

VAST 宏泰

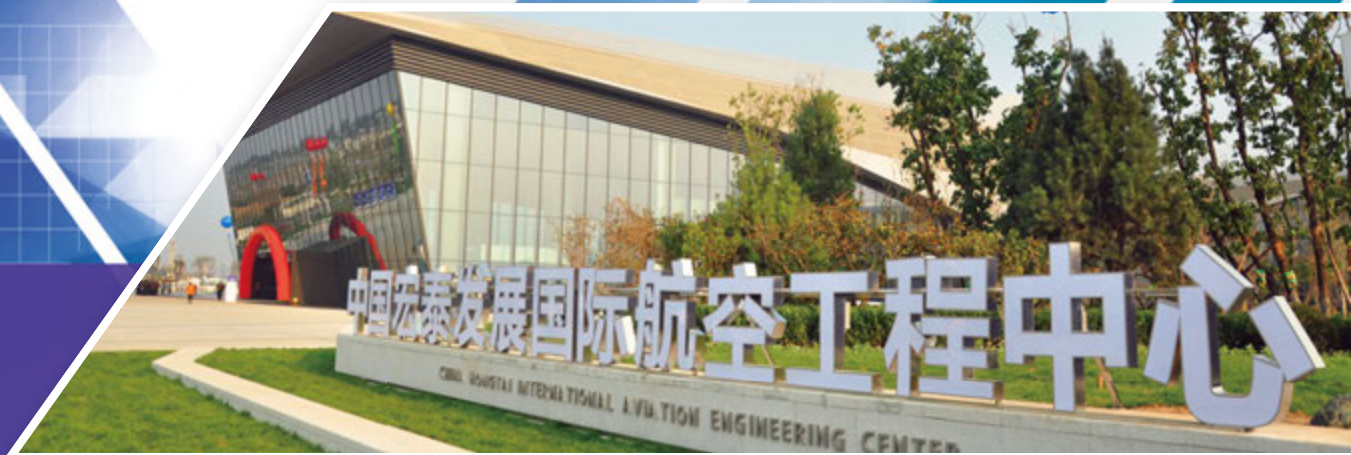
中國宏泰產業市鎮發展有限公司

China VAST Industrial Urban Development Company Limited

(incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock code 股份代號: 6166



2016

年報
ANNUAL REPORT

About us

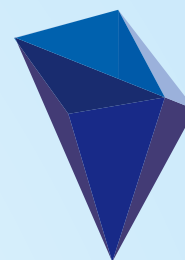
Founded in June 1995, China VAST Industrial Urban Development Company Limited (referred to as “China VAST Development”, Stock Code: 6166.HK) is one of the pioneer providers in the planning, development and operation of large-scale industrial town projects. Riding on its experience in property development accumulated in the initial stage, China VAST Development was transformed into a pioneer in new urbanization construction in 2005. The Company has been committed to develop large-scale industrial town projects in the strategic planning areas under the integration of Beijing-Tianjin-Hebei and “Two Horizontal & Three Vertical Urbanization Plan”, demonstrating its four comparative advantages including: unique abilities in industrial town planning, designing & positioning, abilities in infrastructure investment and construction, abilities in marketing & promotion, and related auxiliary facilities for logistics, residential & commercial properties. Through cooperation with local governments under long-term agreements, unlike other ordinary property developers, industrial towns are designed to provide a wide spectrum of comprehensive and professional services for regional industrial development and development in towns, including planning and design, industry positioning, land preparation, infrastructure construction, marketing and promotion and related auxiliary facilities for logistics, residential and commercial properties. Currently, China VAST Development has around 40 subsidiaries including Langfang VAST Urban Development Co., Ltd., Shijiazhuang Vast Urban Development Co., Ltd., Shijiazhuang Gaocheng Vast Urban Development Co., Ltd., Ezhou Vast Urban Development Co., Ltd., Zhangjiakou Vast Industrial Urban Development Co., Ltd. and Langfang City Property Development Co., Ltd., all of which are responsible for construction and development service of different industrial towns. China VAST Development is working together with local government of Langfang, Zhangjiakou and Shijiazhuang of Hebei province, Chuzhou, Anhui province and Ezhou, Hubei province in respect of development of 9 industrial town projects with project planning areas of approximately 136 sq. km. Focusing on the optimization of infrastructures in the abovementioned regions, transformation of industry and construction of urbanization as well as building and realizing full integration of working and living communities for its residents, China VAST Development will spare no effort to become a leading provider and operator of industrial town in China.

公司簡介

中國宏泰產業市鎮發展有限公司 China VAST Industrial Urban Development Company Limited (簡稱「中國宏泰發展」，股份代號 6166.HK)始創於1995年6月，是大型產業市鎮項目規劃、開發及運營服務供應商中的先行者之一。經過初期物業開發積累的經驗，中國宏泰發展於2005年轉型為新型城鎮化建設的先行者，長期致力於京津冀一體化和「兩橫三縱城市化」戰略布局範圍內的大型產業市鎮項目開發，具備了獨特的產業市鎮規劃、設計和定位能力，基礎設施投資建設能力，招商引資能力，配置物流、居住及商業物業等相關輔助設施四大相對優勢。有別於其他一般的房地產開發商，產業市鎮開發主要根據長期協議與地方政府合作，為區域產業發展和市鎮開發建設提供一系列綜合、專業服務，包括：規劃設計、產業定位、土地整理、興建基礎設施、開展招商引資、配置物流、居住及商業物業等相關輔助設施。目前，中國宏泰發展旗下有廊坊市宏泰產業市鎮投資有限公司、石家莊宏泰產業市鎮發展有限公司、石家莊藁城宏泰產業市鎮發展有限公司、鄂州宏泰產業市鎮發展有限公司、張家口宏泰產業市鎮發展有限公司及廊坊市城區房地產開發有限公司等約40家附屬企業，這些企業負責不同產業市鎮的建設和開發服務。中國宏泰發展正在與河北省廊坊市、張家口市及石家莊市、安徽省滁州市及湖北省鄂州市地方政府就9個產業市鎮項目的開發進行合作，項目規劃總面積約136平方公里。專注於促進上述區域的基礎設施完善、產業轉型升級和城鎮化建設，構建產城一體，實現產城融合，中國宏泰發展將全力打造成為中國領先的產業市鎮供應商及運營商。

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Corporate Information 公司資料

Executive Directors

Mr. Wang Jianjun (Chairman and President)
Mr. Chen Liangqiu (appointed as an executive director with effect from 17 May 2016 and resigned with effect from 17 March 2017)
Mr. Yang Yun (Vice President)
Mr. Wang Yagang (Vice President)
Mr. Huang Peikun (Chief Financial Officer)

Non-Executive Director

Ms. Zhao Ying

Independent Non-Executive Directors

Ms. Zhang Xiaomei
Mr. Wei Yu
Dr. Wong Wing Kuen, Albert

Audit Committee

Dr. Wong Wing Kuen, Albert (Chairman)
Ms. Zhang Xiaomei
Mr. Wei Yu

Remuneration Committee

Mr. Wei Yu (Chairman)
Ms. Zhao Ying
Ms. Zhang Xiaomei

Nomination Committee

Mr. Wang Jianjun (Chairman)
Mr. Wei Yu
Ms. Zhang Xiaomei

Company Secretary

Ms. To Yee Man

Auditor

Deloitte Touche Tohmatsu

Legal Advisors

O' Melveny & Myers (as to Hong Kong law)
Conyers Dill & Pearman (Cayman) Limited
(as to Cayman Islands law)

Registered Office

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

執行董事

王建軍先生(主席兼總裁)
陳良秋先生(自2016年5月17日起獲委任為執行董事，並自2017年3月17日起辭任)
楊允先生(副總裁)
王亞剛先生(副總裁)
黃培坤先生(首席財務官)

非執行董事

趙穎女士

獨立非執行董事

張曉梅女士
魏宇先生
王永權博士

審核委員會

王永權博士(主席)
張曉梅女士
魏宇先生

薪酬委員會

魏宇先生(主席)
趙穎女士
張曉梅女士

提名委員會

王建軍先生(主席)
魏宇先生
張曉梅女士

公司秘書

杜依雯女士

核數師

德勤•關黃陳方會計師行

法律顧問

美邁斯律師事務所(有關香港法律)
Conyers Dill & Pearman (Cayman) Limited
(有關開曼群島法律)

註冊辦事處

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

Corporate Information

公司資料

Principal Place of Business in the PRC

Unit 20703, Level 6
Galaxy SOHO (銀河SOHO)
No. 47 Xiaopaifang Hutong
Dongcheng District
Beijing
China

Principal Place of Business in Hong Kong

Room 1902, China Merchants Tower
Shun Tak Centre
168–200 Connaught Road Central
Hong Kong

Principal Share Registrar and Transfer Office

Codan Trust Company (Cayman) Limited

Hong Kong Share Registrar

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

Principal Bankers

Industrial Bank Co., Ltd. Langfang Branch
Bank of Hebei Langfang Branch
Industrial Commercial Bank of China Heping Road Branch
Agriculture Bank of China Jiefang Road Branch
China Development Bank

Company's Website

www.vastiud.com

Stock Code

6166

中國主要營業地點

中國
北京市
東城區
小牌坊胡同47號
銀河SOHO
6層20703室

香港主要營業地點

香港
干諾道中168–200號
信德中心
招商局大廈1902室

主要股份過戶登記辦事處

Codan Trust Company (Cayman) Limited

香港證券登記處

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

主要往來銀行

興業銀行股份有限公司廊坊分行
河北銀行廊坊分行
中國工商銀行和平路支行
中國農業銀行解放道支行
國家開發銀行

公司網站

www.vastiud.com

股份代號

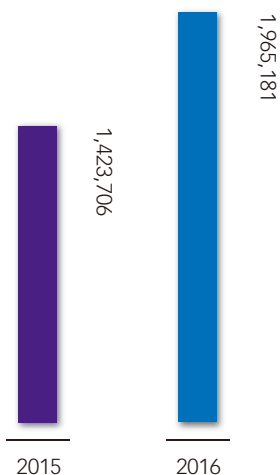
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Financial Highlights

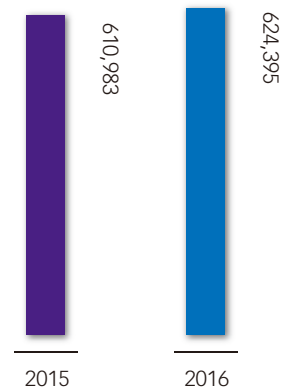
財務摘要

(in RMB'000 人民幣千元)

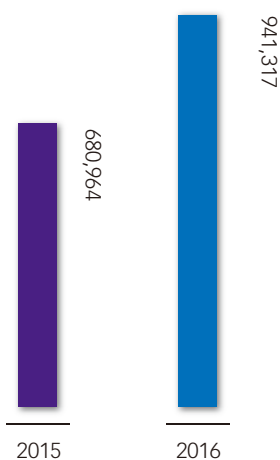
Revenue 收益



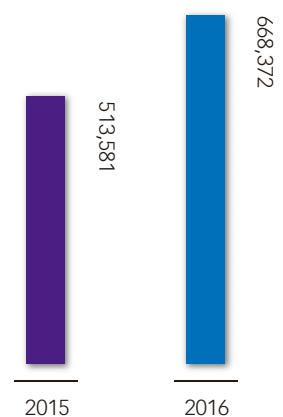
Gross profit 毛利



Profit before tax 除稅前溢利



Profit for the year 年度溢利



For the year ended 31 December
截至 12 月 31 日止年度

		2015 RMB 人民幣	2016 RMB 人民幣	Approximate Change % 概約變幅%
Revenue	收益	1,423.7 million 百萬	1,965.2 million 百萬	38.0
Gross profit	毛利	611.0 million 百萬	624.4 million 百萬	2.2
Profit before tax	除稅前溢利	681.0 million 百萬	941.3 million 百萬	38.2
Profit for the year	年度溢利	513.6 million 百萬	668.4 million 百萬	30.1
Proposed final dividend per share	擬派末期股息(每股)	HK10 cents 港仙	HK12 cents 港仙	20.0

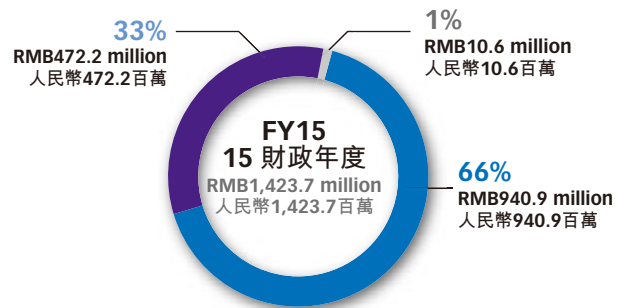
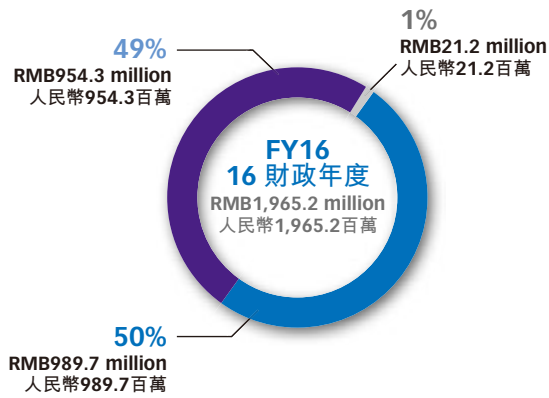
Financial Highlights

財務摘要

(in RMB'000 人民幣千元)

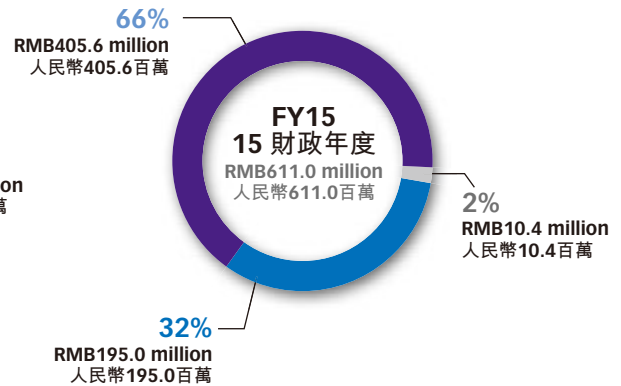
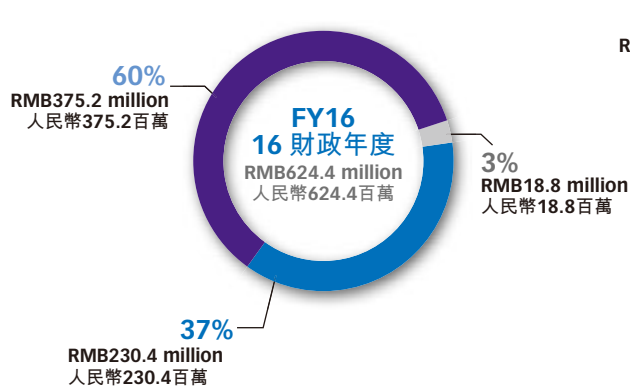
Segment revenue

分部收益



Segment gross profit

分部毛利



- Land development
土地開發
- Property development
物業發展
- Property leasing
物業租賃



Dear shareholders,

In the vigorous spring with vitality, I am pleased to show our greatest gratitude and best wishes to all shareholders and investors on behalf of the board of the Company and myself!

2016 was a year of rapid development for VAST Development since its listing. The Company achieved an operating revenue of RMB1,965 million, representing a year-on-year increase of 38.0%; a gross profit of RMB624 million, representing a year-on-year increase of 2.2%; net profits of RMB668 million and basic earnings per share were RMB0.41. It maintained sustainable growth steadily against the backdrop of the new normal of the domestic economy.

Strategic cooperation continuously improved the shareholding structure. In 2016, the Company was strategically invested by SF Holding Group (順豐控股集團) through its affiliates, Celestial Ocean Investments Limited, the first strategic investment shareholder of the Company from non-financial industry since its listing. It further helped the Company to provide customized and comprehensive facilities for different industries with professional experience and excellent service, setting out strategic plan for large industrial towns with their own characteristics and themes.

Significant breakthroughs in the industrial urban strategic expansion. We focused on the coordinated development in Beijing-Tianjin-Hebei. Firstly, based in Langfang, we completed an expansion area of 12 km² in Longhe Park; our Guangyang Technology Park restarted its positioning, planning and investment attraction work. Secondly, the Group concentrated on Hebei. We created "the 100-day Miracle of the VAST's High Efficiency" (宏泰速度、百日奇蹟) in the construction of International Aviation Engineering Centre of Shijiazhuang General Aviation Industrial Park (石家莊通航產業園國際航空工程中心) and ancillary roads, bringing the new preliminary

親愛的各位股東：

你們好！在這萬物復蘇、春意盎然的美好時節，我謹代表公司董事局及以我個人名義向全體股東、廣大投資者致以崇高的敬意和良好的祝願！

2016年是宏泰發展上市以來快速發展的一年。公司營業收入達到人民幣1,965百萬元，同比增長38.0%；實現毛利人民幣624百萬元，同比增長2.2%；淨利潤人民幣668百萬元，每股基本收益人民幣0.41元。在國內經濟進入新常態的大環境下，保持了平穩持續增長。

戰略合作促進股東結構持續優化。2016年公司獲順豐控股集團透過其關聯公司天海投資有限公司戰略入股，從而引入公司自上市以來的第一家非金融投資戰略股東，進一步實現公司以專業的經驗和一流的服務為多個產業定制全方位配套，打造有特色有主題的大型產業市鎮的戰略規劃。

產業市鎮戰略拓展取得重大突破。圍繞京津冀協同發展，首先是扎根廊坊，龍河高新區完成擴區面積12km²；廣陽科技園重啟項目定位、規劃和招商工作。其次是聚集河北，石家莊通航產業園國際航空工程中心及配套道路建設創造「宏泰速度、百日奇蹟」，園區初顯新形象；藁城園區實現當年簽約、當年投資、當年建設；新簽張家口現代產業園，增加開發面積17.3 km²；與承德臨



images of such park to the surface. As for Gaocheng Park, we achieved realising agreement, investment and construction in the same year; and for the new Zhangjiakou Modern Industrial Park (張家口現代產業園), we increased an development area of 17.3 km². We entered into a Cooperative Development Agreement (合作開發協議) with local governments in Chengde Airport Economic Zone (承德臨空經濟區) and Laishui, Baoding, etc. Thirdly, we deployed in the Yangtze River Delta Economic Zone, our VAST Ezhou Industrial Park (宏泰鄂州產業園) project was officially launched and the preparation work of the Ezhou International Airport City (鄂州國際空港城) was well underway.

The “double creation” construction achieved remarkable results.

Longhe Park was recognised as “National-level International Scientific and Technological Cooperation Base” (國家級國際科技合作基地) and Innovative Venture Hub was included in “Incubation Bases Listed in MIIT Board” (工信板掛牌上市孵化基地) and the “3·20” talent supporting project in all the development zones of the whole province, while 9[#] Café, Beijing Tron Space and Shenzhen Tron Space are recognised as national-grade maker space by the Ministry of Science and Technology. Other results also include the launch of Shijiazhuang Guochuang Hongtai Supply and Demand Comunication Platform Online for Strategical Emerging Industries (石家莊國創宏泰戰略新興產業供需交流平台上線); the undertaking of the launch ceremony of national “public entrepreneurship people innovation week” in Langfang main venue; Tron Space matched with 33 industrial alliances, held 129 activities and established the “Cross-strait Coordinative Innovation Incubation Alliance” (兩岸協同創新孵化聯盟) as an organiser; Anci Beitian Mancheng International Town (安次北田曼城國際小鎮), Western Financial Town in Guangyang District (廣陽區西部金融小鎮) and Aviation Town in Luancheng District, Shijiazhuang City are listed in the first batch of characteristic towns of Hebei Province at the same time. We connected to the global and set the research, development and marketing centres and offices in countries in Europe, the America, central and eastern Europe such as the US, Italy, Czech and Poland to introduce innovative resources and to leverage on the advantages of others in order to get through the “last 1 km” of technology incubation.

空經濟區、保定涑水等地方政府簽訂合作開發協議；第三是布局長江經濟帶，宏泰鄂州產業園項目正式啟動，鄂州國際空港城正在緊鑼密鼓籌備。

「雙創」建設取得顯著成效。龍河高新區被認定為「國家級國際科技合作基地」，創新創業基地被列入「工信板掛牌上市孵化基地」和全省開發區「3·20」人才支持項目，9[#]咖啡、北京、深圳泰智會被科技部認定為國家級眾創空間；石家莊國創宏泰戰略新興產業供需交流平台上線；承辦全國「大眾創業萬眾創新活動周」廊坊主會場啟動儀式；泰智會對接產業聯盟33個，舉辦活動129場，並作為發起單位成立了「兩岸協同創新孵化聯盟」；安次北田曼城國際小鎮、廣陽區西部金融小鎮和石家莊樂城區航空小鎮同時被列入河北省首批特色小鎮；走出去對接全球，在美國、意大利、捷克、波蘭等歐美、中東歐國家，設立研發與招商中心、辦事機構，引入創新資源，借船出海，打通科技孵化「最後一公里」。

Chairman's Statement

主席致辭

Recruit the big, attract the strong and select the excellent to reach better results. We have entered into cooperative agreements or strategic cooperative agreements with state-owned enterprises, foreign enterprises and associations and institutions, such as CFHEC, CRC, Cinda, AVIO in Italy and China-Japan-Korea Enterprise Promotion Committee (中日韓中小企業促進會). The Group carried on strategic cooperation with AVIC and AVIC General, invested in the AVIC Project and marine airfield. Longhe Park introduces 34 key projects from CISRI and CASIC; Innovative Venture Hub and Withub and Dreamwork have introduced 52 innovation incubator projects; Shijiazhuang General Aviation Industrial Park has already signed and discussed 28 projects, among which 10 projects are accelerating implementation; Gaocheng Park has signed and introduced the leading project of Lewa Adventure City Park (樂華城•國際歡樂度假區).

The performance of project constructions and the operation management was obvious. Roads, bridges, integrated pipe network were newly constructed in Longhe Park, ancillary facilities and coverage have been expanding. Longhe Fengjing Phase I (龍河風景一期) and Meishu Phase II (美樹二期) were in hot sales, and all construction in Withub and Dreamwork (慧谷•夢工廠) in-progress had been completed, launching the new products to the market. The key public projects in parks, such as Anci Hospital and Longhe Elementary School were in progress, facilitating the formation of integrated working and living community. The business segments, including property service, stadium management and construction work, kept stable development and safe operation without significant liability incidents in respect of quality occurred. A number of platform companies set up in other foreign regions formed solid professional teams and operated in accordance with standardized operation management procedures.

Full Enhancement on Brand Image of the Corporate. The member of the Central Politburo of the Communist Party of China and Deputy Minister of the State Council, Liu Yandong (劉延東) gave highly recognition to the Tron Space at the National Mass Innovation and Entrepreneurship Week (雙創周). Li Jinhua (李金華) and Luo Fuhe (羅富和), the Vice Chairmen of the National Committee of the Chinese People's Political Consultative Conference visited the Hub for Innovative Ventures for investigation and research. Zhao Kezhi, the Secretary of Hebei Provincial Party Committee visited the Luancheng Park and gave instruction on project construction, and Zhang Qingwei, the Governor of the province, visited the important projects at the Longhe Park for investigation and research. Leaders from Tengzhou and Yantai of Shandong Province, Zhongguancun Big Data Industry Alliance (中關村大數據產業聯盟), Jujiang Factory (聚匠工廠) and other innovative organizations and technological corporates visited the park and negotiated for businesses. The reputation of the industrial towns had been gaining by holding and attending the Finance-VAST Breakfast Meeting (財經-宏泰早餐會) at Boao Forum for Asia, commencing ceremony of the VAST Ezhou Industrial Park, "5-18" High-end Conference on Innovative Development in Beijing-Tianjin-Hebei Development Zone (京津冀開發區創新發展高端會議), the Shijiazhuang

招大引強選優取得較好成果。先後與中交一公局、中鐵建、信達、意大利AVIO、中日韓中小企業促進會等央企、外企和協會機構簽署項目合作協議或戰略合作協議；與中航工業、中航工業通飛戰略合作，入股愛飛客項目，投資布局水上機場；龍河高新區引進中鋼研、航天科工等重點項目34個；創新創業基地和慧谷•夢工廠共引進孵化創新項目52個；石家莊通航產業園已簽、在談項目28個，其中10個項目正在加快推進落地；藁城園區簽約引進樂華城•國際歡樂度假區龍頭項目。

項目建設與運營管理業績明顯。龍河高新區新建一批道路、橋梁、綜合管網，配套功能和覆蓋範圍不斷擴大；龍河風景一期、美樹二期銷售火爆，慧谷•夢工廠在建工程全部竣工，新產品推向市場；安次醫院、龍河小學等園區重點公共項目相繼開工，產城融合態勢加快形成；物業服務、球場管理、工程建設等業務板塊繼續保持平穩發展、安全運行，無重大質量責任事故；在外埠成立的一批平台公司組建強有力的專業團隊，按照規範化的運營管理流程運作。

企業的品牌形象全面提升。中央政治局委員、國務院副總理劉延東在雙創周上給予泰智會高度肯定；全國政協副主席李金華、羅富和先後到創新創業基地調研；河北省委書記趙克志到樂城園區指導項目建設情況，省長張慶偉到龍河高新區調研重點項目；山東滕州、煙台等地市領導，中關村大數據產業聯盟、聚匠工廠等創新機構和科技企業到園區考察洽商。產業市鎮的品牌美譽度不斷擴大，舉辦、參加了博鰲亞洲論壇「財經—宏泰早餐會」、宏泰鄂州產業園啟動儀式、「5•18」京津冀開發區創新發展高端會議、石家莊航展、中國產業園區大會、證券市場年會等重大品牌推廣活動，新華社、新華網、人民日報、中新社等

Chairman's Statement 主席致辭

Air Show (石家莊航展), China Industrial Park Conference (中國產業園區大會) and China Capital Market Annual Conference (證券市場年會) and other major promotion activities for the brand which were reported by central media including Xinhua News Agency, Xinhuanet, People's Daily and China News Service. The Group was honorably awarded the "Frost & Sullivan Award for Excellence in Growth in Real Estate Industry Market (China)" and ranked 4th among the "Top 30 Real Estate Enterprises in China" while I, myself was elected as the Rotating President of the Capital Alliance in the Park, Vice President of the China Real Estate Chamber of Commerce (全聯房地產商會) and re-elected as the Vice President of the Langfang Industrial and Commercial Association (廊坊市工商聯).

The results achieved were attributed to the collective efforts by the Board, senior management and all the staff as well as the strong supports from all shareholders, investors and all sectors of the society.

Our work in 2017 has fully commenced. Despite the broad aspects and the difficult tasks, we will strive to realize the constant growth in operating results and the optimization and upgrade in business structure with concentration, cooperation and bold innovation.

央媒作出報道：榮獲弗若斯特沙利文「中國區房地產行業卓越增長獎」，中國產業地產30強排名第四，我本人也被推選為園區資本聯盟輪值主席、全聯房地產商會副會長，同時連任廊坊市工商聯副主席。

這些業績的取得，是公司董事會、高管團隊和全體員工共同努力的結果，也得益於全體股東、廣大投資者和社會各界的鼎力支持。

2017年各項工作已全面開展，輻射面廣，任務艱巨，但我們將把握重點，團結協作，大膽創新，力爭實現經營業績和持續增長與業務結構的優化升級。





Chairman's Statement 主席致辭

Exploiting in depth in Hebei, focusing on regional overall situation.

As Xiongan New Area was established by virtue of the concept of “Plan over the Millennium, the Milestone of the Country”, with the profound implementation of the coordinated development of the Beijing-Tianjin-Hebei strategy, the Company has embraced the valuable opportunity in respect of the undertaking of industrial shift, the cultivation of emerging industries, and the acceleration of regional development. With a focus set on the existing industrial parks located in regions including Langfang, Shijiazhuang and Zhangjiakou, together with the promising prospects brought from Beijing's second airport, the capital's sub-center, the Winter Olympic Games, the metro transport systems, the improving high-speed network, the industrial town business of the Company will benefit directly from the new round of development of the Beijing-Tianjin-Ziongan delta region. The Company will keep exploiting in depth in Hebei with the base in Langfang, capture the key historical opportunities of the new capital airport, planning and construction of the Airport Economic Zone and National Defense Information Equipment and Technology Exhibition tightly, organize and hold the Northern Defense Exhibition and promote key projects such as the China-German Industrial Park. Watching closely the development opportunities in the core area of Beijing-Tianjin-Hebei for further reformation and upgrade, we will put efforts in urban designing, planning and industrial output, facilitate the cooperation with the central SOES to realize the all-win cooperation and mutual development. Meanwhile, focusing on “The Belt and Road” and Yangtze River Economic Zone and tracking the potential developing areas in the middle and west of China, we will stick on our emphasis on the industrial town projects and also take into account of the towns with characteristics. With an eye on the strategic initiatives of overall development, we will form macro thinking and macro layout, and create a new way to integrate the development of industries and cities in order to promote the coordinated development in the region.

Layout of the marine airfield by leveraging on the aviation.

Based on the existing well-operated aviation park, the Group expanded new parks when appropriate, kept capturing the industry development opportunities, and became the first to arrange the marine airfield layout in well-established cities so as to create an airport network covering East China, Middle China and South China. Currently, the domestic marine airfield can serve as a new growth driver to stimulate the local economy due to it being at initial development stage and of infinite development potential. The Group established cooperative relationships with domestic and international renowned research institutions and aviation industry alliances by strengthened mutual communications and interactions, and improved VAST's professional strengths in aviation to push the VAST's general aviation brand to the forefront and top-end market through high standards, strict requirements and sound image.

深耕河北，著眼區域大局。隨著「千年大計、國家大事」雄安新區的設立，京津冀協同發展戰略深入推進，公司在承接產業轉移，培育新興產業，助推區域發展上迎來了重大機遇。以廊坊、石家莊、張家口等現有園區為節點，加上北京第二機場、首都副中心、冬奧會、軌道交通和高速網絡不斷完善等重大利好，公司的產業市鎮業務將在京津雄三角區域新一輪發展中直接受益。公司將繼續立足廊坊，深耕河北，牢牢把握首都新機場、臨空經濟區規劃建設和國防信息化裝備與技術展覽會的重大歷史機遇，籌備舉辦北方防務展、推進中德產業園等重大項目。盯緊京津冀核心區域的發展機會，進一步轉型升級，在城市設計、城市規劃和產業輸出上下功夫，推動與央企的合作，實現合作共贏、共同發展。同時，聚焦「一帶一路」、長江經濟帶，跟踪中西部潛力發展地區，堅持產業市鎮項目為主，兼顧特色小鎮。著眼全域發展的戰略舉措，形成大思路、大布局，走出一條產城融合發展的新路子，促進區域協調發展。

借力通航，布局水上機場。在良好運營現有通航園區的基礎上，適當拓展新園區，繼續搶佔產業發展先機，在條件良好的城市率先布局水上機場，打造輻射華東、華中、華南地區的機場網絡。目前國內水上機場市場處於培育期，擁有無限的開發潛力，能夠成為拉動地方經濟形成新的增長點。加強與國內、國際知名研究機構和通航行業聯盟聯絡對接，建立合作夥伴關係，為宏泰航空增強專業力量，高標準、嚴要求、重形象，將宏泰通用航空品牌推向最前沿、最高端的市場。

Chairman's Statement

主席致辭

Going out to achieve a global presence. The Group adjusted the strategy of “Going out, Bringing in”, strengthened the interaction with the central and eastern European countries and created a cross-regional collaborative innovation network, and enhanced the communication and cooperation with central and eastern European countries in respect of, among others, industries and parks. Furthermore, by capitalizing on the two-wheel driving and two-way opening complementarity between a model “Purchasing Business to Attract Foreign Investment”, that is to obtain international high-end production factors by cross-border mergers, reorganization and integration, and “One Belt, One Road”, the Group seized opportunities to invest in international renowned and high-tech enterprises and attracted foreign business and investment via premium high-tech projects, thereby accelerating the industrial restructuring and economic transformation and improving international competitiveness to seek new opportunities in the international market expansion.

Management optimization and standard process improvement. The Group streamlined and improved the management, operations, systems and service processes of various business segments to achieve optimized organizational structure, enhanced efficiency and costs savings by means of stricter planning and management under the goals of operations improvement, stringent internal control and risk reducing. More flexible and reasonable employment mechanism and incentive mechanism in place, coupled with an improvement on corporate governance structure, organizational process and assessment mechanism, would help the talent mechanism of the Company keep working effectively for a long time and improve the profitability and core competitiveness of the Company. The Company has maintained its healthy and sustainable development by treating its shareholders with credibility and integrity, abiding by business ethics and compliance with each relevant laws and regulations.

To work together to achieve a win-win situation and create a better future, we can't do it without the trust and support of all shareholders. I believe that scientific decision-making, continuous innovation and market expansion will help China VAST achieve a better performance in 2017!

Wang Jianjun
Chairman

Hong Kong, 31 March 2017

王建軍
主席

2017年3月31日，香港

放眼全球，走出去發展。調整「走出去、引進來」戰略，加強與中東歐國家的對接，打造跨區域創新協作網絡。拓展與中東歐國家在產業、園區等方面的溝通合作。通過跨境並購、重組、整合獲取國際高端生產要素的「買商引資」模式與「一帶一路」形成雙輪驅動、雙向開放的互補性，把握機會投資國際上著名的、高科技企業，利用好的高科技項目進行招商引資，加快產業結構調整和經濟轉型的步伐，提高國際競爭力，在國際化市場拓展中謀求新機會。

優化管理，完善規範流程。以強化計劃管理為手段，強運營、嚴內控、降風險為目標，梳理完善各項業務板塊的管理、運營、制度、服務流程，優化組織結構，提高效率，節約成本。配置更加靈活、合理的用人機制和激勵機制，改善公司治理架構、組織流程和考核機制，使公司人才機制長期保持有效運轉，增強公司的盈利能力和核心競爭力。對股東、股民以誠信為本，恪守商業道德，遵守各項法律法規，保持企業健康持續發展。

攜手共贏，創造美好未來，離不開全體股東的信任與支持。我相信，只要科學決策、不斷創新、拓展市場，2017年中國宏泰發展一定會更上一層樓！

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析





Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW

Revenue

Our revenue for the year ended 31 December 2016 was substantially generated from: (i) fee and service income relating to/arising from land development projects/arrangements, representing our fee income derived from development of industrial town projects; (ii) revenue from sales of properties; and (iii) a minor portion derived from revenue from property leasing. The table below sets forth a breakdown of our revenue:

		Year ended 31 December	
		截至12月31日止年度	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Fee and service income relating to/arising from land development projects/arrangements	待售土地開發項目相關收益	954,305	472,197
Revenue from the sales of properties	物業銷售收益	989,716	940,921
Revenue from property leasing	物業租賃收益	21,160	10,588
		1,965,181	1,423,706

Revenue of the Group for the year ended 31 December 2016 amounted to RMB1,965.2 million, representing an increase of 38.0% compared with the total revenue of RMB1,423.7 million for the same period in 2015. The increase was mainly due to the revenue arising from the expansion of land development business of the Group from 1 industrial park of last year to 4 industrial parks this year. Also, benefiting from the rising housing price in Beijing-Tianjin-Hebei region, the income from properties sales increased at the same time.

As for the land development business, the land area sold in Longhe Park was less due to the postponement of the land sale plan by the local government owing to the adjustment to the urban planning of Langfang in accordance with the grand strategy for Beijing-Tianjin-Hebei coordinated development. For the year ended 31 December 2016, an aggregate of 30,015 sq.m. of land in Longhe Park was sold by the relevant local government for a total land premium of RMB54.8 million, representing a decrease as compared to the aggregate of 243,206 sq.m. of land sold in Longhe Park by the relevant local government for a total land premium of RMB757.3 million for the year ended 31 December 2015. Apart from the fee income received from sales of land, we received income of RMB27.0 million, which was attributable to the Company, from supplementary payment by successful land buyers and other comprehensive services fee income of RMB93.1 million (which was calculated and charged with reference to a certain proportion to the tax imposed on Longhe Park resident enterprises during the year). We recorded fee income of RMB155.2 million from development projects of land for sale in Longhe Park for the year ended 31 December 2016, representing a decrease of RMB317.0 million as compared with RMB472.2 million for the year ended 31 December 2015.

財務回顧 收益

我們截至2016年12月31日止年度的收益主要來自：(i)待售土地開發項目／安排相關收益，指我們發展產業市鎮項目的費用收入；(ii)物業銷售收益；另有小部分來自(iii)物業租賃收益。下表載列我們的收益明細：

本集團截至2016年12月31日止年度的收益為人民幣1,965.2百萬元，較2015年同期的總收益人民幣1,423.7百萬元增加38.0%，增幅主要因為本集團的土地開發業務的擴張，從去年只有一個園區到今年有四個園區獲得收入貢獻所致。同時，受惠於京津冀地區房價的上升，本集團的物業銷售收入亦有所上升。

就土地開發業務而言，由於京津冀協同發展大戰略導致廊坊市規劃調整從而使得當地政府推遲土地出讓計劃而減少龍河高新區的土地出讓面積。截至2016年12月31日止年度，有關地方政府出讓龍河高新區總共30,015平方米的土地，總土地出讓金為人民幣54.8百萬元。與截至2015年12月31日止年度有關地方政府以總土地出讓金人民幣757.3百萬元出讓龍河高新區總共243,206平方米的土地相比有所減少，但除土地出讓獲取的銷售費用收入外，我們還獲得本公司應佔成功購地買家的補充付款收入人民幣27.0百萬元及其他綜合服務的費用收入人民幣93.1百萬元，該收入按照龍河高新區居民企業當年度繳納稅項的一定比例計算及收取。我們截至2016年12月31日止年度在龍河高新區錄得待售土地開發項目的費用收入人民幣155.2百萬元，較截至2015年12月31日止年度的人民幣472.2百萬元減少人民幣317.0百萬元。

Management Discussion and Analysis

管理層討論及分析

During the year, we received promising income contributed by the other 4 new industrial parks even though the Group recorded a decrease in the income from Longhe Park. For VAST Ezhou Industrial Park and Shijiazhuang Gaocheng Vast Industrial Town Park, the Company mainly engaged in land preparation and investment services, and the income from which of RMB90.7 million and RMB56.0 million, respectively, were calculated by cost plus method. For Shijiazhuang General Aviation Industrial Town Park, the Company mainly engaged in land preparation and investment services, and industry development services. The income from land preparation and investment services, calculated by cost plus method, was RMB501.4 million, while the income from industry development services, calculated by 45% of the initial investment for the Park, was RMB95.5 million. For the VAST project at Yanghe-River New Town of Zhangjiakou Economic Development Zone, the Company mainly engaged in business attraction services, and the income from which of RMB55.5 million was determined by the agreement between the local government authorities and Company.

We recorded fee and service income relating to/arising from land development projects/arrangement of RMB954.3 million for the year ended 31 December 2016, representing an increase of RMB482.1 million compared with RMB472.2 million for the year ended 31 December 2015.

For property development business, we recorded revenue from the sales of properties of RMB989.7 million for the year ended 31 December 2016, an increase of 5.2% compared with RMB940.9 million for the year ended 31 December 2015. Though for the year ended 31 December 2016, we delivered the area of commercial and residential properties of 128,566 sq.m., representing a decrease of 20,312 sq.m. compared with the area of property delivered of 148,878 sq.m. for the year ended 31 December 2015, benefiting from the rising housing price in Beijing-Tianjin-Hebei region, we still recorded a growth in the overall property sales revenue.

Cost of Sales and Services

Our cost of sales and services consists of (i) cost of development projects of land arrangements, (ii) cost of properties sold, and (iii) direct operating expense of property leasing. For the year ended 31 December 2016, our cost of sales and services amounted to RMB1,340.8 million, representing an increase of 65.0% as compared with that of RMB812.7 million for the year ended 31 December 2015. Such decrease was primarily due to the increase of land development cost and property selling cost for the year ended 31 December 2016.

雖然本集團在龍河高新區的收入有所下降，但在本年度我們從另外四個新開發的園區中獲得可觀的收入貢獻。在宏泰鄂州產業園及石家莊藁城宏泰產業市鎮園區，本公司主要從事土地整理投資服務，當中分別人民幣90.7百萬元及人民幣56.0百萬元收入按照成本加成法計算。在石家莊通用航空產業市鎮園區，主要從事土地整理投資服務和產業發展服務，土地整理投資收入人民幣501.4百萬元按照成本加成法計算，產業發展服務收入人民幣95.5百萬元按照園區落地投資額45%計算。在張家口經濟開發區洋河新區宏泰項目，本公司主要從事招商服務，當中人民幣55.5百萬元收入按照當地政府機關與本公司的協議釐定。

截至二零一六年十二月三十一日止年度，我們錄得待售土地開發項目／安排相關費用及服務收益人民幣954.3百萬元，較截至二零一五年十二月三十一日止年度人民幣472.2百萬元增加人民幣482.1百萬元。

就物業發展業務而言，我們截至2016年12月31日止年度錄得物業銷售收益人民幣989.7百萬元，較截至2015年12月31日止年度的人民幣940.9百萬元增加5.2%。受惠於京津冀地區房價的上升，儘管截至2016年12月31日止年度，我們交付商業及住宅的物業面積128,566平方米，較截至2015年12月31日止年度的交付物業面積148,878平方米減少20,312平方米，但我們整體的物業銷售收益仍有所上升。

銷售及服務成本

我們的銷售及服務成本包括(i)土地安排開發項目的成本，(ii)已出售物業的成本，及(iii)物業租賃直接經營開支。截至2016年12月31日止年度，我們的銷售及服務成本為人民幣1,340.8百萬元，較截至2015年12月31日止年度的人民幣812.7百萬元增加65.0%。主要由於截至2016年12月31日止年度土地開發成本及物業銷售成本增加所致。

Management Discussion and Analysis

管理層討論及分析

Gross Profit and Gross Profit Margin

For the year ended 31 December 2016, our gross profit amounted to RMB624.4 million, an increase of 2.2% compared with RMB611.0 million for the year ended 31 December 2015. Gross profit margin was 31.8% for the year ended 31 December 2016, compared with 42.9% for the same period in 2015, which was due to the fact that most of the income for the year arose from land preparation and investment services attributable to VAST Ezhou Industrial Park, Shijiazhuang General Aviation Industrial Town Park and Shijiazhuang Gaocheng Vast Industrial Town Park, which had a lower gross profit margin.

Other Income

Our other income increased from RMB142.5 million for the year ended 31 December 2015 to RMB458.2 million for the same period in 2016, representing an increase of RMB315.7 million. The increase was mainly due to the income from the transfer of part of land development rights of RMB305.0 million in 2016.

Other Gains and Losses

Other gains and losses increased from RMB34.6 million for the year ended 31 December 2015 to RMB335.5 million for the same period in 2016. The increase was mainly due to the fact that the Company recorded a gain of RMB368.6 million from the disposal of a subsidiary in 2016.

Finance Costs

Our finance cost increased by RMB166.4 million, or 218.7%, from RMB76.1 million for the year ended 31 December 2015 to RMB242.5 million for the same period in 2016. The increase in finance cost was mainly due to an increase in our average outstanding balance of bank loans and other loan facilities.

Gain on the Fair Value Change of Investment Properties

Gain on the fair value change of investment properties decreased from RMB115.5 million for the year ended 31 December 2015 to RMB3.7 million for the same period in 2016. Such increase was mainly due to an appreciation in the value of an investment property project, Foxconn Technology Complex (富士康科技樓) in 2015, which was caused by the following transactions: the Company obtained the land for Foxconn Technology Complex (富士康科技樓) through open tender, auction and listing in May 2015. A land cost of RMB101.3 million incurred, including an inter-company land cost of RMB77.2 million eliminated by the Group on consolidation. The land cost after the Group's inter-company elimination was RMB24.1 million, resulting in an appreciation in value of RMB77.2 million. The Group did not have such revenue in 2016.

Profit Before Tax

Our profit before tax increased by RMB260.3 million, representing 38.2%, from RMB681.0 million for the year ended 31 December 2015 to RMB941.3 million for the same period in 2016.

毛利及毛利率

截至2016年12月31日止年度，我們的毛利為人民幣624.4百萬元，較截至2015年12月31日止年度的人民幣611.0百萬元增加2.2%。由於宏泰鄂州產業園、石家莊通用航空產業市鎮園區、石家莊藁城宏泰產業市鎮園區本年收入主要來源於土地整理投資服務，其毛利水平較低，因此截至2016年12月31日止年度的毛利率為31.8%，而2015年同期則為42.9%。

其他收入

我們的其他收入由截至2015年12月31日止年度的人民幣142.5百萬元增加人民幣315.7百萬元至2016年同期的人民幣458.2百萬元，主要原因是2016年錄得轉讓部分土地開發權收入人民幣305.0百萬元。

其他收益及虧損

其他收益及虧損由截至2015年12月31日止年度的人民幣34.6百萬元增加至2016年同期的人民幣335.5百萬元，主要原因是2016年出售一家子公司導致本公司錄得收益人民幣368.6百萬元。

融資成本

我們的融資成本由截至2015年12月31日止年度的人民幣76.1百萬元增加人民幣166.4百萬元或218.7%至2016年同期的人民幣242.5百萬元。融資成本增加，乃主要由於銀行貸款及其他貸款融資的平均未償還結餘增加。

投資物業公平值變動的收益

投資物業公平值變動的收益由截至2015年12月31日止年度的人民幣115.5百萬元減少至2016年同期的人民幣3.7百萬元，乃主要由於2015年投資物業項目富士康科技樓評估值增加，此乃進行以下交易所致：本公司2015年5月通過公開招標獲取富士康科技樓土地，發生土地成本人民幣101.3百萬元，其中包括集團內部公司間於綜合賬目時抵銷土地成本人民幣77.2百萬元，集團內部公司間抵銷後土地成本為人民幣24.1百萬元，形成評估增值人民幣77.2百萬元。本集團於2016年並無此項收益。

除稅前溢利

我們的除稅前溢利由截至2015年12月31日止年度的人民幣681.0百萬元增加人民幣260.3百萬元(相當於38.2%)至2016年同期的人民幣941.3百萬元。

Management Discussion and Analysis

管理層討論及分析

Income Tax Expense

Income tax expense increased from RMB167.4 million for the year ended 31 December 2015 to RMB272.9 million for the same period in 2016, representing an increase of RMB105.5 million or 63.1%, which was primarily due to an increase in profit before tax recorded for the year ended 31 December 2016.

Profit

As a result of the foregoing factors, net profit of the Company for the year ended 31 December 2016 increased by RMB154.8 million, representing 30.1%, to RMB668.4 million from RMB513.6 million for the year ended 31 December 2015, which was primarily due to the increase in the sales of land development project.

Earnings Per Share

The basic and diluted earnings per share for the year ended 31 December 2016 calculated based on the weighted average number of ordinary shares of 1,637,641,000 was RMB0.41 (basic and diluted earnings per share for the year ended 31 December 2015: RMB0.31).

Cash Position

Our cash and cash equivalents increased by RMB1,649.0 million to RMB2,707.5 million as of 31 December 2016 from RMB1,058.5 million as of 31 December 2015, principally attributable to: (i) the net cash inflow of RMB779.5 million from our operating activities; (ii) the net cash inflow of RMB122.0 million from investing activities which was primarily resulting from restricted bank deposits withdrawn of RMB471.6 million, offset by restricted bank deposits placed of RMB726.6 million and the cash inflow of RMB537.5 million arising from the disposal of subsidiaries; (iii) the net cash inflow of RMB744.2 million from financing activities which was primarily due to new bank loans and other loans of RMB3,927.4 million, the repayment of bank loans and other loans of RMB2,550.1 million and the interest payment of RMB540.0 million, as well as the dividend payment of RMB140.0 million.

所得稅開支

所得稅開支由截至2015年12月31日止年度的人民幣167.4百萬元增加人民幣105.5百萬元或63.1%至2016年同期的人民幣272.9百萬元，主要由於截至2016年12月31日止年度錄得除稅前溢利增加。

溢利

由於上述因素，本公司擁有人應佔溢利由截至2015年12月31日止年度的人民幣513.6百萬元增加人民幣154.8百萬元（相當於30.1%）至截至2016年12月31日止年度的人民幣668.4百萬元，主要原因為土地開發項目銷售收入增加。

每股盈利

按照普通股加權平均數1,637,641,000計算，截至2016年12月31日止年度的每股基本及攤薄盈利為人民幣0.41元（截至2015年12月31日止年度的每股基本及攤薄盈利：人民幣0.31元）。

現金狀況

我們的現金及現金等價物由截至2015年12月31日的人民幣1,058.5百萬元增加人民幣1,649.0百萬元至截至2016年12月31日的人民幣2,707.5百萬元，主要原因為：(i)經營活動現金流入淨額人民幣779.5百萬元；(ii)投資活動現金流入淨額人民幣122.0百萬元，主要是由於已提取受限制銀行存款人民幣471.6百萬元，並已被已存入的受限制銀行存款人民幣726.6百萬元抵銷所致，另外出售子公司的現金流入人民幣537.5百萬元；(iii)融資活動現金流入淨額人民幣744.2百萬元，主要是由於新借入銀行貸款及其他貸款人民幣3,927.4百萬元，償還銀行貸款及其他貸款人民幣2,550.1百萬元及支付利息人民幣540.0百萬元，以及支付股利人民幣140.0百萬元。



Management Discussion and Analysis

管理層討論及分析

Bank and Other Borrowings

The Group's total borrowings increased by RMB1,257.8 million from RMB3,352.9 million as at 31 December 2015 to RMB4,610.7 million as at 31 December 2016. Secured bank loans increased from RMB1,386.3 million as at 31 December 2015 to RMB1,930.9 million as at 31 December 2016 while other secured loans increased from RMB1,946.6 million as at 31 December 2015 to RMB2,659.8 million as at 31 December 2016. Bank loans secured by properties for sale under development which were pledged decreased from RMB364.5 million as at 31 December 2015 to RMB332.7 million as at 31 December 2016.

Trade receivables

Trade receivables increased from RMB535.4 million as at 31 December 2015 to RMB943.2 million as at 31 December 2016, which were mainly the trade receivables from each park and local government, including RMB91.4 million from VAST Ezhou Industrial Park, RMB56.4 million from Shijiazhuang Hongtai Industrial Town Park (石家莊藁城宏泰產業市鎮園區) and RMB606.5 million from Shijiazhuang General Aviation Industrial Town Park.

Prepayments and Other Receivables

Prepayments and other receivables increased from RMB464.9 million as at 31 December 2015 to RMB490.8 million as at 31 December 2016, primarily due to the increase in prepayments and other receivables of RMB17.3 million and RMB8.5 million in 2016, respectively.

Advance from for Properties for Sale

Advance from properties for sale increased from RMB96.6 million as at 31 December 2015 to RMB842.8 million as at 31 December 2016, primarily due to the fact that construction of certain properties have not been completed and delivered.

銀行及其他借款

本集團的借款總額由截至2015年12月31日的人民幣3,352.9百萬元增加至截至2016年12月31日的人民幣4,610.7百萬元。有抵押銀行貸款由截至2015年12月31日的人民幣1,386.3百萬元增加至截至2016年12月31日的人民幣1,930.9百萬元，而其他有抵押貸款則由截至2015年12月31日的人民幣1,946.6百萬元增加至截至2016年12月31日的人民幣2,659.8百萬元。待售發展中物業抵押的銀行貸款由截至2015年12月31日的人民幣364.5百萬元減少至截至2016年12月31日的人民幣332.7百萬元。

貿易應收款項

貿易應收款項由截至2015年12月31日的人民幣535.4百萬元增加至截至2016年12月31日的人民幣943.2百萬元，主要是各個園區與當地政府產生的貿易應收款項，其中宏泰鄂州產業園為人民幣91.4百萬元、石家莊藁城宏泰產業市鎮園區為人民幣56.4百萬元及石家莊通用航空產業市鎮園區為人民幣606.5百萬元。

預付款項及其他應收款項

預付款項及其他應收款項由截至2015年12月31日的人民幣464.9百萬元增加至截至2016年12月31日的人民幣490.8百萬元，主要由於2016年預付款項增加人民幣17.3百萬元及其他應收款項增加人民幣8.5百萬元。

銷售物業預收賬款

銷售物業預收賬款由截至2015年12月31日的人民幣96.6百萬元增加至截至2016年12月31日的人民幣842.8百萬元，主要原因是部分物業項目尚未完工交付。

Management Discussion and Analysis

管理層討論及分析

Interest in Associates

Huarong ShengShi (Langfang) Investment Company Limited, a company owned by the Group as to 35% and Langfang Kaichuang Jiahua Investment Co., Ltd, a company owned by the Group as to 49% was deregistered in 2016 and the invested capital of RMB7.0 million and RMB9.8 million was recovered. Together with the appreciation of RMB10.2 million in the net assets of Langfang Kaihong Furniture Mart Company Limited, a company owned by the Group as to 30% as a result of valuation, interest in associates increased from RMB147.4 million as at 31 December 2015 to RMB149.5 million as at 31 December 2016.

Completed Properties for Sale

Completed properties for sale decreased from RMB1,400.6 million as at 31 December 2015 to RMB1,006.1 million as at 31 December 2016, primarily owing to property sales.

Contingent Liabilities

The Group provided guarantees to banks and non-financial institutions which granted mortgage loans to certain purchasers of the Group's properties. As at 31 December 2016, such mortgage loan guarantees amounted to RMB968.2 million compared to RMB786.0 million as at 31 December 2015. Such guarantees would be released upon the earlier of: (i) the transfer of the relevant building ownership certificates to the purchasers; or (ii) the satisfaction of obligations under the mortgage loans by the purchasers.

Pledge of Assets

Certain assets of the Group have been pledged to the banks, trust fund companies and non-financial institutions to secure certain loans and banking facilities granted to the Group.

Liquidity and Financial Resources

The Group's principal financial instruments comprise of borrowings, convertible bonds and notes and cash. The main objective for the use of these financial instruments is to maintain a continuity of funding and flexibility at the lowest cost possible.

As at 31 December 2016, bank balances and restricted bank deposits was RMB3,469.0 million, among which RMB3,351.1 million was denominated in Renminbi, RMB103.2 million denominated in USD and RMB14.7 million denominated in HKD.

於聯營公司的權益

本集團擁有35%權益的公司華融盛世(廊坊)投資有限公司及擁有49%權益的公司廊坊市凱創嘉華投資有限公司於2016年註銷，收回已投入的資本金人民幣7.0百萬元和9.8百萬元。以及本集團擁有30%權益的公司廊坊市凱宏家居廣場有限公司因淨資產增值人民幣10.2百萬元。因此於聯營公司的權益由截至2015年12月31日的人民幣147.4百萬元增加至截至2016年12月31日的人民幣149.5百萬元。

待售已竣工物業

待售已竣工物業由截至2015年12月31日的人民幣1,400.6百萬元減少至截至2016年12月31日的人民幣1,006.1百萬元，主要是銷售物業所致。

或有負債

本集團就銀行及非銀行金融機構授予本集團若干物業買家的按揭貸款，向該等銀行及非銀行金融機構作出擔保。於2016年12月31日，該等按揭貸款擔保為人民幣968.2百萬元，而2015年12月31日則為人民幣786.0百萬元。該等擔保會於下列各項中較早發生時間解除：(i)向買家轉讓相關房屋所有權證時；或(ii)買家履行按揭貸款項下的責任時。

資產質押

本集團若干資產已質押予銀行、信托基金公司及非銀行金融機構，作為本集團獲授的若干貸款及銀行融資的抵押。

流動資金及財務資源

本集團的主要財務工具包括借款、可轉換債券及票據以及現金。使用該等財務工具的主要目的，乃以最低可行成本維持資金的延續性及靈活性。

於2016年12月31日，銀行結餘及受限制銀行存款金額為人民幣3,469.0百萬元，其中人民幣3,351.1百萬元以人民幣列值，人民幣103.2百萬元以美元列值，人民幣14.7百萬元以港元列值。

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As at 31 December 2016, our total borrowings were RMB4,610.7 million, among which RMB4,593.7 million was denominated in Renminbi and RMB17.0 million denominated in HKD, with maturities as follows:

於2016年12月31日，我們的借款總額為人民幣4,610.7百萬元，其中人民幣4,593.7百萬元以人民幣計值，人民幣17.0百萬元以港幣計值，到期日如下：

		31 December 2016
		2016年12月31日
		(RMB million)
		(人民幣百萬元)
Within 1 year	一年內	1,523.3
1 to 2 years	一年至兩年	1,022.7
2 to 5 years	兩年至五年	2,051.2
Over 5 years	五年以上	13.5

Among the RMB4,610.7 million borrowings, RMB1,333.8 million was with floating rate, RMB3,256.9 million was with fixed rate and RMB20.0 million was interest-free.

在人民幣4,610.7百萬元借款中，人民幣1,333.8百萬元為浮息借款，人民幣3,256.9百萬元為定息借款，人民幣20.0百萬元為無息借款。

Convertible bonds and notes

The Group issued convertible bonds and notes in USD50 million and USD50 million respectively with a term of 3 years on 30 December 2015. The coupon rates of the convertible bonds and the notes are 6% and 12% respectively with interest paid semi-annually. The convertible bonds can be converted at a conversion price of HKD3.1 per share before maturity.

可轉債及票據

本集團於2015年12月30日發行金額分別為5,000萬美元及5,000萬美元的可換股債券及票據，期限為三年期，票面年利率分別為6%和12%，每半年支付一次利息，可換股債券在到期日前可按每股股份港幣3.1元的換股價轉換可換股債券。

As at 31 December 2016, the Group's gearing ratio (total liabilities to total assets) was 70.1%. The Group's financing capability became stronger after Listing. The Group will continue to adopt more conservative financial policies and control its gearing ratio at the industry average level.

於2016年12月31日，本集團的資產負債比率（總負債除以總資產）為70.1%。隨著本集團上市後融資能力增強，本集團將繼續奉行更加穩健的財務政策，資產負債比率將控制在行業平均水平。

Foreign Currency Risk

The Group's business is principally denominated in Renminbi. Apart from certain cash, bank deposits, bank and other borrowings which are denominated in foreign currency, the Group is not subject to any significant risk from fluctuations in exchange rates. No currency hedging arrangement had been made by the Group during the year. The Group will closely monitor and manage its exposure to fluctuations in foreign exchange rates.

外匯風險

本集團的業務主要以人民幣計價。除若干以外幣計值的現金、銀行存款以及銀行及其他借款外，本集團並無承受任何重大匯率波動風險。本集團在年內概無進行外幣對沖安排。本集團將密切監察及管理其外匯匯率波動風險。

Management Discussion and Analysis

管理層討論及分析

Significant Investments, Acquisitions and Disposals

The Group has entered into an equity transfer agreement with an independent third party to dispose of its entire equity interest in a subsidiary for a consideration of RMB525.2 million on 6 December 2016. The Group recognised a gain of RMB368.6 million in the profit or loss for the year ended 31 December 2016. The equity transfer agreement constituted a discloseable transaction of the Company under the Listing Rules as one of the applicable percentage ratios was over 5% but less than 25% at the time of the entering into such equity transfer agreement. For details of the Disposal, please refer to the announcement of the Company dated 9 December 2016.

Save as disclosed above, the Group did not make any material acquisition or disposal of subsidiaries and associated companies and significant investments during the year ended 31 December 2016.

Employee Remuneration and Relations

As at 31 December 2016, the Group had a total of 917 employees (31 December 2015: 667 employees). The Group provides employees with competitive remuneration and benefits, and the remuneration policy will be reviewed on a regular basis based on the performance and contribution of the employees and the industry remuneration level. In addition, the Group also provides various training courses to enhance the employees' skills and capabilities in all aspects.

重大投資、收購及出售

本集團於2016年12月6日與一名獨立第三方訂立股權轉讓協議，出售其於一間全資附屬公司的全部股權，代價為人民幣525.2百萬元。截至2016年12月31日止年度，本集團已於損益中確認人民幣368.6百萬元之收益。由於有關股權轉讓的一項適用百分比率超過5%但少於25%，故股權轉讓構成上市規則項下本公司須予披露交易。有關出售事項詳情，請參閱本公司日期為2016年12月9日的公告。

除上文披露者外，截至2016年12月31日止年度，本集團並無進行附屬公司及聯營公司的任何重大收購出售事項，亦無作出重大投資。

僱員薪酬及關係

於2016年12月31日，本集團共有917名僱員（2015年12月31日：667名僱員）。本集團為僱員提供具競爭力的薪酬及福利，並會按照僱員表現及貢獻以及行業薪酬水平定期檢討薪酬政策。此外，本集團亦提供不同培訓課程，藉以提升僱員各方面的技能。



Management Discussion and Analysis

管理層討論及分析

Business Review

Industrial Town Development

We are one of the pioneer service providers in planning, development and operation of large-scale industrial towns (產業市鎮) in China. Our primary business focus, being industrial town development business, significantly differentiates us from a traditional property developer. When we commenced development of Longhe Park, our first industrial town project, in 2005, there were very few market players in the PRC offering a similar range of services, and industrial towns only became a development model to drive China's urbanization process in the recent decade. We currently co-operate with certain local governments in Hebei, Anhui and Hubei provinces in relation to development of nine industrial town projects. As one of the pilot models to drive China's urbanization process, an industrial town typically hosts a cluster of enterprises with a selected common industry theme, together with supporting facilities such as logistics, residential and commercial properties, creating a fully integrated working and living community for its residents (產城一體). In addition to our industrial town development business, we also develop and invest in residential, commercial and industrial properties in both our industrial town projects and other areas in Hebei province, which accounted for only a portion of our total revenue. As a key part of our industrial town business, we (i) plan and design industrial towns and position industrial towns with selected industry themes, (ii) convert land planned for development into land suitable for sale by the local governments in accordance with our cooperation agreements, (iii) promote the sale of such land to attract target customers to set up businesses in our industrial town projects, and (iv) provide follow-up management and operation services to enterprise customers in our industrial towns.

With the expansion and diversification of the business of the Company, we currently provide planning, development and/or operation services in nine different-themed industrial town projects, consisting of: (i) Longhe Park; (ii) Longhe Resort; (iii) Guangyang Technology Regeneration Park, all of which are located in Langfang, Hebei province; (iv) VAST Zhangjiakou City New Industrial Park; (v) Zhangjiakou City Modern Industrial Park, all of which are located in Zhangjiakou City, Hebei Province; (vi) Shijiazhuang General Aviation Industrial Town Park; (vii) Shijiazhuang Gaocheng Vast Industrial Town Park, all of which are located in Shijiazhuang City, Hebei province; (viii) Chuzhou Park in Chuzhou, Anhui province; and (ix) VAST Ezhou Industrial Park in Ezhou City, Hubei province. After over 10 years of development, Longhe Park is progressing towards its maturity in active development stage. The remaining eight projects are in the early stage of planning and development. However, with the improvement and betterment on the terms of cooperation agreements signed between the Company and local government, some of our cooperation agreements enable us to record revenue in the early stage of development, thus providing support for developing project on a rolling basis.

