

L.gem 綠景(中國)地產投資有限公司

LVGEM (CHINA) REAL ESTATE INVESTMENT COMPANY LIMITED

(於開曼群島註冊成立之有限公司)

(Incorporated in the Cayman Islands with limited liability)

香港聯交所股份代號: 95 HKSE Stock Code: 95

山 高 路 遠 行 則 將 至

2022

ANNUAL REPORT

年 報



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Corporate Information

公司資料

Directors

Executive Directors

Ms. HUANG Jingshu (*Chairman*)
Mr. TANG Shouchun (*Chief Executive Officer*)
Mr. YE Xingan
Mr. HUANG Hao Yuan
Ms. LI Yufei

Independent Non-Executive Directors

Mr. WANG Jing
Ms. HU Gin Ing
Mr. MO Fan

Executive Committee

Ms. HUANG Jingshu (*Chairman*)
Mr. TANG Shouchun (*Chief Executive Officer*)
Mr. YE Xingan
Mr. HUANG Hao Yuan
Ms. LI Yufei

Audit Committee

Ms. HU Gin Ing (*Chairman*)
Mr. WANG Jing
Mr. MO Fan

Nomination Committee

Ms. HUANG Jingshu (*Chairman*)
Mr. WANG Jing
Mr. MO Fan

Remuneration Committee

Ms. HU Gin Ing (*Chairman*)
Ms. HUANG Jingshu
Mr. MO Fan

Authorised Representatives

Mr. TANG Shouchun
Mr. CHAN Kin Man

Company Secretary

Mr. CHAN Kin Man

Auditor

Deloitte Touche Tohmatsu
Registered Public Interest Entity Auditors

Registered Office

Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

董事

執行董事

黃敬舒女士 (*主席*)
唐壽春先生 (*行政總裁*)
葉興安先生
黃浩源先生
李俞霏小姐

獨立非執行董事

王敬先生
胡競英女士
莫凡先生

執行委員會

黃敬舒女士 (*主席*)
唐壽春先生 (*行政總裁*)
葉興安先生
黃浩源先生
李俞霏小姐

審核委員會

胡競英女士 (*主席*)
王敬先生
莫凡先生

提名委員會

黃敬舒女士 (*主席*)
王敬先生
莫凡先生

薪酬委員會

胡競英女士 (*主席*)
黃敬舒女士
莫凡先生

授權代表

唐壽春先生
陳健民先生

公司秘書

陳健民先生

核數師

德勤•關黃陳方會計師行
註冊公眾利益實體核數師

註冊辦事處

Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands



Head Office and Principal Place of Business in Hong Kong

Unit 2501, NEO
123 Hoi Bun Road
Kwun Tong
Kowloon, Hong Kong

PRC Offices

55/F, Tower A, NEO Building
6011 Shennan Avenue, Futian District
Shenzhen, PRC
Postal Code: 518048

26/F Gold River Center
88 Shi Shan Road, New District
Suzhou, PRC
Postal Code: 215011

Legal Advisers (in alphabetical order)

Appleby Hunter Bailhache
Deacons
Global Law Office

Principal Bankers (in alphabetical order)

Bank of China (Hong Kong) Limited
Bank of Communications Co., Ltd
Bank of Shanghai Co., Limited
China Construction Bank Corporation
China Everbright Bank Company Limited
China Zhesang Bank Co., Ltd.
CMB Wing Lung Bank Limited
Hang Seng Bank Limited
Hua Xia Bank Co., Limited
Nanyang Commercial Bank Limited

Principal Share Registrar and Transfer Office

Ocorian Trust (Cayman) Limited
Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Branch Share Registrar and Transfer Office in Hong Kong

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

Securities Code

Stock

HKEx: 95
Board Lot: 2,000 shares

Website

www.lvgem-china.com

總辦事處及香港主要營業地點

香港九龍
觀塘
海濱道123號
綠景NEO大廈2501室

國內辦事處

中國深圳市
福田區深南中路6011號
NEO大廈(A座)55層
郵編: 518048

中國蘇州市
新區獅山路88號
金河國際中心26層
郵編: 215011

法律顧問 (按英文字母排列次序)

Appleby Hunter Bailhache
的近律師行
環球律師事務所

主要往來銀行 (按英文字母排列次序)

中國銀行(香港)有限公司
交通銀行股份有限公司
上海銀行股份有限公司
中國建設銀行股份有限公司
中國光大銀行股份有限公司
浙江銀行股份有限公司
招商永隆銀行有限公司
恒生銀行有限公司
華夏銀行股份有限公司
南洋商業銀行有限公司

主要股份過戶登記處

Ocorian Trust (Cayman) Limited
Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

香港股份過戶登記分處

卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心17樓

證券代號

股份

香港聯交所: 95
交易單位: 2,000股

公司網址

www.lvgem-china.com



Chairman's Statement

主席報告

Dear Shareholders,

On behalf of the board of directors (the “Directors” or the “Board”) of LVGEM (China) Real Estate Investment Company Limited (the “Company” or “LVGEM (China)”), I would like to report to all shareholders of the Company the consolidated business performance of the Company and its subsidiaries (collectively known as the “Group”) for the year ended 31 December 2022.

2022 was a tumultuous year. With a century of changes, the once-a-century pandemic and geopolitical turmoil, the global economic momentum has been slowing down. The domestic reform and development have become a daunting mission as the triple pressure of shrinking demand, supply shocks and weakening expectations was evident. In light of such difficult macro environment internally and externally, the Party Central Committee and the State Council of the PRC have risen to the challenges and implemented precise measures. Focusing on the economic development in a high-quality way unswervingly, they firmly pushed forward a high level of opening-up and made every effort to maintain macroeconomic stability. After all, China achieved a breakthrough in annual gross domestic product (“GDP”) exceeding RMB121 trillion with its overall social stability and comprehensive national power that has scaled new heights, demonstrating the characteristics of China's strong economic resilience, great potential and vitality. China has become an important stabilizer of global economic development.

During the year, the real estate industry continued to undergo in-depth adjustments and the long-term housing demand momentum continued to weaken. Meanwhile, with short-term negative factors such as the recurring COVID-19 pandemic and the suspension of construction work and loans for various projects across the country, real estate companies were confronted with unprecedented downward pressure, putting an end to the risky era of “high leverage and quick turnover”. Now the industry was accordingly at the crossroads of a century of change. Facing with the new problems in the real estate sector, the Central Government reiterated that “real estate is currently the pillar industry of the national economy”, and stressed the importance of “stabilising real estate” to “stabilise the economy”. It continued to adopt policies favoring from the demand side to the credit side. In November 2022, the Central Government issued the “Notice of the People's Bank of China and China Banking and Insurance Regulatory Commission on Improving Financial Support for the Stable and Healthy Development of the Real Estate Market” (the “16 Financial Regulations”) to greatly enrich the financial toolbox, open up the three channels of credit financing, debt financing and equity financing for real estate enterprises, actively support quality real estate enterprises, bolster the real estate market with financial means and further implement the long-term development mechanism for real estate, thereby promoting the formation of a virtuous cycle in the industry.

Against the backdrop of the accelerated industry clearance, LVGEM (China) has prepared for the worst and taken a prudent and forward-looking approach to review the risk exposure in advance during the year, striving to ensure the Group's capital was kept within a secured range and the development and construction of various urban renewal projects was carried out in an orderly manner as planned. In particular, the Baishizhou Urban Renewal Project (the “Baishizhou Project”), a hallmark urban renewal project which has attracted much attention from the community, made a breakthrough progress during the year and is expected to contribute considerable revenue and cash flow to the Group as the harvesting stage is approaching, providing an enhanced and sound safety cushion for the Group's development. During the year under review, in the midst of the industry changes with elimination of the weak players, the Group has been able to forge ahead by overcoming all challenges and operating conscientiously without any over-ambitious plans.

各位股東：

本人謹代表綠景(中國)地產投資有限公司(「本公司」或「綠景(中國)」)董事會(「董事」或「董事會」)向所有本公司之股東匯報本公司及其附屬公司(統稱「本集團」)截至二零二二年十二月三十一日止年度的綜合業務表現。

二零二二年是激蕩的一年，百年變局和世紀疫情交織疊加，地緣政治局勢動盪不安，世界經濟動能趨慢趨緩；國內改革發展任務艱巨，需求收縮、供給衝擊、預期轉弱等三重壓力顯現。面對內外交困的宏觀環境，黨中央、國務院迎難而上，精準施策，咬定經濟高質量發展路徑不放鬆，扎實推進高水準的對外開放，全力維持宏觀經濟大盤穩定，最終實現全年國內生產總值突破121萬億元，社會運行總體穩定，綜合國力再上新台階，彰顯出我國經濟韌性強、潛力大、活力足的特點，中國已經成為世界經濟發展的重要穩定器。

回顧年內，房地產行業深度調整態勢未改，長期購房需求動能持續減弱，同時受疫情反復迭蕩、全國多個項目停工停貸等短期負面因素影響，房企面臨的下行壓力前所未有，烈火烹油的「高槓桿，快周轉」時代宣告終結，行業站在了百年變局的十字路口。中央政府面對房地產行業出現的新問題，重申「當前房地產是國民經濟的支柱性產業」，強調「穩地產」對於「穩經濟」的重要性，從需求端到信貸端不斷釋放政策回暖信號，於二零二二年十一月發佈《中國人民銀行中國銀行保險監督管理委員會關於做好當前金融支持房地產市場平穩健康發展工作的通知》(下稱「金融16條」)，大幅豐富金融工具箱，從信貸融資、債務融資和股權融資三方面為房企打開通道，積極扶持優質房企，以金融手段托住房地產市場，進一步落實房地產長效發展機制，促進行業形成良性循環。

在房地產行業加速出清的大背景下，綠景(中國)地產年內未雨綢繆，穩扎穩打，以前瞻性的眼光提前研判風險敞口，力保本集團資金運行在安全區間，按計劃有序推進各舊改項目的開發與建設，特別是備受社會關注的明星舊改項目—白石洲城市更新項目(下稱「白石洲項目」)年內取得突破性進展，收穫期將至，預期屆時將為本集團貢獻可觀的收入和現金流，為本集團發展加固厚實的安全墊。回顧年內，本集團披荊斬棘，真抓實幹，不馳於空想，不驚於虛聲，在大浪淘沙的行業變局中穩步前行。



Starting as a construction company, LVGEM (China) has been focusing on the urban renewal segment for almost 30 years. We believe we are the first mover in the urban renewal segment in the Guangdong-Hong Kong-Macao Greater Bay Area (the "GBA"). Over the years, adhering to the "dual-core" strategic layout approach of "Focusing on Core Cities and Cities' Core Areas" at all times, the Group has early identified and acquired a number of high-value land bank projects in the core cities and core districts of the GBA at an early stage at low cost leveraging its unique business vision. It harnessed the huge demographic dividend and land bank appreciation arising from the process of urban expansion in the GBA, thereby proudly attaining the high gross profit level that outperformed the industry generally. The exceptional profitability has helped to safeguard the Group from the maze of industry changes. Over the past 30 years, the Group has accumulated rich experience and extensive resources in the urban renewal segment. Its strategy to focus on regional development has delivered satisfactory results as a solid moat laid in the urban renewal segment, which has further raised its barrier to competitors for the segment and consolidated the overall strength of the Group, enabling it to grow into a leading player in the urban renewal segment in the GBA and a reputable provider of quality living for the GBA residents.

2022 was a critical year for the GBA in formulating the framework for developing itself into a leading international bay area and a world-class city cluster. Over the past five years, ranging from "hard connection" of infrastructures to "soft connection" of systems and mechanisms, the comprehensive strength and regional competitiveness of the GBA have been significantly enhanced, equipping itself with the basic conditions for developing into a leading international bay area and a world-class city cluster. The GBA is currently one of the most open and economically dynamic regions in China, and has an important strategic position in the overall development of the country. The "Outline Plan for the Guangdong-Hong Kong-Macao Greater Bay Area" (《粵港澳大灣區規劃綱要》) is a national-level socio-economic development plan. Benefiting from the encouraging policies and support favoring the China's regional economic development, the Group will seize the huge opportunities arising from the market capacity expansion of the GBA and leverage on its strong industrial base of the GBA and the continuous influx of high-end population to persistently drive its high-value land reserve projects to maturity. With the tailwind of the rapid economic growth on the Lingding Bay coast, the Group is well-poised to develop steadily and secure sustainable growth.

During the year, orienting with the real estate development and sales projects as its core business, the Group proactively monitored the macro environment and timely adopted diversified home sales strategies based on its quality property projects located in the core districts, thus delivering a business result that was in line with expectations. For the year ended 31 December 2022, the real estate development and sales of the Group generated revenue of approximately RMB1,211.3 million, representing a decrease of approximately 64.3% as compared to last year. During 2022, suffering from both demand and supply slowdown, the real estate industry registered increasingly sluggish sales generally. According to market statistics, total real estate sales throughout China in 2022 amounted to RMB13.33 trillion, representing a decrease of approximately 26.7% year-on-year; the sales area was approximately 1,358 million square meters, down approximately 24.3% year-on-year, which showed that the overall contract sales are not optimistic. Thanks to the Group's core location layout concept pursued for many years, which has made its property projects more resilient to risks during the winter's chill of the industry, the Group's contracted sales significantly outperformed the industry average in the difficult market environment. During the year, property contracted sales was mainly generated from projects such as LVGEM Royal Bay in Zhuhai, International Garden in Huazhou and Joyful Town in Zhuhai. Among them, LVGEM Royal Bay in Zhuhai, which is currently the Group's key project for sale and one of the pilot urban renewal projects in Zhuhai, has been included in the annual priorities of Zhuhai city for several times. Located in the sub-district of Nanwan, Xiangzhou District, Zhuhai City, the LVGEM Royal Bay project has the

綠景(中國)以建築業起點，耕耘舊改賽道近三十年，是粵港澳大灣區城市更新領域當之無愧的先行者。多年來，本集團提綱挈領，始終堅持「深耕核心城市，聚焦城市核心」的戰略佈局方針，憑藉獨特的商業眼光，以低成本及早鎖定大灣區核心城市、核心區域的多個高價值土儲項目，在大灣區城市擴容的過程中承接巨大的人口紅利和土儲增值，致使本集團長期擁有笑傲行業整體的高毛利率水平，盈利能力出類拔萃，為本集團在行業變革的迷霧中保駕護航。三十載耕耘，本集團在城市更新賽道上已經積累起豐富的經驗和廣泛的資源，區域深耕效應顯現，深厚的護城河進一步提高了本集團在城市更新賽道上的競爭壁壘，增強了本集團的綜合實力，使其日益成長為大灣區城市更新賽道上的領頭羊和灣區居民有口皆碑的品質生活締造商。

二零二二年是粵港澳大灣區建成國際一流灣區和基本形成世界級城市群框架的關鍵之年。過去五年，從基礎設施「硬聯通」到體制機制「軟聯通」，粵港澳大灣區綜合實力、區域競爭力顯著增強，已具備建成國際一流灣區和世界級城市群的基本條件，是目前中國開放程度最高、經濟活力最強的區域之一，在國家發展大局中具有重要的戰略地位。粵港澳大灣區規劃綱要是國家層面的社會經濟發展部署，乘著鼓勵性政策和中國區域經濟發展的東風，本集團將緊抓灣區擴容帶來的巨大機遇，憑藉灣區雄厚的產業基礎，依託高端人口的持續流入，不斷推動高價值土儲項目走向成熟，本集團將在伶仃洋畔經濟騰飛中，乘風而起，行穩致遠。

回顧年內，房地產開發與銷售作為核心主營業務，本集團積極審視宏觀環境，以核心區位的優質地產項目為基石，應時採取多元化的住房銷售策略，期內業績符合預期。截至二零二二年十二月三十一日止年度，本集團房地產開發與銷售所產生的收益約為人民幣1,211.3百萬元，較之去年下降約64.3%。二零二二年，房地產行業供需兩端雙向遇冷，去化趨緩成為行業共性。市場數據顯示，二零二二年全國房地產銷售總額人民幣13.33萬億元，同比下跌約26.7%；銷售面積約為13.58億平方米，同比下降約24.3%，整體的合約銷售情況不容樂觀。得益於本集團多年來奉行的核心區位佈局理念，使得地產項目在行業寒冬中更具抗風險能力，本集團在艱難的市場環境下合約銷售情況大幅跑贏行業平均水平。年內，樓盤合約銷售主要來自於珠海壘悅灣、化州國際花城、珠海喜悅薈等項目。其中，珠海壘悅灣是目前本集團的主力在售項目，其作為珠海市城市更新試點項目之一，多次被列入珠海市區年度重點工作。珠海壘悅灣位於珠海市香洲區南灣片區，核心區位優勢突顯，配套



Chairman's Statement

主席報告

advantage of prestigious core district. With all-round ancillary facilities, it is a rare high-end residential project in Xiangzhou District, Zhuhai City. Since the market launched in October 2021, it ranked top ten for a long time on the contracted sales list of real estate enterprises in Xiangzhou District, Zhuhai and was recognized as one of the hot offers of regional luxurious properties in Xiangzhou District, Zhuhai City.

In terms of urban renewal projects currently underway, the Group was pleased to announce that significant progress was made during the year on the highly anticipated Baishizhou Project. In 2022, the Group settled the land premium for the land parcel of Phase I of the Baishizhou Project and obtained the land use right certificate, and the construction of the project is underway in full swing. In September 2022, the Baishizhou Project had officially entered the stage of main building construction when construction of the first tower of its Phase I formally progressed to the ground level. As at 31 December 2022, the progress of the Phase I construction of the Baishizhou Project was satisfactory, with both the pre-sale and land-parcel relocation having been rapidly brought up to the level of typical floors. The pre-sale of Phase I of the Baishizhou Project will be officially commenced in the third quarter of 2023 as scheduled. Meanwhile, in view of the scarcity and excellent quality of the project, China Vanke Co., Ltd (“Vanke”) announced in mid-2022 to undertake equity participation in the Baishizhou Project as a strategic shareholder. The capital market widely considered that the equity participation showed Vanke's high recognition of the Baishizhou Project and vision of pursuing long-term investment in the Baishizhou Project exchanged with short-term cash flow, making the alliance a win-win move for the two strong enterprises. This has significantly enhanced the security of the Baishizhou Project. In October 2022, it was announced that the Baishizhou syndicate of banks, led by China Everbright Bank with five banks participating in the syndicate, has formed with a dedicated credit facility of RMB20.7 billion, which will fully meet the capital requirements for the demolition and relocation work relating to the Baishizhou Project and the development and construction of Phase I. The syndicate will provide a secure capital base for the Baishizhou Project and further boost the market's confidence in the successful development of the Baishizhou Project. It is understood that the successful development and construction of the Baishizhou Project is of great significance to the Group. With its planned capacity area of approximately 3.58 million square meters, the Baishizhou Project is accredited as the “Grand Urban Renewal Project” in Shenzhen. Located at the north of Shennan Avenue, Nanshan District, Shenzhen, adjacent to the Science and Technology Park and the Overseas Chinese Town, it is expected to complete the construction of four phases of the Baishizhou Project within next eight to ten years. After several years of focused development, the Baishizhou Project will be formally launched for pre-sale in 2023, marking the beginning of the project's harvesting stage officially. Once the Group is reputed with the success of the project, the Group will have embarked on an era of high speed and high-quality development, establishing its brand name in the area of urban renewal in the GBA and laying a solid foundation for the Group's long-term operation.

During the year, the Group continued to adopt the “two-pronged” business model of “residential and commercial” for its commercial property investment and operations, thereby gradually establishing its commercial property presence, which was mainly represented by two major commercial brands called “NEO” and “Zoll”, including, among others, Shenzhen NEO Urban Commercial Complex, Hong Kong LVGEM NEO, LVGEM Zoll Chanson Shopping Mall and LVGEM 1866 Zoll Shopping Mall. These properties contributed to the stable rental income and growth in asset value of the Group. During the period under review, Zoll Mangrove Shopping Centre staged its grand opening, which marked another significant addition to the Zoll series. Huazhou Wanda Plaza has topped out in the first half of 2022 and is expected to open in 2023. The Huazhou Cultural Food Street Project is highly valued by the government and is expected to become an iconic landmark of Huazhou with local history and human culture

設施完善，是珠海市香洲區稀缺的高端住宅項目，於二零二一年十月開盤以來，長期盤踞珠海香洲區房企合約銷售排行榜前十，是珠海市香洲區當之無愧的區域豪宅熱盤。

城市更新項目推進方面，本集團欣然宣佈，備受社會矚目的白石洲項目年內取得重大進展。二零二二年，白石洲一期地塊完成地價繳交並取得土地使用權證，項目建設如火如荼。於二零二二年九月，白石洲一期首棟塔樓正式衝出正負零，項目正式進入地上主體建築施工階段。截至二零二二年十二月三十一日止，白石洲一期建設進度理想，預售及返遷地塊均已衝上標準層，按照計劃將於二零二三年第三季度開盤預售。同時，基於項目的稀缺性和優質性，萬科企業股份有限公司（「萬科」）於二零二二年年中宣佈作為策略性股東入股白石洲項目，資本市場廣泛認為此次入股是萬科對於本集團及白石洲項目的高度認可，萬科以短線的現金流換取了對白石洲項目長線投資，是雙方強強聯合的共贏之舉，大幅提升了白石洲項目的安全性；二零二二年十月，白石洲銀團宣佈組建完成，由光大銀行牽頭，五家銀行參團，共計專項授信金額為人民幣207億元，可完全滿足白石洲項目拆遷和一期的開發與建設資金需求，為白石洲項目的資金安全托底，進一步增強市場對於白石洲項目順利開發的重要信心。白石洲項目的順利開發與建設對於本集團有著不言而喻的重大意義。白石洲項目以約358萬平方米的計容建築面積被譽為深圳的「舊改航母」，位於深圳市南山區深南大道以北，毗鄰科技園及華僑城片區，預計在未來八至十年間完成白石洲項目四期工程建設。白石洲項目經歷數載耕耘，將於二零二三年正式開盤預售，標著集團正式邁入項目收穫期。一朝成名天下知，屆時本集團將迎來高速與高質發展並舉的時代，打響大灣區城市更新領域的品牌名號，為集團長遠經營奠定堅實的基礎。

商業物業投資與經營方面，年內本集團繼續秉持「住宅+商業」的雙輪驅動模式，逐漸形成了以「NEO」和「佐玲」兩大商業品牌為代表的商業物業版圖，包括深圳NEO都市商務綜合體、香港綠景NEO大廈、綠景佐玲香頌購物中心、綠景1866佐玲薈等，為本集團貢獻穩定的租金收入和資產增值。報告期內，本集團佐玲紅樹林購物中心盛大開業，佐玲系列再落重要一子；化州萬達廣場於二零二二年上半年已完成封頂，預計二零二三年將盛大開業；化州文化美食街項目受到政府高度重視，有望成為化州市極具地方歷史人文風情的標志性名片，並於年內已啟動招商。本集團數年來深



and customs. Leasing promotion event was commenced during the year. Over the past few years, by looking forward with visions and dedicated actions, the Group has steadily expanded the number and size of its commercial properties and now holds more than 30 quality commercial property projects comprising a total gross floor area of approximately 1,658,308 square meters. For the year ended 31 December 2022, the Group's revenue generated from the commercial property investments and operation was approximately RMB702.0 million, representing an increase of approximately 9.2% year-on-year, effectively replenishing the Group's own capital and generally enhancing the Group's overall competitiveness.

Regarding the comprehensive services segment, the Group was dedicated to offering all-round services to customers and tenants of its residential and commercial properties, which included property management services, hotel operations and others. For the year ended 31 December 2022, the Group generated revenue of approximately RMB427.6 million from its comprehensive services, representing an increase of approximately 24.6% year-on-year. It is worth noting that the LVGEM Hotel of the Group is located in the central business district of Futian District, and was rented as a government control center for epidemiological investigation in 2022. The LVGEM Hotel recognized an annual revenue of approximately RMB119.9 million, which hit a record high among the recent years.

With respect to financing, strictly adopting the main theme of "Focused and Prudent Development to Secure Sustainable Growth", the Group insisted on a highly secure financial structure based on bank loans, took initiative to manage the size of its debt, actively deployed financing and refinancing arrangements by diversifying the financing channels during the period to ensure that our financial status remained stable within a secure range.

In 2022, the report of the 20th Party Congress indicated that "we should speed up the transformation of the development mode of mega cities, implement urban renewal initiatives, enhance the construction of urban infrastructure, and build livable, resilient and smart cities", specifically showing the way for the future modernisation and development of cities and marking the official emergence of the age of urban renewal. Becoming an inevitable requirement to promote high-quality urban development, the implementation of urban renewal is an important path to meet the growing needs of people for a better life and unleash the development potential of cities. Meanwhile, urban renewal is also a major project focused and specified in China's Vision 2035. Real estate enterprises that have been focusing on the urban renewal segment for many years will welcome these historic opportunities leveraging their solid moats ever laid.

As the old saying goes, "God will reward those who pay diligent efforts despite that time flies and leaves no trace". In the future, pursuing its grand vision of "being the most respected city value-creator in the PRC" and the corporate mission of "continuously enhancing the value of cities", the Group will continue to commit itself to the great task of China's renewal and development of modern cities, actively align with the deployment of the national policies relating to the GBA, seize the market opportunities arising from the rapid economic growth of the region and expand the scale of business and enhance cost effectiveness. Staying committed to its original mission, the Group will continue to develop quality properties for the cities and create joyful urban lifestyles for the people residing in the GBA, thereby making further contributions while developing prudently to secure sustainable growth.

HUANG Jingshu
Chairman

Hong Kong, 30 March 2023

謀遠慮，苦心經營，穩步拓展商業物業數量，擴張商業物業面積，現持有超過30個優質的商業物業項目，總建築面積約為1,658,308平方米。截至二零二二年十二月三十一日止年度，本集團來自商業物業投資與經營的收益約為人民幣702.0百萬元，同比增長約9.2%，有效補充本集團自有資金，全面提升本集團的綜合競爭力。

綜合服務方面，本集團致力於向住宅及商業物業的客戶及租戶提供綜合服務，包括物業管理服務、酒店運營及其他。截至二零二二年十二月三十一日止年度，本集團綜合服務產生的收益約為人民幣427.6百萬元，同比增長約24.6%。值得一提的是，集團旗下綠景酒店地處福田區核心區位，二零二二年被租賃為政府疫情流調指揮中心，全年收入約人民幣119.9百萬元，創近年收入之最。

財務融資方面，本集團嚴格奉行「聚焦核心，行穩致遠」的工作主線，堅持以銀行貸款為主的高安全性的財務結構，期內主動管理債務規模，積極部署融資及再融資安排，多元化拓展融資渠道，確保財務水平穩定在安全區間。

二零二二年，黨的二十大報告指出「要加快轉變超大特大城市發展方式，實施城市更新行動，加強城市基礎設施建設，打造宜居、韌性、智慧城市」，為未來城市現代化發展指明了道路，更標誌著城市更新正式迎來了它的時代。實施城市更新已經成為推動城市高質量發展的必然要求，是滿足人民日益增長的美好生活需要、釋放城市發展潛力的重要路徑，同時也是國家2035年遠景目標綱要明確的重大工程項目，多年來耕耘城市更新賽道的房企將以深厚的護城河迎來歷史性機遇。

歲月不居，天道酬勤。未來，本集團將以「做中國最受尊敬的城市價值創造者」為宏偉願景，以「持續提升城市價值」為企業使命，繼續投身到中國現代化城市更新建設的偉大事業中來，積極配合粵港澳大灣區國策部署，穩抓區域經濟騰飛中的市場機遇，不斷拓展業務規模和經濟效益，恪守初心，繼續為灣區城市打造品質地產，為灣區人民創造喜悅生活，進而有為，行穩致遠。

主席
黃敬舒

香港，二零二三年三月三十日



Management Discussion and Analysis

管理層討論與分析

Industry Review

2022 has been a historically significant year for China. During the year, in parallel with the volatility in the global scene, domestic development has become a daunting mission. With a century of changes and the once-a-century COVID-19 pandemic, the complicated situation has given rise to various social uncertainties, including sluggish social supply, consumer price hikes and weakening expectations. The Party Central Committee and the State Council of the PRC have risen to the challenges and implemented proactive policies. With a focus on the economic development in a high-quality way, they adhered to the general principle of promoting advancement with stability and consolidating stability with advancement. The Chinese government efficiently coordinated various measures for pandemic prevention and control, and made every effort to maintain macroeconomic stability, striving to promote the revitalization of market entities proactively. In 2022, having withstood the economic downward pressure, China achieved a breakthrough in annual GDP exceeding RMB121 trillion with its total economic volume scaling new heights. During the year, the 20th National Congress of the Party was held successfully, during which high-quality development was confirmed as the top priority for the comprehensive development of a modern socialist country. The overall economic performance will be improved in terms of quality with reasonable growth in quantity. Therefore, China's economic outlook will remain positive and favourable in the long run.

In general, as the real estate sector continued its volatility and in-depth adjustments in 2022, various real estate indicators showed a downturn. The sales area and sales amount of commodity housing were approximately 1.358 billion square meters and approximately RMB13.33 trillion, down approximately 24.3% and 26.7% year-on-year respectively. The general trend of rapid growth in property sales over the past five years has come to a halt. During the year, the real estate market continued to be hit by contraction of both supply and demand. The investment in real estate development throughout China amounted to approximately RMB13.29 trillion, representing a decrease of approximately 10.0% as compared with the previous year, of which, residential investment amounted to approximately RMB10.06 trillion, representing a decrease of approximately 9.5%. This marked the beginning of the real estate industry's "Dark Iron Age". The Central Government has been highly concerned about the new issues in the real estate sector, and took the initiative to adopt favorable policies. In November, the Central Government issued the 16 Financial Regulations, with a view to bolstering the real estate market with financial means. Relevant financial institutions were required to provide a stronger and more comprehensive financial support to real estate enterprises, including commercial and policy-related bank loans, bond financing, merger and acquisition financing, trusts and other financing for asset management. In the meantime, the Central Government also provided support and guarantee for housing demand as well as rights and interests of individual consumers. Targeted policies for boosting both demand and supply were implemented to stabilise market sentiment and ensure the security of the capital chain of real estate enterprises, thereby facilitating the establishment and development of a long-term development mechanism for the real estate market.

行業回顧

二零二二年是國家歷史上重要的一年。這一年，國際環境風高浪急，國內發展任務艱巨，在百年變局疊加世紀疫情的複雜局面下，社會供給疲軟、物價高企、預期轉弱等社會矛盾開始突顯。黨中央、國務院迎難而上，積極決策，錨定經濟高質量發展路徑，堅持以穩求進、以進固穩的工作總方針，高效統籌疫情防控各項措施，全力維持宏觀經濟大盤穩定，積極促進市場主體活力復蘇。這一年，中國經濟頂住下行壓力，全年國內生產總值突破121萬億元，經濟總量再上新台階。這一年，黨的二十大順利召開，明確高質量發展是全面建設社會主義現代化國家的首要任務，經濟總體運行將實現質的提升和量的合理增長，中國經濟趨暖趨好的形勢長期不變。

回顧行業，二零二二年房地產板塊延續震蕩，深度調整態勢未改，各項房地產指標走出下滑曲線。商品房銷售面積約13.58億平方米，同比下降約24.3%；商品房銷售額約13.33萬億元，同比下降26.7%，地產銷售規模水平打破五年來整體快速上漲的趨勢。年內，房地產市場供需兩端收縮不減，全國房地產開發投資約13.29萬億元，比上年下降約10.0%；其中，住宅投資約10.06萬億元，下降約9.5%，房地產行業進入黑鐵時代。中央政府高度重視房地產工作中的新問題，積極釋放政策回暖信號，於十一月發佈《中國人民銀行中國銀行保險監督管理委員會關於做好當前金融支持房地產市場平穩健康發展工作的通知》(下稱「金融16條」)，旨在以金融手段穩住房地產市場，要求相關金融機構加強對房企的全面資金支持，包含商業和政策性銀行貸款、債券融資、併購融資以及信托等資產管理融資；同時，中央政府對個人消費者的住房需求與權益給予了支持與保障。相關政策從供需兩端對症下藥，穩住市場總體情緒，托住房企資金鏈安全，助力房地產市場長效發展機制的落位與建立。



Management Discussion and Analysis

管理層討論與分析

With over 40 years of hard work and dedication throughout the regional economic development in China from the launch of the reform and opening policy to the promulgation of the Outline Development Plan for the GBA, the GBA has witnessed persistent inflow of population and robust development of industry innovation, and evolved from a remote fishing town into an emerging international modern city cluster. The local economy has also shifted from relying on labor-intensive lower-end manufacturing and assembly industry to focusing on manufacturing industry with an emphasis on high-tech innovation. The GBA lived up to the expectations of the market and gradually developed into a high standard demonstration area for integrated regional economic development and a pilot zone for institutional liberalization, making remarkable achievements in terms of economies of scale and social development. According to UBS, it is expected that the nominal GDP of the GBA will exceed approximately US\$2.6 trillion by 2025, rendering it to become not only one of the most opened-up and economically vibrant regions in the PRC, but also a cluster for global production factors.

Building on the strong industrial economy and relying on the influx of high-end talents, LVGEM (China) focused on the urban renewal segment of the GBA with its visionary perspectives and participated in the exploration of residential and commercial development projects in the urban renewal segment at an early stage with its strategic insights, and has become a founding member and president unit of the Professional Committee on Urban Renewal of Shenzhen (深圳城市更新專業委員會), making it a worthy first mover in the urban renewal segment of the GBA. Adhering to its strategic layout of “Focusing on Core Cities and Cities’ Core Areas”, the Group secured high-value land reserve projects at low costs at an early stage, thereby harnessing the huge demographic dividend and land bank appreciation arising from the process of urban expansion. Over the past 30 years, the Group has accumulated rich experience and extensive resources in the urban renewal segment. Its strategy to focus on regional development has delivered satisfactory results, which served as a solid moat for the future operation of the Group in the long run, consolidated the core competitiveness of the brand and hence enabling the Group to gradually grow into a renowned unique real estate developer and operator and a regional leading enterprise in the GBA.

2022 was a year of turbulence for LVGEM (China) where crashes of real estate enterprises emerged one after another and the industry continued to experience fluctuations. However, as the saying goes, “Every cloud has a silver lining”, the Group has set its sights on maintaining stability and promoting development amid the turbulences and upheavals of the industry. During the year, the Group actively innovated its working philosophy and took proactive measures to create a better development prospect by surmounting all challenges. Eventually, the Group managed to survive the predicament and maintained the financial position within a reasonable range with its all-out efforts. The Group’s major urban renewal projects located in core cities of the GBA including Shenzhen, Zhuhai, Hong Kong and Dongguan were progressing in an orderly and steady manner. Amongst which, the Baishizhou Project which has earned wide public attention achieved a major breakthrough during the year and will usher in the harvest period soon. Upon the commencement of pre-sale of Phase I of the Baishizhou Project, it is expected that the Group will embark on a new journey of development with its overall operation scale reaching a new level. As only through the passing of time would one’s strength be revealed, looking forward, LVGEM (China) will stay true to its original aspiration and undertake construction projects with craftsmanship and dedication, aiming to deliver new values by unleashing the potential of land reserves in the urban area and create joyful lifestyles for people residing in the GBA. Staying committed to the goal of being the most respected city value-creator in the GBA, the Group will stride forward steadily and take on all challenges with an undaunted spirit.

辛勤四十年，縱觀中國區域經濟發展，從改革開放的第一縷春風到粵港澳大灣區發展規劃綱要出爐，灣區人口持續流入，產業革新迅猛發展。粵港澳大灣區由散落偏遠的漁村鄉鎮轉變為新興崛起的國際現代化城市群，由勞動密集型的低端製造組裝業轉型為以高科技創新為核心的製造業經濟。大灣區不負眾望，日益成長為區域經濟一體化的高標準示範區、制度型開放的先行區，規模效益和社會發展取得了舉世矚目的成就。瑞銀預計到2025年，粵港澳大灣區的名義GDP將超過約2.6萬億美元，它不僅是中國開放程度最高、經濟最具活力的區域之一，更將成為全球生產要素聚集地。

以強勁的產業經濟為基石，以高端的人才流入為依託，綠景(中國)以前瞻性的眼光瞄準粵港澳大灣區城市更新賽道，以高屋建瓴的洞悉力及早參與和佈局舊改領域的住宅與商業發展項目，成為深圳城市更新專業委員會創始會員及主任單位，是粵港澳大灣區城市更新領域當之無愧的先行者。集團堅持「深耕核心城市，聚焦城市核心」的謀篇佈局，通過較低成本提前鎖定高價值的土儲項目，在城市擴容的過程中承接巨大的人口紅利和土儲增值。三十年間，集團在城市更新賽道上積累起豐富的經驗和廣泛的資源，區域深耕效應顯現，為集團未來的長遠經營建立了深厚的護城河，凝聚了品牌核心競爭力，促使集團逐漸成長為大灣區知名的特色地產開發運營商和區域領先企業。

二零二二年對綠景(中國)來說是激蕩起伏的一年，房企「暴雷」不止，板塊震蕩未減，山重水複疑無路，集團力求在大浪淘沙的行業變局中謀穩健、促發展。年內，集團主動創新工作思路，積極打開發展局面，克服重重困難，終使柳暗花明，全力保住財務水平運行在合理區間，集團位於深圳、珠海、香港及東莞等大灣區核心城市的重點舊改項目有序平穩推進，特別是受到社會各界廣泛關注的白石洲城市更新項目年內取得突破性成果，收成期未久將至。集團有望在白石洲項目一期開啓預售後，整體經營規模邁上新台阶，發展建設踏上新征程。道遠知驥，綠景(中國)未來將恪守初心，以匠心造樓，以愛心築家，為城市存量空間賦能全新價值，為灣區居民創造喜悅生活，堅定地做粵港澳大灣區最受尊敬的城市價值創造者，無懼風雨，穩健前行。



Management Discussion and Analysis

管理層討論與分析

Results

For the year ended 31 December 2022, the Group achieved total revenue of approximately RMB2,340.9 million (2021: RMB4,378.0 million), representing a decrease of approximately 46.5% year-on-year. Gross profit was approximately RMB1,032.7 million (2021: RMB2,188.4 million), representing a decrease of approximately 52.8% year-on-year. Gross profit margin for the year ended 31 December 2022 was 44.1% (2021: 50.0%).

During the reporting period, loss during the year was approximately RMB296.5 million (2021: profit of RMB1,334.9 million), representing a decrease of approximately 122.2% year-on-year. Loss attributable to owners of the Company was approximately RMB730.1 million (2021: profit attributable to owners of the Company of RMB1,152.6 million), representing a decrease of approximately 163.3% year-on-year. Basic loss per share was RMB14.32 cents (2021: basic earnings per share of RMB22.61 cents), representing a decrease of approximately 163.3% year-on-year.

The Board does not recommend the payment of any dividend for the year ended 31 December 2022.

The Group's key financial indicators for the year ended 31 December 2022 were as follows:

| | | 2022 二零二二年 (RMB million) (人民幣百萬元) | 2021 二零二一年 (RMB million) (人民幣百萬元) | Change 變動 |
|---|------------------|--|--|------------------------------|
| Revenue | 收益 | 2,340.9 | 4,378.0 | -46.5% |
| Gross profit | 毛利 | 1,032.7 | 2,188.4 | -52.8% |
| (Loss) profit attributable to owners of the Company | 本公司股東應佔(虧損)盈利 | (730.1) | 1,152.6 | -163.3% |
| Basic (loss) earnings per share (RMB cents) | 每股基本(虧損)盈利(人民幣分) | (14.32) | 22.61 | -163.3% |
| | | | | -5.9 percentage points百分點 |
| Gross profit margin (%) | 毛利率(%) | 44.1 | 50.0 | |
| | | As at 31 December 2022 | As at 31 December 2021 | |
| | | 於二零二二年 十二月三十一日 | 於二零二一年 十二月三十一日 | |

| | | | |
|---|--------------------------------|---------|---------|
| Bank balances and cash (including restricted bank deposits) (RMB million) | 銀行結餘及現金(包括受限制銀行存款) (人民幣百萬元) | 3,605.0 | 7,287.1 |
| Average finance costs (%)* | 平均融資成本(%)* | 6.9 | 6.4 |
| Liabilities to assets ratio (%) | 資產負債比率(%) | 68.9 | 65.3 |
| Rate of equity return (%) | 資本回報率(%) | (3.0) | 4.4 |

* Average finance costs are derived by dividing the total finance costs for the year (including convertible bonds but excluding finance cost derived from lease liabilities) by average total borrowings which is calculated by adding up of average balances of total borrowings (including debt component of convertible bonds but excluding lease liabilities) for the year.

業績

截至二零二二年十二月三十一日止年度，本集團實現總收益約為人民幣2,340.9百萬元(二零二一年：人民幣4,378.0百萬元)，同比下調約46.5%。毛利約為人民幣1,032.7百萬元(二零二一年：人民幣2,188.4百萬元)，同比下跌約52.8%。截至二零二二年十二月三十一日止年度之毛利率為44.1%(二零二一年：50.0%)。

報告期內，虧損約為人民幣296.5百萬元(二零二一年：人民幣1,334.9百萬元)，同比下調約122.2%。本公司股東應佔虧損約為人民幣730.1百萬元(二零二一年：本公司股東應佔盈利人民幣1,152.6百萬元)，同比下調約163.3%。每股基本虧損為人民幣14.32分(二零二一年：每股基本盈利人民幣22.61分)，同比下調約163.3%。

董事會不建議就截至二零二二年十二月三十一日止年度派發任何股息。

以下是本集團截至二零二二年十二月三十一日止年度之主要財務指標：

| | | 2022 二零二二年 (RMB million) (人民幣百萬元) | 2021 二零二一年 (RMB million) (人民幣百萬元) | Change 變動 |
|---|------------------|--|--|------------------------------|
| Revenue | 收益 | 2,340.9 | 4,378.0 | -46.5% |
| Gross profit | 毛利 | 1,032.7 | 2,188.4 | -52.8% |
| (Loss) profit attributable to owners of the Company | 本公司股東應佔(虧損)盈利 | (730.1) | 1,152.6 | -163.3% |
| Basic (loss) earnings per share (RMB cents) | 每股基本(虧損)盈利(人民幣分) | (14.32) | 22.61 | -163.3% |
| | | | | -5.9 percentage points百分點 |
| Gross profit margin (%) | 毛利率(%) | 44.1 | 50.0 | |
| | | As at 31 December 2022 | As at 31 December 2021 | |
| | | 於二零二二年 十二月三十一日 | 於二零二一年 十二月三十一日 | |

| | | | |
|---|--------------------------------|---------|---------|
| Bank balances and cash (including restricted bank deposits) (RMB million) | 銀行結餘及現金(包括受限制銀行存款) (人民幣百萬元) | 3,605.0 | 7,287.1 |
| Average finance costs (%)* | 平均融資成本(%)* | 6.9 | 6.4 |
| Liabilities to assets ratio (%) | 資產負債比率(%) | 68.9 | 65.3 |
| Rate of equity return (%) | 資本回報率(%) | (3.0) | 4.4 |

* 平均融資成本乃由年內總融資成本(包括可換股債券但不包含租賃負債產生的融資成本)除以平均總借貸得出，而平均總借貸則按年內總借貸(包括可換股債券債務部份但不包含租賃負債)之平均結餘總和計算。



Business Review

In 2022, the real estate industry entered into a phase of in-depth adjustments, and mid-to long-term housing demand momentum remained sluggish. Unexpected short-term factors such as the recurring COVID-19 pandemic waves across China and the crisis of construction work and loan suspension, coupled with the operating pressure of real estate enterprises, have posed unprecedented challenges to the industry. In times of hardship, the Group geared itself up with the commitment to “never lie down” and the ambition to “reform the old and bring in the new”. While holding onto the bottom line of capital security, the Group steadily pushed forward various core urban renewal projects in the GBA into the harvesting stage. During the year, it achieved major breakthroughs in its key projects.

Specifically, as a super-large urban complex development project with a gross floor area of over a million square meters, the Baishizhou Project was anticipated by various sectors of the community. The Baishizhou Project is currently the largest and most iconic urban renewal project for old villages in Shenzhen and has received the most attention. By virtue of its long construction cycle, enormous scale and complexity in renewal status, the project was accredited as the “Grand Urban Renewal Project” in Shenzhen. The Baishizhou Project is not only a hallmark project that the Group has been focusing on over the years, but it is also a major operation of the Group and a social and livelihood project development of Shenzhen City. Upon completion of construction, the renewed area will deliver new quality homes to about 80,000 residents in the future, thereby fulfilling people’s aspirations for a better new life. Because of its livelihood characteristics, the Baishizhou Project was awarded the “Certificate of Material Project” by the Shenzhen Municipal Development and Reform Commission in 2022, demonstrating the high recognition from the local government. During the year, despite the recurring pandemic outbreaks in various districts of Shenzhen and other negative impacts, the Group overcame the difficulties and pressed ahead with the Baishizhou Project by maintaining high-standard management and operating capabilities. These efforts have led to its good performance with no loss of working days during the year and ensured that the progress of the project was in line with expectations. In 2022, the Group paid the land premium for Phase I of the Baishizhou Project and obtained the land use rights certificate successfully. In September 2022, Phase I of the Baishizhou Project had officially entered the stage of main body construction when construction was declared to have progressed to the ground level. All staff of the Group worked in solidarity to ensure the progress of the project for pre-sale. As of 31 December 2022, the construction of main building structures of Phase I of the Baishizhou Project has been rapidly brought up to the level of typical floors, and has progressed as scheduled. It is expected that the pre-sale of Phase I of the Baishizhou Project will be officially commenced in the third quarter of 2023, which by then the Group will recover substantial amounts of funds, which will drive a leaping growth in sales and profitability of the Group. As such, the Baishizhou Project of the Group will usher in the harvesting stage officially. As the old saying goes, “A roc will one day soar into the sky once the wind blows”. The launch of the Baishizhou Project will provide an enhanced and sound safety cushion for the Group’s development in the long run and help establish the Group’s strong brand name in the area of urban renewal in the GBA, thereby contributing to the Group’s development into a leading urban renewal developer in the GBA that fosters both business growth and security.

業務回顧

二零二二年，房地產行業進入深度調整期，中長期住房需求動能釋放持續疲弱，多地新冠肺炎疫情反復、停工停貸潮等超預期短期因素疊加房企經營壓力，行業面臨前所未有的挑戰。在困境面前，集團以「誓不躺平」的志氣，「革故鼎新」的魄力，厲兵秣馬，堅守住集團資金安全底線，穩步推進粵港澳大灣區多項核心舊改項目陸續走向收穫期，主要項目年內取得重大突破。

具體來看，作為百萬體量級的超大型城市中心綜合體項目，白石洲城市更新項目（下稱「白石洲項目」）始終牽動著社會各界的心。白石洲項目是目前深圳規模最大，關注度最高、最具代表性的城中村舊村改造項目，因其歷時週期長、規模大、舊改狀況複雜等特性，被譽為深圳市「舊改航母」。白石洲項目不僅是集團耕耘日久的明星項目，關係到集團重大經營層面，更關係到深圳市社會民生建設。項目建成後，這裡將蛻變為約八萬原住民未來的高品質新家，承載著人民對於美好新生活的熱切希冀。正因其兼具民生的特質，白石洲城市更新項目於二零二二年獲得深圳市發展和改革委員會頒發的「重大項目證書」，彰顯地區政府的高度重視。年內，面對深圳各區疫情反復等不利影響，白石洲項目剋服困難，猛抓實幹，以高標準的管理水平和運營能力，實現年內無一日停工的良好局面，力保項目進度符合預期。二零二二年，集團順利繳交白石洲一期地價並取得土地使用權證；二零二二年九月，白石洲一期工程建設宣佈達至正負零，正式進入地上主體施工階段。集團上下團結一心，力保預售節點。截至二零二二年十二月三十一日，白石洲一期主體建築結構已經衝上標準層，建設進度符合預期，預計將於二零二三年三季度正式開盤預售，屆時集團大規模資金將實現回流，銷售規模和盈利效應令集團實現跨越式的增長，集團將正式迎來白石洲城市更新項目的收穫期。大鵬一日乘風起，扶搖直上九萬裡，白石洲項目開售將為集團長遠發展加固厚實的安全墊，同步打響集團在大灣區城市更新領域響亮的品牌名號，助力集團成長為兼具成長性與安全性的大灣區城市更新領先開發商。



Management Discussion and Analysis 管理層討論與分析

For other urban renewal projects, the signing rate of Phase II of the Mangrove Bay No. 1 Project has reached 100% and the construction has commenced. As of 31 December 2022, the project entered into the stage of main body construction and development when its construction has progressed to the ground level. It is expected that the project will be able to meet the pre-sale conditions by mid-2023, and contribute operating cash flows to the Group. Furthermore, other urban renewal projects, such as the Shenzhen Liguang Project, the Zhuhai Nanxi Project, and the Hong Kong Lau Fau Shan Project, advanced progressively during the year. As a high-end residential project in the luxurious residence zone of Nanwan, Xiangzhou, Zhuhai, the Zhuhai Dongqiao Project continued to contribute contracted sales, which amounted to approximately RMB3,569.0 million, to the Group since its market launch in October 2021. Located in a core area with well-established ancillary facilities, the project ranked top ten for multiple times among the top-selling real estate enterprises in Xiangzhou District, Zhuhai in terms of contracted sales during the period. In 2023, the project is anticipated to maintain its prestigious position as the hot offers in the region and generate cash inflows for the Group, thereby enhancing the security of its operating cash flows.

During the period, adhering to the “two-pronged” development model of “residential and commercial”, the Group developed a core commercial ecosystem and optimized the ancillary facilities for better living experience of residents, with a view to fostering synergistic value-added effects between the cities and residential areas. Meanwhile, by accumulating commercial properties located in the core areas of core cities of the GBA, the Group established two major commercial property brands represented by NEO Urban Commercial Complex and Zoll Shopping Centre. In recent years, the Group continued to enhance its commercial operation capabilities and increase the number of commercial properties, in a bid to expand its commercial property presence and achieve upgrade in both quality and quantity. During the year, Zoll Mangrove Shopping Centre staged its grand opening, which marked another significant addition to the Zoll series. Huazhou Wanda Plaza has topped out in the first half of 2022 and is expected to open in 2023. Recognised as a hallmark project in Huazhou, the Huazhou Cultural Food Street Project is highly valued by the Huazhou government and is expected to become an iconic landmark of Huazhou with local history and human culture and customs. Leasing promotion event of the project also commenced during the year. It is worth noting that the LVGEM Hotel of the Group is located in the central business district of Futian District, and was rented as a government control center for epidemiological investigation in 2022. The LVGEM Hotel recognized an annual revenue of approximately RMB119.9 million, which hit a record high among the recent years. Over the past few years, the Group has been looking forward with visions and dedicated actions. As a result, the total gross floor areas of commercial properties owned, managed and operated by LVGEM (China) have exceeded a million square meters as of 31 December 2022. Those properties contributed steady and diversified rental income to the Group annually. Blossoming in spring and bearing fruits in fall: The Group believes that it will be able to reap fruitful results with its tireless efforts throughout the year eventually.

其他舊改項目方面，紅樹灣壹號二期項目簽約率已達至100%並已動工建設，截至二零二二年十二月三十一日，該項目工程建設進度已經達至正負零並進入地上主體施工建設階段，預計二零二三年中可滿足預售條件，為集團貢獻經營性現金流；此外，深圳黎光項目、珠海南溪項目及香港流浮山項目等其他舊改項目年內按步推進；珠海東橋項目作為珠海香洲區南灣豪宅片區的高端住宅項目，於二零二一年十月開盤以來持續為集團貢獻合約銷售達約人民幣3,569.0百萬元，該項目地處區域核心，配套設施完善，期內多次登上珠海香洲區房企合約銷售排行榜前十，預計二零二三年將繼續以區域熱盤的王者姿態為集團帶來現金流入，增強集團運營資金流安全。

期內，集團始終堅持奉行「住宅+商業」並舉的發展驅動模式，通過營造核心商業生態圈，為居民生活完善配套設施，實現城市與住宅雙向增值。同時，集團亦累積了位於大灣區核心城市核心區域的商業物業，形成了以NEO都市商務綜合體和佐陞購物中心為代表的兩大商業地產名片。集團近年來不斷提升商業運營能力，拓展商業物業數量，擴張商業地產版圖，實現量質齊升。年內，佐陞紅樹林購物中心盛大開業，佐陞系列再落重要一子；化州萬達廣場於二零二二年上半年已完成封頂，預計二零二三年將盛大開業；化州文化美食街項目受到化州政府高度重視，被劃為化州市代表性項目，有望成為化州市極具地方歷史人文風情的標志性名片，該項目於年內亦已啓動招商。值得一提的是，集團旗下綠景酒店地處福田區核心區位，二零二二年被租賃為政府疫情流調指揮中心，全年收入約人民幣119.9百萬元，創近年收入之最。集團深謀遠慮，經過多年苦心經營，截至二零二二年十二月三十一日止，綠景(中國)所持商業物業管理運營總建築面積已超百萬平方米，每年穩定為集團貢獻多元化的租金收入，春華秋實，碩果累累。



Management Discussion and Analysis 管理層討論與分析

With respect to financial management, strictly adopting the main theme of “Focused and Prudent Development to Secure Sustainable Growth”, the Group insisted on a highly secure financial structure based on bank loans, took initiative to manage the size of its debt, actively deployed financing and refinancing arrangements by diversifying the financing channels during the period to ensure that our financial status remained stable within a secure range. During the year, against the backdrop of difficulties with collapsing confidence in the real estate sector, the Group completed the refinancing arrangements for the small public bonds due in August 2022 by a combination of repayment and roll over with a minimum of 60% roll over, backed by high-value quality assets. All Hong Kong dollar commercial notes falling due during the year has been fully rolled over, demonstrating investors’ solid confidence in the Group’s long-term development and at the same time, significantly reducing the short-term pressure on the cash flow of the Group. In 2022, the Group proactively reviewed the rapidly changing market conditions, prepared well for the macro risks, reduced risk exposures in advance and ensured security of the Group’s operations, accomplishing various business milestones above expectations, which resulted in good news pouring in. In July 2022, the Group successfully introduced Vanke, the leading property enterprise, as a strategic shareholder of the Baishizhou Project. Vanke’s vision of pursuing long-term investment in the Baishizhou Project marked its high recognition on the Group and the project. This has significantly enhanced the security of the project, and will further boost the capital market’s confidence in the successful development of the Baishizhou Project by the Group. In October 2022, the Baishizhou syndicate of banks has successfully formed with total bank credit facility of approximately RMB20.7 billion, which will fully meet the capital requirements for the demolition and relocation work relating to the Baishizhou Project and the development and construction of its Phase I. The syndicate will further provide a secure capital base for the project, driving the Baishizhou Project to maturity persistently.

In terms of land reserve, as at 31 December 2022, the Group had land reserves of approximately 7.048 million square meters, approximately 79% of which are located in major cities in the GBA such as Shenzhen, Hong Kong, Zhuhai and Dongguan. It is planned that such projects will be further injected into the listed company in the future. As a leading real estate enterprise in the urban renewal segment in the GBA, the Group currently has abundant land reserves, which is expected to be sufficient for supporting the sustainable development of the Group in the next 10 years. Without having to obtain land reserves from the open market, the Group’s profitability with high gross profit margin was further assured, which will safeguard the successful navigation of the Group throughout the industrial cycles.

財務管理方面，集團嚴格奉行「聚焦核心，行穩致遠」的工作主線，堅持以銀行貸款為主的高安全性的財務結構，期內主動管理債務規模，積極部署融資及再融資安排，多元化拓展融資渠道，確保財務水平穩定在安全區間。年內，在房地產板塊信心不斷崩塌的艱難背景下，集團以高含金量的優質資產為支撐，通過償還與存續並舉的方式完成二零二二年八月到期的小公募債再融資安排，存續比例不低於60%；年內到期的港元商業票據已全部完成存續安排，彰顯投資者對於集團長遠發展的堅定信心，同時亦大幅減輕集團現金流短期壓力。二零二二年，集團積極審視瞬息萬變的市場環境，在宏觀風險應對上未雨綢繆，提前降低風險敞口，確保集團運營安全，超預期完成各業務節點，喜報頻傳。二零二二年七月，集團成功引入龍頭房企萬科企業股份有限公司（「萬科」）作為白石洲城市更新項目戰略性股東。萬科以長綫眼光入股白石洲城市更新項目，是對集團及項目的高度認可，促使其安全性大幅提升，進一步增強了資本市場對於集團順利開發白石洲城市更新項目的重要信心；二零二二年十月，白石洲銀團順利組建完成，銀行授信總額度達約人民幣207億元，滿足白石洲城市更新項目拆遷及一期建設的資金需求，進一步加厚項目安全墊，推動白石洲項目日益走向成熟。

土儲方面，截至二零二二年十二月三十一日止，本集團擁有土地儲備約704.8萬平方米，其中約79%位於大灣區內的深圳、香港、珠海及東莞等重點城市。集團作為大灣區城市更新領域的龍頭房企，現有土地儲備充足，預計可支撐集團未來十年的可持續發展。無需從公開市場拿地進一步保障了集團高毛利率的盈利水平，為集團穩步穿越行業周期保駕護航。



Management Discussion and Analysis

管理層討論與分析

During the year, the Group's highly certain growth path and the long-term prospect of sustainable development were further recognised by the industry and was honoured with a host of awards. We were accredited as the "Top 10 Enterprises in Shenzhen's Real Estate Development Industry in terms of Comprehensive Strength", "Integrity (Quality) Enterprise in Shenzhen Real Estate Development Industry", "Brand-value Enterprise among the Real Estate Development Enterprises in Shenzhen" and "Socially Responsible Enterprise in Shenzhen Real Estate Development Industry" by Shenzhen Real Estate Association in 2022. It is worth noting that the Group has won the "Top 10 Creditworthy Real Estate Enterprises in Shenzhen" consecutively since 2009 and the "Top 10 Real Estate Development Enterprises in Shenzhen in terms of Comprehensive Strength" consecutively since 2011. Meanwhile, the Group was also recognised for its performance in property management and received the "Outstanding Enterprise with 40 Years of Development in the Property Management Industry in Guangdong Province" during the year. Furthermore, leveraging the industry-leading green building concepts and the excellent performance in major urban renewal projects, the Group received the "Sustainable Development Award" at the 4th "Guru Club Greater China Best Listed Company Awards" of Gelonghui, which demonstrated the remarkable results achieved in respect of ESG and corporate governance. Staying focused on the urban renewal market of the GBA and insisted on adhering to the regional development strategy, the Group has continuously enhanced its ability to ensure efficient operation of high quality real estates and will keep up its effort to reach the ultimate goal despite the long and arduous journey.

Real Estate Development and Sales

During the reporting period, the Group took real estate development and sales as its core business with its projects mainly located in the core areas of core cities in the GBA. For the year ended 31 December 2022, the real estate development and sales of the Group generated revenue of approximately RMB1,211.3 million (2021: RMB3,392.4 million), representing a decrease of approximately 64.3% year-on-year.

During the reporting period, the residential property market in Mainland China continued to suffer from the market downturn. Short-term headwinds such as recurring pandemic outbreaks and suspension of works and loans further dampened market demand. The wait-and-see sentiment of home buyers was strong and thus there was an urgent need to rebuild market confidence. The sluggish market and slowdown of sales were common problems faced by the whole industry. According to the data of China Index Academy, the total sales recorded by the top 100 real estate enterprises in 2022 amounted to approximately RMB7.6 trillion, representing a year-on-year decrease of approximately 41.3%, while the attributable sales amount and the attributable sales areas of the top 100 real estate enterprises amounted to approximately RMB5.4 trillion and approximately 330 million square meters, representing year-on-year decreases of approximately 42.9% and 48.1%, respectively. The overall contracted sales of the residential property market in the PRC were far from optimistic. Nonetheless, the Group navigated through the mists of uncertainty of the industry and played to the advantages of its project layout in core areas of major cities under the "dual-core" strategy implemented over the years. Leveraging the excellent geographical location and well-served ancillary facilities, the Group's residential properties have demonstrated high anti-risk capability in terms of market pricing amid the tough market environment. For the year ended 31 December 2022, the total contracted sales amounted to approximately RMB4,004.8 million (2021: RMB4,233.8 million), outperforming the average sales of the industry significantly. The Group continued to push ahead with the urban renewal projects located in major cities in the GBA such as Shenzhen and Zhuhai during the period, including the Shenzhen Baishizhou Project, the Shenzhen Liguang Project, Phase II of Shenzhen Shazui Project (Phase II of Mangrove Bay No. 1) and the Zhuhai Dongqiao Project (LVGEM Royal Bay in Zhuhai), which added new driving forces for the Group's sales revenue in the short-term and the operation and development in the long run.

年內，基於高確定性的增長路徑和長遠可持續的發展前景，集團再獲認可，榮譽滿身，先後摘得由深圳市房地產業協會頒發的二零二二年「深圳市房地產開發企業綜合實力十強」、「深圳市房地產開發企業誠信（優質）企業」、「深圳市房地產開發企業品牌價值企業」、「深圳市房地產開發企業社會責任企業」四大殊榮。值得一提的是，本集團自二零零九年起蟬聯「深圳地產資信十強」，二零一一年起蟬聯「深圳房地產開發企業綜合實力十強」榜單。同時，集團在物業管理方面亦獲認可，年內獲得「廣東省物業管理行業40年發展優秀企業」。不僅如此，憑藉行業領先的綠色建築理念和在重大城市更新項目上的亮眼表現，集團在格隆匯第四屆「金格獎」—大中華區卓越上市公司評選中榮獲「可持續發展獎」，在ESG企業管治方面成效顯著。集團始終堅守粵港澳大灣區城市更新市場，咬定區域深耕戰略不放鬆，持續提升品質地產高效運營能力，山高路遠，行則將至。

房地產開發與銷售

報告期內，集團以房地產開發與銷售為核心主營業務，項目佈局主要位於大灣區內核心城市核心區域。截至二零二二年十二月三十一日止年度，本集團房地產開發與銷售所產生的收益約為人民幣1,211.3百萬元（二零二一年：人民幣3,392.4百萬元），同比下調約64.3%。

報告期內，中國內地住房市場持續遇冷，疫情反復、停工停貸等短期不利因素致使市場需求雪上加霜，購房者觀望情緒濃厚，市場信心亟待重建，成交淡靜、去化放緩成為整個行業共性。據中指研究院數據顯示，二零二二年百强房企銷售總額人民幣約7.6萬億元，同比下跌約41.3%；百强房企權益銷售額約為人民幣5.4萬億元，權益銷售面積約為3.3億平方米，同比分別下降約42.9%和48.1%，內房整體的合約銷售情況不容樂觀。集團在行業迷局中穿雲破霧，多年來堅持的「雙核」戰略——核心城市、核心區位的項目佈局方式優勢顯現，旗下樓盤在市場寒冬中憑藉優異的地理位置和完善的配套設施，在量價方面突顯出較高的抗風險能力，截至二零二二年十二月三十一日止年度，合約銷售總金額約為人民幣4,004.8百萬元（二零二一年：人民幣4,233.8百萬元），大幅跑贏行業平均銷售情況。期內，本集團繼續推進位於深圳、珠海等大灣區核心城市的城市更新項目，包括：深圳白石洲城市更新項目、深圳黎光項目、深圳沙嘴二期項目（紅樹灣壹號二期）、珠海東橋項目（珠海靈悅灣）等，為集團短期的銷售收入和長遠的經營發展增添驅動引擎。



Management Discussion and Analysis 管理層討論與分析

Baishizhou Urban Renewal Project (hereinafter referred to as “Baishizhou Project”) is a super-large complex development and construction project in the core area of Shenzhen. The project proved its scarcity value and attracted wide public attention since obtaining the approval from the competent authorities. With a total planned gross floor area of approximately 5 million square meters and a capacity gross floor area of approximately 3.58 million square meters, the project is accredited as the “Grand Urban Renewal Project” in Shenzhen due to its million-level project scale. The Baishizhou Project is located at the north of Shennan Avenue, Nanshan District, Shenzhen City, adjacent to the Science and Technology Park and the Overseas Chinese Town, which is currently the largest and the most discussed and iconic urban renewal project in Shenzhen City. The Baishizhou Project can be divided into three industrial functions, i.e. residential properties, apartments and commercial properties. Adopting a scientific rolling development model, it is expected to be completed in four phases within the next eight to ten years. By collaborating with the top-notch architectural design and research institutions and contractors with substantial competitive edges in the PRC, the Group is confident and capable to develop the Baishizhou Project, a hidden gem waiting to be revealed, into a world-class renowned landmark complex, thereby building LVGEM’s reputation as an urban renewal brand and actively giving back to the people residing in the GBA. During the period under review, the Baishizhou Project progressed with frequent good news. In 2022, the Group settled the land premium for the land parcel of Phase I of the Baishizhou Project and obtained the land use right certificate, and the construction of the project is underway in full swing. In September 2022, the first tower building of Phase I of the Baishizhou Project officially completed the construction works to the ground level and proceeded with the construction of the main structure aboveground. As of 31 December 2022, the construction progress of Phase I of the Baishizhou Project is satisfactory and the pre-sale, demolition and relocation of the standard floors have been kicked off. The pre-sale is expected to commence in the third quarter of 2023 as planned. Meanwhile, given the sound foundation of the project, the Group successfully introduced Vanke as a strategic shareholder of the Baishizhou Project in 2022, through which Vanke injected short-term cash inflow in exchange for long-term investment in the Baishizhou Project. The strong alliance has achieved a win-win situation for both parties, which has been widely recognized by the capital market. In October 2022, it was announced that the Baishizhou consortium led by China Everbright Bank along with five other investing banks was established with total special credit lines of approximately RMB20.7 billion, which will be able to satisfy the funding needs for the demolition and relocation of the Baishizhou Project and the development and construction of Phase I of the project, thereby further reinforcing the safety of the Baishizhou Project and hence enhancing the market’s strong confidence in the successful development of the Baishizhou Project. Only by overcoming the most difficult trials can one achieve the most ambitious goals. After 10 years of relentless efforts, the Baishizhou Project will be ushering in the harvest time in 2023. The Group will certainly capture the opportunities stemming from the occasion to officially enter into a new stage of rapid growth of business scale and profits so as to live up to public expectations.

LVGEM Mangrove Bay No. 1 Project is the most iconic urban renewal project of the Group in recent years. The project is located at the southeast corner of the intersection of Shazui Road and Jindi Road in the central business district of Futian District, Shenzhen, having convenient access to public transport and strategically located in the proximity to Futian Port, Huanggang Port, Beijing-Hong Kong-Macao Expressway and Metro Lines 3, 4 and 7. Phase I of the LVGEM Mangrove Bay No. 1 Project was first launched for sale in October 2018 with a satisfactory sales performance, bringing considerable revenue to the Group. In June 2021, the Group officially confirmed the operating entity of Phase II of the Mangrove Bay No. 1 Project, which comprises five quality sea-view residential buildings with a site area of approximately 22,000 square meters and a planned total gross floor area of 140,000 square meters. In July 2021, Phase II of the Mangrove Bay No. 1 Project commenced the demolition works. Construction of the project progressed well during the year and the construction works have been completed up to the ground level at the end of 2022. Currently, it is carrying out the construction of the main structure aboveground. The pre-sale is expected to commence in 2023, which will contribute contracted sales and cash inflow to the Group.

白石洲城市更新項目(下稱「白石洲項目」)作為深圳市核心地段的超大型綜合體開發建設項目,稀缺價值顯現,自立項以來引發社會各界廣泛關注。該項目規劃總建築面積約500萬平方米,計容建築面積約358萬平方米,以罕見的百萬級體量被譽為深圳的「舊改航母」。白石洲項目位於深圳市南山區深南大道以北,毗鄰科技園及華僑城片區,是目前深圳市規模最大、關注度最高、最具代表性的城市更新項目。白石洲項目分為住宅、公寓及商業三種業態,並採用科學的滾動開發模式,預計在未來八至十年間完成項目四期工程建設。通過與國內頂級的建築設計研究院、實力雄厚的承建商等合作,集團有信心、有能力可以將白石洲項目這塊「璞玉」打造成世界級的知名地標綜合體,打響綠景舊改品牌,積極回饋灣區居民。回顧期內,白石洲項目捷報頻傳。二零二二年,白石洲一期地塊完成地價繳交並取得土地使用權證,項目建設如火如荼。於二零二二年九月,白石洲一期首棟塔樓正式衝出正負零,項目正式進入地上主體建築施工階段。截至二零二二年十二月三十一日止,白石洲一期建設進度理想,預售及返遷地塊均已衝上標準層,按照計劃將於二零二三年第三季度開盤預售。同時,基於項目優質的底色,集團於二零二二年順利引入萬科企業股份有限公司(「萬科」)作為白石洲項目的策略性股東,萬科以短期的現金流入換取對白石洲項目長線的投資,雙方通過強強聯合的合作方式實現互利共贏,獲得資本市場廣泛認可;二零二二年十月,白石洲銀團宣佈組建完成,由光大銀行牽頭,五家銀行參團,共計專項授信金額約為人民幣207億元,可滿足白石洲項目拆遷及一期的開發與建設資金需求,進一步提高了白石洲項目的安全性,增強市場對於白石洲項目順利開發的重要信心。克其至難,圖其至遠,白石洲項目歷經十載耕耘,二零二三年將迎來收穫之秋,集團勢必趁力而上,正式進入規模與盈利高速發展的新階段,不負社會各界期待。

綠景紅樹灣壹號項目是本集團近年最具代表性的城市更新項目。項目位於深圳福田區中心商業區、沙嘴路和金地一路交匯處東南側,交通便利,臨近福田、皇崗雙口岸、京港澳高速公路,及地鐵3、4、7號線,地理位置優越。綠景紅樹灣壹號一期項目於二零一八年十月首次開賣,去化速度理想,為集團帶來可觀的收益。二零二一年六月,本集團正式確認紅樹灣壹號二期實施主體,二期包括五座優質海景住宅樓宇,佔地面積約2.2萬平方米,規劃總建築面積為14萬平方米。於二零二一年七月,紅樹灣一號二期啟動拆除,年內建設進度良好,已於二零二二年底衝上正負零,目前正處於地上主體建築施工階段,預計將在二零二三年開盤預售,為集團貢獻合約銷售和現金流入。



Management Discussion and Analysis

管理層討論與分析

Shenzhen Liguang Project is a comprehensive residential, commercial and industrial high-end industrial park project. The project occupies a site area of approximately 85,000 square meters and a total gross floor area of approximately 382,000 square meters. The project is located in a well-established residential district in Liguang Village, Guanlan Town, Longhua District, Shenzhen City, adjacent to the Mid Valley Clubhouse of the Mission Hills Golf Club. Being a rare quality large-scale ecological residential project in the urban area of Shenzhen City, the project plan includes the development of a special commercial district at the west side of the region, as well as the Liguang Ecological Park on the grassland at the east side, aiming to meet the needs of the surrounding environment and living needs of the community. During the reporting period, the project planning and pre-construction preparations were in progress smoothly with the contract rate reached 100%. The Group will continue to steadily push forward various tasks in relation to the project in the coming year.

Zhuhai Dongqiao Urban Renewal Project, officially renamed as LVGEM Royal Bay, is one of the three pilot urban renewal villages in Zhuhai City and among the first batch of projects that have officially commenced construction. It has been repeatedly listed as the annual key urban development task of Zhuhai City. In 2019, the Group has officially become the operating entity of the renewal project for the old village in Dongqiao and obtained all necessary administrative approvals. This project marks an important milestone of LVGEM (China) in terms of the urban renewal development and operation in Zhuhai. Located in the sub-district of Nanwan, Zhuhai City, the project occupies a total site area of approximately 207,000 square meters with a planned total gross floor area of approximately 765,000 square meters. The project comprises high-end residences, featured hotels, street-level cultural regions and other industrial functions. Currently, the pre-sale of the project has commenced in October 2021, which contributed a new source of revenue and cashflow to the Group on a continuous basis. For the year ended 31 December 2022, the project contributed contracted sales of approximately RMB2,632.6 million of the Group. With the successive introduction of favourable policies, the Group expects that the market will bottom out in 2023, and the contracted sales of Royal Bay will stage a decent recovery.

LVGEM International Garden is located in Huazhou, Maoming, Guangdong Province. Situated in a well-developed traditional residential area, it is in proximity to the Juzhou Park. It is well-served by public transport network and is only approximately 10-minute drive from the city center. The project occupies a site area of approximately 836,000 square meters and a planned total gross floor area of approximately 2.248 million square meters. Leveraging the advantages such as excellent geographical location, good ecological environment and established ancillary educational facilities, the project has become a benchmark real estate project in Huazhou. For the year ended 31 December 2022, the total contracted sales generated from LVGEM International Garden amounted to approximately RMB1,037.7 million and recognised sales revenue was approximately RMB639.5 million.

Hong Kong Lau Fau Shan Project is the Group's first real estate development project in Hong Kong, which marks the first move of the project internationalisation of the Group's brand and its successful expansion beyond the PRC market. The project is located at Deep Bay Road, Lau Fau Shan, Hong Kong. Embracing prime sea view and overlooking Deep Bay, the project is geographically prestigious in Shenzhen with a site area of approximately 80,000 square meters. The project plan comprises approximately 116 low-density waterfront villas, each of which has a gross floor area of approximately 2,000 to 3,000 square feet. The project has easy access to and from Mainland China. Further, benefited from the proximity to Hung Shui Kiu development area, the project is expected to see a further uptick in commercial value.

深圳黎光項目為集住宅、商業及工業於一體的綜合性高端產業園項目，佔地面積約8.5萬平方米，總建築面積約38.2萬平方米。項目位於深圳龍華區觀瀾鎮黎光村，坐落於成熟住宅區，鄰近觀瀾湖高爾夫球會黎光會所，是深圳市區罕見優質的生態大盤。項目規劃將在社區西面規劃一條特色商業街，東面的大片綠地則規劃為黎光生態公園，以滿足社區周邊環境和居住需求。報告期內，項目規劃及開工前籌備進度順利，簽約率達100%，集團將在下一年繼續穩步推進項目的各項工作。

珠海東橋城市更新項目正式改名為綠景瑩悅灣，是珠海市城市更新三大試點村之一，也是第一批正式開工的項目，多次被列入珠海市區年度重點工作。二零一九年，本集團正式成為東橋城中舊村更新項目實施主體，並已取得全部必要行政批覆，為綠景中國涉足珠海市城市更新開發運營樹立了重要的里程碑。該項目位於珠海市南灣片區，總佔地面積約20.7萬平方米，規劃總建築面積約76.5萬平方米，包含高端住宅、特色酒店、文化街區等多重業態。目前，該項目已於二零二一年十月開始預售，持續本集團貢獻了新的收入與現金流，截至二零二二年十二月三十一日止年度，項目貢獻合約銷售約人民幣2,632.6百萬元，集團預計二零二三年隨著政策利好相繼出台，市場築底回暖，瑩悅灣合約銷售額將實現理想回流。

綠景國際花城位於廣東省茂名市化州，地處成熟的傳統住宅區，毗鄰橘洲公園，設有完善的公共交通網絡，距離市中心僅需約10分鐘車程。該項目佔地面積約83.6萬平方米，規劃總建築面積約224.8萬平方米。憑藉優越的地理位置，良好的生態環境以及成熟的配套教育設施等優勢，綠景國際花城成為化州地區的標桿性地產項目。截至二零二二年十二月三十一日止年度，綠景國際花城所產生的總銷售合同人民幣1,037.7百萬元，確認銷售收入約人民幣639.5百萬元。

香港流浮山項目是本集團首個香港房地產發展項目，標誌著集團的品牌觸角已經成功延伸至境外，開啓了國際化項目佈局的第一步。項目位於香港流浮山深灣路，擁有優越海景，眺望後海灣；毗鄰深圳之地理優勢，佔地面積約為8萬平方米，規劃約116棟低密度臨海獨棟別墅，每間獨立屋面積約為2,000-3,000平方呎，且項目往返內地交通便利，依傍未來洪水橋發展區，未來商業價值有望進一步提升。



Management Discussion and Analysis

管理層討論與分析

Future Prospect

Looking back over the past three years, the once-a-century pandemic has been recurring and lingering. After an arduous struggle, the Central Government has scientifically assessed the evolution of the pandemic and announced a transition into a new phase of prevention and control measures for the COVID-19 pandemic. China has released a clear signal to home and abroad that it will further open up to the world at a high level in 2023, which means that the order of production and life in the country will be restored at a faster pace and the endogenous economic growth momentum of China will be accumulated and strengthened. In this context, a number of international authorities, including the International Monetary Fund (IMF), have raised their expectations for China's economic growth in 2023. Goldman Sachs expects Chinese society to come gradually out of the pandemic's shadow in 2023, with a strong rebound in household consumption as the main economic highlight. As winter turns to spring, China's annual GDP growth rate in 2023 is expected to be approximately 5%, much higher than the estimated global economic growth rate of approximately 2.7% in 2023. China will be one of the key engines of global economic growth and an important force in improving the growth prospects of the world economy.

With the strong potential for economic recovery, the launch of various encouraging policies for the real estate industry, as a pillar industry of the national economy, has accelerated its pace. The demand side has rebuilt the confidence of home buyers through policies such as "procuring the delivery of properties and stabilizing people's livelihood", which will gradually release both rigid housing demand and demand for improved homes. On the supply side, financing of real estate enterprises has continued to recover, the three channels of credit financing, debt financing and equity financing for real estate enterprises have all been opened up so that quality real estate enterprises that are not out of risk have regained their vitality, and the industry has bottomed out and gradually changed from high-speed development to high-quality development. At the same time, according to the data of the Bureau of Statistics, property prices have officially entered a phase of K-shaped divergence, high-end residential properties in first-tier cities continued to increase in trading volume and price even in the midst of the winter's chill of the industry. The tide of downturn has faded. Residential properties in core areas are more resilient to risks across the historical cycles with their nature of high value and scarcity manifested. Conversely, due to small economies and weak development potential, residential property prices in third- and fourth-tier cities have fallen off a cliff and demand for homes has been deferred or vanished. Looking forward, the industry has reached a consensus that scarce projects in core districts will be more valuable to purchase, and real estate enterprises that have established exposure in core districts will be more competitive in the industry.

During the year under review, sticking to the strategic direction of "Focused and Prudent Development to Secure Sustainable Growth", LVGEM (China) looked forward with visions and operated conscientiously and aggressively. It ensured capital security on one hand, and strived to progress its projects as scheduled on the other hand, overcoming all difficulties to ensure the cash flow was above the threshold for security. A number of projects have achieved breakthrough results, in particular the construction progress of Phase I of the Baishizhou Project, being accredited as the "Grand Urban Renewal Project" in Shenzhen, was satisfactory. The pre-sale will soon be commenced in 2023. It will then contribute leaping growth of profit and cash inflows, further enhancing the security and brand competitiveness of the Group. The Group will further develop itself into a well-reputed urban renewal service provider and quality service operator in the GBA, making contributions for the development of an international, modern and livable bay area.

未來展望

回望過去三年，世紀疫情反復延宕。經過艱苦卓絕的鬥爭，中央政府科學研判疫情演變態勢，宣佈新冠疫情防控措施轉入新階段，中國向海內外釋放出鮮明的信號——將於二零二三年面向世界推進高水準的全面開放，這意味著國內生產生活秩序將加快恢復，中國經濟增長內生動力積聚加強。在此情況下，國際貨幣基金組織等多家國際權威機構紛紛上調二零二三年中國經濟增長預期。高盛預計，二零二三年中國社會將逐漸走出疫情的陰霾，家庭消費的強勁反彈將是主要的經濟亮點。冬去春來，二零二三年中國全年的GDP增速預計在5%左右，遠高於二零二三年全球經濟預計增速約2.7%，中國將是拉動世界經濟增長的重要引擎之一，是改善全球經濟增長前景的重要力量。

在經濟復甦的強大潛能中，房地產作為國民經濟的支柱性產業，各項鼓勵性的政策加快出台，需求側通過「保交樓、穩民生」等政策重塑購房信心，無論剛需或改善型住房需求都將逐步釋放；供應側房企融資持續修復，信貸融資、債務融資和股權融資三方面的通道均已打通，融資渠道再次開闢使得未出險的優質房企重獲生機，行業築底回暖，逐漸由高速發展向高質量發展轉變。同時，從統計局數據來看，房價已經正式進入K型分化，一線城市的高端住宅即使在行業寒冬中成交量及成交價格有增無減，潮水褪去，核心區位的住宅開始顯現高價值和稀缺性，在穿越歷史週期中更具抗風險能力；反之，由於經濟體量小、發展潛力薄弱，位於三四線城市的住宅價格出現斷崖式下滑，購房需求延期或者消失。放眼未來，行業已達成共識，核心區位的稀缺項目將更具購買價值，佈局核心區位的房企亦將更具行業競爭力。

回顧年內，綠景（中國）堅持「聚焦核心，行穩致遠」的策略性方針，深謀實幹，奮楫爭先，一手力抓資金安全，一手穩抓項目進度，攻克重重困難，確保現金流運行在安全底線之上，多個項目實現突破性成果，特別是譽為深圳市「舊改航母」的白石洲項目一期建設進度理想，即將在二零二三年開啟預售，屆時將貢獻跨越式的利潤和現金流入，集團安全性進一步提高，品牌競爭力著力躍升，集團日益成長為粵港澳大灣區有口皆碑的城市更新服務提供商及品質服務運營商，為建設國際化現代化的宜居灣區貢獻力量。



Management Discussion and Analysis

管理層討論與分析

Looking ahead, continuing to pursue the “dual-core” strategy to proactively expand its presence in the core areas of core cities of the GBA, the Group will be committed to developing unique, high-value and scarce property projects. By harnessing the huge economic benefits arising from the marginal expansion of city clusters in the GBA and encouraging policies, the Group will develop prudently to secure sustainable growth in the alternating historical cycles of real estate market. Sturdy grass withstands high winds, while genuine gold stands the test of blaze. Further adhering to a moderate project scale, the Group will undergo focused development of its existing urban renewal projects to maintain considerable profitability. Meanwhile, it will be keenly aware of the key opportunities arising from the construction and development of the GBA to develop and innovate in an aggressive manner. Pursuing the grand vision of “being the most respected city value-creator in the PRC”, the Group will develop quality properties for the cities and mutually create joyful urban lifestyles for and with the people residing in the GBA.

Financial Review

Revenue

The Group's revenue mainly comprised of revenue from sales of properties held for sale, leasing of investment properties and comprehensive services. The Group's revenue for the year ended 31 December 2022 was approximately RMB2,340.9 million (2021: RMB4,378.0 million), representing a decrease of approximately 46.5% as compared to the last year, which was mainly due to the decrease in revenue from sales of properties held for sale.

| | | 2022 | 2021 | Increase/ (decrease) | |
|---|-----------|------------------|------------------|-------------------------|--------------|
| | | 二零二二年 | 二零二一年 | 增加 / (減少) | % |
| | | RMB'000 | RMB'000 | RMB'000 | |
| | | 人民幣千元 | 人民幣千元 | 人民幣千元 | |
| Real estate development and sales | 房地產開發及銷售 | 1,211,312 | 3,392,354 | (2,181,042) | -64.3 |
| Commercial property investment and operations | 商業物業投資與經營 | 702,042 | 642,633 | 59,409 | 9.2 |
| Comprehensive services | 綜合服務 | 427,567 | 343,030 | 84,537 | 24.6 |
| Total | 總計 | 2,340,921 | 4,378,017 | (2,037,096) | -46.5 |

For the year ended 31 December 2022, the revenue from sales of properties held for sale was approximately RMB1,211.3 million (2021: RMB3,392.4 million), representing a decrease of approximately 64.3% as compared to the last year, which mainly includes the sales of LVGEM Joyful Town and LVGEM International Garden. The Group's total gross floor area of properties held for sale recognised as revenue during the year ended 31 December 2022 was approximately 115,323 square meters (2021: approximately 228,527 square meters).

