稅開支	Income tax expense	(105,171)	–	(83,238)
年內溢利及全面收益 總額	Profit and total comprehensive income for the year	215,913	(40,862)	223,102
流動資產	Current assets	949,311	1,206,264	3,398,216
非流動資產	Non-current assets	103	–	15,918
流動負債	Current liabilities	(762,249)	(1,095,222)	(923,328)
非流動負債	Non-current liabilities	(3,332)	–	–
淨資產	Net assets	183,833	111,042	2,490,806
經營活動(所用)/所得 現金流量淨額	Net cash flows (used in)/ from operating activities	(17,429)	(37,493)	234,237
投資活動所得現金流量 淨額	Net cash flows from investing activities	–	–	–
融資活動所得/(所用) 現金流量淨額	Net cash flows from/ (used in) financing activities	17,428	40,284	(223,706)
現金及現金等價物 (減少)/增加淨額	Net (decrease)/increase in cash and cash equivalents	(1)	2,791	10,531

36. PARTLY-OWNED SUBSIDIARIES WITH
MATERIAL NON-CONTROLLING INTERESTS

(Continued)

The following tables illustrate the summarised financial information of the above subsidiaries. The amounts disclosed are before any inter-company eliminations:

31 December 2023

36. 擁有重大非控股權益的
非全資附屬公司 (續)

36. PARTLY-OWNED SUBSIDIARIES WITH
MATERIAL NON-CONTROLLING INTERESTS

(Continued)

二零二二年十二月三十一日

31 December 2022

		南京正高 Nanjing Zhenggao 人民幣千元 RMB'000	南京正江 Nanjing Zhengjiang 人民幣千元 RMB'000	泉州寶榮 Quanzhou Baorong 人民幣千元 RMB'000
收益	Revenue	–	2,279,027	1,390,779
開支總額	Total expenses	(1)	(1,930,468)	(1,006,708)
所得稅開支	Income tax expense	–	(87,157)	(104,658)
年內溢利及全面收益 總額	Profit and total comprehensive income for the year	(1)	261,402	279,413
流動資產	Current assets	1,694,476	966,897	596,918
非流動資產	Non-current assets	1,275,000	–	5,329
流動負債	Current liabilities	(1,643,698)	(144,615)	(97,639)
非流動負債	Non-current liabilities	–	–	–
		1,325,778	822,282	504,608
經營活動(所用)/所得 現金流量淨額	Net cash flows (used in)/ from operating activities	(1)	11,398	175,216
投資活動所得現金流量 淨額	Net cash flows from investing activities	–	–	–
融資活動所用現金流量 淨額	Net cash flows used in financing activities	–	(26,081)	(219,375)
現金及現金等價物 減少淨額	Net decrease in cash and cash equivalents	(1)	(14,683)	(44,159)

財務報表附註 Notes to Financial Statements

二零二三年十二月三十一日
31 December 2023

37. 出售附屬公司

於二零二三年十二月三十一日，本集團向若干獨立第三方出售若干附屬公司的股權，代價為人民幣112,904,000元（二零二二年：人民幣2,465,511,000元）。出售後，該等實體不再是本集團的附屬公司。

出售日期的資產及負債的賬面值如下：

37. DISPOSAL OF SUBSIDIARIES

As at 31 December 2023, the Group disposed of equity interests in several subsidiaries to certain independent third parties for considerations of RMB112,904,000 (2022: RMB2,465,511,000). Subsequent to the disposals, these entities are no longer subsidiaries of the Group.

The carrying values of the assets and liabilities on the dates of disposal were as follows:

		二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
出售之資產淨值：	Net assets disposed of:		
現金及現金等價物	Cash and cash equivalents	902	1,372,229
受限制現金	Restricted cash	–	1,065,993
已抵押存款	Pledged deposits	–	68,828
貿易應收款項	Trade receivables	–	14,634
預付款項、其他應收款項及其他資產	Prepayments, other receivables and other assets	386,889	7,782,026
可收回稅項	Tax recoverable	1,830	45,637
應收關聯公司款項	Due from related companies	24,781	1,659,487
開發中物業	Properties under development	–	9,549,188
持作出售的已竣工物業	Completed properties held for sale	–	416,165
於合營企業及聯營公司的投資	Investments in joint ventures and associates	–	1,984,775
物業、廠房及設備	Property, plant and equipment	–	33,099
無形資產	Intangible assets	–	3,837
投資物業	Investment properties	–	842,100
遞延稅項資產	Deferred tax assets	–	257,722
貿易應付款項及應付票據	Trade and bills payables	(13,171)	(1,016,017)
合約負債	Contract liabilities	–	(8,691,261)
其他應付款項及應計費用	Other payables and accruals	(241,939)	(4,098,053)
遞延稅項負債	Deferred tax liabilities	–	(113,430)
應付稅項	Tax payables	(510)	(259,029)
計息銀行及其他借款	Interest-bearing bank and other borrowings	–	(4,004,016)
應付關聯公司款項	Due to related companies	–	(1,944,675)
		158,782	4,969,239
非控股權益	Non-controlling interests	(20,635)	(2,439,475)
出售之資產淨值	Net assets disposed of	138,147	2,529,764
出售附屬公司的虧損	Losses on disposal of subsidiaries	(25,243)	(64,253)
按以下方式償付：已付現金代價	Satisfied by: Cash consideration paid	109,904	2,449,941
應收代價	Consideration receivable	3,000	15,570

37. 出售附屬公司 (續)

有關出售的現金及現金等價物流入淨額的分析如下：

		二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
現金代價	Cash consideration	109,904	2,449,941
出售的現金及現金等價物	Cash and cash equivalents disposed of	(902)	(1,372,229)
有關出售的現金及現金等價物 流入淨額	Net inflow of cash and cash equivalents in respect of the disposal	109,002	1,077,712

37. DISPOSAL OF SUBSIDIARIES (Continued)

An analysis of the net inflow of cash and cash equivalents in respect of the disposal is as follows:

38. 或然負債

於報告期末，未於財務報表內撥備的或然負債如下：

		二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
向銀行作出的有關授予 本集團物業買家融資 的擔保	Guarantees given to banks in connection with facilities granted to purchasers of the Group's properties (1)	29,210,471	40,128,810
向銀行及其他機構作出 的有關授予關聯公司及 第三方融資的擔保	Guarantees given to banks and other institutions in connection with facilities granted to related companies and a third party (2)	2,886,892	4,464,355
總計	Total	32,097,363	44,593,165

38. CONTINGENT LIABILITIES

At the end of the reporting period, contingent liabilities not provided for in the financial statements were as follows:

38. 或然負債 (續)