業務回顧

產業市鎮開發

我們是中國大型產業市鎮規劃、開發及運營服務供貨商中的先行者之一。我們的業務重點專注產業市鎮開發，有別於傳統物業開發商。我們於2005年開始開發我們的第一項產業市鎮項目龍河高新區時，提供相若服務範疇之市場參與者較少，且產業市鎮直至近十年方成為促進中國城鎮化進程的開發模式。我們現正就九個產業市鎮項目的開發與河北省、安徽省及湖北省若干地方政府合作。作為推動中國城鎮化進程的先行模式之一，產業市鎮一般具備產業聚集，進駐企業所屬的產業主題均為耳熟能詳且經過甄選，還配置物流、住宅及商業物業等相關輔助設施，為居民營造一個工作與生活緊密相連的環境，構建產城一體。除產業市鎮開發業務外，我們亦於產業市鎮項目內及河北省其他地區開發及投資住宅、商業及產業物業，而有關收益僅佔我們總收益的一部分。作為產業市鎮業務的主要部分，我們(i)規劃及設計產業市鎮以及以選定的產業主題定位產業市鎮，(ii)根據我們的合作協議，將規劃開發土地轉為適宜供地方政府出讓的土地，(iii)推廣出讓該等土地，吸引目標客戶在我們的產業市鎮項目發展業務，及(iv)為我們的產業市鎮向企業客戶提供管理及營運的售後服務。

隨著公司的業務擴張及多元化發展，我們目前提供規劃、開發及／或營運服務予九個不同主題的產業市鎮項目，包括：均位於河北省廊坊市的(i)龍河高新區；(ii)龍河商務休閒度假基地；(iii)廣陽科技孵化園；河北省張家口市的(iv)張家口市新區宏泰產業園；(v)張家口市現代產業園區；位於河北省石家莊市的(vi)石家莊通用航空產業市鎮園區；(vii)石家莊藁城宏泰產業市鎮園區；位於安徽省滁州市的(viii)滁州示範園區；及湖北省鄂州市的(ix)宏泰鄂州產業園。經過逾10年的發展，龍河高新區正處於快速開發的收成階段。其餘八個項目處於規劃及開發初期，但隨着公司與各地方政府簽署的合作協議條款上的改良及優化，我們有部分的合作協議可於開發初期體現收益支持開發項目的滾動發展。

Management Discussion and Analysis

管理層討論及分析

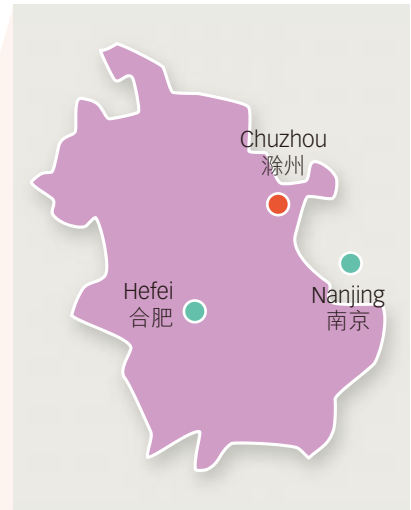
The following map shows the locations of the cities where our industrial town projects situated.

以下地圖顯示我們的產業市鎮項目所在城市的位置。

Beijing-Tianjin-Hebei Integration and Development 京津冀協同發展



Wanjiang City Belt 皖江城市帶



Yangtze River Delta Economic Zone 長江經濟帶



Management Discussion and Analysis

管理層討論及分析

Langfang, Hebei Province 河北省廊坊市

從龍河產業園/龍河度假基地

From Longhe Industrial Park/Longhe Resort

前往北京首都國際機場 To Beijing Capital International Airport	70km/公里
前往天津濱海國際機場 To Tianjin Binhai International Airport	70km/公里
前往北京首都第二國際機場 To the Second Beijing Capital International Airport	26km/公里
前往天津港 To Tianjin Port	100km/公里

從廣陽科技孵化園

From Guangyang Technology Regeneration Park

前往北京首都國際機場 To Beijing Capital International Airport	70km/公里
前往天津濱海國際機場 To Tianjin Binhai International Airport	75km/公里
前往北京首都第二國際機場 To the Second Beijing Capital International Airport	15km/公里
前往天津港 To Tianjin Port	105km/公里



Geographical Advantage

- Praised as “the Pearl of the Corridor between Beijing and Tianjin”, Langfang is situated in the Bohai Coastal Metropolises, one of the major economic growth regions in China
 - Locates in the central east of Hebei province, with Beijing, the capital, “lies in the north and Tianjin in the east”
 - Eight expressways, five major railway lines as well as eleven national and provincial highways crossing this area
 - Construction work of the Second Beijing Capital International Airport was approved on 16 December 2014 which will be completed in 2018. As an ancillary facility, airport express railway will commence operation synchronously by then
- Driven by the national strategy of “Beijing-Tianjin-Hebei Integration and Development Plan”, Langfang is well positioned to seize opportunities arising from the economic growth in Beijing
 - As a result of the significant increase in the lands and properties price in Beijing, population and certain industries have migrated to surrounding areas
 - The coordination development in the region requires the integration planning and construction in respect of transportation, public service and environmental protection
 - The strategic location of Langfang enables itself to capture opportunities arising from the economic growth of Beijing. Coupled with the integration development of Beijing-Tianjin-Hebei, Langfang is expected to further its economic growth, land appreciation and property price increase

區位優勢

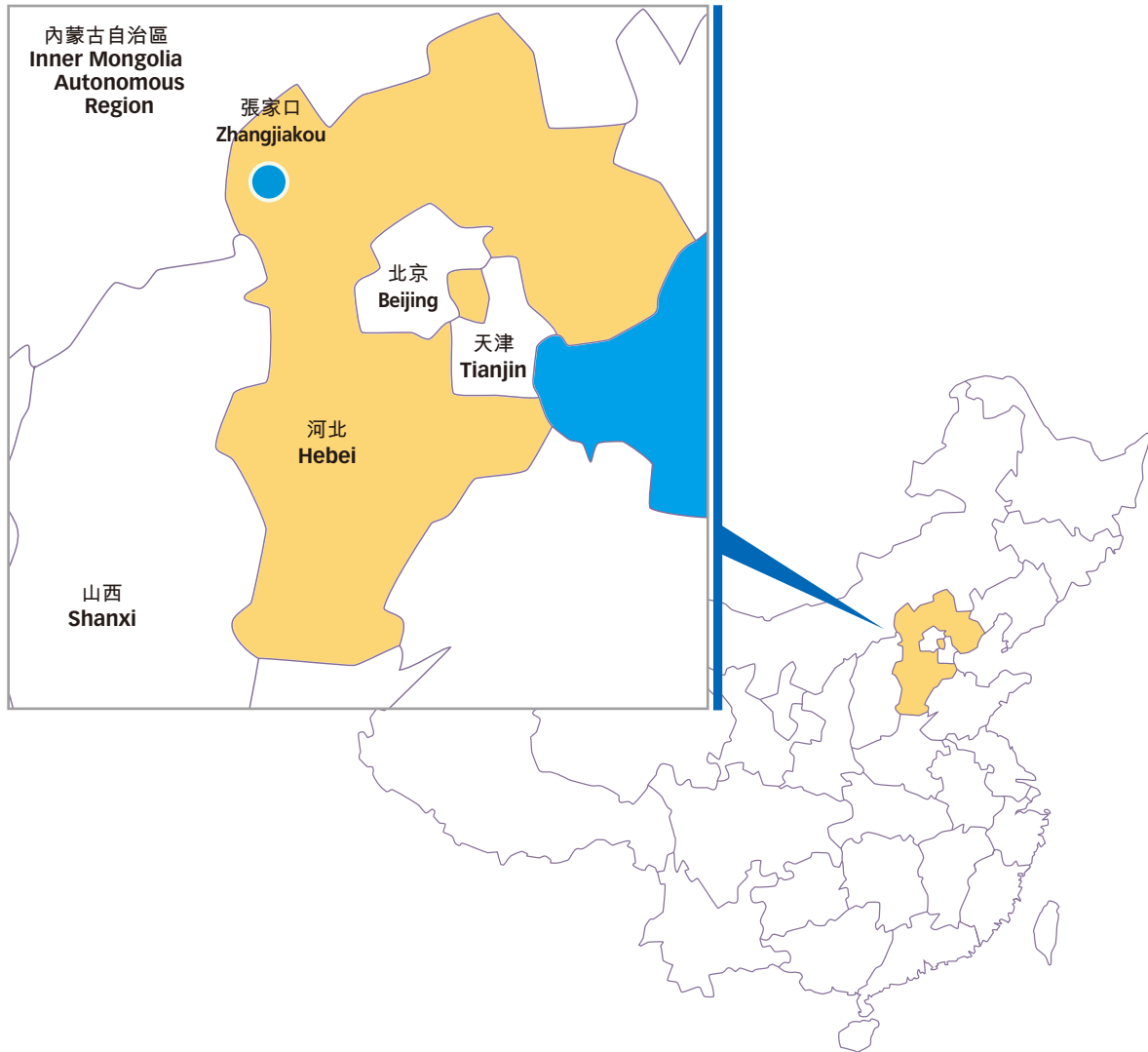
- 廊坊市位於中國主要經濟增長地區之一環渤海灣城市群，享有「京津走廊上的明珠」的美譽
 - 位於河北省中部偏東，「北向首都北京，東望天津」
 - 八條高速公路、五條鐵路幹線以及十一條國道及省道貫穿此地
 - 北京第二機場工程在2014年12月16日正式獲得批復，將於2018年完工，作為配套的新機場快軌鐵路也會在屆時同步開通
- 在「京津冀協同發展」發展規劃這一國家戰略的推動下，廊坊市處於有利位置把握北京經濟增長所帶來的機遇
 - 北京的土地及物業價格歷經大幅上漲，人口及若干產業遷移至周邊地區
 - 為了實現該區域的協調發展，在交通、公共服務及環保領域將需要推進一體化規劃與建設
 - 廊坊的戰略位置使其自北京的經濟增長中獲得良機，配合未來的京津冀整合發展，預期廊坊將經歷進一步經濟增長、土地升值及物業價格上漲

Management Discussion and Analysis

管理層討論及分析

Zhangjiakou, Hebei Province

河北省張家口



Geographical Advantage

- Located in the transport hubs of Beijing, Hebei, Shanxi and Inner Mongolia, Zhangjiakou is the intersection of Beijing-Tianjin-Hebei Metropolises and Hebei-Shanxi-Inner Mongolia Metropolises
- Thanks to the national strategy of "Beijing-Tianjin-Hebei Integration and Development Plan", the Beijing-Zhangjiakou high-speed railway will accelerate growth from Beijing to Zhangjiakou
- The joint bid of Zhangjiakou and Beijing for 2022 Winter Olympics will bring new development opportunities

區位優勢

- 張家口市位於北京、河北、山西、內蒙古四省區市交通樞紐地帶，是京津冀城市圈和冀晉蒙城市圈的交匯點
- 得益於「京津冀協同發展」這一國家戰略，京張高鐵將加速北京向張家口的外溢
- 張家口與北京聯合申辦2022年冬季奧運會，將帶來新的發展機遇

Management Discussion and Analysis

管理層討論及分析

Shijiazhuang City, Hebei Province

河北省石家莊市



Geographical Advantage

- Shijiazhuang City is one of the important and major cities in the capital of Hebei province and Beijing and Tianjin region, as well as the political, economic, technological, financial, cultural and information center of Hebei province. Shijiazhuang City is a city which the implementation of its coastal open-door policy and open financial market was approved by the State Council.
- Shijiazhuang is the transport hub of the nation-wide rail transport in which four railways lines, namely Beijing-Guangzhou, Shijiazhuang-Taiyuan, Shijiazhuang- Dezhou and Shuo Huang, converges. Expressways such as Beijing-Shijiazhuang, Shijiazhuang-Taiyuan, Huanghua-Shijiazhuang, Shian (石安高速公路) intersects at Shijiazhuang City with an aggregate mileage of highway of over 6,400 kilometers.
- Shijiazhuang clearly puts forward to develop into the second major city in Beijing-Tianjin-Hebei area and the economic center of the southern region. It strives to become a new economic growth pole of the Beijing-Tianjin-Hebei region.
- Three cities, Luancheng City, Gaocheng City and Luquan City, had turned into districts. The area under the jurisdiction of the Shijiazhuang City had expanded from 469 square kilometers to 2,206 square kilometers, representing an increase in the area of approximately 4 times, and hence providing more room for development.

區位優勢

- 石家莊市是河北省省會、北京及天津地區重要的中心城市之一，河北省的政治、經濟、科技、金融、文化和信息中心，是國務院批准實施沿海開放政策和金融對外開放的城市。
- 石家莊是全國鐵路運輸的主要樞紐，京廣、石太、石德、朔黃四條鐵路幹線交匯於此。京石、石太、石黃、石安高速公路等在石家莊市域縱橫交錯，公路通車總里程超過6,400公里。
- 石家莊明確提出打造成為京津冀重要的副中心城市和南部區域經濟中心，努力成為京津冀區域新的經濟增長極。
- 樂城、藁城、鹿泉三個縣市轉為區，石家莊市轄區面積由469平方公里擴大到2,206平方公里，面積擴大近4倍，擁有更大的發展空間。

Management Discussion and Analysis

管理層討論及分析

Chuzhou, Anhui Province

安徽省滁州市

從滁州示範園區

From Chuzhou Park

前往南京祿口機場

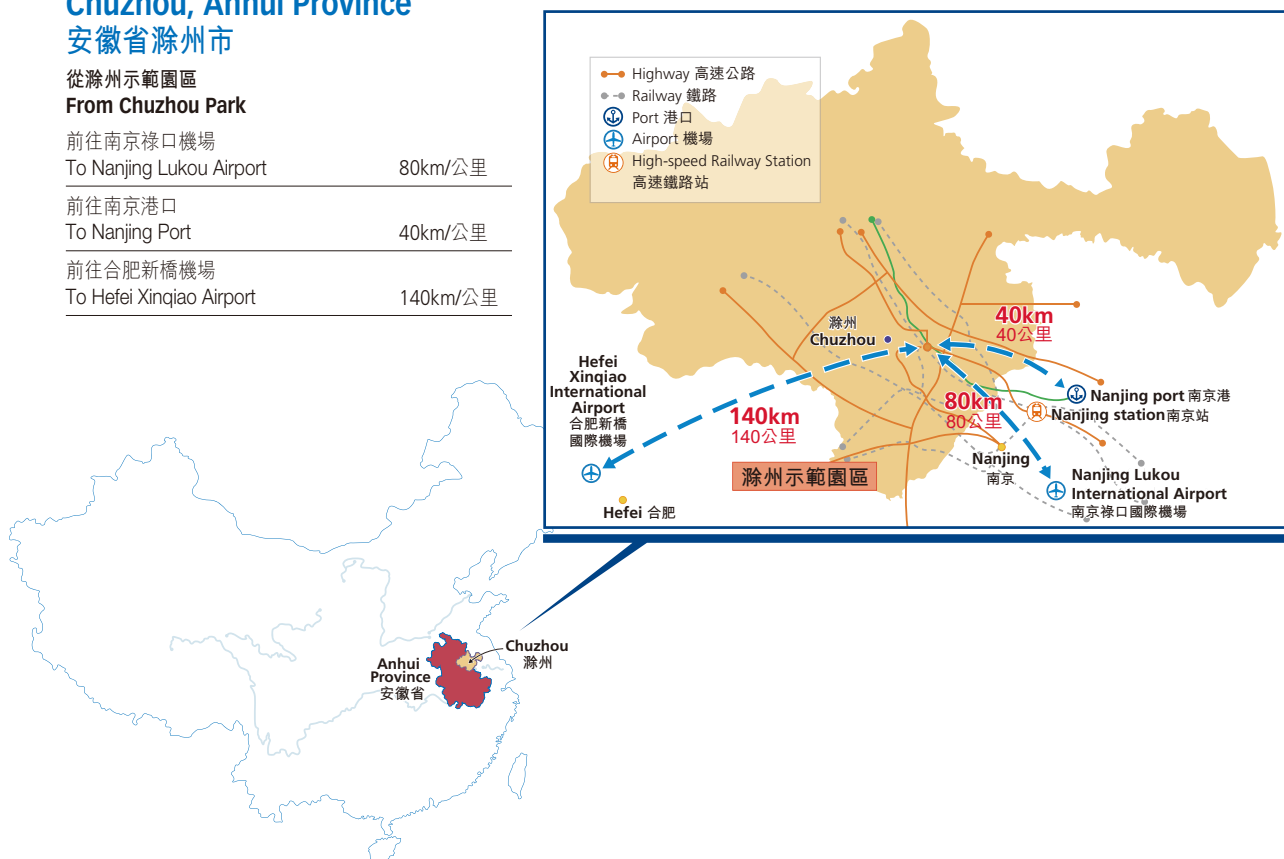
To Nanjing Lukou Airport 80km/公里

前往南京港口

To Nanjing Port 40km/公里

前往合肥新橋機場

To Hefei Xinqiao Airport 140km/公里



Geographical Advantage

- Chuzhou is a prefecture-level city in eastern Anhui province in close proximity to the Yangtze River Delta, only approximately 50 kilometers from Nanjing, Jiangsu province
- Chuzhou is also in Wanjiang City Belt (皖江城市帶) which has been approved by the State Council as a national pilot zone (國家級示範區) for the development of industries shifted from the eastern Yangtze River Delta
- These industries primarily include new materials manufacturing, energy, new equipment manufacturing, provision of modern services and production of high-quality natural food
- Relying on the advantageous geographical position in the greater Yangtze River Delta, Chuzhou strives to create a new growth in the development of urbanization
- Our service offered in Chuzhou is limited to marketing and promotion activities

區位優勢

- 滁州市是位於安徽省東部的地級城市，鄰近長三角地區，距離江蘇省南京市僅約50公里
- 位於皖江城市帶，該地區是獲國務院批准承接來自長三角東部產業轉移的國家級示範區
- 當中轉移的產業包括新材料製造、能源、新設備製造、現代服務供應及優質天然食品生產
- 依賴於大長江三角洲的優越地理位置，滁州於城鎮化發展中取得新增長
- 我們於滁州示範園區的服務僅限於招商引資的活動

Management Discussion and Analysis

管理層討論及分析

Ezhou City, Hubei Province

湖北省鄂州市

Yangtze River Delta Economic Zone

長江經濟帶



Geographical

- Ezhou City is located in the eastern part of Hubei Province and the south bank at the mid-stream of Yangtze River. Neighbouring with Wuhan in the west, Ezhou City is the core city of the Wuhan Metropolises, the major city of the Edong Cities, the regional logistic center and the transport hub.
- Ezhou City is an important node of the Yangtze River Delta Economic Zone. As the new Reform and Opening of the PRC transits to the development strategy of implementation of opening of new regions, the Yangtze River Delta Economic Zone, Ezhou City can leverage on the Golden waterway to promote the development of the Yangtze River Delta Economic Zone and thus creating a new Chinese economic support belt.
- The construction of Hubei Province made Wuhan as the center and linked other cities like Ezhou, Huangshi, Huanggang in a radial intercity transport network. The fastest train from Wuhan Station to Ezhou Station only takes 22 minutes.
- The Shun Feng airport (順豐機場) locating in Ezhou specializes in high-end express delivery on an all-cargo basis. The airport will become the fourth in the world and the first in Asia cargo airport distributing center which is only 20 kilometers from the park.

區位優勢

- 鄂州市位於湖北省東部，長江中游南岸。西鄰武漢，是武漢城市圈內核城市和鄂東城市群中心城市，區域性物流中心和交通樞紐。
- 鄂州市屬於長江經濟帶的重要節點，長江經濟帶作為中國新一輪改革開放轉型實施新區域開放的開發戰略，依托黃金水道推動長江經濟帶發展，從而打造中國經濟新支撐帶。
- 湖北省建設以武漢為中心，連通鄂州、黃石、黃岡等城市的放射狀城際交通網。武漢站至鄂州站火車最快僅需22分鐘。
- 順豐機場選址鄂州，專門用於高端快遞的全貨運基礎，該機場將成為全球第四、亞洲第一的貨運空港集散中心，距離園區僅20公里。

Management Discussion and Analysis

管理層討論及分析

The following table sets forth our project status, industry themes, scope of services and fee arrangement for each industrial town project as of 31 December 2016.

下表載列我們各產業市鎮項目於截至2016年12月31日的現況、產業主題、服務範圍及費用安排。

Industrial town project ⁽¹⁾ 產業市鎮項目 ⁽¹⁾	Industry theme 產業主題	Scope of services 服務範圍	Fee arrangement 費用安排	Status 現況
Langfang, Hebei province 河北省廊坊市				
(I) Longhe Park (I) 龍河高新區 Planned site area: 規劃佔地面積： 28.0 million sq.m. 28.0百萬平方米	<ul style="list-style-type: none"> Information technology, advanced manufacturing, modern services and property development 資訊科技、先進製造、現代服務及物業開發 	<ul style="list-style-type: none"> Planning and design, industry positioning, land preparation, infrastructure construction, marketing and follow-up services to manage and operate the project 規劃、設計、產業定位、土地整理、基礎設施建設、市場行銷以及管理及經營項目的售後服務 	<ul style="list-style-type: none"> Calculated with reference to a certain percentage of land sale proceeds and taxes paid by resident enterprises. 按土地出讓所得款項部分百分比及居民企業繳納的稅項計算。 	<ul style="list-style-type: none"> Progressing towards an active development stage, and contributed to our income during the year 已進入積極發展階段，並在本年度取得收入貢獻
(II) Longhe Resort, Langfang (II) 廊坊龍河商務休閒度假基地 Planned site area: 規劃佔地面積： 9.5 million sq.m. 9.5百萬平方米	<ul style="list-style-type: none"> Vacation home and facilities, business headquarters and culture business subject to finalization 度假屋及設施、商業總部及文化業務(待落實) 	<ul style="list-style-type: none"> Planning and design, industry positioning, land preparation, infrastructure construction, marketing and follow-up services to manage and operate the project 規劃、設計、產業定位、土地整理、基礎設施建設、市場行銷以及管理及經營項目的售後服務 	<ul style="list-style-type: none"> Calculated with reference to a certain percentage of land sale proceeds and taxes paid by resident enterprises. 按土地出讓所得款項部分百分比及居民企業繳納的稅項計算。 	<ul style="list-style-type: none"> Binding agreement signed; land preparation and infrastructure construction not yet commenced 已簽訂具約束力的協議；未開始土地整理及基礎設施建設

Management Discussion and Analysis

管理層討論及分析

Industrial town

Industrial town project ⁽¹⁾ 產業市鎮項目 ⁽¹⁾	Industry theme 產業主題	Scope of services 服務範圍	Fee arrangement 費用安排	Status 現況
(III) Guangyang Technology Regeneration Park ⁽²⁾ (III) 廣陽科技孵化園 ⁽²⁾	<ul style="list-style-type: none"> Under planning 規劃中 	<ul style="list-style-type: none"> Planning and design, industry positioning, land preparation, infrastructure construction, marketing and follow-up services to manage and operate the project 規劃、設計、產業定位、土地整理、基礎設施建設、市場行銷以及管理及經營項目的售後服務 	<ul style="list-style-type: none"> A portion of the net land sale proceeds representing the sum of our actual investment amount with a pre-agreed return and a portion of the remaining net land sale proceeds in accordance with our equity interest in the relevant project company. 土地出讓所得款項淨額的一部分，而有關款項指我們的實際投資款項（有預先協定之回報），以及部分餘下的土地出讓所得款項淨額（按我們於有關項目公司之股權計算）的總和。 	<ul style="list-style-type: none"> Binding agreement signed; land preparation and infrastructure construction not yet commenced 已簽訂具約束力的協議；未開始土地整理及基礎設施建設
Planned site area: 規劃佔地面積：				
15.0 million sq.m. 15.0百萬平方米				

Zhangjiakou, Hebei province 河北省張家口市

(IV) VAST Zhangjiakou City New Industrial Park (IV) 張家口市新區宏泰產業園	<ul style="list-style-type: none"> Under planning 規劃中 	<ul style="list-style-type: none"> Planning and design, industry positioning, land preparation, infrastructure construction and marketing 規劃、設計、產業定位、土地整理、基礎設施建設以及市場行銷 	<ul style="list-style-type: none"> Both one-off income and recurring income, which is calculated based on a percentage of the fixed return and part from ancillary areas of operating land premium, and the percentage of tax paid by the resident enterprises of the park. 一次性收入與經常性收入並存，按固定回報及配套經營性土地出讓所得部分百分比及入園企業繳納稅項百分比計算。 	<ul style="list-style-type: none"> Binding agreement signed; land preparation and infrastructure construction not yet commenced 已簽訂具約束力的協議；未開始土地整理及基礎設施建設
Planned site area: 規劃佔地面積：				
1.6 million sq.m. 1.6百萬平方米				

Management Discussion and Analysis

管理層討論及分析

Industrial town

Industrial town project ⁽¹⁾	Industry theme	Scope of services	Fee arrangement	Status
產業市鎮項目 ⁽¹⁾	產業主題	服務範圍	費用安排	現況
(V) Zhangjiakou City Modern Industrial Park 張家口市現代產業園區 17.3 million sq.m. 17.3百萬平方米	<ul style="list-style-type: none"> Service Equipment manufacturing industry and medical service industry 服務裝備製造產業及醫療服務業 	<ul style="list-style-type: none"> Planning and design, industry positioning, land preparation, infrastructure construction and marketing 規劃、設計、產業定位、土地整理、基礎設施建設以及市場行銷 	<ul style="list-style-type: none"> Commission services income, which is calculated based on a certain proportion of a fixed return and the aggregate investment in the park 委托服務收入，按固定回報及園區投資總額的一定比例計算。 	<ul style="list-style-type: none"> Binding agreement signed; land preparation and infrastructure construction not yet commenced 已簽訂具約束力的協議；未開始土地整理及基礎設施建設

Shijiazhuang Hebei province

河北省石家莊市

(VI) Shijiazhuang General Aviation Industrial Town Park 石家莊通用航空產業市鎮園區 Planned site area: 規劃佔地面積： 20.0 million sq.m. 20.0百萬平方米	<ul style="list-style-type: none"> General aviation industry, modern services and property development 通用航空產業、現代服務及物業開發 	<ul style="list-style-type: none"> Planning and design, industry positioning, land preparation, infrastructure construction and marketing 規劃、設計、產業定位、土地整理、基礎設施建設及市場行銷 	<ul style="list-style-type: none"> Commission services income, which is calculated based on a certain proportion of a fixed return and the aggregate cost incurred in the park. 委托服務收入，按固定回報及園區所產生成本總額的一定比例計算。 	<ul style="list-style-type: none"> Binding agreement signed; land preparation and infrastructure construction commenced, and contributed to our income during the year 已簽訂具約束力的協議；已開始土地整理及基礎設施建設，並在本年度取得收入貢獻
(VII) Shijiazhuang Gaocheng VAST Industrial Town Park 石家莊藁城宏泰產業市鎮園區 27.0 million sq.m. 27.0百萬平方米	<ul style="list-style-type: none"> Under planning 規劃中 	<ul style="list-style-type: none"> Planning and design, industry positioning, land preparation, infrastructure construction and marketing 規劃、設計、產業定位、土地整理、基礎設施建設及市場行銷 	<ul style="list-style-type: none"> Commission services income, which is calculated based on a certain proportion of a fixed return and the aggregate investment in the park 委托服務收入，按固定回報及園區投資總額的一定比例計算。 	<ul style="list-style-type: none"> Binding agreement signed; land preparation and infrastructure construction has commenced, and contributed to our income during the year 已簽訂具約束力的協議；已開始土地整理及基礎設施建設，並在本年度取得收入貢獻

Management Discussion and Analysis

管理層討論及分析

Industrial town project ⁽¹⁾ 產業市鎮項目 ⁽¹⁾	Industry theme 產業主題	Scope of services 服務範圍	Fee arrangement 費用安排	Status 現況
Chuzhou, Anhui province 安徽省滁州市				
(VII) Chuzhou Park (VIII) 滁州示範園區 Planned site area: 規劃佔地面積： 15.0 million sq.m. 15.0百萬平方米	<ul style="list-style-type: none"> New materials, new energy, equipment manufacturing, modern services and natural food 新材料、新能源、裝備製造、現代服務及綠色食品 	<ul style="list-style-type: none"> Marketing 市場行銷 	<ul style="list-style-type: none"> Calculated based on net land sale proceeds of a certain size of land sites 按特定尺寸的土地出讓所得款項淨額計算 	<ul style="list-style-type: none"> Binding agreement signed; marketing activities commenced 已簽訂具約束力的協議；已開始市場行銷活動
Ezhou, Hubei province 湖北省鄂州市				
(IX) VAST Ezhou Industrial Park (IX) 宏泰鄂州產業園 Planned site area: 規劃佔地面積： 2.6 million sq.m. 2.6百萬平方米	<ul style="list-style-type: none"> Intelligent manufacturing, e-commerce business, energy conservation and environmental protection, modern services 智能制造、電商貿易、節能環保、現代服務 	<ul style="list-style-type: none"> Planning and design, industry positioning, land preparation, infrastructure construction and marketing 規劃、設計、產業定位、土地整理、基礎設施建設及市場行銷 	<ul style="list-style-type: none"> Commission services income, which is calculated based on a certain proportion of a fixed return and the aggregate investment into the park. 委托服務收入，按固定回報及園區投資總額的一定比例計算。 	<ul style="list-style-type: none"> Binding agreement signed; land preparation and infrastructure construction commenced, and contributed to our income during the year 已簽訂具約束力的協議；已開始土地整理及基礎設施建設，並在本年度取得收入貢獻

Notes:

- (1) Our Longhe Park, Longhe Resort, VAST Zhangjiakou City New Industrial Park, Zhangjiakou City Modern Industrial Park, Shijiazhuang General Aviation Industrial Town Park, Shijiazhuang Gaocheng VAST Industrial Town Park, Chuzhou Park and VAST Ezhou Industrial Park are developed by our wholly-owned subsidiaries.
- (2) We entered into a co-operation agreement with the local government for the development of Guangyang Technology Regeneration Park on 27 April 2011. As Guangyang Technology Regeneration Park is in close vicinity to the airport currently under construction in the conjunction area of Beijing and Guangyang District of Langfang (the "Second Beijing Capital International Airport"), the development plan of the surrounding area of the Second Beijing Capital International Airport, including Guangyang Technology Regeneration Park, is under review by the local government. As such government planning has not been released, we have not commenced development of Guangyang Technology Regeneration Park as of 31 December 2016. The industry positioning and our scope of services for Guangyang Park are subject to changes.

附註：

- (1) 我們於龍河高新區、廊坊龍河商務休閒度假基地、張家口市新區宏泰產業園、張家口市現代產業園區、石家莊通用航空產業市鎮園區、石家莊藁城宏泰產業市鎮園區、滁州示範園區及宏泰鄂州產業園開發由我們的全資附屬公司處理。
- (2) 我們於2011年4月27日與地方政府訂立合作協議，開發廣陽科技孵化園。由於廣陽科技孵化園毗鄰一個位於北京與廊坊市廣陽區之間的交匯區域的開發中機場（「北京首都第二機場」），因此北京首都第二機場周邊地區（包括廣陽科技孵化園）的開發規劃已交由地方政府進行審閱。由於有關的政府規劃仍未發布，我們於2016年12月31日並未開展廣陽科技孵化園的開發。廣陽科技孵化園的產業定位及服務範圍仍有待更改。

Management Discussion and Analysis

管理層討論及分析

(I) Longhe Park

After years of development, an accumulated land of 4,974,584 sq.m. (accounted for 25.5% of saleable land) were sold by local government for Longhe Park, more than 200 investment projects were introduced with total investment exceeding RMB70 billion.

For the year ended 31 December 2016, fee income derived from our development of industrial town projects at Longhe Park was RMB155.2 million. The table below sets forth selective information about the classification of land, planned site area and site area sold of Longhe Park as of 31 December 2016.

(I) 龍河高新區

經過多年的發展，龍河高新地方政府之累計出讓土地4,974,584平方米(佔可出讓土地25.5%)累計引進投資項目超過200個，總投資額超過人民幣700億元。

截至2016年12月31日止年度，來自龍河高新區的開發產業市鎮項目所得費用收入為人民幣155.2百萬元。下表載列於2016年12月31日龍河高新區有關土地分類、規劃佔地面積及已出讓佔地面積的節選資料。

Classification	分類	Planned site area ⁽¹⁾		Site area sold ⁽²⁾		Saleable land unsold	
		規劃佔地面積 ⁽¹⁾ sq.m. 平方米	已出讓佔地面積 ⁽²⁾ sq.m. 平方米	%	%	未出讓的可出讓土地 sq.m. 平方米	%
Saleable	可出讓						
• Residential and commercial area	• 住宅區及商業區	10,288,300	1,971,631	19.2	8,316,669	80.8	
• Industrial area	• 產業區	9,205,500	3,002,953	32.6	6,202,547	67.4	
Subtotal of saleable land	可出讓土地小計	19,493,800	4,974,584	25.5	14,519,216	74.5	
Non-saleable	非出讓						
• Roads	• 道路	4,431,300	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	
• Greenery space	• 綠化空間	4,074,900	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	
Subtotal of non-saleable land	非出讓土地小計	8,506,200	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	
Total	總計	28,000,000	4,974,584	N/A 不適用	14,519,216	N/A 不適用	

Management Discussion and Analysis

管理層討論及分析

Notes:

- (1) Planned site area is based on the planning approved by the relevant local government
- (2) Percentages are calculated as the site area sold by the local governments through public auction, tender or listing for sale process as a portion of the total saleable site area under the same land classification.

The table below sets forth details regarding land sold by local government, the relevant average selling price, land premium and a breakdown of our fee income for the year ended 31 December 2016.

附註：

- (1) 規劃佔地面積乃基於獲有關地方政府批准的規劃而釐定。
- (2) 百分比按地方政府通過公開拍賣、招標或掛牌出讓流程而出讓的佔地面積作為總可出讓佔地面積(為同一土地類別)的一部分而計算。

下表載列截至2016年12月31日止年度地方政府出讓的土地詳情、相關平均出讓價、土地出讓金以及我們的費用收入的明細。

		Land sold by local government	ASP sold by local government	Land premium	Our fee income/ percentage of land premium	
		地方政府 出讓的土地 sq.m. 平方米	地方政府的 平均出讓價 RMB/sq.m. 人民幣元/ 平方米	土地出讓金 RMB'000 人民幣千元	我們的費用收入/ 佔土地出讓金 RMB'000 人民幣千元	%
Year ended 31 December 2016	截至2016年12月31日 止年度					
Industrial land	工業土地	15,702	401	6,300	5,419	86.0
Residential and commercial land	住宅及商業土地	14,313	3,389	48,500	29,723	61.3
Subtotal	小計	30,015	1,826	54,800	35,142	64.1

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管理層討論及分析

(II) Longhe Resort

The table below sets forth selective information about the classification of land and planned site area of Longhe Resort as of 31 December 2016.

Classification	分類	Planned site area ⁽¹⁾ 規劃佔地面積 ⁽¹⁾ sq.m. 平方米
Saleable	可出讓	
• Residential and commercial area	• 住宅區及商業區	4,525,200
• Industrial area	• 產業區	1,162,000
Subtotal of saleable land	可出讓土地小計	5,687,200
Non-saleable	非出讓	
• Roads	• 道路	563,700
• Greenery space	• 綠化空間	3,249,100
Subtotal of non-saleable land	非出讓土地小計	3,812,800
Total	總計	9,500,000

Note:

(1) Planned site area is based on the planning approved by the relevant local government.

附註：

(1) 規劃佔地面積乃基於獲有關地方政府批准的規劃而釐定。



Management Discussion and Analysis

管理層討論及分析

(III) Guangyang Technology Regeneration Park

During the year 2016, we continued our communication with people's government of Langfang and people's government of Guangyang District of Langfang in respect of the Guangyang Technology Regeneration Park. As of 31 December 2016, the industrial positioning and service scope of the park were still subject to adjustment as the detailed planning for the second Beijing Capital Airport has not been released, thus no development work had been carried out in respect of the park. The Company will continue to communicate with people's government of Langfang and people's government of Guangyang District of Langfang in respect of the Guangyang Technology Regeneration Park and strive to commence land consolidation and facility construction as soon as possible.

(IV) VAST Zhangjiakou City New Industrial Park

The table below sets forth details regarding classification of land and planned site area of VAST Zhangjiakou City New Industrial Park as at 31 December 2016.

Classification	分類	Planned site area ⁽¹⁾ 規劃佔地面積 ⁽¹⁾ sq.m. 平方米
Saleable	可出讓	
• Residential and commercial area	• 住宅區及商業區	360,832
• Industrial area	• 產業區	1,130,865
Subtotal of saleable land	可出讓土地小計	1,491,697
Non-saleable	非出讓	
• Roads	• 道路	82,303
Subtotal of non-saleable land	非出讓土地小計	82,303
Total	總計	1,574,000

Note:

(1) Planned site area is based on the planning submitted to the relevant local government by us for approval.

(III) 廣陽科技孵化園

在2016年中，我們與廊坊市人民政府及廊坊市廣陽區人民政府等就廣陽科技孵化園項目繼續保持溝通。截至2016年12月31日，由於北京首都第二機場規劃尚未頒佈，該園區的產業定位及服務範圍仍有待更改，尚未開始園區開發。公司將繼續與廊坊市人民政府及廊坊市廣陽區人民政府等就廣陽科技孵化園項目保持溝通，爭取儘快啟動土地整理及基礎設施建設。

(IV) 張家口市新區宏泰產業園

下表載列於2016年12月31日張家口市新區宏泰產業園有關土地分類及規劃佔地面積的節選資料。

附註：

(1) 規劃佔地面積乃基於我們呈交予有關地方政府以作審批的規劃。

Management Discussion and Analysis

管理層討論及分析

(V) Zhangjiakou City Modern Industrial Park

The table below sets forth details regarding classification of land and planned site area of Zhangjiakou City Modern Industrial Park as at 31 December 2016.

Classification	分類	Planned site area ⁽¹⁾ 規劃佔地面積 ⁽¹⁾ sq.m. 平方米
Saleable	可出讓	
• Residential and commercial area	• 住宅區及商業區	3,685,200
• Industrial area	• 產業區	1,266,900
Subtotal of saleable land	可出讓土地小計	4,952,100
Non-saleable	非出讓	
• Roads	• 道路	2,111,600
• Greenery space	• 綠化空間	1,041,700
• Agriculture, regional traffic municipal	• 農業、區域交通市政	9,082,300
• Supporting facilities	• 輔助設施	108,300
Subtotal of non-saleable land	非出讓土地小計	12,343,900
Total	總計	17,296,000

Note:

(1) Planned site area is based on the planning submitted to the relevant local government by us for approval.

(V) 張家口市現代產業園區

下表載列於2016年12月31日張家口市現代產業園區有關土地分類及規劃佔地面積的節選資料。

附註：

(1) 規劃佔地面積乃基於我們呈交予有關地方政府以作審批的規劃。

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管理層討論及分析

(VI) Shijiazhuang General Aviation Industrial Town Park

The table below sets forth details regarding classification of land and planned site area of Shijiazhuang General Aviation Industrial Town Park as at 31 December 2016.

Classification	分類	Planned site area ⁽¹⁾ 規劃佔地面積 ⁽¹⁾ sq.m. 平方米
Saleable	可出讓	
• Residential and commercial area	• 住宅區及商業區	5,313,000
• Industrial area	• 產業區	6,347,000
Subtotal of saleable land	可出讓土地小計	11,660,000
Non-saleable	非出讓	
• Roads	• 道路	3,668,900
• Greenery space	• 綠化空間	2,716,200
• Supporting facilities	• 輔助設施	1,954,900
Subtotal of non-saleable land	非出讓土地小計	8,340,000
Total	總計	20,000,000

Note:

- (1) Planned site area is based on the planning submitted to the relevant local government by us for approval.

For Shijiazhuang General Aviation Industrial Town Park, the Company mainly engaged in land preparation and investment services, as well as industry development services. We completed main road construction for the park of 4,691 meters in total and completed land demolition and site formation of more than 500,000 sq.m., with investment amounted to nearly RMB700 million. During the year, the Company received income arising from land preparation and investment services of RMB501.4 million calculated by cost plus method, and income arising from industry development services of RMB95.5 million calculated by a certain percentage of the initial investment.



(VI) 石家莊通用航空產業市鎮園區

下表載列於2016年12月31日石家莊通用航空產業市鎮園區有關土地分類及規劃佔地面積的節選資料。

附註：

- (1) 規劃佔地面積乃基於我們呈交予有關地方政府以作審批的規劃。

本公司在石家莊通用航空產業市鎮園區主要從事土地整理投資服務和產業發展服務，本年度在園區完成主要道路建設共計4,691米；並完成土地拆遷及土地平整超過500,000平方米，以上工程項目涉及投資額近人民幣7億元。本年度公司獲取按照成本加成法計算土地整理投資收入人民幣501.4百萬元及按照園區落地投資額一定比例計算產業發展服務收入人民幣95.5百萬元。

Management Discussion and Analysis

管理層討論及分析

(VII) Shijiazhuang Gaocheng VAST Industrial Town Park

The table below sets forth details regarding classification of land and planned site area of Shijiazhuang Gaocheng VAST Industrial Town Park as at 31 December 2016.

Classification	分類	Planned site area ⁽¹⁾ 規劃佔地面積 ⁽¹⁾ sq.m. 平方米
Saleable	可出讓	
• Residential and commercial area	• 住宅區及商業區	9,497,900
• Industrial area	• 產業區	4,582,900
Subtotal of saleable land	可出讓土地小計	14,080,800
Non-saleable	非出讓	
• Roads	• 道路	3,905,900
• Greenery space	• 綠化空間	2,850,000
• Supporting facilities	• 輔助設施	6,234,800
Subtotal of non-saleable land	非出讓土地小計	12,990,700
Total	總計	27,071,500

Note:

(1) Planned site area is based on the planning submitted to the relevant local government by us for approval.

For Shijiazhuang Gaocheng VAST Industrial Town Park, the Company mainly engaged in land preparation and investment services. During the year, we completed the preparation of the planning schemes for the Park and completed land demolition and site formation of more than 80,000 sq.m., and the income arising from land preparation and investment services calculated by cost plus method was RMB56.0 million.

(VII) 石家莊藁城宏泰產業市鎮園區

下表載列於2016年12月31日石家莊藁城宏泰產業市鎮園區有關土地分類及規劃佔地面積的節選資料。

附註：

(1) 規劃佔地面積乃基於我們呈交予有關地方政府以作審批的規劃。

公司在石家莊藁城宏泰產業市鎮園區主要從事土地整理投資服務，在本年度內完成園區規劃方案的編製，並完成土地拆遷及土地平整超過80,000平方米，按照成本加成法計算取得土地整理投資收入人民幣56.0百萬元。

Management Discussion and Analysis

管理層討論及分析

(VIII) Chuzhou Park

The table below sets forth details regarding classification of land and planned site area of Chuzhou Park as at 31 December 2016.

Classification	分類	Planned site area ⁽¹⁾ 規劃佔地面積 ⁽¹⁾ sq.m. 平方米
Saleable	可出讓	
• Residential and commercial area	• 住宅區及商業區	4,286,100
• Industrial area	• 產業區	5,466,100
Subtotal of saleable land	可出讓土地小計	9,752,200
Non-saleable	非出讓	
• Roads	• 道路	2,688,800
• Greenery space	• 綠化空間	2,398,000
• Supporting facilities	• 輔助設施	159,100
Subtotal of non-saleable land	非出讓土地小計	5,245,900
Total	總計	14,998,100

Note:

(1) Planned site area is based on the planning submitted to the relevant local government by us for approval.

(VIII) 滁州示範園區

下表載列於2016年12月31日滁州示範園區有關土地分類及規劃佔地面積的節選資料。

附註：

(1) 規劃佔地面積乃基於我們呈交予有關地方政府以作審批的規劃。

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管理層討論及分析

(IX) VAST Ezhou Industrial Park

The table below sets forth details regarding classification of land and planned site area of VAST Ezhou Industrial Park as at 31 December 2016.

Classification	分類	Planned site area ⁽¹⁾ 規劃佔地面積 ⁽¹⁾ sq.m. 平方米
Saleable	可出讓	
• Residential and commercial area	• 住宅區及商業區	780,900
• Industrial area	• 產業區	1,113,100
Subtotal of saleable land	可出讓土地小計	1,894,000
Non-saleable	非出讓	
• Roads	• 道路	173,600
• Greenery space	• 綠化空間	522,400
• Supporting facilities	• 輔助設施	16,000
Subtotal of non-saleable land	非出讓土地小計	712,000
Total	總計	2,606,000

Note:

(1) Planned site area is based on the planning submitted to the relevant local government by us for approval.

For VAST Ezhou Industrial Park, the Company mainly engaged in land preparation and investment services. During the year, we completed main road construction of 6,278 meters in total, and completed land demolition of more than 100,000 sq.m., and the income arising from land preparation and investment services calculated by cost plus method was RMB90.7 million.

In addition, for the VAST project at Yanghe-River New Town of Zhangjiakou Economic Development Zone, the Company mainly engaged in business attraction services, among which income of RMB55.5 million was determined by agreement between the local government authorities and the Company.

(IX) 宏泰鄂州產業園

下表載列於2016年12月31日宏泰鄂州產業園有關土地分類及規劃佔地面積的節選資料。

附註：

(1) 規劃佔地面積乃基於我們呈交予有關地方政府以作審批的規劃。

公司在宏泰鄂州產業園主要從事土地整理投資服務，在本年度內完成主要道路建設共計6,278米；並完成土地拆遷超過100,000平方米，按照成本加成法計算取得土地整理投資收入人民幣90.7百萬元。

另外，在張家口經濟開發區洋河新區宏泰項目，本公司主要從事招商服務，當中人民幣55.5百萬元的收入按照當地政府機關與本公司的協議釐定。

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Property Development

As of 31 December 2016, we had 19 projects at various stages of development, mainly concentrating on development of residential, commercial and industrial projects with a wide range of products including residence, apartment, villa, garden houses, retail stores and office buildings. We had residential, commercial and industrial land reserves of gross floor area of 1,464,300 sq.m. remain unsold as at 31 December 2016.

We classify our projects into three categories according to the stage of development:

- Completed properties. Completed properties represent properties for which we have received the certified construction completion report from the relevant government construction authorities. As of 31 December 2016, our completed properties consisted of Mingren Garden (名人小區), Foxconn City Phase I (富士康城一期), Hongtai Meishuguan Phase I (宏泰美樹館一期), Hongtai Meishuguan Phase II (宏泰美樹館二期), Yihejiayuan Block A (頤和佳苑A區), Hongtai Longdi Phase I (宏泰龍邸一期), Hongtai Longdi Phase II (宏泰龍邸二期), Chuangye Plaza Phase II (創業大廈二期), Longhe Park – Talent Home (龍河高新區人才家園), Yishujia (逸樹家), Yulong Bay Phase I (御龍灣一期) and Electronic Information Industrial Park Phase I (電子信息產業園一期).
- Properties under development. Properties under development represent properties for which we have received the requisite construction work commencement permit with respect to all or a part of our projects before completion of the entire projects. As of 31 December 2016, our properties under development consisted of Foxconn City Phase II (富士康城二期) and Electronic Information Industrial Park Phase I (電子信息產業園一期). Both projects are expected to completed by 2018.
- Properties planned for future development. Properties planned for future development represent (i) properties for which we have received the relevant land use rights certificates but have not yet received the requisite construction work commencement permit; and (ii) properties for which we are in the process of obtaining land use rights certificates for our projects. As of 31 December 2016, our properties planned for future development consisted of Foxconn City Phase III (富士康城三期), Electronic Information Industrial Park Phase II (電子信息產業園二期), Hongtai Commerce Plaza (宏泰商業廣場), Qingnianhui (青年匯), Yulong Bay Phase II (御龍灣二期), Yulong Bay Phase III (御龍灣三期), Huahang Apartment (華航公寓) and Tanghai Project (唐海項目).

Some of our projects comprise multiple-phase developments on a rolling basis. One project may include different phases at various stages of development, i.e., completed properties, properties under development and properties planned for future development.

物業開發

於2016年12月31日，我們擁有19個處於不同開發階段的項目，主要集中開發住宅、商業、產業項目，產品類型包括住宅、公寓、別墅、花園洋房、零售商舖及辦公樓等。於2016年12月31日，我們住宅、商業和產業物業的尚可售土地儲備建築面積為1,464,300平方米。

我們根據開發階段將項目分為三個類別：

- 已竣工物業。已竣工物業指收到有關政府工程機關發出的竣工認證報告的物業。於2016年12月31日，我們的已竣工物業包括名人小區、富士康城一期、宏泰美樹館一期、宏泰美樹館二期、頤和佳苑A區、宏泰龍邸一期、宏泰龍邸二期、創業大廈二期、龍河高新區人才家園、逸樹家、御龍灣一期及電子信息產業園一期。
- 發展中物業。發展中物業指，於整個項目竣工前就全部或部分項目收到所需建築工程施工許可證的物業。於2016年12月31日，我們的發展中物業包括富士康城二期、電子信息產業園一期。該兩個項目預期於2018年竣工。
- 規劃作未來開發的物業。規劃作未來開發的物業指(i)收到有關土地使用權證，但未收到所需建築工程施工許可證的物業；及(ii)處於取得我們的項目土地使用權證的過程。於2016年12月31日，我們規劃作未來開發的物業包括富仕康城三期、電子信息產業園二期、宏泰商業廣場、青年匯、御龍灣二期、御龍灣三期、華航公寓及唐海項目。

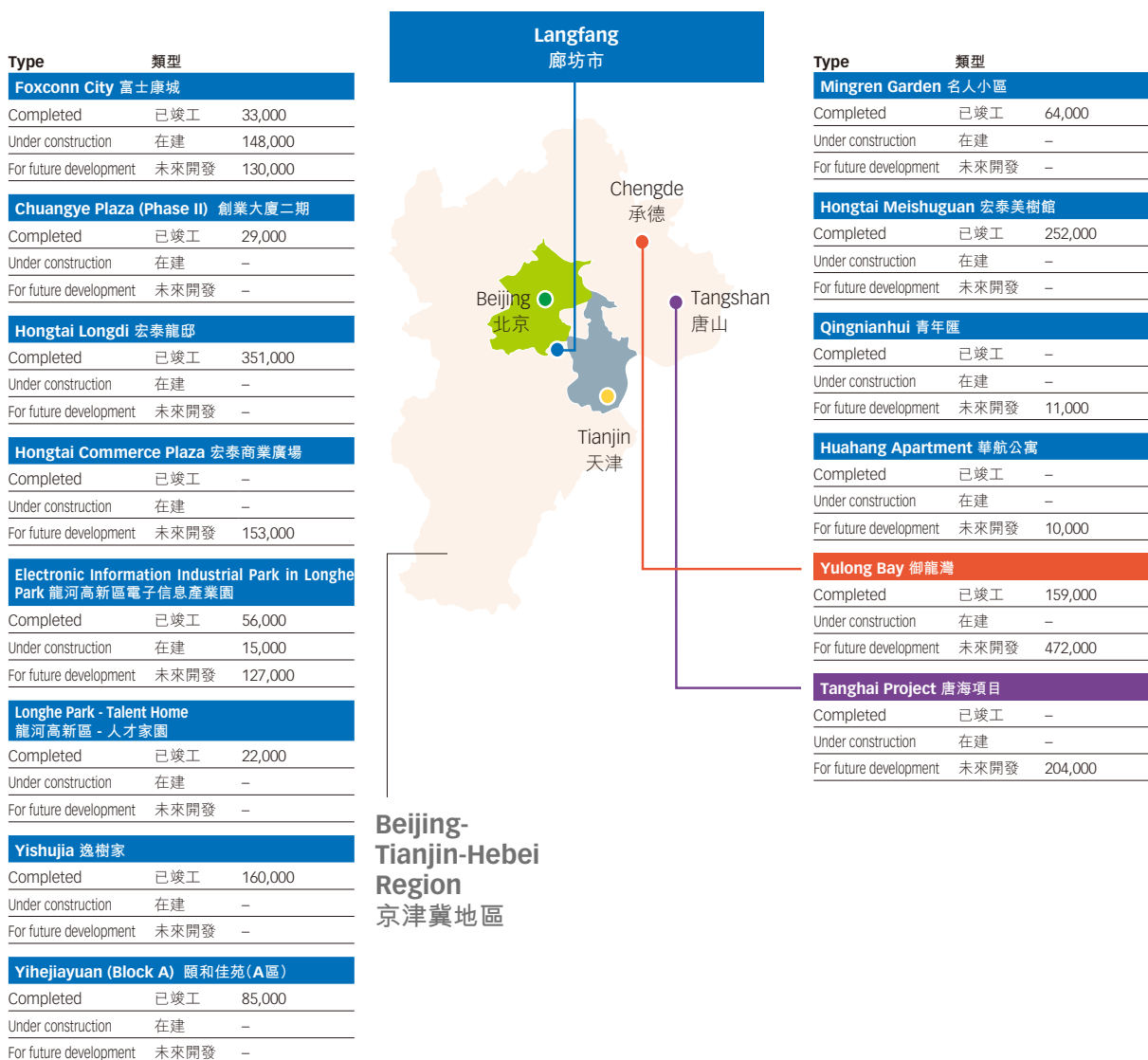
我們的若干項目包括不斷發展的多期發展項目。我們的項目可能會包括已竣工、發展中或規劃作未來開發等不同發展階段的物業。

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The following map shows the geographical locations and key data of our properties as of 31 December 2016.

以下地圖顯示於2016年12月31日我們物業的地理位置及主要數據。



Management Discussion and Analysis

管理層討論及分析

Project Name and Location	項目名稱及位置	Site Area (sq.m.) (平方米)	Gross Floor Area (sq.m.) (平方米)	Land-use Purpose 土地用途	Group's Interest 集團 所佔股權 (%)	Saleable Area Remaining Unsold (sq.m.) (平方米)
Langfang						
Foxconn City (Phase I to III) 39 Fukang Road, Langfang	富士康(一期至三期) 廊坊市富康道39號	126,545	311,000	Residential and commercial 住宅及商業	100%	267,000
Chuangye Plaza (Phase II) 39 Nanlong Road, Langfang	創業大廈二期 廊坊市南龍道39號	8,820	29,000	Commercial 商業	100%	23,000
Hongtai Longdi (Phase I and II) 259 South Yinhe Road, Langfang	宏泰龍邸(一期、二期) 廊坊市銀河南路259號	126,929	351,000	Residential and commercial 住宅及商業	100%	69,000
Hongtai Commerce Plaza West Chuangye Plaza, Nanlong Road, Langfang	宏泰商業廣場 廊坊市南龍道創業大廈西	47,486	153,000	Commercial 商業	100%	153,000
Electronic Information Industrial Park in Longhe Park (Phase I and II) 89 Fukang Road, Langfang	龍河高新區電子信息產業園 (一期、二期) 廊坊市富康道89號	187,815	198,000	Industrial 產業	100%	180,000
Longhe Park – Talent Home 125 Furao Road, Langfang	龍河高新區—人才家園 廊坊市富康道125號	12,666	22,000	Residential 住宅	100%	21,000
Yishujia 155 Guanyang Road, Langfang	逸樹家 廊坊市廣陽道155號	94,829	160,000	Residential and commercial 住宅及商業	100%	600
Yihejiayuan (Block A) 300 Xichang Road, Langfang	頤和佳苑(A區) 廊坊市西昌路300號	35,430	85,000	Residential and commercial 住宅及商業	100%	3,000
Minren Garden 76 Heping Road, Langfang	名人小區 廊坊市和平路76號	29,141	64,000	Residential and commercial 住宅及商業	100%	700
Hongtai Meishuguan (Phase I and II) 28 Huaxiang Road, Development Zone, Langfang	宏泰美樹館(一期、二期) 廊坊市開發區華祥路28號	120,739	252,000	Residential and commercial 住宅及商業	100%	34,000
Qingnianhui 175 East Aimin Road, Langfang	青年匯 廊坊市愛民東道175號	4,279	11,000	Residential and commercial 住宅及商業	100%	9,000
Huahan Apartment 175 East Aimin Road, Langfang	華航公寓 廊坊市愛民東道175號	10,557	10,000	Residential 住宅	100%	10,000
Chengde						
Yulong Bay Junction of Southwest of Wuwei Road and Siliujing Road, New District, Chengde	承德 御龍灣 承德市新區五緯路西南、 四六經路之間	142,841	631,000	Residential and commercial 住宅及商業	100%	490,000
Tangshan						
Tanghai Project North Shore, Caofei Hu, Qi Nongchang, Caofeidian District, Tangshan	唐山 唐海項目 唐山市曹妃甸七農場 曹妃湖北岸	665,935	204,000	Residential 住宅	100%	204,000
Total	合計	1,614,012	2,481,000			1,464,300

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The following table sets forth the revenue, gross floor area (“GFA”) sold, and average selling price (“ASP”) for each of our revenue-generating property for the year ended 31 December 2016.

下表載列截至2016年12月31日止年度來自各產生收益物業的收益、已售建築面積(「建築面積」)及平均售價(「平均售價」)。

Residential and commercial Project	住宅及商業項目	Revenue	GFA sold Year ended 31 December 2016	ASP Year ended 31 December 2016
		收益 RMB'000 人民幣千元	已售建築面積 截至2016年 12月31日止年度 sq.m. 平方米	平均售價 截至2016年 12月31日止年度 RMB/sq.m. 人民幣元/平方米
Yishujia (逸樹家)	逸樹家			
Residential	住宅	2,368	387	6,119
Commercial	商業	511	67	7,627
		2,879	454	6,341
Hongtai Meishuguan Phase I (宏泰美樹館一期)	宏泰美樹館一期			
Residential	住宅	108,347	19,597	5,529
Commercial	商業	12,397	1,228	10,095
		120,744	20,825	5,798
Hongtai Meishuguan Phase II (宏泰美樹館二期)	宏泰美樹館二期			
Residential	住宅	394,374	42,964	9,179
Hongtai Longdi Phase I (宏泰龍邸一期)	宏泰龍邸一期			
Residential	住宅	56,431	8,811	6,405
Commercial	商業	5,724	485	11,802
		62,155	9,296	6,686
Hongtai Longdi Phase II (宏泰龍邸二期)	宏泰龍邸二期			
Residential	住宅	255,811	37,301	6,858
Commercial	商業	46,454	2,350	19,768
		302,265	39,651	7,623
Foxconn City Phase I (富士康城一期)	富士康城一期			
Residential	住宅	729	148	4,926
Yulong Bay Phase I (御龍灣一期)	御龍灣一期			
Residential	住宅	56,501	11,124	5,079
Commercial	商業	8,900	875	10,171
		65,401	11,999	5,451
Electronic Information Industrial Park (電子信息產業園一期)	電子信息產業園一期			
Plant	廠房	19,797	3,229	6,131
Sub-total	小計	968,344	128,566	7,532

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管理層討論及分析

Ancillary Area Project	輔助區 項目	Revenue Project	GFA sold	ASP
			Year ended 31 December 2016	Year ended 31 December 2016
		收益 項目 RMB'000 人民幣千元	已售建築面積 截至2016年 12月31日止年度 sq.m. 平方米	平均售價 截至2016年 12月31日止年度 RMB/sq.m. 人民幣元/平方米
Yishujia Underground Chamber (逸樹家地下室)	逸樹家地下室	35	34	1,029
Hongtai Meishuguan Underground Chamber (宏泰美樹館地下室)	宏泰美樹館地下室	4,707	4,422	1,064
Hongtai Longdi Underground Chamber (宏泰龍邸地下室)	宏泰龍邸地下室	3,851	2,526	1,524
Yulong Bay Phase I Underground Chamber (御龍灣一期地下室)	御龍灣一期地下室	364	209	1,742
Sub-total	小計	8,957	7,191	1,246
Hongtai Meishuguan Car Park Unit (宏泰美樹館車位)	宏泰美樹館車位	11,140	116 ⁽¹⁾	96,034 ⁽¹⁾
Hongtai Longdi Car Park Unit (宏泰龍邸車位)	宏泰龍邸車位	29,494	404 ⁽¹⁾	73,005 ⁽¹⁾
Yulong Bay Phase I Car Park Unit (御龍灣一期車位)	御龍灣一期車位	1,218	17 ⁽¹⁾	71,647 ⁽¹⁾
Sub-total	小計	41,852	537	77,937
Total	總計	1,019,153	136,294	7,478
Less: Business tax and surcharges	減：營業稅及附加費	29,437		
Total revenue after tax	稅後總收益	989,716		

Note:

附註：

(1) GFA sold represents the number of car park units and ASP represents the average selling price for each car park unit.

(1) 已售建築面積數量指停車位的數目，平均售價指每一停車位的平均出售價格。

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管理層討論及分析

(I) HONGTAI LONGDI IN LANGFANG, HEBEI PROVINCE

河北省廊坊市宏泰龍邸



Hongtai Longdi (宏泰龍邸) is an integrated development of residential and commercial project which is located in Longhe Park, the center of the south of Langfang. Longhe Park not only enjoys proximity to the central business district of the capital, but also occupies a strategic position at Langfang, Beijing and Tianjin. It is an ecologically friendly city characterized by its modernization as well as integration of production and municipal functions in the south of Langfang. The Project is conveniently located close to transport facilities with Nanlong Road in the north and Yinhe Road to the west, which is two kilometers away from the Langfang stop of Beijing-Shanghai high-speed railway.

In 2016, the contracted sales and contracted sales in terms of GFA of Hongtai Longdi (宏泰龍邸) amounted to RMB267,315,000 and 32,900 sq.m., respectively. As at 31 December 2016, the total GFA and remaining future saleable residential floor area (excluding pre-sold GFA) of Hongtai Longdi (宏泰龍邸) project were 351,000 sq.m. and 17,100 sq.m., respectively.

宏泰龍邸為住宅及商業綜合體，位於廊坊城市南擴的核心樞紐—龍河高新區，這裏既是首都經濟圈價值溢出的承接區，也是廊坊城市京津功能化的戰略要津，在廊坊城南的版圖上，是一座現代化的、產城一體的生態智慧新城。項目北靠南龍道，西傍銀河路，距離京滬高鐵廊坊站兩公里範圍內，交通便捷。

2016年，宏泰龍邸合同銷售為人民幣267,315千元，合同銷售面積為32,900平方米，於2016年12月31日，宏泰龍邸項目總建築面積為351,000平方米，剩餘未來可售商住建築面積（不包括已預售建築面積）為17,100平方米。

(II) HONGTAI MEISHUGUAN IN LANGFANG, HEBEI PROVINCE

河北省廊坊市宏泰美樹館



Hongtai Meishuguan (宏泰美樹館) is a residential complex project comprising residence, apartment, villa and garden houses which is located in the center of the economic and technological development zone of Langfang, Hebei province. Located in the northeastern part of Langfang, north to Oriental University City (東方大學城) and south to the Langfang financial recreational center, the project is conveniently located close to a developed transportation network and is only 500 meters away from the Langfang exit of BeijingTianjin-Tanggu Expressway and 50 minutes driving distance from CBD of Beijing.

In 2016, the contracted sales and contracted sales of Hongtai Meishuguan (宏泰美樹館) project amounted to RMB494,628,000 and 57,700 sq.m., respectively. As at 31 December 2016, the total GFA and remaining future saleable residential floor area (excluding pre-sold GFA) of Hongtai Meishuguan (宏泰美樹館) project were 252,000 sq.m. and 3,300 sq.m., respectively.

宏泰美樹館位於河北省廊坊市經濟技術開發區核心位置，是一個住宅綜合項目，由住宅、公寓、別墅及花園洋房組成。項目坐落於廊坊市的東北方向，北依東方大學城，南鄰廊坊開發區金融休閒中心，距京津塘高速廊坊出口僅500米，驅車50分鐘直達北京CBD商圈，交通成熟便捷。

2016年，宏泰美樹館合同銷售為人民幣494,628千元，合同銷售面積為57,700平方米，於2016年12月31日，宏泰美樹館項目總建築面積為252,000平方米，剩餘未來可售商住建築面積（不包括已預售建築面積）為3,300平方米。

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(III) YULONG BAY PHASE I IN CHENGDE, HEBEI PROVINCE

河北省承德市御龍灣一期



Yulong Bay project is an integrated development project of residential and commercial in Chengde, Hebei province. Located in the south part of Shuangqiao District, Chengde, the project is conveniently located as it is less than two kilometers away from the Beijing-Chengde Expressway and only six kilometers away from the Chengde stop of Beijing-Shenyang high-speed railway. The project adjoins Chengde University City (承德大學城) with well-equipped surrounding facilities and has huge development potential for future real estate projects.