Revenue from leasing of investment properties for the year ended 31 December 2022 was approximately RMB702.0 million (2021: RMB642.6 million). The Group's commercial properties are all located in core areas. The properties are mainly operated under the brands of “Zoll” and “NEO”. Disregarding the occupancy rate of Hong Kong LVGEM NEO, the occupancy rate of other investment properties as at 31 December 2022 and 2021 maintained at a high level of over 90%. The occupancy rate of Hong Kong LVGEM NEO as at 31 December 2022 was over 70% (2021: over 60%).

展望未來，集團將繼續奉行「雙核」戰略——積極佈局大灣區核心城市、核心區位，全力打造獨一無二的高價值稀缺地產項目，承接粵港澳大灣區城市群邊際擴容和鼓勵性政策帶來的巨大經濟紅利，在房地產歷史週期交替中行穩致遠。疾風知勁草，烈火見真金。本集團將繼續堅持適度規模，精耕現有的城市更新項目，保持可觀的盈利水平；同時積極洞悉大灣區建設及發展帶來的重要機遇，開拓創新，銳意進取，以「做中國最受尊敬的城市價值創造者」為宏偉願景，為灣區城市締造品質地產，與灣區人民共創喜悅生活。

財務回顧

收益

本集團的收益主要包括來自出售待售物業、租賃投資物業及綜合服務的收益。截至二零二二年十二月三十一日止年度，本集團的收益約為人民幣2,340.9百萬元（二零二一年：人民幣4,378.0百萬元），較去年減少約46.5%，主要由於來自出售待售物業的收益減少所致。

截至二零二二年十二月三十一日止年度，來自出售待售物業的收益約為人民幣1,211.3百萬元（二零二一年：人民幣3,392.4百萬元），較去年減少約64.3%，主要包括銷售綠景喜悅薈及綠景國際花城。本集團於截至二零二二年十二月三十一日止年度內已確認為收益的待售物業總建築面積約為115,323平方米（二零二一年：約228,527平方米）。

截至二零二二年十二月三十一日止年度，來自租賃投資物業的收益約為人民幣702.0百萬元（二零二一年：人民幣642.6百萬元）。本集團的商業物業均處於核心地段，有關物業主要以「佐陞」和「NEO」品牌營運。倘不計及香港綠景NEO大廈的出租率，於二零二二年及二零二一年十二月三十一日，其他投資物業的出租率超過90%，維持於高水平。於二零二二年十二月三十一日，香港綠景NEO大廈的出租率超過70%（二零二一年：超過60%）。



Management Discussion and Analysis

管理層討論與分析

The Group provides comprehensive services to customers and tenants of its residential and commercial properties. These comprehensive services include property management services, hotel operations, renovations and others. For the year ended 31 December 2022, comprehensive services of the Group generated revenue of approximately RMB427.6 million (2021: RMB343.0 million), representing an increase of approximately 24.6% as compared to the last year. The increase was mainly attributable to the increase of the service area of the Group and revenue generated from the LVGEM Hotel being requisitioned as a government centre for epidemiological investigation during the year.

Gross Profit and Gross Profit Margin

For the year ended 31 December 2022, the Group's integrated gross profit was approximately RMB1,032.7 million (2021: RMB2,188.4 million), representing a decrease of approximately 52.8% as compared to the last year, and the integrated gross profit margin for the year ended 31 December 2022 was 44.1% (2021: 50.0%). The fluctuation of gross profit was mainly caused by the revenue recognised under different project portfolio. In 2021, approximately 32.7% of the revenue was derived from the projects in Shenzhen, with a higher selling prices as compared to that of Zhuhai and Huazhou while only approximately 8.3% of the revenue in 2022 was derived from the projects in Shenzhen. The income from sales of LVGEM Joyful Town and LVGEM International Garden accounted for approximately 22.9% (2021: 26.5%) and 52.8% (2021: 29.6%) of the total revenue in 2022 respectively.

Selling Expenses

For the year ended 31 December 2022, selling expenses of the Group amounted to approximately RMB106.9 million (2021: RMB164.3 million), representing a decrease of approximately 35.0% as compared to the year due to the decrease of property sales recognised in 2022. The selling expenses mainly included advertising expenses and sales commissions for sales of properties.

Administrative Expenses

For the year ended 31 December 2022, administrative expenses of the Group amounted to approximately RMB553.2 million (2021: RMB564.8 million), representing a decrease of approximately 2.1% as compared to the last year. The administrative expenses mainly included the legal and professional fee incurred in relation to the onshore and offshore financing activities in the current year.

Fair Value Changes on Investment Properties

The valuation on the Group's investment properties as at 31 December 2022 was conducted by an independent property valuer which resulted in a fair value gain on investment properties of approximately RMB2,054.1 million (2021: RMB2,567.4 million) for the year ended 31 December 2022.

Finance Costs

For the year ended 31 December 2022, finance costs of the Group amounted to approximately RMB1,786.6 million (2021: RMB1,710.9 million), representing an increase of approximately 4.4% as compared to last year due to increase of total borrowings in 2022. The Group's average finance cost of interest-bearing loans was 6.9% (2021: 6.4%) for the year ended 31 December 2022.

Income Tax Expenses

For the year ended 31 December 2022, income tax expense of the Group amounted to approximately RMB976.1 million (2021: RMB1,114.9 million). The Group's income tax expense included payments and provisions made for EIT, LAT and deferred tax during the year. The decrease of income tax expenses was mainly the result from the increase in PRC withholding tax on dividends distributed by subsidiaries which was not incurred in 2021 and offset by the decrease of provision of EIT and LAT in current year.

Operating Results

For the year ended 31 December 2022, the loss attributable to owners of the Company was approximately RMB730.1 million (2021: profit attributable to owners of the Company RMB1,152.6 million), representing a decrease of approximately 163.3% as compared to the last year.

本集團向其住宅及商業物業的客戶及租戶提供綜合服務。該等綜合服務包括物業管理服務、酒店運營、舊改及其他。截至二零二二年十二月三十一日止年度，本集團綜合服務產生的收益約為人民幣427.6百萬元（二零二一年：人民幣343.0百萬元），較去年增長約24.6%。增長乃主要由於本集團的服務範圍增加及綠景酒店於年內被政府徵用為流行病學調查中心而產生的收益所致。

毛利及毛利率

截至二零二二年十二月三十一日止年度，本集團的綜合毛利約為人民幣1,032.7百萬元（二零二一年：人民幣2,188.4百萬元），較去年減少約52.8%；而截至二零二二年十二月三十一日止年度，綜合毛利率為44.1%（二零二一年：50.0%）。毛利的波動主要是由於受不同項目組合確認之收益所致。於二零二一年，約32.7%的收益來自位於深圳的項目，售價較位於珠海及化州的項目高，而於二零二二年僅有約8.3%的收益來自位於深圳的項目。來自出售綠景喜悅薈及綠景國際花城的收入分別佔二零二二年的總收益約22.9%（二零二一年：26.5%）及52.8%（二零二一年：29.6%）。

銷售開支

截至二零二二年十二月三十一日止年度，本集團的銷售開支約為人民幣106.9百萬元（二零二一年：人民幣164.3百萬元），較去年減少約35.0%，乃由於二零二二年確認的物業銷售減少所致。銷售開支主要包括推廣開支及銷售物業的銷售佣金。

行政開支

截至二零二二年十二月三十一日止年度，本集團的行政開支約為人民幣553.2百萬元（二零二一年：人民幣564.8百萬元），較去年減少約2.1%。行政開支主要包括本年度就境內及離岸融資活動所招致的法律及專業費用。

投資物業的公允價值變動

於二零二二年十二月三十一日，本集團的投資物業經由獨立物業估值師進行估值，並因此得出截至二零二二年十二月三十一日止年度投資物業公允價值收益約人民幣2,054.1百萬元（二零二一年：人民幣2,567.4百萬元）。

融資成本

截至二零二二年十二月三十一日止年度，本集團的融資成本約為人民幣1,786.6百萬元（二零二一年：人民幣1,710.9百萬元），較去年增加約4.4%，此乃由於二零二二年的總借貸增加所致。本集團截至二零二二年十二月三十一日止年度的有息貸款平均融資成本為6.9%（二零二一年：6.4%）。

所得稅開支

截至二零二二年十二月三十一日止年度，本集團所得稅開支約為人民幣976.1百萬元（二零二一年：人民幣1,114.9百萬元）。本集團所得稅開支包括於年內就企業所得稅、土地增值稅及遞延稅項所作出的付款及撥備。所得稅開支減少乃主要由於附屬公司分派股息之中國預扣稅（並非於二零二一年產生）增加所致，惟被本年度企業所得稅及土地增值稅撥備減少所抵銷。

經營業績

截至二零二二年十二月三十一日止年度，本公司股東應佔虧損約為人民幣730.1百萬元（二零二一年：本公司股東應佔盈利人民幣1,152.6百萬元），較去年減少約163.3%。



Management Discussion and Analysis

管理層討論與分析

Liquidity, Financial Resources and Gearing

Bank balances and cash (including restricted bank deposits) as at 31 December 2022 amounted to approximately RMB3,605.0 million (2021: RMB7,287.1 million). The Group's bank balances and cash are denominated in RMB, Hong Kong Dollar ("HK\$") and US\$.

The Group had total borrowings of approximately RMB34,351.7 million as at 31 December 2022 (2021: RMB31,187.7 million). Borrowings classified as current liabilities were approximately RMB12,768.8 million (2021: RMB9,851.6 million).

Breakdown of total borrowings

By currency denomination

| | | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
|---------------------|--------|-----------------------------------|-----------------------------------|
| Denominated in RMB | 以人民幣計值 | 18,492,139 | 15,259,886 |
| Denominated in HK\$ | 以港元計值 | 8,542,239 | 8,532,416 |
| Denominated in US\$ | 以美元計值 | 7,317,335 | 7,395,401 |
| | | 34,351,713 | 31,187,703 |

By fixed or variable interest rates

| | | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
|-------------------------|------|-----------------------------------|-----------------------------------|
| Fixed interest rates | 固定利率 | 11,592,202 | 11,511,120 |
| Variable interest rates | 浮動利率 | 22,759,511 | 19,676,583 |
| | | 34,351,713 | 31,187,703 |

The Group's gearing ratio as at 31 December 2022 was approximately 99.3% (2021: 81.2%), which was based on net debt (total interest-bearing loans net of bank balances and cash (including restricted bank deposits)) over total equity.

Current, Total and Net Assets

As at 31 December 2022, the Group had current assets of approximately RMB56,040.4 million (2021: RMB52,592.9 million) and current liabilities of approximately RMB26,772.7 million (2021: RMB19,171.7 million), which represented a decrease in net current assets from approximately RMB33,421.2 million as at 31 December 2021 to approximately RMB29,267.7 million as at 31 December 2022. The decrease in net current assets as at 31 December 2022 was mainly attributable to the decrease in bank balances and the increase in the current liabilities portion of senior notes and bonds, contract liabilities and borrowings, which was partially offset by the increase in deposits paid, prepayments and other receivables.

As at 31 December 2022, the Group recorded total assets of approximately RMB99,704.6 million (2021: RMB84,942.1 million) and total liabilities of approximately RMB68,728.1 million (2021: RMB55,501.3 million), representing a liabilities to assets ratio of approximately 68.9% (2021: 65.3%). Net assets of the Group were approximately RMB30,976.5 million (2021: RMB29,440.8 million) as at 31 December 2022.

流動資金、財務資源及資本負債比率

於二零二二年十二月三十一日，銀行結餘及現金（包括受限制銀行存款）約為人民幣3,605.0百萬元（二零二一年：人民幣7,287.1百萬元）。本集團的銀行結餘及現金以人民幣、港元（「港元」）及美元計值。

於二零二二年十二月三十一日，本集團的總借貸約為人民幣34,351.7百萬元（二零二一年：人民幣31,187.7百萬元）。分類為流動負債的借貸約為人民幣12,768.8百萬元（二零二一年：人民幣9,851.6百萬元）。

總借貸明細

按計值貨幣劃分

| | | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
|---------------------|--------|-----------------------------------|-----------------------------------|
| Denominated in RMB | 以人民幣計值 | 18,492,139 | 15,259,886 |
| Denominated in HK\$ | 以港元計值 | 8,542,239 | 8,532,416 |
| Denominated in US\$ | 以美元計值 | 7,317,335 | 7,395,401 |
| | | 34,351,713 | 31,187,703 |

按固定或浮動利率劃分

| | | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
|-------------------------|------|-----------------------------------|-----------------------------------|
| Fixed interest rates | 固定利率 | 11,592,202 | 11,511,120 |
| Variable interest rates | 浮動利率 | 22,759,511 | 19,676,583 |
| | | 34,351,713 | 31,187,703 |

本集團於二零二二年十二月三十一日的負債比率（按淨負債（有息貸款總額減銀行結餘及現金（包括受限制銀行存款）除以總權益計算）約為99.3%（二零二一年：81.2%）。

流動資產、總資產及資產淨值

於二零二二年十二月三十一日，本集團擁有流動資產約人民幣56,040.4百萬元（二零二一年：人民幣52,592.9百萬元）及流動負債約人民幣26,772.7百萬元（二零二一年：人民幣19,171.7百萬元），流動資產淨值由二零二一年十二月三十一日約人民幣33,421.2百萬元減少至二零二二年十二月三十一日約人民幣29,267.7百萬元。於二零二二年十二月三十一日的流動資產淨值減少，乃主要由於銀行結餘減少以及優先票據及債券的流動負債部分、合同負債及借貸增加所致，惟部分被已付按金、預付款項及其他應收款項增加所抵銷。

於二零二二年十二月三十一日，本集團錄得總資產約人民幣99,704.6百萬元（二零二一年：人民幣84,942.1百萬元）及總負債約人民幣68,728.1百萬元（二零二一年：人民幣55,501.3百萬元），資產負債比率約為68.9%（二零二一年：65.3%）。本集團於二零二二年十二月三十一日的資產淨值約為人民幣30,976.5百萬元（二零二一年：人民幣29,440.8百萬元）。



Management Discussion and Analysis

管理層討論與分析

For the year ended 31 December 2022, the Group was able to utilise its internal resources and debt and equity financing to meet the funding requirements for the development of real estate projects.

Charge on Assets

As at 31 December 2022, loans of approximately RMB24,235.6 million (2021: RMB23,541.3 million) were secured by properties under development for sale, properties held for sale, investment properties, property, plant and equipment, equity instruments at fair value through other comprehensive income, pledged deposits and other receivables of the Group respectively in the total amount of approximately RMB33,518.5 million (2021: RMB28,536.2 million).

Contingent Liabilities

As at 31 December 2022, the Group had financial guarantee contracts relating to guarantees in respect of mortgage facilities for certain purchasers amounting to approximately RMB2,525.9 million (2021: RMB1,814.4 million). Pursuant to the terms of the guarantees, if there is default of the mortgage payments by these purchasers, the Group is responsible to repay the outstanding mortgage loans together with any accrued interest and penalty owed by the defaulted purchasers to the banks.

The Group's guarantee period commences from the dates of grant of the relevant mortgage loans and ends upon the earlier of the buyer obtaining the individual property ownership certificate or the full settlement of mortgage loans by the buyer.

The Directors consider that it is not probable for the Group to sustain a loss under these guarantees as during the periods under guarantees, the Group can take over the ownerships of the related properties under default and sell the properties to recover any amounts paid by the Group to the banks. The Group has not recognised any deferred income in respect of these guarantees as its fair value is considered to be minimal by the Directors. The Directors also consider that the fair market value of the underlying properties is able to cover the outstanding mortgage loans guaranteed by the Group in the event that the purchasers default payments to the banks for their mortgage loans.

Exposure to Fluctuations in Exchange Rates and Related Hedges

Almost all of the Group's operating activities are carried out in the Mainland China with most of the transactions denominated in Renminbi. The Group is exposed to foreign currency risk arising from the exposure of Hong Kong dollars and United States dollars against Renminbi as a result of certain cash balances and loans in Hong Kong dollars or United States dollars.

The Group does not have a foreign currency hedging policy. However, the Directors monitor the Group's foreign exchange exposure closely and may, depending on the circumstances and trend of foreign currency, consider adopting appropriate foreign currency hedging policy in the future.

Treasury Policies and Capital Structure

The Group adopts a prudent approach with respect to treasury and funding policies, with a focus on risk management and transactions that are directly related to the underlying business of the Group.

Employees

As at 31 December 2022, the Group had a staff roster of 2,379 (2021: 2,281), of which 2,354 (2021: 2,254) employees were based in the Mainland China and 25 (2021: 27) employees were based in Hong Kong. The remuneration of employees was in line with the market trends and commensurate to the levels of remuneration in the industry. Remuneration of the Group's employees includes basic salaries, bonuses, retirement scheme and long-term incentives such as share options within an approved scheme. In addition, training and development programmes are provided to the Group's employees on an on-going basis throughout the Group.

截至二零二二年十二月三十一日止年度，本集團能夠利用其內部資源及債務及股權融資滿足房地產項目開發的資金需求。

資產抵押

於二零二二年十二月三十一日，貸款約人民幣24,235.6百萬元（二零二一年：人民幣23,541.3百萬元）分別以總額約人民幣33,518.5百萬元（二零二一年：人民幣28,536.2百萬元）之本集團發展中待售物業、待售物業、投資物業、物業、廠房及設備、按公允價值計入其他全面收益之股本工具、抵押存款及其他應收款項作抵押。

或然負債

於二零二二年十二月三十一日，本集團就若干買方的按揭融資提供擔保的財務擔保合約約為人民幣2,525.9百萬元（二零二一年：人民幣1,814.4百萬元）。根據擔保條款，倘該等買方拖欠按揭付款，則本集團須負責償還尚未償付的按揭貸款連同違約買方欠付銀行的任何應計利息及罰金。

本集團的擔保期由相關按揭貸款授出日期起，直至買家取得個人房產所有權證或買家悉數清償按揭貸款（以較早者為準）時為止。

董事認為本集團於擔保期間不大可能因該等擔保而遭受虧損，而本集團在違約的情況下可接管有關物業的所有權並將之出售，以收回本集團向銀行支付的金額。由於董事認為該等擔保的公允價值微不足道，故本集團並未就該等擔保確認任何遞延收入。董事亦認為，倘買方拖欠償還銀行按揭貸款，相關物業的公允市價足以彌補本集團所擔保的未償還按揭貸款。

匯率波動風險及有關對沖

本集團幾乎全部經營活動均在中國內地進行，而大部份交易均以人民幣計價。由於本集團若干現金結餘及貸款為港元或美元，使本集團面臨港元及美元兌人民幣而產生的外匯風險。

本集團並無外幣對沖政策。然而，各董事密切監察本集團的外匯風險，並視乎外幣的情況及走勢考慮日後採納適當的外幣對沖政策。

財資政策及資本結構

本集團就其財資及資本政策取態審慎，並專注於風險管理及與本集團的相關業務有直接關係的交易。

僱員

於二零二二年十二月三十一日，本集團僱有2,379名（二零二一年：2,281名）員工，其中2,354名（二零二一年：2,254名）員工長駐中國內地，於香港則僱有25名（二零二一年：27名）員工。僱員的薪酬與市場趨勢一致，並與業內的薪酬水平相若。本集團僱員的薪酬包括基本薪金、花紅、退休計劃及長期獎勵，如獲認可的計劃內的購股權。此外，本集團持續為本集團僱員提供培訓與發展課程。



Biographical Details of Directors and Senior Management

董事及高級管理人員之履歷

Executive Directors

Ms. HUANG Jingshu, aged 35, is an Executive Director and Chairman of the Company and is responsible for the overall business development of the Company. From August 2012 to July 2013, Ms. HUANG served in the Guangzhou branch of Deloitte Touche Tohmatsu (Special General Partnership) and her last position was analyst of Corporate Risk Management Service Division, where she was primarily responsible for providing professional services to clients. Since November 2010, Ms. HUANG started serving in Shenzhen LVGEM Entity Management Group Co., Ltd. (深圳市綠景企業管理集團有限公司) and her position was the vice general manager of the investment management department and was responsible for corporate development and planning matters. Ms. HUANG obtained her Bachelor of Arts with Honours degree in Accounting and Finance from University of Exeter in the United Kingdom in July 2010, and her Master of Science degree in Accounting and Finance in November 2011. Ms. HUANG was appointed as an executive director and the chairman of the Company on 15 May 2014 and 5 June 2014 respectively. Ms. HUANG is the daughter of Mr. WONG Hong King, the controlling shareholder of the Company, the sister of Mr. HUANG Hao Yuan, an executive director of the Company, and the cousin of Ms. LI Yufei, an executive director of the Company.

Mr. TANG Shouchun, aged 60, is an Executive Director and Chief Executive Officer of the Company and is responsible for overall corporate investment and finance matters, investor relationship and compliance management of the Company. Mr. TANG was appointed as vice president of Shenzhen LVGEM Entity Management Group Co., Ltd. (深圳市綠景企業管理集團有限公司) in October 2015 and operations director of the Company in February 2016. Prior to joining Shenzhen LVGEM Entity Management Group Co., Ltd. (深圳市綠景企業管理集團有限公司), Mr. TANG has been the deputy general manager of Yue Xiu Enterprises (Holdings) Limited and executive director of Yuexiu Property Company Limited (a company listed on the Stock Exchange). Mr. TANG studied business administration in Nanjing Agricultural University in his early years and obtained a doctor degree. After graduating, he has been vice professor in university, senior management in Guangdong and Guangzhou large state-owned enterprises (including Hong Kong listed companies) and was responsible for finance, capital operation, legal, audit, strategic and operation management matters. Mr. TANG is a vice professor, senior accountant, senior economist and registered asset appraiser in China. Mr. TANG was appointed as an executive director and chief executive officer of the Company on 31 March 2016.

Mr. YE Xingan, aged 59, is an Executive Director of the Company and is responsible for the overall project development and management and business branding management of the Company. He joined Shenzhen LVGEM Entity Management Group Co., Ltd. (深圳市綠景企業管理集團有限公司) in March 2007 and served as the executive vice president and was responsible for its overall operation management. Prior to joining the Company, from March 1993 to August 2002, Mr. YE served various positions in 萬科企業股份有限公司 (China Vanke Co., Ltd.*), a company primarily engaged in real estate development. From August 2002 to March 2005, Mr. YE served as a director and general manager of Chengdu Xinyi Investment Industry Co., Ltd. (成都心怡投資實業有限公司) and was primarily responsible for overall management. From March 2005 to March 2007, Mr. YE served as a director and general manager of Shenzhen Xinyi Real Estate Investment Development Co., Ltd. (深圳市心怡房地產投資發展有限公司) and was primarily responsible for its overall management. Mr. YE obtained his associate degree in accounting from Jiangxi College of Finance and Economics (江西財經學院, now known as Jiangxi University of Finance and Economics (江西財經大學)) in the PRC in June 1986, and he studied courses of master's degree in business administration at International Business Administration School of University of International Business and Economics (對外經濟貿易大學國際工商管理學院) in the PRC from September 2000 to September 2001. Mr. YE was appointed as an executive director of the Company on 15 May 2014.

* For identification purposes only 僅供識別

執行董事

黃敬舒女士，現年35歲，本公司執行董事兼主席，負責本公司之整體業務發展。於二零一二年八月至二零一三年七月，黃女士任職於德勤•關黃陳方會計師行廣州分行(特殊普通合伙)，其最後職位為企業風險管理服務部分析師，主要負責向客戶提供專業服務。自二零一零年十一月起，黃女士開始就職於深圳市綠景企業管理集團有限公司及其職位為投資管理部副總經理，負責企業發展及策劃事宜。黃女士於二零一零年七月取得英國University of Exeter會計及財務學榮譽學士學位，並於二零一一年十一月於同一間大學取得會計及財務學理學碩士學位。於二零一四年五月十五日及二零一四年六月五日，黃女士分別獲委任為本公司執行董事及主席。黃女士為本公司控股股東黃康境先生之女兒、本公司執行董事黃浩源先生之胞姊及本公司執行董事李俞霏小姐之表姐。

唐壽春先生，現年60歲，本公司執行董事兼行政總裁，負責本公司之整體企業投融資事務、投資者關係和合規管理。唐先生於二零一五年十月就任綠景企業管理集團有限公司副總裁，於二零一六年二月就任本公司運營總監。加入綠景企業管理集團有限公司之前曾任越秀企業集團副總經理、越秀地產公司(一間於聯交所上市的公司)執行董事。唐先生早年就讀於南京農業大學企業管理專業，並取得博士學位。畢業後，彼先後擔任大學副教授、廣東及廣州大型國企(包括香港上市公司)高級管理人員，主管過財務、資本運營、法務、審計、戰略及運營管理等工作。唐先生擁有副教授、高級會計師、高級經濟師、中國註冊資產評估師等專業資格。唐先生於二零一六年三月三十一日獲委任為本公司執行董事兼行政總裁。

葉興安先生，現年59歲，本公司執行董事，負責本公司之整體項目發展及管理以及企業品牌管理。葉先生於二零零七年三月加入深圳市綠景企業管理集團有限公司，擔任常務副總裁，負責其整體營運管理。於加入本公司前，於一九九三年三月至二零零二年八月，葉先生於萬科企業股份有限公司(一間主要從事房地產開發之公司)擔任多個職位。於二零零二年八月至二零零五年三月，葉先生擔任成都心怡投資實業有限公司董事兼總經理，主要負責整體管理。於二零零五年三月至二零零七年三月，葉先生擔任深圳市心怡房地產投資發展有限公司董事兼總經理，主要負責整體管理。葉先生於一九八六年六月取得中國江西財經學院(現稱江西財經大學)會計學學士學位，及於二零零零年九月至二零零一年九月在中國對外經濟貿易大學國際工商管理學院修讀工商管理碩士學位課程。於二零一四年五月十五日，葉先生獲委任為本公司執行董事。



Biographical Details of Directors and Senior Management 董事及高級管理人員之履歷

Mr. HUANG Hao Yuan, aged 32, is an Executive Director of the Company and is responsible for investment property operation and management of the Company. Mr. HUANG joined Shenzhen LVGEM Entity Management Group Co., Ltd. (深圳市綠景企業管理集團有限公司) in 2014, and served as the deputy general manager of the Investment and Development Centre and was responsible for formulating its strategic development and investment plans, as well as responsible for project execution and the evaluation of potential projects. From August 2016 to February 2017, Mr. HUANG served as a senior investment manager of 博商資產管理有限公司 (Boshuang Assets Management Co., Ltd.*) and was responsible for project development and evaluation and monitoring of investments. Mr. HUANG possesses 9 years' working experience in the real estate industry in China. Mr. HUANG was appointed as an executive director of the Company on 21 February 2017. Mr. HUANG is the son of Mr. WONG Hong King, the controlling shareholder of the Company, the younger brother of Ms. HUANG Jingshu, an executive director and chairman of the Company, and the cousin of Ms. LI Yufei, an executive director of the Company.

Ms. LI Yufei, aged 32, is an Executive Director of the Company and is responsible for human relations of the Company. Ms. LI served various positions in 深圳市綠景房地產開發有限公司 (Shenzhen LVGEM Real Estate Development Co., Ltd.*), a subsidiary of the Company, from February 2015 to December 2018, namely, the assistant to General Manager of the Cost Management Department, an investment manager of Strategic Investment Management Department and an officer of Finance Department, respectively. Ms. LI joined LVGEM (Suzhou) Real Estate Investment Company Limited, a subsidiary of the Company, as the assistant to the chairman of the Company and the head of the General Management Department of the Company in January 2019. Ms. LI was appointed as a director of China LVGEM Property Holdings Limited, a company indirectly wholly-owned by the controlling shareholder of the Company, Mr. Wong Hong King, in August 2019. Ms. LI obtained the Degree of Bachelor of Science in Economics from The Queen's University of Belfast in the United Kingdom in July 2013 and a Degree of Master of Science in Finance from The University of Manchester in the United Kingdom in November 2014. Ms. LI was appointed as an executive director of the Company on 1 June 2022. Ms. LI is the cousin of Ms. Huang Jingshu, an executive director and the chairman of the Company and Mr. Huang Hao Yuan, an executive director of the Company; and the niece of Mr. Wong Hong King, the ultimate controlling shareholder of the Company.

黃浩源先生，現年32歲，本公司執行董事，負責本公司之投資性物業運營及管理。黃先生於二零一四年加入深圳市綠景企業管理集團有限公司，擔任投資發展中心之副總經理，負責制定戰略發展和投資計劃、項目執行及潛在項目的評估。於二零一六年八月至二零一七年二月，黃先生於博商資產管理有限公司擔任高級投資經理，負責項目開發、評估及監控投資。黃先生具有九年於中國房地產行業之工作經驗。於二零一七年二月二十一日，黃先生獲委任為本公司執行董事。黃先生為本公司控股股東黃康境先生之兒子、本公司執行董事兼主席黃敬舒女士之胞弟及本公司執行董事李俞霏小姐之表哥。

李俞霏小姐，現年32歲，本公司執行董事，負責本公司之僱員人事關係。李小姐於二零一五年二月至二零一八年十二月在本公司之附屬公司深圳市綠景房地產開發有限公司分別擔任多個職位，包括成本管理部門總經理助理、戰略投資管理部投資經理以及財務部主任。李小姐於二零一九年一月加入綠景(蘇州)地產投資有限公司(本公司之附屬公司)擔任本公司主席助理兼本公司綜合管理部主管。李小姐於二零一九年八月獲委任為中國綠景地產控股有限公司(一間由本公司控股股東黃康境先生間接全資擁有之公司)之董事。李小姐於二零一三年七月取得英國貝爾法斯特女王大學經濟學理學學士學位，並於二零一四年十一月取得英國曼徹斯特大學金融學理學碩士學位。於二零二二年六月一日，李小姐獲委任為本公司執行董事。李小姐為本公司執行董事兼主席黃敬舒女士之表妹、本公司執行董事黃浩源先生之表姐；及本公司最終控股股東黃康境先生之外甥女。

* For identification purposes only 僅供識別



Biographical Details of Directors and Senior Management

董事及高級管理人員之履歷

Independent Non-Executive Directors

Mr. WANG Jing, aged 55, is an Independent Non-Executive Director of the Company and is responsible for providing independent judgement and scrutinising the performance of the Company. Mr. WANG has served as a vice president of JD.Com, Inc from August 2018 to January 2023. Mr. WANG has served as a chief strategy officer of JD.Com, Inc (7FRESH Business Unit) from October 2018 to April 2019. Mr. WANG has served as an independent director of Dark Horse Venture (Beijing) Technology Co. Ltd (創業黑馬(北京)科技股份有限公司) (a company listed on the Shenzhen Stock Exchange with a stock code of 300688) from January 2016 to October 2021. Mr. WANG obtained his Bachelor of Engineering Degree from Heilongjiang Business School (黑龍江商學院) in the PRC in July 1990, and his master's degree in business administration from University of International Business and Economics (對外經濟貿易大學) in the PRC in July 1997. Mr. WANG was appointed as an independent non-executive director of the Company on 15 May 2014.

Ms. HU Gin Ing, aged 64, is an Independent Non-Executive Director of the Company and is responsible for providing independent judgement and scrutinising the performance of the Company. Ms. HU has over 28 years of experience in accounting and finance. Ms. HU was appointed as an independent director of Acer Synergy Tech Corp. (智聯服務股份有限公司) and Vigor Kobo Company Limited, all of which were listed on the Taipei Exchange with a code of 6751 and 2733, on 15 October 2019 and 28 June 2019 respectively. Ms. HU has been the vice chairman of the board of BeneLife Management Limited* (合富潤生企業管理諮詢(上海)有限公司) since February 2018. From December 2013 to April 2019 and from March 2011 to June 2020, Ms. HU has served as an independent non-executive director of Carnival Group International Holdings Limited (嘉年華國際控股有限公司) and Enterprise Development Holdings Limited (企展控股有限公司), both companies are listed on the Hong Kong Stock Exchange with stock code of 996 and 1808 respectively. From July 2017 to June 2020, Ms. HU has served as the chairman of the board of directors of Benepet Co., Ltd. (益龍生醫股份有限公司). From January 2005 to July 2020, Ms. HU has served as the director of NHL CPA Ltd., Hong Kong. From November 2013 to June 2022, Ms. HU has served as an independent non-executive director of Superactive Group Company Limited (先機企業集團有限公司) (formerly known as United Pacific Industries Limited (聯太工業有限公司)), a company listed on the Hong Kong Stock Exchange with stock code of 176. Ms. HU obtained her degree of Bachelor of Arts from National Taiwan University in June 1981, her degree of Master of Science from Barry University in the United States of America in May 1988 and her degree of Master of Business Administration from Florida International University in the United States of America in August 1990. Ms. HU is a member of the Hong Kong Institute of Certified Public Accountants and a member of the American Institute of Certified Public Accountants. Ms. HU was appointed as an independent non-executive director of the Company on 15 May 2014.

獨立非執行董事

王敬先生，現年55歲，本公司獨立非執行董事，負責提供獨立判斷及細察本公司之表現。王先生於二零一八年八月至二零二三年一月擔任京東集團股份有限公司副總裁。王先生於二零一八年十月至二零一九年四月擔任京東集團股份有限公司(7FRESH業務部)首席戰略官。王先生於二零一六年一月至二零二一年十月擔任創業黑馬(北京)科技股份有限公司(一間於深圳證券交易所上市之公司(股份代號：300688))獨立董事。王先生於一九九零年七月取得中國黑龍江商學院工程學士學位，並於一九九七年七月取得中國對外經濟貿易大學工商管理碩士學位。於二零一四年五月十五日，王先生獲委任為本公司獨立非執行董事。

胡競英女士，現年64歲，本公司獨立非執行董事，負責提供獨立判斷及細察本公司之表現。胡女士在會計及財務方面積逾二十八年經驗。胡女士分別於二零一九年十月十五日及於二零一九年六月二十八日起獲委任為智聯服務股份有限公司(股票代號：6751)及維格餅家股份有限公司(股票代號：2733)(均於台灣證券櫃臺買賣中心之公司)獨立董事。胡女士自二零一八年二月起擔任合富潤生企業管理諮詢(上海)有限公司之副董事長。於二零一三年十二月至二零一九年四月及於二零一一年三月至二零二零年六月，胡女士分別擔任嘉年華國際控股有限公司(股份代號：996)及企展控股有限公司(股份代號：1808)(兩間均於香港交易所上市之公司)之獨立非執行董事。於二零一七年七月至二零二零年六月，胡女士擔任益龍生醫股份有限公司之董事長。於二零零五年一月至二零二零年七月，胡女士擔任香港匯俊會計師事務所有限公司之董事。於二零一三年十一月至二零二二年六月，胡女士擔任先機企業集團有限公司(前稱「聯太工業有限公司」)(一間於香港交易所上市之公司(股份代號：176))獨立非執行董事。胡女士於一九八一年六月取得國立台灣大學文學士學位，於一九八八年五月取得美國Barry University科學碩士學位及於一九九零年八月取得美國Florida International University工商管理碩士學位。胡女士為香港會計師公會之會員及美國會計師公會之會員。於二零一四年五月十五日，胡女士獲委任為本公司獨立非執行董事。

* For identification purposes only 僅供識別



Biographical Details of Directors and Senior Management 董事及高級管理人員之履歷

Mr. MO Fan, aged 40, is an Independent Non-Executive Director of the Company and is responsible for providing independent judgement and scrutinising the performance of the Company. Mr. MO has over 16 years of experience in financing. Mr. MO currently serves as a Chief Financial Officer of the joint venture company of Vanke Service and Cushman & Wakefield. Mr. MO obtained his Bachelor of Business Administration degree and a Bachelor of Communication Engineering degree from Zhejiang University in the PRC in June 2005 respectively, and his Master of Science degree in Banking and Finance from Loughborough University in the United Kingdom in December 2006. Mr. MO was appointed as an independent non-executive director of the Company on 8 April 2019.

Senior Management

Ms. HU Yong, aged 61, is the vice president of the Group and is responsible for its financing. Prior to joining the Group in January 2005, from July 2003 to December 2004, Ms. HU served as the assistant to general manager in China Jiantou Commerce & Trading Co., Ltd. (中建投商貿有限公司) and was responsible for finance duties. From January 1987 to January 2001, she served in various positions in Shenzhen Petrochemical Chemical Co., Ltd. (深圳石化化工有限公司), including deputy general manager from July 1996 to January 2001. She was responsible for financial and accounting matters. Ms. HU obtained her associate degree in accounting from Shenzhen University (深圳大學) in July 1989, and studied strategic financing management courses in the Research Institute of Tsinghua University in Shenzhen (深圳清華大學研究院) in the PRC in April 2008.

Mr. REN Hongbing, aged 54, is the vice president of the Group and is responsible for the project construction and development. Mr. REN joined the Group in March 2001. He had served various positions including the vice general manager and general manager of Zhuhai LVGEM Real Estate Development Co., Ltd. (珠海綠景房地產開發有限公司) and was responsible for project development. Prior to joining the Group, Mr. REN served as various positions in Shenzhen Huatai Enterprises Company (深圳華泰企業公司) and was responsible for technology and engineering matters. Mr. REN obtained his bachelor's degree in industrial and civil buildings (工業與民用建築) from Yangzhou Construction Engineering Institute (揚州建築工程學校) in the PRC in July 1988, and his Master of Business Administration degree from University of Wales in January 2012.

莫凡先生，現年40歲，本公司獨立非執行董事，負責提供獨立判斷及細察本公司之表現。莫先生於財務融資方面擁有超過十六年經驗。莫先生現時為萬科物業與戴德梁行合資公司首席財務官。莫先生於二零零五年六月分別取得中國浙江大學工商管理學學士及通信工程學學士學位，並於二零零六年十二月取得英國Loughborough University銀行與金融學碩士學位。於二零一九年四月八日，莫先生獲委任為本公司獨立非執行董事。

高級管理人員

呼勇女士，現年61歲，本集團之副總裁，負責財務融資。於二零零五年一月加入本集團前，於二零零三年七月至二零零四年十二月，呼女士擔任中建投商貿有限公司助理總經理，負責財務職責。於一九八七年一月至二零零一年一月，彼擔任深圳石化化工有限公司若干職位，包括於一九九六年七月至二零零一年一月擔任副總經理，負責財務及會計事項。呼女士於一九八九年七月取得深圳大學會計學畢業證書，並於二零零八年四月修讀中國深圳清華大學研究院策略融資管理課程。

任紅兵先生，現年54歲，本集團之副總裁，負責項目建設發展。任先生於二零零一年三月加入本集團。曾先後擔任珠海綠景房地產開發有限公司副總經理及總經理等多個職位，負責項目開發。於加入本集團前，任先生於深圳華泰企業公司擔任多個職位，負責技術及工程事宜。任先生於一九八八年七月取得中國揚州建築工程學校工業與民用建築學士學位，並於二零一二年一月取得英國威爾士大學工商管理碩士學位。



Directors' Report

董事會報告

The directors of the Company (the “Directors”) are pleased to present their report together with the audited consolidated financial statements for the year ended 31 December 2022.

A review of the business of the Group during the year under review and a discussion on the Group's future business development, possible risks and uncertainties that the Group may be facing and important events affecting the Company occurred during the year ended 31 December 2022 are provided in the section headed “Chairman's Statement” on pages 4 to 7 and the section headed “Management Discussion and Analysis” on pages 8 to 21 of this annual report.

An analysis of the Group's performance during the year ended 31 December 2022 using financial performance indicators is provided in the section headed “Management Discussion and Analysis” on pages 8 to 21 of this annual report.

Principal Activities

The Group is principally engaged in property development and property investment businesses.

Compliance with Laws and Regulations

As at 31 December 2022 and up to the date of this annual report, the Board was not aware of any non-compliance with the relevant laws and regulations that had a significant impact on the businesses and operations of the Group.

Environmental Policies and Performance

The Group recognises environmental protection is of vital importance to the long term development of the Group. In order to minimise the environmental impact, the Group will continue to review and improve the effectiveness of its management practices from time to time.

“Environmental, Social and Governance Report” will be published at the same time as the publication of this annual report. The English and Chinese versions of the “Environmental, Social and Governance Report” are available to be viewed and/or downloaded on the Company's website at www.lvgem-china.com (by clicking “Announcement & Circulars” under the section headed “Investors Relations”) and the Stock Exchange's website at www.hkexnews.hk.

Results and Dividend

The results of the Group for the year ended 31 December 2022 and the state of affairs of the Group at that date are set out in the consolidated financial statements on pages 60 to 222.

The Board does not recommended the payment of any final dividend for the year ended 31 December 2022.

Convertible Bonds and Share Capital

Details of the movements in the Company's convertible bonds and share capital during the year ended 31 December 2022 are set out in notes 30 and 33 to the consolidated financial statements.

Reserves

Details of the movements in the reserves of the Group during the year are set out in the consolidated statement of changes in equity.

本公司董事（「董事」）欣然提呈其年報連同截至二零二二年十二月三十一日止年度之經審核綜合財務報表。

本集團於回顧年內之業務回顧及本集團日後業務發展、可能風險及不確定性因素（本集團於截至二零二二年十二月三十一日止年度可能受影響之重要事件）載於本年報第4至7頁「主席報告」一節及第8至21頁「管理層討論與分析」一節。

於截至二零二二年十二月三十一日止年度，本集團之表現按財務表現指標之分析載於本年報第8至21頁「管理層討論與分析」一節。

主要業務

本集團主要從事物業發展及物業投資業務。

遵守法律法規

於二零二二年十二月三十一日及直至本年報日期，董事會並不知悉任何對本集團業務及營運產生重大影響之不遵守相關法律及法規之情況。

環境政策及表現

本集團確認環境保護對本集團之長期發展至關重要。為對環境之影響降至最低，本集團將持續不時審閱及改進管理常規之實效。

「環境、社會及管治報告」將於刊發本年報同一時間發佈。「環境、社會及管治報告」的中英文版本於本公司網站（www.lvgem-china.com）（透過點擊「投資者關係」一節「公告與通函」一欄）及聯交所網站（www.hkexnews.hk）可供閱覽及／或下載。

業績及股息

本集團截至二零二二年十二月三十一日止年度的業績以及本集團於該日的業務狀況載於第60至222頁的綜合財務報表。

董事會不建議就截至二零二二年十二月三十一日止年度派發任何末期股息。

可換股債券及股本

本公司於截至二零二二年十二月三十一日止年度內之可換股債券及股本的變動詳情載於綜合財務報表附註30及33。

儲備

本集團之儲備於年內之變動情況載於綜合權益變動表。



Distributable Reserves

Pursuant to the applicable statutory provisions of the Cayman Islands, the Company's reserves available for distribution as at 31 December 2022, amounted to approximately RMB1,153.6 million (2021: RMB909.5 million).

Donations

During the year ended 31 December 2022, the Group made charitable donations amounting to RMB830,000.

Property, Plant and Equipment

Details of the movements in the property, plant and equipment of the Group are set out in note 15 to the consolidated financial statements.

Principal Properties

Details of the principal properties for investment purposes and properties under development for sale are set out on pages 224 to 232.

Pre-Emptive Rights

There is no provision for pre-emptive rights under the Company's articles of association or the laws of Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

Tax Relief

The Company is not aware of any relief from taxation available to shareholders by reason of their holding of the Company's shares.

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 223.

Purchase, Sale or Redemption of the Company's Listed Securities

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

可供分派儲備

根據開曼群島適用之法定條例，於二零二二年十二月三十一日，本公司之可供分派儲備約人民幣1,153.6百萬元（二零二一年：人民幣909.5百萬元）。

捐款

截至二零二二年十二月三十一日止年度，本集團作出的慈善捐款為人民幣830,000元。

物業、廠房及設備

本集團之物業、廠房及設備的變動詳情載於綜合財務報表附註15。

主要物業

作投資用途的主要物業及發展中待售物業之詳情載於第224至232頁。

優先購買權

本公司的組織章程細則或開曼群島法例並無有關優先購買權的條文，規定本公司須按比例向現有股東發售新股份。

稅務減免

本公司並不知悉股東因彼等持有本公司股份而獲任何稅務減免。

財務概要

本集團過去五個財政年度之業績以及資產及負債概要載於第223頁。

購回、出售或贖回本公司上市證券

本公司及其任何附屬公司於年內並無購回、出售或贖回本公司任何上市證券。



Directors' Report

董事會報告

Significant Investments, Acquisitions And Disposals

On 7 June 2022, Intelligent City Development Limited, Shenzhen Sida Industrial Development Co., Ltd.* (深圳市四達實業發展有限公司) (an indirect non-wholly owned subsidiary of the Company) (the "Target Company") and Shenzhen Shenquan Real Estate Development Co., Ltd.* (深圳市深全房地產開發有限公司) (the "Investor") entered into a subscription agreement, pursuant to which the Investor agreed to inject approximately RMB2.3 billion into the Target Company. Immediately after completion of such subscription, the Investor will be interested in approximately 8% of the enlarged equity interest in the Target Company, and the Group's interest in the Target Company will be diluted from 100% to 92%. The relevant dilution is considered to be a deemed disposal of the Company's interest in a subsidiary according to Rule 14.29 of the Listing Rules. For details, please refer to the Company's announcement dated 7 June 2022 and the Company's circular dated 30 June 2022.

Other than the above deemed disposal, during the year ended 31 December 2022, the Group did not make any other significant investments, acquisitions or disposal that would constitute a discloseable transaction under Chapter 14 of the Listing Rules.

Based on the financial and liquidity position of the Group (with details set out in the paragraphs headed "Liquidity, Financial Resources and Gearing" of this report), to the best knowledge of the Company, the Company expects that it will be able to meet its redemption obligations under the outstanding convertible securities issued by it.

Directors

The directors of the Company during the year and up to the date of this report were as follows:

Executive Directors

Ms. HUANG Jingshu (Chairman)
Mr. TANG Shouchun (Chief Executive Officer)
Mr. YE Xingan
Mr. HUANG Hao Yuan
Ms. LI Yufei (appointed on 1 June 2022)

Independent Non-Executive Directors

Mr. WANG Jing
Ms. HU Gin Ing
Mr. Mo Fan

In accordance with the Company's articles of association, Ms. HUANG Jingshu, Mr. YE Xingan and Ms. HU Gin Ing will retire by rotation. All the above Directors being eligible for re-election, will offer themselves for re-election at the forthcoming annual general meeting.

The Company has received from each independent non-executive Director an annual confirmation of his/her independence pursuant to the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and the Company considers such Directors were independent.

* For identification purposes only 僅供識別

重大投資、收購及出售事項

於二零二二年六月七日，本公司的間接非全資附屬公司深圳市四達實業發展有限公司（「目標公司」）與深圳市深全房地產開發有限公司（「投資者」）訂立認購協議，據此，投資者同意向目標公司注資約人民幣23億元。緊隨該認購事項完成後，投資者將於目標公司經擴大股權中擁有約8%權益，而本集團於目標公司的權益將由100%攤薄至92%。根據上市規則第14.29條，有關攤薄被視為本公司於一間附屬公司的權益的視作出售事項。有關詳情，請參閱本公司日期為二零二二年六月七日的公告及本公司日期為二零二二年六月三十日的通函。

除上述視作出售事項外，於截至二零二二年十二月三十一日止年度，本集團概無進行任何構成上市規則第14章項下之須予披露交易之其他重大投資、收購或出售事項。

根據本集團財務及流動資金狀況（詳情載於本報告「流動資金、財務資源及資本負債比率」各段），據本公司所知，本公司預期將有能力履行其已發行惟尚未行使之可換股證券項下之贖回義務。

董事

在年內及截至本報告日期止之本公司董事如下：

執行董事

黃敬舒女士(主席)
唐壽春先生(行政總裁)
葉興安先生
黃浩源先生
李俞霏小姐(於二零二二年六月一日獲委任)

獨立非執行董事

王敬先生
胡競英女士
莫凡先生

根據本公司之組織章程細則，黃敬舒女士、葉興安先生及胡競英女士將輪席告退。所有上述董事符合重選資格並願意於應屆股東週年大會上重選連任。

本公司已取得每位獨立非執行董事根據香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）作出之年度獨立性確認函，由此本公司認為該等董事為獨立人士。



Biographical Details of Directors and Senior Management

Biographical details of the Directors and senior management are set out on pages 22 to 25.

Directors' Service Agreements

Each of the executive Directors has entered into a service agreement with the Company and is subject to termination by either party in the manner as set out in the service agreement.

The non-executive Director and each of the independent non-executive Directors have entered into a letter of appointment with the Company for a term of two years; and is subject to termination by either party in the manner as set out in the letter of appointment.

None of the Directors who are proposed for re-election at the forthcoming annual general meeting have a service agreement or letter of appointment with the Company or any of its subsidiaries not determinable by the employing company within one year without payment of compensation (other than statutory compensation).

Directors' and Controlling Shareholders' Interests in Contracts

Save as disclosed in note 43 to the consolidated financial statements, none of the Directors or an entity Connected with the Directors, and controlling shareholders of the Company had a material beneficial interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year.

Remuneration of the Directors and the Five Highest Paid Individuals

Details of the remuneration of the Directors and the five highest paid individuals are set out in note 11 to the consolidated financial statements.

The remuneration of the Directors and senior management is determined with reference to their duties, responsibilities and performance and the Group's results.

董事及高級管理人員之履歷

董事及高級管理人員之履歷詳情載於第22至25頁。

董事服務合約

各執行董事已與本公司訂立服務合約，於服務合約內註明其中一方可向另一方根據服務合約條款終止其服務合約。

非執行董事及各獨立非執行董事已與本公司訂立委任函，任期為兩年，於委任函內註明其中一方可向另一方根據委任函條款終止其委任函。

擬於即將舉行之股東週年大會上膺選連任之董事概無與本公司或其任何附屬公司訂立不可由聘任公司於一年內不付賠償（法定賠償除外）的情況下終止之服務合約或委任函。

董事及控股股東的合約權益

除本報告內綜合財務報表附註43所披露者外，概無董事或與董事有關連之實體及本公司控股股東於本公司或其任何附屬公司在年內所訂立並與本集團業務有關之任何重要合約中，直接或間接擁有重大權益。

董事薪酬及五名最高薪酬人士

董事薪酬及五名最高薪酬人士的薪酬詳情載於綜合財務報表附註11。

董事及高級管理人員薪酬乃經參考其職務、責任及表現，以及本集團業績釐定。



Directors' Report

董事會報告

Directors' and Chief Executive's Interests in the Shares, Underlying Shares and Debentures of the Company

As at 31 December 2022, the Directors and the chief executive of the Company had the following interests in the shares, underlying shares and debentures of the Company which were recorded in the register required to be kept by the Company pursuant to section 352 of the Securities and Futures Ordinance (the "SFO"), or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers of the Listing Rules.

(A) Interest in shares and underlying shares of the Company

| Name of Director | Long position/ Short position | Capacity/Nature of interests | Number of shares held | Number of underlying shares (under equity derivatives of the Company) held 所持相關股份數目 (於本公司股本 衍生工具下) | Aggregate interests | Approximate percentage of the issued share capital of the Company 佔本公司已發行 股本之概約百分比 |
|-----------------------------|----------------------------------|----------------------------------|------------------------------------|--|------------------------|---|
| 董事姓名 | 好倉/ 淡倉 | 身份/ 權益性質 | 所持股份數目 | | 權益總額 | |
| Ms. HUANG Jingshu 黃敬舒女士 | Long Position 好倉 | Beneficiary of a trust 信託的受益人 | 2,400,000,000 (Note 1) (附註1) | - | 2,400,000,000 | 47.08% |
| | Long Position 好倉 | Interests of spouse 配偶權益 | - | 2,326,062,492 (Note 2) (附註2) | 2,326,062,492 | 45.63% |
| | Long Position 好倉 | Beneficial owner 實益擁有人 | - | 4,500,000 (Note 3) (附註3) | 4,500,000 | 0.09% |
| Mr. TANG Shouchun 唐壽春先生 | Long Position 好倉 | Beneficial owner 實益擁有人 | - | 10,000,000 (Note 3) (附註3) | 10,000,000 | 0.20% |
| Mr. YE Xingan 葉興安先生 | Long Position 好倉 | Beneficial owner 實益擁有人 | - | 10,000,000 (Note 3) (附註3) | 10,000,000 | 0.20% |
| Mr. HUANG Hao Yuan 黃浩源先生 | Long Position 好倉 | Beneficiary of a trust 信託的受益人 | 2,400,000,000 (Note 1) (附註1) | - | 2,400,000,000 | 47.08% |
| | Long Position 好倉 | Beneficial owner 實益擁有人 | - | 4,500,000 (Note 3) (附註3) | 4,500,000 | 0.09% |
| Ms. LI Yufei 李俞霏小姐 | Long Position 好倉 | Beneficial owner 實益擁有人 | 20,000 | - | 20,000 | 0.00% |
| Mr. WANG Jing 王敬先生 | Long Position 好倉 | Beneficial owner 實益擁有人 | - | 3,000,000 (Note 3) (附註3) | 3,000,000 | 0.06% |
| Ms. HU Gin Ing 胡競英女士 | Long Position 好倉 | Beneficial owner 實益擁有人 | - | 3,000,000 (Note 3) (附註3) | 3,000,000 | 0.06% |

Notes:

- Ms. HUANG Jingshu and Mr. HUANG Hao Yuan are deemed to be interested in 2,400,000,000 shares in the Company by virtue of them being beneficiaries of the family trust of Mr. WONG Hong King for the purpose of Part XV of the SFO.
- Ms. HUANG Jingshu is deemed to be interested in 2,326,062,492 convertible preference shares held by Mr. Xu Jun Jia, her spouse, for the purpose of Part XV of the SFO.
- Share options were granted to the respective Directors on 28 June 2016. Details of share options granted to the Directors of the Company are set out in part (B) of this section.

董事及主要行政人員於本公司的股份、相關股份及債券中擁有的權益

於二零二二年十二月三十一日，按本公司根據證券及期貨條例（「證券及期貨條例」）第352條所置存的登記冊所示，董事及本公司主要行政人員於本公司之股份、相關股份及債券中擁有下文所列的權益，或根據上市規則所載董事進行證券交易的標準守則須以其他方式知會本公司及聯交所的權益。

(A) 於本公司股份的權益及相關股份之權益

| Name of Director | Long position/ Short position | Capacity/Nature of interests | Number of shares held | Number of underlying shares (under equity derivatives of the Company) held 所持相關股份數目 (於本公司股本 衍生工具下) | Aggregate interests | Approximate percentage of the issued share capital of the Company 佔本公司已發行 股本之概約百分比 |
|-----------------------------|----------------------------------|----------------------------------|------------------------------------|--|------------------------|---|
| 董事姓名 | 好倉/ 淡倉 | 身份/ 權益性質 | 所持股份數目 | | 權益總額 | |
| Ms. HUANG Jingshu 黃敬舒女士 | Long Position 好倉 | Beneficiary of a trust 信託的受益人 | 2,400,000,000 (Note 1) (附註1) | - | 2,400,000,000 | 47.08% |
| | Long Position 好倉 | Interests of spouse 配偶權益 | - | 2,326,062,492 (Note 2) (附註2) | 2,326,062,492 | 45.63% |
| | Long Position 好倉 | Beneficial owner 實益擁有人 | - | 4,500,000 (Note 3) (附註3) | 4,500,000 | 0.09% |
| Mr. TANG Shouchun 唐壽春先生 | Long Position 好倉 | Beneficial owner 實益擁有人 | - | 10,000,000 (Note 3) (附註3) | 10,000,000 | 0.20% |
| Mr. YE Xingan 葉興安先生 | Long Position 好倉 | Beneficial owner 實益擁有人 | - | 10,000,000 (Note 3) (附註3) | 10,000,000 | 0.20% |
| Mr. HUANG Hao Yuan 黃浩源先生 | Long Position 好倉 | Beneficiary of a trust 信託的受益人 | 2,400,000,000 (Note 1) (附註1) | - | 2,400,000,000 | 47.08% |
| | Long Position 好倉 | Beneficial owner 實益擁有人 | - | 4,500,000 (Note 3) (附註3) | 4,500,000 | 0.09% |
| Ms. LI Yufei 李俞霏小姐 | Long Position 好倉 | Beneficial owner 實益擁有人 | 20,000 | - | 20,000 | 0.00% |
| Mr. WANG Jing 王敬先生 | Long Position 好倉 | Beneficial owner 實益擁有人 | - | 3,000,000 (Note 3) (附註3) | 3,000,000 | 0.06% |
| Ms. HU Gin Ing 胡競英女士 | Long Position 好倉 | Beneficial owner 實益擁有人 | - | 3,000,000 (Note 3) (附註3) | 3,000,000 | 0.06% |

附註：

- 由於黃敬舒女士及黃浩源先生為黃康境先生之家族信託的受益人，故按證券及期貨條例第XV部而言，彼等被視為在本公司擁有2,400,000,000股股份之權益。
- 就證券及期貨條例第XV部而言，黃敬舒女士被視為於其配偶許峻嘉先生所持有之該2,326,062,492股可換股優先股中擁有權益。
- 購股權於二零一六年六月二十八日授予個別董事。授予本公司董事之購股權詳情乃載於本節(B)項下。



Directors' and Chief Executive's Interests in the Shares, Underlying Shares and Debentures of the Company (Cont'd)

(A) Interest in shares and underlying shares of the Company (Cont'd)

Save as disclosed above, as at 31 December 2022, none of the Company's Directors, chief executive of the Company and their associates, had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations that was required to be recorded pursuant to section 352 of the SFO.

(B) Long position in underlying shares – share options

Under the share option scheme of the Company, share option may be granted to certain participants including the Directors and employees of the Company and its subsidiaries to subscribe for the shares of the Company. Details of share options held by the Directors during the year are as follows:

董事及主要行政人員於本公司的股份、相關股份及債券中擁有的權益(續)

(A) 於本公司股份的權益及相關股份之權益(續)

除上文披露者外，於二零二二年十二月三十一日，本公司之董事、本公司主要行政人員及彼等之聯繫人概無於本公司或其任何相聯法團之股份、相關股份或債券擁有任何權益或淡倉，而需按證券及期貨條例第352條予以記錄。

(B) 相關股份之好倉－購股權

根據本公司之購股權計劃，購股權可授予若干參與人(包括董事及本公司及其附屬公司之僱員)以認購本公司之股份。於年內董事持有之購股權詳情如下：

| Name of Director | Date of grant dd/mm/yyyy | Exercisable period dd/mm/yyyy | Balance at 1 January 2022 | Number of share options 購股權數目 | | | Balance at 31 December 2022 | Exercise price per share HK\$ |
|-----------------------------|-----------------------------|--|------------------------------|----------------------------------|---------------------------------|------------------------------|-----------------------------------|--|
| | | | | Granted during the year | Exercised during the year | Lapsed during the year | | |
| 董事名稱 | 授出日期 日/月/年 | 行使期間 日/月/年 | 於二零二二年 一月一日 之結餘 | 於年內授出 | 於年內行使 | 於年內失效 | 於二零二二年 十二月三十一日 之結餘 | 每股行使價 港元 |
| Ms. HUANG Jingshu 黃敬舒女士 | 28/06/2016 | 28/06/2016 – 27/06/2026 (Note 1) (附註1) | 4,500,000 | - | - | - | 4,500,000 | 1.846 (Note 2) (附註2) |
| Mr. TANG Shouchun 唐壽春先生 | 28/06/2016 | 28/06/2016 – 27/06/2026 (Note 1) (附註1) | 10,000,000 | - | - | - | 10,000,000 | 1.846 (Note 2) (附註2) |
| Mr. YE Xingan 葉興安先生 | 28/06/2016 | 28/06/2016 – 27/06/2026 (Note 1) (附註1) | 10,000,000 | - | - | - | 10,000,000 | 1.846 (Note 2) (附註2) |
| Mr. HUANG Hao Yuan 黃浩源先生 | 28/06/2016 | 28/06/2016 – 27/06/2026 (Note 1) (附註1) | 4,500,000 | - | - | - | 4,500,000 | 1.846 (Note 2) (附註2) |
| Mr. WANG Jing 王敬先生 | 28/06/2016 | 28/06/2016 – 27/06/2026 (Note 1) (附註1) | 3,000,000 | - | - | - | 3,000,000 | 1.846 (Note 2) (附註2) |
| Ms. HU Gin Ing 胡競英女士 | 28/06/2016 | 28/06/2016 – 27/06/2026 (Note 1) (附註1) | 3,000,000 | - | - | - | 3,000,000 | 1.846 (Note 2) (附註2) |



Directors' Report

董事會報告

Directors' and Chief Executive's Interests in the Shares, Underlying Shares and Debentures of the Company (Cont'd)

(B) Long position in underlying shares – share options (Cont'd)

Notes:

- The share options are exercisable in the following manner for a period of 10 years from the date of grant:
 - 30% of the share options shall exercise on the date of the grant and up to 27 June 2026;
 - 30% of the share options shall exercise upon the expiry of one year from 28 June 2016 and up to 27 June 2026; and
 - 40% of the share options shall exercise upon the expiry of two years from 28 June 2016 and up to 27 June 2026.
- Details of the fair value of the options granted in 2016 are set out in note 35 to the consolidated financial statements.

董事及主要行政人員於本公司的股份、相關股份及債券中擁有的權益(續)

(B) 相關股份之好倉—購股權(續)

附註：

- 購股權可於授出日期起計十年期間按下列方式行使：
 - 購股權之30%由授出日期起至二零二六年六月二十七日止；
 - 購股權之30%由二零一六年六月二十八日起計一年屆滿起，至二零二六年六月二十七日止；及
 - 購股權之40%由二零一六年六月二十八日起計兩年屆滿起，至二零二六年六月二十七日止。
- 於二零一六年授出的購股權的公允價值詳情載於綜合財務報表附註35。



Substantial Shareholders' Interests in Shares and Underlying Shares of the Company

So far as known to the Company, as at 31 December 2022, shareholders (other than Directors or chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

Ordinary shares

| Name of Shareholder | Long position/short position | Capacity | Number of shares held | Number of underlying shares held | Aggregate Interests | Approximate percentage of the issued ordinary share capital of the Company | Notes |
|---|------------------------------|--|-----------------------|----------------------------------|---------------------|--|-------|
| 股東姓名/名稱 | 好倉/淡倉 | 身份 | 所持股份的數目 | 所持相關股份的數目 | 權益總額 | 佔本公司已發行普通股股本之概約百分比 | 附註 |
| China LVGEM Property Holdings Limited ("China LVGEM") 中國綠景地產控股有限公司 (「中國綠景」) | Long position 好倉 | Beneficial owner 實益擁有人 | 1,265,266,583 | - | 1,265,266,583 | 24.82% | 1 |
| | Long position 好倉 | Interests of controlled corporation 受控法團權益 | 107,142,511 | - | 107,142,511 | 2.10% | 1 |
| | Short position 淡倉 | Interests of controlled corporation 受控法團權益 | - | 314,000,000 | 314,000,000 | 6.16% | 1 |
| Go Great International Limited ("Go Great") 高鴻國際有限公司(「高鴻」) | Long position 好倉 | Interests of controlled corporation 受控法團權益 | 1,372,409,094 | - | 1,372,409,094 | 26.92% | 1 |
| | Short position 淡倉 | Interests of controlled corporation 受控法團權益 | - | 314,000,000 | 314,000,000 | 6.16% | 1 |
| Mr. WONG Hong King ("Mr. WONG") 黃康境先生(「黃先生」) | Long position 好倉 | Interests of controlled corporation 受控法團權益 | 1,372,409,094 | - | 1,372,409,094 | 26.92% | 1 |
| | Short position 淡倉 | Interests of controlled corporation 受控法團權益 | - | 314,000,000 | 314,000,000 | 6.16% | 1 |
| | Long position 好倉 | Founder of a trust 信託的成立人 | 2,400,000,000 | - | 2,400,000,000 | 47.08% | 2 |
| Kinson Group Limited 景崇集團有限公司 | Long position 好倉 | Beneficial owner 實益擁有人 | 2,400,000,000 | - | 2,400,000,000 | 47.08% | 2 |
| Evergreen Holdings Limited | Long position 好倉 | Interests of controlled corporation 受控法團權益 | 2,400,000,000 | - | 2,400,000,000 | 47.08% | 2 |
| Cantrust (Far East) Limited | Long position 好倉 | Interests of controlled corporation 受控法團權益 | 2,400,000,000 | - | 2,400,000,000 | 47.08% | 2 |
| Wkland Investments V Limited | Long position 好倉 | Beneficial owner 實益擁有人 | 300,000,000 | - | 300,000,000 | 5.89% | 3 |
| China Vanke Co., Ltd.* 萬科企業股份有限公司 | Long position 好倉 | Interests of controlled corporation 受控法團權益 | 300,000,000 | - | 300,000,000 | 5.89% | 3 |
| Poly Platinum Enterprises Limited | Long position 好倉 | Person having a security interest in shares 持有股份的保證權益的人 | - | 1,032,830,000 | 1,032,830,000 | 20.26% | 4 |
| | Long position 好倉 | Beneficial owner 實益擁有人 | - | 284,000,000 | 284,000,000 | 5.57% | 4 |

* For identification purposes only 僅供識別



主要股東於本公司的股份及相關股份中擁有的權益

於二零二二年十二月三十一日，就本公司所知，股東（董事或本公司主要行政人員除外）於本公司的股份及相關股份中擁有須根據證券及期貨條例第XV部第2及3分部知會本公司之權益或淡倉；或根據證券及期貨條例第336條須予存置的登記冊所示，詳請如下：

普通股股份

Directors' Report

董事會報告

Substantial Shareholders' Interests in Shares and Underlying Shares of the Company (Cont'd)

Ordinary shares (Cont'd)

主要股東於本公司的股份及相關股份中擁有的權益(續)

普通股股份(續)

| Name of Shareholder | Long position/short position | Capacity | Number of shares held | Number of underlying shares held | Aggregate Interests | Approximate percentage of the issued ordinary share capital of the Company 佔本公司已發行普通股股本之概約百分比 | Notes |
|--|------------------------------|---|-----------------------|----------------------------------|---------------------|--|-------|
| 股東姓名/名稱 | 好倉/淡倉 | 身份 | 所持股份的數目 | 所持相關股份的數目 | 權益總額 | | 附註 |
| Greater Bay Area Homeland Development Fund (GP) Limited | Long position 好倉 | Interests of controlled corporation 受控法團權益 | - | 1,316,830,000 | 1,316,830,000 | 25.83% | 4 |
| Greater Bay Area Homeland Investments Limited 大灣區共同家園投資有限公司 | Long position 好倉 | Interests of controlled corporation 受控法團權益 | - | 1,316,830,000 | 1,316,830,000 | 25.83% | 4 |
| Lexus Sharp International Limited | Long position 好倉 | Beneficial owner 實益擁有人 | - | 788,295,246 | 788,295,246 | 15.46% | 5 |
| ARTE Special Situation Fund, L.P. | Long position 好倉 | Interests of controlled corporation 受控法團權益 | - | 788,295,246 | 788,295,246 | 15.46% | 5 |
| ARTE Capital I GP Limited | Long position 好倉 | Interests of controlled corporation 受控法團權益 | - | 788,295,246 | 788,295,246 | 15.46% | 5 |
| ARTE Holdings Limited | Long position 好倉 | Interests of controlled corporation 受控法團權益 | - | 788,295,246 | 788,295,246 | 15.46% | 5 |
| CHAN Tak Ho 陳德豪 | Long position 好倉 | Interests of controlled corporation 受控法團權益 | - | 788,295,246 | 788,295,246 | 15.46% | 5 |
| BCC Verde Investments, Limited | Long position 好倉 | Beneficial owner 實益擁有人 | - | 788,295,246 | 788,295,246 | 15.46% | 6 |
| Bain Capital DSS Loan Aggregator, L.P. | Long position 好倉 | Interests of controlled corporation 受控法團權益 | - | 788,295,246 | 788,295,246 | 15.46% | 6 |
| Bain Capital Credit Member, LLC | Long position 好倉 | Interests of controlled corporation 受控法團權益 | - | 788,295,246 | 788,295,246 | 15.46% | 6 |
| Pacific Alliance Asia Opportunity Fund L.P. | Long position 好倉 | Beneficial owner 實益擁有人 | - | 261,666,666 | 261,666,666 | 5.13% | 7 |
| Pacific Alliance Group Asset Management Limited | Long position 好倉 | Interests of corporation controlled 受控法團權益 | - | 261,666,666 | 261,666,666 | 5.13% | 7 |
| Pacific Alliance Investment Management Limited | Long position 好倉 | Interests of corporation controlled 受控法團權益 | - | 261,666,666 | 261,666,666 | 5.13% | 7 |
| Pacific Alliance Group Limited | Long position 好倉 | Interests of corporation controlled 受控法團權益 | - | 261,666,666 | 261,666,666 | 5.13% | 7 |
| PAG Holdings Limited | Long position 好倉 | Interests of corporation controlled 受控法團權益 | - | 261,666,666 | 261,666,666 | 5.13% | 7 |
| SHAN Weijian 單偉健 | Long position 好倉 | Interests of corporation controlled 受控法團權益 | - | 261,666,666 | 261,666,666 | 5.13% | 7 |
| Mr. XU Jun Jia | Long position 好倉 | Interests of spouse 配偶權益 | 2,404,500,000 | - | 2,404,500,000 | 47.17% | 8 |



Substantial Shareholders' Interests in Shares and Underlying Shares of the Company (Cont'd)

Ordinary shares (Cont'd)

Notes:

- China LVGEM is owned as to 100% by Go Great, which is in turn owned as to 100% by Mr. WONG. Accordingly, Go Great and Mr. WONG are deemed to be interested in the 1,372,409,094 shares held by China LVGEM.
- Kinson Group Limited is owned as to 100% by Evergreen Holdings Limited, and Evergreen Holdings Limited is owned as to 100% by Cantrust (Far East) Limited, acting as the trustee for the family trust of Mr. WONG.
- Wkland Investments V Limited is indirectly owned as to 100% by 萬科企業股份有限公司 (China Vanke Co., Ltd.*). Accordingly, 萬科企業股份有限公司 (China Vanke Co., Ltd.*) is deemed to be interested in the 300,000,000 shares held by Wkland Investments V Limited.
- Poly Platinum Enterprises Limited is indirectly owned as to 100% by Greater Bay Area Homeland Development Fund (GP) Limited, which is indirectly owned by Greater Bay Area Homeland Investments Limited as to 100%. Accordingly, Greater Bay Area Homeland Development Fund (GP) Limited and Greater Bay Area Homeland Investments Limited are deemed to be interested in the 1,316,830,000 Shares in which Poly Platinum Enterprises Limited is interested.
- Lexus Sharp International Limited is owned as to 100% by ARTE Special Situation Fund L.P., which is in turn controlled as to 100% by ARTE Capital I GP Limited. ARTE Capital I GP Limited is owned as to ARTE Investment Partners Limited as to 90%, which is indirectly owned by ARTE Holdings Limited, which is owned by Mr. CHAN Tak Ho as to 50%. Accordingly, ARTE Special Situation Fund L.P., ARTE Capital I GP Limited, ARTE Holdings Limited and Mr. CHAN Tak Ho are deemed to be interested in the 788,295,246 Shares in which Lexus Sharp International Limited is interested.
- BCC Verde Investments, Limited is owned as to 100% by Bain Capital DSS Loan Aggregator, L.P., which is in turn controlled as to 100% by Bain Capital Credit Member, LLC as general partner. Accordingly, Bain Capital DSS Loan Aggregator, L.P. and Bain Capital Credit Member, LLC are deemed to be interested in the 788,295,246 Shares in which BCC Verde Investments, Limited is interested.
- Pacific Alliance Asia Opportunity Fund L.P. is owned as to 100% by Pacific Alliance Group Asset Management Limited as general partner, which is in turn controlled as to 100% by Pacific Alliance Investment Management Limited. Pacific Alliance Investment Management Limited is owned by Pacific Alliance Group Limited as to 90%, which is indirectly owned by PAG Holdings Limited as to 99.17%. PAG Holdings Limited is owned as to 35.21% by Mr. SHAN Weijian. Accordingly, Pacific Alliance Group Asset Management Limited, Pacific Alliance Investment Management Limited, Pacific Alliance Group Limited, PAG Holdings Limited and Mr. SHAN Weijian are deemed to be interested in the 261,666,666 Shares in which Pacific Alliance Asia Opportunity Fund L.P. is interested.
- Mr. XU Jun Jia is deemed to be interested in 2,404,500,000 ordinary shares held by Ms. HUANG Jingshu, his spouse, for the purpose of Part XV of the SFO.

* For identification purposes only 僅供識別

主要股東於本公司的股份及相關股份中擁有的權益(續)

普通股股份(續)

附註:

- 高鴻擁有中國綠景100%之權益(亦即黃先生擁有中國綠景100%之權益)。因此,高鴻及黃先生被視為於中國綠景所持有之該等1,372,409,094股股份擁有權益。
- Evergreen Holdings Limited擁有景崇集團有限公司100%之權益,而Cantrust (Far East) Limited作為黃先生之家族信託的受託人擁有Evergreen Holdings Limited 100%之權益。
- 萬科企業股份有限公司間接擁有Wkland Investments V Limited之100%權益。因此,萬科企業股份有限公司被視為於Wkland Investments V Limited所持有之該等300,000,000股股份擁有權益。
- Greater Bay Area Homeland Development Fund (GP) Limited間接擁有Poly Platinum Enterprises Limited 100%之權益,而大灣區共同家園投資有限公司間接擁有Greater Bay Area Homeland Development Fund (GP) Limited 100%之權益。因此, Greater Bay Area Homeland Development Fund (GP) Limited及大灣區共同家園投資有限公司被視為於Poly Platinum Enterprises Limited擁有權益之1,316,830,000股股份中擁有權益。
- ARTE Special Situation Fund L.P.擁有Lexus Sharp International Limited 100%之權益(亦即ARTE Capital I GP Limited控制Lexus Sharp International Limited 100%之權益)。ARTE Investment Partners Limited擁有ARTE Capital I GP Limited 90%之權益,而ARTE Investment Partners Limited則由ARTE Holdings Limited(由陳德豪先生擁有50%權益)間接擁有。因此, ARTE Special Situation Fund L.P.、ARTE Capital I GP Limited、ARTE Holdings Limited及陳德豪先生被視為於Lexus Sharp International Limited擁有權益之788,295,246股股份中擁有權益。
- Bain Capital DSS Loan Aggregator, L.P.擁有BCC Verde Investments, Limited 100%之權益(亦即Bain Capital Credit Member, LLC(作為普通合夥人)控制BCC Verde Investments, Limited 100%之權益)。因此, Bain Capital DSS Loan Aggregator, L.P.及Bain Capital Credit Member, LLC被視為於BCC Verde Investments, Limited擁有權益之788,295,246股股份中擁有權益。
- Pacific Alliance Group Asset Management Limited(作為普通合夥人)擁有Pacific Alliance Asia Opportunity Fund L.P. 100%之權益(亦即Pacific Alliance Investment Management Limited控制Pacific Alliance Asia Opportunity Fund L.P. 100%之權益)。Pacific Alliance Group Limited擁有Pacific Alliance Investment Management Limited 90%之權益,而PAG Holdings Limited間接擁有Pacific Alliance Group Limited 99.17%之權益。單偉健先生擁有PAG Holdings Limited 35.21%之權益。因此, Pacific Alliance Group Asset Management Limited、Pacific Alliance Investment Management Limited、Pacific Alliance Group Limited、PAG Holdings Limited及單偉健先生被視為於Pacific Alliance Asia Opportunity Fund L.P.擁有權益之261,666,666股股份中擁有權益。
- 就證券及期貨條例第XV部而言,許峻嘉先生被視為於其配偶黃敬舒女士所持有之2,404,500,000股普通股中擁有權益。



Directors' Report

董事會報告

Substantial Shareholders' Interests in Shares and Underlying Shares of the Company (Cont'd)

Convertible preference shares

| Name of Shareholder | Long position/ short position | Capacity | Number of convertible preference shares held | Approximate percentage of the issued ordinary share capital of the Company | Notes |
|---|----------------------------------|---|---|---|-------|
| 股東名稱 | 好倉/淡倉 | 身份 | 所持可換股 優先股股份數目 | 佔本公司已發行 普通股股本之 概約百分比 | 附註 |
| China LVGEM 中國綠景 | Long position 好倉 | Beneficial owner 實益擁有人 | 693,043,478 | 13.60% | 1 |
| Go Great 高鴻 | Long position 好倉 | Interests of controlled corporation 受控法團權益 | 693,043,478 | 13.60% | 1 |
| Proud Pine Limited 傲松有限公司 | Long position 好倉 | Beneficial owner 實益擁有人 | 284,000,000 | 5.57% | 2 |
| Mr. WONG 黃先生 | Long position 好倉 | Interests of controlled corporation 受控法團權益 | 977,043,478 | 19.17% | 1 & 2 |
| All Group Wise International (Holdings) Limited 盛智國際(控股)有限公司 | Long position 好倉 | Beneficial owner 實益擁有人 | 1,060,000,000 | 20.79% | 3 |
| Glorious Castle International Limited 嘉堡國際有限公司 | Long position 好倉 | Beneficial owner 實益擁有人 | 1,266,062,492 | 24.84% | 4 |
| Grand Beyond Limited 嘉越有限公司 | Long position 好倉 | Interests of controlled corporation 受控法團權益 | 1,266,062,492 | 24.84% | 4 |
| Mr. XU Jun Jia 許峻嘉先生 | Long position 好倉 | Interests of controlled corporation 受控法團權益 | 2,326,062,492 | 45.63% | 3 & 4 |

Notes:

- China LVGEM is owned as to 100% by Go Great, which is in turn owned as to 100% by Mr. WONG. Accordingly, Go Great and Mr. WONG are deemed to be interested in the convertible preference shares and derivative interests held by China LVGEM.
- Proud Pine Limited is owned as to 100% by Mr. WONG. Accordingly, Mr. WONG is deemed to be interested in the convertible preference shares and derivative interests held by Proud Pine Limited.
- All Group Wise International (Holdings) Limited is owned as to 100% by Mr. XU Jun Jia. Accordingly, Mr. XU Jun Jia is deemed to be interested in the 1,060,000,000 convertible preference shares held by All Group Wise International (Holdings) Limited.
- Glorious Castle International Limited is owned as to 100% by Grand Beyond Limited, which is in turn owned as to 100% by Mr. XU Jun Jia. Accordingly, Grand Beyond Limited and Mr. XU Jun Jia are deemed to be interested in the 1,266,062,492 convertible preference shares held by Glorious Castle International Limited.

主要股東於本公司的股份及相關股份中擁有的權益(續)

可換股優先股股份

| Name of Shareholder | Long position/ short position | Capacity | Number of convertible preference shares held | Approximate percentage of the issued ordinary share capital of the Company | Notes |
|---|----------------------------------|---|---|---|-------|
| 股東名稱 | 好倉/淡倉 | 身份 | 所持可換股 優先股股份數目 | 佔本公司已發行 普通股股本之 概約百分比 | 附註 |
| China LVGEM 中國綠景 | Long position 好倉 | Beneficial owner 實益擁有人 | 693,043,478 | 13.60% | 1 |
| Go Great 高鴻 | Long position 好倉 | Interests of controlled corporation 受控法團權益 | 693,043,478 | 13.60% | 1 |
| Proud Pine Limited 傲松有限公司 | Long position 好倉 | Beneficial owner 實益擁有人 | 284,000,000 | 5.57% | 2 |
| Mr. WONG 黃先生 | Long position 好倉 | Interests of controlled corporation 受控法團權益 | 977,043,478 | 19.17% | 1 & 2 |
| All Group Wise International (Holdings) Limited 盛智國際(控股)有限公司 | Long position 好倉 | Beneficial owner 實益擁有人 | 1,060,000,000 | 20.79% | 3 |
| Glorious Castle International Limited 嘉堡國際有限公司 | Long position 好倉 | Beneficial owner 實益擁有人 | 1,266,062,492 | 24.84% | 4 |
| Grand Beyond Limited 嘉越有限公司 | Long position 好倉 | Interests of controlled corporation 受控法團權益 | 1,266,062,492 | 24.84% | 4 |
| Mr. XU Jun Jia 許峻嘉先生 | Long position 好倉 | Interests of controlled corporation 受控法團權益 | 2,326,062,492 | 45.63% | 3 & 4 |

附註:

- 高鴻擁有中國綠景100%之權益(亦即黃先生擁有中國綠景100%之權益)。因此,高鴻及黃先生被視為於中國綠景所持有之可換股優先股股份及衍生權益中擁有權益。
- 黃先生擁有傲松有限公司100%之權益。因此,黃先生被視為於傲松有限公司所持有之可換股優先股股份及衍生權益中擁有權益。
- 許峻嘉先生擁有盛智國際(控股)有限公司100%之權益。因此,許峻嘉先生被視為於盛智國際(控股)有限公司所持有之該等1,060,000,000股可換股優先股股份擁有權益。
- 嘉越有限公司擁有嘉堡國際有限公司100%之權益(亦即許峻嘉先生擁有嘉堡國際有限公司100%之權益)。因此,嘉越有限公司及許峻嘉先生被視為於嘉堡國際有限公司所持有之該等1,266,062,492股可換股優先股股份擁有權益。

Employee and Remuneration Policies

The Group remunerates and provides benefits for its employees based on current industry practice. Discretionary bonuses are awarded to staff based on the financial performance of the Group and performance of individual staff.

In addition, share options may be granted to eligible employees in accordance with the terms and conditions of the Company's share option scheme.

For details of the Company's key relationships with employees, please refer to "Employees" paragraph under the section headed "Management Discussion and Analysis" on page 21 of this annual report.

僱員及薪酬政策

本集團根據目前業內慣例為其僱員給予薪酬及提供福利,並會根據本集團的財務表現和個別員工的表現向員工發放酌情花紅。

此外,購股權可根據本公司購股權計劃之條款及條件授予合資格的僱員。

有關本公司與僱員之主要關係之詳情,請參閱本年報第21頁「管理層討論與分析」一節下「僱員」一段。



Retirement Schemes

The Group participates in several defined contribution retirement plans which cover the Group's eligible employees in China, and a mandatory provident fund scheme for the employees in Hong Kong. Particulars of these retirement plans are set out in note 36 to the consolidated financial statements.

Share Options

The existing share option scheme of the Company was adopted on 2 June 2016. The share option scheme was adopted for the purpose of enabling the Company to grant options to selected eligible participants as incentives or rewards for their contribution or potential contribution to the Group.

Details of the Company's share option scheme and the movements in the share options are set out in note 35 to the consolidated financial statements.

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.

Directors' Rights to Acquire Shares or Debentures

Save as otherwise disclosed in this report, no rights to acquire benefits by means of the acquisition of Shares in or debentures of the Company were granted to any of the Directors or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company and any of its subsidiaries a party to any arrangement to enable the Directors, or their respective spouse or children under 18 years of age, to acquire such rights in any other body corporate for the year ended 31 December 2022.