附註：

- (1) 本集團就若干銀行向本集團持作出售已竣工物業買家授出的抵押融資提供擔保。根據擔保安排的條款，如買家拖欠按揭付款，本集團負責向該等銀行償還未償還抵押本金及違約買家所欠的任何應計利息及罰款。

根據上述安排，相關物業已質押予該等銀行作為抵押貸款的抵押品；倘該等買家拖欠抵押還款，該等銀行有權接管有關法定業權，並透過公開拍賣將抵押物業變現。

本集團的擔保期由授出相關抵押貸款日期起至買家獲發物業所有權證及辦理登記止，有關證明一般會於買家接管相關物業後的一至兩年內取得。

截至二零二三年及二零二二年十二月三十一日止年度，本集團並未就向本集團持作出售已竣工物業買家授出的抵押融資提供擔保產生任何重大損失。本公司董事認為如出現違約付款，相關物業的可變現淨值足以償還未償還抵押貸款連同任何應計利息及罰款，故並無對擔保計提撥備。

- (2) 本集團就向合營企業、聯營公司及第三方的借款向銀行及其他機構提供擔保。本公司董事認為，由於公平值並不重大，截至二零二三年及二零二二年十二月三十一日，就向合營企業、聯營公司及第三方提供的擔保計提之撥備甚微。有關關聯方交易的進一步詳情載於財務報表附註40。

38. CONTINGENT LIABILITIES (Continued)

Notes:

- (1) The Group provided guarantees in respect of mortgage facilities granted by certain banks to the purchasers of the Group's completed properties held for sale. Pursuant to the terms of the guarantee arrangements, in the case of default on mortgage payments by the purchasers, the Group is responsible for repaying the outstanding mortgage principals together with any accrued interest and penalties owed by the defaulted purchasers to those banks.

Under the above arrangement, the related properties were pledged to the banks as collateral for the mortgage loans, upon default on mortgage repayments by these purchasers, the banks are entitled to take over the legal titles and will realise the pledged properties through open auction.

The Group's guarantee period starts from the dates of grant of the relevant mortgage loans and ends upon the issuance and registration of property ownership certificates to the purchasers, which will generally be available within one to two years after the purchasers take possession of the relevant properties.

The Group did not incur any material losses during the years ended 31 December 2023 and 2022 in respect of the guarantees provided for mortgage facilities granted to purchasers of the Group's completed properties held for sale. The directors of the Company considered that in the case of default on payments, the net realisable value of the related properties would be sufficient to repay the outstanding mortgage loans together with any accrued interest and penalty, and therefore, no provision has been made in connection with the guarantees.

- (2) The Group provided guarantees to banks and other institutions in connection with borrowings made to the joint ventures, associates and third parties. The directors of the Company consider that provision in respect of the guarantees provided to the joint ventures, associates and third parties is immaterial as of 31 December 2023 and 2022 since the fair value is not significant. Further details of the related party transactions are included in note 40 to the financial statements.

38. 或然負債 (續)

附註：(續)

- (3) 除附註29所披露的銀行和其他金融機構對本集團的附屬公司提起的訴訟外，尚有幾個建築商對本集團的若干附屬公司提起的要求支付建築費的未決訴訟。根據本集團內部法律顧問的意見，本公司董事估計，本集團很可能有責任支付建築費，於二零二三年及二零二二年十二月三十一日，已就該費用計提撥備並計入「貿易應付款項及應付票據」。本公司董事認為，截至二零二三年及二零二二年十二月三十一日止年度，無須就訴訟計提進一步的準備。

除上文披露者外，於本年度及直至二零二三年十二月三十一日，本集團並無牽涉任何其他重大訴訟、仲裁或行政程序、索賠或糾紛。據本公司董事所知，本集團並無其他針對本集團的未決或潛在重大訴訟或索賠。於二零二三年十二月三十一日，本集團是若干非重大訴訟的被告，同時也是本集團日常業務過程中產生的若干訴訟的當事人。該等或有負債、訴訟或其他法律程序的可能結果目前無法合理確定，但本公司董事相信，上述案件可能產生的任何法律責任將不會對本集團的財務狀況或業績產生任何重大影響。

38. CONTINGENT LIABILITIES (Continued)

Notes: (Continued)

- (3) In addition to the litigations commenced by banks and other financial institutions against subsidiaries of the Group as disclosed in note 29, there were outstanding litigations commenced by several constructors against certain subsidiaries of the Group claiming construction fees. Based on the advice of the Group's in-house legal counsel, the directors of the Company have estimated that the Group will likely be liable to pay the construction fees, which had been provided and included in "trade and bill payables" as at 31 December 2023 and 2022. In the opinion of the Company's directors, no further provision for litigation was required to be made for the years ended 31 December 2023 and 2022.

Except as disclosed above, during the year and up to 31 December 2023, the Group was not involved in any other material litigation, arbitration or administrative proceedings, claims or disputes. As far as the directors of the Company was aware, the Group had no other material litigation or claim which was pending or threatened against the Group. As at 31 December 2023, the Group was the defendant of certain non-material litigations, and also a party to certain litigations arising from the ordinary course of business of the Group. The likely outcome of these contingent liabilities, litigations or other legal proceedings cannot be ascertained with reasonable certainty at present, but the directors of the Company believes that any possible legal liability which may be incurred from the aforesaid cases will not have any material impact on the financial position or results of the Group.

財務報表附註 Notes to Financial Statements

二零二三年十二月三十一日
31 December 2023

39. 承擔

本集團於報告期末擁有以下合約承擔：

已訂約但尚未撥備：
開發中物業

Contracted, but no provided for:
Properties under development

二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
-----------------------------------	-----------------------------------

7,492,880	21,235,924
-----------	------------

此外，本集團亦向合營企業提供以下承擔(包括本集團與其他合營企業共同承擔的承擔份額)，該等承擔不包括在上述內容中：

In addition, the Group had the following commitments provided to joint ventures (including the Group's share of commitments made jointly with other joint venturers), which are not included in the above:

二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
-----------------------------------	-----------------------------------

已訂約但尚未撥備：
注資

Contracted, but no provided for:
Capital contributions

1,836,176	1,836,176
-----------	-----------

總計

Total

1,836,176	1,836,176
-----------	-----------

40. 關聯方交易

(a) 重大關聯方交易

		二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
合營企業及聯營公司墊款	Advances from joint ventures and associates	786,164	7,017,127
償還合營企業及聯營公司的墊款	Repayment of advances from joint ventures and associates	1,332,747	8,066,075
給予合營企業及聯營公司的墊款	Advances to joint ventures and associates	114,396	10,063,608
償還給予合營企業及聯營公司的墊款	Repayment of advances to joint ventures and associates	148,086	10,004,622
由最終控股股東控制的公司提供的物業管理及管理諮詢服務(附註)	Property management and management consulting services from companies controlled by the ultimate controlling shareholders (note)	50,786	140,436
最終控股股東控制的公司之租金收入(附註)	Rental income to companies controlled by the ultimate controlling shareholders (note)	69,608	78,549
為合營企業及聯營公司提供管理諮詢服務(附註)	Management consulting services to joint ventures and associates (note)	25,675	52,839

附註：該等交易乃根據參與各方共同協定的條款及條件進行。

Note: These transactions were carried out in accordance with the terms and conditions mutually agreed by the parties involved.