In 2016, the contracted sales and contracted sales of Yulong Bay Phase I (御龍灣一期) project amounted to RMB52,320,000 and 8,630 sq.m., respectively. As at 31 December 2016, the total GFA and remaining future saleable residential floor area (excluding pre-sold GFA) of Yulong Bay Phase I (御龍灣一期) project were 159,000 sq.m. and 2,360 sq.m., respectively.

御龍灣項目位於河北省承德市，是一個住宅及商業混合發展項目。項目地點在承德市雙橋區南城新區，交通便捷，距離京承高速不足2公里，距離京沈高鐵承德站僅6公里，緊依承德大學城，周邊環境配套完善，在房地產項目方面的後續發展潛力強勁。

2016年，御龍灣一期項目合同銷售為人民幣52,320千元，合同銷售面積為8,630平方米，於2016年12月31日，御龍灣一期項目總建築面積為159,000平方米，剩餘未來可售商住建築面積(不包括已預售建築面積)為2,360平方米。

(IV) ELECTRONIC INFORMATION INDUSTRIAL PARK IN LONGHE PARK (WITHUB AND DREAMWORK)

龍河高新區電子信息產業園(慧谷·夢工廠)



Electronic Information Industrial Park in Longhe Park, Langfang is a high-end office building industrial project located in the center of high-tech industrial cluster in Longhe Park, Langfang. The project is conveniently located as it is 5 minutes away from Langfang high-speed railway and takes 20 minutes to the city center of Beijing and Tianjin by high-speed railway. It adjoins Beijing-Shanghai, Beijing-Hongkong-Macao and Beijing-Taipei Expressway. The project mainly involves the development of single buildings for

enterprises and is an industrial complex project which offers services including commerce, office, exhibition, communication and training.

In 2016, the contracted sales and contracted sales of Electronic Information Industrial Park amounted to RMB33,346,000 and 4,700 sq.m., respectively. As at 31 December 2016, the total GFA and remaining future saleable factory floor area (excluding pre-sold GFA) of Electronic Information Industrial Park project were 198,000 sq.m. and 158,000 sq.m., respectively.

廊坊龍河高新區電子信息產業園為高端辦公樓產業項目，位於廊坊市龍河高新區高新產業聚集的核心地段，項目位置交通十分便利，5分鐘抵達廊坊高鐵站，高鐵20分鐘即可直達北京、天津的城市中心地帶，緊鄰京滬、京港澳、京台高速等。項目建築形式以企業獨棟為主，集商務、辦公、展覽、交流、培訓等於一體的綜合性產業項目。

2016年，電子信息產業園項目合同銷售為人民幣33,346千元，合同銷售面積為4,700平方米，於2016年12月31日，電子信息產業園項目總建築面積為198,000平方米，剩餘未來可售廠房建築面積(不包括已預售建築面積)為158,000平方米。

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(V) CHUANGYE PLAZA (PHASE II) IN LONGHE PARK 龍河高新區創業大廈二期



Chuangye Plaza is currently the most well-established large scale office building in the south of Langfang. Located in the center of Longhe Park, Chuangye Plaza is in close vicinity to Anci Administrative Service Center (安次行政服務中心) and is a landmark building of Longhe Park. Chuangye Plaza is in the north of Nanlong Road and in the east of Changfu Road, which is connected directly to the high-speed railway station and takes 20 minutes to Beijing and Tianjin by high-speed railway. It is close to Yinhe Road and Jianshe Road. Its road network is extended to all directions with smooth and clear connection to the south of Langfang. The area of a single floor ranges from 60 sq.m. to 1,870 sq.m. without indoor columns, enabling an open and practical space with a large window facing area.

As at 31 December 2016, the total GFA and remaining future saleable residential floor area (excluding pre-sold GFA) of Chuangye Plaza (Phase II) project were 29,000 sq.m. and 19,000 sq.m., respectively.

創業大廈是目前廊坊城南最成熟的大型寫字樓，位於龍河高新區中心，與安次行政服務中心為鄰，屬於龍河高新區的建築地標。北臨南龍道，東臨常甫路，直通高鐵站，20分鐘高鐵即可直達北京、天津。臨近銀河路和建設路，公路系統四通八達，廊南交通暢通無阻。單層面積60平方米至1,870平方米，室內無立柱，開放實用，擁有超大面積採光。

於2016年12月31日，創業大廈二期項目總建築面積為29,000平方米，剩餘未來可售商住建築面積（不包括已預售建築面積）為19,000平方米。

Management Discussion and Analysis

管理層討論及分析

(VI) FOXCONN CITY PHASE II (LONGHEFENGJING) IN LONGHE PARK 龍河高新區富士康城二期(龍河楓景)



Foxconn City Phase II, also known as Longhefengjing Project, is located 1,000 meters south away from the intersection of Nanlong Road and Jianshe South Road with a variety of apartments that satisfy different housing needs. Four bus lines of the city, namely, number 11, 15, 16 and 33, pass through the project site. At the same time, Jianshe South Road closely connects with Xinkai Road, Yinhe Road and Heping Road in the city. Core business district such as Wanda Plaza and Mingzhu Shangxia is accessible within 15 minutes and it is only 5 minute-drive away from Langfang high-speed railway. Facilities surrounding the project are well equipped with Anci district central hospital planning in the south, five secondary schools, fourteen primary schools, one kindergarten in Anci district and Longhe Park First Primary School planning in the surrounding area. Medical, education, leisure and shopping are readily available.

In 2016, the contracted sales and contracted sales in terms of GFA of Foxconn City Phase II project amounted to RMB722,945,000 and 69,500 sq.m., respectively. As at 31 December 2016, the total GFA and remaining future saleable residential floor area (excluding pre-sold GFA) of Chuangye Plaza (Phase II) project were 148,000 sq.m. and 45,200 sq.m., respectively.

Property Leasing

As of 31 December 2016, we had seven completed investment properties, namely, Chengxiang Building (城鄉大廈), Meishu Complex (美樹綜合樓), Jinyue Building (金悅酒樓), Tianfu Center (天賦中心), Foxconn Technology Complex A11 (富士康科技樓A11), Phase I and Phase II of SME Entrepreneurial Base (中小企業創業基地一期、二期), Shijiazhuang International Aviation Engineering Center and two investment properties planned for future development, including Foxconn Technology Complex C10 (富士康科技樓C10) and Phase III of SME Entrepreneurial Base (中小企業創業基地三期).

富士康城二期又稱為龍河楓景項目，位於南龍道與建設南路交叉口南行1,000米，戶型多樣化，滿足各種居住需求，11、15、16及33路四條市公交途經項目，同時建設南路與市區新開路、銀河路、和平路緊密相連，15分鐘直達萬達廣場、明珠商廈等核心商圈，距廊坊高鐵站僅需5分鐘車程；項目周邊配套齊全，南側規劃安次區中心醫院，周邊五中、十四小、安次區一幼、規劃龍河高新區第一小學等，醫療、教育、休閒、購物一應俱全。

2016年，富士康城二期項目合同銷售為人民幣722,945千元，合同銷售面積為69,500平方米，於2016年12月31日，富士康城二期項目總建築面積為148,000平方米，剩餘未來可售商住建築面積（不包括已預售建築面積）為45,200平方米。

物業租賃

於2016年12月31日，我們擁有七項竣工投資物業，分別為城鄉大廈、美樹綜合樓、金悅酒樓、天賦中心、富士康科技樓A11、中小企業創業基地一期、二期、石家莊國際航空工程中心，以及兩項規劃作未來開發的投資物業，包括富士康科技樓C10和中小企業創業基地三期。

Management Discussion and Analysis

管理層討論及分析

The following table shows the key data of our investment properties as of 31 December 2016.

以下表格顯示於2016年12月31日我們投資物業的主要數據。

Project Name and Location	項目名稱及位置	Gross Floor Area (sq.m.) (平方米)	Existing use 目前用途	Group's Interest 集團所佔股權 (%)	Land lease term 土地租賃年限 (Year) (年)
Phase I&II of SME Entrepreneurial Base No. 29 Ruixue Street, Anci District, Langfang	中小企業創業基地一期、二期 廊坊市安次區瑞雪道29號	126,395	Partial leasing – Industrial 部分租賃 – 工業	100%	50
Chengxiang Building No. 66 Xinhua Road, Guangyang District, Langfang	城鄉大廈 廊坊市廣陽區新華路66號	11,365	Leasing – Commercial and office building 租賃 – 商業及辦公樓	100%	50
Jinyue Building Northwestern corner of the junction of Heping Road and Guangyang Road, Guangyang District, Langfang	金悅酒樓 廊坊市廣陽區和平路與廣陽道交匯處西北角	2,094	Leasing – Residential and commercial 租賃 – 住宅及商業	100%	70
Tianfu Center South of South Outer Ring, North of Longhe, East of Yinghe Road and West of Changfu Road, Longhe Park, Langfang	天賦中心 廊坊市龍河高新區南外環路以南、龍河以北、銀河路以東、及常甫路以西	8,895	Leasing – Commercial 租賃 – 商業	100%	40
Foxcoon Technology Park Site A11 East of Jianshenan Road and South of Erhao Road, Longhe Park, Langfang	富士康科技樓A11 廊坊市龍河高新區建設南路以東、二號路以南	13,102	Leasing – Commercial 租賃 – 商業	100%	40
Meishu Complex South of Yunpeng Road and East of Jinyun Road, Langfang Economic and Technological Development Zone, Langfang	美樹綜合樓 廊坊市廊坊經濟技術開發區雲鵬道以南、金運路以東	9,362	Leasing – Commercial 租賃 – 商業	100%	40
Shijiazhuang Aircraft Engineering Center No. 100 Zhongxing Street, Luancheng District, Shijiazhuang	石家莊國際航空工程中心 石家莊樂城區中興街100號	16,800	Leasing – Industrial 租賃 – 工業	100%	50
Phase III of SME Entrepreneurial Base No. 29 Ruixue Street, Anci District, Langfang	中小企業創業基地三期 廊坊市安次區瑞雪道29號	64,489	Not developed – Industrial 未開發 – 工業	100%	50
Foxcoon Technology Park East of Jianshenan Road and South of Erhao Road, Longhe Park, Langfang	富士康科技樓 廊坊市龍河高新區建設南路以東、二號路以南	80,399	Not developed – Commercial 未開發 – 商業	100%	40
Total	合計	332,901			

Management Discussion and Analysis

管理層討論及分析

For the year ended 31 December 2016, our property leasing income was RMB21.2 million, and gross profit was RMB18.8 million. In the future, we will consider the synergies created by the development of real estate related business to determine the input of resources on the leasing business.

Outlook

In respect of our industrial town projects development, we will focus on the development of Longhe Park and commence foundation works in respect of projects located in Beijing-Tianjin-Hebei area in 2017. We have confidence in executing this year's development plan and revenue proposal as laid out by the management of the Company at the beginning of the year.

In respect of our property development, we intend to commence construction of four projects in 2017, including Yulong Bay Phase II (御龍灣二期), Foxconn City Phase III (富士康城三期), Hongtai Commercial Plaza (宏泰商業廣場) and Tanghai Project (唐海項目). Revenue from sales of properties during 2017 is expected to be derived mainly from sales carried forward from four projects including Hongtai Longdi (宏泰龍邸), Hongtai Meishuguan (宏泰美樹館), Yulong Bay (御龍灣) and Electronic Information Industrial Park (電子信息產業園).

Taking into account our cash and future operating cash flows, and bank and other borrowings available, we believe that we have sufficient funding to support these development plans.

截至2016年12月31日止年度，我們的物業租賃收入人民幣21.2百萬元，毛利人民幣18.8百萬元。未來，我們會權衡房地產開發主營業務發展的協同效應，以決定在租賃業務上的資源投入。

前景

對於產業市鎮項目開發，2017年我們將專注發展龍河高新區及開展京津冀項目的基礎工作，我們有信心能夠完成公司管理層年初制定的年度開發計劃和收益計劃。

對於物業開發，於2017年，我們擬開始興建四個項目，包括御龍灣二期、富士康城三期、宏泰商業廣場及唐海項目。預期2017年物業銷售收入主要將來源於宏泰龍邸、宏泰美樹館、御龍灣及電子信息產業園四個項目的銷售結轉。

經計及我們的現金及未來經營現金流量、可動用的銀行及其他借款，我們相信我們擁有足以支持該等開發計劃的資金。



Biographies of Directors and Senior Management

董事及高級管理人員履歷

Board of Directors

The Board of Directors (the "Board") consists of nine Directors, of whom four are executive Directors, one is non-executive Director and the remaining three are independent non-executive Directors.

Wang Jianjun (王建軍)

Executive Director and Chairman

Mr. Wang Jianjun (王建軍), aged 54, was appointed as our Chairman and executive Director on 13 February 2014, and the chairman of nomination committee on 6 August 2014. Mr. Wang is also the founder and the president of our Group, responsible for our overall strategy, business development and investment planning. Mr. Wang has 21 years of experience in the real estate industry. Mr. Wang is the spouse of Ms. Zhao Ying. Mr. Wang is involved in various governmental associations, including: deputy to the People's Congress in Hebei province; member of the Standing Committee of the People's Congress in Langfang City, Hebei province; and Vice President (副會長) of Langfang Industrial and Commercial Association (廊坊市工商業聯合會). Mr. Wang received his college diploma (專科) in Administration Management (行政管理) from the Rural Enterprises Managers & Leaders Institute of the Ministry of Agriculture (農業部鄉鎮企業管理幹部學院), located in the People's Republic of China (the "PRC"), in June 1995. He was qualified as a Senior Engineer (高級工程師) by the Title Reform Leadership Group of Hebei Province (河北省職稱改革領導小組), a governmental authority, in December 2001.

Chen Liangqiu (陳良秋)

Executive Director

Mr. Chen Liangqiu, aged 46, was appointed as our executive Director on 17 May 2016 and resigned with effect from 17 March 2017. Mr. Chen was the chairman of China Investment Development Co., Ltd.* (中投發展有限責任公司) from April 2014 to April 2016 and the deputy general manager, head of risk management department and head of investment department of China Jiayin Investment Limited (中國建銀投資有限責任公司) from October 2006 to April 2014. Before that, Mr. Chen had been working in various branches and entities of China Construction Bank Corporation (中國建設銀行股份有限公司) for more than 13 years. Mr. Chen received his bachelor's degree from the School of Law of the Xiamen University, located in the PRC, in July 1993 and his executive master of business administration degree from Tsinghua University, located in the PRC, in January 2014. Mr. Chen served as a director of Hong Yuan Securities Co. Ltd. (a company listed on the Shenzhen Stock Exchange with stock code: 000562) from March 2013 to December 2014.

董事會

董事會(「董事會」)由九名董事組成，四名為執行董事、一名為非執行董事及餘下三名為獨立非執行董事。

王建軍

執行董事及主席

王建軍先生，54歲，於2014年2月13日獲委任為我們的主席及執行董事並於2014年8月6日獲委任為提名委員會主席。王先生亦為本集團的創辦人及總裁，負責我們的整體策略、業務發展及投資規劃。王先生在房地產方面積累21年經驗。王先生為趙穎女士的配偶。王先生參與多個政府機構，包括擔任：河北省人大代表；河北省廊坊市人民代表大會常務委員會委員；及廊坊市工商業聯合會副會長。王先生於1995年6月取得中華人民共和國(「中國」)農業部鄉鎮企業管理幹部學院的行政管理專科文憑。彼於2001年12月獲政府機構河北省職稱改革領導小組評為高級工程師。

陳良秋

執行董事

陳良秋先生，46歲，於2016年5月17日獲委任為我們的執行董事，並自2017年3月17日起辭任。陳先生曾於2014年4月到2016年4月任職中投發展有限責任公司的董事長及於2006年10月到2014年4月於中國建銀投資有限責任公司擔任辦公室主任，風險管理部總經理及投資營運官。在此之前，陳先生在中國建設銀行股份有限公司內多間的分行及機構有超過13年的工作經驗。陳先生於1993年7月獲中國廈門大學法學院頒發法律學士學位；及於2014年1月畢業於中國清華大學，獲得高級管理人員工商管理碩士學位。陳先生由2013年3月至2014年12月曾出任宏源證券股份有限公司(一間於深圳證券交易所上市的公司，股票代碼：000562)的董事。

Biographies of Directors and Senior Management

董事及高級管理人員履歷

Yang Yun (楊允)

Executive Director and Vice President

Mr. Yang Yun (楊允), aged 43, was appointed as our executive Director on 17 March 2014. Mr. Yang is the vice president of our Group, responsible for strategy and development, expansion of industrial town projects and property development and overall process management of property development. Mr. Yang has 18 years of experience in the real estate industry. He received his bachelor's degree in real estate management (房地產經營管理) from Jiangxi University of Finance and Economics (江西財經大學), located in the PRC, in July 1998. He was qualified as an Assistant Economist (助理經濟師) by the Title Reform Office of Langfang Economic Development Zone (廊坊開發區職改辦) in October 1999.

Wang Yagang (王亞剛)

Executive Director and Vice President

Mr. Wang Yagang (王亞剛), aged 36, was appointed as our executive Director on 17 March 2014. Mr. Wang Yagang is the Vice President of our Group, responsible for overall management of industrial town projects. Mr. Wang has 14 years of experience in the real estate industry. He graduated from Agriculture University of Hebei (河北農業大學), located in the PRC, majoring in Management of Urban Economics (城鎮經濟管理), in December 2004.

Huang Peikun (黃培坤)

Executive Director and Chief Financial Officer

Mr. Huang Peikun (黃培坤), aged 54, was appointed as our executive Director on 17 March 2014. Mr. Huang is the Chief Financial Officer of our Group, responsible for our financial management and control. Mr. Huang has 13 years of experience in business management. He received his master's degree in Management Science and Engineering (管理科學與工程) from Zhejiang University (浙江大學), located in the PRC, in December 1999 and his Executive Master of Business Administration degree from The Hong Kong University of Science and Technology (香港科技大學), located in Hong Kong, in June 2012. He was qualified as a senior accountant (高級會計師) by the Department of Personnel Affairs of Guangdong Province (廣東省人事廳) in February 2000. Mr. Huang was the executive director of China Merchants Land Limited (a company listed on the Stock Exchange with stock code 00978) from 2 June 2012 to 8 August 2013.

Zhao Ying (趙穎)

Non-executive Director

Ms. Zhao Ying (趙穎), aged 46, was appointed as our non-executive Director on 13 February 2014 and a member of remuneration committee on 6 August 2014. Ms. Zhao has 8 years of experience in the real estate industry. Ms. Zhao is the spouse of Mr. Wang Jianjun.

楊允

執行董事及副總裁

楊允先生，43歲，於2014年3月17日獲委任為我們的執行董事。楊先生為本集團副總裁，負責策略及發展、產業市鎮項目擴展及物業開發以及物業開發之整體進程管理。楊先生於房地產業積累18年經驗。楊先生於1998年7月獲中國江西財經大學頒發房地產經營管理學士學位。彼於1999年10月獲廊坊開發區職改辦評為助理經濟師。

王亞剛

執行董事及副總裁

王亞剛先生，36歲，於2014年3月17日獲委任為我們的執行董事。王亞剛先生為本集團副總裁，負責產業市鎮項目的整體管理。王先生於房地產業積累14年經驗。彼於2004年12月畢業於中國河北農業大學，主修城鎮經濟管理。

黃培坤

執行董事及首席財務官

黃培坤先生，54歲，於2014年3月17日獲委任為我們的執行董事。黃先生為本集團首席財務官，負責我們的財務管理及監控。黃先生於業務管理積累13年經驗。彼於1999年12月獲中國浙江大學頒發管理科學與工程碩士學位；及於2012年6月畢業於香港科技大學，獲得高級管理人員工商管理碩士學位。彼於2000年2月獲廣東省人事廳評為高級會計師。黃先生於2012年6月2日至2013年8月8日期間出任招商局置地有限公司（一間於聯交所上市的公司，股份代號：00978）的執行董事。

趙穎

非執行董事

趙穎女士，46歲，於2014年2月13日獲委任為我們的非執行董事，並於2014年8月6日獲委任為薪酬委員會成員。趙女士於房地產業積累8年經驗。趙女士為王建軍先生的配偶。

Biographies of Directors and Senior Management

董事及高級管理人員履歷

Zhang Xiaomei (張曉梅)

Independent Non-executive Director

Ms. Zhang Xiaomei (張曉梅), aged 46, was appointed as our independent non-executive Director on 6 August 2014 and a member of the audit committee, nomination committee and remuneration committee on 6 August 2014. Ms. Zhang has over 17 years of experience in business management. She received her bachelor's degree in Accounting from the Beijing College of Economics (北京經濟學院), now known as the Capital University of Economics and Business (首都經濟貿易大學), located in the PRC, in July 1992 and her Executive Master of Business Administration degree from The Cheung Kong Graduate School of Business (長江商學院), located in the PRC, in September 2010.

Wei Yu (魏宇)

Independent Non-executive Director

Mr. Wei Yu (魏宇), aged 47, was appointed as our independent non-executive Director on 6 August 2014 and the chairman of the remuneration committee and a member of the audit committee and the nomination committee on 6 August 2014. Mr. Wei has 13 years of experience in business management. He attended the Executive Master of Business Administration Programme at Cheung Kong Graduate School of Business (長江商學院), located in the PRC, in October 2007. Mr. Yu has also served as an independent non-executive director of 500.com Limited (a company listed on the New York Stock Exchange, NYSE: WBAI) since November 2013.

Wong Wing Kuen, Albert (王永權)

Independent Non-executive Director

Dr. Wong Wing Kuen, Albert (王永權博士), aged 65, was appointed as our independent non-executive Director on 6 August 2014 and the chairman of audit committee on 6 August 2014. Dr. Wong has 22 years of experience in accounting. Dr. Wong has a broad range of experience serving as directors of various listed companies, including as an independent non-executive director of China Merchants Land Limited (a company listed on the Stock Exchange with stock code 00978) since June 2012, an independent non-executive director of Solargiga Energy Holdings Limited (a company listed on the Stock Exchange with stock code 00757) since January 2008, an independent non-executive director of APAC Resources Limited (a company listed on the Stock Exchange with stock code 01104) since July 2004. He holds a Doctor of Philosophy in Business Administration from the Bulacan State University, Republic of the Philippines since December 4, 2010. He is member of the following institutions, including: a fellow member of The Institute of Chartered Secretaries and Administrators; a fellow member of The Hong Kong Institute of Chartered Secretaries; a fellow member of The Taxation Institute of Hong Kong; a member of the Hong Kong Securities and Investment Institute; a member of the Hong Kong Securities Institute; a fellow member of the Association of International Accountants; a fellow member of the Society of Registered Financial Planners; a member of The Chartered Institute of Arbitrators; an associate member of The Chartered Institute of Bankers in Scotland; and a full member of the Macau Society of Certified Practicing Accountants.

張曉梅

獨立非執行董事

張曉梅女士，46歲，於2014年8月6日獲委任為我們的獨立非執行董事，及於2014年8月6日獲委任為審核委員會、提名委員會及薪酬委員會成員。張女士於業務管理積累逾17年經驗。彼於1992年7月獲中國北京經濟學院(現稱為首都經濟貿易大學)頒發會計學士學位；及於2010年9月獲中國長江商學院頒發高級管理人員學位。

魏宇

獨立非執行董事

魏宇先生，47歲，於2014年8月6日獲委任為我們的獨立非執行董事，及於2014年8月6日獲委任為薪酬委員會主席和審核委員會及提名委員會成員。魏先生於業務管理積累13年經驗。彼於2007年10月於中國長江商學院修讀高級管理人員工商管理碩士課程。魏先生由2013年11月起同時出任500.com Limited(一間於紐約證券交易所上市的公司，紐約證券交易所：WBAI)的獨立非執行董事。

王永權

獨立非執行董事

王永權博士，65歲，於2014年8月6日獲委任為我們的獨立非執行董事，及於2014年8月6日獲委任為審核委員會主席。王博士於會計方面積累22年經驗。王博士具有在多間上市公司擔任董事的豐富經驗，包括由2012年6月至今擔任招商局置地有限公司(一間於聯交所上市的公司，股份代號00978)的獨立非執行董事，由2008年1月至今擔任陽光能源控股有限公司(一間於聯交所上市的公司，股份代號00757)的獨立非執行董事，由2004年7月至今擔任亞太資源有限公司(一間於聯交所上市的公司，股份代號01104)的獨立非執行董事。彼自2010年12月4日起持有菲律賓共和國比立勤國立大學頒發的工商管理哲學博士學位。彼為以下機構的成員，包括：英國特許秘書及行政人員學會資深會員；香港特許秘書公會資深會員；香港稅務學會資深會員；香港證券及投資學會會員；香港證券專業學會會員；國際會計師公會資深會員；註冊財務策劃師協會資深會員；英國特許仲裁學會會員；蘇格蘭特許銀行家協會副會員；及澳門會計師公會專業會員。

Biographies of Directors and Senior Management

董事及高級管理人員履歷

Senior Management

Our senior management is responsible for the day-to-day management of our business.

Xu Ming (徐明)

Mr. Xu Ming (徐明), aged 50, was appointed as our vice president on 20 March 2006. He is responsible for our capital management and the daily operation of Langfang Sheng Shi Construction. Mr. Xu has over 31 years of experience in business management. He has been a member of the Standing Committee of the seventh Chinese People's Political Consultative Conference in Anci district, Langfang City, Hebei province (河北省廊坊市安次區政協七屆委員會常務委員) since January 2012. Mr. Xu graduated from Tianjin University of Finance and Economics (天津財經大學), formerly known as Tianjin College of Finance and Economics (天津財經學院), located in the PRC, in master's course on economics (經濟學) in June 1999. He was qualified as a Senior Economist (高級經濟師) by the Agriculture Bank of China, Hebei branch (中國農業銀行河北省分行) in December 1999.

Cui Xiangxu (崔向旭)

Ms. Cui Xiangxu (崔向旭), aged 47, was appointed as our vice president on 3 August 2006. She is responsible for our finance, cost and legal management. Ms. Cui has 21 years of experience in business management in the real estate market. Ms. Cui graduated from the Lang Fang Radio & TV University (廊坊廣播電視大學), located in the PRC, majoring in accounting (會計學), a correspondence course, in July 1992. She was qualified as an Economist (經濟師) by the Medium Level Title Assessment Committee for Langfang Rural Enterprises (廊坊市鄉鎮企業中級職稱評委會) in September 2001.

Company Secretary

Ms. To Yee Man (杜依雯), aged 32, was appointed as the company secretary of our Group on 4 March 2014. Ms. To has more than 10 years of experience in accounting and finance. She worked at Ernst & Young from September 2006 to August 2013 and served as an audit manager (審計經理) before her resignation. Ms. To received her bachelor of Business Administration in Operations Management and Accounting from Hong Kong University of Science and Technology, Hong Kong, in June 2006. She has been a fellow member of the Hong Kong Institute of Certified Public Accountants since January 2010.

高級管理層

我們的高級管理層負責我們業務的日常管理。

徐明

徐明先生，50歲，於2006年3月20日獲委任為我們的副總裁。彼負責我們的資本管理及廊坊盛世建設的日常營運。徐先生於業務管理積累超過31年經驗。彼自2012年1月起擔任河北省廊坊市安次區政協七屆委員會常務委員。徐先生於1999年6月完成中國天津財經大學(前稱天津財經學院)經濟學碩士課程。彼於1999年12月獲中國農業銀行河北省分行評為高級經濟師。

崔向旭

崔向旭女士，47歲，於2006年8月3日獲委任為我們的副總裁。彼負責我們的財務、成本及法務管理。崔女士在房地產市場的業務管理領域積累21年經驗。崔女士於1992年7月畢業於中國廊坊廣播電視大學，主修會計學函授課程。彼於2001年9月獲廊坊市鄉鎮企業中級職稱評委會評為經濟師。

公司秘書

杜依雯女士，32歲，於2014年3月4日獲委任為本集團的公司秘書。杜女士於會計及金融方面具備逾10年經驗。彼於2006年9月至2013年8月期間任職安永會計師事務所，於離職前擔任審計經理。杜女士於2006年6月獲香港科技大學頒授經營管理及會計工商管理學士學位。自2010年1月起，彼為香港會計師公會的資深會員。

Corporate Governance Report

企業管治報告

The Board is pleased to present the Corporate Governance Report of the Company for the year ended 31 December 2016.

Corporate Governance Practices

The Company is committed to ensuring a high standard of corporate governance practices and continues to closely monitor the compliance with the applicable requirements. For the year ended 31 December 2016, the Company has complied with all the applicable code provisions set out in the Corporate Governance Code (the “Code”) contained in Appendix 14 to The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) except for the following deviation:

Code provision A.2.1 of the Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Wang Jianjun has been assuming the roles of both the chairman of the Board and the president of the Company since the listing of the Company’s shares on 25 August 2014. The Board believes that resting the roles of both the chairman and the president in the same person has the benefit of ensuring consistent leadership within the Group and enables more effective and efficient overall strategic planning for the Group. Although these two roles are performed by the same individual, certain responsibilities are shared with executive directors to balance the power and authority. In addition, all major decisions are made in consultation with members of the board as well as senior management. The Board has three independent non-executive directors who offer different independent perspectives. Therefore, the Board is of the view that there are adequate balances of power and safeguards in place. The Board would review and monitor the situation on a regular basis and would ensure that the present structure would not impair the balance of power in the Group.

In respect of code provision A.6.7, independent non-executive directors and other non-executive directors should attend general meetings and develop a balanced understanding of the views of the shareholders. However, due to other pre-arranged business commitments which must be attended to by each of them, Mr. Wei Yu and Ms. Zhang Xiao Mei, being independent non-executive directors of the Company, were not present at the annual general meeting of the Company held on 24 June 2016. However, Ms. Zhao Ying, being a non-executive director of the Company; and Dr. Wong Wing Kuen, Albert, being an independent non-executive director of the Company, were present at the annual general meeting to ensure an effective communication with the shareholders thereat.

董事會欣然提呈截至2016年12月31日止年度的本公司企業管治報告。

企業管治常規

本公司致力確保高標準的企業管治常規，持續密切監察適用規定的合規情況。截至2016年12月31日止年度，本公司一直遵守香港聯合交易所有限公司證券上市規則（「上市規則」）附錄14所載的企業管治守則（「守則」）所載所有適用守則條文，惟以下偏離者除外：

守則的守則條文A.2.1條規定，主席與行政總裁的角色應有區分，且不應由一人同時兼任。王建军先生自本公司股份於2014年8月25日上市起一直兼任董事會主席及本公司總裁。董事會認為，由同一人兼任主席及總裁的角色，有助確保本集團內部領導貫徹一致，使本集團的整體策略規劃更具效率及效益。儘管該兩個角色由一人同時兼任，但執行董事亦會分擔若干職責，以達致權力和授權分佈均衡。此外，所有重要決定均會在諮詢董事會成員及高級管理層後方始作出。董事會亦有三名獨立非執行董事，提供不同的獨立觀點。因此，董事會認為已具備足夠的權力平衡及保障。董事會會定期檢討及監督有關情況，確保現行架構不會削弱本集團的權力平衡。

就守則條文A.6.7條而言，獨立非執行董事及其他非執行董事應出席股東大會，並客觀公正地瞭解股東意見。然而，本公司獨立非執行董事魏宇先生及張曉梅女士由於有其他預先安排的事務必須處理，故彼等並無出席本公司於2016年6月24日舉行的股東週年大會。然而，本公司非執行董事趙穎女士及本公司獨立非執行董事王永權博士已出席股東週年大會以確保於會上與股東的有效溝通。

Corporate Governance Report

企業管治報告

Directors' Securities Transactions

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the "Model Code") as the guidelines for the directors' dealings in the securities of the Company.

Specific enquiry has been made to all directors of the Company and all directors have confirmed that they have complied with the applicable standards set out in the Model Code throughout year ended 31 December 2016.

Board of Directors

The Board is responsible for overseeing the management, businesses, strategic directions and financial performance of the Group. The Board holds regular meetings to discuss the Group's businesses and operations. The Board delegates the day-to-day management, administration and operation of the Group to the management team. The delegated functions are reviewed by the Board periodically to ensure that they accommodate the needs of the Group.

As at 31 December 2016, the Board consists of nine Directors, of whom five are executive Directors, one is non-executive Director and the remaining three are independent non-executive Directors. The table below sets out the roles of each member of the Board and their relationships:

Directors	Position
Wang Jianjun (spouse of Ms. Zhao Ying)	Executive Director, Chairman of the Board and President of the Company
Chen Liangqiu (appointed as an executive director with effect from 17 May 2016 and resigned with effect from 17 March 2017)	Executive Director
Yang Yun	Executive Director and Vice President
Wang Yagang	Executive Director and Vice President
Huang Peikun	Executive Director and Chief Financial Officer
Zhao Ying (spouse of Mr. Wang Jianjun)	Non-Executive Director
Zhang Xiaomei	Independent Non-executive Director
Wei Yu	Independent Non-executive Director
Wong Wing Kuen, Albert	Independent Non-executive Director

Brief biographical details of the Directors and senior management are set out on pages 53 to 56. Upon specific enquiry by the Company, there has been no change in the information of the Directors required to be disclosed pursuant to Rule 13.51B of the Listing Rules since the Company's last published annual report.

The Company has received annual confirmations of independence from all of the independent non-executive Directors and the Board is of the view that all the independent non-executive Directors are independent in accordance with Rule 3.13 of the Listing Rules.

董事進行證券交易

本公司已採納上市規則附錄10所載上市發行人董事進行證券交易的標準守則(「標準守則」)作為董事買賣本公司證券的指引。

本公司已向全體董事作出具體查詢，且各董事已確認彼等於截至2016年12月31日止年度一直遵守標準守則所載的適用標準。

董事會

董事會負責監督本集團的管理、業務、戰略方針及財務表現。董事會定期舉行會議以討論本集團業務及經營。董事會將本集團的日常管理、行政及經營工作授權予管理團隊。董事會定期審閱已授權的職能以保證彼等滿足本集團需要。

於2016年12月31日，董事會由九名董事組成，其中五名為執行董事，一名為非執行董事，餘下三名為獨立非執行董事。下表列載董事會各成員職責及彼等間關係：

董事	職務
王建軍 (趙穎女士配偶)	執行董事、董事會主席 兼本公司總裁
陳良秋(自2016年5月17日起獲委任為執行董事，並自2017年3月17日起辭任)	執行董事
楊允	執行董事兼副總裁
王亞剛	執行董事兼副總裁
黃培坤	執行董事兼首席財務官
趙穎 (王建軍先生配偶)	非執行董事
張曉梅	獨立非執行董事
魏宇	獨立非執行董事
王永權	獨立非執行董事

董事及高級管理層的簡歷詳情載於第53至56頁。經本公司作出具體查詢後，自本公司最近期刊發年報以來，概無董事的資料變更須根據上市規則第13.51B條予以披露。

本公司已接獲所有獨立非執行董事獨立身份的年度確認，且根據上市規則第3.13條，董事會認為所有獨立非執行董事均為獨立。

Corporate Governance Report

企業管治報告

Appointment, Re-Election and Removal of Directors

All Directors (including non-executive Directors) are appointed for a specific term of three years which may be extended as each and the Company may agree, subject to retirement by rotation and re-election at the annual general meeting ("AGM") in accordance with the articles of association of the Company. Article 84 of the articles of association of the Company provides that at each AGM, one-third of the Directors for the time being (or if their number is not a multiple of three, the number nearest to one-third) shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.

In accordance with the said provision of the Articles and the Code Provision A.4.1, in the last AGM held on 24 June 2016, at least one-third of the directors (namely Mr. Wang Jianjun, Mr. Huang Peikun and Mr. Wei Yu) were subject to retirement by rotation and were re-elected. Mr. Wang Jianjun, Mr. Huang Peikun and Mr. Wei Yu shall retire by rotation and, being eligible, offer themselves for re-election at the forthcoming Annual General Meeting.

During the reporting period, Mr. Chen Liangqiu had been appointed as an executive director by the Board of Directors of the company pursuant to Article 83(3) of the articles of association of the Company with effect from 17 May 2016. Mr. Chen subsequent resigned due to his other commitments with effect from 17 March 2017.

Attendance at Meetings of the Board, Shareholders and Board Committees

During 2016, the Board held 4 regular board meetings, 2 audit committee meetings, 2 remuneration committee meetings and 2 nomination committee meetings. As regards general meetings, the Company held the AGM on 24 June 2016.

The table below sets out the attendance of each Director at the relevant meetings:

		Number of meetings attended/eligible to attend for the year ended 31 December 2016 截至2016年12月31日止年度出席/合資格出席的會議數目				
		Board 董事會	General meeting 股東大會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會
Executive Director	執行董事					
Wang Jianjun	王建軍	4/4	1/1	N/A 不適用	N/A 不適用	2/2
Chen Liangqiu	陳良秋	2/4*	1/1	N/A 不適用	N/A 不適用	N/A 不適用
Yang Yun	楊允	4/4	0/1	N/A 不適用	N/A 不適用	N/A 不適用
Wang Yagang	王亞剛	4/4	0/1	N/A 不適用	N/A 不適用	N/A 不適用
Huang Peikun	黃培坤	4/4	1/1	N/A 不適用	N/A 不適用	N/A 不適用
Non-executive Director	非執行董事					
Zhao Ying	趙穎	4/4	1/1	N/A 不適用	2/2	N/A 不適用
Independent Non-executive Director	獨立非執行董事					
Zhang Xiaomei	張曉梅	4/4	0/1	2/2	2/2	2/2
Wei Yu	魏宇	4/4	0/1	2/2	2/2	2/2
Wong Wing Kuen, Albert	王永權	4/4	1/1	2/2	N/A 不適用	N/A 不適用

* Mr. Chen Liangqiu was appointed as an executive director on 17 May 2016. During his appointment and up to 31 December 2016, only 2 regular board meetings had been held.

委任、重選及罷免董事

所有董事(包括非執行董事)按三年(可根據其各自與本公司的協定而延長)的固定任期獲委任,並根據本公司組織章程細則於股東週年大會(「股東週年大會」)輪值退任及膺選連任。本公司組織章程細則第84條規定,於每屆股東週年大會上,當其時為數三分一的董事(或倘彼等人數並非三的倍數,則為最接近三分之一的人數)均須輪值退任,惟各董事(包括獲委任特定任期的人數)須至少每三年輪值退任一次。

根據所述細則條文及守則條文第A.4.1條,於2016年6月24日舉行的上屆股東週年大會,最少三分之一董事(即王建軍先生、黃培坤先生及魏宇先生)須輪值退任及膺選連任。王建軍先生、黃培坤先生及魏宇先生將於應屆股東週年大會上輪值退任,惟符合資格,並願意膺選連任。

於報告期間,陳良秋先生獲本公司董事會根據本公司組織章程細則第83(3)條委任為執行董事,自2016年3月17日起生效。陳先生其後因處理個人其他事務辭任,自2017年3月17日起生效。

董事會會議、股東會議及董事委員會會議出席記錄

於2016年,董事會舉行四次定期董事會會議、兩次審核委員會會議、兩次薪酬委員會會議及兩次提名委員會會議。至於股東大會,本公司於2016年6月24日舉行股東週年大會。

下表載列各董事於有關會議的出席記錄:

Corporate Governance Report

企業管治報告

Directors' Continuous Professional Development

To assist Directors' continuing professional development, the Company has arranged trainings and recommended Directors to attend relevant seminars to develop and refresh their knowledge and skills. All the Directors understand the importance of continuous professional development and are committed to participating in any suitable training to develop and refresh their knowledge and skills. The directors are also continually updated with legal and regulatory requirements, and business and market changes to facilitate the discharge of their responsibilities through various Board meetings and resolutions. The table below sets out the individual training records of each Director received for the year ended 31 December 2016:

董事的持續專業發展

為協助董事的持續專業發展，本公司已安排培訓並建議董事出席有關研討會以發展及更新彼等的知識及技能。全體董事深明持續專業發展的重要性，並致力於參加任何適當的培訓以發展及更新彼等知識及技能。董事亦透過各董事會會議及決議案，不斷獲得有關法律及監管規定、業務及市場變化的最新資料，以便履行職責。下表載列於截至2016年12月31日止年度各董事所接受培訓的個別記錄：

		Read materials 閱讀材料	Attending seminar(s)/programme(s)/ conference(s)/training(s) relevant to the Group's business or directors' duties 參加有關本集團業務或董事職責的 研討會／課程／會議／培訓
Wang Jianjun	王建軍	✓	✓
Chen Liangqiu	陳良秋	✓	✓
Yang Yun	楊允	✓	✓
Wang Yagang	王亞剛	✓	✓
Huang Peikun	黃培坤	✓	✓
Zhao Ying	趙穎	✓	✓
Zhang Xiaomei	張曉梅	✓	✓
Wei Yu	魏宇	✓	✓
Wong Wing Kuen, Albert	王永權	✓	✓

Audit Committee

The Audit Committee of the Company, consisting of three independent non-executive Directors, namely Dr. Wong Wing Kuen, Albert (Chairman), Ms. Zhang Xiaomei and Mr. Wei Yu, was established with specific written terms of reference and is responsible for the review and supervision of the Group's financial reporting process and internal controls, and recommendation on the re-appointment of external auditors. For the year ended 31 December 2016, the Audit Committee has met twice to review the unaudited interim financial statements for the six months ended 30 June 2016 and the audited financial statements for the year ended 31 December 2016, review the risk management and internal control system of the Group, review the effectiveness of the Group's internal audit function and discuss with the management and the external auditors the accounting principles and practices which may affect the Group and financial reporting matters.

The Audit Committee is of the opinion that the Group's consolidated financial statements for the year ended 31 December 2016 comply with the applicable accounting standards, the Listing Rules and all other applicable legal requirements. The Audit Committee therefore recommended for the Board's approval of the Group's consolidated financial statements for the year ended 31 December 2016.

審核委員會

本公司審核委員會由三名獨立非執行董事，即王永權博士(主席)、張曉梅女士及魏宇先生組成，具有特定書面權職範圍，並負責審閱及監督本集團的財務報告程序及內部控制，以及就續聘外聘核數師作出推薦建議。於截至2016年12月31日止年度，審核委員會召開兩次會議以審閱截至2016年6月30日止六個月未經審核中期財務報表及截至2016年12月31日止年度經審核財務報表，審閱本集團風險管理及內部控制系統報告，以及檢討本集團內部控制職能的成效及與管理層及外聘核數師討論可能影響本集團及財務報告事項的會計原則及常規。

審核委員會認為，本集團截至2016年12月31日止年度的綜合財務報表符合適用會計準則、上市規則及所有其他適用法律規定。審核委員會因而建議董事會批准本集團截至2016年12月31日止年度的綜合財務報表。

Corporate Governance Report

企業管治報告

Remuneration Committee

The Remuneration Committee, consisting of two independent non-executive directors and one non-executive director, was established with specific written terms of reference, and is responsible for making recommendations on the Company's policy and structure for the remuneration of all the Directors and senior management of the Company including making recommendations to the Board on the remuneration packages of individual executive directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policy for approval by the Board. During the reporting period, the Remuneration Committee met twice to review the remuneration policy for Directors and senior management of the Company, assess performance of the executive Directors and approve the terms of service contract entered into during the reporting period with the executive director, namely Mr. Chen Liangqiu. The remuneration for the Directors and senior management comprises basic salary, retirement benefits and discretionary bonus. Details of the amount of emoluments of Directors paid for the year ended 31 December 2016 are set out in note 11 to the consolidated financial statements. Members of the Remuneration Committee are Mr. Wei Yu (Chairman), Ms. Zhao Ying and Ms. Zhang Xiaomei.

Nomination Committee

The Nomination Committee, consisting of one executive director and two independent non-executive directors, was established with specific written terms of reference, and is responsible for considering the suitability of a candidate to act as a Director on the basis of the candidate's qualification, experience, integrity and potential contribution to the Company, and approving and terminating the appointment of a Director. During the reporting period, the Nomination Committee met twice to review the policy for nomination of directors, review the background and experience of Mr. Chen Liangqiu and approve the recommendation of Mr. Chen Liangqiu to the Board for appointment as an executive Director. A candidate to be appointed as independent non-executive Director must also meet the independence requirement set out in Rule 3.13 of the Listing Rules. Members of the Nomination Committee are Mr. Wang Jianjun (Chairman), Mr. Wei Yu and Ms. Zhang Xiaomei.

Board Diversity Policy

The Board has adopted a board diversity policy. The Company seeks to achieve board diversity through the consideration of a number of factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board. As at the date of this report, the Board comprises eight directors, of whom six are males and two are females. Three are independent non-executive Directors, thereby promoting critical review and control of the management process. The Board is also characterised by significant diversity, whether considered in terms of gender, nationality, professional background and skills.

薪酬委員會

具有特定權職範圍的薪酬委員會已告成立，成員包括兩名獨立非執行董事及一名執行董事，負責就本公司所有董事及高級管理層薪酬的政策和架構（包括就個別執行董事及高級管理層的薪酬方案向董事會作出推薦建議），以及就制定正式和透明的程序以使訂立薪酬政策獲董事會批准，作出推薦建議。於報告期間，薪酬委員會召開兩次會議以審閱本公司董事及高級管理層的薪酬政策、評估執行董事的表現以及批准於報告期間與執行董事陳良秋先生訂立的服務合約條款。董事及高級管理層的薪酬政策包括基本薪金、退休福利及酌情花紅。於截至2016年12月31日止年度所支付的董事薪酬金額詳情載於綜合財務報表附註11。薪酬委員會成員為魏宇先生（主席）、趙穎女士及張曉梅女士。

提名委員會

具有特定權職範圍的提名委員會已告成立，成員包括一名執行董事及兩名獨立非執行董事，負責基於候選人的資格、經驗、品行及對本公司的潛在貢獻考量候選人出任董事的適合性，以及批准及終止委任董事。於報告期間，提名委員會召開兩次會議，以檢討提名董事的政策、審閱陳良秋先生的背景及經驗以及批准向董事會作出有關委任陳良秋先生為執行董事的推薦建議。將獲委任為獨立非執行董事的候選人亦須符合上市規則3.13條所載的獨立性規定。提名委員會成員為王建軍先生（主席）、魏宇先生及張曉梅女士。

董事會成員多元化政策

董事會已採納董事會多元化政策。本公司試圖通過考慮多項因素，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年期，以實現董事會成員多元化。董事會所有委任均以用人唯才為原則，並在考慮人選時以客觀條件充分顧及董事會成員多元化的裨益。於本報告日期，董事會成員包括八位董事，其中六位為男士及兩位為女士。三位為獨立非執行董事，因此有助於嚴格檢討及監控管理程序。董事會成員無論從性別、國籍、專業背景及技能而言，亦具有濃厚的多元化特色。



Corporate Governance Report

企業管治報告

Corporate Governance Functions

No corporate governance committee has been established. The Board is responsible for performing the corporate governance functions such as developing and reviewing the Company's policies, practices on corporate governance, reviewing and monitoring the training and continuous professional development of Directors and senior management, reviewing and monitoring the Company's policies and practices in compliance with legal and regulatory requirements, reviewing the Company's compliance with the Corporate Governance Code and disclosure in the Corporate Governance Report.

Directors' Responsibility in Respect of Financial Reporting

The Directors acknowledge that they are responsible for overseeing the preparation of the financial statements which give a true and fair view of the state of affairs and results of the Group. In doing so, the Directors opted for suitable accounting policies and applied them consistently and used accounting estimates as appropriate in the circumstances. With the assistance of the accounting and finance staffs, the Directors ensured that the financial statements of the Group are prepared in accordance with statutory requirements and appropriate financial reporting standards.

The statement of the external auditor of the Company, Deloitte Touche Tohmatsu, in relation to their reporting responsibilities on the financial statements of the Group is set out in the Independent Auditor's Report on pages 80 to 84.

Risk Management and Internal Control

The Board acknowledges that it is responsible for the risk management and internal control system of the Group, and an effective risk management and internal control system enhances the Group's ability in achieving business objectives, safeguarding assets, complying with applicable laws and regulations and contributes to the effectiveness and efficiency of its operations. As such, the Group's internal control procedures include a comprehensive budgeting, information reporting and performance monitoring system. The Audit Committee reviews the effectiveness of the Group's internal audit function and the Group's risk management and internal control system annually, covering all key control, including financial, operational and compliance. The examination consisted of enquiry, discussion and validation through observation and inspection (if necessary). The result of review will be reported to the Board and some measures would be proposed if there is any area for improvement. The Board is satisfied with the effectiveness and adequacy of the risk management and internal control system of the Group during the reporting period.

企業管治職能

本公司並未成立任何企業管治委員會。董事會負責執行企業管治職能，如制訂及檢討本公司企業管治的政策及常規、檢討及監督為董事及高級管理層提供的培訓及持續專業發展、檢討及監督本公司的政策及常規以確保其符合法律及監管規定、檢討本公司有否遵守企業管治報告所載的企業管治守則及披露。

董事須就財務報告承擔的責任

董事確認，彼等有責任監督編製能真實及公平反映本集團財政狀況及業績的財務報表。為此，董事選擇並貫徹運用適合的會計政策及於適當情況下運用會計估計。在會計及財務人員的協助下，董事確保本集團的財務報表乃根據法定規定及適當的財務報告準則編製。

本公司外聘核數師德勤•關黃陳方會計師行有關彼等對本集團財務報表報告責任的聲明載於第80至84頁獨立核數師報告。

風險管理及內部監控

董事會確認，其有責任為本集團建立風險管理及內部監控系統，並維持有效的風險管理及內部監控系統以加強本集團實現業務目標、保障資產安全及符合適用法律及法規的能力，並提高本集團的營運成效及效率。因此，本集團的內部監控程序包括全面的預算、資料申報及表現監察系統。審核委員會每年檢討本集團內部審計職能的成效以及本集團風險管理及內部控制系統，當中涵蓋所有關鍵控制、包括財務、營運及合規事宜。審查包括查詢、討論及透過觀察與檢查核實(如需要)。檢討結果將向董事會匯報，如有任何改進之處，將提出若干措施。於報告期間，董事會對本集團的風險管理及內部監控系統成效及足夠性感到滿意。

Corporate Governance Report

企業管治報告

Auditors' Remuneration

For the year ended 31 December 2016, the total fees paid/payable in respect of services provided by the Group's external auditors are set out below:

Services rendered	所提供的服務	Fees paid/payable 已付／應付費用 RMB'000 人民幣千元
Audit and review services	審計及審閱服務	2,650

Remuneration of Senior Management

For the year ended 31 December 2016, the remuneration of the members of the senior management is set out by band as follows:

Band of remuneration (HK\$)	薪酬組別(港元)	Number of person 人數
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	2

Company Secretary

Ms. To Yee Man ("Ms. To") was appointed as the company secretary of the Company on 4 March 2014. The biographical details of Ms. To are set out under the section headed "Biographies of the Directors and Senior Management". For the year ended 31 December 2016, Ms. To has taken no less than 15 hours of relevant professional training in accordance with Rule 3.29 of the Listing Rules.

Shareholders' Rights

The general meetings of the Company provide an opportunity for communication between the shareholders of the Company and the Board. An AGM of the Company shall be held in each year and at the place as may be determined by the Board. Each general meeting, other than an AGM, shall be called an extraordinary general meeting ("EGM").

核數師酬金

截至2016年12月31日止年度，就本集團外聘核數師所提供的服務已付／應付的總費用載列如下：

高級管理層的薪酬

截至2016年12月31日止年度，高級管理層成員的薪酬按組別載列如下：

公司秘書

杜依雯女士（「杜女士」）於2014年3月4日獲委任為本公司的公司秘書。杜女士的履歷詳情載列於「董事及高級管理人員履歷」一節。截至2016年12月31日止年度，杜女士根據上市規則第3.29條已接受不少於15小時的相關專業培訓。

股東權利

本公司股東大會提供機會讓本公司股東與董事會溝通。本公司股東週年大會須每年於董事會可能決定的地點舉行。各股東大會，除了股東週年大會，應被稱為股東特別大會（「股東特別大會」）。



Corporate Governance Report

企業管治報告

1. Right to Convene EGM

Any one or more members holding at the date of the deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Company Secretary of the Company, to require an EGM to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within 2 months after the deposit of such requisition.

The written requisition must state the purposes of the meeting, be signed by the requisitionist(s) and deposited to the Board or the company secretary of the Company at the Company's principal place of business at Room 1902, China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong, and such may consist of several documents in like form, each signed by one or more requisitionists.

The request will be verified with the Company's branch share registrars in Hong Kong and upon their confirmation that the request is proper and in order, the company secretary of the Company will ask the Board to convene an EGM by serving sufficient notice in accordance with the statutory requirements to all the registered members. On the contrary, if the request has been verified to not be in order, the shareholders will be advised of this outcome and accordingly, an EGM will not be convened as requested. If within 21 days from the date of the deposit of the requisition the Board fails to proceed to convene such meeting, the requisitionist(s), may convene a meeting in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

The notice period to be given to all the registered members for consideration of the proposal raised by the requisitionist(s) concerned at the EGM varies according to the nature of the proposal, as follows:

- At least 21 clear days' notice (and not less than 10 clear business days) if the proposal constitutes a special resolution of the Company in EGM;
- At least 14 clear days' notice (and not less than 10 clear business days) for proposal of all other EGMs.

1. 召開股東特別大會的權利

於提交請求日期持有附帶於本公司股東大會上投票權的本公司實繳資本不少於十分之一的任何一名或多名股東，有權隨時向董事會或本公司公司秘書提出書面請求，要求董事會就處理該請求所指任何事宜而召開股東特別大會，且該會議須於該請求提交後兩個月內舉行。

書面請求必須載有召開大會的目的，並由請求人簽署並提交至董事會或本公司公司秘書，地址為本公司位於香港干諾道中168-200號信德中心招商局大廈1902室的主要營業地點，並因此可包含表格等若干文件，惟每份文件須由一名或多名請求人簽署。

有關請求將由本公司於香港的股份過戶登記分處核實，而於彼等證明該請求為適當及有序後，本公司的公司秘書將要求董事會根據法定規定向全體登記股東作出充分通知而召開股東特別大會。相反，倘該請求經核實為無序，則將告知股東此結果並因此，股東特別大會將不會按要求召開。倘自提交請求日期起21日內董事會無法召開該等會議，請求人可以同樣方式召開會議，且請求人因董事會失責產生的全部合理費用將由本公司補償予請求人。

全體登記股東須獲發出通知以考慮有關請求人在股東特別大會上所提出建議的期限，因建議的性質而異，詳情如下：

- 倘建議構成本公司於股東特別大會一項特別決議案，則最少需發出二十一個完整日的通知(及不少於十個完整營業日)；
- 所有其他股東特別大會的建議最少須發出十四個完整日的通知(及不少於十個完整營業日的通知)。

Corporate Governance Report

企業管治報告

2. Right to Put Enquiries to the Board

Shareholders have the right to put enquiries to the Board. All enquiries shall be in writing and sent by post to the principal place of business of the Company in Hong Kong for the attention of the company secretary.

3. Right to Put Forward Proposals at General Meetings

There are no provisions allowing shareholders to propose new resolutions at the general meetings under the Cayman Islands Companies Law (2011 Revision). However, shareholders are requested to follow Article 58 of the Company's Articles of Association for including a resolution at an EGM. The requirements and procedures are set out above. Pursuant to Article 85 of the Company's Articles of Association, no person other than a director retiring at a meeting shall, unless recommended by the directors for election, be eligible for appointment as a director at any general meeting unless a notice signed by a member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the registration office provided that the minimum length of the period, during which such notice(s) are given, shall be at least 7 days and that (if the notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodging of such notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting. The written notice must state that person's biographical details as required by Rule 13.51(2) of the Listing Rules. The procedures for shareholders of the Company to propose a person for election as director is posted on the Company's website.

Investors Relations

The Company has maintained a continuing dialogue with the Company's shareholders and investors through various channels, including, among others, the Company's interim reports, notices, announcements and the Company's website at www.vastiud.com. The Company also holds press conferences from time to time at which the Executive Directors and senior management of the Group are available to answer questions regarding the Group's business and performance.

Change in Constitutional Documents

For the year ended 31 December 2016, there had been no change to the Company's memorandum and articles of association.

2. 向董事會提出質詢的權利

股東有權向董事會提出質詢。全部質詢應以書面形式郵寄至本公司於香港的主要營業地點，收件人為公司秘書。

3. 於股東大會提出議案的權利

根據開曼群島公司法(2011年修訂)，並無規定允許股東於股東大會提出新的決議案。然而，就股東特別大會中加插一項決議案，本公司要求股東遵守本公司的組織章程細則第58條。其規定及程序於上文載列。根據本公司的組織章程細則第85條，除非獲董事推薦參選，否則除會上退任董事外，概無任何人士有資格於任何股東大會上參選股東，除非由正式合資格出席大會並於會上投票的股東(並非擬參選人)簽署通知，表明建議提名該人士參選的意向，另外，由獲提名人士簽署通知，表明願意參選。該等通知須呈交總辦事處或過戶登記處，惟該等通知的最短通知期限為至少7日，倘該等通知是於寄發有關該推薦的股東大會通知後呈交，則呈交該等通知的期間由寄發有關該推薦的股東大會通知日起計至不遲於該股東大會舉行日期前7日止。書面通知須根據上市規則13.51(2)條規定載列個人履歷詳情。本公司股東推薦個人參選董事的程序登載於本公司網站。

投資者關係

本公司已透過多種渠道，其中包括本公司的中期報告、通知、公告及本公司的網站 www.vastiud.com 與本公司股東及投資者維持持續對話。本公司亦不時舉辦記者招待會，本集團執行董事及高級管理層可於此等會議就本集團的業務及表現回答提問。

章程文件變動

截至2016年12月31日止年度，本公司組織章程大綱及細則並無變動。



Director's Report 董事會報告

The Board is pleased to present its report and the audited financial statements of the Company and of the Group for the year ended 31 December 2016.

Principal Activities and Analysis of Operations

The Company is an investment holding company. The principal activities of the Group are the provision of services in the planning, development and operation of large-scale industrial towns in China.

Business Review and Performance

A fair review of the business of the Group and a discussion and analysis of the Group's performance during the year and the material factors underlying its results and financial position as required by schedule 5 to the Hong Kong Companies Ordinance (Chapter 622 of the Laws of Hong Kong) are included in the Chairman's Statement and Management Discussion and Analysis sections from pages 6 to 11 and pages 12 to 52 of this report, respectively. The future development of the Group's business is discussed in the Chairman's Statement from pages 6 to 11 of this report. The Chairman's Statement and the Management Discussion and Analysis section form part of this Directors' Report.

Results

Results of the Group for the year ended 31 December 2016 are set out in the consolidated statement of profit or loss and other comprehensive income on page 85.

Dividends

The Board has proposed to recommend the payment of a dividend of HKD0.12 per share in cash to the shareholders of the Company for the year ended 31 December 2016, representing a total payment of approximately HKD196,516,920. The annual dividend is subject to approval of the shareholders at the forthcoming annual general meeting of the Company proposed to be held on 23 June 2017.

Upon shareholders' approval to be obtained at the AGM, the annual dividend will be payable on or around 12 July 2017 to the shareholders of the Company whose names appear on the register of members of the Company at the close of business on 28 June 2017.

董事會欣然提呈董事會報告以及本公司及本集團截至2016年12月31日止年度經審核財務報表。

主要業務及營運分析

本公司為投資控股公司。本集團的主要業務為向中國大型產業城鎮的規劃、發展及營運提供服務。

業務回顧及表現

本集團就香港法例第622章香港公司條例附表5所規定作出公正的業務回顧及本集團年內表現的討論及分析以及有關其業績與財務狀況的重大因素分別載列於本報告第6至11頁及第12至52頁的主席報告及管理層討論及分析。本集團業務的未來發展於本報告第6至11頁的主席報告論述。主席報告及管理層討論及分析各節構成本董事會報告書部分。

業績

本集團截至2016年12月31日止年度的業績載列於第85頁的綜合損益及其他綜合收益表。

股息

董事會建議以現金向本公司股東派發截至2016年12月31日止年度的股息每股0.12港元，即派發總額約為196,516,920港元。年度股息須待股東在本公司將於2017年6月23日舉行的應屆年度股東大會上批准後，方可作實。

待於股東週年大會上取得股東批准後，年度股息將於2017年7月12日或前後派付予於2017年6月28日營業時間結束時名列本公司股東名冊的股東。

Director's Report

董事會報告

Closure of Register of Members and Record Date

The register of members of the Company will be closed from 20 June 2017 to 23 June 2017, both days inclusive, during which period no transfer of shares of the Company will be registered, for the purpose of ascertaining shareholders' entitlement to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all transfers of shares of the Company accompanied by the relevant share certificates and appropriate transfer forms must be lodged for registration with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on 19 June 2017.

In order to qualify for the entitlement of the annual dividend, all transfers of shares of the Company accompanied by the relevant share certificates and appropriate transfer forms must be lodged for registration with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on 28 June 2017.

Five Year Financial Summary

Five year financial summary of the Group is set out on page 212.

Tax Relief and Exemption

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

Property, Plant and Equipment

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

Investment Properties

Details of the movements in investment properties of the Group are set out in note 16 to the consolidated financial statements.

Borrowings and Capitalization of Interests

Details of borrowings are set out in note 29 to the consolidated financial statements. Details of the Group's capitalized interest expenses and other borrowing costs during the year under review are set out in note 9 to the consolidated financial statements.

暫停辦理股東登記手續及記錄日期

本公司將於2017年6月20日至2017年6月23日(包括首尾兩日)止期間暫停辦理股東登記手續,期間概不受理本公司股份過戶登記,以確定有權出席股東週年大會並於會上投票的股東資格。為合資格出席股東週年大會並於會上投票,所有本公司股份過戶文件連同有關股票及過戶表格須於2017年6月19日下午4時30分前,送達本公司的香港股份過戶登記分處香港中央證券登記有限公司,地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖,以辦理登記手續。

為釐定有權獲取建議年度股息,所有本公司股份過戶文件連同有關股票及過戶表格須於2017年6月28日下午4時30分前,送達本公司的香港股份過戶登記分處香港中央證券登記有限公司,地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。

五年財務概要

本集團五年財務概要載列於第212頁。

稅務減免

董事並不知悉股東因持有本公司證券而享有任何稅務減免。

物業、廠房及設備

本集團物業、廠房及設備變動詳情載列於綜合財務報表附註15。

投資物業

本集團投資物業變動詳情載列於綜合財務報表附註16。

借款及利息資本化

借款詳情載列於綜合財務報表附註29。本集團於回顧年度內資本化利息開支及其他借款成本的詳情載於綜合財務報表附註9。

Director's Report

董事會報告

Convertible Bonds and Notes

On 23 December 2015, the Company entered into the Subscription Agreement with Goldmark Success Ltd. (the "Subscriber") and other parties, pursuant to which the Subscriber has conditionally agreed to subscribe for, and the Company has conditionally agreed to issue, the three-year term 6% convertible bonds in the principal amount of US\$50,000,000 (the "Convertible Bonds") and the three-year term 12% notes in the principal amount of US\$50,000,000 (the "Notes")(the "Subscription"). The Convertible Bonds and the Notes were secured by the pledge of equity interests in certain subsidiaries of the Company and guaranteed by Mr. Wang Jianjun (the executive Director and chairman of the Board) and Ms. Zhao Ying (the non-executive Director and controlling shareholder of the Company).

Completion of the Subscription took place on 30 December 2015 and the Convertible Bonds and Notes were issued to the Subscriber on the same day. Holders of the Convertible Bonds have the right at any time during the term of the Convertible Bonds requiring the Company to convert all or any part of the principal amount outstanding under the Convertible Bonds into Shares of the Company at the conversion price of HK\$3.1 per Share, subject to adjustments. Upon full conversion of the Convertible Bonds, a total of 125,000,000 Shares (the "Conversion Shares") will be issued, representing approximately 7.63% of the existing issued share capital of the Company and approximately 7.09% of the issued share capital of the Company as enlarged by the issue of the Conversion Shares. The Conversion Shares, upon issue, shall rank at least pari passu in all respects with the Shares then in issue. As at the latest practicable date prior to the issue of this report, no conversion rights under the Convertible Bonds had been exercised.