Major Suppliers and Customers

The percentages of purchases and sales for the year attributable to the Group's major suppliers and customers are as follows:

| | |
|-----------------------------------|-----|
| Purchases | |
| – the largest supplier | 30% |
| – five largest suppliers combined | 78% |
| Sales | |
| – the largest customer | 7% |
| – five largest customers combined | 9% |

None of the Directors or any of their close associates or any shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest suppliers and its five largest customers.

Equity-Linked Agreements

Save for (i) the share option scheme of the Company as disclosed in note 35 to the consolidated financial statements; and (ii) the different convertible bonds of the Company as disclosed in note 30 to the consolidated financial statements, there was no other equity-linked agreements entered into by the Company which subsisted during the year ended 31 December 2022.

退休計劃

本集團為本集團之合資格中國員工參與多種定額供款退休計劃及為香港員工參與強制性公積金計劃，該等退休計劃之詳情載於綜合財務報表附註36。

購股權

本公司於二零一六年六月二日採納現有購股權計劃。採納購股權計劃的目的為使本公司可向選定合資格參與者授出購股權，作為彼等對本集團的貢獻或潛在貢獻的獎勵或回報。

有關本公司之購股權計劃及購股權變動的詳情載於綜合財務報表附註35。

管理合約

年內概無訂立或存有任何與本公司整體或任何重大部分業務之管理及行政事務有關之合約。

董事認購股份或債權證之權利

除本年報另行所披露者外，截至二零二二年十二月三十一日止年度，概無向任何董事或彼等各自之配偶或未滿18歲子女授出藉收購本公司股份或債權證而獲益之權利，或彼等概無行使有關權利；或本公司及其任何附屬公司亦無訂立任何安排，致使董事或彼等各自的配偶或未滿18歲子女於任何其他法人團體收購有關權利。

主要供應商及客戶

本集團主要供應商及客戶所佔採購及銷售百分率如下：

| | |
|-------------|-----|
| 採購額 | |
| – 最大供應商 | 30% |
| – 五大供應商合併計算 | 78% |
| 銷售額 | |
| – 最大客戶 | 7% |
| – 五大客戶合併計算 | 9% |

概無董事或其任何緊密聯繫人士或任何股東（就董事所知擁有本公司已發行股本5%以上）擁有本集團五大供應商及其五大客戶之任何實益權益。

股票掛鈎協議

除(i)綜合財務報表附註35披露之本公司購股權計劃；及(ii)綜合財務報表附註30披露之本公司各類可換股債券外，本公司概無訂立於截至二零二二年十二月三十一日止年度內存續之其他股票掛鈎協議。



Directors' Report

董事會報告

Related Party Transactions

Details of the related party transactions undertaken by the Group in the normal course of business are set out in note 43 to the consolidated financial statements. The Company has complied with the relevant disclosure requirements in accordance with Chapter 14A of the Listing Rules.

Directors' Interest in Competing Business

None of the Directors had any interest in the businesses which compete or are likely to compete, either directly or indirectly, with the businesses of the Group that were required to be disclosed pursuant to Rule 8.10(2) of the Listing Rules.

Environmental, Social and Governance Report

A separate Environmental, Social and Governance Report will be published in compliance with the Environmental, Social and Governance Reporting Guide as set out in Appendix 27 of the Listing Rules at the same time as the publication of this annual report.

Corporate Governance

A report on the principal corporate governance practices adopted by the Company is set out on pages 40 to 52 of this report.

Sufficiency of Public Float

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total issued share capital was held by the public during the year ended 31 December 2022 and up to the date of this report.

Changes in Directors' Information

Changes in directors' information since the date of the 2022 interim report of the Company and up to the date of this report which are required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules are as follows:

Mr. WANG Jing resigned as a vice president of JD.Com, Inc with effect from 1 February 2023.

Save as disclosed above, there was no change to the Directors' information as required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

關聯方交易

本公司於日常業務過程中進行的關聯方交易詳情載於綜合財務報表附註43。本公司已符合上市規則第14A章的相關披露規定。

董事於競爭業務之權益

董事概無任何須根據上市規則第8.10(2)條所規定披露其擁有與本集團業務直接或間接構成或可能構成競爭之業務之權益。

環境、社會及管治報告

環境、社會及管治報告將於刊發本年報同一時間根據上市規則附錄二十七所載之《環境、社會及管治報告指引》予以獨立刊發。

企業管治

本公司所採納的主要企業管治常規的報告，載於本報告第40至52頁。

足夠的公眾持股量

根據本公司可從公開途徑取得的資料及就董事所知，於截至二零二二年十二月三十一日止年度及截至本報告日期，本公司之全部已發行股份之公眾持股量為不少於25%。

董事資料變動

自本公司二零二二年中期報告日期起至本報告日期止，根據上市規則第13.51B(1)條規定須予披露的董事資料變動如下：

王敬先生自二零二三年二月一日起辭任京東集團股份有限公司副總裁。

除上述披露者外，概無董事資料變動須根據上市規則第13.51B(1)條予以披露。



Events after the Reporting Period

Subsequent to 31 December 2022, the Company has arranged the remittance of all necessary funds to the trustee of the 12% notes for the repayment of all outstanding principal amount and accrued interest before their maturity date on 10 March 2023. The date of remittance for such notes is 7 March 2023. For details, please refer to the Company's announcement dated 10 March 2023.

Save as disclosed above and the matters disclosed under the "Management Discussion and Analysis" section of this annual report, the Board is not aware of any significant event requiring disclosure that has taken place subsequent to 31 December 2022 and up to the date of this annual report.

Auditor

The consolidated financial statements of the Group for the year ended 31 December 2022 have been audited by Messrs. Deloitte Touche Tohmatsu ("Deloitte") who will retire and, being eligible, offer themselves for re-appointment. Save as aforesaid, there was no change in auditor of the Company in any of the preceding three years.

A resolution for the re-appointment of Deloitte as the auditor of the Company will be proposed at the forthcoming annual general meeting.

On behalf of the Board

HUANG Jingshu
Chairman

Hong Kong, 30 March 2023

報告期後事項

於二零二二年十二月三十一日後，本公司已安排向12%優先票據的受託人匯出所有必要資金，以償還二零二三年三月十日到期日期前的所有尚未償還本金額及應計利息。該等票據的匯款日期為二零二三年三月七日。有關詳情，請參閱本公司日期為二零二三年三月十日的公告。

除上文所披露者及於本年報內「管理層討論與分析」一節內所披露之事項外，於二零二二年十二月三十一日後及直至本年報日期，董事會並不知悉任何已落實之重大事項須予披露。

核數師

本集團截至二零二二年十二月三十一日止年度之綜合財務報表已由德勤•關黃陳方會計師行(「德勤」)審核，而德勤將告退任，惟符合資格並願意應聘連任。除上述者外，於過往三年內本公司核數師概無變動。

本公司將於應屆股東週年大會上提呈決議案以續聘德勤為本公司核數師。

承董事會命

主席
黃敬舒

香港，二零二三年三月三十日



Corporate Governance Report

企業管治報告

The Company is committed to the establishment of good corporate practices and procedures. The corporate governance principles of the Company emphasise a quality board, transparency and accountability to all shareholders of the Company.

Corporate Governance Practices

Throughout the year ended 31 December 2022, the Group complied with all the code provisions of Corporate Governance Code (the “Code”) as set out in Appendix 14 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The Board will continue to monitor and review the Group’s corporate governance practices to ensure compliance with the Code.

Board Of Directors

Board Composition

The Board comprises five executive directors and three independent non-executive directors. All five executive Directors are members of the executive committee of the Company responsible for dealing with the business of the Company in accordance with all applicable rules and regulations, including but not limited to, the Listing Rules. All Directors (including independent non-executive Directors) have been consulted on all major and material matters of the Company.

The Board members as at the date of this report were:

Executive Directors

Ms. HUANG Jingshu (*Chairman*)
Mr. TANG Shouchun (*Chief Executive Officer*)
Mr. YE Xingan
Mr. HUANG Hao Yuan
Ms. LI Yufei

Independent Non-Executive Directors

Mr. WANG Jing
Ms. HU Gin Ing
Mr. MO Fan

Further details of the current Directors are set out on pages 22 to 25 under the section headed “Biographical Details of Directors and Senior Management” of this report.

The number of independent non-executive directors meets the requirements under the Listing Rules.

本公司致力建立良好之企業管治慣例及程序，本公司之企業管治原則著重優秀之董事會、透明度及向本公司所有股東問責。

企業管治常規

截至二零二二年十二月三十一日止年度，本集團一直遵守香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四所載之《企業管治守則》（「守則」）所載之所有守則條文規定。

董事會將繼續監察及審核本集團之企業管治常規，以確保符合守則之規定。

董事會

董事會之組成

董事會由五名執行董事及三名獨立非執行董事組成，所有五名執行董事均為本公司執行委員會成員，負責按照所有適用的規則及條例處理本公司之業務，其中包括，但不限於上市規則。本公司之所有主要及重大事項均有諮詢所有董事（包括獨立非執行董事）。

於本報告日期之董事會成員為：

執行董事

黃敬舒女士（*主席*）
唐壽春先生（*行政總裁*）
葉興安先生
黃浩源先生
李俞霏小姐

獨立非執行董事

王敬先生
胡競英女士
莫凡先生

有關現任董事之進一步詳情載於本年報內第22至25頁「董事及高級管理人員之履歷」一節中。

獨立非執行董事之數目已符合上市規則規定。



Board of Directors (Cont'd)

Board Composition (Cont'd)

The positions of the Chairman and the Chief Executive Officer are held separately by two executive directors to ensure their respective independence, accountability and responsibility. The Chairman is responsible for determining overall business strategies of the Group. The duty of the Chairman is to work closely with audit, nomination and remuneration committee of the Company and to ensure that all key and appropriate issues are discussed by the Board in a timely and constructive manner. The Chief Executive Officer is responsible to work closely with the executive committee of the Company to ensure management strategies, plans and performance of the Group are appropriately carried out in accordance with to the Board's decision and to provide guidance to the Board on major issues.

The Board is responsible for corporate strategy, annual and interim results, succession planning, risk management, major acquisitions, disposals and capital transactions, and other significant operational and financial matters. Major corporate matters that are specially delegated by the Board to the management include the preparation of annual and interim accounts for Board approval before public reporting, execution of business strategies and initiatives adopted by the Board, implementation of adequate systems of internal controls and risk management procedures, and compliance with relevant statutory requirements and rules and regulations.

The Company has established mechanisms to ensure independent views and input are available to the Board including but not limited to, all Directors are entitled to retain independent professional advisors as and when it is required, all Directors are encouraged to express their views in an open and candid manner during the Board or committees meetings and that the number of independent non-executive Directors comply with the requirements of the Listing Rules that at least one-third of the Board members are independent non-executive directors. The implementation and effectiveness of such mechanisms are reviewed on an annual basis by the Board.

Each of the independent non-executive Directors has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that all independent non-executive Directors meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines. The Company had made letters of appointment with all the independent non-executive Directors for a term of two years which may be terminated by either party by giving one month's written notice; and subject to retirement by rotation at least once every three years in accordance with the articles of association of the Company.

董事會 (續)

董事會之組成 (續)

主席及行政總裁之職位分別由兩位執行董事出任，以確保其各自之獨立性、問責性及責任承擔。主席負責決定本集團之整體業務策略。主席之職責乃與本公司之審核委員會、提名委員會及薪酬委員會緊密合作，並確保董事會能夠就所有重要及適當事宜，進行及時和具建設性之討論。行政總裁須與本公司之執行委員會緊密合作，以確保管理策略、計劃及表現依照董事會之決定獲得適當的履行，並就主要議題向董事會提供指導。

董事會負責企業策略、年度及中期業績、繼承計劃、風險管理、重大收購、出售及資本交易，及其他主要營運及財務事宜。董事會特別委託管理層執行之主要企業事宜包括籌備年度及中期賬目，以供董事會於對外公布前批核、執行董事會所採納之業務策略及措施、推行妥善內部監控制度及風險管理程序以及遵守有關法定規定、規則與規例。

董事會已建立機制，確保董事會可獲得獨立觀點和意見，包括但不限於全體董事有權在需要時留聘獨立專業顧問、鼓勵全體董事在董事會或委員會會議上以公開坦誠的方式表達意見，以及獨立非執行董事人數符合上市規則的規定，即至少三分之一董事會成員為獨立非執行董事。董事會按年檢討有關基制的實施情況及有效性。

各獨立非執行董事已根據上市規則第3.13條之規定提交年度獨立性確認書。本公司認為，所有獨立非執行董事均符合上市規則第3.13條所載之獨立性指引，並根據指引之條款屬獨立人士。本公司已與所有獨立非執行董事訂立委任函，為期兩年，若終止其委任函，其中一方可向另外一方發出一個月的書面通知；及根據本公司之組織章程細則，其均須至少每三年於股東週年大會上輪值告退。



Corporate Governance Report

企業管治報告

Board of Directors (Cont'd)

Attendance Record at Board Meetings

For the year ended 31 December 2022, four full Board meetings were held, two of which were the regular ones held at approximately semi-annually intervals, to review the business of the Group and approve the financial results of the Group.

The attendance of individual members at the meetings of the Board are set out as follows:

| | | Meetings attended/ Number of Meetings held 出席會議次數/舉行會議次數 |
|---|-----------------------|--|
| Executive Directors | 執行董事 | |
| Ms. HUANG Jingshu (Chairman) | 黃敬舒女士(主席) | 4/4 |
| Mr. TANG Shouchun (Chief Executive Officer) | 唐壽春先生(行政總裁) | 4/4 |
| Mr. YE Xingan | 葉興安先生 | 4/4 |
| Mr. HUANG Hao Yuan | 黃浩源先生 | 4/4 |
| Ms. LI Yufei (appointed on 1 June 2022) | 李俞霏小姐(於二零二二年六月一日獲委任) | 2/2 |
| Non-Executive Director | 非執行董事 | |
| Mr. CHEN Wei Sheng (resigned on 25 July 2022) | 陳偉生先生(於二零二二年七月二十五日辭任) | 0/3 |
| Independent Non-Executive Directors | 獨立非執行董事 | |
| Mr. WANG Jing | 王敬先生 | 2/4 |
| Ms. HU Gin Ing | 胡競英女士 | 4/4 |
| Mr. MO Fan | 莫凡先生 | 4/4 |

Apart from the said meetings, matters requiring Board approval were arranged by means of circulation of written resolutions of all Board members.

Directors have access to relevant and timely information, and they can ask for further information or retain independent professional advisors if necessary. They also have access to the advice and services of the company secretary, who is responsible for providing Directors with Board papers and related materials and ensuring that Board procedures are followed. Directors are given sufficient time for discussion at the Board meetings. Where queries are raised by Directors, prompt and full responses will be given if possible.

Directors' Insurance

The Company has arranged appropriate directors and officers liability insurance in respect of legal action against Directors.

Directors' Professional Development

Newly appointed Directors receive comprehensive, formal and tailored induction on their appointments, so as to ensure that they have appropriate understanding of the business and operations of the Group and that they are fully aware of their responsibilities and obligations under the Listing Rules and relevant regulatory requirements. There are also arrangements in place for providing continuing briefing and professional development to Directors at the Company's expenses whenever necessary.

Pursuant to Code C.1.4, Directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board remains informed and relevant. During the year, all Directors have participated in appropriate continuous professional development activities by ways of attending trainings, reading materials or conducting academic research relevant to the Company's business or to the Directors' duties and responsibilities.

董事會(續)

董事會會議出席記錄

截至二零二二年十二月三十一日止年度，本集團共召開四次董事會會議，其中兩次為大約每半年定期舉行一次之董事會會議，以審議本集團之業務及批准本集團之財務業績。

董事會之會議中個別成員之出席情況載列如下：

| | | Meetings attended/ Number of Meetings held 出席會議次數/舉行會議次數 |
|---|-----------------------|--|
| Executive Directors | 執行董事 | |
| Ms. HUANG Jingshu (Chairman) | 黃敬舒女士(主席) | 4/4 |
| Mr. TANG Shouchun (Chief Executive Officer) | 唐壽春先生(行政總裁) | 4/4 |
| Mr. YE Xingan | 葉興安先生 | 4/4 |
| Mr. HUANG Hao Yuan | 黃浩源先生 | 4/4 |
| Ms. LI Yufei (appointed on 1 June 2022) | 李俞霏小姐(於二零二二年六月一日獲委任) | 2/2 |
| Non-Executive Director | 非執行董事 | |
| Mr. CHEN Wei Sheng (resigned on 25 July 2022) | 陳偉生先生(於二零二二年七月二十五日辭任) | 0/3 |
| Independent Non-Executive Directors | 獨立非執行董事 | |
| Mr. WANG Jing | 王敬先生 | 2/4 |
| Ms. HU Gin Ing | 胡競英女士 | 4/4 |
| Mr. MO Fan | 莫凡先生 | 4/4 |

除上述會議外，需要董事會批准之事項亦以書面決議案方式傳閱予所有董事會成員。

董事均掌握有關及適時的資料，並可在需要之情況下索取進一步資料或尋求獨立專業意見。董事亦可取得公司秘書的意見及服務，公司秘書負責將董事會會議文件及有關資料給予董事，並確保董事會的運作符合程序。董事獲足夠時間在董事會會議上作出討論。若有董事提出問題，必定盡力作出迅速及全面的回應。

董事保險

本公司已就董事可能面對之法律行動安排適當的董事及主要職員責任保險。

董事專業發展

新委任董事均會獲得全面、正規及切合彼等需要的入職指引，以確保彼等對本集團業務及運作有恰當的了解，並全面知悉彼等根據上市規則及有關法例規定下之職責及責任。在有需要時，本公司亦會安排向董事提供持續簡介及專業發展，費用由本公司承擔。

根據守則第C.1.4條的規定，董事應參與持續專業發展，發展並更新其知識及技能，以確保彼等在具備全面資訊及切合所需的情況下對董事會作出貢獻。於本年度，所有董事已參與合適的持續專業發展活動，當中包括出席與本公司業務或與董事職務及責任有關的培訓，閱讀相關的材料或進行相關學術研究等。



Board of Directors (Cont'd)

Model Code for Directors' Securities Transactions

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 of the Listing Rules as its own code of conduct regarding directors' securities transactions. The obligation to follow the Listing Rules is set out in the terms of the service agreements of each executive Director and the letters of appointment of each independent non-executive Director. Having made specific enquiry of all the Directors, the Directors confirmed that they have complied with the required standard as set out in the Model Code for the year ended 31 December 2022.

Board Committees

The Company currently have four committees, namely, the Audit Committee, Remuneration Committee, Nomination Committee and Executive Committee, for overseeing particular aspects of the Company's affairs. Terms of reference of the Audit Committee, Remuneration Committee, Nomination Committee and Executive Committee are available on the websites of the Company (www.lvgem-china.com) and the Stock Exchange (www.hkex.com.hk). 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 expenses.

Audit Committee

The Company established an Audit Committee on 14 November 2005 with terms of reference in compliance with the Code. In view of the implementation of the Stock Exchange's consultation conclusions on "Review of the Corporate Governance Code and Related Listing Rules" effective on 1 January 2019, a revised terms of reference of the Audit Committee was adopted by the Board on 31 January 2019.

The Audit Committee consists of independent non-executive directors only. The members of the Audit Committee as at the date of this report are as follows:

Ms. HU Gin Ing (*Chairman*)
Mr. WANG Jing
Mr. MO Fan

Ms. HU Gin Ing, who possess a professional accounting qualification and relevant accounting experience, is the Chairman of the Audit Committee. No member of the Audit Committee is a member of the former or existing auditor of the Company.

The primary duties of the Audit Committee are to review and approve the financial reporting process, risk management and internal control systems of the Group. During the year, the Audit Committee has reviewed the Group's interim results for the six months ended 30 June 2022. The Group's final results for the year ended 31 December 2022 have been reviewed by the members of the Audit Committee before submission to the Board for approval. The Audit Committee was of the opinion that the preparation of such results complied with the applicable accounting standards and requirements and that adequate disclosure has been made. The Audit Committee has also reviewed the effectiveness of the risk management and internal control systems.

董事會 (續)

董事進行證券交易之標準守則

本公司已採納上市規則附錄十所載之上市發行人董事進行證券交易之標準守則(「標準守則」)，作為其董事進行證券交易之操守守則。各執行董事之服務合約條文及各獨立非執行董事之委任信件中已載有遵守上市規則之責任。經本公司向全體董事作出特定查詢後，全體董事確認，彼等於截至二零二二年十二月三十一日止年度一直遵守標準守則所規定標準。

董事委員會

為監督本公司個別方面的事務，本公司現時設有四個委員會，即審核委員會、薪酬委員會、提名委員會及執行委員會。審核委員會、薪酬委員會、提名委員會及執行委員會的職權範圍登載於本公司網站(www.lvgem-china.com)及聯交所網站(www.hkex.com.hk)。董事委員會具備充足的資源履行其職責，並在恰當的情況下，可應合理的情況下尋求獨立專業的意見，費用由本公司支付。

審核委員會

本公司於二零零五年十一月十四日成立審核委員會，並根據守則制訂職權範圍。鑑於聯交所之「檢討《企業管治守則》及相關《上市規則》條文」諮詢總結於二零一九年一月一日起實施，董事會於二零一九年一月三十一日採納已修訂的審核委員會職權範圍。

審核委員會成員只包括獨立非執行董事。於本年報日期的審核委員會成員如下：

胡競英女士 (*主席*)
王敬先生
莫凡先生

胡競英女士，彼具有專業會計資格及相關會計經驗，乃審核委員會主席。概無任何審核委員會之成員乃本公司之前任或現任核數師。

審核委員會的主要職務為檢討及批准本集團的財務申報程序、風險管理及內部監控制度。於年內，審核委員會已審閱本集團截至二零二二年六月三十日止六個月的中期業績。本集團截至二零二二年十二月三十一日止年度之期終業績於提呈董事會批准前已獲審核委員會審閱。審核委員會認為是次業績之籌備乃遵守適用之會計準則及要求以及已作出適當的披露。審核委員會亦審閱風險管理及內部監控制度之成效。



Corporate Governance Report

企業管治報告

Board Committees (Cont'd)

Audit Committee (Cont'd)

Three meetings of the Audit Committee were held during the year. The attendance of each member is set out as follows:

| Name of members 成員名稱 | | Meetings attended/Number of Meetings held 出席會議次數／舉行會議次數 |
|-------------------------|-------|--|
| Mr. WANG Jing | 王敬先生 | 2/3 |
| Ms. HU Gin Ing | 胡競英女士 | 3/3 |
| Mr. MO Fan | 莫凡先生 | 3/3 |

Nomination Committee

The Company established a Nomination Committee on 14 November 2005 with terms of reference in compliance with the Code. In view of the implementation of the Stock Exchange's consultation conclusions on "Review of the Corporate Governance Code and Related Listing Rules" effective on 1 January 2019, a revised terms of reference of the Nomination Committee was adopted by the Board on 31 January 2019.

The members of the Nomination Committee include one executive director and two independent non-executive directors. The members of the Nomination Committee as at the date of this report are as follows:

Ms. HUANG Jingshu (Chairman)
Mr. WANG Jing
Mr. MO Fan

The primary duty of the Nomination Committee is making recommendations to the Board on appointment and removal of directors and management of Board succession. During the year, the Nomination Committee had reviewed and considered the proposed appointment of Ms. LI Yufei as new executive Director and made related recommendation to the Board for approval. In reviewing and assessing the Board composition, the Nomination Committee had considered the various aspects set out in the board diversity policy. It had also reviewed and assessed the independence of the independent non-executive Directors.

The Nomination Committee resolved that all the existing Directors should be recommended to be retained by the Company. In accordance with the Company's articles of association, Ms. HUANG Jingshu, Mr. YE Xingan and Ms. HU Gin Ing retire by rotation. All the above Directors being eligible for re-election, will offer themselves for re-election at the forthcoming annual general meeting of the Company.

One meeting of the Nomination Committee was held during the year. The attendance of each member is set out as follows:

| Name of members 成員名稱 | | Meetings attended/Number of Meetings held 出席會議次數／舉行會議次數 |
|-------------------------|-------|--|
| Ms. HUANG Jingshu | 黃敬舒女士 | 1/1 |
| Mr. WANG Jing | 王敬先生 | 0/1 |
| Mr. MO Fan | 莫凡先生 | 1/1 |

董事委員會(續)

審核委員會(續)

於年內審核委員會共舉行三次會議。每位成員之出席情況載列如下：

提名委員會

本公司於二零零五年十一月十四日成立提名委員會，並根據守則制訂職權範圍。鑑於聯交所之「檢討《企業管治守則》及相關《上市規則》條文」諮詢總結於二零一九年一月一日起實施，董事會於二零一九年一月三十一日採納已修訂的提名委員會職權範圍。

提名委員會成員包括一名執行董事及兩名獨立非執行董事。於本年報日期的提名委員會成員如下：

黃敬舒女士(主席)
王敬先生
莫凡先生

提名委員會的主要職務為就委任董事及罷免董事以及管理董事會繼任事宜向董事會提出建議。於年內，提名委員會已審查及考慮委任李俞霏小姐為新執行董事的建議，並已向董事會提供相關建議以供批准。在審查和評估董事會組成，提名委員會已考慮載於董事會成員多元化政策的各個方面。其委員亦同時審查和評估獨立非執行董事之獨立性。

提名委員會決議推薦所有現任董事在本公司留任。根據本公司之組織章程細則，黃敬舒女士、葉興安先生及胡競英女士將輪席告退。所有上述董事符合重選資格並願意於應屆本公司之股東週年大會上重選連任。

於年內提名委員會共召開一次會議。每位成員之出席情況載列如下：



Board Committees (Cont'd)

Nomination Committee (Cont'd)

Nomination Policy

The Company has adopted a nomination policy (the “Nomination Policy”) in January 2019 which sets out the selection criteria and nomination procedures adopted to guide the Nomination Committee to select and recommend candidates for directorship so as to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business.

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

- Reputation for integrity
- Accomplishment and experience
- Compliance with legal and regulatory requirements
- Commitment in respect of available time and relevant interest
- Diversity in all its aspects, including but not limited to gender, age (18 years or above), cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service

The Secretary of the Nomination Committee shall call a meeting of the Nomination Committee, and invite nominations of candidates from Board members if any, for consideration by the Nomination Committee prior to its meeting. The Nomination Committee may also put forward candidates who are not nominated by Board members.

For filling a casual vacancy, the Nomination Committee shall make recommendations for the Board's consideration and approval. For proposing candidates to stand for election at a general meeting, the Nomination Committee shall make nominations to the Board for its consideration and recommendation.

Board Diversity Policy

The Company has adopted a board diversity policy (the “Diversity Policy”) in August 2013 in accordance with the requirement under the Code.

The Diversity Policy aims to set out the approach to achieve diversity on the Board to ensure that the Board has the balance of skills, experience and diversity of perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. In identifying suitable candidates, the Nomination Committee will consider candidates on merit and against the objective criteria with due regard for the benefits of diversity on the Board. The Nomination Committee will monitor the implementation of the Diversity Policy and review the same as appropriate.

Throughout 2022, and up to the date of this report, the Board had three female Directors, representing 37.5% of the Board. The Board targets to maintain at least the current level of female representation, with the ultimate goal of achieving gender parity. The Board will continue to seek opportunities to increase the proportion of female members over time as and when suitable candidates are identified.

董事委員會 (續)

提名委員會 (續)

提名政策

本公司於二零一九年一月採納提名政策(「提名政策」)，制定了提名委員會就遴選及推薦董事候選人時所需要的甄選標準及提名程序，以確保董事會根據本公司業務而具備適當所需技能、經驗和多樣的觀點與角度。

下列因素將用作提名委員會評估建議候選人適合性的參考：

- 誠信的聲譽
- 成就及經驗
- 遵守法律和監管要求
- 可投入的時間及代表相關界別的利益
- 董事會各方面的多元化，包括但不限於性別、年齡(18歲或以上)、文化和教育背景、種族、專業經驗、技能、知識和服務年期

提名委員會的秘書須召開提名委員會會議，並邀請董事會成員提名的候選人(如有)供提名委員會於會議前考慮。提名委員會亦可提名未獲董事會成員提名的人選。

如要填補臨時空缺，提名委員會須推薦人選供董事會考慮及批准。如要推薦候選人在股東大會上參選，提名委員會須向董事會提名供其考慮及推薦參選。

董事會成員多元化政策

本公司根據守則所載之要求，於二零一三年八月採納董事會成員多元化政策(「多元化政策」)。

多元化政策旨在為達到董事會多元化而訂出之方法，以確保董事會具備所需技巧、經驗及多樣的觀點與角度，包括(但不限於)性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年期方面。提名委員會物色合適人選時，會考慮有關人選的長處，並以客觀條件充分顧及董事會成員多元化的裨益。提名委員會將會監察多元化政策之執行及在適當時候檢討該政策。

於二零二二年內及截至本報告日期，董事會共有三名女性董事，佔董事會成員人數37.5%。董事會希望其女性成員比例至少維持在現時水平，並以達至性別均等為最終目標。日後若有適用人選，董事會將繼續尋求機會增加女性成員的比例。



Corporate Governance Report

企業管治報告

Board Committees (Cont'd)

Nomination Committee (Cont'd)

Board Diversity Policy (Cont'd)

As of 31 December 2022, approximately 70% and 30% of the Group's employees were male and female, respectively. The Group recognises the value of gender diversity to promote a diverse and inclusive working environment and welcomes increased female representation at all levels. However, the Group currently does not consider it appropriate to set any specific gender target for its workforce. As an equal opportunity employer, the Group also takes into account other relevant factors in its hiring decisions, and given it already maintains at 30% female representation in a traditionally male-dominated industry, the Group considers that the gender ratio of the workforce of the Group is appropriate for its current business model and operational needs.

Remuneration Committee

The Company established a Remuneration Committee on 14 November 2005 with terms of reference in compliance with the Code. In view of the implementation of the Stock Exchange's consultation conclusions on "Proposed Amendments to Listing Rules relating to Share Schemes of Listed Issuers and Housekeeping Rule Amendment" effective on 1 January 2023, a revised terms of reference of the Remuneration Committee was adopted by the Board on 30 November 2022.

The Remuneration Committee consists of one executive director and two independent non-executive directors. The members of the Remuneration Committee as at the date of this report are as follows:

Ms. HU Gin Ing (Chairman)
Ms. HUANG Jingshu
Mr. MO Fan

The primary duties of the Remuneration Committee are to review and determine the terms of remuneration packages, bonuses and other compensation payable to Directors and senior management. The Company has adopted the model of remuneration committee as described in Code Provision E.1.2(c)(i) of the Code. As such, the responsibility for determining the remuneration packages of individual executive Directors and senior management of the Group has been delegated to the Remuneration Committee.

During the year, the Remuneration Committee considered and reviewed the existing terms of remuneration of all the Directors based on factors including time commitment and responsibilities of the Directors, employment conditions elsewhere in the Group and desirability of performance-based remuneration. The Remuneration Committee considered that the existing terms of remunerations of the Directors were fair and reasonable. The Remuneration Committee also reviewed the operation and maintenance of the share schemes of the Group.

Details of the remuneration of the senior management by band for the year ended 31 December 2022 are set out below:

Remuneration band 薪酬範圍

HK\$3,500,001 – HK\$4,000,000

3,500,001港元至4,000,000港元

Number of individual 人數

1

董事委員會(續)

提名委員會(續)

董事會成員多元化政策(續)

於二零二二年十二月三十一日，本集團約70%及30%的員工分別為男性及女性。本集團明白性別多元化對促進多元化及包容性工作環境的價值，並歡迎新增女性在各級的比例。然而，本集團目前認為不適合為其員工設定任何具體的性別目標。作為機會均等的僱主，本集團在招聘決策中亦考慮到其他相關因素，鑒於在傳統上以男性為主的行業中，女性代表比例已達30%，本集團認為員工的性別比例適合其當前的商業模式及運營需求。

薪酬委員會

本公司於二零零五年十一月十四日成立薪酬委員會，並根據守則制訂職權範圍。鑒於聯交所「建議修訂有關上市發行人股份計劃的《上市規則》條文及《上市規則》的輕微修訂」的諮詢總結已獲實施並自二零二三年一月一日起生效，董事會於二零二二年十一月三十日採納薪酬委員會的經修訂職權範圍。

薪酬委員會包括一名執行董事及兩名獨立非執行董事。於本年報日期的薪酬委員會成員如下：

胡競英女士(主席)
黃敬舒女士
莫凡先生

薪酬委員會的主要職務為檢討及釐定應付予董事及高級管理人員的薪酬福利條款、花紅及其他報酬。本公司已按守則第E.1.2(c)(i)項守則條文所述採納薪酬委員會的模式。因此，薪酬委員會已獲董事會轉授責任，釐定本集團個別執行董事及高級管理人員之薪酬待遇。

於年內，薪酬委員會根據各董事所投入之時間及職責、集團其他的聘用條件及以表現為準則的薪酬條件等因素而考慮及檢討所有董事現時的薪酬條款。薪酬委員會認為現時董事的薪酬條款乃公平合理。薪酬委員會亦已審閱本集團股份計劃的運作及維持情況。

截至二零二二年十二月三十一日止年度高級管理人員的薪酬範圍詳情載列如下：



Board Committees (Cont'd)

Remuneration Committee (Cont'd)

Details of the remuneration of the Directors for the year ended 31 December 2022 are set out in note 11 to the consolidated financial statements.

One meeting of the Remuneration Committee was held during the year. The attendance of each member is set out as follows:

| Name of members 成員名稱 | | Meeting attended/Number of Meeting held 出席會議次數／舉行會議次數 |
|-------------------------|-------|--|
| Ms. HU Gin Ing | 胡競英女士 | 1/1 |
| Ms. HUANG Jingshu | 黃敬舒女士 | 1/1 |
| Mr. MO Fan | 莫凡先生 | 1/1 |

Executive Committee

The Board has delegated to the Executive Committee the authority of dealing with the operational matters of the Group, save for those matters which are reserved for the Board's decision and approval pursuant to the written terms of reference, which includes taking in charge of major decision making in relation to the day-to-day business operations of the Company, administering the Company's routine resolutions and dealing with ad hoc matters, ensuring adequate funding and reporting periodically to the Board. As at the date of this report, the Executive Committee consists of five executive directors and assumes full accountability to the Board for all operations of the Group.

To comply with the requirement under the Code in respect of the responsibilities for performing the corporate governance duties, the Board has delegated its responsibilities to the Executive Committee to develop, review and monitor the policies and practices on corporate governance of the Group and make recommendations to the Board, to review and monitor the Company's policies and practices on the legal and regulatory compliance, to review and monitor the code of conduct and ethical behavior applicable to the Directors and employees and the training and continuous professional development of Directors and senior management, and to review the Company's compliance with the Code and disclosures in the corporate governance report.

Twenty-two meetings of the Executive Committee were held during the year. The attendance record of each member is set out as follows:

| Name of members 成員名稱 | | Meetings attended/Number of Meetings held 出席會議次數／舉行會議次數 |
|---|----------------------|--|
| Ms. HUANG Jingshu (Chairman) | 黃敬舒女士(主席) | 22/22 |
| Mr. TANG Shouchun | 唐壽春先生 | 22/22 |
| Mr. YE Xingan | 葉興安先生 | 22/22 |
| Mr. HUANG Hao Yuan | 黃浩源先生 | 22/22 |
| Ms. LI Yufei (appointed on 1 June 2022) | 李俞霏小姐(於二零二二年六月一日獲委任) | 12/13 |

The Executive Committee reviewed the Company's compliance with the Code and the regulatory and statutory requirements during the year under review, and the disclosures of this corporate governance report.

董事委員會(續)

薪酬委員會(續)

截至二零二二年十二月三十一日止年度董事薪酬的詳情載於綜合財務報表附註11。

於年內薪酬委員會共舉行一次會議。每位成員之出席情況載列如下：

執行委員會

除根據書面職權範圍由董事會決定及批准的事項外，執行委員會獲董事會授予整體權限以處理本集團的營運事宜，包括負責有關本公司日常業務運作的重大決定、管理本公司的例行決議案及處理特殊事項、確保有足夠的資金及定期向董事會匯報。於本報告日期，執行委員會由五名執行董事組成並須就本集團之所有經營業務向董事會負全責。

為符合守則內有關履行企業管治職責之規定，董事會已向執行委員會授權發展、檢討及監察本集團企業管治之政策及常規，並向董事會提出建議；檢討及監察本公司在遵守法律及監管規定方面的政策及常規；檢討及監察適用於董事及僱員的操守準則及道德行為和董事及高級管理人員的培訓及持續專業發展；以及檢討本公司遵守守則的情況及在企業管治報告內的披露。

於年內本集團共舉行二十二次執行委員會會議。每位成員之出席情況載列如下：

執行委員會已檢討本公司於回顧年內對守則以及監管和法規規定方面的遵守概況，以及本企業管治報告內的披露資料。



Corporate Governance Report

企業管治報告

Risk Management And Internal Controls

The Board has overall responsibility for the Group's risk management and internal controls system and for reviewing its effectiveness. Such systems are designed to manage rather than to eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. The Board is committed to implementing an effective and sound internal controls system to safeguard the interests of shareholders and the Group's assets. The Board has delegated to the management the implementation of the system of internal controls and the review of all relevant financial, operational, compliance controls and risk management function within an established framework.

The Company has established internal audit department to monitor compliance with policies and procedures and the effectiveness of internal control structures of the Group. The internal audit department reports directly to the Audit Committee annually and ensure the internal controls are in place and functioning properly as intended.

The Audit Committee has conducted review on the effectiveness of the risk management and internal control system during the year under review and the Company considers them effective and adequate.

The Company's internal audit department independently reviews the effectiveness of the internal controls and risk management, including financial, operational and compliance controls, in the key activities of the Company's business. The head of the Company's internal audit department reports to the Audit Committee, and submits reports for its review in accordance with the approved review and audit mechanisms. The internal audit department submits a detailed report at least once a year to the Board for its review and monitors the effectiveness of the system of internal control and risk management of the Group. In case any material internal control defect is discovered, the Board would require reports on the cause of and proposed solution for remedying the defect be submitted by the internal control department and follow up with the defect until it is resolved.

For the year of 2022, no significant risk or critical internal control issues have been identified.

The Company has procedures and internal controls for the handling and dissemination of inside information. The Group strictly prohibits unauthorised use of inside information. The Group strives to identify inside information and any information which may potentially constitute inside information at the earliest practicable opportunity, which is then assessed and handed to the Board for decision on the need for disclosure. Inside information and other information which is required to be disclosed pursuant to the Listing Rules and the SFO will be disclosed in accordance with all applicable requirements in due course. Inside information would be kept strictly confidential until disclosure of such inside information is made.

風險管理及內部監控

董事會對本集團的風險管理及內部監控系統及對檢討其成效承擔整體責任。有關系統旨在管理無法實現業務目標的風險，而非將該等風險消除及只能就防止重大錯誤陳述或損失提供合理而非絕對的保證。董事會致力落實有效及良好的內部監控系統，以保障股東利益及本集團資產。董事會已委派管理層落實內部監控系統，並檢討已建立的架構內的所有相關財務、營運、遵守規例監控及風險管理效能。

本公司已成立內部審計部門，以監察本集團對政策及程序之遵守及內部控制架構之成效。內部審計部門每年直接向審核委員會報告，確保內部控制一直有效及如預期般適當運作。

審核委員會已審閱回顧年內風險管理及內部監控制度之成效，而本公司認為其屬有效且充分。

本公司之內部審計部門獨立檢討內部控制及風險管理（包括財務、營運及合規監控）於本公司主要業務活動之成效。本公司之內部審計部門主管向審核委員會匯報，並根據經批准之審閱及審核機制呈交報告以供審閱。內部審計部門至少每年一次向董事會提交一份詳細報告，以供其審閱及監察本集團內部控制及風險管理系統之成效。倘發現任何重大內部控制缺陷，董事會將要求內部控制部門提交報告，說明缺陷成因及補救缺陷之建議解決方案，並跟進有關缺陷直至解決為止。

於二零二二年，概無發現重大風險或嚴重內部控制問題。

本公司已就處理及發佈內幕消息制定程序及內部控制措施。本集團嚴禁在未經授權之情況下使用內幕消息。本集團致力於切實可行情況下把握最快時機識別內幕消息及任何可能構成內幕消息之信息，並於其後評估及提呈董事會決定是否需要披露。根據上市規則以及證券及期貨條例須予披露之內幕消息及其他信息將按照所有適用規定於適當時候披露。直至作出有關內幕消息之披露前，內幕消息將保持絕對保密。



Dividend Policy

The Company has adopted a dividend policy (the “Dividend Policy”) in January 2019 which sets out the guidelines for the Board to determine the declaration and payment of dividends.

The recommendation of the payment of any dividend is subject to the absolute discretion of the Board. In proposing any dividend payout, the Board shall also take into account, inter alia, the Group’s financial results, cash flow situation, shareholders’ interests, general business conditions and strategies, future operations and earnings, capital requirements and expenditure plans, taxation considerations, statutory and regulatory restriction (if any) and other factors the Board may deem relevant at such time. Any payment of the dividend by the Company is also subject to any restrictions under the articles of association of the Company and all applicable laws and regulations.

The Board will review the Dividend Policy, as appropriate, and there is no assurance that dividends will be paid in any particular amount for any given period.

Shareholders’ Rights

1. Convening an extraordinary general meeting (“EGM”)

One or more shareholders holding, at the date of deposit of the requisition, not less than one-tenth of the paid-up capital of the Company having the right of voting at general meetings can deposit a written request to convene an EGM at the principal place of business of the Company in Hong Kong (“Hong Kong Office”), for the attention of the Board or the Company Secretary. If within 21 days of such deposit of the requisition, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so 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 the requisitionist(s) by the Company.

The notice period to be given to all the registered shareholders in respect of the EGM varies according to the nature of the proposal as follows:

- At least 14 clear days’ notice (the notice period must include 10 clear business days) in writing if no special resolution is to be considered at the EGM.
- At least 21 clear days’ notice (the notice period must include 10 clear business days) in writing if a special resolution is to be considered at the EGM.

2. Right to put forward proposals at general meetings

There are no provisions allowing shareholders to move new resolutions at the general meetings under the Cayman Islands Companies Act (as revised) or the articles of association of the Company. Shareholders who wish to move a resolution may request the Company to convene an EGM as stipulated in above paragraph 1.

股息政策

本公司於二零一九年一月採納股息政策（「股息政策」），旨在向董事會訂立指引，以決定宣派及支付股息。

支付任何股息的建議視乎董事會的絕對酌情權而定。在提議派發股息時，董事會亦應考慮（其中包括）本集團的財務業績、現金流量狀況、股東權益、一般業務狀況及策略、未來營運及盈利、資金需求及支出計劃、稅務考慮、法定和監管限制（如有），以及董事會可能認為相關的任何其他因素。本公司支付任何股息亦須受本公司組織章程細則及所有適用法律法規所規限。

董事會將在適當情況下檢討股息政策及概不保證將在任何指定期間支付任何特定金額的股息。

股東權利

1. 召開股東特別大會（「股東特別大會」）

一名或多名股東於交付提呈要求當日持有不少於有權於股東大會上投票之本公司已繳足股本十分之一，可將召開股東特別大會的書面要求送達本公司之香港主要營業地點（「香港辦事處」），註明董事會或公司秘書收啟。倘於交付該提呈要求後二十一日內，董事會未能召開該會議，則提呈者可自行召開會議，而因董事會未能召開會議導致提呈者產生的一切合理開支，須由本公司向提呈者補償。

給予所有登記股東的通知期會因應股東特別大會的議案性質而有所不同，具體情況如下：

- 倘無特別決議案須於股東特別大會上考慮，須至少十四個完整日之書面通知（通知期須包括十個完整營業日）。
- 倘特別決議案須於股東特別大會上考慮，須至少二十一個完整日之書面通知（通知期須包括十個完整營業日）。

2. 於股東大會提出議案之權利

根據開曼群島公司法（經修訂）或本公司組織章程細則概無條文允許股東於股東大會上提呈新決議案。股東如欲提呈決議案，可根據上文第一段列明之程序要求本公司召開股東特別大會。



Corporate Governance Report

企業管治報告

Shareholders' Rights (Cont'd)

3. Right to propose a person for election as a director

If a shareholder of the Company wishes to nominate a person other than a retiring Director or a person recommended by the Board to stand for election as a Director of the Company, the shareholder concerned shall lodge with the Company (for the attention of the Company Secretary) at the Hong Kong Office or at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, a duly signed nomination form which includes, inter alia, the intention to propose that person for election as a Director, notice in writing by that person of his willingness to be elected, and the information required by the Listing Rules.

The period for lodgement of the nomination form will 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 7 days prior to the date of such general meeting and the minimum length of the period during which the nomination form and associated documents may be given to the Company will be at least 7 days.

4. Right to put enquiry to the Board

Shareholders have the right to put enquiries to the Board. All enquiries must be in writing with contact information of the person making the enquiry and deposited at the Hong Kong Office for the attention of the Company Secretary.

Detailed procedures can be found in the document entitled "Shareholders' Rights" which is available on the Company's website.

Communication with Shareholders

Shareholders are encouraged to attend annual general meetings of the Company. The Chairman of the Board will attend the annual general meeting and invite the Chairman of Audit Committee, Nomination Committee, Remuneration Committee and other Board Committee(s), or in their absence, other members of these Board Committee(s), to attend the annual general meeting.

The Company held the annual general meeting on 29 June 2022 and extraordinary general meeting on 18 July 2022 respectively.

Details of Directors' attendance record of general meetings during the year ended 31 December 2022 are as follows:

Executive Directors

| | | | |
|---|----------------------|-----|-----|
| Ms. HUANG Jingshu (Chairman) | 黃敬舒女士(主席) | 1/1 | 1/1 |
| Mr. TANG Shouchun (Chief Executive Officer) | 唐壽春先生(行政總裁) | 1/1 | 1/1 |
| Mr. YE Xingan | 葉興安先生 | 1/1 | 1/1 |
| Mr. HUANG Hao Yuan | 黃浩源先生 | 1/1 | 1/1 |
| Ms. LI Yufei (appointed on 1 June 2022) | 李俞霏小姐(於二零二二年六月一日獲委任) | 1/1 | 1/1 |

Non-Executive Director

| | | | |
|---|-----------------------|-----|-----|
| Mr. CHEN Wei Sheng (resigned on 25 July 2022) | 陳偉生先生(於二零二二年七月二十五日辭任) | 0/1 | 0/1 |
|---|-----------------------|-----|-----|

Independent Non-Executive Directors

| | | | |
|----------------|-------|-----|-----|
| Mr. WANG Jing | 王敬先生 | 0/1 | 0/1 |
| Ms. HU Gin Ing | 胡競英女士 | 1/1 | 1/1 |
| Mr. MO Fan | 莫凡先生 | 1/1 | 1/1 |

股東權利(續)

3. 提名一名人士競選董事之權利

如股東欲提名一名人士競選董事(告退董事或董事會推薦人士除外),應向本公司遞交正式簽署之提名表格,其中包括,該股東有意提名該人士競選董事,該提名人士願意參選之通知書,及上市規則規定之資料至香港辦事處(註明公司秘書收啟)或本公司之股份過戶登記分處卓佳證券登記有限公司。

遞交提名表格的開始日期不得早於寄發有關選舉的股東大會通知翌日,而遞交提名表格的最後日期則不得遲於該股東大會日期前七日;提名表格及相關文件遞交予本公司之期間將最少為七日。

4. 向董事會作出查詢之權利

股東有權向董事會作出查詢,所有查詢須以書面方式連同查詢者之聯絡資料送達香港辦事處,註明公司秘書收啟。

有關程序詳情可於本公司網站刊載的文件「股東權利」中查閱。

與股東的溝通

本公司鼓勵股東出席本公司之股東週年大會。董事會主席將出席股東週年大會及邀請審核委員會、提名委員會、薪酬委員會及其他董事委員會的主席;若有關委員會主席未克出席,則該董事委員會之其他成員出席股東週年大會。

本公司分別於二零二二年六月二十九日舉行股東週年大會及於二零二二年七月十八日舉行股東特別大會。

截至二零二二年十二月三十一日止年度內,董事出席股東大會的詳情如下:

| Annual General Meeting 股東週年大會 Meeting attended/Number of Meeting held 出席會議次數/舉行會議次數 | Extraordinary General Meeting 股東特別大會 Meeting held 舉行會議次數 |
|--|---|
|--|---|

| | |
|-----|-----|
| 1/1 | 1/1 |
| 1/1 | 1/1 |
| 1/1 | 1/1 |
| 1/1 | 1/1 |
| 1/1 | 1/1 |
| 0/1 | 0/1 |
| 0/1 | 0/1 |
| 1/1 | 1/1 |
| 1/1 | 1/1 |



Investor Relationship and Communication

The Company strives to achieve a high level of transparency in communicating with shareholders and the investment community at large. Briefings and meetings with institutional investors and analysts are conducted at opportune times. The Company is committed to continuing to maintain an open and effective investor communication policy and to update investors on relevant information on its business in a timely manner, subject to relevant regulatory requirements. In order to ensure effective, clear and accurate communications with the investors and analysts, all corporate communications are arranged and handled by the executive directors with the assistance of an independent corporate communication firm and designated senior executives according to established practices and procedures of the Company. The Company has announced results of the year under review in a timely manner.

The Board regularly reviews the shareholders communication policy (which has been made available at the Company's website), to ensure that Shareholders and potential investors at large are provided with ready, equal and timely access to balanced and understandable information about the Company, including its financial performance, strategic goals and plans, to enable Shareholders to exercise their rights in an informed manner, and to allow their active engagement with the Company.

Based on the review undertaken, the Board considers that the shareholders communication policy has been properly implemented and effective during the year.

Constitutional Documents

During the year ended 31 December 2022, there were no changes to the constitutional documents of the Company.

The memorandum and articles of association of the Company is available on the websites of the Company and the Stock Exchange.

與投資者的關係及溝通

本公司與股東及投資界溝通時，一直盡力達到高透明度。本公司於適當時候為機構投資者及分析員舉行簡報會及會議。本公司致力按照有關監管規定，繼續維持公開及有效的投資者溝通政策，並及時向投資者提供最新的業務資料。為確保與投資者及分析人士維持有效、清晰而準確的溝通渠道，所有企業通訊事宜均按照本公司的既定慣例及程序，由執行董事透過一間獨立企業通訊公司協助下及專責高級行政人員處理。本公司已於回顧年度內按時宣佈業績。

董事會定期審閱本公司股東通訊政策（於本公司網站可供查閱），確保股東及潛在投資者均可適時取得全面、相同、公正及容易理解的本公司資料，包括其財務表現、策略目標及計劃，以讓股東在知情情況下行使權利及讓股東與本公司積極溝通。

根據審閱結果，董事會認為股東溝通政策於年內已獲適當執行及有效。

組織章程文件

截至二零二一年十二月三十一日止年度，本公司組織章程文件概無任何變動。

本公司之組織章程大綱及細則載於本公司網站及聯交所網站。



Corporate Governance Report

企業管治報告

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

The Directors are responsible for the preparation of consolidated financial statements which give a true and fair view. In preparing such consolidated financial statements, it is fundamental that appropriate accounting policies are selected and applied consistently. The Directors were aware of the material uncertainty related to going concern of the Company.

As disclosed in note 3.1 to the consolidated financial statements, which indicates that as at 31 December 2022, the Group has borrowings of RMB8,178 million, senior notes and bond of RMB3,598 million, and debt component of convertible bonds of RMB993 million that are repayable within one year at the end of the reporting period. At the same date, the Group has cash and cash equivalent amounted to RMB1,570 million. The Group might not have sufficient working capital to operate if such borrowings, convertible bonds and public domestic bonds are required to be repaid or redeemed and all other alternative operating and financing plans as described in note 3.1 to the consolidated financial statements cannot be implemented as planned. The directors of the Company are of the opinion that based on the assumptions that the borrowings and convertible bonds can be renewed and those plans can be successfully executed, the Group will have sufficient working capital to maintain its operations and to pay its financial obligations as and when they fall due for at least twelve months from the end of the reporting period. However, the likelihood of successful renewal of borrowings and convertible bonds and implementation of those plans as set forth in note 3.1 to the consolidated financial statements, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern.

The auditor's responsibility is to express an independent opinion, based on their audit, on those consolidated financial statements and to report their opinion to the shareholders of the Company, as a body, and for no other purpose. The auditor does not assume responsibility towards or accept liability to any other person for the contents of the independent auditor's report.

The Directors acknowledge their responsibilities for the preparation of the consolidated financial statements for each financial year which give a true and fair view of the state of affairs of the Group and of results and cash flows for that year. In preparing the consolidated financial statements for the year ended 31 December 2022, the Directors have selected suitable accounting policies and applied them consistently; adopted appropriate Hong Kong Financial Reporting Standards and Hong Kong Accounting Standards and Interpretations; made adjustments and estimates that are prudent and reasonable; and have prepared the consolidated financial statements on the going concern basis. The Directors also ensure the timely publication of the consolidated financial statements of the Group.

Auditor's Remuneration

The fee in respect of audit and non-audit services provided to the Group by independent auditor for the year ended 31 December 2022 amounted to RMB3,546,000 (2021: RMB2,558,000) and RMB3,301,000 (2021: RMB1,481,000) respectively.

董事及核數師就綜合財務報表承擔之責任

董事須負責編製真實而公正之綜合財務報表。在編製該等綜合財務報表時，董事必須貫徹選擇及採用合適之會計政策。董事知悉本公司與持續經營相關的重大不確定性。

誠如綜合財務報表附註3.1，當中說明於二零二二年十二月三十一日，貴集團擁有的借貸人民幣8,178百萬元、優先票據及債券人民幣3,598百萬元及可換股債券債務部分人民幣993百萬元須於報告期末起計一年內償還。同日，貴集團的現金及現金等價物為人民幣1,570百萬元。倘該等借貸、可換股債券及境內公開債券須予償還或贖回，且綜合財務報表附註3.1所述的所有其他替代經營及融資計劃未能按計劃落實，則貴集團可能並無充足的營運資金經營業務。貴公司董事認為，基於該等借貸及可換股債券可予以重續及成功落實該等計劃的假設，貴集團將具備充足營運資金維持其營運及支付其於報告期末起計至少十二個月內到期的財務責任。然而，該等借貸及可換股債券能否成功重續及綜合財務報表附註3.1所載的該等計劃能否落實，反映存在重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。

核數師之責任是根據審核工作之結果，對該等綜合財務報表作出獨立意見，將此意見僅向本公司之股東報告，不作其他用途。核數師並不就獨立核數師報告書內容向任何其他人士負上責任或承擔法律責任。

董事確認，其職責為就每個財政年度編製可真實而公平地反映本集團業務狀況及該年度之業績及現金流量之綜合財務報表。編製截至二零二二年十二月三十一日止年度之綜合財務報表時，對已挑選及貫徹應用合適之會計政策，採納適當的香港財務報告準則、香港會計準則及註釋、審慎及合理地作出調整及估計，並以持續營運基準準備綜合財務報表。董事亦確保準時刊發本集團之綜合財務報表。

核數師酬金

截至二零二二年十二月三十一日止年度，獨立核數師對本集團提供的核數和非核數服務所收取之費用分別為人民幣3,546,000元（二零二一年：人民幣2,558,000元）及人民幣3,301,000元（二零二一年：人民幣1,481,000元）。



TO THE SHAREHOLDERS OF
LVGEM (CHINA) REAL ESTATE INVESTMENT COMPANY LIMITED
(incorporated in the Cayman Islands with limited liability)

Opinion

We have audited the consolidated financial statements of LVGEM (China) Real Estate Investment Company Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 60 to 222, which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of profit or loss, consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for Opinion

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

致
綠景(中國)地產投資有限公司股東
(於開曼群島註冊成立之有限公司)

意見

本核數師(以下簡稱「我們」)已審計列載於第60至222頁綠景(中國)地產投資有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表,此綜合財務報表包括於二零二二年十二月三十一日的綜合財務狀況報表與截至該日止年度的綜合損益表、綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表,以及綜合財務報表附註(包括主要會計政策概要)。

我們認為,該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)所頒佈之《香港財務報告準則》(「香港財務報告準則」)真實而公平地反映了貴集團於二零二二年十二月三十一日之綜合財務狀況以及其截至該日止年度之綜合財務表現及其綜合現金流量,並已遵守香港《公司條例》之披露規定而妥善編製。

意見的基礎

我們根據香港會計師公會頒佈的《香港審計準則》(「香港審計準則」)進行審核。我們在該等準則下的責任在我們的報告內核數師就審核綜合財務報表須承擔的責任一節內進一步闡述。根據香港會計師公會的職業會計師道德守則(「守則」),我們獨立於貴集團,並已遵循守則履行其他道德責任。我們相信,我們所獲得的審核憑證能充足及適當地為我們的審核意見提供基礎。



Independent Auditor's Report

獨立核數師報告

Material Uncertainty Related to Going Concern

We draw attention to note 3.1 to the consolidated financial statements, which indicates that as at 31 December 2022, the Group has borrowings of RMB8,178 million, senior notes and bond of RMB3,598 million, and debt component of convertible bonds of RMB993 million that are repayable within one year at the end of the reporting period. At the same date, the Group has cash and cash equivalent amounted to RMB1,570 million. The Group might not have sufficient working capital to operate if such borrowings, convertible bonds and public domestic bonds are required to be repaid or redeemed and all other alternative operating and financing plans as described in note 3.1 to the consolidated financial statements cannot be implemented as planned. The directors of the Company are of the opinion that based on the assumptions that the borrowings and convertible bonds can be renewed and those plans can be successfully executed, the Group will have sufficient working capital to maintain its operations and to pay its financial obligations as and when they fall due for at least twelve months from the end of the reporting period. However, the likelihood of successful renewal of borrowings and convertible bonds and implementation of those plans as set forth in note 3.1 to the consolidated financial statements, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

與持續經營相關的重大不確定性

務請垂注綜合財務報表附註3.1，當中說明於二零二二年十二月三十一日，貴集團擁有的借貸人民幣8,178百萬元、優先票據及債券人民幣3,598百萬元及可換股債券債務部分人民幣993百萬元須於報告期末起計一年內償還。同日，貴集團的現金及現金等價物為人民幣1,570百萬元。倘該等借貸、可換股債券及境內公開債券須予償還或贖回，且綜合財務報表附註3.1所述的所有其他替代經營及融資計劃未能按計劃落實，則貴集團可能並無充足的營運資金經營業務。貴公司董事認為，基於該等借貸及可換股債券可予以重續及成功落實該等計劃的假設，貴集團將具備充足營運資金維持其營運及支付其於報告期末起計至少十二個月內到期的財務責任。然而，該等借貸及可換股債券能否成功重續及綜合財務報表附註3.1所載的該等計劃能否落實，反映存在重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。我們未有就該等事宜修改意見。

關鍵審核事項

根據我們的專業判斷，關鍵審核事項為我們審核於本期間的綜合財務報表中最重要的事項。我們在審核整體綜合財務報表及就此達致我們的意見時處理此等事項，而我們不會就此等事項單獨發表意見。除於與持續經營相關的重大不確定性一節所述的事宜外，我們已釐定下文所述事宜為將於報告中傳達的關鍵審核事項。



Key Audit Matters (Cont'd)

Key audit matter

關鍵審核事項

Valuation of investment properties

投資物業之估值

We identified the valuation of investment properties as a key audit matter as they represented approximately 41% of the Group's total assets, combined with the judgements and estimation associated with determining the fair value.

我們將投資物業之估值以及與釐定公允價值有關之判斷及估計確定為一項關鍵審核事項，此乃由於投資物業之公允價值佔貴集團總資產約41%。

As disclosed in note 14 to the consolidated financial statements, the fair value of completed investment properties and investment properties under development amounted to approximately RMB24,528,635,000 and RMB16,150,382,000 as at 31 December 2022 and a decrease in fair value amounted to approximately RMB709,005,000 and an increase in fair value amounted to RMB407,172,000 recognised in profit or loss for the year then ended respectively. The completed investment properties were located in the People's Republic of China, Hong Kong and the Kingdom of Cambodia.

誠如綜合財務報表附註14所披露，已完成投資物業及在建投資物業於二零二二年十二月三十一日的公允價值約為人民幣24,528,635,000元及人民幣16,150,382,000元，而截至該日止年度分別於損益確認之公允價值跌幅約為人民幣709,005,000元及公允價值增幅為人民幣407,172,000元。已完成投資物業位於中華人民共和國、香港及柬埔寨王國。

As set out in note 4 to the consolidated financial statements, the Group's investment properties were stated at fair value based on the valuation performed by an independent qualified professional valuer ("Valuer"). As disclosed in note 14 to the consolidated financial statements, the fair value of investment properties have been arrived at using income capitalisation approach, direct comparison approach and residual approach, which were dependent on certain key inputs and assumptions in respect of prevailing market conditions such as capitalisation rate and monthly market rent for income capitalisation approach, selling price per square meters for direct comparison approach and gross development value and developers' profit margin for residual approach.

誠如綜合財務報表附註4所載，貴集團之投資物業乃基於獨立合資格專業估值師（「估值師」）進行的估值按公允價值列賬。誠如綜合財務報表附註14所披露，投資物業的公允價值採用收入資本計算法、直接比較法及殘值法釐定，有關方法乃依賴有關當前市況之若干關鍵輸入數據及假設，包括收入資本計算法的資本化比率及市場月租、直接比較法的每平方米銷售價格，以及殘值法的總開發價值及開發商利潤率。

關鍵審核事項(續)

How our audit addressed the key audit matter

我們的審計如何處理關鍵審核事項

Our procedures in relation to the valuation of investment properties included:

我們就投資物業估值進行之程序包括：

- Evaluating the competence, capabilities and objectivity of the Valuer;
- 評估估值師之資歷、能力及客觀性；
- Obtaining an understanding of the valuation processes and significant assumptions to assess if these approaches meet the requirements of HKFRSs and industry norms;
- 瞭解估值過程及重大假設，以評估該等方法是否符合香港財務報告準則規定及行業慣例；
- Evaluating the appropriateness of the valuation methods applied by the Valuer, in particular the valuation techniques and the capitalisation rate, based on our knowledge of the property markets;
- 根據我們對物業市場之認識，評估估值師所應用的估值方法（尤其是估值技術及資本化比率）是否恰當；
- Involving our internal valuation expert, on a sample basis, to evaluate the appropriateness of the valuation techniques and reasonableness of the significant unobservable inputs used by the Valuer; and
- 安排內部估值專家以抽樣形式評估估值師所用估值技術是否恰當及主要不可觀察輸入數據是否合理；及
- Assessing the reasonableness of other valuation inputs and source data, including capitalisation rate, monthly market rent, market value of completed properties, gross development value, developer's profit margin, selling price per square meters under various valuation approaches by comparing these estimates, on a sample basis, to entity-specific information such as rental income, tenancy summary, location nearby and size of the investment properties, as well as market data based on our knowledge of the property markets.
- 根據我們對物業市場之認識，透過按抽樣基準將該等估計與實體之特定資料（例如租金收入、租賃概要、鄰近地區及投資物業之規模以及市場數據）進行比較，評估其他估值輸入數據及來源數據是否合理，包括不同估值方法的資本化比率、市場月租、已完成物業市值、總開發價值、開發商利潤率及每平方米銷售價格。



Independent Auditor's Report

獨立核數師報告

Key Audit Matters (Cont'd)

Key audit matter

關鍵審核事項

Revenue recognised from sales of properties

物業銷售確認之收入

We identified revenue recognised from sales of properties as a key audit matter as the revenue from sales of properties is significant to the consolidated statement of profit or loss and there is judgement involved in determining the appropriate point at which to recognise revenue from sales of properties.

由於物業銷售收入就綜合損益表而言屬重大，而就確認物業銷售收入釐定合適時間涉及判斷，故我們將物業銷售確認之收入確定為一項關鍵審核事項。

As disclosed in “Revenue from contracts with customers” paragraph under note 3.2 to the consolidated financial statements, revenue from sales of properties is recognised when the completed property is transferred to customers, being at the point that customer obtains the control of the completed property and the Group has present right to receive payment and collection of the consideration is probable. The Group has recognised revenue of RMB1,211,312,000 from its real estate development and sales segment for the year ended 31 December 2022, which is disclosed in note 5 to the consolidated financial statements.

誠如綜合財務報表附註3.2「來自客戶合約的收益」一段所披露，物業銷售之收入於竣工物業轉移至客戶時（即該客戶獲得竣工物業的控制權時）確認，且貴集團現時很有可能擁有權收取付款及收取代價。截至二零二二年十二月三十一日止年度，貴集團的房地產發展及銷售分類確認收入人民幣1,211,312,000元，有關詳情披露於綜合財務報表附註5。

Other Information

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

關鍵審核事項(續)

How our audit addressed the key audit matter

我們的審計如何處理關鍵審核事項

Our procedures in relation to revenue recognised from sales of properties included:

我們就物業銷售確認收入進行之程序包括：

- Assessing the management's control over the point of time at which revenue from sales of properties is recognised by obtaining an understanding of the management's control process and testing the control on a sample basis; and
- 透過瞭解管理層之控制過程及按抽樣基準測試控制，評估管理層於確認物業銷售收入時之控制；及
- Reviewing the terms stated in the sales and purchase agreements, on a sample basis, and obtaining evidence regarding the completion and the delivery of properties, on a sample basis, including completion certificates and delivery notices, to assess whether the criteria for revenue recognition set out in “Revenue from contracts with customers” paragraph under note 3.2 to the consolidated financial statements have been met.
- 抽樣審閱買賣協議所載列之條款，及抽樣取得有關物業竣工及交付之證明（包括竣工證明及交付通知），以評估是否符合綜合財務報表附註3.2「來自客戶合約的收益」一段所載列有關收入確認之標準。

其他資料

貴公司董事須對其他資料承擔責任。其他資料包括載於本年報的資料，惟不包括綜合財務報表及我們就此作出的核數師報告。

我們對綜合財務報表作出的意見並無涵蓋其他資料，而我們不會對其他資料發表任何形式的核證結論。

就我們審核綜合財務報表而言，我們的責任為閱讀其他資料，從而考慮其他資料是否與綜合財務報表或我們在審核過程中獲悉的資料存在重大不符，或似乎存在重大錯誤陳述。倘若我們基於已進行的工作認為其他資料出現一項重大錯誤陳述，我們須報告有關事實。我們毋須就此作出報告。



Independent Auditor's Report 獨立核數師報告

Responsibilities of Directors and Those Charged with Governance for the Consolidated Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

董事及管治層就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港《公司條例》的披露要求編製綜合財務報表，以令綜合財務報表作出真實而公平的反映，及落實其認為編製綜合財務報表所必要的內部控制，以使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。

在編製綜合財務報表時，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。

該等管治層負責監督 貴集團的財務報告流程。

核數師就審核綜合財務報表須承擔的責任

我們的目標為合理確定此等綜合財務報表整體而言不會存在由於欺詐或錯誤而導致的重大錯誤陳述，並按照委任之協定條款向全體股東發出載有我們意見的核數師報告。除此之外，本報告別無其他目的。我們不會就本報告內容向任何其他人士負上或承擔任何責任。合理確定屬高層次的核證，惟根據《香港審計準則》進行的審核工作不能保證總能察覺所存在的重大錯誤陳述。錯誤陳述可因欺詐或錯誤產生，倘個別或整體在合理預期情況下可影響使用者根據該等綜合財務報表作出的經濟決定時，則被視為重大錯誤陳述。

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

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對該等風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕內部監控的情況，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。



Independent Auditor's Report

獨立核數師報告

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (Cont'd)

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

核數師就審核綜合財務報表須承擔的責任 (續)

- 了解與審計相關的內部監控，以設計適當的審計程序，惟並非旨在對 貴集團內部監控的有效性發表意見。
- 評估董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計法的恰當性作出結論，並根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。倘我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。或倘有關披露不足，則修訂我們意見。我們結論乃基於截至核數師報告日期止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團無法持續經營。
- 評估綜合財務報表的整體呈報方式、結構及內容，包括披露資料，以及綜合財務報表是否中肯反映相關交易和事項。
- 就 貴集團內實體或業務活動的財務資料獲取充足及適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督及執行。我們為審計意見承擔全部責任。

我們與管治層就(其中包括)審計的計劃範圍、時間安排及重大審計發現進行溝通，該等發現包括我們在審計過程中識別的內部監控的任何重大缺失。

我們亦向管治層作出聲明，指出我們已符合有關獨立性的相關道德要求，並與彼等溝通可能被合理認為會影響我們獨立性的所有關係及其他事宜以及為消除威脅而採取的行動或已採用的防範措施(如適用)。



Independent Auditor's Report 獨立核數師報告

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (Cont'd)

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

The engagement partner on the audit resulting in the independent auditor's report is Yuen Wing Hang.

Deloitte Touche Tohmatsu
Certified Public Accountants

Hong Kong
30 March 2023

核數師就審核綜合財務報表須承擔的責任 (續)

從與管治層溝通的事項中，我們釐定對本期間綜合財務報表的審計至關重要的事項，因而構成關鍵審計事項。我們在核數師報告中描述該等事項，除非法律或法規不允許公開披露該等事項，或在極端罕見的情況下，倘合理預期在我們報告中溝通某事項造成的負面後果超出產生的公眾利益，則我們決定不應在報告中傳達該事項。

出具獨立核數師報告的審計項目的項目合夥人為袁永恒。

德勤•關黃陳方會計師行
執業會計師

香港
二零二三年三月三十日



Consolidated Statement of Profit or Loss

綜合損益表

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

| | | | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
|--|------------------------------|-------|-----------------------------------|-----------------------------------|
| Revenue | 收益 | 5 | 2,340,921 | 4,378,017 |
| Cost of sales | 銷售成本 | | (1,308,270) | (2,189,617) |
| Gross profit | 毛利 | | 1,032,651 | 2,188,400 |
| Other income | 其他收入 | 6 | 97,372 | 98,391 |
| Other gains and losses | 其他收益及虧損 | 7 | (50,644) | (48,111) |
| Selling expenses | 銷售開支 | | (106,860) | (164,279) |
| Administrative expenses | 行政開支 | | (553,196) | (564,824) |
| Recognition of change in fair value of properties under development for sale/properties held for sale upon transfer to investment properties | 轉撥發展中待售物業／待售物業至投資物業之公允價值變動確認 | 14 | 2,355,969 | 2,787,454 |
| Fair value changes on investment properties | 投資物業的公允價值變動 | 14 | (301,833) | (220,021) |
| Fair value changes on derivative component of convertible bonds | 可換股債券衍生工具部分的公允價值變動 | 30(b) | (7,357) | 83,674 |
| Finance costs | 融資成本 | 8 | (1,786,564) | (1,710,896) |
| Share of results of a joint venture | 應佔一間合營公司業績 | | (2) | (2) |
| Profit before tax | 除稅前盈利 | 9 | 679,536 | 2,449,786 |
| Income tax expense | 所得稅開支 | 10 | (976,061) | (1,114,869) |
| (Loss) profit for the year | 年度(虧損)盈利 | | (296,525) | 1,334,917 |
| (Loss) profit for the year attributable to: | 以下人士應佔年度(虧損)盈利： | | | |
| Owners of the Company | 本公司股東 | | (730,147) | 1,152,576 |
| Non-controlling interests | 非控股權益 | | 433,622 | 182,341 |
| | | | (296,525) | 1,334,917 |
| | | | rmb cents | rmb cents |
| | | | 人民幣分 | 人民幣分 |
| (Loss) earnings per share attributable to the owners of the Company during the year | 年內本公司股東應佔每股(虧損)盈利 | | | |
| – Basic | – 基本 | 13 | (14.32) | 22.61 |
| – Diluted | – 攤薄 | | (14.32) | 13.37 |



Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

綜合損益及其他全面收益表

| | | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
|--|-----------------------------------|-----------------------------------|-----------------------------------|
| (Loss) profit for the year | 年度(虧損)盈利 | (296,525) | 1,334,917 |
| Other comprehensive (expense) income | 其他全面(開支)收益 | | |
| Items that may be subsequently reclassified to profit or loss: | 隨後或會重新分類至損益之項目： | | |
| Exchange differences arising on translation | 匯兌產生的換算差額 | (383,604) | 92,430 |
| Gain on revaluation of properties, net of tax | 重估物業收益(扣除稅項) | 3,393 | - |
| Item that will not be reclassified to profit or loss: | 不會重新分類至損益之項目： | | |
| Fair value changes on investments in equity instruments at fair value through other comprehensive income, net of tax | 按公允價值計入其他全面收益之股本工具投資之公允價值變動(扣除稅項) | (58,845) | (38,128) |
| Other comprehensive (expense) income for the year | 年度其他全面(開支)收益 | (439,056) | 54,302 |
| Total comprehensive (expense) income for the year | 年度全面(開支)收益總額 | (735,581) | 1,389,219 |
| Total comprehensive (expense) income attributable to: | 以下人士應佔全面(開支)收益總額： | | |
| Owners of the Company | 本公司股東 | (1,169,232) | 1,204,334 |
| Non-controlling interests | 非控股權益 | 433,651 | 184,885 |
| | | (735,581) | 1,389,219 |



Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2022
於二零二二年十二月三十一日

| | | | 2022 | 2021 |
|---|--------------------|-------|-------------------|-------------------|
| | | NOTES | 二零二二年 | 二零二一年 |
| | | 附註 | RMB'000 | RMB'000 |
| | | | 人民幣千元 | 人民幣千元 |
| Non-current assets | 非流動資產 | | | |
| Investment properties | 投資物業 | 14 | 40,679,017 | 29,190,354 |
| Property, plant and equipment | 物業、廠房及設備 | 15 | 872,378 | 856,628 |
| Goodwill | 商譽 | | 231,602 | 231,602 |
| Interest in a joint venture | 於一間合營公司的權益 | 16 | 6,052 | 6,054 |
| Amount due from a joint venture | 應收一間合營公司款項 | 16 | 522,318 | 522,318 |
| Equity instruments at fair value through other comprehensive income | 按公允價值計入其他全面收益之股本工具 | 17 | 371,963 | 450,423 |
| Restricted bank deposits | 受限制銀行存款 | 23 | 363,338 | 540,000 |
| Deferred tax assets | 遞延稅項資產 | 18 | 617,557 | 551,812 |
| | | | 43,664,225 | 32,349,191 |
| Current assets | 流動資產 | | | |
| Properties under development for sale | 發展中待售物業 | 19 | 45,274,263 | 40,057,708 |
| Properties held for sale | 待售物業 | 20 | 3,388,369 | 3,087,656 |
| Other inventories | 其他存貨 | | 851 | 777 |
| Accounts receivable | 應收賬款 | 21 | 60,691 | 39,489 |
| Deposits paid, prepayments and other receivables | 已付按金、預付款項及其他應收款項 | 22 | 3,985,306 | 2,598,909 |
| Tax recoverable | 可收回稅款 | | 89,221 | 61,255 |
| Restricted bank deposits | 受限制銀行存款 | 23 | 1,671,732 | 2,840,020 |
| Bank balances and cash | 銀行結餘及現金 | 24 | 1,569,935 | 3,907,048 |
| | | | 56,040,368 | 52,592,862 |
| Current liabilities | 流動負債 | | | |
| Accounts payable | 應付賬款 | 25 | 5,449,855 | 3,642,441 |
| Accruals, deposits received and other payables | 應計費用、已收按金及其他應付款項 | 26 | 2,393,632 | 1,925,344 |
| Contract liabilities | 合同負債 | 27 | 2,887,286 | 1,358,938 |
| Lease liabilities | 租賃負債 | 28 | 13,269 | 17,196 |
| Tax liabilities | 稅項負債 | | 2,310,880 | 2,349,916 |
| Borrowings | 借貸 | 29 | 8,177,876 | 6,994,506 |
| Senior notes and bond | 優先票據及債券 | 31 | 3,597,768 | 1,394,867 |
| Debt component of convertible bonds | 可換股債券債務部分 | 30(a) | 993,189 | 1,462,252 |
| Derivative component of convertible bonds | 可換股債券衍生工具部分 | 30(b) | 22,760 | 26,251 |
| Other current liabilities | 其他流動負債 | 32 | 926,179 | - |
| | | | 26,772,694 | 19,171,711 |
| Net current assets | 流動資產淨值 | | 29,267,674 | 33,421,151 |
| Total assets less current liabilities | 總資產減流動負債 | | 72,931,899 | 65,770,342 |



Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2022
於二零二二年十二月三十一日

| | | | 2022 | 2021 |
|--|--------------|-------|-------------------|------------|
| | | NOTES | 二零二二年 | 二零二一年 |
| | | 附註 | RMB'000 | RMB'000 |
| | | | 人民幣千元 | 人民幣千元 |
| Non-current liabilities | 非流動負債 | | | |
| Borrowings | 借貸 | 29 | 20,694,072 | 17,999,225 |
| Senior notes and bond | 優先票據及債券 | 31 | 888,808 | 3,336,853 |
| Lease liabilities | 租賃負債 | 28 | 134,010 | 147,279 |
| Deferred tax liabilities | 遞延稅項負債 | 18 | 4,344,172 | 3,558,552 |
| Other non-current liabilities | 其他非流動負債 | 32 | 15,894,325 | 11,287,644 |
| | | | 41,955,387 | 36,329,553 |
| Net assets | 資產淨值 | | 30,976,512 | 29,440,789 |
| Capital and reserves | 股本及儲備 | | | |
| Share capital | 股本 | 33 | 42,465 | 42,465 |
| Reserves | 儲備 | 34 | 24,717,565 | 25,886,797 |
| Equity attributable to owners of the Company | 本公司股東應佔權益 | | 24,760,030 | 25,929,262 |
| Non-controlling interests | 非控股權益 | | 6,216,482 | 3,511,527 |
| Total equity | 權益總額 | | 30,976,512 | 29,440,789 |

The consolidated financial statements on pages 60 to 222 were approved and authorised for issue by the board of directors on 30 March 2023 and are signed on its behalf by:

第60至222頁之綜合財務報表已獲董事會於二零二三年三月三十日批准及授權刊發，並由以下董事代表簽署：

HUANG Jingshu
黃敬舒
CHAIRMAN AND EXECUTIVE DIRECTOR
主席兼執行董事

HUANG Hao Yuan
黃浩源
EXECUTIVE DIRECTOR
執行董事



Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2022

截至二零二二年十二月三十一日止年度

Atributable to owners of the Company
本公司股東應佔權益

| | | Atributable to owners of the Company 本公司股東應佔權益 | | | | | | | | | | | Total equity 權益總額 |
|--|-----------------------------------|---|-----------------------|---|------------------------|--------------------------|--|-------------------------------|---------------------------|--------------------------|------------------|------------------------------------|----------------------|
| | | Share capital 股本 | Share premium 股份溢價 | Convertible preference shares 可換股優先股 | Other reserves 其他儲備 | Exchange reserve 匯兌儲備 | Investment/property revaluation reserve 投資/物業重估儲備 | Share option reserve 購股權儲備 | Statutory reserve 法定儲備 | Retained profits 保留盈利 | Sub-total 小計 | Non-controlling interests 非控股權益 | |
| | | 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 人民幣千元 | RMB'000 人民幣千元 | RMB'000 人民幣千元 |
| Balance as at 1 January 2021 | 於二零二一年一月一日的結餘 | 42,458 | 7,161,195 | 5,999,201 | (3,134,531) | 201,837 | 82,464 | 203,207 | 367,316 | 13,800,569 | 24,723,716 | 3,161,907 | 27,885,623 |
| Profit for the year | 年度盈利 | - | - | - | - | - | - | - | - | 1,152,576 | 1,152,576 | 182,341 | 1,334,917 |
| Fair value changes on investments in equity instruments at fair value through other comprehensive income, net of tax | 按公允價值計入其他全面收益之股本工具投資之公允價值變動(扣除稅項) | - | - | - | - | - | (38,128) | - | - | - | (38,128) | - | (38,128) |
| Exchange differences arising on translation | 匯兌產生的換算差額 | - | - | - | - | 89,886 | - | - | - | - | 89,886 | 2,544 | 92,430 |
| Total comprehensive income (expense) for the year | 年度全面收益(開支)總額 | - | - | - | - | 89,886 | (38,128) | - | - | 1,152,576 | 1,204,334 | 184,885 | 1,389,219 |
| Exercise of share options | 行使購股權 | 7 | 1,841 | - | - | - | - | (636) | - | - | 1,212 | - | 1,212 |
| Transfer to statutory reserve | 轉撥至法定儲備 | - | - | - | - | - | - | - | 48,042 | (48,042) | - | - | - |
| Capital contribution by non-controlling-interests | 非控股權益注資 | - | - | - | - | - | - | - | - | - | - | 165,431 | 165,431 |
| Dividend paid to non-controlling-interests | 向非控股權益支付之股息 | - | - | - | - | - | - | - | - | - | - | (696) | (696) |
| Balance as at 31 December 2021 and in 1 January 2022 | 於二零二一年十二月三十一日及二零二二年一月一日的結餘 | 42,465 | 7,163,036 | 5,999,201 | (3,134,531) | 291,723 | 44,336 | 202,571 | 415,358 | 14,905,103 | 25,929,262 | 3,511,527 | 29,440,789 |
| (Loss) profit for the year | 年度(虧損)盈利 | - | - | - | - | - | - | - | - | (730,147) | (730,147) | 433,622 | (296,525) |
| Fair value changes on investments in equity instruments at fair value through other comprehensive income, net of tax | 按公允價值計入其他全面收益之股本工具投資之公允價值變動(扣除稅項) | - | - | - | - | - | (58,845) | - | - | - | (58,845) | - | (58,845) |
| Gain on revaluation of properties, net of tax | 物業重估收益(扣除稅項) | - | - | - | - | - | 3,393 | - | - | - | 3,393 | - | 3,393 |
| Exchange differences arising on translation | 匯兌產生的換算差額 | - | - | - | - | (383,633) | - | - | - | - | (383,633) | 29 | (383,604) |
| Total comprehensive (expense) income for the year | 年度全面(開支)收益總額 | - | - | - | - | (383,633) | (55,452) | - | - | (730,147) | (1,169,232) | 433,651 | (735,581) |
| Transfer to statutory reserve | 轉撥至法定儲備 | - | - | - | - | - | - | - | 8,321 | (8,321) | - | - | - |
| Disposal of partial interests in subsidiaries (Note) | 出售附屬公司部分權益(附註) | - | - | - | - | - | - | - | - | - | - | 2,271,304 | 2,271,304 |
| Balance as at 31 December 2022 | 於二零二二年十二月三十一日的結餘 | 42,465 | 7,163,036 | 5,999,201 | (3,134,531) | (91,910) | (11,116) | 202,571 | 423,679 | 14,166,635 | 24,760,030 | 6,216,482 | 30,976,512 |

Note: On 7 June 2022, Intelligent City Development Limited, Shenzhen Sida Industrial Development Co., Ltd. ("Sida"), both of which are subsidiaries of the Company, and Shenzhen Shenquan Real Estate Development Co., Ltd. ("Shenzhen Shenquan"), an independent third party, have entered into the subscription agreement, pursuant to which Shenzhen Shenquan agreed to inject approximately RMB2.3 billion into Sida, which accounts for approximately 8% of the enlarged equity interest in the Sida. The transaction was approved by the shareholders of the Company on 18 July 2022. As at 31 December 2022, Shenzhen Shenquan has paid approximately RMB1.1 billion and the remaining consideration has been settled subsequent to the reporting period.