(b) 與關聯方的其他交易

於二零二三年十二月三十一日，本集團就合營企業及聯營公司獲授之為數人民幣2,525,392,000元(二零二二年：人民幣4,054,855,000元)的若干銀行及其他貸款作出擔保。

(b) Other transactions with related parties

As at 31 December 2023, the Group guaranteed certain bank and other loans made to joint ventures and associates of up to RMB2,525,392,000 (2022: RMB4,054,855,000).

財務報表附註
Notes to Financial Statements

二零二三年十二月三十一日
31 December 2023

40. 關聯方交易 (續)

(c) 與關聯方的未付結餘

		二零二三年 十二月三十一日 31 December 2023 人民幣千元 RMB'000	二零二二年 十二月三十一日 31 December 2022 人民幣千元 RMB'000
應收關聯公司款項：	Due from related companies:		
非貿易相關：	Non-trade-related:		
合營企業及聯營公司	Joint ventures and associates	13,182,757	13,308,956
減值	Impairment	(2,901,693)	(1,779,973)
總計	Grand total	10,281,064	11,528,983
應付關聯公司款項：	Due to related companies:		
貿易相關：	Trade-related:		
最終控股股東控制的公司	Companies controlled by the ultimate controlling shareholders	194,081	205,188
非貿易相關：	Non-trade-related:		
合營企業及聯營公司	Joint ventures and associates	5,414,703	5,924,170
累計	Grand total	5,608,784	6,129,358

應收關聯公司款項減值準備
的變動情況如下：

The movements in provision for impairment of due from
related companies are as follows:

		二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
於一月一日的賬面值	Carrying amount at 1 January	1,779,973	—
已確認減值虧損(附註6)	Impairment losses recognised (note 6)	1,121,720	1,779,973
於十二月三十一日的賬面值	Carrying amount at 31 December	2,901,693	1,779,973

40. 關聯方交易 (續)

(c) 與關聯方的未付結餘 (續)

本集團根據預期信貸虧損模式對應收關聯方的款項進行減值評估，該等款項須根據國際財務報告準則第9號進行減值評估。預期信貸虧損的金額於每個報告日更新，以反映自初始確認以來信貸風險的變化。於二零二三年十二月三十一日，應收關聯方款項的減值為人民幣2,901,693,000元（二零二二年十二月三十一日：人民幣1,779,973,000元）。

除應付合營企業及聯營公司的款項人民幣66,031,000元（二零二二年：人民幣48,092,000元），按5.95%的利率計息，其他餘額均屬無擔保、免息及須按要求償還。

(d) 本集團主要管理人員薪酬

短期僱員福利	Short term employee benefits	11,985	24,117
養老金計劃供款及社會福利	Pension scheme contributions and social welfare	713	928
支付予主要管理人員的薪酬總額	Total compensation paid to key management personnel	12,698	25,045

董事酬金的進一步詳情載於財務報表附註8。

40. RELATED PARTY TRANSACTIONS (Continued)

(c) Outstanding balances with related parties (Continued)

The Group performs impairment assessment under ECL model on the amounts due from related parties, which are subject to impairment assessment under IFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition. As at 31 December 2023, the impairment of the amounts due from related parties was RMB2,901,693,000 (31 December 2022: RMB1,779,973,000).

Except for the amounts due to joint ventures and associates of RMB66,031,000 (2022: RMB48,092,000) which are interest-bearing at a rate of 5.95%, other balances are unsecured, interest-free and repayable on demand.

(d) Compensation of key management personnel of the Group

二零二三年 2023	二零二二年 2022
人民幣千元 RMB'000	人民幣千元 RMB'000

Further details of directors' emoluments are included in note 8 to the financial statements.

財務報表附註 Notes to Financial Statements

二零二三年十二月三十一日
31 December 2023

41. 按類別劃分的金融工具

於報告期末各類金融工具的賬面
值如下：

二零二三年十二月三十一日

金融資產

		按攤銷成本 列賬的金融資產 Financial assets at amortised cost 人民幣千元 RMB'000	按公平值計入 損益的金融資產 Financial assets at fair value through profit or loss 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
按公平值計入損益的金融 資產(附註20)	Financial assets at fair value through profit or loss (note 20)	-	2,701	2,701
貿易應收款項(附註23)	Trade receivables (note 23)	574,284	-	574,284
計入預付款項、其他應收 款項及其他資產的金融 資產(附註24)	Financial assets included in prepayments, other receivables and other assets (note 24)	17,361,685	-	17,361,685
應收關聯公司款項(附註40)	Due from related companies (note 40)	10,281,064	-	10,281,064
受限制現金(附註25)	Restricted cash (note 25)	3,187,254	-	3,187,254
已抵押存款(附註25)	Pledged deposits (note 25)	131,395	-	131,395
現金及現金等價物(附註25)	Cash and cash equivalents (note 25)	1,716,960	-	1,716,960
總計	Total	33,252,642	2,701	33,255,343

金融負債

		按攤銷成本列 賬的金融負債 Financial liabilities at amortised cost 人民幣千元 RMB'000
租賃負債(附註15)	Lease liabilities (note 15)	24,319
貿易應付款項及應付票據(附註26)	Trade and bills payables (note 26)	17,734,022
計入其他應付款項及應計費用的金融 負債(附註27)	Financial liabilities included in other payables and accruals (note 27)	11,735,326
計息銀行及其他借款(附註29)	Interest-bearing bank and other borrowings (note 29)	29,000,479
優先票據(附註30)	Senior notes (note 30)	24,162,213
公司債券(附註31)	Corporate bonds (note 31)	4,953,741
永續資本證券(附註34)	Perpetual capital securities (note 34)	1,391,908
應付關聯公司款項(附註40)	Due to related companies (note 40)	5,608,784
總計	Total	94,610,792