The net proceeds from the issue of the Convertible Bonds and the Notes, which amounted to approximately US\$98.3 million, was received by the Company and was intended to be used for the purpose of capital expenditure (including those relating to merger and acquisition, but excluding repurchase of shares and any other margin financing related activities) and general working capital.

Details of the Group's Convertible Bonds and Notes are set out in note 30 to the consolidated financial statements.

Share Capital

Movements in the share capital of the Company during the year under review and as at 31 December 2016 are set out in note 31 to the consolidated financial statements.

Share Premium and Reserves

Movements in the share premium and reserves of the Group and the Company during the year under review are set out on page 88 in the consolidated statement of changes in equity and in note 43 to the consolidated financial statements.

Distributable Reserves

The Company's total distributable reserves as at 31 December 2016 amounted to RMB720,578,000.

可轉換債券與票據

於2015年12月23日，本公司與Goldmark Success Ltd.（「認購人」）及其他訂約方訂立認購協議，據此，認購人已有條件同意認購而本公司已有條件同意發行三年期年利率為6%，本金額為50,000,000美元的可轉換債券（「可轉換債券」）及三年期年利率為12%，本金額為50,000,000美元的票據（「票據」）（「認購事項」）。可轉換債券及票據由本公司於若干附屬公司的股權抵押並由王建軍先生（執行董事兼董事會主席）及趙穎女士（非執行董事兼本公司控股股東）擔保。

認購事項於2015年12月30日落實完成，於同日已向認購人發行可轉換債券及票據。可轉換債券持有人有權於可轉換債券年期內任何時間要求本公司按換股價每股股份3.1港元（可予調整）將可轉換債券項下的全部或任何部分未償還本金額轉換為本公司股份。於悉數轉換可轉換債券後，合共125,000,000股股份（「換股股份」）將予以發行，相當於本公司現有已發行股本約7.63%及本公司經發行換股股份擴大的已發行股本約7.09%。換股股份於發行後將於所有方面與當時已發行股份至少享有同等地位。於本報告刊發前的最後實際可行日期，概無可轉換債券項下的換股權已獲行使。

本公司已收取發行可轉換債券及票據的所得款項淨額約為98.3百萬美元，並擬將該等所得款項淨額用作資本開支（包括與併購相關者，但不包括購回股份及任何其他保證金融資相關活動）及一般營運資金。

本集團可轉換債券與票據詳情載於綜合財務報表附註30。

股本

本公司於回顧年度內及於2016年12月31日的股本變動載列於綜合財務報表附註31。

股份溢價及儲備

本集團及本公司本回顧年度內的股份溢價及儲備變動詳情載列於第88頁綜合權益變動表及綜合財務報表附註43。

可供分派儲備

於2016年12月31日本公司可供分派儲備總額為人民幣720,578,000元。

Director's Report

董事會報告

Contingent Liabilities

The Group provided guarantees to banks and non-financial institutions which granted mortgage loans to certain purchasers of the Group's properties. As at 31 December 2016, such mortgage loan guarantees amounted to RMB968.2 million compared to RMB786.0 million as at 31 December 2015. Such guarantees would be released upon the earlier of: (i) the transfer of the relevant building ownership certificates to the purchasers; or (ii) the satisfaction of obligations under the mortgage loans by the purchasers.

Pledge of Assets

Certain assets of the Group have been pledged to the banks, trust fund companies and non-financial institutions to secure certain loans and banking facilities granted to the Group. For details, please refer to note 29 to the consolidated financial statements in this report.

The Convertible Bonds and the Notes are jointly guaranteed by the Ultimate Controlling Shareholders and secured by the pledge of entire equity interest of Shing Cheong Holdings, China Vast International, King Billion and Sheng Shi International.

Significant Investments, Acquisitions and Disposals

The Group has made certain disposals during the reporting period. For details, please refer to page 21 in the Management Discussion and Analysis section of this report.

Save as disclosed above, the Group did not make any material acquisition or disposal of subsidiaries and associated companies and significant investments during the year ended 31 December 2016.

Major Suppliers and Customers

During the year ended 31 December 2016, the percentages of purchases from the Group's largest supplier and the five largest suppliers were 24.4% and 58.2%, respectively. The percentages of sales attributable to the Group's largest customer and the five largest customers were 30.4% and 42.2%, respectively.

As far as the Directors are aware, none of the Directors, their close associates, nor the substantial shareholders had any interest in the five largest customers and suppliers of the Group.

或有負債

本集團就銀行及非銀行金融機構授予本集團若干物業買家的按揭貸款，向該等銀行及非銀行金融機構作出擔保。於2016年12月31日，該等按揭貸款擔保為人民幣968.2百萬元，而2015年12月31日則為人民幣786.0百萬元。該等擔保會於下列各項中較早發生時間解除：(i)向買家轉讓相關房屋所有權證時；或(ii)買家履行按揭貸款項下的責任時。

資產質押

本集團若干資產已質押予銀行、信托基金公司及非銀行金融機構，作為本集團獲授的若干貸款及銀行融資的抵押。有關詳情請參閱本報告的綜合財務報表附註29。

該等可轉換債券與票據均由最終控股股東所擔保，以抵押誠昌控股、中國宏泰國際、兆帝以及盛世國際全部的權益作為保證。

重大投資、收購及出售

本集團於報告期間進行若干出售，詳情請參閱本報告管理層討論及分析一節第21頁。

除上文披露者外，截至2016年12月31日止年度，本集團並無進行附屬公司及聯營公司的任何重大收購出售事項，亦無作出重大投資。

主要供應商及客戶

截至2016年12月31日止年度，本集團於其最大供應商及五大供應商的採購額百分比分別為24.4%及58.2%。本集團最大客戶及五大客戶所佔銷售額百分比分別為30.4%及42.2%。

就董事所知，概無董事、彼等緊密聯繫人士或主要股東於本集團五大客戶及供應商中擁有任何權益。

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董事會報告

Donations

No charitable donations made by the Group during the year (2015: RMB600,000).

Remuneration Policy and Retirement Benefits of the Group

As at 31 December 2016, the Group had a total of 917 employees (31 December 2015: 667 employees). The Group provides employees with competitive remuneration and benefits, and the remuneration policy will be reviewed on a regular basis based on the performance and contribution of the employees and the industry remuneration level. In addition, the Group also provides various training courses to enhance the employees' skills and capabilities in all aspects.

Details of the Group's the retirement benefit plans are set out in note 38 to the consolidated financial statements.

Share Option Scheme

The Company adopted a share option scheme (the "Scheme") pursuant to a resolution passed on 21 July 2015 which will be valid for 10 years from the adoption date for the primary purpose of providing incentives to Directors and eligible employees as incentives or rewards for their contribution or potential contribution to the development and the growth of the Group.

Under the Scheme, the Company may grant to eligible employees including Directors, employees, consultants, business partners or advisers, to subscribe for shares in the Company. Under the rules of the Scheme, the Board has discretion to set a minimum period for which a share option has to be held before it can be exercised. Such discretion allows the Board to provide incentives to grantees to remain employed with the Group during the minimum period and thereby enabling the Group to benefit from the continued services of such grantees during such period. This discretion, coupled with the power of the Board to impose any performance target as it considers appropriate before any share option can be exercised, enables the Group to incentivise the grantees. Subject to the Listing Rules, the Board also has discretion in determining the subscription price in respect of any share option.

The total number of Shares that may fall to be allotted and issued under the Scheme after the resolution regarding the adoption of the Scheme is passed on 21 July 2015 were 163,764,100 shares, representing 10% of the total number of shares in issue at the date on which the Scheme as adopted.

On 28 July 2015, 90,750,000 share options to subscribe for up to a total of 90,750,000 ordinary shares of HK\$0.01 each of the Company were granted to certain individuals under the Scheme. For details, please refer to the announcement of the Company dated 28 July 2015.

As at 31 December 2016, the number of shares in respect of which options remained outstanding under the Scheme was 72,000,000.

捐款

本集團於年內無慈善捐款(2015年:人民幣600,000元)。

本集團薪酬政策及退休福利

於2016年12月31日,本集團共有917名僱員(2015年12月31日:667名僱員)。本集團為僱員提供具競爭力的薪酬及福利,並會按照僱員表現及貢獻以及行業薪酬水平定期檢討薪酬政策。此外,本集團亦提供不同培訓課程,藉以提升僱員各方面的技能。

本集團的退休福利計劃詳情載列於綜合財務報表附註38。

股份期權計劃

本公司出於激勵董事以及合資格員工的目的,根據在2015年7月21日通過的一項決議案實行了公司的股份期權計劃(「該計劃」)(將於採納日期起十年內生效),作為彼等對本集團的發展及增長所作出或可能作出的貢獻的激勵或獎賞。

根據該計劃,本公司可以將本公司的股份授予部分符合條件的員工,包括董事、僱員、諮詢人、業務夥伴或顧問等。根據該計劃的規則,董事會可酌情設定購股權可予行使前須持有的最低期限。此酌情權容許董事會獎勵承授人,使彼等於最低期限內繼續受僱於本集團,從而令本集團於有關期限可繼續從該等承授人的服務獲益。該酌情權,配合董事會可訂立任何其認為於購股權可予行使前屬適當的表現目標的權力,使本集團可獎勵承授人。受上市規則所限,董事會亦可酌情釐定任何購股權的認購價。

待有關採納該計劃的決議案於2015年7月21日獲通過後,根據該計劃可能須予配發及發行的股份總數為163,764,100股,佔該計劃採納日期已發行股份總數10%。

於2015年7月28日,90,750,000份股份期權根據該計劃授予若干人士,該等期權可最多認購本公司合共90,750,000股每股面值0.01港元的普通股。詳情請參閱本公司日期為2015年7月28日的公告。

於2016年12月31日,該計劃項下與尚未行使的期權有關的股份數目為72,000,000股股份。

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The following share options were outstanding under the Scheme during the year: 以下股份期權於本年度在該計劃下尚未行使：

Name or category of participant 參加者的姓名或類別	Number of share options 股份期權數目			At 31 December 2016 於2016年12月31日	Date of grant of share options 股份期權授出日期	Exercise price of share options 股份期權行使價 HK\$ 港元	Exercise period of share option 股份期權行使期	Price of Company's shares 本公司股份的股價	
	At 1 January 2016 於2016年1月1日	Granted during the year 於年內授出	Lapsed during the year 於年內失效					At grant date 於授出日期 HK\$ 港元	At exercise date 於行使日期 HK\$ 港元
Executive directors									
執行董事									
Yang Yun 楊允	4,500,000	-	-	4,500,000	28-Jul-2015 2015年7月28日	3.02	Note 1 附註1	2.80	N/A 不適用
Wang Yagang 王亞剛	4,500,000	-	-	4,500,000	28-Jul-2015 2015年7月28日	3.02	Note 1 附註1	2.80	N/A 不適用
Huang Peikun 黃培坤	4,500,000	-	-	4,500,000	28-Jul-2015 2015年7月28日	3.02	Note 1 附註1	2.80	N/A 不適用
	13,500,000	-	-	13,500,000					
Other employees and those who have contributed or may contribute to the Group 其他僱員及曾經或可能對本集團作出貢獻的人士	68,950,000	-	(10,350,000)	58,500,000	28-Jul-2015 2015年7月28日	3.02	Note 1 附註1	2.80	N/A 不適用
	82,350,000	-	(10,350,000)	72,000,000					

Note 1: One-third of which are exercisable during the periods from 28 July 2016 to 31 July 2019, from 28 July 2017 to 31 July 2019 and from 28 July 2018 to 31 July 2019, respectively.

附註1：三分之一股份期權須於2016年7月28日至2019年7月31日期間行使，另外三分之一股份期權於2017年7月28日至2019年7月31日期間行使，餘下三分之一股份期權須於2018年7月28日至2019年7月31日期間行使。

Details of the Group's Share Option Scheme are set out in note 39 to the consolidated financial statements.

本集團股份期權計劃的詳情載於綜合財務報表附註39。

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董事會報告

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

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

Directors

The directors of the Company during the year ended 31 December 2016 and up to the date of this report were:

Directors	Position
Wang Jianjun (spouse of Ms. Zhao Ying)	Executive Director, Chairman of the Board and President of the Company
Chen Liangqiu (appointed as an executive director with effect from 17 May 2016 and resigned with effect from 17 March 2017)	Executive Director
Yang Yun	Executive Director and Vice President
Wang Yagang	Executive Director and Vice President
Huang Peikun	Executive Director and Chief Financial Officer
Zhao Ying (spouse of Mr. Wang Jianjun)	Non-Executive Director
Zhang Xiaomei	Independent Non-executive Director
Wei Yu	Independent Non-executive Director
Wong Wing Kuen, Albert	Independent Non-executive Director

Brief biographical details of the Directors and senior management are set out on pages 53 to 56. Upon specific enquiry by the Company, there has been no change in the information of the Directors required to be disclosed pursuant to Rule 13.51B of the Listing Rules since the Company's last published annual report.

All Directors are appointed for a specific term of three years which may be extended as each and the Company may agree, subject to retirement by rotation and re-election at the annual general meeting ("AGM") in accordance with the articles of association of the Company. Article 84 of the articles of association of the Company provides that at each AGM, one-third of the Directors for the time being (or if their number is not a multiple of three, the number nearest to one-third) shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.

Directors' Service Contracts

None of the Directors who are proposed for re-election at the forthcoming AGM has a service contract with any member of the Group which is not determinable by the Group within one year without the payment of compensation other than statutory compensation.

Directors' Interests in Significant Contracts

Save as disclosed in note 41 to the consolidated financial statements, no contract of significance in relation to the Group's business to which the Company, any of its subsidiaries or its fellow subsidiaries was a party and in which any Director or Controlling Shareholder of the Company had a material interest, whether directly or indirectly, subsisted at the end of the financial year or at any time during the financial year under review.

購買、出售或贖回本公司上市證券

期內，本公司及其任何附屬公司並無購買、出售或贖回本公司任何上市證券。

董事

截至2016年12月31日止年度及直至本報告日期止，本公司的董事如下：

董事	職務
王建军 (趙穎女士配偶)	執行董事、董事會主席 兼本公司總裁
陳良秋(自2016年 5月17日起獲委任為 執行董事，並自2017 年3月17日起辭任)	執行董事
楊允	執行董事兼副總裁
王亞剛	執行董事兼副總裁
黃培坤	執行董事兼首席財務官
趙穎 (王建军先生配偶)	非執行董事
張曉梅	獨立非執行董事
魏宇	獨立非執行董事
王永權	獨立非執行董事

董事及高級管理層的簡歷詳情載於第53至56頁。經本公司作出具體查詢後，自本公司最近期刊發年報以來，概無董事的資料變更須根據上市規則第13.51B條予以披露。

所有董事按三年(可根據其各自與本公司的協定而延長)的固定任期獲委任，並根據本公司組織章程細則於股東週年大會上(「股東週年大會」)輪值退任及膺選連任。本公司組織章程細則第84條規定，於每屆股東週年大會上，當其時為數三分一的董事(或倘彼等人數並非三的倍數，則為最接近三分一的人數)均須輪值退任，惟各董事(包括獲委任特定任期的人數)須至少每三年輪值退任一次。

董事服務合約

擬於應屆股東週年大會上膺選連任的董事，概無與本集團訂立不可於一年內由本集團終止而毋須作出賠償(法定賠償除外)的服務合約。

董事於重大合約的權益

除綜合財務報表附註41披露者外，本公司、其任何或控股股東附屬公司或其同系附屬公司概無訂立本公司董事直接或間接擁有重大利益且與本集團業務有關而於本財政年度終結日或本回顧財政年度內任何時間仍屬有效的重大合約。

Director's Report

董事會報告

Directors' Rights to Purchase Shares or Debentures

Save as disclosed in this report, at no time during the year under review, was the Company or any of its subsidiaries a party to any arrangement that would enable the Directors of the Company to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the Directors or any of their spouses or children under the age of 18, were granted any right to subscribe for the equity or debt securities of the Company or any other body corporate or had exercised any such right.

Disclosure of Interests

Directors

As at 31 December 2016, the interest or short positions of the directors or the chief executive of the Company in the Shares or underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code contained in Appendix 10 to the Listing Rules, were as follows:

Long positions in the ordinary Shares:

Name of Director	Nature of interest	Number of securities held	Approximate percentage of shareholding
董事姓名	權益性質	所持證券數目	佔股權概約百分比
Ms. Zhao Ying (Note 1) 趙穎女士(附註1)	Interest in a controlled corporation 受控制法團權益	1,027,291,664	62.73%
Mr. Wang Jianjun (Note 2) 王建軍先生(附註2)	Interest of spouse 配偶權益	1,027,291,664	62.73%
Mr. Huang Peikun 黃培坤先生	Beneficial owner 實益擁有人	20,000	00.00%

Notes:

- (1) Ms. Zhao Ying is the sole shareholder of Profit East Limited and is deemed to be interested in the Shares held by Profit East Limited.
- (2) Mr. Wang Jianjun, the spouse of Ms. Zhao Ying, is deemed to be interested in all the Shares in which Ms. Zhao Ying is interested.

Saved as disclosed above and in the sub-section headed "Share Option Scheme" above, so far as the Directors are aware, none of the Directors or chief executives had registered an interest or short position in any Share or underlying Shares of the Company that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified.

董事購買股份或債券的權利

除本報告披露者外，本公司或其任何附屬公司於回顧年度內任何時間概無訂立任何安排，使本公司董事可藉收購本公司或任何其他法人團體的股份或債券而獲益，而各董事或彼等任何配偶或18歲以下子女概無獲賦予任何可認購本公司或任何其他法人團體股本或債務證券的權利，彼等亦概無行使該等權利。

權益披露

董事

於2016年12月31日，本公司董事或主要行政人員於本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)的股份或相關股份及債券中擁有根據證券及期貨條例第352條本公司須存置的登記冊所記錄，或根據上市規則附錄十所載標準守則須另行知會本公司及聯交所的權益或淡倉如下：

於普通股的好倉：

Name of Director	Nature of interest	Number of securities held	Approximate percentage of shareholding
董事姓名	權益性質	所持證券數目	佔股權概約百分比
Ms. Zhao Ying (Note 1) 趙穎女士(附註1)	Interest in a controlled corporation 受控制法團權益	1,027,291,664	62.73%
Mr. Wang Jianjun (Note 2) 王建軍先生(附註2)	Interest of spouse 配偶權益	1,027,291,664	62.73%
Mr. Huang Peikun 黃培坤先生	Beneficial owner 實益擁有人	20,000	00.00%

附註：

- (1) 趙穎女士為利東有限公司的唯一股東，被視為於利東有限公司持有的股份中擁有權益。
- (2) 王建軍先生為趙穎女士的配偶，被視為於趙穎女士擁有權益的全部股份中擁有權益。

除上文披露者及上文「股份期權計劃」分節外，據董事所知，概無董事或主要行政人員在本公司任何股份或相關股份中登記任何根據證券及期貨條例第352條須予記錄或須另行知會的權益或淡倉。

Director's Report

董事會報告

Substantial Shareholders

As at 31 December 2016, the interests of relevant persons (other than a Director or chief executive of the Company) who had interests or short positions in the Shares or the underlying shares, as recorded in the register required to be kept under Section 336 of SFO, were as follows:

Long positions in the ordinary Shares:

主要股東

於2016年12月31日，相關人士(本公司董事或主要行政人員除外)於股份或相關股份中擁有根據證券及期貨條例第336條須存置的登記冊所記錄的權益或淡倉如下：

於普通股的好倉：

Name of shareholder	Nature of interest	Number of securities held	Approximate percentage of shareholding
股東名稱	權益性質	所持證券數目	佔股權概約百分比
Profit East Limited 利東有限公司	Beneficial Owner 實益擁有人	1,027,291,664	62.73%
Wang Wei (Note 1) 王衛(附註1)	Interest in a controlled Corporation 受控制法團權益	163,600,336	9.99%
Shenzhen Minde Holding Development Limited* (Note 1) 深圳明德控股發展有限公司(附註1)	Interest in a controlled Corporation 受控制法團權益	163,600,336	9.99%
SF Holding (Group) Company Limited* (Note 1) 順豐控股(集團)股份有限公司(附註1)	Interest in a controlled Corporation 受控制法團權益	163,600,336	9.99%
SF Holding Limited (Note 1) 順豐控股有限公司*(附註1)	Interest in a controlled Corporation 受控制法團權益	163,600,336	9.99%
Celestial Ocean Investments Limited (Note 1) 天海投資有限公司(附註1)	Beneficial Owner 實益擁有人	163,600,336	9.99%
China Orient Asset Management Corporation (Note 2) 中國東方資產管理有限公司(附註2)	Interest in a controlled Corporation 受控制法團權益	125,000,000	7.63%
Dong Yin Development (Holdings) Limited (Note 2) 東銀發展(國際)有限公司(附註2)	Interest in a controlled Corporation 受控制法團權益	125,000,000	7.63%
Wise Leader Assets Ltd. (Note 2) Wise Leader Assets Ltd.(附註2)	Interest in a controlled Corporation 受控制法團權益	125,000,000	7.63%
China Orient Asset Management (International) Holding Limited (Note 2) 中國東方資產管理(國際)控股有限公司(附註2)	Interest in a controlled Corporation 受控制法團權益	125,000,000	7.63%
China Orient International Asset Management Limited (Note 2) 中國東方國際資產管理有限公司(附註2)	Interest in a controlled Corporation 受控制法團權益	125,000,000	7.63%
China Orient Alternative Investment Fund (Note 2) 中國東方另類投資基金*(附註2)	Interest in a controlled Corporation 受控制法團權益	125,000,000	7.63%
Goldmark Success Ltd. (Note 2) Goldmark Success Ltd.(附註2)	Beneficial Owner 實益擁有人	125,000,000	7.63%

* For identification only

* 僅供識別

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董事會報告

Notes:

- (1) Celestial Ocean Investments Limited was directly interested in 163,600,336 shares of the Company as at 31 December 2016. Celestial Ocean Investments Limited was directly wholly-owned by SF Holding Limited, which was, in turn, directly wholly-owned by SF Holding (Group) Company Limited. SF Holding (Group) Company Limited was owned as to 68.4% by Shenzhen Minde Holding Development Limited, which was, in turn, owned as to 99.9% by Wang Wei. Therefore, each of SF Holding Limited, SF Holding (Group) Company Limited, Shenzhen Minde Holding Development Limited and Mr. Wang Wei was deemed to be interested in the 163,600,336 Shares in which Celestial Ocean Investments Limited was interested.
- (2) Goldmark Success Ltd., the subscriber of the Convertible Bonds issued by the Company on 30 December 2015, was directly interested in 125,000,000 shares of the Company as at 31 December 2016. Goldmark Success Ltd. was owned as to 45% by China Orient Alternative Investment Fund and was controlled by China Orient Alternative Investment Fund, which was, in turn, directly wholly-owned by China Orient International Asset Management Limited. China Orient International Asset Management Limited is directly wholly-owned by China Orient Asset Management (International) Holding Limited. China Orient Asset Management (International) Holding Limited was owned as to 50% by Wise Leader Assets Ltd. and 50% by Dong Yin Development (Holdings) Limited and Wise Leader Assets Ltd. was, in turn, also directly wholly-owned by Dong Yin Development (Holdings) Limited. by Dong Yin Development (Holdings) Limited was directly wholly-owned by China Orient Asset Management Corporation. Therefore, each of China Orient Alternative Investment Fund, China Orient Asset Management (International) Holding Limited, Wise Leader Assets Ltd., Dong Yin Development (Holdings) Limited and China Orient Asset Management Corporation was deemed to be interested in the 125,000,000 Shares in which Goldmark Success Ltd. was interested.

Saved as disclosed above, so far as the directors are aware, no other persons had registered an interest or short position in any Shares or underlying shares of the Company that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified.

Competing Interests

During the year ended 31 December 2016, none of the Directors is considered to have an interest in any business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group.

Ms. Zhao Ying and Profit East Limited, the controlling shareholders of the Company (the "Controlling Shareholders"), have entered into a deed of non-competition in favour of the Company on 6 August 2014 (the "Deed of Non-competition"). Details of the Deed of Non-Competition have been set out in the prospectus of the Company dated 13 August 2014. There has been no change to the terms of the Deed of Non-competition for the year ended 31 December 2016.

附註：

- (1) 於2016年12月31日，天海投資有限公司於本公司163,600,336股股份中擁有直接權益。天海投資有限公司由順豐控股有限公司直接全資擁有，而順豐控股有限公司則由順豐控股(集團)股份有限公司直接全資擁有。順豐控股(集團)股份有限公司由深圳明德控股發展有限公司擁有68.4%，而深圳明德控股發展有限公司由王衛先生擁有99.9%。因此，順豐控股有限公司、順豐控股(集團)股份有限公司、深圳明德控股發展有限公司及王衛先生各自亦被視為於天海投資有限公司擁有權益的163,600,336股股份中擁有權益。
- (2) 於2016年12月31日，Goldmark Success Ltd. (本公司於2015年12月30日發行的可轉換債券的認購人)於本公司125,000,000股股份中擁有直接權益。Goldmark Success Ltd. 由中國東方另類投資基金擁有45%，並由中國東方另類投資基金控制，而中國東方另類投資基金則由中國東方國際資產管理有限公司直接全資擁有。中國東方國際資產管理有限公司由中國東方資產管理(國際)控股有限公司直接全資擁有。中國東方資產管理(國際)有限公司由Wise Leader Assets Ltd. 擁有50%及東銀發展(國際)有限公司擁有50%，而Wise Leader Assets Ltd. 則同時由東銀發展(國際)有限公司直接全資擁有。東銀發展(國際)有限公司由中國東方資產管理有限公司直接全資擁有。因此，中國東方另類投資基金、中國東方資產管理(國際)控股有限公司、Wise Leader Assets Ltd.、東銀發展(國際)有限公司及中國東方資產管理有限公司各自亦被視為於Goldmark Success Ltd. 擁有權益的125,000,000股股份中擁有權益。

除上文披露者外，據董事所知，概無其他人士在本公司任何股份或相關股份中登記任何根據證券及期貨條例第352條須予記錄或須予另行知會的權益或淡倉。

競爭性權益

於截至2016年12月31日止年度，概無董事於任何可能與本集團業務直接或間接構成競爭或可能構成競爭的業務中擁有權益。

於2014年8月6日，本公司控股股東趙穎女士及利東有限公司(「控股股東」)訂立一項出具予本公司的不競爭契約(「不競爭契約」)。不競爭契約詳情載於本公司日期為2014年8月13日的招股章程內。截至2016年12月31日止年度，不競爭契約條款無任何變動。



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During the reporting period, no written notice of any New Opportunity (as defined in the Deed of Non-competition) had been received by the Company. The Company has received confirmations on compliance with their undertakings under the Deed of Non-Competition from the Controlling Shareholders for the year ended 31 December 2016 (the "Confirmation"). Upon receiving the Confirmation, the independent non-executive Directors of the Company have reviewed the same as part of the annual review process. In view of the above, the independent non-executive Directors have confirmed that, as far as they can ascertain, there is no breach by any of the Controlling Shareholders of the non-competition undertakings in the Deed of Non-competition given by them.

Loan Agreements with Covenants relating to Specific Performance of the Controlling Shareholders

Pursuant to the terms of the Convertible Bonds and the Notes issued by the Company on 30 December 2015, Ms. Zhao Ying and Profit East Limited, being the Controlling Shareholders of the Company, have undertaken to, so long as any part of the Convertible Bonds or the Notes is outstanding, maintain an aggregate beneficial ownership (directly or indirectly) of not less than 51% in the issued share capital of the Company except as a result of the conversion of the Convertible Bonds. A breach of such covenant may constitute an event of default pursuant to the terms of the Convertible Bonds and the Notes.

The above requirements as to the maintenance of control result in the disclosure obligation under Rule 13.18 of the Listing Rules.

Connected Transactions and Related Party Transactions

On 29 June 2016, the Company and three of its wholly-owned subsidiaries, namely Langfang City Property Development Co., Ltd.* (廊坊市城區房地產開發有限公司), Langfang VAST Industrial Urban Investment Co., Ltd.* (廊坊市宏泰產業市鎮投資有限公司) ("Langfang VAST") and Langfang Sheng Shi Tonghui Park Construction & Development Co., Ltd.* (廊坊市盛世通匯園區建設發展有限公司) ("Sheng Shi Tonghui"), entered into a cooperation agreement (the "Cooperation Agreement") with Shenzhen Pingan UOB Huitong Wealth Management Co., Ltd.* (深圳平安大華匯通財富管理有限公司) ("Pingan UOB") for the establishment of an asset management fund by Pingan UOB to raise RMB1 billion, among which, RMB700,000 is used for the payment of the total consideration for 70% equity interest in Sheng Shi Tonghui and the remaining balance is granted to Sheng Shi Tonghui as an entrusted loan (the "Entrusted Loan"). Pursuant to the Cooperation Agreement, the parties further entered into an entrusted loan agreement, equity transfer and repurchase agreement, equity repurchase guarantee agreement and a custodial funds agreement (all agreements, together with the Cooperation Agreement, the "Transaction Documents") in relation to, among others, the transfer of 70% equity interest in Sheng Shi Tonghui from Langfang VAST to Pingan UOB (the "Equity Transfer"), the repurchase of the 70% equity interest

於報告期間，本公司未接獲任何新機會(定義見不競爭契約)的書面通知。截至2016年12月31日止年度，本公司已接獲控股股東根據其於不競爭契約內的承諾發出的確認函(「確認函」)。本公司獨立非執行董事已於接獲確認函後檢討相同事宜作出年度檢討程序作出部分。有鑒於此，獨立非執行董事確認，就其所知，概無任何控股股東違反其於不競爭契約內的不競爭承諾。

約定關於控股股東特定履約責任的限定條款的融資協議

根據本公司於2015年12月30日發行的可轉換債券及票據的條款，本公司控股股東趙穎女士及利東有限公司已承諾，只要可轉換債券或票據有任何部分尚未行使，彼等仍會於本公司已發行股本中維持不少於合共51%的實益擁有權(直接或間接)，惟因可轉換債券獲轉換則除外。根據可轉換債券及票據的條款，違反有關契約可構成違約事項。

上述有關維持控制的要求構成上市規則第13.18條中的披露責任。

關連交易及關連方交易

於2016年6月29日，本公司、廊坊市城區房地產開發有限公司、廊坊市宏泰產業市鎮投資有限公司(「廊坊宏泰」)及廊坊市盛世通匯園區建設發展有限公司(「盛世通匯」)與深圳平安大華匯通財富管理有限公司(「平安大華」)訂立合作協議(「合作協議」)，內容有關平安大華設立資產管理基金以籌集資金人民幣1,000,000,000元，當中人民幣700,000元用作支付盛世通匯70%股權的總代價，餘額則授予盛世通匯作為委託貸款(「委託貸款」)。根據合作協議，訂約各方進一步訂立委託貸款合同、股權轉讓及購回協議、股權購回保證合同及託管基金協議(所有協議連同合作協議統稱為「交易文件」)，內容有關(其中包括)廊坊宏泰向平安大華轉讓盛世通匯70%股權(「股權轉

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董事會報告

in Sheng Shi Tonghui by Langfang VAST from Pingan UOB at a predetermined price on the fifth anniversary of completion of the Equity Transfer and the grant of the Entrusted Loan to Sheng Shi Tonghui through Liaoning Shen Fu Rural Commercial Bank Co., Ltd.* (遼寧沈撫農村商業銀行股份有限公司) as the lending bank at an interest rate of 8.2% per annum for a term of three to five years.

Upon completion of the Equity Transfer, Sheng Shi Tonghui is owned as to 30% and 70% by Langfang VAST and Pingan UOB, respectively, and Pingan UOB has become a substantial shareholder of Sheng Shi Tonghui. As the Company has continued to account for Sheng Shi Tonghui as a wholly-owned subsidiary, Pingan UOB becomes a connected person of the Company at the subsidiary level under Chapter 14A of the Listing Rules. As a result, the transactions contemplated under the Transaction Documents constituted connected transactions between the Company and a connected person at the subsidiary level and are exempt from the circular, independent financial advice and shareholders' approval requirements under Rule 14A.101 of the Listing Rules. For details, please refer to the announcements of the Company dated 29 June 2016 and 4 July 2016. Details of the related party transactions undertaken by the Group in the normal course of business are set out in Note 41 to the consolidated financial statements.

On 29 December 2016, the controlling shareholder of the Company, Profit East Limited, has provided an unsecured loan of HK\$50,000,000 to the Company at an interest rate of 8% per annum for a term of one year. As the loan is unsecured and conducted on normal commercial terms or better to the Group, the loan is fully exempt pursuant to Rule 14A.90 of the Listing Rules. Save as disclosed above, none of the related party transactions constitute connected transactions or continuing connected transactions under Chapter 14A of the Listing Rules and there was no connected transaction or continuing connected transaction of the Group that need to be disclosed pursuant to Chapter 14A of the Listing Rules.

The Directors (including all the independent non-executive Directors) have confirmed that the connected transactions disclosed above are on normal commercial terms and their respective terms are fair and reasonable and in the interests of the Company and the Shareholders as a whole. The Company has complied with all the reporting, announcement and other applicable requirements under Chapter 14A of the Listing Rules in respect of the connected transactions disclosed above.

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 Period.

讓))、廊坊宏泰於股權轉讓完成日期第五個週年按預定價格向平安大華購回盛世通匯70%股權以及通過遼寧沈撫農村商業銀行股份有限公司(作為貸款銀行)向盛世通匯授出委託貸款，有關貸款按利率每年8.2%計息，為期三至五年。

完成股權轉讓後，盛世通匯將由平安大華及廊坊宏泰分別擁有70%及30%權益，而平安大華將成為盛世通匯的主要股東。由於本公司繼續將盛世通匯入賬為其全資附屬公司，故根據上市規則第14A章，平安大華成為本公司於附屬公司層面的關連人士。因此，交易文件項下擬進行交易構成本公司與附屬公司層面關連人士的關連交易，獲豁免遵守故根據上市規則第14A.101條項下通函、獨立財務意見及股東批准規定。詳情請參閱本公司日期為2016年6月29日及2016年7月4日的公告。本集團於日常業務過程中進行的關連方交易詳情載於綜合財務報表附註41。

於2016年12月29日，本公司控股股東利東有限公司向本公司提供港幣50,000,000元的無抵押貸款，按年利率8%計息，年期為一年。由於該貸款無抵押，且按正常商業條款或對本集團而言更優的條款訂立，故此該貸款全面獲豁免遵守上市規則第14A.90條。除上文披露者外，概無關連方交易構成上市規則第14A章項下的關連交易或持續關連交易，且本集團概無關連交易或持續關連交易須根據上市規則第14A章予以披露。

董事(包括全體獨立非執行董事)已確認，上文所披露的關連交易乃按正常商業條款訂立，其各自條款屬公平合理，符合本公司及股東的整體利益。本公司已就上文所披露的關連交易遵守上市規則第14A章項下所有申報、公告及其他適用規定。

管理合約

期內，概未訂立或存在有關本公司全部或任何重大業務的管理及行政事宜的合約。



Director's Report

董事會報告

Pre-Emptive Rights

There is no provision for pre-emptive rights under the articles of association of the Company or the laws of Cayman Islands, the jurisdiction in which the Company was incorporated, and there is no restriction against such rights which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

Permitted Indemnity Provision

The Articles of Association provide that the Directors are entitled to be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they shall or may incur or sustain in or about the execution of their duty in their respective offices, provided that this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to such Director. The Company has purchased and maintained Directors' liability insurance during the year under review, which provides appropriate coverage for the Directors.

ENVIRONMENTAL POLICY

The Company is committed to support environmental sustainability. The Company encourages environmental protection and adheres to the principle of recycling and reducing, including encouraging double-sided printing and copying, setting up recycling bins, promoting using recycled paper and reducing energy consumption by switching off idle lightings and electrical appliance. The Company will review its environmental practices from time to time and will consider implementing further eco-friendly measures in the operation of the Group's businesses. The Company will publish its environmental, social and governance report on an annual basis in accordance with the requirements of the Listing Rules.

Compliance with Laws and Regulations

The Company is incorporated in the Cayman Islands with its shares listed on the Main Board of The Stock Exchange of Hong Kong Limited. The Group's subsidiaries are incorporated in the British Virgin Islands, Hong Kong and China. The Group's operations are mainly carried out by the Group's subsidiaries in China while the Group also has a corporate and administrative office in Hong Kong. Our establishments and operations accordingly shall comply with relevant laws and regulations in the Cayman Islands, the British Virgin Islands, China and Hong Kong. During the year under review, the Company was not aware of any non-compliance with any relevant laws and regulations that had a significant impact on the Group.

優先購買權

本公司組織章程細則或開曼群島(本公司註冊成立所在司法權區)法例中並無優先購買權的規定，亦未就該等權利作出限制要求本公司須向現時股東按比例發售新股份。

獲准許的彌償條文

組織章程細則規定，董事可就彼等因執行彼等各自的職務因此而將會或可能承擔或蒙受的所有訴訟、成本、押記、虧損、損害及開支獲得以本公司資產及溢利作出的彌償及免受損害，惟此彌償並不包括與該董事可能涉及的任何欺詐或不誠實行為有關的任何事項。於回顧年度內，本公司已購買及設立董事責任保險，為董事提供適當保障。

環保政策

本公司致力支持環境可持續發展。本公司鼓勵環保，緊遵循環再用及減少使用原則，包括鼓勵雙面印刷及複印、設置回收箱、鼓勵使用再造紙以及通過關掉不必要照明和電器減少消耗能源。本公司將不時檢討其環保慣例，並將考慮於本集團業務營運過程推行其他環保措施。本公司將根據上市規則規定每年刊發環境、社會及管治報告。

遵守法律及法規

本公司為於開曼群島註冊成立的有限公司，其股份於香港聯合交易所有限公司主板上市。本集團附屬公司於英屬處女群島、香港及中國註冊成立。本集團的營運主要由本集團於中國的附屬公司進行，而本集團亦於香港設有企業及行政辦事處。因此，我們的成立及營運須遵守開曼群島、英屬處女群島、香港及中國的相關法律及法規。於回顧年度，本公司並不知悉任何未有遵守對本集團有重大影響的任何相關法律及法規的情況。

Director's Report

董事會報告

Corporate Governance Practices

The Company is committed to the principles of corporate governance and corporate responsibility consistent with prudent management. The Board has adopted the Corporate Governance Code as set out in Appendix 14 to the Listing Rules and the Model Code as the guidelines for the Directors' dealings in the securities of the Company since the Listing Date.

Sufficient Public Float

Based on the information that is publicly available to the Company and within the knowledge of the Directors, as at the date of this report, the Company has maintained a sufficient public float of not less than 25% of the Company's issued shares as required under the Listing Rules.

Use of Proceeds from the Global Offering

The net proceeds from the issue of new shares of the Company in its global offering (after deducting the underwriting fees and related expenses, and without taking into account the exercise of over-allotment option) amounted to approximately HKD927.1 million. Up to 31 December 2016, the Group has used all of the net proceeds in accordance with the proposed usage as set out in the announcement of the Company dated 22 August 2014 and details can be referred to the prospectus of the Company dated 13 August 2014.

Auditors

The consolidated financial statements for the year ended 31 December 2016 have been audited by Deloitte Touche Tohmatsu, who will retire and, being eligible, offer themselves for reappointment, at the forthcoming AGM.

On behalf of the Board

Wang Jianjun
Chairman

31 March 2017, Hong Kong

企業管治常規

本公司致力透過審慎管理貫徹遵守企業管治原則及履行企業責任。董事會已自上市日期採納上市規則附錄14所載企業管治守則及標準守則作為董事買賣本公司證券的指引。

公眾持股量充足

根據本公司獲得的公開資料及據董事所知，於本報告日期，本公司已維持足夠公眾持股量，即不少於根據上市規則所規定本公司已發行股份的25%。

全球發售所得款項用途

本公司在全球發售中發行新股份所得款項淨額（經扣除包銷費用及相關開支，但不計及超額配股權獲行使）約為927.1百萬港元。截至2016年12月31日，本集團已根據本公司日期為2014年8月22日的公告所載建議用途動用全部所得款項淨額，有關詳情可參閱本公司日期為2014年8月13日的招股章程。

核數師

截至2016年12月31日止年度的綜合財務報表已經德勤•關黃陳方會計師行審核，德勤•關黃陳方會計師行將告退任，惟其符合資格並願於應屆股東週年大會續聘連任。

代表董事會

王建軍
主席

2017年3月31日，香港

Deloitte.

德勤

TO THE SHAREHOLDERS OF
CHINA VAST INDUSTRIAL URBAN DEVELOPMENT COMPANY LIMITED
(incorporated in the Cayman Island with limited liability)

Opinion

We have audited the consolidated financial statements of China VAST Industrial Urban Development Company Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 85 to 211, which comprise the consolidated statement of financial position as at 31 December 2016, and the 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 2016, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") and have been properly prepared in compliance with the disclosure requirements of Hong Kong Companies Ordinance.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing ("ISAs"). 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 International Ethics Standards Board for Accountants' 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.

致中國宏泰產業市鎮發展有限公司的股東

(成立於開曼群島的獲豁免有限公司)

意見

我們已經審計中國宏泰產業市鎮發展有限公司(貴公司)及其附屬公司(貴集團)的綜合財務報表，第85頁到第211頁，其中包括2016年12月31日的綜合財務狀況表、綜合損益及其他綜合收益表、綜合權益變動表、綜合現金流量表、財務報表附註，以及重要會計政策概要。

我們認為，綜合財務報表已根據國際財務報告準則同時也適當地遵循香港公司條例客觀公正的反應了貴集團截至2016年12月31日的綜合財務狀況和合併財務表現以及全年的綜合現金流量。

意見基礎

我們根據國際審計準則執行審計工作。我們在國際審計準則下的責任將在我們報告中的審計綜合財務報表中進一步闡述。根據國際道德委員會的職業會計師道德準則(以下簡稱「準則」)，我們獨立於貴集團並按照準則履行了其他道德責任。我們相信我們獲得的審計證據能夠充分適當的為我們的意見提供基礎。



Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for 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.

關鍵審計事項

關鍵審計事項是在本期間依據我們的職業判斷，在我們審計綜合財務報告時認為最重大的事項。這些事項是我們在審計綜合財務報告時從整體角度考慮得出並形成的意見，對於這些事項我們不提供單獨的意見。

Key audit matter

關鍵審計事項

How our audit addressed the key audit matter

我們的審計是如何應對關鍵審計事項

Revenue recognized for property sales

房產銷售的收入確認

We identified the revenue from sales of properties as a key audit matter due to the significance of the amount and volume of sales transactions recognized during the year.

我們將房產銷售作為關鍵審計事項因為在當期交易金額重大且交易數量眾多。

Details of revenue from sales of properties are set out in note 5 to the consolidated financial statements.

關於房產銷售的明細在綜合財務報表中的附註5列明。

Our procedures in relation to revenue recognized for property sales included:

與房產銷售相關的程序包括：

- Testing key internal control over revenue recognition on a sample basis.
以抽樣的方法，對房地產開發收入的確認進行內控測試。
- Selecting property sales transactions on a sample basis and:
以抽樣的方法，選擇房產銷售的樣本：
 - reading the signed sales and purchase agreements to understand the relevant terms of the timing of property delivery and title transfer;
– 查閱銷售合同，同時理解合同中關於交房時點和所屬權轉移的條款；
 - obtaining evidence regarding the property delivery and title transfer;
– 獲取交房時點和所屬權轉移的證據；
 - reconciling the monetary amounts of recorded transactions and related payments to the signed sales and purchase agreements.
– 覆核交易記錄的金額以及相關的付款單據和銷售合同。



Independent Auditor's Report

獨立核數師報告

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.

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 IFRSs 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.

其他信息

貴公司董事對其他信息負責。其他信息包括年報中的信息，但是不包括綜合財務報表以及審計師報告。

我們對於綜合財務報表的意見不包括其他資料，我們不表示任何形式的保證結論。

依據我們對綜合財務報表的審計，我們的責任是閱讀其他的信息同時考慮這些信息是不是與綜合財務報表及在審計中獲得的信息嚴重不符。如果依據我們的工作，我們認為其他信息存在重大的錯報，我們需要報告相應的事實。基於上述描述，我們沒有需要報告的事項。

董事以及相應的管理層對於綜合財務報表的責任

貴公司董事須負責按照國際財務報告準則及香港公司條例披露的規定，編製真實公平的綜合財務報表，並整合董事認為必要的內控，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。

在準備綜合財務報表時，董事需對評估集團可持續經營、披露、與持續經營相關的事項，以及適用持續經營的會計基礎負責，除非董事已經決定清算集團或者停止經營或者沒有現實的選擇只能這樣做。

那些管理人員對於監管集團財務報告流程負責。

Independent Auditor's Report

獨立核數師報告

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion 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 ISAs 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 ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

審計師對於審計綜合財務報表的責任

我們的目標是通過獲取合理的保證以判斷綜合財務報表從整體角度來看是否有重大錯報，無論因欺詐或錯誤，依據我們簽定的相關條款，出具包含我們單獨意見但不作其他用途的審計師報告。針對於該項報告的內容，我們不承擔任何責任或者接受其他任何人的債務。合理的保證是一個較高層級的保證，但是不確係依據ISA的審計總能發現重大的錯報。錯報會因舞弊或錯誤產生，若其單獨或加總後影響報表使用者基於報表所作經濟決策，則被視為重大的錯誤。

依據ISA的審計部份內容，我們運用職業判斷同時在整個審計過程中保持職業懷疑態度。我們同時也：

- 識別和評估綜合財務報表中重大錯報的風險，（判斷該錯報）是否與欺詐或錯誤相關，設計與執行針對那些風險相關的審計程序，同時獲取充分適當的審計證據以作為我們意見的基礎。未發現因舞弊產生的重大錯報所帶來的風險比因錯誤所產生的重大錯報的風險高，因為欺詐包含了合謀、偽造、故意遺漏、誤導、或內部控制的凌駕。
- 了解與審計有關的內部控制，以設計適當的審計程序，但不是以表達對本集團內部控制有效性意見為目的。
- 評估董事所採用的會計政策的適當性及會計估計及相關披露的合理性。
- 依據獲得的審計證據，總結董事使用的會計持續經營的基礎，（衡量）是否存在可能對本集團持續經營的能力產生重大懷疑的事件或條件與有關的重大不確定性。如果我們論證重大不確定性存在，我們被要求在綜合財務報表中的審計師報告中的相關披露裏予以足夠的重視，如果該項披露是不足以更改我們的審計意見。我們的結論是依據截至到審計報告日為止我們獲得的審計證據而得出的。然後，未來的事項或者條件可能引起集團停止可持續經營。



Independent Auditor's Report

獨立核數師報告

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

- 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, related safeguards.

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 for 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 Yam Siu Man.

Deloitte Touche Tohmatsu

Certified Public Accountants
Hong Kong

31 March 2017

審計師對於審計綜合財務報告的責任(續)

- 評估綜合財務報表的整體陳述、結構及內容，包括披露情況，以及綜合財務報表是否以公平的方式表示潛在的交易和事件。
- 獲得關於實體的財務信息的充分適當的審計證據以及基於集團業務活動就綜合財務報表發表的意見。我們對於集團審計的方向、監督以及表現負責。我們只對我們的審計意見承擔責任。

我們就計劃範圍，審計的時間以及重大的審計發現，其中包括與管理層進行溝通我們審計過程中發現的重大控制缺陷。

我們同時向管理層提供陳述，(陳述包括)我們已經遵循了與獨立性相關的道德要求以及所有關係和其他被認為會影響獨立性的相關事項。

通過與管理層溝通相關事宜，我們將那些審計過程中重大的事項作為綜合財務報告中的關鍵審計事項。我們在審計報告中描述這些事項，除非法律或法規排除關於此事項的披露，在極特殊情況下，我們決定該事項不在報告中進行溝通因為這樣做的負面影響能夠被合理地預計且超過公眾的利益。

獨立審計師報告審計結果的項目合夥人是任紹文。

德勤•關黃陳方會計師行

執業會計師
香港

2017年3月31日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他綜合收益表

For the year ended 31 December 2016 截至2016年12月31日止年度

		Year ended 31 December		
		截止12月31日止年度		
		2016	2015	
		RMB'000	RMB'000	
		人民幣千元	人民幣千元	
	Notes			
	附註			
Revenue	收入	5	1,965,181	1,423,706
Cost of sales and services	銷售及服務成本		(1,340,786)	(812,723)
Gross profit	毛利		624,395	610,983
Other income	其他收入	7	458,171	142,484
Other expenses	其他支出	7	(355)	(1,989)
Other gains and losses	其他收益及虧損	8	335,468	34,573
Selling and marketing expenses	銷售及市場行銷開支		(60,096)	(55,248)
Administrative expenses	行政開支		(198,177)	(107,936)
Finance costs	融資成本	9	(242,463)	(76,069)
Gain on fair value change of investment properties	投資物業公平值變動收益	16	3,673	115,529
Share of profits of associates	聯營公司投資收益	18	15,427	18,637
Share of losses of a joint venture	合營公司投資虧損	19	(28)	-
Gain on fair value change of derivative	衍生財務工具公平值變動收益	30	5,302	-
Profit before tax	除稅前溢利	10	941,317	680,964
Income tax expense	所得稅開支	12	(272,945)	(167,383)
Profit for the year	本年溢利		668,372	513,581
Other comprehensive income	其他全面收益			
<i>Items that will not be reclassified to profit or loss</i>	<i>期後未重新歸類至損益的項目</i>			
Gain on revaluation of owner-occupied properties upon	物業重估			
Transfer to investment properties	投資物業估值收益	16	32,054	-
Income tax effect	所得稅影響	21	(8,013)	-
Other comprehensive income for the year	本期其他全面收益		24,041	-
Total comprehensive income for the year	本期公司擁有人應佔全面收益總額		692,413	513,581
Profit (loss) attributable to:	溢利或損失分配			
Owners of the Company	本公司擁有人		668,986	513,581
Non-controlling interests	少數股東		(614)	-
			668,372	513,581
Profit and total comprehensive income (expense) attributable to:	應佔溢利及全面收益總額：			
Owners of the Company	本公司擁有人		693,027	513,581
Non-controlling interests	少數股東		(614)	-
Total comprehensive income for the year	本年全面收益總額		692,413	513,581
Earnings per share	每股盈利			
Basic (RMB)	基本(人民幣)	14	0.41	0.31
Diluted (RMB)	攤薄(人民幣)	14	0.41	0.31

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2016 於2016年12月31日

		At 31 December	
		於12月31日	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
	Notes 附註		
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	15	71,579
Investment properties	投資物業	16	1,247,768
Prepaid lease payments	預付租賃款項	17	-
Interests in associates	對聯營公司的權益	18	149,545
Interest in a joint venture	對合營公司的權益	19	59,972
Available-for-sale investment	可供出售投資	20	3,300
Trade receivables	貿易應收款項	24	-
Restricted bank deposits	受限制銀行存款	26	600,000
Deferred tax assets	遞延稅項資產	21	37,419
			2,169,583
			1,217,959
Current assets	流動資產		
In progress land development arrangements	待售土地開發項目	22	2,490,246
Properties under development for sale	待售發展中物業	23	1,347,781
Completed properties for sale	待售已竣工物業		1,006,058
Prepaid lease payments	預付租賃款項	17	-
Trade receivables	貿易應收款項	24	943,160
Prepayments and other receivables	預付及其他應收款項	25	490,761
Amounts due from related parties	應收關聯方款項	41(a)	1,209
Income tax recoverable	可收回所得稅		8,590
Restricted bank deposits	受限制銀行存款	26	161,495
Bank balances and cash	銀行結餘及現金	26	2,707,529
			9,156,829
			7,091,304
Total assets	資產總值		11,326,412
			8,309,263
Current liabilities	流動負債		
Trade and other payables	貿易及其他應付款項	27	1,157,842
Bills payable	應付票據	28	-
Advance from customers for properties developed for sale	發展作銷售物業的客戶墊款		842,773
Amounts due to related parties	應付關聯方款項	41(a)	67,036
Current tax liabilities	流動稅項負債		506,253
Bank and other borrowings	銀行及其他借款	29	1,523,229
			4,097,133
			3,272,986
Net current assets	流動資產淨值		5,059,696
			3,818,318
Total assets less current liabilities	資產總值減流動負債		7,229,279
			5,036,277

Consolidated Statement of Financial Position (Continued)

綜合財務狀況表(續)

As at 31 December 2016 於2016年12月31日

		At 31 December	
		於12月31日	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
	Notes		
	附註		
Non-current liabilities	非流動負債		
Bank and other borrowings	銀行及其他借款	29	3,087,437
Convertible Bonds and Notes	可轉換債券和票據	30	652,740
Derivative	衍生財務工具	30	61,619
Deferred tax liabilities	遞延稅項負債	21	42,602
			3,844,398
Net assets	資產淨值		2,214,954
Capital and reserves	股本及儲備		
Share capital	股本	31	13,031
Reserves	儲備	32	3,370,504
Equity attributable to owners of the Company	本公司擁有人應佔股權		3,383,535
Non-controlling interests	少數股東應佔股權		1,346
			2,821,323
			-
TOTAL EQUITY	權益總額		3,384,881
			2,821,323

The consolidated financial statements on pages 85 to 211 were approved and authorised for issue by the board of directors on 31 March 2017 and signed on its behalf by:

董事會已於2017年3月31日批准並授權刊發載於第85頁到第211頁的綜合財務報表，並由以下董事代表董事會簽署：

Director 董事

Director 董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2016 截至2016年12月31日止年度

		Attributable to owners of the Company 歸屬於公司所有者							Equity attributable to non- controlling interest		Total equity 權益總額	
		Share capital 股本 RMB'000 人民幣千元	Share premium 股本溢價 RMB'000 人民幣千元	Merger reserve 合併儲備 RMB'000 人民幣千元	Capital reserve 資本公積 RMB'000 人民幣千元	Statutory reserve 盈餘公積 RMB'000 人民幣千元	Property revaluation reserve 投資物業 重估儲備 RMB'000 人民幣千元	Share option reserve 股票期權 儲備 RMB'000 人民幣千元	Retained profits 未分配利潤 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元		
At 1 January 2015	於2015年1月1日	13,031	1,058,359	48	28,062	199,641	-	-	1,201,667	2,500,808	-	2,500,808
Profit and other comprehensive income for the year	年內溢利和其他 全面收益	-	-	-	-	-	-	513,581	513,581	-	-	513,581
Appropriations to statutory reserve	提取法定盈餘公積	-	-	-	-	57,790	-	(57,790)	-	-	-	-
Dividend distribution	分配股利	-	(197,817)	-	-	-	-	-	(197,817)	-	-	(197,817)
Recognition of equity-settled share-based payments	股權結算支付的 確認	-	-	-	-	-	4,751	-	4,751	-	-	4,751
At 31 December 2015	於2015年12月31日	13,031	860,542	48	28,062	257,431	-	4,751	1,657,458	2,821,323	-	2,821,323
Profit and total comprehensive income (expense) for the year	年內溢利和其他 全面收益	-	-	-	-	-	24,041	-	668,986	693,027	(614)	692,413
Appropriations to statutory reserve	提取法定盈餘公積	-	-	-	-	72,809	-	(72,809)	-	-	-	-
Dividend distribution	分配股利	-	(139,964)	-	-	-	-	-	(139,964)	-	-	(139,964)
Recognition of equity-settled share-based payments	股權結算支付的 確認	-	-	-	-	-	9,149	-	9,149	-	-	9,149
Capital contribution by non-controlling interests	少數股東的注資	-	-	-	-	-	-	-	-	-	1,960	1,960
At 31 December 2016	於2016年12月31日	13,031	720,578	48	28,062	330,240	24,041	13,900	2,253,635	3,383,535	1,346	3,384,881

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2016 2016年12月31日止年度

		Year ended 31 December	
		截止12月31日止年度	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
CASH FLOWS FROM OPERATING	經營活動	Notes	
ACTIVITIES		附註	
Profit before tax	除稅前溢利		680,964
Adjustments for:	就以下各項做出調整：		
Depreciation of property, plant and equipment	物業、廠房及設備折舊		3,329
Prepaid lease payments released to profit or loss	轉撥至損益的預付租賃款項		75
Changes in fair value of investment properties	投資物業公平值變動		(115,529)
Share of profits of associates	應佔聯營公司收益		(18,637)
Share of losses of a joint venture	應佔合營公司虧損		-
Exchange gains and losses	匯兌收益及虧損		(17,335)
Gain on disposal of property, plant and equipment	出售物業、廠房及設備的收益		(499)
Interest income	利息收入		(12,499)
Finance costs	融資成本		76,069
Gain on disposal of subsidiaries	處置子公司收益		(34,567)
Loss on disposal of associates	解散聯營公司虧損		-
Share-based payment expenses	股份支付的費用		4,751
Gain on fair value change of derivative	衍生財務工具公平值變動收益		-
Operating cash flows before movements in working capital	營運資金變動前的經營現金流量		566,122
Increase in progress land development arrangements	待售土地開發項目增加		(330,604)
(Increase) decrease in properties under development for sales	待售發展中物業(增加)減少		1,133,371
Decrease (increase) in completed properties for sale	待售已竣工物業減少(增加)		(721,481)
Increase in trade receivables	貿易應收款項增加		(135,918)
Increase in prepayments and other receivables	預付款項及其他應收款項增加		(358,342)
Decrease in refundable deposits on land development activities	土地開發可退回保證金減少		(4,500)
Increase (decrease) in trade and other payables	貿易及其他應付款項增加(減少)		(216,524)
(Decrease) increase in bills payable	應付票據的(減少)增加		15,000
Increase in amounts due to related parties	應收關聯方款項增加		-
Cash generated from (used in) operations	經營活動現金所得(所用)		(52,876)
Income tax and land appreciation tax paid	支付所得稅及土地增值稅		(50,053)
Net cash from (used in) operating activities	經營活動所得(所用)現金淨額		(102,929)

Consolidated Statement of Cash Flows (Continued)

綜合現金流量表(續)

For the year ended 31 December 2016 2016年12月31日止年度

		Year ended 31 December	
		截止12月31日止年度	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
	Notes		
	附註		
CASH FLOWS FROM INVESTING	投資活動		
ACTIVITIES			
Interest income received	已收利息收入	33,153	12,499
Payments for acquisition of property, plant and equipment	購進物業、廠房及設備支付的款項	(70,472)	(4,572)
Payments for acquisition of investment properties	購進投資物業支付的款項	(38,817)	(79,464)
Repayment of loan receivables	償還應收貸款	–	20,000
Loan receivable raised	新增應收貸款	(40,030)	–
Payments for investment in associates	向聯營公司投資	–	(39,200)
Payments for investment in a joint venture	向合營公司投資	(60,000)	–
Payments for acquisition of available-for-sale investment	新增可供出售投資	–	(3,300)
Proceeds from disposal of associates	解散聯營公司所得款項	11,934	–
Proceeds from disposal of property, plant and equipment	處置物業、廠房及設備所得款項	1,404	892
Restricted bank deposits withdrawn	已提取的受限制銀行存款	471,600	240,845
Restricted bank deposits placed	已存入的受限制銀行存款	(726,618)	(380,320)
Repayment of advance to related parties	向關聯方墊款的還款	3,606	–
Advance to related parties	向關聯方墊款	(1,209)	(3,606)
Cash inflow on disposal of a subsidiary	出售子公司所得款項	537,487	–
	40		
Net cash from (used in) investing activities	投資活動所得(所用)現金淨額	122,038	(236,226)

Consolidated Statement of Cash Flows (Continued)

綜合現金流量表(續)

For the year ended 31 December 2016 2016年12月31日止年度

		Year ended 31 December	
		截止12月31日止年度	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
	Notes		
	附註		
CASH FLOWS FROM FINANCING	融資活動		
ACTIVITIES			
New bank borrowings raised	新借入銀行借款	1,944,489	1,131,373
New other loans raised	新借入其他借款	1,982,923	780,475
Repayment of bank borrowings	銀行借款還款	(1,280,425)	(677,500)
Repayment of other loans	其他借款還款	(1,269,703)	(805,662)
Advance from related parties	新增關聯方提供的墊款	44,857	–
Interest paid	已付利息	(539,979)	(298,504)
Dividend paid	已付股利	(139,964)	(197,817)
Issuing Convertible Bonds and Notes	發行可轉換債券和票據	–	637,520
Issuance costs of Convertible Bonds	發行可轉換債券的費用	–	(724)
Capital contribution by non-controlling shareholder	少數股東的注資		
		1,960	–
Net cash from financing activities	融資活動所得現金淨額	744,158	569,161
NET INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物淨增加額	1,645,666	230,006
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	年初現金及現金等價物	1,058,518	802,596
Effect of foreign exchange rate changes	外匯匯率變動影響	3,345	25,916
CASH AND CASH EQUIVALENTS AT END OF YEAR	年末現金及現金等價物		
represented by bank balances and cash	即銀行存款及現金	2,707,529	1,058,518

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016 截至2016年12月31日止年度

1. General Information

China VAST Industrial Urban Development Company Limited (the "Company") was incorporated and registered as an exempted company with limited liability in the Cayman Islands under the Companies Law of the Cayman Islands on 13 February 2014. The shares of the Company have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") with effect from 25 August 2014. The addresses of the registered office and principal place of business of the Company are Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman KY-1-1111, Cayman Islands. The principal activity of the Company is investment holding. Its subsidiaries are primarily engaged in the land development, property development and property leasing.

The ultimate holding company and immediate holding company of the Company is Profit East Limited ("Profit East"), a company which was incorporated in the British Virgin Islands (the "BVI") and is ultimately controlled by Ms. Zhao Ying. Ms. Zhao Ying together with her husband, Mr. Wang Jianjun, are collectively referred to as the Ultimate Controlling Shareholders of the Company.

The consolidated financial statements are presented in RMB which is also the functional currency of the Company and its subsidiaries (collectively referred to as the "Group"), and all values are rounded to the nearest thousand ('000) unless otherwise indicated.

2. Application of New and Amendments to International Financial Reporting Standards ("IFRSs")

The Group has applied the following amendments to IFRSs for the first time in the current year:

Amendments to IFRS 11	<i>Accounting for Acquisitions of Interests in Joint Operations</i>
Amendments to IAS 1	<i>Disclosure Initiative</i>
Amendments to IAS 16 and IAS 38	<i>Clarification of Acceptable Methods of Depreciation and Amortisation</i>
Amendments to IAS 16 and IAS 41	<i>Agriculture: Bearer Plants</i>
Amendments to IFRS 10, IFRS 12 and IAS 28	<i>Investment Entities: Applying the Consolidation Exception</i>
Amendments to IFRSs	<i>Annual Improvements to IFRSs 2012-2014 Cycle</i>

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

1. 一般信息

本公司於2014年2月13日根據開曼群島公司法在開曼群島註冊成立為獲豁免有限公司。本公司股份自2014年8月25日起在香港聯合交易所有限公司(「聯交所」)主板上市。本公司的註冊辦事處及主要營業地點的地址為Cricket Square Hutchins Drive PO Box 2681 Grand Cayman KY 1-1111 Cayman Island。本公司的主要業務為投資控股。其附屬公司主要從事土地開發、物業發展及物業租賃。

本公司的最終控股公司及直接控股公司為利東有限公司(「利東」)，其成立於英屬處女群島，由趙穎女士最終控制。趙穎女士及其丈夫王建軍統稱為本公司的最終控股股東。

綜合合併財務報表以人民幣呈列，人民幣也為本公司及其附屬公司的記賬本位幣。除另有指明外，所有數值已進行四捨五入至最近的千位數。

2. 應用新訂及已修訂國際財務報告準則

集團於本年首次使用下面修訂的國際財務報告準則

國際財務報告準則11修訂	收購共同管理權益的會計處理
國際會計準則1修訂	主動披露
國際會計準則16和38的修訂	可接受的折舊和攤銷方法
國際會計準則16和41的修訂	農業：無記名植物
國際財務報告準則10、12以及國際會計準則2的修訂	投資主體：應用合併的特殊類別
IFRS修改	IFRS2012-2014循環的年改進

除下面所描述的外，應用本年修訂的國際財務準則對於合併財務報表中集團財務信息的披露以及本年和去年沒有重大影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

2. Application of New and Amendments to International Financial Reporting Standards (“IFRSs”) (Continued)

Amendments to IAS 1 Disclosure Initiative

The Group has applied the amendments to IAS 1 *Disclosure Initiative* for the first time in the current year. The amendments to IAS 1 clarify that an entity need not provide a specific disclosure required by an IFRS if the information resulting from that disclosure is not material, and give guidance on the bases of aggregating and disaggregating information for disclosure purposes. However, the amendments reiterate that an entity should consider providing additional disclosures when compliance with the specific requirements in IFRS is insufficient to enable users of financial statements to understand the impact of particular transactions, events and conditions on the entity’s financial position and financial performance.