附註: 於二零二二年六月七日, 智慧城市發展有限公司、深圳市四達實業發展有限公司(「四達」)(兩間公司均為本公司之附屬公司)及深圳市深全房地產開發有限公司(「深圳市深全」, 一名獨立第三方)已訂立認購協議, 據此, 深圳市深全同意向四達注資約人民幣23億元, 佔四達經擴大股權約8%。交易於二零二二年七月十八日獲本公司股東批准。於二零二二年十二月三十一日, 深圳市深全已支付約人民幣11億元, 而餘下代價已於報告期後償付。



Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

| | | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
|--|------------------------------|-----------------------------------|-----------------------------------|
| Operating activities | 經營活動 | | |
| Profit before tax | 除稅前盈利 | 679,536 | 2,449,786 |
| Adjustments for: | 調整項目： | | |
| Depreciation | 折舊 | 77,949 | 73,438 |
| Loss on disposal of property, plant and equipment | 出售物業、廠房及設備的虧損 | 23 | 8 |
| Gain on disposal of a subsidiary | 出售附屬公司的收益 | - | (3,569) |
| Recognition of change in fair value of properties under development for sale/properties held for sale upon transfer to investment properties | 轉撥發展中待售物業／待售物業至投資物業之公允價值變動確認 | (2,355,969) | (2,787,454) |
| Fair value changes on investment properties | 投資物業的公允價值變動 | 301,833 | 220,021 |
| Fair value changes on derivative component of convertible bonds | 可換股債券衍生工具部分的公允價值變動 | 7,357 | (83,674) |
| Share of results of a joint venture | 應佔一間合營公司業績 | 2 | 2 |
| Impairment loss recognised for accounts receivable, net | 應收賬款減值虧損確認淨額 | 36,385 | 68,873 |
| Interest income | 利息收入 | (65,425) | (69,217) |
| Dividend income | 股息收入 | (22,808) | (22,800) |
| Finance costs | 融資成本 | 1,786,564 | 1,710,896 |
| Gain on non-substantial modification of convertible bonds | 可換股債券之非重大變更收益 | (23,252) | - |
| Loss on non-substantial modification of domestic corporate bonds | 境內公司債券之非重大變更虧損 | 2,394 | - |
| Gain on early redemption of convertible bonds | 提早贖回可換股債券之收益 | (12,613) | - |
| Write-off of deposits paid for acquisition of equity fund investment | 撇銷就收購股本基金投資支付之按金 | 27,840 | - |
| Exchange difference | 匯兌差額 | 31,204 | (152,644) |
| Operating cash flows before movements in working capital | 營運資金變動前的經營現金流量 | 471,020 | 1,403,666 |
| Increase in properties under development for sale and properties held for sale | 發展中待售物業及待售物業增加 | (6,468,142) | (4,843,845) |
| Increase in other inventories | 其他存貨增加 | (74) | (103) |
| Increase in accounts receivable | 應收賬款增加 | (59,743) | (42,804) |
| Increase in deposits paid, prepayments and other receivables | 已付按金、預付款項及其他應收款項增加 | (2,171,167) | (1,477,574) |
| Increase in accounts payable | 應付賬款增加 | 1,885,458 | 2,323,444 |
| Increase in contract liabilities | 合同負債增加 | 1,528,348 | 10,006 |
| Increase in accruals, deposits received and other payables | 應計費用、已收按金及其他應付款項增加 | 1,586,492 | 1,033,110 |
| Cash used in operations | 經營活動所用的現金 | (3,227,808) | (1,594,100) |
| Income taxes paid | 已付所得稅 | (304,706) | (427,330) |
| Net cash used in operating activities | 經營活動所用現金淨額 | (3,532,514) | (2,021,430) |



Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2022

截至二零二二年十二月三十一日止年度

| | | 2022 | 2021 |
|--|-----------------------|------------------|----------------|
| | | 二零二二年 | 二零二一年 |
| | | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 |
| Investing activities | 投資活動 | | |
| Placement of restricted bank deposits | 存放受限制銀行存款 | (5,718,845) | (11,744,531) |
| Addition to investment properties | 添置投資物業 | (1,297,733) | (222,186) |
| Advances to related parties | 向關聯方支付墊款 | (6,685,189) | (2,884,728) |
| Placement of short-term time deposits with original maturity beyond three months but within one year | 存放原定於三個月以上但一年內到期的短期存款 | (262) | (261,500) |
| Purchase of property, plant and equipment | 購置物業、廠房及設備 | (3,169) | (10,822) |
| Proceeds from disposal of investment properties | 出售投資物業所得款項 | 44,814 | 53,457 |
| Withdrawal of restricted bank deposits | 提取受限制銀行存款 | 7,075,926 | 12,340,892 |
| Repayment from related parties | 關聯方還款 | 6,439,082 | 2,884,537 |
| Repayment from a non-controlling interest | 非控股權益還款 | 125 | 2,894 |
| Withdrawal of short-term deposits with original maturity beyond three months but within one year | 提取原定於三個月以上但一年內到期的短期存款 | 261,762 | 600,476 |
| Interest received | 已收利息 | 78,617 | 48,390 |
| Dividend income received | 已收股息收入 | - | 22,800 |
| Proceeds from disposal of property, plant and equipment | 出售物業、廠房及設備所得款項 | - | 263 |
| Net cash inflow from disposal of a subsidiary | 出售一間附屬公司所得現金流入淨額 | - | 236 |
| Net cash from investing activities | 投資活動所得現金淨額 | 195,128 | 830,178 |
| Financing activities | 融資活動 | | |
| Repayments of borrowings | 償還借貸 | (8,017,972) | (8,396,973) |
| Repayments of bonds | 償還債券 | (509,000) | (2,111,877) |
| Interest paid | 已付利息 | (2,297,674) | (2,086,878) |
| Dividend paid | 已付股息 | - | (696) |
| Repayment of lease liabilities | 償還租賃負債 | (17,196) | (15,284) |
| Repayment of convertible bonds | 償還可換股債券 | (599,313) | - |
| Proceeds from issue of bonds | 發行債券所得款項 | - | 1,593,740 |
| Proceeds from new borrowings | 新造借貸所得款項 | 10,814,985 | 9,767,027 |
| Advances from related parties | 來自關聯方之墊款 | 3,630,370 | 1,101,729 |
| Repayment to related parties | 向關聯方還款 | (2,883,312) | - |
| Proceeds on disposal of partial interests in subsidiaries | 出售附屬公司部分權益之所得款項 | 1,135,652 | 165,431 |
| Issue of new shares upon exercise of share options | 行使購股權以發行新股 | - | 1,212 |
| Net cash from financing activities | 融資活動所得的現金淨額 | 1,256,540 | 17,431 |



Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

| | | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
|--|------------------------|-----------------------------------|-----------------------------------|
| Net decrease in cash and cash equivalents | 現金及現金等價物減少淨額 | (2,080,846) | (1,173,821) |
| Effect of foreign exchange rate changes | 外匯匯率變動的影響 | 5,233 | (10,268) |
| Cash and cash equivalents at beginning of the year | 年初現金及現金等價物 | 3,645,548 | 4,829,637 |
| Cash and cash equivalents at end of the year | 年末現金及現金等價物 | 1,569,935 | 3,645,548 |
| Represented by: | 指： | | |
| Cash and cash equivalents | 現金及現金等價物 | 1,569,935 | 3,645,548 |
| Add: Fixed deposits with original maturity date more than three months but within one year | 加：原到期日為多於三個月但少於一年的定期存款 | - | 261,500 |
| Bank balances and cash | 銀行結餘及現金 | 1,569,935 | 3,907,048 |



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022

截至二零二二年十二月三十一日止年度

1. GENERAL

LVGEM (China) Real Estate Investment Company Limited (the “Company”) was incorporated in the Cayman Islands with limited liability and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The addresses of the Company’s registered office and principal place of business in Hong Kong are Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands and Unit 2501, NEO, 123 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong respectively. Its ultimate controlling party is Mr. WONG Hong King (“Mr. Wong”), the father of Ms. HUANG Jingshu, the Chairman of the Company, and Mr. HUANG Hao Yuan, an Executive Director of the Company.

The Company acts as an investment holding company. The activities of its principal subsidiaries are set out in note 45.

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

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

Amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time, which are mandatorily effective for the annual periods beginning on or after 1 January 2022 for the preparation of the consolidated financial statements:

| | |
|-----------------------|--|
| Amendments to HKFRS 3 | Reference to the Conceptual Framework |
| Amendments to HKAS 16 | Property, Plant and Equipment - Proceeds before Intended Use |
| Amendments to HKAS 37 | Onerous Contracts - Cost of Fulfilling a Contract |
| Amendments to HKFRSs | Annual Improvements to HKFRSs 2018 - 2020 |

In addition, the Group applied the agenda decision of the Committee of the International Accounting Standards Board, including *Lessor Forgiveness of Lease Payments (International Financial Reporting Standards (“IFRS”) 9 Financial Instruments and IFRS 16 Leases*, which is relevant to the Group.

Except as described below, the application of the amendments to HKFRSs and the Committee’s agenda decision in the current year has had no material impact on the Group’s financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

1. 一般資料

綠景(中國)地產投資有限公司(「本公司」)為一家於開曼群島註冊成立之有限公司，其股份於香港聯合交易所有限公司(「聯交所」)主板上市。本公司註冊辦事處及香港主要營業地點之地址分別為Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands及香港九龍觀塘海濱道123號綠景NEO大廈2501室。其最終控制方為黃康境先生(「黃先生」)，彼乃本公司主席黃敬舒女士及本公司執行董事黃浩源先生之父親。

本公司為一間投資控股公司。其主要附屬公司的業務載於附註45。

綜合財務報表以人民幣(「人民幣」)呈列，人民幣亦為本公司的功能貨幣。

2. 應用經修訂香港財務報告準則(「香港財務報告準則」)

於本年度強制生效之經修訂香港財務報告準則

於本年度，本集團首次應用下列由香港會計師公會(「香港會計師公會」)頒佈並於二零二二年一月一日或之後開始之年度期間強制生效之經修訂香港財務報告準則，以編製綜合財務報表：

| | |
|------------------|--------------------------|
| 香港財務報告準則第3號(修訂本) | 概念框架指引 |
| 香港會計準則第16號(修訂本) | 物業、廠房及設備—擬定用途前之所得款項 |
| 香港會計準則第37號(修訂本) | 虧損合約—履行合約之成本 |
| 香港財務報告準則(修訂本) | 香港財務報告準則二零一八年至二零二零年之年度改進 |

此外，本集團應用國際會計準則理事會轄下委員會作出的議程決定，包括與本集團有關的*出租人免除租賃款項(國際財務報告準則(「國際財務報告準則」)第9號金融工具及國際財務報告準則第16號租賃)*。

除下文所述者外，於本年度應用該等經修訂香港財務報告準則及委員會作出的議程決定對本集團於本年度及以往年度的財務狀況及表現及／或載於該等綜合財務報表之披露並無重大影響。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

Amendments to HKFRSs that are mandatorily effective for the current year (Cont’d)

2.1 Impacts and changes in accounting policies on application of Amendments to HKFRS 3 Reference to the Conceptual Framework

The Group has applied the amendments to business combinations for which the acquisition date was on or after 1 January 2022. The amendments update a reference in HKFRS 3 *Business Combinations* so that it refers to the *Conceptual Framework for Financial Reporting 2018* issued in June 2018 (the “Conceptual Framework”) instead of *Framework for the Preparation and Presentation of Financial Statements* (replaced by the *Conceptual Framework for Financial Reporting 2010* issued in October 2010), add a requirement that, for transactions and events within the scope of HKAS 37 *Provisions, Contingent Liabilities and Contingent Assets* or HK(IFRIC)-Int 21 *Levies*, an acquirer applies HKAS 37 or HK(IFRIC)-Int 21 instead of the Conceptual Framework to identify the liabilities it has assumed in a business combination and add an explicit statement that an acquirer does not recognise contingent assets acquired in a business combination.

The application of the amendments in the current year has had no impact on the Group’s consolidated financial statements.

2.2 Impacts on application of Amendments to HKFRSs Annual Improvements to HKFRSs 2018 - 2020

The Group has applied the amendments for the first time in the current year. The annual improvements make amendments to the following standards:

HKFRS 9 Financial Instruments

The amendment clarifies that for the purpose of assessing whether modification of terms of original financial liability constitutes substantial modification under the “10 per cent” test, a borrower includes only fees paid or received between the borrower and the lender, including fees paid or received by either the borrower or the lender on the other’s behalf.

In accordance with the transitional provisions, the Group applies the amendment to financial liabilities that are modified or exchanged as at the date of initial application, 1 January 2022.

2. 應用經修訂香港財務報告準則（「香港財務報告準則」）（續）

於本年度強制生效之經修訂香港財務報告準則（續）

2.1 應用香港財務報告準則第3號（修訂本）概念框架指引之影響及會計政策變動

本集團已對收購日期為二零二二年一月一日或之後之業務合併應用該等修訂本。該等修訂本更新香港財務報告準則第3號對業務合併的提述，致使其為對於二零一八年六月頒佈的二零一八年財務報告概念框架（「概念框架」）的提述，而非編製及呈列財務報表框架的提述（由於二零一零年十月頒佈的二零一零年財務報告概念框架所取代），添加一項規定，就香港會計準則第37號撥備、或然負債及或然資產或香港（國際財務報告詮釋委員會）詮釋第21號徵費範圍內的交易及事件而言，收購方應用香港會計準則第37號或香港（國際財務報告詮釋委員會）詮釋第21號而非概念框架以識別其於業務合併中所承擔的負債，並添加一項明確聲明，即收購方不會確認於一項業務合併中所收購的或有資產。

於本年度應用該等修訂本對本集團之綜合財務報表並無影響。

2.2 應用香港財務報告準則（修訂本）香港財務報告準則二零一八年至二零二零年之年度改進之影響

本集團已於本年度首次應用該等修訂本。年度改進對以下準則進行了修訂：

香港財務報告準則第9號金融工具

該修訂本澄清，為評估在「10%」測試下對原始金融負債條款的變更是否構成重大變更，借款人僅包括在借款入與貸款人之間已支付或收取的費用，其中包括由借款人或貸款人代表對方支付或收取的費用。

根據過渡條文，本集團已將該修訂本應用於在初始應用日期（二零二二年一月一日）已修改或交換之金融負債。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022

截至二零二二年十二月三十一日止年度

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

Amendments to HKFRSs that are mandatorily effective for the current year (Cont’d)

2.2 Impacts on application of Amendments to HKFRSs Annual Improvements to HKFRSs 2018 - 2020 (Cont’d)

HKFRS 16 Leases

The amendment to Illustrative Example 13 accompanying HKFRS 16 removes from the example the illustration of reimbursement relating to leasehold improvements by the lessor in order to remove any potential confusion.

The application of the amendments in the current year has had no impact on the Group’s consolidated financial statements.

2.3 Impacts on application of the agenda decision of the Committee - Lessor Forgiveness of Lease Payments (IFRS 9 Financial Instruments and IFRS 16 Leases)

In October 2022, the Committee published the agenda decision related to the accounting for a rent concession where the lessor legally releases the lessee from its obligation to make specifically identified lease payments. Some of these lease payments are contractually due but not paid and some of them are not yet contractually due. The Committee concluded that, before the rent concession is granted, the lessor applies the impairment requirements in IFRS 9 to the operating lease receivable, the measurement of expected credit losses (“ECL”) should include the lessor’s expectations of forgiving the related lease payments. In addition, the lessor accounts for the rent concession on the date it is granted by applying: (a) the derecognition requirements in IFRS 9 to forgiven lease payments that the lessor has recognised as operating lease receivables; and (b) the lease modification requirements in IFRS 16 to forgiven lease payments that the lessor has not recognised as an operating lease receivable.

The application of the Committee’s agenda decision has had no material impact on the Group’s consolidated financial statements.

2. 應用經修訂香港財務報告準則（「香港財務報告準則」）（續）

於本年度強制生效之經修訂香港財務報告準則（續）

2.2 應用香港財務報告準則（修訂本）香港財務報告準則二零一八年至二零二零年之年度改進之影響（續）

香港財務報告準則第16號租賃

香港財務報告準則第16號隨附的說明性示例第13號（修訂本）從示例中刪除出租人為租賃物業裝修作出相關補償的說明，以消除任何潛在的混淆情況。

於本年度應用該等修訂本並無對本集團之綜合財務報表造成影響。

2.3 應用委員會的議程決定－出租人免除租賃款項（國際財務報告準則第9號金融工具及國際財務報告準則第16號租賃）的影響

於二零二二年十月，委員會發佈與租金寬免之會計處理有關之議程決定，出租人合法地免除承租人支付特定已識別租賃付款之義務。其中部分租賃付款根據合約已到期但尚未支付，而其中部分根據合約尚未到期。委員會的結論是，在授予租金寬免之前，出租人將國際財務報告準則第9號中的減值要求應用於經營租賃應收款項，預期信貸虧損（「預期信貸虧損」）之計量應包括出租人對免除相關租賃付款之預期。此外，出租人於租金寬免授出日期對租金寬免之會計處理應用：(a)國際財務報告準則第9號中之終止確認要求，免除出租人已確認為經營租賃應收款項之租賃付款；及(b)國際財務報告準則第16號中之租賃修改要求，免除出租人未確認為經營租賃應收款項之租賃付款。

應用委員會議程決定並無對本集團之綜合財務報表造成重大影響。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

New and amendments to HKFRSs in issue but not yet effective

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

| | |
|--|--|
| HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17) | Insurance Contracts ¹ |
| Amendments to HKFRS 10 and HKAS 28 | Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ² |
| Amendments to HKAS 16 Amendments to HKAS 1 | Lease Liability in a Sale and Leaseback ³ Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ³ |
| Amendments to HKAS 1 Amendments to HKAS 1 and HKFRS Practice Statement 2 | Non-current Liabilities with Covenants ³ Disclosure of Accounting Policies ¹ |
| Amendments to HKAS 8 Amendments to HKAS 12 | Definition of Accounting Estimates ¹ Deferred Tax related to Assets and Liabilities arising from a Single Transaction ¹ |

¹ Effective for annual periods beginning on or after 1 January 2023.

² Effective for annual periods beginning on or after a date to be determined.

³ Effective for annual periods beginning on or 1 January 2024.

Except for the amendments to HKFRSs mentioned below, the directors of the Company anticipate that the application of all other new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

2. 應用經修訂香港財務報告準則（「香港財務報告準則」）（續）

已頒佈但尚未生效之新訂及經修訂香港財務報告準則

本集團並無提早應用下列已頒佈但尚未生效之新訂及經修訂香港財務報告準則：

| | |
|---|--|
| 香港財務報告準則第17號 （包括香港財務報告準則 第17號之二零二零年十月及 二零二二年二月修訂本） | 保險合約 ¹ |
| 香港財務報告準則第10號及 香港會計準則第28號 （修訂本） | 投資者與其聯營公司或合營公司 之間的資產出售或注資 ² |
| 香港會計準則第16號（修訂本） 香港會計準則第1號（修訂本） | 售後回租之租賃負債 ³ 負債分類為流動或非流動以及 香港詮釋第5號（二零二零年） 之相關修訂本 ³ |
| 香港會計準則第1號（修訂本） 香港會計準則第1號及香港財務 報告準則實務說明第2號 （修訂本） | 附帶契約之非流動負債 ³ 會計政策的披露 ¹ |
| 香港會計準則第8號（修訂本） 香港會計準則第12號（修訂本） | 會計估計的定義 ¹ 與單一交易所產生資產及 負債有關的遞延稅項 ¹ |

¹ 於二零二三年一月一日或以後開始的年度期間生效。

² 於釐定日期或以後開始的年度期間生效。

³ 於二零二四年一月一日或以後開始的年度期間生效。

除下文所述之經修訂香港財務報告準則外，本公司董事預期應用所有其他新訂及經修訂香港財務報告準則於可預見未來將不會對綜合財務報表產生重大影響。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022

截至二零二二年十二月三十一日止年度

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

New and amendments to HKFRSs in issue but not yet effective (Cont’d)

Amendments to HKAS 1 Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) (the “2020 Amendments”) and Amendments to HKAS 1 Non-current Liabilities with Covenants (the “2022 Amendments”)

The 2020 Amendments provide clarification and additional guidance on the assessment of right to defer settlement for at least twelve months from reporting date for classification of liabilities as current or non-current, which:

- clarify that if a liability has terms that could, at the option of the counterparty, result in its settlement by the transfer of the entity's own equity instruments, these terms do not affect its classification as current or non-current only if the entity recognises the option separately as an equity instrument applying HKAS 32 *Financial Instruments: Presentation*.
- specify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. Specifically, the amendments clarify that the classification should not be affected by management intentions or expectations to settle the liability within 12 months.

For rights to defer settlement for at least twelve months from reporting date which are conditional on the compliance with covenants, the requirements introduced by the 2020 Amendments have been modified by the 2022 Amendments. The 2022 Amendments specify that only covenants with which an entity is required to comply with on or before the end of the reporting period affect the entity's right to defer settlement of a liability for at least twelve months after the reporting date. Covenants which are required to comply with only after the reporting period do not affect whether that right exists at the end of the reporting period.

In addition, the 2022 Amendments specify the disclosure requirements about information that enables users of financial statements to understand the risk that the liabilities could become repayable within twelve months after the reporting period, if the entity classify liabilities arising from loan arrangements as non-current when the entity's right to defer settlement of those liabilities is subject to the entity complying with covenants within twelve months after the reporting period.

The 2022 Amendments also defer the effective date of applying the 2020 Amendments to annual reporting periods beginning on or after 1 January 2024. The 2022 Amendments, together with the 2020 Amendments, are effective for annual reporting periods beginning on or after 1 January 2024, with early application permitted. If an entity applies the 2020 Amendments for an earlier period after the issue of the 2022 Amendments, the entity should also apply the 2022 Amendments for that period.

2. 應用經修訂香港財務報告準則（「香港財務報告準則」）（續）

已頒佈但尚未生效之新訂及經修訂香港財務報告準則（續）

香港會計準則第1號（修訂本）負債分類為流動或非流動以及香港詮釋第5號（二零二零年）之相關修訂本（「二零二零年修訂本」）及香港會計準則第1號（修訂本）附帶契約之非流動負債（「二零二二年修訂本」）

二零二零年修訂本為評估從報告日期起延遲至少十二個月結算的權利提供澄清及額外指引，以將負債分類為流動或非流動，其中：

- 澄清倘負債之條款可由交易對手選擇通過轉讓實體自身之股本工具進行結算，則僅當該實體應用香港會計準則第32號金融工具：呈列將選擇權單獨確認為股本工具時，該等條款方不會影響其分類為流動或非流動。
- 指定將負債分類為流動或非流動應基於報告期末已存在的權利。具體而言，該等修訂本澄清分類不應受到管理層有意或預期在12個月內清償負債所影響。

就自報告日期起延遲至少十二個月結算之權利（以遵守契諾為條件）而言，二零二零年修訂本引入之規定已透過二零二二年修訂本作出修訂。二零二二年修訂本指明，僅實體須於報告期末或以前遵守之契諾會影響實體將結算負債期限延遲至報告日期後至少十二個月之權利。僅須於報告期後遵守之契諾並不影響該權利於報告期末是否存在。

此外，二零二二年修訂本訂明有關資料之披露規定，倘實體必須在報告期後十二個月內遵守契諾方能享有延遲結算有關負債之權利，並且實體將貸款安排產生之負債歸類為非流動，則有關資料有助財務報表使用者瞭解負債可能在報告期後十二個月內變成應付之風險。

二零二二年修訂本亦將應用二零二零年修訂本的生效日期遞延至二零二四年一月一日或之後開始的年度報告期間。二零二二年修訂本與二零二零年修訂本均於二零二四年一月一日或之後開始的年度報告期間生效，並允許提前應用。倘實體在二零二二年修訂本頒佈後的較早期間應用二零二零年修訂本，則該實體亦應於該期間應用二零二二年修訂本。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

New and amendments to HKFRSs in issue but not yet effective (Cont’d)

Amendments to HKAS 1 Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) (the “2020 Amendments”) and Amendments to HKAS 1 Non-current Liabilities with Covenants (the “2022 Amendments”) (Cont’d)

As at 31 December 2022, the Group’s right to defer settlement for bank and other borrowings of RMB6,066,751,000 and domestic corporate bond of RMB888,808,000 are subject to compliance with certain financial ratios within 12 months from the reporting date. Such borrowings were classified as non-current as the Group. Upon the application of the 2022 Amendments, such borrowings will still be classified as non-current as the covenants which the Group is required to comply with only after the reporting period do not affect whether that right exists at the end of the reporting date and such borrowing will still be classified as non-current.

Except for as disclosed above, the application of the 2020 and 2022 Amendments will not result in classification of the Group’s other liabilities as at 31 December 2022.

Amendments to HKAS 1 and HKFRS Practice Statement 2 Disclosure of Accounting Policies

HKAS 1 is amended to replace all instances of the term “significant accounting policies” with “material accounting policy information”. 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.

The amendments also clarify that accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material. If an entity chooses to disclose immaterial accounting policy information, such information must not obscure material accounting policy information.

HKFRS Practice Statement 2 Making Materiality Judgements (the “Practice Statement”) is also amended to illustrate how an entity applies the “four-step materiality process” to accounting policy disclosures and to judge whether information about an accounting policy is material to its financial statements. Guidance and examples are added to the Practice Statement.

The application of the amendments is not expected to have significant impact on the financial position or performance of the Group but may affect the disclosures of the Group’s significant accounting policies.

2. 應用經修訂香港財務報告準則（「香港財務報告準則」）（續）

已頒佈但尚未生效之新訂及經修訂香港財務報告準則（續）

香港會計準則第1號（修訂本）負債分類為流動或非流動以及香港詮釋第5號（二零二零年）之相關修訂本（「二零二零年修訂本」）及香港會計準則第1號（修訂本）附帶契約之非流動負債（「二零二二年修訂本」）（續）

於二零二二年十二月三十一日，本集團遞延結算銀行及其他借貸人民幣6,066,751,000元及境內公司債券人民幣888,808,000元之權利須自報告日期起計12個月內遵守若干財務比率。該等借貸分類為非流動。於應用二零二二年修訂本後，該等借貸仍將分類為非流動，原因為本集團僅須於報告期後遵守之契諾並不影響該權利於報告期末是否存在，且有關係借貸仍將分類為非流動。

除上文所披露者外，應用二零二零年及二零二二年修訂本將不會導致對本集團於二零二二年十二月三十一日之其他負債進行分類。

香港會計準則第1號及香港財務報告準則實務說明第2號（修訂本）會計政策的披露

香港會計準則第1號經修訂以「重大會計政策資料」取代「主要會計政策」一詞下的所有情況。倘連同實體財務報表內其他資料一併考慮，合理預期會計政策資料將會影響通用財務報表的主要使用者根據該等財務報表所作出的決定，則該會計政策資料屬重大。

該等修訂本亦闡明，儘管有關款項並不重大，但由於相關交易、其他事項或狀況的性質，故會計政策資料可能屬重大。然而，並非所有與重大交易、其他事項或狀況有關的會計政策資料本身屬重大。倘實體選擇披露非重大會計政策資料，則有關資料不得掩蓋重大會計政策資料。

香港財務報告準則實務說明第2號作出重要性判斷（「實務說明」）亦經修訂，以說明實體如何將「四步法評估重大性流程」應用於會計政策披露以及判斷有關會計政策的資料對其財務報表而言是否屬重大。實務說明已附加指引及實例。

應用該等修訂本預期不會對本集團財務狀況或表現造成重大影響，但可能影響本集團主要會計政策的披露。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

Amendments to HKAS 8 Definition of Accounting Estimates

The amendments define accounting estimates as “monetary amounts in financial statements that are subject to measurement uncertainty”. An accounting policy may require items in financial statements to be measured in a way that involves measurement uncertainty - that is, the accounting policy may require such items to be measured at monetary amounts that cannot be observed directly and must instead be estimated. In such a case, an entity develops an accounting estimate to achieve the objective set out by the accounting policy. Developing accounting estimates involves the use of judgements or assumptions based on the latest available, reliable information.

In addition, the concept of changes in accounting estimates in HKAS 8 is retained with additional clarifications.

The application of the amendments is not expected to have significant impact on the Group’s consolidated financial statements.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

3.1 Basis of preparation of consolidated financial statements

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

The consolidated financial statements have been prepared on the going concern basis which assumes the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the normal course of business. Management continues to closely monitor the liquidity position of the Group, which includes the sensitivity analysis of forecast bank and cash balances for various factors (including the number and selling price of residential properties and commercial buildings sold) over the short and medium term to ensure adequate liquidity is maintained.

2. 應用經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港會計準則第8號（修訂本）會計估計的定義

該修訂本定義會計估計為「存在計量不明朗因素的財務報表的貨幣金額」。會計政策可能要求財務報表中的項目以涉及計量不確定性的方式進行計量—即會計政策可能要求有關項目以不能直接觀察的貨幣金額進行計量，且必須進行估算。於此情況下，實體應制定會計估計，以實現會計政策載列的目標。制定會計估計涉及使用基於最新的可靠資料的判斷或假設。

此外，香港會計準則第8號的會計估計變更的概念予以保留，惟有進一步澄清。

應用該等修訂本預期不會對本集團的綜合財務報表造成重大影響。

3. 綜合財務報表之編製基準及主要會計政策

3.1 綜合財務報表之編製基準

綜合財務報表乃根據香港會計師公會頒佈的香港財務報告準則而編製。就編製綜合財務報表而言，當可合理預期該等資料會影響主要使用者之決策，該等資料則被視為屬重大。此外，綜合財務報表包括香港聯合交易所有限公司證券上市規則（「上市規則」）及香港公司條例的適用披露規定。

綜合財務報表已按持續經營基準編製，當中假設持續進行正常業務活動及於日常業務過程中變現資產及結算負債。管理層繼續密切監察本集團流動資金狀況，包括就不同短期及中期因素（包括已出售住宅物業及商業樓宇的數目及售價）作出銀行及現金結餘預測的敏感度分析，以確保維持充足流動資金。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.1 Basis of preparation of consolidated financial statements (Cont'd)

As at 31 December 2022, the Group has borrowings of RMB8,178 million, senior notes and bond of RMB3,598 million, and debt component of convertible bonds of RMB993 million that are repayable within one year at the end of reporting period. At the same date, the Group has cash and cash equivalent amounted to RMB1,570 million. Subsequent to the end of the reporting period, the Group repaid public senior notes with carrying amount of RMB3,398 million as at 31 December 2022. The Group might not have sufficient working capital to operate if such borrowings and convertible bonds are required to be repaid or redeemed and all other alternative operating and financing plans as described below cannot be implemented as planned. These conditions indicate that the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern and therefore, the directors of the Company have reviewed the Group's cash flow forecasts which cover a period of not less than twelve months from the date of the end of the reporting period.

Cash flow forecasts, which assume the continuity of normal business activity, indicate that the Group will have sufficient liquidity to meet its operation, existing contractual debt obligation and capital expenditure requirements for at least twelve month period from the date of the end of the reporting period. Such cash flow forecasts include the following assumptions:

- (i) The Group will continue to actively adjust sales and pre-sale activities to better respond to market needs, and make efforts to achieve the latest budgeted sales and pre-sales volumes and amounts. The Group will maintain continuous communication with the major constructors and suppliers to arrange payments to these vendors and meet all of the necessary conditions to launch the pre-sale. The Group will also continuously enhance collection progress from customers and banks in respect of the property sales and pre-sales;
- (ii) The Group will continuously comply with financial covenants and other terms and conditions of the borrowings, including timely repayment of principle and interests of the borrowings. In addition, the Group has been actively negotiating with certain financial institutions so that the Group can secure project development loans for qualified project development through pledge of equity interests in certain subsidiaries and assets of the relevant projects and secure working capital loans through pledge of the Group's other properties if required;

3. 綜合財務報表之編製基準及主要會計政策(續)

3.1 綜合財務報表之編製基準(續)

於二零二二年十二月三十一日，本集團擁有的借貸人民幣8,178百萬元、優先票據及債券人民幣3,598百萬元及可換股債券債務部分人民幣993百萬元須於報告期末起計一年內償還。同日，本集團的現金及現金等價物為人民幣1,570百萬元。於報告期末後，本集團於二零二二年十二月三十一日償還賬面值為人民幣3,398百萬元的公開優先票據。倘該等借貸及可換股債券須予償還或贖回，且下文所述的所有其他替代經營及融資計劃未能按計劃落實，則本集團可能並無充足的營運資金經營業務。上述情況反映存在重大不確定性，從而可能導致對本集團的持續經營能力產生重大疑慮，因此，本公司董事已審閱本集團自報告期末日期起計不少於十二個月期間的現金流量預測。

現金流量預測(其中假設持續進行正常業務活動)顯示，本集團將有足夠的流動資金以應付其於報告期末日期起計至少十二個月期間的營運、現有合約債務責任及資本開支需求。有關現金流量預測包括下列假設：

- (i) 本集團將繼續積極調整銷售及預售活動，以更好地應對市場需求，並努力實現最新的預算銷售及預售數量及金額。本集團將與主要建築商及供應商保持持續溝通，以安排向該等賣方付款並符合所有必要條件以啟動預售。本集團亦將持續改善就物業銷售及預售向客戶及銀行的收款進度；
- (ii) 本集團將繼續遵守借貸的財務契諾以及其他條款及條件，當中包括及時償還借貸的本金及利息。此外，本集團一直積極與若干金融機構磋商，以便本集團可於需要時透過質押若干附屬公司的股權及相關項目的資產就合資格項目開發取得項目開發貸款，並透過質押本集團的其他物業取得營運資金貸款；



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綜合財務報表附註

For the year ended 31 December 2022

截至二零二二年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.1 Basis of preparation of consolidated financial statements (Cont'd)

- (iii) The Group is currently considering the loan facility provided by bank with amounts not less than RMB1.5 billion. The relevant loan facility is currently undergoing the internal approval procedures of the bank, based on the best estimation of the directors of the Company, the approval for the loan agreement will be obtained from the bank in the near future;
- (iv) One of the convertible bonds of approximately US\$78 million, embedded with early redemption option, which will be matured in first half of 2023, is assumed to be renewed and such early redemption option is expected not to be exercised by the convertible bondholders within twelve months from the end of the reporting period;
- (v) The RMB denominated domestic corporate bonds with an aggregate principal amount of RMB200 million, embedded with retractable options, which shall be matured after twelve months from the end of the reporting period in accordance with the scheduled repayment dates as set out in the offering memorandum, are assumed not to be retracted by the corporate bondholders within twelve months from the end of the reporting period;
- (vi) The existing outbound guarantee facility arrangement with the banks in relation to the fund transmission from the People's Republic of China (excludes Hong Kong, Macau and Taiwan) (the "Mainland China") to Hong Kong is assumed to be feasible and effective, based on the past historical records;
- (vii) The related parties of the Group have agreed not to demand for repayment for non-trade amounts of RMB1,571 million as of 31 December 2022 until the Group has the financial ability to do so; and
- (viii) The Group is currently considering the loan financing offers provided by an equity fund investor with amounts not less than US\$500 million with the loan periods not less than 3 years.

3. 綜合財務報表之編製基準及主要會計政策(續)

3.1 綜合財務報表之編製基準(續)

- (iii) 本集團目前正在考慮由銀行提供的貸款融資，金額為不少於人民幣15億元。相關貸款融資目前正進行銀行內部的審批程序。基於本公司董事的最佳估計，貸款協議將於不久的將來取得銀行的批核；
- (iv) 假設將重續其中一項於二零二三年上半年到期的可換股債券約78百萬美元(附有提早贖回權)，並預期可換股債券持有人將不會於報告期末起計十二個月內行使該提早贖回權；
- (v) 本金總額為人民幣200百萬元(附有回售選擇權)的人民幣計值境內公司債券將按發行備忘錄所載的既定還款日期於報告期末起計十二個月後到期，並假設公司債券持有人將不會於報告期末起計十二個月內回售；
- (vi) 基於過往歷史記錄，假設與銀行有關由中華人民共和國(不包括香港、澳門及台灣)(「中國內地」)往香港的資金轉移的現有內保外貸融資協議屬可行有效；
- (vii) 本集團關聯方已同意在本集團具備財務能力償還款項之前不要求償還截至二零二二年十二月三十一日的非貿易款項人民幣1,571百萬元；及
- (viii) 本集團目前正在考慮由一名股權基金投資者提供的貸款融資方案，金額為不少於500百萬美元且貸款期限不少於三年。



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綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.1 Basis of preparation of consolidated financial statements (Cont'd)

Notwithstanding the above, significant uncertainties exist as to whether management of the Company will be able to achieve its plans and measure as described above. Whether the Group will be able to continue as a going concern would depend upon the Group's ability to generate adequate financing and operating cash flows through the following:

- (i) successfully adjust sales and pre-sales activities to achieve budgeted sales and pre-sales volumes, successfully arrange payments to constructors and suppliers on schedule and meet all of the necessary conditions to launch the pre-sale, and timely collect the relevant sales proceeds;
- (ii) continuously comply with financial covenants and other terms and conditions of the borrowings, successfully and timely secure necessary loans from financial institutions;
- (iii) successfully draw down necessary funding from the borrowing facility granted and renew existing borrowings and certain convertible bonds, etc.; and
- (iv) successfully entered into the borrowing facility with the equity fund investors.

Taking into account all assumptions and plans as described above, the directors of Company are of the opinion that the Group will have sufficient working capital to maintain its operations and to pay its financial obligations as and when they fall due for at least twelve months from the end of the reporting period. The directors of the Company are satisfied that it is appropriate to prepare these consolidated financial statements on a going concern basis.

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

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

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

3. 綜合財務報表之編製基準及主要會計政策(續)

3.1 綜合財務報表之編製基準(續)

儘管上文所述，本公司管理層將能否達成其上述計劃及措施仍有重大的不確定因素。本集團能否持續經營業務將取決於本集團能否透過以下各項產生足夠的融資及經營現金流量：

- (i) 成功調整銷售及預售活動，以實現預算銷售及預售量，成功按時向建築商及供應商安排付款，並滿足啟動預售的所有必要條件，以及及時收取相關銷售所得款項；
- (ii) 持續遵守借貸的財務契諾以及其他條款及條件，成功及時向金融機構取得所需貸款；
- (iii) 成功自己授出的借貸融資中提取所需資金，並重續現有借貸及若干可換股債券等；及
- (iv) 成功與股權基金投資者訂立借貸融資。

經計及上述所有假設及計劃，本公司董事認為本集團將具備充足營運資金維持其營運及支付其於報告期末起計至少十二個月內到期的財務責任。本公司董事信納，按持續經營基準編製該等綜合財務報表乃屬恰當。

倘本集團未能實現上述計劃及措施的組合，則可能無法繼續持續經營，並須作出調整以將本集團資產的賬面值減至其變現金額，為可能產生的金融負債作出撥備，以及將非流動資產及非流動負債分別重新分類為流動資產及流動負債(如適用)。該等調整的影響並未於綜合財務報表中反映。

於各報告期末，除下文所載會計政策闡釋的投資物業及若干金融工具按公允價值計量外，綜合財務報表乃按歷史成本基準編製。

歷史成本一般按換取貨品及服務所付出代價之公允價值計量。



Notes to the Consolidated Financial Statements

綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.1 Basis of preparation of consolidated financial statements (Cont'd)

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

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.

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

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

3. 綜合財務報表之編製基準及主要會計政策(續)

3.1 綜合財務報表之編製基準(續)

公允價值是於計量日期市場參與者於有序交易中出售資產可收取或轉讓負債須支付的價格，而不論該價格是否直接可觀察或可使用其他估值技術估計。若市場參與者於計量日期對資產或負債定價時會考慮資產或負債的特點，則本集團於估計資產或負債的公允價值時會考慮該等特點。此等綜合財務報表中作計量及／或披露用途的公允價值乃按此基準釐定，惟屬於香港財務報告準則第2號以股份為基礎的付款範圍的以股份為基礎之付款交易、根據香港財務報告準則第16號入賬的租賃交易，以及與公允價值有部份相若地方但並非公允價值的計量，譬如香港會計準則第2號存貨內的可變現淨額或香港會計準則第36號資產減值的使用價值除外。

非金融資產的公允價值計量須考慮市場參與者充分利用該資產或充分利用該資產向另一市場參與者進行銷售從而產生經濟效益的能力。

此外，就財務申報而言，公允價值計量根據公允價值計量的輸入數據可觀察程度及公允價值計量的輸入數據對其整體的重要性分類為第一級、第二級或第三級，詳情如下：

- 第一級輸入數據是實體於計量日期可以取得的相同資產或負債於活躍市場之報價(未經調整)；
- 第二級輸入數據是就資產或負債直接或間接地可觀察之輸入數據(第一級內包括的報價除外)；及
- 第三級輸入數據是資產或負債的不可觀察輸入數據。



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綜合財務報表附註

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截至二零二二年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.2 Significant accounting policies

Basis of consolidation

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

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

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

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

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

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

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

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

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策

綜合基準

綜合財務報表包括本公司及其所控制之實體及其附屬公司之財務報表。當本公司符合以下要素時，則落實本公司取得該控制權：

- 可對投資對象行使權力；
- 因參與投資對象業務而承擔浮動回報的風險或享有權利；及
- 有能力使用其權力影響其回報。

倘有事實及情況顯示上述三項控制權要素有一項或以上出現變動，本公司會重新評估其是否對投資對象擁有控制權。

附屬公司之綜合入賬於本集團取得有關附屬公司之控制權起開始，並於本集團失去有關附屬公司之控制權時終止。具體而言，年內所收購或出售附屬公司之收入及開支乃自本集團取得控制權之日期起計入綜合損益表，直至本集團不再控制有關附屬公司之日期為止。

損益及其他全面收益之每個項目乃歸屬於本公司股東及非控股權益。附屬公司之全面收益總額歸屬於本公司股東及非控股權益，即使此舉會導致非控股權益產生虧絀結餘。

於必要時，將對附屬公司之財務報表作出調整，以令彼等之會計政策與本集團之會計政策一致。

有關本集團成員公司之間交易的所有集團內公司間之資產及負債、權益、收入、支出及現金流量於綜合入賬時悉數對銷。

附屬公司的非控股權益從本集團權益中獨立呈列，指現時擁有的權益且賦予持有人權利於清盤時按比例分佔相關附屬公司淨資產。



Notes to the Consolidated Financial Statements

綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.2 Significant accounting policies (Cont'd)

Basis of consolidation (Cont'd)

Changes in the Group's interests in existing subsidiaries

Changes in the Group's interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries, including re-attribution of relevant reserves between the Group and the non-controlling interests according to the Group's and the non-controlling interests' proportionate interests.

Any difference between the amount by which the non-controlling interests are adjusted, and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKFRS 9 *Financial Instruments* ("HKFRS 9") or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

Business combinations or asset acquisitions

Optional concentration test

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

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

綜合基準(續)

本集團於現有附屬公司的權益變動

未導致本集團失去對附屬公司控制權的本集團於附屬公司的權益變動以權益交易列賬。為反映其於附屬公司的相關權益變動(包括根據本集團與非控股權益之權益比例重新歸屬本集團與非控股權益之相關儲備),本集團的相關權益部分及非控股權益的賬面值會作出調整。

非控股權益的調整數額與已付或已收代價公允價值之間的任何差額直接於權益內確認,並歸屬於本公司股東。

當本集團失去附屬公司的控制權時,該附屬公司之資產及負債以及非控股權益(如有)會被終止確認。收益或虧損於損益確認,並按以下兩者的差額計算得出:(i)已收代價的公允價值及任何留存權益的公允價值的總和;及(ii)本公司股東應佔附屬公司資產(包括商譽)及負債的賬面值。先前就該附屬公司於其他全面收益確認的所有金額,按猶如本集團已直接出售該附屬公司的相關資產或負債入賬處理(即按適用的香港財務報告準則所規定/許可,重新分類至損益或轉撥至另一類權益)。前附屬公司於失去控制權日時任何保留投資的公平值視為初始確認香港財務報告準則第9號金融工具(「香港財務報告準則第9號」)項下後續會計處理之公平值或(倘適用)初始確認聯營公司或合營公司投資的成本。

業務合併或資產收購

可選集中性測試

本集團可以選擇按個別交易基準應用選擇性集中度測試,其允許對所收購的一組活動及資產是否並非一項業務進行簡化評估。倘所收購之總資產之絕大部分公允價值均集中於單一可識別資產或一組類似可識別資產中,則符合集中度測試的要求。經評估的總資產不包括現金及現金等價物、遞延稅項資產及因遞延稅項負債影響而產生之商譽。若符合集中度測試的要求,則確定該組活動及資產並非業務而毋需再作進一步評估。



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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.2 Significant accounting policies (Cont'd)

Business combinations or asset acquisitions (Cont'd)

Asset acquisitions

When the Group acquires a group of assets and liabilities that do not constitute a business, the Group identifies and recognises the individual identifiable assets acquired and liabilities assumed by allocating the purchase price first to properties under development for sale and the remaining balance of the purchase price is then allocated to the other identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction does not give rise to goodwill or bargain purchase gain.

When an asset acquisition is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit or loss or other comprehensive income, as appropriate.

Business combinations

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

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

For business combinations in which the acquisition date is on or after 1 January 2022, the identifiable assets acquired and liabilities assumed must meet the definitions of an asset and a liability in the Conceptual Framework for Financial Reporting 2018 issued in June 2018 (the "Conceptual Framework") except for transactions and events within the scope of HKAS 37 or HK(IFRIC)-Int 21, in which the Group applies HKAS 37 or HK(IFRIC)-Int 21 instead of the Conceptual Framework to identify the liabilities it has assumed in a business combination. Contingent assets are not recognised.

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

業務合併或資產收購(續)

資產收購

當本集團收購一組並不構成業務之資產及負債時，本集團透過首先向發展中待售物業分配收購價，以識別及確認所收購個別可識別資產及所承擔負債，而收購價餘下的結餘其後按其於購買日期之相對公允價值為基準分配至其他可識別資產及負債。有關交易並不會產生商譽或議價收購收益。

於資產收購乃分階段完成時，本集團先前持有之被收購方股權乃按於收購日期(即本集團獲得控制權之日期)之公允價值重新計量，而所產生之收益或虧損(如有)乃於損益內或其他全面收益(按適用者)確認。

業務合併

業務為一整套活動及資產，其中包括一項投入及一項實質性過程，兩者可共同顯著促進創造產出之能力。倘收購過程對持續生產產出之能力至關重要，包括具備執行相關過程所必需之技能、知識或經驗之組織勞動力，或可顯著促進持續生產產出之能力，且被認為屬獨特或稀缺，或在無重大成本、努力或持續生產產出能力出現延遲之情況下不可取代，則收購過程被視為具有實質性。

收購業務採用收購法入賬。業務合併之轉撥代價按公允價值計量，而計算方法為本集團所轉讓之資產於收購日之公允價值、本集團向被收購方原擁有人產生之負債及本集團於交換被收購方之控制權發行之股權之總和。有關收購之費用於產生時一般於損益中確認。

就收購日期為二零二二年一月一日或之後之業務合併而言，所收購之可識別資產及所承擔之負債必須符合於二零一八年六月頒佈之二零一八年財務報告概念框架(「概念框架」)下資產及負債之定義，惟香港會計準則第37號或香港(國際財務報告詮釋委員會)詮釋第21號範圍內之交易及事件則除外，本集團對此應用香港會計準則第37號或香港(國際財務報告詮釋委員會)詮釋第21號而非概念框架，以識別其於業務合併中所承擔之負債。或然資產並無予以確認。



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綜合財務報表附註

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截至二零二二年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.2 Significant accounting policies (Cont'd)

Business combinations or asset acquisitions (Cont'd)

Business combinations (Cont'd)

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

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

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

業務合併或資產收購(續)

業務合併(續)

於收購日，所收購之可識別資產及所承擔之負債按公允價值確認，惟下文所述者除外：

- 遞延稅項資產或負債及與僱員福利安排有關之資產或負債，分別根據香港會計準則第12號*所得稅*及香港會計準則第19號*僱員福利*確認並計量；
- 與被收購公司以股份為基礎之付款安排或以本集團訂立以股份為基礎之付款安排取代被收購公司以股份為基礎之付款安排相關之負債或股本工具乃於收購日期根據香港財務報告準則第2號*以股份為基礎之付款*計量(見下文會計政策)；
- 根據香港財務報告準則第5號*持作出售之非流動資產及已終止經營業務*分類為持作出售之資產(或出售組別)則根據該準則計量；及
- 租賃負債按剩餘租賃付款(定義見香港財務報告準則第16號)的現值確認及計量，猶如已收購的租賃於收購日期為新租賃。使用權資產按與相關租賃負債相同的金額確認及計量，並進行調整以反映與市場條件相比租賃的有利或不利條款。



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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.2 Significant accounting policies (Cont'd)

Business combinations or asset acquisitions (Cont'd)

Business combinations (Cont'd)

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

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

When the consideration transferred by the Group in a business combination includes a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively. Measurement period adjustments are adjustments that arise from additional information obtained during the "measurement period" (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured to fair value at subsequent reporting dates, with the corresponding gain or loss being recognised in profit or loss.

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

業務合併或資產收購(續)

業務合併(續)

商譽是以所轉撥之代價、於被收購方中所佔任何非控股權益金額及收購方以往持有被收購方股權(如有)之公允價值之總和，減所收購之可識別資產及所承擔之負債於收購日期之淨值後，所超出之差額計值。倘經過重新評估後，所收購之可識別淨資產與所承擔負債之淨額高於轉撥之代價、於被收購方中所佔任何非控股權益之金額與收購方先前持有被收購方之權益(如有)之公允價值之總和，則差額即時於損益內確認為議價收購收益。

屬現時擁有之權益且於清盤時讓持有人有權按比例分佔相關附屬公司之資產淨值之非控股權益，初步按非控股權益應佔被收購方可識別資產淨值的已確認金額比例或按公允價值計量。計量基準視乎每項交易而作出選擇。

倘本集團於業務合併中轉讓之代價包括或然代價安排，則該或然代價按其收購日期公允價值計量並計入作為業務合併之轉讓代價其中一部份。合乎計量期間調整資格之或然代價之公允價值變動乃作追溯調整。計量期間調整乃於「計量期間」(計量期間自收購日期起計不可超過一年)因取得有關於收購日期已存在事實及情況之額外資料而作出之調整。

不合乎計量期間調整資格之或然代價，其後之入賬方式取決於該或然代價作何種分類。分類為權益之或然代價於其後之報告日期不會重新計量，其日後結算於權益內入賬。分類為資產或負債之或然代價於其後之報告日期按公允價值重新計量，而相應收益或虧損則於損益中確認。



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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.2 Significant accounting policies (Cont'd)

Business combinations or asset acquisitions (Cont'd)

Business combinations (Cont'd)

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit or loss or other comprehensive income, as appropriate. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income and measured under HKFRS 9 would be accounted for on the same basis as would be required if the Group had disposed directly of the previously held equity interest.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted retrospectively during the measurement period (see above), and additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

Goodwill

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

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

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

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

業務合併或資產收購(續)

業務合併(續)

於業務合併乃分階段完成時，本集團先前持有之被收購方股權乃按於收購日期(即本集團獲得控制權之日期)之公允價值重新計量，而所產生之收益或虧損(如有)乃於損益內或其他全面收益(按適用者)確認。倘本集團已直接出售先前所持有的股權，則於收購日期前根據香港財務報告準則第9號計量並已於其他全面收益確認因於被收購方權益而產生之金額，將按所規定的相同基準入賬。

倘業務合併之初步會計處理於合併發生之報告期末尚未完成，則本集團呈報未完成會計處理之項目之臨時數額。該等臨時數額會於計量期間(見上文)內追溯調整，並確認額外資產或負債，以反映所取得於收購日期已存在而據所知可能影響該日已確認數額之相關事實與情況之新資料。

商譽

因收購業務產生之商譽乃按業務收購日期釐定之成本(見上文會計政策)減累計減值虧損(如有)列賬。

就減值測試而言，商譽乃分配至預期從合併之協同效應中獲利之本集團各現金產生單位(或現金產生單位組別)，即指就內部管理需要監察商譽的最低水平，且不大於經營分部。

本集團每年會就獲分配商譽之現金產生單位(或現金產生單位組別)進行減值測試，或於有跡象顯示該單位可能已減值時更頻繁地進行測試。就於報告期內收購產生之商譽而言，已獲分配商譽之現金產生單位(或現金產生單位組別)於報告期末前進行減值測試。倘可收回數額少於其賬面值，則本集團會首先分配減值虧損以減少任何商譽之賬面值，再根據該單位(或現金產生單位組別)之各項資產之賬面值按比例分配予其他資產。



Notes to the Consolidated Financial Statements

綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.2 Significant accounting policies (Cont'd)

Goodwill (Cont'd)

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

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

Investments in joint ventures

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

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

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

商譽(續)

出售相關現金產生單位或現金產生單位組別中任何現金產生單位時，釐定出售損益時須計入商譽之應佔金額。當本集團出售現金產生單位(或現金產生單位組別中的一個現金產生單位)內的業務時，所出售商譽金額按所出售業務(或現金產生單位)與所保留現金單位(或現金產生單位組別)部分的相對價值計量。

本集團就因收購聯營公司及合營公司產生之商譽的政策如下文所述。

投資合營公司

合營公司指一項聯合安排，對安排擁有共同控制權之訂約方據此對聯合安排之資產淨值擁有權利。共同控制是指按照合約約定對某項安排所共有的控制，共同控制僅在當相關活動要求共同享有控制權之各方作出一致同意之決定時存在。

合營公司的業績、資產及負債按權益會計法計入此綜合財務報表中。合營公司用作權益會計處理之財務報表乃採用與本集團於類似情況下就同類交易及事件所採用者一致之會計政策編製。按照權益法，於合營公司之投資乃按成本於綜合財務狀況報表中首次確認，並於其後就確認本集團應佔合營公司之損益及其他全面收益而作出調整。合營公司之資產淨值變動(損益及其他全面收益除外)不會列賬，惟有關變動導致本集團持有之所有權權益有所變動則另作別論。倘本集團所佔於合營公司之虧損超越本集團於合營公司應佔權益(包括任何實際上構成本集團於合營公司投資淨值其中部分之長遠權益)，本集團應不再確認應佔的進一步虧損。確認額外虧損只限於集團須受所負之合法或推定責任下或代合營公司支付之款項。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022

截至二零二二年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.2 Significant accounting policies (Cont'd)

Investments in joint ventures (Cont'd)

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

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

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

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

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

投資合營公司(續)

於合營公司之投資採用權益法自被投資者成為合營公司當日起入賬。於收購合營公司之投資時，投資成本超過本集團應佔被投資者之可識別資產及負債之公允價值淨值之任何部份均確認為商譽，並計入投資之賬面值。本集團應佔可識別資產及負債之公允價值淨值超過投資成本之任何部份(經重新評估後)於收購投資之期間即時於損益內確認。

本集團評估是否具客觀證據證明於合營公司之權益可能減值。倘存在任何客觀證據，該項投資之全部賬面值(包括商譽)會根據香港會計準則第36號以單一資產的方式進行減值測試，方法是比較其可收回金額(即使用價值與公允價值減出售成本之較高者)與賬面值。任何已確認之減值虧損並不分配至構成該項投資賬面值之一部份之任何資產(包括商譽)，有關減值虧損之任何撥回乃於該項投資之可收回金額其後增加之情況根據香港會計準則第36號確認。

倘本集團削減其於合營公司之所有權權益而本集團繼續採用權益法，若有關收益或虧損會於出售相關資產或負債時重新分類至損益，則本集團會將先前已於其他全面收益確認與削減所有權權益有關之收益或虧損部分重新分類至損益。

倘集團實體與本集團之合營公司進行交易，僅在合營公司之權益與本集團無關之情況下，與合營公司進行交易所產生之盈利及虧損，方會於綜合財務報表中確認。



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綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.2 Significant accounting policies (Cont'd)

Revenue from contracts with customers

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

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

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

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

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

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

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

Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation

For property management service, as a practical expedient, the Group recognises revenue in the amount to which the entity has a right to invoice, as the Group has a right to consideration from a customer in an amount that corresponds directly with the value to the customer of the entity's performance completed to date.

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

來自客戶合約的收益

本集團於(或當)完成履約責任時(即於與特定履約責任相關的貨品或服務的「控制權」轉移予客戶時)確認收益。

履約責任指一項明確貨品或服務(或一批貨品或服務)或一系列大致相同的明確貨品或服務。

倘符合以下其中一項條件，則控制權為隨時間轉移，而收益則參考完全履行相關履約責任的進展情況隨時間確認：

- 客戶於本集團履約時同時收取及消耗本集團履約所提供的利益；
- 本集團的履約創造或提升客戶於本集團履約時控制的資產；或
- 本集團的履約並無創造對本集團具有替代用途的資產，而本集團擁有強制執行權收取至今已履約部分的款項。

否則，收益於客戶獲得明確商品或服務控制權時確認。

合約負債指本集團因自客戶收取代價(或到期收取的代價)，而須向客戶轉讓貨品或服務的責任。

與同一合約有關之合約資產及合約負債以淨額基準入賬及呈列。

隨時間確認收益：計量完全履行履約責任的進展情況

就物業管理服務而言，作為實際權宜方法，當本集團擁有可收取來自客戶的代價之權利時，而代價之金額與實體客戶迄今為止達致之表現價值直接對應，則本集團可按實體有權開具發票的金額確認收益。



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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.2 Significant accounting policies (Cont'd)

Revenue from contracts with customers (Cont'd)

Existence of significant financing component

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

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

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

Contract costs

Incremental costs of obtaining a contract

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

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

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

自客戶合約的收益(續)

存在重大融資部分

釐定交易價時，倘協定之付款時間(明示或暗示)為客戶或本集團提供有關向客戶轉讓貨品或服務之重大融資利益，本集團會就貨幣時間價值之影響調整承諾代價金額。於該等情況下，合約即包含重大融資部分。不論融資承諾是否明確列於合約或隱含在合約訂約方協定之付款條款中，均可能存在重大融資部分。

對於付款與轉讓相關貨品或服務相隔期間不足一年之合約，本集團應用可行權宜之計，而不就任何重大融資部分調整交易價。

就於轉移本集團已就重大融資部分而調整已承諾之代價金額之相關貨品或服務前自客戶收取之預付款項而言，本集團應用將於本集團與客戶之間於合約開始之獨立融資交易中反映之折現率。於預付款項期間收取相關利息開支，且轉移相關貨品及服務按相同基準入賬列作其他借貸成本。

合約成本

取得合約的遞增成本

取得合約的遞增成本乃本集團為獲得與客戶簽訂的合約而產生的成本，倘未取得合約，則該等成本不會產生。

倘本集團預期可收回該等成本(銷售佣金)，則會將該等成本確認為資產。就此確認之資產其後會有系統地與向客戶轉讓與資產相關之貨品或服務同步於損益攤銷。



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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.2 Significant accounting policies (Cont'd)

Leases

Definition of a lease

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

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

The Group as a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components, including contract for acquisition of ownership interests of a property which includes both leasehold land and non-lease building components, unless such allocation cannot be made reliably.

Short-term leases

The Group applies the short-term lease recognition exemption to leases of rental premises that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. Lease payments on short-term leases are recognised as expense on a straight-line basis or another systematic basis over the lease term.

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

租賃

租賃的定義

倘一份合約為換取代價而給予於一段時間內控制一項已識別資產的使用權利，則該合約屬租賃或包含租賃。

就於初始應用日期或之後訂立或修訂或因業務合併而產生的合約而言，本集團根據香港財務報告準則第16號的定義於合約開始、修改日期或收購日期(如適用)評估該合約是否屬租賃或包含租賃。除非合約的條款及條件其後出現變動，否則將不會重新評估有關合約。

本集團作為承租人

將代價分配至合約各組成部分

就包含租賃組成部分以及一項或以上額外租賃或非租賃組成部分之合約而言，本集團根據租賃組成部分之相對單獨價格及非租賃組成部分之合計單獨價格基準將合約代價分配至各項租賃組成部分，包括收購一項物業(包括租賃土地及非租賃樓宇組成部分)的擁有權權益之合約，除非未能作出可靠分配。

短期租賃

本集團對租賃期為自開始日期起計12個月或以下且不包含購買權的租賃物業租賃應用短期租賃確認豁免。短期租賃的租賃付款於租賃期內按直線法或其他系統基準確認為開支。



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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.2 Significant accounting policies (Cont'd)

Leases (Cont'd)

The Group as a lessee (Cont'd)

Right-of-use assets

The cost of right-of-use assets includes:

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

Except for those that are classified as investment properties and measured under fair value model, right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

Right-of-use assets that meet the definition of investment property are presented within "investment properties".

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

租賃(續)

本集團作為承租人(續)

使用權資產

使用權資產的成本包括：

- 租賃負債的初始計量金額；
- 於開始日期或之前支付的任何租賃付款，減任何已收取的租賃優惠；
- 本集團產生的任何初始直接成本；及
- 本集團於拆除及拆遷相關資產、復原相關資產所在場地或復原相關資產至租賃的條款及條件所規定的狀況時估計產生的成本。

除該等分類為投資物業且按公允價值模式計量的使用權資產外，使用權資產按成本減任何累計折舊及減值虧損計量，並就租賃負債的任何重新計量作出調整。

使用權資產按其估計可使用年期及租期的較短者以直線法折舊。

符合投資物業定義的使用權資產則於「投資物業」內呈列。



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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.2 Significant accounting policies (Cont'd)

Leases (Cont'd)

The Group as a lessee (Cont'd)

Refundable rental deposits

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

Lease liabilities

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

The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable.

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

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

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

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

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

租賃(續)

本集團作為承租人(續)

可退還租金按金

已付可退還租金按金根據香港財務報告準則第9號入賬及初步按公允價值計量。於初步確認時對公允價值的調整被視為額外租賃付款，並計入使用權資產成本。

租賃負債

於租賃開始日期，本集團按當日未支付的租賃付款現值確認及計量租賃負債。倘租賃隱含的利率難以釐定，本集團會使用租賃開始日期的遞增借款利率計算租賃付款現值。

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。

於開始日期後，租賃負債按利息增長及租賃付款進行調整。

本集團於以下情況重新計量租賃負債(並就相關使用權資產作相應調整)：

- 租期改變或有關行使購買權之評估改變，於此情況下，相關租賃負債透過使用重新評估日期之經修訂貼現率貼現經修訂租賃付款重新計量。
- 根據擔保餘值計算的預期付款額改變而導致租賃付款出現變動，於此情況下，相關租賃負債按初始貼現率貼現經修訂租賃付款重新計量。

本集團在綜合財務狀況表中將租賃負債作為單獨的項目呈列。



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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.2 Significant accounting policies (Cont'd)

Leases (Cont'd)

The Group as a lessor

Classification and measurement of leases

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

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

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

Allocation of consideration to components of a contract

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

Refundable rental deposits

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

Sublease

When the Group is an intermediate lessor, it accounts for the head lease and the sublease as two separate contracts. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset.

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

租賃(續)

本集團作為出租人

租賃之分類及計量

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

經營租賃之租金收入乃按有關租賃之租期以直線法於損益中確認。協商及安排經營租賃所產生之初步直接成本乃加至租賃資產之賬面值，而有關成本按租期以直線法確認為開支，惟以公允價值模式計量之投資物業除外。

於本集團日常業務過程中產生之租金收入乃呈列為收益。

將代價分配至合約各組成部分

當合約包括租賃及非租賃部份時，本集團應用香港財務報告準則第15號來自客戶合約的收益(「香港財務報告準則第15號」)將合約的代價分配至租賃及非租賃部分。非租賃部分因彼等的相對單獨售價而與租賃部分分開呈列。

可退還租賃按金

已收可退還租金按金根據香港財務報告準則第9號入賬並初步按公允價值計量。於初步確認時對公允價值的調整被視為來自承租人的額外租賃付款。

分租

當本集團為中間出租人時，本集團將主租賃及分租作為兩份獨立合約入賬。分租乃參考來自主租賃的使用權資產(而非相關資產)分類為融資或經營租賃。



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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.2 Significant accounting policies (Cont'd)

Leases (Cont'd)

The Group as a lessor (Cont'd)

Lease modification

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

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

For rent concession under which the Group legally releases the lessee from its obligation to make specifically identified lease payment, of which some of these lease payments are contractually due but not paid and some of them are not yet contractually due, the Group accounts for the portions which have been recognised as operating lease receivables (i.e. the lease payments which are contractually due but not paid) by applying the ECL and derecognition requirements under HKFRS 9 and applies lease modification requirements for the forgiven lease payments that the Group has not recognised (i.e. the lease payments which are not yet contractually due) as at the effective date of modification.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date.

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. When a fair value gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is also recognised in profit or loss. When a fair value gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is also recognised in other comprehensive income. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

租賃(續)

本集團作為出租人(續)

租賃修訂

不屬於原始條款及條件的租賃合約的代價變動作為租賃變更入賬，包括透過免租或減租所提供的租賃優惠。

本集團將經營租賃修訂自修訂生效日期起作為新租賃入賬，並將有關原定租賃的任何預付或應計租賃付款視為新租賃的租賃付款的一部分。

就本集團合法地免除承租人支付特定已識別租賃付款義務的租金寬免而言，其中部分租賃付款根據合約已到期但尚未支付，而其中部分根據合約尚未到期，本集團將已確認的部分作為經營租賃應收款項入賬（即根據合約到期但尚未支付的租賃付款），方法為透過應用香港財務報告準則第9號項下預期信貸虧損及終止確認的規定，並於修訂生效日期對本集團尚未確認的已寬減的租賃付款（即根據合約尚未到期的租賃付款）應用租賃修訂要求。

外幣

於編製各個別集團實體之財務報表時，以該實體功能貨幣以外之貨幣（外幣）進行之交易按交易日期之現行匯率予以確認。於報告期末，以外幣列值之貨幣項目按有關日期現行之匯率予以重新換算。

按公允價值列賬並以外幣列值之非貨幣項目按公允價值釐定當日之現行匯率重新換算。當非貨幣性項目的公允價值收益或虧損於損益內確認時，該收益或虧損的任何匯兌組成部分亦於損益內確認。當非貨幣性項目的公允價值收益或虧損於其他全面收益內確認時，該收益或虧損的任何匯兌組成部分亦於其他全面收益內確認。按歷史成本計量以外幣列值之非貨幣項目不予重新換算。



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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.2 Significant accounting policies (Cont'd)

Foreign currencies (Cont'd)

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise, except for exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on disposal of the foreign operation.

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

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

In addition, in relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss.

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

外幣(續)

因結算貨幣項目及重新換算貨幣項目而產生之匯兌差額，於其產生期間在損益內確認，惟應收或應付海外業務而結算並無計劃亦不可能發生(因此構成海外業務投資淨額之一部分)之貨幣項目之匯兌差額外，該等匯兌差額初步於其他綜合收益內確認，並於出售海外業務時自權益重新分類至損益。

就呈報綜合財務報表而言，本集團業務之資產及負債乃按各報告期末的現行匯率換算為本集團之呈報貨幣(即人民幣)。收入及開支項目則按期內之平均匯率換算，除非匯率於該期間內出現大幅波動則另作別論，於該情況，則採用交易當日之匯率。所產生的匯兌差額(如有)乃於其他全面收益確認及於匯兌儲備項下之權益累計(於適當時撥作非控股權益)。

出售海外業務時(即出售本集團於海外業務的全部權益、或出售涉及失去包括海外業務的附屬公司的控制權，或出售一項包括海外業務且其留存權益成為金融資產之聯合安排或聯營公司之部份權益)，本公司擁有人就該等業務應佔的所有累計的匯兌差額乃重新分類至損益。

此外，就部分出售不導致本集團失去附屬公司之控制權而言，累計匯兌差額分佔部分重新歸類至非控股權益且不會於損益內予以確認。



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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.2 Significant accounting policies (Cont'd)

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale. For properties under development for which revenue is recognised over time, the Group ceases to capitalise borrowing costs as soon as the properties are ready for the Group's intended sale.

Any specific borrowing that remain outstanding after the related asset is ready for its intended use or sale is included in the general borrowing pool for calculation of capitalisation rate on general borrowings. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

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

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. Such grants are presented under "other income".

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

借貸成本

與收購、興建或生產合資格資產(須用一段較長時間達致其擬定用途或出售的資產)直接有關之借貸成本會計入該等資產之成本，直至資產大致上達致其擬定用途或出售時為止。就隨時間確認收益的發展中物業而言，本集團於物業可用於本集團之擬定銷售用途時，會盡快暫停將借貸成本撥作資本。

任何於相關資產可用於其擬定用途或作銷售後仍為尚未支付之特定借貸會計入用作計算一般借貸資本化比率之一般借貸。在特定借貸撥作合資格資產開支前之暫時投資所賺取之投資收入，自合資格資本化之借貸成本扣除。

所有其他借貸成本均於其產生期間於損益內確認。

政府補貼

政府補貼於合理確定本集團將會符合政府補貼附帶的條件及將會獲得補貼時，方會確認入賬。

作為彌補已產生開支或虧損，或向本集團提供並無未來相關成本的即時財務援助而應收之有關收入之政府補貼，在成為應收款項期間內於損益中確認。該等補貼於「其他收入」項下呈列。



Notes to the Consolidated Financial Statements

綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.2 Significant accounting policies (Cont'd)

Employee benefits

Retirement benefit costs

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

Termination benefits

A liability for a termination benefit is recognised at the earlier of when the Group entity can no longer withdraw the offer of the termination benefit and when it recognises any related restructuring costs.

Short-term employee benefits

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

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

Share-based payments

Equity-settled share-based payments transactions

Share options granted to employees

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share option reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share option reserve. For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

僱員福利

退休福利成本

界定供款退休福利計劃的付款乃於僱員提供服務並因而享有供款權利時確認為開支。

離職福利

離職福利之負債於本集團實體不能再撤回提供之離職福利及確認任何相關重組成本時(以較早者為準)確認。

短期僱員福利

短期僱員福利於僱員提供服務時按預期支付福利的未折現金額確認。所有短期僱員福利均確認為開支，除非有另一項香港財務報告準則規定或允許將福利計入資產成本則作別論。

僱員累計福利(如工資及薪金、年假及病假)於扣除任何已付金額後確認為負債。

以股份支付的款項

以股權結算以股份支付之付款交易

授予僱員之購股權

向僱員和其他提供類似服務人士以股權結算以股份支付之付款按照股本工具於授出日期的公平值計量。

以股權結算以股份支付之付款按授出日期釐定的公平值(並無計及所有非市場歸屬條件)乃根據本集團對最終將歸屬的股本工具之估計，於歸屬期內以直線法支銷，而相應增加計入權益(購股權儲備)。於各報告期末，本集團根據所有相關非市場歸屬條件的評估修訂預期歸屬股本工具的估計數目。修訂原有估計的影響(如有)於損益內確認，令累計開支反映經修訂的估計，並相應調整至購股權儲備。就於授出日期即時歸屬之購股權而言，已授出購股權之公平值即時於損益支銷。



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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.2 Significant accounting policies (Cont'd)

Share-based payments (Cont'd)

Equity-settled share-based payments transactions (Cont'd)

Share options granted to employees (Cont'd)

When share options are exercised, the amount previously recognised in share option reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to retained profits.

When shares granted are vested, the amount previously recognised in share option reserve will be transferred to share premium.

Shares/Share options granted to non-employees

Equity-settled share-based payments transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service. The fair values of the goods or services received are recognised as expenses (unless the goods or services qualify for recognition as assets).

Taxation

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

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

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

以股份支付的款項(續)

以股權結算以股份支付之付款交易(續)

授予僱員之購股權(續)

當購股權獲行使時，先前於購股權儲備中確認之款項將轉撥至股份溢價。當購股權於歸屬日期後被沒收或於屆滿日仍未獲行使，先前於購股權儲備中確認之款項將轉撥至保留溢利。

於已授出股份歸屬時，先前於購股權儲備中確認之款項將轉撥至股份溢價。

授予非僱員之股份／購股權

與僱員以外人士進行之以股權結算以股份支付之付款交易按照所收取貨品或服務的公平值計量，惟如該公平值無法予以可靠地估計除外，在此情況下則按所授出股本工具之公平值於實體取得貨品或對手方提供服務之日計量。所收取貨品或服務之公平值乃確認為開支（除非有關貨品或服務合資格確認為資產）。

稅項

所得稅開支乃指即期應付稅項及遞延稅項的總額。

即期應付稅項乃按年內應課稅溢利計算。應課稅溢利與除稅前溢利有所不同，此乃由於在其他年度應課稅或可減免之收入或開支項目以及毋須課稅或不可減免之項目。本集團的即期稅項負債乃使用於報告期末已頒佈或實質頒佈的稅率計算。



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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.2 Significant accounting policies (Cont'd)

Taxation (Cont'd)

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

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

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

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

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

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

稅項(續)

遞延稅項於綜合財務報表內資產及負債賬面值與用作計算應課稅溢利的相應稅基的暫時差額確認。遞延稅項負債一般會就所有應課稅的暫時差額確認，而遞延稅項資產一般乃按可能出現可動用可減免的暫時差額的應課稅溢利時確認所有扣減暫時差額。若於一項交易中，因業務合併以外原因初步確認資產及負債而引致不影響應課稅溢利及會計溢利的暫時差額，則不會確認該等遞延稅項資產及負債。此外，若暫時差額是源自商譽之初始確認，則不確認遞延稅項負債。

遞延稅項負債乃按因於附屬公司及聯營公司的投資以及於合營公司的權益有關的應課稅暫時差額而確認，惟若本集團能控制暫時差額的撥回及暫時差額於可見將來可能不會撥回的情況則除外。與該等投資及權益相關的可扣減暫時差額產生的遞延稅項資產僅於可能將有足夠應課稅溢利以應用暫時差額且預期將於可見將來撥回時方始確認。

遞延稅項資產的賬面值於各報告期末作審閱，並在不再可能有足夠應課稅溢利收回全部或部分資產時作扣減。

遞延稅項資產及負債乃按預期於償還負債或資產變現期間適用的稅率計量，所根據的稅率（及稅法）乃於報告期末已頒佈或實質上已頒佈者。

遞延稅項負債及資產的計量反映本集團於報告期末預期將要收回或償還其資產及負債的賬面值的稅務後果。



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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.2 Significant accounting policies (Cont'd)

Taxation (Cont'd)

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

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

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 *Income Taxes* requirements to right-of-use assets and lease liabilities separately. Temporary differences on initial recognition of the relevant right-of-use assets and lease liabilities are not recognised due to application of the initial recognition exemption. Temporary differences arising from subsequent revision to the carrying amounts of right-of-use assets and lease liabilities, resulting from remeasurement of lease liabilities and lease modifications, that are not subject to initial recognition exemption are recognised on the date of remeasurement or modification.

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

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

稅項(續)

就計量遞延稅項而言，利用公平值模型計量的投資物業之賬面值乃假設通過銷售全數收回，除非該假設被推翻則除外。當投資物業可予折舊及於本集團的業務模式（其業務目標是隨時間而非透過銷售（永久業權土地除外，其一直假設將通過銷售全數收回）消耗投資物業所包含的絕大部分經濟利益）內持有時，有關假設會被推翻。

就計量本集團確認使用權資產及相關租賃負債的租賃交易的遞延稅項而言，本集團首先釐定稅項扣減是否歸因於使用權資產或租賃負債。

就其稅項扣減歸屬於租賃負債的租賃交易而言，本集團對使用權資產及租賃負債分別應用香港會計準則第12號*所得稅*的規定。由於應用初始確認豁免，故並未確認相關使用權資產及租賃負債於初始確認時的暫時差額。因重新計量租賃負債及租賃修訂而導致對使用權資產及租賃負債的賬面值進行後續修訂而產生的暫時差額，如未獲初始確認豁免，則於重新計量或修訂日期確認。

當即期稅項資產與即期稅項負債可依法相互抵銷，且是與同一稅務機關向同一稅務實體所徵收的所得稅有關時，遞延稅項資產及負債可相互抵銷。

即期及遞延稅項於損益賬確認，惟倘彼等與其他全面收入確認或直接於權益確認的項目有關。在該情況下，即期及遞延稅項亦分別於其他全面收入確認或直接於權益確認。



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綜合財務報表附註

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截至二零二二年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.2 Significant accounting policies (Cont'd)

Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes (other than freehold lands and properties under construction as described below). Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Freehold lands are not depreciated and are measured at cost less subsequent accumulated impairment losses.

Construction in progress in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

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

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

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

物業、廠房及設備

物業、廠房及設備為就用於生產或供應貨物或服務或作行政用途持有的有形資產(下文所述之永久業權土地及在建物業除外)。物業、廠房及設備於綜合財務狀況報表以成本減其後累計折舊及其後累計減值虧損(如有)列賬。

永久業權土地並不計提折舊，並按成本減其後累計減值虧損計量。

興建中的在建工程(作生產、供應或行政用途)按成本減任何已確認減值虧損列賬。成本包括使資產達到能夠按照管理層擬定的方式經營所需的位置及條件而直接產生的任何成本，以及就合資格資產而言，根據本集團的會計政策撥作資本的借貸成本。該等資產按其他物業資產的相同基準，在可作擬定用途時開始折舊。

資產(永久業權土地及在建工程除外)會以直線法在其估計使用年期內撇銷成本確認折舊。估計使用年期、殘值和折舊方法會在每個報告期末覆核，並採用未來適用法對估計變更的影響進行核算。

物業、廠房及設備項目將於出售時或預期繼續使用有關資產亦不會帶來任何未來經濟利益時終止確認。出售或棄用某個物業、廠房及設備項目所產生任何收益或虧損，按有關資產的出售所得款項與其賬面值差額計算，並在損益內確認。

倘本集團就含有租賃土地及樓宇成分的物業的擁有權權益付款時，則全部代價於租賃土地及樓宇成分之間按初始確認時的相對公允價值的比例分配。當代價無法在相關租賃土地之非租賃樓宇成分及不可分割權益之間可靠分配時，整項物業被分類為物業、廠房及設備。



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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.2 Significant accounting policies (Cont'd)

Property, plant and equipment (Cont'd)

If a property becomes an investment property because its use has changed as evidenced by end of owner-occupation, any difference between the carrying amount and the fair value of that item (including the relevant leasehold land classified as right-of-use assets) at the date of transfer is recognised in other comprehensive income and accumulated in “property revaluation reserve”. On the subsequent sale or retirement of the property, the relevant revaluation reserve will be transferred directly to retained profits.

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation (including properties under construction for such purposes).

Investment properties also include leased properties which are being recognised as right-of-use assets and subleased by the Group under operating leases.

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

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

Construction costs incurred for investment properties under development comprises development expenditure including professional charge directly attributable to the development and borrowing costs, and these costs are capitalised as part of the carrying amount of the investment properties under development.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposal. A leased property which is recognised as a right-of-use asset is derecognised if the Group as intermediate lessor classifies the sublease as a finance lease. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

If a property becomes an owner-occupied property because its use has been changed as evidenced by commencement of owner-occupation, the fair value of the property at the date of change in use is considered as the deemed cost for subsequent accounting.

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

物業、廠房及設備(續)

倘一項物業因其用途改變(以業主終止佔用為證)而成為投資物業,該項目(包括分類為使用權資產之相關租賃土地)的賬面值與其於轉撥日期之公允價值之任何差額於其他全面收益中確認,並於物業重估儲備中累計。物業於其後出售或棄用時,相關重估儲備將直接轉撥至保留溢利。

投資物業

投資物業指為賺取租金及/或資本增值而持有的物業(包括作該等用途的在建物業)。

投資物業亦計入確認為使用權資產的租賃物業,且由本集團根據經營租賃進行分租。

投資物業按成本值(包括任何直接應佔費用)進行初始計量。於初次確認後,投資物業乃按公允價值計量,並就撇除任何預付或應計經營租賃收入而作出調整。

投資物業公允價值變動所產生之盈虧於產生期間計入損益。

就發展中投資物業產生之建築成本包括開發直接相關專業費用及借貸成本等發展開支,該等成本資本化為發展中投資物業賬面值的一部分。

投資物業於出售時或於投資物業永久不可使用且預期其出售不會產生任何未來經濟利益時予以撇除確認。倘本集團(作為中間出租人)將分租分類為融資租賃,確認為使用權資產的租賃物業則會被終止確認。撇除確認該物業所產生之任何收益或虧損(計算為出售所得款項淨額與該資產賬面值間之差額)於該物業被撇除確認之當期計入損益。

倘一項物業因其用途改變(以業主開始佔用為證)而成為業主佔用物業,就後續會計處理而言,該物業於用途改變當日的公允價值被視為認定成本。



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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.2 Significant accounting policies (Cont'd)

Impairment on property, plant and equipment

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

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

In testing a cash-generating unit for impairment, corporate assets are allocated to the relevant cash-generating unit when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

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

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

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

物業、廠房及設備減值

本集團會於報告期末審閱物業、廠房及設備之賬面值，以確定有否任何跡象顯示該等資產已出現減值虧損。倘有任何該等跡象存在，須估計相關資產可收回金額以釐定減值虧損程度(如有)。

物業、廠房及設備之可收回金額乃按個別基準進行估計。倘無法按個別基準估計可回收金額，本集團會估計該資產所屬現金產生單位的可回收金額。

在進行現金產生單位之減值測試時，於可確立合理一致的分配基準時，公司資產會分配至相關現金產生單位，否則有關資產會分配至可確立合理一致分配基準的現金產生單位最小組別。可回收金額按公司資產所屬現金產生單位或現金產生單位組別釐定，並與相關現金產生單位或現金產生單位組別之賬面值作比較。

可收回金額乃公允價值扣除出售成本與使用價值之較高者。在評估使用價值時，估計未來現金流量將使用稅前貼現率貼現至其現值，以反映目前貨幣時間值之市場評估及未調整未來現金流估計之資產(或現金產生單位)之特定風險。

倘資產(或現金產生單位)可收回金額估計低於其賬面值，則該資產(或現金產生單位)賬面值將扣減至其可收回金額。就未能按合理一致的基準分配至現金產生單位的企業資產或部分企業資產，本集團會比較一個組別的現金產生單位賬面值(包括已分配至該組現金產生單位的企業資產或部分企業資產的賬面值)與該組現金產生單位的可收回金額。於分配減值虧損時，首先分配減值虧損以減低任何商譽的賬面值(如適用)，然後根據該單位或該組現金產生單位內各項資產的賬面值按比例分配至其他資產。資產的賬面值不會被減少至低於其公允價值減出售成本(如可計量)、其使用價值(如可釐定)及零之最高者。以其他方式分配至資產的減值虧損金額按比例分配至該單位或現金產生單位組別的其他資產。減值虧損應即時於損益內確認。



Notes to the Consolidated Financial Statements

綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.2 Significant accounting policies (Cont'd)

Impairment on property, plant and equipment (Cont'd)

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

Cash and cash equivalents

Bank balances and cash presented on the consolidated statement of financial position include:

- (a) cash, which comprises of cash on hand and demand deposits, excluding bank balances that are subject to regulatory restrictions that result in such balances no longer meeting the definition of cash; and
- (b) cash equivalents, which comprises of short-term (generally with original maturity of three months or less) and restricted deposits arising from pre-sale of properties that are held for meeting short-term cash commitments. Cash equivalents are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

For the purposes of the consolidated statement of cash flows, cash and cash equivalents consist of bank balances and cash as defined.