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

		按攤銷成本 列賬的金融資產 Financial assets at amortised cost 人民幣千元 RMB'000	按公平值計入 損益的金融資產 Financial assets at fair value through profit or loss 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
按公平值計入損益的金融 資產(附註20)	Financial assets at fair value through profit or loss (note 20)	-	2,701	2,701
貿易應收款項(附註23)	Trade receivables (note 23)	574,284	-	574,284
計入預付款項、其他應收 款項及其他資產的金融 資產(附註24)	Financial assets included in prepayments, other receivables and other assets (note 24)	17,361,685	-	17,361,685
應收關聯公司款項(附註40)	Due from related companies (note 40)	10,281,064	-	10,281,064
受限制現金(附註25)	Restricted cash (note 25)	3,187,254	-	3,187,254
已抵押存款(附註25)	Pledged deposits (note 25)	131,395	-	131,395
現金及現金等價物(附註25)	Cash and cash equivalents (note 25)	1,716,960	-	1,716,960
總計	Total	33,252,642	2,701	33,255,343

Financial liabilities

		按攤銷成本列 賬的金融負債 Financial liabilities at amortised cost 人民幣千元 RMB'000
租賃負債(附註15)	Lease liabilities (note 15)	24,319
貿易應付款項及應付票據(附註26)	Trade and bills payables (note 26)	17,734,022
計入其他應付款項及應計費用的金融 負債(附註27)	Financial liabilities included in other payables and accruals (note 27)	11,735,326
計息銀行及其他借款(附註29)	Interest-bearing bank and other borrowings (note 29)	29,000,479
優先票據(附註30)	Senior notes (note 30)	24,162,213
公司債券(附註31)	Corporate bonds (note 31)	4,953,741
永續資本證券(附註34)	Perpetual capital securities (note 34)	1,391,908
應付關聯公司款項(附註40)	Due to related companies (note 40)	5,608,784
總計	Total	94,610,792

41. 按類別劃分的金融工具 (續)

二零二二年十二月三十一日

金融資產

		按攤銷成本 列賬的金融資產 Financial assets at amortised cost 人民幣千元 RMB'000	按公平值計入 損益的金融資產 Financial assets at fair value through profit or loss 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
按公平值計入損益的金融資產 (附註20)	Financial assets at fair value through profit or loss (note 20)	-	282,473	282,473
貿易應收款項 (附註23)	Trade receivables (note 23)	747,858	-	747,858
計入預付款項、其他應收款項及其他資產的金融資產 (附註24)	Financial assets included in prepayments, other receivables and other assets (note 24)	18,807,371	-	18,807,371
應收關聯公司款項 (附註40)	Due from related companies (note 40)	11,528,983	-	11,528,983
受限制現金 (附註25)	Restricted cash (note 25)	5,892,753	-	5,892,753
已抵押存款 (附註25)	Pledged deposits (note 25)	86,851	-	86,851
現金及現金等價物 (附註25)	Cash and cash equivalents (note 25)	3,270,111	-	3,270,111
總計	Total	40,333,927	282,473	40,616,400

金融負債

		按攤銷成本 列賬的金融負債 Financial liabilities at amortised cost 人民幣千元 RMB'000
租賃負債 (附註15)	Lease liabilities (note 15)	42,123
貿易應付款項及應付票據 (附註26)	Trade and bills payables (note 26)	15,604,977
計入其他應付款項及應計費用的金融負債 (附註27)	Financial liabilities included in other payables and accruals (note 27)	10,089,865
計息銀行及其他借款 (附註29)	Interest-bearing bank and other borrowings (note 29)	30,883,597
優先票據 (附註30)	Senior notes (note 30)	23,859,544
公司債券 (附註31)	Corporate bonds (note 31)	4,695,387
永續資本證券 (附註34)	Perpetual capital securities (note 34)	1,311,845
應付關聯公司款項 (附註40)	Due to related companies (note 40)	6,129,358
總計	Total	92,616,696

42. 金融工具的公平值及公平值層級

除賬面值與公平值合理相若的金融工具外，本集團金融工具的賬面值及公平值如下：

		賬面值		公平值	
		Carrying amounts		Fair values	
		二零二三年	二零二二年	二零二三年	二零二二年
		2023	2022	2023	2022
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
		RMB'000	RMB'000	RMB'000	RMB'000
金融資產	Financial assets				
按公平值計入損益的金融資產	Financial assets at fair value through profit or loss	2,701	282,473	2,701	282,473
金融負債	Financial liabilities				
計息銀行及其他借款	Interest-bearing bank and other borrowings	29,000,479	30,883,597	29,023,892	30,896,097
公司債券	Corporate bonds	4,953,741	4,695,387	2,516,379	1,381,289
優先票據	Senior notes	24,162,213	23,859,544	785,380	1,461,157
永續資本證券	Perpetual capital securities	1,391,908	1,311,845	19,506	66,414
總計	Total	59,508,341	60,750,373	32,345,157	33,804,957

管理層已評估現金及現金等價物、已抵押存款、受限制現金、貿易應收款項、貿易應付款項及應付票據、計入預付款項、其他應收款項及其他資產的金融資產、計入其他應付款項及應計費用的金融負債以及應收／應付關聯公司款項的公平值與其賬面值相若，主要是由於該等工具的到期期限較短。

本集團的融資部門由財務經理帶領，負責釐定金融工具公平值計量的政策及程序。財務經理直接向財務總監匯報。於各報告日期，融資部門分析金融工具價值的變動並決定應用於估值的主要輸入數據。估值由財務總監審核及批准。每年就中期及年度財務報告與審核委員會對估值結果進行兩次討論。

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:

		賬面值		公平值	
		Carrying amounts		Fair values	
		二零二三年	二零二二年	二零二三年	二零二二年
		2023	2022	2023	2022
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
		RMB'000	RMB'000	RMB'000	RMB'000
Financial assets	Financial assets				
Financial assets at fair value through profit or loss	Financial assets at fair value through profit or loss	2,701	282,473	2,701	282,473
Financial liabilities	Financial liabilities				
Interest-bearing bank and other borrowings	Interest-bearing bank and other borrowings	29,000,479	30,883,597	29,023,892	30,896,097
Corporate bonds	Corporate bonds	4,953,741	4,695,387	2,516,379	1,381,289
Senior notes	Senior notes	24,162,213	23,859,544	785,380	1,461,157
Perpetual capital securities	Perpetual capital securities	1,391,908	1,311,845	19,506	66,414
Total	Total	59,508,341	60,750,373	32,345,157	33,804,957

Management has assessed that the fair values of cash and cash equivalents, pledged deposits, restricted cash, trade receivables, trade and bills payables, financial assets included in prepayments, other receivables and other assets, financial liabilities included in other payables and accruals, and amounts due from/to related companies approximate to their carrying amounts largely due to the short term maturities of these instruments.