In addition, the amendments clarify that an entity’s share of the other comprehensive income of associates accounted for using the equity methods should be presented separately from those arising from the Group, and should be separated into the share of items that, in accordance with other IFRSs: (i) will not reclassified subsequently to profit or loss; and (ii) will be reclassified subsequently to profit or loss when specific conditions are met.

As regards the structure of the financial statements, the amendments provide examples of systematic ordering or grouping of the notes.

The Group has applied these amendments retrospectively. To give prominence to the areas of the Group’s activities that management considers to be most relevant to an understanding of the Group’s financial performance and financial position, the ordering of certain notes have been revised, specifically, information relating to capital risk management, financial instruments and subsidiaries were reordered to Note 33, Note 34 and Note 42 respectively. Other than the above presentation and disclosure changes, the application of the amendments to IAS 1 has not resulted in any impact on the financial performance or financial position of the Group in these consolidated financial statements.

2. 應用新訂及已修訂國際財務報告準則(續)

國際會計準則1號的修訂主動披露

集團於本年首次應用修訂國際會計準則第1號主動披露。修訂國際會計準則第1號明確如果由該項披露引起的信息不是重大的，實體不需要提供一個依據國際財務報告準則的具體的披露，同時(修訂準則)對於以披露為目的的總的和分散信息提供了指引。然而，該修正案重申當遵循一些國際財務報告準則不足以使財務報告的使用者瞭解某些交易、事項的影響和實體財務狀況以及財務表現時，實體應考慮提供額外的披露。

此外，修正案明確，實體對於採用權益法的相關科目的其他綜合收益應與那些集團產生的分開列示，應該遵循國際財務報告準則在其他科目下分開，(具體包括)(i)在損益表中不能重新分類，(ii)當滿足特別條件時才能在損益表中重新分類。

關於財務報告的結構，修訂提供了附註系統的順序或組合的例子。

集團已經採用了這些修訂。突出的部分是涉及集團活動的方面(包括)管理層認為與理解集團財務狀況和財務表現最相關部分，一些附註的順序已經修改，特別是與資本管理風險、金融工具和子公司的附註重新排列在附註33、附註34和附註42。除了上述陳列和披露的修改，應用國際會計準則第1號的修訂不會給集團合併財務報表中財務表現及財務狀況帶來任何影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

2. Application of New and Amendments to International Financial Reporting Standards (“IFRSs”) (Continued)

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

IFRS 9	Financial Instruments ¹
IFRS 15	Revenue from Contracts with Customers and the related Amendments ¹
IFRS 16	Leases ²
IFRIC 22	Foreign Currency Transactions and Advance Consideration ¹
Amendments to IFRS 2	Classification and Measurement of Share-based Payment Transactions ¹
Amendments to IFRS 4	Applying IFRS 9 Financial Instruments with IFRS 4 Insurance Contracts ¹
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to IAS 7	Disclosure Initiative ⁴
Amendments to IAS 12	Recognition of Deferred Tax Assets for Unrealised Losses ⁴
Amendments to IAS 40	Transfers of Investment Property ¹
Amendments to IFRSs	Annual Improvements to IFRSs Standards 2014–2016 Cycle ⁵

- ¹ Effective for annual periods beginning on or after 1 January 2018.
- ² Effective for annual periods beginning on or after 1 January 2019.
- ³ Effective for annual periods beginning on or after a date to be determined.
- ⁴ Effective for annual periods beginning on or after 1 January 2017.
- ⁵ Effective for annual periods beginning on or after 1 January 2017 or 1 January 2018, as appropriate.

2. 應用新訂及已修訂國際財務報告準則(續)

本集團並沒有採用新定和已經修訂但未生效的國際財務報告準則：

國際財務報告準則9	金融工具 ¹
國際財務報告準則15	客戶合同的收益及相關修定 ¹
國際財務報告準則16	租賃 ²
國際財務指導準則22	外幣交易與優先考慮事項 ¹
國際財務報告準則2修訂	股份支付交易的分類與計量 ¹
國際財務報告準則4修訂	應用國際財務報告準則9金融工具以及國際財務報告準則4保險合同 ¹
國際財務報告準則10和國際會計準則28的修訂	投資者與其子公司或聯營公司在資產方面的銷售 ³
國際會計準則7的修訂	主動披露 ⁴
國際會計準則12的修訂	對於未實現虧損的遞延所得稅資產的確認 ⁴
國際會計準則40的修訂	投資物業轉移 ¹
國際財務報告準則修訂	對2014至2016周期年度國際財務準則的改進 ⁵

- ¹ 生效日期為報告日以2018年1月1日為起始日或之後的。
- ² 生效日期為報告日以2019年1月1日為起始日或之後的。
- ³ 生效日期為報告日以決定採用日為起始日或之後的。
- ⁴ 生效日期為報告日以2017年1月1日為起始日或之後的。
- ⁵ 生效日期為報告日以2017年1月1日或2018年1月1日為起始日或之後的。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

2. Application of New and Amendments to International Financial Reporting Standards (“IFRSs”) (Continued)

IFRS 9 Financial Instruments

IFRS 9 introduces new requirements for the classification and measurement of financial assets, financial liabilities, general hedge accounting and impairment requirements for financial assets.

Key requirements of IFRS 9 which are relevant to the Group are:

- all recognised financial assets that are within the scope of IFRS 9 are required to be subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. Debt instruments that are held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets, and that have contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, are generally measured at ‘fair value through other comprehensive income’ (“FVTOCI”). All other debt investments and equity investments are measured at their fair value at the end of subsequent accounting periods. In addition, under IFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading nor contingent consideration recognised by an acquirer in a business combination to which IFRS 3 applies) in other comprehensive income, with only dividend income generally recognised in profit or loss.
- in relation to the impairment of financial assets, IFRS 9 requires an expected credit loss model, as opposed to an incurred credit loss model under IAS 39. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised.

2. 應用新訂及已修訂國際財務報告準則(續)

國際財務報告準則第9號金融工具

國際財務報告準則第9號介紹了關於金融資產、金融負債的分類及計量的新的要求，一般對沖會計處理及金融資產減值。

與集團相關的國際財務報告準則9的主要要求有：

- 在國際財務報告準則第9號範圍內確認的金融資產均須按攤銷成本或公允價值計量。具體而言，以收取合約現金流入為目的且合約現金流僅為償還本金及利息的債務投資，一般在其後會計期間結算時按攤銷成本計量。以收取合約現金流入和出售金融資產為目的且合約中現金流為償還本金及利息的一定上浮的債務工具，其按公允價值計量且其變動計入其他綜合收益中。所有其他債務投資及權益投資均在報告期末按公允價值計量。此外，根據國際財務報告準則第9號，實體作出不可撤回的選擇，以其他綜合收益呈列權益投資(並非國際財務報告準則第3號中持作買賣或有價證券)公平值的變動，只有股息收入一般在損益表中確認。
- 關於財務資產減值，國際財務報告準則第9號規定按一項預期信用損失模型，而不是根據國際會計準則第39號按一項已發生的信用損失模型。該預期信用損失模型規定一個實體須計算其預期信用損失及在每個報告日期的預期信用損失的變動以反映從初始確認時所產生的信用風險。換句話說，在確認信用損失時，不需要已實際產生了損失。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

2. Application of New and Amendments to International Financial Reporting Standards (“IFRSs”) (Continued)

IFRS 9 Financial Instruments (Continued)

The directors of the Company (the “Directors”) anticipate that application of IFRS 9 in the future may have a material impact on the classification and measurement of the Group’s financial assets. The Group’s available-for-sale investments, currently stated at cost less impairment, will either be measured as fair value through profit or loss or be designated as FVTOCI (subject to fulfillment of the designation criteria). In addition, the expected credit loss model may result in early and additional provision of credit losses which are not yet incurred in relation to the Group’s financial assets measured at amortised costs. However, it is not practicable to provide a reasonable estimate of the effect of IFRS 9 until the Group performs a detailed review.

IFRS 15 Revenue from Contracts with Customers

IFRS 15 establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. IFRS 15 will supersede the current revenue recognition guidance including IAS 18 Revenue, IAS 11 Construction Contracts and the related Interpretations when it becomes effective.

The core principle of IFRS 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the Standard introduces a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

2. 應用新訂及已修訂國際財務報告準則(續)

國際財務報告準則第9號金融工具(續)

集團的董事預計國際財務報告準則第9號的應用在未來會對集團的金融資產的分類與計量產生重要的影響。集團的可供出售金融資產，按成本減去減值，要麼按照公平價值計量(其變動計入)損益或者按照FVTOCI(根據指定條件的履行)。此外，預期信貸損失模型可能會導致更早的和額外的計提減值損失，若按照攤餘成本計量則不會產生相應的減值損失。然而，公司直到進行詳細的覆核才會對國際財務報告準則第9號的影響得出合理的估計。

國際財務報告準則第15號與客戶之間的合同產生的收入

國際財務報告準則第15號已頒佈並建立了一個單一的綜合模型，實體可按照該模型確認來自客戶合約的收入。當國際財務報告準則第15號生效時，其將取代現時沿用的收入確認指引，包括國際會計準則第18號收入、國際會計準則第11號建築合約及相關詮釋。

國際財務報告準則第15號的核心原則是一個實體應確認收入以體現向客戶轉讓承諾貨品或服務的數額，反映實體預期交換該等貨品或服務而應得的對價。具體來說，該準則引入了五步法來確認收入：

- 第1步：確定與客戶的合約
- 第2步：確定合約內履行的責任
- 第3步：確定交易價格
- 第4步：將交易價格分攤至合約內的履約責任
- 第5步：當實體履行履約責任時確認收入

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

2. Application of New and Amendments to International Financial Reporting Standards ("IFRSs") (Continued)

IFRS 15 Revenue from Contracts with Customers (Continued)

Under IFRS 15, an entity 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. Far more prescriptive guidance has been added in IFRS 15 to deal with specific scenarios. Furthermore, extensive disclosures are required by IFRS 15.

In April 2016, the International Accounting Standards Board ("IASB") issued Clarifications to IFRS 15 in relation to the identification of performance obligations, principal versus agent considerations, as well as licensing application guidance.

The Directors are in the process of assessing the potential impacts of IFRS 15 on the Group's contracts with customers in respect of sales of properties and land development arrangements, in particular, the identification of performance obligations under IFRS 15, the allocation total consideration to the respective performance obligations based on relative fair values and whether these contracts contain significant financing components. Furthermore, revenue on sales of properties will be recognised when customers obtain control over the properties under IFRS 15 as compared to upon transfer of significant risks and rewards of ownership under IAS 18. These impacts may potentially affect the timing and amounts of revenue recognition. However, it is not practicable to provide a reasonable estimate of the effect of IFRS 15 until the Group performs a detailed review. The application of IFRS 15 in the future may also result in more disclosures in the consolidated financial statements.

Amendments to IAS 7 Disclosure Initiative

The amendments require an entity to provide disclosures that enable users of financial statement to evaluate changes in liabilities arising from financing activities including both changes arising from cash flows and non-cash changes. Specially, the amendments require the following changes in liabilities arising from financing activities to be disclosed: (i) changes from financing cash flow; (ii) changes arising from obtaining or losing control of subsidiaries or other businesses; (iii) the effect of changes in foreign exchange rates; (iv) changes in fair values; and (v) other changes.

The Directors anticipate that the application of the amendments will result in addition disclosures on the Group's financing activities, specifically reconciliation between the opening and closing balances in the consolidated statement of financial position for liabilities arising from financing activities will be provided on application.

2. 應用新訂及已修訂國際財務報告準則(續)

國際財務報告準則第15號客戶的收入(續)

根據國際財務報告準則第15號，當一個實體履行履約責任時確認收入，即當貨品或服務按特定的履約責任轉移並由客戶「控制」時。國際財務報告準則第15號載有更為規範的指引以處理特別的情況。此外，國際財務報告準則第15號亦要求較廣泛的披露。

2016年4月，國際會計準則理事會（「IASB」）發佈國際會計準則第15號關於確認義務、委托及代理以及許可證使用的指引。

董事會在評估國際財務報告準則第15號關於土地開發業務收入和物業發展業務收入，特別是國際財務報告準則第15號關於履行義務的認定，對於基於公平值和這些合同是否包含重大的融資成分。另外，在國際財務報告準則第15號下，物業發展業務確認收入以顧客獲得相關物業控制權為時點；在國際會計準則第18號下，物業發展業務確認收入是以重大的風險與報酬的轉移。以上這些將對收入確認的時點以及金額產生影響。然而，公司直到執行詳細的覆核才能對國際財務報告準則15號的影響得出合理的估計。國際財務報告準則第15號的應用未來會導致綜合財務報告更多的披露。

國際會計準則第7號修訂主動披露

修訂要求實體提供能使財務報告使用者評估由融資活動而引起的債務的變動的披露，包括現金流相關的和非現金流相關的。修訂特別要求披露以下由融資活動而引起的負債的變化：(i)融資活動現金流的變化；(ii)獲得或喪失子公司或其他業務控制權而引起的變化；(iii)匯率變動的影響；(iv)公平值變動和(v)其他變化。

董事預計修訂的應用會引起集團關於融資活動更多的披露，修訂的應用會提供融資活動中負債與綜合財務報表中期初餘額與期末餘額的勾稽關係的披露。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

2. Application of New and Amendments to International Financial Reporting Standards ("IFRSs") (Continued)

IFRS 16 Leases

IFRS 16 introduces a comprehensive model for the identification of lease arrangement and accounting treatments for both lessors and lessees. IFRS 16 will supersede IAS 17 Leases and the related interpretations when it becomes effective.

IFRS 16 distinguishes lease and service contracts on the basis of whether an identified asset is controlled by a customer. Distinctions of operating leases and finance leases are removed for lessee accounting, and is replaced by a model where a right-of-use asset and a corresponding liability have to be recognized for all leases by lessees, except for short-term leases and leases of low value assets.

The right-of-use asset is initially measured at cost and subsequently measured at cost (subject to certain exceptions) less accumulated depreciation and impairment losses, adjusted for any remeasurement of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at that date. Subsequently, the lease liability is adjusted for interest expense and lease payments, as well as the impact of lease modifications, amongst others. For the classification of cash flows, the Group currently presents upfront prepaid lease payments as investing cash flows in relation to leasehold lands for owned use and those classified as investment properties while other operating lease payments are presented as operating cash flows. Upon application of IFRS 16, lease payments in relation to lease liability will be allocated into a principal and an interest portion which will be both presented as financing cash flows by the Group.

Under IAS 17, the Group has already recognised prepaid lease payments for leasehold lands where the Group is a lessee. The application of IFRS 16 may result in potential changes in classification of these assets depending on whether the Group presents right-of-use assets separately or within the same line item at which the corresponding underlying assets would be presented if they were owned.

In contrast to lessee accounting, IFRS 16 substantially carries forward the lessor accounting requirements in IAS 17, and continues to require a lessor to classify a lease either as an operating lease or a finance lease.

2. 應用新訂及已修訂國際財務報告準則(續)

國際財務報告準則第16號租賃

國際財務報告準則第16號介紹了對出租人和承租人的租賃安排和會計處理方法的一個綜合模型的辨識。當國際財務報告準則第16號有效時，將取代國際會計準則第17號租賃及相關解釋。

國際會計財務報告第16號區分租賃和服務合同的基礎為確定資產是否由客戶控制。經營租賃和融資租賃的承租人會計的區別被刪除，除了短期租約和低值資產租賃，資產的使用權和相應的負債已公認被一個模型取代。

使用資產的權利是按成本計量和後續計量成本(除某些例外)減累計折舊及減值損失，扣除重估租賃負債來計量的。租賃負債最初是根據該日期未支付的租賃款項的現值計量的。隨後，租賃負債按利息費用和租賃款項，以及租賃修改的影響做調整。關於現金流量的分類，集團目前提出預付租賃款項作為與自有土地相關的投資現金流同時歸類為投資物業，而其他經營租賃款項為經營現金流。在國際財務報告準則第16號的應用中，租賃負債的租賃付款將被分為本金和利息部分，這兩部分都將作為本集團的融資現金流。

根據國際會計準則第17號，本集團已確認集團為承租人的土地租賃預付租賃款項。國際財務報告準則第16號的應用可能會導致這些資產分類的潛在變化取決於該集團的資產使用權是否單獨或在同一項目。

與承租方會計相比，國際財務報告準則第16號實質上在國際會計準則第17號中提出出租人的會計要求，並繼續要求出租人將租賃分為經營租賃或融資租賃。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

2. Application of New and Amendments to International Financial Reporting Standards (“IFRSs”) (Continued)

IAS 16 Leases (Continued)

Furthermore, extensive disclosures are required by IFRS 16.

As set out in Note 35, total operating lease commitments of the Group as at 31 December 2016 amounted to RMB76,576,000. A preliminary assessment indicates that these arrangements will meet the definition of a lease under IFRS 16, and hence the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases upon the application of IFRS 16. In addition, the application of new requirements may result changes in measurement, presentation and disclosure as indicated above. However, it is not practicable to provide a reasonable estimate of the financial effect until the directors of the Company complete a detailed review.

Other than disclosed above, the Directors do not anticipate that the application of other new, amendments and interpretation to IFRSs will have a material impact on amounts reported in the Group’s consolidated financial statements and/or disclosures set out in these consolidated financial statements.

3. Significant Accounting Policies

The consolidated financial statements have been prepared in accordance with IFRSs. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”) and by the Hong Kong Companies Ordinance (“CO”).

The consolidated financial statements have been prepared on the historical cost basis, except for investment properties and conversion option derivative which 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.

2. 應用新訂及已修訂國際財務報告準則(續)

國際會計準則16租賃(續)

另外，國際財務報告準則第16號要求更多的披露。

在附註35中，截至2016年12月31日，經營租賃的資本承諾的總和為人民幣76,576,000元。初步分析推斷這些安排將會符合國際財務報告16號租賃的定義，因此集團將確認使用資產的權利以及所有租賃相應的負債除非它們符合金額小或者應用國際財務報告準則第16號的短期租賃。另外，應用新的規定可能會引起計量、陳列以及披露的變化。然而，公司的董事認為直到完成了一個詳細的分析，才能對財務影響提供一個可靠的估計。

除了以上的披露，董事不預計其他新的、修訂的應用以及對國際財務報告準則的複述會對集團綜合財務報告的金額或者披露產生影響。

3. 重要會計政策

綜合財務報表已按照國際財務報告準則編製。此外，綜合財務報表包括聯交所證券上市規則(「上市規則」)及香港公司條例(「公司條例」)的適用披露事項。

綜合財務報表已根據於下列會計政策闡釋的歷史成本法編製，按公平值計算的投資物業和可轉換期權衍生品除外。歷史成本一般根據就交換貨品及服務而付出的代價公平值計算。

歷史成本是基於購買商品或者服務的公平值計量的。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

3. Significant Accounting Policies (Continued)

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 IFRS 2, leasing transactions that are within the scope of IAS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 or value in use in IAS 36.

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. 重要會計政策(續)

公平值為市場參與者於計量日期在有序交易中出售資產可能收取或轉讓負債可能支付的價格，不論該價格是否直接觀察可得或使用另一種估值方法估計。估計資產或負債的公平值時，本集團考慮了市場參與者在計量日期為該資產或負債進行定價時將會考慮的資產或負債特徵。在該等綜合財務報表中計量及披露的公平值均在此基礎上予以確定，只有國際財務報告準則第2號以股份為基礎付款範圍內的以股份為基礎付款交易、國際財務報告準則第17號租賃範圍內的租賃交易以及與公平值類似但並非公平值的計量(例如，國際會計準則第2號存貨中的可變現淨值或國際財務報告準則第36號資產減值中的使用價值)除外。

非金融資產公平值的計量考慮到該資產在市場參與的情況下產生的經濟利益或在市場參與的情況下該項資產被出售以做最佳用途的價值。

此外，就財務報告而言，公平值計量根據公平值計量的輸入數據可觀察程度及輸入數據對公平值的整體重要性分類為第一級、第二級及第三級，載述如下：

- 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在活躍市場的報價(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的輸入數據(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。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

3. Significant Accounting Policies (Continued)

The principal accounting policies adopted are as follows:

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (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 Company 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 Company obtains control over the subsidiary and ceases when the Company 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 and other comprehensive income from the date the Company gains control until the date when the Company 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 subsidiary 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.

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

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

3. 重要會計政策(續)

下列為已採用的主要會計政策

合併基礎

綜合財務報表包括本公司及其控制的實體(其附屬公司)的財務報表。本公司獲得控制權當：

- 可對投資對象行使權力；
- 因參與投資對象的業務而可獲得或有權獲得可變回報；及
- 有權力影響它的回報。

若有事實或情況顯示上述三項控制因素中，有一項或以上出現變數，本公司會重新評估其是否控制投資對象。

本公司於獲得附屬公司控制權時將附屬公司綜合入賬，並於失去附屬公司控制權時終止入賬。具體而言，於年內購入或出售的附屬公司的收入及開支，自本公司獲得控制權當日起至本公司失去附屬公司控制權當日止，計入綜合損益及其他綜合收益報表內。

損益和其他綜合收益中的每一項都分配給公司的擁有人 and 少數股東。附屬子公司的其他綜合收益分配給公司的擁有人 and 少數股東即使其他綜合收益赤字。

附屬公司的財務報表在有需要情況下作出調整，以使其會計政策與本集團會計政策一致。

所有集團內公司間資產、負債、權益、收入、支出及現金流量(與本集團成員公司間的交易有關)均在綜合賬目時全額抵消。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

3. Significant Accounting Policies (Continued)

Loss of control of subsidiaries

When the Group loses control of a subsidiary, it (i) derecognizes the assets (including any goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost, (ii) derecognizes the carrying amount of any non-controlling interests in the former subsidiary at the date when control is lost (including any components of other comprehensive income attributable to them), and (iii) recognizes the aggregate of the fair value of the consideration received and the fair value of any retained interest, with any resulting difference being recognised as a gain or loss in profit or loss attributable to the Group.

Investments in associates and joint ventures

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a 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 associates or joint ventures are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates and 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 an associate or 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 associate or joint venture. When the Group's share of losses of an associate or a joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or 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 associate or joint venture.

3. 重要會計政策(續)

失去附屬公司的控制

若本集團失去附屬公司的控制權，則其(i)失去控制權當日取消按賬面值確認該附屬公司的資產(包括任何商譽)及負債；(ii)失去控制權當日取消確認前附屬公司任何非控股權益(包括彼等應佔其他全面收益的任何組成部份)的賬面值；及(iii)確認所收取代價的公平值及任何保留權益的公平值的總額，所產生的差額確認為本集團的應佔收益或虧損。

聯營公司及合資企業投資

聯營公司指本集團可施加重大影響力的實體。重大影響力指參與投資對象的財務及營運決策的權力，而非控制或共同控制有關政策的權力。

合營企業指一項合營安排，共同控制該安排的各主體對合營安排的淨資產有控制權，共同控制是以協議約定的對一項安排的控制共享，僅當在相關活動的決定需要各方一致同意時適用。

採用權益會計法計算的聯營公司或合資企業業績及資產與負債已計入綜合財務資料中。聯營公司在財務報告中使用權益法編製採用的統一會計準則與集團在類似環境下的交易與事件所採用的準則相同。使用權益法，對於聯營公司或合資企業的投資初始在綜合財務報表中採用成本法之後在確認集團的損益和其他綜合收益時做調整。當集團應佔聯營公司或合資企業的損失超過集團對其的投資收益具體包括長期股權投資構成集團對於聯營公司的淨投資，集團再不確認之後的損失。當集團對聯營公司或合資企業有法律或者建設性義務或者需要代表聯營公司多支付的時候，多餘的損失會被確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

3. Significant Accounting Policies (Continued)

Loss of control of subsidiaries (Continued)

Investments in associates and joint ventures

(Continued)

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or 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.

When the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss.

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

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods sold and services rendered in the normal course of business, net of discounts and sales related taxes.

3. 重要會計政策(續)

失去附屬公司的控制(續)

聯營公司及合資企業投資(續)

對聯營或合營企業的投資在被投資企業成為聯營或合營企業之日起採用權益法核算，投資成本超過投資的可辨認資產和負債的淨公平值確認為商譽，包含在投資的賬面金額範圍內。本集團的可識別資產及負債的淨公平值超過投資成本的份額，經重估後，立即在投資獲得期間的損益中確認。

當集團喪失對於聯營公司的重大影響或合營企業的共同控制時，作為對整個投資的處置相應的利得或損失記錄在損益中。

當集團及其附屬公司與集團的聯營公司或合營企業發生交易比如買賣或者資產類的往來，集團會在其綜合財務報表中確認只有當該筆交易與集團對聯營公司或合營企業的收益無關時。

收入確認

收入以交易收到款項或者應收款項的公平值計量，該金額表示在日常商業環境下，考慮到折現和交易相關稅費，商品交易或提供服務的金額。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

3. Significant Accounting Policies (Continued)

Loss of control of subsidiaries (Continued)

Revenue recognition (Continued)

Income from land development arrangements

For land development projects under collaboration arrangements with local government authority, the Group is given the right to carry out construction and preparation works in respect of land infrastructure within certain districts. When the land plots are sold by the local government authority to land buyers through public auction, tender or listing, the Group is entitled to receive from the local government authority a proportion of the proceeds from land sales.

The Group's share of the proceeds from the land development is recognised upon completion of related construction works and when the amount of income can be measured reliably, which occurs upon sales of land plots by the local government authority. Accordingly, at the time of the sales of land, proceeds entitled to be received from the local government authority by the Group are recognised as income.

Revenue from construction contract with certain local government authority for land development is recognised by reference to the recoverable costs incurred during the period plus an agreed cost-plus margin. The Group's entitlement to additional income relating to these land development activities in the form of marketing and promotional service is recognised when such income become receivable in accordance with the specific rate and basis set out in the relevant service agreements entered into between the Group and the local government authority.

Sales of properties

Revenue from sales of properties in the ordinary course of business is recognised when the respective properties have been completed and delivered to the buyers. Deposits and prepayments received from purchasers prior to meeting the above criteria for revenue recognition are included in the consolidated statement of financial position under current liabilities.

Operating lease income

Operating lease income from investment properties is recognised on the straight-line basis over the lease term which is the non-cancellable period for which the lessee has contracted to lease the properties.

3. 重要會計政策(續)

失去附屬公司的控制(續)

收入確認(續)

土地開發業務收入

對於與當地政府合作的土地發展項目，集團有權在某些地區內進行土地基礎建設及準備工作。土地出讓金由地方政府主管部門通過公開拍賣、招標、掛牌等方式出讓土地的，集團有權向地方政府主管部門收取土地出讓金的一部分收益。

集團的土地發展收益的份額，在有關建設工程完成後，即當收入由本地政府當局出售土地時，可靠計量。因此，在出售土地時，集團獲得地方政府的收入，可確認收入。

與當地政府簽訂的建造合同的收入，是指在該期間所產生的可收回成本加上商定的成本加利潤率而確認的。依據集團與當地政府簽訂的合同，集團享有額外的收入(包括)市場和行銷服務收益加成相應比率的應收賬款。

物業銷售

在日常業務過程中銷售物業的收益在各物業落成及交付買家時確認。在達到上述收益確認標準前收取買家的訂金及預付款項在綜合財務狀況表內計在流動負債。

經營租賃收入

投資物業的經營租賃收入以直線法按承租人已訂約租賃物業的不可註銷租賃期間內確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

3. Significant Accounting Policies (Continued)

Loss of control of subsidiaries (Continued)

Revenue recognition (Continued)

Interest income

Interest income from a financial asset is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Construction contract

When the outcome of a construction contract can be estimated reliably, revenue from cost plus contracts is recognized by reference to the recoverable cost incurred during the period plus the fee earned, measured by the proportion that cost incurred to date bear to the estimated total costs of the contract.

Where the outcome of a construction contract cannot be estimated reliably, contract revenue is recognized to the extent of contract cost incurred that it is possible will be recoverable. Contract costs are recognized as expense immediately.

When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

Where contract costs incurred to date plus recognized profits less recognized losses exceed progress billings, the surplus is shown as amounts due from customers for contract work. For contracts where progress billings exceed contract costs incurred to date plus recognized profits less recognized losses, the surplus is shown as amounts due to customers for contract work. Amount received before the related work is performed are included in the consolidated statement of financial position, as a liability, as advances received, if any. Amounts billed for work performed but not yet paid by the customer are included in the consolidated statement of financial position under trade receivables, if any.

Property, plant and equipment

Property, plant and equipment including buildings held for use in the production or supply of goods or services, or for administrative purposes are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

3. 重要會計政策(續)

失去附屬公司的控制(續)

收入確認(續)

利息收入

財務資產所得利息收入按時間基準進行累計，並參考未償付本金額及實際適用利率（為透過財務資產的預期年期將估計未來現金收入準確貼現至該項資產首次確認賬面淨值的利率）計算。

建造合同

如果建造合同的結果能夠可靠地估計，成本加成合同收入參照其可收回成本加成賺取的費用。

如果施工合同的結果不能可靠地估計，合同收入為公認的可能發生的可收回的合同成本。合同費用立即確認為費用。

當合同總成本很可能將超過合同總收入，預期損失立即確認為費用。

當發生的合同成本加利潤減截至到確認日期確認的損失超過進度結算，剩餘金額作為應收客戶的合約工程款項。在進度付款超過合同費用，不確認利潤損失，剩餘的作為欠客戶的合同工程量。執行金額收到之前，任何相關的工作包括在綜合財務狀況表中作為負債或預收款。任何開票但客戶尚未支付的金額納入合併財務報告中的貿易應收款項。

物業廠房及設備

物業、廠房及設備包括用作生產、提供商品或服務或作為管理用途的建築物在綜合財務報表中按成本減其累計折舊及累計減值虧損(如有)後列賬。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

3. Significant Accounting Policies (Continued)

Property, plant and equipment (Continued)

Depreciation is provided to write off the cost of items of property, plant and equipment over their estimated useful lives and after taking into account of their estimated residual value, 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 derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in profit or loss in the period in which the item is derecognised.

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation (including properties under construction for such purposes).

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values. All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are classified and accounted for as investment properties and are measured using the fair value model. 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 construction are capitalised as part of the carrying amount of the investment properties under construction.

If any item of property, plant and equipment 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 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 asset, the relevant revaluation reserve will be transferred directly to retained profits.

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 disposals. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which the item is derecognised.

3. 重要會計政策(續)

物業廠房及設備(續)

折舊則按資產的可使用年期以直線法減去其在可使用年限內的剩餘價值以攤銷其成本。估計可使用年期、剩餘價值及折舊方法在各報告期間結束時進行覆核，而任何估計變動的影響按預期基準入賬。

物業、廠房及設備項目於出售或預期日後當持續使用有關資產而不會產生經濟利益時終止確認。任何因出售或報廢物業、廠房及設備而產生的收益或虧損均按該資產的銷售所得款項與賬面值之間的差額修改訂立並於損益賬中確認。

投資物業

投資物業為持有以賺取租金或待資本增值的物業(包括在建的物業)。

投資物業初步按成本計量，包括任何直接應佔支出。在初始確認後，投資物業以其公平值進行計量。本集團根據經營租約持有賺取租金或資本增值用途的物業，分類及入賬為投資物業，並使用公平值模式計量。投資物業的公平值變動收益或虧損包括在其出現的期間損益。

建設成本為在建投資物業的賬面價值的部分。

任何物業、廠房及設備項目因用途產生變化而成為投資物業時，轉換日期該項目的公平值與賬面金額之間的任何差異在其他全面收益和投資物業重估儲備中確認。資產的後續出售或報廢時，有關重估儲備將直接轉移至未分配利潤。

投資物業在出售時或當投資物業永遠不再使用或該出售預期不會產生任何日後經濟利益時取消確認。物業取消確認產生的任何收益或虧損(按該資產的出售所得款項淨額及賬面值之間的差額計算)於該項目取消確認的期間計入損益。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

3. Significant Accounting Policies (Continued)

In progress land development arrangements

Development cost of in progress land development arrangements comprises the aggregate cost of development, materials and supplies, capitalised staff costs, capitalised borrowing costs on related borrowing funds during the period of construction and other costs directly attributable to such in progress land development arrangements.

In progress land development arrangements is stated at the lower of cost and net realizable value. Net realizable value takes into account the Group's share of estimated proceeds derived from the sale of in progress land development arrangements by the local government authorities, less costs to completion and the costs to be incurred in realizing the revenue derived from the sale of in progress land development arrangements based on prevailing market conditions.

Properties under development for sale

Properties under development which are intended to be sold in the ordinary course of business upon completion of development are classified as current assets, and carried at the lower of cost and net realizable value. Net realisable value takes into account the price ultimately expected to be realised, less applicable variable selling expenses and anticipated cost to completion. Costs include the related land cost, development expenditure incurred and, where appropriate, borrowing costs capitalised.

Properties under development for sale are transferred to completed properties for sale upon completion.

Completed properties for sale

Completed properties for sale are stated at the lower of cost and net realizable value. Net realizable value is determined based on prevailing market conditions.

Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as lessor

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 managing an operating lease are added to the carrying amount of the leased asset and recognised as an expense on a straight-line basis over the lease term.

3. 重要會計政策(續)

待售土地開發項目

土地開發的開發成本包括開發總成本、材料及供應、資本化的員工成本、在建築期間相關借款的資本化金額以及其他待售土地開發項目的其他成本總額。

待售土地開發項目按成本和可變現淨值孰低者計量。可變現淨值即本集團應佔地方政府機構銷售土地開發項目所得款項的估計金額，扣除成本及根據當時市況變現銷售土地開發項目所得收益而產生的成本。

待售發展中物業

已完成開發並在日常業務過程中銷售的發展中物業分類為流動資產，並按成本與可變現淨值的較低者入賬。可變現淨值即最終預期為可予變現的價格，減適用的可變動銷售開支及預期竣工成本。成本包括相關土地成本、已產生發展開支及(如適當)已經資本化的借款。

發展中物業在完工時轉到待售已竣工物業。

待售已竣工物業

待售已竣工物業按成本與可變現淨值的較低者入賬。可變現淨值根據當時市場狀況而定。

租賃

當租賃條款將所涉及及擁有權的絕大部份風險及回報轉讓給承租人時，租賃分類為融資租賃。所有其他租賃均分類為經營租賃。

本集團作為出租人

經營租賃的租金收入是按相關租賃年限以直線法在損益內確認。在商議和管理經營租賃時，初始成本加入租賃資產的賬面值，並按租賃年期以直線法予以確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

3. Significant Accounting Policies (Continued)

Leases (Continued)

The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the lease term.

Leasehold land and building

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the lease is classified as an operating lease. Specially, the minimum lease payments (including any lump-sum upfront payments) are allocated between the land and the building element of the lease at the inception of the lease.

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as "prepaid lease payments" in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis except for those that are classified and accounted for as investment properties under the fair value model. When the lease payments cannot be allocated reliably between the land and building elements, the entire lease is generally classified as a finance lease.

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.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

3. 重要會計政策(續)

租賃(續)

本集團作為承租人

經營租賃款項是按租賃年期以直線法確認的開支。

租賃土地及建築物

當一項租賃同時包括土地及建築物時，本集團會分別依照各部分擁有權相關的絕大部分風險及回報是否已轉讓給本集團，評估各部分的融資或經營租賃分類，除兩部分均已明確為經營租賃，在此情況下，租賃分類為經營租賃。具體而言，最低租賃款項(包括任何一筆超過支付上限的預付款項)會在訂立租賃時在土地和建築物部分之間分配。

當能夠可靠分配租賃款項，則入賬列為經營租賃的土地租賃權益會在綜合財務狀況表內列為預付租賃款項，並用直線法基準按租賃期攤銷，該等分類為投資物業及根據公平值模式列賬的土地租賃權益除外。當租賃的支付無法可靠地區分土地和房屋，整個租賃列為融資租賃。

借款成本

直接因收購、建造或生產必須經歷一段較長時間才可用作擬定用途或予以出售的資產而產生的借款成本，會加入該等資產的成本，直到該等資產大致上已可作其擬定用途或予以出售。

由暫時性投資在特定借款等待時在合格資產的支出所賺取的投資收入，會在符合資本化的借款成本中扣除。

所有其他借款成本均在其產生期間內在損益中確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

3. Significant Accounting Policies (Continued)

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than that entity's functional currency (foreign currencies) are recorded in the respective functional currency at the rates of exchange prevailing on the dates of the transactions. At the end of reporting period, monetary items denominated in foreign currencies are re-translated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not re-translated.

Exchange differences arising on the settlement of monetary items, and on the re-translation of monetary items, are recognised in profit or loss in the period in which they arise.

Retirement benefit costs

Payments to state-managed retirement benefits schemes are charged as an expense when employees have rendered service entitling them to the contributions.

Share-based payment transactions of the Company

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. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in note 39 to these consolidated financial statements.

The fair value determined at the grant date of the equity-settled share-based payments 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 options reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. 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 share options reserve.

When share options are exercised, the amount previously recognized in share options reserve will be transferred to share capital and share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognized in share options reserve will be transferred to retained profits.

3. 重要會計政策(續)

外幣

在編製集團各實體的報表時，不以該實體的功能本位幣(「外幣」)結算的交易都是按照交易時的匯率折算成功能本位幣入賬。在報告期末，以外幣計價的貨幣性項目都應按照報告期末匯率重新進行折算。非貨幣性項目則是按照歷史成本進行計價，而無需重新進行折算。

貨幣性項目在結算或重新折算時產生的匯兌差異，在當期損益中進行確認。

退休福利成本

當員工提供可以使其有資格成為向退休福利計劃供款人員的服務時，企業向政府所管理的退休福利計劃所繳納的款項則可以確認為費用。

公司以股份為基礎的支付交易

公司向僱員以及其他提供類似服務的人員進行的以權益結算的股份為基礎的支付，在授予日以權益工具的公平值來進行計量。

以權益結算的股份支付的公平值，在授予期間內，根據管理層對於最終將會行權數量的估計，按照直線法攤銷並確認當期損益，並增加權益(期權儲備)。在每個報告期末時，集團會修改其之前對於會最終行權的權益工具的預期數量。如有對原始預期的修正，其影響在損益中進行確認，導致累計費用會對修正的估計以及認股期權儲備產生影響。

當股份期權行權時，以前期間所確認的股份期權儲備將會結轉至實收資本以及股本溢價中進行核算。當股份期權在可行權日後被沒收或者在到期日時並未行權，則以前期在股份期權儲備中確認的金額將會結轉至未分配利潤中進行核算。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

3. Significant Accounting Policies (Continued)

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 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.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax as reported in the consolidated statement of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes 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.

Deferred tax

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 other 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.

3. 重要會計政策(續)

政府補助

政府補助應當在有合理證明集團可以滿足政府部門的相應的要求，並確保相應補助可以被集團收到情況下，予以確認。

作為補償已產生開支或虧損而應收的政府補助或在無未來相關成本的情況下為本集團提供即時財務支援的政府補助，在其確認應收的期間於損益中確認。

稅項

所得稅費用為當期應付所得稅與遞延所得稅。

當期所得稅

當期應付所得稅的計稅基礎為本年應納稅所得額。應納稅所得額不同於綜合財務報表中損益表列示的稅前利潤和其他綜合收益，是因為應納稅所得額不包括以前年度的應稅或可抵減收入或費用，並且不包括不能被計稅或抵減的收入或費用。

遞延稅項

遞延所得稅是根據綜合報表中資產與負債的賬面金額與相應的計算應納稅所得額的稅基之間的差異所確認的。遞延所得稅負債主要認定的是應納稅的暫時性差異。遞延所得稅資產主要認定的是可抵扣的暫時性差異，即該應納稅所得額實現時其對應的可抵扣差異也相應的可以實現。如暫時性差異是不影響應納稅所得額或會計利潤的其他資產或負債在除商業合併以外的交易中的初始確認所形成的，則不確認遞延所得稅資產或負債。另外，當暫時差異是由初始確認商譽引起的，則不確認遞延稅項負債。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

3. Significant Accounting Policies (Continued)

Taxation (Continued)

Deferred tax (Continued)

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, interests in associates and 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 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 rates (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.

For the purpose of measuring deferred tax liabilities 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.

Current and deferred tax are recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case, deferred tax is also recognised in other comprehensive income or directly in equity respectively.

3. 重要會計政策(續)

稅項(續)

遞延稅項(續)

除了集團可以控制暫時性差異的轉回，並在可以預見的未來期間內不予轉回的情況，包括因向子公司的投資、聯營企業的投資和合營企業的投資所產生的應納稅暫時性差異，可以確認為遞延所得稅負債。如果在可以預見的未來期間內，被投資企業如有足夠應納稅所得額來涵蓋所產生的由於以上投資所產生的暫時性差異，且會對該暫時性差異進行轉回，該可抵扣暫時性差異可以確認為遞延所得稅資產。

遞延所得稅資產的賬面金額需在每個報告期末進行覆核，並根據不再可能產生足夠的可涉及部分或全部資產的應納稅所得額進行調整。

遞延所得稅資產和負債是按照負債或成本預期確認時點所處期間，根據已經在相應報告期末制定或將要制定稅率進行計量。

在報告期末，遞延所得稅負債和資產的計量會反映集團以其預期方式收回或清償資產和負債的賬面金額所產生的稅務影響。

在計算以公平值模型計量的投資性房地產遞延所得稅負債時，一般情況下，會以假設整體對外出售時的價格來計算其賬面價值。

當投資性房地產進行折舊計提，其經濟利益根據時間大部分附著於投資性房地產本身而非通過出售實現時，則不按照公平值計價模型計算。

當期所得稅和遞延所得稅除了其因計入其他綜合收益或權益而需將所得稅影響分別計入對應部分之外，均在損益中進行確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

3. Significant Accounting Policies (Continued)

Financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) 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 fair value through profit or loss are recognised immediately in profit or loss.

Financial assets

The Group's financial assets are classified into available-for-sale ("AFS") financial assets and loans and receivables.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (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, where appropriate, a shorter period to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis for debt instruments.

AFS financial assets

AFS financial assets are non-derivatives that are either designated as available-for-sale or are not classified as (a) loans and receivables, (b) held-to-maturity investment or (c) financial assets at fair value through profit or loss ("FVTPL").

3. 重要會計政策(續)

財務工具

當一集團實體簽訂財務工具合同條款後，其財務資產與財務負債會在綜合財務報表上體現。

財務資產與負債均是以公平值進行初始確認。在初始確認時，由於收購或發行財務資產和負債的所直接產生的交易費用會在一定程度上影響財務資產和負債的公平值（而非財務資產和財務負債在公平值變動損益上的變化）。對於在損益中核算的收購以公平值計量的財務資產或財務負債而產生的交易費用，直接確認為損益。

財務資產

集團的財務資產可分為可供出售的財務資產，借款以及應收款。

實際利率法

實際利率法是一種將利息收入分攤到相應期間中來計算財務資產攤餘成本的方法。實際利率是在財務資產的存續期間或認為恰當的更短期間內，在初始確認時預計在未來可收到的實際現金（包括在計算實際利率時應考慮的收到或支出費用，交易成本和其他溢價或折扣）的折現率。

利息收入根據債務工具實際利率進行確認。

可供出售的金融資產

可供出售的金融資產是屬於非衍生金融工具範疇內，認為是可供出售的，但並不將其歸類於借款或應收款，持有投資以及公平值記錄在損益表中的金融資產。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

3. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

AFS financial assets (Continued)

Dividends on AFS equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established.

AFS equity instruments that do not have quoted market price in an active market and whose fair value cannot be reliably measured are measured at cost less any identified impairment losses at the end of each reporting period.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade and other receivables, amounts due from related parties, restricted bank deposits and bank balances and cash) are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment of financial assets set out below).

Impairment of financial assets

Financial assets are assessed for indicators of impairment at the end of reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

3. 重要會計政策(續)

金融工具(續)

財務資產(續)

可供出售的金融資產(續)

當集團有權收取股利時，可供出售金融資產權益工具所產生的股息可以在損益中進行確認。

可供出售金融資產權益工具未從活躍市場上引用市場價格，其公平值不能被可靠計量，報告期末以其成本減去任何可計量的資產減值損失進行計量。

借款與應收款項

借款與應收款是無需根據活躍市場進行定價的非衍生、固定或確定支付方式的金融資產。緊隨初始確認之後，借款與應收款項(包括貿易與其他應收款，應收關聯公司款、受限資金以及銀行存款和現金)以實際利率法計算攤餘成本減去已識別的減值損失(詳見下附的金融資產減值的會計政策)來進行定價。

金融資產的減值

在報告期末，金融資產會根據指標對其進行減值評估。在初始確認之後，在有充分的證據證明當一個或多個事件影響金融資產後，其預計的未來現金流會產生影響，該金融資產則會被認為有減值的可能。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

3. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

For loans and receivables, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organization.

For financial assets carried at amortised cost, an impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate.

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial assets. Such impairment loss will not be reversed in subsequent periods.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade and other receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

3. 重要會計政策(續)

金融工具(續)

財務資產(續)

金融資產的減值(續)

對於借款和應收款，發生減值的證據包括：

- 發行人或對方的財務狀況發生明顯的嚴重的困難；或
- 合同條款的違約，如不履行還本或付息的義務；或
- 借款人有可能發生破產或財務重組。

金融資產按照攤餘成本的價值進行計量，當該金融資產有明顯的減值跡象其減值損失應在損益表中進行核算，其減值金額是該金融資產賬面價值與按照原實際利率計算的預計未來現金流的現值的差。

按成本法入賬的金融資產，減值虧損金額按資產的賬面價值與類似金融資產的當前市場收益率折現後的預計未來現金流量的現值進行比較。該等減值虧損不會在其後期間轉回。

金融資產的賬面金額除了貿易與其他應收款外，其減值都直接影響金融資產的賬面金額。貿易與其他應收款的減值是通過減值準備科目實現的，其減值金額在損益表中進行確認。當應收款被認為無法收回時，相應金額在減值準備科目中進行核銷。後續對之前已核銷款項的回收則需記錄至損益。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

3. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

Financial liabilities and equity instruments

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash 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 liability, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis.

Financial liabilities

Financial liabilities are classified as at FVTPL when the financial liabilities are either held for trading or those designated as at FVTPL on initial recognition.

A financial liability is classified as held for trading if:

- It has been acquired principally for the purpose of repurchasing it 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. 重要會計政策(續)

金融工具(續)

財務資產(續)

金融資產的減值(續)

對於以攤餘成本計量的金融資產，如果在後續期間由於減值的事件影響而使得減值的金額減少，在以前期間所確認的減值損失可以通過損益進行轉回，但其轉回的金額不超過未確認減值時該金融資產的攤餘成本。

金融負債以及權益工具

集團發行的金融負債以及權益工具根據合同條款以及金融負債和權益工具的相應定義來進行劃分。

實際利率法

實際利率法是一種將利息費用分攤到相應期間中來計算金融負債攤餘成本的方法。實際利率是在金融資產的存續期間或認為恰當的更短期間內，在初始確認時預計在未來實際付出的現金(包括在計算實際利率時應考慮的收到或支出費用，交易成本和其他溢價或折扣)的折現率。

利息費用是按照實際利率的基礎進行確認。

財務負債

當財務負債不是可供出售也不是初步確認時指定為按公平值計入損益，則有關財務負債分類為按公平值計入損益的財務負債。

當出現下列情況，則財務負債分類為可供出售：

- 產生的主要目的為在不久將來購回；或
- 在初步確認時，其為本集團共同管理的已識別財務工具組合的一部分，且近期實際具備短期獲利的模式；或
- 其為不指定及實際作為對沖工具的衍生工具。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

3. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Financial liabilities (Continued)

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss includes any interest paid on the financial liability.

Other financial liabilities of the Group including trade and other payables, bank and other borrowings and amounts due to related parties are subsequently measured at amortised cost, using the effective interest method.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

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 payment when due in accordance with the original or modified terms of a debt instrument.

A financial guarantee contract issued by the Group and not designated as at fair value through profit or loss is recognised initially at its fair value less transaction costs that are directly attributable to the issue of the financial guarantee contract. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of (i) the amount determined in accordance with IAS 37 Provisions, Contingent Liabilities and Contingent Assets; and (ii) the amount initially recognised less, when appropriate, cumulative amortization recognised over the guarantee period.

3. 重要會計政策(續)

金融工具(續)

金融負債以及權益工具(續)

財務負債(續)

按公平值計入損益的財務負債按公平值列賬，而重新計量產生的任何收益或虧損在損益內確認。在損益內確認的收益或虧損淨額包括任何就財務負債支付的利息。

本集團的其他財務負債包括貿易及其他應付款、銀行及其他借款及應付關連方款項，隨後採用實際利息法按攤銷成本計量。

權益工具

權益工具為證明本集團資產剩餘權益(經扣除其所有負債)的任何合約。本公司發行的權益工具按已收所得款項在扣除直接發行成本後確認。

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的原有或經修訂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的合約。

由本集團發行而非指定為按公平值計入損益的財務擔保合約初步按公平值減發行財務擔保合約直接應佔的交易成本後確認。初步確認後，本集團按(i)國際會計準則第37號撥備、或有負債及或有資產確定的金額；及(ii)初步確認的金額減收益確認的累計攤銷兩者中的較高者計量財務擔保合約。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

3. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Convertible bonds

The component parts of convertible bonds issued by the Company are classified separately in accordance with the substance of the contractual arrangements and the definitions of a financial liability and equity instrument. 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 Company's own equity instruments is a conversion option derivative.

At the date of issue, both the debt component and derivative component are recognised at fair value. In subsequent periods, the debt component of the convertible bonds 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 bonds are allocated to the debt and derivative components in proportion to their relative fair values. Transaction costs relating to the debt component are included in the carrying amount of the debt portion and are amortised over the period of the convertible bonds using the effective interest method. Transaction costs relating to the derivative component are charged to profit or loss immediately.

Embedded derivatives

Derivatives embedded in non-derivative host contracts are treated as separate derivative when they meet the definition of a derivative, their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

3. 重要會計政策(續)

金融工具(續)

金融負債以及權益工具(續)

可轉換債券

公司發行的可轉換債券依據合同條款以金融負債和權益工具分別列示。可轉換期權衍生品是一種將要行權的期權除了用定額的現金交換還可以用相當於固定數量公司自有權益的金融資產交換。

在發行日，負債部分和可轉換期權衍生品均按照公平值確認。在接下來的時間，可轉換債券的負債部分用攤餘成本實際利率法計量。可轉換期權衍生品的公平值變動在損益表的公平值變動中確認。

與發行可轉換債券相關的交易費用在負債和衍生品間按照比率分配。與負債部分相關的交易費用包含在賬面的負債部分然後在可轉換債券期間用實際利率法攤銷。與衍生品相關的交易費用在損益表中及時確認。

嵌入式衍生工具

當嵌入式衍生工具合約的非衍生的部分符合衍生工具的定義、風險和特徵並不與那些主體合同密切相關，主合同並非按進入損益的公平值計量時。其被當作獨立的衍生工具。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

3. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Derecognition

Financial assets are derecognised when the rights to receive cash flows from the assets expire or, the financial assets are transferred and the Group has transferred substantially all the risks and rewards of ownership of the financial assets.

On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss, except for waiver of financial liabilities by Ultimate Controlling Shareholders which is considered as deemed contribution.

When an existing financial liability's terms are modified and such modification results in the discounted present value of the cash flows under the new terms including any fees paid net of any fees received is at least 10 per cent different from the discounted present values of the remaining cash flows of the original financial liability, it is accounted for as an extinguishment of the original financial liability and a recognition of a new financial liability with the difference, being the carrying amount of the financial liability extinguished and the fair value of the financial liability issued, recognised in profit or loss. If such modification is not accounted for as an extinguishment, any costs or fees incurred adjust the carrying amount of the liability and are amortised over the remaining term of the modified liability.

3. 重要會計政策(續)

金融工具(續)

取消確認

當自資產收取現金流量的權利已屆滿，或本集團已轉讓財務資產及有關財務資產擁有權的絕大部分風險及回報，則取消確認財務資產。

在取消確認財務資產時，資產賬面值與已收及應收代價總和之間的差額在損益中確認。

當有關合約所訂明責任獲解除、註銷或屆滿時，財務負債會被取消確認。取消確認的財務負債的賬面值與已付及應付代價之間的差額在損益中確認，只有最終控股股東豁免財務負債被視為既定貢獻除外。

當現有的金融負債的條款變更同時該變更將導致新條款下的折現現金流與原有金融負債的折現現金流的差異至少為百分之10，則該變更被視為原有金融負債的償還同時確認為新的金融負債，償還金融負債的賬面價值與發行的金融負債的公平值的差異進入損益。如果該項修改不作為清償，則產生的成本或費用將調整負債的賬面價值同時基於原來的條款進行攤銷。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

3. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Impairment losses on tangible assets

At the end of the reporting periods, the Group reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the assets belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

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 for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) 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 cash-generating unit) in prior year. A reversal of an impairment loss is recognised as income immediately.

3. 重要會計政策(續)

金融工具(續)

有形資產減值虧損

在報告期間結束時，本集團均會對有形資產的賬面值進行審查，以確定是否有跡象顯示該等資產已發生減值虧損。當出現該等跡象，則須估計資產的可收回金額，以確定減值虧損(如有)的程度。當不能估計單個資產的可收回金額時，集團估計該資產所屬的現金產生單位的可收回金額。在可以識別合理的和一致分配的基礎上，企業的債權也分配給單獨的現金產生組，否則，將依據可以識別的分配給最小的一組現金產生組。

可收回金額為公平值減出售成本及使用價值兩者的較高者。在評估使用價值時，估計未來現金流量使用除稅前折現率折現至其現值，以反映現時市場對貨幣時間值的評估及該資產(其估計未來現金流量未予調整)特有的風險。

當估計資產的可收回金額低於其賬面值，則將該資產的賬面值減少至其可收回金額。減值虧損即時確認為損益。

當減值虧損隨後撥回，則該資產的賬面值會增加至其可收回金額的經修訂估值；但增加後的賬面值不得超過該資產於去年假設並無確認減值虧損而應已確定的賬面值。減值虧損撥回即時在損益內確認為收入。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

4. Critical Accounting Judgments and Key Sources of Estimation Uncertainty

In the application of the Group's accounting policies, which are described in note 3, the Directors are required to make judgments, 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 judgments in applying accounting policies

The following is the critical judgment, apart from those involving estimations, that management has made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in these consolidated financial statements.

Deferred taxation on investment properties

For the purposes of measuring deferred tax liabilities arising from investment properties that are measured using the fair value model, the Directors have reviewed the Group's investment properties and concluded that the Group's investment properties are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time through rental income. Therefore, in determining the Group's deferred taxation on investment properties, the Directors have determined that the presumption that investment properties measured using the fair value model are recovered through sale is rebutted.

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 reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next twelve months.

4. 關鍵會計判斷及估計不明朗因素的主要來源

在應用附註3所述的本集團會計政策時，本公司董事須就未能從其他來源得知的資產與負債賬面價值作出判斷、估計及假設。估計及相關假設是根據過往經驗及其他被認為相關的因素作出。實際結果可能與此等估計不同。

本集團會持續檢討此等估計及相關假設。當對會計估計作出修訂時，若有關修訂僅影響作出估計修訂的期間，則在當期確認有關修訂，若有關修訂影響作出修訂的期間在未來期間，則在當期及未來期間確認有關修訂。

於應用會計政策時的重要判斷

除涉及估算的判斷外，以下為管理層在應用本集團會計政策時已作出且對於綜合財務報表內已確認金額有最重大影響的重要判斷。

投資物業的遞延稅項

就計量採用公平值模式計量的投資物業所產生的遞延稅項負債，本公司董事已審閱本集團的投資物業，總結本集團的投資物業以一個商業模式所持有，而此模式的目標為通過租金收入使用該投資物業所包含的大部份經濟利益。因此，在確定本集團投資物業的遞延稅項時，本公司董事決定採用公平值模式計量的投資物業通過銷售收回的假設已推翻。

估計不明朗因素的主要來源

在各報告期間結束時有重大可能使未來十二個月的資產及負債賬面價值須作重大調整的有關未來的主要假設及其他不明朗因素估計主要來源如下。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

4. Critical Accounting Judgments and Key Sources of Estimation Uncertainty (Continued)

Key sources of estimation uncertainty (Continued)

Investment properties

Investment properties were stated at fair values based on the valuation performed by independent professional valuers. In determining the fair values, the valuers have based on a method of valuation which involves certain estimates of market condition. In relying on the valuation report, the Directors have exercised their judgment and are satisfied that the assumptions used in the valuation are reflective of the current market conditions. Changes to these assumptions would result in changes in the fair values of the Group's investment properties and the corresponding adjustments to the amount of gain or loss reported in profit or loss.

The carrying amount of investment properties as at 31 December 2016 were approximately RMB1,247,768,000 (31 December 2015: RMB942,800,000). More details are set out in note 16.

Provision for the cost of in progress land development arrangements

The Group's in progress land development arrangements is stated at the lower of cost and net realizable value. If the cost is higher than the estimated net realizable value, provision for the excess of cost of in progress land development arrangements over its net realizable value should be made. A provision for loss on onerous contracts would be made by the Group if it has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract. Determination of these provisions would require the use of judgment and estimates. Where the expectation is different from the original estimate, the carrying amount and provision for loss on in progress land development arrangements and the provision for loss on onerous contract in the periods in which such estimate is changed will be adjusted accordingly.

The carrying amount of in progress land development arrangements as at 31 December 2016 was approximately RMB2,490,246,000 (31 December 2015: RMB1,753,260,000). More details are set out in note 22.

4. 關鍵會計判斷及估計不明朗因素的主要來源(續)

估計不明朗因素的主要來源(續)

投資物業

投資物業依據獨立專業估值師進行的估值的公平值列賬。在確定公平值時，估值師基於涉及若干市況估計的估值方法。在依賴評估報告時，本公司董事已作出判斷，並相信估值的假設可反映當下的市場狀況。對該等假設作出的變動將導致本集團投資物業的公平值的變動，而對收益或虧損金額作出的相應調整記錄在損益中。

投資物業在2016年12月31日的賬面值分別約人民幣1,247,768,000元(2015年12月31日：人民幣942,800,000元)，其他詳情載於附註16。

待售土地開發項目的減值

集團的待售土地開發按照成本與可變現淨值孰低來計量。如果成本高於估計的可變現淨值，則應按其淨變現價值的規定，對土地開發超額成本計提減值。如果合同中的不可預見的成本超過合同所期望的經濟利益，則本集團將承擔合同中的損失條款。這些規定的確定將需要使用判斷和估計。預計與原估算不同的，應當改變調整期間的待售土地開發項目的賬面價值和損失，並對變更期間的有償合同的損失進行調整。

截至2016年12月31日待售土地開發的賬面價值大概為人民幣2,490,246,000元(2015年12月31日：人民幣1,753,260,000元)。具體明細詳見附註22。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

4. Critical Accounting Judgments and Key Sources of Estimation Uncertainty (Continued)

Key sources of estimation uncertainty (Continued)

Land appreciation tax

The Group is subject to land appreciation tax in the People's Republic of China (the "PRC"), according to the requirements set forth in the relevant PRC tax laws and regulations. The actual land appreciation tax liabilities are subject to the determination by the tax authorities upon completion of the property development projects. Accordingly, significant estimate is required in determining the amount of land appreciation and its related income tax provisions. The Group recognizes land appreciation tax based on management's best estimates. The final tax outcome could be different from the amounts that were initially recorded, and these differences will impact the income tax expense and the related income tax provisions in the periods in which such tax is finalised with local tax authorities.

As at 31 December 2016, the amount of provision for land appreciation tax which were included in current tax liabilities on the consolidated statement of financial position were RMB16,335,000 (31 December 2015: RMB2,697,000).

Income tax expense

As at 31 December 2016, deferred tax assets of RMB37,419,000 (31 December 2015: RMB34,548,000) were recognised in the consolidated statement of financial position and deferred tax assets in respect of certain tax losses of RMB94,800,000 (31 December 2015: RMB57,923,000) were not recognised in the consolidated statement of financial position due to the unpredictability of future profit streams. The realization of the deferred tax assets mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the actual future profits generated are less or more than expected, a reversal or future provision of deferred tax assets may arise, which will be recognised in profit or loss in the period in which such a reversal or further provision takes place.

4. 關鍵會計判斷及估計不明朗因素的主要來源(續)

估計不明朗因素的主要來源(續)

土地增值稅

本集團須根據中華人民共和國(「中國」)相關稅法及規例所載的規定繳納中國土地增值稅。實際土地增值稅負債由稅務機關在物業發展項目完成時決定，因此，在決定土地增值金額及其相關所得稅撥備時須作出重大估計。本集團根據管理層的最佳估計確認土地增值稅。最後的稅務結果可能與初步記錄的金額不同，而該等差異將影響地方稅務機關最終確定有關稅項期間的所得稅開支及相關所得稅撥備。

截至2016年12月31日，在綜合財務狀況表內計入流動稅項負債的土地增值稅撥備金額為人民幣16,335,000元(2015年12月31日：人民幣2,697,000元)。

所得稅開支

截至2016年12月31日，人民幣37,419,000元的遞延稅項資產在綜合財務狀況表內確認(2015年12月31日：人民幣34,548,000元)，而由於未能預測未來的利潤流，並沒有就若干稅項虧損人民幣94,800,000元在綜合財務狀況表內確認遞延稅項資產(2015年12月31日：人民幣57,923,000元)。遞延稅項資產變現主要取決於未來是否有充足的利潤或應繳稅暫時差額。當實際產生的未來利潤較預期中少或多，則可能出現遞延稅項資產撥回或未來撥備，有關撥回將在撥回期間需在損益中確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

4. Critical Accounting Judgments and Key Sources of Estimation Uncertainty (Continued)

Key sources of estimation uncertainty (Continued)

Recoverability of trade receivables from sale of blocks of buildings to entities controlled by local government authorities

Impairment on trade receivables from sale of blocks of buildings to entities controlled by local government authorities is determined by management when there is objective evidence, e.g., it becoming probable that a debtor will enter bankruptcy or is having significant financial difficulty. When the actual future cash flows are less than expected, a material impairment loss may arise.

As at 31 December 2016, the carrying amount of trade receivable of this nature was RMB61,176,000 (31 December 2015: RMB92,116,000). Further details are set out in note 24.

5. Revenue

The following is an analysis of the Group's revenue for the year ended 31 December 2016.