Properties under development/properties held for sale

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

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

物業、廠房及設備減值(續)

倘若減值虧損其後撥回，則該資產(或現金產生單位或一組現金產生單位)之賬面值會增加至修訂後之估計可收回款額，惟所增加之賬面值數額不得超過倘以往年度該資產(或現金產生單位或一組現金產生單位)未有確認減值虧損之賬面值。減值虧損撥回會即時於損益賬內確認。

現金及現金等價物

於綜合財務狀況報表呈列之銀行結餘及現金包括：

- (a) 現金，包括手頭現金及活期存款，不包括受監管限制而導致該等結餘不再符合現金定義之銀行結餘；及
- (b) 現金等價物，其包括短期(通常原到期日為三個月或更短)及來自預售物業之持作滿足短期現金承擔之受限制存款。現金等價物持作滿足短期現金承擔，而非用於投資或其他目的。

就綜合現金流量表而言，現金及現金等價物包括所定義之銀行結餘及現金。

發展中物業／待售物業

擬於開發完成後出售的發展中待售物業及待售物業被分類為流動資產。除租賃土地部分按照使用權資產之會計政策以成本模式計量外，發展中待售物業／待售物業均以成本及可變現淨值兩者之較低者入賬。成本按特定識別基準釐定，包括分配所產生之有關開發成本及(倘適用)撥作資本的借貸成本。可變現淨值指物業估計售價減完成之估計成本及進行銷售之估計必要成本。進行銷售所需成本包括銷售直接產生的遞增成本及本集團作出銷售時須承擔的非遞增成本。



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綜合財務報表附註

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截至二零二二年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.2 Significant accounting policies (Cont'd)

Properties under development/properties held for sale (Cont'd)

Properties under development for sale are transferred to properties held for sale upon completion.

The Group transfers a property from properties under development/properties held for sale to investment property when there is a change in use to hold the property to earn rentals or/and for capital appreciation rather than for sale in the ordinary course of business. Any difference between the fair value of the property at the date of transfer and its previous carrying amount is recognised in profit or loss.

Other inventories

Other inventories comprising consumable stores for own consumption which are recognised at cost, and subsequently at the lower of cost and net realisable value. Cost of inventories are determined on a weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. Costs necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make the sale.

Provisions

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

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

3. 綜合財務報表編製基礎及主要會計政策 (續)

3.2 主要會計政策 (續)

發展中物業／待售物業 (續)

發展中待售物業於完成後轉撥至待售物業。

當持有物業的目的發生改變至賺取租金或／及實現資本增值，而非於日常業務過程中出售時，本集團將物業從發展中物業／待售物業轉撥至投資物業。於轉撥日期之物業公允價值與其先前賬面值之間的任何差異於損益確認。

其他存貨

其他存貨包括供本身消耗的消耗品庫存材料，乃按成本確認，而隨後以成本及可變現淨值兩者之較低者確認。存貨成本乃以加權平均法釐定。可變現淨值指存貨的估計售價減所有估計完成成本及進行銷售之估計必要成本。進行銷售所需成本包括銷售直接產生的遞增成本及本集團作出銷售時須承擔的非遞增成本。

撥備

倘本集團因過去事件而承擔現有責任(法定或推定)，而本集團很可能須履行該責任，並可就該責任之金額作出可靠估計時，則會確認撥備。

確認為撥備之金額為於報告期結束時履行現時責任所需代價之最佳估計，而估計乃經考慮圍繞責任之風險及不確定性而作出。倘撥備以估計履行現有責任之現金流量計量時，其賬面值為該等現金流量之現值(倘貨幣時間值之影響屬重大)。



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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.2 Significant accounting policies (Cont'd)

Contingent liabilities

A contingent liability is a present obligation arising from past events but is not recognised because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

Where the Group is jointly and severally liable for an obligation, the part of the obligation that is expected to be met by other parties is treated as a contingent liability and it is not recognised in the consolidated financial statements.

The Group assesses continually to determine whether an outflow of resources embodying economic benefits has become probable. If it becomes probable that an outflow of future economic benefits will be required for an item previously dealt with as a contingent liability, a provision is recognised in the consolidated financial statements in the reporting period in which the change in probability occurs, except in the extremely rare circumstances where no reliable estimate can be made.

3. 綜合財務報表編製基礎及主要會計政策 (續)

3.2 主要會計政策 (續)

或然負債

或然負債為由過去事件產生但尚未確認的現有責任，乃由於履行該責任將不大可能需要將含有經濟利益的資源外流。

倘本集團須承擔連帶責任，預期由其他各方承擔的責任將被視為或然負債，且並未於綜合財務報表中確認。

本集團持續評估以釐定是否可能將含有經濟利益的資源外流。倘可能需要就一項先前作為或然負債處理的項目撥付未來經濟利益，除於未能作出可靠估計的極為罕見情況下外，則於可能出現變動的報告期內的綜合財務報表中確認撥備。



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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.2 Significant accounting policies (Cont'd)

Financial instruments

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

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss (“FVTPL”)) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

3. 綜合財務報表編製基礎及主要會計政策 (續)

3.2 主要會計政策 (續)

金融工具

倘集團實體成為工具合約條文的訂約方，則確認金融資產及金融負債。所有常規購買或出售金融資產均按交易日基準確認及終止確認。常規購買或出售的方式乃購買或銷售金融資產，並要求於市場上按規則或慣例設定之時間框架內交付資產。

財務資產及財務負債初步按公允價值計量，惟來自與客戶訂立合約的貿易應收款項初始按香港財務報告準則第15號計量。與收購或發行直接相關之財務資產及財務負債（按公允價值計入損益（「按公允價值計入損益」）的金融資產或金融負債除外），於初步確認時加入財務資產或財務負債（如適用）的公允價值，或自財務資產或財務負債（如適用）的公允價值中扣除。與收購按公允價值計入損益的金融資產或金融負債直接相關之交易成本會即時於損益內確認。

實際利率法為計算金融資產或金融負債攤銷成本及於有關期間分配利息收入及利息開支之方法。實際利率為可準確將金融資產或金融負債在預計年期或較短期間內（如適用）產生之估計未來現金收入及付款（包括構成實際利率不可或缺部分之已付或已收之一切費用及點數、交易成本及其他溢價或折價）折算為初步確認時之賬面淨值之利率。



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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.2 Significant accounting policies (Cont'd)

Financial instruments (Cont'd)

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI"):

- the financial asset is held within a business model whose objective is achieved by both selling and collecting contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that at initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 *Business Combinations* applies.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

3. 綜合財務報表編製基礎及主要會計政策 (續)

3.2 主要會計政策 (續)

金融工具 (續)

金融資產

金融資產之分類及其後計量

符合以下條件的金融資產其後按攤銷成本計量：

- 目的為收取合約現金流的業務模式下持有的金融資產；及
- 合約條款引述於特定日期產生僅為支付本金及未償還本金利息的現金流量。

符合以下條件的金融資產其後按公允價值計入其他全面收益（「按公允價值計入其他全面收益」）之方式計量：

- 目的為出售及收取合約現金流量的業務模式下持有的金融資產；及
- 合約條款引述於特定日期產生僅為支付本金及未償還本金利息的現金流量。

所有其他金融資產其後按公允價值計入損益計量，倘該股權投資並非持作買賣或收購方應用香港財務報告準則第3號業務合併於業務合併中確認或然代價，於初始確認金融資產時本集團可作不可撤回之選擇於其他全面收益內呈列股權投資其後的公允價值變動除外。

在下列情況下，金融資產為持作買賣：

- 主要為於短期內出售而收購；或
- 初步確認屬於本集團合併管理之可識別金融工具組合之一部份，並具有最近實際短期獲利模式；或
- 並未被指定且可有效作為對沖工具之衍生工具。



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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.2 Significant accounting policies (Cont'd)

Financial instruments (Cont'd)

Financial assets (Cont'd)

Classification and subsequent measurement of financial assets (Cont'd)

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost and debt instruments/receivables subsequently measured at FVTOCI. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

(ii) Equity instruments designated as at FVTOCI

Investments in equity instruments at FVTOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the investment revaluation reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will continue to be held in the investment revaluation reserve.

Dividends from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the other income line item in profit or loss.

3. 綜合財務報表編製基礎及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產之分類及其後計量(續)

此外，本集團可不可撤回地指定須按攤銷成本計量或按公允價值計入其他全面收益之金融資產以按公允價值計入損益之方式計量，前提為有關指定可消除或大幅減少會計錯配。

(i) 攤銷成本及利息收入

金融資產之利息收入使用實際利率法確認及其後按攤銷成本計量，債務工具／應收款項其後以按公允價值計入其他全面收益之方式計量。利息收入乃通過對金融資產之賬面總值應用實際利率計算得出，惟其後成為信貸減值之金融資產除外(見下文)。就其後成為信貸減值之金融資產而言，利息收入透過對下一報告期間金融資產之攤銷成本應用實際利率予以確認。倘信貸減值金融工具之信貸風險有所改善，以致金融資產不再出現信貸減值，則利息收入透過於資產被釐定為不再出現信貸減值後之報告期間開始時，對金融資產賬面總值應用實際利率予以確認。

(ii) 指定為按公允價值計入其他全面收益之股本工具

按公允價值計入其他全面收益之股本工具投資其後按公允價值計量，其公允價值變動產生之收益及虧損於其他全面收益中確認，並於投資重估儲備項下累計；且毋須進行減值評估。累計收益或虧損不會於出售股權投資後重新分類至損益，且將繼續於投資重估儲備內持有。

當本集團收取股息的權利獲確立時，來自該等股本工具投資的股息於損益內確認，除非股息明確顯示收回部分投資成本。股息計入損益的其他收入項目中。



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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.2 Significant accounting policies (Cont'd)

Financial instruments (Cont'd)

Financial assets (Cont'd)

Classification and subsequent measurement of financial assets (Cont'd)

(iii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial asset and is included in the "other gains and losses" line item.

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9

The Group performs impairment assessment under ECL model on financial assets (including accounts receivable, deposits paid, other receivables, amounts due from a joint venture, related companies and non-controlling interests, restricted bank deposits and bank balances) and other items (lease receivables and financial guarantee contracts) which are subject to impairment assessment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL ("12m ECL") represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessments are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for account receivables without significant financing component.

3. 綜合財務報表編製基礎及主要會計政策 (續)

3.2 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產之分類及其後計量 (續)

(iii) 按公允價值計入損益之金融資產

不符合按攤銷成本或按公允價值計入其他全面收益計量或指定為按公允價值計入其他全面收益計量之標準之金融資產乃按公允價值計入損益計量。

按公允價值計入損益之金融資產於各報告期末按公允價值計量，而任何公允價值收益或虧損均於損益內確認。於損益內確認之收益或虧損淨額包括就金融資產賺取之任何股息或利息，且計入「其他收益及虧損」項目中。

金融資產減值及根據香港財務報告準則第9號須進行減值評估的其他項目

本集團根據預期信貸虧損模式對金融資產(包括應收賬款、已付按金、其他應收款項、應收一間合營公司、關聯公司及非控股權益款項、受限制銀行存款及銀行結餘)及根據香港財務報告準則第9號須進行減值評估的其他項目(租賃應收款項及財務擔保合約)進行減值評估。預期信貸虧損金額於各報告日期予以更新，以反映信貸風險自初始確認以來的變動。

存續期預期信貸虧損指於相關工具預計年期內所有可能的違約事件將產生的預期信貸虧損。相反，12個月預期信貸虧損(「12個月預期信貸虧損」)指於報告日期後12個月內可能發生的違約事件預計產生的該部分存續期預期信貸虧損。評估乃根據本集團過往信貸虧損經驗進行，並就債務人特定因素、整體經濟環境及報告日期當前情況及預測未來情況的評估作出調整。

本集團一直就並無重大融資組成部分的應收賬款確認存續期預期信貸虧損。



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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.2 Significant accounting policies (Cont'd)

Financial instruments (Cont'd)

Financial assets (Cont'd)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Cont'd)

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;

3. 綜合財務報表編製基礎及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值及根據香港財務報告準則第9號須進行減值評估的其他項目(續)

對於所有其他工具而言，本集團按12個月預期信貸虧損等額計量虧損撥備，除非信貸風險自初始確認以來顯著上升，本集團確認存續期預期信貸虧損。評估是否應確認存續期預期信貸虧損的依據，是自初始確認以來發生違約的可能性或風險顯著上升。

(i) 信貸風險顯著上升

評估信貸風險自初始確認以來是否顯著上升時，本集團會比較金融工具於報告日期發生違約的風險與金融工具於初始確認日期發生違約的風險。作出評估時，本集團會考慮合理及具支持性的定量及定性資料，包括過往經驗及可以合理成本及精力獲取的前瞻性資料。

具體而言，評估信貸風險是否顯著上升時會考慮以下資料：

- 金融工具外部(如有)或內部信貸測評的實際或預期顯著惡化；
- 信貸風險的外部市場指標顯著惡化，例如債務人的信貸息差、信用違約掉期價格顯著上升；



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.2 Significant accounting policies (Cont'd)

Financial instruments (Cont'd)

Financial assets (Cont'd)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Cont'd)

(i) Significant increase in credit risk (Cont'd)

- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if (i) it has a low risk of default, (ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of "investment grade" as per globally understood definitions.

3. 綜合財務報表編製基礎及主要會計政策 (續)

3.2 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值及根據香港財務報告準則第9號須進行減值評估的其他項目 (續)

(i) 信貸風險顯著上升 (續)

- 商業、金融或經濟情況當前或預期有不利變動，預計將導致債務人償還債項的能力顯著下降；
- 債務人經營業績實際或預期顯著惡化；
- 債務人的監管、經濟或技術環境有實際或預計的重大不利變動，導致債務人履行債務責任的能力顯著下降。

不論上述評估結果如何，本集團均假設合約付款逾期超過30日後信貸風險自初始確認以來顯著上升，除非本集團有合理及具支持性的資料說明其他情況。

儘管存在上述情況，倘債務工具於報告日期展示為具有低信貸風險，本集團假設債務工具的信貸風險自初始確認起並無顯著上升。倘i) 其違約風險偏低，ii) 借方有強大能力於短期滿足其合約現金流量責任，及iii) 較長期的經濟及業務狀況存在不利變動，惟將未必削弱借方達成其合約現金流量責任的能力，則債務工具的信貸風險會被釐定為偏低。當債務工具的內部或外部信貸評級為「投資級別」(按照全球理解的釋義)，則本集團會視該債務工具的信貸風險偏低。



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綜合財務報表附註

For the year ended 31 December 2022

截至二零二二年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.2 Significant accounting policies (Cont'd)

Financial instruments (Cont'd)

Financial assets (Cont'd)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Cont'd)

(i) Significant increase in credit risk (Cont'd)

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of a loan commitment, the Group considers changes in the risk of a default occurring on the loan to which a loan commitment relates; for financial guarantee contracts, the Group considers the changes in the risk that the specified debtor will default on the contract.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

3. 綜合財務報表編製基礎及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值及根據香港財務報告準則第9號須進行減值評估的其他項目(續)

(i) 信貸風險顯著上升(續)

就財務擔保合約而言，本集團成為不可撤銷承擔的一方當日將被視為減值評估的初始確認日期。於評估自初始確認貸款承擔以來信貸風險是否顯著上升時，本集團考慮與貸款承擔有關的貸款發生違約的風險變動。就財務擔保合約而言，本集團考慮指定債務人將違約的風險變動。

本集團定期監察用以確定信貸風險曾否顯著增加的標準的成效，並於適當時候作出修訂，從而確保有關標準能夠於款項逾期前確定信貸風險顯著增加。

(ii) 違約定義

就內部信貸風險管理而言，倘從內部產生或從外部來源獲得的資料顯示債務人不大可能向其債權人(包括本集團)支付全數款項(不計及本集團持有的任何抵押品)時，則本集團認為發生違約事件。

儘管存在上文所述，本集團認為，倘該金融資產逾期超過90天，則已發生違約事件，除非本集團有合理及可佐證的資料顯示更寬鬆的違約標準會更為合適。



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截至二零二二年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.2 Significant accounting policies (Cont'd)

Financial instruments (Cont'd)

Financial assets (Cont'd)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Cont'd)

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; or
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

3. 綜合財務報表編製基礎及主要會計政策 (續)

3.2 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值及根據香港財務報告準則第9號須進行減值評估的其他項目 (續)

(iii) 信貸減值金融資產

倘發生一項或多項對金融資產估計未來現金流量有不利影響的事件，則金融資產出現信貸減值。金融資產信貸減值的證據包括有關下列事件的可觀察數據：

- (a) 發行人或借款人出現嚴重財務困難；
- (b) 違反合約，如違約或逾期事件；
- (c) 借款人的放款人因與借款人出現財務困難有關的經濟或合約理由而給予借款人在一般情況下放款人不予考慮的優惠條件；或
- (d) 借款人可能破產或進行其他財務重組。

(iv) 撇銷政策

倘有資料顯示交易對手處於重大財政困難時，且並無實際收回可能（例如交易對手已被清盤或已進入破產程序），或就應收賬款而言，有關金額逾期超過兩年（以較早發生者為準），本集團會撇銷金融資產。在考慮法律意見（如適當）後，已撇銷的金融資產仍可根據本集團的收回程序實施強制執行。撇銷構成終止確認事件。任何其後收回均會於損益內確認。



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綜合財務報表附註

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截至二零二二年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.2 Significant accounting policies (Cont'd)

Financial instruments (Cont'd)

Financial assets (Cont'd)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Cont'd)

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition. For a lease receivable, the cash flows used for determining the ECL is consistent with the cash flows used in measuring the lease receivable in accordance with HKFRS 16.

For financial guarantee contracts, the Group is required to make payments only in the event of a default by the debtor in accordance with the terms of the instrument that is guaranteed. Accordingly, the ECL is the present value of the expected payments to reimburse the holder for a credit loss that it incurs less any amounts that the Group expects to receive from the holder, the debtor or any other party.

Lifetime ECL for certain accounts receivable are considered on a collective basis taking into consideration past due information and relevant credit information such as forward looking macroeconomic information.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

3. 綜合財務報表編製基礎及主要會計政策 (續)

3.2 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值及根據香港財務報告準則第9號須進行減值評估的其他項目 (續)

(v) 預期信貸虧損的計量及確認

預期信貸虧損的計量為違約可能性、違約損失率（即出現違約時的損失幅度）及違約風險的函數。違約可能性及違約損失率的評估乃按照歷史數據及前瞻性資料進行。預期信貸虧損的估計反映無偏頗及概率加權之金額，乃按發生相應違約風險之權重釐定。

一般而言，預期信貸虧損為根據合約到期支付予本集團的所有合約現金流量與本集團預期收取的現金流量之間的差異，並按於初始確認時釐定的實際利率折現。就租賃應收款項而言，用於釐定預期信貸虧損的現金流量與按照香港財務報告準則第16號計量租賃應收款項時使用的現金流量一致。

就財務擔保合約而言，本集團僅在債務人違反擔保工具條款情況下方須作出付款。因此，預期信貸虧損為償付持有人所產生信貸虧損之預期付款現值減去本集團預期從持有人、債務人或任何其他方收取之任何金額。

經計及逾期資料及相關信貸資料（如前瞻性宏觀經濟資料），若干應收賬款之存續期預期信貸虧損按整體基準予以考慮。

就整體評估而言，本集團於制定分組時考慮以下特徵：

- 逾期狀況；
- 債務人的性質、規模及行業；及
- 可用的外部信貸評級。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022
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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.2 Significant accounting policies (Cont'd)

Financial instruments (Cont'd)

Financial assets (Cont'd)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Cont'd)

(v) Measurement and recognition of ECL (Cont'd)

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

Except for financial guarantee contracts, the Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of accounts receivable where the corresponding adjustment is recognised through a loss allowance account.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

On derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investment revaluation reserve is not reclassified to profit or loss, but is transferred to retained profits.

3. 綜合財務報表編製基礎及主要會計政策 (續)

3.2 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值及根據香港財務報告準則第9號須進行減值評估的其他項目 (續)

(v) 預期信貸虧損的計量及確認 (續)

管理層定期檢討分組，以確保各組的組成繼續具有類似的信貸風險特徵。

利息收入按金融資產之賬面總值計算，除非金融資產出現信貸減值，在此情況下，利息收入按金融資產之攤銷成本計算。

除財務擔保合約外，本集團透過調整所有金融工具的賬面值於損益確認其減值收益或虧損，惟應收賬款除外，其相應調整乃透過虧損撥備賬確認。

終止確認金融資產

僅於從資產收取現金流量之合約權利已到期，或其已轉讓金融資產並將資產擁有權之絕大部份風險及回報轉移至另一實體，則本集團終止確認金融資產。

於終止確認按攤銷成本計量的金融資產時，資產賬面值與已收及應收代價總和間之差額於損益確認。

於終止確認本集團於初始確認時選擇以按公允價值計入其他全面收益之方式計量的股本工具投資時，先前於投資重估儲備中累計的累計收益或虧損不會重新分類至損益，而是轉撥至保留盈利。



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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.2 Significant accounting policies (Cont'd)

Financial instruments (Cont'd)

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

Financial liabilities at amortised cost

Financial liabilities including accounts payables, other payables, borrowings, debt component of convertible bonds and senior notes and bond are subsequently measured at amortised cost, using the effective interest method.

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument. Financial guarantee contract liabilities are measured initially at their fair values. It is subsequently measured at the higher of:

- the amount of the loss allowance determined in accordance with HKFRS 9; and
- the amount initially recognised less, where appropriate, cumulative amortisation recognised over the guarantee period.

3. 綜合財務報表編製基礎及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

金融負債及股本

分類為債務或股本

債務及股本工具乃根據合約安排之內容以及金融負債和股本工具之定義被分類為金融負債或股本。

股本工具

股本工具為證明於扣除所有負債後實體之資產剩餘權益之任何合約。由本公司發行之股本工具按已收取所得款項減直接發行成本後確認。

金融負債

所有金融負債其後均使用實際利率法按攤銷成本或以按公允價值計入損益的方式計量。

按攤銷成本列賬之金融負債

金融負債包括使用實際利率法，其後按攤銷成本計量之應付賬款、其他應付款項、借貸、可換股債券、優先票據及債券之債務部分。

財務擔保合約

財務擔保合約為發行人須因指定債務人未能根據債務工具之條款支付到期款項致使持有人蒙受損失時，向持有人償付指定款項之合約。財務擔保合約負債初步按其公允價值計量。其後按下列各項之較高者計量：

- 根據香港財務報告準則第9號釐定之虧損撥備金額；及
- 初次確認之金額減去於擔保期內確認之累計攤銷(如適用)。



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綜合財務報表附註

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截至二零二二年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.2 Significant accounting policies (Cont'd)

Financial instruments (Cont'd)

Financial liabilities and equity (Cont'd)

Convertible bonds contain debt and derivative components

A conversion option that will be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Group's own equity instruments is a conversion option derivative.

At the date of issue, both the debt component and derivative components are recognised at fair value. In subsequent periods, the debt component of the convertible loan notes is carried at amortised cost using the effective interest method. The derivative component is measured at fair value with changes in fair value recognised in profit or loss.

Transaction costs that relate to the issue of the convertible loan notes are allocated to the debt and derivative components in proportion to their relative fair values. Transaction costs relating to the derivative component are charged to profit or loss immediately. Transaction costs relating to the debt component are included in the carrying amount of the debt portion and amortised over the period of the convertible loan notes using the effective interest method.

Derecognition/modification of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

The Group accounts for an exchange with a lender of a financial liability with substantially different terms as an extinguishment of the original financial liability and the recognition of a new financial liability. A substantial modification of the terms of an existing financial liability or a part of it (whether or not attributable to the financial difficulty of the Group) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability.

3. 綜合財務報表編製基礎及主要會計政策 (續)

3.2 主要會計政策 (續)

金融工具 (續)

金融負債及股本 (續)

含有債務及衍生工具部分之可換股債券

倘兌換股權將透過以固定金額之現金或另一項金融資產換取固定數目之本集團實體之股本工具以外的方式結算，則分類為兌換股權衍生工具。

於發行日期，債務部分及衍生工具部分均按公允價值確認。於往後期間，可換股貸款票據的債務部分乃採用實際利率法按攤銷成本入賬。衍生工具部分乃按公允價值計量，而公允價值的變動則於損益中確認。

與發行可換股貸款票據有關的交易成本乃按彼等相關公允價值的比例分配至債務及衍生工具部分。與衍生工具部分有關的交易成本即時於損益中扣除。與債務部分有關的交易成本計入債務部分的賬面值，並採用實際利率法在可換股貸款票據的年期攤銷。

金融負債之終止確認／變更

僅在本集團的義務已經履行、解除或到期時，本集團才終止確認金融負債。終止確認的金融負債的賬面值與已付及應付的代價之間的差額會在損益中確認。

本集團將與貸款人就具有重大差異條款的金融負債進行的交換，作為原金融負債清償及確認新金融負債入賬。現有金融負債條款或其任何部分的重修訂（不論是否歸因於本集團出現財政困難），均作為清償原金融負債及確認新金融負債入賬。



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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.2 Significant accounting policies (Cont'd)

Financial instruments (Cont'd)

Financial liabilities and equity (Cont'd)

Derecognition/modification of financial liabilities (Cont'd)

When the contractual terms of a financial liability are modified, the Group assess whether the revised terms result in a substantial modification from original terms taking into account all relevant facts and circumstances including qualitative factors. If qualitative assessment is not conclusive, the Group considers that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received, and discounted using the original effective interest rate, is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial liability. Accordingly, such modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognised as part of the gain or loss on the extinguishment. The exchange or modification is considered as non-substantial modification when such difference is less than 10 percent.

For non-substantial modifications of financial liabilities that do not result in derecognition, the carrying amount of the relevant financial liabilities will be calculated at the present value of the modified contractual cash flows discounted at the financial liabilities' original effective interest rate. Transaction costs or fees incurred are adjusted to the carrying amount of the modified financial liabilities and are amortised over the remaining term. Any adjustment to the carrying amount of the financial liability is recognised in profit or loss at the date of modification.

3. 綜合財務報表編製基礎及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

金融負債及股本(續)

金融負債之終止確認/變更(續)

當金融負債的合約條款被修改，經計及所有相關事實及情況(包括定性因素)後，本集團會評估經修訂條款相比原定條款是否出現重大變更。倘定性評估並無定論，本集團認為，倘根據新條款的現金流量經貼現現值(包括使用原實際利率貼現之任何已付費用減任何已收費用)與原金融負債剩餘現金流量經貼現現值相差至少10%，則有關條款具有重大差異。因此，有關條款的修訂作為清償入賬，而所產生的任何成本或費用被確認為清償時損益的一部分。當有關差異少於10%時，該項交換或修改被視為非重大變更。

就不會導致終止確認的金融負債的非重大變更而言，相關金融負債的賬面值將會按照經修改合約現金流量的現值計算，並按照金融負債的原實際利率貼現。已產生的交易成本或費用將調整為經修改金融負債的賬面值，並在剩餘年期內攤銷。對金融負債賬面值的任何調整均於修改日期在損益內確認。



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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.2 Significant accounting policies (Cont'd)

Financial instruments (Cont'd)

Financial liabilities and equity (Cont'd)

Derecognition/modification of financial liabilities (Cont'd)

When the contractual terms of a convertible instrument are modified, such as extending the tenure, change in exercise price of the underlying options, change in option date of underlying options, the revised terms would result in a substantial modification from the original terms, after taking into account all relevant facts and circumstances including qualitative factors, such modification is accounted for as derecognition of the original financial liability and the recognition of new financial liability. The difference between the carrying amount of financial liability derecognised and the fair value of consideration paid or payable, including any liabilities assumed and derivative components recognised, is recognised in profit or loss.

Senior notes and bond

Senior notes and bond issued by the Group that contains both liability, early redemption option and interest rate adjustments (which is closely related to the host contract) is not separated into host contract and embedded derivative on initial recognition. At the date of issue, the senior notes and bond are recognised at fair value.

In subsequent periods, the liability components of the senior notes and bond are carried at amortised cost using effective interest method. The early redemption option of senior notes is measured at fair value with changes in fair value recognised in profit or loss.

Transaction costs that related to the issue of the senior notes and bond are included in the carrying amount of the senior notes and bond and amortised over the period of the senior notes and bond using the effective interest method.

Derivative financial instruments

Derivatives are initially recognised at fair value at the date when derivative contracts are entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss.

3. 綜合財務報表編製基礎及主要會計政策 (續)

3.2 主要會計政策 (續)

金融工具 (續)

金融負債及股本 (續)

金融負債之終止確認/變更 (續)

當可換股工具的合約條款被修改(如延長使用期、更改相關購股權行使價、更改相關購股權的購股權日期),致使經修訂條款相比原定條款出現重大變更,經計及所有相關事實及情況(包括定性因素)後,有關修訂按終止確認原金融負債及確認新金融負債入賬。終止確認的金融負債的賬面值與已付或應付代價(包括所承擔的任何負債及所確認的衍生工具部分)的公允價值之間的差額於損益中確認。

優先票據及債券

本集團發行包含負債、提前贖回權及利率調整(與主合約有密切關係者)之優先票據及債券在初步確認時並無分類作主合約及嵌入式衍生工具。於發行日期,優先票據及債券按公允價值確認。

於後續期間,優先票據及債券之負債部分乃使用實際利率法按攤銷成本列賬。優先票據之提前贖回權按照公允價值計量,並於損益內確認公允價值變動。

與發行優先票據及債券相關之交易成本乃計入優先票據及債券之賬面值,並按優先票據及債券之期限採用實際利率法攤銷。

衍生金融工具

衍生工具最初於衍生工具合約訂立當日按其公允價值確認,並其後於報告期末按公允價值重新計量。由此產生之收益或虧損於損益內確認。



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4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies which are described in note 3.2, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimations (see below), that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Deferred taxation on investment properties

For the purposes of measuring deferred tax liabilities or deferred tax assets arising from investment properties that are measured using the fair value model, the directors of the Company have determined that certain of the Group's investment properties as at 31 December 2022 amounting to RMB31,961,987,000 (2021: RMB20,557,386,000) situated in the Mainland China are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. The presumption that the carrying amounts of certain of the Group's investment properties situated in the Mainland China are recovered entirely through sale has been rebutted and the deferred tax on the changes in fair value of these investment properties is recognised according to the relevant tax rules. For remaining investment properties amounting to RMB8,717,030,000 (2021: RMB8,632,968,000), the presumption that the carrying amounts of these investment properties measured using fair value model were recovered entirely through sales was not rebutted and no deferred tax on the changes in fair value of these investment properties is recognised.

4. 重要會計判斷及主要估計不確定性來源

於應用附註3.2所載之本集團會計政策時，本公司董事須就從其他來源並非顯而易見之資產及負債賬面值作出判斷、估計及假設。估計及相關假設乃基於過往經驗及認為屬相關之其他因素作出。實際結果可能有別於該等估計。

估計及相關假設會持續檢討。倘若會計估計修訂只影響修訂估計之期間，則有關修訂會在該期間確認；倘若有關修訂既影響當期，亦影響未來期間，則有關修訂會在修訂期間及未來期間確認。

應用會計政策的重要判斷

以下乃本公司董事於應用本集團會計政策過程中所作對綜合財務報表確認之數額構成最重大影響之重要判斷，惟涉及估計者（見下文）除外。

投資物業遞延稅項

就計量由使用公允價值模型計量的投資物業所產生的遞延稅項負債或遞延稅項資產而言，本公司董事決定本集團於二零二二年十二月三十一日金額為人民幣31,961,987,000元（二零二一年：人民幣20,557,386,000元）的若干位於中國內地的投資物業乃根據旨在假以時日而非透過出售消耗投資物業所包含的絕大部分經濟利益的業務模式持有。本集團若干位於中國內地的投資物業賬面值可因出售而完全收回的假設已被駁回，而就該等投資物業的公允價值變動而產生的遞延稅項乃根據相關稅項規定確認。餘下投資物業為人民幣8,717,030,000元（二零二一年：人民幣8,632,968,000元），就該等投資物業而言，該等使用公允價值模型計量的投資物業賬面值可透過銷售全面收回的推定未被駁回，且並無確認就該等投資物業的公允價值變動而產生的遞延稅項。



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4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Cont'd)

Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Fair values of investment properties

Investment properties with the aggregate carrying amount as at 31 December 2022 of RMB40,679,017,000 (2021: RMB29,190,354,000) are stated at fair value based on the valuation performed by independent qualified professional valuer. The fair value of the investment properties was determined by reference to valuations conducted on these properties by an independent firm of property valuer using property valuation techniques which involve certain assumptions. Changes in assumptions may result in changes in the fair value of the Group's investment properties which are reported in the consolidated statement of profit or loss and affect the carrying amount of these properties included in the consolidated statement of financial position.

Information about valuation techniques, inputs and key assumptions used in the determination of the fair value of investment properties are disclosed in note 14.

5. REVENUE AND SEGMENT INFORMATION

Revenue represents the income from property development, property leasing and provision of comprehensive services, net of business tax and other sales related taxes and after deduction of any discounts.

4. 重要會計判斷及主要估計不確定性來源 (續)

主要估計不確定性來源

以下為於報告期末可能構成重大風險以致對下一財政年度之資產與負債之賬面值作出重大調整之未來相關主要假設及其他主要估計不確定性來源。

投資物業之公允價值

於二零二二年十二月三十一日，總賬面值為人民幣40,679,017,000元（二零二一年：人民幣29,190,354,000元）的投資物業乃基於獨立合資格專業估值師的估值按公允價值列賬。投資物業之公允價值乃參考獨立物業估值公司採用物業估值法（涉及若干假設）對該等物業進行之估值而釐定。該等假設變動可能導致本集團投資物業的公允價值出現變動，該等公允價值變動於綜合損益表呈報，並影響綜合財務狀況報表所列之該等物業之賬面值。

有關釐定投資物業公允價值所採用的估值技術、輸入數據及主要假設資料披露於附註14。

5. 收益及分類資料

收益為來自物業發展、物業租賃及提供綜合服務的收入，並扣除營業稅及其他銷售有關稅項以及任何折扣。



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5. REVENUE AND SEGMENT INFORMATION (Cont'd)

5. 收益及分類資料(續)

An analysis of the Group's revenue for the year is as follows:

年內本集團之收益分析如下：

| | | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
|--|-----------------------|-----------------------------------|-----------------------------------|
| Sales of properties | 物業銷售 | 1,211,312 | 3,392,354 |
| Revenue from hotel operation, property management service and other services | 來自酒店運營、物業管理服務及其他服務的收益 | 427,567 | 343,030 |
| Revenue from contracts with customers | 來自客戶合約的收益 | 1,638,879 | 3,735,384 |
| Rental income | 租金收入 | 702,042 | 642,633 |
| | | 2,340,921 | 4,378,017 |
| <i>Timing of revenue recognition from contracts with customers</i> | <i>確認來自客戶合約收益的時間</i> | | |
| At a point in time | 某個時間點確認 | 1,211,312 | 3,392,354 |
| Over time | 隨著時間確認 | 427,567 | 343,030 |

Sales of properties

For contracts entered into with customers on sales of properties, the relevant properties specified in the contracts are based on customers' specifications with no alternative use. Taking into the consideration of relevant terms, the legal environment and relevant legal precedent, the Group concluded that the Group does not have an enforceable right to receive payment prior to transfer of relevant properties to customers. Revenue from sales of residential properties and commercial buildings is therefore recognised at a point in time when the completed property is transferred to customers, being at the point that customer obtains the control of the completed property and the Group has present right to receive payment and collection of the consideration is probable.

The Group receives an upfront payment, ranging from RMB10,000 to RMB924,000 (2021: RMB10,000 to RMB500,000) for different properties from customers for the subscription of properties and such amount will be treated as the deposits from customers after signing the sale and purchase agreement. However, depending on the market conditions, the Group may offer customers a discount compared to the listed sale price, provided that the customers agree to pay the rest of the consideration earlier.

For contracts entered into with customers on sales of properties, the expected duration of satisfying the performance obligation of which is within one year, the transaction price allocated to these unsatisfied contracts is not disclosed as permitted under HKFRS 15.

The Group considers the advance payment contains no significant financing component and accordingly no adjustments of the amount of consideration would be made.

物業銷售

就出售物業與客戶訂立之合約而言，合約中規定之相關物業乃基於客戶要求，並無其他替代用途。經考慮相關條款、法律環境及相關法律先例，本集團認為，在轉讓相關物業予客戶前，本集團並無收取付款之可強制執行權利。因此，出售住宅物業和商業樓宇之收益於已竣工物業轉讓予客戶之時間點確認，即客戶獲得已竣工物業之控制權而本集團擁有收取付款之現時權利及可能收取代價之時間點。

本集團就不同物業向客戶收取介乎人民幣10,000元至人民幣924,000元(二零二一年：人民幣10,000元至人民幣500,000元)的物業認購預付款，有關款項將於簽訂買賣協議後作為客戶按金入賬。但是，取決於市場狀況，本集團可能向客戶提供較所列出售價有所折讓之價格，惟客戶須同意提早支付代價結餘。

就與客戶訂立的物業銷售合約而言，預期完成有關履約責任的年期為一年內，且在香港財務報告準則第15號允許的情況下，並無披露分配至該等未獲履行合約的交易價。

本集團認為預付款項並無重大融資成分，因此並無對代價金額作出調整。



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5. REVENUE AND SEGMENT INFORMATION (Cont'd)

Rental income

Revenue, include both fixed and variable rents, generated from leasing of commercial properties, office premises, apartments and car parks, is accounted for in accordance with HKFRS 16.

Revenue from hotel operation, property management service and other services

Revenue from hotel operation and property management service is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation, as the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs.

All hotel operation service is for periods less than one year. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

For property management service, the Group elected to apply practical expedient by recognising revenue in the amount to which the Group has right to invoice. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

In identifying its operating segments, the executive directors of the Company, being the chief operating decision makers, generally follow the Group's service lines, which represent the main products and services provided by the Group. The Group has identified the following reportable segments under HKFRS 8:

- Real estate development and sales: sales of properties
- Commercial property investment and operations: lease of commercial properties, office premises, apartments and car parks
- Comprehensive services: hotel operation, property management service and other service income

Each of these operating segments is managed separately as each of these products and service lines requires different resources as well as marketing approaches.

5. 收益及分類資料(續)

租金收入

商業物業、辦公室、公寓及停車場租賃所產生之收益(包括固定及浮動租金)乃根據香港財務報告準則第16號入賬。

酒店運營、物業管理服務及其他服務所得之收益

客戶於本集團履約時取得並耗用本集團履約所提供之利益時，酒店運營及物業管理服務所得收益會隨時間按已完成相關履約責任之進度而確認。

所有酒店營運服務均為期一年或以下。在香港財務報告準則第15號允許的情況下，本集團並無披露分配至該等未獲履行合約的交易價。

就物業管理服務而言，本集團選擇應用實際權宜方法，就本集團有權開具發票的金額中確認收益。在香港財務報告準則第15號允許的情況下，本集團並無披露分配至該等未獲履行合約的交易價。

本公司執行董事(即主要營運決策者)通常根據本集團的服務系列(即本集團提供的主要產品及服務)確定經營分類。本集團已根據香港財務報告準則第8號確定下列可呈報分類：

- 房地產開發及銷售：物業銷售
- 商業物業投資與經營：商業物業、辦公室、公寓及停車場租賃
- 綜合服務：酒店運營、物業管理服務及其他服務收益

由於該等產品及服務系列各自需要不同的資源及營銷方式，故該等經營分類獲單獨管理。



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5. REVENUE AND SEGMENT INFORMATION (Cont'd)

5. 收益及分類資料(續)

Segment revenue and results

分類收益及業績

The following is an analysis of the Group's revenue and results by operating and reportable segment:

以下為本集團按經營及可呈報分類劃分的收益及業績的分析：

For the year ended 31 December 2022

截至二零二二年十二月三十一日止年度

| | | Real estate development and sales 房地產開發 及銷售 RMB'000 人民幣千元 | Commercial property investment and operations 商業物業 投資與經營 RMB'000 人民幣千元 | Comprehensive services 綜合服務 RMB'000 人民幣千元 | Total 總計 RMB'000 人民幣千元 |
|----------------------------------|----------------|---|---|---|---------------------------------|
| Revenue: | 收益： | | | | |
| From external customers | 來自外部客戶 | 1,211,312 | 702,042 | 427,567 | 2,340,921 |
| Inter-segment revenue | 分類間收益 | - | 17,452 | 135,256 | 152,708 |
| Total segment revenue | 分類收益總額 | 1,211,312 | 719,494 | 562,823 | 2,493,629 |
| Reportable segment profit | 可呈報分類盈利 | 271,007 | 640,047 | 121,597 | 1,032,651 |

For the year ended 31 December 2021

截至二零二一年十二月三十一日止年度

| | | Real estate development and sales 房地產開發 及銷售 RMB'000 人民幣千元 | Commercial property investment and operations 商業物業 投資與經營 RMB'000 人民幣千元 | Comprehensive services 綜合服務 RMB'000 人民幣千元 | Total 總計 RMB'000 人民幣千元 |
|----------------------------------|----------------|---|---|---|---------------------------------|
| Revenue: | 收益： | | | | |
| From external customers | 來自外部客戶 | 3,392,354 | 642,633 | 343,030 | 4,378,017 |
| Inter-segment revenue | 分類間收益 | - | 23,469 | 112,836 | 136,305 |
| Total segment revenue | 分類收益總額 | 3,392,354 | 666,102 | 455,866 | 4,514,322 |
| Reportable segment profit | 可呈報分類盈利 | 1,498,882 | 581,983 | 107,535 | 2,188,400 |

Inter-segment sales are at mutually agreed terms.

分類間銷售按共同協定之條款進行。



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5. REVENUE AND SEGMENT INFORMATION (Cont'd)

Reconciliations of reportable segment revenue, profit or loss

The Group does not allocate fair value change of properties under development for sale/held for sale upon transfer to investment properties, fair value changes on investment properties, fair value changes on derivative component of convertible bonds, other income, other gains and losses, depreciation, finance costs, share of results of a joint venture and corporate expenses to individual reportable segment profit or loss for the purposes of resource allocation and performance assessment by the chief operating decision makers while the investment properties are allocated to the segment of "commercial property investment and operations" for presenting segment assets.

The accounting policies adopted in preparing the reportable segment information are the same as the Group's accounting policies described in note 3.2.

5. 收益及分類資料(續)

可呈報分類收益、損益之對賬

本集團並無就主要營運決策者作出之資源分配及表現評估而將轉撥至待售物業後的發展中待售/待售物業的公允價值變動、投資物業的公允價值變動、可換股債券衍生工具部分的公允價值變動、其他收入、其他收益及虧損、折舊、融資成本、應佔一間合營公司業績及公司開支分配至獨立可呈報分類之損益內，而投資物業則就呈報分類資產分配至「商業物業投資與經營」分類。

編製可呈報分類資料所採納之會計政策與本集團於附註3.2所述之會計政策相同。

| | | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
|--|------------------------------|-----------------------------------|-----------------------------------|
| Revenue | 收益 | | |
| Reportable segment revenue | 可呈報分類收益 | 2,493,629 | 4,514,322 |
| Elimination of inter-segment revenue | 對銷分類間收益 | (152,708) | (136,305) |
| Consolidated revenue | 綜合收益 | 2,340,921 | 4,378,017 |
| Profit | 盈利 | | |
| Reportable segment profit | 可呈報分類盈利 | 1,032,651 | 2,188,400 |
| Recognition of change in fair value of properties under development for sale/properties held for sale upon transfer to investment properties | 轉撥發展中待售物業/待售物業至投資物業之公允價值變動確認 | 2,355,969 | 2,787,454 |
| Fair value changes on investment properties | 投資物業的公允價值變動 | (301,833) | (220,021) |
| Other income | 其他收入 | 97,372 | 98,391 |
| Other gains and losses | 其他收益及虧損 | (50,644) | (48,111) |
| Depreciation | 折舊 | (77,949) | (73,438) |
| Finance costs | 融資成本 | (1,786,564) | (1,710,896) |
| Share of results of a joint venture | 應佔一間合營公司業績 | (2) | (2) |
| Fair value changes on derivative component of convertible bonds | 可換股債券衍生工具部分的公允價值變動 | (7,357) | 83,674 |
| Corporate expenses | 公司開支 | (582,107) | (655,665) |
| Consolidated profit before tax | 除稅前綜合盈利 | 679,536 | 2,449,786 |



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5. REVENUE AND SEGMENT INFORMATION (Cont'd)

Segment assets and liabilities

The following is an analysis of the Group's assets by reportable and operating segment, no liabilities are presented as the information is not reportable to the chief operating decision makers in the resource allocation and assessment of performance:

Segment assets

| Assets | 資產 | 2022 | 2021 |
|---|-----------------------|---------------------------|---------------------------|
| | | 二零二二年 RMB'000 人民幣千元 | 二零二一年 RMB'000 人民幣千元 |
| Real estate development and sales | 房地產開發及銷售 | 48,754,245 | 43,209,976 |
| Commercial property investment and operations | 商業物業投資與經營 | 40,707,002 | 29,212,394 |
| Comprehensive services | 綜合服務 | 325,885 | 314,205 |
| Reportable segment assets | 可呈報分類資產 | 89,787,132 | 72,736,575 |
| Goodwill | 商譽 | 231,602 | 231,602 |
| Equity instruments at fair value through other comprehensive income | 按公允價值計入其他全面收益之股本工具 | 371,963 | 450,423 |
| Bank balances and cash (including restricted bank deposits) | 銀行結餘及現金(包括受限制銀行存款) | 3,605,005 | 7,287,068 |
| Deferred tax assets | 遞延稅項資產 | 617,557 | 551,812 |
| Interest in a joint venture and amount due from a joint venture | 於一間合營公司的權益及應收一間合營公司款項 | 528,370 | 528,372 |
| Corporate assets | 公司資產 | 4,562,964 | 3,156,201 |
| Consolidated total assets | 綜合總資產 | 99,704,593 | 84,942,053 |

For the purpose of monitoring segment performance and allocating resources between segments, all assets are allocated to operating segments other than goodwill, equity instruments at fair value through other comprehensive income, bank balances and cash (including restricted bank deposits), deferred tax assets, interest in a joint venture and amount due from a joint venture, and corporate assets.

5. 收益及分類資料(續)

分類資產及負債

以下為本集團按可呈報及經營分類劃分的資產分析，由於毋須就資源分配及評估表現向主要營運決策者呈報負債，因此並無呈列該等資料：

分類資產

| | 2022 | 2021 |
|---|---------------------------|---------------------------|
| | 二零二二年 RMB'000 人民幣千元 | 二零二一年 RMB'000 人民幣千元 |
| Real estate development and sales | 48,754,245 | 43,209,976 |
| Commercial property investment and operations | 40,707,002 | 29,212,394 |
| Comprehensive services | 325,885 | 314,205 |
| Reportable segment assets | 89,787,132 | 72,736,575 |
| Goodwill | 231,602 | 231,602 |
| Equity instruments at fair value through other comprehensive income | 371,963 | 450,423 |
| Bank balances and cash (including restricted bank deposits) | 3,605,005 | 7,287,068 |
| Deferred tax assets | 617,557 | 551,812 |
| Interest in a joint venture and amount due from a joint venture | 528,370 | 528,372 |
| Corporate assets | 4,562,964 | 3,156,201 |
| Consolidated total assets | 99,704,593 | 84,942,053 |

為監測分類表現及分類間的資源分配，除商譽、按公允價值計入其他全面收益之股本工具、銀行結餘及現金(包括受限制銀行存款)、遞延稅項資產、於一間合營公司的權益及應收一間合營公司款項以及公司資產外，所有資產分配至經營分類。



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5. REVENUE AND SEGMENT INFORMATION (Cont'd)

Geographical information

The Group's operations are located on the Mainland China, Hong Kong, the United States of America ("USA") and the Kingdom of Cambodia ("Cambodia"). Revenue from external customers are mainly generated from the Mainland China for the years ended 31 December 2022 and 2021. Information about the Group's non-current assets is presented based on the geographical location of the assets.

| | | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
|----------------|------|-----------------------------------|-----------------------------------|
| Mainland China | 中國內地 | 32,780,583 | 21,291,253 |
| Hong Kong | 香港 | 8,518,727 | 8,407,011 |
| USA | 美國 | 180,812 | 175,216 |
| Cambodia | 柬埔寨 | 599,643 | 701,874 |
| | | 42,079,765 | 30,575,354 |

Note: Non-current assets excluded goodwill, restricted bank deposits, equity instruments at fair value through other comprehensive income and deferred tax assets.

Information about major customers

No major customers contributed over 10% of the total sales of the Group for the years ended 31 December 2022 and 2021.

6. OTHER INCOME

| | | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
|-----------------------------------|--------------------|-----------------------------------|-----------------------------------|
| Interest income | 利息收入 | 65,425 | 69,217 |
| Dividend income | 股息收入 | 22,808 | 22,800 |
| Government grants (<i>Note</i>) | 政府補貼 (<i>附註</i>) | 9,139 | 6,374 |
| | | 97,372 | 98,391 |

Note: It mainly represented cash received from unconditional grants by the local government to encourage the business operations in the Mainland China.

5. 收益及分類資料 (續)

地區資料

本集團的業務位於中國內地、香港、美利堅合眾國(「美國」)及柬埔寨王國(「柬埔寨」)。截至二零二二年及二零二一年十二月三十一日止年度，來自外部客戶的收益主要源自中國內地。本集團的非流動資產資料按資產的地理位置呈列。

附註： 非流動資產不包括商譽、受限制銀行存款、按公允價值計入其他全面收益之股本工具及遞延稅項資產。

主要客戶資料

截至二零二二年及二零二一年十二月三十一日止年度並無主要客戶佔本集團總銷售額超出10%。

6. 其他收入

附註： 該金額主要指就地方政府為鼓勵於中國內地業務經營而發放的無條件補貼所收取的現金。



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7. OTHER GAINS AND LOSSES

7. 其他收益及虧損

| | | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
|--|------------------------|-----------------------------------|-----------------------------------|
| Impairment loss recognised for accounts receivable, net | 應收賬款減值虧損確認淨額 | (36,385) | (68,873) |
| Foreign exchange (loss) gain, net | 匯兌(虧損)收益淨額 | (31,204) | 6,396 |
| Write-off of deposits paid for acquisition of equity fund investment | 撤銷就收購股本基金投資支付之按金 | (27,840) | - |
| Loss on non-substantial modification of domestic corporate bonds (note 31) | 境內公司債券之非重大變更虧損(附註31) | (2,394) | - |
| Loss on disposal of property, plant and equipment | 出售物業、廠房及設備之虧損 | (23) | (8) |
| Gain on non-substantial modification of convertible bond (note 30(a)) | 可換股債券之非重大變更收益(附註30(a)) | 23,252 | - |
| Gain on early redemption of convertible bonds (note 30(b)) | 提早贖回可換股債券之收益(附註30(b)) | 12,613 | - |
| Gain on disposal of a subsidiary | 出售附屬公司的收益 | - | 3,569 |
| Others | 其他 | 11,337 | 10,805 |
| | | (50,644) | (48,111) |

8. FINANCE COSTS

8. 融資成本

| | | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
|--|---------------------------|-----------------------------------|-----------------------------------|
| Interest on: | 利息： | | |
| Bank and other borrowings | 銀行及其他借貸 | 1,754,571 | 1,498,182 |
| Convertible bonds | 可換股債券 | 165,526 | 193,594 |
| Senior notes and bond | 優先票據及債券 | 474,529 | 481,490 |
| Lease liabilities | 租賃負債 | 13,849 | 11,281 |
| Less: Amount capitalised in investment properties under development and properties under development for sale* | 減：撥充在建投資物業及發展中待售物業資本化之金額* | (621,911) | (473,651) |
| | | 1,786,564 | 1,710,896 |

* The finance costs have been capitalised at rates ranging from 1.00% to 19.90% (2021: 1.30% to 13.75%) per annum.

* 融資成本乃按年息率1.00%至19.90% (二零二一年：1.30%至13.75%) 資本化。



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9. PROFIT BEFORE TAX

9. 除稅前盈利

| | | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
|---|--------------------------|-----------------------------------|-----------------------------------|
| Profit before tax is arrived at after charging (crediting): | 除稅前盈利乃經扣除(計入): | | |
| Cost of properties held for sale recognised as expense | 確認為開支的待售物業的成本 | 940,305 | 1,893,472 |
| Depreciation of property, plant and equipment | 物業、廠房及設備折舊 | 78,709 | 73,873 |
| Less: Amount capitalised in investment properties under development and properties under development for sale | 減：撥充在建投資物業及發展中待售物業資本化之金額 | (760) | (435) |
| | | 77,949 | 73,438 |
| Gross rental income from investment properties | 投資物業所得租金收入總額 | 702,042 | 642,633 |
| Outgoings in respect of investment properties that generated rental income during the year | 有關於年內產生租金收入之投資物業的開支 | (61,995) | (60,650) |
| | | 640,047 | 581,983 |
| Expense relating to short-term leases | 短期租賃相關費用 | 4,365 | 2,025 |
| Auditor's remuneration | 核數師酬金 | 3,546 | 2,558 |
| Staff costs | 員工成本 | | |
| – Directors' emoluments (note 11) | – 董事薪酬(附註11) | 8,453 | 10,466 |
| – Salaries and other benefits in kind | – 薪金及其他實物利益 | 453,500 | 391,886 |
| – Amount recognised as expense for retirement benefit costs | – 確認為退休福利成本開支的金額 | 33,294 | 35,004 |
| Less: Amount capitalised in investment properties under development and properties under development for sale | 減：撥充在建投資物業及發展中待售物業資本化的金額 | (119,809) | (113,538) |
| | | 375,438 | 323,818 |



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10. INCOME TAX EXPENSE

10. 所得稅開支

| | | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
|--|---------------------|-----------------------------------|-----------------------------------|
| Current tax | 即期稅項 | | |
| – PRC Enterprise Income Tax (“EIT”) | – 中國企業所得稅 (「企業所得稅」) | (a) 27,990 | 175,401 |
| – PRC withholding tax on dividends distributed by subsidiaries | – 附屬公司分派股息的中國預扣稅 | 120,163 | – |
| – Under provision in prior year | – 過往年度撥備不足 | – | 58 |
| | | 148,153 | 175,459 |
| Mainland China LAT | 中國內地土地增值稅 (「土地增值稅」) | | |
| – Current year | – 本年度 | (b) 89,551 | 200,309 |
| Deferred taxation (note 18) | 遞延稅項 (附註18) | | |
| – Current year | – 本年度 | 738,357 | 739,101 |
| Total income tax expense | 所得稅開支總額 | 976,061 | 1,114,869 |

Notes:

- (a) Under the Law of the People's Republic of China on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of the Mainland China subsidiaries is 25% from 1 January 2008 onwards.
- (b) Under the Provisional Rules on LAT Implementation Rules of the Mainland China implemented on 27 January 1995, all gains from the sales or transfer of land use rights, buildings and their attached facilities in the Mainland China are subject to LAT at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds of sales of properties less deductible expenditures including cost of land use rights and all property development expenditures.

附註：

- (a) 根據中華人民共和國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，自二零零八年一月一日起，中國內地附屬公司的稅率為25%。
- (b) 根據於一九九五年一月二十七日實施的中國內地土地增值稅暫行條例實施細則，所有因銷售或轉讓於中國內地的土地使用權、樓宇及其相關設施而獲得的收益，均須繳納土地增值稅，稅款按土地增值額(即銷售物業所得款項減可扣減支出，包括土地使用權成本及所有物業發展開支)以累進率計算，由30%至60%不等。



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10. INCOME TAX EXPENSE (Cont'd)

Pursuant to the Cambodia tax laws, a subsidiary of the Group is entitled to preferential tax treatment with full exemption from Cambodia Corporate Income Tax for three years from 1 April 2019 to 31 March 2022. No estimated assessable profits for the period from 1 April 2022 to 31 December 2022 and therefore no Cambodia Corporate Income Tax has been provided for both years.

No Hong Kong Profits Tax has been provided for as the Group had no estimated assessable profits for both years.

The income tax expense for the year can be reconciled to the profit before tax per the consolidated statement of profit or loss as follows:

10. 所得稅開支 (續)

根據柬埔寨稅法，本集團的一間附屬公司自二零一九年四月一日起至二零二二年三月三十一日止三個年度享有稅務優惠待遇，獲全面豁免柬埔寨企業所得稅。自二零二二年四月一日起至二零二二年十二月三十一日期間並無任何估計應課稅盈利，故於兩個年度均無就柬埔寨企業所得稅計提撥備。

由於本集團於兩個年度並無任何估計應課稅盈利，故此並無就香港利得稅計提撥備。

本年度所得稅開支可與綜合損益表的除稅前盈利對賬如下：

| | | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
|---|--------------------------------|-----------------------------------|-----------------------------------|
| Profit before tax | 除稅前盈利 | 679,536 | 2,449,786 |
| Tax at the Mainland China EIT at 25% (2021: 25%) | 按25%中國內地企業所得稅稅率 (二零二一年：25%) | 169,884 | 612,447 |
| Tax effect of expenses not deductible for tax purposes | 不可扣稅開支的稅務影響 | 511,275 | 310,237 |
| Tax effect of income not taxable for tax purposes | 毋須課稅收入的稅務影響 | (111,680) | (29,992) |
| Tax effect of tax losses not recognised | 未確認稅項虧損的稅務影響 | 136,557 | 70,270 |
| Utilisation of tax losses previously not recognised | 動用先前未確認之稅項虧損 | (106) | (448) |
| Tax effect of deductible temporary differences not recognised | 未確認之可扣稅暫時差額之稅務影響 | 11 | 274 |
| Tax effect of temporary difference arising from withholding tax for undistributed profits | 未分派利潤預扣稅的暫時差額 所產生的稅務影響 | 202,113 | - |
| Mainland China LAT charge | 中國內地土地增值稅支出 | 89,551 | 200,309 |
| Tax effect of Mainland China LAT charge | 中國內地土地增值稅支出之稅務影響 | (22,388) | (50,077) |
| Under provision in prior year | 過往年度撥備不足 | - | 58 |
| Others | 其他 | 844 | 1,791 |
| Income tax expense for the year | 本年度所得稅開支 | 976,061 | 1,114,869 |



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11. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

11. 董事及僱員酬金

(a) Directors' emoluments

The emoluments paid or payable to each of the 9 (2021: 10) directors are as follows:

(a) 董事酬金

已付或應付9名(二零二一年: 10名)董事各自的薪酬如下:

| | | NOTES 附註 | Fees 袍金 RMB'000 人民幣千元 | Salaries and allowance 薪金及津貼 RMB'000 人民幣千元 | Equity- settled share-based payments 以股權結算 以股份支付 的款項 RMB'000 人民幣千元 | Contributions to retirement benefit scheme 退休福利 計劃供款 RMB'000 人民幣千元 | Total 總計 RMB'000 人民幣千元 |
|--|----------------|-------------|--------------------------------|---|--|---|---------------------------------|
| 2022 | 二零二二年 | | | | | | |
| Executive directors | 執行董事 | | | | | | |
| Ms. Huang Jingshu | 黃敬舒女士 | | - | 1,382 | - | 56 | 1,438 |
| Mr. Tang Shouchun | 唐壽春先生 | (a) | - | 2,239 | - | 112 | 2,351 |
| Mr. Ye Xingan | 葉興安先生 | | - | 2,016 | - | 75 | 2,091 |
| Mr. Huang Hao Yuan | 黃浩源先生 | | - | 1,614 | - | 75 | 1,689 |
| Ms. Li Yufei | 李俞霏小姐 | (d) | - | 177 | - | 9 | 186 |
| | | | - | 7,428 | - | 327 | 7,755 |
| Non-executive director | 非執行董事 | | | | | | |
| Mr. Chen Wei Sheng | 陳偉生先生 | | - | - | - | - | - |
| 2022 | 二零二二年 | | | | | | |
| Independent non-executive directors | 獨立非執行董事 | | | | | | |
| Mr. Wang Jing | 王敬先生 | | 224 | - | - | - | 224 |
| Ms. Hu Gin Ing | 胡競英女士 | | 250 | - | - | - | 250 |
| Mr. Mo Fan | 莫凡先生 | | 224 | - | - | - | 224 |
| | | | 698 | - | - | - | 698 |
| | | | 698 | 7,428 | - | 327 | 8,453 |



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11. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (Cont'd)

(a) Directors' emoluments (Cont'd)

| | | NOTES 附註 | Fees 袍金 RMB'000 人民幣千元 | Salaries and allowance 薪金及津貼 RMB'000 人民幣千元 | Equity- settled share-based payments 以股權結算 以股份支付 的款項 RMB'000 人民幣千元 | Contributions to retirement benefit scheme 退休福利 計劃供款 RMB'000 人民幣千元 | Total 總計 RMB'000 人民幣千元 |
|--|---------|-------------|--------------------------------|---|--|---|---------------------------------|
| 2021 | 二零二一年 | | | | | | |
| Executive directors | 執行董事 | | | | | | |
| Ms. Huang Jingshu | 黃敬舒女士 | | - | 2,731 | - | 122 | 2,853 |
| Mr. Tang Shouchun | 唐壽春先生 | (a) | - | 2,156 | - | 108 | 2,264 |
| Mr. Ye Xingan | 葉興安先生 | | - | 1,962 | - | 62 | 2,024 |
| Mr. Huang Hao Yuan | 黃浩源先生 | | - | 1,545 | - | 62 | 1,607 |
| Mr. Siu Chi Hung | 蕭志雄先生 | (b) | - | 995 | - | 50 | 1,045 |
| | | | - | 9,389 | - | 404 | 9,793 |
| Non-executive directors | 非執行董事 | | | | | | |
| Ms. Li Lihong | 李麗紅女士 | (b) | - | - | - | - | - |
| Mr. Chen Wei Sheng | 陳偉生先生 | (c) | - | - | - | - | - |
| 2021 | 二零二一年 | | | | | | |
| Independent non-executive directors | 獨立非執行董事 | | | | | | |
| Mr. Wang Jing | 王敬先生 | | 216 | - | - | - | 216 |
| Ms. Hu Gin Ing | 胡競英女士 | | 241 | - | - | - | 241 |
| Mr. Mo Fan | 莫凡先生 | | 216 | - | - | - | 216 |
| | | | 673 | - | - | - | 673 |
| | | | 673 | 9,389 | - | 404 | 10,466 |

Notes:

- (a) Appointed and acted as the Chief Executive Officer of the Company on 21 March 2016.
- (b) Resigned on 20 September 2021.
- (c) Appointed and acted as the Non-executive Director of the Company on 20 September 2021.
- (d) Appointed and acted as the Executive Director of the Company on 1 June 2022.

附註：

- (a) 於二零一六年三月二十一日獲委任並作為本公司行政總裁。
- (b) 於二零二一年九月二十日辭任。
- (c) 於二零二一年九月二十日獲委任並作為本公司非執行董事。
- (d) 於二零二二年六月一日獲委任並作為本公司執行董事。



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11. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (Cont'd)

11. 董事及僱員酬金 (續)

(a) Directors' emoluments (Cont'd)

Except Mr. Chen Wei Sheng (2021: Ms. Li Lihong and Mr. Chen Wei Sheng) who agreed not to receive remuneration during their service period as the non-executive director, no other directors waived or agreed to waive any emoluments for the year ended 31 December 2022. The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group. The non-executive director's and independent non-executive directors' emoluments shown above were for their services as directors of the Company.

During the years ended 31 December 2022 and 2021, no remuneration was paid by the Group to the directors as an inducement to join or upon joining the Group or as compensation for loss of office.

(b) Employees' emoluments

The five highest paid employees of the Group during the year included 4 directors (2021: 4 directors). Details of the remuneration for the year ended 31 December 2022 of the remaining one highest paid employee who is neither a director nor chief executive of the Company are as follows:

(a) 董事及僱員酬金 (續)

截至二零二二年十二月三十一日止年度，除陳偉生先生(二零二一年：李麗紅女士及陳偉生先生)同意於彼等任職期間不收取作為非執行董事之酬金外，概無其他董事放棄或同意放棄任何酬金。上表所列執行董事的酬金為彼等就管理本公司及本集團事務提供服務的報酬。上表所列非執行董事及獨立非執行董事的酬金乃為彼等擔任本公司董事所提供之服務的報酬。

截至二零二二年及二零二一年十二月三十一日止年度，本集團概無向董事支付任何薪酬，以作為加入本集團或加入本集團後的獎勵或作為離職補償。

(b) 僱員酬金

於年內，本集團五位最高薪酬僱員當中，包括4名董事(二零二一年：4名)。截至二零二二年十二月三十一日止年度餘下一名並非本公司董事亦非主要行政人員之最高薪酬僱員之薪酬詳情如下：

| | | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
|--|----------|-----------------------------------|-----------------------------------|
| Salaries and allowance | 薪酬及津貼 | 3,014 | 2,660 |
| Contributions to retirement benefit scheme | 退休福利計劃供款 | 151 | 133 |
| | | 3,165 | 2,793 |

The number of the highest paid employee who is not the directors of the Company whose remuneration fell within the followings bands is as follows:

介乎下列酬金範圍之並非本公司董事之最高薪酬僱員人數如下：

| | | 2022 二零二二年 | 2021 二零二一年 |
|--|-------------------------------|---------------|---------------|
| Hong Kong Dollar ("HK\$") 3,000,001 to HK\$3,500,000 | 3,000,001港元(「港元」)至3,500,000港元 | - | 1 |
| HK\$3,500,001 to HK\$4,000,000 | 3,500,001港元至4,000,000港元 | 1 | - |



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12. DIVIDEND

The directors of the Company do not recommend the payment of any dividend for the years ended 31 December 2022 and 2021.

13. (LOSS) EARNINGS PER SHARE

The calculation of the basic and diluted (loss) earnings per share attributable to the owners of the Company is based on the following data:

12. 股息

本公司董事不建議就截至二零二二年及二零二一年十二月三十一日止年度派發任何股息。

13. 每股(虧損)盈利

本公司股東應佔每股基本及攤薄(虧損)盈利乃基於以下數據計算：

| | | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
|--|----------------------------|-----------------------------------|-----------------------------------|
| Earnings | 盈利 | | |
| (Loss) earnings for the purposes of basic (loss) earnings per share | 用於計算每股基本(虧損)盈利的(虧損)盈利 | (730,147) | 1,152,576 |
| Effect of dilutive potential (loss) earnings in respect of | 潛在攤薄(虧損)盈利對以下各項的影響 | | |
| – Convertible bonds | – 可換股債券 | – | 3,543 |
| (Loss) earnings for the purposes of diluted (loss) earnings per share | 用於計算每股攤薄(虧損)盈利的(虧損)盈利 | (730,147) | 1,156,119 |
| | | 2022 二零二二年 | 2021 二零二一年 |
| Number of shares | 股份數目 | | |
| Weighted average number of ordinary shares of the Company for the purpose of basic (loss) earnings per share | 用於計算每股基本(虧損)盈利的本公司普通股加權平均數 | 5,097,703,975 | 5,097,557,126 |
| Effect of dilutive potential ordinary shares in respect of | 潛在攤薄普通股對以下各項的影響 | | |
| – Share options | – 購股權 | – | 13,429,053 |
| – Convertible bonds | – 可換股債券 | – | 133,685,286 |
| – Convertible preference shares | – 可換股優先股 | – | 3,404,575,241 |
| Weighted average number of ordinary shares of the Company for the purpose of diluted (loss) earnings per share | 用於計算每股攤薄(虧損)盈利的本公司普通股加權平均數 | 5,097,703,975 | 8,649,246,706 |

The computation of diluted loss per share for the year ended 31 December 2022 does not assume the conversion of outstanding convertible bonds and convertible preference shares (2021: certain outstanding convertible bonds) of the Group as the conversion would result in a decrease in loss per share (2021: increase in earnings per share). Moreover, the computation of diluted loss per share does not assume the exercise of the Company's options because the exercise price of those options was higher than the average market price for shares for the year ended 31 December 2022.

計算截至二零二二年十二月三十一日止年度的每股攤薄虧損時，並無假設本集團尚未行使的可換股債券及可換股優先股(二零二一年：若干尚未行使的可換股債券)獲兌換，原因為兌換將導致每股虧損減少(二零二一年：每股盈利增加)。此外，由於截至二零二二年十二月三十一日止年度本公司購股權的行使價高於股份平均市價，故計算每股攤薄虧損時並無假設該等購股權獲行使。



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截至二零二二年十二月三十一日止年度

14. INVESTMENT PROPERTIES

The Group leases out various offices, residential properties and retail stores under operating leases with rentals payable monthly. The leases typically run for an initial period of one to twenty years (2021: one to twenty years), with unilateral rights to extend the lease beyond initial period held by lessees only.

The Group is not exposed to foreign currency risk as a result of the lease arrangements, as all leases are denominated in the respective functional currencies of group entities. The lease contracts do not contain any residual value guarantees or any lessee's option to purchase the property.

For the year ended 31 December 2022, the total cash outflow for leases classified as investment properties is RMB31,045,000 (2021: RMB26,565,000).

14. 投資物業

本集團根據經營租賃租出多間辦公室、住宅物業及零售商舖，租金應按月支付。有關租賃一般初步為期一至二十年（二零二一年：一至二十年），僅承租人單方面擁有將租賃延長至初始期限之後的權利。

由於所有租賃均以集團實體各自的功能貨幣計值，故本集團概無因租賃安排而承受外匯風險。租賃合約並不包含任何剩餘價值擔保或承租人可購買有關物業的任何選擇權。

截至二零二二年十二月三十一日止年度，分類為投資物業之租賃之現金流出總額為人民幣31,045,000元（二零二一年：人民幣26,565,000元）。

| | | Completed investment properties | Investment properties under development at fair value | Total |
|--|-------------------------|--|--|------------------------|
| | | 已完成投資物業 RMB'000 人民幣千元 | 入賬之發展中投資物業 RMB'000 人民幣千元 | 總計 RMB'000 人民幣千元 |
| At 1 January 2021 | 於二零二一年一月一日 | 22,726,094 | 441,065 | 23,167,159 |
| Additions | 添置 | 70,982 | 228,590 | 299,572 |
| Transfer from properties under development for sale (note) | 轉撥自發展中待售物業(附註) | - | 4,060,400 | 4,060,400 |
| Transfer from properties held for sale (note) | 轉撥自待售物業(附註) | 2,185,324 | - | 2,185,324 |
| (Decrease) increase in fair value recognised in profit or loss, unrealised | 於損益內確認之公允價值(減少)增加，未變現 | (234,342) | 14,321 | (220,021) |
| Disposals | 出售 | (53,457) | - | (53,457) |
| Exchange adjustments | 匯兌調整 | (248,623) | - | (248,623) |
| At 31 December 2021 and 1 January 2022 | 於二零二一年十二月三十一日及二零二二年一月一日 | 24,445,978 | 4,744,376 | 29,190,354 |
| Additions | 添置 | - | 1,297,733 | 1,297,733 |
| Transfer from properties under development for sale (note) | 轉撥自發展中待售物業(附註) | - | 9,701,101 | 9,701,101 |
| Transfer from properties held for sale (note) | 轉撥自待售物業(附註) | 137,400 | - | 137,400 |
| Transfer from property, plant and equipment | 轉撥自物業、廠房及設備 | 7,296 | - | 7,296 |
| (Decrease) increase in fair value recognised in profit or loss, unrealised | 於損益內確認之公允價值(減少)增加，未變現 | (709,005) | 407,172 | (301,833) |
| Disposals | 出售 | (44,814) | - | (44,814) |
| Transfer to property, plant and equipment | 轉撥至物業、廠房及設備 | (78,165) | - | (78,165) |
| Exchange adjustments | 匯兌調整 | 769,945 | - | 769,945 |
| At 31 December 2022 | 於二零二二年十二月三十一日 | 24,528,635 | 16,150,382 | 40,679,017 |

Note: Included in transfer from properties held for sale/properties under development for sale, fair value gain of approximately RMB2,355,969,000 (2021: RMB2,787,454,000) have been recognised at the date of transfer in the consolidated statement of profit or loss.

附註：計入轉撥自待售物業／發展中待售物業，公允價值收益約為人民幣2,355,969,000元（二零二一年：人民幣2,787,454,000元）已於轉撥日期於綜合損益表中確認。



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14. INVESTMENT PROPERTIES (Cont'd)

All the completed investment properties are rented out under operating leases or are held for capital appreciation purposes.

The fair values of the Group's investment properties with aggregate carrying value of RMB40,679,017,000 as at 31 December 2022 (2021: RMB29,190,354,000) were arrived at on the basis of valuations carried out on those dates by Jones Lang LaSalle Corporate Appraisal and Advisory Limited, which is a firm of independent qualified professional valuer not connected to the Group.

During the year ended 31 December 2022, no right-of-use assets and lease liabilities under completed investment properties has been recognised (2021: RMB77,386,000 for both right-of-use assets and lease liabilities at the date of the inception of the leases). As 31 December 2022, the carrying amount of investment properties that were leased out under subleases amounted to RMB259,430,000 (2021: RMB308,580,000). During the year ended 31 December 2022, income from subleasing these properties amounted to RMB37,646,000 (2021: RMB39,986,000) and a fair value loss of these properties amounted to RMB49,150,000 (2021: a fair value gain of these properties amounted to RMB52,994,000) was recognised in profit of loss.

For completed investment properties, the valuations have been arrived at using income capitalisation approach and direct comparison approach. For income capitalisation approach, the market rentals of all lettable units of the properties are assessed by reference to the rentals achieved in the lettable units as well as other lettings of similar properties in the neighbourhood. The capitalisation rate adopted is made by reference to the yield rates observed by the valuer for the similar properties in the locality and adjusted based on the valuer's knowledge of the factors specific to the respective properties. Direct comparison approach is arrived at by reference to comparable market transactions and suppose that evidence of relevant transactions in the market place can be extrapolated to similar properties, subject to allowance for variable factors.

14. 投資物業(續)

所有已完成投資物業均已根據經營租賃出租或為資本增值目的而持有。

於二零二二年十二月三十一日，本集團賬面總值為人民幣40,679,017,000元（二零二一年：人民幣29,190,354,000元）之投資物業之公允價值乃根據仲量聯行企業評估及諮詢有限公司於該日所進行的估值達致，該公司為與本集團並無關聯之獨立合資格專業估值師行。

截至二零二二年十二月三十一日止年度，概無確認已完成投資物業項下的使用權資產及租賃負債（二零二一年：於租賃開始日期，使用權資產及租賃負債均為人民幣77,386,000元）。於二零二二年十二月三十一日，根據分租租出的投資物業賬面值為人民幣259,430,000元（二零二一年：人民幣308,580,000元）。截至二零二二年十二月三十一日止年度，來自分租該等物業的收益為人民幣37,646,000元（二零二一年：人民幣39,986,000元），而該等物業的公允價值虧損為人民幣49,150,000元（二零二一年：公允價值收益人民幣52,994,000元），該等公允價值收益於損益中確認。

就已完成投資物業而言，該估值乃採用收入資本計算法及直接比較法進行。就收入資本計算法而言，物業內所有可出租單位的市值租金乃參照可出租單位以及毗鄰相似物業的其他出租單位已得的租金進行評估。採用之資本化比率乃參照當地相似物業的收益率並根據估值師所知各物業的特質進行調整。直接比較法則參考可資比較市場交易，並假定可根據市場內相關交易案例對類似物業作出推斷，惟須考慮當中的可變因素。



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14. INVESTMENT PROPERTIES (Cont'd)

For investment properties under development that are measured at fair value, the valuations have been arrived at residual approach and direct comparison approach assuming that the investment properties will be completed in accordance with the development proposals and the relevant approvals for the proposals have been obtained. The key inputs in the residual approach include the market value of the completed investment properties, which are estimated with reference to sales evidence of similar properties in the nearest locality, with adjustments made to account for differences in locations and other factors specific to the respective properties based on the valuer's judgement. Costs of development are also taken into account including construction costs, finance costs and professional fees, as well as developer's profit margin which reflects the remaining risks associated with the development of the properties at the valuation date and the return that the developer would require for bringing them to completion status, which is determined by the valuer based on its analyses of recent land transactions and market value of similar completed properties in the respective locations. Direct comparison approach is arrived at by reference to comparable market transactions and suppose that evidence of relevant transactions in the market place can be extrapolated to similar properties, subject to allowance for variable factors.

In estimating the fair value of the investment properties, the highest and best use of the investment properties is their current use. The fair values of certain investment properties have been adjusted to exclude prepaid or accrued operating lease income to avoid double counting.