The Group's finance department headed by the finance manager is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance manager reports directly to the chief financial officer. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the chief financial officer. The valuation results are discussed with the audit committee twice a year for interim and annual financial reporting.

42. 金融工具的公平值及公平值層級 (續)

金融資產及負債之公平值以該工具於自願訂約各方現時進行之交易(強迫或清算銷售除外)中之交易金額入賬。以下方法及假設乃用於估計公平值：

計息銀行及其他借款的公平值乃通過將預期未來現金流量按現時可用於具類似條款、信用風險及餘下還款期限之工具的利率進行貼現計算。本集團於二零二三年十二月三十一日自有計息銀行及其他借款之不履約風險被評定為並不重大。

優先票據、永續資本證券及公司債券(不包括正榮債券V)的公平值乃根據市價計算。正榮債券V的公平值乃通過將預期未來現金流量按現時可用於具類似條款、信用風險及餘下還款期限之工具的利率進行貼現計算。

上市股本投資的公平值乃按所報市價計算。非上市基金投資的公平值乃參考所報市價根據市場法最大限度地利用可觀察市場數據計算。

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 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 for interest-bearing bank and other borrowings as at 31 December 2023 was assessed to be insignificant.

The fair values of senior notes, perpetual capital securities and corporate bonds, excluding Zhenro Bond V, are based on market prices. The fair value of Zhenro Bond V has been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities.

The fair values of listed equity investments are based on quoted market prices. The fair value of unlisted fund investments is based on the market approach by reference to quoted market prices, maximising the use of observable market data where it is available.

42. 金融工具的公平值及公平值層級 (續)

公平值層級

下表列示本集團金融工具的公平值計量層級：

按公平值計量的資產：
於二零二三年十二月三十一日

按公平值計入損益
的金融資產

於二零二二年十二月三十一日

		使用以下數據計量之公平值 Fair value measurement using			
		活躍市場 之報價 (第一級) Quoted prices in active markets (Level 1) 人民幣千元 RMB'000	重大可觀察 輸入數據 (第二級) Significant observable inputs (Level 2) 人民幣千元 RMB'000	重大不可觀 察輸入數據 (第三級) Significant unobservable inputs (Level 3) 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
按公平值計入損益 的金融資產	Financial assets at fair value through profit or loss	–	2,701	–	2,701

本集團於二零二三年十二月三十一日並無任何按公平值計量的金融負債(二零二二年：無)。

於本年度內，第一級與第二級之間並無公平值計量之轉撥，而金融資產與金融負債均無第三級之轉入或轉出(二零二二年：無)。

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:
As at 31 December 2023

		使用以下數據計量之公平值 Fair value measurement using			
		活躍市場 之報價 (第一級) Quoted prices in active markets (Level 1) 人民幣千元 RMB'000	重大可觀察 輸入數據 (第二級) Significant observable inputs (Level 2) 人民幣千元 RMB'000	重大不可觀 察輸入數據 (第三級) Significant unobservable inputs (Level 3) 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
按公平值計入損益 的金融資產	Financial assets at fair value through profit or loss	–	2,701	–	2,701

As at 31 December 2022

		使用以下數據計量之公平值 Fair value measurement using			
		活躍市場 之報價 (第一級) Quoted prices in active markets (Level 1) 人民幣千元 RMB'000	重大可觀察 輸入數據 (第二級) Significant observable inputs (Level 2) 人民幣千元 RMB'000	重大不可觀 察輸入數據 (第三級) Significant unobservable inputs (Level 3) 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
按公平值計入損益 的金融資產	Financial assets at fair value through profit or loss	417	282,056	–	282,473

The Group had no financial liabilities measured at fair value as at 31 December 2023 (2022: Nil).

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities (2022: Nil).

42. 金融工具的公平值及公平值層級 (續)

公平值層級 (續)

披露公平值的負債：

於二零二三年十二月三十一日

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

		使用以下數據計量之公平值 Fair value measurement using			
		活躍市場 之報價 (第一級) Quoted prices in active markets (Level 1) 人民幣千元 RMB'000	重大可觀察 輸入數據 (第二級) Significant observable inputs (Level 2) 人民幣千元 RMB'000	重大不可觀 察輸入數據 (第三級) Significant unobservable inputs (Level 3) 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
計息銀行及其他 借款	Interest-bearing bank and other borrowings	–	29,023,892	–	29,023,892
公司債券	Corporate bonds	2,392,479	123,900	–	2,516,379
優先票據	Senior notes	785,380	–	–	785,380
永續資本證券	Perpetual capital securities	19,506	–	–	19,506
總計	Total	3,197,365	29,147,792	–	32,345,157

於二零二二年十二月三十一日

As at 31 December 2022

		使用以下數據計量之公平值 Fair value measurement using			
		活躍市場 之報價 (第一級) Quoted prices in active markets (Level 1) 人民幣千元 RMB'000	重大可觀察 輸入數據 (第二級) Significant observable inputs (Level 2) 人民幣千元 RMB'000	重大不可觀 察輸入數據 (第三級) Significant unobservable inputs (Level 3) 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
計息銀行及其他 借款	Interest-bearing bank and other borrowings	–	30,896,097	–	30,896,097
公司債券	Corporate bonds	993,595	387,694	–	1,381,289
優先票據	Senior notes	1,461,157	–	–	1,461,157
永續資本證券	Perpetual capital securities	66,414	–	–	66,414
總計	Total	2,521,166	31,283,791	–	33,804,957

43. 財務風險管理目標及政策

本集團的主要金融工具主要包括現金及銀行結餘、貿易應收款項以及貿易及其他應付款項，該等金融工具因其經營而直接產生。本集團擁有其他金融資產及負債，如計息銀行及其他借款、優先票據、企業票據、按公平值計入損益的金融工具、關聯公司款項及其他應收款項。該等金融工具的主要目的在於為本集團的運營融資。

本集團金融工具產生的主要風險為利率風險、外匯風險、信用風險及流動資金風險。一般而言，本集團對其風險管理採取保守策略。本集團未持有或發行可供交易的衍生金融工具。董事會檢討並同意該等風險管理政策，其概述如下。

(a) 利率風險

本集團面臨的市場利率變動風險主要與財務報表附註29所載的本集團計息銀行及其他借款有關。本集團並無使用衍生金融工具對沖利率風險。本集團使用浮息銀行借款管理其利息成本。

於二零二三年十二月三十一日，倘在所有其他變量維持不變的情況下銀行借款的利率上升/下降1%，則本集團於本年度的除稅前溢利將減少/增加約人民幣41,560,000元(二零二二年：人民幣44,606,000元)。