4. 關鍵會計判斷及估計不明朗因素的主要來源(續)

估計不明朗因素的主要來源(續)

向當地政府控制的實體銷售數幢樓宇的貿易應收款項的可收回性

當有客觀證據(即債務人可能清算或具嚴重財政困難)存在時,管理層決定就向當地政府控制的實體銷售數幢樓宇的貿易應收款項作出減值。當實際未來現金流量低於預期時,可能產生重大減值虧損。

在2016年12月31日,符合上述性質的貿易應收款項賬面值為人民幣61,176,000元(2015年12月31日:人民幣92,116,000元)。進一步詳情載於附註24。

5. 收入

以下是集團截至2016年12月31日的收入分析。

		Year ended 31 December	
		截至12月31日	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Income arising from land development arrangements	土地開發業務收入	954,305	472,197
Revenue from the sales of properties	物業發展業務收入	989,716	940,921
Revenue from property leasing	物業租賃業務收入	21,160	10,588
		1,965,181	1,423,706

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

6. Segment Information

The executive directors of the Company are identified as the chief operating decision maker (the "CODM") of the Group for the purposes of resources allocation and performance assessment. The information reported to the CODM for the purposes of resources allocation and performance assessment focuses specifically on respective businesses of the Group. The Group's operating and reportable segments are as follows:

Land development	– Land infrastructure development
Property development	– Development and sale of properties
Property leasing	– Lease of properties

Inter-segment sales are transacted with reference to the selling prices used for sales made to third parties at the prevailing market price.

Segment revenue and results

		Land development	Property development	Property leasing	Segment total	Eliminations	Total
		土地開發	物業發展	物業租賃	分部合計	合併抵消	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
For the year ended	截止2016年12月31日						
31 December 2016							
Segment revenue	分部收益						
– External segment revenue	– 對外分部收益	954,305	989,716	21,160	1,965,181	–	1,965,181
– Inter-segment revenue (note a)	– 對內分部收益(附註a)	7,546	–	–	7,546	(7,546)	–
Consolidated revenue	綜合收益	961,851	989,716	21,160	1,972,727	(7,546)	1,965,181
Segment results	合併業績	248,417	221,898	22,480	492,795	(7,546)	485,249
Unallocated profit or loss items:	未分部利得和損失項目:						
Other income	其他收入						211,916
Other gains and losses	其他收益及虧損						330,006
Selling and marketing expenses	銷售及市場行銷開支						(23,154)
Administrative expenses	行政開支						(68,002)
Gain on fair value change of derivative	衍生金融工具公平值變動收益						5,302
Profit before tax	除稅前溢利						943,317

6. 分部信息

就分配資源和評估業績而言，本集團管理層為本集團的主要經營決策者（「CODM」）。就分配資源和評估業績而向主要經營決策者彙報的資料特別集中於本集團的各個業務。本集團的經營及報告分部如下：

土地開發	– 土地基礎設施發展
物業發展	– 物業發展及銷售
物業租賃	– 租賃物業

分部間銷售參照用於按現行市價向第三方銷售的售價進行交易。

分部收入及業績

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

6. Segment Information (Continued)

Segment revenue and results (Continued)

6. 分部信息(續)

分部收入及業績(續)

		Land development 土地開發 RMB'000 人民幣千元	Property development 物業發展 RMB'000 人民幣千元	Property leasing 物業租賃 RMB'000 人民幣千元	Segment total 分部合計 RMB'000 人民幣千元	Eliminations 合併抵消 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
For the year ended 31 December 2015	截止2015年12月31日						
Segment revenue	分部收益						
- External segment revenue	- 對外分部收益	472,197	940,921	10,588	1,423,706	-	1,423,706
- Inter-segment revenue (note a)	- 對內分部收益(附註a)	77,151	-	-	77,151	(77,151)	-
Consolidated revenue	綜合收益	549,348	940,921	10,588	1,500,857	(77,151)	1,423,706
Segment results	合併業績	512,098	212,298	125,893	850,289	(77,151)	773,138
Unallocated profit or loss items:	未分部利得和損失項目：						
Other income	其他收入						3,937
Other expenses	其他支出						(1,285)
Other gains and losses	其他收益及虧損						(11,318)
Selling and marketing expenses	銷售及市場行銷開支						(12,819)
Administrative expenses	行政開支						(70,689)
Profit before tax	除稅前溢利						680,964

Note:

- a. The amount represents intersegment sales between land development segment and property development segment. Income from sales of land plots under collaboration arrangements with the local government authority were eliminated against the cost of properties under development for sale in which these income are derived.

The accounting policies of the operating and reportable segments information are the same as the Group's accounting policies described in note 3 to these consolidated financial statements. Segment results represent the profit earned by each segment without allocation of certain items incurred for central management purpose, including certain other income, other expenses, other gains and losses, selling and marketing expenses, administrative expenses and gain on fair value change of derivative. This is the measure reported to the CODM for the purposes of resources allocation and assessment of segment performance.

附註：

- a. 該項金額代表待售土地開發分部與物業銷售分部之前的銷售。在與政府合作安排的銷售地塊的收入與銷售物業收入產生的成本進行抵消。

經營及可報告分部資料的會計政策與綜合財務報表附註3所描述的本集團跨級政策相同。分部業績指未分配中央管理產生的若干項目前各分部所賺取的利潤(虧損)，包括若干其他收入、其他支出、其他收益及虧損、銷售及市場行銷開支、行政開支及衍生工具公平值變動收益。此為就資源分配及分部表現評估而向主要經營者決策彙報的措施。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

6. Segment Information (Continued)

Segment assets and liabilities

6. 分部信息(續)

分部資產和分部負債

		Land development 土地開發 RMB'000 人民幣千元	Property development 物業發展 RMB'000 人民幣千元	Property leasing 物業租賃 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
As at 31 December 2016	截至2016年12月31日				
Segment assets	分部資產	4,963,140	4,126,641	1,247,768	10,337,549
Inter-segment elimination	分部間抵消				(326,853)
Unallocated assets:	未分部資產：				
Property, plant and equipment	物業、廠房及設備				26,183
Deferred tax assets	遞延稅項資產				37,419
Prepayments and other receivables	預付及其他應收款項				59,689
Bank balances and cash	銀行結餘及現金				1,183,835
Income tax recoverable	可收回所得稅				8,590
Total assets	總資產				11,326,412
Segment liabilities	分部負債	3,832,202	3,051,084	-	6,883,286
Inter-segment elimination	分部間抵消				(326,853)
Unallocated liabilities:	未分部負債：				
Other payables	其他應付款項				59,751
Amount due to related parties	應付關聯方款項				62,133
Current tax liabilities	流動稅項負債				506,253
Convertible Bonds and Notes	可轉債券及票據				652,740
Derivative	衍生財務工具				61,619
Deferred tax liabilities	遞延稅項負債				42,602
Total liabilities	總負債				7,941,531

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

6. Segment Information (Continued)

Segment assets and liabilities (Continued)

6. 分部信息(續)

分部資產和分部負債(續)

		Land development 土地開發 RMB'000 人民幣千元	Property development 物業發展 RMB'000 人民幣千元	Property leasing 物業租賃 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
As at 31 December 2015	截至2015年12月31日				
Segment assets	分部資產	3,306,837	4,084,814	942,800	8,334,451
Inter-segment elimination	分部間抵消				(400,908)
Unallocated assets:	未分部資產：				
Property, plant and equipment	物業、廠房及設備				26,058
Deferred tax assets	遞延稅項資產				34,548
Prepayments and other receivables	預付及其他應收款項				39,557
Bank balances and cash	銀行結餘及現金				232,568
Income tax recoverable	可收回所得稅				42,989
Total assets	總資產				8,309,263
Segment liabilities	分部負債	2,900,728	1,899,219	–	4,799,947
Inter-segment elimination	分部間抵消				(400,908)
Unallocated liabilities:	未分部負債：				
Other payables	其他應付款項				28,983
Amount due to a related party	應付關聯方款項				3,104
Current tax liabilities	流動稅項負債				340,187
Convertible Bonds and Notes	可轉債券及票據				579,714
Derivative	衍生財務工具				62,643
Deferred tax liabilities	遞延稅項負債				74,270
Total liabilities	總負債				5,487,940

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

6. Segment Information (Continued)

Segment assets and liabilities (Continued)

For the purposes of assessing segment performance and allocating resources between segments:

- Other than those incurred for central management purpose, including certain property, plant and equipment, deferred tax assets, certain prepayments and other receivables, income tax recoverable and certain bank balances and cash, all other assets are allocated to segment assets; and
- Other than those incurred for central management purpose, including certain other payables, amount due to related parties, current tax liabilities, Convertible Bonds and Notes, derivative and deferred tax liabilities, all other liabilities are allocated to segment liabilities.

Other segment information

Year ended 31 December 2016

Amounts included in the measurement of segment profit or loss or segment assets

		Land development	Property development	Property leasing	Segment total	Elimination	Unallocated	Consolidated
		土地開發	物業發展	物業租賃	分部總計	抵消金額	未分配	合併
		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
Addition to non-current assets	非流動資產的增加	15,203	54,066	-	69,269	-	1,203	70,472
Interests in associates	於聯營公司的權益	56,351	93,194	-	149,545	-	-	149,545
Interest in a joint venture	於合營公司的權益	59,972	-	-	59,972	-	-	59,972
Interest income	利息收入	94,014	223	-	94,237	(72,406)	2,896	24,727
Interest expense	利息支出							
- Charge to the profit or loss	- 計入損益	242,463	-	-	242,463	-	-	242,463
- Capitalization	- 資本化	215,865	72,406	-	288,271	(72,406)	-	215,865
Gain on disposal of property, plant and equipment	處置物業、廠房及 設備的收益	212	5	-	217	-	95	312
Gain on disposal of subsidiaries	處置子公司收益	-	368,618	-	368,618	-	-	368,618
Share of profit of associates	應佔聯營公司收益	1,610	13,817	-	15,427	-	-	15,427
Share of losses of a joint venture	應佔合營公司收益	28	-	-	28	-	-	28
Depreciation	折舊	2,811	2,303	-	5,114	-	84	5,198
Change in fair value of investment properties	投資性物業 公平值變動	-	-	3,673	3,673	-	-	3,673

6. 分部信息(續)

分部資產和分部負債(續)

就評估表現和按分部分配資源：

- 除就中央管理而產生的資產(包括若干物業、廠房及設備、遞延稅項資產、若干預付款項及其他應收款項、可收回所得稅及若干銀行結餘及現金)外，所有其他資產分配至分部資產及
- 除就中央管理而產生的負債(包括若干其他應付款項、若干應付關聯方款項、流動稅項負債、可轉換債券及票據、衍生財務工具及遞延所得稅負債)外，所有其他負債分配至分部負債。

其他分部信息

截至2016年12月31日

金額包括分部的損益或分部資產的計量

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

6. Segment Information (Continued)

Other segment information (Continued)

Year ended 31 December 2015

Amounts included in the measurement of segment profit or loss or segment assets

6. 分部信息(續)

其他分部信息(續)

截至2015年12月31日

金額包括分部的損益或分部資產的計量

		Land development	Property development	Property leasing	Segment total	Elimination	Unallocated	Consolidated
		土地開發	物業發展	物業租賃	分部總計	抵消金額	未分配	合併
		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
Addition to non-current assets	非流動資產的增加	923	1,416	-	2,339	-	2,233	4,572
Interest in associates	於聯營公司的收益	68,051	79,376	-	147,427	-	-	147,427
Interest income	利息收入	131,842	422	-	132,264	(123,702)	3,937	12,499
Interest expense	利息支出							
- Charge to the profit or loss	- 計入損益	76,069	-	-	76,069	-	-	76,069
- Capitalization	- 資本化	233,895	123,702	-	357,597	(123,702)	-	233,895
Gain on disposal of property, plant and equipment	處置物業、廠房及 設備的收益	241	164	-	405	-	94	499
Gain on disposal of a subsidiary	處置子公司收益	-	34,567	-	34,567	-	-	34,567
Share of profit of associates	應佔聯營公司收益	3,026	15,611	-	18,637	-	-	18,637
Depreciation	折舊	1,002	210	-	1,212	-	2,117	3,329
Prepaid lease payments released to profit or loss	轉撥至損益的 預付租賃款	-	75	-	75	-	-	75
Change in fair value of investment properties	投資性物業 公平值變動	-	-	115,529	115,529	-	-	115,529

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

6. Segment Information (Continued)

Information about major customers

Revenue from customers individually contributing over 10% of the Group's revenue is as follows:

		Year ended 31 December	
		截止12月31日止	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Customer A ²	客戶A ²	N/A ¹	374,335
Customer B ²	客戶B ²	596,942	N/A ¹
		596,942	374,335

Notes:

- The corresponding revenue did not contribute over 10% of the Group's revenue.
- Income arising from land development arrangements.

The Group's revenue from external customers by location of operations of the relevant group entities is derived solely in the PRC. Non-current assets of the Group by location of assets are all located in the PRC.

6. 分部信息(續)

有關主要客戶的資料

來自佔本集團收益10%以上的客戶的各自收益如下：

		Year ended 31 December	
		截止12月31日止	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Customer A ²	客戶A ²	N/A ¹	374,335
Customer B ²	客戶B ²	596,942	N/A ¹
		596,942	374,335

附註：

- 相應收益佔本集團收益不超過10%
- 土地開發收入

本集團按有關集團實體經營地點分類的外界客戶收益僅來自中國，本集團按資產地點分類的非流動資產則全部位於中國。

7. Other Income and Expenses

		Year ended 31 December	
		截至12月31日止12個月期間	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Other income:	其他收入：		
Interest income on bank deposits	銀行存款利息收入	24,727	12,499
Interest income on trade receivables and other receivables	貿易及其他應收款項利息收入	29,109	12,387
Compensation income (note a)	補償收入(附註a)	-	109,237
Government grants (note b)	政府補助(附註b)	90,019	4,270
Disposal of land development rights (note c)	處置土地開發權(附註c)	305,000	-
Others	其他	9,316	4,091
		458,171	142,484

7. 其他收入和開支

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

7. Other Income and Expenses (Continued)

7. 其他收入和開支(續)

		Year ended 31 December 截至12月31日止12個月期間	
		2016 RMB'000 人民幣千元	2015 RMB'000 人民幣千元
Other expenses:	其他支出：		
Penalty charges (note d)	罰款(附註d)	(2)	(104)
Donations	捐贈	–	(600)
Convertible Bonds issuance costs	可轉換債券發行費用	–	(724)
Others	其他	(353)	(561)
		(355)	(1,989)

Notes:

- The amount mainly represented the compensation from the local government authority for loss incurred by the Group in progress land development arrangements.
- The amount mainly represented the grants from the local government authority for contributions to certain development locally.
- The amounts mainly represented the disposal of land development rights within industrial town park, where the Group has the exclusive right to develop.
- The amounts mainly represented penalty charged to the Group for early commencement of construction activities without obtaining appropriate approval documents from relevant government authorities.

附註：

- 補償收入主要為地方政府對集團在土地開發業務中發生虧損的補償。
- 政府補助主要是為當地發展作出貢獻取得的補償。
- 處置土地開發權主要是處置工業園區集團獨有的開發權。
- 罰款主要為集團在施工活動初期未從相關政府機構獲得適當的開工文件而被罰處的罰金。

8. Other Gains and Losses

8. 其他收益及虧損

		Year ended 31 December 截至12月31日止12個月期間	
		2016 RMB'000 人民幣千元	2015 RMB'000 人民幣千元
Net gains and losses	淨利得和損失		
Exchange losses, net	匯兌淨損失	(32,286)	(18,786)
Gain on disposal of subsidiaries (note 40)	處置子公司收益(附註40)	368,618	34,567
Loss on disposal of associates (note 18)	處置聯營公司虧損(附註18)	(1,375)	–
Gain on disposal of property, plant and equipment, net	處置物業、廠房及設備的 收益	312	499
Gain on disposal of properties under development (note a)	處置待售發展中物業 的收益(附註a)	–	13,603
Others	其他	199	4,690
		335,468	34,573

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

8. Other Gains and Losses (Continued)

Note:

- a. The amount represented gain on disposal of certain properties under development to the local government as a result of change in local commercial development plan.

8. 其他收益及虧損(續)

附註：

- a. 此金額為當地商業發展計劃變化導致的土地收儲而產生的待售發展中物業的收益。

9. Finance Costs

9. 融資成本

		Year ended 31 December 截至12月31日止12個月期間	
		2016 RMB'000 人民幣千元	2015 RMB'000 人民幣千元
Interests on bank loans	銀行貸款的利息	(105,227)	(70,526)
Interests on other loans	其他貸款的利息	(254,077)	(239,438)
Interest on Convertible Bonds and Notes (note 30)	可轉換債券及票據的利息 (附註30)	(99,024)	—
Total borrowing costs	借貸成本總額	(458,328)	(309,964)
Less: Amount capitalised in progress land development arrangements	減：待售土地開發項目的 資本化金額	143,459	110,193
Amount capitalised in properties under development for sale	待售發展中物業的 資本化金額	72,406	123,702
		(242,463)	(76,069)

The weighted average capitalization rate on funds borrowed generally is 8.66% (2015: 9.52%) per annum for the current year.

本年的加權平均借款的資本化率8.66% (2015：9.52%)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

10. PROFIT BEFORE TAX

Profit before tax has been arrived at after charging (crediting):

10. 除稅前溢利

除稅前溢利於扣除下列各項後得出：

		Year ended 31 December 截至12月31日止12個月期間	
		2016 RMB'000 人民幣千元	2015 RMB'000 人民幣千元
Directors' emoluments (including share-based payment expenses)	董事薪酬(包括股份支付費用)	11,948	9,502
Staff costs	員工成本		
Salaries, wages and other benefits	薪金、工資及其他福利	98,771	71,594
Contribution to retirement benefits scheme	退休福利計劃供款	8,836	8,912
Share-based payment expenses	股份支付費用	7,433	4,037
Total staff costs (including Director's emoluments)	員工成本總額(包括董事薪酬)	126,988	94,045
Less: Amount capitalised in progress land development arrangements	減：待售土地開發項目的 資本化金額	(12,030)	(8,598)
Amount capitalised in properties under development for sale	待售發展中物業的 資本化金額	(3,663)	(3,276)
		111,295	82,171
Rental income from property leasing classified as investment properties	分類為投資物業的租賃收入	(21,160)	(10,588)
Less: Direct operating expenses for property leasing	減：物業租賃直接經營開支	2,354	224
		(18,806)	(10,364)
Cost of properties sold	已售物業成本	759,299	745,943
Cost of land development arrangements	待售土地開發項目成本	579,133	66,556
Operating lease rental expense	經營租賃租金開支	26,182	10,515
Auditor's remuneration	核數師酬金	3,696	2,801
Depreciation of property, plant and equipment	物業、廠房及設備折舊	5,198	3,329
Prepaid lease payments released to profit or loss	轉撥至損益的預付租賃款	-	75

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

11. Emoluments of Directors, Chief Executive and the Five Highest Paid Individuals Emoluments

The emoluments paid or payable to the Directors were as follows:

11. 董事、行政總裁及五位最高薪人士的薪酬

已付或應付本公司董事的薪酬如下：

		Fees	Contribution			Share-based payment expense	Total
			Salaries and other benefits	to retirement benefits scheme	Discretionary performance-related bonus		
		袍金	薪金與其他福利	退休福利計劃供款	表現掛鈎酌情分紅	股份支付費用	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Year ended 31 December 2016	截至2016年12月31日止年度						
Executive directors:	執行董事：						
Wang Jianjun (Note (i))	王建軍(附註(1))	-	874	44	-	-	918
Yang Yun	楊允	-	353	32	216	572	1,173
Wang Yagang	王亞剛	-	353	32	216	572	1,173
Huang Peikun	黃培坤	-	3,794	16	2,530	572	6,912
Chen Liangqiu (Note (ii))	陳良秋(附註(2))	-	446	15	280	-	741
Non-executive director:	非執行董事：						
Zhao Ying	趙穎	-	146	13	98	-	257
Independent non-executive directors:	獨立非執行董事：						
Zhang Xiaomei	張曉梅	258	-	-	-	-	258
Wei Yu	魏宇	258	-	-	-	-	258
Dr. Wong Wing Kuen, Albert	王永權博士	258	-	-	-	-	258
		774	5,966	152	3,340	1,716	11,948

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

11. Emoluments of Directors, Chief Executive and the Five Highest Paid Individuals Emoluments (Continued)

11. 董事、行政總裁及五位最高薪人士的薪酬(續)

	Fees	Salaries and other benefits	Contribution	Discretionary performance-related bonus	Share-based payment expense	Total
			to retirement benefits scheme			
	袍金	薪金與其他福利	退休福利計劃供款	表現掛鈎酌情分紅	股份支付費用	合計
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Year ended 31 December 2015	截至2015年12月31日止年度					
Executive directors:	執行董事：					
Wang Jianjun (Note (i))	–	889	26	–	–	915
Yang Yun	–	355	26	216	238	835
Wang Yagang	–	355	26	216	238	835
Huang Peikun	–	3,401	15	2,267	238	5,921
Non-executive director:	非執行董事：					
Zhao Ying	–	246	12	–	–	258
Independent non-executive directors:	獨立非執行董事：					
Zhang Xiaomei	246	–	–	–	–	246
Wei Yu	246	–	–	–	–	246
Dr. Wong Wing Kuen, Albert	246	–	–	–	–	246
	738	5,246	105	2,699	714	9,502

Notes: (i) Mr. Wang Jianjun is also the president (regarded as chief executive) of the Company and his emoluments disclosed above also include those for services rendered by him as the president.

(ii) Mr. Chen Liangqiu has been appointed as an executive director with effect from 17 May 2016 and resigned with effect from 17 March 2017.

附註：(1) 王建軍先生亦為本公司總裁(視作行政總裁)，上述披露他的薪酬也包括彼擔任總裁提供服務所獲的薪酬。

(2) 陳良秋先生於2016年5月17日被任命為本公司執行董事，並自2017年3月17日起辭任。

The emoluments of directors shown above were mainly for their services in connection with the management of the affairs of the Company and the Group.

上述支付給董事的薪酬主要與他們在本公司及本集團的日常管理工作有關。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

11. Emoluments of Directors, Chief Executive and the Five Highest Paid Individuals Emoluments (Continued)

Bonuses are calculated based on the Group's or respective member's performance for such financial year.

Five highest paid individuals

The five highest paid individuals include 3 individuals disclosed as the Directors for the year ended 31 December 2016 (year ended 31 December 2015: four individuals). The emoluments of the remaining 2 highest paid individual for the year ended 31 December 2016 (year ended 31 December 2015: one individual) are as follows:

		Year ended 31 December	
		截至12月31日止年度	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Salaries and other benefits	薪金及其他福利	678	362
Discretionary performance-related bonus	表現掛鈎酌情花紅	493	240
Share-based payment expense	股份支付費用	1,144	238
Contribution to retirement benefit scheme	退休福利計劃供款	31	-
		2,346	840

The number of the highest paid employees who are not the directors whose remuneration fell within the following bands is as follows:

		Number of employees	
		員工人數	
		2016	2015
HK\$1,000,001 to HK\$1,500,000	港幣1,000,001至1,500,000	2	1

For the years ended 31 December 2016 and 2015, none of the Directors nor the five highest paid individuals waived any emoluments and no emoluments were paid by the Group to any of the Directors and the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

11. 董事、行政總裁及五位最高薪人士的薪酬(續)

花紅按本集團或本集團各成員公司有關財政年度的表現計算。

五位最高薪人士

截至2016年12月31日止年度，五位最高薪人士包括上文所披露為本公司董事的三位(截至2015年12月31日止年度：四位)人士。截至2016年12月31日止年度，其餘兩位(截至2015年12月31日止年度：一位)最高薪人士的薪酬分別如下：

		Year ended 31 December	
		截至12月31日止年度	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Salaries and other benefits	薪金及其他福利	678	362
Discretionary performance-related bonus	表現掛鈎酌情花紅	493	240
Share-based payment expense	股份支付費用	1,144	238
Contribution to retirement benefit scheme	退休福利計劃供款	31	-
		2,346	840

薪酬最高的五個人中不是董事的人員薪酬所屬區間明細如下：

		Number of employees	
		員工人數	
		2016	2015
HK\$1,000,001 to HK\$1,500,000	港幣1,000,001至1,500,000	2	1

截至2016年及2015年12月31日止年度，董事或五位最高薪人士概無放棄收取任何薪酬，而本集團亦無向任何本公司董事或五位最高薪人士支付薪酬作為加入本集團或加入本集團後的獎勵或離職賠償。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

12. Income Tax Expense

12. 所得稅開支

		Year ended 31 December	
		截至12月31日止年度	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Current tax:	當期所得稅		
– PRC enterprise income tax	– 中國企業所得稅	(283,827)	(142,290)
– Land appreciation tax	– 土地增值稅	(32,612)	(9,479)
– Over provision for prior year	– 以前年度超額撥備	942	5,251
		(315,497)	(146,518)
Deferred tax (note 21)	遞延稅項(附註21)	42,552	(20,865)
		(272,945)	(167,383)

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit generated in Hong Kong for the year ended 31 December 2016 (2015:16.5%). No provision for Hong Kong Profits Tax has been made in the consolidated financial statements as the Group's subsidiaries in Hong Kong had no assessable profit.

Certain subsidiaries of the Group, Langfang VAST Urban Development Co., Ltd. ("Langfang VAST"), Langfang Hongsheng Real Estate Development Co., Ltd. ("Langfang Hongsheng") and Langfang Yonglun Property Development Co., Ltd. ("Langfang Yonglun"), were subject to the PRC enterprise income tax at a tax rate of 25% on a verification collection basis at deemed profit which represents 10% or 15% of its revenue after adjusting the non-deductible subsidies paid to customers (enterprises establishing their businesses in Longhe Park) prior to 1 January 2014 in accordance with authorized tax valuation method (核定徵收) approved by local tax bureau pursuant to the applicable PRC tax regulations (the "Deemed Profit Basis"). From 1 January 2014, the three subsidiaries of the Group mentioned above no longer enjoyed the tax benefit of the authorized tax valuation method. Certain income tax calculated on Deemed Profit Basis of unrealised profit earned in prior years was realised in 2015 and 2016.

The PRC enterprise income tax rate for the PRC subsidiaries of the Group was 25% for the year ended 31 December 2016 (2015: 25%).

截至2016年12月31日止年度，香港利得稅按香港產生的估計應課稅利潤的16.5%計算(2015年：16.5%)。由於本集團屬於香港的附屬公司並無應課稅利潤，因此綜合財務報表內沒有就香港利得稅作出披露。

根據中國通用稅務規定，本集團若干附屬公司廊坊市宏泰產業市鎮投資有限公司(廊坊宏泰)、廊坊市宏盛房地產發展有限公司(廊坊宏盛)及廊坊市永倫房地產開發有限公司(廊坊永倫)須按核定徵收基準，以地方稅務局批准的核定徵收稅項即按認定溢利(即截至2014年1月1日止年度收益)經按支付於龍河高新區落戶的企業客戶的不可抵扣除補貼調整後的10%或15%繳納稅率為25%的中國企業所得稅。從2014年1月1日，上述三間集團的附屬公司不再享有核定徵收的稅項優惠。某些按照核定徵收的未實現利潤在2015年和2016年轉回。

截止2016年12月31日止年度，中國境內的子公司的所得稅率為25%(2015年：25%)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

12. Income Tax Expense (Continued)

According to the requirements of the Provisional Regulations of the PRC on Land Appreciation Tax ("LAT") (中華人民共和國土地增值稅暫行條例) effective from 1 January 1994, and the Detailed Implementation Rules on the Provisional Regulations of the PRC on LAT (中華人民共和國土地增值稅暫行條例實施細則) effective from 27 January 1995, all income from the sale or transfer of state-owned land use rights and buildings in the PRC (being the proceeds of sales of properties less deductible expenditures including borrowing costs and property development expenditures) is subject to LAT at progressive rates ranging from 30% to 60% of the appreciation of land value with an exemption provided for property sales of ordinary residential properties (普通標準住宅) if their appreciation values do not exceed 20% of the sum of the total deductible items.

The tax charge can be reconciled to profit before tax as follows:

12. 所得稅開支(續)

根據1994年1月1日起生效的《中華人民共和國土地增值稅暫行條例》和1995年1月27日生效的《中華人民共和國土地增值稅暫行條例實施細則》，除了增值額沒有超過所有可抵扣項目總額20%的普通標準住宅買賣，其他轉讓和出售國有土地土地所有權以及中國境內房屋的增值額(出售物業減去可抵扣費用包括借款費用和物業開發支出)需要繳納30%到60%的土地增值稅。

稅項支出可與稅前利潤核對：

		Year ended 31 December	
		截至12月31日止年度	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Profit before tax	除稅前溢利	941,317	680,964
Tax at PRC enterprise income tax rate of 25%	按中國企業所得稅25% 計算的稅項	(235,329)	(170,241)
Effect on Deemed Profit Basis of enterprise income tax (note)	企業所得稅對認定溢利基準的影響(附註)	8,320	14,122
Tax effect of expenses not deductible for tax purpose	不可扣稅開支的稅務影響	(16,873)	(1,296)
Tax effect of tax losses not recognised as deferred tax assets	不可確認遞延所得稅資產的稅項虧損的稅務影響	(9,395)	(12,769)
Tax effect of share of profit of associates	應佔聯營公司溢利的稅務影響	3,856	4,659
Tax effect of share of losses of a joint venture	應佔聯營公司的虧損的稅務影響	(7)	-
LAT	土地增值稅	(32,612)	(9,479)
Tax effect of LAT	土地增值稅的稅務影響	8,153	2,370
Over provision for prior year	過往年度超額撥備	942	5,251
Income tax expense	所得稅開支	(272,945)	(167,383)

Note: Amounts represent income tax calculated on Deemed Profit Basis of unrealised profit earned in prior years realised in 2015 and 2016.

附註：該金額指過往年度按核定徵收方法計算的遞延稅資產的內部未實現利潤在2015年和2016年確認的所得稅影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

13. Dividend

A final dividend of HK\$0.12 per share in respect of the year ended 31 December 2016 amounting to HK\$196,516,920 in aggregate has been proposed by the Directors and is subject to the approval by the shareholders in the forthcoming annual general meeting. The dividend in respect of the year ended 31 December 2016 will be paid out from the Company's share premium. In the opinion of the Directors, such distribution is in compliance with the Articles of Association adopted by the Company and also the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.

During the reporting period, a final dividend of HK\$0.1 per share in respect of the year ended 31 December 2015 amounting to HK\$163,764,100 in aggregate (equivalent to RMB139,964,000) (2015: a final dividend of HK\$0.15 per share in respect of the year ended 31 December 2014 amounted to HK\$245,640,150 in aggregate (equivalent to RMB197,817,000)) was paid out from the Company's share premium on 11 July 2016.

14. Earnings Per Share

The calculation of the basic and diluted earnings per share attributable to owners of the Company is based on the following data:

		Year ended 31 December	
		截至12月31日止年度	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Earnings	盈利		
Profit for the year attributable to owners of the Company for the purpose of basic earnings per share	就每股基本盈利而言本公司擁有人應佔年內溢利	668,986	513,581
Adjustment to profit for the year attributable to owners of the Company for the purpose of diluted earnings per share	就每股攤薄盈利而言本公司擁有人應佔年內溢利的調整		
– Interest on Convertible Bonds	– 可轉債券的利息	–	–
Profit for the year attributable to owners of the Company for the purpose of diluted earnings per share	就每股攤薄盈利而言本公司擁有人應佔年內溢利	668,986	513,581

13. 股息

最終的股息是每股0.12港幣截至2016年12月31日，總價值為港幣196,516,920元，該項提議由董事提出並將在即將召開的年度股東大會上由股東批准。關於2016年12月31日截至的股息將從公司的股本溢價支出。依據董事的判斷，這種分配符合開曼群島的公司章程以及公司法的第22章(1961年的法條3，已經被統一和修改)。

在財務報告期間，截至2015年12月31日對應的最終每股分紅港幣0.1元總計港幣163,764,100元約合人民幣139,964,000元在2016年7月11日從股本溢價中支付。(截至2014年12月31日對應的最終每股分紅港幣0.15元總計港幣245,640,150元約合人民幣197,817,000元已支付。)

14. 每股盈利

歸屬公司所有者的每股基本收益是基於以下數據計算的：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

14. Earnings Per Share (Continued)

Number of shares

14. 每股盈利(續)

股數

		Year ended 31 December	
		截至12月31日止年度	
		2016	2015
		'000	'000
		千股	千股
Weighted average number of ordinary shares for the purposes of earnings per share	就每股基本盈利而言的加權平均股數	1,637,641	1,637,641
Effect of dilutive potential ordinary shares:	潛在可攤薄普通股的影响		
– Convertible Bonds	– 可轉換債券	–	338
Weighted average number of ordinary shares for the purposes of diluted earnings per share	就每股攤薄盈利而言的加權平均股數	1,637,641	1,637,979

The computation of diluted earnings per share for the year ended 31 December 2016 does not assume the conversion of the Company's outstanding Convertible Bonds since their assumed exercise would result in an increase in earnings per share.

The computation of the diluted earnings per share for the years ended 31 December 2016 and 2015 does not assume the exercise the share options issued by the Company because the exercise price of those options was higher than the average market price for shares for both years.

2016年12月31日的稀釋每股收益的估算不認為公司剩餘的可轉換債券能夠轉化，因為轉換會增加每股收益。

2016年及2015年12月31日的稀釋每股收益的估算不認為股票期權能行權，因為兩年的行權價格均高於平均市場價格。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

15. Property, Plant and Equipment

15. 物業、廠房及設備

		Leasehold land and buildings 租賃土地及 建築物 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Furniture, fittings and equipment 家具、裝置 及設備 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Cost	成本				
At 1 January 2015	於2015年1月1日	34,170	5,920	7,465	47,555
Additions	添置	85	2,082	2,405	4,572
Disposals	出售	-	(1,172)	(94)	(1,266)
At 31 December 2015	於2015年12月31日	34,255	6,830	9,776	50,861
Additions	添置	47,321	18,118	5,033	70,472
Disposals	出售	(991)	(1,478)	(51)	(2,520)
Transfer to investment properties	轉為投資性房地產	(31,316)	-	-	(31,316)
At 31 December 2016	於2016年12月31日	49,269	23,470	14,758	87,497
Depreciation	折舊				
At 1 January 2015	於2015年1月1日	(8,599)	(3,436)	(5,655)	(17,690)
Provided for the year	年內撥備	(1,545)	(704)	(1,080)	(3,329)
Eliminated on disposals	出售時對銷	-	857	16	873
At 31 December 2015	於2015年12月31日	(10,144)	(3,283)	(6,719)	(20,146)
Provided for the year	年內撥備	(604)	(2,577)	(2,017)	(5,198)
Eliminated on disposals	出售時對銷	228	1,150	50	1,428
Eliminated on transfer to investment properties	轉為投資性房地產時對銷	7,998	-	-	7,998
At 31 December 2016	於2016年12月31日	(2,522)	(4,710)	(8,686)	(15,918)
Carrying amount	於2016年12月31日				
At 31 December 2016	賬面值	46,747	18,760	6,072	71,579
At 31 December 2015	於2015年12月31日	24,111	3,547	3,057	30,715

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

15. Property, Plant and Equipment (Continued)

The above items of property, plant and equipment are depreciated on a straight-line basis, taking into account their residual value, at the following rates per annum:

Leasehold land and buildings	4.75%-4.85%
Motor vehicles	19%-19.4%
Furniture, fittings and equipment	19%-19.4%

As at 31 December 2015, the Group's property, plant and equipment with a carrying amount of approximately RMB23,236,000 were pledged to a non-financial institution to secure a loan of RMB369,000,000, details of which are set out in note 29(b)(ii).

As at 31 December 2016, the Group's property, plant and equipment with a carrying amount of approximately RMB46,747,000 (31 December 2015: Nil) were pledged to a bank to secure a mortgage loan of RMB16,937,000, details of which are set out in note 29(a).

15. 物業、廠房及設備(續)

上述物業、廠房及設備項目於計及其剩餘價值後以直線法按以下每年比率折舊：

租賃土地及建築物	4.75%-4.85%
汽車	19%-19.4%
家具、裝置及設備	19%-19.4%

2015年12月31日，本集團的物業、廠房及設備中有價值人民幣23,236,000元的資產被質押用於向第三方非金融機構借款人民幣369,000,000元，詳情參見附註29(b)(ii)。

2016年12月31日，本集團的物業、廠房及設備中有價值人民幣46,747,000元(2015年12月31日：無)的資產被質押用於銀行借款人民幣16,937,000元，詳情參見附註29(a)。

16. Investment Properties

16. 投資物業

		Completed investment properties 已落成投資物業 RMB'000 人民幣千元	Investment properties under development 發展中投資物業 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Fair value	公平值			
At 1 January 2015	於2015年1月1日	714,600	33,000	747,600
Additions	增加	13,790	65,881	79,671
Transfer	轉入	20,556	(20,556)	-
Increase in fair value - Unrealised gain	公平值增加 - 未變現收益	53,854	61,675	115,529
At 31 December 2015	於2015年12月31日	802,800	140,000	942,800
Additions	增加	-	243,795	243,795
Transfer from property, plant and equipment	由物業、廠房及設備轉入	57,500	-	57,500
Transfer	轉入	235,832	(235,832)	-
Increase in fair value - Unrealised gain (loss)	公平值增加 - 未變現收益(損失)	8,936	(5,263)	3,673
At 31 December 2016	於2016年12月31日	1,105,068	142,700	1,247,768

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

16. Investment Properties (Continued)

All of the Group's property interests held under operating leases to earn rentals are measured using the fair value model and are classified and accounted for as investment properties.

The fair values of the Group's investment properties were arrived at on the basis of a valuation carried out at the end of respective reporting periods by Savills Valuation and Professional Services Limited ("Savills Valuation"), an independent qualified professional valuer not connected with the Group.

The fair value of completed investment properties as at 31 December 2016 are determined based on the income capitalization method whereby the rental income of contractual tenancies are capitalised for the unexpired term of tenancies. The reversionary market rent after the expiry of tenancies is also taken into account. The fair value of investment properties under construction relating to two pieces of land yet to be developed are determined based on direct comparison method by reference to market comparable and adjusted to reflect the conditions and locations of the subject property.

In measuring the fair value of the properties, the highest and best use of the properties is their current use.

As at 31 December 2016, the Group's investment properties with carrying amount of approximately RMB208,100,000 (31 December 2015: RMB106,800,000) were pledged to banks to secure certain banking facilities granted to the Group, details of which are set out in note 29(a).

As at 31 December 2016, the Group's investment properties with a carrying amount of approximately RMB565,700,000 (31 December 2015: RMB636,300,000) were pledged to certain trust fund companies to secure loans of RMB450,000,000 (31 December 2015: RMB600,000,000) obtained from certain trust fund companies, whose details are set out in note 29(b)(i).

As at 31 December 2016, the Group's investment properties with a carrying amount of approximately RMB58,100,000 (31 December 2015: Nil) were pledged to a third party company to secure certain other loan of RMB369,000,000 to the Group, whose details are set out in note 29(b)(ii).

16. 投資物業(續)

本集團名下持有的全部以賺取租金為目的經營租賃物業使用公平值模式計量，並且分類和列賬為投資物業。

本集團投資物業的公平值按各報告期間結束時第一太平戴維斯估值及專業顧問有限公司(「第一太平戴維斯估值」)作出的估值計算。估值師為與本集團概無關聯的獨立和資格的专业評估師。

已落成投資物業截至2016年12月31日的公平值按收入資本化法確定，即計算未到期租約收益。租約期滿後市場租金亦考慮在內。發展中投資物業的土地為兩塊土地，其公平值是採用直接比較法進行確定，即參考市場可比物業價值並作相應調整以反映其狀況和位置。

於計量投資物業公平值時，物業的最好及最佳用途為目前用途。

於2016年12月31日，本集團賬面價值約人民幣208,100,000元(於2015年12月31日：人民幣106,800,000元)的投資物業已質押於銀行，以作為本集團獲授若干銀行融資的抵押，詳情載於附註29(a)。

於2016年12月31日，本集團賬面價值約565,700,000元(於2015年12月31日：人民幣636,300,000元)的投資物業已質押於信託基金公司，以作為向該信託基金公司取得人民幣450,000,000元(於2015年12月31日：人民幣600,000,000元)貸款的抵押，詳情載於附註29(b)(i)。

於2016年12月31日，本集團賬面價值約58,100,000元(於2015年12月31日：無)的投資物業已質押於第三方公司，以作為向該第三方公司取得人民幣369,000,000元貸款的抵押，詳情載於附註29(b)(ii)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

16. Investment Properties (Continued)

The following table gives information about how the fair values of these investment properties are determined (in particular, the valuation techniques and inputs used), as well as the fair value hierarchy into which the fair value measurements are categorised based on the degree to which the inputs to the fair value measurements is observable.

At 31 December 2016

Investment properties held by the Group 本集團持有投資物業	Fair value hierarchy 公平值等級	Valuation technique(s) and key input(s) 估值技術及主要輸入數據	Significant unobservable input(s) 重大不可觀察輸入數據	Relationship of unobservable inputs to fair value 不可觀察輸入數據與公平值的關係
Investment properties-Completed (thirty completed buildings) 投資物業-已竣工 (30幢完工建築物)	Level 3 第三級	Income capitalization method (term and reversionary approach) 收入資本化法(年期及歸還法)	Term yield, taking into account of yield generated from comparable properties and adjustment to reflect the certainty of term income secured and to be received, of range from 3.5% to 5%. 定期收益, 計及可供比較物業產生的收益及為反映確切已取得及即將收取的定期收入而作出的調整, 介乎3.5%至5%。	A slight increase in the term yield used would result in a significant decrease in the fair value measurement of the investment properties, and vice versa. 倘所採用定期收益稍升, 則會導致投資物業公平值計量大幅下跌, 反之亦然。
		The key inputs are (1) Term yield; (2) Reversionary yield; (3) Market unit rent of individual unit; and (4) Level adjustment	Reversionary yield, taking into account annual unit market rental income and unit market value of the comparable properties, of range from 4% to 4.5%. 歸還收益, 計及可供比較物業的年度單位市場租金收入及單位市值, 介乎4%至4.5%。	A slight increase in the reversionary yield used would result in a significant decrease in the fair value measurement of the investment properties and vice versa. 倘所採用歸還收益稍升, 則會導致投資物業公平值計量大幅下跌, 反之亦然。
		主要輸入數據為 (1) 定期收益; (2) 歸還收益; (3) 個別單位的市場單位租金; 及 (4) 水準調整	Market unit rent, using direct market comparable and taking into account of time, location and other individual factors such as size and quantum of properties, of range from RMB0.55/sq.m./day to RMB1.98/sq.m./day. 市場單位租金, 採用直接市場可供比較項目及計及時間、地點和其他個別因素, 例如物業大小及質量, 介乎每日每平方米人民幣0.55元至人民幣1.98元。	A slight increase in the market unit rent used would result in a significant increase in the fair value measurement of the investment properties and vice versa. 倘所採用市場單位租金稍升, 則會導致投資物業公平值計量大幅上升, 反之亦然。
			Level adjustment on individual floors of the property range from 25% to 45% on specific level. 個別物業樓層的水準調整, 介乎特定樓層的25%至45%。	An increase in the level adjustment on individual floors used would result in a decrease in the fair value measurement of the investment properties by a lower percentage, and vice versa. 倘所採用個別物業樓層的水準調整上升, 則會導致投資物業公平值計量以較少的百分比下跌, 反之亦然。
Investment properties - held for/under development (two pieces of land yet to be developed) 投資物業-持作建設/在建中 (兩幅土地尚未開發)	Level 3 第三級	Direct comparison method The key input is: (1) Site unit rate 直接比較法 主要輸入數據為: (1) 樓面地價	Accommodation value, using direct market comparable and taking into account of time, location and individual factors such as size and quantum of properties of RMB523/sq.m. 樓面地價, 採用直接市場可供比較項目及計及時間、地點及個別因素, 例如物業大小及質量, 為每平方米人民幣523元。	An increase in the accommodation value used would result in an increase in the fair value measurement of the investment properties, and vice versa. 倘所採用樓面地價稍升, 則會導致投資物業公平值計量上升, 反之亦然。

16. 投資物業(續)

下表載列該等投資物業公平值如何確定(特別是所採用估值技術及輸入數據)的資料, 以及根據公平值計量輸入數據的可觀察程度將公平值分級。

於2016年12月31日

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

16. Investment Properties (Continued)

At 31 December 2015

16. 投資物業(續)

於2015年12月31日

Investment properties held by the Group 本集團持有投資物業	Fair value hierarchy 公平值等級	Valuation technique(s) and key input(s) 估值技術及主要輸入數據	Significant unobservable input(s) 重大不可觀察輸入數據	Relationship of unobservable inputs to fair value 不可觀察輸入數據與公平值的關係
Investment properties-Completed (twenty-eight completed buildings) 投資物業—已竣工 (28幢完工建築物)	Level 3 第三級	Income capitalization method (term and reversionary approach) 收入資本化法(年期及歸還法)	Term yield, taking into account of yield generated from comparable properties and adjustment to reflect the certainty of term income secured and to be received, of range from 3.5% to 5.0%. 定期收益, 計及可供比較物業產生的收益及為反映確切已取得及即將收取的定期收入而作出的調整, 介乎3.5%至5.0%。	A slight increase in the term yield used would result in a significant decrease in the fair value measurement of the investment properties, and vice versa. 倘所採用定期收益稍升, 則會導致投資物業公平值計量大幅下跌, 反之亦然。
		The key inputs are (1) Term yield; (2) Reversionary yield; (3) Market unit rent of individual unit; and (4) Level adjustment	Reversionary yield, taking into account annual unit market rental income and unit market value of the comparable properties, of range from 4.0% to 5.5%. 歸還收益, 計及可供比較物業的年度單位市場租金收入及單位市值, 介乎4.0%至5.5%	A slight increase in the reversionary yield used would result in a significant decrease in the fair value measurement of the investment properties and vice versa. 倘所採用歸還收益稍升, 則會導致投資物業公平值計量大幅下跌, 反之亦然。
		主要輸入數據為 (1) 定期收益; (2) 歸還收益; (3) 個別單位的市場單位租金; 及 (4) 水準調整	Market unit rent, using direct market comparable and taking into account of time, location and other individual factors such as size and quantum of properties, of range from RMB0.5/sq.m./day to RMB1.9/sq.m./day. 市場單位租金, 採用直接市場可供比較項目及計及時間、地點和其他個別因素, 例如物業大小及質量, 介乎每日每平方米人民幣0.5元至每日每平方米人民幣1.9元。	A slight increase in the market unit rent used would result in a significant increase in the fair value measurement of the investment properties and vice versa. 倘所採用市場單位租金稍升, 則會導致投資物業公平值計量大幅上升, 反之亦然。
			Level adjustment on individual floors of the property range from 55% to 75% on specific level. 個別物業樓層的水準調整, 介乎特定樓層的55%至75%。	An increase in the level adjustment on individual floors used would result in a decrease in the fair value measurement of the investment properties by a lower percentage, and vice versa. 倘所採用個別物業樓層的水準調整上升, 則會導致投資物業公平值計量以較少的百分比下跌, 反之亦然。
Investment properties – held for/under development (two pieces of land yet to be developed) 投資物業—持作建設/在建中 (兩幅土地尚未開發)	Level 3 第三級	Direct comparison method The key input is: (1) Site unit rate 直接比較法 主要輸入數據為: (1) 樓面地價	Accommodation value, using direct market comparable and taking into account of time, location and individual factors such as size and quantum of properties of RMB512/sq.m. 樓面地價, 採用直接市場可供比較項目及計及時間、地點及個別因素, 例如物業大小及質量, 為每平方米人民幣512元。	An increase in the accommodation value used would result in an increase in the fair value measurement of the investment properties, and vice versa. 倘所採用樓面地價稍升, 則會導致投資物業公平值計量上升, 反之亦然。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

16. Investment Properties (Continued)

Fair value measurements and valuation processes

In estimating the fair value of the Group's investment properties, 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 valuers to perform the valuation of the Group's investment properties. At the end of each reporting period, the management of the Group worked closely with the qualified external valuers to establish and determine the appropriate valuation techniques and inputs for Level 2 and Level 3 fair value measurements. The Group will first consider and adopt Level 2 inputs where inputs can be derived from observable quoted prices in the active market. When Level 2 inputs are not available, the Group will adopt valuation techniques that include Level 3 inputs. Where there is a material change in the fair value of the assets, the causes of the fluctuations will be reported to the management of the Group.

17. Prepaid Lease Payments

The carrying amount of prepaid lease payments in respect of land use rights for the lands, which are all situated in the PRC, is analysed as follows:

		Year ended 31 December	
		截至12月31日止年度	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
At beginning of the year	年初	2,128	2,203
Released to profit or loss as expense	計入至損益的開支	-	(75)
Transfer to investment properties	轉出至投資性物業	(2,128)	-
At the end of the year	年終	-	2,128

		At 31 December	
		截止12月31日止年度	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Analysis for reporting purposes as:	就報告分析如下：		
Current	流動	-	75
Non-current	非流動	-	2,053
		-	2,128

16. 投資物業(續)

公平值計量及估值過程

在對本集團投資物業的公平值估值時，本集團採用可供使用的市場可觀察數據。倘沒有第一級的輸入數據，本集團會委聘合資格的估值師對本集團的投資物業進行估值。於各報告期間結束時，本集團的管理層與合資格外聘估值師緊密合作，以建立及確定適當的估值技術及第二級和第三級公平值計量的輸入數據。本集團將首先考慮及採用第二級輸入數據，即有關輸入數據可自活躍市場上的可觀察報價獲得。倘沒有第二級的輸入數據，本集團則會採用包括第三級輸入數據的估值技術。倘資產公平值出現重大變動，則會向本集團管理層報告有關波動的原因。

17. 預付租賃款項

預付租賃款項為全部位於中國的土地使用權，其賬面價值分析如下：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

18. INTERESTS IN ASSOCIATES

18. 對聯營公司的權益

		At 31 December	
		於12月31日	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Cost of investments in associates – unlisted	聯營公司的投資成本－未上市	131,620	148,420
Share of post-acquisition profits net of dividends received	應佔收購後溢利扣除已收股息	30,762	11,844
Impairment loss (note a)	減值虧損(附註a)	(12,837)	(12,837)
		149,545	147,427

Note:

- a. During the year ended 31 December 2010, as requested by other equity holders of Huayuan and agreed by the Group, Langfang VAST unilaterally made additional cash contribution to Huayuan as further capital injection into Huayuan amounting to RMB19,750,000 with shareholding interest in Huayuan unchanged. An impairment loss amounting to RMB12,837,000 was recognised by the Group based on an estimation of the recoverable amount of the Group's interest in Huayuan during the year ended 31 December 2010.

附註：

- a. 截至2010年12月31日的期間，應華源其他股權持有人的要求同時集團同意，廊坊宏泰沒按照合同約定以現金的方式向華源投資人民幣19,750,000元同時對於華源的股權不發生變更。集團在2010年12月31日的止年度基於集團對華源投資的可收回金額確認人民幣12,837,000元的減值損失。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

18. INTERESTS IN ASSOCIATES (continued)

As of the end of the reporting period, the Group has the following associates:

Name of company 公司名稱	Place and date of establishment 成立地點及日期	Issued and fully paid/ registered capital 已發行及繳足/ 註冊資本	Equity interest attributable to the Group 本集團應佔權益 At 31 December 於12月31日		Principal activities 主要業務
			2016 %	2015 %	
Langfang Huayuan Shengshi Heating Co., Ltd. ("Huayuan") (note i) 廊坊市華源盛世熱力有限公司	PRC 21 August 2007 中國 2007年8月21日	RMB117,000,000 (Paid-up registered capital) 人民幣117,000,000元 (繳足註冊資本)	35	35	Heat energy generation 熱能發電
Langfang Kaichuang Jiahua Investment Co., Ltd. ("Kaichuang") (note i) 廊坊市凱創嘉華投資有限公司	PRC 14 November 2011 中國 2011年11月14日	RMB20,000,000 (Paid-up registered capital) 人民幣20,000,000元 (繳足註冊資本)	-	49	Property development 物業發展
Langfang Kaihong Furniture Mart Co., Ltd. ("Kaihong") (note i) 廊坊市凱宏家居廣場有限公司	PRC 10 December 2010 中國 2010年12月10日	RMB100,000,000 (Paid-up registered capital) 人民幣100,000,000元 (繳足註冊資本)	30	30	Property leasing and property development 物業租賃和物業發展
Huarong Shengshi (Langfang) Investment Co., Ltd. ("Huarong Shengshi") (notes i) 華融盛世(廊坊)投資有限公司	PRC 4 January 2015 中國 2015年1月4日	RMB20,000,000 (Paid-up registered capital) 人民幣20,000,000元 (繳足註冊資本)	-	35	Infrastructure investment 基礎設施投資

Note:

i. English name for identification only.

附註：

i. 英文名稱僅供識別

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

18. Interests in Associates (Continued)

Summarised financial information in respect of the Group's material associates is set out below. The summarised financial information below represents amounts shown in the associates' financial statements prepared in accordance with IFRSs for equity accounting purpose.

Huayuan

		At 31 December	
		於12月31日	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Current assets	流動資產	115,676	164,448
Non-current assets	非流動資產	313,272	341,684
Current liabilities	流動負債	(128,920)	(292,268)
Non-current liabilities	非流動負債	(139,023)	(57,458)
Net assets	淨資產	161,005	156,406

18. 對聯營公司的權益(續)

有關本集團的主要聯營公司的財務資料概述如下，以下財務資料概述指聯營公司根據國際財務報告準則就權益而編製的金額

華源

		Year ended 31 December	
		於12月31日	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Total revenue	總收入	91,020	62,573
Profit and total comprehensive income for the year	本年利潤及其他全面收益	4,599	8,604
Group's share of profit of the associate	集團應佔聯營公司收益	1,610	3,011
Dividends received from the associate	收取聯營公司股息	-	-

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

18. Interests in Associates (Continued)

Huayuan (Continued)

Reconciliation of the above summarised financial information to the carrying amount of the interest in Huayuan recognised in these consolidated financial statements:

		At 31 December	
		於12月31日	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Net assets of Huayuan	華源的淨資產	161,005	156,406
Proportion of the Group's ownership interest in Huayuan	本集團於華源的擁有權益比例	35%	35%
Carrying amount of the Group's interest in Huayuan	本集團於華源的擁有權益的賬面價值	56,352	54,742

Kaihong

凱宏

		At 31 December	
		於12月31日	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Current assets	流動資產	44,782	19,081
Non-current assets	非流動資產	559,476	533,976
Current liabilities	流動負債	(293,613)	(288,470)
Non-current liabilities	非流動負債	-	-
Net assets	淨資產	310,645	264,587

		Year ended 31 December	
		於12月31日	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Total revenue	總收入	61,254	58,140
Profit and total comprehensive income for the year	本年利潤及其他全面收益	46,058	52,037
Group's share of profit of the associate	集團應佔聯營公司收益	13,817	15,611
Dividends received from the associate	收取聯營公司股息	-	-

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

18. Interests in Associates (Continued)

Kaihong (Continued)

Reconciliation of the above summarised financial information to the carrying amount of the interest in Kaihong recognised in these consolidated financial statements:

		At 31 December	
		於12月31日	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Net assets of Kaihong	凱宏的淨資產	310,645	264,587
Proportion of the Group's ownership interest in Kaihong	本集團於凱宏的擁有權益比例	30%	30%
Carrying amount of the Group's interest in Kaihong	本集團於凱宏的擁有權益的賬面價值	93,193	79,376

Aggregate information of associates that are not individually material

		Year ended 31 December	
		於12月31日	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Group's share of profits of associates	本集團應佔聯營公司的收益	-	15
Aggregate carrying amount of the Group's interests in these associates	本集團應佔這些聯營公司的權益賬面總額	-	13,309

- (i) There is no unrecognised share of losses of any associate.
- (ii) There is no significant restriction on the ability of the associates to transfer funds to the Group in form of cash dividends, or to repay advances made by the Group.
- (iii) Except for the investment in Huayuan and Kaihong which are significant associates of the Group engaging in heat energy generation and property leasing activities, all other associates of the Group are not significant to the Group. For the purpose of establishing further business relationship and strategic cooperation with the majority shareholder of Huayuan and Kaihong, the Group retains 35% and 30% interest in Huayuan and Kaihong respectively, for investment purpose.

18. 對聯營公司的權益(續)

凱宏(續)

上述財務資料概述與綜合財務報表內確認於凱宏的權益賬面值對賬如下：

各部非重大聯營公司的信息

- (i) 沒有未確認聯營公司的虧損
- (ii) 聯營公司以現金股息轉移資金予本集團或償還本集團墊款的能力均無受到重大限制。
- (iii) 除了對華源和凱宏，(本集團從事熱力發電和物業租賃業務的重大聯營公司)的投資外，本集團所有其他聯營公司對本集團並無重大影響。為與華源和凱宏控股股東建立進一步業務關係及戰略性合作，本集團保留於華源的35%權益以及凱宏的30%權益以作投資用途。

Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

18. Interests in Associates (Continued)

Summarised financial information in respect of the Group's disposal of associates is set out below. In the prior year, the Group held a 35% interest in Huarong Shengshi and a 49% interest in Kaichuang and accounted for the investment as associates. In May 2016, the Group disposed of its 35% equity interest in Huarong Shengshi for proceeds of RMB5,794,000. In July 2016, the Group disposed of its 49% equity interest in Kaichuang for proceeds of RMB6,140,000. These transactions have resulted in the recognition of losses in profit or loss, calculated as follows.

18. 對聯營公司的權益(續)

關於集團處置聯營公司的信息在下面列示。在以前年度，集團持有35%華融盛世的股權和49%凱創嘉華的股權並把以上投資視為對聯營公司的投資。在2016年5月，公司以人民幣5,794,000元的價格處置35%華融盛世的股權。在2016年6月，公司以人民幣6,140,000元的價格處置45%凱創嘉華的股權。關於以上交易在損益中確認了損失，具體的計算如下：

		2016 RMB'000 人民幣千元
Proceeds on disposal	處置所得	11,934
Amounts of the investments on the date of disposals	處置當天累計投資金額	(13,309)
Loss recognized (note 8)	處置損失(附註8)	(1,375)

19. Interest in a Joint Venture

Details of the Group's investment in a joint venture are as follows:

19. 對合營公司的權益

集團對於合營公司的投資具體信息如下：

		2016 RMB'000 人民幣千元	2015 RMB'000 人民幣千元
Cost of unlisted investment	合營公司的投資成本	60,000	-
Share of post-establishment loss	設立後損失金額	(28)	-
		59,972	-

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

19. Interest in a Joint Venture (Continued)

As at 31 December 2016, the Group had interest in the following joint venture:

Name of entity 公司名稱	Date of establishment 成立日期	Country of establishment and operation 成立和經營所在國	Fully paid-up/ registered capital 已繳足/註冊資本	Proportion of ownership interest held by the Group as at 31 December 本集團於12月31日 持有的權益比例		Principal activity 主要業務
				2016	2015	
				%	%	
湖北省國際航空產業新城發展 有限公司(「湖北國際」) Hubei International Aviation Development Co., Ltd. (“Hubei International”)	8 December 2016 2016年12月8日	PRC 中國	RMB100,000,000 人民幣100,000,000	60	N/A	Investment, construction, operation and leasing 投資、建設、 運營及租賃

On 4 December 2016 Langfang VAST entered into a joint venture agreement (“2016 JV Agreement”) with Shenzhen Shunfeng Airport Investment Co. Ltd. (“Shenzhen Shunfeng”) for the establishment of Hubei International. The principal activity of Hubei International is investment, construction service for industrial park, operation and leasing. Upon establishment, Hubei International is owned as to 60% by Langfang VAST and 40% by Shenzhen Shunfeng. Under the 2016 JV Agreement, unanimous approvals by the directors of Hubei International are required for decisions on directing the relevant activities of Hubei International. In the opinion of the Directors, the Group’s interest in Hubei International is accounted for as a joint venture. During the current year, the Group made capital contribution of RMB60,000,000 to Hubei International.

The joint venture is accounted for using the equity method in these consolidated financial statements.

The summarised financial information in respect of the Group’s joint venture is set out below. The summarised financial information below represents amounts shown in the joint venture’s financial statements prepared in accordance with IFRSs.

19. 對合營公司的權益(續)

於2016年12月31日，本集團在下列合營公司中擁有權益：

2016年12月4日，廊坊宏泰與順豐機場投資有限公司(「順豐投資」)簽署了關於成立湖北國際的協議。湖北國際的主營業務是投資、產業園建設服務、運營及租賃。廊坊宏泰持股60%，順豐持股40%。根據2016年合營公司的公司章程，該公司的決策需要公司董事的一致通過。董事認為，湖北國際是公司的合營公司。在本期，集團向湖北國際注資人民幣60,000,000元。

合營公司在綜合財務報告中以權益法核算。

有關本集團的合營公司的財務資料概述如下，以下財務資料概述指合營公司根據國際財務報告準則編製的金額

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

19. Interest in a Joint Venture (Continued)

Hubei International

19. 對合營公司的權益(續)

湖北國際

		At 31 December 2016 於2016年 12月31日 RMB'000 人民幣千元
Current assets	流動資產	100,005
Non-current assets	非流動資產	-
Current liabilities	流動負債	(51)
Non-current liabilities	非流動負債	-
The above amounts of assets include the following:	以上的資產金額包括以下：	
Cash and cash equivalents	現金及現金等價物	100,005

		From the date of establishment to 31 December 2016 自成立日至 2016年 12月31日 RMB'000 人民幣千元
Revenue	收入	-
Loss and total comprehensive expense for the period	本期損失和綜合費用	(46)
Group's share of loss of a joint venture	集團應佔合營公司損失	(28)

Reconciliation of the above summarised financial information to the carrying amount of the interest in Hubei International recognised in these consolidated financial statements:

上述財務資料概述與綜合財務報表內確認於湖北國際的權益賬面值對賬如下：

		2016 RMB'000 人民幣千元
Net assets of the joint venture	合營公司的淨資產	99,954
Proportion of the Group's ownership interest in Hubei International	本集團於湖北國際的擁有權益比例	60%
Carrying amount of the Group's interest in Hubei International	本集團於湖北國際的擁有權益的賬面價值	59,972

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

20. Available-For-Sale Investment

Available-for-sale investment comprise:

		At 31 December	
		於12月31日	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Unlisted investment:	非上市投資		
– equity securities	– 股權證券	3,300	3,300

The above unlisted equity investments represents unlisted entity securities issued by a private entity in the PRC. They are measured at cost at the end of the reporting period because the range of reasonable fair value estimate is so significant that the Directors are of the opinion that its fair value cannot be measured reliably.

21. Deferred Tax

The following is the analysis of the deferred tax balances for financial reporting purposes:

		At 31 December	
		於12月31日	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Deferred tax assets	遞延稅項資產	37,419	34,548
Deferred tax liabilities	遞延稅項負債	(42,602)	(74,270)
		(5,183)	(39,722)

20. 可供出售投資

可供出售投資包括：

		At 31 December	
		於12月31日	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Unlisted investment:	非上市投資		
– equity securities	– 股權證券	3,300	3,300

以上非上市股權投資代表中國境內私有主體發行的非上市的股權證券。它們是在報告日末按照成本計量的，因為董事認為它們的公平值無法被準確的計量即公平值的變動估計的浮動範圍很大。

21. 遞延稅項

以下是財務報告關於遞延稅項的分析

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

21. Deferred Tax (Continued)

The deferred tax assets (liabilities) recognised by the Group and movements thereon during the year are as follows:

		Fair value change on investment properties	Temporary differences on property sale and cost of sales	Tax losses	Accrued payroll	Impairment of assets	Unrealised profit on intra-group transactions	Other	LAT	Property revaluation reserve	Total
		物業銷售與 投資物業 公平值變動	銷售成本的 暫時差異	稅項虧損	應計薪金	資產減值	集團內部交易 未實現利潤	其他	土地增值稅	房地產 投資重估	合計
		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
At 1 January 2015	2015年1月1日	(54,302)	8,100	3,863	1,131	6,616	13,490	(3,831)	6,076	-	(18,857)
(Charge) credit to profit or loss	計入損益	(28,882)	(4,803)	(893)	254	-	16,508	-	(3,049)	-	(20,865)
At 31 December 2015	2015年12月31日	(83,184)	3,297	2,970	1,385	6,616	29,998	(3,831)	3,027	-	(39,722)
(Charge) credit to profit or loss	計入損益	(918)	46,483	63	428	-	552	-	(4,056)	-	42,552
Charge to other comprehensive income for the year	計入年度其他全面收益	-	-	-	-	-	-	-	-	(8,013)	(8,013)
At 31 December 2016	2016年12月31日	(84,102)	49,780	3,033	1,813	6,616	30,550	(3,831)	(1,029)	(8,013)	(5,183)

Details of the Group's unused tax losses are as follows:

本集團未使用稅項虧損：

	At 31 December 於12月31日	2016 RMB'000 人民幣千元	2015 RMB'000 人民幣千元
Tax losses unrecognised for deferred tax assets	未就遞延稅項資產確認的 稅項虧損	94,800	57,923

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

21. Deferred Tax (Continued)

The following unrecognised tax losses has fixed expiry date, which will be expired in the following years:

		At 31 December	
		於12月31日	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
2016	2016年	–	702
2017	2017年	673	673
2018	2018年	1,604	1,604
2019	2019年	3,344	3,344
2020	2020年	6,924	6,924
2021	2021年	24,535	–
Total	總計	37,080	13,247

At the end of the reporting period, the Group has unused tax losses of RMB57,720,000 (31 December 2015: RMB44,676,000) available for offsetting against future profits that may be carried forward indefinitely. No deferred tax asset has been recognised in respect of the tax losses due to the unpredictability of future profit streams.