14. 投資物業(續)

就按公允價值計量之發展中投資物業而言，估值乃基於殘值法及直接比較法假設該等投資物業將根據發展規劃及已取得的相關規劃的批覆完工。殘值法的主要輸入數據包括已完成投資物業的市值，乃參考鄰近地域相似物業的銷售憑證估計，同時，根據估值師判斷的不同地段的差異以及各物業的其他不同特質進行調整。該估值也將開發成本納入考慮，包括建設成本、融資成本和專業費用及開發商的利潤率（於估值日反映物業開發的剩餘風險和開發商使物業達致完成狀況所需的回報），發展成本乃根據估值師對近期土地交易和不同區域類似已完成物業市場價值的分析而釐定。直接比較法則參考可資比較市場交易，並假定可根據市場內相關交易案例對類似物業作出推斷，惟須考慮當中的可變因素。

估計投資物業的公允價值時，投資物業之目前用途為最高及最佳用途。若干投資物業的公允價值已就撇除預付或應計經營租賃收入作出調整，以避免重複計算。



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14. INVESTMENT PROPERTIES (Cont'd)

The major inputs used in the fair value measurement of the Group's major investment properties as at 31 December 2022 and 2021 are set out below:

14. 投資物業(續)

於二零二二年及二零二一年十二月三十一日，本集團主要投資物業之公允價值計量所用之主要輸入數據載於下文：

| Investment properties held by the Group in the consolidated statement of financial position | Fair value hierarchy | Valuation technique and key inputs | Significant unobservable inputs | Relationship of unobservable inputs to fair value | Sensitivity |
|--|----------------------|---|--|--|--|
| 於綜合財務狀況表內由本集團持有的投資物業 | 公允價值等級 | 估值技術及主要輸入數據 | 主要不可觀察輸入數據 | 不可觀察輸入數據與公允價值之關係 | 敏感度 |
| Completed investment properties 已完成投資物業 | | | | | |
| Completed investment properties located in the Mainland China with an aggregate carrying amount of RMB13,924,565,000 (31.12.2021: RMB13,833,520,000) | Level 3 | Income Capitalisation Approach The key inputs are: (1) Capitalisation rate; and (2) Monthly market rent. | Capitalisation rate, taking into account the capitalisation of rental income potential, nature of the property, and prevailing market condition, of a range from 2.0% to 6.0% (31.12.2021: 1.5% to 6.0%). | The higher the capitalisation rate, the lower the fair value. | A slight increase in the capitalisation rate used would result in a significant decrease in fair value, and vice versa. |
| 位於中國內地的已完成投資物業，賬面總值為人民幣13,924,565,000元（二零二一年十二月三十一日：人民幣13,833,520,000元） | 第三級 | 收入資本計算法 主要輸入數據如下： (1) 資本化比率；及 (2) 市場月租。 | 經計及資本化租金收入潛力、物業性質及當前市況，資本化比率為2.0%至6.0%（二零二一年十二月三十一日：1.5%至6.0%）。 | 資本化比率越高，公允價值越低。 | 所用資本化比率小幅提升將導致公允價值大幅降低，反之亦然。 |
| | | | Monthly market rent, taking into account the completion time, location, and individual factors, such as frontage and size, between the comparables and the property, at an average of a range from RMB12 to RMB664 (31.12.2021: from RMB7 to RMB511) per square metre ("sqm") per month on gross floor area basis. | The higher the monthly market rent, the higher the fair value. | A significant increase in the monthly market rent used would result in a significant increase in fair value, and vice versa. |
| | | | 市場月租經計及可資比較物業與物業間之竣工時間、位置及臨街地界和規模等各項因素，以建築面積為基準每月每平方米（「平方米」）平均介乎人民幣12元至人民幣664元（二零二一年十二月三十一日：人民幣7元至人民幣511元）。 | 市場月租越高，公允價值越高。 | 所用市場月租大幅增加將導致公允價值大幅增加，反之亦然。 |



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14. INVESTMENT PROPERTIES (Cont'd)

14. 投資物業(續)

| Investment properties held by the Group in the consolidated statement of financial position | Fair value hierarchy | Valuation technique and key inputs | Significant unobservable inputs | Relationship of unobservable inputs to fair value | Sensitivity |
|---|----------------------|---|---|---|--|
| 於綜合財務狀況表內由本集團持有的投資物業 | 公允價值等級 | 估值技術及主要輸入數據 | 主要不可觀察輸入數據 | 不可觀察輸入數據與公允價值之關係 | 敏感度 |
| Completed investment properties located in the Mainland China with an aggregate carrying amount of RMB2,007,400,000 (31.12.2021: RMB1,991,040,000) 位於中國內地的已完成投資物業，賬面總值為人民幣2,007,400,000元(二零二一年十二月三十一日：人民幣1,991,040,000元) | Level 3 第三級 | Direct Comparison Approach The key input is: Selling price per sqm; 直接比較法 主要輸入數據如下： 每平方米銷售價格； | Selling prices per sqm based on market observable transactions of similar properties, of a range from RMB74,000 to RMB85,013 (31.12.2021: from RMB74,000 to RMB85,013) per sqm on gross floor area basis. 根據相似物業的可觀察市場交易釐定的每平方米銷售價格，以建築面積為基準每平方米介乎人民幣74,000元至人民幣85,013元(二零二一年十二月三十一日：人民幣74,000元至人民幣85,013元)。 | The higher the selling prices per sqm, the higher the fair value. 每平方米銷售價格越高，公允價值越高。 | A significant increase in the selling prices per sqm used would result in a significant increase in fair value, and vice versa. 每平方米銷售價格大幅增加將導致公允價值大幅增加，反之亦然。 |
| Completed investment properties located in Hong Kong with an aggregate carrying amount of RMB7,997,715,000 (31.12.2021: RMB7,920,091,000) 位於香港的已完成投資物業，賬面總值為人民幣7,997,715,000元(二零二一年十二月三十一日：人民幣7,920,091,000元) | Level 3 第三級 | Income Capitalisation Approach The key inputs are: (1) Capitalisation rate; and (2) Monthly market rent. 收入資本計算法 主要輸入數據如下： (1) 資本化比率；及 (2) 市場月租。 | Capitalisation rate, taking into account the capitalisation of rental income potential, nature of the property, and prevailing market condition, of 2.6% (31.12.2021: 2.5%). 經計及資本化租金收入潛力、物業性質及當前市況，資本化比率為2.6%(二零二一年十二月三十一日：2.5%)。 | The higher the capitalisation rate, the lower the fair value. 資本化比率越高，公允價值越低。 | A slight increase in the capitalisation rate used would result in a significant decrease in fair value, and vice versa. 所用資本化比率小幅提升將導致公允價值大幅降低，反之亦然。 |
| | | | Monthly market rent, taking into account the completion time, location, and individual factors, such as frontage and size, between the comparables and the property, at an average of a range from RMB 210 to RMB490 (31.12.2021: RMB280 to RMB310) per sqm per month on gross floor area basis. 市場月租經計及可資比較物業與物業間之竣工時間、位置及臨街地界和規模等各項因素，以建築面積為基準每月每平方米平均介乎人民幣210元至人民幣490元(二零二一年十二月三十一日：人民幣280元至人民幣310元)。 | The higher the monthly market rent, the higher the fair value. 市場月租越高，公允價值越高。 | A significant increase in the monthly market rent used would result in a significant increase in fair value, and vice versa. 所用市場月租大幅增加將導致公允價值大幅增加，反之亦然。 |



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14. INVESTMENT PROPERTIES (Cont'd)

14. 投資物業 (續)

| Investment properties held by the Group in the consolidated statement of financial position | Fair value hierarchy | Valuation technique and key inputs | Significant unobservable inputs | Relationship of unobservable inputs to fair value | Sensitivity |
|--|----------------------|--|--|--|--|
| 於綜合財務狀況表內由本集團持有的投資物業 | 公允價值等級 | 估值技術及主要輸入數據 | 主要不可觀察輸入數據 | 不可觀察輸入數據與公允價值之關係 | 敏感度 |
| Completed investment properties located in Cambodia with an aggregate carrying amount of RMB598,955,000 (31.12.2021: RMB701,327,000) | Level 3 | Income Capitalisation Approach | Capitalisation rate, taking into account the capitalisation of rental income potential, nature of the property, and prevailing market condition, of a range from 8.75% to 9.75% (31.12.2021: 8.5% to 9.5%). | The higher the capitalisation rate, the lower the fair value. | A slight increase in the capitalisation rate used would result in a significant decrease in fair value, and vice versa. |
| 位於柬埔寨的已完成投資物業，賬面總值為人民幣598,955,000元(二零二一年十二月三十一日：人民幣701,327,000元) | 第三級 | 收入資本計算法 主要輸入數據如下： (1) 資本化比率；及 (2) 市場月租。 | 經計及資本化租金收入潛力、物業性質及當前市況，資本化比率為介乎8.75%至9.75%（二零二一年十二月三十一日：8.5%至9.5%）。 | 資本化比率越高，公允價值越低。 | 所用資本化比率小幅提升將導致公允價值大幅降低，反之亦然。 |
| | | | Monthly market rent, taking into account the completion time, location, and individual factors, such as frontage and size, between the comparables and the property, at an average of a range from RMB101 to RMB115 (31.12.2021: RMB97 to RMB110) per sqm per month on gross floor area basis. | The higher the monthly market rent, the higher the fair value. | A significant increase in the monthly market rent used would result in a significant increase in fair value, and vice versa. |
| | | | 市場月租經計及可資比較物業與物業間之竣工時間、位置及臨街地界和規模等各項因素，以建築面積為基準每月每平方米平均介乎人民幣101元至人民幣115元（二零二一年十二月三十一日：人民幣97元至人民幣110元）。 | 市場月租越高，公允價值越高。 | 所用市場月租大幅增加將導致公允價值大幅增加，反之亦然。 |



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14. INVESTMENT PROPERTIES (Cont'd)

14. 投資物業(續)

| Investment properties held by the Group in the consolidated statement of financial position | Fair value hierarchy | Valuation technique and key inputs | Significant unobservable inputs | Relationship of unobservable inputs to fair value | Sensitivity |
|--|----------------------|---|---|---|---|
| 於綜合財務狀況表內由本集團持有的投資物業 | 公允價值等級 | 估值技術及主要輸入數據 | 主要不可觀察輸入數據 | 不可觀察輸入數據與公允價值之關係 | 敏感度 |
| Investment properties under development that are measured at fair value as at 31 December 2022 於二零二二年十二月三十一日按公允價值計值之發展中投資物業 | | | | | |
| Investment properties under development located in the Mainland China with an aggregate carrying amount of RMB685,600,000 (31.12.2021: RMB353,000,000) | Level 3 | Residual Approach The key inputs were: (1) Gross development value; and (2) Developer's profit margin. | Gross development value on completion basis, taking into account the completion time, location, and individual factors, such as frontage and size, between the comparable and the property, of RMB986,100,000. Developer's profit margin, taking into account the comparable land transactions and progress of the property, of a range from 12% to 15%. | The higher the gross development value, the higher the fair value. | A significant increase in gross development value used would result in a significant increase in fair value, and vice versa. |
| 位於中國內地的發展中投資物業，賬面總值為人民幣685,600,000元(二零二一年十二月三十一日：人民幣353,000,000元) | 第三級 | 殘值法 主要輸入數據如下： (1) 總開發價值；及 (2) 開發商利潤率。 | 按落成基準計值之總開發價值經計及可資比較物業與該物業間之預竣工時間、位置及臨街地界和規模等各項因素為人民幣986,100,000元。 經計及可資比較土地交易及物業進度，開發商利潤率為介乎12%至15%。 | 總開發價值越高，公允價值越高。 | 所用總開發價值大幅增加將導致公允價值大幅增加，反之亦然。 |
| | | (31.12.2021: Direct Comparison Approach The key input is: Selling price per sqm) | (31.12.2021: Selling prices per sqm based on market observable transactions of similar properties, of a range from RMB2,701 to RMB3,518 per sqm on gross floor area basis.) | (31.12.2021: The higher the selling prices per sqm, the higher the fair value.) | (31.12.2021: A significant increase in the selling prices per sqm used would result in a significant increase in fair value, and vice versa.) |
| | | (二零二一年十二月三十一日：直接比較法 主要輸入數據如下：每平方米銷售價格) | (二零二一年十二月三十一日：根據相似物業的可觀察市場交易釐定的每平方米銷售價格，以建築面積為基準每平方米介乎人民幣2,701元至人民幣3,518元。) | (二零二一年十二月三十一日：每平方米銷售價格越高，公允價值越高。) | (二零二一年十二月三十一日：每平方米銷售價格大幅增加將導致公允價值大幅增加，反之亦然。) |



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14. INVESTMENT PROPERTIES (Cont'd)

14. 投資物業(續)

| Investment properties held by the Group in the consolidated statement of financial position | Fair value hierarchy | Valuation technique and key inputs | Significant unobservable inputs | Relationship of unobservable inputs to fair value | Sensitivity |
|---|----------------------|--|---|---|---|
| 於綜合財務狀況表內由本集團持有的投資物業 | 公允價值等級 | 估值技術及主要輸入數據 | 主要不可觀察輸入數據 | 不可觀察輸入數據與公允價值之關係 | 敏感度 |
| Investment properties under development located in the Mainland China with an aggregate carrying amount of RMB440,882,000 (31.12.2021: RMB330,976,000) | Level 3 | Residual Approach The key inputs were: (1) Gross development value; and (2) Developer's profit margin. | Gross development value on completion basis, taking into account the completion time, location, and individual factors, such as frontage and size, between the comparable and the property, of RMB1,543,180,000 (2021: RMB773,316,000). | The higher the gross development value, the higher the fair value. | A significant increase in gross development value used would result in a significant increase in fair value, and vice versa. |
| 位於中國內地的發展中投資物業，賬面總值為人民幣440,882,000元(二零二一年十二月三十一日：人民幣330,976,000元) | 第三級 | 殘值法 主要輸入數據如下： (1) 總開發價值；及 (2) 開發商利潤率。 | 按落成基準計值之總開發價值經計及可資比較物業與該物業間之預竣工時間、位置及臨街地界和規模等各項因素為人民幣1,543,180,000元(二零二一年：人民幣773,316,000元)。 | 總開發價值越高，公允價值越高。 | 所用總開發價值大幅增加將導致公允價值大幅增加，反之亦然。 |
| | | | Developer's profit margin, taking into account the comparable land transactions and progress of the property, of a range from 12% to 15% (2021: from 12% to 15%). | The higher the developer's profit margin, the lower the fair value. | A significant increase in developer's profit margin used would result in a significant decrease in fair value, and vice versa. |
| | | | 經計及可資比較土地交易及物業進度，開發商利潤率為介乎12%至15%(二零二一年：12%至15%)。 | 開發商利潤率越高，公允價值越低。 | 所用開發商利潤率大幅增加將導致公允價值大幅減少，反之亦然。 |
| Investment properties under development located in the Mainland China with an aggregate carrying amount of RMB15,023,900,000 (31.12.2021: RMB4,060,400,000) | Level 3 | Direct Comparison Approach The key inputs were: (1) Selling price per sqm; and (2) The risk discount factor | Selling prices per sqm based on market observable transactions of similar properties, of a range from RMB33,788 to RMB40,394 (2021: RMB33,007 to RMB38,348) per sqm on gross floor area basis. | The higher the selling prices per sqm, the higher the fair value. | A significant increase in the selling prices per sqm used would result in a significant increase in fair value, and vice versa. |
| 位於中國內地的發展中投資物業，賬面總值為人民幣15,023,900,000元(二零二一年十二月三十一日：人民幣4,060,400,000元) | 第三級 | 直接比較法 主要輸入數據如下： (1) 每平方米銷售價格；及 (2) 風險貼現因素 | 根據相似物業的可觀察市場交易釐定的每平方米銷售價格，以建築面積為基準每平方米介乎人民幣33,788元至人民幣40,394元(二零二一年：人民幣33,007元至人民幣38,348元)。 | 每平方米銷售價格越高，公允價值越高。 | 每平方米銷售價格大幅增加將導致公允價值大幅增加，反之亦然。 |
| | | | The risk discount factor, taking into account the signing completion rate of relocation agreement with original residents and the expected time to complete the housing demolition, relocation and settlement. | The higher the risk discount factor, the lower the fair value. | A significant increase in risk discount factor used would result in a significant decrease in fair value, and vice versa. |
| | | | 風險貼現因素經計及與原居民簽訂搬遷協議之完成率及完成房屋拆遷、搬遷及重置之預期時間。 | 風險貼現因素越高，公允價值越低。 | 風險貼現因素大幅增加將導致公允價值大幅減少，反之亦然。 |

There were no transfers in or out of Level 3 during both years.

於兩個年度內，第三級並無轉入或轉出。



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15. PROPERTY, PLANT AND EQUIPMENT

15. 物業、廠房及設備

| | | Freehold land in USA | Hotel property in USA | Leasehold land and buildings in HK | Leasehold land and buildings in the Mainland China | Building improvements | Motor vehicles | Machinery and electronic equipment and others | Computer software, furniture and fixtures | Construction in progress | Total |
|---|----------------|----------------------|-----------------------|------------------------------------|--|-----------------------|----------------|---|---|--------------------------|-----------|
| | | 美國永久業權土地 | 美國酒店物業 | 香港租賃土地及樓宇 | 租賃土地及樓宇 | 樓宇裝修 | 汽車 | 機器及電子設備及其他 | 計算機軟件、傢俬及裝置 | 在建工程 | 總計 |
| | | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 |
| COST | 成本 | | | | | | | | | | |
| At 1 January 2021 | 於二零二一年一月一日 | 15,797 | 204,814 | 520,459 | 411,205 | 79,708 | 25,629 | 30,544 | 26,104 | 2,181 | 1,316,441 |
| Exchange adjustment | 匯兌調整 | (269) | (3,550) | - | - | - | (9) | - | (70) | - | (3,898) |
| Additions | 添置 | - | - | - | - | - | 644 | 5,451 | 3,374 | 1,353 | 10,822 |
| Transfer upon completion | 於完成後轉撥 | - | - | - | - | 1,872 | - | - | - | (1,872) | - |
| Derecognised on disposal of a subsidiary | 於出售一間附屬公司時終止確認 | - | - | - | (18,895) | - | - | - | - | - | (18,895) |
| Disposals/written off | 出售/撇銷 | - | - | - | - | - | (1,618) | (377) | - | - | (1,995) |
| At 31 December 2021 | 於二零二一年十二月三十一日 | 15,528 | 201,264 | 520,459 | 392,310 | 81,580 | 24,646 | 35,618 | 29,408 | 1,662 | 1,302,475 |
| Exchange adjustment | 匯兌調整 | 1,426 | 18,700 | - | - | - | - | - | 282 | - | 20,408 |
| Additions | 添置 | - | - | - | - | - | 632 | 550 | 1,206 | 781 | 3,169 |
| Transfer upon completion | 於完成後轉撥 | - | - | - | - | - | - | - | 885 | (885) | - |
| Transfer from investment properties (note 14) | 自投資物業轉撥(附註14) | - | - | 78,165 | - | - | - | - | - | - | 78,165 |
| Transfer to investment properties (note 14) | 轉撥至投資物業(附註14) | - | - | - | (8,807) | - | - | - | - | - | (8,807) |
| Disposals/written off | 出售/撇銷 | - | - | - | - | - | - | (355) | (112) | - | (467) |
| At 31 December 2022 | 於二零二二年十二月三十一日 | 16,954 | 219,964 | 598,624 | 383,503 | 81,580 | 25,278 | 35,813 | 31,669 | 1,558 | 1,394,943 |
| DEPRECIATION | 折舊 | | | | | | | | | | |
| At 1 January 2021 | 於二零二一年一月一日 | - | 37,926 | 25,672 | 209,991 | 40,441 | 21,060 | 27,269 | 22,501 | - | 384,860 |
| Exchange adjustment | 匯兌調整 | - | (887) | - | - | - | (9) | - | (49) | - | (945) |
| Provided for the year | 年度撥備 | - | 9,777 | 25,562 | 17,318 | 14,588 | 2,011 | 1,562 | 3,055 | - | 73,873 |
| Eliminated on disposal of a subsidiary | 於出售一間附屬公司時對銷 | - | - | - | (10,217) | - | - | - | - | - | (10,217) |
| Eliminated on disposals/written off | 出售/撇銷之對銷 | - | - | - | - | - | (1,366) | (358) | - | - | (1,724) |
| At 31 December 2021 | 於二零二一年十二月三十一日 | - | 46,816 | 51,234 | 217,092 | 55,029 | 21,696 | 28,473 | 25,507 | - | 445,847 |
| Exchange adjustment | 匯兌調整 | - | 4,268 | - | - | - | - | - | 220 | - | 4,488 |
| Provided for the year | 年度撥備 | - | 10,247 | 27,678 | 16,178 | 16,793 | 2,353 | 1,682 | 3,778 | - | 78,709 |
| Transfer to investment properties (note 14) | 轉撥至投資物業(附註14) | - | - | - | (6,035) | - | - | - | - | - | (6,035) |
| Eliminated on disposals/written off | 出售/撇銷之對銷 | - | - | - | - | - | - | (337) | (107) | - | (444) |
| At 31 December 2022 | 於二零二二年十二月三十一日 | - | 61,331 | 78,912 | 227,235 | 71,822 | 24,049 | 29,818 | 29,398 | - | 522,565 |
| CARRYING VALUES | 賬面值 | | | | | | | | | | |
| At 31 December 2022 | 於二零二二年十二月三十一日 | 16,954 | 158,633 | 519,712 | 156,268 | 9,758 | 1,229 | 5,995 | 2,271 | 1,558 | 872,378 |
| At 31 December 2021 | 於二零二一年十二月三十一日 | 15,528 | 154,448 | 469,225 | 175,218 | 26,551 | 2,950 | 7,145 | 3,901 | 1,662 | 856,628 |



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15. PROPERTY, PLANT AND EQUIPMENT (Cont'd)

The carrying amounts of owner-occupied leasehold land and buildings, situated in the Mainland China and Hong Kong ("HK"), at the end of the reporting period included both the leasehold land and building elements in property, plant and equipment, as in the opinion of the directors of the Company, allocations of the carrying amounts between the leasehold land and buildings elements cannot be made reliably.

The above items of property, plant and equipment, except for freehold land in USA and construction in progress, are depreciated on a straight-line basis at the following rates per annum:

| | |
|--|--|
| Hotel property in USA | 5% to 10% |
| Leasehold land and buildings in the Mainland China | Over the shorter of the term of the lease, or 2% to 5% |
| Leasehold land and buildings in HK | Over the shorter of the term of the lease, or 2% to 5% |
| Building improvements | 10% to 33 $\frac{1}{3}$ % |
| Motor vehicles | 20% to 25% |
| Machinery and electronic equipment and others | 10% to 33 $\frac{1}{3}$ % |
| Computer software, furniture and fixtures | 20% to 33 $\frac{1}{3}$ % |

16. INTEREST IN A JOINT VENTURE/AMOUNT DUE FROM A JOINT VENTURE

15. 物業、廠房及設備(續)

由於本公司董事認為無法準確作出租賃土地與樓宇部分的分配，報告期末的業主位於中國內地及香港（「香港」）之自用租賃土地及樓宇計入物業、廠房及設備內的租賃土地及樓宇中。

上文所述之物業、廠房及設備項目（位於美國之永久業權土地及在建工程除外）乃以直線法按以下年率折舊：

| | |
|----------------|------------------------|
| 美國酒店物業 | 5%至10% |
| 位於中國內地之租賃土地及樓宇 | 租賃期或2%至5%（以較短者為準） |
| 位於香港之租賃土地及樓宇 | 租賃期或2%至5%（以較短者為準） |
| 樓宇裝修 | 10%至33 $\frac{1}{3}$ % |
| 汽車 | 20%至25% |
| 機器及電子設備及其他 | 10%至33 $\frac{1}{3}$ % |
| 計算機軟件、傢私及裝置 | 20%至33 $\frac{1}{3}$ % |

16. 於一間合營公司的權益／應收一間合營公司款項

| | | | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
|---|------------------------|-----|-----------------------------------|-----------------------------------|
| Cost of investment in a joint venture | 於一間合營公司之投資成本 | (a) | 9,520 | 9,520 |
| Share of post-acquisition profits and other comprehensive income, net of dividends received | 應佔收購後利潤及其他全面收益，扣除收取之股息 | | (3,468) | (3,466) |
| | | | 6,052 | 6,054 |
| Amount due from a joint venture | 應收一間合營公司款項 | (b) | 522,318 | 522,318 |



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16. INTEREST IN A JOINT VENTURE/AMOUNT DUE FROM A JOINT VENTURE (Cont'd)

Notes:

- (a) Particulars of a joint venture as at 31 December 2022 and 2021 are as follows:

| Company name 公司名稱 | Form of business nature 業務性質 | Place of establishment and operation 成立及營運地點 | Paid-up capital 繳足股本 RMB'000 人民幣千元 | Proportion of voting right and percentage of interest held 投票權及所持權益百分比之比例 | Principal activity 主要業務 |
|--|---------------------------------|---|---|--|------------------------------|
| Shenzhen Anyuan Industrial Development Co., Ltd. ("Anyuan") (深圳市安元實業發展有限公司) | Established 成立 | Mainland China 中國內地 | 23,800 | 40% (2021: 40%) | Property development 物業發展 |
| 深圳市安元實業發展有限公司(「安元」) | 成立 | 中國內地 | 23,800 | 40%(二零二一年: 40%) | 物業發展 |

- (b) Amount due from a joint venture represents advances to a joint venture which is unsecured, interest-free and has no fixed repayment terms. In the opinion of the directors of the Company, the settlement of the advances is neither planned nor likely to occur in the foreseeable future.

16. 於一間合營公司的權益／應收一間合營公司款項(續)

附註：

- (a) 於二零二二年及二零二一年十二月三十一日一間合營公司的詳情如下：

| Company name 公司名稱 | Form of business nature 業務性質 | Place of establishment and operation 成立及營運地點 | Paid-up capital 繳足股本 RMB'000 人民幣千元 | Proportion of voting right and percentage of interest held 投票權及所持權益百分比之比例 | Principal activity 主要業務 |
|--|---------------------------------|---|---|--|------------------------------|
| Shenzhen Anyuan Industrial Development Co., Ltd. ("Anyuan") (深圳市安元實業發展有限公司) | Established 成立 | Mainland China 中國內地 | 23,800 | 40% (2021: 40%) | Property development 物業發展 |
| 深圳市安元實業發展有限公司(「安元」) | 成立 | 中國內地 | 23,800 | 40%(二零二一年: 40%) | 物業發展 |

- (b) 應收一間合營公司款項為支付予合營公司的預付款，該款項無抵押、免息，且無固定償還期限。本公司董事認為，該預付款結算並非按計劃進行，且於可見將來不大可能會發生。



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16. INTEREST IN A JOINT VENTURE/AMOUNT DUE FROM A JOINT VENTURE (Cont'd)

Summarised financial information of Anyuan after adjusting for any differences in accounting policies, and a reconciliation to the carrying amount in the consolidated financial statements, are disclosed below:

| | | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
|---|-------------|-----------------------------------|-----------------------------------|
| Non-current assets | 非流動資產 | 29 | 29 |
| Current assets | 流動資產 | 558,018 | 557,823 |
| Current liabilities | 流動負債 | (542,918) | (542,718) |
| Included in the above amounts are: | 計入上述款項： | | |
| Properties under development for sale | 發展中待售物業 | 439,902 | 439,702 |
| Cash and cash equivalents | 現金及現金等價物 | 98,005 | 98,010 |
| Amount due to a shareholder | 應付一名股東款項 | 522,318 | 522,318 |
| Loss and total comprehensive expense for the year | 年度虧損及全面開支總額 | 5 | 5 |

Reconciliation of the above summarised financial information to the carrying amount of the interest in the joint venture recognised in the consolidated financial statements:

下文披露安元已就會計政策的任何差異而調整的財務資料概要，以及與綜合財務報表賬面值所對銷：

以上財務資料概要與已於綜合財務報表確認之合營公司權益賬面值之對賬：

| | | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
|--|---------------|-----------------------------------|-----------------------------------|
| Net assets of Anyuan | 安元資產淨值 | 15,129 | 15,134 |
| Proportion of the Group's ownership interest in Anyuan | 本集團於安元擁有之權益比例 | 40% | 40% |
| Carrying amount of the Group's interest in Anyuan | 本集團於安元之權益賬面值 | 6,052 | 6,054 |



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17. EQUITY INSTRUMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

17. 按公允價值計入其他全面收益之股本工具

| | | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
|---|----------------------|-----------------------------------|-----------------------------------|
| Investments in: | 於下列各項之投資： | | |
| – Equity securities listed in the Mainland China (Note 1) | – 於中國內地上市之股權證券 (附註1) | 336,992 | 406,557 |
| – Equity interests in certain unlisted companies (Note 2) | – 於若干非上市公司之股權 (附註2) | 34,971 | 43,866 |
| | | 371,963 | 450,423 |

Notes:

Note 1: The above listed equity investment represents 0.4% equity interests in an entity listed in the Mainland China.

Note 2: The amount represent 10% unlisted equity interests in a bank in the PRC and 1% equity interest in a fund management company in the PRC.

These investments are not held for trading, instead, they are held for long-term strategic purposes. The directors of the Company have elected to designate these investments in equity instrument as FVTOCI as they believe that recognising short-term fluctuations in these investments' fair value in profit or loss would not be consistent with the Group's strategy of holding the investment for long-term purposes and realising their performance potential in the long run.

附註：

附註1： 上述上市股權投資指於一間中國內地上市公司之0.4%股權。

附註2： 該金額指於一間中國銀行之10%非上市股權及一間中國基金管理公司之1%股權。

該等投資並非持作買賣，而是就長期策略用途持有。由於本公司董事認為於損益確認該等投資之公允價值短期波動並不符合本集團長期持有該投資及長遠變現其表現潛力之策略，故彼等已選擇指定於該等股本工具之投資為按公允價值計入其他全面收益。



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18. DEFERRED TAX

The movements in deferred tax assets (liabilities) arising from temporary differences are as follows:

18. 遞延稅項

暫時差額產生的遞延稅項資產(負債)的變動如下:

| | | Tax losses | Withholding tax for undistributed profits | Valuation on investment properties | Accelerated tax depreciation | Fair value adjustments | Accrual for LAT | Pre-sale deposits | Others | Total |
|---|------------------|------------|---|------------------------------------|------------------------------|------------------------|-----------------|-------------------|----------|-------------|
| | | 稅項虧損 | 未分配利潤的預扣稅 | 投資物業估值 | 加速稅項折舊 | 公允價值調整 | 應計土地增值稅 | 預售按金 | 其他 | 總計 |
| | | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 |
| At 1 January 2021 | 於二零二一年一月一日 | 65,658 | (33,050) | (2,429,510) | (259,608) | (26,745) | 394,490 | 84,914 | (76,497) | (2,280,348) |
| Credit (charge) to the profit or loss (note 10) | 於損益計入(扣除)(附註10) | 60,913 | - | (680,297) | (56,959) | - | 24,012 | (67,183) | (19,587) | (739,101) |
| Credit to other comprehensive income | 於其他全面收益計入 | - | - | - | - | 12,709 | - | - | - | 12,709 |
| Balance as at 31 December 2021 | 於二零二一年十二月三十一日之結餘 | 126,571 | (33,050) | (3,109,807) | (316,567) | (14,036) | 418,502 | 17,731 | (96,084) | (3,006,740) |
| At 1 January 2022 | 於二零二二年一月一日 | 126,571 | (33,050) | (3,109,807) | (316,567) | (14,036) | 418,502 | 17,731 | (96,084) | (3,006,740) |
| Credit (charge) to the profit or loss (note 10) | 於損益計入(扣除)(附註10) | 35,689 | (202,113) | (663,001) | (57,033) | - | (7,569) | 35,403 | 104 | (858,520) |
| Withholding tax paid | 已付預扣稅 | - | 120,163 | - | - | - | - | - | - | 120,163 |
| (Charge) credit to other comprehensive income | 於其他全面收益(扣除)計入 | - | - | (1,131) | - | 19,613 | - | - | - | 18,482 |
| Balance as at 31 December 2022 | 於二零二二年十二月三十一日之結餘 | 162,260 | (115,000) | (3,773,939) | (373,600) | 5,577 | 410,933 | 53,134 | (95,980) | (3,726,615) |

The following is the analysis of the deferred taxation balances for financial reporting purposes:

就財務報告目的而言，遞延稅項結餘分析如下：

| | | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
|--------------------------|--------|-----------------------------------|-----------------------------------|
| Deferred tax assets | 遞延稅項資產 | 617,557 | 551,812 |
| Deferred tax liabilities | 遞延稅項負債 | (4,344,172) | (3,558,552) |
| | | (3,726,615) | (3,006,740) |



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18. DEFERRED TAX (Cont'd)

The EIT Law and its implementation rules impose a withholding tax at 10%, unless reduced by a tax treaty or arrangement, for dividends distributed by the Mainland China-resident enterprises to their non-Mainland China resident corporate investors for profits earned since 1 January 2008. Under the Sino-Hong Kong Double Tax Arrangement, a qualified Hong Kong tax resident is entitled to a reduced withholding tax rate of 5% if the Hong Kong tax resident is the "beneficial owner" and holds 25% or more of the equity interests of the Mainland China enterprise directly. Since the Group controls the quantum and timing of distribution of profits of the Group's subsidiaries in the Mainland China, deferred tax liabilities are only provided to the extent that such profits are expected to be distributed in the foreseeable future.

At 31 December 2022, the Group has unused deductible temporary difference amounted to RMB28,473,000 (2021: RMB28,429,000). No deferred tax asset has been recognised in respect of such temporary difference due to the unpredictability of future profit streams.

At the end of the reporting period, the Group has unused tax losses of RMB2,083,479,000 (2021: RMB1,394,919,000) available to offset against future profits. For the year ended 31 December 2022, a deferred tax asset had been recognised in respect of such tax losses amounting to RMB649,040,000 (2021: RMB506,284,000) and no deferred tax asset had been recognised in respect of the remaining tax losses of RMB1,434,439,000 (2021: RMB888,635,000) due to the unpredictability of future profit streams. Included in unrecognised tax losses are losses of RMB350,878,000 (2021: RMB203,024,000) will expire in the following years ending 31 December 2022, other losses may be carried forward indefinitely:

18. 遞延稅項(續)

企業所得稅法及其實施規則規定，自二零零八年一月一日起，中國內地居民企業就所賺取盈利向非中國內地居民企業投資者分派的股息須按10%繳納預扣稅(除非根據稅項條約或安排獲減免)。根據內地與香港避免雙重徵稅安排，作為「實益擁有人」並直接持有中國內地企業25%或以上股權的合資格香港稅務居民有權按減免預扣稅稅率5%繳稅。由於本集團可控制分派本集團於中國內地的附屬公司的盈利的數量及時間，遞延稅項負債僅以預期可於可見將來分派的有關盈利為限計提撥備。

於二零二二年十二月三十一日，本集團有未動用可扣稅暫時差額人民幣28,473,000元(二零二一年：人民幣28,429,000元)。由於未來盈利來源的不可預測性，因此概無就該等暫時差額確認遞延稅項資產。

於報告期末，本集團可供抵銷未來盈利之未動用稅項虧損為人民幣2,083,479,000元(二零二一年：人民幣1,394,919,000元)。截至二零二二年十二月三十一日止年度，就該等稅項虧損人民幣649,040,000元(二零二一年：人民幣506,284,000元)確認遞延稅項資產及由於未來盈利來源不可預測，故並無就其餘稅項虧損人民幣1,434,439,000元(二零二一年：人民幣888,635,000元)確認遞延稅項資產。未確認之稅項虧損包括虧損人民幣350,878,000元(二零二一年：人民幣203,024,000元)將於以下截至二零二二年十二月三十一日止之年度屆滿，而其他虧損則可無限期結轉：

| | | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
|------|-------|-----------------------------------|-----------------------------------|
| 2023 | 二零二三年 | 285 | 1,216 |
| 2024 | 二零二四年 | 13,929 | 13,422 |
| 2025 | 二零二五年 | 81,575 | 81,575 |
| 2026 | 二零二六年 | 106,811 | 106,811 |
| 2027 | 二零二七年 | 148,278 | - |
| | | 350,878 | 203,024 |



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18. DEFERRED TAX (Cont'd)

Under the EIT Law of PRC, withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiaries from 1 January 2008 onwards. The PRC withholding tax is applicable to dividends payable to investors that are “non-PRC tax resident enterprises”, which do not have an establishment or place of business in the PRC, or which have such establishment or place of business but the relevant income is not effectively connected with the establishment or place of business, to the extent such dividends have their sources within the PRC. Under such circumstances, dividends distributed from the PRC subsidiaries in respect of profits earned from 1 January 2008 onwards to non-PRC tax resident group entities shall be subject to the withholding income tax at 5%, if applicable. As at 31 December 2022, the aggregate amount of temporary differences associated with undistributed earnings of the PRC subsidiaries amounted to RMB16,955,567,000 (2021: RMB17,150,718,000). Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to accumulated profits of the PRC subsidiaries amounting to RMB14,655,567,000 (2021: RMB16,489,718,000) as the Group has set aside such fund for the business development in the PRC and is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

19. PROPERTIES UNDER DEVELOPMENT FOR SALE

Included in the properties under development for sale as at 31 December 2022 is carrying value of RMB41,207,735,000 (2021: RMB39,885,564,000) which represents the carrying value of the properties expected to be realised after twelve months from the end of the reporting period. The Group's properties under development for sale are mainly situated in the Mainland China and Hong Kong.

Analysis of leasehold lands:

| | |
|--------------------|--------|
| Carrying amount | 賬面值 |
| Total cash outflow | 現金流出總額 |
| Additions | 添置 |

The carrying amount of leasehold lands is measured at cost less any accumulated depreciation and any impairment losses. The residual values are determined as the estimated disposal value of the leasehold land component. No depreciation charge is made on the leasehold lands taking into account the estimated residual values as at 31 December 2022 and 2021.

18. 遞延稅項 (續)

根據中國企業所得稅法，自二零零八年一月一日起，就中國附屬公司賺取之盈利所宣派的股息徵收預扣稅。中國預扣稅適用於應付作為「非中國稅務居民企業」之投資者之股息，該等非中國稅務居民企業於中國並無機構或營業地點，或設有該等機構或營業地點，但相關收入實際上與該等機構或營業地點無關，惟僅以相關股息乃源自中國為限。在該等情況下，中國附屬公司就自二零零八年一月一日起賺取之盈利向非中國稅務居民集團實體派發之股息須按5%之稅率（倘適用）繳付預扣所得稅。於二零二二年十二月三十一日，與中國附屬公司未分派盈利有關之暫時差額總額為人民幣16,955,567,000元（二零二一年：人民幣17,150,718,000元）。遞延稅項並無於綜合財務報表中就中國附屬公司累計盈利應佔暫時差額人民幣14,655,567,000元（二零二一年：人民幣16,489,718,000元）計提撥備，此乃由於本集團預留有關資金以於中國發展業務，並可控制暫時差額之撥回時間，而暫時差額於可預見將來可能不會撥回。

19. 發展中待售物業

於二零二二年十二月三十一日，列為發展中待售物業之賬面值為人民幣41,207,735,000元（二零二一年：人民幣39,885,564,000元），乃預期於報告期末起計十二個月後方變現之物業賬面值。本集團之發展中待售物業主要位於中國內地及香港。

租賃土地之分析：

| | 2022 | 2021 |
|--------------------|-----------|-----------|
| | 二零二二年 | 二零二一年 |
| | RMB'000 | RMB'000 |
| | 人民幣千元 | 人民幣千元 |
| Carrying amount | 4,880,421 | 5,108,055 |
| Total cash outflow | 828,790 | 1,057,081 |
| Additions | 7,036 | 2,159,359 |

租賃土地之賬面值乃按成本減任何累計折舊及任何減值虧損計量。殘值被釐定為租賃土地部分之估計出售價值。經計及於二零二二年及二零二一年十二月三十一日之估計殘值，概無就租賃土地計提折舊費用。



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20. PROPERTIES HELD FOR SALE

The Group's properties held for sale are situated in the Mainland China.

Analysis of leasehold lands:

| | | 2022 | 2021 |
|-----------------|-----|----------------|---------|
| | | 二零二二年 | 二零二一年 |
| | | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 |
| Carrying amount | 賬面值 | 331,724 | 527,208 |

The carrying amount of leasehold lands is measured at cost less any accumulated depreciation and any impairment losses. The residual values are determined as the estimated disposal value of the leasehold land component. No depreciation charge is made on the leasehold lands taking into account the estimated residual values as at 31 December 2022 and 2021.

20. 待售物業

本集團待售物業位於中國內地。

租賃土地之分析：

| | | 2022 | 2021 |
|--|--|---------|---------|
| | | 二零二二年 | 二零二一年 |
| | | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 |

租賃土地之賬面值乃按成本減任何累計折舊及任何減值虧損計量。殘值被釐定為租賃土地部分之估計出售價值。經計及於二零二二年及二零二一年十二月三十一日之估計殘值，概無就租賃土地計提折舊費用。

21. ACCOUNTS RECEIVABLE

Accounts receivable from:

- Contracts with customers
- Lease receivables

Accounts receivable
Less: Allowance for credit losses

應收賬款來自：

- 客戶合約
- 租賃應收款項

應收賬款
減：信貸虧損撥備

| | | 2022 | 2021 |
|--|--|---------|---------|
| | | 二零二二年 | 二零二一年 |
| | | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 |

| | |
|----------------|---------|
| 41,360 | 25,089 |
| 165,819 | 124,503 |

| | |
|------------------|-----------|
| 207,179 | 149,592 |
| (146,488) | (110,103) |

| | |
|---------------|--------|
| 60,691 | 39,489 |
|---------------|--------|

As at 1 January 2021, trade receivables from contracts with customers amounted to RMB16,719,000.

於二零二一年一月一日，來自客戶合約之貿易應收款項為人民幣16,719,000元。



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21. ACCOUNTS RECEIVABLE (Cont'd)

Accounts receivable represent receivables arising from sales of properties, rental income from leasing properties and comprehensive services (including hotel operation and property management). For the receivables arising from sales of properties, they are due for settlement in accordance with the terms of the relevant sales and purchase agreements. For the receivables arising from rental income from leasing properties, monthly rents are normally received in advance and sufficient rental deposits are held to minimise credit risk. For accounts receivable generated from hotel operation, the credit term is payable on demand. For accounts receivable generated from property management, receivable generally have credit terms of 30 to 60 days (2021: 30 to 60 days). All accounts receivable are denominated in RMB. The ageing analysis of the Group's accounts receivable, based on invoice dates for rental income from leasing properties and comprehensive services and the terms of relevant sales and purchases agreements for sales of properties, is as follows:

| | | 2022 | 2021 |
|-----------------|---------|---------------|---------------|
| | | 二零二二年 | 二零二一年 |
| | | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 |
| Within 1 month | 1個月內 | 41,367 | 27,183 |
| 1 to 12 months | 1至12個月 | 18,734 | 8,397 |
| 13 to 24 months | 13至24個月 | 590 | 3,909 |
| | | 60,691 | 39,489 |

As at 31 December 2022, included in the Group's accounts receivable balance are debtors with aggregate carrying amount of RMB19,324,000 (2021: RMB12,306,000) which are past due as at the reporting date. For balance of RMB2,718,000 (2021: RMB7,079,000) has been past due 90 days or more, it is not considered as in default due to the long-term/ongoing relationship and good repayment record of the counterparties. The Group does not hold any collateral over these balances.

21. 應收賬款(續)

應收賬款指銷售物業、租賃物業的租金收入及綜合服務(包括酒店營運及物業管理)的應收款項。就銷售物業產生的應收款項而言，該等款項乃根據相關買賣協議條款到期應付。就租賃物業的租金收入產生的應收款項而言，每月租金通常預先收取，並持有充足的租金按金以減低信貸風險。就酒店營運產生的應收賬款而言，信貸期乃須按要求的支付。物業管理所得的應收賬款的信貸期一般為30至60天(二零二一年：30至60天)。所有應收賬款以人民幣計值。本集團應收賬款的賬齡按有關租賃物業的租金收入及綜合服務發票日期以及相關物業銷售買賣協議條款分析如下：

於二零二二年十二月三十一日，計入本集團應收賬款結餘之款項為賬面總值為人民幣19,324,000元(二零二一年：人民幣12,306,000元)之應收款項，於報告日已逾期。由於與交易方維持長期／持續關係及彼等還款記錄良好，故此逾期已超過90日或以上之結餘人民幣2,718,000元(二零二一年：人民幣7,079,000元)並未被視為違約。本集團並無就該等結餘持有任何抵押品。



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21. ACCOUNTS RECEIVABLE (Cont'd)

The movement in the allowance for credit losses is as follows:

| | | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
|---------------------------------|-----------|-----------------------------------|-----------------------------------|
| A 1 January | 於一月一日 | 110,103 | 41,230 |
| Impairment loss recognised, net | 已確認減值虧損淨額 | 36,385 | 68,873 |
| At 31 December | 於十二月三十一日 | 146,488 | 110,103 |

For the years ended 31 December 2022 and 2021, the Group applies the HKFRS 9 simplified approach to measure ECL for accounts receivable based on lifetime ECL. Accounts receivable have been grouped based on shared credit risk characteristics and the historical observed default rates have been adjusted by forward looking estimates.

21. 應收賬款(續)

信貸虧損撥備變動如下：

| | | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
|---------------------------------|-----------|-----------------------------------|-----------------------------------|
| At 1 January | 於一月一日 | 110,103 | 41,230 |
| Impairment loss recognised, net | 已確認減值虧損淨額 | 36,385 | 68,873 |
| At 31 December | 於十二月三十一日 | 146,488 | 110,103 |

截至二零二二年及二零二一年十二月三十一日止年度，本集團應用香港財務報告準則第9號的簡化方法根據存續期預期信貸虧損計量應收賬款的預期信貸虧損。應收賬款已根據共同信貸風險特徵及歷史觀察違約率分組，並經前瞻性估計調整。

22. DEPOSITS PAID, PREPAYMENTS AND OTHER RECEIVABLES

| | | NOTES 附註 | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
|--|-----------|-------------|-----------------------------------|-----------------------------------|
| Deposits paid and prepayments | 已付按金及預付款項 | (a) | 2,453,972 | 2,183,011 |
| Other receivables | 其他應收款項 | | 179,012 | 169,117 |
| Amounts due from related parties | 應收關聯人士款項 | (b) | 203,789 | 233,775 |
| Amounts due from non-controlling interests | 應收非控股權益款項 | (c) | 1,148,533 | 13,006 |
| Total | 總計 | | 3,985,306 | 2,598,909 |

Notes:

- (a) The balance mainly represents prepaid construction costs of RMB1,292,116,000 (2021: RMB1,249,418,000) to the contractors for the Group's property development projects, urban renewal service prepayment of RMB575,279,000 (2021: RMB305,199,000) to an independent third party for the Group's urban renewal projects, and prepaid contract costs amounted to RMB59,402,000 (2021: RMB10,028,000).
- (b) Amounts due from related parties, in which the ultimate controlling party has beneficial interests, are non-trade nature, unsecured, interest-free and repayable on demand.
- (c) The balance as at 31 December 2022 mainly presented the remaining consideration receivables to be received from a non-controlling interest of RMB1,135,652,000 arising from the disposal of 8% of equity interest in Shenzhen Sida Industrial Co., Limited, a subsidiary of the Group. Such amount has been settled subsequent to the end of reporting period. In addition, amount due from non-controlling interests amounting to RMB10,006,000 (2021: RMB10,131,000) is secured by equity interests held by the non-controlling party, interest bearing at 6.37% (2021: 6.37%) per annum and repayable on demand. Remaining balance of amount due from non-controlling interests is non-trade nature, unsecured, interest-free and repayable on demand.

附註：

- (a) 該結餘主要為就本集團物業開發項目而向承包商作出之預付建設成本人民幣1,292,116,000元(二零二一年：人民幣1,249,418,000元)、就本集團城市更新項目而向獨立第三方作出之城市更新服務預付款人民幣575,279,000元(二零二一年：人民幣305,199,000元)，以及預付合約成本人民幣59,402,000元(二零二一年：人民幣10,028,000元)。
- (b) 應收關聯方款項(最終控股方於其中擁有實益權益)屬非交易性質、無抵押、免息及須按要求償還。
- (c) 於二零二二年十二月三十一日之結餘主要為自出售本集團附屬公司深圳市四達實業發展有限公司8%股權產生之將向非控股權益收取之餘下應收代價人民幣1,135,652,000元。該款項已於報告期後結清。此外，應收非控股權益款項為人民幣10,006,000元(二零二一年：人民幣10,131,000元)，該款項由非控股方持有之股權作抵押，按年利率6.37%(二零二一年：6.37%)計息及須按要求償還。應收非控股權益款項之餘下結餘屬非交易性質、無抵押、免息及須按要求償還。



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23. RESTRICTED BANK DEPOSITS

| | | 2022 | 2021 |
|---|----------------|------------------|------------------|
| | | 二零二二年 | 二零二一年 |
| | | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 |
| Pledged bank deposits for bank loans | 就銀行貸款抵押的銀行存款 | 1,078,426 | 2,547,603 |
| Funds under regulation by banks for specific purposes | 受銀行監管作特定用途的資金 | 801,366 | 628,871 |
| Pledged bank deposits for mortgage (Note) | 就按揭抵押的銀行存款(附註) | 146,369 | 196,683 |
| Performance deposits for construction contracts | 建築合約的履約按金 | 1,437 | 4,184 |
| Others | 其他 | 7,472 | 2,679 |
| | | 2,035,070 | 3,380,020 |
| Classified as: | 分類為： | | |
| Current | 流動 | 1,671,732 | 2,840,020 |
| Non-current | 非流動 | 363,338 | 540,000 |
| | | 2,035,070 | 3,380,020 |

The effective interest rates of restricted bank deposits are in the range of 0.01% to 3.03% (2021: 0.01% to 3.58%) per annum. The pledged bank deposits will be released upon the settlement of relevant bank borrowings.

Note: The balance represents bank deposits pledged to secure the mortgage granted to buyers of properties.

受限制銀行存款實際年利率均介乎0.01%至3.03% (二零二一年：0.01%至3.58%)。抵押銀行存款將於相關銀行借貸清償後獲解除。

附註：該結餘指為取得向物業買家授出的按揭而作出的抵押銀行存款。

24. BANK BALANCES AND CASH

As at 31 December 2022, included in bank balances and cash was a fixed deposit of nil (2021: RMB261,500,000) with original maturity period of more than three months but within one year.

Bank balances carry interest at market rates which range from 0.30% to 3.58% (2021: 0.01% to 2.25%).

24. 銀行結餘及現金

於二零二二年十二月三十一日，銀行結餘及現金包括原到期日為多於三個月但少於一年之定期存款為零(二零二一年：人民幣261,500,000元)。

銀行結餘按市場利率計息，利率介乎0.30%至3.58% (二零二一年：0.01%至2.25%)。



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25. ACCOUNTS PAYABLE

Accounts payable mainly represents amounts due to contractors and government authorities. Payment to contractors is made by reference of progress of the respective construction work and agreed milestones. Payment to government authorities is made by reference to the agreed milestones for payment of land premium.

25. 應付賬款

應付賬款主要指應付承包商及政府機關的款項。應付承包商款項參考有關建設工程進度及協定里程碑作出。應付政府機關款項參考有關支付土地溢價的協定里程碑作出。

| | | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
|------------------|------|-----------------------------------|-----------------------------------|
| Accounts payable | 應付賬款 | 5,449,855 | 3,642,441 |

The following is an ageing analysis of accounts payable presented based on the invoice date:

應付賬款按發票日期進行的賬齡分析呈列如下：

| | | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
|-----------------|---------|-----------------------------------|-----------------------------------|
| Within 1 month | 1個月內 | 4,233,541 | 2,680,964 |
| 1 to 12 months | 1至12個月 | 1,021,957 | 770,407 |
| 13 to 24 months | 13至24個月 | 122,773 | 113,386 |
| Over 24 months | 超過24個月 | 71,584 | 77,684 |
| | | 5,449,855 | 3,642,441 |

The average credit period for purchase of construction materials ranged from six months to one year.

購買建築材料的平均信貸期為六個月至一年不等。



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26. ACCRUALS, DEPOSITS RECEIVED AND OTHER PAYABLES

26. 應計費用、已收按金及其他應付款項

| | | | 2022 | 2021 |
|--|-------------|-------|------------------|-----------|
| | | NOTES | 二零二二年 | 二零二一年 |
| | | 附註 | RMB'000 | RMB'000 |
| | | | 人民幣千元 | 人民幣千元 |
| Rental deposits received | 已收租金按金 | | 188,967 | 212,200 |
| Receipts in advance | 預收款項 | (a) | 992 | 7,478 |
| Other payables and accruals | 其他應付款項及應計費用 | | 630,724 | 601,484 |
| Amounts due to related parties | 應付關聯方款項 | (b) | 1,570,850 | 1,101,729 |
| Amounts due to non-controlling interests | 應付非控股權益款項 | (c) | 2,099 | 2,453 |
| | | | 2,393,632 | 1,925,344 |

Notes:

- (a) As at 31 December 2022 and 2021, receipts in advance consist of rental considerations received in advance from customers.
- (b) Amounts due to related parties, in which the ultimate controlling party has beneficial interests, are non-trade nature, unsecured, interest-free and repayable on demand.
- (c) Amounts due to non-controlling interests are non-trade nature, unsecured, interest-free and repayable on demand.

附註：

- (a) 於二零二二年及二零二一年十二月三十一日，預收款項包括預先向客戶收取之租金代價。
- (b) 應付關聯方款項（最終控股方於其中擁有實益權益）屬非交易性質、無抵押、免息及須按要求償還。
- (c) 應付非控股權益款項屬非交易性質、無抵押、免息及須按要求償還。



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27. CONTRACT LIABILITIES

27. 合同負債

| | | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
|---|-------------|-----------------------------------|-----------------------------------|
| Sales of properties | 物業銷售 | 2,879,294 | 1,354,922 |
| Hotel operation and property management service | 酒店營運及物業管理服務 | 7,992 | 4,016 |
| | | 2,887,286 | 1,358,938 |

The significant increase in contract liabilities in the current year was mainly due to the advances received from customers in relation to sales of properties resulting an increase in contract liabilities of RMB2,557 million.

本年度合同負債大幅增加乃主要由於就物業銷售已收客戶之墊款導致合同負債增加人民幣2,557百萬元。

As at 1 January 2021, contract liabilities amounted to RMB1,348,932,000.

於二零二一年一月一日，合同負債為人民幣1,348,932,000元。

The following table shows how much of the revenue recognised in the respective years relates to carried-forward contract liabilities at the start of the respective years.

下表列示於各年度確認與各年度初之結轉合同負債相關之收入金額。

| | | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
|---|-------------|-----------------------------------|-----------------------------------|
| Sales of properties | 物業銷售 | 1,032,658 | 1,289,632 |
| Hotel operation and property management service | 酒店營運及物業管理服務 | 4,016 | 3,361 |



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28. LEASE LIABILITIES

Lease liabilities payable:

| | | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
|--|------------------------|-----------------------------------|-----------------------------------|
| Within one year | 一年內 | 13,269 | 17,196 |
| Within a period of more than one year but not more than two years | 為期超過一年但不超過兩年 | 6,616 | 13,269 |
| Within a period of more than two years but not more than five years | 為期超過兩年但不超過五年 | 27,367 | 23,659 |
| Within a period of more than five years | 為期超過五年 | 100,027 | 110,351 |
| | | 147,279 | 164,475 |
| Less: Amount due for settlement within 12 months shown under current liabilities | 減：列入流動負債並於12個月內到期償還之款項 | (13,269) | (17,196) |
| Amount due for settlement after 12 months shown under non-current liabilities | 列入非流動負債並於12個月後到期償還之款項 | 134,010 | 147,279 |

The weighted average incremental borrowing rate applied to lease liabilities is 8.73% (2021: 8.83%).

應用於租賃負債的加權平均遞增借款利率為8.73% (二零二一年：8.83%)。

28. 租賃負債

應付租賃負債：

29. BORROWINGS

| | | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
|-------------------------------|--------------|-----------------------------------|-----------------------------------|
| Borrowings comprise: | 借貸包括： | | |
| – Variable rate bank loans | – 浮息銀行貸款 | 22,759,510 | 19,676,583 |
| – Fixed rate bank loans | – 固定利率銀行貸款 | 1,991,483 | 1,571,952 |
| – Fixed rate other borrowings | – 固定利率其他貸款 | 4,120,955 | 3,745,196 |
| | | 28,871,948 | 24,993,731 |
| Analysed as: | 分析： | | |
| – Secured | – 有抵押 | 25,149,973 | 24,064,326 |
| – Unsecured | – 無抵押 | 3,721,975 | 929,405 |
| | | 28,871,948 | 24,993,731 |

29. 借貸



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29. BORROWINGS (Cont'd)

29. 借貸(續)

| | | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
|---|----------------------------------|-----------------------------------|-----------------------------------|
| Borrowings repayable within a period of: | 借貸須於以下期間內償還： | | |
| – Within 1 year | – 一年內 | 6,036,880 | 5,948,796 |
| – More than 1 year, but not exceeding 2 years | – 超過一年但少於兩年 | 8,641,606 | 5,763,572 |
| – More than 2 years, but not exceeding 5 years | – 超過兩年但少於五年 | 10,038,151 | 9,768,853 |
| – More than 5 years | – 五年以後 | 2,014,315 | 2,466,800 |
| | | 26,730,952 | 23,948,021 |
| Borrowings that contain a repayment on demand clause (shown under current liabilities) but repayable: | 包含按要求償還條款之借貸(列入流動負債)，惟須於下列期間內償還： | | |
| – Within 1 year | – 一年內 | 2,140,996 | 858,480 |
| – More than 1 year, but not exceeding 2 years | – 超過一年但少於兩年 | – | 187,230 |
| Total borrowings | 總借貸 | 28,871,948 | 24,993,731 |
| Less: Amount due within one year shown under current liabilities | 減：流動負債項下於一年內到期之款項 | (8,177,876) | (6,994,506) |
| Amount due after one year | 於一年後到期之款項 | 20,694,072 | 17,999,225 |

All the Group's borrowings are denominated in the functional currencies of the relevant group companies (i.e. RMB, US\$ and HK\$) except certain bank and other borrowings amounting to RMB2,694,592,000 (2021: RMB2,419,366,000) are denominated in HK\$, and RMB2,806,874,000 (2021: RMB3,293,584,000) are denominated in US\$.

所有本集團借貸採用相關集團公司的功能貨幣(即人民幣、美元與港元)計值，惟若干銀行及其他借貸人民幣2,694,592,000元(二零二一年：人民幣2,419,366,000元)以港元計值及人民幣2,806,874,000元(二零二一年：人民幣3,293,584,000元)以美元計值除外。



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29. BORROWINGS (Cont'd)

For bank loans denominated in HK\$, the effective interest rates are ranging from 3.51% to 11.00% (2021: 1.30% to 6.00%) per annum. For bank and other loans denominated in RMB, the effective interest rates are ranging from 4.85% to 19.90% (2021: 4.25% to 8.50%) per annum. For bank loans denominated in US\$, the effective interest rates are ranging from 2.83% to 10.00% (2021: 1.46% to 13.75%) per annum.

As at 31 December 2022, certain secured bank loans with aggregate amount of RMB7,391,330,000 (2021: RMB5,944,586,000) and certain secured other borrowings with amount of RMB2,562,973,000 (2021: RMB2,077,473,000) are secured by the equity interests of subsidiaries of the Group (see also note 41).

As at 31 December 2022, a secured bank loan with aggregate amount of RMB243,761,000 (2021: RMB221,092,000) was secured by certain equity investment held by Mr. Wong, the ultimate controlling shareholder.

As at 31 December 2022, certain secured bank loan with aggregate amount of RMB745,000,000 (2021: RMB642,340,000) were secured by personal guarantees of Mr. Wong and Ms. Huang Jingshu, executive director and chairman of the Company.

As at 31 December 2022, certain secured bank loan with aggregate amount of RMB7,978,615,000 (2021: RMB7,283,731,000) were secured by personal guarantee of Mr. Wong.

As at 31 December 2022, certain secured bank loan with aggregate amount of RMB929,850,000 (2021: RMB734,400,000) were secured by personal guarantee of Ms. Huang Jingshu.

As at 31 December 2022, certain secured bank loan with aggregate amount of RMB3,329,210,000 (2021: RMB2,160,000,000) were secured by personal guarantee of Mr. Wong and a non-controlling interest of a subsidiary of the Group.

As at 31 December 2022, certain secured bank loan with aggregate amount of RMB537,500,000 (2021: RMB528,500,000) were secured by personal guarantees of Mr. Wong and Ms. He Yaxing, the spouse of Mr. Wong.

As at 31 December 2022, certain secured bank loan with aggregate amount of RMB223,325,000 (2021: nil) were secured by personal guarantees of Mr. Wong, Ms. Huang Jingshu and Mr. Huang Hao Yuan.

As at 31 December 2022, certain secured bank loan with aggregate amount of RMB46,000,000 (2021: nil) were secured by personal guarantee of Mr. Huang Hao Yuan.

As at 31 December 2021, a secured bank loan with aggregate amount of RMB3,196,500,000 was jointly secured by properties owned by a related company controlled by Mr. Wong, 600,000,000 convertible preference shares of the Company owned by Mr. Wong, equity interest of that related company, and certain properties of the Group. Such bank loan was repaid during the year ended 31 December 2022.

29. 借貸(續)

就以港元計值的銀行貸款而言，實際年利率介乎3.51%至11.00%（二零二一年：1.30%至6.00%）。就以人民幣計值的銀行及其他貸款而言，實際年利率介乎4.85%至19.90%（二零二一年：4.25%至8.50%）。就以美元計值的銀行貸款而言，實際年利率介乎2.83%至10.00%（二零二一年：1.46%至13.75%）。

於二零二二年十二月三十一日，若干有抵押銀行貸款總金額人民幣7,391,330,000元（二零二一年：人民幣5,944,586,000元）及若干有抵押其他借貸人民幣2,562,973,000元（二零二一年：人民幣2,077,473,000元）由本集團附屬公司之股權作抵押（請同時參閱附註41）。

於二零二二年十二月三十一日，一筆有抵押銀行貸款總金額人民幣243,761,000元（二零二一年：人民幣221,092,000元）由最終控股股東黃先生所持有之若干股權投資作抵押。

於二零二二年十二月三十一日，若干有抵押銀行貸款總金額人民幣745,000,000元（二零二一年：人民幣642,340,000元）由黃先生及本公司執行董事及主席黃敬舒女士之個人擔保作抵押。

於二零二二年十二月三十一日，若干有抵押銀行貸款總金額人民幣7,978,615,000元（二零二一年：人民幣7,283,731,000元）由黃先生之個人擔保作抵押。

於二零二二年十二月三十一日，若干有抵押銀行貸款總金額人民幣929,850,000元（二零二一年：人民幣734,400,000元）由黃敬舒女士之個人擔保作抵押。

於二零二二年十二月三十一日，若干有抵押銀行貸款總金額人民幣3,329,210,000元（二零二一年：人民幣2,160,000,000元）由黃先生之個人擔保及本集團一間附屬公司之非控股權益作抵押。

於二零二二年十二月三十一日，若干有抵押銀行貸款總金額人民幣537,500,000元（二零二一年：人民幣528,500,000元）由黃先生及黃先生之配偶何亞興女士之個人擔保作抵押。

於二零二二年十二月三十一日，若干有抵押銀行貸款總金額人民幣223,325,000元（二零二一年：無）由黃先生、黃敬舒女士及黃浩源先生之個人擔保作抵押。

於二零二二年十二月三十一日，若干有抵押銀行貸款總金額人民幣46,000,000元（二零二一年：無）由黃浩源先生之個人擔保作抵押。

於二零二一年十二月三十一日，一筆有抵押銀行貸款總金額人民幣3,196,500,000元由黃先生控制之關聯公司所擁有之物業、黃先生擁有之600,000,000股本公司可換股優先股、該關聯公司之股權及本集團之若干物業作共同抵押。該銀行貸款已於截至二零二二年十二月三十一日止年度內償還。



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30. CONVERTIBLE BONDS AND DERIVATIVE COMPONENT OF CONVERTIBLE BONDS

30. 可換股債券及可換股債券衍生工具部分

(a) Debt component of convertible bonds

(a) 可換股債券債務部分

| | | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
|--|-----------------------|-----------------------------------|-----------------------------------|
| Net carrying amount as at 1 January | 於一月一日的賬面淨值 | 1,462,252 | 1,419,974 |
| Interest expense | 利息開支 | 165,526 | 193,594 |
| Interest paid | 已付利息 | (107,381) | (114,953) |
| Repayment and early redemption | 還款及提早贖回 | (599,313) | - |
| Non-substantial modification of New CB 2018 | 新二零一八年可換股債券之 非重大變更 | (23,252) | - |
| Exchange difference | 匯兌差額 | 95,357 | (36,363) |
| Net carrying amount as at 31 December | 於十二月三十一日的賬面淨值 | 993,189 | 1,462,252 |
| Less: Amount due within one year shown under current liabilities | 減：流動負債項下於一年內到期之款項 | (993,189) | (1,462,252) |
| Amount due after one year | 於一年後到期之款項 | - | - |

(1) On 6 November 2016, the Company entered into a Convertible Bonds Subscription Agreement (the "Agreement") with an independent third party, Chance Talent Management Limited (the "CB Subscriber"). Pursuant to the Agreement, the CB Subscriber agreed to acquire the Convertible Bond (the "2018 CB") with aggregate principal amount of US\$100 million (equivalent to RMB686 million) at interest rate of 5.5% per annum, payable by the Company semi-annually in arrears from the issue date, with initial conversion price of HK\$2.76. The maturity date is on the second anniversary of the issue date. The 2018 CB were issued to the CB Subscriber on 18 November 2016.

The holder of the 2018 CB (the "Bondholder") has the right to convert the 2018 CB in whole or in part into shares at any time on or after the issue date of the 2018 CB up to the respective maturity date. 264,946,889 (2021: 264,946,889) new shares will be issued upon full conversion of the 2018 CB. An adjustment had been made to the conversion price from HK\$2.76 to HK\$2.695 on 21 July 2017 as a result of the dividends paid since the convertible bonds were issued.

(1) 於二零一六年十一月六日，本公司與一名獨立第三方Chance Talent Management Limited（「可換股債券認購人」）訂立一份可換股債券認購協議（「該協議」）。根據該協議，可換股債券認購人同意收購本金總額為1億美元（相當於人民幣6.86億元）、按年利率5.5%計息的可換股債券（「二零一八年可換股債券」）（初步兌換價為2.76港元），利息自發行日期起於每半年末由本公司支付。到期日為發行日期起計滿兩週年。二零一八年可換股債券於二零一六年十一月十八日發行予可換股債券認購人。

二零一八年可換股債券之持有人（「債券持有人」）有權於二零一八年可換股債券發行日期當日或之後至相關到期日止隨時將全部或部份二零一八年可換股債券轉換為股份。264,946,889股（二零二一年：264,946,889股）新股份將於二零一八年可換股債券獲悉數轉換後發行。因可換股債券發行而支付的股息導致於二零一七年七月二十一日兌換價由2.76港元調整至2.695港元。



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30. CONVERTIBLE BONDS AND DERIVATIVE COMPONENT OF CONVERTIBLE BONDS (Cont'd)

(a) Debt component of convertible bonds (Cont'd)

(1) (Cont'd)

On 17 January 2018, the Company received a notice from the CB Subscriber, requesting for the conversion of the 2018 CB in the principal amount of US\$10,000,000. Accordingly, the Company has allotted and issued 28,794,063 conversion shares to the CB Subscriber at the conversion price of HK\$2.695 per conversion share.

Adjustments had been made to the conversion price from HK\$2.695 to HK\$2.636 as a result of allotment of ordinary shares, allotment of convertible preference shares and the dividends paid during the year ended 31 December 2018.

Adjustments had been made to the conversion price from HK\$2.636 to HK\$2.574 as a result of the dividends paid during the year ended 31 December 2019.

On 3 October 2018, the CB Subscriber, the Company and Mr. Wong entered into the Deed of Extension to extend the maturity date of the 2018 CB to 18 November 2020.

The 2018 CB will be redeemed on maturity at a value equal to the amount equal to the aggregate of (a) the aggregate principal amount of such outstanding 2018 CB; (b) any accrued but unpaid interest on such outstanding 2018 CB on the redemption date (other than default interest); and (c) (if the sum of the amounts referred to above (a) and (b) fall short of making up an internal rate of return of 8% on the aggregate principal amount of 2018 CB) such additional amount which would make up an internal rate of 8% on the aggregate principal amount of 2018 CB.

On 18 November 2020, the CB Subscriber, the Company and Mr. Wong entered into the 2020 Deed of Extension to further extend the maturity date of the remaining outstanding 2018 CB to 18 May 2022 and amend certain terms of the 2018 CB (the "2018 CB Amendments"), including amendments to maturity date, certain amendments regarding the undertaking given by the Company to the CB Subscriber and the Bondholder. Save for the 2018 CB Amendments, all other terms and conditions of the 2018 CB shall remain in full force and effect.

30. 可換股債券及可換股債券衍生工具部分 (續)

(a) 可換股債券債務部分 (續)

(1) (續)

於二零一八年一月十七日，本公司接獲可換股債券認購人之通知，要求就本金額10,000,000美元之二零一八年可換股債券進行兌換。因此，本公司已向可換股債券認購人按每股兌換股份兌換價2.695港元配發及發行28,794,063股兌換股份。

由於截至二零一八年十二月三十一日止年度內配發普通股、配發可換股優先股及支付股息，轉換價已由2.695港元調整為2.636港元。

由於截至二零一九年十二月三十一日止年度內支付股息，轉換價已由2.636港元調整為2.574港元。

於二零一八年十月三日，可換股債券認購人、本公司與黃先生訂立延長契據，以將二零一八年可換股債券之到期日延長至二零二零年十一月十八日。

二零一八年可換股債券將於到期日贖回，價值等同相等於下列總和之金額：(a)有關未轉換二零一八年可換股債券之本金總額；(b)任何有關未轉換二零一八年可換股債券於贖回日期之應計但未付利息（違約利息除外）；及(c)（倘上文(a)及(b)項所述款項之總和不足以令內部回報率達二零一八年可換股債券本金總額之8%）將令內部回報率達二零一八年可換股債券本金總額8%之有關額外金額。

於二零二零年十一月十八日，可換股債券認購人、本公司與黃先生訂立二零二零年延長契據，以進一步延長餘下未轉換二零一八年可換股債券之到期日至二零二二年五月十八日，並修訂二零一八年可換股債券之若干條款（「二零一八年可換股債券修訂」），包括到期日之修訂、若干有關本公司向可換股債券認購人及債券持有人作出之承諾之修訂。除二零一八年可換股債券修訂外，二零一八年可換股債券之全部其他條款及條件將仍具有十足效力及作用。



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30. CONVERTIBLE BONDS AND DERIVATIVE COMPONENT OF CONVERTIBLE BONDS (Cont'd)

(a) Debt component of convertible bonds (Cont'd)

(1) (Cont'd)

Under the 2020 Deed of Extension, the parties thereto agreed to, amongst others, the following principal amendments:

- (i) the maturity date of the 2018 CB will be changed from the date falling on the fourth anniversary of the issue date to the date falling on the sixty-sixth month from the issue date;
- (ii) the undertaking given by the Company to the CB Subscriber and the Bondholder that the shareholders' equity of the Company should not be less than RMB10,000,000,000 (or its equivalent in any other currency) will be changed to not less than RMB11,500,000,000 (or its equivalent in any other currency); and
- (iii) the undertaking given by the Company to the CB Subscriber and the Bondholders that the ratio of the Company's total assets to shareholder's equity is not more than 3.6:1 will be changed to the ratio of the Company's total debts (excluding contract liability arising out of sale of properties) to the Company's total assets is not more than 75%.

The 2018 CB Amendments was effective on 18 November 2020. Based on the conversion price according to 2018 CB Amendment and assuming full conversion of the new Convertible Bonds (the "New 2018 CB"), an aggregate of 216,846,307 (2021: 216,846,307) new shares will be allotted and issued by the Company.

Adjustments had been made to the conversion price from HK\$2.574 to HK\$2.505 as a result of allotment of ordinary shares, allotment of convertible preference shares and the dividends paid during the year ended 31 December 2020.

30. 可換股債券及可換股債券衍生工具部分 (續)

(a) 可換股債券債務部分 (續)

(1) (續)

根據二零二零年延長契據，其訂約方同意(其中包括)下列主要修訂：

- (i) 二零一八年可換股債券之到期日將由發行日期起計滿四週年當日更改為發行日期起計滿六十六個月當日；
- (ii) 本公司向可換股債券認購人及債券持有人承諾本公司股東權益不應低於人民幣10,000,000,000元(或其任何其他貨幣之等值金額)將更改為不低於人民幣11,500,000,000元(或其任何其他貨幣之等值金額)；及
- (iii) 本公司向可換股債券認購人及債券持有人承諾本公司總資產對股東權益比率不高於3.6:1將更改為本公司總債務(出售物業所產生之合約負債除外)對本公司總資產比率不多於75%。

二零一八年可換股債券修訂於二零二零年十一月十八日生效。根據二零一八年可換股債券修訂之換股價並假設新可換股債券(「新二零一八年可換股債券」)獲悉數轉換，本公司將配發及發行合共216,846,307股(二零二一年：216,846,307股)新股份。

由於截至二零二零年十二月三十一日止年度內配發普通股、配發可換股優先股及支付股息，轉換價已由2.574港元調整為2.505港元。



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30. CONVERTIBLE BONDS AND DERIVATIVE COMPONENT OF CONVERTIBLE BONDS (Cont'd)

(a) Debt component of convertible bonds (Cont'd)

(1) (Cont'd)

On 18 May 2022, the CB Subscriber, the Company and Mr. Wong entered into the 2022 Deed of Extension to further extend the maturity date of the remaining outstanding New CB 2018 to 18 May 2023 and amend certain terms of the New 2018 CB (the "New 2018 CB Amendments"). Save for the New 2018 CB Amendments, all other terms and conditions of the New 2018 CB shall remain in full force and effect. The New 2018 CB Amendments include but not limited to the following terms: (i) the redemption of US\$20,000,000 (equivalent to approximately RMB130,895,000) of the outstanding principal amount of the New 2018 CB, together with the corresponding applicable internal rate of return pursuant to the terms and conditions of the convertible bond subscription agreement (the "CB Subscription Agreement") in an amount of US\$3,116,216 (equivalent to approximately RMB20,914,000), by the Company from the CB Subscriber being completed on or before 18 May 2022; (ii) the first instalment of the administrative fee pursuant to the terms and conditions of the CB Subscription Agreement in an amount of US\$375,000 (equivalent to approximately RMB2,517,000) being paid in full by the Company to the CB Subscriber on or before 18 May 2022 and (iii) the payment of the accrued interest on the New CB 2018 in an amount of US\$1,909,178 (equivalent to approximately RMB12,813,000) by the Company to the CB Subscriber on or before 18 May 2022. The amendments under the 2022 Deed of Extension become effective as from 18 May 2022. Conditions above have been fulfilled during the year ended 31 December 2022.

30. 可換股債券及可換股債券衍生工具部分 (續)

(a) 可換股債券債務部分 (續)

(1) (續)

於二零二二年五月十八日，可換股債券認購人、本公司及黃先生訂立二零二二年延長契據，以進一步延長餘下未轉換新二零一八年可換股債券之到期日至二零二三年五月十八日，並修訂新二零一八年可換股債券之若干條款（「新二零一八年可換股債券修訂」）。除新二零一八年可換股債券修訂外，新二零一八年可換股債券之全部其他條款及條件將仍具有十足效力及作用。新二零一八年可換股債券修訂包括但不限於下列條款：(i)本公司根據可換股債券認購協議（「可換股債券認購協議」）之條款及條件於二零二二年五月十八日或之前完成向可換股債券認購人贖回新二零一八年可換股債券未贖回本金額20,000,000美元（相當於約人民幣130,895,000元）（連同相應適用內部回報率3,116,216美元（相當於約人民幣20,914,000元））；(ii)本公司根據可換股債券認購協議之條款及條件於二零二二年五月十八日或之前向可換股債券認購人悉數支付首期行政費375,000美元（相當於約人民幣2,517,000元）；及(iii)本公司於二零二二年五月十八日或之前向可換股債券認購人支付新二零一八年可換股債券之應計利息1,909,178美元（相當於約人民幣12,813,000元）。根據二零二二年延長契據作出之修訂自二零二二年五月十八日起生效。截至二零二二年十二月三十一日止年度，上述條件已獲達成。



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30. CONVERTIBLE BONDS AND DERIVATIVE COMPONENT OF CONVERTIBLE BONDS (Cont'd)

(a) Debt component of convertible bonds (Cont'd)

(1) (Cont'd)

Under the 2022 Deed of Extension, the parties thereto agreed to, amongst others, the following principal amendments:

- (a) the payment arrangement of the administrative fee will be changed from being payable annually in arrears from the second anniversary of the issue date to the administrative fee on the outstanding principal amount of the New 2018 CB held for the relevant period being payable on 18 May 2022 and 18 November 2022; and
- (b) the maturity date of the New 2018 CB will be changed from the date falling on the sixty-sixth month from the issue date to the date falling on the seventy-eighth month from the issue date.

Further details of the terms and conditions of the 2018 CB and New 2018 CB were disclosed in the announcements of the Company dated 6 November 2016, 8 November 2016, 18 November 2016, 3 October 2018, 18 November 2020 and 18 May 2022 respectively.

The New 2018 CB contains two components, debt component and derivative component. The effective interest rate of the debt component is 14.09% (2021: 14.09%) per annum. The derivative component is measured at fair value with changes in fair value recognised in profit or loss.

The fair value of conversion option is HK\$2,968,000 (equivalent to RMB2,651,000) (2021: HK\$1,949,000 (equivalent to RMB1,594,000)) as at 31 December 2022.

30. 可換股債券及可換股債券衍生工具部分 (續)

(a) 可換股債券債務部分 (續)

(1) (續)

根據二零二二年延長契據，其訂約方同意(其中包括)下列主要修訂：

- (a) 行政費之付款安排將自發行日期第二週年起於每年年底支付更改為於二零二二年五月十八日及二零二二年十一月十八日支付就於有關期間持有之新二零一八年可換股債券未贖回本金額應付之行政費；及
- (b) 新二零一八年可換股債券之到期日將由發行日期起計滿六十六個月當日更改為發行日期起計滿七十八個月當日。

二零一八年可換股債券及新二零一八年可換股債券的條款及條件的進一步詳情於本公司日期分別為二零一六年十一月六日、二零一六年十一月八日、二零一六年十一月十八日、二零一八年十月三日、二零二零年十一月十八日及二零二二年五月十八日的公告內披露。

新二零一八年可換股債券包括兩個部分(債務部分及衍生工具部分)。債務部分的實際利率為每年14.09%(二零二一年：14.09%)。衍生工具部分按公允價值計量及於損益中確認公允價值變動。

於二零二二年十二月三十一日，轉換期權的公允價值為2,968,000港元(相當於人民幣2,651,000元)(二零二一年：1,949,000港元(相當於人民幣1,594,000元))。



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30. CONVERTIBLE BONDS AND DERIVATIVE COMPONENT OF CONVERTIBLE BONDS (Cont'd)

(a) Debt component of convertible bonds (Cont'd)

- (2) On 10 May 2018, a wholly-owned subsidiary of the Company, Gemstones International Limited (the “Issuer” or “Gemstone”), and the Company together with its eighteen subsidiaries acting as guarantors entered into a Convertible Bonds Subscription Agreement (the “2018 Agreement”) with a third party, Global Affluence Holding V Limited (the “2018 Subscriber”). Pursuant to the 2018 Agreement, the 2018 Subscriber agreed to acquire the convertible bonds (the “2023 CB”) with aggregate principal amount of US\$100 million (equivalent to RMB675 million) at interest rate of 4.0% per annum, payable by the Issuer semi-annually in arrears. The maturity date is on the fifth anniversary of the issue date. The 2023 CB were issued to the 2018 Subscriber on 17 May 2018.

The bondholder has the right to convert the 2023 CB in whole or in part into shares at any time on or after the issue date of the 2023 CB up to the date falling seven days prior to the maturity date. 208,776,595 new shares will be issued upon full conversion of the 2023 CB based on the initial conversion price of HK\$3.76. Adjustments had been made to the conversion price from HK\$3.76 to HK\$3.68 as a result of the issue of Second 2023 CB and the extension of 2018 CB during the year ended 31 December 2018.

During the year ended 31 December 2019, adjustments had been made to the conversion price from HK\$3.68 to HK\$3.594 as a result of the dividends paid.

The 2023 CB will be redeemed on maturity at a value equal to 124.012214% of the outstanding principal amount of the 2023 CB, together with any accrued and unpaid interest.

The bondholder has the right by written notice at any time on or after 17 May 2020, the second anniversary of the issue date of the 2023 CB and before maturity, require the Issuer to redeem all or some only of such bondholder's 2023 CB at a gross yield of 8.00% per annum.

On 19 June 2020, the Company, the Issuer and the bondholder have agreed to amend certain terms and conditions of the convertible bonds (the “New 2023 CB”, and amendments are namely “2023 CB Amendments”), including amendments to the put option date, the conversion price, the interest rate and early redemption amount. Save for the 2023 CB Amendments, all other terms and conditions of the 2023 CB shall remain in full force and effect.

30. 可換股債券及可換股債券衍生工具部分 (續)

(a) 可換股債券債務部分 (續)

- (2) 於二零一八年五月十日，本公司一間全資附屬公司碧璽國際有限公司（「發行人」或「碧璽」）以及本公司及其十八間附屬公司（作為擔保人）與一名第三方Global Affluence Holding V Limited（「二零一八年認購人」）訂立一份可換股債券認購協議（「二零一八年協議」）。根據二零一八年協議，二零一八年認購人同意收購本金總額為1億美元（相等於人民幣6.75億元）、按年利率4.0%計息的可換股債券（「二零二三年可換股債券」），利息於每半年末由發行人支付。到期日為發行日期起計滿五週年。二零二三年可換股債券於二零一八年五月十七日發行予二零一八年認購人。

債券持有人有權於二零二三年可換股債券發行日期當日或之後至到期日前七日止隨時將全部或部分二零二三年可換股債券兌換為股份。208,776,595股新股份將於二零二三年可換股債券獲悉數兌換後按初步兌換價3.76港元發行。由於截至二零一八年十二月三十一日止年度內發行第二批二零二三年可換股債券及延長二零一八年可換股債券，兌換價已由3.76港元調整為3.68港元。

於截至二零一九年十二月三十一日止年度，兌換價因支付股息而由3.68港元調整為3.594港元。

二零二三年可換股債券將於到期日贖回，價值等同於二零二三年可換股債券未清償本金額的124.012214%連同任何應計及未付利息。

債券持有人有權於二零二零年五月十七日（即二零二三年可換股債券發行日期起計滿兩週年及到期日前）當日或之後，隨時透過書面通知要求發行人按每年8.00%的毛收益率贖回該債券持有人持有的全部或僅部分二零二三年可換股債券。

於二零二零年六月十九日，本公司、發行人及債券持有人已同意修訂可換股債券之若干條款及條件（「新二零二三年可換股債券」，而有關修訂稱為「二零二三年可換股債券修訂」），包括修訂沽期權日期、換股價、利率及提前贖回金額。除二零二三年可換股債券修訂外，二零二三年可換股債券之全部其他條款及條件將仍具有十足效力及作用。



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30. CONVERTIBLE BONDS AND DERIVATIVE COMPONENT OF CONVERTIBLE BONDS (Cont'd)

30. 可換股債券及可換股債券衍生工具部分 (續)

(a) Debt component of convertible bonds (Cont'd)

(a) 可換股債券債務部分 (續)

(2) (Cont'd)

(2) (續)

The 2023 CB amendments of terms and conditions were set as below:

二零二三年可換股債券修訂之條款及條件載列如下：

| | Original terms 原定條款 | Amendments 修訂 |
|---------------------------|--|--|
| Put option date 認沽期權日期 | On or after 17 May 2020 二零二零年五月十七日或之後 | On or after 17 May 2022 二零二二年五月十七日或之後 |
| Conversion price 換股價 | HK\$3.594 per share 每股股份3.594港元 | HK\$3.000 per share 每股股份3.000港元 |
| Interest Rate | 4.00 per cent. per annum | 4.00 per cent. per annum from 17 May 2018 (inclusively) to 18 June 2020 and 5.00 per cent. per annum from 19 June 2020 (inclusively) |
| 利率 | 按年利率4.00%計息 | 自二零一八年五月十七日(包括該日)起至二零二零年六月十八日按年利率4.00%計息，而自二零二零年六月十九日(包括該日)起則按年利率5.00%計息 |
| Early redemption amount | An amount such that the bondholders would realise a gross yield of 8.00% per annum on the principal amount of the 2023 CB from the 17 May 2018 to the date of early redemption | An amount such that the bondholders would realise a gross yield of 8.00% per annum on the principal amount of the 2023 CB from 17 May 2018 to 19 June 2020 and a gross yield of 9.50% per annum on the principal amount of the 2023 CB from 20 June 2020 to the date of early redemption |
| 提前贖回金額 | 債券持有人可自二零一八年五月十七日起至提前贖回日期按二零二三年可換股債券本金額另加8.00%總年收益率變現之金額 | 債券持有人可自二零一八年五月十七日起至二零二零年六月十九日按二零二三年可換股債券本金額另加8.00%總年收益率變現之金額及自二零二零年六月二十日起至提前贖回日期按二零二三年可換股債券本金額另加9.50%總年收益率變現之金額 |

The 2023 CB Amendments was effective on 29 June 2020. Based on the conversion price according to 2023 CB Amendment and assuming full conversion of the 2023 CB, an aggregate of 261,666,666 (2021: 261,666,666) new shares will be allotted and issued by the Company.

二零二三年可換股債券修訂於二零二零年六月二十九日生效。根據二零二三年可換股債券修訂之換股價並假設二零二三年可換股債券獲悉數轉換，本公司將配發及發行合共261,666,666股(二零二一年：261,666,666股)新股份。



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30. CONVERTIBLE BONDS AND DERIVATIVE COMPONENT OF CONVERTIBLE BONDS (Cont'd)

(a) Debt component of convertible bonds (Cont'd)

(2) (Cont'd)

In addition, the Issuer paid the bondholders a make-whole amount in cash such that the 2023 CB holders would obtain a gross yield of 8.00% per annum on the principal amount of the 2023 CB from the issue date to 19 June 2020, amounted to US\$8,896,000 (equivalent to RMB62,639,000) as a result of the 2023 CB Amendments.

During the year ended 31 December 2022, New 2023 CB has been partially repaid by the Issuer with principal amount of US\$22,000,000 (equivalent to approximately RMB143,128,000).

Further details of the terms and conditions of the 2023 CB were disclosed in the announcements of the Company dated 11 May 2018 and 19 June 2020 respectively.

The New 2023 CB contains two components, debt component and derivative component (including the conversion option and the early redemption option that are not closely related to the host). The effective interest rates of the debt component is 14.15% (2021: 14.15%) per annum. The derivative component is measured at fair value with changes in fair value recognised in profit and loss.

The fair value of early redemption option is US\$2,641,000 (equivalent to RMB18,393,000) (2021: US\$1,356,000 (equivalent to RMB8,645,000)) as at 31 December 2022. The fair value of conversion option is US\$246,000 (equivalent to RMB1,716,000) (2021: US\$573,000 (equivalent to RMB3,652,000)) as at 31 December 2022.

30. 可換股債券及可換股債券衍生工具部分 (續)

(a) 可換股債券債務部分 (續)

(2) (續)

此外，由於二零二三年可換股債券修訂，發行人已向債券持有人以現金支付一筆補償金額，使二零二三年可換股債券持有人自發行日期起至二零二零年六月十九日取得二零二三年可換股債券本金額之8.00%總年收益率，所得之金額為8,896,000美元（相當於人民幣62,639,000元）。

截至二零二二年十二月三十一日止年度，發行人已償還部分本金額為22,000,000美元（相當於約人民幣143,128,000元）的新二零二三年可換股債券。

有關二零二三年可換股債券的條款及條件的進一步詳情已分別在本公司日期為二零一八年五月十一日及二零二零年六月十九日的公告內披露。

新二零二三年可換股債券包括兩個部分（債務部分及衍生工具部分）（包括與主部分並無緊密關聯之轉換期權及提前贖回權）。債務部分的實際利率為每年14.15%（二零二一年：14.15%）。衍生工具部分按公允價值計量及於損益中確認公允價值變動。

於二零二二年十二月三十一日，提前贖回期權的公允價值為2,641,000美元（相當於人民幣18,393,000元）（二零二一年：1,356,000美元（相當於人民幣8,645,000元））。於二零二二年十二月三十一日，轉換期權的公允價值為246,000美元（相當於人民幣1,716,000元）（二零二一年：573,000美元（相當於人民幣3,652,000元））。



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30. CONVERTIBLE BONDS AND DERIVATIVE COMPONENT OF CONVERTIBLE BONDS (Cont'd)

(a) Debt component of convertible bonds (Cont'd)

- (3) On 16 September 2018, Gemstones entered into a Convertible Bonds Subscription Agreement (the "2018 Second Agreement") with an independent third party, Pioneer Festive Limited (the "2018 Second Subscriber"). Pursuant to the 2018 Second Agreement, the 2018 Second Subscriber agreed to acquire the convertible bonds (the "Second 2023 CB") with aggregate principal amount of US\$50 million (equivalent to RMB341.8 million) at interest rate of 5.0% per annum, payable by Gemstones semi-annually in arrears. The maturity date is on the fifth anniversary of the issue date. The Second 2023 CB were issued to the 2018 Second Subscriber on 28 September 2018.

The bondholder has the right to convert the Second 2023 CB in whole or in part into shares at any time on or after the issue date of the Second 2023 CB up to the date falling seven days prior to the maturity date. 127,022,653 new shares will be issued upon full conversion of the Second 2023 CB based on the initial conversion price of HK\$3.09.

Adjustments had been made to the conversion price from HK\$3.09 to HK\$3.018 as a result of the dividends paid during the year ended 31 December 2019.

The Second 2023 CB will be redeemed on maturity at a value equal to 136.1% of the outstanding principal amount of the Second 2023 CB, together with any accrued and unpaid interest.