(b) 外匯風險

本集團面臨交易貨幣風險。該等風險乃因運營單位以單位之功能貨幣以外之貨幣進行交易而產生。此外，本集團面臨來自其金融資產及優先票據的貨幣風險。

43. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments mainly include cash and bank balances, trade receivables, and trade and other payables, which arise directly from its operations. The Group has other financial assets and liabilities such as interest-bearing bank and other borrowings, senior notes, corporate notes, financial instruments at fair value through profit or loss, amounts with related companies and other receivables. The main purpose of these financial instruments is to raise finance for the Group's operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. Generally, the Group introduces conservative strategies on its risk management. The Group does not hold or issue derivative financial instruments for trading purposes. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

(a) Interest rate risk

The Group's exposure to risk for changes in market interest rates relates primarily to the Group's interest-bearing bank and other borrowings as set out in note 29 to the financial statements. The Group does not use derivative financial instruments to hedge interest rate risk. The Group manages its interest cost using variable rate bank borrowings.

As at 31 December 2023, if the interest rate of bank borrowings had increased/decreased by 1% and all other variables held constant, the profit before tax for the year of the Group would have decreased/increased by approximately RMB41,560,000 (2022: RMB44,606,000).

(b) Foreign currency risk

The Group has transactional currency exposures. Such exposures arise from transactions by operating units in currencies other than the units' functional currencies. In addition, the Group has currency exposures from its financial assets and senior notes.

43. 財務風險管理目標及政策 (續)

(b) 外匯風險 (續)

下表列示於報告期末在所有其他變量維持不變的情況下，因美元及人民幣匯率的合理可能變動而對本集團除稅前溢利的影響(來自以美元及人民幣計值的金融工具)及本集團權益的影響(由於遠期貨幣合同的公平值變動)之敏感度分析。

二零二三年 2023

倘人民幣兌美元轉弱
倘人民幣兌美元轉強

If the RMB weakens against US\$
If the RMB strengthens against US\$

-5%
+5%

(1,200,764)
1,200,764

二零二二年

2022

倘人民幣兌美元轉弱
倘人民幣兌美元轉強

If the RMB weakens against US\$
If the RMB strengthens against US\$

-5%
+5%

(934,795)
934,795

(c) 信用風險

本集團僅與獲認可及信譽可靠之第三方進行買賣。本集團之政策為所有有意以信貸期進行買賣之客戶須接受信貸審核程序。此外，應收款項結餘持續受監管，而本集團承受壞賬之風險並不重大。就以非有關營運單位功能貨幣計值之交易而言，未經信貸管理部主管特別批准，本集團不會給予信貸期。

43. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

(b) Foreign currency risk (Continued)

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the US\$ and RMB exchange rates, with all other variables held constant, of the Group's profit before tax (arising from US\$ and RMB denominated financial instruments) and the Group's equity (due to changes in the fair value of forward currency contracts).

美元匯率 上升/(下跌)	除稅前溢利 增加/(減少)
Increase/ (decrease) in US\$ rate	Increase/ (decrease) in profit before tax
%	人民幣千元
%	RMB'000

二零二三年

2023

倘人民幣兌美元轉弱
倘人民幣兌美元轉強

If the RMB weakens against US\$
If the RMB strengthens against US\$

-5%
+5%

(1,200,764)
1,200,764

二零二二年

2022

倘人民幣兌美元轉弱
倘人民幣兌美元轉強

If the RMB weakens against US\$
If the RMB strengthens against US\$

-5%
+5%

(934,795)
934,795

(c) Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant. For transactions that are not denominated in the functional currency of the relevant operating unit, the Group does not offer credit terms without the specific approval of the Head of Credit Control.

43. 財務風險管理目標及政策 (續)

(c) 信用風險 (續)

最大風險及年終所處階段
下表載列於十二月三十一日按照本集團的信貸政策劃分的信貸質素及最高信用風險(乃主要基於逾期資料(除非取得其他資料無須不必要的成本或努力)釐定)及年終所處階段分類。所呈列金額為金融資產的賬面總值。

於二零二三年十二月三十一日

43. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

(c) Credit risk (Continued)

Maximum exposure and year-end staging

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December. The amounts presented are gross carrying amounts for financial assets.

As at 31 December 2023

		12個月預期 信貸虧損 12-month ECLs	全期預期信貸虧損 Lifetime ECLs			
		第一階段	第二階段	第三階段	簡易法	總計
		Stage 1	Stage 2	Stage 3	Simplified	Total
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
貿易應收款項	Trade receivables	–	–	–	574,284	574,284
計入預付款項、其他 應收款項及其他 資產的金融資產 — 正常	Financial assets included in prepayments, other receivables and other assets – Normal	17,361,685	–	–	–	17,361,685
應收關聯公司款項	Due from related companies	–	–	–	10,281,064	10,281,064
受限制現金	Restricted cash	3,187,254	–	–	–	3,187,254
已抵押存款	Pledged deposits	131,395	–	–	–	131,395
現金及現金等價物	Cash and cash equivalents	1,716,960	–	–	–	1,716,960
總計	Total	22,397,294	–	–	10,855,348	33,252,642

43. 財務風險管理目標及政策 (續)

(c) 信用風險 (續)

於二零二二年十二月三十一日

43. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

(c) Credit risk (Continued)

As at 31 December 2022

		12個月預期 信貸虧損 12-month ECLs	全期預期信貸虧損 Lifetime ECLs			
		第一階段	第二階段	第三階段	簡易法 Simplified approach	總計 Total
		Stage 1	Stage 2	Stage 3		
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
貿易應收款項	Trade receivables	—	—	—	747,858	747,858
計入預付款項、其他 應收款項及其他 資產的金融資產 — 正常	Financial assets included in prepayments, other receivables and other assets — Normal	18,807,371	—	—	—	18,807,371
應收關聯公司款項	Due from related companies	—	—	—	13,308,956	13,308,956
受限制現金	Restricted cash	5,892,753	—	—	—	5,892,753
已抵押存款	Pledged deposits	86,851	—	—	—	86,851
現金及現金等價物	Cash and cash equivalents	3,270,111	—	—	—	3,270,111
總計	Total	28,057,086	—	—	14,056,814	42,113,900

* 本集團根據預期信貸虧損就減值資料應用簡易法的貿易應收款項於財務報表附註23披露。概無重大信用集中風險。

** 倘計入預付款項、其他應收款項及其他資產的金融資產並未逾期且並無資料顯示該等金融資產的信用風險自初始確認以來大幅增加，則該等金融資產之信貸質素被視為「正常」。

* For trade receivables to which the Group applies the simplified approach for impairment, information based on the ECLs is disclosed in note 23 to the financial statements. There is no significant concentration of credit risk.