No deferred tax liabilities for undistributed earnings of the PRC subsidiaries have been recognised as there is no plan of the dividends distribution out of the PRC in the foreseeable future by these PRC subsidiaries. As at 31 December 2016, the aggregate undistributed profits of the PRC subsidiaries were RMB2,978,000,000 (31 December 2015: RMB2,512,000,000). The corresponding unrecognised deferred tax liabilities as at 31 December 2016 were RMB297,800,000 (31 December 2015: RMB251,200,000).

22. In Progress Land Development Arrangements

In progress land development arrangements mainly represent costs incurred for land development under collaboration arrangements with the relevant local government authority within the districts of the development project. Although the Group does not have ownership title or land use right of such land, the Group is given the right to carry out construction and preparation works in respect of land infrastructure in those land development project under agreements with the local government authority.

21. 遞延稅項(續)

固定到期日的未確認稅項虧損將於以下年度到期：

		At 31 December	
		於12月31日	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
2016	2016年	–	702
2017	2017年	673	673
2018	2018年	1,604	1,604
2019	2019年	3,344	3,344
2020	2020年	6,924	6,924
2021	2021年	24,535	–
Total	總計	37,080	13,247

於報告期間結算日，本集團尚未動用稅項虧損人民幣57,720,000元（2015年12月31日：人民幣44,676,000元）可用於抵消可能無限期結轉的未來利潤。由於未能預測未來的溢利流，因此概無就稅項虧損確認遞延稅項。

由於中國附屬公司並無計劃在將來向中國以外地區分派股息，因此無就該等中國附屬公司的未分派盈利確認遞延稅項負債。於2016年12月31日，中國附屬公司的未分派溢利總額分別為人民幣2,978,000,000元（2015年12月31日：人民幣2,512,000,000元）。於2016年12月31日相應的未確認遞延稅項負債為人民幣297,800,000元（2015年12月31日：人民幣251,200,000元）。

22. 待售土地開發項目

待售土地開發項目主要是指在發展區內與相關政府協商的關於待售土地開發項目產生的成本。雖然集團並不擁有該等土地的所有權或土地使用權，但集團有權與當地政府就土地發展項目的土地基建項目進行基建及準備工程。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

22. In Progress Land Development Arrangement

(Continued)

When the land plots are sold by the local government authority, the Group is entitled to receive from the local government authority a proportion of the proceeds from land sales.

As mentioned in the accounting policy of revenue recognition on income from land development arrangements in note 3, income from land development which are under collaboration arrangements with the relevant local government authority are recognised upon sales of related land plots by the local government authority with the corresponding costs incurred under such arrangements recognised as cost of sales.

During the year ended 31 December 2016, the Group entered into certain new land development agreements with the local government authority, pursuant to these agreements, the Group is entitled to receive from the local government authority income arising from land development arrangements by reference to the recoverable costs incurred during the period plus an agreed cost-plus margin. The Group is also entitled to additional income relating to these land development activities in the form of marketing and promotional service in accordance with the specific rate and basis set out in the relevant service agreements entered into between the Group and the local government authority.

As at 31 December 2016, certain of the Group's in progress land development arrangements with carrying amount of approximately RMB41,504,000 (31 December 2015: Nil) was pledged to a bank to secure a loan of RMB100,000,000, details of which are set out in note 29(a). Certain of the Group's in progress land development arrangements with carrying amount of approximately RMB339,000,000 (31 December 2015: Nil) was pledged to a third party non-financial institution to secure a loan of RMB300,000,000, details of which are set out in note 29(b)(ii).

22. 待售土地開發項目(續)

當土地出讓時，集團有權向地方政府主管部門收取土地出讓金的一部分收益。

正如附註3中提到的集團關於土地開發收入確認的會計政策，與相關地方政府土地開發收入相關的收益按照政府銷售對應地塊的銷售額來確認，同時土地開發所產生的費用作為土地開發的成本。

在2016年12月31日止年度期間，集團與地方政府簽訂了新的待售土地開發合約，依據合約的條款，集團將從地方政府收到與待售土地開發相應的收益為依據相應期間可收回的成本加上相應的成本加成。集團亦將收到其他相應收益，該收益為依據相應的比例對於待售土地開發額外的與市場和銷售相關的收益加成，具體依據集團與當地政府簽訂的相關條款。

於2016年12月31日，本集團賬面價值約41,504,000元(於2015年12月31日：無)的代售土地開發項目已質押於銀行，以作為向該銀行取得人民幣100,000,000元貸款的抵押，詳情載於附註29(a)。本集團賬面價值約339,000,000元(於2015年12月31日：無)的代售土地開發項目已質押於非金融第三方機構，以作為向該非金融第三方機構取得人民幣300,000,000元貸款的抵押，詳情載於附註29(b)(ii)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

23. Properties Under Development for Sale

23. 待售發展中物業

		Year ended 31 December	
		截止12月31日止年度	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
At beginning of year	年初	1,382,620	2,409,626
Additions	添置	569,757	457,755
Transfer to completed properties for sale	轉撥至持有待售物業	(447,994)	(1,467,424)
Disposal of a subsidiary (note 40)	處置子公司(附註40)	(156,602)	(17,337)
At end of year	年終	1,347,781	1,382,620

As at 31 December 2016, certain of the Group's properties under development for sale with carrying amount of approximately RMB332,671,000 (31 December 2015: RMB364,534,000) were pledged to banks to secure certain banking facilities granted to the Group, details of which are set out in note 29(a). Certain of the Group's properties under development for sale with an aggregate carrying amount of approximately RMB225,498,000 as at 31 December 2016 (31 December 2015: RMB43,370,000) was pledged to a third party company to secure certain other loan to the Group, details of which are set out in note 29(b)(ii). Certain of the Group's properties under development for sale with an aggregate carrying amount as at 31 December 2015 of RMB222,648,000 was pledged to certain trust loans to the Group, detail of which are set out in note 29(b)(i). In 2016, loans from trust fund companies are repaid and the pledge is released.

As at 31 December 2016, properties under development for sale with carrying amount of approximately RMB1,239,485,000 (31 December 2015: RMB1,152,620,000) were expected to be completed after twelve months from the end of the reporting period.

於2016年12月31日，本集團若干賬面值為約人民幣332,671,000元(2015年12月31日：人民幣364,534,000元)的待售發展中物業已質押予銀行，作為本集團獲授若干銀行融資的抵押，詳情載於附註29(a)。本集團於2016年12月31日的若干賬面總值約人民幣225,498,000元(2015年12月31日：人民幣43,370,000元)的待售發展中物業已質押予第三方公司，作為本集團若干其他貸款的抵押，詳情載於附註29(b)(ii)。截至2015年12月31日，集團賬面價值人民幣222,648,000元的待售發展中物業為集團信託借款做抵押，具體明細參考附註29(b)(i)。在2016年，從信託公司的借款已經還清相應的抵押已經解押。

截至2016年12月31日，預期賬面值分別約人民幣1,239,485,000元(2015年12月31日：人民幣1,152,620,000元)的待售發展中物業將於報告期間結束後的12個月之後落成。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

24. Trade Receivables

24. 貿易應收款項

		At 31 December	
		於12月31日	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Receivables from land development arrangements	待售土地開發項目的應收款項	875,338	436,819
Receivables from properties for sale	可供銷售物業的應收款項	67,822	99,972
		943,160	536,791
Less: allowance for doubtful debts	減：呆賬準備	–	(1,409)
		943,160	535,382
Analysis for reporting purposes as:	就報告分析如下：		
Current assets	流動資產	943,160	478,266
Non-current assets	非流動資產	–	57,116
		943,160	535,382

As at 31 December 2016, certain of the Group's receivables from land development arrangements with carrying amount of approximately RMB91,413,000 (31 December 2015: Nil) were pledged to a bank to secure a loan of RMB250,000,000, details of which are set out in note 29(a).

The aging analysis of the Group's trade receivables, net of allowance for doubtful debts presented based on revenue recognition date, at the end of the reporting period are as follows:

於2016年12月31日，本集團賬面價值為人民幣91,413,000元的待售土地開發項目貿易應收款項被用於銀行貸款的抵押，該銀行貸款的金額為人民幣250,000,000元，具體情況參見附註29(a)。

於報告期間結束時，本集團的貿易應收款項(扣除所呈列呆賬準備)根據收益確認日期的賬齡分析如下：

		At 31 December	
		於12月31日	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
0 to 90 days	0至90天	576,666	487,958
91 to 180 days	91至180天	–	–
181 to 365 days	181至365天	295,369	8,864
1–2 years	1至2年	47,589	38,560
2–3 years	2至3年	23,536	–
		943,160	535,382

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

24. Trade Receivables (Continued)

Trade receivables from land development arrangements as at 31 December 2016 with the aggregate carrying amount of RMB18,388,000 were settled up to the date of approval of these financial statements.

In respect of income arising from land development arrangements for Longhe Park, the successful land buyers would enter into land acquisition agreements with the local government authority after public auction, tender or listing procedures. According to these land acquisition agreements, the respective land buyers are usually granted a credit period ranging from 1 to 3 months to settle the full amount of land acquisition consideration with the local government authority. The Group would normally be able to recover the full amount of trade receivables from the government authority shortly after the local government authority have received the full amount of land acquisition consideration from the land buyers.

In respect of income arising from land development arrangements for other industrial parks in other regions, the relevant local government authorities and the Group have entered into service agreements according to which the Group would provide construction services to the relevant local government authorities on a cost-plus basis. The settlements will be made in accordance with the terms specified in the agreements governing the relevant transactions.

In respect of revenue arising from sales of properties and property leasing, the Group normally does not grant any credit term to its customers except for the sale of the whole block of buildings developed by the Group, details of which are set out in the following paragraph.

Trade receivables are all interest-free except for receivables related to sale of whole block of buildings. The trade receivable of RMB41,895,000 as at 31 December 2016 (31 December 2015: RMB59,790,000) in respect of sale of a whole block of building to an entity controlled by the local government authority during 2015 was charged at an interest rate of 5.22% per annum. The trade receivable of RMB19,281,000 as at 31 December 2016 (31 December 2015: RMB32,326,000) in respect of sale of another whole block of building to another entity controlled by different government authority during 2014 was charged at an interest rate of 9% per annum.

24. 貿易應收款項(續)

於2016年12月31日，待售土地開發項目賬面價值為人民幣18,388,000元的應收款項於截止批准該財務報表日期前已清償。

就龍河園區待售土地開發項目的收入而言，在公開拍賣、招標或掛牌程序之後，成功購地的買家會與當地政府簽訂土地收購協議。根據該等土地收購協議，相應的購地買家通常獲得一至三個月的信貸期，以向地方政府機構付清土地收購款項。本集團一般可在地方政府機構收取購地買家全數土地出讓價款不久之後收回應收政府的貿易款項。

就其他地區工業園區的待售土地開發收入而言，根據本集團已與相應地方政府部門簽訂的服務協議，本集團將以向相應地方政府部門提供建設服務的成本為基礎加成確認待售土地開發業務的收入。結算將根據協議中規定的相關條款來進行。

就可供銷售物業及物業租賃收益，除整體出售本集團開發的物業外，本集團一般不會向其客戶授出任何信貸期，整體出售物業的詳細情況參見後續段落。

貿易應收款項中除與整體出售物業相關的金額外均免利息。2015年向政府部門管理的企業整體出售一項物業而產生的貿易應收款項，於2016年12月31日的賬面金額為人民幣41,895,000元(2015年12月31日的賬面金額為人民幣59,790,000元)，按照5.22%的年利率收取利息。2014年向另一家由不同政府部門管理的企業整體出售另一項物業而產生的貿易應收款項，於2016年12月31日的賬面金額為人民幣19,281,000元(2015年12月31日的賬面金額為人民幣32,326,000元)，按照9%的年利率收取利息。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

24. Trade Receivables (Continued)

The aged analysis of the trade receivables that are not considered to be impaired is as follows:

		At 31 December	
		於12月31日	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Neither overdue nor impaired	並無逾期或減值	935,096	527,318
Past due but not impaired:	已逾期但並未減值		
1 to 2 years	1至2年	-	8,064
2 to 3 years	2至3年	8,064	-
		943,160	535,382

The trade receivables that were neither past due nor impaired mainly relate to receivables from the local government authority arising from land development arrangements. The Directors are of the view that the credit risk is considered low as the land plots are sold through public auction, tender or listing to qualified land buyers, whose qualifications have been verified by the relevant local government authorities and certain refundable deposits were received by the Group from interested parties for partial investments in the land development by the Group (note 27(a)).

In respect of the trade receivables as at 31 December 2016 from sale of whole block of buildings to entities controlled by local government authorities, based on the information available to the Group, the Directors are of the opinion that no provision for impairment is necessary as there has not been a significant change in credit quality of these receivables and the balance is still considered fully recoverable.

Movements in the allowance for doubtful debts:

24. 貿易應收款項(續)

並無被視為已減值的貿易應收款項的賬齡分析如下：

		At 31 December	
		於12月31日	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Neither overdue nor impaired	並無逾期或減值	935,096	527,318
Past due but not impaired:	已逾期但並未減值		
1 to 2 years	1至2年	-	8,064
2 to 3 years	2至3年	8,064	-
		943,160	535,382

並無逾期或減值的貿易應收款項主要指就待售土地開發項目應收地方政府的款項。由於待售土地開發項目透過公開拍賣、招標或掛牌向其資格已經由有關地方政府核實的符合資格土地買家銷售，而本集團已從有興趣購買本集團開發的土地的公司或個人收取若干可退回定金(附註27(a))，因此本集團董事會認為信貸風險低。

於2016年12月31日，針對向地方政府管理的企業整體出售物業而產生的貿易應收款，基於本集團獲取的信息，本集團董事會認為相應貿易應收款項的信用狀況並未發生重大變化，相應款項仍可全額收回，因此不需要確認減值準備。

呆賬準備的變動：

		Year ended 31 December	
		截至12月31日止年度	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
At the beginning of the year	年初	1,409	1,409
Amounts written off as uncollectible	因無法收回而核銷的金額	(1,409)	-
At end of the year	年終	-	1,409

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

25. Prepayments and Other Receivables

25. 預付款項及其他應收款項

		At 31 December	
		於12月31日	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Prepayments:	預付賬款		
– Prepayments for construction activities	– 建築業務的預付款項	34,911	13,642
– Prepayments for taxes	– 預付稅項	–	5,041
– Others	– 其他	2,943	1,852
Other receivables:	其他應收款項：		
– Receivables on disposal of properties under development (note a)	– 土地收儲(附註a)	136,288	208,929
– Compensation receivable (note b)	– 土地返還款(附註b)	119,214	112,562
– Receivable from disposal of a subsidiary (note c)	– 處置子公司應收款項(附註c)	18,213	30,480
– Loan receivables (note d)	– 應收借款(附註d)	61,453	21,423
– Staff advances	– 員工墊款	9,391	7,560
– Deposits	– 應收訂金	42,925	21,691
– Others	– 其他	65,423	55,308
		490,761	478,488
Less: allowance for other receivables	減：其他應收款項撥備	–	(13,623)
		490,761	464,865

Notes:

- Certain pieces of land of the Group were required to sell back to the local government due to change in local business development plan. The local government authorities will make compensation to the Group for the loss of the respective properties under development. The outstanding receivables at 31 December 2016 is expected to be settled before the end of 2017 with the effective interest rates ranging from 5.5% to 6% per annum.
- The Group incurred loss in a land development sales transaction in 2006. After continuing communication and negotiations with the relevant local government authority by the Group for years, in 2015, the local government authority agreed to make compensation to the Group in respect of the above. The Group expects to recover this receivable before the end of 2017 with an effective interest rate of 6% per annum.
- Amount represents receivable from disposal of a subsidiary, details of which are set out in note 40.
- Loan receivables at 31 December 2016 and 2015 made to independent third parties which were interest-bearing, unsecured. The loan to Pingan Real Estate Company Ltd with a carrying amount of 21,423,000 is expected to be received in full within 2017. The rest loan to Shenzhen Shunfeng and another institution does not have fixed repayment term.

附註：

- 由於當地政府發展規劃的變化，部分地塊土地需要重新賣回給當地政府。當地政府會對本集團發展中物業的損失進行補償。於2016年12月31日，未償付的款項和按照5.5%至6%利率計算的利息預期在2017年底償付。
- 本集團在2006年待售土地開發的交易中發生了虧損。經多年與當地政府溝通，當地政府於2015年同意就上述虧損對集團進行補償。本集團預計可於2017年年底之前收回補償款以及按照年利率6%計算的補償款的利息。
- 該金額為出售子公司應收款項，具體情況參見附註40。
- 於2015年12月31日和2016年12月31日對獨立第三方機構的應收借款均為計息、無擔保的借款。借向平安不動產有限公司賬面金額為人民幣21,423,000元的款項預計可在2017年內全部收回。其餘借向深圳市順豐機場投資有限公司和另一機構的款項無固定的償還條款。

Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

26. Bank Balances and Restricted Bank Deposits 26. 銀行結餘及受限制銀行存款

		At 31 December	
		於12月31日	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Bank deposits, bank balances and cash in hand	銀行存款、銀行結餘及手持現金	3,469,024	1,564,995
Less: Deposits pledged for banking facilities (note a)	減：就銀行融資而質押的存款(附註a)	(700,000)	(441,100)
Deposits pledged for other loans (note b)	就其他借款而質押的存款(附註b)	(6,000)	–
Deposits pledged for guarantees granted to customers (note c)	就向客戶授出擔保而質押的存款(附註c)	(55,495)	(32,877)
Deposits pledged for issuance of bills payable	就向銀行授出票據而質押的存款(附註a)	–	(15,000)
Deposits pledged for a letter of guarantee	就向銀行授出保證而質押的存款(附註a)	–	(17,500)
Total cash and cash equivalents	現金及現金等價物總額	2,707,529	1,058,518
Bank deposits, bank balances and cash in hand denominated in:	以下貨幣計值的銀行存款、銀行結餘及手持現金：		
– RMB (functional currency of the relevant entities)	– 人民幣 (相關實體的功能貨幣)	3,351,072	1,161,786
– US\$	– 美元	103,167	398,475
– HK\$	– 港幣	14,785	4,734
		3,469,024	1,564,995
Analysis for reporting purpose as:	就報告分析如下：		
– Current assets	– 流動	2,869,024	1,564,995
– Non-current assets	– 非流動	600,000	–
		3,469,024	1,564,995

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

26. Bank Balances and Restricted Bank Deposits (Continued)

Notes:

- The amounts represented bank deposits in RMB pledged to banks as security for certain banking facilities granted to the Group (note 29(a)).
- The amounts represented deposits in RMB pledged to a trust fund company as security for the other loan facility to the Group (note 29(b)(i)).
- The amounts represented bank deposits in RMB pledged to banks as security for certain mortgage loans granted by the banks to the Group's customers. The restricted bank deposits will be released upon receiving the building ownership certificate of the respective properties by the banks from the customers as a pledge for security to the mortgage loans granted.

Bank balances and cash at 31 December 2016 were mainly denominated in RMB which is not a freely convertible currency in the international market. The exchange rate of RMB is regulated by the government of the PRC and the remittance of these funds out of the PRC is subject to exchange restrictions imposed by the government of the PRC.

The restricted bank deposits and bank balances carry prevailing market interest rates as follows:

26. 銀行結餘及受限制銀行存款 (續)

附註：

- 金額指作為本集團獲授若干短期銀行融資的抵押而向銀行質押的人民幣存款，詳情載於附註29(a)。
- 金額指作為本集團自一家信托基金獲授的一項其他借款而向其抵押的人民幣存款。
- 金額指作為銀行向本集團客戶授出若干按揭貸款的抵押而向銀行質押的人民幣銀行存款，受限制銀行存款將於銀行向客戶收取各物業的房屋所有權證作為獲授按揭貸款的抵押時解除限制。

於2016年12月31日，銀行結餘及現金主要以人民幣計算，而人民幣不能在國際市場自由兌換。人民幣匯率受到中國政府的規管。將有關資金匯出中國需受限於中國政府實施的外匯限制。

按市場利率計息的受限制銀行存款及銀行結餘如下：

		At 31 December	
		於12月31日	
		2016	2015
		%	%
Interest rate per annum	年利率範圍	0.35–2.75	0.30–2.75

Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

27. Trade and Other Payables

27. 應付及其他應付款項

		At 31 December 於12月31日	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Trade payables	貿易應付款項	773,224	732,694
Investment properties construction cost payable	應付投資物業建設成本	231,885	26,907
Refundable deposits (note a)	可退回訂金(附註a)	17,142	47,142
Advance from government (note b)	政府墊款(附註b)	39,732	39,732
Other taxes payable	其他應付稅項	948	35,213
Other payables	其他應付款項	66,169	39,339
Other deposits received	其他已收訂金	27,942	42,021
Accrued expenses	應計開支	800	472
		1,157,842	963,520

The following is an aged analysis of trade payables based on services/materials received date at the end of the reporting period:

以下為截至報告期間期末，貿易應付款項根據獲取服務或材料的日期進行的賬齡分析：

		At 31 December 於12月31日	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Less than 1 year	少於1年	469,999	471,569
1-2 years	1至2年	206,087	223,106
2-3 years	2至3年	69,493	16,836
Over 3 years	3年以上	27,645	21,183
		773,224	732,694

Notes:

- The amounts represent refundable deposits received from interested parties for potential investments in the land developed by the Group.
- The amount represents interest-free refundable cash advance received from the local government authority to assist the Group's operations in the construction and preparation works in respect of land infrastructure of land development projects. Such cash advance is repayable to the local government authority on demand.

附註：

- 本金額代表向有意向購買本集團開發土地作為潛在投資的買家收取的可退回訂金。
- 本金額代表向地方政府收取的免息可退回現金墊款，以此協助本集團經營有關土地開發項目中的土地基礎建設及預備工程。該等現金墊款需在政府要求時償還。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

28. BILLS PAYABLE

The aged analysis of bills payable presented based on the issue date at the end of the reporting period is as follows:

		2016 RMB'000 人民幣千元	2015 RMB'000 人民幣千元
0-90 days	0至90天	-	15,000
		-	15,000

All the bills payable are of trading nature and will mature within six months from the issue date.

28. 應付票據

以下為截止2016年12月31日以及2015年12月31日，應付票據根據開票日期進行的賬齡分析：

所有的應付票據均為經營業務需要所開立的票據並將在開票日後六個月內到期。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

29. Bank and Other Borrowings

29. 銀行及其他借款

		At 31 December	
		於12月31日	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Bank loans	銀行借款		
Secured (note a)	有抵押(附註a)	1,930,869	1,386,309
Other loans	其他借款		
Secured/guaranteed (note b)	有抵押(附註(b))	2,659,797	1,946,577
Unsecured (note c)	無抵押(附註(c))	20,000	20,000
		4,610,666	3,352,886
Total borrowings are repayable as follows:	借款總額的償還明細：		
– Repayable on demand	– 按要求償還	20,000	20,000
– Repayable within one year	– 須於一年內償還	1,503,229	1,834,559
– Repayable over 1 year and within 2 years	– 須於一年後及兩年內償還	1,022,713	985,900
– Repayable over 2 years and within 5 years	– 須於兩年後及五年內償還	2,051,220	492,427
– Repayable over 5 years	– 須於五年後償還	13,504	20,000
		4,610,666	3,352,886
Less: Amounts shown under current liabilities	減：流動負債項下列示的金額	(1,523,229)	(1,854,559)
Amounts shown under non-current liabilities	非流動負債項下列示的金額	3,087,437	1,498,327
Floating rate borrowings	浮息借款	1,333,727	633,218
Fixed rate borrowings	定息借款	3,256,939	2,699,668
Interest-free borrowings	無息借款	20,000	20,000
		4,610,666	3,352,886
Bank and other borrowings denominated in:	以下列貨幣記值的銀行及 其他借款：		
– RMB	– 人民幣	4,593,729	3,127,164
– US\$	– 美元	–	225,722
– HK\$	– 港幣	16,937	–
		4,610,666	3,352,886

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

29. Bank and Other Borrowings (Continued)

Notes:

- a. The secured bank loans of the Group were secured by certain assets of the Group and their carrying amounts are as follows:

		At 31 December 於12月31日	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Property, plant and equipment (note 15)	物業、廠房及設備(附註15)	46,747	–
Investment properties (note 16)	投資物業(附註16)	208,100	106,800
In progress land development arrangements (note 22)	待售土地開發項目(附註22)	41,504	–
Properties under development for sale (note 23)	待售發展中物業(附註23)	332,671	364,534
Receivable from land development arrangements (note 24)	待售土地開發項目的應收款項(附註24)	91,413	–
Restricted bank deposits (note 26)	受限制銀行存款(附註26)	700,000	441,100
		1,420,435	912,434

- b. The details of secured/guaranteed other loans of the Group are as follows:

		At 31 December 於12月31日	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Loans from trust fund companies (note i)	信托基金公司貸款(附註i)	984,929	1,012,038
Loans from other third parties (note ii)	其他第三方貸款(附註ii)	1,674,868	934,539
		2,659,797	1,946,577

29. 銀行及其他借款(續)

附註：

- a. 本集團的銀行抵押貸款以本集團若干資產作為抵押，其賬面價值如下：

		At 31 December 於12月31日	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Property, plant and equipment (note 15)	物業、廠房及設備(附註15)	46,747	–
Investment properties (note 16)	投資物業(附註16)	208,100	106,800
In progress land development arrangements (note 22)	待售土地開發項目(附註22)	41,504	–
Properties under development for sale (note 23)	待售發展中物業(附註23)	332,671	364,534
Receivable from land development arrangements (note 24)	待售土地開發項目的應收款項(附註24)	91,413	–
Restricted bank deposits (note 26)	受限制銀行存款(附註26)	700,000	441,100
		1,420,435	912,434

- b. 本集團有抵押／擔保的其他貸款詳情如下：

		At 31 December 於12月31日	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Loans from trust fund companies (note i)	信托基金公司貸款(附註i)	984,929	1,012,038
Loans from other third parties (note ii)	其他第三方貸款(附註ii)	1,674,868	934,539
		2,659,797	1,946,577

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

29. Bank and Other Borrowings (Continued)

Notes: (Continued)

b. The details of secured/guaranteed other loans of the Group are as follows: (Continued)

- (i) In February 2013, a subsidiary of the Group, Langfang VAST entered into an agreement with a trust fund company in the PRC pursuant to which the trust fund company agreed to contribute RMB300,000,000 to Langfang Honghao Investment Co., Ltd. ("Langfang Honghao Investment") as capital injection. Subsequent to this capital injection, the registered capital of Langfang Honghao Investment increased from RMB320,000,000 to RMB620,000,000 and 48.4% equity interest of Langfang Honghao Investment was held by the trust fund company accordingly. Per the agreement, Langfang VAST agreed to repurchase and the trust fund company agreed to sell the 48.4% equity interest in Langfang Honghao Investment either at a cash consideration of RMB390,000,000 in April 2015 after 24 months of capital injection or at a cash consideration of RMB439,500,000 in April 2016 after 36 months of the capital injection, the final date of repurchase of which is at the full discretion of the Group. Langfang Honghao Investment is accounted for as a wholly owned subsidiary, taking into account that the Group can still exercise control over Langfang Honghao Investment, the compulsory repurchase arrangement and the trust fund company does not entitle to any variable returns (including profit distribution) from Langfang Honghao Investment but receives fixed interest income, the transaction as a whole has been considered as a loan granted to the Group in these consolidated financial statements to reflect the economic substance of the arrangement. In April 2015, the Group made a cash payment of RMB20,000,000 to the trust fund company in order to extend the final settlement date by Langfang VAST for repurchasing the equity interest held by the trust fund company from April 2015 to April 2016. This loan was fully repaid in April 2016. As at 31 December 2015, this trust loan was secured by certain properties under development for sale of the Group with an aggregate carrying amount of RMB74,596,000 and investment properties of the Group with an aggregate carrying amount of RMB86,600,000.

In December 2013, the Group entered into a loan agreement with another trust fund company, pursuant to which loan amounting to RMB328,280,000 was granted by this trust fund company to the Group with three-year term at an effective interest rate of 5.535% per annum. During the year ended 31 December 2015, the Group early repaid an amount of RMB50,000,000 and this loan was fully repaid in December 2016. As at 31 December 2015, this trust loan was secured by certain properties under development for sale of the Group with an aggregate carrying amount of RMB148,052,000. In November 2015, the Group entered into another loan agreement with this trust fund company, pursuant to which loans amounting to RMB600,000,000 were granted by this trust fund company to the Group pledged by bank deposits amounting to RMB6,000,000 at a contractual interest rate of 7.20% per annum. The first batch of this loan amounting to RMB200,000,000 was received in 2015 and will be repaid at 31 December 2017 and the remaining of this loan amounting to RMB400,000,000 was received in 2016 and will be repaid in December 2018.

29. 銀行及其他借款(續)

附註：(續)

b. 本集團有抵押／擔保的其他貸款詳情如下：(續)

- (i) 於2013年2月，本集團附屬公司廊坊宏泰與中國一間信託基金公司訂立協議，據此，信託基金公司同意向本集團全資附屬公司廊坊市鴻昊投資有限公司(「廊坊鴻昊」)投資注入人民幣300,000,000元作為注資。注資後，廊坊鴻昊投資的註冊資本由人民幣320,000,000元增加至人民幣620,000,000元，信託基金公司因此持有廊坊鴻昊的48.4%股權。根據協議，廊坊宏泰同意回購及信託基金公司同意出售廊坊鴻昊的48.4%的股權，方式為於24個月後支付現金代價人民幣390,000,000元或於36個月後支付現金代價人民幣439,500,000元，購回的最後日期由本集團全權決定。計及本集團仍可對廊坊鴻昊投資行使控制權，廊坊鴻昊投資列賬為全資附屬公司，而強制性購回安排及信託基金公司均不攤分廊坊鴻昊投資的任何可變回報(包括利潤分配)，只可收取固定利息收入，整項交易於該等綜合財務報表內已被視為向本集團授出的貸款，以反映該協議的經濟實質。於2015年4月，本集團償還人民幣20,000,000至該信託基金公司以增加廊坊宏泰回購該信託基金所持有鴻昊投資的股權期限，回購期限由2015年4月延長至2016年4月。該借款已於2016年4月全額償還。截止2015年12月31日，該筆信託借款同時以本集團若干總賬面值人民幣74,596,000元的待售發展中物業及總賬面值為人民幣86,600,000元的投資性房地產進行抵押。

於2013年12月，本集團與另一間信託基金公司訂立貸款協議，據此，該信託基金公司向本集團授出一筆人民幣328,280,000元的貸款，為期三年，按實際年利率5.535%計息。在截至2015年12月31日止年度期間，本集團提前償還人民幣50,000,000元。該借款於2016年12月全部償還。於2015年12月31日，該筆借款由若干總賬面值人民幣148,052,000元的待售發展中物業抵押；於2015年11月，本集團與該信託基金公司另訂立一項貸款協議，據此，該信託基金公司向本集團授出一筆人民幣600,000,000元的貸款，以每年7.2%的利率價值人民幣6,000,000元的存款做抵押。借款的第一批人民幣200,000,000元於2015年收到，將於2017年12月31日償還；剩餘的價值人民幣400,000,000元的借款於2016年收到，將於2018年償還。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

29. Bank and Other Borrowings (Continued)

Notes: (Continued)

- b. The details of secured/guaranteed other loans of the Group are as follows: (Continued)

(i) (Continued)

In June 2014, two subsidiaries of the Group, Langfang VAST and Langfang Shoukai Sheng Shi Investment Co., Ltd. ("Langfang Shoukai Sheng Shi Investment") entered into a tri-party agreement with a trust fund company in the PRC, pursuant to which the trust fund company agreed to contribute RMB300,000,000 to Langfang Shoukai Sheng Shi Investment, of which RMB60,000,000 and RMB240,000,000 were recorded as the registered capital and the capital reserve of Langfang Shoukai Sheng Shi Investment, respectively. Subsequent to this capital injection, the registered capital of Langfang Shoukai Sheng Shi Investment increased from RMB102,000,000 to RMB162,000,000 and 37.04% equity interest of Langfang Shoukai Sheng Shi Investment was held by the trust fund company accordingly. According to the agreement, Langfang VAST agrees to repurchase and the trust fund company agrees to sell the 37.04% equity interest in Langfang Shoukai Sheng Shi Investment in June 2016, after 24 months of capital injection, at a pre-determined price if the Group can provide certain additional pledged assets to the trust fund company within six months from the date of the capital injection completed. At the end of 2014, the Group fails to provide certain additional pledged assets to the trust fund company, the Group is required to repurchase the 37.04% equity interest in Langfang Shoukai Sheng Shi Investment in June 2015 after 12 months of capital injection at a pre-determined price. Langfang Shoukai Sheng Shi Investment is accounted for as a wholly owned subsidiary of the Company, taking into account that the Group can still exercise control over Langfang Shoukai Sheng Shi Investment, the compulsory repurchase arrangement and the trust fund company is not entitled to any variable returns (including profit distribution) from Langfang Shoukai Sheng Shi Investment but receives fixed interest income, the transaction as a whole has been considered as a loan granted to the Group with a one-year term in these consolidated financial statements to reflect the economic substance of the arrangement. In January 2015, the Group reached an agreement with the trust fund company to extend the maturity date of a loan from this trust fund company with the principal amount of RMB300,000,000 from June 2015 to June 2016 by providing certain pledged investment properties of the Group to the trust fund company.

In the first half of 2016, the Group repaid part of this loan amounting to RMB100,000,000 and made a cash payment of RMB811,700,000 to the trust fund company the maturity date of the remaining with the principle amount of RMB200,000,000 from June 2016 to June 2017. As at 31 December 2016, this trust loan was secured by the equity interest held by the Group in Langfang Shoukai Sheng Shi Investment and investment properties of the Group with an aggregate carrying amount of RMB565,700,000 (31 December 2015: RMB549,700,000).

29. 銀行及其他借款(續)

附註：(續)

- b. 本集團有抵押／擔保的其他貸款詳情如下：(續)

(i) (續)

於2014年6月，本集團兩間附屬公司廊坊宏泰和廊坊首開盛世投資有限公司(「首開盛世」)與中國一間信託基金公司訂立三方協議，據此，該信託基金公司同意向本公司一間附屬公司廊坊市首開盛世投資人民幣300,000,000元，其中人民幣60,000,000元及人民幣240,000,000元分別以廊坊首開盛世投資的註冊資本及資本儲備列賬。注資後，廊坊首開盛世投資的註冊資本由人民幣102,000,000元增加至人民幣162,000,000元，信託基金公司因此持有廊坊首開盛世投資的37.04%股權。根據該協議，廊坊宏泰同意於注資完成後的第24個月屆滿時購回且信託基金公司同意以預先確定價格出售廊坊首開盛世投資37.04%股權，惟本集團須能於注資完成日期起計六個月內向信託基金公司提供若干額外抵押資產。於2014年末，本集團未能向信託基金公司提供若干額外抵押資產，本集團必須於注資完成後第12個月屆滿時即2015年6月，以預先確定價格購回廊坊首開盛世投資37.04%股權。計及本集團仍可對廊坊首開盛世投資行使控制權，廊坊首開盛世投資列賬為本集團的全資附屬公司，而強制性購回安排及信託基金公司無權攤分廊坊首開盛世投資的任何回報(包括溢利分配)，而只可收取固定利息收入，整項交易於綜合財務報表內應被視為向本集團授出的為期一年的貸款，以反映該協議的經濟實質。於2015年1月，本集團與該信託基金公司達成協議通過投資性房產的質押將人民幣300,000,000元貸款還款期限由2015年6月延期至2016年6月。

於2016年上半年，本集團償還了人民幣100,000,000元，並向該信託基金公司支付人民幣11,700,000元後將剩餘本金人民幣200,000,000元貸款的還款期限由2016年6月延期至2017年7月。於2016年12月31日，該借款由本集團持有的廊坊首開盛世投資公司的股權和本集團持有的賬面價值為人民幣565,700,000元(2015年12月31日賬面價值：人民幣549,700,000元)的投資物業抵押。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

29. Bank and Other Borrowings (Continued)

Notes: (Continued)

- b. The details of secured/guaranteed other loans of the Group are as follows: (Continued)

(i) (Continued)

In May 2016, the Group entered into a loan agreement with a trust fund company amounting to RMB250,000,000 with a three-year term at a contractual interest rate of 11% per annum, secured by certain investment properties of the Group with an aggregate carrying amount of approximately RMB565,700,000.

- (ii) In October 2014, the Group entered into a loan agreement with a non-financial institution amounting to RMB133,200,000 with a three-year term at an interest rate of 13.5% per annum. The loan was fully repaid in advance in 2016.

In August 2015, the Group entered into a loan agreement with a non-financial institution amounting to RMB200,000,000 with a two-year term at an interest rate of 13% per annum, secured by certain assets of Langfang Wantong Cemetery Company Limited ("Langfang Wantong") which is a related party of the Group with an aggregate carrying amount of RMB381,820,000. The loan was fully repaid in advance in 2016.

Included therein is a loan from a non-financial institution amounting to RMB6,600,000 (31 December 2015: RMB10,800,000) as at 31 December 2016, which is guaranteed by Langfang VAST.

Included therein is an entrusted loan from a non-financial institution in the PRC of RMB369,000,000, including RMB150,000,000 with a two-year term and RMB219,000,000 with a three-year term, both at a contractual interest rate of 10.90% per annum as at 31 December 2016 (31 December 2015: RMB369,000,000) which was secured by certain properties under development for sale of the Group with an aggregate carrying amount of RMB225,498,000 (31 December 2015: RMB43,370,000) and the Group's investment properties with carrying amount of approximately RMB58,100,000 (31 December 2015: property, plant and equipment with carrying amount of approximately RMB23,236,000).

29. 銀行及其他借款(續)

附註：(續)

- b. 本集團有抵押／擔保的其他貸款詳情如下：(續)

(i) (續)

於2016年5月，本集團與一家信託基金公司簽訂金額為人民幣250,000,000元的貸款協議，為期三年並按照合同年利率11%計息，該貸款以本集團持有的賬面價值為人民幣565,700,000元的投資物業抵押。

- (ii) 於2014年10月，本集團與一家非金融機構簽訂金額為人民幣133,200,000元的貸款協議，為期三年並按照年利率13.5%計息。該借款已於2016年提前全額償還。

於2015年8月，本集團與一家非金融機構簽訂金額為人民幣200,000,000元的貸款協議，為期兩年並按照年利率13%計息，以本集團關聯公司廊坊市萬桐公墓有限公司（「廊坊萬桐」）所持有的若干資產進行抵押，相關資產賬面價值為人民幣381,820,000元。該借款已於2016年提前全額償還。

其中包括一筆向非金融機構借入的截至2016年12月31日金額為人民幣6,600,000元的貸款（2015年12月31日：人民幣10,800,000元），該借款由廊坊宏泰提供擔保。

其中包括一筆向中國非金融機構借入的金額為人民幣369,000,000元貸款（2015年12月31日：人民幣369,000,000元），其中人民幣150,000,000元借款期限為兩年、人民幣219,000,000元借款期限為三年，於2016年12月31日，合同約定年利率均為10.90%。該項借款由本集團持有的若干總賬面值為人民幣225,498,000元（2015年12月31日：人民幣43,370,000元）的待售發展中物業和賬面價值為人民幣58,100,000元的投資物業（2015年12月31日：人民幣23,236,000元的物業、廠房及設備）做抵押。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

29. Bank and Other Borrowings (Continued)

Notes: (Continued)

- b. The details of secured/guaranteed other loans of the Group are as follows: (Continued)

(ii) (Continued)

In June 2016, a subsidiary of the Group, Langfang Shengshi Tonghui Park Development Co., Ltd. ("Shengshi Tonghui") entered into an agreement with a non-financial institution in the PRC pursuant to which the non-financial institution agreed to contribute RMB700,000 to Shengshi Tonghui as capital injection and loan amounting to RMB999,300,000 was granted to the Group. Subsequent to this capital injection, the registered capital of Shengshi Tonghui was RMB1,000,000 and 70% equity interest of to Shengshi Tonghui was held by the non-financial institution accordingly. Per the agreement, Langfang VAST agreed to repurchase and the non-financial institution agreed to sell the 70% equity interest in Shengshi Tonghui at a cash consideration of RMB700,000 in July 2021 and Langfang Vast has the right to early redeem all the equity interest from 2019 afterwards. Shengshi Tonghui is accounted for as a wholly owned subsidiary, taking into account that the Group can still exercise control over Shengshi Tonghui, the compulsory repurchase arrangement and the non-financial institution does not entitle to any variable returns (including profit distribution) from Shengshi Tonghui but receives fixed interest income, the transaction as a whole has been considered as a loan amounting to RMB1,000,000,000 with a five-year term at an effective interest rate of 8.2% per annum in these consolidated financial statements to reflect the economic substance of the arrangement. This loan was secured by the equity interest held by the Group in Shengshi Tonghui and guaranteed by Langfang VAST, Langfang City Property Development Co., Ltd. ("Langfang City Property") and China VAST.

In June 2016, The Group entered into a loan agreement with a third-party company amounting to RMB300,000,000 with a five-year term at an effective interest rate of 8.63% per annum, secured by certain in progress land development arrangements of the Group with an aggregate carrying amount of RMB339,000,000.

In April 2014, the Group entered into a loan agreement with Fine Process Limited, an independent third party and a wholly-owned subsidiary of ICBC International Investment Management Limited, the initial principal of the loans are of US\$100,000,000. In April 2015, the Group repaid part of the loan amounting to US\$12,000,000 (equivalent to approximately RMB73,686,000). In December 2015, the Group made further repayment of this loan amounting to US\$50,000,000 (equivalent to approximately RMB324,500,000). In April 2016, the Group repaid the remaining part of the loan amounting to US\$38,000,000 (equivalent to approximately RMB245,666,000).

29. 銀行及其他借款(續)

附註：(續)

- b. 本集團有抵押／擔保的其他貸款詳情如下：(續)

(ii) (續)

於2016年6月，本集團附屬公司盛世通匯與一家中國非金融機構訂立協議，據此，該機構同意向盛世通匯注資人民幣700,000元，並向本集團提供人民幣999,300,000元的貸款。注資後，盛世通匯的註冊資本為人民幣1,000,000元，該非金融機構因此持有盛世通匯70%股權。根據協議，廊坊宏泰應於2021年7月以人民幣700,000元的金額回購該機構持有的盛世通匯70%股權且廊坊宏泰有權在2019年後提前回購所有股權。計及本集團仍可對盛世通匯行使控制權，盛世通匯列賬為本公司的全資附屬公司，強制性回購安排及放貸機構均無權攤分盛世通匯的任何回報(包括溢利分配)，只可收取固定利息收入，為反應該協議的經濟實質，整項交易於綜合財務報表內應被視為向本集團授出的期限為五年，以年利率8.2%的實際利率計息，金額為人民幣1,000,000,000元的貸款。該貸款以本集團所持盛世通匯的股權抵押，並由廊坊宏泰、廊坊城區房地產和中國宏泰產業市鎮提供擔保。

於2016年6月，本集團與一家第三方公司簽訂人民幣300,000,000元的貸款協議，為期五年並按年利率8.63%的實際利率計息，該貸款以本集團賬面價值為人民幣339,000,000元的待售土地開發項目抵押。

於2014年4月，本集團與Fine Process Limited(為工銀國際投資管理有限公司的全資附屬公司)簽訂貸款協議，貸款金額為100,000,000美元。於2015年4月，本集團償還貸款12,000,000美元(相當於人民幣73,686,000元)。於2015年12月，本集團償還貸款50,000,000美元(相當於人民幣324,500,000元)。於2016年4月，本集團償還剩餘貸款38,000,000美元(相當於人民幣245,666,000元)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

29. Bank and Other Borrowings (Continued)

Notes: (Continued)

- c. The details of unsecured other loans of the Group are as follows:

		At 31 December 於12月31日	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Loans from third parties (note i)	第三方借款(附註i)	20,000	20,000
		20,000	20,000

- (i) The above loans from third parties as at 31 December 2016 and 31 December 2015 were interest-free and are repayable on demand.

- d. The ranges of effective interest rates on the Group's borrowings are as follows:

		At 31 December 於12月31日	
		2016	2015
		%	%
Effective interest rate per annum:	實際年利率		
Floating rate borrowings	浮動利率借款	4.90-8.83	4.90-8.40
Fixed rate borrowings	固定利率借款	4.87-11.84	2.62-15.61

- e. Interest on borrowings denominated in RMB at floating rates is based on the borrowing rates announced by the People's Bank of China. Interest on borrowings denominated in US\$ at floating rates are based on the London Interbank Offered Rate and repriced monthly. Interest on borrowings denominated in HK\$ at floating rate is based on the Hongkong Interbank Offered Rate and repriced monthly.

29. 銀行及其他借款(續)

附註：(續)

- c. 集團的無抵押其他借款的明細如下：

		At 31 December 於12月31日	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Loans from third parties (note i)	第三方借款(附註i)	20,000	20,000
		20,000	20,000

- (i) 截至2016年12月31日和2015年12月31日的第三方借款是無息借款且為需按要求償還的借款。

- d. 集團借款的利率範圍如下：

		At 31 December 於12月31日	
		2016	2015
		%	%
Effective interest rate per annum:	實際年利率		
Floating rate borrowings	浮動利率借款	4.90-8.83	4.90-8.40
Fixed rate borrowings	固定利率借款	4.87-11.84	2.62-15.61

- e. 以人民幣計值得浮息借款的利息是根據中國人民銀行公佈的貸款利率計算的。以美元計值的浮息借款的利息是根據倫敦銀行同業拆息計算的，並每月重新定價。以港幣計值的浮息借款的利息是根據香港銀行同業拆息計算的，並每月重新定價。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

30. Convertible Bonds and Notes

On 30 December 2015, the Company issued a three-year term US\$ 6% convertible bonds due 2018 in an aggregate principal amount of US\$50,000,000 (the “Convertible Bonds”). In addition to which, on the same date, the Company also issued a three-year term US\$ 12% secured guaranteed notes due 2018 in an aggregate principal amount of US\$50,000,000 (the “Notes”) to the same holder of the Convertible Bonds. The total net proceeds from the issue of the Convertible Bonds and the Notes are used for the purpose of capital expenditure and general working capital. The Convertible Bonds and the Notes are jointly guaranteed by the Ultimate Controlling Shareholders and secured by the pledge of entire equity interests of Shing Cheong Holdings Ltd. (“Shing Cheong Holdings”), China Vast International Ltd. (“China Vast International”), King Billion Ltd. (“King Billion”) and Sheng Shi International (HK) Development Co., Ltd. (“Sheng Shi”).

The Convertible Bonds, upon issue, will constitute direct, unsubordinated, unconditional and secured obligations of the Company and shall at all times rank pari passu in all respects and without any preference or priority among themselves.

The Notes, upon issue, will constitute direct, general, unconditional, unsubordinated and secured obligations of the Company and shall at all times rank pari passu without any preference among themselves.

30. 可轉換債券及票據

2015年12月30日，本公司發行了本金US\$50,000,000，年利率6%，期限3年的可轉換債券（「可轉債」）。在同一天，公司還向可轉債的持有人發行了本金US\$50,000,000，年利率12%，期限3年的企業債券（「企業債」）。本公司擬將該等所得款項淨額用作資本開支及一般營運資金。該等可轉債與企業債均由最終控股股東所擔保，以抵押誠昌投股有限公司（「誠昌投股」）、中國宏泰國際控股有限公司（「中國宏泰國際」）、兆帝有限公司（「兆帝」）以及盛世國際（香港）發展有限公司（「盛世國際」）全部的權益作為保證。

公司發行的可轉債於發行後將構成本公司的直接、非後償、無條件及有抵押責任，且將於所有方面一直享有同等地位，彼此之間並無任何優先級別或優先次序。

公司發行的企業債於發行後將構成本公司的直接、一般、無條件、非後償及有抵押責任，並將一直享有同等地位，彼此之間並無任何優先級別。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

30. Convertible Bonds and Notes (Continued)

The principal terms of the follows:

(a) Conversion Right

The holder of the Convertible Bonds has the right to convert all or any part of the principal amount of the Convertible Bonds into ordinary shares of the Company at any time from the beginning on, and including, the issue date of the Convertible Bonds up to the close of business on the maturity date of the Convertible Bonds.

For the purpose of determining the number of ordinary shares to be issued on conversion of the Convertible Bonds, the relevant principal amount of the Convertible Bonds to be converted shall be translated into HK\$ at the exchange rate of US\$1.00:HK\$7.75. The price at which ordinary shares of the Company will be issued upon conversion (the "Conversion Price") will initially be HK\$3.10 per share, but will be subject to adjustment for, among other things, consolidation, reclassification or subdivision, capitalization of profit or reserves, distributions, rights issues of shares or options over shares, dividend adjustments and other dilutive events.

(b) Final Redemption

Unless previously redeemed, converted, purchased and cancelled as provided herein, the Company shall pay to each holder of the Convertible Bonds on the maturity date of the Convertible Bonds an aggregate price of (i) 118% of the outstanding principal amount on the maturity date of the Convertible Bonds, (ii) all accrued and unpaid interest in respect of such Convertible Bonds and unpaid default interest in respect of such Convertible Bonds, if any, and (iii) all other related outstanding amounts payable by the Company to the holder of such Convertible Bonds.

(c) Convertible Bond Holder's Redemption Rights for Events of Default

Should any of the events of default set out in the agreements of the Convertible Bonds occurs, the holder of the Convertible Bonds may elect to require the Company to redeem the outstanding Convertible Bonds in full in the amount equivalent to the sum of (i) 118% of the outstanding principal amount of the Convertible Bonds, (ii) all accrued and unpaid interest in respect of such Convertible Bonds and unpaid default interest in respect of such Convertible Bonds, if any, and (iii) all other related outstanding amounts payable by the Company to the holder of such Convertible Bonds.

30. 可轉換債券及票據(續)

可轉債的主要合同條款：

(a) 轉換權

可轉債持有人將有權於從可轉債發行之日起至可轉債到期日期間內任何時間要求本公司按換股價將可換股債券項下的全部或任何部分未償還本金額轉換為普通股。

為了確定所發行的可轉債所對應的普通股數目，相應的可轉債本金按照1.00美元兌換7.75港幣的匯率折算成港幣進行計算。該可轉債所轉換時公司對轉換部分所新發行的普通股股價（「轉換價」）初始確定為3.10港幣每股，但該價格將會根據集團合併、財務科目的重分類或細分、收益或儲備的資本化、配股行為、股權或股票期權的行權、股利調整等其他股份稀釋活動中的一項或幾項共同的影響而進行調整。

(b) 贖回

除非先前被贖回、轉換、購買及註銷，否則本公司應於到期日向每名債券持有人支付下列總和：(i)其可換股債券於到期日的未償還本金額的118%，(ii)有關可換股債券的所有應計未付利息，及就有關可換股債券應計的未付違約利息(如有)；及(iii)本公司根據交易文件應向有關債券持有人支付的所有其他未付款項。

(c) 發生違約事件後的贖回

倘在發生違約事件後，債券持有人選擇要求本公司悉數贖回可換股債券，本公司將贖回金額相等於下列總和的所有已發行可換股債券：(i)其可換股債券的未償還本金額的118%；(ii)由可換股債券發行日期起至(及包括)本公司向有關債券持有人悉數支付贖回價當日止，就有關可換股債券累算的所有應計未付利息，及就有關可換股債券應計的未付違約利息(如有)；及(iii)本公司根據交易文件應向有關債券持有人支付的所有其他未付款項。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

30. Convertible Bonds and Notes (Continued)

The details of the redemption of the Notes are as follows:

(a) Final Redemption

Unless previously redeemed, purchased and cancelled, the Company shall pay to each holder of the Notes on the maturity date of the Notes an aggregate price of (i) the outstanding principal amount on the maturity date of the Notes, (ii) all accrued and unpaid interest in respect of the Notes and unpaid default interest of the Notes, if any, and (iii) all other related outstanding amounts payable by the Company to the holder of such Notes.

(b) Company's Early Redemption Rights

The Company shall have the right to redeem all or any part of the outstanding principal amount of the Notes at any time during the period between the day immediately after the second anniversary of the issue date of the Notes and the last day immediately preceding the maturity date of the Notes, provided that no event of default has occurred on or before the date of full payment of the redemption price by the Company to the holder of the Notes. The redemption price payable by the Company for such early redemption shall be the amount equivalent to the sum of (i) the outstanding principal amount of the Notes to be redeemed, (ii) all accrued and unpaid interest accrued from the issue date of the Notes or (if any interest payment date has occurred) the latest interest payment date up to (and including) the date of full payment of the redemption price by the Company to the relevant holder of the Notes and unpaid default interest (if any) accrued, and (iii) all other related outstanding amounts payable by the Company to the holder of such Notes.

(c) Note Holder's Redemption Rights for Events of Default

Should any of the events of default set out in the agreements of the Notes occurs, the holder of the Notes may elect to require the Company to redeem the Notes in full in an amount equivalent to the sum of (i) the outstanding principal amount of the Notes, (ii) all accrued and unpaid interest accrued from the issue date of the Notes up to (and including) the date of full payment of the redemption price by the Company to such holder of the Notes and unpaid default interest (if any) accrued, and (iii) all other related outstanding amounts payable by the Company to the holder of such Notes.

30. 可轉換債券及票據(續)

企業債的主要合同條款：

(a) 贖回

除非先前被贖回、購買及註銷，否則本公司應於到期日向每名企業債持有人支付下列總和：(i)其該等票據於到期日的未償還本金額；(ii)所有應計未付利息，及應計的未付違約利息(如有)；及(iii)本公司根據交易文件應向有關企業債持有人支付的所有其他未付款項。

(b) 本公司提前贖回的權利

本公司有權於緊隨該等企業債發行日期第二周年後當日至緊接到期日前最後一日的期間內隨時贖回企業債未償還本金額的全部或任何部分，前提是本公司向企業債持有人悉數支付贖回價當日或之前並無發生違約事件。本公司就有關提前贖回應支付的贖回價，金額相等於下列各項總和：(i)將贖回的企業債的未償還本金額；(ii)由企業債發行日期起或(當已發生任何付息日期)最後付息日期至(及包括)本公司向相關票據持有人悉數支付贖回價當日止累算的所有應計未付利息，及應計的未付違約利息(如有)；及(iii)本公司根據交易文件應向有關企業債持有人支付的所有其他未付款項。

(c) 企業債持有人在發生違約事件後的贖回的權利

倘在發生違約事件後，企業債持有人選擇要求本公司悉數贖回企業債，本公司將贖回金額相等於下列總和的所有已發行的企業債：(i)企業債的未償還本金額；(ii)由企業債發行日期起至(及包括)本公司向有關企業債持有人悉數支付贖回價當日止累算的所有應計未付利息，及應計的未付違約利息(如有)；及(iii)本公司根據交易文件應向有關企業債持有人支付的所有其他未付款項。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

30. Convertible Bonds and Notes (Continued)

The terms of the Convertible Bonds and the Notes are negotiated with the holder collectively and the issuance of the Convertible Bonds and the Notes are inter-conditional, accordingly, the total net proceeds received by the Company from the issue of the Convertible Bonds and the Notes have been allocated to a debt component of the Convertible Bonds, the Notes and the derivative component in its initial recognition as follows:

- (a) Debt component is initially measured at fair value amounted to approximately RMB583,652,000, which represents the present value of the contractually determined stream of future cash flows discounted at the prevailing market interest rate at that time applicable to instruments of comparable credit status and providing substantially the same cash flows with the Convertible Bonds and the Notes. It is subsequently measured at amortised cost by applying an effective interest rate of 16.10% per annum after considering the effect of the transaction costs;
- (b) In the opinion of the Directors, the economic characteristics and risks of the early redemption option of the Notes are closely related to the host debt contract of the Notes. Therefore, the Company does not account for the early redemption option separately; and
- (c) Derivative component, which is equal to the difference between the net proceeds of the Convertible Bonds and the Notes received and the fair value of the debt components of the Convertible Bonds and the Notes, is measured at fair value with changes in fair value recognised in profit or loss.

30. 可轉換債券及票據(續)

可轉換債券及票據的條款均為與持有者共同談判達成，並且可轉換債券及票據的發行是有內部條件的，因此，公司發行的可轉換債與企業債所得款項淨額被分拆為負債部分與權益部分(形成可轉換期權的衍生金融工具)。對於各部分的初始確認如下：

- (a) 負債部分是根據合同所規定的，在市場普遍利率情況下，根據市場上可比信用情況以及可帶來類似現金流的可轉股債券與企業債券，來評估未來可流入現金流折現所得的公平值，以進行負債部分初始計量。根據評估的情況，本公司可轉債與企業債的公平值為人民幣583,652,000元，負債部分的交易成本是以攤餘成本法進行核算，在考慮到交易成本的前提下，該部分的實際年利率為16.10%；
- (b) 本公司董事會認為，市場經濟情況及本公司對企業債提前贖回的權利與企業債的債權合同有着非常緊密的聯繫，故本公司不會將對票據提前贖回的權利分析進行分析；以及
- (c) 衍生部分，以發行可轉換債券及票據所得款項淨額與負債部分的公平值之差作為該部分初始確，對於該部分公平值的變動，在損益中進行計量。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

30. Convertible Bonds and Notes (Continued)

The movements of the debt component and derivative component of the Convertible Bonds and the Notes for 2016 and 2015 are set out below:

30. 可轉換債券及票據(續)

可轉債與企業債負債部分與權益部分的變動如下：

		Debt component of the Convertible Bonds 可轉債 負債部分 RMB'000 人民幣千元	Derivative component of the Convertible Bonds 可轉債 權益部分 RMB'000 人民幣千元	Debt component of the Notes 企業債 負債部分 RMB'000 人民幣千元
Convertible Bonds and Notes issued on 30 December 2015	於2015年12月30日發行的可轉債與企業債	285,024	62,279	298,628
Transaction costs incurred	發生的發行成本	(3,311)	-	(4,035)
Exchange realignment	匯兌影響	1,664	364	1,744
As at 31 December 2015	2015年12月31日金額	283,377	62,643	296,337
Fair value change recognized in profit or loss	損益表中的公平值變動損益	-	(5,302)	-
Interest charged for the year	應付利息	49,512	-	49,512
Interest paid	已經支付的利息	(30,528)	-	(30,528)
Exchange realignment	匯兌影響	17,089	4,278	17,969
As at 31 December 2016	2016年12月31日金額	319,450	61,619	333,290

No conversion or redemption of the Convertible Bonds and the Notes has occurred up to 31 December 2016.

公司所發行的可轉債與企業債在截至2015年12月31日期間並未發生轉換或贖回的情況。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

31. Share Capital

Share capital of the Group includes only issued and fully paid share capital of the Company as set out below.

31. 股本

本集團股本只包括以下列載的已發行並繳足本公司股本。

		Number of ordinary shares 普通股 股數	Nominal value of ordinary shares 普通股 面額 HK\$'000 港幣千元	Equivalent nominal value of ordinary shares 普通股 價值 RMB'000 人民幣千元
Ordinary shares of HK\$0.01 each:	每股面值港幣0.01元的普通股：			
As at 31 December 2015 and	於2015年及			
31 December 2016	2016年12月31日	5,000,000,000	50,000	39,792
Issued and fully paid:	發行並繳足：			
As at 31 December 2015 and	於2015年及			
31 December 2016	2016年12月31日	1,637,641,000	16,376	13,031

32. Reserves

The amounts of the Group's reserves and the movements therein for the reporting period are presented in the consolidated statement of changes in equity.

The principal reserves of the Group consist of the following:

(i) Merger reserve

The merger reserve in these consolidated statement of financial position as at 31 December 2016 and 2015 represented the share capital of Shing Cheong Holdings.

32. 儲備

本集團在報告期間內的儲備金額以及相應的變動，在合併報表中的權益變動表中進行列示。

本集團主要的儲備包括下列各項：

(i) 合併儲備

在2016年及2015年12月31日合併財務報表中列示的合併儲備是指誠昌控股的股本。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

32. Reserves (Continued)

(ii) Share premium

Share premium at 31 December 2016 represented share premium of the Company. The share premium account is governed by the Cayman Companies Law and may be applied by the Company subject to the provisions, if any, of its memorandum and articles of association in (a) paying distributions or dividends to members; (b) paying up unissued shares of the Company to be issued to equity shareholders as fully paid bonus shares; (c) the redemption and repurchase of shares (subject to the provisions of section 37 of the Cayman Companies Law); (d) writing-off the preliminary expenses of the Company; and (e) writing-off the expenses of, or the commission paid or discount allowed on, any issue of shares or debentures of the Company.

No distribution or dividend may be paid to the equity shareholders out of the share premium account unless immediately following the date on which the distribution or dividend is proposed to be paid, the Company will be able to pay its debts as they fall due in the ordinary course of business.

(iii) Statutory reserve

Pursuant to the relevant PRC rules and regulations, those subsidiaries of the Group established in the PRC are required to transfer no less than 10% of their profits after taxation, after offsetting any prior years' losses as determined under the relevant accounting policies and financial regulations applicable to entities established in the PRC, to the statutory reserve until the reserve balance reaches 50% of the registered capital. The transfer to this reserve must be made before the distribution of a dividend to equity owners of these PRC subsidiaries. Statutory reserve is non-distributable other than in liquidation and can be used to make good previous years' losses, if any, and may be converted into paid-in capital in proportion to the existing interests of equity owners, provided that the balance after such conversion is not less than 25% of the registered capital.

32. 儲備(續)

(ii) 股本溢價

在2015年12月31日的股本溢價，指的是公司的股本溢價。股本溢價科目是受到開曼法律管轄，並可根據本公司公司章程的條款，基於(a)向成員支付分派或股息款項；(b)繳清將會向控股股東發行作為已繳足配股而持有的本公司發行的股份；(c)贖回及回購股份(需遵守開曼群島公司法第37條之規定)；(d)公司開辦費用的核銷；以及(e)核銷本公司發行任何股份或公司債券的費用、或支付的佣金或給予的折扣，而被公司採用。

除了在緊接派息或股利計劃支付日後，公司會發生日常經營的債務違約情況，否則不允許從股本溢價的科目中向控股股東支付派息或者股利。

(iii) 法定儲備

根據中國人民共和國的相關法律法規，集團內在中國大陸境內成立的子公司需要在中國大陸適用於中國境內成立的公司相關會計與財務準則的要求下，在其稅後淨利潤沖抵以前年度的損失後，提取不少於10%的淨利潤計入法定儲備，直到法定儲備的餘額達到該公司註冊資本的50%。提取法定儲備必須在向中國大陸境內企業的控股股東分配股利之前進行。除企業被清算的情況外，法定儲備不能作為分派目的之用，但如有以前年度損失，法定儲備可作為以前年度損失的彌補。法定儲備還可按照各股東的持股比例轉化為企業的實收資本，但需滿足轉化後法定儲備的餘額不少於註冊資本的25%。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

33. Capital Risk Management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern; to maintain the confidence of creditors; to sustain future development of the group entities and to maximize the return to the owners of the Company through optimization of debt and equity balances.