The bondholder has the right by written notice at any time on or after 28 September 2020, the second anniversary of the issue date of the Second 2023 CB and before maturity, require the Gemstones to redeem all or some only of such bondholder's Second 2023 CB at a yield of internal rate of return of 10.00% per annum.

If a bondholder has exercised the conversion rights attached to any Second 2023 CB and disposed of any conversion shares issued as a result thereof, Gemstones will be entitled to share 30% of the consideration (net of taxes and brokerage fees) payable to the relevant bondholder in excess of the agreed preferred return in accordance with the terms of the Second 2023 CB.

30. 可換股債券及可換股債券衍生工具部分 (續)

(a) 可換股債券債務部分 (續)

- (3) 於二零一八年九月十六日，碧璽與一名獨立第三方Pioneer Festive Limited (「二零一八年第二認購人」)訂立一份可換股債券認購協議 (「二零一八年第二份協議」)。根據二零一八年第二份協議，二零一八年第二認購人同意收購本金總額為5,000萬美元 (相等於人民幣3.418億元)、按年利率5.0%計息的可換股債券 (「第二批二零二三年可換股債券」)，利息於每半年末由碧璽支付。到期日為發行日期起計滿五週年。第二批二零二三年可換股債券於二零一八年九月二十八日發行予二零一八年第二認購人。

債券持有人有權於第二批二零二三年可換股債券發行日期當日或之後至到期日前七日止隨時將全部或部分第二批二零二三年可換股債券兌換為股份。127,022,653股新股份將於第二批二零二三年可換股債券獲悉數兌換後按初步兌換價3.09港元發行。

於截至二零一九年十二月三十一日止年度，兌換價因支付股息而由3.09港元調整為3.018港元。

第二批二零二三年可換股債券將於到期日贖回，價值等同於第二批二零二三年可換股債券未清償本金的136.1%連同任何應計及未付利息。

債券持有人有權於二零二零年九月二十八日 (即第二批二零二三年可換股債券發行日期起計滿兩週年及到期日前) 當日或之後，隨時透過書面通知要求碧璽按每年10.00%的內部回報收益率贖回該債券持有人持有的全部或僅部分第二批二零二三年可換股債券。

倘債券持有人已行使任何第二批二零二三年可換股債券所附的換股權，並出售因此而發行的任何兌換股份，碧璽將有權分佔應付相關債券持有人的代價 (扣除稅項及經紀費用後) 超過根據第二批二零二三年可換股債券條款協定的優先回報的金額的30%。



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30. CONVERTIBLE BONDS AND DERIVATIVE COMPONENT OF CONVERTIBLE BONDS (Cont'd)

(a) Debt component of convertible bonds (Cont'd)

(3) (Cont'd)

On 31 December 2020, the Company and the bondholder entered into the supplemental agreement to amend and restate the terms of the Second 2023 CB (the "New Second 2023 CB"), including amendments to the redemption date at the option of the bondholders and conversion price (the "Second 2023 CB Amendments"). Save for the Amendments, all other terms and conditions of the Second 2023 CB remain in full force and effect.

The Second 2023 CB amendments of terms and conditions were set as below:

| | Original term 原定條款 |
|---------------------------|---|
| Put option date 認沽期權日期 | On or after 28 September 2020 二零二零年九月二十八日或之後 |

The Second 2023 CB Amendments was effective as from 31 December 2020. Based on the conversion price according to Second 2023 CB Amendment and assuming full conversion of the Second 2023 CB, an aggregate of 133,685,286 (2021: 133,685,286) new shares will be allotted and issued by the Company.

Adjustments had been made to the conversion price from HK\$3.09 to HK\$2.936 as a result of dividends paid during the year ended 31 December 2020.

In addition, Gemstones shall pay the bondholders a make-whole amount in cash such that the Second 2023 CB holders would obtain a gross yield of 10.00% per annum on the principal amount of the Second 2023 CB from the issue date to 31 December 2020, amounted to US\$6,500,000 (equivalent to RMB44,813,000) as a result of the Second 2023 CB Amendments.

The New Second 2023 CB will be redeemed on maturity at a value equal to 112.91% of the outstanding principal amount of the New Second 2023 CB, together with any accrued and unpaid interest.

Further details of the terms and conditions of the New Second 2023 CB were disclosed in the announcements of the Company dated 17 September 2018 and 31 December 2020 respectively.

During the year ended 31 December 2022, New Second CB 2023 with principal amount of US\$50,000,000 (equivalent to approximately RMB325,290,000) has been fully repaid.

30. 可換股債券及可換股債券衍生工具部分 (續)

(a) 可換股債券債務部分 (續)

(3) (續)

於二零二零年十二月三十一日，本公司與債券持有人訂立補充協議，以修訂及重列第二批二零二三年可換股債券（「新第二批二零二三年可換股債券」）之條款，包括根據債券持有人選擇之贖回日期及換股價之修訂（「第二批二零二三年可換股債券修訂」）。除該等修訂外，第二批二零二三年可換股債券之全部其他條款及條件仍具有十足效力及作用。

第二批二零二三年可換股債券修訂之條款及條件載列如下：

| | Amendment 修訂 |
|--|---|
| | On or after 31 January 2022 二零二二年一月三十一日或之後 |

第二批二零二三年可換股債券修訂自二零二零年十二月三十一日起生效。根據第二批二零二三年可換股債券修訂之換股價並假設第二批二零二三年可換股債券獲悉數轉換，本公司將配發及發行合共133,685,286股（二零二一年：133,685,286股）新股份。

由於截至二零二零年十二月三十一日止年度派付股息，換股價從3.09港元調整至2.936港元。

此外，由於第二批二零二三年可換股債券修訂，碧璽應向債券持有人以現金支付一筆補償金額，使第二批二零二三年可換股債券持有人自發行日期起至二零二零年十二月三十一日取得第二批二零二三年可換股債券本金額之10.00%總年收益率，所得之金額為6,500,000美元（相當於人民幣44,813,000元）。

新第二批二零二三年可換股債券將於到期時按相等於新第二批二零二三年可換股債券未清償本金額之112.91%連同任何應計及未付利息之價值予以贖回。

有關新第二批二零二三年可換股債券的條款及條件的進一步詳情已分別在本公司日期為二零一八年九月十七日及二零二零年十二月三十一日的公告內披露。

截至二零二零年十二月三十一日止年度，本金額為50,000,000美元（相當於約人民幣325,290,000元）的新第二批二零二三年可換股債券已全數償還。



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30. CONVERTIBLE BONDS AND DERIVATIVE COMPONENT OF CONVERTIBLE BONDS (Cont'd)

30. 可換股債券及可換股債券衍生工具部分 (續)

(b) Derivative component of convertible bonds

(b) 可換股債券衍生工具部分

| | | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
|--|-------------------|-----------------------------------|-----------------------------------|
| Net carrying amount as at 1 January | 於一月一日的賬面淨值 | 26,251 | 111,612 |
| Derecognition of derivatives | 終止確認衍生工具 | (12,613) | - |
| Loss (gain) arising on changes in fair value | 公允價值變動所產生的虧損 (收益) | 7,357 | (83,674) |
| Exchange difference | 匯兌差額 | 1,765 | (1,687) |
| Net carrying amount as at 31 December | 於十二月三十一日的賬面淨值 | 22,760 | 26,251 |
| Less: Amount due within one year shown under current liabilities | 減：流動負債項下於一年內到期之款項 | (22,760) | (26,251) |
| Amount due after one year | 於一年後到期之款項 | - | - |

(1) The methods and assumptions applied for the valuation of the New 2018 CB at 31 December 2022 and 2021 were as follows:

The fair value of the derivative component of New 2018 CB as at 31 December 2022 derived by using the Binomial Option Pricing Model were approximately RMB2,651,000 (2021: RMB1,594,000). It was determined by the directors of the Company with reference to the valuation performed by Vincorn Consulting and Appraisal Limited, a firm of independent professional valuer with appropriate qualifications and recent experiences in the valuation of similar derivative instruments with reference to market values. During the year ended 31 December 2022, the Group recognised the fair value loss of RMB879,000 (2021: fair value gain of RMB20,565,000) in the consolidated statement of profit or loss.

The inputs used in the Binomial Option Pricing Model adopted by the independent professional valuer in determining the fair values of derivative component at the respective dates were as follows:

(1) 於二零二二年及二零二一年十二月三十一日對新二零一八年可換股債券進行估值時所應用的方法及假設如下：

新二零一八年可換股債券衍生工具部分於二零二二年十二月三十一日採用二項式期權定價模型衍生之公允價值約為人民幣2,651,000元(二零二一年：人民幣1,594,000元)。有關金額乃本公司董事參考泓亮諮詢及評估有限公司進行的估值而釐定，該公司乃擁有適當資格的獨立專業估值師，且在參考市值為同類衍生工具估值方面擁有近期經驗。截至二零二二年十二月三十一日止年度，本集團於綜合損益表中確認公允價值虧損人民幣879,000元(二零二一年：公允價值收益人民幣20,565,000元)。

獨立專業估值師於各日期釐定衍生工具部分公允價值時所採納的二項式期權定價模型中所用的輸入數據如下：



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30. CONVERTIBLE BONDS AND DERIVATIVE COMPONENT OF CONVERTIBLE BONDS (Cont'd)

(b) Derivative component of convertible bonds (Cont'd)

- (2) The methods and assumptions applied for the valuation of the New 2023 CB at 31 December 2022 and 2021 were as follows:

The fair value of the derivative component of New 2023 CB as at 31 December 2022 derived by using the Binomial Option Pricing Model were approximately RMB20,109,000 (2021: RMB12,297,000). It was determined by the directors of the Company with reference to the valuation performed by Vincorn Consulting and Appraisal Limited, a firm of independent professional valuer with appropriate qualifications and recent experiences in the valuation of similar derivative instruments with reference to market values. During the year ended 31 December 2022, the Group recognised the fair value loss of RMB6,478,000 (2021: fair value gain of RMB32,196,000) in the consolidated statement of profit or loss.

The inputs used in the Binomial Option Pricing Model adopted by the independent professional valuer in determining the fair values the derivative component of the 2023 CB at the respective dates were as follows:

| | | At 31.12.2022 於二零二二年 十二月三十一日 | At 31.12.2021 於二零二一年 十二月三十一日 |
|-------------------------|-------|------------------------------------|------------------------------------|
| Share price | 股價 | HK\$1.29 1.29港元 | HK\$1.37 1.37港元 |
| Exercise price | 行使價 | HK\$2.91 2.91港元 | HK\$2.91 2.91港元 |
| Expected dividend yield | 預期股息率 | 0.00% | 4.45% |
| Volatility | 波幅 | 66.98% | 38.65% |
| Discount rate | 貼現率 | 19.671% | 13.686% |
| Risk free interest rate | 無風險利率 | 4.579% | 0.509% |

- (3) During the year ended 31 December 2022, the Group recognised the gain on early redemption of the convertible bonds included in other gains and losses of RMB12,613,000 for New Second CB 2023 in the consolidated statement of profit or loss upon redemption on 23 March 2022. During the year ended 31 December 2021, the Group recognised the fair value gain of RMB30,913,000 for New Second CB 2023 in the consolidated statement of profit or loss.

30. 可換股債券及可換股債券衍生工具部分 (續)

(b) 可換股債券衍生工具部分 (續)

- (2) 於二零二二年及二零二一年十二月三十一日對新二零二三年可換股債券進行估值時所應用的方法及假設如下：

新二零二三年可換股債券衍生工具部分於二零二二年十二月三十一日採用二項式期權定價模型衍生之公允價值約為人民幣20,109,000元(二零二一年：人民幣12,297,000元)。有關金額乃本公司董事參考泓亮諮詢及評估有限公司進行的估值而釐定，該公司乃擁有適當資格的獨立專業估值師，且在參考市值為同類衍生工具估值方面擁有近期經驗。截至二零二二年十二月三十一日止年度，本集團於綜合損益表中確認公允價值虧損人民幣6,478,000元(二零二一年：公允價值收益人民幣32,196,000元)。

獨立專業估值師於各日期釐定二零二三年可換股債券衍生工具部分公允價值時所採納的二項式期權定價模型中所用的輸入數據如下：

| | | At 31.12.2022 於二零二二年 十二月三十一日 | At 31.12.2021 於二零二一年 十二月三十一日 |
|-------------------------|-------|------------------------------------|------------------------------------|
| Share price | 股價 | HK\$1.29 1.29港元 | HK\$1.37 1.37港元 |
| Exercise price | 行使價 | HK\$2.91 2.91港元 | HK\$2.91 2.91港元 |
| Expected dividend yield | 預期股息率 | 0.00% | 4.45% |
| Volatility | 波幅 | 66.98% | 38.65% |
| Discount rate | 貼現率 | 19.671% | 13.686% |
| Risk free interest rate | 無風險利率 | 4.579% | 0.509% |

- (3) 截至二零二二年十二月三十一日止年度，本集團於二零二二年三月二十三日贖回新第二批二零二三年可換股債券後，就該等債券確認提前贖回可換股債券之收益人民幣12,613,000元並計入綜合損益表之其他收益及虧損。截至二零二一年十二月三十一日止年度，本集團就新第二批二零二三年可換股債券於綜合損益表確認公允價值收益人民幣30,913,000元。



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31. SENIOR NOTES AND BOND

31. 優先票據及債券

| | | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
|--|-------------------|-----------------------------------|-----------------------------------|
| Senior notes and bond comprise: | 優先票據及債券包括： | | |
| – Public senior notes | – 公開優先票據 | 3,398,260 | 3,137,586 |
| – Domestic corporate bond | – 境內公司債券 | 1,088,316 | 1,594,134 |
| | | 4,486,576 | 4,731,720 |
| | | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
| Net carrying amount as at 1 January | 於一月一日的賬面淨值 | 4,731,720 | 5,366,051 |
| Issue of new senior notes and bonds | 發行新優先票據及債券 | – | 1,593,740 |
| Less: Early redemption of domestic corporate bond | 減：提前贖回境內公司債券 | (509,000) | – |
| Add: Interest charged during the year | 加：年內已扣除利息 | 474,529 | 481,490 |
| Less: Interest paid | 減：已付利息 | (502,006) | (523,973) |
| Less: Repayment | 減：還款 | – | (2,111,877) |
| Non-substantial modification of domestic corporate bonds | 境內公司債券的非重大變更 | 2,394 | – |
| Exchange differences | 匯兌差額 | 288,939 | (73,711) |
| Net carrying amount as at 31 December | 於十二月三十一日的賬面淨值 | 4,486,576 | 4,731,720 |
| Less: Amount due within one year shown under current liabilities | 減：流動負債項下於一年內到期之款項 | (3,597,768) | (1,394,867) |
| Amount due after one year | 於一年後到期之款項 | 888,808 | 3,336,853 |



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31. SENIOR NOTES AND BOND (Cont'd)

US\$ denominated public senior notes due in 2023

In 2020, the Issuer (as defined in note 30) issued exchange and issue senior notes (“New Senior Notes”) with the aggregate principal amounts of US\$470,000,000 (equivalent to RMB3,271,156,000).

The New Senior Notes are:

- (a) carried interest at rate of 12% per annum and interest is payable semi-annually in arrears on 10 March and 10 September of each year, commencing from 10 September 2020 and will mature on 10 March 2023, unless redeemed earlier pursuant to the terms thereof;
- (b) senior in right of payment to any existing and future obligations of the Issuer expressly subordinated in right of payment to the New Senior Notes;
- (c) at least pari passu in right of payment with all unsecured, unsubordinated indebtedness of the Issuer (subject to any priority rights of such unsecured unsubordinated indebtedness pursuant to applicable law);
- (d) guaranteed by the Company and certain subsidiaries of the Company (collectively the “Guarantors”) on a senior basis, subject to certain limitations;
- (e) effectively subordinated to the secured obligations if any, of the Issuer and the Guarantors, to the extent of the value of the assets serving as security therefor; and
- (f) effectively subordinated to all existing and future obligations of the subsidiaries of the Company other than the Guarantors.

31. 優先票據及債券(續)

二零二三年到期以美元計值之公開優先票據

於二零二零年，發行人(定義見附註30)發行本金總額為470,000,000美元(相當於人民幣3,271,156,000元)之優先票據(「新優先票據」)。

新優先票據：

- (a) 按年利率12%計息，利息須自二零二零年九月十日起於每半年末在每年的三月十日及九月十日支付，並將於二零二三年三月十日到期(除非根據其條款提早贖回)；
- (b) 較列明其付款權利從屬於新優先票據的發行人任何現有及日後責任享有優先付款權利；
- (c) 至少與發行人所有無抵押、非後償債務具有同等付款權利(須根據適用法律受該等無抵押非後償債務的任何優先權所規限)；
- (d) 由本公司及本公司若干附屬公司(統稱「擔保人」)按優先基準擔保(須受若干限制)；
- (e) 實際上次於發行人及擔保人的有抵押責任(如有)，惟須以就此作為抵押品的資產價值為限；及
- (f) 實際上次於非擔保人的本公司附屬公司的所有現有及未來責任。



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31. SENIOR NOTES AND BOND (Cont'd)

US\$ denominated public senior notes due in 2023 (Cont'd)

At any time prior to 10 March 2023, the Issuer may at its option to redeem the New Senior Notes, in whole but not in part, at a redemption price equal to 100.0% of the principal amount of the Senior Notes plus the applicable premium as defined in the offering memorandum of the Company dated 30 October 2020 (“Applicable Premium”) as of, and accrued and unpaid interest (if any) to (but not including), the redemption date.

“Applicable Premium” means with respect to any New Senior Notes at any redemption date, the greater of (i) 1.00% of the principal amount of such Senior Notes and (ii) the excess of the present value at such redemption date of the principal amount of such New Senior Notes on 10 March 2023, plus all required remaining scheduled interest payments due on such Senior Notes through 10 March 2023 (but excluding accrued and unpaid interest to the redemption date), computed using a discount rate equal to the adjusted treasury rate plus 100 basis points, over the principal amount of such Senior Notes on such redemption date.

At any time and from time to time prior to 10 March 2023, the Issuer may redeem up to 35% of the aggregate principal amount of the New Senior Notes with the net cash proceeds of one or more sales of common stock of the Company in an equity offering at a redemption price of 108.5% of the principal amount of the Senior Notes, plus accrued and unpaid interest, if any, to (but not including) the redemption date; provided that at least 65% of the aggregate principal amount of the Senior Notes originally issued on the original issue date remains outstanding after each such redemption and any such redemption takes place within 60 days after the closing of the related equity offering.

Early redemption option is regarded as embedded derivative not closely related to the host contract. The directors of the Company consider that the fair value of the above early redemption options is insignificant at initial recognition date, 31 December 2021 and 2022.

The fair value of the New Senior Notes at 31 December 2022 amounted to RMB2,373,187,000 (2021: RMB2,082,622,000). The fair value is calculated by using the quoted price based on SGX at the end of the reporting period (or the nearest day of trading).

31. 優先票據及債券(續)

二零二三年到期以美元計值之公開優先票據(續)

於二零二三年三月十日前的任何時間，發行人可選擇按相等於新優先票據本金額100.0%的贖回價，另加截至贖回日期(但不包括該日)的適用溢價(「適用溢價」，定義見本公司日期為二零二零年十月三十日的發售備忘錄)以及應計及未付利息(如有)，贖回全部(但非部分)優先票據。

「適用溢價」指就於任何贖回日期的任何新優先票據而言，下列各項的較高者：(i)該優先票據本金額的1.00%；及(ii)超出於該新優先票據在二零二三年三月十日之本金額加至二零二三年三月十日為止該優先票據一切規定的既定利息支付餘額(但不包括至贖回日期的應計及未付利息)於有關贖回日期的現值(按相等於經調整公債利率加100個基點之貼現率計算)超出於贖回日期該優先票據本金額的差價。

於二零二三年三月十日前任何時間，發行人可不時按新優先票據本金額108.5%的贖回價，另加截至贖回日期(但不包括該日)的應計及未付利息(如有)，以股本發售中一宗或以上的本公司普通股銷售的所得現金款項淨額，贖回優先票據本金總額的最多35%；惟在每次贖回後須至少有於原發行日期原先發行的優先票據本金總額的65%仍未贖回，以及任何贖回須於相關股本發售截止後60日內發生。

提早贖回權視為並非與主合約有密切關係的嵌入衍生工具。本公司董事認為上述提早贖回權於初始確認日、二零二一年及二零二二年十二月三十一日的公允價值不重大。

新優先票據於二零二二年十二月三十一日的公允價值為人民幣2,373,187,000元(二零二一年：人民幣2,082,622,000元)。該公允價值乃按於報告期末(或最近交易日)新交所的報價計算。



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31. SENIOR NOTES AND BOND (Cont'd)

RMB denominated domestic corporate bond due in 2021 and 2026

On 26 August 2016, a subsidiary of the Company, Zhengxinglong Real Estate (Shenzhen) Co., Ltd. (“Zhengxinglong”) issued a domestic corporate bond (the “Bond”) with a principal amount of RMB2,600,000,000 and repaid in full during the year ended 31 December 2021. The Bond was listed in Shenzhen Stock Exchange (“SZX”). The interest charged for the year was calculated by applying an effective interest rate of approximately 6.63% per annum since the Bond were issued.

On 29 July 2021, China Securities Regulatory Commission has approved the issue of 2021 domestic corporate bond (“2021 Domestic Corporate Bond”) with a nominal value of not more than RMB2,100,000,000 by Zhengxinglong. On 16 August 2021, Zhengxinglong completed the public issue of the first tranche of the 2021 Domestic Corporate Bond (the “First Tranche Domestic Bond”) to professional investors with a principal amount of RMB1,600,000,000. The First Tranche Domestic Bonds were classified into two types, both with a term of 5 years. The issue size of type 1 was RMB1,400,000,000 with a coupon rate of 8.5% (“Type 1 Bond”), and the issue size of type 2 was RMB200,000,000 with a coupon rate of 8.8% (“Type 2 Bond”). The First Tranche Domestic Bonds was listed in SZX.

Zhengxinglong has an option to increase the coupon rate at the end of the first and third year for Type 1 Bond, and at the end of second and fourth year for Type 2 Bond. Zhengxinglong will make an announcement of the determination on the coupon rate adjustment and irrespective of whether adjustment will be made or not, the investor can exercise retractable option at the end of the first and third year for Type 1 Bond and at the end of second and fourth year for Type 2 Bond. The interest charged for the year is calculated by applying an effective interest rate of approximately 8.64% per annum since the First Tranche Domestic Bond were issued.

During the year ended 31 December 2022, RMB509,000,000 (2021: nil) of Type 1 Bond was redeemed partially by bondholders.

The fair value of the remaining First Tranche Domestic Bond as at 31 December 2022 is RMB1,090,940,000 (2021: RMB1,600,000,000) with reference to the quoted market price on SZX at the end of the reporting period (the last trading day prior to 31 December 2022).

31. 優先票據及債券(續)

於二零二一年及二零二六年到期以人民幣計值之境內公司債券

於二零一六年八月二十六日，本公司之附屬公司正興隆房地產(深圳)有限公司(「正興隆」)發行境內公司債券(「該債券」)，本金額為人民幣2,600,000,000元，而有關金額已於截至二零二一年十二月三十一日止年度全數償還。該債券於深圳證券交易所(「深交所」)上市。年內已計利息按自該債券發行日期起應用實際年利率約6.63%計算。

於二零二一年七月二十九日，正興隆獲中國證券監督管理委員會批准發行面值不超過人民幣2,100,000,000元的二零二一年境內公司債券(「二零二一年境內公司債券」)。於二零二一年八月十六日，正興隆完成向專業投資者公開發行本金為人民幣1,600,000,000元的第一期二零二一年境內公司債券(「第一期境內債券」)。第一期境內債券分為2個品種，兩者均為5年期。品種一的發行規模為人民幣1,400,000,000元，票面利率為8.5%(「品種一債券」)；品種二的發行規模為人民幣200,000,000元，票面利率為8.8%(「品種二債券」)。第一期境內債券於深交所上市。

正興隆可選擇於第一年及第三年結束時以及第二年及第四年結束時分別將品種一債券及品種二債券的票面利率上調。正興隆將就票息率調整的決定作出公告(不論是否將會作出調整)，而投資者可於第一年及第三年結束時以及第二年及第四年結束時分別就品種一債券及品種二債券行使回售選擇權。年內已計利息按自第一期境內債券發行日期起應用實際年利率約8.64%計算。

截至二零二二年十二月三十一日止年度，債券持有人已部分贖回第一期境內債券的人民幣509,000,000元(二零二一年：無)。

經參考餘下第一期境內債券於報告期末(於二零二二年十二月三十一日之前之最後交易日)於深交所之市場報價後，該等債券於二零二二年十二月三十一日之公允價值為人民幣1,090,940,000元(二零二一年：人民幣1,600,000,000元)。



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32. OTHER CURRENT/NON-CURRENT LIABILITIES

Pursuant to the relocation and compensation agreement for urban redevelopment projects, the Group agreed to compensate the original residents with completed properties of respective urban redevelopment projects upon completion of redevelopment. The estimated future completion cost incurred for construction of these completed properties is accounted as a provision, with a corresponding increase in properties under development for sale. The provision will be released upon those completed properties have been delivered to the original residents.

32. 其他流動／非流動負債

根據城市改造項目之搬遷補償協議，本集團同意於改造完成後以各城市改造項目之已完成物業向原居民作出賠償。興建該等已完成物業產生之估計未來完成成本作為撥備入賬，而發展中待售物業相應增加。撥備將於向原居民交付該等已完成物業後撥回。

33. SHARE CAPITAL

33. 股本

| | | 2022 二零二二年 | | | 2021 二零二一年 | | |
|--|--------------------|-----------------------------|-----------------|------------------|-----------------------------|-----------------|------------------|
| | | Number of shares 股份數目 | HK\$'000 千港元 | RMB'000 人民幣千元 | Number of shares 股份數目 | HK\$'000 千港元 | RMB'000 人民幣千元 |
| Authorised share capital of the Company: | 本公司法定股本： | | | | | | |
| Ordinary shares of HK\$0.01 each | 每股面值0.01港元 的普通股 | 30,000,000,000 | 300,000 | 240,000 | 30,000,000,000 | 300,000 | 240,000 |
| Issued and fully paid share capital of the Company: | 本公司已發行及 繳足股本： | | | | | | |
| Ordinary shares of HK\$0.01 each | 每股面值0.01港元 的普通股 | | | | | | |
| At 1 January | 於一月一日 | 5,097,703,975 | 50,976 | 42,465 | 5,096,903,975 | 50,968 | 42,458 |
| Exercise of share options (note 35) | 行使購股權(附註35) | - | - | - | 800,000 | 8 | 7 |
| At 31 December | 於十二月三十一日 | 5,097,703,975 | 50,976 | 42,465 | 5,097,703,975 | 50,976 | 42,465 |



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34. RESERVES

34. 儲備

| | | | 2022 | 2021 |
|---|-------------|-------|-------------------|-------------------|
| | | NOTES | 二零二二年 | 二零二一年 |
| | | 附註 | RMB'000 | RMB'000 |
| | | | 人民幣千元 | 人民幣千元 |
| Share premium | 股份溢價 | | 7,163,036 | 7,163,036 |
| Convertible preference shares | 可換股優先股 | (i) | 5,999,201 | 5,999,201 |
| Other reserves | 其他儲備 | (ii) | (3,134,531) | (3,134,531) |
| Exchange reserve | 匯兌儲備 | | (91,910) | 291,723 |
| Investment/property revaluation reserve | 投資／物業重估儲備 | | (11,116) | 44,336 |
| Share option reserve (note 35) | 購股權儲備(附註35) | | 202,571 | 202,571 |
| Statutory reserve | 法定儲備 | (iii) | 423,679 | 415,358 |
| Retained profits | 保留盈利 | | 14,166,635 | 14,905,103 |
| | | | 24,717,565 | 25,886,797 |

Notes:

The movements of the Group's reserves for the year are presented in the consolidated statement of changes in equity of the consolidated financial statements. The nature and purpose of the reserves are as follows:

- (i) On 30 November 2015, the Company issued convertible preference shares (the "2015 CPS") at issue price of HK\$2.06 per share, of which 3,413,473,023 CPS were issued to Mr. Wong for aggregate consideration of HK\$7,031,754,000 (equivalent to approximately RMB5,959,114,000) as consideration for the Transaction as defined in note 34 (ii)(b).

Key terms of the 2015 CPS

- Holders of the 2015 CPS will be entitled to receive notices of and to attend the general meetings of the Company but are not permitted to vote unless a resolution is proposed to vary the rights of holders of the 2015 CPS or a resolution is proposed for the winding up of the Company;
- Holders of the 2015 CPS have the right to convert each 2015 CPS at any time into one ordinary share of the Company without the payment of any additional consideration. The holders may not exercise the conversion right if upon the conversion, the percentage of ordinary shares held by the public will fall below the minimum public float requirement under Rule 8.08 of the Listing Rules. The shares that are issued upon the exercise of the conversion right of the 2015 CPS are not subject to any restriction;
- The 2015 CPS cannot be redeemed by the Company or its holder;
- Holders of 2015 CPS will have priority over the holders of ordinary shares of the Company on the assets and funds of the Company available for distribution in a distribution of assets on liquidation, winding-up or dissolution of the Company;

附註：

本集團年內之儲備變動於綜合財務報表之綜合權益變動表中呈列。儲備之性質及用途如下：

- (i) 於二零一五年十一月三十日，本公司按每股發行價2.06港元發行可換股優先股（「二零一五年可換股優先股」），其中3,413,473,023股可換股優先股發行予黃先生，總代價7,031,754,000港元（相當於約人民幣5,959,114,000元），作為交易代價（定義見附註34(ii)(b)）。

二零一五年可換股優先股之主要條款

- 二零一五年可換股優先股持有人將有權收取本公司股東大會通告並出席本公司股東大會，但並不賦予投票的權利，除非所提呈的決議案會修訂二零一五年可換股優先股持有人的權利或就本公司清盤提呈決議案；
- 二零一五年可換股優先股持有人有權隨時將每股二零一五年可換股優先股轉換為一股本公司普通股股份，而毋須支付任何其他代價。倘於轉換後，公眾人士所持普通股股份之百分比低於上市規則第8.08條之最低公眾持股量規定，則持有人不得行使換股權。行使二零一五年可換股優先股之換股權發行之股份毋須受任何限制；
- 本公司或二零一五年可換股優先股持有人不可贖回二零一五年可換股優先股；
- 本公司因清算、清盤或解散而分派資產時，二零一五年可換股優先股持有人較本公司普通股持有人優先享有本公司可供分派之資產及資金；



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34. RESERVES (Cont'd)

Notes: (Cont'd)

(i) (Cont'd)

Key terms of the 2015 CPS (Cont'd)

- Subject to compliance with all applicable laws and the article of association of the Company, each 2015 CPS shall confer on its holder the right to receive a preferred distribution from the date of the issue of the 2015 CPS at a rate of 0.2% per annum, payable annually in arrear. Such preferred distribution is non-cumulative. The board of directors may, in its sole discretion, elect to defer or not to pay a preferred distribution. No interest accrues on any unpaid preferred distribution. If the board of directors of the Company elects to defer or not to pay a preferred distribution, the Company cannot pay any dividends, distributions or make any other payment to any ordinary shares of the Company.

On 7 February 2018, the Company entered into the Convertible Preference Shares (the "2018 CPS") subscription agreement with Silver Sure (BVI) Investments Limited, an independent third party to the Group as the 2018 CPS subscriber pursuant to which the 2018 CPS subscriber agreed to subscribe for 132,564,669 new CPS at an aggregate consideration of approximately HK\$389.47 million (equivalent to RMB325.56 million). The allotment and issue of 2018 CPS was completed on 21 February 2018.

Key terms of the 2018 CPS

- Holders of the 2018 CPS will be entitled to receive notices of and to attend the general meetings of the Company but are not permitted to vote unless a resolution is proposed to vary the rights of holders of the 2018 CPS or a resolution is proposed for the winding up of the Company;
- Holders of the 2018 CPS have the right to convert each 2018 CPS at any time into one ordinary share of the Company without the payment of any additional consideration. The holders may not exercise the conversion right if upon the conversion, the percentage of ordinary shares held by the public will fall below the minimum public float requirement under Rule 8.08 of the Listing Rules. The shares that are issued upon the exercise of the conversion right of the 2018 CPS are not subject to any restriction;
- The 2018 CPS cannot be redeemed by the Company or its holder; and
- Holders of 2018 CPS will have priority over the holders of ordinary shares of the Company on the assets and funds of the Company available for distribution in a distribution of assets on liquidation, winding-up or dissolution of the Company;

34. 儲備(續)

附註：(續)

(i) (續)

二零一五年可換股優先股之主要條款(續)

- 待符合所有適用法律及本公司組織章程細則後，每股二零一五年可換股優先股將賦予其持有人權利，自發行二零一五年可換股優先股日期起按0.2%之年利率收取優先分派，並於每年年末支付。各優先分派不可累積。董事會可全權酌情選擇遞延或不支付優先分派。任何未支付優先分派並不計息。倘本公司董事會選擇遞延或不支付優先分派，則本公司不可就任何本公司普通股派付任何股息、分派或作出任何其他派付。

於二零一八年二月七日，本公司與銀順(BVI)投資有限公司(為本集團之獨立第三方及作為二零一八年可換股優先股認購人)訂立可換股優先股(「二零一八年可換股優先股」)認購協議，據此，二零一八年可換股優先股認購人同意以總代價約389.47百萬港元(相當於人民幣325.56百萬元)認購132,564,669股新可換股優先股。二零一八年可換股優先股之配發及發行於二零一八年二月二十一日完成。

二零一八年可換股優先股之主要條款

- 二零一八年可換股優先股持有人將有權收取本公司股東大會通告並出席本公司股東大會，但並不賦予投票的權利，除非所提呈的決議案會修訂二零一八年可換股優先股持有人的權利或就本公司清盤提呈決議案；
- 二零一八年可換股優先股持有人有權隨時將每股二零一八年可換股優先股轉換為一股本公司普通股股份，而毋須支付任何額外代價。倘於轉換後，公眾人士所持普通股股份之百分比低於上市規則第8.08條之最低公眾持股量規定，則持有人不得行使換股權。行使二零一八年可換股優先股之換股權後發行之股份毋須受任何限制；
- 本公司或二零一八年可換股優先股持有人不可贖回二零一八年可換股優先股；及
- 本公司因清算、清盤或解散而分派資產時，二零一八年可換股優先股持有人較本公司普通股持有人優先享有本公司可供分派之資產及資金。



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34. RESERVES (Cont'd)

Notes: (Cont'd)

(i) (Cont'd)

The details of the 2018 CPS are set out in the announcement of the Company dated 7 February 2018.

The 2018 CPS and 2015 CPS are classified as equity instruments in the Group's consolidated financial statements as the Group does not have a contractual obligation to deliver cash or other financial assets arising from the issue of the 2018 CPS and 2015 CPS.

On 23 January 2020 and 10 August 2020, 13,636,364 and 24,000,000 2015 CPS have been converted into ordinary shares at the conversion price of HK\$2.06 per conversion preference share respectively. No 2015 and 2018 CPS has been converted into ordinary shares of the Company during the years ended 31 December 2022 and 2021.

(ii) Other reserves mainly comprise:

(a) A deemed contribution of an amount of HK\$1,007,864,525 (equivalent to approximately RMB806,292,000) by China LVGEM, the then immediate holding company of the Company, to acquire approximately 75% of the then aggregate issued share capital of the Company on 8 May 2014 (the "Acquisition").

(b) A deemed distribution of an amount of HK\$13,785,000,000 (equivalent to approximately RMB11,682,204,000) to Mr. Wong, to acquire the entire equity interests in Green View Holding Company Limited and its subsidiaries (collectively referred to as the "Target Group") (the "Transaction"). The Transaction was completed on 30 November 2015. The amount of deemed distribution comprised of issuance of 2,509,342,511 new ordinary shares at issue price of HK\$2.06 per ordinary share of the Company amounted to HK\$5,169,246,000 (equivalent to approximately RMB4,380,717,000), issuance of 3,413,473,023 convertible preference shares at issue price of HK\$2.06 per convertible preference shares amounted to HK\$7,031,754,000 (equivalent to approximately RMB5,959,114,000), and cash consideration of HK\$1,584,000,000 (equivalent to approximately RMB1,342,373,000).

34. 儲備(續)

附註：(續)

(i) (續)

二零一八年可換股優先股的詳情載於本公司日期為二零一八年二月七日之公告。

由於本集團並無交付發行二零一八年可換股優先股及二零一五年可換股優先股產生的現金或其他金融資產的合約責任，故二零一八年可換股優先股及二零一五年可換股優先股於本集團綜合財務報表中獲分類為股本工具。

於二零二零年一月二十三日及二零二零年八月十日，分別有13,636,364股及24,000,000股二零一五年可換股優先股已按每股可換股優先股2.06港元的兌換價兌換為普通股。截至二零二二年及二零二一年十二月三十一日止年度，概無二零一五年及二零一八年可換股優先股獲兌換為本公司普通股。

(ii) 其他儲備主要包含：

(a) 中國綠景(本公司當時之直接控股公司)之視作出資1,007,864,525港元(相當於約人民幣806,292,000元)，以收購本公司於二零一四年五月八日之當時已發行股本總額約75% (「收購事項」)。

(b) 向黃先生之視作出資13,785,000,000港元(相當於約人民幣11,682,204,000元)，以收購綠景控股有限公司及其附屬公司(統稱「目標集團」)之全部股權(「該交易」)。該交易已於二零一五年十一月三十日完成。視作出資金額包括按每股本公司普通股發行價2.06港元發行2,509,342,511股新普通股股份之金額5,169,246,000港元(相當於約人民幣4,380,717,000元)、按每股可換股優先股發行價2.06港元發行3,413,473,023股可換股優先股股份之金額7,031,754,000港元(相當於約人民幣5,959,114,000元)，以及現金代價1,584,000,000港元(相當於約人民幣1,342,373,000元)。



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34. RESERVES (Cont'd)

Notes: (Cont'd)

- (ii) Other reserves mainly comprise: (Cont'd)
- (c) The difference between the aggregate amount of share capital and share premium of the Target Group and the Company at the completion date of the Transaction, which amounted to approximately RMB433,106,000.
- (d) On 28 December 2018, the Group entered into a subscription agreement with Mr. Wong to subscribe 90.1% equity interests in Copious Favour Holdings Limited ("Copious Favour"), an investment holding company wholly owned by Mr. Wong and Copious Favour indirectly holds 44% equity interests in Zhuhai LVGEM Dongqiao Investment Co., Ltd ("Zhuhai LVGEM Dongqiao"), which is a 51% owned indirect subsidiary of the Company. Upon completion of the subscription on 28 December 2018, Copious Favour became a non-wholly owned subsidiary of the Company, while the Group's equity interests in Zhuhai LVGEM Dongqiao increased from 51% to 90.64%.
- The difference between subscription amount and the attributable net liabilities being acquired was included in other reserves.
- (e) During the year ended 31 December 2019, LVGEM Suzhou Real Estate Investment Company Limited ("LVGEM Suzhou"), an indirect wholly-owned subsidiary of the Group as the purchaser entered into a sale and purchase agreement with the non-controlling shareholder of Prosper View Group Limited ("PVGL"), an investment holding company non-wholly owned by the Group, to acquire remaining 49% equity interest of PVGL at the consideration of RMB29,410,000.

Upon completion of the transaction on 15 January 2020, PVGL became a wholly-owned subsidiary of the Company, while the Group's effective equity interests in Prosper View increased from 51% to 100%. The difference between the consideration and the non-controlling interests acquired was included in other reserves.

34. 儲備(續)

附註：(續)

- (ii) 其他儲備主要包含：(續)
- (c) 於該交易完成日期，目標集團與本公司之股本及股份溢價總額的差額約人民幣433,106,000元及計入其他儲備。
- (d) 於二零一八年十二月二十八日，本集團與黃先生訂立認購協議，以認購黃先生全資擁有之投資控股公司厚益控股有限公司(「厚益」)之90.1%股權，而厚益間接持有珠海市綠景東橋投資有限公司(「珠海綠景東橋」)之44%股權，而珠海綠景東橋為本公司擁有51%權益之間接附屬公司。於二零一八年十二月二十八日完成認購事項後，厚益成為本公司之非全資附屬公司，而本集團於珠海綠景東橋之股權由51%增至90.64%。
- 認購金額與已收購之應佔負債淨值之間之差額計入其他儲備。
- (e) 截至二零一九年十二月三十一日止年度，綠景(蘇州)地產投資有限公司(「綠景蘇州」)，本集團之間接全資附屬公司，作為買方與協朗集團有限公司(「協朗」，本集團之非全資投資控股公司)之非控股股東訂立買賣協議，以代價人民幣29,410,000元收購協朗餘下之49%股權。

於二零二零年一月十五日完成交易後，協朗成為本公司之全資附屬公司，而本集團於協朗之實際股權由51%增至100%。代價與已收購之非控股權益之間之差額計入其他儲備。



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34. RESERVES (Cont'd)

Notes: (Cont'd)

(ii) Other reserves mainly comprise: (Cont'd)

- (f) On 25 August 2020, Greater Bay Area Intelligent City Limited, a direct wholly-owned subsidiary of the Company (“the Subscriber”), Affluent Trade Investments Limited (“Affluent Trade”), Multiple Ally Limited (“Multiple Ally”), and Victor Success Investments Limited (“Victor Success”), and Mr. Wong, entered into subscription agreements (“Subscription Agreements”). Upon completion of the share subscription, Affluent Trade will be owned as to 70% and 30% by the Subscriber and Mr. Wong respectively, Victor Success will be owned as to 75% and 25% by the Subscriber and Mr. Wong respectively, and Multiple Ally will be owned as to 75% and 25% by the Subscriber and Mr. Wong respectively and ICDL and its subsidiaries became non-wholly owned subsidiaries of the Group.

The difference between the consideration paid which was nil by way of share subscription and the attributable identifiable fair value of the net asset acquired on those additional equity interest of 55% of RMB8,496,395,000 were included in other reserves as capital contribution by Mr. Wong.

- (iii) As stipulated by the relevant laws and regulations in the Mainland China, certain subsidiaries of the Company in the Mainland China are required to maintain a statutory reserve which is non-distributable other than upon the liquidation of the entity. Transfer to this reserve is made out of profit after tax of the Mainland China subsidiaries’ statutory financial statements which are prepared in accordance with the accounting principles generally accepted in the Mainland China.

35. SHARE-BASED EMPLOYEE COMPENSATION

The share option scheme adopted by the Company on 14 November 2005 expired on 13 November 2015. On 2 June 2016, the Company adopted a new share option scheme (the “Scheme”) at the annual general meeting of the Company held on 2 June 2016.

Pursuant to the Scheme, the board of directors may, at its discretion, invite any executive or non-executive directors including independent non-executive directors or any employees (whether full-time or part-time) of the Company, its subsidiaries and associated companies; any discretionary objects of a discretionary trust established by any employees, executive or non-executive directors of each member of the Group or its associated companies; any consultants, professional and other advisers to each member of the Group or its associated companies (or persons, firms or companies proposed to be appointed for providing such services); any chief executives or substantial shareholders of the Company; any associates of any director, chief executive or substantial shareholder of the Company; and any employees (whether full-time or part-time) of substantial shareholders of the Company, provided that the board of directors may have absolute discretion to determine whether or not one falls within the above categories, (together, the “Participants” and each a “Participant”), to take up options (“Option(s)”) to subscribe for shares at a price determined in accordance with the paragraph below.

34. 儲備(續)

附註：(續)

(ii) 其他儲備主要包含：(續)

- (f) 於二零二零年八月二十五日，大灣區智慧城市有限公司(本公司之直接全資附屬公司，「認購人」)與富業投資有限公司(「富業」)、眾集有限公司(「眾集」)、勝成投資有限公司(「勝成」)及黃先生訂立認購協議(「認購協議」)。於完成股份認購後，富業將分別由認購人及黃先生擁有70%及30%權益，勝成將分別由認購人及黃先生擁有75%及25%權益，眾集將分別由認購人及黃先生擁有75%及25%權益，而智慧城市及其附屬公司則成為本集團之非全資附屬公司。

以股份認購方式支付之代價(即零)與就該額外55%股權所收購淨資產的應佔可識別公允價值(即人民幣8,496,395,000元)之間之差額作為黃先生的注資計入其他儲備。

- (iii) 根據中國內地的相關法律及法規規定，本公司於中國內地的若干附屬公司須維持不可分派的法定儲備，惟該公司清盤則除外。此儲備乃由中國內地附屬公司按照中國內地普遍採納會計原則編製的法定財務報表中的除稅後盈利轉撥。

35. 以股份支付的僱員薪酬

本公司於二零零五年十一月十四日採納之購股權計劃已於二零一五年十一月十三日屆滿。於二零一六年六月二日，本公司於二零一六年六月二日舉行之本公司股東週年大會上採納新購股權計劃(「該計劃」)。

根據該計劃，董事會可酌情邀請本公司、其附屬公司及聯營公司的任何執行或非執行董事，包括獨立非執行董事或任何僱員(不論全職或兼職)；本集團各成員公司或其聯營公司的任何僱員、執行或非執行董事所設立的全權信託的任何全權受益人；本集團各成員公司或其聯營公司的任何諮詢人、專業人士及其他顧問(或擬委任以提供該等服務的人士、商行或公司)；本公司任何主要行政人員或主要股東；本公司任何董事、主要行政人員或主要股東的任何聯繫人；及本公司主要股東的任何僱員(不論全職或兼職)，惟董事會可全權酌情釐定有關人士是否屬於上述類別(上述人士均稱為及合稱「參與者」)，以接納購股權(「購股權」)，並根據下段確定的價格認購股份。



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35. SHARE-BASED EMPLOYEE COMPENSATION (Cont'd)

In determining the basis of eligibility of each Participant, the board of directors would take into account such factors as the board of directors may at its discretion consider appropriate.

The Scheme shall be valid and effective for a period of ten years commencing on the date on which the Scheme is adopted, after which period no further Options will be granted but in all other respects the provisions of the Scheme shall remain in full force and effect, and Options which are granted during the life of the Scheme may continue to be exercisable in accordance with their terms of grant.

The exercise price of a share in relation to each Option granted under the Scheme shall be a price solely determined by the board of directors and notified to a Participant and shall be at least the highest of:

- (a) the closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheet on the business day on which an offer is accepted by the grantee or if such date of acceptance by the grantee is not a business day, the immediately preceding business day;
- (b) a price being the average of the closing prices of the Company's shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date on which an offer is accepted by the grantee (provided that the new issue price shall be used as the closing price for any business day falling within the period before listing of the shares where the Company has been listed for less than five business days as at the date on which an offer is accepted by the grantee); and
- (c) the nominal value of a Company's share.

35. 以股份支付的僱員薪酬(續)

於釐定各參與者的資格標準時，董事會將考慮其可能酌情認為恰當的因素。

該計劃自獲採納日期起計有效期為十年，在限期後不會再授出購股權，惟在所有其他方面，該計劃的條文仍具有十足效力及作用，於該計劃期限內授出的購股權可按其授出條款繼續行使。

根據該計劃授出之各購股權之股份行使價將為僅由董事會釐定及告知參與者之價格，以及將為以下之最高者：

- (a) 於要約獲承授人接納的營業日(或如要約獲承授人接納當日並非營業日，則為緊接該日前的營業日)聯交所日報表所報的本公司股份收市價；
- (b) 緊接要約獲承授人接納前五個營業日聯交所日報表所報的本公司股份平均收市價(惟倘本公司股份於要約獲承授人接納當日已上市的日子數少於五個營業日，則新發行價應用作股份上市前期間任何營業日的收市價)；及
- (c) 一股本公司股份面值。



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35. SHARE-BASED EMPLOYEE COMPENSATION (Cont'd)

The total number of shares, which may be issued upon exercise of all Options to be granted under the Scheme and any other share option scheme of the Company shall not in aggregate exceed 10% of the total number of shares in issue on the date of commencement of dealings in the shares on the Stock Exchange ("Scheme Mandate Limit"), unless the Company obtains an approval from its shareholders. Options lapsed in accordance with the terms of the Scheme will not be counted for the purpose of calculating such 10% limit. As at 1 January 2022 and 31 December 2022, the total number of shares available for issue under the Scheme was 285,800,000 shares, representing approximately 5.61% of the total shares as at the date of the annual report.

Notwithstanding any other provisions of the Scheme, the maximum number of the shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Scheme and any other share option schemes of the Company shall not exceed 30% of the total number of shares in issue from time to time.

Unless approved by the shareholders, the total number of shares issued and to be issued upon exercise of the Options granted to each participant (including both exercised and outstanding Options) in any 12-month period shall not exceed 1% of the total number of shares in issue.

Offer of an option ("Offer") shall be deemed to have been accepted by any Participant (the "Grantee") who accepts an Offer in accordance with the terms of the Scheme and the option to which the Offer relates shall be deemed to have been granted and to have taken effect when the duplicate of the offer letter comprising acceptance of the Offer duly signed by the Grantee together with a remittance in favour of the Company of HK\$1.00 by way of consideration for the granting thereof is received by the Company within 30 days from the date upon which the Offer is made.

In respect of any particular option, the period within which the option may be exercised by the grantee shall be a period to be determined by the Board at its discretion and notified by the Board to each grantee, and such period shall not be more than 10 years from the date on which such option is granted.

On 28 June 2016, the Company granted share options under the Scheme to certain Participants which will enable the Grantees to subscribe for a total of 285,800,000 ordinary shares of HK\$0.01 each in the share capital of the Company.

35. 以股份支付的僱員薪酬(續)

因行使根據該計劃及本公司任何其他購股權計劃授出的所有購股權可發行的股份總數，合共不得超過股份於聯交所開始買賣當日已發行股份總數的10%（「計劃授權限額」），惟本公司取得股東的批准則除外。計算該10%限額並不計及根據該計劃條款已失效的購股權。於二零二二年一月一日及二零二二年十二月三十一日，根據該計劃可供發行的股份總數為285,800,000股股份，佔於本年報日期的股份總數約5.61%。

儘管該計劃另有任何其他規定，於行使該計劃及本公司任何其他購股權計劃的已授出但尚未行使的所有未行使購股權時，最多可發行的股份數目不得超過不時已發行股份總數的30%。

除非獲股東批准，否則於任何十二個月期間因行使授予每名參與者的購股權（包括已行使及尚未行使的購股權）而已發行及將予發行的股份總數，不得超過已發行股份總數的1%。

任何參與者（「承授人」）凡按照該計劃的條款接納購股權要約（「要約」），即被視為接納要約，而當載有接納要約的要約書副本由承授人妥為簽署，並在本公司作出要約當日起30日內，接獲承授人在接納購股權時須向本公司支付1.00港元作為授出購股權的代價後，與要約有關的購股權即被視為已授出並生效。

就任何特定購股權而言，承授人可行使購股權的期間將為董事會酌情釐定的期間，並由董事會通知各承授人，有關期間自有關購股權授出日期起計不得超過10年。

於二零一六年六月二十八日，本公司根據該計劃向若干參與者授出購股權，使承授人能夠認購本公司股本中合共285,800,000股每股面值0.01港元的普通股。



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35. SHARE-BASED EMPLOYEE COMPENSATION (Cont'd)

Details of the Options granted by the Company pursuant to the Scheme and the Options outstanding as at 31 December 2022 and 31 December 2021 are as follows:

35. 以股份支付的僱員薪酬(續)

本公司根據該計劃授出的購股權及於二零二二年十二月三十一日及二零二一年十二月三十一日尚未行使的購股權詳情如下：

| | | Date of grant | Exercisable period | Number of options | | | | Balance at 31 December 2022 | Exercise price per share | |
|--------------------------------------|-----------|-------------------------------|-------------------------------|---------------------------|--------------------------|-------------------------|---------------------------|-----------------------------|--------------------------|------------------------|
| | | | | Balance at 1 January 2022 | Transfer during the year | Granted during the year | Exercised during the year | | | Lapsed during the year |
| | | 授出日期 (dd/mm/yyyy) 日/月/年 | 行使期間 (dd/mm/yyyy) 日/月/年 | 於二零二二年一月一日的結餘 | 於年內轉撥 | 於年內授出 | 於年內行使 | 於年內失效 | 於二零二二年十二月三十一日的結餘 | 每股行使價 HK\$ 港元 |
| Executive directors (Note 1) | 執行董事(附註1) | 28/06/2016 | 28/06/2016 to 27/06/2026 | 10,500,000 | - | - | - | - | 10,500,000 | 1.846 |
| Executive directors (Note 2) | 執行董事(附註2) | 28/06/2016 | 28/06/2017 to 27/06/2026 | 10,500,000 | - | - | - | - | 10,500,000 | 1.846 |
| Executive directors (Note 3) | 執行董事(附註3) | 28/06/2016 | 28/06/2018 to 27/06/2026 | 14,000,000 | - | - | - | - | 14,000,000 | 1.846 |
| Employees (Note 1) | 僱員(附註1) | 28/06/2016 | 28/06/2016 to 27/06/2026 | 60,750,000 | - | - | - | - | 60,750,000 | 1.846 |
| Employees (Note 2) | 僱員(附註2) | 28/06/2016 | 28/06/2017 to 27/06/2026 | 61,110,000 | - | - | - | - | 61,110,000 | 1.846 |
| Employees (Note 3) | 僱員(附註3) | 28/06/2016 | 28/06/2018 to 27/06/2026 | 81,480,000 | - | - | - | - | 81,480,000 | 1.846 |
| Others (Note 1) | 其他(附註1) | 28/06/2016 | 28/06/2016 to 27/06/2026 | 3,900,000 | - | - | - | - | 3,900,000 | 1.846 |
| Others (Note 2) | 其他(附註2) | 28/06/2016 | 28/06/2017 to 27/06/2026 | 900,000 | - | - | - | - | 900,000 | 1.846 |
| Others (Note 3) | 其他(附註3) | 28/06/2016 | 28/06/2018 to 27/06/2026 | 1,200,000 | - | - | - | - | 1,200,000 | 1.846 |
| | | | | 244,340,000 | - | - | - | - | 244,340,000 | |
| Exercisable at the end of the period | 期末可予行使 | | | | | | | | 244,340,000 | |



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35. SHARE-BASED EMPLOYEE COMPENSATION (Cont'd)

35. 以股份支付的僱員薪酬 (續)

| | | Date of grant | Exercisable period | Number of options 購股權數目 | | | | Balance at 31 December 2021 於二零二一年十二月三十一日的結餘 | Exercise price per share 每股行使價 HK\$ 港元 |
|--------------------------------------|------------|---------------|--------------------------|--|-----------------------------------|----------------------------------|---|---|---|
| | | | | Balance at 1 January 2021 於二零二一年一月一日的結餘 | Transfer during the year 於年內轉撥 | Granted during the year 於年內授出 | Exercised during the year 於年內行使 (Note 4) (附註4) | | |
| Executive directors (Note 1) | 執行董事 (附註1) | 28/06/2016 | 28/06/2016 to 27/06/2026 | 10,500,000 | - | - | - | 10,500,000 | 1.846 |
| Executive directors (Note 2) | 執行董事 (附註2) | 28/06/2016 | 28/06/2017 to 27/06/2026 | 10,500,000 | - | - | - | 10,500,000 | 1.846 |
| Executive directors (Note 3) | 執行董事 (附註3) | 28/06/2016 | 28/06/2018 to 27/06/2026 | 14,000,000 | - | - | - | 14,000,000 | 1.846 |
| Employees (Note 1) | 僱員 (附註1) | 28/06/2016 | 28/06/2016 to 27/06/2026 | 60,750,000 | - | - | - | 60,750,000 | 1.846 |
| Employees (Note 2) | 僱員 (附註2) | 28/06/2016 | 28/06/2017 to 27/06/2026 | 61,430,000 | - | - | (320,000) | 61,110,000 | 1.846 |
| Employees (Note 3) | 僱員 (附註3) | 28/06/2016 | 28/06/2018 to 27/06/2026 | 81,960,000 | - | - | (480,000) | 81,480,000 | 1.846 |
| Others (Note 5) | 其他 (附註5) | 28/06/2016 | 28/06/2016 to 27/06/2026 | 3,900,000 | - | - | - | 3,900,000 | 1.846 |
| Others (Note 5) | 其他 (附註5) | 28/06/2016 | 28/06/2017 to 27/06/2026 | 900,000 | - | - | - | 900,000 | 1.846 |
| Others (Note 5) | 其他 (附註5) | 28/06/2016 | 28/06/2018 to 27/06/2026 | 1,200,000 | - | - | - | 1,200,000 | 1.846 |
| | | | | 245,140,000 | - | - | (800,000) | 244,340,000 | |
| Exercisable at the end of the period | 期末可予行使 | | | | | | | 244,340,000 | |



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35. SHARE-BASED EMPLOYEE COMPENSATION (Cont'd)

- Note 1:* The options were vested immediately on the date of grant.
- Note 2:* The options granted are subject to the vesting period from the date of grant up to 27 June 2017.
- Note 3:* The options granted are subject to the vesting period from the date of grant up to 27 June 2018.
- Note 4:* The weighted average share price at the dates of exercise for share options during the year ended at 31 December 2021 was HK\$2.22 per share.
- Note 5:* Others include grantees who were eligible participants other than executive directors and employees pursuant to the Scheme.

During the year ended 31 December 2022, no shares (2021: 800,000 shares) were exercised.

The closing price of the Company's shares immediately before 28 June 2016, the date of grant, was HK\$1.820.

There is no performance condition for the Options to vest.

The fair values of the Options determined at the date of grant using the Binomial Option Pricing Model were HK\$276,156,000 (equivalent to approximately RMB236,030,000). During the years ended 31 December 2022 and 2021, no expense was incurred in relation to share options granted by the Company.

The Binomial Option Pricing Model has been used to estimate the fair value of the options. The variables and assumptions used in computing the fair value of the share options are based on the best estimate of the directors of the Company. Changes in variables and assumptions may result in changes in the fair value of the Options.

35. 以股份支付的僱員薪酬(續)

- 附註1:* 購股權於授出日期即時歸屬。
- 附註2:* 所授出的購股權受自授出日期起至二零一七年六月二十七日止之歸屬期所規限。
- 附註3:* 所授出的購股權受自授出日期起至二零一八年六月二十七日止之歸屬期所規限。
- 附註4:* 於截至二零二一年十二月三十一日止年度行使購股權當日之加權平均股價為每股2.22港元。
- 附註5:* 其他包括根據該計劃除執行董事及僱員以外屬合資格參與者的承授人。

截至二零二二年十二月三十一日止年度，概無股份（二零二一年：800,000股股份）獲行使。

本公司股份於緊接二零一六年六月二十八日（授出日期）前的收市價為1.820港元。

購股權並無表現條件需予歸屬。

於授出日期以二項式期權定價模型釐定的購股權公允價值為276,156,000港元（相當於約人民幣236,030,000元）。截至二零二二年及二零二一年十二月三十一日止年度，本公司授出之購股權概無產生任何開支。

二項式期權定價模型已用於估計購股權的公允價值。用於計算購股權公允價值的可變因素及假設乃根據本公司董事最佳估計得出。可變因素及假設的變動可能導致購股權公允價值出現變動。



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36. RETIREMENT BENEFIT SCHEME

Hong Kong

The Group has joined a Mandatory Provident Fund Scheme (the “MPF Scheme”) for its employees in Hong Kong. The MPF Scheme is registered with the Mandatory Provident Fund Scheme Authority under the Mandatory Provident Fund Scheme Ordinance. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Under the rule of the MPF Scheme, the employer and its employees are each required to make contributions to the MPF Scheme at rates specified in the rules. The only obligation of the Group with respect to the MPF Scheme is to make the required contributions under the MPF Scheme.

The retirement benefit scheme contributions arising from the MPF Scheme charged to the consolidated statement of profit or loss represent contributions payable to the funds by the Group at rates specified in the rules of the scheme.

The Mainland China

The employees of the Group’s subsidiaries in the Mainland China are members of a state-managed retirement benefit scheme operated by the government of the Mainland China. The subsidiaries are required to contribute a certain percentage of the salaries of their employees to the state-managed retirement benefit scheme. The only obligation of the Group with respect to the retirement benefit scheme is to make the required contributions under the scheme.

During the year, the retirement benefit scheme contributions amounted to RMB33,621,000 (2021: RMB35,408,000). No forfeited contributions have been used to reduce the level of contributions in both years.

36. 退休福利計劃

香港

本集團已參加一項為其在香港之僱員設立之強制性公積金計劃(「強積金計劃」)。強積金計劃已根據強制性公積金計劃條例在強制性公積金計劃管理局註冊。強積金計劃之資產與本集團之資產分開處理，由獨立受託人管理之基金持有。根據強積金計劃之規則，僱主及僱員須分別按規則指定之比率對強積金計劃供款。本集團就強積金計劃承擔之責任僅限於根據強積金計劃作出指定供款。

自綜合損益表中扣除有關強積金計劃之退休福利計劃供款乃本集團按該計劃規則訂明之比率須撥入基金之供款額。

中國內地

本集團中國內地附屬公司之僱員參與中國內地政府營運之國家管理退休福利計劃。附屬公司須按僱員薪金之若干比率向國家管理退休福利計劃供款。本集團就該退休福利計劃承擔之責任僅限於根據該計劃作出指定供款。

年內，退休福利計劃供款為人民幣33,621,000元(二零二一年：人民幣35,408,000元)。於兩個年度內，概無將沒收供款用於減低供款水平。



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37. CAPITAL RISK MANAGEMENT

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing properties commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristic of the underlying assets.

The Group monitors capital on the basis of the net debt to equity ratio. For this purpose the net debt is defined as borrowings less cash and cash equivalents. The Group's goal in capital management is to maintain a net debt to equity ratio at a reasonable level. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, issue new shares, return capital to shareholders, raise new debt financing or sell assets to reduce debts.

The Group's overall strategy in capital management remains unchanged from prior year.

37. 資本風險管理

本集團管理資本的主要目標是保障本集團可持續經營能力，以不斷為股東提供回報及為其他利益相關方帶來利益。方法包括依照風險水平釐定物業價格，及以合理的成本進行融資。

本集團根據經濟狀況的變動及相關資產的風險特性管理資本結構並作出相應調整。

本集團按淨負債權益比率的基準監察其資本。就此而言，淨負債的定義為借貸減現金及現金等價物。本集團資本管理的目標為將淨負債權益比率維持於合理的水平。為維持或調整資本結構，本集團可調整派予股東的股息款額、發行新股份、退還股本予股東、籌集新債務融資或出售資產減債。

自上年度起，本集團資本管理的整體策略維持不變。



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38. FINANCIAL RISK MANAGEMENT POLICIES AND OBJECTIVES

38. 財務風險管理的政策及目標

Categories of financial instruments

金融工具類別

| | | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
|---|--------------------|-----------------------------------|-----------------------------------|
| Financial assets | 金融資產 | | |
| Financial assets measured at amortised cost | 按攤銷成本計量的金融資產 | 5,719,348 | 8,264,773 |
| Equity instruments at fair value through other comprehensive income | 按公允價值計入其他全面收益之股本工具 | 371,963 | 450,423 |
| Financial liabilities | 金融負債 | | |
| Financial liabilities measured at amortised cost | 按攤銷成本計量的金融負債 | 41,854,022 | 36,421,859 |
| Derivative financial instruments | 衍生金融工具 | 22,760 | 26,251 |
| Lease liabilities | 租賃負債 | 147,279 | 164,475 |

The Group is exposed to a variety of financial risks: currency risk, interest rate risk, price risk, credit risk and liquidity risk. The Group's overall risk management focuses on unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Group currently does not have any written risk management policies and guidelines. However, the directors of the Company meet periodically to analyse and formulate strategies to manage and monitor financial risks.

The Group is not engaged in the trading of financial assets for speculative purposes. The most significant financial risks to which the Group is exposed are described below.

本集團承受多種財務風險：貨幣風險、利率風險、價格風險、信貸風險及流動資金風險。本集團的整體風險管理重點在於金融市場的不可預測性，並尋求將對本集團財務表現的潛在不利影響降至最低。本集團現時並無任何明文的風險管理政策及指引。然而，本公司董事定期召開會議，以分析及制定措施以管理及監控財務風險。

本集團並無從事以投機為目標的金融資產買賣。本集團所面對的最主要財務風險載列如下。



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38. FINANCIAL RISK MANAGEMENT POLICIES AND OBJECTIVES (Cont'd)

38. 財務風險管理的政策及目標 (續)

38.1 Currency risk

38.1 貨幣風險

Certain subsidiaries of the Company have foreign currency denominated monetary assets and liabilities, which expose the Group to foreign currency risk. The Group currently does not have a policy to hedge the foreign currency exposure. However, the management monitors the related foreign currency fluctuation closely and will consider entering into foreign exchange forward contracts to hedge significant portion of the foreign currency risk should the need arise.

本公司若干附屬公司之貨幣資產及負債以外幣計值，故本集團面臨外匯風險。本集團現時並無對沖外匯風險之政策。然而，管理層會密切監控有關外匯波動，並於有需要時考慮簽訂外匯遠期合約以對沖重大外匯風險。

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the reporting date as follows:

本集團以外幣計值之貨幣資產及貨幣負債於報告日期之賬面值如下：

| | | Assets 資產 | | Liabilities 負債 | |
|------|----|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
| | | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
| US\$ | 美元 | 45,030 | 110,726 | 3,285,016 | 3,867,825 |
| HK\$ | 港元 | 79,204 | 454,398 | 2,747,845 | 2,470,068 |

Sensitivity analysis

敏感度分析

The Group is mainly exposed to the currencies of US\$ and HK\$.

本集團主要面臨美元及港元貨幣風險。

The following table details the Group's sensitivity to a 5% increase and decrease in RMB against the relevant foreign currency. 5% is the sensitivity rate used when reporting foreign currency risk internally to directors of the Company's assessment of the reasonably possible change in foreign exchange rates.

下表詳述本集團對人民幣兌相關外幣增減5%的敏感度。5%為向本公司董事內部匯報外幣風險時所使用的敏感度比率，反映本公司董事對外幣匯率出現合理可能變動之評估。

The sensitivity analysis includes only outstanding foreign currency denominated monetary items assuming the balances at the end of the reporting period outstanding for the whole year and adjusts their translation at the year end for a 5% change in foreign currency rates. A positive number below indicates a decrease in loss (2021: an increase in profit) where RMB strengthen 5% against the relevant currency. For a 5% weakening of RMB against the relevant currency, there would be an equal and opposite impact on the loss (2021: profit), and the amounts below would be negative.

敏感度分析僅包括以外幣折算之尚未支付貨幣項目（假設報告期末結餘於整個年度未結算），並於年結時以外幣匯率變動5%作匯兌調整。下列之正數數字反映人民幣兌有關貨幣升值5%時，虧損會有所減少（二零二一年：盈利會有所增加）。人民幣兌有關貨幣貶值5%時，虧損（二零二一年：盈利）將構成等值及相反影響，而下列金額將為負數。



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38. FINANCIAL RISK MANAGEMENT POLICIES AND OBJECTIVES (Cont'd)

38.1 Currency risk (Cont'd)

Sensitivity analysis (Cont'd)

| | | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
|----------------|-----------|-----------------------------------|-----------------------------------|
| US\$ | 美元 | | |
| Profit or loss | 損益 | 121,499 | 140,891 |
| HK\$ | 港元 | | |
| Profit or loss | 損益 | 100,074 | 75,588 |

In the management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the year end exposure does not reflect the exposure during the year.

38.2 Interest rate risk

The Group has significant borrowings (see note 29 for details) with floating interest rate which are exposed to cash flow interest-rate risk. Certain bank loans and certain other borrowings, certain restricted bank deposits, certain bank balances, convertible bonds, senior notes and bond, and lease liabilities (see note 28 for details) carried at fixed rate which exposed the Group to fair value interest rate risk. During the year, the Group has not hedged its cash flow and fair value interest rate risks.

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for variable-rate borrowings at the end of the reporting period. The analysis is prepared assuming the amount of liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 (2021: 50) basis point increase or decrease is used when reporting interest rate risk internally to directors of the Company's assessment of the reasonably possible change in interest rates.

A fundamental reform of major interest rate benchmarks is being undertaken globally, including the replacement of some interbank offered rates ("IBORs") with alternative nearly risk-free rates. Details of the impacts on the Group's risk management strategy arising from the interest rate benchmark reform and the progress towards implementation of alternative benchmark interest rates are set out under "interest rate benchmark reform" in this note.

38. 財務風險管理的政策及目標(續)

38.1 貨幣風險(續)

敏感度分析(續)

| | | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
|----------------|-----------|-----------------------------------|-----------------------------------|
| US\$ | 美元 | | |
| Profit or loss | 損益 | 121,499 | 140,891 |
| HK\$ | 港元 | | |
| Profit or loss | 損益 | 100,074 | 75,588 |

管理層認為，由於年末風險不反映年內風險，故敏感度分析未能代表內在的外幣風險。

38.2 利率風險

本集團有以浮息利率計算的重大借貸(詳情見附註29)承受現金流量利率風險。若干銀行貸款及若干其他借貸、若干受限制銀行存款、若干銀行結餘、可換股債券、優先票據及債券以及租賃負債(詳情見附註28)以固定利率計息，並使本集團承受公允價值利率風險。年內，本集團並無對沖其現金流量及公允價值利率風險。

敏感度分析

以下敏感度分析乃根據浮息借貸於報告期末面對之利率風險釐定。分析乃假設報告期末負債餘額於整個年度尚未償還而編製。向本公司董事內部申報利率風險時採用50(二零二一年：50)個基點增減，反映本公司董事對利率合理可能出現之變動之評估。

全球主要利率基準正進行根本上的改革，包括以其他近乎無風險的利率替代部分銀行同業拆息利率(「IBOR」)。有關自利率基準改革產生的對本集團風險管理策略的影響及實施替代基準利率的進展的詳情載於本附註「利率基準改革」內。



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38. FINANCIAL RISK MANAGEMENT POLICIES AND OBJECTIVES (Cont'd)

38.2 Interest rate risk (Cont'd)

Sensitivity analysis (Cont'd)

If interest rates had been 50 (2021: 50) basis points higher/lower and all other variables were held constant, the Group's post-tax loss for the year would increase/decrease by approximately RMB32,964,000 (2021: profit decrease/increase by approximately RMB25,292,000), net of interest that would be capitalised in accordance with the Group's accounting policy.

Sensitivity analysis on bank deposits is not presented as the directors of the Company consider that the Group's exposure to interest rate fluctuations on bank deposits is insignificant.

38.3 Credit risk and impairment assessment

The Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties and financial guarantees provided by the Group is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position and the amount of contingent liabilities in relation to financial guarantee issued by the Group as disclosed in note 42.

The Group's credit risk is primarily attributable to its accounts and other receivables, amounts due from a joint venture, related companies and non-controlling interests, and amount of contingent liabilities in relation to the financial guarantees provided by the Group. The amounts presented in the consolidated statement of financial position are net of allowances for credit losses, estimated by the Group's management based on prior experience and their assessment of the current economic environment.

The Group has no significant concentration of credit risk, with exposure spread over a large number of counterparties and customers, except for amounts due from a joint venture, related parties and non-controlling interests of RMB1,874,640,000 (2021: RMB769,099,000) in aggregate as at 31 December 2022. The credit risk on liquid funds is limited because the funds have been deposited with various creditworthy financial institutions located in Hong Kong and the Mainland China.

38. 財務風險管理的政策及目標(續)

38.2 利率風險(續)

敏感度分析(續)

倘利率增加/減少50(二零二一年: 50)個基點而所有其他變數維持不變, 本集團扣除按照本集團會計政策資本化利息後的年內除稅後虧損將增加/減少約人民幣32,964,000元(二零二一年: 盈利減少/增加約人民幣25,292,000元)。

銀行存款之敏感度分析並未呈列, 因本公司董事認為本集團銀行存款利率浮動風險並不重大。

38.3 信貸風險及減值評估

由於交易方未有履行責任及本集團提供財務擔保而對本集團造成財務損失的最大信用風險承擔由綜合財務狀況報表所載各確認金融資產的賬面值及與本集團所發出財務擔保有關的或然負債金額而產生, 於附註42中作出披露。

本集團信貸風險主要來自有關本集團提供財務擔保之應收賬款及其他應收款項、應收一間合營公司、關聯公司及非控股權益款項, 及或然負債款項。綜合財務狀況報表所示金額已扣除信貸虧損撥備, 由本集團管理層根據過往經驗及對當時經濟環境的評估作出估計。

本集團並無重大集中之信貸風險, 且交易方及客戶數目眾多, 能夠分散風險, 惟於二零二二年十二月三十一日應收一間合營公司、關聯方及非控股權益款項合共人民幣1,874,640,000元(二零二一年: 人民幣769,099,000元)除外。由於資金存放於香港及中國內地具良好信譽的金融機構, 故有關流動資金的信貸風險有限。



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38. FINANCIAL RISK MANAGEMENT POLICIES AND OBJECTIVES (Cont'd)

38.3 Credit risk and impairment assessment (Cont'd)

As at 31 December 2022, the directors of the Company considered that the default risk for other receivables, amounts due from a joint venture, related parties and non-controlling interests is very low due to their sound credit worthiness, financial position and historical repayment records.

For amount due from a joint venture, the management of the Group assessed the profitability of the underlying project of the joint venture and its recoverability. Due to its profitability, the directors of the Company considered that the default risk is low.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

For properties under development which are subject to pre-sales agreements, the Group generally typically provides guarantees to banks in connection with the customers' borrowing of mortgage loans to finance their purchase of the properties for certain amount of the total purchase price of the property. If a purchaser defaults on the payment of its mortgage during the term of guarantee, the bank holding the mortgage may demand the Group to repay the outstanding amount of the loan and any accrued interest thereon. Under such circumstances, the Group is able to forfeit the customer's purchase deposit and sell the property to recover any amounts paid by the Group to the bank. Therefore, the management considers it would likely recover any loss incurred arising from the guarantee by the Group. The management considers the credit risk exposure to financial guarantees provided to property purchasers is limited because the facilities are secured by the properties and the market prices of the properties are higher than the guaranteed amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

In addition, the Group performs impairment assessment under ECL model for lease receivables with significant balances individually.

During the year ended at 31 December 2022, the lifetime ECL of accounts receivables recognised, net of reversal, is approximately RMB36,385,000 (2021: RMB68,873,000).

38. 財務風險管理的政策及目標(續)

38.3 信貸風險及減值評估(續)

於二零二二年十二月三十一日，本公司董事認為，由於交易方之信譽、財務狀況及過往還款記錄良好，故其他應收款項、應收一間合營公司、關聯方及非控股權益款項之違約風險極低。

就應收一間合營公司款項而言，本集團管理層評估合營公司相關項目的盈利能力及其可收回性。基於其盈利能力，本公司董事認為違約風險較低。

為將信貸風險減至最低，本集團管理層已委派團隊，負責釐定信貸限額、信貸審批及其他監控程序，以確保採取跟進措施收回逾期債務。此外，本集團於報告期末檢討各項個別貿易債項的可收回金額，以確保就不可收回金額作出足夠減值虧損。就此而言，本公司董事認為本集團之信貸風險已顯著降低。

就預售協議下之發展中物業而言，本集團一般通常為客戶就撥資購買物業而作出之按揭貸款向銀行提供擔保，金額為物業購買價總額之一定數額。倘買方於擔保期內逾期支付按揭款項，持有按揭之銀行可要求本集團償還貸款尚未償還金額及任何應計利息。在該情況下，本集團可沒收客戶之購買按金並出售有關物業以收回本集團向銀行支付之任何金額。因此，管理層認為任何因本集團之擔保而產生之虧損均可能收回。由於該等融資以物業作抵押，而物業之市價高於擔保金額，故管理層認為向物業買方提供財務擔保而面臨之信貸風險有限。就此而言，本公司董事認為此舉大幅減低本集團之信貸風險。

此外，本集團於預期信貸虧損模式下對擁有巨額結餘的租賃應收款項進行獨立減值評估。

截至二零二二年十二月三十一日止年度，已確認之應收賬款存續期預期信貸虧損(扣除撥回)約為人民幣36,385,000元(二零二一年：人民幣68,873,000元)。



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截至二零二二年十二月三十一日止年度

38. FINANCIAL RISK MANAGEMENT POLICIES AND OBJECTIVES (Cont'd)

38.4 Liquidity risk

Despite uncertainties mentioned in note 3.1, the directors of the Company are of the opinion that the Group will have sufficient working capital to meet its cash flow requirements in the next twelve months. The directors of the Company are satisfied that it is appropriate to prepare these consolidated financial statements on a going concern basis.

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

The Group's policy is to regularly monitor its liquidity requirements to ensure that the Group maintains sufficient reserves of cash to meet its liquidity requirements in the short and medium term financial liabilities.

The following table shows the remaining contractual maturities at the end of the reporting period of the non-derivative financial liabilities, based on undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on current rates at the end of the reporting period) and the earliest date the Group can be required to pay.

Specifically, for term loans which contain a repayment on demand clause which can be exercised at the bank's sole discretion, the analysis shows the cash outflows based on the earliest period in which the Group can be required to pay, that is if the lenders were to invoke their unconditional rights to call the loans with immediate effect. The maturity analysis for other bank borrowings is prepared based on the scheduled repayment dates.

38. 財務風險管理的政策及目標 (續)

38.4 流動資金風險

儘管附註3.1所述的不確定因素，本公司董事認為本集團於未來十二個月將具備充足營運資金以滿足其現金流量需求。本公司董事信納，按持續經營基準編製該等綜合財務報表乃屬恰當。

於管理流動資金風險時，本集團監控及維持現金及現金等價物達到管理層認為充足的水平，以便為本集團業務提供資金及減低現金流量波動的影響。

本集團的政策為定期監控其流動資金需要，以確保本集團維持充裕現金儲備來滿足其短期及中期金融負債的流動資金需要。

下表列示按未折現現金流量(包括按合約利率或(如為浮息)按報告期末的現行利率計算的利息金額)及本集團可被要求還款的最早日期呈列的於報告期末的非衍生金融負債的餘下合約期限。

具體而言，對於涵蓋銀行可全權酌情行使的按要求償還條款的定期貸款，有關分析按本集團可被要求還款的最早期間(即倘貸方擬行使其無條件權利要求即時償還貸款)呈列現金流出。其他銀行借貸的到期日分析則按計劃還款日期編製。



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38. FINANCIAL RISK MANAGEMENT POLICIES AND OBJECTIVES (Cont'd)

38.4 Liquidity risk (Cont'd)

| | Weighted average effective interest rate | Less than 1 year or on demand | After 1 year but less than 2 years | After 2 years but less than 5 years | After 5 years | Total contractual undiscounted cash flows | Carrying amount |
|---|--|-------------------------------|------------------------------------|-------------------------------------|--------------------|---|-------------------|
| | 加權平均實際利率 % | 一年內或按要求的 RMB'000 人民幣千元 | 一年以上兩年以內的 RMB'000 人民幣千元 | 兩年以上五年以內的 RMB'000 人民幣千元 | 五年後的 RMB'000 人民幣千元 | 未折現合約現金流量總額 RMB'000 人民幣千元 | 賬面值 RMB'000 人民幣千元 |
| 2022 | | | | | | | |
| Financial liabilities | | | | | | | |
| Accounts payable | | 5,449,855 | | | | 5,449,855 | 5,449,855 |
| Accruals and other payables | | 2,052,454 | | | | 2,052,454 | 2,052,454 |
| Borrowings | 7.20 | 12,521,823 | 9,146,088 | 11,531,203 | 2,864,075 | 36,063,189 | 28,871,948 |
| Senior notes and bond | 10.34 | 3,763,099 | 984,335 | | | 4,747,434 | 4,486,576 |
| Convertible bonds | 14.13 | 993,189 | | | | 993,189 | 1,015,949* |
| Leases liabilities | 8.73 | 25,364 | 17,971 | 57,128 | 134,351 | 234,814 | 147,279 |
| Financial guarantee contracts (note 42) | | 2,525,896 | | | | 2,525,896 | |
| | | 27,331,680 | 10,148,394 | 11,588,331 | 2,998,426 | 52,066,831 | 42,024,061 |

38. 財務風險管理的政策及目標(續)

38.4 流動資金風險(續)



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38. FINANCIAL RISK MANAGEMENT POLICIES AND OBJECTIVES (Cont'd)

38. 財務風險管理的政策及目標 (續)

38.4 Liquidity risk (Cont'd)

38.4 流動資金風險 (續)

| | | Weighted average effective interest rate | Less than 1 year or on demand | After 1 year but less than 2 years | After 2 years but less than 5 years | After 5 years | Total contractual undiscounted cash flows | Carrying amount |
|--|--------------|---|--|---|--|-------------------------|---|-------------------------|
| | | 加權平均 實際利率 % | 一年內或 按要求 RMB'000 人民幣千元 | 一年以上 兩年以內 RMB'000 人民幣千元 | 兩年以上 五年以內 RMB'000 人民幣千元 | 五年後 RMB'000 人民幣千元 | 未折現 合約現金 流量總額 RMB'000 人民幣千元 | 賬面值 RMB'000 人民幣千元 |
| 2021 | 二零二一年 | | | | | | | |
| Financial liabilities | 金融負債 | | | | | | | |
| Accounts payable | 應付賬款 | - | 3,642,441 | - | - | - | 3,642,441 | 3,642,441 |
| Accruals and other payables | 應計費用及其他應付款項 | - | 1,591,715 | - | - | - | 1,591,715 | 1,591,715 |
| Borrowings | 借貸 | 5.47 | 8,466,691 | 6,827,532 | 10,582,150 | 3,383,110 | 29,259,483 | 24,993,731 |
| Senior notes and bond | 優先票據及債券 | 10.10 | 1,896,189 | 3,512,974 | - | - | 5,409,163 | 4,731,720 |
| Convertible bonds | 可換股債券 | 13.55 | 606,672 | 1,149,260 | - | - | 1,755,932 | 1,488,503* |
| Leases liabilities | 租賃負債 | 8.83 | 31,045 | 25,364 | 55,699 | 153,750 | 265,858 | 164,475 |
| Financial guarantee contracts (note 42) | 財務擔保合約(附註42) | - | 1,814,427 | - | - | - | 1,814,427 | - |
| | | | 18,049,180 | 11,515,130 | 10,637,849 | 3,536,860 | 43,739,019 | 36,612,585 |

* The carrying amount of the convertible bonds disclosed here includes the carrying amount of the related derivative components.

* 此處披露的可換股債券賬面值包括相關衍生工具部分的賬面值。

The amounts included above for financial guarantee contracts are the maximum amounts the Group could be required to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee. Based on the expectations at the end of the reporting period, the Group considers that it is more likely than not that no amount will be payable under the arrangement. However, this estimate is subject to change depending on the probability of the counterparty claiming under the guarantee which is a function of the likelihood that the financial receivables held by the counterparty which are guaranteed suffer credit losses.

上述計入財務擔保合約的款項為倘交易對方追討有關擔保，本集團根據安排就全部擔保須支付的最高金額。按照報告期末預期，本集團認為根據安排須要繳付該款項的可能性很低。然而，這估計可能會改變，取決於持有已擔保財務應收賬款的交易對方遭受信貸損失而按擔保條款追討的可能性。



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38. FINANCIAL RISK MANAGEMENT POLICIES AND OBJECTIVES (Cont'd)

38.4 Liquidity risk (Cont'd)

The table that follows summarises the maturity analysis of term loans with a repayment on demand clause based on agreed scheduled repayments set out in the loan agreements. The amounts include interest payments computed using contractual rates. As a result, these amounts were greater than the amounts disclosed in the “on demand” time band in the maturity analysis above. Taking into account the Group’s financial position, the directors do not consider that it is probable that the banks will exercise their discretion to demand immediate repayment. The directors believe that such term loans will be repaid in accordance with the scheduled repayment dates set out in the loan agreements.