** The credit quality of the financial assets included in prepayments, other receivables and other assets is considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition.

43. 財務風險管理目標及政策 (續)

(d) 流動資金風險

本集團的目標為透過運用計息銀行及其他借款、租賃負債、公司債券、優先票據以及資產支持證券所得款項維持融資持續性及靈活性之間的平衡。本集團持續密切監控現金流量。

本集團於報告期末按合約未貼現付款計算的金融負債的到期情況如下：

43. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

(d) Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of interest-bearing bank and other borrowings, lease liabilities, corporate bonds, senior notes and proceeds from asset-backed securities. Cash flows are being closely monitored on an ongoing basis.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

	按要求	3個月以內	3至12個月	1年以上	總計	
	On demand	Less than 3 months	3 to 12 months	Over 1 year	Total	
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
二零二三年 十二月三十一日	31 December 2023					
計息銀行及其他 借款	Interest-bearing bank and other borrowings	18,161,889	4,279,476	5,273,425	3,392,174	31,106,964
公司債券	Corporate bonds	1,176,000	3,653	–	4,437,706	5,617,359
優先票據	Senior notes	12,715,387	16,069,276	–	–	28,784,663
永續資本證券	Perpetual capital securities	1,548,750	–	–	–	1,548,750
租賃負債	Lease liabilities	–	6,913	9,688	12,746	29,347
貿易應付款項及 應付票據	Trade and bills payables	17,734,022	–	–	–	17,734,022
計入其他應付款項 的金融負債	Financial liabilities included in other payables	11,563,413	1,131,487	932,319	372,082	13,999,301
應付關聯公司款項	Due to related companies	66,031	5,560,057	–	–	5,626,088
總計	Total	62,965,492	27,050,862	6,215,432	8,214,708	104,446,494

43. 財務風險管理目標及政策 (續)

(d) 流動資金風險 (續)

本集團於報告期末按合約未貼現付款計算的金融負債的到期情況如下：(續)

有關按持續基準編製之分析，請參閱附註2.1。

43. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

(d) Liquidity risk (Continued)

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows: (Continued)

Please refer to Note 2.1 for analysis of going concern basis of preparation.

	按要求	3個月以內	3至12個月	1年以上	總計	
	On demand	Less than 3 months	3 to 12 months	Over 1 year	Total	
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
二零二二年 十二月三十一日	31 December 2022					
計息銀行及其他 借款	Interest-bearing bank and other borrowings	16,467,510	3,974,548	7,304,422	5,504,226	33,250,706
公司債券	Corporate bonds	1,113,000	–	3,697,481	–	4,810,481
優先票據	Senior notes	633,470	26,388,276	–	–	27,021,746
永續資本證券	Perpetual capital securities	–	1,416,716	–	–	1,416,716
租賃負債	Lease liabilities	–	7,572	37,727	14,343	59,642
貿易應付款項及 應付票據	Trade and bills payables	15,604,977	–	–	–	15,604,977
計入其他應付款項 的金融負債	Financial liabilities included in other payables	9,720,392	795,558	1,222,204	943,277	12,681,431
應付關聯公司款項	Due to related companies	48,334	6,081,266	–	–	6,129,600
總計	Total	43,587,683	38,663,936	12,261,834	6,461,846	100,975,299

43. 財務風險管理目標及政策 (續)

(e) 資本管理

本集團資本管理的主要目標為保障本集團持續經營並維持穩健的資本比率的能力，以支持其業務並使股東價值最大化。

本集團會根據經濟狀況的變化管理及其調整其資本架構。為維持或調整資本架構，本集團或會對派付予股東的股息、股東資本回報或發行新股作出調整。

本集團採用資產負債率(即債務淨額除以權益總額)來監控資本。本集團的債務淨額包括貿易應付款項及應付票據、其他應付款項及應計費用、計息銀行及其他借款、公司債券、優先票據、永續資本證券、租賃負債及應付關聯公司款項減現金及現金等價物。於報告期末的資產負債率如下：

		31 December 2023 二零二三年 十二月三十一日 人民幣千元 RMB'000	31 December 2022 二零二二年 十二月三十一日 人民幣千元 RMB'000
貿易應付款項及應付票據	Trade and bills payables	17,734,022	15,604,977
其他應付款項及應計費用	Other payables and accruals	11,735,326	10,089,865
計息銀行及其他借款	Interest-bearing bank and other borrowings	29,000,479	30,883,597
公司債券	Corporate bonds	4,953,741	4,695,387
優先票據	Senior notes	24,162,213	23,859,544
永續資本證券	Perpetual capital securities	1,391,908	1,311,845
租賃負債	Lease liabilities	24,319	42,123
應付關聯公司款項	Due to related companies	5,608,784	6,129,358
減：現金及現金等價物	Less: Cash and cash equivalents	1,716,960	3,270,111
債務淨額	Net debt	92,893,832	89,346,585
權益總額	Total equity	6,151,529	17,479,657
資本及債務淨額	Capital and net debt	99,045,361	106,826,242
資產負債率	Gearing ratio	94%	84%

43. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

(e) Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

The Group monitors capital using a gearing ratio, which is net debt divided by total equity. The Group includes, within net debt, trade and bills payables, other payables and accruals, interest-bearing bank and other borrowings, corporate bonds, senior notes, perpetual capital securities, lease liabilities and amounts due to related companies, less cash and cash equivalents. The gearing ratios as at the end of the reporting periods were as follows:

44. 報告期後事項

於二零二四年一月二日，本公司宣佈，本公司與債權人特別小組訂立重組支持協議（「重組支持協議」），該債權人特別小組持有約佔未償還本金總額的26.97%。詳情請參閱本公司日期為二零二四年一月二日的公告。

於二零二四年一月二十四日，本公司宣佈，持有現有境外債務超過79%的參與債權人已加入重組支持協議。詳情請參閱本公司日期為二零二四年一月二十四日的公告。

於二零二四年一月三十一日，本公司宣佈，就重組計劃召開的聆訊訂於二零二四年五月二日在中華人民共和國香港特別行政區高等法院（「法院」）舉行，藉此尋求法院頒令召開計劃會議，以供計劃債權人考慮並酌情批准（不論經修改與否）計劃。詳情請參閱本公司日期為二零二四年一月三十一日的公告。

於二零二四年三月六日，本公司宣佈預期不會於二零二四年三月十日在二零二四年票據II到期時支付未償還本金以及應計及未付利息。詳情請參閱本公司日期為二零二四年三月六日的公告。

44. EVENTS AFTER THE REPORTING PERIOD

On 2 January 2024, the Company announced that the Company entered into the Restructuring Support Agreement (“RSA”) with AHG representing approximately 26.97% of the aggregate outstanding principal amount. For details, please refer to the announcement of the Company dated 2 January 2024.