The capital structure of the Group consists of borrowings, net of cash and cash equivalents, convertible bonds and notes, and total equity of the Group.

The Directors review the capital structure on a regular basis. As part of this review, the Directors consider the cost of capital and the risks associated with the capital. Based on recommendations of the Directors, the Group will balance its overall capital structure through the payment of dividend, raise of new capital, issue of new debt or the reduction of existing debts.

33. 資本風險管理

本集團管理其資本以確保本集團將可繼續持續經營，維持債權人的信心，並同時透過優化債務及權益平衡，支持集團實體的未來發展，以及為本集團擁有人帶來最大回報。

本集團的資本架構由本集團的借款(扣除現金及現金等價物)，可轉換債券及票據和總股權組成。

本集團管理層會定期覆核資本架構。作為此項覆核的一部份，管理層會考慮資本成本及資本相關風險。根據管理層的建議，本集團將透過派付股息、籌集新資本、發行新債或削減現有債務，以平衡其總體資本架構。

34. Financial Instruments

a. Categories of financial instruments

34. 財務工具

a. 財務工具類別

		At 31 December	
		於12月31日	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<i>Financial assets at amortised cost</i>	<i>按攤銷成本列賬的財務資產</i>		
Trade receivables	應收款項	943,160	535,382
Other receivables	其他應收款項	443,516	436,770
Amounts due from related parties	應收關聯方款項	1,209	3,606
Bank balances and cash	銀行存款及現金	2,707,529	1,058,518
Restricted bank deposits	受限制銀行存款	761,495	506,477
<i>Available-for-sale financial assets at cost less impairment</i>	<i>按扣除減值列賬的可供出售投資</i>		
Available-for-sale investment	可供出售投資	3,300	3,300
<i>Financial liabilities at amortised cost</i>	<i>按攤銷成本列賬的財務負債</i>		
Trade and other payables	貿易及其他應付款項	1,156,894	928,308
Amounts due to related parties	應付關聯方款項	67,036	3,104
Bank and other borrowings	銀行及其他借款	4,610,666	3,352,886
Convertible Bonds and Notes	可轉換債券及票據	652,740	579,714
<i>Financial liabilities at fair value through profit or loss</i>	<i>計入損益以公平值計量的財務負債</i>		
Derivative	衍生財務工具	61,619	62,643

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

34. Financial Instruments (Continued)

b. Financial risk management objectives and policies

The Group's financial instruments consisted of bank balances and cash, restricted bank deposits, trade and other receivables, available-for-sale investment, amounts due from/to related parties, trade and other payables, bank and other borrowings, convertible bonds and notes and derivative. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include interest rate risk, credit risk, foreign currency risk and liquidity risk. The Company does not have any significant exposure to financial risks.

The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Interest rate risk

The Group is exposed to fair value interest rate risk in relation to fixed-rate trade receivable, other receivables, convertible bonds and notes (note 30) and fixed-rate bank and other borrowings (note 29).

The Group is also exposed to cash flow interest rate risk due to the fluctuation of the prevailing market interest rate on cash and cash equivalents and bank and other borrowings carried at prevailing market interest rates based on or by reference to the interest rates promulgated by the People's Bank of China, London Interbank Offered Rate and Hongkong Interbank Offered Rate.

The Group currently does not have a specific policy to manage their interest rate risk and has not entered into interest rate swaps to hedge its exposure, but will closely monitor its interest rate exposure in the future.

The variable rate sensitivity analysis below has been determined based on the exposure to interest rates for variable rate borrowings at the end of the reporting period and assumed that the amounts outstanding at the end of reporting period was outstanding for the whole year. Bank balances are excluded from sensitivity analysis as the Directors consider that the exposure of cash flow interest rate risk arising from variable rate bank balances is insignificant.

34. 財務工具(續)

b. 財務風險管理目標及政策

本集團的財務工具包括銀行存款及現金、受限制銀行存款、應收及其他應收款項、可供出售投資、應收/付關聯方款項、應付及其他應付款項、銀行及其他借款、可轉換債券及票據和衍生金融工具。財務工具的詳情在各相關附註內披露。有關該等財務工具的風險包括利率風險、信貸風險、外匯風險及流動資金風險。本公司並無承受任何重大財務風險。

有關如何減低該等風險的政策載於下文。管理層管理及監察該等風險，以確保及時及有效實施適當措施。

利率風險

本集團承受有關定息應收款項、其他應收款項、可轉換債券及票據(附註30)、定息銀行及其他借款的公平值利率風險(該等借款詳情見附註29)。

由於現金及現金等值物和銀行及其他借款按現時市場利率計算，而現時市場利率則根據或參考中國人民銀行頒布利率、倫敦銀行同業拆息及香港銀行同業拆息所報的利率計算，因此本集團亦由於現金及現金等價物的現時市場利率波動而承受現金流量利率風險。

本集團目前並無具體政策管理利率風險，亦無訂立利率掉期以對沖風險，惟將密切監察其日後的利率風險。

下文的浮動利率敏感度分析乃基於各報告期間結束時浮息借款的利率風險而定，並假設在各報告期間結束時尚未清償的金額在整個年度均尚未清償。因董事會認為銀行結餘的浮動利率風險不重大，因此未對銀行結餘進行敏感度分析。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

34. Financial Instruments (Continued)

b. Financial risk management objectives and policies (Continued)

Interest rate risk (Continued)

Sensitivity analysis

If interest rates on borrowings had been 100 basis points higher or lower and all other variables were held constant, there would have no impact on the Group's total equity apart from retained profits and the potential effect on profit after tax, after taking into account the interest capitalization effect, for the each of reporting period is as follows:

		Year ended 31 December 截至12月31日止12個月期間	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Increase in post-tax profit for the year	年內稅後利潤增加	5,292	1,165

Other price risk

The Group is exposed to equity price risk through its derivatives. However, no sensitivity analysis is presented as the Directors consider the impact is insignificant.

Foreign currency risk

The carrying amount of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of each of reporting period are as follows:

		At 31 December 於12月31日	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Assets	資產		
United States dollars ("US\$")	美元(「美元」)		
Bank balances and cash	銀行結餘及現金	103,167	398,475
Hong Kong dollars ("HK\$")	港幣(「港幣」)		
Bank balances and cash	銀行結餘及現金	14,785	4,734

34. 財務工具(續)

b. 財務風險管理目標及政策(續)

利率風險(續)

敏感度分析

當借款的息率上浮或下跌100基點而所有其他變量維持不變，除了保留利潤外，本集團的總股權將不會受到影響，而考慮利息資本化影響後，各報告期間對稅後溢利的潛在影響如下：

		Year ended 31 December 截至12月31日止12個月期間	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Increase in post-tax profit for the year	年內稅後利潤增加	5,292	1,165

其他價格風險

本集團因衍生工具遭受股權價格的風險。然而，因董事會認為影響不重大，並未列示敏感度分析。

外匯風險

本集團於各報告期間結束時以外匯列值的貨幣資產及貨幣負債賬面值如下：

		At 31 December 於12月31日	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Assets	資產		
United States dollars ("US\$")	美元(「美元」)		
Bank balances and cash	銀行結餘及現金	103,167	398,475
Hong Kong dollars ("HK\$")	港幣(「港幣」)		
Bank balances and cash	銀行結餘及現金	14,785	4,734

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

34. Financial Instruments (Continued)

b. Financial risk management objectives and policies (Continued)

Foreign currency risk (Continued)

		At 31 December	
		於12月31日	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Liabilities	負債		
US\$	美元		
Bank and other borrowings	銀行及其他借款	-	225,722
Convertible Bonds and Notes	可轉換債券和票據	652,740	579,714
HK\$	港幣		
Bank and other borrowings	銀行及其他借款	16,937	-

Sensitivity analysis

The Group is mainly exposed to the fluctuation in US\$ and HK\$ against RMB.

The following table details the Group's sensitivity to a 5% (2015: 5%) increase and decrease in the exchange rates of RMB against relevant foreign currencies. 5% (2015: 5%) represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of reporting period for a 5% (2015: 5%) change in foreign currency rates. A positive (negative) number below indicates an increase (decrease) in post-tax profit for the year where RMB strengthens against the relevant currency. For a 5% (2015: 5%) weakening of RMB against the relevant currency, there would be an equal and opposite impact on the profit for the year.

34. 財務工具(續)

b. 財務風險管理目標及政策(續)

外匯風險(續)

敏感度分析

本集團的主要風險來自美元及港幣兌人民幣的匯價波動。

下表載列本集團對人民幣兌有關外幣匯率上升及下跌5%(2015年: 5%)之敏感度詳情。5%(2015年: 5%)代表管理層對外幣匯率可能合理變動的評估。敏感度分析僅包括以外幣計值的尚未支付貨幣項目，並於各報告期間結束時以外幣匯率增加5%(2015年: 5%)作匯兌調整。下列正數(負數)數字反映人民幣對有關外幣轉強時，年內稅後利潤的增加(減少)。人民幣對有關貨幣轉弱5%(2015年: 5%)時，對年內利潤將構成等值的相反影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

34. Financial Instruments (Continued)

b. Financial risk management objectives and policies (Continued)

Foreign currency risk (Continued)

Sensitivity analysis (Continued)

		Year ended 31 December 截至12月31日止12個月期間	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Increase in profit for the year (US\$)	年內溢利增加(美元)	28,707	24,669
Increase (decrease) in profit for the year (HK\$)	年內溢利增加(減少)(港幣)	107	(237)

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the year end exposure at the end of reporting period does not reflect the exposure during that particular year.

Credit risk

At the end of reporting period, 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 issued 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 37.

The Group's credit risk primarily relates to the Group's trade receivables, other receivables, bank balances and restricted bank deposits. The credit risk on bank balances and deposits is limited because the bank balances and restricted bank deposits are maintained with large commercial banks in the PRC and Hong Kong.

34. 財務工具(續)

b. 財務風險管理目標及政策(續)

外匯風險(續)

敏感度分析(續)

管理層認為，由於各報告期間結束時的年末風險並不代表該年度的風險，因此敏感度分析並不能代表固有外匯風險。

信貸風險

於各報告期間結束時，本集團因對約方未能履行責任及本集團作出財務擔保而對導致本集團蒙受財務損失的最大信貸風險來自綜合財務狀況表所載各項已確認財務資產的賬面值及附註37所載有關本集團作出財務擔保的或有負債金額。

本集團的信貸風險主要與本集團的應收款項、其他應收款項、銀行結餘及受限制銀行存款有關。由於銀行結餘及受限制銀行存款儲存於中國及香港大型商業銀行，因此有關銀行結餘及存款的信貸風險有限。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

34. Financial Instruments (Continued)

b. Financial risk management objectives and policies (Continued)

Credit risk (Continued)

As at 31 December 2016, 93% of trade receivables were from income derived from land development arrangements (31 December 2015: 83%), details of which are set out in note 24, and therefore there is concentration of risk as all these receivables would be settled by the local government authorities to the Group after the local government authorities received the proceeds from the successful land buyers and/or by other income of the relevant local government authorities. The Directors consider that the credit risk is low as in progress land development arrangements is sold through public auction, tender or listing to qualified land buyers, whose qualifications are verified by relevant government authorities and buyers have paid a portion of proceeds to the Group as performance bonds which is disclosed as refundable deposits received for land auction, tender and listing in note 27.

In addition, the Group has concentration of credit risk in respect of trade receivables in respect of sale of the whole block of buildings to entities controlled by local government authorities (note 24) and other receivables from the government authority (note 25(a) and (b)). In order to minimize the credit risk on trade receivables and other receivables, the Directors continuously monitor the credit quality and financial conditions of those debtors and the level of trade receivables and other receivables to ensure that follow-up action is taken timely to recover overdue debts. In this regard, the Directors consider that the Group's credit risk in respect of the above is significantly reduced.

34. 財務工具(續)

b. 財務風險管理目標及政策(續)

信貸風險(續)

截至2016年12月31日，93%的應收款項來自待售土地開發項目的費用收入(2016年12月31日：83%)，有關詳情載於附註24，由於地方政府機關向成功購得土地的買家收取所得款項和/或取得與地方政府機關相關的其他收入之後，所有該等應收款項將由地方政府機構向本集團清償，因此有關風險集中，由於待售土地開發項目透過公開拍賣、招標或掛牌向其資格已經由有關政府機構核實的符合資格的土地買家銷售，而買家也已經向本集團支付部份所得款項作為履約保證金(於附註27內披露為土地拍賣、招標及掛牌收取的可退回訂金)，因此董事認為信貸風險低。

此外，本集團重點關注以下信貸風險：銷售整幢樓宇給一個由地方政府機構控制的實體有關的應收款項(附註24)及其他應收同一政府機構款項(附註25(a)和(b))。為盡量減低應收款項及其他應收款項的信貸風險，董事持續監察該等債務人的信貸質量及財務狀況，以及應收款項及其他應收款項的水平，以確保及時採取跟進行動，以收回逾期債項。就此，董事認為已大幅減低本集團有關上述各項的信貸風險。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

34. Financial Instruments (Continued)

b. Financial risk management objectives and policies (Continued)

Credit risk (Continued)

For properties that are presold but development has not been completed, the Group typically provides guarantees to banks in connection with the customers' borrowing of mortgage loans to finance their purchase of the properties for an amount up to 70% of the purchase price of the individual property. If a purchaser defaults on the payment of its mortgage during the period of guarantee, the bank holding the mortgage may demand the Group to repay the outstanding loan and any interest accrued thereon. Under such circumstances, the Group is able to forfeit the sales deposit received and resell the repossessed properties. Therefore, the management considers the Group would likely recover any loss incurred arising from the guarantees. 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 price of the properties is usually higher than the guaranteed amounts. In this regard, the directors consider that the Group's credit risk is significantly reduced.

Liquidity risk

The Group finances its working capital requirements through a combination of funds generated from operations, bank and other borrowings and convertible bonds and notes.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, bank loans and other borrowings with a repayable on demand clause were included in the earliest time band regardless of the probability of the lenders choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

34. 財務工具(續)

b. 財務風險管理目標及政策(續)

信貸風險(續)

就已預售但尚未完成發展的物業，本集團一般就客戶的按揭貸款借貸向銀行作出擔保，以為客戶提供資金購買物業，金額以個別物業購買價的70%為限。當買家在擔保期間拖延償還其按揭，則持有按揭的銀行可要求本集團償還尚餘的貸款及應計的利息。在有關情況下，本集團可沒收已收的銷售訂金及將收回的物業轉售。因此，管理層認為，本集團很有可能收回擔保所產生的任何虧損。管理層認為，有關向物業買家提供財務擔保的信貸風險有限，此乃由融資用物業作為抵押，而物業的市價一般較擔保金額為高。就此，董事認為本集團的信貸風險已大幅降低。

流動資金風險

本集團以經營所得資金、銀行及其他借款和可轉換債券及票據為其營運資金需求提供資金。

下表詳列本集團就其非衍生財務負債的尚餘合約期限。下表根據本集團可被要求還款的最早日期，按財務負債的未折現現金流量擬定。具體而言，不論貸款方選擇行使其權利的可能性，凡訂有須按要求還款條款的銀行貸款及其他借款均計入最早的時間範圍內。其他非衍生財務負債的到期日根據協議還款日期。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

34. Financial Instruments (Continued)

b. Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate at the end of reporting period.

34. 財務工具(續)

b. 財務風險管理目標及政策(續)

流動資金風險(續)

下表同時包括利息及本金現金流量。當利息流量按浮息計算，未折現金額來自各報告期間結束時的利率。

		Undiscounted cash flows						
		未折現現金流量表						
	Weighted average interest rate	On demand, or less than one year	Over one year but less than two years	Over two years but less than five years	More than five years	Total undiscounted cash flows	Carrying amount	
	須按要求或加權平均利率	少於一年內償還	一年後但少於兩年內償還	兩年後但少於五年內償還	五年後償還	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	
At 31 December 2016	於2016年12月31日							
Trade and other payables	應付及其他應付款項	-	1,156,894	-	-	1,156,894	1,156,894	
Amounts due to related parties	應付關聯方款項	-	67,036	-	-	67,036	67,036	
Bank and other borrowings	銀行及其他借款							
- Fixed rate	- 定息	8.12	1,411,764	984,862	1,258,273	3,654,899	3,256,939	
- Variable rate	- 浮息	6.41	383,152	231,029	869,928	1,498,046	1,333,727	
- Interest free	- 免息	-	20,000	-	-	20,000	20,000	
Convertible Bonds and Notes	可轉換債券及票據	9.00	62,433	818,566	-	880,999	652,740	
Financial guarantee contracts	財務擔保合約	-	968,211	-	-	968,211	-	
Total	總計		4,069,490	2,034,457	2,128,201	13,937	8,246,085	6,487,336
At 31 December 2015	於2015年12月31日							
Trade and other payables	應付及其他應付款項	-	928,307	-	-	928,307	928,307	
Amounts due to related parties	應付關聯方款項	-	3,104	-	-	3,104	3,104	
Bank and other borrowings	銀行及其他借款							
- Fixed rate	- 定息	10.40	1,954,864	701,389	311,817	2,968,070	2,699,668	
- Variable rate	- 浮息	6.13	105,405	372,426	203,262	701,706	633,218	
- Interest free	- 免息	-	20,000	-	-	20,000	20,000	
Convertible Bonds and Notes	可轉換債券及票據	9.00	58,655	58,655	638,369	755,679	579,714	
Financial guarantee contracts	財務擔保合約	-	786,015	-	-	786,015	-	
Total	總計		3,856,350	1,132,470	1,153,448	20,613	6,162,881	4,864,011

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

34. Financial Instruments (Continued)

b. Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

The amounts included above for bank and other borrowings with variable interest rate differ to those estimates of interest rates determined at the end of the reporting period.

Bank and other borrowings with a repayment on demand clause are included in the "on demand, or less than one year" time band in the above maturity analysis. As at 31 December 2016, the aggregate carrying amount of these borrowings amounted to RMB20,000,000 (31 December 2015: RMB20,000,000).

The amounts included above for financial guarantee contracts are the maximum amounts on the basis of the earliest date on which 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 expectations at the end of each reporting period, the Group considers that it is more likely than not that such amount will not 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.

34. 財務工具(續)

b. 財務風險管理目標及政策(續)

流動資金風險(續)

當浮動息率有別於各報告期間結束時釐定的息率估計時，以上按浮動息率計息的銀行及其他借款所包括的金額會有所變動。

在以上到期日分析內，凡訂有須按要求還款條款的銀行及其他借款計入「須按要求或少於一年內償還」的時間範圍內。於2016年12月31日，該等借款的總賬面值為人民幣20,000,000元(2015年12月31日：人民幣20,000,000元)。

以上財務擔保合約所包含的最高金額為基於集團在擔保對方全額擔保的情況下的最早日期，如果該項陳述是由擔保對方提出的。根據在報告結束時的預期，本集團認為，很有可能不會償還該金額，然而，該估計由對方根據擔保提出申索的可能性而定，而對方是否提出申索是由對方持有的擔保的應收款項是否有信貸虧損而定。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

34. Financial Instruments (Continued)

c. Fair values of financial instruments

This note provides information about how the Group determines fair value of certain financial assets and liabilities.

Fair value of the Group's financial liabilities that are measured at fair value on a recurring basis

Certain of the Group's financial liability is measured at fair value at the end of each reporting period. The following table gives information about how the fair value of this financial liability is determined (in particular, the valuation techniques and inputs used).

Financial liability	Fair value (RMB'000)		Fair value hierarchy	Valuation techniques and key inputs	Significant unobservable input(s)
	公平值(人民幣千元)				
	as at 31 December 2016	as at 31 December 2015			
	2016年12月31日	2015年12月31日			
財務負債	的公平值	的公平值	公平值分層	評估技巧和重要輸入數據	重要的不被發現的輸入數據
Conversion option derivative 可轉換期權衍生品	61,619	62,643	Level 3 第三層	Binominal Tree Pricing Model 二叉樹定價模型	Binominal Tree Pricing Model 二叉樹定價模型
				The key inputs are: 1) US\$ Risk Free Rate 2) HK\$ Risk Free Rate 3) Dividend Yield 4) Underlying Asset Value 5) Exercise Price 6) Volatility 重要輸入數據: 1) 美金無風險率 2) 港幣無風險率 3) 股息收益 4) 衍生資產價值 5) 行權價 6) 波動性	The input is: 1) Volatility: 41.87% 輸入數據: 1) 波動率

34. 財務工具(續)

c. 財務工具的公平值

這個附註提供了集團是如何確定一些財務資產和財務負債的公平值。

集團財務負債的公平值是以續生基礎計量的

集團的一些財務負債是在報告末期以公平值計量的。以下表格給出了這個財務負債的公平值是如何確定的(特別是計量方法和輸入的數據)

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

34. Financial Instruments (Continued)

c. Fair values of financial instruments (Continued)

Reconciliation of level 3 fair value measurement of financial liability:

		RMB'000 人民幣千元
At the date of issuance	發行日	62,279
Fair value change recognised in profit or loss	在損益表確認的公平值變化	-
Exchange realignment	匯率調整	364
As at 31 December 2015	於2015年12月31日	62,643
Fair value change recognised in profit or loss	在損益表確認的公平值變化	(5,302)
Exchange realignment	匯率調整	4,278
As at 31 December 2016	於2016年12月31日	61,619

Fair value of the Group's financial assets and financial liabilities that are not measured at fair value on a recurring basis (but fair value disclosure are required)

The Directors consider that the carrying amounts of financial assets and financial liabilities recognised in the consolidated financial statements approximate to their fair values.

集團的財務資產和財務負債不是按照公平值永續計量的(但是需要公平值的披露)

董事認為綜合財務報表中財務資產和財務負債的賬面金額基本接近於它們的公平值。

35. Operating Lease Commitments

The Group as lessor

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments.

35. 經營租賃承諾

本集團作為出租人

於報告期間結束時，本集團與租戶簽訂合同擁有以下未來最低租賃付款。

		At 31 December 於12月31日	
		2016 RMB'000 人民幣千元	2015 RMB'000 人民幣千元
Within one year	一年以內	27,581	15,575
In the second to the fifth year, inclusive	第二至五年(包括首尾兩年)	40,206	39,475
After the fifth year	第五年後	39,319	28,563
		107,106	83,613

None of the leases includes any contingent rentals and renewal options.

此租約不包括任何或有租金及續約權。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

35. Operating Lease Commitments (Continued)

The Group as lessee

At the end of the reporting period, the Group had commitments for future minimum lease payments under a non-cancellable operating lease which fall due as follows:

		At 31 December	
		於12月31日	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within one year	一年以內	25,325	23,457
In the second to the fifth year, inclusive	第二年至第五年(包括首尾兩年)	41,801	68,704
After five years	第五年後	9,450	-
		76,576	92,161

Operating lease payments with terms of between 1 to 10 years, represent rentals payable by the Group for certain of its office premises. None of the leases includes any contingent rentals and renewal options.

35. 經營租賃承諾(續)

本集團作為承租人

於報告期間結束時，本集團擁有以下日期到期的不可取消未來最低經營租賃付款承諾：

		At 31 December	
		於12月31日	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within one year	一年以內	25,325	23,457
In the second to the fifth year, inclusive	第二年至第五年(包括首尾兩年)	41,801	68,704
After five years	第五年後	9,450	-
		76,576	92,161

經營租賃付款期介乎一年至十年，代表本集團若干辦公室物業應付租金。此租賃不包括任何或有租金及續約權。

36. Commitments

At the end of the reporting period, the Group had the following commitments:

		At 31 December	
		於12月31日	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Contracted but not provided for in the consolidated financial statements:	已經簽訂合同但是未記錄在合併報表中：		
Expenditure in respect of in progress land development arrangements	有關待售土地開發項目的支出	19,151	72,002
Expenditure in respect of properties under development for sale	有關待售發展中物業的支出	234,755	56,321
Expenditure in respect of investment properties	有關投資物業的支出	912	1,656
		254,818	129,979

The commitments above at the end of the reporting period are to be settled according to the progress of the future development of the underlying projects which might not be necessarily incurred within twelve months from the end of the reporting period.

36. 資本承諾

於報告期間結束時，本集團有以下承諾：

		At 31 December	
		於12月31日	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Contracted but not provided for in the consolidated financial statements:	已經簽訂合同但是未記錄在合併報表中：		
Expenditure in respect of in progress land development arrangements	有關待售土地開發項目的支出	19,151	72,002
Expenditure in respect of properties under development for sale	有關待售發展中物業的支出	234,755	56,321
Expenditure in respect of investment properties	有關投資物業的支出	912	1,656
		254,818	129,979

以上在報告期間結束時的資本承諾將按照相關項目的未來發展進度結算，相關項目的資本承諾不一定於該等日期後的12個月內產生。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

37. Contingent Liabilities

37. 或有負債

		At 31 December	
		於12月31日	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Mortgage loan guarantees provided by the Group to banks in favour of its customers (note a)	本集團為其客戶向銀行提供的按揭貸款擔保(附註a)	968,211	786,015
		968,211	786,015

Note:

- a. In the opinion of the Directors, the fair values of the financial guarantee contracts of the Group are insignificant at initial recognition, taking into consideration the possibility of default by the relevant buyers and, in case of default in payments, the net realisable value of the related properties can recover the repayment of the outstanding mortgage principals together with the accrued interest and penalty. Accordingly, no provision has been made in these consolidated financial statements for these guarantees.

附註：

- a. 本公司董事認為，本集團的財務擔保合約公平值於初始確認時並不重大，考慮到相關買方拖欠的可能性，倘若買家拖欠款項，有關物業的可變現淨值亦可補回未償還按揭本金的還款，連同應計利息及罰款。因此，概無於本綜合財務報表內就該等擔保作出撥備。

38. Retirement Benefit Plans

The employees of the Group are members of the state-managed retirement benefits scheme operated by the PRC government authority. The PRC subsidiaries are required to contribute specified rate of the employees' salaries to the retirement benefits scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefits scheme is to make the required contributions under the scheme.

In accordance with the relevant mandatory provident fund laws and regulations of Hong Kong, the Group operates a Mandatory Provident Fund scheme ("MPF Scheme") for all qualifying Hong Kong employees. The assets of the scheme are held separately from those of the Group and under the control of an independent MPF service provider. Under the rules of the MPF Scheme, the employer and its employees are required to make contributions to the scheme at rates specified in the rules separately. The only obligation of the Group in respect of the MPF Scheme is to make the required contributions under the scheme.

38. 退休福利計劃

集團員工為由中華人民共和國政府部門主導和管理的退休福利計劃的成員。集團內在中國大陸公司都被要求按照員工的工資，根據一定的比例向該退休福利計劃繳納款項。集團唯一的責任就是向退休福利計劃繳納款項。

根據香港有關強制性公基金的有關法律法規，集團為所有符合條件的香港籍員工辦理強制性公積金計劃（「強積金計劃」）。該計劃下的財產是由獨立於企業的外部強積金服務提供商所持有。根據強積金計劃，僱主與僱員均需分別按照相應的費率向該計劃繳納款項。集團在強積金計劃中唯一的責任就是向該計劃繳納款項。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

39. Share-Based Payment Transactions

(i) Details of the employee share option plan of the Company

The Company's share option scheme (the "Scheme"), was adopted pursuant to a resolution passed on 21 July 2015 for the primary purpose of providing incentives to Directors and eligible employees. Under the Scheme, the Company may grant to eligible employees including Directors, employees, consultants, business partners or advisers, to subscribe for shares in the Company. As 31 December 2016, the number of shares in respect of which options had been granted under the Scheme was 90,750,000.

Among the total share options, one-third of which are exercisable during the periods from 28 July 2016 to 31 July 2019, from 28 July 2017 to 31 July 2019 and from 28 July 2018 to 31 July 2019, respectively. The exercise price of HK\$3.02 per share represents a premium of 0.07% over the highest of (i) the closing price of HK\$2.80 per share as stated in the daily quotation sheets issued by the Stock Exchange on the date of grant; and (ii) the average closing price of HK\$3.018 per share as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant.

The following share-based payment arrangements were in existence as at 31 December 2016:

Number 所授出的期權數目	Grant date 授出日期	Expiry date 到期日	Exercise price 行權價
72,000,000*	28 July 2015 2015年7月28日	28 July 2019 2019年7月28日	HK\$3.02 港幣3.02元

The following share-based payment arrangements were in existence as at 31 December 2015:

Number 所授出的期權數目	Grant date 授出日期	Expiry date 到期日	Exercise price 行權價
82,350,000	28 July 2015 2015年7月28日	28 July 2019 2019年7月28日	HK\$3.02 港幣3.02元

* Certain employees, who have been awarded 10,350,000 (2015: 8,400,000) share options were ceased their services with the Group during the year ended 31 December 2016. Hence, these share options will not vest under the employee share option plan.

39. 以股份為基礎的支付交易

(i) 本公司向員工授出股份期權計劃的情況

公司出於激勵董事以及部分員工的目的，在2015年7月21日通過並實行了公司的股份期權計劃（「該計劃」）。在該計劃下，公司可以將公司的股份授予部分符合條件的員工，包括董事、僱員、顧問以及公司業務上的合作夥伴等。截至2016年12月31日，在該計劃下公司對外授予的股份數為90,750,000。

在公司授出的股份期權中，三分之一的期權須於2016年7月28日至2019年7月31日行使，另外三分之一的期權須於2017年7月28日至2019年7月31日行使，餘下三分之一的期權須於2018年7月28日至2019年7月31日行使。行權價每股股份港幣3.02元較下列各項最高者有0.07%的溢價：(i)於授出日期在香港聯合交易所有限公司（「聯交所」）刊發的每日報價表所報的收市價每股股份港幣2.80元；及(ii)於緊接授出日期前五個營業日在聯交所刊發的每日報價表所報的平均收市價每股股份港幣3.018元。

本年內所存續的以股份為基礎的支付安排如下：

2015年內所存續的以股份為基礎的支付安排如下：

* 於2016年12月31日止年度，有部分被授出股份期權共計10,350,000股，以及於2015年12月31日止年度，有部分被授出股份期權共計8,400,000股的職工從公司離職，這些所對應的股份期權將不在屬於該員工股權計劃的範疇內。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

39. Share-Based Payment Transactions 39. 以股份為基礎的支付交易(續)

(Continued)

(ii) Fair value of share options granted

The fair values of the options determined at the date of grant using the Binomial Model amounted to HK\$46,581,000. The following assumptions were used to calculate the fair values of share options:

	Options granted on 28 July 2015 股份期權於 2015年7月28日授出
Grant date share price	HK\$2.80 per share
授出日股價	港幣2.80元每股
Exercise price	HK\$3.02 per share
行權價	港幣3.02元每股
Expected volatility	37.73%
預計的波動率	
Expected option life	3 years
預計的期權壽命	3年
Risk-free interest rate	3.00%
無風險利率	
Dividend yield	5.36%
收益率	

Expected volatility was determined by using the historical volatility of the Company's share price over the previous years. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of exercise restrictions and behavioural considerations.

The Binomial 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 Directors' best estimate. Changes in variables and assumptions may result in changes in the fair value of the options.

As at 31 December 2016, the number of share in respect of which options awarded outstanding under the Scheme was 72,000,000 (31 December 2015: 82,350,000). Included therein 26,350,000 (31 December 2015: Nil) share options are exercisable.

The Group recognised the total expense of RMB9,149,000 for the year (2015: RMB4,751,000) in relation to share options granted by the Company.

(ii) 本年被授出的股份期權的公平值

期權在授出日的公平值為港幣46,581,000元是根據二項期權定價模型所確定的。以下是用於計算被授出股份期權公平值的假設：

預計的波動率是根據公司以前年度的歷史股價所制定的。預計的期權壽命是根據管理層的結合行權的限制條例以及對員工行為考量的最佳估計所得。

二項期權定價模型用於估計股份期權的公平值。其計算股份期權公平值的變量以及假設都是基於管理層目前的最佳估計。其變量以及假設的變化都會導致股份期權公平值的變化。

截至2016年12月31日，股份期權剩餘的數量為72,000,000股，截至2015年12月31日的餘額為82,350,000。其中可行權的股數為26,350,000股，2015年可行權的股數為零。

集團對授予股份期權在本年所確認的總費用為人民幣9,149,000元，2015年的金額為人民幣4,751,000元。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

40. Disposal of a Subsidiary

In 2016, the Group has entered into an agreement with an independent third party to dispose of its entire equity interest in a subsidiary of the Group, for a consideration of RMB525,220,000.

The net assets of the subsidiary disposed of:

		RMB'000 人民幣千元
Properties under development for sale	待售發展中物業價值	156,602
Total net assets disposed of	處置淨資產	156,602
Gain on disposal of a subsidiary (note 8)	處置附屬公司收益(附註8)	368,618
Consideration received	已收到的交易價款	525,220

In 2015, the Group has entered into an agreement with an independent third party to dispose of its entire equity interest in Langfang Gaodi, a subsidiary of the Group, for a consideration of RMB30,480,000, of which RMB12,267,000 was received during the year ended 31 December 2016.

The net assets of the subsidiary disposed of:

		RMB'000 人民幣千元
Properties under development for sale	待售發展中物業價值	17,337
Trade and other payables	應付和其他應付款項	(21,424)
Total net assets disposed of	處置淨資產	(4,087)
Gain on disposal of a subsidiary (note 8)	處置附屬公司收益(附註8)	34,567
Consideration receivable (note 25)	交易價款的應收款項(附註25)	30,480

40. 處置子公司

在2016年，本集團與獨立第三方簽訂合約出售集團附屬子公司股權，交易價款為人民幣525,220,000元。

出售附屬公司的淨資產：

在2015年，本集團與獨立第三方簽訂合約出售集團附屬公司高迪數碼的所有股權，交易價款為人民幣30,480,000元，其中人民幣12,267,000元已於2016年12月31日止年度收到。

出售附屬公司的淨資產：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

41. Related Party Balances and Transactions

Save as disclosed elsewhere in these consolidated financial statements, the following is a summary of significant balances and significant transactions carried out between the Group and (i) a company controlled by Ms. Zhao Ying, the spouse of the Ultimate Controlling Shareholders, (ii) an associate of the Group, (iii) immediate holding company of the Group and (iv) the Ultimate Controlling Shareholders of the Group. The transactions with these related parties were made on terms agreed among the parties.

(a) Related party balances

Balances as at the end of each reporting period with related parties:

Amounts due from:

		At 31 December	
		於12月31日	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
An associate:	聯營公司		
– Huarong Shengshi	– 華融盛世	–	3,606
Immediate holding company:	直接控股公司		
– Profit East	– 利東	1,209	–

The above outstanding receivables to related parties are of non-trade nature, denominated in RMB, unsecured, interest-free and recoverable on demand.

Amounts due to:

		At 31 December	
		於12月31日	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
An associate:	聯營公司		
– Huayuan	– 華源	22,179	3,104
Ultimate Controlling Shareholder:	最終控股股東		
– Wang Jianjun	– 王建軍	200	–
Immediate holding company:	直接控股公司		
– Profit East	– 利東	44,657	–

41. 關聯方結餘及交易

除綜合財務報表其他章節披露外，後續為由本集團與以下主體所進行重大交易的概述：(i)其中一名最終控股股東趙穎女士控制的公司；(ii)本集團聯營公司；(iii)本集團的直接控股公司；(iv)本集團的最終控股股東；交易按各方之間協定的條款進行。

(a) 關聯方結餘

於各報告期間結束時與關聯方的結餘：

應收以下主體款項：

		At 31 December	
		於12月31日	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
An associate:	聯營公司		
– Huarong Shengshi	– 華融盛世	–	3,606
Immediate holding company:	直接控股公司		
– Profit East	– 利東	1,209	–

上述應收關聯方款項全部屬非貿易性質、以人民幣計值、無抵押、免息及可按需收回。

應付以下主體款項：

		At 31 December	
		於12月31日	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
An associate:	聯營公司		
– Huayuan	– 華源	22,179	3,104
Ultimate Controlling Shareholder:	最終控股股東		
– Wang Jianjun	– 王建軍	200	–
Immediate holding company:	直接控股公司		
– Profit East	– 利東	44,657	–

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

41. Related Party Balances and Transactions

(Continued)

(a) Related party balances (Continued)

The above outstanding payable to an associate is of trade nature, denominated in RMB, unsecured, interest-free and repayable on demand. The above outstanding payable to the Ultimate Controlling Shareholder is of non-trade nature, denominated in RMB, unsecured, interest-free and repayable on demand. The above outstanding payable to immediate holding company is of non-trade nature, denominated in RMB, unsecured, interest bearing at 8% per annum and repayable within one year.

The following is an aged analysis of the outstanding payable with trade nature, presented based on service or payment received date, at the end of each of the reporting period:

		At 31 December	
		於12月31日	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Less than 1 year	少於1年	19,075	–
2 to 3 years	2至3年	–	3,104
3 to 4 years	3至4年	3,104	–
		22,179	3,104

(b) Related party transactions

During the reporting period, the Group has transaction with its associate, Huayuan. Huayuan provided heat supply services to the Group with the transaction amount of RMB19,075,000 (2015: Nil) for the year ended 31 December 2016.

(c) The Ultimate Controlling Shareholders provided jointly guaranteed to the holders of the Convertible Bonds and Notes. Details are set out in note 30.

41. 關聯方結餘及交易(續)

(a) 關聯方結餘(續)

上述應付聯營公司款項為貿易性質，以人民幣計值，無抵押，免息並按要求償還。上述應付最終控股股東款項為非貿易性質，以人民幣計值，無抵押，免息並按要求償還。上述應付直接控股公司款項為非貿易性質，以人民幣計值，無抵押，以年利率8%計息並在一年內償還。

於各報告期間結束時，根據接受服務或收到款項的日期，對貿易性質的未付款項的賬齡分析如下：

(b) 關聯方交易

於本報告期間，本集團與聯營公司華源存在交易。華源向本集團提供取暖服務，截至2016年12月31日年度的交易金額為人民幣19,075,000元(2015年12月31日：無)。

(c) 最終控股股東為本集團可轉換債券及票據的持有者提供共同擔保。詳情請見附註30。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

41. Related Party Balances and Transactions

(Continued)

(d) Compensation of key management personnel

Key management personnel are those senior management having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly. The key management personnel compensation is as follows:

		Year ended 31 December	
		截至12月31日止年度	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Salaries and other benefits	薪金及其他福利	6,498	5,733
Contribution to retirement benefit scheme	退休福利計劃供款	170	130
Discretionary performance – related bonus	酌情表現－掛鈎花紅	3,736	2,939
Share-based payment expense	股份支付費用	2,859	1,190
		13,263	9,992

Bonuses are calculated based on the Group's performance for such financial year.

花紅乃根據該財政年度本集團表現而計算。

(e) Loan secured by a related party

		At 31 December	
		於12月31日	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Company controlled by Ms. Zhao Ying – Langfang Wantong	由趙穎女士控制的公司 – 廊坊萬桐	–	200,000
Loan secured by a related party	關聯方提供抵押的借款	–	200,000

The above outstanding loan received by the Group from a PRC non-financial institution amounting to RMB200,000,000 was secured by certain assets of Langfang Wan Tong with an aggregate carrying amount of RMB381,820,000. This loan was fully repaid in 2016.

上述借款為本集團自中國一家非金融機構所借款項，金額為人民幣200,000,000元，該借款以廊坊萬桐持有的賬面金額為人民幣381,820,000元的資產提供抵押。該借款已於2016年全部償還。

41. 關聯方結餘及交易 (續)

(d) 主要管理人員薪酬

主要管理層人員為有權力及有責任直接或間接規劃、指示及控制本集團業務活動的高級管理層。主要管理人員的薪酬如下：

(e) 由關聯方提供抵押的借款

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

42. Subsidiaries

As of the end of the reporting period, the Company has the following subsidiaries:

Name of company 公司名稱	Place and date of incorporation/ establishment 註冊成立/ 成立日期及地點	Issued and fully paid capital/ registered capital 已發行及繳足的 股本/註冊資本	Equity interest attributable to the Group 本集團應佔權益		Principal activities 主要業務
			At 31 December 於12月31日		
			2016 %	2015 %	
Shing Cheong Holdings Ltd. (notes ii) ("Shing Cheong holdings") (誠昌控股有限公司)	BVI 12 April 2007 2007年4月12日	US\$7,000 (Ordinary shares) 7,000美元(普通股)	100	100	Investment holding 投資控股
China Vast International Ltd. ("China Vast International") (中國宏泰國際控股有限公司)	BVI 8 November 2011 2011年11月8日	US\$10,000 (Ordinary shares) 10,000美元(普通股)	100	100	Investment holding 投資控股
Sheng Shi International (HK) Development Co., Ltd. ("Sheng Shi") (盛世國際(香港)發展有限公司)	Hong Kong 16 January 2006 2006年1月16日	HK\$297,180,000 (Ordinary shares) 港幣297,180,000元 (普通股)	100	100	Investment holding 投資控股
King Billion Corporation Ltd. ("King Billion") (兆帝有限公司)	Hong Kong 19 April 2007 2007年4月19日	HK\$51,870,000 (Ordinary shares) 港幣51,870,000元 (普通股)	100	100	Investment holding 投資控股
Langfang VAST Urban Development Co., Ltd. (notes i and iv) ("Langfang VAST") (廊坊市宏泰產業市鎮投資有限公司) (附註i和iv)	PRC 8 August 2005 2005年8月8日	RMB150,000,000 (Paid-up capital) 人民幣150,000,000元 (已繳註冊資本)	100	100	Planning, design and development of industrial town projects 規劃、設計及發展產業 市鎮項目
Langfang City Property Development Co., Ltd. (notes i and iv) ("Langfang City Property") (廊坊市城區房地產開發有限公司) (附註i和iv)	PRC 22 May 1995 1995年5月22日	RMB150,000,000 (Paid-up capital) 人民幣150,000,000元 (已繳註冊資本)	100	100	Property development and provision of after sales service 物業發展及提供售後服務

42. 附屬公司

於報告期間結束時，本公司擁有以下附屬公司：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

42. Subsidiaries (Continued)

42. 附屬公司(續)

Name of company 公司名稱	Place and date of incorporation/ establishment 註冊成立/ 成立日期及地點	Issued and fully paid capital/ registered capital 已發行及繳足的 股本/註冊資本	Equity interest attributable to the Group		Principal activities 主要業務
			At 31 December 於12月31日		
			2016 %	2015 %	
Langfang Vast Zhanyao Property Development Co., Ltd. (notes i and v) ("Langfang Vast Zhanyao") (廊坊宏泰展耀房地產發展有限公司) (附註i和iv)	PRC 5 June 2007 2007年6月5日	US\$29,800,000 (Paid-up capital) 29,800,000美元 (已繳註冊資本)	100	100	Property development 物業發展
Langfang Yongxie Property Service Co., Ltd. (notes i and v) ("Langfang Yongxie Property") (廊坊市永協物業諮詢有限公司) (附註i和iv)	PRC 5 June 2007 2007年6月5日	US\$100,000 (Paid-up capital) 100,000美元 (已繳註冊資本)	100	100	Consulting and maintenance service 顧問及保養服務
Langfang Vast Zhuoyou Development Co., Ltd. (notes i and v) ("Langfang Vast Zhuoyou") (廊坊宏泰卓優房地產發展有限公司) (附註i和iv)	PRC 5 June 2007 2007年6月5日	US\$6,550,000 (Paid-up capital) 6,550,000美元 (已繳註冊資本)	100	100	Property development 物業發展
Tangshan Zhanyao Property Development Co., Ltd. (notes i and v) ("Tangshan Zhanyao") (唐山展耀房地產開發有限公司) (附註i和iv)	PRC 25 June 2007 2007年6月25日	US\$29,800,000 (Paid-up capital) 29,800,000美元 (已繳註冊資本)	100	100	Property development 物業發展
Langfang Hongsheng (notes i and iv) (廊坊市宏盛房地產開發有限公司) (附註i和iv)	PRC 14 August 2007 2007年8月14日	RMB50,000,000 (Paid-up capital) 人民幣50,000,000元 (已繳註冊資本)	100	100	Property development and property leasing 物業發展及物業租賃
Langfang Honghao Investment Co., Ltd. (notes i and iv) ("Langfang Honghao Investment") (廊坊市鴻昊投資有限公司) (附註i和iv)	PRC 7 July 2008 2008年7月7日	RMB620,000,000 (Paid-up capital) 人民幣620,000,000元 (已繳註冊資本)	100	100	Infrastructure investment 基礎設施投資

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

42. Subsidiaries (Continued)

42. 附屬公司(續)

Name of company 公司名稱	Place and date of incorporation/ establishment 註冊成立/ 成立日期及地點	Issued and fully paid capital/ registered capital 已發行及繳足的 股本/註冊資本	Equity interest attributable to the Group 本集團應佔權益		Principal activities 主要業務
			At 31 December 於12月31日		
			2016 %	2015 %	
Langfang Yonglun Property Development (notes i and iv) (廊坊市永倫房地產開發有限公司) (附註i和iv)	PRC 14 July 2009 2009年7月14日	RMB10,000,000 (Paid-up capital) 人民幣10,000,000元 (已繳註冊資本)	100	100	Property development 物業發展
Chengde Yonglun Real Estate Development Co., Ltd. (notes i and iv) ("Chengde Yonglun") (承德市永倫房地產開發有限公司) (附註i和iv)	PRC 8 February 2010 2010年2月8日	RMB50,000,000 (Paid-up capital) 人民幣50,000,000元 (已繳註冊資本)	100	100	Property development 物業發展
Langfang Shoukai Sheng Shi Investment Co., Ltd. (notes i and iv) ("Langfang Shoukai Sheng Shi Investment") (廊坊市首開盛世投資有限公司) (附註i和iv)	PRC 4 August 2011 2011年8月4日	RMB162,000,000 (Paid-up capital) 人民幣162,000,000元 (已繳註冊資本)	100	100	Infrastructure investment and land resettlement 基礎設施投資及土地安置
Langfang Hongtai Technology Incubation Service Co., Ltd. (notes i and iv) ("Langfang Hongtai Technology") (廊坊市宏泰科技成果孵化服務 有限公司)(附註i和iv)	PRC 29 March 2013 2013年3月29日	RMB5,100,000 (Paid-up capital) 人民幣5,100,000元 (已繳註冊資本)	100	100	Not yet commence business 尚未開始營業
Chuzhou Vast Zhanyao Investment Co., Ltd. (notes i and iv) ("Chuzhou Vast Zhanyao") (滁州宏泰展耀投資有限公司) (附註i和iv)	PRC 26 August 2013 2013年8月26日	RMB10,000,000 (Paid-up capital) 人民幣10,000,000元 (已繳註冊資本)	100	100	Business consulting service 物業諮詢服務
Langfang Vast Park Service Co., Ltd. (notes i and iv) ("Langfang Vast Park") (廊坊市宏泰園區服務有限公司) (附註i和iv)	PRC 8 October 2013 2013年10月8日	RMB1,000,000 (Paid-up capital) 人民幣1,000,000元 (已繳註冊資本)	100	100	Property leasing 物業租賃

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

42. Subsidiaries (Continued)

42. 附屬公司(續)

Name of company 公司名稱	Place and date of incorporation/ establishment 註冊成立/ 成立日期及地點	Issued and fully paid capital/ registered capital 已發行及繳足的 股本/註冊資本	Equity interest attributable to the Group 本集團應佔權益		Principal activities 主要業務
			At 31 December 於12月31日		
			2016 %	2015 %	
Langfang Goodman Vast Park Service Co., Ltd. (notes i and v) ("Langfang Goodman Vast Park Service") (廊坊嘉民盛世園區服務有限公司)	PRC 12 April 2012 2012年4月12日	US\$30,000,000 (Paid-up capital) 30,000,000美元 (已繳註冊資本)	100	100	Infrastructure maintenance service 基礎設施及維護服務
Beijing Vast Zhanyao Investment Co., Ltd. (notes i and iv) ("Beijing Zhanyao Investment") (北京宏泰展耀投資有限公司)	PRC 29 April 2014 2014年4月29日	RMB5,000,000 (Paid-up capital) 人民幣500,000元 (已繳註冊資本)	100	100	Project investment, lease, consulting and asset management 項目投資租賃諮詢
Zhangjiakou Vast Industrial Urban Development Co., Ltd. (notes i and v) ("Zhangjiakou Vast") (張家口宏泰產業市鎮發展有限公司)	PRC 11 December 2014 2014年12月11日	US\$20,000,000 (Paid-up capital) 20,000,000美元 (已繳註冊資本)	100	100	Planning, design and development of industrial town projects 工業園區的計劃設計和發展
Shenzhen Foresea Vast Development Co., Ltd. (notes i and iv) ("Foresea Vast") (深圳市前海宏泰發展有限公司)	PRC 1 January 2015 2015年1月1日	– (Paid-up capital) (已繳註冊資本)	100	100	Not yet commence business 尚未開始營業
Hebei Vast Investment Development Co., Ltd. (notes i, and v) ("Hebei Vast Investment") (河北宏泰投資發展有限公司)	PRC 21 September 2015 2015年9月21日	RMB99,630,000 (Paid-up capital) 人民幣99,630,000元 (已繳註冊資本)	100	100	Not yet commence business 尚未開始營業
Beijing Vast Zhihui Technical Service Co., Ltd. (notes i and iv) ("Beijing Vast Zhihui") (北京宏泰智會科技服務有限公司)	PRC 29 September 2015 2015年9月29日	RMB5,000,000 (Paid-up capital) 人民幣5,000,000元 (已繳註冊資本)	100	100	Property leasing and Internet information technology service 物業租賃和網絡信息系統服務

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

42. Subsidiaries (Continued)

42. 附屬公司(續)

Name of company 公司名稱	Place and date of incorporation/ establishment 註冊成立/ 成立日期及地點	Issued and fully paid capital/ registered capital 已發行及繳足的 股本/註冊資本	Equity interest attributable to the Group 本集團應佔權益		Principal activities 主要業務
			At 31 December 於12月31日		
			2016 %	2015 %	
Shenzhen Vast Zhihui Technical Service Co., Ltd. (notes i and iv) ("Shenzhen Vast Zhihui") (深圳宏泰智會科技服務有限公司)	PRC 30 October 2015 2015年10月30日	RMB3,000,000 (Paid-up capital) 人民幣3,000,000元 (已繳註冊資本)	100	100	Property leasing and Internet information technology service 物業租賃和網絡信息系統服務
Shijiazhuang Vast Urban Development Co., Ltd. (notes i, iv and vi) ("Shijiazhuang Vast") (石家莊市宏泰產業市鎮發展有限公司)	PRC 1 January 2016 2016年1月1日	RMB47,882,000 (Paid-up capital) 人民幣47,882,000元 (已繳註冊資本)	100	N/A	Planning, design and development of industrial town project 規劃、設計及發展產業市鎮項目
Ezhou Vast Urban Development Co., Ltd. (notes i, iv and vi) ("Ezhou Vast") (鄂州宏泰產業市鎮發展有限公司)	PRC 25 January 2016 2016年1月25日	RMB53,381,000 (Paid-up capital) 人民幣53,381,000元 (已繳註冊資本)	100	N/A	Planning, design and development of industrial town project 規劃、設計及發展產業市鎮項目
Hong Kong Brightup Co., Ltd. (notes i, v and vi) ("Hong Kong Brightup") (萬盈(香港)有限公司)	Hong Kong 1 April 2016 2016年4月1日	HK\$1 (Paid-up capital) 港幣1元 (已繳註冊資本)	100	N/A	Property leasing 物業租賃
Langfang Shengshi Tonghui Park Development Co., Ltd. (notes i, iv and vi) ("Shengshi Tonghui") (廊坊市盛世通匯園區建設發展有限公司)	PRC 6 May 2016 2016年5月6日	RMB1,000,000 (Paid-up capital) 人民幣1,000,000元 (已繳註冊資本)	100	N/A	Infrastructure and maintenance service 基礎設施及維護服務

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

42. Subsidiaries (Continued)

42. 附屬公司(續)

Name of company 公司名稱	Place and date of incorporation/ establishment 註冊成立/ 成立日期及地點	Issued and fully paid capital/ registered capital 已發行及繳足的 股本/註冊資本	Equity interest attributable to the Group 本集團應佔權益		Principal activities 主要業務
			At 31 December 於12月31日		
			2016 %	2015 %	
Shenzhen Foresea Vast Zhihui Equity Investment Fund Management Co., Ltd. (notes i, iv and vi) ("Shenzhen Foresea Vast") (深圳市前海宏泰京津冀股權投資 基金管理有限公司)	PRC 20 May 2016 2016年5月20日	RMB12,500,000 (Paid-up capital) 人民幣12,500,000元 (已繳註冊資本)	100	N/A	Equity investment 股權投資
Langfang VAST Industrial Urban Services Co., Ltd. (notes i, iv and vi) ("Langfang Vast Service") (廊坊市宏泰產業市鎮服務有限公司)	PRC 27 June 2016 2016年6月27日	RMB100,000 (Paid-up capital) 人民幣100,000元 (已繳註冊資本)	100	N/A	Industrial town consulting 產業市鎮諮詢
Shijiazhuang Guochuang Vast Information Technology Service Co., Ltd. (notes i, iv and vi) ("Shijiazhuang Guochuang Vast") (石家莊國創宏泰信息技術服務 有限公司)	PRC 18 July 2016 2016年7月18日	RMB4,000,000 (Paid-up capital) 人民幣4,000,000元 (已繳註冊資本)	51	N/A	Not yet commence business 尚未開始營業
Beijing Chuangheng Shengshi Construction Development Co., Ltd. (notes i, iv and vi) ("Beijing Chuangheng Shengshi") (北京創恒盛世建設發展有限公司)	PRC 17 August 2016 2016年8月17日	RMB20,100,000 (Paid-up capital) 人民幣20,100,000元 (已繳註冊資本)	100	N/A	Not yet commence business 尚未開始營業
Shijiazhuang Gaocheng Vast Urban Development Co., Ltd. (notes i, iv and vi) ("Shijiazhuang Gaocheng") (石家莊市藁城宏泰產業市鎮服務 有限公司)	PRC 19 August 2016 2016年8月19日	RMB30,000,000 (Paid-up capital) 人民幣30,000,000元 (已繳註冊資本)	100	N/A	Planning, design and development of industrial town project 規劃、設計及發展產業市項 目

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

42. Subsidiaries (Continued)

42. 附屬公司(續)

Name of company 公司名稱	Place and date of incorporation/ establishment 註冊成立/ 成立日期及地點	Issued and fully paid capital/ registered capital 已發行及繳足的 股本/註冊資本	Equity interest attributable to the Group 本集團應佔權益		Principal activities 主要業務
			At 31 December 於12月31日		
			2016 %	2015 %	
Shijiazhuang Shengxin Weichuang Development Co., Ltd. Planning, design and Development Co., Ltd. (notes i, iv and vi) ("Shijiazhuang Shengxin") (石家莊市盛鑫偉創建設發展有限公司)	PRC 30 August 2016 2016年8月30日	RMB20,000,000 (Paid-up capital) 人民幣20,000,000元 (已繳註冊資本)	100	N/A	Planning, design and development of industrial town project 規劃、設計及發展產業市項目
Langfang Hongtu Property Development Co., Ltd. (notes i, iv and vi) ("Langfang Hongtu") (廊坊市宏圖泰居房地產開發有限公司)	PRC 28 October 2016 2016年10月28日	– (Paid-up capital) (已繳註冊資本)	100	N/A	Not yet commence business 尚未開始營業
Langfang Hongtu Jiatai Property Development Co., Ltd. (notes i, iv and vi) ("Langfang Hongchang") (廊坊市宏昌佳泰房地產開發有限公司)	PRC 28 October 2016 2016年10月28日	– (Paid-up capital) (已繳註冊資本)	100	N/A	Not yet commence business 尚未開始營業
Hubei Zhihuigang Technology Incubation Service Co., Ltd. (notes i, iv and vi) ("Hubei Zhihui") (湖北智匯港科技孵化器有限公司)	PRC 25 November 2016 2016年11月25日	– (Paid-up capital) (已繳註冊資本)	100	N/A	Not yet commence business 尚未開始營業
Zhangjiakou Taichuanggu Technology Incubation Service Co., Ltd. (notes i, iv and vi) ("Zhangjiakou Taichuanggu") (張家口泰創谷科技企業孵化器有限公司)	PRC 30 November 2016 2016年11月30日	RMB40,000,000 (Paid-up capital) 人民幣40,000,000元 (已繳註冊資本)	100	N/A	Consulting and lease 諮詢和租賃

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

42. Subsidiaries (Continued)

42. 附屬公司(續)

Name of company 公司名稱	Place and date of incorporation/ establishment 註冊成立/ 成立日期及地點	Issued and fully paid capital/ registered capital 已發行及繳足的 股本/註冊資本	Equity interest attributable to the Group 本集團應佔權益		Principal activities 主要業務
			At 31 December 於12月31日		
			2016 %	2015 %	
Langfang Shengshi Yingjie Property Development Co., Ltd. (notes i, iv and vi) ("Shengshi Yingjie") (廊坊市盛世英傑房地產開發有限公司)	PRC 7 December 2016 2016年12月7日	– (Paid-up capital) (已繳註冊資本)	100	N/A	Not yet commence business 尚未開始營業
Langfang Renxin Property Development Co., Ltd. (notes i, iv and vi) ("Langfang Renxin") (廊坊市仁信房地產開發有限公司)	PRC 7 December 2016 2016年12月7日	– (Paid-up capital) (已繳註冊資本)	100	N/A	Not yet commence business 尚未開始營業

Notes:

- i. English name for identification only.
- ii. Shing Cheong Holdings is directly held by the Company. Other subsidiaries are indirectly held by the Company.
- iii. None of the subsidiaries of the Company had issued any debt securities at the end of the year.
- iv. These subsidiaries are domestic wholly-owned enterprises established in the PRC.
- v. These subsidiaries are wholly foreign owned enterprises established in the PRC.
- vi. These subsidiaries were established during the year ended 31 December 2016.

附註：

- i. 英文名稱僅供識別
- ii. 誠昌控股由本公司直接持有。其他附屬公司由本公司間接持有。
- iii. 於年終，概無本公司附屬公司發行任何債務證券。
- iv. 該等附屬公司為於中國成立的國內獨資企業。
- v. 該等附屬公司為於中國成立的外商獨資企業。
- vi. 該等附屬公司在截至2016年12月31日新成立。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

42. Subsidiaries (Continued)

Composition of the Group

42. 附屬公司(續)

集團成員構成

Principal activity	從事業務	Place of incorporation/ establishment and operation 註冊和經營地	Number of wholly-owned subsidiaries 擁有獨資子公司的數量	
			2016	2015
Investment holding	控股投資	BVI	2	2
Investment holding	控股投資	Hong Kong	2	2
Property leasing	房產租賃	Hong Kong	1	–
Planning, design and development of industrial town projects	工業園區項目計劃 設計和發展	PRC	7	2
Property development	房產開發	PRC	7	7
Infrastructure investment	基礎設施投資	PRC	4	3
Project investment, lease, consulting and asset management	項目投資, 租賃, 諮詢和資產管理	PRC	2	1
Consulting and maintenance service	諮詢和維護服務	PRC	3	2
Internet information technology service	網絡信息系統服務	PRC	2	2
Not yet commence business	未開始經營	PRC	11	4
			41	25

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

43. Financial Information of the Company

Information about the statement of financial position of the Company as at 31 December 2016 is as follows:

43. 本公司財務狀況

有關本公司於2016年12月31日的財務狀況表的資料如下：

		At 31 December	
		於12月31日	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Non-current asset	非流動資產		
Investment in a subsidiary	向一間附屬公司投資	1,627,033	1,627,033
Current asset	流動資產		
Bank balances and cash	銀行存款及現金	17,282	57,501
Total assets	總資產	1,644,315	1,684,534
Current liabilities	流動負債		
Amounts due to subsidiaries	應收附屬公司款項	354,373	5,882
Amounts due to a related party	應付關聯方款項	44,657	–
Other payables	其他應付款項	255	–
Bank and other borrowings	銀行及其他借款	–	225,722
		399,285	231,604
Net current liabilities	流動負債淨額	(382,003)	(174,103)
Total assets less current liabilities	資產總值減流動負債	1,245,030	1,452,930
Non-current liabilities	非流動負債		
Convertible Bonds and Notes	可轉債券及票據	652,740	579,714
Derivative	衍生金融工具	61,619	62,643
		714,359	642,357
Net assets	淨資產	530,671	810,573
Capital and reserves	資本及儲備		
Share capital	股本	13,031	13,031
Reserves	儲備	517,640	797,542
Total equity	總股權	530,671	810,573

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至2016年12月31日止年度

43. Financial Information of the Company 43. 本公司財務狀況(續)

(Continued)

Information about the statement of change in equity of the Company for the year ended 31 December 2016 is as follows:

關於本集團控股截至2016年12月31日的權益變動表如下：

		Share capital	Share premium	Share option reserve	Accumulated losses	Total
		股本	股本溢價	股票期權	累計虧損	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2015	於2015年1月1日	13,031	1,058,359	–	(31,811)	1,039,579
Loss and total comprehensive expense for the year	年內虧損及全面開支總額	–	–	–	(35,940)	(35,940)
Dividend distribution	股息分配	–	(197,817)	–	–	(197,817)
Recognition of equity-settled share-based payments	股息結算確認	–	–	4,751	–	4,751
At 31 December 2015	於2015年12月31日	13,031	860,542	4,751	(67,751)	810,573
Loss and total comprehensive expense for the year	年內虧損及全面開支總額	–	–	–	(149,087)	(149,087)
Dividend distribution	股息分配	–	(139,964)	–	–	(139,964)
Recognition of equity-settled share-based payments	股息結算確認	–	–	9,149	–	9,149
At 31 December 2016	於2016年12月31日	13,031	720,578	13,900	(216,838)	530,671

Five Year Financial Summary

五年財務資料概要

A summary of the results and of the assets and liabilities of the Group for the last five financial years, as extracted from the audited financial statements is set out below.

本集團最近五個財政年度之業績與資產及負債概要載列如下，乃摘錄自經審核財務報表。

Results

業績

		Year ended 31 December 截至12月31日止年度				
		2016	2015	2014	2013	2012
		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
Revenue	收益	1,965,181	1,423,706	2,391,205	1,212,904	467,452
Gross profit	毛利	624,395	610,983	1,128,092	818,192	130,469
Profit before tax	除稅前溢利	941,317	680,964	931,647	799,461	265,762
Income tax expense	所得稅開支	(272,945)	(167,383)	(231,049)	(36,000)	(37,748)
Net profit for the year	年內淨溢利	668,372	513,581	700,598	763,461	228,014
Total comprehensive income attributable to owners of the Company for the year	年內本公司擁有人應佔溢利及全面收益總額	692,413	513,581	700,598	763,461	228,014

Assets and Liabilities

資產及負債

		As of 31 December 於12月31日				
		2016	2015	2014	2013	2012
		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
Non-current assets	非流動資產	2,169,583	1,217,959	925,741	996,305	1,087,733
Current assets	流動資產	9,156,829	7,091,304	6,014,520	5,757,628	4,397,582
Total assets	資產總值	11,326,412	8,309,263	6,940,261	6,753,933	5,485,315
Non-current liabilities	非流動負債	3,844,398	2,214,954	1,138,756	1,452,599	1,066,026
Current liabilities	流動負債	4,097,133	3,272,986	3,300,697	4,603,332	4,484,103
Total liabilities	負債總額	7,941,531	5,487,940	4,439,453	6,055,931	5,550,129
Equity attributable to owners of the Company	本公司擁有人應佔股權	3,383,535	2,821,323	2,500,808	698,002	(64,814)
Non-controlling interest	非控股權益	1,346	-	-	-	-
Total Equity	總股權	3,384,881	2,821,323	2,500,808	698,002	(64,814)

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