Maturity analysis of term loans subject to a repayment on demand clause based on scheduled repayments is as follows:

| | | On demand | Less than 6 months | 6 to 12 months | 1 to 5 years | Total undiscounted cash flows | Carrying amount |
|------------------|------------------|-----------|--------------------|----------------|--------------|-------------------------------|-----------------|
| | | 按要求 | 少於六個月 | 六個月至十二個月 | 一年至五年 | 未折現現金流量總額 | 賬面值 |
| | | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 |
| 31 December 2022 | 二零二二年 十二月三十一日 | - | 1,386,247 | 839,864 | - | 2,226,111 | 2,140,996 |
| 31 December 2021 | 二零二一年 十二月三十一日 | - | 192,075 | 688,004 | 191,088 | 1,071,167 | 1,045,710 |

38. 財務風險管理的政策及目標(續)

38.4 流動資金風險(續)

下表概述附有按要求償還條款的定期貸款按貸款協議載列的議定還款日期的到期日分析。該等金額包括按合約利率計算的利息款項。因此，該等金額較以上到期日分析中「按要求」時間範圍內披露的金額為高。鑒於本集團的財務狀況，董事認為銀行不大可能行使其酌情權要求即時還款。董事相信該等定期貸款將按貸款協議所載的既定還款日期償還。

附有按要求償還條款的定期貸款按既定還款日期的到期日分析如下：



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截至二零二二年十二月三十一日止年度

38. FINANCIAL RISK MANAGEMENT POLICIES AND OBJECTIVES (Cont'd)

38.5 Price risk

The Group is exposed to price risk in connection with equity instrument at FVTOCI. The Group closely monitors the fluctuation of the trading prices and value of underlying assets and assesses the impact on the Group's consolidated financial statements.

If prices of equity security has been 5% higher/lower and all other variables were held constant, the Group's investment revaluation reserve would increase/decrease by approximately RMB13,949,000 (2021: RMB16,891,000).

The Group was also exposed to other price risk arising from the outstanding derivative financial instruments with predetermined maturity date. The fair value of these derivative financial instruments was calculated using the Binomial Option Pricing Model detailed in note 30.

However, the management considers that the sensitivity analysis is unrepresentative of the inherent market risk as the pricing model used in the fair value valuation of these derivative financial instruments which involves multiple variables are interdependent and the Group's exposure to fluctuation of the fair value is minimal.

38.6 Interest rate benchmark reform

Several of the Group's LIBOR and HIBOR bank loans will be subject to the interest rate benchmark reform. The Group is closely monitoring the market and managing the transition to new benchmark interest rates, including announcements made by the relevant IBOR regulators.

38. 財務風險管理的政策及目標 (續)

38.5 價格風險

本集團承受與按公允價值計入其他全面收益之股本工具相關之價格風險。本集團密切監察交易價格及相關資產價值的波動以及評估有關波動對本集團綜合財務報表之影響。

倘股權證券價格增加／減少5%，而所有其他變數維持不變，本集團之投資重估儲備將增加／減少約人民幣13,949,000元（二零二一年：人民幣16,891,000元）。

本集團亦面對來自附有預定到期日之尚未行使衍生金融工具之其他價格風險。該等衍生金融工具的公允價值乃使用二項式期權定價模型計算，詳情載於附註30。

然而，管理層認為，由於評估該等衍生金融工具公允價值所用的定價模型涉及多項互相影響的可變因素，且本集團之公允價值波動風險為微不足道，故固有市場風險的敏感度分析並無代表性。

38.6 利率基準改革

本集團若干LIBOR及HIBOR銀行貸款將受到利率基準改革的影響。本集團密切監察市況並管理過渡至新基準利率的情況，包括相關IBOR監管機構作出的公告。



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38. FINANCIAL RISK MANAGEMENT POLICIES AND OBJECTIVES (Cont'd)

38.6 Interest rate benchmark reform (Cont'd)

LIBOR

As at 31 December 2022, all LIBOR settings have been either ceased to be provided by any administrator or no longer be representative, except for US dollar settings (other than the 1-week and 2-month settings) which will be ceased immediately after 30 June 2023.

HIBOR

While the Hong Kong Dollar Overnight Index Average ("HONIA") has been identified as an alternative to HIBOR, there is no plan to discontinue HIBOR. The multi-rate approach has been adopted in Hong Kong, whereby HIBOR and HONIA will co-exist.

(i) Risks arising from the interest rate benchmark reform

The following are the key risks for the Group arising from the transition:

Interest rate related risks

For contracts which have not been transitioned to the relevant alternative benchmark rates and without detailed fallback clauses, if the bilateral negotiations with the Group's counterparties are not successfully concluded before the cessation of LIBORs, there are significant uncertainties with regard to the interest rate that would apply. This gives rise to additional interest rate risk that was not anticipated when the contracts were entered into.

There are fundamental differences between IBORs and the various alternative benchmark rates. IBORs are forward looking term rates published for a period (e.g. 3 months) at the beginning of that period and include an inter-bank credit spread, whereas alternative benchmark rates are typically risk-free overnight rates published at the end of the overnight period with no embedded credit spread. These differences will result in additional uncertainty regarding floating rate interest payments.

38. 財務風險管理的政策及目標(續)

38.6 利率基準改革(續)

LIBOR

於二零二二年十二月三十一日，除美元定價（一星期及兩個月的定價除外）將於緊隨二零二三年六月三十日後方不再提供外，所有LIBOR定價已不再由任何管理人提供，亦不再具有代表性。

HIBOR

港元隔夜平均指數（「HONIA」）已被識別為HIBOR的替代利率，惟並無計劃停止使用HIBOR。香港已採納多利率方法，即HIBOR及HONIA將共同存在。

(i) 利率基準改革帶來的風險

以下為本集團自過渡產生的主要風險：

利率相關風險

就尚未過渡至相關替代基準利率及並無詳細備用條款的合約而言，倘與本集團對手方的雙邊協商於停用LIBOR之前未能達成共識，則存在有關將予應用的利率的重大不確定因素，而此會導致產生在合約訂立時未能預測的額外利率風險。

IBOR與各替代基準利率之間存在根本上的差異。IBOR為於某段期間（例如3個月）開始時就該期間發佈的前瞻式定期利率，當中包括銀行間信貸息差，而替代基準利率一般為於隔夜期末發佈的無風險隔夜利率，當中並無嵌入信貸息差。該等差異將導致有關浮息利率付款的額外不確定性。



38. FINANCIAL RISK MANAGEMENT POLICIES AND OBJECTIVES (Cont'd)

38. 財務風險管理的政策及目標(續)

38.6 Interest rate benchmark reform (Cont'd)

38.6 利率基準改革(續)

(i) *Risks arising from the interest rate benchmark reform (Cont'd)*

(i) *利率基準改革帶來的風險(續)*

Litigation risk

訴訟風險

If no agreement is reached to implement the interest rate benchmark reform on contracts which have not been transitioned to the relevant alternative benchmark rates (e.g. arising from differing interpretation of existing fallback terms), there is a risk of prolonged disputes with counterparties which could give rise to additional legal and other costs. The Group is working closely with all counterparties to avoid this from occurring.

倘未能就尚未過渡至相關替代基準利率的合約實施利率基準改革達成協議(例如因對現有備用條款的不同詮釋所致),則可能出現與對手方長期爭議的風險,而此可能會產生額外的法律及其他成本。本集團正與所有對手方緊密合作以避免發生此類情況。

Interest rate basis risk

利率基準風險

Interest rate basis risk may arise if a non-derivative instrument and the derivative instrument held to manage the interest risk on the non-derivative instrument transition to alternative benchmark rates at different times. This risk may also arise where back-to-back derivatives transition at different times. The Group will monitor this risk against its risk management policy which has been updated to allow for temporary mismatches of up to 12 months and transact additional basis interest rate swaps if required.

倘持作管理非衍生工具利率風險的非衍生工具及衍生工具於不同時間點過渡至替代基準利率,則將會產生利率基準風險。該風險亦可能於背對背衍生工具於不同時間點過渡時產生。本集團將透過其風險管理政策監察該項風險,有關政策已經更新,以允許最多12個月的臨時錯配,並於需要時進行額外基準利率掉期交易。

(ii) *Progress towards implementation of alternative benchmark interest rates*

(ii) *實施替代基準利率的進度*

As part of the Group's risk management for transition, new contracts entered into by the Group are linked to the relevant alternative benchmark rates or interest rates which are not subject to reform to the extent feasible. Otherwise, the Group ensured the relevant contracts include detailed fallback clauses clearly referencing the alternative benchmark rate and the specific triggering event on which the clause is activated.

作為本集團就過渡實施的風險管理的一部分,本集團訂立的新合約會在可行情況下與相關替代基準利率或不受改革影響的利率掛鉤。否則,本集團會確保相關合約包含清楚列明參考替代基準利率的詳細備用條款及啟動有關條款的特定觸發事件。

For a floating rate loan that is linked to HIBOR, the Group had confirmed with the relevant counterparty HIBOR will continue to maturity.

就與HIBOR掛鉤的浮息貸款而言,本集團已與相關對手方確認,將持續使用HIBOR至到期為止。



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38. FINANCIAL RISK MANAGEMENT POLICIES AND OBJECTIVES (Cont'd)

38.6 Interest rate benchmark reform (Cont'd)

- (ii) Progress towards implementation of alternative benchmark interest rates (Cont'd)

The following table shows the total amounts of outstanding contracts and the progress in completing the transition to alternative benchmark rates. The amounts of financial liabilities are shown at their carrying amounts and derivatives are shown at their notional amounts.

As at 31 December 2022

| Financial instruments prior to transition | Maturing in | Carrying amounts/ notional amounts 賬面值/ 名義金額 RMB'000 人民幣千元 | Hedge accounting | Transition progress for financial instruments |
|---|-------------|---|------------------|---|
| 過渡前的金融工具 | 於以下年份到期 | | 對沖會計法 | 金融工具過渡進度 |

Non-derivative financial liability

非衍生金融負債

| | | | | |
|----------------------------|-------------------|-----------|-----|-----------------------------------|
| Bank loans linked to HIBOR | From 2023 to 2024 | 8,235,642 | N/A | HIBOR will continue till maturity |
| 與HIBOR掛鈎的銀行貸款 | 二零二三年至 二零二四年 | | 不適用 | 將繼續使用HIBOR至 到期為止 |

As at 31 December 2021

| Financial instruments prior to transition | Maturing in | Carrying amounts/ notional amounts 賬面值/ 名義金額 RMB'000 人民幣千元 | Hedge accounting | Transition progress for financial instruments |
|---|-------------|---|------------------|---|
| 過渡前的金融工具 | 於以下年份到期 | | 對沖會計法 | 金融工具過渡進度 |

Non-derivative financial liabilities

非衍生金融負債

| | | | | |
|--------------------------------|-------------------|-----------|-----|--|
| Bank loans linked to GBP LIBOR | 2022 | 617,528 | N/A | Transitioned to Sterling Overnight Index Average |
| 與英鎊LIBOR掛鈎的銀行貸款 | 二零二二年 | | 不適用 | 過渡至英鎊隔夜 平均指數 |
| Bank loans linked to HIBOR | From 2022 to 2024 | 7,678,899 | N/A | HIBOR will continue till maturity |
| 與HIBOR掛鈎的銀行貸款 | 二零二二年至 二零二四年 | | 不適用 | 將繼續使用HIBOR至 到期為止 |

38. 財務風險管理的政策及目標(續)

38.6 利率基準改革(續)

- (ii) 實施替代基準利率的進度(續)

下表顯示未完成合約的總額及完成過渡至替代基準利率的進度。金融負債的金額以賬面值呈列，而衍生工具則以名義金額呈列。

於二零二二年十二月三十一日

於二零二一年十二月三十一日



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38. FINANCIAL RISK MANAGEMENT POLICIES AND OBJECTIVES (Cont'd)

38.7 Fair value measurement of financial instruments

This note provides information about how the Group determines fair values of various financial assets and financial liabilities.

Some of the Group's financial instruments are measured at fair value for financial reporting purposes. In estimating the fair value, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages third party qualified valuer to perform the valuation or to establish the appropriate valuation techniques and inputs to the model.

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis

Some of the Group's financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used).

| Financial assets/financial liabilities 金融資產/金融負債 | Fair value as at 31 December 於十二月三十一日的公允價值 | | Fair value hierarchy 公允價值等級 | Valuation technique(s) and key input(s) 估值技術及主要輸入數據 | Significant unobservable input(s) 要不可觀察輸入數據 |
|--|---|-----------------------------------|--------------------------------|--|--|
| | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 | | | |
| | Derivative financial instruments 衍生金融工具 | 22,760 | | | |
| Equity instrument at fair value through other comprehensive income 按公允價值計入其他全面收益之股本工具 | 336,992 | 406,557 | Level 1 第一級 | Quoted bid price in an active market. 於活躍市場之買入價報價。 | N/A 不適用 |

38. 財務風險管理的政策及目標(續)

38.7 金融工具的公允價值計量

本附註提供有關本集團如何釐定多項金融資產及金融負債公允價值的資料。

就財務報告目的而言，本集團部分金融工具乃按公允價值計量。在估計公允價值時，本集團在可得的範圍內使用市場可觀察數據。倘並無第一級輸入數據，本集團會委聘第三方合資格估值師進行估值或設立適用之估值技術及模型之輸入數據。

按經常性基準以公允價值計量的本集團金融資產及金融負債的公允價值

本集團部分金融資產及金融負債於各報告期末按公允價值計量。下表提供有關如何釐定該等金融資產及金融負債公允價值的資料(尤其是所採用的估值技術及輸入數據)。



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38. FINANCIAL RISK MANAGEMENT POLICIES AND OBJECTIVES (Cont'd)

38.7 Fair value measurement of financial instruments (Cont'd)

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (Cont'd)

| | Fair value as at 31 December 於十二月三十一日的公允價值 | | Fair value hierarchy 公允價值等級 | Valuation technique(s) and key input(s) 估值技術及主要輸入數據 | Significant unobservable input(s) 要不可觀察輸入數據 |
|--|---|-----------------------------------|--------------------------------|--|---|
| | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 | | | |
| Equity instrument at fair value through other comprehensive income 按公允價值計入其他全面收益之股本工具 | 34,971 | 43,866 | Level 3 第三級 | Market approach by applying market multiples such as the ratio of market capital to net book value from comparable companies and adjusted by discount on lack of marketability 市場法，當中採用可資比較公司之市場倍數（如市場資本值對賬面淨值比率），並就缺乏市場流通性作出折讓調整 | The ratio of market capital to net book value from comparable companies is determined by the mean of comparable companies as at the valuation date (Note 2) 可資比較公司市場資本值對賬面淨值之比率乃以可資比較公司於估值日期之平均值釐定（附註2） Discount for lack of marketability taking into account the external valuer's estimate on the length of time and effort required by the management to dispose of the equity interest which is determined as 15% to 20% (Note 2) 經計及外聘估值師對管理層出售股權所需之時間及所付出之努力作出之估算，缺乏市場流通性之折讓釐定為15%至20%（附註2） |

38. 財務風險管理的政策及目標(續)

38.7 金融工具的公允價值計量(續)

按經常性基準以公允價值計量的本集團金融資產及金融負債的公允價值(續)



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38. FINANCIAL RISK MANAGEMENT POLICIES AND OBJECTIVES (Cont'd)

38.7 Fair value measurement of financial instruments (Cont'd)

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (Cont'd)

Notes:

Note 1: The higher the volatility of the share prices of the Company, the higher the fair value of the derivative financial instruments, and vice versa. For the volatility of the share prices of the Company used in the fair value measurement for derivative financial instruments, please refer to note 30.

Note 2: The higher the ratio of market capital to net book value from comparable companies, the higher the fair value of the equity instrument, and vice versa. The higher the discount for lack of marketability, the lower the fair value of the equity instrument, and vice versa. No sensitivity is presented as the directors of the Company considered that the slight change in relevant inputs would not have a significant impact to the fair values.

There is no transfer between different levels of the fair value hierarchy for both years.

Reconciliation of Level 3 fair value measurements

38. 財務風險管理的政策及目標(續)

38.7 金融工具的公允價值計量(續)

按經常性基準以公允價值計量的本集團金融資產及金融負債的公允價值(續)

附註：

附註1： 本公司股價波幅愈高，衍生金融工具的公允價值則愈高，反之亦然。有關衍生金融工具公允價值計量所採用的本公司股價波幅，請參閱附註30。

附註2： 可資比較公司之市場資本值對賬面淨值比率愈高，股本工具的公允價值則愈高，反之亦然。缺乏市場流通性之折讓愈高，股本工具的公允價值則愈低，反之亦然。由於本公司董事認為相關輸入數據之輕微變動將不會對公允價值產生重大影響，故概無呈列敏感度。

於兩個年度，公允價值等級各級之間概無轉移。

第三級公允價值計量的對賬

| | | Conversion/early redemption option derivative | |
|---|------------------|--|----------|
| | | 兌換/提前贖回期權衍生工具 | |
| | | 2022 | 2021 |
| | | 二零二二年 | 二零二一年 |
| | | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 |
| Net carrying amount as at 1 January | 於一月一日的賬面淨值 | 26,251 | 111,612 |
| Derecognition of derivatives | 終止確認衍生工具 | (12,613) | - |
| Fair value loss (gain) recognised in profit or loss | 於損益確認的公允價值虧損(收益) | 7,357 | (83,674) |
| Exchange difference | 匯兌差額 | 1,765 | (1,687) |
| Net carrying amount as at 31 December | 於十二月三十一日的賬面淨值 | 22,760 | 26,251 |



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38. FINANCIAL RISK MANAGEMENT POLICIES AND OBJECTIVES (Cont'd)

38.7 Fair value measurement of financial instruments (Cont'd)

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (Cont'd)

| | | Equity instrument at fair value through other comprehensive income | |
|--|------------------|--|----------|
| | | 按公允價值計入其他全面收益之股本工具 | |
| | | 2022 | 2021 |
| | | 二零二二年 | 二零二一年 |
| | | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 |
| Net carrying amount as at 1 January | 於一月一日的賬面淨值 | 43,866 | 54,219 |
| Fair value loss recognised in other comprehensive income | 於其他全面收益確認的公允價值虧損 | (8,895) | (10,353) |
| Net carrying amount as at 31 December | 於十二月三十一日的賬面淨值 | 34,971 | 43,866 |

Except for the senior notes and bond as detailed in note 31, the directors of the Company consider that the carrying amounts of financial assets and liabilities recorded as amortised cost in the consolidated financial statements approximate to their fair values.

The fair value of such financial assets and financial liabilities (categories within Level 3 hierarchy) are determined in accordance with general accepted pricing models based on discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparties.

38. 財務風險管理的政策及目標(續)

38.7 金融工具的公允價值計量(續)

按經常性基準以公允價值計量的本集團金融資產及金融負債的公允價值(續)

| | | Equity instrument at fair value through other comprehensive income | |
|--|------------------|--|----------|
| | | 按公允價值計入其他全面收益之股本工具 | |
| | | 2022 | 2021 |
| | | 二零二二年 | 二零二一年 |
| | | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 |
| Net carrying amount as at 1 January | 於一月一日的賬面淨值 | 43,866 | 54,219 |
| Fair value loss recognised in other comprehensive income | 於其他全面收益確認的公允價值虧損 | (8,895) | (10,353) |
| Net carrying amount as at 31 December | 於十二月三十一日的賬面淨值 | 34,971 | 43,866 |

除於附註31詳述之優先票據及債券外，本公司董事認為，於綜合財務報表內按攤銷成本列賬的金融資產及負債的賬面值與其公允價值相若。

有關金融資產及金融負債的公允價值(屬第三級類別者)乃根據基於貼現現金流量分析的一般公認定價模式釐定，其中最重要的輸入數據為反映交易對手信貸風險的貼現率。



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39. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

39. 融資活動產生之負債對賬

下表為本集團融資活動產生之負債變動詳情，包括現金及非現金變動。融資活動產生之負債乃為現金流量或將來現金流量於本集團之綜合現金流量表分類為融資活動現金流量之負債。

| | | Amounts due to related parties | Dividend payables | Borrowings | Debt component of convertible bonds | Senior notes and bond | Derivative component of convertible bonds | Lease liabilities | Total |
|---|----------------|--------------------------------|-------------------|------------|-------------------------------------|-----------------------|---|-------------------|------------|
| | | 應付關聯方款項 | 應付股息 | 借貸 | 可換股債券債務部分 | 優先票據及債券 | 可換股債券衍生工具部分 | 租賃負債 | 總值 |
| | | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 |
| At 1 January 2021 | 於二零二一年一月一日 | - | - | 23,864,489 | 1,419,974 | 5,366,051 | 111,612 | 102,373 | 30,864,499 |
| Financing cash flows | 融資性現金流 | 1,101,729 | (696) | (66,617) | (114,953) | (1,042,110) | - | (26,565) | (149,212) |
| Foreign exchange translation | 外匯換算 | - | - | (302,323) | (36,363) | (73,711) | (1,687) | - | (414,084) |
| Interest expenses | 利息開支 | - | - | 1,498,182 | 193,594 | 481,490 | - | 11,281 | 2,184,547 |
| Fair value adjustment | 公允價值調整 | - | - | - | - | - | (83,674) | - | (83,674) |
| New leases entered (note 14) | 已訂立之新租賃(附註14) | - | - | - | - | - | - | 77,386 | 77,386 |
| Dividend declared | 宣派股息 | - | 696 | - | - | - | - | - | 696 |
| At 31 December 2021 | 於二零二一年十二月三十一日 | 1,101,729 | - | 24,993,731 | 1,462,252 | 4,731,720 | 26,251 | 164,475 | 32,480,158 |
| Financing cash flows | 融資性現金流 | 747,058 | - | 1,122,575 | (706,694) | (1,011,006) | - | (31,045) | 120,888 |
| Foreign exchange translation | 外匯換算 | (102,315) | - | 1,001,071 | 95,357 | 288,939 | 1,765 | - | 1,284,817 |
| Interest expenses | 利息開支 | - | - | 1,754,571 | 165,526 | 474,529 | - | 13,849 | 2,408,475 |
| Fair value adjustment | 公允價值調整 | - | - | - | - | - | 7,357 | - | 7,357 |
| Gain on non-substantial modification of convertible bond | 可換股債券之非重大變更收益 | - | - | - | (23,252) | - | - | - | (23,252) |
| Gain on early redemption of convertible bonds | 提早贖回可換股債券之收益 | - | - | - | - | - | (12,613) | - | (12,613) |
| Loss on non-substantial modification of domestic corporate bond | 境內公司債券之非重大變更虧損 | - | - | - | - | 2,394 | - | - | 2,394 |
| Non-cash transaction (Note) | 非現金交易(附註) | (175,622) | - | - | - | - | - | - | (175,622) |
| At 31 December 2022 | 於二零二二年十二月三十一日 | 1,570,850 | - | 28,871,948 | 993,189 | 4,486,576 | 22,760 | 147,279 | 36,092,602 |

Note: During the year ended 31 December 2022, amount of RMB175,622,000 included in amounts due to related parties has been settled by the same amount in amounts due from related parties as the Group has a legally enforceable right to set off such amount.

附註：截至二零二二年十二月三十一日止年度，計入應付關聯方款項的款項人民幣175,622,000元已透過相同金額的應收關聯方款項結清，原因為本集團有法定強制執行權抵銷有關款項。



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40. COMMITMENTS

(a) Capital and other commitments

At the end of the reporting period, the Group has the following commitments:

| | | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
|---|-----------|-----------------------------------|-----------------------------------|
| Contracted but not provided for: | 已訂約但未撥備： | | |
| – Investment properties under development | – 在建投資物業 | 1,853,436 | 385,162 |
| – Properties under development for sale | – 發展中待售物業 | 5,488,359 | 5,026,738 |
| | | 7,341,795 | 5,411,900 |

(b) Operating lease arrangements

The Group as lessor

All of the properties held for rental purposes have committed lessees for the next one and twenty years.

Lease payments receivable on leases are as follows:

| | | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
|--------------------|-----|-----------------------------------|-----------------------------------|
| Within one year | 一年內 | 786,243 | 662,623 |
| In the second year | 第二年 | 664,238 | 655,177 |
| In the third year | 第三年 | 491,363 | 411,407 |
| In the fourth year | 第四年 | 336,566 | 323,235 |
| In the fifth year | 第五年 | 247,790 | 244,533 |
| After five years | 五年後 | 1,130,982 | 1,148,914 |
| | | 3,657,182 | 3,445,889 |

40. 承擔

(a) 資本及其他承擔

於報告期末，本集團有以下承擔：

| | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
|----------------------------------|-----------------------------------|-----------------------------------|
| Contracted but not provided for: | | |
| – 在建投資物業 | 1,853,436 | 385,162 |
| – 發展中待售物業 | 5,488,359 | 5,026,738 |
| | 7,341,795 | 5,411,900 |

(b) 經營租賃安排

本集團作為出租人

所有持作出租用途的物業於隨後一至二十年擁有有承擔承租人。

租賃的應收租賃付款如下：

| | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
|-----|-----------------------------------|-----------------------------------|
| 一年內 | 786,243 | 662,623 |
| 第二年 | 664,238 | 655,177 |
| 第三年 | 491,363 | 411,407 |
| 第四年 | 336,566 | 323,235 |
| 第五年 | 247,790 | 244,533 |
| 五年後 | 1,130,982 | 1,148,914 |
| | 3,657,182 | 3,445,889 |



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41. PLEDGE OF ASSETS

(a) Pledge of assets

At the end of the reporting period, the Group had the following assets being pledged for bank and other borrowings.

| | | 2022 | 2021 |
|--|--------------------|-------------------|-------------------|
| | | 二零二二年 | 二零二一年 |
| | | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 |
| Properties under development for sale | 發展中待售物業 | 8,705,813 | 3,519,770 |
| Properties held for sale | 待售物業 | 377,356 | 126,421 |
| Equity instrument at fair value through other comprehensive income | 按公允價值計入其他全面收益之股本工具 | 336,992 | 406,557 |
| Investment properties | 投資物業 | 22,195,544 | 21,933,016 |
| Property, plant and equipment | 物業、廠房及設備 | 660,355 | 784,148 |
| Pledged bank deposits | 抵押銀行存款 | 1,078,426 | 2,547,603 |
| Other pledged deposits | 其他抵押存款 | 164,000 | - |
| | | 33,518,486 | 29,317,515 |

Note: As at 31 December 2022, except for assets pledged above, secured bank loans with aggregate amount of RMB7,391,330,000 (2021: RMB5,944,586,000) and secured other borrowings with amount of RMB2,562,973,000 (2021: RMB2,077,473,000) are secured by the equity interests of subsidiaries of the Group (see also note 29).

(b) Restrictions on assets

In addition, lease liabilities of RMB147,279,000 are recognised with related investment properties of RMB259,430,000 as at 31 December 2022 (2021: lease liabilities of RMB164,475,000 are recognised with related investment properties of RMB308,580,000). The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor and the relevant leased assets may not be used as security for borrowing purposes.

41. 資產抵押

(a) 資產抵押

於報告期末，本集團以下資產已被抵押作為銀行及其他借貸之擔保。

| | | 2022 | 2021 |
|--|--------------------|-------------------|-------------------|
| | | 二零二二年 | 二零二一年 |
| | | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 |
| Properties under development for sale | 發展中待售物業 | 8,705,813 | 3,519,770 |
| Properties held for sale | 待售物業 | 377,356 | 126,421 |
| Equity instrument at fair value through other comprehensive income | 按公允價值計入其他全面收益之股本工具 | 336,992 | 406,557 |
| Investment properties | 投資物業 | 22,195,544 | 21,933,016 |
| Property, plant and equipment | 物業、廠房及設備 | 660,355 | 784,148 |
| Pledged bank deposits | 抵押銀行存款 | 1,078,426 | 2,547,603 |
| Other pledged deposits | 其他抵押存款 | 164,000 | - |
| | | 33,518,486 | 29,317,515 |

附註：於二零二二年十二月三十一日，除上述抵押之資產外，有抵押銀行貸款總金額人民幣7,391,330,000元（二零二一年：人民幣5,944,586,000元）及有抵押其他借貸人民幣2,562,973,000元（二零二一年：人民幣2,077,473,000元）由本集團附屬公司之股權作抵押（請同時參閱附註29）。

(b) 資產限制

此外，於二零二二年十二月三十一日就相關投資物業人民幣259,430,000元確認租賃負債人民幣147,279,000元（二零二一年：就相關投資物業人民幣308,580,000元確認租賃負債人民幣164,475,000元）。除於出租人所持有租賃資產的抵押權益外，租賃協議並無施加任何契諾，且相關租賃資產不得用作抵押品以取得借貸。



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42. FINANCIAL GUARANTEE CONTRACTS

For the year ended 31 December 2022, the Group had financial guarantee contracts relating to guarantees in respect of mortgage facilities for certain purchasers amounting to approximately RMB2,525,896,000 (2021: RMB1,814,427,000). The guarantees are secured by the Group's pledged bank deposits amounting to RMB146,369,000 (2021: RMB196,683,000).

Pursuant to the terms of the guarantees, if there is default on the mortgage payments by these purchasers, the Group is responsible to repay the outstanding mortgage loans together with any accrued interest and penalty owed by the defaulted purchasers to the banks.

The Group's guarantee period commences from the dates of grant of the relevant mortgage loans and ends upon the earlier of the buyer obtaining the individual property ownership certificate or the full settlement of mortgage loan by the buyer.

The directors of the Company consider that it is not probable for the Group to sustain a loss under these mortgage guarantees as during the periods under guarantees, the Group can take over the ownerships of the related properties and sell the properties under default to recover any amounts paid by the Group to the banks. The Group has not recognised these guarantees as their fair value at initial recognition is considered to be insignificant by the directors of the Company. The directors of the Company also consider that the fair market value of the underlying properties is able to cover the outstanding mortgage loans guaranteed by the Group in the event that the purchasers default payments to the banks for their mortgage loans.

42. 財務擔保合約

截至二零二二年十二月三十一日止年度，本集團就若干買方的按揭融資提供擔保的財務擔保合約約為人民幣2,525,896,000元（二零二一年：人民幣1,814,427,000元）。有關擔保以本集團的抵押銀行存款人民幣146,369,000元（二零二一年：人民幣196,683,000元）作抵押。

根據擔保條款，倘該等買方拖欠按揭付款，則本集團須負責償還尚未償付的按揭貸款連同違約買方應付銀行的任何應計利息及罰金。

本集團的擔保期由相關按揭貸款授出日期起，直至買家取得個人房產所有權證或悉數清償按揭貸款（以較早者為準）時為止。

本公司董事認為，本集團於擔保期間不大可能因該等按揭擔保而蒙受虧損，而本集團在違約的情況下可接管有關物業的所有權並出售有關物業，以收回本集團向銀行支付的任何金額。由於本公司董事認為該等擔保於初步確認時的公允價值並不重大，故本集團並未確認該等擔保。本公司董事亦認為，倘買方拖欠償還銀行按揭貸款，相關物業的公允市值足以彌補本集團所擔保的未償還按揭貸款。



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43. RELATED PARTY TRANSACTIONS

Saved as disclosed elsewhere in these consolidated financial statements, the Group has the following transactions with related parties during the year:

(a) Balances with related parties

Details of the balances with related parties at the end of the reporting period are disclosed in the consolidated statement of financial position and notes 16, 22 and 26.

(b) Key management personnel compensation

The directors are of the opinion that the key management personnel were solely the directors of the Company. Remuneration paid to the Company's directors is disclosed in note 11.

43. 關聯方交易

除該等綜合財務報表其他地方所披露者外，本集團年內與關聯方進行的交易如下：

(a) 關聯方之結餘

於報告期末與關聯方之結餘詳情於綜合財務狀況報表及附註16、22及26中披露。

(b) 主要管理人員薪酬

董事認為，主要管理人員僅包括本公司董事。已付本公司董事的薪酬於附註11中披露。



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44. STATEMENT OF FINANCIAL POSITION OF THE COMPANY 44. 本公司財務狀況表

| | | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
|--|------------------|-----------------------------------|-----------------------------------|
| Non-current assets | 非流動資產 | | |
| Investments in subsidiaries | 於附屬公司的投資 | 3,381,353 | 3,381,353 |
| Amounts due from subsidiaries | 應收附屬公司款項 | 11,242,401 | 10,769,464 |
| Property, plant and equipment | 物業、廠房及設備 | – | 16,792 |
| Right-of-use asset | 使用權資產 | 36,806 | 11,927 |
| | | 14,660,560 | 14,179,536 |
| Current assets | 流動資產 | | |
| Amounts due from subsidiaries | 應收附屬公司款項 | 7,221,682 | 4,986,991 |
| Deposits paid, prepayments and other receivables | 已付按金、預付款項及其他應收款項 | 2,310 | 49,811 |
| Bank balances and cash | 銀行結餘及現金 | 59,152 | 235,918 |
| | | 7,283,144 | 5,272,720 |
| Current liabilities | 流動負債 | | |
| Accruals and other payables | 應計費用及其他應付款項 | 63,342 | 6,491 |
| Amounts due to subsidiaries | 應付附屬公司款項 | 4,652,183 | 2,553,383 |
| Borrowings | 借貸 | 1,945,996 | 1,804,680 |
| Debt component of convertible bonds | 可換股債券債務部分 | 400,537 | 498,021 |
| Derivative component of convertible bonds | 可換股債券衍生工具部分 | 2,651 | 1,594 |
| Lease liabilities | 租賃負債 | 11,720 | 11,432 |
| | | 7,076,429 | 4,875,601 |
| Net current assets | 流動資產淨值 | 206,715 | 397,119 |
| Total assets less current liabilities | 總資產減流動負債 | 14,867,275 | 14,576,655 |
| Non-current liabilities | 非流動負債 | | |
| Borrowings | 借貸 | 251,017 | 229,746 |
| Lease liabilities | 租賃負債 | 25,200 | – |
| | | 276,217 | 229,746 |
| Net assets | 資產淨值 | 14,591,058 | 14,346,909 |
| Capital and reserves | 資本及儲備 | | |
| Share capital | 股本 | 42,465 | 42,465 |
| Reserves | 儲備 | 14,548,593 | 14,304,444 |
| Total equity | 總權益 | 14,591,058 | 14,346,909 |



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44. STATEMENT OF FINANCIAL POSITION OF THE COMPANY 44. 本公司財務狀況表(續)

(Cont'd)

Note:

Details of the movement in the Company's reserves are set out below:

附註：

本公司儲備變動之詳情載列如下：

| | | Share premium 股份溢價 RMB'000 人民幣千元 | Convertible preference share 可換股優先股 RMB'000 人民幣千元 | Share option reserve 購股權儲備 RMB'000 人民幣千元 | Exchange reserve 匯兌儲備 RMB'000 人民幣千元 | Contributed surplus 實繳盈餘 RMB'000 人民幣千元 | Retained profits 保留盈利 RMB'000 人民幣千元 | Total 總計 RMB'000 人民幣千元 |
|---|----------------------------|---|--|---|--|---|--|---------------------------------|
| Balance as at 1 January 2021 | 於二零二一年一月一日之結餘 | 7,161,195 | 5,999,201 | 203,207 | 30,165 | (18) | 363,655 | 13,757,405 |
| Profit for the year | 年度盈利 | - | - | - | - | - | 545,834 | 545,834 |
| Exercise of share options | 行使購股權 | 1,841 | - | (636) | - | - | - | 1,205 |
| Balance as at 31 December 2021 and 1 January 2022 | 於二零二一年十二月三十一日及二零二二年一月一日之結餘 | 7,163,036 | 5,999,201 | 202,571 | 30,165 | (18) | 909,489 | 14,304,444 |
| Profit for the year | 年度盈利 | - | - | - | - | - | 244,149 | 244,149 |
| Balance as at 31 December 2022 | 於二零二二年十二月三十一日之結餘 | 7,163,036 | 5,999,201 | 202,571 | 30,165 | (18) | 1,153,638 | 14,548,593 |



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45. PARTICULARS OF PRINCIPAL SUBSIDIARIES

Particulars of the principal subsidiaries, each of which is a limited liability company, as at 31 December 2022 and 2021 are as follows:

45. 主要附屬公司的詳情

於二零二二年及二零二一年十二月三十一日主要附屬公司(均為有限公司)的詳情如下:

| Name of subsidiary 附屬公司名稱 | Place of incorporation/ establishment 註冊成立/成立地點 | Issued and fully paid ordinary share capital/ registered capital 已發行及繳足 普通股/註冊資本 | Effectively attributable equity interests | | Principal activities (Place of operations) 主要業務(營業地點) |
|--|---|---|---|----------------------|--|
| | | | Directly 直接 | Indirectly 間接 | |
| LVGEM Suzhou 綠景蘇州 | HK 香港 | 156 shares of HK\$1 each 156股每股面值1港元之股份 | - | 100% (2021: 100%) | Administration vehicle of the Group (HK) 處理本集團行政工作(香港) |
| PVGL 協朗 | HK 香港 | 10,000 shares of HK\$1 each 10,000股每股面值1港元之股份 | - | 100% (2021: 100%) | Investment holding (HK) 投資控股(香港) |
| Suzhou Garden Villa Development & Management Co., Ltd. 蘇州錦華苑建設發展管理有限公司 | Mainland China (Note (a)) 中國內地(附註(a)) | US\$20,550,000 20,550,000美元 | - | 95% (2021: 95%) | Property development and investment (Mainland China) 物業發展及投資(中國內地) |
| Suzhou New Heritage GF Limited ("SNHGF") 蘇州新綉地產有限公司(「蘇州新綉」) | Mainland China (Note (a)) 中國內地(附註(a)) | US\$26,600,000 26,600,000美元 | - | 100% (2021: 100%) | Property development and investment (Mainland China) 物業發展及投資(中國內地) |
| Suzhou New Heritage WZA Limited 蘇州新興商業經營管理有限公司 | Mainland China (Note (b)) 中國內地(附註(b)) | US\$15,000,000 15,000,000美元 | - | 100% (2021: 100%) | Property development and investment (Mainland China) 物業發展及投資(中國內地) |
| New Heritage WJA Limited 吳江新澤地產有限公司 | Mainland China (Note (b)) 中國內地(附註(b)) | US\$13,000,000 13,000,000美元 | - | 100% (2021: 100%) | Property development and investment (Mainland China) 物業發展及投資(中國內地) |
| Shenzhen LVGEM Asset Management Co., Ltd. 深圳市綠景資產管理有限公司 | Mainland China (Note (b)) 中國內地(附註(b)) | RMB16,000,000 人民幣16,000,000元 | - | 100% (2021: 100%) | Property management service (Mainland China) 物業管理服務(中國內地) |
| Shenzhen LVGEM Hotel Co., Ltd. 深圳市綠景酒店有限公司 | Mainland China (Note (b)) 中國內地(附註(b)) | RMB10,000,000 人民幣10,000,000元 | - | 100% (2021: 100%) | Hotel operation services (Mainland China) 酒店營運服務(中國內地) |
| Shenzhen LVGEM Jiyuan Property Management Service Co., Ltd. 深圳市綠景紀元管理服務有限公司 | Mainland China (Note (b)) 中國內地(附註(b)) | RMB500,000 人民幣500,000元 | - | 100% (2021: 100%) | Property management service (Mainland China) 物業管理服務(中國內地) |



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45. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Cont'd)

45. 主要附屬公司的詳情(續)

| Name of subsidiary 附屬公司名稱 | Place of incorporation/ establishment 註冊成立/成立地點 | Issued and fully paid ordinary share capital/ registered capital 已發行及繳足 普通股本/註冊資本 | Effectively attributable equity interests | | Principal activities (Place of operations) 主要業務(營業地點) |
|---|---|--|---|---------------------------------------|--|
| | | | Directly 直接 | Indirectly 間接 | |
| Shenzhen LVGEM Marketing Co., Ltd. 深圳市綠景房地產策劃有限公司 | Mainland China (Note (b)) 中國內地(附註(b)) | RMB1,000,000 人民幣1,000,000元 | - | 100% (2021: 100%) (二零二一年: 100%) | Consultancy services (Mainland China) 顧問服務(中國內地) |
| Shenzhen LVGEM Property Management Co., Ltd. 深圳市綠景物業管理有限公司 | Mainland China (Note (b)) 中國內地(附註(b)) | RMB5,000,000 人民幣5,000,000元 | - | 100% (2021: 100%) (二零二一年: 100%) | Property management services (Mainland China) 物業管理服務(中國內地) |
| Shenzhen LVGEM Real Estate Development Co., Ltd. 深圳市綠景房地產開發有限公司 | Mainland China (Note (b)) 中國內地(附註(b)) | RMB150,000,000 人民幣150,000,000元 | - | 100% (2021: 100%) (二零二一年: 100%) | Property development (Mainland China) 物業發展(中國內地) |
| Zhengxinglong Real Estate (Shenzhen) Co., Ltd. 正興隆房地產(深圳)有限公司 | Mainland China (Note (b)) 中國內地(附註(b)) | HK\$40,000,000 40,000,000港元 | - | 100% (2021: 100%) (二零二一年: 100%) | Property development (Mainland China) 物業發展(中國內地) |
| Shenzhen Longkanghong Investment Development Co., Ltd. 深圳市龍康弘投資發展有限公司 | Mainland China (Note (b)) 中國內地(附註(b)) | RMB270,000,000 人民幣270,000,000元 | - | 100% (2021: 100%) (二零二一年: 100%) | Property development (Mainland China) 物業發展(中國內地) |
| Huazhou LVGEM Real Estate Development Co., Ltd. 化州市綠景房地產開發有限公司 | Mainland China (Note (b)) 中國內地(附註(b)) | RMB210,000,000 人民幣210,000,000元 | - | 100% (2021: 100%) (二零二一年: 100%) | Property development (Mainland China) 物業發展(中國內地) |
| Zhuhai LVGEM Dongqiao Investment Co., Ltd. ("Zhuhai Dongqiao") 珠海市綠景東橋投資有限公司(「珠海東橋」) | Mainland China (Note (b)) 中國內地(附註(b)) | RMB1,851,429,172 人民幣1,851,429,172元 | - | 91%* (2021: 91%*) (二零二一年: 91%*) | Property development (Mainland China) 物業發展(中國內地) |
| Zhengxinglong Real Estate (Zhuhai) Co., Ltd. 正興隆房地產(珠海)有限公司 | Mainland China (Note (b)) 中國內地(附註(b)) | RMB407,000,000 人民幣407,000,000元 | - | 100% (2021: 100%) (二零二一年: 100%) | Property development (Mainland China) 物業發展(中國內地) |
| Guangzhou Yuejing Real Estate Development Co., Ltd. 廣州市粵景房地產開發有限公司 | Mainland China (Note (b)) 中國內地(附註(b)) | RMB10,000,000 人民幣10,000,000元 | - | 93% (2021: 93%) (二零二一年: 93%) | Property development (Mainland China) 物業發展(中國內地) |



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45. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Cont'd)

45. 主要附屬公司的詳情(續)

| Name of subsidiary 附屬公司名稱 | Place of incorporation/ establishment 註冊成立/成立地點 | Issued and fully paid ordinary share capital/ registered capital 已發行及繳足 普通股本/註冊資本 | Effectively attributable equity interests 實際應佔股本權益 | | Principal activities (Place of operations) 主要業務(營業地點) |
|--|---|--|---|------------------------|--|
| | | | Directly 直接 | Indirectly 間接 | |
| Jianmai Limited ("Jianmai") 景邁有限公司(「景邁」) | BVI 英屬維爾京群島 | 200 shares of US\$1 each 200股每股面值1美元之股份 | - | 95% (2021: 95%) | Investment holding (HK) 投資控股(香港) |
| Wisdom Concept Development Limited 聰勁發展有限公司 | HK 香港 | 2 shares of HK\$1 each 2股每股面值1港元之股份 | - | 95% (2021: 95%) | Property development (HK) 物業發展(香港) |
| Olinda Limited | HK 香港 | 20 shares of HK\$1 each 20股每股1港元之股份 | - | 100% (2021: 100%) | Property development and investment (HK) 物業發展及投資(香港) |
| Gemstones 碧璽 | BVI 英屬維爾京群島 | 1 share of US\$1 1股1美元之股份 | 100% (2021: 100%) | - | Treasury vehicle (HK) 處理財資工作(香港) |
| Zone Asia Investments (HK) Limited 崇亞投資(香港)有限公司 | HK 香港 | 1 share of HK\$1 each 1股1港元之股份 | - | 100% (2021: 100%) | Investment holding (HK) 投資控股(香港) |
| World Margin Limited 世謙有限公司 | HK 香港 | 800,000 shares of HK\$1 each 800,000股每股面值1港元之股份 | - | 100% (2021: 100%) | Treasury vehicle (HK) 處理財資工作(香港) |
| GBAIC 大灣區智慧城市 | BVI 英屬維爾京群島 | 1 share of US\$1 1股1美元之股份 | 100% (2021: 100%) | - | Investment holding (HK) 投資控股(香港) |
| ICDL 智慧城市 | HK 香港 | 10,000 share of HK\$1 each 10,000股每股面值1港元之股份 | - | 80%* (2021: 80%*) | Investment holding (HK) 投資控股(香港) |
| Shenzhen Sida Industrial Co., Ltd. 深圳市四達實業有限公司 | Mainland China (Note (b)) 中國內地(附註(b)) | RMB171,304,000 人民幣171,304,000元 | - | 73.6%* (2021: 80%*) | Property development and investment (Mainland China) 物業發展及投資(中國內地) |



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45. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Cont'd)

45. 主要附屬公司的詳情(續)

| Name of subsidiary 附屬公司名稱 | Place of incorporation/ establishment 註冊成立/成立地點 | Issued and fully paid ordinary share capital/ registered capital 已發行及繳足 普通股/註冊資本 | Effectively attributable equity interests 實際應佔股本權益 | | Principal activities (Place of operations) 主要業務(營業地點) |
|---|---|---|---|---|--|
| | | | Directly 直接 | Indirectly 間接 | |
| Shenzhen LVGEM Enterprise Management Group Co., Ltd. 深圳市綠景企業管理集團有限公司 | Mainland China (Note (b)) 中國內地(附註(b)) | RMB300,000,000 人民幣300,000,000元 | - | 73.6%* (2021: 80%*) 73.6%* (二零二一年: 80%*) | Property development and investment (Mainland China) 物業發展及投資(香港) |
| Shenzhen LVGEM Hexing Real Estate Development Co., Ltd. 深圳市綠景合興房地產有限公司 | Mainland China (Note (b)) 中國內地(附註(b)) | RMB10,000,000 人民幣10,000,000元 | - | 73.6%* (2021: 80%*) 73.6%* (二零二一年: 80%*) | Property development and investment (Mainland China) 物業發展及投資(香港) |
| Shenzhen Lvgem Tiansheng Industrial Co., Ltd. 深圳市綠景天盛實業有限公司 | Mainland China (Note (b)) 中國內地(附註(b)) | RMB1,286,000,000 人民幣1,286,000,000元 | - | 73.6%* (2021: 80%*) 73.6%* (二零二一年: 80%*) | Property development and investment (Mainland China) 物業發展及投資(香港) |

* Approximate percentage.

* 概約百分比。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

45. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Cont'd)

Notes:

- (a) This subsidiary is registered as a Sino-foreign cooperative joint venture under the Mainland China law.
- (b) These subsidiaries are registered as wholly foreign owned enterprises under the Mainland China law.
- (c) Except for Zhengxinglong, which issued the First Tranche Domestic Bonds on 16 August 2021, and Gemstones, which issued New Senior Notes in 2020 as disclosed in note 31, none of the remaining subsidiaries had issued any listed debt securities at the end of the reporting period.

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

45. 主要附屬公司的詳情(續)

附註：

- (a) 該附屬公司根據中國內地法律登記為中外合資合營公司。
- (b) 該等附屬公司根據中國內地法律登記為外資獨資企業。
- (c) 除正興隆(其於二零二一年八月十六日發行第一期境內債券)及碧璽(如附註31所披露,其於二零二零年發行新優先票據)外,於報告期末,其餘附屬公司概無發行任何上市債務證券。

本公司董事認為,上表列出之本公司附屬公司,主要影響本集團本年度之業績或為本集團資產及負債之主要組成部分。董事認為詳細交待其他附屬公司之詳情會令篇幅過於冗長。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

45. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Cont'd)

45. 主要附屬公司的詳情(續)

Material non-controlling interests

Summarised consolidated financial information of ICDL and its subsidiaries, and Zhuhai Dongqiao that have material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

重大非控股權益

有關智慧城市及其附屬公司以及珠海東橋(其擁有重大非控股權益)之綜合財務資料概要載列如下。下表所載財務資料概要指於集團內公司間對銷前之金額。

| Name of subsidiary 附屬公司名稱 | | Proportion of equity interest held by non-controlling interests | | Total comprehensive income (expenses) allocated to non-controlling interests | | Accumulated non-controlling interests | |
|--|-------------------------|---|---------------|--|------------------|---|------------------|
| | | 非控股權益持有的股權比例 | | 分配給非控股權益的綜合 收入(支出)總額 | | 累計非控股權益 | |
| | | 2022 二零二二年 | 2021 二零二一年 | 2022 二零二二年 | 2021 二零二一年 | 2022 二零二二年 | 2021 二零二一年 |
| | | | | 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 |
| ICDL and its subsidiaries | 智慧城市及其附屬公司 | 20%* | 20%* | 439,595 | 179,997 | 5,986,040 | 3,275,141 |
| Zhuhai Dongqiao | 珠海東橋 | 9%* | 9%* | (3,962) | (1,362) | 154,657 | 158,619 |
| Individually immaterial subsidiaries with non- controlling interests | 個別不屬重大並擁有 非控股權益的附屬公司 | N/A 不適用 | N/A 不適用 | (1,982) | 6,250 | 75,785 | 77,767 |
| | | | | 433,651 | 184,885 | 6,216,482 | 3,511,527 |

* Approximate percentage

* 概約百分比。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

45. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Cont'd)

Material non-controlling interests (Cont'd)

(i) ICDL and its subsidiaries

| | | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
|--|----------------|-----------------------------------|-----------------------------------|
| Non-current assets | 非流動資產 | 15,176,090 | 4,215,204 |
| Current assets | 流動資產 | 33,262,422 | 26,317,476 |
| Non-current liabilities | 非流動負債 | (21,213,426) | (10,963,522) |
| Current liabilities | 流動負債 | (6,559,654) | (3,195,500) |
| Net assets | 資產淨值 | 20,665,432 | 16,373,658 |
| Equity attributable to owners of the Company | 本公司股東應佔權益 | 14,679,392 | 13,098,517 |
| Equity attributable to non-controlling interests of ICDL | 智慧城市之非控股權益應佔權益 | 5,986,040 | 3,275,141 |
| Total equity | 權益總額 | 20,665,432 | 16,373,658 |
| Other income | 其他收入 | 7,492 | 18,114 |
| Other gains and losses | 其他收益及虧損 | 4 | (2,409) |
| Fair value gain on investment properties | 投資物業之公允價值收益 | 2,777,270 | 1,394,330 |
| Expenses | 開支 | (764,296) | (510,162) |
| Profit for the year | 年度盈利 | 2,020,470 | 899,873 |
| Profit attributable to owners of the Company | 本公司股東應佔盈利 | 1,580,875 | 719,876 |
| Profit attributable to non-controlling interests | 非控股權益應佔盈利 | 439,595 | 179,997 |
| Profit for the year | 年度盈利 | 2,020,470 | 899,873 |
| Net cash used in operating activities | 經營活動所用現金淨額 | (947,943) | (787,798) |
| Net cash used in investing activities | 投資活動所用現金淨額 | (162,354) | (489,688) |
| Net cash from financing activities | 融資活動所得現金淨額 | 587,593 | 1,303,336 |

45. 主要附屬公司的詳情(續)

重大非控股權益(續)

(i) 智慧城市及其附屬公司



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022

截至二零二二年十二月三十一日止年度

45. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Cont'd)

45. 主要附屬公司的詳情(續)

Material non-controlling interests (Cont'd)

重大非控股權益(續)

(ii) Zhuhai Dongqiao

(ii) 珠海東橋

| | | 2022 二零二二年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 |
|---|----------------|-----------------------------------|-----------------------------------|
| Non-current assets | 非流動資產 | 285,532 | 182,995 |
| Current assets | 流動資產 | 8,008,459 | 5,233,581 |
| Non-current liabilities | 非流動負債 | (3,257,231) | (2,097,955) |
| Current liabilities | 流動負債 | (2,638,844) | (878,392) |
| Net assets | 資產淨值 | 2,397,916 | 2,440,229 |
| Equity attributable to owners of the Company | 本公司股東應佔權益 | 2,243,259 | 2,281,610 |
| Equity attributable to non-controlling interests | 非控股權益應佔權益 | 154,657 | 158,619 |
| Total equity | 權益總額 | 2,397,916 | 2,440,229 |
| Other income | 其他收入 | 9,861 | 586 |
| Fair value gain on investment properties | 投資物業之公允價值收益 | 23,082 | 93,476 |
| Expenses | 開支 | (75,256) | (108,608) |
| Loss for the year | 年度虧損 | (42,313) | (14,546) |
| Loss attributable to owners of the Company | 本公司股東應佔虧損 | (38,351) | (13,184) |
| Loss attributable to non-controlling interests of Zhuhai Dongqiao | 珠海東橋之非控股權益應佔虧損 | (3,962) | (1,362) |
| Loss for the year | 年度虧損 | (42,313) | (14,546) |
| Net cash used in operating activities | 經營活動所用現金淨額 | (907,400) | (2,429,802) |
| Net cash from investing activities | 投資活動所得現金淨額 | 294,002 | 219,880 |
| Net cash from financing activities | 融資活動所得現金淨額 | 708,794 | 2,648,759 |

46. EVENT AFTER THE REPORTING PERIOD

46. 報告期後事項

Subsequent to the end of the reporting period, the Company has arranged the remittance of all necessary funds to the trustee of the New Senior Notes for the repayment of all outstanding principal amount and accrued interest before their maturity date on 10 March 2023. The date of remittance is 7 March 2023. Details of the transaction are set out in the announcement of Company dated 10 March 2023.

於報告期末後，本公司已安排向新優先票據之受託人匯出所有必要資金，以償還二零二三年三月十日到期日前的所有尚未償還本金額及應計利息。匯款日期為二零二三年三月七日。有關該項交易之詳情載於本公司日期為二零二三年三月十日之公告內。



Financial Summary

財務概要

A summary of the results and of the assets and liabilities of the Group for the last five financial years, as extracted from the published audited financial statements for the years ended 2018, 2019 and 2020 as below. For the years ended 31 December 2021 and 2022 which extracted from the annual report 2022 is set out below.

本集團過去五個財政年度之業績以及資產及負債（摘錄自截至二零一八年、二零一九年及二零二零年十二月三十一日止年度之已刊發經審核財務報表）如下。截至二零二一年及二零二二年十二月三十一日止年度乃摘錄自二零二二年年報。

| | | 2018 二零一八年 RMB'000 人民幣千元 | 2019 二零一九年 RMB'000 人民幣千元 | 2020 二零二零年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 | 2022 二零二二年 RMB'000 人民幣千元 |
|--|--------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
| RESULTS | 業績 | | | | | |
| Revenue | 收益 | 4,515,685 | 6,902,448 | 5,424,827 | 4,378,017 | 2,340,921 |
| Profit from operation | 經營盈利 | 2,813,503 | 4,623,298 | 5,849,185 | 4,160,684 | 2,466,102 |
| Finance costs | 融資成本 | (657,995) | (1,256,165) | (1,533,101) | (1,710,896) | (1,786,564) |
| Share of results of a joint venture | 應佔一間合營公司業績 | (8) | (2) | (2) | (2) | (2) |
| Profit before tax | 除稅前盈利 | 2,155,500 | 3,367,131 | 4,316,082 | 2,449,786 | 679,536 |
| Income tax expense | 所得稅開支 | (925,097) | (1,617,168) | (865,007) | (1,114,869) | (976,061) |
| Profit (loss) for the year | 年度盈利 | 1,230,403 | 1,749,963 | 3,451,075 | 1,334,917 | (296,525) |
| Attributable to owners of the Company | 本公司股東應佔 | 1,237,167 | 1,749,884 | 3,453,380 | 1,152,576 | (730,147) |
| | | 2018 二零一八年 RMB'000 人民幣千元 | 2019 二零一九年 RMB'000 人民幣千元 | 2020 二零二零年 RMB'000 人民幣千元 | 2021 二零二一年 RMB'000 人民幣千元 | 2022 二零二二年 RMB'000 人民幣千元 |
| ASSETS AND LIABILITIES | 資產及負債 | | | | | |
| Non-current assets | 非流動資產 | 24,171,470 | 26,459,769 | 25,897,846 | 32,349,191 | 43,664,225 |
| Current assets | 流動資產 | 19,240,634 | 22,276,514 | 48,369,152 | 52,592,862 | 56,040,368 |
| Current liabilities | 流動負債 | (11,689,752) | (17,760,664) | (15,903,122) | (19,171,711) | (26,772,694) |
| Non-current liabilities | 非流動負債 | (20,283,409) | (17,940,786) | (30,478,253) | (36,329,553) | (41,955,387) |
| Net assets | 資產淨值 | 11,438,943 | 13,034,833 | 27,885,623 | 29,440,789 | 30,976,512 |
| Equity attributable to owners of the Company | 本公司股東應佔權益 | 11,331,448 | 12,927,859 | 24,723,716 | 25,929,262 | 24,760,030 |



List of Principal Properties

主要物業

1. INVESTMENT PROPERTIES

投資物業

| Properties | Interest Attributable to the Group | Approximate Total Gross Floor Area (square meter) (概約總建築面積 (平方米)) | Type | Lease Term |
|--|------------------------------------|--|------------------|---|
| 物業 | 本集團應佔權益 | | 類別 | 租期 |
| <p>LVGEM Zoll 1866 Shopping Mall and car parking spaces located at the eastern side of Meilong Road and the southern side of Zhongmei Road Bao'an District Shenzhen City Guangdong Province The PRC</p> <p>位於中國廣東省深圳市寶安區梅龍路東側及中梅路南側的綠景1866佐聆薈及車位</p> | 100% | 54,360 | Commercial 商業 | 70 years from 31 August 2004 to 30 August 2074 二零零四年八月三十一日至二零七四年八月三十日，為期70年 |
| <p>LVGEM Zoll Chanson Shopping Mall and car parking spaces located at the western side of Minzhi Road Minzhi Community Bao'an District Shenzhen City Guangdong Province The PRC</p> <p>位於中國廣東省深圳市寶安區民治社區民治路西側的綠景佐聆香頌購物中心及車位</p> | 100% | 36,890 | Commercial 商業 | 70 years from 6 August 2010 to 5 August 2080 二零一零年八月六日至二零八零年八月五日，為期70年 |
| <p>Various commercial units of LVGEM Chanson Meilu Garden located at the western side of Minzhi Road Minzhi Community Bao'an District Shenzhen City Guangdong Province The PRC</p> <p>位於中國廣東省深圳市寶安區民治社區民治路西側的香頌美廬園多個商業單位</p> | 100% | 90 | Commercial 商業 | 70 years from 6 August 2010 to 5 August 2080 二零一零年八月六日至二零八零年八月五日，為期70年 |
| <p>Various commercial units of City Garden located at the western side of Longxiang Avenue and the eastern side of Huangge Road Longguang District Shenzhen City Guangdong Province The PRC</p> <p>位於中國廣東省深圳市龍崗區龍翔大道西側及黃閣路東側的城市立方花園多個商業單位</p> | 100% | 4,650 | Commercial 商業 | 70 years from 22 February 2001 to 21 February 2071 二零零一年二月二十二日至二零七一年二月二十一日，為期70年 |
| <p>LVGEM Zoll Hongwan Shopping Mall and car parking spaces located at the northern side of North Ring Avenue and the eastern side of Meilin Road Futian District Shenzhen City Guangdong Province The PRC</p> <p>位於中國廣東省深圳市福田區北環大道北側及梅林路東側的綠景佐聆虹灣購物中心及車位</p> | 100% | 85,900 | Commercial 商業 | 70 years from 16 December 2011 to 15 December 2081 二零一一年十二月十六日至二零八一年十二月十五日，為期70年 |



List of Principal Properties

主要物業

1. INVESTMENT PROPERTIES (Cont'd)

投資物業(續)

| Properties | Interest Attributable to the Group | Approximate Total Gross Floor Area (square meter) (概約總建築面積 (平方米)) | Type | Lease Term |
|--|------------------------------------|--|------------------|--|
| 物業 | 本集團應佔權益 | | 類別 | 租期 |
| <p>Various commercial units of LVGEM Hotel located at the western side of Xinzhou Road and the northern side of Xinzhou Sixth Road Futian District Shenzhen City Guangdong Province The PRC</p> <p>位於中國廣東省深圳市福田區新洲路西側及新洲六路北側的綠景錦江花園酒店多個商業單位</p> | 100% | 4,410 | Commercial 商業 | 70 years from 30 December 2003 to 29 December 2073 二零零三年十二月三十日至 二零七三年十二月二十九日， 為期70年 |
| <p>Various commercial units of Lanwan Peninsula Community located at the northern side of Furong Road Futian District Shenzhen City Guangdong Province The PRC</p> <p>位於中國廣東省深圳市福田區福榮路北側的藍灣半島社區多個商業單位</p> | 100% | 2,810 | Commercial 商業 | 70 years from 20 September 2001 to 19 September 2071 二零零一年九月二十日至 二零七一年九月十九日， 為期70年 |
| <p>Various commercial units, office units and car parking spaces of Tower A of NEO Urban Commercial Complex located at the junction of Shennan Boulevard and Xiangmihu Road Futian District Shenzhen City Guangdong Province The PRC</p> <p>位於中國廣東省深圳市福田區深南大道及香蜜湖路交匯處的NEO都市商務綜合體A座多個商業單位、辦公單位及車位</p> | 100% | 120,100 | Commercial 商業 | 50 years from 8 May 2005 to 7 May 2055 二零零五年五月八日至 二零五五年五月七日， 為期50年 |
| <p>Various commercial units and car parking spaces of Tower B and Tower C of NEO Urban Commercial Complex located at the junction of Shennan Boulevard and Xiangmihu Road Futian District Shenzhen City Guangdong Province The PRC</p> <p>位於中國廣東省深圳市福田區深南大道及香蜜湖路交匯處的NEO都市商務綜合體B座及C座多個商業單位及車位</p> | 100% | 26,100 | Commercial 商業 | 70 years from 26 February 2002 to 25 February 2072 二零零二年二月二十六日至 二零七二年二月二十五日， 為期70年 |
| <p>Various commercial units of Phase II of LVGEM Garden located at the western side of Xinzhou Road and the northern side of Fuqiang Road Futian District Shenzhen City Guangdong Province The PRC</p> <p>位於中國廣東省深圳市福田區新洲路西側及福強路北側的綠景花園二期多個商業單位</p> | 100% | 20,610 | Commercial 商業 | 70 years from 5 February 2001 to 4 February 2071 二零零一年二月五日至 二零七一年二月四日， 為期70年 |



List of Principal Properties

主要物業

1. INVESTMENT PROPERTIES (Cont'd)

投資物業(續)

| Properties | Interest Attributable to the Group | Approximate Total Gross Floor Area (square meter) (概約總建築面積 (平方米)) | Type | Lease Term |
|--|------------------------------------|--|------------------|--|
| 物業 | 本集團應佔權益 | | 類別 | 租期 |
| LVGEM Zoll Mangrove Bay No. 1 Shopping Mall and car parking spaces located at the junction of Shazui Road and Jindi First Road Futian District Shenzhen City Guangdong Province The PRC 位於中國廣東省深圳市福田區沙嘴路與金地一路交匯處的綠景佐隄紅樹灣壹號購物中心及車位 | 100% | 37,780 | Commercial 商業 | 50 years from 23 November 2012 to 22 November 2062 and 70 years from 23 January 2012 to 22 January 2082 二零一二年十一月二十三日至二零六二年十一月二十二日，為期50年及二零一二年一月二十三日至二零八二年一月二十二日，為期70年 |
| Various commercial units and ancillary units of LVGEM Garden Estate located at No. 1185 Jin Dao Tian Road Luohu District Shenzhen City Guangdong Province The PRC 位於中國廣東省深圳市羅湖區金稻田路1185號的綠景山莊多個商業單位及配套單位 | 100% | 3,520 | Commercial 商業 | 70 years from 9 March 1998 to 8 March 2068 一九九八年三月九日至二零六八年三月八日，為期70年 |
| A parcel of land and blocks located at Yi Jia Industrial Park, Fuqian Road, Guanlan Street Bao'an District Shenzhen City Guangdong Province The PRC 位於中國廣東省深圳市寶安區觀瀾街道福前路位於溢佳工業園一幅土地和多個房屋 | 89% | 37,150 | Industrial 工業 | 50 years from 8 July 2002 to 7 July 2052 二零零二年七月八日至二零五二年七月七日，為期50年 |
| LVGEM Zoll International Garden Shopping Mall Zone A located at Hexi Street, Huazhou Guangdong Province, The PRC 位於中國廣東省化州市河西街道綠景佐隄國際花城購物中心A區 | 100% | 22,170 | Commercial 商業 | 40 years from 23 April 2012 to 22 April 2052 and 70 years from 23 April 2012 to 22 April 2082 二零一二年四月二十三日至二零五二年四月二十二日，為期40年及二零一二年四月二十三日至二零八二年四月二十二日，為期70年 |
| LVGEM Zoll International Garden Shopping Mall Zone B4 located at Hexi Street, Huazhou Guangdong Province, The PRC 位於中國廣東省化州市河西街道綠景佐隄國際花城購物中心B4區 | 100% | 23,590 | Commercial 商業 | 40 years from 23 April 2012 to 22 April 2052 二零一二年四月二十三日至二零五二年四月二十二日，為期40年 |
| Hong Kong LVGEM NEO located at No. 123 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong 位於香港九龍觀塘海濱道123號香港綠景NEO大廈 | 100% | 55,390 | Commercial 商業 | From 29 November 1988 to 30 June 2047 一九八八年十一月二十九日至二零四七年六月三十日 |
| Sunshine Bay Project located at Village 1, Commune No.3, Mittaphea Town, Shihanoukville Municipal, Cambodia 位於柬埔寨王國西哈努克城米塔匹博第三街區一號村莊海納天項目 | 100% | 45,970 | Commercial 商業 | No lease term 沒有期限 |



List of Principal Properties

主要物業

1. INVESTMENT PROPERTIES (Cont'd)

投資物業(續)

| Properties | Interest Attributable to the Group | Approximate Total Gross Floor Area (square meter) (概約總建築面積 (平方米)) | Type | Lease Term |
|---|------------------------------------|---|-------------------|---|
| 物業 | 本集團應佔權益 | | 類別 | 租期 |
| LVGEM Zoll Jinhua Shopping Mall located at 98 Shi Shan Road New District Suzhou City Jiangsu Province The PRC 位於中國江蘇省蘇州市新區獅山路98號的綠景佐鈴錦華購物中心 | 95% | 15,500 | Commercial 商業 | 70 years from 19 October 1992 to 18 October 2062 一九九二年十月十九日至二零六二年十月十八日，為期70年 |
| Flats 1A, 8C, 17C and 18D, of Jin Xing Tower of Phase II of Suzhou Garden Villa located at No. 98 Shishan Road New District Suzhou City Jiangsu Province The PRC 位於中國江蘇省蘇州市新區獅山路98號錦華苑第二期錦興樓1A、8C、17C及18D室 | 95% | 600 | Residential 住宅 | 70 years from 19 October 1992 to 18 October 2062 一九九二年十月十九日至二零六二年十月十八日，為期70年 |
| Flats 1D of Jin Bon Tower of Phase III of Suzhou Garden Villa located at No. 98 Shishan Road New District Suzhou City Jiangsu Province The PRC 位於中國江蘇省蘇州市新區獅山路98號錦華苑第三期錦邦樓1D室 | 95% | 160 | Residential 住宅 | 70 years from 19 October 1992 to 18 October 2062 一九九二年十月十九日至二零六二年十月十八日，為期70年 |
| LVGEM Zoll Yuexi Shopping Mall located at No.199 Tayun Road, Yuexi, Wuzhong Development District, Suzhou City, Jiangsu Province, The PRC 位於中國江蘇省蘇州市吳中開發區越溪塔韻路199號的綠景佐鈴越溪購物中心 | 100% | 12,220 | Commercial 商業 | 40 years from 1 August 2003 to 31 July 2043 二零零三年八月一日至二零四三年七月三十一日，為期40年 |
| Commercial units of Zhong He Ti Xiang Garden located at No.209 Haitang Road, Heshan District, Yiyang, Hu'nan Province, The PRC 位於中國湖南省益陽市赫山區海棠路209號中核緹香名苑多個商業單位 | 100% | 3,610 | Commercial 商業 | 40 years from 1 April 2007 to 31 March 2047 二零零七年四月一日至二零四七年三月三十一日，為期40年 |
| Residential units of Hongwan Garden located at Meilin Road East, Bei Huan Avenue, Shenzhen, Guangdong Province, The PRC 位於中國廣東省深圳市福田區北環大道以北梅林路以東的虹灣花園的多個住宅單位 | 100% | 1,310 | Residential 住宅 | 70 years from 16 December 2011 to 15 December 2081 二零一一年十二月十六日至二零八一年十二月十五日，為期70年 |



List of Principal Properties

主要物業

1. INVESTMENT PROPERTIES (Cont'd)

投資物業(續)

| Properties | Interest Attributable to the Group | Approximate Total Gross Floor Area (square meter) | Type | Lease Term |
|--|------------------------------------|---|------------------|--|
| 物業 | 本集團應佔權益 | 概約總建築面積 (平方米) | 類別 | 租期 |
| Dongguan LVGEM Zoli Shopping Mall and car parking spaces located at Baoshan Road Zhangmutou Dongguan City Guangdong Province The PRC 位於中國廣東省東莞市樟木頭寶山路的東莞綠景佐陞購物中心及車位 | 100% | 59,060 | Commercial 商業 | 40 years from 21 November 2013 to 20 November 2053 二零一三年十一月二十一日至二零五三年十一月二十日，為期40年 |
| Various street-level commercial units of Zone A of LVGEM International Garden located at the northwest of Juzhou Park, Hexi Road, Huazhou County, Maoming City, Guangdong Province, The PRC 位於中國廣東省茂名市化州縣河西街道橘州公園西北側的綠景國際花城A區的多個沿街商業單位 | 100% | 10,110 | Commercial 商業 | 40 years from 23 April 2012 to 22 April 2052 二零一二年四月二十三日至二零五二年四月二十二日，為期40年 |
| Various street-level commercial units of Zone B of LVGEM International Garden located at the northwest of Juzhou Park, Hexi Road, Huazhou County, Maoming City, Guangdong Province, The PRC 位於中國廣東省茂名市化州縣河西街道橘州公園西北側的綠景國際花城B區的多個沿街商業單位 | 100% | 14,050 | Commercial 商業 | 40 years from 23 April 2012 to 22 April 2052 二零一二年四月二十三日至二零五二年四月二十二日，為期40年 |
| Various street-level commercial units of Zone E of LVGEM International Garden located at the northwest of Juzhou Park, Hexi Road, Huazhou County, Maoming City, Guangdong Province, The PRC 位於中國廣東省茂名市化州縣河西街道橘州公園西北側的綠景國際花城E區的多個沿街商業單位 | 100% | 7,370 | Commercial 商業 | 40 years from 23 April 2012 to 22 April 2052 二零一二年四月二十三日至二零五二年四月二十二日，為期40年 |
| Various street-level commercial units of the Southern District of LVGEM Joyful Town Business Centre located at West Mingzhu Station, Mingzhu North Road, Shangchong, Xiangzhou District, Zhuhai City, Guangdong Province, The PRC 位於中國廣東省珠海市香洲區上衝明珠北路明珠站西側的綠景喜悅薈商務中心南區的多個沿街商業單位 | 100% | 3,260 | Commercial 商業 | 40 years from 20 July 2018 to 19 July 2058 二零一八年七月二十日至二零五八年七月十九日，為期40年 |



List of Principal Properties

主要物業

1. INVESTMENT PROPERTIES (Cont'd)

投資物業(續)

| Properties | Interest Attributable to the Group | Approximate Total Gross Floor Area (square meter) 概約總建築面積 (平方米) | Type | Lease Term |
|--|------------------------------------|--|------------------|---|
| 物業 | 本集團應佔權益 | | 類別 | 租期 |
| Six retail commercial units of Wendefu Garden located at No.2002 Houhai Avenue, Nanshan District, Shenzhen City, Guangdong Province, The PRC 位於中國廣東省深圳市南山區後海大道2002號文德福花園的六套零售商業單元 | 74% | 660 | Commercial 商業 | 70 years from 18 May 1998 to 17 May 2068 一九九八年五月十八日至二零六八年五月十七日，為期70年 |
| Various retail commercial units under construction in the Central-northern District and part of the apportioned land proposed to be developed into retail commercial properties in the Central District of the LVGEM urban renewal project located at Dongqiao Community, Nanping Town, Xiangzhou District, Zhuhai City, Guangdong Province, The PRC 位於中國廣東省珠海市香洲區南屏鎮東橋社區綠景城市更新項目中北區多套零售商業單元在建工程及中區擬開發為零售商業物業部分所分攤的土地 | 95% | 10,020 | Commercial 商業 | 40 years from 17 April 2020 to 16 April 2060 二零二零年四月十七日至二零六零年四月十六日，為期40年 |
| Commercial units under construction of the Northern District of LVGEM Joyful Town Business Centre located at West Mingzhu Station, Mingzhu North Road, Shangchong, Xiangzhou District, Zhuhai City, Guangdong Province, The PRC 位於中國廣東省珠海市香洲區上衝明珠北路明珠站西側的綠景喜悅薈商務中心北區商業在建單位 | 100% | 16,750 | Commercial 商業 | 40 years from 20 July 2018 to 19 July 2058 二零一八年七月二十日至二零五八年七月十九日，為期40年 |
| Development project of Phase II of the Wanda Plaza Project of Zone G1 of LVGEM International Garden located at the northwest of Juzhou Park, Hexi Road, Huazhou County, Maoming City, Guangdong Province, The PRC 位於中國廣東省茂名市化州縣河西街道橘州公園西北側的綠景國際花城G1區二期萬達廣場項目的開發項目 | 100% | 129,640 | Commercial 商業 | 70 years from 23 April 2012 to 22 April 2082 二零一二年四月二十三日至二零八二年四月二十二日，為期70年 |
| Various street-level commercial units of Zone D of LVGEM International Garden located at the northwest of Juzhou Park, Hexi Road, Huazhou County, Maoming City, Guangdong Province, The PRC 位於中國廣東省茂名市化州縣河西街道橘州公園西北側的綠景國際花城D區的多個沿街商業單位 | 100% | 6,190 | Commercial 商業 | 40 years from 23 April 2012 to 22 April 2052 二零一二年四月二十三日至二零五二年四月二十二日 |



List of Principal Properties

主要物業

1. INVESTMENT PROPERTIES (Cont'd)

投資物業(續)

| Properties 物業 | Interest Attributable to the Group 本集團應佔權益 | Approximate Total Gross Floor Area (square meter) 概約總建築面積 (平方米) | Type 類別 | Lease Term 租期 |
|---|---|--|-------------------|--|
| Various service apartments of Block A of Hongshu Huafu located at the intersection of Shazui Road and Jindiyi Road Futian District Shenzhen City, Guangdong Province The PRC 位於中國廣東省深圳市福田區沙嘴路與金地一路交界處紅樹華府A棟的多套商務公寓 | 100% | 25,380 | Residential 住宅 | 50 years from 23 November 2012 to 22 November 2062 二零一二年十一月二十三日至二零六二年十一月二十二日，為期50年 |
| Various commercial units of Block 1 of LVGEM Amazing Plaza located at the intersection of Qiaoxiang Road and Beihuan Road, Nanshan District, Shenzhen City, Guangdong Province The PRC 位於中國廣東省深圳市南山區僑香路與北環交匯處的綠景美景廣場1棟的多套商業單位 | 100% | 2,390 | Commercial 商業 | 50 years from 1 January 2017 to 31 December 2066 二零一七年一月一日至二零六六年十二月三十一日，為期50年 |
| Commercial portion of residential, commercial and office complex located in the core area of Nanshan District, Shenzhen City, being adjacent to Shennan Avenue and in proximity to Science Park and the sub-district of Overseas Chinese Town 位於深圳市南山區核心區域(緊鄰深南大道，並毗鄰科技園及華僑城片區)可作住宅、商業及辦公室用途的綜合大樓中商業部分 | 74% | 741,270 | Commercial 商業 | 70 years from 10 September 2021 to 9 September 2091 二零二一年九月十日至今二零九一年九月九日，為期70年 |
| A commercial building of No.01, Block 35, Zone A1, of LVGEM International Garden located at northwest of Juzhou Park, Hexi Road, Huazhou County, Maoming City, Guangdong Province, The PRC 位於中國廣東省茂名市化州縣河西街道橘州公園西北側的綠景國際花城A1區35棟01號的一幢商業樓宇 | 100% | 5,040 | Commercial 商業 | 40 years from 23 April 2012 to 22 April 2052 and 70 years from 23 April 2012 to 22 April 2082 二零一二年四月二十三日至二零五二年四月二十二日，為期40年及二零一二年四月二十三日至二零八二年四月二十二日，為期70年 |
| Various street-level commercial units of Zone C of LVGEM International Garden located at northwest of Juzhou Park, Hexi Road, Huazhou County, Maoming City, Guangdong Province, The PRC 位於中國廣東省茂名市化州縣河西街道橘州公園西北側的綠景國際花城C區的多套沿街商業單位 | 100% | 11,610 | Commercial 商業 | 40 years from 23 April 2012 to 22 April 2052 二零一二年四月二十三日至二零五二年四月二十二日，為期40年 |
| Various office units located at 26/F., Jinhe International Center, No. 88 Shishan Road, Huqiu District, Suzhou City, Jiangsu Province, The PRC 位於中國江蘇省蘇州市虎丘區獅山路88號金河國際中心26樓的多套辦公單元 | 95% | 650 | Office 辦公室 | 40 years from 1 January 2015 to 31 December 2054 二零一五年一月一日至今二零五四年十二月三十一日，為期40年 |



2. PROPERTIES UNDER DEVELOPMENT FOR SALE

發展中待售物業

| Properties | Interest Attributable to the Group | Approximate Total Site Area (sq.m.) | Approximate Total Gross Floor Area (sq.m.) | Type | Estimated Date of Completion | Progress |
|--|------------------------------------|-------------------------------------|--|-------------------------------------|------------------------------|--------------------------------|
| 物業 | 本集團應佔權益 | 概約總地盤面積 (平方米) | 概約總建築面積 (平方米) | 類別 | 預計完成日期 | 進展狀況 |
| Residential and commercial units of Hongshu Huafu Sifang Zone located at the southeast corner of the intersection of Shazui Road and Jindiyi Road Futian District Shenzhen City, Guangdong Province The PRC 位於中國廣東省深圳市福田區沙嘴路和金地一路交匯處東南側的紅樹華府四坊片區住宅及商業項目 | 100% | 17,590 | 164,570 | Residential/ Commercial 住宅/商業 | 2024 二零二四年 | Under construction 工程進行中 |
| Residential and commercial units of LVGEM International Garden located at the northwest of Juzhou Park, Hexi Road, Huazhou County, Maoming City Guangdong Province The PRC 位於中國廣東省茂名市化州縣河西路橋洲公園西北側的綠景國際花城住宅及商業項目 | 100% | 478,670 | 1,447,760 | Residential/ Commercial 住宅/商業 | 2023-2026 二零二三年至 二零二六年 | Under construction 工程進行中 |
| Residential, commercial and industrial complex located at Liguang Village, Guanlan Town Bao'an District Shenzhen City Guangdong Province The PRC 位於中國廣東省深圳市寶安區觀瀾鎮黎光村的住宅及商業 | 100% | 85,330 | 562,690 | Residential/ Commercial 住宅/商業 | 2025 二零二五年 | Under construction 工程進行中 |
| Commercial and office complex located at West Mingzhu Station, Mingzhu North Road, Shangchong, Zhuhai City, Guangdong Province The PRC 位於中國廣東省珠海海上沖明珠北路明珠站西側的商業及辦公室 | 100% | 22,260 | 213,700 | Commercial/ Office 商業/辦公室 | 2025 二零二五年 | Under construction 工程進行中 |



List of Principal Properties

主要物業

2. PROPERTIES UNDER DEVELOPMENT FOR SALE (Cont'd)

發展中待售物業(續)

| Properties | Interest Attributable to the Group | Approximate Total Site Area (sq.m.) | Approximate Total Gross Floor Area (sq.m.) | Type | Estimated Date of Completion | Progress |
|---|------------------------------------|-------------------------------------|--|---|------------------------------|--|
| 物業 | 本集團應佔權益 | 概約總地盤面積 (平方米) | 概約總建築面積 (平方米) | 類別 | 預計完成日期 | 進展狀況 |
| Residential, commercial and hotel complex located at No.37 Maofeng Road, Xiangzhou District Nanping Town, Zhuhai City, Guangdong Province The PRC 位於中國廣東省珠海市香洲區南屏鎮茂豐路37號的住宅、商業及酒店 | 91% | 129,990 | 764,900 | Residential/ Commercial/ Hotel 住宅/商業/ 酒店 | 2023-2026 二零二三年至 二零二六年 | Under construction 工程進行中 |
| Villa located at Deep Bay Road near Mong Tseng Village and Mong Tseng Wai, Lau Fau Shan, Yuen Long, New Territories, Hong Kong 位於香港元朗流浮山深灣路近輞井村輞井圍的別墅 | 95% | 82,400 | 23,880 | Villa 別墅 | 2024 二零二四年 | Planning stage 前期規劃 |
| Residential, commercial and office complex located in the core area of Nanshan District, Shenzhen City, being adjacent to Shennan Avenue and in proximity to Science Park and the sub-district of Overseas Chinese Town 位於深圳市南山區核心區域(緊鄰深南大道, 並毗鄰科技園及華僑城片區)可作住宅、商業及辦公室用途的綜合大樓 | 74% | 303,790 | 4,806,520 | Residential/ Commercial/ Office/Hotel 住宅/商業/ 辦公室/酒店 | From 2025 二零二五年起 | Under construction 工程進行中 |
| Residential and commercial located at intersection of National Highway 105 and Tourist Road, Shangchong, Xiangzhou District, Zhuhai City, Guangdong Province, The PRC 位於中國廣東省珠海市香洲區上衝片區105國道與旅遊路交匯處的住宅及商業 | 51% | 431,800 | 1,941,390 | Residential/ Commercial 住宅/商業 | 2027 二零二七年 | Demolition and relocation plan in progress 進行拆遷計劃方案 |



L.gem 綠景(中國)地產投資有限公司
LVGEM (CHINA) REAL ESTATE INVESTMENT COMPANY LIMITED

(於開曼群島註冊成立之有限公司)

(Incorporated in the Cayman Islands with limited liability)

香港聯交所股份代號: 95 HKSE Stock Code: 95

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