On 24 January 2024, the Company announced that, participating creditors holding over 79% of the existing offshore debts have acceded to the RSA. For details, please refer to the announcement of the Company dated 24 January 2024.

On 31 January 2024, the Company announced that the convening hearing in respect of the restructuring schemes, at which an order will be sought from the High Court of the Hong Kong Special Administrative Region of the People’s Republic of China (the “Court”) to convene the Scheme Meeting for the purpose of scheme creditors considering and, if thought fit, approving (with or without modification) the scheme, is scheduled to be heard before the Court on 2 May 2024. For details, please refer to the announcement of the Company dated 31 January 2024.

On 6 March 2024, the Company announced that the Company did not expect to be pay the outstanding principal amount of the 2024 Notes II and the accrued and unpaid interest thereon upon maturity on 10 March 2024. For details, please refer to the announcement of the Company dated 6 March 2024.

財務報表附註
Notes to Financial Statements

二零二三年十二月三十一日
31 December 2023

45. 本公司財務狀況表

於報告期末，有關本公司財務狀況表的資料如下：

45. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

		二零二三年 2023 人民幣千元 RMB'000	二零二二年 2022 人民幣千元 RMB'000
非流動資產	NON-CURRENT ASSETS		
於合營企業的投資	Investments in joint ventures	1	1
物業、廠房及設備	Property, plant and equipment	7	8
總計非流動資產	Total non-current assets	8	9
流動資產	CURRENT ASSETS		
現金及現金等價物	Cash and cash equivalents	2,797	4,649
預付款項、其他應收款項及其他資產	Prepayments, other receivables and other assets	15,169	14,939
應收關聯公司款項	Due from related companies	16,112	41,811
應收附屬公司款項	Due from subsidiaries	26,333,468	27,288,884
總計流動資產	Total current assets	26,367,546	27,350,283
流動負債	CURRENT LIABILITIES		
計息銀行及其他借款	Interest-bearing bank and other borrowings	1,824,769	1,866,971
其他應付款項及應計費用	Other payables and accruals	4,360,958	1,882,575
應付關聯公司款項	Due to related companies	83,617	48,092
應付附屬公司款項	Due to subsidiaries	2,158,545	2,180,520
優先票據	Senior notes	24,434,118	24,126,674
永續資本證券	Perpetual capital securities	1,391,908	1,311,845
總計流動負債	Total current liabilities	34,253,915	31,416,677
流動負債淨額	NET CURRENT LIABILITIES	(7,886,369)	(4,066,394)
總資產減流動負債	TOTAL ASSETS LESS CURRENT LIABILITIES	(7,886,361)	(4,066,385)
負債淨額	Net liabilities	(7,886,361)	(4,066,385)
權益	EQUITY		
股本	Share capital	282	282
儲備	Reserves	(7,886,643)	(4,066,667)
資產虧絀／權益總額	Deficiency in assets/total equity	(7,886,361)	(4,066,385)

45. 本公司財務狀況表 (續)

附註：

本公司的權益概要如下：

		股本	股份溢價	保留溢利	匯兌波動 儲備	永續資本 證券	總計
		Share capital	Share premium	Retained profits	Exchange fluctuation reserve	Perpetual capital instruments	Total
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
於二零二二年 一月一日的結餘	Balance at 1 January 2022	282	3,696,478	(4,435,808)	100,581	1,415,744	777,277
年內全面虧損總額	Total comprehensive loss for the year	-	-	(3,057,054)	-	7,750	(3,049,304)
向永續資本證券 持有人派付股息	Dividends to the holders of perpetual capital securities	-	-	-	-	(72,140)	(72,140)
公佈贖回永續資本 證券	Announcement of redemption of perpetual capital securities	-	-	-	-	(1,351,354)	(1,351,354)
匯兌波動儲備	Exchange fluctuation reserve	-	-	-	(370,864)	-	(370,864)
於二零二二年 十二月三十一日及 二零二三年一月一日 的結餘	Balance at 31 December 2022 and 1 January 2023	282	3,696,478	(7,492,862)	(270,283)	-	(4,066,385)
年內全面虧損總額	Total comprehensive loss for the year	-	-	(3,691,358)	-	-	(3,691,358)
匯兌波動儲備	Exchange fluctuation reserve	-	-	-	(128,618)	-	(128,618)
於二零二三年 十二月三十一日 的結餘	Balance at 31 December 2023	282	3,696,478	(11,184,220)	(398,901)	-	(7,886,361)

45. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Note:

A summary of the Company's equity is as follows:

46. 批准財務報表

董事會於二零二四年三月二十八日批准並授權刊發本財務報表。

46. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 28 March 2024.

五年財務概要

Five Years' Financial Summary

		截至十二月三十一日止年度				
		Year ended 31 December				
		二零二三年	二零二二年	二零二一年	二零二零年	二零一九年
		2023	2022	2021	2020	2019
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
收益	Revenue	38,774,935	25,895,478	36,992,368	36,126,089	32,557,660
年內(虧損)/溢利	(Loss)/Profit for the year	(9,485,562)	(14,617,223)	1,195,513	3,558,934	3,093,984
母公司擁有人應佔 年內(虧損)/溢利	(Loss)/Profit for the year attributable to owners of the parent	(8,467,942)	(12,877,046)	809,005	2,650,744	2,506,405
		於十二月三十一日				
		As at 31 December				
		二零二三年	二零二二年	二零二一年	二零二零年	二零一九年
		2023	2022	2021	2020	2019
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
非流動資產	Non-current assets	18,602,851	20,954,039	27,030,605	22,145,787	17,701,352
流動資產	Current assets	134,584,778	173,512,253	226,811,001	199,239,714	151,517,858
資產總額	Total assets	153,187,629	194,466,292	253,841,606	221,385,501	169,219,210
非流動負債	Non-current liabilities	7,638,146	6,634,440	41,365,530	51,523,998	41,713,271
流動負債	Current liabilities	139,397,954	170,352,195	171,533,565	132,258,549	96,445,950
負債總額	Total liabilities	147,036,100	176,986,635	212,899,095	183,782,547	138,159,221
權益總額	Total equity	6,151,529	17,479,657	40,942,511	37,602,954	31,059,989
母公司擁有人應佔 權益總額	Total equity attributable to owners of the parent	(3,888,963)	4,758,934	19,354,196	19,576,267	16,396,527



zhenro 正荣地产